

MEMORANDUM OF AGREEMENT  
BETWEEN  
SUFFOLK UNIVERSITY AND BOSTON LANDMARKS COMMISSION

This Memorandum of Agreement (“MOA”) is made as of the \_\_\_\_ day of November, 2006, by and between the Boston Landmarks Commission, created pursuant to Chapter 772 of the Acts of 1975, as amended, with offices at One City Hall Plaza, Boston, Massachusetts 02201-1007 (the “Commission”) Suffolk University, a Massachusetts not for profit corporation, with an address at 8 Ashburton Place, Boston, Massachusetts 02108, its successors and assigns (“Suffolk”) The Commission , Suffolk are sometimes hereinafter referred to as the “Parties.”

WHEREAS, the former MDC Headquarters building at 20 Somerset Street (“Property”) has been deemed by the Massachusetts Historical Commission (“MHC”) to be a significant building and meets the criteria of eligibility for individual listing in the National Register of Historic Places; and

WHEREAS, on December 29, 2005, twelve Boston residents filed a petition with the Boston Landmarks Commission (“Commission”) to designate the Property as a Landmark pursuant to Chapter 772 of the Acts of 1975, as amended (“Chapter 772”) with forty-six additional signatures submitted on January 24, 2006; and

WHEREAS, pursuant to a certain Purchase and Sale Agreement by and between the Commonwealth of Massachusetts acting by and through its Division of Capital Asset Management and Maintenance (“DCAM”) and Suffolk dated June 13, 2005, as amended, Suffolk intends to acquire the Property, and to develop the Property by removing the existing building and replacing the same with a new 22-story student residence hall containing approximately 234,000 square feet of floor area with the retention of the two existing facades of the former MDC Headquarters building by the removal and reconstruction of the same (“Project”), all in accordance with the schematic design drawings dated November 16, 2006 and November 20, 2006, prepared by CBT/Childs Bertman Tseckares, Inc. (“Design Drawings”), attached hereto as Appendix A, and the design review protocols to be established among Suffolk, the Boston Redevelopment Authority (“BRA”) and the Commission for further review and refinement of the Design Drawings and project plans ; and

WHEREAS, the Commission neither endorses nor opposes the proposed Project; and

WHEREAS, in accordance with its procedures, the Commission conducted a preliminary hearing on the petition on January 24, 2006, voted to accept the petition and voted to require a study report on the Property; and

WHEREAS, the staff of the Commission at a meeting on July 11, 2006 presented a study report for the Property entitled: “The Metropolitan District Commission (MDC) Headquarters building Study Report” (“Study Report”) which constituted a report on the potential designation of the Metropolitan District Commission Headquarters, 20 Somerset Street, Boston as a

Landmark under Chapter 772 of the Acts of 1975 as amended, such Study Report being reviewed by the Commission, its subcommittee and staff; and

WHEREAS, the Commission, through its establishment of a subcommittee on July 25, 2006, has met with Suffolk and other interested parties including representatives of the petitioners concerning the applicability and potential modification of the Standards and Criteria set forth in the Study Report and in consideration of the MOA as an alternative to designation; and

WHEREAS, Suffolk has filed an Institutional Master Plan Project Notification Form to seek approval from the BRA of an amendment to the Suffolk University Institutional Master Plan to allow for the construction of the Project on the Property in accordance with Article 80, Section 80D of the Boston Zoning Code (“Code”), such process hereinafter referred to as the Institutional Master Plan process; and

WHEREAS, Suffolk has proposed to incorporate, develop, and fund in the Project a first floor museum dedicated to the history of the MDC and the significance of its role as a metropolitan agency through the provision of a serious interpretative effort in educating the general public as to the historical importance of the MDC (“Museum”); and

WHEREAS, the Project will visually establish the importance of an additional property included in the inventory of historic and archeological assets of the Commonwealth, namely the former Boston City Club located at 12-14 Somerset Street and now known as the Suffolk University Frank Sawyer School of Management; and

WHEREAS, Suffolk has proposed to develop a preservation plan for the University as a whole and to incorporate in such preservation plan its properties and buildings (“Preservation Plan”), such undertaking to be developed jointly with input from the Commission and the BRA in the context of Institutional Master Plan process; and

WHEREAS, MHC has determined that demolition of the Property would result in an adverse affect on historic resources, such determination being made under the provisions of 950 CMR 71.00; and

WHEREAS, Suffolk proposes to undertake such Preservation Plan, the Project, and the development of the Museum, provided that Suffolk is allowed to demolish the MDC Headquarters building; and

WHEREAS, the Commission has agreed to accept the provisions of the MOA as outlined in the stipulations that follow in lieu of taking a vote of Landmark designation for the MDC Headquarters building at this time; and

WHEREAS, the Parties hereto agree that if the Project is undertaken, it shall be implemented in accordance with the stipulations that follow; and

WHEREAS, the Parties hereto agree that if Suffolk University does not proceed with the Project, the Commission reserves the right to consider a vote of designation in accordance with Section 4 of Chapter 772 of the Acts of 1975, as amended;

NOW, THEREFORE, the Commission and Suffolk have agreed as follows:

**STIPULATION**

1. Prior to the commencement of any demolition activities on the MDC Headquarters building, Suffolk will ensure that the MDC Headquarters building is documented according to the following recordation requirements set forth in section 2 herein, that one copy of the documentation package which will be subject to the review and approval by staff of the Commission, is submitted to the Commission and the BRA, and that copies of original plans and elevations of the MDC Headquarters building are submitted to the Commission.

2. Photographic documentation of existing conditions of the MDC Headquarters building in the form of 5" x 7" archival quality black and white photographs which are keyed by number to a photograph description sheet and building elevations (exterior) and floor plans (interior). Views of the overall exterior elevations/interior spaces and representative view of architectural details, including, but not limited to, windows, doors, entrance, and moldings will be provided. At least four context views showing the building in relationship to its current setting will be provided. All photographs will be accompanied by negatives and will be archival processed and numbered on the back in pencil, but unmounted and with no affixed labels.

3. Suffolk will work in coordination with appropriate knowledgeable professionals subject to the review and approval by staff of the BLC in developing and funding a Museum with interpretative exhibits on the history of the MDC, and the significance of its role as a metropolitan agency. The Museum will serve as a public educational tool and will be displayed in a minimum of approximately 1100 square feet and adjoining entry corridor on the first floor of the project building. The Museum will display both static and rotating exhibits. Suffolk will employ the services of qualified professional staff to design and install rotating exhibits in conjunction with a Suffolk-appointed advisory board. Suffolk will provide a subcommittee of Commissioners with the opportunity to review and approve the content and design of the proposed static interpretive display. The Museum will be daily accessible to the public from Somerset Street and will be identifiable by exterior signage to be reviewed and approved by staff of the BLC. Suffolk will operate the Museum in perpetuity and funding for the Museum will be ongoing.

4. Suffolk shall undertake the development of a Suffolk University Preservation Plan to guide future preservation efforts by Suffolk, which will include a description of the purpose and scope of the Plan, the University's mission and objectives, its preservation planning goals and objectives, preservation planning issues and methodology. The Preservation Plan shall also contain the existing context of the University and the historical context of the University and the City of Boston downtown area. Additionally, the Preservation Plan shall provide an existing survey of properties owned by Suffolk University, the historical context of each and recommendations with respect to National Register listing and/or Boston Landmark designation. The development of a Preservation Plan shall also take into consideration project review procedures, current plans and proposed undertakings with respect to new construction, renovation of existing buildings and other projects. The Preservation Plan may include other elements as deemed necessary by the Commission and Suffolk University. The Preservation Plan shall be incorporated into the Institutional Master Plan for Suffolk University.

5. The following standards and criteria shall apply, as noted, to the MDC Headquarters building in connection with the demolition of the existing structure, the removal and reconstruction of the north and east elevations (“Primary Elevations,”) and the interior barrel vaulted entry, and the construction (new) of the Project. The Project shall be subject to the review and approval of the staff of the Commission and a subcommittee of Commissioners. Final construction shall match the approved design documents:

- a. Demolition shall be guided by a Salvage Plan subject to the review and approval by staff off the Commission and a subcommittee of Commissioners. Demolition protocols shall ensure the protection and retention of elements identified in the salvage plan to the extent that they will be reused in the reconstructed Primary Elevations and interior barrel vaulted entry, and in the Museum. The Salvage plan shall include the interior barrel vaulted entry, character-defining finishes in the first floor lobby area such as the elevator doors, exterior Somerset Street entry details, and first floor granite, and shall consider granite beltcourses, quoins, window details above the first floor, and parapet details. The reconstruction of the barrel vaulted entry and the Primary Elevations shall be allowed on an alternate area of the building site, provided that such relocation maintains the architectural fabric, order, and orientation of the original Primary Elevations of the MDC Headquarters building.
- b. Demolition shall not be permitted before (i) schematic project plans for the new construction and reconstruction are in place and approved by the BRA and the staff of the Commission and a subcommittee of Commissioners, (ii) the Trustees of Suffolk University have approved the financing of the Project through the authorization of bonds or other financing instruments, and (iii) before the transfer of ownership of the Property from DCAM to Suffolk is complete.
- c. New construction and the reconstruction of the Primary Elevations of the MDC Headquarters Building may be sited on a building base which is approximately 20 feet north of the existing MDC Headquarters Building base. This relocation of the building is allowed in order to provide a more appropriate site utilization plan for both the building and the redeveloped areas of the surrounding plaza.
- d. New construction shall acknowledge the cornice height of the Primary Elevations of the MDC Headquarters building, so that any new construction above the cornice lines shall be set back from the wall planes of the Primary Elevations and shall have appropriate height transitions.
- e. New construction shall be designed to be compatible with and to respect the scale and massing of the original MDC Headquarters building, so that the volume and flat roof form of the original MDC Headquarters building are expressed in the new construction.

- f. New construction shall not obscure the visual relationship between the former Boston City Club located at 12-14 Somerset Street, and the reconstructed Primary Elevations of the MDC Headquarters building.
- g. New construction should not imitate an earlier style, period or method of construction, but the materials and designs used for the new construction shall be compatible with the reconstructed façades.
- h. The north and east façades of the reconstruction shall incorporate a brick façade similar to the brick façade of the MDC Headquarters Building with due regard to the architectural expression of the new building element. The façades of the reconstruction shall also incorporate the existing granite of the MDC Building identified in the salvage plan. These reconstructed facades shall reflect the order, detail, and proportion of the original building, horizontally and vertically.
- i. The reconstructed Primary Elevations of the MDC Headquarters building shall be connected to the new building element so as to retain the sense of the volume of the MDC Building as it previously existed and such façades to be connected to the new building so as to integrate such façades with the balance of the building.

6. The architect for the Project is CBT/Childs Bertman Tseckares, Inc.

7. In addition to the review and approval of the Project by staff of the BLC and a subcommittee of Commissioners cited in item 5., Suffolk agrees to provide the Commission with copies of the all design plans of exterior elevations and details submitted in connection with the Article 80 BRA review process, and further agrees to advise staff of the Commission in a timely manner of any design review meetings with the BRA and to invite participation by Commission representatives.

8. The Commission agrees to review the materials submitted by Suffolk in a timely manner and to comment to Suffolk and the BRA with respect to the design of the Project. Such comments shall be within the time limit established by Article 80 of the Code.

9. The Commission acknowledges that pursuant to and in accordance with Article 85 of the Code, the MDC Headquarters Building, as a building subject to a pending Landmark petition, is subject to Article 85 of the Code and is deemed significant pursuant to the criteria listed in Section 85-5.3 of the Code. The Commission also acknowledges that the MOA is the result of a substantive review by staff and the subcommittee of Commissioners of materials, documentation, and plans submitted by Suffolk, the petitioners, and other interested parties in connection with the Property and Project, that the MOA establishes a predictable process for the demolition of the Property and the undertaking of the Project, that the MOA establishes a waiting period prior to demolition, and that the MOA provides appropriate terms and conditions and the full compliance therewith for the reuse of the Property for the Project. In consideration of the stipulations contained in the MOA and the full compliance therewith, the Commission agrees that the building may be demolished in accordance with the protocols set forth herein, that the

building shall not be subject to the imposition of any further demolition delay controls beyond the provisions of Stipulation 5(b) herein.

IN WITNESS WHEREOF the Parties hereto have caused this instrument to be executed in their behalf by their respective officers thereunto duly authorized as of the day and year first above set forth.

BOSTON LANDMARKS COMMISSION

By: \_\_\_\_\_

SUFFOLK UNIVERSITY

By: \_\_\_\_\_

Limited Joinder

Division of Capital Asset Management and Maintenance (“DCAM”) hereby joins in this MOA and agrees with the Commission and Suffolk that, prior to the transfer of ownership of the Property, DCAM shall not demolish the Property, nor allow Suffolk to demolish the Property.

By: \_\_\_\_\_

Limited Joinder

The BRA hereby joins in this MOA and agrees to cooperate with the Commission and Suffolk in connection with the implementation of the Preservation Plan, the design review procedures for the Project and the Museum.

BOSTON REDEVELOPMENT AUTHORITY

By: \_\_\_\_\_