

T 508.366.0560 F 508.366.4391 www.bealsandthomas.com Regional Office: Plymouth, MA

August 29, 2018

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

Reference: Revision to Neighborhood Development Plan Cambridge Crossing (NorthPoint) <u>Somerville, Massachusetts</u> 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 Neighborhood Development Plan Submittal application for a minor amendment to the previously-approved Neighborhood Development Plan (NDP)(Case #2014-30) for Cambridge Crossing (formerly known as NorthPoint) (the Project). The requested revisions are intended to clarify the development plan for Parcels EF and JK and to reflect changes in the approved Gross Square Foot (GSF) numbers for the Project in Somerville as a whole, as these numbers have changed during the Design and Site Plan Review process undertaken by the Somerville Planning Board. Specifically, the modifications we are requesting as part of this application include:

• Updating the total GSF proposed in Somerville from 747,458 sf GSF to 858,969 sf GSF

We have included the following documents as part of this application for revision of the NDP:

- Neighborhood Development Plan (NDP) Submittal Cover Page form;
- Site control documentation;
- 21E Reports and Environmental Assessments, prepared by The Vertex Companies, Inc., dated September 21, 2016; and
- Subdivision Plan, dated October 4, 2017, depicting the boundaries of Parcels EF and JK.

Mr. George Proakis, Director of Planning Somerville OSPCD August 29, 2018 Page 2

We look forward to discussing the above-referenced revisions to the NDP and welcome any questions you may have regarding this application.

Very truly yours,

BEALS AND THOMAS, INC.

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John P. Gelcich, AICP Senior Planner

Enclosure

JPG/mac/208402PT044





## CITY OF SOMERVILLE MASSACHUSETTS

**Joseph A. Curtatone, Mayor** Office of Strategic Planning and Community Development (OSPCD) City Hall 3<sup>rd</sup> 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 Cambridge Crossing (Formerly known as NorthPoint) - Neighborhood Development Plan

Agent Na	me Mark Johnson		Phone _	617-914-8600	Email	mjohnson@divcowest.com
Name <u>D</u> Address	OWNER W NP Property, LLC c/o Divcov 200 State Street, 12th Floc Boston, MA 02109			DW NP Property, L 200 State Stree Boston, MA 02	et, 12th Floc	
Phone 6	17-914-8600 Email	jweigel@divcowest.com	Phone (			jweigel@divcowest.com
	make the following representations:			ant, I make the following r		
<ol> <li>I hereby ce or use the</li> <li>I hereby ce represent</li> <li>I will perm</li> <li>Should the</li> </ol>	rtify that I am the owner of the property identified on this. rtify that the applicant named on this application form has property listed above for the purposes indicated in this app rtify that the agent, engineer and/or architect listed on thi this application before the Planning Staff, the Planning Boz it Planning Staff to conduct site visits on my property, ownership of this parcel change before the board(s) have n and new copies of this signature page.	been authorized by me to apply to develop and/ lication s application form have been authorized to rd, and/or the Zoning Board of Appeals.	<ol> <li>If the cunnonconf</li> <li>I will ma</li> <li>If the property of the prop</li></ol>	orming use is legal. ke no changes to the approved proj oposed project is subject to linkage worming the amount and the methou urn the notice sign or pay for its rep the fees associated with this appl ing notices to abutters. certify that the agent, engineer and	forming use, I will furnis ect plans without the price (S2O Article 15), I will sid d of payment of the linkag lacement, ication, including but not Vor architect listed in this	h proof to the satisfaction of the SPGA that the or approval of the SPGA, or all documents required by the Planning Staff/
	DW NP PROPERTY, LLC, a Delaware limited liab By: DW NP Holdings, LP, a Delaware limited par	inership, its sole member		DW NP PROPERTY, LLC, a By: DW NP Holdings, LP, a	Delaware limited part	nership, its sole member
	By: DW NP GP, LLC, a Delaware limited liability By:	company, its general partner		By: DW NP GP, LLC, a Del By:	aware limited liability of	company, its general partner
Signature			Signatur	e Name: Michael Corp Title: Authorized Si	gnatory	
CITY	OF SOMERVILLE USE ONLY	/		1	] [	
CASE N	JMBER					
ZONING	DISTRICT(S)					
SPECIAL	PERMIT(S) REQUIRED?	O YES	0	10		
	CE REQUIRED?	O YES	0	10		
FILING F	EE	ADD FEE				1
PLANNI	NG MEETING DATE	ENGINEERING MEETING	DATE			
DESIGN	REVIEW DATE					
HEARING	G DATE					CITY CLERK STAMP

## **Neighborhood Development Plan Fee Schedule**

	BASE FEE	ADDITIONAL FEE	MAX. FEE	AD FEE	ABUTTERS FEE
Review/Final Submittal	\$300	\$500/acre	\$8,500	\$350	\$25
Revision, Major Amendment	\$225	\$250/acre	\$8,500	\$350	\$25
Revision, Minor Amendment	\$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**

1. 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.

Required Supplied Recorved

 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.

- 4. All thoroughfares and civic and recreation spaces shall be clearly labeled.
- 5. 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

1.			nformation (company name, business address, telephone number, designated contact, & email address) for each member or firm of opment team, including legal representation and all project consultants		
2.	Lega	al des	scription of property, including meets and bounds	$\checkmark$	
3.	Prop	perty	title report including current ownership and purchase options of all parcels in the development site	$\checkmark$	
4.	Prop	berty	deed	$\mathbf{Z}$	
5.	Iden	itifica	tion of any existing legal judgments, actions, covenants, conditions, and/or restrictions that may control development, if applicable	$\checkmark$	
6.	A lo	cus n	пар	<b>√</b>	
7.	Proj	ect d	escription including, but not limited to, the following:	7	
	а.	Nei	ghborhood vision and character narrative	$\checkmark$	
	b.	Zon	ing conformance review	<b>√</b>	
	C.	Ider	ntification of any requested special permits or variances, as required	$\mathbf{Z}$	
	d.	City	policy conformance review, or to other plans deemed appropriate by the Planning Board	$\checkmark$	
	е.	Con	ceptual pedestrian level perspective drawings illustrating key locations within the development site (pedestrians not included)	$\checkmark$	
	f.	An	axonometric drawing illustrating the conceptual build out of the development site	$\checkmark$	
	g.		umerical breakdown identifying the size (in square feet) of each proposed lot and the land area of any lot partially located within the of Somerville		
	h.	Proj	posed development program and project phasing plan:		
		i.	Identification of the proposed building type(s) for each lot	$\checkmark$	
		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	$\blacksquare$	
		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		
	i.		atement of intent regarding the future selling or leasing of developable lots and the conveyance (or not) of thoroughfares and civic ces to the City of Somerville	V	
8.			on of the civic space network, including identification of proposed locations, types, and a statistical summary of size (in acres and sq. h space	Z	
9.			on of existing and any proposed improvements to major water, sanitary sewer, storm drainage, electrical, telephone, data, CATV, and as utilities for the entire development site	Z	

<sup>3.</sup> 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.

			Regulied	Supplied	Bocessed
10.	Trar	sportation 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 del at crosswalks	ay 🗹		
		<ul> <li>Cycling infrastructure including identification of type (routes/lanes/paths), location, volume, capacity, parking, and safety statistic</li> <li>Public transportation including identification of type, location, frequency, capacity, and ridership statistics</li> </ul>	s 🗹		
		iv. Motor vehicle infrastructure including volume, capacity, and safety statistics	Z		
	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 more 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.			
Plar	n Dra	wings	Required	Supplied	Received
1.	A tv	vo hundred (1" to 200') scale proposed block and lot plan, illustrating the following:			
	а.	Block outlines, labeled with the length of each block face and total perimeter of each block	$\checkmark$		
	b.	Lots, indicating size (in square feet) and width of each in total	$\mathbf{Z}$		
	C.	Thoroughfare rights-of-way, indicating width in total at various points along their run.	$\mathbf{Z}$		
2.	A tw	vo hundred (1" to 200') scale existing thoroughfare network plan	$\checkmark$		
3.	A tw	vo hundred (1" to 200') scale proposed thoroughfare network plan			
4		rty (1" to 40') scale proposed thoroughfare layout and geometry plan, including an index plan, if applicable, for all proposed thoroughfare in the development site	es 🔽		
5.		vo hundred (1" to 200') scale proposed cycling infrastructure plan, identifying all bike routes, paths, lanes, and related facilities for the re development site			
6.		to hundred (1" to 200') scale proposed civic space plan, identifying the location(s) and type(s) of all proposed civic spaces for the entire elopment site			
7.		ility plan, identifying the existing and proposed layout of major water, sanitary sewer, storm drainage, electrical, telephone, data, CATV, natural gas utilities for the entire development site	$\checkmark$		
8.		vo hundred (1" to 200') scale proposed retail frontage plan, including identification of primary pedestrian circulation routes for the entire elopment site	Z		

#### APPLICATION For Planning Board and Zoning Board of Appeals Approval

Electronic version available: <u>http://www.somervillema.gov</u> Forms Library

Supplemental Questions for: Revisions to Special Permits

<b>16.</b> Revision to Special Permit Supporting Statements Address each of the following items in order to apply for a Revision to a Special Permit.
A. State the Special Permit case number that you would like to revise. Also provide copies of the approved plans and decisions.
Case # PB 2016-20-MA1-0917
<b>B.</b> Describe the revisions that you are proposing and highlight the proposed changes in the revised plans. Only these changes will
be considered for approval. If appropriate, refer to the specific conditions attached to the original Special Permit.
The change to the previously approved NDP includes: 1. Update of the proposed Gross Square Foot (GSF) calculation to address changes based on the approved design for Parcel EF and the current GSF for Parcel JK.



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#### **DEED**

**CJUF III NORTHPOINT LLC**, Delaware limited liability company, with an address of 2000 Avenue of the Stars, 11th Floor, Los Angeles, California 90067 ("<u>Grantor</u>"), 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, 35<sup>th</sup> Floor, San Francisco, CA 94105 ("<u>Grantee</u>"), 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 <u>EXHIBIT A</u> attached hereto and made a part hereof (the "<u>Real Property</u>").

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 "<u>Middlesex Registry</u>") 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 "<u>Suffolk</u> <u>Registry</u>") 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.

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Commonwealth Land Title Insurance Company 265 Franklin Street, 8th Floor Boston, MA 02110 Attn: Phil Saba

#### Bk: 65949 Pg: 157

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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  $\frac{291,000,000}{291,000,000}$  have been affixed to the duplicate original of this deed recorded this day in Suffolk County. 291,040,245.46

[Balance of page intentionally left blank]

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Witness our hand and seal as of the \_ day of August, 2015. CJUF III NORTHPOINT LLC, a Delaware limited limitity company By: Name: Jonathan M. Kaplan Title: Authorized Signatory

Legal Acq/AM MRS

[Signature Page – Deed]

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 On <u>8/14/2015</u> before me, <u>Rochel E Benitez</u>, a Notary Public, (insert name and title of the officer) personally appeared <u>boothco Koploo</u>

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) (s) are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in the/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.

/ ml E Signature ∠

(Seal)



[Signature Page – Deed]

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#### 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

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#### Bk: 65949 Pg: 161

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;

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#### 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 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 24467, 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.

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- 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 54628, Page 334, and
- 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.

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# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

# Foreign Limited Liability Company

Application for Registration

(General Laws Chapter 156C, Section 48)

Federal Identification No.:

(1a) The exact name of the limited liability company:

## **DW NP PROPERTY, LLC**

(1b) If different, the name under which it proposes to do business in the Commonwealth of Massachusetts:

- (2) The jurisdiction\* where the limited liability company was organized: DELAWARE
- (3) The date of organization in that jurisdiction: 7/20/2015

(4) The general character of the business the limited liability company proposes to do in the Commonwealth:

**REAL ESTATE INVESTMENT** 

- (5) The business address of its principal office:
   575 MARKET STREET, 35 FL SAN FRANCISCO, CA 94105
- (6) The business address of its principal office in the Commonwealth, if any:
- (7) The name and business address, if different from principal office location, of each manager:

NO MANAGER.

(8) The name and business address of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property recorded with a registry of deeds or district office of the land court; NAME ADDRESS

DW NP HOLDINGS, LP

575 MARKET STREET, 35 FL SAN FRANCISCO, CA 94105

(9) The name and street address of the resident agent in the Commonwealth:

CT CORPORATION SYSTEM 156 FEDERAL STREET STE 700 BOSTON, MA 02110

(10) The latest date of dissolution, if specified: \_

(11) Additional matters:

Signed by (by at least one authorized signatory):	J. Thore Jacqueline Moore
I CT CORPORATION SYSTEM resident agent of the above limited liability company, of (or attach resident agent's consent hereto).	Assistant Secretary

.

\* Attach a certificate of existence or good standing issued by an officer or agency properly authorized in home state.

Delaware PAGE

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DW NP PROPERTY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5788214 8300

151071001 You may verify this certificate online at corp.delaware.gov/authver.shtml

cretary of State AUTHENT TION: 2573389

DATE: 07-21-15

### THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

July 31, 2015 01:09 PM

Heterian Frainfalies

#### WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

#### CERTIFICATE OF AMENDMENT OF A FOREIGN LIMITED LIABILITY COMPANY

Federal Employer Identification No.

1. The name of the foreign limited liability company is: DW NP PROPERTY, LLC

1a. The name, if different, under which it is registered and doing business in the Commonwealth is:

2. Its jurisdiction of organization and date of organization is: DELAWARE 7/20/2015

3. The date its Application for Registration was filed with the Massachusetts Secretary of the Commonwealth is: 7/31/2015

4. The name and business address, if different from its principal office location, of each manager:

NO MANAGER

5. The name of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property whether to be filed with the registry of deeds or a district office of the land court, if any, and business address, if different from its principal office location:

STUART SHIFF ROBERT MASHAAL MICHAEL CARP JACQUELINE MOORE STEVE NOVICK STEVEN DIETSCH

6. The amendment to its Application for Registration is as follows:

SECTION 5 IS CHANGED IN ITS ENTIRETY

DATED:

DW NP PROPERTY, LLC	
(Limited Liab ity Company Name)	
By:	<i></i>
Steven Dietsch	

(Print Name)

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### THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

June 05, 2017 03:27 PM

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#### WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



#### **MEMORANDUM**

Date:	September 21, 2016
Prepared for:	Beals & Thomas, Inc. 144 Turnpike Road Southborough, MA 01772
Prepared by:	Rebecca Snelling, Project Manager Jesse Freeman, EIT, Senior Project Manager The VERTEX Companies, Inc.
Subject:	<b>21E Reports and Environmental Assessments</b> Parcel J/K Northpoint Development Site Cambridge, Somerville, & Boston, Massachusetts VERTEX Project No. 35663

The Vertex Companies, Inc. (VERTEX) has prepared this brief summary of the environmental status, environmental reports, and assessments pertaining to the portion of the Northpoint Development Site inclusive of Parcel J/K.

Currently the only active Release Tracking Number (RTN) tracked by the Massachusetts Department of Environmental Protection (MassDEP) pertaining to Parcel J/K is RTN 3-11533. The release listed under RTN 3-11533 is comprised of the linked RTNs 3-12277, 3-26810, 3-29887, and 3-32730, which were closed following linking to RTN 3-11533 and are henceforth managed under the master RTN 3-11533. The linked release listed under RTN 3-11533 is located on portions of the former Boston & Maine (B&M) Railroad Yard currently identified as the Northpoint Development Site located in portions of Cambridge, Somerville, and Boston, Massachusetts (the "Site"), a portion of which includes Parcel J/K.

The linked releases listed under RTN 3-11533 pertains to elevated concentrations of contaminants of concern (COCs) in soil associated with the historical industrial/commercial uses of the Site and the widespread presence of urban fill materials.

A Class C-1 Response Action Outcome (RAO) was submitted for RTN 3-11533/3-12277 on behalf of then owner B&M on July 1, 2005, and a Phase II Comprehensive Site Assessment (CSA), Phase III Remedial Action Plan (RAP), and Class C-2 RAO report (Phase II/Phase III/Class C-2 RAO) was submitted for RTN 3-26810 on behalf of CJUF on September 26, 2012.

RTN 3-26810 was linked to RTN 3-11533 on June 1, 2015 in a Post-Temporary Solution Status Report, 5-Year Periodic Review, & Request to Link Release Tracking Numbers report.



Following linking, Master Site RTN 3-11533 is managed by current Site owner DW NP Property, LLC (DW) under a single Temporary Solution. DW is an Eligible Person for RTN 3-11533 per Massachusetts General Laws (M.G.L) chapter (c.) 21E.

Details regarding the regulatory status and environmental investigations conducted to date on the portion of the Site currently referred to as Parcel J/K are included in various site-wide reports prepared from 1995 through the date of this letter, as listed below. Reports specific to Parcel J/K have not been prepared.

### <u>RTN 3-11533/3-12277</u>

- October 6, 1995 RTN 3-11533/3-12277 Phase I Initial Site Investigation (ISI) Report
- February 26, 1999 RTN 3-11533/3-12277 Phase II Comprehensive Site Assessment (CSA)
- February 26, 1999 RTN 3-11533/3-12277 Phase III Remedial Action Plan (RAP)
- July 2005 RTN 3-11533/3-12277 Class C RAO<sup>1</sup> (now Temporary Solution)
- December 1, 2005 RTN 3-11533/3-12277 Additional Class C RAO Info Report
- April 14, 2011 RTN 3-11533/3-12277 Class C RAO 5-Year Periodic Review

#### RTN 3-26810 (and linked RTN 3-29887)

- May 5, 2008 RTN 3-26810 MCP Phase I ISI & Tier Classification NP "Gateway" Parcels
- September 26, 2012 RTN 3-26810 Phase II CSA, Phase III RAP, and Class C RAO
- December 22, 2014 RTN 3-26810 Post-Temporary Solution Status Report No. 1

#### <u>Site-wide Due Diligence – Not RTN Related</u>

- November 3, 2009 ASTM Phase I Environmental Site Assessment (ESA) Site-wide
- March 13, 2015 ASTM Phase I ESA NP Parcel 1

#### RTN 3-11533 (et al. following linking, RTN 3-12277, 3-26810, 3-29887, 3-32370)

• June 1, 2015 – RTN 3-11533 (et al.) – Post-Temporary Solution Status Report No. 1, 5-Year Periodic Review, and Request to Link Release Tracking Numbers

<sup>&</sup>lt;sup>1</sup> In accordance with the promulgation of the new MCP requirements in effect June 20, 2014, as contained in Section 310 CMR 40.1055 of the MCP, any Class C RAO submitted prior to June 20, 2014 shall now be a Temporary Solution as described in 310 CMR 40.1050(1)(e).



- November 16, 2015 RTN 3-11533 (et al.) Site Staging Release Abatement Measure (RAM) Plan
- December 7, 2015 RTN 3-11533 (et al.) Post-Temporary Solution Status Report No. 2
- March 22, 2016 RTN 3-11533 (et al.) Site Staging RAM Status Report No. 1
- April 28, 2016 RTN 3-11533 (et al.) Site-wide RAM Modification
- July 7, 2016 RTN 3-11533 (et al.) Post Temporary Solution Status Report No. 3
- September 21, 2016 RTN 3-11533 (et al.) Site-wide RAM Status Report No. 2

Currently, the regulatory management of the release at Parcel J/K is being conducted under the RTN 3-11533 Temporary Solution and under the RTN 3-11533 Site-wide RAM.

Copies of all relevant reports and the Disposal Site files for all above-referenced RTNs can be reviewed at Massachusetts Department of Environmental Protection (MassDEP), Northeast Regional Office, 205B Lowell Street, Wilmington, MA, (978) 694-3200 or online at the MassDEP Waste Site File Viewer at <u>http://public.dep.state.ma.us/wsc\_viewer/main.aspx</u> by searching individual RTNs.

Additionally, there has been no evidence to date of underground storage tanks (USTs) being present at Parcel J/K.

The name and address of the party conducting response actions at the Disposal Site and the Licensed Site Professional (LSP) for the Disposal Site are as follow:

<sup>&</sup>lt;sup>2</sup> Note that Mark Johnson is electronically signing eDEP Bureau of Waste Site Cleanup (BWSC) Transmittal Forms on behalf of DW NP Property, LLC and not individually.



