

BRA APPROVAL: 11/1/16
CC APPROVAL: 11/16/16
EFFECTIVE: 11/18/16

**THIRD AMENDMENT TO MASTER PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 69
SOUTH BOSTON/THE 100 ACRES**

November 1, 2016

Pursuant to Section 3-1A and Section 80C-7 of the Zoning Code of the City of Boston, as amended (the "Zoning Code"), this amendment constitutes the Third Amendment to the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres dated January 10, 2007, as amended ("Third Amendment"). Capitalized terms not defined in this Third Amendment are as defined in the Zoning Code as of the date hereof.

1. The PDA Master Plan. On August 10, 2006, the Boston Redevelopment Authority ("BRA") approved an amendment to the Boston Zoning Maps to create Planned Development Area No. 69, and also approved a Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres. Such map amendment and plan were approved by the Boston Zoning Commission (the "Zoning Commission") on January 10, 2007, and became effective on January 10, 2007, and were subsequently amended by (1) a First Amendment thereto approved by the BRA on June 12, 2012, by the Zoning Commission on July 11, 2012 and effective as of July 12, 2012, and (2) a Second Amendment thereto approved by the BRA on June 13, 2013, by the Zoning Commission on July 10, 2013 and effective as of July 10, 2013 (as so amended, the "PDA Master Plan"). The PDA Master Plan provides for the redevelopment of an approximately 47acre area of land in South Boston, Massachusetts bounded generally by the Fort Point Channel and A Street to the west, Summer Street to the north, the South Boston Bypass Road to the east, and West First Street and Mt. Washington Avenue to the south, but excludes those properties identified as 249 A Street, 326 A Street, 21 Wormwood Street, 33 Wormwood Street and 285 Summer Street (the "Site"). In addition, the PDA Master Plan provides that the properties within Planned Development Area No. 53 ("PDA No. 53") are to continue to be governed by the Development Plan for PDA No. 53, as the same may be amended from time to time. The Site is more particularly described and depicted on Exhibits B and C to the PDA Master Plan, and comprises a portion of the BRA planning area known as the "100 Acres."

The PDA Master Plan was adopted in order to support the redevelopment of the 100 Acres area into a dense, varied and lively urban district that contains a broad range of uses such as residential, industrial, retail, service, research and development, office, open space and cultural uses.

2. Development of Parcels G2, G3 and HW1 and portions of Parcels HW2 and FT1. The proponents of this Third Amendment are the General Electric Company, a New York corporation with a mailing address of 33-41 Farnsworth Street, Boston, Massachusetts 02210 ("GE") and the Massachusetts Development Finance Agency, a duly constituted agency of the

Commonwealth of Massachusetts established pursuant to M.G.L. c. 23G, with a mailing address of 99 High Street, Boston, Massachusetts 02110 (“MassDevelopment” and together with GE, the “Proponent”). The Proponent is proposing coordinated development on certain parcels, as follows:

(i) construction by GE on Parcel G3, which will be acquired by GE, of a new structure to contain approximately 293,300 square feet of Gross Floor Area in 12 stories, to house office museum, convener space, community work lounge, coffee bar, underground parking and other uses, which will have a maximum Building Height of 180 feet, consistent with the height limit for such parcel set forth in the PDA Master Plan as shown on Exhibit I (Buildout Plan) thereto (the “New Building”), and which construction will include a plaza area north of the New Building open to the public to provide pedestrian access between the Fort Point Channel and A Street and the Fort Point Channel community to the south;

(ii) the rehabilitation by GE of the two former Boston Wharf Company historic buildings at 5 and 6 Necco Court located on Parcel G2 (the “Brick Buildings”), which will be acquired by an affiliate of MassDevelopment and leased to GE for office, workplace, maker space, laboratory, innovation and related uses on the upper floors and active ground floor uses such as restaurant, educational and other non-residential uses, including construction of a glass enclosure that will connect the two buildings at multiple floors and include a rooftop addition on both buildings;

(iii) the construction of new public open space on former Parcel G1 and Parcel HW1, a portion of former Parcel HW2, and a portion of former Parcel FT1, each of which will be acquired by an affiliate of MassDevelopment and leased to GE, and as shown on Exhibit G (Open Space Plan) to the PDA Master Plan;

(iv) permanent improvements to the City of Boston’s Harborwalk adjacent to Parcels G1, HW1 and a portion of HW2, which land will be acquired by an affiliate of MassDevelopment and leased to GE; and

(v) the construction of new public open space on former Parcel G1, which will be acquired by an affiliate of MassDevelopment and leased to GE; such new open space would be in lieu of the development on Parcel G1 of a new structure with a maximum Building Height of 80 feet, as was permitted in the PDA Master Plan (see Exhibit I (Buildout Plan)).

Collectively, the foregoing improvements outlined in (i) – (v) above constitute the “Project.” The site upon which the Project will be built comprises approximately 2.4 acres of land, as shown on Exhibit A attached hereto and incorporated herein (the “Project Site”). As noted above, an affiliate of MassDevelopment will acquire the Project Site, including the Brick Buildings, other than the parcel of land upon which the New Building will be constructed and certain land adjacent thereto, as depicted on Exhibit A. An affiliate of MassDevelopment will lease its portion of the Project Site to GE for development consistent with this Third Amendment and the GE Headquarters Campus Development Plan (defined below).

Former Parcels G1 and HW1, as well as the portions of the Project Site comprising a portion of Parcel FT1 and a portion of Parcel HW2, are proposed to be consolidated into one new

open space parcel to be known as Parcel FT1-A. In connection with the development of the Project, the Proponent is seeking BRA and Zoning Commission approval concurrently for this Third Amendment and for that certain "Development Plan for General Electric Headquarters Campus within Planned Development Area No. 69, South Boston/The 100 Acres" (the "GE Headquarters Campus Development Plan").

3. **Change in Use of Parcel G1 and Revisions to Site Plan.** Because Parcel G1 will be developed as open space and not as a building, the Project will not include the creation of a new street between Parcel G2 and Parcel G3, as shown on Exhibit H (Rights-of-Way Plan) to the PDA Master Plan. Instead, this area will become a pedestrian way between the rehabilitated Brick Buildings and the New Building, sheltered with a translucent canopy connected to the New Building only, above. This pedestrian way will provide a welcoming gateway from A Street and the Fort Point Channel neighborhood to the east and south, to the Fort Point Channel waterfront. In addition, as noted in Section 2 of this Third Amendment, former Parcel G1 will be consolidated into new Parcel FT1-A and developed as new public open space, instead of being developed with a building as tall as 80 feet in height, as permitted by the PDA Master Plan and depicted on Exhibit I (Buildout Plan) thereto. Thus, this Third Amendment seeks to reflect such site plan and parcelization changes.

4. **Allocated Enhancements.** Reference is made to that certain Amended and Restated Memorandum of Agreement dated as of January 10, 2007 between the BRA and certain "Owner Parties" (as defined therein) (as amended to date, the "100 Acres MOA"). Pursuant to the 100 Acres MOA, the "Allocated Enhancements" (as defined therein) assigned to the Project Site included the development of Parcel HW1 and a portion of Parcel FT1 into open space; the creation of a new street between Parcels G2 and G3; and improvements to Necco Street. As previously noted, Parcel G1 will not be developed as a building and thus, there is no need to develop the planned new street between Parcels G2 and G3. Thus, this Third Amendment confirms that the Allocated Enhancements assigned to Parcels G2 and G3 shall consist of the following:

- (i) the development of Parcel G1 as open space;
- (ii) the creation of a pedestrian way between the buildings on Parcels G2 and G3;
- (iii) the construction of open space on former Parcel HW1 and the portions of former Parcels HW2 and FT1 existing within the Project Site; and
- (iv) streetscape improvements to Necco Street, subject to the receipt of necessary consents from the owner thereof.

5. **Amendments to PDA Master Plan.** In recognition of the foregoing, the PDA Master Plan is hereby amended as follows:

- (i) Exhibit D to the PDA Master Plan is replaced by the Exhibit D attached to this Third Amendment.
- (ii) Exhibit E to the PDA Master Plan is replaced by the Exhibit E attached to this Third Amendment.

(iii) Exhibit G to the PDA Master Plan is replaced by the Exhibit G attached to this Third Amendment.

(iv) Exhibit H to the PDA Master Plan is replaced by the Exhibit H attached to this Third Amendment.

(v) Exhibit I to the PDA Master Plan is replaced by the Exhibit I attached to this Third Amendment.

(vi) Exhibit K to the PDA Master Plan is replaced by the Exhibit K attached to this Third Amendment.

These new Exhibits set forth the configurations of Parcels G2 and G3, and the consolidation of former Parcel G1, former Parcel HW1, and the portions of former Parcels FT1 and HW2 that are within the Project Site, as one open space parcel, to be denominated as Parcel FT1-A. Approximately 0.87 acre of the Project Site will be developed as public open space. In addition, certain areas west and north of the New Building will comprise privately-owned, weather-protected open space that will be available to the public, thus enhancing the public open space areas that will be developed as part of the Project. The revised Exhibit K attached to this Third Amendment sets forth the status of certain First Phase Public Realm Enhancements (as defined in the 100 Acres MOA).

5. PDA Master Plan, as Amended. Except as amended by this Third Amendment, the PDA Master Plan remains unmodified and is in full force and effect.

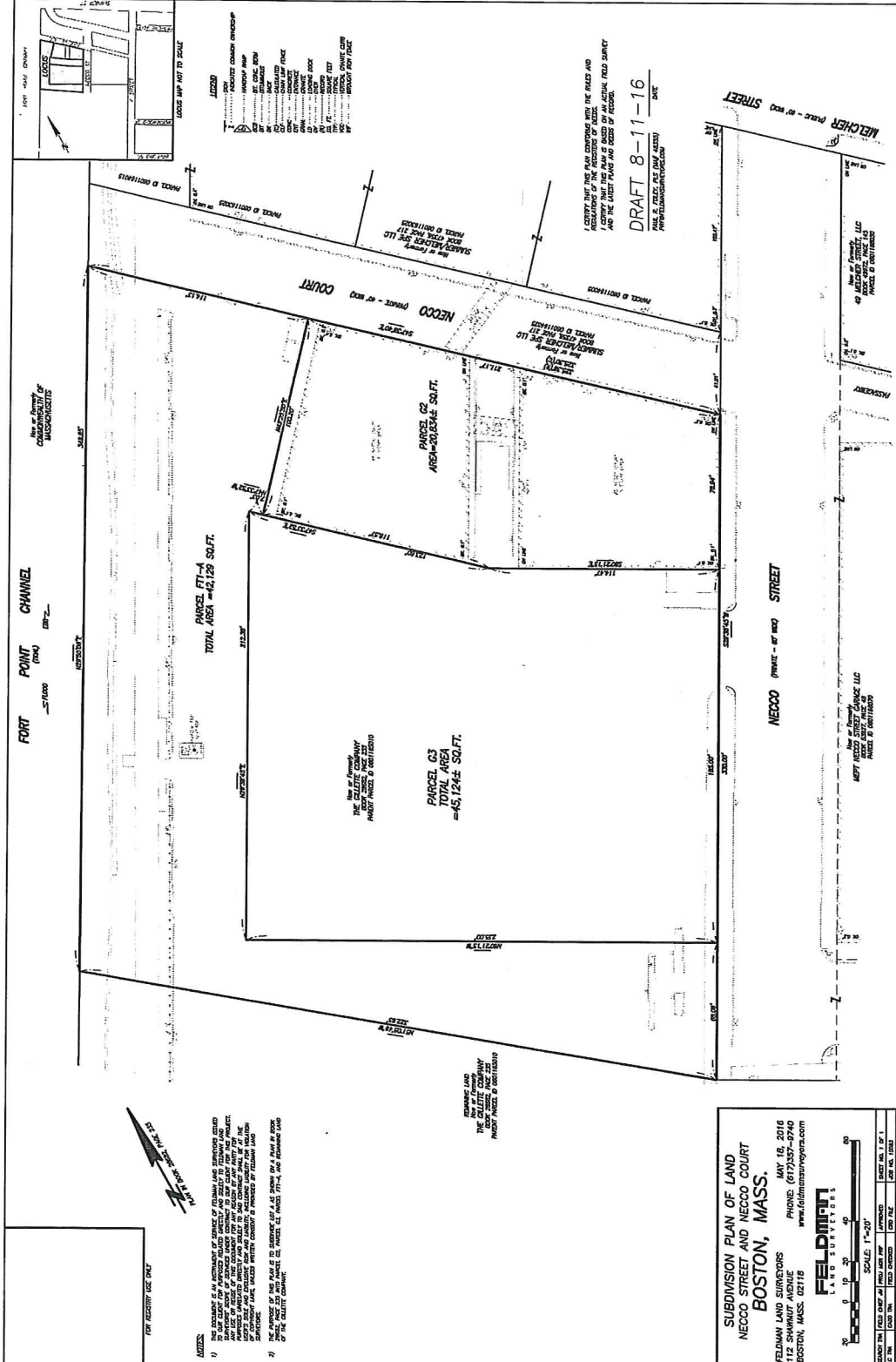
Attachments:

- Exhibit A: Plan of Project Site
- Exhibit D: Illustrative Plan for 100 Acres Development
- Exhibit E: Use Plan
- Exhibit G: Open Space Plan
- Exhibit H: Rights-of-Way Plan
- Exhibit I: Buildout Plan
- Exhibit K: List of First Phase Public Realm Enhancements

EXHIBIT A

PLAN OF PROJECT SITE

(See attached)



DRAFT 8-11-16
DATE

NOTES:
1) THE DOCUMENT IS AN INSTRUMENT OF SERVICE OF FEDERAL LAND SURVEYING BOUNDARIES. IT IS NOT AN INSTRUMENT OF CONVEYANCE. IT DOES NOT CONVEY ANY INTEREST IN THE LAND. THE BOUNDARIES SHOWN ON THIS PLAN ARE BASED ON AN ACTUAL FIELD SURVEY AND THE LATEST PLANS AND RECORDS ON FILE.
2) THE PURPOSE OF THIS PLAN IS TO SHOW THE A.S. SHOW ON A PLAN IN BOOK OF THE COMMONWEALTH OF MASSACHUSETTS, PARCELS C1, PARCELS 171-1, AND PARCELS C2.

FELDMAN

SUBDIVISION PLAN OF LAND
NECO STREET AND NECO COURT
BOSTON, MASS.

FELDMAN LAND SURVEYORS
INCORPORATED
BOSTON, MASS. 02118
www.feldmansurveyors.com

DATE: MAY 16, 2016
PROJECT NO. 16-0008

SCALE: 1"=20'
SHEET NO. 1 OF 1

PREPARED BY	DATE
FIELD CHECKED BY	DATE
DESIGNED BY	DATE
CHECKED BY	DATE
DATE PLOTTED	

EXHIBIT D

ILLUSTRATIVE PLAN FOR 100 ACRES DEVELOPMENT

(See attached)



Exhibit D : 100 Acres Planning and PDA Master Plan Areas

EXHIBIT E

USE PLAN

(See attached)



Exhibit E : Use Plan

EXHIBIT G

OPEN SPACE PLAN

(See attached)



Exhibit C : Open Space Plan

EXHIBIT H

RIGHTS-OF-WAY PLAN

(See attached)

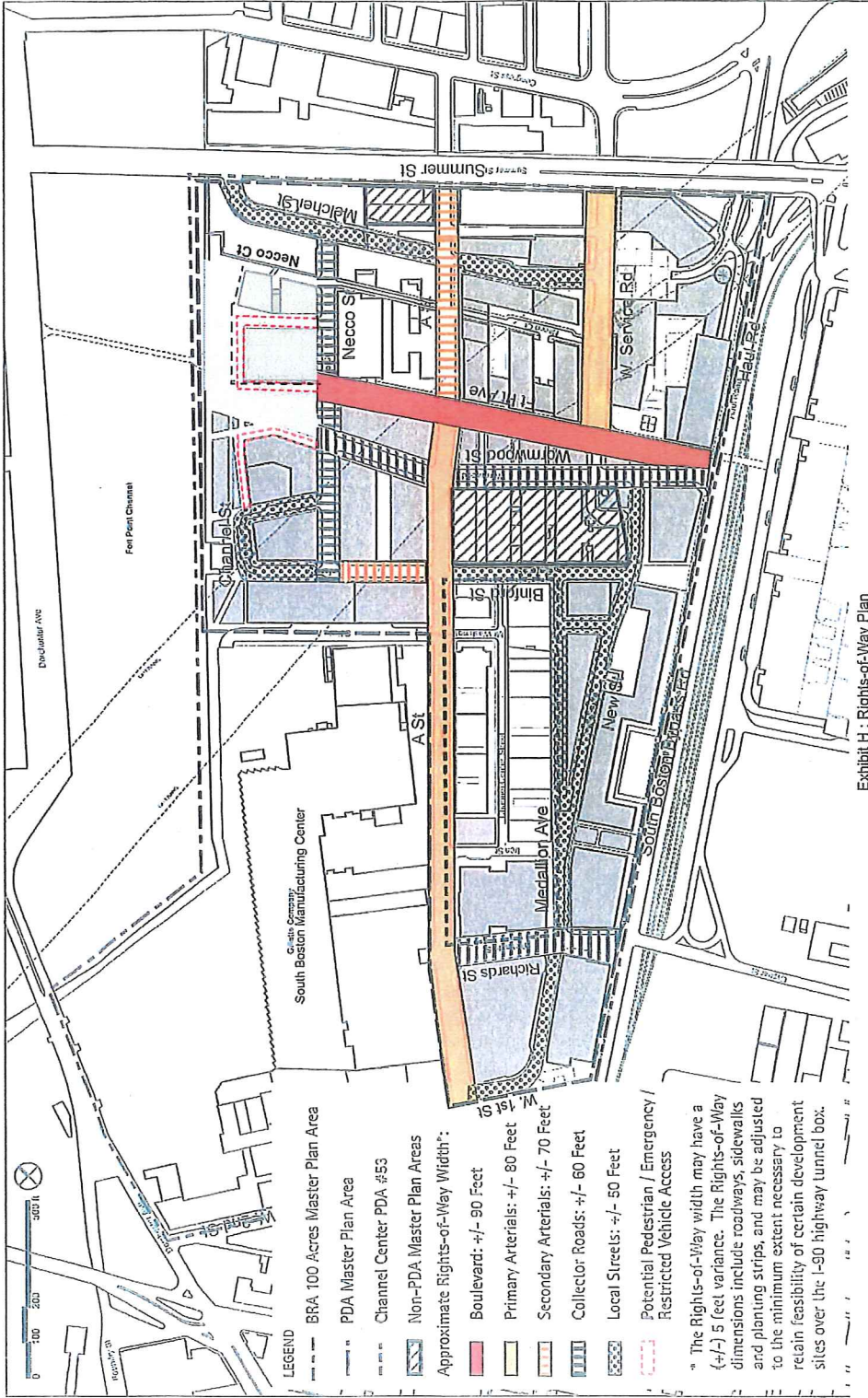
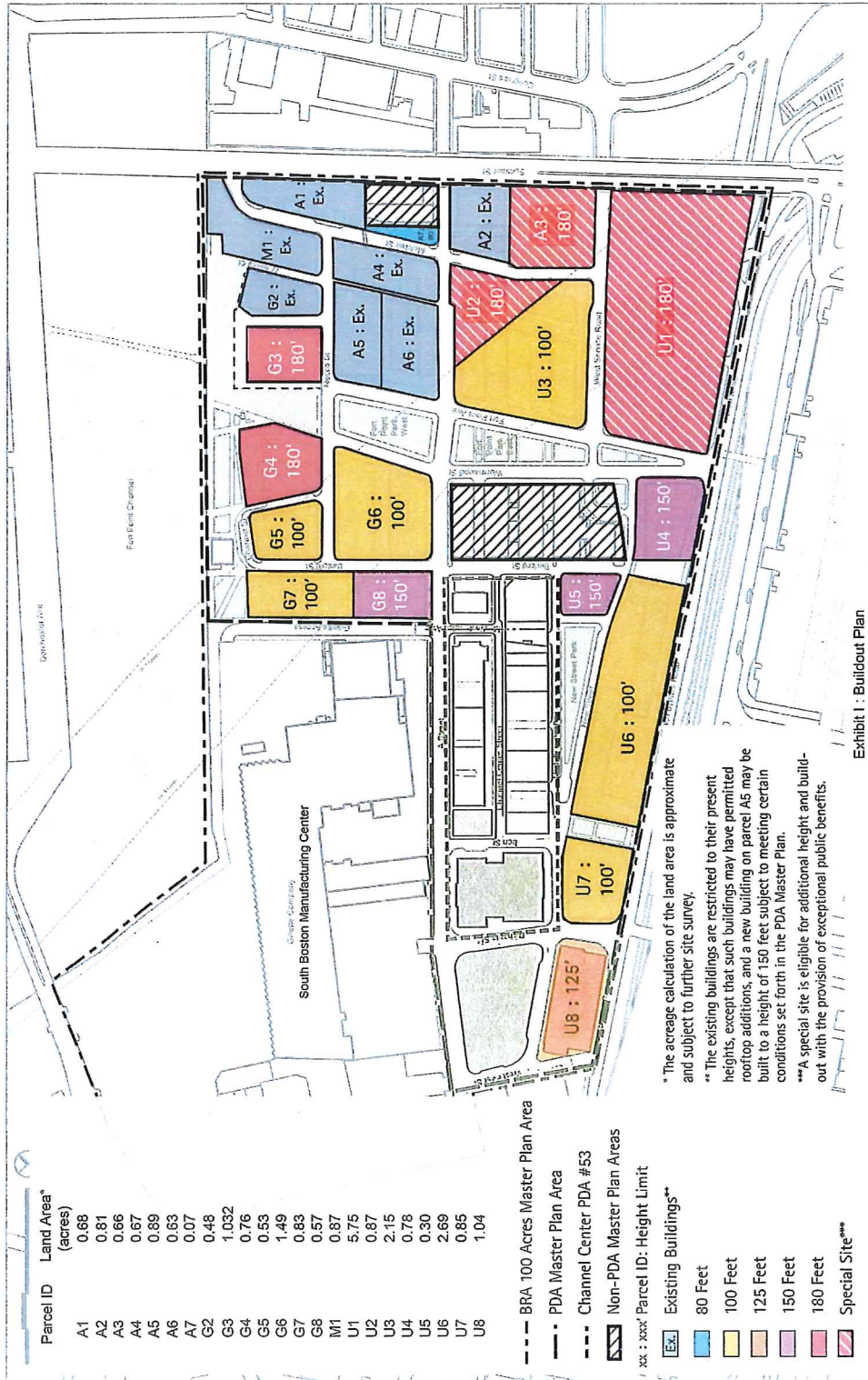


Exhibit H : Rights-of-Way Plan

EXHIBIT I
BUILDOUT PLAN
(See attached)



* The acreage calculation of the land area is approximate and subject to further site survey.

** The existing buildings are restricted to their present heights, except that such buildings may have permitted rooftop additions, and a new building on parcel A5 may be built to a height of 150 feet subject to meeting certain conditions set forth in the PDA Master Plan.

*** A special site is eligible for additional height and build-out with the provision of exceptional public benefits.

Exhibit I : Buildout Plan

EXHIBIT K

LIST OF FIRST PHASE PUBLIC REALM ENHANCEMENTS

1. Melcher Street Signalization and Sequencing (completed)
2. Binford Street Signalization and Sequencing
3. Traffic Direction Demonstration Project South of W. 2nd Street or Intersection Widening at A Street/W. 2nd Street (USPS property and property from other parties not part of the PDA Master Plan required)
4. Richards Street Connection Construction (completed)
5. Interim Harborwalk Landscaping/Irrigation (Gillette Harborwalk, parking and landscaping completed)

Third Amendment to Master Plan for Planned
Development Area No. 69, South Boston/The 100
Acres

Boston Redevelopment Authority

THIRD AMENDMENT TO MASTER PLAN FOR

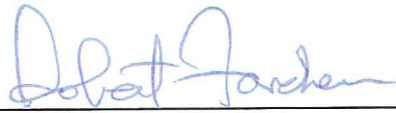
PLANNED DEVELOPMENT AREA NO. 69

SOUTH BOSTON/THE 100 ACRES

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 approve the Second Amendment to Master Plan for Planned Development Area No.69, South Boston/The 100 Acres, dated November 1, 2016, and approved by the Boston Redevelopment Authority on November 1, 2016.

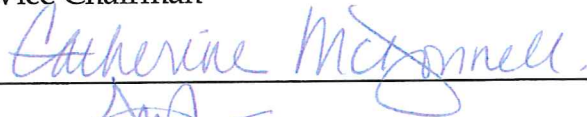
Said Third Amendment amends "Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres," approved by the Authority on August 10, 2006, and approved by the Zoning Commission on January 10, 2007, effective, January 10, 2007. Planned Development Area No. 69 was designated on "Map 4, South Boston" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 468, adopted by the Zoning Commission on January 10, 2007, effective January 10, 2007.

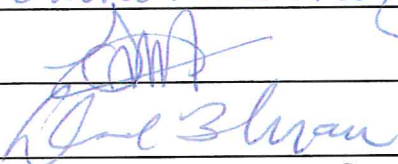
Third Amendment to Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres



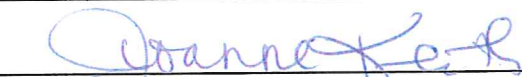
Chairman

Vice Chairman

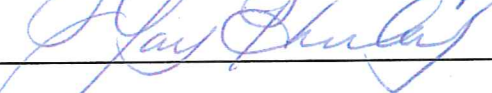












In Zoning Commission

Adopted: November 16, 2016

Attest:



Executive Secretary

Third Amendment to Master Plan for Planned Development Area No. 69, South
Boston/The 100 Acres

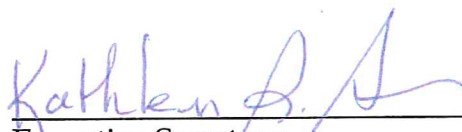


Mayor, City of Boston

Date: 11-18-16

The foregoing Third Amendment was presented to the Mayor on November 18 2016
and was signed by him on December 18 2016, whereupon it became effective on
November 18 2016, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as
amended.

Attest:



Executive Secretary
Boston Zoning Commission