

For Office Use Only
Executive Office of Environmental Affairs
 MEPA Analyst: *Rick Bourée*
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NPC

Notice of Project Change

The information requested on this form must be completed to begin MEPA Review of a NPC in accordance with the provisions of the Massachusetts Environmental Policy Act and its implementing regulations (see 301 CMR 11.10(1)).

Project Name: Seaport Square		EOEA #: 14255	
Street: Generally bounded by Northern Avenue, Seaport Boulevard, Congress Street and Summer Street			
Municipality: Boston		Watershed: Boston Harbor	
Universal Transverse Mercator Coordinates: UTM (Zone 19) 331526, 4690863		Latitude: 42°21'06.4" N Longitude: 71°02'44.0" W	
Status of project construction: 0 %complete			
Proponent: Gale International, Morgan Stanley and W/S Development Associates, LLC			
Street: One Post Office Square, Suite 3150			
Municipality: Boston		State: MA	Zip Code: 02109
Name of Contact Person From Whom Copies of this NPC May Be Obtained: Corinne Snowdon			
Firm/Agency: Epsilon Associates, Inc.		Street: 3 Clock Tower Place, Suite 250	
Municipality: Maynard		State: MA	Zip Code: 01754
Phone: (978) 897-7100	Fax: (978) 897-0099	E-mail: csnowdon@epsilonassociates.com	

In 25 words or less, what is the project change? The project change involves . . .
 The swapping of uses between different Blocks (involving H, J, C, D, L1, and L2), and a change in how the Project is constructed, from one continuous process to phases, and corresponding revisions to the Record of Decision granting the Phase One waiver.
 See full project change description beginning on page 3.

Date of ENF filing or publication in the Environmental Monitor: June 11, 2008

Was an EIR required? Yes No; if yes,
 was a Draft EIR filed? Yes (Date:) No
 was a Final EIR filed? Yes (Date:) No
 was a Single EIR filed? Yes (Date:) No

Have other NPCs been filed? Yes (Date(s):) No

If this is a NPC solely for lapse of time (see 301 CMR 11.10(2)) proceed directly to "ATTACHMENTS & SIGNATURES" on page 8.

PERMITS / FINANCIAL ASSISTANCE / LAND TRANSFER

List or describe all new or modified state permits, financial assistance, or land transfers not previously reviewed:

Federal stimulus funding has been requested for the previously proposed relocation of Northern Avenue.

Are you requesting a finding that this project change is insignificant? (see 301 CMR 11.10(6))

Yes No; if yes, attach justification.

Are you requesting that a Scope in a previously issued Certificate be rescinded?

Yes No; if yes, attach the Certificate

Are you requesting a change to a Scope in a previously issued Certificate? Yes No; if yes, attach Certificate and describe the change you are requesting:

This Project change, however, involves the swapping of uses between Blocks that were the subject of a Phase One waiver, so the Proponent is requesting a change to the Record of Decision granting the Phase One waiver. The Phase One waiver included Blocks A, H, and J. Block A will remain the same. Blocks H and J have traded uses; Block H will now be used for the proposed chapel, and Block J will now be used for a building containing retail/entertainment and residential uses.

Summary of Project Size & Environmental Impacts	Previously reviewed	Net Change	Currently Proposed
LAND			
Total site acreage	23	0	23
Acres of land altered	23	0	23
Acres of impervious area	20	0	20
Square feet of bordering vegetated wetlands alteration	0	0	0
Square feet of other wetland alteration	0	0	0
Acres of non-water dependent use of tidelands or waterways	1.64	0	1.64
STRUCTURES			
Gross square footage	6.5 million	0	6.5 million
Number of housing units	2,500	0	2,500
Maximum height (in feet)	240	0	240
TRANSPORTATION			
Vehicle trips per day			
Unadjusted	99,116	0	99,116
Adjusted for mode split	24,660	0	24,660
Parking spaces	6,500	0	6,500

WATER/WASTEWATER			
Gallons/day (GPD) of water use	1,087,000	0	1,087,000
GPD water withdrawal	0	0	0
GPD wastewater generation/ treatment	988,000	0	988,000
Length of water/sewer mains (in miles)	0	0	0

Does the project change involve any new or modified:

1. conversion of public parkland or other Article 97 public natural resources to any purpose not in accordance with Article 97? Yes No
 2. release of any conservation restriction, preservation restriction, agricultural preservation restriction, or watershed preservation restriction? Yes No
 3. impacts on Estimated Habitat of Rare Species, Vernal Pools, Priority Sites of Rare Species, or Exemplary Natural Communities? Yes No
 4. impact on any structure, site or district listed in the State Register of Historic Place or the inventory of Historic and Archaeological Assets of the Commonwealth?
Yes No; if yes, does the project involve any demolition or destruction of any listed or inventoried historic or archaeological resources? Yes No
 5. impact upon an Area of Critical Environmental Concern? Yes No
- If you answered 'Yes' to any of these 5 questions, explain below:

PROJECT CHANGE DESCRIPTION (attach additional pages as necessary). The project change description should include:

- (a) a brief description of the project as most recently reviewed
- (b) a description of material changes to the project as previously reviewed,
- (c) the significance of the proposed changes, with specific reference to the factors listed 301 CMR 11.10(6), and
- (d) measures that the project is taking to avoid damage to the environment or to minimize and mitigate unavoidable environmental impacts. If the change will involve modification of any previously issued Section 61 Finding, include a proposed modification of the Section 61 Finding (or it will be required in a Supplemental EIR).

(a) Seaport Square will transform 23 acres of vacant parking lots in the heart of South Boston into a new neighborhood with approximately 6.5 million square feet (sf) of new construction surrounded by approximately six acres (more than 25% of the Project site) of open space. The Project site is generally defined by Northern Avenue, Seaport Boulevard, Congress Street and Summer Street. Comprising twenty city blocks, Seaport Square proposes 20 buildings containing approximately 2.75 million sf of residential (approximately 2,500 units), 1.4 million sf of office and research, 1.25 million sf of retail, 600,000 sf of educational, civic, and cultural uses, 500,000 sf of hotel (approximately 700 rooms) as well as below-grade parking for approximately 6,500 cars. The uses will be organized around two major open spaces, Seaport Square and Seaport Hill, while Seaport Boulevard itself will become an extensively landscaped urban space. The buildings will enliven the urban public realm and streetscape with ground-floor retail and restaurant uses to provide a safe, inviting, and animated pedestrian experience.

(b) The Proponent has continued to discuss the Project with the BRA, state and local agencies, stakeholders and the local South Boston community. With these discussions in mind, and in conjunction with the BRA urban design staff, the Proponent has continued to refine and modify the master plan. The overall program continues to include approximately 6.5 million sf of space; however, uses have moved to different Blocks in some cases. Blocks H and J have swapped uses; Block H will now be used for the proposed chapel, and Block J will now be used for a building containing retail/entertainment and residential uses. Blocks C and D have swapped uses with Blocks L1 and L2. Block C no longer includes office/research space, but will contain retail/entertainment space and residential apartments. Block D no longer includes office/research space, but will contain retail space and residential apartments. Blocks L1 and L2 no longer include residential and retail/entertainment space, but will house office/research space. The changes in use from Blocks C and D to L1 and L2 are intended to address BRA urban design staff and community suggestions that the height and massing be revised to open up Northern Avenue in order to avoid a tunnel-like effect; that entertainment uses should be located at Block C rather than Blocks L1 and L2; and that the visibility of Blocks L1 and L2 be maximized along Seaport Boulevard proximate to the Central Artery/Tunnel connections.

The Project change also includes a change in the timing of Project construction. Due to economic conditions, instead of being built in one continuous process, the Project is anticipated to be built in phases. A preliminary Project schedule is set forth below, although the Proponent may construct the phases in a different sequence if market conditions so warrant. Attachment 5 shows the currently proposed phasing plan.

- ◆ Phase 1: Blocks A, H and J
- ◆ Phase 2: Blocks B, C, D, E/F and G
- ◆ Phase 3: Blocks L1, L2, M1 and M2
- ◆ Phase 4: Blocks K and Q
- ◆ Phase 5: Blocks L3 and L4
- ◆ Phase 6: Blocks L5 and L6
- ◆ Phase 7: Blocks N and P

(c) As described below, Project changes are anticipated to be insignificant relative to the factors listed in 310 CMR 11.10(6).

- (a) **Expansion of the Project.** The proposed changes will be insignificant, not resulting in an increase of height or floor area of more than 10 percent. Project heights will be similar to heights previously reviewed. The total Project floor area will continue to be approximately 6.5 million sf.
- (b) **Generation of further impacts, including an increase in release or emission of pollutants or contaminants during or after completion of the Project.** The proposed changes are not anticipated to be significant or to result in an increase in impacts greater than 25 percent over impacts identified in the ENF.

- (c) **Change in expected date for Commencement of the Project, Commencement of Construction, completion date for the Project, or schedule of work on the Project.** Due to economic conditions, the schedule and phasing of the Project have been adjusted as described above; instead of being built in one continuous process, the Project will now be built in phases. The commencement of construction has been adjusted by one year, from 2009 to 2010, while the anticipated completion date has been adjusted to 2019.
- (d) **Change of the Project site.** The Project site will continue to be generally bounded by Northern Avenue, Seaport Boulevard, Congress Street and Summer Street. No changes to the Project site are anticipated.
- (e) **New application for a Permit or new request for Financial Assistance or a Land Transfer.** It is not anticipated that the changes to the Project will require a new application for a permit. Federal stimulus funding has been requested for the previously proposed relocation of Northern Avenue.
- (f) **For a Project with net benefits to environmental quality and resources or public health, any change that prevents or materially delays realization of such benefits.** The proposed changes do not prevent or materially delay benefits to environmental quality and resources or public health.
- (g) **For a Project involving a lapse of time, changes in the ambient environment or information concerning the ambient environment.** The proposed changes do not involve a lapse of time.

(d) As described in the PNF/ENF, Seaport Square will be a transit-oriented development which will provide significant improvements to the public realm, including two substantial public open spaces, a new MBTA head house, new streets, extensive streetscaping and bicycle and pedestrian friendly areas. These improvements will transform an area which is now made up of parking lots into a new neighborhood within the South Boston waterfront with open spaces, enlivened streets, retail establishments, pedestrian and bicycle ways, and new schools and civic uses.

Environmental sensitivity and long-term sustainability will shape Seaport Square – from the methods and materials used in its construction, to the efficiencies built into the delivery of energy and water to its homes and businesses, to the thoughtful design of the city's streets, pedestrian walkways, open space, and its buildings, to the mandate to devote over one-third of its land to the public realm.

The Proponent will employ energy-efficient technologies; for example, green vegetated roofs will be planted on many buildings, and others will have reflective white roofs, leading to a reduction in the "heat island effect" commonly found in large urban areas. In addition, buildings will use high-performance glazing systems and possibly strategic shading, to reduce heat loss in winter and solar heat gain in summer. The Project's sustainable design elements include the use of low-emitting materials, including adhesives and sealants, paints, and carpet systems.

The Proponent has committed to working toward LEED-ND Silver for the overall Project. The materials used in construction and interiors will include local and recycled content, and construction waste will be recycled to the greatest possible extent. Low-VOC paints, finishes, and carpeting will be chosen, and the refrigerant systems in many buildings will minimize not only detrimental impact to

the ozone layer but also greenhouse gas emissions. Buildings will be designed to take advantage of natural light, maximize open space and minimize light pollution. Through efficient irrigation and plumbing fixtures, water conservation will be maximized. To improve overall efficiencies of delivered energy to discrete blocks, the feasibility of siting a central energy plant with cogeneration capabilities is being investigated.

The Project is expected to contribute approximately \$35 million in linkage funds to the City of Boston, and to generate approximately \$40 million in annual property taxes, state and local hotel occupancy taxes and convention center finance fees and approximately \$25 million annually in sales tax revenue.

New civic, cultural and community contributions include:

- ◆ **Performing Arts Center:** An approximately 1,800 seat, 250,000-sf facility designed for performance arts is proposed to be located on Summer Street. This performing arts center could be used by such arts institutions as the Boston Ballet or the Berklee College of Music, and can provide a new venue for performances to be enjoyed by both tourists and locals. Final determination is dependent on local demand and funding.
- ◆ **Flexible Gallery Space:** A flexible gallery space is proposed adjacent to the largest open space associated with the Project, the Seaport Square Green. The Proponent envisions a space where neighboring artists can show their work, as well as a place for arts classes and community gathering, possibly in coordination with the Institute of Contemporary Art. This arts space will increase community interest and connection to the area.
- ◆ **Educational Facilities:** To attract families to the site, a privately funded Pre-Kindergarten to Grade 1 public pilot school for 200 children is being considered within the Project.
- ◆ **Public Library:** Seaport Square will include a new neighborhood branch of the Boston Public Library to serve area residents and complement the South Boston Branch Library.
- ◆ **Catholic Chapel:** A new facility will be constructed to relocate the existing Our Lady of Good Voyage Chapel to a site that is more conveniently located within the community, providing better access for churchgoers and greater visibility for the new Chapel.

The Project will improve the existing infrastructure in the area, as well as create new infrastructure. Specific contributions include:

- ◆ **New Streets and Sidewalks:** Approximately \$25 million will be spent for new public streets and sidewalks. Improvements to existing public streets will be made and new streets will be constructed including Harbor Street, Autumn Lane and Thompson Street. Based on conversations with the Boston Water and Sewer Commission, National Grid, NSTAR Electric, and others, there will be a need to upgrade distribution infrastructure in the immediate area to serve the needs of the new neighborhood. Currently, it is anticipated that some of this infrastructure will be funded by the Proponent and some will be funded by the utility

companies. Also, a feasibility study is underway to explore co-generation and central energy plant alternatives. Final determination on energy systems and distribution methods will be developed as various schemes are refined.

- ◆ New Pedestrian Connection: As envisioned in the Fort Point Channel Watersheet Activation Plan, a new waterfront way will be created to connect the long-missing Harborwalk link between the Children’s Museum and the Federal Courthouse. Restaurants and outdoor seating will enliven the area during day and evening hours.
- ◆ Northern Avenue Streetscape: The Proponent will contribute \$5 million toward upgrades and improvements to Northern Avenue, including sidewalks, lighting, traffic, and landscaping in the area between the Northern Avenue Bridge and East Service Road.
- ◆ Bridging Grade to Summer Street: An estimated \$10 million will be spent to construct Harbor Street which will bridge the grade separation from Summer Street and Seaport Hill, providing direct access from Summer Street to Seaport Square and the surrounding area.
- ◆ Open Space and Landscape Improvements: The Project includes approximately \$25 million for open space and landscaping improvements, including two new open spaces, Seaport Square and Seaport Hill.
- ◆ Public Art Trail: An emphasis on public art venues is planned to celebrate and support the talent from the nearby neighborhood, drawing many to the site, strengthening connections from Fort Point Channel open spaces to the South Boston waterfront and Seaport Square green and supporting existing institutions, like the ICA and the Children’s Museum.

In addition, Transportation Demand Management measures will be incorporated.

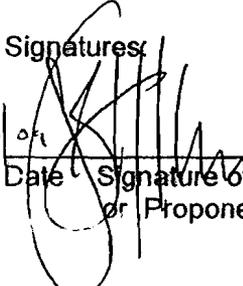
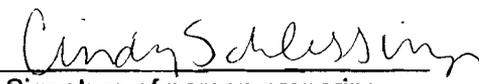
The Project will comply with the MEPA Greenhouse Gas Emissions Policy and Protocol. A Greenhouse Gas analysis will be prepared for the Draft EIR/PIR.

ATTACHMENTS & SIGNATURES

Attachments:

1. Secretary's most recent Certificate on this project
2. Plan showing most recent previously-reviewed proposed build condition
3. Plan showing currently proposed build condition
4. Original U.S.G.S. map or good quality color copy (8-1/2 x 11 inches or larger) indicating the project location and boundaries
5. List of all agencies and persons to whom the proponent circulated the NPC, in accordance with 301 CMR 11.10(7)
6. Phasing plan

Signatures:

<p>3/30/09</p> <p></p> <p>3/30/09</p> <p></p>	<p>Date</p> <p>Signature of Responsible Officer or Proponent</p> <p>Date</p> <p>Signature of person preparing NPC (if different from above)</p>
<p>John B. Hynes, III</p> <p>_____ Name (print or type)</p>	<p>Cindy Schlessinger</p> <p>_____ Name (print or type)</p>
<p>Gale International</p> <p>_____ Firm/Agency</p>	<p>Epsilon Associates, Inc.</p> <p>_____ Firm/Agency</p>
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