

DOC. NO. 6748

ADOPTED: JUNE 6, 2006

MEMORANDUM

TO: BOSTON REDEVELOPMENT AUTHORITY AND
MARK MALONEY, DIRECTOR

FROM: THOMAS MILLER, DIRECTOR OF ECONOMIC DEVELOPMENT
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
RICK SHAKLIK, DEPUTY DIRECTOR FOR ZONING
DAVID CARLSON, SENIOR ARCHITECT

SUBJECT: SOUTH STATION AIR RIGHTS PROJECT - PUBLIC HEARING
CONCERNING SOUTH STATION AIR RIGHTS PROJECT AS A
DEVELOPMENT IMPACT PROJECT AND APPROVAL OF A
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 68
ADJACENT TO SOUTH STATION HEADHOUSE, ATLANTIC AVENUE,
BOSTON, MA

SUMMARY: This Memorandum requests that, in connection with the concurrent public hearings regarding the South Station Air Rights Project (the "Proposed Project"), as further described hereinafter, the Boston Redevelopment Authority (the "Authority"): (1) authorize the Director to petition the Boston Zoning Commission (the "Zoning Commission"): (a) for approval of a zoning map amendment modifying the boundaries of the South Station Economic Development Area and creating a South Station Air Rights Development Sub-Area within the New Economy Area, as hereinafter set forth; and (b) for approval of a text amendment applicable to the South Station Air Rights Development Sub-Area; (2) approve the Proposed Project as a Development Impact Project within the meaning of Section 80B-7 of the Boston Zoning Code (the "Code"); (3) approve a Development Plan for a Planned Development Area (the "PDA") for the Proposed Project; and (4) further authorize the Director to: (a) petition the Zoning Commission of the City of Boston for approval of the PDA for the Proposed Project and the accompanying map amendment to Boston Zoning Map 1C; (b) issue a Certification of Consistency for the Proposed Project, pursuant to Article 80, Section 80C-8 of the Code; (c) issue an Adequacy Determination pursuant to Section 80B-5.5(c) of the Code approving the Final Project Impact Report (the "FPIR"); (d) issue a Certification of Compliance for the Proposed Project in accordance with Article 80, Section 80B-6 of the Code; (e) execute a Development Agreement with the Massachusetts Bay Transportation Authority ("MBTA") to facilitate development of the Proposed Project; and (f) take all actions and execute and deliver all documents deemed necessary and appropriate by the Director in connection with the foregoing, including,

without limitation, executing and delivering an a Development Impact Project Agreement, a Cooperation Agreement, an Affordable Housing Agreement, and a Boston Construction Employment Plan.

BACKGROUND AND INTRODUCTION

TUDC LLC and South Union Station LLC, an affiliate of Hines Interests Limited Partnership ("Proponent"), propose to develop a mixed use development including office, residential, hotel, retail and parking uses to be contained in three main structures to be constructed in air rights over the South Station Transportation Center.

On February 28, 2006, the Proponent filed a Final Project Impact Report for the Proposed Project to the Authority. Notice of this filing was published in the *Boston Herald* on March 2, 2006, and the public comment period for the Final Project Impact Report expired May 15, 2006. On March 31, 2006, the Proponent submitted a proposed Development Plan for the South Station Air Rights Project to the Authority, accompanied by a letter dated March 27, 2006, from the MBTA supporting the approval by the Authority and the Boston Zoning Commission of the Development Plan. Notice of this submission was published in the *Boston Herald*, and the public comment period for the Development Plan expired May 15, 2006. The public notice advertising the Authority's June 6, 2006 public hearing to consider the Proposed Project as a Development Impact Project and for Planned Development Area approval was published in the *Boston Herald* on May 26, 2006.

PROJECT DESCRIPTION

The PDA Area and the Project Parcel: The PDA Area is comprised of two parcels (known as the MBTA Parcel and the Project Parcel) totaling 8.22 acres (358,010 square feet). The PDA Area is generally bounded by the land of the Massachusetts Bay Transportation Authority ("MBTA") to the north, Atlantic Avenue to the west, land of the MBTA (railroad tracks) to the south, and land of the United States Postal Service and BSC Summer Street 121A Limited Partnership to the east. The PDA Area is adjacent to but does not include the existing five story South Station head house located at the intersection of Atlantic Avenue and Summer Street owned by the MBTA. The MBTA Parcel consists of the fee interest in the PDA Area, and the Project Parcel consists of air rights over the MBTA Parcel, which begins at different elevations at various points within the PDA Area.

As of the date hereof, the Project Parcel is owned in part by the MBTA and in part by the Authority. It is anticipated that the portion of the Project Parcel owned by the MBTA will be conveyed to the Authority and that the Project Parcel in its entirety will

be conveyed to the Proponent by the Authority under a Land Disposition Agreement to be executed between the Authority and the Proponent.

The Proposed Project: The Proposed Project on the Project Parcel consists of three main components: the Phase 1 Building at the portion of the Project Parcel closest to the South Station head house; the Phase 2 Building between the Phase 1 Building and the Phase 3 building; and the Phase 3 Building at the portion of the Project Parcel most distant from the South Station head house. The three primary buildings within the Proposed Project will be linked by a Sky Street.

The Project as shown on the plans attached to the Development Plan will contain approximately 2,190,000 SF (including parking and loading areas for the Proposed Project). However, in order to provide certain flexibility during the Development Review Process by the Authority, the Proposed Project may be modified during the Development Review Process to contain additional SF of up to a maximum of 2,360,000 SF (including parking and loading areas for the Proposed Project) as set forth below and may contain limited modifications in height as set forth below, subject to approval of the Authority during the Development Review Process. Since these limited modifications will result in insignificant differences in impacts than the impacts studied in the FPIR, no further Article 80B review shall be required if such limited modifications are approved during the Development Review Process.

The Proposed Project involves the development of these buildings into a mixed-use development not to exceed 1,935,000 SF exclusive of parking and loading and not to exceed 2,360,000 SF including parking and loading for the Proposed Project. The Proposed Project will contain up to 1,495,000 SF of office use, up to 195,000 of residential use, and up to 245,000 SF of hotel use (approximately 200 rooms), which areas include retail uses on the main hotel lobby level and Sky Street level, and 755 parking spaces.

Phase 1 Building:

The Phase 1 building will consist of a building with an entrance and lobby on the street level adjacent to but separate from the South Station head house and with a main lobby on the Sky Street level which will contain retail, lobbies and service areas. Under Option A for the Phase 1 Building, the Phase 1 Building will contain up to 970,000 SF, and upper levels will be used for office use. The Phase I Building's main axis will align with the axis of the South Station head house and will appear to rise from behind the South Station head house. The building will be up to 636 feet in height to the top of the highest occupiable floor and approximately 678 feet in height to the top of the glass roof feature enclosing the mechanical penthouse. The building will be served by parking and loading in the Project Parking Garage.

Phase 2 Building:

The Phase 2 building will consist of a building with an entrance and lobby on the street level on Atlantic Avenue between the Phase 1 and the Phase 3 Buildings, and with a main lobby and amenities one level above the Sky Street level and retail, additional amenities and service areas on the Sky Street level. The Phase 2 Building will have 2 wings or building elements with a total not to exceed 440,000 SF. One wing not to exceed 195,000 SF will be used for residential use and the other wing not to exceed 245,000 SF will be used as a hotel (of approximately 200 rooms). The residential component will be up to 283 feet in height to the top of the highest occupiable floor and up to 323 feet in height to the top of the mechanical penthouse, and the hotel component will be up to 198 feet in height to the top of the highest occupiable floor and up to 238 feet in height to the top of the mechanical penthouse. The building will be served by parking and loading in the Project Parking Garage.

Phase 3 Building:

The Phase 3 building will consist of a building with an entrance and lobby on the street level on Atlantic Avenue and with a main lobby on the Sky Street level which will contain retail, lobbies and service areas. The Phase 3 Building will contain up to 525,000 SF, and upper levels will be used for office use. The building will be up to 259 feet in height to the top of the highest occupiable floor and up to 279 feet in height to the top of the mechanical penthouse. The building will be served by parking in the Project Parking Garage and by loading in the ground floor level of the Phase 3 Building.

ZONING AND PLANNED DEVELOPMENT AREA

A proposed Zoning Map Amendment and a proposed Zoning Text Amendment are attached as Exhibit A and Exhibit B. The Zoning Map Amendment amends Map 1C as created by Map Amendment No. 230 by incorporating a sliver of land now owned by the MBTA into the South Station Economic Development Area and New Economy Area and by correcting the boundaries of the district as shown on Map 1C of the Boston Zoning Maps to more accurately reflect the boundaries intended by Map Amendment No. 230. The Zoning Map Amendment further creates a South Station Air Rights Development Sub-Area and approves a Development Plan for a Planned Development Area within such Sub-Area. The Zoning Text Amendment amends Article 40 by modifying the height permitted within the South Station Air Rights Development Sub-Area and by specifying the public benefits which must be met by a Planned Development Area within such Sub-Area. Approval of the Zoning Map Amendment and the Zoning Text Amendment require a public hearing before the Zoning Commission.

PROJECT REVIEW

Authority Review: The Proposed Project is being reviewed both under the Large Project Review procedures of Article 80B and the Development Plan Review procedures of Article 80C.

A Notice of Project Change/Project Notification Form ("NPC/PNF") was submitted to the Authority on June 24, 1998. Following the 30 day public comment period, the Authority issued a Scoping Determination on August 10, 1998 which set forth the requirements for the preparation of a Draft Project Impact Report ("DPIR") for the Proposed Project. The Proponent submitted the DPIR to the Authority on October 2, 2000, which initiated a 75 day public comment period. On December 15, 2000, the Authority issued a Preliminary Adequacy Determination for the Proposed Project.

The Proponent filed a Final Project Impact Report ("FPIR") on February 28, 2006, thereby initiating a 75 day public comment period which ended on May 15, 2006. Notice of receipt of the FPIR was published in the *Boston Herald* on March 2, 2006.

The Proponent also seeks to achieve zoning compliance by adoption of a Development Plan for the South Station Air Rights Project PDA. To initiate Planned Development Review under Article 80C of the Code, the Proponent, with the concurrence of the MBTA, submitted a Development Plan and Fact Sheet to the Authority on March 31, 2006. The Development Plan describes the Proposed Project and provides the zoning necessary to construct the Proposed Project. The 45 day public review and comment period for the Development Plan also ended on May 15, 2006.

Throughout the Article 80 review process for the Proposed Project, there has been extensive public involvement. The Proponent, in cooperation with the Authority, consistently undertook to organize community forums and individual meetings. The Proponent conducted more than 100 meetings, meetings with community groups and with abutters, and with public agencies having review or approval jurisdiction over the Project. On April 19, 2006 a meeting on the FPIR was held with city public agencies and on May 3, 2006 a meeting on the FPIR was held with community groups. Also, as part of the Article 80 review process, all Article 80 project documents have been made available for public review at locations accessible to area residents and have been provided to anyone requesting a copy.

The design of the Proposed Project has changed considerably in response to those public reviews and meetings and input from the Federal Aviation Administration ("FAA"). Changes to the Proposed Project are described in detail in Section 2.4 of the FPIR. These included changes to the Proposed Project's building height, changes to avoid construction inside the South Station head house, reduction of the Project's effect on the usable track length in the railyard, expansion of the bus terminal, relocation of

loading docks, reduction in the number of parking spaces, design refinements and reduction of construction impacts.

Boston Civic Design Commission Review: The Proposed Project comes under the jurisdiction of the Boston Civic Design Commission ("BCDC") pursuant to Article 80 of the Code. On April 6, 1999 the BCDC voted conditional approval of the Proposed Project based on its plans proposed at such time. On May 2, 2006, the Boston Civic Design Commission voted to approve the revised schematic design of the Proposed Project, with the condition that the Proponent work with BRA staff on further refinements of the materials, treatment, and animated expression of both the tower top and the new under-tower space; and further, that the Proponent or their designees return as the hotel/residential and mid-rise office building air rights components and the corresponding Atlantic Avenue facades become more fully developed to present the further resolutions of these components to the BCDC.


Coordination with the MBTA: The Proposed Project has been the subject of extensive review by the Massachusetts Bay Transportation Authority, the owner of the improvements currently located on the South Station site. The MBTA is supportive of the Proposed Project and has agreed to convey to the Authority certain air rights and easements (the "MBTA Air Rights") which, together with the air rights currently owned by the Authority, will comprise the Project Site. The MBTA Air Rights will be conveyed at no cost to the Authority, but will be subject to the Proponent's obligation to construct certain transportation improvements, including an expanded bus terminal. At its meeting on May 4, 2006, the MBTA Board of Directors authorized its General Manager to execute and deliver the documents necessary to convey the MBTA Air Rights and effectuate the Proposed Project.

PUBLIC BENEFITS

The Proposed Project will result in many public benefits:


Economic Development and Benefits:

- Development of an underutilized site of crucial importance to the revitalization of the surrounding area.
- Generation of approximately \$12,000,000 in new annual real estate taxes, as well as significant additional hotel and sales taxes.
- Generation of approximately 2,600 construction jobs and approximately 5,960-7,385 permanent jobs, including professional and support jobs.

- 
- Payment of housing and linkage payments as required under Article 80B-7 of the Code.


Transportation Improvements:

- Expenditure of approximately \$39,000,000 for transportation enhancements at South Station Transportation Center, including construction of the Bus Terminal Expansion and an expanded train platform area which will accommodate an intermodal pedestrian connection among the bus, train and subway transportation modes.
- Ancillary improvements to the South Station Transportation Center including modifications to the rotunda, relocation and modification of certain tracks and signals, construction of new electrical substation, and expansion of the railyard ventilation system.



Public Realm/Pedestrian Activity:


- Completion of the street wall along Atlantic Avenue.
- Construction of streetscape improvements including new sidewalks, granite curbs, streetlights, street trees and street furniture.




Housing:

- Addition of residential uses to the South Station area.
- Compliance with the Mayoral Executive Order and the Authority's Guidelines concerning provision of affordable housing units, which requires that 15% of the market rate residential units at the Project qualify as affordable or that contributions towards affordable housing be made to the Affordable Housing Trust Fund.

Sustainable Design Elements:

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- "Green Design" features will be incorporated into the Project, and all of the office space will be LEED certifiable.

PUBLIC BENEFITS CRITERIA



Section 40-11 of the Code, as it will be in effect upon adoption of the proposed Text Amendment, provides that the Authority may approve a Development Plan within the New Economy Area of the South Station Economic Development Area District as meeting the requirement of Section 80C-4 ("Standards for Planned Development Area

Review Approval”) for compliance with the applicable planning and development criteria of Article 40-11 if the Development Plan proposes a plan for development consistent with the goals of the South Station EDA Plan, including specifically the enhancement of intermodal transportation capabilities among rail, bus and subway modes incident to such Proposed Project and the Proposed Project is consistent with transit-oriented development.

The public benefits generated by the Proposed Project satisfy the foregoing public benefit criteria of Section 40-11 of the Code. The Proposed Project enhances the rail and bus transportation capabilities of South Station through construction of an expanded bus terminal, improvements to ventilation, and improvements to pedestrian circulation at South Station among the various modes of transportation. By locating additional development in proximity to rail, bus and subway facilities, the Proposed Project also is a prime example of “transit-oriented” development.

CONCLUSION AND RECOMMENDATIONS

The Proposed Project has been thoroughly studied as part of the Article 80B Large Project Review Process and the Article 80C Development Plan Process. The Proposed Project will enhance the commercial, hotel and residential vitality of the South Station and Dewey Square areas and will create significant new economic and housing opportunities, in a manner consistent with transit-oriented development. The Proposed Project also will provide for improvements at the South Station Transportation Center, will provide for improvements in pedestrian and vehicular circulation, and will enhance the aesthetics of the Site and the surrounding area. The Proposed Project has been shaped to insure that, on balance, it will be beneficial to the public welfare.

As part of the FPIR, the Phase 1 Building Option B was studied which included both office and residential uses in the Phase 1 Building, and the results exhibited negligible (and even less) impact differences between the Proposed Project and the Phase 1 Building Option B. Therefore, the BRA staff recommends that, in the event market forces dictate that residential uses should be combined with office uses in the Phase 1 Building, the Authority, upon the filing of a Notice of Project Change by the Proponent, shall approve an amendment to the Development Plan incorporating the Phase 1 Building Option B, without further review Large Project Review under Article 80B.

Based upon the foregoing, it is recommended that the Authority (A) Approve the proposed Zoning Map Amendment and the proposed Zoning Text Amendment to Article 40; (B) approve: (1) the Development Plan pursuant to Article 80C of the Code; and (2) the Development Impact Project for the Proposed Project within the meaning of Article 80B-7 of the Code; and (C) authorize the Director to: (1) issue an Adequacy Determination regarding the FPIR pursuant to Section 80B-5.5(c) of the Code approving the Proposed Project; (2) issue a Certification of Consistency pursuant to Section 80C-8

of the Code; (3) issue a Certification of Compliance pursuant to Section 80B-6 of the Code; (4) execute a Development Agreement with the MBTA; and (5) take all actions and execute all documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, executing and delivering a Boston Residents Construction Employment Plan, a Development Impact Project Agreement and a Cooperation Agreement.

Appropriate votes follow:

VOTED: That the Director be, and hereby is, authorized to petition the Zoning Commission of the City of Boston for approval of a Map Amendment Application, in substantial accord with the form of Map Amendment Application attached hereto as Exhibit A, and for approval of a Text Amendment Application, in substantial accord with the form of Text Amendment Application attached hereto as Exhibit B; and

FURTHER

VOTED: That the Boston Redevelopment Authority (the "Authority") approves the South Station Air Rights Project (the "Proposed Project") as a Development Impact Project within the meaning of Section 80B-7 of the Code and hereby finds and determines that the Proposed Project conforms to the general plan for the City of Boston as a whole, and that nothing in the Proposed Project will be injurious to the neighborhood or otherwise detrimental to the public welfare; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue an Adequacy Determination which finds that the FPIR adequately describes the impacts of the Proposed Project and which includes any conditions which the Director deems necessary to mitigate such impacts; and

FURTHER

VOTED: That the Director, be and hereby is, authorized to issue a Certification of Compliance for the Proposed Project after the Director has determined that the Proposed Project complies with the (a) conditions of the Adequacy Determination; and (b) to the extent applicable, the following provisions of the Code: (i) Section 80B-7: Development Impact Project Exactions; (ii) Section 80B-8: Disclosure of Beneficial Interest; (iii) Section 80C-8: Planned Development Area Review Certifications; and (iv) Article 28: Boston Civic Design Commission; and

FURTHER

VOTED:

That, in connection with the Development Plan for Planned Development Area for the South Station Air Rights Project (the "Development Plan") presented at a public hearing duly held at the offices of the BRA on June 6, 2006, and after consideration of evidence presented at and in connection with the hearing and in connection with the Proposed Project described in the Development Plan, the BRA finds with respect to the Development Plan that (a) the Development Plan conforms to the general plan for the City as a whole and nothing in the Development Plan will be injurious to the neighborhood or otherwise injurious to the public welfare; (b) the Development Plan is not for a location or Proposed Project for which Planned Development Areas are forbidden by the underlying zoning; (c) the Proposed Project in the Development Plan complies with any provisions of the underlying zoning that establish use, dimensional, design or other requirements for Proposed Projects in Planned Development Areas; (d) the Development Plan complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas, including without limitation the provisions of Section 40-11; (e) the Development Plan conforms to the plan for the district, subdistrict, or similar geographic area in which the Planned Development Area is located, and to the general plan for the City as a whole; (f) on balance, nothing in the Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; (g) the Proposed Project in the Development Plan is in Substantial Accord with the dimensional standards set forth in Section 40-7 (for the South Station Air Rights Development Sub-Area), and with the use regulations set forth in the Development Plan; (h) the Proposed Project in the Development Plan is in compliance with the applicable planning and development criteria of Article 40-11 and proposes a plan for development consistent with the goals of the South Station EDA Plan, including specifically the enhancement of intermodal transportation capabilities among rail, bus and subway modes incident to such Proposed Project and the Proposed Project is consistent with transit-oriented development; and (i) the Development Plan does adequately and sufficiently satisfy all other development plan criteria and specifications for a Planned Development Area as set forth in the Code; and

FURTHER

VOTED:

That the Authority approves the Development Plan for the Planned Development Area No. 68, South Station Air Rights Project, Boston, Massachusetts, in the form presented to the Authority on June 6, 2006; and

FURTHER

VOTED: That the Director is authorized to petition the Zoning Commission for approval of the Development Plan for Planned Development Area No. 68, South Station Air Rights Project, Boston, Massachusetts; and

FURTHER

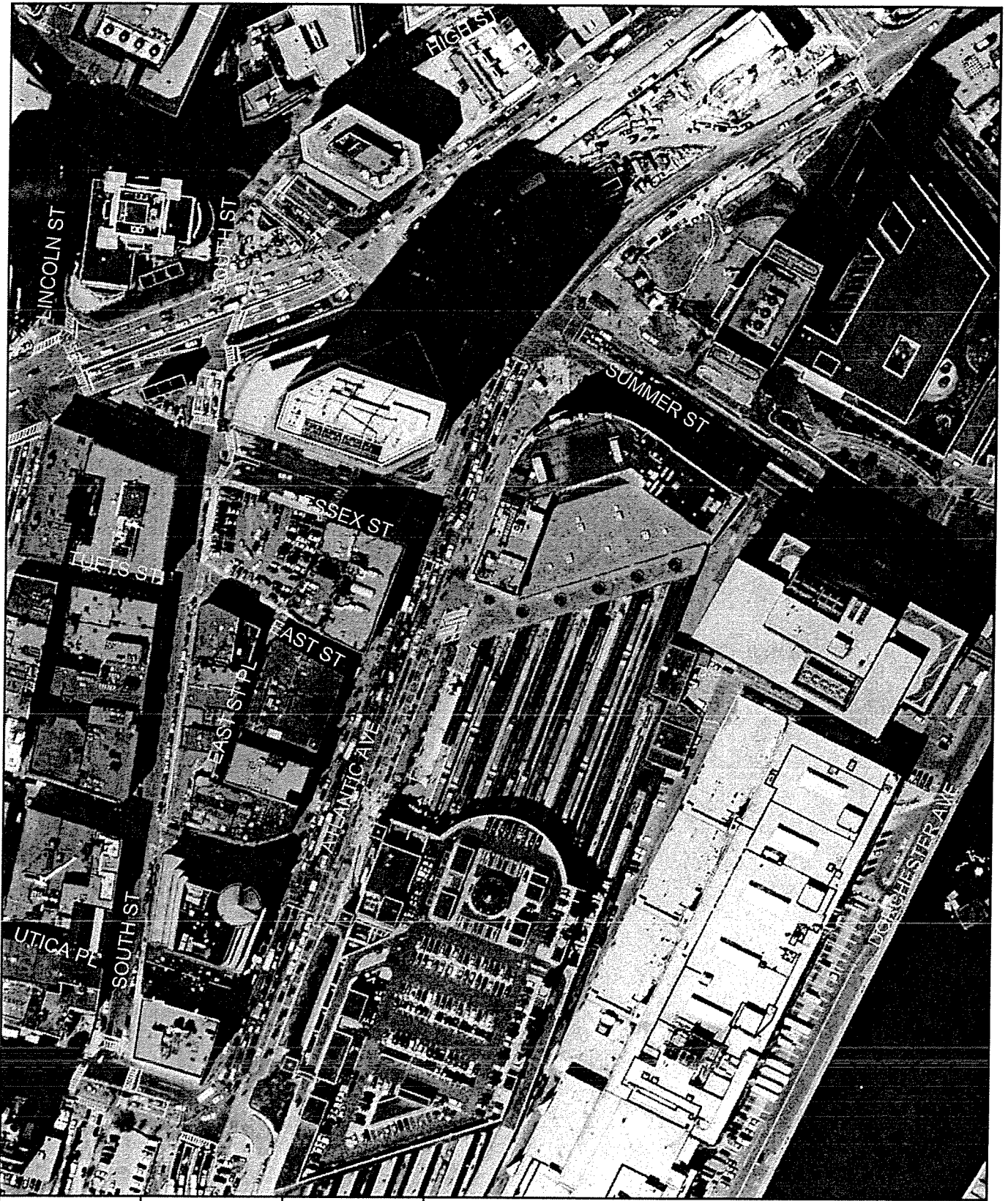
VOTED: That the Director be, and hereby is, authorized further to issue a Certification of Consistency for Planned Development Area Review when the Director finds that (a) the Proposed Project is adequately described in the Development Plan; (b) the Proposed Project is consistent with the Development Plan; and (c) the Development Plan has been approved by the Authority and the Zoning Commission in accordance with the applicable provisions of Section 3-1A.a and Article 80, Section 80C of the Code; and

FURTHER

VOTED: That the Director be, and hereby is, authorized further to execute and deliver all documents deemed necessary and appropriate by the Director in connection with the Proposed Project, including, without limitation, a Development Impact Project Agreement, a Cooperation Agreement, an Affordable Housing Agreement, and a Boston Residents Construction Employment Plan; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute and deliver a Development Agreement with the MBTA to facilitate the development of the Proposed Project, and such other documents deemed necessary by the Director, all in form acceptable to the Director.



200 Feet 400 600

South Station Air Rights
Boston Redevelopment Authority





800 1600 2400
Feet

South Station Air Rights
Boston Redevelopment Authority



Map Amendment Application No. 519
Boston Redevelopment Authority
Planned Development Area No. 68
Map 1C, South Station Economic Development
Area District

MAP AMENDMENT NO. _____

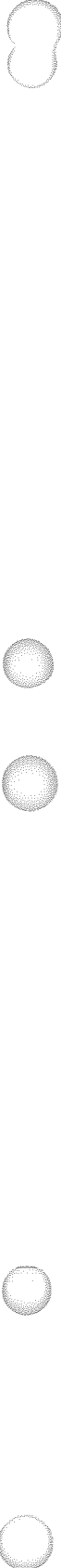
THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby amend "Map 1, Boston Proper" and "Map 1C, South Boston Economic Development Area District" of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, and does hereby approve the Development Plan for Planned Development Area No. 68, as follows:

1. By adding to said Map 1C depicting the South Station Economic Development Area District the area depicted as "Area to be Added to the South Station Economic Development Area" on Appendix A hereto, and by including said land within the New Economy Development Area. Said land is bounded and described on a plan entitled "Plan of Land, Area to be Added to the South Station Economic Development Area," dated May 22, 2006, prepared by Cullinan Engineering Co. Inc., attached as Appendix A, said land being shown as 3,490 square feet on said plan.
2. By deleting from Map 1 all of the zoning lines and designations within the such area depicted on Appendix A and by extending the outer boundary of the area designated "1C" to include such area depicted on Appendix A.
3. By adjusting the zoning line on said Map 1C and on said Map 1 separating the South Station EDA and the land N/F Summer Street Realty Corporation BDC Summer Street 121A Limited Partnership to correspond to the zoning line as depicted on Appendix A.
4. By designating as the "South Station Air Rights Development Sub-Area" the area in the South Station Economic Development Area within the New Economy Development Area depicted as "South Station Air Rights Development Sub-Area" on Appendix B hereto. Said land is bounded and described on a plan entitled "Plan of Land, South Station Air Rights Development Sub- Area," dated May 22, 2006, prepared by Cullinan Engineering Co. Inc., attached as Appendix B.
5. By adding the suffix "D", indicating a Planned Development Area overlay district, to the area within the South Station Air Rights Development Sub-Area and within the New Economy Development Area measuring approximately 358,010 square feet in area and bounded generally by



land of the Massachusetts Bay Transportation Authority to the north, Atlantic Avenue to the west, land of the Massachusetts Bay Transportation Authority to the south and land of the United States Postal Service and BDC Summer Street 121A Limited Partnership to the east, which area may consist of parcels and land and/or air rights. Said area is more particularly described in Appendix C attached hereto and is further shown on a plan entitled "Plan of Land, Planned Development Area within South Station Air Rights Development Sub-Area," dated May 22, 2006, prepared by Cullinan Engineering Co. Inc., attached as Appendix D.



Map Amendment Application No. _____

Map Amendment No. _____

Chairman

Vice Chairman

In Zoning Commission Adopted _____, 2006.

Attest: _____

Secretary





Map Amendment Application No. _____

Map Amendment No. _____

Mayor, City of Boston

Date: _____

The foregoing amendment was presented to the Mayor on _____, 2006 and was signed by him on _____, 2006, whereupon it became effective on _____, 2006 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:

Secretary to the Zoning Commission



APPENDIX A

“Plan of Land, Area to be Added to the South Station Economic Development Area,” dated May 22, 2006, prepared by Cullinan Engineering Co. Inc.



APPENDIX B

**“Plan of Land, South Station Air Rights Development Sub- Area.” dated May 22, 2006, prepared by
Cullinan Engineering Co. Inc.**



APPENDIX C

**SOUTH STATION AIR RIGHTS PROJECT PLANNED DEVELOPMENT AREA
LEGAL DESCRIPTION**

Atlantic Avenue
Boston, Massachusetts

A parcel of land situated in the City of Boston, Suffolk County, Commonwealth of Massachusetts, being more particularly bounded and described as follows:

Beginning at a point on the Southeasterly side of Atlantic Avenue, being a distance of 325.97 feet southwest of the intersection of Atlantic Avenue and Summer Street.

Thence S 69° 56' 47" E, a distance of 78.33 feet to a point;

Thence N 72° 14' 01" E, a distance of 78.17 feet to a point;

Thence N 17° 45' 59" W, a distance of 77.29 feet to a point;

Thence N 72° 14' 01" E, a distance of 153.83 feet to a point;

Thence S 17° 45' 59" E, a distance of 146.30 feet to a point;

Thence S 20° 03' 13" W, a distance of 44.34 feet to a point;

Thence S 63° 51' 53" E, a distance of 118.05 feet to a point;

Thence S 26° 08' 07" W, a distance of 866.75 feet to a point;

Thence N 84° 04' 50" W, a distance of 287.28 feet to a point;

Thence N 69° 56' 47" W, a distance of 50.89 feet to a point on the Southeast sideline of Atlantic Avenue;

Thence N 20° 03' 13" E, along the Southeasterly sideline of Atlantic Avenue, a distance of 901.13 feet to the point of beginning;

The above described Parcel containing 358,010 square feet more or less.

APPENDIX D

**“Plan of Land, Planned Development Area within South Station Air Rights Development Sub-Area,”
dated May 22, 2006, prepared by Cullinan Engineering Co. Inc.**

Text Amendment Application No. 368
Boston Redevelopment Authority
Article 40, South Station Economic Development
Area

TEXT AMENDMENT NO. _____

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby amend the Boston Zoning Code by amending Article 40, South Station Economic Development Area, in the manner described below:

1. **In Section 40-7, Building Height and FAR in the New Economy Development Area,** replace the following text:

“, provided that any Proposed Project shall have an as-of-right building height of four hundred (400) feet and FAR of fourteen (14) if a Development Plan for such Proposed Project has been approved pursuant to Section 3-1A.a and Planned Development Area Review”

with the following text:

“, provided that any Proposed Project in the South Station Air Rights Development Sub-Area depicted on Map 1C of this code within the New Economy Area shall have an as-of-right building height of six hundred seventy eight (678) feet and FAR of fourteen (14) as determined under Section 40-8(2) if a Development Plan for such Proposed Project has been approved pursuant to Section 3-1A.a and Planned Development Area Review and any other Proposed Project shall have an as-of-right building height of four hundred (400) feet and FAR of fourteen (14) as determined under Section 40-8(2) if a Development Plan for such Proposed Project has been approved pursuant to Section 3-1A.a and Planned Development Area Review”.

2. **In Section 40-11, Planned Development Areas: Planning and Development Criteria,** replace in the first paragraph the following text:

“or (c) the creation or retention of job opportunities, in accordance with the provisions of paragraph 3, below, of this section.”

with the following text:

“(c) the creation or retention of job opportunities, in accordance with the provisions of paragraph 3, below, of this section; or (d) the enhancement of intermodal transportation

capabilities and transit-oriented development, in accordance with the provisions of paragraph 4, below, of this section.”

3. In Section 40-11, Planned Development Areas: Planning and Development Criteria, insert at the conclusion of this Section the following new Sub-Section 4, Development Plan Approval for Enhancement of Intermodal Transportation and Transit-Oriented Development::

“4. Development Plan Approval for the Enhancement of Intermodal Transportation and Transit-Oriented Development. The Boston Redevelopment Authority may approve a development plan proposing expansion of Boston’s economy through commercial or residential development if it determines that (a) intermodal transportation capabilities among rail, bus and subway modes will be enhanced incident to such development, and (b) such development is consistent with the goals of transit-oriented development.”



Text Amendment Application No. _____

Text Amendment No. _____

Chairman

Vice Chairman

In Zoning Commission Adopted _____, 2006.

Attest: _____

Secretary





Text Amendment Application No. _____

Text Amendment No. _____

Mayor, City of Boston

Date: _____

The foregoing amendment was presented to the Mayor on _____, 2006 and was signed by him on _____, 2006, whereupon it became effective on _____, 2006 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:

Secretary to the Zoning Commission







CHAIRMAN'S STATEMENT

June 6, 2006

South Station Air Rights Project

This is a Public Hearing before the Boston Redevelopment Authority, being held in accordance with Article 80B-7 of the Boston Zoning Code, to consider the proposed South Station Air Rights project as a Development Impact Project and the Development Plan for Planned Development Area No. 68, South Station Air Rights Project, Boston. TUDC LLC and South Union Station LLC propose a total development program of approximately 1,765,000 square feet, including approximately 1,375,000 square feet of office use, approximately 170,000 square feet of residential use, and approximately 220,000 square feet of hotel use, which includes retail uses on the main hotel lobby level and Sky Street level, and 755 parking spaces.

This hearing was duly advertised in the Boston Herald on May 26, 2006.



In a hearing before the Authority, the developer will first present their case and are subject to questioning by Members of the Authority only. Thereafter, those who wish to speak in favor of the proposed project will be afforded an opportunity to do so under the same rules of questioning. Following that, those who wish to speak in opposition to the proposed project will be afforded an opportunity to do so, again under the same rules of questioning. Finally, the proponents are allowed a brief period for rebuttal, if they so desire.

Ms. Campisano will now begin the presentation.

