

## FACT SHEET

### Development Plan for Planned Development Area No. \_\_\_\_ (“PDA Plan”)

#### Residences at 399 Congress Street South Boston, Massachusetts

- I. Proponent** Madison Seaport Holdings, L.L.C.
- II. Project Location:** The PDA overlay area (“PDA Overlay Area”) is approximately 57,937 square feet (1.33 acres) in area and represents a joint initiative between the Proponent and the Massachusetts Port Authority (“Massport”) for this section of the South Boston Waterfront District. The PDA Overlay Area includes two components: (i) the building site (the “Site”), an approximately 30,435 square foot parcel of vacant land known as and numbered 399 Congress Street, located on the south side of Congress Street between its intersections with East Service Road and B Street, and bounded generally by Congress Street to the north, East Service Road to the west, and an I-90 on-ramp to the east and south; and (ii), immediately across the adjacent I-90 on-ramp to the southeast, a triangle-shaped parcel of vacant land situated among three highway ramps and containing 27,502 square feet, which is owned by Massport (the “Massport Parcel”). The Site will be developed as provided in this Plan and the Massport Parcel will be landscaped to provide an appealing visual amenity for the surrounding area.
- III. Project Description:** The proposed project (“Project”) includes the construction of a 250-foot-high, 22-story multifamily residential building containing up to 380,000 square feet of gross floor area and 396 dwelling units (including extended stay innovation units), with ground-floor retail/service/innovation space, a second-floor Innovation Center, up to 150 parking spaces in a multi-level, below-grade parking garage, and circulation, loading, and building service areas.
- IV. Project Uses:** The Project’s gross floor area will be principally devoted to multifamily residential use, but this mixed-use development will also incorporate retail, service, and innovation uses, along with typical accessory uses such as parking.
- V. Public Benefits:** The public benefits of the Project include the following:
- Creating construction and permanent full-time employment through the development of an approximately 396-unit,

high-quality multifamily residential building with a mixed-use component, which will create an anticipated 600 construction jobs as well as permanent, full-time employment positions;

- Advancing the goals of the Public Realm Plan by enhancing the 24/7 vitality of the South Boston Waterfront;
- Collaborating in an inclusive design process to generate an appealing landscape design for the Massport Parcel, and providing a substantial monetary contribution towards its implementation and/or long-term maintenance;
- Generating increased real estate and sales tax revenues for the City of Boston.
- Providing a visually-attractive, architecturally-distinguished structure of a quality, scale, and massing appropriate to its site and area context;
- Exploring means of incorporating environmentally-sustainable construction techniques and systems designs into the Project.
- Locating a transit-oriented, mixed-use development in an area supported by extensive nearby transportation and utility infrastructure, thereby minimizing effects on the environment and helping maximize the effectiveness of investments in public transportation and other infrastructure in the area; and
- Locating a transit-oriented, mixed-use development in an area supported by extensive nearby transportation and utility infrastructure, thereby minimizing effects on the environment and helping maximize the effectiveness of investments in public transportation and other infrastructure in the area; and
- Contributing to the overall development of the emerging South Boston Waterfront.

**VI. Existing Zoning:** According to the Boston Zoning Code, the PDA Overlay Area is located within the South Boston Inner Harbor Subdistrict of Article 27P, the South Boston Waterfront IPOD, as shown in Appendix B of that article. The underlying zoning additionally designates the PDA Overlay Area as a “General Area” of Code Article 42E, the Harborpark District: Fort Point Waterfront. Planned Development Areas are permitted within both zoning subdistricts. It is also located within the Restricted Parking District.

**VII. Changes to Zoning:** As set fourth in the PDA Plan, the PDA Plan will change certain dimensional, density, use, parking, and loading requirements applicable to the Site. The PDA Plan also calls for parking spaces without the need for a conditional use permit from the Board of Appeal, and certain other zoning relief that may be required to construct the Project in accordance with the PDA Plan and exhibits.

**DEVELOPMENT PLAN FOR**  
**PLANNED DEVELOPMENT AREA NO. \_\_**  
**RESIDENCES AT 399 CONGRESS STREET**

**South Boston, Massachusetts**

Dated: August 12, 2011

**Plan.** Pursuant to Section 3-1A and Articles 27P and 80C of the Boston Zoning Code (the “Code”), this plan constitutes a Planned Development Area (“PDA”) Development Plan (the “Plan”) for the development of a vacant site in the South Boston Waterfront known as and numbered 399 Congress Street, which is located between East Service Road and B Street, and is bounded generally by Congress Street to the north, an I-93 on-ramp to the east and south, and East Service Road to the west (the “Site”). The Site is described in Exhibit A attached hereto and is shown on that certain “ALTA/ASCM Land Title Survey in Boston, Massachusetts,” dated May 22, 2003, revised December 23, 2005, and prepared by Gunther Engineering, Inc., a copy of which is attached hereto as Exhibit B.

The Proponent (as hereinafter defined) proposes to develop the Site to create a signature, 22-story residential building in the developing South Boston Waterfront that will contain up to 396 dwelling units and include ground-floor retail/service/innovation uses, a second-floor Innovation Center, and a three-level, below-grade parking garage, all as more fully described below (the “Project”). This Plan is consistent with the approvals of the Project that have been granted pursuant to Section 80B of the Code.

This Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and proposed dimensions of structures with respect to the Project. Upon approval, this Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. No Interim Planning Permit pursuant to Section 27P-19 of the Code will be necessary for any work at the Site in accordance with this Plan. The Project is subject to ongoing design, environmental, and other development review by the Boston Redevelopment Authority (the “BRA”) and by other governmental agencies and authorities, and the Project may evolve in the course of such review, to the extent consistent with the use and dimensional limitations of this Plan. In accordance with Section 80C-8 of the Code, a building, use, or occupancy permit for the Project or for any Project Component (as hereinafter defined) will not be issued until the BRA has issued a Certification of Consistency pursuant to Code Article 80C-8 for such Project or such Project Component. To the extent that the Director of the BRA (the “Director”) certifies that the Project or any Project Component is consistent with this Plan, the Project or Project Component will be deemed to be in compliance with the requirements of the Code, in accordance with Code Section 80C-9.

This Plan consists of nine (9) pages of text, plus attachments designated Exhibits A through G. All references to this Plan contained herein pertain to such pages and exhibits. Capitalized terms used, but not defined, herein will have the meanings assigned to such terms in the Code as in effect as of the date hereof, without giving effect to any subsequent amendments to the Code.

**Proponent.** Madison Seaport Holdings, LLC, a Massachusetts limited liability company, its successors and assigns (the “**Proponent**”), has an address c/o Madison Properties, 20 Park Plaza, Suite 433, Boston, Massachusetts 02116. Members of the Project team are identified on Exhibit F.

**Planned Development Area Overlay District.**

The proposed Planned Development Area Overlay District (the “**PDA Overlay Area**”) comprises approximately 57,937 square feet (1.33 acres) in area and represents a joint initiative between the Proponent and the Massachusetts Port Authority (“**Massport**”) for a section of the South Boston Waterfront that will over time become a district focal point. The PDA Overlay Area includes two components: the Site,<sup>1</sup> an approximately 30,435 square foot parcel, which will be developed as provided in this Plan; and, immediately across the adjacent Massachusetts Highway Department I-90 on-ramp to the southeast, a triangle-shaped parcel containing approximately 27,502 square feet owned by Massport (the “**Massport Parcel**”), which will be landscaped to provide an appealing visual amenity for the surrounding area as it develops. The PDA Overlay Area, containing both the Project Site and the Massport Parcel, is shown on the proposed Zoning Map Amendment attached hereto as Exhibit C (the “**Zoning Map Amendment**”). Following approval of the Plan and associated Zoning Map Amendment by the Boston Zoning Commission, the PDA Overlay Area will be located entirely within a zoning district designated “D.”

The PDA Overlay Area is located within (a) the South Boston Inner Harbor Subdistrict of Article 27P, the South Boston Waterfront IPOD, as shown on Appendix B to that article, and (b) the PDA Permitted Zone of Article 42E, the Harborpark District: Fort Point Waterfront, as shown on Boston Zoning Map 4A/4B. Not only the PDA Overlay Area, but much of the larger South Boston Waterfront, is PDA-eligible under both articles.

The City of Boston planning document entitled, “The Seaport Public Realm Plan,” dated February, 1999 (the “**Public Realm Plan**”), contemplates PDA projects for a substantial expanse of the South Boston Waterfront, including the PDA Overlay Area. According to the Public Realm Plan, such projects are to reach up to 300 feet in height, which is consistent with the maximum Project height of up to 250 feet. In addition, the Public Realm Plan calls for higher-density, mixed-use development, featuring commercial and residential uses, in the area of the South Boston Waterfront that includes the PDA Overlay Area. The Project thus complies with Section 27P-16 of the South Boston Waterfront IPOD, Planned Development Areas, which requires that PDA projects must conform generally to the provisions of the Public Realm Plan.

The Public Realm Plan, the IPOD, and the underlying zoning for the Site recognize PDAs as the appropriate zoning treatment for complex projects within a large sector of the developing South Boston Waterfront, including the PDA Overlay Area. The underlying zoning for the PDA Overlay Area, Code Article 42E, provides express guidelines for interpreting how certain specific conditions present in the district apply to PDA projects. Among these is the building site fragmentation resulting from the extensive local and regional transportation infrastructure constructed in the district: Section 42E-14 states that “[w]ithin the Fort Point Waterfront, parcels may be combined to form a single Lot notwithstanding that said parcels are separated by a street.” Another such condition is the complex nature of area property ownership, which in part arises from the extensive local landholdings by public entities, including both developable land and roadways and other transportation infrastructure components owned by various state agencies. Section 42E-16.4 provides that, “[i]n the case of a Proposed Project within a PDA, Open Space

---

<sup>1</sup> The underlying zoning designates the Site as a “General Area” of Code Article 42E, the Harborpark District: Fort Point Waterfront. In addition, the Site is located within the Restricted Parking District established under Section 3-1A(c) of the Code.

and FAR, for purposes of this Article and Section 42E-16, shall be computed as though the land which is the subject of an approved Development Plan were in single ownership, notwithstanding actual ownership patterns or changes in ownership occurring after the date of approval of the Development Plan.” This Plan recognizes these principles, which are not inconsistent with the IPOD, and adopts them with respect to the PDA Overlay Area.

This Plan complies with the public benefit requirements of Section 27P-16.2 of the IPOD with respect to the approval of PDAs. It will promote the expansion of the South Boston Waterfront economy, through the creation of construction and permanent jobs at the Project, and will enhance the public realm via its role in transforming the Massport Parcel into a visual amenity for the area. The Project also will contribute to the city’s economic well-being through the provision of much-needed residential units.

The Project, as reflected in this Plan, will further many of the goals of the IPOD and the Public Realm Plan. The IPOD directs that this is to be a mixed-use area, with uses that will encourage activity both day and evening. The presence of the Project’s residents will enhance the overall South Boston Waterfront’s 24/7 vitality, and its grade-level retail component will enliven its immediate area. The Project also will include a second-floor “Innovation Extended Stay and Collaboration Center,” consisting of 28 extended-stay units with 1,540 square feet of space of shared gathering areas, work zones, conference areas, and business amenities; help provide the residential density needed to support the retail component of a lively urban mixed-use environment; make efficient use of the extensive local public investments in public transit and other transportation infrastructure; provide appealing new landscaping amidst extensive transportation infrastructure; promote pedestrian activity; and in general further the development and success of the South Boston Waterfront as envisioned by the Public Realm Plan.

Therefore, and as more particularly set forth below, this Plan adequately and sufficiently satisfies all criteria for the establishment of a PDA under Section 27P-16 of the IPOD. In addition, and as more particularly set forth below, the Plan adequately and sufficiently satisfies all criteria for the establishment of a PDA for the Site pursuant to Section 80C-4 and all other applicable provisions of the Code.

**Project Description.** The proposed development of the Site includes the construction of a 250-foot-high, 22-story multifamily residential building containing (i) a maximum of 396 dwelling units, including extended-stay units; (ii) ground-floor retail/service/innovation space, (iii) accessory below-grade parking for up to 150 cars (potentially including stacker units), with potential additional spaces for valet use; and (iv) off-street loading for building service and trash removal. In total, the Project will include approximately 445,000 square feet of floor area (approximately 380,000 square feet of gross floor area)<sup>2</sup>, including approximately 12,895 square feet of supporting ground-floor lobby, retail, and innovation space; a second-floor “Innovation Extended Stay and Collaboration Center” including 28 work/live extended stay units occupying approximately 14,300 square feet, 1,540 square feet of shared gathering area, and a 2,680 square-foot management office; and approximately 12,600 square feet of shared-use amenity space on the 21st floor, consisting of such features as a fitness room, media room, and a game and lounge area.

The final design of the Project will, to the extent that the Project team determines feasible, incorporate sustainability measures, potentially including those relating to conservation of energy, water, and other resources, transportation, efficient lighting and building energy management systems, recycling, indoor air quality, use of clean construction vehicles, and employment of locally-produced building materials.

---

<sup>2</sup> Vehicular circulation space on the ground-floor level that is not fully enclosed by the Project structure is excluded from this Plan’s calculation of gross floor area.

**Proposed Location and Appearance of Structures.** The Project will make an important architectural contribution to the developing South Boston Waterfront. The building concept is derived from key Site attributes and emphasizes the unique qualities of long views toward the narrow ends of the building. The longer sides of the building are conceived as simple precast concrete planes with two story punched window openings, while the ends are two-story curtain walls with metal panel inserts that have a dynamic composition. The precast concrete color palette is reminiscent of the warm brick tones of the Fort Point District. The ends have complementary metal panels, to blend in with the glass tones while adding a “spark” to signal the Innovation District. The ground floor departs from the orthogonal shapes of the upper floors, capturing the curve of the property lines and meeting the sidewalk. It thereby responds to the Public Realm Plan’s call for new development in this area of the South Boston Waterfront to present lively facades with a variety of transparency, shadow, shade, and layering.

The Project’s height and design are consistent with other high-rise buildings in the area, including the BCEC Hotel and the World Trade Center Buildings. Given its location, its height and profile will provide the secondary benefit of screening from view the massive Central Artery Ventilation Building No. 5 from the World Trade Center and other developing areas along Seaport Boulevard and the Waterfront.

The site plan/ground floor plan attached hereto as Exhibit D shows the Project and its approximate location within the Site, and the elevations and floor plans attached hereto as Exhibit E (collectively with Exhibit D, the “**Schematic Plans**”) illustrate the Project’s general appearance as currently envisioned.

**Open Space and Landscaping.** The Project proposes an urban landscaping scheme appropriate to its setting. It will make significant use of hardscape elements, including broad sidewalks composed of decorative pavers, and will also employ street trees within sidewalk grates and, potentially, street furniture such as benches. The proposed Project landscaping is shown on Exhibit D.

In addition, in conjunction with the Project, and in close coordination with Massport, the Proponent has embarked on an inclusive design process to study the Massport Parcel and develop an appealing landscape design appropriate to its challenging but visually-important location. This parcel is presently a vacant lot surrounded by the extensive hardscape of highway on- and off-ramps and local streets. Although inaccessible to pedestrians due to its location among three highway ramps, the Massport Parcel is nonetheless a highly-visible nexus at the center of new South Boston Waterfront development, currently overlooked by the BCEC, and soon to be surrounded by high-rise buildings. Once this design is implemented, the Massport Parcel will provide an attractive view for occupants of the many office buildings and other structures that will look down upon it, and will represent a welcome contrast to, and visual relief from, what is otherwise a severe landscape consisting of transportation infrastructure.

**Approved Uses.** The Project may be used for the uses described in this Plan, which uses will be deemed to comply with the Code, including the Multifamily Residential, Hotel, Retail/Service, Parking and Loading, and Accessory uses set forth in Exhibit G attached hereto.

**Densities and Proposed Dimensions of Structures:**

The Project will be a zero-lot-line development, approved to be built to its surrounding sidewalks without any mandatory setbacks or stepbacks, which requirements will be deemed to comply with the Code. The only dimensional regulations applicable to the Project will be those of height and floor-area ratio (“**FAR**”).

**Building Height.** The maximum height of the Project will be 250 feet, and it will contain up to 22 stories. All references to “height” refer to its definition in the Code. For purposes of this Plan, rooftop mechanical equipment, whether or not screened, penthouses normally built above the roof and not used or designed to be used for human occupancy, and structures and facilities providing access to rooftop space will not be included in calculating building height, provided that such structures and equipment do not exceed in the aggregate one-third of the floor area of all building rooftops.

**Proposed Density.** The Project will include approximately 380,000 square feet of gross floor area. The maximum FAR for the Project will be 12.5. The Project’s scale and massing are appropriate to its urban location in the South Boston Waterfront and comparable to existing and planned area high-rise buildings. As discussed above, the Project will help screen the Central Artery Ventilation Building No. 5 from view for much of the surrounding area.

**Parking and Loading Facilities.** The Project proposes a new, below-grade parking garage with parking for up to 150 cars on multiple levels. Parking at the Project may be made available for active valet parking and/or self-parking. To facilitate the achievement of its intended capacity, the garage may include compact parking spaces sized to meet site constraints, tandem spaces, and stackers. The Proponent will explore the feasibility of allocating one or more garage parking spaces to a car-sharing service such as Zipcar, and this Plan approves such use of the Project’s parking spaces.

This Plan approves the number, location, dimensions, and design of the proposed parking spaces as described herein and as depicted on the Schematic Plans (which plans may be amended, consistently with this Plan, through the BRA design review process), and such spaces will be deemed to meet the requirements of the Code and the Restricted Parking District. In addition, notwithstanding any parking-related requirements of the Code or the Restricted Parking District to the contrary, this Plan approves parking accessory to any Project use approved by this Plan, including without limitation: (a) proposed parking accessory to Project uses; (b) the use of proposed parking by residents of, customers of, employees at, and visitors to the Project, whether or not such parking is an accessory use under the Code; and (c) possible future re-allocations of accessory parking among Project uses notwithstanding the provisions of the Code governing the Restricted Parking District.

The Project will also include one dedicated loading bay, to be accessed from Congress Street via the Project’s ground-floor internal circulation pattern, which will accommodate trash dumpsters as needed and parking for one additional vehicle. Loading facilities having the locations, dimensions and design shown on the final Schematic Plans will be deemed to meet the requirements of the Code and this Plan.

The façade of the section of the Project containing the garage will be identical to that of the Project’s occupied portions. This design will both provide for a continuous exterior treatment of the structure and conceal Project parking from view.

**Proposed Traffic Circulation.** Access to and egress from the Project’s garage will be provided via Congress Street. The center of the Project’s ground floor will be an actively-managed, off-street area used for pick-up/drop-off operations.

The Proponent also proposes to modify the Congress Street westbound approach toward East Service Road to incorporate a short pocket left-turn lane into the Site driveway within the existing roadway median. This lane is projected to have a length of approximately 80 feet, which could accommodate up to four automobiles, or two automobiles and a charter bus. This improvement will allow for convenient and efficient vehicle access into the site.



**Access to Public Transportation.** The Project is located less than one-quarter mile, or about a five-minute walk, from two Silver Line stops, the Courthouse and World Trade Center Stations. The Site is also located approximately one-half mile, or about a ten-minute walk, from South Station, the busiest multi-modal transportation center in the region, which closely connects the Site with the local, regional, and national transit system. In addition, the Site is located adjacent to numerous other public transportation options, including six bus routes, public water transit, and a number of shuttle services in the immediate area. The development of the Project will offer many opportunities for pedestrian connections from this system to the waterfront, and to the city at large. Because the Project will be located only approximately 500 feet to the north of the BCEC, it is expected to represent attractive accommodations for BCEC visitors, who will be likely to walk between the Project and that facility, and use public transit to access the city beyond.

In consultation with the Boston Transportation Department (“**BTD**”), the Proponent will promote transportation demand management strategies designed to reduce auto dependency of people who will travel to and from the Project. These strategies may include encouraging residents to utilize the public transit options near to the Site and advocacy of car-sharing programs such as Zipcar. Specifics of traffic circulation and transportation demand management will be developed in consultation with BTD and will be included in a Transportation Access Plan Agreement (“**TAPA**”) for the Project.

**Public Benefits.** The public benefits of the Project include the following:

- Creating construction and permanent full-time employment through the development of an approximately 396-unit, high-quality multifamily residential building with a mixed-use component, which will create an anticipated 600 construction jobs as well as permanent, full-time employment positions;
- Advancing the goals of the Public Realm Plan by enhancing the 24/7 vitality of the South Boston Waterfront;
- Collaborating in an inclusive design process to generate an appealing landscape design for the Massport Parcel, and providing a substantial monetary contribution towards its implementation and/or long-term maintenance;
- Generating increased real estate and sales tax revenues for the City of Boston.
- Providing a visually-attractive, architecturally-distinguished structure of a quality, scale, and massing appropriate to its site and area context;
- Exploring means of incorporating environmentally-sustainable construction techniques and systems designs into the Project.
- Locating a transit-oriented, mixed-use development in an area supported by extensive nearby transportation and utility infrastructure, thereby minimizing effects on the environment and helping maximize the effectiveness of investments in public transportation and other infrastructure in the area; and
- Locating a transit-oriented, mixed-use development in an area supported by extensive nearby transportation and utility infrastructure, thereby minimizing effects on the environment and helping maximize the effectiveness of investments in public transportation and other infrastructure in the area; and
- Contributing to the overall development of the emerging South Boston Waterfront.

The foregoing are approved as satisfying the public benefits requirements of the Code.

**Project Approvals.** The Project is subject to Large Project Review pursuant to Article 80B of the Code. The Proponent submitted a joint Project Notification Form/Environmental Notification Form (the "PNF/ENF") to the BRA on August 1, 2006, as well as to the Executive Office of Environmental Affairs on July 31, 2006. As revised, we believe that the Project is no longer subject to review pursuant to the Massachusetts Environmental Policy Act and its implementing regulations.

As a component of Article 80B Large Project Review, the Project's parking and traffic circulation facilities are undergoing review by BTM. The Proponent will enter into a TAPA with BTM describing transportation mitigation measures to be incorporated into the Project.

The Project is located within the Piers Zone of the South Boston Parking Freeze, pursuant to 310 CMR 7.33. The Project's off-street parking will thus require a permit to utilize parking spaces from the parking freeze bank maintained by the Boston Air Pollution Control Commission.

**General Design, Environmental Protection, and Safety Standards.** The final plans and specifications for the Project or for any Project Component, as approved by the BRA pursuant to the Development Review Procedures referred to below, shall be deemed to be consistent with this Plan and to have addressed all general design, environmental impact, environmental protection, and safety standards set forth in Sections 42E-9 and 42E-20 of the Code.

**BRA Development Review Procedures.** The Schematic Plans, design development plans, and final plans and specifications (i.e., contract documents) for any portion of the Project are subject to review and approval by the BRA in accordance with its Development Review Procedures. The final Project plans and specifications, as approved by the BRA pursuant to these Development Review Procedures, will be deemed to be consistent with this Plan and to have addressed all design requirements of the Code, including, without limitation, the IPOD and the underlying zoning.

Given the complexity and scope of the proposed Project, and as a result of the various reviews necessary to secure all required permits and approvals, modifications to the Project may be necessary. Written requests for specific, minor modifications to the Project's design, consistent with the height and density limitations set forth herein, including, without limitation modifications that affect site improvements, exterior facades, roofscape, or public spaces, will be subject to the written approval of the Director under this Plan without further BRA action.

The signage program for the Project will be subject to design review by the BRA, and any "sign" (as defined in the Code) approved as part of such review will be deemed to be in compliance with this Plan and Code. Any wireless communications equipment (i.e., antennas) that is visible from the exterior of a Building will also undergo BRA design review, and such equipment, when approved, will be deemed to comply with this Plan and Code.

**Development Schedule and Phasing of the Project.** Project construction is anticipated to begin in the first quarter of 2012. The target date for completion of the Project is the third quarter of 2013, but completion of the Project, or any Project Component, will depend upon continued market demand for the uses contemplated, the availability of construction labor and materials, and stability in the larger economy.

This Plan approves: (i) construction of the Project Components in multiple phases or sub-phases, which phases or sub-phases may proceed sequentially or simultaneously, depending on market demand, construction sequencing strategies, and other factors; (ii) interruptions between completion of such phases

or sub-phases and commencement of construction of the next phases or sub-phases; and (iii) construction of the infrastructure improvements, including portions of the Project garage, in phases as the Project proceeds.

**Project Subdivision.** Although the Site is currently a single lot, it may be reconfigured into multiple parcels, which may be under common or separate ownership and may include a condominium structure, developed sequentially or simultaneously, and separately developed and/or financed (each such parcel is referred to herein as a “**Project Component**”). Notwithstanding anything set forth herein or in the Code to the contrary, for purposes of this Plan, compliance of the individual Project Components with the requirements of this Plan and/or any applicable requirements of underlying zoning will be determined on an individual Project Component, rather than a Site-wide, basis, except as otherwise expressly provided in this Plan. The compliance or non-compliance of any one Project Component will not affect the compliance of any other Project Component. In the event the Site is divided into Project Components, a Certification of Consistency may be issued for any such Project Component.

In the future, and from time to time, one or more of the Project Components may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Project Components may be combined to create one single parcel, or a condominium ownership structure or another ownership structure may be created for all or part of the Site. This Plan approves any zoning nonconformity created or increased solely by the separation of ownership of individual Project Components, or by the subdivision, re-subdivision, combination, or submission to condominium ownership or other forms of ownership of Project Components, provided that (i) the use and height requirements of this Plan with respect to each Project Component are met by the resulting parcel or parcels; (ii) the Site-wide floor area ratio does not exceed the maximum density permitted under this Plan for the Site as a whole; (iii) the parking and loading requirements of this Plan are met with respect to the Site as a whole; and (iv) the public benefit obligations required by this Plan and any other agreements entered into by the Proponent as a condition of the BRA’s Article 80 approval of the Project are not modified, nor their implementation changed, without the prior written consent of the BRA, and the scope of the public benefit obligations required by this Plan and any other agreements entered into by the Proponent as a condition of the BRA’s Article 80 approval of the Project are not diminished.

**Applicability.** Consistency of the Project with this Plan constitutes compliance with the dimensional, use, and other requirements of the Code, in accordance with Section 80C-9 of the Code.

**Amendment of Plan.** Any owner of an individual Project Component may seek amendment of this Plan as to such Project Component in accordance with the procedures prescribed by the Code without the consent of any other Project Component owner(s). In the event that any amendment affects the overall compliance of the Project with this Plan, this Plan will be deemed amended with respect to the Project as a whole to the extent necessary for the overall Project to comply with this Plan without requiring any modifications of the requirements of this Plan as to any of the other Project Components.

**Proponent’s Obligations to Proceed with Project.** Notwithstanding anything set forth herein to the contrary, under no circumstances will the Proponent be obligated to proceed with all or any portion of the Project. If the Proponent proceeds with the Project, the Proponent will satisfy the public benefit obligations described above.

**ATTACHMENTS**

EXHIBIT A – LEGAL DESCRIPTION

EXHIBIT B – SURVEY PLAN

EXHIBIT C – ZONING MAP AMENDMENT

EXHIBIT D – SITE PLAN; GROUND FLOOR PLAN

EXHIBIT E – PROJECT ELEVATIONS

EXHIBIT F – PROJECT TEAM MEMBERS

EXHIBIT G – APPROVED USES

Exhibit A

Legal Description of Site

Exhibit B

Survey Plan

See attached

Exhibit C

Site Plan; Ground Floor Plan

See attached

Exhibit D

Zoning Map Amendment

See attached



Exhibit E

Project Elevations

Exhibit F

Project Team Members

**Proponent**

**Madison Seaport Holdings, L.L.C.**

c/o Madison Properties  
20 Park Plaza, Suite 433  
Boston, MA 02116  
*President, Denis P. Dowdle*

**Legal Counsel**

**Brennan, Dain, Le Ray, Wiest, Torpy & Garner, P.C.**

129 South Street  
Boston, MA 02119  
*Shareholder, Donald W. Wiest, Esq.*  
*Shareholder, Charles N. Le Ray, Esq.*

**Construction Consultants**

**Gilbane Building Company**

**Environmental and Permitting Consultants**

**Epsilon Associates, Inc.**

3 Clock Tower Place, Suite 250  
Maynard, MA 01754  
Margaret Briggs  
David Hewett

**Transportation Consultants**

**Vanasse Hangen Brustlin, Inc.**

99 High Street  
Boston, MA 02110  
Sean Manning

**Architects**

**ADD Inc.**

311 Summer Street  
Boston, MA 02210

**Group One Partners, Incorporated**

21 West Third Street

Boston, MA 02127

*Principal, Harry Wheeler, AIA*

**Geotechnical Engineer**

**McPhail Engineering**

30 Norfolk Street

Cambridge, MA 02139

*Principal, Chris M. Erickson, P.E.*

**Structural Engineers**

**McNamara/Salvia, Inc.**

160 Federal Street, 5th Floor

Boston, MA 02110

*Principal, Joe Salvia, P.E.*

**Civil Engineer**

**Judith Nitsch Engineering, Inc.**

186 Lincoln St., Suite 200

Boston, MA 02111-2403

*Civil Engineer, Erin Venezia, P.E.*

**Air Quality and Wind**

**RWDI**

**MEP Consultants**

**AHA Consulting Engineers**

10 Maguire Road, Suite 121

Lexington, MA 02421

*Senior Engineer, Dan Campia, P.E.*

Exhibit G

Permitted Uses of the Site

The following uses will constitute "Multifamily Residential and Hotel Uses":

Multifamily residential use.

Hotel and conference center use.

Extended-stay hotel use.

Time-share or condominium hotel.

Automatic telephone exchange, telecommunications facilities, or wireless communications facilities.

Cable conduit, pipeline crossing, stormwater outlet, or other similar utility structure.

The following uses will constitute "Retail/Service Uses":

Community center, including community meeting space, office space for non-profit organizations, information booth/concierge, and accessory retail use.

Agency or professional office (including offices of professional persons, such as accountants, architects, attorneys, dentists, or physicians, or real estate, insurance, or financial service institutions, or other agency office).

Day care center.

Fitness center/health club/spa.

Store primarily serving the retail business or service needs of the neighborhood, including, without limitation, newsstand, chandlery, barber shop, beauty shop, shoe repair shop, self-service laundry, pick-up and delivery station of laundry or drycleaner, tailor shop, hand laundry.

Retail store (including a department store) including, without limitation, the sale of food, baked goods, groceries, packaged alcoholic beverages, drugs, tobacco products, clothing, dry goods, books, film, video, art, flowers, paint, hardware, furniture, and household appliances.

Post office, bank (other than drive-in bank), or similar establishment.

Automatic teller machine.

Lunchroom, restaurant, cafeteria, or other place for the service or sale of food or drink for on-premises consumption, including outdoor cafes, and including establishments serving alcohol.

Place for sale and consumption of food and beverages (other than drive-in restaurants) providing dancing or entertainment or both (other than adult entertainment).

Sale over the counter, not wholly incidental to a local retail business or restaurant, of food or drink prepared on premises for off-premise consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out (other than drive-in restaurants), including take-out restaurants and catering establishments.

Café/performance venue.

Dance hall, skating rink, bowling alley, pool room, billiard parlor.

Facility providing computer access.

Place of worship; monastery; convent; parish house.

Art Uses.

The following uses will constitute "Parking and Loading Uses":

Parking accessory to any Project use.

Loading bay uses.

The following uses will constitute "Accessory Uses":

Any use accessory or ancillary to, and ordinarily incident to, a lawful main use, provided that such use is not specifically forbidden by this Plan, including but not limited to the following:

- an office, within a building, of an accountant, architect, attorney, dentist, physician, or other professional person who resides in such building.
- an occupation for profit customarily carried on in a dwelling unit by a person residing therein provided that such occupation is carried on in a main building and requires only equipment ordinarily incident to a dwelling unit and that no nonresident help is employed and that there is no trading in merchandise.
- the keeping of marine life or laboratory animals incidental to a lawful educational or aquarium use.
- accessory services for apartment and hotel residents.
- as accessory uses to Hotel Uses, restaurant, lounge, bar, newsstand, health club, fitness center, swimming pool, exhibition hall, conference and meeting facilities, retail and service establishments serving guests and visitors, storage and building service uses, office use, and other uses incidental to the operation of a hotel.
- the storage of flammable liquids and gases incidental to a lawful use.
- permanent dwellings for personnel required to be resident on a lot for the safe and proper operation of a lawful main use.
- day care center.
- health club facility, tennis court, swimming pool.
- amusement games, video games.
- co-generation facility.
- storage related to permitted uses.