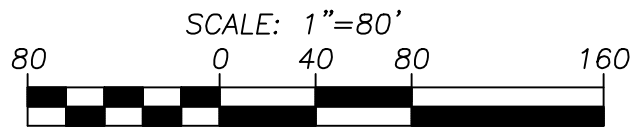
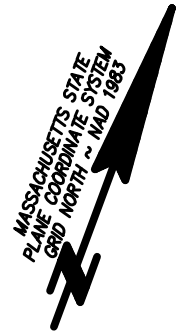
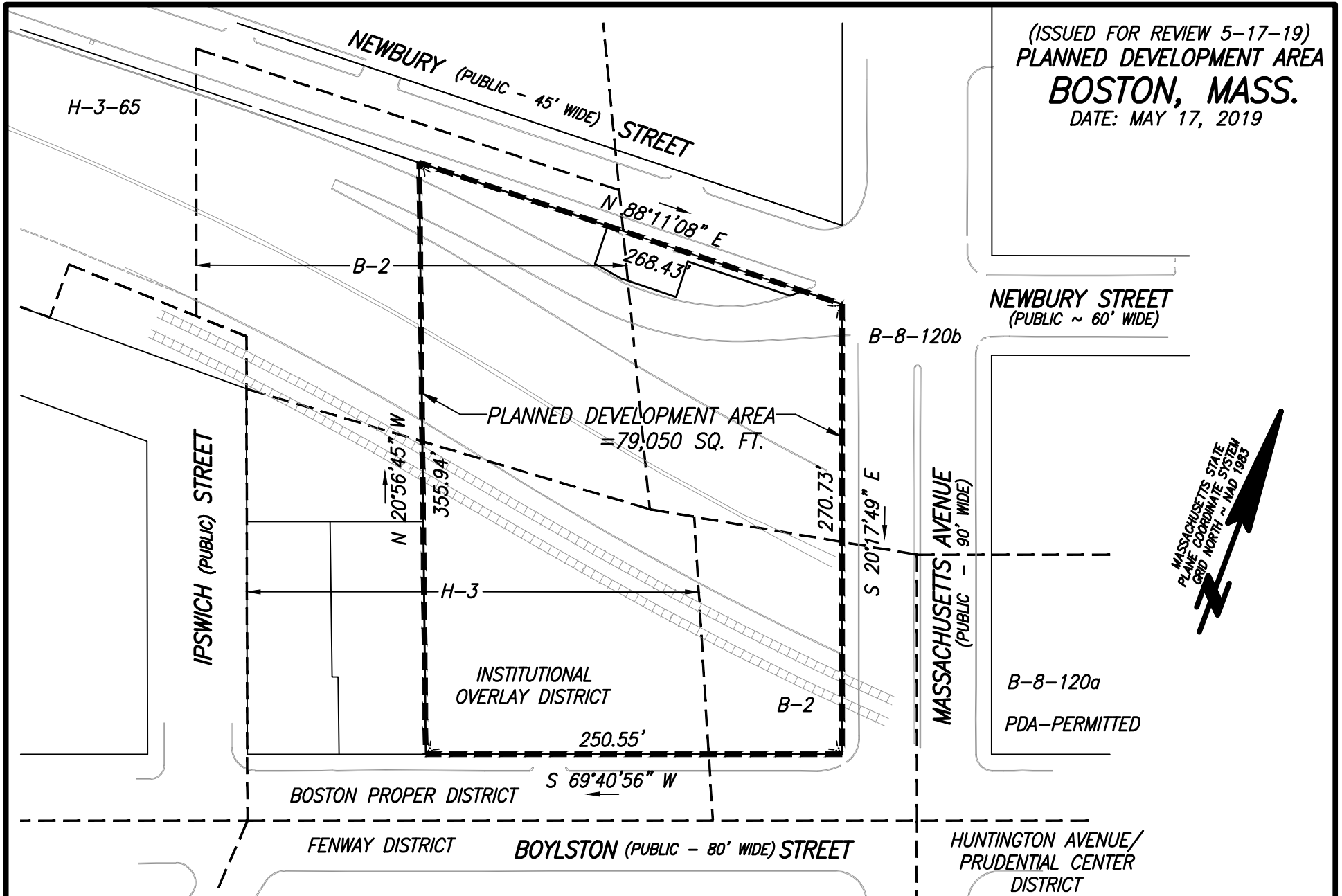


(ISSUED FOR REVIEW 5-17-19)
 PLANNED DEVELOPMENT AREA
BOSTON, MASS.
 DATE: MAY 17, 2019



FELDMAN
 LAND SURVEYORS

BOYLSTON STREET, MASSACHUSETTS AVENUE AND NEWBURY STREET

CALC GL	CADD GL	PROJ. MGR. SMD	JOB NO. 16334D
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DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. _____
PARCEL 12

[Drafting Note: Insert property address]
BOSTON, MASSACHUSETTS

Dated: _____, 2019

1. **Development Plan:** Pursuant to Section 3-1A.a. and Article 80C of the Boston Zoning Code (the “Code”), this plan constitutes the Planned Development Area Development Plan (the “Development Plan”) for a Planned Development Area Overlay District (the “PDA Overlay District”) containing approximately 1.81 acres of area located in the Back Bay neighborhood of Boston generally bounded by Newbury Street to the north, Massachusetts Avenue to the east, Boylston Street to the south, and the Massachusetts Turnpike (“Turnpike”) to the west, as described in Exhibit A attached hereto and as more particularly shown on the plan attached hereto as Exhibit B (the “Site”). The Proponent (as defined below) proposes to construct a new mixed-use project containing office, hotel or residential, retail/restaurant, and related uses at the Site, all as more fully described below (the “Project”).

This Development Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, uses, densities and dimensions of structures, traffic circulation, parking and loading facilities, access to public transportation and other zoning requirements applicable to the Project. Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Code as in effect as of the date hereof, without giving effect to any subsequent amendments to the Code.

This Development Plan consists of 7 pages of text plus attachments designated Exhibits A through G. All references to this Development Plan contained herein shall pertain only to such pages and exhibits. This Development Plan shall constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code and is intended to address all requirements of the Code applicable to the Site and the Project.

2. **The Proponent:** The Proponent of the Project is S&A P-12 Property LLC, a Samuels & Associates entity (together with its successors and assigns, “Proponent”). The Proponent has filed all of the requisite disclosures.

The business address, telephone number and designated contact for the Proponent is:

S&A P-12 Property LLC
c/o Samuels & Associates
136 Brookline Avenue
Boston, MA 02215
(617) 247-3434

Attn: Joel Sklar

3. **Planned Development Area Overlay District:** As shown on Map 1 of the City of Boston Zoning Maps, the Site is located within (a) three different underlying zoning districts: (1) the northwest and southeast portions of the Site are located within the B-2 Business District; (2) the northeast portion of the Site is located within the B-8-120b Business District; and (3) the southwest portion of the Site is located within the H-3 Residential District; and (b) two different overlay zoning districts: (1) the Groundwater Conservation Overlay District established by Article 32 of the Code; and (2) the Restricted Parking Overlay District established by Section 3-1A.c. of the Code. Pursuant to Section 3-1A.a. of the Code, Planned Development Areas are permitted within the area that includes the Site. A companion map amendment to this Development Plan will establish the boundaries of the proposed PDA Overlay District in a manner consistent with this Development Plan.

4. **Project Site:** The Site, commonly known as Massachusetts Department of Transportation (“MassDOT”) Air Rights Parcel 12, consists of land and air rights parcels located in the Back Bay neighborhood of Boston above and adjacent to the Turnpike. The entire Site is anticipated to be leased by MassDOT to the Proponent.

5. **Project:** The Proponent proposes to construct a new mixed-use project at the Site anticipated to comprise a total Gross Floor Area of up to 628,000 square feet¹. The Project consists of a primarily office component located at the intersection of Massachusetts Avenue and Boylston Street (the “Boylston Street Component”) and a primarily hotel and/or residential component located at the intersection of Massachusetts Avenue and Newbury Street (the “Newbury Street Component”), each joined at the ground level by a primarily retail/restaurant component (the “Retail Component”) which wraps around a new, urban plaza and an elevated park open to the public, together with a two-level, below-grade, structured parking facility (the “Parking Component”). The Boylston Street Component is anticipated to contain a total Gross Floor Area of up to 429,000 square feet. The Newbury Street Component is anticipated to contain a total Gross Floor Area of up to 144,000 square feet. The Retail Component is anticipated to contain a total Gross Floor Area of up to 55,000 square feet. The Parking Component is anticipated to contain parking for up to 150 vehicles.

It is contemplated that, within the Site, portions of the Project may be separately owned and financed. Accordingly, the Proponent may designate and establish from time to time, through a subdivision, sub-lease, condominium regime or otherwise, the boundaries of sub-areas within the Site without further Authority action, provided that the Project, taken as a whole, is consistent with the use and dimensional requirements of this Development Plan.

6. **Proposed Location and Appearance of Structures:** The selected elevations attached hereto as Exhibit C illustrate the Project’s general appearance. The Project’s design, layout, and general appearance may evolve during ongoing design review with the Boston Redevelopment Authority d/b/a the Boston Planning & Development Agency (the “Authority”) and the Boston Civic Design Commission.

¹ All Gross Floor Area square feet calculations in this Development Plan exclude areas devoted to parking and building services.

7. **Proposed Density and Dimensions of Structures:** The bulk and dimensional requirements applicable to the Project and the Site are as follows²:

a. **Maximum Building Height:** The maximum Building Height of the Project will be: (i) with respect to the Boylston Street Component, 298 feet; and (ii) with respect to the Newbury Street Component, 158 feet.³

b. **Maximum Floor Area:** The Project will contain a Gross Floor Area of up to 628,000 square feet.

c. **Maximum Floor Area Ratio:** The Project will contain a maximum FAR of 8.0.

d. **Loading:** The Project will contain a minimum of one (1) loading dock.

8. **PDA Plan Approval Standards:** The Project and this Development Plan satisfy the requirements of Section 80C-4 of the Code and all other provisions of the Code applicable to the approval of a Development Plan for a Planned Development Area.

9. **Proposed Open Space and Landscaping:** The Project will create new publicly accessible open spaces, which are generally shown on the Open Space Plan attached hereto as Exhibit D. One of the proposed open spaces is an approximately 16,500 square feet civic open space located between the Boylston Street Component and Newbury Street Component and fronting on Massachusetts Avenue. Another is an approximately 12,000 square feet elevated park located on level two of the Retail Component which will welcome the public to the second floor and provide unique features such as walking paths and integrated seating elements like raised “bleacher seats”, and a new viewing deck open to the public that takes advantage of the expansive views from the Site looking west. The Proponent will establish reasonable rules and regulations for access to and use of all of the publicly accessible open spaces.

10. **Proposed Uses:** In addition to the uses listed above, all of the uses listed in Exhibit E attached hereto shall be permitted on the Site.

11. **Proposed Traffic Circulation:** A portion of the Site is located in the northwest corner of the Boylston Street and Massachusetts Avenue signalized intersection, and a portion of the Site is located in the southwest corner of the Massachusetts Avenue and Newbury Street signalized intersection. A Traffic Circulation Plan for the Project is attached hereto as Exhibit F.

² In accordance with the Code, Building Height is measured from “Grade” and Floor Area Ratio is measured using “Lot Area”, as those terms are defined in Article 2 of the Code. Because of the air rights nature of the Site, standard methodologies for calculating “Grade” and “Lot Area” are infeasible. The Proponent’s surveyor has determined that the Site has an average site elevation of approximately 30.4 feet above Boston City Base and a lot area of 79,050 square feet. Accordingly, such average site elevation and lot area shall be deemed to be the “Grade” and “Lot Area”, respectively, of the Site for all purposes under this Development Plan.

³ The Project may include rooftop mechanical equipment, headhouses, decks, enclosed or unenclosed common facilities, restrooms, ornamental architectural features, signs and other structures or amenities (collectively, “Rooftop Structures”). Rooftop Structures are allowed and excluded from building height calculations provided such Rooftop Structures (excluding green roofs/open space, headhouses, parapets, mechanical equipment and equipment enclosures) do not exceed 33% of the total roof area of the Project.

The Proponent proposes to improve the Massachusetts Avenue and Newbury Street intersection, provide pedestrian, bicycle and bus improvements along Massachusetts Avenue and Boylston Street, and provide improved and safer connections between the Site and the MBTA's Green Line/Hynes Convention Center Station (the "Hynes Station").

The parking garage and loading area for the Project will be accessed off of Boylston Street. The Project is anticipated to have a new short-term pick-up/drop-off zone, dedicated bus lane and bus shelter along Massachusetts Avenue, and a new short-term pick-up/drop-off zone along Boylston Street. The Project is also anticipated to include the creation of new cycle tracks along Massachusetts Avenue and Boylston Street adjacent to the Site.

Traffic impacts of the Project will be analyzed further in the course of Large Project Review. Mitigation measures to address any such traffic impacts will be the subject of a Transportation Access Plan Agreement between the Proponent and the Boston Transportation Department.

12. **Proposed Parking and Loading Facilities:** The Project will include a two-level, below-grade, structured parking garage anticipated to contain parking for up to 150 vehicles for building occupants, visitors, and public parking uses and will be accessed from Boylston Street. The Proponent may implement a managed parking program, mechanical parking system, and/or stackers if needed to meet the Project's on-Site parking needs. A Parking and Loading Plan for the Project is attached hereto as Exhibit G. An off-street loading area servicing the entire Project will be located within the Site boundary and will be accessed from Boylston Street.

13. **Access to Public Transportation:** The Site is located across from the Hynes Station and in close proximity to MBTA bus lines. The Project is anticipated to include a new bus shelter along Massachusetts Avenue and improved and safer connections between the Site and the Hynes Station. Together, these transportation facilities provide convenient access to and from other nearby areas of the City, such as the Back Bay and Fenway neighborhoods, as well as the City of Cambridge and most of the greater Boston area.

14. **Signage:** Signage for the Project shall include (i) those signs permitted by Article 11 of the Code; and (ii) any additional signs approved by the Authority's Urban Design Department staff from time to time.

15. **Development Review Procedures:** All aspects of the proposed Project design will be subject to ongoing development and design review and approval by the Authority. An Expanded Project Notification Form initiating the Large Project Review process was filed by the Proponent with the Authority on November 9, 2018. The Authority issued a Scoping Determination on April 10, 2019. The Proponent filed a Draft Project Impact Report on May 8, 2019.

16. **Public Benefits:** The public benefits of the Project include urban design improvements, job opportunities, expanded retail options and additional tax revenue, as further described below. Further, the Project will contribute substantially to the improvement of the pedestrian environment, the retail vitality of the neighborhood, and the urban design and architectural character of this area of the City.

a. Jobs and Economic Health: The Proponent will transform the existing Site and will enhance the economy within the Back Bay and Fenway neighborhoods by providing new job opportunities and a source of customers for local retail and service establishments. The Project is anticipated to create as many as 1,100 or more construction jobs in a variety of trades and as many as 2,750 or more new permanent jobs and full-time jobs, which will be transit-accessible. The Project will also bring increased tax revenue to the City by converting this now vacant property to a taxable use. The Project will accordingly contribute extensively to the economic health of the City. The Proponent will enter into a Boston Residents Construction Employment Plan for the Project.

b. Provision of Affordable Housing: In the event the Newbury Street Component of the Project includes any residential units, the Newbury Street Component of the Project will comply with the applicable Executive Orders of the Mayor of the City of Boston relative to the City's Inclusionary Development Policies and will be governed by an Affordable Housing Agreement.

c. Improvements to the Aesthetic Character of the Site. The Project will transform a currently vacant site into a vibrant mixed-use development that will span and cover a portion of the existing undeveloped vertical air rights above the Massachusetts Turnpike, knitting together the Back Bay and Fenway neighborhoods and eliminating an undeveloped and unpleasant parcel amidst one of Boston's most lively and walkable districts.

d. Public Realm: In connection with the Project, the Proponent will enhance pedestrian safety and accessibility surrounding the Site, including an improved pedestrian crossing at the Massachusetts Avenue intersection with Newbury Street, improved sidewalk spaces along Boylston Street and Massachusetts Avenue, a dedicated bus lane along Massachusetts Avenue to separate bicycle and bus operations, a new bus shelter on Massachusetts Avenue, and new bicycle accommodations along Boylston Street, as well as new cycle tracks along Massachusetts Avenue and Boylston Street adjacent to the Site. The Project will contribute substantially to the improvement of the pedestrian environment, the retail vitality of the Back Bay and Fenway neighborhoods and surrounding areas, and the urban design and architectural character of this area of the Back Bay neighborhood. The Project will also include an approximately 16,500 square feet open space located between the Boylston Street Component and Newbury Street Component and fronting on Massachusetts Avenue which will break up the Boylston Street Component and Newbury Street Component and position the Project as a public destination and new gateway to the Back Bay and Fenway neighborhoods.

In addition, the Project has been designed to create the opportunity to realign the existing Massachusetts Turnpike Westbound on-ramp by moving it approximately 150 feet to the west of Massachusetts Avenue, simplifying the existing configuration of the Massachusetts Avenue intersection with Newbury Street and helping to improve pedestrian, bicyclist and driver safety in the area of the Site.

e. **Urban Design:** The Project has been designed to complement the height and massing of the area surrounding the Site and will improve the urban design characteristics and aesthetic character of the surrounding area with the introduction of high-quality architecture to the Site and the enhancement of the public areas with streetscape and pedestrian improvements such as signage, street furniture, lighting, landscaping, outdoor seating areas for potential restaurant occupancy, and publicly-accessible open spaces. In addition, by providing ground-floor retail/restaurant space, the Project will create activity around the Site and provide amenities to building occupants, visitors, and residents of the surrounding neighborhoods, while establishing a new end point for the Newbury Street retail corridor which begins at the Boston Public Garden and currently ends at Massachusetts Avenue. The Project will create a new and iconic gateway to downtown Boston from points west, both entering the City by vehicle via the Turnpike and by train via the railroad tracks extending underneath the Site. The Project has been designed to be responsive to the planning principles of the “City Vision for Turnpike Air Rights in Boston,” issued in June, 2000, and will repair the discontinuity in the urban street wall created by the existing vacant highway overpass which resulted from the Massachusetts Turnpike expansion through Boston.

f. **Smart Growth/Transit-Oriented Development:** The Project is across the street from the Hynes Station and in close proximity to several major MBTA bus lines (including a new bus shelter along Massachusetts Avenue that will be constructed as part of the Project), both of which provide easy access to the Site from the surrounding neighborhood and other areas of the City and beyond.

g. **Sustainable Design:** The Project will comply with the requirements of Article 37, Green Buildings, of the Code.

h. **Improved Open Space:** The Project will include an approximately 16,500 square feet open space located between the Boylston Street Component and Newbury Street Component and fronting on Massachusetts Avenue, as well as an approximately 12,000 square feet elevated park located on level two of the Retail Component which will welcome the public to the second floor and provide unique features such as walking paths and integrated seating elements like raised “bleacher seats”, and a new viewing deck open to the public that takes advantage of the expansive views from the Site looking west.

i. **Financial Benefits:** The Project will result in significant financial benefits to the City, including providing additional property tax revenue by converting this tax-exempt property to a taxable use.

17. **Groundwater Conservation Overlay District:** The Site is located within the Groundwater Conservation Overlay District, as established by Article 32 of the Code. The Project will comply with the standards and requirements set forth in Article 32 of the Code. The Proponent shall demonstrate that the Project meets the requirements of Section 32-6 of the Code by obtaining a stamped certification from a Massachusetts registered engineer showing that the requirements of Section 32-6 of the Code are met or, if site constraints prevent compliance on-site, the Proponent and its engineer will work with the Boston Water and Sewer Commission

(“BWSC”) to develop a plan that would achieve the maximum compliance and any alternatives that would satisfy compliance. The Proponent shall provide a copy of the stamped certification from a Massachusetts registered engineer to the BWSC, the Authority, and the Boston Groundwater Trust prior to issuance of a Certification of Consistency. As such, the Project shall be deemed to be in compliance with Article 32 of the Code and shall not need a conditional use permit from the Board of Appeal for Article 32 purposes.

18. **Restricted Parking Overlay District:** The Site is located within the Restricted Parking Overlay District (“RPOD”). Approval of this Development Plan shall constitute compliance with any and all applicable RPOD requirements, including approval of parking for all non-residential and non-hotel uses of the Project from time to time.

19. **Applicability:** In accordance with Section 80C-9 of the Code, consistency of the Project with this Development Plan shall constitute compliance with the dimensional, use and all other requirements of the Code, to the extent such requirements have been addressed in this Development Plan. To the extent that any aspect of proposed uses and proposed structures complying with this Development Plan are in conflict with any requirement of the Code not specifically addressed in this Development Plan, such requirements shall be deemed to be waived upon approval of this Development Plan. Issuance of a Certification of Consistency will constitute compliance by the Project and Site with all applicable provisions of the Code concerning PDAs.

20. **Minor Modifications to Plans:** This Development Plan sets forth the dimensional, use and other zoning requirements for the Project and the Site, to the extent such requirements have been addressed in this Development Plan. Once this Development Plan is approved, final plans and specifications for the Project will be submitted to the Authority pursuant to Section 3-1A and Article 80C of the 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 dimensional regulations set forth in this Development Plan, minor changes may occur to the Project’s design described in this Development Plan without requiring a PDA amendment.

21. **Development Schedule:** The Proponent estimates that construction of the Project will take approximately thirty (30) months.

22. **Proponent’s Obligations to Proceed with Project:** Notwithstanding anything set forth herein to the contrary, under no circumstances shall the Proponent be obligated to proceed with all or any portion of the Project.

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List of Attachments

Exhibit A Site Perimeter Description

Exhibit B Site Plan

Exhibit C Elevations

Exhibit D Open Space Plan

Exhibit E Allowed Uses

Exhibit F Traffic Circulation Plan

Exhibit G Parking and Loading Plan

EXHIBIT A

Site Perimeter Description

EXHIBIT B

Site Plan

[see attached]

EXHIBIT C

Elevations

Exhibit C sets forth the schematic plans for the Project which may change throughout the Article 80B process, subject to design review by the Authority and review by other governmental agencies and authorities.

[see attached]

EXHIBIT D

Open Space Plan

[see attached]

EXHIBIT E

Allowed Uses for the Site

MAIN USES

In addition to primary uses which are Allowed or Conditional in any of the underlying zoning districts comprising the Site as of the date of the Development Plan and/or thereafter, the following uses:

Retail/Restaurant/Services

Local Retail Business including store retailing one or more of the following: food; baked goods; groceries; packaged alcoholic beverages; drugs; pharmacy; tobacco products; clothing; dry goods; books; flowers; paint; computers; electronic appliances; movie videos; audio tapes and cds; eyeglasses; cameras and photographic equipment, telephones and wireless phones; hardware and minor household appliances

General Retail Business, including department store, furniture store and general merchandise mart

Restaurant

Lunch Room

Cafeteria

Retail Catering

Take-Out Restaurant (Small & Large)

Food Court

Specialty food store, grocery, or supermarket

Restaurant with live entertainment, which may include outdoor and/or rooftop dining, seating and standing areas.

Bar with or without live entertainment

Private Club not serving alcohol

Private Club serving alcohol

Restaurant with or without live entertainment

Fitness Center, health club or gymnasium

Rental agency for cars

Bank

Service Establishment, including the following: barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or dry-cleaner; dry cleaning shop; printing and/or photocopying shop; or optometrist's shop

Trade Uses including the following: tailor shop; caterer's establishment; photographer's studio; upholsterer's shop; radio, television and other electronic appliances repair shop.

Automatic Teller Machine

Agency or Professional Office

Bakery

Liquor Store

Retail Service Laundry

Open Space

Post Office

Art Gallery

Public Art Display Space

Cinema

Beverage Manufacturing, including breweries, distilleries, wineries, tasting rooms and food service

Billiard Parlor

Food Hall, which may include, in addition to restaurants and retail, one or more of the following: musical performances, broadcasts or other live entertainment, whether or not separately ticketed; culinary classes; cultural events; beer; wine or spirits tastings; dancing; and accessory uses incidental to any of the foregoing

Co-Working Office

Conference Center (Boylston Street Component only)

Residential Uses

Multifamily residential housing

Executive Suites

Hotel

Institutional Uses

Institutional Uses subject to the requirements of any applicable Institutional Master Plan (excluding High Impact Sub-Uses and uses that are not otherwise allowed under this Development Plan).

Other Uses

Day Care Center

General Office

Professional School

Trade School

Clinic

Clinical Laboratory

Product development or prototype manufacturing

Research Laboratory

Signs, including Electronic Signs, with On-Premise and Off-Premise content

Parking Garage or Facility

ACCESSORY USES

Accessory uses ordinarily incident to a lawful main use are allowed, subject to the provisions of Article 10, provided that any such accessory use shall be subject to the same restrictions, conditions, limitations, provisos, and safeguards as the main use to which it is accessory, including without limitation the following:

Accessory Telecommunications Equipment and Service Facility

Accessory telecommunications data distribution center

Accessory automatic teller machine

Accessory swimming pool

Accessory parking

Accessory outdoor café

Accessory retail

Accessory cafeteria

Accessory personnel quarters

Accessory machine shop

Accessory storage of flammable liquids and gases (small or large)

Accessory amusement game machines, apparatuses, devices, mechanisms and equipment in a commercial or non-commercial establishment

Accessory Art Use

Accessory Cultural Use

Accessory Family Day Care Home

Accessory Home Occupation

Accessory Offices

Accessory keeping of laboratory animals

Accessory outdoor sale of garden supplies

Accessory Recycling

Accessory Container Redemption

Accessory Services

Accessory Services for Apartment Residents and Hotel Residents

Accessory Truck Storage

Accessory Conference Center

Accessory bus storage

Accessory professional office in a dwelling unit

Accessory fitness center, health club or gymnasium

Ancillary Parking

EXHIBIT F

Traffic Circulation Plan

[see attached]

EXHIBIT G

Parking and Loading Plan

[see attached]