

Attachment 1

PDA Master Plan Redline

**BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**MASTER PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Master Plan. In accordance with Section 3-1A, Sections 53-44 through 53-49, and Article 80C of the Boston Zoning Code (as in effect on the date hereof, the “**Code**”), this plan constitutes the Master Plan for Planned Development Area No. [___] (the “**Master Plan**”), for the proposed redevelopment (the “**Master Project**”) of the East Boston portion of the approximately 161-acre Suffolk Downs site (the “**Suffolk Downs Site**”) located at 525 McClellan Highway in East Boston and Revere, as more particularly described below. This portion of the Suffolk Downs Site that is located within East Boston is referred to herein as the “**PDA Area**”, and includes approximately 109 acres. The PDA Area is described in more detail below and in the legal description attached as Exhibit A hereto, and is shown on the plan attached hereto as Exhibit B (the “**Master PDA Area Plan**”).

This Master Plan contemplates the construction of multiple buildings and related infrastructure, as part of a phased redevelopment, and sets forth a statement of the development concept for the PDA Area, including the planning objectives and character of the development, the proposed uses of the PDA Area, the range of dimensional requirements contemplated for buildings to be developed as part of the Master Project, the proposed phasing of construction, and the anticipated public benefits of the Master Project.

This Master Plan consists of [___] ([___]) pages of text and Exhibits A-I-A-J. All references herein to this Master Plan refer to such pages and exhibits. Capitalized terms used but not defined in this Master Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

This Master Plan describes five phases of development to be located within the PDA Area (each a “**Phase**” and collectively the “**Phases**”), which are expected to be developed as Phases 1-5 as defined below. The Phases, which are discussed in more detail below, will also be the subject of one or more Planned Development Area Development Plans (as defined in the Code, each such plan, a “**PDA Development Plan**”) to provide more specific information about the various Phases and the components thereof.

A conceptual site plan of the Master Project is shown on Exhibit C attached hereto.

2. The Proponent. The proponent of this Master Plan is The McClellan Highway Development Company, LLC, a Delaware limited liability company (collectively with its affiliates and their respective successors and assigns, the “**Proponent**”). The Proponent is an

affiliate of The HYM Investment Group, LLC and is the current owner of the PDA Area and the entire Suffolk Downs Site.

The Proponent is a privately held Delaware limited liability company that is qualified to do business in Massachusetts and that has filed a Statement of Beneficial Interests with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “**BPDA**”), as required by Section 80B-8 of the Code.

3. Suffolk Downs Site and PDA Area Description. The Suffolk Downs Site is an approximately 161-acre underutilized thoroughbred horse racing facility located within East Boston and Revere, Massachusetts which includes (a) the PDA Area, which includes approximately 109 acres located in East Boston, and (b) approximately 52 acres of land that is located in Revere. The Suffolk Downs Site is bordered by Winthrop Avenue to the north, Washburn Avenue and ~~the~~ MBTA Blue Line right-of-way to the east, McClellan Highway (Route 1A) and an oil tank farm to the west, and Waldemar Avenue to the south, and the PDA Area has the same boundaries except that it is bordered by the Revere-Boston municipal boundary to the north. Concurrent with the redevelopment of the PDA Area, the adjacent portion of the Suffolk Downs Site that is located within the City of Revere will be redeveloped pursuant to permits and approvals, including a special permit, issued by the City of Revere.

4. Zoning. The PDA Area is located within the Suffolk Downs Economic Development Area (the “**Subdistrict**”) of the East Boston Neighborhood District, which is governed by Article 53 of the Code. Section 53-44 of the Code identifies the PDA Area as a location for a potential Planned Development Area. The Code also identifies the Suffolk Downs Economic Development Area as a Special Study Overlay Area. The PDA Area is not located within a zoning district designated as residential; accordingly, this Master Plan is permissible under Article 3-1A.a of the Code. As noted above, the land within the PDA Area is currently owned by the Proponent. In connection with the development of the Master Project in accordance with this Master Plan, and to facilitate separate ownership and financing, it is anticipated that the PDA Area will be subdivided and that new legal lots will be created and held under separate ownership.

5. Planning Objectives and Character of Redevelopment. The Proponent’s vision for the Master Project is to create a vibrant, mixed-use transit-oriented community that will offer an active, lively, and appropriate mix of uses (including office, lab, hotel, retail, residential, parking, and other uses), connected and supported by new publicly accessible open space and civic spaces that will incorporate existing wetland features as well as active and passive recreation areas. This will include provision of an extensive, 27-acre (25% of the PDA Area) publicly accessible open space system in Boston, together with an additional 13 acres of publicly accessible open space in Revere (25% of the Revere portion of the Suffolk Downs Site), all of which will be available to Boston residents.

- a. Land Use. The PDA Area and adjacent portions of the Suffolk Downs Site presently includes an underutilized race track, a vacant administration building, a clubhouse and associated maintenance buildings, a grandstand, surface parking, and horse barns (which are dilapidated and unsuitable for further use).

- b. Urban Design. Development of the Master Project will result in the construction of diverse mix of uses, including the following: housing options to meet the needs of surrounding neighborhoods, including apartments, condominiums, and senior housing; commercial office and lab uses attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity in East Boston; and the incorporation of extensive ground-floor retail, including establishing a new retail square, Belle Isle Square, and a connecting “Main Street” retail district that will lead to the Revere portion of the Suffolk Downs Site and Beachmont Square, a new retail square to be constructed by the Proponent at the Beachmont MBTA Blue Line station. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs MBTA Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, and through development of improved connections to adjacent neighborhoods of East Boston and Revere throughout the Suffolk Downs Site, including pedestrian and bicycle pathways within the new open space system and street network. The Proponent will also incorporate forward-thinking resiliency strategies intended to address future sea level rise and other impacts of climate change.

In addition, the Master Project’s development will be subject to the following additional dimensional requirements and urban design parameters:

- i. Rights-of-Way. A conceptual plan of proposed rights-of-way is shown on **Exhibit C-1** attached hereto. This plans shows the proposed locations of the centerline and intended dimensions for each proposed on-site right-of-way, which rights-of-way have been designated using nomenclature from the Boston Complete Streets guidelines. Right-of-way easements will be granted to the City of Boston, after the completion of construction of all rights-of-way and the adjacent development parcels, with respect to specified rights-of-way as shown on **Exhibit C-1**. All rights-of-way will be maintained by a Suffolk Downs building owner’s association (“**SDOA**”) funded by contributions from individual building owners.
- ii. Maximum Building Coverage. The portion of the land area within the PDA Area that is occupied by the footprint of buildings shall not exceed 40% in the aggregate. For purposes of determining whether any proposed development is in accordance with this requirement, the aggregate ground floor footprint of all buildings within the PDA Area shall be taken into account, and compared against the entire land area of the PDA Area, including without limitation open space and roadways.
- iii. Active Ground Floor Uses. A minimum of 75% of the ground floor storefronts along rights-of-way identified on **Exhibit C-2** shall be for space occupied by Active Ground Floor Uses (as defined in Section 7 below).

- iv. *Building Podiums and Stepbacks.* A plan identifying podium stepback zones is shown on **Exhibit C-3** attached hereto. As reflected on such plan, building stepbacks shall be required along certain building frontages along future public rights-of-way, above a podium that shall not exceed six (6) stories in the areas identified for six (6) story podiums, and shall not exceed seven (7) stories in the areas identified for seven (7) story podiums, on **Exhibit C-3**. Such stepbacks shall be a minimum of five (5) feet, except that, for up to twenty percent (20%) of the total linear footage where stepbacks would be required within the PDA Area, the BPDA may grant an exemption from such stepback requirements pursuant to Section 15 of the PDA Development Plans (Development Review Procedures).
- v. *Minimum Distance Between Building Towers.* The minimum distance between any two building components containing occupiable space, which building components rise above a building podium, shall be fifty (50) feet.
- vi. *Building Setbacks.* Buildings shall comply with the minimum building setback zones for five (5), ten (10) and fifteen (15) foot setback areas, measured from the boundary of the adjacent right-of-way, in the locations shown on **Exhibit C-4** attached hereto. For purposes of measuring a building's setback, minor encroachments such as awnings, building cornices, flagpoles, and signage shall be disregarded.
- vii. *Parking, Service and Loading Dock Entrances.* A plan identifying rights-of-way where parking, service and loading dock entrances are prohibited is shown on **Exhibit C-5** attached hereto. For each building, the total width of each curb cut for parking entrances shall not exceed twenty four (24) feet, and the total width of each curb cut for service and loading dock entrances shall not exceed twenty four (24) feet, except that for the specific buildings identified on **Exhibit C-5** as buildings where larger curb cuts are permitted, curb cuts for parking entrances may be up to forty eight (48) feet in width.
- viii. *Maximum Horizontal Building Wall.* A table showing, on a Phase by Phase basis, the maximum horizontal length for uninterrupted building walls, differentiating with respect to buildings where the principal use is residential or commercial, is shown on **Exhibit C-6** attached hereto.

Any variations from the above dimensional requirements and urban design parameters shall require BPDA approval pursuant to Section 15 of the applicable PDA Development Plans (Development Review Procedures).

c. Public Realm.

- i. *Open Space.* The Master Project is anticipated to create key civic and public realm amenities, including numerous open public plazas, parks, playgrounds and outdoor active and passive recreation areas that will allow much greater utilization of the PDA Area compared to the presently underutilized race track

and largely vacant fenced-in areas. Approximately 25% of the overall PDA Area will be developed and maintained by the Proponent as publicly accessible open space in Boston, together with additional publicly accessible open space in Revere that will be available for use by Boston residents. The open space network will also promote forward-thinking stormwater management and resiliency best practices, as well as improving the protection of nearby wetland resources by making them visually available to the public while protecting them from physical disturbances.

Some of the notable open spaces to be constructed as part of the Master Project include:

- (1) Belle Isle Square: a new public plaza adjacent to the Suffolk Downs MBTA Blue Line station, to be known as Belle Isle Square, that will be surrounded by active retail uses, will have seating areas and landscaping, and can be utilized for community events;
- (2) Central Common: a centrally located, year-round, approximately 15-acre active and passive recreation area with an approximately 3-acre open field able to accommodate various uses, including summer picnics, soccer, fitness classes, community events, and other group activities;
- (3) Active Linear Park Corridor: an open space corridor, envisioned to span across the majority of the PDA Area and to link various neighborhoods and the surrounding community via open space that will include mounds, turf, traditional children's playground areas and jungle gyms; and
- (4) ~~Waldemar Avenue Neighborhood~~ Orient Heights Park: a new neighborhood park directly along Waldemar Avenue at the boundary with the Orient Heights residential neighborhood.

The phasing for development of the open space network is set forth in the PDA Development Plans. The open space shall be constructed and maintained by the Proponent, and/or the SDOA, as public open space, and all open spaces will be developed in accordance with the open space guidelines attached hereto as **Exhibit C-7**.

Once completed, open space areas will be maintained by the owners of adjacent buildings or by the SDOA, in perpetuity, and maintenance obligations for open space areas owned by the City of Boston shall be governed by the applicable maintenance agreement entered into respecting each such open space area.

The Proponent has also made the following additional commitments for public ownership or perpetual easements rights for key open space areas as described below totaling approximately 2.5 acres of land to be owned by the City of

Boston and an additional approximately 3 acres of land with respect to which the City of Boston is to hold perpetual easement rights:

(A) Orient Heights Park (approximately 1.0 acre). This open space will be built along a portion of the southern edge of the PDA Site, adjacent to the Orient Heights neighborhood and Waldemar Avenue, and will include active recreational uses (i.e. playground and potentially basketball courts or other facilities), seating areas, and pedestrian and bicycle pathways that connect to the larger Master Project open space network. Following completion of construction of this open space area and associated roads and buildings, the Proponent will cause fee title to the Orient Heights Park to be conveyed to the City of Boston for use as a public park, and will enter into an agreement with the Boston Parks and Recreation Department (“BPRD”) for the SDOA to maintain the open space and the improvements constructed by the Proponent in perpetuity.

(B) Gateway Park Open Space Areas (approximately 1.5 acres in the aggregate). This open space will be built along the new Parkway road (which will run along the Central Common) and be accessible from both the Active Linear Corridor and the Central Common. These Gateway Park open space areas are anticipated to include several active recreational areas such as basketball/tennis/pickle ball courts, playgrounds, and a dog park. Following the completion of the construction of this open space area and associated roads and buildings, the Proponent will cause fee title to the Gateway Park Open Space Areas to be conveyed to the City of Boston for use as a public park, and will enter into an agreement with BPRD for the SDOA to maintain the open space and the improvements constructed by the Proponent in perpetuity.

(C) Multipurpose Field within Central Common (approximately 2.3 acres). The Central Common open space will be the largest open space at the Suffolk Downs Site, and will include a large multipurpose field of approximately 2.3 acres. This multipurpose field will be designed and constructed to support sports such as soccer, events (including community and civic events), and other active recreational uses. Following completion of construction of the multipurpose field, the Proponent will grant open space easements pursuant to an easement agreement with the City of Boston, providing for perpetual public use of the multipurpose field, and will also enter into an agreement with BPRD for the SDOA to maintain the open space and the improvements constructed by the Proponent in perpetuity. This agreement will provide that the SDOA will maintain the multipurpose field and that the SDOA and BPRD will have shared programming rights, with BPRD to oversee programming of the field for 50% of its hours of operation, and with the SDOA retaining control over programming for the remaining 50% of its hours of operation.

(D) Flexible Field within Active Linear Corridor (approximately 0.7 acre). The Flexible Field area within the Active Linear Corridor will be constructed as a rectangular open field that will be suitable for smaller scale recreational purposes. This could include youth soccer, events, yoga and other active recreational uses. Similar to the multipurpose field as described above, this flexible field will be subject to an open space easement agreement with the City of Boston, providing for perpetual public use of the flexible field, and the Proponent will enter into an agreement with BPRD for the SDOA to maintain the open space and the improvements constructed by the Proponent in perpetuity. This agreement will provide that the SDOA will maintain the field and that the SDOA and BPRD will have shared programming rights, with BPRD to oversee programming of the field for 50% of its hours or operation, and with the SDOA retaining control over programming for the remaining 50% of its hours or operation.

The open space within the Master Project will include the following active recreation facilities (or other reasonably equivalent facilities):

- > One (1) Multipurpose Field (as referenced above)
- > One (1) Flexible Field (as referenced above)
- > Four (4) Basketball Courts
- > Three (3) Tennis Courts / Pickle Ball Courts
- > Five (5) Playgrounds
- > Five (5) Bocce Courts

Determinations about specific design and locations of active recreational facilities, including courts, fields, playgrounds and other areas, will be made as individual open spaces are developed, as part of this additional development review process pursuant to Section 15 of each PDA Development Plan.

All of the open space areas located within the Master Project will be operated and maintained by the Proponent or the ~~association of building owners~~ SDOA at no cost to the City of Boston. An illustrative site plan depicting the open space network and programming is attached as **Exhibit F**.

- ii. *Streetscape, Transportation & Access.* The Master Project will create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike stations, green connections, and will encourage public use of the adjacent Suffolk Downs MBTA Blue Line, as well as the Beachmont MBTA Blue Line Station located adjacent to the Revere portion of the Suffolk Downs Site. Tomasello Drive will be upgraded to be pedestrian- and bike-friendly and is anticipated to also serve as a primary access

point for motorized vehicles entering and existing the PDA Area. Several pedestrian loops are also anticipated, ranging from approximately one to one and one half miles. All of the streets, sidewalks, walking paths, and bicycle paths located within the Master Project will be operated and maintained by the Proponent or the association of building owners at no cost to the City of Boston. A roadway circulation plan is included as **Exhibit G. [Right-of-way easements will be granted to the City of Boston, after the completion of the construction of all rights-of-way and the adjacent development parcels, with respect to the rights-of-way shown on Exhibit C-1.](#)**

- iii. *Utilities.* The Master Project will involve the construction of water, sewer and storm drainage facilities in accordance with City of Boston standards. These public infrastructure elements will be constructed at no cost to the City of Boston or other public agencies and will be transferred upon completion to the applicable governmental agency at no cost.
- d. Orient Heights Transition Zone. The Orient Heights residential neighborhood is located to the south of the PDA Area and a portion of the PDA Area has therefore been designated as the “Orient Heights Transition Zone” as shown on **Exhibit C.** Development in the Orient Heights Transition Zone is restricted largely to single family homes, town homes, and small residential buildings. With the exception of a building to be located adjacent to Route 1A which may be used as a hotel (with ground floor retail and other uses accessory thereto), and a small retail building to be located adjacent to the Suffolk Downs MBTA Station, the land and buildings in the Orient Heights Transition Zone may be used only for Residential Uses, Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking), Open Space and Recreational Uses, and uses accessory thereto and shall also be subject to additional restrictions as set forth in this Master Plan and in the applicable PDA Development Plans.

6. The Master Project. The Master Project has completed review under Article 80B of the Code (Large Project Review). A joint Expanded Project Notification Form and Expanded Environmental Notification Form for the Master Project was filed with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “BPDA”) on November 30, 2017. The BPDA issued a Scoping Determination for the Master Project under Section 80B of the Code on February 21, 2018. A joint Draft Project Impact Report and Draft Environmental Impact Report for the Master Project was subsequently filed with the BPDA on October 1, 2018. A Preliminary Adequacy Determination waiving the requirement for a Final Project Impact Report was issued by the BPDA on _____, 2019.

Based upon the approval of this Master Plan and approval of one or more PDA Development Plans, final plans and specifications for each building will be submitted to the BPDA pursuant to Articles 80B and 80C of the Code for final design review approval and certifications as to consistency and compliance with this Master Plan and the applicable PDA Development Plan. The development of the Master Project may proceed in multiple sequential or concurrent phases or sub-phases. The Proponent presently anticipates that the Master Project

will include the following Phases as shown on **Exhibit H** attached hereto, subject to modifications that may be made in accordance with this Master Plan:

- a. *Phase 1.* Phase 1 of the Master Project includes nine (9) buildings and ~~eight~~seven (87) town homes containing a total of approximately 1,338,000 square feet of development adjacent to the Suffolk Downs MBTA Blue Line Station, consisting of the Belle Isle Square public plaza, approximately 745,000 square feet of residential development, and approximately 593,000 square feet of non-residential development including at least 56,000 square feet of Active Ground Floor Uses ~~(as defined below)~~, and the construction of additional open space to provide, together with the Belle Isle Square public plaza, a total of approximately 250,000 square feet (about 5.75 acres) of publicly-accessible open space;
- b. *Phase 2.* Phase 2 of the Master Project includes ~~ten~~eleven (1011) buildings and four (4) town homes containing a total of approximately 1,731,000 square feet of development expanding outward in two directions from the Suffolk Downs MBTA Blue Line Station, consisting of approximately 1,325,000 square feet of residential development, and approximately 406,000 square feet of non-residential development including at least 51,000 square feet of Active Ground Floor Uses, and the buildout of approximately 387,500 square feet (about 8.9 acres) of ~~publically~~publicly accessible open space, including the Boston portion of the Central Common, a new neighborhood park along Waldemar Avenue, and the southernmost portion of the Active Linear ~~Park~~Corridor.
- c. *Phase 3.* Phase 3 of the Master Project includes ~~seven~~eight (78) buildings (including two buildings that are located in both Boston and Revere) containing a total of approximately 2,905,000 square feet of development in the interior of the Suffolk Downs Site, consisting of approximately 1,994,000 square feet of residential development, and approximately 911,000 square feet of non-residential development including at least 53,000 square feet of Active Ground Floor Uses including several blocks of the Main Street retail district, and the buildout of approximately 167,000 square feet (about 3.85 acres) of ~~publically~~publicly accessible open space, including a portion of the Active Linear ~~Park~~Corridor.
- d. *Phase 4.* Phase 4 of the Master Project includes ten (10) buildings (including one building that is located in both Boston and Revere) and ~~eight~~seven (87) single family homes containing a total of approximately 3,183,000 square feet of development bordering on Tomasello Road, consisting of approximately 2,047,000 square feet of residential development, and approximately 1,136,000 square feet of non-residential development and approximately 175,000 square feet (about 4.0 acres) of ~~publically~~publicly accessible open space, including enhancements to the adjacent wetland buffer on the western side of Tomasello Road.

- e. *Phase 5.* Phase 5 of the Master Project includes ~~nineten~~ (910) buildings and four (4) single family homes containing a total of approximately 1,363,000 square feet of development bordering on Tomasello Road as it approaches Route 1A, consisting of approximately 1,199,000 square feet of residential development and approximately 164,000 square feet of non-residential development and approximately 195,000 square feet (about 4.5 acres) of ~~publically~~publicly accessible open space, including enhancements to the adjacent wetland buffer on the norther side of Tomasello Road.

The currently proposed layout of the Master Project, including the Phases, is shown on **Exhibit C**, and may be modified over time as provided in this Master Plan to meet market demand, capitalize on economic opportunities, and respond to the changing needs and desires of residents, employees and visitors. Construction of the Master Project shall begin with Phase 1, and shall proceed generally in accordance with the sequence of Phases, but with the approval of the BPDA buildings in a subsequent Phase may proceed prior to commencement of completion of all buildings in prior Phases. The specific requirements for land, buildings, streets and open space included in each Phase, and their location and use, shall be as set forth in the PDA Development Plan applicable to each Phase and may be modified as set forth in such PDA Development Plan. In the event of any conflict between this Master Plan and a PDA Development Plan, the provisions of the PDA Development Plan shall govern.

7. Range of Density and Dimensions, Proposed Uses. Given the scope, size and community involvement in the planning for Master Project, this Master Plan provides for the Proponent to have a degree of flexibility in the allocation of uses and dimensions in order to effectively respond to future changes in the course of market demands, economic opportunities, and the needs and desires of residents, employees, and visitors. Allowed uses within the Master Project shall include the following uses, each as more particularly defined on **Exhibit HE** attached hereto: Residential Uses; Laboratory, Research and Development Uses; Office Uses; Hotel Uses; Restaurant Uses; Retail, Banking, Service and Wholesale Uses; Neighborhood Health Care Uses; if approved by the BPDA, Educational and Dormitory Uses; Community and Cultural Uses; Facility of Public Assembly Uses; Parking and Vehicular Uses; Art Uses; Open Space and Recreational Uses; Entertainment Uses; Renewable Energy Uses; Wireless Communications Equipment Uses; Signs; and Accessory and Ancillary Uses (collectively, the “**Permitted Uses**”). As used in this Master Plan, “**Active Ground Floor Uses**” shall mean the following if located on the ground floor and open to the public: Restaurant Uses, Retail, Banking, Service and Wholesale Uses, Entertainment Uses, Community and Cultural Uses, and uses accessory thereto. Except in the Orient Heights Transition Zone, all of the Permitted Uses shall be allowed within and throughout the PDA Area. In the Orient Heights Transition Zone only Residential Uses, Parking Uses, Open Space and Recreational Uses, and uses accessory thereto shall be allowed except for a building to be located closest to Route 1A and a building to be located closest to the Suffolk Downs MBTA Station, all as shown on the use plan attached hereto as **Exhibit D**.

The total Gross Floor Area of the Master Project shall not exceed 10,520,000 square feet in the aggregate, which shall include approximately 7,310,000 square feet of Gross Floor Area used for residential space and accessory uses thereto and approximately 3,209,000 square feet of Gross Floor Area used for non-residential space and accessory uses including a minimum of

160,000 of square feet of Gross Floor Area used for Active Ground Floor Uses, which shall be allocated among the Phases as follows:

Phase	Total Gross Floor Area	Residential Gross Floor Area (including accessory uses)	Non-Residential Gross Floor Area	Minimum Required Active Ground Floor Gross Floor Area
1	1,338,000	745,000	593,000	56,000
2	1,731,000	1,325,000	406,000	51,000
3	2,905,000	1,994,000	911,000	53,000
4	3,183,000	2,047,000	1,136,000	0
5	1,363,000	1,199,000	164,000	0
Total	10,520,000	7,310,000	3,210,000	160,000

At the Proponent’s request, with the approval of the BPDA, unused Gross Floor Area may be reallocated from one Phase to another Phase, provided that the Total Gross Floor Area, Residential Gross Floor Area and Non-Residential Gross Floor Area in any Phase may not be increased by more than 10% without an amendment of this Master Plan and of the applicable Development Plan as may be determined by the BPDA. The maximum heights of the various buildings to be developed at the PDA Area shall range from 40 feet along Waldemar Avenue, to 220 feet near the core of the Suffolk Downs Site, along Tomasello Drive, as further detailed in the height zone map attached hereto as **Exhibit I**. Roof structures, decks, penthouses and equipment may be located on the roof of buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas) above the maximum height, subject to design review by the BPDA. The ~~floor area ratio~~ (“[Floor Area Ratio or FAR](#)”) of the Master Project as a whole will not exceed 2.3, as calculated pursuant to the Code, provided that elements of the Master Project that may be located on separately-owned lots at any time and from time to time within the PDA Area shall be treated as a single lot for purposes of calculating FAR if there is a recorded document or agreement between the owners of the PDA Area that allocates the Gross Floor Area (for purposes of the definition of Floor Area Ratio pursuant to Article 2A of the Code) of the Master Project so that the total FAR of such separately-owned lots together does not exceed the total FAR allowable in this Master Plan. “**Gross Floor Area**” shall have the meaning set forth in Article 2A of the Code. Above-grade parking and loading areas consistent with the final construction plans approved by the BPDA shall be required parking and excluded in the calculation of FAR.

This Master Plan and each applicable PDA Development Plan shall supersede the otherwise applicable dimensional and design requirements of the Code (including without limitation the provisions set out in Sections, 53-51.2, 53-52, 53-53, 53-54, 53-55 and 53-56 of

the Code), which shall not be applicable to the Master Project and the PDA Area. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the buildings and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Master Project.

8. Transportation. The Master Project will involve the construction of a comprehensive network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Suffolk Downs Site, all of which shall be maintained and repaired by the Proponent and/or the association of building owners for the Master Project. The streets and sidewalks within the Suffolk Downs Site shall be constructed to comply with a single standard that is generally consistent with the City of Boston's Complete Streets standards and requirements, including requirements for accessibility and bicycle lanes, and the City of Revere's Complete Streets Guidelines. The Master Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted on the circulation plan attached as **Exhibit G**, which is expected to evolve over time and shall be further defined in accordance with the PDA Development Plan applicable to each Phase. At the Proponent's request, the BPDA may approve changes in the location of the proposed roadways and bicycle and pedestrian paths provided that such changes are consistent with the character of the Master Project.

~~The Draft Project Impact Report~~ **Exhibit J** sets forth a proposed program of traffic mitigation and transportation improvements to be implemented within Boston and identifies additional traffic mitigation and transportation improvements to be implemented within Revere, in connection with the Master Project, including extensive roadway improvements to ~~Route 1A and other various~~ roadways, a robust traffic demand mitigation program, shuttle bus service serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, and bike-sharing facilities, all to be provided as part of the Master Project. The Proponent shall work with the City of Boston, the Massachusetts Department of Transportation, the Massachusetts Department of Conservation and Recreation, and the City of Revere to finalize the details of the traffic mitigation and transportation improvements to be implemented in connection with each Phase of the Master Project and the Proponent shall enter into a Master Transportation ~~Improvement~~ Access Plan Agreement ("**TAPA**") for the Master Project with the Boston Transportation Department ("**BTD**") specifying the traffic mitigation and transportation improvements required for the Master Project. The Master ~~Transportation Improvement Agreement~~ TAPA shall provide that, prior to the commencement or construction of each building in the Master Project, and prior to the issuance of a Certification of Compliance and a Certification of Consistency, the owner of the applicable building shall enter into a ~~Transportation Access Plan Agreement~~ TAPA for such building with the BTD specifying the traffic mitigation and transportation improvements required for such building. The Master ~~Transportation Improvement Agreement~~ TAPA shall require the Proponent to provide annual monitoring including traffic monitoring, transit ridership and occupancy monitoring as appropriate for assessing traffic and transit impacts of the Master Project in the Suffolk Downs District. If the amount of traffic generated by the buildings in a completed Phase of the Master Project ~~shall at any time exceed~~ and the corresponding phase of development in Revere exceeds the amount of ~~traffic projected in the DPIR to occur upon full build-out,~~ new average daily trips identified in the chart below, then the Proponent shall work with the City of Boston to implement

additional traffic demand management efforts to reduce the amount of traffic to the projected level.

	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5	Full Build
	2.76 MSF	3.28 MSF	4.38 MSF	4.40 MSF	1.38 MSF	16.20 MSF
<u>New Average Daily Trips at Completion of Phase¹</u>	[25,520]	[27,550]	[26,400]	[26,400]	[9,180]	[114,780]

9. Parking and Loading. It is anticipated that there will be up to ~~7,216~~6,760 parking spaces, to serve the entire Master Project, and adequate loading facilities will be ~~provide~~provided, with the number and location of the parking and loading components for each Phase to be included in and approved in the PDA Development Plan for each Phase, as applicable. The parking proposed for the Master Project has been determined based on similar TOD sites situated in urban contexts similar to the PDA Area. The following parking ratios have been used to determine the amount of parking to be provided for development in the PDA Area:

> Office: 1.0 spaces per 1,000 SF

> Lab: 1.0 spaces per 1,000 SF

> Residential: 0.5 to 1 space per unit, with an overall maximum of 0.75 spaces per unit

> Hotel: 0.5 spaces per room

> Retail: 0.5 spaces per 1,000 SF

The Proponent has committed to monitor parking data over the build-out of the Master Project, and review the data with the BPDA prior to the commencement of each Phase after Phase 1, with the goal of adjusting/reducing the number of parking spaces in future phases, as warranted. The Proponent will also be utilizing shared parking concepts to reduce the actual number of parking spaces built and will closely monitor parking demand with the goal of reducing further the number of parking spaces in future construction phases, as warranted. Parking and loading demand and requirements may be satisfied, including for interim parking needs, through the construction of new parking facilities, use of existing surface parking lots, use of shared parking facilities, and the reservation of designated land areas for construction of future parking spaces on an as-needed basis.

10. Housing. The Master Project includes the development of approximately 7,474,000 square feet of residential space (including accessory uses thereto), including both for sale and rental units. At least 10% of the total amount of residential space shall be senior

¹ Final numbers adjusted to account for mitigation measures are to be confirmed upon completion of the CTPS traffic analysis.

housing. The Master Project intends to set aside 13% of the total number of units (or, at the BPDA's election as set forth below, 13% of the square feet of residential space) as affordable units under the Mayor's Inclusionary Development Policy housing program under the Mayor's Order Relative of Inclusionary Development dated December 9, 2015 (the "IDP"). Included in the total number of affordable units, 13% of the senior housing units (or, at the BPDA's election as set forth below, 13% of the square feet of senior housing space) will be affordable units under the IDP. The Proponent shall enter into a Master Affordable Housing Agreement with the BPDA for the entire Master Project, which shall provide for a separate Affordable Housing Agreement to be executed by the owner of each residential building prior to issuance of a building permit for that building. Each building that includes residential uses shall provide the affordable housing units on site as required by the IDP, or subject to the approval of the BPDA, the Proponent may redistribute the affordable housing units to other buildings or provide the affordable housing at an off-site location.

In addition, the Proponent has made the following commitments respecting affordable housing offsite in East Boston:

- a. Under the IDP, the focus has been on providing a set percentage of the total units onsite, and having these units be comparable in type and size to the market rate units. As a result, a significant percentage of units created under IDP are studios and one-bedroom units. Notwithstanding the above, to increase the provision of large family-friendly units (e.g., three-bedroom units), at the discretion of the BPDA, the Proponent is willing to set aside 13% of the total square footage of all dwelling units within the PDA Area, including both for sale and rental units, as affordable units under the IDP, rather than a set percentage of the total number of dwelling units within the PDA Area, in order to facilitate the provision of larger affordable units.
- b. At the discretion of the BPDA, the Proponent has agreed to provide the on-site affordable rental units at an average of 70% of Area Median Income ("AMI"), instead of providing all such units at 70% of AMI. The maximum AMI of any individual affordable unit would be no more than 80% of AMI. This change from what is typical practice under the IDP is allowed in this area of the City and will assure that residents with incomes below 70% of AMI can be served and can access housing at Suffolk Downs.
- c. The Proponent has agreed to provide a contribution of [AMOUNT TO BE DETERMINED] toward a housing stabilization fund, which fund will be utilized to assist East Boston-based nonprofits in their efforts to purchase and then impose income restrictions on existing market-rate housing units. This fund is intended to address ongoing displacement pressures in and around East Boston, and to be similar to funding from the City's Acquisition Opportunity Program. This contribution will be funded in two equal installments, with the first installment due thirty (30) days after the date that the appeal period ends (without appeals having been filed) for all discretionary Boston approvals for the Master Project, and the second installment due thirty (30) days after the appeal period ends

(without appeals having been filed) for a building permit for the construction of the first building in the PDA Area.

- d. The Master Project is a Development Impact Project that will trigger the payment of substantial Housing Exaction payments, which the BPDA and City of Boston intend to utilize, working with East Boston-based nonprofits, to seek to facilitate their efforts to create, or cause to be created, housing units for occupancy exclusively by low and moderate income residents of East Boston. If requested by the City, the Proponent will make linkage payments for each building when a building permit is issued rather than over seven years as allowed by the Code, applying a discount rate in accordance with customary City practices.
- e. In cooperation with City and Commonwealth officials, the Proponent has agreed to seek infrastructure funding (e.g., grants, bond funding and/or other incentive programs) for the extensive roadway and infrastructure work required in connection with the Master Project. For any such funds that are received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, rather than keeping the net financial benefits thereof the Proponent will on a dollar-for-dollar (1:1) basis make additional contributions to the housing stabilization fund described above.

As a requirement for the issuance of the first building permit for the construction of any building within the Master Project, the following covenant (the “**Non-Discrimination Covenant**”) shall be recorded in a form approved by the General Counsel of the BPDA:

A. The Proponent, and its successors-in-interest as to the PDA Area or any part thereof, shall not discriminate upon the basis of a person’s race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual preference orientation, gender identity, disability, ~~religion or national origin~~ or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.

B. The foregoing non-discrimination covenants shall be included in a recorded declaration or other recorded document that is binding with respect to the PDA Area. It is intended and agreed that the above non-discrimination covenants shall be covenants running with the land, binding to the fullest extent permitted by law and equity for the benefit and in favor of, and enforceable by, the BPDA, its successors and assigns, and the City of Boston, both for and in its or their own right and also to protect the interest of the community and other parties, public and private, in whose favor or for whose benefit the covenants have been provided, against the Proponent, its successors-in-interest as to the PDA Area or any part thereof, and any party in possession or occupancy of the PDA Area, provided that for purposes of any breach of the non-discrimination covenants and any enforcement thereof, each parcel or unit within the PDA Area (including without limitation any individual residential units that may be created and sold), and each owner and any party in possession or occupancy, shall be treated as separate from any others,

with each such owner or party to be responsible for its own compliance and actions with respect to its own portion of the PDA Area. It is further intended and agreed that the non-discrimination covenants shall remain in effect with respect to the Proponent without limitation as to time.

C. The Proponent agrees for itself, its successors and assigns, that during construction of the Master Project and thereafter, when the Proponent, its successors and assigns, develops and carries out a program of advertising for the sale and/or rental of the residential portion of the Master Project, the Proponent shall include in advertising therefor (including signs), the legend “An Open Occupancy Building,” in type or lettering of easily legible size and design. The word “Project” or “Development” may be substituted for the word “Building” where circumstances require such substitution.

D. The Proponent further agrees for itself, its successors and assigns, that during construction of the Master Project and thereafter, the Proponent and its successors and assigns, shall include in advertising for the sale or rental of any residential portion of the Master Project or any portion thereof, a statement to the effect that (a) the Master Project is open to all persons without discrimination on the basis of race, color, sex, sexual preference, religion or national origin; and (b) there shall be no discrimination in public access and use of the Master Project to the extent that it is open to the public.

11. Public Benefits. The Master Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by transforming the portion of the underutilized Suffolk Downs former racetrack facility located within PDA Area into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of uses (including residential, retail, office, lab, hotel, parking and other uses), connected and supported by new open space, neighborhood retail and civic spaces. In line with the City of Boston’s priorities noted in the City’s *Housing a Changing City Boston 2030* plan, the Master Project shall also provide a material increase in housing units.

A comprehensive list of the specific mitigation measures for the Master Plan Project, noting the measures to be provided for each Phase, is attached as Exhibit J. Among its many other anticipated benefits, the Master Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of commercial uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.
- b. Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families), including a substantial number of affordable units in support of the City of Boston’s Inclusionary Housing Program.
- c. Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent,

with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities.

- d. Invest more than \$170 million in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.
- e. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Master Project to local businesses with flexible lease terms pursuant to a plan to be approved by the BPDA prior to the commencement of construction of the first building within the PDA Area.
- f. Support local East Boston community groups by providing at least 2,500 square feet of community space in Phase 1 (which may be relocated within the Master Project) pursuant to a plan to be approved by the BPDA prior to the commencement of construction of the first building within the PDA Area.
- g. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- h. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, in accordance with a Master Development Impact Project Agreement to be executed by the Proponent and the BPDA (the “**Master DIP Agreement**”), and individual Development Impact Project Agreements to effectuate the terms of the Master DIP Agreement that shall be executed by the owner of each building containing Development Impact Uses prior to issuance of the building permit for such building. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Gross Floor Area of Development Impact Uses in the PDA Area, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Project Uses in the Master Project.
- i. Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- j. Develop improved connections to adjacent neighborhoods of East Boston and Revere, including pedestrian and bicycle pathways within the new open space system and street network.
- k. Improve local and regional transportation infrastructure and services through an approximately \$50 million program of off-site improvements to multiple key streets, intersections, transit facilities and related infrastructure, including significant improvements to Route 1A, to be constructed as part of the Master Project, as well as a robust traffic demand mitigation program, shuttle

bus service serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.

- l. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by exceeding the requirements of Article 37 of the Code, with building design criteria meeting or surpassing the LEEDv4 Silver rating for all buildings, at least 75% of the buildings in the Master Project meeting the standards for LEEDv4 Gold and at least 5% of the buildings in the Master Project meeting the standards for LEEDv4 Platinum.
- m. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by constructing all townhouses and single family homes to be Passive House- and/or E+-equivalent.
- n. Advance the City of Boston’s resiliency objectives with building and site improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding, including the potential impacts of extreme precipitation events due to climate change and coastal flooding due to sea level rise. These resiliency measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.

~~A comprehensive list of the specific mitigation measures for the Master Plan Project, noting the measures to be provided for each Phase, is attached as Exhibit J.~~

12. Other Approvals. The design of the individual buildings will be subject to review by the Boston Civic Design Commission, and to further review by the BPDA of the schematic design, design development and construction drawings, pursuant to the ~~BPDA’s~~[BPDA’s](#) Development Review Guidelines and Article 80B of the Zoning Code. Aspects of the Master Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of the Master Project included in this Master Plan, as the same may be amended, shall be required from the Zoning Board of Appeals. In addition, each of the Phases and the buildings and improvements to be incorporated in them, will be subject to one or more PDA Development Plans submitted and approved in accordance with Article 80C of the Zoning Code.

13. Effect of the Master Plan. This Master Plan sets forth the zoning for all elements of the Master Project for the PDA Area. Upon approval by the BPDA, each PDA Development Plan within the PDA Area that is consistent with this Master Plan will be presumed to be compliant and consistent with underlying zoning and all other provisions of the Code to the extent that such requirements have been addressed in this Master Plan or a subsequent PDA Development Plan.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency or Partial Certification of Consistency confirms consistency of each applicable element of the Master Project or of a Phase thereof with this Master Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Master Plan. In order to implement the Master Project, new legal lots may be created and one or more may be leased or conveyed to be in separate ownership. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets each separate building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of Consistency has been issued, or the right to construct any other building contemplated by this Plan.

14. Amendment of Master Plan. Any owner of an individual lot within the PDA Area may seek amendment of this Master Plan only as to such lot in accordance with the procedures prescribed by the Code without the consent of any other owner of land within the PDA Area, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Master PDA Area under this Master Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the Master Project, and in light of the various reviews necessary to secure all required permits and approvals, the Proponent may seek to make modifications to the Phases, and the buildings and site improvements included therein. Such modifications may be approved by the BPDA as part of the development review process under a PDA Development Plan, without requiring an amendment to this Master Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for any Phase be increased or decreased by more than 10% without an amendment to this Master Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Master Plan, no increase in the Building Height or Gross Floor Area of any buildings located within the Orient Heights Transition Zone may be made, and no building in the Orient Heights Transition Zone may be moved closer to the southern boundary of the Phase 1 Site than the distance shown on Exhibit C, without an amendment of this Master Plan.

Exhibit A

Legal Description

[see attached]

METES AND BOUNDS DESCRIPTION
Suffolk Downs
Boston Parcel
Boston, Massachusetts

A certain parcel of land situated in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown on a plan entitled "Suffolk Downs Boston Parcel", dated February 1, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at most northwesterly corner of the premises, thence running;

S 72° 55' 46" E 102.09 feet to a point, thence turning and running;

N 30° 38' 04" E 35.00 feet to a point, thence turning and running;

S 72° 55' 46" E 143.76 feet to a point, thence turning and running;

S 58° 55' 56" E 615.50 feet to a point, thence turning and running;

S 56° 06' 46" E 304.47 feet to a point, thence turning and running;

NORTHEASTERLY by a curve to the left with a length of 155.68 feet and a radius of 120.00 feet to a point, thence turning and running;

N 49° 33' 19" E 311.11 feet to a point, thence turning and running;

N 44° 12' 04" E 473.63 feet to a point, thence turning and running;

N 47° 38' 04" E 169.84 feet to a point, thence turning and running;

N 41° 59' 00" E 112.90 feet to a point, thence turning and running;

N 50° 20' 34" E 426.66 feet to a point, thence turning and running;

N 78° 09' 14" E 106.63 feet to a point, thence turning and running;

N 89° 49' 19" E 74.99 feet to a point, thence turning and running;

N 83° 20' 52" E 190.40 feet to a point, thence turning and running;

N 78° 35' 32" E 238.02 feet to a point, thence turning and running;

S 89° 53' 08" E 109.48 feet to a point, thence turning and running;

S 73° 05' 33" E 89.69 feet to a point, thence turning and running;

S 64° 00' 33" E	346.13 feet to a point, thence turning and running;
S 54° 47' 43" E	115.28 feet to a point, thence turning and running;
S 47° 38' 08" E	90.14 feet to a point, thence turning and running;
S 31° 01' 03" E	106.28 feet to a point, thence turning and running;
S 09° 08' 28" E	231.61 feet to a point, thence turning and running;
S 15° 44' 48" E	299.35 feet to a point, thence turning and running;
S 24° 47' 58" E	93.47 feet to a point, thence turning and running;
S 39° 23' 08" E	110.41 feet to a point, thence turning and running;
S 25° 50' 12" W	858.31 feet to a point of non-tangential curvature, thence turning and running;
SOUTHERLY	by a curve to the right with a length of 566.66 feet and a radius of 2688.79 feet to a point of non-tangential curvature, thence turning and running;
SOUTHWESTERLY	by a curve to the right with a length of 144.65 feet and a radius of 148.18 feet to a point of tangency, thence turning and running;
N 86° 09' 52" W	70.19 feet to a point, thence turning and running;
WESTERLY	by a curve to the right with a length of 18.23 feet and a radius of 288.22 feet to a point of non-tangential curvature, thence turning and running;
N 07° 27' 34" E	100.00 feet to a point of non-tangential curvature, thence turning and running;
WESTERLY	by a curve to the right with a length of 78.37 feet and a radius of 188.22 feet to a point of tangency, thence turning and running;
N 58° 41' 08" W	1050.00 feet to a point, thence turning and running;
S 31° 18' 52" W	100.00 feet to a point, thence turning and running;
N 58° 41' 08" W	150.68 feet to a point, thence turning and running;

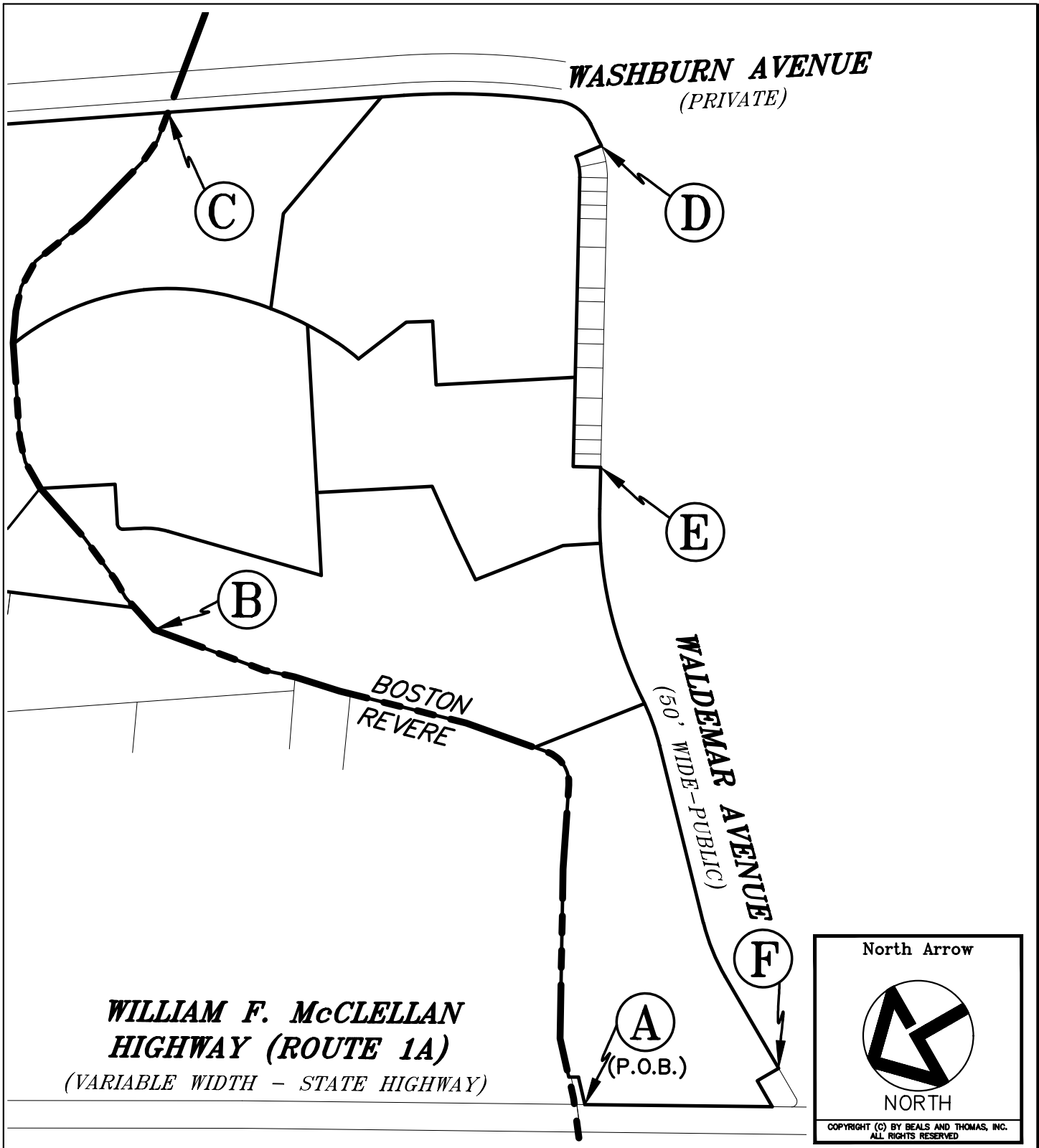
WESTERLY	by a curve to the left with a length of 712.00 feet and a radius of 1465.00 feet to a point of reverse curvature, thence turning and running;
WESTERLY	by a curve to the right with a length of 182.45 feet and a radius of 828.45 feet to a point, thence turning and running;
N 73° 54' 48" W	663.79 feet to a point, thence turning and running;
WESTERLY	by a curve to the left with a length of 210.98 feet and a radius of 740.61 feet to a point, thence turning and running;
S 89° 45' 52" W	385.00 feet to a point, thence turning and running;
N 00° 14' 08" W	90.00 feet to a point, thence turning and running;
S 89° 45' 52" W	108.89 feet to a point, thence turning and running;
N 30° 38' 04" E	680.72 feet to the point of beginning.

Containing 4,756,315 square feet more or less, or 109.190 acres more or less.

Exhibit B

Master PDA Area Plan

[see attached]



Suffolk Downs
Boston Parcel
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Perimeter Boundary Exhibit
 Scale: 1"=500' Date: 02/01/2019
 Source File: 285402B013A
 Drawing No. 285402P149A-001
 B+T Project No. 2854.02

Line & Curve Table		
Direction/Delta	Length	Radius
A S72°55'46"E	102.09	
N30°38'04"E	35.00	
S72°55'46"E	143.76	
S58°55'56"E	615.50	
S56°06'46"E	304.47	
74°19'55"	155.68	120.00
N49°33'19"E	311.11	
N44°12'04"E	473.63	
N47°38'04"E	169.84	
N41°59'00"E	112.90	
N50°20'34"E	426.66	
B N78°09'14"E	106.63	
N89°49'19"E	74.99	
N83°20'52"E	190.40	
N78°35'32"E	238.02	
S89°53'08"E	109.48	
S73°05'33"E	89.69	
S64°00'33"E	346.13	
S54°47'43"E	115.28	
S47°38'08"E	90.14	
S31°01'03"E	106.28	
S9°08'28"E	231.61	
S15°44'48"E	299.35	
S24°47'58"E	93.47	
S39°23'08"E	110.41	

Line & Curve Table		
Direction/Delta	Length	Radius
C S25°50'12"W	858.31	
12°04'30"	566.66	2688.79
55°55'51"	144.65	148.18
N86°09'52"W	70.19	
3°37'26"	18.23	288.22
D N7°27'34"E	100.00	
23°51'18"	78.37	188.22
N58°41'08"W	1050.00	
S31°18'52"W	100.00	
E N58°41'08"W	150.68	
27°50'46"	712.00	1465.00
12°37'06"	182.45	828.45
N73°54'48"W	663.79	
16°19'20"	210.98	740.61
S89°45'52"W	385.00	
F N0°14'08"W	90.00	
S89°45'52"W	108.89	
S30°38'03"W	680.72	

Suffolk Downs
Boston Parcel
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Line & Curve Tables

Date: 02/01/2019

Source File: 285402B013A
 Drawing No. 285402P149A-002

B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]



Key

Master Plan PDA Boundary

Orient Heights Transition Zone

Exhibit C
Site Plan

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit C-1

Rights-of-Way Plan

[see attached]



Key

Master Plan PDA Boundary

Rights-of-Way (Approximate)

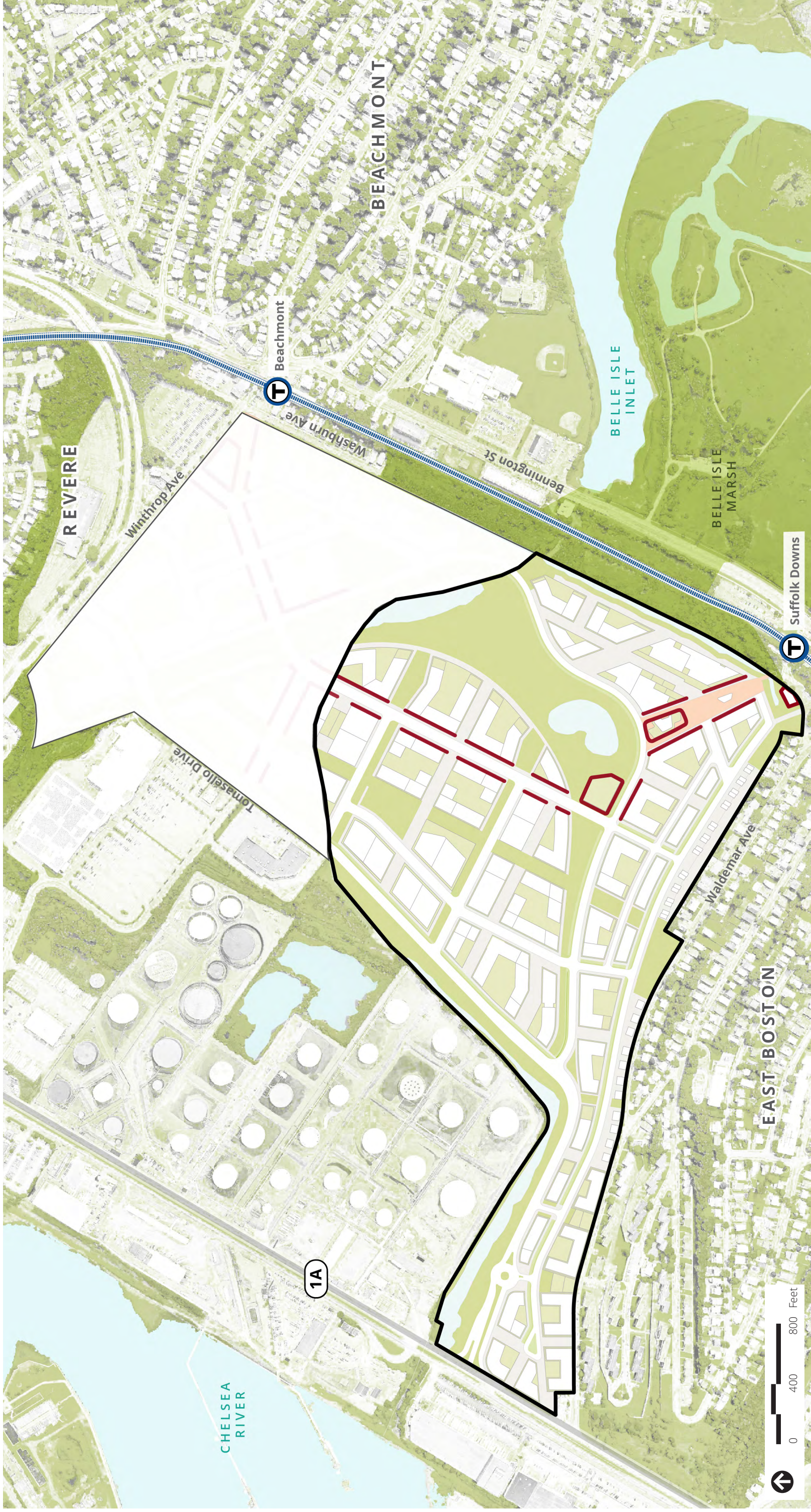
Exhibit C-1
Rights-of-Ways

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit C-2

Active Ground Floor Uses Plan

[see attached]



Key

Master Plan PDA Boundary

Active Ground Floor Use Frontage

Active Ground Floor Uses

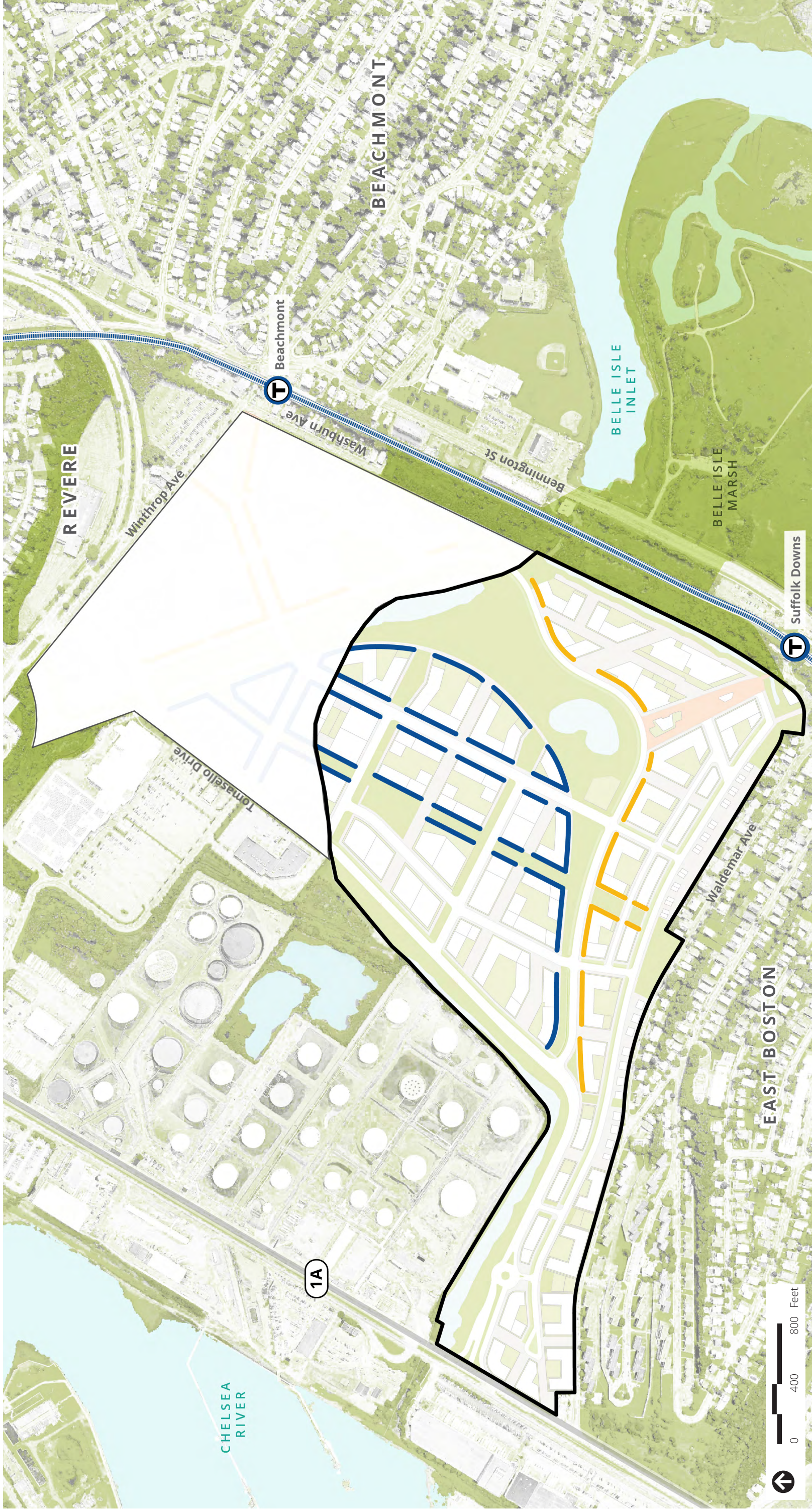
**Suffolk Downs Redevelopment
Boston & Revere, Massachusetts**

Exhibit C-2

Exhibit C-3

Building Podium Stepback Plan

[see attached]



Key

Master Plan PDA Boundary

7 Floor Podium Stepback

6 Floor Podium Stepback

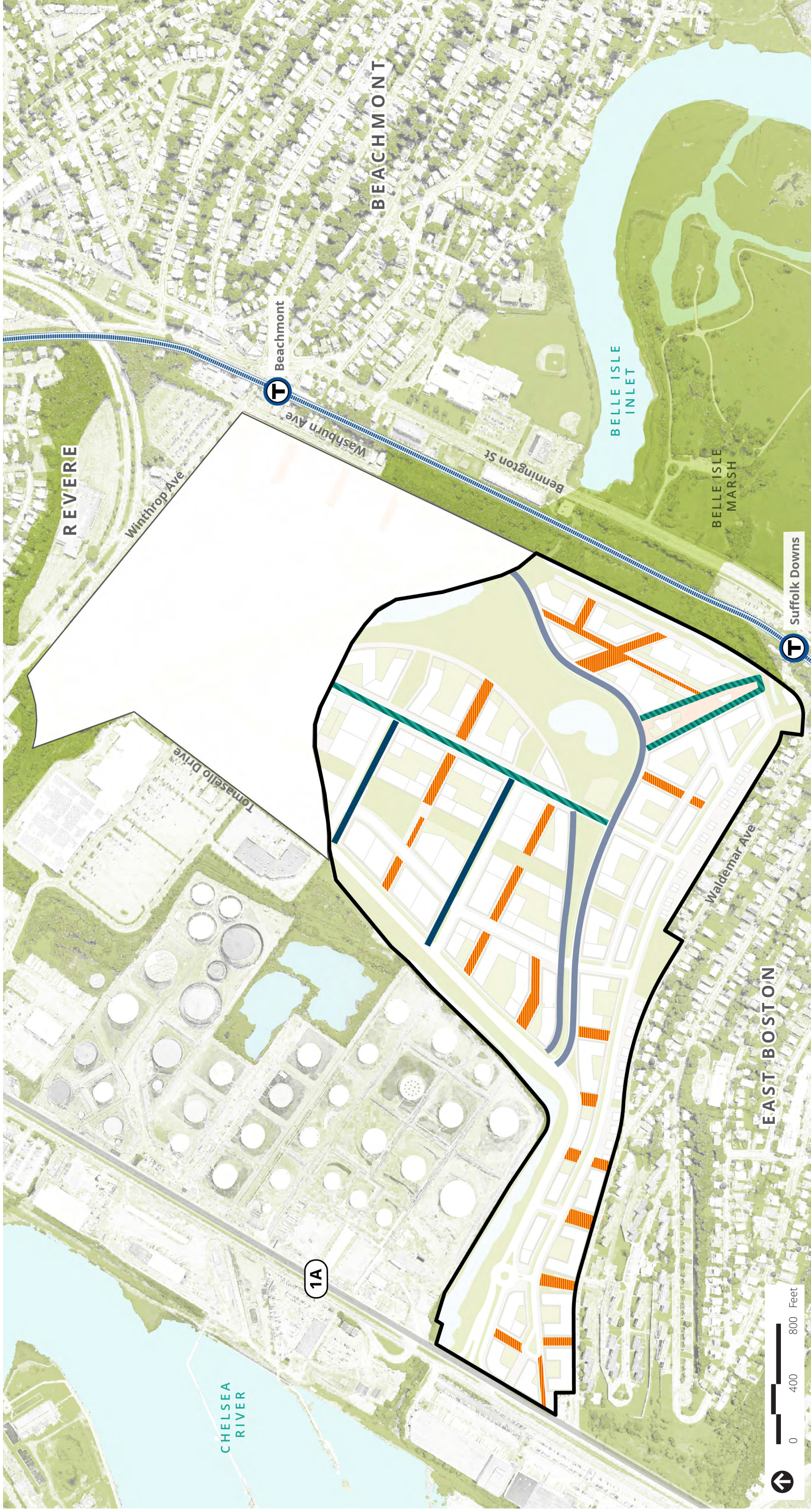
Exhibit C-3
Building Podiums and Stepbacks

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit C-4

Building Setbacks Plan

[see attached]



Key

Master Plan PDA Boundary

- Service Alley Easements
- 15' Building Setback
- 10' Building Setback
- 5' Building Setback

Exhibit C-4
Building Setbacks

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit C-5

Parking, Service and Loading Dock Entrance Plan

[see attached]



Key

Master Plan PDA Boundary

Roadways with restrictions to parking, service, and loading entrances

Buildings where parking, service and loading entrance prohibitions do not apply, subject to design review

Potential 48' wide parking entrances

Exhibit C-5

Parking, Service and Loading Dock Entrances

**Suffolk Downs Redevelopment
Boston & Revere, Massachusetts**

Exhibit C-6

Maximum Horizontal Building Wall Table

<u>Phase</u>	<u>Maximum Commercial Building Horizontal Wall Length*</u>	<u>Maximum Residential Building Horizontal Wall Length*</u>
<u>Phase 1</u>	<u>415</u>	<u>285</u>
<u>Phase 2</u>	<u>270</u>	<u>320</u>
<u>Phase 3</u>	<u>270</u>	<u>380</u>
<u>Phase 4</u>	<u>275</u>	<u>410</u>
<u>Phase 5</u>	<u>200</u>	<u>250</u>

* Note that designation of building as residential or commercial is with respect to the primary use of the building.

Exhibit C-7

Open Space Guidelines

[see attached]

CENTRAL COMMON



Description

The Central Common is proposed to serve as a large-scale urban open space that will provide a diversity of uses—passive and active, open and shaded, ecological and programmed, including an approximate 2.3-acre flexible playing field area. The Central Common open space will be located at the center of the Suffolk Downs site and it is anticipated that it will establish important pedestrian and cyclist connections to the site's greater open space network.

General Character

This open space is planned to have a general character defined by:

- approximately 2.3-acre flexible playing field area
- a civic node area
- the previously-existing on-site pond, which will be enhanced with surrounding seating areas
- groves of shade trees
- walking paths and siting areas

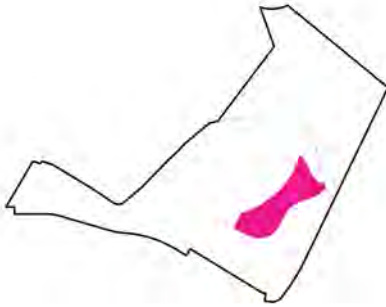
Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- active recreation areas, including a flexible open playing field area that can be used for soccer or other organized sports
- a strolling/promenade area
- outdoor exercise and free play areas
- passive recreation areas, among lawn and groves

Size

- Approximately 12 acres in Boston; additional area proposed to be constructed in Revere



ACTIVE LINEAR CORRIDOR



Description

The Active Linear Corridor is proposed to integrate active play and recreation across the center of the Suffolk Downs site and establish pedestrian connections through the middle of the site. The corridor is planned to incorporate recreational uses for all ages, from creative play spaces for children and teenagers, courts and outdoor sport facilities for older and younger adults, as well as flexible gathering spaces with a variety of social and active recreation opportunities.

General Character

This open space is planned to have a general character defined by:

- creative play spaces
- accessible pedestrian paths
- flexible use turf areas
- shade trees and spaces to sit throughout
- courts and outdoor sport facilities

Typical Uses

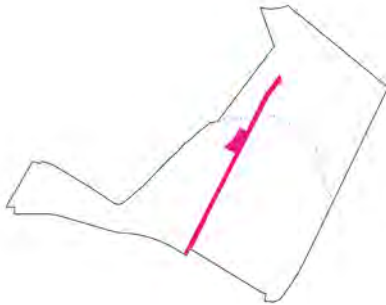
This open space will include a variety of active uses.

These are anticipated to include:

- children's playgrounds
- mounds for creative play
- grass turf areas for open play and resting
- an approximately 1-acre multi-purpose field area
- chess or other quiet social games
- basketball, tennis, and pickleball courts

Size

- Approximately 4 acres



ORIENT HEIGHTS NEIGHBORHOOD OPEN SPACE



Description

This proposed neighborhood park provides a neighborhood gathering space with access from the Suffolk Downs site and the adjacent Orient Heights neighborhood. The open space is expected to welcome neighbors to the site while anchoring the Active Linear Corridor and providing connections for pedestrians and cyclists between the new Suffolk Downs development and the existing neighborhood.

General Character

This open space is planned to have a general character defined by:

- creative play equipment
- a flexible use lawn area
- an active play court area
- walking paths and cycling tracks connected to a larger transportation network

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- a children's playground
- a basketball court or other active play court area
- a lawn area
- seating areas

Size

- Approximately 1 acre



THE GATEWAY



Description

This open space area is planned to provide active recreational space and to function in part as an extension of the Active Linear Corridor and a connection to the Central Common. These open spaces are expected to supplement other open space areas along the southern portion of the site with more small-scale recreational opportunities for everyday use.

General Character

This open space is planned to have a general character defined by:

- active play courts
- pet recreation area
- pedestrian and bicyclist connections to the larger transportation network

Typical Uses

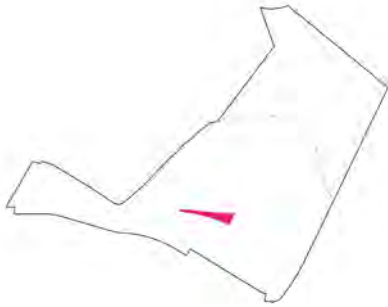
This open space will include a variety of active uses.

These are anticipated to include:

- basketball and tennis/pickleball courts
- dog park
- seating areas

Size

- Approximately 1 acre



GREEN FINGERS



Description

The Green Fingers are proposed as new linear open spaces that are planned to provide connections across neighborhoods and which contain walking and biking trails to connect residential and commercial areas to the Central Common. These open spaces are also planned to include green infrastructure that is designed to help manage stormwater and improve site resiliency.

General Character

This open space is planned to have a general character defined by:

- linear pedestrian and bicycling paths
- green infrastructure improvements
- select active recreation nodes

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- walking and biking trails
- small children's play areas
- seating areas

Size

- Approximately 2 acres

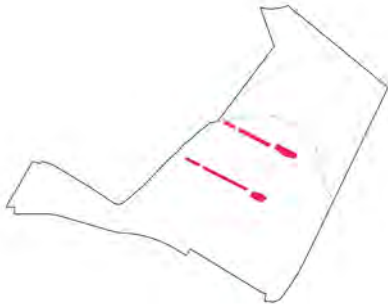


Exhibit D

Use Plan

[see attached]



Key






-  Master Plan PDA Boundary
-  Orient Heights Transition Zone
-  Residential
-  Residential/Commercial/Mixed-Use
-  Residential with Ground Floor Retail

Exhibit D
Use Plan

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit E

List of Permitted Uses⁺²

Laboratory, Research and Development Uses

- Research and Development Uses and Scientific Laboratory Uses, including, but not limited to, basic laboratory; research laboratory or product development or prototype manufacturing or a facility devoted to the testing and analysis of scientific and applied research hypotheses through experimentation.

Office Uses

- Office Uses, including, but not limited to, agency or professional office, back office, shared office space, general office and office uses by insurance companies, cultural groups, community service organizations, banks and offices of architects, attorneys, dentists, physicians or other professional people.

Residential Uses

- Residential Uses, including, but not limited to single family homes, town homes, multi-family residential uses and senior housing, with a mix of unit types, including micro units, studios, one, two and three bedroom units and extended stay apartments.

Hotel Uses

- Hotel and Conference Center Uses, including, but not limited to, bed and breakfast; conference center; executive suites; hotel, including extended stay hotel.

Restaurant Uses

- Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishments serving or not serving alcohol and/or other place for the service or sale of food and/or drink for on-premises consumption and serving or not serving alcohol, including outdoor cafes; place for sale and consumption of food and beverages and serving or not serving alcohol providing dancing or entertainment or both; in a structure, sale over the counter, not wholly incidental to a local retail business or restaurant 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; bakery, café, coffee shop, delicatessen and/or diner and facility of public assembly.

⁺² Capitalized terms used but not defined in this Exhibit E shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

Retail, Banking, Service and Wholesale Uses

- Retail Uses, Banking and Postal Uses, Service Uses and Wholesale Uses, including, but not limited to retail or service business, including, but not limited to, store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, photocopying establishment, tailor, post office, pick-up and delivery station of laundry or dry cleaner, liquor store, tailor shop, hand laundry, store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, medication, tobacco products, clothing, dry goods, books, film, video, computer software, art, flowers, paint, hardware, and small household appliances, retail uses, including, but not limited to, department store, furniture store, general merchandise mart and accessory storage, bank (not including a drive-in window), automatic teller machine and a wholesale business.

Community and Cultural Uses

- Community Uses and Cultural Uses, including, but not limited to, childcare uses, including, but not limited to, day care center and nursery school, learning or tutoring center, community center, art use and artists' mixed-use, including, but not limited to, workshop, arts studio, art gallery (commercial or nonprofit) and exhibit space, art needle workshop, costume rental establishment, historical exhibit, musical instrument repair, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

Facility of Public Assembly Uses

- Facility of Public Assembly, such as auditorium, theater, concert hall, dance hall, drive-in theater, or stadium.

Neighborhood Health Care Uses

- Medical offices, clinic including facility for out-patient procedures, assisted living and custodial care facility.

Educational and Dormitory Uses

- Dormitory and satellite facilities for college, university, professional school, or trade school.

Art Uses

- The creation, manufacture, or assemblage of visual art, including two- or three-dimensional works of fine art or craft, or other fine art objects created, manufactured, or assembled for the purpose of sale, display, commission, consignment, or trade by artists or artisans; or classes held for art instruction.

Parking and Vehicular Uses

- Parking uses, including, but not limited to, parking garages; on-street parking; vehicle cleaning services, car-sharing and/or bicycle-sharing service and vehicle rental agency principally for residents, employees and visitors to the Suffolk Downs Site and surrounding neighborhoods.

Renewable Energy Uses

- Renewable energy facilities and equipment, including, but not limited to, solar panels for the generation of electricity and building integrated wind energy facilities.

Wireless Communications Equipment Uses

- Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electromagnetic communications signals.

Open Space and Recreational Uses

- Open Space Uses, including, but not limited to, open space for active or passive recreational use and public open space.

Entertainment Uses

- Entertainment Uses, including, but not limited to, theatre, bar, fitness center and/or gymnasium.

Signs

- Signs as permitted in accordance with the applicable PDA Development Plan.

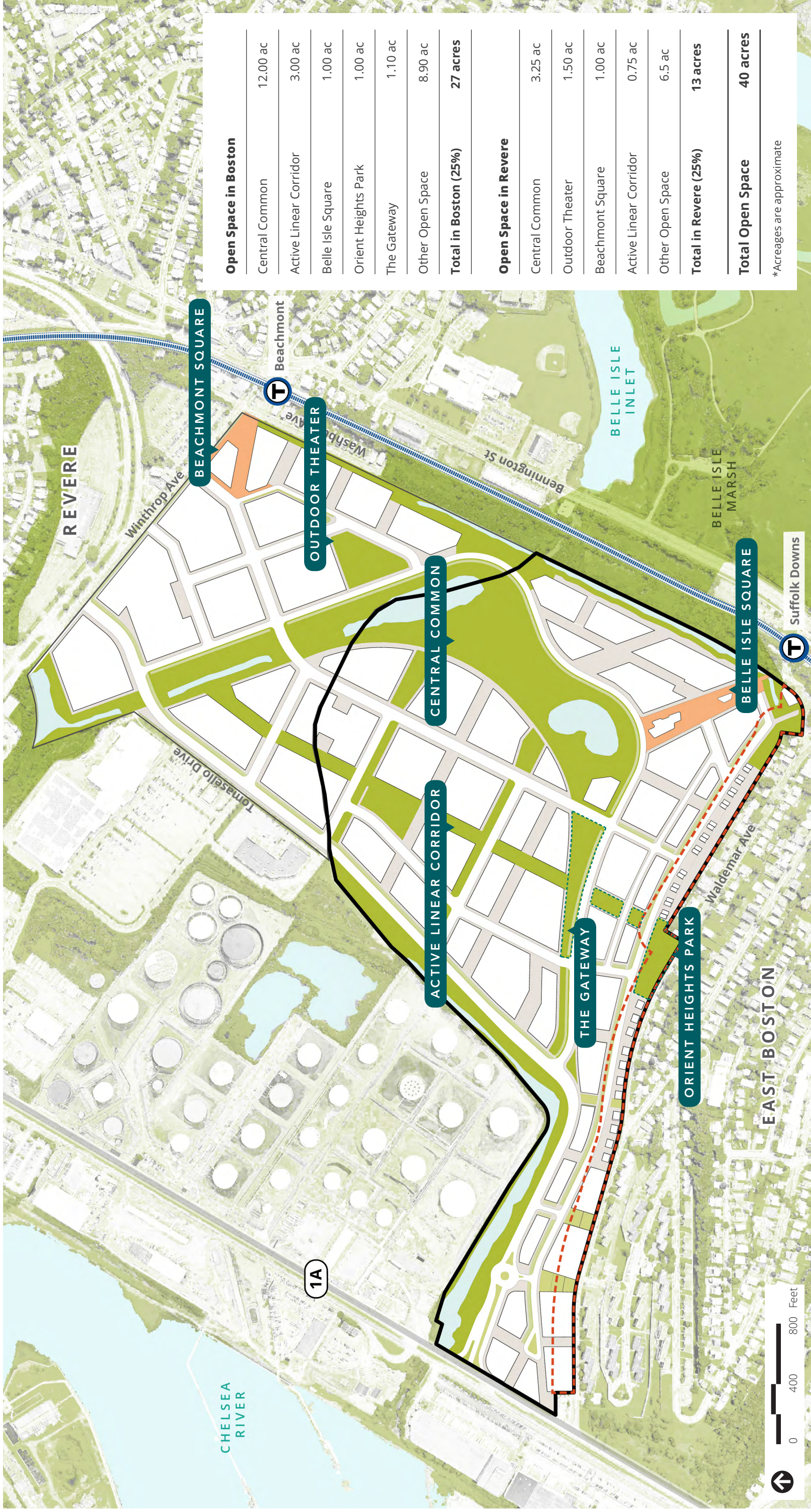
Accessory and Ancillary Uses

- Accessory Uses and Ancillary Uses as defined by the Code, including, but not limited to, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; the storage of flammable liquids and gases incidental to a lawful use; permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use; storage; accessory keeping of laboratory animals; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.

Exhibit F

Open Space Plan

[see attached]



Open Space in Boston	
Central Common	12.00 ac
Active Linear Corridor	3.00 ac
Belle Isle Square	1.00 ac
Orient Heights Park	1.00 ac
The Gateway	1.10 ac
Other Open Space	8.90 ac
Total in Boston (25%)	27 acres

Open Space in Revere	
Central Common	3.25 ac
Outdoor Theater	1.50 ac
Beachmont Square	1.00 ac
Active Linear Corridor	0.75 ac
Other Open Space	6.5 ac
Total in Revere (25%)	13 acres
Total Open Space	40 acres

*Acreages are approximate

Key

- Master Plan PDA Boundary
- Orient Heights Transition Zone

2.5 Acres Open Space to be conveyed to City of Boston

Exhibit F

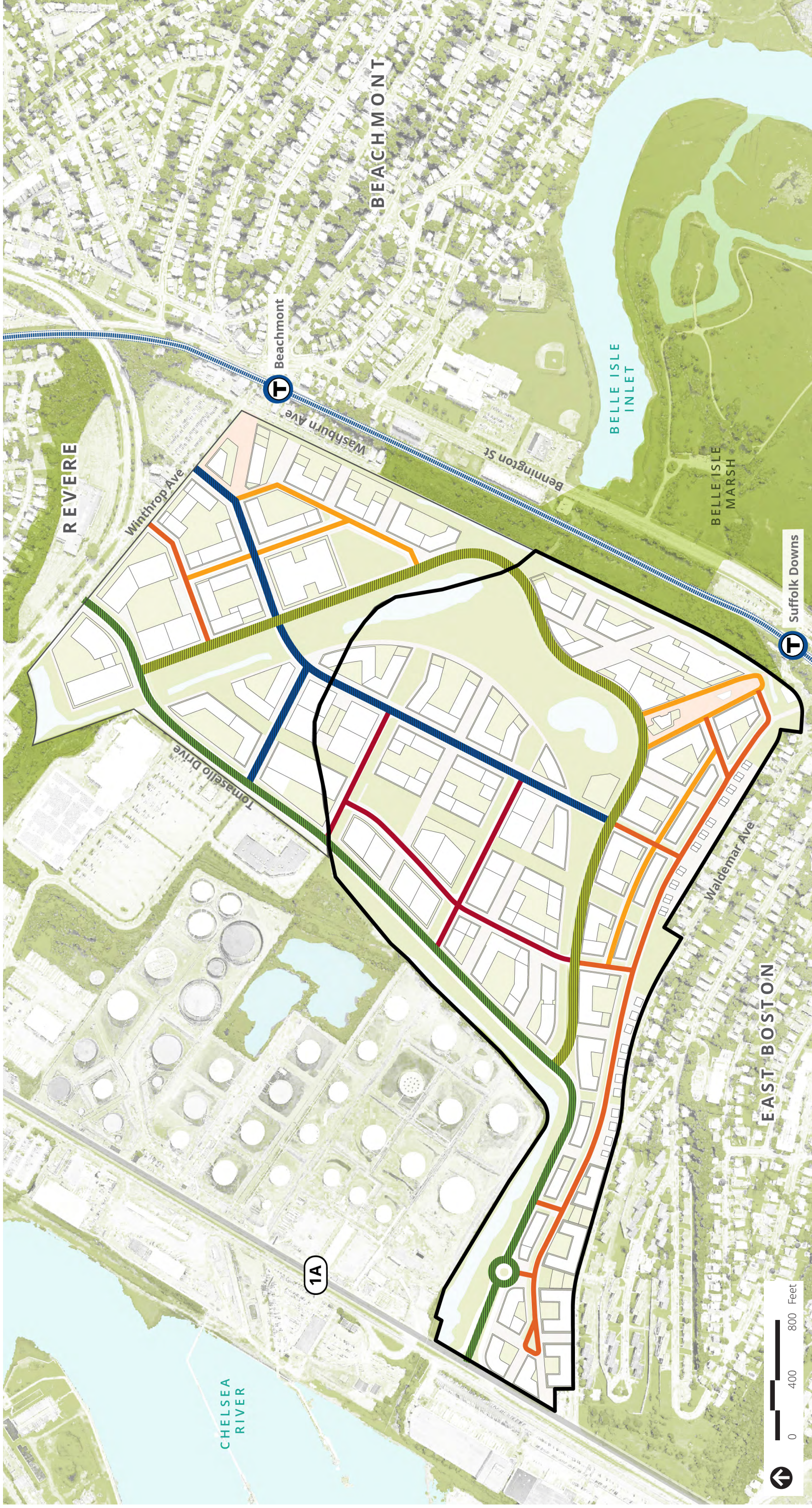
Open Space Plan

**Suffolk Downs Redevelopment
Boston & Revere, Massachusetts**

Exhibit G

Roadway Circulation Plan

[see attached]



Key

Master Plan PDA Boundary

Neighborhood Main Street

Boulevard

Parkway

Neighborhood Connector

Neighborhood Residential

Shared Street

Neighborhood Main Street

Boulevard

Parkway

Exhibit G

Roadway Circulation

(Boston Complete Streets Classification)

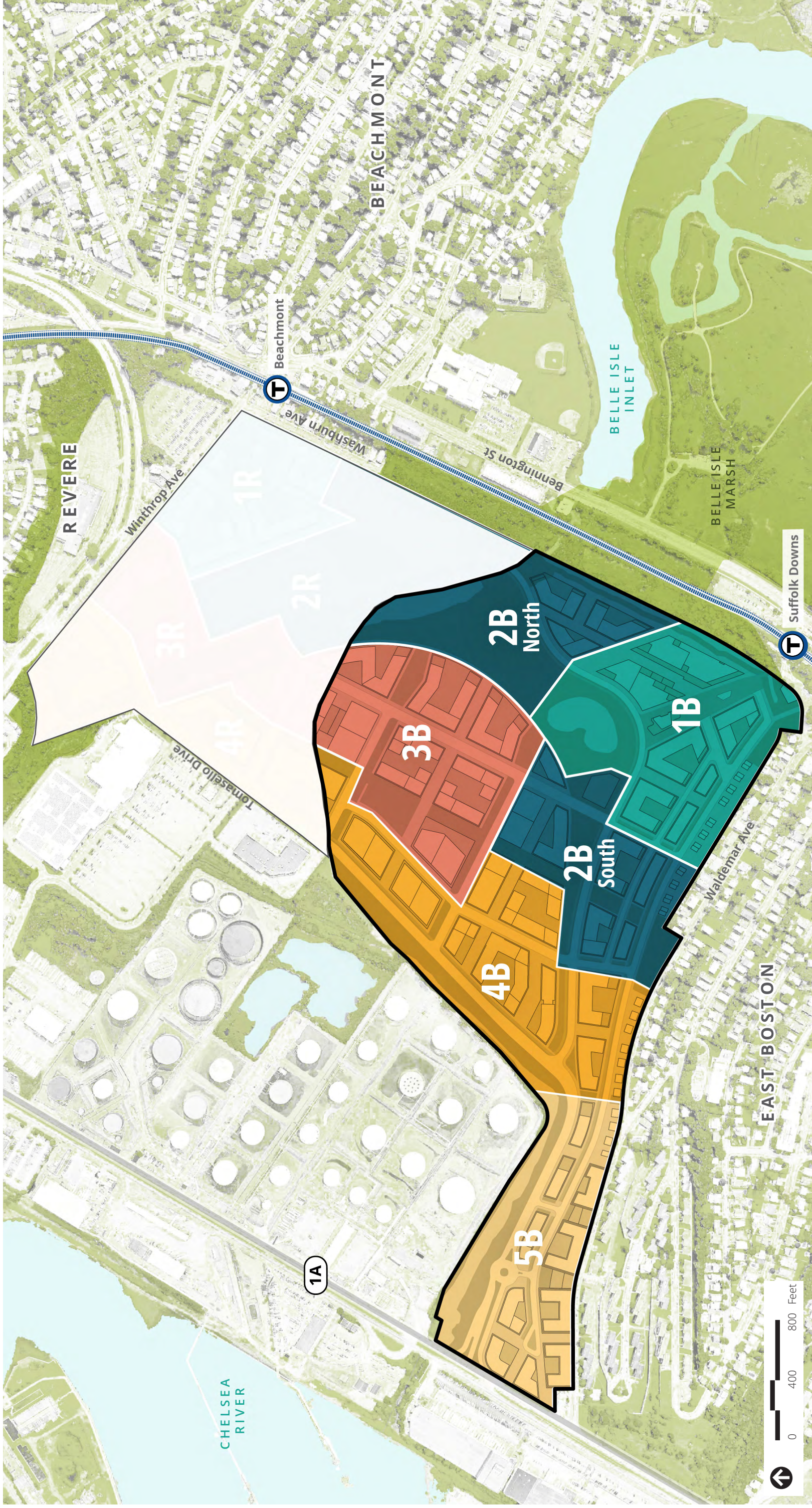
Suffolk Downs Redevelopment

Boston & Revere, Massachusetts

Exhibit H

Phasing Plan

[see attached]



Key

 Master Plan PDA Boundary

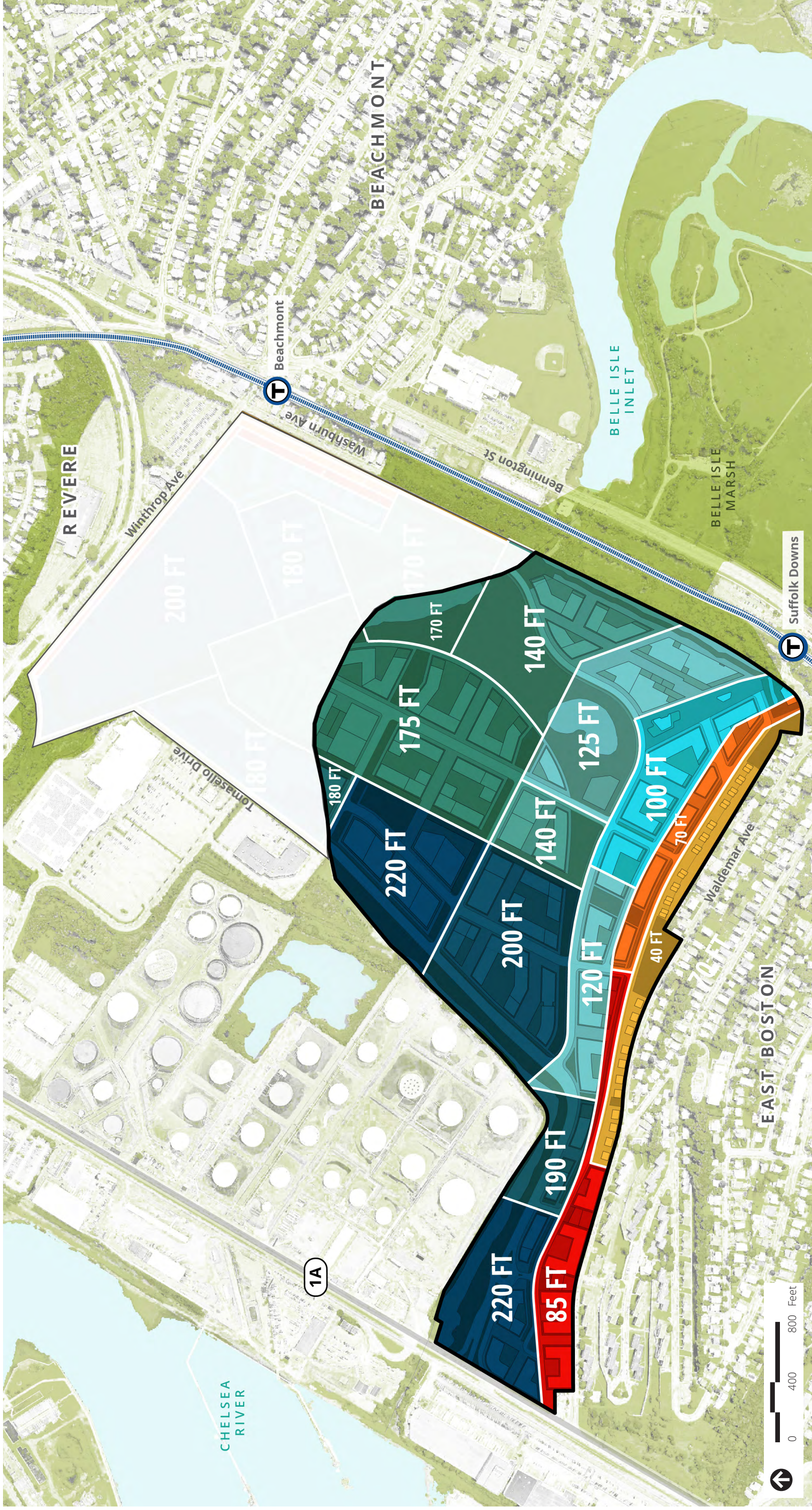
Exhibit H
Phasing Plan

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit I

Height Zone Map

[see attached]



Key

Master Plan PDA Boundary

Exhibit I

Height Zone Map

**Suffolk Downs Redevelopment
Boston & Revere, Massachusetts**

Exhibit J

Suffolk Downs

Summary of Public Benefits and Project-Related Mitigation Measures

~~January 16, 2019~~

General	
Diversify and expand East Boston’s economic and job opportunities through new development with a mix of uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.	All phases of construction
Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families)	All phases of construction
Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities	All phases of construction
Invest more than \$170 million, across the entire Suffolk Downs site, in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.	All phases of construction
25% of site will be built and maintained as publicly accessible open space, with approximately 27-acres in Boston and an additional approximately 13 acres in Revere, all available to Boston residents.	All phases of construction
<u>Convey to the City fee ownership in approximately 2.5 acres and easements in approximately 3 additional acres of key open space areas, and provide shared programming rights to the City with respect to key portions of the open space system, in each case in accordance with the Master Plan.</u>	<u>Following completion of construction of applicable open spaces and adjacent development parcels.</u>
Compliance with Boston’s Inclusionary Development Policy, 13% Affordability (estimated to be up to 900 Affordable Units)) <u>(or 13% of onsite dwelling unit space as noted below).</u>	All Buildings in Boston that include residential uses
<u>At the request of the BPDA, provide affordable units in residential buildings that are equal to 13% of the dwelling unit floor area (instead of 13% of the number of units) to facilitate a larger number of family-friendly affordable housing units (e.g., three-bedroom units).</u>	<u>All phases of construction</u>
<u>At the request of the BPDA, provide residential units to residents having an average income equal to 70% of AMI so that some units</u>	<u>All phases of construction</u>

may be provided to residents with incomes below 70% of AMI.	
Contribute [amount to be determined] toward a new East Boston Neighborhood Housing Stabilization Fund, and work with the City to direct portions of future Housing Exaction Payments (Linkage Funds) to this new East Boston Neighborhood Stabilization Fund, to help address ongoing displacement pressures in and around East Boston.	Funding in 2 equal installments, (A) 30 days after appeal period ends for discretionary Boston approvals, and (B) 30 days after appeal period ends for a building permit first building in PDA Area.
Seek infrastructure funding for the Master Project and for any funds that are actually received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, on a dollar-for-dollar (1:1) basis make additional contributions to the East Boston Housing Stabilization Fund described above.	Prior to completion of on-site infrastructure
Creation of up to 14,000 new construction jobs and 25,000 – 50,000 new permanent jobs	All phases of construction
Generate substantial economic benefits to the City of Boston through new net tax revenue.	All phases of construction
Housing and Jobs Exaction Payments (i.e. Linkage) to the City of Boston. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Development Impact Uses after the first 100,000 square feet	All Buildings in Boston that include Development Impact Uses
Create economic development opportunities for residents and businesses in East Boston by inclusion of 10% of the retail square footage in Boston to local businesses and owners with flexible lease parameters;	All phases of construction in Boston
Support local East Boston community groups by provision of a 2,500 SF as ground floor civic space to be located in a Phase 1 Building in Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
Inflow & Infiltration mitigation payments of \$9.64 per new gallon of sanitary flow added	All phases of construction: in Boston
Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, including installation of approximately 9,200 linear feet (lf) of bicycle lanes and approximately 8,100 lf of separated cycle tracks across the Master Project.	All phases of construction
Advance the City of Boston's resiliency objectives with improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding. These measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower	All phases of construction:

levels that can be used as potential flood storage areas.	
Plant over 1,500 new street trees across the entire Suffolk Downs Site	All phases of construction
Record a non-discrimination covenant prohibiting discrimination based on a person's race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual orientation, gender identity, disability or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.	Prior to commencement of construction of the first building in Boston
Grant right-of-way easements to the City of Boston with respect to specified rights-of-way in accordance with the Master Plan.	After completion of construction of all rights-of-way and adjacent development parcels
Wetlands and Waterways	
Horseshoe Pond Bank Improvements	Phase 1B Construction
**Sales Creek Culvert Daylighting	Phase 2R Construction
Vegetation Enhancement/RFA Restoration	Phases 2B, 2R, 3B, 3R, and 4R Construction
Invasive Species Management	Phase 1R Construction
**Mitigate potential temporary off-site impacts to resource areas (Bank, BVW, LUWW, RFA, LSCSF) due to interim sewer connection (partially on-site) by restoring them within the existing footprint immediately following completion of the installation.	Phase 1R Construction
Mitigate potential off-site impacts to resource areas due to traffic improvements, if necessary (See DEIR/DPIR Table 5-3) .	Immediately subsequent to traffic improvements
Stormwater Management	
Construct a Stormwater Management System that will improve overall quality of storm-water runoff, includes LID, will be used for irrigation, addresses future increased storm intensity due to climate change.	All Phases of Construction: See Figure 1.1 of DPIR
Work with Massport to ensure the tide gate and culverts running under Route 1A and to Chelsea Creek have adequate capacity to convey increased anticipated flows.	Phase 2B Construction
Install a 52,000 CF underground stormwater detention facility within the proposed Chelsea Creek watershed.	Phase 4B Construction
Require all buildings within the Chelsea Creek watershed to store, reuse, or infiltrate the first 1.0 inch of rainfall.	During Construction of All Phases
Reduce overall impervious area throughout the site by >10% by reducing proposed impervious area within open spaces and increasing green roof area to 20%.	During Construction of All Phases

Open Space	
Belle Isle Square Plaza and **Beachmont Plaza	Phase 1B/1R Construction
Central Common, **Outdoor Theater	Phase 2B/2R Construction
Green Fingers, walkways along Sales Creek, Park adjacent to Orient Heights	Phase 2B/3B/3R Construction
Completion of Active Linear ParkCorridor	Phase 4B/4R Construction
Water and Wastewater	
Fund sewer inflow and infiltration mitigation (4:1 in Boston, 10:1 in Revere).	All Phases of Construction: Phased as each building permit is granted
Install dedicated wastewater bypass line connecting directly to MWRA system downstream of Caruso Pump Station to allow Boston and Revere to maintain existing capacities in their local systems and MWRA to maintain existing pumping capacity in the Caruso Pump Station.	Phase 2B/2R Construction
Redirect discharge from four off-site catch basins that currently discharge to the sewer within Waldemar Ave to the Master Plan Project dedicated storm drain system.	Phase 2B Construction
Reuse stormwater for irrigation.	Phases 1B-5B, 2R-4R Construction
TransitTransportation [Subject to Continuing Review by BTS and MassDOT]	
Conduct Engineering & Architectural Assessment of Suffolk Downs Station and Beachmont Station.	In Progress ¹
**Construct new Route 119 Bus Stop @ Stop & Shop and Turnaround on Tomasello Drive.	Completed 9/2/2018
Construct new Route 119 Bus Stops on the Suffolk Downs Site.	As Warranted by Demand
Provide privately operated on-site shuttle circulator services.	As Warranted by Demand
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site and key land use and transportation nodes (proposed connections to include connections to North Station, South Station, Chelsea Station, and the Seaport District).	As Warranted by Demand ¹
Complete code and state-of-good repair upgrades at Suffolk Downs Station and **Beachmont Station.	TBD ¹
Contribution towards transit upgrades, including potential improvements to Suffolk Downs Station and Beachmont Station.	TBD¹
Implement Transit Signal Priority at signalized locations where traffic mitigation is proposed as part of the Master Project.	In conjunction with Traffic Mitigation Improvements
**Winthrop Ave. (Route 145) at MBTA/Site Drive	Prior to completion of Phase 1R
**Bennington Street at State Road/Winthrop Ave.	Prior to completion of Phase 1R
**Bennington Street at Crescent Ave.	Prior to completion of Phase 1R
**Winthrop Avenue at Fire Station (Median break and traffic signal)	Prior to completion of Phase 1R
**Route 1A at Furlong Drive	Prior to completion of Phase 1R

Route 1A at Tomasello Drive	Prior to completion of Phase 1R
**Route 60 at Sigourney Street	Prior to completion of Phase 1R
**Route 60 at Charger Street	Prior to completion of Phase 1R
**Winthrop Avenue (Route 145) at Revere Beach Parkway (Route 16)/Harris Street	Prior to completion of Phase 1R
**Winthrop Ave. (Route 145) at North Shore Road	At 2,000,000 sf ²
**Winthrop Ave. (Route 145) at Tomasello Drive	At 2,000,000 sf ²
Route 1A at Tomasello Drive (Temporary Southbound Left Turn Signal)	At 2,000,000 sf ²
**Route 1A from Boardman Street to Furlong Drive (Super Street) <u>Boston Improvements: Includes two southbound through lanes with exclusive left turn lane and 8' to 10' shoulder approaching Boardman, and northbound three through lanes and exclusive left turn lane. Left turn lanes are to be extended, and northbound right turn lane replaced with shared through and right turn lane for approximately 1,200 feet approaching Boardman. Shared use path is to be added northbound to Tomasello corridor, and from there continued to Revere Beach Parkway/ Winthrop Avenue corridor in Revere through along Tomasello. At Tomasello, signal control will be provided and southbound roadway will be widened to four lanes to allow for continuation of two through lanes and addition of two left turn lanes. Four-lane section will generally extend from "Jughandle" intersection near Boston/Revere City Line to Tomasello. Within this area, southbound shoulder will be eliminated and replaced with limited width curb offset. Northbound, three through lanes from Boardman intersection will be maintained with exclusive right turn lane added to access site.</u>	At Prior to 3,000,000 sf ²
**Route 60 at Bell Circle (5 Intersections)	At 3,000,000 sf ²
**Route 1A at Curtis Street <u>Boston Improvements: Include realigning Route 1A southbound to formalize exit to Bennington and Curtis areas, and providing two continuous lanes for southbound through movement, creating an island within current paved area and providing stop control at ramp/Curtis Street intersection. Movement from Curtis Street to Route 1A south will continue to be in an add-lane condition.</u>	At 3,000,000 sf ²
**Route 1A at Revere Street	At 5,500,000 sf ²
**Route 60 at Revere Street and Breed Street	At 5,500,000 sf ²
Bennington Street at Saratoga Street <u>Boston Improvements: Include installing traffic island in southwest quadrant, redirecting crosswalks for Bennington and Saratoga crossings, providing compliant curb ramp for Bennington crossing in southeast quadrant, changing lane uses on northbound Bennington approach (one right only and one through left), removing/relocating median on northerly leg of Bennington to allow three lane southbound approach (two through and one left) and one through lane northbound, and modifying signal phasing.</u>	At 5,500,000 sf ²

Day Square (Five Intersections) Boston Improvements: the Proponent will participate with a working group to conduct further study of Day Square and develop design alternatives that address stakeholder concerns.	At 5,500,000 sf ²
Brown Circle	At 5,500,000 sf ²
**Route 1/Route 16 Interchange	At 7,000,000 sf ²
**Route 16 at Garfield Ave./Webster Ave.	At 7,000,000 sf ²
Construct extensive on-site bicycle and pedestrian accommodations with connections to off-site infrastructure.	During all phases
Design and construct, or at Proponent's option fund design and construction of, extension of the East Boston Greenway from Constitution Beach to the southeast corner of the Project Site following along Bennington Street and Walley Street, including a designated pedestrian/bicycle crossing at Bennington Street.	By Phase 3B Construction
Comprehensive Transportation Demand Management program to reduce dependency on single occupancy vehicles and promote alternative modes of transportation.	During all phases
Air Quality	
Implement traffic monitoring program.	During all phases
<i>See Transportation Measures above for Mobile Source GHG Mitigation.</i>	
GHG Emissions	
Prepare schematic designs and cost estimates of a 200,000 square foot multi-residential building for both a preferred/planned design and a Passive House design.	Phase 1R Design
All townhouses (22 total) will be Passive House- and/or E+ (Energy Positive) equivalent.	Phase 1B and 2B Construction
Construct one (1) Passive House (or equivalent) Demonstration Project of a minimum 50,000 square foot multi-family residential building.	Phase 2B Construction
All single-family homes along Waldemar Avenue (12 total) will be Passive House- and/or E+ equivalent.	By Phase 3B Construction

Construct buildings to achieve energy usage savings as compared to current energy code requirements (9 th Edition) of at least 10% in all Phase 1 buildings, with increased savings in subsequent Phases to meet the following levels of energy savings at full build-out: <ul style="list-style-type: none"> • 5% of Buildings greater than 50% • 35% of Buildings 30%-50% • 55% of Buildings 18%-30% • 5% of Buildings 10%-18% 	During Construction of All Phases
Construct all buildings to be Solar Ready.	During Construction of All Phases
Install a minimum of 2 MW of solar PV on building rooftops providing	During Construction of All Phases
Design all buildings to meet LEED certifiable standards as follows: <ul style="list-style-type: none"> • Minimum of 5% LEED Platinum • Minimum of 75% LEED Gold • Maximum of 20% LEED Silver 	During Construction of All Phases as provided in Development Plans
Designate preferred parking spaces for alternative-fuel vehicles.	All Phases
<i>See Transportation Measures for Mobile Source Air Quality Mitigation.</i>	
Climate Change Resiliency	
Facilitate a feasibility study for regional flood protection (Bennington Street berm)	TBD, Prior to Phase 4 Design
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 2B and 2R Construction
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 3B and 3R Construction
Facilitate installation of tide gate at eastern limits of Suffolk Downs Site.	Prior to Phase 4R Construction
Design Alfred H. Long (Bennington Street) Pump Station Upgrades. (Proponent to participate in cost sharing)	Phase 4R Design
Facilitate upgrade of Alfred H. Long (Bennington Street) Pump Station from 300 cubic feet per second (cfs) to 600 cfs.	Prior to Phase 4B Construction
Target at-grade first floor elevations of 20.5 feet BCB for non-critical buildings and 21.5 feet BCB for critical buildings, infrastructure and ground floor residential space, per BPDA guidance, to provide 1 to 2 feet of freeboard above the projected 2070 BFE.	All Design Phases
Where FFEs of at least 20.5 feet are not feasible, implement alternative flood protection measures (e.g. specifying dry floodproofing materials, designing with the ability to add temporary flood barriers to building openings, and limiting first floor uses to non-residential).	All Design Phases
Select paving materials with less heat absorbing capacity and a high Solar Reflective Index to offset the effects of increasingly hot summers.	All Design Phases
Specify operable windows for residential buildings and considering them for hotel and office buildings.	All Design Phases
Use a 95°F peak day for sizing of building mechanical systems.	All Design Phases

Plant robust tree canopy within Central Common, other open space areas and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	All Construction Phases
Historic Resources	
Develop a historic mitigation plan to be implemented as part of the Master Project.	Phase 1B Design
Undertake inventory to identify race track elements for salvage and reuse within the on-site open space system and/or donated to local museums.	Prior to Phase 1B Construction
Inventory and gather photographs, documents, paintings, and other collected horse racing memorabilia for potential inclusion on site and/or donated to local museums.	Prior to Phase 1B Construction
Develop and install an Interpretive Exhibit to be incorporated in a select area of the open space system.	Phase 2B Construction
Construction Period	
Develop a draft Construction Management Plan (CMP) for the Master Plan Project based on conceptual construction logistics scenario for each phase (see DEIR/DPIR Appendix G).	At time of DEIR/DPIR filing (Complete)
Prepare CMPs for each phase to address temporary construction-related impacts detailing overall construction schedule, work hours, number of construction workers, worker transportation and parking, and number of construction vehicles and routes.	Prior to Each Phase of Construction

¹ Based on proposed service and implementation timing.

² For all traffic improvements scheduled at a specific square footage, improvements must be completed prior to first Certificate of Occupancy after indicated square footage threshold.

** Revere-only mitigation items

As used in this [Exhibit J](#), references to Phases 1B, 2B, 3B, 4B and 5B are to the five Phases of the Master Project, i.e., the Phase 1 Project, the Phase 2 Project, the Phase 3 Project, the Phase 4 Project and the Phase 5 Project, respectively, and references to Phases 1R, 2R, 3R and 4R are to phases 1 through 4 of the redevelopment of the Revere portion of the Suffolk Downs Site.

Summary report:
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9/16/2019 1:41:04 PM

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Table Delete	1
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Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	261

Attachment 2

PDA Development Plan Phase 1 Redline

**BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**PHASE 1 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development Plan. In accordance with Section 3-1A, Sections 53-44 through 53-49, and Article 80C of the Boston Zoning Code (as in effect on the date hereof, the “Code”) and that certain Master Plan for Planned Development Area No. [___] (the “Master Plan”) for the proposed redevelopment of the East Boston portion (the “Master Plan PDA Area”) of the approximately 161-acre Suffolk Downs site (the “Suffolk Downs Site”) located at 525 McClellan Highway in East Boston and Revere (the “Master Project”), this plan (this “Development Plan”) sets forth information on the first phase (the “Phase 1 Project”) of the redevelopment of approximately 949,500 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “Phase 1 Site”). This Development Plan sets forth the Phase 1 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 1 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (Large Project Review). A joint Expanded Project Notification Form and Expanded Environmental Notification Form for the Master Project was filed with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “BPDA”) on November 30, 2017. The BPDA issued a Scoping Determination for the Master Project (including the Phase 1 Project) under Section 80B of the Code on February 21, 2018. A joint Draft Project Impact Report and Draft Environmental Impact Report for the Master Project (including the Phase 1 Project) was subsequently filed with the BPDA on October 1, 2018. On February 12, 2019, the BPDA issued a request for the Proponent to file a Supplemental Information Document, and on May 1, 2019 the Proponent filed a Supplemental Information Document in response to this request. The BPDA issued a Request for Additional Information on August 22, 2019, and on September 16, 2019 the Proponent filed an Additional Information Document in response to the request. A Preliminary Adequacy Determination waiving the requirement for a Final Project Impact Report was issued by the BPDA on _____, 2019. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 1 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [] ([]) pages of text and **Exhibits A-F**. All references to this Development Plan contained herein shall pertain only to such [] ([]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 1 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 1 Project as described in this Development Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 1 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. **The Proponent.** The proponent of this Development Plan is The McClellan Highway Development Company, LLC, a Delaware limited liability company (collectively with its affiliates and their respective successors and assigns, the “**Proponent**”). The Proponent is an affiliate of The HYM Investment Group, LLC and is the current owner of the Phase 1 Site, as well as the entire Master Project and Suffolk Downs Site.

The Proponent is a privately held Delaware limited liability company that is qualified to do business in Massachusetts and that has filed a Statement of Beneficial Interests with the BPDA as required by Section 80B-8 of the Code.

3. **Proposed Location.** The approximately 21.8-acre Phase 1 Site is located within the larger (approximately 161-acre) Suffolk Downs Site and near its southwestern corner. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely within the Suffolk Downs Economic Development Area (the “**Subdistrict**”) of the East Boston Neighborhood District, which is governed by Article 53 of the Code. Section 53-44 of the Code identifies the Master Plan PDA Area (including the Phase 1 Site) as a location for a potential Planned Development Area. The Code also identifies the Suffolk Downs Economic Development Area as a Special Study Overlay Area. As noted above, the land within the Phase 1 Site is currently owned by the Proponent. In connection with the development of the Phase 1 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 1 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere presently includes an underutilized race track, a vacant administration building, a clubhouse and associated maintenance buildings, a grandstand, surface parking, and horse barns (which are dilapidated and unsuitable for further use). The Phase 1 Site does not include any existing buildings, but includes portions of the racetrack and infield area (including the existing horseshoe-shaped pond within the infield (the “**Horseshoe Pond**”)), as well as adjacent paved driveways.

The Master Plan PDA Area borders the Orient Heights residential neighborhood to the south. As set forth in the Master Plan, a portion of the Master Plan PDA Area has been designated as the Orient Heights Transition Zone and is subject to special restrictions for the

protection of the Orient Heights neighborhood. A portion of the Phase 1 Site is located within the Orient Heights Transition Zone as shown on Exhibit C.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 1 Project is the first phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, and the incorporation of extensive ground-floor retail, including establishing a new retail square, Belle Isle Square, at the Massachusetts Bay Transportation Authority (“**MBTA**”) Blue Line station. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs MBTA Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, and through development of improved connections to adjacent neighborhoods of East Boston and Revere throughout the Suffolk Downs Site, including pedestrian and bicycle pathways within the new open space system and street network. The Proponent will also incorporate forward-thinking resiliency strategies intended to address future sea level rise and other impacts of climate change. The Phase 1 Project is planned to be the first phase of redeveloping the Master Plan PDA Area to create a vibrant, mixed-use transit-oriented community that will offer an active, lively, and appropriate mix of uses (including office, lab, hotel, retail, residential, parking, and other uses), connected and supported by new publicly accessible open space and civic spaces. This will include development of the first Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas.

The Phase 1 Project will be anchored by the development of a new public plaza known as Belle Isle Square that will be surrounded by active retail uses and serve as a gathering place for residents and visitors; and a venue for community events, with shuttle bus service and bicycle facilities adjacent to the Suffolk Downs MBTA Blue Line station. In addition to this public plaza, other pedestrian-friendly publicly-accessible open space will be developed and will enhance resiliency and create a more direct pedestrian link between the Phase 1 Site and the adjacent Suffolk Downs MBTA Blue Line station, as well as other publicly accessible open space surrounding the on-site Horseshoe Pond and related landscaped wetlands enhancements. Approximately 250,000 square feet (about 5.75 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 1 Project. A Site Plan for the Phase 1 Project is attached as Exhibit C.

The Phase 1 Project consists of nine (9) buildings (B16-24), plus an additional seven (7) townhome buildings (one group of three (3) townhomes designated TH02 and one group of four (4) townhomes designated TH03, respectively). Subject to changes permitted by this Development Plan, the Phase 1 Project shall contain a total of approximately 1,338,000 square feet of Gross Floor Area, of which approximately 745,000 square feet at full build-out shall be used for Residential Uses and approximately 593,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in Exhibit D, and uses accessory thereto, including at least 56,000 square feet of Active Ground Floor Uses (as defined below). The architectural design of the Phase 1 Project will achieve a balance of neighborhood cohesion,

design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 1 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking, 21st century, live-work-play neighborhood. The architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA's design review. Buildings within the Phase 1 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 1 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, "Building Height" shall exclude roof structures, decks, penthouses and equipment that may be located on the roof of the Phase 1 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. "Gross Floor Area" shall have the meaning set forth in Article 2A of the Code. Above-grade parking and loading areas consistent with the final construction plans approved by the BPDA shall be required parking and excluded in the calculation of FAR.

In addition, the Phase 1 Project's development will be subject to the following additional dimensional requirements and urban design parameters:

- a. Rights-of-Way. A conceptual plan of proposed rights-of-way within the PDA Area is shown on Exhibit C-1 to the Master Plan. Right-of-way easements will be granted to the City of Boston, after the completion of construction of all rights-of-way and the adjacent development parcels within the Master Project, with respect to rights-of-way as shown on such plan, including with respect to rights-of-way within the Phase 1 Project. All rights-of-way will be maintained by a Suffolk Downs building owner's association ("SDOA") funded by contributions from individual building owners.
- b. Active Ground Floor Uses. A minimum of 75% of the ground floor storefronts along rights-of-way identified on **Exhibit D-2** shall be for space occupied by Active Ground Floor Uses.
- c. Building Podiums and Stepbacks. A plan identifying podium stepback zones is shown on **Exhibit D-3** attached hereto. As reflected on such plan, building stepbacks shall be required along certain building frontages along future public rights-of-way, above a podium that shall not exceed six (6) stories in the areas identified for six (6) story podiums, and shall not exceed seven (7) stories in the areas identified for seven (7) story podiums, on **Exhibit D-3**. Such stepbacks shall be a minimum of five (5) feet, except that, for up to twenty percent (20%) of

the total linear footage where stepbacks would be required within the Phase 1 Project, the BPDA may grant an exemption from such stepback requirements pursuant to Section 15 below.

- d. *Minimum Distance Between Building Towers.* The minimum distance between any two building components containing occupiable space, which building components rise above a building podium, shall be fifty (50) feet.
- e. *Building Setbacks.* Buildings shall comply with the minimum building setback zones for five (5), ten (10) and fifteen (15) foot setback areas, measured from the boundary of the adjacent right-of-way, in the locations shown on **Exhibit D-4** attached hereto. For purposes of measuring a building's setback, minor encroachments such as awnings, building cornices, flagpoles, and signage shall be disregarded.
- f. *Parking, Service and Loading Dock Entrances.* A plan identifying rights-of-way where parking, service and loading dock entrances are prohibited is shown on **Exhibit D-5** attached hereto. For each building, the total width of each curb cut for parking entrances shall not exceed twenty four (24) feet, and the total width of each curb cut for service and loading dock entrances shall not exceed twenty four (24) feet, except that for the specific buildings identified on **Exhibit D-5** as buildings where larger curb cuts are permitted, curb cuts for parking entrances may be up to forty eight (48) feet in width.
- g. *Maximum Horizontal Building Wall.* The maximum horizontal length for uninterrupted building walls within the Phase 1 Project shall be (x) 415 feet for buildings where such building's the primary use is commercial and (y) 285 feet for buildings where such building's primary use is residential.

Any variations from the above dimensional requirements and urban design parameters shall require BPDA approval pursuant to Section 15 below.

The dimensional or design requirements of the Code (including without limitation the provisions set out in Sections 53-51.2, 53-52, 53-53, 53-54, 53-55 and 53-56 of the Code) shall not be applicable to the Phase 1 Project and the Phase 1 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 1 Project.

5. Proposed Uses of the Phase 1 Site. Except as set forth below for the portion of the Phase 1 Site located within the Orient Heights Transition Zone, allowed uses within the Phase 1 Site shall include the following uses, each as more particularly defined on **Exhibit E** attached hereto: Residential Uses; Laboratory, Research and Development Uses; Office Uses; Hotel Uses; Restaurant Uses; Retail, Banking, Service and Wholesale Uses; Neighborhood Health Care Uses; if approved by the BPDA, Educational and Dormitory Uses; Community and Cultural Uses; Facility of Public Assembly Uses; Parking and Vehicular Uses; Art Uses; Open Space and

Recreational Uses; Entertainment Uses; Renewable Energy Uses; Wireless Communications Equipment Uses; Signs; and Accessory and Ancillary Uses (collectively, the “**Permitted Uses**”). As used in this Development Plan, “**Active Ground Floor Uses**” shall mean the following if located on the ground floor and open to the public: Restaurant Uses, Retail, Banking, Service and Wholesale Uses, Entertainment Uses, Community and Cultural Uses, and uses accessory thereto. Except for the portion of the Phase 1 Site located within the Orient Heights Transition Zone, and subject to or consistent with the table in **Exhibit D**, all of the Permitted Uses shall be allowed within and throughout the Phase 1 Site.

The portion of the Phase 1 Site located within the Orient Heights Transition Zone may be used only for Residential Uses, Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking), Open Space and Recreational Uses and uses accessory thereto, except for a small retail building designated as Building B21 (the building to be located closest to the Suffolk Downs MBTA Blue Line Station).

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 1 Project, including at Belle Isle Square, through the new pedestrian connection to the Suffolk Downs MBTA Blue Line station, and through the open space surrounding and including the Horseshoe Pond. Approximately 250,000 square feet (about 5.75 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 1 Project, including the open space areas shown on **Exhibit C** and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or ~~an association of property owners of the Suffolk Downs Site or portions thereof~~ the SDOA, as public open space, and all open spaces will be developed in accordance with the open space guidelines attached hereto as Exhibit D-7. The Phase 1 Project’s open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 1 Project and the Phase 1 Site and are superseded by this Development Plan. Once completed, open space areas will be maintained by the owners of adjacent buildings or by the SDOA, in perpetuity, and maintenance obligations for open space areas owned by the City of Boston shall be governed by the applicable maintenance agreement entered into respecting each such open space area.

7. Transportation. The Phase 1 Site is bordered by Waldemar Avenue and adjacent residential properties to the south, the MBTA Blue Line right-of-way to the East, and other portions of the Suffolk Downs Site to the north and west. The Phase 1 Project will involve the construction of the first phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 1 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. The streets and sidewalks within the Suffolk Downs Site shall be constructed to comply with a single standard that is generally consistent with the City of Boston’s Complete Streets standards and requirements, including requirements for accessibility and bicycle lanes, and the City of Revere’s Complete Streets Guidelines. The Phase 1 Project’s

proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. At the Proponent's request, the BPDA may approve changes in the location of the proposed roadways and bicycle and pedestrian paths provided that such changes are consistent with the character of Phase 1 Project and the Master Project.

~~The Draft Project Impact Report~~ **Exhibit F** sets forth a proposed program of traffic mitigation and transportation improvements to be implemented within Boston (including traffic mitigation and transportation improvements to be implemented within Boston in connection with the Phase 1 Project) and identifies additional traffic mitigation and transportation improvements to be implemented in Revere, in connection with the Master Project, including extensive roadway improvements to ~~Route 1A and other~~various roadways, a robust traffic demand mitigation program, shuttle bus service ~~within the Suffolk Downs Site~~ serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, and bike-sharing facilities, all to be provided as part of the Master Project. The Proponent shall work with the City of Boston, the Massachusetts Department of Transportation, the Massachusetts Department of Conservation and Recreation, and the City of Revere to finalize the details of the traffic mitigation and transportation improvements to be implemented in connection with the Phase 1 Project. Pursuant to the Master Transportation ~~Improvement~~Access Plan Agreement ("**TAPA**") to be entered into by the Proponent and the Boston Transportation Department ("**BTD**") with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 1 Project, the owner of the applicable building shall enter into a ~~Transportation Access Plan Agreement~~TAPA for such building with the BTD specifying the traffic mitigation and transportation improvements required for such building. The Master TAPA shall require the Proponent to provide annual monitoring including traffic monitoring, transit ridership and occupancy monitoring as appropriate for assessing traffic and transit impacts of the Phase 1 Project. If the amount of traffic generated by the ~~Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report to occur upon full build-out,~~buildings in the Phase 1 Project and the Revere phase 1 development exceeds [25,520] new average daily trips, then the Proponent shall work with the City of Boston to implement additional traffic demand management efforts to reduce the amount of traffic to the projected level.¹

Right-of-way easements will be granted to the City of Boston, after the completion of the construction of each applicable right-of-way and the adjacent development parcels, in accordance with the Master Plan.

8. Proposed Parking and Loading. As currently contemplated, the Phase 1 Project's parking garages will include capacity for the parking of up to ~~1,018~~928 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. ~~The Phase 1~~

¹ Final numbers adjusted to account for mitigation measures are to be confirmed upon completion of the CTPS traffic analysis.

The parking proposed for the Phase 1 Project has been determined based on similar TOD sites situated in urban contexts similar to the Phase 1 Site. The following parking ratios have been used to determine the amount of parking to be provided for development in the PDA Area:

> Office: 1.0 spaces per 1,000 SF

> Lab: 1.0 spaces per 1,000 SF

> Residential: 0.5 to 1 space per unit, with an overall maximum of 0.75 spaces per unit

> Hotel: 0.5 spaces per room

> Retail: 0.5 spaces per 1,000 SF

The Proponent has committed to monitor parking data over the build-out of the Master Project, and review the data with the BPDA prior to the commencement of each Phase after Phase 1, with the goal of adjusting/reducing the number of parking spaces in future phases, as warranted. The Proponent will also be utilizing shared parking concepts to reduce the actual number of parking spaces built and will closely monitor parking demand with the goal of reducing further the number of parking spaces in future construction phases, as warranted. Parking and loading demand and requirements may be satisfied, including for interim parking needs, through the construction of new parking facilities, use of existing surface parking lots, use of shared parking facilities, and the reservation of designated land areas for construction of future parking spaces on an as-needed basis. The Phase 1 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 1 Project and the Phase 1 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 1 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 1 Project includes the development of approximately 745,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent intends to set aside 13% of the total number of units (or, at the BPDA's election as set forth below, 13% of the square feet of dwelling unit space) as affordable units under the Mayor's Inclusionary Development Policy housing program under the Mayor's Order Relative of Inclusionary Development dated December 9, 2015 (the "**IDP**"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the

BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

In addition, the Proponent has made the following commitments respecting affordable housing offsite in East Boston:

- a. Under the IDP, the focus has been on providing a set percentage of the total units onsite, and having these units be comparable in type and size to the market rate units. As a result, a significant percentage of units created under IDP are studios and one-bedroom units. Notwithstanding the above, to increase the provision of large family-friendly units (e.g., three-bedroom units), at the discretion of the BPDA, the Proponent is willing to set aside 13% of the total square footage of all dwelling units within the PDA Area, including both for sale and rental units, as affordable units under the IDP, rather than a set percentage of the total number of dwelling units within the PDA Area, in order to facilitate the provision of larger affordable units.
- b. At the discretion of the BPDA, the Proponent has agreed to provide the on-site affordable rental units at an average of 70% of Area Median Income (“AMI”), instead of providing all such units at 70% of AMI. The maximum AMI of any individual affordable unit would be no more than 80% of AMI. This change from what is typical practice under the IDP is allowed in this area of the City and will assure that residents with incomes below 70% of AMI can be served and can access housing at Suffolk Downs.
- c. The Proponent has agreed to provide a contribution of **[AMOUNT TO BE DETERMINED]** toward a housing stabilization fund, which fund will be utilized to assist East Boston-based nonprofits in their efforts to purchase and then impose income restrictions on existing market-rate housing units. This fund is intended to address ongoing displacement pressures in and around East Boston, and to be similar to funding from the City's Acquisition Opportunity Program. This contribution will be funded in two equal installments, with the first installment due thirty (30) days after the date that the appeal period ends (without appeals having been filed) for all discretionary Boston approvals for the Master Project, and the second installment due thirty (30) days after the appeal period ends (without appeals having been filed) for a building permit for the construction of the first building in the PDA Area.
- d. The Master Project is a Development Impact Project that will trigger the payment of substantial Housing Exaction payments, which the BPDA and City of Boston intend to utilize, working with East Boston-based nonprofits, to seek to facilitate their efforts to create, or cause to be created, housing units for occupancy exclusively by low and moderate income residents of East Boston. If requested by the City, the Proponent will make linkage payments for each building when a

building permit is issued rather than over seven years as allowed by the Code, applying a discount rate in accordance with customary City practices.

- e. In cooperation with City and Commonwealth officials, the Proponent has agreed to seek infrastructure funding (e.g., grants, bond funding and/or other incentive programs) for the extensive roadway and infrastructure work required in connection with the Master Project. For any such funds that are received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, rather than keeping the net financial benefits thereof the Proponent will on a dollar-for-dollar (1:1) basis make additional contributions to the housing stabilization fund described above.

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 1 Project, the Non-Discrimination Covenant required by the Master Plan shall be recorded.

11. Green Buildings. The Phase 1 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having at least 50% of the buildings developed as part of the Phase 1 Project satisfy requirements for a minimum LEEDv4 Gold rating, with the other Phase 1 buildings satisfying the requirements for a minimum LEEDv4 Silver rating.

12. Signage. The signage program for the Phase 1 Project shall be subject to design review by the BPDA, and any “Sign” that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 1 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 1 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of uses, connected and supported by new open space, neighborhood retail and civic spaces. In line with the City of Boston’s priorities noted in the City’s *Housing a Changing City Boston 2030* plan, the Phase 1 Project shall also provide a material increase in housing units. A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 1 Project, is attached as Exhibit F. Among its many other anticipated benefits, the Phase 1 Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston residents.

- b. Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families), including a substantial number of affordable units in support of the City of Boston's Inclusionary Housing Program.
- c. Revitalize and energize the aesthetic character of the Phase 1 Site, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities.
- d. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in Phase 1 to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Gross Floor Area of Development Impact Uses, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.
- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- i. Develop improved connections to adjacent neighborhoods of East Boston and Revere, including pedestrian and bicycle pathways within the new open space system and street network.
- j. Improve local and regional transportation infrastructure and services through the first phase of an approximately \$50 million program of off-site

improvements to multiple key streets, intersections and related infrastructure, including significant improvements to Route 1A, to be constructed as part of the Master Project, as well as a robust traffic demand mitigation program, shuttle bus service within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.

- k. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by exceeding the requirements of Article 37 of the Code, with building design criteria meeting or surpassing the LEEDv4 Silver rating for all Phase 1 Project buildings and meeting the standards for LEEDv4 Gold for at least 50% of the Phase 1 Project buildings.
- l. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by constructing all townhouses and single family homes to be Passive House- and/or E+-equivalent.
- m. Advance the City of Boston’s resiliency objectives with building and site improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding, including the potential impacts of extreme precipitation events due to climate change and coastal flooding due to sea level rise. These resiliency measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.

~~A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 1 Project, is attached as **Exhibit F**.~~

15. Development Review Procedures. The Phase 1 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as **Exhibit D**. The design of the individual buildings [and open spaces](#) will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and further review by the BPDA of the schematic design, design development and construction drawings, pursuant to the BPDA’s Development Review Guidelines and Article 80B of the Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 1 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,

- b. following the pre-submission meeting, the Proponent shall submit a building or open space, as applicable, design review package for the applicable portion of the Phase 1 Project, which shall contain, as applicable:
- (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,
 - (ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,
 - (iii) the most recent traffic monitoring reports for traffic generated by the Master Project,
 - (iv) a LEED checklist for each building,
 - (v) drainage plans,
 - (vi) updated information regarding relevant utility infrastructure,
 - (vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,
 - (viii) a construction management plan regarding construction period impacts, ~~and~~
 - (~~v~~ix) a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish, and
 - (x) proposed variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any.
- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the “**IAG**”),
- d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent’s website,
- e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
- f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members

of the community, and community members shall have an opportunity to provide comments to the BPDA,

- g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and
- h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code, and the BPDA may approve requested variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any, after review by the IAG and the Boston Civic Design Commission.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 1 Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of the Phase 1 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 1 Project for the Phase 1 Site. This Development Plan is consistent with the Master Plan and is therefore presumed to be compliant and consistent with underlying zoning and all other provisions of the Code to the extent that such requirements have been addressed in this Development Plan.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency or Partial Certification of Consistency confirms consistency of each applicable element of the Phase 1 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 1 Project, new legal lots may be created and one or more may be leased or conveyed to be in separate ownership. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 1 Site as a whole and not to each individual lot, and each separate building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of Consistency has been issued, or the right to construct any other building contemplated by this Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 1 Site may seek amendment of this Development Plan only as to such lot in accordance with the procedures prescribed by the Code without the consent of any other owner of land within the Phase 1 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 1 Site under this Development Plan or any agreements

between the Proponent and the BPDA or other City agencies. Given the scope of the proposed Master Project, and in light of the various reviews necessary to secure all required permits and approvals, the Proponent may seek to make modifications to the buildings and site improvements included in the Phase 1 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 1 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Development Plan, no increase in the Building Height or Gross Floor Area of any buildings located within the Orient Heights Transition Zone may be made, and no building in the Orient Heights Transition Zone may be moved closer to the southern boundary of the Phase 1 Site than the distance shown on **Exhibit C**, without an amendment of this Development Plan and the Master Plan.

Exhibit A

Legal Description of Phase 1 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 1B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 1B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point being the most westerly corner of the development area on the northerly line of land now or formerly of S&B Realty Trust, thence running;

N 26° 53' 05" E	505.74 feet to a point, thence turning and running;
S 63° 08' 19" E	230.89 feet to a point, thence turning and running;
N 28° 11' 58" E	95.69 feet to a point, thence turning and running;
N 07° 31' 38" W	218.89 feet to a point, thence turning and running;
EASTERLY	96.79 feet by a non-tangent curve to the left with a radius of 700.00 feet to a point, thence turning and running;
EASTERLY	272.02 feet by a curve to the left with a radius of 1225.00 feet to a point, thence turning and running;
S 52° 24' 51" E	347.57 feet to a point, thence turning and running;
S 19° 57' 47" E	553.27 feet to a point on the westerly sideline of Washburn Avenue, said last 8 courses being over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running;
S 25° 50' 12" W	82.09 feet to a point, thence turning and running;
SOUTHWESTERLY	566.66 feet by a curve to the right with a radius of 2688.79 feet to a point on the northerly sideline of Waldemar Avenue, said last two courses being by the westerly sideline of Washburn Avenue, thence turning and running;
WESTERLY	144.65 feet by a curve to the right with a radius of 148.18 feet to a point, thence turning and running;
N 86° 09' 52" W	70.19 feet to a point, thence turning and running;
WESTERLY	18.23 feet by a curve to the right with a radius of 288.22 feet

to a point, said last three courses being by the northerly sideline of Waldemar Avenue, thence turning and running;

N 07° 27' 34" E

100.00 feet to a point, thence turning and running;

WESTERLY

78.37 feet by a non-tangent curve to the right with a radius of 188.22 feet to a point, thence turning and running;

N 58° 41' 08" W

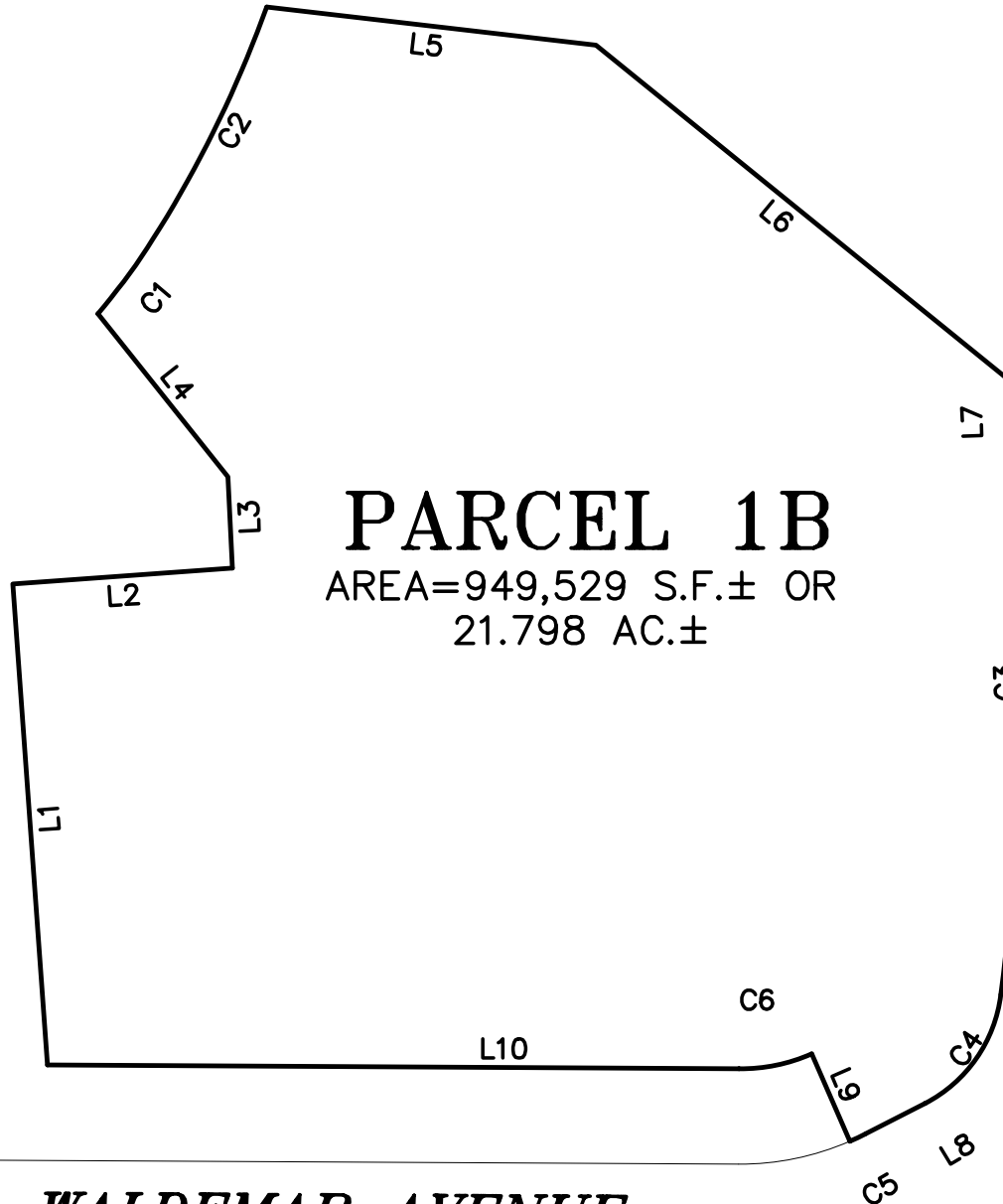
725.43 feet to a point to the point of beginning, said last 3 courses being by land now or formerly of Marion and David Tourasi, John and Kathi Wyatt, Foster and Lucille Raicca, Michael and Anne Marie Lopresti, Albert and Edith Magaletta, Linda Labadini, Herbert and Dayna Cummings, Minio and Rose Ciampa, Nicholas and Therese Delprato, David Stellati, Jeanne Petrillo, trs, and S&B Realty Trust.

Containing 949,529 square feet more or less, or 21.798 acres, more or less.

Exhibit B

Depiction of Phase 1 Site

[see attached]



PARCEL 1B

AREA=949,529 S.F.± OR
21.798 AC.±

WASHBURN AVENUE
(PRIVATE)

WALDEMAR AVENUE

(50' WIDE-PUBLIC)

North Arrow

NORTH

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Suffolk Downs
Boston Phases 1B-5B
Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
One Congress Street, 11th Floor
Boston, Massachusetts

Phase 1B Exhibit

Scale: 1"=200' Date: 01/29/2019

Source File: 285402B012A
Drawing No. 285402P148A-001
B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N26° 53' 05"E	505.74
L2	S63° 08' 19"E	230.89
L3	N28° 11' 58"E	95.69
L4	N7° 31' 38"W	218.89
L5	S52° 24' 51"E	347.57
L6	S19° 57' 47"E	553.27
L7	S25° 50' 12"W	82.09
L8	N86° 09' 52"W	70.19
L9	N7° 27' 34"E	100.00
L10	N58° 41' 08"W	725.43

Curve Table			
Curve #	Length	Radius	Delta
C1	96.79	700.00	7°55'21"
C2	272.02	1225.00	12°43'22"
C3	566.66	2688.79	12°04'30"
C4	144.65	148.18	55°55'51"
C5	18.23	288.22	3°37'26"
C6	78.37	188.22	23°51'18"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts


Phase 1B Exhibit
Line & Curve Tables
 Scale: 1"=200' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-002
 B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]

Key

 Orient Heights Transition Zone

B16:	205,331 sf
B17:	80,746 sf
B18:	245,995 sf
B19:	54,586 sf
B20:	165,338 sf
B21:	7,183 sf
B22:	13,242 sf
B23:	274,473 sf
B24:	262,205 sf
TH02:	12,504 sf
TH03:	16,672 sf

Phase 1B Residential **744,894 sf**

Phase 1B Non-Residential **593,381 sf**

TOTAL PHASE 1B

1,338,274 sf
Phasing Plan

Phase 1B

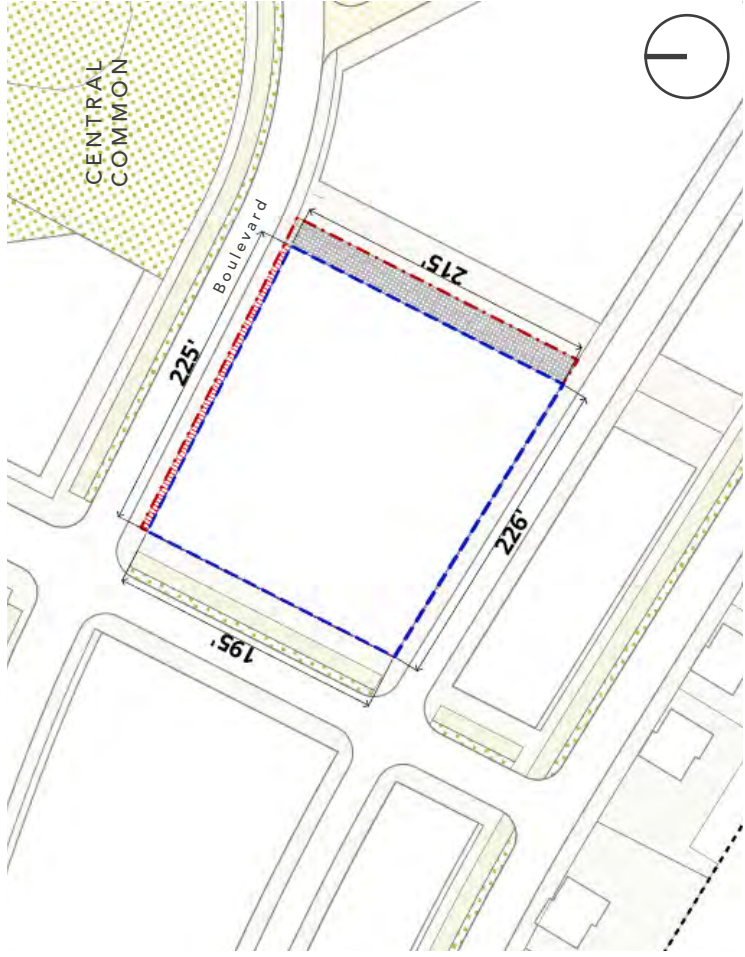
Suffolk Downs Redevelopment
Development Plans



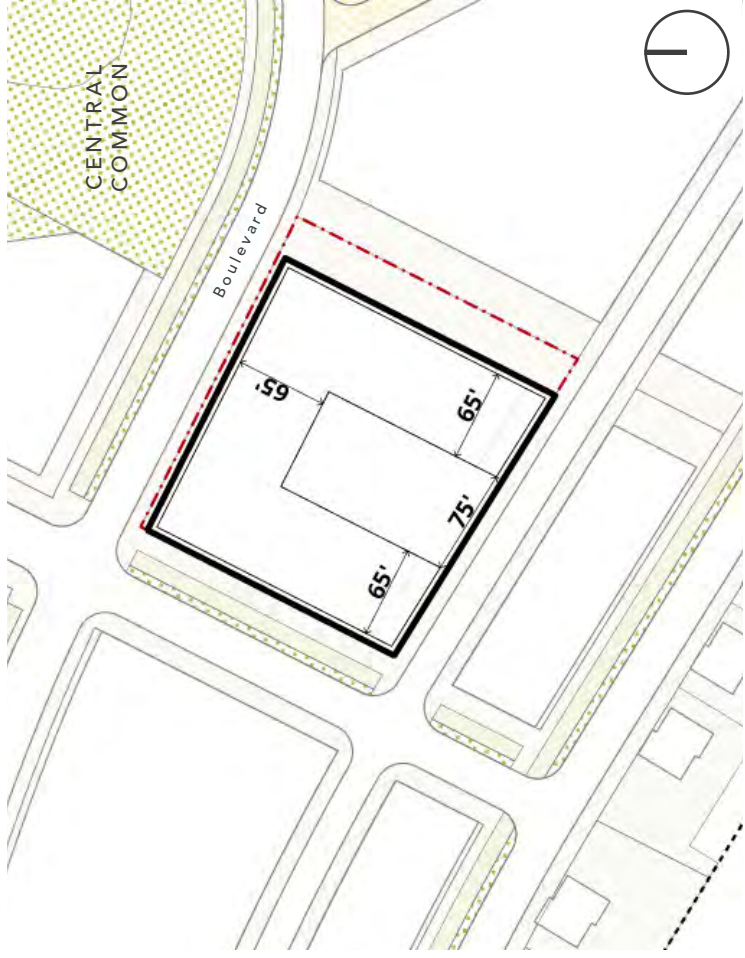
Exhibit D

Building Use, Dimensions and Massing Plans

Building	Principal Use	Maximum Building Height (ft)	Approx. <u>Approx.</u> Gross Floor Area (sf)
B16	Residential	100	205,331
B17	Residential	70	80,746
B18	Residential	100	245,995
B19	Residential	70	54,586
B20	Residential	100	165,338
B21	Retail	45	7,183
B22	Retail	45	13,242
B23	Commercial	125	274,473
B24	Commercial	125	262,205
TH02 (3 Townhomes)	Residential	40	12,504
TH03 (4 Townhomes)	Residential	40	16,672
Total			1,338,274



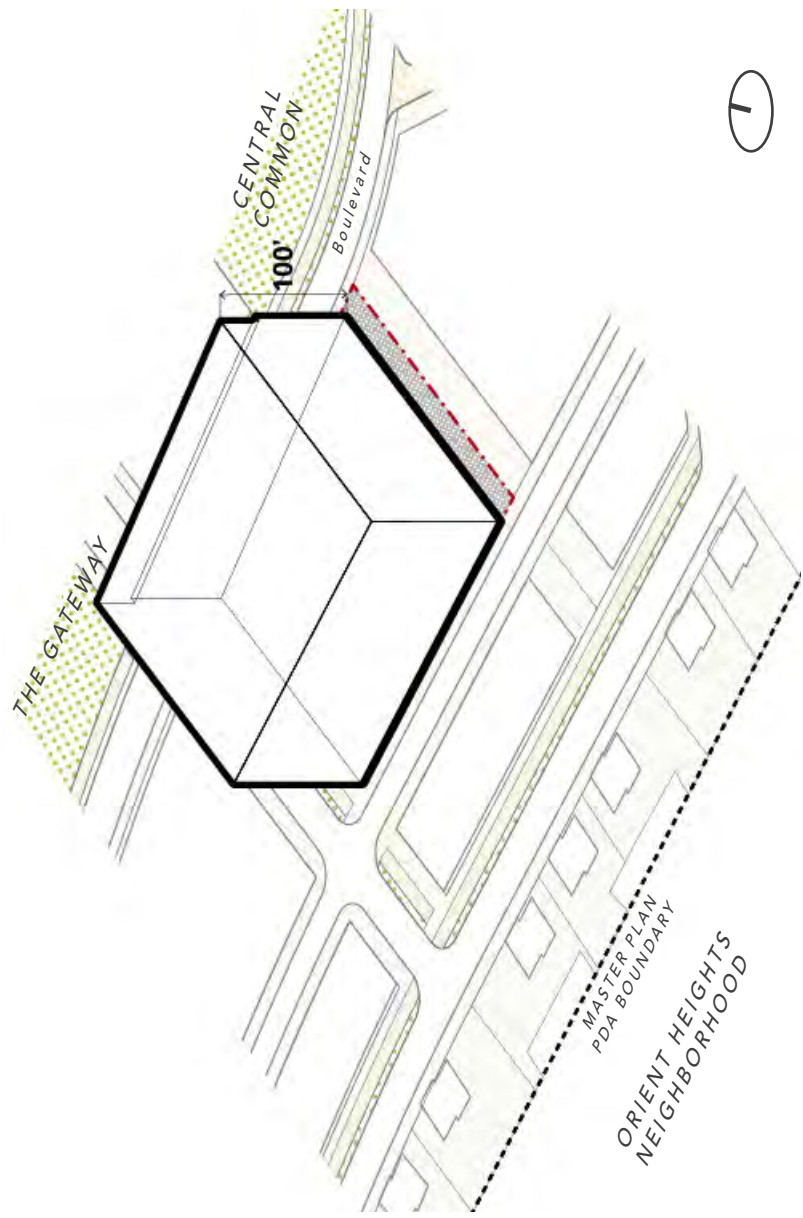
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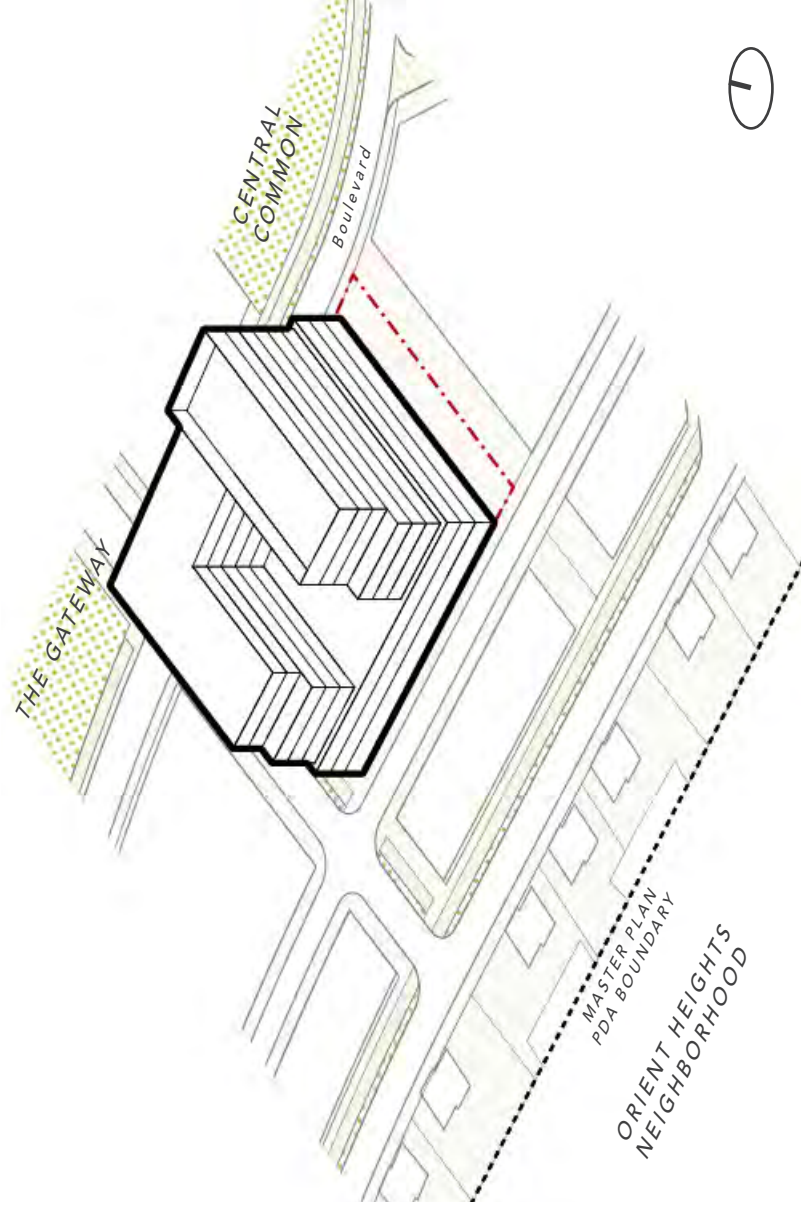
Sample Building Massing Plan



Key Plan



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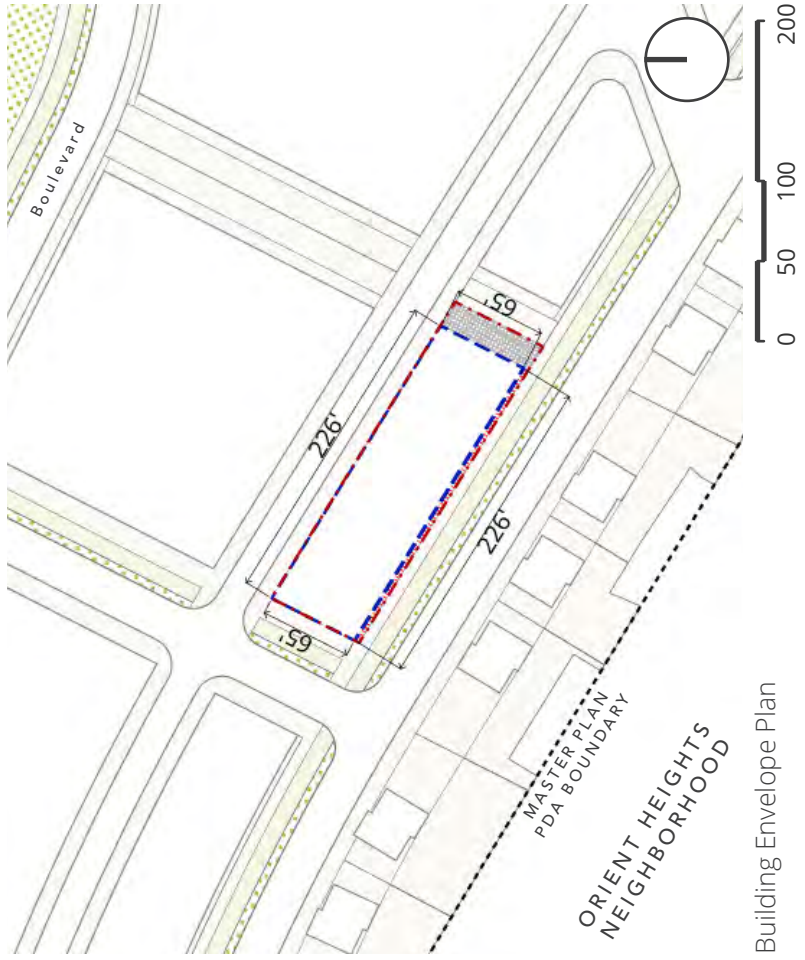


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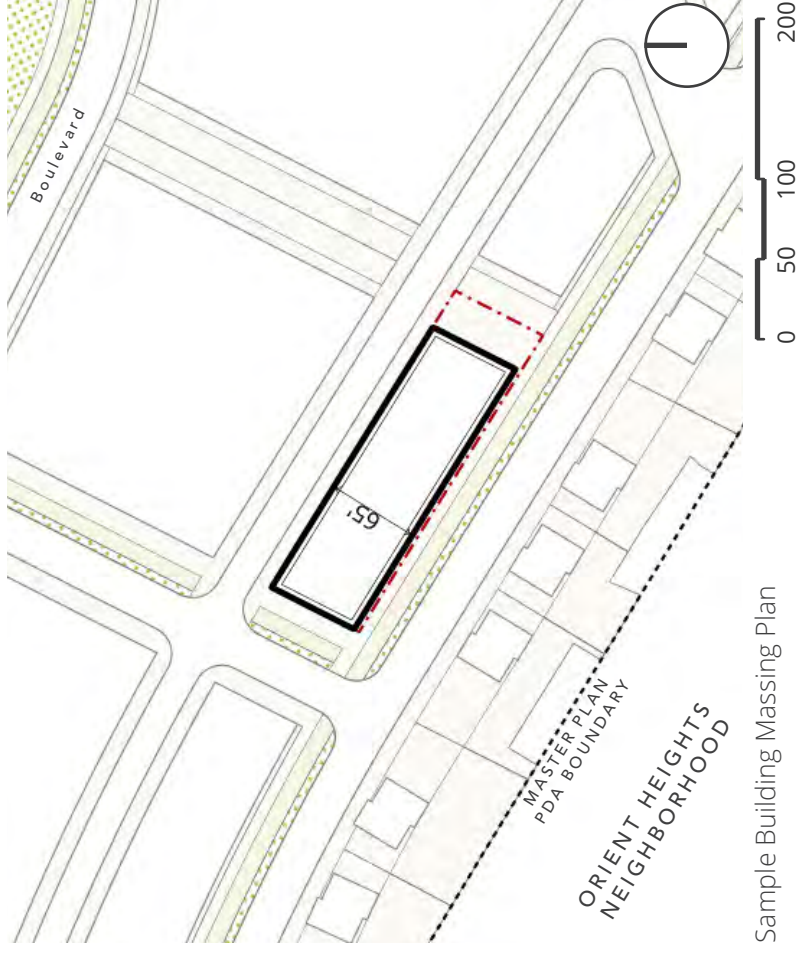
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- Build-To Line
- Service Easement
- Setback

Proposed GFA	205,331 sf
Max Building Height	100'

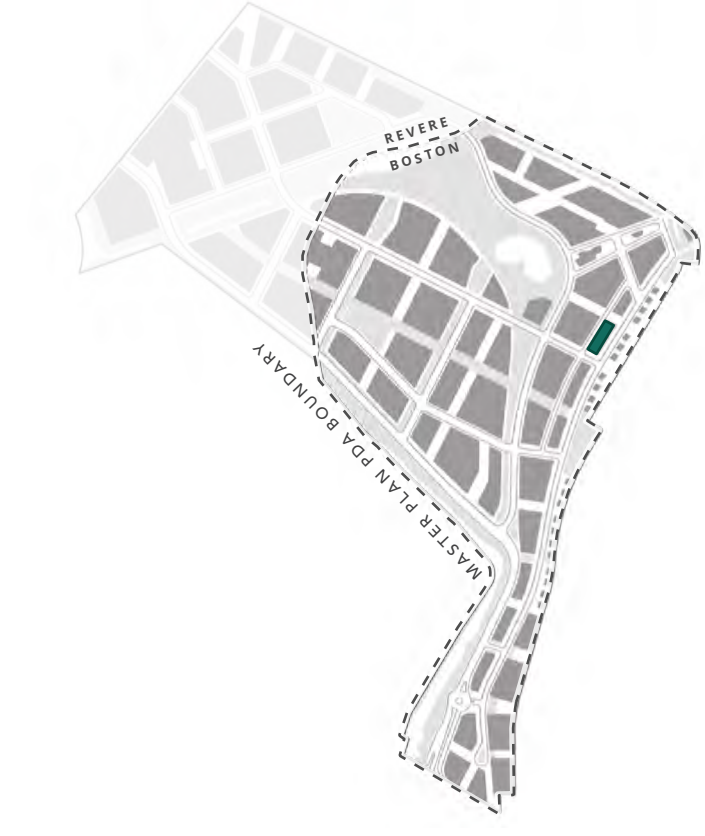
Phase 1B | Block B16
Suffolk Downs Redevelopment
 Development Plans



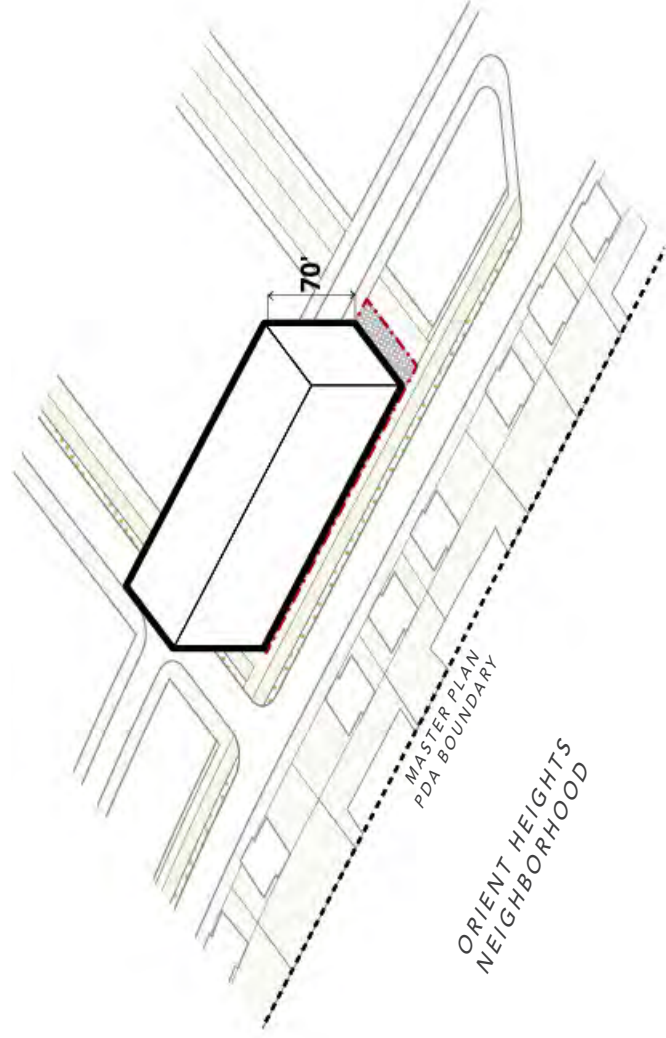
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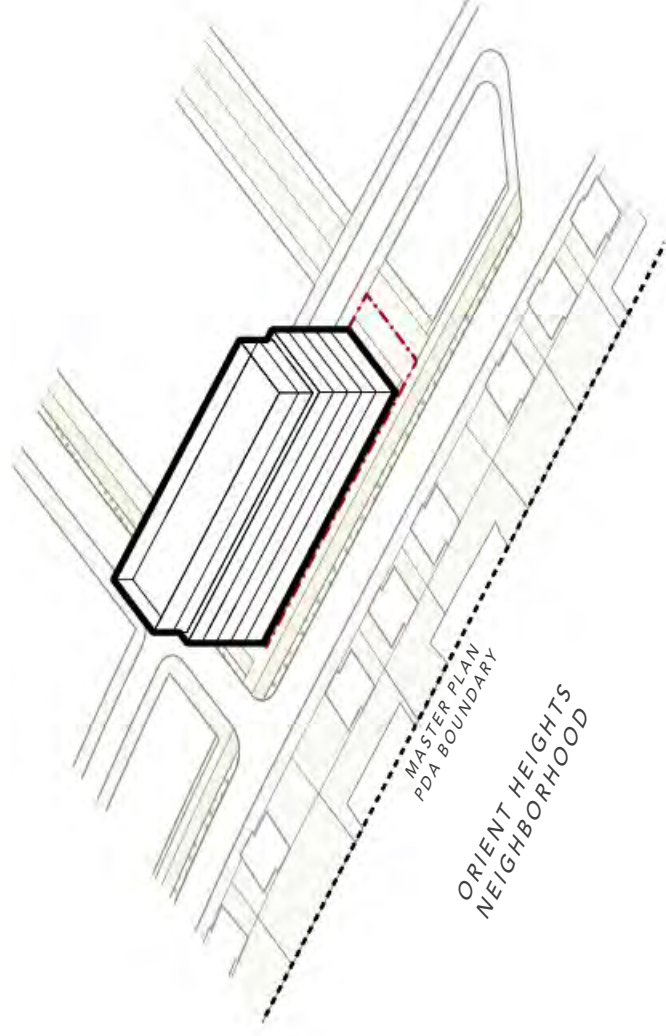
Sample Building Massing Plan



Key Plan



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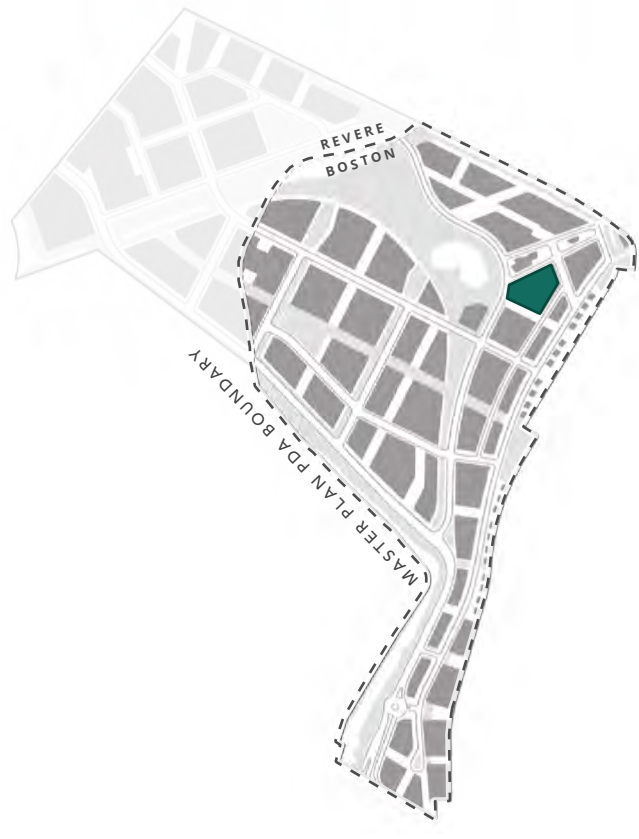
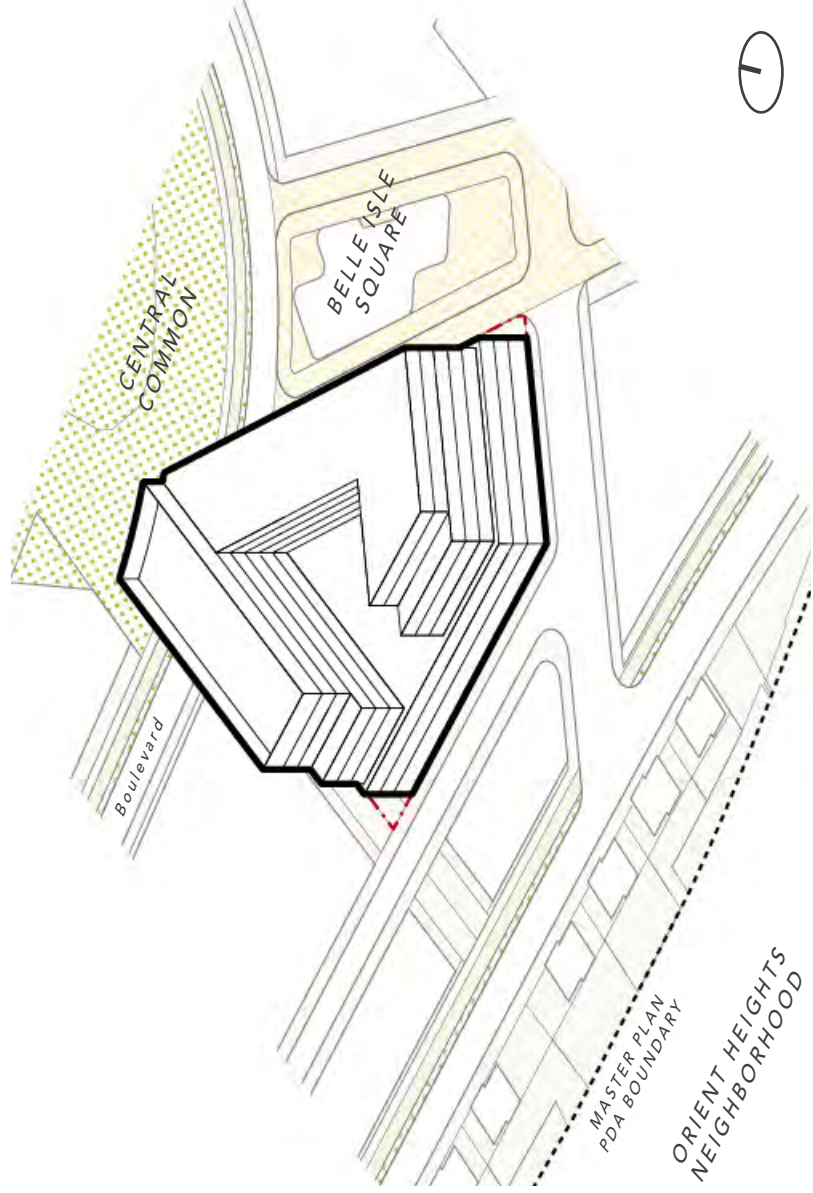
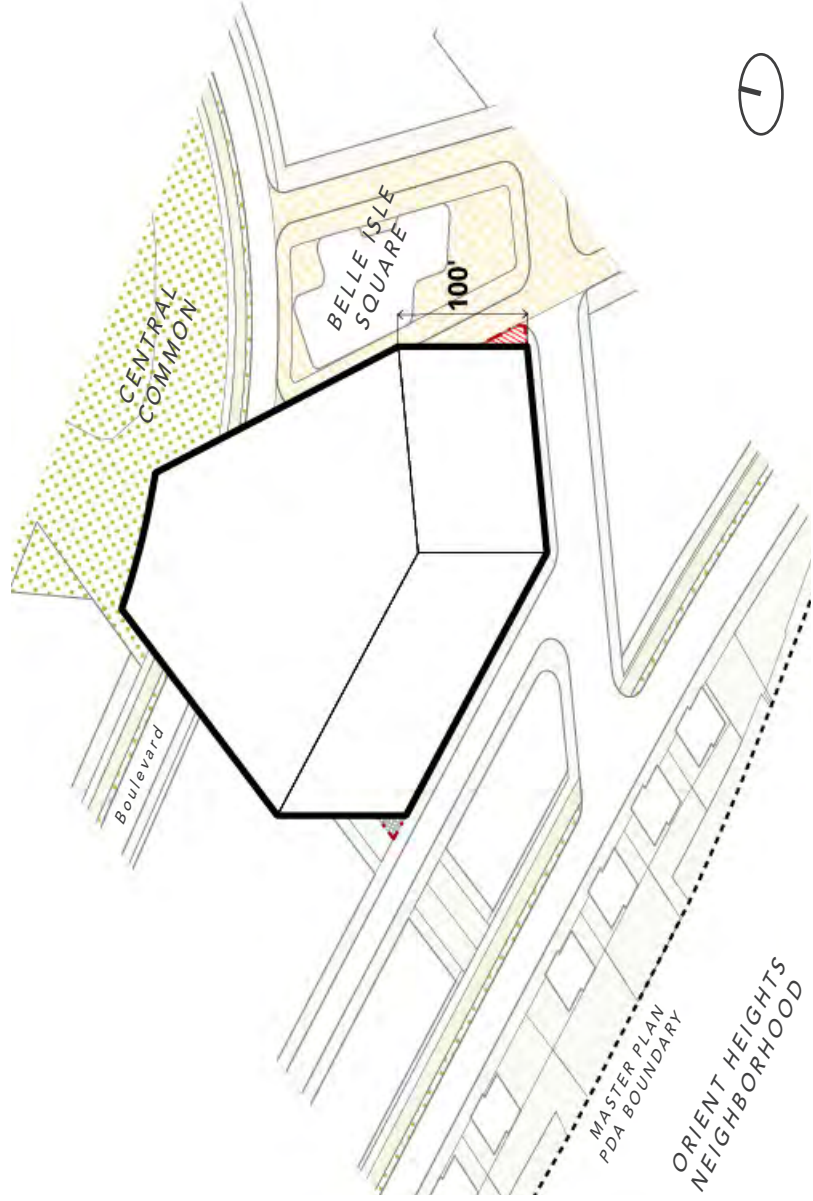
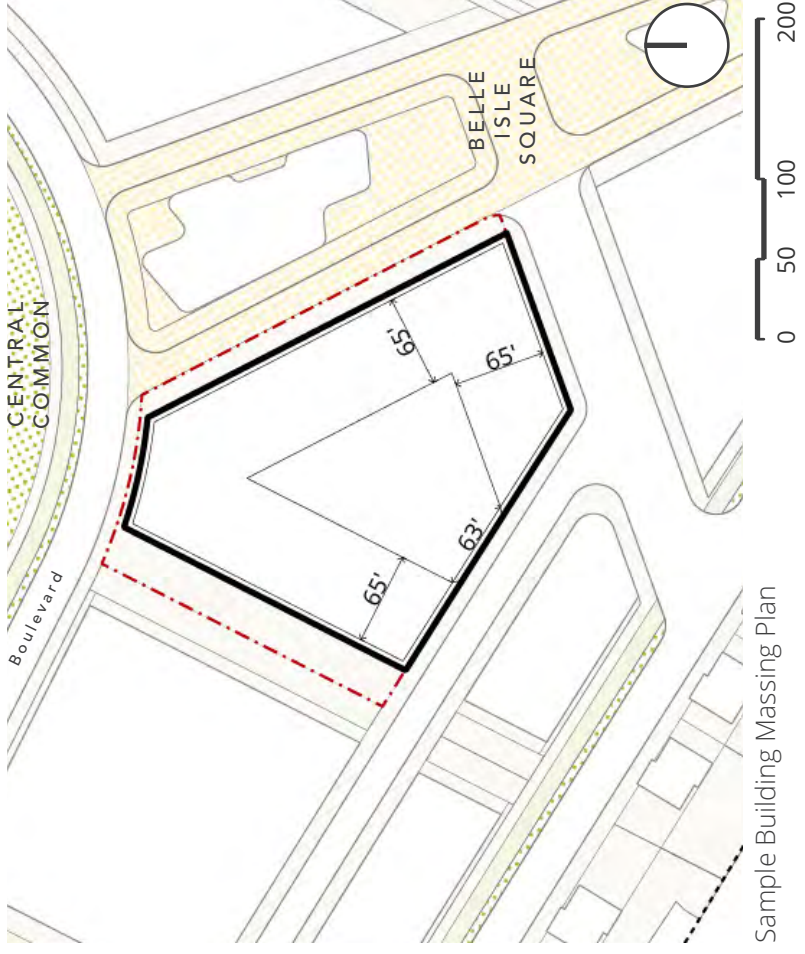
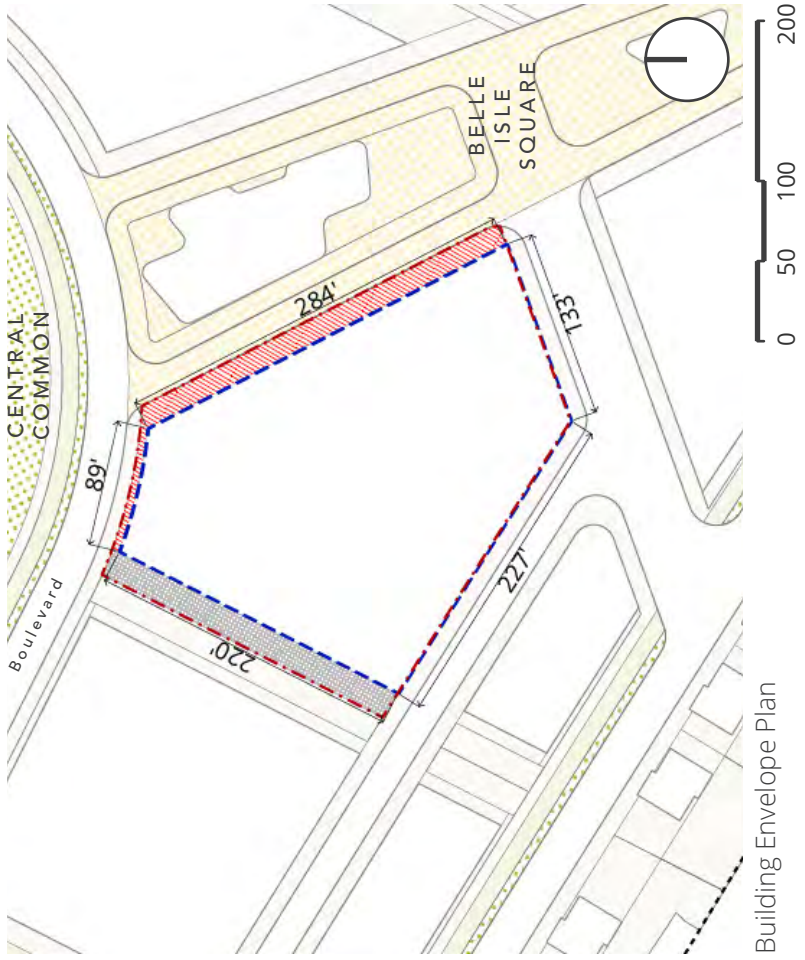


Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	80,746 sf
Max Building Height	70'





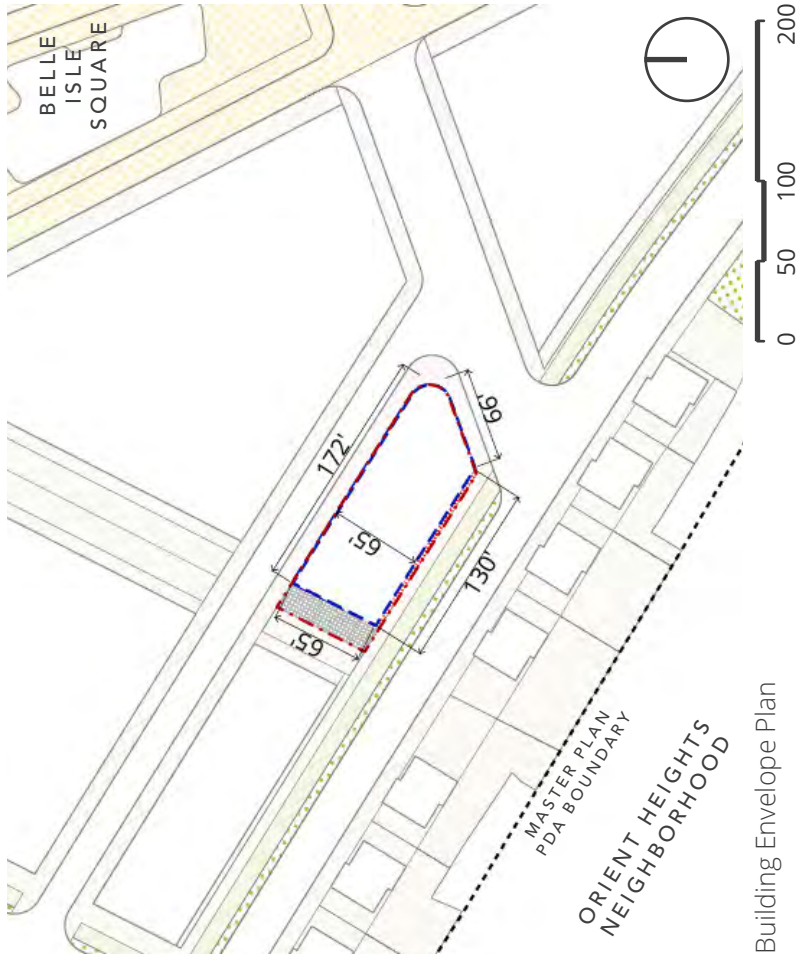
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	245,995 sf
Max Building Height	100'

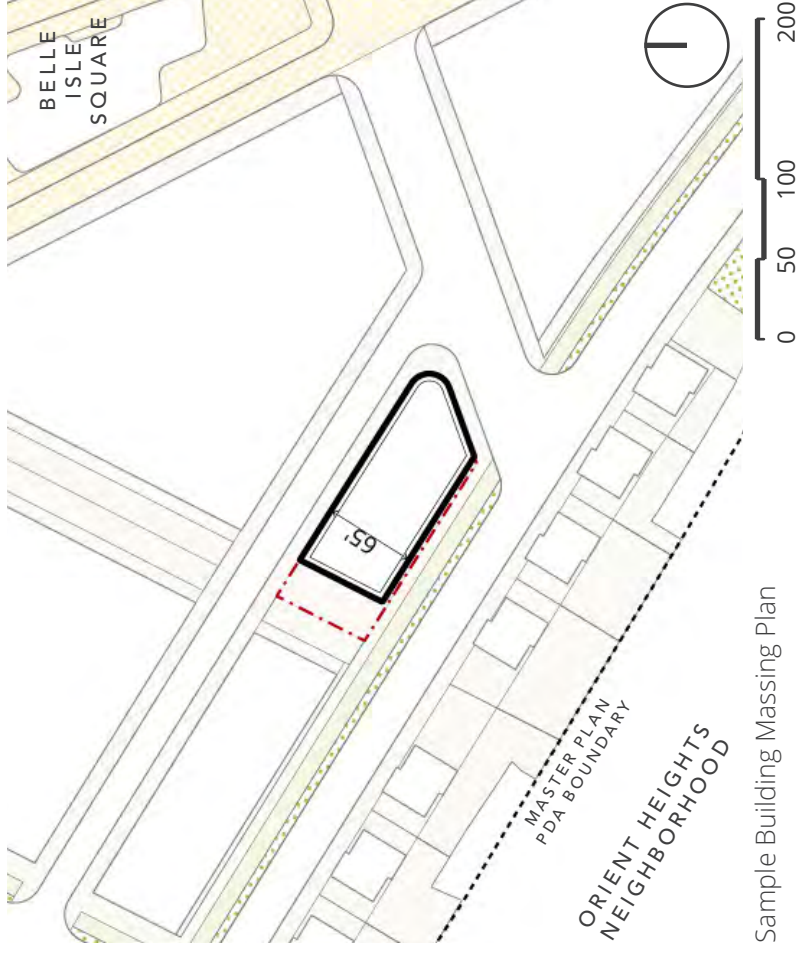
Building Envelope Axon

Sample Building Massing Axon

Phase 1B | Block B18
Suffolk Downs Redevelopment
 Development Plans



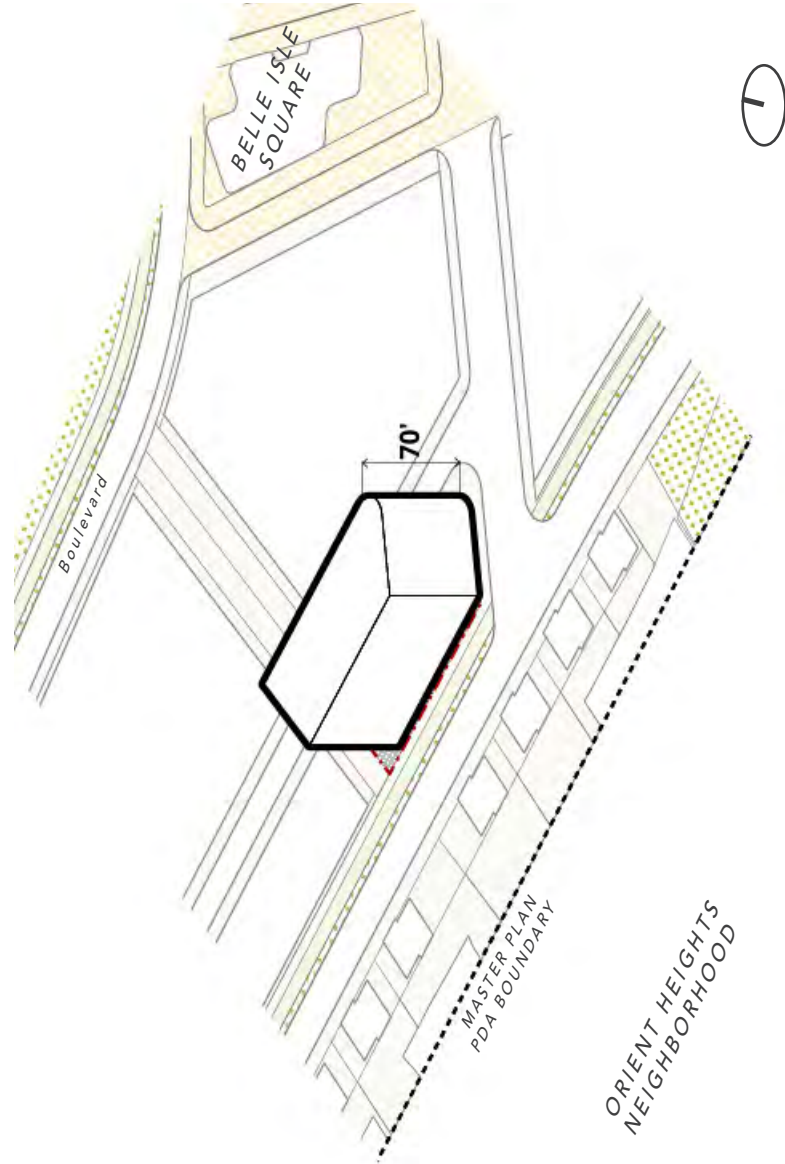
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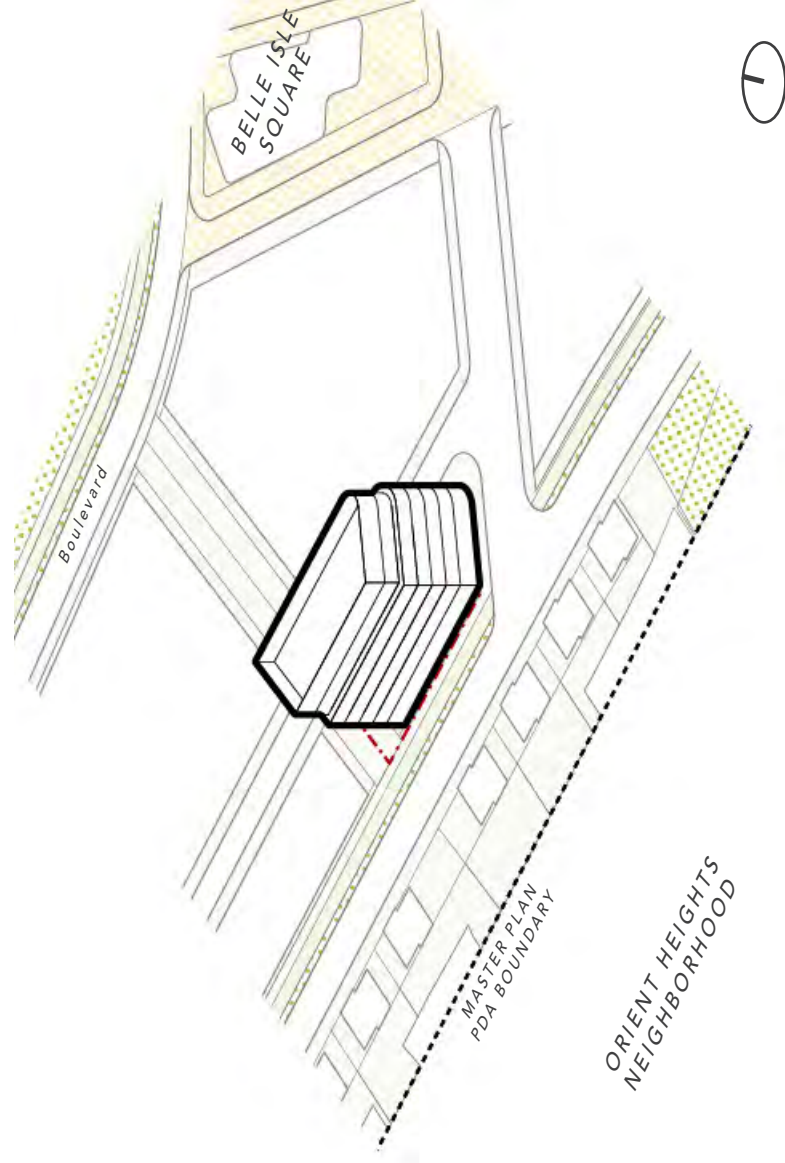
Sample Building Massing Plan



Key Plan



Building Envelope Axon

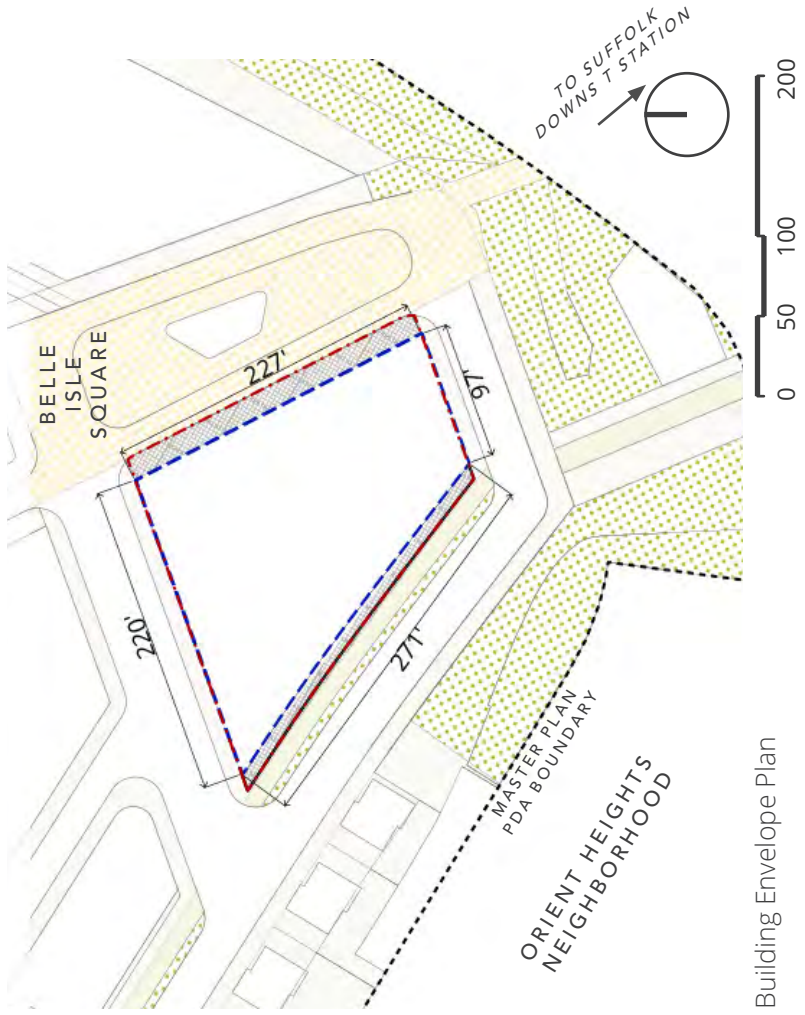


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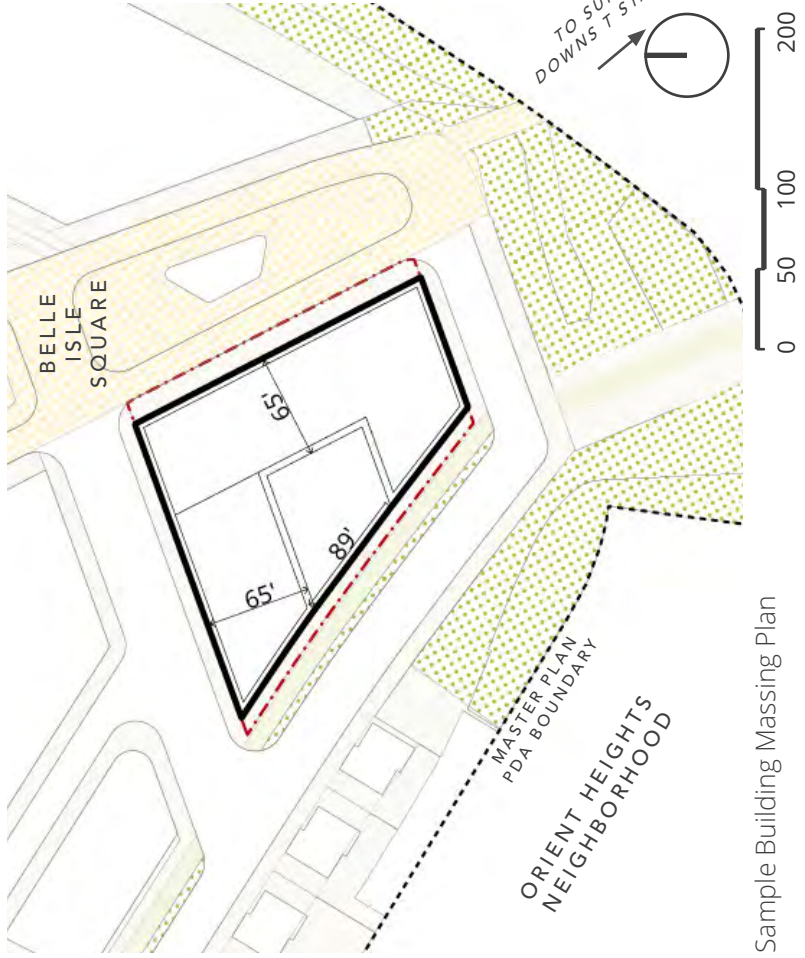
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- Service Easement
- Setback

Proposed GFA	54,586 sf
Max Building Height	70'

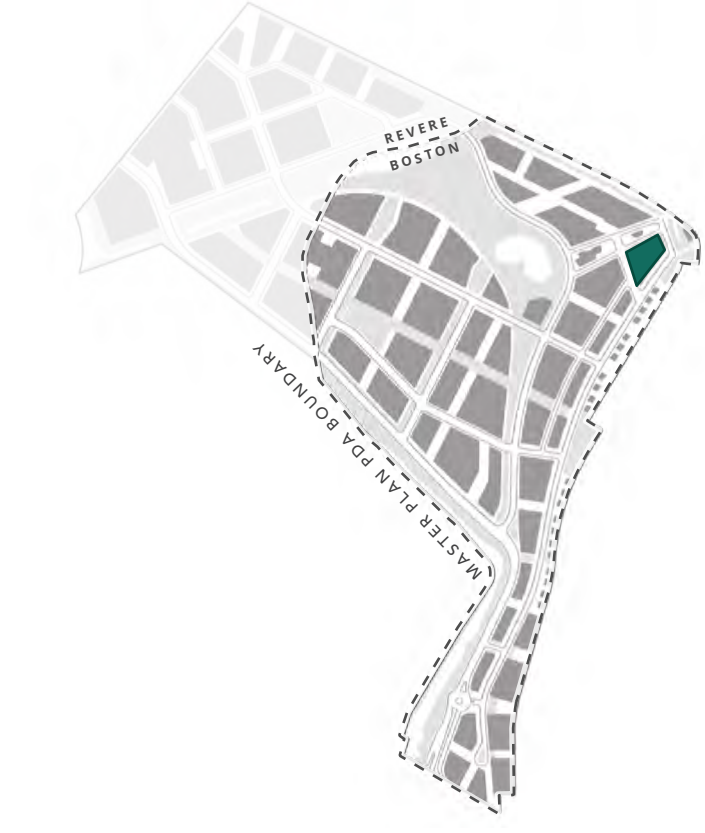
Phase 1B | Block B19
Suffolk Downs Redevelopment
 Development Plans



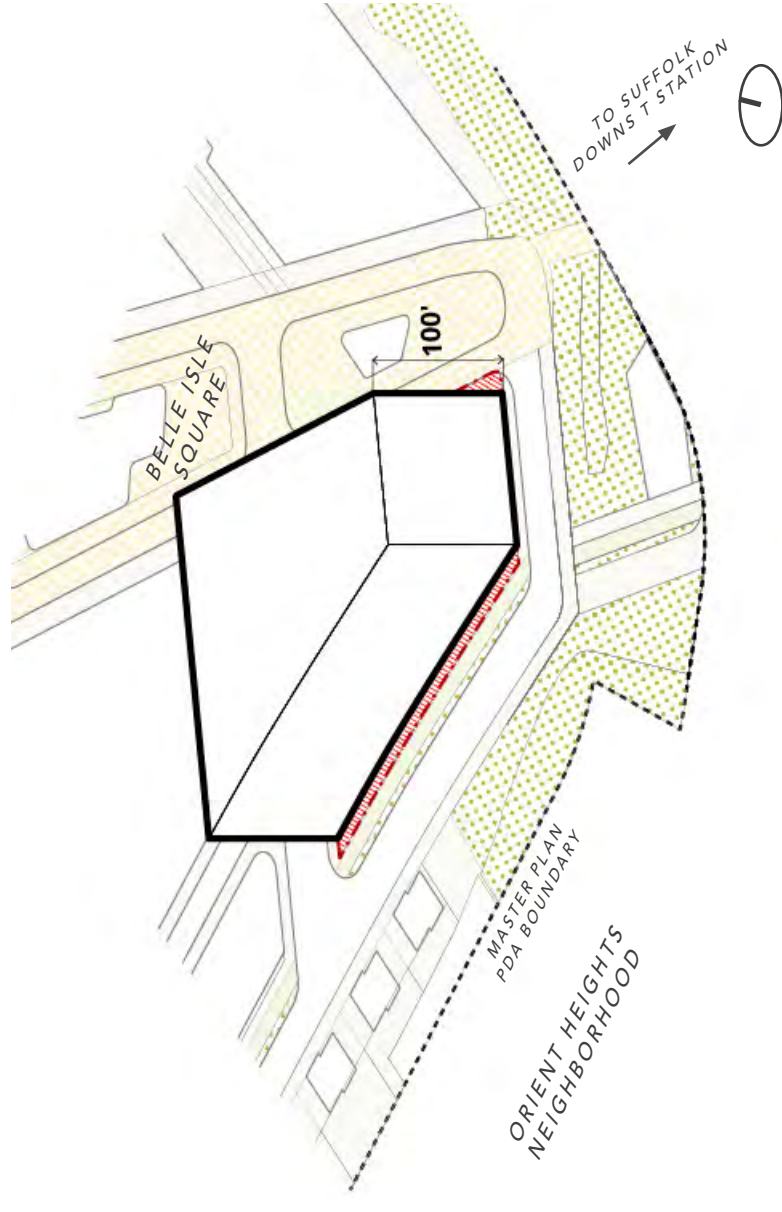
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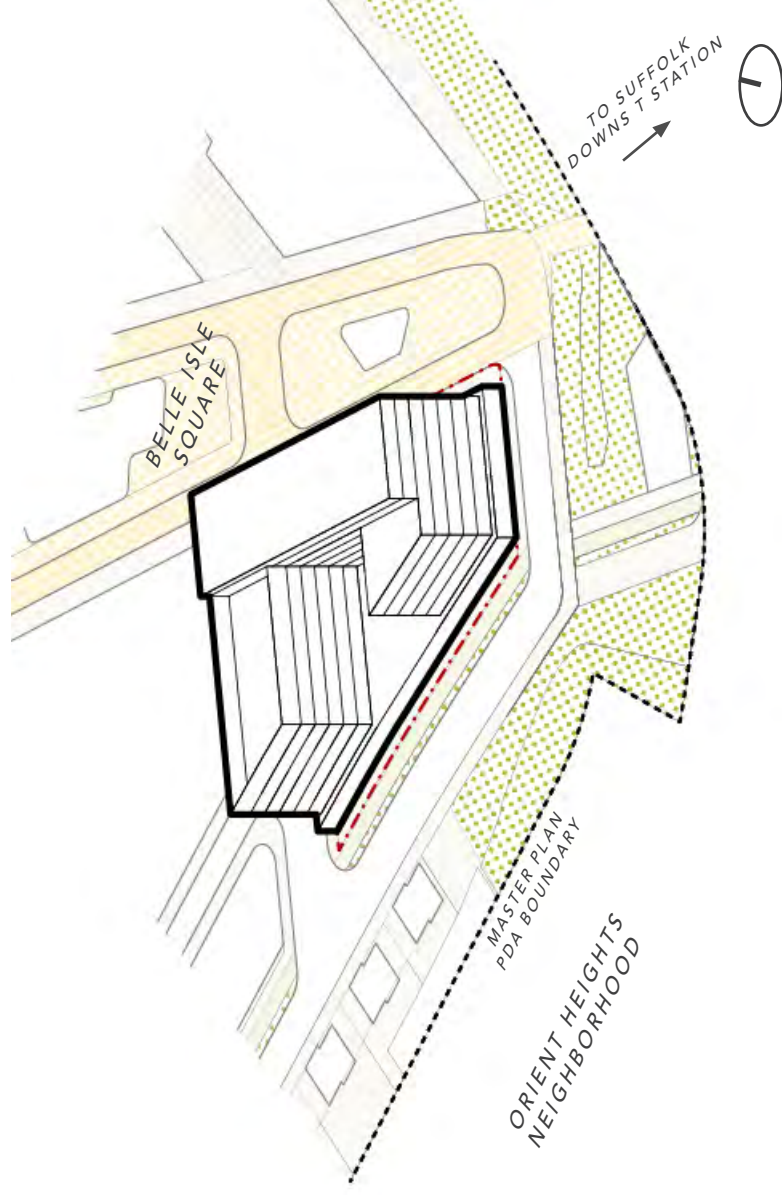
Sample Building Massing Plan



Key Plan



Building Envelope Axon

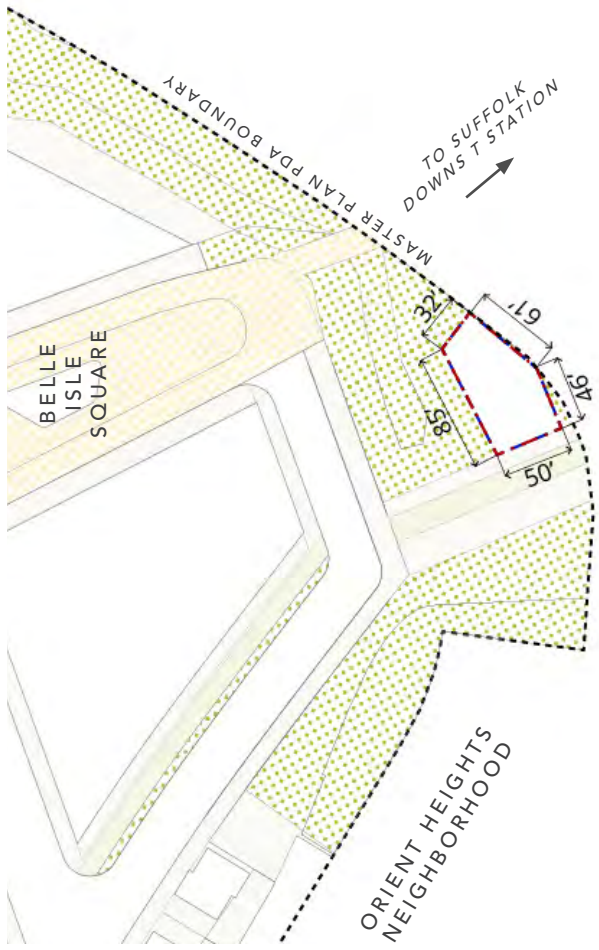


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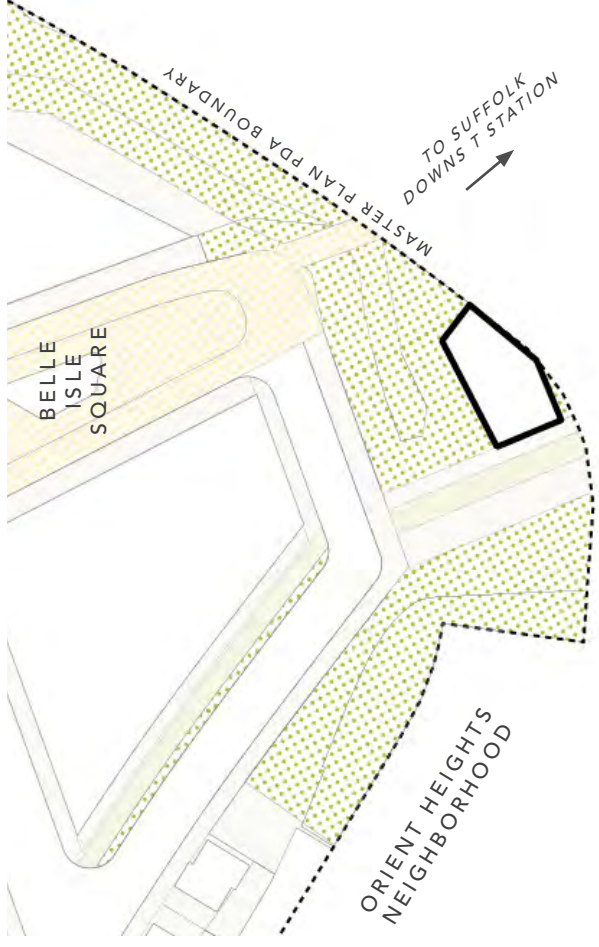
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- Service Easement
- Setback

Proposed GFA	165,338 sf
Max Building Height	100'

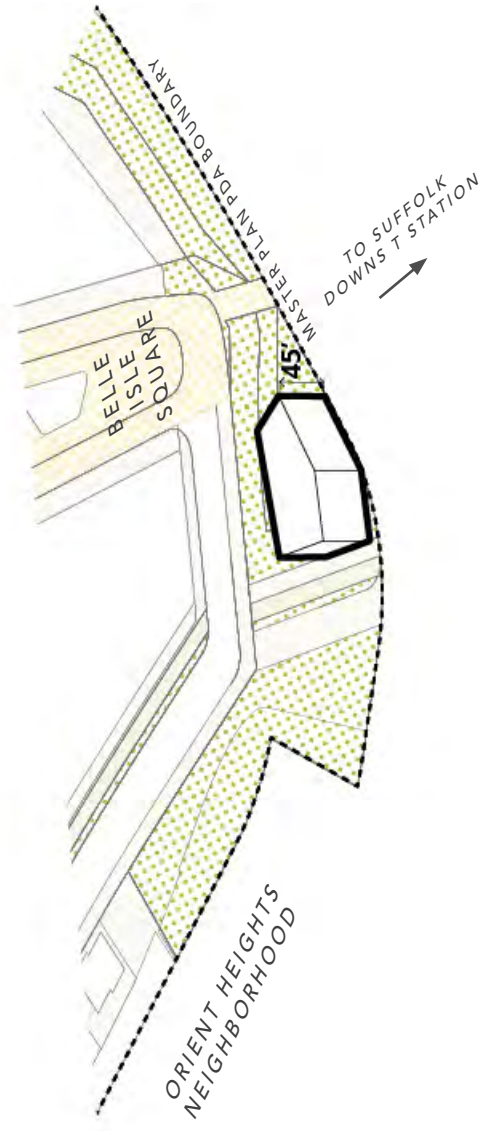
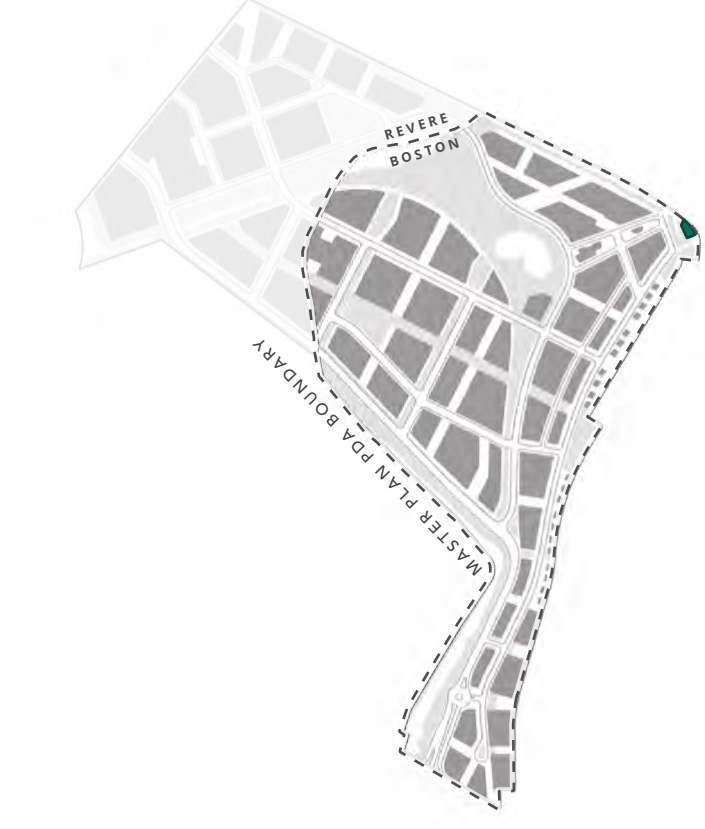
Phase 1B | Block B20
Suffolk Downs Redevelopment
 Development Plans



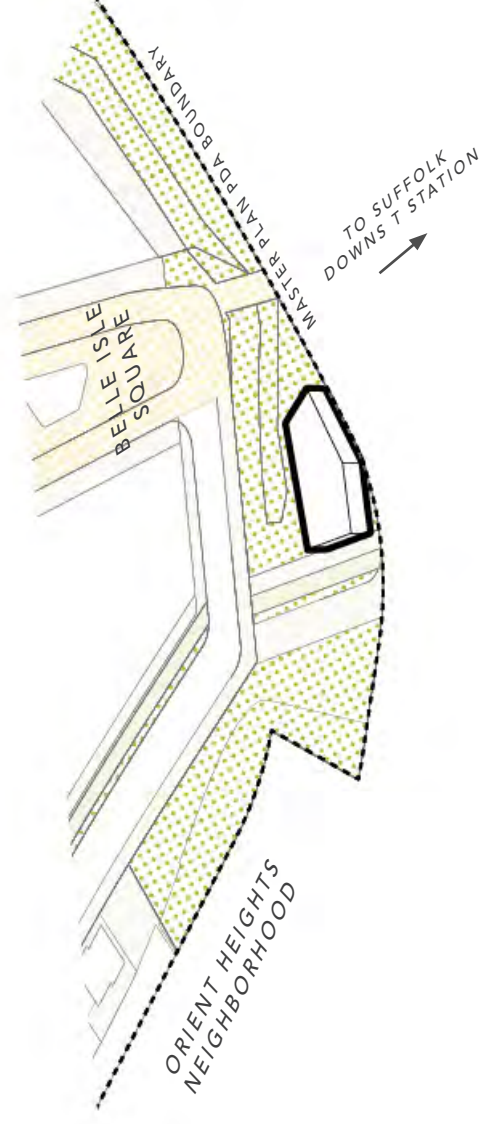
Building Envelope Plan



Sample Building Massing Plan



Building Envelope Axon

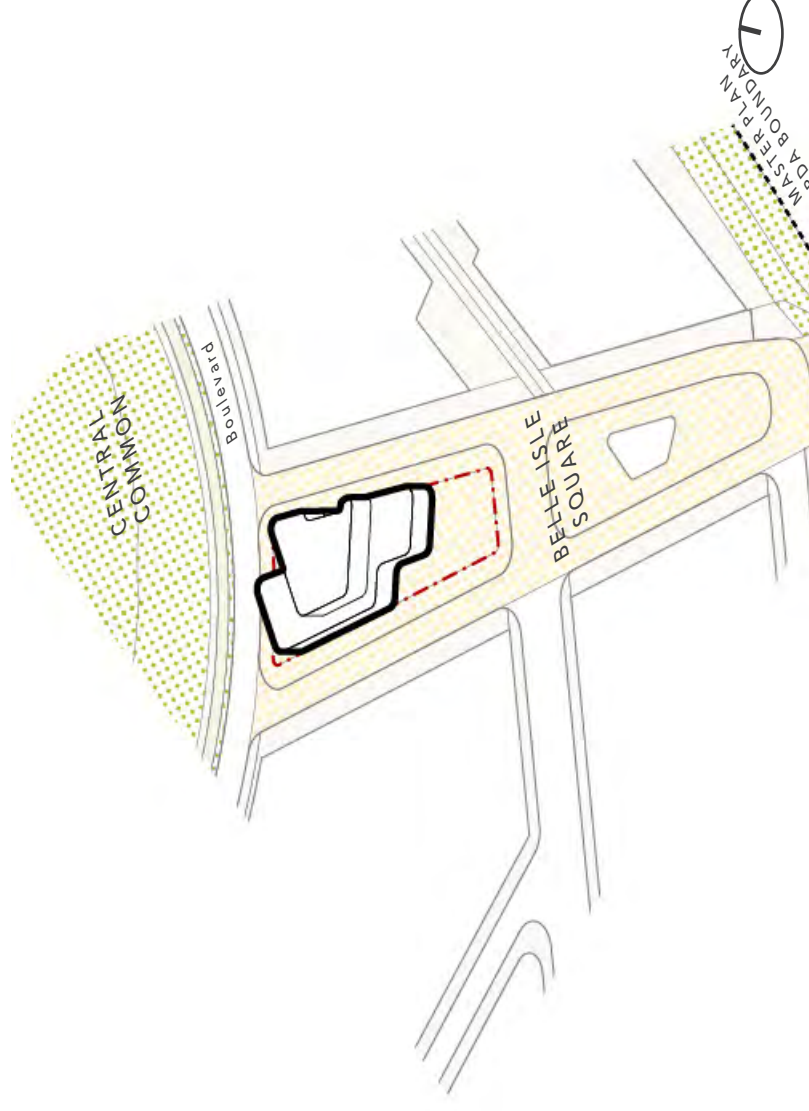
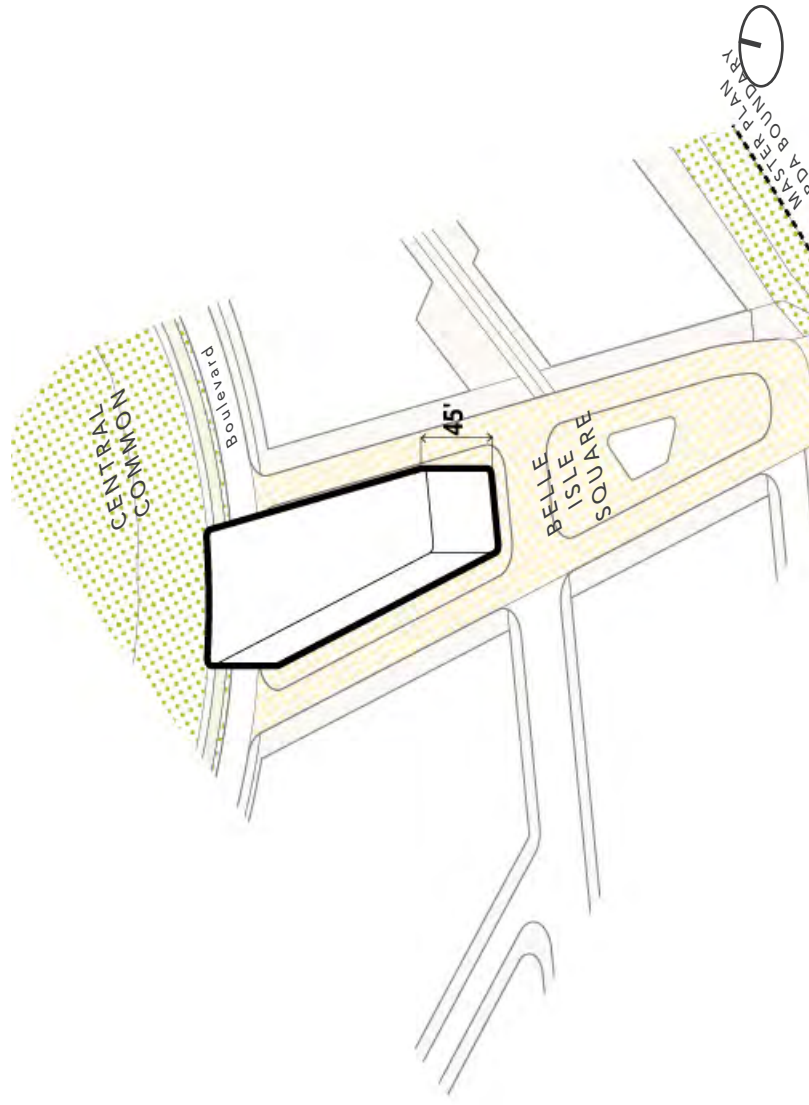
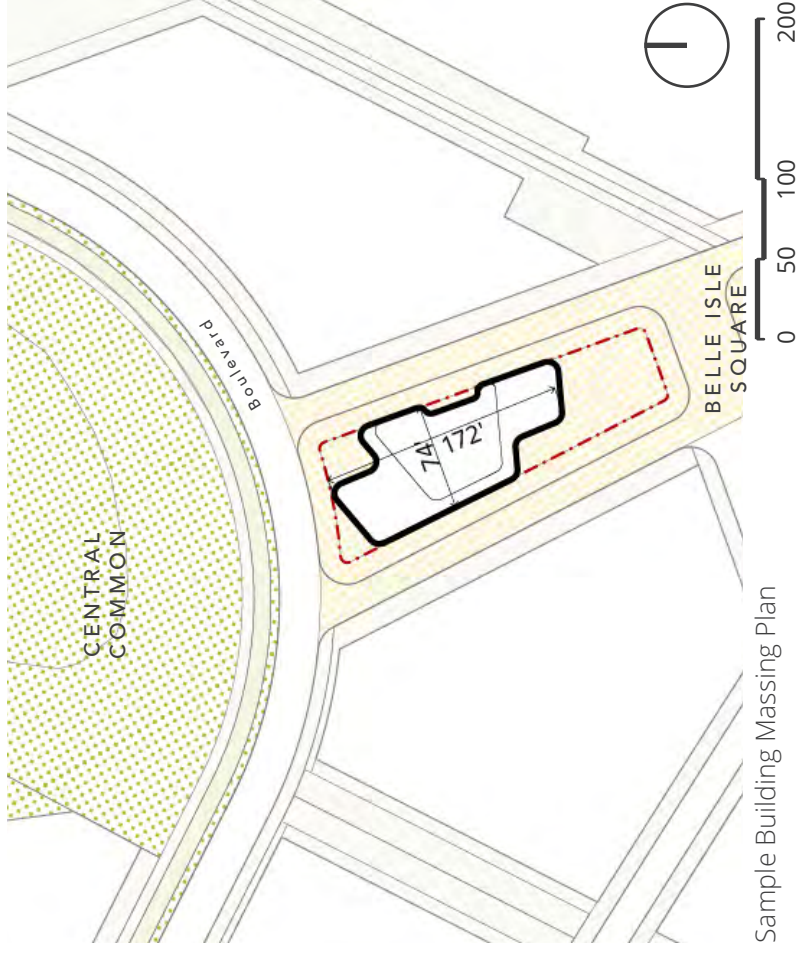
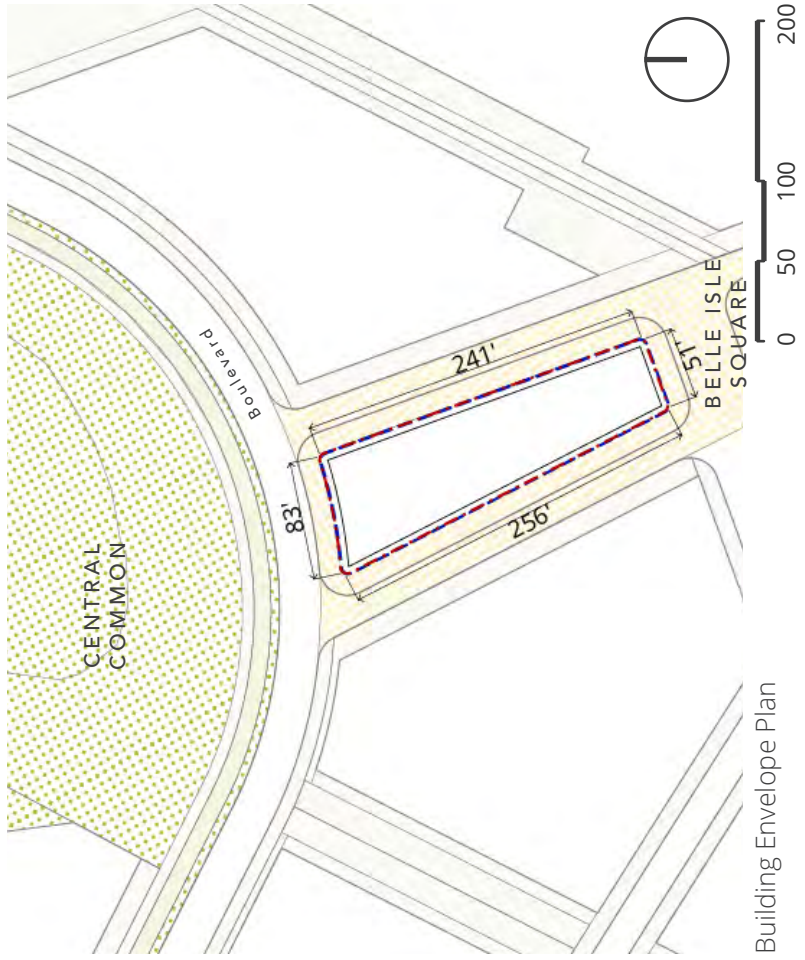


Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	7,183 sf
Max Building Height	45'

Phase 1B | Block B21
Suffolk Downs Redevelopment
 Development Plans



- Parcel Line
- Build-To Line
- Service Easement
- Setback

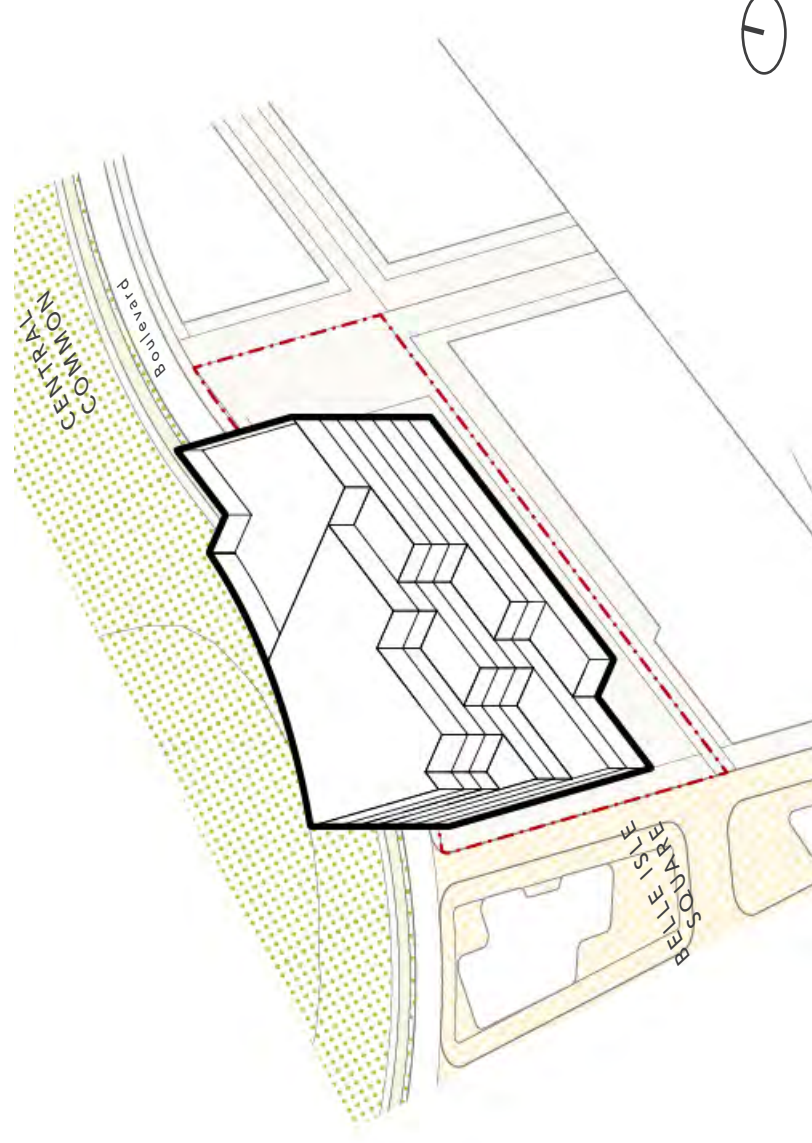
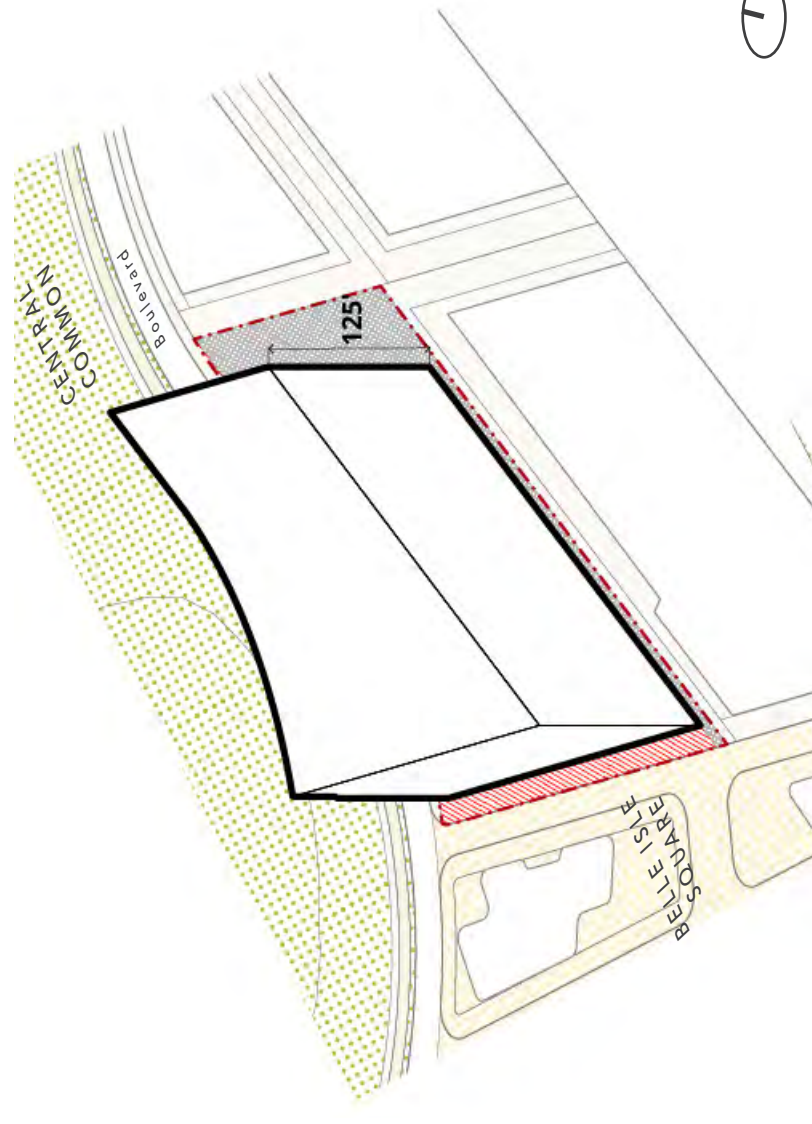
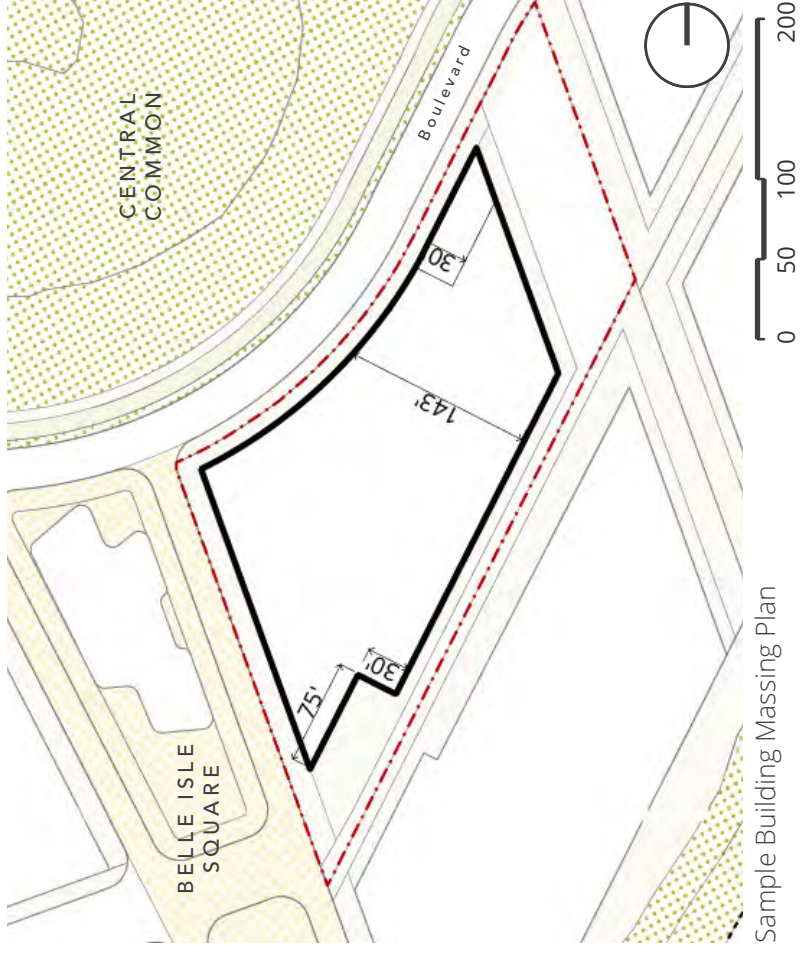
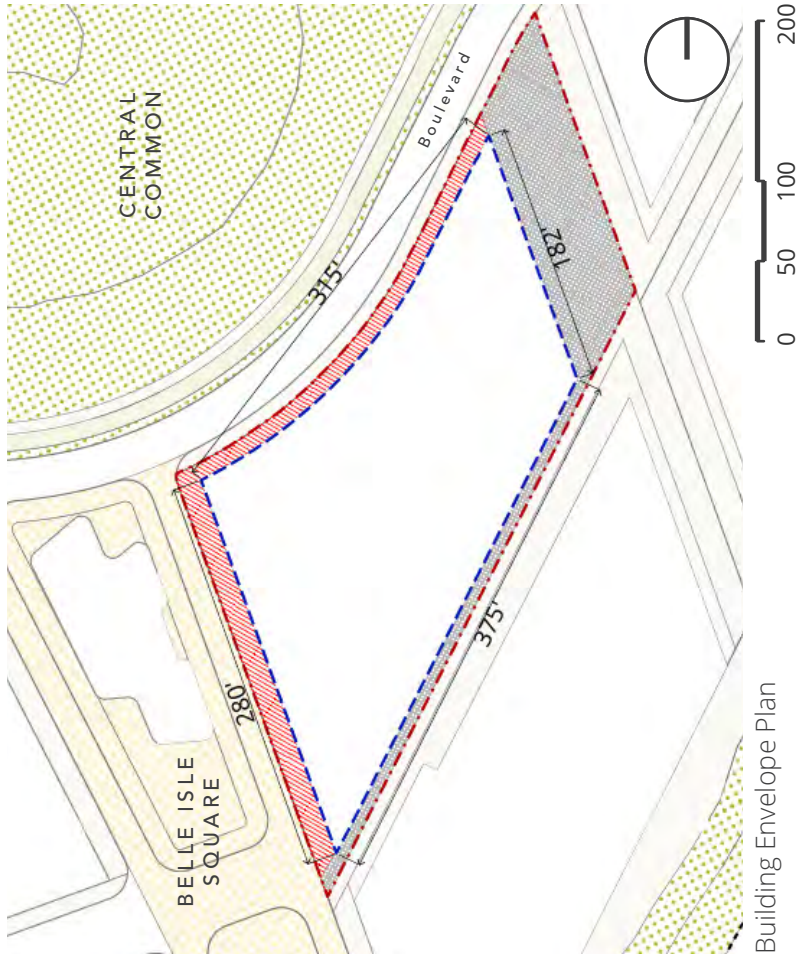
Proposed GFA	13,242 sf
Max Building Height	45'

Building Envelope Axon

Sample Building Massing Axon

Phase 1B | Block B22

Suffolk Downs Redevelopment
Development Plans



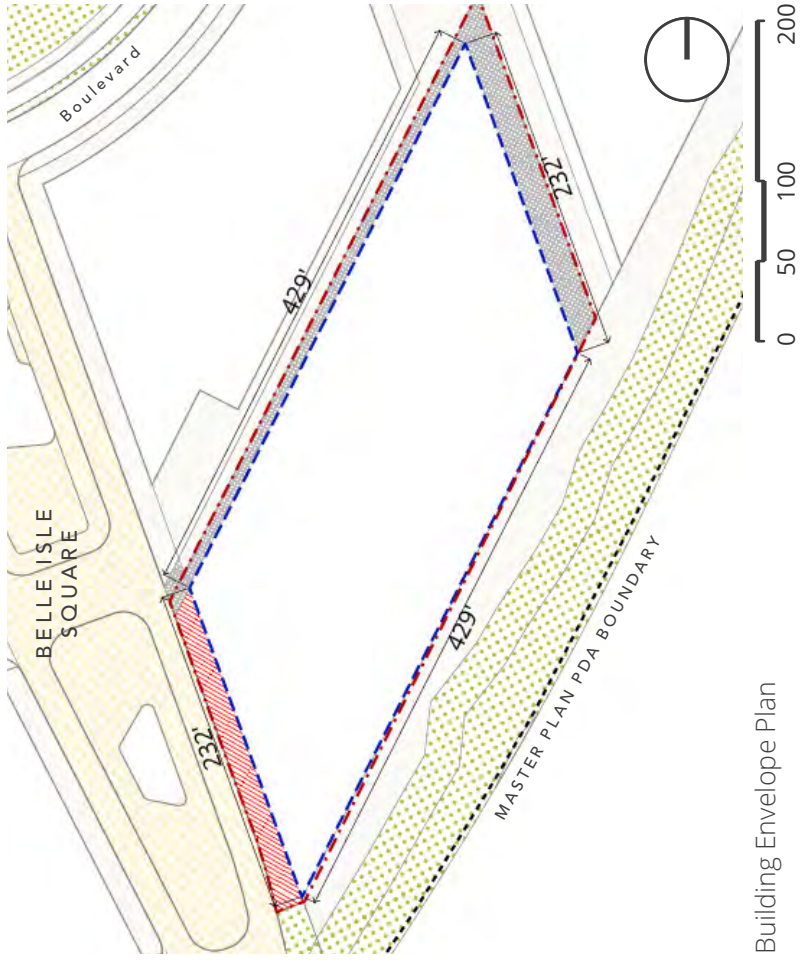
- Parcel Line
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- Service Easement
- Setback

Proposed GFA	274,473 sf
Max Building Height	125'

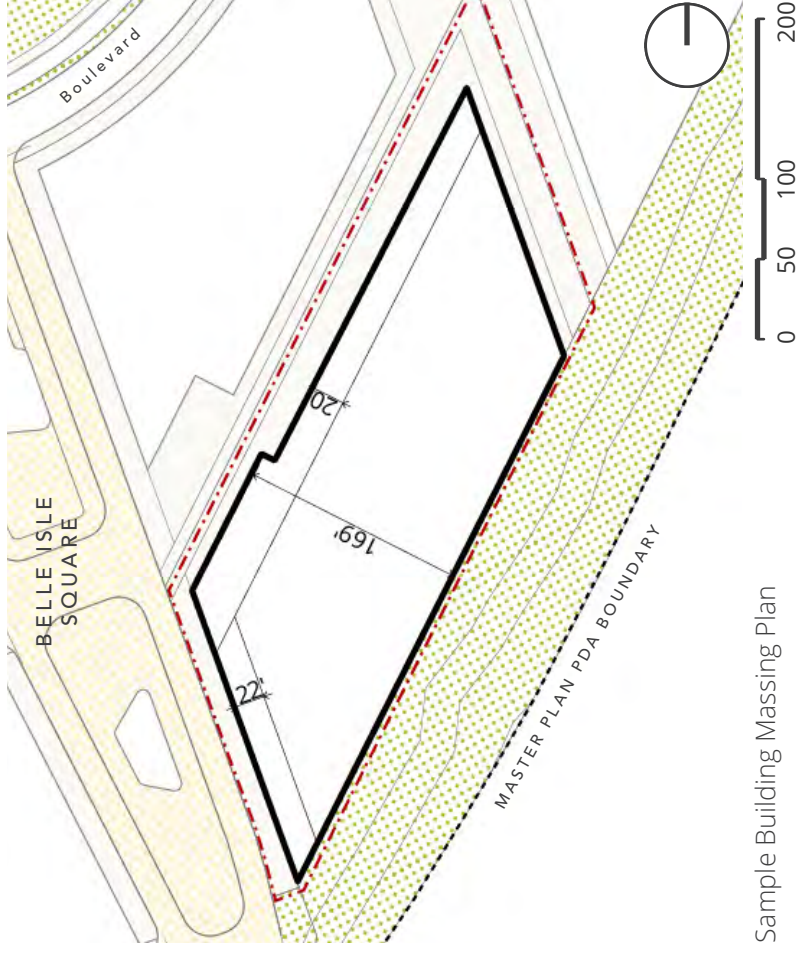
Building Envelope Axon

Sample Building Massing Axon

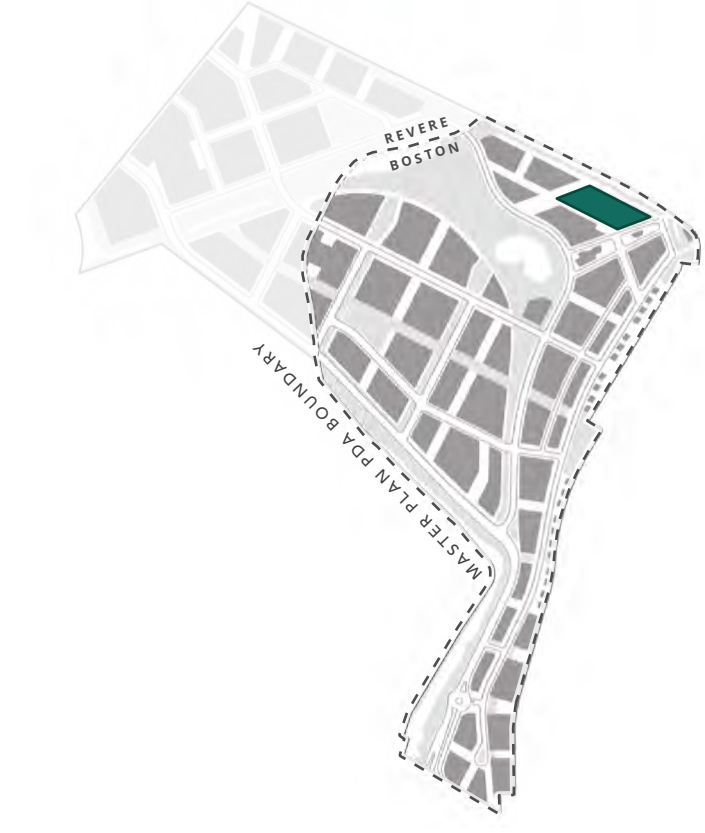
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Suffolk Downs Redevelopment
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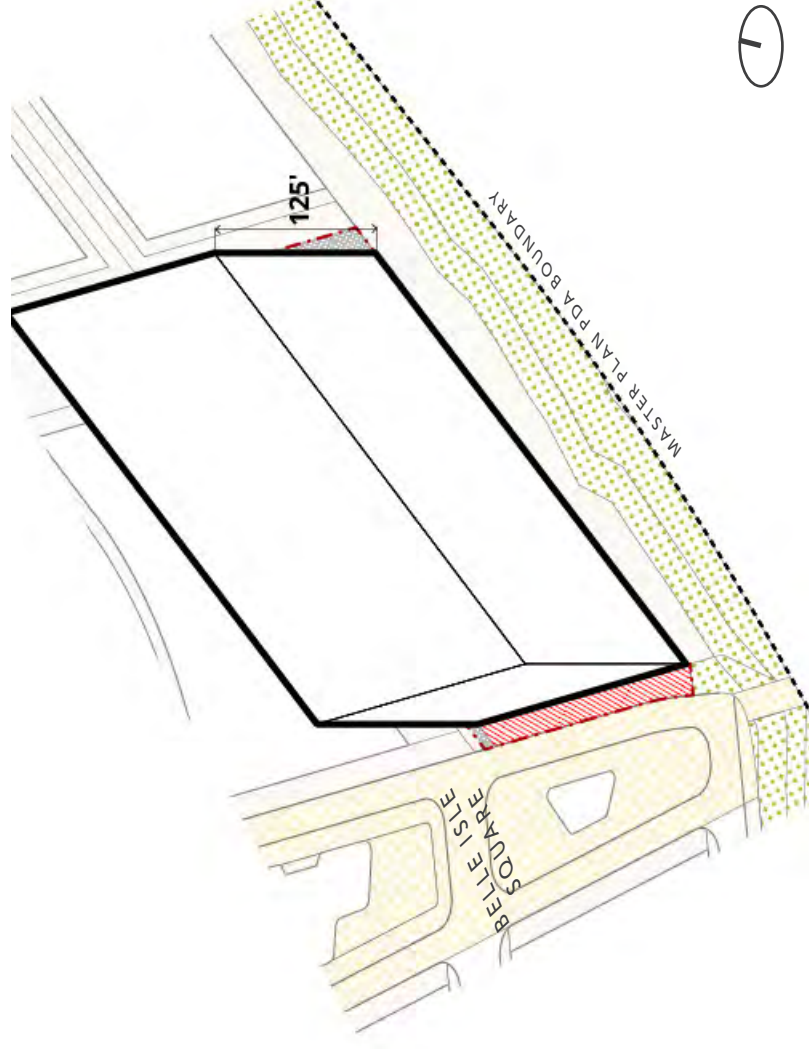
Building Envelope Plan



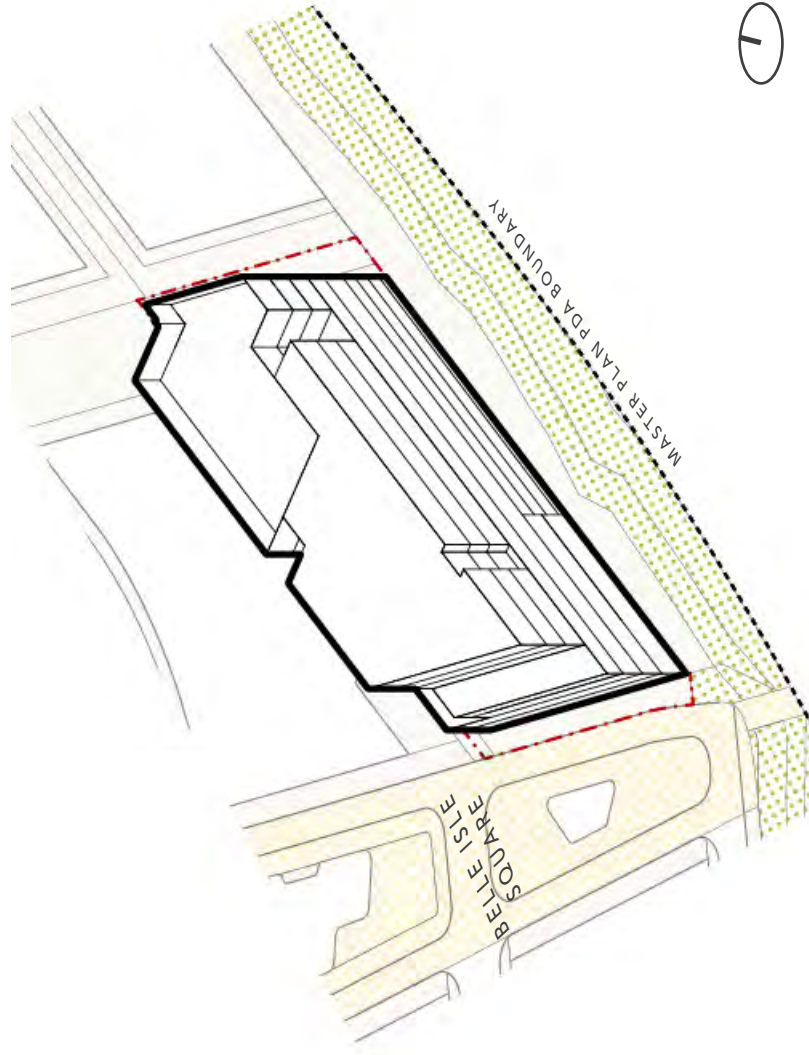
Sample Building Massing Plan



Key Plan



Building Envelope Axon

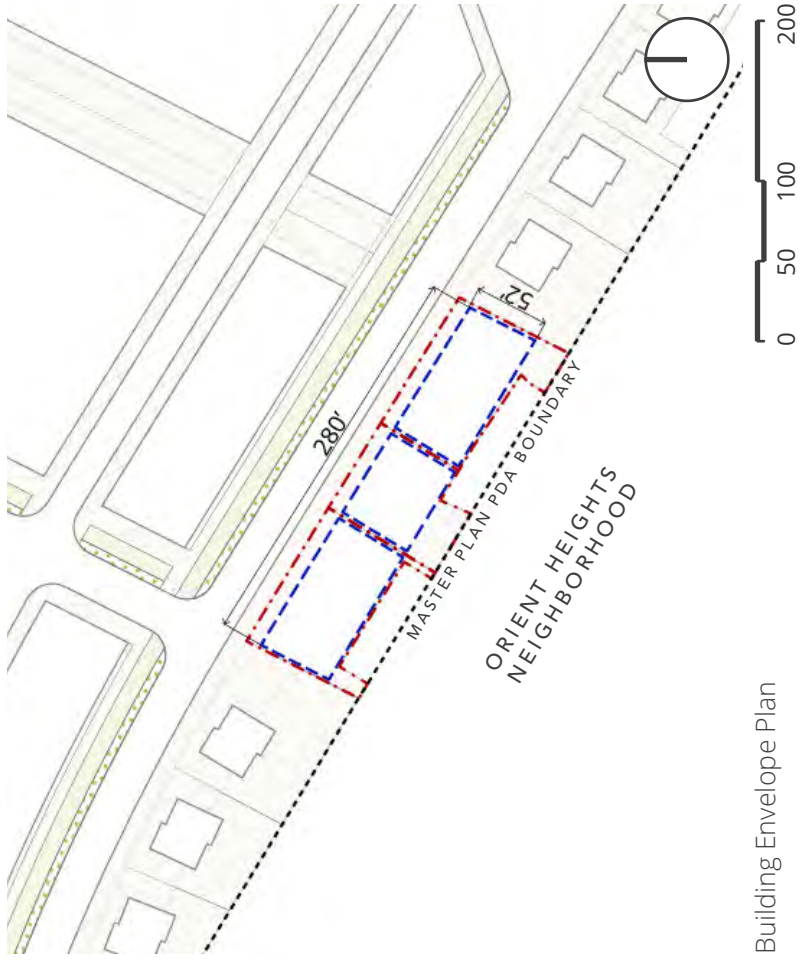


Sample Building Massing Axon

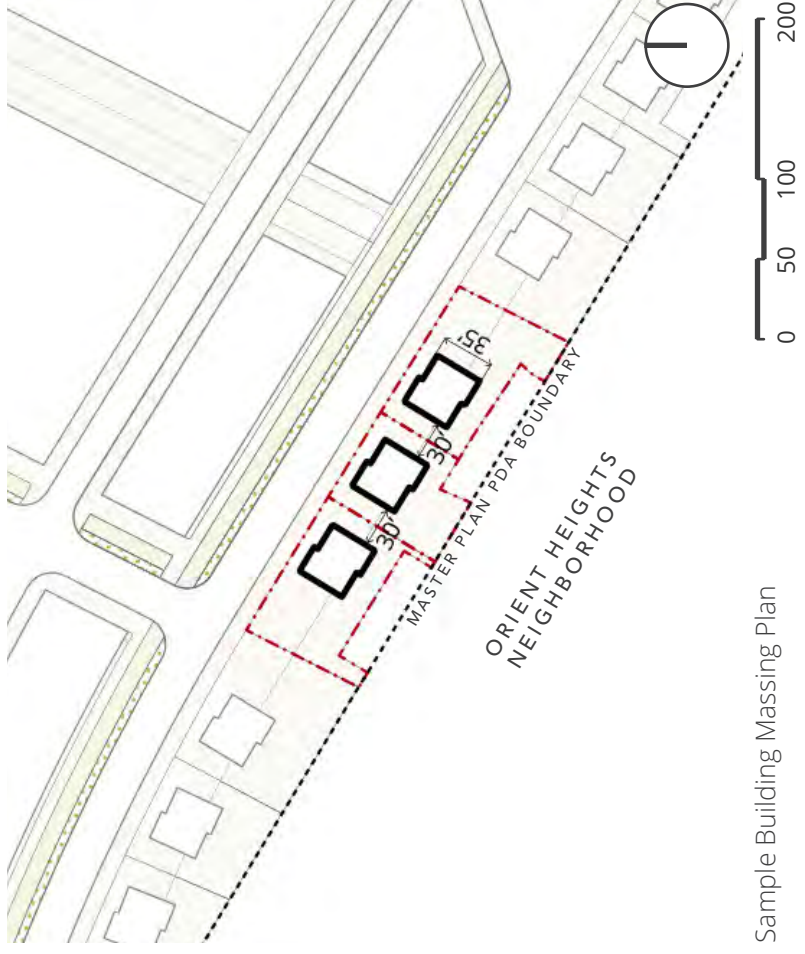
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- Setback

Proposed GFA	262,205 sf
Max Building Height	125'

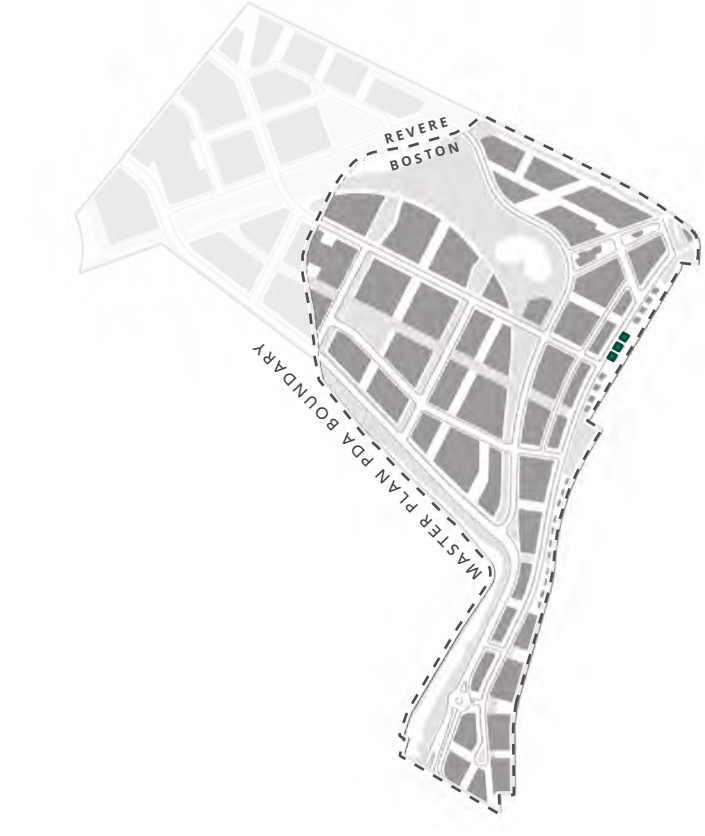
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Suffolk Downs Redevelopment
 Development Plans



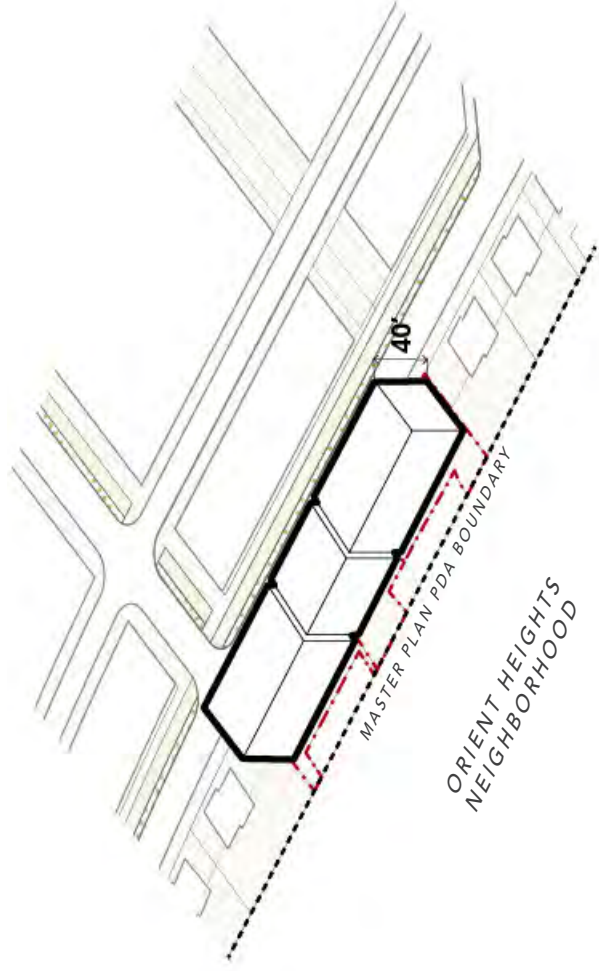
Building Envelope Plan



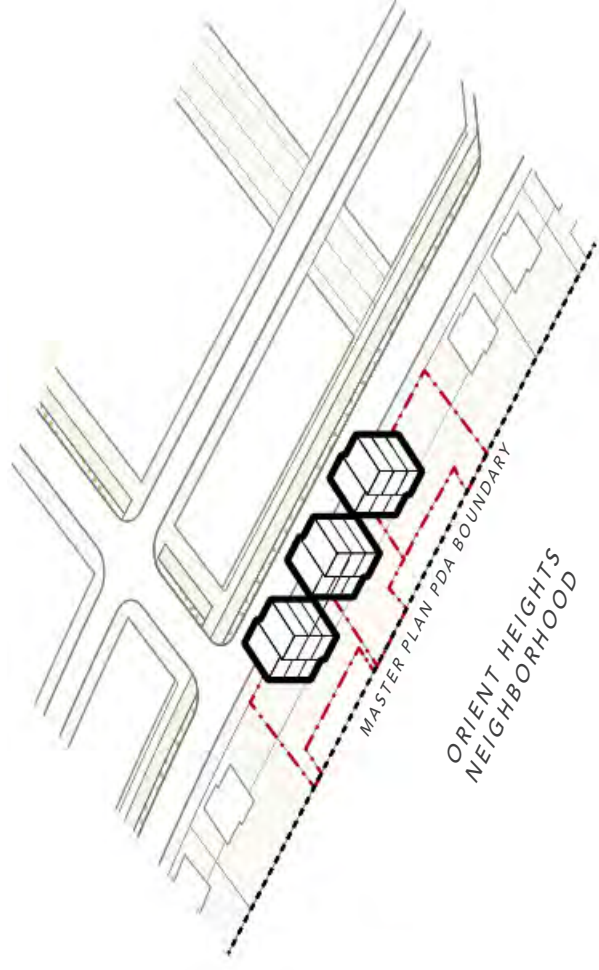
Sample Building Massing Plan



Key Plan



Building Envelope Axon



Sample Building Massing Axon

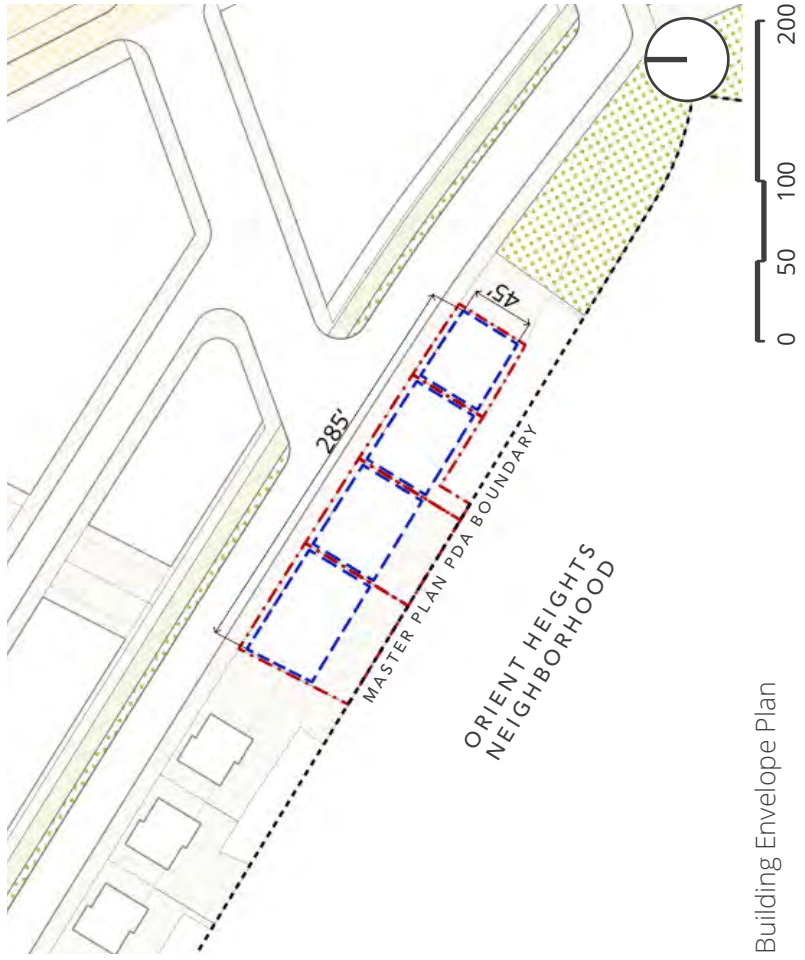
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA **12,504 sf**

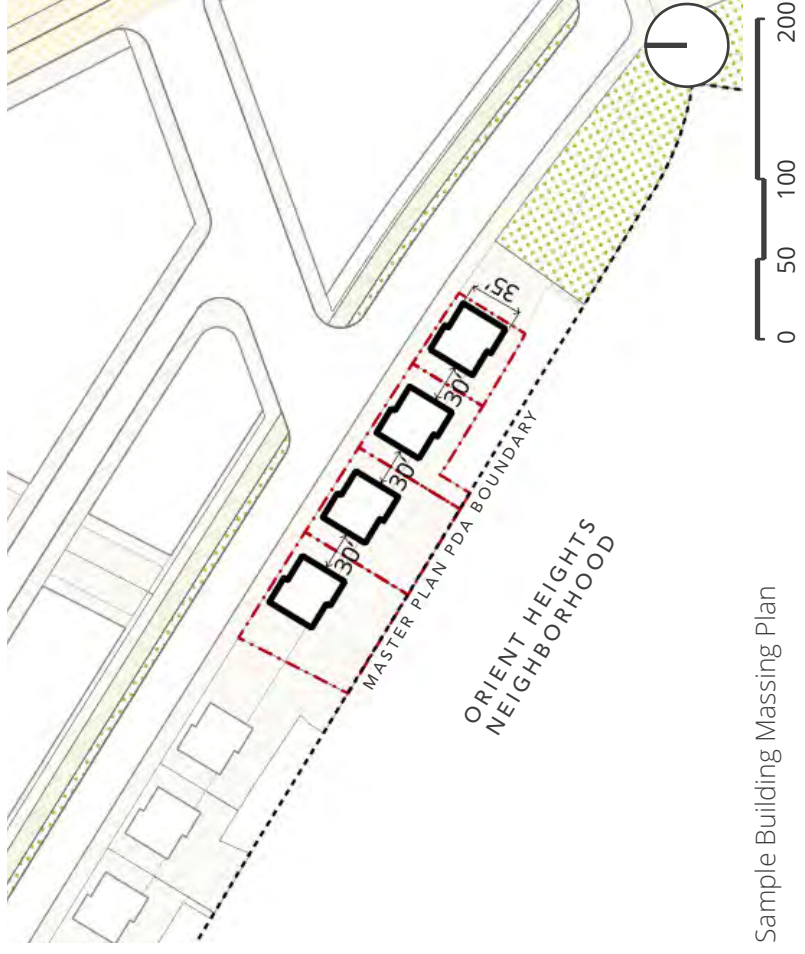
Max Building Height **40'**



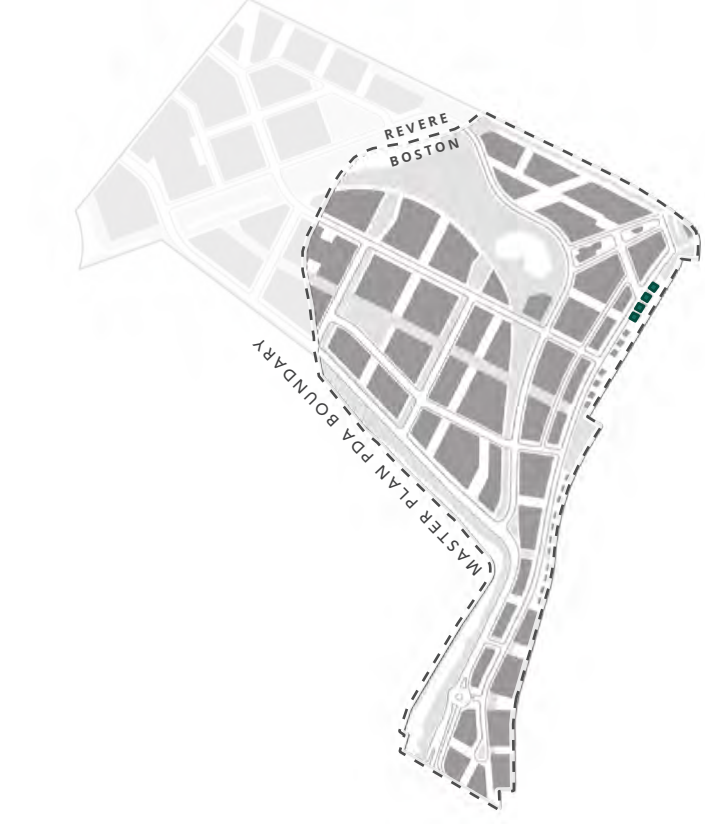
Phase 1B | Block TH02
Suffolk Downs Redevelopment
 Development Plans



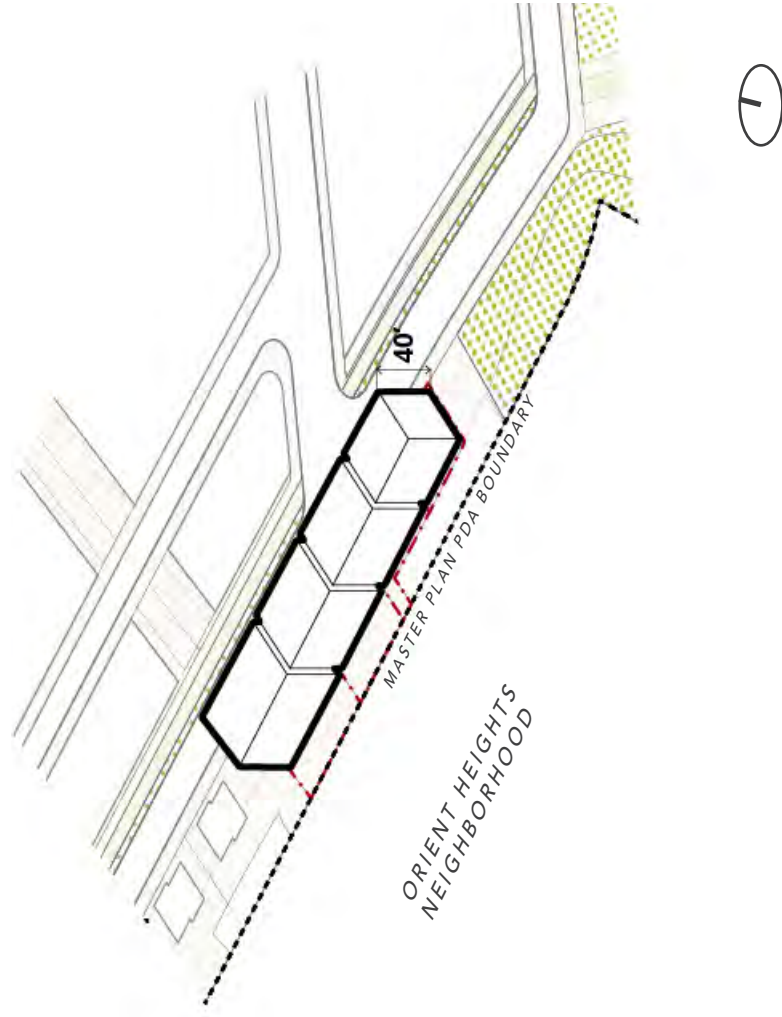
Building Envelope Plan



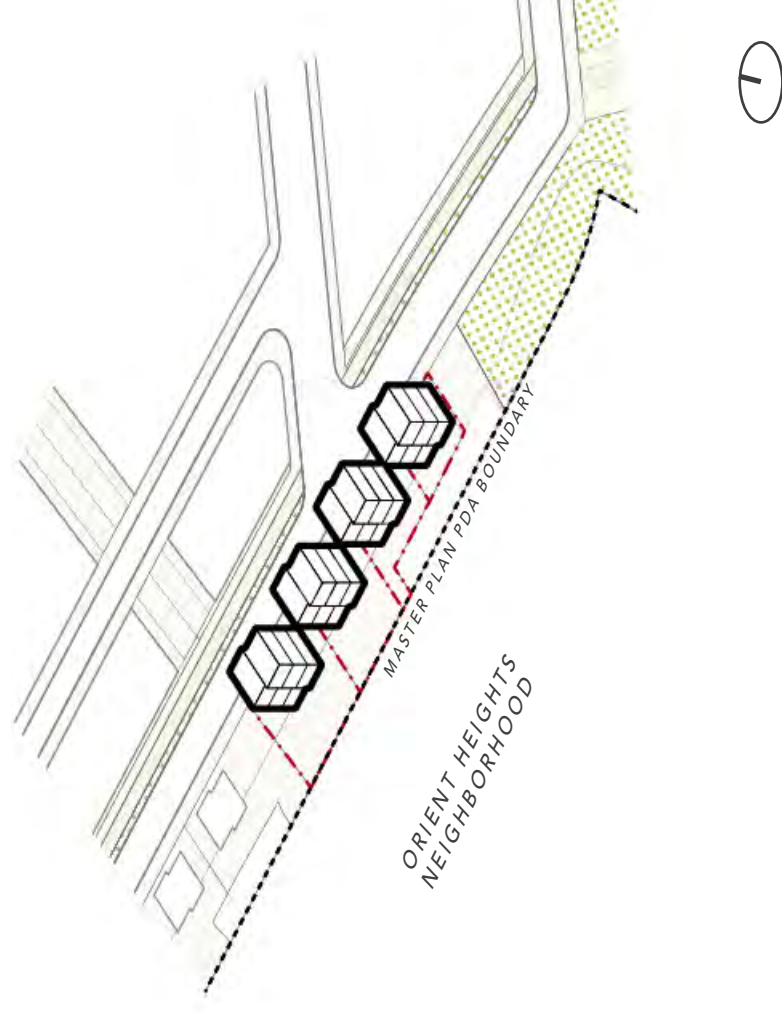
Sample Building Massing Plan



Key Plan



Building Envelope Axon



Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	16,672 sf
Max Building Height	40'

Phase 1B | Block TH03
Suffolk Downs Redevelopment
 Development Plans

Exhibit D-1

Intentionally Omitted

Exhibit D-2

Active Ground Floor Uses Plan

[see attached]

Key

Active Ground Floor Use
Frontage

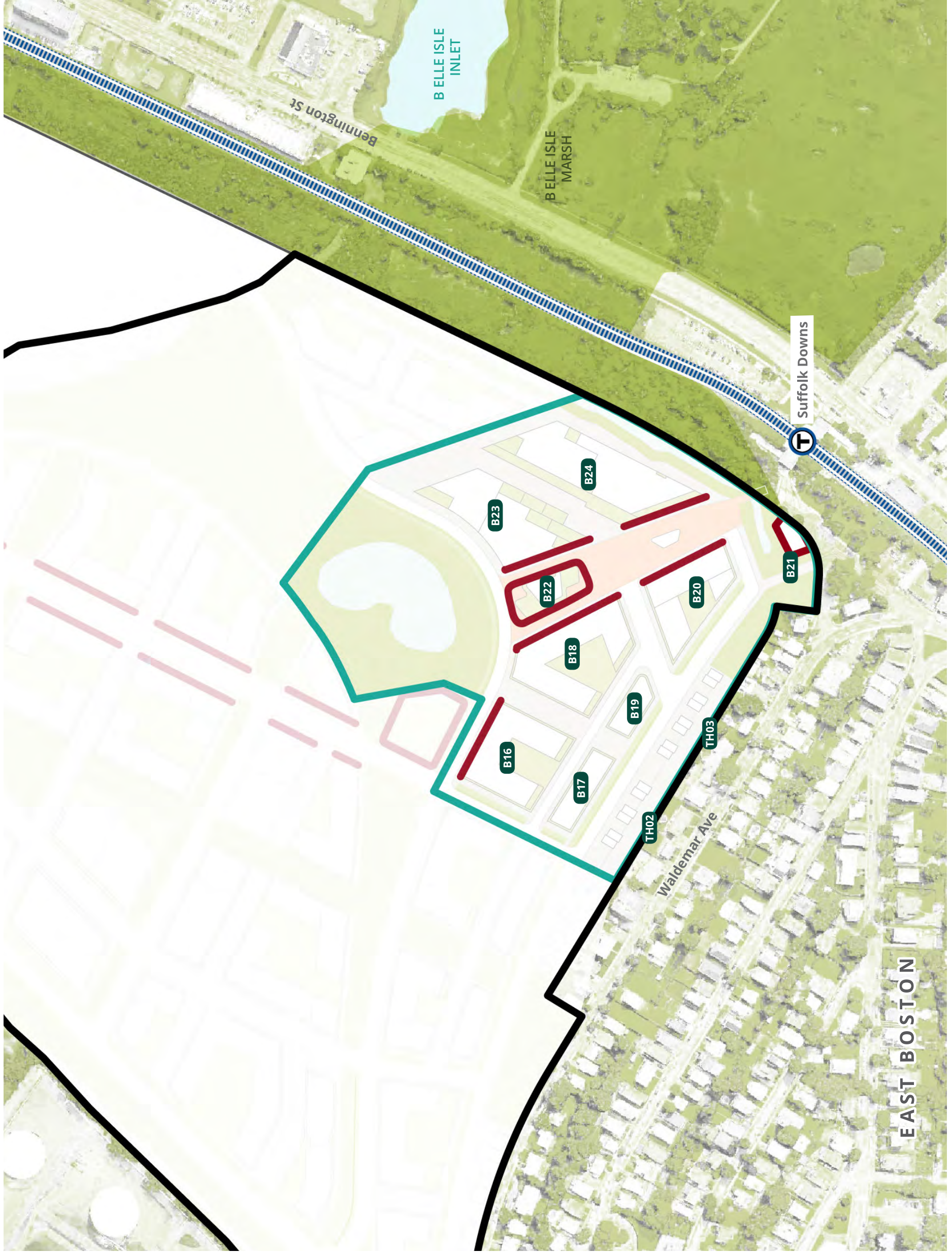


Exhibit D-2
Active Ground Floor Uses

Phasing Plan

Phase 1B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-3

Building Podium Stepback Plan

[see attached]



Key

- 7 Floor Podium Stepback
- 6 Floor Podium Stepback

Exhibit D-3
Building Podiums and Stepbacks

Phasing Plan

Phase 1B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-4

Building Setbacks Plan

[see attached]



Key

- Service Alley Easements
- 15' Building Setback
- 10' Building Setback
- 5' Building Setback

Exhibit D-4
Building Setbacks

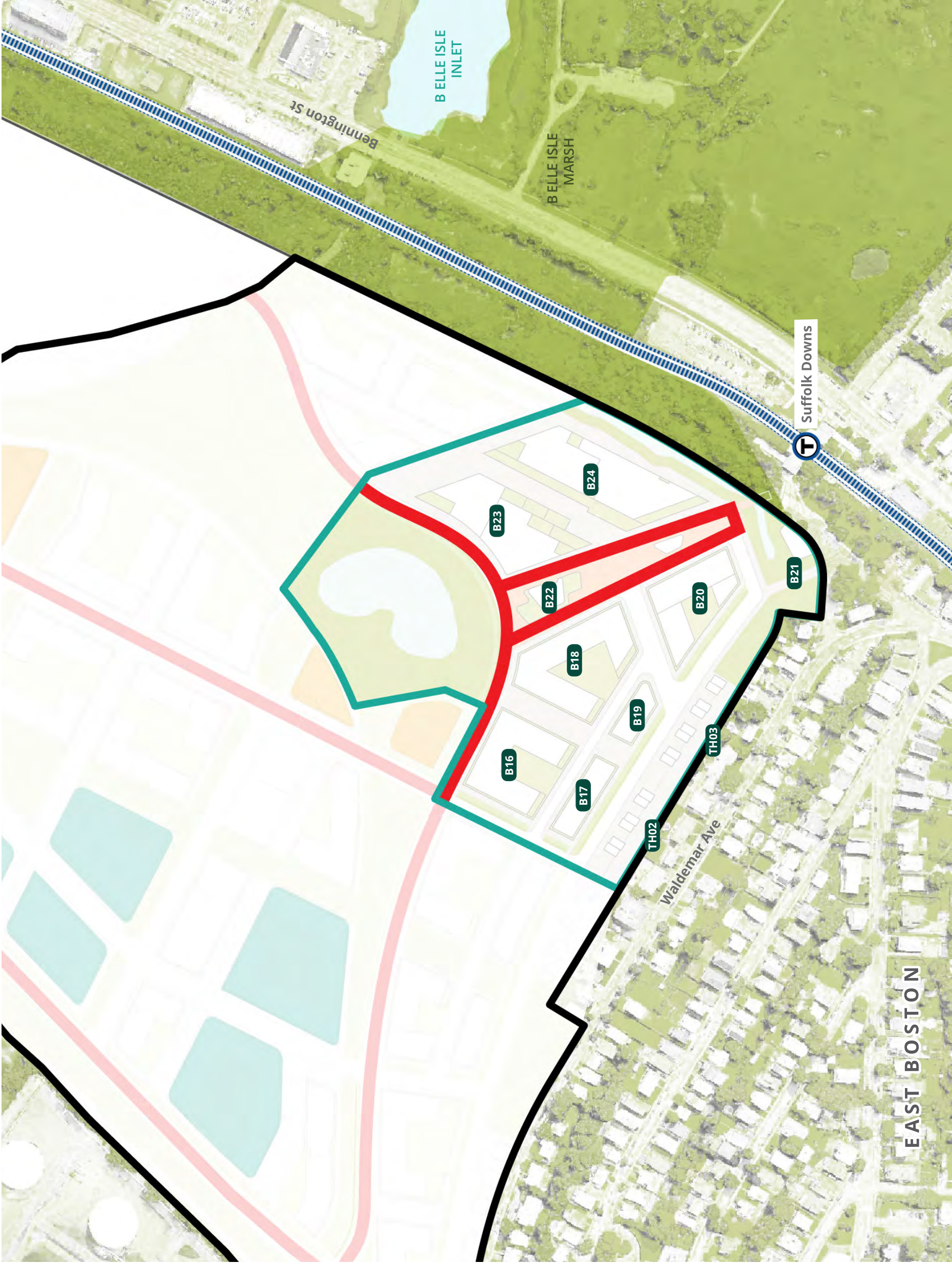
Phasing Plan

Phase 1B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-5

Parking, Service and Loading Dock Entrance Plan

[see attached]



Key

- Roadways with restrictions to parking, service, and loading entrances
- Buildings where parking, service and loading entrance prohibitions do not apply, subject to design review
- Potential 48' wide parking entrances

Exhibit D-5
Parking, Service and Loading Dock Entrances

Phasing Plan

Phase 1B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-6

Intentionally Omitted

Exhibit D-7

Open Space Guidelines

[see attached]

CENTRAL COMMON



Description

The Central Common is proposed to serve as a large-scale urban open space that will provide a diversity of uses—passive and active, open and shaded, ecological and programmed, including an approximate 2.3-acre flexible playing field area. The Central Common open space will be located at the center of the Suffolk Downs site and it is anticipated that it will establish important pedestrian and cyclist connections to the site's greater open space network.

General Character

This open space is planned to have a general character defined by:

- approximately 2.3-acre flexible playing field area
- a civic node area
- the previously-existing on-site pond, which will be enhanced with surrounding seating areas
- groves of shade trees
- walking paths and siting areas

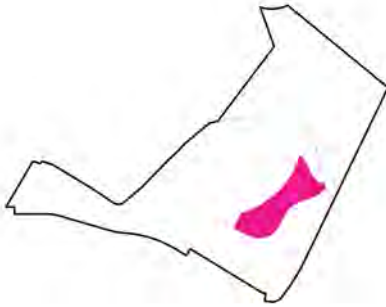
Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- active recreation areas, including a flexible open playing field area that can be used for soccer or other organized sports
- a strolling/promenade area
- outdoor exercise and free play areas
- passive recreation areas, among lawn and groves

Size

- Approximately 12 acres in Boston; additional area proposed to be constructed in Revere



ACTIVE LINEAR CORRIDOR



Description

The Active Linear Corridor is proposed to integrate active play and recreation across the center of the Suffolk Downs site and establish pedestrian connections through the middle of the site. The corridor is planned to incorporate recreational uses for all ages, from creative play spaces for children and teenagers, courts and outdoor sport facilities for older and younger adults, as well as flexible gathering spaces with a variety of social and active recreation opportunities.

General Character

This open space is planned to have a general character defined by:

- creative play spaces
- accessible pedestrian paths
- flexible use turf areas
- shade trees and spaces to sit throughout
- courts and outdoor sport facilities

Typical Uses

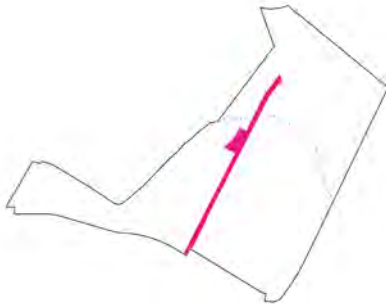
This open space will include a variety of active uses.

These are anticipated to include:

- children's playgrounds
- mounds for creative play
- grass turf areas for open play and resting
- an approximately 1-acre multi-purpose field area
- chess or other quiet social games
- basketball, tennis, and pickleball courts

Size

- Approximately 4 acres



ORIENT HEIGHTS NEIGHBORHOOD OPEN SPACE



Description

This proposed neighborhood park provides a neighborhood gathering space with access from the Suffolk Downs site and the adjacent Orient Heights neighborhood. The open space is expected to welcome neighbors to the site while anchoring the Active Linear Corridor and providing connections for pedestrians and cyclists between the new Suffolk Downs development and the existing neighborhood.

General Character

This open space is planned to have a general character defined by:

- creative play equipment
- a flexible use lawn area
- an active play court area
- walking paths and cycling tracks connected to a larger transportation network

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- a children's playground
- a basketball court or other active play court area
- a lawn area
- seating areas

Size

- Approximately 1 acre



THE GATEWAY



Description

This open space area is planned to provide active recreational space and to function in part as an extension of the Active Linear Corridor and a connection to the Central Common. These open spaces are expected to supplement other open space areas along the southern portion of the site with more small-scale recreational opportunities for everyday use.

General Character

This open space is planned to have a general character defined by:

- active play courts
- pet recreation area
- pedestrian and bicyclist connections to the larger transportation network

Typical Uses

This open space will include a variety of active uses.

These are anticipated to include:

- basketball and tennis/pickleball courts
- dog park
- seating areas

Size

- Approximately 1 acre



GREEN FINGERS



Description

The Green Fingers are proposed as new linear open spaces that are planned to provide connections across neighborhoods and which contain walking and biking trails to connect residential and commercial areas to the Central Common. These open spaces are also planned to include green infrastructure that is designed to help manage stormwater and improve site resiliency.

General Character

This open space is planned to have a general character defined by:

- linear pedestrian and bicycling paths
- green infrastructure improvements
- select active recreation nodes

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- walking and biking trails
- small children's play areas
- seating areas

Size

- Approximately 2 acres

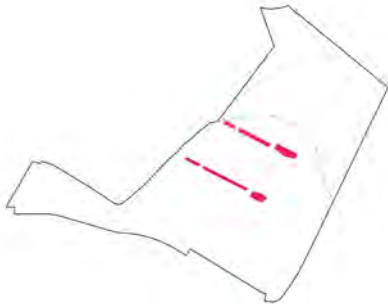


Exhibit E

List of Permitted Uses⁺²₋

Laboratory, Research and Development Uses

- Research and Development Uses and Scientific Laboratory Uses, including, but not limited to, basic laboratory; research laboratory or product development or prototype manufacturing or a facility devoted to the testing and analysis of scientific and applied research hypotheses through experimentation.

Office Uses

- Office Uses, including, but not limited to, agency or professional office, back office, shared office space, general office and office uses by insurance companies, cultural groups, community service organizations, banks and offices of architects, attorneys, dentists, physicians or other professional people.

Residential Uses

- Residential Uses, including, but not limited to single family homes, town homes, multi-family residential uses and senior housing, with a mix of unit types, including micro units, studios, one, two and three bedroom units and extended stay apartments.

Hotel Uses

- Hotel and Conference Center Uses, including, but not limited to, bed and breakfast; conference center; executive suites; hotel, including extended stay hotel.

Restaurant Uses

- Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishments serving or not serving alcohol and/or other place for the service or sale of food and/or drink for on-premises consumption and serving or not serving alcohol, including outdoor cafes; place for sale and consumption of food and beverages and serving or not serving alcohol providing dancing or entertainment or both; in a structure, sale over the counter, not wholly incidental to a local retail business or restaurant 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; bakery, café, coffee shop, delicatessen and/or diner and facility of public assembly.

⁺²₋ Capitalized terms used but not defined in this Exhibit E shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

Retail, Banking, Service and Wholesale Uses

- Retail Uses, Banking and Postal Uses, Service Uses and Wholesale Uses, including, but not limited to retail or service business, including, but not limited to, store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, photocopying establishment, tailor, post office, pick-up and delivery station of laundry or dry cleaner, liquor store, tailor shop, hand laundry, store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, medication, tobacco products, clothing, dry goods, books, film, video, computer software, art, flowers, paint, hardware, and small household appliances, retail uses, including, but not limited to, department store, furniture store, general merchandise mart and accessory storage, bank (not including a drive-in window), automatic teller machine and a wholesale business.

Community and Cultural Uses

- Community Uses and Cultural Uses, including, but not limited to, childcare uses, including, but not limited to, day care center and nursery school, learning or tutoring center, community center, art use and artists' mixed-use, including, but not limited to, workshop, arts studio, art gallery (commercial or nonprofit) and exhibit space, art needle workshop, costume rental establishment, historical exhibit, musical instrument repair, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

Facility of Public Assembly Uses

- Facility of Public Assembly, such as auditorium, theater, concert hall, dance hall, drive-in theater, or stadium.

Neighborhood Health Care Uses

- Medical offices, clinic including facility for out-patient procedures, assisted living and custodial care facility.

Educational and Dormitory Uses

- Dormitory and satellite facilities for college, university, professional school, or trade school, in each case only if approved by the BPDA.

Art Uses

- The creation, manufacture, or assemblage of visual art, including two- or three-dimensional works of fine art or craft, or other fine art objects created, manufactured, or assembled for the purpose of sale, display, commission, consignment, or trade by artists or artisans; or classes held for art instruction.

Parking and Vehicular Uses

- Parking uses, including, but not limited to, parking garages; on-street parking; vehicle cleaning services, car-sharing and/or bicycle-sharing service and vehicle rental agency principally for residents, employees and visitors to the Suffolk Downs Site and surrounding neighborhoods.

Renewable Energy Uses

- Renewable energy facilities and equipment, including, but not limited to, solar panels for the generation of electricity and building integrated wind energy facilities.

Wireless Communications Equipment Uses

- Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electromagnetic communications signals.

Open Space and Recreational Uses

- Open Space Uses, including, but not limited to, open space for active or passive recreational use and public open space.

Entertainment Uses

- Entertainment Uses, including, but not limited to, theatre, bar, fitness center and/or gymnasium.

Signs

- Signs as permitted in accordance with the applicable PDA Development Plan.

Accessory and Ancillary Uses

- Accessory Uses and Ancillary Uses as defined by the Code, including, but not limited to, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; the storage of flammable liquids and gases incidental to a lawful use; permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use; storage; accessory keeping of laboratory animals; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.

Exhibit F

Suffolk Downs

Summary of Public Benefits and Project-Related Mitigation Measures

January 16, 2019

General	
Diversify and expand East Boston’s economic and job opportunities through new development with a mix of uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.	All phases of construction
Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families)	All phases of construction
Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities	All phases of construction
Invest more than \$170 million, across the entire Suffolk Downs site, in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.	All phases of construction
25% of site will be built and maintained as publicly accessible open space, with approximately 27-acres in Boston and an additional approximately 13 acres in Revere, all available to Boston residents.	All phases of construction
Convey to the City fee ownership in approximately 2.5 acres and easements in approximately 3 additional acres of key open space areas, and provide shared programming rights to the City with respect to key portions of the open space system, in each case in accordance with the Master Plan.	Following completion of construction of applicable open spaces and adjacent development parcels.
Compliance with Boston’s Inclusionary Development Policy, 13% Affordability (estimated to be up to 900 Affordable Units) (or 13% of onsite dwelling unit space as noted below).	All Buildings in Boston that include residential uses
At the request of the BPDA, provide affordable units in residential buildings that are equal to 13% of the dwelling unit floor area (instead of 13% of the number of units) to facilitate a larger number of family-friendly affordable housing units (e.g., three-bedroom units).	All phases of construction
At the request of the BPDA, provide residential units to residents	All phases of construction

having an average income equal to 70% of AMI so that some units may be provided to residents with incomes below 70% of AMI.	
Contribute [amount to be determined] toward a new East Boston Neighborhood Housing Stabilization Fund, and work with the City to direct portions of future Housing Exaction Payments (Linkage Funds) to this new East Boston Neighborhood Stabilization Fund, to help address ongoing displacement pressures in and around East Boston.	Funding in 2 equal installments, (A) 30 days after appeal period ends for discretionary Boston approvals, and (B) 30 days after appeal period ends for a building permit first building in PDA Area.
Seek infrastructure funding for the Master Project and for any funds that are actually received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, on a dollar-for-dollar (1:1) basis make additional contributions to the East Boston Housing Stabilization Fund described above.	Prior to completion of on-site infrastructure
Creation of up to 14,000 new construction jobs and 25,000 – 50,000 new permanent jobs	All phases of construction
Generate substantial economic benefits to the City of Boston through new net tax revenue.	All phases of construction
Housing and Jobs Exaction Payments (i.e. Linkage) to the City of Boston. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Development Impact Uses after the first 100,000 square feet	All Buildings in Boston that include Development Impact Uses
Create economic development opportunities for residents and businesses in East Boston by inclusion of 10% of the retail square footage in Boston to local businesses and owners with flexible lease parameters;	All phases of construction in Boston
Support local East Boston community groups by provision of a 2,500 SF as ground floor civic space to be located in a Phase 1 Building in Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
Inflow & Infiltration mitigation payments of \$9.64 per new gallon of sanitary flow added	All phases of construction: in Boston
Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, including installation of approximately 9,200 linear feet (lf) of bicycle lanes and approximately 8,100 lf of separated cycle tracks across the Master Project.	All phases of construction
Advance the City of Boston’s resiliency objectives with improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding. These measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as	All phases of construction:

increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.	
Plant over 1,500 new street trees across the entire Suffolk Downs Site	All phases of construction
Record a non-discrimination covenant prohibiting discrimination based on a person's race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual orientation, gender identity, disability or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.	Prior to commencement of construction of the first building in Boston
Grant right-of-way easements to the City of Boston with respect to specified rights-of-way in accordance with the Master Plan.	After completion of construction of all rights-of-way and adjacent development parcels
Wetlands and Waterways	
Horseshoe Pond Bank Improvements	Phase 1B Construction
**Sales Creek Culvert Daylighting	Phase 2R Construction
Vegetation Enhancement/RFA Restoration	Phases 2B, 2R, 3B, 3R, and 4R Construction
Invasive Species Management	Phase 1R Construction
**Mitigate potential temporary off-site impacts to resource areas (Bank, BVW, LUWW, RFA, LSCSF) due to interim sewer connection (partially on-site) by restoring them within the existing footprint immediately following completion of the installation.	Phase 1R Construction
Mitigate potential off-site impacts to resource areas due to traffic improvements, if necessary (See DEIR/DPIR Table 5-3).	Immediately subsequent to traffic improvements
Stormwater Management	
Construct a Stormwater Management System that will improve overall quality of storm-water runoff, includes LID, will be used for irrigation, addresses future increased storm intensity due to climate change.	All Phases of Construction: See Figure 1.1 of DPIR
Work with Massport to ensure the tide gate and culverts running under Route 1A and to Chelsea Creek have adequate capacity to convey increased anticipated flows.	Phase 2B Construction
Install a 52,000 CF underground stormwater detention facility within the proposed Chelsea Creek watershed.	Phase 4B Construction
Require all buildings within the Chelsea Creek watershed to store, reuse, or infiltrate the first 1.0 inch of rainfall.	During Construction of All Phases

Reduce overall impervious area throughout the site by >10% by reducing proposed impervious area within open spaces and increasing green roof area to 20%.	During Construction of All Phases
Open Space	
Belle Isle Square Plaza and **Beachmont Plaza	Phase 1B/1R Construction
Central Common, **Outdoor Theater	Phase 2B/2R Construction
Green Fingers, walkways along Sales Creek, Park adjacent to Orient Heights	Phase 2B/3B/3R Construction
Completion of Active Linear Park Corridor	Phase 4B/4R Construction
Water and Wastewater	
Fund sewer inflow and infiltration mitigation (4:1 in Boston, 10:1 in Revere).	All Phases of Construction: Phased as each building permit is granted
Install dedicated wastewater bypass line connecting directly to MWRA system downstream of Caruso Pump Station to allow Boston and Revere to maintain existing capacities in their local systems and MWRA to maintain existing pumping capacity in the Caruso Pump Station.	Phase 2B/2R Construction
Redirect discharge from four off-site catch basins that currently discharge to the sewer within Waldemar Ave to the Master Plan Project dedicated storm drain system.	Phase 2B Construction
Reuse stormwater for irrigation.	Phases 1B-5B, 2R-4R Construction
TransitTransportation [Subject to Continuing Review by BTB and MassDOT]	
Conduct Engineering & Architectural Assessment of Suffolk Downs Station and Beachmont Station.	In Progress ¹
**Construct new Route 119 Bus Stop @ Stop & Shop and Turnaround on Tomasello Drive.	Completed 9/2/2018
Construct new Route 119 Bus Stops on the Suffolk Downs Site.	As Warranted by Demand
Provide privately operated on-site shuttle circulator services.	As Warranted by Demand
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site and key land use and transportation nodes (proposed connections to include connections to North Station, South Station, Chelsea Station, and the Seaport District).	As Warranted by Demand ¹
Complete code and state-of-good repair upgrades at Suffolk Downs Station and **Beachmont Station.	TBD ¹
Contribution towards transit upgrades, including potential improvements to Suffolk Downs Station and Beachmont Station.	TBD¹
Implement Transit Signal Priority at signalized locations where traffic mitigation is proposed as part of the Master Project.	In conjunction with Traffic Mitigation Improvements
**Winthrop Ave. (Route 145) at MBTA/Site Drive	Prior to completion of Phase 1R

**Bennington Street at State Road/Winthrop Ave.	Prior to completion of Phase 1R
**Bennington Street at Crescent Ave.	Prior to completion of Phase 1R
**Winthrop Avenue at Fire Station (Median break and traffic signal)	Prior to completion of Phase 1R
**Route 1A at Furlong Drive	Prior to completion of Phase 1R
Route 1A at Tomasello Drive	Prior to completion of Phase 1R
**Route 60 at Sigourney Street	Prior to completion of Phase 1R
**Route 60 at Charger Street	Prior to completion of Phase 1R
**Winthrop Avenue (Route 145) at Revere Beach Parkway (Route 16)/Harris Street	Prior to completion of Phase 1R
**Winthrop Ave. (Route 145) at North Shore Road	At 2,000,000 sf ²
**Winthrop Ave. (Route 145) at Tomasello Drive	At 2,000,000 sf ²
Route 1A at Tomasello Drive (Temporary Southbound Left Turn Signal)	At 2,000,000 sf ²
**Route 1A from Boardman Street to Furlong Drive (Super Street) <u>Boston Improvements: Includes two southbound through lanes with exclusive left turn lane and 8' to 10' shoulder approaching Boardman, and northbound three through lanes and exclusive left turn lane. Left turn lanes are to be extended, and northbound right turn lane replaced with shared through and right turn lane for approximately 1,200 feet approaching Boardman. Shared use path is to be added northbound to Tomasello corridor, and from there continued to Revere Beach Parkway/ Winthrop Avenue corridor in Revere through along Tomasello. At Tomasello, signal control will be provided and southbound roadway will be widened to four lanes to allow for continuation of two through lanes and addition of two left turn lanes. Four-lane section will generally extend from "Jughandle" intersection near Boston/Revere City Line to Tomasello. Within this area, southbound shoulder will be eliminated and replaced with limited width curb offset. Northbound, three through lanes from Boardman intersection will be maintained with exclusive right turn lane added to access site.</u>	At <u>Prior to</u> 3,000,000 sf ²
**Route 60 at Bell Circle (5 Intersections)	At 3,000,000 sf ²
**Route 1A at Curtis Street <u>Boston Improvements: Include realigning Route 1A southbound to formalize exit to Bennington and Curtis areas, and providing two continuous lanes for southbound through movement, creating an island within current paved area and providing stop control at ramp/Curtis Street intersection. Movement from Curtis Street to Route 1A south will continue to be in an add-lane condition.</u>	At 3,000,000 sf ²
**Route 1A at Revere Street	At 5,500,000 sf ²
**Route 60 at Revere Street and Breed Street	At 5,500,000 sf ²
Bennington Street at Saratoga Street <u>Boston Improvements: Include installing traffic island in southwest quadrant, redirecting crosswalks for Bennington and Saratoga crossings, providing compliant curb ramp for Bennington crossing in southeast quadrant, changing lane uses on northbound</u>	At 5,500,000 sf ²

Bennington approach (one right only and one through left), removing/relocating median on northerly leg of Bennington to allow three lane southbound approach (two through and one left) and one through lane northbound, and modifying signal phasing.	
Day Square (Five Intersections) Boston Improvements: the Proponent will participate with a working group to conduct further study of Day Square and develop design alternatives that address stakeholder concerns.	At 5,500,000 sf ²
Brown Circle	At 5,500,000 sf ²
**Route 1/Route 16 Interchange	At 7,000,000 sf ²
**Route 16 at Garfield Ave./Webster Ave.	At 7,000,000 sf ²
Construct extensive on-site bicycle and pedestrian accommodations with connections to off-site infrastructure.	During all phases
Design and construct, or at Proponent's option fund design and construction of, extension of the East Boston Greenway from Constitution Beach to the southeast corner of the Project Site following along Bennington Street and Walley Street, including a designated pedestrian/bicycle crossing at Bennington Street.	By Phase 3B Construction
Comprehensive Transportation Demand Management program to reduce dependency on single occupancy vehicles and promote alternative modes of transportation.	During all phases
Air Quality	
Implement traffic monitoring program.	During all phases
<i>See Transportation Measures above for Mobile Source GHG Mitigation.</i>	
GHG Emissions	
Prepare schematic designs and cost estimates of a 200,000 square foot multi-residential building for both a preferred/planned design and a Passive House design.	Phase 1R Design
All townhouses (22 total) will be Passive House- and/or E+ (Energy Positive) equivalent.	Phase 1B and 2B Construction
Construct one (1) Passive House (or equivalent) Demonstration Project of a minimum 50,000 square foot multi-family residential building.	Phase 2B Construction
All single-family homes along Waldemar Avenue (12 total) will be Passive House- and/or E+ equivalent.	By Phase 3B Construction

Construct buildings to achieve energy usage savings as compared to current energy code requirements (9 th Edition) of at least 10% in all Phase 1 buildings, with increased savings in subsequent Phases to meet the following levels of energy savings at full build-out: <ul style="list-style-type: none"> • 5% of Buildings greater than 50% • 35% of Buildings 30%-50% • 55% of Buildings 18%-30% • 5% of Buildings 10%-18% 	During Construction of All Phases
Construct all buildings to be Solar Ready.	During Construction of All Phases
Install a minimum of 2 MW of solar PV on building rooftops providing	During Construction of All Phases
Design all buildings to meet LEED certifiable standards as follows: <ul style="list-style-type: none"> • Minimum of 5% LEED Platinum • Minimum of 75% LEED Gold • Maximum of 20% LEED Silver 	During Construction of All Phases as provided in Development Plans
Designate preferred parking spaces for alternative-fuel vehicles.	All Phases
<i>See Transportation Measures for Mobile Source Air Quality Mitigation.</i>	
Climate Change Resiliency	
Facilitate a feasibility study for regional flood protection (Bennington Street berm)	TBD, Prior to Phase 4 Design
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 2B and 2R Construction
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 3B and 3R Construction
Facilitate installation of tide gate at eastern limits of Suffolk Downs Site.	Prior to Phase 4R Construction
Design Alfred H. Long (Bennington Street) Pump Station Upgrades. (Proponent to participate in cost sharing)	Phase 4R Design
Facilitate upgrade of Alfred H. Long (Bennington Street) Pump Station from 300 cubic feet per second (cfs) to 600 cfs.	Prior to Phase 4B Construction
Target at-grade first floor elevations of 20.5 feet BCB for non-critical buildings and 21.5 feet BCB for critical buildings, infrastructure and ground floor residential space, per BPDA guidance, to provide 1 to 2 feet of freeboard above the projected 2070 BFE.	All Design Phases
Where FFEs of at least 20.5 feet are not feasible, implement alternative flood protection measures (e.g. specifying dry floodproofing materials, designing with the ability to add temporary flood barriers to building openings, and limiting first floor uses to non-residential).	All Design Phases
Select paving materials with less heat absorbing capacity and a high Solar Reflective Index to offset the effects of increasingly hot summers.	All Design Phases
Specify operable windows for residential buildings and considering them for hotel and office buildings.	All Design Phases
Use a 95°F peak day for sizing of building mechanical systems.	All Design Phases

Plant robust tree canopy within Central Common, other open space areas and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	All Construction Phases
Historic Resources	
Develop a historic mitigation plan to be implemented as part of the Master Project.	Phase 1B Design
Undertake inventory to identify race track elements for salvage and reuse within the on-site open space system and/or donated to local museums.	Prior to Phase 1B Construction
Inventory and gather photographs, documents, paintings, and other collected horse racing memorabilia for potential inclusion on site and/or donated to local museums.	Prior to Phase 1B Construction
Develop and install an Interpretive Exhibit to be incorporated in a select area of the open space system.	Phase 2B Construction
Construction Period	
Develop a draft Construction Management Plan (CMP) for the Master Plan Project based on conceptual construction logistics scenario for each phase (see DEIR/DPIR Appendix G).	At time of DEIR/DPIR filing (Complete)
Prepare CMPs for each phase to address temporary construction-related impacts detailing overall construction schedule, work hours, number of construction workers, worker transportation and parking, and number of construction vehicles and routes.	Prior to Each Phase of Construction

¹ Based on proposed service and implementation timing.

² For all traffic improvements scheduled at a specific square footage, improvements must be completed prior to first Certificate of Occupancy after indicated square footage threshold.

** Reverse-only mitigation items

As used in this [Exhibit F](#), references to Phases 1B, 2B, 3B, 4B and 5B are to the five Phases of the Master Project, i.e., the Phase 1 Project, the Phase 2 Project, the Phase 3 Project, the Phase 4 Project and the Phase 5 Project, respectively, and references to Phases 1R, 2R, 3R and 4R are to phases 1 through 4 of the redevelopment of the Revere portion of the Suffolk Downs Site.

Summary report:
Litéra® Change-Pro TDC 10.1.0.700 Document comparison done on
9/16/2019 1:44:40 PM

Style name: DLAPiper	
Intelligent Table Comparison: Active	
Original DMS: iw://USDMS.PIPER.ROOT.LOCAL/EAST/169171187/1	
Modified DMS: iw://USDMS.PIPER.ROOT.LOCAL/EAST/169171187/10	
Changes:	
<u>Add</u>	125
Delete	49
Move From	1
<u>Move To</u>	1
<u>Table Insert</u>	9
Table Delete	1
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	186

Attachment 3

PDA Development Plan Phase 2 Redline

**BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**PHASE 2 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development Plan. In accordance with Section 3-1A, Sections 53-44 through 53-49, and Article 80C of the Boston Zoning Code (as in effect on the date hereof, the “Code”) and that certain Master Plan for Planned Development Area No. [___] (the “Master Plan”) for the proposed redevelopment of the East Boston portion (the “Master Plan PDA Area”) of the approximately 161-acre Suffolk Downs site (the “Suffolk Downs Site”) located at 525 McClellan Highway in East Boston and Revere (the “Master Project”), this plan (this “Development Plan”) sets forth information on the second phase (the “Phase 2 Project”) of the redevelopment of approximately 1,129,800 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “Phase 2 Site”). This Development Plan sets forth the Phase 2 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 2 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (Large Project Review). A joint Expanded Project Notification Form and Expanded Environmental Notification Form for the Master Project was filed with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “BPDA”) on November 30, 2017. The BPDA issued a Scoping Determination for the Master Project (including the Phase 2 Project) under Section 80B of the Code on February 21, 2018. A joint Draft Project Impact Report and Draft Environmental Impact Report for the Master Project (including the Phase 2 Project) was subsequently filed with the BPDA on October 1, 2018. On February 12, 2019, the BPDA issued a request for the Proponent to file a Supplemental Information Document, and on May 1, 2019 the Proponent filed a Supplemental Information Document in response to this request. The BPDA issued a Request for Additional Information on August 22, 2019, and on September 16, 2019 the Proponent filed an Additional Information Document in response to the request. A Preliminary Adequacy Determination waiving the requirement for a Final Project Impact Report was issued by the BPDA on _____, 2019. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 2 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [] ([]) pages of text and **Exhibits A-F**. All references to this Development Plan contained herein shall pertain only to such [] ([]) pages of text and **Exhibits A-F**. The design plans, landscaping plans and site plan for the Phase 2 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 2 Project as described in this Development Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 2 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development Plan is The McClellan Highway Development Company, LLC, a Delaware limited liability company (collectively with its affiliates and their respective successors and assigns, the “**Proponent**”). The Proponent is an affiliate of The HYM Investment Group, LLC and is the current owner of the Phase 2 Site, as well as the entire Master Project and Suffolk Downs Site.

The Proponent is a privately held Delaware limited liability company that is qualified to do business in Massachusetts and that has filed a Statement of Beneficial Interests with the BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 25.9-acre Phase 2 Site is located within the larger (approximately 161-acre) Suffolk Downs Site and includes a northern area and a southern area, with the northern area located in the northeastern portion of the PDA Area and the southern area located along the southern edge of the PDA Area along a portion of Waldemar Avenue. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely within the Suffolk Downs Economic Development Area (the “**Subdistrict**”) of the East Boston Neighborhood District, which is governed by Article 53 of the Code. Section 53-44 of the Code identifies the Master Plan PDA Area (including the Phase 2 Site) as a location for a potential Planned Development Area. The Code also identifies the Suffolk Downs Economic Development Area as a Special Study Overlay Area. As noted above, the land within the Phase 2 Site is currently owned by the Proponent. In connection with the development of the Phase 2 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 2 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere presently includes an underutilized race track, a vacant administration building, a clubhouse and associated maintenance buildings, a grandstand, surface parking, and horse barns (which are dilapidated and unsuitable for further use). The Phase 2 Site presently includes portions of the clubhouse building and grandstand, portions of the racetrack and infield, and portions of adjacent paved driveways and surface parking areas.

The Master Plan PDA Area borders the Orient Heights residential neighborhood to the south. As set forth in the Master Plan, a portion of the Master Plan PDA Area has been designated as the Orient Heights Transition Zone and is subject to special restrictions for the protection of the Orient Heights neighborhood. A portion of the Phase 2 Site is located within the Orient Heights Transition Zone as shown on Exhibit C.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 2 Project is the second phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, and the incorporation of extensive ground-floor retail, as well as establishing additional new open space, the Central Common, at the heart of the Suffolk Downs Site. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs Massachusetts Bay Transportation Authority (“**MBTA**”) Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, and through development of improved connections to adjacent neighborhoods of East Boston and Revere throughout the Suffolk Downs Site, including pedestrian and bicycle pathways within the new open space system and street network. The Proponent will also incorporate forward-thinking resiliency strategies intended to address future sea level rise and other impacts of climate change. The Phase 2 Project is planned to be the second phase of redeveloping the Master Plan PDA Area to create a vibrant, mixed-use transit-oriented community that will offer an active, lively, and appropriate mix of uses (including office, lab, hotel, retail, residential, parking, and other uses), connected and supported by new publicly accessible open space and civic spaces. This will include development of the second Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas.

The Phase 2 Project will include the Boston portion of a new approximately 15-acre open space known as the Central Common. The Central Common will contain an approximately 2.3-acre multipurpose open field able to accommodate various uses, including summer picnics, soccer, fitness classes, community events, and other group activities and active recreational uses. In addition to the Central Common, the Phase 2 Project will also include restorative work and landscaping enhancements to the existing horseshoe-shaped pond (the “**Horseshoe Pond**”), as well as the development of a new neighborhood park along Waldemar Avenue, the southernmost portion of the Active Linear ParkCorridor, and a segment of the Green Finger open spaces and related landscaped wetlands enhancements that will serve as passive green pedestrian corridors and provide improved resiliency and stormwater management capabilities. As part of the Phase 2 Project, additional pedestrian-friendly publicly-accessible open space will also be developed and will enhance resiliency. Approximately 380,000 square feet (about 8.9 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 2 Project. A Site Plan for the Phase 2 Project is attached as Exhibit C.

The Phase 2 Project consists of ~~ten~~eleven (~~10~~11) buildings (B12-15, B25-, B26A, B26B, B30, B33, B34 and B43), plus an additional four (4) townhome buildings (designated TH01). Subject to changes permitted by this Development Plan, the Phase 2 Project shall contain a total

of approximately 1,731,000 square feet of Gross Floor Area, of which approximately 1,325,000 square feet at full build-out shall be used for Residential Uses and approximately 406,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in **Exhibit D**, and uses accessory thereto, including at least 51,000 square feet of Active Ground Floor Uses (as defined below). The architectural design of the Phase 2 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 2 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking, 21st century, live-work-play neighborhood. The architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA's design review. Buildings within the Phase 2 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 2 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, "Building Height" shall exclude roof structures, decks, penthouses and equipment that may be located on the roof of the Phase 2 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. "Gross Floor Area" shall have the meaning set forth in Article 2A of the Code. Above-grade parking and loading areas consistent with the final construction plans approved by the BPDA shall be required parking and excluded in the calculation of FAR.

In addition, the Phase 2 Project's development will be subject to the following additional dimensional requirements and urban design parameters:

- a. Rights-of-Way. A conceptual plan of proposed rights-of-way within the PDA Area is shown on **Exhibit C-1** to the Master Plan. Right-of-way easements will be granted to the City of Boston, after the completion of construction of all rights-of-way and the adjacent development parcels within the Master Project, with respect to rights-of-way as shown on such plan, including with respect to rights-of-way within the Phase 2 Project. All rights-of-way will be maintained by a Suffolk Downs building owner's association ("**SDOA**") funded by contributions from individual building owners.
- b. Active Ground Floor Uses. A minimum of 75% of the ground floor storefronts along rights-of-way identified on **Exhibit D-2** shall be for space occupied by Active Ground Floor Uses.
- c. Building Podiums and Stepbacks. A plan identifying podium stepback zones is shown on **Exhibit D-3** attached hereto. As reflected on such plan, building

stepbacks shall be required along certain building frontages along future public rights-of-way, above a podium that shall not exceed six (6) stories in the areas identified for six (6) story podiums, and shall not exceed seven (7) stories in the areas identified for seven (7) story podiums, on **Exhibit D-3**. Such stepbacks shall be a minimum of five (5) feet, except that, for up to twenty percent (20%) of the total linear footage where stepbacks would be required within the Phase 2 Project, the BPDA may grant an exemption from such stepback requirements pursuant to Section 15 below.

- d. *Minimum Distance Between Building Towers.* The minimum distance between any two building components containing occupiable space, which building components rise above a building podium, shall be fifty (50) feet.
- e. *Building Setbacks.* Buildings shall comply with the minimum building setback zones for five (5), ten (10) and fifteen (15) foot setback areas, measured from the boundary of the adjacent right-of-way, in the locations shown on **Exhibit D-4** attached hereto. For purposes of measuring a building's setback, minor encroachments such as awnings, building cornices, flagpoles, and signage shall be disregarded.
- f. *Parking, Service and Loading Dock Entrances.* A plan identifying rights-of-way where parking, service and loading dock entrances are prohibited is shown on **Exhibit D-5** attached hereto. For each building, the total width of each curb cut for parking entrances shall not exceed twenty four (24) feet, and the total width of each curb cut for service and loading dock entrances shall not exceed twenty four (24) feet, except that for the specific buildings identified on **Exhibit D-5** as buildings where larger curb cuts are permitted, curb cuts for parking entrances may be up to forty eight (48) feet in width.
- g. *Maximum Horizontal Building Wall.* The maximum horizontal length for uninterrupted building walls within the Phase 2 Project shall be (x) 270 feet for buildings where such building's primary use is commercial and (y) 320 feet for buildings where such building's primary use is residential.

Any variations from the above dimensional requirements and urban design parameters shall require BPDA approval pursuant to Section 15 below.

The dimensional or design requirements of the Code (including without limitation the provisions set out in Sections 53-51.2, 53-52, 53-53, 53-54, 53-55 and 53-56 of the Code) shall not be applicable to the Phase 2 Project and the Phase 2 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 2 Project.

5. Proposed Uses of the Phase 2 Site. Except as set forth below for the portion of the Phase 2 Site located within the Orient Heights Transition Zone, allowed uses within the Phase 2

Site shall include the following uses, each as more particularly defined on **Exhibit E** attached hereto: Residential Uses; Laboratory, Research and Development Uses; Office Uses; Hotel Uses; Restaurant Uses; Retail, Banking, Service and Wholesale Uses; Neighborhood Health Care Uses; if approved by the BPDA, Educational and Dormitory Uses; Community and Cultural Uses; Facility of Public Assembly Uses; Parking and Vehicular Uses; Art Uses; Open Space and Recreational Uses; Entertainment Uses; Renewable Energy Uses; Wireless Communications Equipment Uses; Signs; and Accessory and Ancillary Uses (collectively, the “**Permitted Uses**”). As used in this Development Plan, “**Active Ground Floor Uses**” shall mean the following if located on the ground floor and open to the public: Restaurant Uses, Retail, Banking, Service and Wholesale Uses, Entertainment Uses, Community and Cultural Uses, and uses accessory thereto. Except for the portion of the Phase 2 Site located within the Orient Heights Transition Zone, and subject to or consistent with the table in **Exhibit D**, all of the Permitted Uses shall be allowed within and throughout the Phase 2 Site.

The portion of the Phase 2 Site located within the Orient Heights Transition Zone may be used only for Residential Uses, Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking), Open Space and Recreational Uses and uses accessory thereto.

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 2 Project, including at the Central Common, the ~~Waldemar Neighborhood~~Orient Heights Park, the initial section of the Active Linear Park Corridor, and additional improvements to the open space surrounding and including the Horseshoe Pond located in Phase 1. Approximately 380,000 square feet (about 8.9 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 2 Project, including the open space areas shown on **Exhibit C** and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or ~~an association of property owners of the Suffolk Downs Site or portions thereof~~the SDOA, as public open space, and all open spaces will be developed in accordance with the open space guidelines attached hereto as Exhibit D-7. The Phase 2 Project’s open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 2 Project and the Phase 2 Site and are superseded by this Development Plan. Once completed, open space areas will be maintained by the owners of adjacent buildings or by the SDOA, in perpetuity, and maintenance obligations for open space areas owned by the City of Boston shall be governed by the applicable maintenance agreement entered into respecting each such open space area.

The Proponent has also made the following additional commitments for public ownership or perpetual easements rights for key open space areas as described below:

(A) Orient Heights Park (approximately 1.0 acre). This open space will be built along a portion of the southern edge of the PDA Site, adjacent to the Orient Heights neighborhood and Waldemar Avenue, and will include active recreational uses (i.e. playground and potentially basketball courts or other facilities), seating areas, and pedestrian and bicycle pathways that connect to the larger Master Project open space

network. Following completion of construction of this open space area and associated roads and buildings, the Proponent will cause fee title to the Orient Heights Park to be conveyed to the City of Boston for use as a public park, and will enter into an agreement with the Boston Parks and Recreation Department (“BPRD”) for the SDOA to maintain the open space and the improvements constructed by the Proponent in perpetuity.

(B) Gateway Park Open Space Areas (approximately 1.5 acres in the aggregate). This open space will be built along the new Parkway road (which will run along the Central Common) and be accessible from both the Active Linear Corridor and the Central Common. These Gateway Park open space areas are anticipated to include several active recreational areas such as basketball/tennis/pickle ball courts, playgrounds, and a dog park. Following the completion of the construction of this open space area and associated roads and buildings, the Proponent will cause fee title to the Gateway Park open space areas to be conveyed to the City of Boston for use as a public park, and will enter into an agreement with BPRD for the SDOA to maintain the open space and the improvements constructed by the Proponent in perpetuity.

(C) Multipurpose Field within Central Common (approximately 2.3 acres). The Central Common open space will be the largest open space at the Suffolk Downs Site, and will include a large multipurpose field of approximately 2.3 acres. This multipurpose field will be designed and constructed to support sports such as soccer, events (including community and civic events), and other active recreational uses. Following completion of construction of the multipurpose field, the Proponent will grant open space easements pursuant to an easement agreement with the City of Boston, providing for perpetual public use of the multipurpose field, and will also enter into an agreement with BPRD for the SDOA to maintain the open space and the improvements constructed by the Proponent in perpetuity. This agreement will provide that the SDOA will maintain the multipurpose field and that the SDOA and BPRD will have shared programming rights, with BPRD to oversee programming of the field for 50% of its hours of operation, and with the SDOA retaining control over programming for the remaining 50% of its hours of operation.

7. Transportation. The Phase 2 Project will involve the construction of the second phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 2 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. The streets and sidewalks within the Suffolk Downs Site shall be constructed to comply with a single standard that is generally consistent with the City of Boston’s Complete Streets standards and requirements, including requirements for accessibility and bicycle lanes, and the City of Revere’s Complete Streets Guidelines. The Phase 2 Project’s proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. At the Proponent’s request, the BPDA may approve changes in the location of the proposed roadways and bicycle and pedestrian paths provided that such changes are consistent with the character of Phase 2 Project and the Master Project.

~~The Draft Project Impact Report~~ [Exhibit F](#) sets forth a proposed program of traffic mitigation and transportation improvements to be implemented [within Boston \(including traffic mitigation and transportation improvements to be implemented within Boston in connection with the Phase 2 Project\)](#) and [identifies additional traffic mitigation and transportation improvements to be implemented in Revere](#), in connection with the Master Project, including extensive roadway improvements to ~~Route 1A and other~~ [various](#) roadways, a robust traffic demand mitigation program, shuttle bus service ~~within the Suffolk Downs Site~~ serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, and bike-sharing facilities, all to be provided as part of the Master Project. The Proponent shall work with the City of Boston, the Massachusetts Department of Transportation, the Massachusetts Department of Conservation and Recreation, and the City of Revere to finalize the details of the traffic mitigation and transportation improvements to be implemented in connection with the Phase 2 Project. Pursuant to the Master Transportation ~~Improvement~~ [Access Plan](#) Agreement (“[TAPA](#)”) to be entered into by the Proponent and the Boston Transportation Department (“[BTD](#)”) with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 2 Project, the owner of the applicable building shall enter into a ~~Transportation Access Plan Agreement~~ [TAPA](#) for such building with the [BTD](#) specifying the traffic mitigation and transportation improvements required for such building. [The Master TAPA shall require the Proponent to provide annual monitoring including traffic monitoring, transit ridership and occupancy monitoring as appropriate for assessing traffic and transit impacts of the Phase 2 Project.](#)

If the amount of traffic generated by the ~~Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report to occur upon full build-out,~~ [buildings in the Phase 2 Project and the Revere phase 2 development exceeds \[27,550\] new average daily trips, then](#) the Proponent shall work with the City of Boston to implement additional traffic demand management efforts to reduce the amount of traffic to the projected level.¹

[Right-of-way easements will be granted to the City of Boston, after the completion of the construction of each applicable right-of-way and the adjacent development parcels in accordance with the Master Plan.](#)

8. Proposed Parking and Loading. As currently contemplated, the Phase 2 Project’s parking garages will include capacity for the parking of up to ~~794~~ [704](#) vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. ~~The Phase 2~~

[The parking proposed for the Phase 2 Project has been determined based on similar TOD sites situated in urban contexts similar to the Phase 2 Site. The following parking ratios have been used to determine the amount of parking to be provided for development in the PDA Area:](#)

¹ [Final numbers adjusted to account for mitigation measures are to be confirmed upon completion of the CTPS traffic analysis.](#)

> [Office: 1.0 spaces per 1,000 SF](#)

> [Lab: 1.0 spaces per 1,000 SF](#)

> [Residential: 0.5 to 1 space per unit, with an overall maximum of 0.75 spaces per unit](#)

> [Hotel: 0.5 spaces per room](#)

> [Retail: 0.5 spaces per 1,000 SF](#)

[The Proponent has committed to monitor parking data over the build-out of the Master Project, and review the data with the BPDA prior to the commencement of each Phase after Phase 2, with the goal of adjusting/reducing the number of parking spaces in future phases, as warranted. The Proponent will also be utilizing shared parking concepts to reduce the actual number of parking spaces built and will closely monitor parking demand with the goal of reducing further the number of parking spaces in future construction phases, as warranted. Parking and loading demand and requirements may be satisfied, including for interim parking needs, through the construction of new parking facilities, use of existing surface parking lots, use of shared parking facilities, and the reservation of designated land areas for construction of future parking spaces on an as-needed basis. The Phase 2 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 2 Project and the Phase 2 Site and are superseded by this Development Plan.](#)

9. [Access to Public Transportation.](#) The Phase 2 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. [Housing.](#) The Phase 2 Project includes the development of approximately 1,325,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent intends to set aside 13% of the total number of units [\(or, at the BPDA's election as set forth below, 13% of the square feet of dwelling unit space\)](#) as affordable units under the Mayor's Inclusionary Development Policy housing program under the Mayor's Order Relative of Inclusionary Development dated December 9, 2015 (the "**IDP**"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of [a](#) Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as

required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

In addition, the Proponent has made the following commitments respecting affordable housing offsite in East Boston:

- a. Under the IDP, the focus has been on providing a set percentage of the total units onsite and having these units be comparable in type and size to the market rate units. As a result, a significant percentage of units created under IDP are studios and one-bedroom units. Notwithstanding the above, to increase the provision of large family-friendly units (e.g., three-bedroom units), at the discretion of the BPDA, the Proponent is willing to set aside 13% of the total square footage of all dwelling units within the PDA Area, including both for sale and rental units, as affordable units under the IDP, rather than a set percentage of the total number of dwelling units within the PDA Area, in order to facilitate the provision of larger affordable units.
- b. At the discretion of the BPDA, the Proponent has agreed to provide the on-site affordable rental units at an average of 70% of Area Median Income (“AMI”), instead of providing all such units at 70% of AMI. The maximum AMI of any individual affordable unit would be no more than 80% of AMI. This change from what is typical practice under the IDP is allowed in this area of the City and will assure that residents with incomes below 70% of AMI can be served and can access housing at Suffolk Downs.
- c. The Proponent has agreed to provide a contribution of [AMOUNT TO BE DETERMINED] toward a housing stabilization fund, which fund will be utilized to assist East Boston-based nonprofits in their efforts to purchase and then impose income restrictions on existing market-rate housing units. This fund is intended to address ongoing displacement pressures in and around East Boston, and to be similar to funding from the City's Acquisition Opportunity Program. This contribution will be funded in two equal installments, with the first installment due thirty (30) days after the date that the appeal period ends (without appeals having been filed) for all discretionary Boston approvals for the Master Project, and the second installment due thirty (30) days after the appeal period ends (without appeals having been filed) for a building permit for the construction of the first building in the PDA Area.
- d. The Master Project is a Development Impact Project that will trigger the payment of substantial Housing Exaction payments, which the BPDA and City of Boston intend to utilize, working with East Boston-based nonprofits, to seek to facilitate their efforts to create, or cause to be created, housing units for occupancy exclusively by low and moderate income residents of East Boston. If requested by the City, the Proponent will make linkage payments for each building when a building permit is issued rather than over seven years as allowed by the Code, applying a discount rate in accordance with customary City practices.

- e. In cooperation with City and Commonwealth officials, the Proponent has agreed to seek infrastructure funding (e.g., grants, bond funding and/or other incentive programs) for the extensive roadway and infrastructure work required in connection with the Master Project. For any such funds that are received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, rather than keeping the net financial benefits thereof, the Proponent will on a dollar-for-dollar (1:1) basis make additional contributions to the housing stabilization fund described above.

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 2 Project, the Non-Discrimination Covenant required by the Master Plan shall have been recorded.

11. Green Buildings. The Phase 2 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having upon completion of the Phase 1 and 2 Projects, at least 60% of the buildings developed in the Phase 1 and Phase 2 Projects (collectively) satisfy the requirements for a minimum LEEDv4 Gold rating, with the other buildings satisfying the requirements for a minimum LEEDv4 Silver rating. In addition, the Proponent has committed to construction of one “Passive House” demonstration project (multi-family residential) of at least 50,000 Gross Square Feet prior to the completion of the Phase 2 Project.

12. Signage. The signage program for the Phase 2 Project shall be subject to design review by the BPDA, and any “Sign” that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 2 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 2 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of uses, connected and supported by new open space, neighborhood retail and civic spaces. In line with the City of Boston’s priorities noted in the City’s *Housing a Changing City Boston 2030* plan, the Phase 2 Project shall also provide a material increase in housing units. A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 2 Project, is attached as Exhibit F. Among its many other anticipated benefits, the Phase 2 Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston residents.

- b. Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families), including a substantial number of affordable units in support of the City of Boston's Inclusionary Housing Program.
- c. Revitalize and energize the aesthetic character of the Phase 2 Site, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities.
- d. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Phase 1 and 2 Projects (collectively) to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Gross Floor Area of Development Impact Uses, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.
- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- i. Develop improved connections to adjacent neighborhoods of East Boston and Revere, including pedestrian and bicycle pathways within the new open space system and street network.

- j. Improve local and regional transportation infrastructure and services through the second phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections and related infrastructure, including significant improvements to Route 1A, to be constructed as part of the Master Project, as well as a robust traffic demand mitigation program, shuttle bus service within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.
- k. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by exceeding the requirements of Article 37 of the Code, with building design criteria meeting or surpassing the LEEDv4 Silver rating for all Phase 2 Project buildings and meeting the standards for LEEDv4 Gold for at least 60% of the Phase 1 and Phase 2 Project buildings (collectively).
- l. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by constructing all townhouses and single family homes to be Passive House- and/or E+-equivalent. In addition, the Proponent has committed to construction of one “Passive House” demonstration project (multi-family residential) of at least 50,000 Gross Square Feet prior to the completion of the Phase 2 Project.
- m. Advance the City of Boston’s resiliency objectives with building and site improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding, including the potential impacts of extreme precipitation events due to climate change and coastal flooding due to sea level rise. These resiliency measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.

~~A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 2 Project, is attached as Exhibit F.~~

15. Development Review Procedures. The Phase 2 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as Exhibit D. The design of the individual buildings and open spaces will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and further review by the BPDA of the schematic design, design development and construction drawings, pursuant to the BPDA’s Development Review Guidelines and Article 80B of the Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 2 Project or

a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- n. ~~a.~~ there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,
- o. ~~b.~~ following the pre-submission meeting, the Proponent shall submit a building or open space, as applicable, design review package for the applicable portion of the Phase 2 Project, which shall contain, as applicable:

 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,
 - (ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,
 - (iii) the most recent traffic monitoring reports for traffic generated by the Master Project,
 - (iv) a LEED checklist for each building,
 - (v) drainage plans,
 - (vi) updated information regarding relevant utility infrastructure,
 - (vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,
 - (viii) a construction management plan regarding construction period impacts, ~~and~~
 - ~~(vix)~~ a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish, and
 - (x) proposed variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any.
- p. ~~c.~~ copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the “**IAG**”),
- q. ~~d.~~ the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent’s website,

- r. ~~e.~~ the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
- s. ~~f.~~ the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
- t. ~~g.~~ the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and
- u. ~~h.~~ the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code, and the BPDA may approve requested variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any, after review by the IAG and the Boston Civic Design Commission.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 2 Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of the Phase 2 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 2 Project for the Phase 2 Site. This Development Plan is consistent with the Master Plan and is therefore presumed to be compliant and consistent with underlying zoning and all other provisions of the Code to the extent that such requirements have been addressed in this Development Plan.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency or Partial Certification of Consistency confirms consistency of each applicable element of the Phase 2 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 2 Project, new legal lots may be created and one or more may be leased or conveyed to be in separate ownership. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 2 Site as a whole and not to each individual lot, and each separate building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of

Consistency has been issued, or the right to construct any other building contemplated by this Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 2 Site may seek amendment of this Development Plan only as to such lot in accordance with the procedures prescribed by the Code without the consent of any other owner of land within the Phase 2 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 2 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed Master Project, and in light of the various reviews necessary to secure all required permits and approvals, the Proponent may seek to make modifications to the buildings and site improvements included in the Phase 2 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 2 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Development Plan, no increase in the Building Height or Gross Floor Area of any buildings located within the Orient Heights Transition Zone may be made, and no building in the Orient Heights Transition Zone may be moved closer to the southern boundary of the Phase 2 Site than the distance shown on **Exhibit C**, without an amendment of this Development Plan and the Master Plan.

Exhibit A

Legal Description of Phase 2 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 2B South

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 2B South on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the northerly sideline of Waldemar Avenue, being the westerly corner of the area described herein thence running;

N 26° 24' 34" E	136.13 feet to a point, thence turning and running;
N 08° 42' 59" E	340.13 feet to a point, thence turning and running;
S 85° 51' 49" E	166.15 feet to a point, thence turning and running;
S 84° 14' 17" E	207.69 feet to a point, thence turning and running;
N 26° 51' 26" E	419.42 feet to a point, thence turning and running;
S 63° 08' 34" E	608.76 feet to a point, thence turning and running;
SOUTHWESTERLY	124.86 feet by a non-tangent curve to the right with a radius of 1225.00 feet to a point, thence turning and running;
SOUTHWESTERLY	96.79 feet by a curve to the right with a radius of 700.00 feet to a point, thence turning and running;
S 07° 31' 38" E	218.89 feet to a point, thence turning and running;
S 28° 11' 58" W	95.69 feet to a point, thence turning and running;
N 63° 08' 19" W	230.89 feet to a point, thence turning and running;
S 26° 53' 05" W	505.74 feet to a point on the northerly line of land now or formerly S&B Realty Trust, said last 12 courses being over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running;
N 58° 41' 08" W	324.57 feet to a point, said last course being by land now or formerly of S&B Realty Trust, Robert and Angela Manzo, Frank and Diane Ingemi, Dung Tran & Yen Nguyen, and Peter and Mary Frassica, thence turning and running;

S 31° 18' 52" W 100.00 feet to a point on the northerly sideline of Waldemar Avenue, said last course being by land now or formerly of Peter and Mary Frassica, thence turning and running;

N 58° 41' 08" W 150.68 feet to a point, thence turning and running;

WESTERLY 125.41 feet by a curve to the left with a radius of 1465.00 feet to the point of beginning, said last 2 courses being by the northerly sideline of Waldemar Avenue.

Containing 589,565 square feet more or less, or 13.535 acres, more or less.

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 2B North

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 2B North on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the city line between Boston and Revere at the most northerly corner of the area described herein, thence running;

S 64° 00' 33" E	5.43 feet to a point, thence turning and running;
S 54° 47' 43" E	115.28 feet to a point, thence turning and running;
S 47° 38' 08" E	90.14 feet to a point, thence turning and running;
S 31° 01' 03" E	106.28 feet to a point, thence turning and running;
S 09° 08' 28" E	231.61 feet to a point, thence turning and running;
S 15° 44' 48" E	299.35 feet to a point, thence turning and running;
S 24° 47' 58" E	93.47 feet to a point, thence turning and running;
S 39° 23' 08" E	110.41 feet to a point on the westerly sideline of Washburn Avenue, said last 8 courses being by the city line between Boston and Revere, thence turning and running;
S 25° 50' 12" W	776.22 feet to a point, said last course being by the westerly sideline of Washburn Avenue, thence turning and running;
N 19° 57' 47" W	553.27 feet to a point, thence turning and running;
N 52° 24' 51" W	347.57 feet to a point, thence turning and running;
NORTHEASTERLY	202.37 feet by a non-tangent curve to the left with a radius of 1225.00 feet to a point, thence turning and running;
NORTHEASTERLY	267.11 feet by a curve to the left with a radius of 875.00 feet to a point, thence turning and running;

NORTHERLY

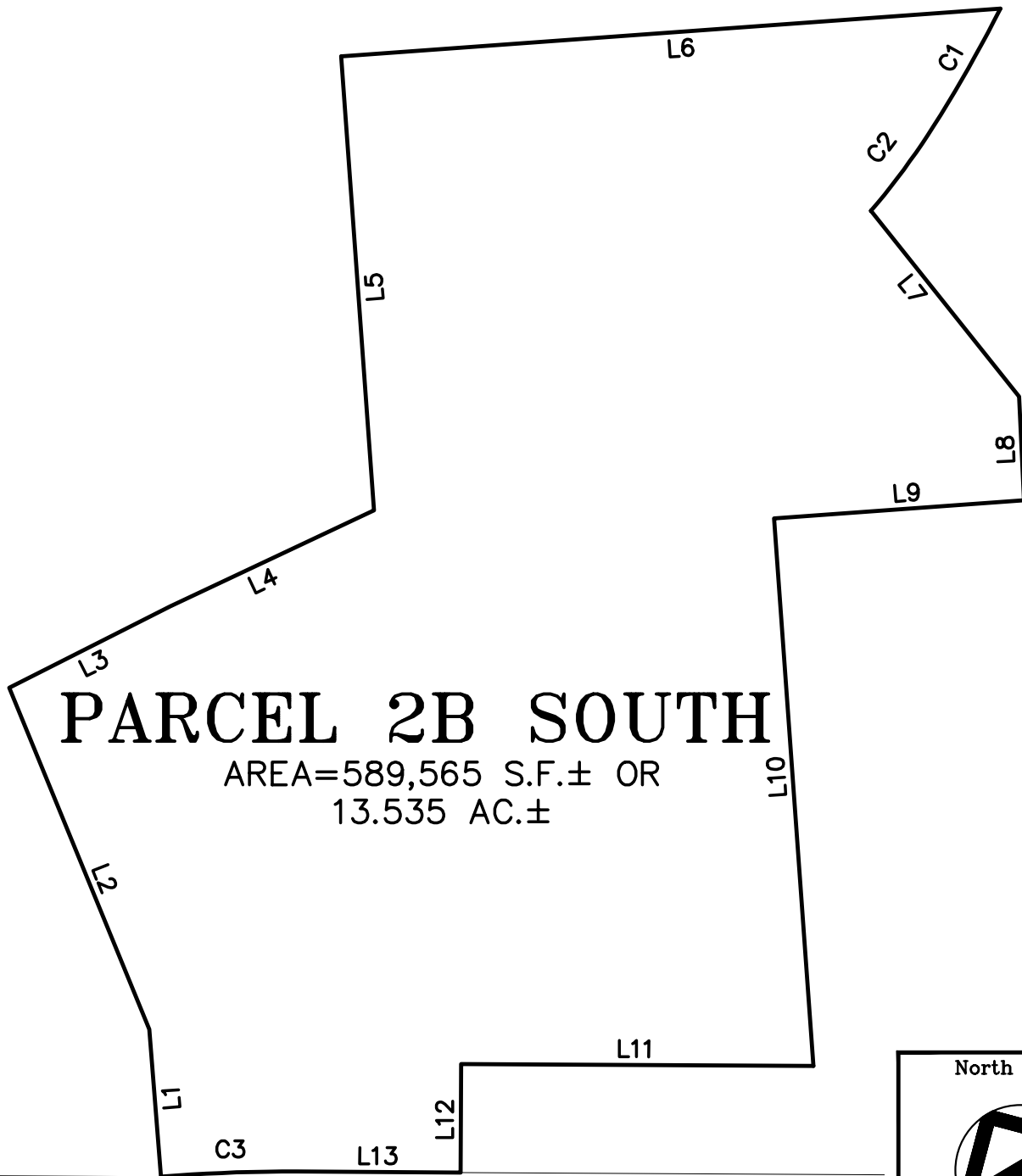
520.98 feet by a curve to the left with a radius of 910.00 feet to the point of beginning, said last 5 courses being over and upon land of Sterling Suffolk Racecourse, LLC.

Containing 540,257 square feet more or less, or 12.403 acres, more or less.

Exhibit B

Depiction of Phase 2 Site

[see attached]



PARCEL 2B SOUTH

AREA=589,565 S.F.± OR
13.535 AC.±

WALDEMAR AVENUE
(50' WIDE-PUBLIC)



Suffolk Downs
Boston Phases 1B-5B
Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
One Congress Street, 11th Floor
Boston, Massachusetts

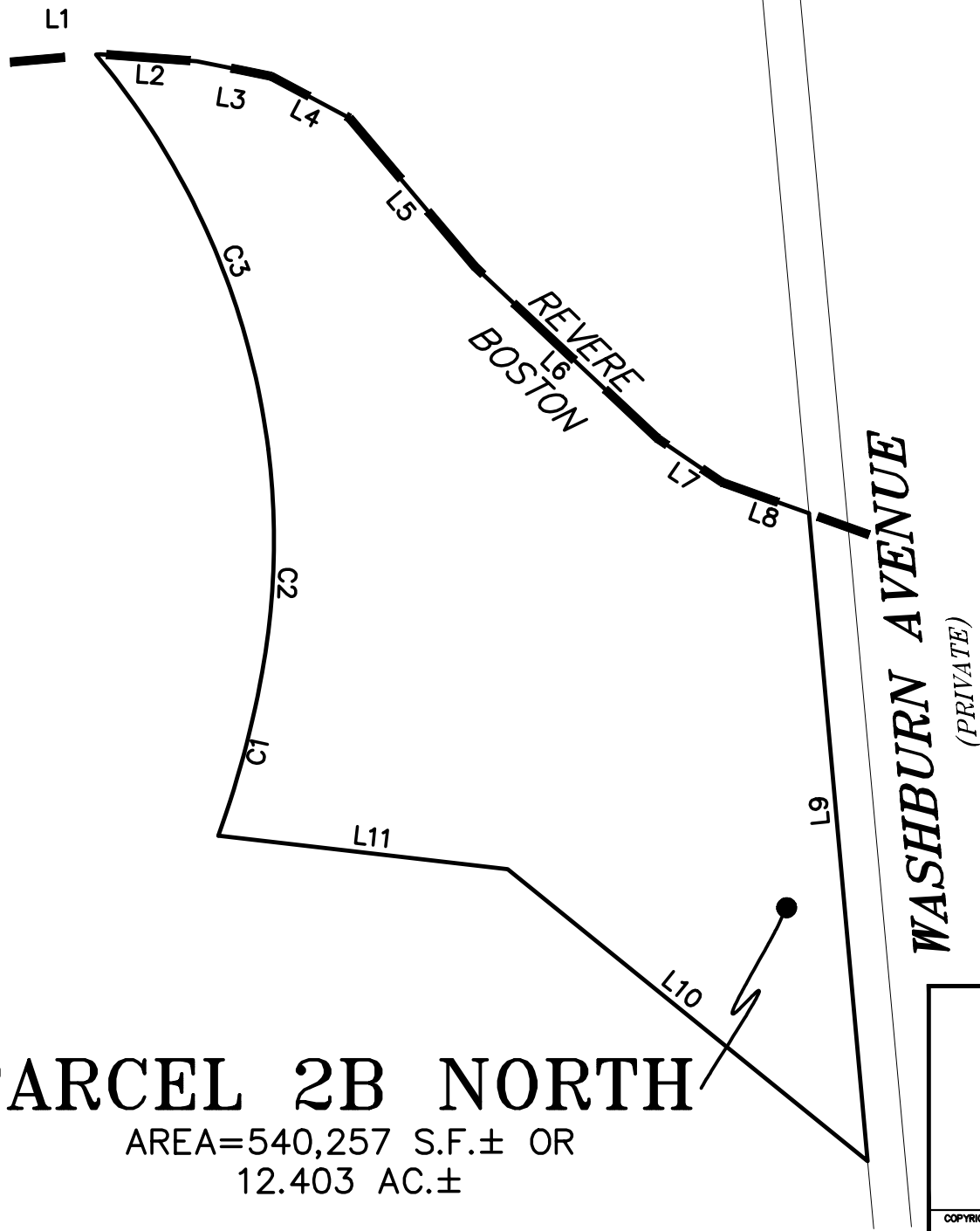
Phase 2B South Exhibit
Scale: 1"=150' Date: 01/29/2019
Source File: 285402B012A
Drawing No. 285402P148A-003
B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N26° 24' 34"E	136.13
L2	N8° 42' 59"E	340.13
L3	S85° 51' 49"E	166.15
L4	S84° 14' 17"E	207.69
L5	N26° 51' 26"E	419.42
L6	S63° 08' 34"E	608.76
L7	S7° 31' 38"E	218.89
L8	S28° 11' 58"W	95.69
L9	N63° 08' 19"W	230.89
L10	S26° 53' 05"W	505.74
L11	N58° 41' 08"W	324.57
L12	S31° 18' 52"W	100.00
L13	N58° 41' 08"W	150.68

Curve Table			
Curve #	Length	Radius	Delta
C1	124.86	1225.00	5°50'25"
C2	96.79	700.00	7°55'21"
C3	125.41	1465.00	4°54'18"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 2B South Exhibit
Line & Curve Tables
 Scale: 1"=150' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-004
 B+T Project No. 2854.02



PARCEL 2B NORTH

AREA=540,257 S.F.± OR
12.403 AC.±



Suffolk Downs
Boston Phases 1B-5B
Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
One Congress Street, 11th Floor
Boston, Massachusetts

Phase 2B North Exhibit
Scale: 1"=200' Date: 01/29/2019
Source File: 285402B012A
Drawing No. 285402P148A-005
B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	S64° 00' 33"E	5.43
L2	S54° 47' 43"E	115.28
L3	S47° 38' 08"E	90.14
L4	S31° 01' 03"E	106.28
L5	S9° 08' 28"E	231.61
L6	S15° 44' 48"E	299.35
L7	S24° 47' 58"E	93.47
L8	S39° 23' 08"E	110.41
L9	S25° 50' 12"W	776.22
L10	N19° 57' 47"W	553.27
L11	N52° 24' 51"W	347.57

Curve Table			
Curve #	Length	Radius	Delta
C1	202.37	1225.00	9°27'56"
C2	267.11	875.00	17°29'26"
C3	520.98	910.00	32°48'07"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 2B North Exhibit
Line & Curve Tables
 Scale: 1"=200' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-006
 B+T Project No. 2854.02


Exhibit C

Site Plan

[see attached]



Key

 Orient Heights Transition Zone

B12:	171,317 sf
B13:	68,635 sf
B14:	239,245 sf
B15:	100,358 sf
B25:	161,595 sf
B26A:	193,633 sf
B26B:	176,917 sf
B30:	200,913 sf
B33:	252,834 sf
B34:	116,196 sf
B43:	32,190 sf
TH01:	16,672 sf

Phase 2B Residential	1,325,203 sf
Phase 2B Non-Residential	405,303 sf

TOTAL PHASE 2B
1,730,506 sf
 Phasing Plan

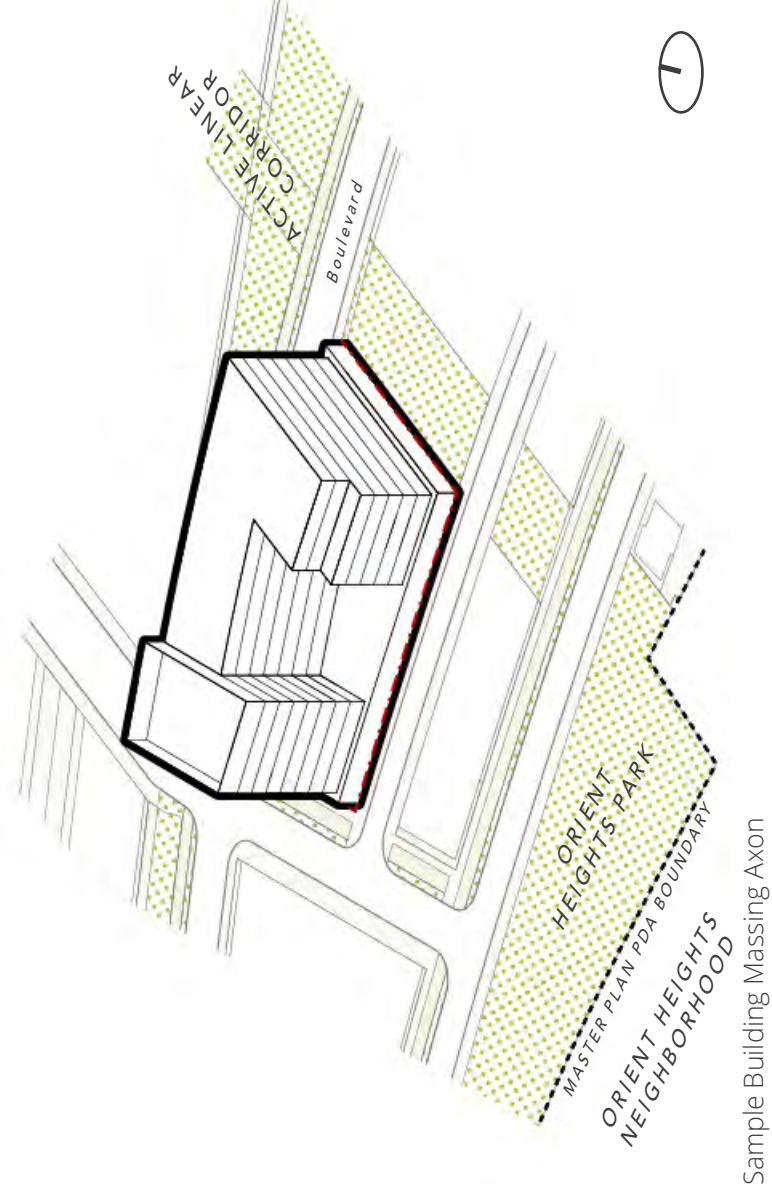
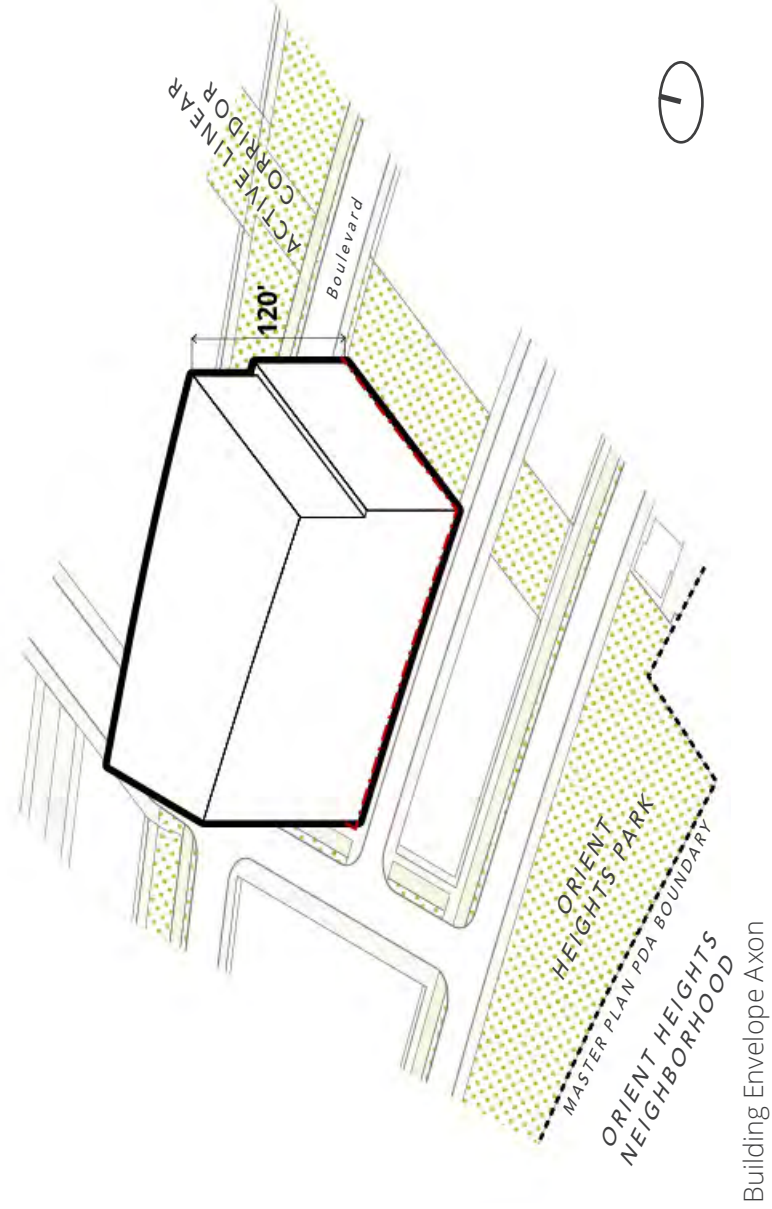
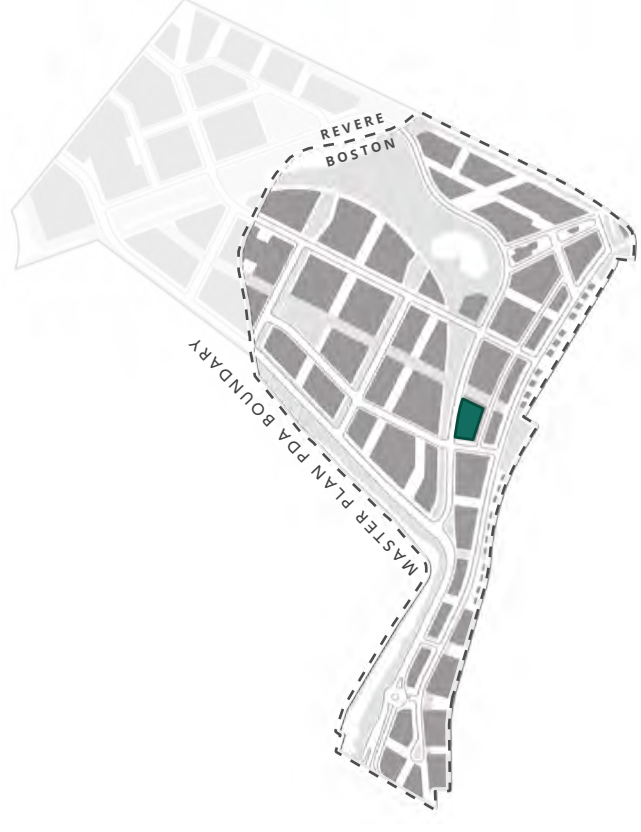
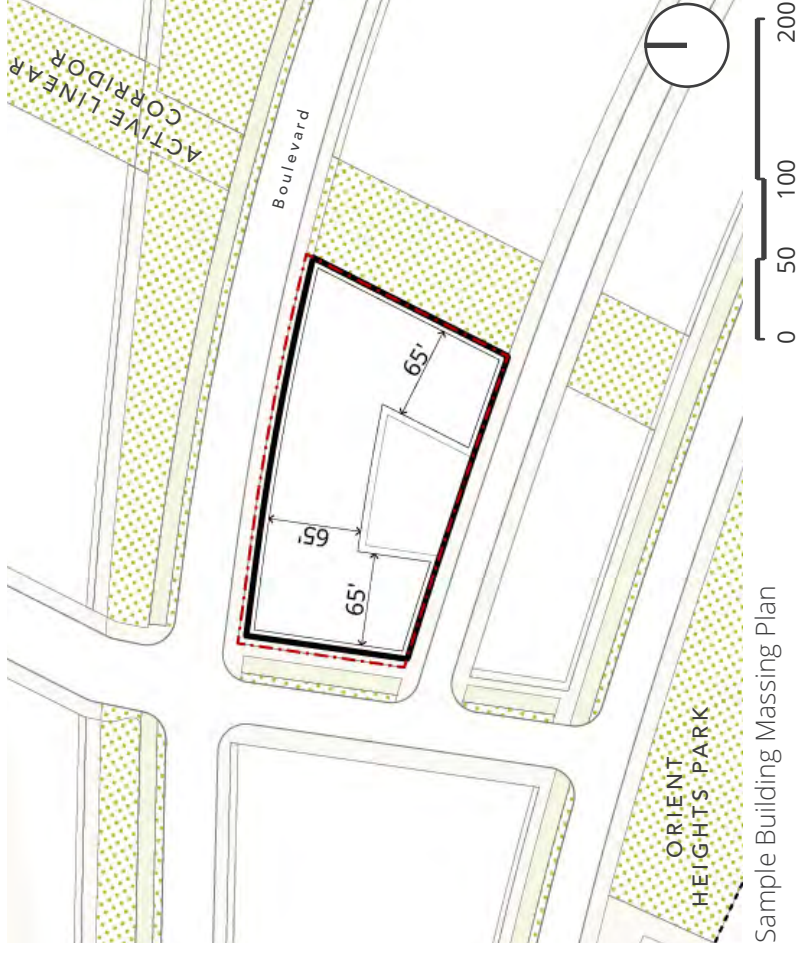
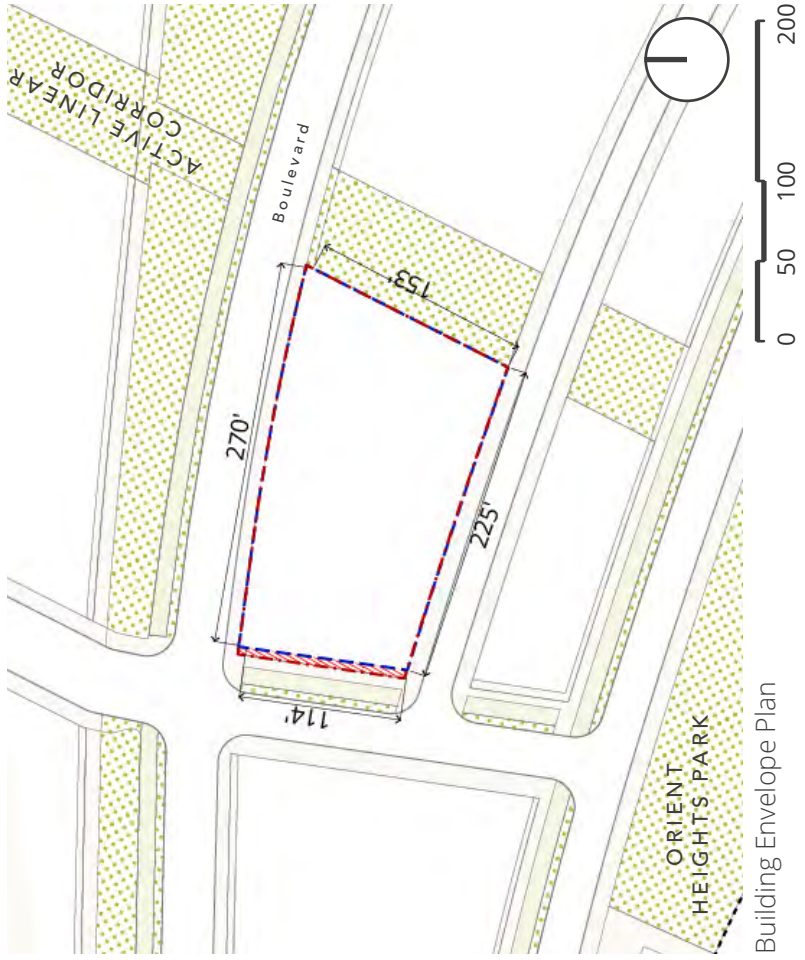
Phase 2B
 Suffolk Downs Redevelopment
 Development Plans

EAST BOSTON

Exhibit D

Building Use, Dimensions and Massing Plans

Building	Principal Use	Maximum Building Height (ft)	Approx. <u>Approx.</u> Gross Floor Area (sf)
B12	Residential	175	171,317
B13	Residential	70	68,635
B14	Residential	175	239,245
B15	Residential	70	100,358
B25	Residential	140	161,595
<u>B26A</u>	Residential	140	370,550 <u>193,633</u>
<u>B26B</u>	<u>Residential</u>	<u>140</u>	<u>176,917</u>
B30	Residential	140	200,913
B33	Commercial	140	252,834
B34	Commercial	125	116,196
B43	Commercial	45	32,190
TH01 (4 Townhomes)	Residential	40	16,672
Total			1,730,506



- Parcel Line
- Build-To Line
- Service Easement
- Setback

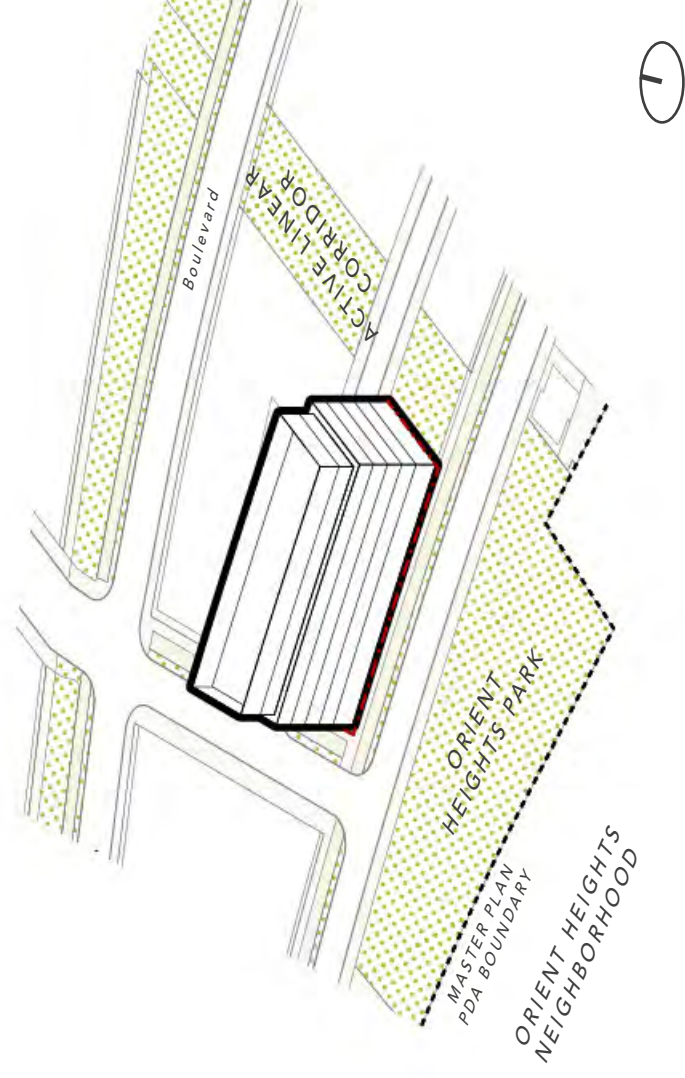
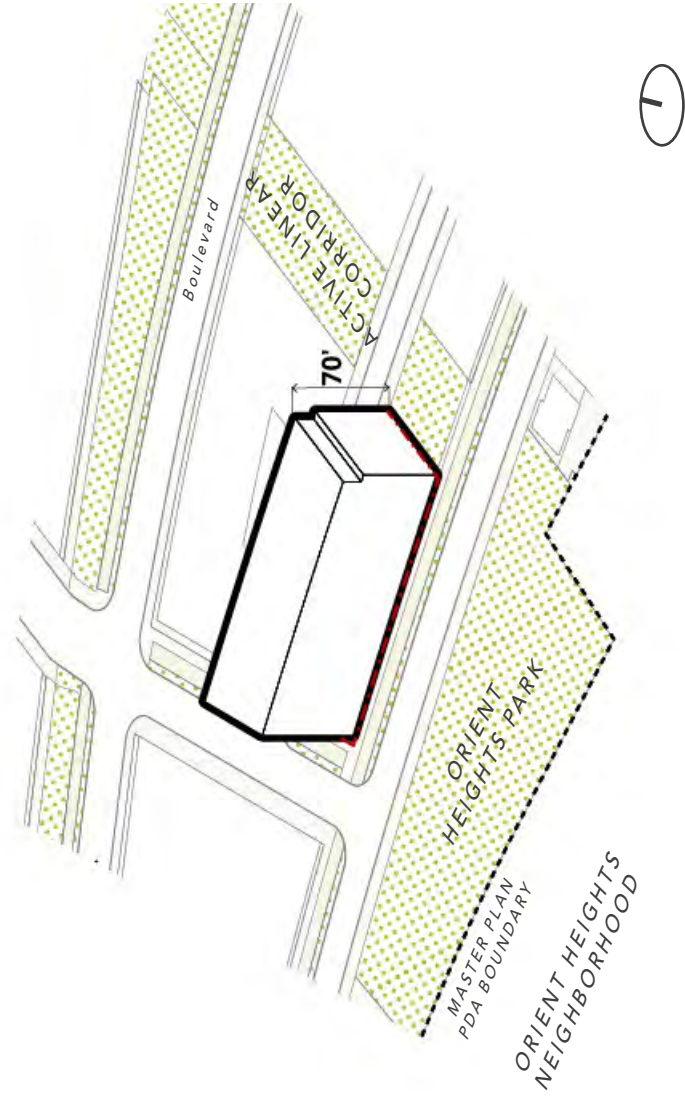
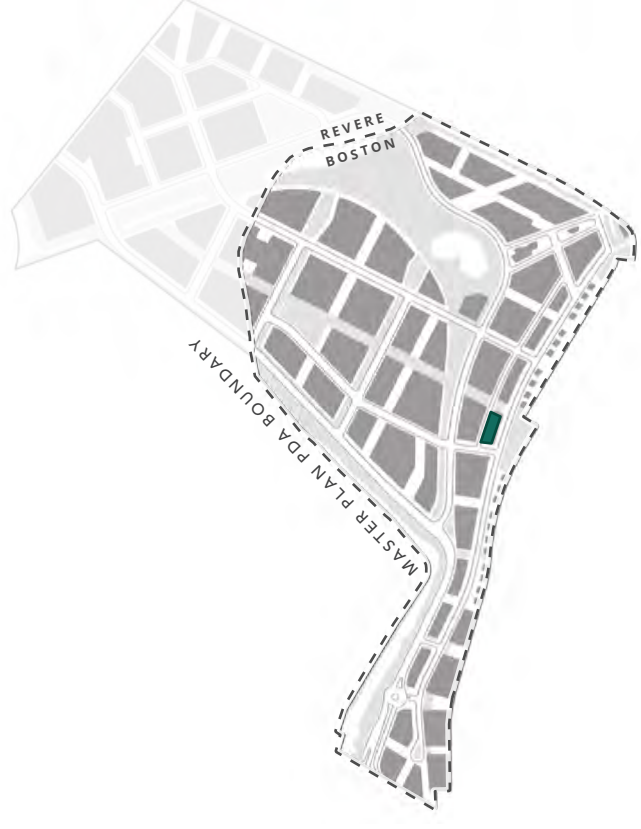
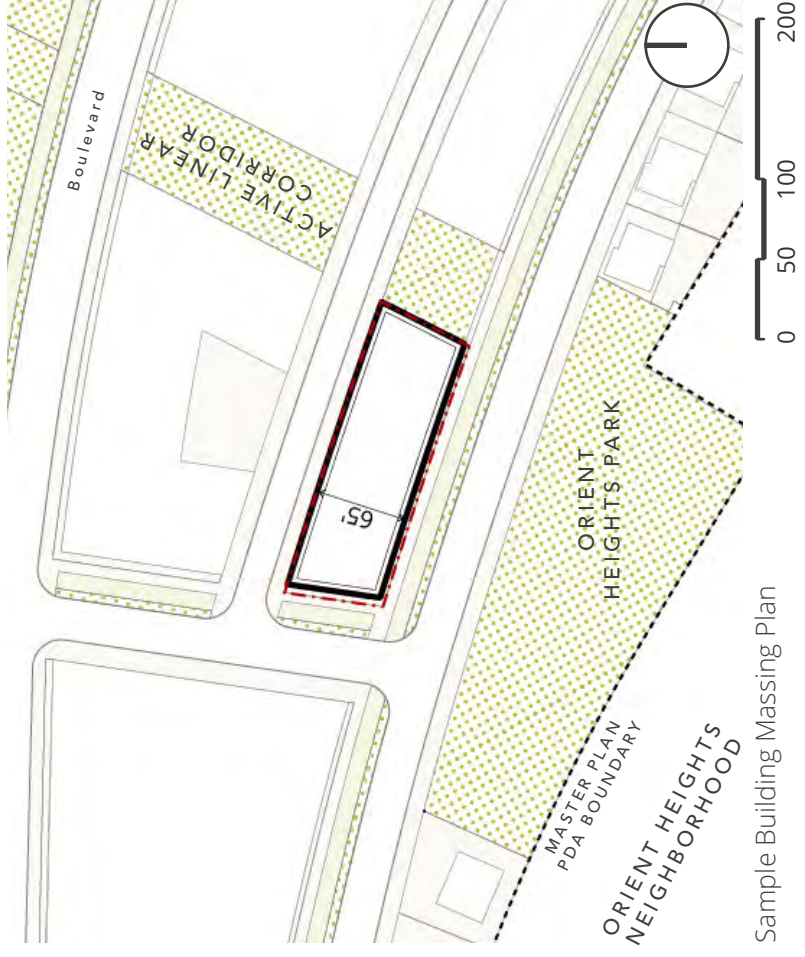
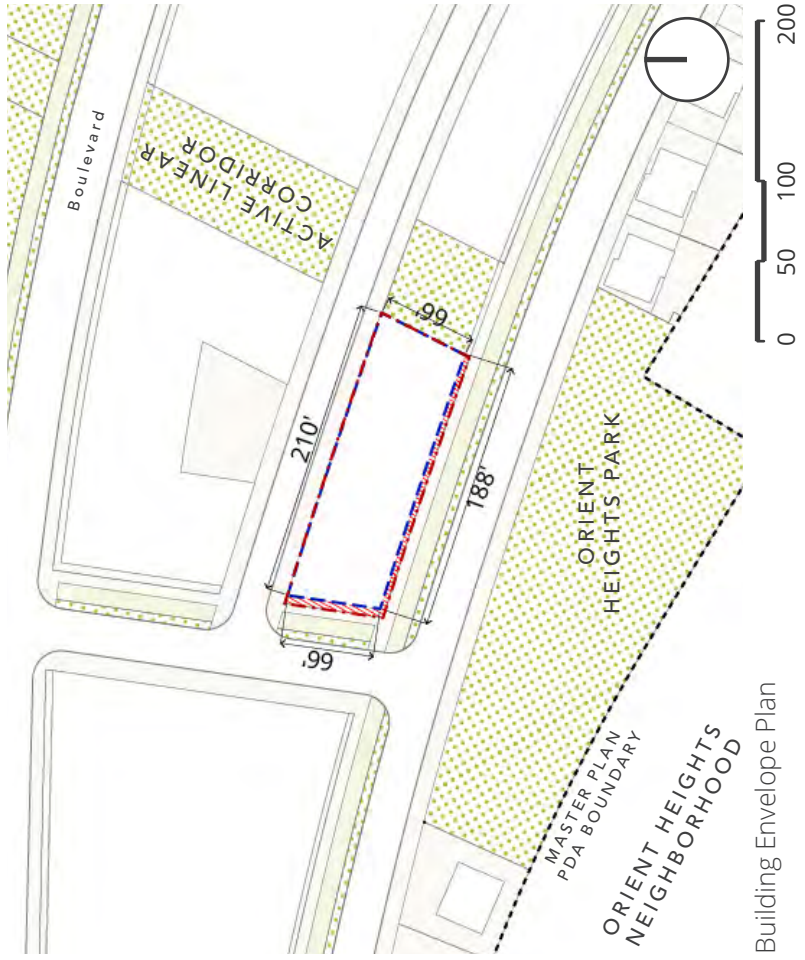
Proposed GFA	171,317 sf
Max Building Height	120'

Building Envelope Axon

Sample Building Massing Axon

Phase 2B | Block B12

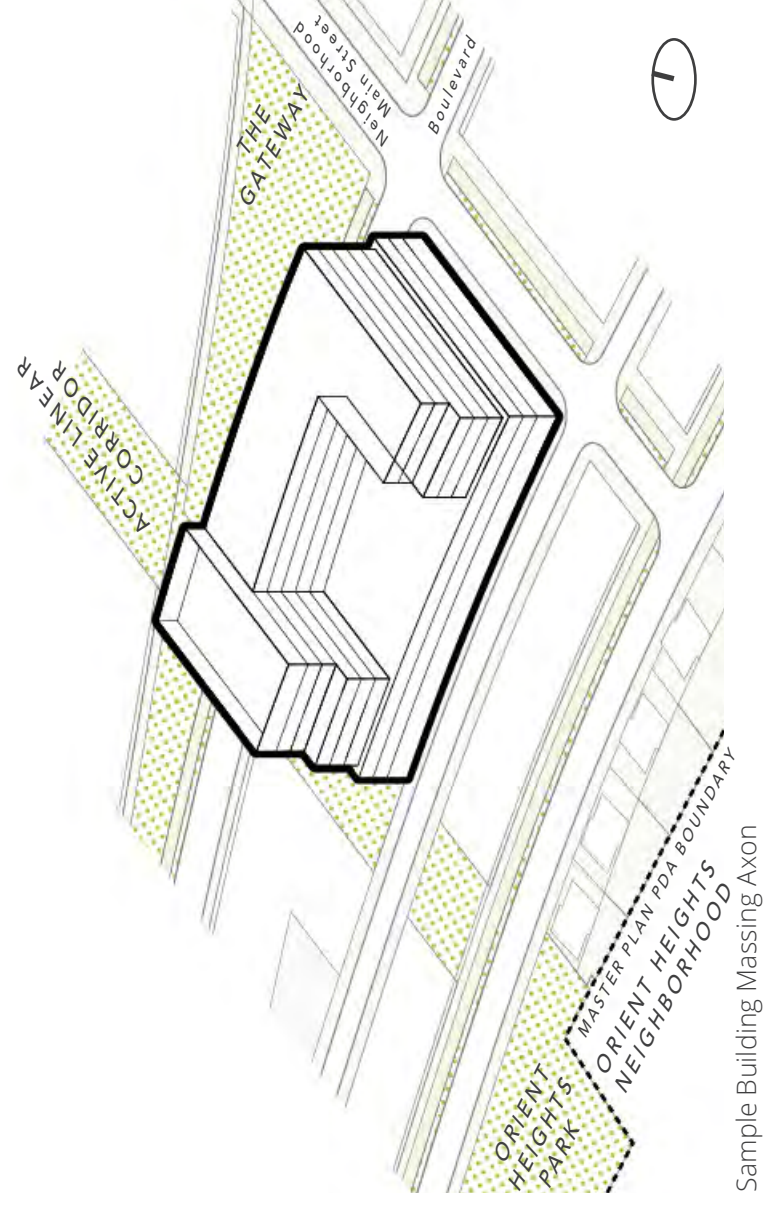
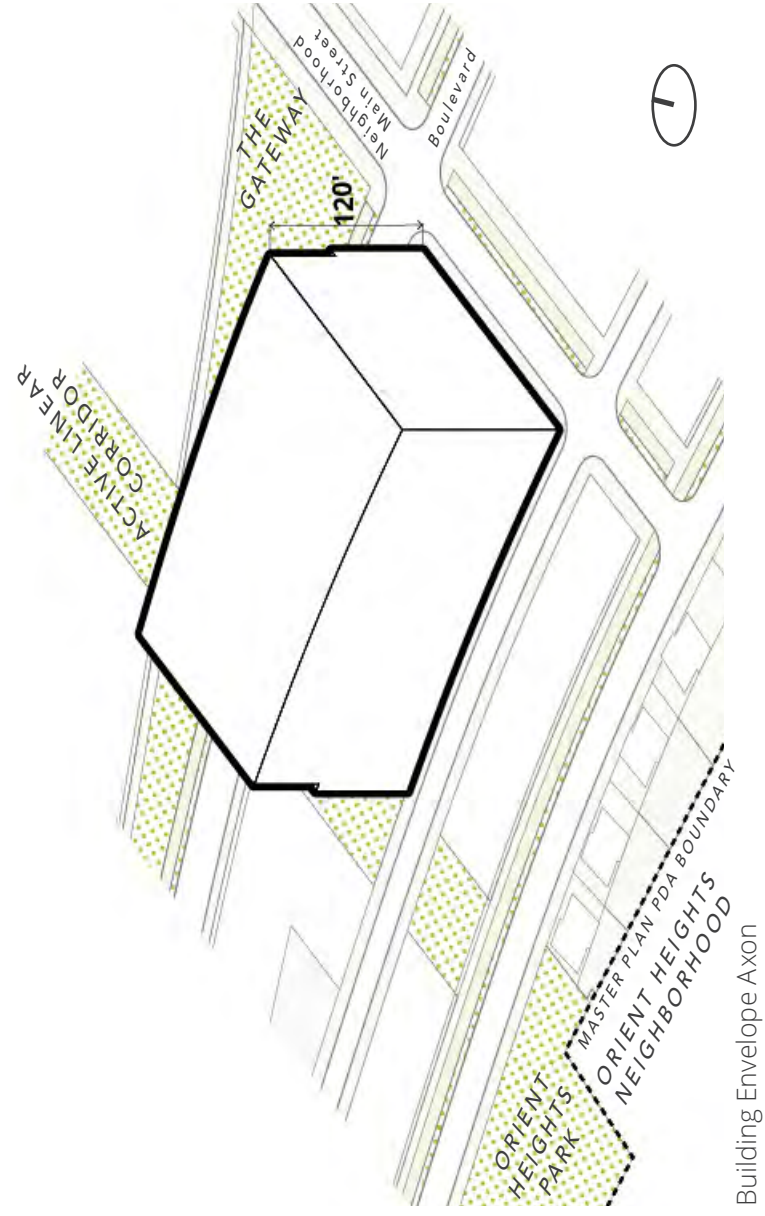
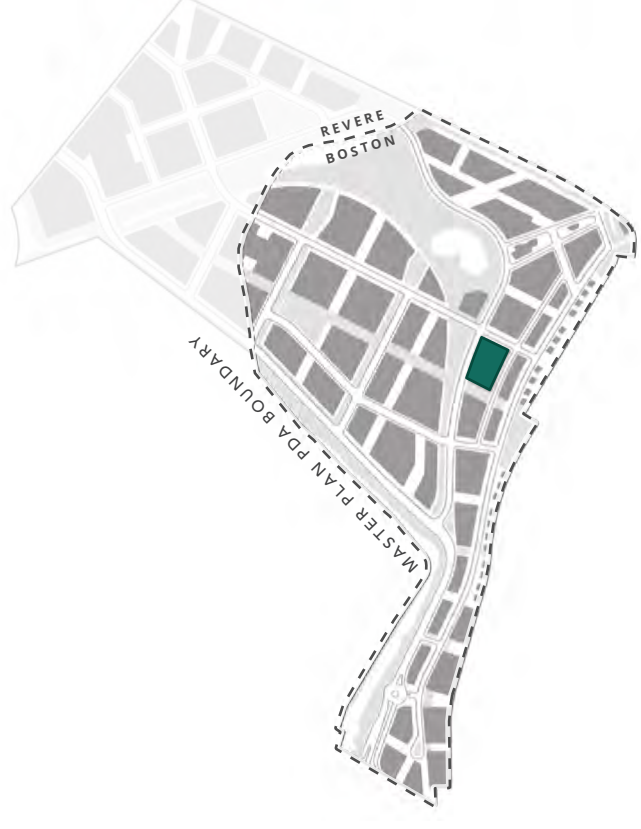
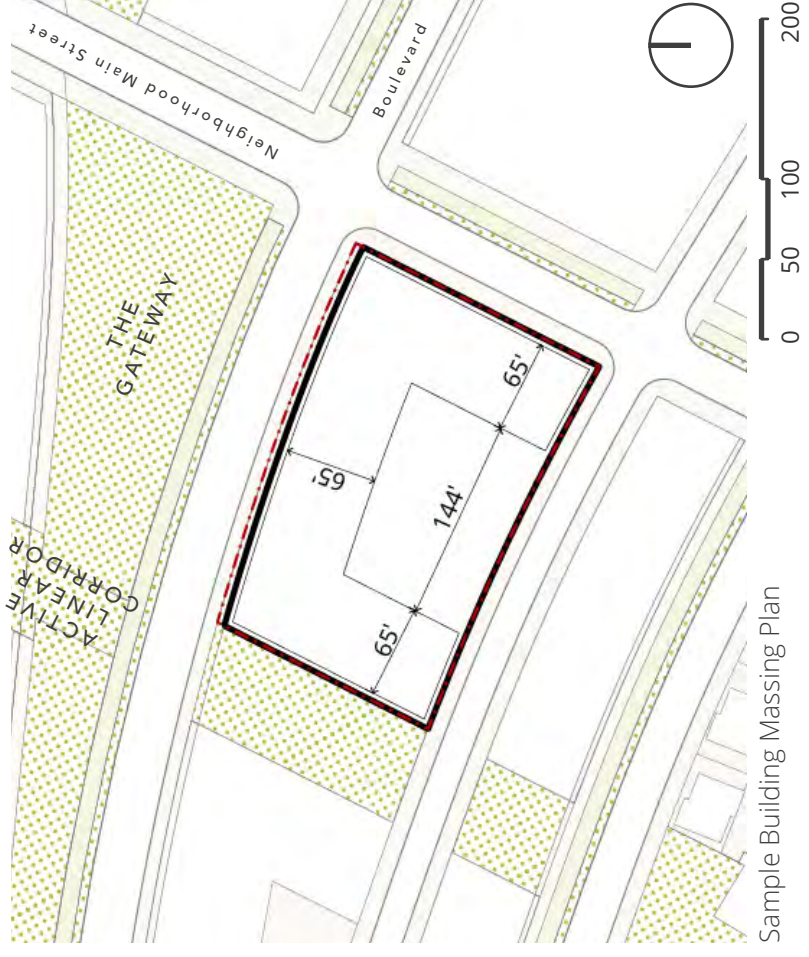
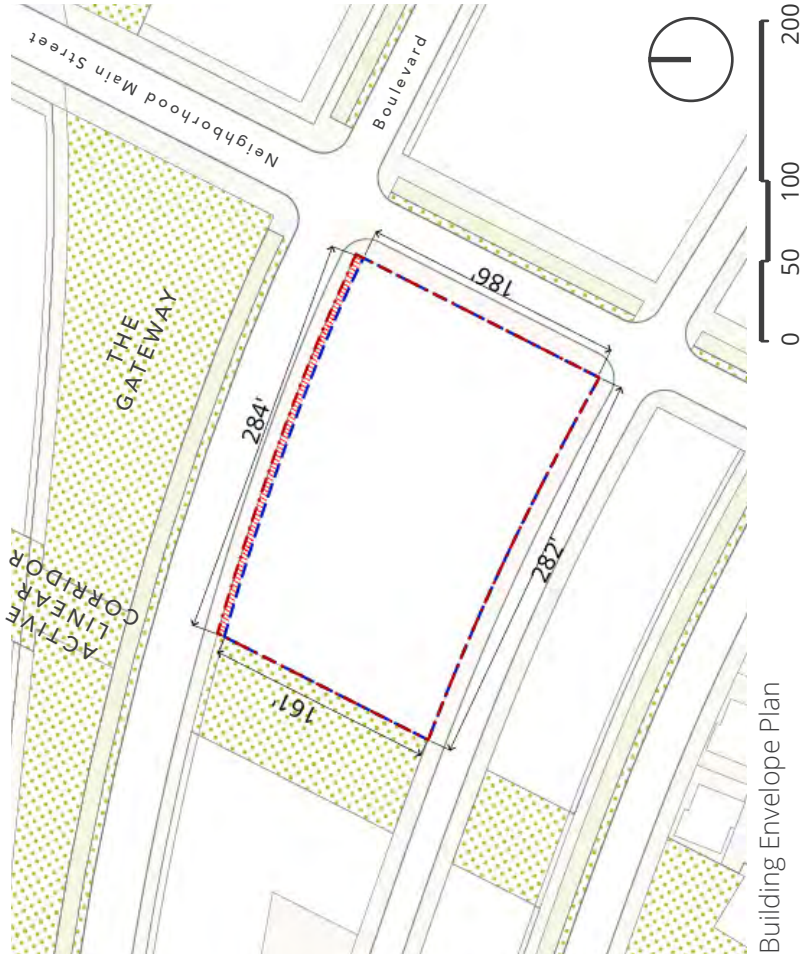
Suffolk Downs Redevelopment
Development Plans



	Parcel Line
	Build-To Line
	Service Easement
	Setback
<hr/>	
Proposed GFA	68,635 sf
Max Building Height	70'

Building Envelope Axon

Sample Building Massing Axon

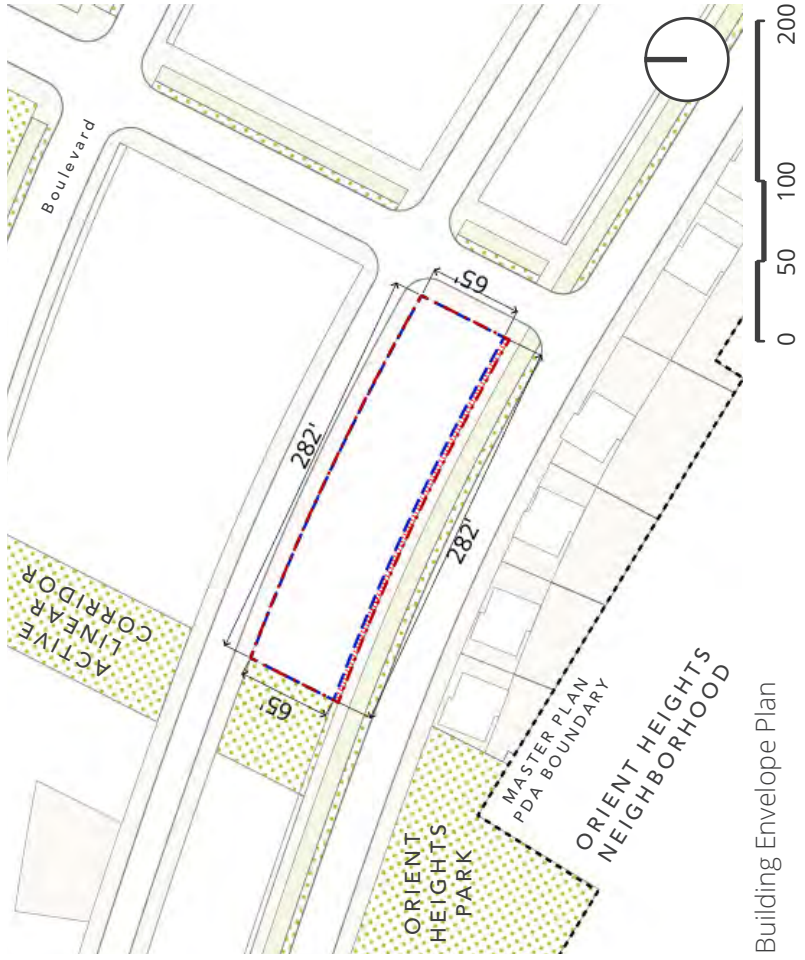


- Parcel Line
- Build-To Line
- Service Easement
- Setback

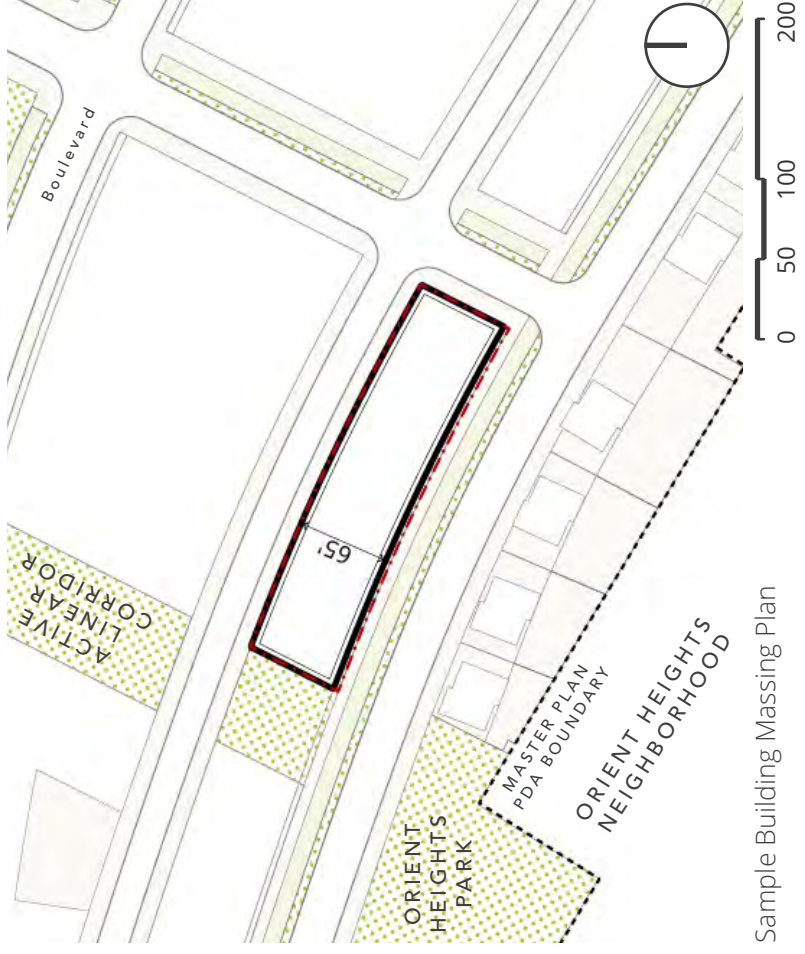
Proposed GFA	239,245 sf
Max Building Height	120'

Building Envelope Axon

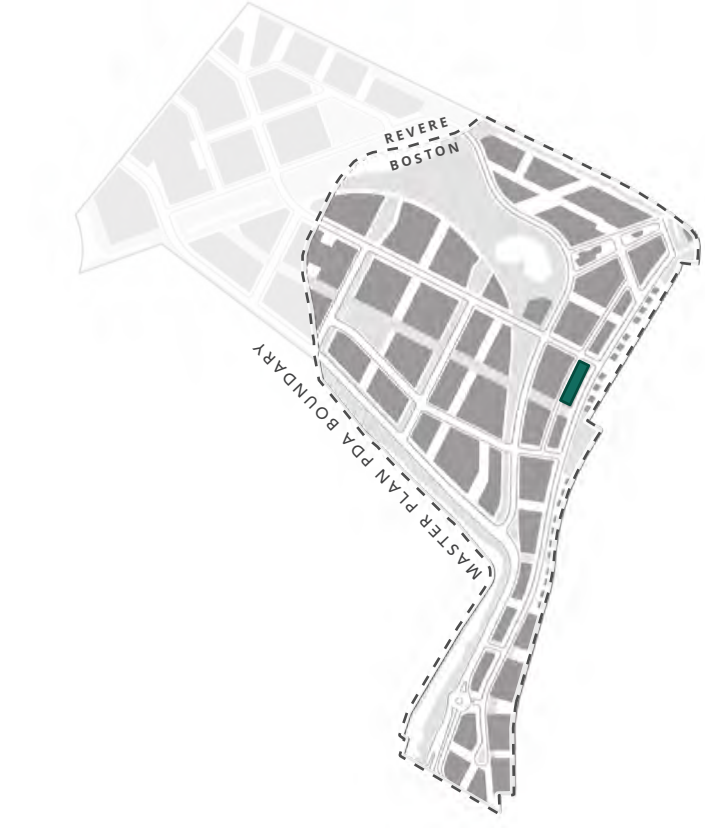
Sample Building Massing Axon



Building Envelope Plan



Sample Building Massing Plan



Key Plan



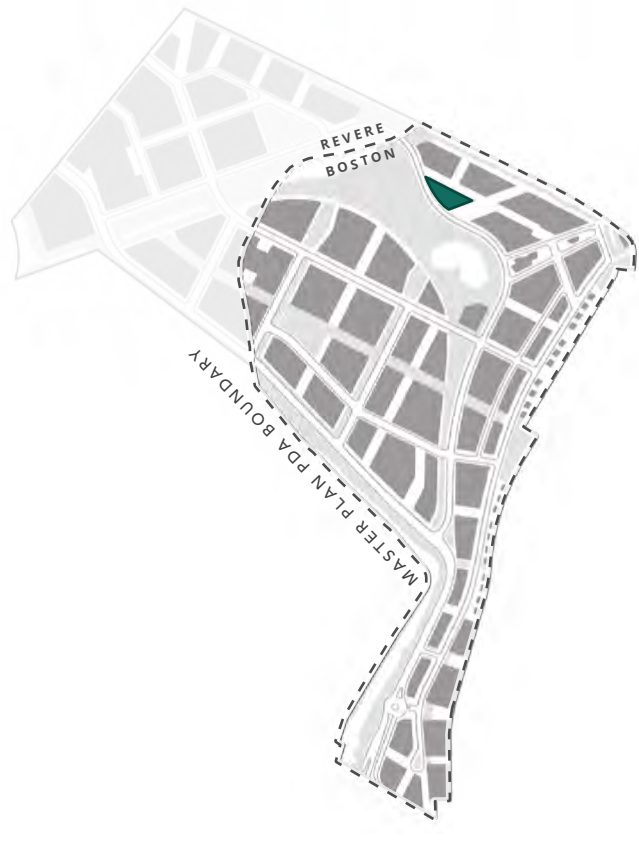
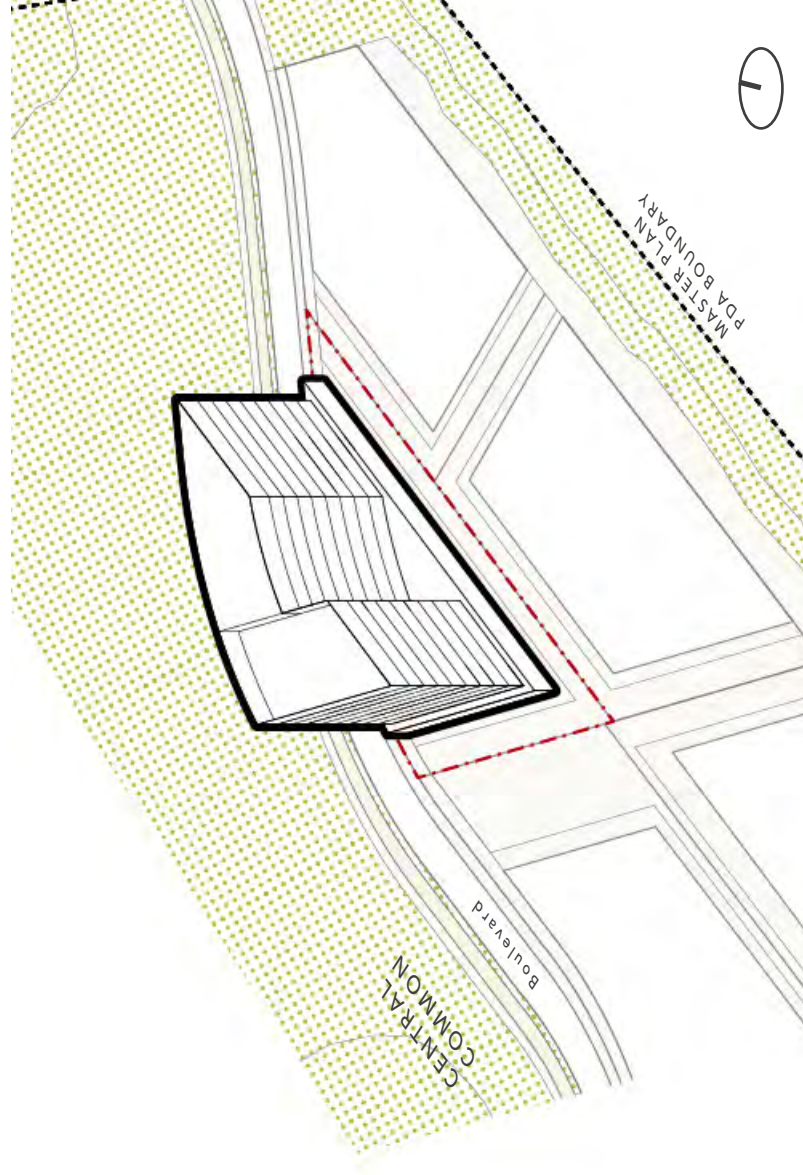
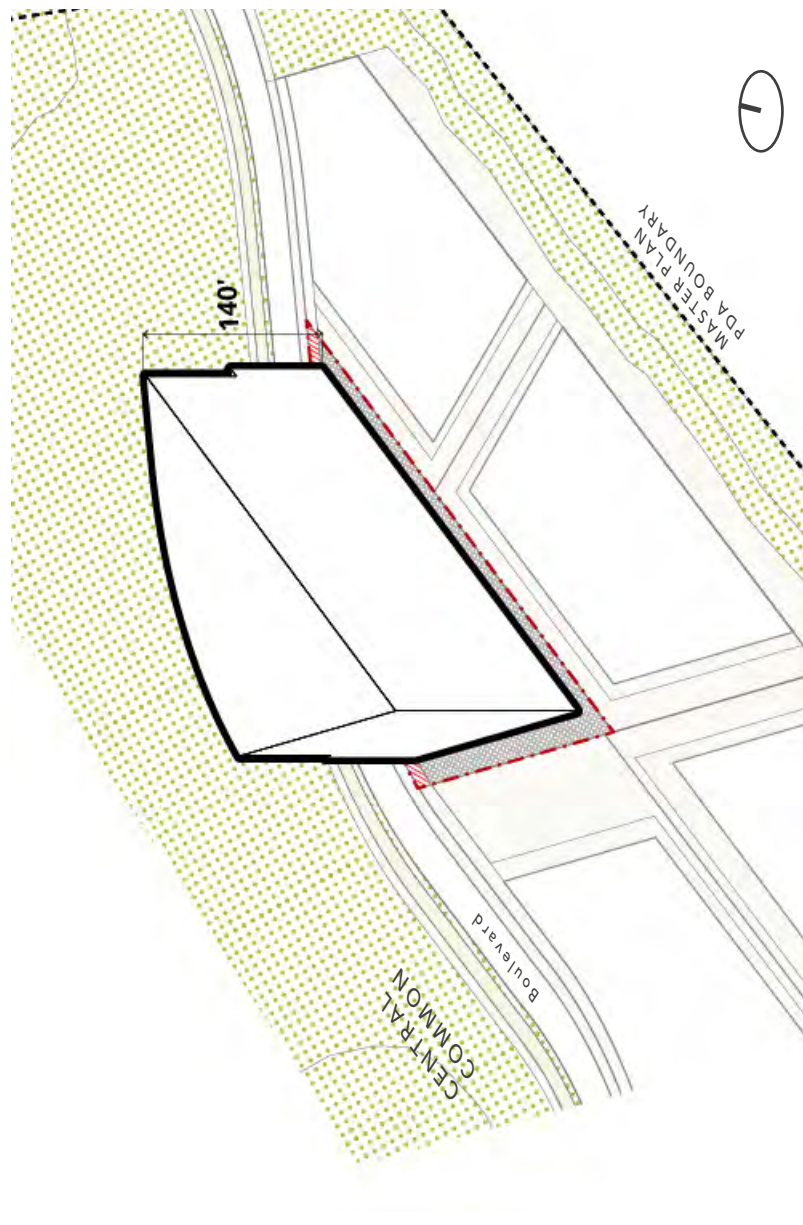
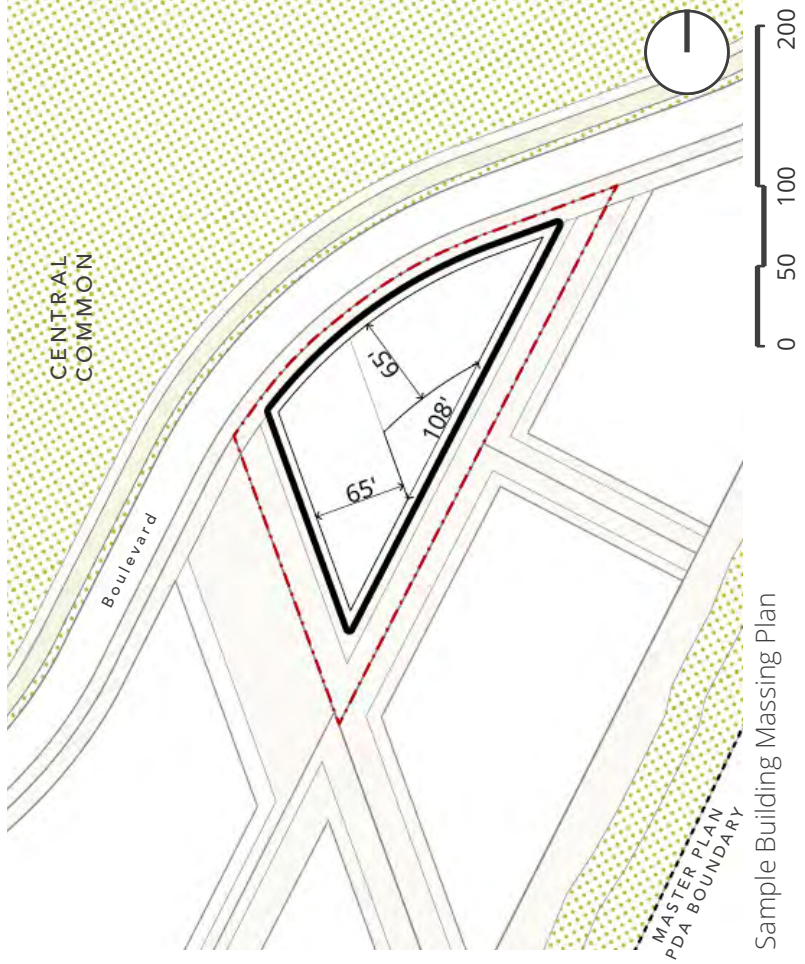
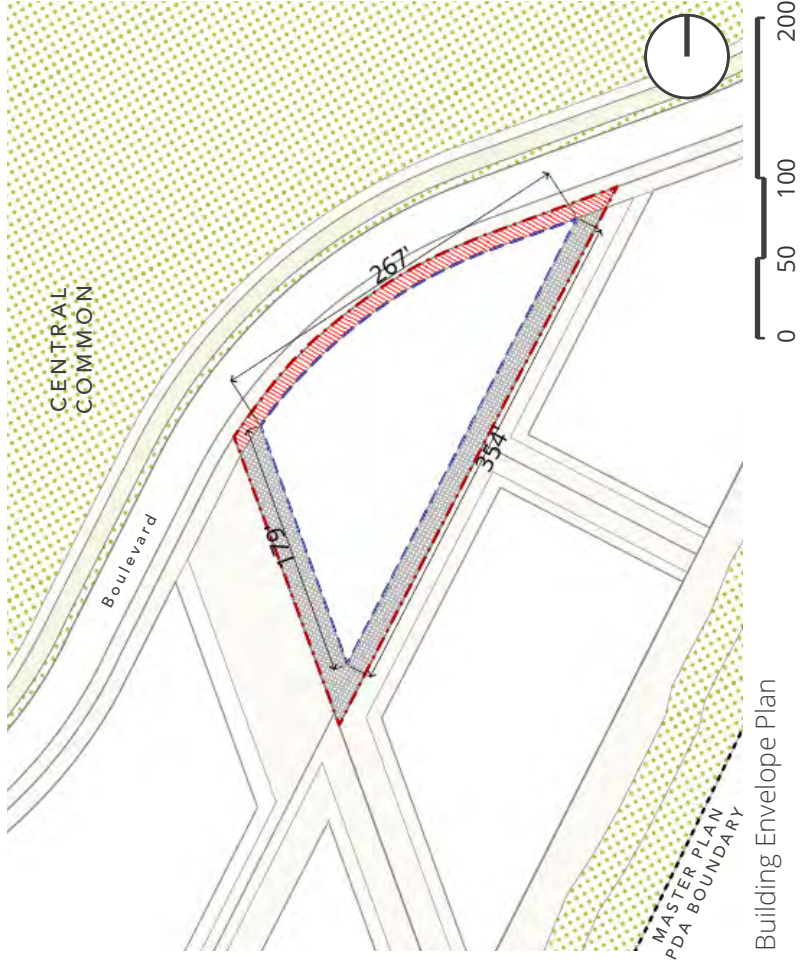
Building Envelope Axon

Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	100,358 sf
Max Building Height	70'

Phase 2B | Block B15
Suffolk Downs Redevelopment
 Development Plans



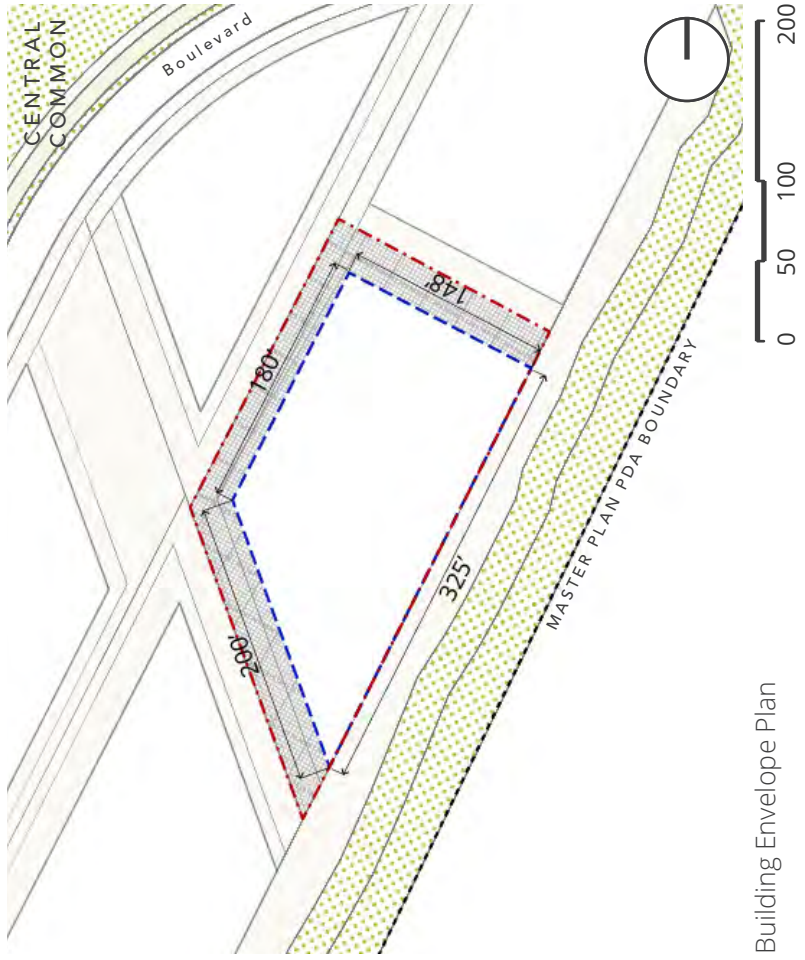
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	161,595 sf
Max Building Height	140'

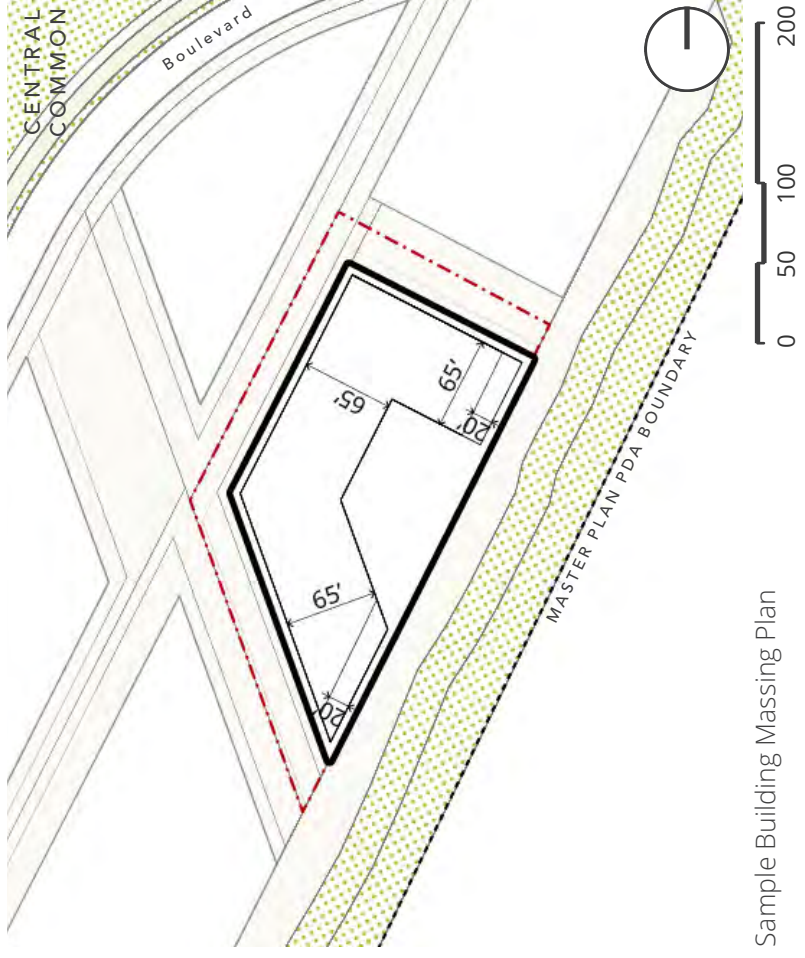
Building Envelope Axon

Sample Building Massing Axon

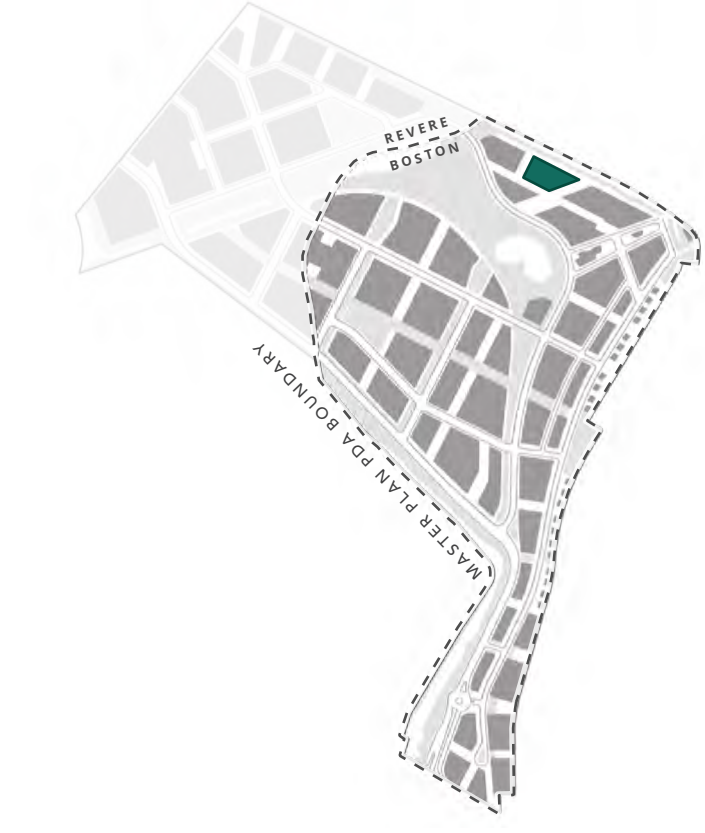
Phase 2B | Block B25
Suffolk Downs Redevelopment
 Development Plans



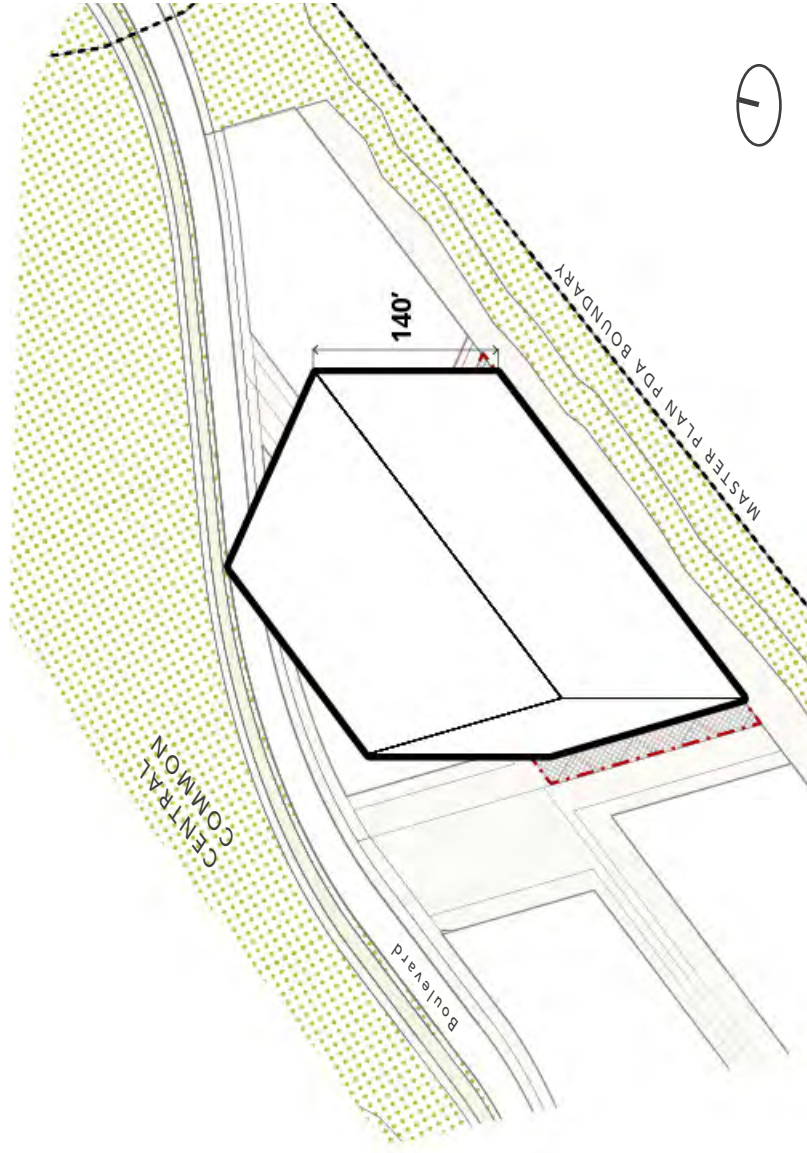
Building Envelope Plan



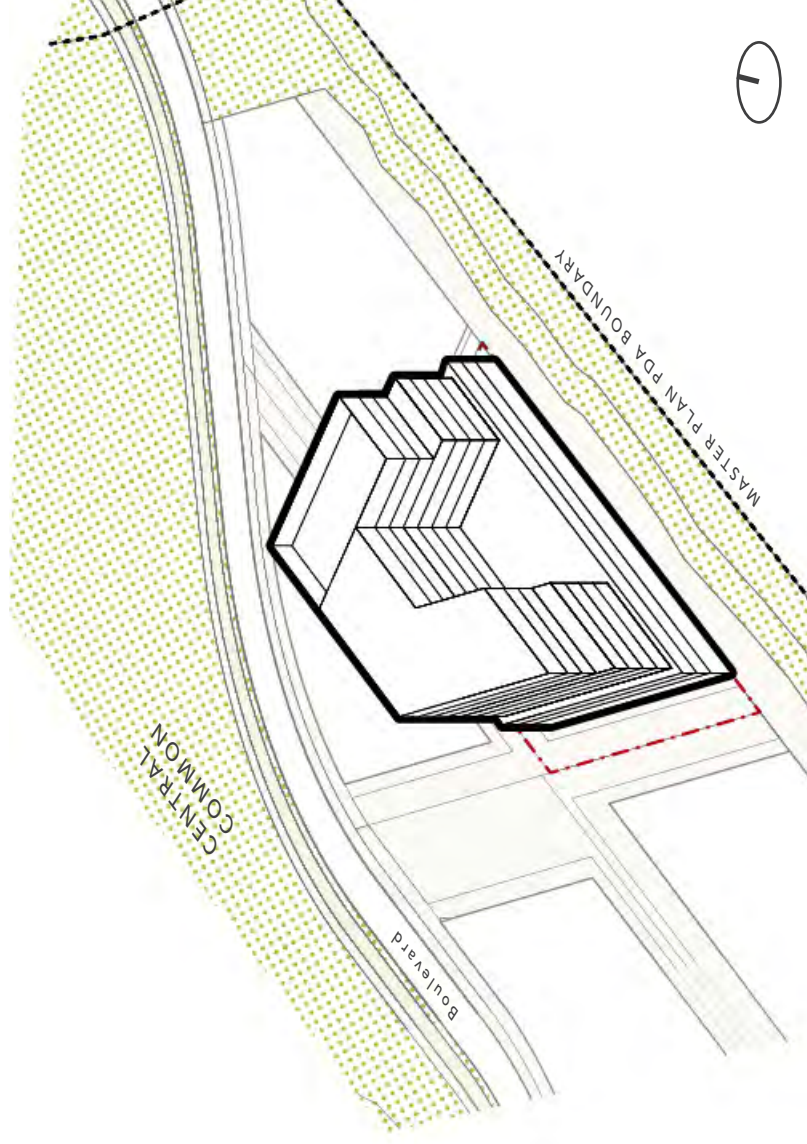
Sample Building Massing Plan



Key Plan



Building Envelope Axon

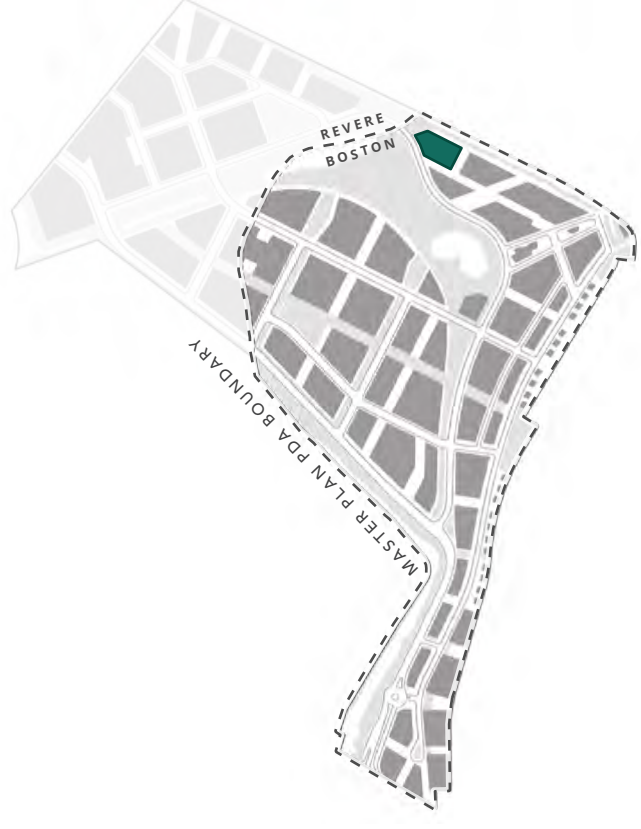
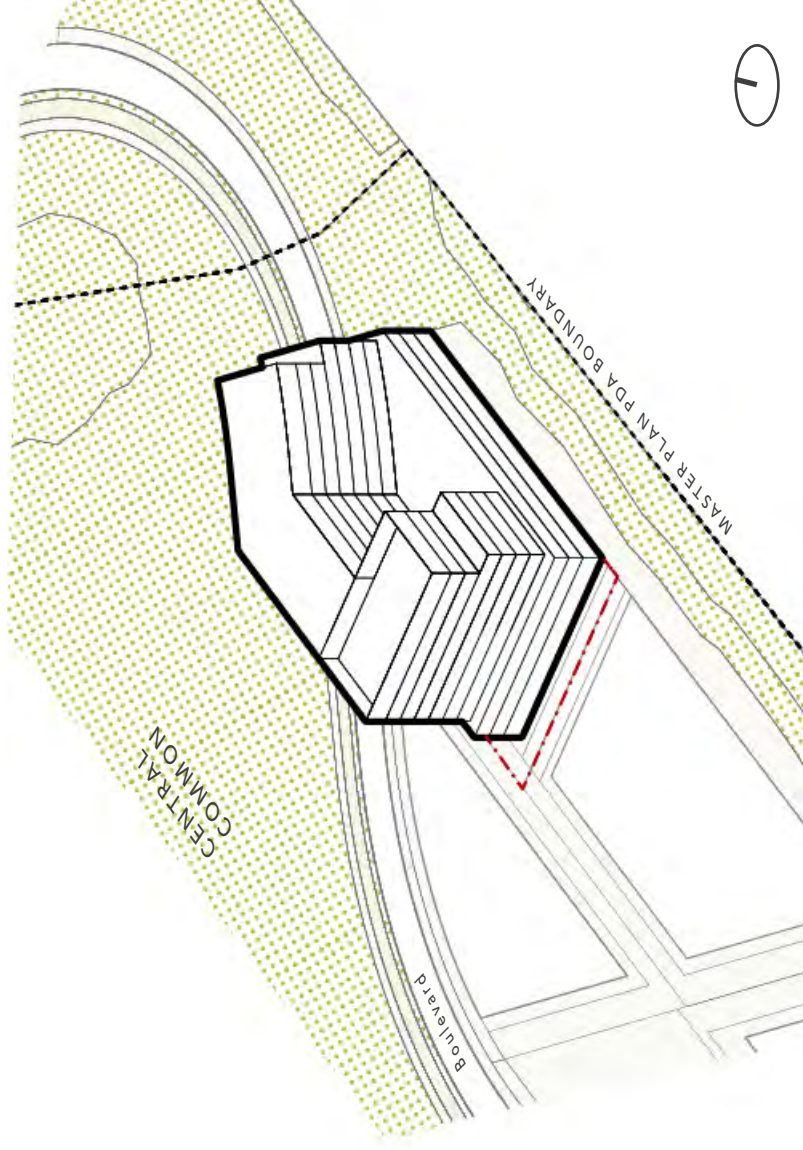
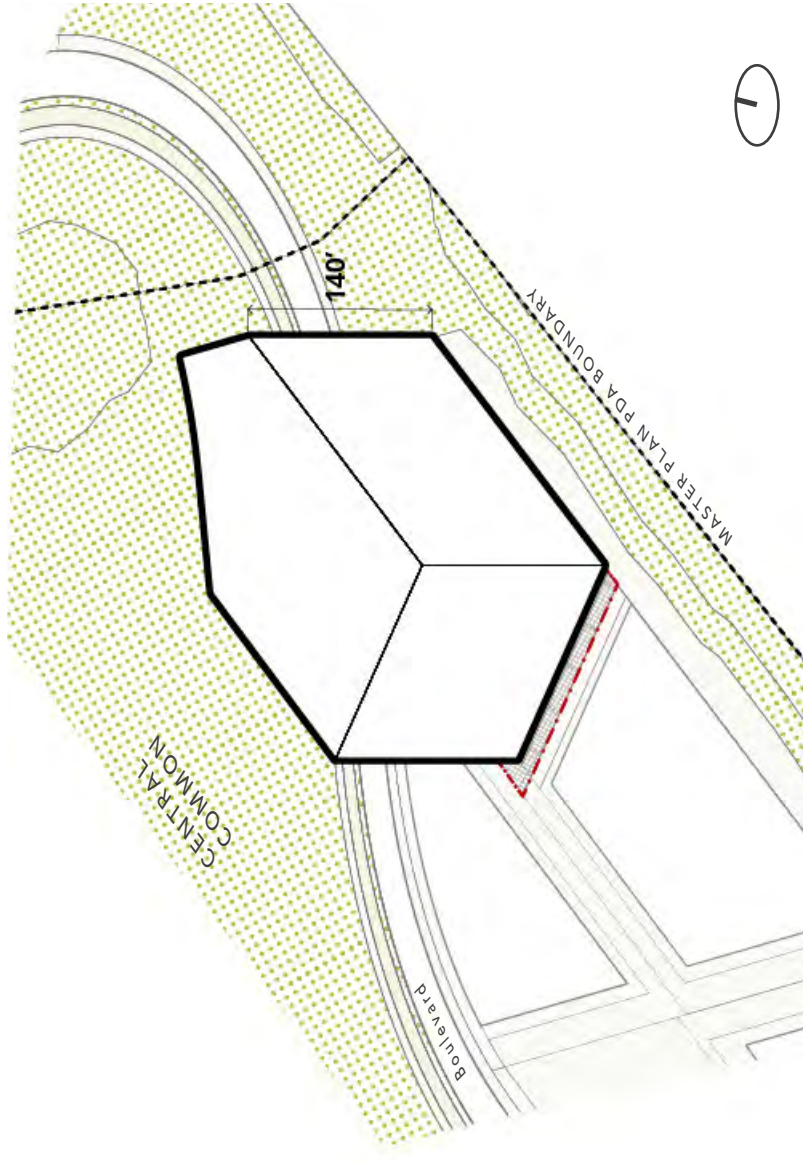
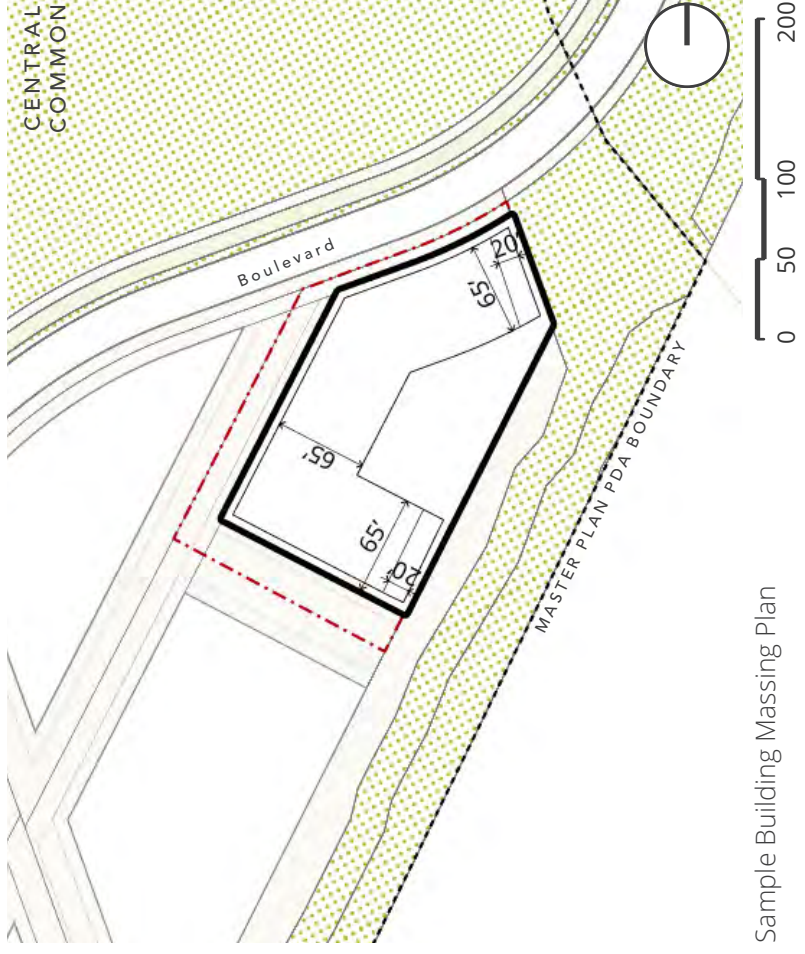
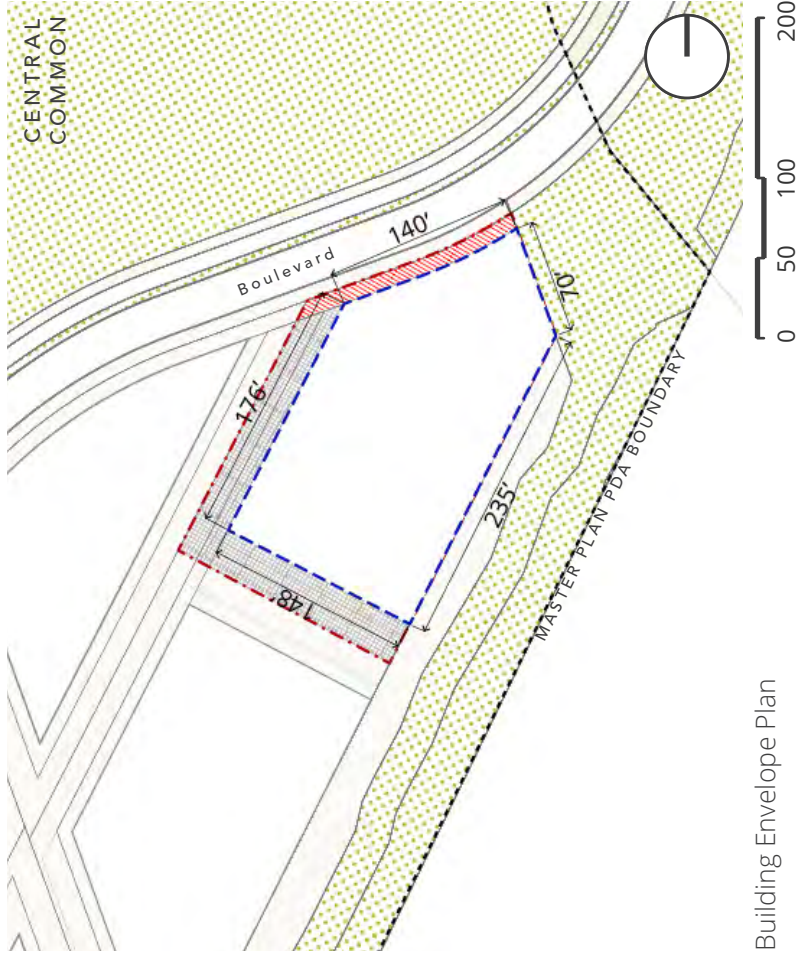


Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	193,633 sf
Max Building Height	140'

Phase 2B | Block B26A
Suffolk Downs Redevelopment
 Development Plans



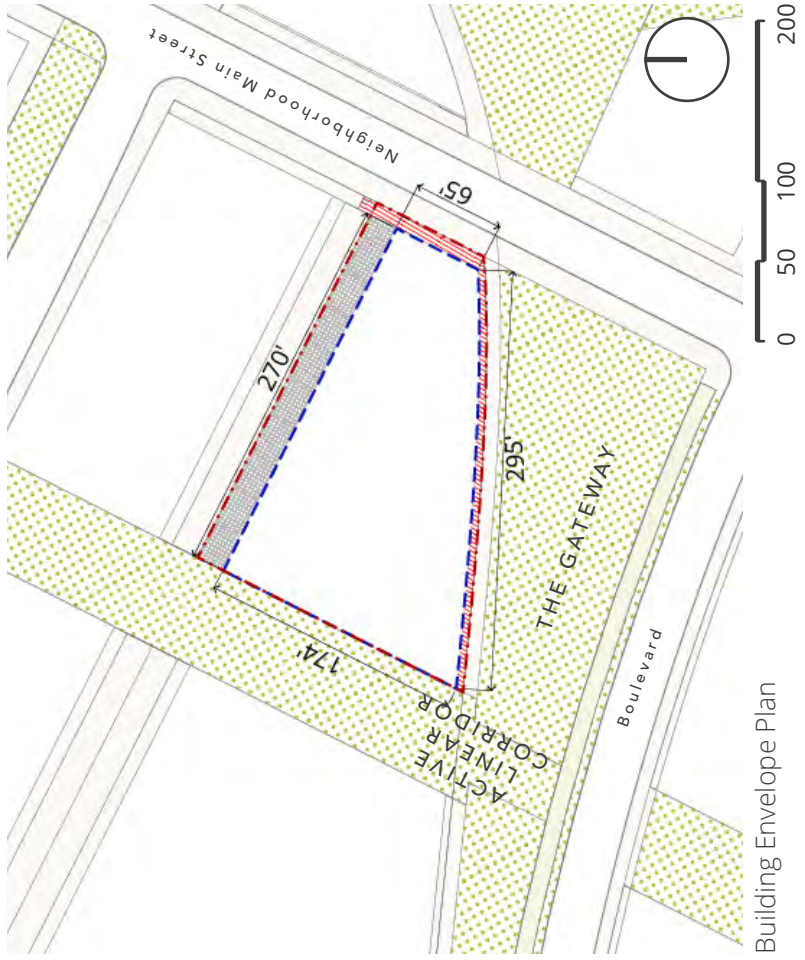
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	176,917 sf
Max Building Height	140'

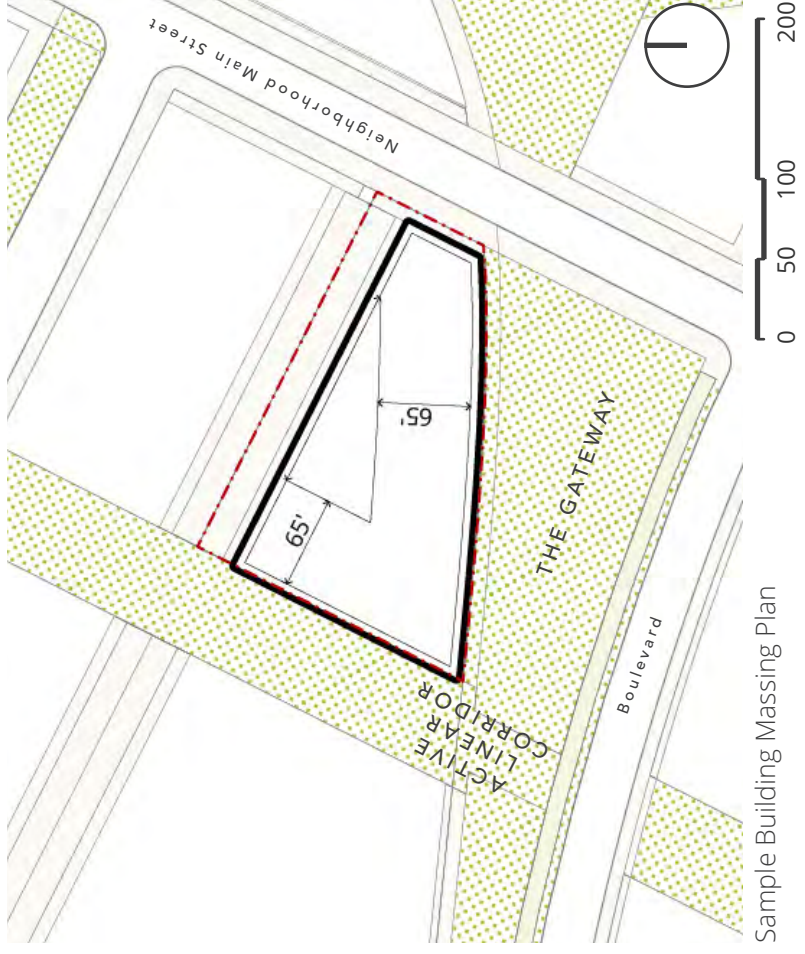
Building Envelope Axon

Sample Building Massing Axon

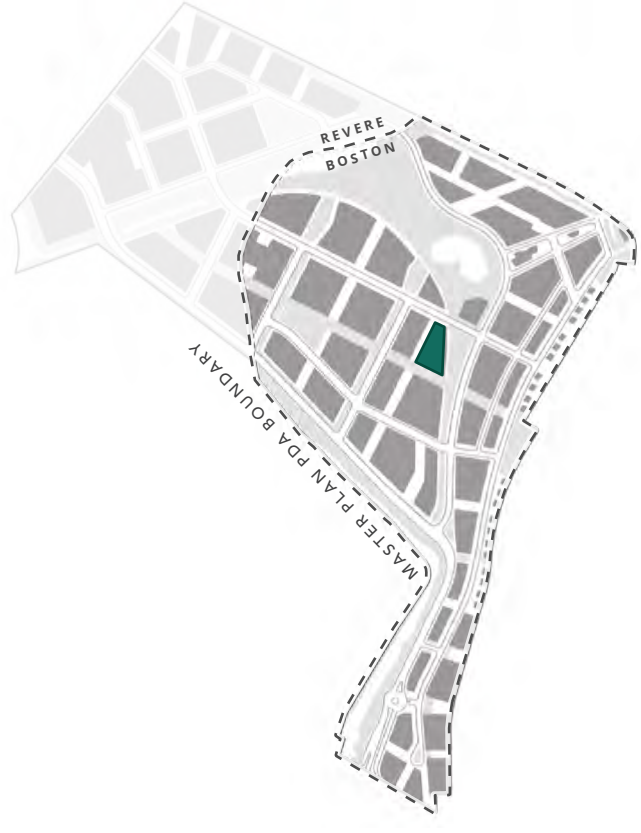
Phase 2B | Block B26B
Suffolk Downs Redevelopment
 Development Plans



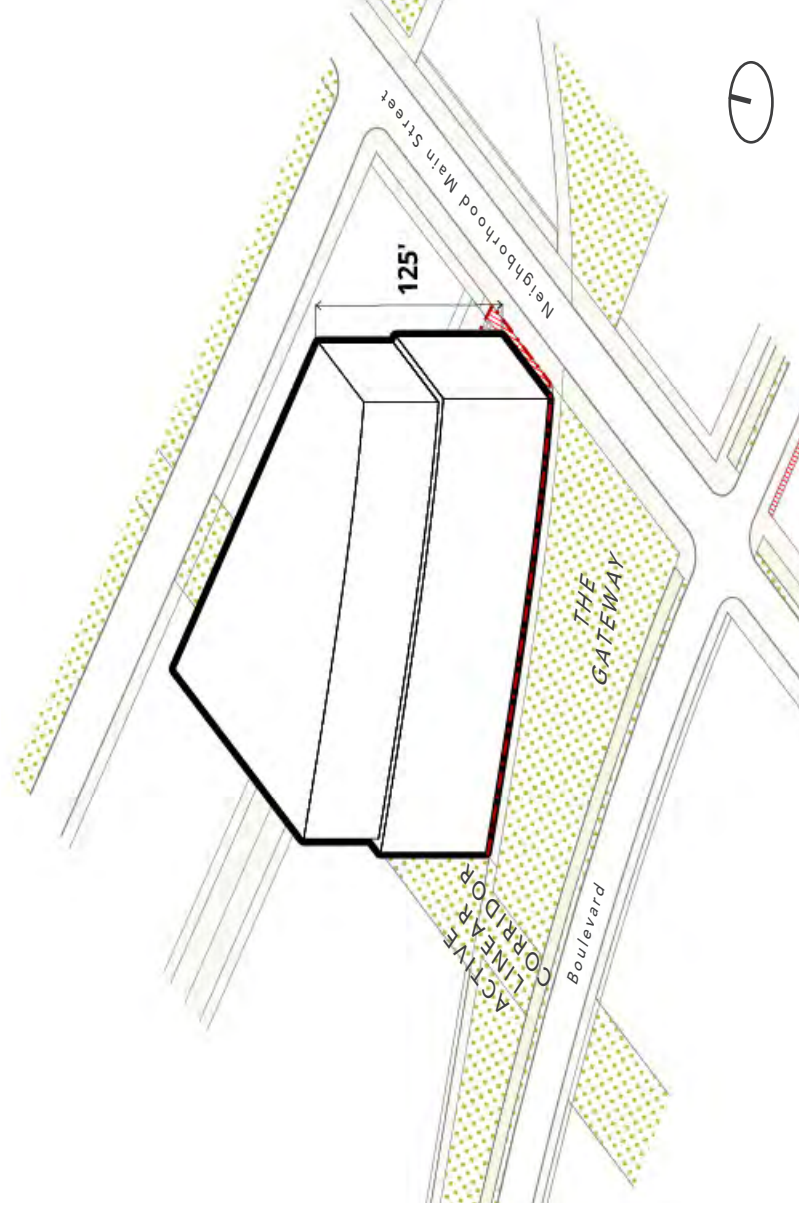
Building Envelope Plan



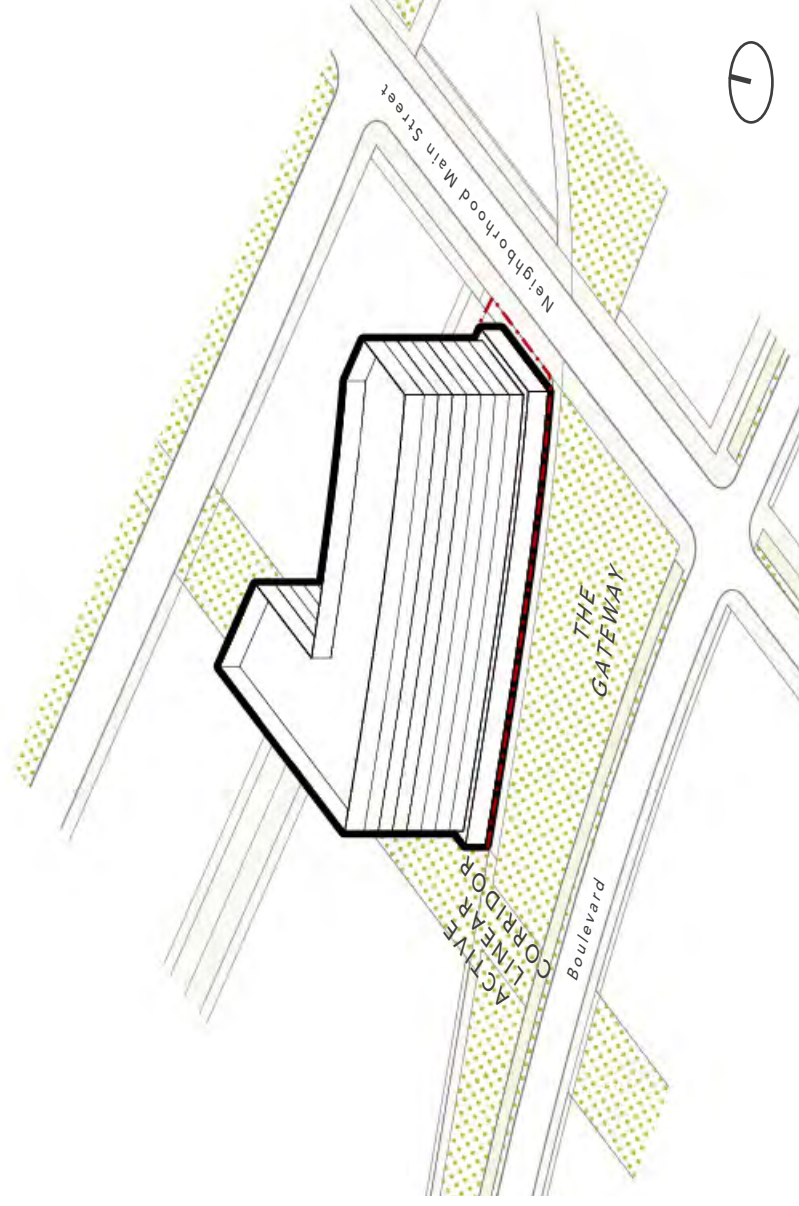
Sample Building Massing Plan



Key Plan



Building Envelope Axon

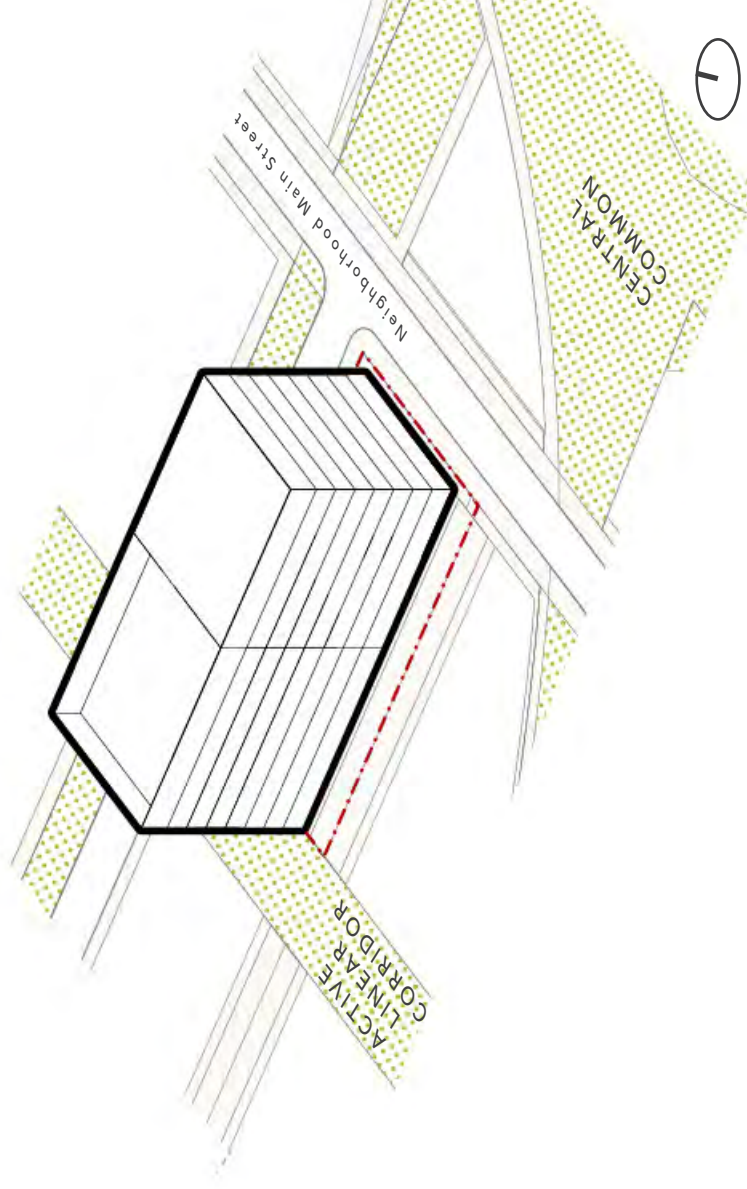
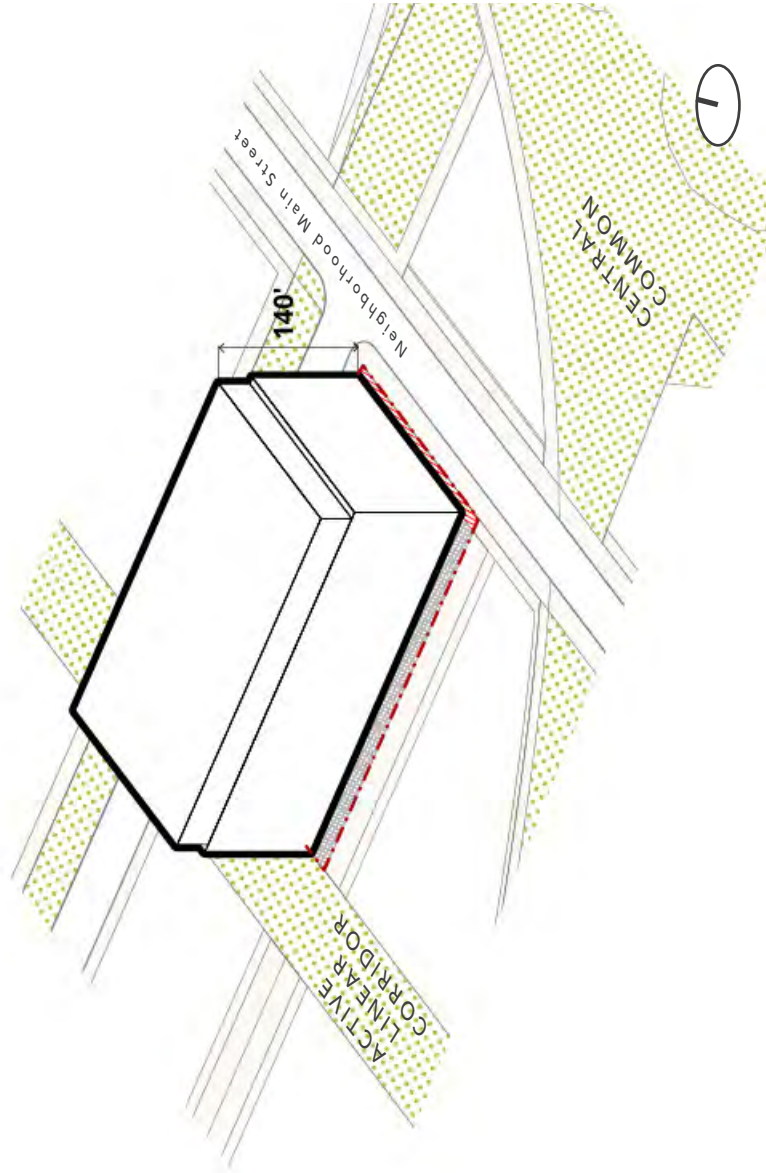
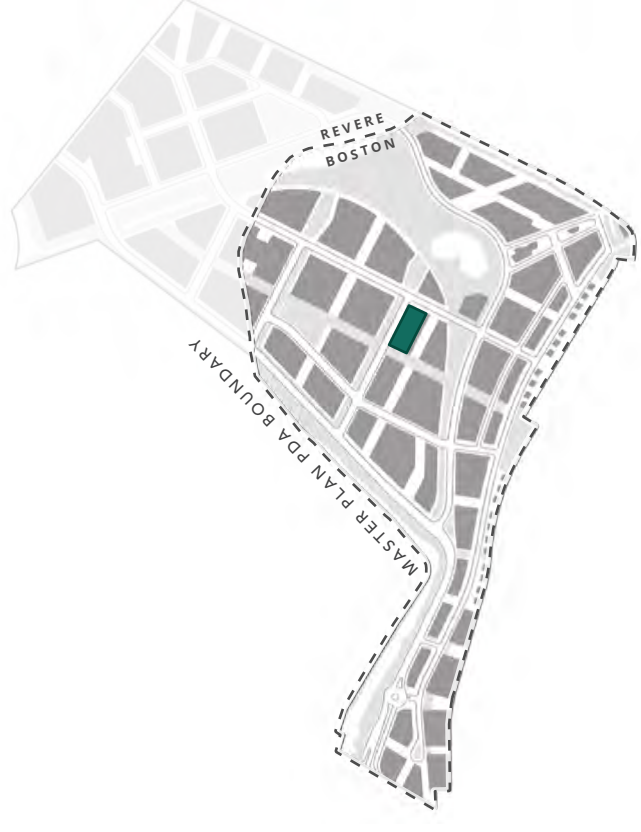
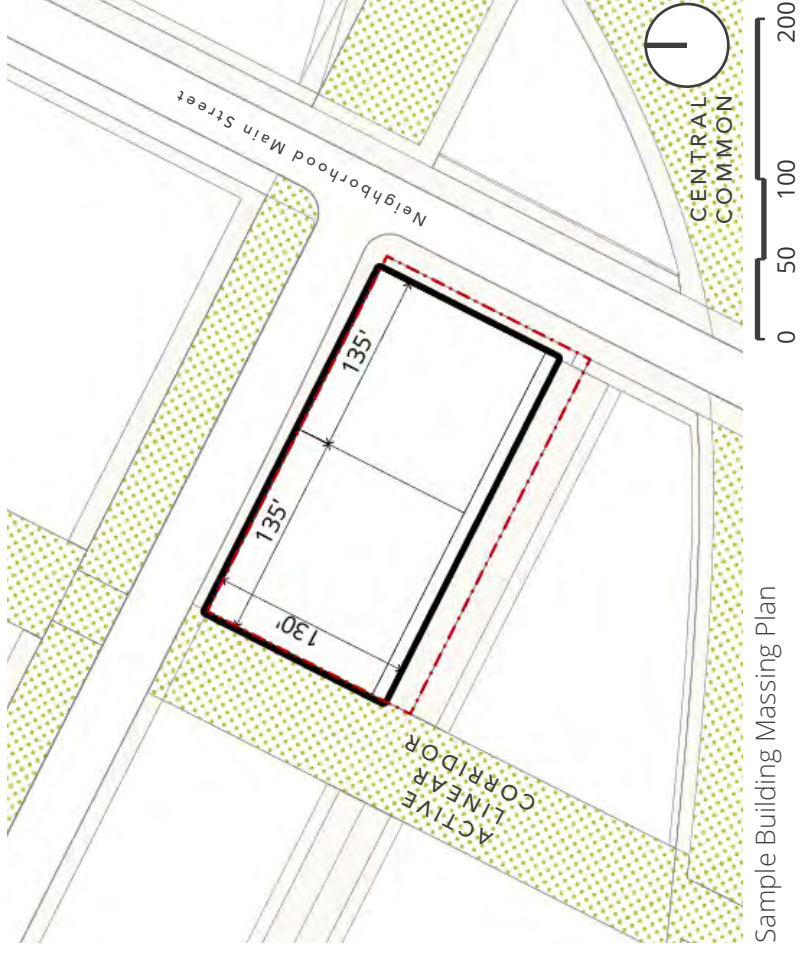
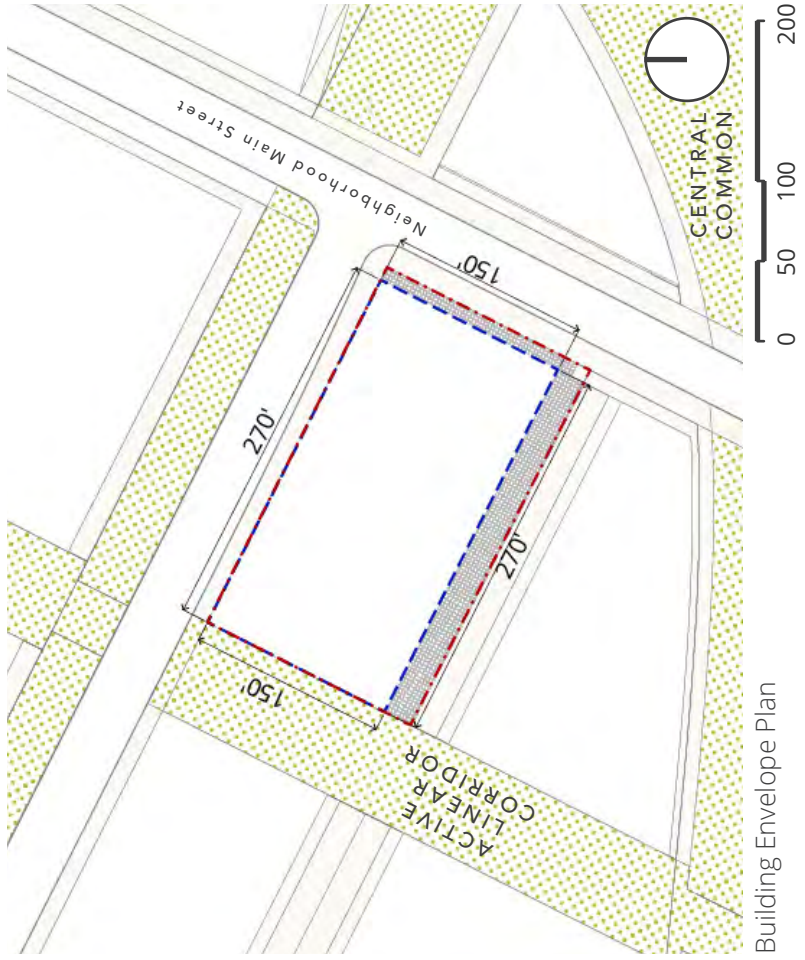


Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	200,913 sf
Max Building Height	140'

Phase 2B | Block B30
Suffolk Downs Redevelopment
 Development Plans



- Parcel Line
- Build-To Line
- Service Easement
- Setback

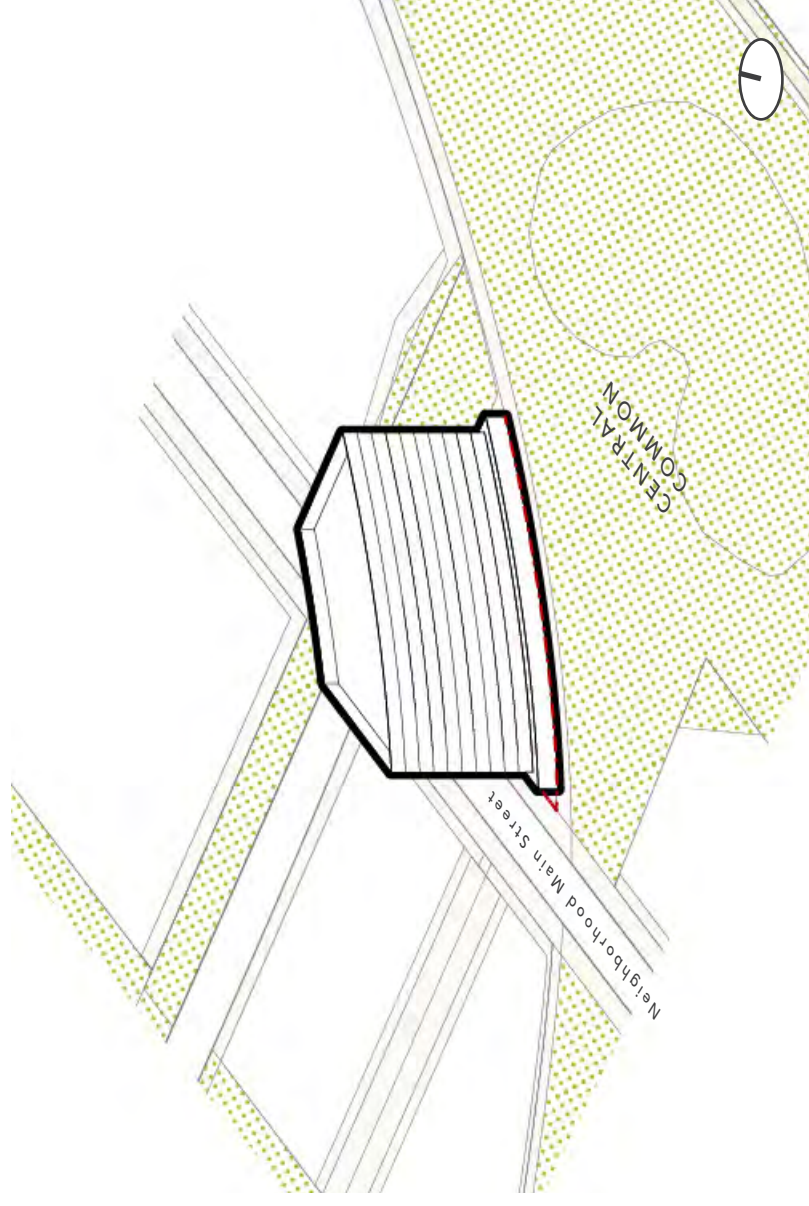
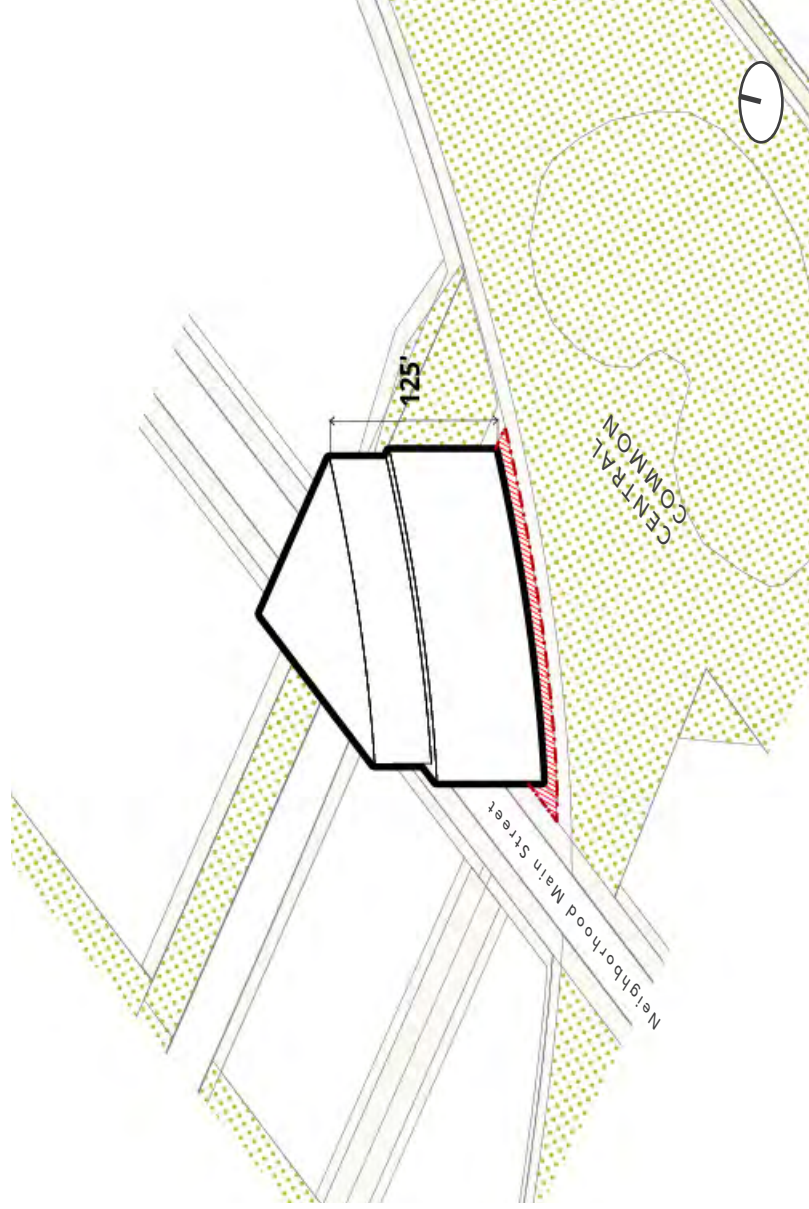
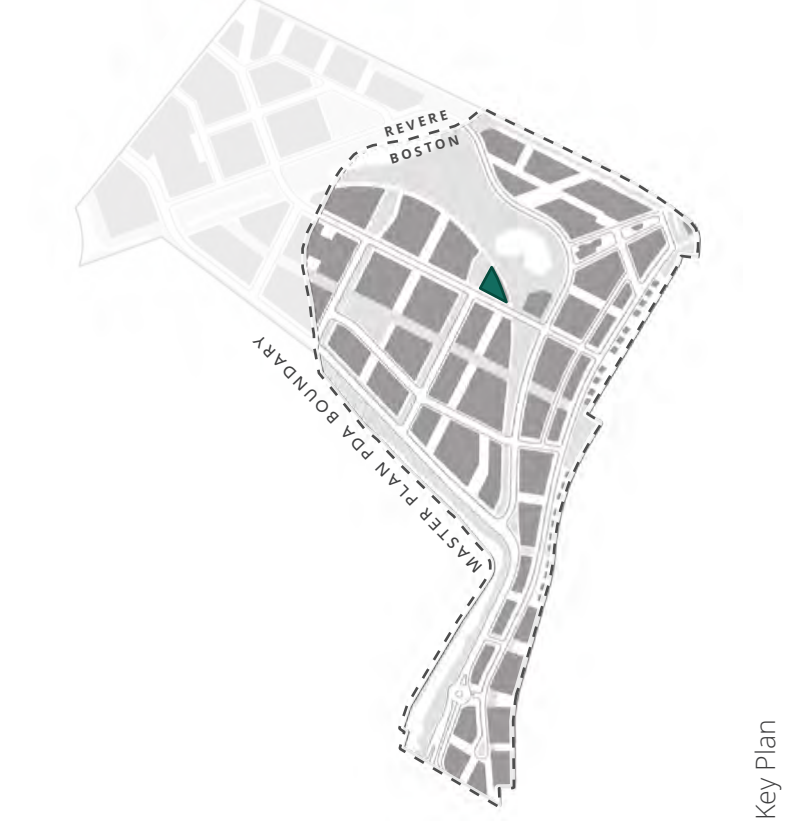
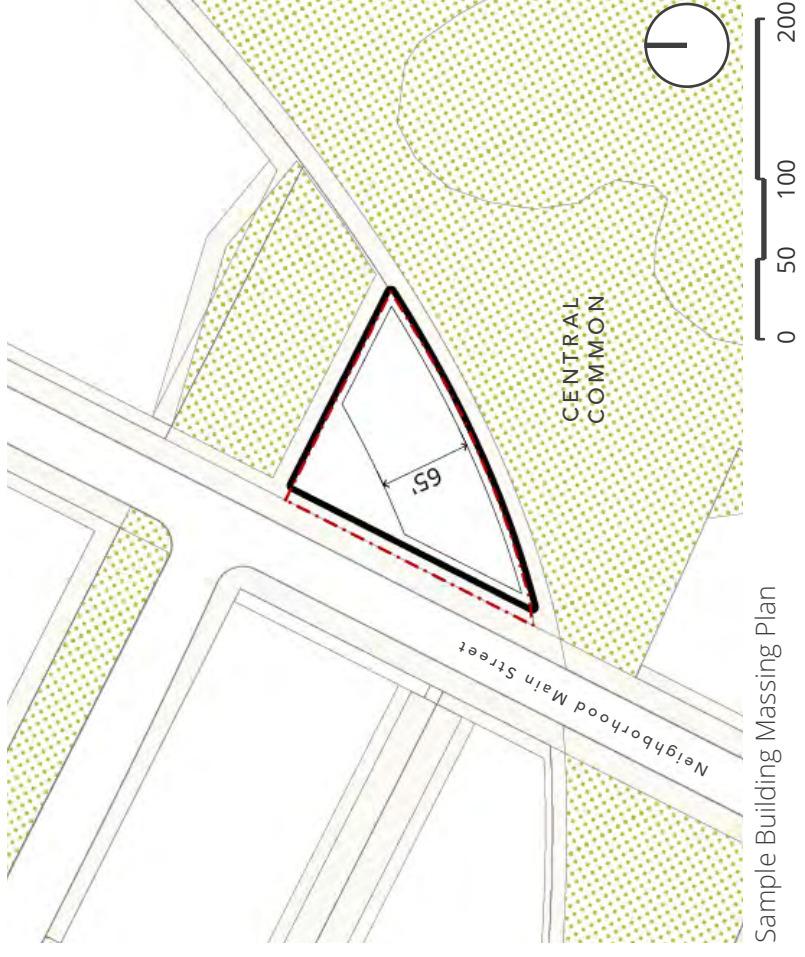
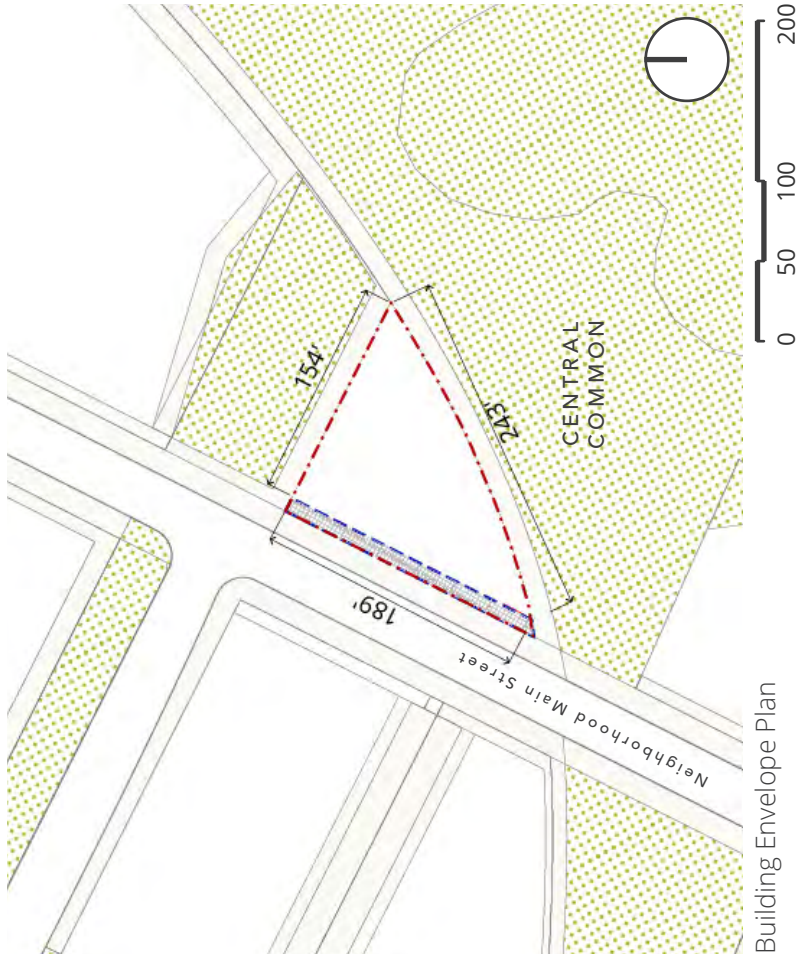
Proposed GFA	252,834 sf
Max Building Height	140'

Building Envelope Axon

Sample Building Massing Axon

Phase 2B | Block B33

Suffolk Downs Redevelopment
Development Plans



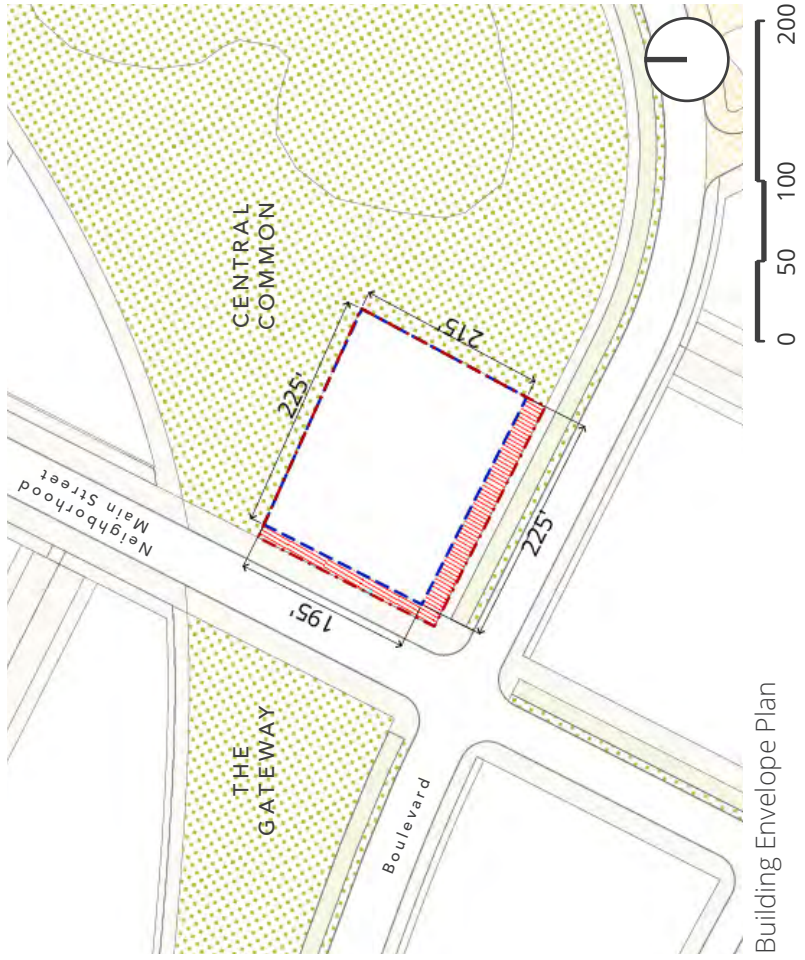
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	116,196 sf
Max Building Height	125'

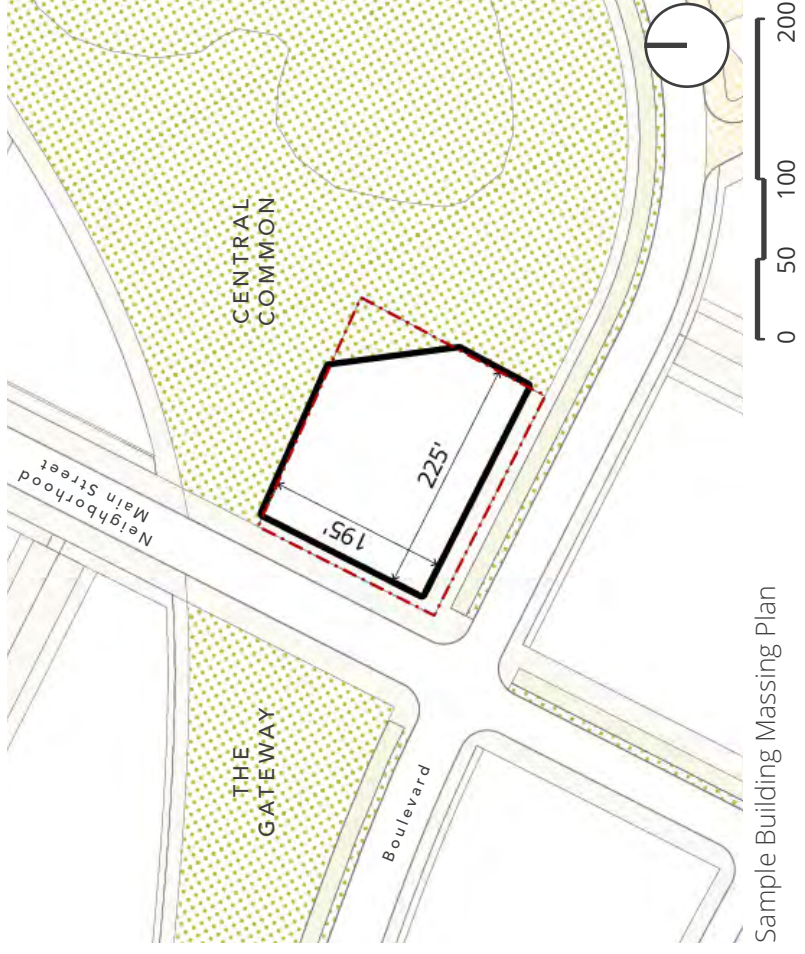
Building Envelope Axon

Sample Building Massing Axon

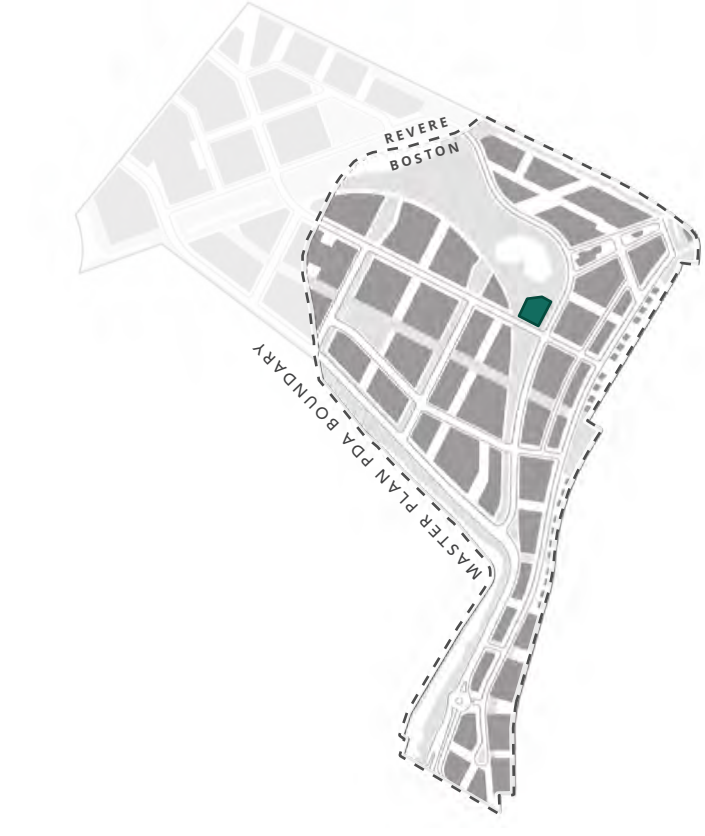
Phase 2B | Block B34
Suffolk Downs Redevelopment
 Development Plans



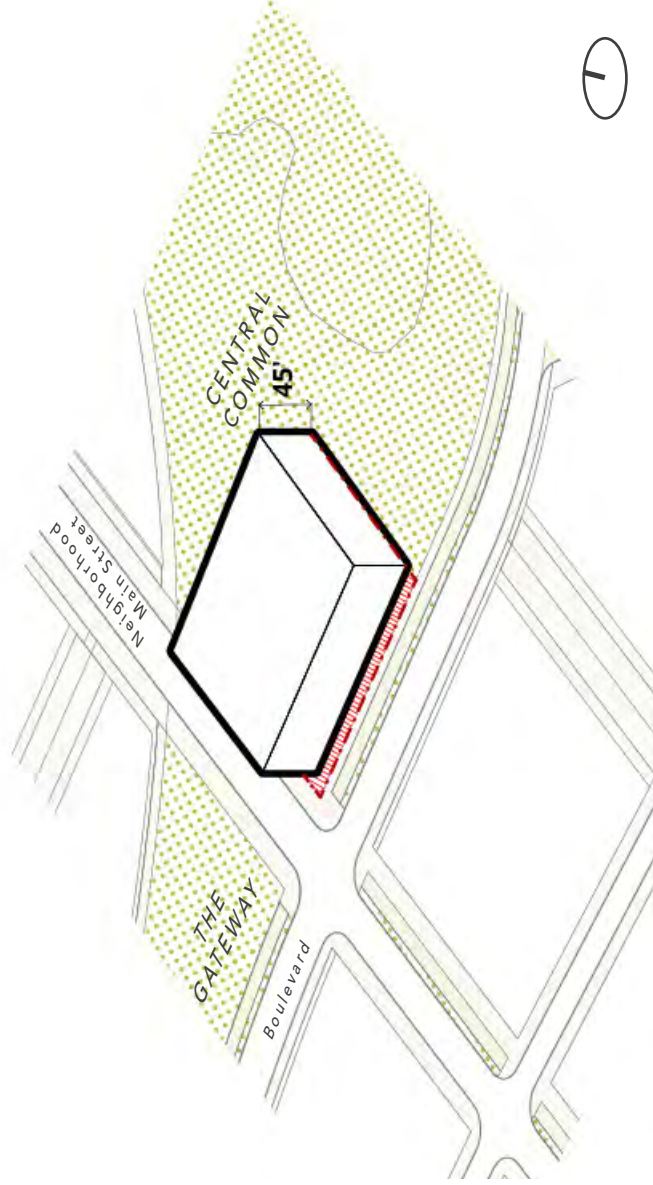
Building Envelope Plan



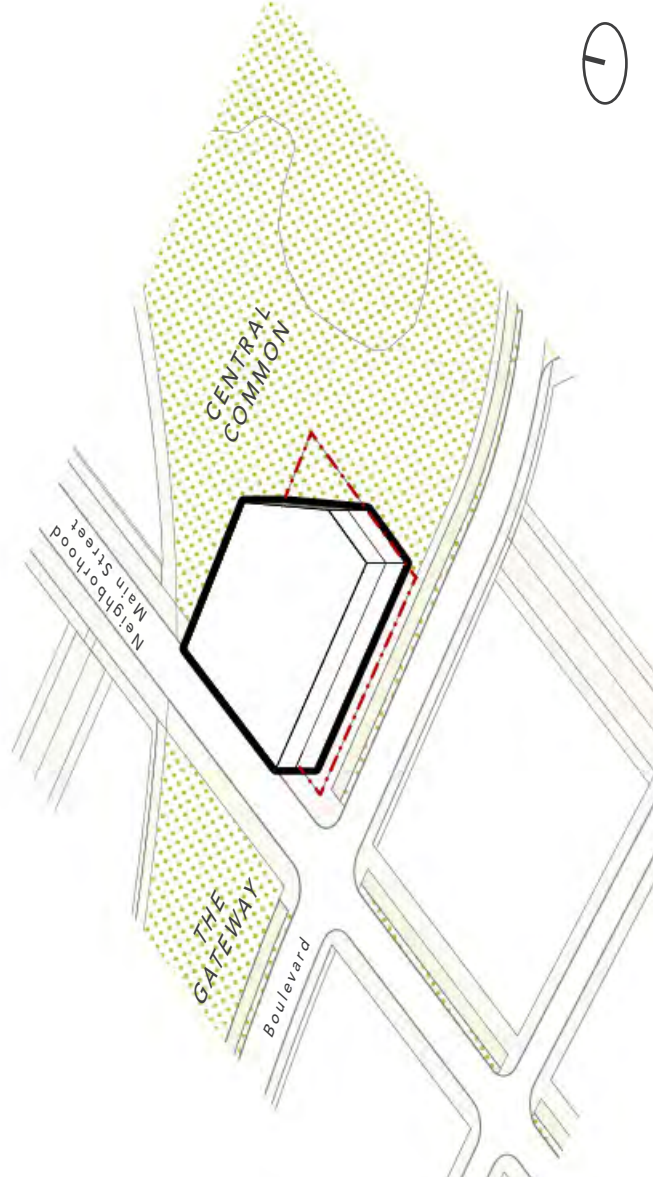
Sample Building Massing Plan



Key Plan



Building Envelope Axon

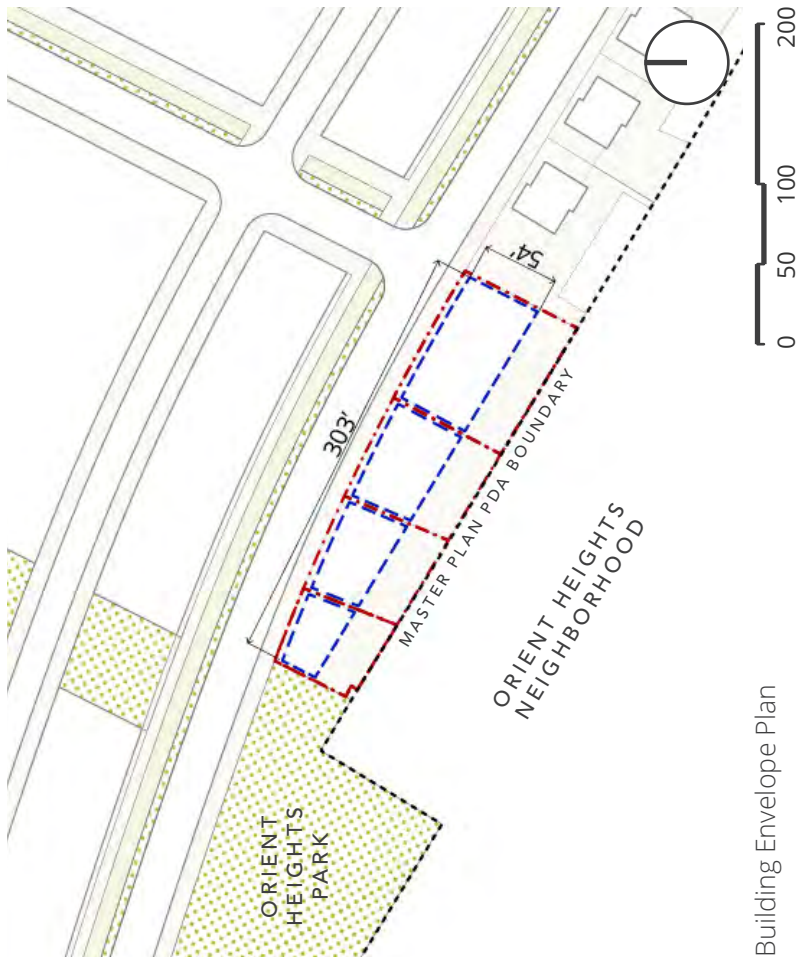


Sample Building Massing Axon

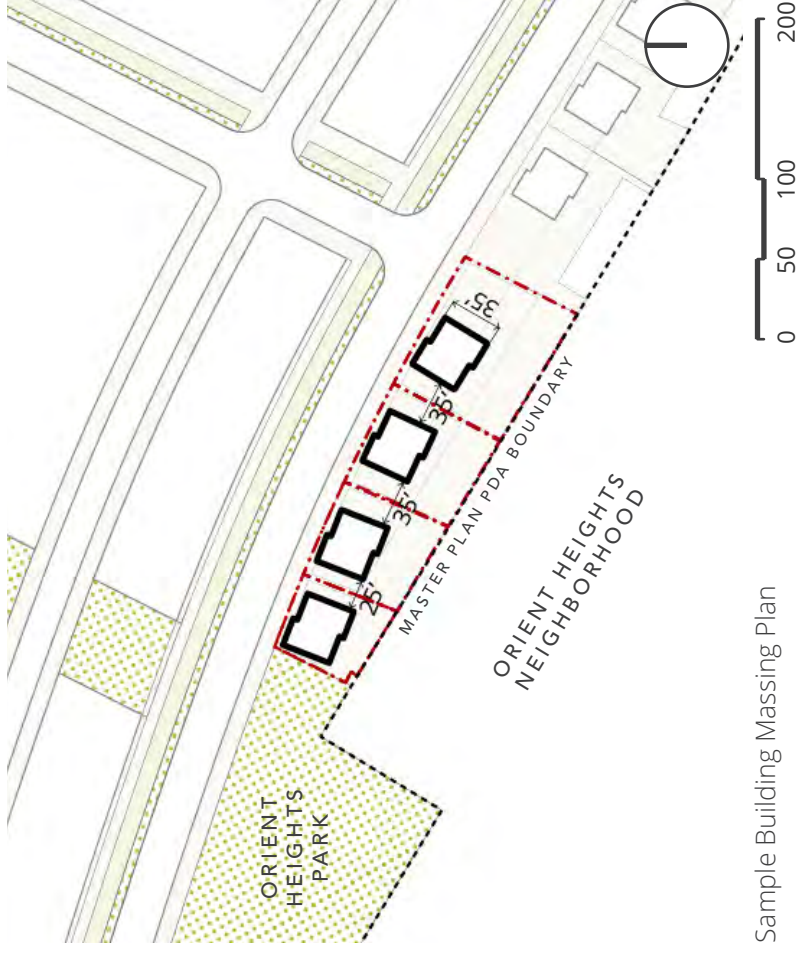
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	32,190 sf
Max Building Height	45'

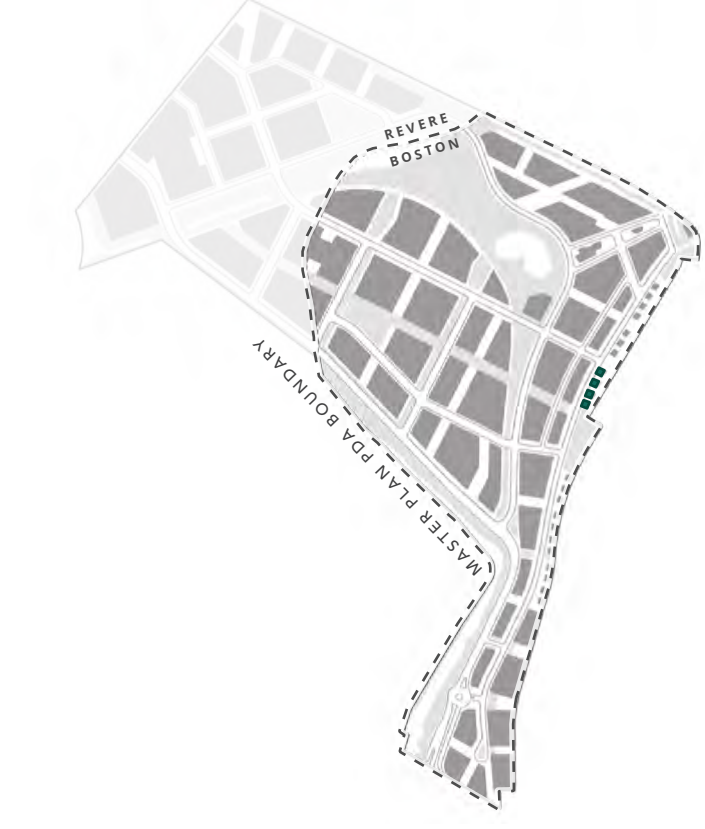
Phase 2B | Block B43
Suffolk Downs Redevelopment
 Development Plans



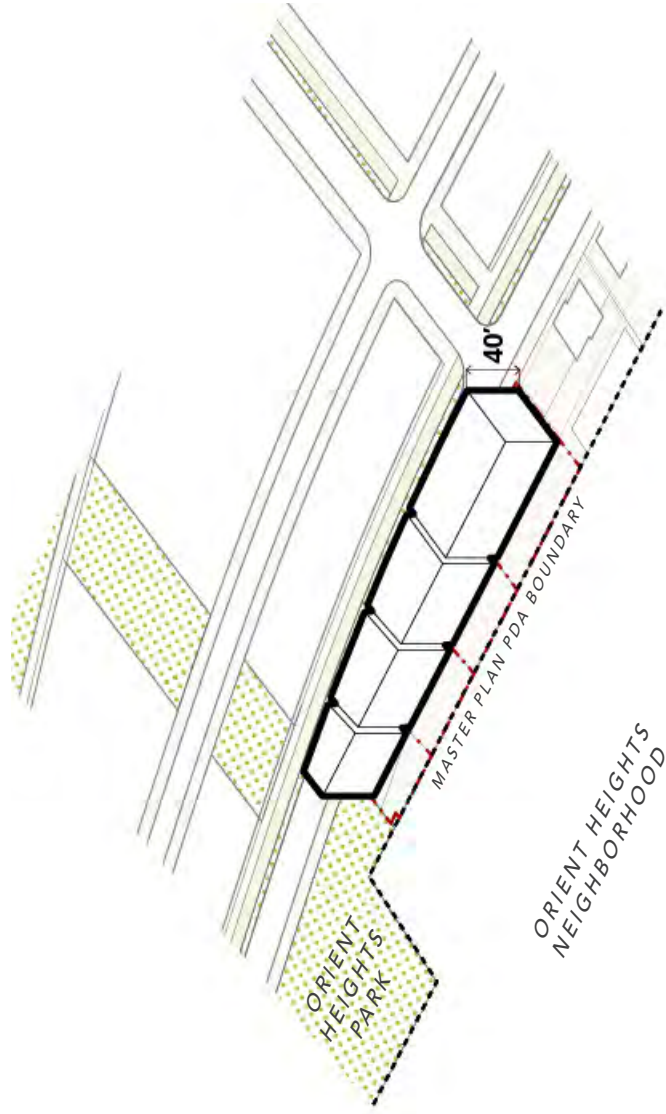
Building Envelope Plan



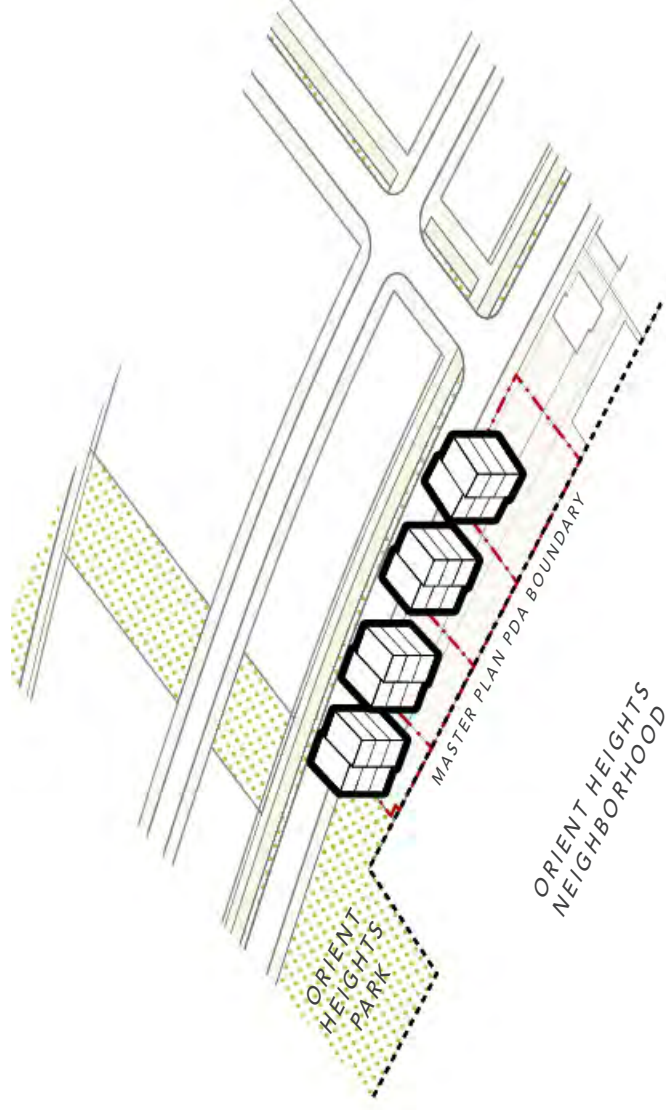
Sample Building Massing Plan



Key Plan



Building Envelope Axon



Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	16,672 sf
Max Building Height	40'



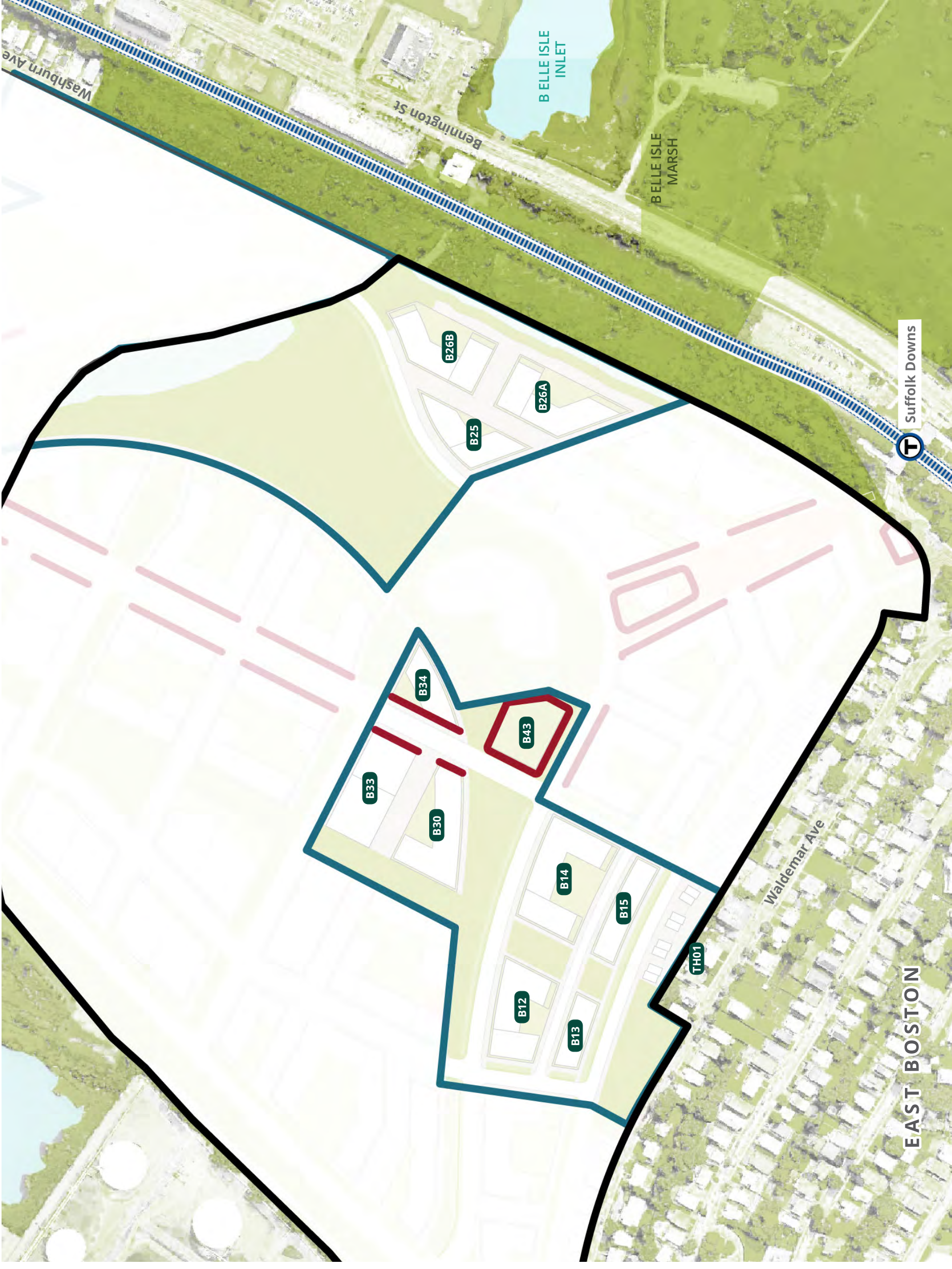
Exhibit D-1

Intentionally Omitted

Exhibit D-2

Active Ground Floor Uses Plan

[see attached]



Key

- Active Ground Floor Use
- Frontage

Exhibit D-2

Active Ground Floor Uses

Phasing Plan

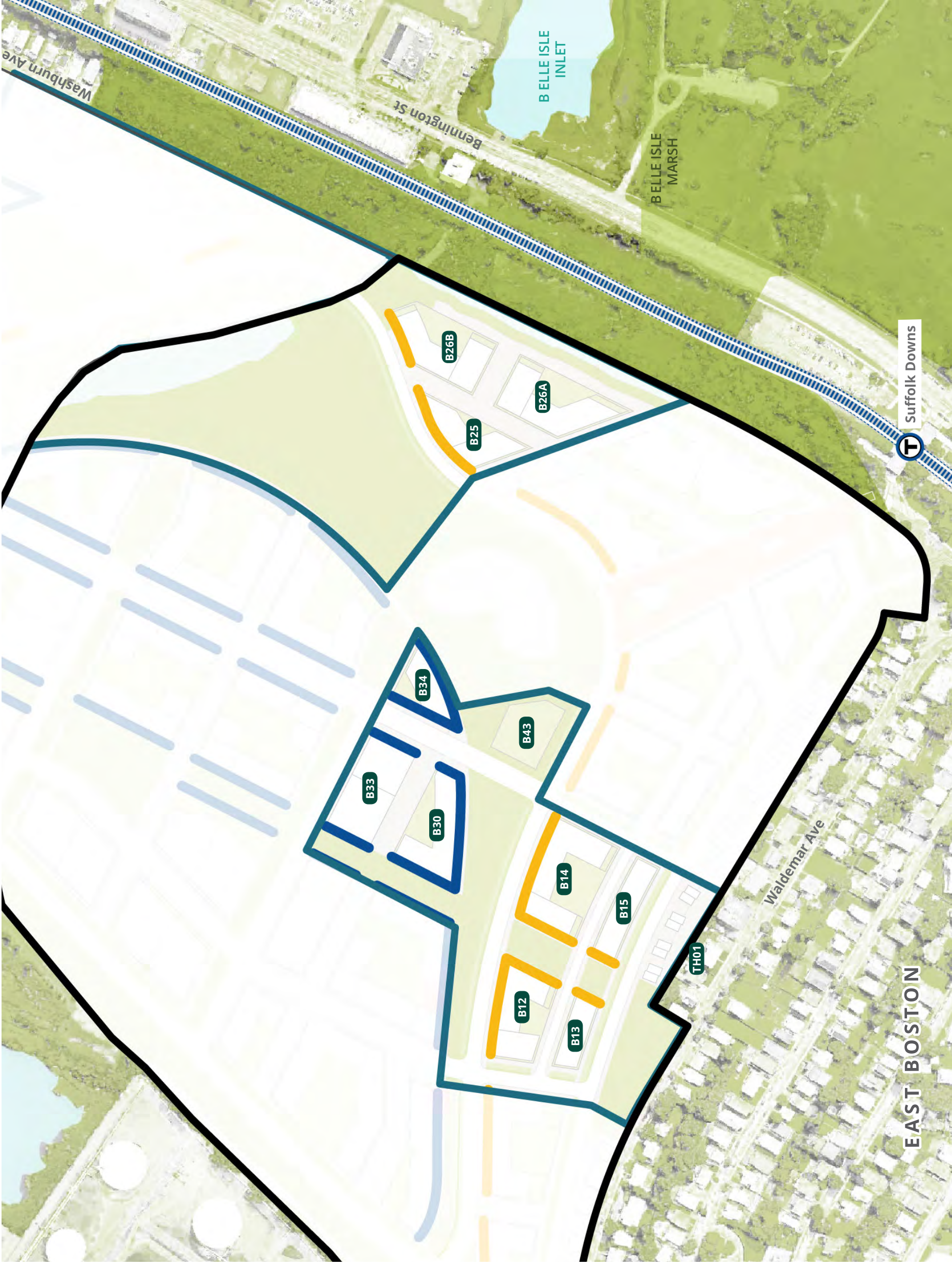
Phase 2B

Suffolk Downs Redevelopment
Development Plans

Exhibit D-3

Building Podium Stepback Plan

[see attached]



Key

- 7 Floor Podium Stepback
- 6 Floor Podium Stepback

Exhibit D-3
Building Podiums and Stepbacks

Phasing Plan

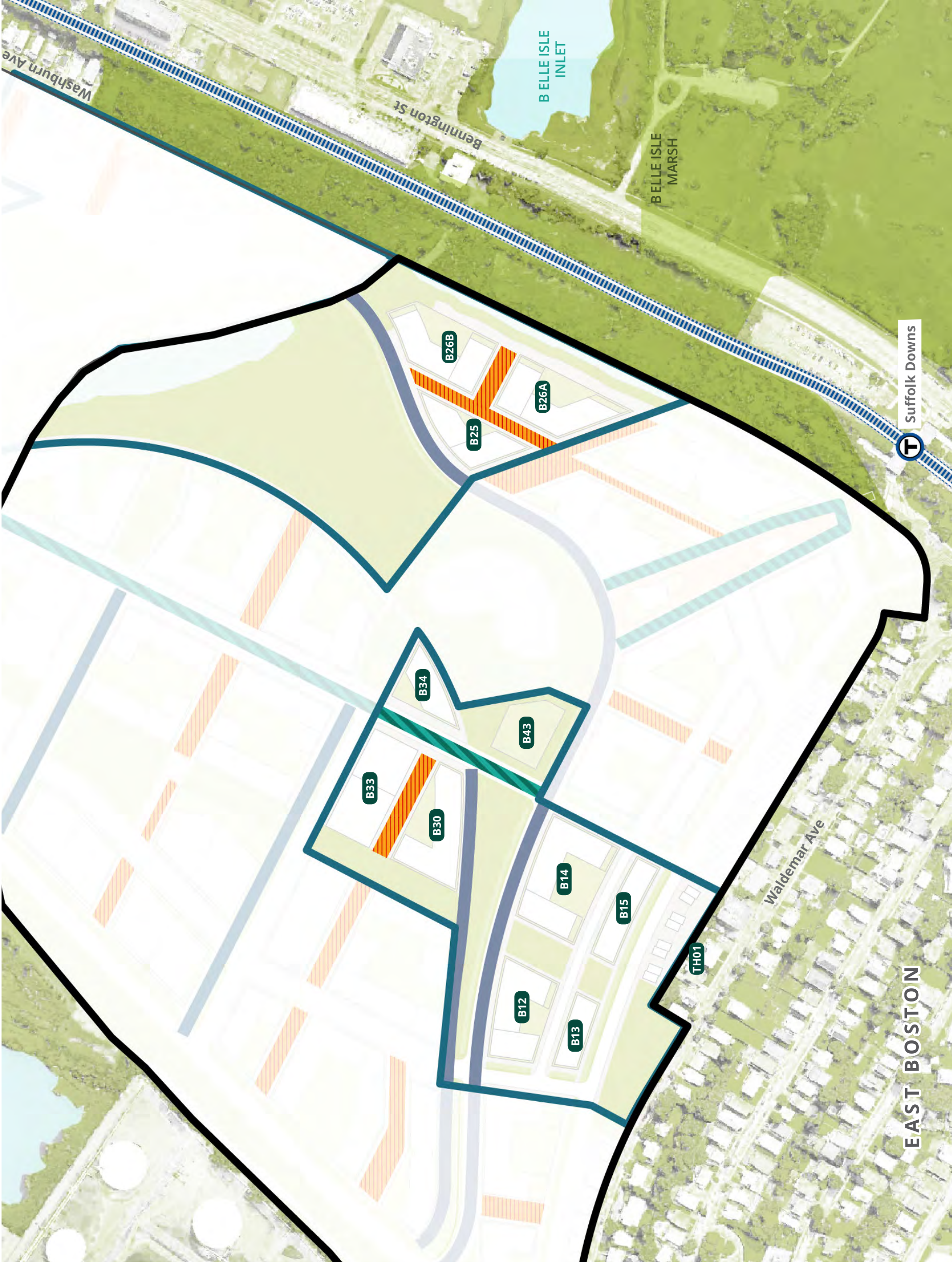
Phase 2B
Suffolk Downs Redevelopment
Development Plans

EAST BOSTON

Exhibit D-4

Building Setbacks Plan

[see attached]



Key

- Service Alley Easements
- 15' Building Setback
- 10' Building Setback
- 5' Building Setback

Exhibit D-4
Building Setbacks

Phasing Plan

Phase 2B

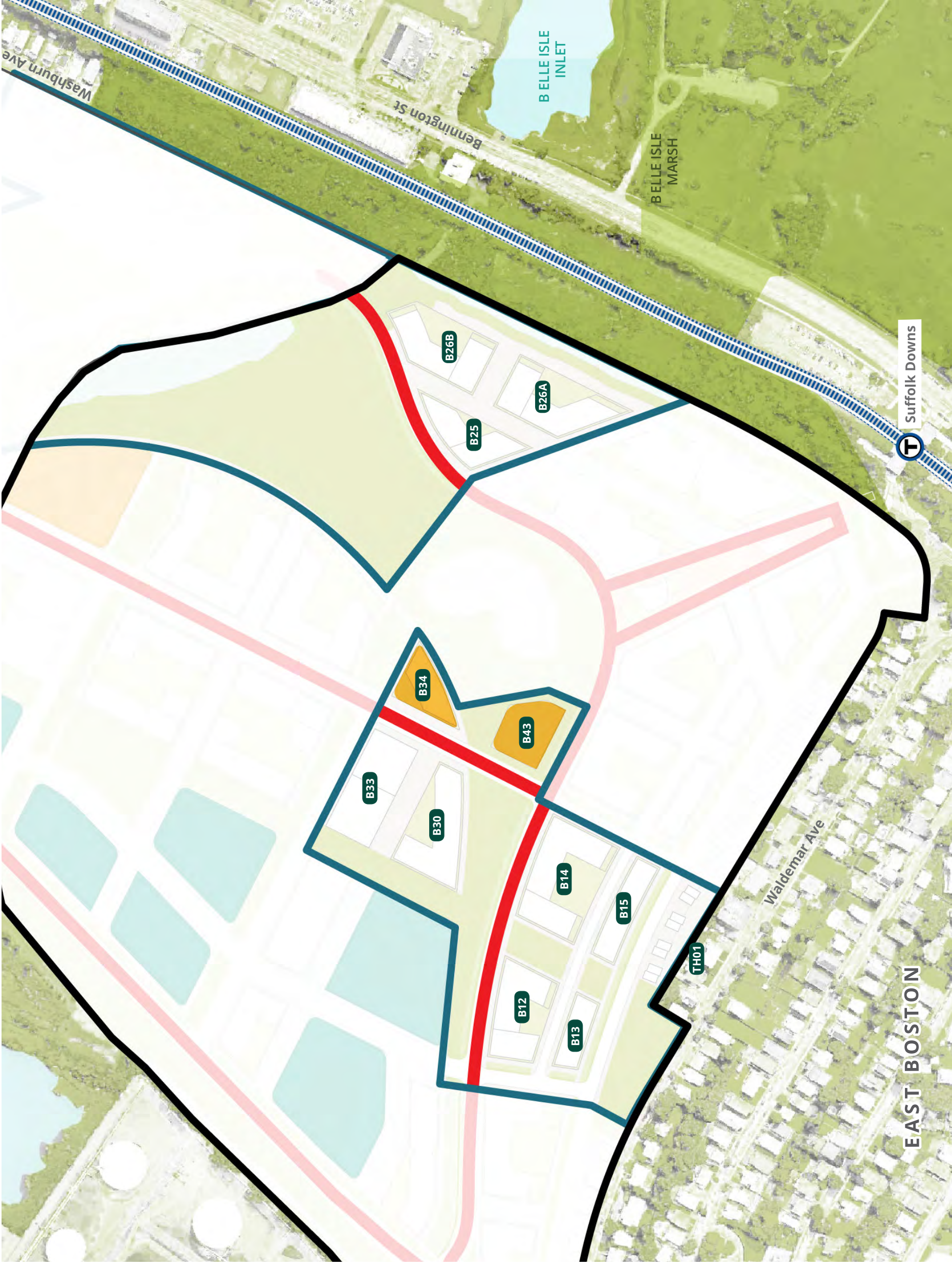
Suffolk Downs Redevelopment
Development Plans

EAST BOSTON

Exhibit D-5

Parking, Service and Loading Dock Entrance Plan

[see attached]



Key

- █ Roadways with restrictions to parking, service, and loading entrances
- █ Buildings where parking, service and loading entrance prohibitions do not apply, subject to design review
- █ Potential 48' wide parking entrances

Exhibit D-5
Parking, Service and Loading Dock Entrances

Phasing Plan

Phase 2B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-6

Intentionally Omitted

Exhibit D-7

Open Space Guidelines

[see attached]

CENTRAL COMMON



Description

The Central Common is proposed to serve as a large-scale urban open space that will provide a diversity of uses—passive and active, open and shaded, ecological and programmed, including an approximate 2.3-acre flexible playing field area. The Central Common open space will be located at the center of the Suffolk Downs site and it is anticipated that it will establish important pedestrian and cyclist connections to the site’s greater open space network.

General Character

This open space is planned to have a general character defined by:

- approximately 2.3-acre flexible playing field area
- a civic node area
- the previously-existing on-site pond, which will be enhanced with surrounding seating areas
- groves of shade trees
- walking paths and siting areas

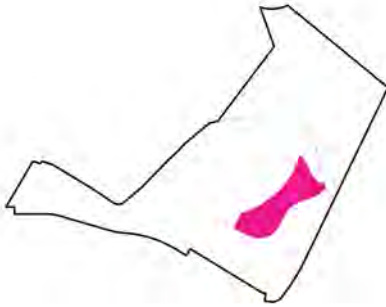
Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- active recreation areas, including a flexible open playing field area that can be used for soccer or other organized sports
- a strolling/promenade area
- outdoor exercise and free play areas
- passive recreation areas, among lawn and groves

Size

- Approximately 12 acres in Boston; additional area proposed to be constructed in Revere



ACTIVE LINEAR CORRIDOR



Description

The Active Linear Corridor is proposed to integrate active play and recreation across the center of the Suffolk Downs site and establish pedestrian connections through the middle of the site. The corridor is planned to incorporate recreational uses for all ages, from creative play spaces for children and teenagers, courts and outdoor sport facilities for older and younger adults, as well as flexible gathering spaces with a variety of social and active recreation opportunities.

General Character

This open space is planned to have a general character defined by:

- creative play spaces
- accessible pedestrian paths
- flexible use turf areas
- shade trees and spaces to sit throughout
- courts and outdoor sport facilities

Typical Uses

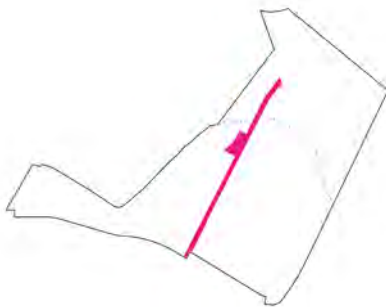
This open space will include a variety of active uses.

These are anticipated to include:

- children's playgrounds
- mounds for creative play
- grass turf areas for open play and resting
- an approximately 1-acre multi-purpose field area
- chess or other quiet social games
- basketball, tennis, and pickleball courts

Size

- Approximately 4 acres



ORIENT HEIGHTS NEIGHBORHOOD OPEN SPACE



Description

This proposed neighborhood park provides a neighborhood gathering space with access from the Suffolk Downs site and the adjacent Orient Heights neighborhood. The open space is expected to welcome neighbors to the site while anchoring the Active Linear Corridor and providing connections for pedestrians and cyclists between the new Suffolk Downs development and the existing neighborhood.

General Character

This open space is planned to have a general character defined by:

- creative play equipment
- a flexible use lawn area
- an active play court area
- walking paths and cycling tracks connected to a larger transportation network

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- a children's playground
- a basketball court or other active play court area
- a lawn area
- seating areas

Size

- Approximately 1 acre



THE GATEWAY



Description

This open space area is planned to provide active recreational space and to function in part as an extension of the Active Linear Corridor and a connection to the Central Common. These open spaces are expected to supplement other open space areas along the southern portion of the site with more small-scale recreational opportunities for everyday use.

General Character

This open space is planned to have a general character defined by:

- active play courts
- pet recreation area
- pedestrian and bicyclist connections to the larger transportation network

Typical Uses

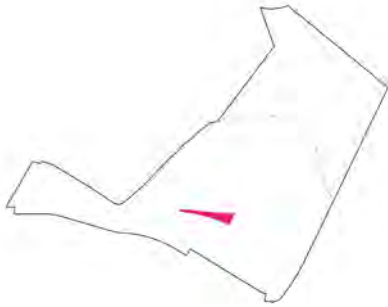
This open space will include a variety of active uses.

These are anticipated to include:

- basketball and tennis/pickleball courts
- dog park
- seating areas

Size

- Approximately 1 acre



GREEN FINGERS



Description

The Green Fingers are proposed as new linear open spaces that are planned to provide connections across neighborhoods and which contain walking and biking trails to connect residential and commercial areas to the Central Common. These open spaces are also planned to include green infrastructure that is designed to help manage stormwater and improve site resiliency.

General Character

This open space is planned to have a general character defined by:

- linear pedestrian and bicycling paths
- green infrastructure improvements
- select active recreation nodes

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- walking and biking trails
- small children's play areas
- seating areas

Size

- Approximately 2 acres

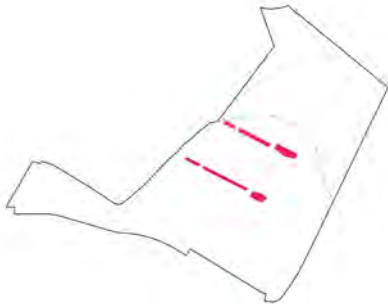


Exhibit E

List of Permitted Uses⁺²

Laboratory, Research and Development Uses

- Research and Development Uses and Scientific Laboratory Uses, including, but not limited to, basic laboratory; research laboratory or product development or prototype manufacturing or a facility devoted to the testing and analysis of scientific and applied research hypotheses through experimentation.

Office Uses

- Office Uses, including, but not limited to, agency or professional office, back office, shared office space, general office and office uses by insurance companies, cultural groups, community service organizations, banks and offices of architects, attorneys, dentists, physicians or other professional people.

Residential Uses

- Residential Uses, including, but not limited to single family homes, town homes, multi-family residential uses and senior housing, with a mix of unit types, including micro units, studios, one, two and three bedroom units and extended stay apartments.

Hotel Uses

- Hotel and Conference Center Uses, including, but not limited to, bed and breakfast; conference center; executive suites; hotel, including extended stay hotel.

Restaurant Uses

- Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishments serving or not serving alcohol and/or other place for the service or sale of food and/or drink for on-premises consumption and serving or not serving alcohol, including outdoor cafes; place for sale and consumption of food and beverages and serving or not serving alcohol providing dancing or entertainment or both; in a structure, sale over the counter, not wholly incidental to a local retail business or restaurant 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; bakery, café, coffee shop, delicatessen and/or diner and facility of public assembly.

⁺² Capitalized terms used but not defined in this Exhibit E shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

Retail, Banking, Service and Wholesale Uses

- Retail Uses, Banking and Postal Uses, Service Uses and Wholesale Uses, including, but not limited to retail or service business, including, but not limited to, store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, photocopying establishment, tailor, post office, pick-up and delivery station of laundry or dry cleaner, liquor store, tailor shop, hand laundry, store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, medication, tobacco products, clothing, dry goods, books, film, video, computer software, art, flowers, paint, hardware, and small household appliances, retail uses, including, but not limited to, department store, furniture store, general merchandise mart and accessory storage, bank (not including a drive-in window), automatic teller machine and a wholesale business.

Community and Cultural Uses

- Community Uses and Cultural Uses, including, but not limited to, childcare uses, including, but not limited to, day care center and nursery school, learning or tutoring center, community center, art use and artists' mixed-use, including, but not limited to, workshop, arts studio, art gallery (commercial or nonprofit) and exhibit space, art needle workshop, costume rental establishment, historical exhibit, musical instrument repair, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

Facility of Public Assembly Uses

- Facility of Public Assembly, such as auditorium, theater, concert hall, dance hall, drive-in theater, or stadium.

Neighborhood Health Care Uses

- Medical offices, clinic including facility for out-patient procedures, assisted living and custodial care facility.

Educational and Dormitory Uses

- Dormitory and satellite facilities for college, university, professional school, or trade school, in each case only if approved by the BPDA.

Art Uses

- The creation, manufacture, or assemblage of visual art, including two- or three-dimensional works of fine art or craft, or other fine art objects created, manufactured, or assembled for the purpose of sale, display, commission, consignment, or trade by artists or artisans; or classes held for art instruction.

Parking and Vehicular Uses

- Parking uses, including, but not limited to, parking garages; on-street parking; vehicle cleaning services, car-sharing and/or bicycle-sharing service and vehicle rental agency principally for residents, employees and visitors to the Suffolk Downs Site and surrounding neighborhoods.

Renewable Energy Uses

- Renewable energy facilities and equipment, including, but not limited to, solar panels for the generation of electricity and building integrated wind energy facilities.

Wireless Communications Equipment Uses

- Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electromagnetic communications signals.

Open Space and Recreational Uses

- Open Space Uses, including, but not limited to, open space for active or passive recreational use and public open space.

Entertainment Uses

- Entertainment Uses, including, but not limited to, theatre, bar, fitness center and/or gymnasium.

Signs

- Signs as permitted in accordance with the applicable PDA Development Plan.

Accessory and Ancillary Uses

- Accessory Uses and Ancillary Uses as defined by the Code, including, but not limited to, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; the storage of flammable liquids and gases incidental to a lawful use; permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use; storage; accessory keeping of laboratory animals; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.

Exhibit F

Suffolk Downs

Summary of Public Benefits and Project-Related Mitigation Measures

January 16, 2019

General	
Diversify and expand East Boston’s economic and job opportunities through new development with a mix of uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.	All phases of construction
Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families)	All phases of construction
Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities	All phases of construction
Invest more than \$170 million, across the entire Suffolk Downs site, in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.	All phases of construction
25% of site will be built and maintained as publicly accessible open space, with approximately 27-acres in Boston and an additional approximately 13 acres in Revere, all available to Boston residents.	All phases of construction
<u>Convey to the City fee ownership in approximately 2.5 acres and easements in approximately 3 additional acres of key open space areas, and provide shared programming rights to the City with respect to key portions of the open space system, in each case in accordance with the Master Plan.</u>	<u>Following completion of construction of applicable open spaces and adjacent development parcels.</u>
Compliance with Boston’s Inclusionary Development Policy, 13% Affordability (estimated to be up to 900 Affordable Units) <u>(or 13% of onsite dwelling unit space as noted below).</u>	All Buildings in Boston that include residential uses
<u>At the request of the BPDA, provide affordable units in residential buildings that are equal to 13% of the dwelling unit floor area (instead of 13% of the number of units) to facilitate a larger number of family-friendly affordable housing units (e.g., three-bedroom units).</u>	<u>All phases of construction</u>
<u>At the request of the BPDA, provide residential units to residents having an average income equal to 70% of AMI so that some units</u>	<u>All phases of construction</u>

may be provided to residents with incomes below 70% of AMI.	
Contribute [amount to be determined] toward a new East Boston Neighborhood Housing Stabilization Fund, and work with the City to direct portions of future Housing Exaction Payments (Linkage Funds) to this new East Boston Neighborhood Stabilization Fund, to help address ongoing displacement pressures in and around East Boston.	Funding in 2 equal installments, (A) 30 days after appeal period ends for discretionary Boston approvals, and (B) 30 days after appeal period ends for a building permit first building in PDA Area.
Seek infrastructure funding for the Master Project and for any funds that are actually received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, on a dollar-for-dollar (1:1) basis make additional contributions to the East Boston Housing Stabilization Fund described above.	Prior to completion of on-site infrastructure
Creation of up to 14,000 new construction jobs and 25,000 – 50,000 new permanent jobs	All phases of construction
Generate substantial economic benefits to the City of Boston through new net tax revenue.	All phases of construction
Housing and Jobs Exaction Payments (i.e. Linkage) to the City of Boston. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Development Impact Uses after the first 100,000 square feet	All Buildings in Boston that include Development Impact Uses
Create economic development opportunities for residents and businesses in East Boston by inclusion of 10% of the retail square footage in Boston to local businesses and owners with flexible lease parameters;	All phases of construction in Boston
Support local East Boston community groups by provision of a 2,500 SF as ground floor civic space to be located in a Phase 1 Building in Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
Inflow & Infiltration mitigation payments of \$9.64 per new gallon of sanitary flow added	All phases of construction: in Boston
Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, including installation of approximately 9,200 linear feet (lf) of bicycle lanes and approximately 8,100 lf of separated cycle tracks across the Master Project.	All phases of construction
Advance the City of Boston's resiliency objectives with improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding. These measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower	All phases of construction:

levels that can be used as potential flood storage areas.	
Plant over 1,500 new street trees across the entire Suffolk Downs Site	All phases of construction
Record a non-discrimination covenant prohibiting discrimination based on a person's race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual orientation, gender identity, disability or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.	Prior to commencement of construction of the first building in Boston
Grant right-of-way easements to the City of Boston with respect to specified rights-of-way in accordance with the Master Plan.	After completion of construction of all rights-of-way and adjacent development parcels
Wetlands and Waterways	
Horseshoe Pond Bank Improvements	Phase 1B Construction
**Sales Creek Culvert Daylighting	Phase 2R Construction
Vegetation Enhancement/RFA Restoration	Phases 2B, 2R, 3B, 3R, and 4R Construction
Invasive Species Management	Phase 1R Construction
**Mitigate potential temporary off-site impacts to resource areas (Bank, BVW, LUWW, RFA, LSCSF) due to interim sewer connection (partially on-site) by restoring them within the existing footprint immediately following completion of the installation.	Phase 1R Construction
Mitigate potential off-site impacts to resource areas due to traffic improvements, if necessary (See DEIR/DPIR Table 5-3).	Immediately subsequent to traffic improvements
Stormwater Management	
Construct a Stormwater Management System that will improve overall quality of storm-water runoff, includes LID, will be used for irrigation, addresses future increased storm intensity due to climate change.	All Phases of Construction: See Figure 1.1 of DPIR
Work with Massport to ensure the tide gate and culverts running under Route 1A and to Chelsea Creek have adequate capacity to convey increased anticipated flows.	Phase 2B Construction
Install a 52,000 CF underground stormwater detention facility within the proposed Chelsea Creek watershed.	Phase 4B Construction
Require all buildings within the Chelsea Creek watershed to store, reuse, or infiltrate the first 1.0 inch of rainfall.	During Construction of All Phases
Reduce overall impervious area throughout the site by >10% by reducing proposed impervious area within open spaces and increasing green roof area to 20%.	During Construction of All Phases

Open Space	
Belle Isle Square Plaza and **Beachmont Plaza	Phase 1B/1R Construction
Central Common, **Outdoor Theater	Phase 2B/2R Construction
Green Fingers, walkways along Sales Creek, Park adjacent to Orient Heights	Phase 2B/3B/3R Construction
Completion of Active Linear ParkCorridor	Phase 4B/4R Construction
Water and Wastewater	
Fund sewer inflow and infiltration mitigation (4:1 in Boston, 10:1 in Revere).	All Phases of Construction: Phased as each building permit is granted
Install dedicated wastewater bypass line connecting directly to MWRA system downstream of Caruso Pump Station to allow Boston and Revere to maintain existing capacities in their local systems and MWRA to maintain existing pumping capacity in the Caruso Pump Station.	Phase 2B/2R Construction
Redirect discharge from four off-site catch basins that currently discharge to the sewer within Waldemar Ave to the Master Plan Project dedicated storm drain system.	Phase 2B Construction
Reuse stormwater for irrigation.	Phases 1B-5B, 2R-4R Construction
TransitTransportation [Subject to Continuing Review by BTS and MassDOT]	
Conduct Engineering & Architectural Assessment of Suffolk Downs Station and Beachmont Station.	In Progress ¹
**Construct new Route 119 Bus Stop @ Stop & Shop and Turnaround on Tomasello Drive.	Completed 9/2/2018
Construct new Route 119 Bus Stops on the Suffolk Downs Site.	As Warranted by Demand
Provide privately operated on-site shuttle circulator services.	As Warranted by Demand
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site and key land use and transportation nodes (proposed connections to include connections to North Station, South Station, Chelsea Station, and the Seaport District).	As Warranted by Demand ¹
Complete code and state-of-good repair upgrades at Suffolk Downs Station and **Beachmont Station.	TBD ¹
Contribution towards transit upgrades, including potential improvements to Suffolk Downs Station and Beachmont Station.	TBD¹
Implement Transit Signal Priority at signalized locations where traffic mitigation is proposed as part of the Master Project.	In conjunction with Traffic Mitigation Improvements
**Winthrop Ave. (Route 145) at MBTA/Site Drive	Prior to completion of Phase 1R
**Bennington Street at State Road/Winthrop Ave.	Prior to completion of Phase 1R
**Bennington Street at Crescent Ave.	Prior to completion of Phase 1R
**Winthrop Avenue at Fire Station (Median break and traffic signal)	Prior to completion of Phase 1R
**Route 1A at Furlong Drive	Prior to completion of Phase 1R

Route 1A at Tomasello Drive	Prior to completion of Phase 1R
**Route 60 at Sigourney Street	Prior to completion of Phase 1R
**Route 60 at Charger Street	Prior to completion of Phase 1R
**Winthrop Avenue (Route 145) at Revere Beach Parkway (Route 16)/Harris Street	Prior to completion of Phase 1R
**Winthrop Ave. (Route 145) at North Shore Road	At 2,000,000 sf ²
**Winthrop Ave. (Route 145) at Tomasello Drive	At 2,000,000 sf ²
Route 1A at Tomasello Drive (Temporary Southbound Left Turn Signal)	At 2,000,000 sf ²
**Route 1A from Boardman Street to Furlong Drive (Super Street) <u>Boston Improvements: Includes two southbound through lanes with exclusive left turn lane and 8' to 10' shoulder approaching Boardman, and northbound three through lanes and exclusive left turn lane. Left turn lanes are to be extended, and northbound right turn lane replaced with shared through and right turn lane for approximately 1,200 feet approaching Boardman. Shared use path is to be added northbound to Tomasello corridor, and from there continued to Revere Beach Parkway/ Winthrop Avenue corridor in Revere through along Tomasello. At Tomasello, signal control will be provided and southbound roadway will be widened to four lanes to allow for continuation of two through lanes and addition of two left turn lanes. Four-lane section will generally extend from "Jughandle" intersection near Boston/Revere City Line to Tomasello. Within this area, southbound shoulder will be eliminated and replaced with limited width curb offset. Northbound, three through lanes from Boardman intersection will be maintained with exclusive right turn lane added to access site.</u>	At Prior to 3,000,000 sf ²
**Route 60 at Bell Circle (5 Intersections)	At 3,000,000 sf ²
**Route 1A at Curtis Street <u>Boston Improvements: Include realigning Route 1A southbound to formalize exit to Bennington and Curtis areas, and providing two continuous lanes for southbound through movement, creating an island within current paved area and providing stop control at ramp/Curtis Street intersection. Movement from Curtis Street to Route 1A south will continue to be in an add-lane condition.</u>	At 3,000,000 sf ²
**Route 1A at Revere Street	At 5,500,000 sf ²
**Route 60 at Revere Street and Breed Street	At 5,500,000 sf ²
Bennington Street at Saratoga Street <u>Boston Improvements: Include installing traffic island in southwest quadrant, redirecting crosswalks for Bennington and Saratoga crossings, providing compliant curb ramp for Bennington crossing in southeast quadrant, changing lane uses on northbound Bennington approach (one right only and one through left), removing/relocating median on northerly leg of Bennington to allow three lane southbound approach (two through and one left) and one through lane northbound, and modifying signal phasing.</u>	At 5,500,000 sf ²

Day Square (Five Intersections) Boston Improvements: the Proponent will participate with a working group to conduct further study of Day Square and develop design alternatives that address stakeholder concerns.	At 5,500,000 sf ²
Brown Circle	At 5,500,000 sf ²
**Route 1/Route 16 Interchange	At 7,000,000 sf ²
**Route 16 at Garfield Ave./Webster Ave.	At 7,000,000 sf ²
Construct extensive on-site bicycle and pedestrian accommodations with connections to off-site infrastructure.	During all phases
Design and construct, or at Proponent's option fund design and construction of, extension of the East Boston Greenway from Constitution Beach to the southeast corner of the Project Site following along Bennington Street and Walleye Street, including a designated pedestrian/bicycle crossing at Bennington Street.	By Phase 3B Construction
Comprehensive Transportation Demand Management program to reduce dependency on single occupancy vehicles and promote alternative modes of transportation.	During all phases
Air Quality	
Implement traffic monitoring program.	During all phases
<i>See Transportation Measures above for Mobile Source GHG Mitigation.</i>	
GHG Emissions	
Prepare schematic designs and cost estimates of a 200,000 square foot multi-residential building for both a preferred/planned design and a Passive House design.	Phase 1R Design
All townhouses (22 total) will be Passive House- and/or E+ (Energy Positive) equivalent.	Phase 1B and 2B Construction
Construct one (1) Passive House (or equivalent) Demonstration Project of a minimum 50,000 square foot multi-family residential building.	Phase 2B Construction
All single-family homes along Waldemar Avenue (12 total) will be Passive House- and/or E+ equivalent.	By Phase 3B Construction

Construct buildings to achieve energy usage savings as compared to current energy code requirements (9 th Edition) of at least 10% in all Phase 1 buildings, with increased savings in subsequent Phases to meet the following levels of energy savings at full build-out: <ul style="list-style-type: none"> • 5% of Buildings greater than 50% • 35% of Buildings 30%-50% • 55% of Buildings 18%-30% • 5% of Buildings 10%-18% 	During Construction of All Phases
Construct all buildings to be Solar Ready.	During Construction of All Phases
Install a minimum of 2 MW of solar PV on building rooftops providing	During Construction of All Phases
Design all buildings to meet LEED certifiable standards as follows: <ul style="list-style-type: none"> • Minimum of 5% LEED Platinum • Minimum of 75% LEED Gold • Maximum of 20% LEED Silver 	During Construction of All Phases as provided in Development Plans
Designate preferred parking spaces for alternative-fuel vehicles.	All Phases
<i>See Transportation Measures for Mobile Source Air Quality Mitigation.</i>	
Climate Change Resiliency	
Facilitate a feasibility study for regional flood protection (Bennington Street berm)	TBD, Prior to Phase 4 Design
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 2B and 2R Construction
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 3B and 3R Construction
Facilitate installation of tide gate at eastern limits of Suffolk Downs Site.	Prior to Phase 4R Construction
Design Alfred H. Long (Bennington Street) Pump Station Upgrades. (Proponent to participate in cost sharing)	Phase 4R Design
Facilitate upgrade of Alfred H. Long (Bennington Street) Pump Station from 300 cubic feet per second (cfs) to 600 cfs.	Prior to Phase 4B Construction
Target at-grade first floor elevations of 20.5 feet BCB for non-critical buildings and 21.5 feet BCB for critical buildings, infrastructure and ground floor residential space, per BPDA guidance, to provide 1 to 2 feet of freeboard above the projected 2070 BFE.	All Design Phases
Where FFEs of at least 20.5 feet are not feasible, implement alternative flood protection measures (e.g. specifying dry floodproofing materials, designing with the ability to add temporary flood barriers to building openings, and limiting first floor uses to non-residential).	All Design Phases
Select paving materials with less heat absorbing capacity and a high Solar Reflective Index to offset the effects of increasingly hot summers.	All Design Phases
Specify operable windows for residential buildings and considering them for hotel and office buildings.	All Design Phases
Use a 95°F peak day for sizing of building mechanical systems.	All Design Phases

Plant robust tree canopy within Central Common, other open space areas and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	All Construction Phases
Historic Resources	
Develop a historic mitigation plan to be implemented as part of the Master Project.	Phase 1B Design
Undertake inventory to identify race track elements for salvage and reuse within the on-site open space system and/or donated to local museums.	Prior to Phase 1B Construction
Inventory and gather photographs, documents, paintings, and other collected horse racing memorabilia for potential inclusion on site and/or donated to local museums.	Prior to Phase 1B Construction
Develop and install an Interpretive Exhibit to be incorporated in a select area of the open space system.	Phase 2B Construction
Construction Period	
Develop a draft Construction Management Plan (CMP) for the Master Plan Project based on conceptual construction logistics scenario for each phase (see DEIR/DPIR Appendix G).	At time of DEIR/DPIR filing (Complete)
Prepare CMPs for each phase to address temporary construction-related impacts detailing overall construction schedule, work hours, number of construction workers, worker transportation and parking, and number of construction vehicles and routes.	Prior to Each Phase of Construction

¹ Based on proposed service and implementation timing.

² For all traffic improvements scheduled at a specific square footage, improvements must be completed prior to first Certificate of Occupancy after indicated square footage threshold.

** Reverse-only mitigation items

As used in this [Exhibit F](#), references to Phases 1B, 2B, 3B, 4B and 5B are to the five Phases of the Master Project, i.e., the Phase 1 Project, the Phase 2 Project, the Phase 3 Project, the Phase 4 Project and the Phase 5 Project, respectively, and references to Phases 1R, 2R, 3R and 4R are to phases 1 through 4 of the redevelopment of the Revere portion of the Suffolk Downs Site.

Summary report:
Litéra® Change-Pro TDC 10.1.0.700 Document comparison done on
9/16/2019 1:46:17 PM

Style name: DLAPiper

Intelligent Table Comparison: Active

Original DMS: iw://USDMS.PIPER.ROOT.LOCAL/EAST/169236774/1

Modified DMS: iw://USDMS.PIPER.ROOT.LOCAL/EAST/169236774/5

Changes:

<u>Add</u>	150
Delete	60
Move From	1
<u>Move To</u>	1
<u>Table Insert</u>	10
Table Delete	1
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	223

Attachment 4

PDA Development Plan Phase 3 Redline

**BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**PHASE 3 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development Plan. In accordance with Section 3-1A, Sections 53-44 through 53-49, and Article 80C of the Boston Zoning Code (as in effect on the date hereof, the “Code”) and that certain Master Plan for Planned Development Area No. [___] (the “Master Plan”) for the proposed redevelopment of the East Boston portion (the “Master Plan PDA Area”) of the approximately 161-acre Suffolk Downs site (the “Suffolk Downs Site”) located at 525 McClellan Highway in East Boston and Revere (the “Master Project”), this plan (this “Development Plan”) sets forth information on the third phase (the “Phase 3 Project”) of the redevelopment of approximately 865,600 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “Phase 3 Site”). This Development Plan sets forth the Phase 3 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 3 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (Large Project Review). A joint Expanded Project Notification Form and Expanded Environmental Notification Form for the Master Project was filed with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “BPDA”) on November 30, 2017. The BPDA issued a Scoping Determination for the Master Project (including the Phase 3 Project) under Section 80B of the Code on February 21, 2018. A joint Draft Project Impact Report and Draft Environmental Impact Report for the Master Project (including the Phase 3 Project) was subsequently filed with the BPDA on October 1, 2018. On February 12, 2019, the BPDA issued a request for the Proponent to file a Supplemental Information Document, and on May 1, 2019 the Proponent filed a Supplemental Information Document in response to this request. The BPDA issued a Request for Additional Information on August 22, 2019, and on September 16, 2019 the Proponent filed an Additional Information Document in response to the request. A Preliminary Adequacy Determination waiving the requirement for a Final Project Impact Report was issued by the BPDA on _____, 2019. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 3 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [] ([]) pages of text and **Exhibits A-F**. All references to this Development Plan contained herein shall pertain only to such [] ([]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 3 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 3 Project as described in this Development Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 3 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development Plan is The McClellan Highway Development Company, LLC, a Delaware limited liability company (collectively with its affiliates and their respective successors and assigns, the “**Proponent**”). The Proponent is an affiliate of The HYM Investment Group, LLC and is the current owner of the Phase 3 Site, as well as the entire Master Project and Suffolk Downs Site.

The Proponent is a privately held Delaware limited liability company that is qualified to do business in Massachusetts and that has filed a Statement of Beneficial Interests with the BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 19.9-acre Phase 3 Site is located within the larger (approximately 161-acre) Suffolk Downs Site and near its center and extending north to the Boston-Revere municipal border. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely within the Suffolk Downs Economic Development Area (the “**Subdistrict**”) of the East Boston Neighborhood District, which is governed by Article 53 of the Code. Section 53-44 of the Code identifies the Master Plan PDA Area (including the Phase 3 Site) as a location for a potential Planned Development Area. The Code also identifies the Suffolk Downs Economic Development Area as a Special Study Overlay Area. As noted above, the land within the Phase 3 Site is currently owned by the Proponent. In connection with the development of the Phase 3 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 3 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere presently includes an underutilized race track, a vacant administration building, a clubhouse and associated maintenance buildings, a grandstand, surface parking, and horse barns (which are dilapidated and unsuitable for further use). The Phase 3 Site presently includes the Suffolk Downs racetrack administration building and portions of the grandstand, racetrack and infield, as well as adjacent paved driveways and surface parking areas. The Phase 3 Site does not include any portion of the Orient Heights Transition Zone and is not subject to restrictions applicable to the Orient Heights Transition Zone.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 3 Project is the third phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, and the incorporation of extensive ground-floor retail, as well as creating additional open space through the buildout of the remaining sections of the Boston portion of the Active Linear [ParkCorridor](#). The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs Massachusetts Bay Transportation Authority (“**MBTA**”) Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, and through development of improved connections to adjacent neighborhoods of East Boston and Revere throughout the Suffolk Downs Site, including pedestrian and bicycle pathways within the new open space system and street network. The Proponent will also incorporate forward-thinking resiliency strategies intended to address future sea level rise and other impacts of climate change. The Phase 3 Project is planned to be the third phase of redeveloping the Master Plan PDA Area to create a vibrant, mixed-use transit-oriented community that will offer an active, lively, and appropriate mix of uses (including office, lab, hotel, retail, residential, parking, and other uses), connected and supported by new publicly accessible open space and civic spaces. This will include development of the third Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas.

The Phase 3 Project will include the development of several blocks of the Main Street retail district that will have Active Ground Floor Uses (as defined below) and serve as a gathering place for residents and visitors. In addition to including portions of the Main Street district and the Active Linear [ParkCorridor](#), the Phase 3 Project will also include development of additional segments of the Green Finger open spaces and other pedestrian-friendly publicly-accessible open spaces that will serve as passive green pedestrian corridors and provide improved resiliency and stormwater management capabilities. Approximately 168,000 square feet (about 8.9 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 3 Project. A Site Plan for the Phase 3 Project is attached as [Exhibit C](#).

The Phase 3 Project consists of eight (8) buildings (B36-40, B41-42, BR02 and BR03), two of which are located in both Boston and Revere (BR02 and BR03). Subject to changes permitted by this Development Plan, the Phase 3 Project shall contain a total of approximately 2,905,000 square feet of Gross Floor Area, of which approximately 1,994,000 square feet at full build-out shall be used for Residential Uses and approximately 911,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in [Exhibit D](#), and uses accessory thereto, including at least 53,000 square feet of Active Ground Floor Uses (as defined below). The architectural design of the Phase 3 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 3 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking, 21st century, live-work-play neighborhood. The architectural details of each building and the required public realm

improvements associated with each building will be presented as part of the BPDA's design review. Buildings within the Phase 3 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 3 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, "Building Height" shall exclude roof structures, decks, penthouses and equipment that may be located on the roof of the Phase 3 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. "Gross Floor Area" shall have the meaning set forth in Article 2A of the Code. Above-grade parking and loading areas consistent with the final construction plans approved by the BPDA shall be required parking and excluded in the calculation of FAR.

In addition, the Phase 3 Project's development will be subject to the following additional dimensional requirements and urban design parameters:

- a. Rights-of-Way. A conceptual plan of proposed rights-of-way within the PDA Area is shown on **Exhibit C-1** to the Master Plan. Right-of-way easements will be granted to the City of Boston, after the completion of construction of all rights-of-way and the adjacent development parcels within the Master Project, with respect to rights-of-way as shown on such plan, including with respect to rights-of-way within the Phase 3 Project. All rights-of-way will be maintained by a Suffolk Downs building owner's association ("**SDOA**") funded by contributions from individual building owners.
- b. Active Ground Floor Uses. A minimum of 75% of the ground floor storefronts along rights-of-way identified on **Exhibit D-2** shall be for space occupied by Active Ground Floor Uses.
- c. Building Podiums and Stepbacks. A plan identifying podium stepback zones is shown on **Exhibit D-3** attached hereto. As reflected on such plan, building stepbacks shall be required along certain building frontages along future public rights-of-way, above a podium that shall not exceed six (6) stories in the areas identified for six (6) story podiums, and shall not exceed seven (7) stories in the areas identified for seven (7) story podiums, on **Exhibit D-3**. Such stepbacks shall be a minimum of five (5) feet, except that, for up to twenty percent (20%) of the total linear footage where stepbacks would be required within the Phase 3 Project, the BPDA may grant an exemption from such stepback requirements pursuant to Section 15 below.

- d. Minimum Distance Between Building Towers. The minimum distance between any two building components containing occupiable space, which building components rise above a building podium, shall be fifty (50) feet.
- e. Building Setbacks. Buildings shall comply with the minimum building setback zones for five (5), ten (10) and fifteen (15) foot setback areas, measured from the boundary of the adjacent right-of-way, in the locations shown on **Exhibit D-4** attached hereto. For purposes of measuring a building's setback, minor encroachments such as awnings, building cornices, flagpoles, and signage shall be disregarded.
- f. Parking, Service and Loading Dock Entrances. A plan identifying rights-of-way where parking, service and loading dock entrances are prohibited is shown on **Exhibit D-5** attached hereto. For each building, the total width of each curb cut for parking entrances shall not exceed twenty four (24) feet, and the total width of each curb cut for service and loading dock entrances shall not exceed twenty four (24) feet, except that for the specific buildings identified on **Exhibit D-5** as buildings where larger curb cuts are permitted, curb cuts for parking entrances may be up to forty eight (48) feet in width.
- g. Maximum Horizontal Building Wall. The maximum horizontal length for uninterrupted building walls within the Phase 3 Project shall be (x) 270 feet for buildings where such building's primary use is commercial and (y) 380 feet for buildings where such building's primary use is residential.

Any variations from the above dimensional requirements and urban design parameters shall require BPDA approval pursuant to Section 15 below.

The dimensional or design requirements of the Code (including without limitation the provisions set out in Sections 53-51.2, 53-52, 53-53, 53-54, 53-55 and 53-56 of the Code) shall not be applicable to the Phase 3 Project and the Phase 3 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 3 Project.

5. Proposed Uses of the Phase 3 Site. Allowed uses within the Phase 3 Site shall include the following uses, each as more particularly defined on **Exhibit E** attached hereto: Residential Uses; Laboratory, Research and Development Uses; Office Uses; Hotel Uses; Restaurant Uses; Retail, Banking, Service and Wholesale Uses; Neighborhood Health Care Uses; if approved by the BPDA, Educational and Dormitory Uses; Community and Cultural Uses; Facility of Public Assembly Uses; Parking and Vehicular Uses; Art Uses; Open Space and Recreational Uses; Entertainment Uses; Renewable Energy Uses; Wireless Communications Equipment Uses; Signs; and Accessory and Ancillary Uses (collectively, the "**Permitted Uses**"). As used in this Development Plan, "**Active Ground Floor Uses**" shall mean the following if located on the ground floor and open to the public: Restaurant Uses, Retail, Banking, Service

and Wholesale Uses, Entertainment Uses, Community and Cultural Uses, and uses accessory thereto. All of the Permitted Uses shall be allowed within and throughout the Phase 3 Site.

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 3 Project, including at the remaining sections of the Boston portion of the Active Linear ParkCorridor and additional segments of the Green Fingers. Approximately 168,000 square feet (about 8.9 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 3 Project, including the open space areas shown on Exhibit C and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or ~~an association of property owners of the Suffolk Downs Site or portions thereof~~ the SDOA, as public open space, and all open spaces will be developed in accordance with the open space guidelines attached hereto as Exhibit D-7. The Phase 3 Project's open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 3 Project and the Phase 3 Site and are superseded by this Development Plan. Once completed, open space areas will be maintained by the owners of adjacent buildings or by the SDOA, in perpetuity, and maintenance obligations for open space areas owned by the City of Boston shall be governed by the applicable maintenance agreement entered into respecting each such open space area.

The Proponent has also made the following additional commitments for public ownership or perpetual easement rights for key open space areas:

Flexible Field area within Active Linear Corridor (approximately 0.7 acre): the Flexible Field area within the Active Linear Corridor will be constructed as a rectangular open field that will be suitable for smaller scale recreational purposes. This could include youth soccer, events, yoga and other active recreational uses. Similar to the multipurpose field in the Phase 2 Project, this flexible field will be subject to an open space easement agreement with the City of Boston, providing for perpetual public use of the flexible field, and the Proponent will enter into an agreement with BPRD for the SDOA to maintain the open space and the improvements constructed by the Proponent in perpetuity. This agreement will provide that the SDOA will maintain the field and that the SDOA and BPRD will have shared programing rights, with BPRD to oversee programing of the field for 50% of its hours or operation, and with the SDOA retaining control over programming for the remaining 50% of its hours or operation.

7. Transportation. The Phase 3 Project will involve the construction of the third phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 3 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. The streets and sidewalks within the Suffolk Downs Site shall be constructed to comply with a single standard that is generally consistent with the City of Boston's Complete Streets standards and requirements, including requirements for accessibility and bicycle lanes, and the City of Revere's

Complete Streets Guidelines. The Phase 3 Project’s proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. At the Proponent’s request, the BPDA may approve changes in the location of the proposed roadways and bicycle and pedestrian paths provided that such changes are consistent with the character of Phase 3 Project and the Master Project.

~~The Draft Project Impact Report~~ **Exhibit F** sets forth a proposed program of traffic mitigation and transportation improvements to be implemented within Boston (including traffic mitigation and transportation improvements to be implemented within Boston in connection with the Phase 3 Project) and identifies additional traffic mitigation and transportation improvements to be implemented in Revere in connection with the Master Project, including extensive roadway improvements to ~~Route 1A and other~~ various roadways, a robust traffic demand mitigation program, shuttle bus service ~~within the Suffolk Downs Site~~ serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, and bike-sharing facilities, all to be provided as part of the Master Project. The Proponent shall work with the City of Boston, the Massachusetts Department of Transportation, the Massachusetts Department of Conservation and Recreation, and the City of Revere to finalize the details of the traffic mitigation and transportation improvements to be implemented in connection with the Phase 3 Project. Pursuant to the Master Transportation ~~Improvement~~ Access Plan Agreement (“**TAPA**”) to be entered into by the Proponent and the Boston Transportation Department (“**BTD**”) with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 3 Project, the owner of the applicable building shall enter into a ~~Transportation Access Plan Agreement~~ TAPA for such building with the BTD specifying the traffic mitigation and transportation improvements required for such building. The Master TAPA shall require the Proponent to provide annual monitoring including traffic monitoring, transit ridership and occupancy monitoring as appropriate for assessing traffic and transit impacts of the Phase 3 Project.

If the amount of traffic generated by the ~~Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report to occur upon full build-out,~~ buildings in the Phase 3 Project and the Revere phase 3 development exceeds [26,400] new average daily trips, then the Proponent shall work with the City of Boston to implement additional traffic demand management efforts to reduce the amount of traffic to the projected level.¹

Right-of-way easements will be granted to the City of Boston, after the completion of the construction of each applicable right-of-way and the adjacent development parcels, in accordance with the Master Plan.

8. Proposed Parking and Loading. As currently contemplated, the Phase 3 Project’s parking garages will include capacity for the parking of up to ~~2,479~~ 2,279 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be

¹ Final numbers adjusted to account for mitigation measures are to be confirmed upon completion of the CTPS traffic analysis.

accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. ~~The Phase 3~~

The parking proposed for the Phase 3 Project has been determined based on similar TOD sites situated in urban contexts similar to the Phase 3 Site. The following parking ratios have been used to determine the amount of parking to be provided for development in the PDA Area:

> Office: 1.0 spaces per 1,000 SF

> Lab: 1.0 spaces per 1,000 SF

> Residential: 0.5 to 1 space per unit, with an overall maximum of 0.75 spaces per unit

> Hotel: 0.5 spaces per room

> Retail: 0.5 spaces per 1,000 SF

The Proponent has committed to monitor parking data over the build-out of the Master Project, and review the data with the BPDA prior to the commencement of each Phase after Phase 3, with the goal of adjusting/reducing the number of parking spaces in future phases, as warranted. The Proponent will also be utilizing shared parking concepts to reduce the actual number of parking spaces built and will closely monitor parking demand with the goal of reducing further the number of parking spaces in future construction phases, as warranted. Parking and loading demand and requirements may be satisfied, including for interim parking needs, through the construction of new parking facilities, use of existing surface parking lots, use of shared parking facilities, and the reservation of designated land areas for construction of future parking spaces on an as-needed basis.

The Phase 3 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 3 Project and the Phase 3 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 3 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 3 Project includes the development of approximately 1,994,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent intends to set aside 13% of the total number of units (or, at the BPDA's election as set forth below, 13% of the square feet of dwelling unit space) as affordable units under the Mayor's Inclusionary Development Policy

housing program under the Mayor’s Order Relative of Inclusionary Development dated December 9, 2015 (the “IDP”). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

In addition, the Proponent has made the following commitments respecting affordable housing offsite in East Boston:

- a. Under the IDP, the focus has been on providing a set percentage of the total units onsite and having these units be comparable in type and size to the market rate units. As a result, a significant percentage of units created under IDP are studios and one-bedroom units. Notwithstanding the above, to increase the provision of large family-friendly units (e.g., three-bedroom units), at the discretion of the BPDA, the Proponent is willing to set aside 13% of the total square footage of all dwelling units within the PDA Area, including both for sale and rental units, as affordable units under the IDP, rather than a set percentage of the total number of dwelling units within the PDA Area, in order to facilitate the provision of larger affordable units.
- b. At the discretion of the BPDA, the Proponent has agreed to provide the on-site affordable rental units at an average of 70% of Area Median Income (“AMI”), instead of providing all such units at 70% of AMI. The maximum AMI of any individual affordable unit would be no more than 80% of AMI. This change from what is typical practice under the IDP is allowed in this area of the City and will assure that residents with incomes below 70% of AMI can be served and can access housing at Suffolk Downs.
- c. The Proponent has agreed to provide a contribution of [AMOUNT TO BE DETERMINED] toward a housing stabilization fund, which fund will be utilized to assist East Boston-based nonprofits in their efforts to purchase and then impose income restrictions on existing market-rate housing units. This fund is intended to address ongoing displacement pressures in and around East Boston, and to be similar to funding from the City's Acquisition Opportunity Program. This contribution will be funded in two equal installments, with the first installment due thirty (30) days after the date that the appeal period ends (without appeals having been filed) for all discretionary Boston approvals for the Master Project, and the second installment due thirty (30) days after the appeal period ends (without appeals having been filed) for a building permit for the construction of the first building in the PDA Area.
- d. The Master Project is a Development Impact Project that will trigger the payment of substantial Housing Exaction payments, which the BPDA and City of Boston intend to utilize, working with East Boston-based nonprofits, to seek to facilitate

their efforts to create, or cause to be created, housing units for occupancy exclusively by low and moderate income residents of East Boston. If requested by the City, the Proponent will make linkage payments for each building when a building permit is issued rather than over seven years as allowed by the Code, applying a discount rate in accordance with customary City practices.

e. In cooperation with City and Commonwealth officials, the Proponent has agreed to seek infrastructure funding (e.g., grants, bond funding and/or other incentive programs) for the extensive roadway and infrastructure work required in connection with the Master Project. For any such funds that are received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, rather than keeping the net financial benefits thereof the Proponent will on a dollar-for-dollar (1:1) basis make additional contributions to the housing stabilization fund described above.

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 3 Project, the Non-Discrimination Covenant required by the Master Plan shall have been recorded.

11. Green Buildings. The Phase 3 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having upon completion of the Phase 1 through Phase 3 Projects, at least 65% of the buildings developed in such phases (collectively) satisfy the requirements for a minimum LEEDv4 Gold rating, with the other buildings satisfying the requirements for a minimum LEEDv4 Silver rating.

12. Signage. The signage program for the Phase 3 Project shall be subject to design review by the BPDA, and any “Sign” that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 3 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 3 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of uses, connected and supported by new open space, neighborhood retail and civic spaces. In line with the City of Boston’s priorities noted in the City’s *Housing a Changing City Boston 2030* plan, the Phase 3 Project shall also provide a material increase in housing units. A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 3 Project, is attached as Exhibit F. Among its many other anticipated benefits, the Phase 3 Project is expected to:

- a. Diversify and expand East Boston's economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston residents.
- b. Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families), including a substantial number of affordable units in support of the City of Boston's Inclusionary Housing Program.
- c. Revitalize and energize the aesthetic character of the Phase 3 Site, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities.
- d. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Phase 1 through Phase 3 Projects (collectively) to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Gross Floor Area of Development Impact Uses, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.
- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.

- i. Develop improved connections to adjacent neighborhoods of East Boston and Revere, including pedestrian and bicycle pathways within the new open space system and street network.
- j. Improve local and regional transportation infrastructure and services through the third phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections and related infrastructure, including significant improvements to Route 1A, to be constructed as part of the Master Project, as well as a robust traffic demand mitigation program, shuttle bus service within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.
- k. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by exceeding the requirements of Article 37 of the Code, with building design criteria meeting or surpassing the LEEDv4 Silver rating for all Phase 3 Project buildings and meeting the standards for LEEDv4 Gold for at least 65% of the Phase 1 through Phase 3 Project buildings (collectively).
- l. Advance the City of Boston’s resiliency objectives with building and site improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding, including the potential impacts of extreme precipitation events due to climate change and coastal flooding due to sea level rise. These resiliency measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.

~~A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 3 Project, is attached as **Exhibit F**.~~

15. Development Review Procedures. The Phase 3 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as **Exhibit D**. The design of the individual buildings and open spaces will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and further review by the BPDA of the schematic design, design development and construction drawings, pursuant to the BPDA’s Development Review Guidelines and Article 80B of the Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 3 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,
- b. following the pre-submission meeting, the Proponent shall submit a building or open space, as applicable, design review package for the applicable portion of the Phase 3 Project, which shall contain, as applicable:
 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,
 - (ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,
 - (iii) the most recent traffic monitoring reports for traffic generated by the Master Project,
 - (iv) a LEED checklist for each building,
 - (v) drainage plans,
 - (vi) updated information regarding relevant utility infrastructure,
 - (vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,
 - (viii) a construction management plan regarding construction period impacts, ~~and~~
 - ~~(vix)~~ a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish, and
 - (x) proposed variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any.
- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the “**IAG**”),
- d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent’s website,

- e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
- f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
- g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and
- h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code, and the BPDA may approve requested variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any, after review by the IAG and the Boston Civic Design Commission.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 3 Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of the Phase 3 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 3 Project for the Phase 3 Site. This Development Plan is consistent with the Master Plan and is therefore presumed to be compliant and consistent with underlying zoning and all other provisions of the Code to the extent that such requirements have been addressed in this Development Plan.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency or Partial Certification of Consistency confirms consistency of each applicable element of the Phase 3 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 3 Project, new legal lots may be created and one or more may be leased or conveyed to be in separate ownership. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 3 Site as a whole and not to each individual lot, and each separate building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of

Consistency has been issued, or the right to construct any other building contemplated by this Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 3 Site may seek amendment of this Development Plan only as to such lot in accordance with the procedures prescribed by the Code without the consent of any other owner of land within the Phase 3 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 3 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed Master Project, and in light of the various reviews necessary to secure all required permits and approvals, the Proponent may seek to make modifications to the buildings and site improvements included in the Phase 3 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 3 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA.

Exhibit A

Legal Description of Phase 3 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 3B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 3B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the city line between Boston and Revere, being the most southerly corner of the area described herein, thence running;

N 63° 08' 34" W	909.40 feet to a point, thence turning and running;
N 46° 01' 22" E	578.25 feet to a point, thence turning and running;
NORTHERLY	100.33 feet by a curve to the left with a radius of 300.00 feet to a point, thence turning and running;
N 26° 51' 41" E	64.35 feet to a point, thence turning and running;
EASTERLY	31.42 feet by a curve to the right with a radius of 20.00 feet to a point, thence turning and running;
S 63° 08' 19" E	144.21 feet to a point, thence turning and running;
N 26° 51' 41" E	271.08 feet to a point on the city line between Boston and Revere, said last seven courses being over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running;
N 78° 35' 32" E	1.41 feet to a point, thence turning and running;
S 89° 53' 08" E	109.48 feet to a point, thence turning and running;
S 73° 05' 33" E	89.69 feet to a point, thence turning and running;
S 64° 00' 33" E	340.70 feet to a point, said last four courses being by the city line between Boston and Revere, thence turning and running;
SOUTHERLY	520.98 feet by a non-tangent curve to the right with a radius of 910.00 feet to a point, thence turning and running;
SOUTHERLY	267.11 feet by a curve to the right with a radius of 875.00 feet to a point, thence turning and running;

SOUTHERLY

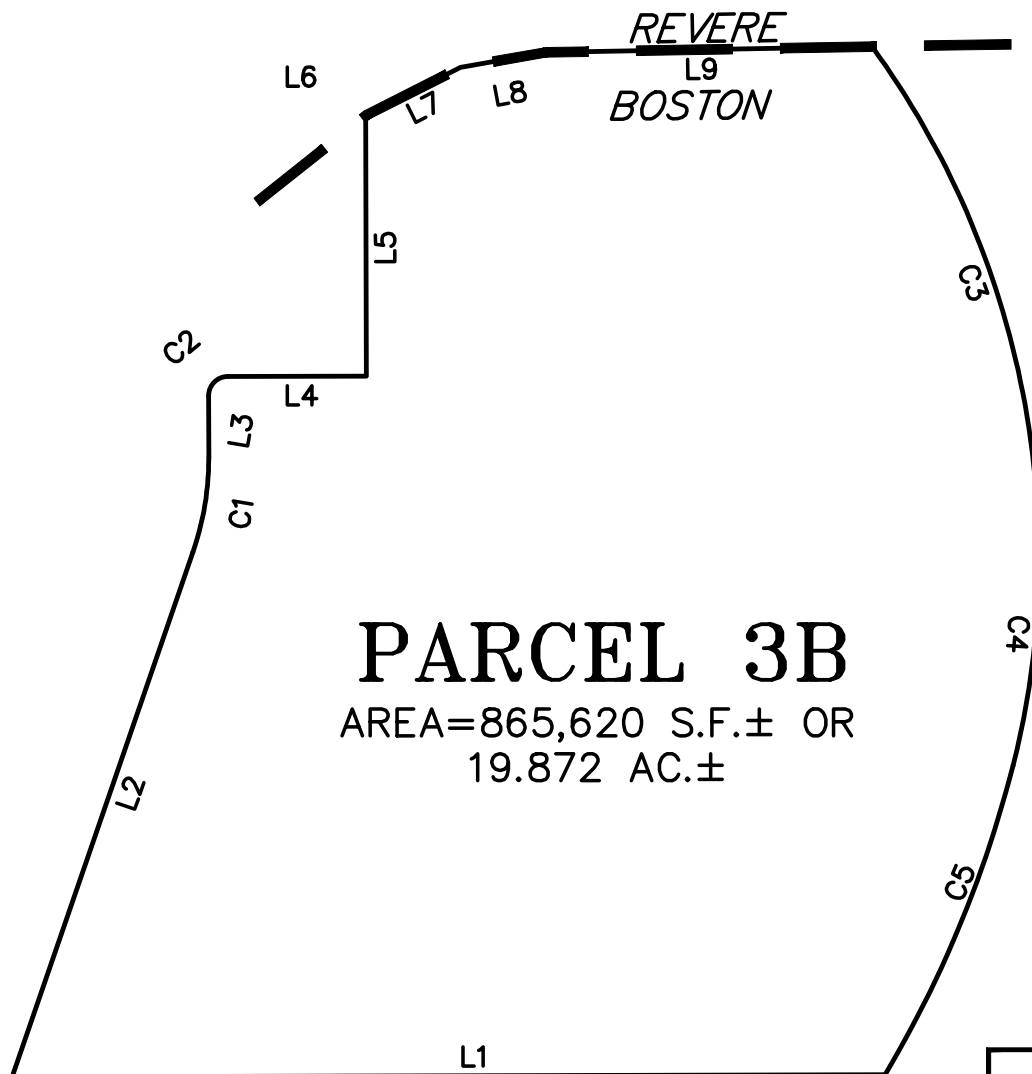
349.53 feet by a curve to the right with a radius of 1225.00 feet to the point of beginning, said last three courses being over and upon Sterling Suffolk Racecourse LLC.

Containing 865,620 square feet more or less, or 19.872 acres, more or less.

Exhibit B

Depiction of Phase 3 Site

[see attached]



Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 3B Exhibit

Scale: 1"=200' Date: 01/29/2019

Source File: 285402B012A
 Drawing No. 285402P148A-007
 B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N63° 08' 34"W	909.40
L2	N46° 01' 22"E	578.25
L3	N26° 51' 41"E	64.35
L4	S63° 08' 19"E	144.21
L5	N26° 51' 41"E	271.08
L6	N78° 35' 32"E	1.41
L7	S89° 53' 08"E	109.48
L8	S73° 05' 33"E	89.69
L9	S64° 00' 33"E	340.70

Curve Table			
Curve #	Length	Radius	Delta
C1	100.33	300.00	19°09'41"
C2	31.42	20.00	90°00'00"
C3	520.98	910.00	32°48'07"
C4	267.11	875.00	17°29'26"
C5	349.53	1225.00	16°20'53"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 3B Exhibit
Line & Curve Tables
 Scale: 1"=200' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-008
 B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]

Key

--- Orient Heights Transition Zone



B36:	418,206 sf
B37:	381,891 sf
B38:	392,839 sf
B40:	381,891 sf
B41:	486,379 sf
B42:	333,075 sf
BR02:	105,105 sf
BR03:	406,008 sf

Phase 3B Residential	1,994,127 sf
Phase 3B Non-Residential	911,267 sf

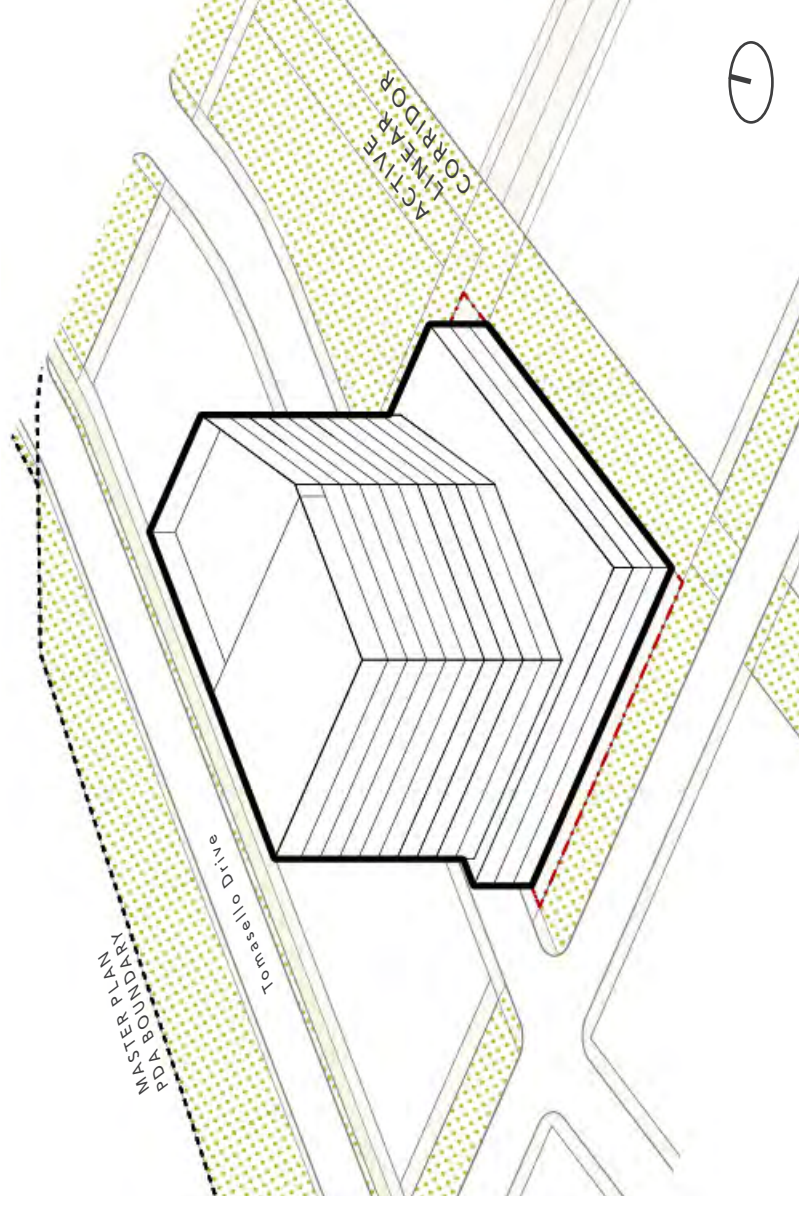
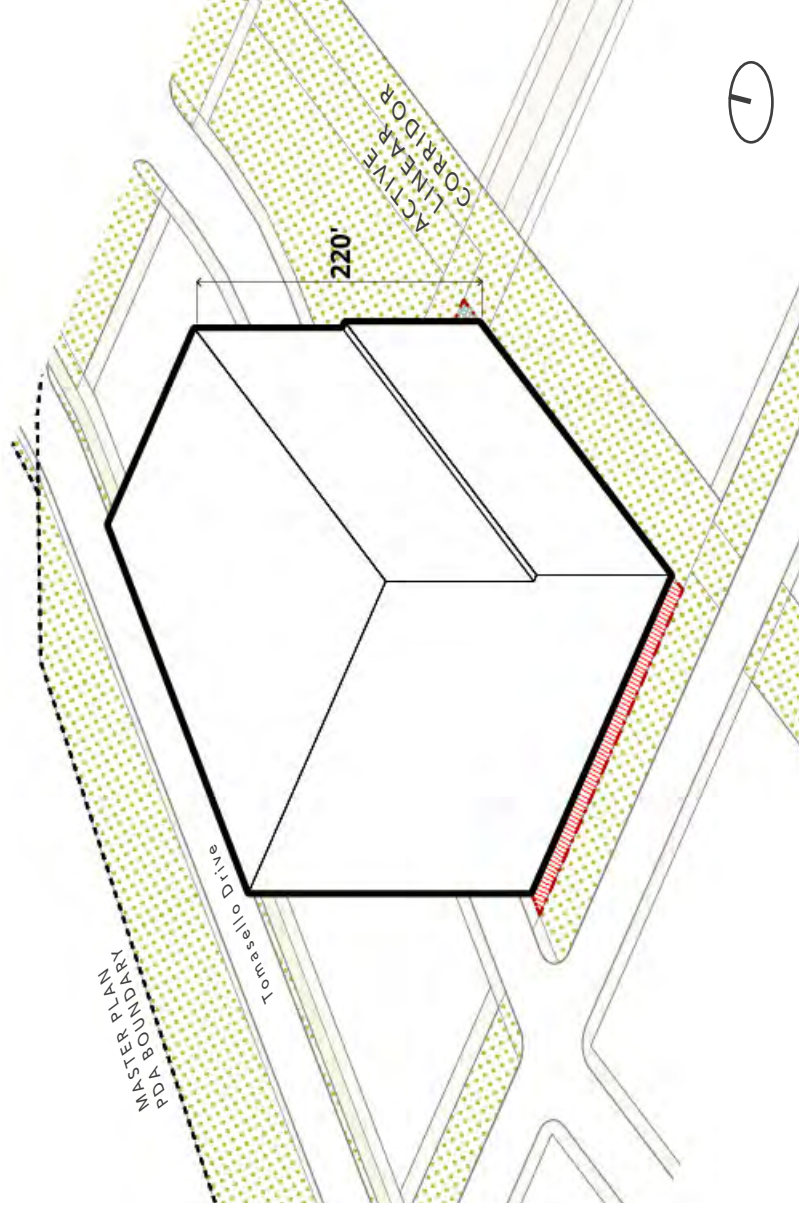
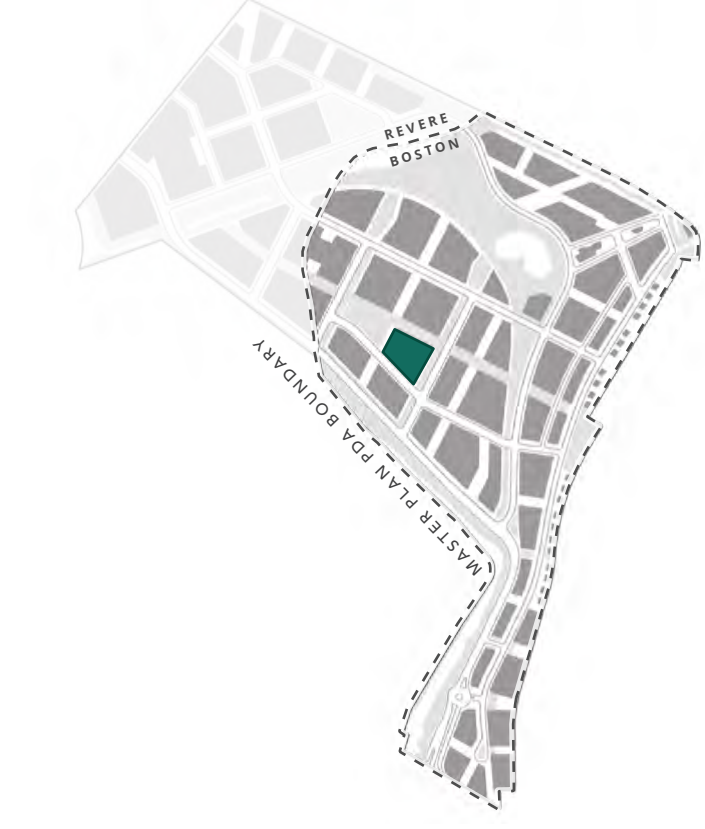
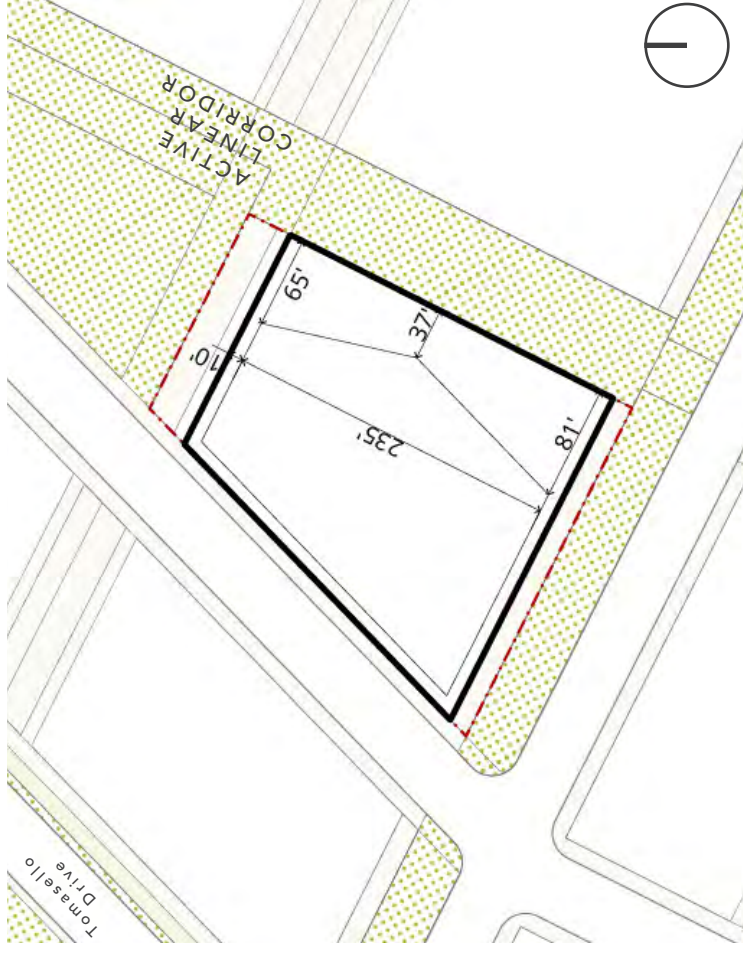
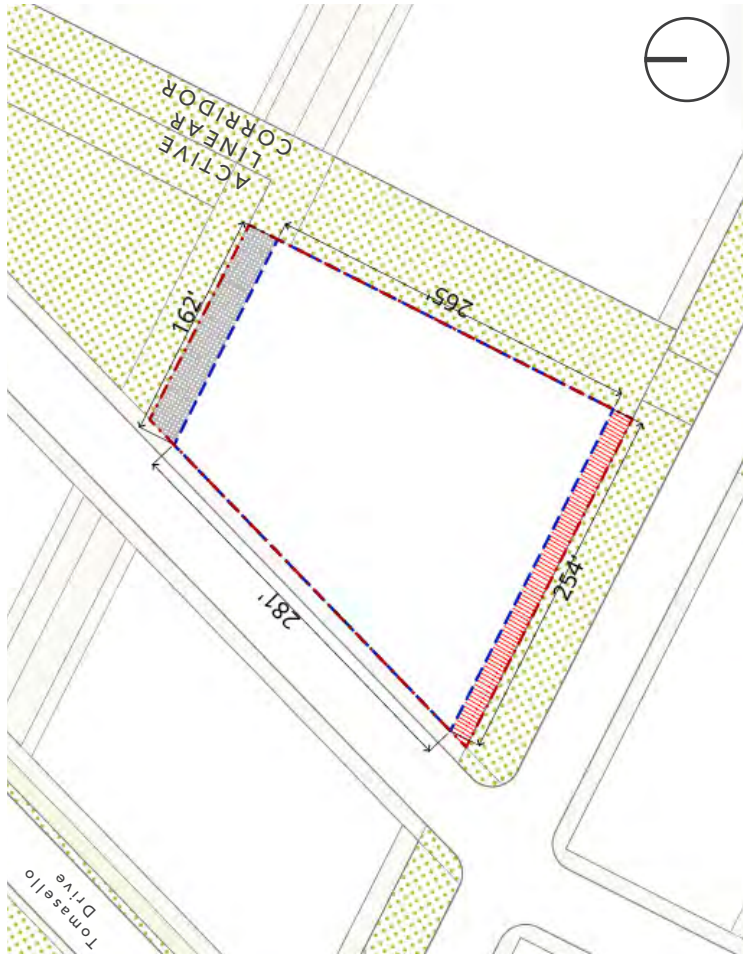
TOTAL PHASE 3B
2,905,394 sf
Phasing Plan

Phase 3B
Suffolk Downs Redevelopment
Development Plans

Exhibit D

Building Use, Dimensions and Massing Plans

Building	Principal Use	Maximum Building Height (ft)	Approx. <u>Approx.</u> Gross Floor Area (sf)
B36	Commercial	220	418,206
B37	Residential	175	381,891
B38	Residential	175	392,839
B40	Residential	175	381,891
B41	Residential	175	486,379
B42	Commercial	175	333,075
BR02	Commercial	175	105,105
BR03	Residential	175	406,008
Total			2,905,394



- Parcel Line
- Build-To Line
- Service Easement
- Setback

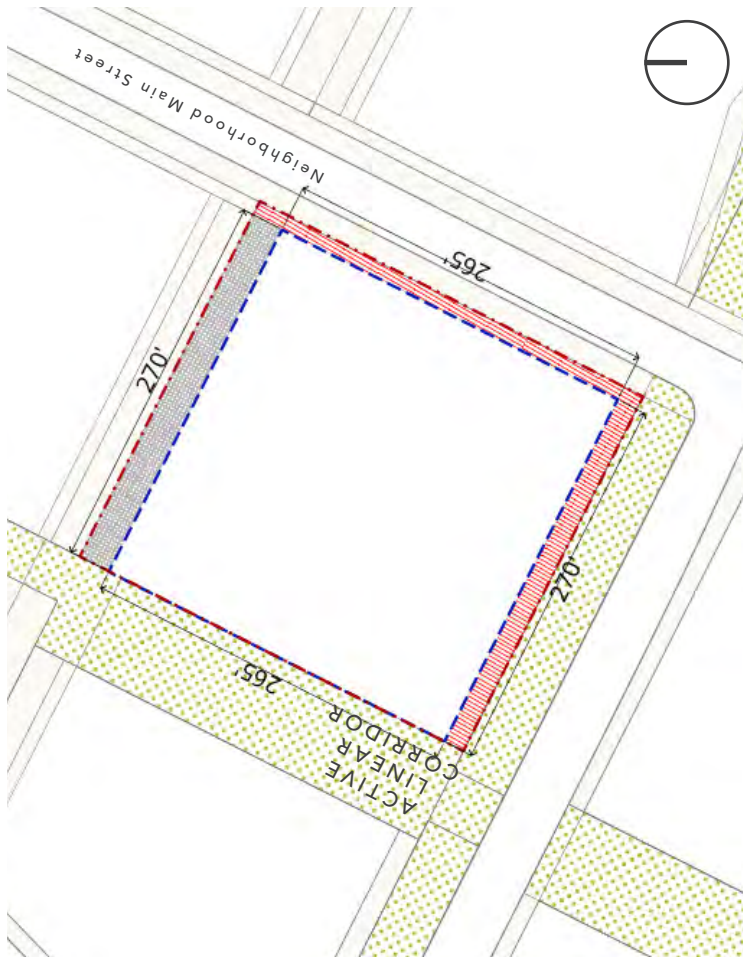
Proposed GFA	418,206 sf
Max Building Height	220'

Building Envelope Axon

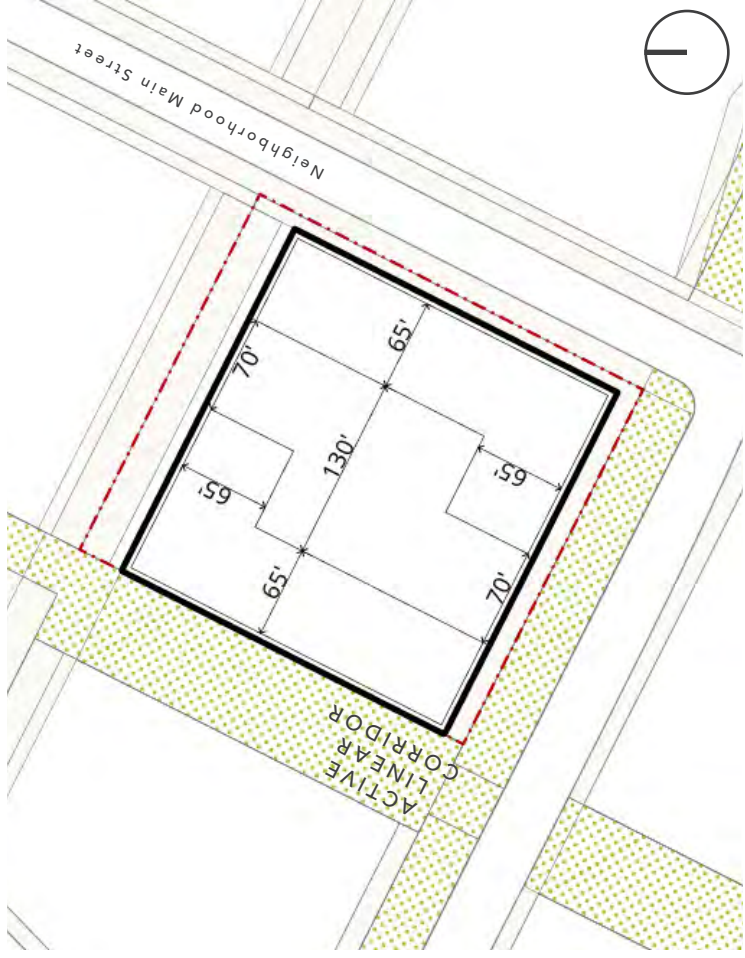
Sample Building Massing Axon

Phase 3B | Block B36

Suffolk Downs Redevelopment
Development Plans



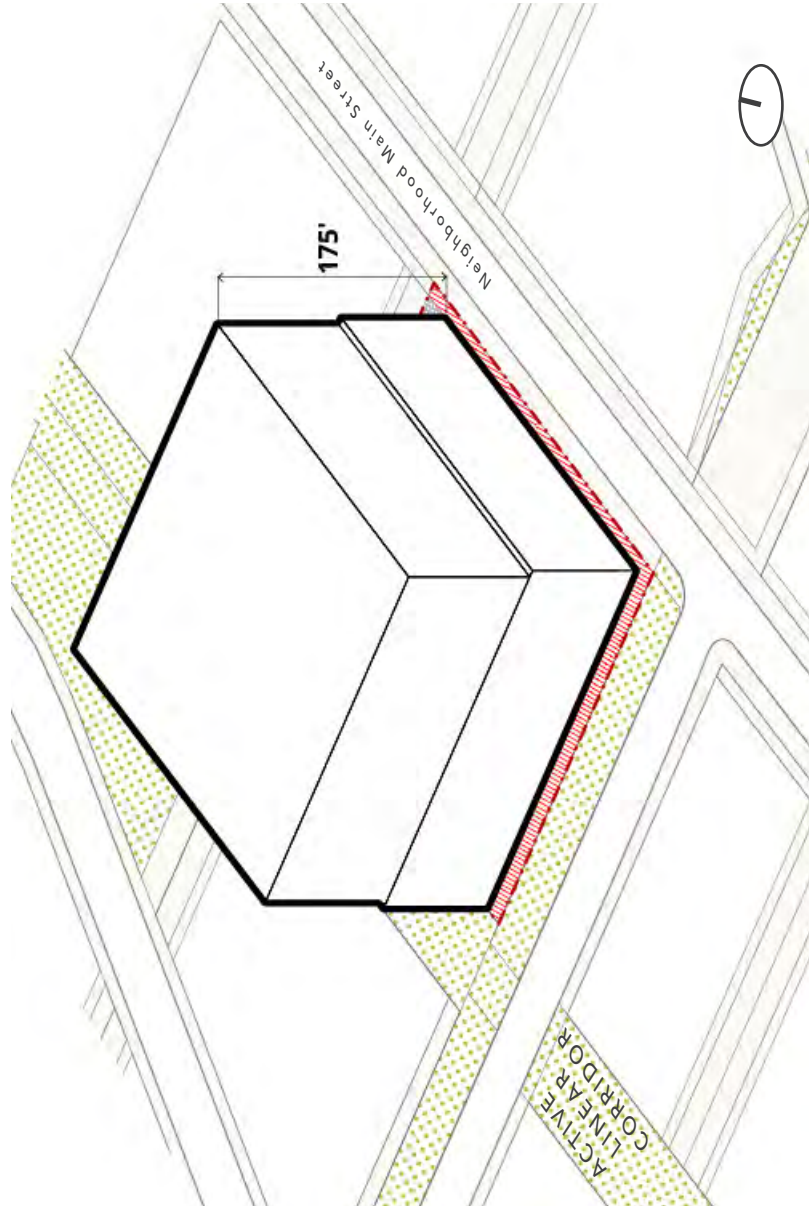
Building Envelope Plan



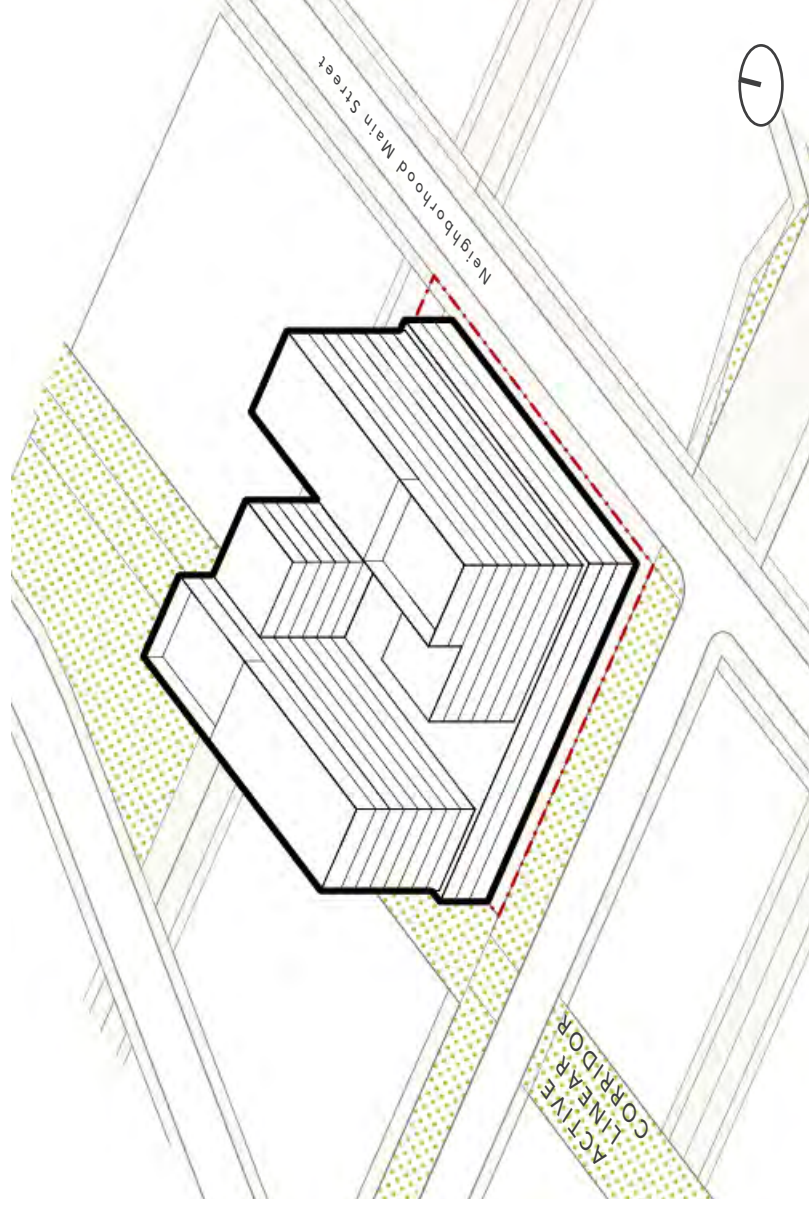
Sample Building Massing Plan



Key Plan



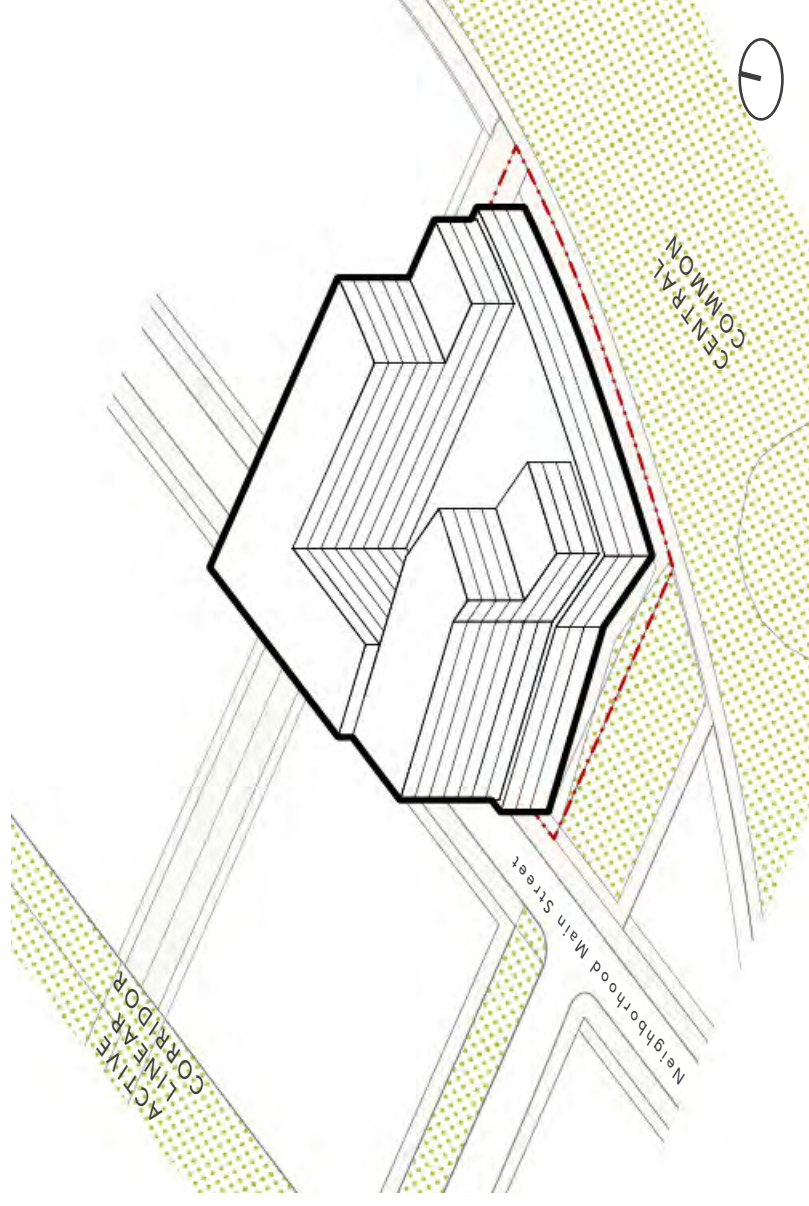
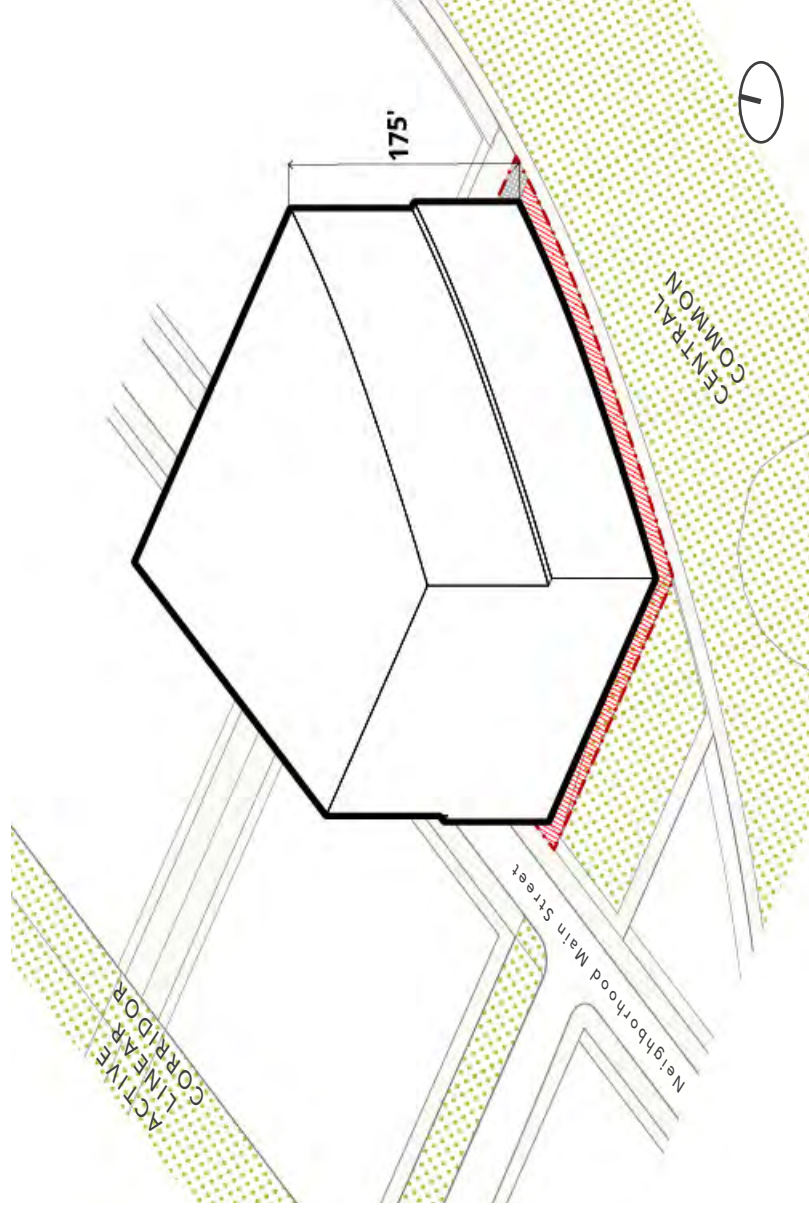
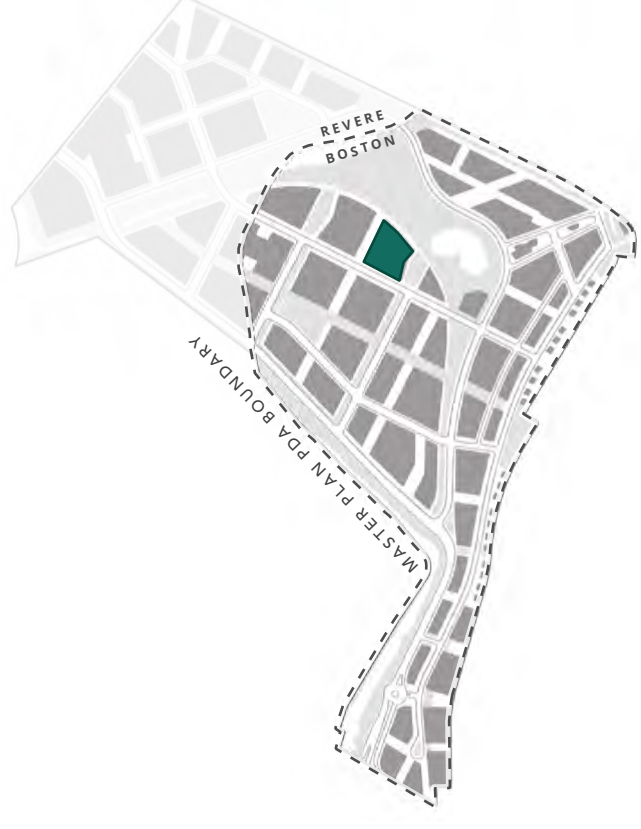
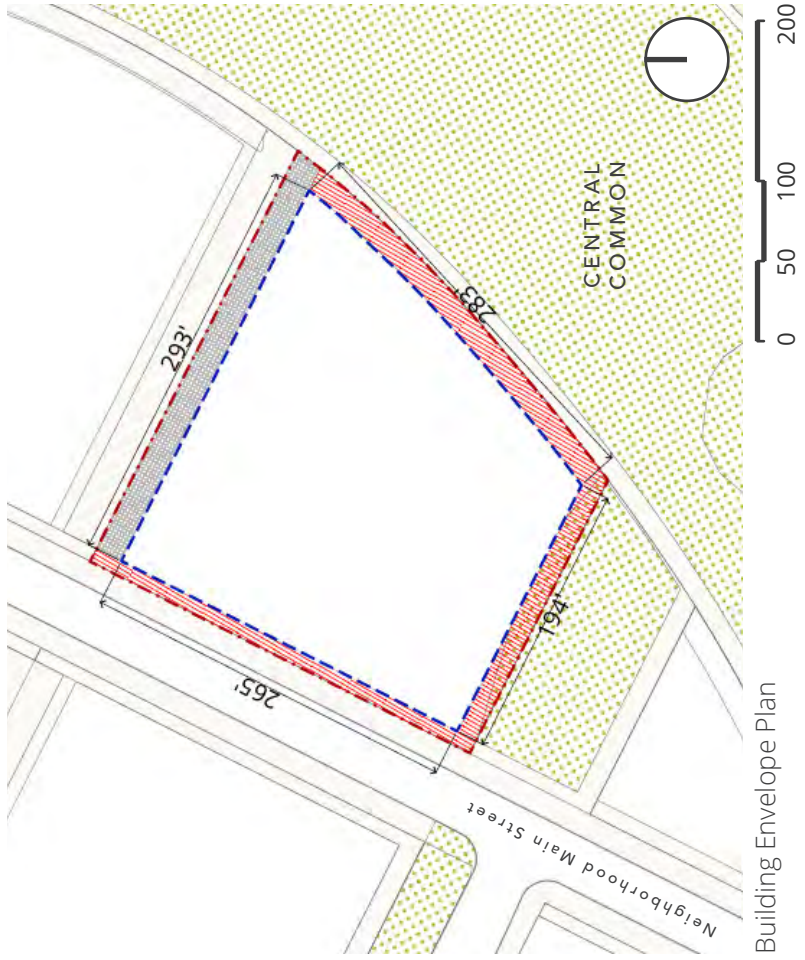
Building Envelope Axon



Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

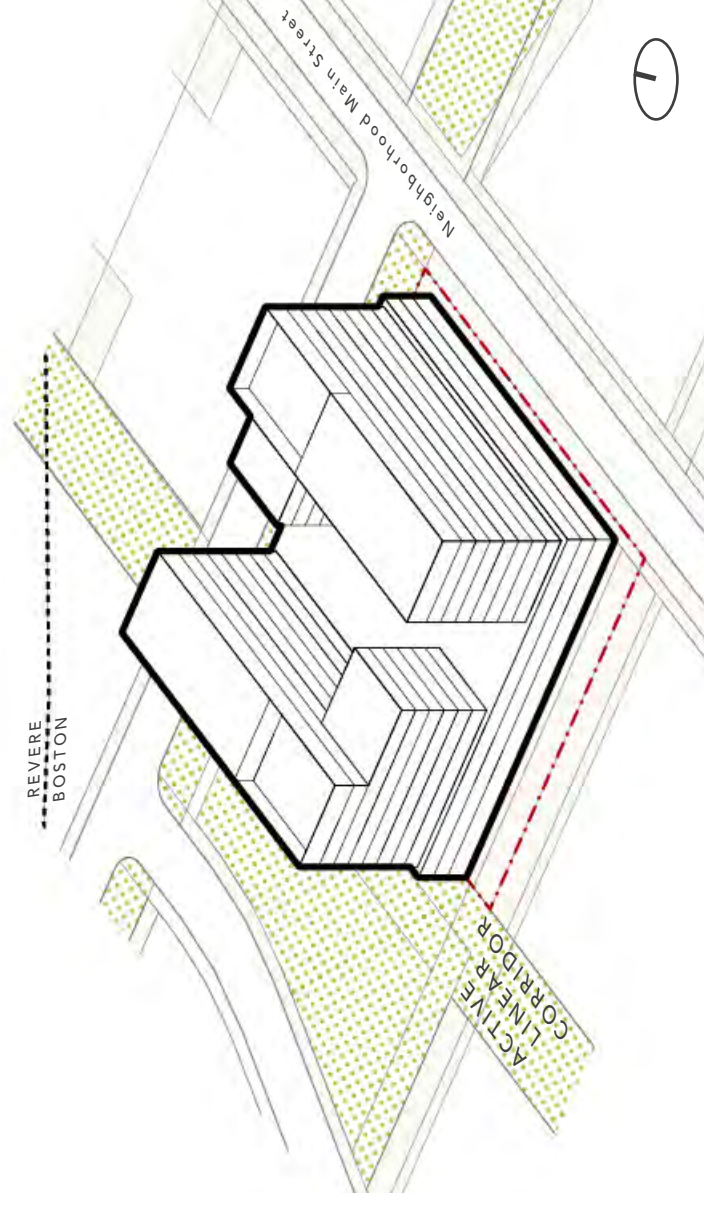
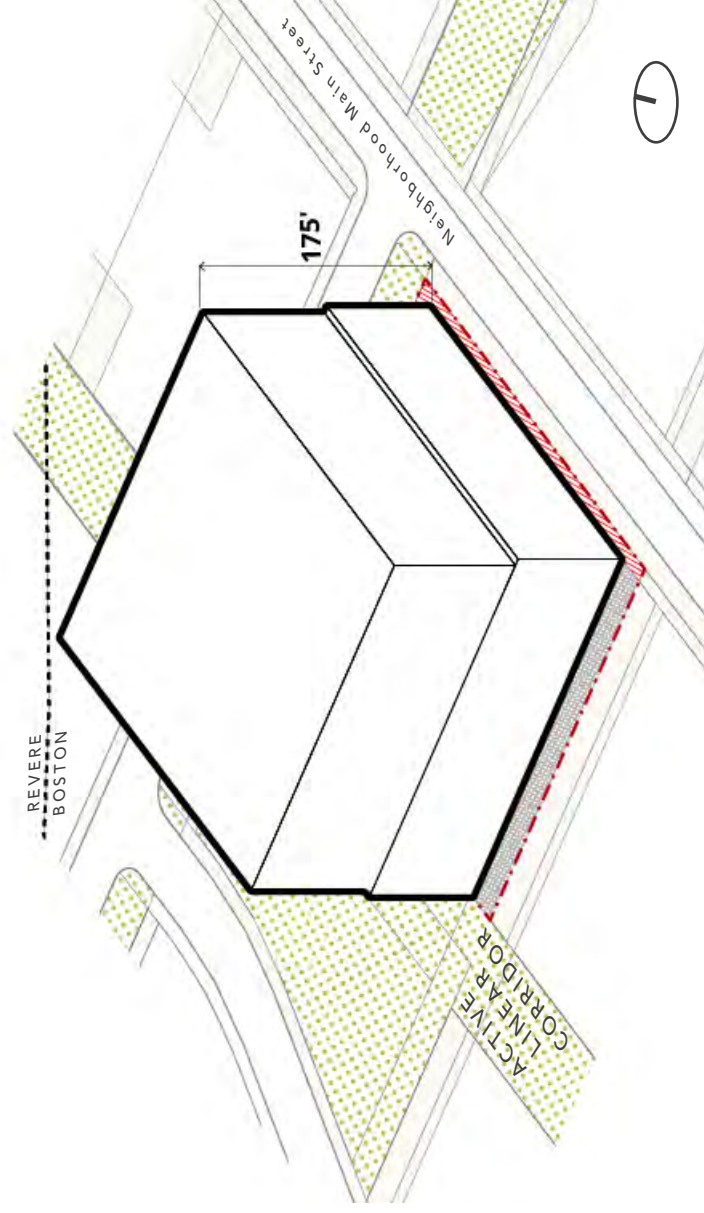
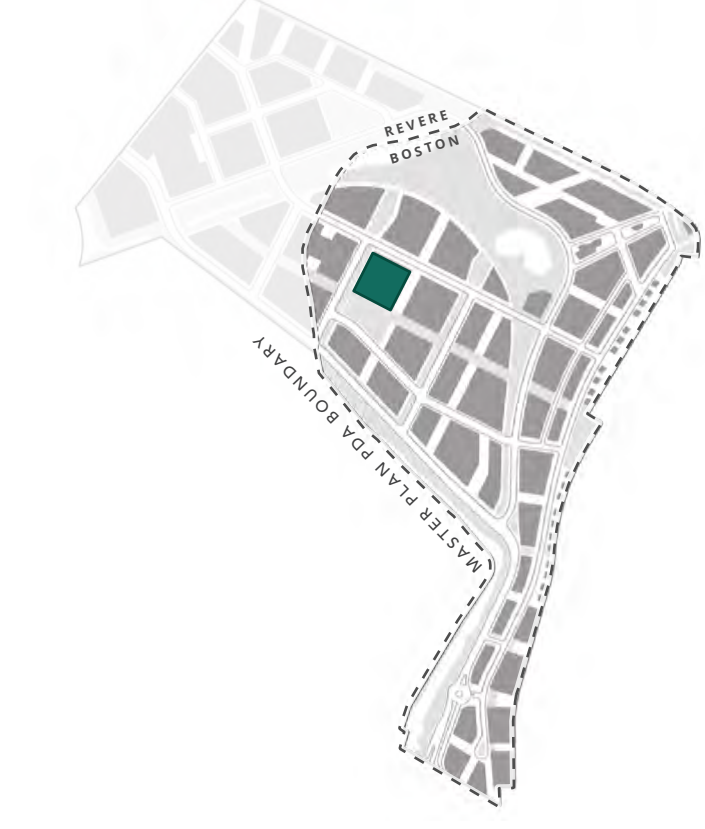
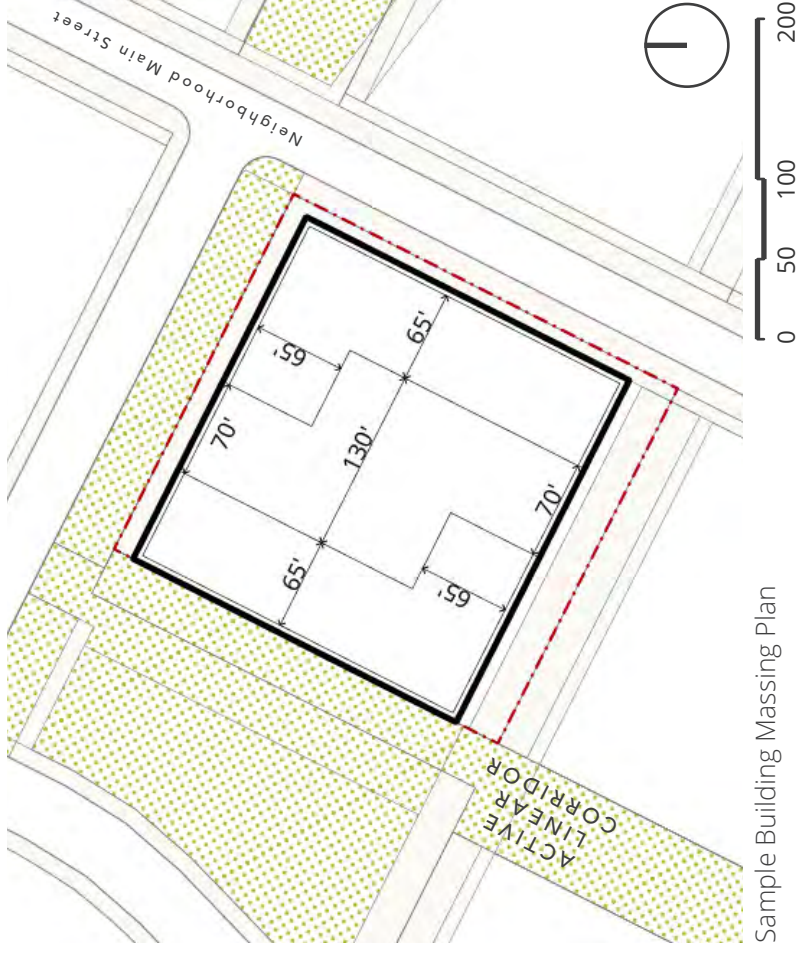
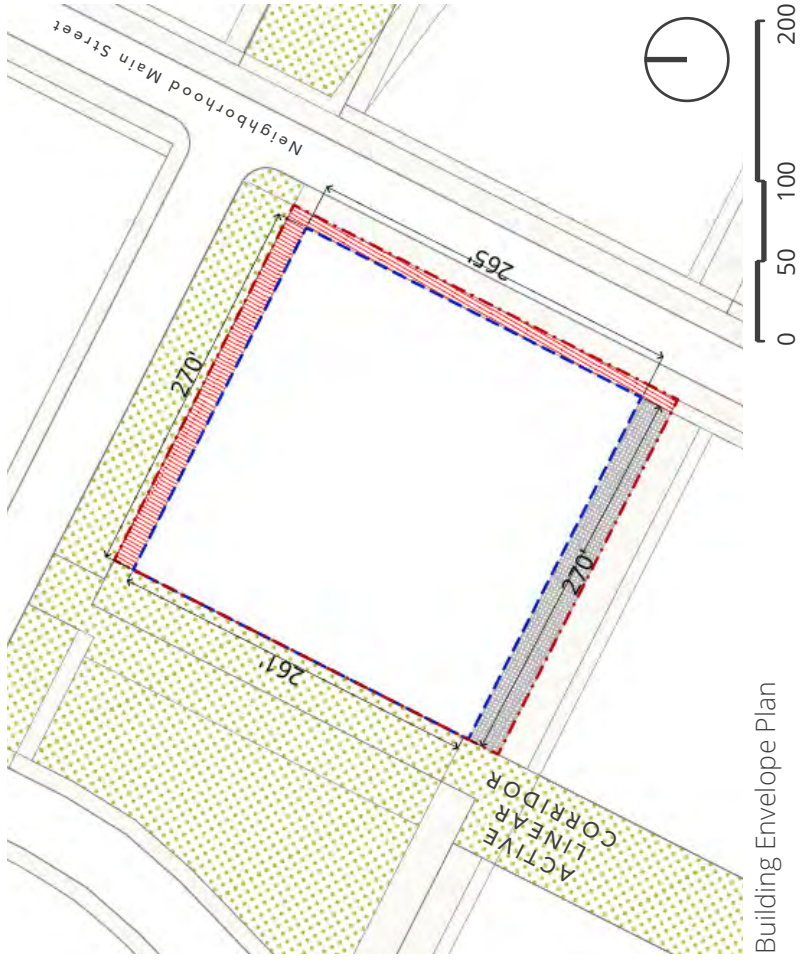
Proposed GFA	381,891 sf
Max Building Height	175'



Parcel Line	Build-To Line	Service Easement	Setback
Proposed GFA 392,839 sf			
Max Building Height 175'			

Building Envelope Axon

Sample Building Massing Axon



- Parcel Line
- Build-To Line
- Service Easement
- Setback

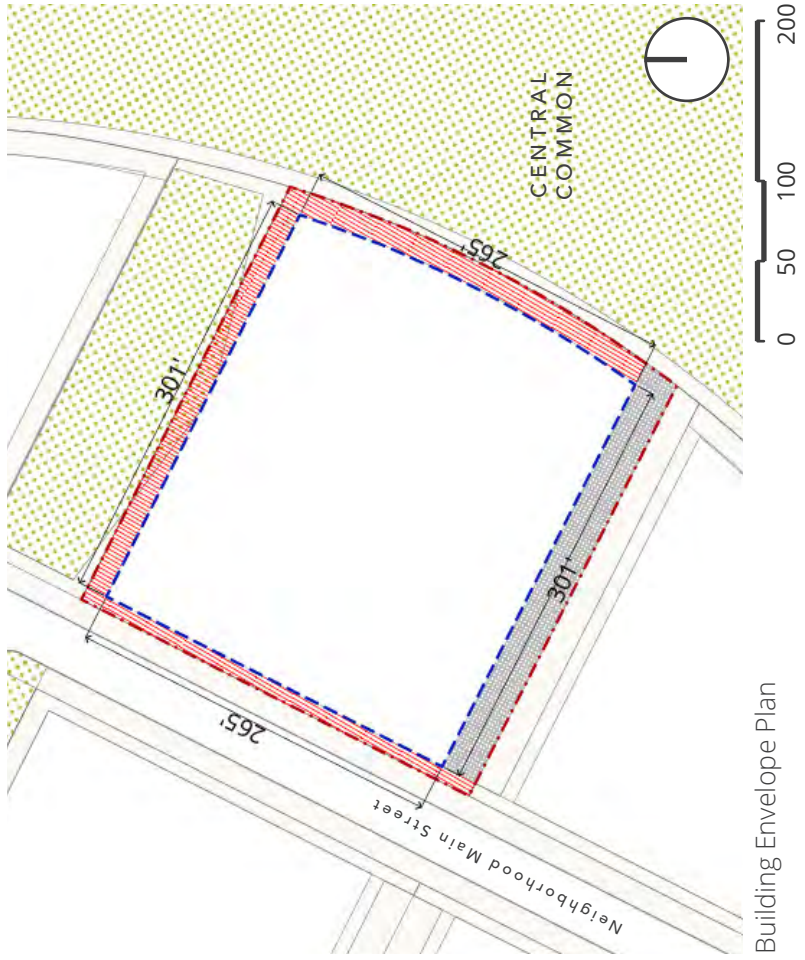
Proposed GFA	381,891 sf
Max Building Height	175'

Building Envelope Axon

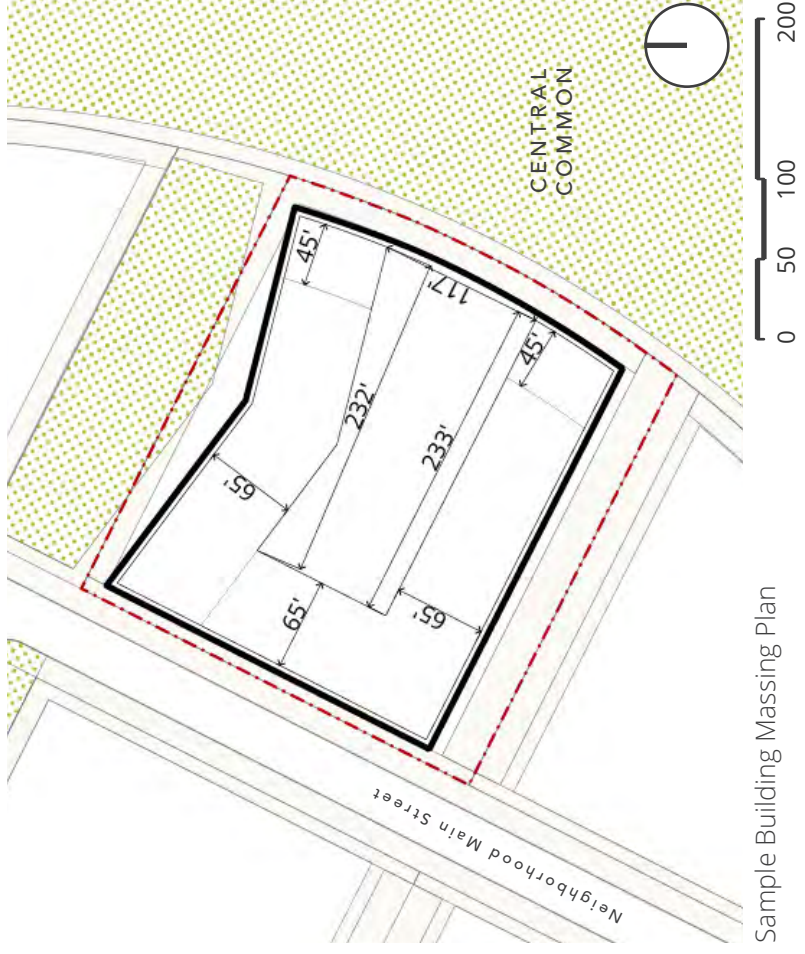
Sample Building Massing Axon

Phase 3B | Block B40

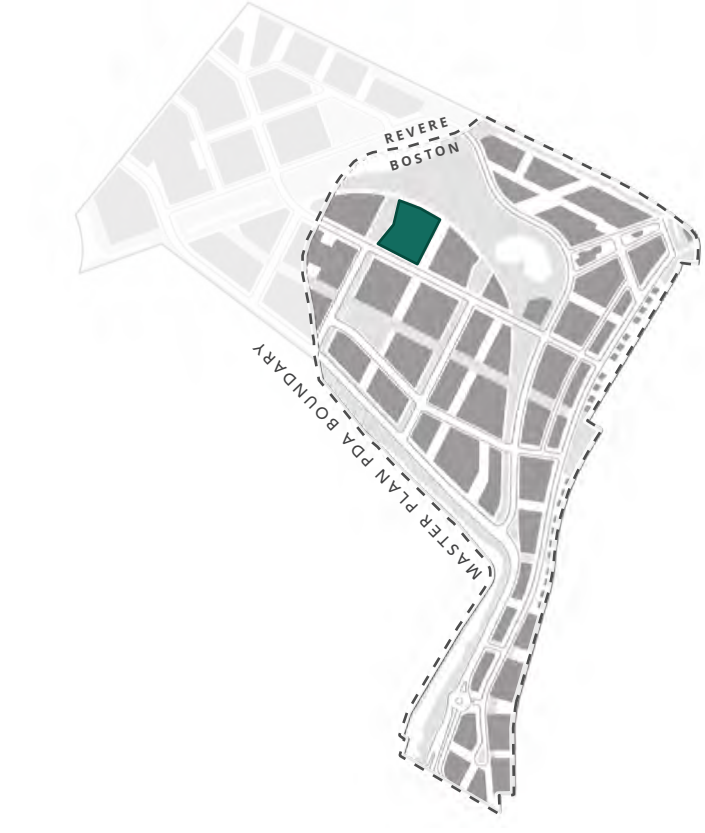
Suffolk Downs Redevelopment
Development Plans



Building Envelope Plan



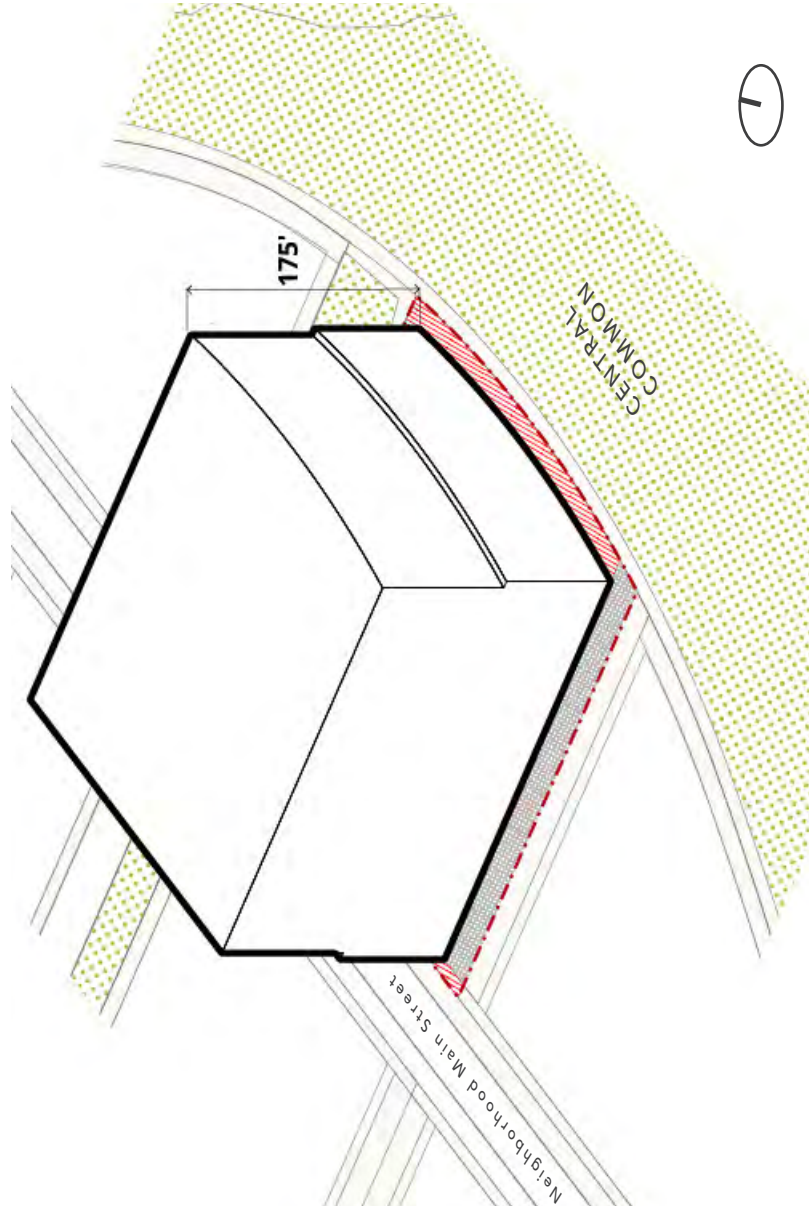
Sample Building Massing Plan



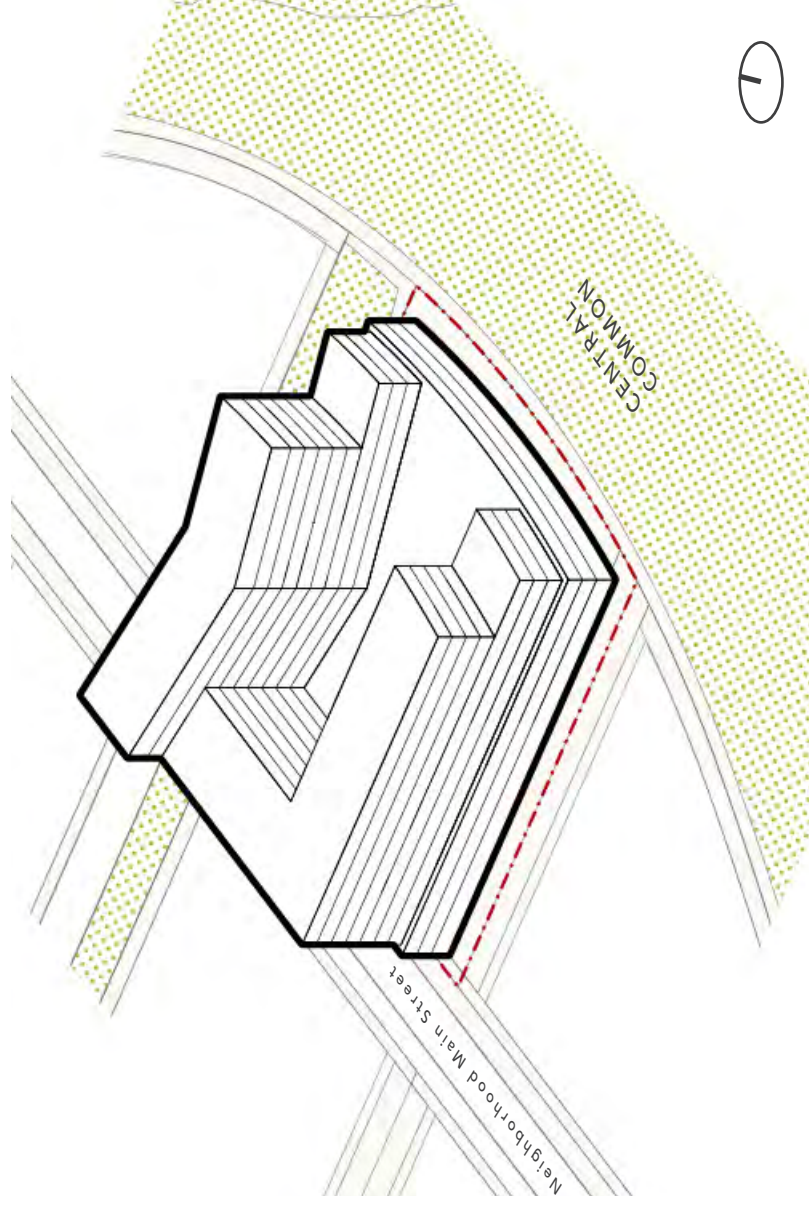
Key Plan

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	486,379 sf
Max Building Height	175'



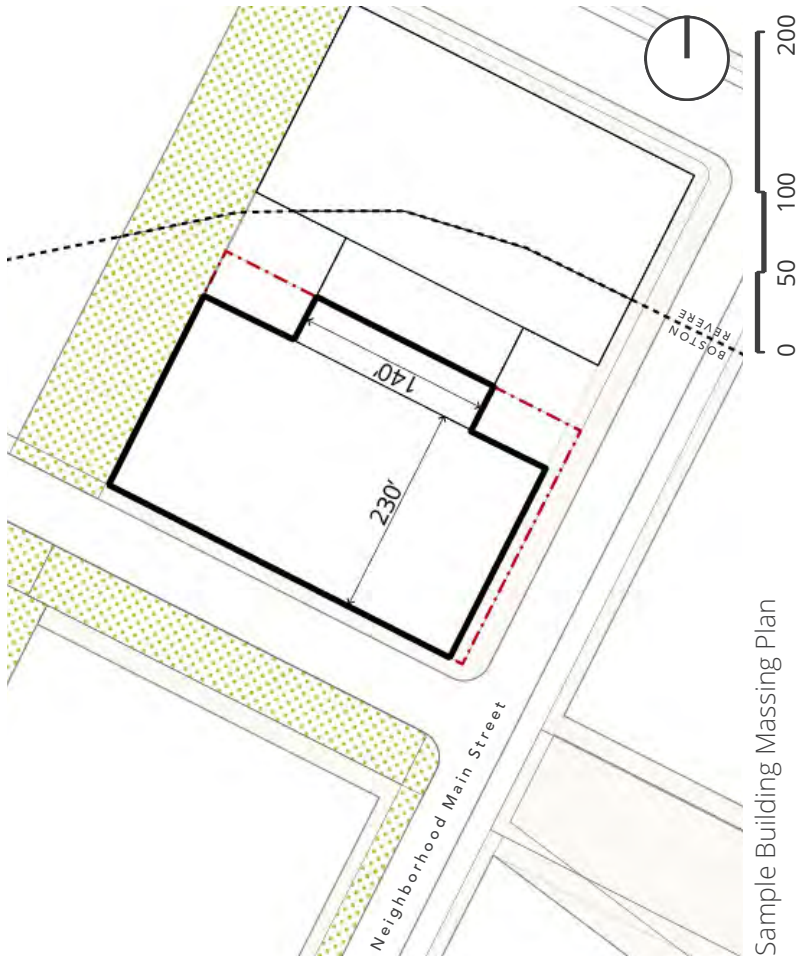
Building Envelope Axon



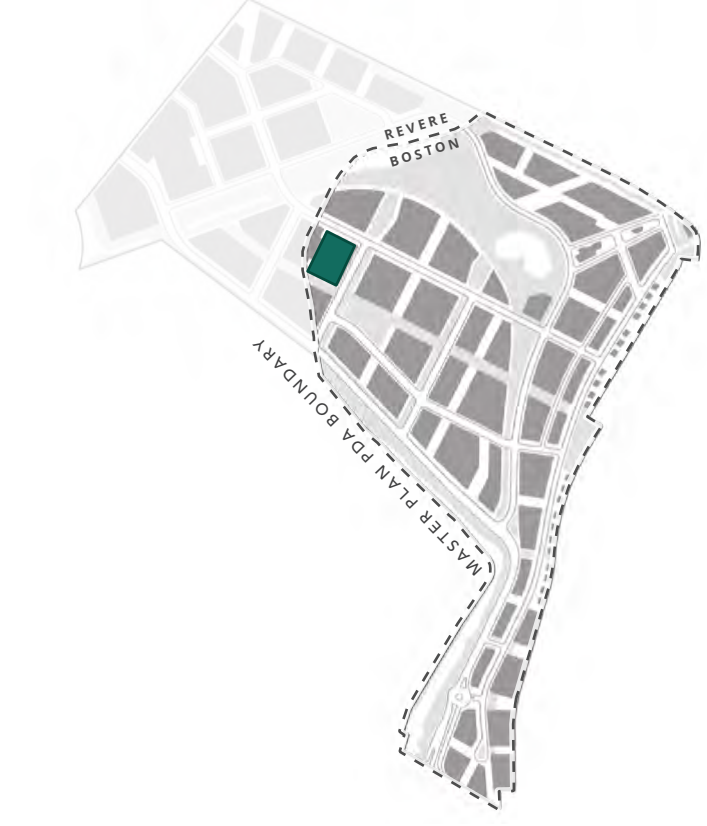
Sample Building Massing Axon



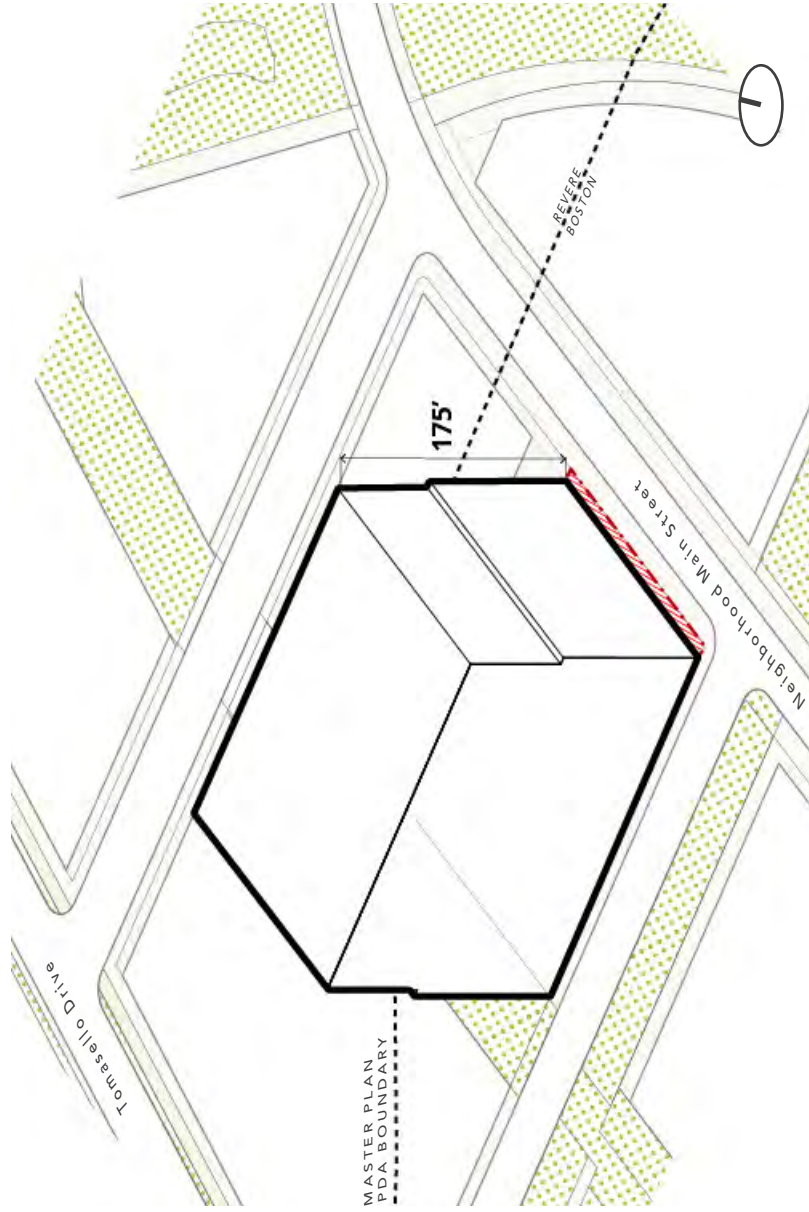
Building Envelope Plan



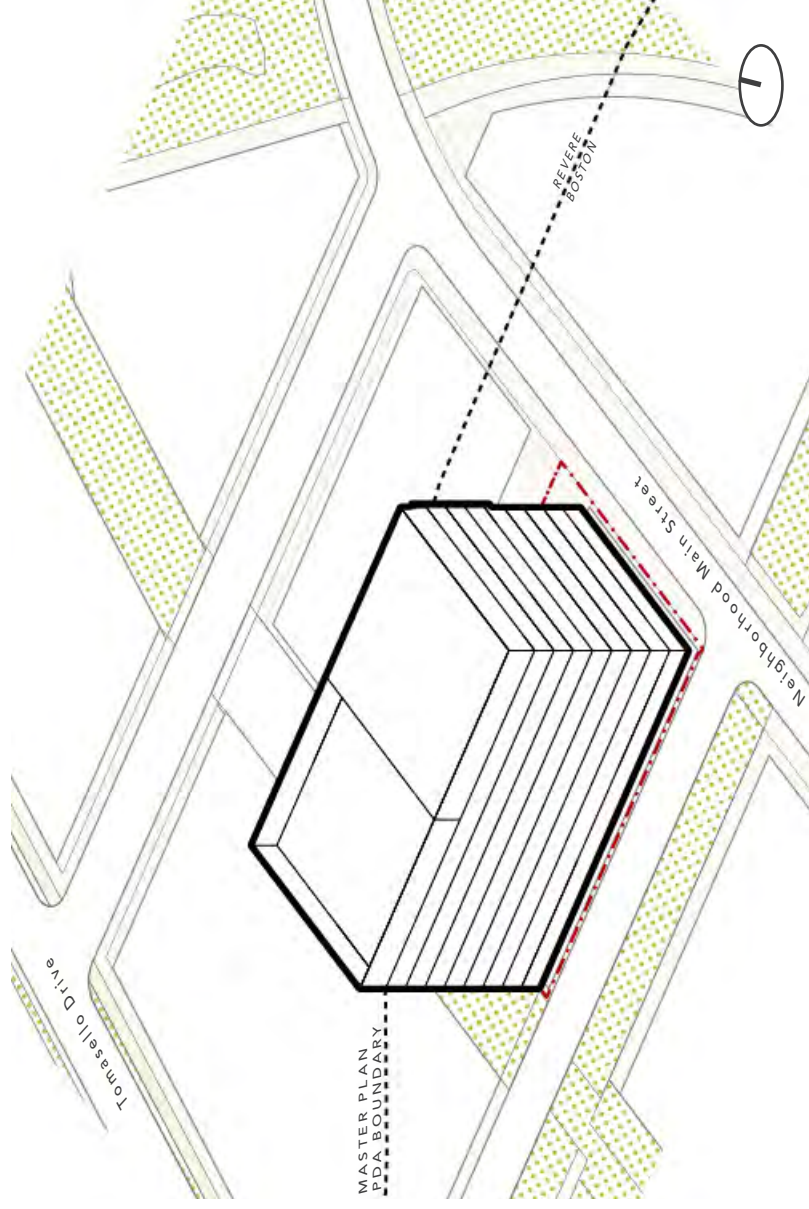
Sample Building Massing Plan



Key Plan



Building Envelope Axon

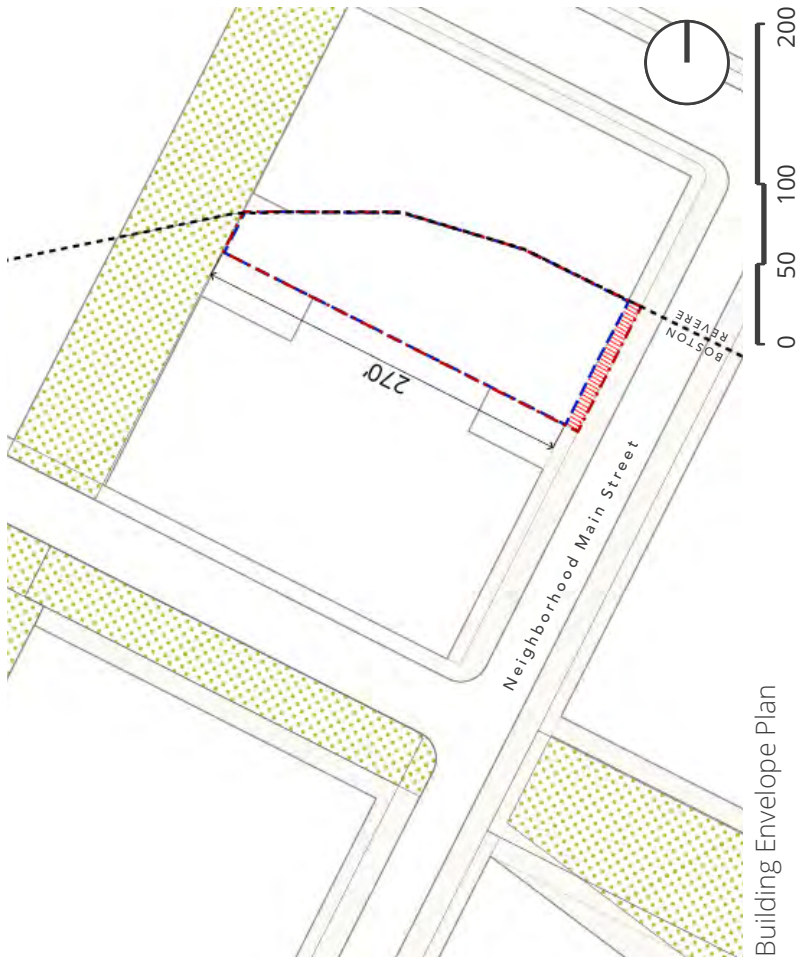


Sample Building Massing Axon

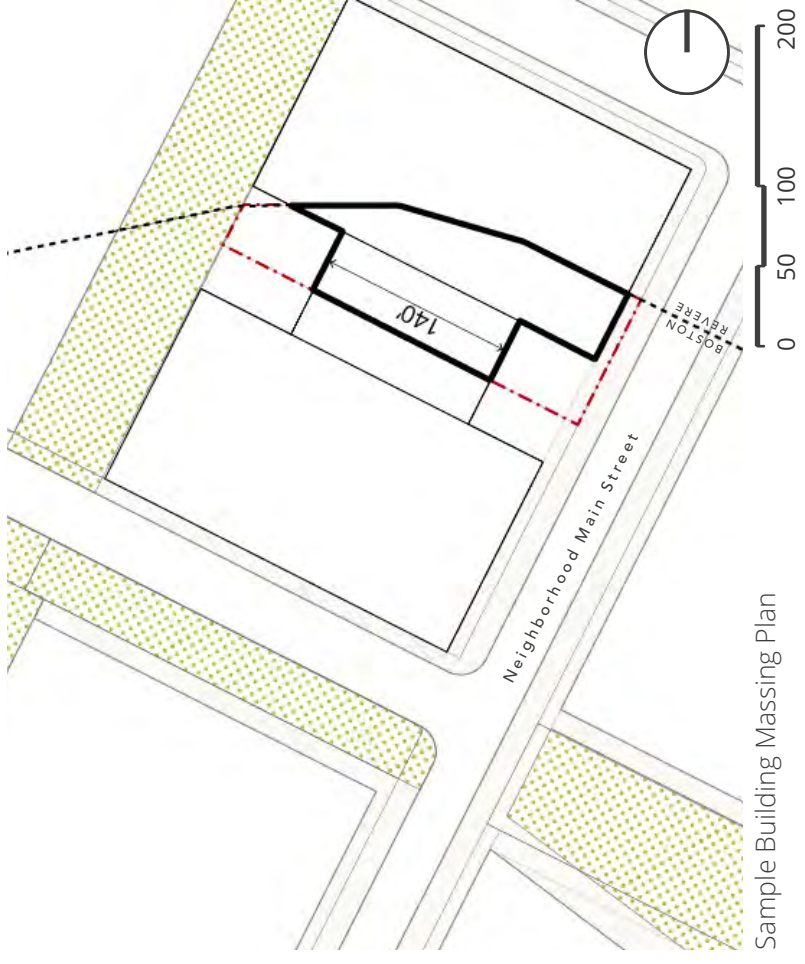
- - - Parcel Line
- - - Build-To Line
- Service Easement
- / / / Setback

Proposed GFA	333,075 sf
Max Building Height	175'

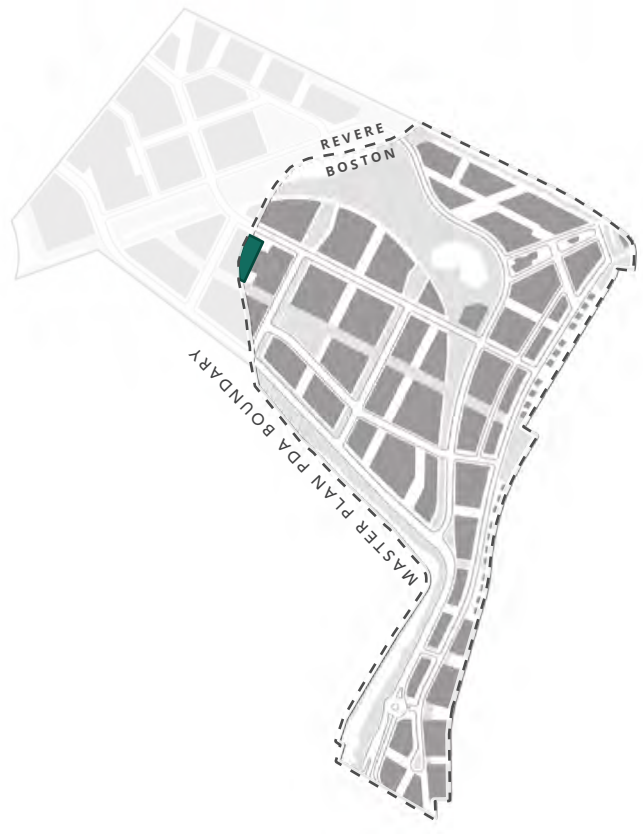
Phase 3B | Block B42
Suffolk Downs Redevelopment
 Development Plans



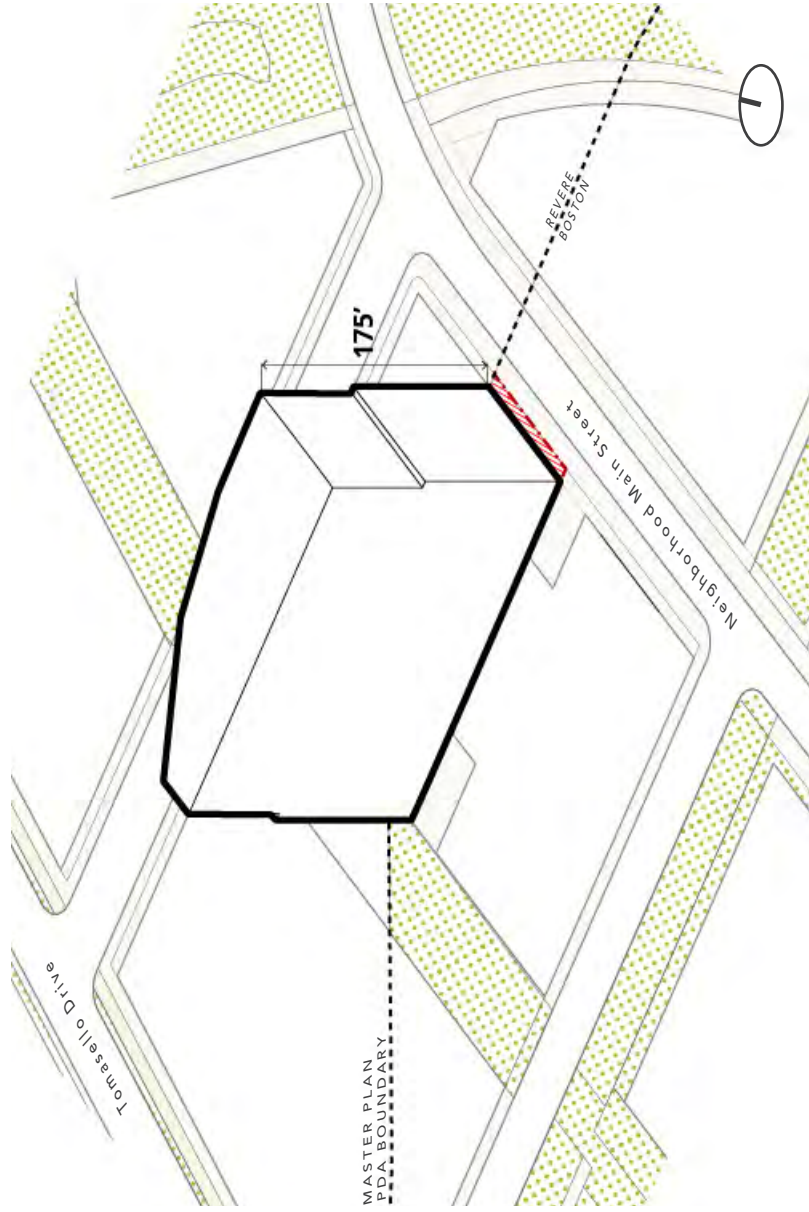
Building Envelope Plan



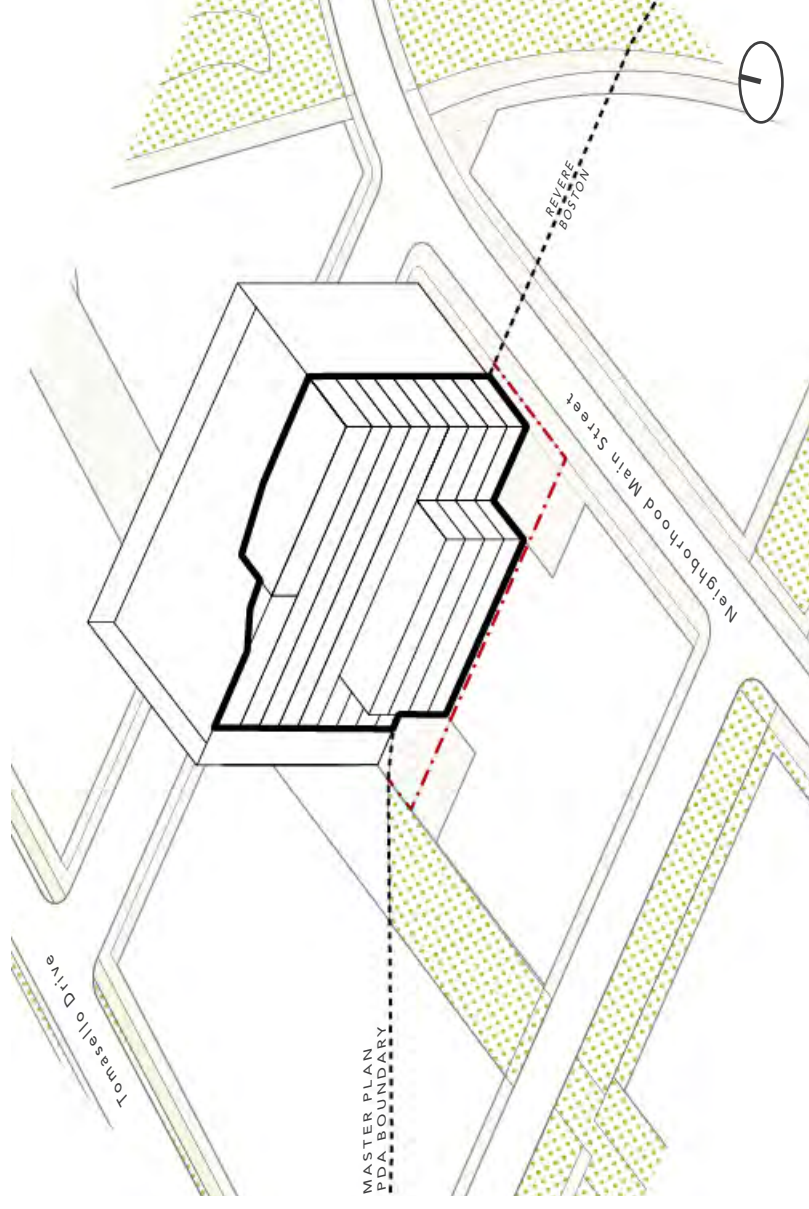
Sample Building Massing Plan



Key Plan



Building Envelope Axon



Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA (in Boston)

105,105 sf

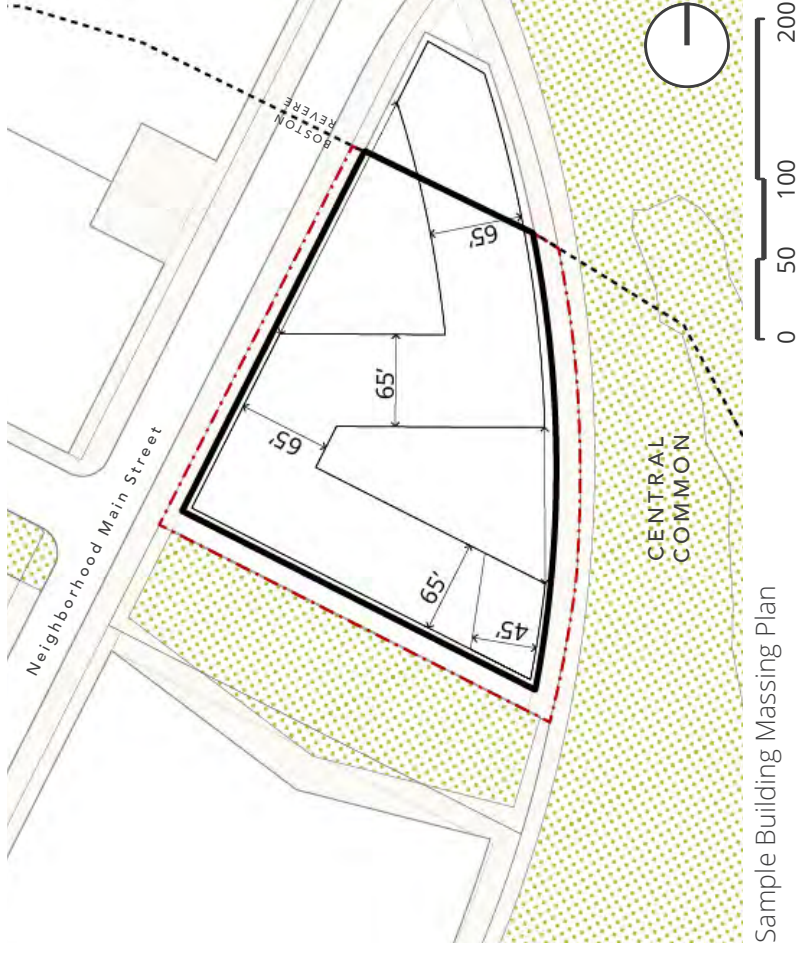
Max Building Height

175'

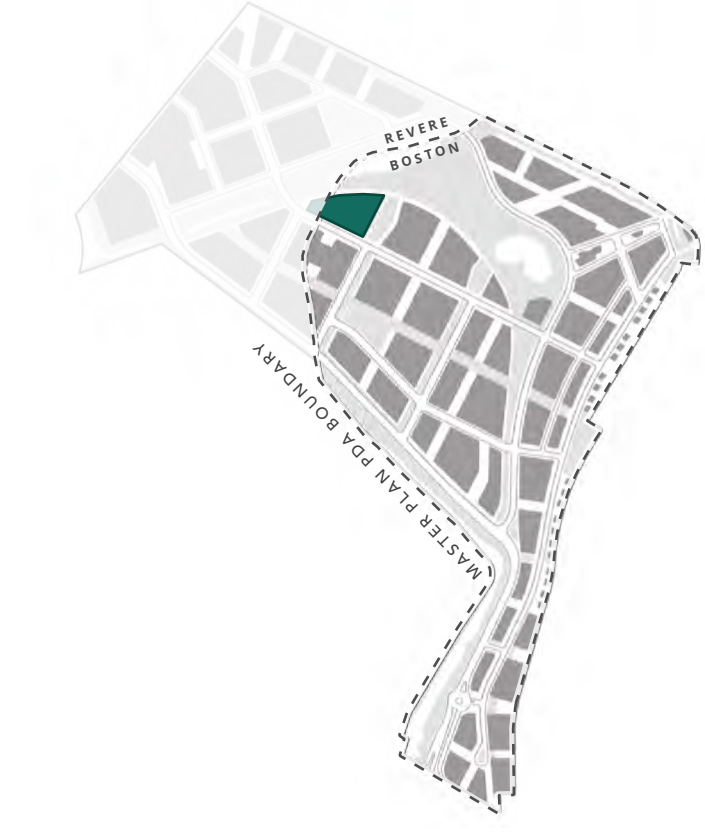
Phase 3B | Block BR02
Suffolk Downs Redevelopment
 Development Plans



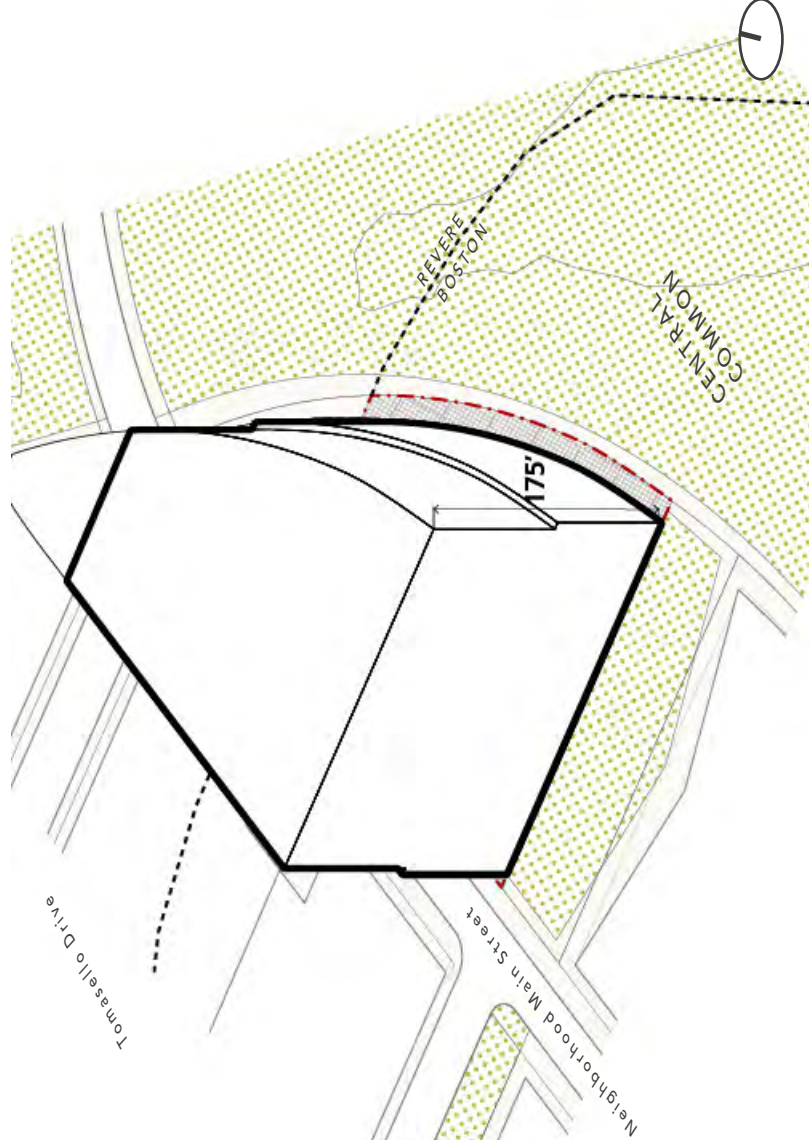
Building Envelope Plan



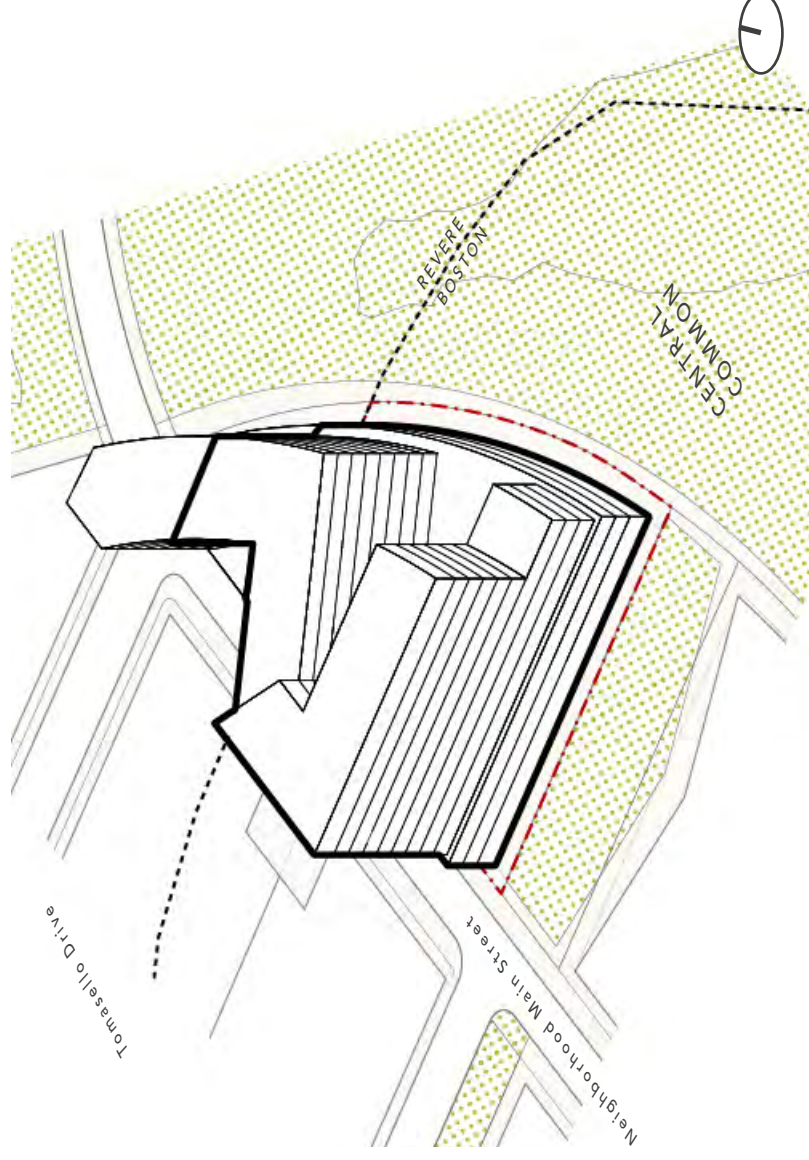
Sample Building Massing Plan



Key Plan



Building Envelope Axon



Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA (in Boston)

406,008 sf

Max Building Height

175'

Phase 3B | Block BR03

Suffolk Downs Redevelopment
Development Plans

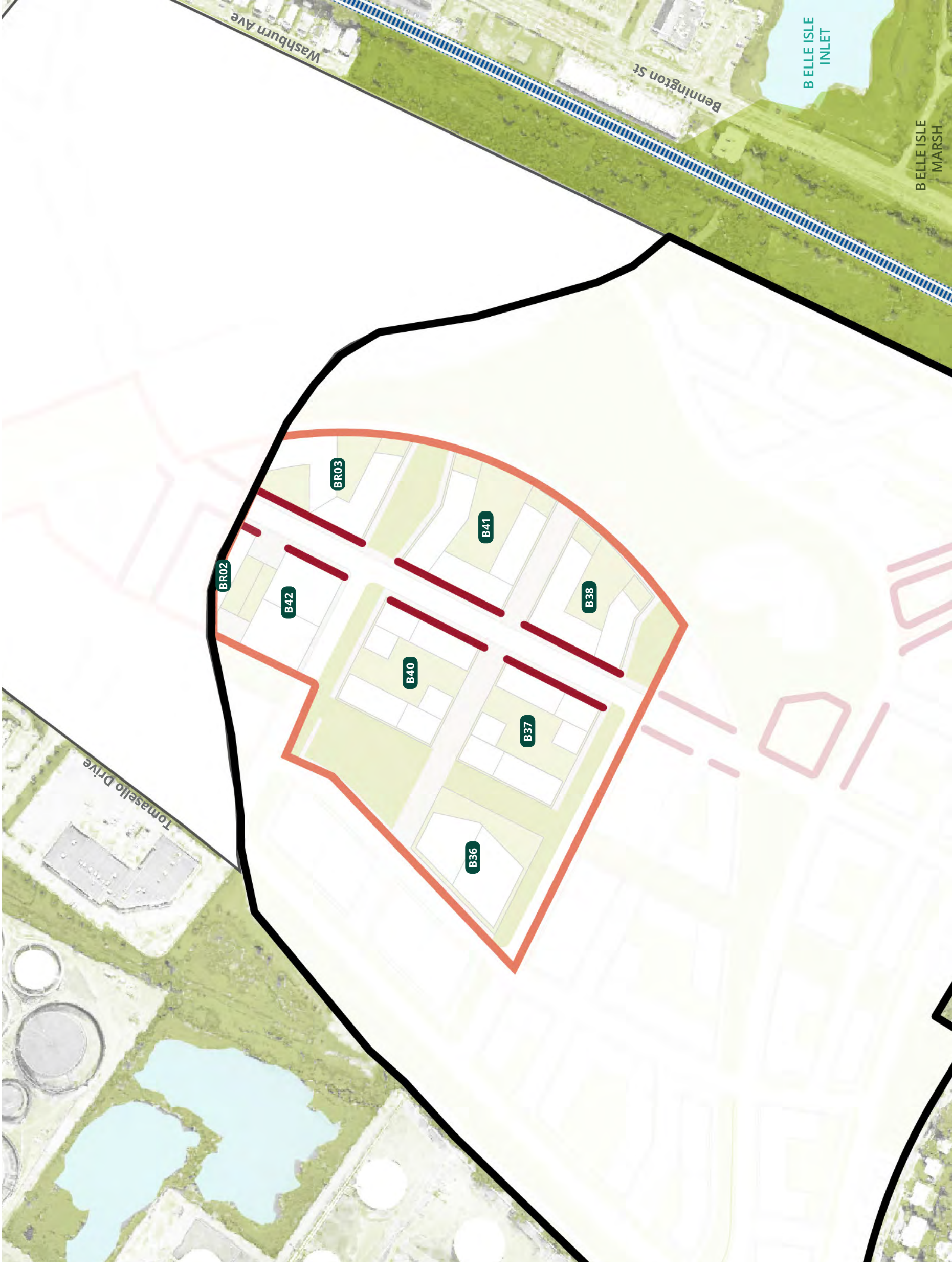
Exhibit D-1

Intentionally Omitted

Exhibit D-2

Active Ground Floor Uses Plan

[see attached]



Key

- Active Ground Floor Use Frontage

Exhibit D-2
Active Ground Floor Uses

Phasing Plan

Phase 3B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-3

Building Podium Stepback Plan

[see attached]



Key

- 7 Floor Podium Stepback
- 6 Floor Podium Stepback

Exhibit D-3
Building Podiums and Stepbacks

Phasing Plan

Phase 3B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-4

Building Setbacks Plan

[see attached]



Key





-  Service Alley Easements
-  15' Building Setback
-  10' Building Setback
-  5' Building Setback

Exhibit D-4
Building Setbacks

Phasing Plan

Phase 3B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-5

Parking, Service and Loading Dock Entrance Plan

[see attached]



Key

- █ Roadways with restrictions to parking, service, and loading entrances
- █ Buildings where parking, service and loading entrance prohibitions do not apply, subject to design review
- █ Potential 48' wide parking entrances

Exhibit D-5
Parking, Service and Loading Dock Entrances

Phasing Plan

Phase 3B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-6

Intentionally Omitted

Exhibit D-7

Open Space Guidelines

[see attached]

CENTRAL COMMON



Description

The Central Common is proposed to serve as a large-scale urban open space that will provide a diversity of uses—passive and active, open and shaded, ecological and programmed, including an approximate 2.3-acre flexible playing field area. The Central Common open space will be located at the center of the Suffolk Downs site and it is anticipated that it will establish important pedestrian and cyclist connections to the site's greater open space network.

General Character

This open space is planned to have a general character defined by:

- approximately 2.3-acre flexible playing field area
- a civic node area
- the previously-existing on-site pond, which will be enhanced with surrounding seating areas
- groves of shade trees
- walking paths and siting areas

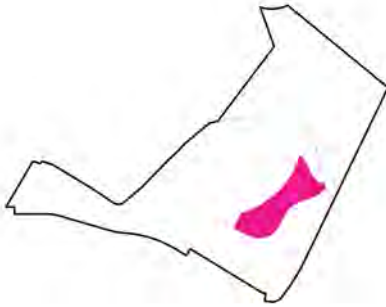
Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- active recreation areas, including a flexible open playing field area that can be used for soccer or other organized sports
- a strolling/promenade area
- outdoor exercise and free play areas
- passive recreation areas, among lawn and groves

Size

- Approximately 12 acres in Boston; additional area proposed to be constructed in Revere



ACTIVE LINEAR CORRIDOR



Description

The Active Linear Corridor is proposed to integrate active play and recreation across the center of the Suffolk Downs site and establish pedestrian connections through the middle of the site. The corridor is planned to incorporate recreational uses for all ages, from creative play spaces for children and teenagers, courts and outdoor sport facilities for older and younger adults, as well as flexible gathering spaces with a variety of social and active recreation opportunities.

General Character

This open space is planned to have a general character defined by:

- creative play spaces
- accessible pedestrian paths
- flexible use turf areas
- shade trees and spaces to sit throughout
- courts and outdoor sport facilities

Typical Uses

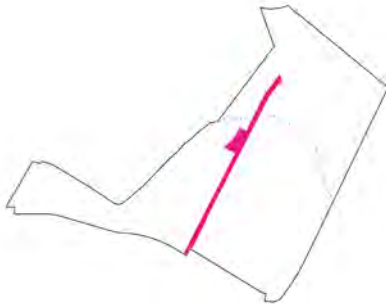
This open space will include a variety of active uses.

These are anticipated to include:

- children's playgrounds
- mounds for creative play
- grass turf areas for open play and resting
- an approximately 1-acre multi-purpose field area
- chess or other quiet social games
- basketball, tennis, and pickleball courts

Size

- Approximately 4 acres



ORIENT HEIGHTS NEIGHBORHOOD OPEN SPACE



Description

This proposed neighborhood park provides a neighborhood gathering space with access from the Suffolk Downs site and the adjacent Orient Heights neighborhood. The open space is expected to welcome neighbors to the site while anchoring the Active Linear Corridor and providing connections for pedestrians and cyclists between the new Suffolk Downs development and the existing neighborhood.

General Character

This open space is planned to have a general character defined by:

- creative play equipment
- a flexible use lawn area
- an active play court area
- walking paths and cycling tracks connected to a larger transportation network

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- a children's playground
- a basketball court or other active play court area
- a lawn area
- seating areas

Size

- Approximately 1 acre



THE GATEWAY



Description

This open space area is planned to provide active recreational space and to function in part as an extension of the Active Linear Corridor and a connection to the Central Common. These open spaces are expected to supplement other open space areas along the southern portion of the site with more small-scale recreational opportunities for everyday use.

General Character

This open space is planned to have a general character defined by:

- active play courts
- pet recreation area
- pedestrian and bicyclist connections to the larger transportation network

Typical Uses

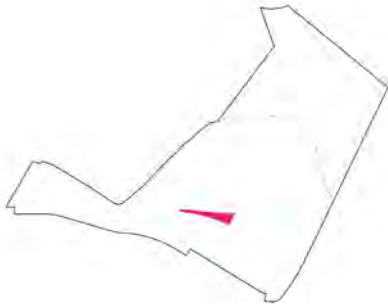
This open space will include a variety of active uses.

These are anticipated to include:

- basketball and tennis/pickleball courts
- dog park
- seating areas

Size

- Approximately 1 acre



GREEN FINGERS



Description

The Green Fingers are proposed as new linear open spaces that are planned to provide connections across neighborhoods and which contain walking and biking trails to connect residential and commercial areas to the Central Common. These open spaces are also planned to include green infrastructure that is designed to help manage stormwater and improve site resiliency.

General Character

This open space is planned to have a general character defined by:

- linear pedestrian and bicycling paths
- green infrastructure improvements
- select active recreation nodes

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- walking and biking trails
- small children's play areas
- seating areas

Size

- Approximately 2 acres

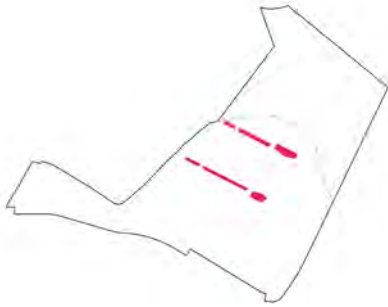


Exhibit E

List of Permitted Uses⁺²

Laboratory, Research and Development Uses

- Research and Development Uses and Scientific Laboratory Uses, including, but not limited to, basic laboratory; research laboratory or product development or prototype manufacturing or a facility devoted to the testing and analysis of scientific and applied research hypotheses through experimentation.

Office Uses

- Office Uses, including, but not limited to, agency or professional office, back office, shared office space, general office and office uses by insurance companies, cultural groups, community service organizations, banks and offices of architects, attorneys, dentists, physicians or other professional people.

Residential Uses

- Residential Uses, including, but not limited to single family homes, town homes, multi-family residential uses and senior housing, with a mix of unit types, including micro units, studios, one, two and three bedroom units and extended stay apartments.

Hotel Uses

- Hotel and Conference Center Uses, including, but not limited to, bed and breakfast; conference center; executive suites; hotel, including extended stay hotel.

Restaurant Uses

- Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishments serving or not serving alcohol and/or other place for the service or sale of food and/or drink for on-premises consumption and serving or not serving alcohol, including outdoor cafes; place for sale and consumption of food and beverages and serving or not serving alcohol providing dancing or entertainment or both; in a structure, sale over the counter, not wholly incidental to a local retail business or restaurant 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; bakery, café, coffee shop, delicatessen and/or diner and facility of public assembly.

⁺² Capitalized terms used but not defined in this Exhibit E shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

Retail, Banking, Service and Wholesale Uses

- Retail Uses, Banking and Postal Uses, Service Uses and Wholesale Uses, including, but not limited to retail or service business, including, but not limited to, store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, photocopying establishment, tailor, post office, pick-up and delivery station of laundry or dry cleaner, liquor store, tailor shop, hand laundry, store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, medication, tobacco products, clothing, dry goods, books, film, video, computer software, art, flowers, paint, hardware, and small household appliances, retail uses, including, but not limited to, department store, furniture store, general merchandise mart and accessory storage, bank (not including a drive-in window), automatic teller machine and a wholesale business.

Community and Cultural Uses

- Community Uses and Cultural Uses, including, but not limited to, childcare uses, including, but not limited to, day care center and nursery school, learning or tutoring center, community center, art use and artists' mixed-use, including, but not limited to, workshop, arts studio, art gallery (commercial or nonprofit) and exhibit space, art needle workshop, costume rental establishment, historical exhibit, musical instrument repair, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

Facility of Public Assembly Uses

- Facility of Public Assembly, such as auditorium, theater, concert hall, dance hall, drive-in theater, or stadium.

Neighborhood Health Care Uses

- Medical offices, clinic including facility for out-patient procedures, assisted living and custodial care facility.

Educational and Dormitory Uses

- Dormitory and satellite facilities for college, university, professional school, or trade school, in each case only if approved by the BPDA.

Art Uses

- The creation, manufacture, or assemblage of visual art, including two- or three-dimensional works of fine art or craft, or other fine art objects created, manufactured, or assembled for the purpose of sale, display, commission, consignment, or trade by artists or artisans; or classes held for art instruction.

Parking and Vehicular Uses

- Parking uses, including, but not limited to, parking garages; on-street parking; vehicle cleaning services, car-sharing and/or bicycle-sharing service and vehicle rental agency principally for residents, employees and visitors to the Suffolk Downs Site and surrounding neighborhoods.

Renewable Energy Uses

- Renewable energy facilities and equipment, including, but not limited to, solar panels for the generation of electricity and building integrated wind energy facilities.

Wireless Communications Equipment Uses

- Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electromagnetic communications signals.

Open Space and Recreational Uses

- Open Space Uses, including, but not limited to, open space for active or passive recreational use and public open space.

Entertainment Uses

- Entertainment Uses, including, but not limited to, theatre, bar, fitness center and/or gymnasium.

Signs

- Signs as permitted in accordance with the applicable PDA Development Plan.

Accessory and Ancillary Uses

- Accessory Uses and Ancillary Uses as defined by the Code, including, but not limited to, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; the storage of flammable liquids and gases incidental to a lawful use; permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use; storage; accessory keeping of laboratory animals; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.

Exhibit F

Suffolk Downs

Summary of Public Benefits and Project-Related Mitigation Measures

January 16, 2019

General	
Diversify and expand East Boston’s economic and job opportunities through new development with a mix of uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.	All phases of construction
Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families)	All phases of construction
Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities	All phases of construction
Invest more than \$170 million, across the entire Suffolk Downs site, in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.	All phases of construction
25% of site will be built and maintained as publicly accessible open space, with approximately 27-acres in Boston and an additional approximately 13 acres in Revere, all available to Boston residents.	All phases of construction
Convey to the City fee ownership in approximately 2.5 acres and easements in approximately 3 additional acres of key open space areas, and provide shared programming rights to the City with respect to key portions of the open space system, in each case in accordance with the Master Plan.	Following completion of construction of applicable open spaces and adjacent development parcels.
Compliance with Boston’s Inclusionary Development Policy, 13% Affordability (estimated to be up to 900 Affordable Units) (or 13% of onsite dwelling unit space as noted below).	All Buildings in Boston that include residential uses
At the request of the BPDA, provide affordable units in residential buildings that are equal to 13% of the dwelling unit floor area (instead of 13% of the number of units) to facilitate a larger number of family-friendly affordable housing units (e.g., three-bedroom units).	All phases of construction
At the request of the BPDA, provide residential units to residents having an average income equal to 70% of AMI so that some units	All phases of construction

may be provided to residents with incomes below 70% of AMI.	
Contribute [amount to be determined] toward a new East Boston Neighborhood Housing Stabilization Fund, and work with the City to direct portions of future Housing Exaction Payments (Linkage Funds) to this new East Boston Neighborhood Stabilization Fund, to help address ongoing displacement pressures in and around East Boston.	Funding in 2 equal installments, (A) 30 days after appeal period ends for discretionary Boston approvals, and (B) 30 days after appeal period ends for a building permit first building in PDA Area.
Seek infrastructure funding for the Master Project and for any funds that are actually received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, on a dollar-for-dollar (1:1) basis make additional contributions to the East Boston Housing Stabilization Fund described above.	Prior to completion of on-site infrastructure
Creation of up to 14,000 new construction jobs and 25,000 – 50,000 new permanent jobs	All phases of construction
Generate substantial economic benefits to the City of Boston through new net tax revenue.	All phases of construction
Housing and Jobs Exaction Payments (i.e. Linkage) to the City of Boston. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Development Impact Uses after the first 100,000 square feet	All Buildings in Boston that include Development Impact Uses
Create economic development opportunities for residents and businesses in East Boston by inclusion of 10% of the retail square footage in Boston to local businesses and owners with flexible lease parameters;	All phases of construction in Boston
Support local East Boston community groups by provision of a 2,500 SF as ground floor civic space to be located in a Phase 1 Building in Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
Inflow & Infiltration mitigation payments of \$9.64 per new gallon of sanitary flow added	All phases of construction: in Boston
Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, including installation of approximately 9,200 linear feet (lf) of bicycle lanes and approximately 8,100 lf of separated cycle tracks across the Master Project.	All phases of construction
Advance the City of Boston's resiliency objectives with improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding. These measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower	All phases of construction:

levels that can be used as potential flood storage areas.	
Plant over 1,500 new street trees across the entire Suffolk Downs Site	All phases of construction
Record a non-discrimination covenant prohibiting discrimination based on a person's race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual orientation, gender identity, disability or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.	Prior to commencement of construction of the first building in Boston
Grant right-of-way easements to the City of Boston with respect to specified rights-of-way in accordance with the Master Plan.	After completion of construction of all rights-of-way and adjacent development parcels
Wetlands and Waterways	
Horseshoe Pond Bank Improvements	Phase 1B Construction
**Sales Creek Culvert Daylighting	Phase 2R Construction
Vegetation Enhancement/RFA Restoration	Phases 2B, 2R, 3B, 3R, and 4R Construction
Invasive Species Management	Phase 1R Construction
**Mitigate potential temporary off-site impacts to resource areas (Bank, BVW, LUWW, RFA, LSCSF) due to interim sewer connection (partially on-site) by restoring them within the existing footprint immediately following completion of the installation.	Phase 1R Construction
Mitigate potential off-site impacts to resource areas due to traffic improvements, if necessary (See DEIR/DPIR Table 5-3).	Immediately subsequent to traffic improvements
Stormwater Management	
Construct a Stormwater Management System that will improve overall quality of storm-water runoff, includes LID, will be used for irrigation, addresses future increased storm intensity due to climate change.	All Phases of Construction: See Figure 1.1 of DPIR
Work with Massport to ensure the tide gate and culverts running under Route 1A and to Chelsea Creek have adequate capacity to convey increased anticipated flows.	Phase 2B Construction
Install a 52,000 CF underground stormwater detention facility within the proposed Chelsea Creek watershed.	Phase 4B Construction
Require all buildings within the Chelsea Creek watershed to store, reuse, or infiltrate the first 1.0 inch of rainfall.	During Construction of All Phases
Reduce overall impervious area throughout the site by >10% by reducing proposed impervious area within open spaces and increasing green roof area to 20%.	During Construction of All Phases

Open Space	
Belle Isle Square Plaza and **Beachmont Plaza	Phase 1B/1R Construction
Central Common, **Outdoor Theater	Phase 2B/2R Construction
Green Fingers, walkways along Sales Creek, Park adjacent to Orient Heights	Phase 2B/3B/3R Construction
Completion of Active Linear ParkCorridor	Phase 4B/4R Construction
Water and Wastewater	
Fund sewer inflow and infiltration mitigation (4:1 in Boston, 10:1 in Revere).	All Phases of Construction: Phased as each building permit is granted
Install dedicated wastewater bypass line connecting directly to MWRA system downstream of Caruso Pump Station to allow Boston and Revere to maintain existing capacities in their local systems and MWRA to maintain existing pumping capacity in the Caruso Pump Station.	Phase 2B/2R Construction
Redirect discharge from four off-site catch basins that currently discharge to the sewer within Waldemar Ave to the Master Plan Project dedicated storm drain system.	Phase 2B Construction
Reuse stormwater for irrigation.	Phases 1B-5B, 2R-4R Construction
TransitTransportation [Subject to Continuing Review by BTS and MassDOT]	
Conduct Engineering & Architectural Assessment of Suffolk Downs Station and Beachmont Station.	In Progress ¹
**Construct new Route 119 Bus Stop @ Stop & Shop and Turnaround on Tomasello Drive.	Completed 9/2/2018
Construct new Route 119 Bus Stops on the Suffolk Downs Site.	As Warranted by Demand
Provide privately operated on-site shuttle circulator services.	As Warranted by Demand
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site and key land use and transportation nodes (proposed connections to include connections to North Station, South Station, Chelsea Station, and the Seaport District).	As Warranted by Demand ¹
Complete code and state-of-good repair upgrades at Suffolk Downs Station and **Beachmont Station.	TBD ¹
Contribution towards transit upgrades, including potential improvements to Suffolk Downs Station and Beachmont Station.	TBD¹
Implement Transit Signal Priority at signalized locations where traffic mitigation is proposed as part of the Master Project.	In conjunction with Traffic Mitigation Improvements
**Winthrop Ave. (Route 145) at MBTA/Site Drive	Prior to completion of Phase 1R
**Bennington Street at State Road/Winthrop Ave.	Prior to completion of Phase 1R
**Bennington Street at Crescent Ave.	Prior to completion of Phase 1R
**Winthrop Avenue at Fire Station (Median break and traffic signal)	Prior to completion of Phase 1R
**Route 1A at Furlong Drive	Prior to completion of Phase 1R

Route 1A at Tomasello Drive	Prior to completion of Phase 1R
**Route 60 at Sigourney Street	Prior to completion of Phase 1R
**Route 60 at Charger Street	Prior to completion of Phase 1R
**Winthrop Avenue (Route 145) at Revere Beach Parkway (Route 16)/Harris Street	Prior to completion of Phase 1R
**Winthrop Ave. (Route 145) at North Shore Road	At 2,000,000 sf ²
**Winthrop Ave. (Route 145) at Tomasello Drive	At 2,000,000 sf ²
Route 1A at Tomasello Drive (Temporary Southbound Left Turn Signal)	At 2,000,000 sf ²
Route 1A from Boardman Street to Furlong Drive (Super Street) <u>Route 1A from Boardman Street to Furlong Drive</u> (Super Street) <u>Boston Improvements: Includes two southbound through lanes with exclusive left turn lane and 8' to 10' shoulder approaching Boardman, and northbound three through lanes and exclusive left turn lane. Left turn lanes are to be extended, and northbound right turn lane replaced with shared through and right turn lane for approximately 1,200 feet approaching Boardman. Shared use path is to be added northbound to Tomasello corridor, and from there continued to Revere Beach Parkway/ Winthrop Avenue corridor in Revere through along Tomasello. At Tomasello, signal control will be provided and southbound roadway will be widened to four lanes to allow for continuation of two through lanes and addition of two left turn lanes. Four-lane section will generally extend from "Jughandle" intersection near Boston/Revere City Line to Tomasello. Within this area, southbound shoulder will be eliminated and replaced with limited width curb offset. Northbound, three through lanes from Boardman intersection will be maintained with exclusive right turn lane added to access site.</u>	At <u>Prior to</u> 3,000,000 sf ²
**Route 60 at Bell Circle (5 Intersections)	At 3,000,000 sf ²
**Route 1A at Curtis Street <u>Boston Improvements: Include realigning Route 1A southbound to formalize exit to Bennington and Curtis areas, and providing two continuous lanes for southbound through movement, creating an island within current paved area and providing stop control at ramp/Curtis Street intersection. Movement from Curtis Street to Route 1A south will continue to be in an add-lane condition.</u>	At 3,000,000 sf ²
**Route 1A at Revere Street	At 5,500,000 sf ²
**Route 60 at Revere Street and Breed Street	At 5,500,000 sf ²
Bennington Street at Saratoga Street <u>Boston Improvements: Include installing traffic island in southwest quadrant, redirecting crosswalks for Bennington and Saratoga crossings, providing compliant curb ramp for Bennington crossing in southeast quadrant, changing lane uses on northbound Bennington approach (one right only and one through left), removing/relocating median on northerly leg of Bennington to allow three lane southbound approach (two through and one left) and one through lane northbound, and modifying signal phasing.</u>	At 5,500,000 sf ²

Day Square (Five Intersections) Boston Improvements: the Proponent will participate with a working group to conduct further study of Day Square and develop design alternatives that address stakeholder concerns.	At 5,500,000 sf ²
Brown Circle	At 5,500,000 sf ²
**Route 1/Route 16 Interchange	At 7,000,000 sf ²
**Route 16 at Garfield Ave./Webster Ave.	At 7,000,000 sf ²
Construct extensive on-site bicycle and pedestrian accommodations with connections to off-site infrastructure.	During all phases
Design and construct, or at Proponent's option fund design and construction of, extension of the East Boston Greenway from Constitution Beach to the southeast corner of the Project Site following along Bennington Street and Walleye Street, including a designated pedestrian/bicycle crossing at Bennington Street.	By Phase 3B Construction
Comprehensive Transportation Demand Management program to reduce dependency on single occupancy vehicles and promote alternative modes of transportation.	During all phases
Air Quality	
Implement traffic monitoring program.	During all phases
<i>See Transportation Measures above for Mobile Source GHG Mitigation.</i>	
GHG Emissions	
Prepare schematic designs and cost estimates of a 200,000 square foot multi-residential building for both a preferred/planned design and a Passive House design.	Phase 1R Design
All townhouses (22 total) will be Passive House- and/or E+ (Energy Positive) equivalent.	Phase 1B and 2B Construction
Construct one (1) Passive House (or equivalent) Demonstration Project of a minimum 50,000 square foot multi-family residential building.	Phase 2B Construction
All single-family homes along Waldemar Avenue (12 total) will be Passive House- and/or E+ equivalent.	By Phase 3B Construction
Construct buildings to achieve energy usage savings as compared to current energy code requirements (9 th Edition) of at least 10% in all Phase 1 buildings, with increased savings in subsequent Phases to meet the following levels of energy savings at full build-out: <ul style="list-style-type: none"> • 5% of Buildings greater than 50% • 35% of Buildings 30%-50% • 55% of Buildings 18%-30% • 5% of Buildings 10%-18% 	During Construction of All Phases
Construct all buildings to be Solar Ready.	During Construction of All Phases
Install a minimum of 2 MW of solar PV on building rooftops providing	During Construction of All Phases
Design all buildings to meet LEED certifiable standards as follows:	During Construction of All Phases

<ul style="list-style-type: none"> • Minimum of 5% LEED Platinum • Minimum of 75% LEED Gold • Maximum of 20% LEED Silver 	as provided in Development Plans
Designate preferred parking spaces for alternative-fuel vehicles.	All Phases
<i>See Transportation Measures for Mobile Source Air Quality Mitigation.</i>	
Climate Change Resiliency	
Facilitate a feasibility study for regional flood protection (Bennington Street berm)	TBD, Prior to Phase 4 Design
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 2B and 2R Construction
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 3B and 3R Construction
Facilitate installation of tide gate at eastern limits of Suffolk Downs Site.	Prior to Phase 4R Construction
Design Alfred H. Long (Bennington Street) Pump Station Upgrades. (Proponent to participate in cost sharing)	Phase 4R Design
Facilitate upgrade of Alfred H. Long (Bennington Street) Pump Station from 300 cubic feet per second (cfs) to 600 cfs.	Prior to Phase 4B Construction
Target at-grade first floor elevations of 20.5 feet BCB for non-critical buildings and 21.5 feet BCB for critical buildings, infrastructure and ground floor residential space, per BPDA guidance, to provide 1 to 2 feet of freeboard above the projected 2070 BFE.	All Design Phases
Where FFEs of at least 20.5 feet are not feasible, implement alternative flood protection measures (e.g. specifying dry floodproofing materials, designing with the ability to add temporary flood barriers to building openings, and limiting first floor uses to non-residential).	All Design Phases
Select paving materials with less heat absorbing capacity and a high Solar Reflective Index to offset the effects of increasingly hot summers.	All Design Phases
Specify operable windows for residential buildings and considering them for hotel and office buildings.	All Design Phases
Use a 95°F peak day for sizing of building mechanical systems.	All Design Phases
Plant robust tree canopy within Central Common, other open space areas and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	All Construction Phases
Historic Resources	
Develop a historic mitigation plan to be implemented as part of the Master Project.	Phase 1B Design
Undertake inventory to identify race track elements for salvage and reuse within the on-site open space system and/or donated to local museums.	Prior to Phase 1B Construction
Inventory and gather photographs, documents, paintings, and other	Prior to Phase 1B Construction

collected horse racing memorabilia for potential inclusion on site and/or donated to local museums.	
Develop and install an Interpretive Exhibit to be incorporated in a select area of the open space system.	Phase 2B Construction
Construction Period	
Develop a draft Construction Management Plan (CMP) for the Master Plan Project based on conceptual construction logistics scenario for each phase (see DEIR/DPIR Appendix G).	At time of DEIR/DPIR filing (Complete)
Prepare CMPs for each phase to address temporary construction-related impacts detailing overall construction schedule, work hours, number of construction workers, worker transportation and parking, and number of construction vehicles and routes.	Prior to Each Phase of Construction

¹ Based on proposed service and implementation timing.

² For all traffic improvements scheduled at a specific square footage, improvements must be completed prior to first Certificate of Occupancy after indicated square footage threshold.

** Revere-only mitigation items

As used in this Exhibit F, references to Phases 1B, 2B, 3B, 4B and 5B are to the five Phases of the Master Project, i.e., the Phase 1 Project, the Phase 2 Project, the Phase 3 Project, the Phase 4 Project and the Phase 5 Project, respectively, and references to Phases 1R, 2R, 3R and 4R are to phases 1 through 4 of the redevelopment of the Revere portion of the Suffolk Downs Site.

Summary report:
Litéra® Change-Pro TDC 10.1.0.700 Document comparison done on
9/16/2019 1:48:54 PM

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Intelligent Table Comparison: Active	
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Modified DMS: iw://USDMS.PIPER.ROOT.LOCAL/EAST/169236791/4	
Changes:	
<u>Add</u>	128
Delete	43
Move From	1
<u>Move To</u>	1
<u>Table Insert</u>	9
Table Delete	1
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	183

Attachment 5

PDA Development Plan Phase 4 Redline

**BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**PHASE 4 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development Plan. In accordance with Section 3-1A, Sections 53-44 through 53-49, and Article 80C of the Boston Zoning Code (as in effect on the date hereof, the “Code”) and that certain Master Plan for Planned Development Area No. [___] (the “Master Plan”) for the proposed redevelopment of the East Boston portion (the “Master Plan PDA Area”) of the approximately 161-acre Suffolk Downs site (the “Suffolk Downs Site”) located at 525 McClellan Highway in East Boston and Revere (the “Master Project”), this plan (this “Development Plan”) sets forth information on the fourth phase (the “Phase 4 Project”) of the redevelopment of approximately 1,073,100 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “Phase 4 Site”). This Development Plan sets forth the Phase 4 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 4 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (Large Project Review). A joint Expanded Project Notification Form and Expanded Environmental Notification Form for the Master Project was filed with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “BPDA”) on November 30, 2017. The BPDA issued a Scoping Determination for the Master Project (including the Phase 4 Project) under Section 80B of the Code on February 21, 2018. A joint Draft Project Impact Report and Draft Environmental Impact Report for the Master Project (including the Phase 4 Project) was subsequently filed with the BPDA on October 1, 2018. On February 12, 2019, the BPDA issued a request for the Proponent to file a Supplemental Information Document, and on May 1, 2019 the Proponent filed a Supplemental Information Document in response to this request. The BPDA issued a Request for Additional Information on August 22, 2019, and on September 16, 2019 the Proponent filed an Additional Information Document in response to the request. A Preliminary Adequacy Determination waiving the requirement for a Final Project Impact Report was issued by the BPDA on _____, 2019. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 4 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [] ([]) pages of text and Exhibits **A-F**. All references to this Development Plan contained herein shall pertain only to such [] ([]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 4 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 4 Project as described in this Development Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 4 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development Plan is The McClellan Highway Development Company, LLC, a Delaware limited liability company (collectively with its affiliates and their respective successors and assigns, the “**Proponent**”). The Proponent is an affiliate of The HYM Investment Group, LLC and is the current owner of the Phase 4 Site, as well as the entire Master Project and Suffolk Downs Site.

The Proponent is a privately held Delaware limited liability company that is qualified to do business in Massachusetts and that has filed a Statement of Beneficial Interests with the BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 24.6-acre Phase 4 Site is located within the larger (approximately 161-acre) Suffolk Downs Site along the portion of the boundary abutting the adjacent tank farm property to the west and bordered by Waldemar Avenue to the south. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely within the Suffolk Downs Economic Development Area (the “**Subdistrict**”) of the East Boston Neighborhood District, which is governed by Article 53 of the Code. Section 53-44 of the Code identifies the Master Plan PDA Area (including the Phase 4 Site) as a location for a potential Planned Development Area. The Code also identifies the Suffolk Downs Economic Development Area as a Special Study Overlay Area. As noted above, the land within the Phase 4 Site is currently owned by the Proponent. In connection with the development of the Phase 4 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 4 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere presently includes an underutilized race track, a vacant administration building, a clubhouse and associated maintenance buildings, a grandstand, surface parking, and horse barns (which are dilapidated and unsuitable for further use). The Phase 4 Site presently includes portions of Tomasello Drive, other paved driveways, and surface parking areas.

The Master Plan PDA Area borders the Orient Heights residential neighborhood to the south. As set forth in the Master Plan, a portion of the Master Plan PDA Area has been designated as the Orient Heights Transition Zone and is subject to special restrictions for the

protection of the Orient Heights neighborhood. A portion of the Phase 4 Site is located within the Orient Heights Transition Zone as shown on Exhibit C.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 4 Project is the fourth phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, as well as enhancements to the wetland buffer along the western side of Tomasello Drive and the buildout of additional segments of the Green Finger open spaces and other pedestrian-friendly publicly-accessible open spaces that will serve as passive green pedestrian corridors and provide improved resiliency and stormwater management capabilities. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs Massachusetts Bay Transportation Authority (“**MBTA**”) Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, and through development of improved connections to adjacent neighborhoods of East Boston and Revere throughout the Suffolk Downs Site, including pedestrian and bicycle pathways within the new open space system and street network. The Proponent will also incorporate forward-thinking resiliency strategies intended to address future sea level rise and other impacts of climate change. The Phase 4 Project is planned to be the fourth phase of redeveloping the Master Plan PDA Area to create a vibrant, mixed-use transit-oriented community that will offer an active, lively, and appropriate mix of uses (including office, lab, hotel, retail, residential, parking, and other uses), connected and supported by new publicly accessible open space and civic spaces. This will include development of the fourth Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas. Approximately 175,000 square feet (about 4 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 4 Project. A Site Plan for the Phase 4 Project is attached as Exhibit C.

The Phase 4 Project consists of ten (10) buildings (B10-11, B27-29, B31-32, B35, B39 and BR01), one of which is located in both Boston and Revere (BR01), plus an additional ~~eight~~seven (87) single family homes (~~two groups~~one group of four (4) homes designated SF02 and one group of three (3) homes designated SF03, respectively). Subject to changes permitted by this Development Plan, the Phase 4 Project shall contain a total of approximately 3,183,000 square feet of Gross Floor Area, of which approximately 2,047,000 square feet at full build-out shall be used for Residential Uses and approximately 1,136,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in Exhibit D, and uses accessory thereto. The architectural design of the Phase 4 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 4 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking 21st century live-work-play neighborhood. The architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA’s design review. Buildings within the Phase 4 Project may be constructed in any order. Final plans and

specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 4 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, “Building Height” shall exclude roof structures, decks, penthouses and equipment that may be located on the roof of the Phase 4 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. “Gross Floor Area” shall have the meaning set forth in Article 2A of the Code. Above-grade parking and loading areas consistent with the final construction plans approved by the BPDA shall be required parking and excluded in the calculation of FAR.

In addition, the Phase 4 Project’s development will be subject to the following additional dimensional requirements and urban design parameters:

- a. Rights-of-Way. A conceptual plan of proposed rights-of-way within the PDA Area is shown on **Exhibit C-1** to the Master Plan. Right-of-way easements will be granted to the City of Boston, after the completion of construction of all rights-of-way and the adjacent development parcels within the Master Project, with respect to rights-of-way as shown on such plan, including with respect to rights-of-way within the Phase 4 Project. All rights-of-way will be maintained by a Suffolk Downs building owner’s association (“**SDOA**”) funded by contributions from individual building owners.
- b. Active Ground Floor Uses. A minimum of 75% of the ground floor storefronts along rights-of-way identified on **Exhibit D-2** shall be for space occupied by Active Ground Floor Uses.
- c. Building Podiums and Stepbacks. A plan identifying podium stepback zones is shown on **Exhibit D-3** attached hereto. As reflected on such plan, building stepbacks shall be required along certain building frontages along future public rights-of-way, above a podium that shall not exceed six (6) stories in the areas identified for six (6) story podiums, and shall not exceed seven (7) stories in the areas identified for seven (7) story podiums, on **Exhibit D-3**. Such stepbacks shall be a minimum of five (5) feet, except that, for up to twenty percent (20%) of the total linear footage where stepbacks would be required within the Phase 4 Project, the BPDA may grant an exemption from such stepback requirements pursuant to Section 15 below.
- d. Minimum Distance Between Building Towers. The minimum distance between any two building components containing occupiable space, which building components rise above a building podium, shall be fifty (50) feet.

- e. *Building Setbacks.* Buildings shall comply with the minimum building setback zones for five (5), ten (10) and fifteen (15) foot setback areas, measured from the boundary of the adjacent right-of-way, in the locations shown on **Exhibit D-4** attached hereto. For purposes of measuring a building's setback, minor encroachments such as awnings, building cornices, flagpoles, and signage shall be disregarded.

- f. *Parking, Service and Loading Dock Entrances.* A plan identifying rights-of-way where parking, service and loading dock entrances are prohibited is shown on **Exhibit D-5** attached hereto. For each building, the total width of each curb cut for parking entrances shall not exceed twenty four (24) feet, and the total width of each curb cut for service and loading dock entrances shall not exceed twenty four (24) feet, except that for the specific buildings identified on **Exhibit D-5** as buildings where larger curb cuts are permitted, curb cuts for parking entrances may be up to forty eight (48) feet in width.

- g. *Maximum Horizontal Building Wall.* The maximum horizontal length for uninterrupted building walls within the Phase 4 Project shall be (x) 275 feet for buildings where such building's primary use is commercial and (y) 410 feet for buildings where such building's primary use is residential.

Any variations from the above dimensional requirements and urban design parameters shall require BPDA approval pursuant to Section 15 below.

The dimensional or design requirements of the Code (including without limitation the provisions set out in Sections 53-51.2, 53-52, 53-53, 53-54, 53-55 and 53-56 of the Code) shall not be applicable to the Phase 4 Project and the Phase 4 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 4 Project.

5. Proposed Uses of the Phase 4 Site. Except as set forth below for the portion of the Phase 4 Site located within the Orient Heights Transition Zone, allowed uses within the Phase 4 Site shall include the following uses, each as more particularly defined on **Exhibit E** attached hereto: Residential Uses; Laboratory, Research and Development Uses; Office Uses; Hotel Uses; Restaurant Uses; Retail, Banking, Service and Wholesale Uses; Neighborhood Health Care Uses; if approved by the BPDA, Educational and Dormitory Uses; Community and Cultural Uses; Facility of Public Assembly Uses; Parking and Vehicular Uses; Art Uses; Open Space and Recreational Uses; Entertainment Uses; Renewable Energy Uses; Wireless Communications Equipment Uses; Signs; and Accessory and Ancillary Uses (collectively, the "**Permitted Uses**"). Except for the portion of the Phase 4 Site located within the Orient Heights Transition Zone, and subject to or consistent with the table in **Exhibit D**, all of the Permitted Uses shall be allowed within and throughout the Phase 4 Site.

The portion of the Phase 4 Site located within the Orient Heights Transition Zone may be used only for Residential Uses, Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking), Open Space and Recreational Uses and uses accessory thereto.

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 4 Project, including at the enhancements to the wetland buffer along the western side of Tomasello Drive and the additional segments of the Green Fingers. Approximately 175,000 square feet (about 4 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 4 Project, including the open space areas shown on Exhibit C and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or ~~an association of property owners of the Suffolk Downs Site or portions thereof~~the SDOA, as public open space, and all open spaces will be developed in accordance with the open space guidelines attached hereto as Exhibit D-7. The Phase 4 Project's open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 4 Project and the Phase 4 Site and are superseded by this Development Plan. Once completed, open space areas will be maintained by the owners of adjacent buildings or by the SDOA, in perpetuity, and maintenance obligations for open space areas owned by the City of Boston shall be governed by the applicable maintenance agreement entered into respecting each such open space area.

7. Transportation. The Phase 4 Project will involve the construction of the fourth phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 4 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. The streets and sidewalks within the Suffolk Downs Site shall be constructed to comply with a single standard that is generally consistent with the City of Boston's Complete Streets standards and requirements, including requirements for accessibility and bicycle lanes, and the City of Revere's Complete Streets Guidelines. The Phase 4 Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. At the Proponent's request, the BPDA may approve changes in the location of the proposed roadways and bicycle and pedestrian paths provided that such changes are consistent with the character of Phase 4 Project and the Master Project.

~~The Draft Project Impact Report~~Exhibit F sets forth a proposed program of traffic mitigation and transportation improvements to be implemented within Boston (including traffic mitigation and transportation improvements to be implemented within Boston in connection with the Phase 4 Project) and identifies additional traffic mitigation and transportation improvements to be implemented in Revere in connection with the Master Project, including extensive roadway improvements to ~~Route 1A and other~~various roadways, a robust traffic demand mitigation program, shuttle bus service ~~within the Suffolk Downs Site~~ serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, and bike-sharing facilities, all to be provided as

part of the Master Project. The Proponent shall work with the City of Boston, the Massachusetts Department of Transportation, the Massachusetts Department of Conservation and Recreation, and the City of Revere to finalize the details of the traffic mitigation and transportation improvements to be implemented in connection with the Phase 4 Project. Pursuant to the Master Transportation ~~Improvement~~Access Plan Agreement (“TAPA”) to be entered into by the Proponent and the Boston Transportation Department (“BTD”) with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 4 Project, the owner of the applicable building shall enter into a ~~Transportation Access Plan Agreement~~TAPA for such building with the BTD specifying the traffic mitigation and transportation improvements required for such building. The Master TAPA shall require the Proponent to provide annual monitoring including traffic monitoring, transit ridership and occupancy monitoring as appropriate for assessing traffic and transit impacts of the Phase 4 Project.

If the amount of traffic generated by the ~~Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report to occur upon full build-out,~~buildings in the Phase 5 Project and the Revere phase 5 development exceeds [26,400] new average daily trips, then the Proponent shall work with the City of Boston to implement additional traffic demand management efforts to reduce the amount of traffic to the projected level.¹

Right-of-way easements will be granted to the City of Boston, after the completion of the construction of each applicable right-of-way and the adjacent development parcels, in accordance with the Master Plan.

8. Proposed Parking and Loading. As currently contemplated, the Phase 4 Project’s parking garages will include capacity for the parking of up to 2,181 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. ~~The Phase 4~~

The parking proposed for the Phase 4 Project has been determined based on similar TOD sites situated in urban contexts similar to the Phase 4 Site. The following parking ratios have been used to determine the amount of parking to be provided for development in the PDA Area:

> Office: 1.0 spaces per 1,000 SF

> Lab: 1.0 spaces per 1,000 SF

> Residential: 0.5 to 1 space per unit, with an overall maximum of 0.75 spaces per unit

> Hotel: 0.5 spaces per room

¹ Final numbers adjusted to account for mitigation measures are to be confirmed upon completion of the CTPS traffic analysis.

> Retail: 0.5 spaces per 1,000 SF

The Proponent has committed to monitor parking data over the build-out of the Master Project, and review the data with the BPDA prior to the commencement of each Phase after Phase 4, with the goal of adjusting/reducing the number of parking spaces in future phases, as warranted. The Proponent will also be utilizing shared parking concepts to reduce the actual number of parking spaces built and will closely monitor parking demand with the goal of reducing further the number of parking spaces in future construction phases, as warranted. Parking and loading demand and requirements may be satisfied, including for interim parking needs, through the construction of new parking facilities, use of existing surface parking lots, use of shared parking facilities, and the reservation of designated land areas for construction of future parking spaces on an as-needed basis.

The Phase 4 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 4 Project and the Phase 4 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 4 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 4 Project includes the development of approximately 2,047,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent intends to set aside 13% of the total number of units (or, at the BPDA's election as set forth below, 13% of the square feet of dwelling unit space) as affordable units under the Mayor's Inclusionary Development Policy housing program under the Mayor's Order Relative of Inclusionary Development dated December 9, 2015 (the "IDP"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

In addition, the Proponent has made the following commitments respecting affordable housing offsite in East Boston:

a. Under the IDP, the focus has been on providing a set percentage of the total units onsite and having these units be comparable in type and size to the market rate

units. As a result, a significant percentage of units created under IDP are studios and one-bedroom units. Notwithstanding the above, to increase the provision of large family-friendly units (e.g., three-bedroom units), at the discretion of the BPDA, the Proponent is willing to set aside 13% of the total square footage of all dwelling units within the PDA Area, including both for sale and rental units, as affordable units under the IDP, rather than a set percentage of the total number of dwelling units within the PDA Area, in order to facilitate the provision of larger affordable units.

- b. At the discretion of the BPDA, the Proponent has agreed to provide the on-site affordable rental units at an average of 70% of Area Median Income (“AMI”), instead of providing all such units at 70% of AMI. The maximum AMI of any individual affordable unit would be no more than 80% of AMI. This change from what is typical practice under the IDP is allowed in this area of the City and will assure that residents with incomes below 70% of AMI can be served and can access housing at Suffolk Downs.
- c. The Proponent has agreed to provide a contribution of [AMOUNT TO BE DETERMINED] toward a housing stabilization fund, which fund will be utilized to assist East Boston-based nonprofits in their efforts to purchase and then impose income restrictions on existing market-rate housing units. This fund is intended to address ongoing displacement pressures in and around East Boston, and to be similar to funding from the City's Acquisition Opportunity Program. This contribution will be funded in two equal installments, with the first installment due thirty (30) days after the date that the appeal period ends (without appeals having been filed) for all discretionary Boston approvals for the Master Project, and the second installment due thirty (30) days after the appeal period ends (without appeals having been filed) for a building permit for the construction of the first building in the PDA Area.
- d. The Master Project is a Development Impact Project that will trigger the payment of substantial Housing Exaction payments, which the BPDA and City of Boston intend to utilize, working with East Boston-based nonprofits, to seek to facilitate their efforts to create, or cause to be created, housing units for occupancy exclusively by low and moderate income residents of East Boston. If requested by the City, the Proponent will make linkage payments for each building when a building permit is issued rather than over seven years as allowed by the Code, applying a discount rate in accordance with customary City practices.
- e. In cooperation with City and Commonwealth officials, the Proponent has agreed to seek infrastructure funding (e.g., grants, bond funding and/or other incentive programs) for the extensive roadway and infrastructure work required in connection with the Master Project. For any such funds that are received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, rather than keeping the net financial benefits thereof the

[Proponent will on a dollar-for-dollar \(1:1\) basis make additional contributions to the housing stabilization fund described above.](#)

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 4 Project, the Non-Discrimination Covenant required by the Master Plan shall have been recorded.

11. Green Buildings. The Phase 4 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having upon completion of the Phase 1 through Phase 4 Projects, at least 70% of the buildings developed in such phases (collectively) satisfy ~~the~~ requirements for a minimum LEEDv4 Gold rating, with the other buildings satisfying the requirements for a minimum LEEDv4 Silver rating.

12. Signage. The signage program for the Phase 4 Project shall be subject to design review by the BPDA, and any “Sign” that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 4 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 4 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of uses, connected and supported by new open space, neighborhood retail and civic spaces. In line with the City of Boston’s priorities noted in the City’s *Housing a Changing City Boston 2030* plan, the Phase 4 Project shall also provide a material increase in housing units. [A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 4 Project, is attached as Exhibit F.](#) Among its many other anticipated benefits, the Phase 4 Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston residents.
- b. Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families), including a substantial number of affordable units in support of the City of Boston’s Inclusionary Housing Program.
- c. Revitalize and energize the aesthetic character of the Phase 4 Site, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals,

farmers markets, and community events, as well as exercise and other recreational activities.

- d. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Phase 1 through Phase 4 Projects (collectively) to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Gross Floor Area of Development Impact Uses, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.
- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- i. Develop improved connections to adjacent neighborhoods of East Boston and Revere, including pedestrian and bicycle pathways within the new open space system and street network.
- j. Improve local and regional transportation infrastructure and services through the fourth phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections and related infrastructure, including significant improvements to Route 1A, to be constructed as part of the Master Project, as well as a robust traffic demand mitigation program, shuttle bus service within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.

- k. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by exceeding the requirements of Article 37 of the Code, with building design criteria meeting or surpassing LEEDv4 Silver rating for all Phase 4 Project buildings and meeting the standards for LEEDv4 Gold for at least 70% of the Phase 1 through Phase 4 Project buildings (collectively).
- l. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by constructing all townhouses and single family homes to be Passive House- and/or E+-equivalent,
- m. Advance the City of Boston’s resiliency objectives with building and site improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding, including the potential impacts of extreme precipitation events due to climate change and coastal flooding due to sea level rise. These resiliency measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.

~~A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 4 Project, is attached as **Exhibit F**.~~

15. Development Review Procedures. The Phase 4 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as **Exhibit D**. The design of the individual buildings and open spaces will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and further review by the BPDA of the schematic design, design development and construction drawings, pursuant to the BPDA’s Development Review Guidelines and Article 80B of the Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 4 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,
- b. following the pre-submission meeting, the Proponent shall submit a building or open space, as applicable, design review package for the applicable portion of the Phase 4 Project, which shall contain, as applicable:
 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,

(ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,

(iii) the most recent traffic monitoring reports for traffic generated by the Master Project,

(iv) a LEED checklist for each building,

(v) drainage plans,

(vi) updated information regarding relevant utility infrastructure,

(vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,

(viii) a construction management plan regarding construction period impacts, **and**

~~(vix)~~ [a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish, and](#)

[\(x\) proposed variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any.](#)

- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the “IAG”),
- d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent’s website,
- e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
- f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
- g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and

- h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code, and the BPDA may approve requested variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any, after review by the IAG and the Boston Civic Design Commission.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 4 Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of the Phase 4 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 4 Project for the Phase 4 Site. This Development Plan is consistent with the Master Plan and is therefore presumed to be compliant and consistent with underlying zoning and all other provisions of the Code to the extent that such requirements have been addressed in this Development Plan.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency or Partial Certification of Consistency confirms consistency of each applicable element of the Phase 4 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 4 Project, new legal lots may be created and one or more may be leased or conveyed to be in separate ownership. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 4 Site as a whole and not to each individual lot, and each separate building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of Consistency has been issued, or the right to construct any other building contemplated by this Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 4 Site may seek amendment of this Development Plan only as to such lot in accordance with the procedures prescribed by the Code without the consent of any other owner of land within the Phase 4 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 4 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed Master Project, and in light of the various reviews necessary to secure all required permits and approvals, the Proponent may seek to make modifications to the buildings and site improvements included in the Phase 4 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan,

provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 4 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Development Plan, no increase in the Building Height or Gross Floor Area of any buildings located within the Orient Heights Transition Zone may be made, and no building in the Orient Heights Transition Zone may be moved closer to the southern boundary of the Phase 4 Site than the distance shown on **Exhibit C**, without an amendment of this Development Plan and the Master Plan.

Exhibit A

Legal Description of Phase 4 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 4B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 4B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the northerly sideline of Waldemar Avenue, thence running;

- | | |
|-----------------|--|
| N 08° 15' 28" E | 430.02 feet to a point on the city line between Boston and Revere at land now or formerly of TOSCO Terminal Company, said last course being over and upon Sterling Suffolk Racecourse, LLC, thence turning and running; |
| N 49° 33' 19" E | 263.74 feet to a point, said last course being by land now or formerly of TOSCO Terminal Company, thence turning and running; |
| N 44° 12' 04" E | 473.63 feet to a point, said last course being by land in part now or formerly of TOSCO Terminal Company and now or formerly of Cargill, Inc., thence turning and running; |
| N 47° 38' 04" E | 169.84 feet to a point, said last course being along the city line between Boston and Revere and by land now or formerly of Cargill, Inc., thence turning and running; |
| N 41° 59' 00" E | 112.90 feet to a point, thence turning and running; |
| N 50° 20' 34" E | 426.66 feet to a point, said last two courses being along the city line between Boston and Revere and by land now or formerly of Cedar-Revere LLC, thence turning and running; |
| N 78° 09' 14" E | 156.00 feet to a point, being along the city line between Boston and Revere and by land in part now or formerly of Cedar-Revere, LLC and over and upon now or formerly Sterling Suffolk Racecourse, LLC, thence turning and running; |
| N 89° 49' 19" E | 74.99 feet to a point, thence turning and running; |
| N 83° 20' 52" E | 190.40 feet to a point, thence turning and running; |
| N 78° 35' 32" E | 238.02 feet to a point, said last 3 courses being by the city line between Boston and Revere and over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running; |

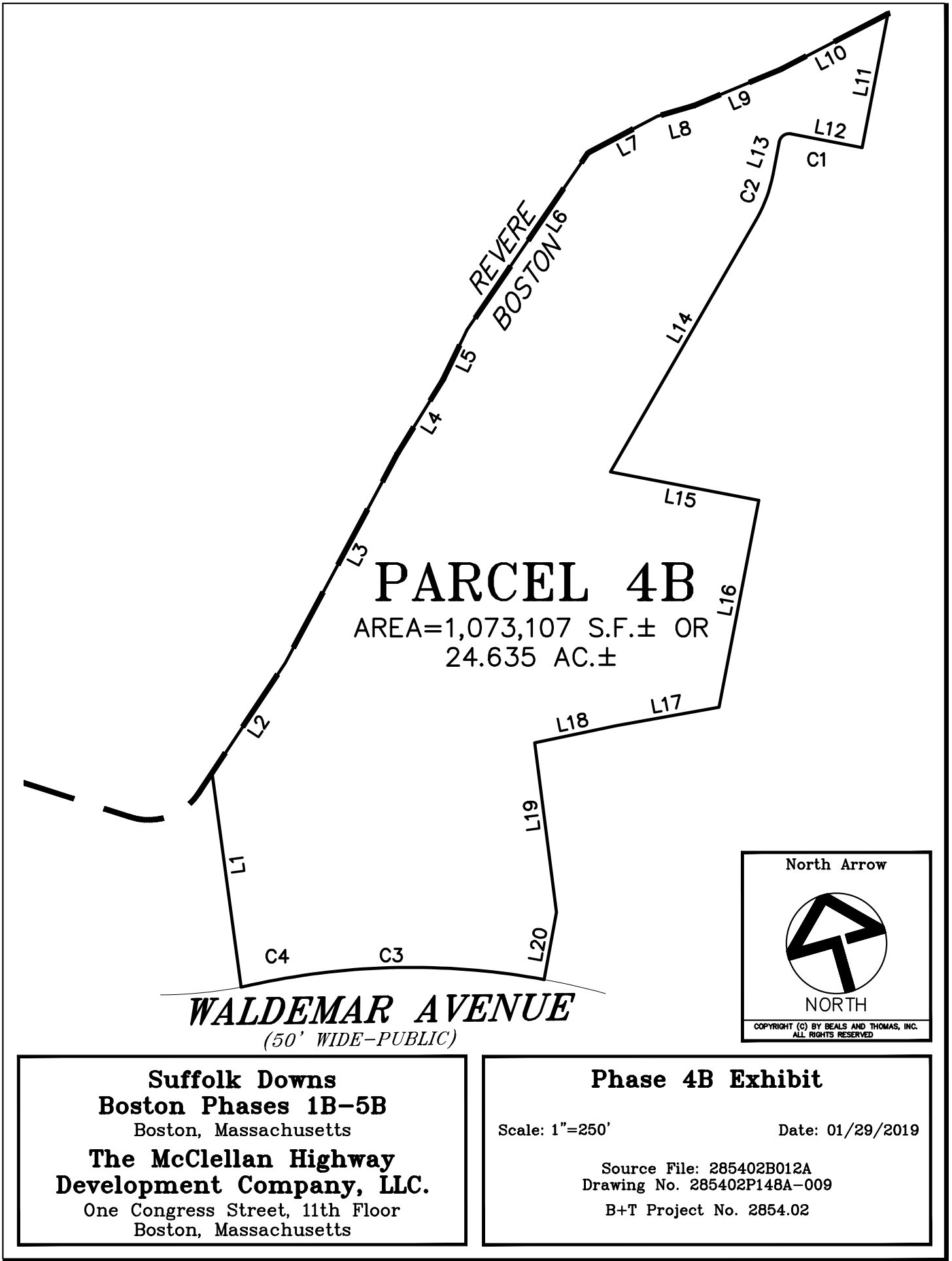
S 26° 51' 41" W	271.08 feet to a point, thence turning and running;
N 63° 08' 19" W	144.21 feet to a point, thence turning and running;
SOUTHERLY	31.42 feet by a curve to the left with a radius of 20.00 feet, thence turning and running;
S 26° 51' 41" W	64.35 feet to a point, thence turning and running;
SOUTHERLY	100.33 feet to a curve to the right with a radius of 300.00 feet, thence turning and running;
S 46° 01' 22" W	578.25 feet to a point, thence turning and running;
S 63° 08' 34" E	300.64 feet to a point, thence turning and running;
S 26° 51' 26" W	419.42 feet to a point, thence turning and running;
N 84° 14' 17" W	207.69 feet to a point, thence turning and running;
N 85° 51' 49" W	166.15 feet to a point, thence turning and running;
S 08° 42' 59" W	340.13 feet to a point, thence turning and running;
S 26° 24' 34" W	136.13 feet to a point on the northerly sideline of Waldemar Avenue, said last 12 courses being over and upon land of Sterling Suffolk Racecourse, LLC. thence turning and running;
WESTERLY	586.59 feet by a non-tangent curve to the left with a radius of 1465.00 feet to a point, thence turning and running;
WESTERLY	21.10 feet by a curve to the left with a radius of 828.45 feet to the point of beginning, said last 2 courses being by the northerly sideline of Waldemar Avenue.

Containing 1,073,107 square feet more or less, or 24.635 acres, more or less.

Exhibit B

Depiction of Phase 4 Site

[see attached]



Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts

**The McClellan Highway
 Development Company, LLC.**
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 4B Exhibit

Scale: 1"=250' Date: 01/29/2019

Source File: 285402B012A
 Drawing No. 285402P148A-009
 B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N8° 15' 28"E	430.02
L2	N49° 33' 19"E	263.74
L3	N44° 12' 04"E	473.63
L4	N47° 38' 04"E	169.84
L5	N41° 59' 00"E	112.90
L6	N50° 20' 34"E	426.66
L7	N78° 09' 14"E	156.00
L8	N89° 49' 19"E	74.99
L9	N83° 20' 52"E	190.40
L10	N78° 35' 32"E	238.02
L11	S26° 51' 41"W	271.08
L12	N63° 08' 19"W	144.21
L13	S26° 51' 41"W	64.35
L14	S46° 01' 22"W	578.25
L15	S63° 08' 34"E	300.64
L16	S26° 51' 26"W	419.42
L17	N84° 14' 17"W	207.69
L18	N85° 51' 49"W	166.15
L19	S8° 42' 59"W	340.13
L20	S26° 24' 34"W	136.13

Curve Table			
Curve #	Length	Radius	Delta
C1	31.42	20.00	90°00'00"
C2	100.33	300.00	19°09'41"
C3	586.59	1465.00	22°56'28"
C4	21.10	828.45	1°27'33"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 4B Exhibit
Line & Curve Tables
 Scale: 1"=250' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-010
 B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]



Key

--- Orient Heights Transition Zone

B10:	184,589 sf
B11:	216,750 sf
B27:	322,180 sf
B28:	548,261 sf
B29:	546,054 sf
B31:	195,363 sf
B32:	364,879 sf
B35:	335,039 sf
B39:	338,553 sf
SF02:	16,672 sf
SF03:	16,672 sf
BR01:	98,169 sf

Phase 4B Residential **2,046,540 sf**

Phase 4B Non-Residential **1,136,640 sf**

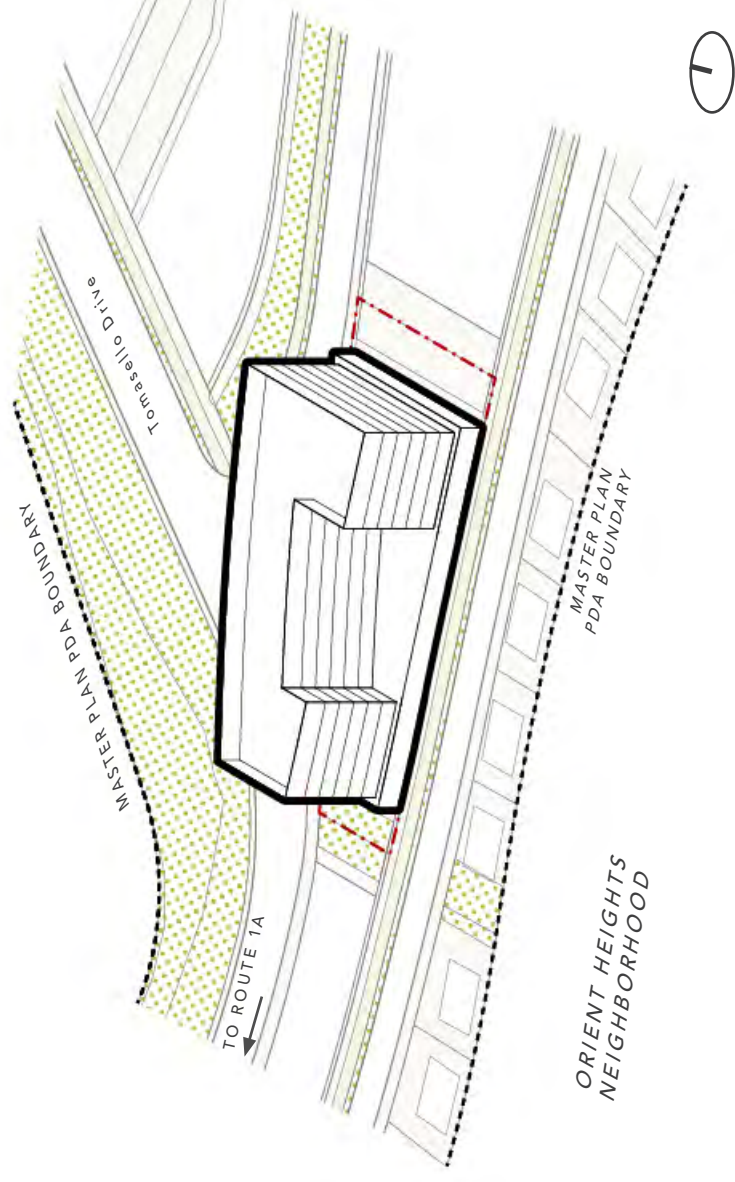
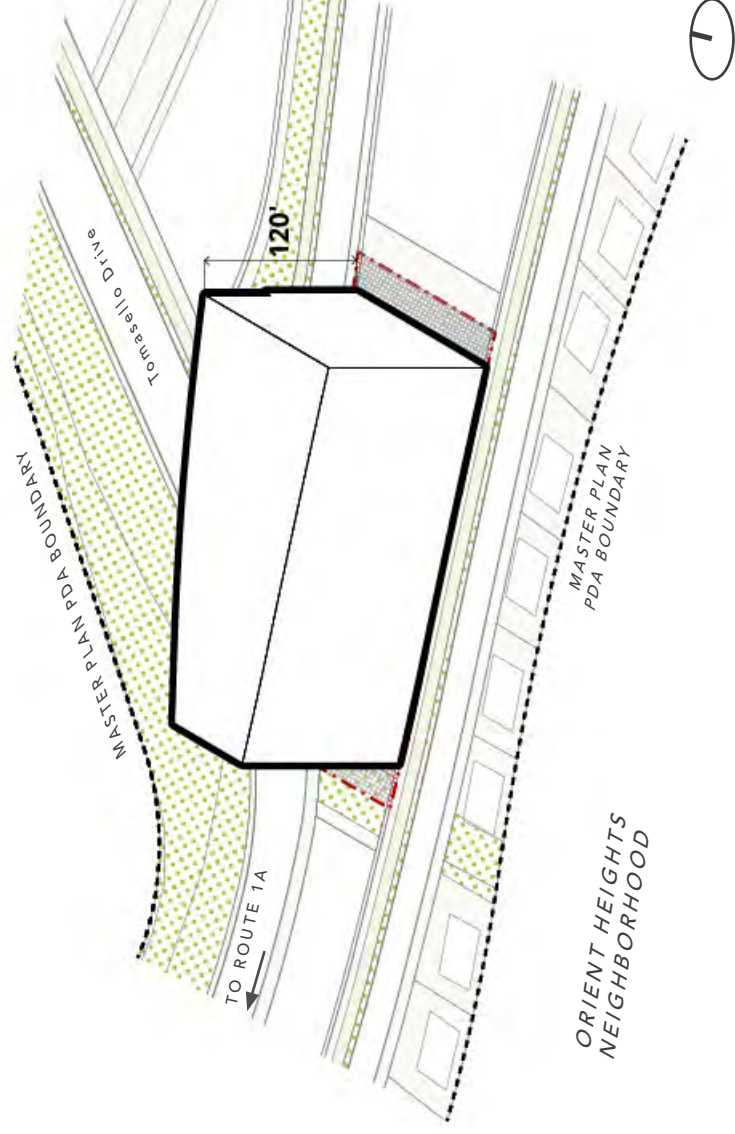
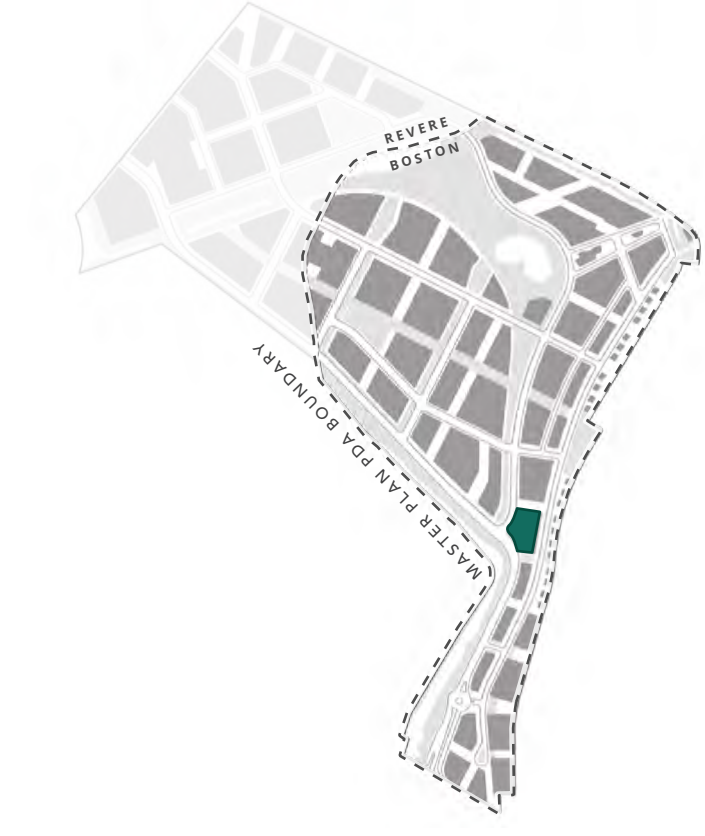
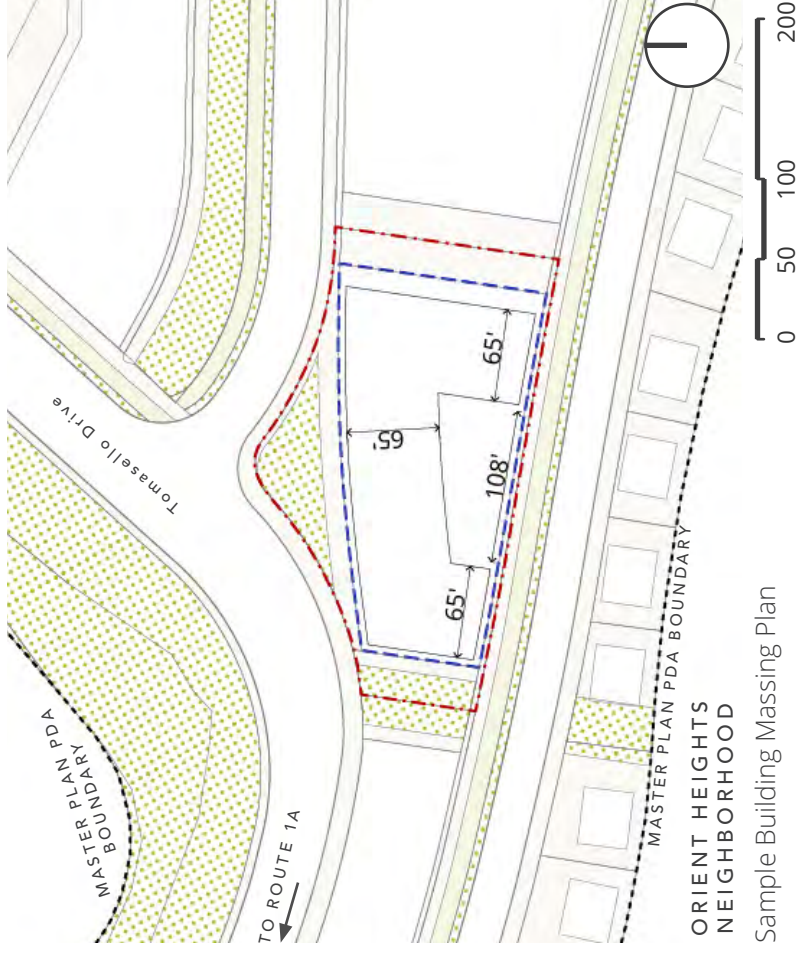
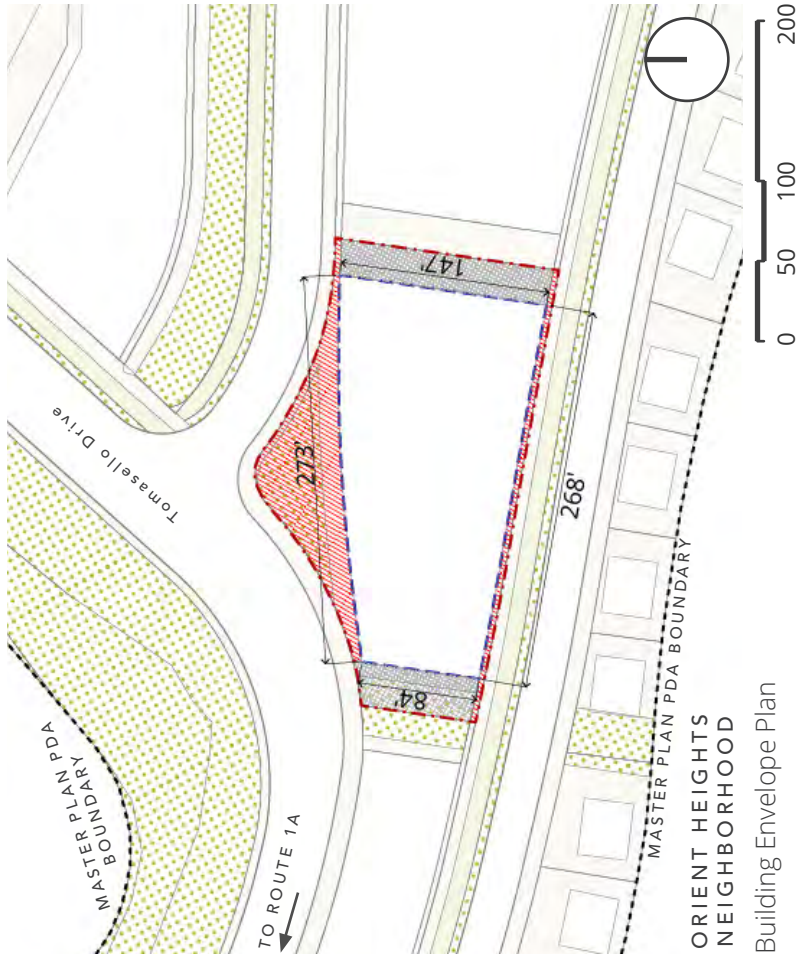
TOTAL PHASE 4B
3,183,180 sf
 Phasing Plan

Phase 4B
Suffolk Downs Redevelopment
 Development Plans

Exhibit D

Building Use, Dimensions and Massing Plans

Building	Principal Use	Maximum Building Height (ft)	Approx. <u>Approx.</u> Gross Floor Area (sf)
B10	Residential	120	184,589
B11	Residential	120	216,750
B27	Residential	200	322,180
B28	Residential	200	548,261
B29	Residential	200	546,054
B31	Residential	200	195,363
B32	Commercial	200	364,879
B35	Commercial	220	335,039
B39	Commercial	220	338,553
SF02	Residential	40	16,672
SF03	Residential	40	16,672
BR01	Commercial	180	98,169
Total			3,183,180



- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA **184,589 sf**

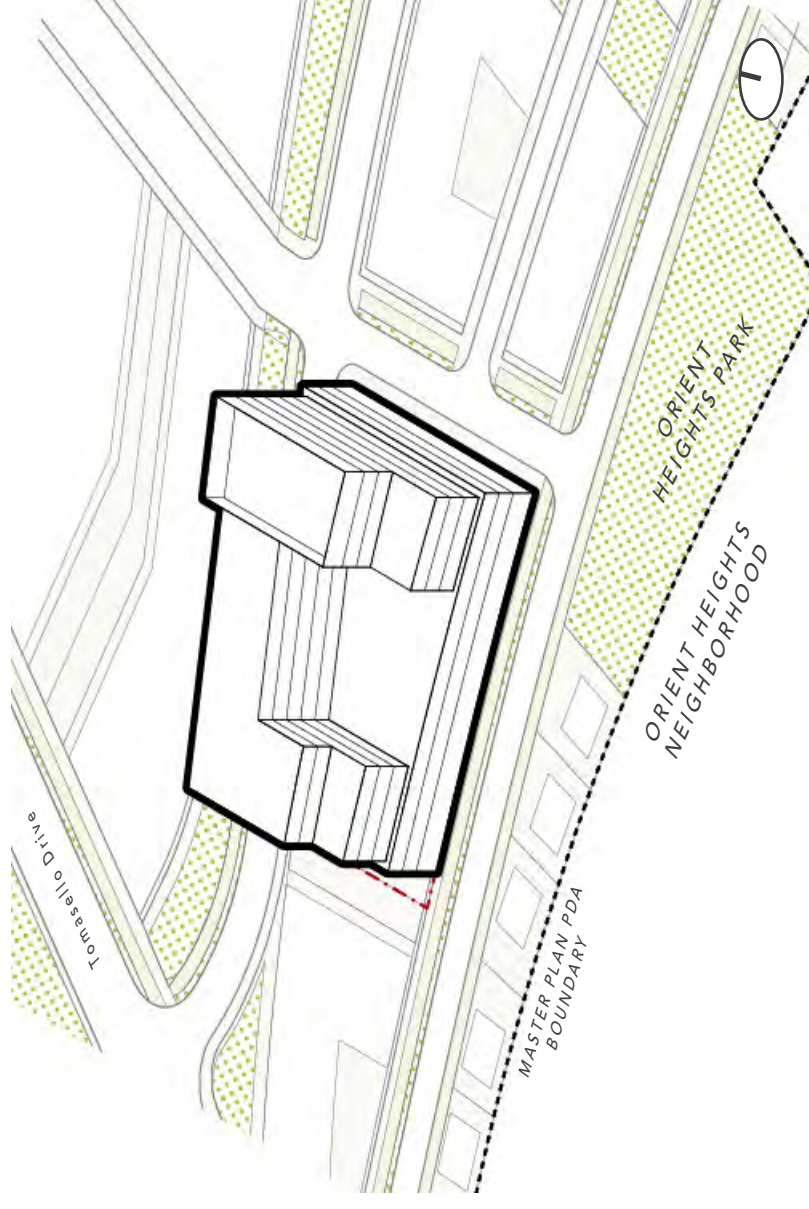
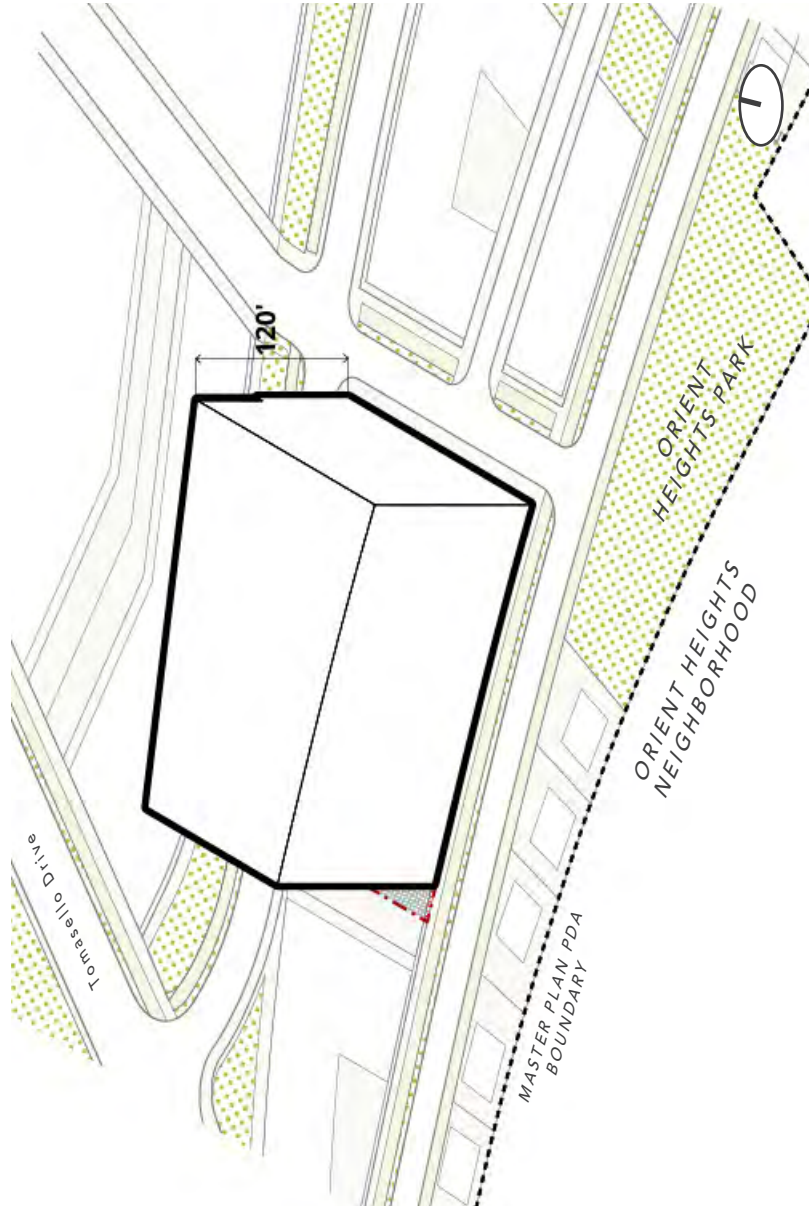
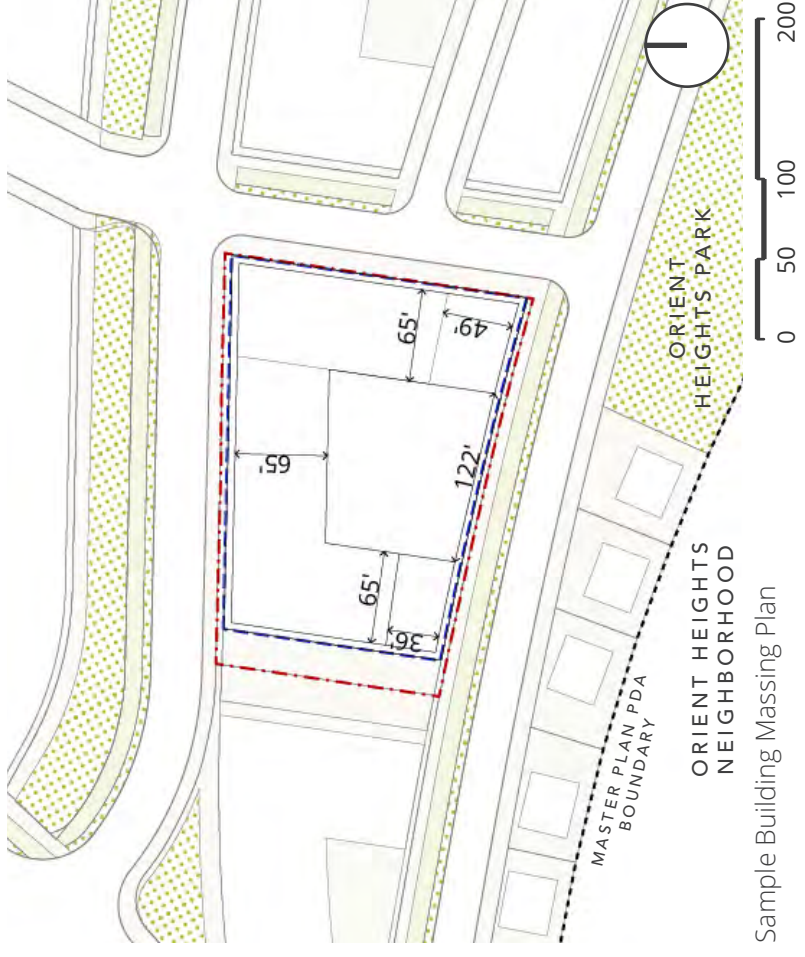
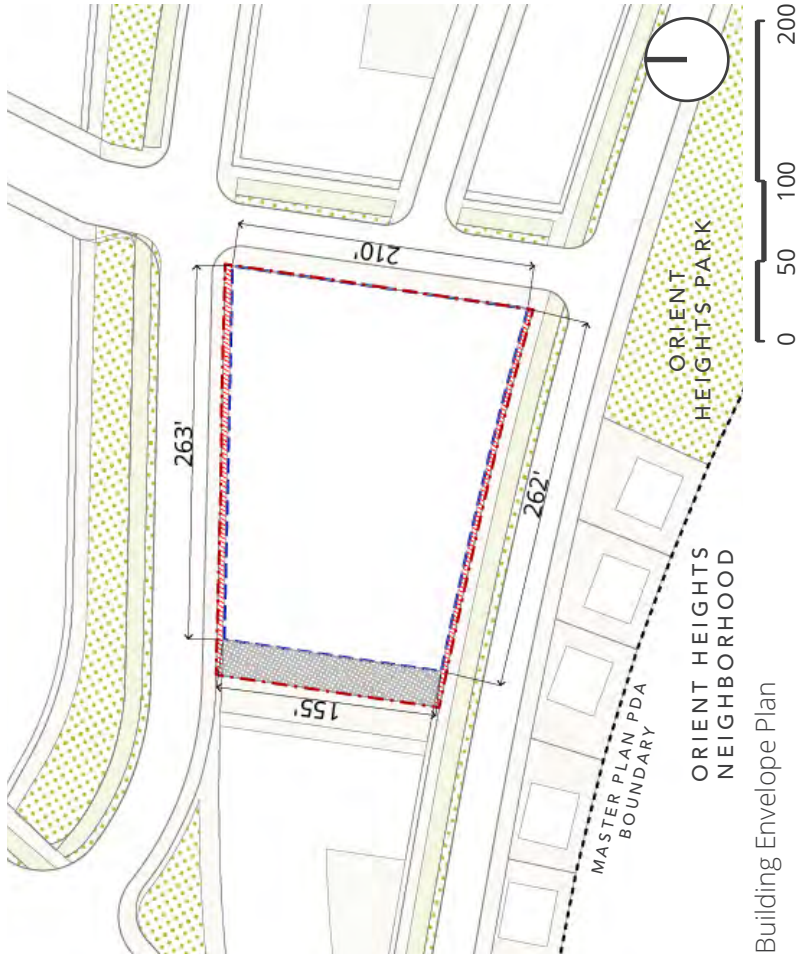
Max Building Height **120'**

Building Envelope Axon

Sample Building Massing Axon

Phase 4B | Block B10

Suffolk Downs Redevelopment
Development Plans



- Parcel Line
- Build-To Line
- Service Easement
- Setback

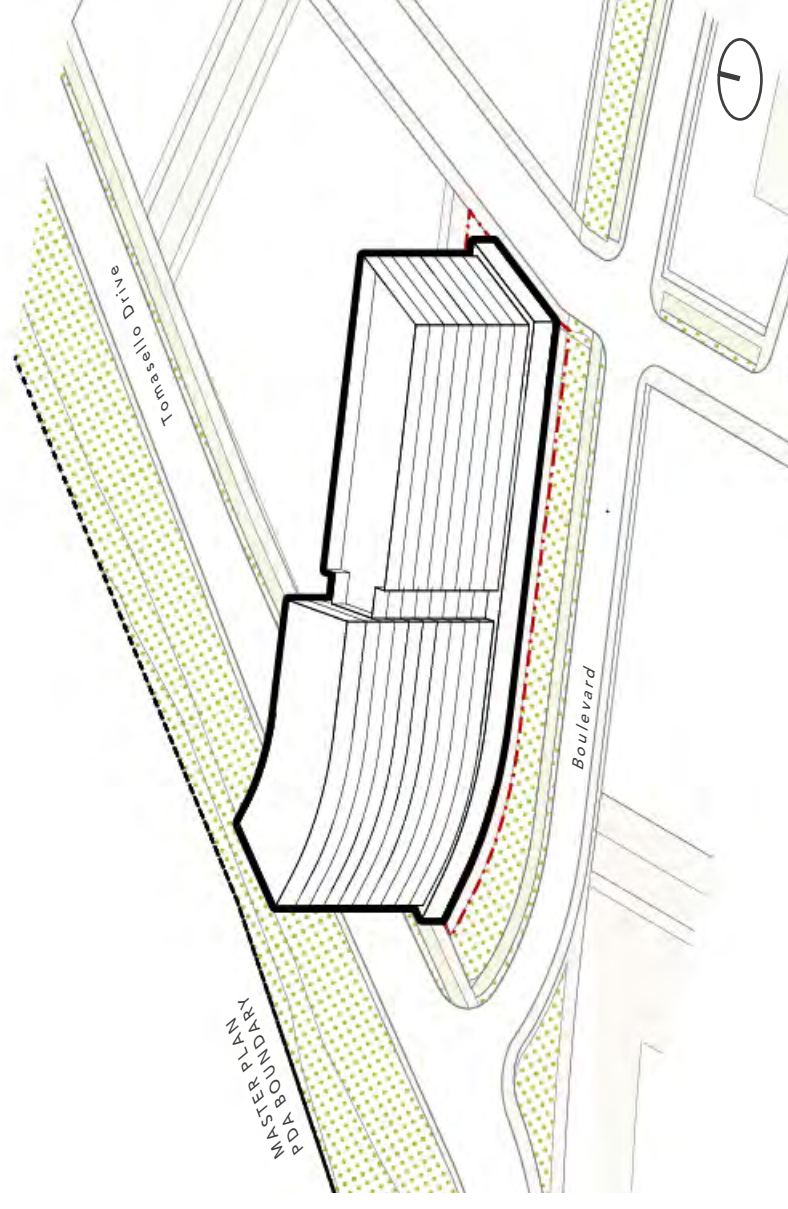
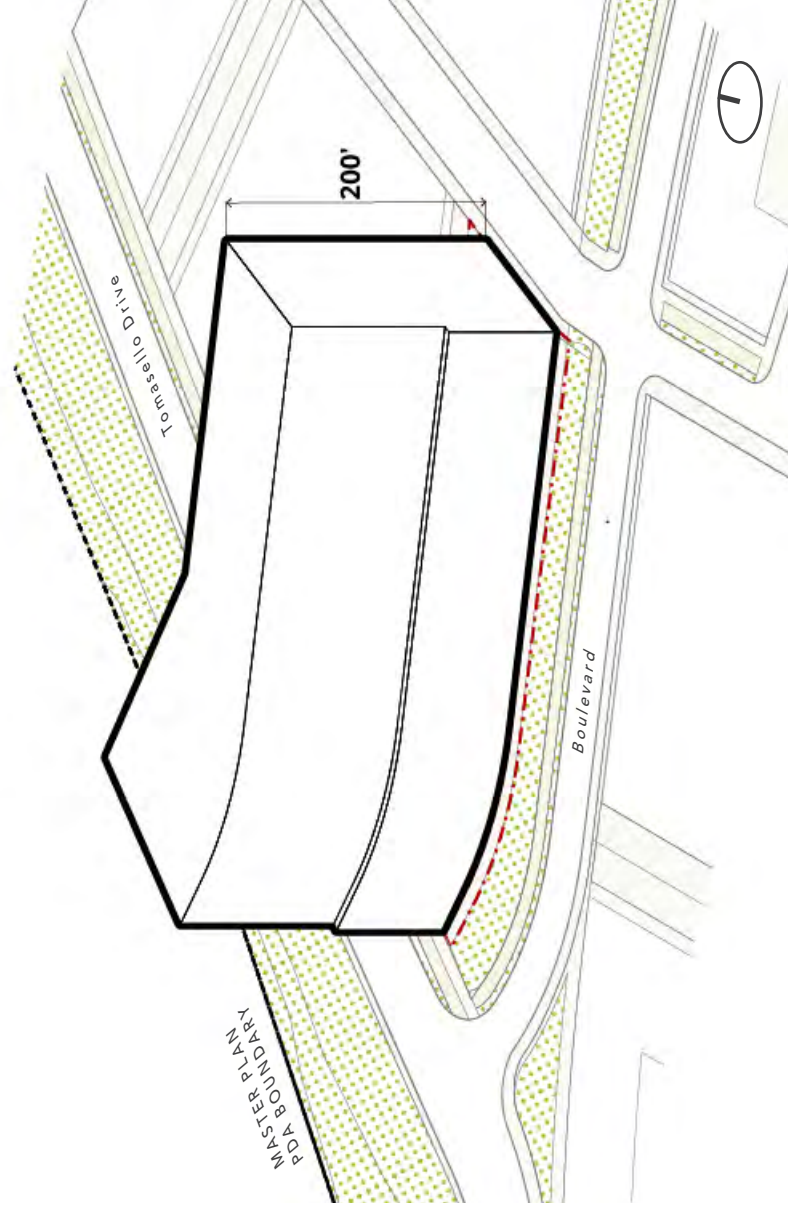
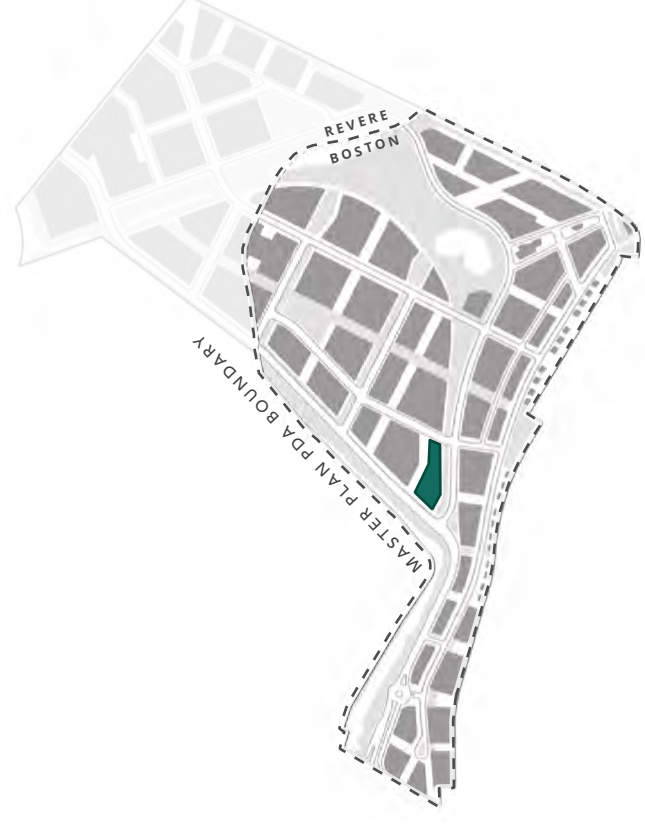
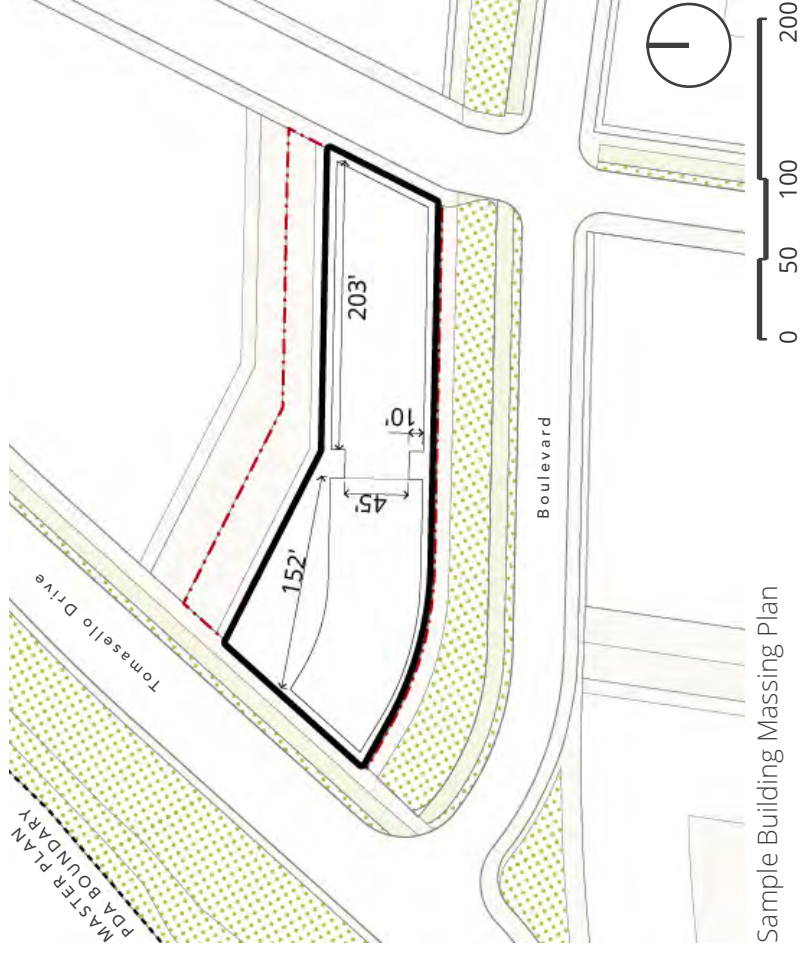
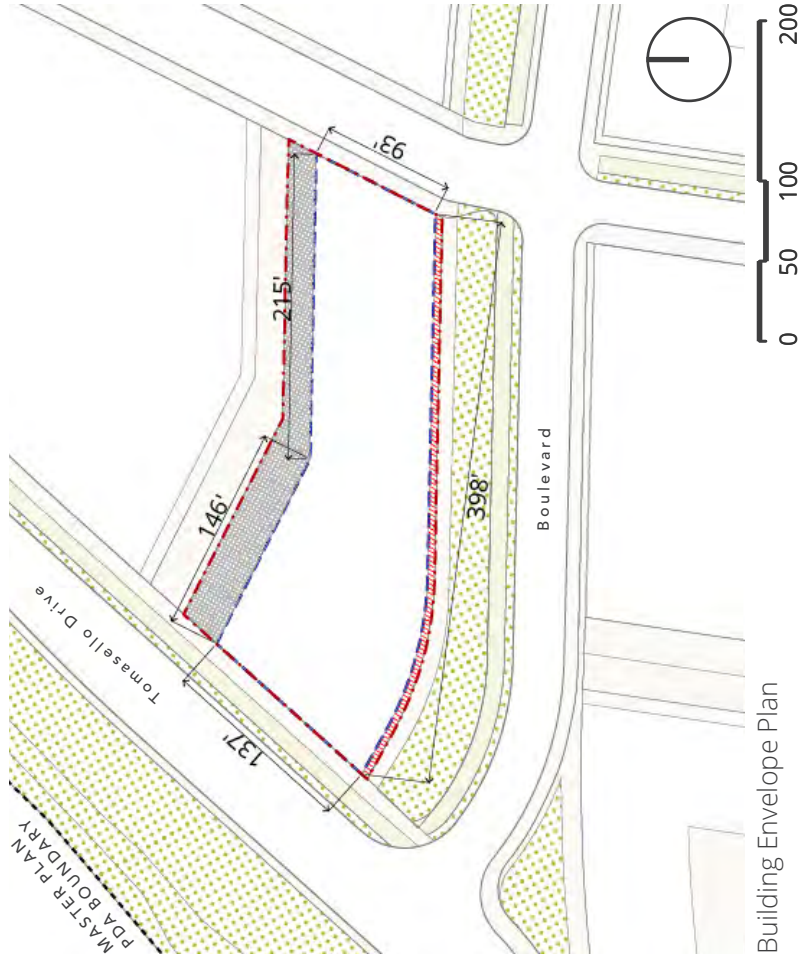
Proposed GFA	216,750 sf
Max Building Height	120'

Building Envelope Axon

Sample Building Massing Axon

Phase 4B | Block B11

Suffolk Downs Redevelopment
Development Plans



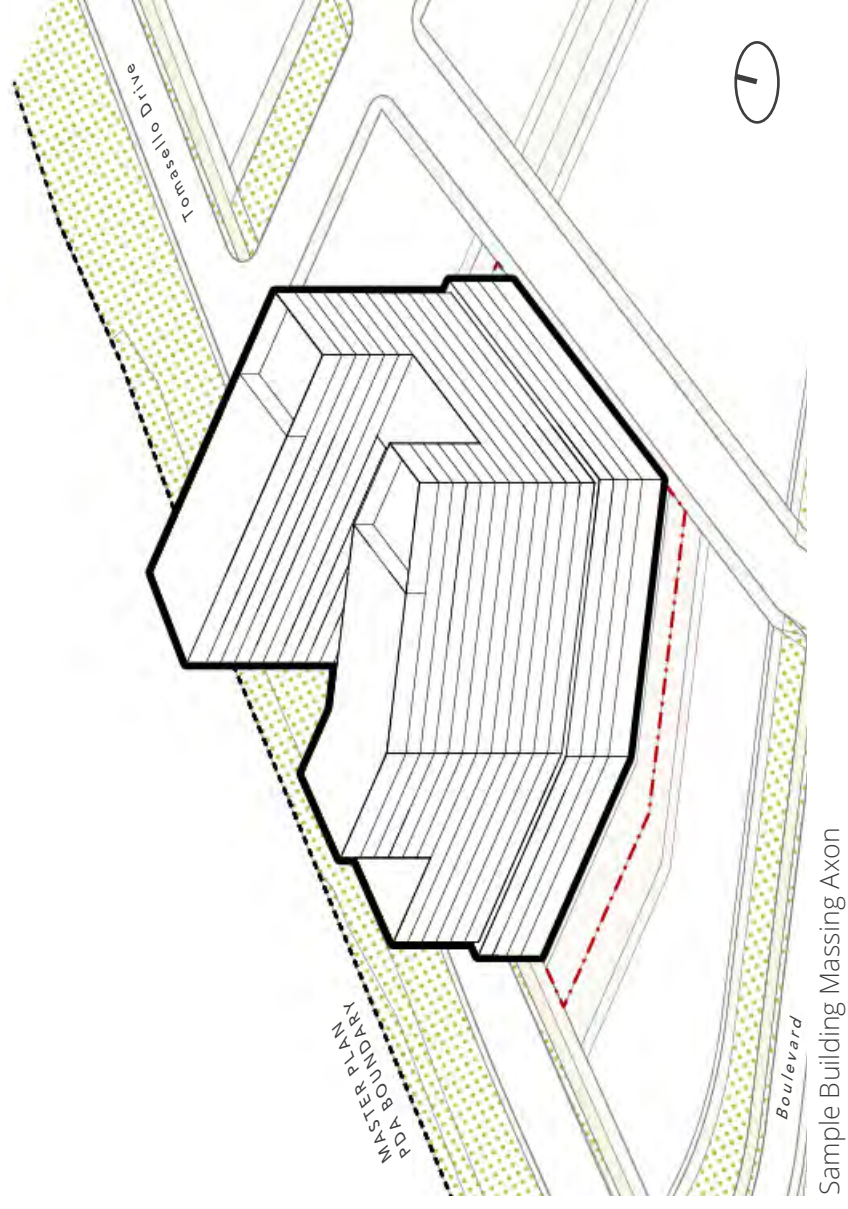
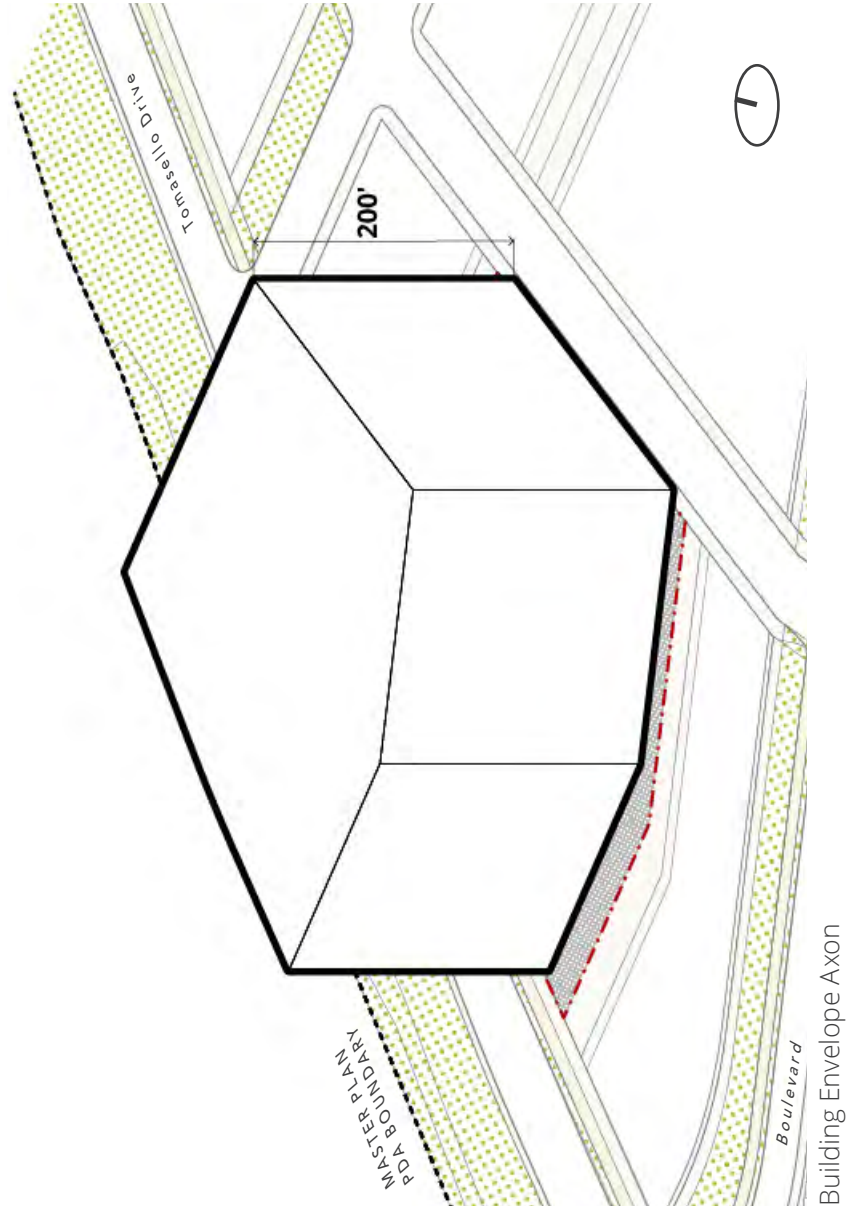
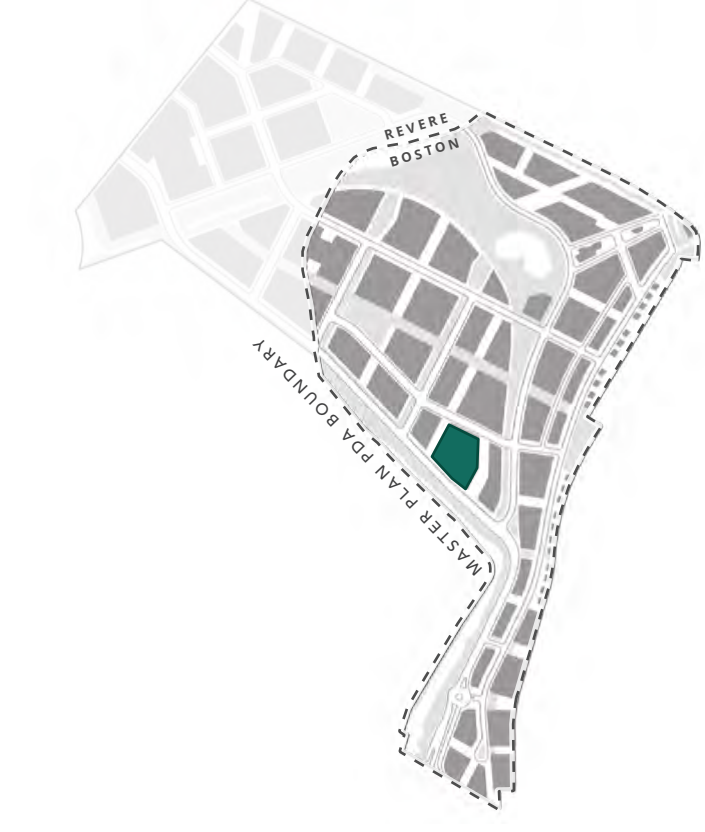
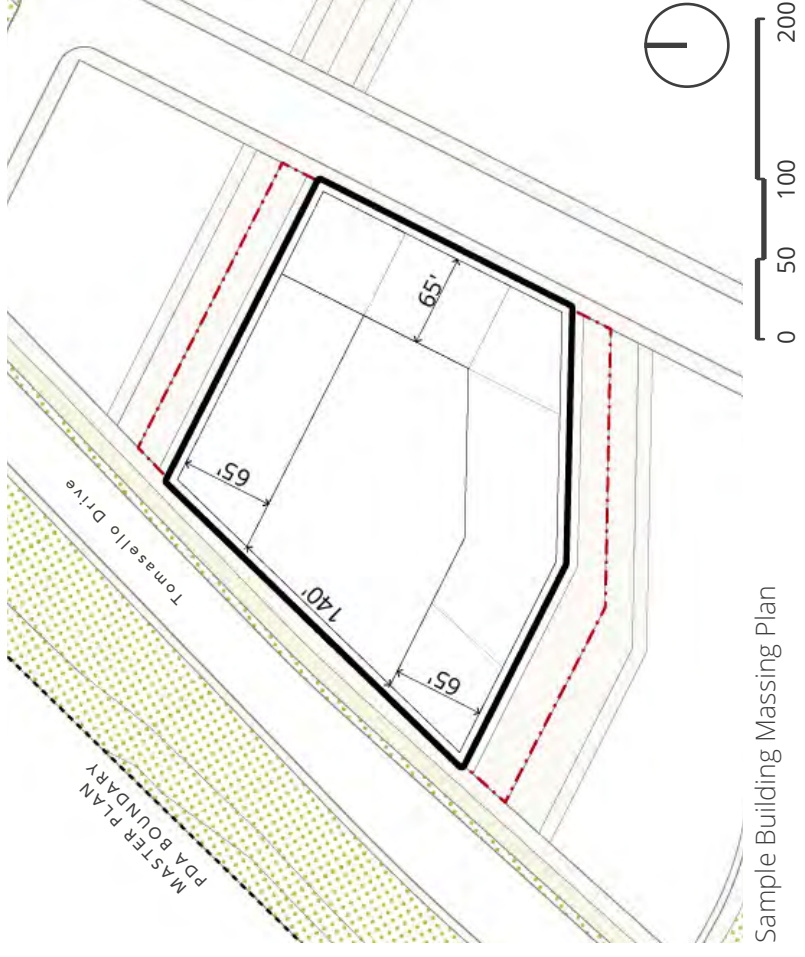
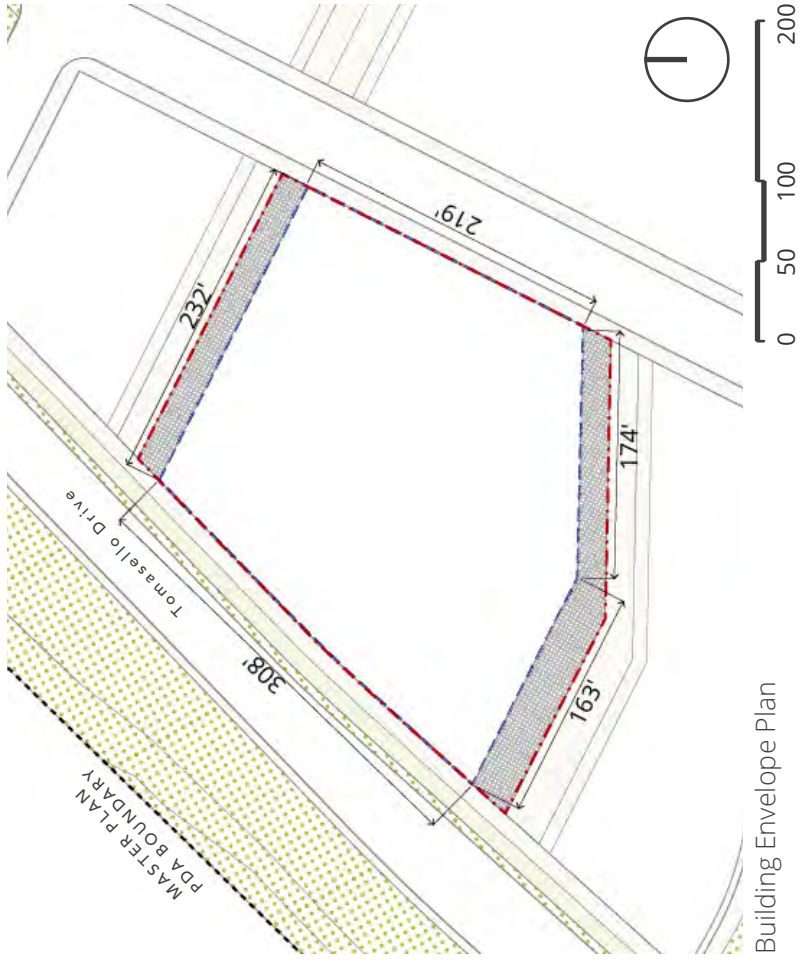
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	322,180 sf
Max Building Height	200'

Building Envelope Axon

Sample Building Massing Axon

Phase 4B | Block B27



- Parcel Line
- Build-To Line
- Service Easement
- Setback

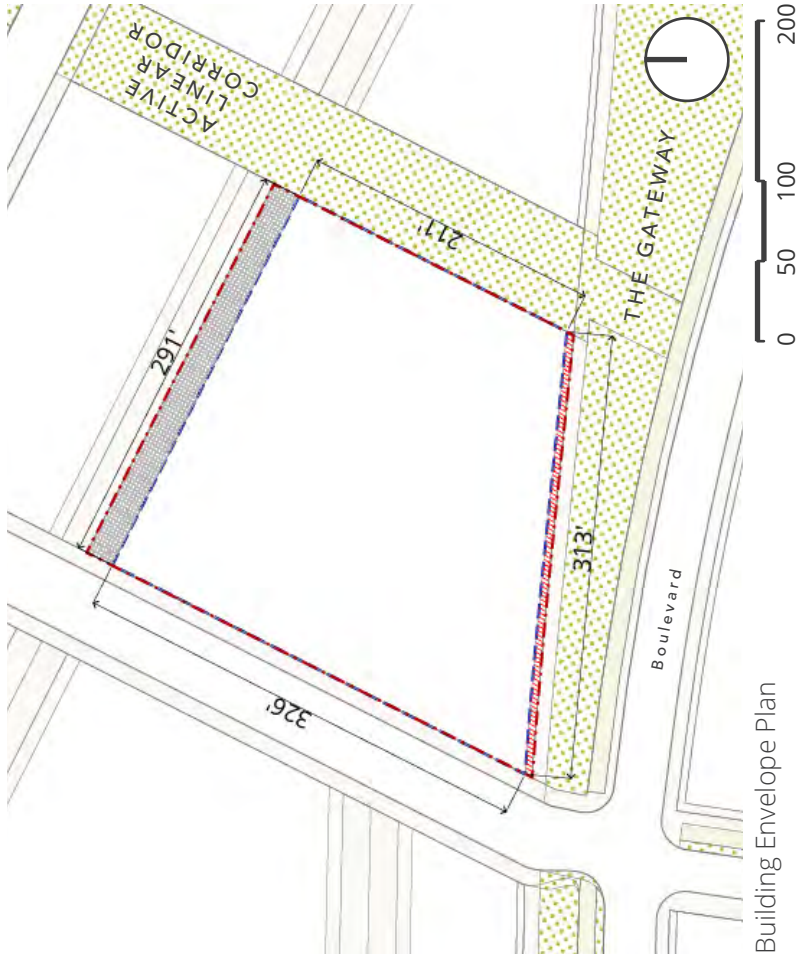
Proposed GFA	548,261 sf
Max Building Height	200'

Building Envelope Axon

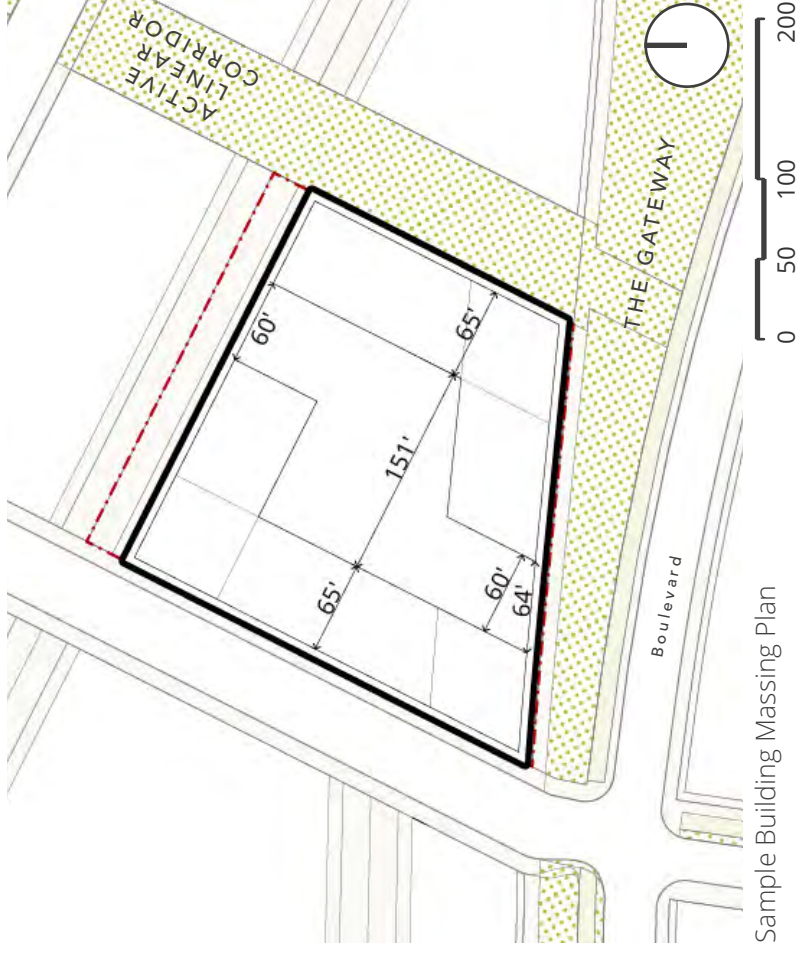
Sample Building Massing Axon

Phase 4B | Block B28

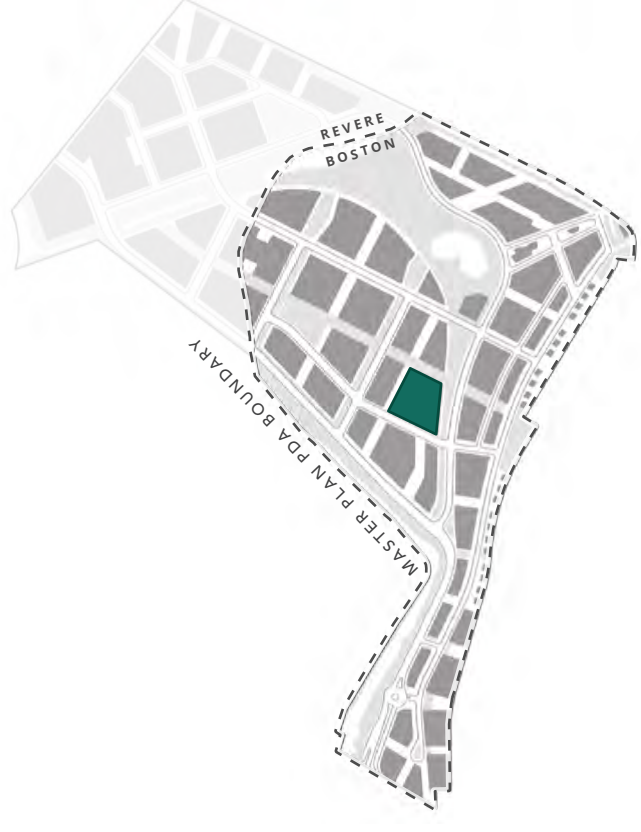
Suffolk Downs Redevelopment
Development Plans



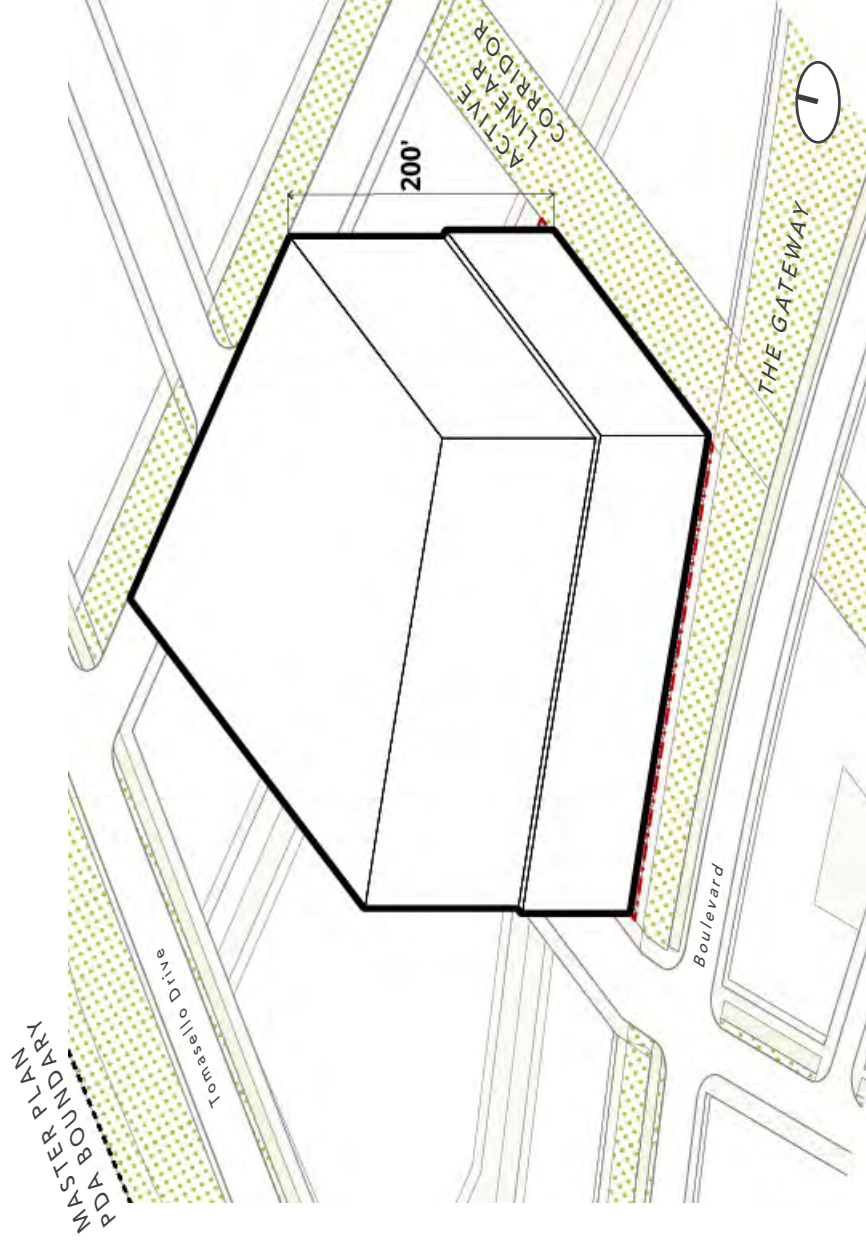
Building Envelope Plan



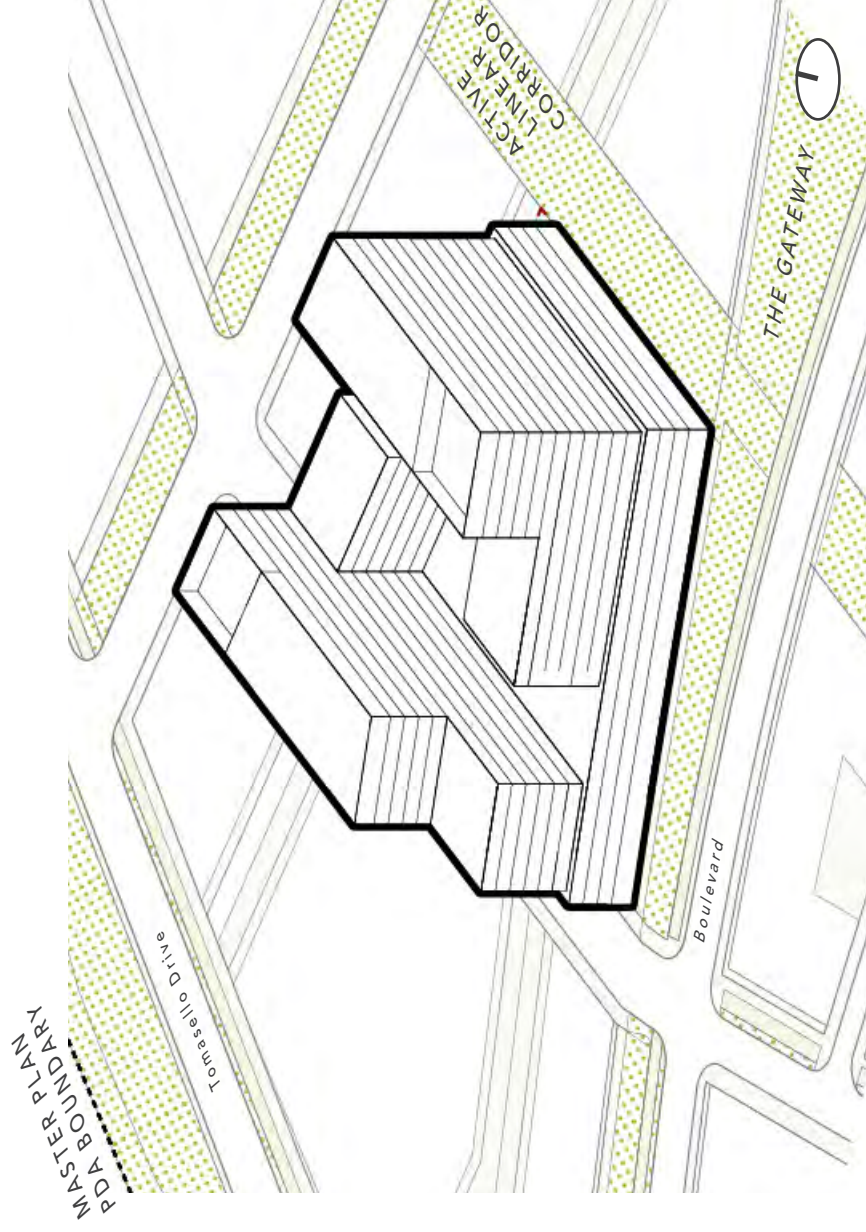
Sample Building Massing Plan



Key Plan



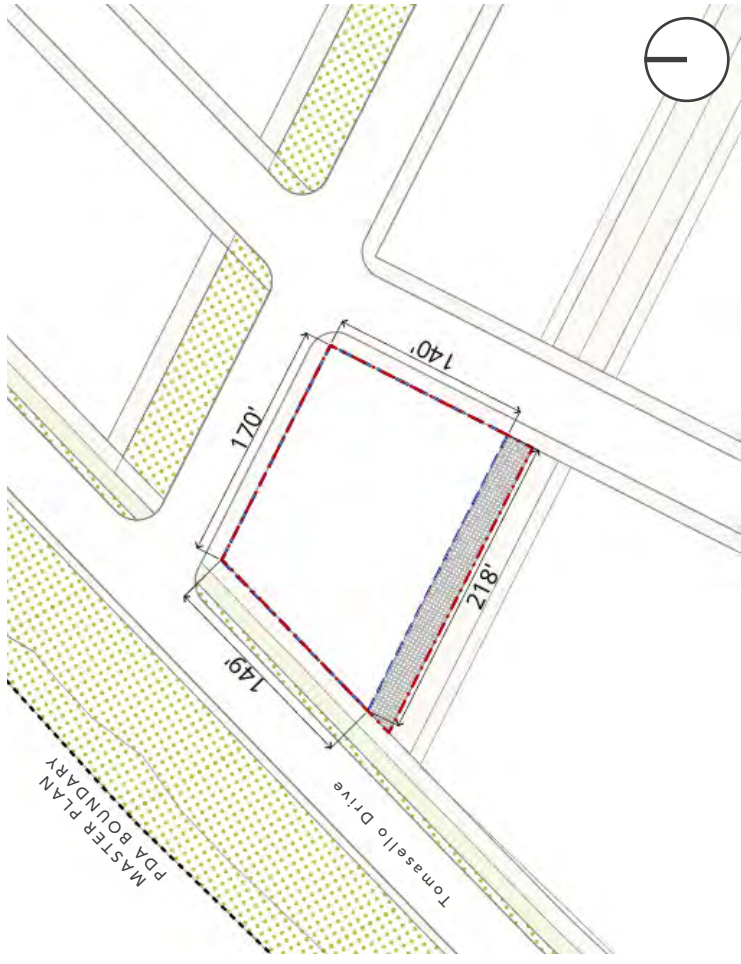
Building Envelope Axon



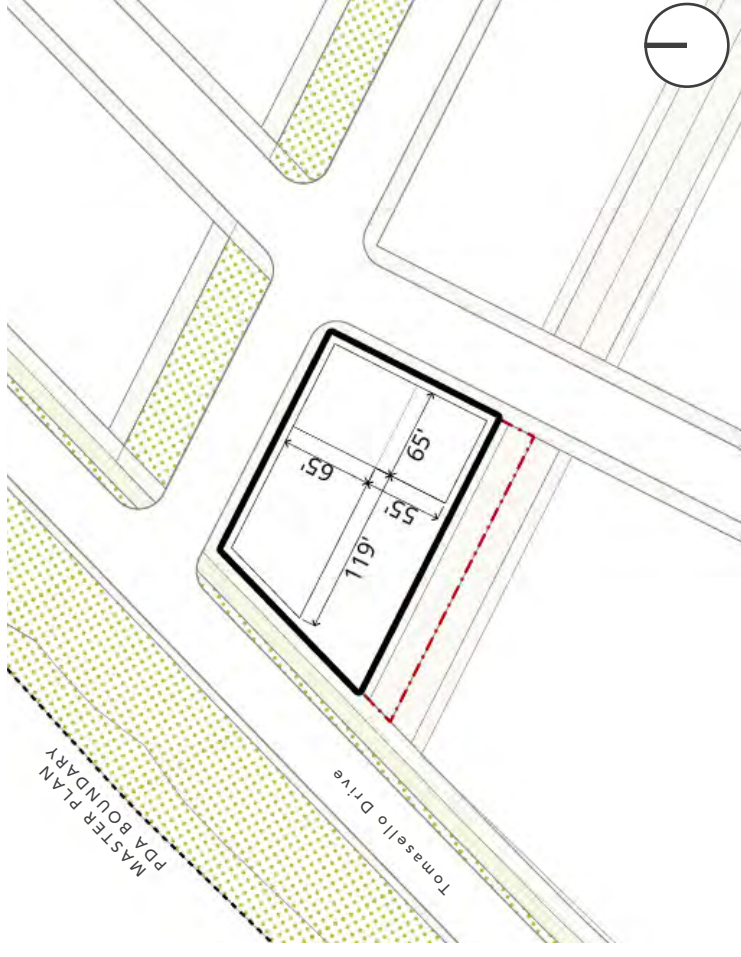
Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

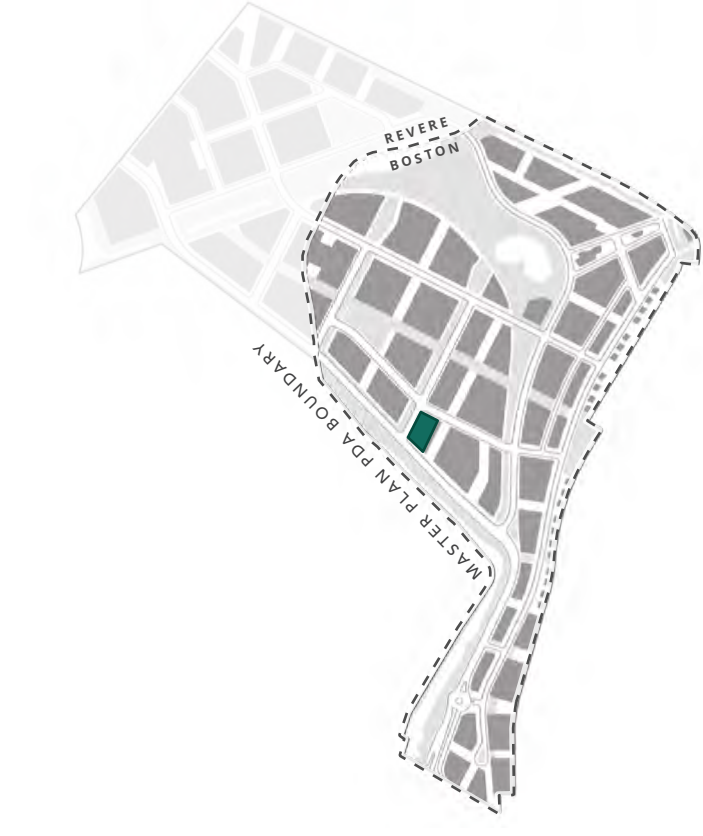
Proposed GFA	546,054 sf
Max Building Height	200'



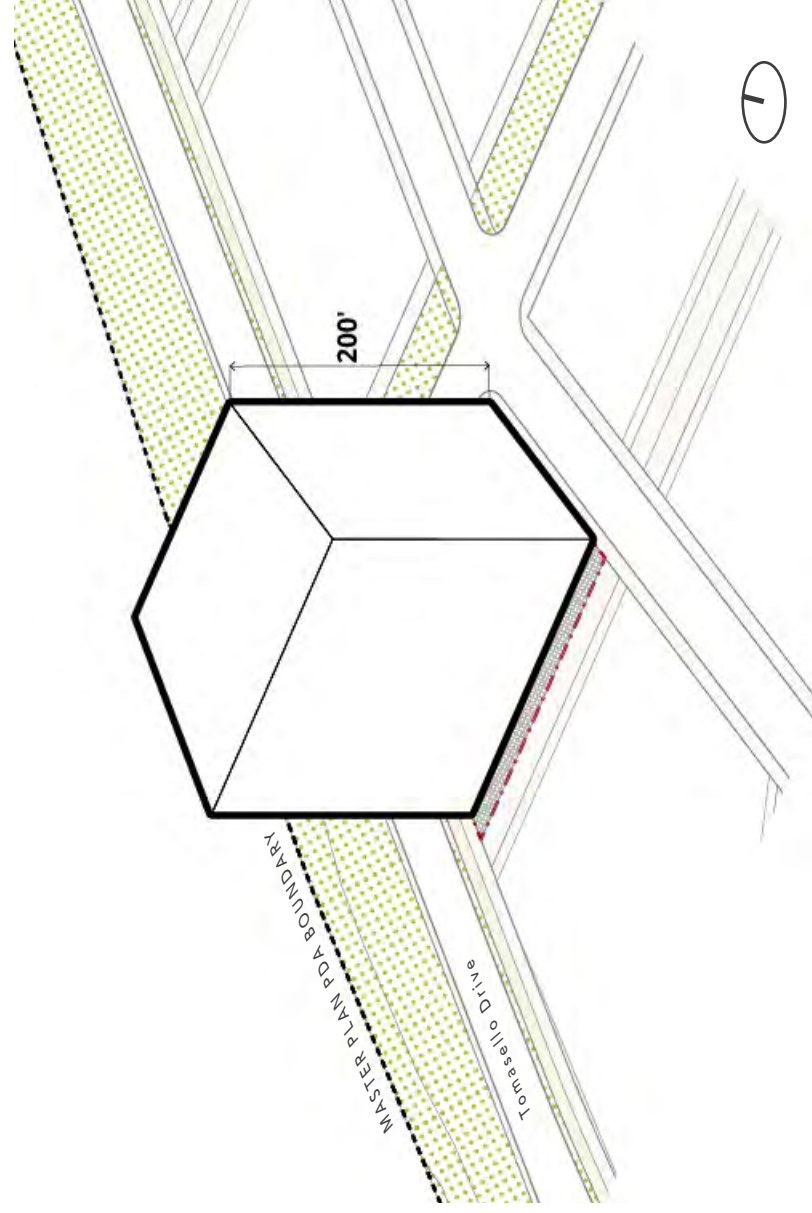
Building Envelope Plan



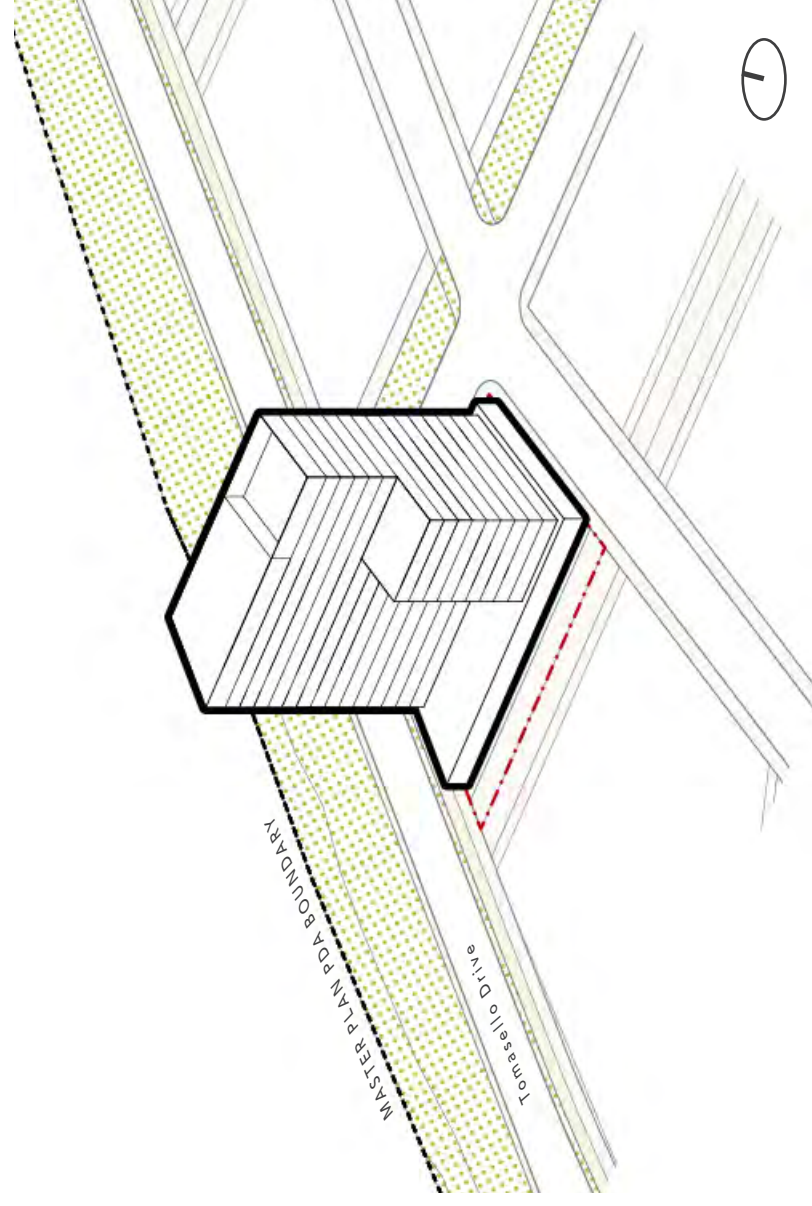
Sample Building Massing Plan



Key Plan



Building Envelope Axon

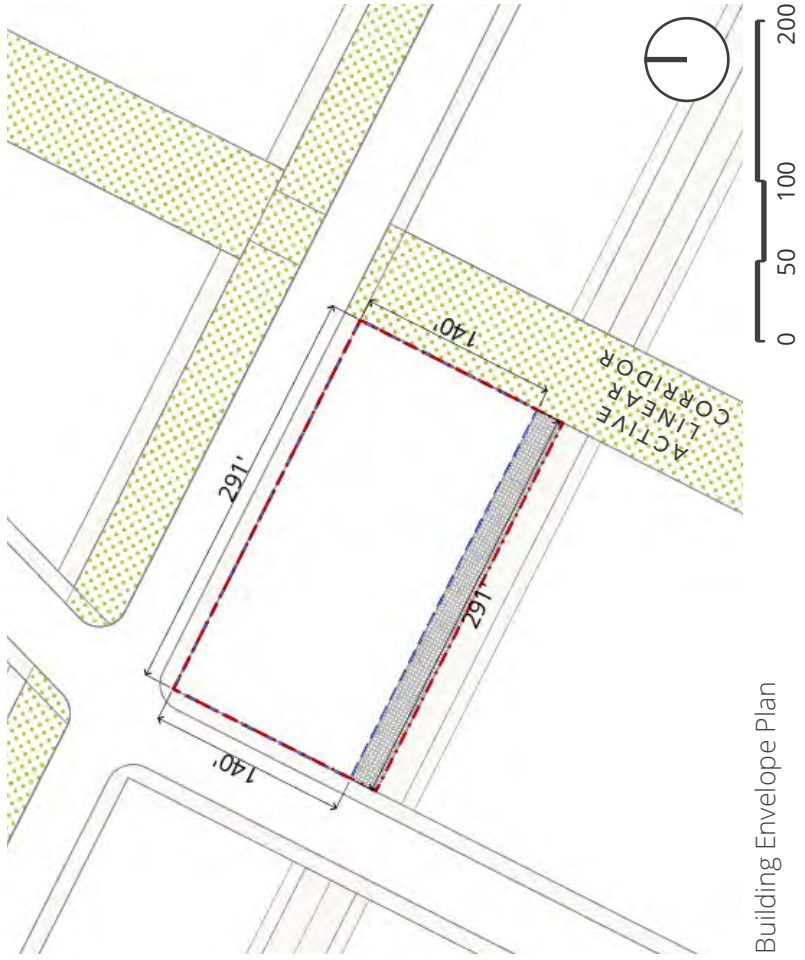


Sample Building Massing Axon

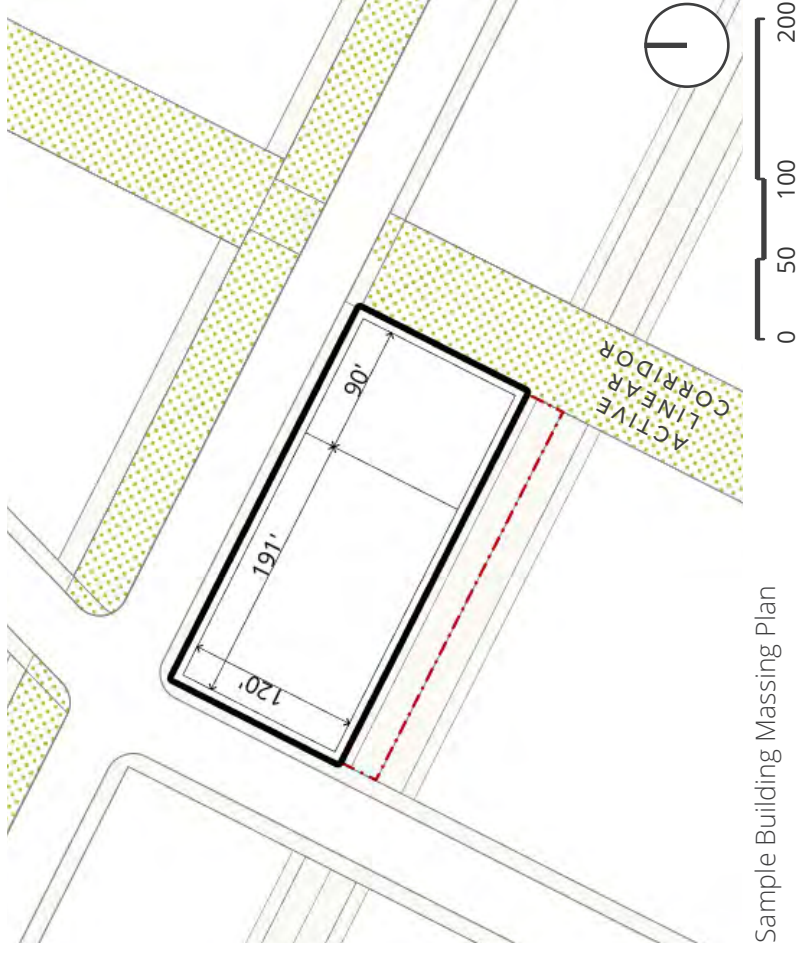
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	195,363 sf
Max Building Height	200'

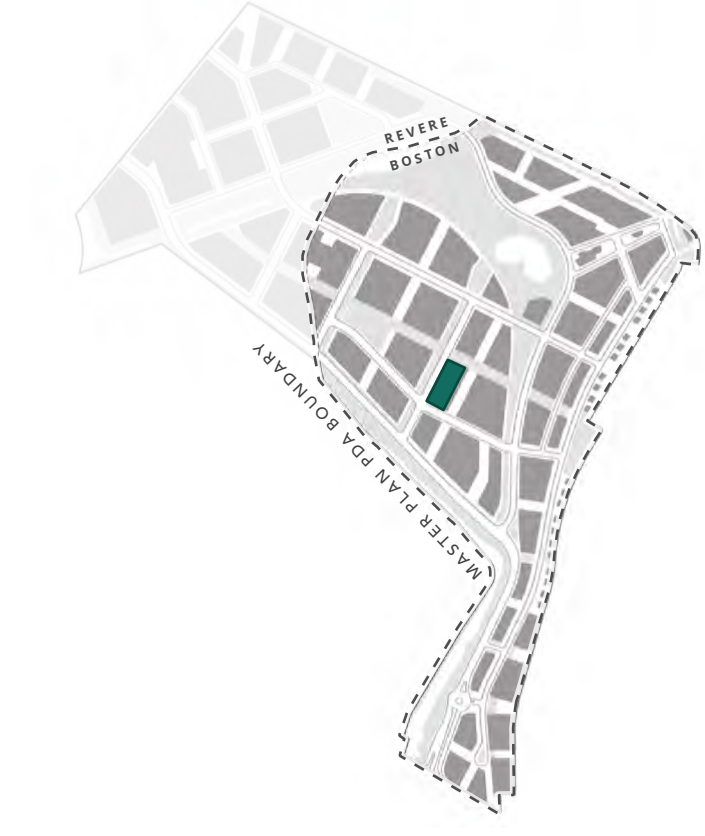
Phase 4B | Block B31
Suffolk Downs Redevelopment
 Development Plans



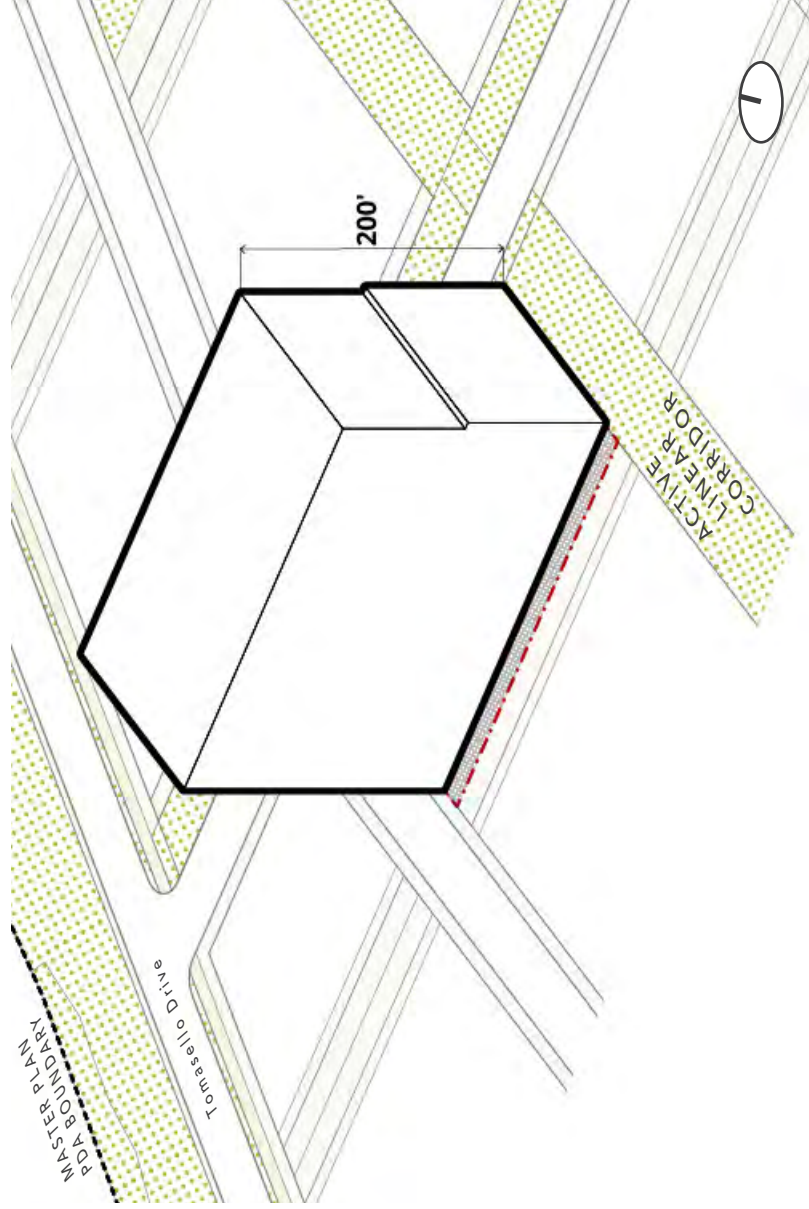
Building Envelope Plan



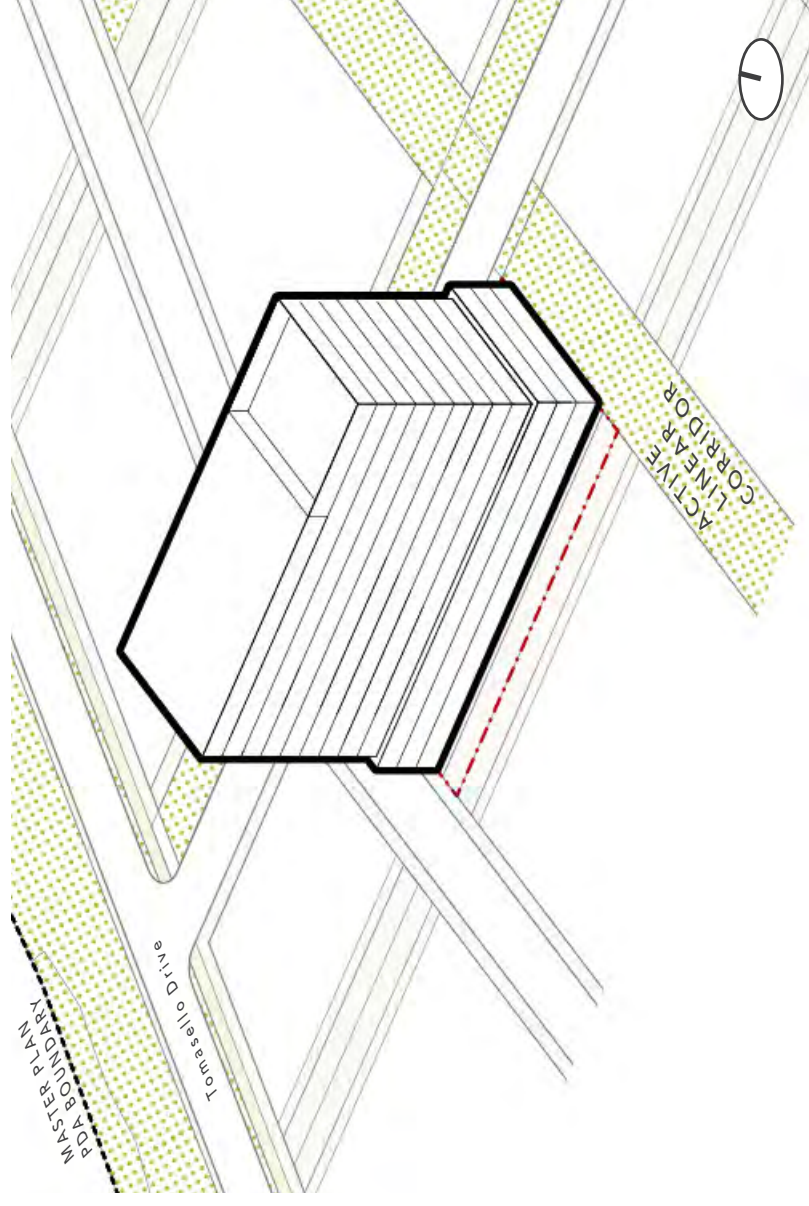
Sample Building Massing Plan



Key Plan



Building Envelope Axon

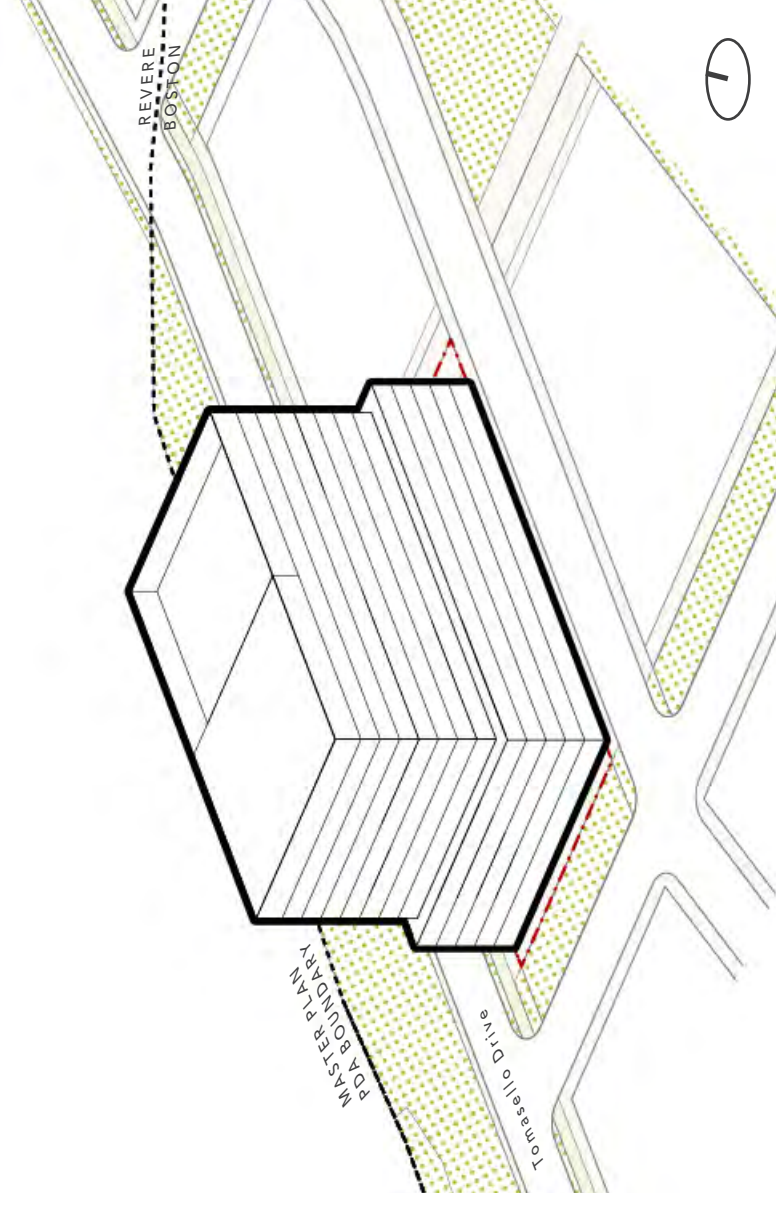
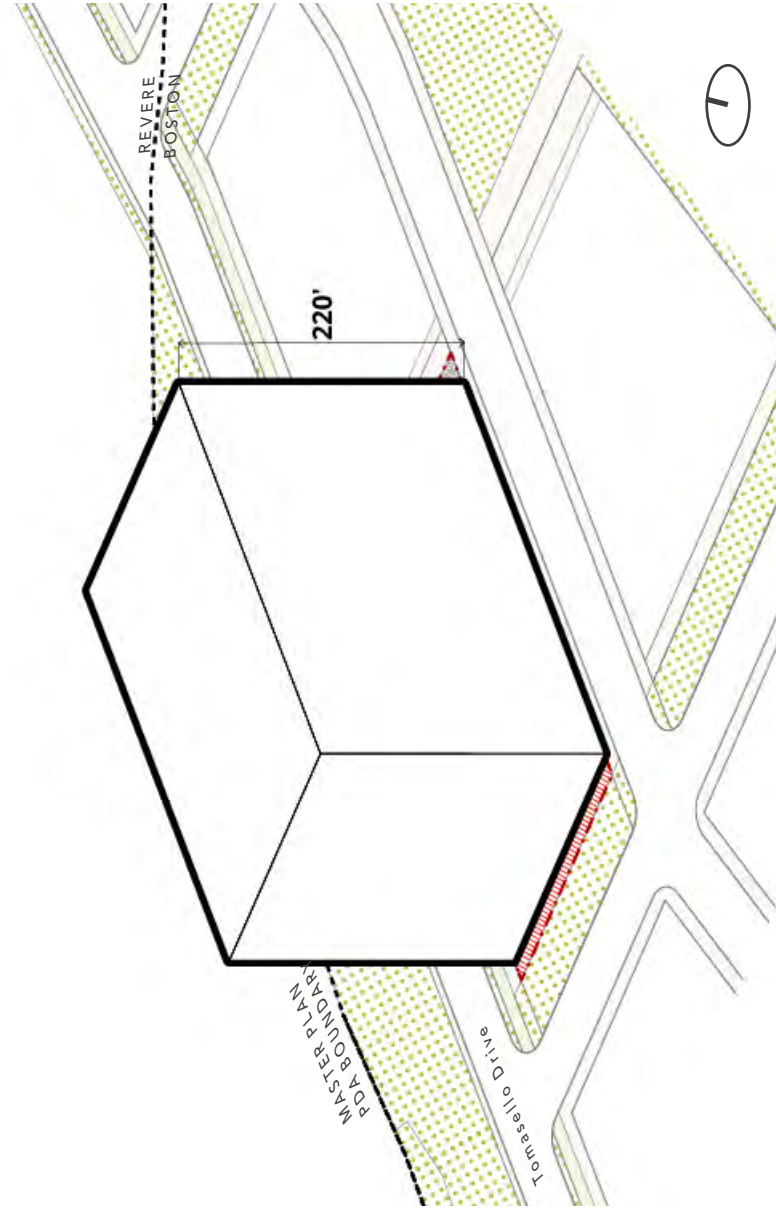
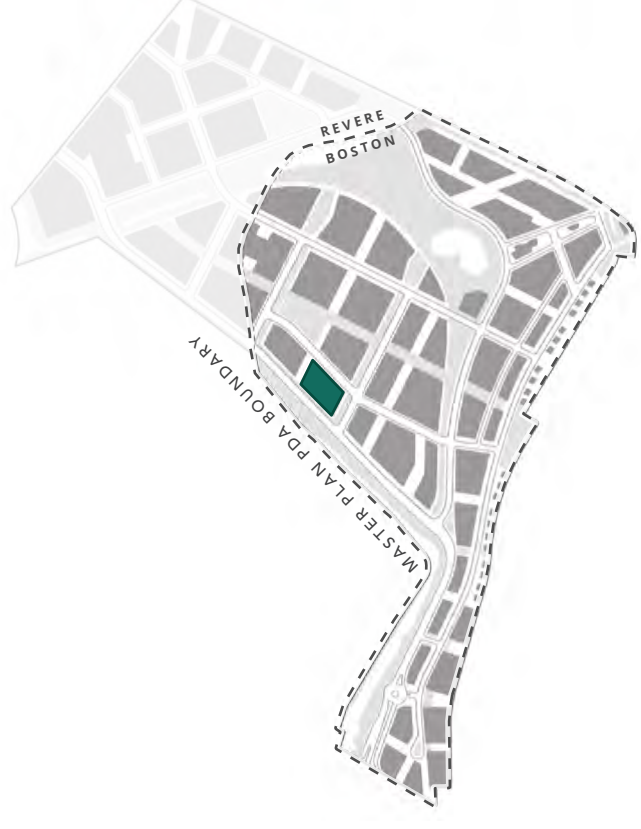
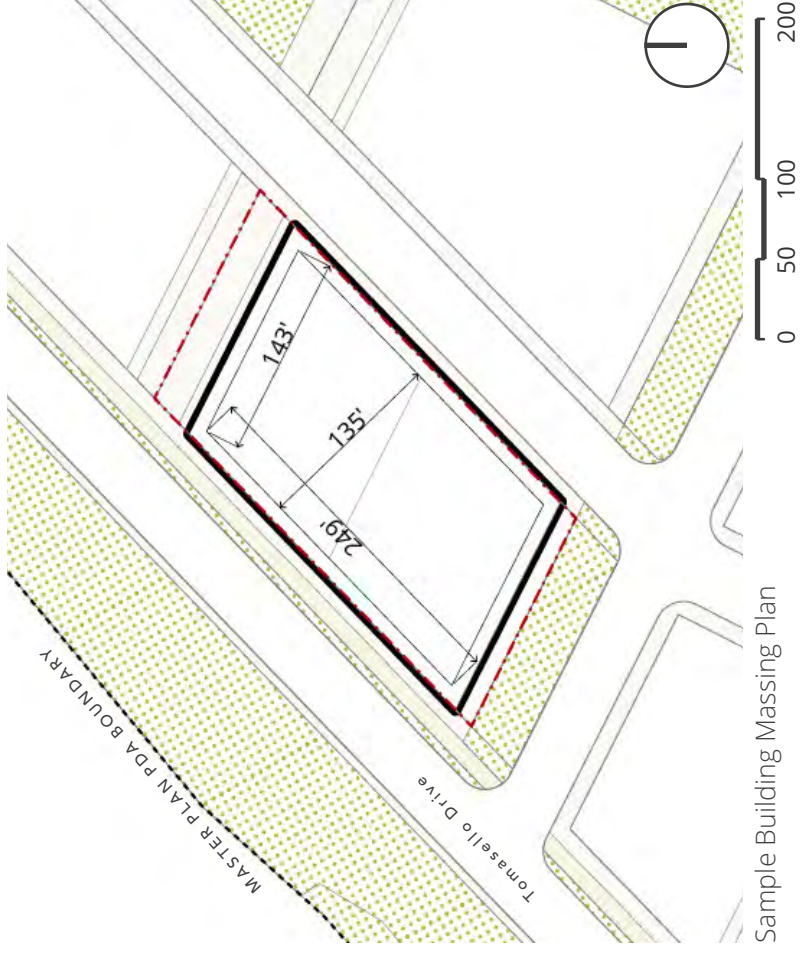
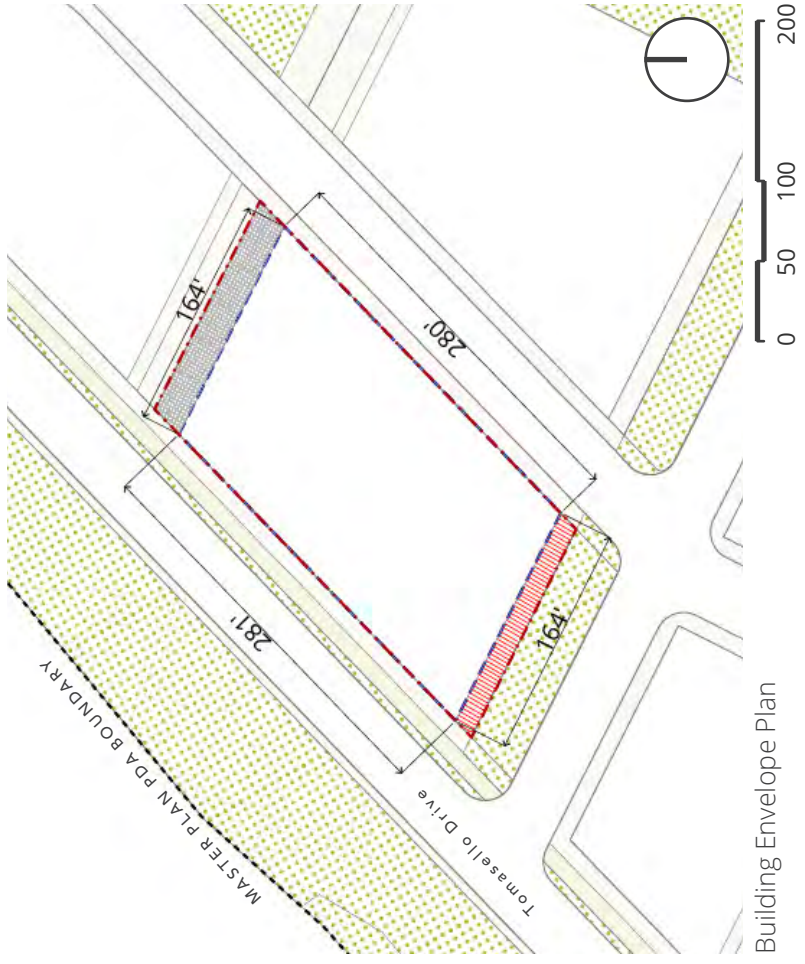


Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	364,879 sf
Max Building Height	200'

Phase 4B | Block B32
Suffolk Downs Redevelopment
 Development Plans



- Parcel Line
- Build-To Line
- Service Easement
- Setback

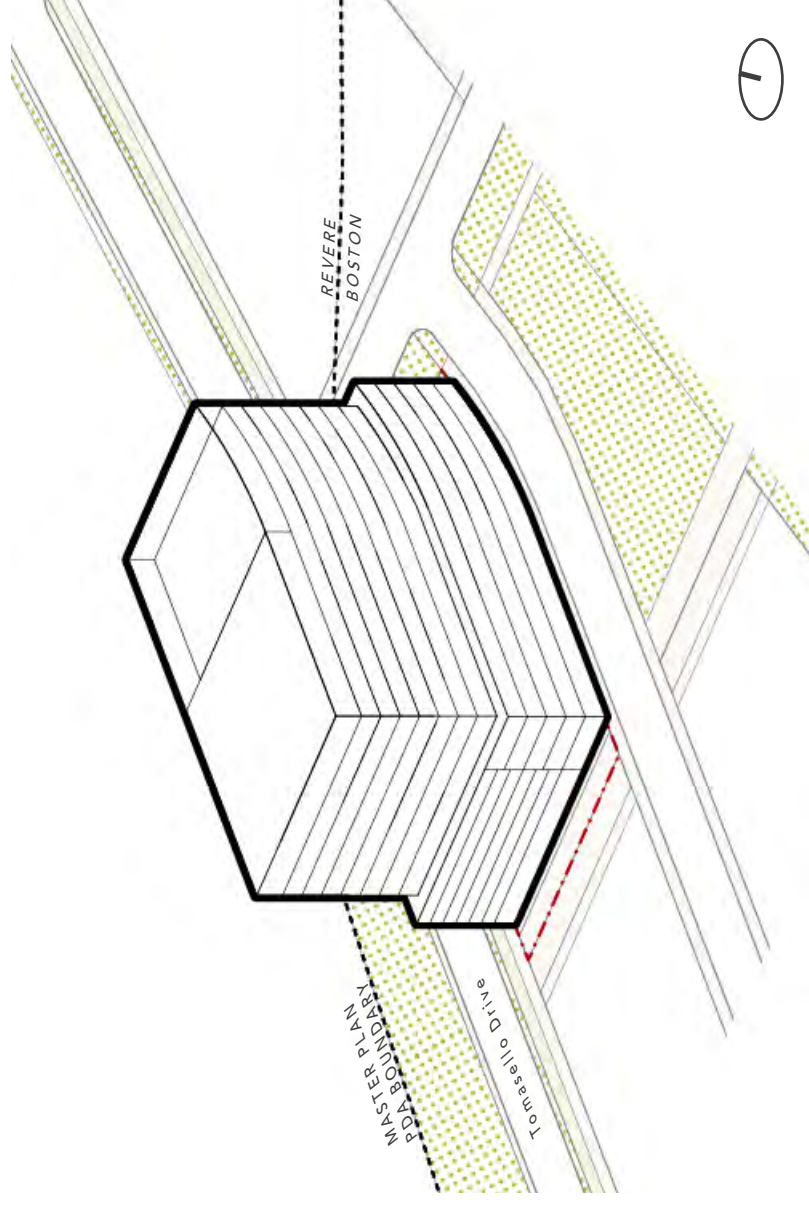
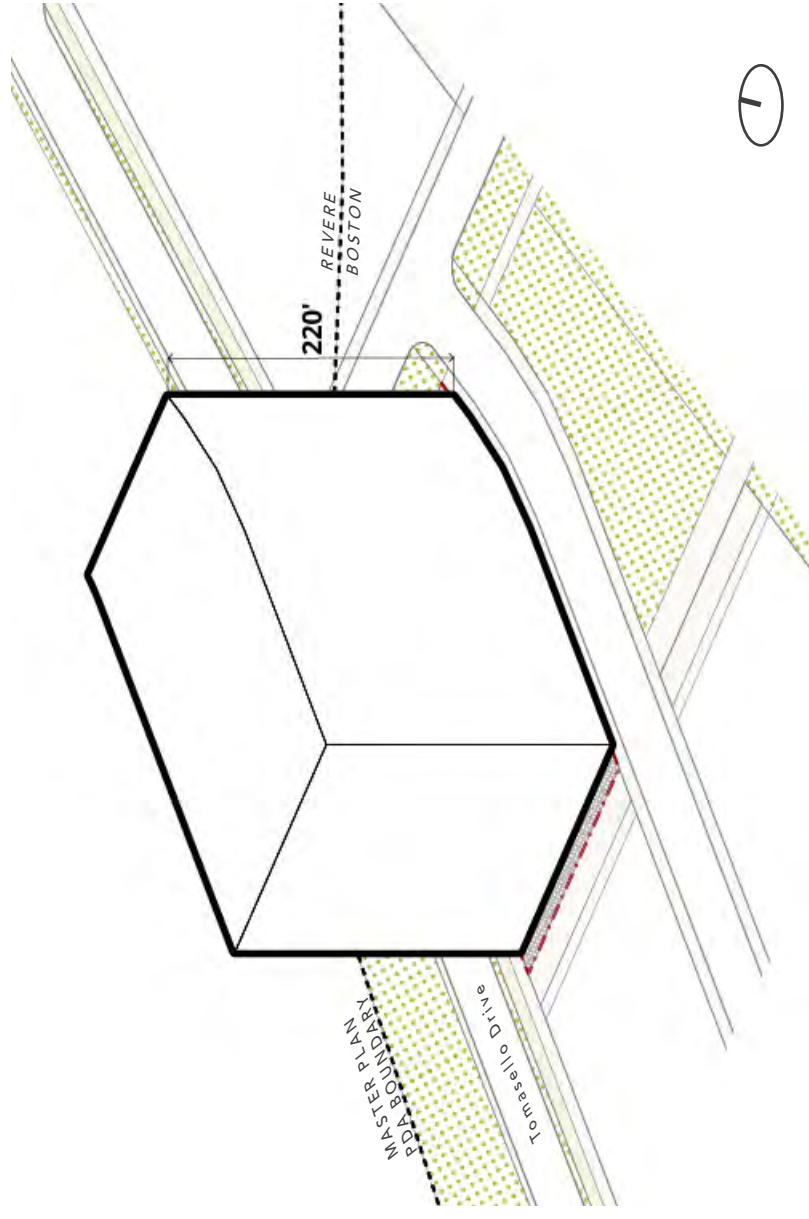
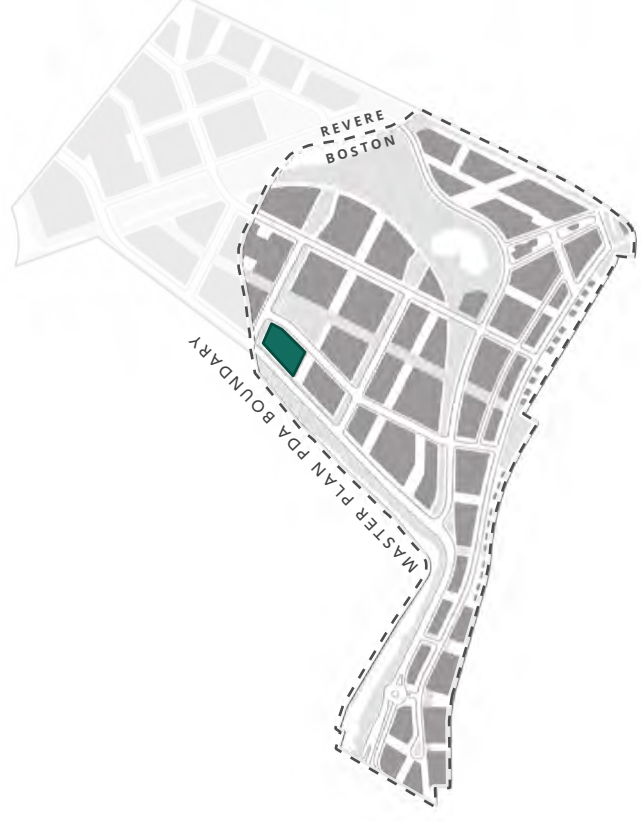
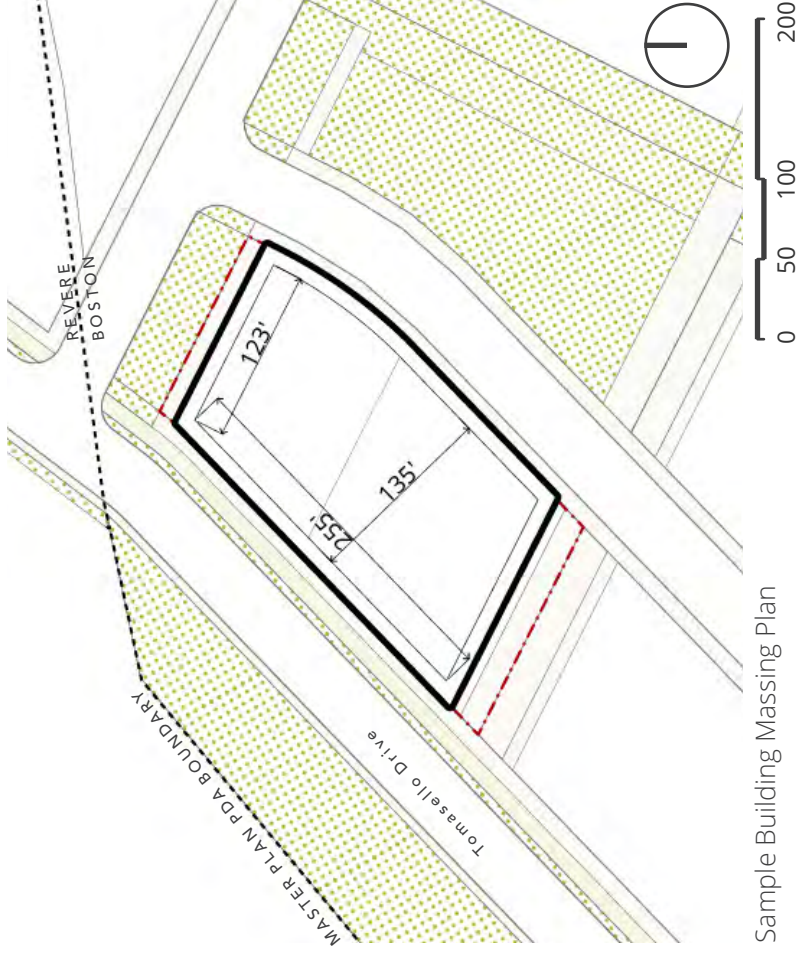
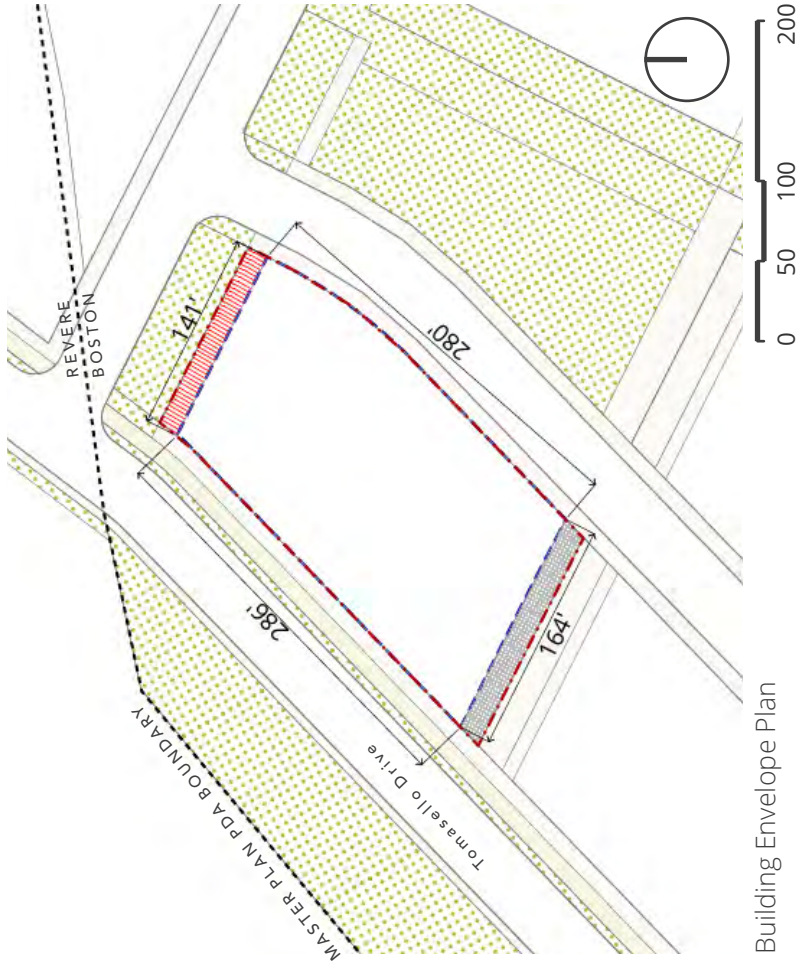
Proposed GFA	335,039 sf
Max Building Height	220'

Building Envelope Axon

Sample Building Massing Axon

Phase 4B | Block B35

Suffolk Downs Redevelopment
Development Plans



- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA **338,553 sf**

Max Building Height **220'**

Building Envelope Axon

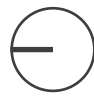
Sample Building Massing Axon

Phase 4B | Block B39

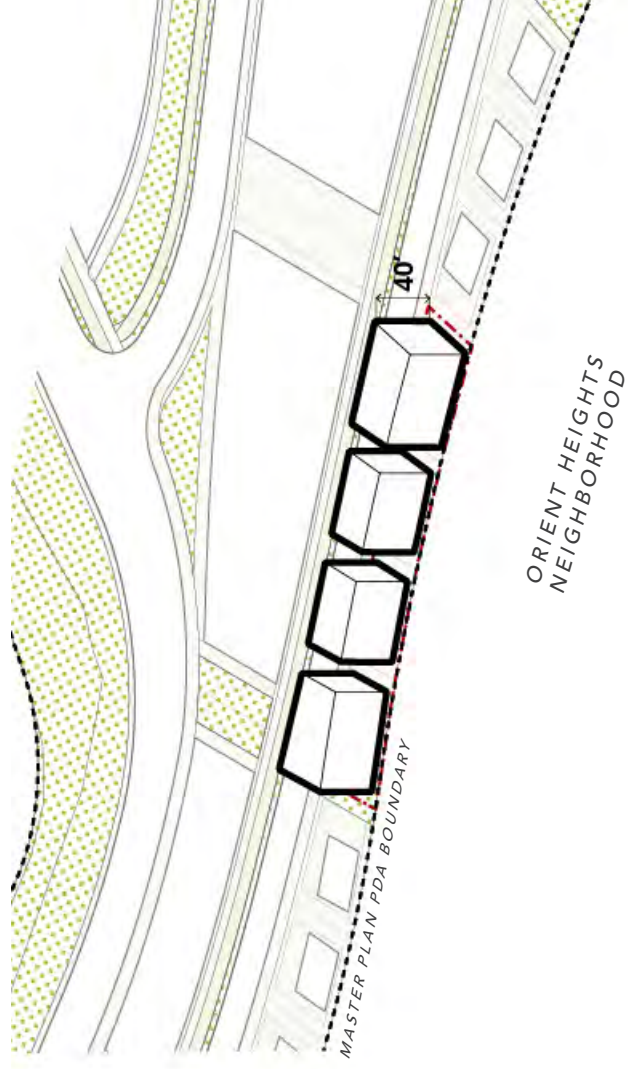
Suffolk Downs Redevelopment
Development Plans



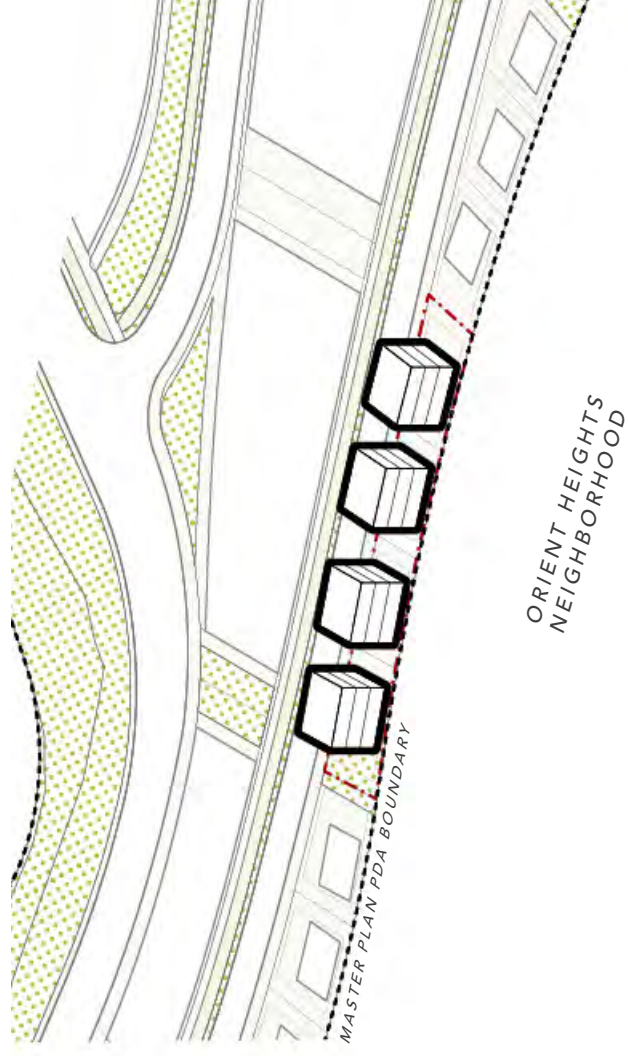
Building Envelope Plan



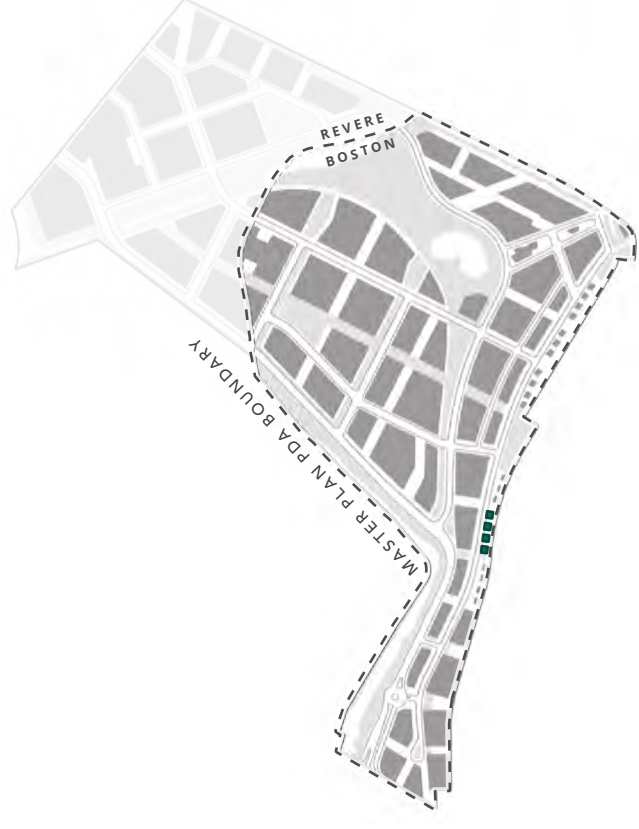
Sample Building Massing Plan



Building Envelope Axon



Sample Building Massing Axon

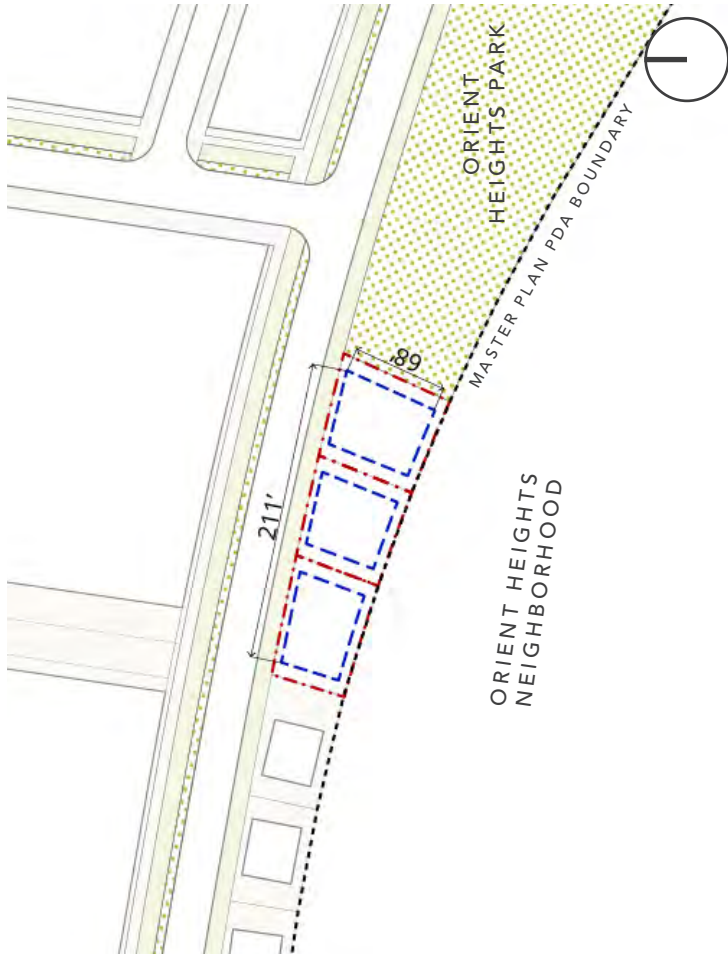


Key Plan

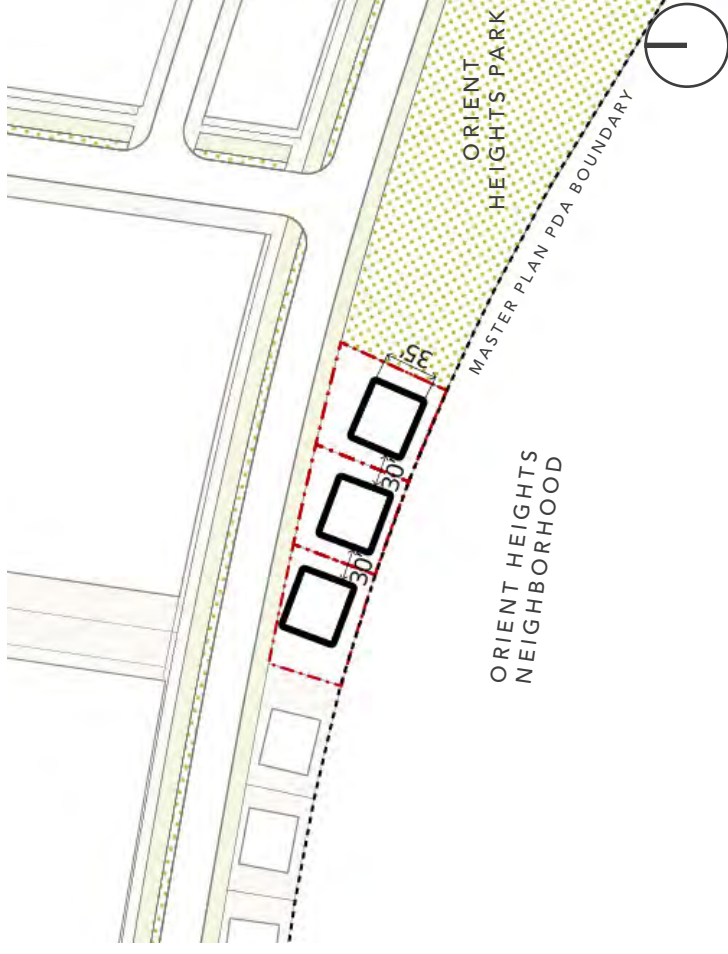
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	16,672 sf
Max Building Height	40'

Phase 4B | Block SF02
Suffolk Downs Redevelopment
 Development Plans



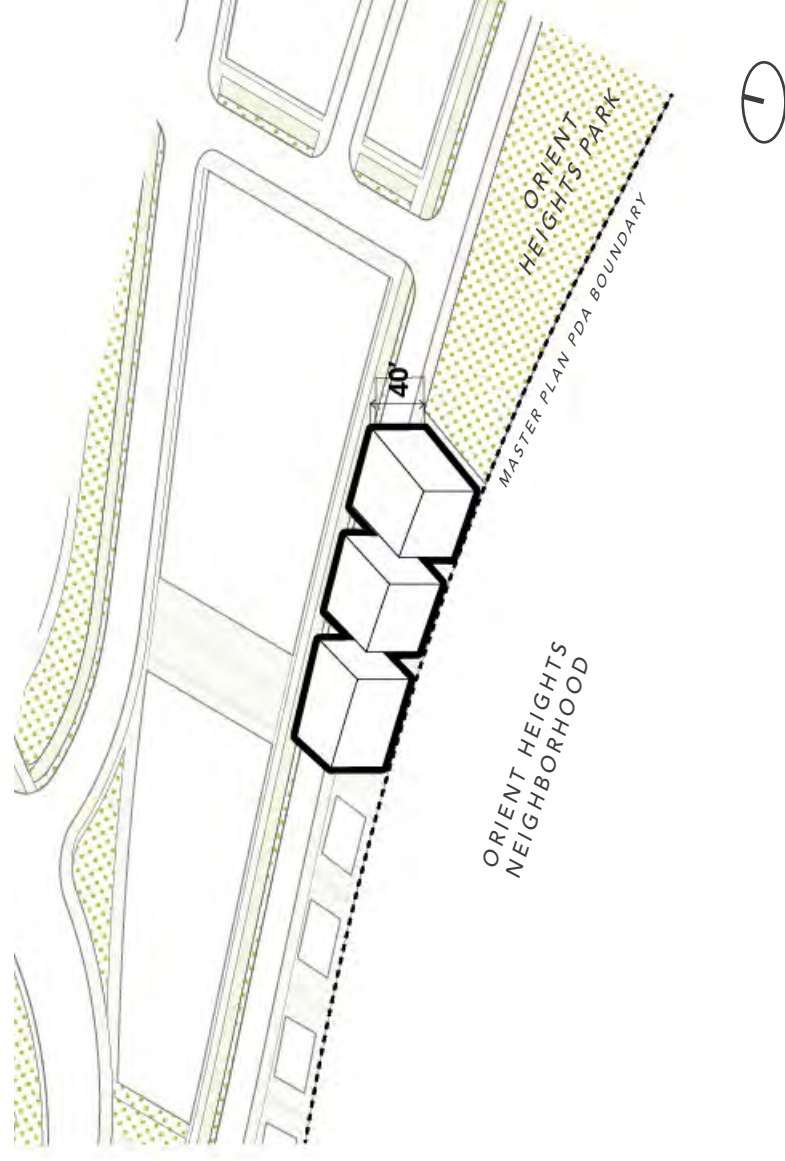
Building Envelope Plan



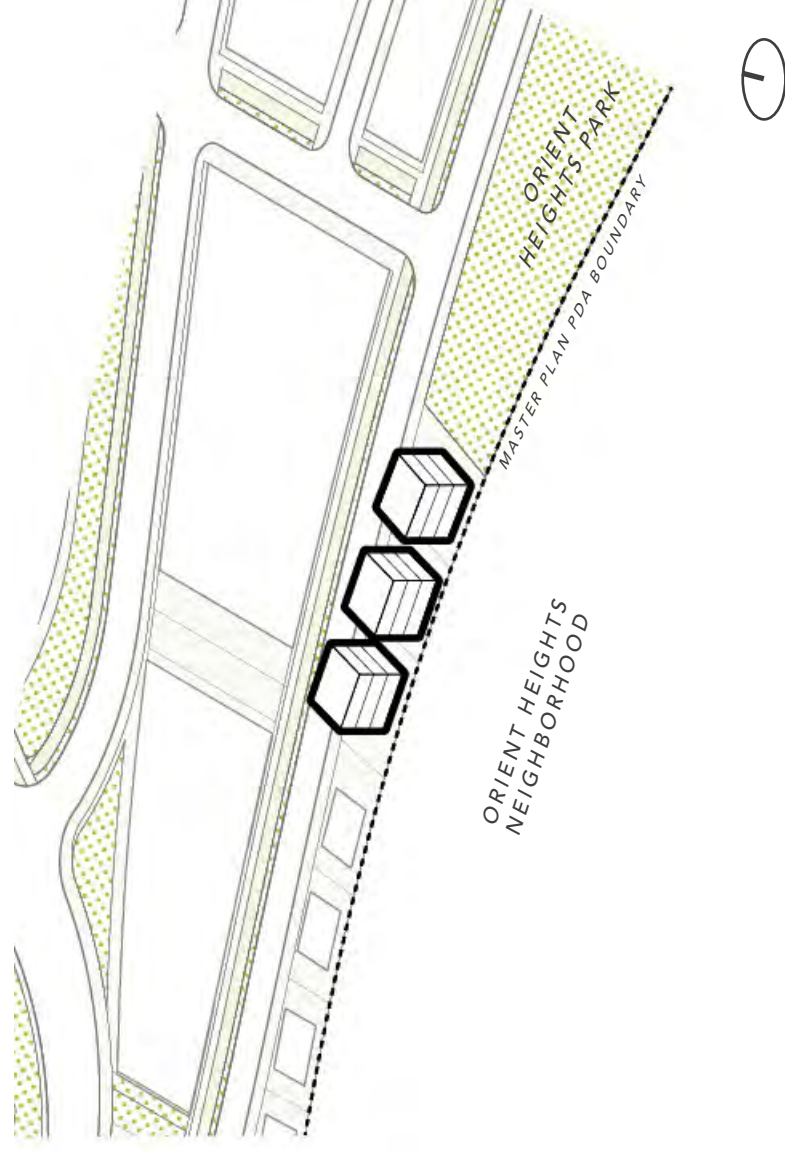
Sample Building Massing Plan



Key Plan



Building Envelope Axon

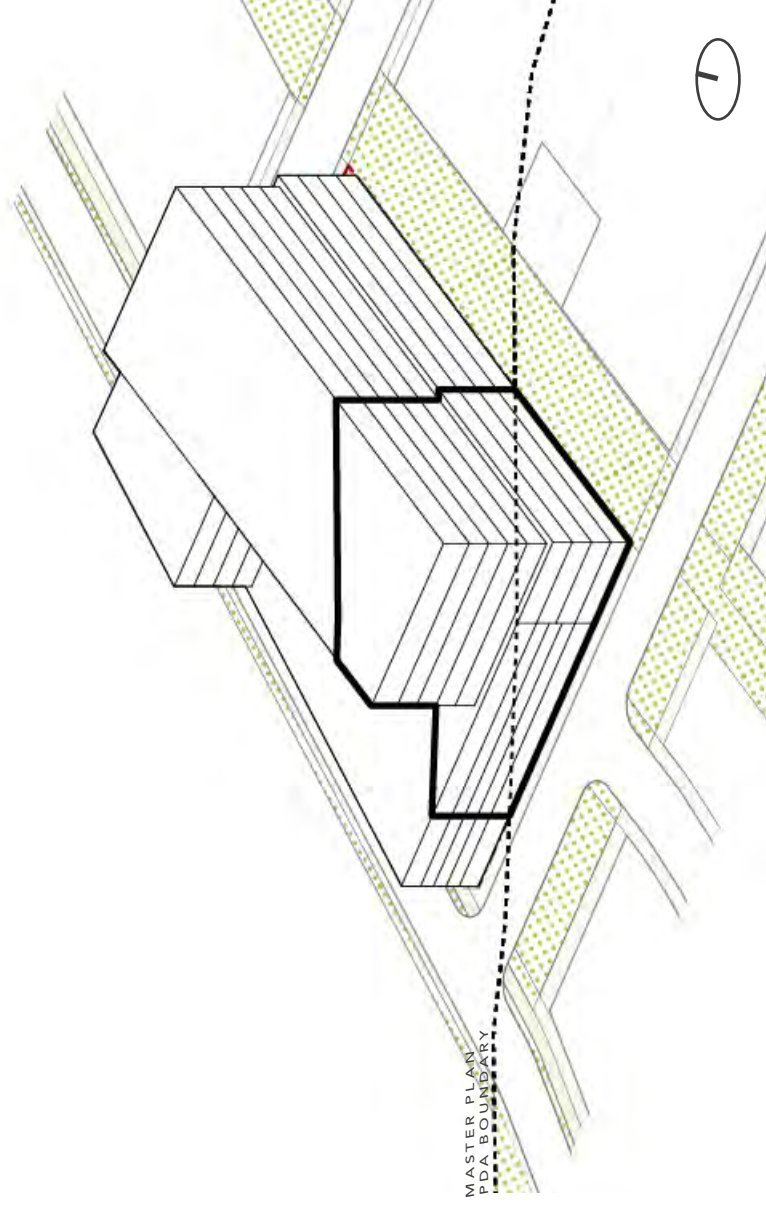
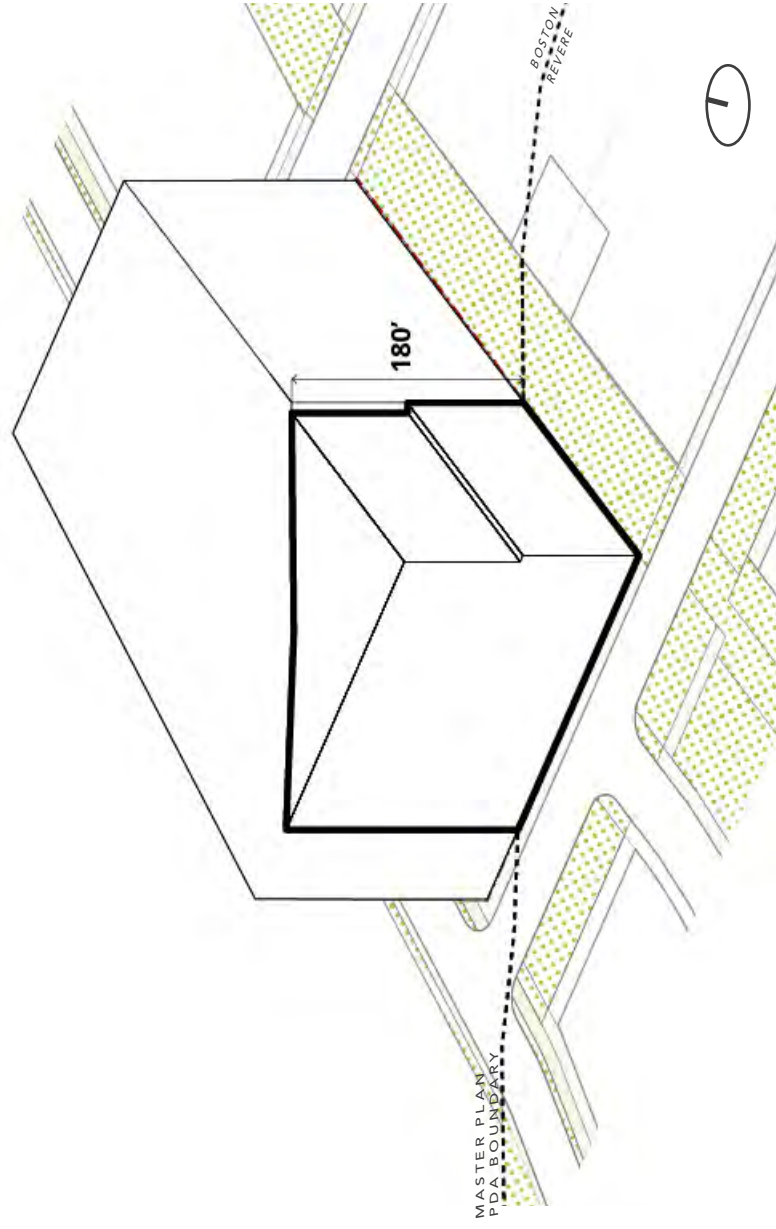
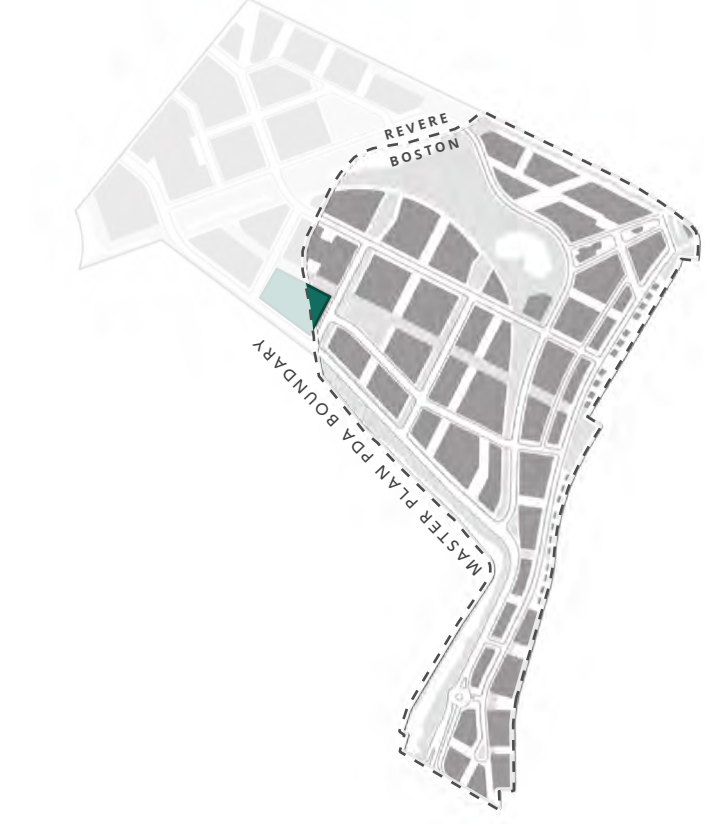
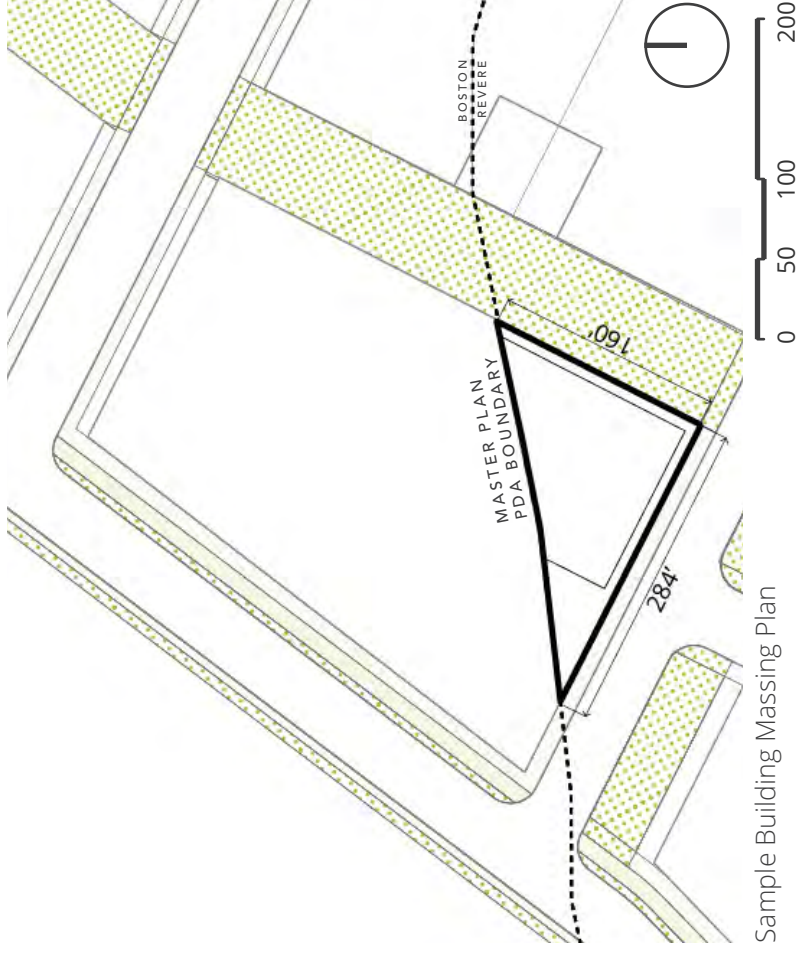
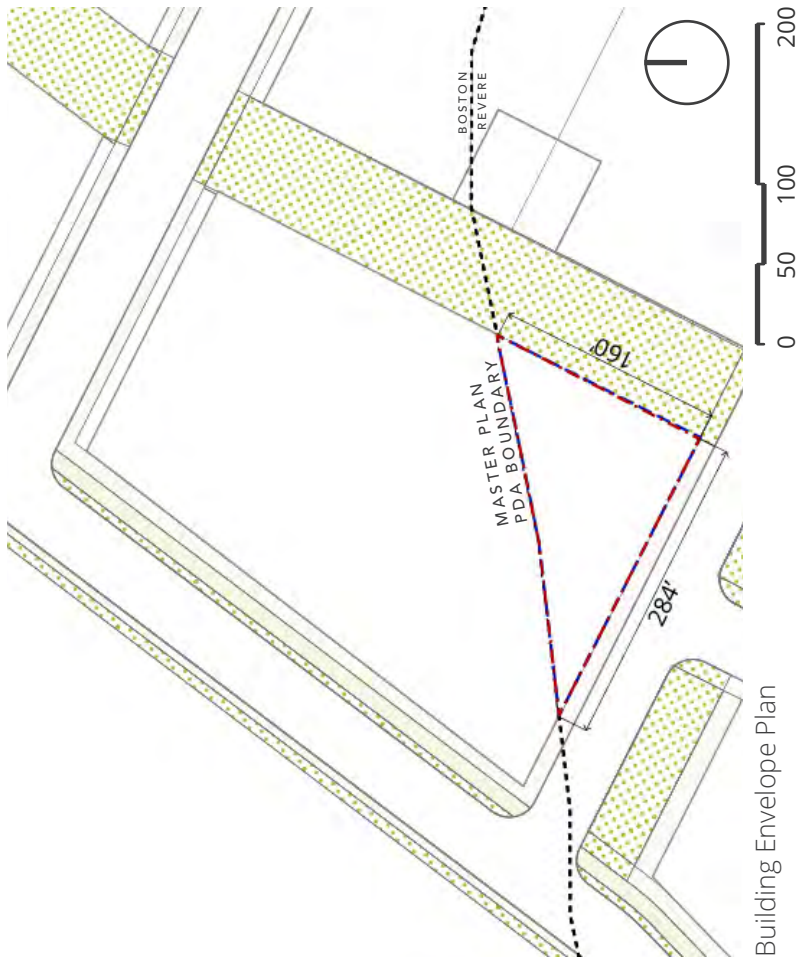


Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	16,672 sf
Max Building Height	40'

Phase 4B | Block SF03
Suffolk Downs Redevelopment
 Development Plans



Parcel Line	Build-To Line	Service Easement	Setback
Proposed GFA (in Boston)			
			98,169 sf
Max Building Height			180'

Building Envelope Axon

Sample Building Massing Axon

Phase 4B | Block BR01
Suffolk Downs Redevelopment
 Development Plans

Exhibit D-1

Intentionally Omitted

Exhibit D-2

Active Ground Floor Uses Plan

[see attached]

Key

Active Ground Floor Use
Frontage

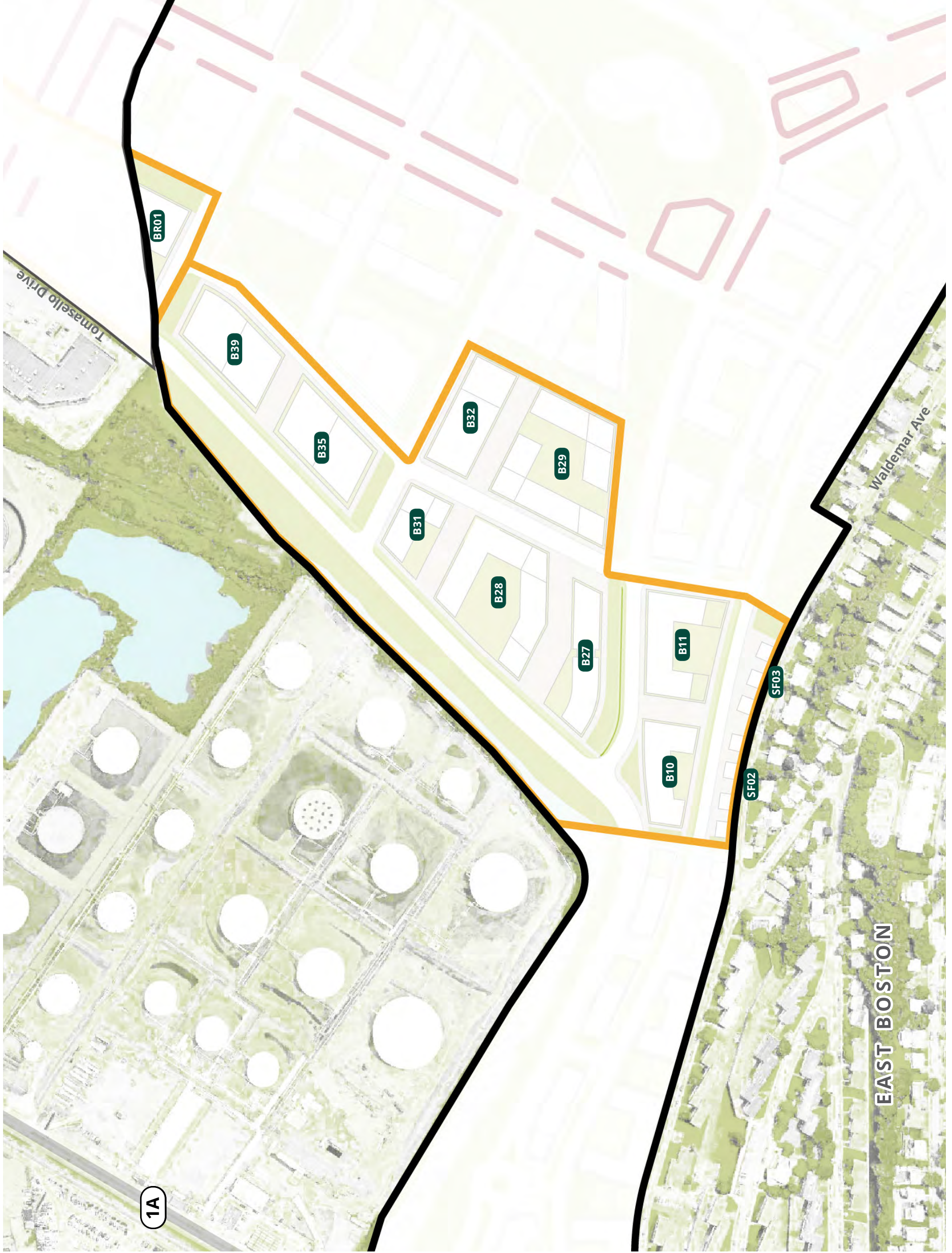


Exhibit D-2
Active Ground Floor Uses

Phasing Plan

Phase 4B

Suffolk Downs Redevelopment
Development Plans

Exhibit D-3

Building Podium Stepback Plan

[see attached]

Key

- 7 Floor Podium Stepback
- 6 Floor Podium Stepback

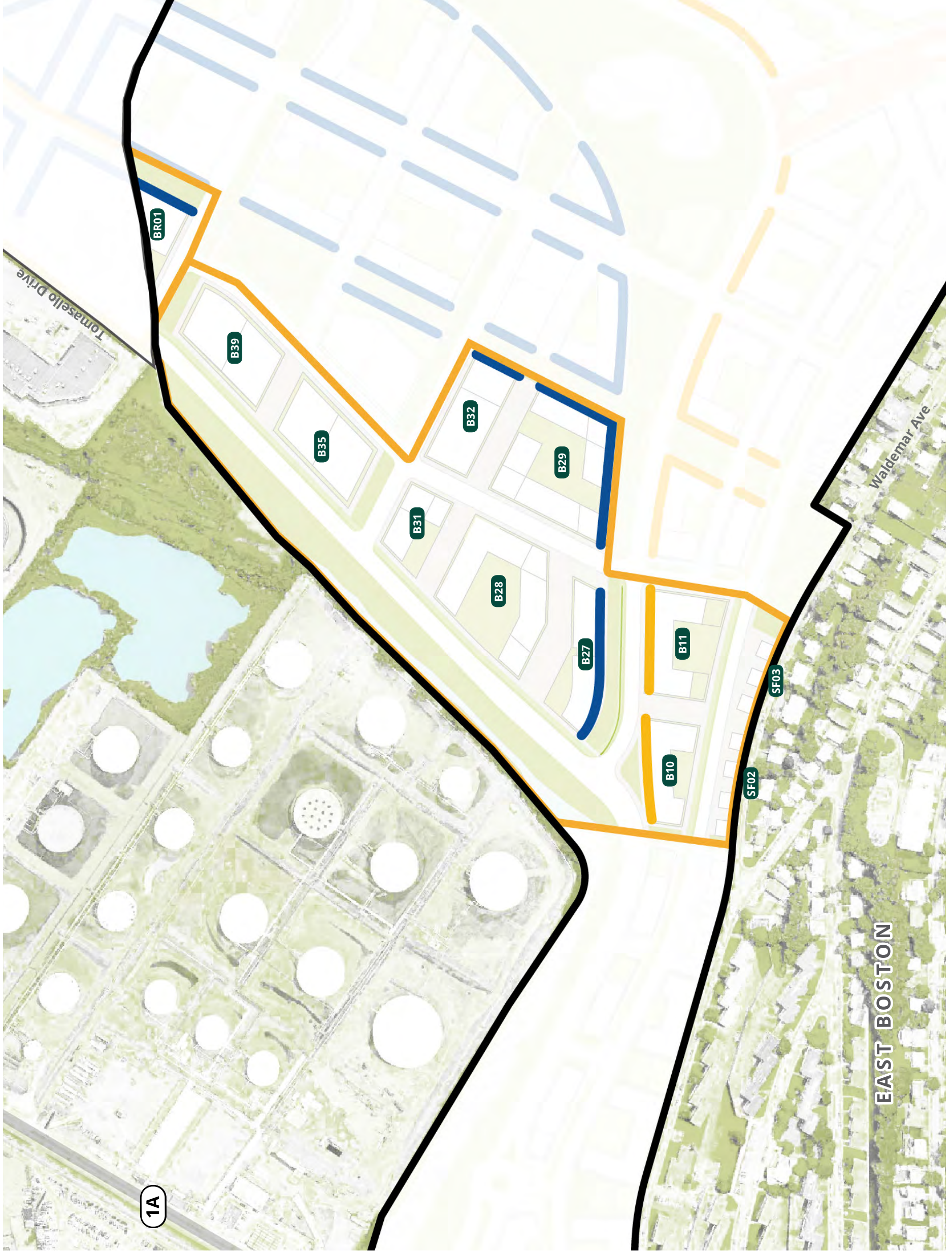


Exhibit D-3
Building Podiums and Stepbacks

Phasing Plan

Phase 4B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-4

Building Setbacks Plan

[see attached]



Key

- Service Alley Easements
- 15' Building Setback
- 10' Building Setback
- 5' Building Setback

Exhibit D-4
Building Setbacks

Phasing Plan

Phase 4B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-5

Parking, Service and Loading Dock Entrance Plan

[see attached]

Key




-  Roadways with restrictions to parking, service, and loading entrances
-  Buildings where parking, service and loading entrance prohibitions do not apply, subject to design review
-  Potential 48' wide parking entrances



Exhibit D-5
Parking, Service and Loading Dock Entrances

Phasing Plan

Phase 4B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-6

Intentionally Omitted

Exhibit D-7

Open Space Guidelines

[see attached]

CENTRAL COMMON



Description

The Central Common is proposed to serve as a large-scale urban open space that will provide a diversity of uses—passive and active, open and shaded, ecological and programmed, including an approximate 2.3-acre flexible playing field area. The Central Common open space will be located at the center of the Suffolk Downs site and it is anticipated that it will establish important pedestrian and cyclist connections to the site’s greater open space network.

General Character

This open space is planned to have a general character defined by:

- approximately 2.3-acre flexible playing field area
- a civic node area
- the previously-existing on-site pond, which will be enhanced with surrounding seating areas
- groves of shade trees
- walking paths and siting areas

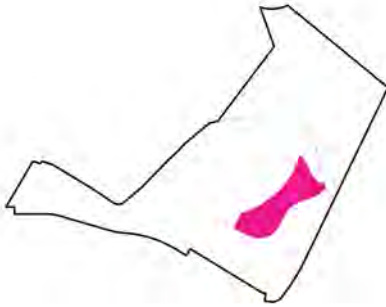
Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- active recreation areas, including a flexible open playing field area that can be used for soccer or other organized sports
- a strolling/promenade area
- outdoor exercise and free play areas
- passive recreation areas, among lawn and groves

Size

- Approximately 12 acres in Boston; additional area proposed to be constructed in Revere



ACTIVE LINEAR CORRIDOR



Description

The Active Linear Corridor is proposed to integrate active play and recreation across the center of the Suffolk Downs site and establish pedestrian connections through the middle of the site. The corridor is planned to incorporate recreational uses for all ages, from creative play spaces for children and teenagers, courts and outdoor sport facilities for older and younger adults, as well as flexible gathering spaces with a variety of social and active recreation opportunities.

General Character

This open space is planned to have a general character defined by:

- creative play spaces
- accessible pedestrian paths
- flexible use turf areas
- shade trees and spaces to sit throughout
- courts and outdoor sport facilities

Typical Uses

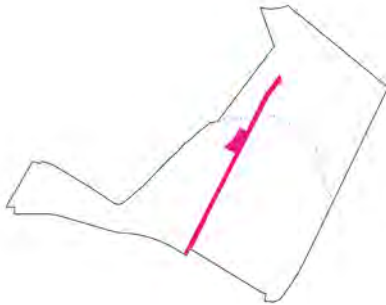
This open space will include a variety of active uses.

These are anticipated to include:

- children's playgrounds
- mounds for creative play
- grass turf areas for open play and resting
- an approximately 1-acre multi-purpose field area
- chess or other quiet social games
- basketball, tennis, and pickleball courts

Size

- Approximately 4 acres



ORIENT HEIGHTS NEIGHBORHOOD OPEN SPACE



Description

This proposed neighborhood park provides a neighborhood gathering space with access from the Suffolk Downs site and the adjacent Orient Heights neighborhood. The open space is expected to welcome neighbors to the site while anchoring the Active Linear Corridor and providing connections for pedestrians and cyclists between the new Suffolk Downs development and the existing neighborhood.

General Character

This open space is planned to have a general character defined by:

- creative play equipment
- a flexible use lawn area
- an active play court area
- walking paths and cycling tracks connected to a larger transportation network

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- a children's playground
- a basketball court or other active play court area
- a lawn area
- seating areas

Size

- Approximately 1 acre



THE GATEWAY



Description

This open space area is planned to provide active recreational space and to function in part as an extension of the Active Linear Corridor and a connection to the Central Common. These open spaces are expected to supplement other open space areas along the southern portion of the site with more small-scale recreational opportunities for everyday use.

General Character

This open space is planned to have a general character defined by:

- active play courts
- pet recreation area
- pedestrian and bicyclist connections to the larger transportation network

Typical Uses

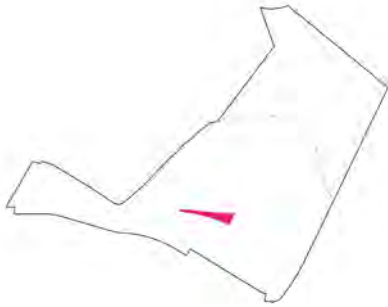
This open space will include a variety of active uses.

These are anticipated to include:

- basketball and tennis/pickleball courts
- dog park
- seating areas

Size

- Approximately 1 acre



GREEN FINGERS



Description

The Green Fingers are proposed as new linear open spaces that are planned to provide connections across neighborhoods and which contain walking and biking trails to connect residential and commercial areas to the Central Common. These open spaces are also planned to include green infrastructure that is designed to help manage stormwater and improve site resiliency.

General Character

This open space is planned to have a general character defined by:

- linear pedestrian and bicycling paths
- green infrastructure improvements
- select active recreation nodes

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- walking and biking trails
- small children's play areas
- seating areas

Size

- Approximately 2 acres

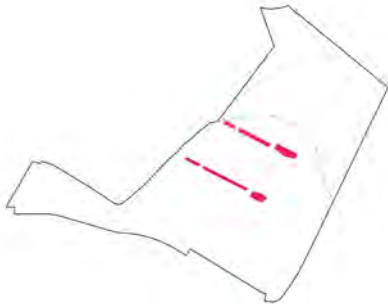


Exhibit E

List of Permitted Uses⁺²

Laboratory, Research and Development Uses

- Research and Development Uses and Scientific Laboratory Uses, including, but not limited to, basic laboratory; research laboratory or product development or prototype manufacturing or a facility devoted to the testing and analysis of scientific and applied research hypotheses through experimentation.

Office Uses

- Office Uses, including, but not limited to, agency or professional office, back office, shared office space, general office and office uses by insurance companies, cultural groups, community service organizations, banks and offices of architects, attorneys, dentists, physicians or other professional people.

Residential Uses

- Residential Uses, including, but not limited to single family homes, town homes, multi-family residential uses and senior housing, with a mix of unit types, including micro units, studios, one, two and three bedroom units and extended stay apartments.

Hotel Uses

- Hotel and Conference Center Uses, including, but not limited to, bed and breakfast; conference center; executive suites; hotel, including extended stay hotel.

Restaurant Uses

- Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishments serving or not serving alcohol and/or other place for the service or sale of food and/or drink for on-premises consumption and serving or not serving alcohol, including outdoor cafes; place for sale and consumption of food and beverages and serving or not serving alcohol providing dancing or entertainment or both; in a structure, sale over the counter, not wholly incidental to a local retail business or restaurant 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; bakery, café, coffee shop, delicatessen and/or diner and facility of public assembly.

⁺² Capitalized terms used but not defined in this Exhibit E shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

Retail, Banking, Service and Wholesale Uses

- Retail Uses, Banking and Postal Uses, Service Uses and Wholesale Uses, including, but not limited to retail or service business, including, but not limited to, store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, photocopying establishment, tailor, post office, pick-up and delivery station of laundry or dry cleaner, liquor store, tailor shop, hand laundry, store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, medication, tobacco products, clothing, dry goods, books, film, video, computer software, art, flowers, paint, hardware, and small household appliances, retail uses, including, but not limited to, department store, furniture store, general merchandise mart and accessory storage, bank (not including a drive-in window), automatic teller machine and a wholesale business.

Community and Cultural Uses

- Community Uses and Cultural Uses, including, but not limited to, childcare uses, including, but not limited to, day care center and nursery school, learning or tutoring center, community center, art use and artists' mixed-use, including, but not limited to, workshop, arts studio, art gallery (commercial or nonprofit) and exhibit space, art needle workshop, costume rental establishment, historical exhibit, musical instrument repair, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

Facility of Public Assembly Uses

- Facility of Public Assembly, such as auditorium, theater, concert hall, dance hall, drive-in theater, or stadium.

Neighborhood Health Care Uses

- Medical offices, clinic including facility for out-patient procedures, assisted living and custodial care facility.

Educational and Dormitory Uses

- Dormitory and satellite facilities for college, university, professional school, or trade school, in each case only if approved by the BPDA.

Art Uses

- The creation, manufacture, or assemblage of visual art, including two- or three-dimensional works of fine art or craft, or other fine art objects created, manufactured, or assembled for the purpose of sale, display, commission, consignment, or trade by artists or artisans; or classes held for art instruction.

Parking and Vehicular Uses

- Parking uses, including, but not limited to, parking garages; on-street parking; vehicle cleaning services, car-sharing and/or bicycle-sharing service and vehicle rental agency principally for residents, employees and visitors to the Suffolk Downs Site and surrounding neighborhoods.

Renewable Energy Uses

- Renewable energy facilities and equipment, including, but not limited to, solar panels for the generation of electricity and building integrated wind energy facilities.

Wireless Communications Equipment Uses

- Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electromagnetic communications signals.

Open Space and Recreational Uses

- Open Space Uses, including, but not limited to, open space for active or passive recreational use and public open space.

Entertainment Uses

- Entertainment Uses, including, but not limited to, theatre, bar, fitness center and/or gymnasium.

Signs

- Signs as permitted in accordance with the applicable PDA Development Plan.

Accessory and Ancillary Uses

- Accessory Uses and Ancillary Uses as defined by the Code, including, but not limited to, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; the storage of flammable liquids and gases incidental to a lawful use; permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use; storage; accessory keeping of laboratory animals; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.

Exhibit F

Suffolk Downs

Summary of Public Benefits and Project-Related Mitigation Measures

January 16, 2019

General	
Diversify and expand East Boston’s economic and job opportunities through new development with a mix of uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.	All phases of construction
Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families)	All phases of construction
Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities	All phases of construction
Invest more than \$170 million, across the entire Suffolk Downs site, in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.	All phases of construction
25% of site will be built and maintained as publicly accessible open space, with approximately 27-acres in Boston and an additional approximately 13 acres in Revere, all available to Boston residents.	All phases of construction
Convey to the City fee ownership in approximately 2.5 acres and easements in approximately 3 additional acres of key open space areas, and provide shared programming rights to the City with respect to key portions of the open space system, in each case in accordance with the Master Plan.	Following completion of construction of applicable open spaces and adjacent development parcels.
Compliance with Boston’s Inclusionary Development Policy, 13% Affordability (estimated to be up to 900 Affordable Units) (or 13% of onsite dwelling unit space as noted below).	All Buildings in Boston that include residential uses
At the request of the BPDA, provide affordable units in residential buildings that are equal to 13% of the dwelling unit floor area (instead of 13% of the number of units) to facilitate a larger number of family-friendly affordable housing units (e.g., three-bedroom units).	All phases of construction
At the request of the BPDA, provide residential units to residents having an average income equal to 70% of AMI so that some units	All phases of construction

may be provided to residents with incomes below 70% of AMI.	
Contribute [amount to be determined] toward a new East Boston Neighborhood Housing Stabilization Fund, and work with the City to direct portions of future Housing Exaction Payments (Linkage Funds) to this new East Boston Neighborhood Stabilization Fund, to help address ongoing displacement pressures in and around East Boston.	Funding in 2 equal installments, (A) 30 days after appeal period ends for discretionary Boston approvals, and (B) 30 days after appeal period ends for a building permit first building in PDA Area.
Seek infrastructure funding for the Master Project and for any funds that are actually received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, on a dollar-for-dollar (1:1) basis make additional contributions to the East Boston Housing Stabilization Fund described above.	Prior to completion of on-site infrastructure
Creation of up to 14,000 new construction jobs and 25,000 – 50,000 new permanent jobs	All phases of construction
Generate substantial economic benefits to the City of Boston through new net tax revenue.	All phases of construction
Housing and Jobs Exaction Payments (i.e. Linkage) to the City of Boston. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Development Impact Uses after the first 100,000 square feet	All Buildings in Boston that include Development Impact Uses
Create economic development opportunities for residents and businesses in East Boston by inclusion of 10% of the retail square footage in Boston to local businesses and owners with flexible lease parameters;	All phases of construction in Boston
Support local East Boston community groups by provision of a 2,500 SF as ground floor civic space to be located in a Phase 1 Building in Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
Inflow & Infiltration mitigation payments of \$9.64 per new gallon of sanitary flow added	All phases of construction: in Boston
Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, including installation of approximately 9,200 linear feet (lf) of bicycle lanes and approximately 8,100 lf of separated cycle tracks across the Master Project.	All phases of construction
Advance the City of Boston's resiliency objectives with improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding. These measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower	All phases of construction:

levels that can be used as potential flood storage areas.	
Plant over 1,500 new street trees across the entire Suffolk Downs Site	All phases of construction
Record a non-discrimination covenant prohibiting discrimination based on a person's race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual orientation, gender identity, disability or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.	Prior to commencement of construction of the first building in Boston
Grant right-of-way easements to the City of Boston with respect to specified rights-of-way in accordance with the Master Plan.	After completion of construction of all rights-of-way and adjacent development parcels
Wetlands and Waterways	
Horseshoe Pond Bank Improvements	Phase 1B Construction
**Sales Creek Culvert Daylighting	Phase 2R Construction
Vegetation Enhancement/RFA Restoration	Phases 2B, 2R, 3B, 3R, and 4R Construction
Invasive Species Management	Phase 1R Construction
**Mitigate potential temporary off-site impacts to resource areas (Bank, BVW, LUWW, RFA, LSCSF) due to interim sewer connection (partially on-site) by restoring them within the existing footprint immediately following completion of the installation.	Phase 1R Construction
Mitigate potential off-site impacts to resource areas due to traffic improvements, if necessary (See DEIR/DPIR Table 5-3).	Immediately subsequent to traffic improvements
Stormwater Management	
Construct a Stormwater Management System that will improve overall quality of storm-water runoff, includes LID, will be used for irrigation, addresses future increased storm intensity due to climate change.	All Phases of Construction: See Figure 1.1 of DPIR
Work with Massport to ensure the tide gate and culverts running under Route 1A and to Chelsea Creek have adequate capacity to convey increased anticipated flows.	Phase 2B Construction
Install a 52,000 CF underground stormwater detention facility within the proposed Chelsea Creek watershed.	Phase 4B Construction
Require all buildings within the Chelsea Creek watershed to store, reuse, or infiltrate the first 1.0 inch of rainfall.	During Construction of All Phases
Reduce overall impervious area throughout the site by >10% by reducing proposed impervious area within open spaces and increasing green roof area to 20%.	During Construction of All Phases

Open Space	
Belle Isle Square Plaza and **Beachmont Plaza	Phase 1B/1R Construction
Central Common, **Outdoor Theater	Phase 2B/2R Construction
Green Fingers, walkways along Sales Creek, Park adjacent to Orient Heights	Phase 2B/3B/3R Construction
Completion of Active Linear ParkCorridor	Phase 4B/4R Construction
Water and Wastewater	
Fund sewer inflow and infiltration mitigation (4:1 in Boston, 10:1 in Revere).	All Phases of Construction: Phased as each building permit is granted
Install dedicated wastewater bypass line connecting directly to MWRA system downstream of Caruso Pump Station to allow Boston and Revere to maintain existing capacities in their local systems and MWRA to maintain existing pumping capacity in the Caruso Pump Station.	Phase 2B/2R Construction
Redirect discharge from four off-site catch basins that currently discharge to the sewer within Waldemar Ave to the Master Plan Project dedicated storm drain system.	Phase 2B Construction
Reuse stormwater for irrigation.	Phases 1B-5B, 2R-4R Construction
TransitTransportation [Subject to Continuing Review by BTS and MassDOT]	
Conduct Engineering & Architectural Assessment of Suffolk Downs Station and Beachmont Station.	In Progress ¹
**Construct new Route 119 Bus Stop @ Stop & Shop and Turnaround on Tomasello Drive.	Completed 9/2/2018
Construct new Route 119 Bus Stops on the Suffolk Downs Site.	As Warranted by Demand
Provide privately operated on-site shuttle circulator services.	As Warranted by Demand
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site and key land use and transportation nodes (proposed connections to include connections to North Station, South Station, Chelsea Station, and the Seaport District).	As Warranted by Demand ¹
Complete code and state-of-good repair upgrades at Suffolk Downs Station and **Beachmont Station.	TBD ¹
Contribution towards transit upgrades, including potential improvements to Suffolk Downs Station and Beachmont Station.	TBD¹
Implement Transit Signal Priority at signalized locations where traffic mitigation is proposed as part of the Master Project.	In conjunction with Traffic Mitigation Improvements
**Winthrop Ave. (Route 145) at MBTA/Site Drive	Prior to completion of Phase 1R
**Bennington Street at State Road/Winthrop Ave.	Prior to completion of Phase 1R
**Bennington Street at Crescent Ave.	Prior to completion of Phase 1R
**Winthrop Avenue at Fire Station (Median break and traffic signal)	Prior to completion of Phase 1R
**Route 1A at Furlong Drive	Prior to completion of Phase 1R

Route 1A at Tomasello Drive	Prior to completion of Phase 1R
**Route 60 at Sigourney Street	Prior to completion of Phase 1R
**Route 60 at Charger Street	Prior to completion of Phase 1R
**Winthrop Avenue (Route 145) at Revere Beach Parkway (Route 16)/Harris Street	Prior to completion of Phase 1R
**Winthrop Ave. (Route 145) at North Shore Road	At 2,000,000 sf ²
**Winthrop Ave. (Route 145) at Tomasello Drive	At 2,000,000 sf ²
Route 1A at Tomasello Drive (Temporary Southbound Left Turn Signal)	At 2,000,000 sf ²
**Route 1A from Boardman Street to Furlong Drive (Super Street) <u>Boston Improvements: Includes two southbound through lanes with exclusive left turn lane and 8' to 10' shoulder approaching Boardman, and northbound three through lanes and exclusive left turn lane. Left turn lanes are to be extended, and northbound right turn lane replaced with shared through and right turn lane for approximately 1,200 feet approaching Boardman. Shared use path is to be added northbound to Tomasello corridor, and from there continued to Revere Beach Parkway/ Winthrop Avenue corridor in Revere through along Tomasello. At Tomasello, signal control will be provided and southbound roadway will be widened to four lanes to allow for continuation of two through lanes and addition of two left turn lanes. Four-lane section will generally extend from "Jughandle" intersection near Boston/Revere City Line to Tomasello. Within this area, southbound shoulder will be eliminated and replaced with limited width curb offset. Northbound, three through lanes from Boardman intersection will be maintained with exclusive right turn lane added to access site.</u>	<u>At</u> Prior to 3,000,000 sf ²
**Route 60 at Bell Circle (5 Intersections)	At 3,000,000 sf ²
**Route 1A at Curtis Street <u>Boston Improvements: Include realigning Route 1A southbound to formalize exit to Bennington and Curtis areas, and providing two continuous lanes for southbound through movement, creating an island within current paved area and providing stop control at ramp/Curtis Street intersection. Movement from Curtis Street to Route 1A south will continue to be in an add-lane condition.</u>	At 3,000,000 sf ²
**Route 1A at Revere Street	At 5,500,000 sf ²
**Route 60 at Revere Street and Breed Street	At 5,500,000 sf ²
Bennington Street at Saratoga Street <u>Boston Improvements: Include installing traffic island in southwest quadrant, redirecting crosswalks for Bennington and Saratoga crossings, providing compliant curb ramp for Bennington crossing in southeast quadrant, changing lane uses on northbound Bennington approach (one right only and one through left), removing/relocating median on northerly leg of Bennington to allow three lane southbound approach (two through and one left) and one through lane northbound, and modifying signal phasing.</u>	At 5,500,000 sf ²

Day Square (Five Intersections) Boston Improvements: the Proponent will participate with a working group to conduct further study of Day Square and develop design alternatives that address stakeholder concerns.	At 5,500,000 sf ²
Brown Circle	At 5,500,000 sf ²
**Route 1/Route 16 Interchange	At 7,000,000 sf ²
**Route 16 at Garfield Ave./Webster Ave.	At 7,000,000 sf ²
Construct extensive on-site bicycle and pedestrian accommodations with connections to off-site infrastructure.	During all phases
Design and construct, or at Proponent's option fund design and construction of, extension of the East Boston Greenway from Constitution Beach to the southeast corner of the Project Site following along Bennington Street and Walleye Street, including a designated pedestrian/bicycle crossing at Bennington Street.	By Phase 3B Construction
Comprehensive Transportation Demand Management program to reduce dependency on single occupancy vehicles and promote alternative modes of transportation.	During all phases
Air Quality	
Implement traffic monitoring program.	During all phases
<i>See Transportation Measures above for Mobile Source GHG Mitigation.</i>	
GHG Emissions	
Prepare schematic designs and cost estimates of a 200,000 square foot multi-residential building for both a preferred/planned design and a Passive House design.	Phase 1R Design
All townhouses (22 total) will be Passive House- and/or E+ (Energy Positive) equivalent.	Phase 1B and 2B Construction
Construct one (1) Passive House (or equivalent) Demonstration Project of a minimum 50,000 square foot multi-family residential building.	Phase 2B Construction
All single-family homes along Waldemar Avenue (12 total) will be Passive House- and/or E+ equivalent.	By Phase 3B Construction
Construct buildings to achieve energy usage savings as compared to current energy code requirements (9 th Edition) of at least 10% in all Phase 1 buildings, with increased savings in subsequent Phases to meet the following levels of energy savings at full build-out: <ul style="list-style-type: none"> • 5% of Buildings greater than 50% • 35% of Buildings 30%-50% • 55% of Buildings 18%-30% • 5% of Buildings 10%-18% 	During Construction of All Phases
Construct all buildings to be Solar Ready.	During Construction of All Phases
Install a minimum of 2 MW of solar PV on building rooftops providing	During Construction of All Phases
Design all buildings to meet LEED certifiable standards as follows:	During Construction of All Phases

<ul style="list-style-type: none"> • Minimum of 5% LEED Platinum • Minimum of 75% LEED Gold • Maximum of 20% LEED Silver 	as provided in Development Plans
Designate preferred parking spaces for alternative-fuel vehicles.	All Phases
<i>See Transportation Measures for Mobile Source Air Quality Mitigation.</i>	
Climate Change Resiliency	
Facilitate a feasibility study for regional flood protection (Bennington Street berm)	TBD, Prior to Phase 4 Design
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 2B and 2R Construction
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 3B and 3R Construction
Facilitate installation of tide gate at eastern limits of Suffolk Downs Site.	Prior to Phase 4R Construction
Design Alfred H. Long (Bennington Street) Pump Station Upgrades. (Proponent to participate in cost sharing)	Phase 4R Design
Facilitate upgrade of Alfred H. Long (Bennington Street) Pump Station from 300 cubic feet per second (cfs) to 600 cfs.	Prior to Phase 4B Construction
Target at-grade first floor elevations of 20.5 feet BCB for non-critical buildings and 21.5 feet BCB for critical buildings, infrastructure and ground floor residential space, per BPDA guidance, to provide 1 to 2 feet of freeboard above the projected 2070 BFE.	All Design Phases
Where FFEs of at least 20.5 feet are not feasible, implement alternative flood protection measures (e.g. specifying dry floodproofing materials, designing with the ability to add temporary flood barriers to building openings, and limiting first floor uses to non-residential).	All Design Phases
Select paving materials with less heat absorbing capacity and a high Solar Reflective Index to offset the effects of increasingly hot summers.	All Design Phases
Specify operable windows for residential buildings and considering them for hotel and office buildings.	All Design Phases
Use a 95°F peak day for sizing of building mechanical systems.	All Design Phases
Plant robust tree canopy within Central Common, other open space areas and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	All Construction Phases
Historic Resources	
Develop a historic mitigation plan to be implemented as part of the Master Project.	Phase 1B Design
Undertake inventory to identify race track elements for salvage and reuse within the on-site open space system and/or donated to local museums.	Prior to Phase 1B Construction
Inventory and gather photographs, documents, paintings, and other	Prior to Phase 1B Construction

collected horse racing memorabilia for potential inclusion on site and/or donated to local museums.	
Develop and install an Interpretive Exhibit to be incorporated in a select area of the open space system.	Phase 2B Construction
Construction Period	
Develop a draft Construction Management Plan (CMP) for the Master Plan Project based on conceptual construction logistics scenario for each phase (see DEIR/DPIR Appendix G).	At time of DEIR/DPIR filing (Complete)
Prepare CMPs for each phase to address temporary construction-related impacts detailing overall construction schedule, work hours, number of construction workers, worker transportation and parking, and number of construction vehicles and routes.	Prior to Each Phase of Construction

¹ Based on proposed service and implementation timing.

² For all traffic improvements scheduled at a specific square footage, improvements must be completed prior to first Certificate of Occupancy after indicated square footage threshold.

** Revere-only mitigation items

As used in this Exhibit F, references to Phases 1B, 2B, 3B, 4B and 5B are to the five Phases of the Master Project, i.e., the Phase 1 Project, the Phase 2 Project, the Phase 3 Project, the Phase 4 Project and the Phase 5 Project, respectively, and references to Phases 1R, 2R, 3R and 4R are to phases 1 through 4 of the redevelopment of the Revere portion of the Suffolk Downs Site.

Summary report:
Litéra® Change-Pro TDC 10.1.0.700 Document comparison done on
9/16/2019 1:50:29 PM

Style name: DLAPiper	
Intelligent Table Comparison: Active	
Original DMS: iw://USDMS.PIPER.ROOT.LOCAL/EAST/169236799/1	
Modified DMS: iw://USDMS.PIPER.ROOT.LOCAL/EAST/169236799/4	
Changes:	
<u>Add</u>	123
Delete	47
Move From	1
<u>Move To</u>	1
<u>Table Insert</u>	9
Table Delete	1
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	182

Attachment 6

PDA Development Plan Phase 5 Redline

**BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**PHASE 5 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development Plan. In accordance with Section 3-1A, Sections 53-44 through 53-49, and Article 80C of the Boston Zoning Code (as in effect on the date hereof, the “Code”) and that certain Master Plan for Planned Development Area No. [___] (the “Master Plan”) for the proposed redevelopment of the East Boston portion (the “Master Plan PDA Area”) of the approximately 161-acre Suffolk Downs site (the “Suffolk Downs Site”) located at 525 McClellan Highway in East Boston and Revere (the “Master Project”), this plan (this “Development Plan”) sets forth information on the fifth phase (the “Phase 5 Project”) of the redevelopment of approximately 738,200 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “Phase 5 Site”). This Development Plan sets forth the Phase 5 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 5 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (Large Project Review). A joint Expanded Project Notification Form and Expanded Environmental Notification Form for the Master Project was filed with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “BPDA”) on November 30, 2017. The BPDA issued a Scoping Determination for the Master Project (including the Phase 5 Project) under Section 80B of the Code on February 21, 2018. A joint Draft Project Impact Report and Draft Environmental Impact Report for the Master Project (including the Phase 5 Project) was subsequently filed with the BPDA on October 1, 2018. On February 12, 2019, the BPDA issued a request for the Proponent to file a Supplemental Information Document, and on May 1, 2019 the Proponent filed a Supplemental Information Document in response to this request. The BPDA issued a Request for Additional Information on August 22, 2019, and on September 16, 2019 the Proponent filed an Additional Information Document in response to the request. A Preliminary Adequacy Determination waiving the requirement for a Final Project Impact Report was issued by the BPDA on _____, 2019. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 5 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [] ([]) pages of text and **Exhibits A-F**. All references to this Development Plan contained herein shall pertain only to such [] ([]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 5 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 5 Project as described in this Development Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 5 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development Plan is The McClellan Highway Development Company, LLC, a Delaware limited liability company (collectively with its affiliates and their respective successors and assigns, the “**Proponent**”). The Proponent is an affiliate of The HYM Investment Group, LLC and is the current owner of the Phase 5 Site, as well as the entire Master Project and Suffolk Downs Site.

The Proponent is a privately held Delaware limited liability company that is qualified to do business in Massachusetts and that has filed a Statement of Beneficial Interests with the BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 16.9-acre Phase 5 Site is located within the larger (approximately 161-acre) Suffolk Downs Site at its southwestern corner, bordered by Waldemar Avenue to the south, Route 1A to the west and the adjacent tank farm property to the north. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely within the Suffolk Downs Economic Development Area (the “**Subdistrict**”) of the East Boston Neighborhood District, which is governed by Article 53 of the Code. Section 53-44 of the Code identifies the Master Plan PDA Area (including the Phase 5 Site) as a location for a potential Planned Development Area. The Code also identifies the Suffolk Downs Economic Development Area as a Special Study Overlay Area. As noted above, the land within the Phase 5 Site is currently owned by the Proponent. In connection with the development of the Phase 5 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 5 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere presently includes an underutilized race track, a vacant administration building, a clubhouse and associated maintenance buildings, a grandstand, surface parking, and horse barns (which are dilapidated and unsuitable for further use). The Phase 5 Site presently includes portions of Tomasello Drive and the entrance to the Suffolk Downs Site off Route 1A, as well as portions of adjacent paved driveways and surface parking areas.

The Master Plan PDA Area borders the Orient Heights residential neighborhood to the south. As set forth in the Master Plan, a portion of the Master Plan PDA Area has been

designated as the Orient Heights Transition Zone and is subject to special restrictions for the protection of the Orient Heights neighborhood. A portion of the Phase 5 Site is located within the Orient Heights Transition Zone as shown on Exhibit C.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 5 Project is the fifth phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, as well as completion of the enhancements to the wetland buffer along the western side of Tomasello Drive and other pedestrian-friendly publicly-accessible open spaces that will provide improved resiliency and stormwater management capabilities. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs Massachusetts Bay Transportation Authority (“**MBTA**”) Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, and through development of improved connections to adjacent neighborhoods of East Boston and Revere throughout the Suffolk Downs Site, including pedestrian and bicycle pathways within the new open space system and street network. The Proponent will also incorporate forward-thinking resiliency strategies intended to address future sea level rise and other impacts of climate change. The Phase 5 Project is planned to be the fifth phase of redeveloping the Master Plan PDA Area to create a vibrant, mixed-use transit-oriented community that will offer an active, lively, and appropriate mix of uses (including office, lab, hotel, retail, residential, parking, and other uses), connected and supported by new publicly accessible open space and civic spaces. This will include development of the fifth Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas. Approximately 196,000 square feet (about 4.5 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 5 Project. A Site Plan for the Phase 5 Project is attached as Exhibit C.

The Phase 5 Project consists of ~~ninety~~ (910) buildings (B01A, B01B and B02-09), plus an additional four (4) single family homes (designated SF01). Subject to changes permitted by this Development Plan, the Phase 5 Project shall contain a total of approximately 1,363,000 square feet of Gross Floor Area, of which approximately 1,199,000 square feet at full build-out shall be used for Residential Uses and approximately 163,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in Exhibit D, and uses accessory thereto. The architectural design of the Phase 5 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 5 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking, 21st century, live-work-play neighborhood. The architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA’s design review. Buildings within the Phase 5 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of

Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 5 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, “Building Height” shall exclude roof structures, decks, penthouses and equipment that may be located on the roof of the Phase 5 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. “Gross Floor Area” shall have the meaning set forth in Article 2A of the Code. Above-grade parking and loading areas consistent with the final construction plans approved by the BPDA shall be required parking and excluded in the calculation of FAR.

In addition, the Phase 5 Project’s development will be subject to the following additional dimensional requirements and urban design parameters:

- a. Rights-of-Way. A conceptual plan of proposed rights-of-way within the PDA Area is shown on **Exhibit C-1** to the Master Plan. Right-of-way easements will be granted to the City of Boston, after the completion of construction of all rights-of-way and the adjacent development parcels within the Master Project, with respect to rights-of-way as shown on such plan, including with respect to rights-of-way within the Phase 5 Project. All rights-of-way will be maintained by a Suffolk Downs building owner’s association (“**SDOA**”) funded by contributions from individual building owners.
- b. Active Ground Floor Uses. A minimum of 75% of the ground floor storefronts along rights-of-way identified on **Exhibit D-2** shall be for space occupied by Active Ground Floor Uses.
- c. Building Podiums and Stepbacks. A plan identifying podium stepback zones is shown on **Exhibit D-3** attached hereto. As reflected on such plan, building stepbacks shall be required along certain building frontages along future public rights-of-way, above a podium that shall not exceed six (6) stories in the areas identified for six (6) story podiums, and shall not exceed seven (7) stories in the areas identified for seven (7) story podiums, on **Exhibit D-3**. Such stepbacks shall be a minimum of five (5) feet, except that, for up to twenty percent (20%) of the total linear footage where stepbacks would be required within the Phase 5 Project, the BPDA may grant an exemption from such stepback requirements pursuant to Section 15 below.
- d. Minimum Distance Between Building Towers. The minimum distance between any two building components containing occupiable space, which building components rise above a building podium, shall be fifty (50) feet.

- e. *Building Setbacks.* Buildings shall comply with the minimum building setback zones for five (5), ten (10) and fifteen (15) foot setback areas, measured from the boundary of the adjacent right-of-way, in the locations shown on **Exhibit D-4** attached hereto. For purposes of measuring a building's setback, minor encroachments such as awnings, building cornices, flagpoles, and signage shall be disregarded.
- f. *Parking, Service and Loading Dock Entrances.* A plan identifying rights-of-way where parking, service and loading dock entrances are prohibited is shown on **Exhibit D-5** attached hereto. For each building, the total width of each curb cut for parking entrances shall not exceed twenty four (24) feet, and the total width of each curb cut for service and loading dock entrances shall not exceed twenty four (24) feet, except that for the specific buildings identified on **Exhibit D-5** as buildings where larger curb cuts are permitted, curb cuts for parking entrances may be up to forty eight (48) feet in width.
- g. *Maximum Horizontal Building Wall.* The maximum horizontal length for uninterrupted building walls within the Phase 5 Project shall be (x) 200 feet for buildings where such building's primary use is commercial and (y) 250 feet for buildings where such building's primary use is residential.

Any variations from the above dimensional requirements and urban design parameters shall require BPDA approval pursuant to Section 15 below.

The dimensional or design requirements of the Code (including without limitation the provisions set out in Sections 53-51.2, 53-52, 53-53, 53-54, 53-55 and 53-56 of the Code) shall not be applicable to the Phase 5 Project and the Phase 5 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 5 Project.

5. Proposed Uses of the Phase 5 Site. Except as set forth below for the portion of the Phase 5 Site located within the Orient Heights Transition Zone, allowed uses within the Phase 5 Site shall include the following uses, each as more particularly defined on **Exhibit E** attached hereto: Residential Uses; Laboratory, Research and Development Uses; Office Uses; Hotel Uses; Restaurant Uses; Retail, Banking, Service and Wholesale Uses; Neighborhood Health Care Uses; if approved by the BPDA, Educational and Dormitory Uses; Community and Cultural Uses; Facility of Public Assembly Uses; Parking and Vehicular Uses; Art Uses; Open Space and Recreational Uses; Entertainment Uses; Renewable Energy Uses; Wireless Communications Equipment Uses; Signs; and Accessory and Ancillary Uses (collectively, the "**Permitted Uses**"). Except for the portion of the Phase 5 Site located within the Orient Heights Transition Zone, and subject to or consistent with the table in **Exhibit D**, all of the Permitted Uses shall be allowed within and throughout the Phase 5 Site.

The portion of the Phase 5 Site located within the Orient Heights Transition Zone may be used only for Residential Uses, Parking and Vehicular Uses (limited to parking garages, car-

sharing and on-street parking), Open Space and Recreational Uses and uses accessory thereto, except for Building B02 (the building to be located closest to Route 1A) which may be used as a hotel (with ground floor retail and other uses accessory thereto).

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 5 Project, including additional enhancements to the wetland buffer along the western side of Tomasello Drive. Approximately 196,000 square feet (about 4.5 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 5 Project, including the open space areas shown on Exhibit C and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or ~~an association of property owners of the Suffolk Downs Site or portions thereof~~ the SDOA, as public open space, and all open spaces will be developed in accordance with the open space guidelines attached hereto as Exhibit D-7. The Phase 5 Project's open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 5 Project and the Phase 5 Site and are superseded by this Development Plan. Once completed, open space areas will be maintained by the owners of adjacent buildings or by the SDOA, in perpetuity, and maintenance obligations for open space areas owned by the City of Boston shall be governed by the applicable maintenance agreement entered into respecting each such open space area.

7. Transportation. The Phase 5 Project will involve the construction of the fifth phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 5 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. The streets and sidewalks within the Suffolk Downs Site shall be constructed to comply with a single standard that is generally consistent with the City of Boston's Complete Streets standards and requirements, including requirements for accessibility and bicycle lanes, and the City of Revere's Complete Streets Guidelines. The Phase 5 Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. At the Proponent's request, the BPDA may approve changes in the location of the proposed roadways and bicycle and pedestrian paths provided that such changes are consistent with the character of Phase 5 Project and the Master Project.

~~The Draft Project Impact Report~~ Exhibit F sets forth a proposed program of traffic mitigation and transportation improvements to be implemented within Boston (including traffic mitigation and transportation improvements to be implemented within Boston in connection with the Phase 5 Project) and identifies additional traffic mitigation and transportation improvements to be implemented in Revere in connection with the Master Project, including extensive roadway improvements to ~~Route 1A and other~~ various roadways, a robust traffic demand mitigation program, shuttle bus service ~~within the Suffolk Downs Site~~ serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, and bike-sharing facilities, all to be provided as

part of the Master Project. The Proponent shall work with the City of Boston, the Massachusetts Department of Transportation, the Massachusetts Department of Conservation and Recreation, and the City of Revere to finalize the details of the traffic mitigation and transportation improvements to be implemented in connection with the Phase 5 Project. Pursuant to the Master Transportation ~~Improvement~~Access Plan Agreement (“TAPA”) to be entered into by the Proponent and the Boston Transportation Department (“BTD”) with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 5 Project, the owner of the applicable building shall enter into a ~~Transportation Access Plan Agreement~~TAPA for such building with the BTD specifying the traffic mitigation and transportation improvements required for such building. The Master TAPA shall require the Proponent to provide annual monitoring including traffic monitoring, transit ridership and occupancy monitoring as appropriate for assessing traffic and transit impacts of the Phase 5 Project.

If the amount of traffic generated by the ~~Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report to occur upon full build-out,~~buildings in the Phase 5 Project and the Revere phase 5 development exceeds [9,180] new average daily trips, then the Proponent shall work with the City of Boston to implement additional traffic demand management efforts to reduce the amount of traffic to the projected level.¹

Right-of-way easements will be granted to the City of Boston, after the completion of the construction of each applicable right-of-way and the adjacent development parcels, in accordance with the Master Plan.

8. Proposed Parking and Loading. As currently contemplated, the Phase 5 Project’s parking garages will include capacity for the parking of up to ~~744~~668 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. ~~The Phase 5~~

The parking proposed for the Phase 5 Project has been determined based on similar TOD sites situated in urban contexts similar to the Phase 5 Site. The following parking ratios have been used to determine the amount of parking to be provided for development in the PDA Area:

> Office: 1.0 spaces per 1,000 SF

> Lab: 1.0 spaces per 1,000 SF

> Residential: 0.5 to 1 space per unit, with an overall maximum of 0.75 spaces per unit

> Hotel: 0.5 spaces per room

¹ Final numbers adjusted to account for mitigation measures are to be confirmed upon completion of the CTPS traffic analysis.

> Retail: 0.5 spaces per 1,000 SF

The Proponent has committed to monitor parking data over the build-out of the Master Project, and review the data with the BPDA prior to the commencement of each Phase after Phase 5, with the goal of adjusting/reducing the number of parking spaces in future phases, as warranted. The Proponent will also be utilizing shared parking concepts to reduce the actual number of parking spaces built and will closely monitor parking demand with the goal of reducing further the number of parking spaces in future construction phases, as warranted. Parking and loading demand and requirements may be satisfied, including for interim parking needs, through the construction of new parking facilities, use of existing surface parking lots, use of shared parking facilities, and the reservation of designated land areas for construction of future parking spaces on an as-needed basis.

The Phase 5 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 5 Project and the Phase 5 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 5 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 5 Project includes the development of approximately 1,199,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent intends to set aside 13% of the total number of units (or, at the BPDA's election as set forth below, 13% of the square feet of dwelling unit space) as affordable units under the Mayor's Inclusionary Development Policy housing program under the Mayor's Order Relative of Inclusionary Development dated December 9, 2015 (the "IDP"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

In addition, the Proponent has made the following commitments respecting affordable housing offsite in East Boston:

a. Under the IDP, the focus has been on providing a set percentage of the total units onsite and having these units be comparable in type and size to the market rate

units. As a result, a significant percentage of units created under IDP are studios and one-bedroom units. Notwithstanding the above, to increase the provision of large family-friendly units (e.g., three-bedroom units), at the discretion of the BPDA, the Proponent is willing to set aside 13% of the total square footage of all dwelling units within the PDA Area, including both for sale and rental units, as affordable units under the IDP, rather than a set percentage of the total number of dwelling units within the PDA Area, in order to facilitate the provision of larger affordable units.

- b. At the discretion of the BPDA, the Proponent has agreed to provide the on-site affordable rental units at an average of 70% of Area Median Income (“AMI”), instead of providing all such units at 70% of AMI. The maximum AMI of any individual affordable unit would be no more than 80% of AMI. This change from what is typical practice under the IDP is allowed in this area of the City and will assure that residents with incomes below 70% of AMI can be served and can access housing at Suffolk Downs.
- c. The Proponent has agreed to provide a contribution of [AMOUNT TO BE DETERMINED] toward a housing stabilization fund, which fund will be utilized to assist East Boston-based nonprofits in their efforts to purchase and then impose income restrictions on existing market-rate housing units. This fund is intended to address ongoing displacement pressures in and around East Boston, and to be similar to funding from the City's Acquisition Opportunity Program. This contribution will be funded in two equal installments, with the first installment due thirty (30) days after the date that the appeal period ends (without appeals having been filed) for all discretionary Boston approvals for the Master Project, and the second installment due thirty (30) days after the appeal period ends (without appeals having been filed) for a building permit for the construction of the first building in the PDA Area.
- d. The Master Project is a Development Impact Project that will trigger the payment of substantial Housing Exaction payments, which the BPDA and City of Boston intend to utilize, working with East Boston-based nonprofits, to seek to facilitate their efforts to create, or cause to be created, housing units for occupancy exclusively by low and moderate income residents of East Boston. If requested by the City, the Proponent will make linkage payments for each building when a building permit is issued rather than over seven years as allowed by the Code, applying a discount rate in accordance with customary City practices.
- e. In cooperation with City and Commonwealth officials, the Proponent has agreed to seek infrastructure funding (e.g., grants, bond funding and/or other incentive programs) for the extensive roadway and infrastructure work required in connection with the Master Project. For any such funds that are received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, rather than keeping the net financial benefits thereof the

[Proponent will on a dollar-for-dollar \(1:1\) basis make additional contributions to the housing stabilization fund described above.](#)

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 5 Project, the Non-Discrimination Covenant required by the Master Plan shall have been recorded.

11. Green Buildings. The Phase 5 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having, upon completion of the Phase 1 through Phase 5 Projects, at least 5% of the buildings developed in such phases (collectively) satisfy the requirements for a minimum LEEDv4 Platinum rating and at least 75% of the buildings developed in such phases (collectively) satisfy the requirements for a minimum LEEDv4 Gold rating, with the other buildings satisfying the requirements for a minimum LEEDv4 Silver rating.

12. Signage. The signage program for the Phase 5 Project shall be subject to design review by the BPDA, and any “Sign” that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 5 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 5 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of uses, connected and supported by new open space, neighborhood retail and civic spaces. In line with the City of Boston’s priorities noted in the City’s *Housing a Changing City Boston 2030* plan, the Phase 5 Project shall also provide a material increase in housing units. [A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 5 Project, is attached as Exhibit F.](#) Among its many other anticipated benefits, the Phase 5 Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston residents.
- b. Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families), including a substantial number of affordable units in support of the City of Boston’s Inclusionary Housing Program.
- c. Revitalize and energize the aesthetic character of the Phase 5 Site, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the

Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities.

- d. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Phase 1 through Phase 5 Projects (collectively) to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Gross Floor Area of Development Impact Uses, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.
- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- i. Develop improved connections to adjacent neighborhoods of East Boston and Revere, including pedestrian and bicycle pathways within the new open space system and street network.
- j. Improve local and regional transportation infrastructure and services through the fifth phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections and related infrastructure, including significant improvements to Route 1A, to be constructed as part of the Master Project, as well as a robust traffic demand mitigation program, shuttle bus service within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.

- k. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by exceeding the requirements of Article 37 of the Code, with building design criteria meeting or surpassing LEEDv4 Silver rating for all Phase 5 Project buildings, meeting the standards for LEEDv4 Platinum for at least 5% of the Phase 1 through Phase 5 Project buildings (collectively), and meeting the standards for LEEDv4 Gold for at least 75% of the Phase 1 through Phase 5 Project buildings (collectively).
- l. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by constructing all townhouses and single family homes to be Passive House- and/or E+-equivalent.
- m. Advance the City of Boston’s resiliency objectives with building and site improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding, including the potential impacts of extreme precipitation events due to climate change and coastal flooding due to sea level rise. These resiliency measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.

~~A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for the Phase 5 Project, is attached as **Exhibit F**.~~

15. Development Review Procedures. The Phase 5 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as **Exhibit D**. The design of the individual buildings and open spaces will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and further review by the BPDA of the schematic design, design development and construction drawings, pursuant to the BPDA’s Development Review Guidelines and Article 80B of the Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 5 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,
- b. following the pre-submission meeting, the Proponent shall submit a building or open space, as applicable, design review package for the applicable portion of the Phase 5 Project, which shall contain, as applicable:
 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,

(ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,

(iii) the most recent traffic monitoring reports for traffic generated by the Master Project,

(iv) a LEED checklist for each building,

(v) drainage plans,

(vi) updated information regarding relevant utility infrastructure,

(vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,

(viii) a construction management plan regarding construction period impacts, ~~and~~

~~(vix)~~ [a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish, and](#)

[\(x\) proposed variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any.](#)

- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the “IAG”),
- d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent’s website,
- e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
- f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
- g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and

- h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code, and the BPDA may approve requested variations from the dimensional requirements and urban design parameters set forth in Section 4 above, if any, after review by the IAG and the Boston Civic Design Commission.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 5 Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of the Phase 5 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 5 Project for the Phase 5 Site. This Development Plan is consistent with the Master Plan and is therefore presumed to be compliant and consistent with underlying zoning and all other provisions of the Code to the extent that such requirements have been addressed in this Development Plan.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency or Partial Certification of Consistency confirms consistency of each applicable element of the Phase 5 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 5 Project, new legal lots may be created and one or more may be leased or conveyed to be in separate ownership. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 5 Site as a whole and not to each individual lot, and each separate building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of Consistency has been issued, or the right to construct any other building contemplated by this Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 5 Site may seek amendment of this Development Plan only as to such lot in accordance with the procedures prescribed by the Code without the consent of any other owner of land within the Phase 5 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 5 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed Master Project, and in light of the various reviews necessary to secure all required permits and approvals, the Proponent may seek to make modifications to the buildings and site improvements included in the Phase 5 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan,

provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 5 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Development Plan, no increase in the Building Height or Gross Floor Area of any buildings located within the Orient Heights Transition Zone may be made, and no building in the Orient Heights Transition Zone may be moved closer to the southern boundary of the Phase 5 Site than the distance shown on **Exhibit C**, without an amendment of this Development Plan and the Master Plan.

Exhibit A

Legal Description of Phase 5 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 5B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 5B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the northerly sideline of Waldemar Avenue, thence running;

N 00° 14' 08" W	90.00 feet to a point, thence turning and running;
S 89° 45' 52" W	108.89 feet to a point on the easterly sideline of Route 1A, said last two courses by land now or formerly of Passe Inc., thence turning and running;
N 30° 38' 03" E	680.72 feet to a point, said last course being by the easterly sideline of Route 1A, thence turning and running;
S 72° 55' 46" E	102.09 feet to a point, thence turning and running;
N 30° 38' 04" E	35.00 feet to a point on the city line between Boston and Revere, said last 2 courses by land now or formerly of TOSCO Terminal Company, thence turning and running;
S 72° 55" 46" E	143.76 feet to a point, thence turning and running;
S 58° 55' 56" E	615.50 feet to a point, thence turning and running;
S 56° 06' 46" E	304.47 feet to a point, thence turning and running;
EASTERLY	155.68 feet by a curve to the left with a radius of 120.00 feet, thence turning and running;
N 49° 33' 19" E	47.37 feet to a point, said last 5 courses being by the city line between Boston and Revere and by land now or formerly of TOSCO Terminal Company, thence turning and running;
S 08° 15' 28" W	430.02 feet to a point on the northerly sideline of Waldemar Avenue, said course being over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running;
WESTERLY	161.35 feet by a non-tangent curve to the right with a radius of 828.45 feet, thence turning and running;

N 73° 54' 48" W 663.79 feet back to a point, thence turning and running;
WESTERLY 210.98 feet by a curve to the left with a radius of 740.61 feet,
 thence turning and running;
S 89° 45' 52" W 385.00 feet to the point of beginning, said last 4 courses being by the
 northerly sideline of Waldemar Avenue.

Containing 738,234 square feet more or less, or 16.948 acres, more or less.

Exhibit B

Depiction of Phase 5 Site

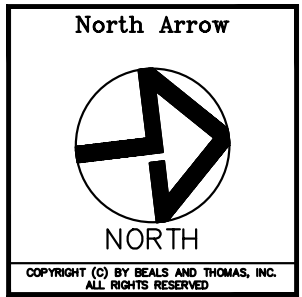
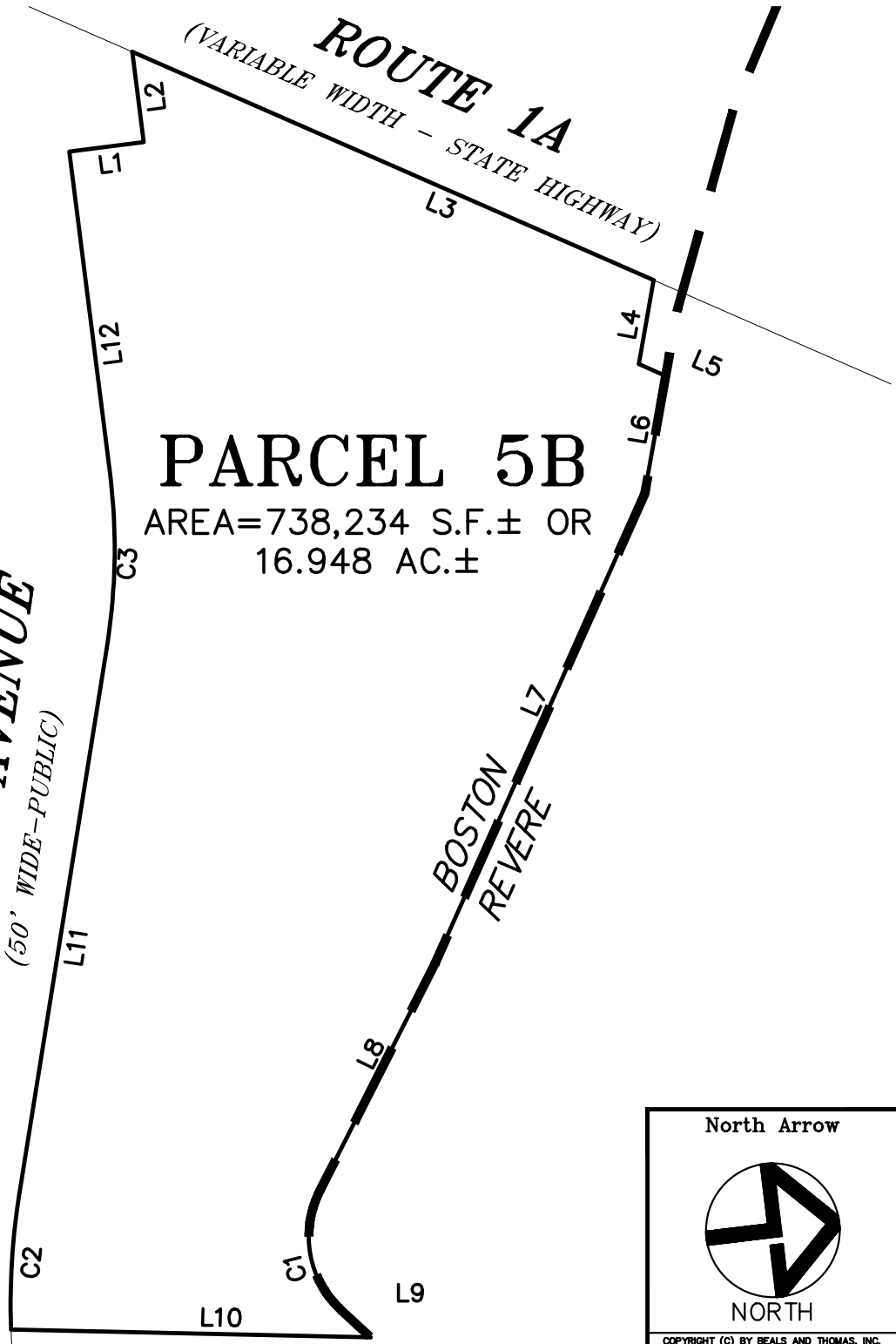
[see attached]

WALDEMAR AVENUE
(50' WIDE-PUBLIC)

ROUTE 1A
(VARIABLE WIDTH - STATE HIGHWAY)

PARCEL 5B

AREA=738,234 S.F.± OR
16.948 AC.±



Suffolk Downs
Boston Phases 1B-5B
Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
One Congress Street, 11th Floor
Boston, Massachusetts

Phase 5B Exhibit
Scale: 1"=200' Date: 01/29/2019
Source File: 285402B012A
Drawing No. 285402P148A-011
B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N0° 14' 08"W	90.00
L2	S89° 45' 52"W	108.89
L3	N30° 38' 03"E	680.72
L4	S72° 55' 46"E	102.09
L5	N30° 38' 04"E	35.00
L6	S72° 55' 46"E	143.76
L7	S58° 55' 56"E	615.50
L8	S56° 06' 46"E	304.47
L9	N49° 33' 19"E	47.37
L10	S8° 15' 28"W	430.02
L11	N73° 54' 48"W	663.79
L12	S89° 45' 52"W	385.00

Curve Table			
Curve #	Length	Radius	Delta
C1	155.68	120.00	74°19'55"
C2	161.35	828.45	11°09'33"
C3	210.98	740.61	16°19'20"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts


Phase 5B Exhibit
Line & Curve Tables
 Scale: 1"=200' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-012
 B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]

Key

 Orient Heights Transition Zone

B01A:	163,410 sf
B01B:	168,810 sf
B02:	202,272 sf
B03:	109,560 sf
B04:	121,785 sf
B05:	147,485 sf
B06:	129,819 sf
B07:	113,423 sf
B08:	90,185 sf
B09:	100,888 sf
SF01:	15,010 sf

Phase 5B Residential **1,199,236 sf**

Phase 5B Non-Residential **163,410 sf**

TOTAL PHASE 5B
1,362,646 sf
Phasing Plan

Phase 5B
Suffolk Downs Redevelopment
Development Plans

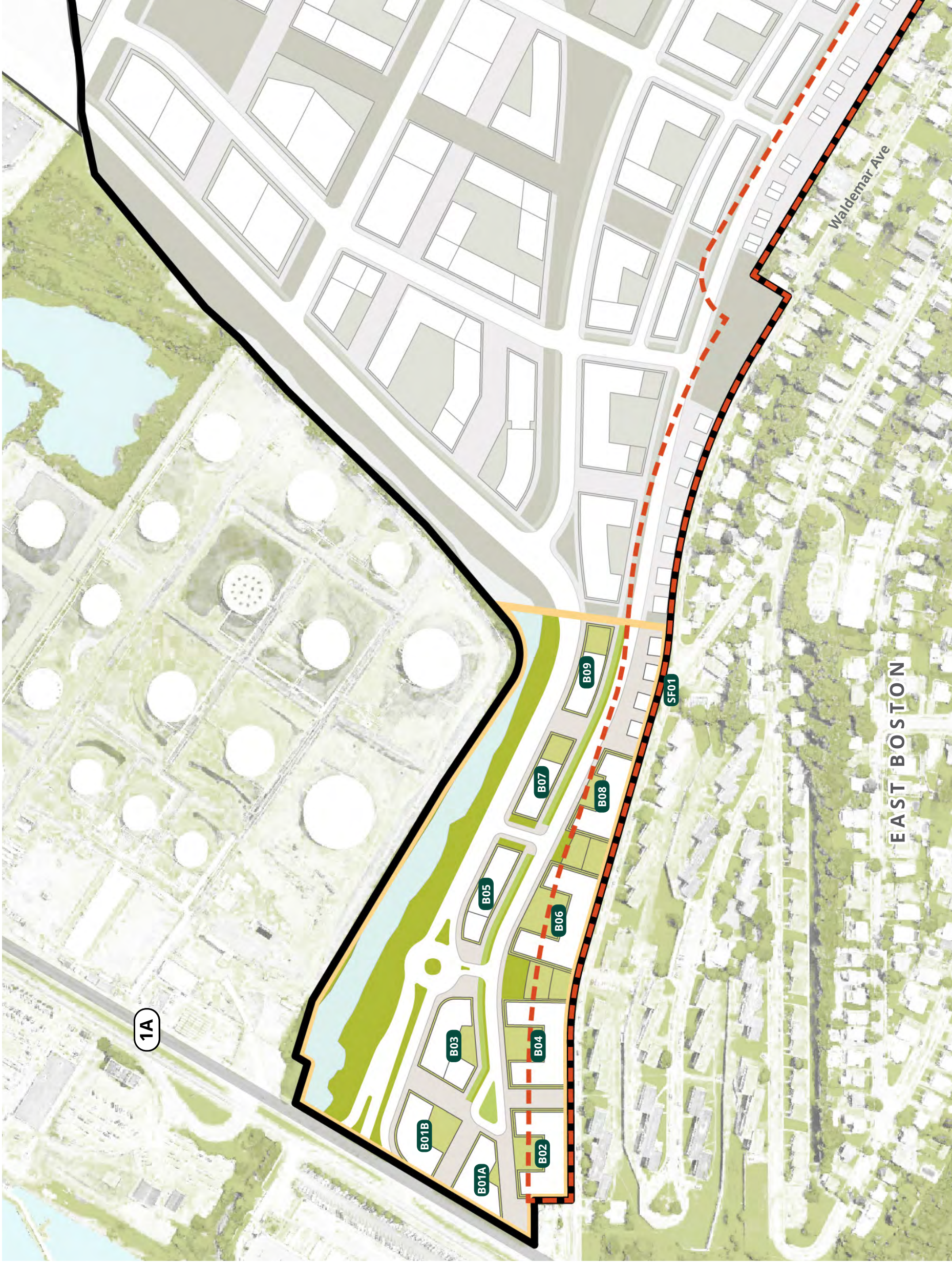
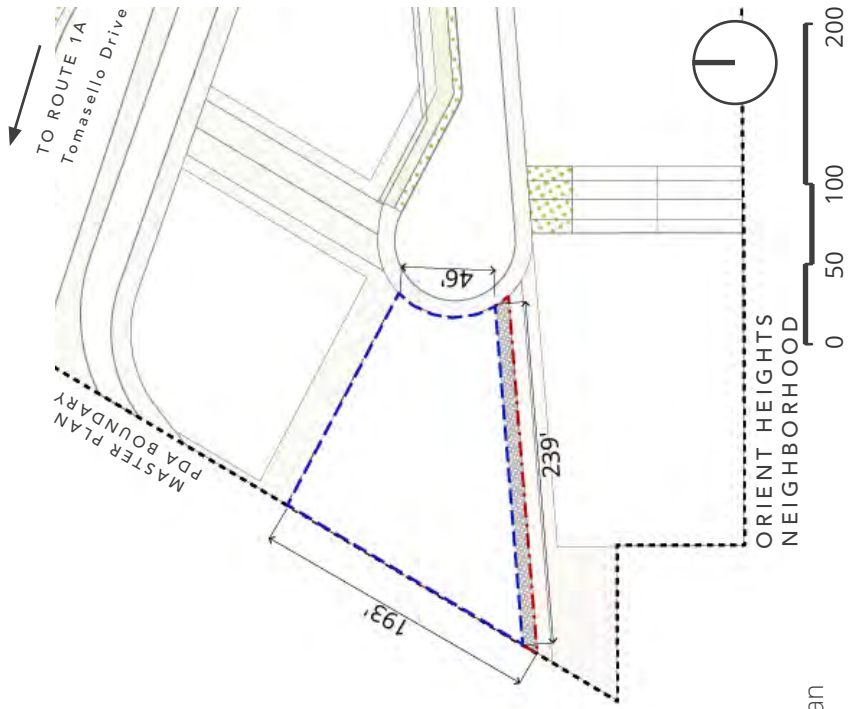


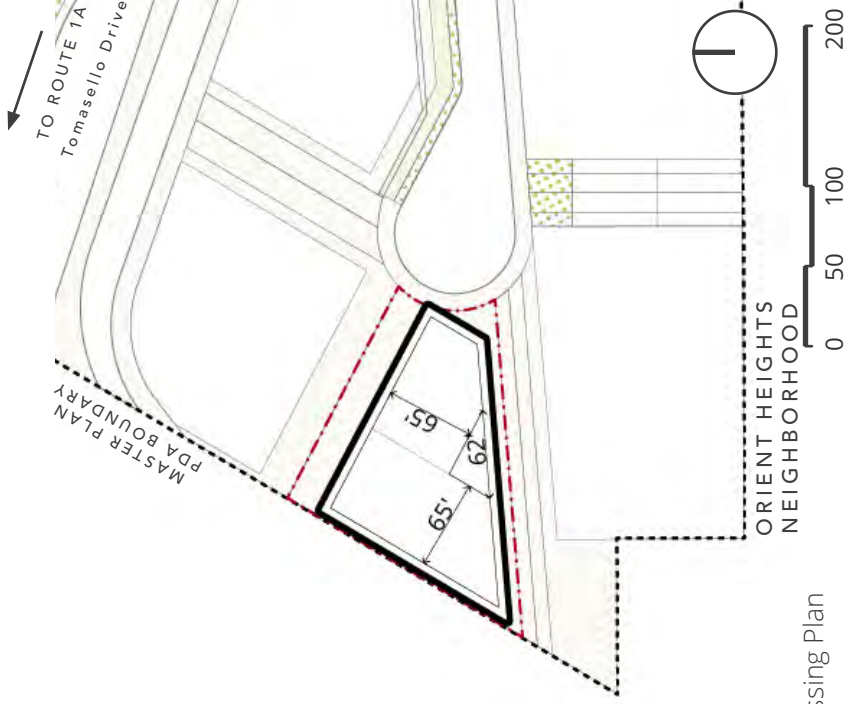
Exhibit D

Building Use, Dimensions and Massing Plans

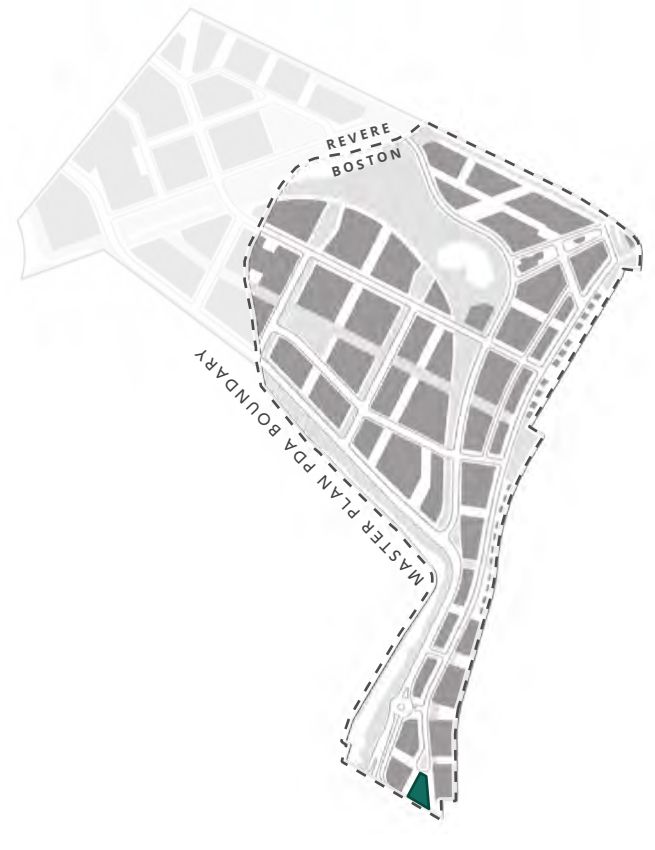
Building	Principal Use	Maximum Building Height (ft)	Approx. <u>Approx.</u> Gross Floor Area (sf)
B01A	Commercial	190 <u>220</u>	163,410
B01B	<u>Residential</u>	<u>220</u>	<u>168,810</u>
B02	Residential	85	74,945 <u>202,272</u>
B03	Residential	190 <u>220</u>	213,924 <u>109,560</u>
B04	Residential	85	154,017 <u>121,785</u>
B05	Residential	190 <u>220</u>	184,365 <u>147,485</u>
B06	Residential	85	144,194 <u>129,819</u>
B07	Residential	190	148,917 <u>113,423</u>
B08	Residential	85	100,171 <u>190,185</u>
B09	Residential	190	162,031 <u>100,888</u>
SF01	Residential	40	16,672 <u>15,010</u>
Total			1,362,646



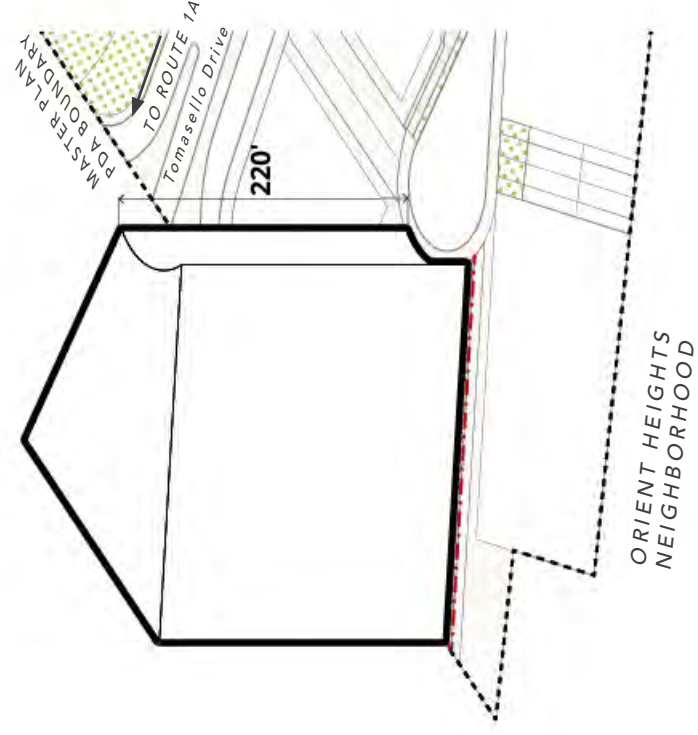
Building Envelope Plan



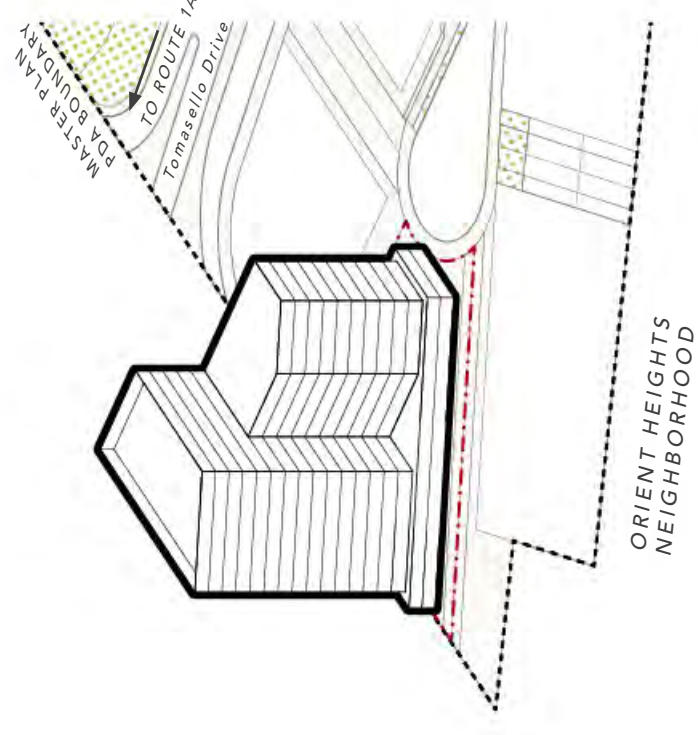
Sample Building Massing Plan



Key Plan



Building Envelope Axon

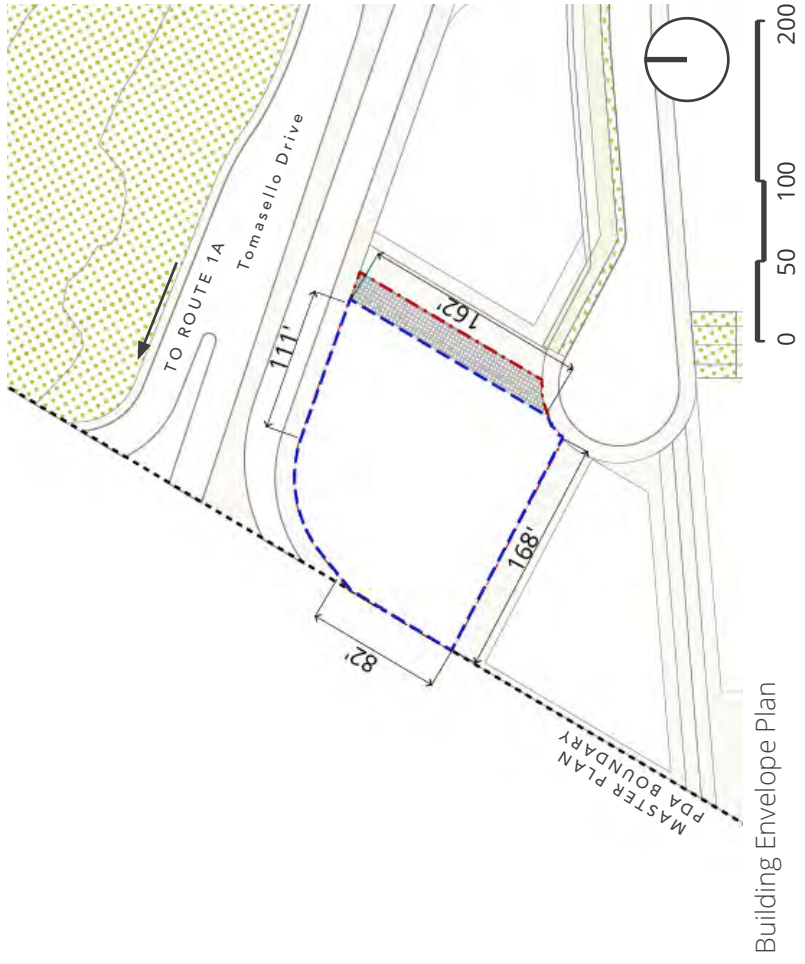


Sample Building Massing Axon

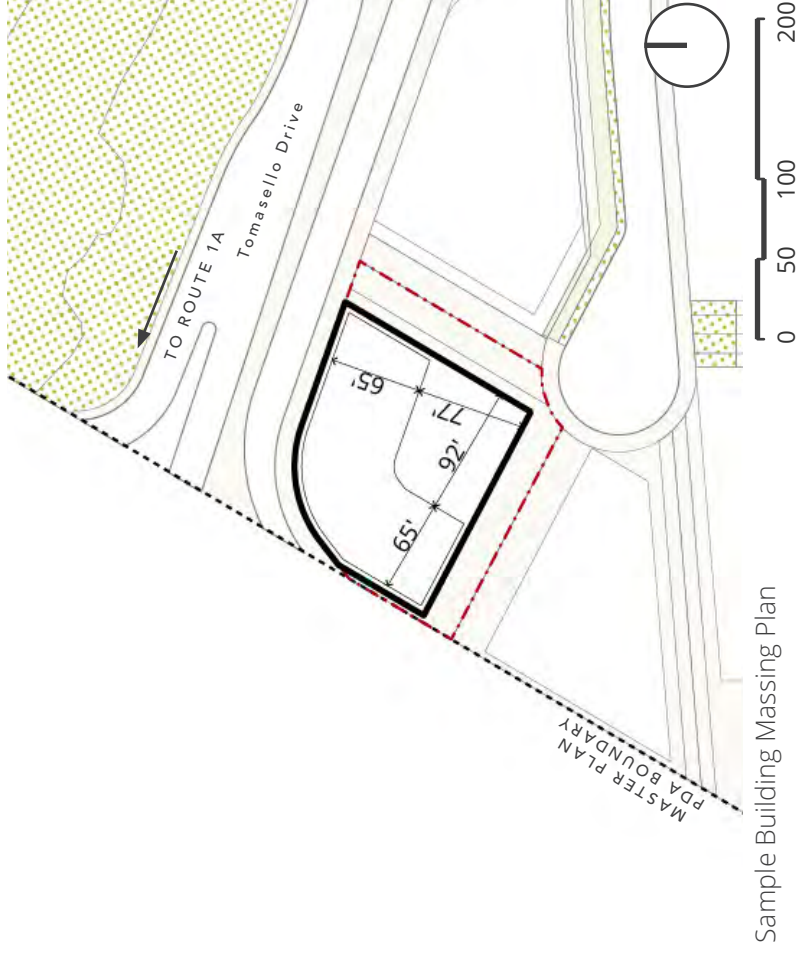
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	163,410 sf
Max Building Height	220'

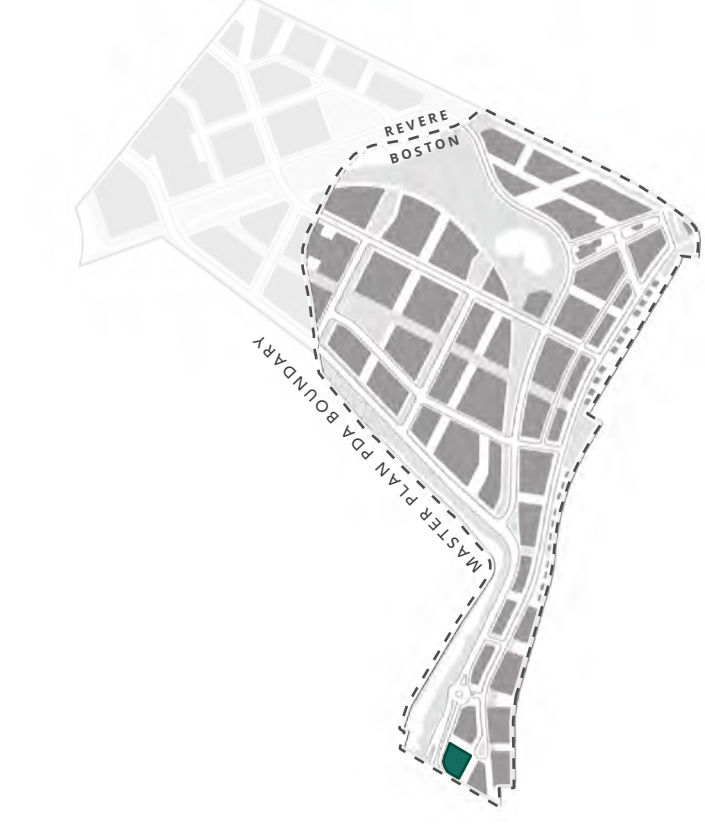




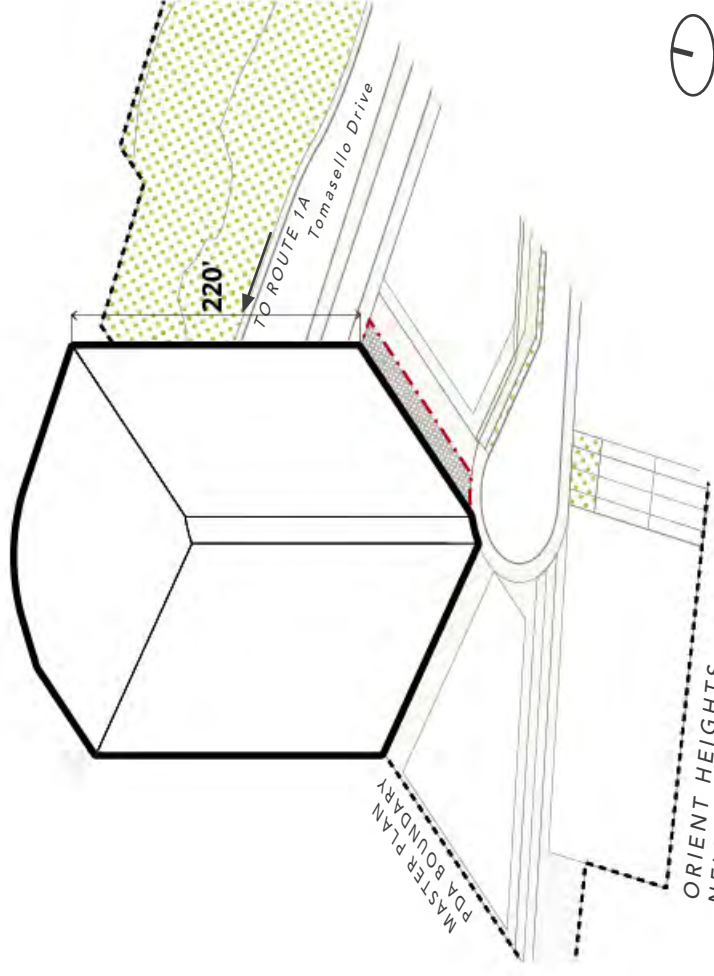
Building Envelope Plan



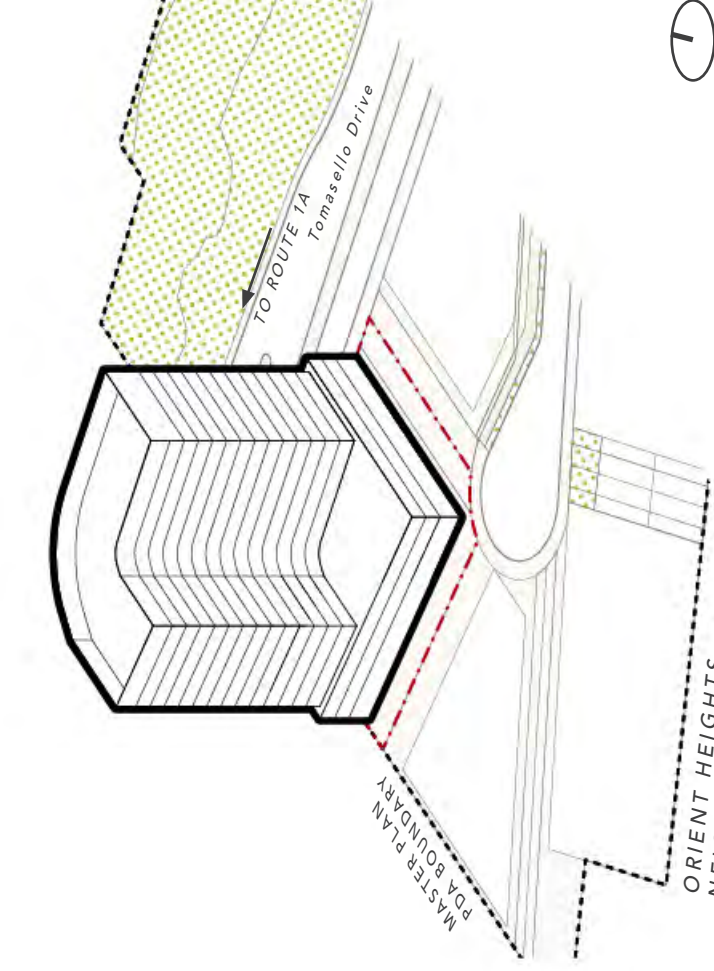
Sample Building Massing Plan



Key Plan



Building Envelope Axon

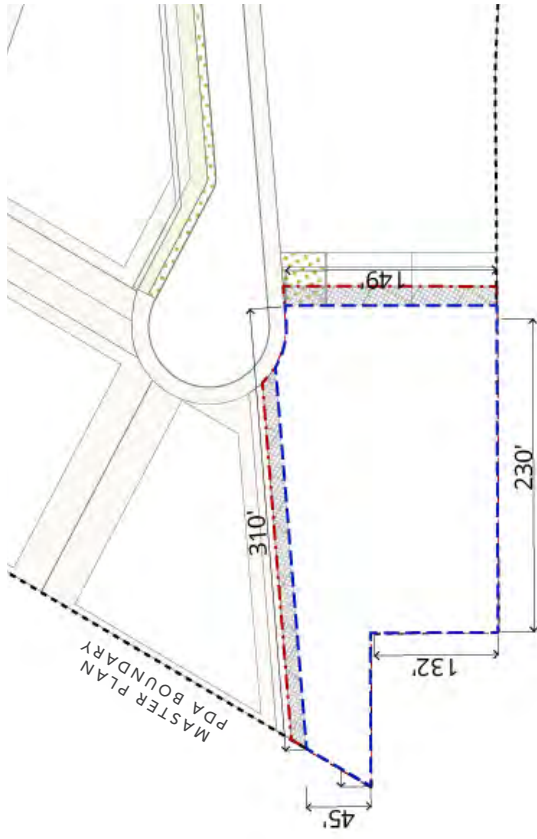


Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

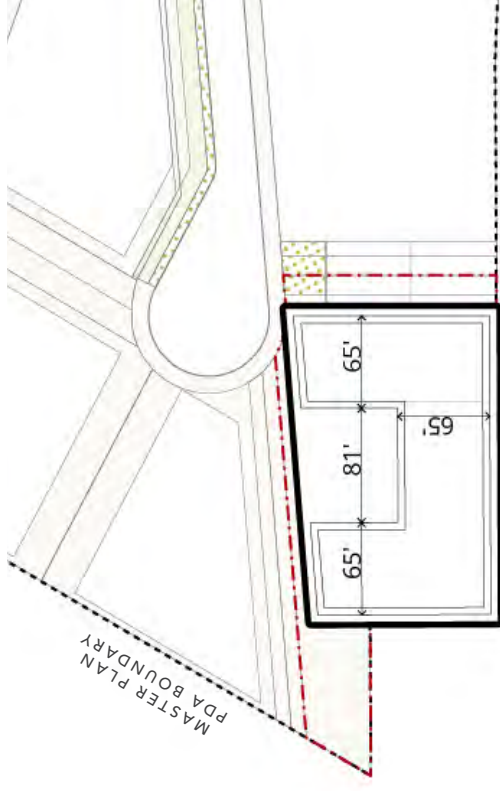
Proposed GFA	168,810 sf
Max Building Height	220'

Phase 5B | Block B01B
Suffolk Downs Redevelopment
 Development Plans



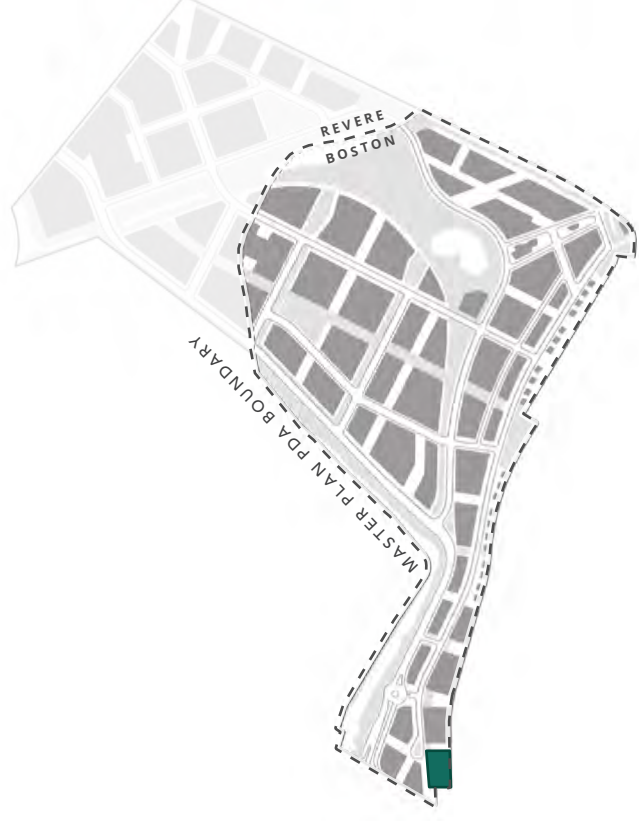
ORIENT HEIGHTS
NEIGHBORHOOD

Building Envelope Plan

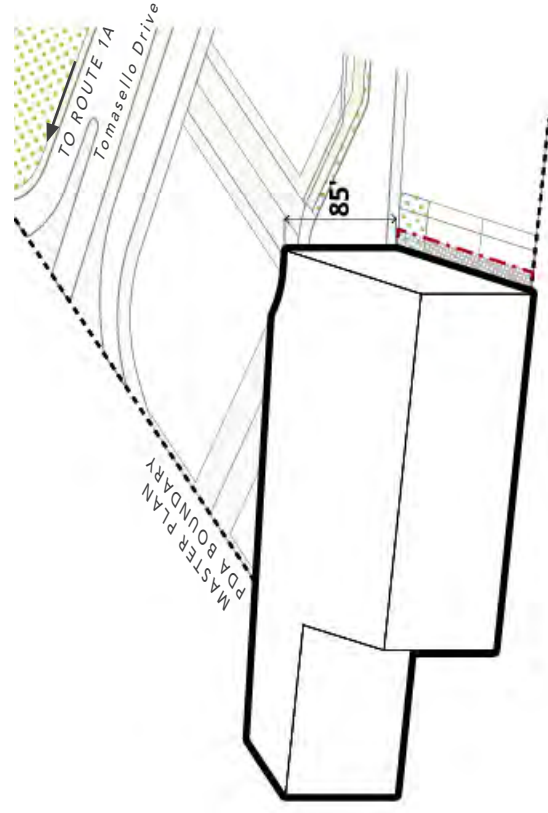


ORIENT HEIGHTS
NEIGHBORHOOD

Sample Building Massing Plan

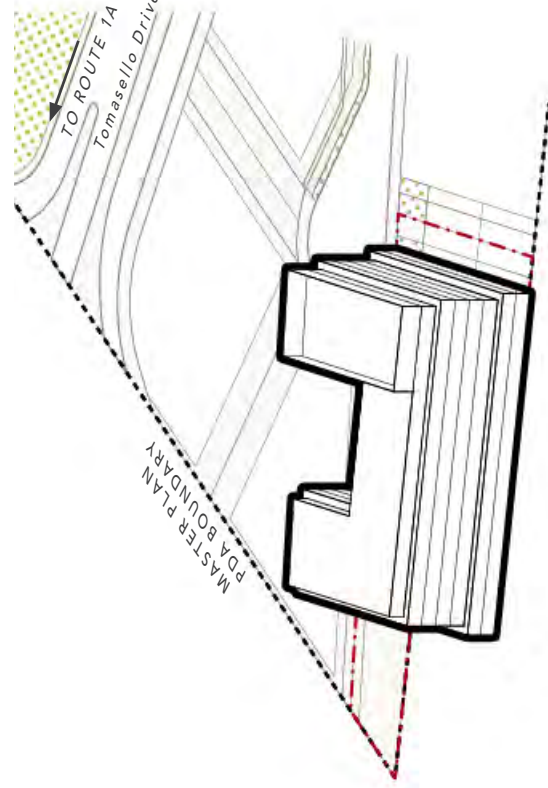


Key Plan



ORIENT HEIGHTS
NEIGHBORHOOD

Building Envelope Axon



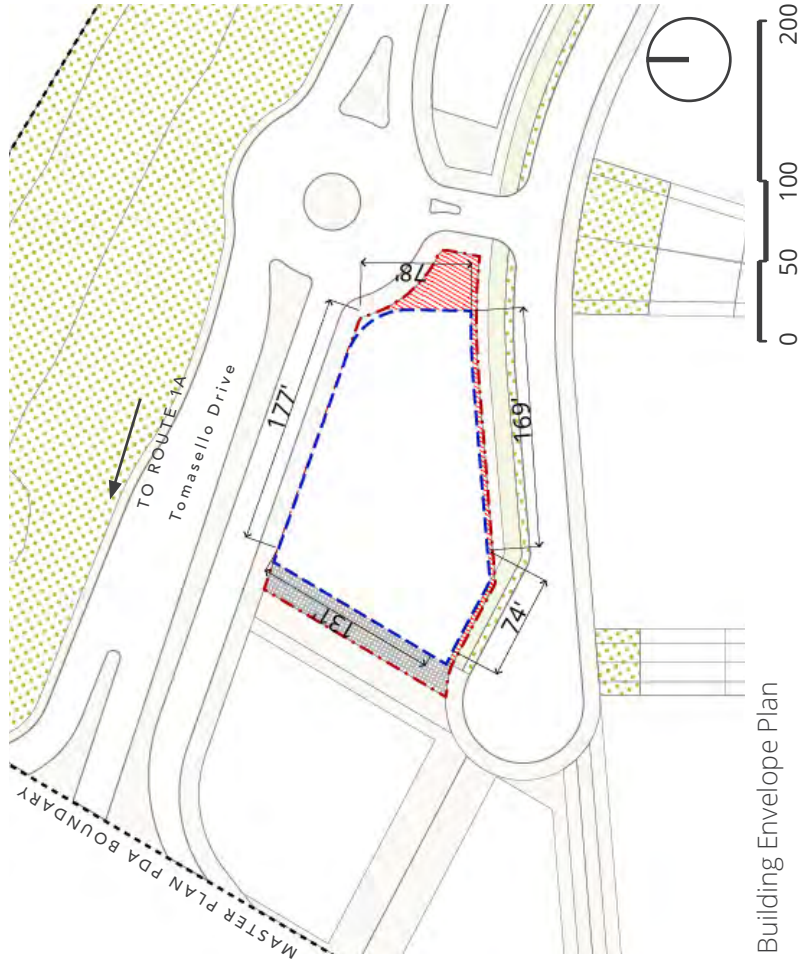
ORIENT HEIGHTS
NEIGHBORHOOD

Sample Building Massing Axon

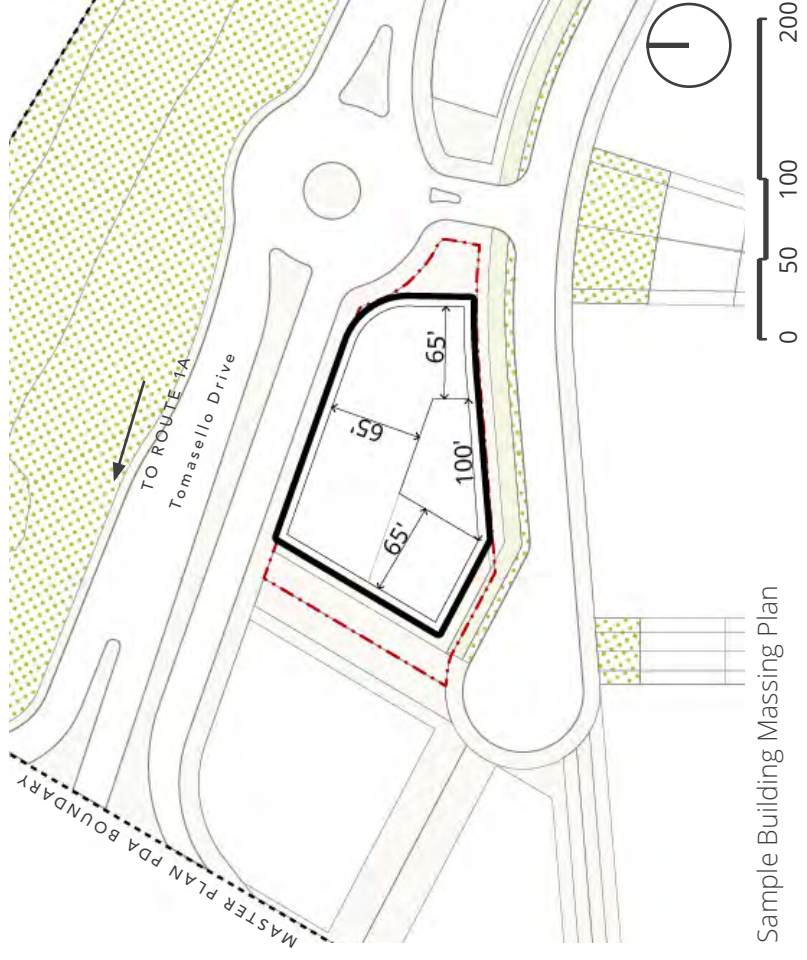
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	202,272 sf
Max Building Height	85'

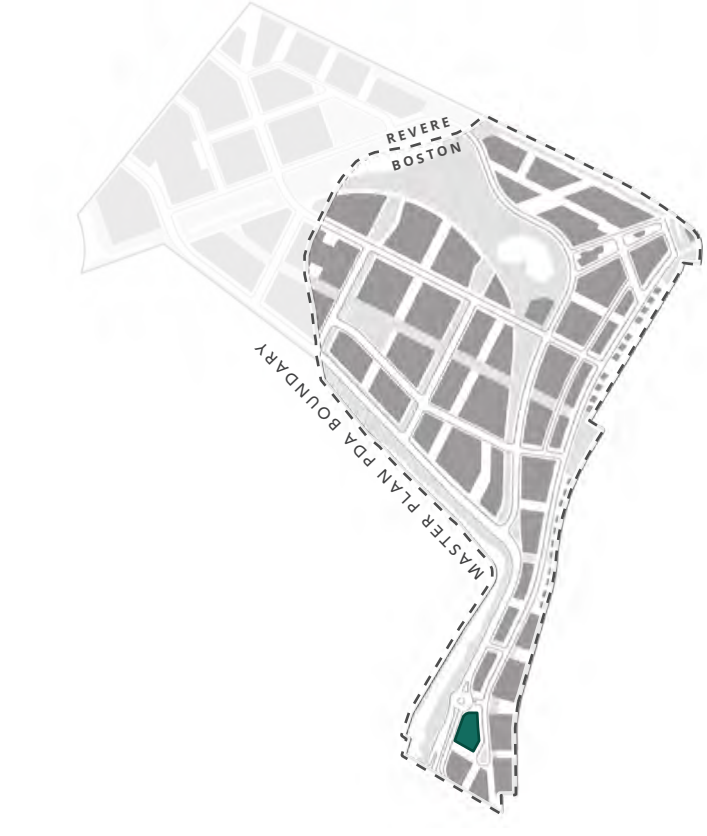




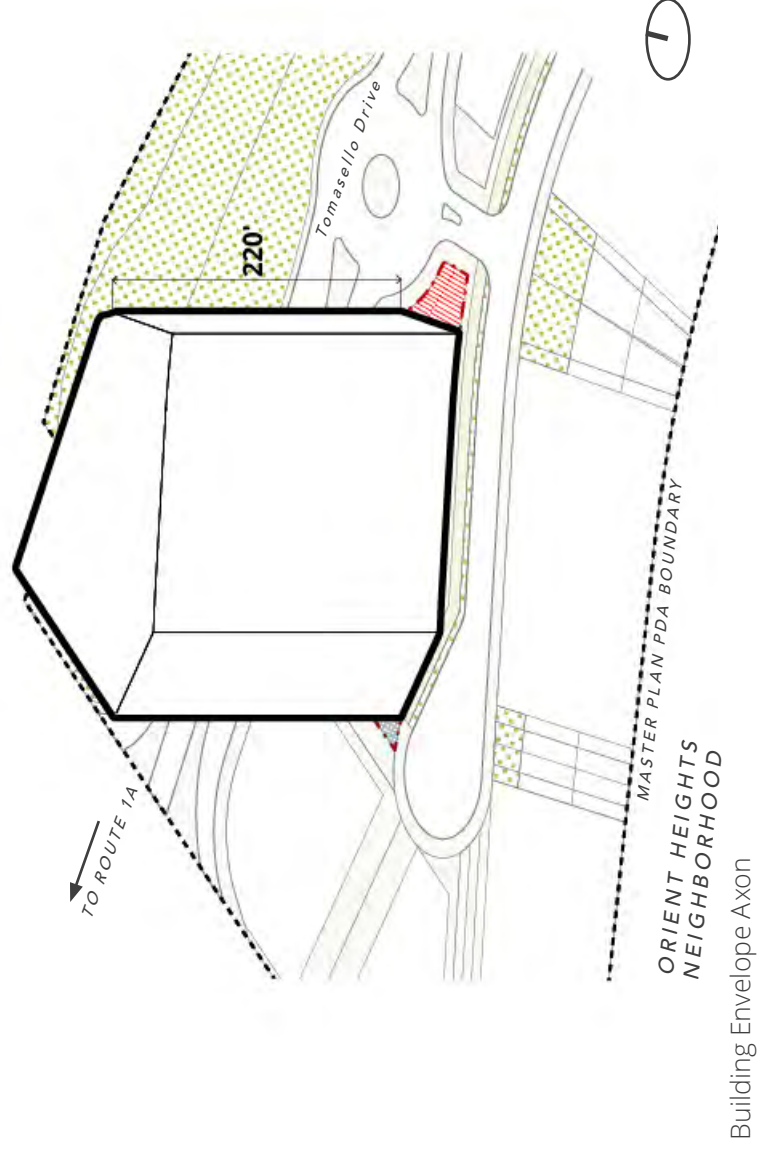
Building Envelope Plan



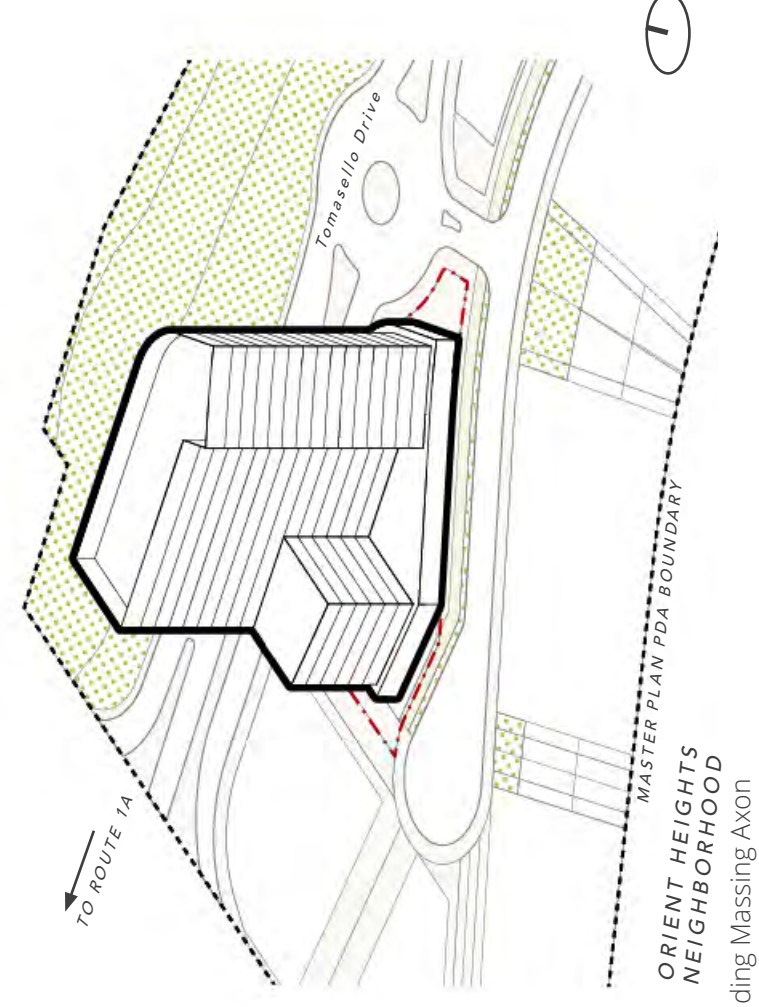
Sample Building Massing Plan



Key Plan



Building Envelope Axon

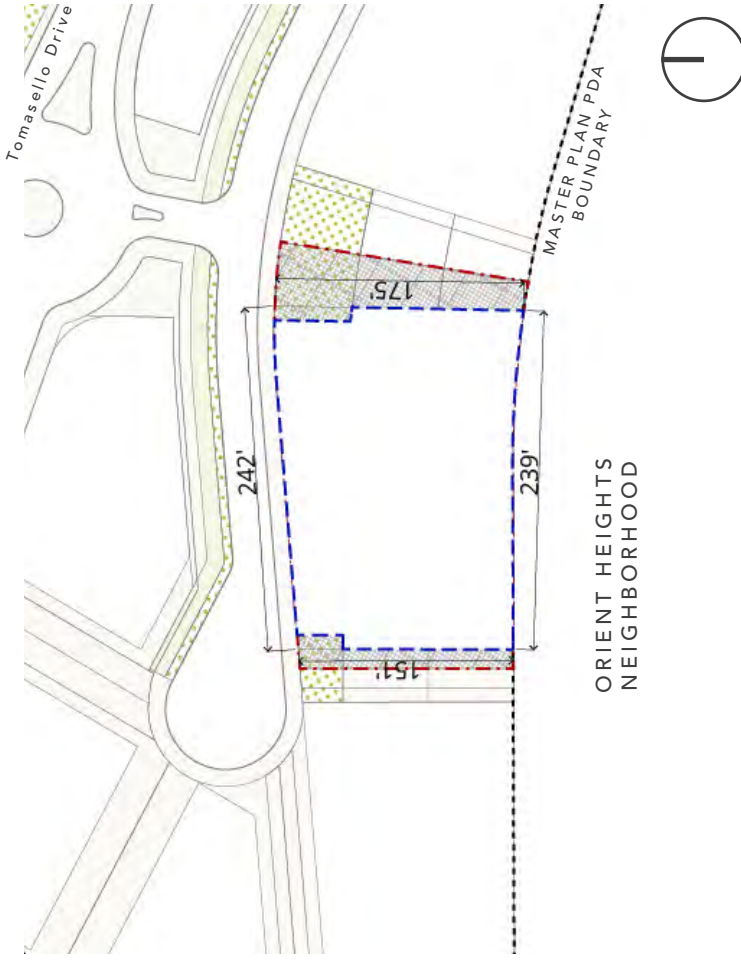


Sample Building Massing Axon

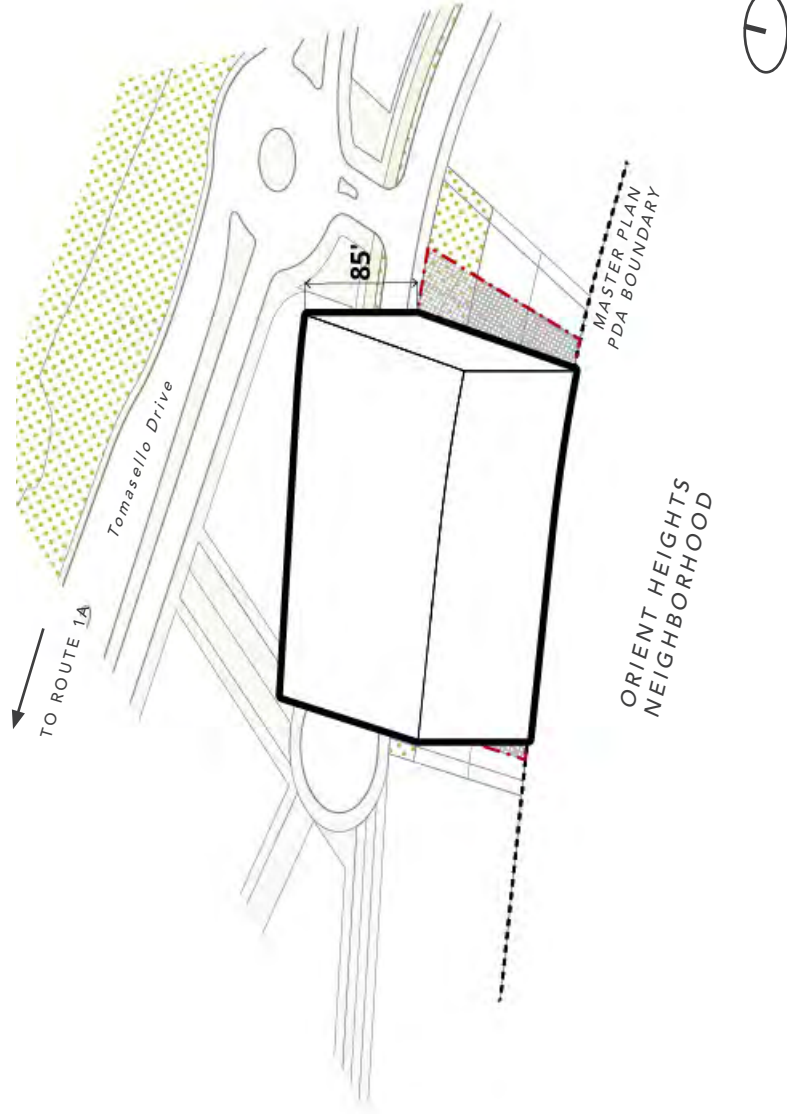
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	109,560 sf
Max Building Height	220'

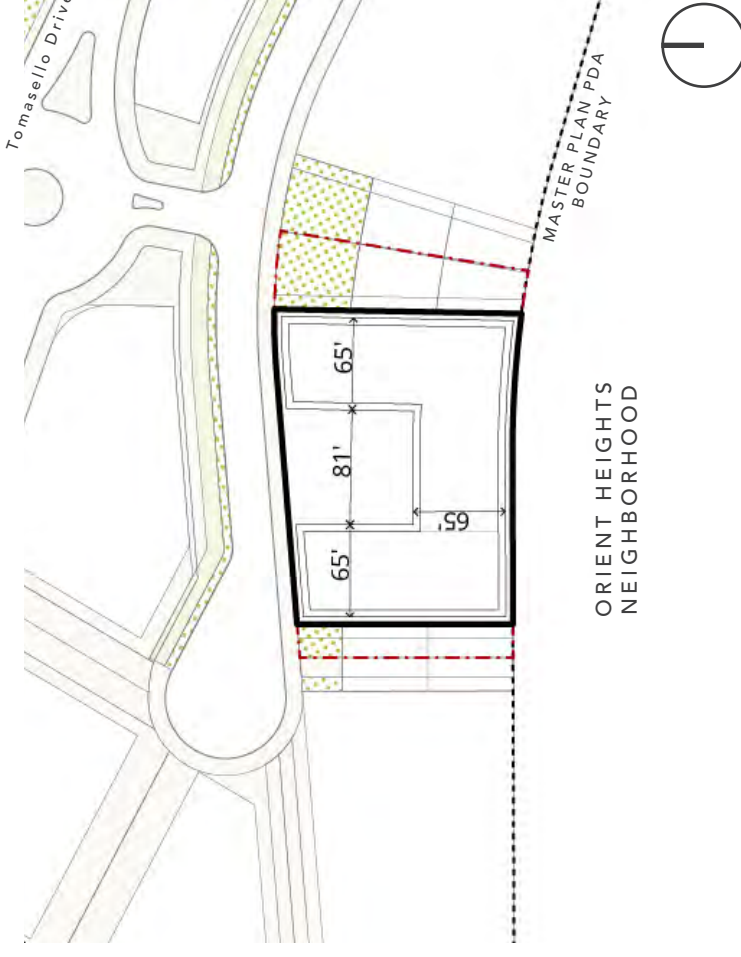
Phase 5B | Block B03
Suffolk Downs Redevelopment
 Development Plans



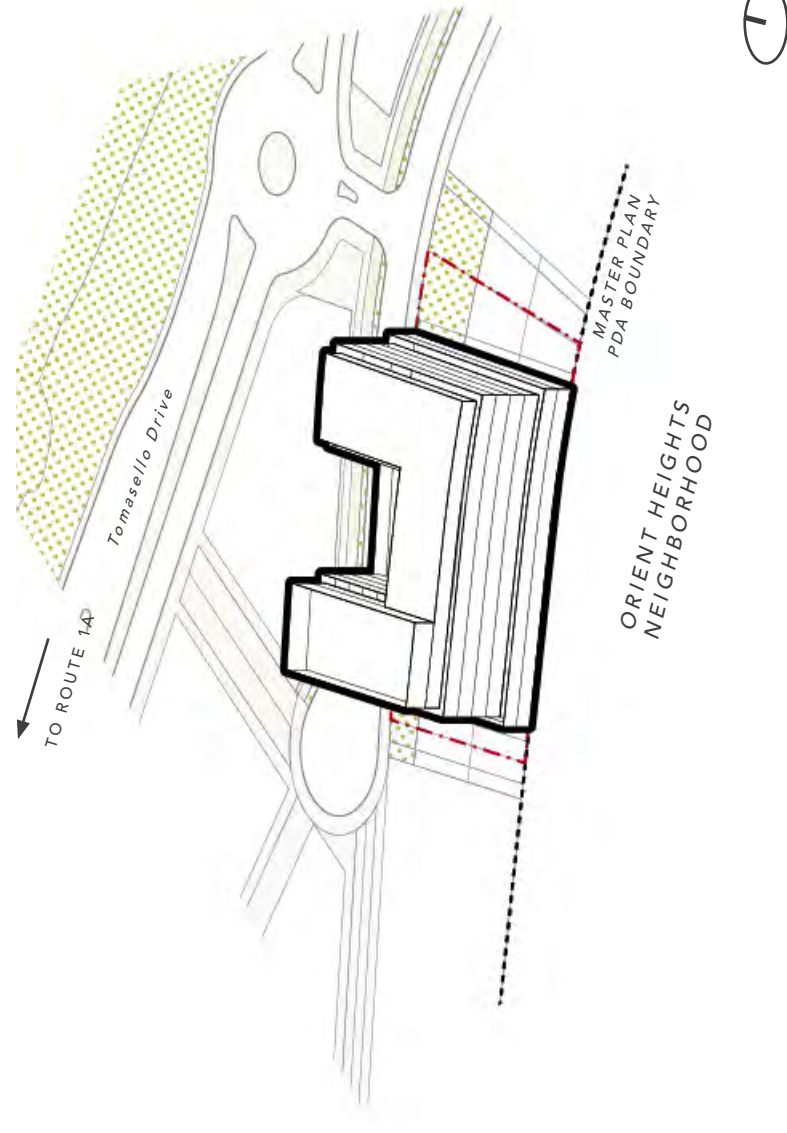
Building Envelope Plan



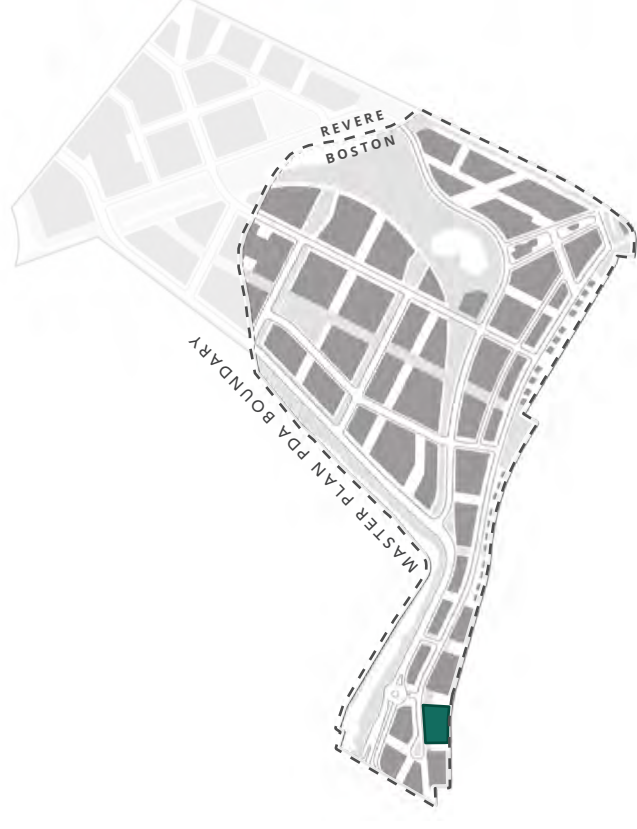
Building Envelope Axon



Sample Building Massing Plan



Sample Building Massing Axon

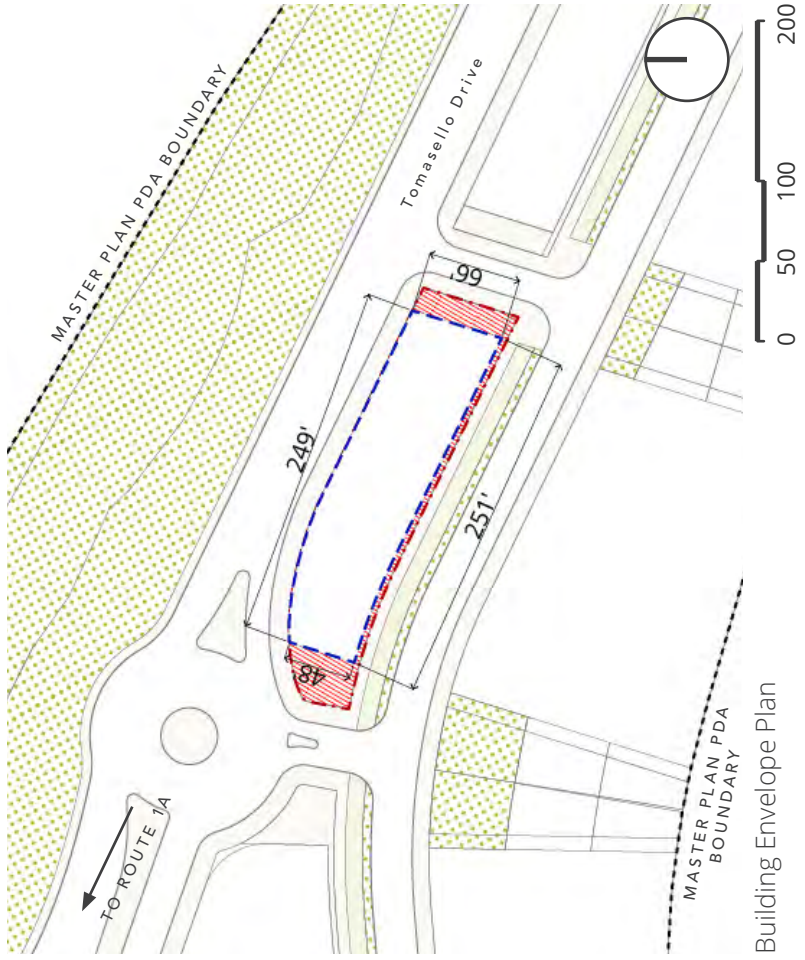


Key Plan

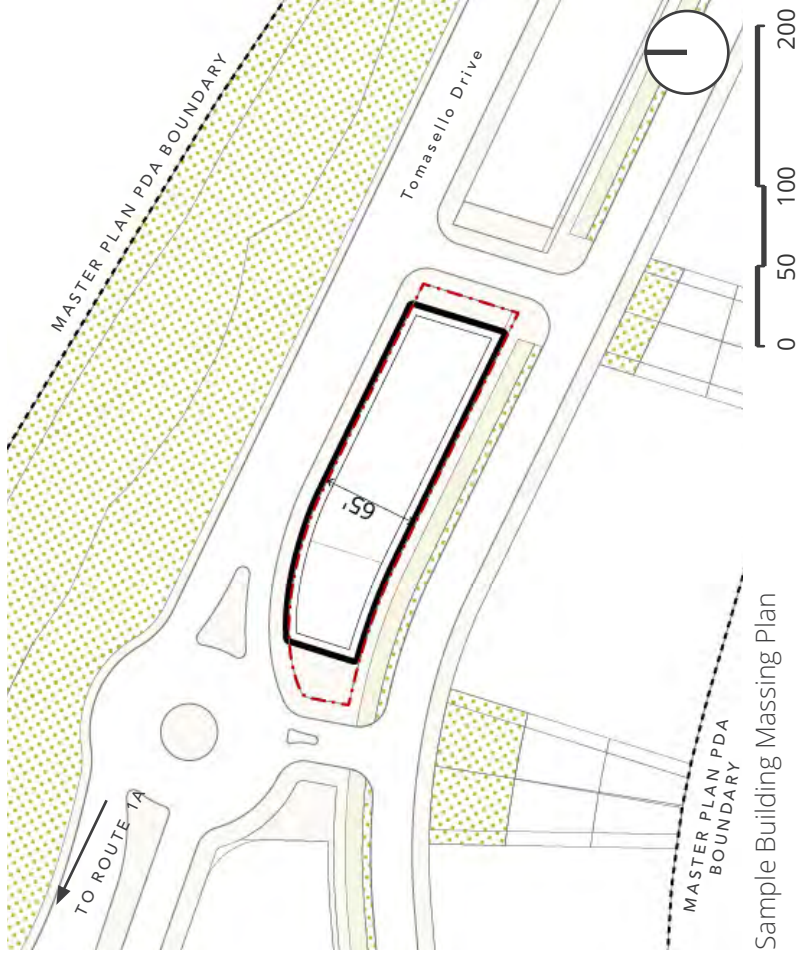
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	121,785 sf
Max Building Height	85'

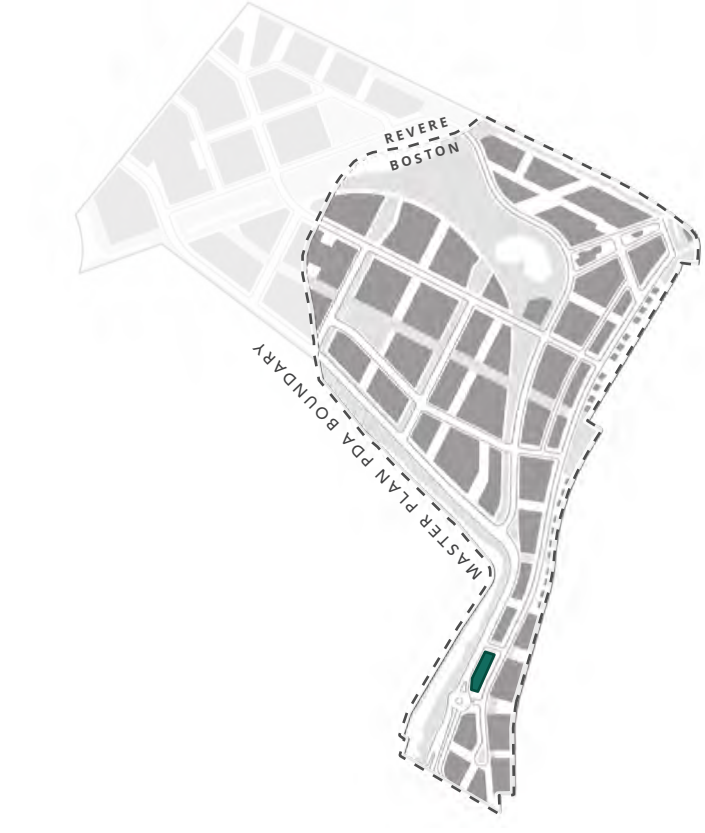
Phase 5B | Block B04
Suffolk Downs Redevelopment
 Development Plans



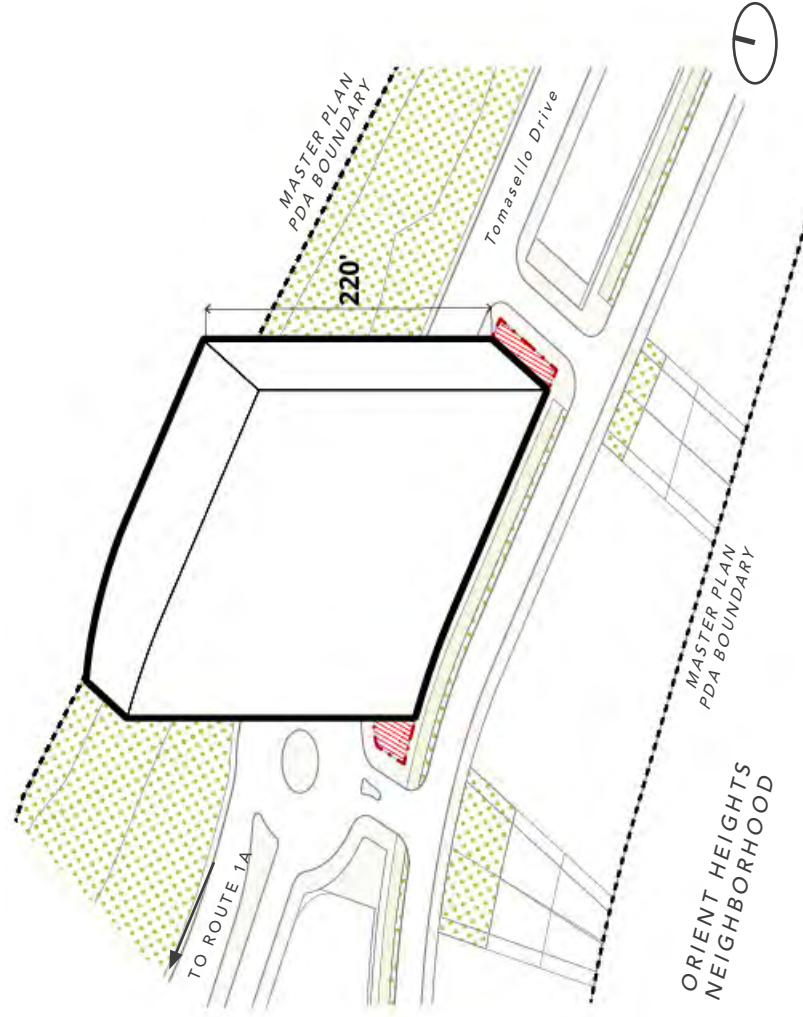
Building Envelope Plan



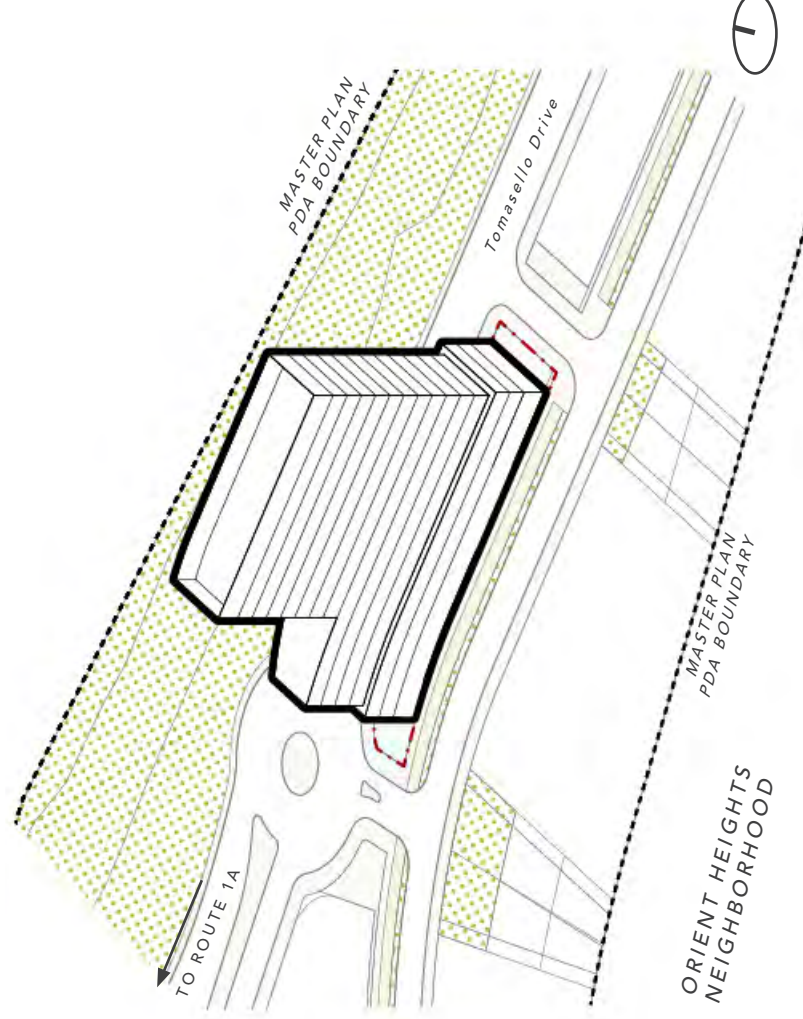
Sample Building Massing Plan



Key Plan



Building Envelope Axon

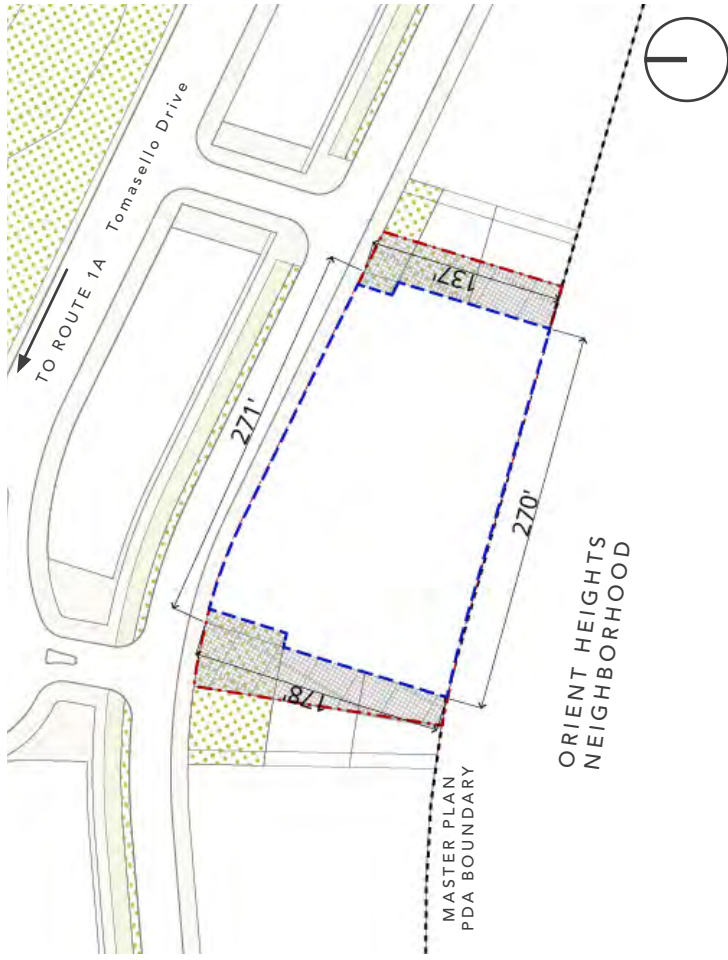


Sample Building Massing Axon

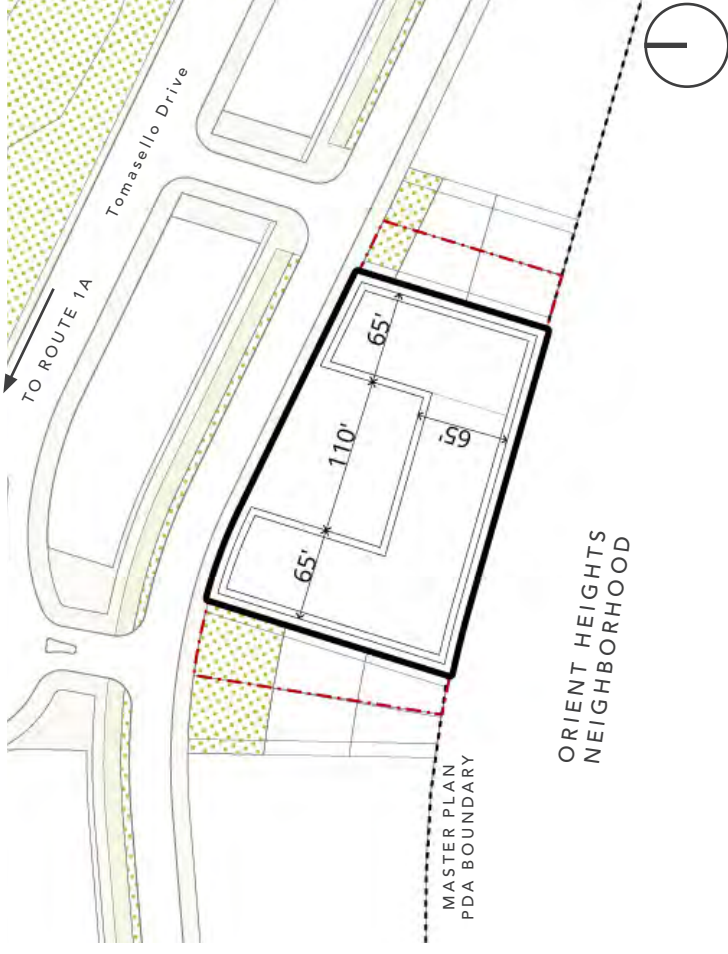
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	147,485 sf
Max Building Height	220'

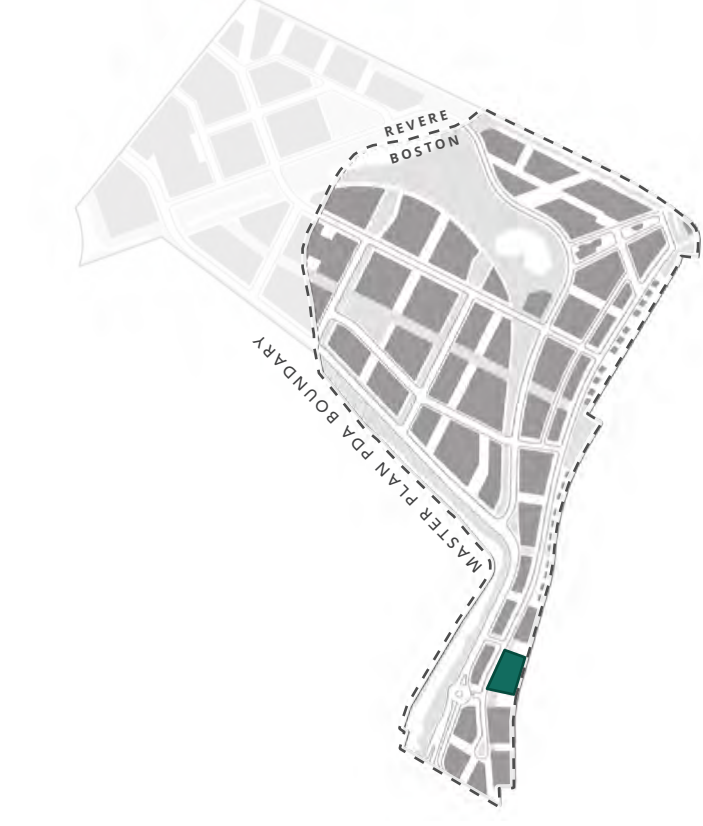
Phase 5B | Block B05
Suffolk Downs Redevelopment
 Development Plans



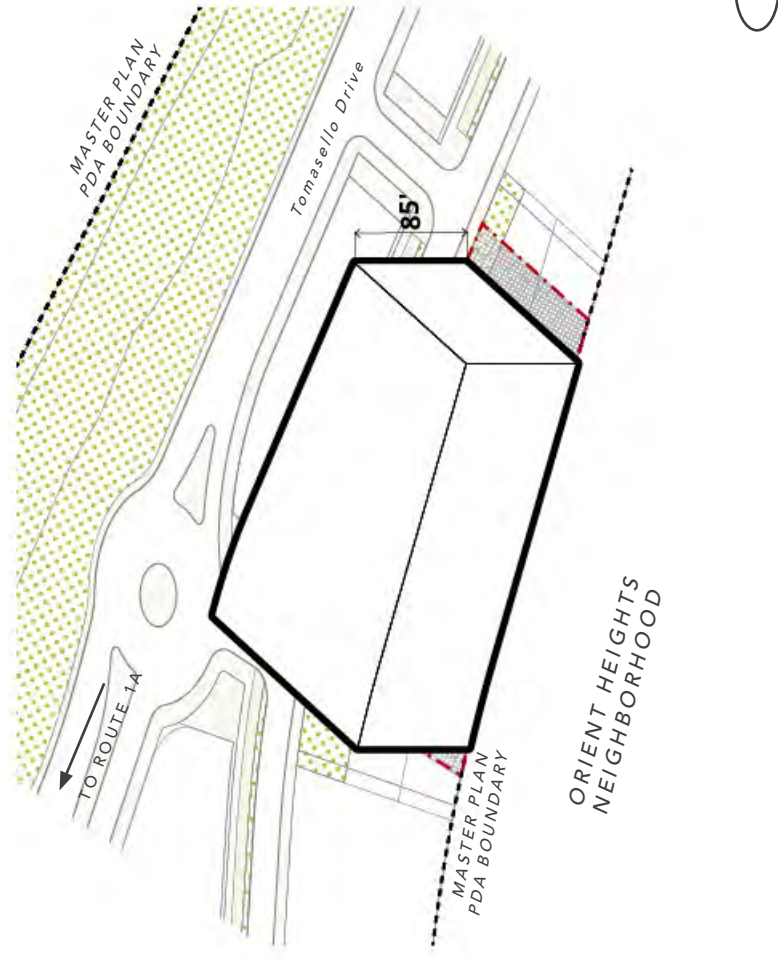
Building Envelope Plan



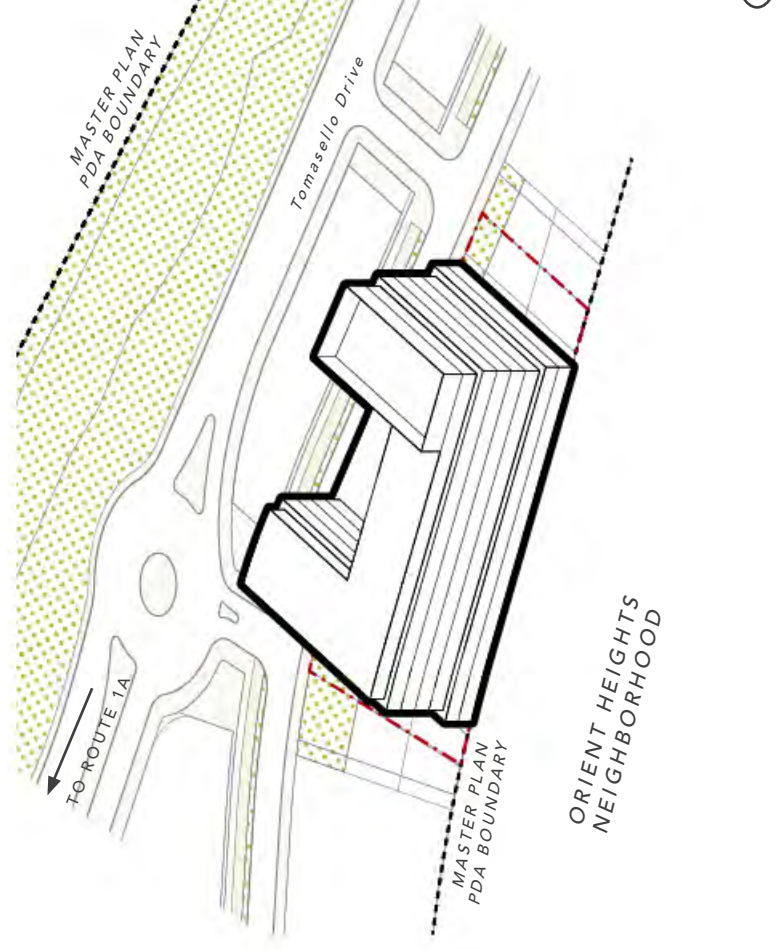
Sample Building Massing Plan



Key Plan



Building Envelope Axon



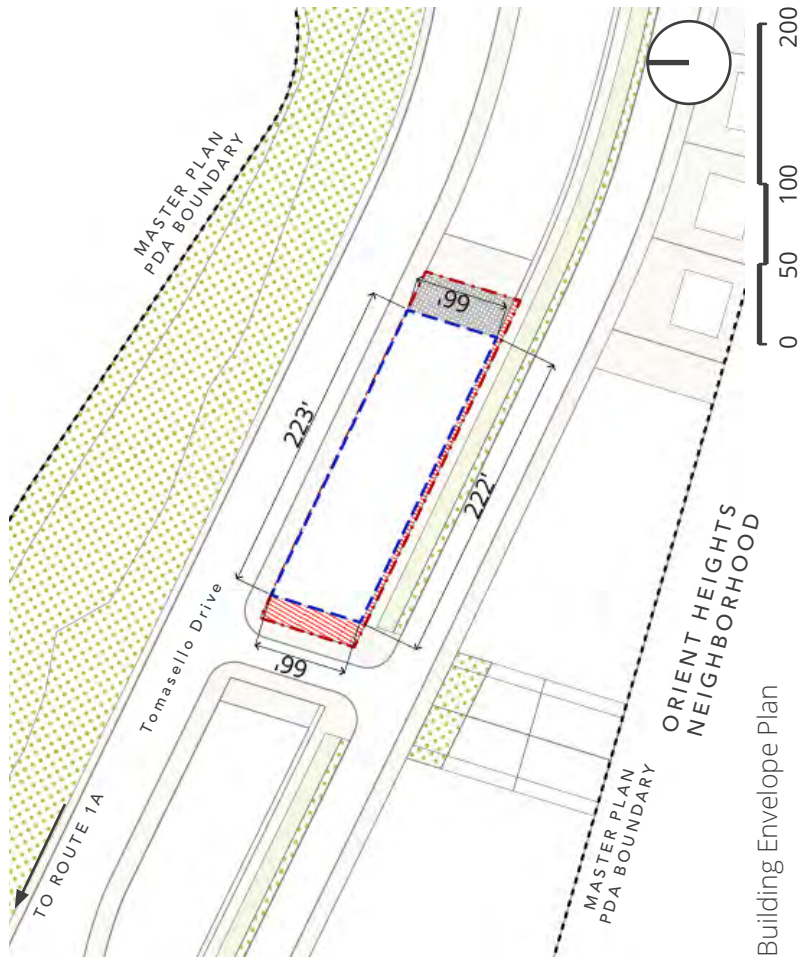
Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

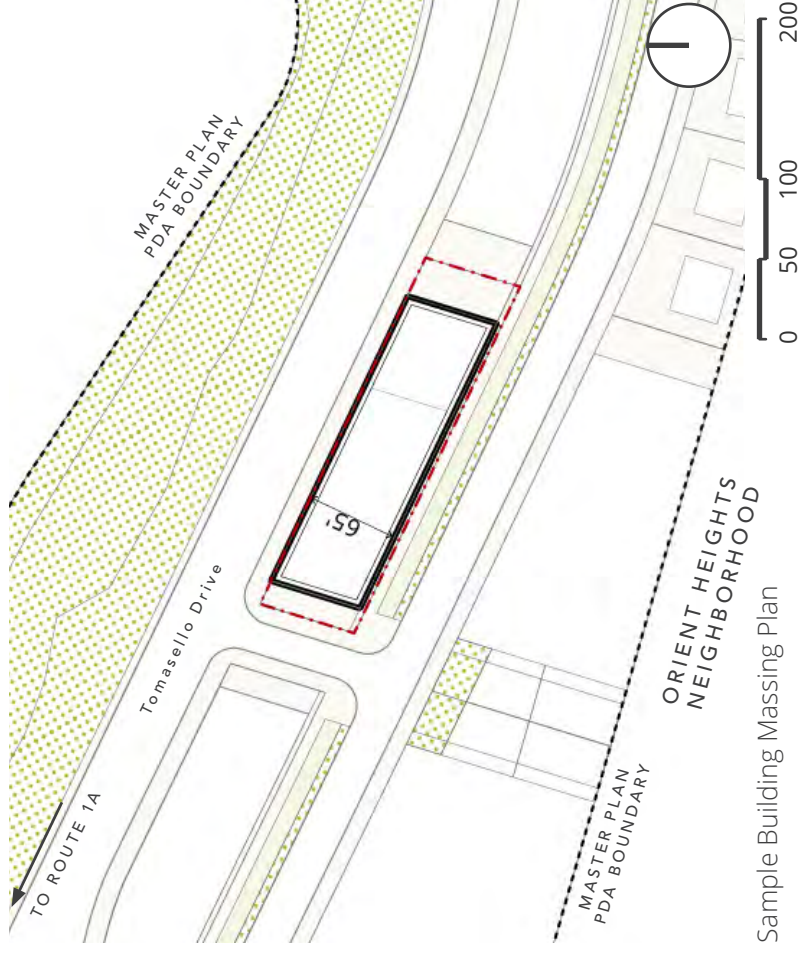
Proposed GFA	129,819 sf
Max Building Height	85'

1

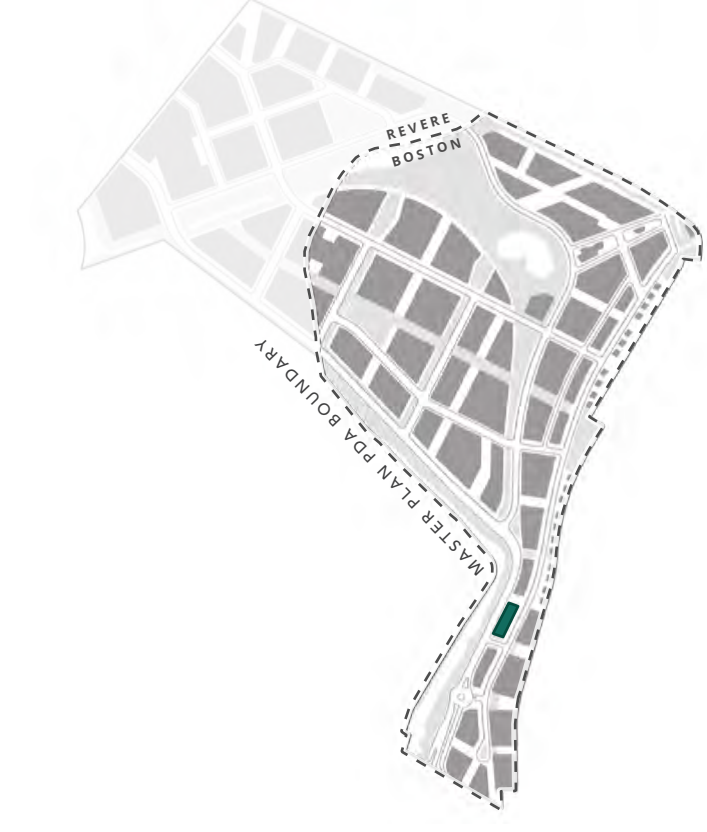
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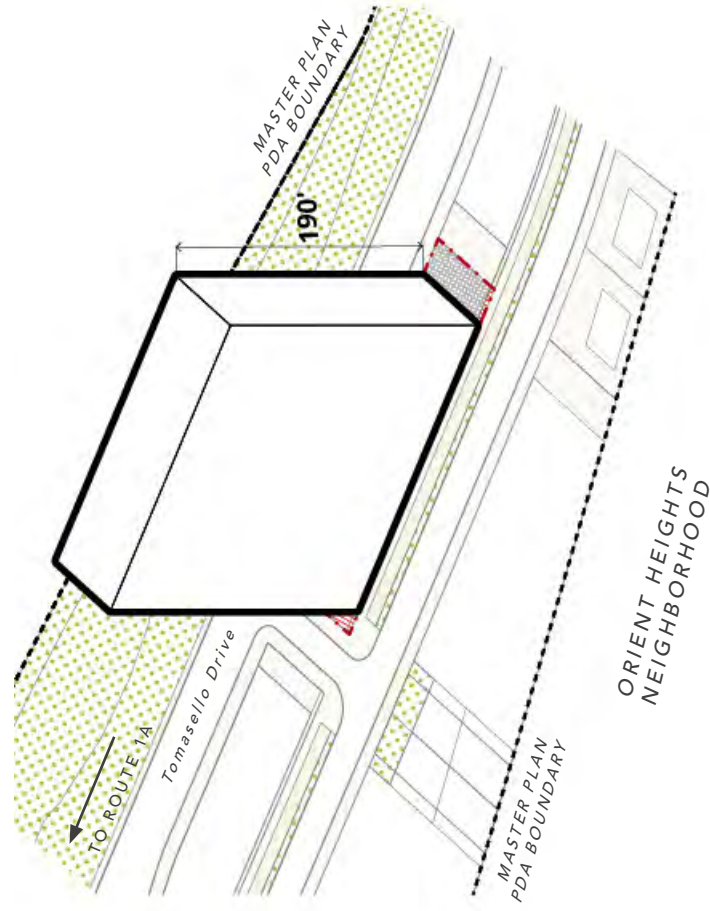
Building Envelope Plan



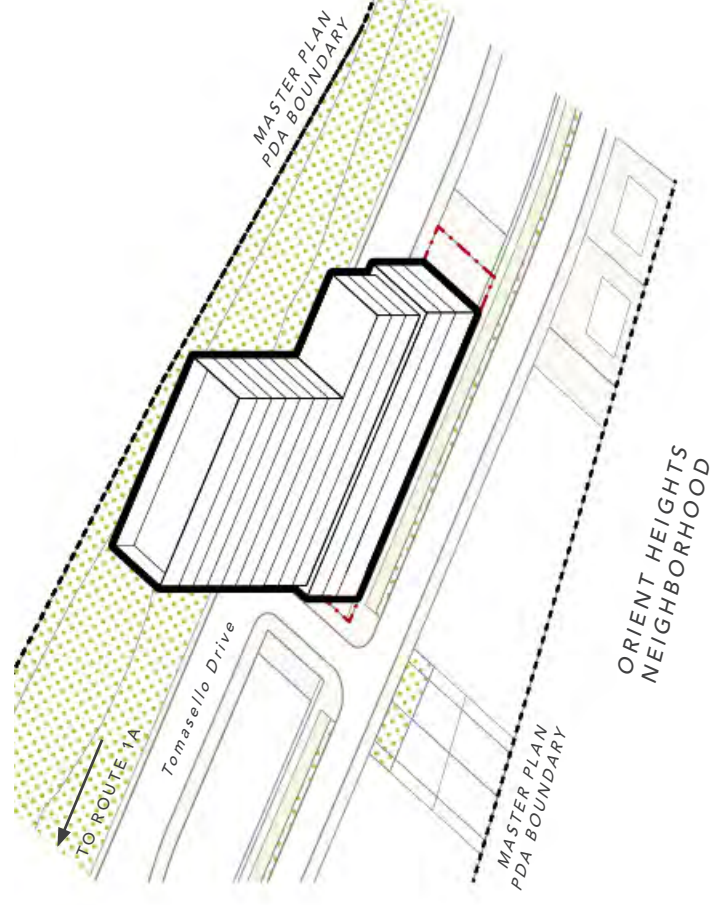
Sample Building Massing Plan



Key Plan



Building Envelope Axon



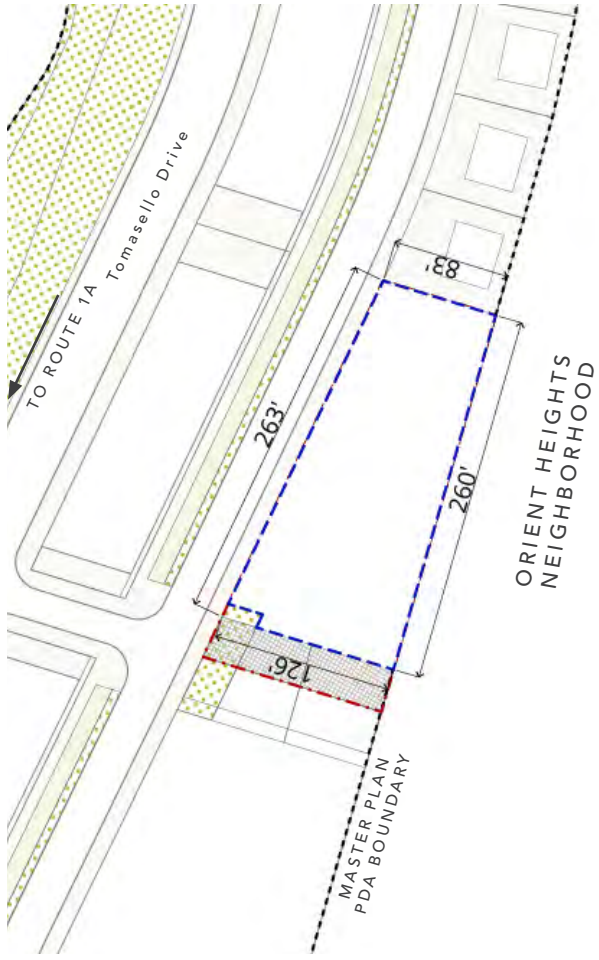
Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

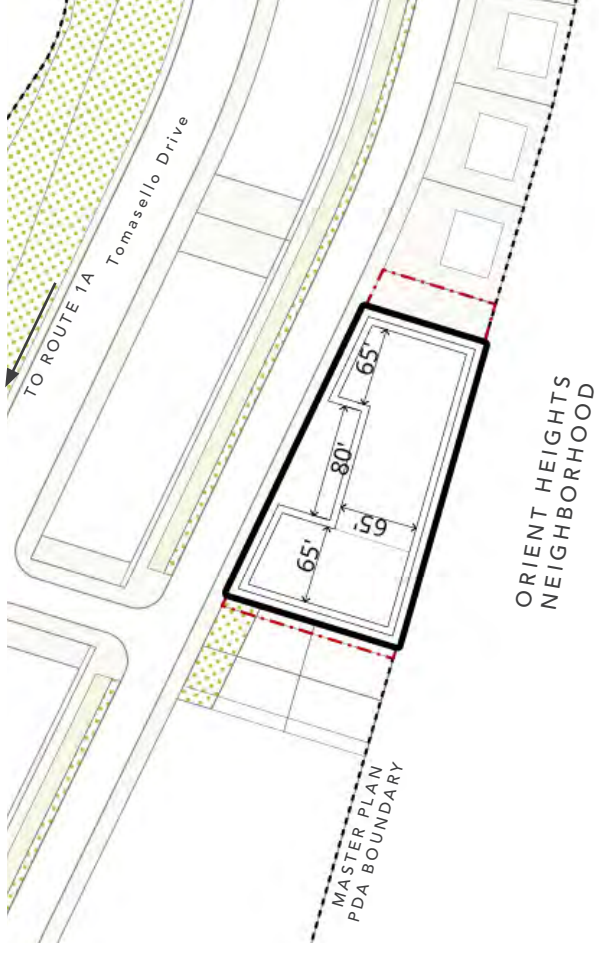
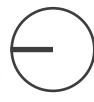
Proposed GFA **113,423 sf**

Max Building Height **190'**

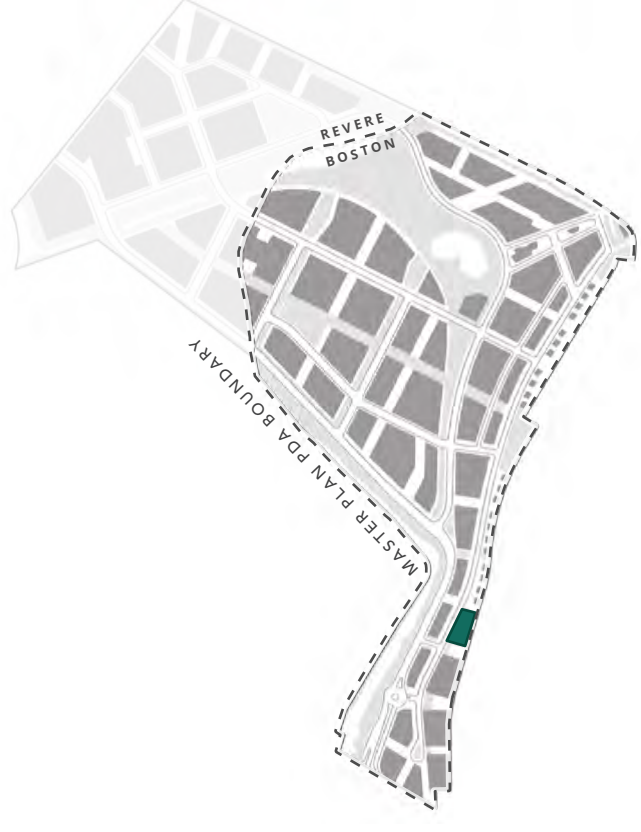




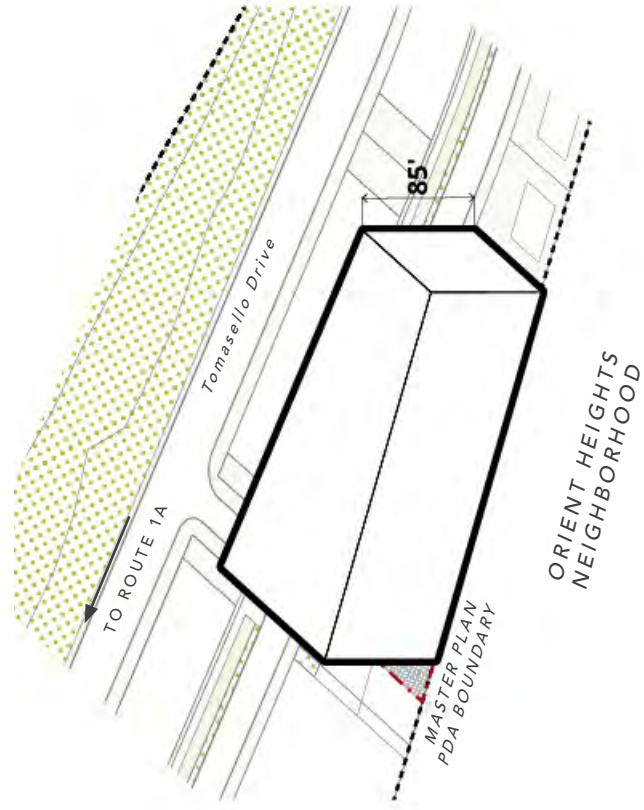
Building Envelope Plan



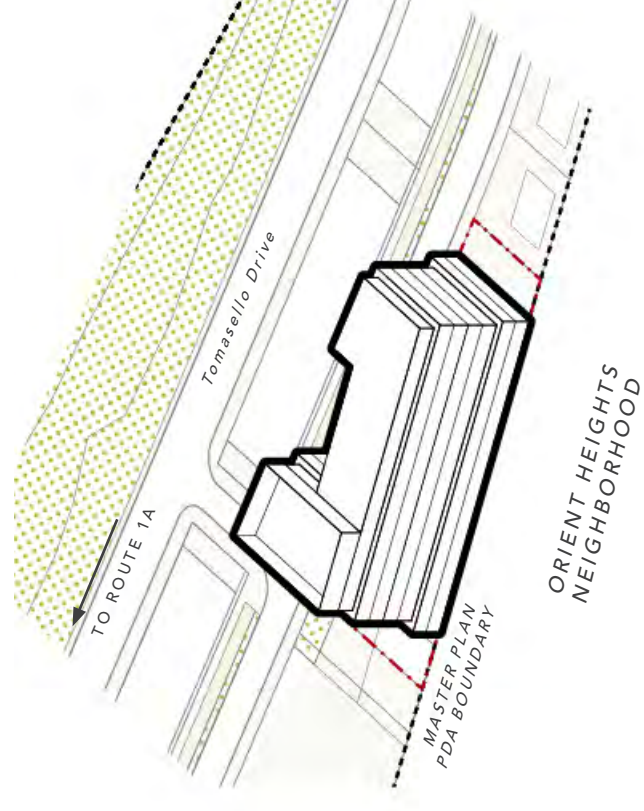
Sample Building Massing Plan



Key Plan



Building Envelope Axon



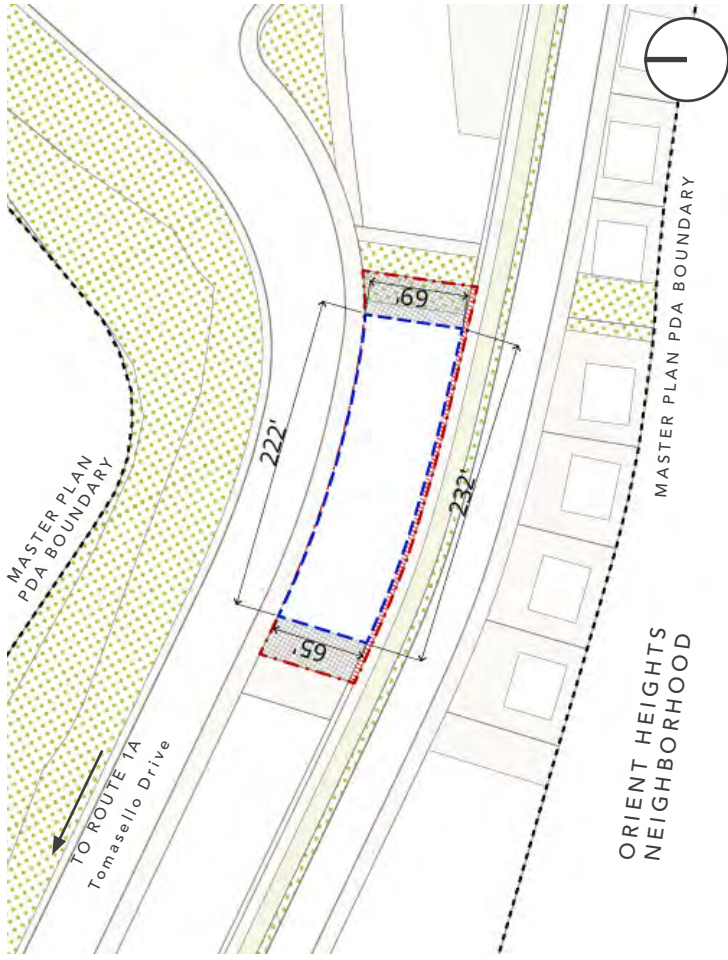
Sample Building Massing Axon



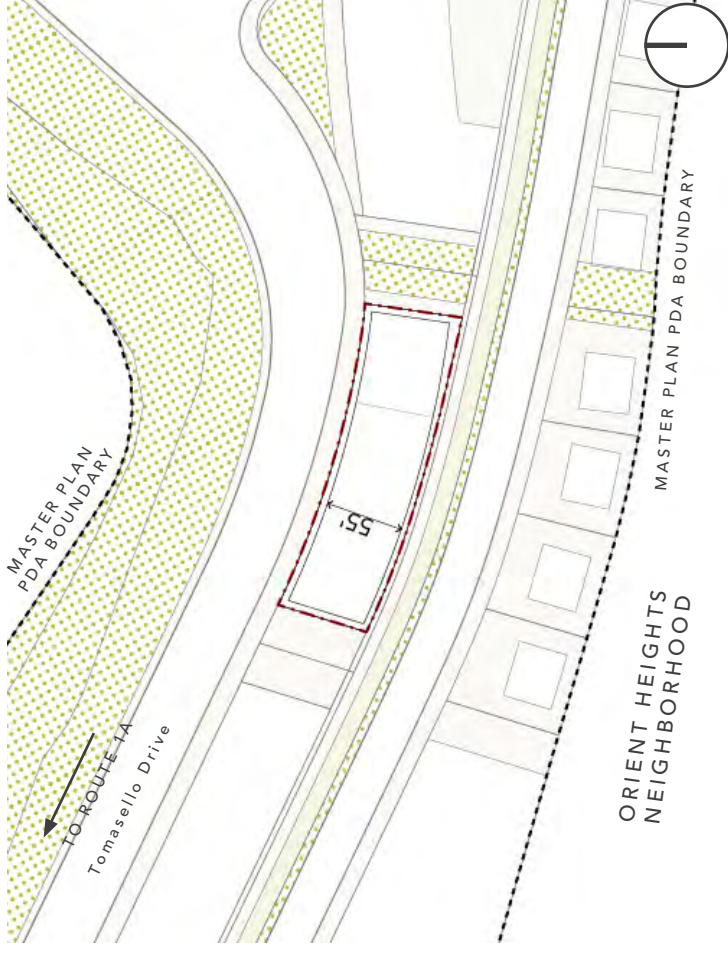
- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	90,185 sf
Max Building Height	85'

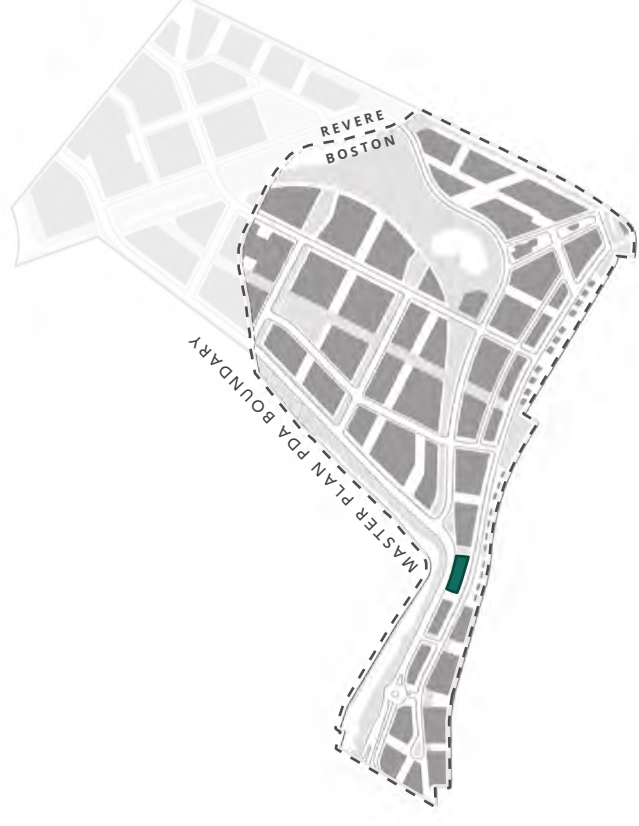
Phase 5B | Block B08
Suffolk Downs Redevelopment
 Development Plans



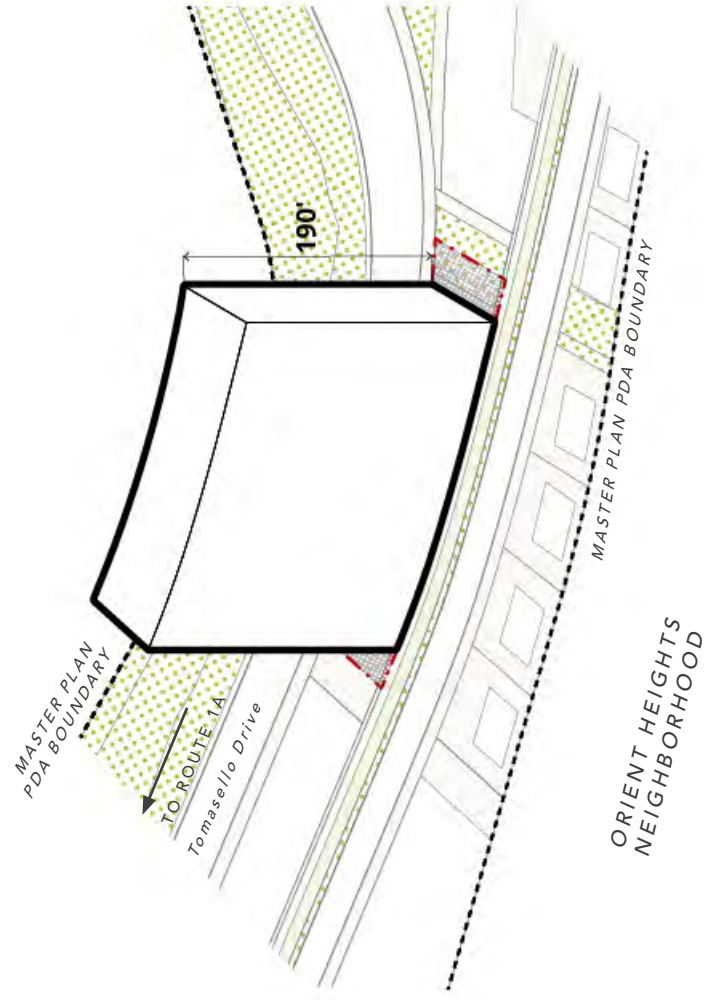
Building Envelope Plan



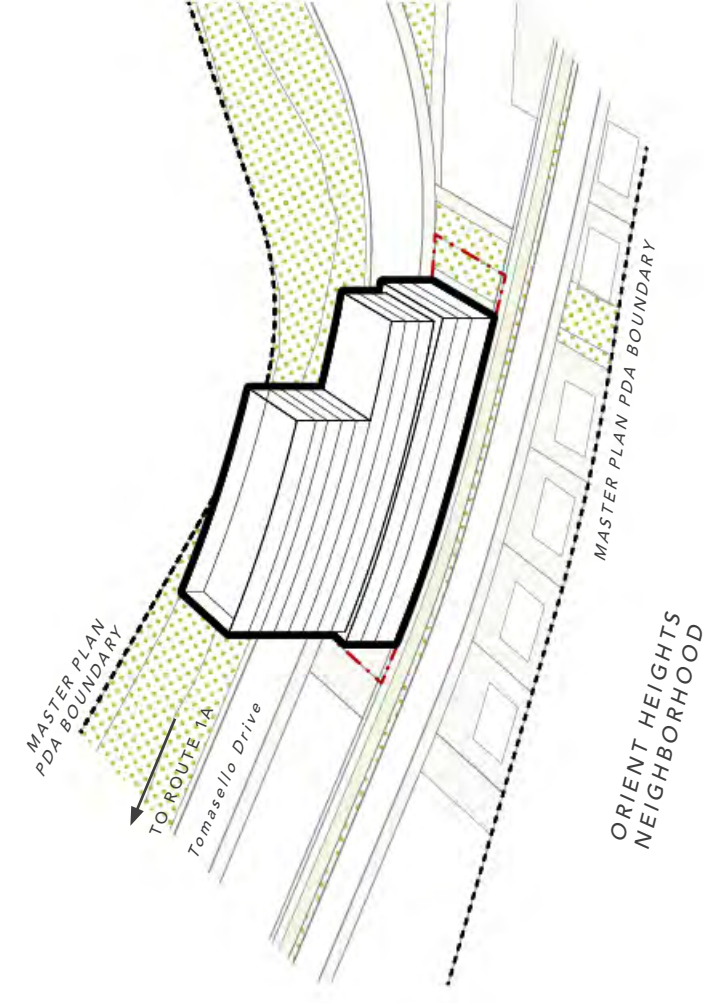
Sample Building Massing Plan



Key Plan



Building Envelope Axon



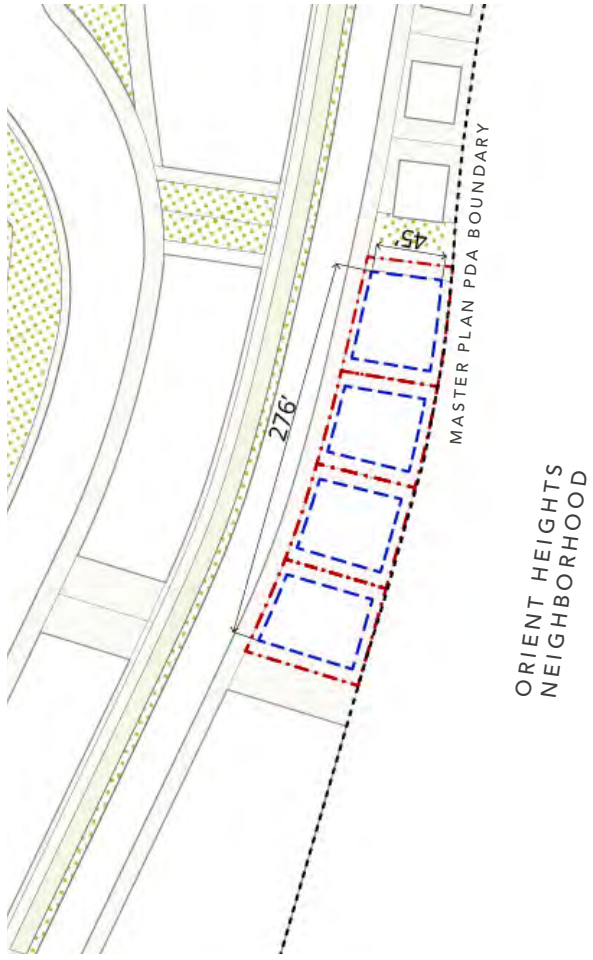
Sample Building Massing Axon

- Parcel Line
- Build-To Line
- Service Easement
- Setback

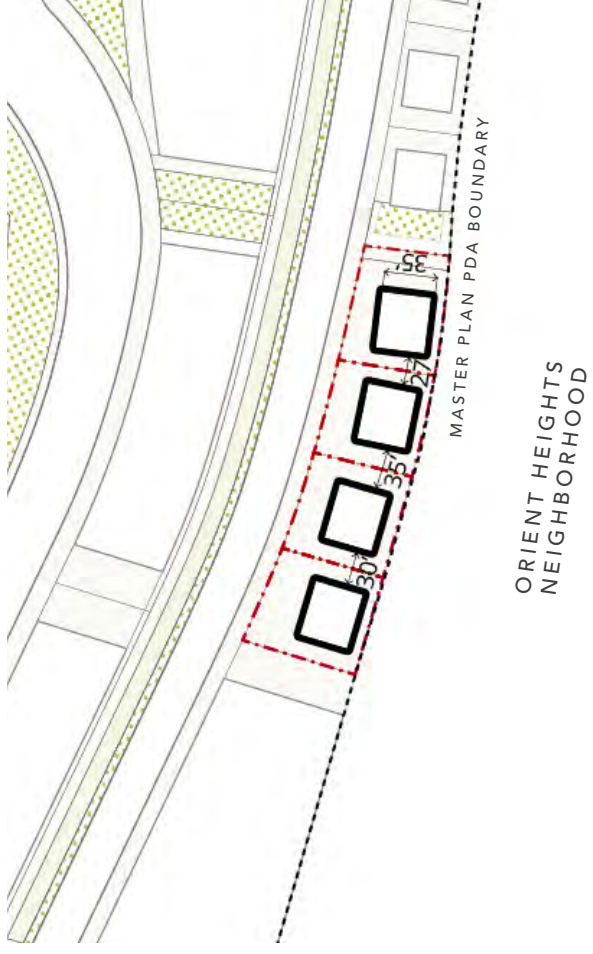
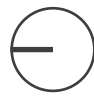
Proposed GFA	100,888 sf
Max Building Height	190'

1

1



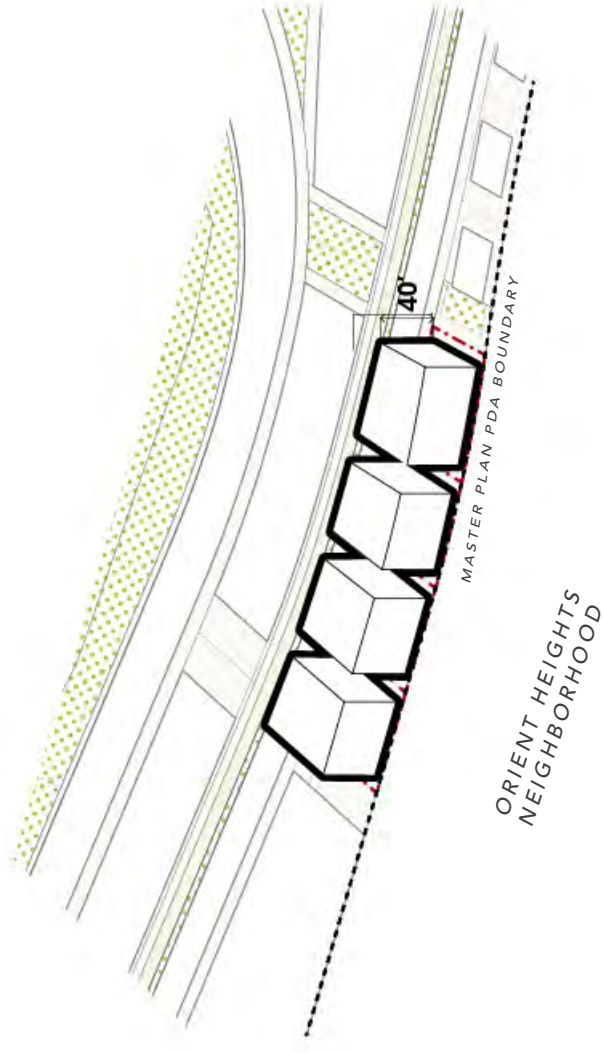
Building Envelope Plan



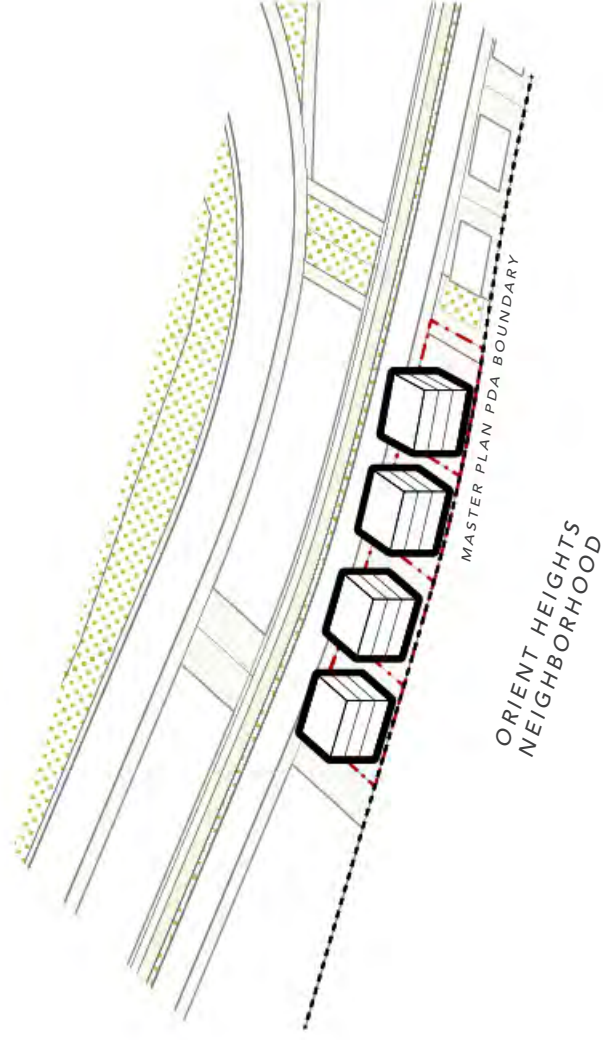
Sample Building Massing Plan



Key Plan



Building Envelope Axon



Sample Building Massing Axon



- Parcel Line
- Build-To Line
- Service Easement
- Setback

Proposed GFA	15,010 sf
Max Building Height	40'

Phase 5B | Block SF01
Suffolk Downs Redevelopment
 Development Plans

Exhibit D-1

Intentionally Omitted

Exhibit D-2

Active Ground Floor Uses Plan

[see attached]

Key

Active Ground Floor Use
Frontage

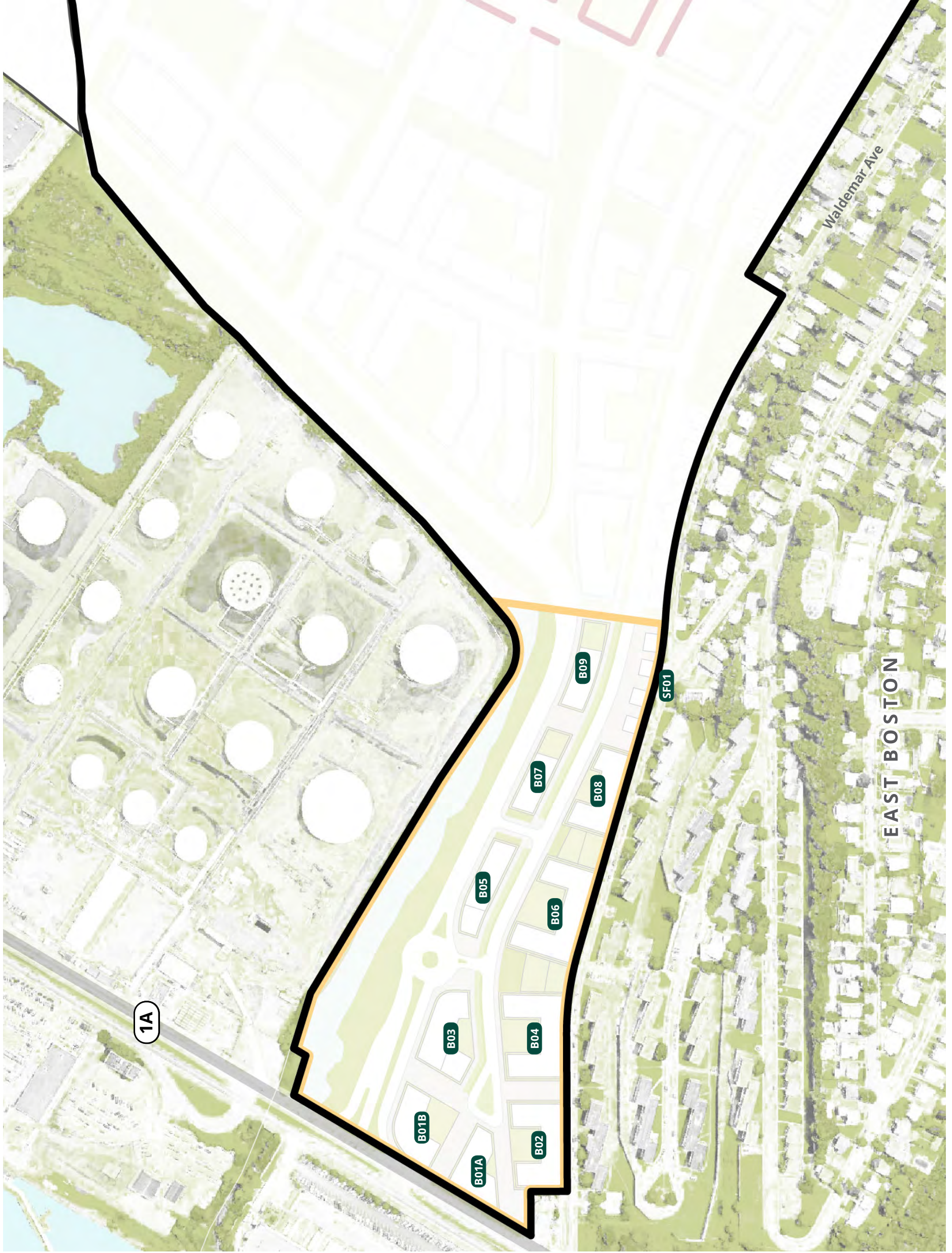


Exhibit D-2
Active Ground Floor Uses

Phasing Plan

Phase 5B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-3

Building Podium Stepback Plan

[see attached]

Key

- 7 Floor Podium Stepback
- 6 Floor Podium Stepback

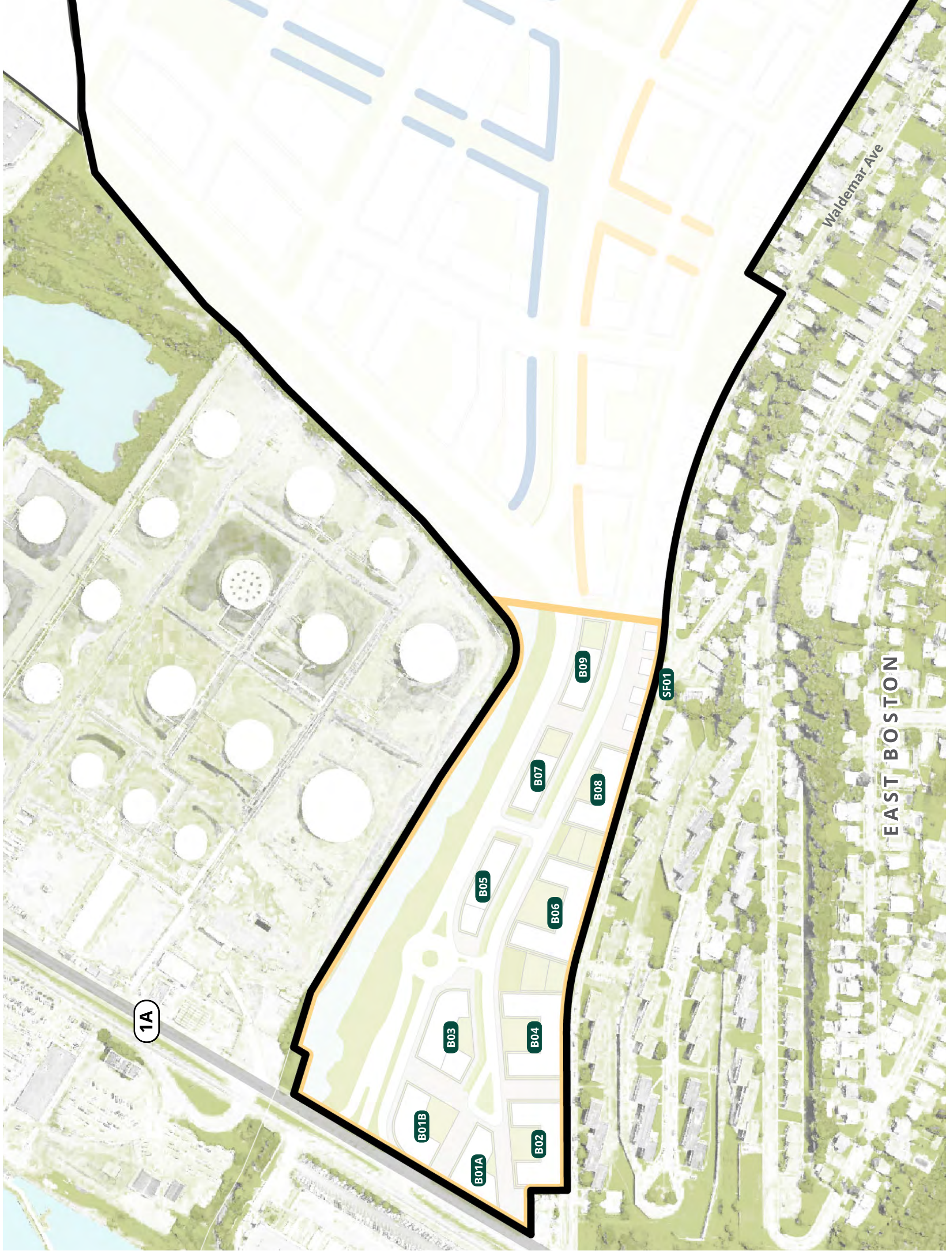


Exhibit D-3
Building Podiums and Stepbacks

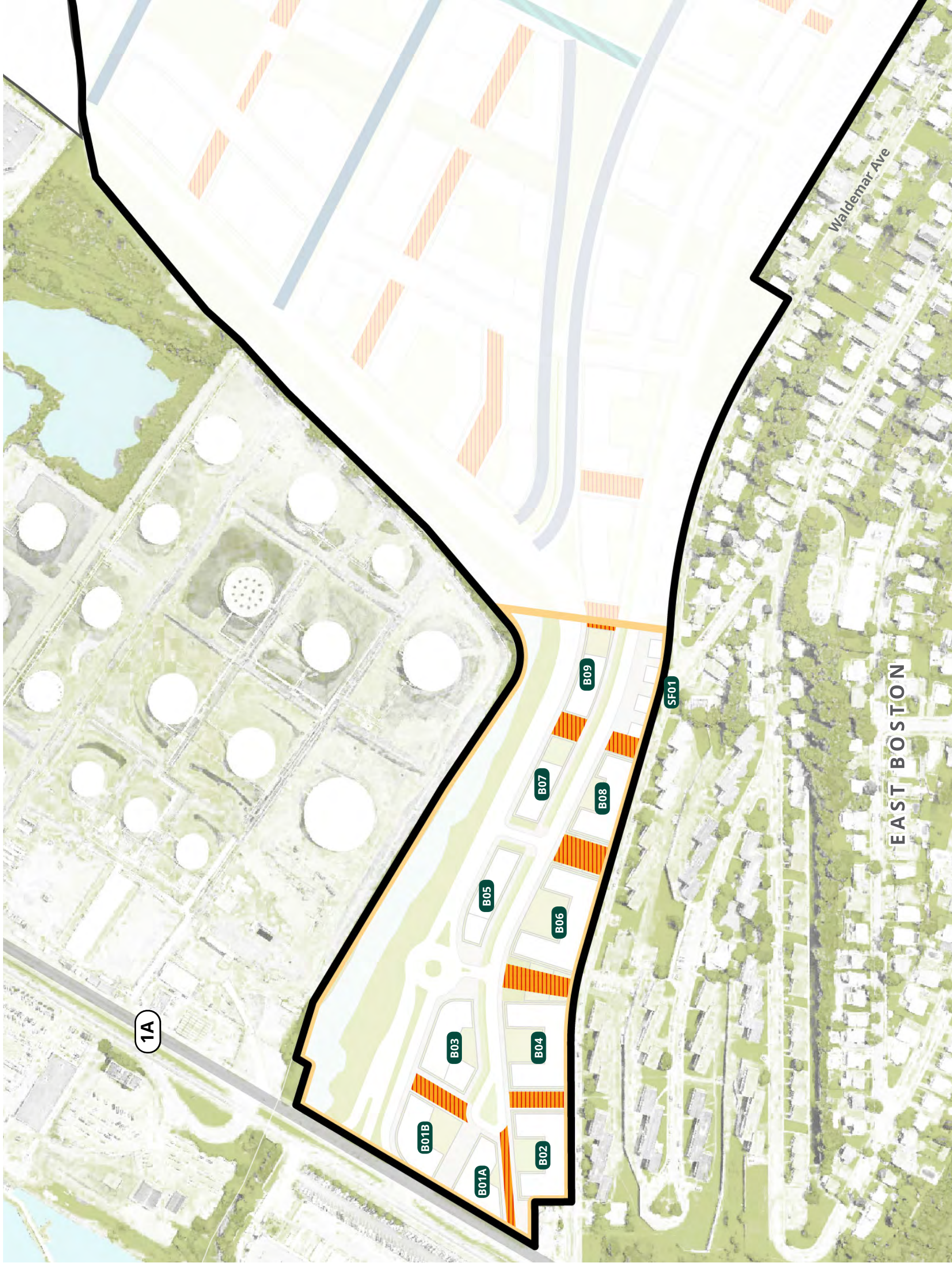
Phasing Plan

Phase 5B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-4

Building Setbacks Plan

[see attached]



Key





-  Service Alley Easements
-  15' Building Setback
-  10' Building Setback
-  5' Building Setback

Exhibit D-4
Building Setbacks

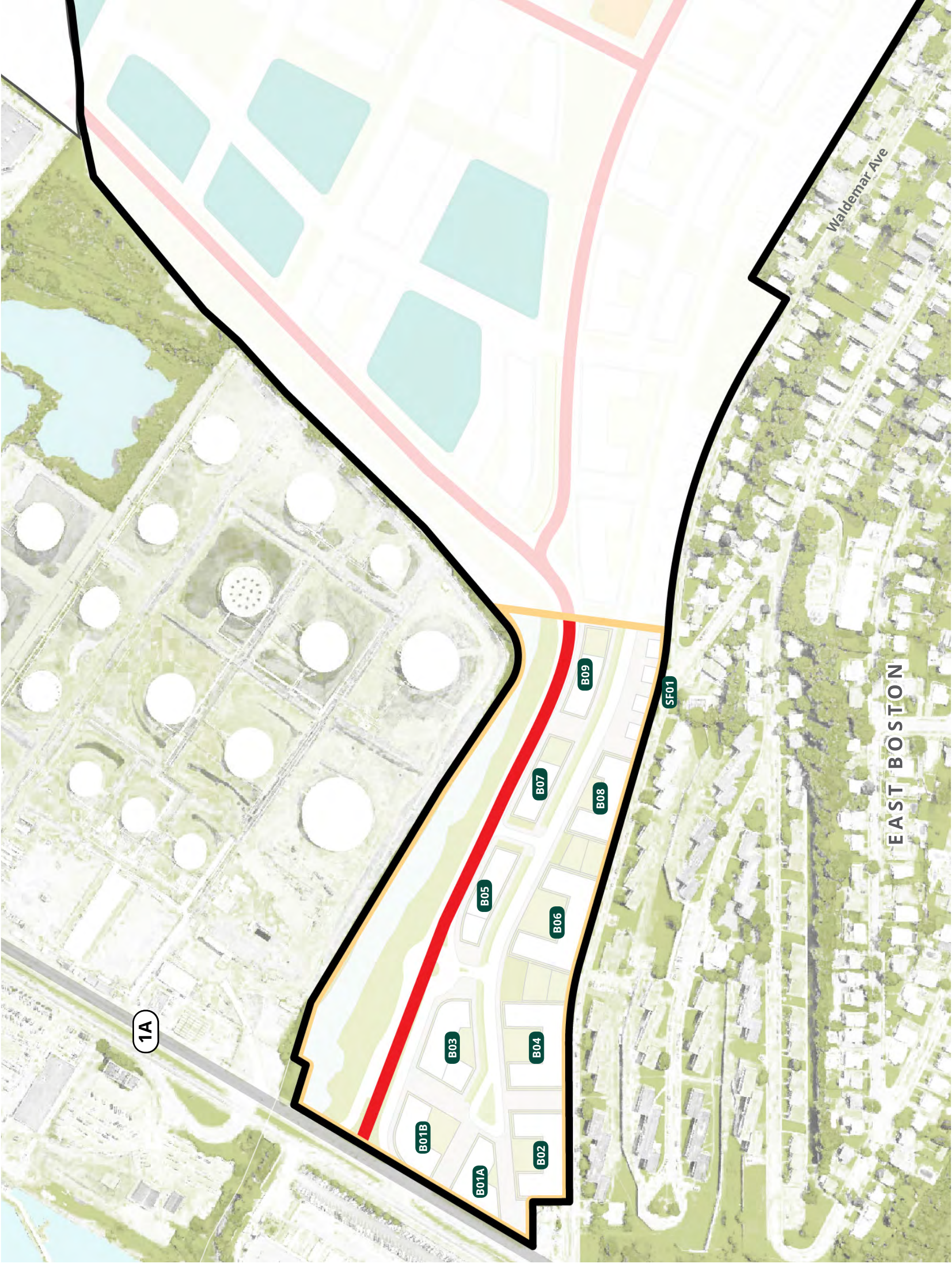
Phasing Plan

Phase 5B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-5

Parking, Service and Loading Dock Entrance Plan

[see attached]



Key

- █ Roadways with restrictions to parking, service, and loading entrances
- █ Buildings where parking, service and loading entrance prohibitions do not apply, subject to design review
- █ Potential 48' wide parking entrances

Exhibit D-5
Parking, Service and Loading Dock Entrances

Phasing Plan

Phase 5B
Suffolk Downs Redevelopment
Development Plans

Exhibit D-6

Intentionally Omitted

Exhibit D-7

Open Space Guidelines

[see attached]

CENTRAL COMMON



Description

The Central Common is proposed to serve as a large-scale urban open space that will provide a diversity of uses—passive and active, open and shaded, ecological and programmed, including an approximate 2.3-acre flexible playing field area. The Central Common open space will be located at the center of the Suffolk Downs site and it is anticipated that it will establish important pedestrian and cyclist connections to the site’s greater open space network.

General Character

This open space is planned to have a general character defined by:

- approximately 2.3-acre flexible playing field area
- a civic node area
- the previously-existing on-site pond, which will be enhanced with surrounding seating areas
- groves of shade trees
- walking paths and siting areas

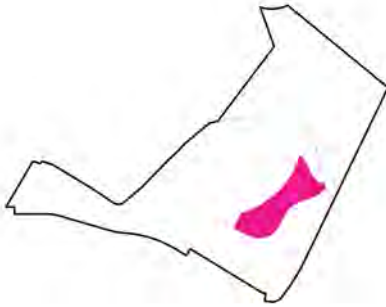
Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- active recreation areas, including a flexible open playing field area that can be used for soccer or other organized sports
- a strolling/promenade area
- outdoor exercise and free play areas
- passive recreation areas, among lawn and groves

Size

- Approximately 12 acres in Boston; additional area proposed to be constructed in Revere



ACTIVE LINEAR CORRIDOR



Description

The Active Linear Corridor is proposed to integrate active play and recreation across the center of the Suffolk Downs site and establish pedestrian connections through the middle of the site. The corridor is planned to incorporate recreational uses for all ages, from creative play spaces for children and teenagers, courts and outdoor sport facilities for older and younger adults, as well as flexible gathering spaces with a variety of social and active recreation opportunities.

General Character

This open space is planned to have a general character defined by:

- creative play spaces
- accessible pedestrian paths
- flexible use turf areas
- shade trees and spaces to sit throughout
- courts and outdoor sport facilities

Typical Uses

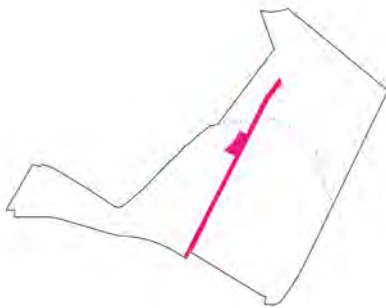
This open space will include a variety of active uses.

These are anticipated to include:

- children's playgrounds
- mounds for creative play
- grass turf areas for open play and resting
- an approximately 1-acre multi-purpose field area
- chess or other quiet social games
- basketball, tennis, and pickleball courts

Size

- Approximately 4 acres



ORIENT HEIGHTS NEIGHBORHOOD OPEN SPACE



Description

This proposed neighborhood park provides a neighborhood gathering space with access from the Suffolk Downs site and the adjacent Orient Heights neighborhood. The open space is expected to welcome neighbors to the site while anchoring the Active Linear Corridor and providing connections for pedestrians and cyclists between the new Suffolk Downs development and the existing neighborhood.

General Character

This open space is planned to have a general character defined by:

- creative play equipment
- a flexible use lawn area
- an active play court area
- walking paths and cycling tracks connected to a larger transportation network

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- a children's playground
- a basketball court or other active play court area
- a lawn area
- seating areas

Size

- Approximately 1 acre



THE GATEWAY



Description

This open space area is planned to provide active recreational space and to function in part as an extension of the Active Linear Corridor and a connection to the Central Common. These open spaces are expected to supplement other open space areas along the southern portion of the site with more small-scale recreational opportunities for everyday use.

General Character

This open space is planned to have a general character defined by:

- active play courts
- pet recreation area
- pedestrian and bicyclist connections to the larger transportation network

Typical Uses

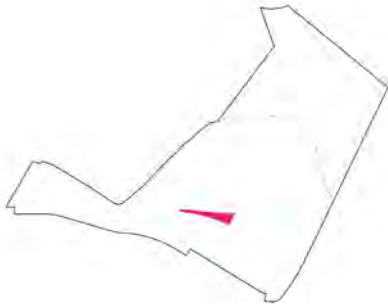
This open space will include a variety of active uses.

These are anticipated to include:

- basketball and tennis/pickleball courts
- dog park
- seating areas

Size

- Approximately 1 acre



GREEN FINGERS



Description

The Green Fingers are proposed as new linear open spaces that are planned to provide connections across neighborhoods and which contain walking and biking trails to connect residential and commercial areas to the Central Common. These open spaces are also planned to include green infrastructure that is designed to help manage stormwater and improve site resiliency.

General Character

This open space is planned to have a general character defined by:

- linear pedestrian and bicycling paths
- green infrastructure improvements
- select active recreation nodes

Typical Uses

This open space will include a variety of active and passive uses. These are anticipated to include:

- walking and biking trails
- small children's play areas
- seating areas

Size

- Approximately 2 acres

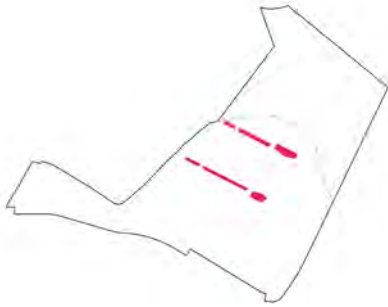


Exhibit E

List of Permitted Uses⁺²

Laboratory, Research and Development Uses

- Research and Development Uses and Scientific Laboratory Uses, including, but not limited to, basic laboratory; research laboratory or product development or prototype manufacturing or a facility devoted to the testing and analysis of scientific and applied research hypotheses through experimentation.

Office Uses

- Office Uses, including, but not limited to, agency or professional office, back office, shared office space, general office and office uses by insurance companies, cultural groups, community service organizations, banks and offices of architects, attorneys, dentists, physicians or other professional people.

Residential Uses

- Residential Uses, including, but not limited to single family homes, town homes, multi-family residential uses and senior housing, with a mix of unit types, including micro units, studios, one, two and three bedroom units and extended stay apartments.

Hotel Uses

- Hotel and Conference Center Uses, including, but not limited to, bed and breakfast; conference center; executive suites; hotel, including extended stay hotel.

Restaurant Uses

- Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishments serving or not serving alcohol and/or other place for the service or sale of food and/or drink for on-premises consumption and serving or not serving alcohol, including outdoor cafes; place for sale and consumption of food and beverages and serving or not serving alcohol providing dancing or entertainment or both; in a structure, sale over the counter, not wholly incidental to a local retail business or restaurant 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; bakery, café, coffee shop, delicatessen and/or diner and facility of public assembly.

⁺² Capitalized terms used but not defined in this Exhibit E shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

Retail, Banking, Service and Wholesale Uses

- Retail Uses, Banking and Postal Uses, Service Uses and Wholesale Uses, including, but not limited to retail or service business, including, but not limited to, store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, photocopying establishment, tailor, post office, pick-up and delivery station of laundry or dry cleaner, liquor store, tailor shop, hand laundry, store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, medication, tobacco products, clothing, dry goods, books, film, video, computer software, art, flowers, paint, hardware, and small household appliances, retail uses, including, but not limited to, department store, furniture store, general merchandise mart and accessory storage, bank (not including a drive-in window), automatic teller machine and a wholesale business.

Community and Cultural Uses

- Community Uses and Cultural Uses, including, but not limited to, childcare uses, including, but not limited to, day care center and nursery school, learning or tutoring center, community center, art use and artists' mixed-use, including, but not limited to, workshop, arts studio, art gallery (commercial or nonprofit) and exhibit space, art needle workshop, costume rental establishment, historical exhibit, musical instrument repair, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

Facility of Public Assembly Uses

- Facility of Public Assembly, such as auditorium, theater, concert hall, dance hall, drive-in theater, or stadium.

Neighborhood Health Care Uses

- Medical offices, clinic including facility for out-patient procedures, assisted living and custodial care facility.

Educational and Dormitory Uses

- Dormitory and satellite facilities for college, university, professional school, or trade school, in each case only if approved by the BPDA.

Art Uses

- The creation, manufacture, or assemblage of visual art, including two- or three-dimensional works of fine art or craft, or other fine art objects created, manufactured, or assembled for the purpose of sale, display, commission, consignment, or trade by artists or artisans; or classes held for art instruction.

Parking and Vehicular Uses

- Parking uses, including, but not limited to, parking garages; on-street parking; vehicle cleaning services, car-sharing and/or bicycle-sharing service and vehicle rental agency principally for residents, employees and visitors to the Suffolk Downs Site and surrounding neighborhoods.

Renewable Energy Uses

- Renewable energy facilities and equipment, including, but not limited to, solar panels for the generation of electricity and building integrated wind energy facilities.

Wireless Communications Equipment Uses

- Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electromagnetic communications signals.

Open Space and Recreational Uses

- Open Space Uses, including, but not limited to, open space for active or passive recreational use and public open space.

Entertainment Uses

- Entertainment Uses, including, but not limited to, theatre, bar, fitness center and/or gymnasium.

Signs

- Signs as permitted in accordance with the applicable PDA Development Plan.

Accessory and Ancillary Uses

- Accessory Uses and Ancillary Uses as defined by the Code, including, but not limited to, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; the storage of flammable liquids and gases incidental to a lawful use; permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use; storage; accessory keeping of laboratory animals; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.

Exhibit F

Suffolk Downs

Summary of Public Benefits and Project-Related Mitigation Measures

January 16, 2019

General	
Diversify and expand East Boston’s economic and job opportunities through new development with a mix of uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.	All phases of construction
Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families)	All phases of construction
Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities	All phases of construction
Invest more than \$170 million, across the entire Suffolk Downs site, in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.	All phases of construction
25% of site will be built and maintained as publicly accessible open space, with approximately 27-acres in Boston and an additional approximately 13 acres in Revere, all available to Boston residents.	All phases of construction
Convey to the City fee ownership in approximately 2.5 acres and easements in approximately 3 additional acres of key open space areas, and provide shared programming rights to the City with respect to key portions of the open space system, in each case in accordance with the Master Plan.	Following completion of construction of applicable open spaces and adjacent development parcels.
Compliance with Boston’s Inclusionary Development Policy, 13% Affordability (estimated to be up to 900 Affordable Units) (or 13% of onsite dwelling unit space as noted below).	All Buildings in Boston that include residential uses
At the request of the BPDA, provide affordable units in residential buildings that are equal to 13% of the dwelling unit floor area (instead of 13% of the number of units) to facilitate a larger number of family-friendly affordable housing units (e.g., three-bedroom units).	All phases of construction
At the request of the BPDA, provide residential units to residents having an average income equal to 70% of AMI so that some units	All phases of construction

may be provided to residents with incomes below 70% of AMI.	
Contribute [amount to be determined] toward a new East Boston Neighborhood Housing Stabilization Fund, and work with the City to direct portions of future Housing Exaction Payments (Linkage Funds) to this new East Boston Neighborhood Stabilization Fund, to help address ongoing displacement pressures in and around East Boston.	Funding in 2 equal installments, (A) 30 days after appeal period ends for discretionary Boston approvals, and (B) 30 days after appeal period ends for a building permit first building in PDA Area.
Seek infrastructure funding for the Master Project and for any funds that are actually received up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, on a dollar-for-dollar (1:1) basis make additional contributions to the East Boston Housing Stabilization Fund described above.	Prior to completion of on-site infrastructure
Creation of up to 14,000 new construction jobs and 25,000 – 50,000 new permanent jobs	All phases of construction
Generate substantial economic benefits to the City of Boston through new net tax revenue.	All phases of construction
Housing and Jobs Exaction Payments (i.e. Linkage) to the City of Boston. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Development Impact Uses after the first 100,000 square feet	All Buildings in Boston that include Development Impact Uses
Create economic development opportunities for residents and businesses in East Boston by inclusion of 10% of the retail square footage in Boston to local businesses and owners with flexible lease parameters;	All phases of construction in Boston
Support local East Boston community groups by provision of a 2,500 SF as ground floor civic space to be located in a Phase 1 Building in Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
Inflow & Infiltration mitigation payments of \$9.64 per new gallon of sanitary flow added	All phases of construction: in Boston
Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, including installation of approximately 9,200 linear feet (lf) of bicycle lanes and approximately 8,100 lf of separated cycle tracks across the Master Project.	All phases of construction
Advance the City of Boston's resiliency objectives with improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding. These measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower	All phases of construction:

levels that can be used as potential flood storage areas.	
Plant over 1,500 new street trees across the entire Suffolk Downs Site	All phases of construction
Record a non-discrimination covenant prohibiting discrimination based on a person's race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual orientation, gender identity, disability or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.	Prior to commencement of construction of the first building in Boston
Grant right-of-way easements to the City of Boston with respect to specified rights-of-way in accordance with the Master Plan.	After completion of construction of all rights-of-way and adjacent development parcels
Wetlands and Waterways	
Horseshoe Pond Bank Improvements	Phase 1B Construction
**Sales Creek Culvert Daylighting	Phase 2R Construction
Vegetation Enhancement/RFA Restoration	Phases 2B, 2R, 3B, 3R, and 4R Construction
Invasive Species Management	Phase 1R Construction
**Mitigate potential temporary off-site impacts to resource areas (Bank, BVW, LUWW, RFA, LSCSF) due to interim sewer connection (partially on-site) by restoring them within the existing footprint immediately following completion of the installation.	Phase 1R Construction
Mitigate potential off-site impacts to resource areas due to traffic improvements, if necessary (See DEIR/DPIR Table 5-3).	Immediately subsequent to traffic improvements
Stormwater Management	
Construct a Stormwater Management System that will improve overall quality of storm-water runoff, includes LID, will be used for irrigation, addresses future increased storm intensity due to climate change.	All Phases of Construction: See Figure 1.1 of DPIR
Work with Massport to ensure the tide gate and culverts running under Route 1A and to Chelsea Creek have adequate capacity to convey increased anticipated flows.	Phase 2B Construction
Install a 52,000 CF underground stormwater detention facility within the proposed Chelsea Creek watershed.	Phase 4B Construction
Require all buildings within the Chelsea Creek watershed to store, reuse, or infiltrate the first 1.0 inch of rainfall.	During Construction of All Phases
Reduce overall impervious area throughout the site by >10% by reducing proposed impervious area within open spaces and increasing green roof area to 20%.	During Construction of All Phases

Open Space	
Belle Isle Square Plaza and **Beachmont Plaza	Phase 1B/1R Construction
Central Common, **Outdoor Theater	Phase 2B/2R Construction
Green Fingers, walkways along Sales Creek, Park adjacent to Orient Heights	Phase 2B/3B/3R Construction
Completion of Active Linear ParkCorridor	Phase 4B/4R Construction
Water and Wastewater	
Fund sewer inflow and infiltration mitigation (4:1 in Boston, 10:1 in Revere).	All Phases of Construction: Phased as each building permit is granted
Install dedicated wastewater bypass line connecting directly to MWRA system downstream of Caruso Pump Station to allow Boston and Revere to maintain existing capacities in their local systems and MWRA to maintain existing pumping capacity in the Caruso Pump Station.	Phase 2B/2R Construction
Redirect discharge from four off-site catch basins that currently discharge to the sewer within Waldemar Ave to the Master Plan Project dedicated storm drain system.	Phase 2B Construction
Reuse stormwater for irrigation.	Phases 1B-5B, 2R-4R Construction
TransitTransportation [Subject to Continuing Review by BTS and MassDOT]	
Conduct Engineering & Architectural Assessment of Suffolk Downs Station and Beachmont Station.	In Progress ¹
**Construct new Route 119 Bus Stop @ Stop & Shop and Turnaround on Tomasello Drive.	Completed 9/2/2018
Construct new Route 119 Bus Stops on the Suffolk Downs Site.	As Warranted by Demand
Provide privately operated on-site shuttle circulator services.	As Warranted by Demand
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site and key land use and transportation nodes (proposed connections to include connections to North Station, South Station, Chelsea Station, and the Seaport District).	As Warranted by Demand ¹
Complete code and state-of-good repair upgrades at Suffolk Downs Station and **Beachmont Station.	TBD ¹
Contribution towards transit upgrades, including potential improvements to Suffolk Downs Station and Beachmont Station.	TBD¹
Implement Transit Signal Priority at signalized locations where traffic mitigation is proposed as part of the Master Project.	In conjunction with Traffic Mitigation Improvements
**Winthrop Ave. (Route 145) at MBTA/Site Drive	Prior to completion of Phase 1R
**Bennington Street at State Road/Winthrop Ave.	Prior to completion of Phase 1R
**Bennington Street at Crescent Ave.	Prior to completion of Phase 1R
**Winthrop Avenue at Fire Station (Median break and traffic signal)	Prior to completion of Phase 1R
**Route 1A at Furlong Drive	Prior to completion of Phase 1R

Route 1A at Tomasello Drive	Prior to completion of Phase 1R
**Route 60 at Sigourney Street	Prior to completion of Phase 1R
**Route 60 at Charger Street	Prior to completion of Phase 1R
**Winthrop Avenue (Route 145) at Revere Beach Parkway (Route 16)/Harris Street	Prior to completion of Phase 1R
**Winthrop Ave. (Route 145) at North Shore Road	At 2,000,000 sf ²
**Winthrop Ave. (Route 145) at Tomasello Drive	At 2,000,000 sf ²
Route 1A at Tomasello Drive (Temporary Southbound Left Turn Signal)	At 2,000,000 sf ²
Route 1A from Boardman Street to Furlong Drive (Super Street) <u>Route 1A from Boardman Street to Furlong Drive</u> (Super Street) <u>Boston Improvements: Includes two southbound through lanes with exclusive left turn lane and 8' to 10' shoulder approaching Boardman, and northbound three through lanes and exclusive left turn lane. Left turn lanes are to be extended, and northbound right turn lane replaced with shared through and right turn lane for approximately 1,200 feet approaching Boardman. Shared use path is to be added northbound to Tomasello corridor, and from there continued to Revere Beach Parkway/ Winthrop Avenue corridor in Revere through along Tomasello. At Tomasello, signal control will be provided and southbound roadway will be widened to four lanes to allow for continuation of two through lanes and addition of two left turn lanes. Four-lane section will generally extend from "Jughandle" intersection near Boston/Revere City Line to Tomasello. Within this area, southbound shoulder will be eliminated and replaced with limited width curb offset. Northbound, three through lanes from Boardman intersection will be maintained with exclusive right turn lane added to access site.</u>	At <u>Prior to</u> 3,000,000 sf ²
**Route 60 at Bell Circle (5 Intersections)	At 3,000,000 sf ²
**Route 1A at Curtis Street <u>Boston Improvements: Include realigning Route 1A southbound to formalize exit to Bennington and Curtis areas, and providing two continuous lanes for southbound through movement, creating an island within current paved area and providing stop control at ramp/Curtis Street intersection. Movement from Curtis Street to Route 1A south will continue to be in an add-lane condition.</u>	At 3,000,000 sf ²
**Route 1A at Revere Street	At 5,500,000 sf ²
**Route 60 at Revere Street and Breed Street	At 5,500,000 sf ²
Bennington Street at Saratoga Street <u>Boston Improvements: Include installing traffic island in southwest quadrant, redirecting crosswalks for Bennington and Saratoga crossings, providing compliant curb ramp for Bennington crossing in southeast quadrant, changing lane uses on northbound Bennington approach (one right only and one through left), removing/relocating median on northerly leg of Bennington to allow three lane southbound approach (two through and one left) and one through lane northbound, and modifying signal phasing.</u>	At 5,500,000 sf ²

Day Square (Five Intersections) Boston Improvements: the Proponent will participate with a working group to conduct further study of Day Square and develop design alternatives that address stakeholder concerns.	At 5,500,000 sf ²
Brown Circle	At 5,500,000 sf ²
**Route 1/Route 16 Interchange	At 7,000,000 sf ²
**Route 16 at Garfield Ave./Webster Ave.	At 7,000,000 sf ²
Construct extensive on-site bicycle and pedestrian accommodations with connections to off-site infrastructure.	During all phases
Design and construct, or at Proponent's option fund design and construction of, extension of the East Boston Greenway from Constitution Beach to the southeast corner of the Project Site following along Bennington Street and Walleye Street, including a designated pedestrian/bicycle crossing at Bennington Street.	By Phase 3B Construction
Comprehensive Transportation Demand Management program to reduce dependency on single occupancy vehicles and promote alternative modes of transportation.	During all phases
Air Quality	
Implement traffic monitoring program.	During all phases
<i>See Transportation Measures above for Mobile Source GHG Mitigation.</i>	
GHG Emissions	
Prepare schematic designs and cost estimates of a 200,000 square foot multi-residential building for both a preferred/planned design and a Passive House design.	Phase 1R Design
All townhouses (22 total) will be Passive House- and/or E+ (Energy Positive) equivalent.	Phase 1B and 2B Construction
Construct one (1) Passive House (or equivalent) Demonstration Project of a minimum 50,000 square foot multi-family residential building.	Phase 2B Construction
All single-family homes along Waldemar Avenue (12 total) will be Passive House- and/or E+ equivalent.	By Phase 3B Construction
Construct buildings to achieve energy usage savings as compared to current energy code requirements (9 th Edition) of at least 10% in all Phase 1 buildings, with increased savings in subsequent Phases to meet the following levels of energy savings at full build-out: <ul style="list-style-type: none"> • 5% of Buildings greater than 50% • 35% of Buildings 30%-50% • 55% of Buildings 18%-30% • 5% of Buildings 10%-18% 	During Construction of All Phases
Construct all buildings to be Solar Ready.	During Construction of All Phases
Install a minimum of 2 MW of solar PV on building rooftops providing	During Construction of All Phases
Design all buildings to meet LEED certifiable standards as follows:	During Construction of All Phases

<ul style="list-style-type: none"> • Minimum of 5% LEED Platinum • Minimum of 75% LEED Gold • Maximum of 20% LEED Silver 	as provided in Development Plans
Designate preferred parking spaces for alternative-fuel vehicles.	All Phases
<i>See Transportation Measures for Mobile Source Air Quality Mitigation.</i>	
Climate Change Resiliency	
Facilitate a feasibility study for regional flood protection (Bennington Street berm)	TBD, Prior to Phase 4 Design
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 2B and 2R Construction
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 3B and 3R Construction
Facilitate installation of tide gate at eastern limits of Suffolk Downs Site.	Prior to Phase 4R Construction
Design Alfred H. Long (Bennington Street) Pump Station Upgrades. (Proponent to participate in cost sharing)	Phase 4R Design
Facilitate upgrade of Alfred H. Long (Bennington Street) Pump Station from 300 cubic feet per second (cfs) to 600 cfs.	Prior to Phase 4B Construction
Target at-grade first floor elevations of 20.5 feet BCB for non-critical buildings and 21.5 feet BCB for critical buildings, infrastructure and ground floor residential space, per BPDA guidance, to provide 1 to 2 feet of freeboard above the projected 2070 BFE.	All Design Phases
Where FFEs of at least 20.5 feet are not feasible, implement alternative flood protection measures (e.g. specifying dry floodproofing materials, designing with the ability to add temporary flood barriers to building openings, and limiting first floor uses to non-residential).	All Design Phases
Select paving materials with less heat absorbing capacity and a high Solar Reflective Index to offset the effects of increasingly hot summers.	All Design Phases
Specify operable windows for residential buildings and considering them for hotel and office buildings.	All Design Phases
Use a 95°F peak day for sizing of building mechanical systems.	All Design Phases
Plant robust tree canopy within Central Common, other open space areas and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	All Construction Phases
Historic Resources	
Develop a historic mitigation plan to be implemented as part of the Master Project.	Phase 1B Design
Undertake inventory to identify race track elements for salvage and reuse within the on-site open space system and/or donated to local museums.	Prior to Phase 1B Construction
Inventory and gather photographs, documents, paintings, and other	Prior to Phase 1B Construction

collected horse racing memorabilia for potential inclusion on site and/or donated to local museums.	
Develop and install an Interpretive Exhibit to be incorporated in a select area of the open space system.	Phase 2B Construction
Construction Period	
Develop a draft Construction Management Plan (CMP) for the Master Plan Project based on conceptual construction logistics scenario for each phase (see DEIR/DPIR Appendix G).	At time of DEIR/DPIR filing (Complete)
Prepare CMPs for each phase to address temporary construction-related impacts detailing overall construction schedule, work hours, number of construction workers, worker transportation and parking, and number of construction vehicles and routes.	Prior to Each Phase of Construction

¹ Based on proposed service and implementation timing.

² For all traffic improvements scheduled at a specific square footage, improvements must be completed prior to first Certificate of Occupancy after indicated square footage threshold.

** Revere-only mitigation items

As used in this Exhibit F, references to Phases 1B, 2B, 3B, 4B and 5B are to the five Phases of the Master Project, i.e., the Phase 1 Project, the Phase 2 Project, the Phase 3 Project, the Phase 4 Project and the Phase 5 Project, respectively, and references to Phases 1R, 2R, 3R and 4R are to phases 1 through 4 of the redevelopment of the Revere portion of the Suffolk Downs Site.

Summary report:
Litéra® Change-Pro TDC 10.1.0.700 Document comparison done on
9/16/2019 1:52:02 PM

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Table Delete	1
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Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
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