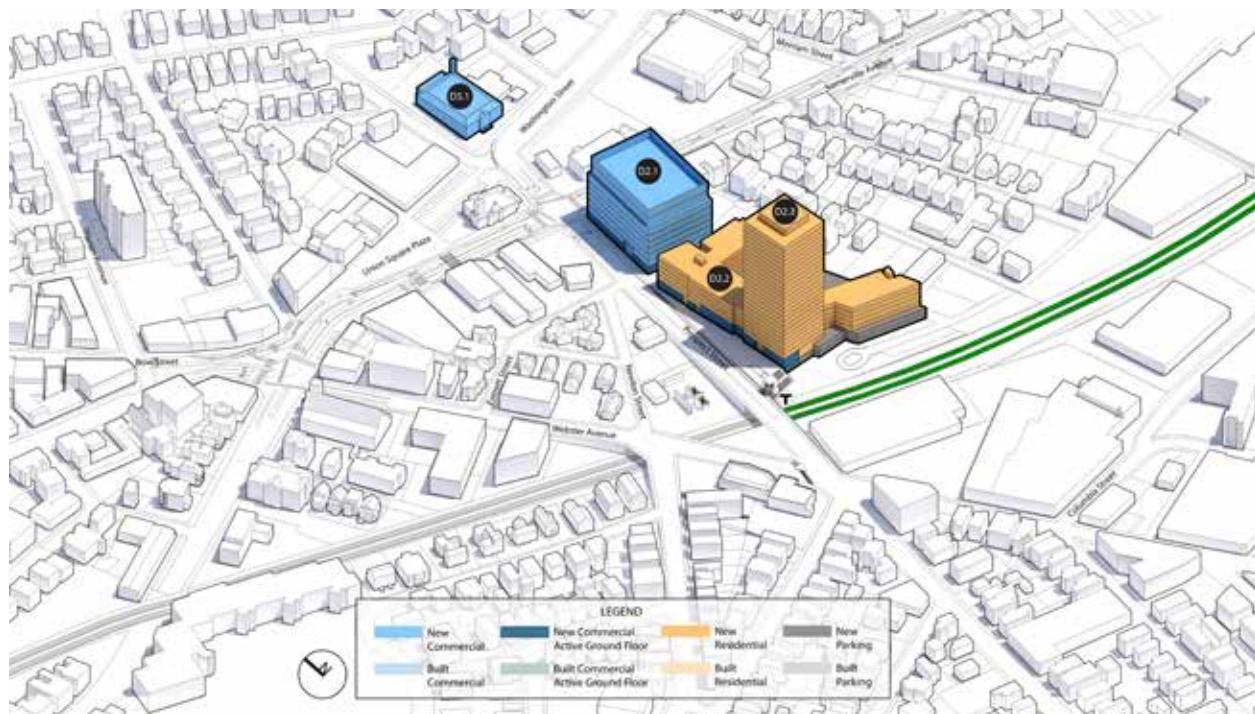

IMPLEMENTATION OVERVIEW

ANTICIPATED PHASING

It is anticipated that the phasing for the project will evolve as the development is implemented and as market conditions and user needs evolve. In any respect, project phasing will meet the minimum requirements of the Master Land Disposition Agreement (MLDA) as it relates to overall development completion as well as construction start and completion requirements for individual project buildings. In summary of Exhibit C of the executed MLDA, 50% of the total project will be delivered no later than 10 years of the opening of the Green Line. Subsequently, 75% will be delivered no later than five years after that, with the totality of the project being delivered within an additional five years.

While the project delivery is subject to the MLDA requirements, careful consideration will be given throughout the project execution to the changing nature of user needs, and the viability of specific projects as informed by the broader market. Acknowledging the difficulty in predicting these variables, US2's strategy for delivering the requisite program elements is outlined through three project phases that are directed at infilling sites with opportunities that both support and protect the existing neighborhood.

PHASE 1 (D5.1, D2)

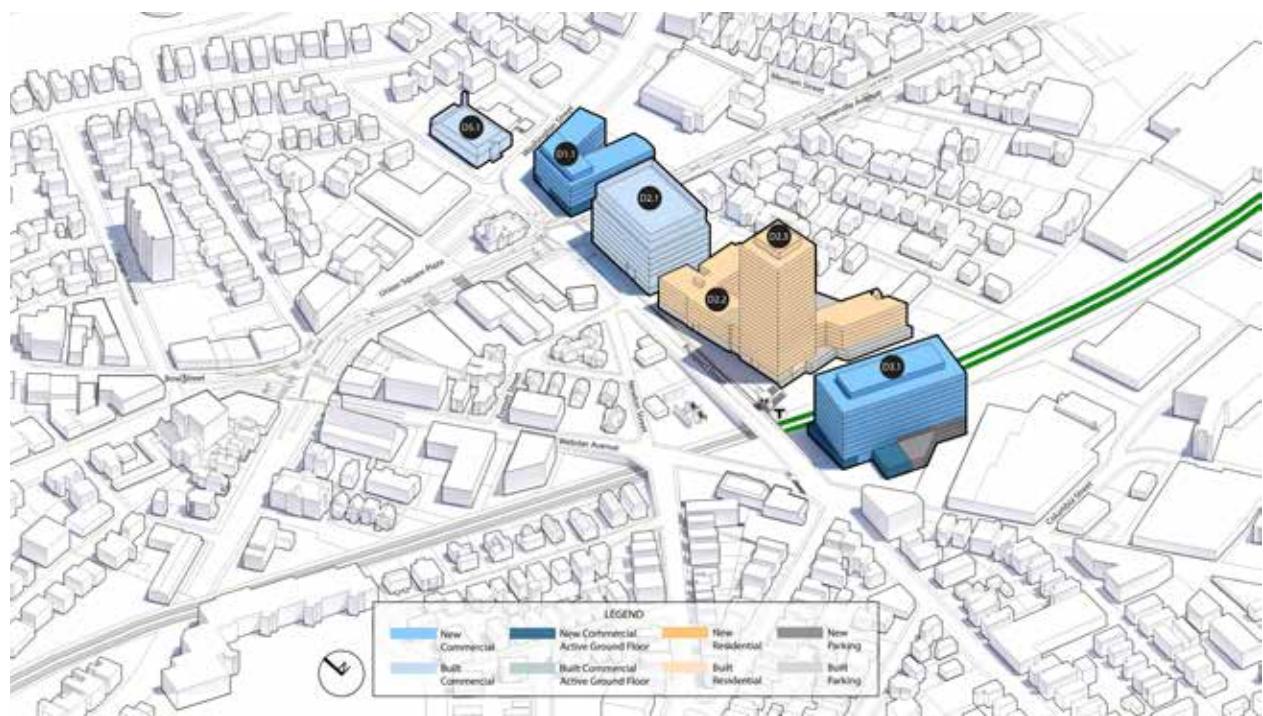


PROGRAM	ADDED		TOTAL	
	SF	%	SF	%
Commercial SF	245,000	38%	245,000	38%
Residential SF	399,000	62%	399,000	62%
CUMULATIVE TOTAL SF	644,000		644,000	

Project Phase 1 will mark the beginning of the transformation of Union Square into an urban employment center. This phase understands the current and future heart of the neighborhood, Union Square Plaza, as foundational – and works to bridge access to it from the new community node that will be the Green Line Station. To that end, Phase 1 anticipates the construction of the D5.1 Block, the former Post Office, and the D2 Block simultaneously as the spaces aim to be in operation on or before the arrival of the Green Line extension. The D2 Block is anticipated to start construction in 2018 and be completed in late-2020. The D5.1 Block will be redeveloped into a mixed use commercial

building that includes arts and creative uses as well as retail uses. The D2 Block will be comprised of multiple structures. Anchoring the corner of Prospect Street and Somerville Avenue, Union Square's first significant commercial building will rise on D2.1. The balance of the site will support a residential building across parcels D2.2 and D2.3, and provide access to and from the MBTA Green Line platform. As the street wall is built out along the length of the D2 Block, active ground floor uses in combination with generous civic spaces will begin to establish a strong connection between the two landmark community nodes that are Union Square Plaza and its Transit Station.

PHASE 2 (ADDS D1.1, D3.1)



PROGRAM	ADDED		TOTAL	
	SF	%	SF	%
Commercial SF	385,000	100%	630,000	61%
Residential SF	-	0%	399,000	39%
CUMULATIVE TOTAL SF	385,000		1,029,000	

Phase 2 is focused on completing the Prospect street wall started in Phase 1 in order to secure a strong connection between the new MBTA Green Line station and Union Square plaza. South of the new Green Line station, D3.1 is envisioned as a 280,000 square foot commercial lab or office building. Across Somerville Avenue, facing Phase 1's commercial project, D1.1 site will be transformed

into an approximately 175-room hotel, a use that will serve as a significant amenity to Union Square's increasingly commercial user base and will be a significant commercial tax producer. In total, Phase 2 will add approximately 385,000 SF of commercial space at which point it is anticipated that the project will have realized a cumulative 61% commercial and 39% residential use mix.

PHASE 3 (ADDS D1.2, D3.2-3, D4, D5.2-3, D6, D7)



PROGRAM	ADDED		TOTAL	
	SF	%	SF	%
Commercial SF	834,000	61%	1,464,000	61%
Residential SF	534,000	39%	933,000	39%
CUMULATIVE TOTAL SF	1,368,000		2,397,000	

PHASE 3 (ADDS D1.2, D3.2-3, D5.2-3, D6, D7)

Phase 3 involves the build-out of the balance of the project. Considering the uncertainty of the

future, each of these projects will be implemented individually as market conditions and user demands permit. Definitive plans regarding the sequencing of the individual projects that comprise Phase 3 will be further developed as Phases 1 and 2 are underway.

OFF SITE COMPLIANCE

The Planning Board may permit off-site compliance for Arts & Creative Space, as described in Section 6.7.5.A.4 of the Union Square Zoning, and for affordable housing units required through Article 13 of the City of Somerville's Zoning Ordinance. Off-site allocations for Arts and Creative Enterprise space will be pursued, while the entirety of required affordable units will be provided on their generating site. Implementation methods for each use are described below.

AFFORDABLE HOUSING

It is the intent of the applicant to fulfill the requirements for affordable units on-site for each residential project. The resulting distribution of affordable units by block can be seen in Table 9 (Build Out Program Estimate) and represents 20% of the total units delivered. Pursuant to article 6.7.6.D.a of the Union Square Zoning, the delivery and phasing of these units will be determined as individual buildings are built out. The affordable units will be provided in accordance with the requirements of Section 13 of the Somerville Zoning Ordinance.

ARTS & CREATIVE ENTERPRISE USES

A critical component of the City's vision for economic development outlined in the Neighborhood Plan, the creative workforce will continue as a defining characteristic of the Union Square neighborhood. The prioritization of commercial uses in the Union Square Zoning, and by extension, its commitment to the creative economy, is evidenced by the requirement to dedicate 5% of the total commercial build out to uses within the Arts & Creative Enterprise (ACE) use category. While the area allocation is required of the total build-out, delivery of ACE space

per section 6.7.6.B.3.a is determined as individual lots are built out, tracking with the delivery of a generating commercial space on a site by site basis.

As mentioned above, it is the intent of this application to fulfill the ACE area requirement through off-site allocations (i.e. reallocated from one D Block development site to another D Block development site). This pursuit is rooted in the desire to provide higher quality, affordable and ultimately more useful space for a variety of end users. By design, as a use category the ACE designation represents a broad and diverse occupant group. Artisan Production, Arts Exhibition, Art Sales & Services, Arts Instruction, Live/Work Space, Design Services, and Shared Workspaces all have their place here. Figure 50 highlights the sites that will be arts and creative space. Table 19 (ACE Area Distribution) identifies those lots where a requirement for ACE space is generated along with the resulting area requirement. As can be observed, were ACE space to be delivered to track with commercial space as described above, smaller development sites, or those with limited commercial space would yield similarly small ACE areas, resulting in inefficient spaces of questionable utility.



FIGURE 50: ARTS & CREATIVE ENTERPRISES (ACE)

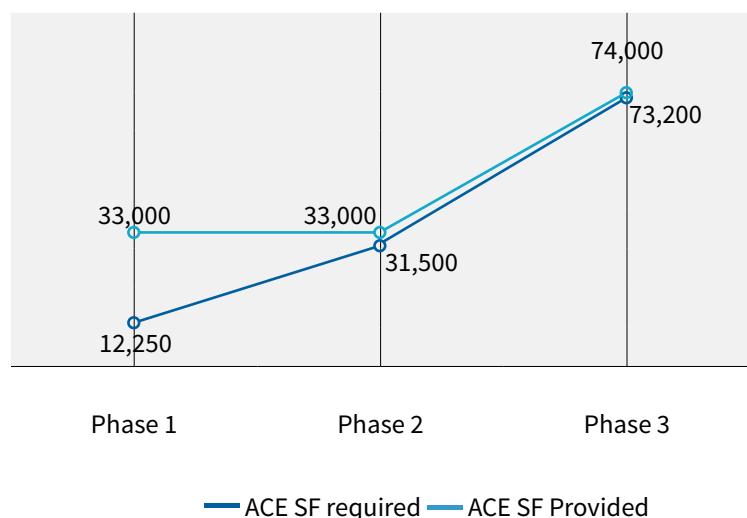


TABLE 19: ARTS & CREATIVE ENTERPRISE SPACE DISTRIBUTION

M/B/L	GENERATING (SF)	ACE REQUIRED (SF)	RECEIVING (SF)	ACE PROVIDED (SF)
BLOCK D1		17,700		6,000
D1.1	✓	5,250		-
D1.2	✓	12,450	✓	6,000
BLOCK D2		11,000		25,000
D2.1	✓	8,900		-
D2.2-3	✓	1,500	✓	13,000
D2.4		600	✓	12,000
BLOCK D3		27,750		15,000
D3.1	✓	14,000		-
D3.2	✓	900	✓	9,000
D3.3	✓	12,850	✓	6,000
BLOCK D4		1,800		-
D4.1	✓	1,450		-
D4.2		-		-
D4.3	✓	350		-
BLOCK D5		3,250		20,000
D5.1	✓	1,850		20,000
D5.2	✓	1,250		-
D5.3	✓	150		-
BLOCK D6		11,250		8,000
D6.1	✓	5,550	✓	4,000
D6.2	✓	5,700	✓	4,000
BLOCK D7		450		-
D7.1	✓	250		-
D7.2	✓	200		-
TOTALS		73,200		74,000

TABLE 20: ACE PHASE DISTRIBUTION

PROGRAM	PHASE 1 SF	PHASE 2 SF	PHASE 3 SF
Commercial SF	245,000	385,000	834,000
ACE SF Required (5%)	12,250	19,250	41,700
ACE SF Provided	33,000	-	41,000
Provision Detail	D5.1, D2.1-3	D1.1, D3.1	Balance
ACE Cumulative SF Required	12,250	31,500	73,200
ACE Cumulative SF Provided	33,000	33,000	74,000
ACE SF BALANCE / (DEFICIT)	20,750	1,500	800

FIGURE 51: ARTS & CREATIVE ENTERPRISES (ACE)

DEMOLITION

In order to fulfill the goals of approved Union Square Revitalization Plan and realize the vision expressed in the Union Square Neighborhood Plan, the existing buildings on a majority of the D Blocks will be demolished to make way for new uses. Approximately 299,419 square feet of existing buildings and 294

parking spaces will be demolished. A majority of this demolition is lower density commercial property with automotive or industrial uses. Individual building sites will be demolished over a period of time as development plans for individual blocks are implemented.

TABLE 21: PROPOSED DEMOLITION PROPERTIES

M/B/L	ADDRESS	USE ¹	DWELLING UNITS ¹	FLOOR AREA (SF) ¹	PARKING SPACES ²
BLOCK D-1 "CIVIC BLOCK"					
81-D-1	238 Washington St.	Commercial - Shop		-	14
81-D-9	273 Somerville Ave.	Commercial - Shop		-	-
81-D-7	269 Somerville Ave.	Commercial - Auto		12,284	-
81-D-8	269 Rear Somerville Ave.	Commercial - Auto		-	-
81-D-5	259 Somerville Ave.	Vacant Land		n/a	-
81-D-6	261 Somerville Ave	Residential - Two Family	2	4,190	-
81-D-4	220 Washington St.	Commercial - Public		89,595	73
Sub-totals				106,069	87
BLOCK D-2 "NORTH PROSPECT BLOCK"					
82-I-1	26 Prospect St.	Commercial - Outbuildings		-	-
82-I-2	30 Prospect St.	Commercial - Warehouse		2,934	-
Balance of D2	Multiple	Vacant Land		n/a	-
Sub-totals				2,934	-
BLOCK D-3 "SOUTH PROSPECT BLOCK"					
96-A-1	50 Webster Ave.	Commercial-Warehouse		34,161	-
96-A-31	520 Columbia St.	Commercial-Industrial		57,527	46
96-A-32	56 Webster Ave.	Commercial-Warehouse		20,310	-
Sub-totals				111,998	46
BLOCK D-4 "WEST PROSPECT BLOCK"					
82-E-15	41 Webster St.	Commercial - Auto		-	-
82-E-17	45 Webster St.	Commercial - Auto		6,516	-
82-E-18	47 Webster St.	Commercial - Auto		4,867	-
82-F-3	48 Webster Ave.	Outbuildings - Auto Lot		-	-
82-J-1	35 Prospect St.	Commercial - Gym		3,732	10
Sub-totals				15,115	10
BLOCK D-5 "WASHINGTON STREET NORTH BLOCK"					
81-A-31	223 Washington St.	Commercial - Auto		2,992	9
81-E-7	231 Washington St.	Commercial - Gas		2,288	2
Sub-totals				5,280	11

TABLE 21: PROPOSED DEMOLITION PROPERTIES (CONT.)

M/B/L	ADDRESS	USE ¹	DWELLING UNITS ¹	FLOOR AREA (SF) ¹	PARKING SPACES ²
BLOCK D-6 "SOMERVILLE AVENUE SOUTH BLOCK"					
82-C-4	9 Union Sq.	Commercial - Restaurant		21,265	12
82-C-6	2 Union Sq.	Commercial - Shop		7,786	8
82-C-7	298 Somerville Ave.	Commercial - Auto		5,358	-
82-C-8	290 Somerville Ave.	Commercial - Restaurant		4,355	9
82-C-10	286 Somerville Ave.	Commercial - Restaurant		2,168	19
Sub-totals				40,932	48
BLOCK D-7 "WARREN BLOCK"					
73-D-19	41 Union Sq.	Commercial - Bank		10,731	71
73-C-10	1 Bow St.	Commercial - Auto		6,360	21
Sub-totals				17,091	92
TOTAL ALL			2	299,419	294
TOTAL COMMERCIAL				295,229	294
TOTAL RESIDENTIAL			2	4,190	0

¹ Source: City of Somerville Assessor's Database

² Parking spaces are estimates based on counts as observed

237 WASHINGTON TO BE PRESERVED

The existing building at 237 Washington Street, the former United States post office building, will remain a key historic feature for Union Square as envisioned in the *Union Square Neighborhood Plan*. The property includes approximately 26,000 SF building and approximately 6 parking spaces. This vacant property is planned for redevelopment into an exciting mix of commercial and arts and creative enterprise uses.



EXISTING BUSINESS RELOCATION

Existing businesses that are located on redevelopment parcels will be provided relocation assistance in accordance with the Commonwealth-approved *Union Square Revitalization Plan* and Massachusetts General Laws Chapter 79A and Regulations at 760 CMR 27.00 et seq. as individual parcels are acquired. Table 21 lists the businesses that are located on redevelopment parcels as of the date of this filing.

The eight businesses annotated with (*) on Figure 52, including Ricky's Flower Market, are uses that are consistent with the vision for Union Square outlined in the *Union Square Neighborhood Plan* and are permitted uses in the Union Square Overlay District zoning. US2 will offer these businesses an opportunity to remain in Union Square and will work with these businesses to identify space for their business within the redevelopment.

FIGURE 52: EXISTING BUSINESSES



#	Parcel	Business Name	Address	Business Type	#	Parcel	Business Name	Address	Business Type
1	D1.1	Ricky's Flower Market*	238 Washington St.	Garden Store	11	D6.2	Buk Kyung Korean Restaurant*	9a Union Square	Food & Beverage
2	D1.1	Fred M Susan Autobody	269 Somerville Ave.	Autobody Shop	12	D6.2	Angel Nails*	9 Union Square	Service
3	D3.1	BeaconSales	50 Webster St.	Building Supply	13	D6.2	Mandarin Chinese Restaurant*	7 Union Square	Food & Beverage
4	D3.2/3.3	Royal Hospitality Services Inc.	520 Columbia St.	Commercial Laundry	14	D6.2	Tech Auto Body	9 Union Square	Auto Repair
5	D4.1	CrossFit Somerville*	35 Prospect St.	Gym	15	D6.1	Mike's Automotive	1 Union Square	Auto Repair
6	D4.2	Webster Auto Sales	61 Prospect St.	Auto Sales	16	D6.1	Ebi Sushi*	290 Somerville Ave.	Food & Beverage
7	D4.3	Inman Collision Center	45 Webster St.	Auto Repair	17	D6.1	Dunkin Donuts*	286 Somerville Ave.	Food & Beverage
8	D4.3	JN Phillips Auto Glass	47 Webster St.	Auto Repair	18	D7.1	Goodyear Auto Service Center	1 Bow Street	Auto Repair
9	D5.2	Union Gulf	231 Washington St.	Auto Repair	19	D7.2	Citizen's Bank*	40 Union Square	Retail Bank
10	D5.3	Monroe Muffler	223 Washington St.	Auto Repair					

FUTURE SALE/CONVEYANCE OF LAND

DEVELOPMENT LOTS

Union Square Station Associates LLC, the designated master developer for the Union Square Revitalization Project, intends to develop the project described herein. Any future plans to sell or lease developable lots will be done in accordance with the requirements of the USOD Zoning, the Master Land Disposition Agreement and the Development Covenant.

CIVIC SPACES

US2 intends to convey the improved Neighborhood Park as proposed on Block D1 to the City per the terms of the Development Covenant. For other Civic Spaces created on Block D1 and Block D2, US2 intends to convey the improved Civic Spaces to the

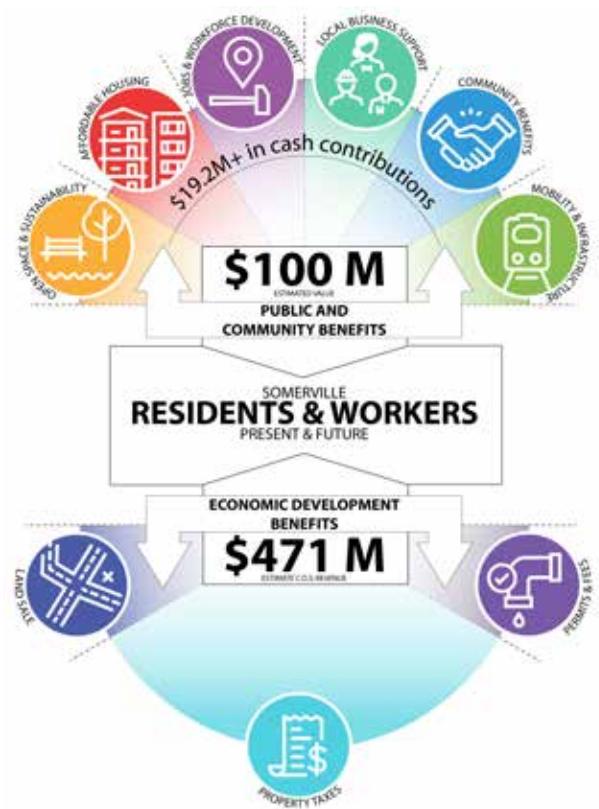
City per the terms of the Development Covenant for those spaces. It is intended that the balance of the Civic Spaces will be privately owned and maintained and will be accessible to the public 24 hours per day, 7 days per week and 365 days per year as required by the USOD zoning unless said hours are amended by the Planning Board as permitted in the USOD zoning.

THOROUGHFARES

The roads, streets, alleys and other rights of way proposed within Blocks D1, D2 and D3 shall be open to the public and, US2 intends, at its election, either grant an easement or fee interest to all such roads to the City as described in the Master Land Disposition Agreement.

PROJECT BENEFITS

Union Square's revitalization will offer qualitative and quantitative benefits, generating economic development benefits to the City of Somerville while concurrently generating public and community benefits over the long term. With a total value estimated to approach \$475M over thirty years, the economic development benefits to the City are comprised of the first development parcel's land sale, building permit fees, and the cumulative property tax revenue generated by the development. Above and beyond the benefits to the City, additional public and community benefits will bridge matters of open space and sustainability, affordable housing, job creation and workforce development, support for local businesses, community benefits targeting local priorities, as well as mobility and infrastructure. The quantifiable portion of these many benefits are estimated at approximately \$100 million, with the total cash contribution exceeding \$19 million. These benefits are explained in further detail on the pages that follow.



ECONOMIC DEVELOPMENT BENEFITS

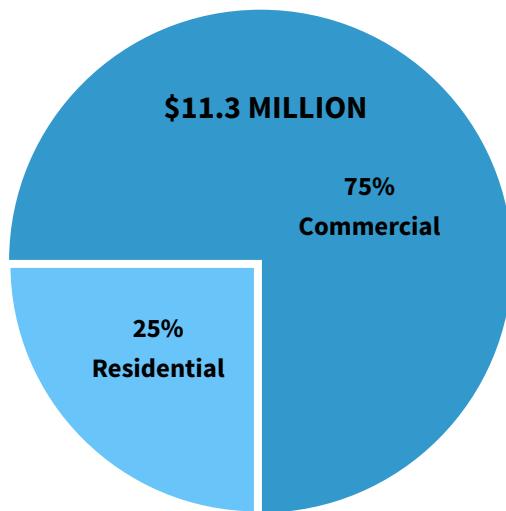
The evolution of the square into a significant employment center will realize many of the economic goals that were envisioned during the *SomerVision* planning process. At completion, the proposed plan will generate an estimated 4,000+ construction jobs and approximately 5,300 permanent new jobs in Somerville. The permanent jobs will range from professional, technology and life sciences opportunities to arts and creative pursuits to services jobs and part-time opportunities. The goal of the plan is to evolve the local Union Square economy such that it includes a continuum of job opportunities as well as a path for economic mobility.

The proposed mix of uses will generate over \$11 million in annual property taxes and approximately 75% of those taxes will be commercial property taxes. Commercial property tax generation will outpace residential property tax generation three to one. This will contribute significantly to *SomerVision's* goal to "promote municipal financial self-determination and reduce fiscal dependence on state aid and residential taxes and fees". Over the next thirty years, it's estimated that the proposed project will expand the City's real estate tax revenue by nearly \$445 million.

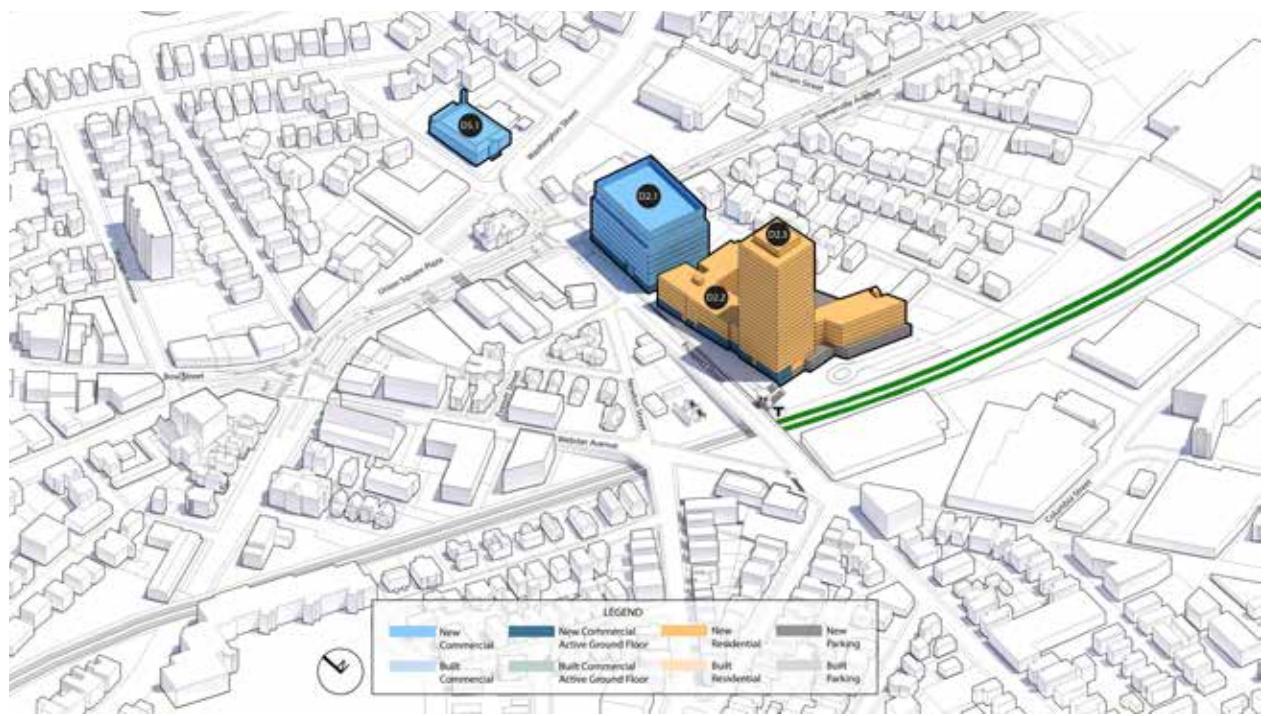
In addition to expanding the tax base, the project is anticipated to create over \$20 million in permit

fee revenue, and the sale of the D2 land to US2 will return over \$9.3 million to the City. The tax generation, permit fees and land sales proceeds will all contribute to the City of Somerville's ability to expand infrastructure, improve the high school, fund its \$50 million Green Line commitment and expand city services. The cumulative generation of these economic development benefits by envisioned phase and category can be viewed across the tables that follow.

FIGURE 53: ANNUAL GROSS PROPERTY TAXES



PHASE 1 (D5.1, D2)



PROGRAM	ADDED		TOTAL	
	SF	%	SF	%
Commercial SF	245,000	38%	245,000	38%
Residential SF	399,000	62%	399,000	62%
TOTAL SF	644,000		644,000	

ECONOMIC DEVELOPMENT ESTIMATES

Dwelling Units	423	423
Permanent Jobs	634	634
Property Taxes (annual gross)	\$2,601,000	\$2,601,000
Permits & Fees	\$5,563,000	\$5,563,000
Benefits & Contributions	\$3,863,000	\$3,863,000
Future Phase Contribution	\$-	\$-
Jobs Linkage	\$217,000	\$217,000
Housing Linkage	\$798,000	\$798,000
COS Land Sale Proceeds	\$9,300,000	\$9,300,000
CUMULATIVE TOTAL (EXCLUDES ANNUAL TAXES)	\$19,741,000	\$19,741,000
		100%

PHASE 2 (ADDS D1.1, D3.1)



PROGRAM	ADDED		TOTAL	
	SF	%	SF	%
Commercial SF	385,000	100%	630,000	61%
Residential SF	-	0%	399,000	39%
TOTAL SF	385,000		1,029,000	

ECONOMIC DEVELOPMENT ESTIMATES

Dwelling Units	-	423
Permanent Jobs	732	1,366
Property Taxes (annual gross)	\$2,598,000	\$5,199,000
Permits & Fees	\$3,724,000	\$9,287,000
Benefits & Contributions	\$2,308,000	\$6,171,000
Future Phase Contribution	\$769,000	\$769,000
Jobs Linkage	\$455,000	\$672,000
Housing Linkage	\$1,672,000	\$2,470,000
COS Land Sale Proceeds		\$9,300,000
CUMULATIVE TOTAL (EXCLUDES ANNUAL TAXES)	\$8,928,000	\$28,669,000
		100%

PHASE 3 (ADDS D1.2, D3.2-3, D4, D5.2-3, D6, D7)



PROGRAM	ADDED		TOTAL	
	SF	%	SF	%
Commercial SF	834,000	61%	1,464,000	61%
Residential SF	534,000	39%	933,000	39%
TOTAL SF	1,368,000		2,397,000	

ECONOMIC DEVELOPMENT ESTIMATES

Dwelling Units	566	989
Permanent Jobs	3,955	5,321
Property Taxes (annual gross)	\$6,119,000	\$11,318,000
Permits & Fees	\$11,114,000	\$20,401,000
Benefits & Contributions	\$8,218,000	\$14,389,000
Future Phase Contribution	\$2,715,000	\$3,484,000
Jobs Linkage	\$856,000	\$1,528,000
Housing Linkage	\$3,150,000	\$5,620,000
COS Land Sale Proceeds		\$9,300,000
CUMULATIVE TOTAL (EXCLUDES ANNUAL TAXES)	\$26,053,000	\$54,722,000
		100%

PUBLIC & COMMUNITY BENEFITS

This proposed redevelopment plan is a product of collaborative, community-driven planning. As part of the planning process, project stakeholders stressed the importance of leveraging the revitalization of Union Square not only to address shared economic goals but also to capture additional public benefits from the project that could realize other important community objectives. Residents, businesses and other stakeholders identified a range of goals that included job creation; developing the local workforce; assisting local businesses; building affordable housing; improving new open space; pursuing sustainable development; improving transportation and infrastructure; bolstering social capital; enhancing community resilience; and mitigating displacement. In order to address public and community benefit needs, US2 collaborated with the City, the Board of Alderman and community members to develop a robust community benefits approach for the project that is organized around the neighborhood's goals.

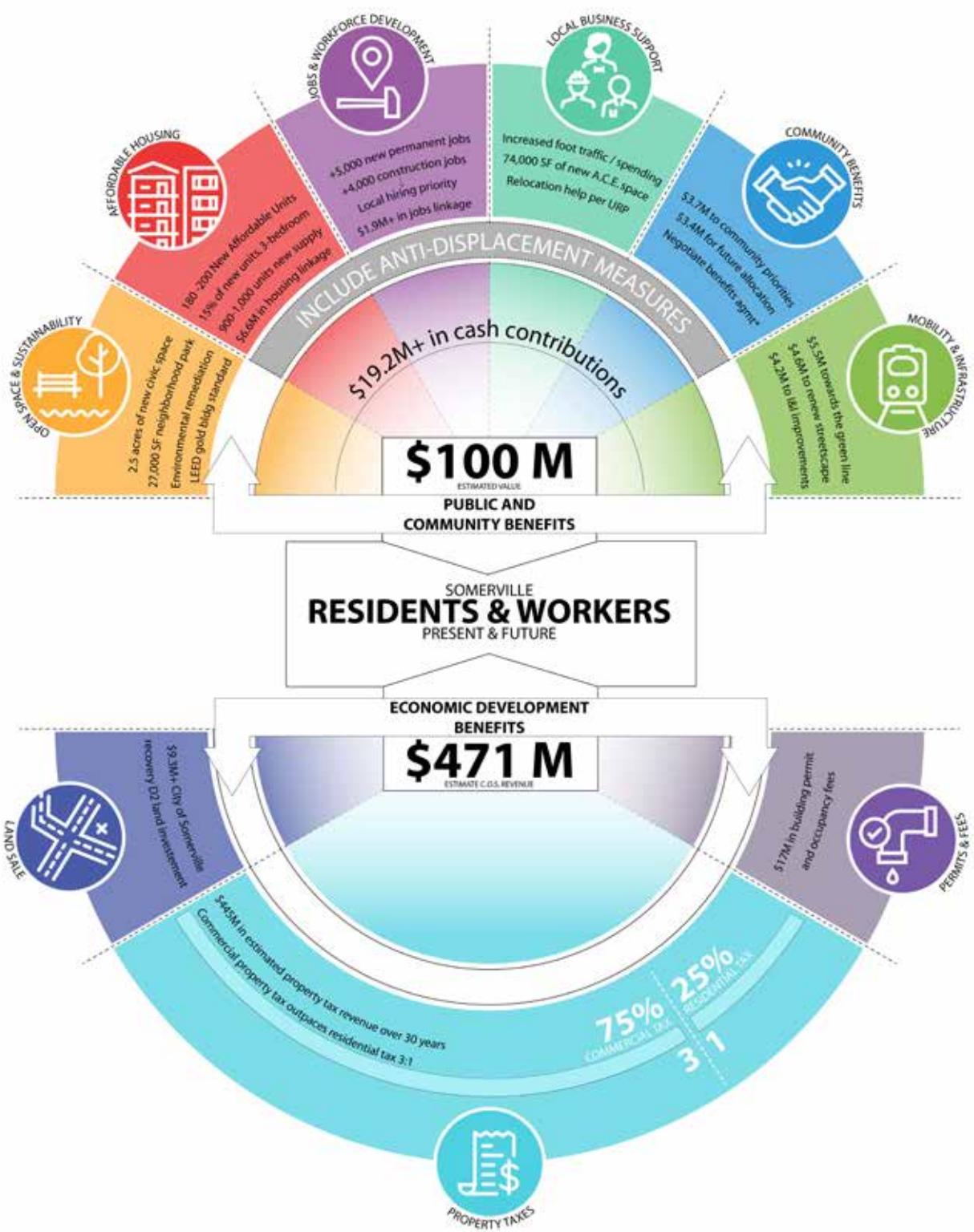
OPEN SPACE & SUSTAINABILITY

The longstanding goal of *SomerVision* for additional publicly accessible open spaces is delivered upon through the definition of new public and civic spaces throughout the development. In total, approximately 2.5 acres of new, high quality civic space will be provided from among the more than 4 acres of open space, civic space and public realm improvements. The largest concentration of open space will be provided by way of the new Neighborhood Park planned for D1. This 27,000 SF park is strategically positioned so as to deliver new outdoor opportunities for a currently underserved portion of the neighborhood. Beyond size, quality and utility of spaces is also addressed. Understanding each open space's critical role in achieving long-term resiliency, programming functions and qualitative measures will be addressed in detail during the Site Plan and Design Review process. Supporting these future-focused strategies, the building projects themselves will complement the pursuit of the surrounding open spaces. The LEED Gold building standard prescribed through zoning will result in a collective of buildings that take a leading role in the sustainable future of Somerville.

AFFORDABLE HOUSING

Maintaining local housing attainability is an important underpinning of economic growth and an expressed goal in the Neighborhood Plan. The desirability of the area paired with scarcity of land on which to develop has created enormous pressure on the existing housing supply, directly impacting housing affordability. The development will add 900 to 1,000 units to the existing housing stock to begin to respond to the significant demand, helping ease the pressure on pricing through varied residential products. With D2 planned as rental units, future opportunities for ownership will be provided as the market permits. Provided the total estimated unit count, Somerville's inclusionary housing policy dictates that 20% of all housing provided be permanently affordable resulting in 180 to 200 new affordable units. Similarly, this policy addresses affordability across a range of income brackets, assigning these units to three distinct income tiers. These tiers, designating units to earners of up to 50% of area median income (AMI) in tier 1, 80% AMI in tier 2, and 110% AMI in tier 3, will serve a broad range of incomes, expanding the way in which the City addresses matters of affordability. Further, 15% of these affordable units will be 3-bedroom,

FIGURE 54: PROJECT BENEFITS



deepening the City's commitment to families who desire to call Somerville home - a key objective of Mayor Curtatone's Sustainable Neighborhoods Initiative. Lastly, US2 will fund over \$6.6 million of housing linkage payments that can be utilized to address other local housing needs.

JOB & WORKFORCE DEVELOPMENT

The project will create 1.4 million square feet of new work space that will provide new permanent jobs in a variety of fields. In addition, US2 will fund over \$1.5 million in jobs linkage payments that will support local workforce development initiatives. In response to the community's interest in creating local job opportunities, US2 will give first priority to qualified Somerville residents and then to qualified veterans for construction jobs.

In an effort to jumpstart the employment ecosystem and add day-time traffic to the square, US2 partnered with Workbar, a Boston-born company, to transform the vacant space at 31 Union into coworking center. In operation since 2015, Workbar Union is home to 100 start-ups, independent professionals and small businesses.

SUPPORTING LOCAL BUSINESSES, ARTS, & THE CREATIVE ECONOMY

The Neighborhood Plan highlights the importance of small, locally-owned businesses to Union Square's identity today and into the future. The new mixed use redevelopment will bring new opportunity to existing businesses by bringing workers and residents to the square and creating significant new spending. 74,000 square feet of space in the development will be leased to arts and creative enterprise uses to continue to promote a vibrant creative economy in Union Square. In order to help local small businesses take advantage of the evolution of the neighborhood, US2 partnered with Union Square Main Streets and the City of Somerville to implement a small

business assistance program. Eight Union Square small business were provided with professional retail expertise, recommendations specific to each business, and a \$1,000 grant to help owners implement improvements.

COMMUNITY BENEFITS AGREEMENT

In order to address other community needs or future community benefits not addressed by the benefits program outlined above, US2 has committed to invest \$3.7 million into a community benefits fund. The community will determine how those funds are used to tackle other community priorities. Another \$3.4 million dollars (\$2 per square foot on all Blocks other than D2) will be funded by US2 to the City of Somerville and can be allocated at the City's discretion to community benefits, infrastructure needs or to further offset GLX costs. In addition to these monetary contributions, US2 has committed to negotiating a community benefits agreement with the neighborhood council that is currently forming, in order to address other means of collaborating to meet community objectives.

TRANSPORTATION & INFRASTRUCTURE

Modernizing Union Square's infrastructure and the connectivity of new transit are the foundation of Union Square's revitalization. To support the Green Line, US2 committed \$5.5 million toward the GLX project and is also privately funding the construction of critical elements to the station's operation on D2 (i.e. The Ride drop-off, ADA access, restrooms and an employee lounge). US2 will also make a \$4.6 million contribution or in-kind improvements to support the renewal of the infrastructure and streetscape. Finally, the project is projected to generate over \$4 million of inflow and infiltration improvements that will further improve the areas ability to manage and storm water.

BLOCK & LOT PLANS

The following pages detail the seven (7) block and lot plans proposed.

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Project:
Union Square Redevelopment
Union Square, Somerville, MA

PREPARED BY:
 **Stantec**
STANTEC ARCHITECTURE
311 SUMMER STREET
BOSTON, MA 02210
617.234.3100

PREPARED FOR:
UNION SQUARE
STATION
ASSOCIATES



SOMERVILLE USE ONLY

CDSP APPLICATION 2017.09.15
Issued/Revision YYYY.MM.DD

0 40' 80' 160'

BLOCK & LOT PLAN

A-101 **D1**



DEVELOPMENT BLOCK 1

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Project:
Union Square Redevelopment
 Union Square, Somerville, MA

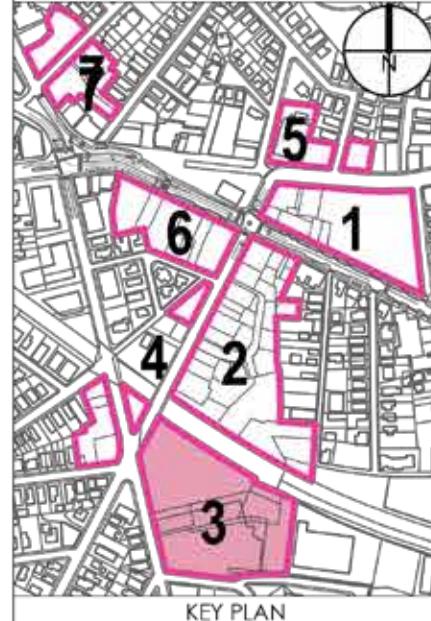
PREPARED BY:



STANTEC ARCHITECTURE
 311 SUMMER STREET
 BOSTON, MA 02210
 617.234.3100

PREPARED FOR:

UNION SQUARE
 STATION
 ASSOCIATES



SOMERVILLE USE ONLY

CDSP APPLICATION 2017.09.15
 Issued/Revision YYYY.MM.DD

0 40' 80' 160'

BLOCK & LOT PLAN

A-301 D3



DEVELOPMENT BLOCK 3

1" = 80'-0"

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Project:
Union Square Redevelopment
 Union Square, Somerville, MA

PREPARED BY:
 **Stantec**
 STANTEC ARCHITECTURE
 311 SUMMER STREET
 BOSTON, MA 02210
 617.234.3100

PREPARED FOR:
**UNION SQUARE
STATION
ASSOCIATES**



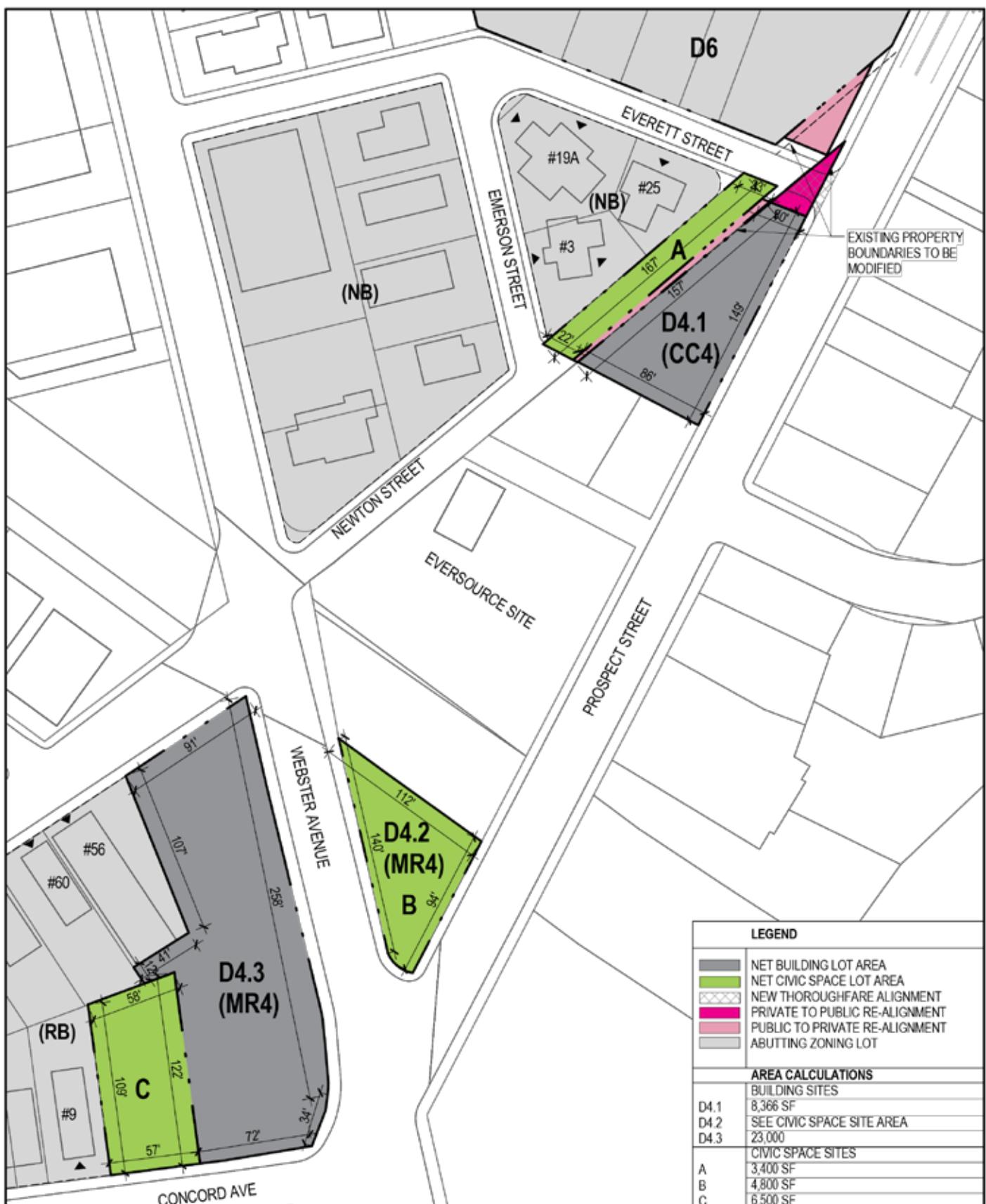
SOMERVILLE USE ONLY

CDSP APPLICATION 2017.09.15
 Issued/Revision YYYY.MM.DD

0 8' 16' 32'

BLOCK & LOT PLAN

A-401 D4



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Project:
Union Square Redevelopment
Union Square, Somerville, MA

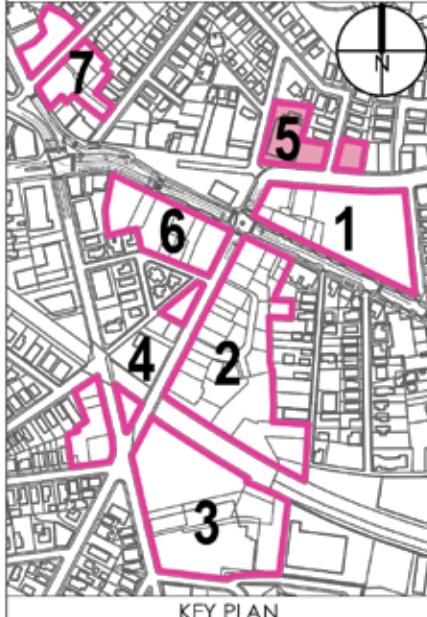
PREPARED BY:



STANTEC ARCHITECTURE
311 SUMMER STREET
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617.234.3100

PREPARED FOR:

UNION SQUARE
STATION
ASSOCIATES



SOMERVILLE USE ONLY

CDSP APPLICATION 2017.09.15
Issued/Revision YYYY.MM.DD



BLOCK & LOT PLAN

A-501 **D5**



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Project:
Union Square Redevelopment
 Union Square, Somerville, MA

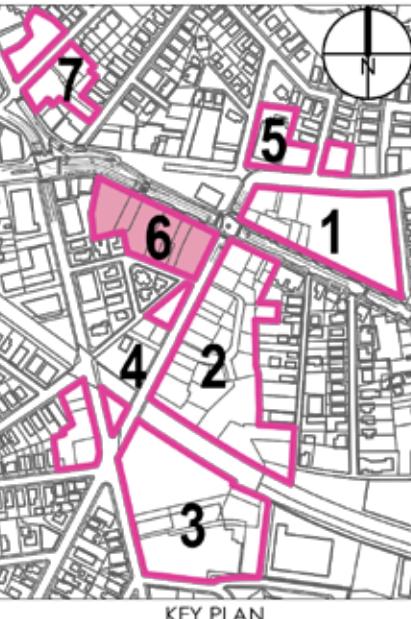
PREPARED BY:



STANTEC ARCHITECTURE
 311 SUMMER STREET
 BOSTON, MA 02210
 617.234.3100

PREPARED FOR:

UNION SQUARE
 STATION
 ASSOCIATES



CDSP APPLICATION 2017.09.15
 Issued/Revision YYYY.MM.DD

0 40' 80' 160'

BLOCK & LOT PLAN

A-601

D6

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Project:
Union Square Redevelopment
Union Square, Somerville, MA

PREPARED BY:



STANTEC ARCHITECTURE
311 SUMMER STREET
BOSTON, MA 02210
617.234.3100

PREPARED FOR:

UNION SQUARE
STATION
ASSOCIATES



KEY PLAN

SOMERVILLE USE ONLY

CDSP APPLICATION 2017.09.15

Issued/Revision YYYY.MM.DD

0 8' 16' 32'

BLOCK & LOT PLAN

A-701 D7



DEVELOPMENT BLOCK 7

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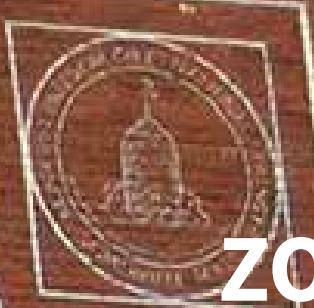
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ZONING CONFORMANCE REVIEW



TO SOMERVILLE
FIRST AMERICAN FLAG
PROSPECT HILL, JAN. 1, 1776



ZONING
REVIEW

TO SOMERVILLE
FIRST AMERICAN FLAG
PROSPECT HILL, JAN. 1, 1776



ZONING CONFORMANCE REVIEW

- A. General Review Considerations Applicable to all Special Permits Pursuant to Section 5.1
 - B. Review Criteria for Coordinated Development Special Permit Pursuant to Section 5.8.5
 - C. Requirements for Coordinated Development Planning Pursuant to Section 6.7.5
 - D. Additional Review Criteria Pursuant to Section 6.7.5.C.6
 - E. Compliance with Provisions of Section 6.7.6
 - F. Additional Special Permits Requested as Part of CDSP Application Pursuant to Section 6.7.5.C.4.b and 6.7.5.D.6.a
 - Special Permit for Residential Principal Uses Pursuant to Section 6.7.11.A.1
 - » Review Criteria for Special Permits Pursuant to Section 6.7.5.D.6.a.ii
 - » Payment in Lieu of Civic Space Pursuant to Section 6.7.6.A.3
 - G. Dimensional Compliance
-

The provisions of the Somerville Zoning Ordinance (the “Ordinance”) set forth below apply to the Special Permits requested in this Application. The summary Table 22, on the following page, outlining conformance to the requirements has been provided for reference. Following each provision that follows is a statement describing compliance by the Project.

TABLE 22: ZONING CONFORMANCE

PROGRAM	REQUIREMENT	ACTUAL	VARIANCE
Development Site area	n/a	684,374	n/a
Excluding alleys and MBTA easement area	n/a	(67,108)	n/a
Development Site area excluding alleys and MBTA easement area	n/a	617,266	n/a
25% of area must be provided as follows	154,317		
70% civic space ¹	108,022	108,022	-
25% of civic space must be green space	27,005	30,089	3,083
50% of civic space must be green + tree canopy ²	54,011	156,537	102,527
Up to 30% may be in the form of public realm improvements	46,295	115,495	69,200
Maximum amount of civic space provided via payment in lieu (10%)	10,802	10,802	-
No less than 60% of GSF excluding parking must be commercial			
GSF excluding parking (= 2,398,246)	1,438,948	1,465,078	26,130
% Commercial	60%	61%	
Minimum amount of commercial space	375,000	1,465,078	1,090,078
No less than 40% of GSF excluding parking must be office + design services	959,298	1,158,076	198,778
5% of the commercial area must be Arts & Creative	73,254	73,588	334
At full buildout, a max one (1) residential unit per 685 SF of development site area ³	999	984	(15)
Residential development must provide 20% affordable housing onsite ⁴	197	197	-
At least 15% of affordable units must be three bedrooms	30	30	-

¹Portion of civic space to be provided as fee in-lieu²Tree canopy estimated assuming large tree canopy radius of 15'³Total residential unit count not to exceed 999 units⁴Total affordable units delivered to be based on total residential units delivered

A. GENERAL REVIEW CONSIDERATIONS APPLICABLE TO ALL SPECIAL PERMITS PURSUANT TO SECTION 5.1

§ 5.1.4 FINDINGS AND DETERMINATIONS FOR SPECIAL PERMITS

Prior to granting a special permit, the SPGA shall make findings and determinations that the proposed use, lot, building, structure, modification of off-street parking or loading requirements or a specifically authorized modification of dimensional standards or other activity, which is the subject of the application for the special permit:

- a) Information supplied. Complies with the information requirements of Section 5.1.2;
- b) Compliance with standards. Complies with such criteria or standards as may be set forth in this Ordinance which refer to the granting of the requested special permit;
- c) Consistency with purposes. Is consistent with: (1) the general purposes of this Ordinance as set forth in Article 1, and (2) the purposes, provisions, and specific objectives applicable to the requested special permit which may be set forth elsewhere in this Ordinance, such as, but not limited to, those purposes at the beginning of the various Articles; and
- d) Site and area compatibility. Is designed in a manner that is compatible with the existing natural features of the site and is compatible with the characteristics of the built and unbuilt surrounding area, including land uses.

 The Application is consistent with the information requirements of Section 5.1.2 as well as the specific application requirements for a Coordinated Development Special Permit contained in Section 6.7.5 of the Ordinance. As described in further detail in Subsection C below, the Project is consistent with the general purpose of the Ordinance and has been designed in a manner that is compatible with the existing natural features and built environment within the Union Square neighborhood.

Where the SPGA determines that one or more of the following objectives are applicable to the particular application for a special permit, the SPGA shall make a finding and determination that each applicable objective will be met including, but not limited to:

- e) Adverse environmental impacts. The proposed use, structure or activity will not constitute an adverse impact on the surrounding area resulting from: 1) excessive noise, level of illumination, glare, dust, smoke, or vibration which are higher than levels now experienced from uses permitted in the surrounding area; 2) emission of noxious or hazardous materials or substances; 3) pollution of water ways or ground water; or 4) transmission of signals that interfere with radio or television reception;

 The Project is not anticipated to create the environmental impacts described above.

f) Vehicular and pedestrian circulation. The circulation patterns for motor vehicles and pedestrians which would result from the use or structure will not result in conditions that create traffic congestion or the potential for traffic accidents on the site or in the surrounding area; and

 As demonstrated in Appendix 4 – Transportation Impact Analysis, the Project as proposed in this Application is not expected to result in conditions that create traffic congestion or any increased potential for traffic accidents in the USOD (defined below).

g) Fast food establishments. In special permit applications for fast-order, take-out or automobile oriented food service establishments, there shall be establishment of a need for such a facility in the neighborhood or in the City, and impacts on traffic circulation, parking and visual, physical, or historical characteristics of the particular location shall not be detrimental.

 Not applicable. No fast food establishments are currently proposed as part of the Project. Any “Formula Business,” as defined in the Ordinance, will subject to the requirements of the USOD Zoning (defined below) and will seek approval from the Planning Board as required in connection with such use.

h) Housing Impact. Will not create adverse impacts on the stock of existing affordable housing.

 As described in further detail below, the Project as proposed in this Application is anticipated to have an overall positive impact on housing supply generally and will specifically create an additional approximately 180 to 200 units of affordable housing.

i) SomerVision Plan. Complies with the applicable goals, policies and actions of the *SomerVision* plan, including the following, as appropriate: Preserve and enhance the character of Somerville's neighborhoods, Transform key opportunity areas, Preserve and expand an integrated, balanced mix of safe, affordable and environmentally sound rental and homeownership units for households of all sizes and types from diverse social and economic groups; and make Somerville a regional employment center with a mix of diverse and high-quality jobs.

 Consistency with applicable City plans and policies, including *SomerVision*, is more particularly described in the City Policy Consistency Review Section of this Application. As described in further detail in Subsection B below, the Project has been designed to bring the various planning and policy goals for Union Square to fruition, including the specific goals of the Master Plan for the City of Somerville (*SomerVision*), the *Union Square Neighborhood Plan*, and the *Union Square Revitalization Plan*.

j) In conjunction with its decision to grant or deny a special permit for a structure of four or more units of housing, the SPGA shall make a finding and determination as to how implementation of the project would increase, decrease, or leave unchanged the number of units of rental and home ownership housing that are affordable to households with low or moderate incomes, as defined by HUD, for different sized households and units.

 Not applicable.

B. REVIEW CRITERIA FOR COORDINATED DEVELOPMENT SPECIAL PERMIT PURSUANT TO SECTION 5.8.5

§ 5.8.5 REVIEW CRITERIA

A. In its discretion to approve or deny an application for a Coordinated Development Special Permit, the Planning Board shall consider the following:

1. Consistency with the adopted comprehensive Master Plan of the City of Somerville, existing policy plans and standards established by the City, and to other plans deemed to be appropriate by the Planning Board;
2. The purpose of this Ordinance in general;
3. The purpose of the overlay district where the property is located; and
4. Considerations indicated elsewhere in this Ordinance for Coordinated Development Special Permit approval.



The Project has been designed to bring the various planning and policy goals for Union Square to fruition, including the specific goals of the Master Plan for the City of Somerville (*SomerVision*), the *Union Square Neighborhood Plan*, and the *Union Square Revitalization Plan*. Consistent with the vision of the Board of Aldermen in adopting the Union Square Overlay District (the “USOD”) and related zoning amendments (the “USOD Zoning”), the Project proposes a comprehensively planned neighborhood of mixed-use, moderate- to high-density development within easy walking distance to transit, which will support the development of Union Square as a mixed-use urban employment center with a commercial core. With over 1.4 million square feet of new commercial development, approximately 180 to 200 new units of affordable housing and new neighborhood civic spaces proposed, the Project has been designed in collaboration with the City and the Union Square community to meet the goals of economic development, equity, public realm, housing, development and mobility set forth in the Union Square Neighborhood Plan. Together with required contributions of the Applicant to infrastructure and the Green Line Extension Project, the Project is expected to act as a catalyst for economic development in Union Square that will leverage the Green Line Extension Project to promote economic development at this key location.

By providing these benefits, the Project is consistent with the general purpose of the Ordinance to “promote the health, safety and welfare of the inhabitants of the City of Somerville; to provide for and maintain the uniquely integrated structure of uses in the City; to lessen congestion in the streets; to protect health; to secure safety from fire, panic and other dangers; to provide adequate light and air; to prevent the overcrowding of land; to avoid undue concentration of population; to facilitate the adequate provision of transportation, water, sewerage, schools, parks and other public requirements; to conserve the value of land and buildings; to preserve the historical and architectural resources of the City; to adequately protect the natural environment; to encourage the most appropriate use of land throughout the City; to protect and promote a housing stock that can accommodate the

diverse household sizes and life stages of Somerville residents at all income levels, paying particular attention to providing housing affordable to individuals and families with low and moderate incomes; and to preserve and increase the amenities of the municipality.”

The Applicant’s prior financial contributions, its Project Mitigation Contribution under Article 15 of the Ordinance, its proposed private construction of elements necessary for MBTA station operations, and its funding commitments contained in the Development Covenant, are provided in addition to the public and community benefits that are required by the Ordinance for development within the USOD, which will result in a Union Square neighborhood with 20% inclusionary housing; housing linkage payments; open space, including high-quality civic space; arts and creative economy space; commercial development; transportation demand management programs; new vehicle and bike parking; new alleys, roadways, sidewalks and public realm improvements that will be open to the public; sustainable building standards; and the mitigation and redevelopment of environmentally challenged sites.

B. The Planning Board shall approve a Coordinated Development Plan only upon making a finding that all applicable provisions of this Ordinance have been met.

-  The Project complies with all applicable requirements under the Ordinance for the issuance of a Coordinated Development Special Permit. Specifically, the Application demonstrates compliance with the applicable requirements of Section 6.7.5.C of the Ordinance with respect to Coordinated Development Planning and the Build-Out Standards set forth in Section 6.7.6 of the Ordinance and has demonstrated consistency with the applicable policies, plans and purpose of the Ordinance and the Union Square Overlay District. With the Special Permits requested pursuant to Sections 6.7.11.F (Residential Principal Use) and 6.7.6.A.3 (Payment in Lieu for Civic Space), the Project as proposed in this Application will comply with all applicable provisions of this Ordinance. As permitted pursuant to Section 6.7.5.D.5(a)(i)(a), additional Special Permits for individual Lots, Civic Spaces and/or Buildings may be requested as part of the Design and Site Plan Review applications to be filed for such Lots, Civic Spaces and/or Buildings.

C. REQUIREMENTS FOR COORDINATED DEVELOPMENT PLANNING PURSUANT TO SECTION 6.7.5

§ 6.7.5.C.1.B COORDINATED DEVELOPMENT PLANNING – APPLICABILITY

Development sites must include a minimum of two (2) lots (existing or proposed) and at least six hundred and seventy-five thousand (675,000) square feet of land area.

-  As shown on Table 22 the development site described in this Application includes approximately 684,000 SF of land area and meets the requirement for a minimum of two (2) lots (both existing and proposed).

Pursuant to Section 6.7.5.C.5.a of the Ordinance, this Application illustrates lots for building sites and civic spaces with estimated boundaries and sizes based on the best available data from the City Assessors Office and/or the Registry of Deeds. The size of the development site has been estimated based on information obtained from these sources and may be updated as additional information becomes available. Additionally, the lot lines for individual lots within the Project are shown based on currently available information and may be subject to adjustment in the Design and Site Plan Review applications for specific Lots, Civic Spaces and/or Buildings as designs progress, provided that they remain in general conformance with the lot/block plans contained in this Application.

D. ADDITIONAL REVIEW CRITERIA PURSUANT TO SECTION 6.7.5.C.6

§ 6.7.5.C.6 ADDITIONAL REVIEW CRITERIA

- a) In its discretion to approve or deny a Coordinated Development Special Permit, the Planning Board shall consider the following:
 - i. Compliance with the standards of Section 5.8 Coordinated Development Special Permit;
 - ii. Consistency with the 2012 *Union Square Revitalization Plan* and the 2016 *Union Square Neighborhood Plan*, as amended; and

-  The Project presented in this Application has been designed by the Applicant to bring the various planning and policy goals for Union Square to fruition, including the specific goals of the Master Plan for the City of Somerville (*SomerVision*), the *Union Square Neighborhood Plan*, and the *Union Square Revitalization Plan*. As envisioned by the Board of Aldermen in adopting the USOD Zoning, the Project proposes a comprehensively planned neighborhood of mixed-use, moderate- to high-density development within easy walking distance to transit, which will support the development of Union Square as a mixed-use urban employment center with a commercial core. With over 1.4 million square feet of new commercial development, approximately 180 to 200 new units of affordable housing and new neighborhood civic spaces proposed, the Project has been designed in collaboration with the City and the Union Square community to meet the goals of economic development, equity, public realm, housing, development and mobility set forth in the *Union Square Neighborhood Plan*. Together with required contributions of the Applicant to infrastructure and the Green Line Extension Project, the Project is expected to act as a catalyst for economic development in Union Square that will leverage the Green Line Extension Project to promote economic development at this key location.

- b) The Planning Board may approve a Coordinated Development Plan only upon making a finding that the provisions of section 6.7.6 have been met.
- ✓ As described in Subsection E below, with the Special Permits requested pursuant to Sections 6.7.11.F (Residential Principal Use), 6.7.6.A.3 (Payment in Lieu for Civic Space) and 6.7.6.E (Off-Site Compliance for Arts and Creative Enterprise Uses), the Project as proposed in this Application will comply with the provisions of Section 6.7.6 of the Ordinance.
- c) The Planning Board shall establish, in its decision, criteria and procedures for applicants to provide for infrastructure improvements, community impact mitigation, and the extension of the MBTA's Green Line.
- ✓ Under the Development Covenant, the Applicant is required to contribute funds to the City for the following (i) the payment of certain public benefit funds, including a contribution towards the City's payment to the MBTA in connection with the extension of the MBTA Green Line to Union Square and construction of the MBTA Station; (ii) a payment to contribute to the City's cost of offsite infrastructure associated with the Project; (iii) the payment of community benefit funds; and (iv) jobs linkage and certain other agreements. Enforcement of these obligations is provided for pursuant to the Development Covenant. Pursuant to the terms of the Development Covenant, the Applicant agrees that the issuance of a building permit for any development project permitted pursuant to a Coordinated Development Special Permit will be conditioned upon a letter of certification by the Director of Planning and Zoning to the Superintendent of Inspectional Services stating that (i) the Applicant is a party to or otherwise subject to that certain Development Covenant between Union Square Station Associates LLC and the City of Somerville dated June 8, 2017, as amended, and (ii) the Applicant is proceeding in accordance and in compliance with all provisions of such Development Covenant applicable to the development project for which a permit is being requested.

E. COMPLIANCE WITH PROVISIONS OF SECTION 6.7.6

§ 6.7.6 BUILD-OUT STANDARDS

A. CIVIC SPACE

1. At full build-out of development subject to an approved Coordinated Development Special Permit, at least twenty-five percent (25%) of the development site, excluding alleys and any land occupied by the MBTA's Union Square Green Line station, must be improved as follows:
 - a) At least seventy percent (70%) must be provided in the form of two or more civic spaces of differing types, sizes, and locations; including at least one (1) neighborhood park, with a minimum of size of twenty-seven thousand (27,000) square feet, and one (1) plaza.
 - b) Up to thirty percent (30%) may be provided in the form of public realm improvements within the land area of the Union Square Overlay District boundaries.
 - c) At least twenty-five percent (25%) of the cumulative land area provided as civic spaces must meet the definition of Green Space.
 - d) At least fifty percent (50%) of the cumulative land area provided as civic spaces must meet the definition of Green Space or be covered by tree canopy at full maturity of the trees provided in each civic space.

2. Civic space created through easement or decommissioning of an existing thoroughfare or other right-of-way abutting any property located within the Union Square Overlay District may be counted toward the required amount of civic space.

3. The Planning Board may permit an in lieu payment for up to ten percent (10%) of the required amount of civic space. In its discretion to permit a payment in lieu of civic space as part of a Coordinated Development Special Permit, the Planning Board shall consider the following:
 - a) The review considerations for all Special Permits as specified in Section 5.1 Special Permits.
 - b) The goals and objectives of the City of Somerville Open Space Plan.
 - c) The availability and suitability of lots within a development site for development as a civic space.
 - d) The plausible availability of sites located elsewhere in the City that are suitable for development as civic space.
 - e) The need for funding to improve or maintain existing civic spaces, particularly athletic fields, located elsewhere in the City.

4. The Planning Board shall establish a fee schedule for a payment in lieu of civic space based on the recommendations of the Director of Transportation & Infrastructure in relation to the average cost to acquire and develop land as a civic space.



Table 22 in this section demonstrates compliance with the Civic Space metric requirements. There will be an approximately 27,000 SF neighborhood park provided as shown on the Lot & Block Plan for D1 and an approximately 16,300 SF plaza provided as shown on the Lot & Block Plan for D2. Additional information regarding these spaces and the approach to Civic Space more broadly is provided in the Civic Space section of this Application.

FIGURE X. EVERETT AND NEWTON STREET REALIGNMENT



Pursuant to Section 6.7.6.A.2 of the Ordinance, the amenities described above include approximately 3,100 SF of civic space created through the planned realignment of Newton Street as shown on in the figure alongside.

As noted in Subsection C above, this Application illustrates lots for civic spaces with estimated boundaries and sizes based on the best available data from the City Assessors Office and/or the Registry of Deeds and the size of the development site has been estimated based on information obtained from these sources. As design plans progress and as more information (such as surveyed property boundaries) becomes available, these areas may be updated in preparation for Design and Site Plan Review. In order to maintain flexibility to accommodate design modifications and changes to the required calculated areas, the Applicant requests that the Planning Board grant a Special Permit pursuant to Section 6.7.6.A.3 of the Ordinance permitting up to ten percent (10%) or approximately 10,802 SF of the required Civic Space to be satisfied by a payment in lieu. The requisite considerations for this Special Permit are addressed in Subsection F below and the Applicant respectfully requests that the Planning Board grant the Special Permit and establish a fee schedule for the payment in lieu pursuant to the requirements of Section 6.7.6.A.4 of the Ordinance.

B. COMMERCIAL BUILD OUT

1. At full build-out of development subject to an approved Coordinated Development Special Permit, no less than sixty percent (60%) and at least three hundred and seventy-five thousand (375,000) square feet of the total gross floor area (excluding motor vehicle and bicycle parking) must be dedicated to uses in the following principal use categories:
 - a) Arts & Creative Enterprise
 - b) Civic & Institutional
 - c) Commercial Services
 - d) Eating & Drinking Establishments
 - e) Lodging
 - f) Office
 - g) Retail
 - h) Urban Agriculture
2. At full build out of development subject to an approved Coordinated Development Special Permit, no less than forty percent (40%) of the total gross floor area (excluding motor vehicle and bicycle parking) must be dedicated to principal uses in the Office use category, or the Design Services use within the Arts & Creative Enterprise category.
3. At full build out of development subject to an approved Coordinated Development Special Permit, at least five percent (5%) of the total gross floor area required by §6.7.6.B.1 must be dedicated to principal uses within the Arts & Creative Enterprise use category.
 - a) The total floor area required for Arts & Creative Enterprise uses is calculated based on the total amount of commercial floor space, (excluding motor vehicle and bicycle parking) proposed in a Coordinated Development Special Permit application, but the phasing and delivery of floor area for Arts & Creative Enterprise uses is determined as individual lots are built out, unless the Planning Board permits off-site compliance in accordance with §6.7.6.E Off Site Compliance.

4. At full build out of development subject to an approved Coordinated Development Special Permit, at least three hundred and seventy five (375) square feet of commercial space must be provided for each dwelling unit.

 As reflected on Table 22, the Project as proposed in this Application will comply with the minimum Commercial Build-Out requirements set forth in Section 6.7.6.B of the Ordinance.

The Project as presented in this Application reflects proposed office uses for the commercial buildings to be located on sites D1 and D3, which are included herein as 10-story buildings. Lab uses may ultimately be proposed for these sites based on market conditions and demand, in which case the maximum number of stories applicable to such sites would be 9 and there would be a corresponding reduction in gross floor area dedicated commercial uses. The final proposed use of the buildings to be located on sites D1 and D3 will be reviewed by the community and the Planning Board as part of the Design and Site Plan Review process. The Applicant respectfully requests that the Planning Board approve the CDSP with either office or lab uses in these locations and find that changes to the specific types of commercial uses proposed will be considered de minimus consistent with Sections 5.3.8.1.a and 5.8.6 of the Ordinance, provided that at all times the Project will meet the minimum commercial build-out requirements in Section 6.7.6.B of the Ordinance.

As described in further detail in Subsection F below, the Applicant is seeking a Special Permit in accordance with Section 6.7.6.E of the Ordinance for off-site compliance with the Arts and Creative Enterprise space requirement set forth in Section 6.7.6.B.3 to enable the Applicant the flexibility to provide higher quality and more useful commercial space for Arts and Creative Enterprise Uses by consolidating the requirements at one or more larger Receiving Sites. The Applicant's plan for off-site compliance with this requirement is more particularly described in the Off-site Compliance Section of this Application.

C. RESIDENTIAL BUILD OUT

1. A maximum of one (1) dwelling unit per six hundred and eighty five (685) square feet of land area of a development site is permitted within the USOD.

 As reflected on Table 22, the Project as proposed in this Application will not exceed 999 residential units at full build out and therefore will comply with the requirement to provide approximately one (1) dwelling unit per 685 SF of land area of the development site and will therefore comply with this requirement. As noted in Subsection C above, the size of the development site reflected in this Application has been estimated based on the best available data from the City Assessors Office and/or the Registry of Deeds. As design plans progress and as more information (such as surveyed property boundaries) becomes available, these areas may be updated in preparation for Design & Site Plan Review and the ratio of land area may be adjusted slightly, but will continue to comply with the maximum requirement of one (1) dwelling unit per six hundred and eighty five (685) square feet of land area of a development site.

D. AFFORDABLE HOUSING & LINKAGE

1. Residential development must provide at least twenty percent (20%) of dwelling units as affordable housing units.
 - a) The required number of affordable housing units is calculated based on the total number of dwelling units proposed in a Coordinated Development Special Permit application, but the delivery and phasing of affordable housing units is determined as individual lots are built out, unless the Planning Board permits off-site compliance in accordance with §6.7.6.E Off Site Compliance.
2. At full build out of development subject to an approved Coordinated Development Plan, at least fifteen percent (15%) of affordable housing units must have three (3) or more bedrooms across the development site.
3. One (1) additional bonus story may be added to the permitted number of stories for a Mid-Rise Podium Tower building type for each additional five percent (5%) of the total number of affordable housing units that have three (3) or more bedrooms across development subject to an approved Coordinated Development Special Permit.
 - a) Up to a maximum of three (3) additional bonus stories are permitted per Mid-Rise Podium Tower.
 - b) Buildings granted bonus stories are subject to the contextual massing and design requirements of 6.7.10.G.1.
4. Except as noted in §6.7.6.C and §6.7.6.D, and subject to §6.7.5.C.7, development subject to an approved Coordinated Development Special Permit must comply with the provisions of Article 13: Inclusionary Housing and Article 15: Linkage.
5. The Planning Board shall establish quality standards for three (3) bedroom affordable dwelling units as a condition of an approved Design & Site Plan Review for individual buildings. Quality standards must include, but may not be limited to, minimum floor area and the inclusion of certain features such as the number of bathrooms and the existence of built-in closets.



As reflected on Table 22, the Project as proposed in this Application will comply with the minimum Affordable Housing and Linkage requirements set forth in Section 6.7.6.D of the Ordinance.

E. OFF-SITE COMPLIANCE

1. The Planning Board may permit off-site compliance of §6.7.5.A.4 (Commercial Space for Arts & Creative Enterprise uses) and Article 13 Inclusionary Housing, for any Generating Site(s) by a Receiving Site(s) located within the USOD and included as part of a Coordinated Development Special Permit application, subject to the following:
 - a) At least fifty percent (50%) of the affordable housing units required for a building must be provided onsite.
 - b) No more than fifty percent (50%) of the dwelling units of any receiving site may be affordable housing units. [...]

 The Project as presented in this Application does not rely on off-site compliance for Inclusionary Housing.

As described in further detail in Subsection F below, the Applicant is seeking a Special Permit in accordance with Section 6.7.6.E of the Ordinance for off-site compliance with the Arts and Creative Enterprise space requirement set forth in Section 6.7.6.B.3 to enable the Applicant the flexibility to provide higher quality and more useful commercial space for Arts and Creative Enterprise Uses by consolidating the requirements at one or more larger Receiving Sites. The Applicant's plan for off-site compliance with this requirement is more particularly described in the Off-site Compliance section of this Application.

F. PHASING

3. The Planning Board shall establish construction permitting requirements for the phasing of development as a condition of an approved Coordinated Development Plan Special Permit and subsequent Design & Site Plan Review approvals.

 The phasing of the development reflected in this Application will be dependent on a number of factors including market conditions. In order to enable the immense public benefits promised by the development of the Union Square neighborhood, it is important that the Applicant retain maximum flexibility to develop portions of the Project in a manner that will be responsive to these factors.

The currently anticipated project phasing is more particularly described in the Project Plan, Implementation Section of this Application. Additionally, the Applicant has committed to the following minimum requirements for phasing set forth in the Development Covenant and the Master Land Disposition Agreement ("MLDA"):

- With the exception of the residential buildings proposed on Blocks D2 and D7, construction of any residential buildings may not commence until the Applicant (i) has completed construction of the commercial development proposed for Block D2 and (ii) has commenced construction on another commercial building within the USOD (that is not a parcel described on Schedule 1 to the MLDA as "Parcel "NEW" – 35 Prospect Street," "Parcel S - 237 Washington Street," "Parcel BB - 231 Washington Street," and "Parcel H – 49-51 Allen Street").
- The Applicant agrees and covenants to diligently and continuously prosecute all of its construction contemplated herein.

G. PROPERTY TRANSFER

1. The conveyance of land to the City of Somerville or future sale of any lot included as part of a development site subject to an approved Coordinated Development Special Permit is permitted and has no bearing on the previously approved build out, phasing of development, or compliance to the standards of Section 6.7.6.
 As noted in the Statement of Intent of this Application, the Applicant intends to convey the improved Neighborhood Park as proposed on Block D1 to the City per the terms of the Development Covenant. For other Civic Spaces created on Block D1 and Block D2, US2 intends to convey the improved Civic Spaces to the City per the terms of the Development Covenant for those spaces. Additionally, as the designated master developer for the Union Square Revitalization Project, the Applicant may in the future sell, lease or otherwise convey developable lots or completed portions of the project without impacting the zoning compliance of other previously approved portions of the project. Any such sale, lease or conveyance will be done in accordance with the requirements of the USOD Zoning, the Master Land Disposition Agreement and the Development Covenant.

F. ADDITIONAL SPECIAL PERMITS REQUESTED AS PART OF CDSP APPLICATION PURSUANT TO SECTION 6.7.5.C.4.B AND 6.7.5.D.6.A

§ 6.7.11.F SPECIAL PERMIT FOR RESIDENTIAL PRINCIPAL USE

1. In its discretion to approve or deny a Special Permit authorizing a Residential principal use, the Planning Board shall consider the following:
 - a) a. The review considerations for all Special Permits as specified in Section 5.1 Special Permits.
 - b) b. Compliance with the approved Coordinated Development Special Permit and the phasing of development
 - c) c. A demonstrated need for residential to catalyze development, transportation services, or existing commercial activities in the neighborhood.

 The Applicant respectfully requests that the Planning Board grant a Special Permit pursuant to Section 6.7.11.F of the Ordinance permitting Residential use as a principal use on Blocks D2, D3, D4, D5 and D7 as shown on Figure 3 Development Site Map.

Consistency with the required considerations for Special Permits and the CDSP are described in greater detail above. The Applicant has proposed a mixed-use program with residential uses strategically timed and located to serve as an important catalyst for commercial development and transportation services.

§ 6.7.6.A.3 SPECIAL PERMIT FOR PAYMENT IN LIEU OF CIVIC SPACE

3. The Planning Board may permit an in lieu payment for up to ten percent (10%) of the required amount of civic space. In its discretion to permit a payment in lieu of civic space as part of a Coordinated Development Special Permit, the Planning Board shall consider the following:
 - a) The review considerations for all Special Permits as specified in Section 5.1 Special Permits.
 - b) The goals and objectives of the City of Somerville Open Space Plan.
 - c) The availability and suitability of lots within a development site for development as a civic space.
 - d) The plausible availability of sites located elsewhere in the City that are suitable for development as civic space.
 - e) The need for funding to improve or maintain existing civic spaces, particularly athletic fields, located elsewhere in the City.

4. The Planning Board shall establish a fee schedule for a payment in lieu of civic space based on the recommendations of the Director of Transportation & Infrastructure in relation to the average cost to acquire and develop land as a civic space.

 As noted in Subsection C above, this Application illustrates lots for civic spaces with estimated boundaries and sizes based on the best available data from the City Assessors Office and/or the Registry of Deeds and the size of the development site has been estimated based on information obtained from these sources. As design plans progress and as more information (such as surveyed property boundaries) becomes available, these areas may be updated in preparation for Design & Site Plan Review. The Applicant is seeking a Special Permit pursuant to Section 6.7.6.A.3 of the Ordinance in order to maintain flexibility to accommodate design modifications and changes to the required calculated areas through a payment in lieu.

For the following reasons, the Applicant respectfully requests that the Planning Board grant a Special Permit pursuant to Section 6.7.6.A.3 of the Ordinance permitting up to ten percent (10%) or approximately 10,802 SF of the required Civic Space to be satisfied by a payment in lieu and establish a fee schedule for the payment in lieu pursuant to the requirements of Section 6.7.6.A.4 of the Ordinance:

As Union Square's revitalization is implemented in accordance with this Coordinated Development Plan, detailed design plans will be developed for individual building sites that deliver on the goals of the plan and respond to market or user needs. The ability to provide a small portion of the civic spaces (10%) via in lieu payment will offer much needed design flexibility to ensure that individual building projects can maximize the opportunity to realize project goals, respond to physical or site constraints and also meet market needs.

Throughout the neighborhood planning process, community stakeholders have expressed a need for athletic fields in Union Square. The Union Square Neighborhood Plan envisions that the former Walnut Street Center site on Merriam Street could be purchased from the MBTA after the completion of the GLX project and could be improved as athletic fields. The civic space fee in lieu payments generated from this project could contribute to the acquisition of the Walnut Street site and the fulfillment of long-standing community open space need.

The Applicant's plan for off-site compliance with this requirement is more particularly described on page 177 (Off Site Compliance).

§ 6.7.6.E.1 SPECIAL PERMIT FOR OFF-SITE COMPLIANCE OF ARTS AND CREATIVE ENTERPRISE USES

1. The Planning Board may permit off-site compliance of §6.7.5.A.4 (Commercial Space for Arts & Creative Enterprise uses) and Article 13 Inclusionary Housing, for any Generating Site(s) by a Receiving Site(s) located within the USOD and included as part of a Coordinated Development Special Permit application, subject to the following:
 - a) At least fifty percent (50%) of the affordable housing units required for a building must be provided onsite.
 - b) No more than fifty percent (50%) of the dwelling units of any receiving site may be affordable housing units.
[...]

§ 6.7.6.E.3 REQUIRED CONSIDERATIONS FOR OFF-SITE COMPLIANCE OF ARTS & CREATIVE ENTERPRISE USES

3. In its discretion to permit off-site compliance for any Generating Site(s) by a Receiving Site(s) as part of a Coordinated Development Special Permit, the Planning Board shall consider the following:
 - a) The review considerations for all Special Permits as specified in Section 5.1 Special Permits;
 - b) The ability to provide higher quality and more useful commercial space for arts & creative enterprise uses at a Receiving Site than what could have been provided at the Generating Site.
 - c) The ability to provide affordable housing units at a Receiving Site that better meet the needs of community than the units that could have been provided at the Generating Site.

§ 6.7.6.E.4 DEVELOPMENT REVIEW FOR OFF-SITE COMPLIANCE OF ARTS & CREATIVE ENTERPRISE USES

4. Development review for any lots established as a Generating or Receiving Site in an approved Coordinated Development Plan must be conducted simultaneously.

 The Applicant's plan for off-site compliance with the five percent (5%) Arts and Creative Enterprise ("ACE") use requirement is more particularly described in the Off-Site Compliance Section of this Application. It is anticipated that the Project will fulfill the ACE requirement through off-site allocations in order to provide higher quality, and ultimately more useful space for a variety of end users. By design, as a use category the ACE designation represents a broad and diverse occupant group. Artisan Production, Arts Exhibition, Art Sales & Services, Arts Instruction, Live/Work Space, Design Services, and Shared Workspaces all have their place here. As described in Table 20 ACE Phase Distribution, where ACE space is to be delivered to track with commercial space generating the requirement, smaller development sites, or those with limited commercial space would yield similarly small ACE areas, resulting in inefficient spaces of questionable utility. The Project as proposed in this Application aims to concentrate sufficient areas of ACE area together so as to maximize utility while still spreading its user groups throughout the neighborhood. In doing so, the potential for Arts and Creative Enterprise uses to 'cluster' remains – not only likely, but probable, ensuring the Union Square defining 'thread' of creativity and innovation is carried forward. Table 20 ACE Phase Distribution describes the anticipated phasing of delivery of the requisite ACE space.

G. DIMENSIONAL COMPLIANCE WITH CIVIC SPACES, BUILDING TYPES AND GENERAL DIMENSIONAL CONTROLS

-  As described in detail above, the Project as presented in this Application complies with all applicable requirements under the Ordinance for the issuance of a Coordinated Development Special Permit. Dimensional compliance with the specific requirements applicable to the development of Buildings and Civic Spaces on individual Lots will be addressed and documented through the Design and Site Plan Review process. As permitted pursuant to Section 6.7.5.D.5(a)(i)(a), additional Special Permits for individual Lots, Civic Spaces and/or Buildings may be requested as part of the Design and Site Plan Review applications to be filed for such Lots, Civic Spaces and/or Buildings.

