

FACT SHEET

DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. XX

GOVERNMENT CENTER GARAGE REDEVELOPMENT PROJECT BOSTON

Proponent: The HYM Investment Group, LLC ("Proponent") on behalf of Bulfinch Congress Holdings LLC, One Congress Street, Boston, MA 02114

Planning Consultant: Vanasse Hangen Brustlin, Inc. (VHB), 99 High Street, Boston, MA 02110

Architect: CBT / Childs Bertman Tseckares Inc., 110 Canal Street, Boston, MA 02114

Legal Counsel: James H. Greene, Rubin & Rudman, LLC, 50 Rowes Wharf, Boston, MA 02110

Site: The Government Center Garage Redevelopment Project (the "Project") is located at 50 New Sudbury Street, Boston, MA in Government Center, and includes approximately 209,949 square feet of land (approximately 4.8 acres) within a PDA Special Purpose Overlay District, as shown on the plans submitted with the Development Plan. The Government Center Garage parcel is bounded by New Chardon Street to the North, Surface Road and Ramps to 1-93 to the East, New Sudbury Street to the South, and Bowker Street to the West. The site includes the fee of Congress Street and the garage occupies the "air-rights" volume above the street. The Proponent proposes to "re-open" Congress Street with the demolition of a portion of the garage structure and a "conveyance" back to the City. The MBTA's Haymarket Station, which services bus routes and provides access to both the Orange and Green Line, also is included within the site.

Proposed Project: The Proposed Project is located at 50 New Sudbury Street in Government Center, and includes approximately 209,949 square feet of land (approximately 4.8 acres) and an existing 11 story, approximately 143 foot-tall structure, known as the Government Center Garage, which contains approximately 2,310 parking spaces and approximately 256,532 square feet of office space and 37,602 square feet of retail space.

The Proposed Project consists of approximately 2.9 million square feet, of which 2.3 million gross square feet consists of new transit-oriented, mixed use development and the remaining area consists

of approximately 1,159 garage parking spaces. The Proposed Project will introduce 812 new housing units, 196 new hotel rooms, approximately 1.15 million square feet of office space, 82,500 square feet of retail space and 1,159 parking spaces. The Proposed Project includes the construction of six new components, three on the portion of the site west of Congress Street (the "West Parcel") and three on the portion of the site east of Congress Street (the "East Parcel"). The Proposed Project will include a reconfigured MBTA Haymarket bus facility.

Proposed Uses: The Proposed Project contains residential, general office, hotel, retail and parking uses, including the allowed uses set forth on Exhibit D of the Development Plan.

Proposed Densities: The Development Plan provides for an overall Proposed Project maximum Floor Area Ratio (FAR) of 11.0 without parking and 13.8 with parking.

Height: The West Parcel components include: a 464-unit, 480-foot tall residential building (WP-B1); an approximately 1.0 million square foot, 528-foot tall office building (WP-B2); and a 291-unit, 299-foot tall residential building (WP-B3). All three West Parcel components include retail spaces, totaling approximately 20,000 square feet. The West Parcel components will be built around and above the portion of the existing garage that will remain and will include 1,159 parking spaces.

The East Parcel (EP) includes three components: a 157-foot tall building that includes 57 residential units, a 196-key hotel, and 17,400-square foot of retail (EP-B1); a 152-foot tall building containing 143,500 square feet of office space and 20,300 square feet of retail space (EP-B2); and a 60-foot tall, 25,000-square foot retail building (EP-B3).

Construction Cost: Approximately \$600 million

Phasing Plan: The Proposed Project has been conceived and planned so that construction will occur in three general phases along with an Enabling Phase over a period of approximately twenty years, as outlined below:

- Phase 1: Construction of the West Parcel Building One Component (residential building).
- Phase 2: Construction of West Parcel Building Two Component (office building) and Garage Demolition (on East Parcel and over Merrimac Street (Congress Street)).

- Phase 3A Redevelopment of the East Parcel, including East Parcel Building One Component (hotel/residential building), East Parcel Building Two Component (office building), and East Parcel Building Three Component (retail building).
- Phase 3B Construction of West Parcel Building Three Component (residential building).

Benefits:

The Development Plan and the Proposed Project will provide substantial public benefits to the City of Boston and the surrounding neighborhoods. The Development Plan and the Proposed Project will generate both direct and indirect significant economic benefits. In fulfillment of the objectives of Article 45, Sections 45-11 through 45-13 of the Code and meeting the requirements of Section 80C-4 of the Code, the Development Plan provides for:

Public Realm

- Enhance the connectivity between the Bulfinch Triangle, Government Center, West End, North End and Beacon Hill as well as the emerging Market District.
- Create 18/7 activity by bringing new residents to an area that often has little activity after 5:00 pm.
- Dramatically improve the public realm and architectural character of Congress Street.
- Introduce sky and daylight along Congress Street between New Sudbury and New Chardon Streets.
- Create multiple new vistas, including new views of the Custom House Tower and iconic downtown buildings, such as 60 State Street and the Financial District towers.
- Create a new public plaza and promenade to serve as a gateway to and connector between the Bulfinch Triangle and the Rose F. Kennedy Greenway and facilitate pedestrian movement around the Surface Road/I-93 Ramp Parcel.
- Create retail-oriented public space that will continue the Market District northward and connect to Canal Street in the Bulfinch Triangle.

- Completely enclose the existing garage structure on the West Parcel on three sides with a dynamic ground-floor retail program and residential/office lobbies as well as apartment units on the upper floors on the West Parcel.
- Frame Congress Street as an important through-way and view corridor.
- Enhance and activate New Chardon and New Sudbury Streets with streetscape improvements and new ground-floor residential and office lobbies, and retail uses.
- Enhance the existing neglected and degraded public pedestrian mid-block connection along Bowker Street from New Sudbury Street to New Chardon Street.
- Create new urban open space opportunities at the street level on the corner of New Chardon and Congress Streets.
- Create new urban open space opportunities on the building rooftops while improving water quality and reducing heat island effect through green roofs/roof gardens for use by residents, tenants, and hotel guests.

Design

- Implement an innovative phased approach to:
 - Significantly improve the market viability of the Proposed Project;
 - Allow the existing parking garage to remain operational during construction;
 - Limit construction impacts; and
 - Provide sustained construction jobs over a longer period.
- Unlock the potential of the East Parcel for the new public plaza and a dynamic and vibrant mixed use development.
- Upgrade the existing garage lobby entrance and installation of new garage elevators.
- Scale the height of the East Parcel buildings to be consistent with the Bulfinch Triangle.

Transportation

- Utilize the extensive transportation infrastructure currently serving the Project Site, including MBTA subway lines (the Orange and Green Lines), the Haymarket Bus Station, and the I-93 entrance/exit ramps.
- Improve pedestrian safety and vehicular circulation by relocating the existing New Chardon Street garage entrance/exit to the Bowker Street/Hawkins Street intersection.
- Improve traffic circulation to the regional highway system and local roadway network by allowing vehicles exiting the Garage from Bowker Street to make a right turn onto New Chardon Street and go directly to I-93 Southbound (not currently allowed).
- With the relocation of the Garage entrance to Bowker Street, significantly improve the intersection of New Chardon Street and Merrimac/Congress Street for pedestrians, bicyclists and vehicles.
- Implement Boston Complete Street Guidelines with provision of new bicycle lanes and enhanced pedestrian facilities along Congress, New Chardon, and New Sudbury Streets.
- Provide secure on-site bicycle storage facility for residents and employees, and exterior at-grade short-term bike parking for visitors and customers, including an 850-space bicycle parking/storage facility with showers and changing rooms on the West Parcel.
- Provide for bicycle sharing opportunities by adding a Hubway bike sharing station on the East Parcel at the existing MBTA Haymarket bus facility.
- Provide garage parking for displaced BPD parking (42 spaces).
- Improve efficiency of and enhance public realm surrounding the MBTA Haymarket bus facility operations.

Environmental/Sustainability

- Take advantage of existing infrastructure developed to support the density of the downtown core.
- Revitalize an underutilized urban renewal era above grade structured parking garage, use land efficiently with dense mixed-use development, promote the use of alternative modes of transportation, encourage pedestrian activity, enhance the surrounding neighborhood, promote the use of local materials, provide for a high-quality indoor environment for users, and reduce environmental impacts both locally and globally.
- Incorporate sustainability throughout by thoughtfully planning for efficient use of energy and resources through all stages of design and during operations.
- Develop a framework to develop specific targets, goals and strategies for the Project (i.e., a project sustainability plan) to be used by the design team moving forward through the design process, construction, and into operations.
- Provide a unique and sustainable project through the redevelopment and reuse of the existing Garage and by utilizing the Leadership in Energy and Environmental Design (LEED) Green Building Rating System, in compliance with Article 37 of the City's Zoning Code (to target LEED Gold rating for office buildings and LEED Silver rating for residential buildings).
- Create a "net zero energy" public space through the installation of solar panels on the East Parcel office building that will provide electricity for the plaza lighting and/or water features.
- Provide preferential parking spaces for low emission and clean-fuel vehicles at ten (10) Electric Vehicle (EV) charging stations.
- Provide for beneficial impacts on water quality through the process of redevelopment and updating to current stormwater management standards, including rainwater harvesting for on-site re-use, groundwater recharge and phosphorous mitigation.
- Lease and operate the buildings in a sustainable manner (i.e., following construction of each Component, develop

Tenant Manual/Guidelines to ensure that the sustainability efforts are implemented throughout operation).

Social and Economic

- Become a catalyst for growth and redevelopment in the Government Center and Bulfinch Triangle neighborhoods.
- Support the City's goal of promoting diversification and expansion of Boston's economy by adding hotel uses to serve both business and tourist demands, and by creating new local jobs.
- Provide 812 new housing units with approximately 106 units designated as affordable, per Boston's Inclusionary Housing Policy.
- Encourage the diversification and expansion of Boston's economy in new areas of economic activity with the creation of a new Class A office building targeted to creative industry, technology, lifestyle and health care tenants in an area traditionally dominated by government tenants
- Support the future Boston Public Market by introducing new uses to the area, which will bring new residents, customers, and employees.
- Create over 2,600 construction jobs in all trades and over 6,000 permanent jobs (full-time and part-time).
- Create a total of approximately \$11 million in new annual local tax revenue.
- Provide approximately \$12.6 million in housing and jobs linkage (Development Impact Project Exactions) over the life of the Proposed Project.
- Payment of a Project Impact Exaction to the BRA based upon 1% of hard construction costs for Phases 1, 2 and 3, which are estimated to equal approximately \$600 Million Dollars.

EXHIBIT D

ALLOWED USES

The following uses are the Allowed uses for the Proposed Project within the PDA Site, and are referenced in Section 45-14 of the Code and Article 2A of the Code:

Residential Uses. Limited to multifamily dwelling; artists' live/work space; apartment house; group residence, limited; lodging or boarding house, and any dwelling converted for more families, where structures after conversion will conform to this Code. Residential uses may include any affordable dwelling units, including but not limited to affordable dwelling units which are rental units, condominiums, or limited equity share cooperatives.

Restaurant Uses. Limited to lunchroom, restaurant, cafeteria or other place for the service or sale of food or drink for on-premises consumption, including Take-Out Restaurant Uses.

Cultural Uses. Limited to concert hall; art gallery; museum; cultural or historical exhibition; theater, not including motion picture or video theatre; performance space; music rehearsal studio; artist studio or work space.

Motion picture or video theatre, but not drive-in theater.

Office Uses. Limited to offices of community service organizations; medical or dental office; business or professional offices; real estate, insurance, or other agency or government office; office building; post office; bank (including automatic teller machines but not including drive-in bank) or similar establishment.

Hotel Uses.

Educational Uses. Nursery school, kindergarten, elementary or secondary school.

Recreational Uses. Limited to private grounds for games and sports or other social, recreational, or sports center conducted for profit; private club (including health or athletic club and quarters of fraternal or sororal organizations) operated for members only.

Community Uses. Limited to adult education center; community center building, settlement house; day care center, family care center, community health center.

Wholesale Uses. Limited to office or display or sales space of a wholesale, jobbing, or distributing house, provided that not more than twenty-five percent (25%) of gross floor area devoted to this use is used for assembling, packaging, and storing merchandise.

Service and Trade Uses. Limited to video or film production studio; 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, provided that in laundries and cleaning establishments only nonflammable solvents are used for cleaning; framer's studio; caterers establishment; photographers studio; printing plant; taxidermist's shop; upholsterers shop; carpenters shop; electrician's shop; plumber's shop; radio and television repair

shop; key and lock shop; express mail operation; ticket outlet; funeral home; undertakers establishment; mortuary; or other similar service or trade use; animal hospital or clinic.

General Retail Uses. Limited to department store, furniture store, general merchandise mart, or other store serving the general retail business needs of a major part of the city, including accessory storage.

Local Retail Uses. Limited to store primarily serving the local retail business or service needs of the neighborhood including, but not limited to, store retailing one of the following: food, baked goods, groceries, packaged alcoholic beverages, drugs, tobacco products, clothing, dry goods, books, flowers, paint and other artists' supplies, hardware and other minor household appliances, furniture, and photographic equipment.

Vehicle Rental Uses. Limited to rental motor vehicle service, van or shuttle service, and trailer rental service accessory to a hotel or motel, provided that no rental vehicles or trailers are parked on the street.

Institutional Uses. Limited to place of worship, monastery, convent, or parish house; library not accessory to a conditional institutional use; elder care facility, orphanage, or similar institution not for correctional purposes, not providing custodial care for drug addicts, alcoholics, or mentally ill or mentally deficient persons.

Research Laboratory, not accessory to a conditional institutional use.

Communications Uses. Limited to radio and television studio, operation of fiber optic and other related communication equipment; telecommunication operations; data retrieval and transmission operations.

Urban Plazas. Limited to passive and recreational uses accessible from adjoining streets, with facilities and structures appropriate to urban plazas, including benches and other seating facilities, pools, fountains, works of art, planting and other features.

Accessory Uses subject to the limitations and restrictions of Article 10, limited to: (i) a garage or parking space for occupants, employees, students, and visitors, provided that such use is accessory to a residential use, or hotel use; (ii) accessory swimming pool, health club, tennis court; (iii) sale over the counter, wholly incidental to a restaurant use, of food or drink prepared on premises for off-premises consumption, provided that such use is accessory to a hotel or restaurant use if, as so sold, such food or drink is ready for takeout; (iv) the storage of flammable liquids and gases incidental to a lawful use; (v) the manufacture, assembly, or packaging of products sold on the lot; (vi) the maintenance and operation of not more than four amusement game machines in a private club, dormitory, fraternity, or sorority house, or similar noncommercial establishment, or in any commercial establishment; (vii) any use ancillary to, and ordinarily incident to, a lawful main use, provided that any such use shall be subject to the same restrictions, conditions, limitations, provisos, and safeguards as the use to which it is accessory; the maintenance and operation of an indoor payphone, provided that such use shall be forbidden unless located within a building at least ten (10) feet from an entrance.

Parking lot or parking garage, repair garage, gasoline service station, car wash.

Take-Out Restaurant Uses. Limited to sale over the counter, not wholly incidental to a restaurant or hotel 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.

Transportation Uses. Limited to bus terminal, bus station, subway station, or railroad passenger station, helicopter landing facility.

Public Service Uses. Limited to police station, fire station, public service pumping station, substation, or automatic telephone exchange, telecommunications data distribution center, outdoor payphone, subject to St. 1956, c. 665, s. 2.

In addition, the following ground-level uses set forth in Appendix A of Article 49A of the Code, Greenway Overlay District, are allowed and encouraged for the Proposed Project:

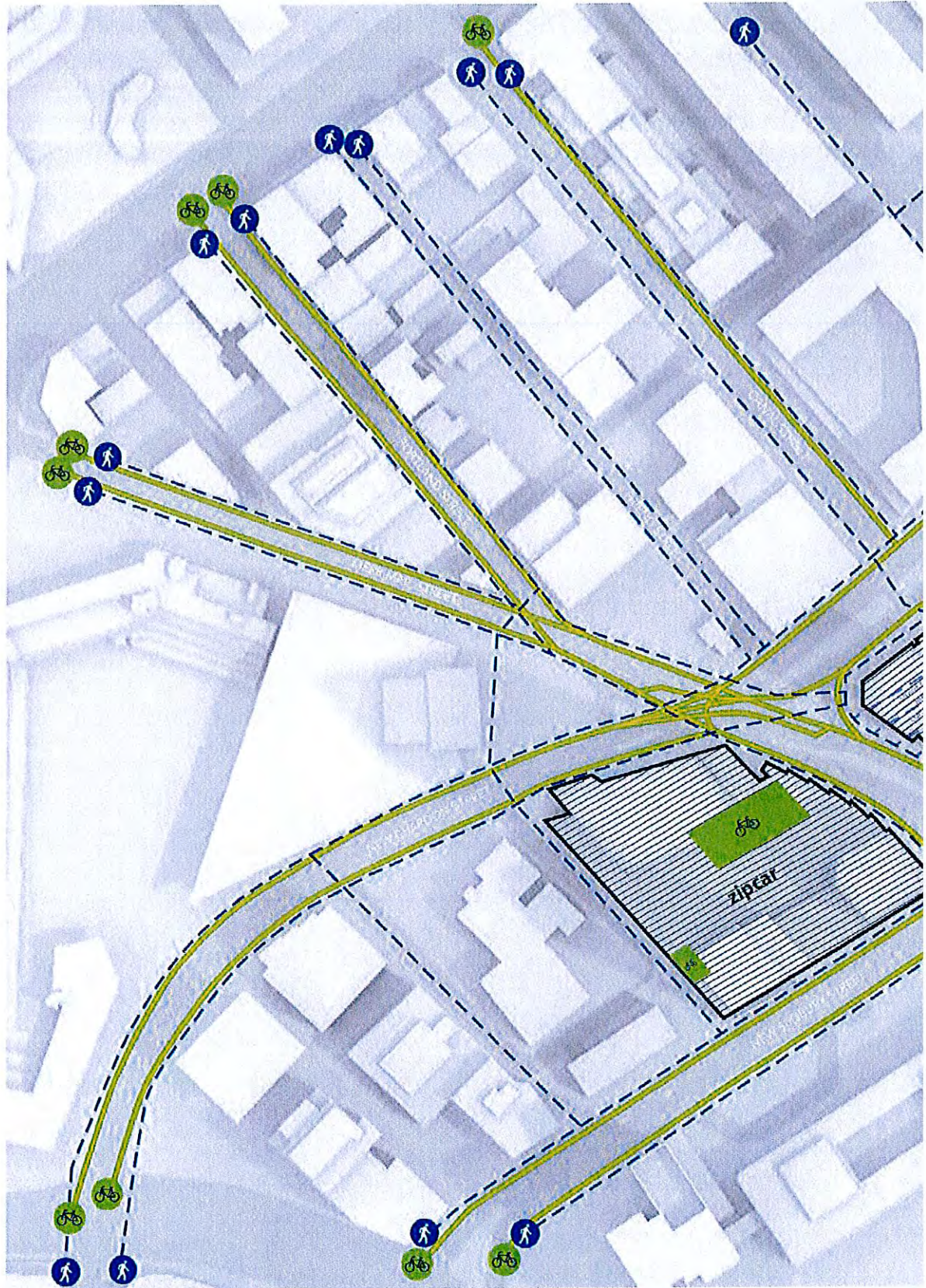
- Appliances, repair shops or sales
- Artists' supply and music stores
- Athletic or sporting goods stores
- Bakeries or pastry shops
- Barber shops/beauty parlors
- Bicycle stores, rental
- Book or card stores
- Cafes
- Day care
- Deli Department
- Dry-cleaning establishments or Laundromats
- Dry goods or fabric stores
- Florist shops
- Gift shops
- Hardware or housewares stores
- Historical exhibits
- Hotels
- Ice cream stores
- Jewelry shops
- Leather goods or luggage store
- Locksmith shops
- Luggage stores
- Photograph or printing establishments stores, picture framing stores
- Residential uses (lobby space only)
- Restaurants (not including take-out restaurant uses)
- Shoe stores, shoe repair and shoeshine shops
- Tobacco stores
- Tour operator

- Toy stores
- Travel agency, limited to 25 licenses
- Variety or convenience
- Video or motion picture
- Wallpaper store

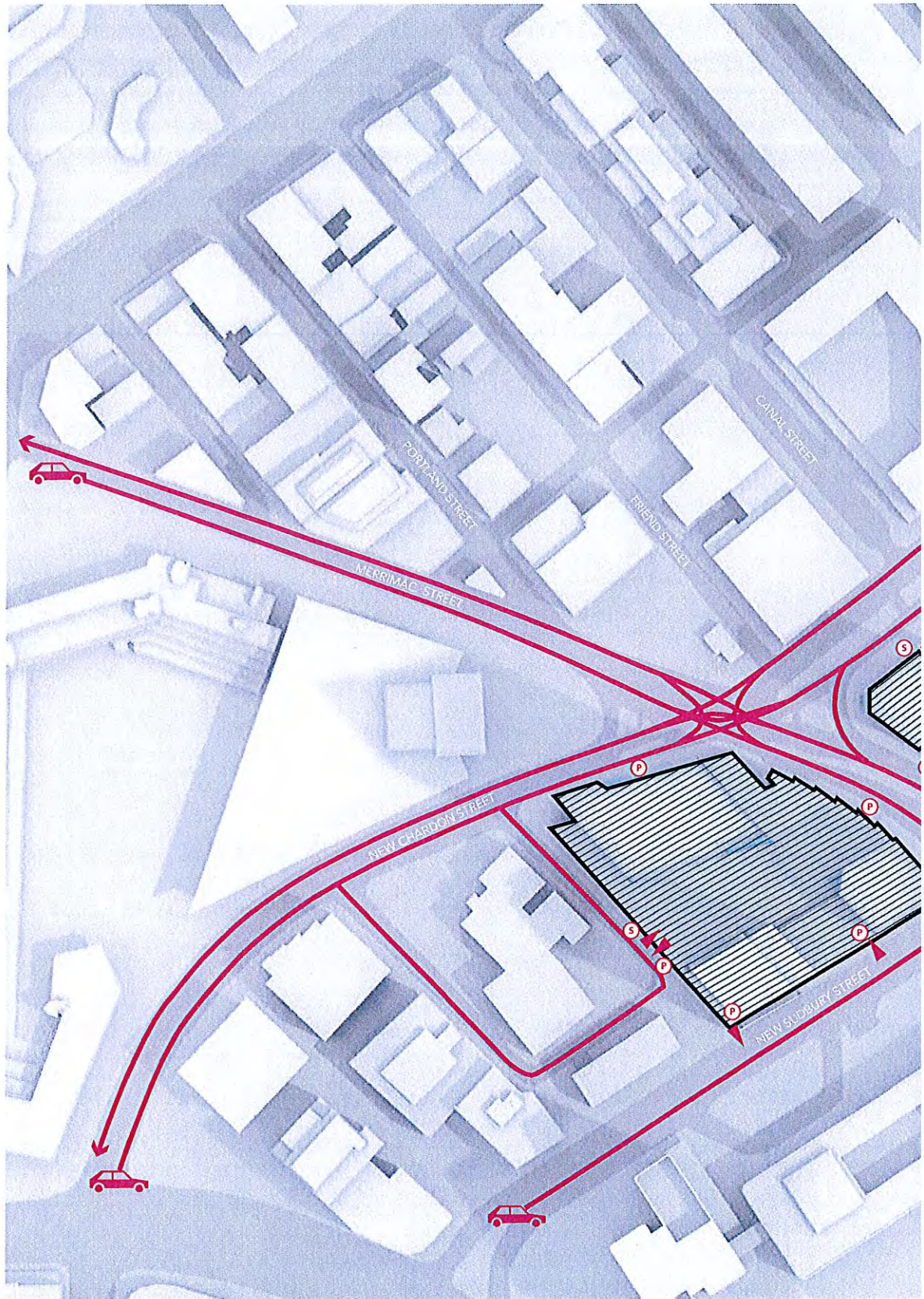
EXHIBIT E

TRAFFIC AND PEDESTRIAN CIRCULATION DRAWINGS

E-1	Pedestrian Circulation
E-2	Vehicular Circulation



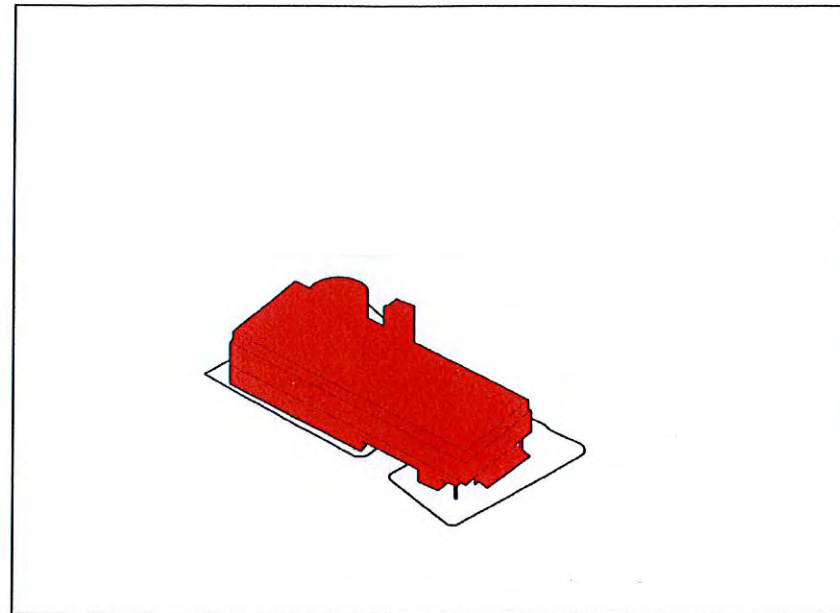
Redevelopment of Government Center Garage
Boston, MA



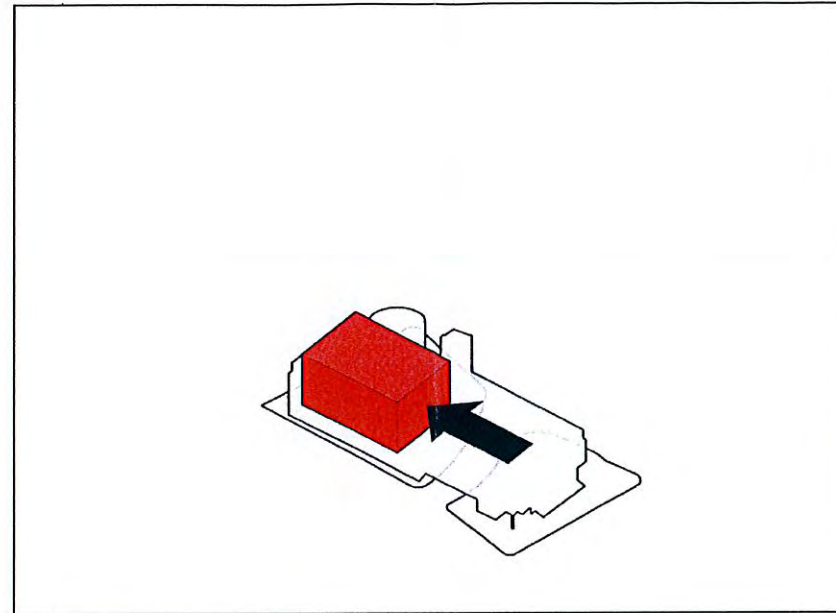
Redevelopment of Government Center Garage
Boston, MA



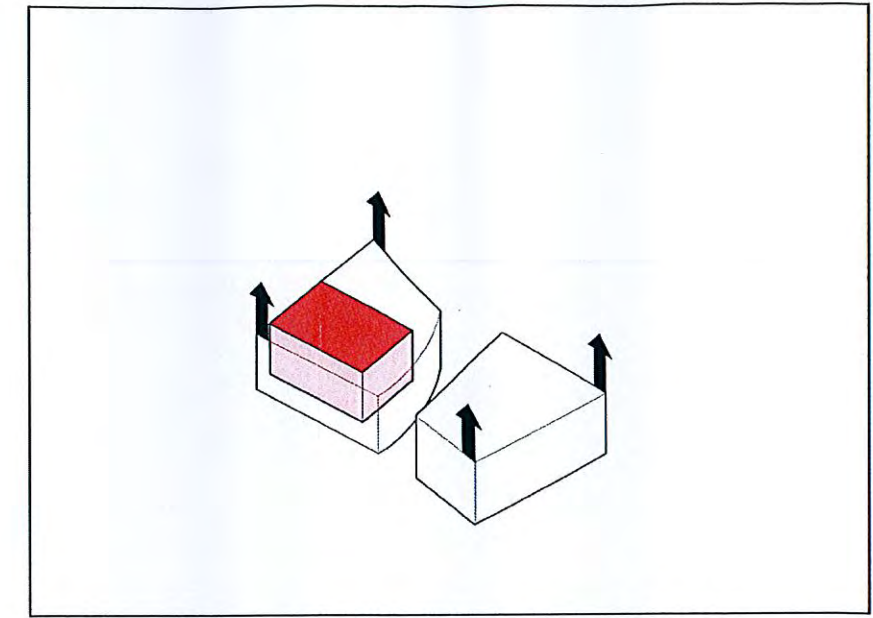
cbt



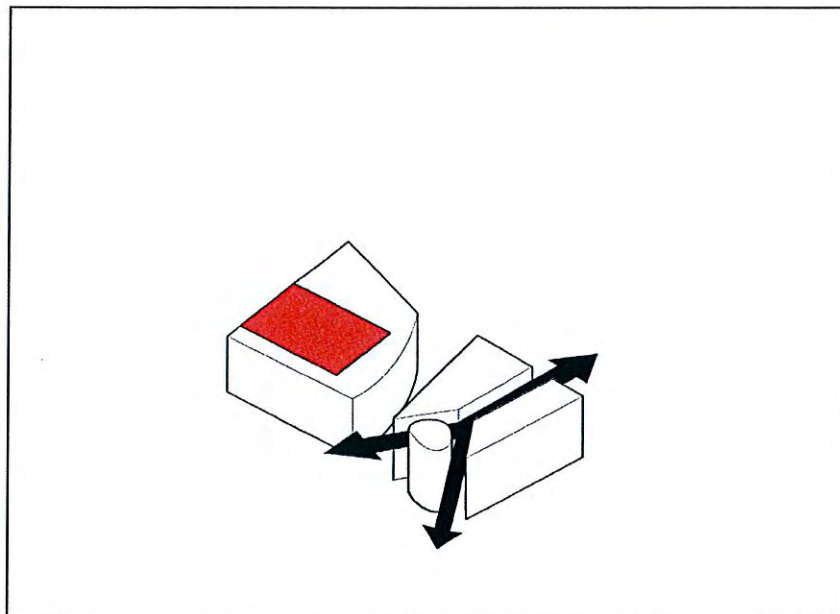
1. Existing garage



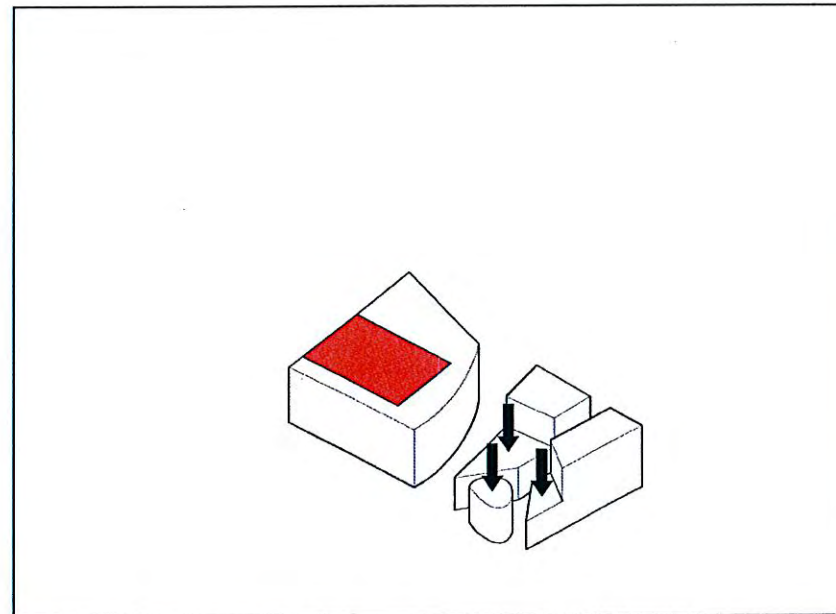
2. Garage to remain



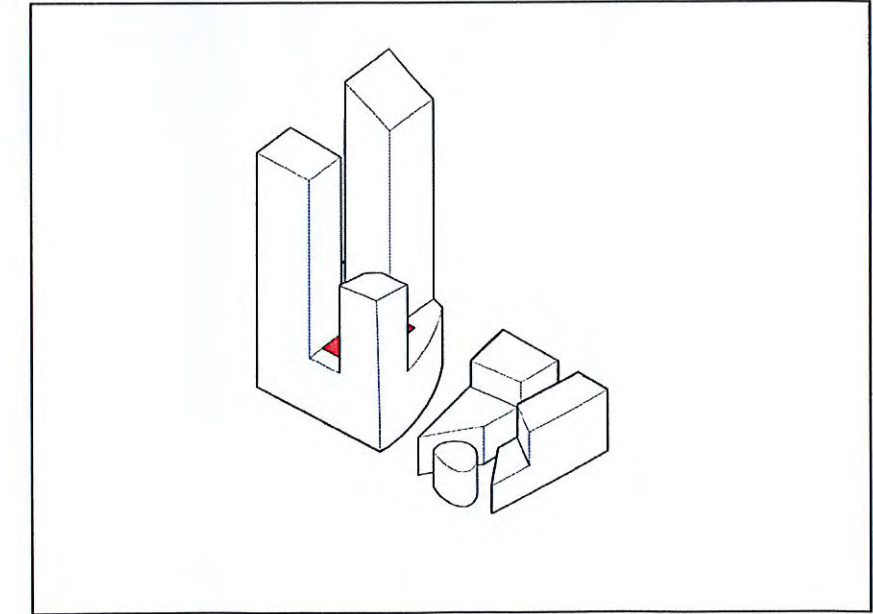
3. Wrap garage with active program matching the scale of Bulfinch Triangle



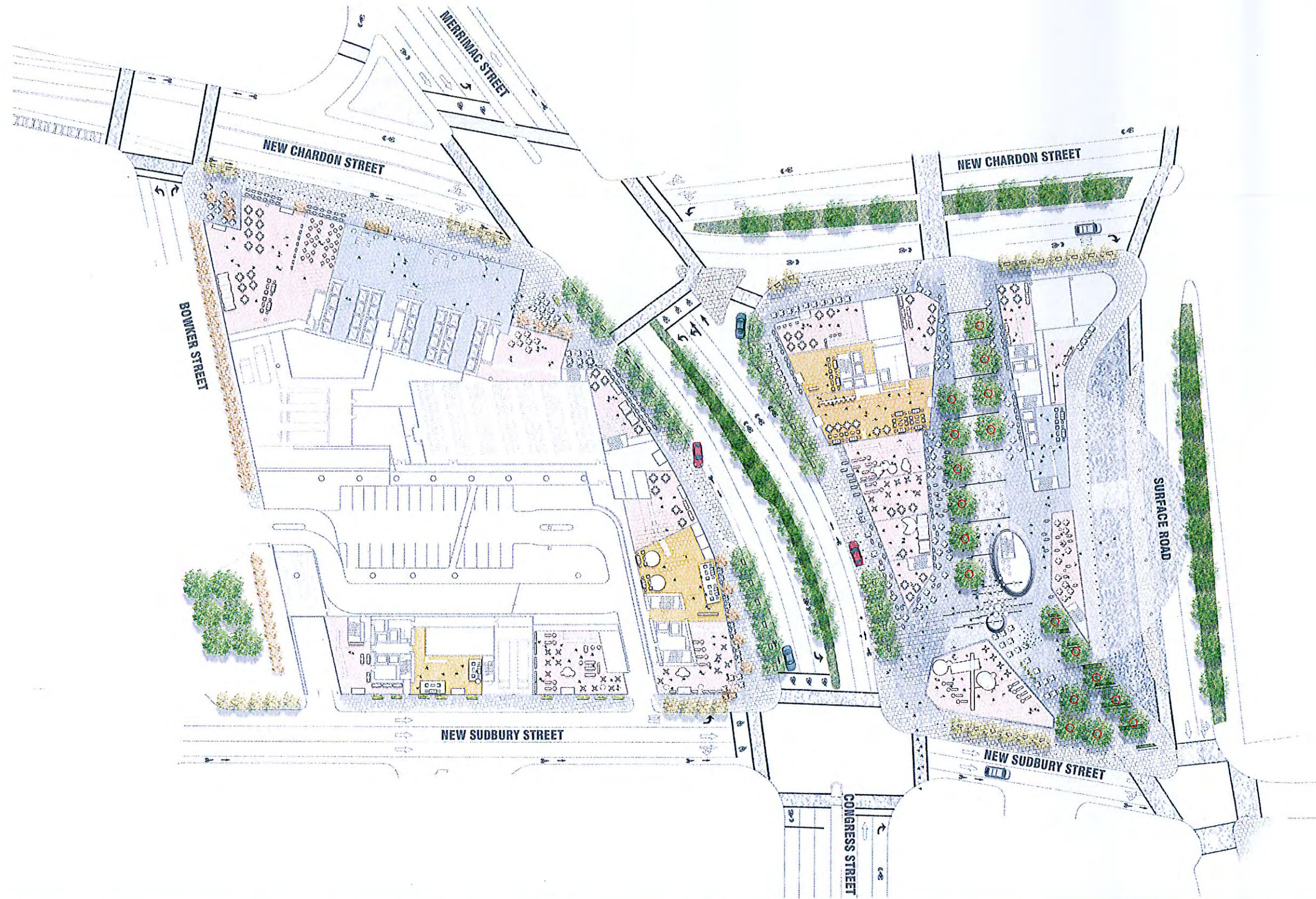
4. Connect Canal Street, Congress Street, and Greenway



5. Step down towards Greenway and Blackstone block

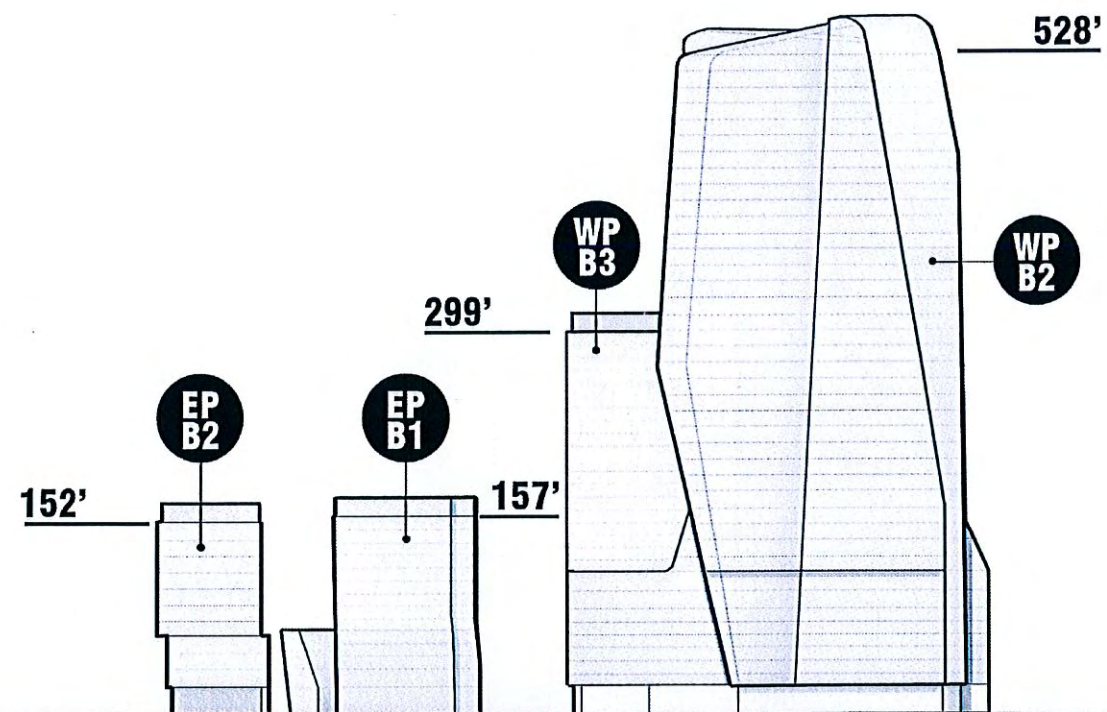


6. Add mixed use program to West parcel



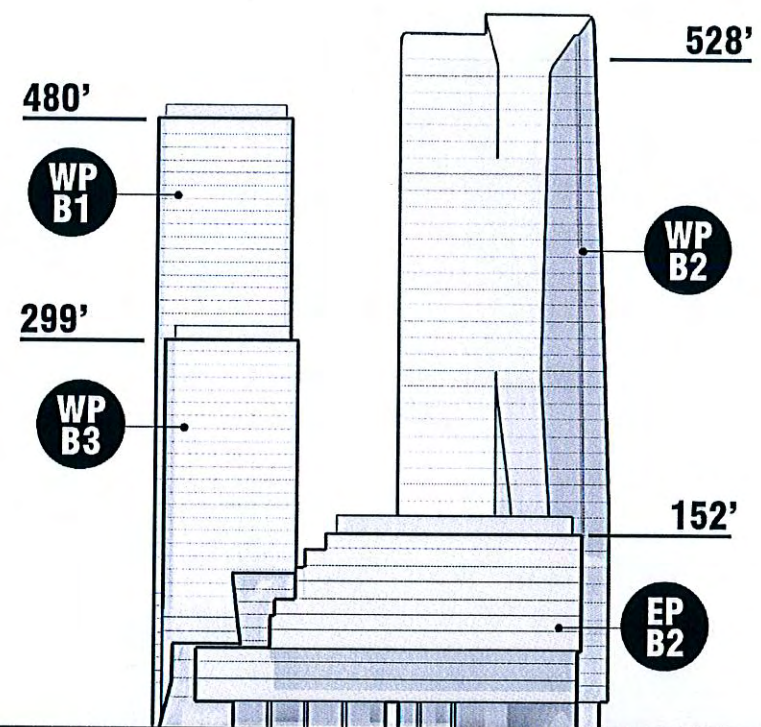
Redevelopment of Government Center Garage
Boston, MA

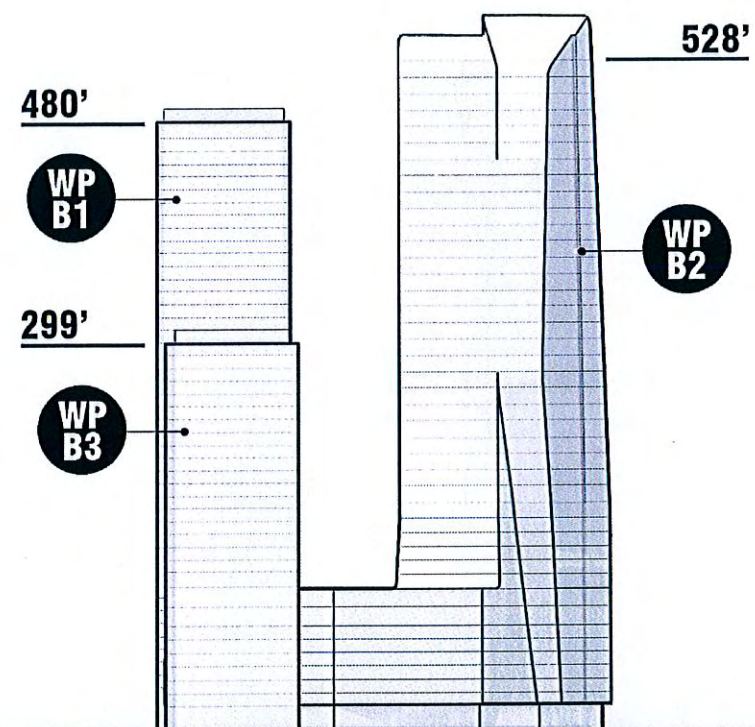
Figure C-2

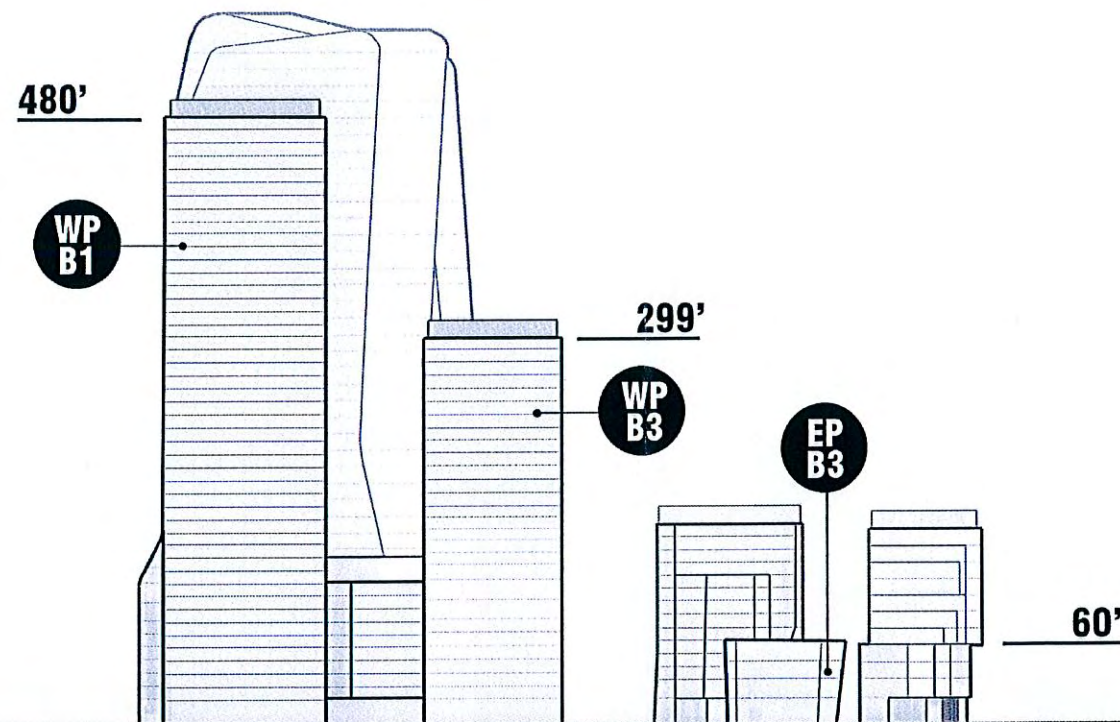


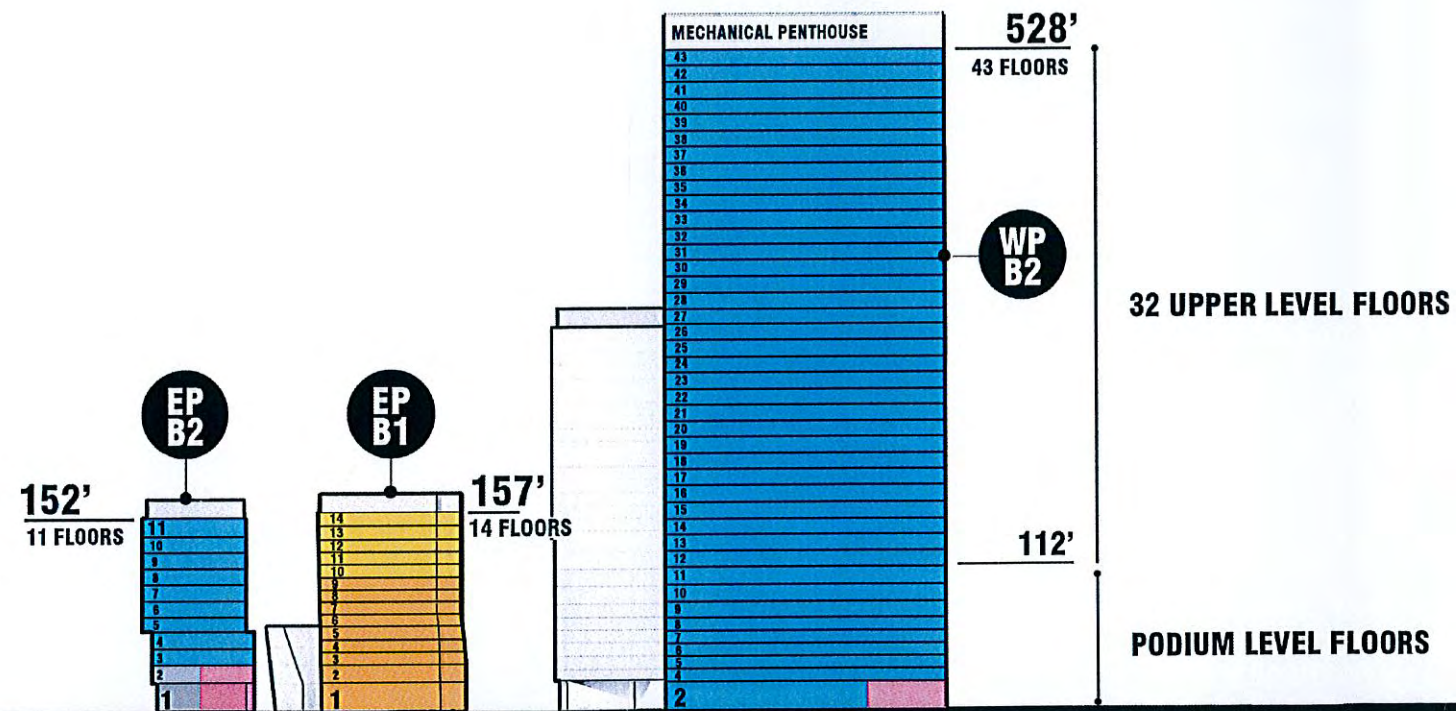
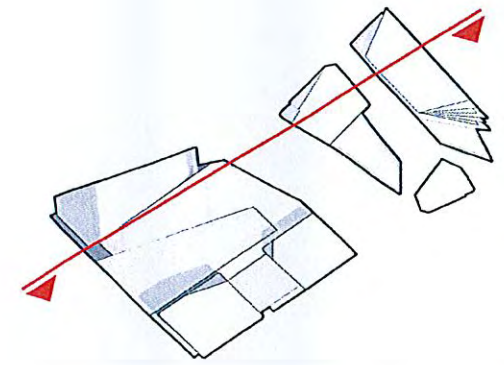
Note: WPB2 massing study depicted in elevations.
Form subject to change.











RESIDENTIAL
 OFFICE
 HOTEL
 RETAIL
 BACK OF HOUSE

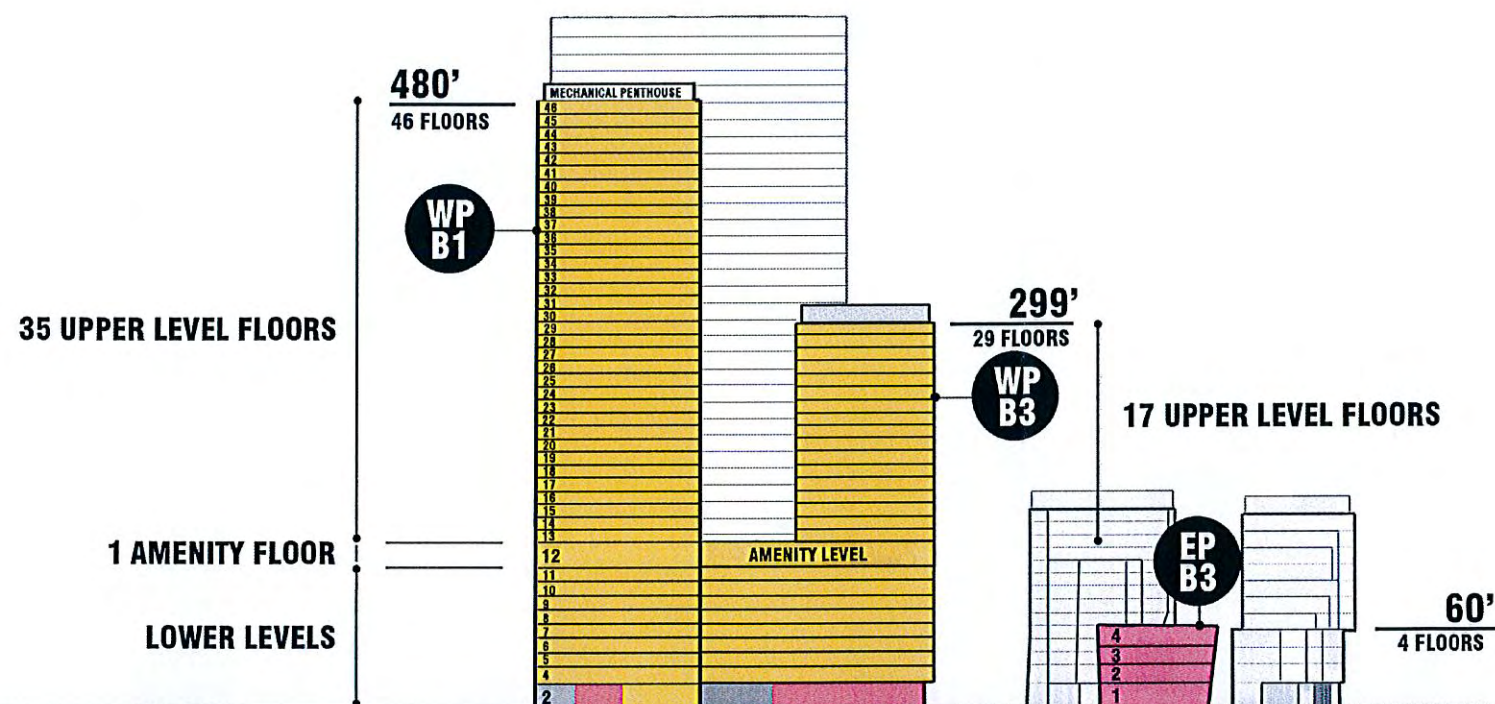
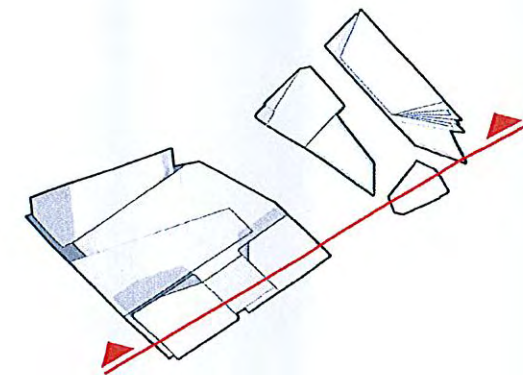


Redevelopment of Government Center Garage
 Boston, MA

Figure C-7

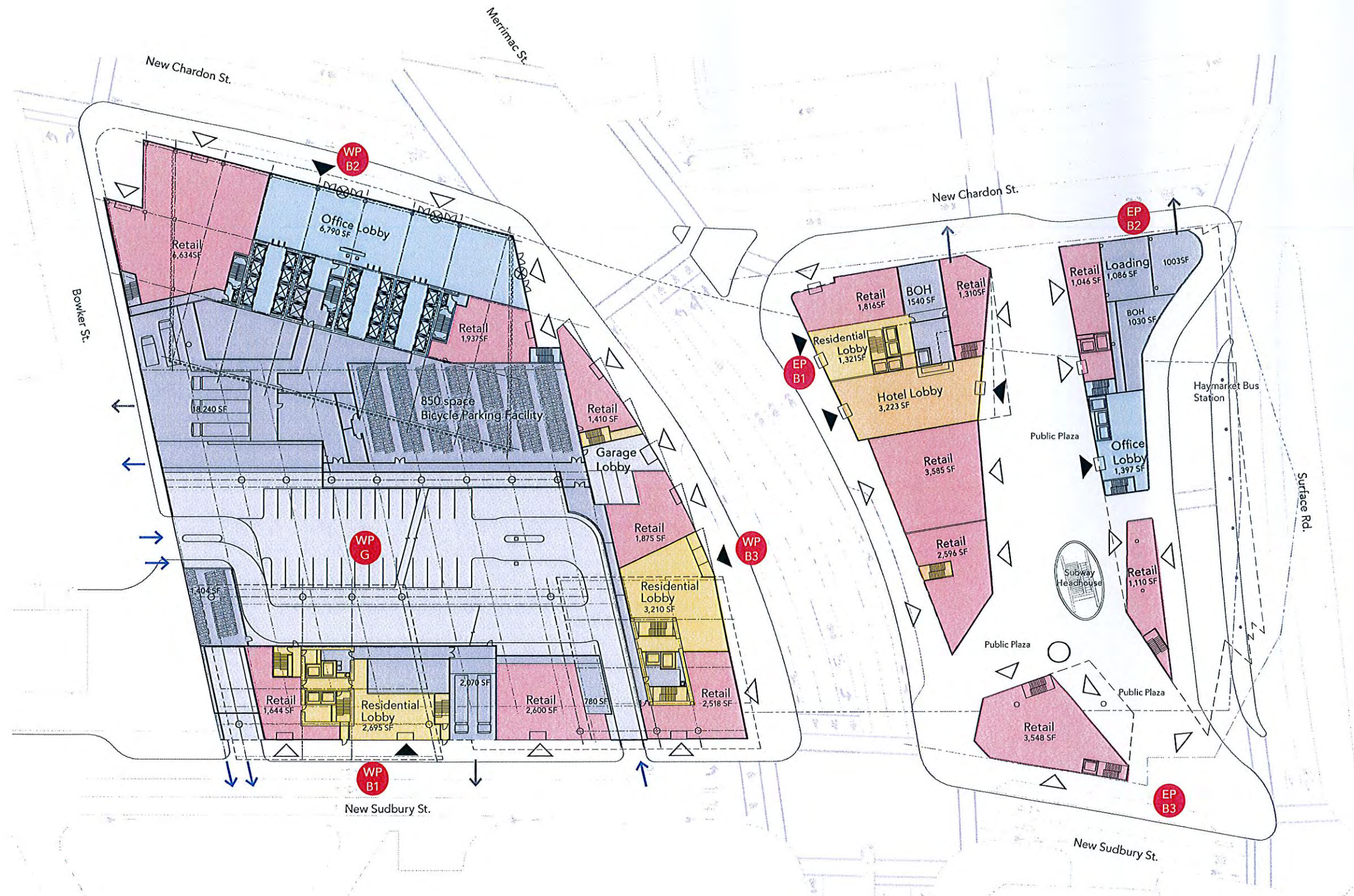


Site Section Looking South



- RESIDENTIAL
- OFFICE
- HOTEL
- RETAIL
- BACK OF HOUSE

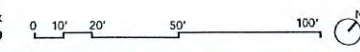




LEGEND

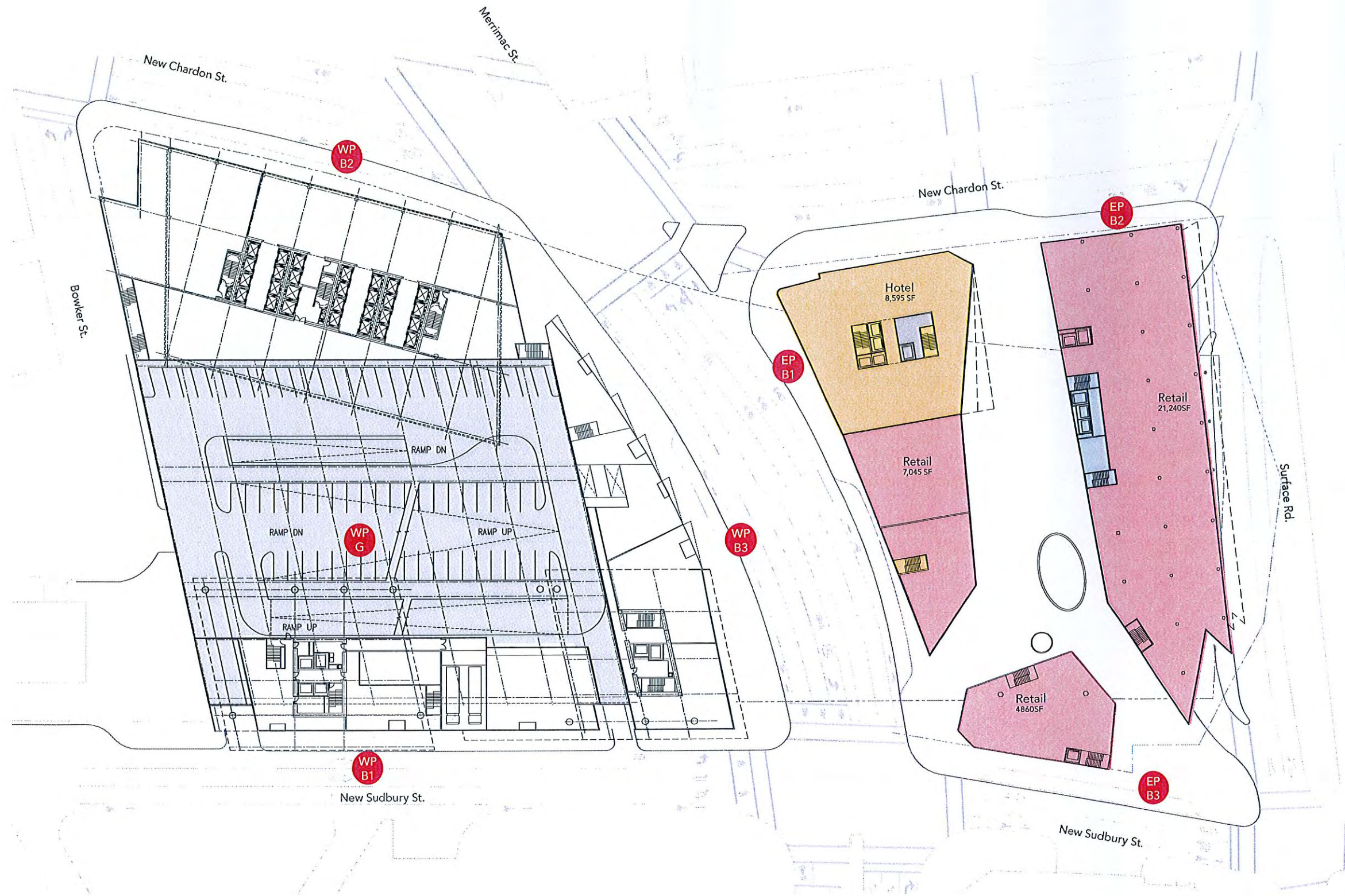
- Residential
- Hotel
- Office
- Retail
- Parking
- Back of House/Service
- Green Roof (Not Occupied)
- Landscaped Area
- Primary Pedestrian Entry
- Secondary Pedestrian Entry
- Cars Entry/Exit
- Service Vehicles Entry/Exit

XX YY Parcel ID & Building ID



Redevelopment of Government Center Garage
Boston, MA

Figure C-9



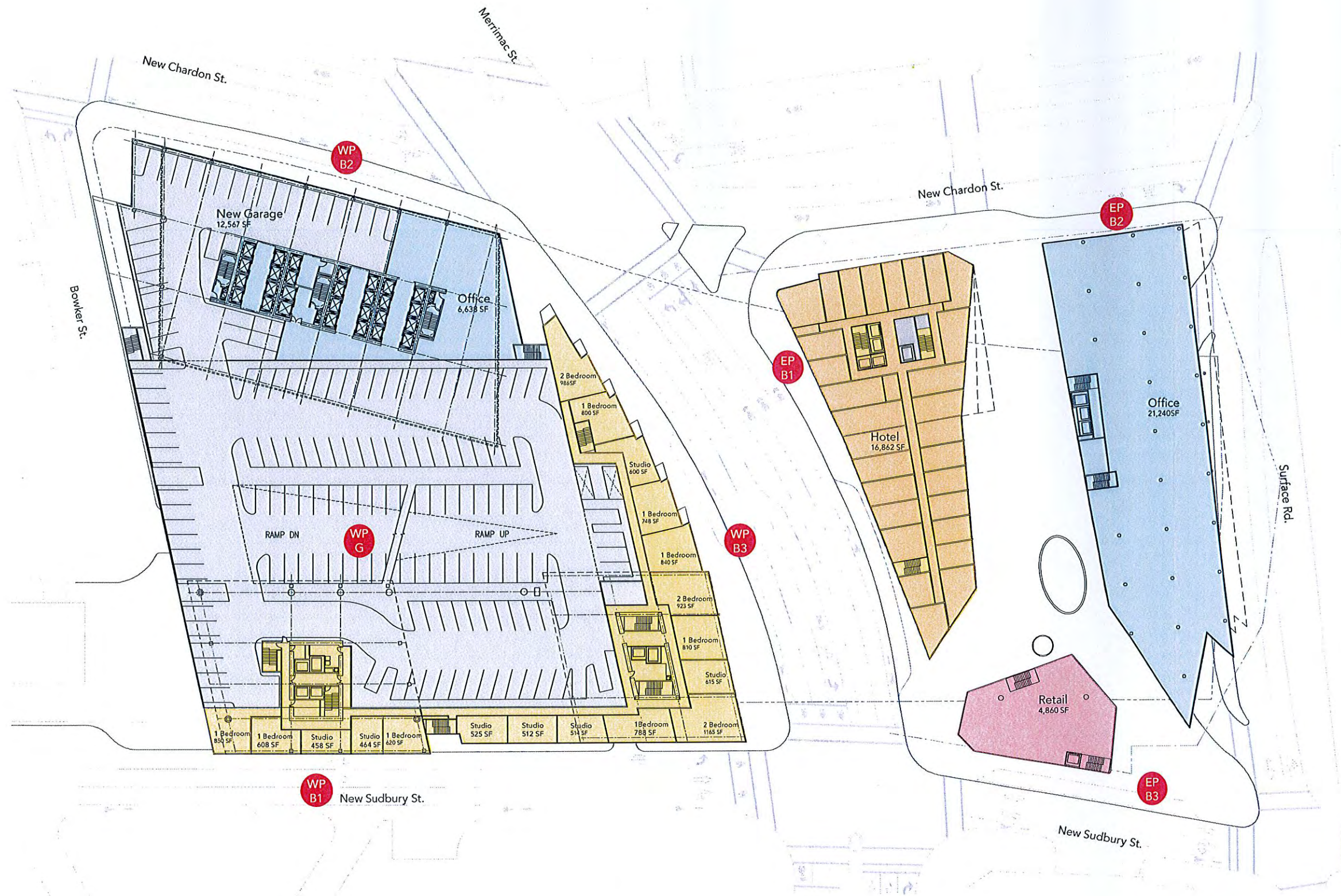
LEGEND Residential Hotel Office Retail Parking Back of House/Service Green Roof (Not Occupied) Landscaped Area Primary Pedestrian Entry Secondary Pedestrian Entry Cars Entry/Exit Service Vehicles Entry/Exit Parcel ID & Building ID

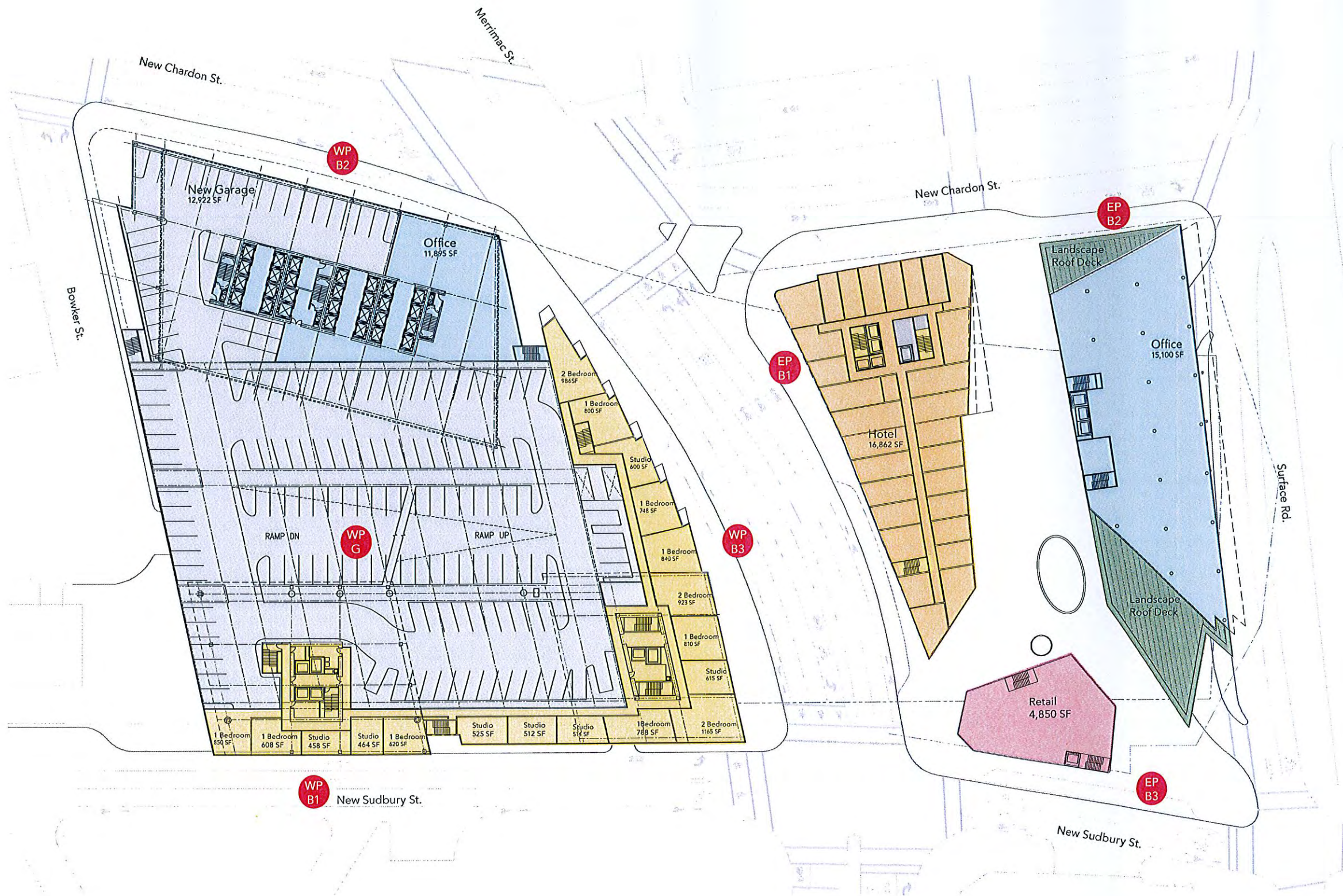
Redevelopment of Government Center Garage
Boston, MA

Figure C-10



Plan - Floor 03

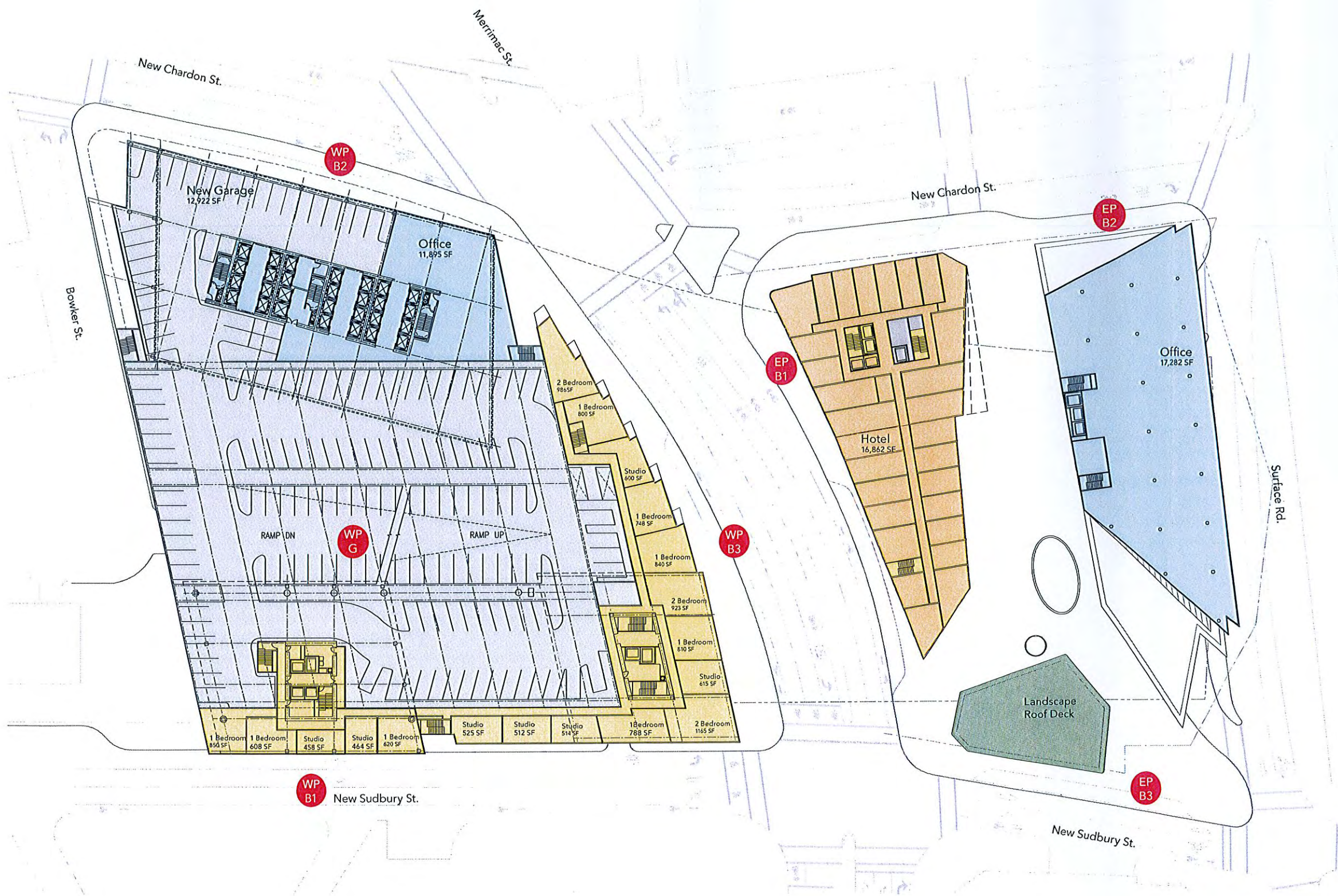




LEGEND Residential Hotel Office Retail Parking Back of House/Service Green Roof (Not Occupied) Landscaped Area Primary Pedestrian Entry Secondary Pedestrian Entry Cars Entry/Exit Service Vehicles Entry/Exit Parcel ID & Building ID

Redevelopment of Government Center Garage
Boston, MA

Figure C-12

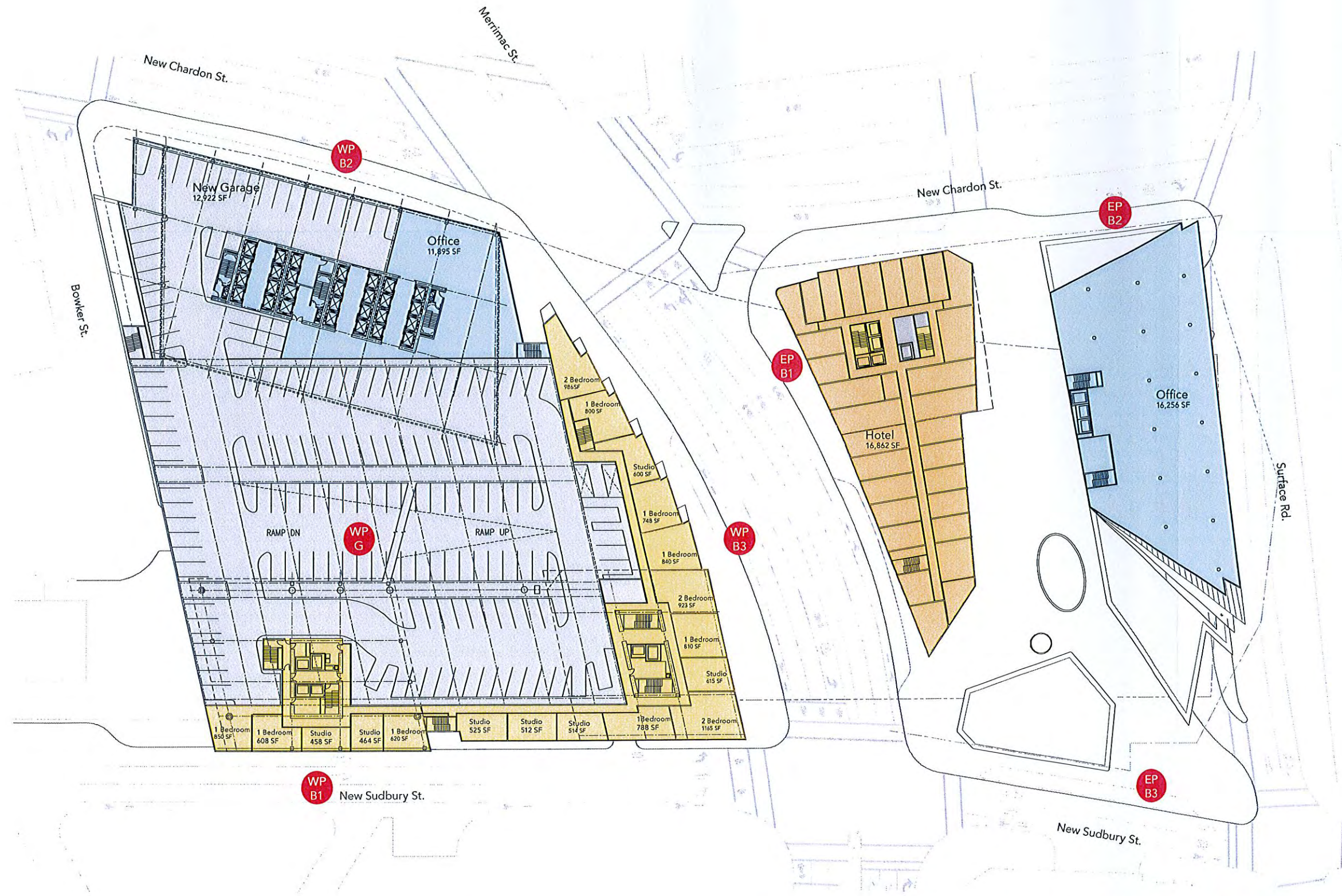


LEGEND
 Residential
 Hotel
 Office
 Retail
 Parking
 Back of House/Service
 Green Roof (Not Occupied)
 Landscaped Area
 Primary Pedestrian Entry
 Secondary Pedestrian Entry
 Cars Entry/Exit
 Service Vehicles Entry/Exit
 Parcel ID & Building ID
 0 10' 20' 50' 100'

Redevelopment of Government Center Garage
Boston, MA

Figure C-13

Plan - Floor 06-07



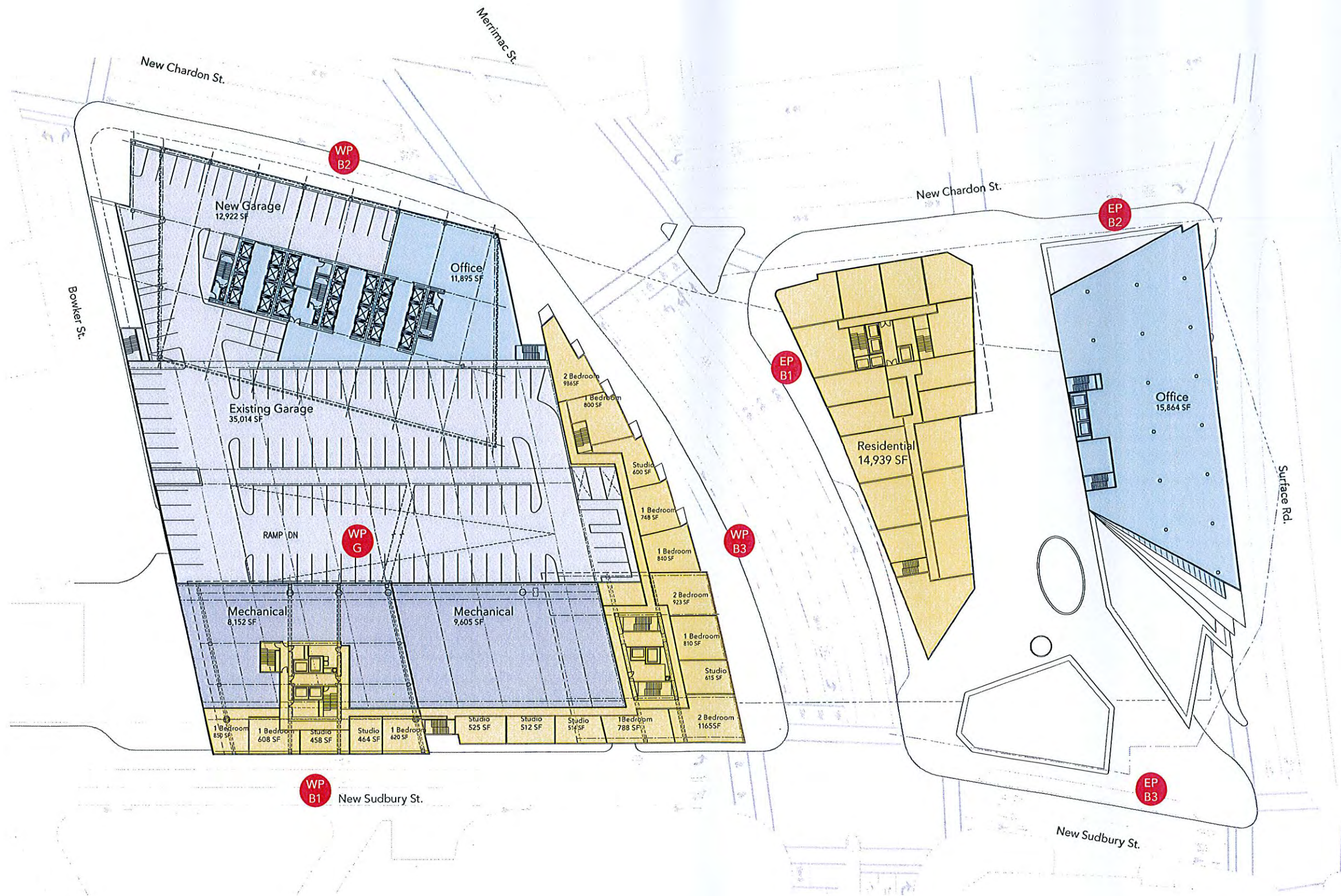
LEGEND

- Residential
- Hotel
- Office
- Retail
- Parking
- Back of House/Service
- Green Roof (Not Occupied)
- Landscaped Area
- Primary Pedestrian Entry
- Secondary Pedestrian Entry
- Cars Entry/Exit
- Service Vehicles Entry/Exit

XX YY Parcel ID & Building ID
 0 10' 20' 50' 100' N

Redevelopment of Government Center Garage
Boston, MA **Figure C-14**

HYM
cbt
Plan - Floor 08-09



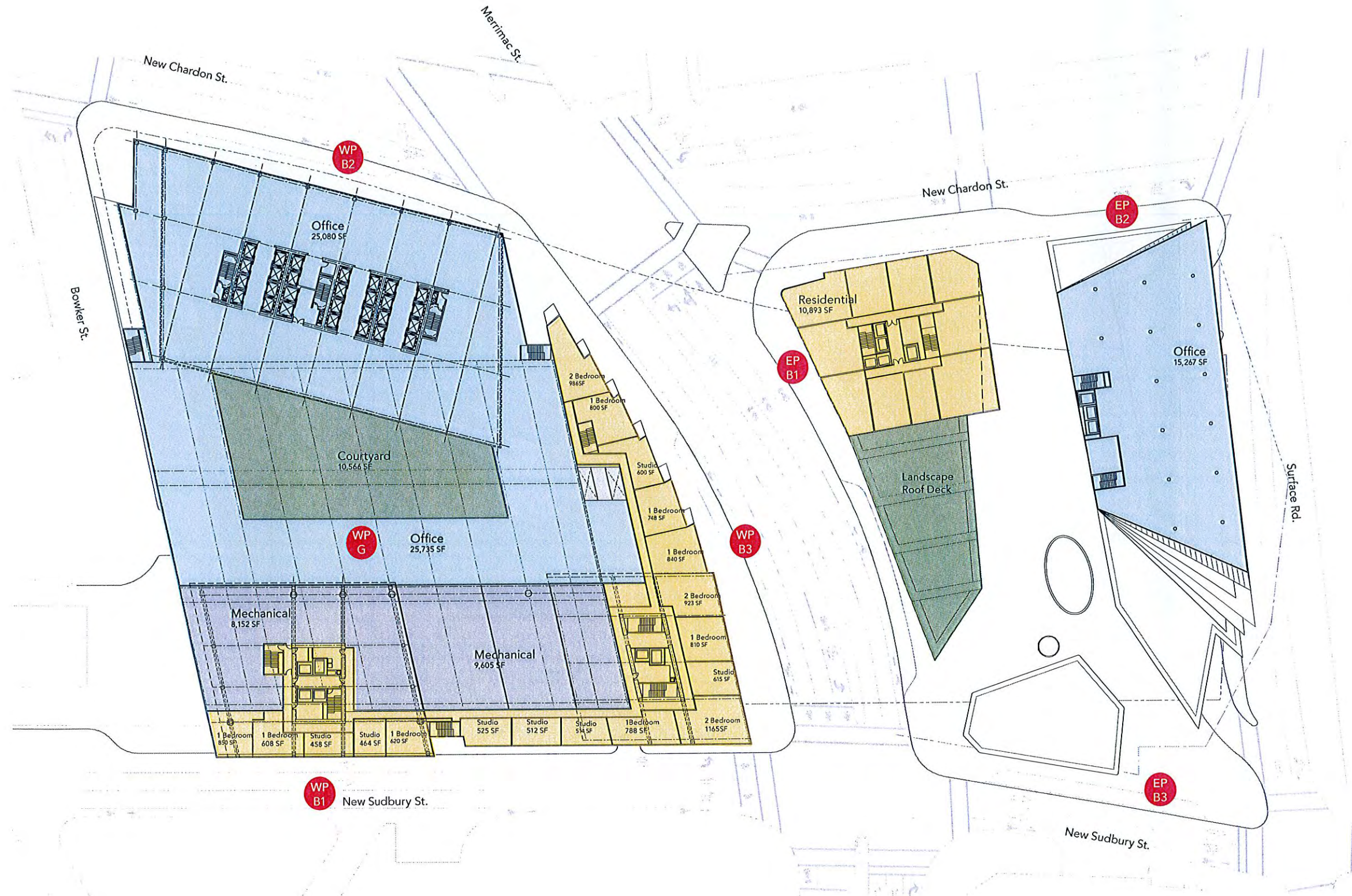
LEGEND Residential Hotel Office Retail Parking Back of House/Service Green Roof (Not Occupied) Landscaped Area Primary Pedestrian Entry Secondary Pedestrian Entry Cars Entry/Exit Service Vehicles Entry/Exit Parcel ID & Building ID

Redevelopment of Government Center Garage
Boston, MA

Figure C-15



Plan - Floor 10



LEGEND Residential Hotel Office Retail Parking Back of House/Service Green Roof (Not Occupied) Landscaped Area Primary Pedestrian Entry Secondary Pedestrian Entry → Cars Entry/Exit → Service Vehicles Entry/Exit XX YY Parcel ID & Building ID 0 10' 20' 50' 100' N

Redevelopment of Government Center Garage
Boston, MA

Figure C-16

Plan - Floor 11



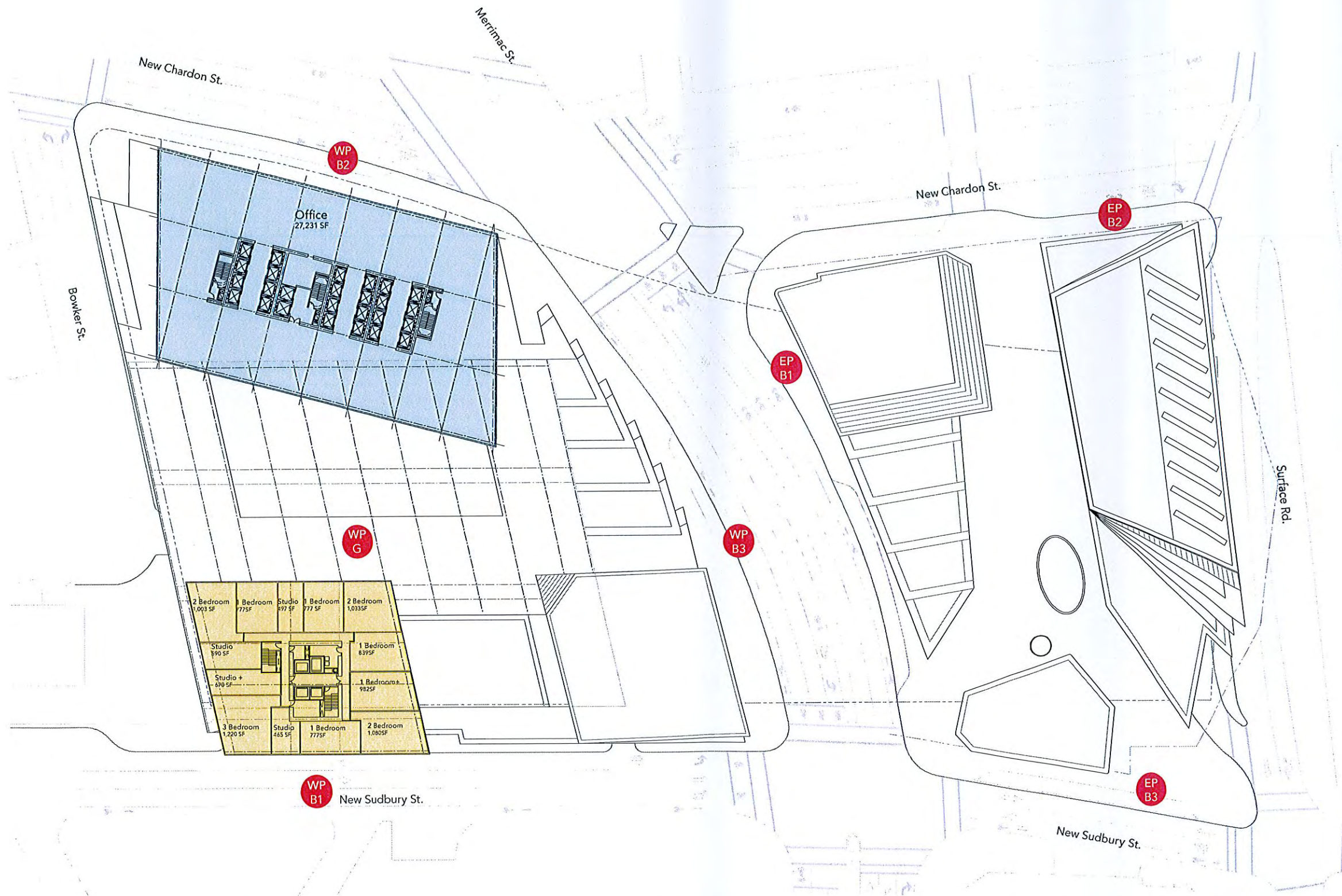
LEGEND Residential Hotel Office Retail Parking Back of House/Service Green Roof (Not Occupied) Landscaped Area Primary Pedestrian Entry Secondary Pedestrian Entry Cars Entry/Exit Service Vehicles Entry/Exit Parcel ID & Building ID

Redevelopment of Government Center Garage
Boston, MA

Figure C-18



Plan - Floor 14-29



LEGEND

Residential

Hotel

Office

Retail

Parking

Back of House/Service

Green Roof (Not Occupied)

Landscaped Area

Primary Pedestrian Entry

Secondary Pedestrian Entry

Cars Entry/Exit

Service Vehicles Entry/Exit

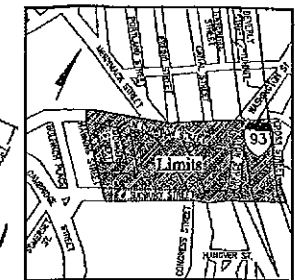
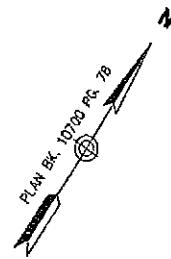
XX YY Parcel ID & Building ID

0 10' 20' 50' 100' N

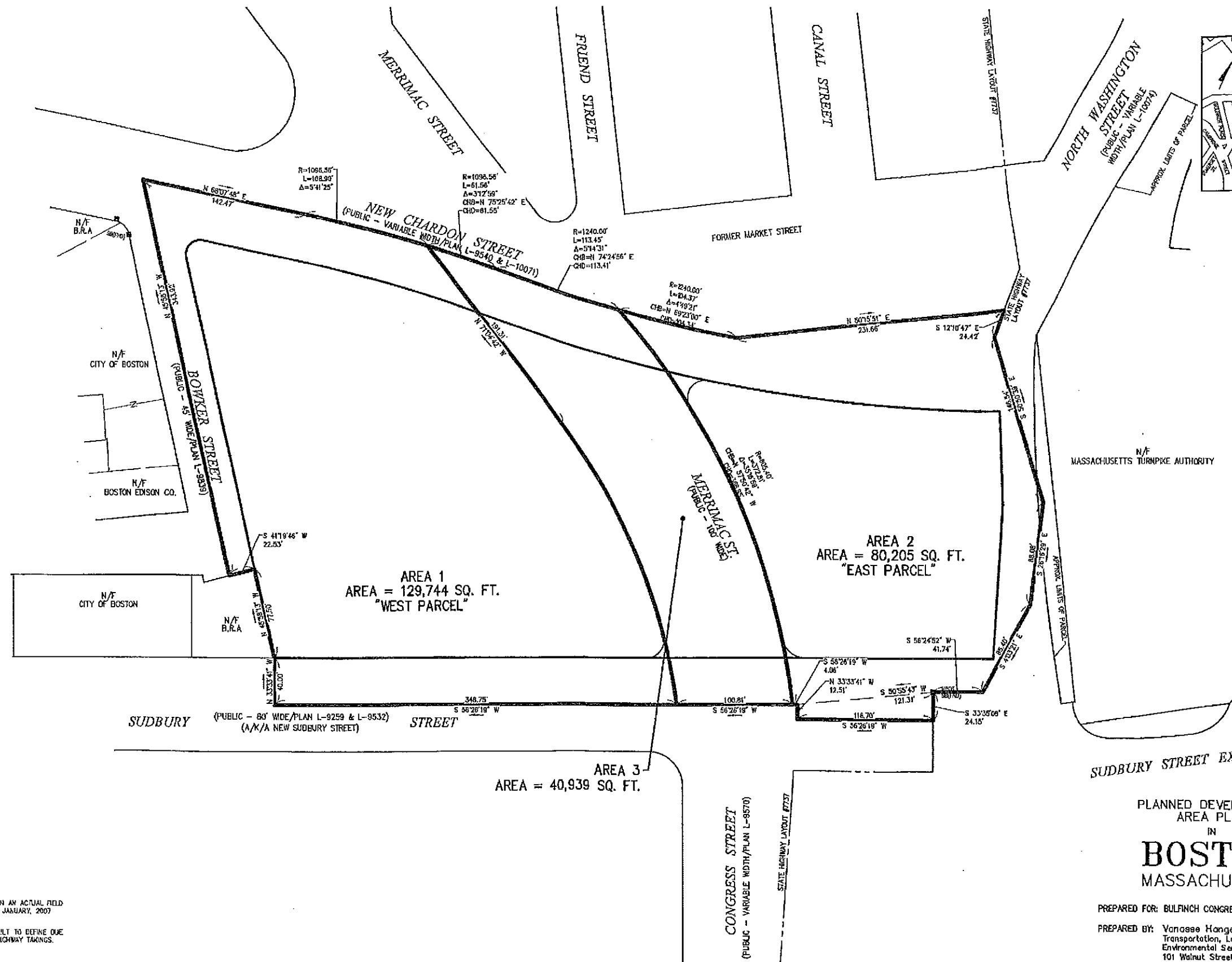
Redevelopment of Government Center Garage
Boston, MA

Figure C-19

Plan - Floor 30-47



Locus Map



Plan References

SUFFOLK COUNTY REGISTRY OF DEEDS PLANS:

- BK. 891 PG. 104
- BK. 1600 PG. 3
- BK. 7729 PG. 131
- BK. 7876 PG. 415
- B. 7932 PG. 360
- BK. 7976 PG. 25
- BK. 7976 PG. 43
- BK. 8069 PG. 585
- BK. 8170 PG. 442
- BK. 8115 PG. 618
- BK. 8257 PG. 696
- BK. 8404 PG. 444
- BK. 8500 PG. 478
- BK. 10700 PG. 78
- BK. 10889 PG. 142 & 143
- BK. 10988 PG. 144 & 146
- BK. 12190 PG. 303
- BK. 14538 PG. 242
- BK. 20341 PG. 183
- BK. 21381 PG. 12
- BK. 24132 PG. 142
- BK. 28547 PG. 293
- BK. 42021 PG. 16
- BK. 42937 PG. 161

COMMONWEALTH OF MASSACHUSETTS LAND COURT:

- L.C. 1746B
- L.C. 21914B
- L.C. 25852A

CITY OF BOSTON ENGINEERING PLANS:

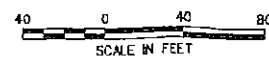
- PLAN NO. L-3041 NORTH WASHINGTON STREET
- PLAN NO. L-9059 SUDBURY STREET
- PLAN NO. L-9532 SHERBURY STREET
- PLAN NO. L-9540 NEW CHARDON STREET
- PLAN NO. L-9570 NEW CONGRESS STREET
- PLAN NO. L-9839 BOWKER STREET
- PLAN NO. L-9927 HAWKINS STREET
- PLAN NO. L-10074 NEW CHARDON STREET
- PLAN NO. L-10074 NORTH WASHINGTON STREET
- PLAN NO. L-10245 SUDBURY STREET

MASSACHUSETTS HIGHWAY DEPARTMENT PLANS:

- LAYOUT 6937
- LAYOUT 7244
- LAYOUT 7737
- LAYOUT 7618 (NOT RECORDED)

General Notes

- 1) THE PROPERTY LINES SHOWN ON THIS PLAN ARE BASED UPON AN ACTUAL FIELD SURVEY CONDUCTED BY VANASSE HANGEN DRUSTLIK, INC. IN JANUARY, 2007 AND FROM DEEDS AND PLANS OF RECORD.
- 2) FEE TO CENTERLINE OF NORTH WASHINGTON STREET DIFFICULT TO DEFINE DUE TO CITY REVENUE & RELOCATION OF ROADWAY AND STATE HIGHWAY TAKINGS.



SUDBURY STREET EXT.

PLANNED DEVELOPMENT
AREA PLAN

IN
BOSTON
MASSACHUSETTS

PREPARED FOR: BULFINCH CONGRESS HOLDINGS LLC

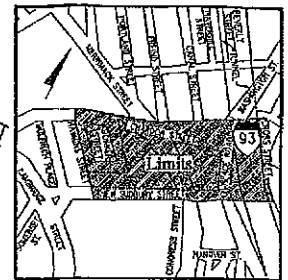
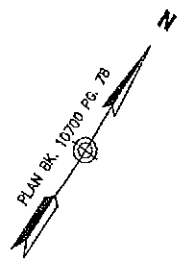
PREPARED BY: Vanessa Hagen Brustlin, Inc.
Transportation, Land Development &
Environmental Services
101 Walnut Street, P.O. Box 8151
Watertown, MA 02471-8151
(817) 824-1770

SCALE: 1 INCH = 40 FEET DATE: SEPTEMBER 4, 2013

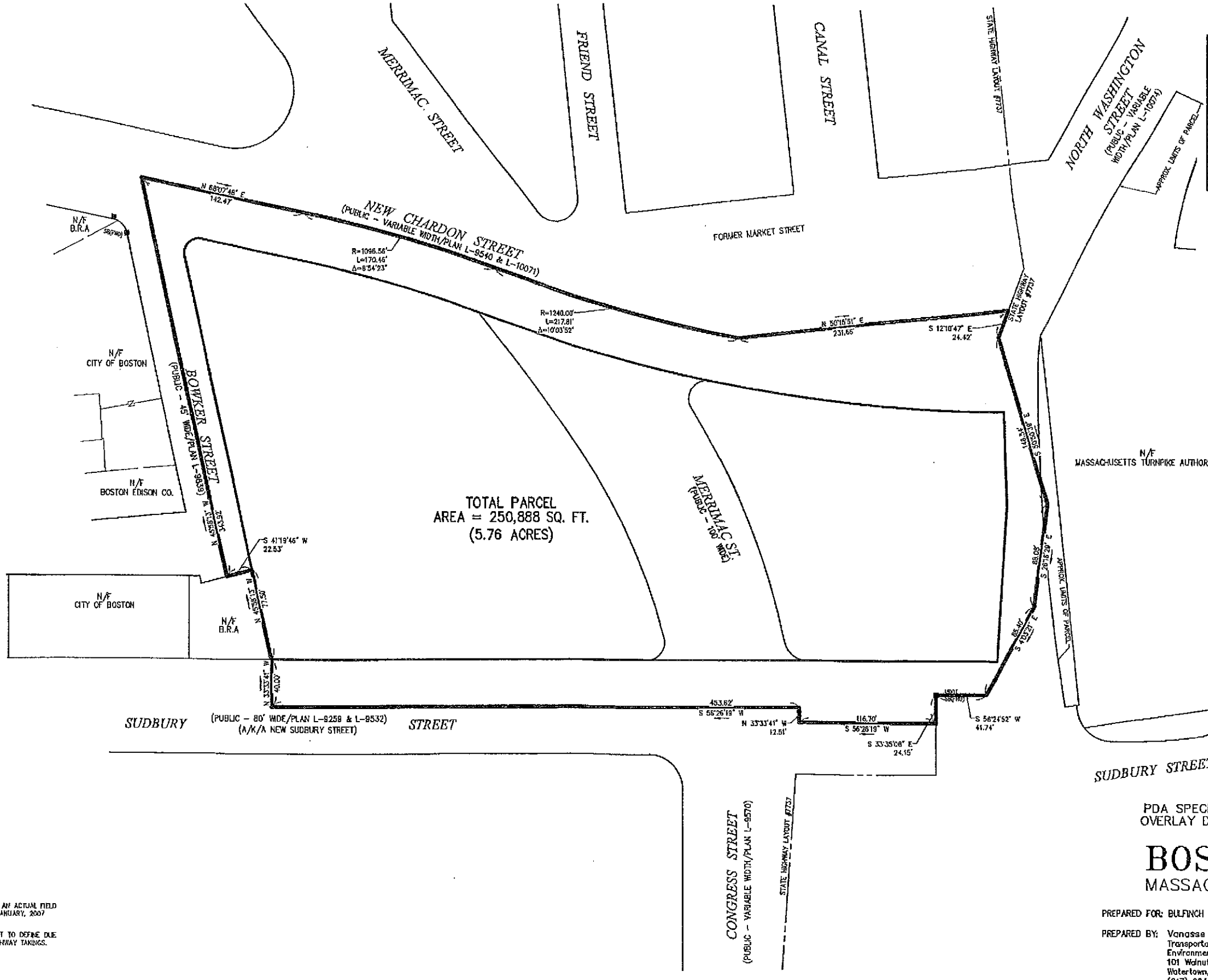
EXHIBIT B-1

PDA SPECIAL PURPOSE OVERLAY DISTRICT PLAN

As shown on the plan entitled: "PDA SPECIAL PURPOSE OVERLAY DISTRICT,
Redevelopment of Government Center Garage in Boston, Massachusetts", scale 1 inch = 40 feet,
dated September 4, 2013, prepared by Vanasse Hangen Brustlin, Inc.



Locus Map



TOTAL PARCEL AREA = 250,888 SQ. FT. (5.76 ACRES)

Plan References

- SUFFOLK COUNTY REGISTRY OF DEEDS PLANS:**
 BK. 381 PG. 104
 BK. 7640 PG. 3
 BK. 7729 PG. 131
 BK. 7876 PG. 416
 B. 7932 PG. 380
 BK. 7976 PG. 25
 BK. 7970 PG. 43
 BK. 8059 PG. 585
 BK. 8170 PG. 442
 BK. 8115 PG. 616
 BK. 8287 PG. 698
 BK. 8404 PG. 444
 BK. 8500 PG. 478
 BK. 10700 PG. 78
 BK. 10588 PG. 142 & 143
 BK. 10988 PG. 144 & 146
 BK. 12190 PG. 303
 BK. 14638 PG. 242
 BK. 20311 PG. 163
 BK. 21381 PG. 12
 BK. 24122 PG. 142
 BK. 28507 PG. 253
 BK. 42021 PG. 16
 BK. 42937 PG. 161

- COMMONWEALTH OF MASSACHUSETTS LAND COURT:**
 L.C. 11709B
 L.C. 21914B
 L.C. 25852A

- CITY OF BOSTON ENGINEERING PLANS:**
 PLAN NO. L-3041 NORTH WASHINGTON STREET
 PLAN NO. L-9259 SUDBURY STREET
 PLAN NO. L-9532 SUDBURY STREET
 PLAN NO. L-9540 NEW CHARDON STREET
 PLAN NO. L-9570 NEW CONGRESS STREET
 PLAN NO. L-9839 BOWKER STREET
 PLAN NO. L-9927 HANCOCK STREET
 PLAN NO. L-10071 NEW CHARDON STREET
 PLAN NO. L-10074 NORTH WASHINGTON STREET
 PLAN NO. L-10245 SUDBURY STREET

- MASSACHUSETTS HIGHWAY DEPARTMENT PLANS:**
 LAYOUT 6977
 LAYOUT 7244
 LAYOUT 7137
 LAYOUT 7618 (NOT RECORDED)

General Notes

- 1) THE PROPERTY LINES SHOWN ON THIS PLAN ARE BASED UPON AN ACTUAL FIELD SURVEY CONDUCTED BY VANASSE HANGEN BRUSTLIN, INC. IN JANUARY, 2007 AND FROM DEEDS AND PLANS OF RECORD.
- 2) FEE TO CENTERLINE OF NORTH WASHINGTON STREET DIFFICULT TO DEFINE DUE TO CITY WIDENING & RELOCATION OF ROADWAY AND STATE HIGHWAY TAKINGS.

PDA SPECIAL PURPOSE OVERLAY DISTRICT PLAN
 IN
BOSTON
 MASSACHUSETTS

PREPARED FOR: BULFINCH CONGRESS HOLDINGS LLC
 PREPARED BY: Vanasse Hangen Brustlin, Inc.
 Transportation, Land Development & Environmental Services
 101 Walnut Street, P.O. Box 9151
 Watertown, MA 02471-9151
 (617) 924-1770

SCALE: 1 INCH = 40 FEET DATE: SEPTEMBER 4, 2013

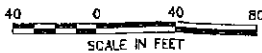


EXHIBIT C

PROJECT DESIGN DRAWINGS

Project drawings and illustrations prepared by CBT, PDA project architect, as follows:

C-1	Urban Form Concept diagrams
C-2	Public Realm Plan
C-3	North Elevation
C-4	East Elevation from Rose Kennedy Greenway
C-5	East Elevation from Congress Street
C-6	South Elevation
C-7	Site Section Looking South
C-8	Site Section Looking North
C-9	Plan – Floor 02
C-10	Plan – Floor 03
C-11	Plan – Floor 04
C-12	Plan – Floor 05
C-13	Plan – Floor 06-07
C-14	Plan – Floor 08-09
C-15	Plan – Floor 10
C-16	Plan – Floor 11
C-17	Plan – Floor 12-13
C-18	Plan – Floor 14-29
C-19	Plan - Floor 30-47

DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. XX
REDEVELOPMENT OF THE
GOVERNMENT CENTER GARAGE

October __, 2013

Development Plan: Pursuant to Section 3-1A and Section 80C-3 of the Boston Zoning Code (the “Code”), this plan constitutes the Planned Development Area Development Plan (the “Development Plan”) for the existing Government Center Garage building and for the development of new project components on a parcel consisting of approximately 209,949 square feet, or 4.82 acres (exclusive of Merrimac Street/Congress Street), generally bounded by New Sudbury Street, Bowker Street, New Chardon Street and North Washington Street (aka: John F. Fitzgerald Surface Road) (the “PDA Site”) in the Government Center/Markets District. The PDA Site is described in more detail below, and in the legal description attached hereto as Exhibit A, and is shown on the Plan attached hereto as Exhibit B. The PDA Site, as described on Exhibit A, includes the fee in former and existing public ways and other streets, as well as other areas of land of varying sizes to be acquired, as described herein.¹

This Development Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, proposed dimensions and density of

¹As noted above, the PDA Site for the Proposed Project consists of 209,949 square feet or 4.82 acres. This acreage does not include the 40,939 square feet of Merrimac Street (Congress Street) which will be conveyed to the City of Boston. As noted on Exhibit B-1, the Section 3-1A. (a) Special Purpose Overlay District for the Planned Development Area, designated by the addition of the letter “D” to the area, consists of approximately 250,888 square feet, which includes the 40,939 square feet portion of Merrimac Street (Congress Street) and which will be within the PDA Special Purpose Overlay District. Descriptions for both the PDA Site for the Proposed Project and for the PDA Special Purpose Overlay District are attached as Exhibit A and A-1. Plans for both the PDA Site for the Proposed Project and for the PDA Special Purpose Overlay District are attached as Exhibit B and B-1.

structures, proposed traffic circulation, parking and loading facilities, access to public transportation, as well as the dimensional, use and other zoning requirements applicable to the PDA Site. Furthermore, in accordance with the applicable provisions of the Code, including Section 80C, this Development Plan addresses herein the applicable Underlying Zoning requirements. As further described herein and as set forth on the exhibits included herewith, this Development Plan includes the existing Government Center Garage building, (hereinafter defined and referred to as: "Existing Garage Component" and to be redeveloped as set forth herein), and the new project components (hereinafter defined and referred to as: "New Project Components"), both of which constitute the Government Center Garage Redevelopment Project, and are referred to hereinafter as the "Proposed Project".

Upon approval, this Development Plan will constitute the zoning for the PDA Site in accordance with Sections 3-1A and 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for a Proposed Project, or for any part, component or phase thereof, will be issued until the Boston Redevelopment Authority (the "BRA") has issued a Certification of Consistency under Section 80C-8 of the Code for such Proposed Project, or any part, component or phase thereof, including the Existing Garage Component, as applicable. To the extent that the Director of the BRA (the "Director") certifies consistency with this Development Plan, a Proposed Project, or any part, component or phase thereof, including the Existing Garage Component, will be deemed to be in compliance with the requirements of the Code, to the extent that such requirements are addressed in this Development Plan, pursuant to Section 80C-9 of the Code. Notwithstanding the foregoing, the existing Government Center Garage building and all existing uses of, or occupancy permits for, the existing Government Center Garage building shall be deemed in compliance with the requirements of the Code.

This Development Plan consists of ___ pages of text plus attachments designated Exhibits A through E. All references to this Development Plan contained herein shall pertain to such pages and exhibits.

Capitalized terms used herein, but not defined herein, shall have the meanings specified in the Code.

Proponent: The Project Proponent is Bulfinch Congress Holdings, LLC (“BCH”), a Delaware limited liability company, its successors and assigns (the “Proponent”). The members of BCH are: UKI Boston LLC, c/o Britannia Pacific Properties, Inc., 621 Capitol Mall, Suite 1900, Sacramento, CA 95814; and National Electrical Benefit Fund, 900 Seventh Street, N.W., 9th Floor, Washington, D.C. 20001. The HYM Investment Group, LLC is the designated representative of BCH.

Project Overview: The existing garage, known as the Government Center Garage, was originally constructed as a nine (9) level off-street parking garage pursuant to an urban renewal Land Disposition Agreement dated August 9, 1966 between the BRA and the City of Boston (“City”), recorded in Suffolk Registry of Deeds (“Deeds”) at Book 8119, Page 490, and a Deed dated May 16, 1967 from the BRA to the City, recorded in Deeds at Book 8119, Page 507. The existing garage was constructed by the City pursuant to a building permit issued on June 14, 1967, and, according to the records of the Inspectional Services Department, the construction was certified to have been completed on February 14, 1972. In 1983, the City conveyed the garage property to a private developer pursuant to a Sale and Construction Agreement dated December 21, 1983, recorded in Deeds at Book 10700, Page 87, and pursuant to a Deed dated December 21, 1983 from the City to the Trustees of Government Center Garage Realty Trust, recorded in Deeds at Book 10700, Page 78. The garage was then improved with the addition of

two (2) floors of office space, ground floor retail space and additional parking spaces. The existing garage presently contains approximately 2,310 parking spaces, 256,532 square feet of office space and approximately 37,602 square feet of retail space at a present height of eleven (11) stories and 143 feet.

Site: The PDA Site consists of approximately 209,949 square feet, or 4.82 acres (exclusive of Merrimac Street/Congress Street), bounded generally by New Sudbury Street, Bowker Street, New Chardon Street and North Washington Street (aka: John F. Fitzgerald Surface Road). This Development Plan also provides for the subdivision of the PDA Site into two main parcels (each a "Parcel"): the "West Parcel", which is to be bounded by Congress Street, New Chardon Street, Bowker Street and New Sudbury Street; and the "East Parcel", which is to be bounded by Congress Street, New Sudbury Street, North Washington Street (aka: John F Fitzgerald Surface Road) and New Chardon Street, all as shown on the PDA Site Plan. Such subdivision may occur upon the partial demolition of the existing garage structure, as provided for herein. The Parcels may each be held in separate ownership in the future and each Parcel may be further subdivided into buildings or groups of buildings, being developed in sequence or phases, and hereinafter referred to as "Components" or "Project Components", which terms shall include the Existing Garage Component and the New Project Components.

A portion of the PDA Site measuring approximately 5,885 square feet is currently owned by the Commonwealth of Massachusetts ("Commonwealth") and/or the City of Boston ("City") and used for streets and surface access for the MBTA bus facility. This Development Plan contemplates that the Proponent will acquire this area from the Commonwealth and/or the City with the assistance of the BRA, in accordance with the provisions of Chapter 121B, Section 46F of the General Laws. In addition, the existing public way known as Merrimac Street (Congress

Street) located within the PDA Special Purpose Overlay District, as shown on Exhibit A, is owned in fee by the Proponent. This area contains approximately 40,939 square feet and will be conveyed during the development of the Proposed Project to the City pursuant to an agreement among the City, the BRA and the Proponent upon the completion of Phase 2, Phase 3A or Phase 3B, as applicable, and the substantial removal of the garage structure over Merrimac Street (Congress Street) and the East Parcel. . Furthermore, this Development Plan provides for the acquisition and discontinuance of certain public easement rights and interests, which are to be acquired from the City with the assistance of the BRA, and which consist of approximately 8,013 square feet on the West Parcel and approximately 15,849 square feet on the East Parcel, all as shown on the PDA Site Plan. The Proponent shall be required to finalize any land transfers and/or discontinuances required to construct a Project Component within the PDA Site prior to construction of such Project Component. If the land transfers and/or discontinuances have not occurred prior to the construction of such Project Component, the Proponent will be required to amend this Development Plan accordingly.

Development Plan Project Components:

Existing Garage Component: The Existing Garage Component presently contains approximately 2,310 parking spaces, approximately 256,532 square feet of office space and approximately 37,602 square feet of retail space use within a structure at a height of eleven (11) stories, 143 feet on a parcel containing approximately 176,549 square feet of land area. Areas within the Existing Garage Component will be demolished to allow for the construction of portions of the New Project Components, which are to be constructed on, in or above the garage superstructure. As a result, during the development of the New Project Components, the garage structure will be periodically reduced in size and parking spaces. This Development Plan

contemplates that during either Phase 2 or Phase 3 of development of the New Project Components, whichever first occurs, the portion of the existing garage structure over Merrimac Street (Congress Street) and over the East Parcel will be removed, resulting in a remaining garage facility of approximately 1,159 parking spaces and the remaining garage structure will be enclosed with the New Project Components on the West Parcel.

New Project Components: The New Project Components consist of the three (3) West Parcel Components and the three (3) East Parcel Components. The West Parcel Components will be developed in phases and upon completion of all phases will consist of three (3) new buildings with the following general uses, dimensions and areas:

West Parcel Components	Gross Floor Area	Height	West Parcel Area	FAR
West Parcel Building One Component – Residential	543,300 square feet 464 dwelling units.	480 feet	N/A	N/A
West Parcel Building Two Component– Office	1,014,000 square feet	528 feet	N/A	N/A
West Parcel Building Three Component – Residential	342,500 square feet 291 dwelling units.	299 feet	N/A	N/A
TOTALS:	1,899,800 square feet		129,744 square feet	14.7

As stated earlier these West Parcel Components will be constructed on, in or above the Existing Garage Component.

The East Parcel Components consist of three (3) new buildings with the following general uses, dimensions and areas:

East Parcel Components	Gross Floor Area	Height	East Parcel Area	FAR
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East Parcel Building One Component– Hotel/Residential	221,500 square feet 57 dwelling units, 196 hotel rooms.	157 feet	N/A	N/A
East Parcel Building Two Component– Office	163,800 square feet	152 feet	N/A	N/A
East Parcel Building Three Component– Retail	25,000 square feet	60 feet	N/A	N/A
TOTALS:	410,300 square feet		80,205 square feet	5.2

In addition the East Parcel will house the reconfigured MBTA Haymarket bus facility and MBTA Haymarket Station.

The total Proposed Project build-out includes approximately 812 residential units (a combination of rental apartment units and condominium units), 196 hotel rooms, 82,500 square feet of retail/restaurant space and 1,147,500 square feet of office space for a total gross floor area of 2,310,100 square feet (without garage), which based upon a total PDA Site Area of 209,949 square feet results in a FAR of 11.0² MBTA Haymarket Station access will be integrated into the new East Parcel public plaza. The Proposed Project will also include approximately 1,159 garage vehicle parking spaces and approximately 850-space secure bicycle parking spaces.

Compliance with Planning and Design Principles: The Greenway District Planning Study established design guidelines for developments along the Greenway, and recognized the Government Center Garage site as the largest single site with the potential for redevelopment in

² Due to the nature of the PDA components, and the incorporation of the elements above and around the remaining garage structure, the FAR is being evaluated for the entire Proposed Project. For the purposes of this calculation, the existing public way known as Merrimac Street (Congress Street) located within the existing garage site and owned in fee by the Proponent (approximately 40,939 square feet) and to be conveyed to the City of Boston has been excluded from the PDA Site Area. The total FAR for the PDA Site is 11.0 exclusive of the area dedicated to parking, and 13.8 (2,900,000 square feet divided by 209,949 square feet) including the area dedicated to parking.

the Greenway District. The site's eastern edge presents a unique opportunity to replace an inactive parking garage face with a higher and better use. The Proposed Project has been designed to be consistent with the several urban planning and design plans that relate to the Greenway. The Proposed Project proposes the higher elements on the West Parcel away from the Greenway and substantially scales down towards the Greenway.

Proposed Location and Appearance of Structures: The location and appearance of the Project Components on the PDA Site will be generally consistent with the plans attached hereto as Exhibit C, but the architectural details of each building and the architectural details of the required public realm improvements associated with each Project Component will be presented as part of the Article 80B, Large Project Review and Approval, process and the BRA's design review procedures for each Project Component. Final plans and specifications for each Project Component will be submitted to the BRA for certification as to consistency with this Development Plan.

Proposed Densities and Dimensions of Structures: The Proposed Project consists of up to six (6) new buildings and a parking facility containing approximately 1,159 parking spaces, as described herein and shown on Exhibit C. The Proposed Project shall be in Substantial Accord with the maximum Building Heights, noted above, measured in accordance with the Code, and as more specifically set forth on Exhibit C. Exhibit C includes the conceptual drawings for the Proposed Project. As used in this Development Plan, "Building Height" shall have the meaning applicable to or set forth in the Article 2 of the Code and "Substantial Accord" shall have the meaning applicable to or set forth in the Article 45 of the Code, except as further provided herein. The Director may make a determination as to whether said meaning of "Substantial Accord" is met. Exhibit C shows the planned plaza and sidewalks, but the final dimensions and design of

such plazas and sidewalks, and other publicly-accessible improvements, will be subject to the approval of the BRA, the City and other public agencies, as necessary.

Subject to the approval of the BRA, unused Gross Floor Area allowed on one Parcel or Project Component may be accommodated on another Parcel or Project Component as long as the total Gross Floor Area for the Proposed Project does not exceed the total maximum Gross Floor Area noted herein. A Project Component shall be in Substantial Accord with and in compliance with this Development Plan provided that its Gross Floor Area does not exceed by more than five percent (5%) the maximum Gross Floor Areas approved by this Development Plan. Overall Gross Floor Area will not exceed 2,310,100 square feet (exclusive of parking) and 2,900,000 square feet (including parking). Proposed changes to Gross Floor Area of a Project Component that exceed the above-referenced 5% standard will require an amendment to this Development Plan. Issuance of a Certificate of Consistency pursuant to Section 80C-8 of the Code shall conclusively establish consistency with the maximum Gross Floor Areas approved by this Development Plan.

Project Uses: The Proposed Project is being developed as a mixed-use development. Primary uses will be residential, office, retail and hotel. A complete list of allowed uses for this Development Plan is set forth on Exhibit D. Deviations from the uses listed on Exhibit D shall require the approval of the BRA's Board of Directors and an amendment to this Development Plan.

Open Space and Landscaping: Currently, the public space surrounding the Existing Garage Component and the MBTA Haymarket bus facility includes a paved area with limited landscaping. This Development Plan allows for a substantial amount of open space and landscaping, consistent with the illustrations Exhibit C. A new public plaza and pedestrian promenade from Canal Street to the North End Greenway Parks is proposed on the East Parcel.

Streetscape improvements include the visual continuation of the Congress Street “Boulevard” setting with the removal of the garage structure over Merrimac Street (Congress Street), the reconstruction of New Sudbury and New Chardon sidewalks, and substantial pedestrian upgrades to the intersection of Merrimac, New Chardon, and Congress Streets. The final design and specific materials of all public improvements will be subject to the approval of the BRA.

Parking, Loading and Access to Transportation:

Parking and Loading: Upon the removal of the garage structure over Merrimac Street (Congress Street) and the East Parcel, there will be a decrease of parking from approximately 2,310 spaces to approximately 1,159 spaces, which will be accommodated entirely on the West Parcel. Such 1,159 parking spaces will accommodate the parking for the Proposed Project’s residential, office, retail, hotel and public parking uses. Spaces may be reallocated depending upon the requirements of such uses, subject to the approval of the Boston Air Pollution Control Commission. Approximately 42 on-street parking spaces currently used by the Boston District A-1 Police Station on Bowker Street and New Sudbury Street will be removed as part of the Proposed Project, and these spaces will be replaced by adequate spaces on the lower level of the garage structure. All parking for the Proposed Project will be provided on the West Parcel, with entrances on Bowker Street and New Sudbury Street. Off-street loading for the West Parcel will be provided on Bowker Street and New Sudbury Street; loading for the East Parcel will be provided on New Chardon Street, with additional on-street loading for retail uses on New Chardon and New Sudbury streets. Planned parking and loading locations are shown on the illustrations in Exhibit C; specific parking and loading layouts will be developed in consultation with the BTM and included in TAPAs and Construction Management Plans for each phase of construction.

Public Transportation: The East Parcel is located above the MBTA Haymarket Station, which provides connections to Orange and Green line subway service. Additionally, there are several other MBTA stations within a quarter-mile (or about a 7-minute walk) of the PDA Site, including those on the Blue Line at Bowdoin, Government Center, and State Street stations, the Orange Line at North and State Street stations and the Green Line at North and Government Center stations. North Station also provides access to the MBTA's regional commuter rail trains, serving the northern and northwestern suburbs of Boston. Via the MBTA Haymarket bus facility located on the East Parcel, many local and express buses directly serve the present site. Access to the bus facility will remain on the Surface Road. The circulation patterns for the MBTA Haymarket bus facility will be reconfigured in coordination with the MBTA to efficiently accommodate current and expected future operations while allowing for sufficient width on the East Parcel to create the new public plaza. Pedestrians will continue to be able to access the facility from all directions.

Proposed Traffic Circulation: The East and West Parcels are served by five major streets: Merrimac Street, New Chardon Street, New Sudbury Street, Congress Street and Bowker Street. Congress Street will afford pedestrian access to the buildings, but no vehicular access. Bowker Street to the west will be changed in direction from one-way northbound to two-way, providing access to the loading dock for the West Parcel and one access point for the Garage. The Surface Road will continue to provide vehicular access for the MBTA Haymarket bus facility. East-west access will be provided from New Sudbury Street to the south, which will serve as the south entrance and exit for the garage. New Sudbury Street will also provide access for a loading dock for the West Parcel residential buildings. New Chardon Street to the north will no longer accommodate a garage entrance. The Proposed Project's proposed vehicular and pedestrian

circulation patterns are depicted on the Traffic Circulation Plans attached as Exhibit E. The proposed relocation of garage entrances will result in enhanced accessibility of the Proposed Project to pedestrians and vehicles alike. The proposed improvements combined with the existing streets providing access to the Proposed Project are designed to allow adequate north-south and east-west vehicular, bicycle and pedestrian access to and within the PDA Site. These connections will facilitate pedestrian travel between the Proposed Project and other important destinations such as North Station and City Hall, improve bicycle travel and safety in the area, improve MBTA bus facility operations, and enhance vehicular access to I-93 and Route 1A northbound.

Pedestrian and Bicycle Circulation/Facilities: All streets bordering the PDA Site, including major portions of New Sudbury Street, New Chardon Street, Congress Street and Bowker Street will be reconstructed to better align with Boston's Complete Streets guidelines and goals. New pedestrian access points for the various land uses will be provided from all street frontages, and the garage structure over Merrimac Street (Congress Street) will be removed, improving light on the sidewalk and enhancing pedestrian amenities. Pedestrian areas will be expanded, and a new through-block connection will be created between New Sudbury Street and New Chardon Street via the new East Parcel public plaza and pedestrian promenade. The existing through-block connection along Bowker Street adjacent to the West Parcel will be upgraded.

A new Hubway Station on the East Parcel, secure bicycle storage on the West Parcel and convenient on-street bike racks at major building entrances will be incorporated into the design of the Proposed Project in accordance with City of Boston guidelines. The Proponent supports the City's efforts in advancing bicycle use by providing bicycle accommodation as part of the Proposed Project and will implement a number of new bicycle accommodations, including a new

long-term bicycle storage center and employee changing rooms and showers. Additionally, bicycle racks will be readily available for short-term parking by visitors at major building entrances and near public open spaces.

Development Plan Public Benefits: The Development Plan is within a location and for a Proposed Project, which is consistent with the provisions of the underlying zoning district, Government Center/Markets District, Article 45 of the Code, which allows PDAs and establishes use, dimensional, design and other requirements for PDA projects. The Development Plan also conforms to the Greenway District Planning Study Guidelines, adopted by the BRA on July 20, 2010. Therefore, the Development Plan conforms to the underlying zoning for the district, the Government Center/Markets District, the Greenway District Planning Study Guidelines, and the General Plan for the City as a whole. In addition, nothing in this Development Plan may be considered to be injurious to the neighborhood or otherwise detrimental to the public welfare based upon a balancing or weighing of all of the benefits and burdens resulting from the Development Plan and Proposed Project, including, but not limited to, the benefits set forth in this Development Plan.

The Development Plan and the Proposed Project will provide substantial public benefits to the City of Boston and the surrounding neighborhoods. The Development Plan and the Proposed Project will generate both direct and indirect significant economic benefits. In fulfillment of the objectives of Article 45, Sections 45-11 through 45-13 of the Code and meeting the requirements of Section 80C-4 of the Code, the Development Plan provides for:

Public Realm

- Enhance the connectivity between the Bulfinch Triangle, Government Center, West End, North End and Beacon Hill as well as the emerging Market District.

- Create 18/7 activity by bringing new residents to an area that often has little activity after 5:00 pm.
- Dramatically improve the public realm and architectural character of Congress Street.
- Introduce sky and daylight along Congress Street between New Sudbury and New Chardon Streets.
- Create multiple new vistas, including new views of the Custom House Tower and iconic downtown buildings, such as 60 State Street and the Financial District towers.
- Create a new public plaza and promenade to serve as a gateway to and connector between the Bulfinch Triangle and the Rose F. Kennedy Greenway and facilitate pedestrian movement around the Surface Road/I-93 Ramp Parcel.
- Create retail-oriented public space that will continue the Market District northward and connect to Canal Street in the Bulfinch Triangle.
- Completely enclose the existing garage structure on the West Parcel on three sides with a dynamic ground-floor retail program and residential/office lobbies as well as apartment units on the upper floors of the existing garage on the West Parcel.
- Frame Congress Street as an important through-way and view corridor.
- Enhance and activate New Chardon and New Sudbury Streets with streetscape improvements and new ground-floor residential and office lobbies, and retail uses.
- Enhance the existing neglected and degraded public pedestrian mid-block connection along Bowker Street from New Sudbury Street to New Chardon Street.
- Create new urban open space opportunities at the street level on the corner of New Chardon and Congress Streets.

- Create new urban open space opportunities on the building rooftops while improving water quality and reducing heat island effect through green roofs/roof gardens for use by residents, tenants, and hotel guests.

Design

- Implement an innovative phased approach to:
 - Significantly improve the market viability of the Proposed Project;
 - Allow the existing parking garage to remain operational during construction;
 - Limit construction impacts; and
 - Provide sustained construction jobs over a longer period.
- Unlock the potential of the East Parcel for the new public plaza and a dynamic and vibrant mixed use development.
- Upgrade the existing garage lobby entrance and installation of new garage elevators.
- Scale the height of the East Parcel buildings to be consistent with the Bulfinch Triangle.

Transportation

- Utilize the extensive transportation infrastructure currently serving the Project site, including MBTA subway lines (the Orange and Green Lines), the Haymarket Bus Station, and the I-93 entrance/exit ramps.
- Improve pedestrian safety and vehicular circulation by relocating the existing New Chardon Street garage entrance/exit to the Bowker Street/Hawkins Street intersection.
- Improve traffic circulation to the regional highway system and local roadway network by allowing vehicles exiting the Garage from Bowker Street to make a right turn onto New Chardon Street and go directly to I-93 Southbound (not currently allowed).

- With the relocation of the Garage entrance to Bowker Street, significantly improve the intersection of New Chardon Street and Merrimac/Congress Street for pedestrians, bicyclists and vehicles.
- Implement Boston Complete Street Guidelines with provision of new bicycle lanes and enhanced pedestrian facilities along Congress, New Chardon, and New Sudbury Streets.
- Provide secure on-site bicycle storage facility for residents and employees, and exterior at-grade short-term bike parking for visitors and customers, including an 850-space bicycle parking/storage facility with showers and changing rooms on the West Parcel.
- Provide for bicycle sharing opportunities by adding a Hubway bike sharing station on the East Parcel at the existing MBTA Haymarket bus facility.
- Provide garage parking for displaced BPD parking (42 spaces).
- Improve efficiency of and enhance public realm surrounding the MBTA Haymarket bus facility operations.

Environmental/Sustainability

- Take advantage of existing infrastructure developed to support the density of the downtown core.
- Revitalize an underutilized urban renewal era above grade structured parking garage, use land efficiently with dense mixed-use development, promote the use of alternative modes of transportation, encourage pedestrian activity, enhance the surrounding neighborhood, promote the use of local materials, provide for a high-quality indoor environment for users, and reduce environmental impacts both locally and globally.
- Incorporate sustainability throughout by thoughtfully planning for efficient use of energy and resources through all stages of design and during operations.

- Develop a framework to develop specific targets, goals and strategies for the Project (i.e., a project sustainability plan) to be used by the design team moving forward through the design process, construction, and into operations.
- Provide a unique and sustainable project through the redevelopment and reuse of the existing garage and by utilizing the Leadership in Energy and Environmental Design (LEED) Green Building Rating System, in compliance with Article 37 of the City's Zoning Code (to target LEED Gold rating for office buildings and LEED Silver rating for residential buildings).
- Create a "net zero energy" public space through the installation of solar panels on the East Parcel office building that will provide electricity for the plaza lighting and/or water features.
- Provide preferential parking spaces for low emission and clean-fuel vehicles at up to 5% of parking spaces in the garage and provide ten (10) Electric Vehicle (EV) charging stations.
- Provide for beneficial impacts on water quality through the process of redevelopment and updating to current stormwater management standards, including rainwater harvesting for on-site re-use, groundwater recharge and phosphorous mitigation.
- Lease and operate the buildings in a sustainable manner (i.e., following construction of each Component, develop Tenant Manual/Guidelines to ensure that the sustainability efforts are implemented throughout operation).

Social and Economic

- Become a catalyst for growth and redevelopment in the Government Center and Bulfinch Triangle neighborhoods.

- Support the City's goal of promoting diversification and expansion of Boston's economy by adding hotel uses to serve both business and tourist demands, and by creating new local jobs.
- Provide 812 new housing units with approximately 106 units designated as affordable, per Boston's Inclusionary Housing Policy.
- Encourage the diversification and expansion of Boston's economy in new areas of economic activity with the creation of a new Class A office building targeted to creative industry, technology, lifestyle and health care tenants in an area traditionally dominated by government tenants
- Support the future Boston Public Market by introducing new uses to the area, which will bring new residents, customers, and employees.
- Create over 2,600 construction jobs in all trades and over 6,000 permanent jobs (full-time and part-time).
- Create a total of approximately \$11 million in new annual local tax revenue.
- Provide approximately \$12.6 million in housing and jobs linkage (Development Impact Project Exactions) over the life of the Proposed Project.
- The Payment of a Project Impact Exaction to the BRA based upon 1% of hard construction costs for Phases 1, 2 and 3, which hard construction costs are estimated at approximately \$600 Million Dollars resulting in a potential Project Impact Exaction of approximately \$6 million.

Phasing Plan: The goal of this Development Plan is to substantially revitalize a major parcel of the 1964 Government Center Urban Renewal Plan Area, which had been developed with the existing garage. The existing garage has served as a barrier between the neighborhoods of

North End, the Bulfinch Triangle, Beacon Hill and the West End. This Development Plan will allow for the removal of this barrier and the re-creation of the connectivity between and among such neighborhoods. In order to undertake such a monumental proposal, this Development Plan contemplates and permits the development of the PDA Site in phases.

The Proposed Project has been conceived and planned so that construction will occur in three general phases along with an Enabling Phase over a period of approximately twenty years, as outlined below:

- Phase 1 Construction of the West Parcel Building One Component (residential building).
- Phase 2 Construction of West Parcel Building Two Component (office building) and Garage Demolition (on East Parcel and over Merrimac Street (Congress Street)).
- Phase 3A Redevelopment of the East Parcel, including East Parcel Building One Component (hotel/residential building), East Parcel Building Two Component (office building), and East Parcel Building Three Component (retail building).
- Phase 3B Construction of West Parcel Building Three Component (residential building).

The phasing of Phase 2, Phase 3A or Phase 3B may be subject to modification by the Proponent subject to the Director's determination that such change does not significantly increase impacts of the Proposed Project under the review standards of Section 80A-6 of the Code, and provided further that no building developed as part of Phase 2 or Phase 3A or 3B shall obtain a Certificate of Occupancy [except for parking uses] from the Inspectional Service Department of the City of Boston, unless the portion of the garage over Merrimac Street (Congress Street) and the East

Parcel has been substantially demolished. The “Enabling Phase” will involve reconstruction, reinforcement, and reconfiguration of portions of the Existing Garage Component, mostly in the West Parcel. Internally, as the Proposed Project is developed, the Existing Garage Component will be redesigned and ramps reconfigured so that it may support future development of the various Parcels and Components and the demolition of the garage over Merrimac Street (Congress Street) and the East Parcel.

Project Components and Ownership: It is contemplated that within the PDA Site, the Project Components may each be separately owned and financed, including through one or more condominium structures. As used herein, “Proponent” shall mean the original Proponent named above or, with respect to any Project Component subsequently owned by another entity, such successor in interest. This Development Plan constitutes approval for any subdivision, re-subdivision, or condominium creation, provided that the Proponent (or its successors in interest) shall give written notification to the BRA’s Director of any such subdivisions, re-subdivisions, or condominium creation, and assignments of responsibilities. 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 that apply to such Project Component, including the provision of public benefits associated with such Project Component, and the Proponent of a Project Component shall demonstrate that all such public benefit commitments are met. Each Project Component will be eligible to receive its own Certificate of Consistency or Partial Certificate of Consistency.

Development Review Procedures: Each Project Component will be subject to Large Project Review under Section 80B of the Code. Final plans and specifications for any portion of the Proposed Project or Project Component shall be subject to review and approval by the BRA in

accordance with its Development Review Procedures. Because the Proposed Project is a phased project on which design development will proceed sequentially, it is anticipated that final development review will occur at different times for separate Project Components. The BRA has approved the conceptual plans attached hereto as Exhibit C. The BRA's approval of final plans and specifications shall confirm their consistency with this Development Plan. Given the scope of the Proposed Project, and in light of the various reviews of the Proposed Project necessary to secure all required permits and approvals, the Proponent may seek to modify the Proposed Project. Proposed minor modifications to site improvements, exterior facades, roofscapes, public spaces, roadway and transit mitigation, or parking and loading will be subject to the approval of the BRA's Director under this Development Plan without amendment of this Development Plan or further BRA action, unless the Director determines that the changes are not consistent with this Development Plan.

Applicability: In accordance with Section 80-C of the Code, consistency of a Project Component 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. This Development Plan shall constitute permanent zoning for the PDA Site. 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.

Amendment of Development Plan: Any owner of a Project Component may seek amendment of this Development Plan only as to such Project Component in accordance with the procedures prescribed by the Code without the consent of any other owner of another Project Component, provided, however, that no such amendment shall affect the obligations of any other owner of

another Project Component or the Proponent under any agreements between either the owner of such other Project Component or the Proponent and the BRA with respect to such other Project Component. In the event that any amendment to this Plan proposed by the owner of a Project Component is approved, and such amendment affects the overall compliance of the Proposed Project with this Development Plan, this Development Plan shall be deemed amended with respect to the Proposed Project as a whole, to the extent necessary for the overall Proposed Project to comply with this Development Plan.

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.

EXHIBITS:

- Exhibit A Legal Descriptions of PDA Site and PDA Special Purpose Overlay District
- Exhibit B PDA Area Plan and PDA Special Purpose Overlay District Plan
- Exhibit C Project Design Drawings
- Exhibit D Allowed Uses
- Exhibit E Traffic and Pedestrian Circulation Drawings

EXHIBIT A
PLANNED DEVELOPMENT AREA

Legal Description – West Parcel

A certain parcel of land located between Sudbury Street, New Chardon Street, Bowker Street and John F. Fitzgerald Surface Road in the City of Boston, in the County of Suffolk and the Commonwealth of Massachusetts bounded and described as follows:

Beginning at the intersection of the centerlines of New Chardon Street and Bowker Street, said point being the northwesterly corner of the parcel described herein; thence; thence

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| N 68°07'48" E | a distance of One Hundred Forty Two and Forty Seven Hundredths feet (142.47') to a point; thence |
| Easterly | and curving to the right along the arc of a curve having a radius of feet One Thousand Ninety Six and Fifty Six Hundredths (1096.56'), a length of One Hundred Eight and Ninety Hundredths (108.90') to a point; thence |
| S 71°04'42" E | a distance of Seventy Two and Forty Six Hundredths feet (72.46') to a point, the last three (3) courses through New Chardon Street; thence |
| S 71°04'42" E | a distance of One Hundred Eighteen and Eighty Five Hundredths feet (118.85') to a point; thence |
| Southeasterly | and curving to the right along the arc of a curve having a radius of feet Five Hundred Five and Forty Hundredths (505.40'), a length of Two Hundred and Sixty Five Hundredths (200.65') to a point; thence |
| Southerly | and curving to the right along the arc of a curve having a radius of Fifteen and No Hundredths feet (15.00'), a length of Twenty Seven and Forty Three Hundredths feet (27.43') to a point, three (3) courses by the southwesterly line of Merrimac Street ; thence |
| S 33°33'41" E | a distance of Forty and No Hundredths feet (40.00') to a point; thence |
| S 56°26'19" W | a distance of Three Hundred Twenty Two and Forty Two Hundredths feet (322.42') to a point; thence |
| N 33°33'41" W | a distance of Forty and No Hundredths feet (40.00') to a point, the last three (3) courses through Sudbury Street; thence |
| N 45°58'13" W | a distance of Seventy Seven and Fifty Hundredths feet (77.50') to a point, being the southeasterly corner of Bowker Street; thence |
| S 41°19'46" W | a distance of Twenty Two and Fifty Three Hundredths feet (22.53') to a point, the last two (2) courses by land now or formerly of the Boston Redevelopment Authority; thence |
| N 45°58'13" W | a distance of Three Hundred Forty Three and Ninety Two Hundredths feet (343.92') by the centerline of Bowker Street to the point of beginning. |

The above described parcel contains 128,740 sq. ft. or 2.955 acres more or less.

Legal Description – East Parcel

A certain parcel of land located between Sudbury Street, New Chardon Street, Merrimack Street and John F. Fitzgerald Surface Road in the City of Boston, in the County of Suffolk and the Commonwealth of Massachusetts bounded and described as follows:

Beginning at a stone bound on the westerly line of John F. Fitzgerald Surface Road, being State Highway Layout 7737, and the easterly end of Sudbury Street, said point being the southeast corner of the parcel described herein; thence; thence

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| S 33°35'08" E | a distance of Twenty Four and Fifteen Hundredths feet (24.15') to a point; thence |
| S 56°26'19" W | a distance of One Hundred Sixteen and Seventy Hundredths feet (116.70') to a point; thence |
| N 33°33'41" W | a distance of Fifty Two and Fifty One Hundredths feet (52.51') to a point, the last three (3) courses through Sudbury Street; thence |
| N 56°26'19" E | a distance of Six and Thirty Four Hundredths feet (6.34') by the northerly line of Sudbury Street to a point; thence |
| Westerly | and curving to the right along the arc of a curve having a radius of Twenty and No Hundredths feet (20.00'), a length of Twenty Seven and Twenty Three Hundredths feet (27.23') and a chord length of Twenty Five and Seventeen Hundredths feet (25.17') with a chord bearing of N 84°33'40" W to a point; thence |
| Northwesterly | and curving to the left along the arc of a curve having a radius of Six Hundred Five and Forty Hundredths feet (605.40'), a length of Two Hundred Thirteen and Twelve Hundredths feet (213.12') to a point; thence |
| Northerly | and curving to the right along the arc of a curve having a radius of Fifteen and No Hundredths feet (15.00'), a length of Thirty Four and Ninety Four Hundredths feet (34.94) to a point, the last three (3) courses by the northeasterly line of Merrimac Street; thence |
| N 22°15'58" W | a distance of Forty and No Hundredths feet (40.00') to a point; thence |
| Northeasterly | and curving to the left along the arc of a curve having a radius of One Thousand Two Hundred Forty and No Hundredths feet (1240.00) , a length of Two Hundred Forty Six and Thirty Five Hundredths feet (246.35') and a chord length of Two Hundred Forty Five and Ninety Five Hundredths feet (245.95') with a chord bearing of N 62°02'32" E by the centerline of Sudbury Street to a point, the last two (2) courses through New Chardon Street; thence |
| S 50°50'39" E | a distance of One Hundred Twenty Two and Thirty Eight Hundredths feet (122.38') to a point; thence |
| S 26°16'29" E | a distance of Eighty Eight and Eight Hundredths feet (88.08') to a point; thence |
| S 04°03'21" E | a distance of Eighty Five and Forty Hundredths feet (85.40') to a point; thence |
| S 56°24'52" W | a distance of Forty One and Seventy Four Hundredths feet (41.74'), to the point of beginning. The last four (4) courses by the westerly line of State Highway Layout 7737 |

The above described parcel contains 71,268 sq. ft. or 1.636 acres more or less.

The above described Planned Development Area contains approximately 209,949 square feet (approximately 4.82 acres), exclusive of the area in Merrimac (Congress) Street of 40,939 square feet, and is shown on the plan entitled: "Planned Development Area Plan in Boston, Massachusetts", scale 1 inch = 40 feet, dated September 4, 2013, prepared by Vanasse Hangen Brustlin, Inc.

EXHIBIT A-1

PDA SPECIAL PURPOSE OVERLAY DISTRICT

Legal Description – Total Parcel

A certain parcel of land located between Sudbury Street, New Chardon Street, Bowker Street and John F. Fitzgerald Surface Road in the City of Boston, in the County of Suffolk and the Commonwealth of Massachusetts bounded and described as follows:

Beginning at a stone bound on the westerly line of John F. Fitzgerald Surface Road, being State Highway Layout 7737, and the easterly end of Sudbury Street, said point being the southeast corner of the parcel described herein; thence; thence

S 33°35'08" E	a distance of Twenty Four and Fifteen Hundredths feet (24.15') to a point; thence
S 56°26'19" W	a distance of One Hundred Sixteen and Seventy Hundredths feet (116.70') to a point; thence
N 33°33'41" W	a distance of Twelve and Fifty One Hundredths feet (12.51') to a point; thence
S 56°26'19" W	a distance of Four Hundred Fifty Three and Sixty Two Hundredths feet (453.62') to a point; thence
N 33°33'41" W	a distance of Forty and Zero Hundredths feet (40.00') to a point, the last five (5) courses though Sudbury Street; thence
N 45°58'13" W	a distance of Seventy Seven and Fifty Hundredths feet (77.50') to a point, being the southeasterly corner of Bowker Street; thence
S 41°19'46" W	a distance of Twenty Two and Fifty Three Hundredths feet (22.53') to a point, the last two (2) courses by land now or formerly of the Boston Redevelopment Authority; thence
N 45°58'13" W	a distance of Three Hundred Forty Three and Ninety Two Hundredths feet (343.92') by the centerline of Bowker Street to a point; thence
N 68°07'48" E	a distance of One Hundred Forty Two and Forty Seven Hundredths feet (142.47') to a point; thence
Easterly	and curving to the right along the arc of a curve having a radius of feet One Thousand Ninety Six and Fifty Six Hundredths (1096.56'), a length of One Hundred Seventy and Forty Six Hundredths (170.46') to a point; thence
Northeasterly	and curving to the left along the arc of a curve having a radius of One Thousand Two Hundred Forty and Zero Hundredths feet (1240.00) , a length of Two Hundred Seventeen and Eighty One Hundredths feet (217.81') to a point; thence
N 50°15'51" E	a distance of Two Hundred Thirty One and Sixty Six Hundredths feet (231.66') to a point the last four (4) courses through New Chardon Street; thence
S 12°10'47" E	a distance of Twenty Four and Forty Two Hundredths feet (24.42') to a point; thence
S 50°50'39" E	a distance of One Hundred Forty Six and Fifty Four Hundredths feet (146.54') to a point; thence

S 26°16'29" E a distance of Eighty Eight and Eight Hundredths feet (88.08') to a point; thence
S 04°03'21" E a distance of Eighty Five and Forty Hundredths feet (85.40') to a point; thence
S 56°24'52" W a distance of Forty One and Seventy Four Hundredths feet (41.74'), to the point of
beginning. The last five (5) courses by the westerly line of State Highway Layout 7737

The above described parcel contains 250,888 sq. ft. or 5.76 acres more or less, which includes the 40,939 Sq. Ft. area of Merrimac Street

The above described Planned Development Area Special Purpose Overlay District contains approximately 250,888 square feet (approximately 5.7 acres), inclusive of the area in Merrimac (Congress) Street of 40,939 square feet, and is shown on the plan entitled: "PDA Special Purpose Overlay District Plan in Boston, Massachusetts", scale 1 inch = 40 feet, dated September 4, 2013, prepared by Vanasse Hangen Brustlin, Inc.

EXHIBIT B
PLANNED DEVELOPMENT AREA PLAN

As shown on the plan entitled: "Planned Development Area, PDA Site Plan,
Redevelopment of Government Center Garage in Boston, Massachusetts", scale 1 inch = 40 feet,
dated September 4, 2013, prepared by Vanasse Hangen Brustlin, Inc