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May 18, 2018

PUBLIC BENEFIT DETERMINATION
OF THE SECRETARY OF ENERGY AND ENVIRONMENTAL AFFAIRS

PROJECT NAME	: 115 Winthrop Square
PROJECT MUNICIPALITY	: Boston
PROJECT WATERSHED	: Boston Harbor
EEA NUMBER	: 15610
PROJECT PROPONENT	: MCAF Winthrop LLC
DATE NOTICED IN MONITOR	: March 21, 2018

Consistent with the provisions of *An Act Relative to Licensing Requirements for Certain Tidelands*, I hereby determine that the above-referenced project will have a public benefit. A Certificate on the Final Environmental Impact Report (FEIR) was issued on April 27, 2018. The Certificate indicated that the FEIR adequately and properly complied with MEPA and its implementing regulations (301 CMR 11.0) and that the project could proceed to permitting.

Project Description

As described in the FEIR, the project includes the construction of a 1,592,000-square-foot (sf) mixed-use high rise building with a maximum height of 691 feet (ft).[1] The building will contain 500 residential units within a single tower located on a podium comprised of retail, restaurants, and office uses. The podium will also contain a large public space referred to as the "great hall" which will act as a pedestrian connection between Federal Street and Winthrop Square. As described in the FEIR, the building program includes the following uses: residential (715,000 sf; 500 units and 920 total bedrooms), office (750,000 sf), retail and restaurant (19,000 sf), the great hall (12,000 sf), shared meeting space (21,000 sf), and back of house (12,000 sf).

[1] The building will be 664-ft as defined by zoning. The mechanical penthouse will have a maximum height of 691-ft.

The project will be served by an underground parking garage with five levels that will provide approximately 550 parking spaces.

Project Site

The project will be constructed on a 1.1-acre (47,962 sf) parcel that is owned by the Boston Planning & Development Agency (BPDA). The Proponent's proposal for the site was selected by BPDA after a lengthy public process involving community review. The project site is located within the Financial District neighborhood at 115 Winthrop Square. It is generally bounded by 75-101 Federal Street to the north, Federal Street to the east, 100 Summer Street to the south, and Devonshire Street to the west. A private way (Federal Court) is located between the property and the adjacent building located at 1333 Federal Street southeast of the site. The entire project site is impervious. It previously contained a dilapidated four-story parking structure that had been vacant since 2013. At the City's request, the Proponent has demolished the garage.

The project site is near several Massachusetts Bay Transportation Authority (MBTA) public transit routes and transportation hubs, including South Station, Downtown Crossing, and State Street stations offering service to the Silver, Orange, Green, Red, and Blue lines for MBTA rapid transit system, along with the MBTA commuter rail and Amtrak service. The area is also served by numerous MBTA bus routes. The site does not contain any structures listed in the State Register of Historic Places or the Massachusetts Historical Commission's (MHC) Inventory of Historic and Archaeological Assets of the Commonwealth. There are a number of districts and structures listed in the State and National Registers of Historic Places located within the project vicinity.

Jurisdiction and Permitting

The project is undergoing MEPA review and requires preparation of a mandatory EIR pursuant to 301 CMR 11.03(6)(a)(6) because it requires a Land Transfer and will generate 3,000 or more unadjusted new adt. The project also exceeds the ENF wastewater generation threshold at 301 CMR 11.03(5)(b)(4). The project requires a Construction Dewatering Permit from the Massachusetts Water Resources Authority (MWRA) and Variances from the Board of Building Regulations and Standards' (BBRS) Building Code Appeals Board and the Massachusetts Architectural Access Board (AAB). The project also requires a Land Transfer as the Proponent will acquire fee title to the property from the Boston Redevelopment Authority d/b/a BPDA acting as a municipal redevelopment authority under M.G.L. c.121B. The project is subject to the MEPA Greenhouse Gas Emissions Policy and Protocol (GHG Policy). The project requires a Public Benefits Determination in accordance with Section 13.02(1) of the Public Benefit Determination regulations.

The project requires a National Pollutant Discharge Elimination System Construction General Permit (NPDES CGP) from the United States Environmental Protection Agency (EPA) and a Determination of No Hazard to Air Navigation from the FAA. It will be subject to review by several City of Boston agencies, including, but not limited to: Article 80 review by BPDA, Site Plan Review by the Boston Water and Sewer Commission (BWSC), and Design Approval by the Boston Civic Design Commission (BCDC). An Impact Advisory Group (IAG), consisting

of community members, was appointed to provide input to the BPDA review of the project. The Proponent will prepare and submit a Transportation Access Plan Agreement (TAPA) and Construction Management Plan in coordination with the Boston Transportation Department (BTD). The Proponent has indicated that they intend to apply to the City for the creation of a Planned Development Area (PDA) and Approval of a PDA Development Plan.

Because the Proponent is seeking a Land Transfer in the form of acquiring fee title to the property from BPDA, MEPA jurisdiction is broad and extends to all aspects of the project within the area subject to the Land Transfer that are likely, directly or indirectly, to cause Damage to the Environment. As the entirety of the project site is included within the Land Transfer, broad scope jurisdiction extends to the entirety of the project site.

Environmental Impacts and Mitigation

As previously described in the Draft Environmental Impact Report (DEIR), potential environmental impacts include generation of 11,120 new unadjusted average daily vehicle trips (adt), generation of an additional 127,205 gallons per day (gpd) of wastewater, and an increase in demand of 198,726 gpd of domestic water. The project will generate greenhouse gas (GHG) emissions associated with the project's energy use (heating, cooling, etc.) and transportation-related emissions.

Measures to avoid, minimize, and mitigate project impacts include: redevelopment of an existing site in close proximity to transit; design of a building that can be certified at the Platinum Level by the U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED) program; streetscape improvements to improve pedestrian and bicycle access and safety; traffic signal phasing/timing changes at three locations to reduce the impacts of project-generated traffic; development of a Transportation Demand Management (TDM) program; incorporation of a large public access and event space (the great hall); a rainwater reclamation system to reduce peak daily water demand; and incorporation of energy efficiency measures to reduce the project's greenhouse gas emissions.

Tidelands

A small portion of the northwest corner of the project site contains filled, landlocked tidelands. Consistent with the provisions of *An Act Relative to Licensing Requirements for Certain Tidelands* (2007 Mass. Acts ch. 168, sec.8) (the Act), which was enacted on November 15, 2007, I must conduct a Public Benefit Review for projects in tidelands that are required to file an EIR.

The legislation states the following regarding the Public Benefit Determination:

> *"In making said public benefit determination, the secretary shall consider the purpose and effect of the development; the impact on abutters and the surrounding community; enhancement to the property; benefits to the public trust rights in tidelands or other associated rights, including, but not limited to, benefits provided through previously obtained municipal permits; community activities on the development site; environmental*

protection and preservation; public health and safety; and the general welfare; provided further, that the secretary shall also consider the differences between tidelands, landlocked tidelands and great pond lands when assessing the public benefit and shall consider the practical impact of the public benefit on the development."

The following addresses each of the considerations identified in the legislation.

1. *purpose and effect of the development*

The project will redevelop a vacant and underutilized site into a vibrant mixed-used development with residential, retail and restaurant, and office uses in close proximity to MBTA's public transit routes and transportation hubs, including South Station, Downtown Crossing, and State Street stations.

2. *impact on abutters and the surrounding community*

The project will provide residential units in the financial district which will support the expansion of retail, office, and commercial uses and strengthen the economic vitality in this area of the City. It will activate a vacant site and improve pedestrian connections with the surrounding community through provision of a public gathering space (the great hall) which will act as a pedestrian connection between Federal Street and Winthrop Square. The project has been designed to improve public access to and around the site by providing new or widened ADA-compliant sidewalks, plantings, and seating along Devonshire Street and Federal Street. MHC determined that the project will result in an "adverse effect" on 65 historic resources through the introduction of net new shadow. MHC has initiated its consultation process through which measures to mitigate impacts to historic resources will be addressed. During the construction period, the Proponent will implement mitigation measures to minimize noise, air quality, vibration, stormwater, and traffic impacts on the neighborhood. The project will create 2,670 permanent jobs, 2,800 construction jobs, and will generate local real estate and state sales tax revenue.

3. *enhancement to the property*

The project will redevelop a blighted property with a vibrant mixed-use development. It will enhance the public realm through construction of the great hall, improving sidewalks, and providing new plantings and outdoor seating. The project will provide a new stormwater management system, streetscape improvements, and improved pedestrian and bicycle facilities.

4. *benefits to the public trust rights in tidelands or other associated rights*

The site is comprised of landlocked tidelands located more than one-quarter mile from the nearest waterway. The traditional public trust rights in tidelands (i.e., the right to fish, fowl, and navigate) have long been precluded at the project site by the historic filling and development of downtown Boston. The FEIR indicated that the project will benefit public

rights through the provision of public realm improvements and pedestrian and bicycle enhancements through and around the project site (described above).

5. community activities on the development site

The project will create new opportunities for community activity on the site through the provision of the 12,000-sf great hall which will provide a public space to host cultural, collaborative, and civic events. The project will redesign Winthrop Square as a local plaza and destination square to facilitate and encourage pedestrian movement. It will also provide retail, restaurant, and office spaces which will enhance pedestrian activity around the site and will provide new amenities to the neighborhood.

6. environmental protection and preservation

The project has been designed to avoid, minimize and mitigate potential environmental impacts including traffic/transportation, GHG emissions, stormwater, water/wastewater, solid and hazardous waste, and construction period impacts. These measures are identified in the Certificate on the FEIR which was issued on April 27, 2018 and they are listed below.

Traffic/Transportation

- Implementation of a Transportation Demand Management (TDM) program to reduce single-occupancy-vehicle (SOV) trips and encourage alternative modes of travel to and from the site. The Proponent will adopt the following TDM measures:
  - Designation of an on-site Transpiration Coordinator to oversee implementation of the TDM plan;
  - Unbundling the cost of a parking space from the residential units to pass the cost of parking on to the tenants;
  - Participation in the A Better City Transportation Management Agency (TMA);
  - Provision of transit maps and schedules in office and residential building lobbies;
  - Provision of real-time transportation information in all building lobbies using a Transit Screen or other similar approach, including online platforms;
  - Provision of preferential parking for carpool and vanpool participants;
  - Provision of on-site bicycle repair station and short- and long-term bicycle parking spaces;
  - Provision of Hubway and/or car sharing memberships;
  - Provision of car sharing spaces within the garage (subject to demand); and
  - Provision of transit pass subsidy to employees who will work in the building and encouragement of tenants to provide the same.
- The Proponent will conduct a Transportation Monitoring Program and annual reporting to evaluate the effectiveness of the TDM plan. The monitoring plan will include counts or surveys to determine peak period travel patterns, transit modes, and parking patterns. The details of the transportation monitoring and reporting will be identified in coordination with the City and outlined in a TAPA between the Proponent and the BTD.
- Traffic signal phasing and timing changes and/or lane reassignments at the following locations: Summer Street at Surface Road/Purchase Street; Summer Street at High Street; and Congress Street at Milk Street.
- Striping and signage improvements in the Congress Street corridor between Franklin Street and Purchase Street to assist lane assignments and weaving maneuvers and improve traffic operations.

Greenhouse Gas Emissions

- To demonstrate consistency with the Stretch Code and avoid, minimize, or mitigate GHG emissions, the building is designed to achieve a 31% stationary source GHG reduction level compared to the Base Case. The design includes the following:
    - High-performance building envelope for the office spaces that will be certifiable per the Passive house Standards as promulgated by PHI;
    - Green roof with "solar ready" construction:
    - Energy Recovery;
    - Reduced LPD and daylighting controls in the office areas;
    - High-efficiency HVAC equipment;
    - Low-flow plumbing fixtures;
    - Energy STAR appliances in the office spaces;
    - Recycling collection areas;
    - Energy management System; and
    - Enhanced Building Commissioning.
- Installation of 28 on-site electric vehicle (EV) charging stations and 83 "EV-ready" spaces and implementation of traffic signal phasing/timing modifications and lane reassignments, and a TDM program to reduce mobile source emissions by 95 tpy (as described above).
- The project will be designed to reduce total (mobile and stationary) GHG emissions by 2,472 tpy for an approximate 30% reduction compared to the Base Case.
- Implementation of a Tenant Manual for the commercial tenants (as described above).
- The Proponent will submit a post-construction self-certification document to the MEPA Office which will be signed by an appropriate professional (e.g., engineer, architect, transportation planner, general contractor) and indicate that all of the required mitigation measures, or their equivalent, have been completed. The certification should be supported by plans that clearly illustrate what type of GHG mitigation measures have been incorporated into the project. For those measures that are operational in nature (i.e. TDM, recycling, parking management), the Proponent should provide an updated plan identifying the measures, the schedule for implementation and how progress towards achieving the measures will be obtained.

Historic/Archaeological Resources

- Development of a Memorandum of Agreement (MOA) with the MHC to resolve the adverse effect.

Stormwater

- Installation of stormwater management system that reduces existing peak rates and volumes of stormwater runoff and promotes runoff recharge to the greatest extent practicable.
- Project will increase pervious area on the site, utilize green roofs, permeable paving, and will collect rainwater in on-site cisterns for reuse within the office and public restrooms.

Water/Wastewater

- Installation of low-flow plumbing fixtures.
- Planting of native and drought tolerant plant species and installation of high efficiency irrigation system with rainwater re-use.
- Monetary contribution to BWSC for Infiltration and Inflow (I/I) mitigation in accordance with BWSC's policy requiring removal of 4 gallons of I/I for every gallon of wastewater generated by the project.

Solid/Hazardous Waste

- Provision of recycling facilities/space throughout the building for all uses.
- Proponent will adequately characterize any soils and/or groundwater that will be generated by construction activity prior to construction. Soil and groundwater will be managed in accordance with applicable local, state, and federal laws and regulations.

Construction Period

- Construction-period impacts to pedestrians and traffic will be mitigated in accordance with the CMP to be developed with the BTD. The CMP will include signage and police details to provide safety for pedestrians on sidewalks, designated truck routes and construction staging areas, and will specify designated construction hours.
- Construction contracts will require contractors to implement measures to minimize air quality impacts, including but not limited to: use of wetting and dust suppression agents, using covered trucks, street and sidewalk sweeping, and provision of wheel wash stations.
- Implementation of measures to reduce noise impacts, including but not limited to: compliance with the City of Boston noise limitation policy, use of appropriate mufflers on equipment, turning off idling equipment, and locating noisy equipment at locations that protect sensitive locations by shielding or distance.
- Establishment of acceptable vibration criteria prior to construction and vibration monitoring during the construction period.
- Use of erosion and sedimentation control measures during construction, including protection of existing catch basins.

7. *public health and safety, and the general welfare*

The site previously contained a deteriorating parking garage that was closed in 2013 due to safety concerns. The project has eliminated this safety concern through demolition of the garage and will replace it with a mixed-use development. The project will promote public health and safety through implementing a site design that is safe and universally accessible in compliance with ADA regulations and promotes pedestrian and bicycle activity. The project will protect the general welfare by redeveloping an underutilized site, enhancing the streetscape and making improvements to the public realm. The project has been designed to minimize GHG emissions using energy-efficiency measures. The building will be designed to be certifiable at the Platinum Level by the LEED Program and the office space will be designed to be certifiable per the Passive house standards as promulgated by PHI.

Conclusion

Based on the foregoing, I hereby determine that the project will have a positive public benefit to public trust rights in tidelands. To meet the publication requirements of the legislation, this Determination will be published in the Environmental Monitor on May 23, 2018.

In accordance with M.G.L. c. 30, s. 62I, the Proponent shall file a copy of the Certificate on the FEIR and this Public Benefit Determination with MassDEP within 30 days of today's date to notify the Department that work will be conducted within tidelands. The Department shall incorporate this Public Benefit Determination in its official record of the c. 91 license. This Determination shall not supersede, eliminate, or in any way impair the Department's exercise of its powers under c. 91.

I recognize that the public benefit commitments may be subject to certain revisions as the project proceeds. If the public benefits to be provided should change, the Proponent is instructed to submit a Request for Advisory Opinion to the MEPA Office for a determination as to whether the change is sufficiently material to require the submission of a Notice of Project Change (NPC) pursuant to 301 CMR 11.10. If it is clear that the change(s) are material, the Proponent may submit a NPC without requesting an Advisory Opinion.

May 18, 2018
Date

Matthew A. Beaton

Comments received on the FEIR:

03/20/2018 Sarah Freeman
04/18/2018 Massachusetts Historical Commission (MHC)
04/20/2018 Massachusetts Port Authority (Massport)
04/24/2018 Department of Energy Resources (DOER)

MAB/PRC/prc