

SIXTH 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 Sixth Amendment to Development Plan for Planned Development Area No. 78 (the “**Sixth Amendment**”).

1. 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 _____, 2015, the BRA approved the Fourth Amendment to Development Plan for Planned Development Area No. 78 (the “**Fourth Amendment**”), and on _____, 2015 the Commission approved the Fourth Amendment, which became effective on _____, 2015. On _____, 2015, the BRA approved the Fifth Amendment to Development Plan for Planned Development Area No. 78 (the “**Fifth Amendment**”), and on _____, 2015 the Commission approved the Fifth Amendment, which became effective on _____, 2015 (the Original Development Plan, as amended by each of the First Amendment, Second Amendment, Third Amendment, Fourth Amendment and Fifth 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.

Since the adoption of the Development Plan, MS Boston Seaport, L.L.C. (the “**Master Developer**”) has completed construction of the Innovation Center on Block F, the Block Q

Recreation Area, and the ICA/Fan Pier Interim Pedestrian Connector, all of which are Early Action Public Benefits under the Development Plan. Construction on Block A, Block B, Block C, Block H, Block J, Block K, Block L-1 and Block L-2 have also commenced. Design review for construction of the improvements on Blocks M1, M2 and certain adjacent areas (collectively, the “**Block M Project**”) has also commenced, and drawings have been submitted to the BRA by the owner of Blocks M1 and M2, Boston Seaport M1&2 Land, LLC (“**Block M Owner**”).

2. **Purpose of Sixth Amendment to Development Plan.** This Sixth Amendment amends the Development Plan to permit certain design changes with respect to Blocks M1 and M2 (such Blocks referred to together herein as “**Block M**”). Except as expressly stated otherwise, 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 Sixth Amendment to the extent necessary.

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

a. **M Way.** Pursuant to BRA design review of the Block M Project, Block M Owner has reconfigured the layout of the pedestrian way known as “M Way” from a southeast connection (connecting E. Service Road at Autumn Lane and the southeast corner of Block M at the intersection of B Street and Congress Street) (as shown in the original Development Plan, the “**Old Layout**”) to a northeast connection (maintaining the E. Service Road connection at Autumn Lane but running to the northeast corner of Block M at B Street and Seaport Boulevard) (as generally shown on **Exhibit A** attached hereto, the “**New Layout**”). The Development Plan is hereby amended (i) to permit construction of M Way in accordance with and subject to the matters shown on the New Layout, (ii) such that, to the extent that the Old Layout is depicted on any exhibits to the Development Plan, such exhibits shall hereafter be deemed modified to reflect the New Layout, and (iii) such that, to the extent that the Old Layout is depicted on any exhibits to the Development Plan as a boundary for Block M1 and/or Block M2, such exhibits shall hereafter be deemed modified to reflect (A) that, where the Old Layout served as such boundary for such Block, the New Layout now serves as such boundary and (B) that the respective sizes and configurations of each of Block M1 and Block M2 have accordingly been changed to the New Layout.

b. **Public Realm Improvements and Benefits.** Although public parking at Block M shall continue to be permitted in accordance with the Development Plan, **Exhibit E** to the Development Plan is hereby amended by deleting the requirement that each of Block M1 and Block M2 provide public parking as a public benefit.

c. **Podiums; Design.** Pursuant to BRA design review of the Block M Project, Block M Owner has reconfigured podiums to the north and south of M Way and on the southwest corner of Block M to be constructed as generally shown on **Exhibit B** attached hereto. The Development Plan is hereby amended (i) to permit the construction of such podiums and the Block M Project as generally shown on **Exhibit B** attached hereto and (ii) such that, to the extent that such podiums or the Block M Project are depicted on any exhibits to the Development Plan, such exhibits shall hereafter be deemed modified to reflect reconfiguration of such podiums and the revised design of the Block M Project as generally shown on **Exhibit B** attached hereto.

Development and construction of the Block M Project consistent with the Development Plan, as modified by this Sixth Amendment, shall constitute compliance with the underlying provisions and regulations of the Code.

d. Tower Setbacks. In order to create diversity at the podiums within the Block M Project, Block M Owner has agreed to lower the facades of the towers being constructed on Block M to the respective bases of the towers. The Development Plan is hereby amended (i) to permit the construction of the Block M Project with tower setbacks and tapering as generally shown on **Exhibit B** attached hereto and (ii) such that, to the extent that setbacks and tapering of the Block M Project are depicted on any exhibits to the Development Plan, such exhibits shall be deemed modified to reflect setbacks and tapering as generally shown on **Exhibit B** attached hereto.

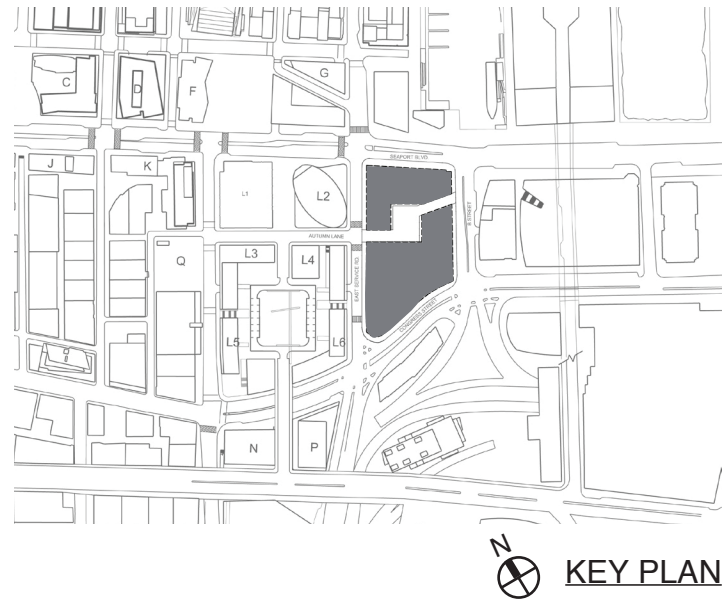
e. Block Boundaries. The Block M Project may encroach on, through, over and/or under areas within the Site that are not part of Block M1 or M2 (including, but not limited to, M Way), provided that (i) Block M Owner has title, easements or other rights to such areas and (ii) the design of the Block M Project has been approved by the BRA pursuant to the applicable provisions of the Development Plan.

f. Plans. The plans entitled “Exhibit D – Block M1” and “Exhibit D – Block M2” within Exhibit D to the Development Plan are hereby deleted and replaced with the plan attached hereto as **Exhibit B**, and the dimensions and setbacks of the buildings on Block M shall be consistent with such plan. Notwithstanding anything to the contrary shown on the plans for Block M1 and M2 within Exhibit C, Exhibit D and Exhibit E to the Development Plan, on the plans for M Way or the streets and sidewalks adjacent to Block M1 and M2 within Exhibit H to the Development Plan or the parking and loading locations for Block M shown on Exhibit I to the Development Plan, the Block M dimensions, roof plan and landscape, the dimensions of M Way and the streets and sidewalks adjacent to Block M and the parking and loading locations for Block M shall be generally consistent with the plans attached hereto as **Exhibit A** and **Exhibit B**.

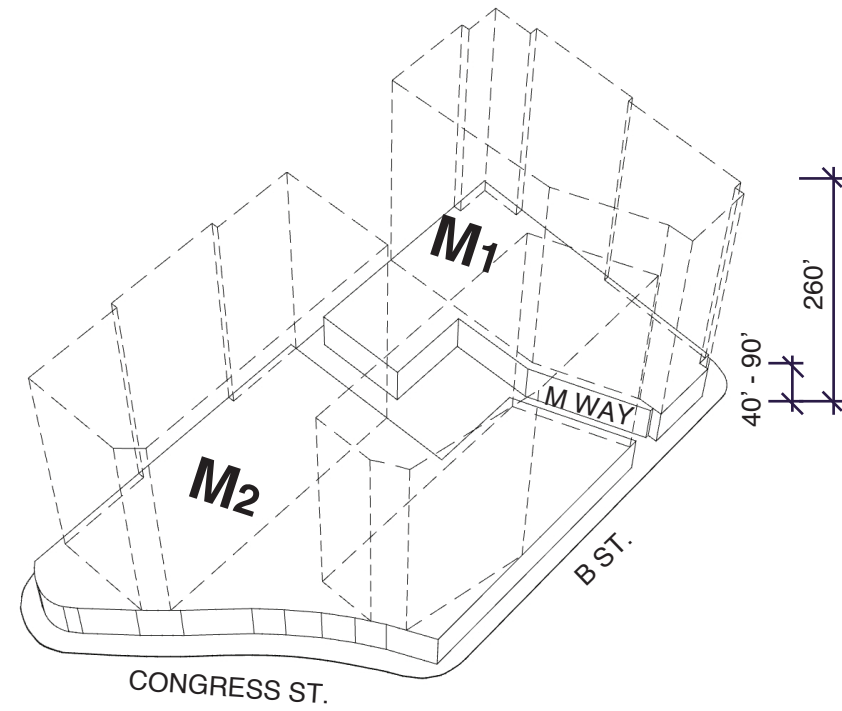
4. Development Plan, as Amended. Except as amended by this Sixth Amendment, the Development Plan remains unmodified and is in full force and effect. If there are any conflicts or inconsistencies between this Sixth Amendment and any other agreements between the Proponent and/or Block M Owner and the BRA in effect as of the date of this Sixth Amendment, this Sixth Amendment shall govern.

Exhibit A

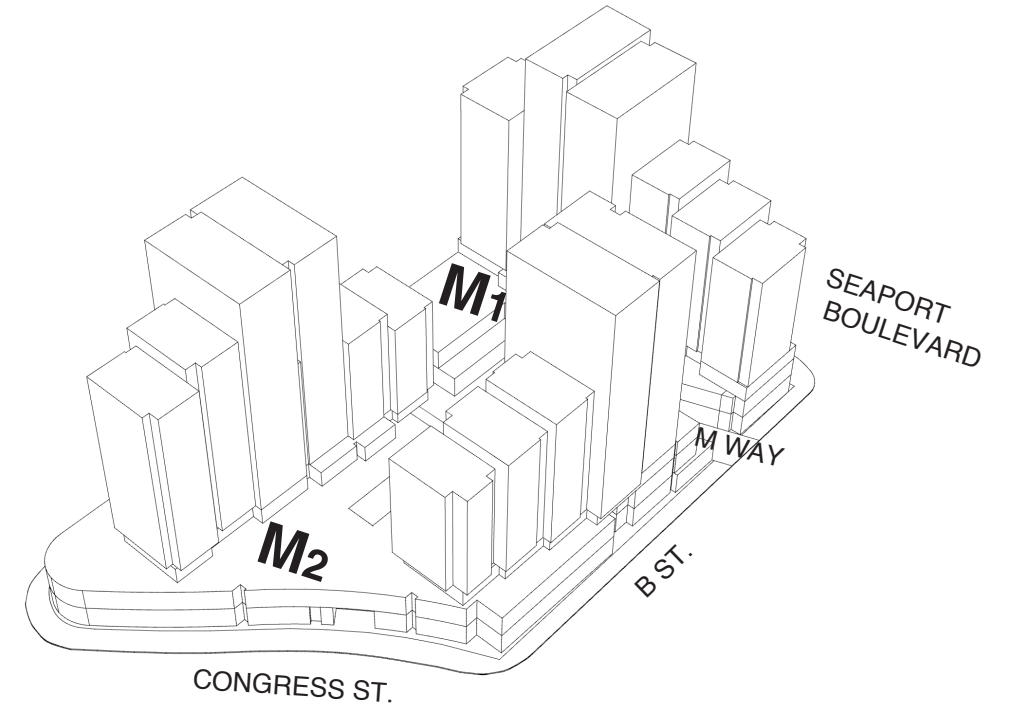
[See attached]



KEY PLAN

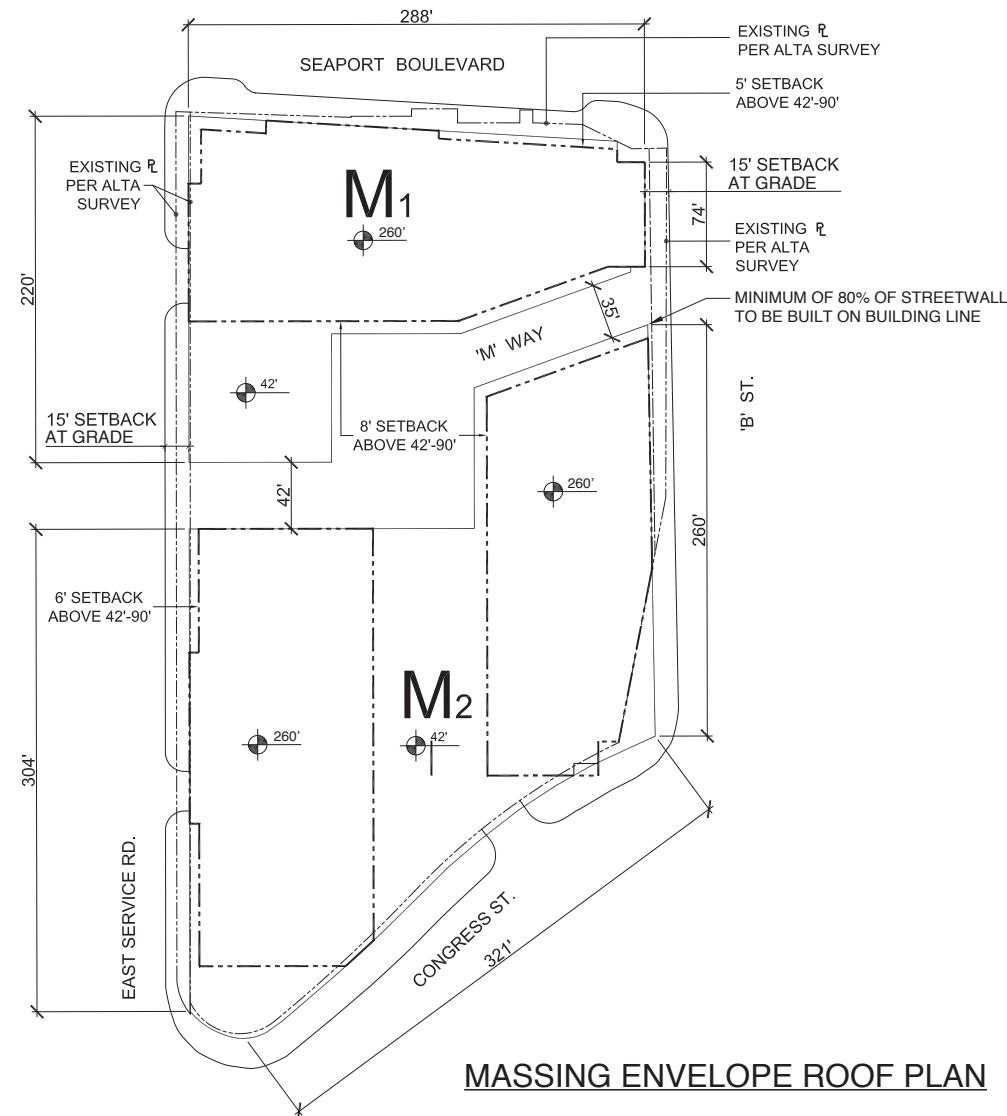


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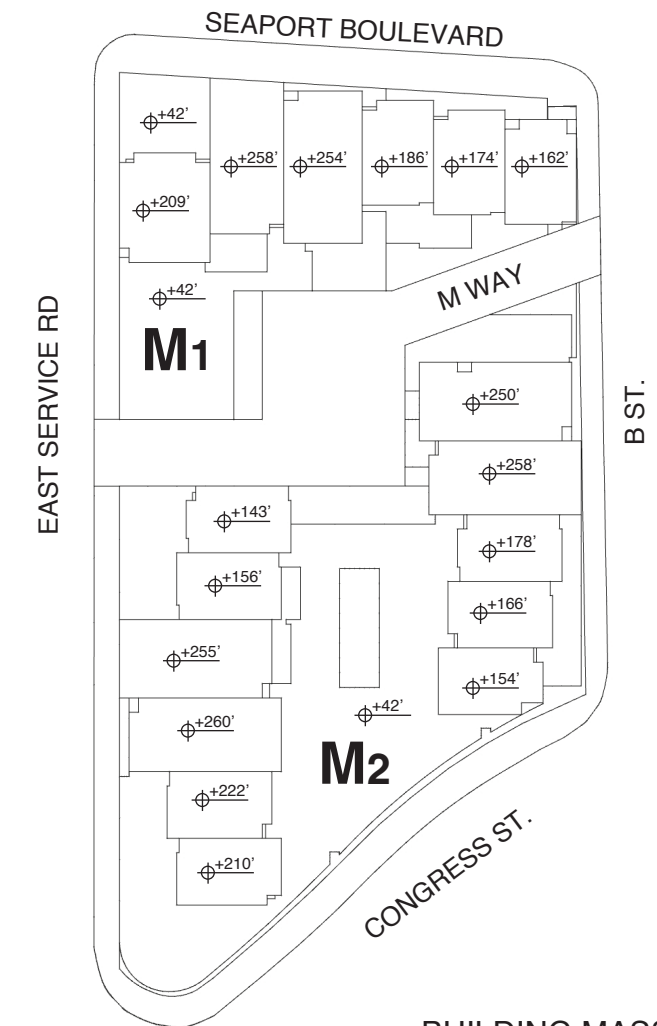


BUILDING MASSING

BLOCK M1 and M2		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
1,012,000 GFA	40'-90'	260'



MASSING ENVELOPE ROOF PLAN



BUILDING MASSING ROOF PLAN

Exhibit B

[See attached]

