DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO.

DOCK SQUARE

20 CLINTON STREET BOSTON (DOWNTOWN), MASSACHUSETTS

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<u>lan</u> :	Pursuant to Sections 3-1A, 45-9, 45-10 through
Code	(the "Zoning Code") of the City of Boston (the

2019

1. <u>Development Plan</u>: Pursuant to Sections 3-1A, 45-9, 45-10 through 45-12, and 80C of the Boston Zoning Code (the "<u>Zoning Code</u>") of the City of Boston (the "<u>City</u>"), this development plan constitutes the Development Plan for Planned Development Area ("<u>PDA</u>") No. ___ (this "<u>Development Plan</u>"), for the parcel in the Downtown neighborhood of Boston commonly known as 20 Clinton Street, and comprising Parcel E-8 of the Downtown Waterfront-Faneuil Hall Urban Renewal Plan (the "<u>Project Site</u>"). Upon approval, this Development Plan shall constitute permanent zoning for the Project Site.

The Project Site is more particularly described in Section 3, below, and in **EXHIBIT A**, attached. Existing improvements at the Project Site include a seven-story parking structure commonly known as the Dock Square Garage, with 698 public parking spaces and approximately 15,000 square feet ("sf") of ground-floor restaurant space. The Project Site also contains approximately 6,057 sf of open area at the corner of Clinton and North Streets. A survey of existing conditions at the Project Site is attached as **EXHIBIT B**.

The Proponents propose to construct an approximately 220,000 sf, seven- (7-) story vertical addition to the existing building, and adding another approximately 30,000 s.f. of residential space to the lower floors by a combination of horizontal expansion and conversion of parking area, all as more fully described in Section 4 below (the "Project"). The Project will contain up to 250 multifamily residential units, and reduce the current 698 publicly available garage parking spaces to up to 650 spaces, some of which will be made available for occupants of the residential units included in the Project. The garage will also be redesigned to accommodate valet services and mechanical lifts.

To accommodate a new ground-floor residential lobby, the existing retail / restaurant /services space on the ground floor will be reduced to approximately 8,000 sf, and its entrance shifted to North Street. The Project will add approximately 3,500 sf of entirely new retail / restaurant / services space to the ground level, facing John F. Fitzgerald Surface Road.

This Development Plan consists of nine (9) pages of text, plus attachments designated **EXHIBITS A** through **D**. All references to this Development Plan contained herein shall pertain only to such pages and exhibits. Unless otherwise set forth herein, all references to terms defined by the Zoning Code shall have the meanings set forth therein as of the date of this Development Plan.

- **2. Proponents:** The proponents, FPG DS Owner One, LLC, and FPG DS Owner Two, LLC, are Delaware limited liability companies, both with their business addresses at 45 Main Street, #800, Brooklyn, NY 11201 (the "Proponents"). The Proponents own the Project Site. Members of the Project team are identified on **EXHIBIT C**.
- 3. Project Site: The Project Site has an area of approximately 51,027 sf (1.17 acres), and is bounded by Clinton Street to the south, North Street to the northwest, and John F. Fitzgerald Surface Road to the northeast. In addition to the existing parking garage, the Project Site contains approximately 6,057 sf of open space at the corner of Clinton and North Streets. Please refer to the legal description of the PDA, attached as **EXHIBIT A**, as well as the survey of the Site attached as **EXHIBIT B**.

The Project Site is located within the Government Center/Markets District (Boston Zoning Code art. 45). The Project Site is also located within the Restricted Parking Overlay District (*id.* sec. 3-1A.c), and the Greenway Overlay District (*id.* art. 49A). The Project Site is not located within any of the nine Protection Areas within the Government Center/Markets District. (*Id.* sec 45-5.) The five areas in the Government Center/Markets District within which a Planned Development Area may be permitted include the Project Site as "PDA-III."

Federal Emergency Management Agency ("FEMA") Flood Insurance Rate Maps ("FIRM") indicate that a portion of the Project Site lies within Zone "AE," a Special Flood Hazard Area ("SFHA") subject to inundation by the 1% annual chance flood, also known as the 100-year Floodplain. (Community Panel Number 25025C0081J). The FEMA 100-year Floodplain elevation for the Project Site is designated as Elevation 10 NAVD88 (or Elevation 16.46 Boston City Base ["BCB"] Datum). In addition, the Sea Level Rise Base Flood Hazard Area Map published by the Boston Redevelopment Agency d/b/a the Boston Planning & Development Agency ("BPDA") indicates that the Project Site has an elevation at a Base Flood Elevation ("BFE") of 19.3 BCB Datum.

4. Project: As summarized in Section 1, above, the Project consists of constructing an approximately 220,000 sf, seven- (7-) story vertical addition to the existing seven-level parking garage, and adding another approximately 30,000 s.f. of residential space to the lower floors by a combination of horizontal expansion and conversion of parking area. The Project will contain up to 250 multifamily residential units, and reduce the current 698 publicly available garage parking spaces to up to 650 spaces, some of which will be made available for occupants of the residential units included in the Project. The garage will also be redesigned to accommodate valet services and mechanical lifts.

To accommodate a new ground-floor residential lobby, the existing retail / restaurant /services space on the ground floor will be reduced to approximately 8,000 sf, and its entrance shifted to North Street. The Project will add approximately 3,500 sf of entirely new retail / restaurant / services space to the ground level, facing John F. Fitzgerald Surface Road. The net change is a 3,500 sf reduction in retail / restaurant / services space, while activating more of the façade.

Amenity space for residents will be provided on the newly constructed eighth (8th) floor, including an approximately 15,000 sf outdoor patio and a pool. In addition, the sloped roofline of the vertical addition allows for a series of terraces cascading down toward the Rose

Kennedy Greenway, directly across John F Fitzgerald Surface Road. Additional private open space, not shared by all Project occupants, will be created at the terraces on the 13th and 14th levels. Overall, the Project will include approximately 20,000 sf of private usable open space.

The existing, brick-paved open space at the westerly corner of the Project Site is currently underused, in part because of its varying grades, with steps down from the adjacent public sidewalks. The Project would create a uniform grade for the open space, and add plantings, tables, and chairs, to encourage public use. The new, ground-level residential lobby would expand over the outdoor open space by approximately 3,660 sf.

The Project is subject to the Mayor's Executive Order regarding inclusionary affordable housing, dated February 29, 2000, as amended, as well as the Inclusionary Development Policy ("<u>IDP</u>") of the Boston Planning & Development Agency ("<u>BPDA</u>"). Thirteen percent (13%) of the up to 250 dwelling units in the Project, or up to 33 units, will be IDP units, provided on site.

The brick façade of the existing parking garage will be re-clad along its entire perimeter to create a warm-colored building base that fits in the context of the neighborhood. The seven-story vertical addition will use glass and steel materials, which, on some portions of the façade, will extend down to the ground, and expand the existing floorplates. Together with the improvements to the open space at the corner of Clinton and North Streets, these design improvements will enhance the experience of pedestrians passing the Project Site.

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TABLE 1 – Project Summary BY USE (FIGURES ARE APPROXIMATIONS)						
	Existing	Proposed	Change			
Retail / Rest. / Svc.	15,000 sf	11,500 sf	- 3,500 sf			
Residential	0 sf	250,000 sf (250 units)	+ 250,000 sf (+ 250 units)			
Public Parking	270,000 sf (698 spaces)	258,500 sf (650 spaces)	- 11,500 sf (- 48 spaces)			
All Interior Uses	285,000 sf	520,000 sf	+ 235,000 sf			
Ground-Level Open Area	6,057 sf ²	2,397 sf	- 3,660 sf			
Private Usable Open Space	0 sf	20,000 sf	+ 20,000 sf			

The total gross floor area ("<u>GFA</u>") of the Project is approximately 520,000 sf, with a maximum floor area ratio ("<u>FAR</u>") of 10.2. The resulting building will have up to 14 stories,

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¹ The resulting gross floor area of the lower (existing) seven stories will be approximately 300,000 sf.

² Approximately 550 sf of this area is enclosed as part of the restaurant space. (BRA Cert. of Vote, recorded at the Suffolk Registry of Deeds on April 26, 1982, at Bk 10350, Pg 111).

and have a building height of up to 160 feet. A proposed landscape plan, a proposed circulation plan, proposed elevations, and a series of rendered views for the Project (the "<u>Project Drawings</u>") are attached as **EXHIBIT D**.

5. <u>Large Project Review</u>: The Project has undergone Large Project Review pursuant to Section 80B of the Zoning Code. On December 18, 2017, the Proponents filed a Letter of Intent to the BPDA in accordance with Mayor's Executive Order of October 10, 2000, as amended, governing mitigation for development projects. On February 16, 2018, a Project Notification Form ("PNF") was filed for the Project.

Large Project Review has included meetings with nearby property and business owners, as well as other members of the public. The PNF was submitted to the Impact Advisory Group formed for the Project (the "IAG"). The Project team met with the IAG multiple times, and presented information about the Project. More than one community meeting was held, as well, the first on March 29, 2018.

Under Section 80B-7 of the Zoning Code, a Development Impact Project ("<u>DIP</u>") is required to make mitigation payments, or provide equivalent in-kind contributions, to create affordable housing and job-training programs. The Project does not constitute a DIP for purposes of Section 80B-7, and so is not required to pay DIP exactions or provide in-kind contributions.

- 6. Proposed Location, Dimensions, and Appearance of Structures: The proposed location, dimensions, and appearance of the structures at the Project Site after completion of the Project are shown in the Project Drawings, attached as **EXHIBIT D**. The final location, dimensions, and appearance of the structures may change during BPDA staff review of the Project, or as a result of review by other agencies, and as agreed upon by the BPDA, but will remain within the dimensional maximums set forth in this Development Plan.
- 7. Proposed Uses: As noted in Section 4, above, upon completion of the Project, the Project Site will have up to 250 multifamily residential units, approximately 650 public parking spaces (some of which will be made available to Project residents, and which may entail valet service or mechanical lifts), an approximately 11,500 sf ground-level retail / restaurant / service space, and an improved urban plaza at the intersection of Clinton and North Streets. This Development Plan expressly modifies the use regulations set forth in Section 45-14 in accordance with TABLE 1, immediately below.

Table 1: Uses Regulations

Required Ground-Level Uses

No fewer than 10,000 sf Ground Level Uses as listed in Zoning Code art. 45, appx. A, without regard to fronting street

Inclusion of Day Care Facilities

Day Care Facilities shall not be required.

Uses Allowed by Right

- Parking Garage
- Residential Uses
- Restaurant Uses, excluding Take-Out Restaurant Uses
- Cultural Uses
- Motion Picture or Video Theatre, but not Drive-In Theatre
- Office Uses
- Hotel Uses
- Educational Uses
- Recreational Uses
- Wholesale Uses
- Service and Trade Uses
- General Retail Uses
- Local Retail Uses
- Vehicle Rental Uses
- Ground Level Uses as listed in Zoning Code art. 45, appx. A
- Institutional Uses
- Research Laboratory
- Communications Uses
- Urban Plazas
- Accessory Uses, including, without limitation, parking accessory to a principal use allowed by right, amenities accessory to Residential Uses, sale over the counter, wholly incidental to a principal use allowed by right, of food or drink prepared on premises for off-premises consumption, and no more than four Amusement Game Machines within a principal use allowed by right

Uses Allowed by Conditional Use Permit by Board of Appeal

- Community Uses
- Light Manufacturing Uses
- Take-Out Restaurant Uses
- Transportation Uses
- More than four Amusement Game Machines within an allowed principal use
- Institutional Uses
- Check Cashing Business
- Any use on a lot adjacent to, or across the street from, but in the same district as, a
 lawful use to which it is ancillary and for which it would be a lawful accessory use
 if it were on the same lot; provided that any such use shall be subject to the same
 restrictions, conditions, limitations, provisos, and safeguards as the use to which it
 is ancillary
- Public Service Uses
- Storage of dumpsters no accessory or ancillary to a principal use
- Pawnshops
- Body Art Establishment

- Medical Marijuana Treatment Center
- 8. <u>Proposed Dimensions of Structures</u>: Pursuant to Zoning Code sec. 45-10.2, the dimensional requirements for a proposed project at the Project Site are set forth in this Development Plan, which are guided by the Greenway District Planning Study Use and Development Guidelines (the "<u>Greenway District Guidelines</u>"), as determined by the BPDA.

As noted in Section 4, above, the total GFA of the Project is approximately 520,000 sf. Given the Lot Area of approximately 51,027 sf, this generates a total FAR of approximately 10.2, which is the maximum FAR allowed pursuant to this Development Plan.

As noted in Section 4, above, the building resulting from the Project will have a building height of up to 14 stories, and up to 160 feet, as defined under Zoning Code Article 2A. This is the maximum building height allowed pursuant to this Development Plan.

- 9. Proposed Traffic Circulation: The existing parking garage access, to and from Clinton Street, will not change. The Project will create one vehicular drop-off area on Clinton Street to serve the new residential lobby, and a second vehicular drop-off area on North Street to serve the reconfigured retail / restaurant / service space. There are no changes proposed to vehicular circulation along John F. Fitzgerald Surface Road. Please refer to the circulation plan included in **EXHIBIT D**, attached.
- 10. <u>Parking and Loading Facilities</u>: For the Project, off-street parking is determined during Large Project Review under Section 80B of the Zoning Code. As noted in Section 4, above, there will be up to 650 parking spaces on the Project Site, some of which will be available to residents of the Project. The garage will also be redesigned to accommodate valet services and mechanical lifts.
- 11. Access to Public Transportation: The Project Site is located fewer than 1,000 feet from the Massachusetts Bay Transportation Authority's ("MBTA's") Haymarket Station, which provides connections to the MBTA's Orange Line, Green Line, and multiple local and regional bus routes. The Project Site is located equally close to the MBTA's State Street Station, which provides connections to the Orange Line and Blue Line. North Station, with MBTA commuter rail and AMTRAK train service, is located within a quarter-mile of the Project Site. The Proponents intend to implement Transportation Demand Management ("TDM") measures to reduce dependence on autos under a Transportation Access Plan Agreement ("TAPA") with the Boston Transportation Department ("BTD").
- 12. Green Building and Resiliency Measures: The Project will comply with the requirements of Article 37 (Green Buildings) of the Zoning Code. The design team will use the appropriate U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design ("LEED") green building rating system to evaluate sustainable design. Currently, the Proponents have targeted certification for the Project under the LEED v4 BD+C system. Compliance with Article 37 will be confirmed by issuance of one or more Certifications of Compliance under Section 80B-6 of the Zoning Code.

Because the Project Site is located within the FEMA 100-year Floodplain, the Project will be designed to comply with Article 25 of the Zoning Code for development in a special flood zone. The Project will also apply to the Boston Conservation Commission to seek an Order of Conditions to allow work on the Project Site.

The first-floor elevation of the existing building is vulnerable to sea-level rise, storm surge, and stormwater flooding. Due to the existing conditions of the building, raising the ground-floor elevation or designing higher ceiling heights is not feasible. However, the Project will take measures to minimize the impact of potential flooding at the Project Site, including by upgrading existing ground-floor spaces utilizing water-resistant materials.

- 13. Open Spaces, Landscaping, and Pedestrian Environment: Pursuant to the Zoning Code Section 45-13.4, the Project enhances the pedestrian environment, by means of: spaces accommodating pedestrian activities; materials, landscaping, lighting, and furniture that enhance the pedestrian environment; interior retail uses; sidewalk and street improvements that improve pedestrian flow and increase pedestrian safety on sidewalks and crosswalks; and appropriate management and maintenance of public space within the Project. Please refer to the landscape and circulation plans included in **EXHIBIT D**, attached.
- 14. <u>Public Benefits</u>: The BPDA may approve a Development Plan as meeting the requirement of Zoning Code Section 80C-4 (Standards for Planned Development Area Review Approval) for compliance with the applicable planning and development criteria of Article 45 if the Development Plan proposes a plan for public benefits including the provision of substantial street improvements. (Zoning Code sec. 45-12(c).)

The Project will provide the following substantial direct benefits:

<u>Publicly Accessible Space</u>:

- Creation of a uniform grade for the ground-level open space at the westerly corner of the Project Site, and addition of plantings, tables, and chairs for public use.
- Approximately 11,500 sf of ground-floor restaurant/ retail / services space.

Inclusionary Affordable Housing:

• Thirteen percent (13%) of the up to 250 dwelling units in the Project, or up to 33 units, will be IDP units, provided on site.

Street Improvements:

• Improvements to both Clinton Street and North Street that will be consistent with any applicable street improvement regulations or guidelines, and will improve the appearance, condition, quality of design and materials, and accessibility and usability of the affected streets by pedestrians, taking into account increased vehicular and pedestrian flows.

Financial

• Investment of approximately \$120 million in hard construction costs.

- Approximately \$650,000 in net additional property tax revenues.
- Approximately 250 full-time-equivalent ("FTE") construction-phase employment opportunities, and approximately 25 new FTE permanent jobs.
- Consistent with City policy, the Project will target a construction workforce of 51% City of Boston residents, 40% minority workers, and 12% female workers.

Environment

- Design to be LEED-certifiable, consistent with Article 37 (Green Buildings) of the Zoning Code.
- Proximity to public transit, to reduce vehicle trips, mileage, and emissions.
- **15.** Other Necessary Government Approvals: The Project will require other government approvals in addition to this Development Plan. As noted in Section 5, above, the Project is undergoing Large Project Review pursuant to Section 80B of the Zoning Code. The Proponents filed the Project Notification Form for the Project on February 16, 2018.

Under Article 28 of the Zoning Code, the Boston Civic Design Commission ("BCDC") must review the Project because it would extend the GFA of the existing building by more than 100,000 sf. Moreover, to the extent that a PDA development plan is established, BCDC may provide review based upon applicable design guidelines.

As noted in Section 1, above, the Project Site is designated as Parcel E-8 of the Downtown Waterfront-Faneuil Hall Urban Renewal Area. The existing parking garage was developed in accordance with a Land Disposition Agreement ("LDA") between the original developer and the Boston Redevelopment Authority. The Proponents anticipate that the Project will require a minor modification to the Downtown Waterfront-Faneuil Hall Urban Renewal Plan, and entering with the BPDA into a new LDA.

The Project Site is located near existing parkland of the Rose Fitzgerald Kennedy Greenway Conservancy, inventoried by the Boston Parks and Recreation Department. Accordingly, pursuant to Boston Municipal Code Section 7-4.10, the Parks and Recreation Commission may be required to grant authorization regarding aspects of the Project.

- 16. <u>Development Schedule</u>: The Proponents currently estimates that construction of the Project will take approximately 24 months, with initial work expected to begin in the fourth quarter of 2019, and concluding during the fourth quarter of 2021.
- 17. Applicability of this Development Plan: Consistency of the Project with this Development Plan, as evidenced by the issuance of a Certification of Consistency, constitutes compliance with the dimensional, use, and other requirements of the Zoning Code, in accordance with Section 80C-9 of the Zoning Code, to the extent that such requirements are addressed in this Development Plan. Moreover, this Development Plan constitutes approval for any zoning nonconformity created or increased by the future separation of ownership of individual Project Components (defined in Section 21, below), provided that: (A) the use limitations and dimensional requirements of this Development Plan, other than

FAR, with respect to each Project Component are met; and (B) the FAR for the Project in the aggregate does not exceed the limit established under this Development Plan.

- 18. No Duty to Develop the Project: Notwithstanding anything set forth in this Development Plan to the contrary, under no circumstances shall the Proponents be obligated to proceed with the Project or any Project Component.
- 19. Minor Modifications to Plans: This Development Plan constitutes the zoning for the Project Site and the Project. Final plans and specifications for the Project or individual Project Components (defined in Section 21 below) will be submitted to the BPDA pursuant to Section 3-1A and 80C of the Zoning Code for final design review approval and certification as to consistency with this Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the use and dimensional regulations of this Development Plan, minor changes may occur to the Project's design described in this Development Plan.
- **20.** Certifications of Consistency: Under Section 80C-8 of the Zoning Code, no building, use, or occupancy permit for the Project or for any Project Component (defined in Section 23 below) will be issued until the BPDA has issued a corresponding Certification of Consistency under Section 80C-8. To the extent that the BPDA Director certifies consistency with this Development Plan, the Project or a Project Component, as the case may be, will be deemed to be in compliance with the requirements of the Zoning Code, under Zoning Code Section 80C-9.
- 21. Project Components and Phasing: The Project Site may be reconfigured into multiple parcels, which may be under common or separate ownership, and may include subdivision or condominium ownership, developed sequentially or simultaneously, and separately developed and/or financed. Each such parcel is referred to as a "Project Component." One or more of the Project Components may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Project Components may be combined to create one single parcel, or a condominium ownership structure may be created for all or part of the Project. In the event that current parcels within the Project Site are divided into Project Components, a Certification of Consistency or Partial Certification of Consistency may be issued for any such Project Component if, and only if, the Director of the BRA makes the findings set forth in Article 80-C-8 of the Code.
- **22.** Amendment of this Development Plan: The owner of an individual Project Component may seek amendment of this Development Plan in accordance with the procedures prescribed by the Zoning Code, without the consent of the owner(s) of any other Project Component. In the event that any amendment affects the overall compliance of the Project with this Development Plan, this Development Plan will be deemed amended with respect to the Project as a whole, to the extent necessary for the overall Project to comply with this Development Plan, without requiring any modification of the requirements of this Development Plan as to any other Project Components.

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LIST OF EXHIBITS

EXHIBIT A LEGAL DESCRIPTION OF THE PROJECT SITE

EXHIBIT B EXISTING PLAN OF THE PROJECT SITE

EXHIBIT C PROJECT TEAM

EXHIBIT D PROJECT DRAWINGS

- LANDSCAPE PLAN

- CIRCULATION PLAN

- PROPOSED ELEVATIONS

- RENDERED VIEWS

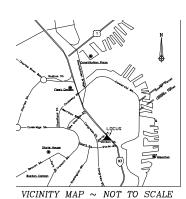
EXHIBIT A

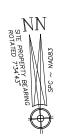
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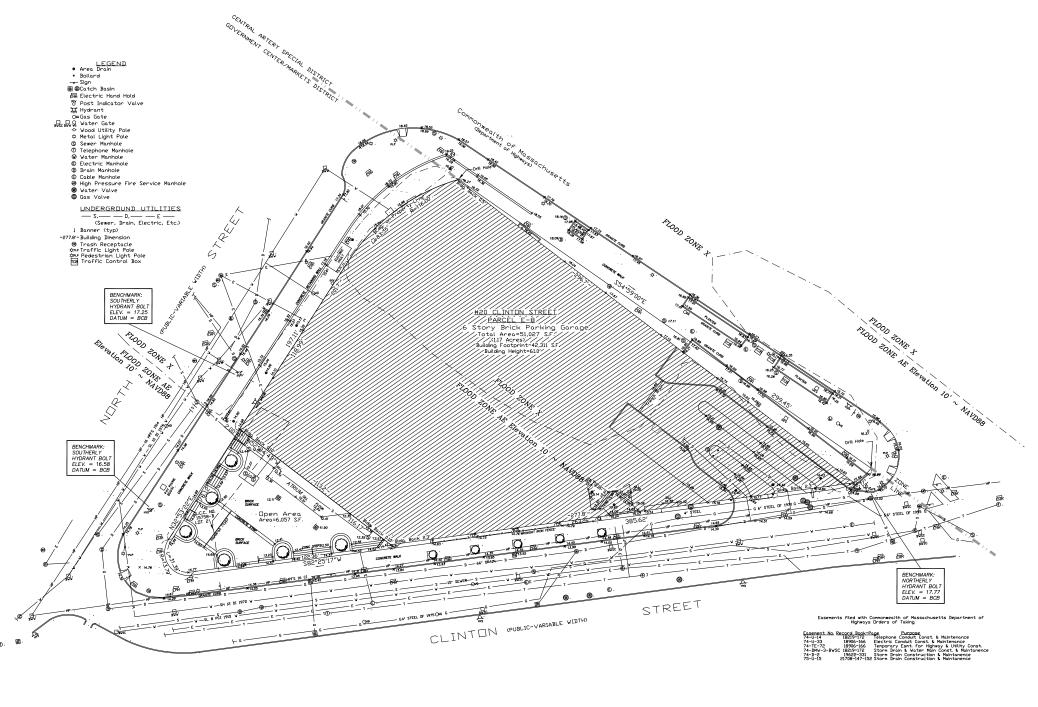
EXHIBIT B

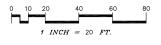
EXISTING SITE PLAN

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Underground utilities shown are from field observations and record information and are not warranted to be exact it's size, location, or depth nor is it warranted that all underground pipes or structures are shown.

PARKING SUMMARY: 698 TOTAL SPACES WITH 14 BEING HANDICAPPED

The property shown lies within ZONE X UNSHADED (grea outside 0.2% annual chance floodplain) and ZONE AE (base flood elevation determined) as shown on FLOOD INSURANCE RATE MAP for the CITY OF BOSTON COMMUNITY 250286
PANEL NUMBER 81J
WITH EFFECTIVE DATE OF MARCH 16, 2016





EXHIBIT C

PROJECT TEAM

Proponents/Owners: FPG DS Owner One, LLC, and FPG Owner Two, LLC

> 45 Main Street, #800 Brooklyn, NY 11201

(718) 907-7700

Jonathan Landau John Matteson

Architects: Stantec Architecture

> 311 Summer Street Boston, MA 02210 (617) 234-3100 B.K Boley James Gray

Aeron Hodges Meagan Sippel

Landscape Architects: Stantec

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> > Robert Corning Mike Nowicki

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Michael K Vaughan Christine McMahon

EXHIBIT D

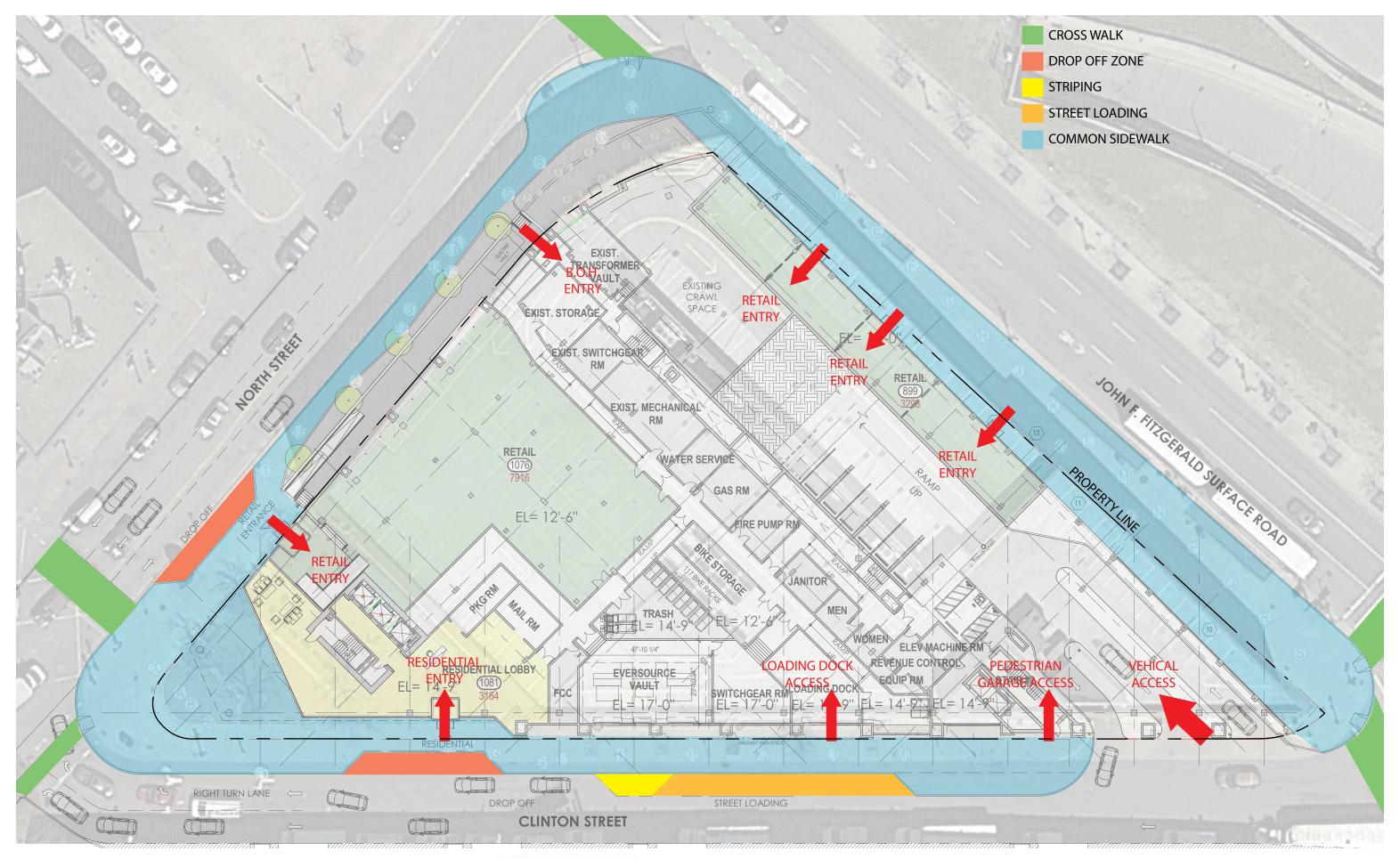
PROJECT DRAWINGS

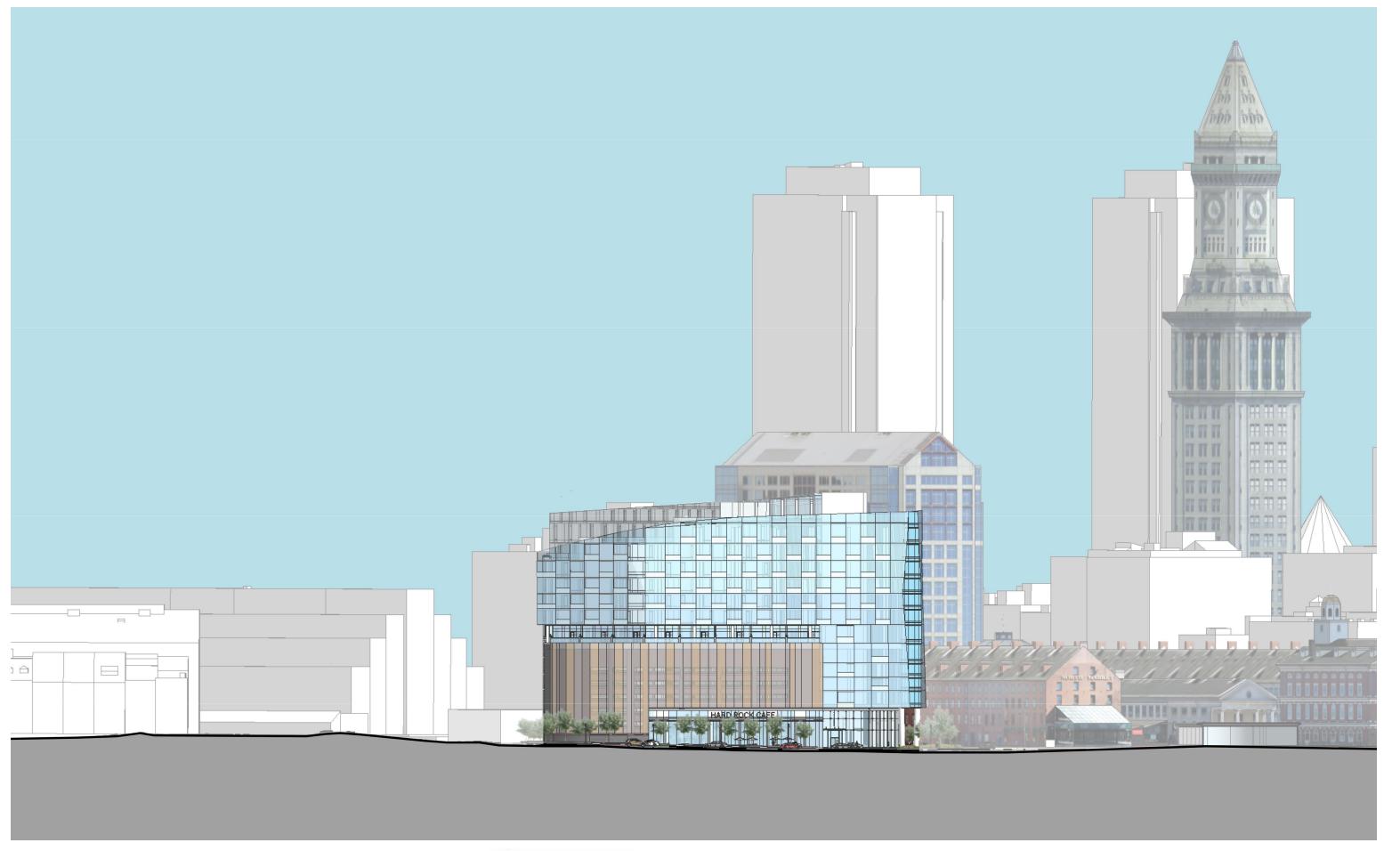
- LANDSCAPE PLAN
- CIRCULATION PLAN
- PROPOSED ELEVATIONS
- RENDERED VIEWS

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2018.12.06





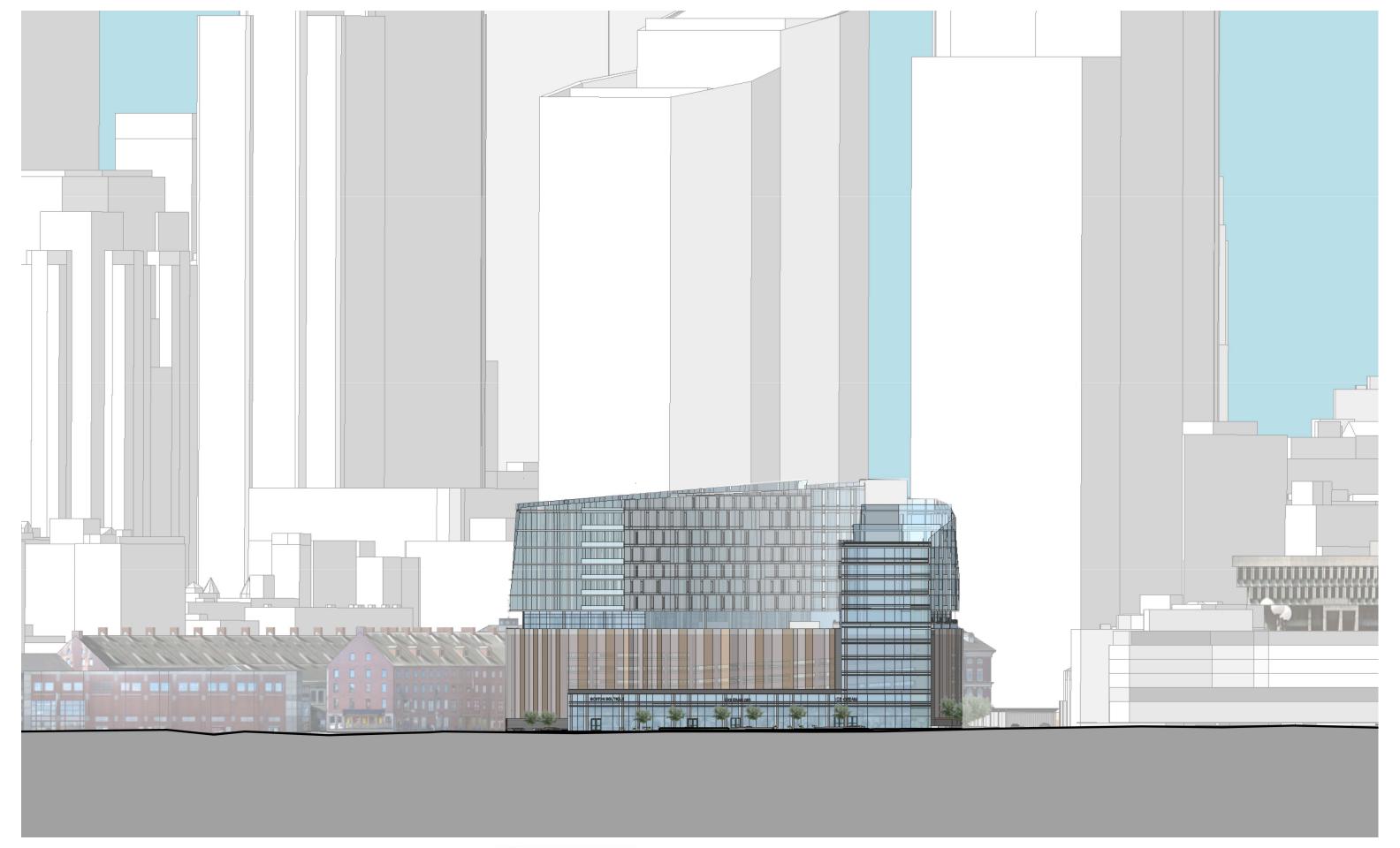




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