

July 28, 2016

#### **HAND DELIVERY**

Mr. Gary Uter Boston Redevelopment Authority One City Hall Square, 9th Floor Boston, MA 02201-1007

> Re: Amended and Restated Development Plan for PDA No. 68 South Station Air Rights Project, Boston, Massachusetts

Dear Gary:

In accordance with Section 80C-7 of the Boston Zoning Code (the "<u>Code</u>"), and on behalf of South Station Phase I Owner LLC (the "<u>Proponent</u>"), we are pleased to enclose for filing ten (10) copies of an Amended and Restated Development Plan for Planned Development Area No. 68 for the South Station Air Rights Project. In connection with this filing, please also find the following:

- 1. Fact Sheet (ten copies);
- 2. Public Notice that the Proponent will place in the <u>Boston Herald</u> within the next five days, as required by Section 80A-2 of the Code; and
- 3. Application for Map Amendment to add 3,066 square feet to PDA No. 68.

We have also submitted an electronic copy of the Amended and Restated Development Plan, Fact Sheet and Map Amendment to you by e-mail concurrently with delivery of the enclosed hard copies.

We thank you and the rest of the BRA staff for your hard work and thoughtful feedback. We look forward to working with you toward the Authority's approval of the Amended and Restated Development Plan and Map Amendment.

Cordially,

Marilyn L. Sticklor

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**Enclosures** 

cc: (with enclosures; by e-mail)

Ms. Marybeth Pyles, Esq. (BRA)

Mr. David Perry and Mr. Michael Francis (Hines)

Cindy Schlessinger (Epsilon)

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#### AMENDED AND RESTATED DEVELOPMENT PLAN

#### **FOR**

#### PLANNED DEVELOPMENT AREA NO. 68

# SOUTH STATION AIR RIGHTS PROJECT BOSTON, MASSACHUSETTS

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<b>Exhibit</b>	Subject Matter
"A"	Legal Description of Site
"B"	Plan of Site
"C"	Project Team
"D"	Part 1 Plans of Site Parcels (MBTA Parcel and Project Parcel) at Various Elevations Part 2 Section Plan of Parcels: MBTA Parcel (Showing MBTA Transit Improvements) and Project Parcel (Showing Project Improvements)
"E"	Schematic plans, elevations and drawings showing proposed location and dimensions of structures, parking and landscaping, and other Site features
"F"	Permitted Uses

#### AMENDED AND RESTATED DEVELOPMENT PLAN

#### **FOR**

#### PLANNED DEVELOPMENT AREA NO. 68

## SOUTH STATION AIR RIGHTS PROJECT BOSTON, MASSACHUSETTS

Dated: July 28, 2016

#### I. Amended and Restated Development Plan:

Pursuant to Section 3-1A, Article 40 and Article 80C of the Zoning Code of the City of Boston, Massachusetts (the "Code"), this plan constitutes the Amended and Restated Development Plan for Planned Development Area No. 68 (the "Plan") for the development of the South Station Air Rights Project on an approximately 361,076 square foot (8.3 acre) site (the "Site") bounded generally by land of the Massachusetts Bay Transportation Authority ("MBTA") to the north, Atlantic Avenue to the west, land of the MBTA (rail road tracks) to the south, and land of the United States Postal Service and BDC Summer Street 121A Limited Partnership to the east, as described in Exhibit A attached hereto and as shown on Exhibit B attached hereto. The Site is comprised of contiguous parcels of land and air rights (the "MBTA Parcel" and the "Project Parcel," collectively), as more fully described below, in part owned by the MBTA, a public agency, and in part to be conveyed to the proponent hereunder (the "Proponent") by the Authority. The Site is adjacent to but does not include the existing five-story South Station head house (the "South Station Head House") located on land at the intersection of Atlantic Avenue and Summer Street owned by the MBTA.

The Boston Redevelopment Authority (the "<u>Authority</u>"), by vote taken on June 6, 2006, approved the Development Plan (the "<u>Original Development Plan</u>") for Planned Development Area No. 68 ("<u>PDA No. 68</u>") and also recommended adoption of an Amendment to the Boston Zoning Maps to create PDA No. 68. On June 28, 2006, the Zoning Commission of the City of Boston (the "<u>Zoning Commission</u>") approved the Original Development Plan and Map Amendment No. 458, which became effective on June 29, 2006.

This Plan amends and restates the Original Development Plan in various respects to provide for: (i) changes of uses of the Phase 1 Building from all-office use to mixed office and residential uses and alternatives for uses of the Phase 2 Building as any of the previously approved mixed residential and hotel uses or as all-residential use or all-hotel use; (ii) increase in the number of parking spaces by approximately 140 spaces consistent with the proposed uses; (iii) modification of various dimensional provisions of certain components of the Project to reflect some changes in design, addition of two floors to the Phase 1 Building within the previously-approved height to the top of the highest architectural enclosure of mechanical equipment, and a refined calculation of Gross Floor Area as defined in Article 2A of the Code; and (iv) addition of 3,066 SF of air rights to the Site included in the Original Development Plan to reflect changes in design of the Phase 1 Building.

The Proponent, as defined below, intends to develop on the Project Parcel a mixed-use development including office, residential, hotel, retail, service and/or restaurant uses and parking facilities and related uses in multiple buildings on the Project Parcel (the "<u>Project</u>"), all as more fully described below, to be integrated with the transit-related improvements of the MBTA and Amtrak on the Site (the "<u>MBTA Transit</u> <u>Improvements</u>"). Consistent with Section 3-1A of the Code, this Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and proposed dimensions of

structures. This Plan further sets forth compliance with planning and development criteria, and other matters appropriate to consideration of the Project.

This Plan consists of 15 pages of text plus attachments designated <u>Exhibits A</u> through <u>F</u>. All references to this Plan shall pertain to such pages and exhibits. In connection herewith, a Map Amendment is being approved which adds 3,066 SF to the 358,010 SF site approved under Map Amendment No. 458 (the "<u>Original Site</u>"), for a total Site of 361,076 SF.

#### II. Proponent:

The Proponent is South Station Phase I Owner LLC, a single purpose entity with a business address c/o Hines Interests Limited Partnership, One International Place, 11th Floor, Boston, Massachusetts 02110. The Proponent is owned, directly or indirectly, by Hines Interests Limited Partnership and by Gemdale Properties and Investment Corporation Limited. Members of the Project team are identified on **Exhibit C** attached hereto, which may be modified by the Proponent from time to time.

#### III. Site Description:

In connection with the Project, the Authority is expected to transfer the Project Parcel (hereinafter defined) to the Proponent. Prior to such conveyance, the MBTA is expected to transfer certain air rights to the Authority.

As a result of such conveyances, the Site will be approximately 361,076 square feet (8.3 acres) in area and consists of the Parcels of land and air rights described as follows:

#### The MBTA Parcel:

The MBTA Parcel within the PDA contains approximately 361,076 square feet of land, as shown on **Exhibit D**. The MBTA Parcel consists of the fee interest in the Site. The MBTA Parcel is adjacent to but does not include the South Station Head House on land owned by the MBTA, within which is located a portion of the existing train concourse.

The MBTA Parcel currently features certain MBTA transit improvements consisting of the train platforms, train tracks, the remainder of the existing train concourse, a loading dock, storage facility, basement area, the existing bus terminal, and an existing parking facility (the "MBTA Parking Garage") located above the existing bus terminal.

During the course of construction of the Project, the Proponent will construct the Bus Terminal Expansion on the MBTA Parcel, and such improvements will be conveyed to the MBTA. The Proponent also will modify the MBTA Parking Garage in connection with building above the MBTA Parking Garage in the course of construction of the Project.

Accordingly, at the conclusion of the Project, the "MBTA Transit Improvements" on the MBTA Parcel will consist of the improvements described below and shown in section on Exhibit D:

- The <u>Train Improvements</u> will include the train platforms, train tracks, a portion of the existing train concourse, and ancillary improvements.
- The <u>Bus Terminal Improvements</u> will include both the existing bus terminal and the Bus Terminal Expansion, described below.

• The MBTA Parking Garage will include a parking facility above the existing bus terminal. After construction of the Project Parking Garage (described below) by Proponent, it is anticipated that the Project Parking Garage and the MBTA Parking Garage will be operated by Proponent as a single parking facility.

So long as and to the extent that improvements on the MBTA Parcel are owned, used and/or operated by the MBTA or any other Public Agency for a governmental purpose and accessory purposes such as retail and service uses related thereto, such improvements and uses shall not be subject to regulation under this Plan or the Code.

#### The Project Parcel:

The Project Parcel within the PDA contains approximately 361,076 square feet of air rights, as shown on **Exhibit D**. The Project Parcel consists of air rights over the MBTA Parcel which begins at various elevations in various areas of the Site.

During the course of construction of the Project, the Proponent will construct the improvements (described in Section V below) on portions of the Project Parcel as described below:

- The Phase 1 Building will be constructed in part at the street level on Atlantic Avenue, in part above the portion of the Train Improvements containing a portion the existing train concourse and the entry area to the train platforms, and in part above Bus Terminal Expansion, as shown in section on **Exhibit D**.
- The Phase 2 Building will be constructed in part at the street level on Atlantic Avenue and in part above the Project Parking Garage located southerly of the Phase 1 Building, as shown in section on **Exhibit D**.
- The Phase 3 Building will be constructed in part at the street level on Atlantic Avenue and in part above the Project Parking Garage located southerly of the Phase 2 Building, as shown in section on **Exhibit D**.
- The Project Parking Garage will be constructed in part above the Bus Terminal Improvements and in part above the MBTA Parking Garage, as shown in section on **Exhibit D**.

The Site is located in its entirety in the South Station Air Rights Development Sub-Area within the New Economy Development Area, within which Planned Development Areas ("PDAs") are permitted, within the South Station Economic Development Area established pursuant to Article 40 of the Code and in the Restricted Parking Overlay District. This Plan will comply with Article 40's provisions concerning PDAs in the South Station Air Rights Development Sub-Area of the New Economy Development Area.

#### IV. Compliance with Planning and Development Criteria:

The planning process for the South Station Air Rights Project was commenced in 1977 by the MBTA and the Authority. This Plan conforms to the plan for the South Station Economic Development Area. The Project implements the redevelopment of South Station into an intermodal transportation center, and represents sound urban planning by concentrating commercial and residential development above a major transportation node.

The Site is located in the midst of a dynamic and complex urban setting that includes historic low-rise manufacturing and warehouse buildings that have been adapted to office, residential, and

retail uses, modern office towers housing financial and professional service firms, the Rose Kennedy Greenway, the Fort Point Channel and its surrounding waterfront, the Harborwalk, the South Bay interchange of I-90 and I-93, which was created as part of the Central Artery/Tunnel Project, and the rapid redevelopment ongoing in the Seaport District. The Site is also at the center of the City's recent major transportation infrastructure improvements, including the depression of the Central Artery, the South Bay interchange and the development of the MBTA's Silver Line. The Site is an underutilized locus in an area of crucial importance to the revitalization of the surrounding area. The Project concentrates density in an area in which density can most effectively be accommodated by the existing transportation infrastructure. The Project will facilitate the MBTA's planned expansion of the South Station train station concourse, platforms and tracks onto property currently occupied by the US Postal Service. The Project achieves the objective intended by the substantial investments of the federal and state governments in transportation infrastructure - increasing commercial and residential development in the area.

The Project is intended to complete the development of the transportation and support functions of the Michael S. Dukakis Transportation Center at South Station (the "MSDTCSS"), while complementing the variety of urban features that surround it. The availability and convergence of public transportation systems at the Site will support significant development providing substantial benefits to and with minimal adverse impacts upon the surrounding neighborhood.

The horizontal expansion of the Bus Terminal also is consistent with the original design for the MSDTCSS, and essentially causes the Bus Terminal to be adjacent to the South Station Head House. This horizontal expansion of the Bus Terminal will include the construction of a convenient pedestrian connection from the train platform and South Station Head House concourse to the Bus Terminal, which will allow for efficient flow of commuters and other passengers from one area of South Station to another.

#### V. General Description of Proposed Project:

The various components of the Project are shown on the plans, elevations and drawings listed on **Exhibit E** (collectively, the "**Plans**"), subject to modification and refinement during the Development Review Procedures, and as more particularly described below. The Project includes three major buildings (the "**Phase 1 Building**," the "**Phase 2 Building**" and the "**Phase 3 Building**", collectively, the "**Project Buildings**"), the **Project Parking Garage** and ancillary improvements.

In order to provide certain flexibility during the Development Review Procedures, this Development Plan sets forth the maximum Gross Floor Area of improvements and uses, which is greater than the Gross Floor Area shown on the Plans. Consistent with Article XV of this Plan, final Gross Floor Area of improvements and uses shall be subject to approval by the Authority in accordance with its Development Review Procedures. The final design, massing and appearance of the Project are expected to evolve in the course of ongoing design review by the BRA pursuant to Article 80B of the Code and by other public agencies, subject to the density and height limitations<sup>2</sup> established in this Development Plan. Any floor plan, floor elevation or other design or use information included in the Plans contained in **Exhibit E** is for informational purposes only, and the final design and/or use of the areas shown may vary from time to time, subject to applicable provisions of this Development Plan and the Development Review Procedures.

<sup>&</sup>lt;sup>1</sup> The Phase 2 Plans are based on the Phase 2 Single Use Alternatives and are subject to modification during the Development Review Process in particular as to the exterior elevations in the event Phase 2 Mixed-Use Alternative is implemented.

<sup>&</sup>lt;sup>2</sup> All references to height limitations in this Development Plan are subject to Substantial Accord, as provided in and defined in Article 40.

- 1. Phase 1 Building: The Phase 1 Building will contain a total building area not to exceed 1,115,000 square feet. The building will contain a total building area not to exceed 768,000 square feet to be used for office uses which includes approximately 8,000 square feet of retail space, and will contain a total building area not to exceed 347,000 square feet of residential space, which may be either for-sale or rental units. The building height of the Phase 1 Building will be up to 655 feet in height to the top of the highest occupiable floor, and up to 678 feet to the top of the architectural enclosure of the rooftop mechanical equipment.
- 2. Phase 2 Building: The Phase 2 Building will contain a total building area not to exceed 473,000 which includes approximately 8,000 square feet of retail space. The building height of the Phase 2 Building will be up to 329 feet in height to the top of the highest occupiable floor, and up to 349 feet to the top of the architectural enclosure of the rooftop mechanical equipment. The use of the Phase 2 Building may be all residential space, which may be either for-sale or rental units, all hotel use, or a combination of residential space and hotel use.
- 3. Phase 3 Building: Although the design of the Phase 3 Building has remained substantially unchanged from that approved in the Original Development Plan, due to a more refined measurement of Gross Floor Area under the Code, the Phase 3 Building will contain a total building area not to exceed 552,000 square feet, to be used for office uses which includes approximately 13,000 square feet of retail space. The building height of the Phase 3 Building will be up to 259 feet to the top of the highest occupiable floor and up to 279 feet to the top of the architectural enclosure of the rooftop mechanical equipment.
- 4. <u>Sky Street</u>: The Project provides for the creation of internal walkway (the "<u>Sky Street</u>"), which runs north/south parallel to Atlantic Avenue at the Sky Street Level. The Sky Street runs from the Phase 3 Building at the southern end of the Site, past the Phase 2 Building main lobby, and connects to the Phase 1 Building's main lobby, and connects via elevators to the Parking Garage, Bus Terminal and the Train Platforms.
- 5. Parking Garage: The Project also provides for a five-level Parking Garage (the "Project Parking Garage") to be constructed above the Bus Terminal, which will include a maximum of 895 parking spaces. After construction of the Project Parking Garage by the Proponent, it is anticipated that the Project Parking Garage and the MBTA Parking Garage will be operated by the Proponent as a single parking facility, containing a maximum of 1083 parking spaces.
- 6. <u>Bus Terminal Expansion</u>: As part of the Project, the Proponent will construct on the MBTA Parcel an expansion of the existing bus terminal, which will extend from the existing bus terminal towards the South Station Head House. The Bus Terminal Expansion will contain a total building area not to exceed 106,000 square feet. The Proponent also will construct, between the South Station Head House and the train platforms, a column-free space underneath the Phase 1 Building that will be approximately 50 feet high, 70 feet wide and 150 feet long, comparable in scale, for example, to the area beneath the grand arch at Rowes Wharf, which will accommodate a convenient pedestrian connection from the existing train station concourse and train platforms to the Bus Terminal Expansion. The Phase 1 Building and the Bus Terminal Expansion also will create a weather-protected train shed between the South Station Head House and the Bus Terminal.
- 7. <u>Ancillary Transportation Improvements:</u> As part of the Project, the Proponent will improve the MBTA Transit Improvements by constructing modifications to the rotunda at the existing bus terminal, by relocating and modifying certain tracks and signals, by constructing a new electrical substation and by expanding the railyard ventilation system.

#### VI. Location and Appearance of Structures:

The proposed location and appearance of the structures on the Site are shown in more detail on the Plans attached hereto as  $\underline{\mathbf{Exhibit}}\,\mathbf{E}$ . Consistent with Article XV of this Plan, the final location, massing and appearance of these structures may change during the final design review of the Project.

The Phase 1 Building has been designed to create a building of significant and lasting architectural merit which will be respectful of the South Station Head House Building. The Phase 1 Building's main axis aligns with the axis of the South Station Head House and extends through Dewey Square and the Financial District toward City Hall. The Phase 1 Building will have separate entrances for the office component and the residential component, which will be located on Atlantic Avenue separate from but adjacent to the South Station Head House. Viewed from Dewey Square, the Phase 1 Building will appear to rise from behind the South Station Head House. This alignment and orientation to the South Station Head House will tie the Phase 1 Building into the Financial District and provide the building with a significant presence on the most prominent corner of Dewey Square. The narrow, sculptural profile of the Phase 1 Building, as seen from Dewey Square facing the main entrance of South Station, minimizes obstruction of views and daylight. Material finishes for the exterior façade will be a taut glassy skin. Glass and metal canopies will identify entrances and provide pedestrian shelter along Atlantic Avenue.

The Phase 2 Building will have an entrance (if based on the single use alternatives) or dual entrances (if based on the mixed-use alternative) located on Atlantic Avenue between the Phase 1 Building entrance lobby and the Existing Bus Terminal building, providing an activity generating function along Atlantic Avenue. Most of the massing of the Phase 2 Building will be located above the Bus Terminal Expansion and the Project Parking Garage. Exterior building materials for the Phase 2 Building will be determined during the course of the design review process.

The Phase 3 Building also will include an entrance lobby at street level, which will be located along Atlantic Avenue south of the Existing Bus Terminal entrance. The main lobby will be located at the Sky Street Level and will be accessed via shuttle elevators from the entrance lobby. The substantial bulk of the Phase 3 Building is located above the Existing Bus Terminal and Project Parking Garage. Exterior building materials for the Phase 3 Building will be determined during the course of the design review process.

#### VII. Open Space and Landscaping:

Because the existing and proposed buildings occupy virtually the entire Site, the Project presents limited opportunities for open space and landscaping at grade level.

The Project will include substantial improvements to the streetscape along Atlantic Avenue. The Project will include streetscape improvements around the Site including new sidewalks, granite curbs, streetlights, street trees and street furniture. Sidewalks will generally be 27' wide, yielding an unobstructed walkway ranging between 12' and 19', and which will be consistent with the finishes of the sidewalks in the Rose Kennedy Greenway Corridor. The use of carefully detailed paving materials on the sidewalks and crossings, street trees, street furniture and lighting will reinforce the image of Atlantic Avenue as a grand boulevard leading to the Rose Kennedy Greenway from the south.

#### VIII. <u>Uses</u>:

The Project is being developed as a mixed use Project for office, residential, hotel, retail, service and/or restaurant uses and parking facilities and related uses. The specific allocation of Project uses will be consistent with the following maximums:

	MAXIMUM PHASE 1 GFA	MAXIMUM PHASE 2 GFA	MAXIMUM PHASE 3 GFA	MAXIMUM TOTAL USE GFA <sup>3</sup> (excluding Project Parking Garage and Loading)
OFFICE	768,000 (including 8,000 SF retail)		552,000 (including 13,000 SF retail)	1,320,000 (including 21,000 SF retail)
RESIDENTIAL	347,000	473,000 (including 8,000 SF retail)	ACTIONS AND ACTION ACTION AND ACTION AND ACTION AND ACTION AND ACTION AND ACTION AND ACTION ACTION AND ACTION ACTION AND ACTION ACTION ACTION ACTION AND ACTION	820,000 (including 8,000 SF retail)
HOTEL		See Ftn. 3		See Ftn. 3
RETAIL		As discussed below.		
TOTAL PHASE	1,115,000	473,000	552,000	2,140,000

Retail uses will be included in the Project on the ground and podium floors along Atlantic Avenue leading to the Sky Street Level as well as on the Sky Street Level itself as both main uses and as ancillary and accessory uses. As part of the gross floor areas shown above, up to approximately 29,000 square feet may be used for retail purposes, consisting of up to approximately 8,000 square feet within the Phase 1 Building, up to approximately 8,000 square feet within the Phase 2 Building and up to approximately 13,000 square feet within the Phase 3 Building.

Pursuant to Section 40-12 of the Code, Project uses shall be governed solely by the provisions of this Plan, as those uses are described herein and set forth on Exhibit F, notwithstanding any contrary provision of the Code.

#### IX. Dimensions and Densities:

The Project will consist of adding a series of three new structures. The maximum gross floor area and, where applicable, maximum heights of the three proposed buildings and the Project Parking Garage are as set forth below:

<sup>3</sup> This Table is based on the Phase 2 All-Residential Alternative, but is subject to modification as determined during the Development Review Procedures if a Phase 2 Mixed Use Alternative or All-Hotel Alternative is implemented.

	MAXIMUM BUILDING HEIGHT (ft) <sup>4</sup>	MAXIMUM GROSS FLOOR AREA <sup>5</sup>
PHASE 1 BUILDING	655 feet to the top of the highest occupiable floor and 678 feet to the top of the architectural enclosure of the rooftop mechanical equipment	1,115,000
PHASE 2 BUILDING	329 feet to the top of the highest occupiable floor and 349 feet to the top of the architectural enclosure of the rooftop mechanical equipment	473,000
PHASE 3 BUILDING	259 feet to the top of the highest occupiable floor and 279 feet to the top of the architectural enclosure of the rooftop mechanical equipment	552,000
PROJECT PARKING GARAGE AND LOADING AREAS	N/A (Below Buildings)	585,000
TOTAL PROJECT	AMER.	2,725,000 [See Note]

<u>Note:</u> Pursuant to Article 2A of the Code, gross floor area does not include public transit improvements by or for a Public Agency within a lot, above or below grade, including head houses and/or structures designated for use by, access to or egress from public transit services. Accordingly, the MBTA Transit Improvements, to the extent used to support transit uses, do not constitute gross floor area for the purposes of this Code.

With respect to the Parking Garage and Loading Areas, the MBTA Parking Garage contains approximately 124,665 square feet, additional to the maximum approximately 585,000 square feet contained within the Project Parking Garage and Loading Areas. Since the MBTA Parking Garage may be used to support commercial uses, the MBTA Parking Garage is considered in this Plan as gross floor area under the Code since it may be used for commercial uses and would be considered gross floor area if owned by a private developer. The remainder of the improvements on the MBTA Parcel, however, is not considered as gross floor area under the Code.

The completed Project will contain a maximum of 2,725,000 square feet of gross floor area. The gross floor area on the Site, which includes the Project and the approximately 124,665 square foot MBTA Parking Garage on the MBTA Parcel, will total a maximum of 2,849,665 square feet. The Site contains 361,076 square feet. Accordingly, the FAR of the completed Project and the MBTA Parking Garage will be

<sup>&</sup>lt;sup>4</sup> Height measurements in this Plan are measured from Grade consistent with Article 2A of the Code as in effect on the effective date of this Plan. Height is measured based on the Atlantic Avenue frontage of the portion of the Site associated with a particular Phase Building

<sup>5</sup> All building areas in this Plan are indicated in terms of "Floor Area, Gross" consistent with Article 2A of the Code as in effect on the effective date of this Plan.

not greater than 7.9. The FAR for the Project without the MBTA Parking Garage will be not greater than 7.6

Although, as noted above, the MBTA Transit Improvements do not constitute gross floor area as long as they are used as public transit improvements by or for a Public Agency, the improvements on the MBTA Parcel would constitute gross floor area in the event that such improvements were hereafter used for purposes other than public transit improvements. In such event, the improvements on the MBTA Parcel (including the MBTA Parking Garage which is currently included in gross floor area for the Site) may contain up to 698,000 square feet and the FAR of the improvements on the MBTA Parcel to the extent not owned, used and/or operated by the MBTA or any other Public Agency for a governmental purpose may be up to 1.94. An amendment of this Development Plan would be required, however, for any construction on the MBTA Parcel of improvements for purposes other than public transit improvements outside the boundaries of the MBTA Transit Improvements as shown on **Exhibit D**.

In summary, the FAR of the completed Project combined with the FAR of the improvements on the MBTA Parcel to the extent not owned, used and/or operated by the MBTA or any other Public Agency for a governmental purpose will be up to 9.54 divided between the two Parcels in the manner set forth above, which is below the maximum FAR of 10 permitted within a Planned Development Area for the South Station Air Rights Development Sub-Area by Article 40.

It is contemplated that, within the Project Parcel, the Project Buildings and the Project Parking Garage may each be separately owned and financed. Accordingly, the Proponent may designate and establish from time to time the boundaries of sub-parcels ("Sub-Parcels") within the Project Parcel consisting of air rights by written notification to the Director without further Authority action, provided that (i) the applicable use and height requirements of this Plan with respect to each Sub-Parcel are met by the resulting Sub-Parcel; (2) the parking and loading requirements applicable to the uses on a Sub-Parcel are met either on such Sub-Parcel or on a different Sub-Parcel pursuant to an easement; (3) the Project taken as a whole is consistent with the provisions of this Plan including FAR considered on the basis of the Site as a whole; and (4) the scope of the public benefits obligations required by this Plan and by other agreements entered into by the Proponent as a condition of the Authority's Article 80 approval of the Project are not diminished and are complied with as applicable to each Sub-Parcel.

Further, as the final plans are developed, subject to the Authority's Development Review Procedures, the interior boundaries between the MBTA Parcel and the Project Parcel and the interior boundaries between any Sub-Parcels on the Project Parcel may need to be adjusted in certain respects to maintain consistency with the final plans and with agreements between the MBTA and the Proponent. So long as such adjustments are consistent with conditions (1) through (4) of the prior paragraph, such readjustments of Parcels and Sub-Parcels within this PDA may occur by written notification to the Authority, shall be deemed consistent with the Plan and shall not require further approval by the Authority.

Subject to the provisions of Section XV of this Plan, the plans listed on **Exhibit E** set forth various additional dimensional provisions for the Project, subject to modification by the Authority during the Development Review Procedures, other than the maximum FAR and building heights which are set forth above.

#### X. Vehicular Circulation and Pedestrian Circulation:

Vehicular access to the Project will be by means of two entrances to the Parking Garage, one of which will be accessed via the existing access ramp directly off of the South Bay interchange, and the other of which will be located along Atlantic Avenue adjacent to the Phase 2 Building.

Vehicular egress from the Project also will be by an egress ramp directly to the South Bay interchange and directly to Atlantic Avenue. The service areas and loading docks for the Phase 1 Building and the Phase 2 Building will be located within the Parking Garage, with vehicular access from the existing ramps to the South Bay interchange. The service area and loading docks for the Phase 3 Building will be located at grade on Atlantic Avenue, with access and egress from Atlantic Avenue.

Pedestrian circulation within the Project will be implemented through the Sky Street, an internal walkway accessed via shuttle elevators from the Atlantic Avenue entrance lobbies. The Sky Street will connect all three Buildings in the Project. The Sky Street runs from the Phase 3 Building at the southern end of the Site, past the Sky lobby of the Phase 2 Building, and to the Phase 1 Building's office Sky lobby.

The ground-level pedestrian access point for the Phase 1 Building will be through the Atlantic Avenue entrance lobby. The ground-level pedestrian access point for the Phase 2 Building main lobby will be through an entrance lobby located on Atlantic Avenue (between the Phase 1 Building entrance lobby and the Existing Bus Terminal). The ground-level pedestrian access point for the Phase 3 Building will be through a lobby located on Atlantic Avenue south of the Existing Bus Terminal.

#### XI. Parking and Loading Facilities:

The Site will include a maximum of 1083 off-street parking spaces located in the five level above-grade Parking Garage, of which 188 parking spaces currently exist in the MBTA Parking Garage and of which 895 additional spaces will be constructed in connection with the Project. The maximum of 895 parking spaces to be constructed in connection with the Project will be constructed in two phases. 527 parking spaces will be constructed as part of the construction the Phase 1 Building and 368 parking spaces will be constructed as part of the construction of the Phase 2 Building. It is anticipated that the Project Parking Garage and the MBTA Parking Garage will be operated as a single facility. The parking spaces in the Parking Garage may be self-park and/or may be operated as valet or attendant parking with tandem parking spaces.

The 895 parking spaces for the Project will serve a variety of uses, and will be allocated among office, residential and hotel uses, based on the final allocation of uses at the Project. Within the 895 parking spaces for the Project, parking spaces will be provided at ratios not to exceed 0.40 spaces per 1,000 gross floor area of office space, 1 space per residential unit and 0.4 spaces per hotel room. However, the Project may exceed the foregoing ratios during the period after completion of construction of the portion of the Project Parking Garage which will be part of Phase 1 but prior to the construction of Phases 2 and 3, and during the period after completion of the entire Project Parking Garage but prior to the construction of Phase 3.

The Project will include a minimum of 10 and a maximum of 16 loading bay/dumpster areas. Up to 14 loading bays/dumpsters may be located on the lower level of the Parking Garage underneath the Phase 2 Building, and will be constructed as the Phase 1 Building is constructed. Up to 4 loading bays/dumpsters may be located on the ground floor level within the southernmost portion of the ground floor level of the Phase 3 Building, and will be constructed as the Phase 3 Building is constructed. The loading bays/dumpsters underneath the Phase 2 Building are intended to afford extra capacity for the South Station Head House and rail-road operations in the event that the existing loading dock at grade is removed to make way for expansion of the rail yard and to provide pedestrian access to the United States Postal Service property. Vehicular access to the loading bays/dumpsters within the Parking Garage will be from the existing ramps to the South Bay

interchange, and vehicular access to the loading bays/dumpsters on the ground floor level of the Phase 3 Building will be from Atlantic Avenue.

The final number and design of such loading facilities, including dumpsters, will be established during the design review process on the basis of the final allocation of uses at the Project.

#### XII. Access to Public Transportation:

The Project is located in air rights above the MSDTCSS, and will have pedestrian access through walkways and vertical transportation to the transportation facilities at South Station. The MSDTCSS is an intermodal transportation facility combining Amtrak, commuter rail, bus and subway service terminals.

South Station, along with North Station, are the two major railway stations serving Boston. South Station is the terminal for Amtrak train lines with service to New York, Washington, D.C. and the Midwest, along with Acela Express service between Boston and Washington, D.C. In addition, South Station provides commuter rail serving areas south and west of Boston.

The South Station bus terminal is served by Greyhound, Peter Pan, and other national and regional bus carriers. It is the only major bus terminal in the Greater Boston area.

The South Station MBTA Station offers Red Line service to the south and north of Boston, as well as access to the MBTA's Silver Line, with service to Logan Airport, the Seaport District, and the Boston Convention and Exhibition Center. The Red Line also provides connections to the Orange Line at Downtown Crossing and the Green Line at Park Street. The Blue Line is accessible via an additional transfer at State Street or Government Center.

#### XIII. Phasing Plan:

The redevelopment of the Site will proceed generally from the north end of the Site to the south end. The Project Phases may be constructed during different periods of time. The Proponent currently estimates that construction of the Bus Terminal Expansion, the Ancillary Transportation Improvements, the Parking Garage and the Phase 1 Building will commence in 2017, and will be completed approximately four (4) years after commencement of construction. Construction of the Phase 2 Building is expected to commence within one (1) year after completion of the Phase 1 Building, and will be completed approximately two (2) years after commencement of construction. Construction of the Phase 3 Building is expected to commence within one (1) year after completion of the Phase 2 Building, and will be completed approximately two (2) years after commencement of construction. However, the foregoing dates may be expedited or extended depending on market forces, and no delay in construction shall be considered to result in a lapse of time for purposes of Article 80.

As noted above, the construction of the Phase 1 Building will include the first phase of the Project Parking Garage and the loading bays/dumpsters serving the Phase 1 Building and the Phase 2 Building. Construction of the Phase 2 Building will include the remainder of the Project Parking Garage. Construction of the Phase 3 Building will include the loading bays/dumpsters serving the Phase 3 Building.

Compliance of each Project Building with the requirements of this Plan shall be determined on an individual rather than a Site-wide basis, and each Phase will be eligible to receive its own Certification of Consistency. The delay or non-completion of any Project component or subcomponent shall not affect the compliance or consistency of any other Project component or subcomponent with this Plan.

#### XIV. Public Benefits:

The Project is expected to provide numerous public benefits, including the following:

#### Economic Development:

The Project will develop an underutilized site of crucial importance to the revitalization of the surrounding area. As noted above, the Site is at the center of the City's recent major transportation infrastructure improvements, including the depression of the Central Artery, the related South Bay interchange and the development of the MBTA's Silver Line/Transit way. The Project achieves the objective intended by the substantial investments of the federal and state governments in infrastructure and transit improvements of increasing commercial and residential development in the area. The redevelopment of the Site will thus be a crucial component of Boston's future economic development.

#### Transportation Improvements:

Consistent with Section 40-11(d) of the Code, the Plan proposes expansion of Boston's economy through commercial and/or residential development in a manner that will enhance intermodal transportation capabilities among rail, bus, and subway modes incident to such development and which is consistent with the goals of transit-oriented development.

As indicated above, the Project includes various enhancements to the MSDTCSS which will be funded by Proponent. The Proponent will expend approximately \$100,000,000 for transportation enhancements, including construction of the Bus Terminal Expansion (approximately 106,000 square feet which will add approximately 16 new gates and additional bus staging areas to the Existing Bus Terminal, providing significant additional recurring income to the MBTA from increased bus gates, parking revenue and retail space revenue), and construction of an expanded train platform area which will accommodate an intermodal pedestrian connection among the bus, train and subway transportation modes. In addition, the Project will include ancillary improvements to the MBTA Transit Improvements including modifications to the rotunda at the Existing Bus Terminal, relocation and modification of certain tracks and signals, construction of a new electrical substation, and expansion of the railyard ventilation system. The Project is further consistent with the goals of transit-oriented development by concentrating commercial and residential development above a major transportation center.

#### Public Realm Benefits:

In addition to the transportation improvements, the Project will complete the street wall along Atlantic Avenue and activate the sidewalk with office workers, residents, hotel guests and retail between the South Station Head House and Kneeland Street along the east side of Atlantic Avenue. In addition, the Project will include streetscape improvements around the Site including new sidewalks, granite curbs, streetlights, street trees and street furniture. Sidewalks will generally be 27' wide, yielding an unobstructed walkway ranging between 12' and 19', and which will be consistent with the finishes planned for the sidewalks in the Rose Kennedy Greenway Corridor. The use of carefully detailed paving materials on the sidewalks and crossings, street trees, street furniture and lighting will reinforce the image of Atlantic Avenue as a grand boulevard leading to the Rose Kennedy Greenway from the south.

#### Housing and Jobs Linkage Contribution:

As required by Sections 80B-7(3)(a) and 80B-7(3)(b) of the Code, housing and jobs linkage contributions will be made with respect to the commercial components of the Project.

#### Affordable Housing:

The Proponent will comply with the Mayoral Executive Order and the Authority's Guidelines concerning provision of affordable housing units as in effect as of the approval of the Original Development Plan which requires that 15% of the market rate residential units at the Project qualify as affordable and/or will make contributions to the Affordable Housing Trust Fund in accordance with the Land Disposition Agreement with the Authority. The provisions regarding affordable housing units will be set forth in an Affordable Housing Agreement pertaining to any phase which will contain residential units.

#### Economic Benefits (Taxes and Jobs):

It is estimated that the Project will generate approximately \$26,000,000 in new annual real estate taxes, as well as significant additional hotel and sales taxes.

Construction of the Project will generate approximately 6,600 construction jobs and approximately 5,000 permanent jobs, including professional and support jobs for the companies leasing space in the office component and jobs in the hotel component, if applicable, for workers with diverse skills and educational backgrounds.

#### XV. Development Review Procedures:

The Project is subject to Large Project Review under Section 80B of the Code. The Proponent submitted a Final Project Impact Report ("<u>FPIR</u>") for the Project and has submitted a Notice of Project Change ("<u>NPC</u>") with respect to changes from the Original Development Plan.

Final plans and specifications for any portion of the Project shall be subject to review and approval by the Authority in accordance with its Development Review Procedures. Final design and/or use of the areas shown may vary from time to time, subject to applicable provisions of this Development Plan and the Development Review Procedures. Because the Project is a phased project on which design development will proceed sequentially, it is anticipated that development review will occur at different times.

Subsequent to completion of any Phase of the Project, modifications which are minor in nature will be eligible to receive a supplemental Certification of Consistency evidencing compliance and consistency with this Plan.

#### XVI. Miscellaneous:

<u>Applicability:</u> In accordance with Section 80C-9 of the Code, consistency of the Project or any component or subcomponent thereof with this Plan constitutes compliance with the underlying zoning to the extent such requirements have been addressed in this Plan.

Amendment of Plan: Any owner of an individual Parcel (viz. the MBTA Parcel and the Project Parcel), Sub-Parcel or Building within a Parcel or Sub-Parcel may seek amendment of this Plan as to such Parcel, Sub-Parcel or Building, in accordance with the procedures prescribed by the Code without the consent of any other owner of a Parcel, Sub-Parcel or Building. In the event that

any amendment to this Plan proposed by the owner of a Parcel, Sub-Parcel or Building is approved, and such amendment affects the overall compliance of the Project with this Plan, this Plan shall be deemed amended with respect to the Project as a whole to the extent necessary for the overall Project to comply with this Plan.

<u>Miscellaneous</u>: Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meaning set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

#### **EXHIBIT A**

# 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:

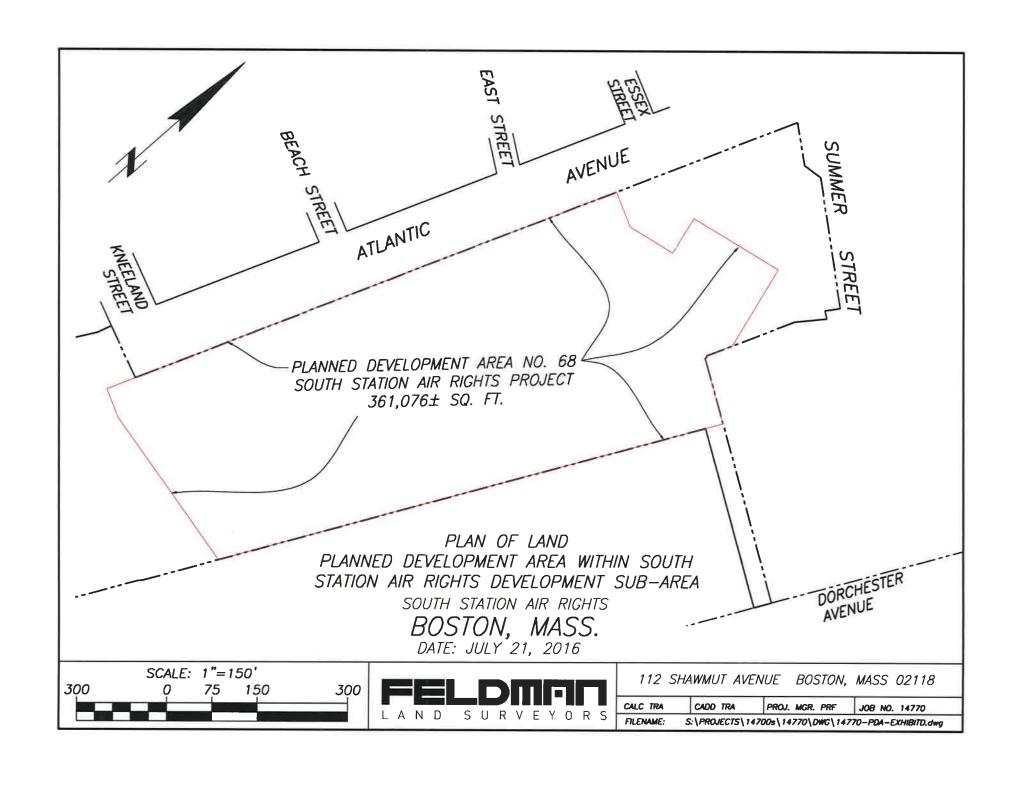
BEGINNING AT A POINT ON THE EASTERLY SIDELINE OF ATLANTIC AVENUE, SAID POINT BEING S 20°02'26" W, A DISTANCE OF 320.80 FEET FROM THE INTERSECTION OF THE SOUTHERLY SIDELINE OF SUMMER STREET;

THENCE TURNING S 69°55'11" E, A DISTANCE OF 62.38 TO A POINT;
THENCE TURNING AND RUNNING N 72°34'05" E, A DISTANCE OF 82.76 TO A POINT;
THENCE TURNING AND RUNNING N 17°27'48" W, A DISTANCE OF 67.12 TO A POINT;
THENCE TURNING AND RUNNING N 72°32'58" E, A DISTANCE OF 163.60 TO A POINT;
THENCE TURNING AND RUNNING S 17°30'05" E, A DISTANCE OF 146.78 TO A POINT;
THENCE TURNING AND RUNNING S 20°10'37" W, A DISTANCE OF 45.73 TO A POINT;
THENCE TURNING AND RUNNING S 69°49'23" E, A DISTANCE OF 2.95 TO A POINT;
THENCE TURNING AND RUNNING S 20°10'37" W, A DISTANCE OF 3.34 TO A POINT;
THENCE TURNING AND RUNNING S 63°52'36" E, A DISTANCE OF 112.66 TO A POINT;
THENCE TURNING AND RUNNING S 26°07'20" W, A DISTANCE OF 866.75 TO A POINT;
THENCE TURNING AND RUNNING N 84°05'37" W, A DISTANCE OF 287.28 TO A POINT;
THENCE TURNING AND RUNNING N 69°57'34" W, A DISTANCE OF 50.89 TO A POINT;
THENCE TURNING AND RUNNING N 20°02'26" E, A DISTANCE OF 906.30 TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 361,076 SQUARE FEET OR 8.289 ACRES.

#### **EXHIBIT B**

#### PLAN OF SITE



#### **EXHIBIT C**

#### PROJECT TEAM

Proponent:

South Station Phase I Owner LLC

c/o Hines Interests Limited Partnership One International Place, 11th Floor, Boston, Massachusetts 02110

David Perry Michael Francis

and

c/o Gemdale Properties and Investment Corporation Limited Suites 3602-3608, 36/F No. 8 Finance Street Central Hong Kong

Architects:

Pelli Clarke Pelli Architects 1056 Chapel Street New Haven, CT 06510

Kendall/Heaton Associates, Inc. 3050 Post Oak Blvd. Houston, TX 77056

Legal Counsel:

Goulston & Storrs, P.C. 400 Atlantic Avenue Boston, MA 02110

Marilyn L. Sticklor, Esq. Douglas M. Husid, Esq.

DLA Piper Rudnick Gray Cary US LLP 33 Arch Street, 26<sup>th</sup> floor Boston, MA 02110 John Rattigan, Esq. Bryan C. Connolly, Esq.

Baker Botts L.L.P. 910 Louisiana Street Houston, TX 77002. Environmental and Permitting Consultant:

Epsilon Associates, Inc. 150 Main Street

P.O. Box 700

Maynard, MA 01754 Cindy Schlessinger

Transportation and

Vanasse & Associates, Inc.

Parking Consultants: 10 New England Business Center Drive

Andover, MA 01810

Jeff Dirk

Wind Consultant:

**RWDI** 

650 Woodlawn Road West Guelph, Ontario, Canada

Geotechnical Engineers:

Haley & Aldrich, Inc. 465 Medford Street Boston, MA 02129

Surveyor:

Harry R. Feldman, Inc. 112 Shawmut Avenue Boston, MA 02118

#### EXHIBIT D

#### PLAN OF PARCELS

Part 1 -- Plans of Site Parcels (MBTA Parcel and Project Parcel) at Various Elevations
Part 2 -- Section Plan of Parcels: MBTA Parcel (Showing MBTA Transit Improvements) and
Project Parcel (Showing Project Improvements)

PROJECT PARCEL MBTA PARCEL



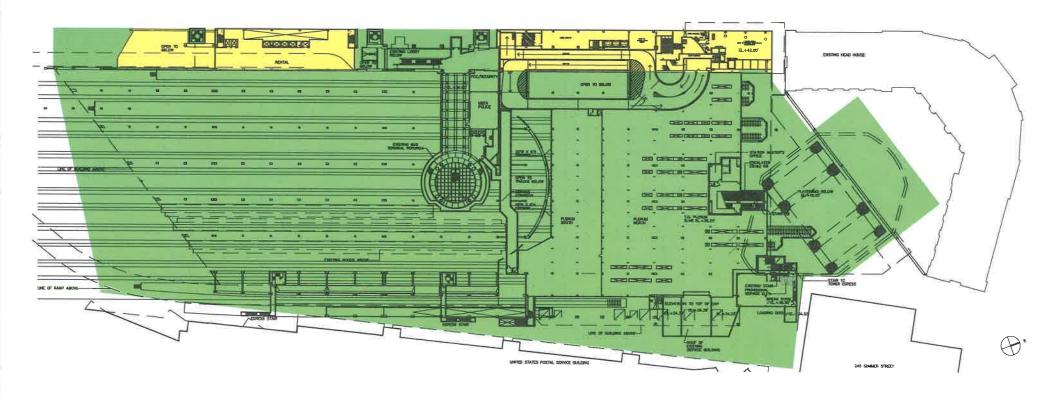
**ZONING PLANS** 

**ELEVATION 18.25' GROUND FLOOR** 

KENDALL/HEATON ASSOCIATES

PROJECT PARCEL MBTA PARCEL

ATLANTIC AVENUE



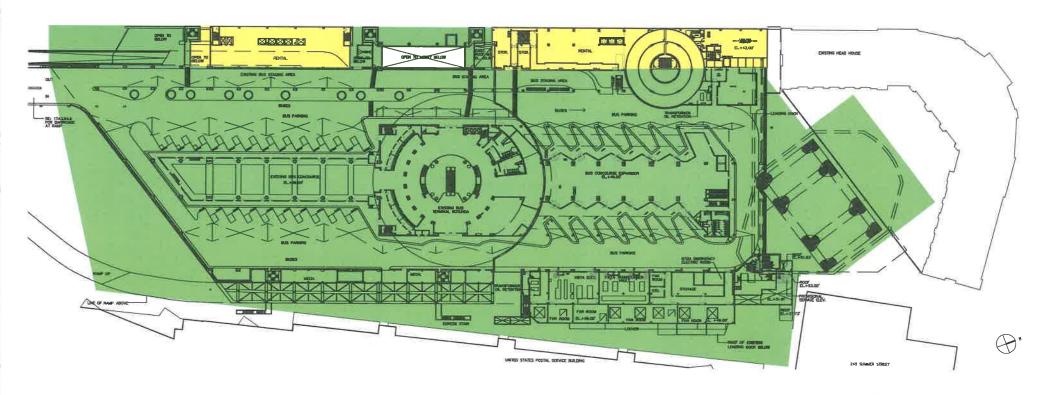
**ZONING PLANS** 

**ELEVATION 36.50' LOWER ROTUNDA** 

KENDALL/HEATON ASSOCIATES

PROJECT PARCEL MBTA PARCEL

ATLANTIC AVENUE



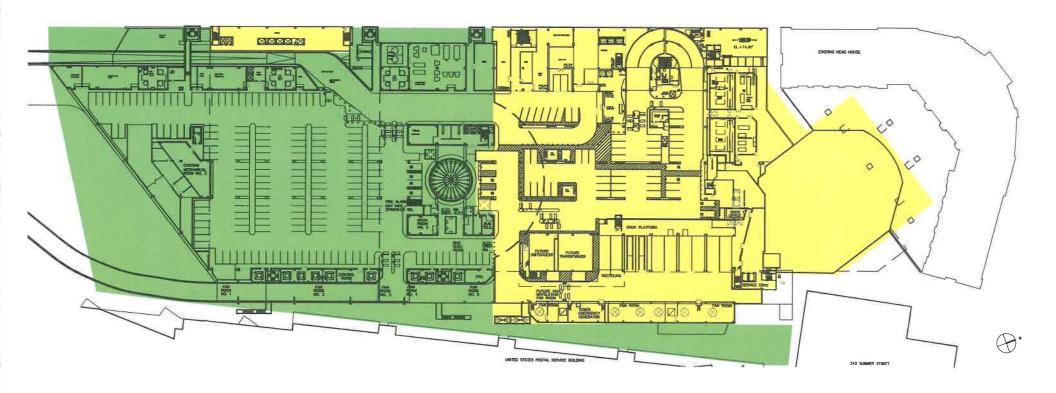
**ZONING PLANS** 

**ELEVATION 49.00' BUS TERMINAL** 

KENDALL/HEATON ASSOCIATES

PROJECT PARCEL MBTA PARCEL

ATLANTIC AVENUE



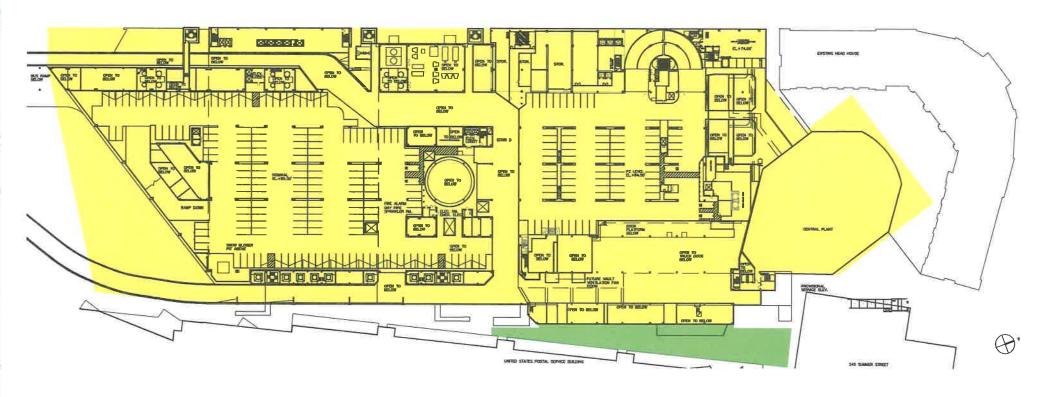
**ZONING PLANS** 

ELEVATION 74.50' P1 LEVEL

KENDALL/HEATON ASSOCIATES

PROJECT PARCEL MBTA PARCEL

NTLANTIC AVENUE

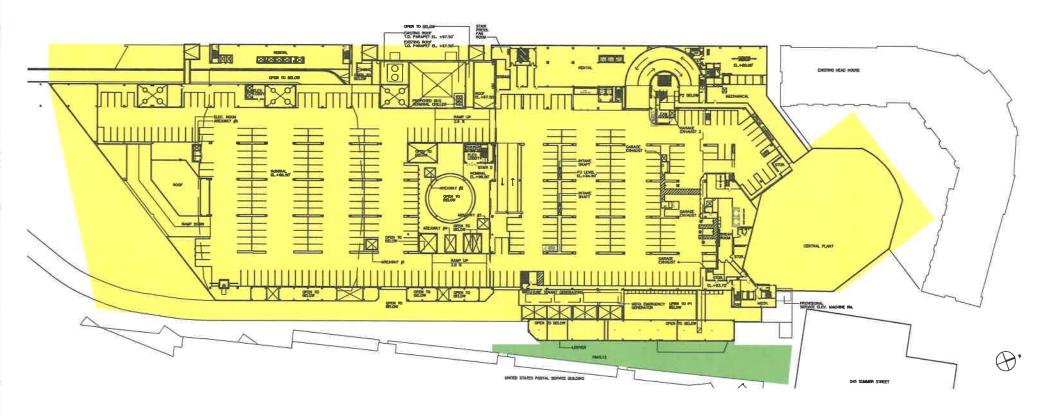


**ZONING PLANS** 

**ELEVATION 84.50' P2 LEVEL** 

KENDALL/HEATON ASSOCIATES

PROJECT PARCEL MBTA PARCEL



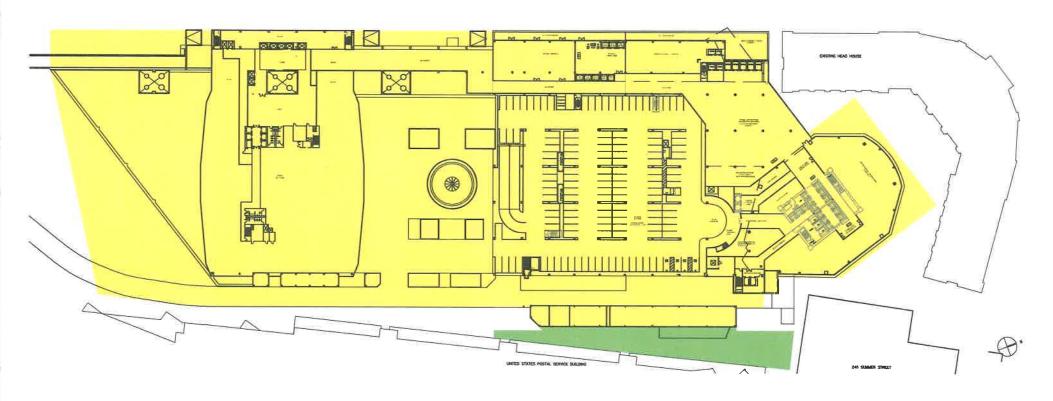
**ZONING PLANS** 

ELEVATION 94.50' P3 LEVEL

KENDALL/HEATON ASSOCIATES

PROJECT PARCEL MBTA PARCEL

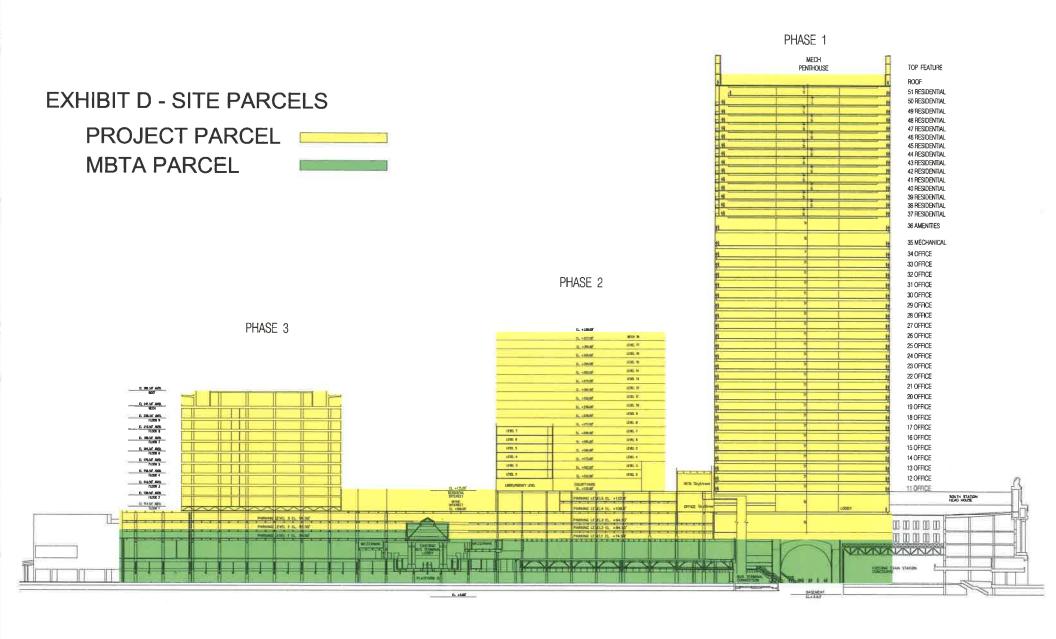
ATLANTIC AVENUE



**ZONING PLANS** 

ELEVATION 109.00' P4 LEVEL

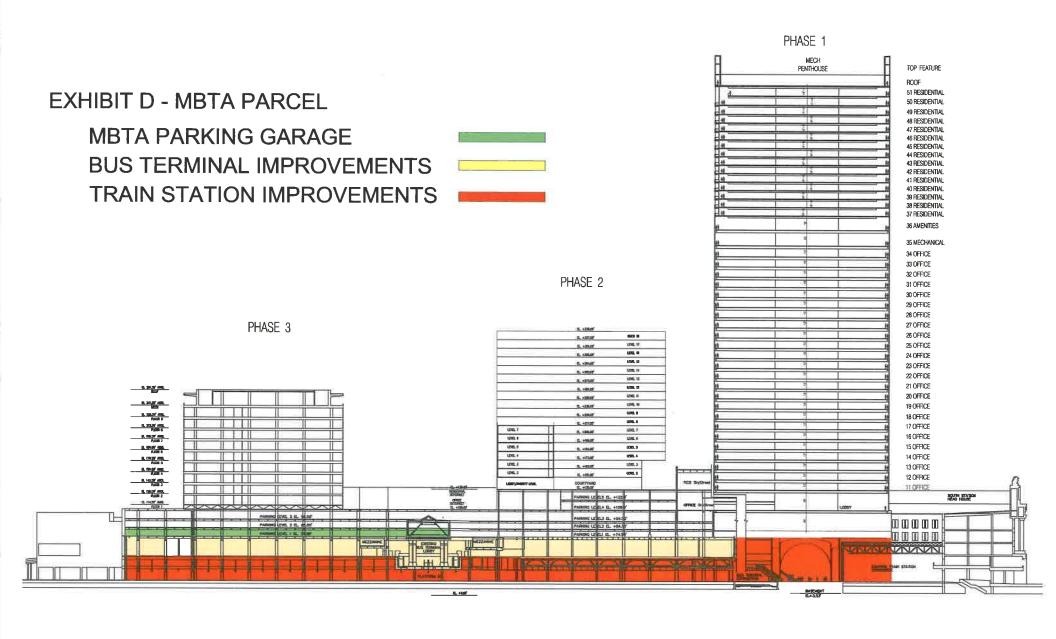
KENDALL/HEATON ASSOCIATES



SITE PARCELS

**PROJECT SECTION** 

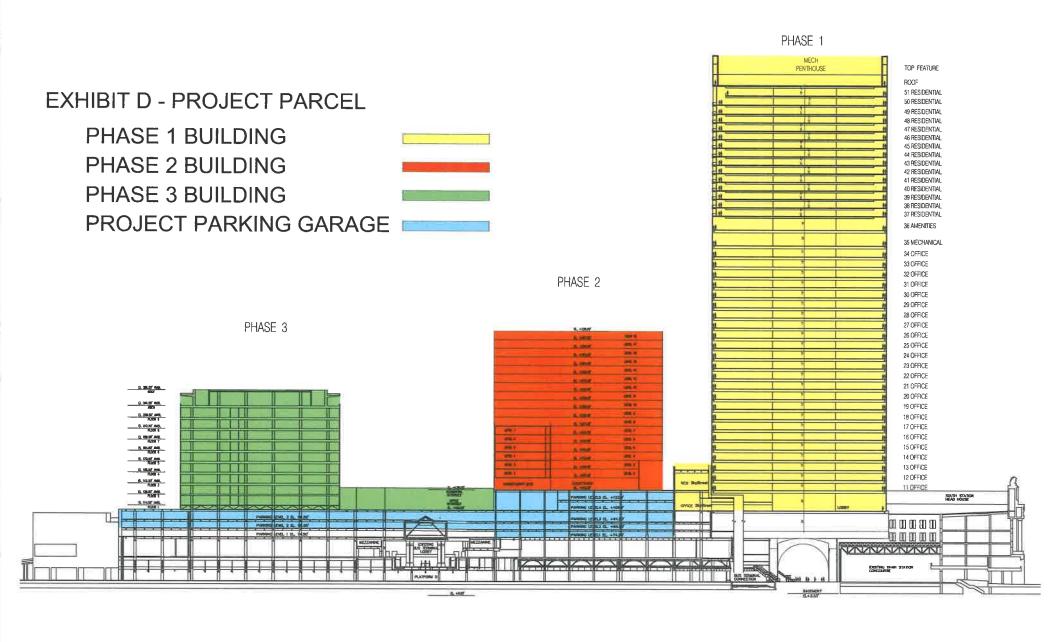
KENDALL/HEATON ASSOCIATES



**MBTA PARCEL** 

**PROJECT SECTION** 

KENDALL/HEATON ASSOCIATES



PROJECT PARCEL

PROJECT SECTION

KENDALL/HEATON ASSOCIATES

#### EXHIBIT E

# SCHEMATIC PLANS SHOWING PROPOSED LOCATION OF STRUCTURES AND OTHER SITE FEATURE

TITLE	DATE
Ground Floor Level Elevation – 18.25'	11 July 2016
Lower Rotunda Elevation – 36.50'	11 July 2016
Bus Terminal Level Elevation – 49.00'	11 July 2016
Bus Mezzanine Level Elevation – 62.00'	11 July 2016
P1 Parking Level Elevation – 74.50'	11 July 2016
P2 Parking Level Elevation – 84.50'	11 July 2016
P3 Parking Level Elevation – 94.50'	11 July 2016
Office Sky Street / P4 Parking Level Elevation – 109.00'	11 July 2016
P5 Parking Level Elevation – 122.00'	11 July 2016
Residential Sky Street Level Elevation – 135.00'	11 July 2016
Office Floor Level Elevation – 148.00'	11 July 2016
Office Elevation Level Elevation – 161.00'	11 July 2016
Project Section	11 July 2016

<u>Note</u>: Height measurements shown on the Schematic Plans listed in this <u>Exhibit E</u> are calculated based on architectural and engineering sea level base standards (Above Sea Level); height measurements in the Development Plan and the charts included therein are calculated from Grade consistent with Article 2A of the Code as in effect on the effective date of this Plan. Height is measured based on the Atlantic Avenue frontage of the portion of the Site associated with a particular Phase Building.

#### EXHIBIT F

#### PERMITTED USES

#### PROJECT PARCEL USES

#### Phase 1 Building Uses:

- Residential Uses. Multifamily dwelling, artists' live/work space, apartment house. Residential uses include any affordable dwelling units, including but not limited to affordable dwelling converted for more families, and any affordable dwelling units which are rental units, condominiums, or limited equity share cooperatives.
- Office Uses. Offices of community groups; business or professional offices, including medical offices and ambulatory care; real estate, insurance, financial service institution or other agency or government office; office building; post office; automatic teller machine; or bank (other than drive-in-bank) or similar establishment.
- New Economy Uses. Basic research; research and development; product development or prototype manufacturing; biomedical technology; pharmaceutical research and development; research and medical laboratories.
- Light Manufacturing Uses.
- Service Uses. Radio or television studio.
- General Project Uses set forth below.

#### Phase 2 Building Uses:

- Residential Uses. Multifamily dwelling, artists' live/work space, apartment house. Residential uses
  include any affordable dwelling units, including but not limited to affordable dwelling converted for
  more families, and any affordable dwelling units which are rental units, condominiums, or limited
  equity share cooperatives.
- Hotel.
- General Project Uses set forth below.

#### Phase 3 Building Uses:

Office Uses. Offices of community groups; business or professional offices, including medical
offices and ambulatory care; real estate, insurance, financial service institution or other agency or
government office; office building; post office; automatic teller machine; or bank (other than drivein-bank) or similar establishment.

- New Economy Uses. Basic research; research and development; product development or prototype manufacturing; biomedical technology; pharmaceutical research and development; research and medical laboratories.
- Light Manufacturing Uses.
- <u>Service Uses</u>. Radio or television studio.
- General Project Uses set forth below.

#### Ground Level, Podium Level and Sky Street Level Uses (all Buildings):

- All permitted upper level uses.
- Restaurant and Entertainment Uses and Fast Food Restaurant Uses. Retail catering establishment, restaurant, lunchroom, cafeteria, bakery, café, coffee shop or other place for the service or sale of food or drink for on-premises or off-premises consumption lounge or bar with or without any of the following: dancing or entertainment, billiards and/or pool facilities and/or video and/or other electrical or mechanical amusement game machines; concert hall; theater, commercial or nonprofit (including motion picture or video theater, but not drive-in theater); art galleries, nonprofit or for profit.
- Rental motor vehicle and trailer agency whether or not accessory to a hotel, provided that no rental
  vehicles or trailers are parked on the street and that exterior lighting is arranged to shine downward
  and away from residences.
- <u>Service Uses.</u> All local service uses, including but not limited to video or film production studio and/or store (sale or rental); barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or dry-cleaner; tailor shop; hand laundry; dry-cleaning shop; framer's studio; caterer's establishment; photographer's studio; copy center; optometrist's shop; watch or jewelry repair shop; research laboratory; radio or television studio; or similar use; provided that in laundries and cleaning establishments, only nonflammable solvents are used for cleaning.
- Retail Uses. Store primarily serving the local retail business needs of the neighborhood; artist supply and music store; book store; drug store; florist shop; grocery store; ice cream store; interior decorating establishment; antique store; radio, television and other electronic appliances store; general merchandise mart or other store serving the general retail business needs of a major part of the city, including accessory storage.
- Outdoor sale or display for sale of garden supplies, agricultural produce, flowers and the like, and outdoor display of sculpture or art.

#### Rooftop Uses (all Buildings):

• Open Air Rooftop Farms, Roof Level Urban Farms, Rooftop Greenhouses (all as defined in Article 89).

#### General Project Uses (all Buildings):

Day care center, family care center, or community health center or clinic.

- Recreational and Community Uses. Private grounds for games and sports; other social, recreational, or sports center conducted for profit; private club operated for members only; adult education center or community center use; the maintenance and operation of any amusement game machine in a private club, or in any commercial establishment; private or public health club.
- <u>Institutional Uses</u>. College or university granting degrees by authority of the Commonwealth; place of worship, nonprofit library or museum, not accessory to another institutional use; trade, professional, or other school; library or museum not conducted for profit; clinic not accessory to a main use.
- <u>Transportation uses.</u> Helicopter landing facility.
- <u>Telecommunications Uses</u>. Telecommunications and wireless communications equipment, including antennas, communications dishes and other equipment mounting structures.
- <u>Public Services Uses</u>. Public service pumping station, sub-station, automatic telephone exchange, or telecommunications data distribution center, subject to St. 1956, c. 665, s.2.
- Parking lot or parking garage, including taxi pick-up /drop-off, rental motor vehicle and trailer agency whether or not accessory to a hotel, and car wash.
- <u>Personalized services</u>, including custom manufacture of goods, 3D printing, and other services available to the public which do not create a nuisance or hazard to public health or safety.
- Ancillary and Accessory Uses. Cafeteria and other food service facilities, conference facilities; auditoria; exhibit hall; classrooms; accessory and ancillary parking lot or parking garage; a swimming pool, health club, spa or tennis court; the storage of flammable liquids and gases incidental to a lawful use; the manufacture, assembly, or packaging of products sold on the lot; the maintenance and operation of amusement game machines accessory to eating and drinking establishments; the keeping of laboratory animals incidental to a conditional institutional use, provided that all resulting noise, dust, fumes, gases, odors, and refuse matter are effectively confined to the lot or so disposed of as not to be a nuisance or hazard to public health or safety.

#### **MBTA PARCEL USES:**

- Uses permitted in the South Station Economic Development Area established pursuant to Article 40 of the Code as of the date of this Plan.
- <u>Transportation Uses</u>. Bus terminal, subway station or railroad passenger station, airline shuttle service, garage with dispatch, helicopter landing facility, motor freight terminal, or rail freight terminal, and accessory purposes such as retail and service uses related thereto.

### **FACT SHEET**

## AMENDED AND RESTATED DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 68

### SOUTH STATION AIR RIGHTS PROJECT

This Article 80C Submission documents the Planned Development Area Amendment process under Article 80C, and provides a background for the Amended and Restated Development Plan for the South Station Air Rights Project. A copy of the application for the Amended and Restated Development Plan for the South Station Air Rights Project is submitted herewith.

#### **PROPONENT**

The Proponent is South Station Phase I Owner LLC, a single purpose entity with a business address c/o Hines Interests Limited Partnership, One International Place, 11th Floor, Boston, Massachusetts 02110. The Proponent is owned, directly or indirectly, by Hines Interests Limited Partnership and Gemdale Properties and Investment Corporation Limited. The BRA approved Transfer of interests from South Union Station LLC to Gemdale in May, 2016.

### **PDA SITE**

PDA No. 68 will consist of approximately 361,076 SF (8.3 acres) of land and air rights, generally bounded by land of the 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 BDC Summer Street 121A Limited Partnership to the east. The Site is adjacent to but does not include the existing South Station Head House. Under a Map Amendment to be approved simultaneously with the Amended and Restated Development Plan, 3,066 SF are being added to the PDA Site approved in 2006.

A portion of the Project Parcel is owned by the MBTA and a portion of the Project Parcel is owned by the BRA. It is anticipated that the portion owned by the MBTA will be transferred by the MBTA to the BRA followed by transfer of the Project Parcel from the BRA to the Proponent.

### MAP OF AREA

A map of the PDA Site is attached.

AMENDED AND RESTATED DEVELOPMENT PLAN FOR PDA NO. 68 The 2006 approved PDA Development Plan provided for a mixed-use development including office, residential, hotel, accessory retail and service, parking and related uses. The 2006 Development Plan contemplated three main structures: Phase 1, consisting of an office tower of 621 feet to the top of the highest occupiable floor or 678 feet to the top of the mechanical penthouse; Phase 2, consisting of a mixed –use residential and hotel building of 268 feet to the top of the highest occupiable floor or 308 feet to the top of the mechanical penthouse; and Phase 3, consisting of an office building of 229 feet to the top of the highest occupiable floor or 249 feet to the top of the mechanical

penthouse.

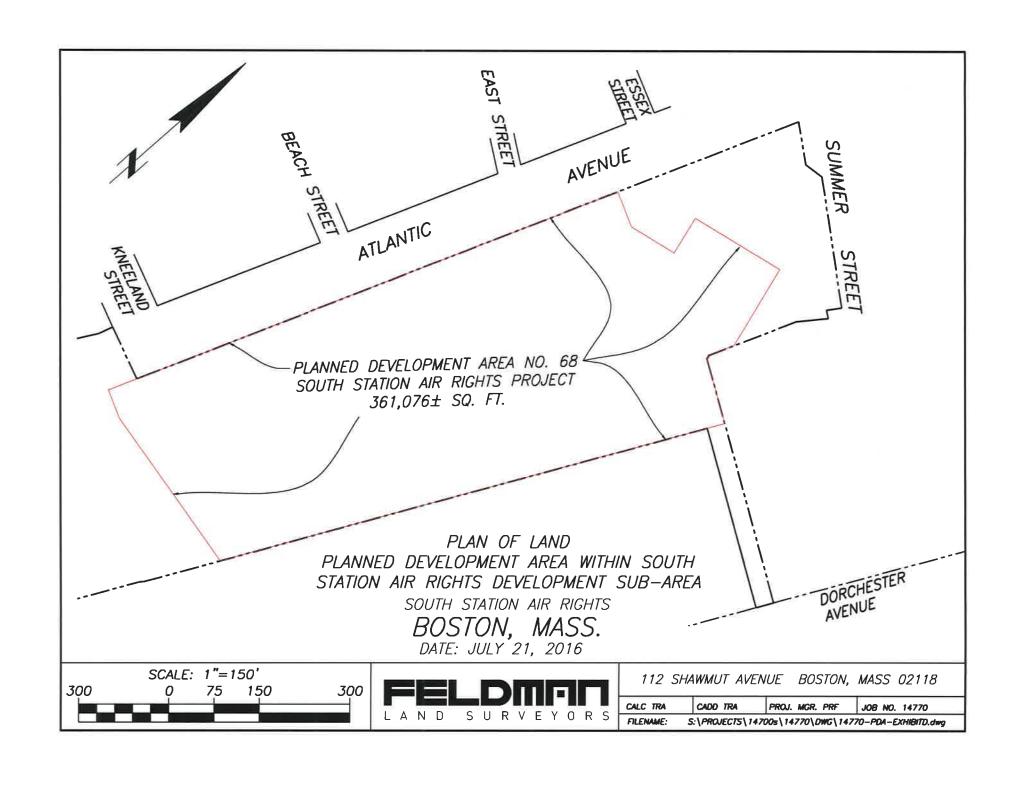
The Amended and Restated Development Plan amends and restates the Development Plan (i) with respect to Phase 1, to include both office and residential uses in the Phase 1 Building (which was included as an alternative in the 2006 FPIR), (ii) with respect to Phase 2, to allow the options of the previously approved mixed residential and hotel uses, or an all-residential or an all-hotel building, (iii) to modify various dimensional provisions of certain components of the Project to reflect changes in design, addition of two floors to the Phase 1 Building within the previously-approved overall building height, and a refined calculation of Gross Floor Area, (iv) to increase parking spaces by approximately 140 spaces consistent with the proposed uses, and (v) to add 3,066 SF of air rights to the Site to reflect changes in design of the Phase 1 Building.

As so modified, the Amended and Restated Development Plan for PDA No. 68 includes the following three phases of the Project:

<u>Phase 1</u> will consist of a 1,115,000 SF maximum residential and office building, including 8,000 SF accessory retail on the ground floor, podium floor and Sky Street level, with a maximum building height of 655' to the top of the highest occupiable floor and 678' to the top of the architectural enclosure of the rooftop mechanical equipment

<u>Phase 2</u> will consist of a 473,000 SF maximum building, including 8,000 SF retail on the ground floor, podium floor and Sky Street level, with a maximum building height for the of 329' to the top of the highest occupiable floor and 349' to the top of the architectural enclosure of the rooftop mechanical equipment. The Phase 2 building will be all-residential, all-hotel or mixed use residential and hotel.

<u>Phase 3</u> will consist of a 552,000 SF maximum office building, including 13,000 SF retail on the ground floor, podium floor and Sky Street level, with a maximum building height of 259' to the top of the highest occupiable floor and 279' to the top of the architectural enclosure of the rooftop mechanical equipment.



Map Amendment Application No. \_\_\_ 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 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 Amended and Restated Development Plan for Planned Development Area No. 68, as follows:

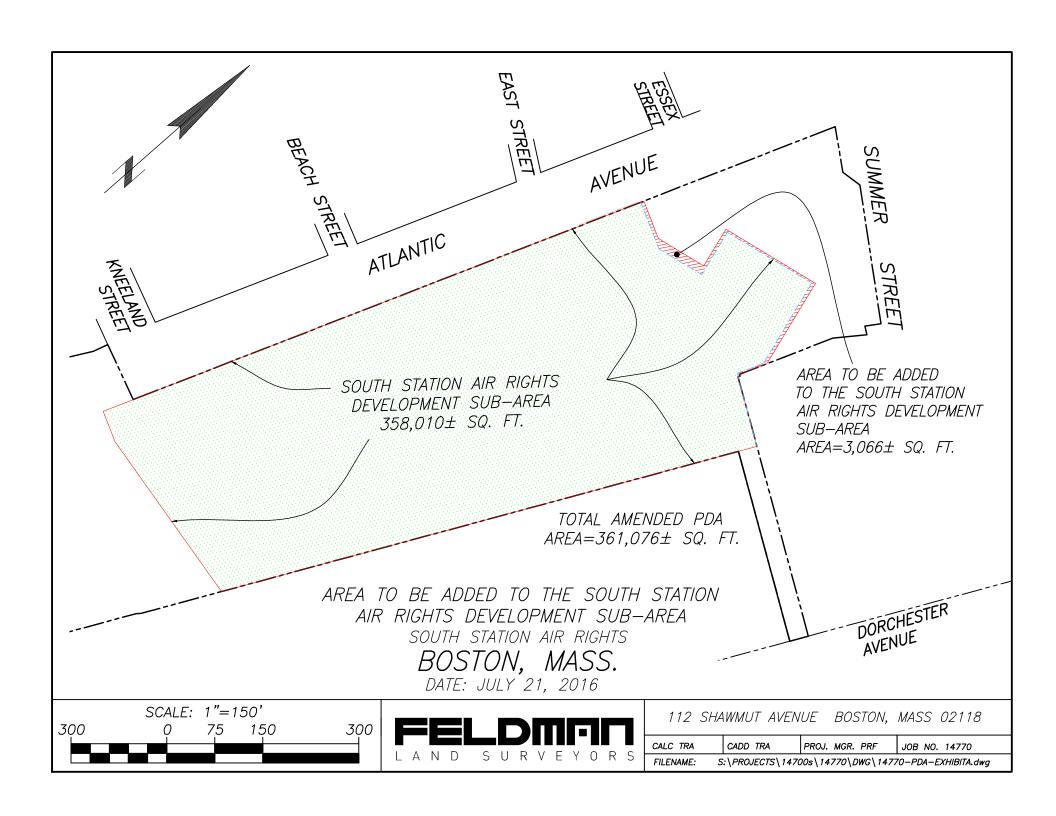
- 1. By adding to the area depicted as "South Station Air Rights Development Sub-Area" on said Map 1C the area measuring approximately 3,066 square feet in area depicted as "Area to be Added to the South Station Air Rights Development Sub-Area" on a plan entitled "Area to be Added to South Station Air Rights Development Sub-Area" dated July 21, 2016, prepared by Feldman Surveyors, attached as Appendix A hereto.
- 2. As a result of Map Amendment No. 458 and Paragraph 1 above, the "South Station Air Rights Development Sub-Area shall be the area depicted as "South Station Air Rights Development Sub-Area" on a plan entitled "Plan of Land, South Station Air Rights Development Sub-Area" dated July 21, 2016, prepared by Feldman Surveyors, attached as <u>Appendix B</u> hereto.
- 3. By adding the suffix "D", indicating a Planned Development Area overlay district, to the area within the South Station Air Rights Development Sub-Area measuring approximately 3,066 square feet in area depicted as "Area to be Added to Planned Development Area within South Station Air Rights Development Sub-Area" on a plan entitled "Area to be Added to Planned Development Area No. 68" dated July 21, 2016, prepared by Feldman Surveyors, attached as <u>Appendix C</u> hereto.
- 4. As a result of Map Amendment No. 458 and Paragraph 3 above, the Planned Development Area No. 68 shall be the area depicted as "Planned Development Area No. 68 South Station Air Rights Project" on Appendix D hereto. Said land is bounded and described on a plan entitled "Plan of Land, Planned Development Area within South Station Air Rights Development Sub-Area" dated July 21, 2016, prepared by Feldman Surveyors, attached as Appendix D.

Map Amendment Application No	Map Amendment No
Chairman	
Chairman	
Vice Chairman	
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a <u> </u>	
In Zoning Commission Adopted	, 2016.
At	est:
	Secretary

Map Amendment Application No	Map Amendment No
Mayor, City of Boston	
Date:	
The foregoing amendment was presented to the section 3 of Chapter 665 of the Acts of 1956,	
Attest: Secretary to	o the Zoning Commission

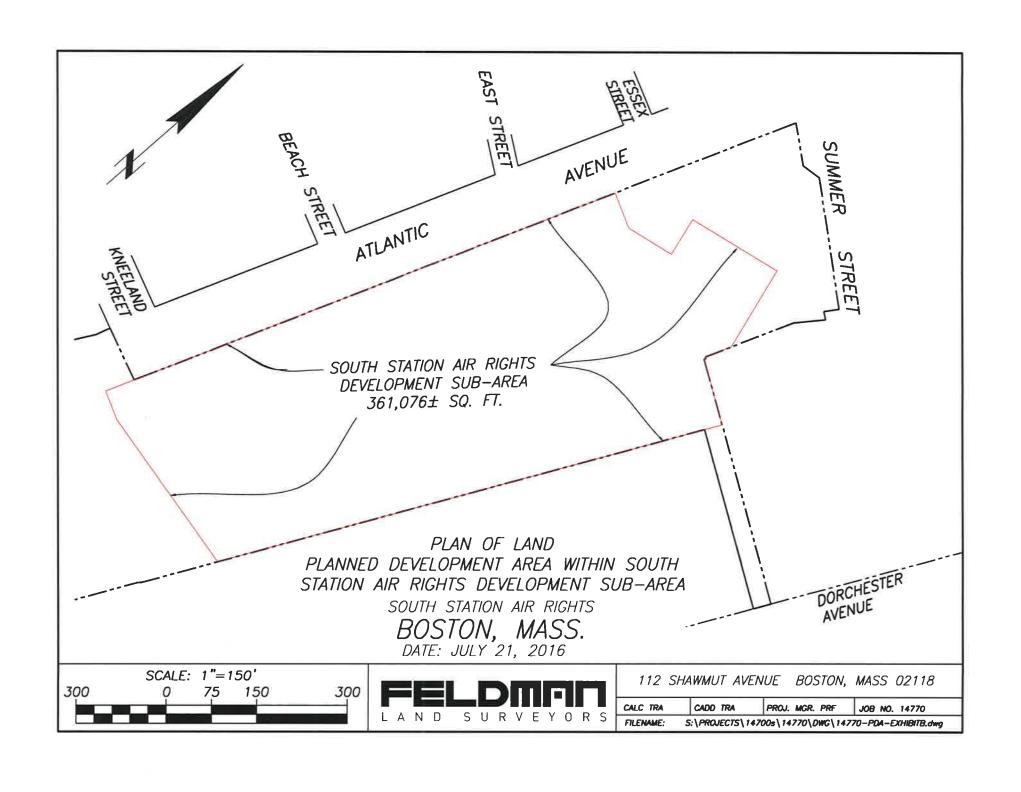
## Appendix A

Area to be Added to South Station Air Rights Development Sub- Area



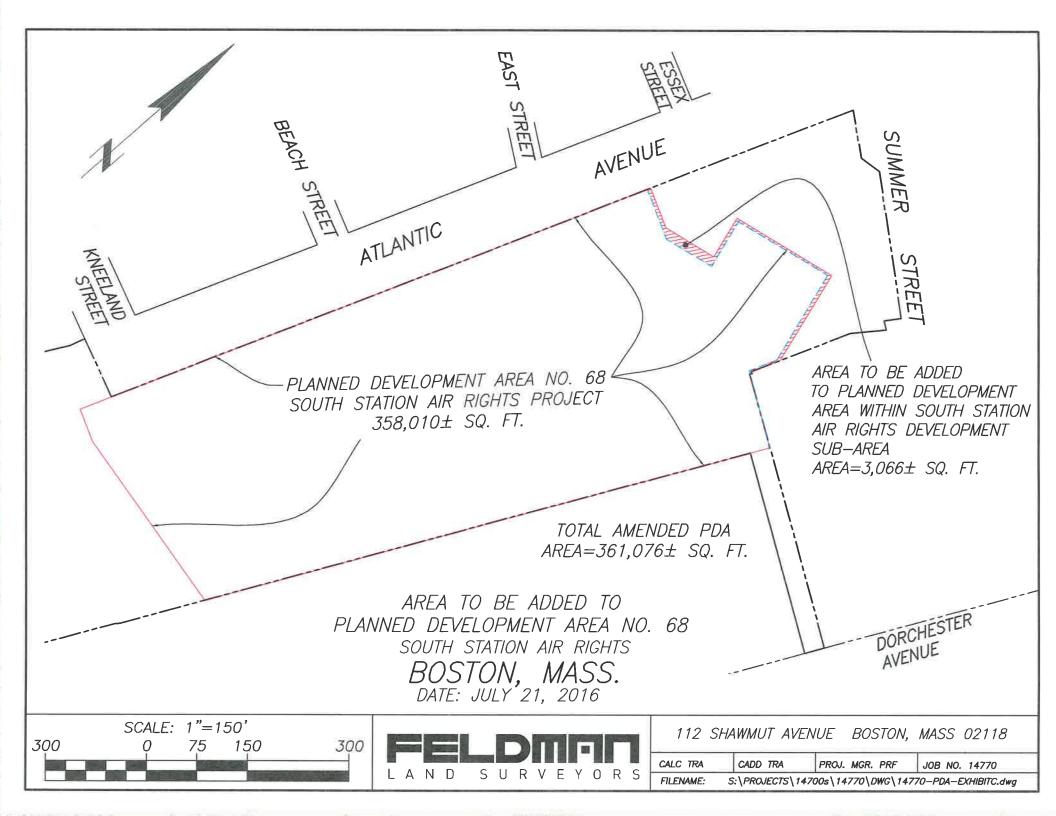
## Appendix B

Plan of Land, South Station Air Rights Development Sub-Area



## Appendix C

Area to be Added to Planned Development Area No. 68



# Appendix D

Plan of Land, Planned Development Area within South Station Air Rights Development Sub-Area

