

**FIFTH AMENDMENT TO DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA No. 78**

SEAPORT SQUARE PROJECT

SOUTH BOSTON

Dated _____, 2015

Pursuant to Section 3-1A and Article 80C of the Zoning Code for the City of Boston (the “**Code**”), this plan constitutes the Fifth Amendment to Development Plan for Planned Development Area No. 78 (the “**Fifth Amendment**”).

1. The PDA Development Plan Background. The PDA Development Plan Background. On September 21, 2010, the Boston Redevelopment Authority (“**BRA**”) approved an amendment to the Boston Zoning Maps to create Planned Development Area No. 78 and also approved a Development Plan for Planned Development Area No. 78 (the “**Original Development Plan**”). On October 13, 2010, the Boston Zoning Commission (the “**Commission**”) approved the map amendment and the Original Development Plan, which became effective on October 13, 2010. On November 15, 2012, the BRA approved the First Amendment to Development Plan for Planned Development Area No. 78 (the “**First Amendment**”), and on December 12, 2012 the Commission approved the First Amendment, which became effective on December 20, 2012. On December 5, 2013, the BRA approved the Second Amendment to Development Plan for Planned Development Area No. 78 (the “**Second Amendment**”), and on January 8, 2014 the Commission approved the Second Amendment, which became effective on January 22, 2014. On August 14, 2014, the BRA approved the Third Amendment to the Development Plan for Planned Development Area No. 78 (the “**Third Amendment**”), and on September 3, 2014 the Commission approved the Third Amendment, which became effective on September 5, 2014. On March 12, 2015, the BRA approved the Fourth Amendment to Development Plan for Planned Development Area No. 78 (the “**Fourth Amendment**”), and on May 20, 2015 the Commission approved the Fourth Amendment, which became effective on May 22, 2015 (the Original Development Plan, as amended by each of the First Amendment, Second Amendment, Third Amendment and Fourth Amendment, is referred to herein as the “**Development Plan**”). The Development Plan provides for the redevelopment of an approximately 33 acre area of land (the “**Site**”) in the South Boston Waterfront District for a mixed-use project (the “**Project**”). Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Development Plan.

2. Purpose of Fifth Amendment to Development Plan. This Fifth Amendment amends the Development Plan to amend Exhibit D of the Development Plan to reflect the final maximum height of the project being constructed on Block K. Exhibit references set forth below shall refer to exhibits of the Development Plan and shall amend or supplement such exhibits to the Development Plan, as appropriate. Other relevant sections or exhibits of the Development Plan shall be deemed modified in a consistent manner in order to effectuate the provisions of this Fifth Amendment to the extent necessary.

3. **Amendment Provisions.** The Development Plan is hereby amended as follows:

- (i) **Block Plans.** The chart titled “Exhibit D – Block Plans” within Exhibit D of the Development Plan is hereby deleted and replaced with the chart attached to this Fifth Amendment as **Exhibit A.** The plan titled “Exhibit D – Block ‘K’” within Exhibit D of the Development Plan is hereby deleted and replaced with the plan attached to this Fifth Amendment as **Exhibit B.** Notwithstanding anything to the contrary shown on the plans for Block K within Exhibit C, Exhibit D and Exhibit E of the Development Plan, the maximum height permitted to be built on Block K shall be consistent with such chart attached to this Fifth Amendment as **Exhibit A** and such plan attached to this Fifth Amendment as **Exhibit B**, as provided in the Development Plan.

4. **Development Plan, as Amended.** Except as amended by this Fifth Amendment, the Development Plan remains unmodified and is in full force and effect. If there are any conflicts or inconsistencies between this Fifth Amendment and any other agreements between the Proponent and/or any other party on the one hand, and the BRA on the other hand, in effect as of the date of this Fifth Amendment, the provisions of this Fifth Amendment shall govern.

Exhibit A

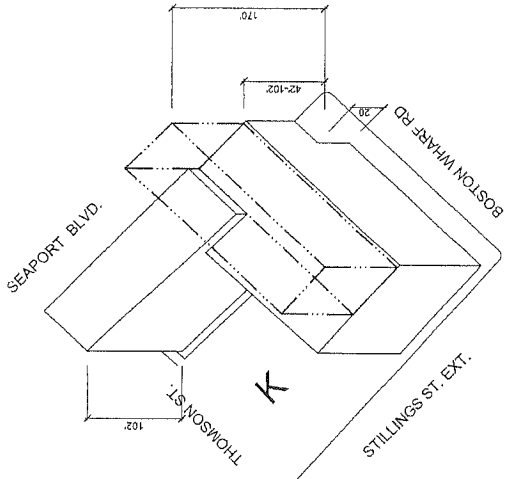
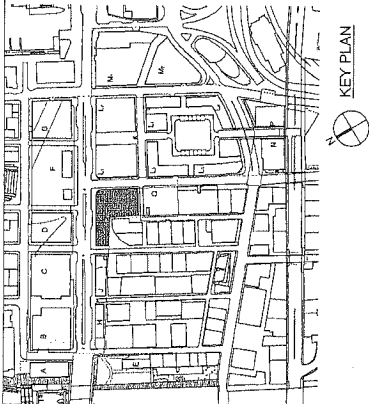
| Block* | Maximum Build Out (sf of GFA) | Maximum Height (ft) | Maximum FAR |
|---------|-------------------------------|---------------------|-------------|
| A | 81,800 | 75 | N/A |
| B | 459,000 | 250 | N/A |
| C | 641,000 | 250 | N/A |
| D | 465,000 | 250 | N/A |
| F | 9,200 | 24 | N/A |
| G | 535,900 | 250 | N/A |
| H | 24,000 | 90 | N/A |
| J | 99,000 | 105 | N/A |
| K | 293,000 | 190 | N/A |
| L1 | 455,300 | 250 | N/A |
| L2 | 425,000 | 250 | N/A |
| L3 | 215,000 | 170 | N/A |
| L4 | 285,000 | 200 | N/A |
| L5 | 325,000 | 250 | N/A |
| L6 | 240,000 | 180 | N/A |
| M1 & M2 | 1,012,000 | 260 | N/A |
| N | 348,000 | 240 | N/A |
| P | 418,000 | 270 | N/A |
| Q | 4,000 | 15 | N/A |
| Total | 6,335,200 | N/A | 6.3 |

*Other criteria to be satisfied by each block:

1. Size of the block and maximum footprint (as shown on Exhibit D: Block Plans, Parcelization and Approximate Street Dimensions)
2. Minimum size of sidewalk (as shown on Exhibit D: Block Plans, Parcelization and Approximate Street Dimensions)
3. Minimum size of open space and other public realm elements (as shown on Exhibit E)

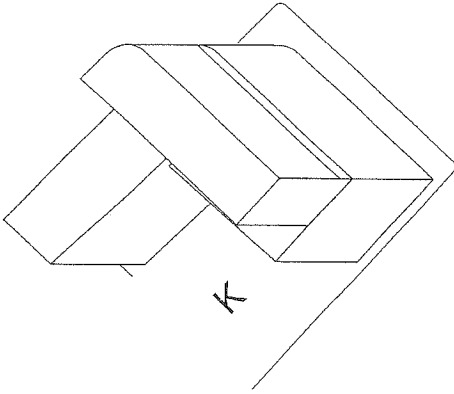
Exhibit B

[Attached]

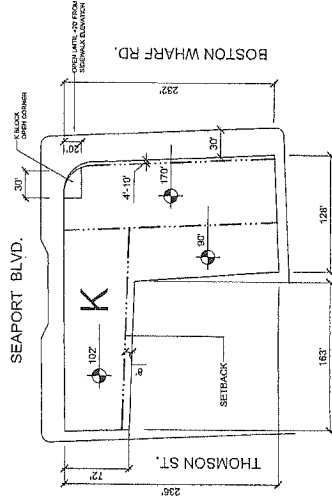


MASSING ENVELOPE AXON

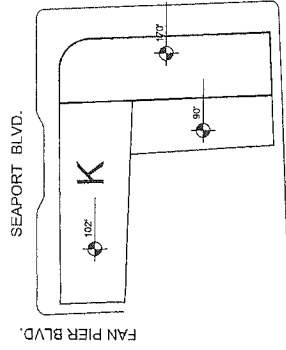
| BLOCK K | |
|---------------------|----------|
| Proposed Max. GFA | 293,000 |
| Street Wall Heights | 42'-102' |
| Max. Bldg Height | 190' |



SAMPLE BUILDING MASSING



MASSING ENVELOPE ROOF PLAN



SAMPLE BUILDING MASSING ROOF PLAN