



# OFFICE OF THE CITY CLERK

Rosaria Salerno  
City Clerk

Room 601, Boston City Hall, Boston, Massachusetts 02201, 617-635-4600, Fax: 617-635-4658

May 11, 2009

To the City Council

Dear Councilors:

In compliance with the order passed by your Honorable Body December 6, 1976, this is to inform you that the following was filed by the Boston Redevelopment Authority with the City Clerk on May 7, 2009.

Servicenter Chapter 121A Project, Certificate of Project Termination

Respectfully,

Rosaria Salerno  
City Clerk

RS/pt

## CERTIFICATE OF VOTE

The undersigned hereby certifies as follows:

(1) That she is the duly qualified Assistant Secretary of the Boston Redevelopment Authority, hereinafter called the Authority, and the keeper of the records, including the journal of proceedings of the Authority.

(2) That the following is a true and correct copy of a vote as finally adopted at a meeting of the Authority held on April 28, 2009 and duly recorded in this office:

Copies of a memorandum dated April 28, 2009 were distributed entitled "SERVICENTER CHAPTER 121A PROJECT, CERTIFICATE OF PROJECT TERMINATION", which included two proposed votes. Attached to said memorandum were a letter dated April 14, 2009 from Mary T. Marshall, Ropes & Gray LLP and two maps indicating the location of the proposed project.

Ms. Heather, Campisano., Deputy Director of Development Review, addressed the Authority and answered the Members' questions.

On a motion duly made and seconded, it was unanimously

VOTED: That the Boston Redevelopment Authority (the "Authority") in accordance with General Laws Chapter 121A, section 18C, hereby determines and finds with regard to the Servicenter Chapter 121A Project (the "Project"), as follows: (1) that BWH Real Estate Holdings Limited Partnership has carried out its obligations and performed the duties as imposed by General Laws Chapter 121A and the Acts of 1960, Chapter 652, both as amended and applicable (collectively, "Chapter 121A"), to the satisfaction of the Authority; and (2) that the Project is terminated as of February 7, 2009, and thereafter the property which constitutes the Project and BWH Real Estate Holdings Limited Partnership shall no longer be subject to the obligations, except for any outstanding liabilities incurred, nor shall they enjoy the rights, benefits, exemptions and privileges conferred or imposed by Chapter 121A; and

FURTHER VOTED: That the Director of the Boston Redevelopment Authority be, and hereby is, authorized to execute on behalf of the Authority, a Certificate of Project Termination, with regard to the Servicenter Chapter 121A Project. Such Certificate of Project Termination shall be delivered to BWH Real Estate Holdings Limited Partnership, the Department of Revenue of the Commonwealth of Massachusetts and the City of Boston, respectively the City Clerk, the Commissioner of Assessing, Assessing Department and the Collector-Treasurer of the Treasury Department.

The aforementioned 121A TERMINATION is filed in the Document Book at the Authority as Document No. 6960.

(3) That said meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Authority voted in a proper manner and all other requirements and proceeding under law incident to the proper adoption or the passage of said vote have been duly fulfilled, carried out and otherwise observed.

(4) That the document to which this certificate is attached is in substantially the form as that presented to said meeting.

(5) That if an impression of the seal has been affixed below, it constitutes the official seal of the Boston Redevelopment Authority, and this certificate is hereby executed under such official seal.

(6) That John Palmieri is the Director of this Authority.

(7) That the undersigned is duly authorized to execute this certificate.

IN WITNESS WHEREOF, the undersigned hereunto has set her hand this 30<sup>th</sup> day of April, 2009.

BOSTON REDEVELOPMENT AUTHORITY

By:   
Theresa Donovan, Assistant Secretary

LS

May 6, 2009

Ms. Rosaria Salerno, City Clerk, City of Boston  
One City Hall Square, Room 601  
Boston, MA 02201

SUBJECT: SERVICENTER CHAPTER 121A PROJECT, CERTIFICATE OF PROJECT  
TERMINATION

Dear Ms. Salerno:

Pursuant to Section 13, Chapter 652 of the Acts of 1960, I hereby file with the Office of the City Clerk the following material attested by the undersigned as Secretary.

A Certificate of Vote of the Authority adopted on April 28, 2009, approving and adopting the "CERTIFICATE OF PROJECT TERMINATION" vote of the Authority approving said Application and an executed copy of the Approval by His Honor, Mayor Menino dated May 1, 2009, of the foregoing vote.

Attached to the above-mentioned Certificate of Vote and Approval thereof by His Honor, Mayor Menino, is a copy of the aforementioned "SERVICENTER - CERTIFICATE OF PROJECT TERMINATION ...".

Please acknowledge the filing of the foregoing on the copy of this letter and return the same to the undersigned.

Receipt of the aforementioned is hereby  
acknowledged:

Very truly yours,



Theresa Donovan  
Assistant Secretary



AST. City Clerk

May 7, 2009  
Date

**APPROVED:**

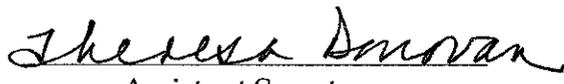
Including, without limiting the generality of the foregoing, the "CERTIFICATE OF PROJECT TERMINATION FOR THE SERVICENTER CHAPTER 121A PROJECT", and the April 28, 2009 vote of the Authority approving said Certificate of Project Termination.

  
\_\_\_\_\_  
Mayor of the City of Boston

5-1-09  
Date

**Attest:**

  
\_\_\_\_\_  
Asst. City Clerk  
City of Boston

  
\_\_\_\_\_  
Assistant Secretary  
Boston Redevelopment Authority

**BOARD APPROVED**

MEMORANDUM

APRIL 28, 2008

**TO:** BOSTON REDEVELOPMENT AUTHORITY AND  
JOHN F. PALMIERI, DIRECTOR

**FROM:** BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT  
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT  
REVIEW

**SUBJECT:** SERVICENTER CHAPTER 121A PROJECT, CERTIFICATE OF PROJECT  
TERMINATION

**SUMMARY:** This Memorandum requests the confirmation of the termination of the Servicenter Chapter 121A Project which consists of a multi-use building consisting of (i) 43,205 square feet in the basement and first floor used for a Materials Handling Center for the attached Brigham and Women's Hospital (connected to it by a tunnel under Francis Street); (ii) a six floor 634 space parking garage operated by the Medical Area Service Corporation ("MASCO"); (iii) 11,850 square feet of commercial/retail space (the Materials Handling Center, parking garage, and commercial/retail space are collectively known as the "Multi-Use Building"); and (iv) an adjoining Pedestrian Park. Specifically, request is hereby made for the following: (1) a determination and finding that BWH Real Estate Holdings Limited Partnership has carried out the obligations and performed the duties imposed on it by Chapter 121A; and (2) the authorization for the Director to execute and deliver a Certificate of Project Termination and related matters.

**PROJECT BACKGROUND**

On January 18, 1979, the Boston Redevelopment Authority (the "Authority") by vote adopted a Report and Decision (the "Report and Decision") on the Servicenter Chapter 121A Project (the "Project") located on Brookline Avenue, Fenwood Road, Francis Street and Binny Street in the Longwood Medical Area of Boston. The vote was approved by the Mayor of the City of Boston (the "Mayor") on February 2, 1979 and filed with the Clerk of the City of Boston ("City Clerk") on February 7, 1979. The Project consists of a multi-use building consisting of (i) 43,205 square feet in the basement and first floor used for a Materials Handling Center for the attached Brigham and Women's Hospital (connected to it by a tunnel under Francis Street); (ii) a six floor 634 space parking garage operated by the Medical Area Service Corporation ("MASCO"); (iii) 11,850

square feet of commercial/retail space (the Materials Handling Center, parking garage, and commercial/retail space are collectively known as the "Multi-Use Building"); and (iv) an adjoining Pedestrian Park. The adjoining Pedestrian Park consists of approximately 12,593 square feet with trees, benches, paving and landscaped areas. The Multi-Use Building located on Parcel 1B (described below) and the Pedestrian Park located on Parcel 2B (described below) are referred to herein collectively as the "Project" and Parcel 1B and Parcel 2B constitute the "Project Area." The Project was approved with for a fifteen (15) year term with an additional fifteen (15) year extension for a total of a thirty (30) year term.

Servicenter Ltd., a Massachusetts limited partnership, was the original Chapter 121A entity approved to own, operate and maintain the Project. The General Partner of Servicenter Ltd. was George Macomber. The original Limited Partners of Servicenter Ltd. were William E. Holland, Aetna Life Insurance Company and Affiliated Hospital Center.

On June 21, 1979, the Authority, by vote, adopted a First Report and Decision Amendment. Such vote was approved by the Mayor on July 19, 1979 and the vote as so approved was filed with the City Clerk on July 26, 1979. The First Report and Decision Amendment, in part, approved the admittance of Thomas W. Cornu and Richard H. Sayre as additional General Partners of Servicenter, Ltd.

On September 4, 1980, the Authority, by vote, adopted a Second Report and Decision Amendment. Such vote was approved by the Mayor on September 23, 1980 and the vote as so approved was filed with the City Clerk on September 25, 1980. The Second Report and Decision Amendment, in part, approved the location of a transformer and brick enclosure within the Project Area.

On August 19, 1992, the Authority, by vote, adopted a Third Report and Decision Amendment. Such vote was approved by the Mayor on September 1, 1992 and the vote as so approved was filed with the City Clerk on September 4, 1992. The Third Report and Decision Amendment, in part, approved the current financing of the Project with Riskpen Funding Company, a subsidiary of Morgan Guaranty Trust Company of New York.

On August 22, 2002, the Authority, by vote adopted a Fourth Report and Decision Amendment. Such vote was approved by the Mayor on August 29, 2002 and the vote as so approved was filed with the City Clerk on September 25, 2002. The Fourth Report and Decision Amendment, approved the transfer of interests in Servicenter Ltd., from individuals to a newly formed corporation, Servicenter, Inc., approved the transfer of a portion of the Project Area that makes up the Pedestrian Park from Servicenter Ltd. to LAMB Associates Limited Partnership ("Lamb Associates"), and approved the refinancing of the portion of the Project that remains under Servicenter Ltd. ownership.

On November 9, 2004, the Authority, by vote adopted a Fifth Report and Decision Amendment. Such vote was approved by the Mayor on November 10, 2004 and the vote as so approved was filed with the City Clerk on November 12, 2004. The Fifth Report and Decision Amendment approved the transfer of the project from Servicenter Ltd. for Parcel 1B and Lamb Associates for Parcel 2B to BWH Real Estate Holdings Limited Partnership, the current owner.

BWH Real Estate Holdings Limited Partnership, (hereinafter, the "Applicant") is made up of a single member LLC as its sole general partner, wholly owned and controlled by The Brigham and Women's Hospital, Inc. (the "BWH").

On November 13, 2008, the Authority, by vote adopted a Sixth Report and Decision Amendment. Such vote was approved by the Mayor on November 14, 2008 and the vote as so approved was filed with the City Clerk on November 20, 2008. The Sixth Report and Decision Amendment approved certain proposed signage for the Project.

The First, Second, Third, Fourth, Fifth and Sixth Report and Decision Amendments are incorporated by reference and made a part hereof. The Report and Decision and the First, Second, Third, Fourth, Fifth and Sixth Report and Decision Amendments are hereinafter referred to collectively as the "Amended Report and Decision."

#### **THE APPLICANT AND THE BRIGHAM AND WOMEN'S HOSPITAL INSTITUTIONAL MASTER PLAN**

In December 2005, BWH filed with the Authority an Institutional Master Plan (IMP) for its campus located on Francis Street in the Longwood Medical Area of the City of Boston. The IMP was approved by the Authority on January 20, 2005, approved by the Boston Zoning Commission on February 9, 2005, and became effective by approval of Mayor Menino on February 10, 2005. In the IMP, the BWH identified the Project as being owned by an entity controlled by the BWH and after the expiration and termination of the Chapter 121A status for the Project (February 7, 2009), the Project will be governed by the IMP.

#### **CERTIFICATE OF PROJECT TERMINATION**

When initially approved, the Project had a base term of 30 years. The Project was to terminate under Chapter 121A on February 7, 2009. By a letter dated April 14, 2009 to the Authority, the Applicant has requested that the Authority confirm the termination of the Project as a Chapter 121A project. In addition, the Applicant acknowledges that under the Section 6A Contract with the City of Boston dated December 14, 2004, the Project may be transferred to The Brigham and Women's Hospital, Inc., and shall pay a Payment In Lieu of Tax (PILOT) to the City.

Notwithstanding the projected termination date, Chapter 121A, §18C, sixth paragraph, requires the Authority to make a determination and find that a Chapter 121A entity has satisfied the obligations and duties imposed by Chapter 121A and to issue a "certificate" evidencing the same. After the "termination date" specified in the "certificate", the Chapter 121A entity will no longer be subject to, except for any outstanding liabilities or contractual obligations, nor will it enjoy the rights and privileges of Chapter 121A and Chapter 652. The Authority acknowledges that all zoning deviations and building code relief requested for the Project and granted in accordance with the Amended Report and Decision, including but not limited to the Sixth Report and Decision Amendment approvals with respect to additional signage for the Project will continue in full force and effect following said termination.

Chapter 121A, §18C, sixth paragraph, (as added to Chapter 121A by the Acts of 1965, Chapter 859, Section 1 and applicable to the Project) provides as follows with emphasis added:

"If the persons or organizations described in this section have carried out their obligations and performed their duties as imposed by this chapter for a period of forty years from the date of approval of a project to the satisfaction . . . of the Boston Redevelopment Authority, as evidenced by a certificate issued ... by said authority . . . , they shall thereafter no longer be subject to the obligations of this chapter nor enjoy the rights and privileges hereby granted."

### RECOMMENDATION

Staff is not aware of any defaults or violations by BWH of the terms of the Regulatory Agreement, dated December 15, 2004, or other applicable agreements with other government agencies or the provisions of Chapters 121A and 652.

It is therefore recommended that a determination and finding be made that BWH has satisfied all of the applicable obligations and duties imposed on it under Chapter 121A and Chapter 652, and therefore a Certificate of Project Termination should be issued. When issued, counterparts of the certificate will be sent to or filed with the Applicant, the City of Boston, respectively the City Clerk, the Collector-Treasurer, Treasury Department and the Commissioner of Assessing, Assessing Department, and also with the state Department of Revenue.

Appropriate votes follow:

**VOTED:** That the Boston Redevelopment Authority (the "Authority") in accordance with General Laws Chapter 121A, section 18C, hereby determines and finds with regard to the Servicenter Chapter 121A Project

(the "Project"), as follows: (1) that BWH Real Estate Holdings Limited Partnership has carried out its obligations and performed the duties as imposed by General Laws Chapter 121A and the Acts of 1960, Chapter 652, both as amended and applicable (collectively, "Chapter 121A"), to the satisfaction of the Authority; and (2) that the Project is terminated as of February 7, 2009, and thereafter the property which constitutes the Project and BWH Real Estate Holdings Limited Partnership shall no longer be subject to the obligations, except for any outstanding liabilities incurred, nor shall they enjoy the rights, benefits, exemptions and privileges conferred or imposed by Chapter 121A; and

**FURTHER  
VOTED:**

That the Director of the Boston Redevelopment Authority be, and hereby is, authorized to execute on behalf of the Authority, a Certificate of Project Termination, with regard to the Servicer Chapter 121A Project. Such Certificate of Project Termination shall be delivered to BWH Real Estate Holdings Limited Partnership, the Department of Revenue of the Commonwealth of Massachusetts and the City of Boston, respectively the City Clerk, the Commissioner of Assessing, Assessing Department and the Collector-Treasurer of the Treasury Department.



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→ PL McCann

B.R.A.

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April 14, 2009

Mary T. Marshall  
617-951-7177  
617-235-0870 fax  
mary.marshall@ropesgray.com

John F. Palmieri  
Director  
Boston Redevelopment Authority  
Boston City Hall, 9th Floor  
One City Hall Square  
Boston, MA 02201

Re: Request for Certificate of Termination  
Servicecenter Chapter 121A Project (the "Project")

Dear Director Palmieri:

This letter is intended to serve as a request that the Boston Redevelopment Authority (the "Authority") issue a Certificate of Termination for the above-referenced Project on behalf of BWH Real Estate Holding Limited Partnership, the current Owner/Applicant.

The Project was first approved by the Authority as a 121A Project on January 18, 1979, approved by the Mayor on February 2, 1979 and filed with the City Clerk on February 7, 1979, which is the effective date for the term of the 121A Project approval. The Report and Decision for the Project has been amended six times (the "Report and Decision"), most recently in November of 2008 to allow for changes in Project signage.

The Project as approved by the Authority has a term of thirty years, which term has not been amended or extended. The 121A approval in effect for the Project has therefore expired by its own terms on and after February 7, 2009. Pursuant to the provisions of the Project's Report and Decision any of the zoning deviations granted in the Report and Decision shall survive the expiration or earlier termination of the Project under M.G.L. Chapter 121A and Chapter 652 of the Acts of 1960 (each as amended).

The reason for requesting the Certificate of Termination is to have a record of such termination on file with the relevant agencies involved in the approval of the Project, in particular the Authority, the Assessing Department and the Massachusetts Department of Revenue. It is the intent of the applicant to transfer ownership of the Project to The Brigham and Women's Hospital, Inc. (the "Hospital"), a Massachusetts not-for-profit corporation organized under M.G.L. c. 180 and exempt as a charitable corporation under Section 501(c)(3) of the Internal Revenue Code. The

ROPES & GRAY LLP

John F. Palmieri

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April 14, 2009

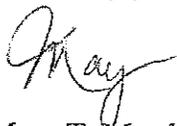
Applicant/Owner will file the required excise tax returns with DOR and make any required payments in accordance with the 6A Contract.

As is reflected in Section 1.d.(iii) of the 6A Contract, at the expiration of the term of the 121A approvals for the Project, the Project and the Project Area may be transferred to the Hospital, at which point the City will receive a Payment in Lieu of Tax (PILOT) payment for the improvements comprising the Project for a term of fifteen (15) years. It is the intention of the Applicant/Owner to transfer the Project and Project Area to the Hospital and to commence payment of the PILOT as contemplated in the 6A Contract and PILOT agreement copies of which have previously been provided to the Authority. Upon the transfer and filing of the required tax returns with the DOR and Assessing Department as appropriate, the former Applicant/Owner entity will be dissolved.

We appreciate your kind consideration of request for termination.

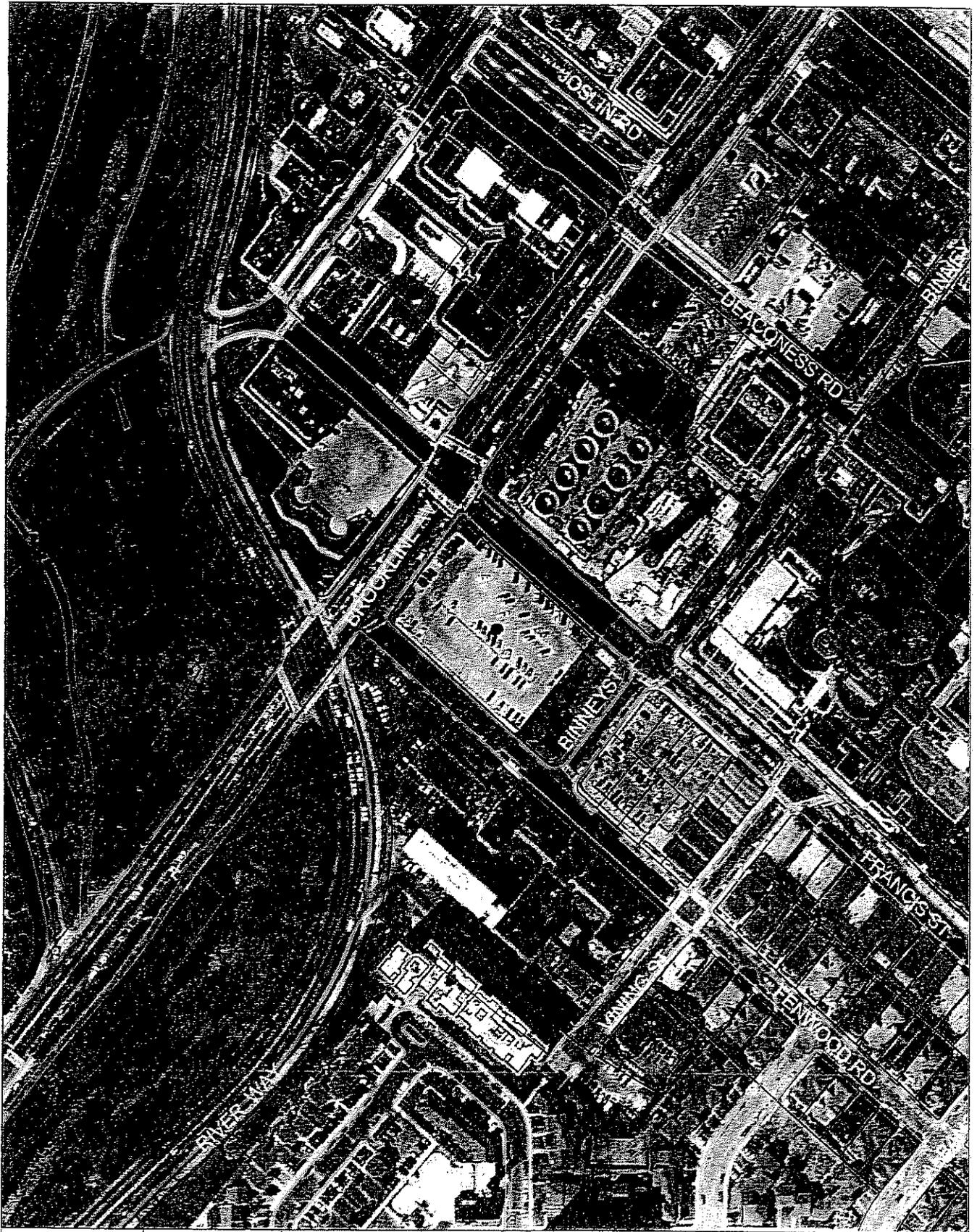
Please do not hesitate to contact me should you have any questions with respect to the request set forth above.

Very truly yours



Mary T. Marshall

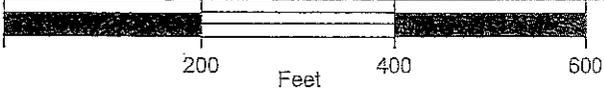
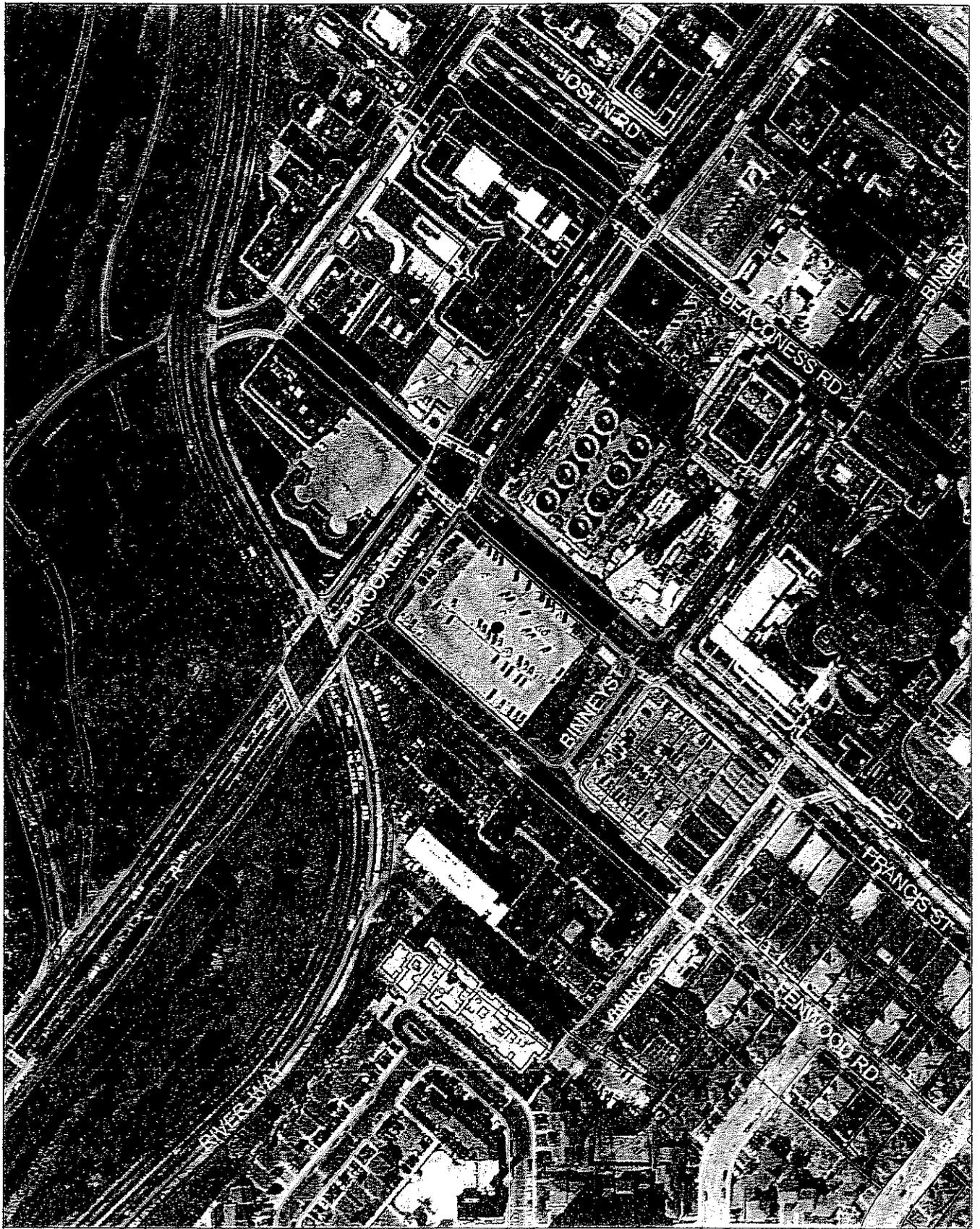
cc: Kevin J. Morrison, Esq.  
Renee M. LeFevre, Esq.  
Matthew Englander  
Arthur Mombourquette  
Stephen M. Dempsey  
Kimball Hull, Esq.



200 Feet 400 600

ServiCenter  
Boston Redevelopment Authority





ServiCenter  
Boston Redevelopment Authority



Honorable Thomas M. Menino  
Mayor of Boston  
One City Hall Square  
Boston, Massachusetts 02201

May 1, 2009

SUBJECT: SERVICECENTER CHAPTER 121A PROJECT, CERTIFICATE OF PROJECT  
TERMINATION

Dear Mayor Menino:

At the regular meeting of April 28, 2009, the Authority (the "Authority") approved and adopted a document entitled "CERTIFICATE OF PROJECT TERMINATION". The adoption of this document constitutes approval by the Authority.

Enclosed herewith for your review are four copies of the "SERVICENTER CERTIFICATE OF PROJECT TERMINATION..." together with the Application therefore. Attached to each copy of the Certificate of Project Termination is a Certificate of Vote executed by the undersigned as Secretary.

Section 12 of Chapter 652 of the Acts of 1960 provides as follows: "...provided, however, that no vote of the Authority approving a project or any change therein, or making or amending any rule, regulation or standard therefor, shall be in force until approved by the Mayor of said City." Your approval pursuant to Section 12 is respectfully requested.

The Approval Form, which is attached to each set of the aforementioned documents, is in the form previously approved by the City of Boston Law Department.

If the vote of the Authority approving the "CERTIFICATE OF PROJECT TERMINATION..." on the Application meets with your approval, please sign all four copies of the Approval Certificate, one copy of which I am required as Secretary to file with the City Clerk pursuant to Chapter 652 of the Acts of 1960.

Very truly yours,



Theresa Donovan  
Assistant Secretary

Attachments