

NORTHPOINT

Somerville, Massachusetts

Case Number PB 2014-29 Request for Amendment to Approved NorthPoint Neighborhood Development Plan



Prepared for:

**DW NP Property, LLC
c/o DivcoWest
One Kendall Square, Ste. B3201
Cambridge, MA 02139**



In collaboration with:

**The HYM Investment Group, LLC
One Congress Street
10th Floor, Suite 101
Boston, MA 02114**



BEALS + THOMAS

Prepared by:

**Beals and Thomas, Inc.
Reservoir Corporate Center
144 Turnpike Road
Southborough, MA 01772**

In collaboration with:

**Galluccio & Watson, LLP
Goulston & Storrs, PC
CBT Architects
VHB/ Vanasse Hangen Brustlin, Inc.
Michael Van Valkenburgh Associates, Inc.**

Submitted in Compliance with Article 5.7 and 6.6 of the City of Somerville Zoning Ordinance

September 28, 2016



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www.bealsandthomas.com
Regional Office: Plymouth, MA

September 28, 2016

Mr. George Proakis, Director of Planning
City of Somerville
Office of Strategic Planning and Community Development
City Hall
93 Highland Avenue
Somerville, MA 02143

Via: Hand Delivery

Subject: Application to Amend the Approved Neighborhood Development Plan
NorthPoint
Somerville, MA
B+T Project No. 2084.02

Dear Mr. Proakis:

On behalf of the Applicant, DW NP Property, LLC (an affiliate of DivcoWest), Beals and Thomas, Inc. respectfully submits this application to amend the Neighborhood Development Plan (NDP) (Case # PB 2014-30) for the portion of the larger NorthPoint project located within the City of Somerville (the Site).

The enclosed application details the amendments to the approved NDP for NorthPoint. The proposed modifications to the NDP include the conversion of previously approved residential space to commercial space in Somerville as well as the intent of the Applicant to develop the two commercial buildings, located partially or entirely in Somerville, first and as soon as possible. Design and Site Plan Review applications for the building on Lot JK and the abutting portion of Dawes Street have been submitted to the Planning Board for review.

We appreciate the efforts of the Office of Strategic Planning and Community Development to work with the development team to facilitate the permitting and review processes for these sites.

Very truly yours,

BEALS AND THOMAS, INC.

A handwritten signature in blue ink, reading 'John P. Gelcich' followed by a stylized flourish.

John P. Gelcich, AICP
Senior Planner

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APPENDICES

- Appendix A – Street Layout and Geometry Plans
- Appendix B – Transportation Memorandum
- Appendix C – Master Plan Special Permit Amendment #6 (Major)
(Submitted under Separate Cover)

Section 1.0
Application Forms

Neighborhood Development Plan (NDP) Submittal Cover Page



CITY OF SOMERVILLE MASSACHUSETTS

Joseph A. Curtatone, Mayor

Office of Strategic Planning and Community Development (OSPCD)
City Hall 3rd Floor, 93 Highland Avenue, Somerville, MA 02143
(617) 625-6600 ext. 2500

NEIGHBORHOOD DEVELOPMENT PLAN (NDP) SUBMITTAL • COVER PAGE

In accordance with Article 5 of the Somerville Zoning Ordinance, the undersigned hereby submits the attached neighborhood development plan for review according to applicable procedures and provisions of the Somerville Zoning Ordinance. Submittal materials required by this form are included as part of this submittal package.

Project NorthPoint

Agent Name Mark Johnson Phone 617-914-8600 Email mjohnson@divcowest.com

OWNER

Name DW NP Property, LLC c/o DivcoWest Real Estate Services
Address One Kendall Square, Ste. B3201
Cambridge, MA 02139
Phone 617-720-7400 Email rmashaal@divcowest.com

APPLICANT

Name DW NP Property, LLC c/o DivcoWest Real Estate Services
Address One Kendall Square, Ste. B3201
Cambridge, MA 02139
Phone 617-720-7400 Email rmashaal@divcowest.com

As Owner, I make the following representations:

1. I hereby certify that I am the owner of the property identified on this application form.
2. I hereby certify that the applicant named on this application form has been authorized by me to apply to develop and/or use the property listed above for the purposes indicated in this application.
3. I hereby certify that the agent, engineer and/or architect listed on this application form have been authorized to represent this application before the Planning Staff, the Planning Board, and/or the Zoning Board of Appeals.
4. I will permit Planning Staff to conduct site visits on my property.
5. Should the ownership of this parcel change before the board(s) have acted on this application, I will provide updated information and new copies of this signature page.

As Applicant, I make the following representations:

1. The information supplied on and with this application form is accurate to the best of my knowledge.
2. If the current use of the property is a nonconforming use, I will furnish proof to the satisfaction of the SPGA that the nonconforming use is legal.
3. I will make no changes to the approved project plans without the prior approval of the SPGA.
4. If the proposed project is subject to linkage (SZO Article 15), I will sign all documents required by the Planning Staff/SPGA governing the amount and the method of payment of the linkage fee.
5. I will return the notice sign or pay for its replacement.
6. I will pay the fees associated with this application, including but not limited to: advertising the case in the newspaper and mailing notices to abutters.
7. I hereby certify that the agent, engineer and/or architect listed in this submittal package has been authorized by me to represent me before the Planning Staff, the Planning Board, and/or the Zoning Board of Appeals as it relates to the development and/or use of this property.

DW NP Property, LLC by

Signature

Executive Vice President of its general partner

DW NP Property, LLC by

Signature

Executive Vice President of its general partner

CITY OF SOMERVILLE USE ONLY

CASE NUMBER _____
ZONING DISTRICT(S) _____ WARD/ALDERMAN _____
SPECIAL PERMIT(S) REQUIRED? ☐ YES ☐ NO
VARIANCE REQUIRED? ☐ YES ☐ NO
FILING FEE _____ ADD FEE _____
PLANNING MEETING DATE _____ ENGINEERING MEETING DATE _____
DESIGN REVIEW DATE _____
HEARING DATE _____

CITY CLERK STAMP

Neighborhood Development Plan Fee Schedule

Review/Final Submittal
Revision, Major Amendment
Revision, Minor Amendment

BASE FEE	ADDITIONAL FEE	MAX. FEE	AD FEE	ABUTTERS FEE
\$300	\$500/acre	\$8,500	\$350	\$25
\$225	\$250/acre	\$8,500	\$350	\$25
\$150	n/a	n/a	n/a	n/a

OFFICE OF STRATEGIC PLANNING AND COMMUNITY DEVELOPMENT

City Hall 3rd Floor . 93 Highland Avenue . Somerville, MA 02143
617-625-6600 ext. 2500

M-W 8:30 AM - 4:30 PM, Th 8:30 AM - 7:30 PM, F 8:30 AM - 12:30 PM

NEIGHBORHOOD DEVELOPMENT PLAN (NDP) SUBMITTAL REQUIREMENTS

Applicants shall meet with the Office of Strategic Planning and Community Development and the Engineering Department prior to the submission of any neighborhood development plan to ascertain applicable submittal requirements. A completed copy of this form shall be included with any neighborhood development plan submittal package.

GENERAL DOCUMENT AND GRAPHIC STANDARDS

- All required materials shall be submitted as follows:

	REVIEW SUBMITTAL	FINAL SUBMITTAL	FORMAT	WRITTEN AND GRAPHIC INFORMATION	PLAN DRAWINGS
Physical Copies:	3	8	printed bound booklet	8.5x11	foldable 11"x 17" (plans not to scale)
Electronic Copies:	1	1	.pdf	8.5x11	24"x 36" min.
	1	1	.dwg	n/a	24"x 36" min.

- Review copies of neighborhood development plans shall be submitted to the City Clerk's office per §5.4.4.A of the Somerville Zoning Ordinance. Final copies of neighborhood development plans shall be submitted to the Planning Division for distribution to the Planning Board no less than 20 days prior to the scheduled Public Hearing.
- All plan drawings shall include a title block with the project name, plan issue date, sheet number, sheet title, registrant stamp, registrant contact information, scale, revision number and date, assessor's map-block-lot number(s), and 2"x 2" City Clerk stamp block.
- All thoroughfares and civic and recreation spaces shall be clearly labeled.
- A north arrow and scale shall be provided on each map or plan.

REQUIRED FOR ALL NEIGHBORHOOD DEVELOPMENT PLAN SUBMITTALS (in addition to Cover Page)

Written/Graphic Information

	Required	Supplied	Received
1. Contact information (company name, business address, telephone number, designated contact, & email address) for each member or firm of the development team, including legal representation and all project consultants	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Legal description of property, including meets and bounds	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Property title report including current ownership and purchase options of all parcels in the development site	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Property deed	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Identification of any existing legal judgments, actions, covenants, conditions, and/or restrictions that may control development, if applicable	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. A locus map	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. Project description including, but not limited to, the following:	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
a. Neighborhood vision and character narrative	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Zoning conformance review	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. Identification of any requested special permits or variances, as required	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. City policy conformance review, or to other plans deemed appropriate by the Planning Board	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. Conceptual pedestrian level perspective drawings illustrating key locations within the development site.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. An axonometric drawing illustrating the conceptual build out of the development site	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. A numerical breakdown identifying the size (in square feet) of each proposed lot and the land area of any lot partially located within the City of Somerville	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
h. Proposed development program and project phasing plan:			
i. Identification of the proposed building type(s) for each lot	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
ii. Summary of the proposed floor area (by use category) for the development site in total, estimated project phases, individual lots, and for portions of lots partially located within the City of Somerville	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
iii. Summary of estimated dwelling unit count for the development site in total, estimated project phases, individual lots, and for portions of floor area partially located within the City of Somerville	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
i. A statement of intent regarding the future selling or leasing of developable lots and the conveyance (or not) of thoroughfares and civic spaces to the City of Somerville	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. Description of the civic space network, including identification of proposed locations, types, and a statistical summary of size (in acres and sq. ft) for each space	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. Description of existing and any proposed improvements to major water, sanitary sewer, storm drainage, electrical, telephone, data, CATV, and natural gas utilities for the entire development site	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

10. Transportation analysis (scope of study area surrounding the development site to be determined by the Planning Director)

a. Identification of existing conditions:

- i. Pedestrian infrastructure including primary and secondary routes, important connections, sidewalk volumes and capacity, and delay at crosswalks ☒ ☒ ☐
- ii. Cycling infrastructure including identification of type (routes/lanes/paths), location, volume, capacity, parking, and safety statistics ☒ ☒ ☐
- iii. Public transportation including identification of type, location, frequency, capacity, and ridership statistics ☒ ☒ ☐
- iv. Motor vehicle infrastructure including volume, capacity, and safety statistics ☒ ☒ ☐

b. Proposed future conditions:

- i. Pedestrian, bicycle, and roadway improvements ☒ ☒ ☐

- c. A multi-modal transportation demand analysis of existing and proposed future conditions following procedures outlined in the 2010 Highway Capacity Manual. Analysis shall include study of demand, capacity, trip distribution, and circulation for sidewalks, bike facilities, public transportation, travel lanes, and intersections for appropriate modes, AM, PM, and daily trip generation rates and modal splits shall be based on regional comparables of similar principal uses provided by the Office of Strategic Planning and Community Development or other sources deemed appropriate by the Planning Board. In the absence of applicable comparables, ITE Trip Generation (latest edition) data may be substituted. ☒ ☒ ☐

Plan Drawings

- 1. A two hundred (1" to 200') scale proposed block and lot plan, illustrating the following:

- a. Block outlines, labeled with the length of each block face and total perimeter of each block ☒ ☒ ☐
- b. Lots, indicating size (in square feet) and width of each in total ☒ ☒ ☐
- c. Thoroughfare rights-of-way, indicating width in total at various points along their run. ☒ ☒ ☐

- 2. A two hundred (1" to 200') scale existing thoroughfare network plan ☒ ☒ ☐

- 3. A two hundred (1" to 200') scale proposed thoroughfare network plan ☒ ☒ ☐

- 4. A forty (1" to 40') scale proposed thoroughfare layout and geometry plan, including an index plan, if applicable, for all proposed thoroughfares within the DEVELOPMENT SITE ☒ ☒ ☐

- 5. A two hundred (1" to 200') scale proposed cycling infrastructure plan, identifying all bike routes, paths, lanes, and related facilities for the entire development site ☒ ☒ ☐

- 6. A two hundred (1" to 200') scale proposed civic space plan, identifying the location(s) and type(s) of all proposed civic spaces for the entire development site ☒ ☒ ☐

- 7. A utility plan, identifying the existing and proposed layout of major water, sanitary sewer, storm drainage, electrical, telephone, data, CATV, and natural gas utilities for the entire development site ☒ ☒ ☐

- 8. A two hundred (1" to 200') scale proposed retail frontage plan, including identification of primary pedestrian circulation routes for the entire development site ☒ ☒ ☐

DW NP PROPERTY, LLC
575 MARKET STREET, 35TH FLOOR
SAN FRANCISCO, CA 94105

CITY NATIONAL BANK
150 CALIFORNIA STREET, 13TH FLOOR
SAN FRANCISCO, CA 94111

12-2016/066

1220

Date
8/17/2016

Check No.
010338

Check Amount
1,397.00

One Thousand Three Hundred Ninety Seven AND 00/100 Dollars

Pay to the order of:

VOID IF NOT CASHED WITHIN 90 DAYS WITHIN DATE OF ISSUE

CITY OF SOMERVILLE - TAX COLLECTOR

**P.O. BOX 197
SOMERVILLE, MA 02143-0197**

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈010338⑈ ⑆122016066⑆ 432942384⑈

THIS CHECK IS VOID WITHOUT A BLUE BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT ANGLE TO VIEW

DW NP PROPERTY, LLC
575 MARKET STREET, 35TH FLOOR
SAN FRANCISCO, CA 94105

CITY NATIONAL BANK
150 CALIFORNIA STREET, 13TH FLOOR
SAN FRANCISCO, CA 94111

12-2016/066

1220

Date
8/17/2016

Check No.
010337

Check Amount
350.00

Three Hundred Fifty AND 00/100 Dollars

Pay to the order of:

VOID IF NOT CASHED WITHIN 90 DAYS WITHIN DATE OF ISSUE

CITY OF SOMERVILLE - TAX COLLECTOR

**P.O. BOX 197
SOMERVILLE, MA 02143-0197**

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈010337⑈ ⑆122016066⑆ 432942384⑈

THIS CHECK IS VOID WITHOUT A BLUE BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT ANGLE TO VIEW

DW NP PROPERTY, LLC
575 MARKET STREET, 35TH FLOOR
SAN FRANCISCO, CA 94105

CITY NATIONAL BANK
150 CALIFORNIA STREET, 13TH FLOOR
SAN FRANCISCO, CA 94111

12-2016/066

1220

Date
8/17/2016

Check No.
010336

Check Amount
25.00

Twenty Five AND 00/100 Dollars

Pay to the order of:

VOID IF NOT CASHED WITHIN 90 DAYS WITHIN DATE OF ISSUE

CITY OF SOMERVILLE - TAX COLLECTOR

**P.O. BOX 197
SOMERVILLE, MA 02143-0197**

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈010336⑈ ⑆122016066⑆ 432942384⑈

Section 2.0

Historical Background

2.0 HISTORICAL BACKGROUND

2.1 Introduction and Background

DW NP Property, LLC (the “Applicant” or “DivcoWest”) acquired the NorthPoint property (with the exception of the previously developed Parcels N, S, and T) in August 2015. For the past year, the new ownership team has been evaluating the approved development plan, considering ways in which it can be improved and development can be accelerated. **We are excited to share the enclosed plan with the Planning Board, which, most significantly, adds commercial development to Somerville and prioritizes the commercial buildings in Somerville as the first two buildings to be constructed by DivcoWest.** As described in this Application, otherwise, the overall Neighborhood Development Plan remains substantially the same as approved by the Planning Board.

DivcoWest, founded in 1993, is a privately owned real estate investment firm with offices in San Francisco and Boston. It owns more than 30 million square feet of commercial space throughout the United States. DivcoWest has made significant recent investments in the East Cambridge and Kendall Square neighborhoods, acquiring and repositioning the Davenport Building on First Street, acquiring One Kendall Square, and acquiring and developing 399 Binney Street. As described below, DivcoWest has made development of parcels with Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses in Somerville a top priority to get under development quickly and the amendments proposed in this Application will help DivcoWest achieve that goal.

As the Planning Board knows, the NorthPoint project (the “Project”) consists of a total of a 5,245,854 square foot (“sf”) gross floor area (“GFA”) mixed-use campus (3,060,792 sf residential; 2,185,062 sf commercial). The Site consists of approximately 45 acres, comprised of land in Somerville, Boston, and Cambridge. Approximately 4.688 acres of the Site is located within Somerville -- one parcel (now referred to as EF) is almost entirely in Somerville and five other parcels are partially located in Somerville. The Site is uniquely well served by transit, specifically, the MBTA’s Orange Line Community College Station and Green Line Lechmere Station. The extensive Charles River Park system, including the nine-acre North Point Park, is adjacent to the NorthPoint Site and features a convenient pedestrian/bicycle connection to Charlestown via the North Bank Bridge. Recent improvements to the area’s public amenities include the Lynch Family Skatepark, a new bicycle/Hubway station, the Brian P. Murphy Memorial Staircase, and an extensive community path network, which will ultimately connect to the Somerville Community Path through NorthPoint.

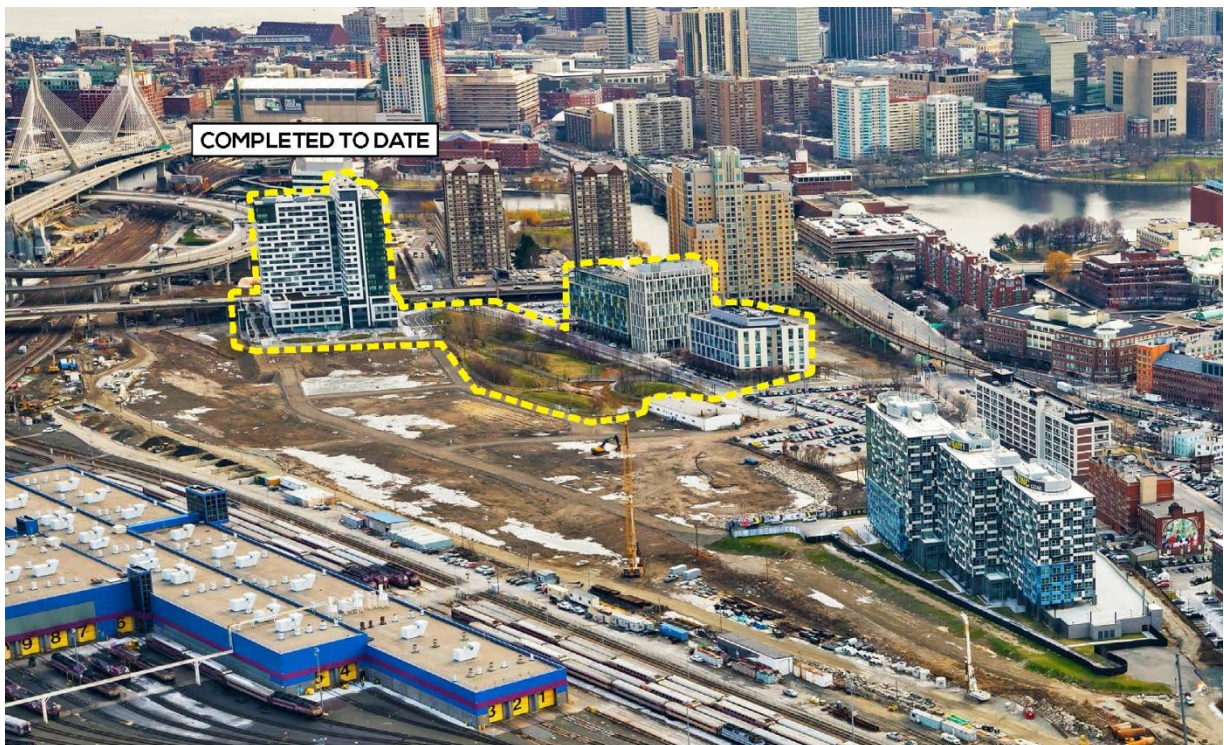
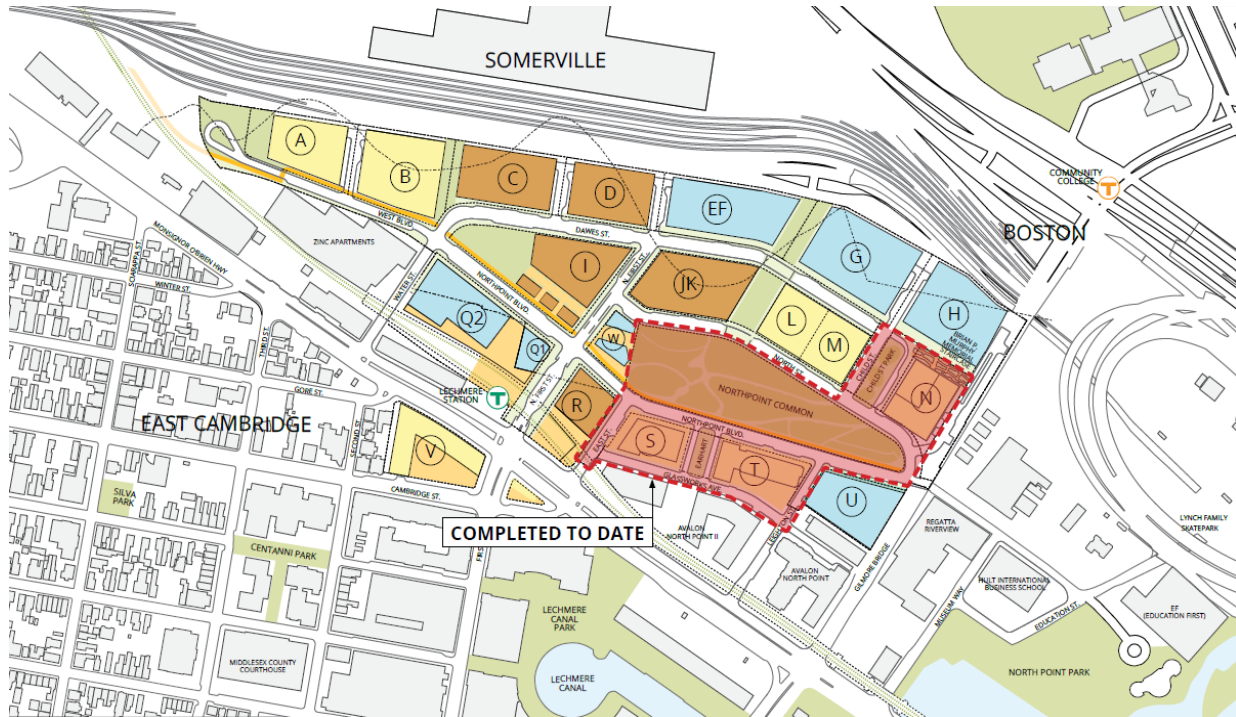
Prior to DivcoWest’s acquisition, two residential condominiums were constructed on Parcels S and T, including a total of 329 units, and one residential apartment building was constructed on Parcel N (Twenty|20) consisting of 355 units and 8,600 sf of retail space, all located in Cambridge. In conjunction with those buildings, NorthPoint Common, an on-site four (4) acre central park, and various road segments (East Street, Glassworks Avenue,

Leighton Street and a significant portion of NorthPoint Boulevard) were also constructed. NorthPoint Common was constructed as a Public Common. Other completed Project components include the following: the 17,000 sf Child Street Park; the Brian P. Murphy Memorial Staircase, providing a pedestrian and bicycle connection to the Gilmore Bridge and much improved access to the adjacent Community College Orange Line Station; portions of North Street and Child Street; and the first segment of the Community Path, which opens up pedestrian and bicycle connectivity to North Point Park and the larger Charles River park system. The following plan and recent aerial view show the previously completed work at NorthPoint.

A zoning amendment was adopted by the City of Somerville on November 26, 2013 establishing the North Point Special District and modifying Section 5.4 of the Somerville Zoning Ordinance (SZO), relating to design and site plan review requirements in the new District. The previous zoning district (IB) prohibited much of what was envisioned for the neighborhood from being built, therefore the amendment to the SZO was proposed to support the development of a comprehensively planned neighborhood of mixed-use, moderate- to high-density development within easy access to public transportation.

A Neighborhood Development Plan application was submitted in September 2014 and was subsequently approved by the Somerville Planning Board in October 2014. It should be noted that the zoning amendment and Neighborhood Development Plan were each unanimously approved, reflecting the strong support for this development within the City of Somerville.

This application serves as an application to amend the previously approved Neighborhood Development Plan to enable the development of two commercial/lab buildings in Somerville.



Since acquiring NorthPoint in August 2015, DivcoWest has made significant additional out-of-pocket capital investments in the Site in order to improve current conditions and to prepare the Site for additional development starting on multiple fronts as early as 2017. This work includes the following:

- Site-wide clean up to remove debris, railroad ties, and above-ground storage tanks from the undeveloped portion of the Site to prepare for construction of roads and buildings in 2017;
- Environmental characterization of all undeveloped portions of the Site;
- Installation in June 2016 of a new 23-dock Hubway station located at the base of the Brian P. Murphy Memorial Staircase,
- Surcharging of multiple road segments in preparation for commencement of construction of the balance of the on-site road network in 2017;
- Acceleration of design documents for the reconstruction of Monsignor O'Brien Highway ("MOB") along the length of the Project Site, including new pedestrian crossings, cycle tracks and medians;
- Identification and design on an accelerated basis of key Inflow/Infiltration ("I/I") mitigation projects to improve stormwater drainage;
- Additional upgrades to utilities not required for the proposed Project, but improving service to the area around the Project; and
- Proactive management of existing civic spaces, including repairs to pedestrian paths, and installation of additional pet waste stations.

Community Benefits Summary

The proposed Neighborhood Development Plan amendments reflected in this Application will provide new benefits to the City of Somerville as outlined below:

- Increase in the amount of commercial square footage dedicated to Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses in Somerville from approximately 425,000 square feet to approximately 520,000 square feet;
- Conversion of Parcels J and K from two Residential use parcels into a single Parcel JK designated for Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses, increasing the proposed amount of Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses on Somerville portions of NorthPoint, with the corresponding increase in real estate taxes and Incentive Zoning payments;
- Creation of a new Parcel EF on which will be constructed a Commercial Office or R&D/Laboratory lab/office building entirely in Somerville;
- Allow for the first commercial buildings constructed as part of NorthPoint to be located in Somerville;
- Increase in the amount of civic space in Somerville;

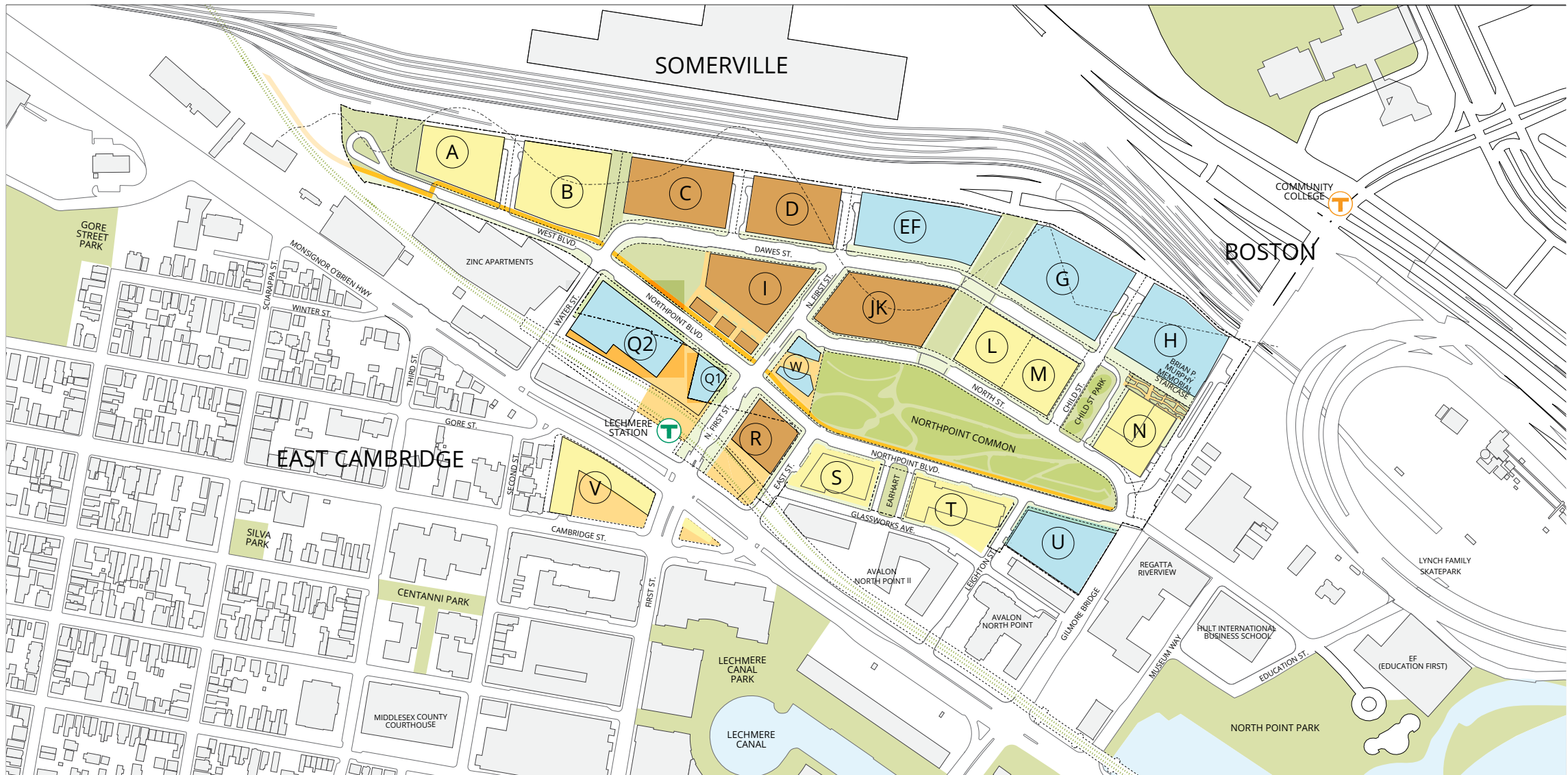
- Creation of a new, major active-use park for the public on Parcel I, adjacent to the Somerville parcels within NorthPoint. This new park complements the existing NorthPoint Common and will serve as an amenity for Somerville commercial tenants and residents;
- Creation of small-scale retail buildings in the center of the Project, on Parcels I, Q1, and W (a newly proposed small parcel adjacent to NorthPoint Common in the location of an existing building) enabled by the re-parcelization resulting from the street and civic space realignment described in this Application. This new Retail Square will benefit the tenants of the commercial and residential parcels in the surrounding Somerville parcels (A, B, C, D, EF, G, and JK) These one- and two-story buildings will bring a human scale to the public realm and introduce architectural variety and visual interest. Parcel W, which fronts North First Street and is adjacent to the western edge of NorthPoint Common, will activate NorthPoint Common and is vital to the continuity of the First Street retail corridor between Parcels R and JK and connecting the Community Path which will extend into Somerville.
- A road network that improves vehicular movements and pedestrian and bicycle safety and overall reduction of impervious surfaces;
- Re-alignment of the Community Path along the north side of West Boulevard, creating a safer environment for pedestrians and bicyclists by reducing the number of street crossings;
- Generation of approximately \$8.0 million in annual tax revenue to the City of Somerville, an increase of approximately \$1.0 million over the current Neighborhood Development Plan; and
- Approximately \$2,200,000 in Incentive Zoning payments to the Affordable Housing Trust as the non-Residential portions of the North Point project in Somerville are constructed, an increase of more than approximately \$250,000 given the increase in proposed non-Residential square footage.

The previously approved NorthPoint Neighborhood Development Plan already included significant community benefits for Somerville, including the following:

- Development of unused former rail yard, transforming a blighted area of Somerville and Cambridge into an attractive, new neighborhood;
- A vibrant new Retail Square situated directly adjacent to the Somerville parcels within NorthPoint, connected to the existing First Street retail corridor, with new retail uses that will serve as an amenity to the NorthPoint site and attract new commercial, R&D or lab tenants to NorthPoint;
- Compliance with Inclusionary Housing Requirements;
- Creation of a continuous on-site approximately 2,500 linear foot Community Path which will allow connections to the Charles River Reservation and future Somerville Community Path;

- Reconstruction of Monsignor O'Brien Highway ("MOB") which results in a multi-modal arterial with new cycle tracks, pedestrian sidewalks, landscaping, and additional pedestrian crossings;
- Reconstruction of key intersections along MOB at Third Street, Water Street, Land Boulevard, and Museum Way, providing improved access for pedestrians and bicyclists and improved signal timing;
- State-of-the-art stormwater management system that will improve the environment in NorthPoint and beyond.

NORTHPOINT



LEGEND

- Residential
- Commercial
- Residential or Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses

Table 1:
GFA by Block

	GFA	USE
A	175,000 gfa	RESIDENTIAL
B	373,000 gfa	RESIDENTIAL
C	348,000 gfa	MIXED-USE
D	340,000 gfa	MIXED-USE
EF	400,000 gfa	COMMERCIAL
G	410,000 gfa	COMMERCIAL
H	345,000 gfa	COMMERCIAL
I	390,000 gfa	MIXED-USE
JK	370,000 gfa	MIXED-USE
L	286,000 gfa	RESIDENTIAL
M	208,400 gfa	RESIDENTIAL
N	394,000 gfa	RESIDENTIAL
Q1	14,000 gfa	COMMERCIAL
Q2	151,062 gfa	COMMERCIAL
R	148,945 gfa	MIXED-USE
S	112,398 gfa	RESIDENTIAL
T	242,194 gfa	RESIDENTIAL
U	320,000 gfa	COMMERCIAL
V	199,855 gfa	RESIDENTIAL
W	18,000 gfa	COMMERCIAL
	5,245,854 gfa	

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

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

2.2 Status of Related Permits and Approvals

Cambridge Planning Board

The following table summarizes the Special Permit history for Cambridge Planning Board case #PB-179.

Permit	Submittal Date	Approval Date	Scope
Master Plan Special Permit	07/25/2002	03/11/2003	Original filing
Master Plan Special Permit Amendment #1 (minor)	03/01/2007	03/06/2007	Land use, retail locations, phasing
Master Plan Special Permit Amendment #2 (minor)	11/14/2008	11/18/2008	Width of multi-use path
Master Plan Special Permit Amendment #3 (major)	09/07/2012	11/16/2012	Revised Master Plan
Master Plan Special Permit Amendment #4 (major)	06/24/2014	02/13/2015	Parking ratio, shared parking district
Zoning Amendment	09/08/2014	11/10/2014	Retail parking
Master Plan Special Permit Amendment #5 (minor)	06/26/2015	07/28/2015	Phasing
Master Plan Special Permit Amendment #6 (Major)	04/12/2016	7/26/2016	Revised Master Plan

Boston

This Application is not proposing any changes to the Boston portions of the Site. The Applicant will work with the City of Boston and Boston Redevelopment Authority to complete the documentation required under the Boston Zoning Code for the development of Parcels G and H, which are located partly in Boston and partly in Cambridge, at such time as those parcels are being readied for development.

MEPA

In connection with the NorthPoint Project and pursuant to the Massachusetts Environmental Policy Act (“MEPA”) and its implementing regulations, an Environmental Notification Form (“ENF”) was filed on November 30, 2001. On January 25, 2002, the Secretary of Energy and Environmental Affairs (the “Secretary”) issued a Certificate on the ENF indicating that an Environmental Impact Report would be required. On June 21, 2002, the Secretary issued a Certificate on the Draft Environmental Impact Report (the “DEIR”) finding that the DEIR adequately and properly complied with MEPA and, on December 16, 2002, the Secretary issued a Certificate on the Final Environmental Impact Report (“FEIR”) finding that the FEIR adequately and properly complies with MEPA.

On August 20, 2010, the Secretary issued an Advisory Opinion confirming that no Notice of Project Change was required due to a lapse of time. On June 22, 2011, the Secretary issued an Advisory Opinion determining that no Notice of Project Change was required because of the changes in the project timeframe and the reassignment of responsibility to relocate the Lechmere MBTA Station from the developer to the Commonwealth. On June 9, 2013, the Secretary issued an Advisory Opinion stating that no Notice of Project Change was required with respect to changes to the NorthPoint master plan, including the provision of two (2) additional acres of civic space, an increase in the allowed height for five (5) residential buildings and one (1) commercial building from 150 feet to 220 feet, the creation of a retail plaza near the Lechmere Green Line Station, and a change to the location of certain residential and commercial buildings within the master plan area.

There has been no further action required with MEPA since the date of the last Advisory Opinion. We do not believe that any of the proposed changes in this Application would change any MEPA approvals.

MassDOT

The Applicant is continuing to work with MassDOT, the City of Cambridge and other stakeholders on improvements to Monsignor O'Brien Highway ("MOB"). The Applicant has submitted the 25% MOB Design Plans to both MassDOT, DCR and the City of Cambridge for their collective review and comment and continues to work collaboratively with all stakeholders in advancing the design effort. DivcoWest has also advanced design for the first phase of this work, which is the reconstruction of the MOB/Water Street and MOB/Third Street intersections.

Section 3.0
Written and Graphic Information

3.0 WRITTEN/GRAPHIC INFORMATION

The following information is provided as required by the City of Somerville for the approval of Neighborhood Development Plans.

3.1 Contact Information

Owner:

DivcoWest
One Kendall Square
Suite B3201
Cambridge, MA 02139
Tom Sullivan, President, Development
Division
617-720-7400
tsullivan@divcowest.com

Development Advisor:

The HYM Investment Group, LLC
One Congress Street
10th Floor, Suite 101
Boston, MA 02114
Thomas N. O'Brien, Managing Director
(617) 248-8905
tobrien@hyminvestments.com

Architect:

CBT / Childs Bertman Tseckares, Inc.
110 Canal Street
Boston, MA 02114
Kishore Varanasi, Principal
(617) 646-5180
varanasi@cbtarchitects.com

Traffic Engineer:

Vanasse Hangen Brustlin, Inc.
99 High Street, 10th Floor
Boston, MA 02110
Susan P. Sloan-Rossiter, Principal
(617) 607-2930
ssloanrossiter@vhb.com

Landscape Architect:

Michael Van Valkenburgh Associates, Inc.
231 Concord Avenue
Cambridge, MA 02138
Chris Matthews, Associate Principal
(617) 864-2076
cmatthews@mvvainc.com

Civil Engineer:

Beals and Thomas, Inc.
144 Turnpike Road
Southborough, MA 01772
Richard Kosian, Executive Vice President
(508) 366-0560
rkosian@bealsandthomas.com

Legal Counsel:

Goulston & Storrs, PC
400 Atlantic Avenue
Boston, MA 02110
Deborah S. Horwitz, Esquire
(617) 574-4123
dhorwitz@goulstonstorrs.com

Legal Counsel:

Galluccio & Watson, LLP
1498 Cambridge Street
Cambridge, MA 02139
Anthony D. Galluccio, Partner and
Founder
(617) 945-2577
anthonygalluccio@comcast.net

3.2 Legal Description of Property

NORTHPOINT NEIGHBORHOOD DEVELOPMENT PLAN SOMERVILLE, MASSACHUSETTS

Three certain parcels of land in the Commonwealth of Massachusetts, County of Middlesex, City of Somerville, situated on the southeasterly boundary of the City of Somerville common with the City of Cambridge and shown in part on a plan recorded at the Middlesex County Registry of Deeds as plan 937 of 2012. More particularly bounded and described as follows:

First Parcel

Beginning at a point at the most northeasterly corner of the parcel herein described, thence running;

Westerly	1026 feet more or less by the city boundary between the City of Somerville and City of Cambridge, said course being by the centerline of the former Millers River channel, to a point, thence turning and running;
S 81° 14' 38" E	488 feet more or less to a point, thence turning and running;
S 77° 22' 25" E	264 feet more or less to the point of beginning, said last two courses being by land now or formerly of MBTA.

Containing 3.46 acres, more or less.

Second Parcel

Beginning at a point at the most northeasterly corner of the parcel herein described, said point being N 81° 14' 38" W 327 feet more or less from the most westerly corner of the first parcel, thence running;

Westerly	579 feet more or less by the city boundary between the City of Somerville and City of Cambridge, said course being by the centerline of the former Millers River channel, to a point, thence turning and running;
S 81° 14' 38" E	521 feet more or less to the point of beginning, said last course being by land now or formerly of MBTA.

Containing 0.87 acres, more or less.

Third Parcel

Beginning at a point at the most northeasterly corner of the parcel herein described, said point being N 81° 14' 38" W 258 feet more or less from the most westerly corner of the second parcel, thence running;

Westerly 317 feet more or less by the city boundary between the City of Somerville and City of Cambridge, said course being by the centerline of the former Millers River channel, to a point, thence turning and running;

N 02° 23' 37" W 28 feet more or less to a point, thence turning and running;

S 67° 40' 27" E 42.82 feet to a point, thence turning and running;

S 81° 14' 38" E 203 feet more or less to the point of beginning, said last three courses being by land now or formerly of MBTA.

Containing 0.37 acres, more or less.

3.3 Property Title Report



**COMMITMENT FOR TITLE INSURANCE
SCHEDULE A**

This commitment is subject to underwriting/rate approval if the proposed transaction exceeds
\$50,000,000.00

Case Number: C21292

Connection Number: 19263221

(Revised April 10, 2015)
(Revised April 13, 2015)
(Revised May 1, 2015)
(Revised June 29, 2015)
(Revised July 20, 2015)
(Revised July 23, 2015)
(Revised August 5, 2015)
(Revised August 7, 2015)
(Revised August 12, 2015)
(Revised August 18, 2015)

1. Effective Date: **August 18, 2015**

2. Policy or Policies to be issued:

(a) ALTA Owner's Policy - (6/17/06)

Amount: **\$291,040,268.46**

PROPOSED INSURED: **DW NP Property, LLC, a Delaware limited liability company**

(b) ALTA Loan Policy – (6/17/06)

Amount: **\$ NA**

PROPOSED INSURED: **NA**

3. Title to the fee simple estate or interest in the land described or referred to in this commitment is at the effective date hereof vested in:

CJUF III Northpoint LLC, by virtue of:

(a) Deed from Boston and Maine Corporation, dated as of August 19, 2010 and recorded in the Suffolk County Registry of Deeds in [Book 46807, Page 256](#) , and in the Middlesex South County Registry of Deeds in [Book 55212, Page 330](#) (PARCEL ONE)

(b) Deed from Boston and Maine Corporation dated June 11, 2014, and recorded in Middlesex South County Registry of Deeds in [Book 63899, Page 200](#) (PARCEL TWO)

(c) Quitclaim Deed from Boston and Maine Corporation, dated October 31, 2014 and recorded in the Suffolk County Registry of Deeds in Book 53735, Page 196, and recorded in the Middlesex South Registry of Deeds in Book 64544, Page 596. (PARCEL THREE)

4. The land referred to in this Commitment is described as follows:

All that certain parcel of land located in the cities of Cambridge, Somerville and Boston, Counties of Middlesex and Suffolk, Commonwealth of Massachusetts, all more particularly described in Exhibit "A" attached hereto and made a part hereof

NOTE: As hereinafter used, "recorded with Middlesex" shall mean "recorded with the Middlesex County Registry of Deeds (Southern District)" and "recorded with "Suffolk" shall mean "recorded with the Suffolk County Registry of Deeds".

Countersigned at Boston, Massachusetts

Schedule A – Part I

**Commonwealth Title Insurance Company
265 Franklin Street, 8th Floor
Boston, MA 02110-3113
(800) 621-0051**

Philip M. Saba
Vice President

NOTE: This Commitment is an offer to issue one or more title insurance policies. It is not a title insurance policy or an abstract of title, a report on the condition of title, legal opinion, opinion of title or similar representation of title. The Company shall have no liability other than that set forth in this Commitment. Any title search or examination that has been conducted for the preparation of this Commitment (i) has been conducted solely for the Company's determination of insurability under the terms of this Commitment and (ii) has not been conducted for any other person, including a Proposed Insured. Only a Proposed Insured, designated on Schedule A, may rely on this Commitment, and then only to acquire a title insurance policy from the Company in accordance with the terms and provisions of this Commitment. If the Company has not completed the Proposed Policy Amount on Schedule A, the offer of the Commitment is to issue a title insurance policy limited to an Amount of Insurance of no more than \$100,000.

EXHIBIT "A"

All those certain parcels of land located in the Cities of Cambridge and Somerville, Middlesex County and Boston, Suffolk County, Commonwealth of Massachusetts, and more particularly described as follows:

PARCEL ONE:

Parcel 1 on a plan entitled "North Point – "Central Park" Parcel Subdivision Plan of Land in Boston, Cambridge and Somerville, Massachusetts, Suffolk and Middlesex Counties", dated August 16, 2010, prepared by Gunther Engineering, a division of Digital Geographic Technologies, Inc., and recorded as [Plan 597 of 2010](#) (Middlesex) and [Plan Book 2010 Pages 270 and 271](#), (Suffolk).

Together with all right, title and interest in and to the private street known as Water Street as more particularly shown on the Plan, to the midline thereof and adjoining Parcel 1 described above, excepting therefrom so much of Water Street as may be owned in fee by the MBTA by virtue of the documents recorded with Middlesex at [Book 13117, Page 113](#) and at [Book 13156, Page 34](#).

Together with the right to use the "private" portion of Water Street as shown on the Plan.

Less and except the following described premises:

- (1) Parcel N set forth in a deed from CJUF III Northpoint LLC to NP Parcel N Owner LLC, dated December 12, 2012 and recorded with Middlesex in Book 60764, Page 223 and shown on Plan 937 of 2012; and
- (2) That certain parcel of land described in a deed from CJUF III Northpoint LLC to Massachusetts Bay Transportation Authority, dated as of November 20, 2013 and recorded with Middlesex in [Book 62977, Page 343](#)

PARCEL TWO (Central Park Parcel and Lot FP):

Parcel 1:

A certain parcel of land situated in the Commonwealth of Massachusetts, County of Middlesex, City of Cambridge, located on the northerly side of North Point Boulevard and being shown as "**CENTRAL PARK' PARCEL**" on a plan entitled "North Point – "Central Park Parcel", Subdivision Plan of Land in Boston, Cambridge and Somerville, Massachusetts, Suffolk and Middlesex Counties", dated August 16, 2010, prepared by Gunther Engineering, recorded in Middlesex County Registry of Deeds as [Plan 597 of 2010](#). Being more particularly bounded and described as follows:

Beginning at a point at the most southeasterly corner of the parcel, said point being on the northerly line of North Point Boulevard, thence running;

N 75° 22' 38" W	134.49 feet to a point, thence turning and running;
NORTHWESTERLY	by a curve to the right having a radius of 1979.00 feet a length of 48.78 feet to a point, thence turning and running;
N 73° 57' 53" W	632.12 feet to a point, thence turning and running;
NORTHWESTERLY	by a curve to the right having a radius of 224.00 feet and a length of 22.75 feet to a point, thence turning and running;
N 68° 08' 47" W	37.98 feet to a point, thence turning and running;
NORTHWESTERLY	by a curve to the right having a radius of 425.00 feet and a length of 94.54 feet to a point, said last six courses being by the northerly line of North Point Boulevard, thence turning and running;

N 57° 16' 47" W	256.98 feet to a point, thence turning and running;
N 11° 15' 41" E	91.06 feet to a point, thence turning and running;
S 81° 14' 36" E	200.13 feet to a point, thence turning and running;
S 73° 25' 09" E	14.60 feet to a point, thence turning and running;
S 81° 06' 44" E	67.29 feet to a point, thence turning and running;
S 74° 39' 04" E	33.61 feet to a point, thence turning and running;
S 81° 14' 36" E	178.52 feet to a point, thence turning and running;
S 85° 07' 47" E	40.27 feet to a point, thence turning and running;
NORTHEASTERLY	by a curve to the right having a radius of 319.00 feet and a length of 105.10 feet to a point, thence turning and running;
S 58° 22' 52" E	128.90 feet to a point, thence turning and running;
S 51° 45' 29" E	30.35 feet to a point, thence turning and running;
S 58° 22' 52" E	137.29 feet to a point, thence turning and running;
S 64° 25' 22" E	33.25 feet to a point, thence turning and running;
S 58° 22' 52" E	273.25 feet to a point, thence turning and running;
SOUTHEASTERLY	by a curve to the right having a radius of 30.08 feet and a length of 47.17 feet to a point, thence turning and running;
S 31° 28' 09" W	35.15 feet to a point, thence turning and running;
SOUTHWESTERLY	by a curve to the right having a radius of 4.00 feet and a length of 5.11 feet to the point of beginning. All of said courses being by Parcel 1.

Parcel 2:

A certain parcel of land situated in the City of Cambridge, County of Middlesex, Commonwealth of Massachusetts, being more particularly shown as "**Lot FP**" on a plan entitled "Condominium Site Plan of Sierra & Tango Condominium in Cambridge, Massachusetts, Middlesex County, Scale 1" = 30', 10 January 2008, Gunther Engineering", recorded with the Middlesex S. D. Registry of Deeds as [Plan No. 449 of 2008](#).

Together with the benefit of the following which are appurtenant to PARCEL ONE AND PARCEL TWO:

- a. Easements granted in Agreement of Covenants, Easements and Restrictions by and between CJUF III Northpoint LLC, Sierra Plus Tango LLC, as Trustee of Sierra + Tango Condominium Trust and Boston and Maine Corporation, dated April 1, 2011 and recorded with Middlesex in Book 56683, Page 375, and recorded with Suffolk in Book 47761, Page 232, as amended by First Amendment dated December 12, 2012 and recorded with Middlesex in Book 60764, Page 220, as affected by Assignment and Assumption of Northpoint Agreement of Covenants, Easements and Restrictions by and between CJUF III Northpoint LLC and DW NP Property, LLC dated as of August ___, 2015 and recorded with Middlesex in Book ___, Page ___ and with Suffolk in Book ___, Page ___.

PARCEL THREE:

A certain parcel of land situated partly in the City of Cambridge and partly in the City of Boston, Commonwealth of Massachusetts, Counties of Middlesex and Suffolk, located on Charlestown Avenue and

This Commitment is invalid unless the Insuring Provisions and Schedules A and B are attached.

being shown as **Parcel 2** on a plan entitled "North Point – "Central Park" Parcel, Subdivision Plan of Land in Boston, Cambridge and Somerville, Massachusetts, Suffolk and Middlesex Counties", dated August 16, 2010, prepared by Gunther Engineering, recorded in Middlesex County Registry of Deeds as [Plan 597 of 2010](#) and recorded in Suffolk County Registry of Deeds in [Plan Book 2010 Pages 270](#) and [271](#).

Together with the benefit of the following, as appurtenant to PARCEL ONE, PARCEL TWO and PARCEL THREE:

- A. Easements reserved by Grantor in paragraph 2 of that certain Release Deed and Grant of Easement from The Boston and Maine Corporation to Massachusetts Bay Transportation Authority, dated July 1, 1992, and recorded with the Suffolk County Registry of Deeds in [Book 17577, Page 179](#) and with Middlesex in [Book 22186, Page 479](#), as affected by Confirmatory Release Deed and Grant of Easement dated July 20, 1993 and recorded with Suffolk in [Book 19013, Page 1](#) and with Middlesex in [Book 24467, Page 562](#), which easement rights are in the property shown as "B&M Access Easement" on a plan recorded with the Suffolk County Registry of Deeds as Plan 17577, Page 179 and Middlesex County Southern District Registry of Deeds as Plan 546 of 1992.
- B. Easements to use and access the "Developer Crossover Easement Area", granted in the Northpoint Parking Easement Agreement between CJUF III, Northpoint LLC and Massachusetts Bay Transportation Authority, dated February 23, 2015, and recorded in Middlesex in Book 65048, Page 251.
- C. Easements set forth in that certain Easement Agreement by and between North Point Apartments Limited Partnership, Archstone North Point II LLC, AVB Maple Leaf Apartments Limited Partnership and CJUF III Northpoint LLC, dated July 31, 2015, and recorded in Suffolk in Book 54872, Page 23, and in Middlesex in Book 65856, Page 233.
- D. Easements set forth in Agreement of Covenants, Easements and Restrictions by and between CJUF III Northpoint LLC, NP Parcel N Owner LLC and the Boston and Maine Corporation, dated April 12, 2013 and recorded with Middlesex in Book 61625, Page 397 and recorded with Suffolk in Book 51306, Page 54, as affected by Northpoint Parcel N Deed Covenants by and between CJUF III Northpoint LLC and NP Parcel N Owner LLC dated April 11, 2013 and recorded with Middlesex in Book 61625, Page 496, affected by First Amendment to Northpoint Agreement of Covenants, Easements and Restrictions dated August 21, 2014, recorded with Suffolk in Book 53465 Page 37 and with Middlesex in Book 64210 Page 280, as affected by Second Amendment to Northpoint Agreement of Covenants, Easements and Restrictions dated June 12, 2015, recorded with Suffolk in Book 54628, Page 334, and recorded with Middlesex in Book 65567, Page 343, as affected by Assignment and Assumption of Northpoint Agreement of Covenants, Easements and Restrictions by and between CJUF III Northpoint LLC and DW NP Property, LLC dated as of August ____, 2015 and recorded with Middlesex in Book ____, Page ____ and with Suffolk in Book ____, Page ____.

NOTE: Acreage is not insured.



**COMMITMENT FOR TITLE INSURANCE
SCHEDULE B - SECTION 1**

REQUIREMENTS

Case Number: C21292

The following are the requirements to be complied with:

1. Payment to or for the account of the grantors or mortgagors of the full consideration for the estate or interest to be insured.
 2. Proper instrument(s) creating the estate or interest to be insured must be executed and duly filed for record to-wit:
 - (a) Duly authorized and executed deed from the party identified in Schedule A, Item 3, vesting fee title in the proposed insured owner; and
- Note: Section 6 of Notices of Activity and Use Limitations referenced in Schedule B, Section 2 below should be reviewed when drafting any conveyance documents.
3. Intentionally omitted.
 4. If Survey coverage is requested, prior to closing the company must be in receipt of a satisfactory survey and surveyor's report. The Survey exceptions set forth in Schedule B, Section 2, standard exception 2 will be eliminated or amended in accordance with the facts disclosed thereby.
 5. Receipt of properly executed Parties in Possession and Mechanic's Lien Affidavit in order to delete or modify exceptions set forth in Schedule B, Section 2, Standard Exceptions 1 and 3.
 6. If the insured premises have undergone construction or repair in the past 93 days, satisfactory evidence should be provided at or prior to closing that said improvements and/or repairs or alterations are complete and; that the contractor, subcontractors, labor and material men are all paid in full.
 7. In the event that the Company will be responsible for recording the closing documents,
 - (a) at least 24 hours before closing, provide this office with a copy of the form of deed, mortgage, and all other documents to be recorded; and
 - (b) along with the original documents for recording, provide this office with two copy sets of all documents to be recorded.
 8. Issuance of a final title insurance policy is conditioned upon payment of all title premium(s) due in connection with said policy(ies) at the present applicable rates as well as all examination and counsel fees and recording costs and charges incurred by the Company relative to this transaction.

(Continued)

**Schedule B – Section 1
Page 1**

**Schedule B – Section 1
Requirements Continued**

Case No: C21292

9. If the title to be vested in, or documents are to be executed by a **LIMITED PARTNERSHIP**, a current Certificate of limited partnership naming the General Partners ("Long Legal with General Partners") from the Secretary of State's of the Commonwealth of Massachusetts must be recorded/filed.
10. If title to be vested in or documents to be executed by a **LIMITED LIABILITY COMPANY**, provide a current Certificate of Good Standing for the LLC from the Massachusetts Secretary of State identifying:
 - (a) the managers of the limited liability company, if any;
 - (b) those persons who are authorized to act with respect to real estate instruments; and
 - (c) In the event that nobody is so authorized to execute real estate documents, obtain and record/file a certificate executed by the manager of the limited liability company stating that the persons executing the deed/mortgage in the name of the limited liability company are the incumbent members or managers and that such persons are empowered by the Operating Agreement to convey/mortgage the insured premises.
 - (d) There may be circumstances in which an LLC does not have managers and the identity of persons authorized to execute real estate documents is not disclosed in the Secretary of State filing. In those circumstances, the statute provides that a good faith third party purchaser may rely upon a certificate executed by a person identified at the Secretary of State's Office as a manager or as a person authorized to execute documents to be filed with the Secretary of State certifying as to (i) the incumbency of any manager or member and (ii) the authority of any persons to act on behalf of the LLC whether or not such person is identified in the Secretary of State filing. M.G.L. c. 156C, s. 67. Such a certificate shall be binding upon the LLC in favor of a person relying in good faith thereon notwithstanding inconsistent provisions in the operating agreement. M.G.L. c. 156C, s. 67. The protection afforded by the statute applies equally to domestic LLC's and foreign LLC's, which have registered with the Secretary of State.
11. With respect to **CJUF III Northpoint LLC (Seller)**, provide a current original Certificate of Good Standing for the LLC from the Massachusetts Secretary of State identifying:
 - (a) the managers of the limited liability company, if any;
 - (b) those persons who are authorized to act with respect to real estate instruments; and
 - (c) In the event that nobody is so authorized to execute real estate documents, obtain and record/file a certificate executed by the manager of the limited liability company stating that the persons executing the deed/mortgage in the name of the limited liability company are the incumbent members or managers and that such persons are empowered by the Operating Agreement to convey/mortgage the insured premises.
 - (d) There may be circumstances in which an LLC does not have managers and the identity of persons authorized to execute real estate documents is not disclosed in the Secretary of State filing. In those circumstances, the statute provides that a good faith third party purchaser may rely upon a certificate executed by a person identified at the Secretary of State's Office as a manager or as a person authorized to execute documents to be filed with the Secretary of State certifying as to (i) the incumbency of any manager or member and (ii) the authority of any persons to act on behalf of the LLC whether or not such person is identified in the Secretary of State filing. M.G.L. c. 156C, s. 67. Such a certificate shall be binding upon the LLC in favor of a person relying in good faith thereon notwithstanding inconsistent provisions in the operating agreement. M.G.L. c. 156C, s. 67. The protection afforded by the statute applies equally to domestic LLC's and foreign LLC's, which have registered with the Secretary of State.

Note: In the event the Seller is classified for the taxable year as a corporation for federal income tax purposes, the Company must be in receipt of a Commonwealth of Massachusetts, Department of Revenue, Waivers of Excise Tax Lien if the parcel described in Schedule A constitutes all or substantially all of the assets of the seller. If

the seller will NOT be conveying all or substantially all of their assets in Massachusetts, the Deed should contain statement to that effect. If the seller is not classified for the taxable year as a corporation for federal income tax purposes, then the Deed should contain a statement to that effect. (Mass. St. 2008, c. 173, s. 27, amending M.G.L. c. 62C, s. 51).

12. Upon full disclosure to the Company of the nature and scope of this transaction and our review and approval of the closing documents, including updated certifications of title, the Company reserves the right to raise such other and further exceptions and requirements as it deems appropriate.
13. Duly authorized and executed Discharge/Termination of the following items: **NONE**



**COMMITMENT FOR TITLE INSURANCE
SCHEDULE B - SECTION 2**

EXCEPTIONS FROM COVERAGE

Case Number: C21292

The policy or policies to be issued will contain exceptions to the following unless the same are disposed of to the satisfaction of the Company:

1. Rights of the following parties as tenants or licensees only, with no right or option to purchase any portion of the land (schedule of tenants to be provided to Company).
2. Intentionally omitted.
3. Intentionally omitted.
4. Intentionally omitted.
5. Liens for taxes and municipal charges which become due and payable subsequent to the date of said policy.
6. Right of others legally entitled thereto to use the "private" portion of Water Street as shown on the Plan referred to in Exhibit A above (affects the portion of PARCEL ONE within Water Street as shown on the ALTA Survey (defined below).
7. Electric Utility Easement from Ogden Realty Limited Partnership to Cambridge Electric Light Company dated June 22, 1989 and recorded with Middlesex in [Book 19905, Page 539](#). (Affects PARCEL ONE and Parcel 1 of PARCEL TWO only)

This Policy insures that this Easement is located as shown on the ALTA Survey and affects only East Street and a portion of the property adjacent thereto, as shown on the Exhibit A sketch attached to the easement set forth above.

8. Report and Findings of the Superior Court Commission on the Abolition of Grade Crossing recorded August 4, 1900 with Suffolk in [Book 2700, Page 243](#), affecting the location of Austin Street and the draw bridge over the Millers River at the Prison Point Bridge and Report and Findings of the Special Commission on the Alterations of the Grade Crossing of Prison Point Street in Cambridge dated March 29, 1899 and recorded May 2, 1900 with Middlesex in [Book 2815, Page 145](#), establishing the layout of Prison Point Street in Cambridge to Austin Street in Boston over a viaduct 50 feet wide.

This Policy insures that the documents referred to in this Item affect only the land located under the "Prison Point Bridge" a/k/a Gilmore Bridge as shown on the ALTA Survey.

9. Prison Point Bridge Taking dated September 25, 1972 by the Commonwealth of Massachusetts, Metropolitan District Commission, and recorded with Suffolk in Book 8540, Page 651 and recorded with Middlesex in [Book 12222, Page 250](#).

This Policy insures that this Taking affects only the land located under the "Prison Point Bridge" a/k/a Gilmore Bridge and a strip of land adjacent thereto, as shown on the ALTA Survey.

10. Agreement regarding drainage set forth in Paragraph 6 of the Release Deed and Grant of Easement between the Boston and Maine Corporation and the Massachusetts Bay Transportation Authority dated July 1, 1992 and recorded with Suffolk in [Book 17577, Page 179](#) and with Middlesex in [Book 22186, Page 479](#), as affected by Confirmatory Release Deed and Grant of Easement dated July 20, 1993 and recorded with Suffolk in [Book 19013, Page 1](#) and with Middlesex in [Book 24467, Page 562](#)
11. Easements for access set forth in Deed from the Boston and Maine Railroad to Keith Fulton & Sons, Inc. dated September 14, 1961 and recorded with Middlesex in [Book 9891, Page 128](#), as affected by the City of Cambridge Taking for public parking and transportation dated November 10, 1980 and recorded with Middlesex in [Book 14151, Page 141](#).

This Policy insures that the rights and easements referred to in this Item affect East Street and the 40' wide Access Drive as shown on the ALTA Survey. This policy further insures that the rights to use East Street do not extend into any portion of the Central Park Parcel.

12. Easement set forth in Deed from the Boston and Maine Railroad to Leo Pistorino dated December 24, 1964 and recorded with Middlesex in [Book 10721, Page 201](#), conveying the area shown on the plan recorded with Middlesex in [Book 10699, Page End](#), as is affected by rights granted by Leo M. Pistorino, et al, Trustees to P.W. Rounsevell, Inc. by deed dated August 22, 1966 and recorded with Middlesex in [Book 11193, Page 436](#), as further affected by rights granted by Leo M. Pistorino et al, Trustees to Pappas industrial Properties, Inc. by deed dated October 13, 1977 and recorded with Middlesex in [Book 13309, Page 047](#), as further affected by rights granted by Leo M. Pistorino, et al, Trustees to Bornstein & Fisher, Inc. by deed dated January 16, 1978 and recorded with Middlesex in [Book 13375, Page 339](#).

This Policy insures that the rights and easements in No. 12 above affect only that portion of East Street shown on the ALTA Survey.

13. Taking of Utility Easement by the Commonwealth of Massachusetts by its Division of Capital Planning and Operations dated March 27, 1987 and recorded with Middlesex in [Book 17987, Page 054](#), as affected by Assignment dated March 27, 1987 to Cambridge Electric Light Company recorded with Middlesex in [Book 17987, Page 057](#), which utility easements are located as shown on the ALTA Survey.
14. Terms and provisions of M.G.L. Chapter 40, Section 54A.
15. Ownership of Prison Point (Gilmore) Bridge by the Commonwealth of Massachusetts, which is located as shown on the ALTA Survey.
16. Easement for utility purposes from Boston and Maine Corporation et al to Verizon New England Inc. dated December 29, 2006 and recorded with Middlesex in [Book 49883, Page 423](#), as affected by Consent and Joinder recorded with Middlesex in [Book 49883, Page 433](#), and as further affected by First Amendment to Easement, dated July 17, 2015, and recorded in Suffolk in Book 54808, Page 257, and in Middlesex in Book 65780, Page 442, located as shown on the ALTA Survey.
17. Easement for utility purposes from Boston and Maine Corporation et al to NStar Gas Company dated December 29, 2006 and recorded with Middlesex in [Book 49883, Page 437](#), as affected by Consent and Joinder recorded in [Book 49883, Page 445](#), located as shown on the ALTA Survey and affects only the private ways shown on the ALTA Survey.
18. Easement for utility purposes from Boston and Maine Corporation et al to Comcast of Massachusetts I, LLC dated December 29, 2006 and recorded with Middlesex in [Book 49883, Page 447](#), as affected by Consent and Joinder recorded with Middlesex in [Book 49883, Page 454](#), located as shown on the ALTA Survey and affects only the private ways as shown on the ALTA Survey.
19. Easement for utility purposes from Boston and Maine Corporation et al to Cambridge Electric Light Company dated December 29, 2006 and recorded with Middlesex in [Book 49883, Page 474](#), as affected by Consent and Joinder recorded in [Book 49883, Page 485](#), located as shown on the ALTA Survey and affects only the private ways as shown on the ALTA Survey.as shown on the Survey.

This Commitment is invalid unless the Insuring Provisions and Schedules A and B are attached.

20. Intentionally omitted.
21. Rights of Clear Channel Outdoor Inc., pursuant to a license dated May 1, 2012 relative to the Billboard located on PARCEL ONE, as shown on the ALTA Survey, and any and all claims arising thereunder.
22. Intentionally omitted.
23. Intentionally omitted.
24. Intentionally omitted.
25. Easements, covenants, conditions and restrictions, including but not limited to common area assessments and charges set forth in Agreement of Covenants, Easements and Restrictions by and between CJUF III Northpoint LLC, Sierra Plus Tango LLC, as Trustee of Sierra + Tango Condominium Trust, and Boston and Maine Corporation, dated April 1, 2011 and recorded in [Book 56683, Page 375](#) (Middlesex) and Book 47761, Page 232 (Suffolk), as affected by First Amendment dated December 12, 2012 and recorded with Middlesex in [Book 60764, Page 220](#).
26. Easements, covenants, conditions and restrictions, including but not limited to common area assessments and charges set forth in Agreement of Covenants, Easements and Restrictions by and between CJUF III Northpoint LLC, NP Parcel N Owner LLC and the Boston and Maine Corporation, dated April 12, 2013 and recorded with Middlesex in [Book 61625, Page 397](#) and recorded with Suffolk in [Book 51306, Page 54](#), as affected by Northpoint Parcel N Deed Covenants by and between CJUF III Northpoint LLC and NP Parcel N Owner LLC dated April 11, 2013 and recorded with Middlesex in [Book 61625, Page 496](#), affected by First Amendment To Northpoint Agreement of Covenants, Easements and Restrictions recorded In Suffolk Book 53465 Page 37 and in Middlesex in Book 64210 Page 280, as affected by Second Amendment to Northpoint Agreement of Covenants, Easements and Restrictions, recorded with Suffolk in Book 54628, Page 334, and recorded in Middlesex in Book 65567, Page 343.
27. Notice of Activity and Use Limitation by Boston and Maine Corporation dated June 13, 2013 and recorded in [Book 62072, Page 281](#) (affects Parcel 2 of PARCEL TWO), as shown on the ALTA Survey.
28. Notice of Activity and Use Limitation by Boston and Maine Corporation dated June 13, 2013 and recorded with Middlesex in [Book 62072, Page 314](#) (affects Parcel 1 of PARCEL TWO), as shown on the ALTA Survey.
29. Rights of others to use a private way delineated as the "50' Wide Access Drive (formerly East Street) on the Subdivision Plan of Land recorded as [Plan 597 of 2010](#)) for all purposes for which streets or ways are used in the City of Cambridge, however, said rights of others do not extend to any portion of the land located within the bounds of Central Park Parcel, as shown on the ALTA Survey.
30. Easement for Electric Service by and between NP Parcel Owner LLC, CJUF III Northpoint LLC and Boston and Maine Corporation to NStar Electric Company, dated December 11, 2013 and recorded in [Book 63310, Page 347](#) (affects Parcel One), which easement is located as shown on the ALTA Survey, as affected by First Amended to Easement for Electric Service, dated June 16, 2015, and recorded in Middlesex in Book 65660, Page 84.
31. Sewer and Drainage Taking for sewer and drainage easements dated July 10, 1975 by the Commonwealth of Massachusetts, Metropolitan District Commission, and recorded with Suffolk in [Book 8801, Page 515](#) and recorded with Middlesex in Book 12828, Page 392, which easements are located as shown on the ALTA Survey (Affects Parcel Three only).
32. Intentionally omitted.

33. Development Regulatory Agreement between Boston Redevelopment Authority and CJUF III Northpoint LLC dated July 29, 2014 and recorded with Suffolk in [Book 53319, Page 90 \(Affects Parcel One and Parcel Three only\)](#).
34. Terms and provisions of a Lease by and CJUF III Northpoint LLC (Landlord) and Sierra Plus Tango LLC (Tenant) dated April 1, 2012, a Notice of which is recorded with Middlesex in [Book 60222, Page 132](#).
35. Intentionally omitted.
36. Planning Board Decision issued by the City of Somerville October 16, 2014, and recorded in Middlesex in Book 64661, Page 25.
37. Notice of Activity and Use Limitation recorded with Middlesex in [Book 62072, Page 351](#). (Affects a portion of PARCEL ONE as shown on the ALTA Survey)
38. Intentionally omitted.

NOTE: Although specifically excluded from the coverage of this policy, the following matters a and b, which are recorded with the Middlesex South District Registry of Deeds, are provided for informational purposes only:

- a. Order of Conditions dated June 29, 1992 issued by the Somerville Conservation Commission in favor of Massachusetts Bay Transportation Authority and Boston and Maine Railroad and recorded November 4, 1992 in Book 22580, Page 215.
- b. MA DEP Permit for Sewer System Extension recorded with Middlesex in [Book 58497, Page 1](#).
39. Intentionally omitted.
40. Intentionally omitted.
41. Intentionally omitted.
42. Intentionally omitted.
43. Intentionally omitted.
44. Intentionally omitted.
45. Intentionally omitted.
46. Zoning Decision, City of Cambridge Planning Board Case No. 179, Notice of which is recorded with Middlesex in [Book 44824, Page 370](#), as affected by Minor Amendment No. 1, recorded in [Book 62918, Page 289](#), as further affected by Minor Amendment No. 2, recorded in [Book 62918, Page 306](#), as further affected by Amendment No. 3 (Major), recorded in [Book 62918, Page 308](#), as affected by City of Cambridge Planning Board Notice of Decision, dated February 13, 2015 and recorded in the Suffolk County Registry of Deeds in Book 54166, Page 121, and in the Middlesex South County Registry of Deeds in Book 65040, Page 490, as affected by Decision by the City of Cambridge Planning Board, dated recorded in [Book 65040, Page 490](#).
47. Intentionally omitted.
48. Intentionally omitted.
49. Survey entitled "ALTA/ACSM Land Title Survey, Northpoint in Cambridge and Somerville, MA (Middlesex County), and Boston, MA (Suffolk County), dated April 10, 2015, last revised August --, 2015, prepared by Beals and Thomas, Inc, (the "ALTA Survey") discloses the following matters:

- a. There is an underground oil pipe crossing the property line;

This Commitment is invalid unless the Insuring Provisions and Schedules A and B are attached.

- b. There are various drain lines crossing the property line;
- c. There are overhead wires crossing the property line;
- d. There is a guardrail crossing the property line;
- e. There is a fence encroaching onto land now or formerly of MBTA;
- f. There are concrete blocks encroaching onto land now or formerly of MBTA;
- g. There are various water lines crossing the property line;
- h. Intentionally omitted;
- i. There is a fence and gate crossing the property line;
- j. Intentionally omitted;
- k. There are gravel roadways crossing the property line;
- l. The BIT. Conc. Drive is located outside of the access easement;
- m. There are three (3) 48" steel pipes that enter the premises;
- n. Intentionally omitted;
- o. There is a concrete footing below grade that extends over the property line approximately 0.7 feet;
- p. Intentionally omitted;
- q. There is a jersey barrier wall encroaching onto land now or formerly of AVB Maple Leaf Apartments L.P. by approx. 0.2';
- r. There is a utility pole located on land now or formerly of MBTA and overhead wires crossing the property line;
- s. There is an edge of pavement and parking stripes encroaching onto the premises from land now or formerly of MBTA;
- t. There is a sewer line crossing onto land now or formerly of MBTA;
- u. There is an electric line crossing onto land now or formerly of MBTA;
- v. There is access and parking stripes crossing the property line between land now or formerly of MBTA and CJUF III Northpoint LLC;
- w. Intentionally omitted;
- x. Intentionally omitted;
- y. There is a wood and metal pile straddling the property line between land now or formerly CJUF III Northpoint LLC and MBTA;
- z. There is debris located on the premises and crossing the property line between land now or formerly of CJUF III Northpoint LLC and MBTA;
- aa. Intentionally omitted;

- bb. The concrete wall with cap extends over the property line by 0.02’;
 - cc. The concrete wall with cap extends over the property line by 0.10’; and
 - dd. The building façade extends over the property line by 0.07’.
50. Intentionally omitted.
51. Northpoint Parking Easement Agreement, dated February 23, 2015, by and between CJUF III Northpoint LLC and the Massachusetts Bay Transportation Authority, recorded with the Middlesex South County Registry of Deeds in Book 65048, Page 251.
52. Easement Agreement (Drainage Infrastructure) by and between CJUF III Northpoint LLC and the Massachusetts Bay Transportation Authority, dated May 12, 2015, and recorded in Middlesex in Book 65383 Page 1 and recorded in Suffolk in Book 54469, Page 275
53. **Notice** of Activity and Use Limitation, dated July 20, 2015, and recorded in Middlesex in Book 65752, Page 408.
54. Easement Agreement by and between North Point Apartments Limited Partnership, Archstone North Point II LLC, AVB Maple Leaf Apartments Limited Partnership and CJUF III Northpoint LLC, dated July 31, 2015 and recorded in Suffolk in Book 54872, Page 23, and in Middlesex in Book 65856, Page 233.

NOTE: If policy is to be issued in support of a mortgage loan, attention is directed to the fact that the Company can assume no liability under its policy, the closing instructions, or Insured Closing Service for compliance with the requirements of any consumer credit protection or truth in lending law in connection with said mortgage loan.

NOTE: This commitment omits any covenant, condition or restriction referred to above which is based on race, color, religion, sex, handicap, familial status or national origin, unless and only to the extent that the restriction is not in violation of state or federal law, or relates to a handicap, but does not discriminate against handicapped people.

Fidelity National Financial, Inc.
Privacy Statement

Fidelity National Financial, Inc. and its subsidiaries ("FNF") respect the privacy and security of your non-public personal information ("Personal Information") and protecting your Personal Information is one of our top priorities. This Privacy Statement explains FNF's privacy practices, including how we use the Personal Information we receive from you and from other specified sources, and to whom it may be disclosed. FNF follows the privacy practices described in this Privacy Statement and, depending on the business performed, FNF companies may share information as described herein.

Personal Information Collected

We may collect Personal Information about you from the following sources:

- Information we receive from you on applications or other forms, such as your name, address, social security number, tax identification number, asset information, and income information;
- Information we receive from you through our Internet websites, such as your name, address, email address, Internet Protocol address, the website links you used to get to our websites, and your activity while using or reviewing our websites;
- Information about your transactions with or services performed by us, our affiliates, or others, such as information concerning your policy, premiums, payment history, information about your home or other real property, information from lenders and other third parties involved in such transaction, account balances, and credit card information; and
- Information we receive from consumer or other reporting agencies and publicly recorded documents.

Disclosure of Personal Information

We may provide your Personal Information (excluding information we receive from consumer or other credit reporting agencies) to various individuals and companies, as permitted by law, without obtaining your prior authorization. Such laws do not allow consumers to restrict these disclosures. Disclosures may include, without limitation, the following:

- To insurance agents, brokers, representatives, support organizations, or others to provide you with services you have requested, and to enable us to detect or prevent criminal activity, fraud, material misrepresentation, or nondisclosure in connection with an insurance transaction;
- To third-party contractors or service providers for the purpose of determining your eligibility for an insurance benefit or payment and/or providing you with services you have requested;
- To an insurance regulatory authority, or a law enforcement or other governmental authority, in a civil action, in connection with a subpoena or a governmental investigation;
- To companies that perform marketing services on our behalf or to other financial institutions with which we have joint marketing agreements and/or
- To lenders, lien holders, judgment creditors, or other parties claiming an encumbrance or an interest in title whose claim or interest must be determined, settled, paid or released prior to a title or escrow closing.

We may also disclose your Personal Information to others when we believe, in good faith, that such disclosure is reasonably necessary to comply with the law or to protect the safety of our customers, employees, or property and/or to comply with a judicial proceeding, court order or legal process.

Effective Date: 5/1/2008

Disclosure to Affiliated Companies – We are permitted by law to share your name, address and facts about your transaction with other FNF companies, such as insurance companies, agents, and other real estate service providers to provide you with services you have requested, for marketing or product development research, or to market products or services to you. We do not, however, disclose information we collect from consumer or credit reporting agencies with our affiliates or others without your consent, in conformity with applicable law, unless such disclosure is otherwise permitted by law.

Disclosure to Nonaffiliated Third Parties – We do not disclose Personal Information about our customers or former customers to nonaffiliated third parties, except as outlined herein or as otherwise permitted by law.

Confidentiality and Security of Personal Information

We restrict access to Personal Information about you to those employees who need to know that information to provide products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal regulations to guard Personal Information.

Access to Personal Information/

Requests for Correction, Amendment, or Deletion of Personal Information

As required by applicable law, we will afford you the right to access your Personal Information, under certain circumstances to find out to whom your Personal Information has been disclosed, and request correction or deletion of your Personal Information. However, FNF's current policy is to maintain customers' Personal Information for no less than your state's required record retention requirements for the purpose of handling future coverage claims.

For your protection, all requests made under this section must be in writing and must include your notarized signature to establish your identity. Where permitted by law, we may charge a reasonable fee to cover the costs incurred in responding to such requests. Please send requests to:

Chief Privacy Officer
Fidelity National Financial, Inc.
601 Riverside Avenue
Jacksonville, FL 32204

Changes to this Privacy Statement

This Privacy Statement may be amended from time to time consistent with applicable privacy laws. When we amend this Privacy Statement, we will post a notice of such changes on our website. The effective date of this Privacy Statement, as stated above, indicates the last time this Privacy Statement was revised or materially changed.

COMMITMENT FOR TITLE INSURANCE

Issued by **Commonwealth Land Title Insurance Company**



COMMONWEALTH LAND TITLE INSURANCE COMPANY, a Nebraska corporation ("Company"), for a valuable consideration, commits to issue its policy or policies of title insurance, as identified in Schedule A, in favor of the Proposed Insured named in Schedule A, as owner or mortgagee of the estate or interest in the land described or referred to in Schedule A, upon payment of the premiums and charges and compliance with the Requirements; all subject to the provisions of Schedules A and B and to the Conditions of this Commitment.


This Commitment shall be effective only when the identity of the Proposed Insured and the amount of the policy or policies committed for have been inserted in Schedule A by the Company.

All liability and obligation under this Commitment shall cease and terminate Six (6) months after the Effective Date or when the policy or policies committed for shall issue, whichever first occurs, provided that the failure to issue the policy or policies is not the fault of the Company.

The Company will provide a sample of the policy form upon request.

IN WITNESS WHEREOF, the Company has caused this Commitment to be signed with the facsimile signatures of its President and Secretary and sealed as required by its By-Laws.

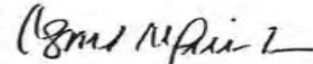
Attest:


Secretary



COMMONWEALTH LAND TITLE INSURANCE COMPANY

By:


President

CONDITIONS

1. The term mortgage, when used herein, shall include deed of trust, trust deed, or other security instrument.
2. If the proposed Insured has or acquired actual knowledge of any defect, lien, encumbrance, adverse claim or other matter affecting the estate or interest or mortgage thereon covered by this Commitment other than those shown in Schedule B hereof, and shall fail to disclose such knowledge to the Company in writing, the Company shall be relieved from liability for any loss or damage resulting from any act of reliance hereon to the extent the Company is prejudiced by failure to so disclose such knowledge. If the proposed Insured shall disclose such knowledge to the Company, or if the Company otherwise acquires actual knowledge of any such defect, lien, encumbrance, adverse claim or other matter, the Company at its option may amend Schedule B of this Commitment accordingly, but such amendment shall not relieve the Company from liability previously incurred pursuant to paragraph 3 of these Conditions.
3. Liability of the Company under this Commitment shall be only to the named proposed Insured and such parties included under the definition of Insured in the form of policy or policies committed for and only for actual loss incurred in reliance hereon in undertaking in good faith (a) to comply with the requirements hereof, or (b) to eliminate exceptions shown in Schedule B, or (c) to acquire or create the estate or interest or mortgage thereon covered by this Commitment. In no event shall such liability exceed the amount stated in Schedule A for the policy or policies committed for and such liability is subject to the insuring provisions and Conditions and the Exclusions from Coverage of the form of policy or policies committed for in favor of the proposed Insured which are hereby incorporated by reference and are made a part of this Commitment except as expressly modified herein.
4. This Commitment is a contract to issue one or more title insurance policies and is not an abstract of title or a report of the condition of title. Any action or actions or rights of action that the proposed Insured may have or may bring against the Company arising out of the status of the title to the estate or interest or the status of the mortgage thereon covered by this Commitment must be based on and are subject to the provisions of this Commitment.

COMMITMENT FOR TITLE INSURANCE

American Land Title Association (2006)

Issued By

**Commonwealth Land Title
Insurance Company**

Commonwealth Land Title Insurance Company



P.O. Box 45023
Jacksonville, Florida 32232-5023

Form B 1004-319

3.4 Property Deed



2015 00141138

Bk: 65949 Pg: 156 Doc: DEED
Page: 1 of 9 08/21/2015 10:59 AM**DEED**

CJUF III NORTHPOINT LLC, Delaware limited liability company, with an address of 2000 Avenue of the Stars, 11th Floor, Los Angeles, California 90067 ("**Grantor**"), for consideration paid and full consideration of Two Hundred Ninety One Million Forty Thousand Two Hundred Sixty Eight and 46/100 Dollars (\$291,040,268.46), and other good and adequate consideration, the receipt and adequacy of which are acknowledged, hereby grants **DW NP PROPERTY, LLC**, a Delaware limited liability company, with an address c/o DivcoWest Real Estate Services, LLC, 575 Market Street, 35th Floor, San Francisco, CA 94105 ("**Grantee**"), with **QUITCLAIM COVENANTS**, the land, together with any improvements thereon, located in the Cities of Cambridge and Somerville, Middlesex County, Massachusetts, and the City of Boston, Suffolk County, Massachusetts, as more particularly described in EXHIBIT A attached hereto and made a part hereof (the "**Real Property**").

The conveyance is made together with and subject to all recorded easements, conditions, restrictions and agreements and all other matters of record that lawfully apply to the property hereby conveyed.

The Real Property is subject to Notices of Activity and Use Limitation dated June 13, 2013 and recorded with the Middlesex County, Southern District Registry of Deeds (the "Middlesex Registry") in Book 62072, Page 351, in Book 62072, Page 281, and in Book 62072, Page 314, and the Notice of Activity and Use Limitation dated July 20, 2015 and recorded with the Middlesex Registry in Book 65752, Page 408.

Grantor has not elected to be treated as a corporation for Federal Income Tax purposes.

For Grantor's title, see (i) Deed of Boston and Maine Corporation dated as of August 19, 2010, recorded in the Suffolk County Registry of Deeds (the "Suffolk Registry") at Book 46807, Page 256 and in the Middlesex Registry in Book 55212, Page 330, (ii) Deed of Boston and Maine Corporation, dated June 11, 2014 and recorded in the Middlesex Registry in Book 63899, Page 200, and (iii) Deed of Boston and Maine Corporation dated October 31, 2014, recorded in the Suffolk Registry in Book 53735, Page 196, and recorded in the Middlesex Registry in Book 64544, Page 596.

Property: Land in Cambridge, Somerville and Boston, Massachusetts located on
Charlestown Avenue, North Point Boulevard, East Street and Water Street, and Dawes St

This Deed is for the conveyance of the Real Property, which is located in both Middlesex County and Suffolk County, Massachusetts. Deed Excise Stamps based upon the total consideration in the amount of ~~\$291,000,000~~ have been affixed to the duplicate original of this deed recorded this day in Suffolk County. 291,040,268.46

[Balance of page intentionally left blank]

Witness our hand and seal as of the 14th day of August, 2015.

CJUF III NORTHPOINT LLC,
a Delaware limited liability company

By: _____

Name:

Jonathan M. Kaplan

Title:

Authorized Signatory

Legal	Acq/AM
<i>12</i>	<i>WKS</i>

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

ACKNOWLEDGEMENT

STATE OF CALIFORNIA
COUNTY OF Los Angeles

ss:

On 8/14/2015 before me, Rachel E Benitez, a Notary Public,

(insert name and title of the officer)

personally appeared Jonathan Kaplan

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is are subscribed to the within instrument and acknowledged to me that he she/they executed the same in his her/their authorized capacity(ies), and that by his her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Rachel E. Benitez

(Seal)



EXHIBIT A

PARCEL ONE:

Parcel 1 on a plan entitled "North Point – 'Central Park' Parcel Subdivision Plan of Land in Boston, Cambridge and Somerville, Massachusetts, Suffolk and Middlesex Counties", dated August 16, 2010, prepared by Gunther Engineering, a division of Digital Geographic Technologies, Inc., and recorded as Plan 597 of 2010 (Middlesex) and Plan Book 2010 Pages 270 and 271 (Suffolk).

Together with all right, title and interest in and to the private street known as Water Street as more particularly shown on the Plan, to the midline thereof and adjoining Parcel 1 described above, excepting therefrom so much of Water Street as may be owned in fee by the MBTA by virtue of the documents recorded in Middlesex South District Registry of Deeds at Book 13117, Page 113 and at Book 13156, Page 34.

Together with the right to use the "private" portion of Water Street as shown on the Plan.

Less and except the following described premises:

- (1) Parcel N set forth in a deed from CJUF III Northpoint LLC to NP Parcel N Owner LLC, dated December 12, 2012 and recorded with Middlesex South District Registry of Deeds in Book 60764, Page 223 and shown on Plan 937 of 2012; and
- (2) That certain parcel of land described in a deed from CJUF III Northpoint LLC to Massachusetts Bay Transportation Authority, dated as of November 20, 2013 and recorded with Middlesex South District Registry of Deeds in Book 62977, Page 343.

PARCEL TWO (Central Park Parcel and Lot FP):**Parcel 1:**

A certain parcel of land situated in the Commonwealth of Massachusetts, County of Middlesex, City of Cambridge, located on the northerly side of North Point Boulevard and being shown as "CENTRAL PARK PARCEL" on a plan entitled "North Point – 'Central Park Parcel', Subdivision Plan of Land in Boston, Cambridge and Somerville, Massachusetts, Suffolk and Middlesex Counties" dated August 16, 2010, prepared by Gunther Engineering, recorded in Middlesex County Registry of Deeds as Plan 597 of 2010. Being more particularly bounded and described as follows:

Beginning at a point at the most southeasterly corner of the parcel, said point being on the northerly line of North Point Boulevard, thence running;

N 75° 22' 38" W 134.49 feet to a point, thence turning and running;

NORTHWESTERLY by a curve to the right having a radius of 1979.00 feet a length of

	48.78 feet to a point, thence turning and running;
N 73° 57' 53" W	632.12 feet to a point, thence turning and running;
NORTHWESTERLY	by a curve to the right having a radius of 224.00 feet and a length of 22.75 feet to a point, thence turning and running;
N 68° 08' 47" W	37.98 feet to a point, thence turning and running;
NORTHWESTERLY	by a curve to the right having a radius of 425.00 feet and a length of 94.54 feet to a point, said last six courses being by the northerly line of North Point Boulevard, thence turning and running;
N 57° 16' 47" W	256.98 feet to a point, thence turning and running;
N 11° 15' 41" E	91.06 feet to a point, thence turning and running;
S 81° 14' 36" E	200.13 feet to a point, thence turning and running;
S 73° 25' 09" E	14.60 feet to a point, thence turning and running;
S 81° 06' 44" E	67.29 feet to a point, thence turning and running;
S 74° 39' 04" E	33.61 feet to a point, thence turning and running;
S 81° 14' 36" E	178.52 feet to a point, thence turning and running;
S 85° 07' 47" E	40.27 feet to a point, thence turning and running;
NORTHEASTERLY	by a curve to the right having a radius of 319.00 feet and a length of 105.10 feet to a point, thence turning and running;
S 58° 22' 52" E	128.90 feet to a point, thence turning and running;
S 51° 45' 29" E	30.35 feet to a point, thence turning and running;
S 58° 22' 52" E	137.29 feet to a point, thence turning and running;
S 64° 25' 22" E	33.25 feet to a point, thence turning and running;
S 58° 22' 52" E	273.25 feet to a point, thence turning and running;
SOUTHEASTERLY	by a curve to the right having a radius of 30.08 feet and a length of 47.17 feet to a point, thence turning and running;
S 31° 28' 09" W	35.15 feet to a point, thence turning and running;

SOUTHWESTERLY by a curve to the right having a radius of 4.00 feet and a length of 5.11 feet to the point of beginning. All of said courses being by Parcel 1.

Parcel 2:

A certain parcel of land situated in the City of Cambridge, County of Middlesex, Commonwealth of Massachusetts, being more particularly shown as "Lot FP" on a plan entitled "Condominium Site Plan of Sierra & Tango Condominium in Cambridge, Massachusetts, Middlesex County, Scale 1" = 30', 10 January 2008, Gunther Engineering", recorded with the Middlesex S. D. Registry of Deeds as Plan No. 449 of 2008.

PARCEL THREE:

A certain parcel of land situated partly in the City of Cambridge and partly in the City of Boston Commonwealth of Massachusetts, Counties of Middlesex and Suffolk, located on Charlestown Avenue and being shown as Parcel 2 on a plan entitled "North Point – 'Central Park' Parcel, Subdivision Plan of Land in Boston, Cambridge and Somerville, Massachusetts, Suffolk and Middlesex Counties" dated August 16, 2010, prepared by Gunther Engineering, recorded in Middlesex County Registry of Deeds as Plan 597 of 2010 and recorded in Suffolk County Registry of Deeds in Plan Book 2010 Pages 270 and 271.

The foregoing parcels are conveyed together with the benefit (subject to the terms and provisions of the documents referenced below) of the following:

- A. Easement rights that are appurtenant to the above-described PARCEL THREE and that were reserved by Boston and Maine Corporation in paragraph 2 of that certain Release Deed and Grant of Easement from Boston and Maine Corporation to Massachusetts Bay Transportation Authority, dated July 1, 1992, and recorded with the Suffolk County Registry of Deeds in Book 17577, Page 179 and with Middlesex South District Registry of Deeds in Book 22186, Page 479, as affected by Confirmatory Release Deed and Grant of Easement dated July 20, 1993 and recorded with Suffolk Registry of Deeds in Book 19013, Page 1 and with Middlesex South District Registry of Deeds in Book 24467, Page 562, which easement rights are in the property shown as "B&M Access Easement" on a plan recorded with the Suffolk County Registry of Deeds as Plan 17577, Page 179 and Middlesex County Southern District Registry of Deeds as Plan 546 of 1992.
- B. Easements to use and access the "Developer Crossover Easement Area", granted in and subject to the terms and provisions of that certain Northpoint Parking Easement Agreement by and between CJUF III Northpoint LLC and the Massachusetts Bay Transportation Authority, dated as of February 23, 2015, and recorded in Middlesex South District Registry of Deeds in Book 65048, Page 251.

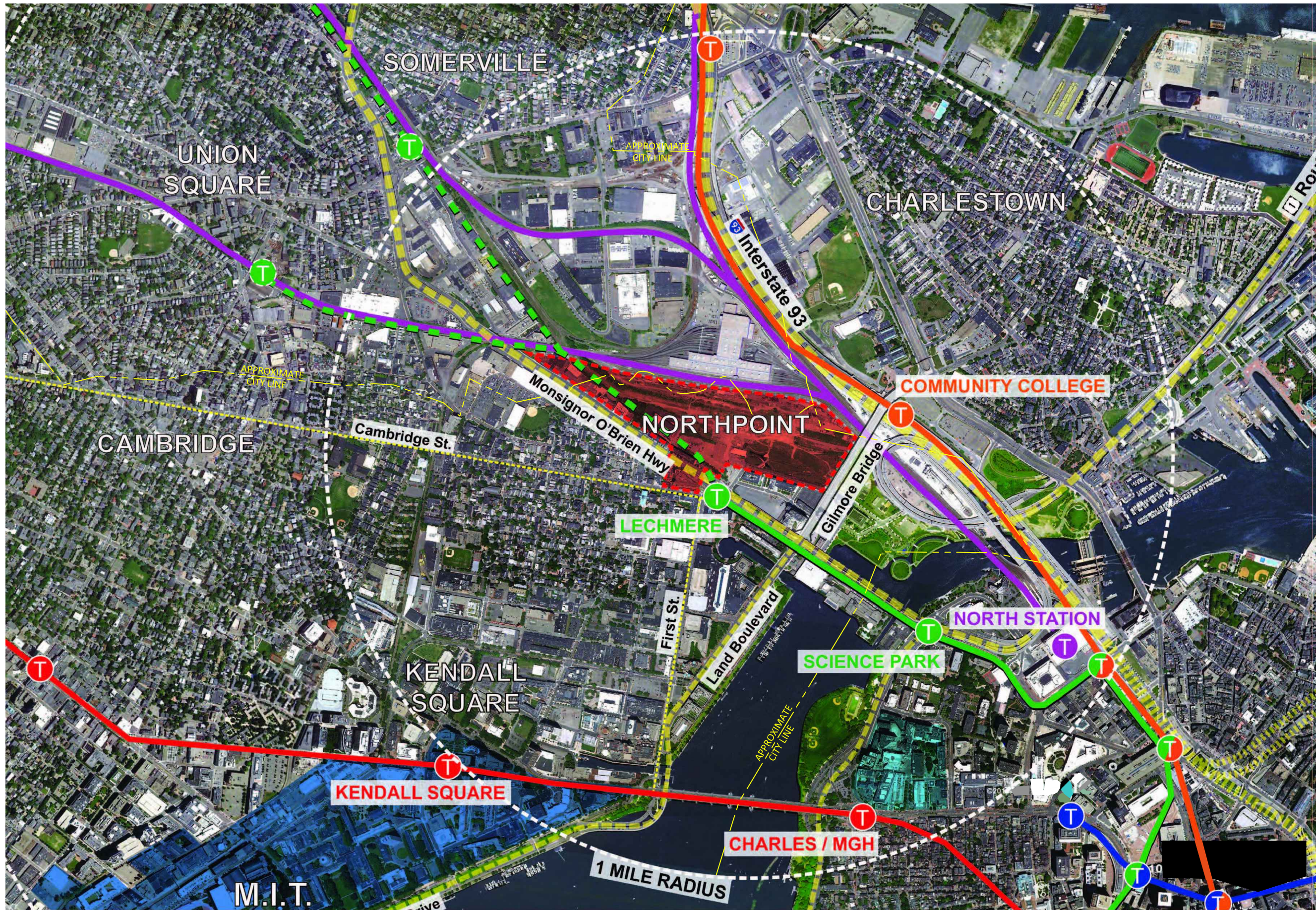
- C. Easements set forth in that certain Easement Agreement by and between North Point Apartments Limited Partnership, Archstone North Point II LLC, AVB Maple Leaf Apartments Limited Partnership, and CJUF III Northpoint LLC, dated as of July 31, 2015, and recorded in Suffolk in Book 54872, Page 23, and in Middlesex South District Registry of Deeds in Book 65856, Page 233.
- D. Easements covenants, conditions and restrictions set forth in that certain Northpoint Agreement of Covenants, Easements and Restrictions by and between CJUF III Northpoint LLC, NP Parcel N Owner LLC, and the Boston and Maine Corporation, dated April 12, 2013 and recorded with Middlesex South District Registry of Deeds in Book 61625, Page 397 and recorded with Suffolk County Registry of Deeds in Book 51306, Page 54, as affected by that certain Northpoint Parcel N Deed Covenants by and between CJUF III Northpoint LLC and NP Parcel N Owner LLC dated as of April 12, 2013 and recorded with Middlesex South District Registry of Deeds in Book 61625, Page 496, as affected by that certain First Amendment to Northpoint Agreement of Covenants, Easements and Restrictions dated as of August 21, 2014, recorded in Suffolk County Registry of Deeds in Book 53465 Page 37 and in Middlesex South District Registry of Deeds in Book 64210 Page 280, as affected by that certain Second Amendment to Northpoint Agreement of Covenants, Easements and Restrictions dated as of June 12, 2015, recorded with Suffolk County Registry of Deeds in Book 54628, Page 334, and recorded in Middlesex South District Registry of Deeds in Book 65567, Page 343.
- E. Easements covenants, conditions and restrictions set forth in that certain Agreement of Covenants, Easements and Restrictions by and between CJUF III Northpoint LLC, Sierra Plus Tango LLC, as Trustee of Sierra + Tango Condominium Trust, and Boston and Maine Corporation, dated as of April 1, 2011 and recorded with Middlesex South District Registry of Deeds in Book 56683, Page 375 and with Suffolk County Registry of Deeds in Book 47761, Page 232, as amended by First Amendment dated as of December 12, 2012 and recorded with Middlesex South District Registry of Deeds in Book 60764, Page 220.

3.5 Identification of Legal Judgments

There are no known legal judgments associated with the Site.

3.6 Locus Map

The property is currently zoned “North Point Special District” (NPSD) and lies in the Inner Belt Transformative Area designated within SomerVision, Somerville’s Comprehensive Plan. Refer to Exhibit B for the specific location of the NorthPoint neighborhood, the subject of this Application to amend the Neighborhood Development Plan.



**Exhibit B
Locus Map**

Somerville Neighborhood Development Plan

Scale: 1" = 600'± Date: 08/25/2016

B+T Drawing No. 208402P142B-001

NorthPoint

Cambridge, Somerville and Boston,
Massachusetts

DW NP PROPERTY, LLC

One Kendall Square, Suite B3201
Cambridge, Massachusetts 02139

North Arrow



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3.7 Project Description

The overall NorthPoint project as a complex long-term mixed use development has not changed, although certain aspects of the project have evolved over time in response to changing social and economic conditions. It is the intent of this submission to amend the previously established Neighborhood Development Plan for the Somerville portion of NorthPoint to advance the next stage of NorthPoint. The immediate next stage of development includes construction of two new Commercial Buildings in Somerville. Site preparation and clean-up activities have been completed in anticipation of also commencing construction of all NorthPoint roadways and utilities in 2017.

Key Proposed Changes: The key proposed changes to the Neighborhood Development Plan described in this submission are as follows:

1. Change in use of the Somerville parcels to more commercial. Specifically, two office/lab buildings in Somerville will now be the first commercial development in NorthPoint and the first two buildings constructed by DivcoWest. Construction of both Commercial Buildings is projected to commence in 2017.
2. Total development of up to approximately 747,458 square feet in Somerville, an increase of up to approximately 95,285 square feet from the previously approved Neighborhood Development Plan.
3. Reconfiguration of the parcel lines to accommodate changes to roadway network, resulting in Parcels E and F being merged into Parcel EF (almost entirely in Somerville), Parcels J and K being merged into Parcel JK (partially in Somerville), Parcel G being located partially within Somerville, Parcel A being split into separate Parcels A and B (each partially in Somerville), and minor changes to Parcels C and D (each partially in Somerville).
4. Reconfiguration of civic space consistent with the new road network and parcels, resulting in an increase in civic space in Somerville.

In addition, the Applicant has engaged architects for both Parcel JK and EF to advance the design of two buildings with Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses. Submission materials for Design Review are being prepared for Parcel JK and EF with the goal of breaking ground on NorthPoint's first buildings dedicated to Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses in the near term. Together these two parcels represent the majority of the proposed non-Residential uses in Somerville totaling approximately 520,000 square feet.

For the overall NorthPoint site, the Applicant is not seeking any change to the following:

1. Total gross floor area
2. Maximum square footage by use
3. Traffic generation
4. Number of parking spaces

5. Total open space
6. Height zones
7. Number of 220' tall buildings

The proposal to amend the Neighborhood Development Plan for NorthPoint is driven by the Applicant's two essential goals for the Site: first, to commence additional development as quickly as possible, including the first buildings dedicated to Commercial Office, R&D and/or Laboratory or a combination of these uses located in Somerville, and second, to make NorthPoint successful as a place. To achieve these goals, the Applicant is seeking the following specific modifications to the NorthPoint Neighborhood Development Plan:

1. Increase of commercial development in Somerville and increase of total development in Somerville of up to 747,458 square feet, an increase of up to 95,285 square feet. Approximately 520,285 square feet of development in Somerville will be Non-Residential (Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses) uses and approximately 226,633 square feet will be Residential.
2. Reconfiguration of the parcel lines to accommodate changes to roadway network, resulting in Parcel G now being located partially within Somerville. Additionally, Parcels E and F have been merged into Parcel EF (almost entirely in Somerville) and Parcels J and K have been merged into Parcel JK (partially in Somerville). Other Parcels (A, B, C and D) are partially in Somerville.
3. Reconfiguration of civic space consistent with the new road network and parcels, resulting in an increase in civic space in Somerville.
4. Breaking down the scale of the longest parcels along Dawes Street and deploying civic space areas between some of these parcels. These changes are also enabled by the re-parcelization resulting from the street and civic space realignment described in this Application. The proposed re-parcelization is consistent with the condition in the Neighborhood Development Plan approval that Parcel A be subdivided.

Other Additional Benefits of Master Plan

- Creation of the new active-use park at Water Street on Parcel I adjacent to NorthPoint's Somerville parcels at the center of the Site. This park is approximately 30,000 square feet, nearly three-quarters of an acre, and a completely new feature of the NorthPoint Master Plan. The new park will enhance the vitality of NorthPoint and create a significant new amenity for residents in Somerville. It will be the anchor of a network of civic space connectivity that will extend from Somerville along the Community Path, through the Retail Square, into NorthPoint Common, and then beyond into North Point Park and the Charles River regional open space system.
- The creation of Parcel W at the end of NorthPoint Common will transform the end closest to the new Lechmere MBTA Station into a public plaza.

As a result of the re-parcelization, re-alignment of streets and civic spaces and addition of civic spaces described herein, there have been some shifts in the locations of certain uses between Somerville, Cambridge, and Boston, as reflected in Exhibit A: Revised Master Plan. The impact on the Neighborhood Development Plan is that additional Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses are now proposed for Somerville, which will generate additional tax revenue and Incentive Zoning payments to the City.

3.7.1 Neighborhood Vision and Character

As required by Section 6.6.3.A.3.a of the SZO, the NDP continues to conform to the existing plans and policies of the City of Somerville, is consistent with the purposes of the North Point Special District and the SZO, and, with the existing and requested waivers complies with the standards set forth in Sections 6.6.4 and 6.6.5 of the SZO for Urban Design and Thoroughfares.

When completed, the NorthPoint project will transform an existing unproductive and isolated area of Somerville into an integral part of a new and vibrant work-live-play urban community consistent with the goals identified in SomerVision for Transformational Mixed-Use areas. The Somerville portion of the project, which has land parcels both partially and wholly within Somerville, continues to incorporate a diverse mix of Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses. These uses will be balanced with an appropriate amount of ground-level retail as well as a multi-family residential units located throughout the project site. As required, more than 65% of development in the Somerville portion of NorthPoint will be non-residential.

3.7.2 Zoning Conformance Review

As a master-planned neighborhood, detailed plans and designs will be submitted to the City of Somerville for Design and Site Plan Review as the individual parcels within the City are advanced.

3.7.3 Special Permits and Variances; Waiver Requests

A waiver is hereby requested to permit the cul-de-sac at the end of West Boulevard. Waivers for culs-de-sac and other dead-end thoroughfares to accommodate specific site conditions as permitted pursuant to Section 6.6.4.A.3. This cul-de-sac is not a new condition. The improvement to the roadway design has shifted it into the Somerville portion of NorthPoint.

A waiver is also hereby requested from the street tree grating and fencing requirements contained in Section 6.6.5.C.4.e of the SZO. This waiver will allow the street tree condition to remain consistent along Dawes Street as the street goes through both Somerville and Cambridge.

Separately and simultaneously, the Applicant has submitted an application to the Planning Board for a Special Permit to allow loading docks to be located in a secondary front lot line for Parcel JK.

3.7.4 City Policy Review

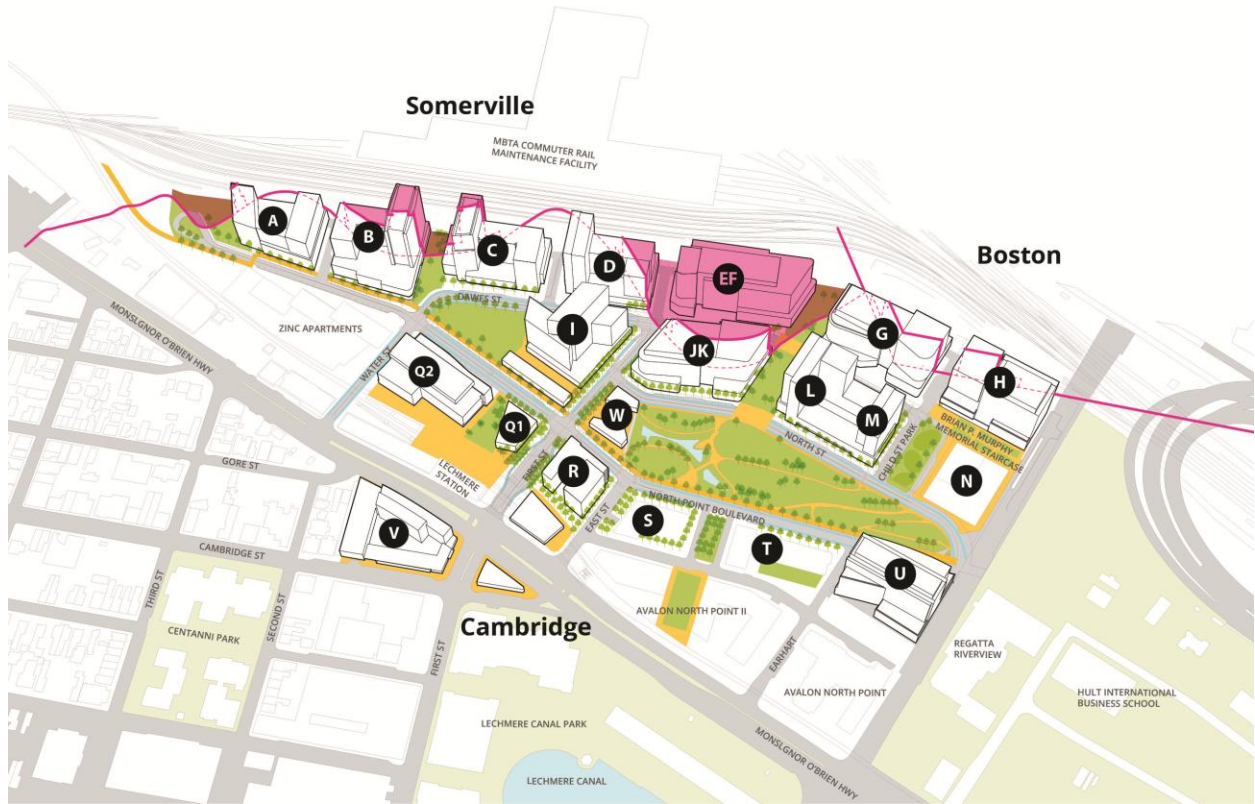
All Parcels will be designed in accordance with the requirements of the SZO and in a manner consistent with the applicable criteria of *SomerVision*, the *East Cambridge Design Guidelines: NorthPoint*, the PUD Master Plan Special Permit issued by the Cambridge Planning Board. Based on the principles contained within these documents, NorthPoint will be developed as a dynamic, walkable, mixed-use and transit-oriented neighborhood. The Project will also incorporate the elements of the Complete Streets Ordinance to provide for flow of motorized vehicles and also provide for appropriate accommodations for bicyclists, pedestrians, transit users and persons of all abilities. This will promote safe operation for all users in a comprehensive and connected network supportive of the surrounding community.

Conceptual Pedestrian Level Perspective – Exhibit C



Axonometric Drawing – Exhibit D and Exhibit D1





3.7.5 Lot Size

Table 1 provides a breakdown of the area (in square feet) for each of the proposed parcels located partially or wholly within the City of Somerville.

Table 1

Lot	Total Area (sf)	Area in Somerville (sf)	Percent in Somerville
A	±65,373	±3,411	±5.22%
B	±80,325	±27,255	±33.93%
C	±69,003	±10,427	±15.11%
D	±59,838	±17,624	±29.45%
EF	±87,225	±85,903	±98.48%
G	±101,610	±5,608	±5.52%
JK	±62,502	±20,041	±32.06%

3.7.6 Proposed Development Program Phasing Plan

As shown in Table 1, one parcel is located almost entirely in Somerville and six (6) other parcels are located partially in Somerville. In the approved Neighborhood Development Plan, there was one (1) parcel located entirely in Somerville and seven (7) parcels located partially in Somerville. The re-parcelization and roadway network modifications caused a shift in the Master Plan, with some parcels being combined into single parcels. Below is a statistical summary of the currently proposed elements of the development program in Somerville. As described throughout this Application, the first two buildings proposed to be constructed by DivcoWest are the two commercial buildings located in Somerville.

3.7.6.1 Proposed Building Types by Parcel

Per Section 6.6.9 of the SZO, three (3) building types proposed in the Somerville portion of NorthPoint are identified. For the parcels entirely or partially within Somerville, one (1) is Commercial High-Rise (Parcel G), two (2) are Commercial buildings (Parcel JK and Parcel EF), three (3) are Residential High-Rise (Parcels B, C and D), and one (1) is Residential (Parcel A). Parcel JK is being converted from a Residential High-Rise to a Commercial Building as part of this amendment. As noted above, Parcel EF is the only parcel to be located almost entirely within Somerville.

3.7.6.2 Floor Area Summary

The NorthPoint Master Plan is comprised of approximately 5.25 million square feet of GFA. This total includes approximately 3.1 million square feet of residential floor area, approximately 2.2 million square feet of non-residential floor area, of which up to 300,000 square feet GFA may be utilized for retail uses. The approved Neighborhood Development Plan allows for approximately 425,000 square feet of non-residential floor area and

approximately 228,500 square feet of residential floor area in Somerville. Table 2 defines the approximate floor area allocations within Somerville for each lot, summarized by residential vs. non-residential uses. The non-residential floor area is proposed to increase to approximately 520,000 square feet. The residential floor area in Somerville is proposed to be slightly reduced to approximately 226,000 square feet. Overall, these changes result in an approximate net additional approximately 95,000 square feet of non-residential floor area in Somerville. The percentage of non-residential floor area continues to meet the minimum requirements of 65% and approximately 350,000 sf in Somerville as required per Section 6.6.4E of the SZO.

Table 2

Lot	Use Type	Total Estimated Floor Area (sf)	Estimated Floor Area in Somerville (sf)	
			Residential	Non-Residential
A	Residential	200,000	0	0
B	Residential	348,000	112,000	0
C	Mixed-use ¹	348,000	50,000	0
D	Mixed-use ¹	340,000	64,633	0
EF	Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses	400,000	0	400,000
G	Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses	410,000	0	0
JK	Mixed-use ¹	370,000	0	120,825
Total Residential vs Non Residential in Somerville (sf)			226,633	520,825
Total Est. Floor Area in Somerville (sf)			747,458	
Total Residential vs Non Residential in Somerville (%)			30.32%	69.68%

¹ Mixed use in the context of this application is to mean a combination of residential, retail and consumer service, commercial office, R&D/Laboratory

3.7.6.3 Summary of Dwelling Counts

The NorthPoint Master Plan currently includes approximately 3,177 dwelling units, a slight decrease from the previously approved Neighborhood Development Plan which included 3,236 units. A total of 684 units have already been constructed on Parcels N, S, and T. Approximately 2,493 units remain, up to approximately 235 of which are estimated to be in Somerville. Table 3 defines the approximate estimated number of dwelling units on each lot in Somerville.

Table 3

Lot	Total Dwelling Units	Approximate Number of Dwelling Units in Somerville
A	207	0
B	361	117
C	361	51
D	353	67
EF	0	0
G	0	0
JK	0	0
TOTAL	1,282	235

3.7.7 Statement of Intent

The Applicant is actively engaged in identifying potential tenants of the proposed Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses. It is difficult to predict the timing and nature of these future transactions given the scale of the Site and the Project

In addition, the Applicant has engaged architects for both Parcels JK and EF to advance the design of two buildings with Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses. Submission materials for Design Review are being prepared for Parcel JK and EF with the goal of breaking ground on NorthPoint's first buildings with Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses in the near term. Together these two parcels represent the total proposed non-Residential uses in Somerville totaling approximately 520,000 square feet.

3.7.8 Civic Space Network Description

A diverse mix of civic space will be distributed within the larger NorthPoint Project including both Somerville and Cambridge. The proposed areas to be devoted to civic spaces are designated on the *Proposed Civic Space Plan*. Three (3) areas containing civic spaces will be located in Somerville. In addition, the overall civic space square

footage has increased slightly within Somerville. Specific designs for these civic space areas will be submitted for review for each of the proposed spaces either during the development of the final building designs or with a separate submission. The designs will provide civic space areas that are welcoming and accessible for public use. Table 4 provides a summary of the civic spaces proposed within the Somerville portion of North Point community including the identification of the proposed locations and size of each such space in Somerville and potential type of use for each such space.

Table 4

	Civic Space Area #1 (Public Common or Public Square)	Civic Space Area #2 (Plaza and/or Pocket Park)	Civic Space Area #3 (Plaza or Public Common)
Location	West of Parcel A	Parcels B and C	Parcels EF and G and on Dawes St
Approximate Size in Somerville (ac)	±0.21	±0.09	±0.30
Approximate Size in Somerville (sf)	±9,150	±3,920	±13,070

3.8 Utility Network Description

The utility network is anticipated to remain largely as approved in the previous Neighborhood Development Plan, with all utilities connected to Cambridge or MWRA facilities.

Water and sewer services will be provided by and integrated into Cambridge's respective distribution and collection networks. Approval by the Cambridge Engineering Department will be required for these extensions. The utilities to be installed include approximately:

- 370 lf of water main
- 345 lf of sewer main
- 660 lf of drainage infrastructure
- 375 lf of gas line
- 730 lf of electric, telephone and cable lines

Water, sewer and storm drainage within Somerville also will be designed and constructed in accordance with the City of Somerville standards. Electric, telephone/data and natural gas corridors will be established within the Dawes Street right-of-way and will be designed and constructed in coordination with the respective private utility providers.

Detailed information for review regarding utility connections to the proposed buildings will be addressed during the Design and Site Plan Review phase for the individual parcels located within Somerville. Utility connections will be designed in accordance with

applicable requirements and in coordination with applicable City of Somerville Departments and the City of Cambridge. All municipal utilities utilized for NorthPoint will be Cambridge utilities.

A schematic design of the utility infrastructure is presented on the *Proposed Utility Plan* in Section 4.0.

3.9 Transportation Analysis

All vehicular access to NorthPoint will be via Msr. O'Brien Highway and the Cambridge roadway network, not from Somerville. Traffic impacts were fully studied when the original NorthPoint Master Plan was first designed. A Transportation Impact Study (TIS) was submitted to the City of Cambridge and MEPA as part of the Special Permit process which was certified by the City in 2002. Since then, changes in mode shares have reduced traffic projections generated by the program. The revised trip generation was studied and approved as part of NorthPoint PUD Development Plan Major Amendment No. 3 in 2012. Copies of all of the prior traffic study documents have been submitted to the City of Somerville for the Administrative Record as part of a previous Neighborhood Development Plan. A memorandum specifically addressing traffic generation in Somerville, and how it is affected by the proposed changes in the Neighborhood Development Plan, is attached to this application in Appendix B. It should be noted that all site access will occur from roadways connecting with Monsignor O'Brien Highway within the City of Cambridge. No adverse impacts due to the proposed amendments are anticipated.

3.10 Community Benefits Summary – Proposed North Point Neighborhood

The proposed Neighborhood Development Plan amendments reflected in this Application will provide new benefits to the City of Somerville as outlined below:

- Increase in the amount of square footage in Somerville dedicated to Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses from approximately 425,000 square feet to approximately 520,000 square feet;
- Conversion of Parcels J and K from two Residential use parcels into a single Parcel JK designated for Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses, increasing the proposed amount of square footage on Somerville portions of NorthPoint, with the corresponding increase in real estate taxes and Incentive Zoning payments;
- Creation of a new Parcel EF on which will be constructed a building with Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses exclusively in Somerville;
- Increase in the amount of civic space in Somerville;
- Creation of a new, major active-use park for the public on Parcel I, adjacent to the Somerville parcels within NorthPoint. This new park complements the existing NorthPoint Common and will serve as an amenity for Somerville commercial tenants and residents;

- Change in use of Parcel EF (formerly Parcel E and Parcel F) from Commercial to Commercial Office, R&D and/or Laboratory, Retail and Consumer Services, or a combination of these uses;
- A road network that improves vehicular movements and pedestrian and bicycle safety and overall reduction of impervious surfaces;
- Generation of approximately \$8.0 million in annual tax revenue to the City of Somerville, an increase of approximately \$1.0 million over the previously approved Neighborhood Development Plan; and
- Approximately \$2.2 million in Incentive Zoning payments to the Affordable Housing Trust as the non-Residential portions of the North Point project in Somerville are constructed, an increase of approximately \$250,000 given the increase in proposed non-Residential square footage.

The approved NorthPoint Neighborhood Development Plan already included significant community benefits for Somerville, including the following:

- Development of unused former rail yard, transforming a blighted area of Somerville and Cambridge into an attractive, new neighborhood;
- A vibrant new Retail Square situated directly adjacent to the Somerville parcels within NorthPoint, connected to the existing First Street retail corridor, with new retail uses that will serve as an amenity to the NorthPoint site and attract new commercial tenants to NorthPoint;
- Eleven (11) acres of on-site civic space, including approximately 0.6 acres within Somerville;
- Compliance with the inclusionary housing requirements;
- Creation of a continuous on-site approximately 2,500 linear foot Community Path which will allow connections to the Charles River Reservation and future Somerville Community Path;
- Reconstruction of Monsignor O'Brien Highway ("MOB") which results in a multi-modal arterial with new cycle tracks, pedestrian sidewalks, landscaping, and additional pedestrian crossings;
- Reconstruction of key intersections along MOB at Third Street, Water Street, Land Boulevard, and Museum Way, providing improved access for pedestrians and bicyclists and improved signal timing; and
- State-of-the-art stormwater management system that will improve the environment in NorthPoint and beyond.

Section 4.0

Neighborhood Development Plan Drawings

NDP-1 - Proposed Block and Lot Plan

NDP-2 - Existing Thoroughfare Network Plan

NDP-3 - Proposed Thoroughfare Network Plan

NDP-4 - Proposed Thoroughfare Enlarged Detail

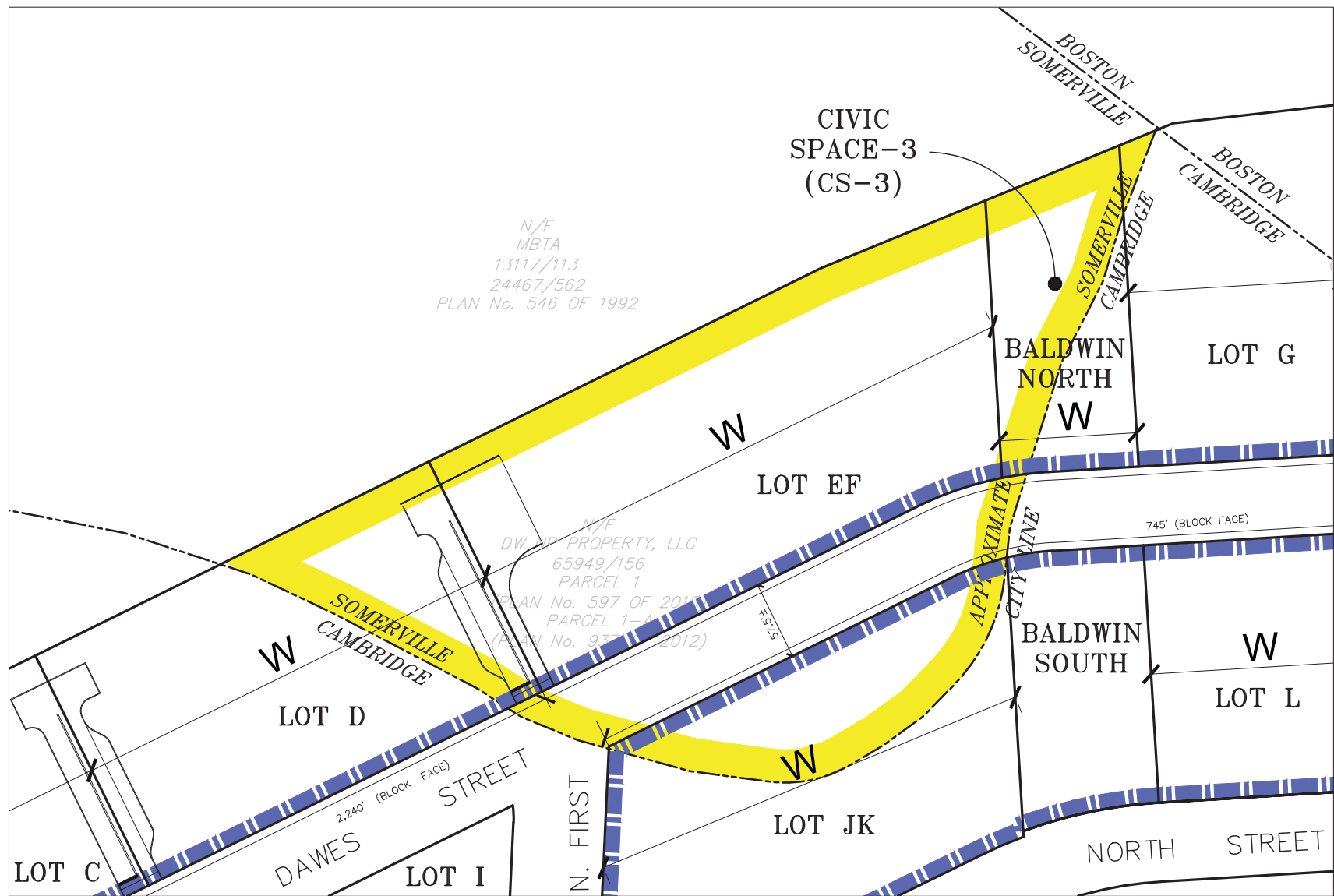
NDP-5 - Proposed Cycling Infrastructure Plan

NDP-6 - Proposed Civic Space Plan

NDP-7 - Existing Utilities Plan

NDP-8 - Proposed Utilities Plan

NDP-9 - Proposed Retail Frontage Plan



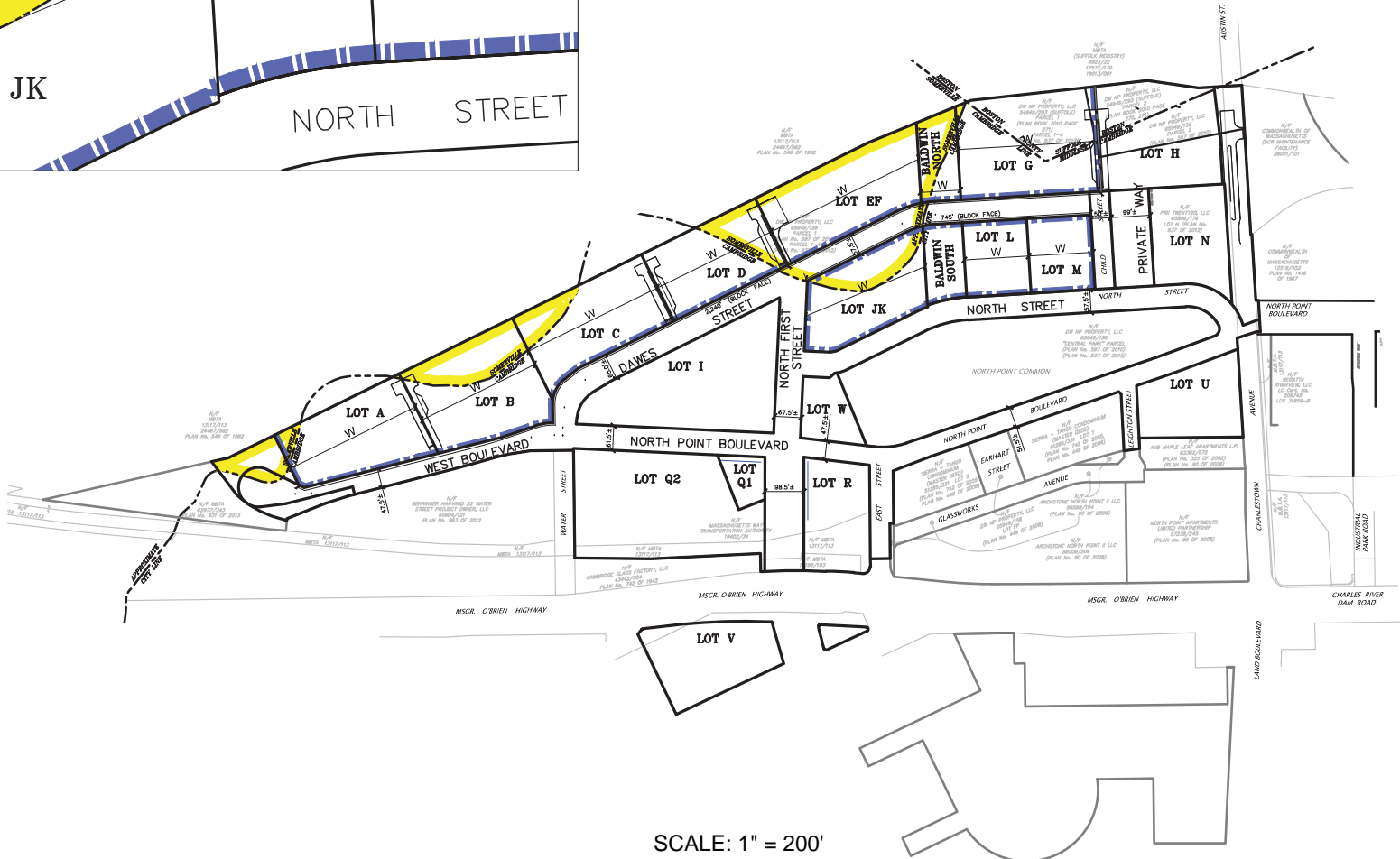
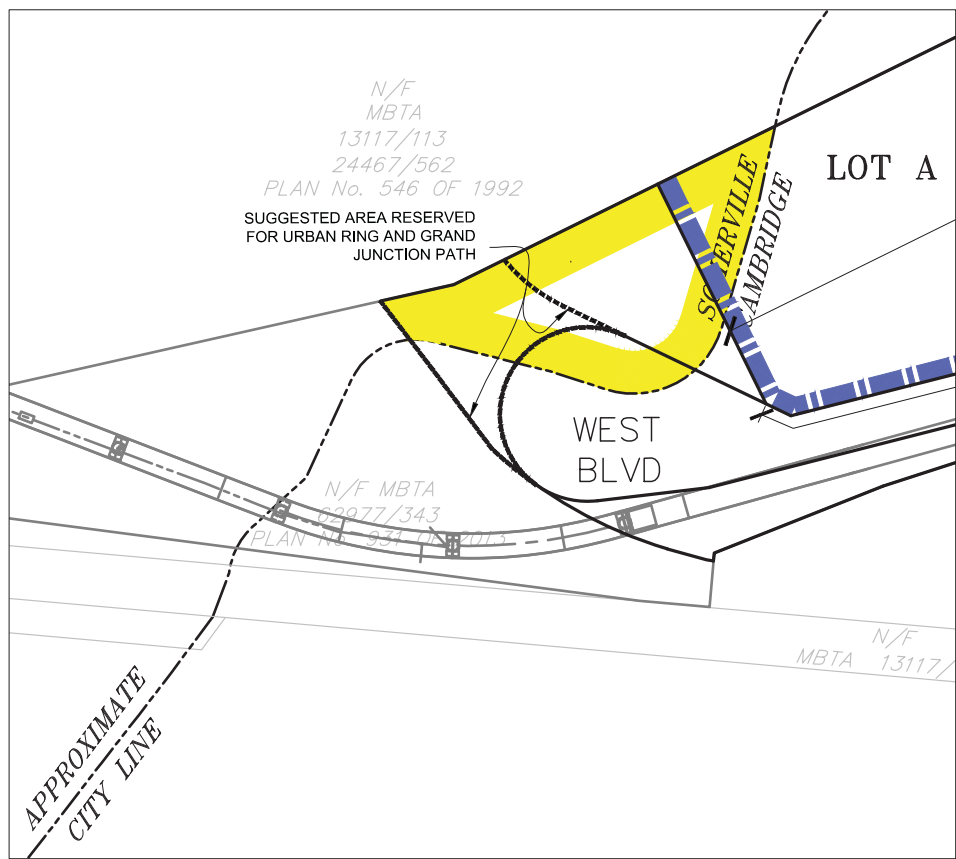
LEGEND

- LAND WITHIN THE CITY OF SOMERVILLE
- BLOCK PERIMETER
- LOT WIDTH

PROPOSED BLOCK AND LOT DIMENSION TABLE

LOT	AREA (S.F.)	LOT FRONTAGE (±FT)	W * (WIDTH, ±FT)	BLOCK PERIMETER (±FT)	BLOCK FACE (±FT)
A	65,373± S.F.	364	350	2,644	2,240
B	80,325± S.F.	356	318		
C	69,003± S.F.	376	362		
D	59,838± S.F.	320	320		
E/F	76,757± S.F.	370	412	1,877	745
CS-3	21,776± S.F.	100	100		
G	90,302± S.F.	354	354		
J/K	62,502± S.F.	321	325		
L	30,475± S.F.	162	162		
M	30,475± S.F.	162	162		

* LOT WIDTH DETERMINED BY MEASURING FROM THE MIDPOINT OF THE DEPTH LINE, PERPENDICULAR TO THE SIDELINE.



PREPARED FOR:

DW NP PROPERTY, LLC

One Kendall Square
Suite B3201
Cambridge, MA 02139

PREPARED BY:

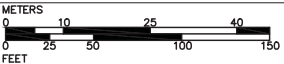
BEALS+THOMAS
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Land Surveyors + Planners +
Environmental Specialists

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Reservoir Corporate Center
144 Turnpike Road
Southborough, Massachusetts 01772-2104
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1	09/23/2016	SOMERVILLE NDP SUBMITTAL
0	09/11/2014	SOMERVILLE NDP SUBMITTAL
ISSUE DATE		DESCRIPTION
DES	DWN	CHK'D APP'D

PROJECT:
**NORTHPOINT
IN CAMBRIDGE AND
SOMERVILLE, MA
(MIDDLESEX COUNTY)
AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: AS NOTED DATE: SEPTEMBER 11, 2014



PROPOSED BLOCK AND LOT PLAN

B+T JOB NO.2084.02

B+T PLAN NO.
208402P143C--001

NDP-1

PREPARED FOR:

DW NP
PROPERTY, LLC

One Kendall Square
Suite B3201
Cambridge, MA 02139

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PREPARED BY:



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Reservoir Corporate Center
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ISSUE DATE		DESCRIPTION
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PROJECT:

NORTHPOINT
IN CAMBRIDGE AND
SOMERVILLE, MA
(MIDDLESEX COUNTY)
AND BOSTON, MA
(SUFFOLK COUNTY)

SCALE: AS NOTED DATE: OCTOBER 27, 2016

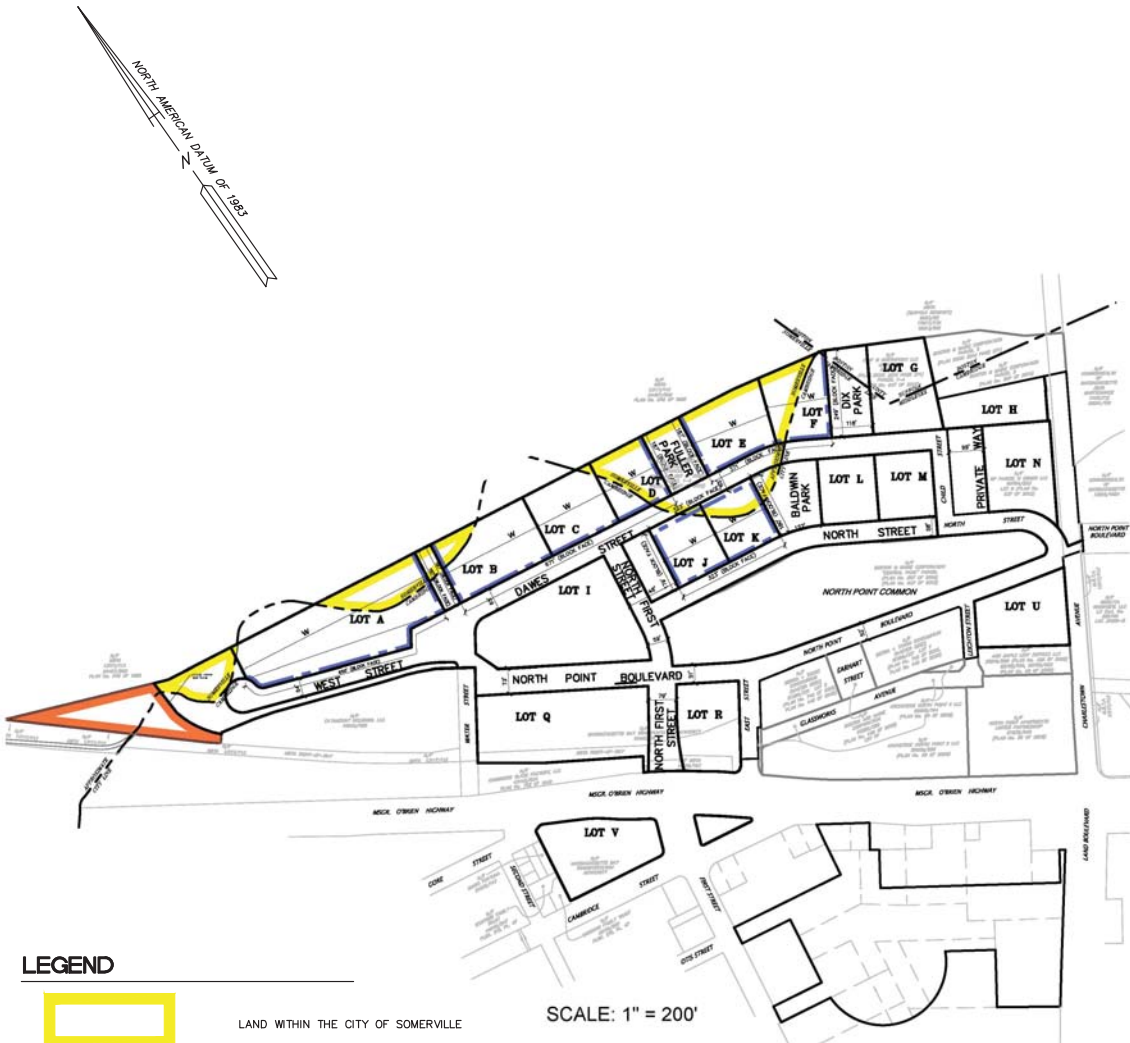


BLOCK COMPARISON
PLAN

B+T JOB NO. 2084.02

B+T PLAN NO.
208402P143C-008

NDP-2



LEGEND

- LAND WITHIN THE CITY OF SOMERVILLE
- BLOCK PERIMETER
- LOT WIDTH
- MBTA CROSSOVER PARCEL (SHOWN FOR REFERENCE ONLY)

SCALE: 1" = 200'

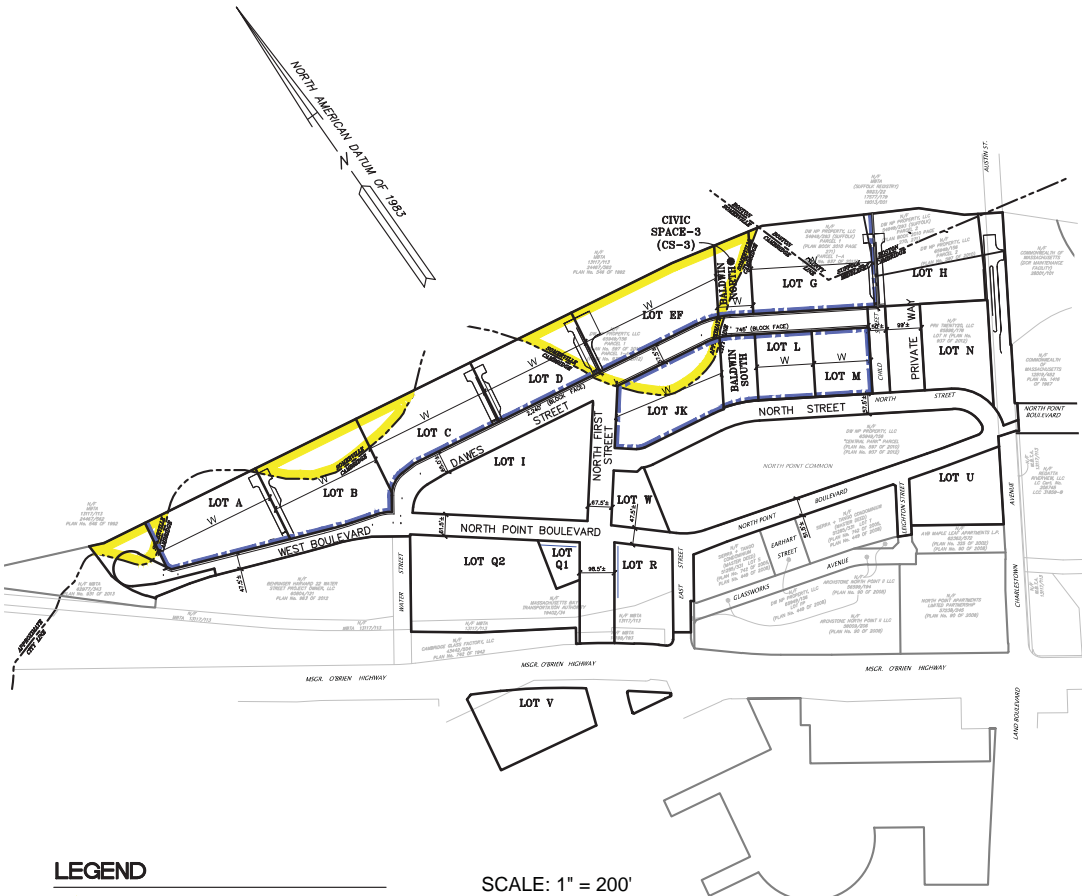
PROPOSED BLOCK AND LOT
DIMENSION TABLE

LOT	AREA (S.F.)	W * (WIDTH, FT)	BLOCK PERIMETER (FT)	BLOCK FACE (FT)
A	109,119± S.F.	586	1017	850
B	54,829± S.F.	293	1045	671
C	39,643± S.F.	212		
D	31,041± S.F.	166	837	371
E	43,777± S.F.	232		
F	39,067± S.F.	178	1010	323
J	28,994± S.F.	162		
K	28,998± S.F.	162		

* LOT WIDTH DETERMINED BY MEASURING FROM THE MIDPOINT
OF THE DEPTH LINE, PERPENDICULAR TO THE SIDELINE.

LOT DEPTH MEASURED FROM THE MIDPOINT OF THE FRONT
LOT LINE TO THE MIDPOINT OF THE BACK LOT LINE.

PREVIOUSLY APPROVED BLOCK AND LOT PLAN



LEGEND

- LAND WITHIN THE CITY OF SOMERVILLE
- BLOCK PERIMETER
- LOT WIDTH

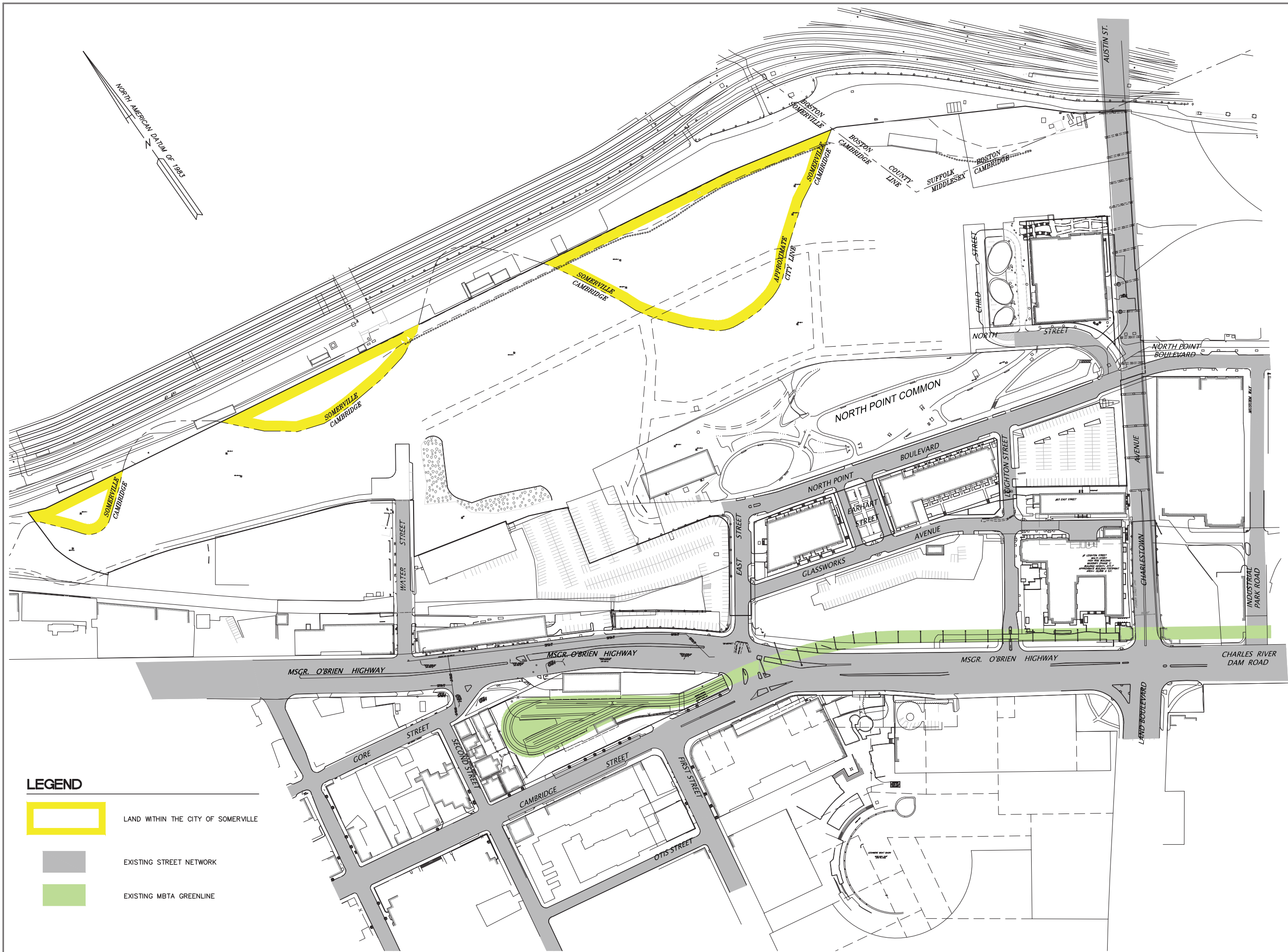
SCALE: 1" = 200'

PROPOSED BLOCK AND LOT
DIMENSION TABLE

LOT	AREA (S.F.)	LOT FRONTAGE (±FT)	W * (WIDTH, ±FT)	BLOCK PERIMETER (±FT)	BLOCK FACE (±FT)
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B	80,325± S.F.	356	318		
C	69,003± S.F.	376	362		
D	59,838± S.F.	320	320		
E/F	76,757± S.F.	370	412	1,877	745
CS-3	21,776± S.F.	100	100		
G	90,302± S.F.	354	354		
J/K	62,502± S.F.	321	325		
L	30,475± S.F.	162	162		
M	30,475± S.F.	162	162		

* LOT WIDTH DETERMINED BY MEASURING FROM THE MIDPOINT
OF THE DEPTH LINE, PERPENDICULAR TO THE SIDELINE.

PROPOSED REVISED BLOCK AND LOT PLAN



LEGEND

- LAND WITHIN THE CITY OF SOMERVILLE
- EXISTING STREET NETWORK
- EXISTING MBTA GREENLINE

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DW NP
PROPERTY, LLC

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ISSUE DATE		DESCRIPTION
DES	DWN	CHK'D APP'D

PROJECT:
**NORTHPOINT
IN CAMBRIDGE AND
SOMERVILLE, MA
(MIDDLESEX COUNTY)
AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: 1" = 100' DATE: SEPTEMBER 11, 2014

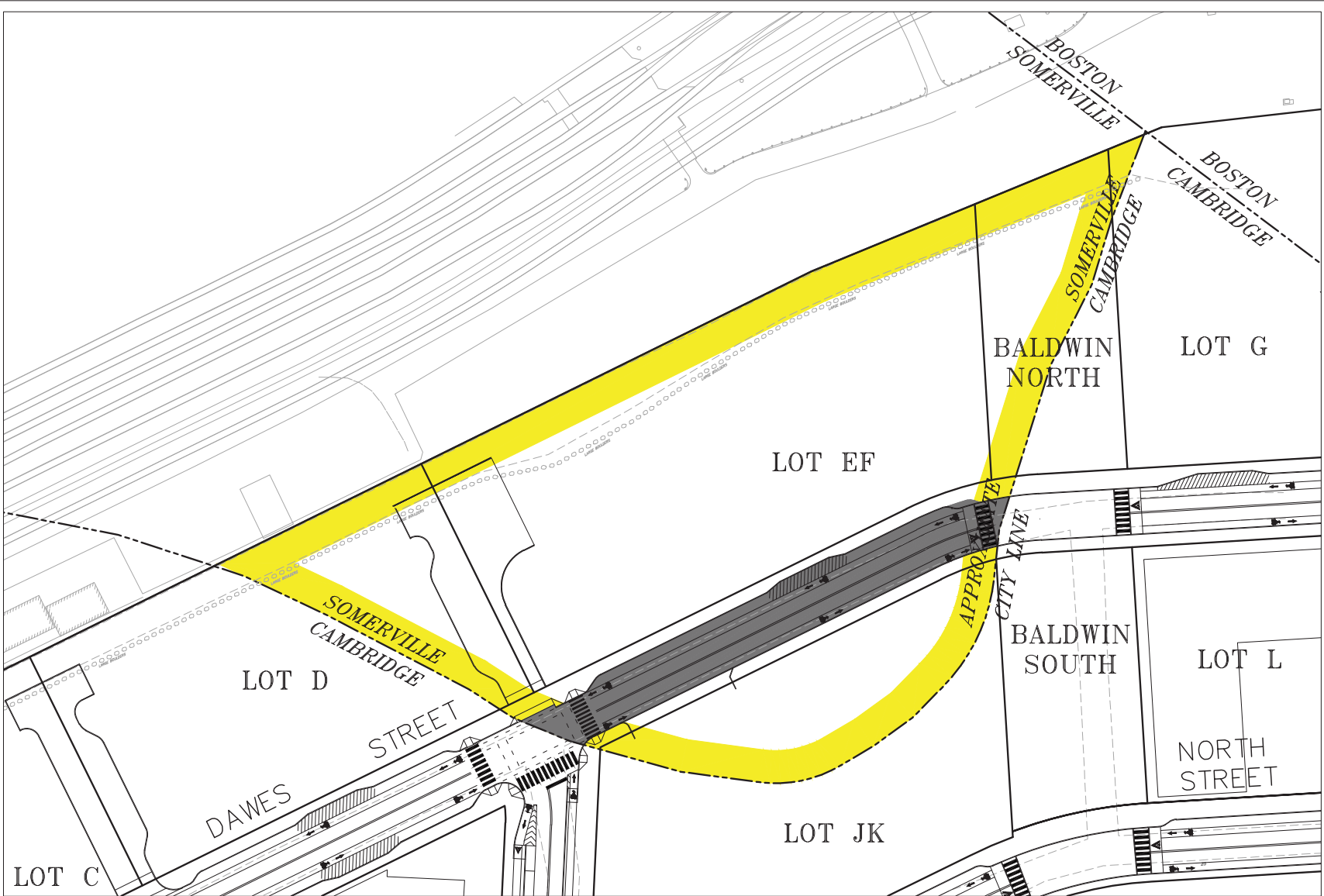
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FEET
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AS-BUILT
THOROUGHFARE
NETWORK PLAN

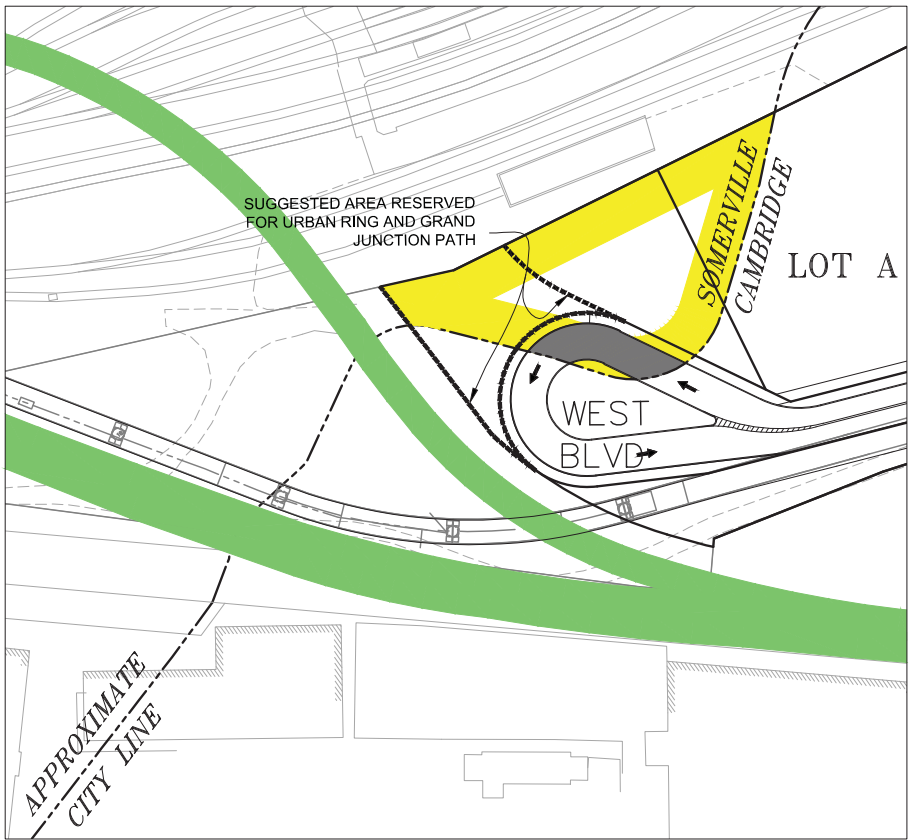
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B+T PLAN NO.
208402P145C-001

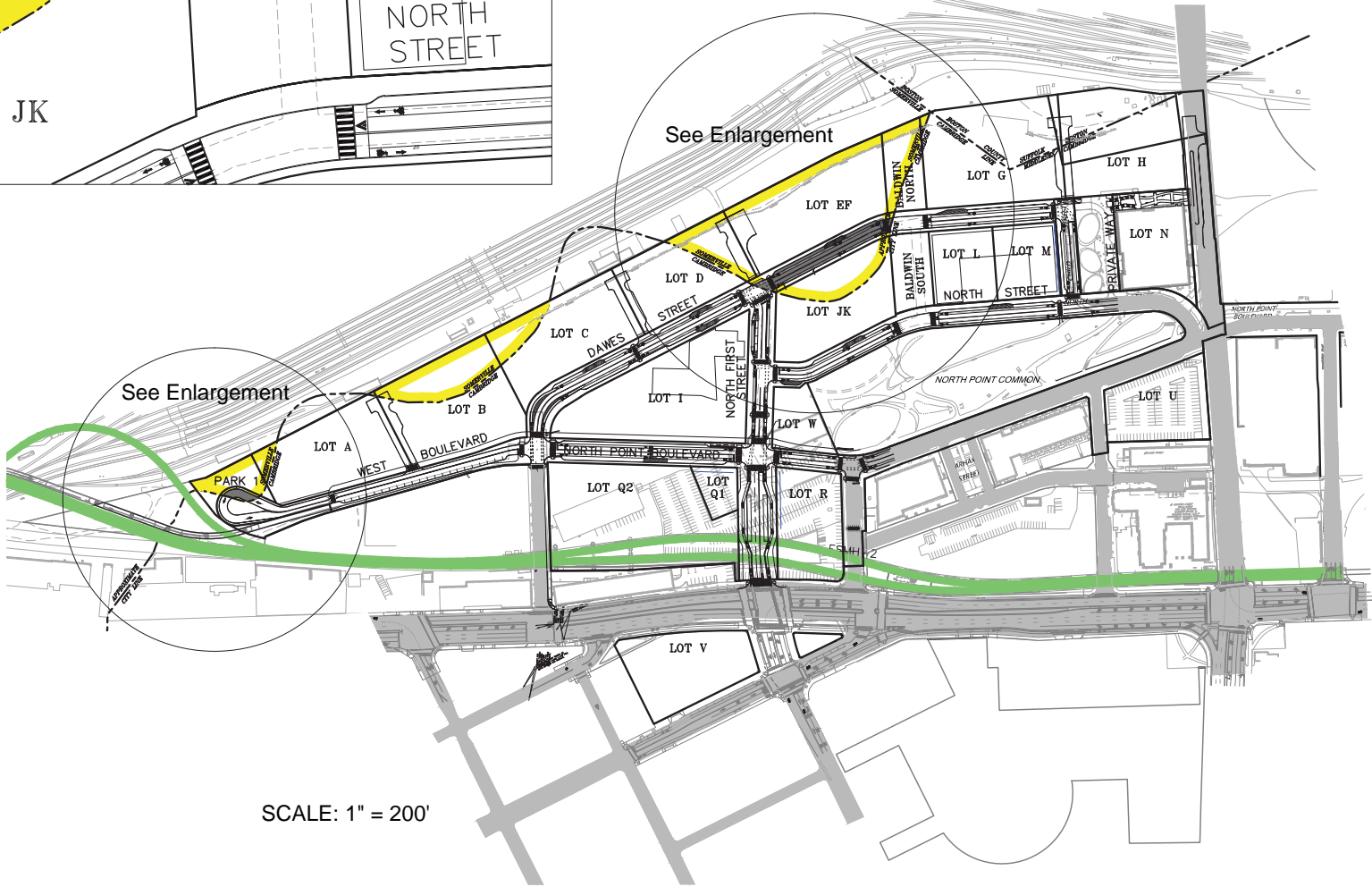
NDP-3



ENLARGEMENT
SCALE: 1" = 50'



ENLARGEMENT
SCALE: 1" = 50'



SCALE: 1" = 200'

LEGEND

- LAND WITHIN THE CITY OF SOMERVILLE
- PROPOSED THOROUGHFARE
- EXISTING STREET NETWORK
- PROPOSED MBTA GREENLINE

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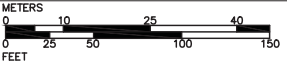
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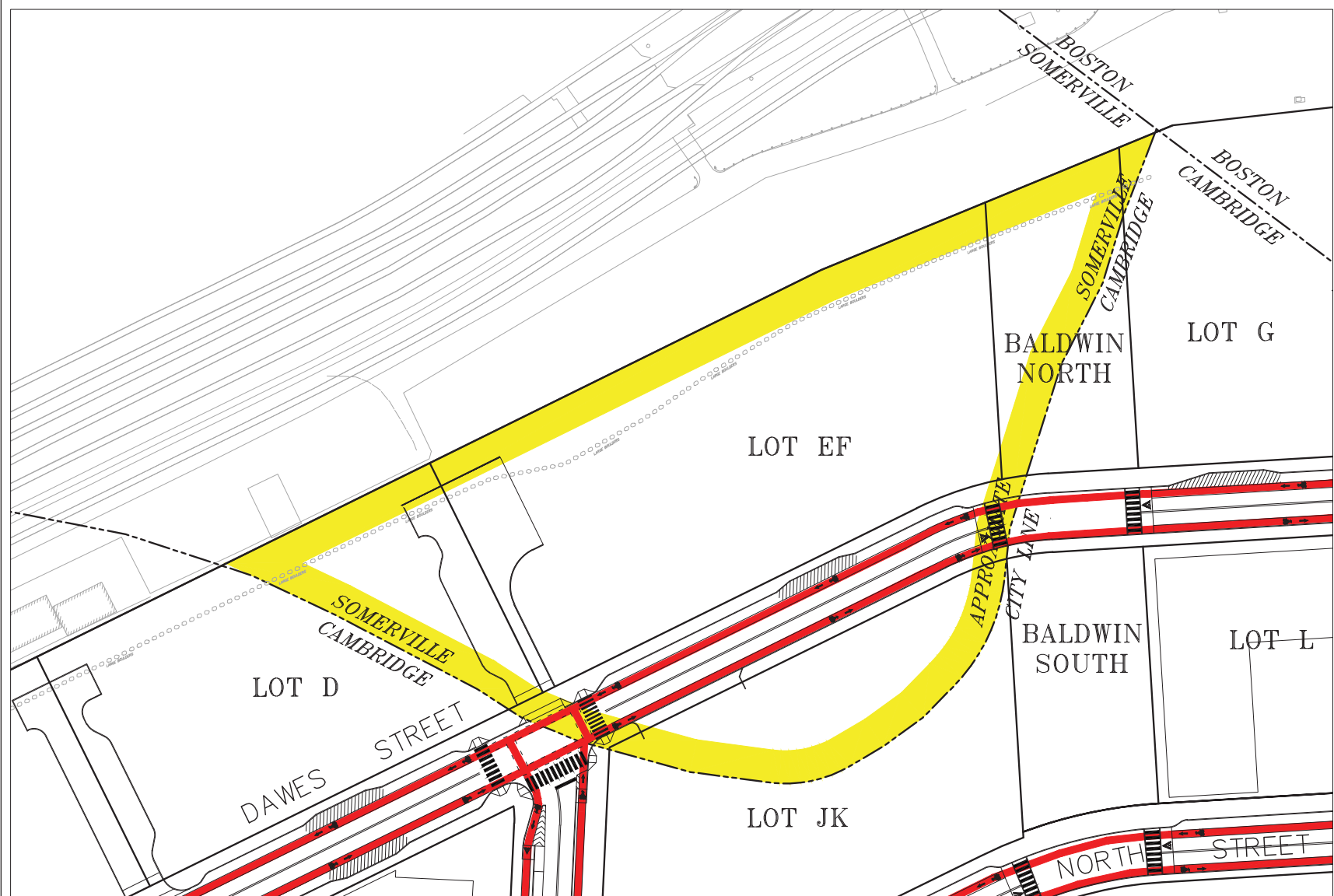
PROJECT:
**NORTHPOINT
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SOMERVILLE, MA
(MIDDLESEX COUNTY)
AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: AS NOTED DATE: SEPTEMBER 11, 2014



**PROPOSED
THOROUGHFARE
NETWORK PLAN**

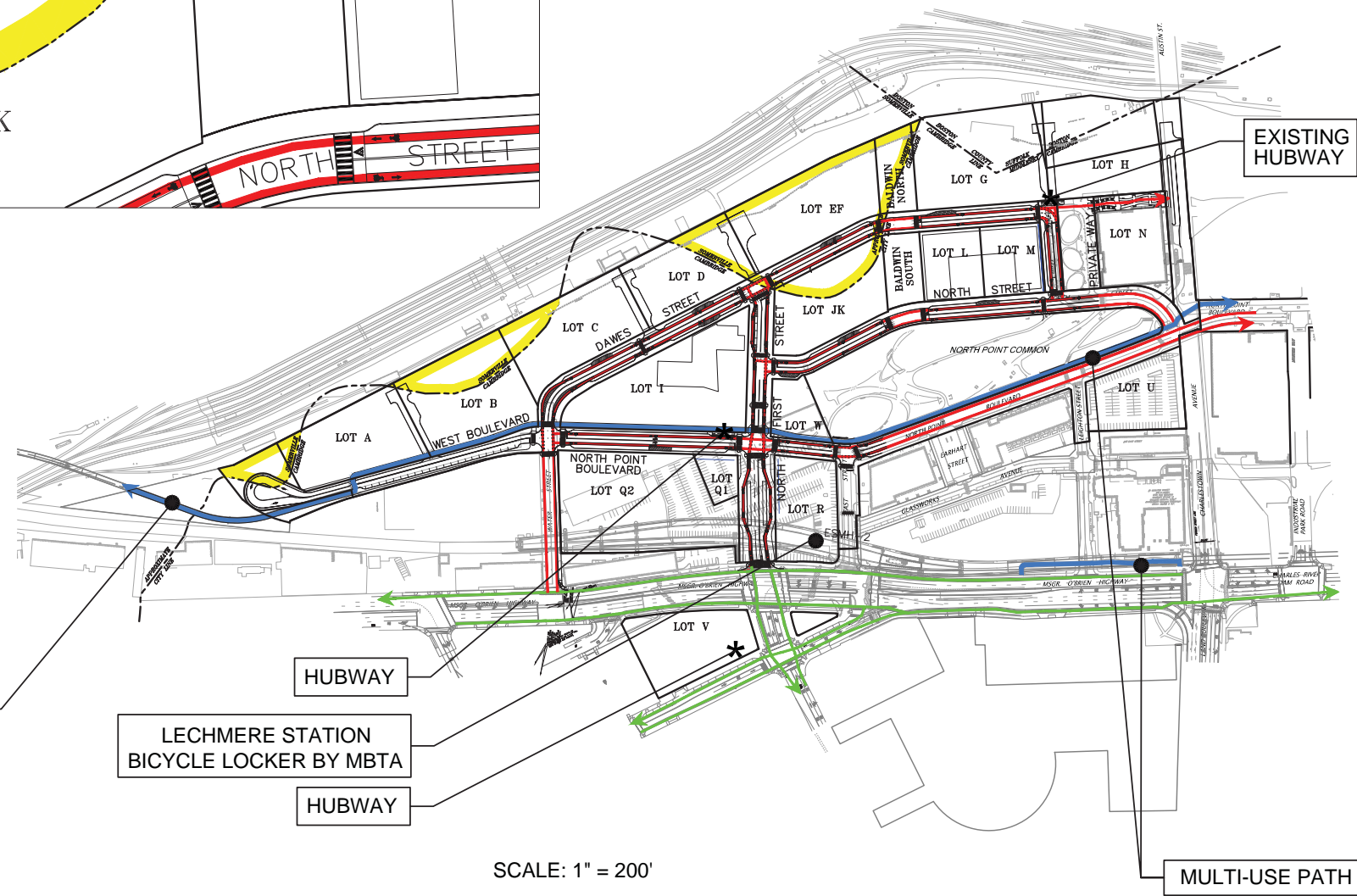
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B+T PLAN NO.
208402P143C--002
NDP-4



ENLARGEMENT
SCALE: 1" = 50'

LEGEND

- LAND WITHIN THE CITY OF SOMERVILLE
- NORTHPOINT BIKE LANE
- MONSIGNOR O'BRIEN HIGHWAY BIKE LANE
- MULTI-USE PATH



SCALE: 1" = 200'

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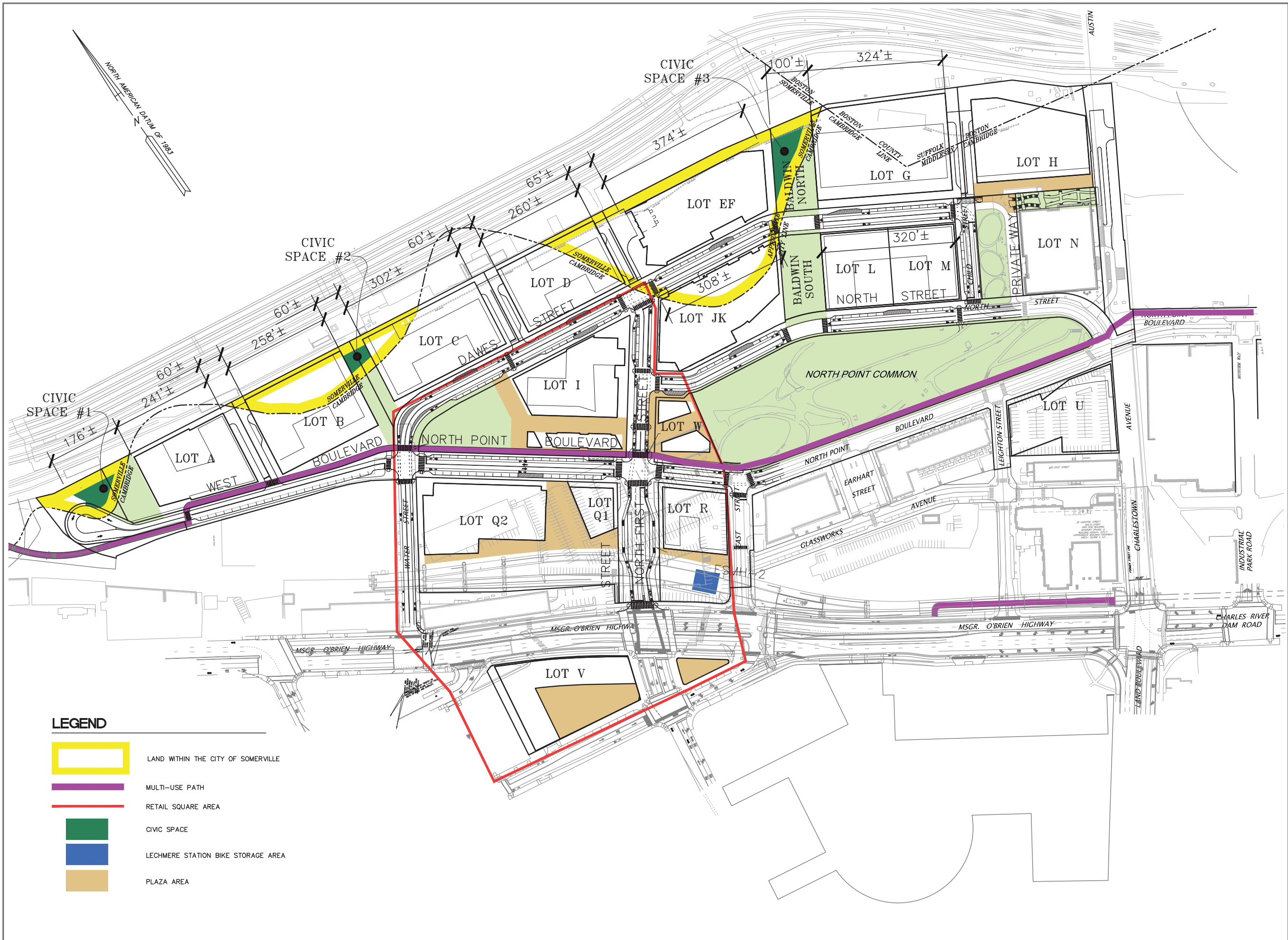
PROJECT:
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(MIDDLESEX COUNTY)
AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: AS NOTED DATE: SEPTEMBER 11, 2014
METERS
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FEET

PROPOSED CYCLING
INFRASTRUCTURE
PLAN

B+T JOB NO. 2084.02
B+T PLAN NO.
208402P143C-005

NDP-5



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PROJECT:
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AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: 1" = 100' DATE: SEPTEMBER 11, 2014



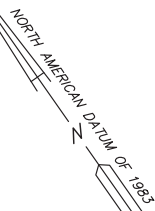
PROPOSED CMC
SPACE PLAN

B+T JOB NO.2084.02

B+T PLAN NO.
208402P143C-004

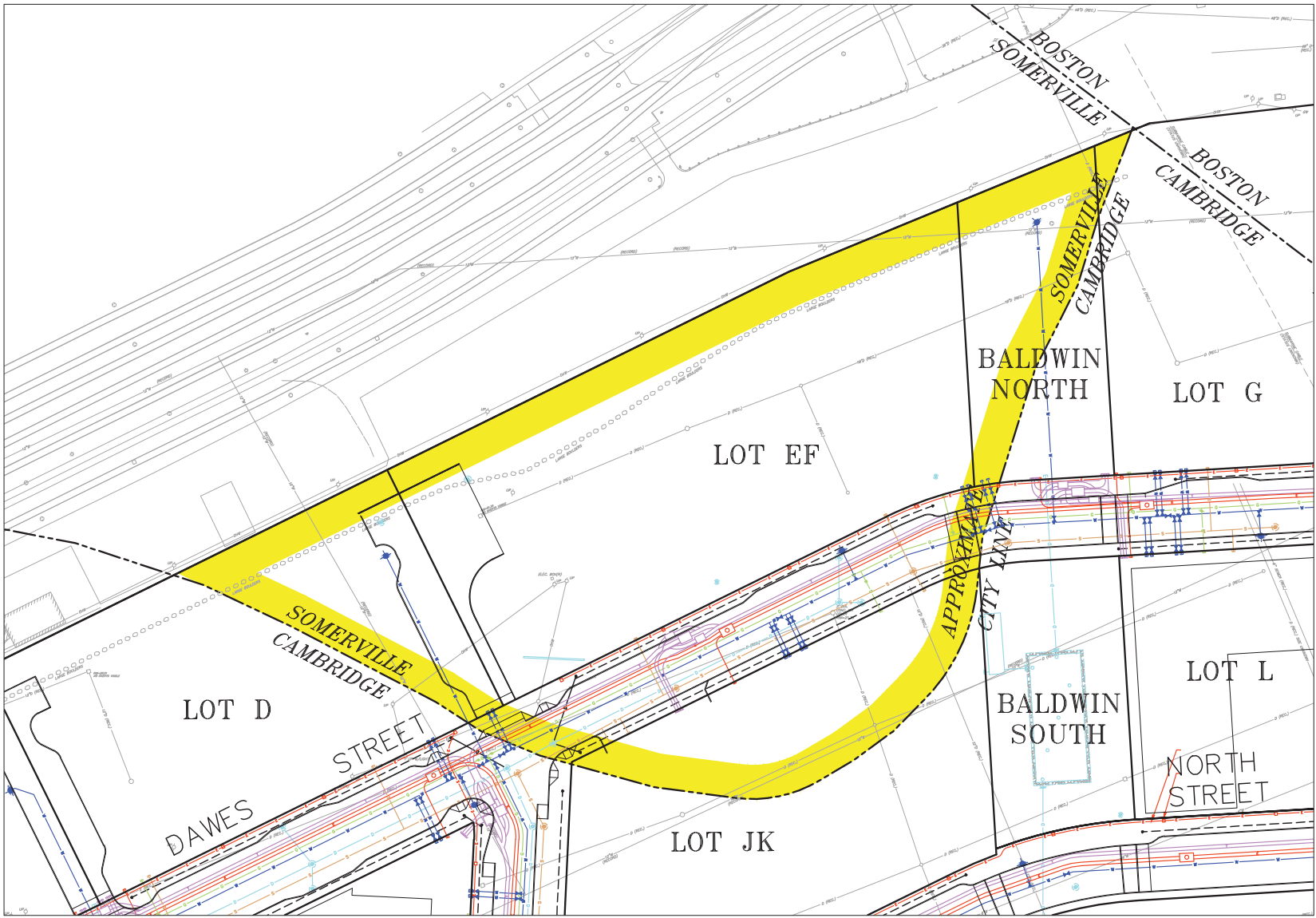
NDP-6

COMBINATION SEWER DRAIN/MANHOLE
SEWER LINE/MANHOLE
DRAIN LINE/MANHOLE
CATCH BASIN
CATCH BASIN, RECORD
INVERT ELEVATION
TOP OF HOOD
TOP OF WATER
AREA DRAIN
CLEANOUT
GRASS SWALE WITH FLOW DIRECTION
RIM ELEVATION
DOWN SPOUT
DOUBLE CATCH BASIN
ROOF DRAIN
MANHOLE, AERIAL LOCATION
GAS LINE/GATE
WATER LINE/GATE
HYDRANT
POST INDICATOR VALVE
TELEPHONE LINE/MANHOLE
MASS. BAY TRANS. LINE
ELECTRIC LINE/MANHOLE
OVERHEAD WIRE
LIGHT POLE/LIGHT POLE BASE
UTILITY POLE
GUY WIRE
METAL LIGHT POLE

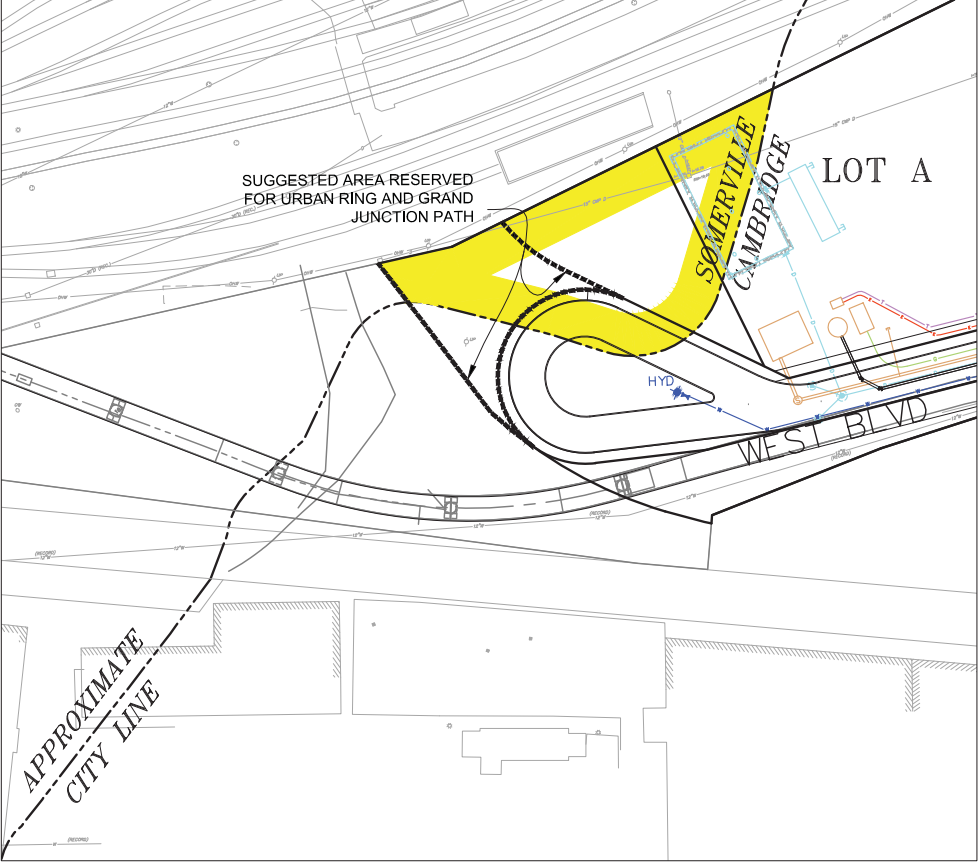


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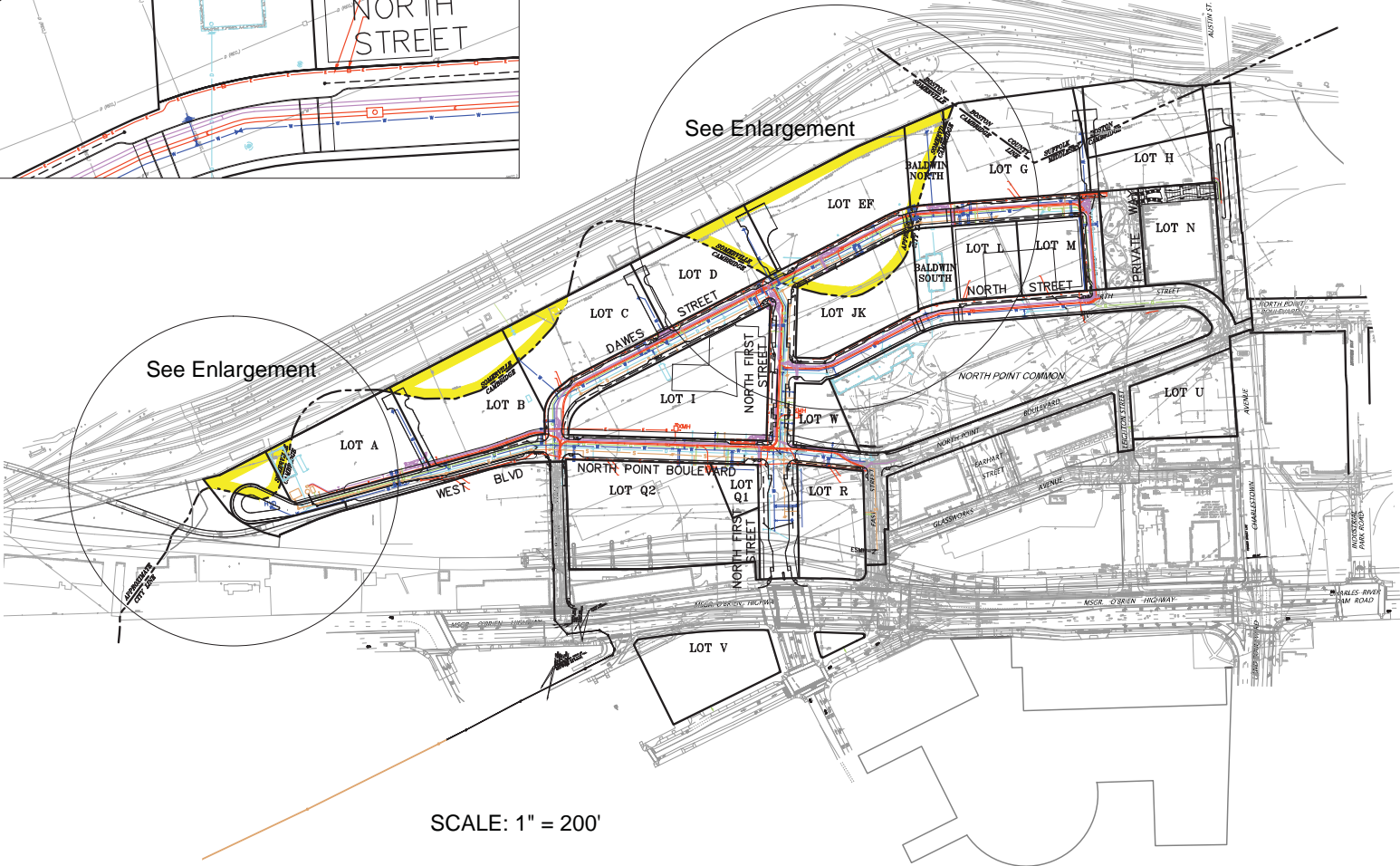
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ENLARGEMENT
SCALE: 1" = 50'



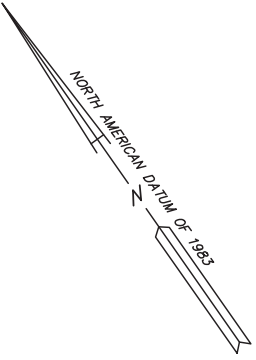
ENLARGEMENT
SCALE: 1" = 50'



SCALE: 1" = 200'

LEGEND

- LAND WITHIN THE CITY OF SOMERVILLE
- SEWER LINE/MANHOLE
- DRAIN LINE/MANHOLE
- CATCH BASIN
- GAS LINE/GATE
- WATER LINE/GATE
- HYDRANT
- TELEPHONE LINE/MANHOLE
- ELECTRIC LINE/MANHOLE



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PROJECT:
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AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: AS NOTED DATE: SEPTEMBER 11, 2014

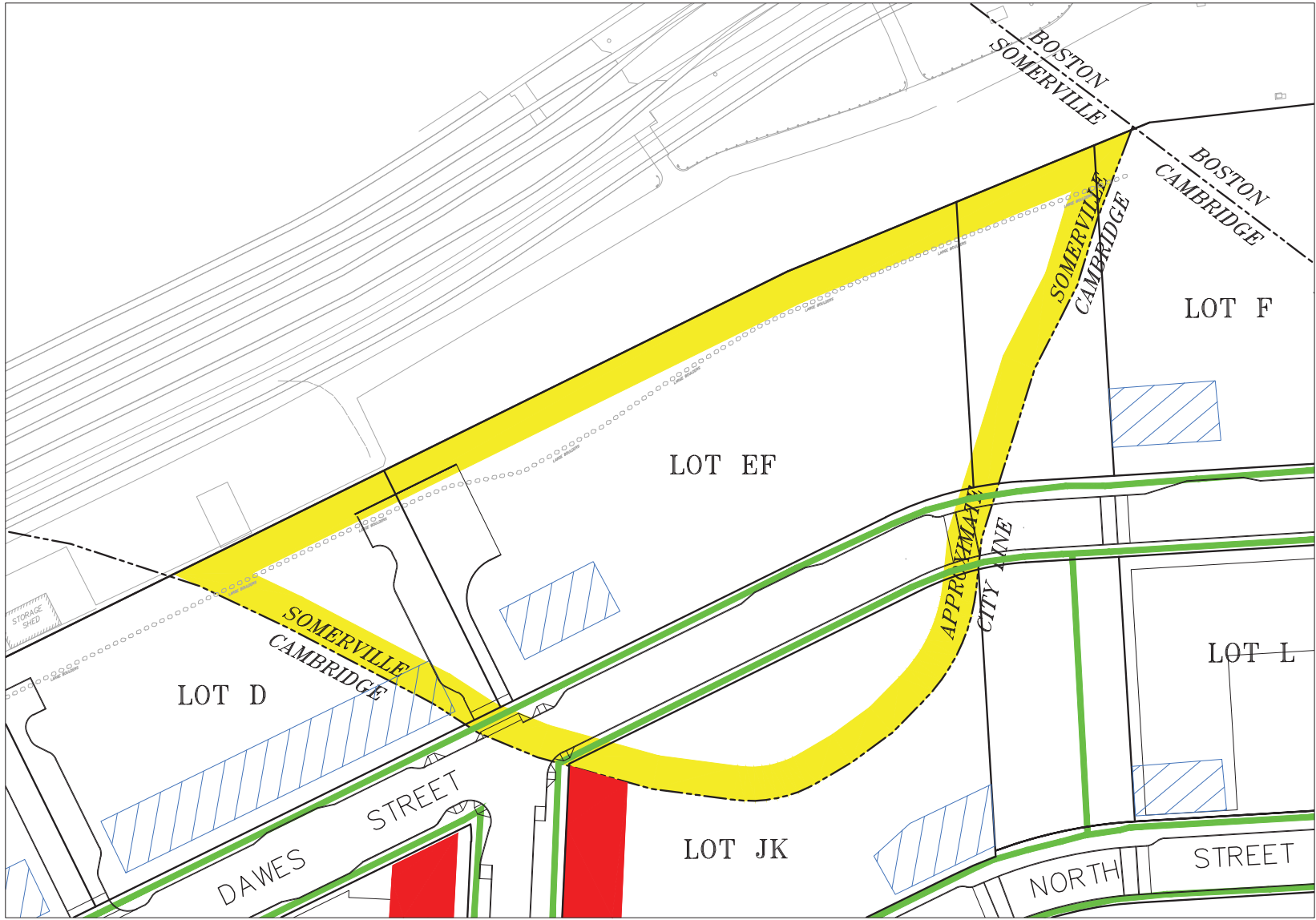


PROPOSED UTILITIES
PLAN

B+T JOB NO.2084.02

B+T PLAN NO.
208402P143C-003

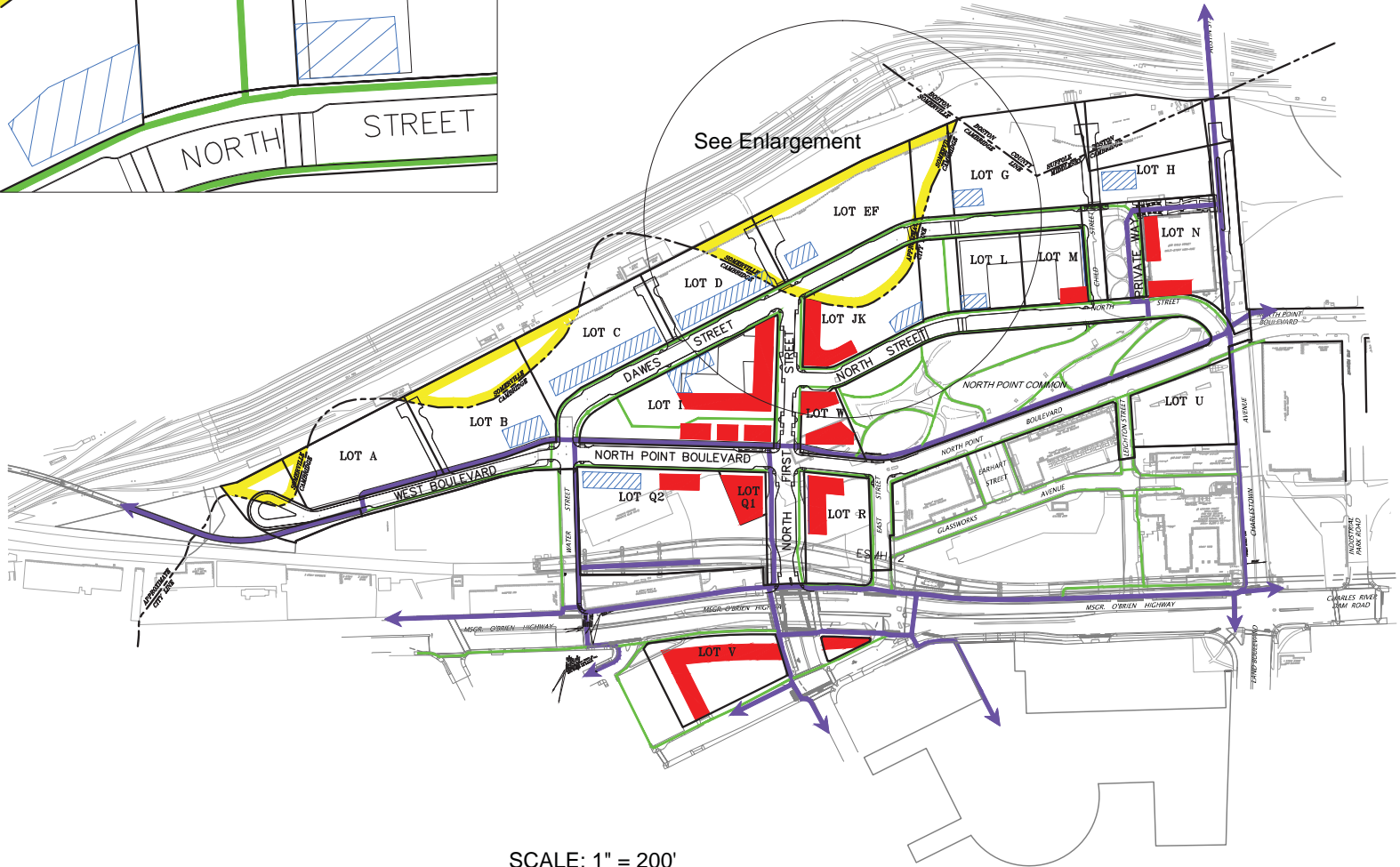
NDP-8



ENLARGEMENT
SCALE: 1" = 50'

LEGEND

- LAND WITHIN THE CITY OF SOMERVILLE
- PROPOSED RETAIL AND CONSUMER SERVICES FRONTAGE
- POTENTIAL RETAIL AND CONSUMER SERVICES FRONTAGE
- MAJOR PEDESTRIAN ROUTE
- MINOR PEDESTRIAN ROUTE



SCALE: 1" = 200'

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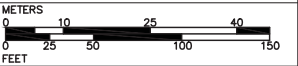
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PROJECT:
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AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: AS NOTED DATE: SEPTEMBER 11, 2014



PROPOSED RETAIL
FRONTAGE PLAN

B+T JOB NO.2084.02

B+T PLAN NO.
208402P143C-006

NDP-9

Appendices

Appendix A - Street Layout and Geometry Plans

10a - Index Plan

10b - Quad 1

10c - Quad 2

10d - Quad 3

10e - Quad 4

Appendix B – Transportation Memorandum

North Point – Somerville Neighborhood Development Plan Transportation

September 23, 2016

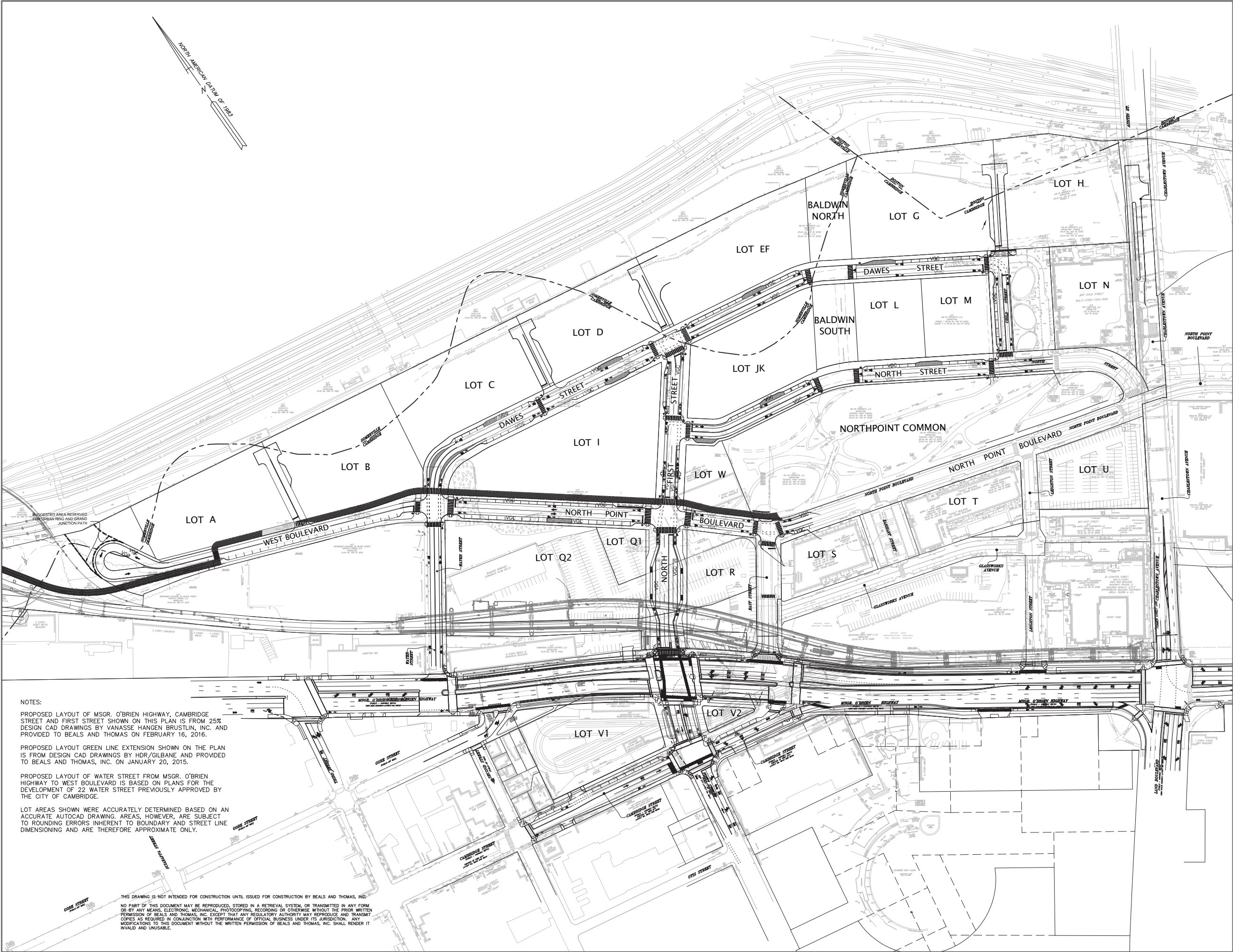
Appendix C - Master Plan Special Permit Amendment #6 (Major)

(Submitted under Separate Cover)

Application for Amendments to PUD Development Plan and Project Review Special Permits –

Final Development Plan – July 7, 2016

Appendix A
Street Layout and Geometry Plans



NOTES:

PROPOSED LAYOUT OF MSGR. O'BRIEN HIGHWAY, CAMBRIDGE STREET AND FIRST STREET SHOWN ON THIS PLAN IS FROM 25% DESIGN CAD DRAWINGS BY VANASSE HANGEN BRUSTLIN, INC. AND PROVIDED TO BEALS AND THOMAS ON FEBRUARY 16, 2016.

PROPOSED LAYOUT GREEN LINE EXTENSION SHOWN ON THE PLAN IS FROM DESIGN CAD DRAWINGS BY HDR/GILBANE AND PROVIDED TO BEALS AND THOMAS, INC. ON JANUARY 20, 2015.

PROPOSED LAYOUT OF WATER STREET FROM MSGR. O'BRIEN HIGHWAY TO WEST BOULEVARD IS BASED ON PLANS FOR THE DEVELOPMENT OF 22 WATER STREET PREVIOUSLY APPROVED BY THE CITY OF CAMBRIDGE.

LOT AREAS SHOWN WERE ACCURATELY DETERMINED BASED ON AN ACCURATE AUTOCAD DRAWING. AREAS, HOWEVER, ARE SUBJECT TO ROUNDING ERRORS INHERENT TO BOUNDARY AND STREET LINE DIMENSIONING AND ARE THEREFORE APPROXIMATE ONLY.

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LOCUS MAP
SCALE: N.T.S.

QUAD 1 QUAD 2
QUAD 3 QUAD 4

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PROJECT:

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(SUFFOLK COUNTY)**

SCALE: 1" = 80' DATE: SEPTEMBER 11, 2014

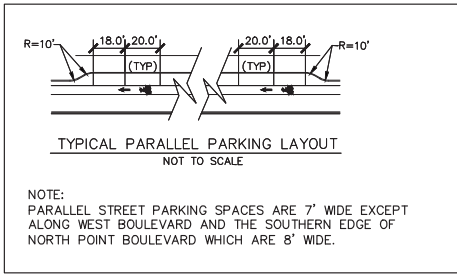
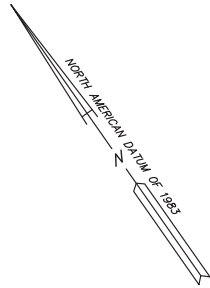
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**INDEX PLAN AND
OVERALL STREET
LAYOUT PLAN**

B+T JOB NO. 2084.02

B+T PLAN NO.
208402P144C-001

10a



NOTE:

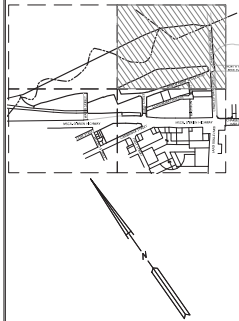
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LOCUS MAP
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PROJECT:

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AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: 1" = 40' DATE: SEPTEMBER 11, 2014

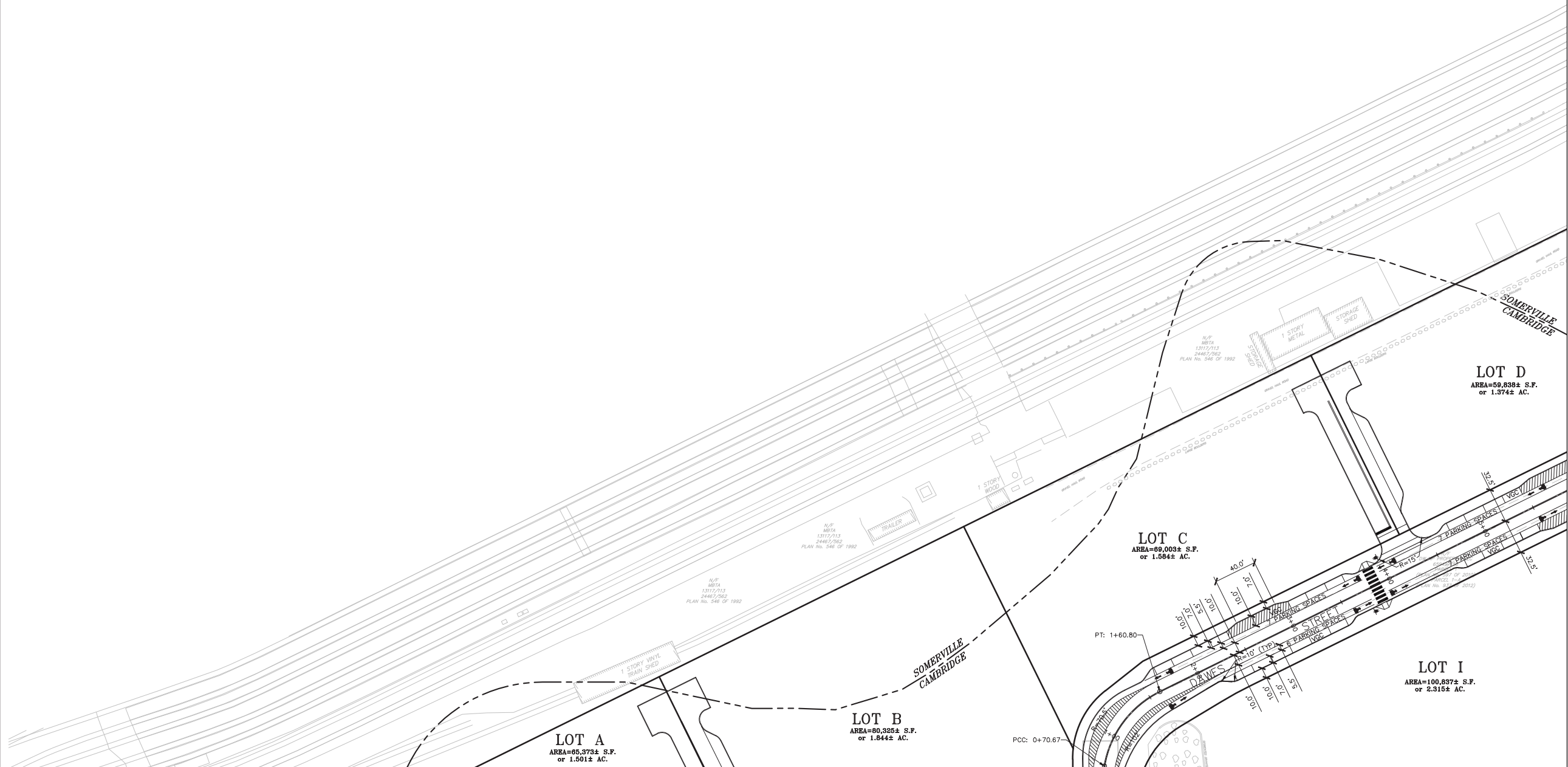


**QUAD 1
STREET LAYOUT AND
GEOMETRY PLAN**

B+T JOB NO. 2084.02

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208402P144C-002

10b



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PROJECT:

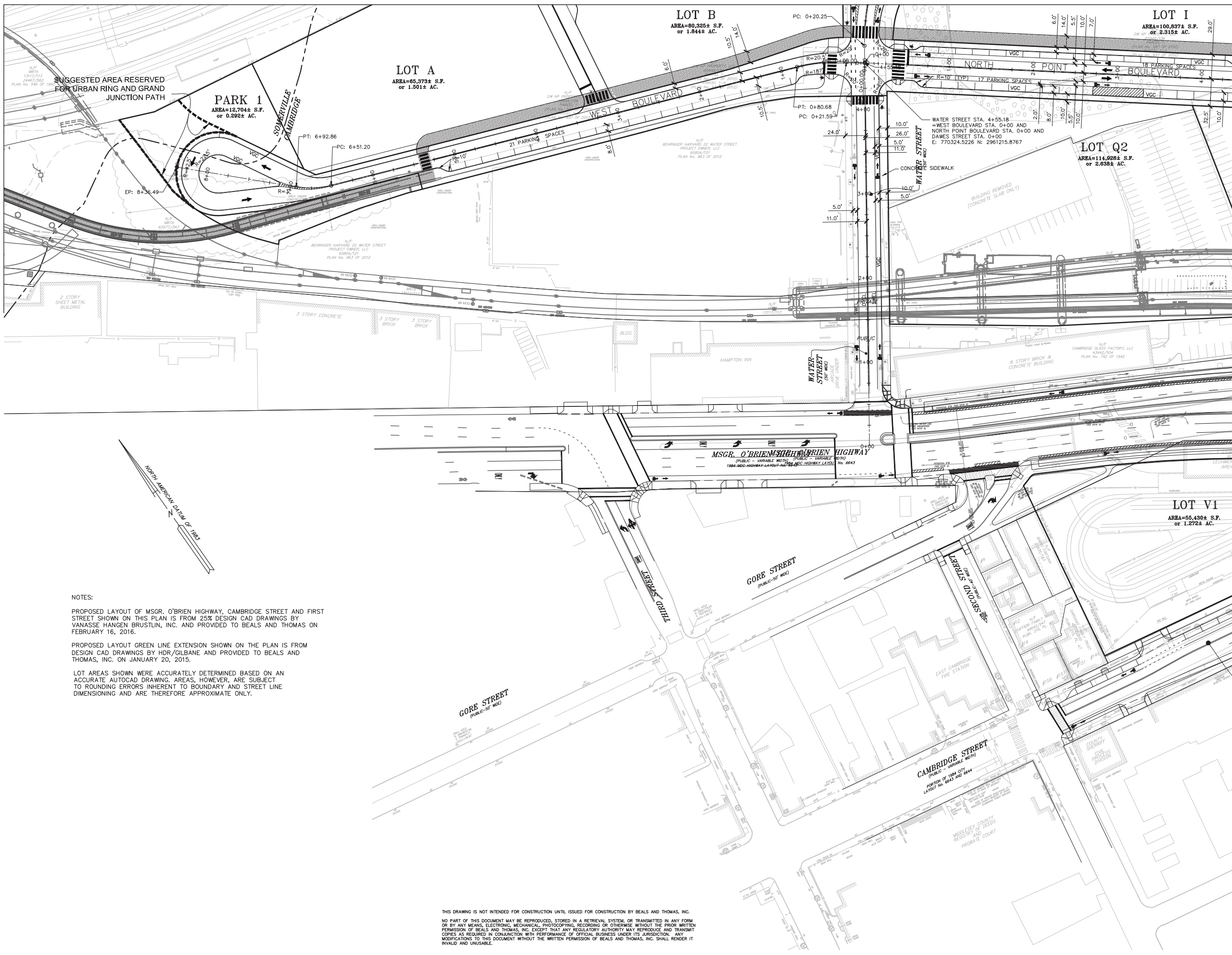
**NORTH POINT
IN CAMBRIDGE AND
SOMERVILLE, MA
(MIDDLESEX COUNTY)**

**AND BOSTON, MA
(SUFFOLK COUNTY)**

B+T PLAN NO.
208402P144C-003

10c





NOTES:

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SCALE: N.T.S.

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PROJECT:

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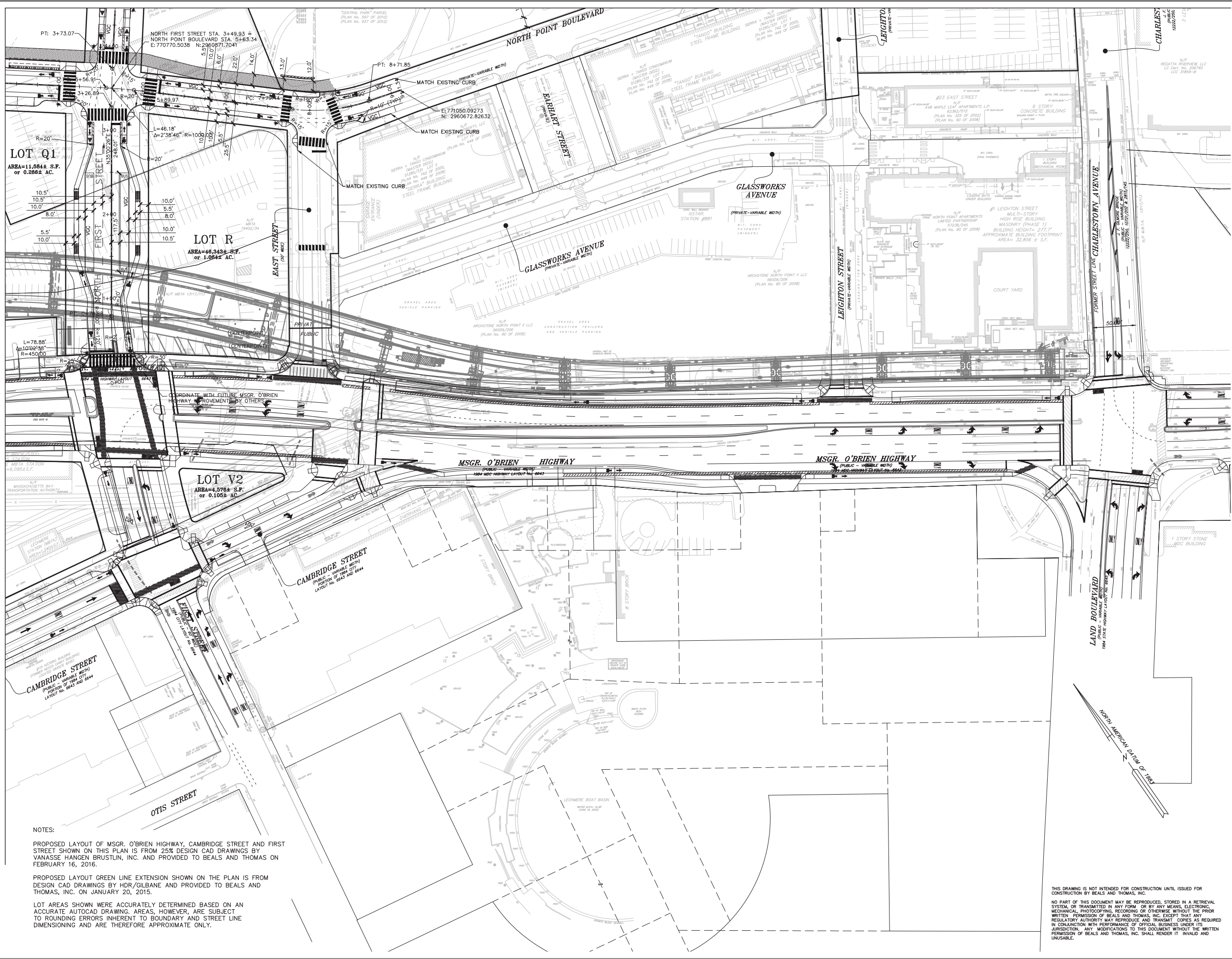
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QUAD 3 STREET LAYOUT AND GEOMETRY PLAN

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B+T PLAN NO. 208402P144C-004

10d



NOTES:

PROPOSED LAYOUT OF MSGR. O'BRIEN HIGHWAY, CAMBRIDGE STREET AND FIRST STREET SHOWN ON THIS PLAN IS FROM 25% DESIGN CAD DRAWINGS BY VANASSE HANGEN BRUSTLIN, INC. AND PROVIDED TO BEALS AND THOMAS ON FEBRUARY 16, 2016.

PROPOSED LAYOUT GREEN LINE EXTENSION SHOWN ON THE PLAN IS FROM DESIGN CAD DRAWINGS BY HDR/GILBANE AND PROVIDED TO BEALS AND THOMAS, INC. ON JANUARY 20, 2015.

LOT AREAS SHOWN WERE ACCURATELY DETERMINED BASED ON AN ACCURATE AUTOCAD DRAWING. AREAS, HOWEVER, ARE SUBJECT TO ROUNDING ERRORS INHERENT TO BOUNDARY AND STREET LINE DIMENSIONING AND ARE THEREFORE APPROXIMATE ONLY.

PREPARED FOR:

DW NP PROPERTY, LLC

One Kendall Square
Suite B3201
Cambridge, MA 02139

LOCUS MAP
SCALE: N.T.S.

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PREPARED BY:

BEALS + THOMAS

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5			
4			
3			
2	11/03/2016	REVISED SOMERVILLE NDP SUBMITTAL	
1	09/23/2016	SOMERVILLE NDP SUBMITTAL	
0	09/11/2014	SOMERVILLE NDP SUBMITTAL	
	ISSUE DATE	DESCRIPTION	
DES	DWN	CHK'D	APP'D

PROJECT:

**NORTH POINT
IN CAMBRIDGE AND
SOMERVILLE, MA
(MIDDLESEX COUNTY)**

**AND BOSTON, MA
(SUFFOLK COUNTY)**

SCALE: 1" = 40' DATE: SEPTEMBER 11, 2014

METERS
0 5 10 25
FEET
0 20 40 80 120

**QUAD 4
STREET LAYOUT AND
GEOMETRY PLAN**

B+T JOB NO. 2084.02

B+T PLAN NO.
208402P144C-005

10e

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Appendix B
Transportation Memorandum



Memorandum

To: Dan Bartman, Senior Planner
City of Somerville Office of Strategic
Planning & Community
Development

Date: September 23, 2016

Project #: 13369.00

From: Susan Sloan-Rossiter, Principal
Meghan Houdlette, P.E.
VHB

Re: North Point – Somerville Neighborhood Development Plan
Transportation Memorandum

Introduction

This transportation memorandum has been prepared to support the submission of the Request for Amendment to the Approved NorthPoint Neighborhood Development Plan (NDP) on behalf of DW NP Property, LLC (DivcoWest). A NorthPoint Somerville NDP was submitted and approved in September, 2014. The transportation analysis described in this memorandum updates the transportation analysis submitted on September 10, 2014 to support the approved NorthPoint Somerville NDP. Consistent with the previous memorandum, this transportation analysis demonstrates that the trip generation for the 2016 Master Plan is under the trip generation threshold for the peak hours established in the certified NorthPoint TIS.

DivcoWest recently received approval for the Request of a Special Permit Amendment from the Cambridge Planning Board in July, 2016, referred to here as the 2016 Master Plan. The 2016 Master Plan does not result in any changes to the overall development program or internal roadway network that would result in changes to the travel patterns in Somerville or modes of access to North Point. As described in this memo, 2016 Master Plan does not change the findings in the TIS.

The NorthPoint Development, located in Somerville, Cambridge, and Boston Massachusetts along the northeast side of O'Brien Highway has a long history of transportation planning and engineering with permitting documents spanning back to 2002. A Transportation Impact Study (TIS) was submitted to the City of Cambridge as part of the Special Permit process which was certified by the City in 2002. As discussed below, the results of the trip generation analysis demonstrate that the 2016 Master Plan development program does not exceed the trip generation threshold of 16,013 daily vehicle trips, 1,695 AM peak hour vehicle trips and 1,841 PM peak hour vehicle trips as presented in the NorthPoint TIS certified by the City of Cambridge Traffic and Parking Department dated November 14, 2002. The 2016 Major Amendment development program is expected to generate approximately 15,980 daily vehicle trips, 1,436 total morning peak hour vehicle trips and 1,750 total evening peak hour vehicle trips.

NorthPoint Site Access Overview

Although the NorthPoint site is located within Somerville, Boston and Cambridge, all site access will occur from roadways connecting with Monsignor O'Brien Highway within the City of Cambridge. NorthPoint connects to Monsignor O'Brien Highway within Cambridge through four existing on-site streets (Water Street, East Street, Leighton Street & Museum Way) and a fifth (First Street Extension) which will be constructed as part of the NorthPoint project. These five roadways that intersect O'Brien Highway are also connected on-site by NorthPoint Boulevard which allows vehicular traffic to circulate through the site efficiently. NorthPoint Boulevard provides site access from Museum Way using a connection under the Gilmore Bridge enabling vehicles to access the project site from the south without travelling through the constrained Land Boulevard/Gilmore Bridge/O'Brien Highway intersection.

NorthPoint Transportation Services Overview

The site is well connected to existing and future proposed public transit, pedestrian and bicycle amenities, car share services and will provide its tenants and residents with a diverse mix of multi-modal services. NorthPoint is a transit-oriented development within close walking distance to the MBTA Green Line, Orange line and several MBTA bus routes. In the future, the Green Line Lechmere station will be relocated from its current location on the south side of O'Brien Highway to NorthPoint. As part of the Twenty|20 construction, direct pedestrian and bicyclist access to the Gilmore Bridge has been provided greatly reducing the walking distance to the Orange Line station at Bunker Hill Community College. NorthPoint is a member of the Charles River TMA which provides a shuttle bus service called the EZRide through the site with a stop located on North Point Boulevard. EZRide provides shuttle services to both the Red Line in Kendall Square and the MBTA commuter rail station at North Station. The multi-use community path which runs through NorthPoint will connect bicyclists and walkers to destinations within and beyond the NorthPoint Development. There are nine zipcars currently located within a five minute walk of the development that provide car-sharing service to the site, and the number of zipcars will expand as demand grows. The NorthPoint project recently installed a Hubway station with 23 docks for Hubway bicycles at the Brian P Murphy Staircase adjacent to the Twenty|20 Building. The NorthPoint project is assisting in the installation of an additional Hubway bicycle sharing station along the south side of NorthPoint Boulevard west of North First Street within the NorthPoint development. There is currently an 18 dock Hubway station for Hubway bicycles available for use at the existing Lechmere Station. As part of the NorthPoint project, DivcoWest will reconstruct O'Brien Highway from Third Street to Museum Way. The design plans for O'Brien Highway have evolved to include separated bicycle lanes (cycle tracks) along portions of the corridor and enhanced pedestrian accommodations and landscaping. VHB submitted the 25% design plans in February 2015 and is currently working to advance 100% design plans for the improvements along O'Brien Highway/Cambridge Street.

Development Program Comparison

Table 1 compares the original NorthPoint development program studied as part of the certified TIS to the 2016 approved NorthPoint Master Plan. Note that the development program analyzed in the TIS is approximately 294,146 gsf larger (264,208 gsf of residential program and 29,938 gsf of commercial program) than the current development program.

Table 1 - NorthPoint Program Comparison

Full Build Program	2002 TIS (GSF)	2016 Master Plan Program (GSF)
Residential	3,325,000	3,060,792
<u>Commercial</u>	<u>2,215,000</u>	<u>2,185,062</u>
Total	5,540,000	5,245,854

Trip Generation Analysis

The development program assumed for the trip generation analysis of the 2016 Master Plan program is summarized and compared to the development program studied in the certified TIS in Table 2.

Table 2 – Revised Master Plan Program for Analysis

Full Build Program	2002 TIS (GSF)	2016 Master Plan Program (GSF)
Commercial Office, R&D, Lab*	2,140,000	1,785,000
Retail and Consumer Service	75,000	300,000
Lodging	90,000 (90 keys)	100,062 (100 keys)
<u>Residential</u>	<u>3,235,000 (2,790 units)</u>	<u>3,060,792 (3,177 units)</u>
Total	5,540,000	5,245,854

* Commercial Office, R&D and/or Laboratory or a combination of these uses

In order to confirm that the trip generation for the 2016 Master Plan development program is less than or equal to the initial trip generation calculated for the TIS, a trip generation analysis was conducted for comparison purposes. It should be noted that the TIS was undertaken in 2002 and was based on 1990 Journey-to-Work census data, which are not reflective of current mode shares more commonly found in Cambridge, particularly in Kendall Square. Recent studies, including Parking and Transportation Demand Management (PTDM) monitoring reports and the planning study recently completed for Kendall Square have noted a substantial shift in current commuting and travel behavior in the City of Cambridge. As shown in Table 3, recent study recommendations for the Kendall Square area have been assumed. These are the same mode shares assumed in the September 2014 transportation analysis. A comparison of the TIS and 2016 Master Plan Vehicle Trip generation is shown in Table 4. Daily, morning and evening peak hour vehicle trips generated for the 2016 Master Plan are less than generated for the development program studied as part of the TIS.

Table 3 –Mode Shares

Land Use	Auto	Source
Office/Lab	40%	Certified NorthPoint TIS
Residential	32%	Kendall Square K2 City Study
Supermarket	50%	Transportation Research Board (TRB) Paper*
Hotel	30%	Hotel PTDM Reports and Traffic Studies
Ancillary Retail	10%	Certified NorthPoint TIS
General Retail	31%	Kendall Square K2 City Study

* Food Shopping in the Urban Environment: Parking Supply, Destination Choice and Mode Choice (TRB 2011 Annual Meeting, Maley and Weinberger – Appendix Exhibit B), VHB Trip Generation Analysis and Shared Parking Study, March 24, 2014

Table 4 - Comparison of TIS and 2016 Master Plan Vehicle Trip Generation

Total Vehicle-Trips							
	Daily	AM			PM		
		In	Out	Total	In	Out	Total
<i>Full Build</i>							
2002 TIS	16,013	944	751	1,695	736	1,105	1,841
2016 Master Plan	15,980	873	563	1,436	697	1,053	1,750

An extensive level of service capacity analysis was conducted for the TIS as presented in *Chapter 4 Traffic Analysis* of the TIS. The shift in the land use and slight reduction of the development program is not anticipated to degrade or negatively impact the capacity analysis presented in Chapter 4 of the TIS based on the trip generation results. It is important to note that as part of the NorthPoint project, DivcoWest will reconstruct O'Brien Highway from Third Street to Museum Way. The design plans for O'Brien Highway have evolved to include separated bicycle lanes (cycle tracks) along portions of the corridor and enhanced pedestrian accommodations and landscaping through ongoing discussion with the City of Cambridge and MassDOT. VHB submitted the 25% design plans in February 2015 and is currently working to advance 100% design plans for the improvements along O'Brien Highway/Cambridge Street. An updated level of service capacity analysis was presented as part of the 25% design plans FDR.

Trip Distribution Analysis

In addition to vehicle trip generation, VHB analyzed the trip distribution assumptions used in the certified North Point TIS. The North Point TIS used the 1990 U.S. Census Journey-to-Work data for the City of Cambridge modified per direction of the Traffic Parking and Transportation Department (TP&TD). Table 5 shows a comparison of the North Point area vehicle trip distribution used in the TIS from the 1990 census data to several more recent data sources

including the 2000 U.S. Census Journey-to-Work and PTDM monitoring data provided by the City of Cambridge. Table 5 shows that the trip distribution used in the certified North Point TIS is very consistent with more recent data sources and it can be assumed that the vehicle trip distribution generated from the 2016 Master Plan will be similar.

Table 5 - Comparison of North Point Area Vehicle-Trip Distribution

Street/Roadway	Direction	NP TIS 1990 j-t-w (%)¹	2000 j-t-w (%)²	F-15 2010 PTDM (%)³	F2 2010 PTDM (%)⁴
Route 28 (O'Brien Highway)	To/From the North	24 %	23 %	24 %	28 %
Route 28 (O'Brien Highway)	To/From the South	29 %	30 %	33 %	40 %
Charlestown Avenue (Gilmore Bridge)	To/From the East	9 %	8 %	9 %	4 %
<u>Cambridge Street, First Street or Land Boulevard</u>	<u>To/From the West</u>	<u>38 %</u>	<u>39 %</u>	<u>34 %</u>	<u>28 %</u>
Total		100 %	100 %	100 %	100 %

1 1990 U.S. Census Journey-to-Work data for the City of Cambridge and City review and comment.

2 2000 U.S. Census Journey-to-Work data for the City of Cambridge.

3 PTDM data (by Town) provided by the City of Cambridge. Compiled by VHB.

4 PTDM data (by Town) provided by the City of Cambridge. Compiled by VHB.

Conclusion

In summary, the transportation analysis described in this memorandum updates the transportation analysis submitted on September 10, 2014 to support the approved NorthPoint Somerville NDP. Consistent with the previous memorandum, this transportation analysis demonstrates that the trip generation for the 2016 Master Plan is under the trip generation threshold for the peak hours established in the certified NorthPoint TIS. The North Point TIS certified by the City of Cambridge TP&TD accurately reflects the transportation impacts of the approved 2016 North Point Master Plan and the proposed Neighborhood Development Plan for the Somerville NorthPoint Special District because the following comparison metrics are very consistent:

- 1) Total square footage of the development program is less than the original TIS,
- 2) Allocation of square footage between commercial and residential land-uses is the same,
- 3) Vehicle trip generation (daily & peak hour trips) are less than the original TIS,
- 4) Vehicle trip distribution is the same as the original TIS.

Appendix C

Master Plan Special Permit Amendment #6 (Major)
(Submitted under Separate Cover)