

BOSTON REDEVELOPMENT AUTHORITY
SECOND AMENDED AND RESTATED DEVELOPMENT PLAN
FOR
371-401 D STREET, SOUTH BOSTON,
WITHIN
PLANNED DEVELOPMENT AREA NO. 50

MASSACHUSETTS CONVENTION CENTER AUTHORITY

February 22, 2013 [BRA Board Date]

1. Development Plan: In accordance with Article 3, Section 3-1A, and Article 80, Section 80C, of the Boston Zoning Code (the "Code"), this Second Amended and Restated Development Plan (this "Development Plan") constitutes the Planned Development Area Development Plan for the development of the project (the "Project") at 371-401 D Street, South Boston, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, proposed densities and dimensions of structures, proposed traffic circulation, parking and loading facilities, access to public transportation and other major elements of the development. This Development Plan amends and restates the Amended and Restated Development Plan for the Residences at 371-401 D Street, South Boston, approved by the Boston Redevelopment Authority (the "BRA") on September 7, 2006, approved and adopted by the Zoning Commission of the City of Boston on October 18, 2006, and approved by the Mayor of the City of Boston on October 18, 2006, in its entirety.

2. Proponent: The proponent (the "Proponent") is the Massachusetts Convention Center Authority, a Massachusetts body politic and corporate, established under section 33 of chapter 190 of the acts of 1982, its successors and assigns. Though exempt from local zoning, the Proponent has agreed to seek approval of this Development Plan.

3. Site: The development site is a parcel of land known as 371-401 D Street, consisting of a total of approximately 243,181 square feet (approximately 5.6 acres) (the "Site") located on D Street, South Boston, Suffolk County, Massachusetts, as more particularly bounded and described in Exhibit A attached hereto and as shown on the plan attached hereto as Exhibit B (the "Site Plan"). The Site, which is located across D Street from the Boston Convention and Exhibition Center (the "BCEC"), is currently a vacant and fenced site with frontage of approximately 1,100 feet on D Street.

The Site is currently designated as Planned Development Area No. 50 and is located within the D Street Neighborhood Development Area of the South Boston Neighborhood District, governed by Article 68 of the Boston Zoning Code (the "Code"), and the Restricted Parking Overlay District.

4. Project: The Project consists of two components. The first component comprises two hotels, containing a total of approximately 510 rooms/suites, and which are expected to include restaurant and other hotel services and facilities, some of which may be shared by the two hotels. These hotels are expected to be constructed within the northern portion of the Site (the "Hotel Area") consisting of approximately 135,448 square feet (approximately 3.11 acres), as shown on the Site Plan (the "Hotel Development"). "Hotel I" will be approximately 160 feet in height and located on the northern portion of the Hotel Area, and "Hotel II" will be approximately 75 feet in height and located in the southern portion of the Hotel Area. In order to carry out the Hotel Development, the Proponent will ground lease the Hotel Area to a private developer, which will construct and operate the hotels. The Hotel Area may be further subdivided such that each of the two hotels is located on a separate lot from the other and from the Parking Area. Each portion of the Hotel Development located on a lot resulting from such subdivision is herein referred to as a "Hotel Sub-Component."

In addition, the Proponent proposes to construct a parking garage on the southern end of the Site (the "Parking Area") consisting of approximately 107,747 square feet (approximately 2.47 acres), as shown on the Site Plan, in connection with the contemplated expansion of the BCEC (the "Parking Development"; the Hotel Development, each Hotel Sub-Component and the Parking Development are sometimes referred to herein each as a "Project Component" and collectively as the "Project Components"). The Parking Development will contain approximately 1,350 parking spaces and will replace surface parking for the BCEC which will be displaced by the BCEC expansion and will also serve the parking needs of the Hotel Development. It is expected to provide ground floor retail/restaurant space along D Street.

5. Project Change: A Notice of Project Change for the Project was submitted to the Boston Redevelopment Authority under Section 80A-6 of the Code on December 17, 2012.

6. Location and Appearance of Structures: The plans attached hereto as Exhibit C illustrate generally the location and appearance of the proposed structures within the Site (the "Design Plans"). Subject to the dimensional limitations set forth in this Development Plan, the final design, massing and appearance of the Project are expected to evolve during ongoing design review by the BRA, with input from the Design Advisory Committee established by the Proponent, and advisory review by the Boston Civic Design Commission.

7. Open Spaces and Landscaping: The Project will include multiple landscape zones, as shown on the Site Plan and the Design Plans and/or as approved through BRA Article 80 design review, for both the Hotel Area and the Parking Area. These landscape zones will feature new trees and site furnishings such as street and pedestrian lighting, benches, landscaping, bicycle racks and litter receptacles. The Project will also enhance the vitality of the surrounding area by creating a unified streetscape design and providing pedestrian-focused amenities, including ground-level lobbies, restaurants and/or retail spaces.

8. Proposed Uses: The Project may be used for those hotel, commercial, off-street parking and accessory and ancillary uses listed in Exhibit D attached hereto.

9. Proposed Densities and Dimensions of Structures: The dimensional requirements applicable to the Project, in lieu of the underlying zoning requirements, are as follows:

Dimensional Requirement	Permitted by Development Plan
Maximum Gross Floor Area ¹	899,000 square feet
Maximum Building Height ²	Hotel I – 160 feet ³ Hotel II – 75 feet ³ Parking Garage – 75 feet ³
Minimum Lot Size	None
Minimum Lot Width	None
Minimum Lot Frontage	None
Minimum Front Yard	None
Minimum Side Yard	None
Minimum Rear Yard	None

10. Proposed Traffic Circulation: As shown on the Site Plan and the Design Plans, the Proponent proposes to construct several east-west side streets or site drives, some or all of which may be open to public travel, as well as a north-south service drive, in order to facilitate traffic flow to, from and around the Project. In addition, the east-west streets to the north and south of the Site will help establish a street grid in the BCEC area to create a more pedestrian-friendly environment. The creation of a service drive to the east of the hotels will help minimize traffic impacts in the area.

11. Proposed Parking and Loading Facilities: The Proponent proposes to develop the Parking Area into a parking garage (the “Parking Garage”) containing approximately 1,350 spaces to replace the 1,343 surface parking spaces that will be displaced by the BCEC expansion proposed by the Proponent, of which approximately 120 spaces are expected to be used by the Hotel Development. In the interim, the Parking Area may be used as a surface parking lot containing up to 350 spaces, of which approximately 120 spaces are expected to be used by the Hotel Development. For a period of up to five (5) years, beginning with commencement of construction of the Parking Garage, said approximately 120 spaces may be located from time to time on the BCEC South Parking Lot, which is located between the BCEC and Cypher Street, and/or on other land owned and/or controlled by the Proponent within a 0.50 mile radius of the Site (the area in which any of said approximately 120 spaces are located from time to time

¹ The term “Gross Floor Area” shall have the meaning set forth for such term in Article 2A of the Code. Gross Floor Area may be allocated among Project Components as long as the total Gross Floor Area for all structures on the Site does not exceed the total maximum Gross Floor Area set forth above.

² Building Height shall not include special architectural features as approved through BRA design review; solar panels and equipment; rooftop mechanical equipment or structures; or wireless communications equipment or structures.

³ These maximum building heights reflect a five (5) foot margin above the expected heights of the hotels and the Parking Garage to allow for design variances and to accommodate potential hotel operator requirements with respect to the hotels, but in no event shall the maximum height be exceeded without an amendment to this Development Plan.

during such period, the “Temporary Parking Area”). Notwithstanding anything to the contrary in the Code, during such period, (a) the use of the Temporary Parking Area for such use will be ancillary to the Project, (b) the Temporary Parking Area shall be deemed a part of Planned Development Area No. 50, and (c) such ancillary parking use shall be a permitted use under this Development Plan. The Proponent’s use of the Temporary Parking Area shall be terminated when the Parking Garage is open for operation and thus available for use by workers, visitors and guests of the Hotel Development and the BCEC, and, at such time, the Temporary Parking Area shall no longer be deemed a part of Planned Development Area No. 50. Access and loading facilities for the Hotel Development are expected to be as shown on the Site Plan, subject to any changes resulting from ongoing BRA design review.

12. Signage: Signs shall be permitted on the Site as approved from time to time through BRA Article 80 design review. Such signage may include electronic signs. The Proponent shall be required to submit a Comprehensive Sign Design Plan, in accordance with Article 11 of the Code, to the BRA.

13. Access to Public Transportation: The Site is well-served by public transportation. It is located in close proximity to the World Trade Center Silver Line station. This proximity to the Silver Line, which serves South Station and downtown Boston, as well as Logan Airport, is particularly important for out-of-town guests at the hotels. In addition, the Site is accessible to and from South Station, which is located within one mile of the Site, by pedestrians and by MBTA bus service (Route 7), which runs to and from South Station and stops within one block of the Site.

14. Public Benefits: The public benefits of the Project include those described below:

(i) Economic Development: The Project will result in significant financial benefits to the city and the region in fulfillment of the Proponent’s public purpose. It constitutes an important component of enhancing the City’s ability to become one of the primary locations for national conventions and meetings as well as a significant player in the international conventions marketplace. Such increased use of the BCEC will not only create new jobs at these hotels and the associated retail and/or restaurant developments, but also increased economic activity throughout the South Boston Seaport District and the City. In addition, the Project would significantly contribute to the development of the South Boston Seaport District and the “Innovation District,” in which the Site is located.

(ii) Public Realm and Urban Design Benefits: The Project will enliven this currently vacant Site and provide an appealing, pedestrian-friendly streetscape in an area of the city that is the focus of important redevelopment efforts. The Project is expected to include publicly-accessible ground-level lobby areas, retail and/or restaurant uses, and associated outdoor seating. The Project will also include significant streetscape improvements to the pedestrian realm at and surrounding the Site, including a landscape zone, new sidewalks and new street trees, and it will improve abutting streets and sidewalks to improve roadway quality, traffic flow, handicapped access and pedestrian safety.

(iii) Job Creation: The mix of uses at the Project will create a significant number of job opportunities at the Site. These jobs will be at a variety of wage and skill levels and will boost a range of job sectors, including the hotel and retail/restaurant industries. The Project is anticipated to directly create approximately 370 full- and part-time construction jobs and 175 full- and part-time hospitality jobs.

(iv) Sustainable Design: The hotels will be designed and constructed to meet or exceed the rating level of "Silver" contained in the LEED 2009 Green Building Rating System for New Construction and Major Renovations published by the United States Green Building Council, as amended. The Parking Garage is expected to contain a rooftop solar array. The Project shall comply with the requirements of Article 37, Green Buildings, of the Code.

(v) Non-Discrimination; Boston Residents Jobs Policy: The Proponent will require the developer of the hotels to comply with the City of Boston's Boston Residents Construction Jobs Policy with respect to hiring Boston residents, minorities, and women for construction jobs.

15. Minor Modifications to Plans: This Development Plan sets forth the dimensional, use and other zoning requirements for the Project and the Site, to the extent such requirements have been addressed in this Development Plan. Once this Development Plan is approved, final plans and specifications for the Project will be submitted to the BRA pursuant to Section 3-1A, Article 80B, and Article 80C of the Code for final design review approval and certification as to consistency with this Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional and other regulations set forth herein, changes may occur to the Project's design described in this Development Plan without requiring an amendment to this Development Plan.

16. Development Schedule: The Proponent estimates that construction of the hotels will commence in late 2013 and that the hotels will open in 2015. The Proponent proposes to develop the surface parking lot at the same time as the Hotel Development, and to develop the Parking Garage in connection with the contemplated future expansion of the BCEC.

17. Future Development: The Proponent may seek to expand the Project in the future to accommodate additional hotel, retail or other uses on the Site. In such event, the Proponent will seek to amend this Development Plan accordingly at such time.

18. No Duty to Develop the Project: Notwithstanding anything set forth in this Development Plan to the contrary, under no circumstances shall the Proponent or any designee thereof be obligated to proceed with the Project, or any portion thereof, or, once the Proponent or any designee thereof does proceed with the Project, or any portion thereof, to complete the Project or such portion.

19. Applicability: In accordance with Section 80-C of the Code, consistency of the Project with this Development Plan constitutes compliance with the dimensional, use and all other requirements of the Code to the extent such requirements have been addressed in this Development Plan. To the extent that any aspect of proposed uses and proposed structures

addressed in this Development Plan are in conflict with any requirement of the Code, this Development Plan shall govern.

20. Compliance of Project Components: Compliance of Project Components with the requirements of this Development Plan shall be determined based on each Project Component's compliance with the requirements of this Development Plan applicable to such Project Component. Each Project Component shall receive its own Certification of Consistency or Partial Certification of Consistency pursuant to Section 80C-8 of the Code. Any owner of an individual Project Component may seek amendment of this Development Plan only as to such Project Component in accordance with the procedures prescribed by Section 80C-7 of the Code without the consent of any other owner of a Project Component; provided, however, that no such amendment shall affect the obligations of the Proponent or any designee thereof under any agreements between the Proponent and the BRA. In the event that any amendment to this Development Plan proposed by the owner of a Project Component is approved, and such amendment affects the overall compliance of the Project with this Development Plan, this Development 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 Development Plan.

21. Miscellaneous: Unless otherwise set forth herein, all references 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.

LIST OF EXHIBITS
TO
SECOND AMENDED AND RESTATED DEVELOPMENT PLAN
FOR
371-401 D STREET, SOUTH BOSTON

Exhibit A Legal Description

Exhibit B Site Plan

Exhibit C Plans of Location and Appearance of Structures

Exhibit D Permitted Uses

Exhibit A

Legal Description

That certain parcel of land situated on the southeasterly side of D Street in the City of Boston, Suffolk County, Commonwealth of Massachusetts, designated "Intercontinental Fund IV 371 - 401 D Street, LLC, No. 371 - 401 D Street, Total Lot Area 243,181 S.F. ± or 5.583 Acres ±" on a plan entitled: "Taking Plan, Land in South Boston, 371 - 401 D Street, Boston, MA", Scale: 1" = 40', dated September 28, 2012, prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, recorded with the Suffolk County Registry of Deeds in Plan Book 2012, Page 354; said parcel being more particularly described according to said plan as follows:

From the POINT OF BEGINNING at the front southwest corner of the lot;

Thence, N 40° 00' 00" E for a distance of 398.62 feet to a point on a line.

Thence, N 40° 00' 00" E for a distance of 705.90 feet to the front corner of the lot.

Thence, S 50° 00' 00" E for a distance of 220.60 feet to a corner of the lot at Butler Street, a private way.

Thence, S 40° 00' 00" W for a distance of 1005.26 feet to the beginning of a curve,

Said curve turning to the right and having a radius of 346.81 feet for a distance of 100.67 feet to a point of intersection with a non-tangential line at the rear corner of the lot.

Thence, N 50° 00' 00" W for a distance of 146.98 to a point on a line.

Thence, N 50° 00' 00" W for a distance of 59.11 feet to the POINT OF BEGINNING;

Containing 243,181 ± square feet or 5.583 ± acres.

Such land has the right to use D Street as shown on the above-mentioned plan in common with all others lawfully entitled thereto for all purposes for which streets and ways are commonly used in the City of Boston.

Together with a right of way for the benefit of a certain portion of the above-described parcel as shown on said plan as "24' Wide Right of Way," upon the conditions set forth in a deed recorded at the Suffolk County Registry of Deeds in Book 5974, Page 585, in common with all others entitled thereto in, over, through and under same.

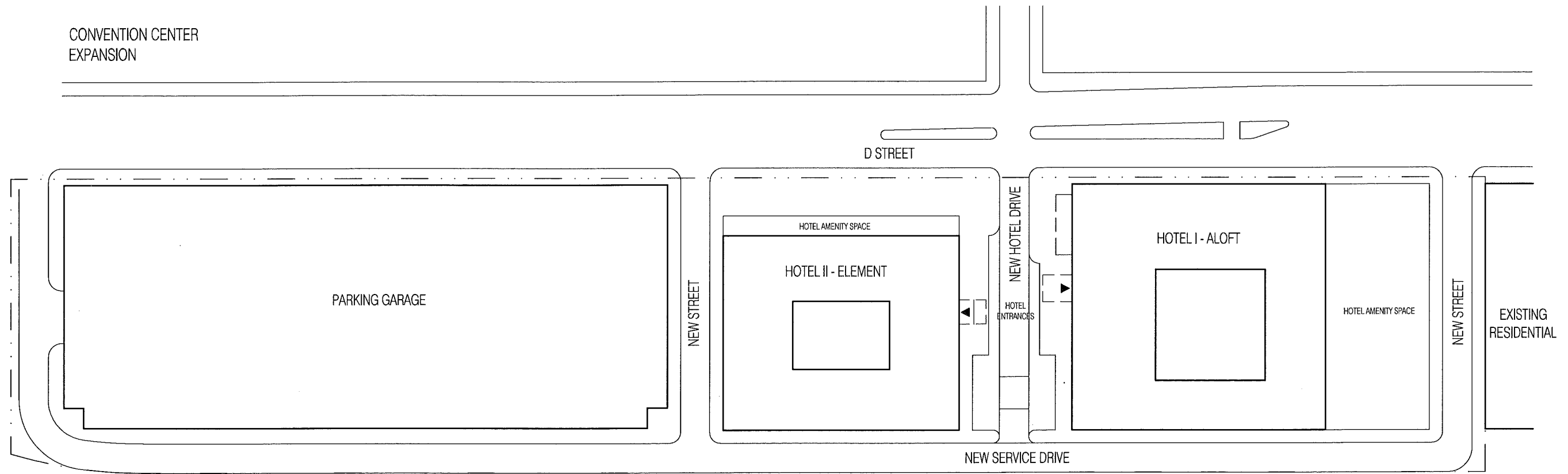
Exhibit B

Site Plan

(See Attached)

Exhibit B

CONVENTION CENTER
EXPANSION

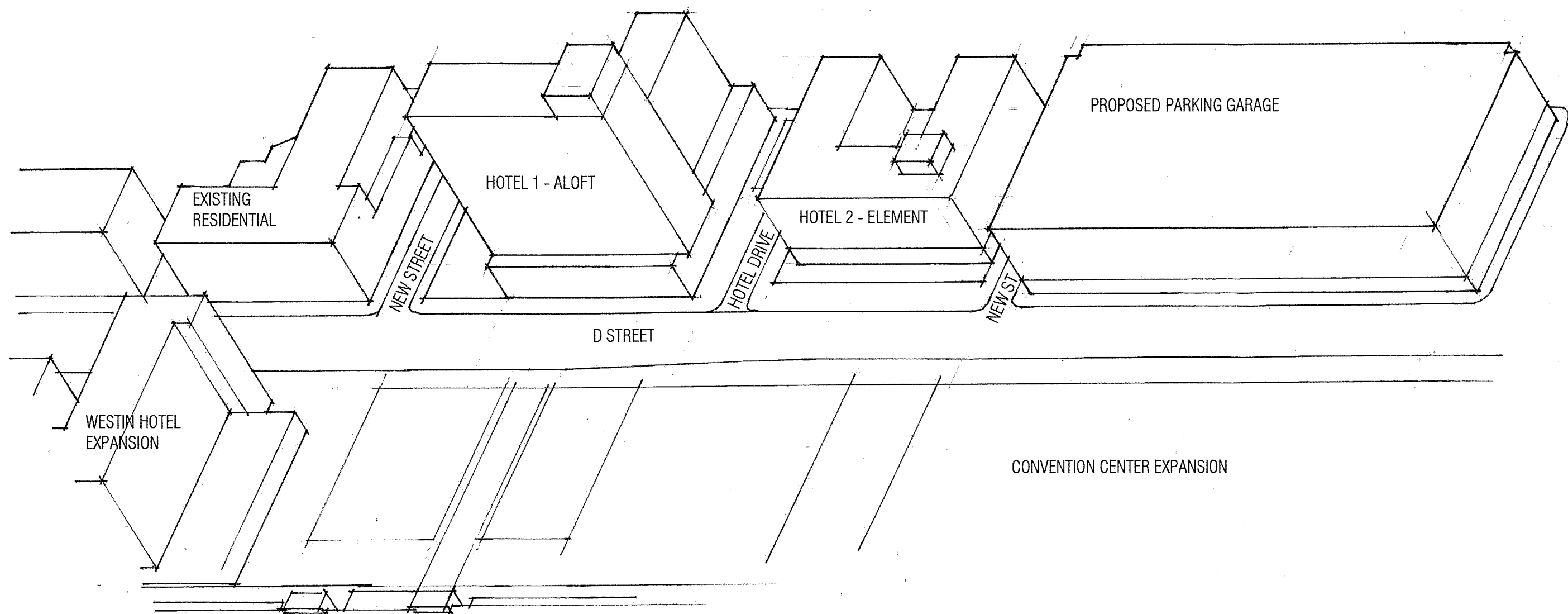


SITE PLAN

Exhibit C

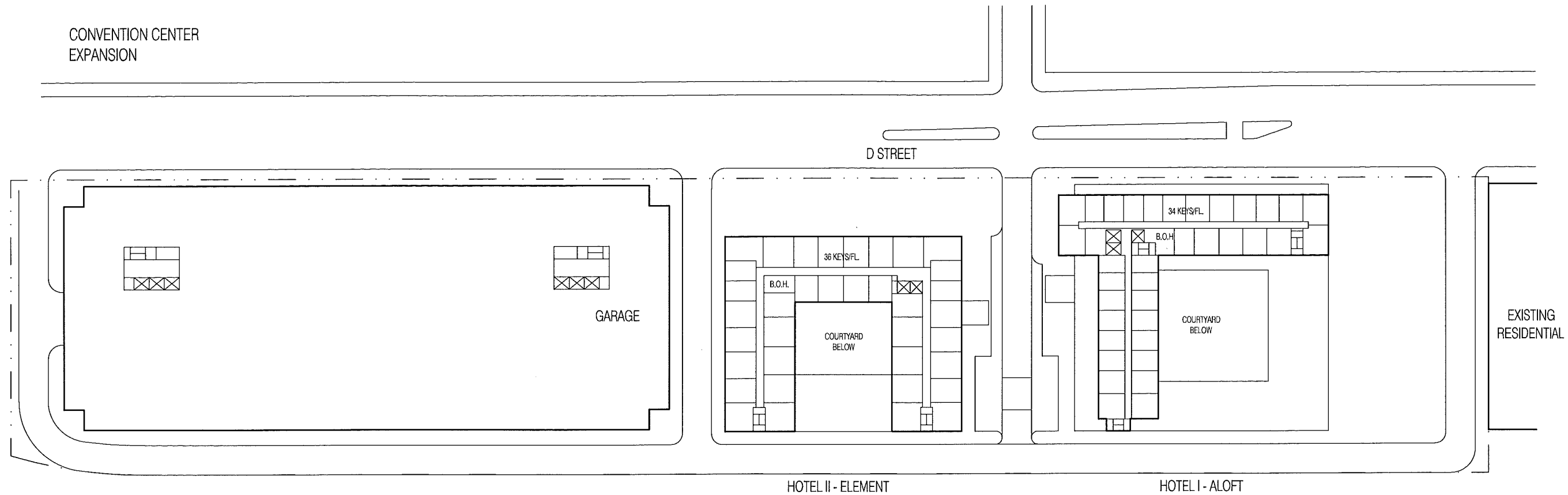
Plans of Location and Appearance of Structures

(See Attached)



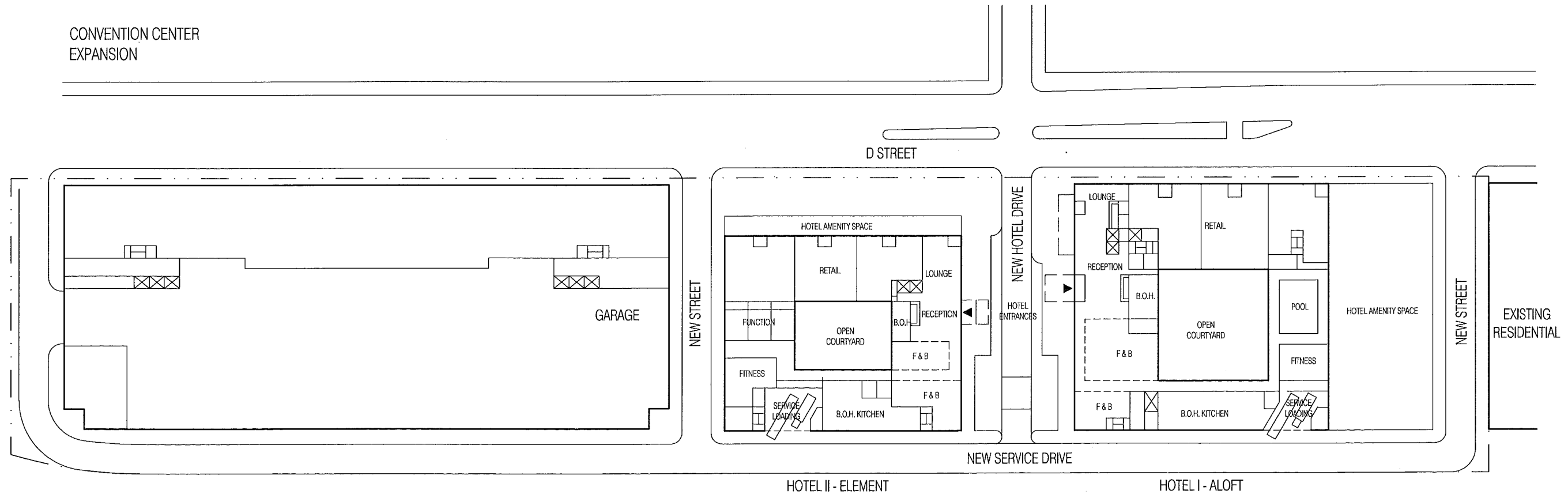
NEW HOTELS MASSING DIAGRAM

CONVENTION CENTER
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TYPICAL HOTEL FLOOR PLAN

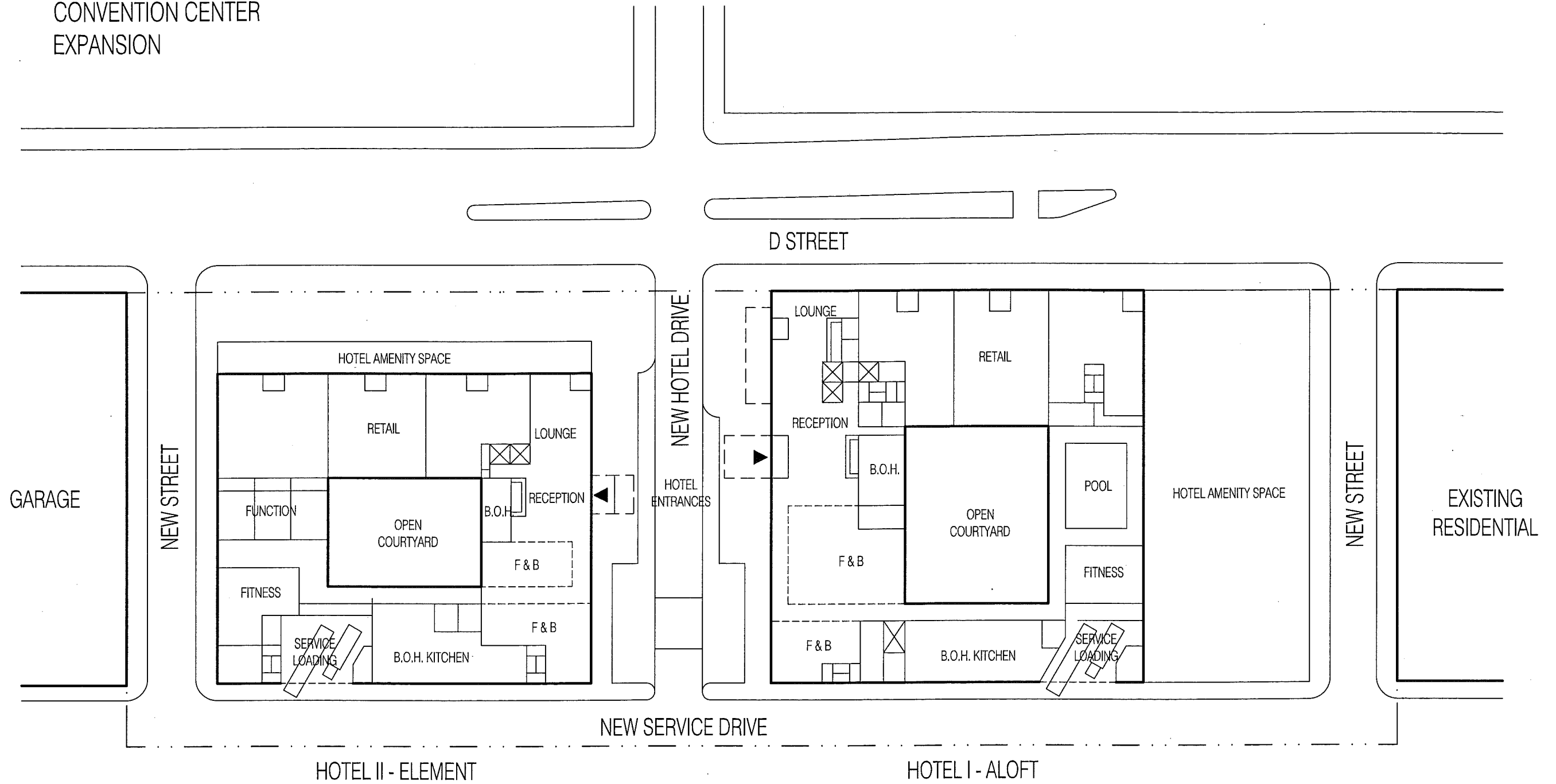
CONVENTION CENTER
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GROUND FLOOR PLAN

B.O.H. : HOTEL BACK OF HOUSE/SERVICE AREAS
F & B : FOOD AND BEVERAGE, RESTAURANT, BAR, COFFEE HOUSE, ETC.

CONVENTION CENTER
EXPANSION

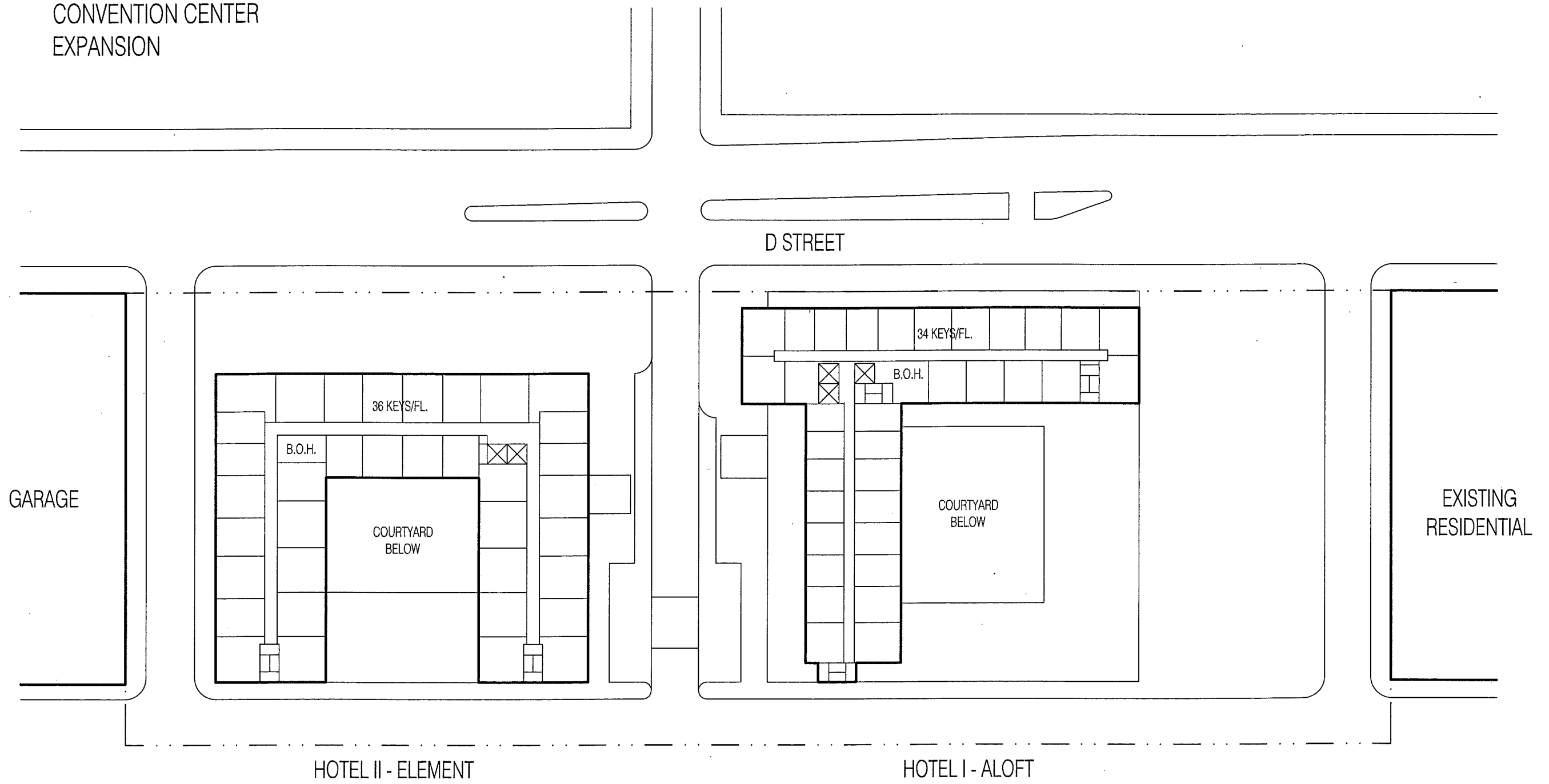


GROUND FLOOR PLAN

B.O.H. : HOTEL BACK OF HOUSE/SERVICE AREAS

F & B : FOOD AND BEVERAGE, RESTAURANT, BAR, COFFEE HOUSE, ETC.

CONVENTION CENTER
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TYPICAL HOTEL FLOOR PLAN

Exhibit D

Permitted Uses

Uses allowed within the Site shall comprise the following:

Hotel Uses

- Hotel (including extended-stay hotel, select service and focus service), executive suites, conference and meeting facilities, restaurant, dining area for service or sale of food or drink for on-premises consumption, lounge, bar, stores and service uses primarily serving the retail needs of hotel, conference, and meeting guests, business center, health club, swimming pool, storage and office use accessory to hotel use, including vehicle rental office.

Retail Uses

- Store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, pick-up and delivery station of laundry or dry cleaner, tailor shop, hand laundry.
- Store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, drugs, tobacco products, clothing, dry goods, books, film, video, art, flowers, paint, hardware, and small household appliances.

Restaurant Uses

- Lunchroom, restaurant, cafeteria, or other place for the service or sale of food or drink for on-premises consumption, including outdoor cafes.
- Place for sale and consumption of food and beverages (other than drive-in restaurants) providing dancing or entertainment or both.
- In a structure, sale over the counter, not wholly incidental to a local retail business or restaurant use, of food or drink prepared on premises for off-premises consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out (other than drive-in restaurants).

Community and Cultural Facilities

- Community uses, including, but not limited to, community center.
- Art use and artists' mixed-use, including, but not limited to, workshop, arts studio, art gallery and exhibit space.

Parking Uses

- Surface parking lot; parking garage; car-sharing and/or bicycle-sharing service.

Banking Use

- Bank (not including a drive-in window); automatic teller machine.

Renewable Energy Use

- Solar panels for the generation of electricity.

Wireless Communications Equipment Use

- Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electro-magnetic communications signals.

Entertainment and Recreational Uses

- Fitness center or gymnasium

Open Space

- Open space

Signs

- Signs, including, but not limited to, electronic signs.

Accessory Uses

- Any of the following uses accessory or ancillary to an allowed use:
 - (i) any use accessory or ancillary to, and ordinarily incident to, a lawful main use;
 - (ii) as accessory uses to hotel uses, restaurants, conference facilities, retail and service establishments serving guests and visitors and other uses incidental to the operation of a hotel and accessory services for hotel occupants;
 - (iii) the storage of flammable liquids and gases incidental to a lawful use;
 - (iv) permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use;
 - (v) day care center;
 - (vi) health club facility, tennis court, swimming pool.
- Parking in a parking garage; car-sharing and/or bicycle-sharing service.

FACT SHEET

**SECOND AMENDED AND RESTATED DEVELOPMENT PLAN
FOR
371-401 D STREET, SOUTH BOSTON,
WITHIN
PLANNED DEVELOPMENT AREA NO. 50**

Proponent

The Massachusetts Convention Center Authority

Site

The Site consists of approximately 5.583 acres of land located at 371-401 D Street in South Boston and shown on the site plan attached hereto as Exhibit A.

General Description of Project

The proposed project consists of a hotel development and a parking development. The hotel development would comprise two hotels, to be constructed within the northern portion of the Site, containing a total of approximately 510 rooms/suites and related uses (the "Hotel Development"). The parking development (the "Parking Development") would comprise a parking garage on the southern end of the Site in connection with the Hotel Development and the contemplated expansion of the Boston Convention and Exhibition Center. The Parking Development would contain approximately 1,350 parking spaces, approximately 120 of which would serve the parking needs of the Hotel Development and may be located on a surface parking lot on the Site, or within a 0.5 mile radius of the Site, on an interim basis. The Parking Development will also include ground floor retail/restaurant space along D Street. In addition, the Proponent proposes to construct landscape improvements and several east-west side streets or site drives, some of which may be open to public travel, as well as a north-south service drive, in order to facilitate traffic flow to, from and around the Project.

Zoning

The Site is located within the D Street Neighborhood Development Area of the South Boston Neighborhood District, governed by Article 68 of the Boston Zoning Code (the "Code"), and the Restricted Parking Overlay District. The Site comprises Planned Development Area No. 50.

Previous Approvals

Two previous approved PDA Development Plans each addressed the same Site area as the Proposed Development Plan. The first such PDA Development Plan was proposed

by Cathartes/AEW 371-401 D Street, LLC for a 695-unit residential development within four buildings, accessory retail, and parking for 778 vehicles (the “Cathartes Development Plan”). The Cathartes Development Plan was approved by the Boston Redevelopment Authority (the “BRA”) on September 21, 2000, approved and adopted by the Zoning Commission of the City of Boston (the “Zoning Commission”) on October 20, 2000, and approved by the Mayor of the City of Boston (the “Mayor”) on October 20, 2000. The second such PDA Development Plan amended and restated the Cathartes Development Plan and was proposed by Intercontinental Fund IV 371-401 D Street, LLC and Intercontinental Real Estate Fund IV, LLC for a 585-unit residential development within four buildings and parking for 724 vehicles, with the possibility of accessory retail use (the “Intercontinental Development Plan”). The Intercontinental Development Plan was approved by the BRA on September 7, 2006 approved and adopted by the Zoning Commission on October 18, 2006, and approved by the Mayor on October 18, 2006. The Proposed Development Plan would amend and restate the Intercontinental Development Plan, and supersede it in its entirety.

The table below shows certain of the dimensional regulations provided for in the Cathartes Development Plan, the Intercontinental Development Plan and the Proposed Development Plan.

Dimensional Requirement	Cathartes Development Plan	Intercontinental Development Plan	Proposed Development Plan
Maximum Gross Floor Area	726,000 square feet (excluding below-grade parking)	690,000 square feet (excluding parking)	899,000 square feet (including parking)
Maximum Building Height	150 feet	197 feet	Hotel I – 160 feet Hotel II – 75 feet Parking Garage – 75 feet

Public Benefits

The Project will result in significant financial benefits to the city and the region in fulfillment of the Proponent’s public purpose. It constitutes an important component of enhancing the City’s ability to become one of the primary locations for national conventions and meetings as well as

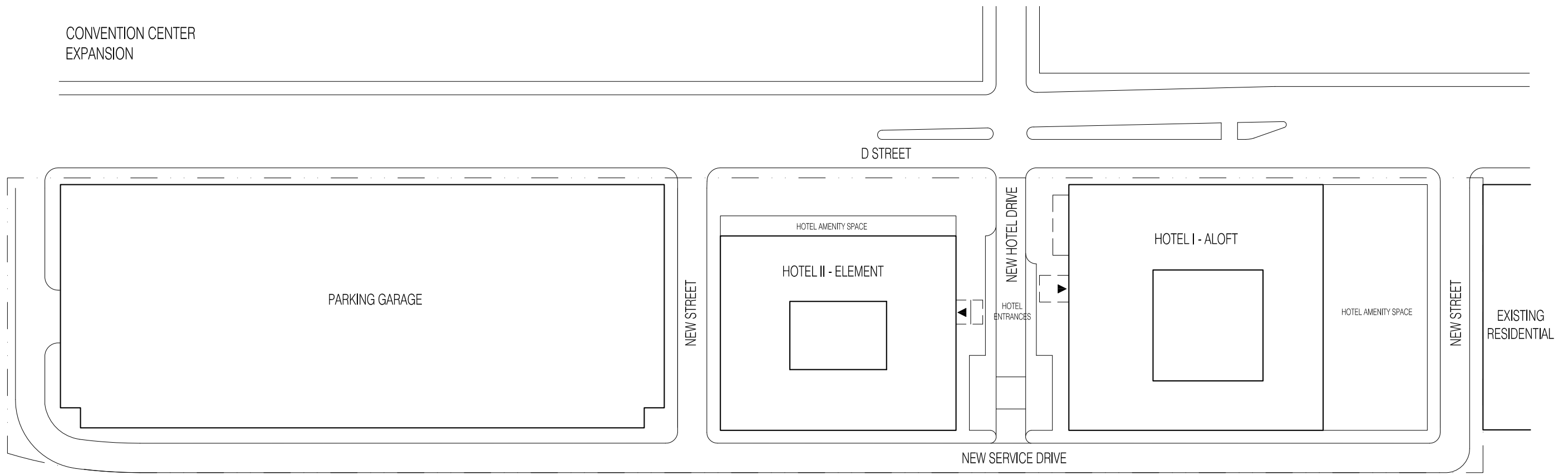
a significant player in the international conventions marketplace. Such increased use of the BCEC will increase economic activity throughout the South Boston Seaport District and the City. In addition, the Project would significantly contribute to the development of the South Boston Seaport District and the "Innovation District," in which the Site is located. The Project is anticipated to directly create approximately 370 full- and part-time construction jobs and 175 full- and part-time hospitality jobs. The Project will enliven this currently vacant Site and provide an appealing, pedestrian-friendly streetscape through ground-level lobby areas, retail and/or restaurant uses and outdoor seating and significant streetscape improvements, including landscape zones, new sidewalks and new street trees.

EXHIBIT A

Site Plan

(See Attached)

CONVENTION CENTER
EXPANSION



SITE PLAN