

**THIRD AMENDMENT TO DEVELOPMENT PLAN
for
PLANNED DEVELOPMENT AREA NO. 75**

**CHARLESVIEW APARTMENTS, ALLSTON-BRIGHTON,
BOSTON, MA**

_____, 2015

Pursuant to Section 3-1A and Section 80C of the Boston Zoning Code, as amended (the “Zoning Code”), this amendment constitutes the Third Amendment to the Development Plan for Planned Development Area No. 75, Charlesview Apartments, Allston-Brighton, Boston, MA (the “Third Amendment”). Capitalized terms used but not defined in this Third Amendment are as defined in the Development Plan (as defined in Section 1 hereof) or in the Zoning Code. The Proponent of this Third Amendment is DIV Telford, LLC, a Massachusetts limited liability company (the “Telford Proponent”).

1. The Original Development Plan. On December 17, 2009, the Boston Redevelopment Authority (“BRA”) approved a Development Plan for Planned Development Area No. 75 (the “Original Development Plan”). On January 13, 2010, the Boston Zoning Commission (the “Zoning Commission”) approved the Original Development Plan, which became effective on January 14, 2010. On September 21, 2010, the BRA approved a First Amendment to Development Plan for Planned Development Area No. 75 (the “First Amendment”), which First Amendment was approved by the Zoning Commission on October 13, 2010 and became effective on October 13, 2010. On November 13, 2014, the BRA approved a Second Amendment to Development Plan for Planned Development Area No. 75 (the “Second Amendment”), which Second Amendment was approved by the Zoning Commission on December 3, 2014 and became effective on December 5, 2014 (the Original Development Plan, as amended by the First Amendment and the Second Amendment, is hereinafter referred to as the “Development Plan”). The Development Plan provides for the redevelopment of two sites in the Allston-Brighton neighborhood of Boston for primarily residential use, as more particularly described in Section 2 hereof.

2. The Charlesview Project. The Development Plan calls for the development of two parcels: one approximately 8.03 acres in size and located south of Western Avenue, and the other located north of Western Avenue and 0.8 acres in size (together, the “Site”). The portion of the Site located north of Western Avenue is hereinafter referred to as the “Telford Street Parcel” and is shown on the survey attached hereto and incorporated herein as Exhibit A (the “Survey”). As shown on the Survey, the Telford Street Parcel is bounded by Telford Street to the east, privately-owned property to the west, Western Avenue to the south, and Soldiers Field Road to the north.

The Development Plan calls for the redevelopment of the Site to create 340 mixed-income residential units along with new community, commercial and open space, in order to revitalize the area and create a new, lively residential neighborhood linked to the Western Avenue corridor (the “Charlesview Project”). The Charlesview Project was to comprise three Project Components: the first, to be constructed on the 8.03 acre former Brighton Mills parcel, would contain 25 individual buildings, including 19 town houses, 3 row houses, and 3 mid-rise buildings and accessory parking (the “Brighton Mills Project Component”). The majority of the Brighton Mills Project Component has been completed and occupied, including rental apartments, a community center, ground-floor commercial space along Western Avenue, and accessory parking. The second Project Component, consisting of a fast food restaurant at the southwest corner of Telford Street and Western Avenue, together with associated parking, has also been completed and occupied. The third Project Component, to be constructed on the Telford Street Parcel, was to comprise a 7 story building containing 80 residential units, together with accessory underground parking (the “Telford Project Component”). The Telford Project Component has not yet been constructed.

3. Telford Project Component. This Third Amendment addresses only the redevelopment of the Telford Street Parcel and changes to the Telford Project Component to facilitate its development. The Telford Proponent is an affiliate of The Davis Companies, a Boston-based real estate investment and development firm which acquired the Telford Street Parcel from The Community Builders, the developer of the Brighton Mills Project Component and the Charlesview Project proponent. The Telford Proponent proposes to redevelop the Telford Street Parcel substantially as proposed in the Development Plan, except that (i) the number of parking spaces would be 72 instead of the 150 parking spaces proposed in the Development Plan, (ii) the parking spaces would be located within one underground parking level and one screened parking level at grade, instead of entirely below grade, and (iii) the maximum number of residential units would increase from 80 to 88 units. The parking garage will be accessed via a curb cut off Telford Street. The Telford Project Component (the “Project”) will not exceed the maximum Building Height of 85 feet originally set forth in the Development Plan, nor the maximum density of 92,806 square feet of Gross Floor Area set forth therein. In accordance with Article 2A of the Zoning Code, the calculation of Gross Floor Area for the Project will exclude the above-ground level as well as the below-ground garage level of the Project as it will provide required parking accessory to the residential uses at the Project. The Building Height shall be calculated without regard to the extent of rooftop mechanical equipment at the Project, which equipment, together with any enclosures thereof, shall be subject to BRA design review pursuant to Article 80B of the Zoning Code.

Other aspects of the Project will be consistent with the Development Plan as already approved. For example, the Project will include an open space plaza open to public use at the northwest corner of Telford Street and Western Avenue that will be approximately 6,000 square feet in size. This open space plaza, which has been supported by the BRA and the community as an important public gathering space, will be privately maintained by the Telford Proponent and any successor owner of the Project. The Proponent will also construct as part of the Project, streetscape improvements along Telford Street consisting of new sidewalks, handicapped-accessible curb ramps, new street trees, new street lighting, and other landscaping that will continue the streetscape design established at the new Telford Street Extension public street that was constructed as part of the Brighton Mills Project Component. The new streetscape

improvements will also be privately maintained by the Telford Proponent and any successor owner of the Project. The existing street trees along Soldiers Field Road will not be affected by the Project, but the Telford Proponent will reconstruct the sidewalks adjacent to the Project on Soldiers Field Road (subject to the receipt of requisite approvals from the Massachusetts Department of Conservation and Recreation, which has jurisdiction over Soldiers Field Road). Off-street loading for the Project will be provided via a drive located to the south of the building, off Telford Street. There will be a secondary entrance to the building off this drive.

The design of the Project, including the related streetscape improvements, will be consistent with the objectives of Article 29 of the Zoning Code (the Greenbelt Protection Overlay District or “GPOD”) as incorporated into Article 51-42 of the Zoning Code. Schematic plans of the Project are attached to and incorporated into this Third Amendment as Exhibit B. The design of the Project will be subject to refinement and changes as part of the design development and public agency review process, and will also be subject to the receipt of applicable governmental permits and approvals for the Project. Prior to the issuance of a Certification of Consistency or Partial Certification of Consistency for the Project, pursuant to Section 80C-8 of the Zoning Code, the Telford Proponent shall submit to the BRA a written determination from the City of Boston Parks Commission that approves the plans for the Project as in compliance with the applicable requirements of the GPOD (Article 29 of the Zoning Code). As such, the Project will be deemed to comply with Article 29 and shall not require a conditional use permit under the GPOD from the Board of Appeal.

The Project shall also be subject to BRA design review pursuant to Article 80B of the Zoning Code.

4. Development Plan, as Amended. Except as amended by this Third Amendment, the Development Plan remains unmodified and is in full force and effect. If there are any conflicts or inconsistencies between this Third Amendment and the provisions of the Development Plan, the provisions of this Third Amendment shall be dispositive.

5. Proponent’s Obligation to Proceed with the Project. Notwithstanding anything to the contrary set forth herein or in the Development Plan, the Proponent shall have no obligation to undertake all or any portion of the Project.

6. Consistency with the Zoning Code. The issuance of a Certification of Consistency or Partial Certification of Consistency for the Project pursuant to Section 80C-8 of the Zoning Code shall evidence the consistency of the Project with the dimensional, use, density, off-street parking and loading, the GPOD, public benefits and other requirements of the Zoning Code to the extent addressed in the Development Plan, as amended by this Third Amendment. The Project shall comply with the public benefits requirements of Section 51-49 of the Zoning Code.

Exhibit A

Survey

Exhibit B

Schematic Plans – Telford Project Component



Telford Street
Condominiums

Telford Street,
North Allston, MA

The Davis
Companies

125 High Street
21st Floor
Boston, MA 02110

Progress Drawing

Project No.	100
Client/Architect	JDA
Contract No.	As Noted
Issue No.	02 of 10
Scale	1/8" = 1'-0"
Date	08/10

Schematic
Rendering

Telford Street - Northbound
SCALE: Not to Scale



A-090

NO.	DESCRIPTION	DATE
01	ISSUED FOR PERMITS	07/14/10
02	ISSUED FOR CONSTRUCTION	07/14/10
03	ISSUED FOR OCCUPANCY	07/14/10

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Schematic Rendering



WESTERN AVENUE

TELFORD PLAZA

COURTYARD

PROPOSED BUILDING

TELFORD STREET

SOLDIERS FIELD ROAD



Telford Street Condominiums

Telford Street,
 North Allston, MA

The Davis Companies

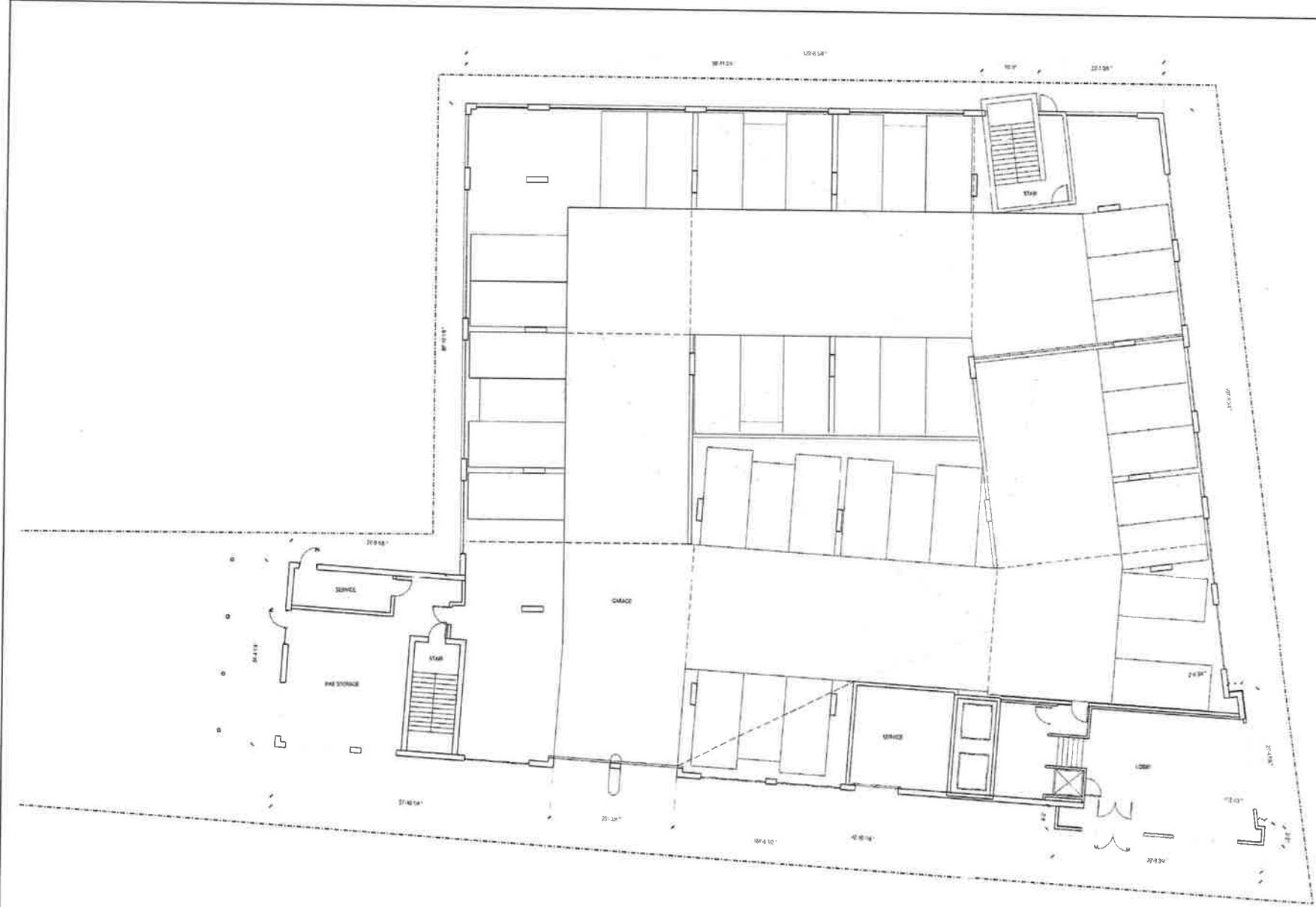
125 High Street
 21st Floor
 Boston, MA 02110

Progress Drawing

Project No.	100
Design Number	1001
Architect	AKN/MSJ
Scale	3/4" = 1'-0"
Date	10/04/00
By	MSJ
Check	AKN

Ground Floor Parking Level

A-101



Ground Floor Parking Level
 SCALE: 1/4" = 1'-0"



Telford Street
Condominiums

Telford Street,
North Allston, MA

The Davis
Companies

125 High Street
21st Floor
Boston, MA 02110

Progress Drawing

Project No.	100
Design Services by	CUBE 3
Architect	The Davis Companies
Scale	AS SHOWN
Sheet No.	100-01
Sheet Title	LOWER LEVEL
Date	10/04/06
Drawn by	MB
Checked by	MB

Lower Level
Parking Plan

A-100

Lower Level Parking Plan
SCALE 1/8" = 1'-0"





**Telford Street
 Condominiums**

Telford Street,
 North Andover, MA

**The Davis
 Companies**

125 High Street
 21st Floor
 Boston, MA 02110

Progress Drawing

Project No.	382
Company No.	231
Contractor	As Noted
Completion	07.14.15
Revision No.	1804.09
Rev.	Revised
	08

Second Floor
 Level

Second Floor Level
 SCALE: 1/8" = 1'-0"



A-103

Telford Street
Condominiums

7 North Alston, MA

The Davies
Companies

125 North Avenue
2nd Floor
Boston, MA 02110

Progress Drawing

NO.	DATE	DESCRIPTION

Third Floor
Level

A-104

Third Floor Level
SCALE: 1/8" = 1'-0"





Telford Street
 Condominiums

Telford Street,
 North Andover, MA

The Davis
 Companies

125 High Street
 Boston, MA 02110

Progress Drawing

DATE	NO.
07-14-10	201
07-14-10	202
07-14-10	203
07-14-10	204
07-14-10	205
07-14-10	206
07-14-10	207
07-14-10	208
07-14-10	209
07-14-10	210
07-14-10	211
07-14-10	212
07-14-10	213
07-14-10	214
07-14-10	215
07-14-10	216
07-14-10	217
07-14-10	218
07-14-10	219
07-14-10	220

Fourth Floor
 Level

Fourth Floor Level
 SCALE: 1/8" = 1'-0"

A-105

