

The Commonwealth of Massachusetts

No. 10233



Whereas, Boston Redevelopment Authority (BRA) and Economic Development Industrial Corporation (EDIC)

of --Boston-- in the County of --Suffolk-- has applied to the Department of Environmental Protection to -- authorize a continuation in use of approximately 129 acres of filled tidelands, for a mix of water-dependent industrial, nonwater-dependent industrial and commercial uses, and a variety of accessory uses thereto (including, but not limited to facilities for vehicular and pedestrian circulation) as a --Marine Industrial Park (MIP) as defined at 310 CMR 9.02-----

and has submitted plans of the same; and whereas due notice of said application, and of the time and place fixed for a hearing thereon, has been given, as required by law, to the --Office of the Mayor and the City Council-- of the --City-- of --Boston-----

NOW, said Department, having heard all parties desiring to be heard, and having fully considered said application, hereby, subject to the approval of the Governor, authorizes and licenses the said -----


BRA/EDIC-- subject to the provisions of the ninety-first chapter of the General Laws, and of all laws which are or may be in force applicable thereto, to --approve a License in order to authorize continuation in use of approximately 129 acres of filled tidelands, for a mix of water-dependent industrial, nonwater-dependent general industrial and commercial uses, and a variety of accessory uses thereto (including but not limited to facilities for vehicular and pedestrian access and circulation) as an MIP as defined at 310 CMR 9.02.-----

in filled Commonwealth tidelands of --Boston Harbor -- in the -- City-- of -- Boston-- and in accordance with the locations shown and details indicated on the accompanying DEP License Plan No. 10233 (4 sheets) and in Table 7 ("Future Build Out Land Use Matrix") submitted in the License application and attached hereto.

The activities authorized hereby shall be limited to the following: Water-dependent Industrial Use, Nonwater-dependent Industrial and Commercial Uses, and a variety of Accessory Uses thereto.

This information is available in alternate format. Call Donald M. Gomes, ADA Coordinator at 617-556-1057. TDD Service - 1-800-298-2207.

DEP on the World Wide Web: <http://www.mass.gov/dep>

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This License is subject to the following Special and Standard Conditions.

Special Condition #1: The License as conditioned herein shall be the exclusive instrument for authorization of all existing unauthorized structures and uses on the Project Site as of the date of license issuance, as well as for any future structural alterations and changes of use except as may be authorized as a Minor Project Modification pursuant to 310 CMR 9.22. For this purpose, the following general terms shall apply.

- a) The Project Site shall consist of all lands and waters of the South Boston Designated Port Area (DPA) lying within the Boston Marine Industrial Park (BMIP). Structures and uses on BMIP parcels outside the DPA are not subject to this Master License, but may be subject to separate licensing jurisdiction of the Department if located on filled tidelands other than landlocked tidelands.
- b) The only structures and uses that shall be construed as authorized initially by this License are those in compliance with the terms of Special Conditions #2-#4. Certain other uses and structures, as identified in Special Condition #5, may be authorized subsequently as a Minor Revision to the BMIP Master Plan, in accordance with the simplified procedure set forth in Special Condition #6.
- c) As to valid existing licenses (as further described in Table 2, "Summary Chapter 91 Licenses" in the License Application), all terms and conditions of such licenses shall remain in effect for the duration of their respective terms, provided however that such provisions shall not be construed to supersede any provisions of the License.
- d) Any proposed structural alteration or change of use that is not authorized pursuant to this License shall require the filing of a Notice of Project Change (NPC) to MEPA and a new license application to amend said License. No application shall be submitted for a separate license for any structures or uses on the Project Site, including but not limited to Supporting DPA Uses or Temporary Uses.

Special Condition #2: Any DPA parcel within the BMIP, as identified in the License Application (at Figure 5, "Parcel Plan" and Table 4, "Parcel and Building Reference", and attached hereto in Appendix A) may be used in whole or part for water-dependent industrial use and accessory uses thereto, as defined in 310 CMR 9.02. The allocation of space to such uses shall be governed further by the following requirements.

- a) Under no circumstances shall less than 67% of the DPA portion of the total BMIP land area, consisting of all filled tidelands landward of the project shoreline (i.e., the present high water mark) be dedicated exclusively to such water-dependent industrial uses. Based on parcel area figures provided in the License Application at Table 5 and pages 4-1 (Footnote 2) and 4-7, said DPA land area presently

encompasses a total of approximately 5,618,052 square feet, or approximately 129 acres. For purposes of meeting this requirement, 67% of the combined square footage of all Infrastructure Facilities as defined in 310 CMR 9.02 shall qualify as accessory uses to water-dependent industry. Such infrastructure includes the existing facilities on Parcels G-1, G-2, and Y and assorted roads, parking lots and associated open spaces – together comprising the approximately 11 acres of “common areas” on the Project Site at the time of license application; and any new infrastructure as may be authorized in accordance with the simplified procedure set forth in Special Conditions #5 and #6.

- b) Except as provided in Special Condition #3, the land area to be dedicated exclusively to water-dependent industrial or accessory uses thereto shall include parcels B, C-1, C-2, D, G, K, L, L-1, L-2, M-1, M-2, V, V-1, W, X, and Z in their entirety, as stipulated in the comprehensive, parcel-specific spreadsheet set forth in the License Application (at Table 7, “Future Buildout Land Usage Matrix”). Said spreadsheet (hereinafter “Buildout Matrix”) is attached hereto in Appendix A.
- c) All flowed tidelands on the project site shall be devoted exclusively to water dependent industrial use.

No further review by the Department shall be required for any change of tenancy on a DPA parcel from one water-dependent industrial use to another. However, any structural alterations, as well as changes from water-dependent industrial use to any general industrial or commercial use allowable under the License, shall be subject to further review and approval in accordance with the simplified procedure set forth in Special Conditions #5 and #6.

Special Condition #3: Notwithstanding Special Condition #2(b), the following non-conforming activities may occur on certain parcels on a temporary basis:

In accordance with Chapter 26 of the Acts of 2003, Section 653, Parcel W may be used for the existing FleetBoston Pavilion seasonal entertainment facility until a date 18 months following the filing with the Department of a certificate by the Boston Redevelopment Authority declaring that said authority has identified a water-dependent industrial user for said parcel. During this interim period, all applicable conditions of the Department’s Determination of Applicability issued on February 11, 1999 to BRA/EDIC and DLC Corporation as revised in a letter from the Department to the FleetBoston Pavilion on June 28, 2002, shall remain in full force and effect and are hereby incorporated by reference into this License.

Subparcel TE-77-18 within Parcel M-1 (at the easterly end of Fid Kennedy Avenue) may continue to be used by the CA/T Project for materials storage and other general industrial purposes until July 1, 2007. Afterward, said parcel may be used only for

water-dependent industrial uses or accessory uses thereto, in accordance with the Buildout Matrix.

During any period of interim occupancy, any space devoted to the above non-conforming uses on Parcels W and M-1 shall not be counted toward meeting the minimum requirement for dedication of space to water-dependent industrial use, pursuant to Special Condition #2(a).

Special Condition #4: Except as provided in Special Condition #5(c), general industrial and commercial use of buildings and exterior spaces on each parcel on the Project Site shall be limited to the respective square footage amounts for such uses stipulated in the Buildout Matrix. For purposes of this and other applicable conditions, general industrial use and commercial use shall be defined as nonwater-dependent uses that are allowable in the proposed Waterfront Manufacturing (WM) and Waterfront Commercial (WC) Zoning Districts, respectively, as identified in the License Application (See Figure 6 and accompanying text at p.4-11, as further amended by a 12 January, 2000 letter from the Applicant removing "bakery" as a permissible WC use). Said allowable uses shall be as further defined in section 8-3 of the Master Plan Final Environmental Impact Report dated December 1999 ("Use Definitions", at pp. 8-10 through 8-12), with the exception that general office use shall not be allowable if located in new buildings devoted predominantly to such use. Relevant excerpts of the aforementioned documents are attached hereto as Appendix B.

No further review by the Department shall be required for any change of BMIP tenancy that complies with the use limits and definitions stipulated in this Special Condition, as demonstrated pursuant to the requirements of Special Condition #7.

Special Condition #5: The Licensee may follow a simplified procedure, as set forth in Special Condition #6, to seek authorization for certain Minor Revisions to the BMIP Master Plan. Such revisions shall be limited to the following proposed activities:

- a) maintenance of any unauthorized structure or fill existing on the date of license issuance, and construction of new or expanded structures for water-dependent industrial use on any tidelands or any accessory use thereto that is confined to filled tidelands;
- b) construction of new or expanded structures for general industrial or commercial use that are confined to the locations and footprint sizes stipulated at Figure 7, "Future Buildout" and Table 7, "Future Build Out Land Usage Matrix", respectively, in the License Application and attached hereto in Appendix A, provided the Department has determined that such construction is not eligible for authorization as a Minor Project Modification pursuant to 310 CMR 9.22(3);

- c) nonwater-dependent industrial or commercial use of buildings or exterior spaces that exceeds the parcel-specific square footage limits stipulated in the Buildout Matrix, that requires a variance or other form of exemption from the use

limitations of the allowable zoning district, or that represents a change of use from water-dependent industrial use, provided that:

- i. the activity is proposed on Parcel E, F, F-1, H, I, J, M, N, O, P, R, or S only (i.e. not any parcel reserved exclusively for water-dependent industrial use); and
 - ii. no more than 5% of all filled tidelands on the Project Site will be dedicated to commercial uses as a result of the proposed activity;
- d) construction of any Infrastructure Facilities as defined in 310 CMR 9.02 on filled tidelands; this includes but is not limited to :
- i. expansion or other modification of the existing BMIP road network, except for work on internal parcel roads, improvements to an existing road, work within an existing roadway right-of-way, or other modifications that may be eligible for authorization as a Minor Project Modification pursuant to 310 CMR 9.22(3); and
 - ii. construction of any new walkways or other facilities for public access along or to the project shoreline (i.e., in addition to the existing, previously licensed facilities at Vent 6 Park, Dry Dock Park, Pier 10 Park, and Berth 10).

Any such roadway or access improvements shall be submitted only as part of a comprehensive Master Plan Supplement on Pedestrian and Vehicular Circulation within the BMIP. Said Supplement may include rules governing the publicly accessible areas of the Project Site, as necessary for the protection of public health and safety and to ensure public use and enjoyment by minimizing conflicts between user groups.

Special Condition #6: For structural alterations or changes of use that are eligible for authorization as a Minor Revision to the BMIP Master Plan pursuant to Special Condition #5, the following simplified procedure for further review and approval by the Department shall apply.

- a) The Licensee shall submit: a narrative description (with square footage allocations) of the proposed use program for the parcel(s) in question, and any corresponding proposed revision to the Buildout Matrix; a set of plans and other supporting information as required by 310 CMR 9.11(3)(c); and such other information as the Department deems necessary to determine compliance with the approval standards set forth in subsection (d), below.

- b) Within 30 days of receipt of a complete proposal, notice of the proposed action shall be issued by the Department, published in the next available edition of the *Environmental Monitor*, and distributed by the Licensee to BMIP abutters, previous intervenors, and other appropriate parties as the Department may determine. Previous intervenors shall include all parties who submitted written comments to MEPA on the BMIP Final Master Plan dated December 1999 (as listed in the Certificate of the Secretary dated March 16, 2000) and to the Department during the public comment period on Waterways License Application No. W99-9663-N. Such parties include the Massachusetts Coastal Zone Management Office, Massport, Massachusetts Convention Center Authority, Boston Environment Department, Boston Transportation Department, The Boston Harbor Association, Boston Shipping Association, Conservation Law Foundation, Save the Harbor/Save the Bay, Commercial Lobster Co. Inc., South Boston Design Advisory Committee, Lower End Political Action Committee, and Fort Point Arts Community.
- c) The Department shall accept written public comment on the proposed action for a period of 30 days from the notification date, and shall hold a public hearing within such public comment period for any proposed nonwater-dependent uses. For projects consisting entirely of water-dependent industrial uses or accessory uses thereto, a hearing may be held at the discretion of the Department.
- d) Within 60 days of the close of the public comment period, the Department shall distribute to the Licensee and all interested parties a written decision on the proposed action. Any approval by the Department shall be based on a determination that the proposed action is in compliance with all Special Conditions of the License as well as the following general standards, as applicable.
- i. all proposed structures (new or existing) shall comply with the engineering and construction standards set forth in 310 CMR 9.37;
 - ii. no water-dependent industrial use may be disrupted, displaced or preempted, as required by 310 CMR 9.36(3)-(5);
 - iii. no significant conflict in operation or design incompatibility may occur between proposed facilities for nonwater-dependent uses and those serving water-dependent industrial purposes elsewhere on or within reasonable proximity of the parcel in question, as required by 9.51(1)-(2); and traffic incompatibility/truck routes.
 - iv. all proposed nonwater-dependent uses must be consistent with CZM Policies, as required by 310 CMR 9.54.

- e) Approval of the proposed action shall be subject to appeal in accordance with 310 CMR 9.17, and shall be recorded as an addendum to the License in accordance with 310 CMR 9.18.

Special Condition #7: Ongoing compliance with all conditions of the License shall be demonstrated through the filing with the Department of a Bi-annual BMIP Land Use Report compiled by the Licensee, or by its designee and countersigned by the Boston Redevelopment Authority/Economic Development Industrial Corporation (BRA/EDIC) or other responsible party. Such reports shall be submitted no later than the anniversary of the date of License issuance and shall contain the following information and documentation:

- a) an up-to-date inventory of BMIP uses, including the names of the lessees and their respective parcels, the total square footage of the building footprint and exterior space dedicated to water-dependent industrial use, general industrial use, and commercial and temporary uses; for buildings containing more than one story, the methodology for allocating percentage of use to the building footprint shall be the following: the total useable interior square footage shall be summed, and the percentage of each use shall be transferred proportionately to the footprint of the building in question;
- b) a separate list of all vacant parcels and/or structures and their proposed use, if any;
- c) a corresponding plan prepared by a registered land surveyor or civil engineer showing BMIP parcels, buildings, roads, rail lines, pile-supported structures, vacant areas and water sheet;
- d) a list of all changes of tenancy that have occurred since the previous bi-annual report, accompanied by an explanation of how such changes comply with all applicable conditions of the License; and
- e) a list of actions expected to occur within the next year, including, but not limited to, leases slated to expire and projected changes in use and structural alterations (including new construction).

Special Condition #8: This License shall be valid for a term of sixty-five (65) years from the date of license issuance. By written request of the Licensee at the time of expiration, the Department may grant a renewal of the License for a term of years not to exceed that authorized in the original license.

Special Condition #9: The Licensee shall be subject to an annual compliance fee for nonwater-dependent uses pursuant to 310 CMR 4.00.

Please see following Standard Waterways License Conditions.

Duplicate of said plan, number 10233 is on file in the office of said Department, and original of said plan accompanies this License, and is to be referred to as a part hereof.

STANDARD WATERWAYS LICENSE CONDITIONS

1. Acceptance of this Waterways License shall constitute an agreement by the Licensee to conform with all terms and conditions stated herein.
2. This License is granted upon the express condition that any and all other applicable authorizations necessitated due to the provisions hereof shall be secured by the Licensee prior to the commencement of any activity or use authorized pursuant to this License.
3. Any change in use or any substantial structural alteration of any structure or fill authorized herein shall require the issuance by the Department of a new Waterways License in accordance with the provisions and procedures established in Chapter 91 of the Massachusetts General Laws. Any unauthorized substantial change in use or unauthorized substantial structural alteration of any structure or fill authorized herein shall render this Waterways License void.
4. This Waterways License shall be revocable by the Department for noncompliance with the terms and conditions set forth herein. This License may be revoked after the Department has given written notice of the alleged noncompliance to the Licensee and those persons who have filed a written request for such notice with the Department and afforded them a reasonable opportunity to correct said noncompliance. Failure to correct said noncompliance after the issuance of a written notice by the Department shall render this Waterways License void and the Commonwealth may proceed to remove or cause removal of any structure or fill authorized herein at the expense of the Licensee, its successors and assigns as an unauthorized and unlawful structure and/or fill.
5. The structures and/or fill authorized herein shall be maintained in good repair and in accordance with the terms and conditions stated herein and the details indicated on the accompanying license plans.
6. Nothing in this Waterways License shall be construed as authorizing encroachment in, on or over property not owned or controlled by the Licensee, except with the written consent of the owner or owners thereof.
7. This Waterways License is granted subject to all applicable Federal, State, County, and Municipal laws, ordinances and regulations including but not limited to a valid final Order of Conditions issued pursuant to the Wetlands Protection Act, M.G.L. Chapter 131, s.40.
8. This Waterways License is granted upon the express condition that the use of the structures and/or fill authorized hereby shall be in strict conformance with all applicable requirements and authorizations of the DEP.

This License authorizes structure(s) and/or fill on:

 Private Tidelands. In accordance with the public easement that exists by law on private tidelands, the Licensee shall allow the public to use and to pass freely upon the area of the subject property lying between the high and low water marks, for the purposes of fishing, fowling, navigation, and the natural derivatives thereof.

 X Commonwealth Tidelands. The Licensee shall not restrict the public's right to use and to pass freely, for any lawful purpose, upon lands lying seaward of the low water mark. Said lands are held in trust by the Commonwealth for the benefit of the public.

No restriction on the exercise of these public rights shall be imposed unless otherwise expressly provided in this License. Unless otherwise expressly provided by this License, the Licensee shall not limit the hours of availability of any areas of the subject property designated for public passage, nor place any gates, fences, or other structures on such areas in a manner that would impede or discourage the free flow of pedestrian movement thereon.


The amount of tidewater displaced by the work hereby authorized has been ascertained by said Department, and compensation thereof has been made by the said --- Boston Redevelopment Authority (BRA) and Economic Development Industrial Corporation (EDIC)— by paying into the treasury of the Commonwealth -- ten dollars and zero cents (\$10.00) -- for each cubic yard so displaced, being the amount hereby assessed by said Department (0.0 cubic yards= \$0.00).

Nothing in this License shall be so construed as to impair the legal rights of any person.

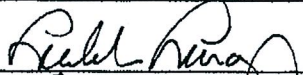
This License shall be void unless the same and the accompanying plan are recorded within 60 days from the date hereof, in the Registry of Deeds for the County of Suffolk.

IN WITNESS WHEREAS, said Department of Environmental Protection have hereunto set their hands this 16th day of March in the year Two Thousand and Five.

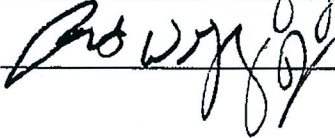
Program Chief



Program Director



Commissioner




Department of
Environmental
Protection

THE COMMONWEALTH OF MASSACHUSETTS

This license is approved in consideration of the payment into the treasury of the Commonwealth by the said – Boston Redevelopment Authority (BRA) and Economic Development Industrial Corporation (EDIC) -- the further sum of Zero Dollars and Zero Cents(\$0.00)-- the amount determined by the Governor as a just and equitable charge for rights and privileges hereby granted in the land of the Commonwealth.

BOSTON

Approved by the Governor.



Governor

Notice of Appeal Rights:

Appeal Rights and Time Limits

The following persons shall have the right to an adjudicatory hearing concerning this decision by the Department to grant or deny a license or permit: (a) an applicant who has demonstrated property rights in the lands in question, or which is a public agency; (b) any person aggrieved by the decision of the Department to grant a license or permit who has submitted written comments within the public comment period; (c) ten (10) residents of the Commonwealth, pursuant to M.G.L. c.30A, §10A, who have submitted written comments within the public comment period; (d) the municipal official in the affected municipality who has submitted written comments within the public comment period; (e) CZM, for any project in the coastal zone, if it has filed a notice of participation within the public comment period; and (f) DEM, for any project in an Ocean Sanctuary, if it has filed a notice of participation within the public comment period. To request an adjudicatory hearing, a Notice of Claim must be made in writing and sent by certified mail or hand delivery to the Department with the appropriate filing fee specified within 310 CMR 4.10 along with a DEP Fee Transmittal Form, within twenty-one (21) days of the date of issuance of this decision and addressed to:

Docket Clerk
Office of Administrative Appeals
Department of Environmental Protection
One Winter Street, 3rd Floor
Boston, MA 02108

A copy of the Notice of Claim must be sent at the same time by certified mail or hand delivery to the applicant, the municipal official of the city or town where the project is located, and the issuing office of the DEP at:

DEP Waterways Regulation Program
One Winter Street, 6th Floor
Boston, MA 02108

Contents of Hearing Request

Under 310 CMR 1.01(6)(b), the Notice of Claim must state clearly and concisely the facts that are the grounds for the request and the relief sought. Additionally, the request must state why the decision is not consistent with applicable laws and regulations.

Pursuant to 310 CMR 9.17(3), any Notice of Claim for an adjudicatory hearing must include the following information:

- (a) the DEP Waterways Application File Number;
- (b) the complete name, address, fax number and telephone number of the applicant;

- (c) the address of the project;
- (d) the complete name, address, fax number, and telephone number of the party filing the request and, if represented by counsel, the name, address, fax number, and phone number of the attorney;
- (e) if claiming to be a person aggrieved, the specific facts that demonstrate that the party satisfies the definition of "person aggrieved" found in 310 CMR 9.02;
- (f) a clear statement that a formal adjudicatory hearing is being requested;
- (g) a clear statement of the facts which are the grounds for the proceedings, the specific objections to the DEP's written decision, and the relief sought through the adjudicatory hearing, including specifically the changes desired in the final written decision; and
- (h) a statement that a copy of the request has been sent to: the applicant and the municipal official of the city or town where the project is located.

Filing Fee and Address

A copy of the Notice of Claim along with a DEP Fee Transmittal Form and a valid check payable to the Commonwealth of Massachusetts in the amount of one hundred dollars (\$100) must be mailed to:

Commonwealth of Massachusetts
Department of Environmental Protection
Commonwealth Master Lockbox
P.O. Box 4062
Boston, Massachusetts 02211

The request will be dismissed if the filing fee is not paid, unless the appellant is exempt or is granted a waiver. The filing fee is not required if the appellant is a city or town (or municipal agency), county, or district of the Commonwealth of Massachusetts, or a municipal housing authority. The Department may waive the adjudicatory hearing filing fee pursuant to 310 CMR 4.06(2) for a person who shows that paying the fee will create an undue financial hardship. A person seeking a waiver must file an affidavit setting forth the facts believed to support the claim of undue financial hardship together with the hearing request as provided above.

Appendix A

- * Table 4, "Parcel & Building Reference"
- * Figure 5, "Parcel Plan"
- * Table 7, "Future Buildout Land Usage Matrix"
- * Figure 7, "Future Buildout"

Note: All tables and figures derived from Waterways
License Application W99-9663-N

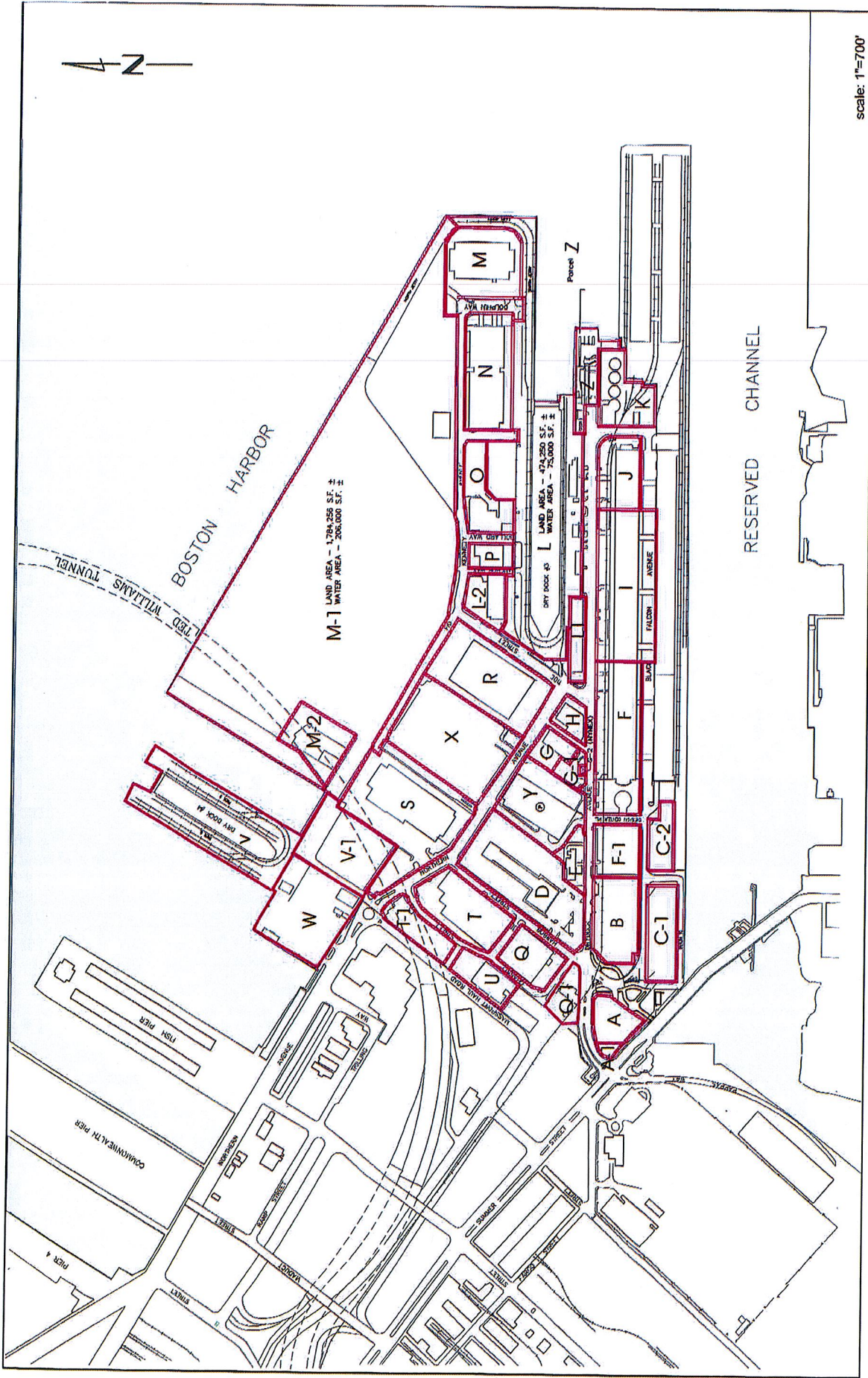
**Table 4
Parcel and Building Reference**

PARCEL	STREET ADDRESS	ZONING/ DPA	LARGEST TENANT/ GENERAL USE	LEASE TERM	CURRENT USE
A	1 Drydock Ave.	I-2	Vacant	N/A	V
A-1	1 Drydock Ave.	I-2	Open Space	N/A	N
B	5 Drydock Ave.	I-2/DPA	North Coast Seafood	65 years; ends January 2065	M
C-1	1 Terminal St.	MER/DPA	Vacant (Berth 10)	N/A	V
C-2	5 Terminal St.	MER/DPA	Vacant	N/A	V
D	6 Drydock Ave. (Bldg. #12)	I-2/DPA	International Cargo Port of New England	21 years; end: Mar. 2003	M
E	10 Drydock Ave. (Bldg. #15)	I-2/DPA	Carpenter's Local Union #33 First Trade Union Savings Bank	17 yrs; end: Jul. 2002 15 yrs; one 5-yr. Option end: Jul. 2002	C
F	1 Design Center Place (Bldg. #114-Sec. E&F)	I-2/DPA	The Design Center	50 yrs; 5-year options end: Mar. 2035	I
F1	Drydock Ave. & Design Center Place	I-2/DPA	Parking	N/A	N
G	339 Northern Ave. (Bldg #20)	I-2/DPA	Paul's Lobster	10 yrs; 2 10-yr. Options end: Oct. 2004	M
G1	20 Drydock Ave.	I-2/DPA	EDIC Maintenance Yard	N/A	N
G2	18 Drydock Ave. (Bldg. #40)	I-2/DPA	NYNEX - switching station	November 2001	N
H	22 Drydock Ave. (Bldg. #49)	I-2/DPA	Arnold A. Jacobson & Assoc. Bitwise Software, Inc. Books and People	Tenant-at-will/ 2 yrs; end: Oct. 1997 One 3-yr. Option 4 years; end: 12/1999 3 1-yr. Option tenant-at-will	I
I	21-25 Drydock Ave. (Bldg. #114-Sec. B,C&D)	I-2/DPA	Newman-Coar Assoc. Bronstein Industrial Center - Boston Harbor Partners Ltd. Partnership	50 yrs; end: 9/2033	I
J	27 Drydock Ave. (Bldg. #114-Sec. A)	I-2/DPA	Drydock Associates	45 yrs; end: 9/2032	I
K	36 Drydock Avenue	DPA/MER	Coastal Cement -Bulk Cement Dist. Terminal	End: 2/14/2010	M
L	Drydock No. 3 (Bldg. #1) (Bldg. #22) (Bldg. #23)	DPA/MER	Boston Ship Repair, Inc. Pumphouse Storage Toilet Facility	5 year license end: 9/2000	M
L1	24-26 Drydock Ave. (Bldg. #21)	I-2/DPA	Vacant.	N/A	V
L2	7 Tide Street (Bldg. #54)	I-2/DPA	Thermo King.	65 years. End: 12/31/65	M

Table 4 (continued)

PARCEL	STREET ADDRESS	ZONING/ DPA	LARGEST TENANT/ GENERAL USE	LEASE TERM	CURRENT USE
M	3 Dolphin Way (Bldg. #31)	DPAMER	Subaru Distributors	20 yrs; end: 7/2004	M
M1	Massport Marine Terminal Fid Kennedy Avenue (Car wash bldg.)	DPAMER	Massport - (sub tenants New Boston 2 and CA/T Project)	99 year lease ends: 2069	M
N	25 Fid Kennedy Ave. (Bldg. #16)	I-2/DPA	Boston Sand & Gravel - Temp. Concrete Batch Plant	5 years end: 10/2000	I
M2	In filled water area Fid Kennedy Avenue	DPAMER	CA/T - Vent Building	Owned in fee by MHD	M
O	19 Fid Kennedy Ave. (Bldg. #29)	I-2/DPA	Au Bon Pain	5 yrs end: 9/30/2002	I
P	3 Anchor Way (Bldg. #14)	I-2/DPA	McDonald Steel	20 yrs end: 6/2002	I
Q	12 Channel St. (Bldg. #32)	I-2	Various tenants (see pg. 4-4)	Varies	I
Q1	4 Drydock Ave. & Channel St.	I-2	Federated Dorchester Neighborhood Houses	1 yr license agreement end: 9/1996	C
R	6 Tide St. (Bldg. #18)	I-2/DPA	J.J. Daly	Pilot Project: Big Dig Diner	I
S	306 Northern Ave. (Bldg. #53)	I-2/DPA	John Nagle and Sons Co.	20 yrs; end: 3/2002	M
S1	310 Northern Ave.	I-2	John Nagle and Sons Co.	20 years; end: 6/2005	M
T	6 Harbor St. (Bldg. #19)	I-2	Boston Freight Terminals	10 yrs; ends 6/2006 with 2 10-year options	M
T1	Northern Ave. & Channel St.	I-2	Boston Freight Terminals	10 yrs; ends 6/2006 with 2 10-year options	M
U	7 Channel St. (Bldg. #17)	I-2	Slavis Seafood	20 yrs end: 8/2003	M
V	300 Northern Ave.	DPAMER	Modern Continental	N/A	V
V1	Dry Dock No. 4	DPAMER	Drydock	N/A	M
W	290 Northern Ave.	DPAMER	BankBoston Pavilion Steam Plant	5 yrs; end 2004	C
X	310-314 Northern Ave.	I-2/DPA	Commercial Lobster A.C. Cruise Lines	tenant at will	M
Y	12 Drydock Ave.	I-2/DPA	Boston Seafood Center, Inc. Parking Garage	tenant-at-will	M
Z	Pier 10 area (34 Drydock Ave.)	DPAMER	Public Park BPD Harbor Patrol Berthing-Lobstermen	under negotiation	N
				N/A	M

C = Commercial
 I = Industrial and Manufacturing Uses (non-water dependent)
 M = Maritime Industrial (water dependent Industrial per 310 CMR 9.00)
 N = Non-Leasable Areas;
 V = Vacant



Prepared By: Fort Point Associates, Inc.

PARCEL PLAN

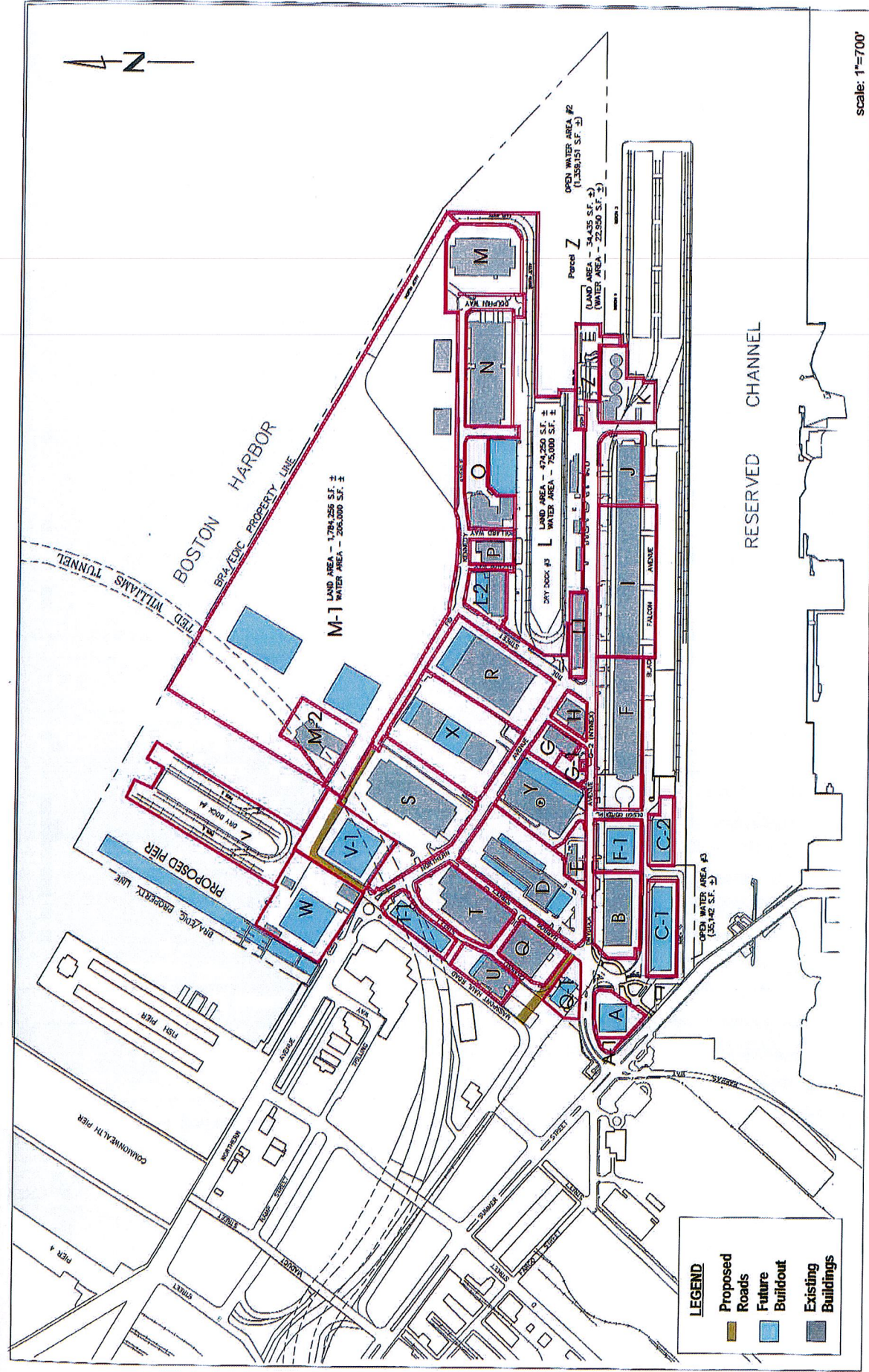
Figure 3-1

Table 7

**MARINE INDUSTRIAL PARK MASTER PLAN¹
FUTURE BUILD OUT LAND USAGE MATRIX**

Parcel ²	Building Area ³			Total Land Use			Building Footprint Use (Based on Building Occupancy)				Area Outside of Building Footprint			
	Parcel Area (sf)	Exis Bldg Footprint	Add. Bldg Footprint	Marine Industrial	General Industrial	Commercial	Building Footprint	Marine Industrial	General Industrial	Commercial	Area Outside Bldg Footprint	Marine Industrial	General Industrial	Commercial
DPA														
B	95,824	70,000	0	95,824	0	0	70,000	70,000	0	0	29,824	0	0	0
C-1	69,249	0	40,000	69,249	0	0	40,000	40,000	0	0	29,249	0	0	0
C-2	41,901	0	20,000	41,901	0	0	20,000	20,000	0	0	21,901	0	0	0
D	217,544	35,000	61,000	217,544	0	0	96,000	96,000	0	0	121,544	0	0	0
E	24,242	6,384	0	24,242	0	0	6,384	6,384	0	0	17,858	0	0	0
F	164,010	70,454	0	123,008	41,003	0	70,454	70,454	0	0	93,556	0	0	17,858
F-1 ⁴	50,468	0	28,000	37,851	0	0	28,000	28,000	0	0	22,468	0	0	23,389
G	31,120	12,774	0	31,120	0	0	12,774	12,774	0	0	18,346	0	0	5,617
H	53,997	14,231	0	53,997	0	0	14,231	14,231	0	0	39,766	0	0	0
I	229,374	103,194	0	202,837	0	0	103,194	103,194	0	0	122,180	0	0	0
J	61,000	34,398	0	61,000	54,900	0	34,398	34,398	0	0	26,602	0	0	0
K	84,643	7,454	0	84,643	0	0	7,454	7,454	0	0	77,189	0	0	0
L	474,290	13,072	36,000	474,290	0	0	49,072	49,072	0	0	425,218	0	0	0
L1	33,141	25,484	0	33,141	0	0	25,484	25,484	0	0	7,657	0	0	0
L2	51,040	18,000	11,000	51,040	0	0	29,000	29,000	0	0	22,040	0	0	0
M	148,150	55,922	0	86,805	0	0	55,922	55,922	0	0	92,228	0	0	0
M1 ⁵	1,661,406	0	129,240	1,661,406	0	0	129,240	129,240	0	0	1,532,166	0	0	0
M2	75,310	24,466	0	75,310	0	0	24,466	24,466	0	0	50,844	0	0	0
N	140,000	85,600	0	140,000	0	0	85,600	85,600	0	0	54,400	0	0	0
O	61,000	34,000	0	61,000	0	0	34,000	34,000	0	0	27,000	0	0	0
P	24,280	12,324	0	24,280	0	0	12,324	12,324	0	0	11,956	0	0	0
R	179,810	85,968	18,000	179,810	0	0	103,968	103,968	0	0	75,842	0	0	0
S	265,594	105,000	0	127,787	127,787	0	105,000	105,000	0	0	150,594	0	0	0
V	270,000	0	0	270,000	0	0	0	0	0	0	270,000	0	0	0
V1	195,000	0	47,000	195,000	0	0	47,000	47,000	0	0	148,000	0	0	0
W	172,000	5,960	47,000	172,000	0	0	52,960	52,960	0	0	119,040	0	0	0
X	211,214	64,000	36,000	211,214	0	0	94,000	94,000	0	0	117,214	0	0	0
Z	34,435	2,000	0	34,435	0	0	2,000	2,000	0	0	32,435	0	0	0
Sub-Total	5,016,042	885,655	487,240	3,885,886	1,072,284	77,852	1,452,905	800,920	30,988	3,663,137	3,064,978	551,297	0	46,864
Percent				77%	21%	2%								
NON DPA ⁶														
A	40,879	0	20,000	40,879	0	0	20,000	20,000	0	0	20,879	0	0	20,879
Q	69,878	35,511	0	69,878	0	0	35,511	35,511	0	0	34,367	0	0	34,367
Q1	26,000	2,000	10,000	26,000	0	0	12,000	12,000	0	0	14,000	0	0	14,000
T	119,447	78,144	0	119,447	0	0	78,144	78,144	0	0	41,303	0	0	41,303
T-1	55,348	0	17,000	55,348	0	0	17,000	17,000	0	0	38,348	0	0	38,348
U	45,310	20,000	5,000	45,310	0	0	25,000	25,000	0	0	20,310	0	0	20,310
Sub-Total	358,862	135,655	52,000	220,105	68,878	187,855	120,144	120,144	36,511	32,000	189,207	99,961	0	34,879
Percent				62%	20%	19%								
TOTAL MIP	5,372,904	1,021,320	519,240	4,086,001	1,142,162	144,741	1,740,360	921,084	62,988	3,837,344	3,164,937	585,664	0	81,743
Percent				76%	21%	3%								

Notes:
 1. Information Source is the BRA
 2. Common facilities not included (Parcels A-1 Park; G-1 EDIC Maint. Yard; G-2 Bell Atlantic Switch Station; Y Parking Garage; and MTA temporary easement) of parcel TE-77-16 within parcel M1.
 Note: Expansion of parking garage currently being designed on Parcel Y
 3. See Table 5 for Existing Land Usage Matrix
 4. Parking lot for Design Center
 5. BankBoston Pavilion is a temporary facility and therefore, not considered an existing building or land use for the purpose of this table
 6. BMIP parcels not within the DPA are not within the Project Site subject to this Lease



Prepared By: Fort Point Associates, Inc.

FUTURE BUILDOUT

Figure 3-5

Appendix B

- * Figure 6: “Proposed Zoning” accompanied by License application text found at 4-11, as amended 1/12/00.

- * FEIR text: “Existing and Proposed Zoning,” pp. 8-10 through 8-12.

The Waterfront Manufacturing District encompasses most of the area previously zoned I-2, (except for two small areas added to the MER District and two parcels added to the Waterfront Commercial District described above). This district promotes a continuation of the existing range of industrial uses while eliminating office and hotel uses that could be incompatible with maritime industrial uses. This district would allow a mixture of maritime industrial uses, including certain industrial supporting office uses described below.

Allowable uses include:

- General Manufacturing
- Industrial Office
- Light Manufacturing
- Maritime-dependent Industrial
- Motor Freight Terminal
- Warehousing

The Waterfront Commercial District encompasses parcels A and Q-1, which are outside of the DPA at the Summer Street gateway to the MIP (see Table 6 – Existing and Proposed Zoning). These areas do not have direct access to the Harbor and are not capable of supporting ship to shore transfers. The parcel locations relate more to the Summer Street corridor than to the Harbor. This district is intended to provide new development opportunities for office and commercial uses in a limited area of the MIP in order to generate revenues for re-investment in the Park.

Allowable uses include

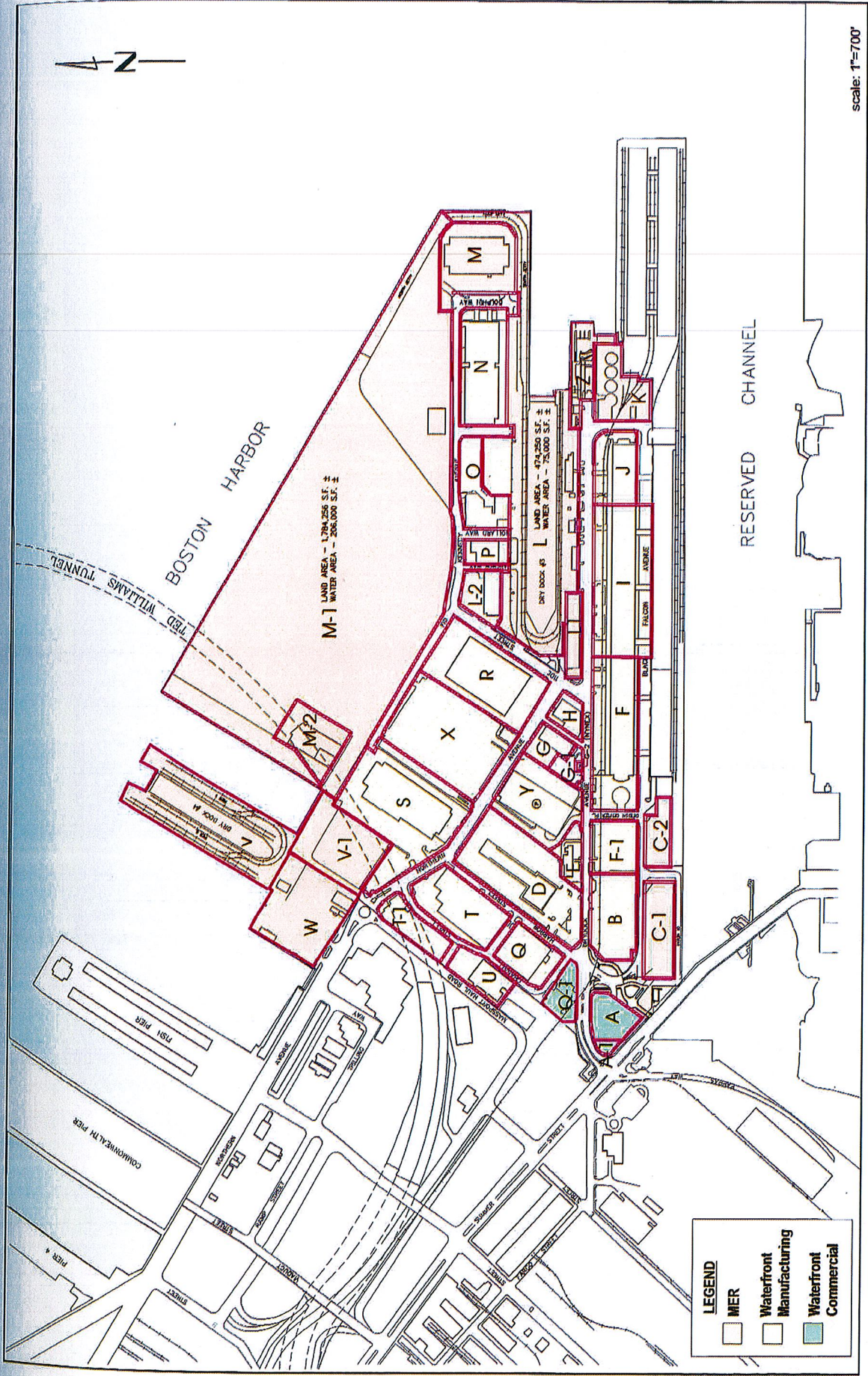
- Banking and Postal Uses
- General Manufacturing
- General Office
- Industrial Office
- Light Manufacturing
- Local Retail Business
- Maritime Dependent Industrial
- Motor Freight Terminal
- Restaurant (under 2,500 sf allowed; otherwise, conditional)
- Warehousing

MER District

The MER District includes all those portions of the MIP located along the shoreline. This district restricts uses to maritime-dependent industrial uses which involve activities that require access to the water, those that transport, store or process waterborne goods, or those that entail seafood processing. The MER zone was established to protect significant maritime properties throughout the Harbor and is more restrictive than the current Chapter 91 regulations. The MER zone boundary also is much more narrowly defined than the current DPA.

Allowable uses include

- Maritime-dependent Industrial



scale: 1"=700'

Prepared By: Fort Point Associates, Inc.

PROPOSED ZONING

Figure 8-1

The Waterfront Commercial District encompasses parcels A and Q-1, which are outside of the DPA at the Summer Street gateway to the MIP. These areas do not have direct access to the Harbor and are not capable of supporting ship to shore transfers. The parcel locations relate more to the Summer Street corridor than to the Harbor. This district is intended to provide new development opportunities for office and commercial uses in a limited area of the MIP in order to generate revenues for re-investment in the Park.

Allowable uses include

- Banking and Postal Uses
- General Manufacturing
- General Office
- Industrial Office
- Light Manufacturing
- Local Retail Business
- Maritime Dependent Industrial
- Motor Freight Terminal
- Restaurant (under 2,500 sf allowed; otherwise, conditional)
- Warehousing

MER District

The MER District includes all those portions of the MIP located along the shoreline. This district restricts uses to maritime-dependent industrial uses which involve activities that require access to the water, those that transport, store or process waterborne goods, or those that entail seafood processing. The MER zone was established to protect significant maritime properties throughout the Harbor and is more restrictive than the current Chapter 91 regulations. The MER zone boundary also is much more narrowly defined than the current DPA.

Allowable uses include

- Maritime-dependent Industrial

Use Definitions

The following definitions will apply to the uses defined above for the MIP:

Banking and Postal Uses

Automatic teller machine; bank; drive-in bank; or post office.

General Manufacturing

Includes plants, factories, mills or other facilities engaged in the mechanical or chemical transformation of materials or substances into new products (which may also include the blending of materials or the assembling of component parts of manufactured products), where such processes do not consist entirely of light manufacturing use and do not include a restricted industrial use. Performance standards, as defined in this Article (Article 80 of the

City zoning code), are applicable to general manufacturing.

General Office

The use of a structure or land principally for office space. Such use shall not involve manufacturing, repair, or storage of materials, goods or products that are physically located on the premises.

Industrial Office

Office use accessory to maritime dependent industrial uses, general manufacturing, light manufacturing, restricted industrial use, research and development, distribution, transportation, or similar use, but not including general office use, agency or professional office or similar uses with an active customer base.

Light Manufacturing

Manufacturing typically having low impacts on the surrounding environment. Light manufacturing includes the design, development, compounding, packaging, processing, fabrication, altering, assembly, finishing, packaging, repairing, servicing, renting, testing, handling or transfer of perishable and non-perishable products.

Local Retail Business

A store primarily serving the local retail business needs of the residents of the neighborhoods, but not constituting an adult bookstore or adult entertainment business, including, but not limited to, store retailing or renting one or more of the following: food, baked goods, groceries, drugs, videos, computer software, tobacco products, clothing, dry goods, books, flowers, paint, hardware, and minor household appliance, but not including a bakery (wholesale manufacturing facility) or liquor store.

Maritime-dependent Industrial

Marine terminals and related structures for the transfer between ship and shore of goods and/or passengers transported in waterborne commerce; facilities associated with marine terminals for the storage of goods transported in waterborne commerce; manufacturing facilities relying on the bulk receipt of shipments of goods by waterborne commerce; wharves, piers, docks, and processing and storage facilities for the commercial fishing industry; dry docks and other facilities related to the construction, servicing, storage, maintenance, or repair of vessel and other marine structures; and other docks, piers, wharves, berths, dolphins, or mooring facilities for tow boats, barges, dredges, ferries, commuter boats, water buses, water taxis, or other vessels engaged in waterborne commerce, port operations, or marine construction.

Motor Freight Terminal

A building or area in which freight brought by truck is assembled and/or stored for routing or reshipment, or in which semi-trailers, including tractor and/or trailer units, and other trucks are parked or stored.

Research and Development

Basic laboratory; or product development or prototype manufacturing.

Restaurant

Lunch room, restaurant, cafeteria, or other place for the service or sale of food or drinks for on-premises consumption, provided that there is no dancing nor entertainment other than phonograph, radio and television, and that neither food nor drink is serviced to, or consumed by persons while seated in motor vehicles. (Note: Under 2,500 sf allowed; otherwise special permit is required).

Warehousing

The holding or storing of goods, wares, or merchandise as a main use in a building, whether for the owner or for others.

Height Limitations

The height limitations will comply with those laid out in the Chapter 91 regulations. The Chapter 91 regulations do not place height restrictions on water-dependent uses. For nonwater-dependent uses, the Chapter 91 regulations impose a 55 foot height restriction for buildings over or within 100 feet of mean high water and an additional 1/2 foot in height is allowed for every foot of separation from the high water mark beyond 100 feet. The height limitations within the proposed zoning districts are provided below.

The MER District currently has a 55 foot height restriction for any use under the City of Boston zoning code with an exception for cranes, silos, storage facilities or other mechanical devices or facilities used for the transfer of goods from land to waterborne vessels or for the processing of such goods while the Chapter 91 regulations impose no height restrictions for water-dependent uses.

The height limitation for the Waterfront Manufacturing District will be 65 feet with 115 feet for Building 114. The 65 foot height limit is generally more restrictive than the Chapter 91 regulations for nonwater-dependent uses. There is, however, a portion of Parcel S within the Chapter 91 55 foot height limit that is recommended as 65 feet. Any future buildings on this portion of the site for nonwater-dependent use will conform to the more restrictive Chapter 91 height limits. Building 114 will have a separate height limit of 115 feet which reflects its current configuration. This building is "grandfathered" under Chapter 91 for height. There are a few other existing buildings which exceed 65 feet today and these buildings will be grandfathered under both zoning and Chapter 91, if applicable.

The height limitation in the Waterfront Commercial District will be 65 feet except where the Chapter 91 regulations are more restrictive. There is a small portion of Parcel A along Summer Street which is designated as 65 feet and which falls under the 55-foot limit of the Chapter 91 regulations. In this case, the Chapter 91 restrictions would be adhered to.

CITY OF BOSTON
PARK AND RECREATION COMMISSIONERS


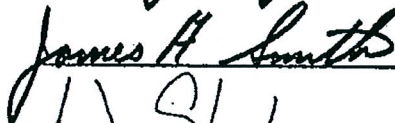
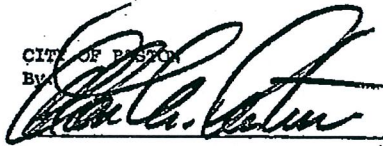
Boston,

, 1978.

WHEREAS, the Metropolitan District Commission on the twenty-second day of June, A. D., 1978, did take a perpetual right and easement in certain land referred to and described in an order of taking, a copy of which has been submitted, which real estate lies in the City of Boston (Brighton District) in the County of Suffolk and Commonwealth of Massachusetts and is shown on a plan to be recorded with said taking entitled "Commonwealth of Massachusetts, Metropolitan District Commission, Engineering Division, Chestnut Hill Park, Brighton, Mass. * * * June 1978, Francis T. Bergin, Chief Engineer," being plan accession number 64374.

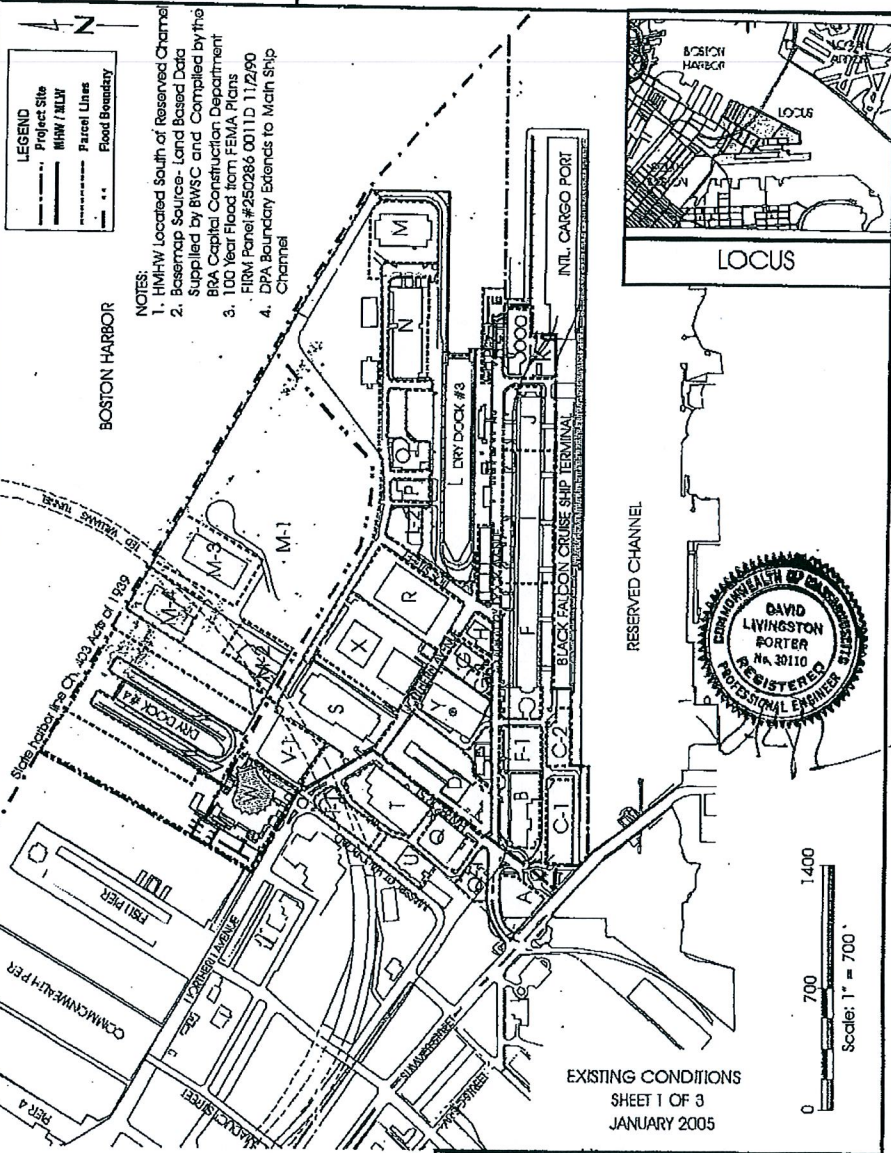
ORDERED: That the Park and Recreation Commissioners in conformity with Section 79 of Chapter 92 of the General Laws, hereby concurs with said Metropolitan District Commission in said taking and in every act, matter and thing connection therewith.

CITY OF BOSTON
BY



I CERTIFY THAT THIS PLAN, AS PREPARED,
 CONFORMS TO THE RULES AND REGULATIONS
 OF THE REGISTERS OF DEEDS OF THE
 COMMONWEALTH OF MASSACHUSETTS

David Livingston Porter

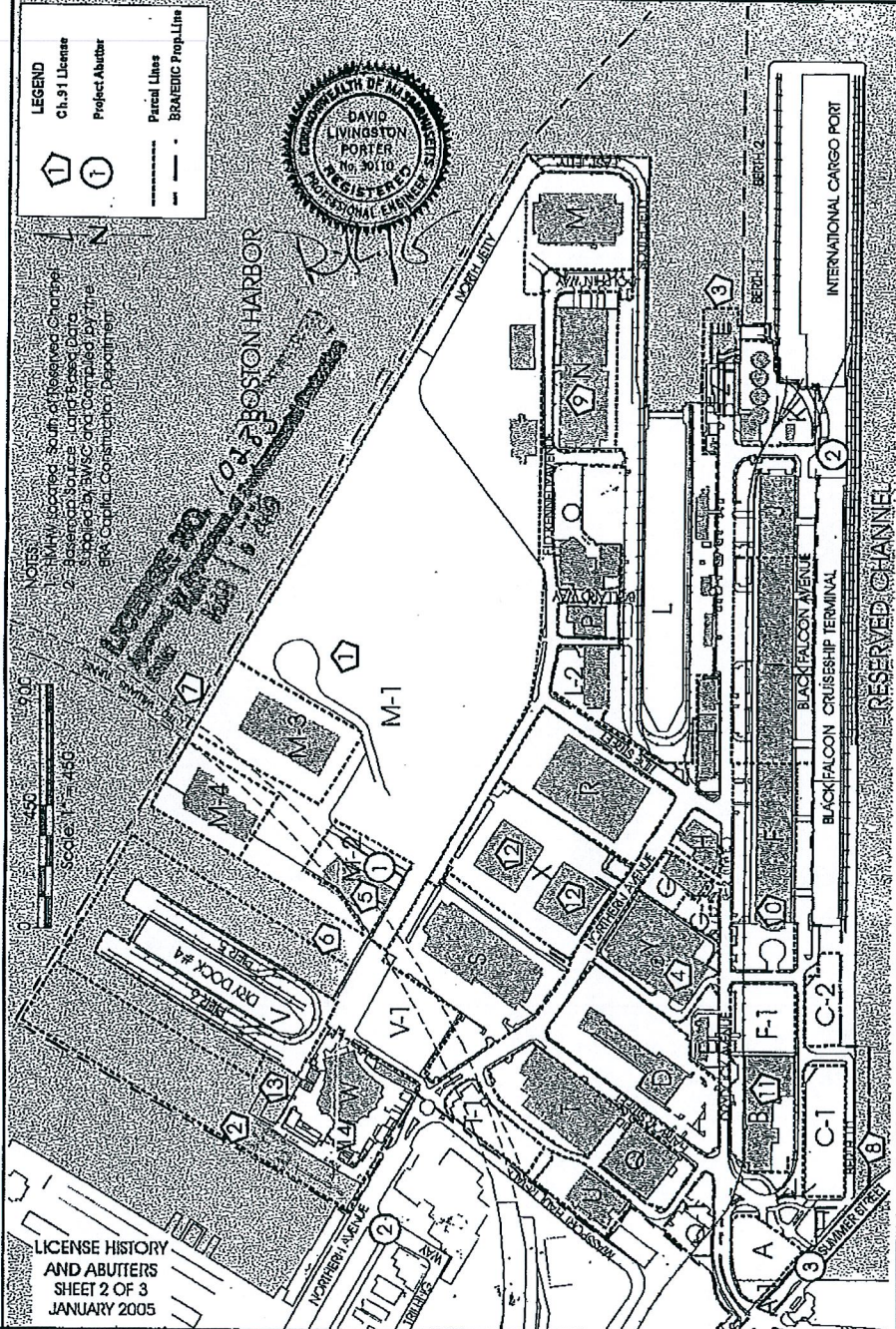
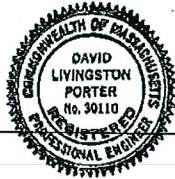


PLANS ACCOMPANYING PETITION OF THE
 BOSTON REDEVELOPMENT AUTHORITY /
 ECONOMIC DEVELOPMENT INDUSTRIAL
 CORP. FOR A CHAPTER 91 LICENSE
 TO AUTHORIZE EXISTING AND PROPOSED
 USES

LICENSE PLAN NO. 10233
 Approved by Department of Environmental Protection
 Massachusetts
Bush
Richard P. ...
 MAR 16 2005

I CERTIFY THAT THIS PLAN, AS PREPARED,
 CONFORMS TO THE RULES AND REGULATIONS
 OF THE REGISTERS OF DEEDS OF THE
 COMMONWEALTH OF MASSACHUSETTS

[Handwritten Signature]



LEGEND
 Ch. 91 License
 Project Abuttor
 Parcel Lines
 BRANDED Prop. Line

NOTES
 1. MAY located South of Reserved Channel
 2. Research Source - Land is not Data
 3. Shaded by WSC and Contained by the
 4. SEA Canal Construction Department

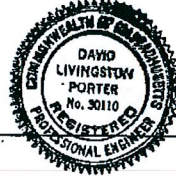
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 0 150 300 450 600 750 900

LICENSE HISTORY
 AND ABUTTERS
 SHEET 2 OF 3
 JANUARY 2005



I CERTIFY THAT THIS PLAN, AS PREPARED,
 CONFORMS TO THE RULES AND REGULATIONS
 OF THE REGISTERS OF DEEDS OF THE
 COMMONWEALTH OF MASSACHUSETTS

DLK



CHAPTER 91 LICENSE HISTORY

ID #	License #	Date	Licensee	Use
①	669	7/18/80	EDIC and Massport	Construct & maintain earth dike/rock dike/fill and drainage
②	1378	6/22/87	VII Corporation	Construct & maintain pile-held floating barges, marginal walkways and finger piers, fuel barge slip and place pile-supported platforms, gangways and timber mooring piles for 10 years.
③	1636	6/22/87	EDIC	Reconstruct & maintain pier
④	2347	5/9/90	EDIC	Construct & maintain vehicular parking facility
⑤	2388	9/30/91	MDPW	Construct & maintain vehicular tunnel and ventilation building
⑥	2920	5/14/92	MDPW	Construct & maintain temporary circular cofferdam and fill
⑦	2907	7/22/92	MHD	Construct & maintain temporary barge loading facility
⑧	3235	2/3/93	EDIC	Reconstruct pier, construct and maintain buildings, ramp and float
⑨	3247	2/19/93	Kiewit, Perini Atkinson and Cashman	Operate & maintain a temporary indoor concrete batch facility
⑩	5317	2/12/98	Boston Design Center and EDIC	Maintain portion of an eight-story building, with associated parking, internal circulation drives, sidewalks, plaza and loading zone
⑪	7917	1999	North Coast Seafood	New Building
⑫	6070 & 5071	1997	Boston Seafood Center	New Building
⑬	7961	6/28/99	EDIC	Water Transit dock and riprap repair
⑭	JD 88-6009 (DOA)	2/11/99	Harborlights Pavilion	To remain at Wharf 8 within South Boston DPA and BMIP on a seasonal basis.

PROJECT ABUTTERS

- ① Massachusetts Turnpike Authority
10 Park Plaza
Boston, MA
- ② Massport
One Harborside Drive
Suite 200S
East Boston, MA 02128
- ③ City of Boston
City Hall
One City Hall Square
Boston, MA 02210



DLK

LICENSE NO. 10233
 Approved by Department of Environmental Resources
 Date MAR 16 2005

CHAPTER 91 LICENSES
 AND ABUTTERS
 SHEET 3 OF 3
 JANUARY 2005

310 CMR: DEPARTMENT OF ENVIRONMENTAL PROTECTION

9.18: continued

(2) Written notice of said recording shall be given to the Department, including an identification of the Registry of Deeds or Land Court in which the license is recorded, the date of recording and the instrument or document number, prior to commencement of the project authorized under the license.

(3) Failure to record the license and accompanying plan within 60 days will render said license void in accordance with 310 CMR 9.26(2)(b)1.

Variations

(1)
writ

9.19: Certificate of Compliance

(1) Within 60 days of the completion of any licensed project, but in no event later than five years from the date of license issuance, or any extension thereof, the applicant shall request in writing that the Department issue a certificate of compliance. The request shall be accompanied by a certification by a registered professional engineer licensed to do business in the Commonwealth that the project was completed according to the plans, specifications, and conditions of the license. The Department may conduct a site inspection at any time to determine compliance prior or subsequent to issuing a certificate. The Department may issue a partial certificate of compliance for a portion of a project if all public benefits associated with such portion have also been provided.

(2)

(2) The license for any project for which such a request is not filed and certificate issued may be revoked pursuant to 310 CMR 9.26(1).

9.20: Authorization of Emergency Actions

In an emergency situation where swift and immediate action is essential to avoid or eliminate a serious and immediate threat to health, safety, or the environment, the Department may approve a project or portion thereof, without a license or permit, in accordance with the following procedures.

(1) A written request shall be submitted to DEP which describes the location, and work to be performed and specifies why the project is necessary for the protection of the health or safety of the public or the environment. Accompanying this request shall be a written statement from a federal, state or municipal agency certifying that there is an emergency and specifying why said project is necessary to avoid or eliminate a serious and immediate threat to public health, safety, or the environment.

(2) Emergency approval shall be issued in writing and shall specify the limits of activities necessary to abate the emergency.

(3) When the necessity for undertaking the emergency action no longer exists, any emergency action taken under 310 CMR 9.20 shall cease until the provisions of 310 CMR 9.00 have been complied with. In any event, the time limit for performance of emergency work shall not exceed 30 days, unless a written extension is approved by the Commissioner or appropriate Regional Director.

(4) In all cases under 310 CMR 9.20, the person performing any emergency work is required to submit a license or permit application in accordance with 310 CMR 9.11 within 30 days of the date of emergency approval unless a written extension is approved by the Commissioner. Following the review of the application, the Department may require any modification to the emergency work that it deems necessary.

(5) In emergency situations where written notice is not feasible, verbal notice to and approval by the Commissioner or appropriate Regional Director may be substituted until written notice can be feasibly submitted.

(6) No work authorized under an emergency approval pursuant to 310 CMR 9.00 may be undertaken without emergency authorization under M.G.L. c. 131, § 40 and 310 CMR 10.00 and M.G.L. c. 30, §§ 61 through 62H, where applicable.

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