

**AMENDED AND RESTATED DEVELOPMENT PLAN FOR
THE SPORTS FACILITY PROJECT**

WITHIN

PLANNED DEVELOPMENT AREA NO. 87

BOSTON LANDING

GUEST STREET, LIFE STREET AND ARTHUR STREET

BRIGHTON AREA OF BOSTON

DATED: August 13, 2015

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FOR
THE SPORTS FACILITY PROJECT
WITHIN
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BOSTON LANDING
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BRIGHTON AREA OF BOSTON
DATED: [August 13, 2015]

1. **Amended and Restated Development Plan.** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts, as amended (as so amended, the “**Code**”), and the Master Plan for Planned Development Area (“**PDA**”) No. 87, Boston Landing, Guest Street, Life Street and Arthur Street, Brighton Area of Boston, as amended, (as so amended, the “**PDA Master Plan**”), this plan constitutes the Amended and Restated Development Plan (the “**Amended and Restated Development Plan**”) for the development of the Sports Facility Project (the “**Proposed Project**”) located on the southerly side of Guest Street and easterly side of Life Street (the “**Site**”) by Boston Landing LLC (the “**Proponent**”), within the approximately 15.19 acres (about 661,676 square feet) of land known as and numbered 38-180 Guest Street, 77 Guest Street, 125 Guest Street and two (2) vacant lots, all located in the Brighton Section of Boston, Massachusetts (such land, the “**PDA Master Plan Area**”, also referred to herein as “**Boston Landing**”). The location of the Project Site is depicted on Exhibit A attached hereto.

This Amended and Restated Development Plan sets forth the information on the Proposed Project, including proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, proposed phasing, access to public transportation, and dimensions of structures proposed as part of the Proposed Project.

Upon approval, this Amended and Restated Development Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for the Proposed Project will be issued

until the Boston Redevelopment Authority (the “**BRA**”) has issued a Certification of Consistency, or a partial Certification of Consistency, as applicable, for such Proposed Project. To the extent that the Director of the BRA certifies consistency with this Amended and Restated Development Plan, the Proposed Project will be deemed to be in compliance with the requirements of the Code under Section 80C-9, to the extent that such requirements have been addressed in this Amended and Restated Development Plan.

This Amended and Restated Development Plan consists of 7 pages of text, plus the attachments designated as Exhibit A through Exhibit E. All references herein to “this Amended and Restated Development Plan” refer to such pages and exhibits. Capitalized terms used but not defined in this Amended and Restated Development Plan shall be as defined in Article 2A of the Code as in effect on the date hereof, and not as amended hereafter.

2. **The Proponent.** Boston Landing LLC is a privately held Massachusetts limited liability company with its business address at 20 Guest Street, Brighton, Massachusetts 02135. On August 3, 2015 the Proponent’s address will be 221 North Beacon Street, Brighton, Massachusetts 02135.

3. **The PDA Master Plan Area/Boston Landing.** Boston Landing consists of 11 parcels of land, comprising 7 tax lots, and contains about 15.19 acres (about 661,676 square feet) of land area located on both the north and south sides of Guest Street. The portion of Boston Landing on the northerly side of Guest Street is bounded to the north by land of the Massachusetts Department of Transportation, to the south by Guest Street, to the east by a Stop & Shop Supermarket and to the west by the office complex known as Brighton Landing. The portion of Boston Landing on the southerly side of Guest Street is bounded to the north by Guest Street, to the south by numerous other property owners, to the east by Arthur Street, and to the west by Life Street. The entirety of Boston Landing is located within the Planned Development Area overlay district governed by the PDA Master Plan. The entirety of Boston Landing is owned by the Proponent, except for (i) the New Balance Headquarters Project owned by Railyard Realty, LLC and (ii) the Office Buildings / Sports Project owned by, Ice Box LLC, both Massachusetts limited liability companies, and both entities related to the Proponent.

4. **The Sports Facility Project Site.** The Sports Facility Project Site consists of approximately 4.03 acres (approximately 175,645 square feet) and the legal description of the Project Site is attached hereto as Exhibit E. The Proposed Project may contain the following components (the “Components”):

(a) **The Sports and Other Components.** Of the up to 275,000 square feet of Floor Area, Gross contemplated for the Sports Facility Project, the Sports Components will be up to 225,000 square feet of Floor Area, Gross, and may contain track and field uses and other sports uses such as locker rooms, concessions, fitness uses, yoga studio uses, basketball, volleyball, lacrosse, soccer, baseball, and tennis. The other Components will contain the up to Floor Area, Gross square footage not utilized for the Sports Components or the Research and Development Component, and will include uses devoted to Office, Clinic (but not to establish a Hospital or Institutional Use), Facility of Public Assembly and Studio Production.

(b) **The Research and Development Component.** The Research and Development Component will be up to 22,000 square feet of Floor Area, Gross, and may contain Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified by the U.S. Center for Disease Control as a Biosafety Level 3 or 4 (“BSL-3 or BSL-4”) shall be permitted), and Office Uses. The space for this Component may be dedicated primarily to athletic research and product development.

(c) **The Parking Component.** The Parking Component may contain up to 250 parking spaces at grade and above grade. The PDA Master Plan allows for up to 1,900 parking spaces in total.

(d) **The Restaurant, Retail and Service Components.** The Restaurant, Retail and Service Components will be up to 27,500 square feet of Floor Area, Gross, containing Restaurant and Restaurant Uses, Retail Uses and/or Service Uses, including, without limitation, Local Retail Business Uses, Take-out Restaurant Uses, Banking and Postal Uses, Bank Uses, Automatic Teller Machine Uses, Bar Uses, Barber Shop or Beauty Shop Uses and Entertainment Uses.

The existing improvements on the Site within the PDA Master Plan Area, Boston Landing, where the Proposed Project will be situated have been razed in order to allow construction of the Proposed Project to proceed.

The Project Site is located in the area as shown on Exhibit A and contains about 175,645 square feet of land.

5. **General Description of Proposed Project and Uses.** The Sports Facility Project proposes the construction of one building, of up to 275,000 square feet of Floor Area, Gross, and up to 95 feet in Building Height, and may contain Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified BSL-3 or BSL-4 shall be permitted), Studio Production Use, Facility of Public Assembly Use and Sports Uses such as locker rooms, concessions, fitness uses, yoga studio uses, track and field, basketball, volleyball, lacrosse, soccer, baseball, and tennis, such square footage being exclusive of parking, loading, Retail Uses, Restaurant Uses and/or Service Uses, including, without limitation, Local Retail Business Uses, Take-out Restaurant Uses, Banking and Postal Uses, Bank Uses, Automatic Teller Machine Uses, Bar Uses, Barber Shop or Beauty Shop Uses and Entertainment Uses. Up to 250 parking spaces at grade and above grade may be provided within the Proposed Project. The Proposed Project may also entail up to 27,500 square feet of Floor Area, Gross, devoted to Retail Uses, Restaurant Uses and/or Service Uses, including, without limitation, Local Retail Business Uses, Take-out Restaurant Uses, Banking and Postal Uses, Bank Uses, Automatic Teller Machine Uses, Bar Uses, Barber Shop or Beauty Shop Uses and Entertainment Uses.

6. **Zoning.** The underlying zoning for Boston Landing is governed by the Allston-Brighton Neighborhood District Article 51 of the Code. Boston Landing is located within the Guest Street Industrial Subdistrict of the underlying zoning. Upon approval of each, the PDA Master Plan and this Amended and Restated Development Plan will provide the zoning for the

Site and the Proposed Project. The Proposed Project will comply with Article 37, Green Buildings, of the Code.

7. **Planning Context/Objectives.** The Proposed Project is part of a mixed-use development on a portion of the approximately 15.19 acres of land in close proximity to Brighton Landing at 20 Guest Street and along the Massachusetts Turnpike in the City of Boston's Brighton neighborhood. The PDA Master Plan calls for the revitalization of a former industrial area that once served as the region's largest Stockyard, into a vibrant 20th century destination for companies with a shared vision to create a district where the focus will be on health and wellness. The Proponent's mission is to create a state-of-the-art development that compliments the existing neighborhood fabric and introduces new office space, research and development space, studio production space, public assembly space, retail stores, restaurants, service establishments, residential uses and sports and related uses. The property in the area consists of out-dated, and in some cases vacant, industrial buildings with total of less than 1% of landscaped open space. As shown on the Conceptual Site Plan of the Proposed Project and the Other Future Proposed Projects, attached as Exhibit B, the Proponent, with guidance from the Brighton Guest Street Planning Study, has laid a new foundation for the vision of the Guest Street, Life Street and Arthur Street corridors, with well-designed and a well-coordinated mix of buildings, uses and facilities, and with a generous supply of landscaped open space. The Proposed Project is part of a new mixed-use development within a flourishing neighborhood that will compliment and expand upon existing amenities.

8. **Proposed Location and Appearance of Structures.** The location of the Proposed Project will be consistent with the Conceptual Site Plan as shown on Exhibit B attached hereto. Schematic Plans for the Proposed Project are attached hereto as Exhibit C, and they will continue to evolve during the course of further design development, subject to the design review process by the BRA pursuant to Article 80B of the Code. The Proposed Project may also be subject to Boston Civic Design Commission review pursuant to Article 28 of the Code. Final architectural plans and specifications for the Proposed Project will be submitted to the BRA for approval. The issuance of a building permit for the Proposed Project will occur after the issuance of a Certification of Consistency, or Partial Certification of Consistency, as applicable, in connection with this Development Plan pursuant to Section 80C-8 of the Code, and a Certification of Compliance or Partial Certification of Compliance, pursuant to Article 80B of the Code.

9. **Density and Dimensions of Proposed Project.** The Sports Facility Project proposes the construction of one building of up to 275,000 square feet of Floor Area, Gross, up to 95 feet in Building Height, and may contain Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory as a BSL-3 or BSL-4) shall be permitted), Studio Production Use, Facility of Public Assembly Use and Sports Use such as locker rooms, concessions, fitness uses, yoga studio uses, track and field, basketball, volleyball, lacrosse, soccer, baseball, and tennis, exclusive of parking, loading, Retail Use, Restaurant and Restaurant Use and/or Service Use. Up to 250 parking spaces at grade and above grade may be provided with the Proposed Project. The PDA Master Plan allows for up to 1,900 parking spaces in total. The Proposed Project may also entail up to 27,500 square feet of Floor Area, Gross devoted to Retail Uses, Restaurant Uses and/or Service Uses, including, without limitation, Local Retail

Business Uses, Take-out Restaurant Uses, Banking and Postal Uses, Bank Uses, Automatic Teller Machine Uses, Bar Uses, Barber Shop or Beauty Shop Uses and Entertainment Uses within the Proposed Project.

10. **Proposed Traffic Circulation.** Boston Landing is bounded on the north and south by Guest Street, on the west by Life Street and on the east by Arthur Street. It is also in close proximity to Market Street and North Beacon Street. Most are public streets under the jurisdiction of the City of Boston. Guest Street and Life Street are undergoing full depth reconstruction and when complete will be in compliance with the goals of the City of Boston's Complete Streets Guidelines. Boston Landing allows Life Street to be extended to the north, across Guest Street to the Service Road that runs parallel with the Turnpike. The northern terminus of what someday could become Hichborn Street Extension will be constructed north of Guest Street and run beneath the New Balance Headquarters Building to the Service Road. Arthur Street will be extended across the eastern end of Guest Street to what will become the eastern terminus of the Service Road and the pick-up and drop-off location for the future Boston Landing at Allston Brighton Commuter Rail Station.

As part of the Third PDA Master Plan Amendment submission, the Proponent provided a Transportation Impact Assessment of the Proposed Project and the other future proposed projects. The proposed vehicular and pedestrian circulation patterns are shown on the Site and Traffic Circulation Plan attached hereto as Exhibit D. Sidewalks along Guest Street and Life Street will be expanded to provide more comfortable pedestrian circulation and queuing areas.

11. **Parking and Loading Facilities.** While it is anticipated that there will be up to 1,900 parking spaces to serve the Proposed Project and the Other Future Proposed Projects, and adequate loading facilities will be provided, the number and location of the parking and loading components will be determined as part of the Article 80, review process. The Proposed Project will be built along with up to 250 parking spaces. The parking spaces will be located at grade and above grade. The PDA Master Plan allows for up to 851,000 square feet of Floor Area, Gross of parking and loading areas in the aggregate for all of the Future Proposed Projects, including the Proposed Project, of which approximately 479,500 square feet of parking and loading areas will be located at or above grade. Of the up to 83,582 square feet of parking associated with the Proposed Project, approximately 49,456 square feet will be at grade and approximately 34,126 square feet will be above grade. Currently, there are proposed to be approximately 155 spaces at grade and approximately 95 spaces above grade. Areas dedicated to loading for the Proposed Project will be up to 6,500 square feet, at or above grade.

12. **Access to Public Transportation and Pedestrian Connections.** Boston Landing is served by MBTA Bus #64 and #68. It is anticipated that in the fall of 2016 the Proponent will complete construction on the Boston Landing at Allston Brighton Commuter Rail Station. In addition, the Proponent intends to provide regular shuttle service to and from Kenmore Square and Harvard Square.

Pedestrian connections directly to the Proposed Project will be provided for those who park in the indoor parking facility. For those not driving to work, new and wider sidewalks will be undertaken by the Proponent along Life Street and Guest Street, and lighting along Life Street and Guest Street will be enhanced. Convenient access to the Proposed Project, along with

overhangs and/or canopy elements at the entrances, has been designed as a part of the Proposed Project.

13. **Development Schedule.** It is the Proponent's desire to commence construction of the Proposed Project in December 2015.

14. **Open Space and Landscaping.** Currently, the Guest Street and Life Street corridors are a sea of asphalt. As is shown on Exhibit B, the Proposed Project will be enhanced and beautified by a considerable amount of well-designed, landscaped open space. New landscaped open space will transform the Site from a sea of asphalt and former warehouses into areas where the community can gather and enjoy the available amenities.

15. **Public Benefits.** The Proposed Project will provide the following benefits, at a minimum:

(a) The Proposed Project will have a design that responds favorably to each of the Other Future Proposed Projects, as well as being sensitive and responsive to its surrounding context.

(b) The Proposed Project will provide considerably more real estate tax revenue for the City of Boston.

(c) The Proposed Project will contain the only privately owned hydraulic track and field facility in the United States;

(d) Certain components of the Proposed Project will generate housing linkage funds and jobs linkage funds for the City of Boston;

(e) The Proposed Project establishes an anchor for renewed activity along the Guest Street and Life Street corridors;

(f) The Proposed Project will create new a LEED certifiable building along the spine of the Massachusetts Turnpike;

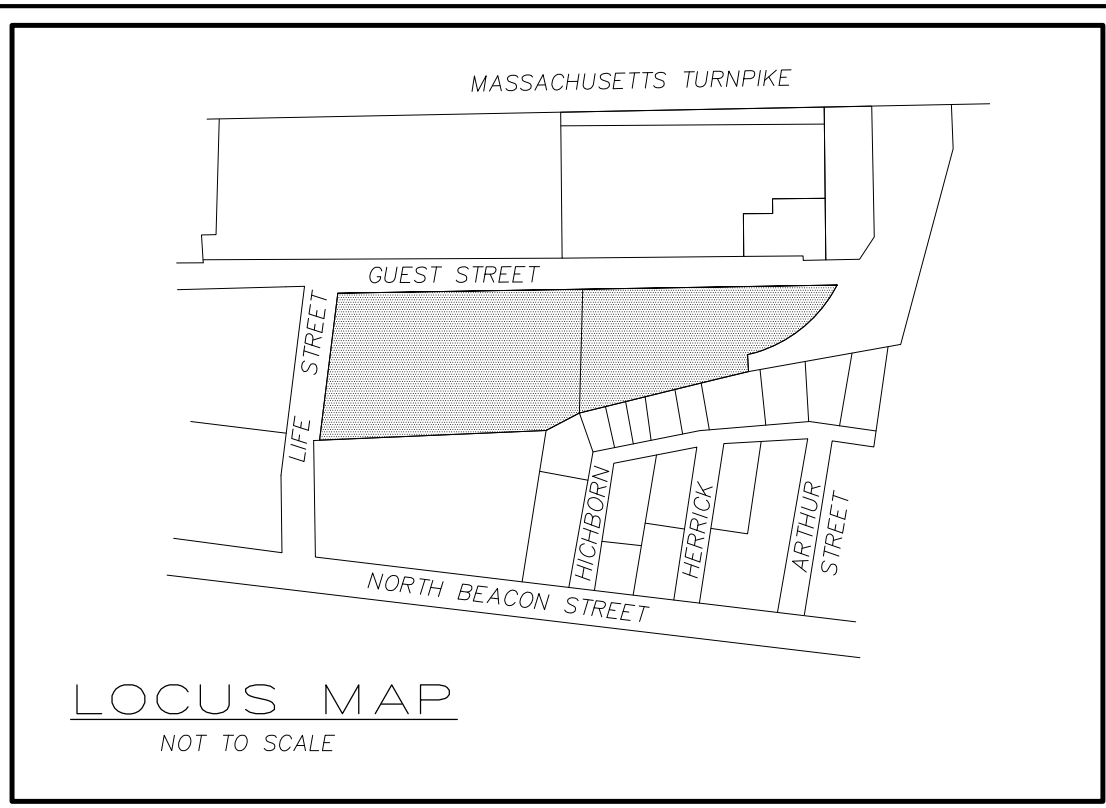
(g) The Proposed Project will expand the diversity of uses in the Boston Landing area to insure long-term activity and vitality; and

16. **Green Buildings.** Article 37 of the Code was promulgated to promote sustainable development in the City of Boston, and requires certain Proposed Projects to be "LEED Certifiable" (as defined in Section 37-2 of the Code). Accordingly, the Proposed Project will be planned, designed, and constructed to achieve the level "certified" using the most current applicable LEED building rating system promulgated by the U.S. Green Building Council, in compliance with Article 37 of the Code. The Proponent is committed to a sustainable design for of the Proposed Project, and it will be "LEED Certifiable." As the design of the Proposed Project progresses, the Proponent will file with the BRA such additional LEED information as is required under Article 37 and in conjunction with the review and compliance requirements of Article 80B of the Code, as applicable.

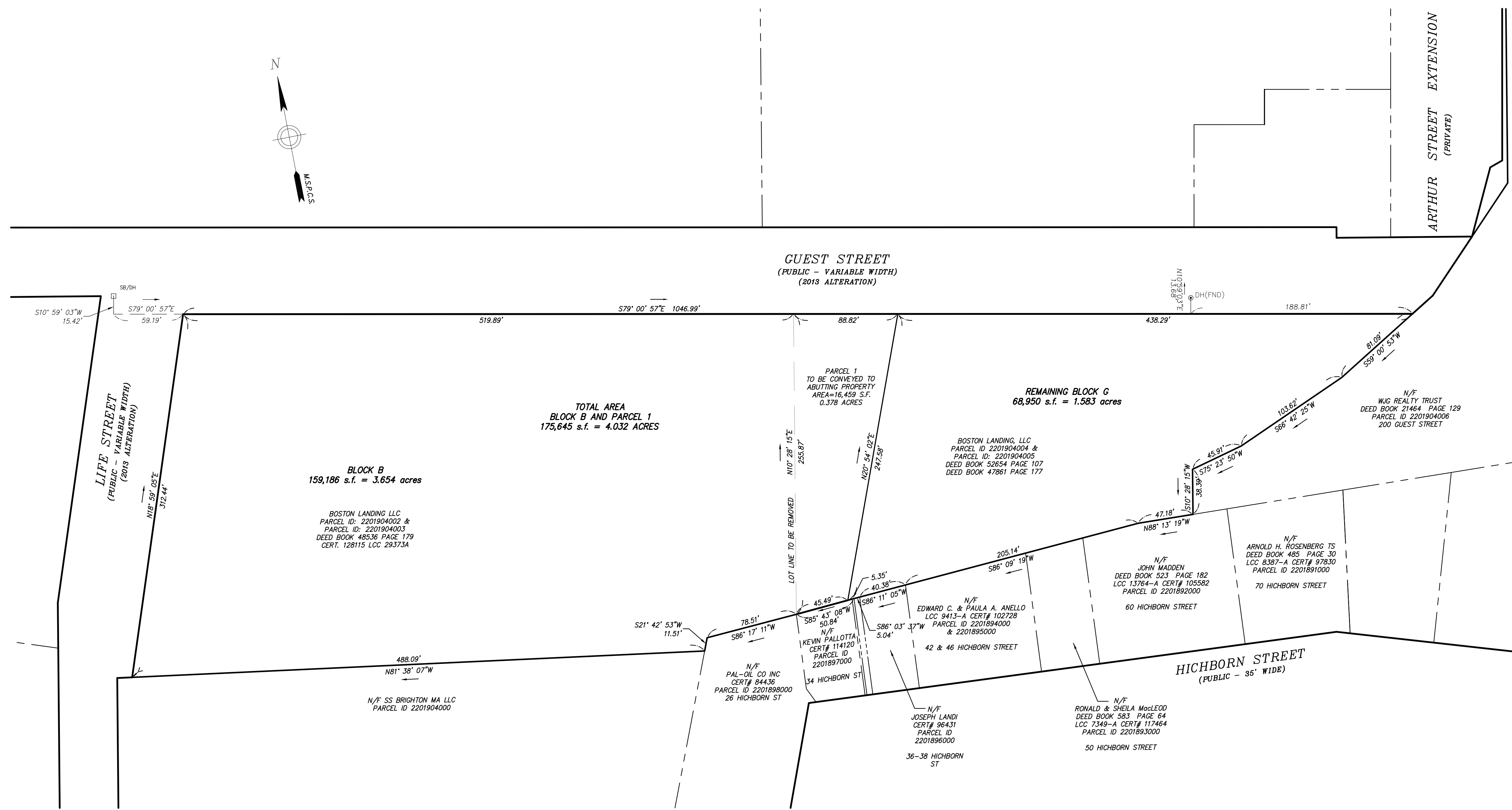
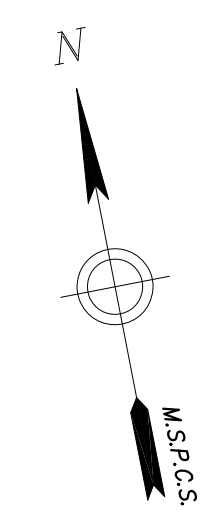
17. **Other Approvals.** The design of the Proposed Project will be subject to further review by the Boston Civic Design Commission, and to further review by the BRA of the schematic design, design development and construction drawings, pursuant to the BRA's Development Review Guidelines and Article 80B of the Code. Aspects of the Proposed Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission, Landmarks Commission and Boston Zoning Commission.

18. **Applicability and Compliance.** In accordance with Section 80C-8 of the Zoning Code, the consistency of the Proposed Project with this Amended and Restated Development Plan, as evidenced by the issuance by the BRA of one or more Certifications of Consistency or Partial Certifications of Consistency, therefor constitutes compliance with the dimensional, density, use, parking, loading, green building and other requirements of the Zoning Code, to the extent that such requirements have been addressed in the PDA Master Plan and this Amended and Restated Development Plan. Where any conflict exists between the provisions of the PDA Master Plan or this Development Plan and any provisions of the underlying zoning for the PDA Master Plan Area, the provisions of the PDA Master Plan and this Amended and Restated Development Plan shall be dispositive. For the purposes of the PDA Master Plan and this Amended and Restated Development Plan, the compliance or non-compliance of the Proposed Project with this Plan shall not affect the compliance of any Other Future Proposed Project with the PDA Master Plan or this Amended and Restated Development Plan. In the future, the parcels comprising Boston Landing may be consolidated and/or subdivided into one or more separate parcels. The PDA Master Plan and this Development Plan seek approval for any zoning nonconformity created or increased by the separation of ownership of the Boston Landing area, or by the consolidation, subdivision, or re-subdivision of such parcels, provided that the appropriate use, dimensional/density, parking and loading requirements of the PDA Master Plan and this Amended and Restated Development Plan are met by the resulting parcel or parcels.

Exhibit A
Survey of Project Site



REGISTRY USE ONLY



- GENERAL NOTES:**
- THIS PLAN IS A RESULT OF AN ON-THE-GROUND SURVEY PERFORMED BY CHA CONSULTING BETWEEN MAY 2006 AND DECEMBER OF 2012.
 - LOCUS OWNERS OF RECORD:
BOSTON LANDING LLC
DEED BOOK 47861 PAGE 177
DEED BOOK 48536 PAGE 179
DEED BOOK 52854 PAGE 107
CERTIFICATE NO. 128115
 - THE LOCUS IS SHOWN IN ZONING DISTRICT:
DISTRICT: ALLSTON/BRIGHTON
SUB DISTRICT: GUEST STREET LI-2
OVERLAYS: NONE
- AS SHOWN ON MAP "ZONING DISTRICTS CITY OF BOSTON MAP 7A/7B/7C/7D, ALLSTON/BRIGHTON NEIGHBORHOOD DISTRICT, EFFECTIVE: OCTOBER 13, 2010"
- | | |
|---------------------------------|------|
| MAXIMUM FLOOR AREA RATIO | 2.0 |
| MAXIMUM BUILDING HEIGHT | 45 |
| MINIMUM LOT SIZE | NONE |
| MIN. LOT AREA PER DWELLING UNIT | NONE |
| MIN. USABLE OPEN SPACE | 50 |
| MINIMUM LOT WIDTH | NONE |
| MINIMUM LOT FRONTAGE | NONE |
| MINIMUM FRONT YARD | 5 |
| MINIMUM SIDE YARD | NONE |
| MINIMUM REAR YARD | 12 |
- PLAN AND DEED REFERENCES, UNLESS OTHERWISE NOTED, REFER TO THE SUFFOLK COUNTY REGISTRY OF DEEDS.
 - PLAN REFERENCES:
- PLAN BOOK 8752 PAGE 685
- PLAN BOOK 2013 PAGE 277
- PLAN BOOK 2013 PAGE 316
- PLAN BOOK 2013 PAGE 317
- PLAN BOOK 2013 PAGE 315
- PLAN BOOK 2013 PAGE 396
- PLAN BOOK 2015 PAGE 84
- PLAN BOOK 2015 PAGE 85
- LAND COURT CASE 29373A
 - LAND COURT CASE No. 29373 WAS WITHDRAWN FROM REGISTRATION ON SEPTEMBER 26, 2013 RECORDED IN DOCUMENT 823859.

Date	10/29/15
By	GXD
App'd	WJD
Submitted / Revision	Issued as review
No.	1

PREPARED FOR:
BOSTON LANDING, LLC
20 GUEST STREET
BRIGHTON, MA 02135

UNAUTHORIZED ALTERATION OR ACQUISITION
APPLICABLE STATE AND/OR LOCAL LAWS

CHA
101 Accord Park Drive
Norwell, MA 02061
Main: (781) 882-5400 • www.chacompanies.com

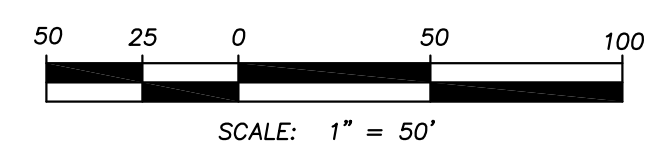
Design: Drawn: GXD Checked: WJD

BOSTON LANDING, LLC
GUEST STREET
BRIGHTON, MA

PLAN OF LAND

Date: 06-**-2015 Project No.: 25381 Scale: 1"=50'

PROGRESS PRINT
JUNE 22, 2015



I HEREBY CERTIFY THAT THIS PLAN HAS BEEN PREPARED IN CONFORMITY WITH THE RULES AND REGULATIONS OF THE REGISTRY OF DEEDS OF THE COMMONWEALTH OF MASSACHUSETTS.

DATE: _____

BOSTON LANDING, LLC
GUEST STREET
BRIGHTON, MA

PLAN OF LAND

Date: 06-**-2015 Project No.: 25381 Scale: 1"=50'

SHEET 1 OF 1

Exhibit B

Conceptual Site Plan of the Proposed Project

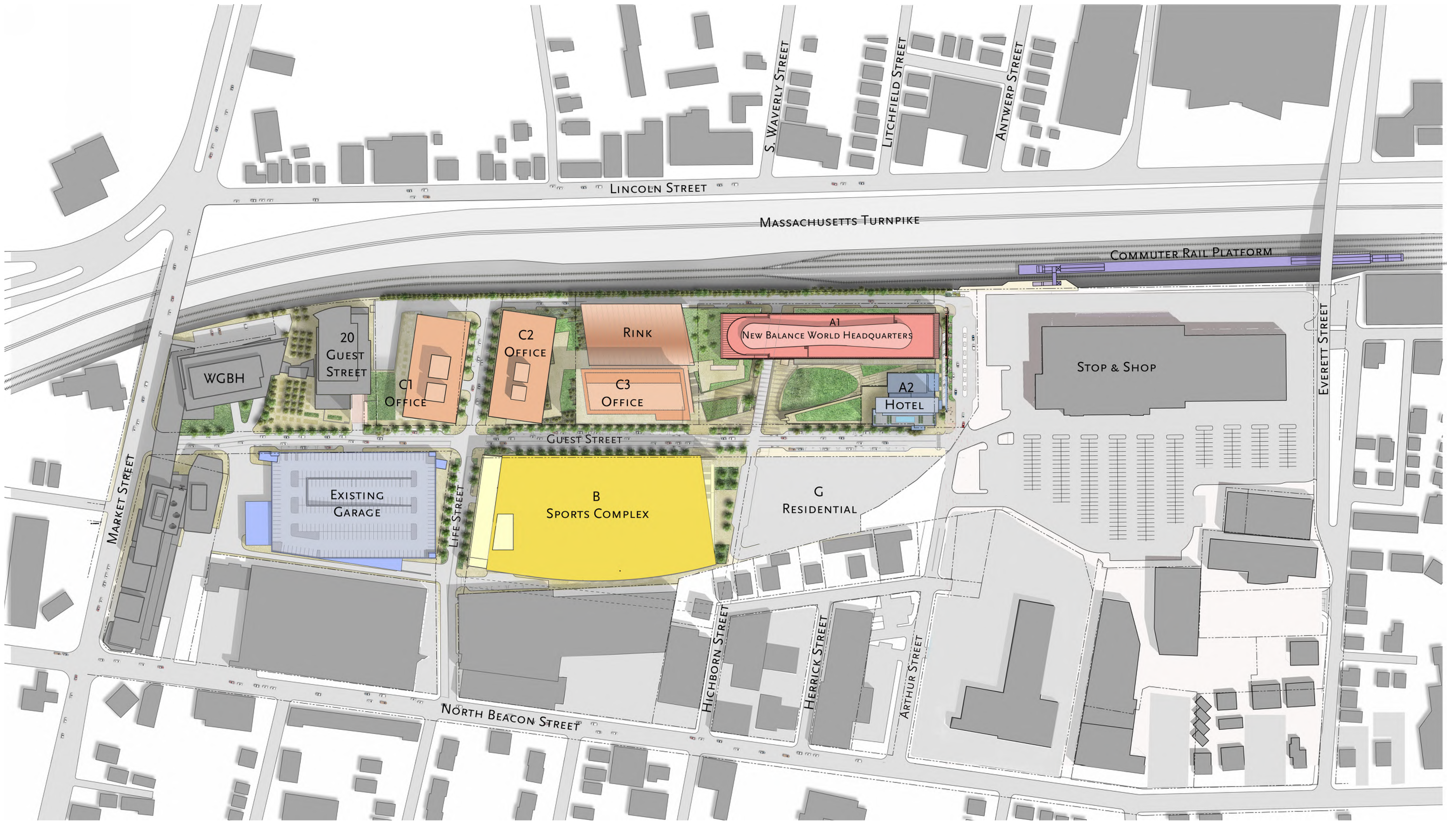
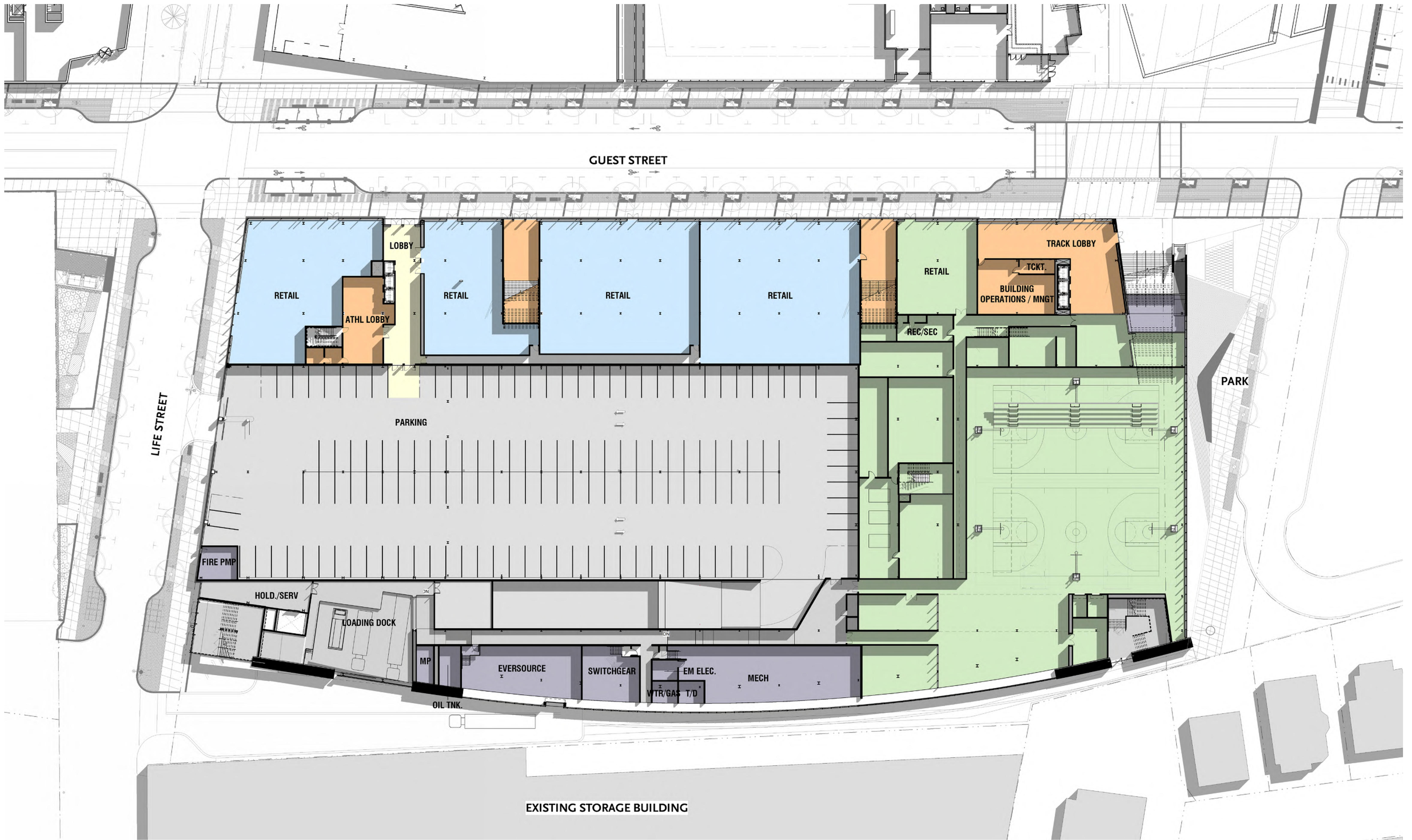
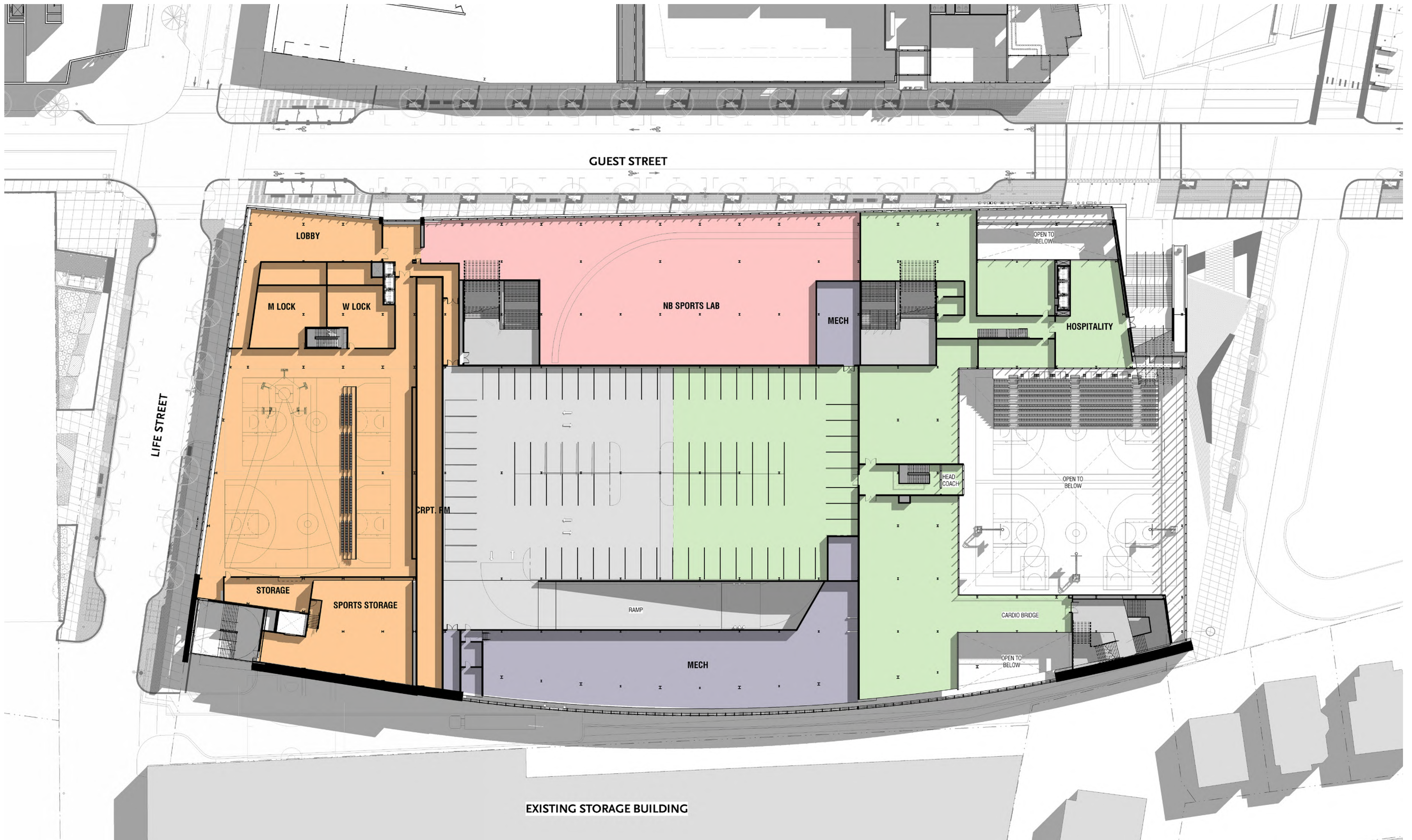
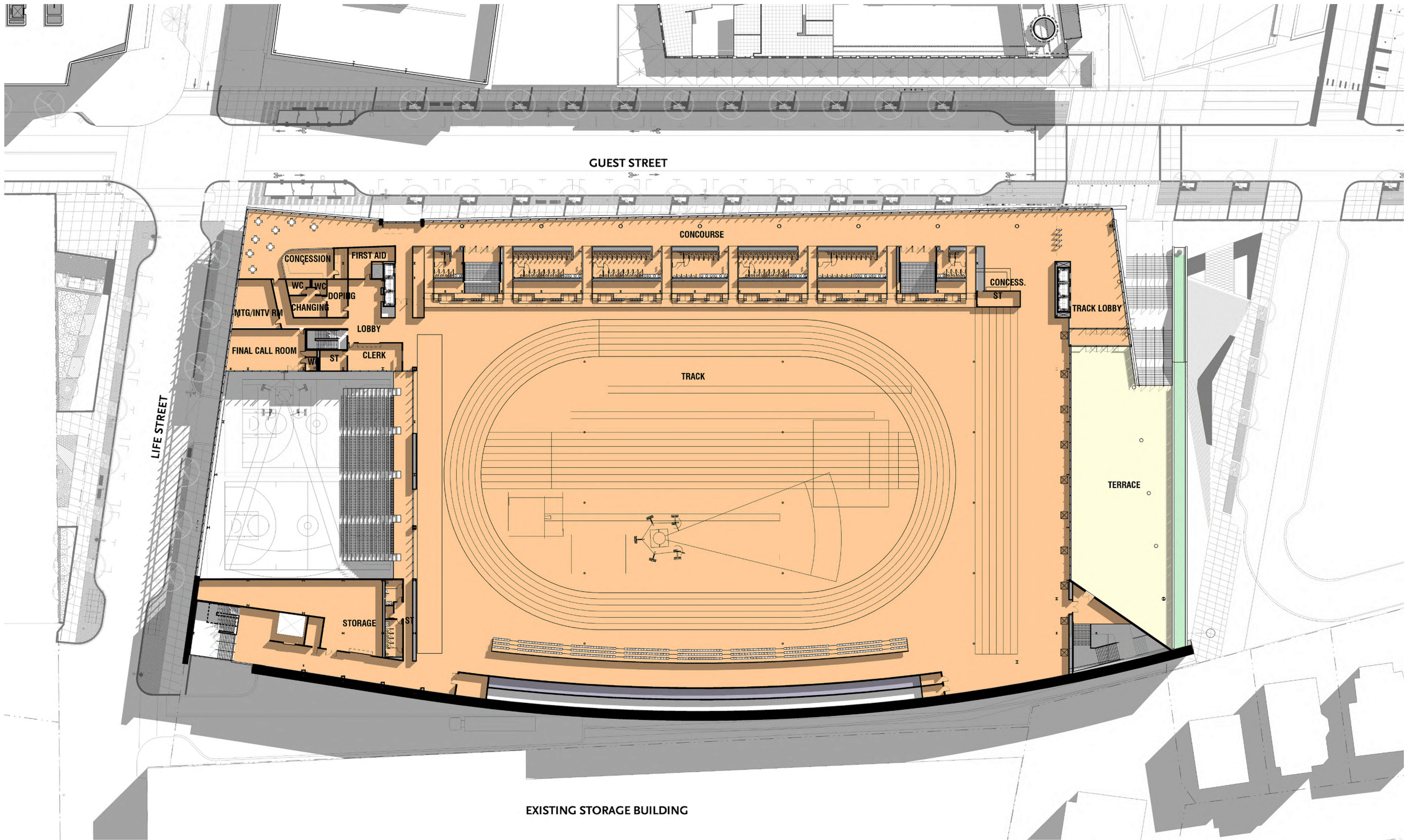


Exhibit C

Schematic Plans for the Proposed Project







GUEST STREET

CONCOURSE

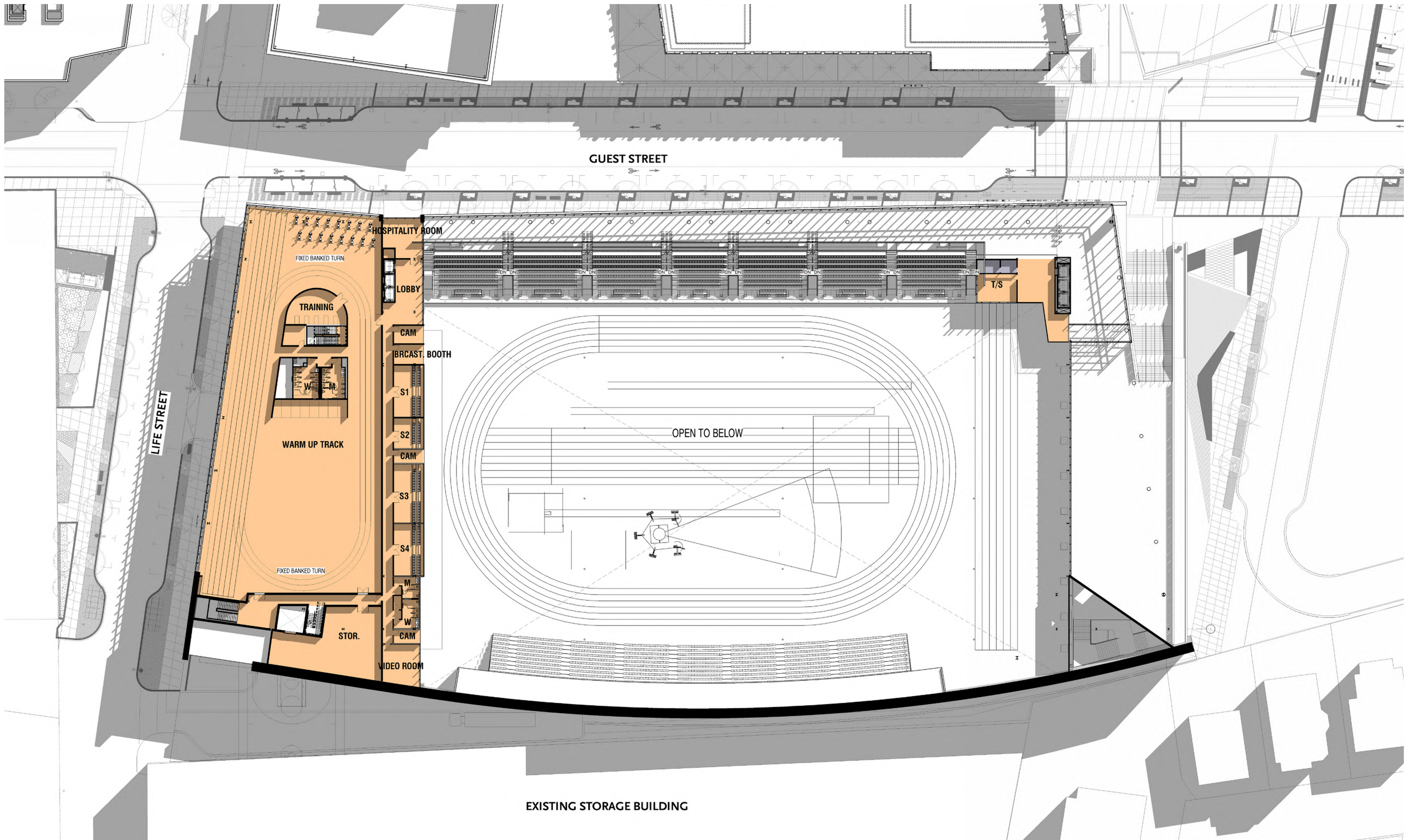
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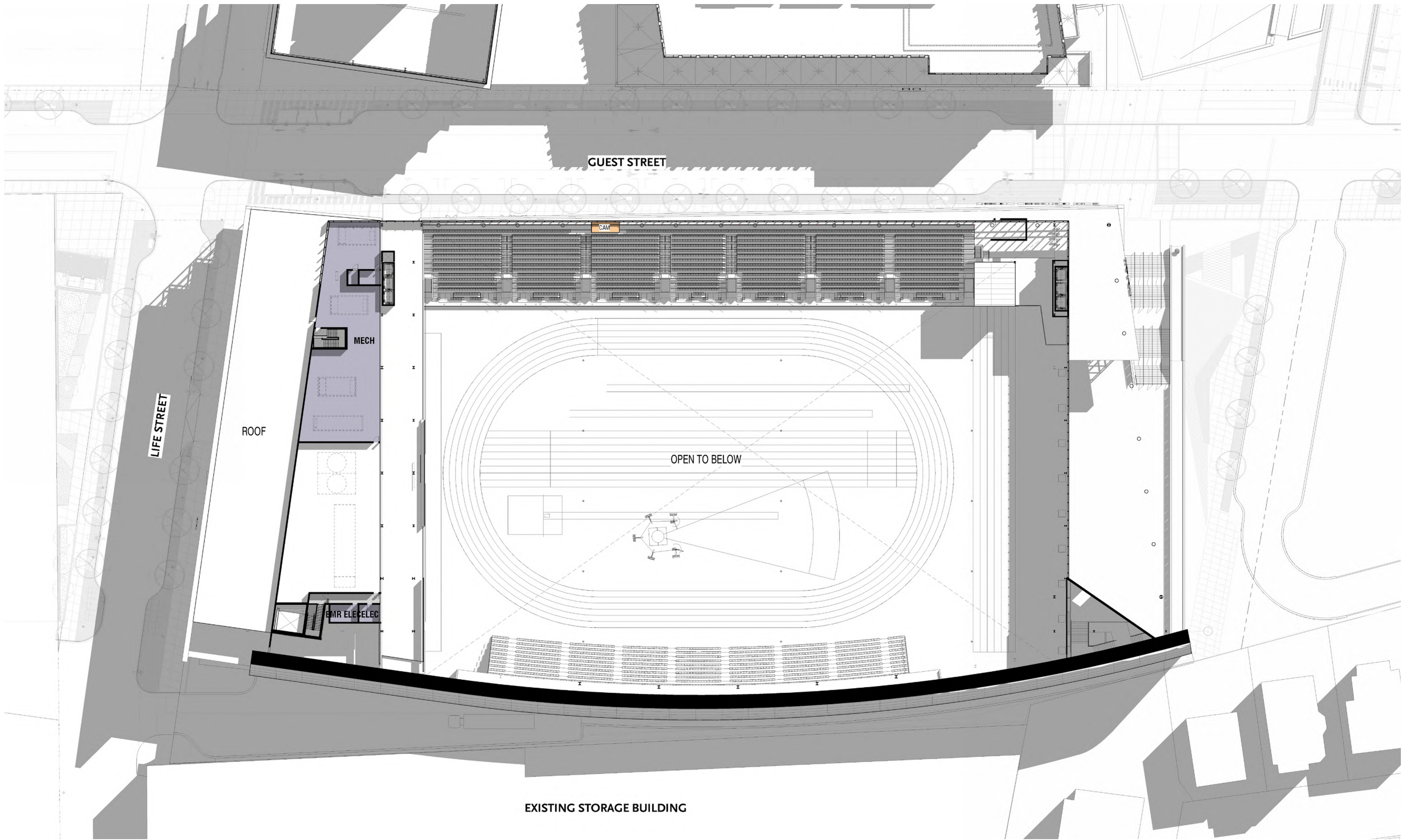
TERRACE

LIFE STREET

EXISTING STORAGE BUILDING







GUEST STREET

CAM

MECH

ROOF

OPEN TO BELOW

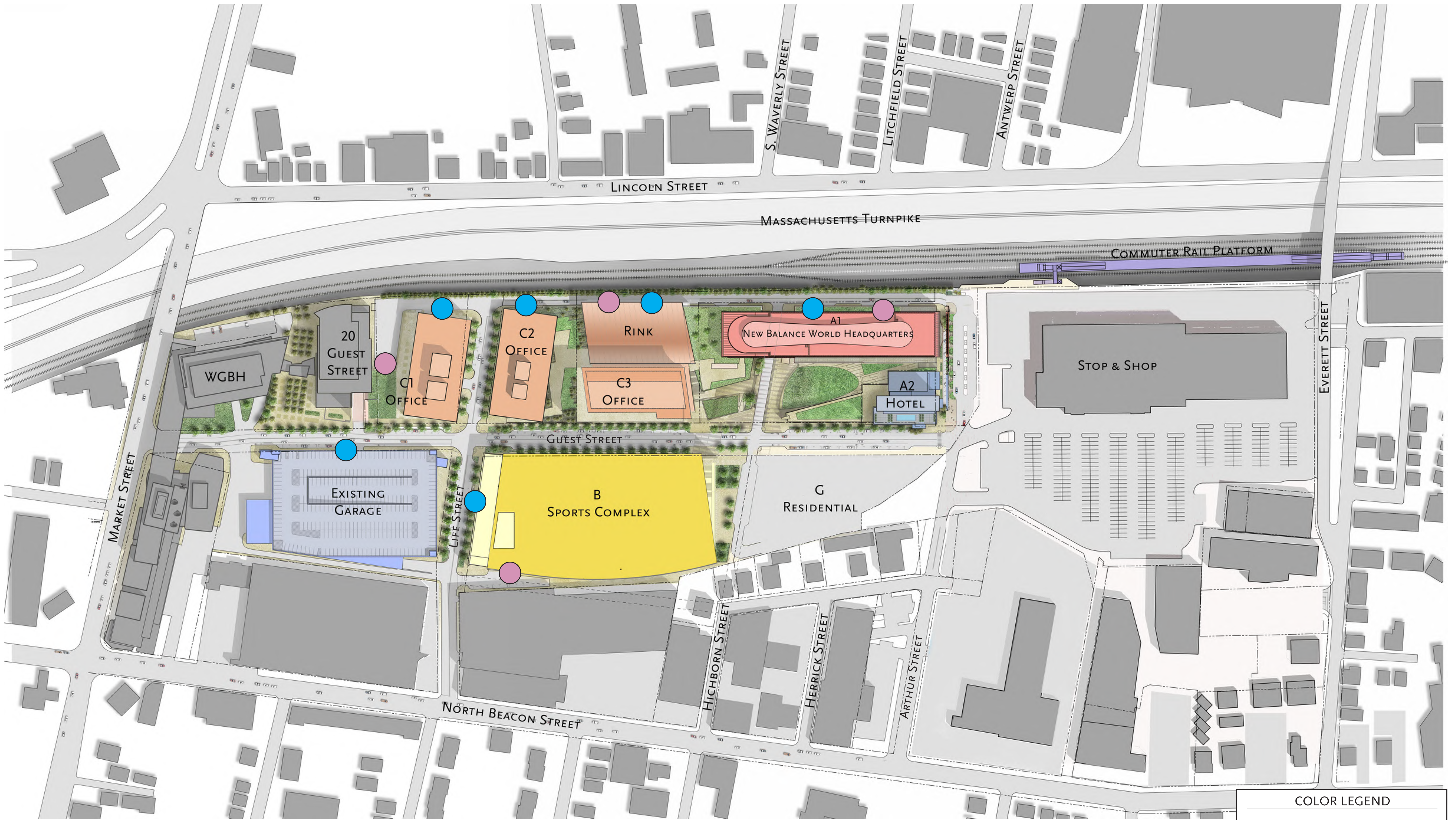
BMR ELE/ELEC

EXISTING STORAGE BUILDING





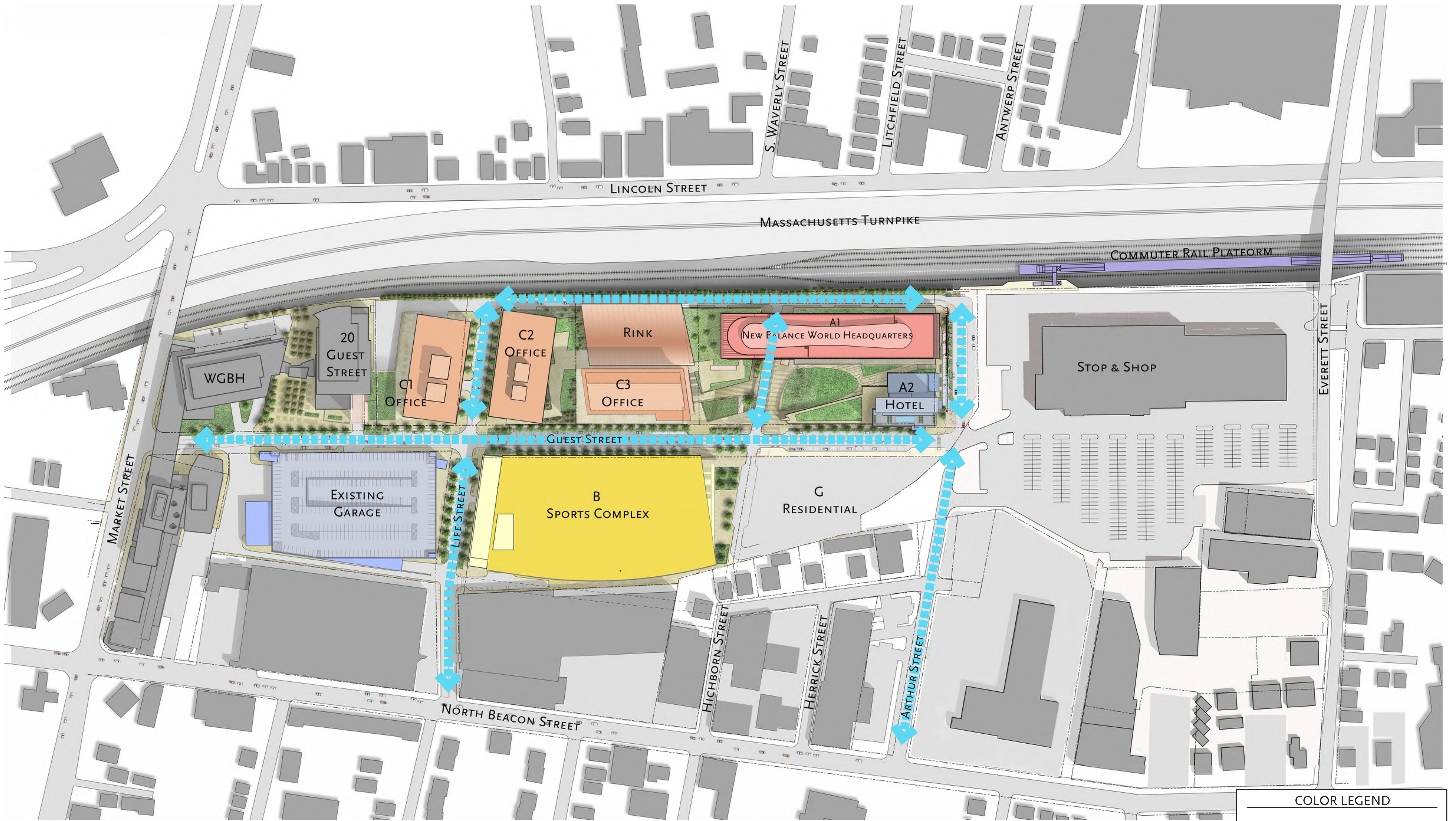
Exhibit D

Site and Traffic Circulation Plan



COLOR LEGEND

 PARKING ACCESS	 LOADING FACILITY
--	--



COLOR LEGEND

← VEHICAL CIRCULATION →

Exhibit E

Legal Description of Project Site

A certain parcel of land with all improvements thereon situated on the southerly side of Guest Street and the easterly side of Life Street in Brighton, Massachusetts, the same being shown as “Block B and Parcel 1” on a plan dated June, 2015, prepared by CHA (the “Plan”), bounded and described according to the Plan as follows:

WESTERLY	by Life Street, 312.44 feet;
NORTHERLY	by Guest Street, by two lines measuring 519.89 feet and 88.82 feet;
EASTERLY	by Remaining Block G as shown on the Plan, 247.58 feet;
SOUTHERLY	by lands now or formerly of Kevin Pallotta and Pal-Oil Co. Inc. by two lines measuring 45.49 feet and 78.51 feet;
EASTERLY	by said Pal-Oil Co. Inc. land, 11.51 feet; and
SOUTHERLY	by land now or formerly of SS Brighton MA LLC, 488.09 feet.

Containing 175,645 square feet or 4.032 acres according to the Plan.