

June 27, 2014

HAND DELIVERY

Ms. Lauren Middleton-Pratt  
Boston Redevelopment Authority  
One City Hall Square, 9th Floor  
Boston, MA 02201-1007

Re: Third Amendment to Development Plan for  
Planned Development Area No. 78: Seaport Square, South Boston

Dear Lauren:

In accordance with Section 80C-7 of the Boston Zoning Code (the "Code"), and on behalf of MS Boston Seaport, L.L.C. (the "Proponent"), I enclose for filing ten (10) copies of a Third Amendment to Development Plan for Planned Development Area No. 78 (the "PDA Amendment"). I also enclose five (5) copies of the public notice that the Proponent will place in the Boston Herald within the next five days, as required by Section 80A-2 of the Code.

This Third Amendment amends the Development Plan to allow changes to certain dimensional requirements and public realm improvements relating to the buildings and other improvements to be constructed on Block F, Block H, and Block J of the Seaport Square project, located adjacent to Seaport Boulevard, and to clarify the allowed uses for such blocks.

We look forward to working with you toward the Authority's approval of the PDA Amendment and the development of Block F, Block H, and Block J.

Very truly yours,



Brian R. Judge, Esq.

Enclosures

cc: (with enclosures; by e-mail)  
Mr. Kairos Shen  
Ms. Marybeth Pyles, Esq.  
Mr. John B. Hynes, III  
Mr. David Wamster  
Mr. Andrew Albers

**THIRD AMENDMENT TO DEVELOPMENT PLAN**

**FOR**

**PLANNED DEVELOPMENT AREA NO. 78**

**SEAPORT SQUARE PROJECT**

**SOUTH BOSTON**

**Dated: \_\_\_\_\_, 2014**

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

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

Since the adoption of the Development Plan, MS Boston Seaport, L.L.C. (the "**Proponent**") has completed construction of the Innovation Center on Block I, the Block Q Recreational Area, and the ICA/Fan Pier Interim Pedestrian Connector, all of which are Early Action Public Benefits under the Development Plan. Construction on Block A, Block K, and Block L-1 has commenced.

**2. Purpose of Third Amendment to Development Plan.** This Third Amendment amends the Development Plan to allow changes to certain uses, dimensional requirements, and public realm improvements relating to the projects to be constructed on Block F, Block II, and Block J. On Block F, the Proponent seeks approval to construct Seaport Square Green earlier than expected, integrating open space and related improvements, including a new Massachusetts Fallen Heroes veterans' memorial, with modest retail structures that are consistent with the plan for Block F set forth in the Original Development Plan. With respect to Block H, the Proponent intends to construct the chapel contemplated by the Original Development Plan, along with a

retail/office building adjacent to the chapel area. On Block J, the Proponent seeks approval to build a new hotel designed to serve the innovation economy that the Original Development Plan was designed to promote.

Exhibit references set forth below shall refer to exhibits to the Development Plan and shall amend or supplement such exhibits to the Development Plan, as appropriate. Other relevant sections or exhibits of the Development Plan shall be deemed modified in a consistent manner in order to effectuate the provisions of this Third Amendment to the extent necessary.

3. **Amendment Provisions.** The Development Plan is hereby amended as follows:
  - (i) **Block F:** The Development Plan contemplates that during the Interim Period, Block F would contain the Innovation Center, and that following the Interim Period, the Proponent would construct Seaport Square Green upon the earlier of the completion of Block D or Block G. The Proponent has agreed to construct open space and related improvements, along with modest retail buildings, prior to the completion of Block D or Block G. Such retail buildings may include subsurface space devoted to civic/community, cultural, and/or educational uses. Notwithstanding anything to the contrary in the Development Plan, including the reference to and/or depictions of a Block F “Silver Line Headhouse” on pages 3, 9, and 10 and Exhibits D, E, G, and I, the Proponent shall not be required to construct an MBTA headhouse within Block F until after the Interim Period has expired and the Innovation Center has been removed.
  - (ii) **Block H:** The Development Plan contemplates that Block H will contain a new facility to relocate the existing Our Lady of Good Voyage Chapel from Block D. The Development Plan is hereby amended to allow, in addition to the New Chapel (which will contain approximately 5,000 square feet of Gross Floor Area), a four-story building component between the New Chapel and Farnsworth Street, to contain approximately 19,000 square feet of Gross Floor Area, to include retail/restaurant and/or office uses, as well as open space uses between the New Chapel and Sleeper Street.
  - (iii) **Block J:** The Development Plan contemplates that Block J would contain residential uses, including the Innovation Residential Program, as well as the Block J Innovation Space, defined as 12,000 square feet space to be leased to a tenant or tenants for uses consistent with the Innovation District. In light of the innovative hotel use currently planned for Block J, which will include approximately 4,730 square feet of flexible gathering space on the ground floor, the Development Plan is hereby amended to delete all references to the Innovation Residential Program on Block J (and to such program being an Early Action Public Benefit), and the requirement for the Block J Innovation Space shall be deemed satisfied. An enclosed roof deck accessory to the hotel use on the Block J building, containing a lounge and lobby area and comprising approximately 3,700 square feet, shall be allowed.

- (iv) The table below the title “Exhibit D – Block Plans” on the first page of Exhibit D of the Development Plan is hereby amended by replacing the allowed dimensions of Blocks F and J with the following:

| Block | Maximum Build Out (sf of GFA) | Maximum Height (ft) | Maximum FAR |
|-------|-------------------------------|---------------------|-------------|
| F     | 23,500*                       | 38                  | N/A         |
| J     | 99,000                        | 107**               | N/A         |

\*This does not include the existing Innovation Center.

\*\*The Maximum Height shall apply to the penthouse floor; the height of the roof of the enclosed roof lounge/lobby area shall be approximately 122 feet.

- (v) The plans titled “Exhibit D – Block ‘F’”, “Exhibit D – Block ‘II’”, and “Exhibit D – Block ‘J’” within Exhibit D of the Development Plan are hereby deleted and replaced with the plans attached to this Third Amendment as Exhibit A, and the dimensions and setbacks of the buildings on Block F, Block II, and Block J shall be consistent with such plans.
- (vi) The table within Exhibit E is hereby amended to delete the reference on page E-1 to the “Interim Period”; and to replace the row of such table describing the allowed uses of Block F on page E-6 with the following:

| <u>Block</u> | <u>Approved Uses</u>   | <u>Public Realm Improvements</u>   |
|--------------|--|--|
| BLOCK F      | <ul style="list-style-type: none"> <li>▪ Innovation Uses</li> <li>▪ Open Space Uses, including memorials, water features</li> <li>▪ Park Pavilion: Local Retail/Services Uses; Restaurant Uses</li> <li>▪ Public and Accessory parking</li> <li>▪ Civic/Community and Cultural Uses, open to the public</li> <li>▪ Educational Uses, open to the public</li> </ul> | <ul style="list-style-type: none"> <li>▪ Innovation Center</li> <li>▪ Seaport Square Green</li> <li>▪ Seaport Boulevard Improvements (area adjacent to Block and corresponding median)</li> <li>▪ Other sidewalk improvements, including wide sidewalks with pedestrian amenities adjacent to Green</li> <li>▪ Sidewalk Improvements (adjacent portions of Northern Avenue, Pier Street, North Harbor Street)</li> <li>▪ Northern Avenue Improvements (area adjacent to Block)</li> <li>▪ Massachusetts Fallen Heroes veterans memorial</li> </ul> |

- (vii) The table within Exhibit E is hereby further amended to delete the row on page E-3 describing the allowed uses of Block J, and to insert under the heading “Development Blocks” within such table the following additional row:

| <u>Block</u> | <u>Approved Uses</u>  | <u>Public Realm Improvements</u>   |
|--------------|---|--|
| BLOCK J      | <ul style="list-style-type: none"> <li>▪ Innovation Uses</li> <li>▪ Hotel Uses</li> <li>▪ Retail/Entertainment/Restaurant/Services Uses</li> <li>▪ Office Uses</li> </ul> | <ul style="list-style-type: none"> <li>▪ MBTA Silver Line headhouse improvements incorporated into development</li> <li>▪ Farnsworth Pedestrian Link and connection to Seaport Boulevard (see Section XV.c.ii)</li> <li>▪ Thomson Seaport Extension</li> <li>▪ Sidewalk Improvements (adjacent portions of Seaport Boulevard, Farnsworth Street and Thomson Street)</li> </ul> |

- (viii) The table in Exhibit E is hereby further amended as follows:

- (a) With respect to Block II, the following are added as Approved Uses:

- “Retail/Entertainment/Restaurant/Service Uses
- “Innovation Uses”
- “Education/Cultural Uses/Place of Worship”
- “Office Uses”
- “Open Space Uses”

- (b) With respect to Block II, the following is deleted from the list of Public Realm Improvements and Benefits:

- Farnsworth Pedestrian Link and connection to Seaport Boulevard (Upon the earlier of Block H or Block J)

- (c) With respect to Block B, the reference to “Farnsworth Street” within the description of “Sidewalk Improvements” shall be deleted.

- (ix) The plans titled “Exhibit E – Block ‘I’”, “Exhibit E – Block ‘H’”, and “Exhibit E – Block ‘J’” within Exhibit E of the Development Plan are hereby deleted and replaced with the plans attached to this Third Amendment as Exhibit B.

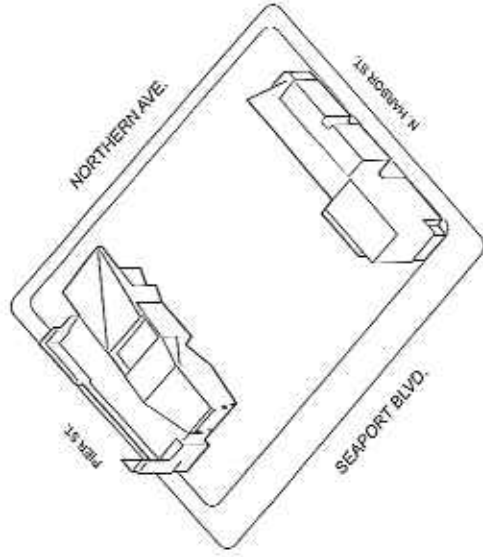
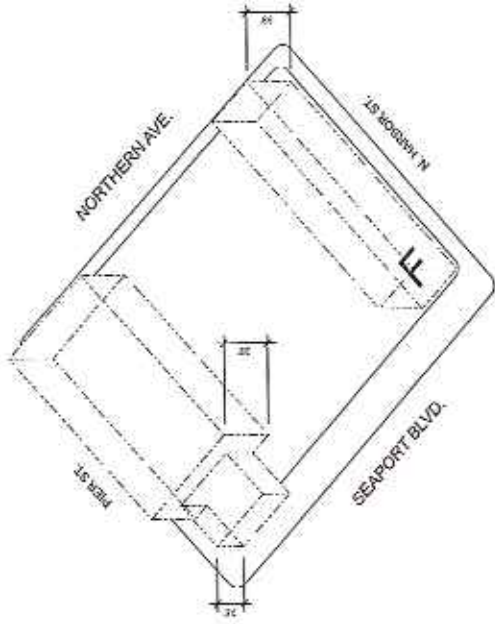
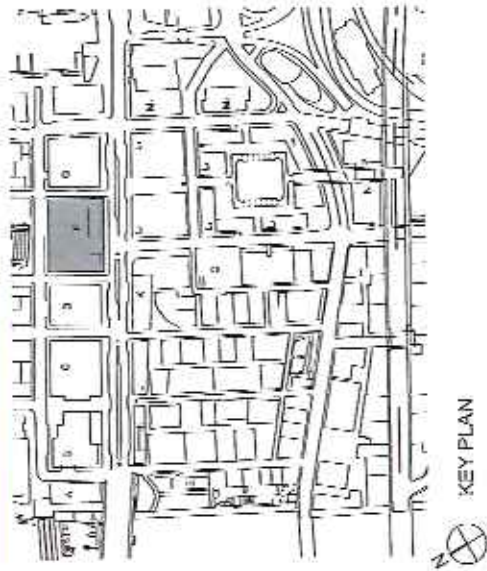
- (x) The portion of the plan titled "Exhibit II – Sections 8-11" within Exhibit II of the Development Plan that is titled "Section 11" is hereby amended by deleting said "Section 11" and replacing said section with the plan attached to this Third Amendment as Exhibit C.
- (xi) Notwithstanding anything to the contrary in the Development Plan, including Section VIII and Section XV(a) of the Development Plan and the plans for Block I' within Exhibit C, Exhibit D, and Exhibit E of the Development Plan, the dimensions of Seaport Square Green shall be consistent with the plans attached to this Third Amendment as Exhibit A and Exhibit B.
- (xii) Notwithstanding anything to the contrary shown on the plans for Block II and Block J within Exhibit D and Exhibit E of the Development Plan, or on the plans for the streets and sidewalks adjacent to Block II and Block J within Exhibit H of the Development Plan, the Block H and Block J lots and buildings, and the dimensions of the streets and sidewalks adjacent thereto, shall be generally consistent with the plans attached to this Third Amendment as Exhibit A.
- (xiii) Section XV.c.ii., entitled "Farnsworth Street Pedestrian Link", is hereby amended by adding the following as the second sentence of such Section: "The Proponent shall construct the Farnsworth Street Pedestrian Link upon the earlier to occur of (i) completion of the development of Block J, and (ii) thirty-six (36) months after completion of the development of Block II (unless at such time Block J is under construction). Notwithstanding the foregoing, if the completion of the development of Block J has not occurred within (12) months of the completion of the development of Block H, the Proponent shall construct an interim pedestrian connector between Farnsworth Street and Seaport Boulevard in the approximate location of the future Farnsworth Street Pedestrian Link, which interim connector will provide pedestrians access to and from Farnsworth Street and Seaport Boulevard until the Proponent is required to construct the Farnsworth Street Pedestrian Link as provided for in the preceding sentence."

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 any other agreements between the Proponent and the BRA in effect as of the date of this Third Amendment, this Third Amendment shall govern.

Exhibit A

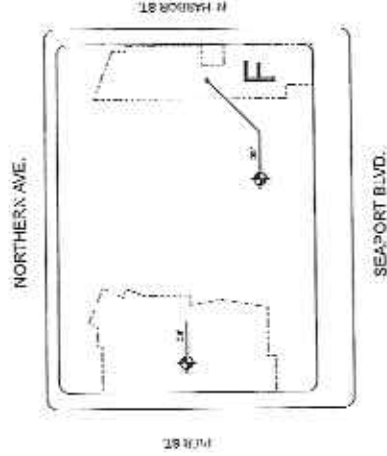
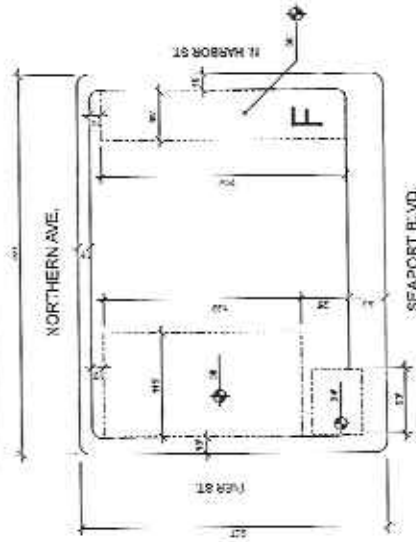
**Exhibit D Revised**

**(See attached.)**



| BLOCK "F"             |                     |                      |
|-----------------------|---------------------|----------------------|
| Proposed Max. GFA     | Street Wall Heights | Max. Building Height |
| 11,000 Sqft           | 33'                 | 38'                  |
| 2,500 MBTA Footcandle |                     |                      |

MASSING ENVELOPE AXON

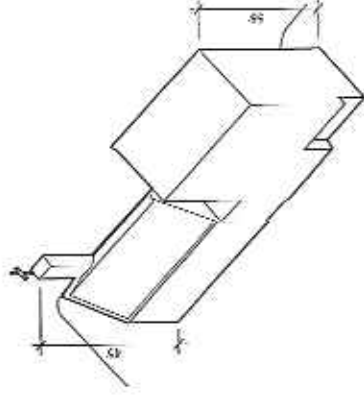




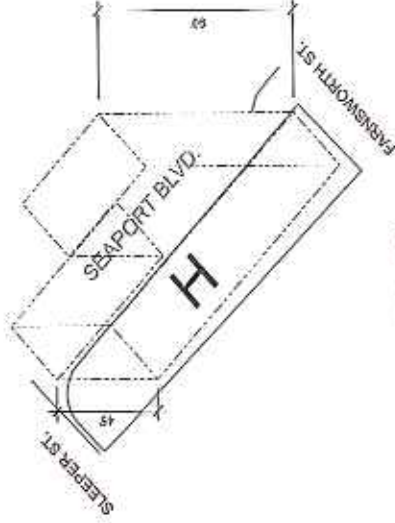


KEY PLAN

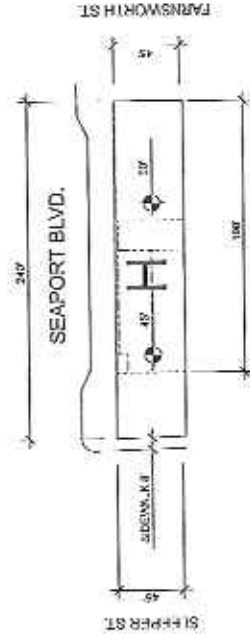
| BLOCK "H"         |                     |                      |
|-------------------|---------------------|----------------------|
| Proposed Max. CFA | Street Wall Heights | Max. Building Height |
| 24,000            | 20'-55'             | 90'                  |



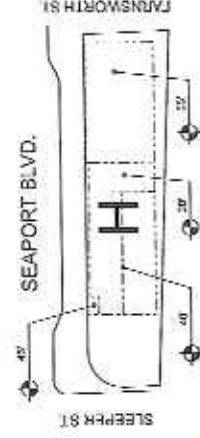
SAMPLE BUILDING MASSING



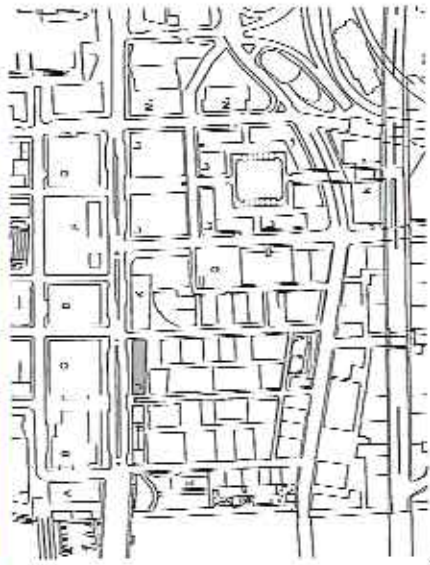
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MASSING ENVELOPE ROOF PLAN



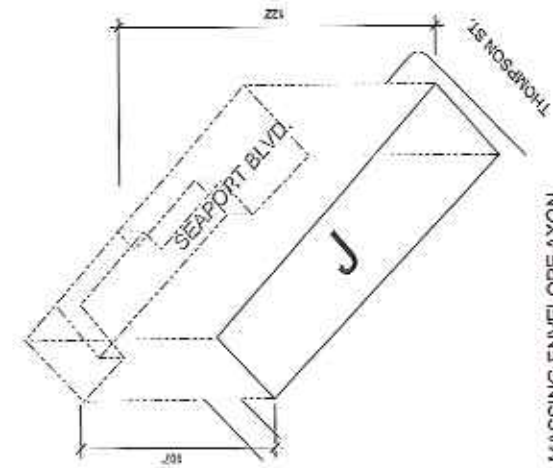
BUILDING MASSING ROOF PLAN



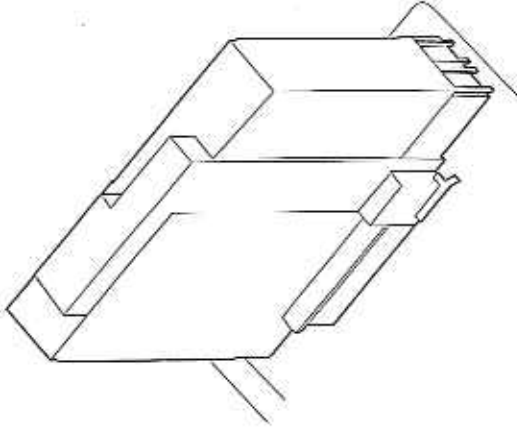
KEY PLAN

| BLOCK "J"         |                     |                       |
|-------------------|---------------------|-----------------------|
| Proposed Max. GFA | Street Wall Heights | Max. Building Height* |
| 99,000            | 15'                 | 107'                  |

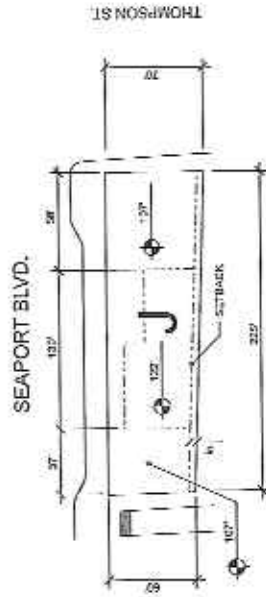
\*The Maximum Height shall apply to the penthouse floor, the height of the roof of the enclosed roof courtyard area shall be approximately 122 feet.



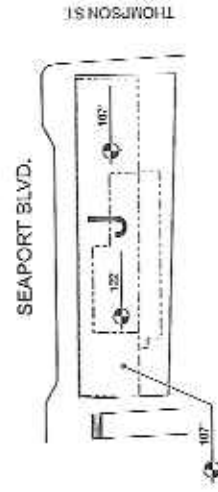
MASSING ENVELOPE AXON



SAMPLE BUILDING MASSING



MASSING ENVELOPE ROOF PLAN



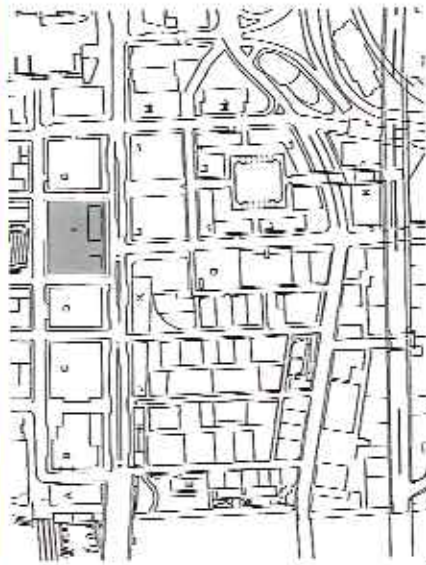
BUILDING MASSING ROOF PLAN

Exhibit B

**Exhibit E Revised**

**(See attached.)**





KEY PLAN

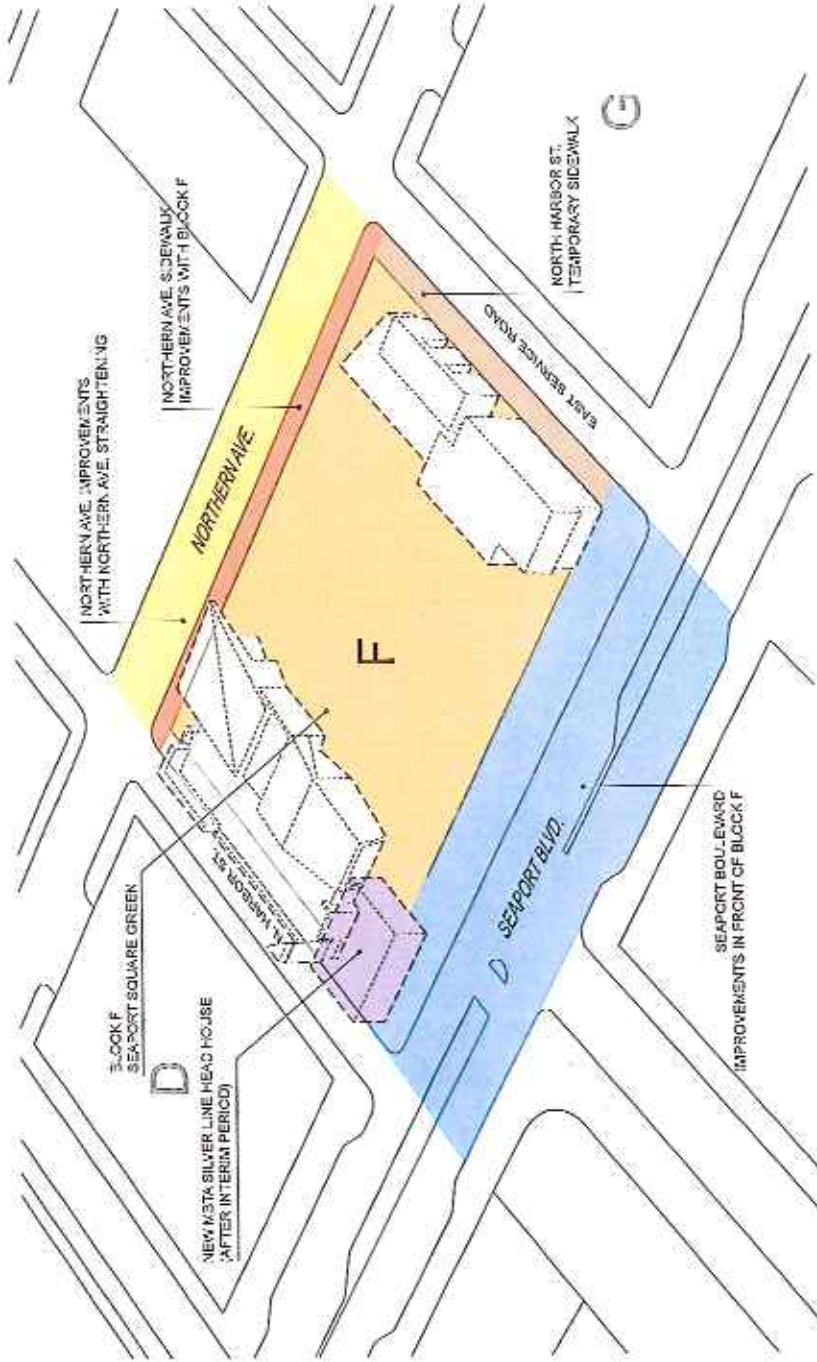
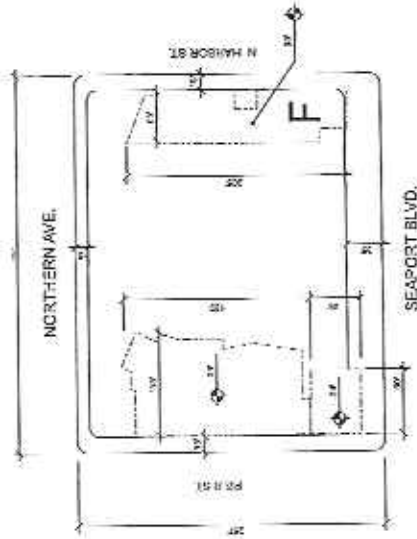
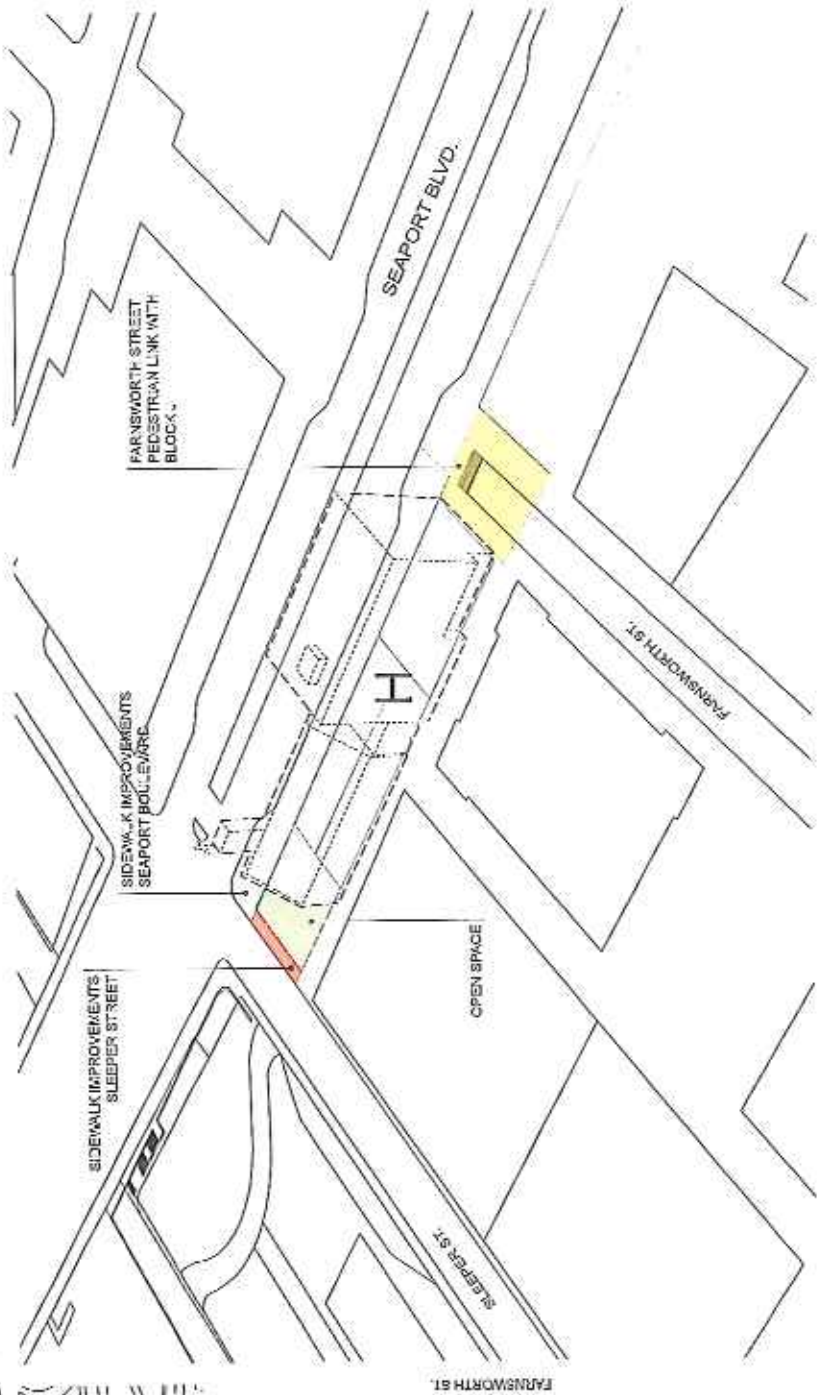
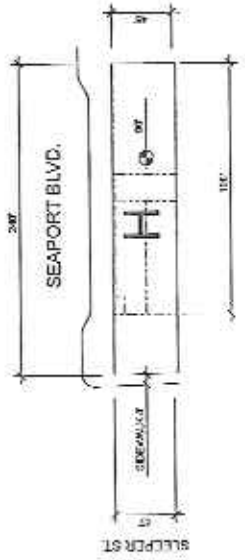


EXHIBIT E - BLOCK "F"  
SEAPORT SQUARE  
06.24.14



KEY PLAN



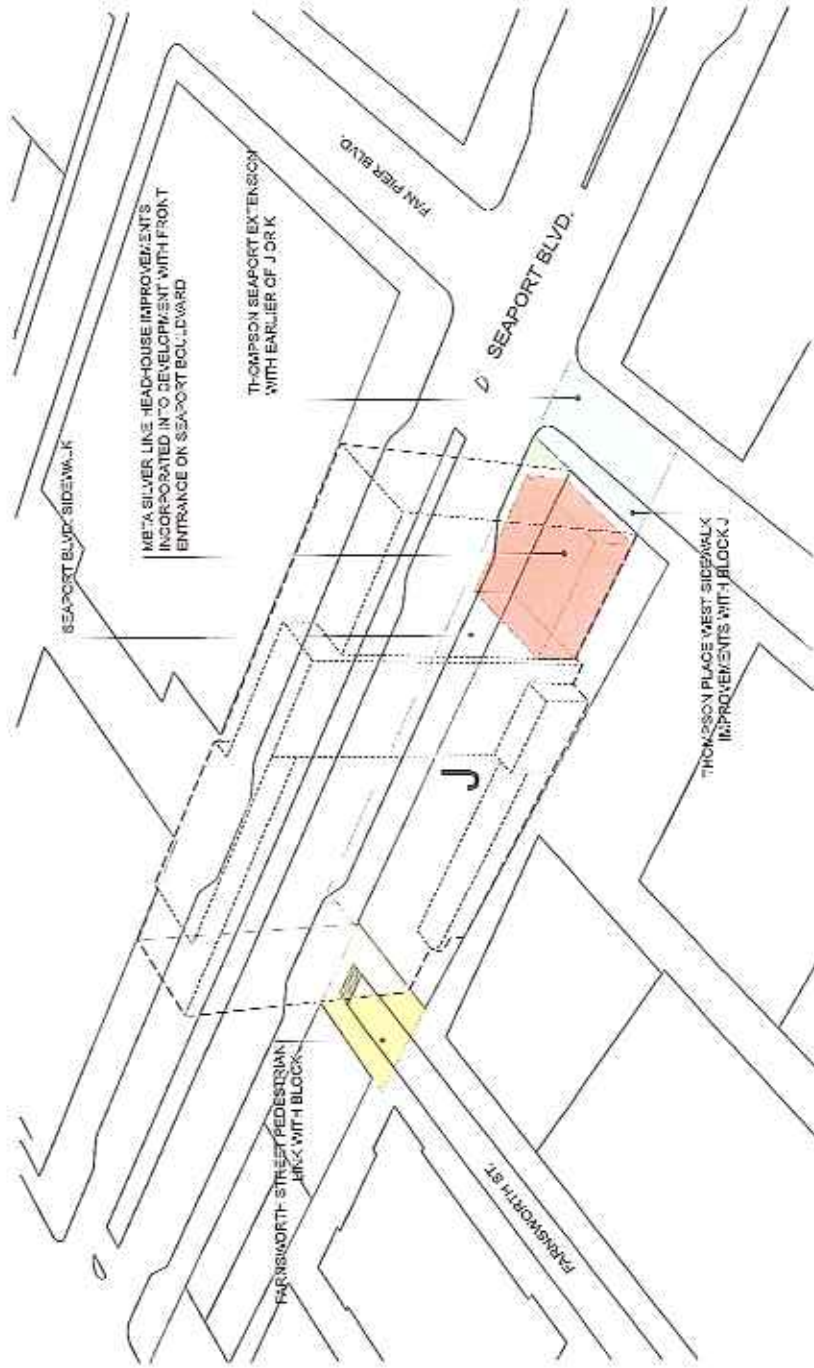
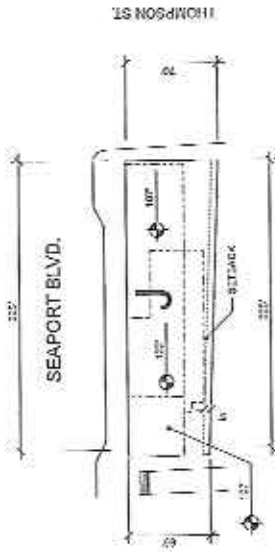
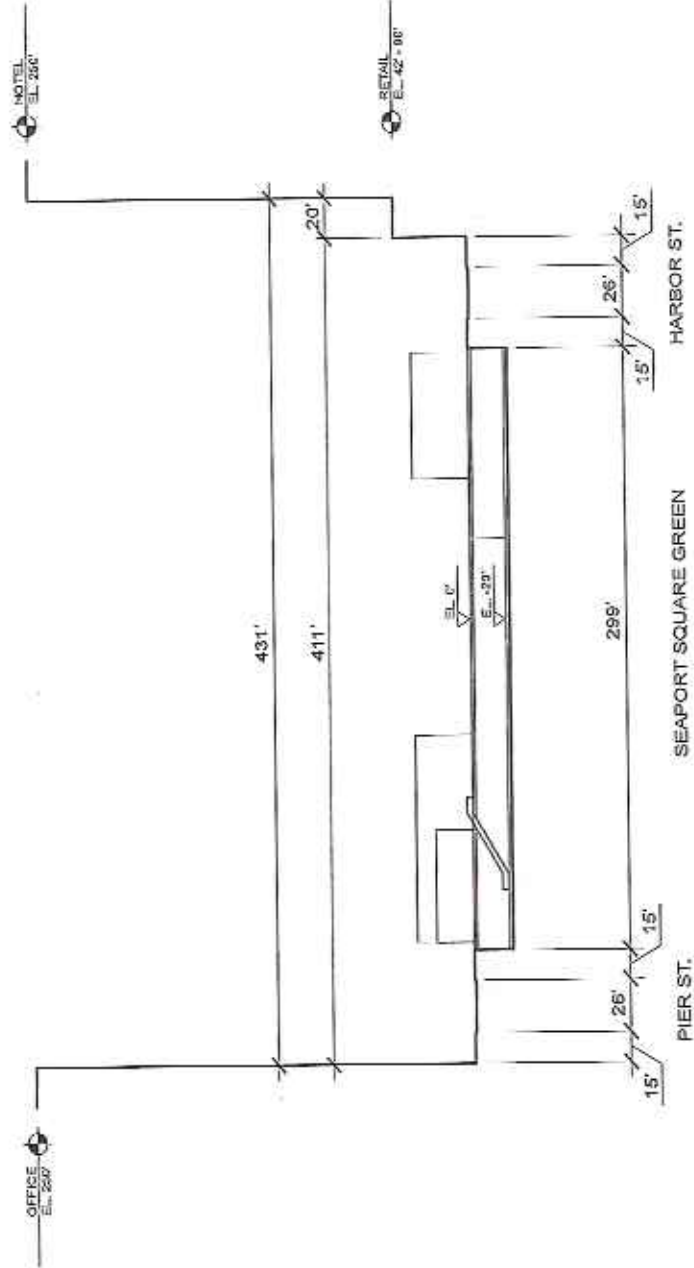
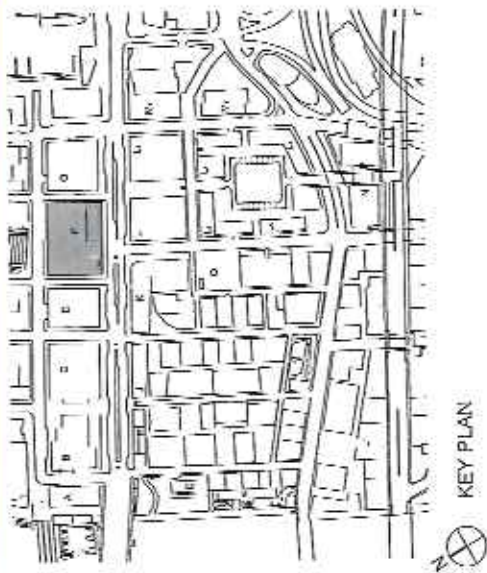


Exhibit C

**Exhibit H Revised**

(See attached.)



SECTION 11



## LEGAL NOTICE

The Boston Redevelopment Authority ("BRA"), pursuant to Article 80 of the Boston Zoning Code, hereby gives notice that a Third Amendment to Development Plan for Planned Development Area No. 78 ("Third Amendment") pursuant to Section 80C-7 was submitted on June 27, 2014, by MS Boston Seaport, L.L.C. The Third Amendment would amend the Development Plan for Planned Development Area No. 78, which governs the Seaport Square Project in the Seaport district of South Boston, to modify certain dimensional requirements and public realm improvements relating to the buildings and other improvements to be constructed on Block F, Block H, and Block J of the Seaport Square project, located adjacent to Seaport Boulevard, and to clarify the allowed uses for such blocks. The Third Amendment may be reviewed at the Office of the Secretary of the BRA, Boston City Hall, Room 910, Boston, MA 02201, between 9:00 AM and 5:00 PM, Monday through Friday except legal holidays. Public comments on the Third Amendment, including the comments of public agencies, should be submitted in writing to Lauren Middleton-Pratt, Project Manager, at the address stated above by August 11, 2014.

**BOSTON REDEVELOPMENT AUTHORITY**

Brian Golden, Acting Director & Executive Director/ Secretary