

THIRD AMENDMENT TO MASTER PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 87
BOSTON LANDING
BRIGHTON AREA OF BOSTON

DATED: June 27, 2014

Reference is made to the Master Plan for Planned Development Area No. 87, approved by the Boston Redevelopment Authority (the “BRA”) on June 12, 2012, adopted by the Boston Zoning Commission (the “BZC”) as well as Map Amendment No. 549 on July 11, 2012, both effective on July 12, 2012 (the “Original Master Plan”), as amended by a First Amendment to Master Plan for Planned Development Area No. 87, approved by the BRA on September 13, 2012, adopted by the BZC on October 10, 2012, and which became effective on October 14, 2012 (the “First Amendment”) as amended by the Second Amendment to the Master Plan for Planned Development Area No. 87, approved by the BRA on October 17, 2013, adopted by the BZC as well as Map Amendment No. 574 on November 20, 2013, both effective on November 21, 2013 (the “Second Amendment and together with the Original Master Plan and the First Amendment, the ‘Master Plan’”).

Capitalized words not defined herein shall have the meanings ascribed to them in the Master Plan.

This Third Amendment to Master Plan is intended to modify the Master Plan in the manner set forth below:

- (1) By adding additional land (the “Additional Land”) located on the southerly side of Guest Street (numbered 125 Guest Street) to Planned Development Area No. 87, as a result of the acquisition of land from B.L.M. Realty Trust. The Additional Land is described on Exhibit D attached hereto.
- (2) By amending and restating the first, second and third paragraphs of Section 1 of the Original Master Plan, as amended by the First Amendment and Second Amendment, so that it now reads as follows:

The Master Plan. Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts, as amended (as so amended, the “Zoning Code”), this plan constitutes a Master Plan (the “Plan”) for Planned Development Area No. 87 for the development of approximately 15.19 acres (approximately 661,676 square feet) of land known as and numbered 38-180 Guest Street, 77 Guest Street, 125 Guest Street and two (2) vacant lots (the “Vacant Lots”), also located in the Brighton Section of Boston, Massachusetts (such land, the “PDA Site”, also referred to herein as “Boston Landing”). 38-180 Guest Street comprises about 9.41 acres and is located on the northerly side of Guest Street, 77 and 125 Guest Street and the Vacant Lots comprise about 5.78 acres and are located on the southerly side of Guest Street and the easterly side of Life Street. The entirety of Boston Landing comprises the PDA Site to be governed by this

Plan. The legal description of the PDA Site/Boston Landing is attached hereto as Exhibit A. This Plan contemplates that one or more future Development Plans (as defined in the Zoning Code); each such plan, a “Development Plan”, will be submitted in the future, in accordance with Article 80C of the Zoning Code, to provide more specific information about the Proposed Project (as defined in the Zoning Code) and components thereof.

Boston Landing is shown on the plan dated June 16, 2014 entitled “Existing Conditions Plan Guest Street Brighton, MA (Suffolk County),” prepared by CHA, Inc., a copy of which is attached hereto as Exhibit C (the “Survey”). A current site plan of Boston Landing is shown on Exhibit B attached hereto. In addition, supplemental traffic data is included on Exhibit E.

This Plan consists of 6 pages of text, plus the attachments designated as Exhibit A through Exhibit E. All references herein to “this Plan” refer to such pages and exhibits. Capitalized terms used but not defined in this Plan shall be as defined in Article 2A of the Zoning Code as in effect on the date hereof, and not as amended hereafter.

- (3) By deleting all references to the “Single Office Project” in the Master Plan, as such Project will now become a part of the Office Buildings/Sports Project referenced below in the next paragraph of this Third Amendment.
- (4) By amending and restating subsection (ii) of the fourth paragraph of Section 1 of the Original Master Plan as amended by the First Amendment and Second Amendment, so that it now reads as follows:

(ii) a new Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including biotechnology and laboratory use (provided, however, that no laboratory classified by the U.S. Centers for Disease Control as a Biosafety Level 3 or 4 (“BSL-3” or “BSL-4”) shall be permitted) building or buildings, and/or a Multifamily Dwelling or Dwellings Use, and/or a Sports Use that may contain venues for ice hockey and basketball, together with accessory parking, loading, Restaurant Use, Retail Use and Service Use (the “Office Buildings/Sports Project”).

- (5) By replacing the reference to “Single Office Project” in subsection (v) of the fourth paragraph in Section 1 of the Original Master Plan as amended in the First Amendment and the Second Amendment, so that it now reads as follows:

(v) a Multifamily Dwelling and/or Dwellings Use together with accessory parking, loading, Restaurant Use, Retail Use and Service Use, (the “**Residential Project**”)

- (6) By amending and restating the first paragraph of Section 2 of the Original Master Plan, as amended by the First Amendment and Second Amendment, so that it now reads as follows:

The Developer/Proponent. Boston Landing LLC, (the “Proponent” or the “Developer”), submits this Plan pursuant to Article 80C of the Zoning Code. The Developer is currently headquartered at 20 Guest Street in Brighton, Massachusetts.

- (7) By amending and restating the Section 3 of the Original Master Plan, as amended by the First Amendment and Second Amendment, so that it now reads as follows:

The Project Site/PDA Area. Boston Landing consists of eleven (11) parcels of land, comprising seven (7) tax lots, and contains about 15.19 acres (approximately 661,676 square feet) of land area located on both the north and south sides of Guest Street. The portion of Boston Landing on the northerly side of Guest Street is bounded to the north by land of the MBTA, to the south by Guest Street, to the east by a Stop & Shop Supermarket and to the west by the office complex known as Brighton Landing. The portion of Boston Landing on the southerly side of Guest Street is bounded to the north by Guest Street, to the south by numerous other property owners, to the east by Arthur Street and land of Robert Tobin G. TS, and to the west by Life Street, all as shown on Exhibit C attached hereto. Upon approval of this Plan, the entirety of Boston Landing will be located in the Planned Development Area overlay district governed by this Plan. The entirety of Boston Landing is owned by Boston Landing LLC, a Massachusetts limited liability company, except for the New Balance Headquarters Project which is owned by Railyard Realty, LLC, a Massachusetts limited liability company and which is an entity related to the Proponent.

All but one of the existing buildings on Boston Landing have been razed to allow construction of a Proposed Project to proceed.

- (8) By amending and restating Section 4(c) of the Original Master Plan, as amended by the First Amendment and Second Amendment, so that it now reads as follows:

Office Buildings/Sports Project. The future Office Buildings/Sports Project will entail the construction of one or more buildings for Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including biotechnology and laboratory use building or buildings (provided, however, that no laboratory classified by the U.S. Centers for Disease Control as a Biosafety Level 3 or 4 (“BSL-3” or “BSL-4”) shall be permitted), and/or a Multifamily Dwelling and/or Dwellings Use, a Sports Use that may contain venues for ice hockey and basketball, together with accessory parking, loading, Restaurant Use, Retail Use and Service Use, containing up to 705,000 square feet of Floor Area, Gross, exclusive of areas dedicated for parking and loading and exclusive of areas devoted to Retail Use, Restaurant Use and Service Use. This Proposed Project is contemplated to be located westerly of the New Balance World Headquarters Project and the Hotel Project.

- (9) By amending and restating Section 4(d) of the Original Master Plan, as amended by the First Amendment and Second Amendment, so that it now reads as follows:

“Sports Facility Project. The future Sports Facility Project will entail the construction of a new building, with accessory parking and loading, on the southerly side of Guest Street to house a variety of sports activities. The Sports Facility may contain venues for basketball, tennis, ice hockey, general recreation and track and field. In addition, this Proposed Project may also contain Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including biotechnology and laboratory use building or buildings (provided, however, that no laboratory classified by the U.S. Centers for Disease Control as a Biosafety Level 3 or 4 (“BSL-3” or “BSL-4”) shall be permitted), Restaurant Use, Retail Use and Service Use. This Proposed Project is expected to contain up to 290,000 square feet of Floor Area, Gross, exclusive of areas dedicated for parking and loading, and exclusive of areas devoted to Restaurant Use, Retail Use and Service Use.”

- (10) By deleting the reference to “Single Office Project” in Section 4(e) of the Original Master Plan, as amended by the First Amendment and Second Amendment, so that it now reads as follows:

“Residential Project. The future Residential Project will entail the construction of a new building with accessory parking and loading, on the southerly side of Guest Street to house a Multifamily Dwelling or Dwellings Use. The Residential Project may contain Restaurant Use, Retail Use and Service Use. This Proposed Project is expected to comprise up to 295,000 square feet of Floor Area, Gross, exclusive of areas dedicated for parking and loading, and exclusive of areas devoted to Restaurant Use, Retail Use and Service Use. This Proposed Project is contemplated to be located easterly of the Sports Facility Project.”

- (11) By changing the words “13.98 acres (about 608,969 square feet)” to “15.19 acres (661,676 square feet)” in the first paragraph and the words “13.98 acres” to “15.19 acres” in the second paragraph of Section 7 of the Original Master Plan, as amended by the First Amendment and Second Amendment.
- (12) By adding the following sentence at the end of the third paragraph of Section 7 of the Original Master Plan: “However, Boston Landing LLC has reached an agreement with the Commonwealth of Massachusetts to design and build a new commuter rail station for Allston/Brighton that will be called, Boston Landing at Allston Brighton.”
- (13) By including in the fourth paragraph of Section 7 of the Master Plan the words “first class residential opportunities” after the words “first-class sporting facilities,” and deleting the reference to the word “fitness” therein.
- (14) By amending and restating Section 8 of the Original Master Plan, as amended by the First Amendment and Second Amendment, so that it now reads as follows:

“Range of Density and Dimensions of Proposed Improvements. The future New Balance World Headquarters Project will contain up to 250,000 square feet of Floor Area, Gross, exclusive of areas dedicated for Retail Use,

Restaurant Use and Service Use, and parking and loading, and will not exceed a Building Height of 130 feet.

The future Office Buildings/Sports Project will contain up to 705,000 square feet of Floor Area, Gross, exclusive of areas dedicated to Retail Use, Restaurant Use and Service Use, and for parking and loading, and will not exceed a Building Height of 165 feet.

The future Hotel Project will contain up to 140,000 square feet of Floor Area, Gross, exclusive of areas dedicated for Retail Use, Restaurant Use and Service Use, and parking below grade, at or above grade and loading, will contain a maximum of 175 hotel rooms and suites, and will not exceed a Building Height of 205 feet.

The future Sports Facility Project will contain up to 290,000 square feet of Floor Area, Gross, exclusive of areas dedicated for Retail Use, Restaurant Use and Service Use, and parking and loading, and will not exceed a Building Height of 95 feet.

The future Residential Project will contain up to 295,000 square feet of Floor Area, Gross, exclusive of areas dedicated for Retail Use, Restaurant Use and Service Use, and parking and loading, and will not exceed a Building Height of 198 feet.

The future Retail Use, Service Use and Restaurant Use referenced above, which will be disbursed among the Proposed Projects, will contain, in the aggregate, up to 80,000 square feet of Floor Area, Gross.

Based upon the foregoing, the total Floor Area, Gross square footage for the Proposed Projects will be up to 1,760,000 square feet, exclusive of areas dedicated to parking and loading.

The Floor Area, Gross square footage of the parking and loading areas intended to service the Proposed Projects will be up to 851,500 square feet, of which approximately 479,500 square feet of the parking and loading areas will be located above grade.

Based upon a total maximum Floor Area, Gross of up to 1,760,000 square feet for the Proposed Projects, the Retail Use, Restaurant Use and Service Use and the above grade parking and loading facilities, encompassing approximately 479,500 square feet (exclusive of approximately 372,000 square feet below grade parking and loading), and approximately 15.19 acres (approximately 661,676 square feet) of land comprising Boston Landing, the maximum Floor Area Ratio for the Proposed Projects are 3.38.”

- (15) By adding a new paragraph after the fourth paragraph of Section 8 in the Original Master Plan, as amended by the First Amendment and Second Amendment, so that it now reads as follows:

“The future Residential Project will contain up to 295,000 square feet of Floor Area Gross, exclusive of areas dedicated for Retail Use, Restaurant Use and Service Uses, and parking and loading and will not exceed a Building Height of 198 feet.”

Exhibit A

Legal Description of PDA 87 Site

Southerly Side of Guest Street

Beginning at a point on the southerly sideline of Guest Street said point being the northeasterly corner of the herein described parcel, thence running;

S59°00'53"W by land now or formerly of WJG Realty Trust one hundred four and thirty one hundredths (104.31) feet to a point, thence turning and running;

S66°42'25"W by land now or formerly of WJG Realty Trust one hundred three and sixty two hundredths (103.62) feet to a point, thence turning and running;

S75°23'50"W by land now or formerly of WJG Realty Trust forty five and ninety one hundredths (45.91) feet to a point, thence turning and running;

S10°28'15"W by land now or formerly of WJG Realty Trust thirty eight and thirty nine hundredths (38.39) feet to a point, thence turning and running;

N88°13'19"W by land now or formerly of John Madden forty seven and eighteen hundredths (47.18) feet to a point, thence turning and running;

S86°09'19"W by land now or formerly of John Madden forty eight and ninety two hundredths (48.92) feet to a point, thence turning and running;

S86°09'19"W by land now or formerly of Ronald and Sheila MacLeod fifty and thirty nine hundredths (50.39) feet to a point, thence turning and running;

S86°09'17"W by land now or formerly of Edward C. and Paula A. Anello one hundred five and eighty three hundredths (105.83) feet to a point, thence turning and running;

S86°11'05"W by land now or formerly of Joseph Landi forty and thirty eight hundredths (40.38) feet to a point, thence turning and running;

S85°43'08"W by land now or formerly of Kevin Pallotta fifty and eighty four hundredths (50.84) feet to a point, thence turning and running;

S86°17'11"W by land now or formerly of Pal-Oil Co. Inc. seventy eight and fifty one hundredths (78.51) feet to a point, thence turning and running;

S21°42'53"W by land now or formerly of Pal-Oil Co. Inc. eleven and fifty one hundredths (11.51) feet to a point, thence turning and running;

N81°38'07"W by land now or formerly of SS Brighton MA, LLC four hundred eighty eight and nine hundredths (488.09) feet to a point on the easterly sideline of Life Street, thence turning and running;

N18°59'05"E by the easterly sideline of said Life Street three hundred twelve and forty four hundredths (312.44) feet to a point on the southerly sideline of Guest Street, thence turning and running;

S79°00'57"E by the southerly sideline of said Guest Street five hundred nineteen and eighty nine hundredths (519.89) feet to a point, thence turning and running;

N10°28'15"E by the westerly sideline of said Guest Street ten and sixty five hundredths (10.65) feet to a point, thence turning and running;

S79°31'45"E by the southerly sideline of said Guest Street five hundred forty four and forty nine hundredths (544.49) feet to the point of beginning.

The above described parcel is shown as "Sports Complex Parcel" containing about two hundred fifty one thousand five hundred eighty seven (251,587) square feet or 5.776 acres, on a plan entitled "Boston Landing Guest Street, Brighton, MA Parcels Plan", dated June 25, 2014, prepared by CHA.

Northerly Side of Guest Street

Beginning at a point on the northerly sideline of Guest Street said point being the southwesterly corner of the herein described parcel, thence running;

N10°28'15"E by land now or formerly of Brighton Landing Condominium Trust fifty five and sixty seven hundredths (55.67) feet to a point, thence turning and running;

S79°31'45"E by land now or formerly of Brighton Landing Condominium Trust twenty seven and seventy nine hundredths (27.79) feet to a point, thence turning and running;

N10°28'15"E by land now or formerly of Brighton Landing Condominium Trust two hundred one and forty eight hundredths (201.48) feet to a point, thence turning and running;

N79°31'45"W by land now or formerly of Brighton Landing Condominium Trust eleven and no hundredths (11.00) feet to a point, thence turning and running;

N10°28'15"E by land now or formerly of Brighton Landing Condominium Trust sixteen and no hundredths (16.00) feet to a point, thence turning and running;

S79°31'45"E by land now or formerly of Brighton Landing Condominium Trust eleven and no hundredths (11.00) feet to a point, thence turning and running;

N10°28'15"E by land now or formerly of Brighton Landing Condominium Trust thirteen and forty three hundredths (13.43) feet to a point, thence turning and running;

Easterly by land now or formerly of Mass Dot on a curve to the right with a radius of two thousand six hundred fifty seven and twelve hundredths (2657.12) feet, with an arc distance of one hundred and forty seven hundredths (150.47) feet being to a point, thence turning and running;

S79°35'34"E by land now or formerly of Mass Dot one thousand two hundred seventeen and seventy two hundredths (1217.72) feet to a point, thence turning and running;

S10°24'26"W by land now or formerly of WJG Realty Trust two hundred sixty seven and twenty hundredths (267.20) feet to a point, thence turning and running;

S44°36'37"W by land now or formerly of WJG Realty Trust fifty four and eighty six hundredths (54.86) feet to a point on the northerly sideline of Guest Street, thence turning and running;

N79°31'45"W by the northerly sideline of said Guest Street one hundred fifteen and thirty nine hundredths (115.39) feet to a point, thence turning and running;

N10°28'15"E by the westerly sideline of said Guest Street nine and five hundredths (9.05) feet to a point, thence turning and running;

N79°00'57"W by the northerly sideline of said Guest Street one thousand two hundred fifty and five hundredths (1250.05) feet to the point of beginning.

The above described parcel is shown as "Headquarters & Office Parcel" containing about four hundred nine thousand seven hundred fifty (409,750) square feet or 9.407 acres, on a plan entitled "Boston Landing Guest Street, Brighton, MA Parcels Plan", dated June 25, 2014, prepared by CHA.

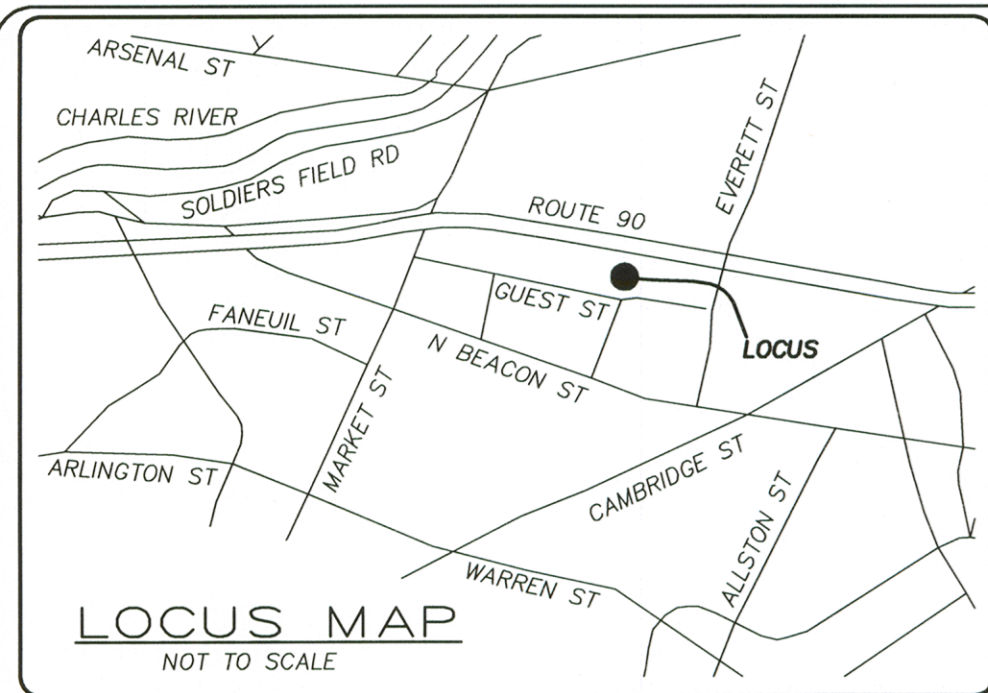
Exhibit B

Site Plan

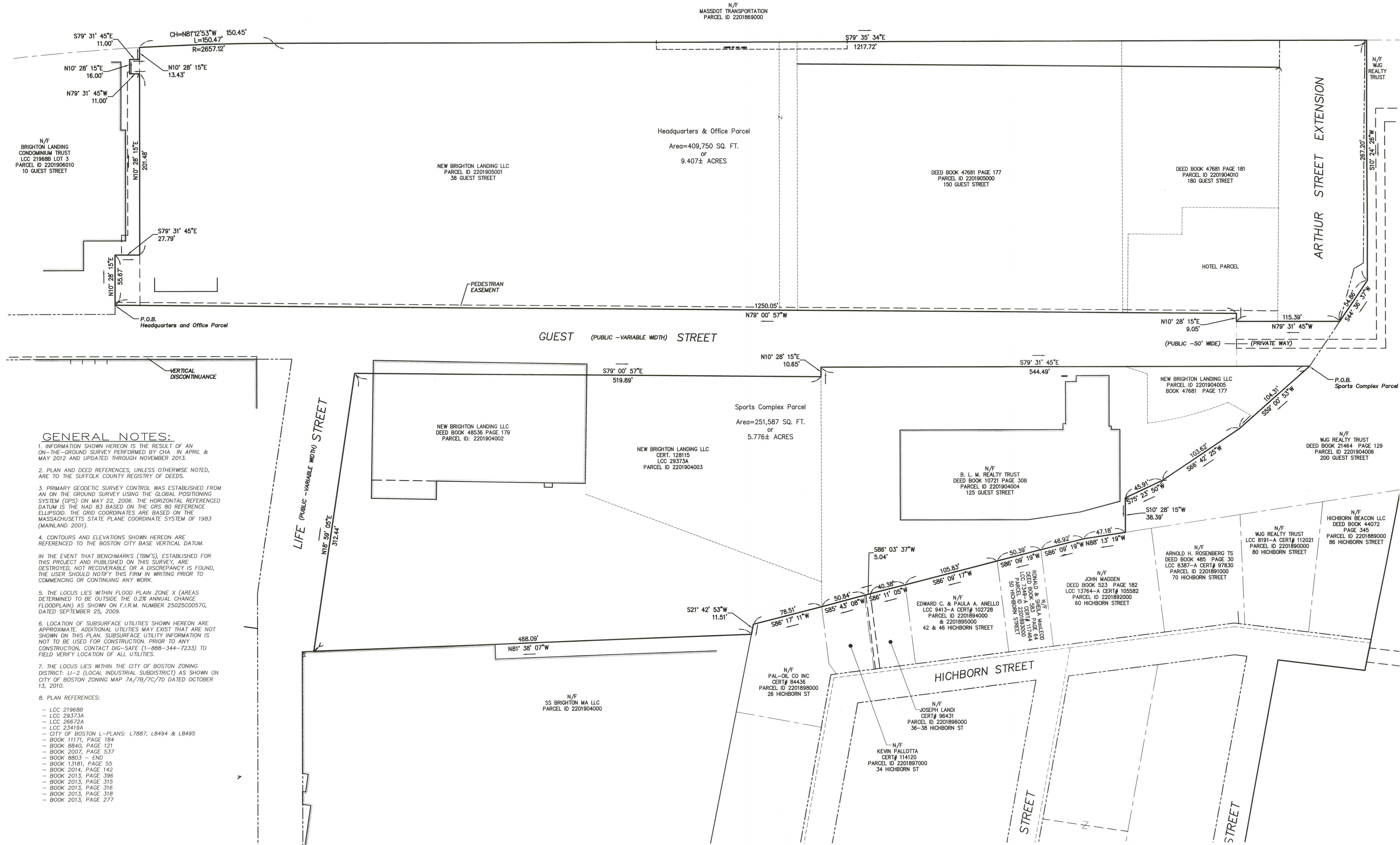


Exhibit C

Survey of PDA 87 Site



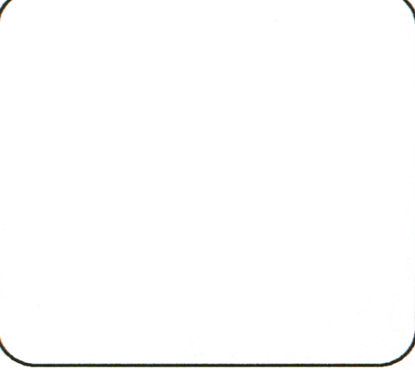
MASSACHUSETTS TURNPIKE (I-90)



GENERAL NOTES:

1. INFORMATION SHOWN HEREON IS THE RESULT OF AN ON-THE-GROUND SURVEY PERFORMED BY CHA IN APRIL & MAY 2012 AND UPDATED THROUGH NOVEMBER 2013.
2. PLAN AND DEED REFERENCES, UNLESS OTHERWISE NOTED, ARE TO THE SUFFOLK COUNTY REGISTRY OF DEEDS.
3. PRIMARY GEODETIC SURVEY CONTROL WAS ESTABLISHED FROM AN ON-THE-GROUND SURVEY USING THE GLOBAL POSITIONING SYSTEM (GPS) ON MAY 22, 2006. THE HORIZONTAL REFERENCED DATUM IS THE NAD 83 BASED ON THE GRS 80 REFERENCE ELLIPSOID. THE GRID COORDINATES ARE BASED ON THE MASSACHUSETTS STATE PLANE COORDINATE SYSTEM OF 1983 (MAINLAND 2001).
4. CONTOURS AND ELEVATIONS SHOWN HEREON ARE REFERENCED TO THE BOSTON CITY BASE VERTICAL DATUM.
5. IN THE EVENT THAT BENCHMARKS (TBM'S), ESTABLISHED FOR THIS PROJECT AND PUBLISHED ON THIS SURVEY, ARE DESTROYED, NOT RECOVERABLE OR A DISCREPANCY IS FOUND, THE USER SHOULD NOTIFY THIS FIRM IN WRITING PRIOR TO COMMENCING OR CONTINUING ANY WORK.
6. THE LOCUS LIES WITHIN FLOOD PLAIN ZONE X (AREAS DETERMINED TO BE OUTSIDE THE 0.2% ANNUAL CHANCE FLOODPLAIN) AS SHOWN ON F.I.R.M. NUMBER 2502500057G, DATED SEPTEMBER 25, 2009.
7. LOCATION OF SUBSURFACE UTILITIES SHOWN HEREON ARE APPROXIMATE. ADDITIONAL UTILITIES MAY EXIST THAT ARE NOT SHOWN ON THIS PLAN. SUBSURFACE UTILITY INFORMATION IS NOT TO BE USED FOR CONSTRUCTION. PRIOR TO ANY CONSTRUCTION, CONTACT DIG-SAFE (1-888-344-7233) TO FIELD VERIFY LOCATION OF ALL UTILITIES.
8. THE LOCUS LIES WITHIN THE CITY OF BOSTON ZONING DISTRICT: LI-2 (LOCAL INDUSTRIAL SUBDISTRICT) AS SHOWN ON CITY OF BOSTON ZONING MAP 7A/7B/7C/7D DATED OCTOBER 13, 2010.
9. PLAN REFERENCES:
 - LCC 21968B
 - LCC 23373A
 - LCC 26672A
 - LCC 23419A
 - CITY OF BOSTON L-PLANS: L7887, L8494 & L8495
 - BOOK 11171, PAGE 184
 - BOOK 8840, PAGE 121
 - BOOK 2007, PAGE 537
 - BOOK 8803 - END
 - BOOK 13181, PAGE 55
 - BOOK 2014, PAGE 142
 - BOOK 2013, PAGE 396
 - BOOK 2013, PAGE 315
 - BOOK 2013, PAGE 316
 - BOOK 2013, PAGE 318
 - BOOK 2013, PAGE 277

No.	Submission / Revision	App'd	By	Date
0	Issued as Draft	WJD	MWC	6/25/2014



BOSTON LANDING, LLC.
20 GUEST STREET
BRIGHTON, MA 02135

UNAUTHORIZED ALTERATION OR ADDITION
APPLICABLE STATE AND/OR LOCAL LAWS


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 Designated: _____
 Drawn: MWC
 Checked: WJD

BOSTON LANDING
GUEST STREET
BRIGHTON, MA
PARCELS PLAN
 Project No.: 25381
 Date: 06-25-2014
 Scale: 1"=50'

Exhibit D

Legal Description of Additional Land

A CERTAIN PARCEL OF LAND containing about 84,500 square feet situated in that part of the City of Boston, County of Suffolk and Commonwealth of Massachusetts, known as Brighton, bounded and described as follows:

NORTHERLY by that portion of Guest Street which is a public way 338.58 feet;
EASTERLY by land of the Boston and Albany Railroad Company 65.15 feet;
NORTHWESTERLY by land of the Boston and Albany Railroad Company 201.64 feet;
NORTHERLY again by that portion of Guest Street which is a private way 18.02 feet;
SOUTHEASTERLY by land of the Boston and Albany Railroad Company by three (3) courses, the first being 104.32 feet; the second being 103.62 feet; and the third being 45.91 feet;

EASTERLY again by Land of the Boston and Albany Railroad Company 37.72 feet;
SOUTHERLY by land of various owners by five (5) courses, the first being 46.73 feet, the second being 205.57 feet, the third being 40.31 feet, the fourth being 5.04 feet, and the fifth being 51.10 feet; and

WESTERLY by land of the Boston and Albany Railroad Company 266.46 feet;

said premises being shown within the lines tinted brown upon a plan recorded with the Suffolk County Registry of Deeds (the "Registry") in Book 6978, Page 21, entitled "BOSTON & ALBANY R. R. ... BRIGHTON LAND CONVEYED BY B. & A. R. R. CO. TO CLOROX CHEMICAL CO." dated February 2, 1954, and signed by C. M. Gregg, Division Engineer.

There is excepted and excluded from the above described parcel, so much thereof as was previously conveyed by deed dated January 28, 2013, recorded with the Registry in Book 51855, Page 145.

Exhibit E

Supplemental Traffic Data



MEMORANDUM

To: David Bracken, HYM
Jay Rourke, NBDG
Keith Craig, NBDG

Date: June 24, 2014

From: Guy Busa

SH Project No.: 2011198.14

Subject: Boston Landing – Third Amendment to the Master Plan for PDA #87
Transportation Impact Assessment

Boston Landing LLC, intends to modify its approved building program for Boston Landing in Boston’s Brighton neighborhood as part of the Third Amendment to the Master Plan. As documented below, the currently proposed building program will result in lower transportation impacts than the building program assessed in the Boston Landing Master Plan of March 2012.

A comparison of the building programs of the Master Plan for Planned Development Area #87 – Boston Landing (formerly referred to as New Brighton Landing) as submitted to the Boston Redevelopment Authority, March 20, 2012 with the currently proposed building program is presented in **Table 1**.

The primary changes to the program are the addition of 295,000 gross square feet of residential use and 15,000 gross square feet of retail/restaurant space garage parking spaces for residents at the 125 Guest Street site and the elimination of the 83,000 gross square foot Fitness Club¹.

This technical memorandum compares the transportation impacts, and particularly the vehicle trip generation and parking demand, for the previous building program detailed in the Boston Landing Master Plan of 2012 with the proposed program under the Third Amendment to the Master Plan.

¹ FAR square footage slightly differs from the gross square footage analyzed for trip generation and parking demand. FAR square footage considers above grade parking among other things and is not recognized as area(s) counted for trip generation purposes.

Memorandum
 Boston Landing – Third Amendment to the Master Plan
 Transportation Impact Assessment

Table 1. Building Program Comparison – Master Plan 2012 vs. Third Amendment 2014

Land Use	Master Plan ¹⁾ March 2012	Third Amendment to the Master Plan June 2014	Change
Office	900,000 gsf	900,000 gsf	none
Hotel	140,000 gsf (175 keys)	140,000 gsf (175 keys)	none
Medical Office	30,000 gsf	30,000 gsf	none
Retail/ Restaurant	49,000 gsf/ 16,000 gsf	55,500 gsf/ 24,500 gsf	+6,500 gsf/ +8,500 gsf
Residential	none	295,000 gsf	+295,000 gsf
Fitness Club	83,000 gsf	none	-83,000 gsf
Sports Facilities Ice Rink/Track and Field	125,000 gsf/ 85,000 gsf	125,000 gsf/ 85,000 gsf	none
Total	1,428,000 gsf	1,655,000 gsf	+227,000 gsf

1) Program as described in the Master Plan for Planned Development Area #87 – Boston Landing (formerly referred to as New Brighton Landing) submitted to the Boston Redevelopment Authority, March 20, 2012.

Trip Generation Comparison

A summary comparison of vehicle trip estimates between the Master Plan building program and the currently proposed building program of the Third Amendment to the Master Plan are presented in **Table 2**. The time periods presented in the comparison table – weekday daily, a.m. peak hour, p.m. peak hour, and Saturday mid-day peak hour – are the same as those analyzed in the transportation studies for the Master Plan building program.

Vehicle trip generation estimates use standard traffic engineering practice and are derived from the Institute of Transportation Engineers’ (ITE) Trip Generation (8th edition, 2008) trip rates. Travel mode split data supplied by the Boston Transportation Department (BTD) for this section of Brighton (Area 17) were used to develop vehicle trip estimates. These new vehicle trip estimates do not incorporate the Boston Landing commuter rail station adjoining the site and do not reflect the associated travel mode shift that will occur between vehicle trips and transit trips. Traffic projections with the new commuter rail station are presented in the “Transit Mode Share Increase” section of this memorandum.

Memorandum
 Boston Landing – Third Amendment to the Master Plan
 Transportation Impact Assessment

**Table 2. Vehicle Trip Comparison – Master Plan 2012 vs. Third Amendment 2014
 (w/o Transit Mode Share Increase of the Boston Landing Commuter Rail Station)**

Direction	Master Plan March 2012	Third Amendment to the Master Plan June 2014	Change
<i>Daily Vehicle Trips</i>			
In	5,909	6,128	+219
<u>Out</u>	<u>5,909</u>	<u>6,128</u>	<u>+219</u>
Total	11,818	12,256	+438
<i>a.m. Peak Hour Vehicle Trips</i>			
In	866	864	-2
<u>Out</u>	<u>177</u>	<u>202</u>	<u>+25</u>
Total	1,043	1,066	+23
<i>p.m. Peak Hour Vehicle Trips</i>			
In	456	515	+59
<u>Out</u>	<u>976</u>	<u>990</u>	<u>+14</u>
Total	1,432	1,505	+79
<i>Saturday Mid-Day Peak Hour Vehicle Trips</i>			
In	583	490	-93
<u>Out</u>	<u>513</u>	<u>434</u>	<u>-79</u>
Total	1,096	924	-172

With the exception of Saturday mid-day peak hour, the overall vehicle trips estimated for the Third Amendment are expected to be slightly higher than the 2012 Master Plan building program due to the addition of approximately 295,000 square feet of residential use and about 15,000 square feet of retail/restaurant space at 125 Guest Street. The elimination of the 83,000 square foot Fitness Center provides for a reduction in vehicle demand keeping the net new vehicle trips associated with the Third Amendment to the Master Plan low enough to not influence the traffic capacity assessments previously analyzed for the Master Plan. The additional vehicle trips associated with the revised Project would not perceptibly affect the traffic operations assessment presented in the earlier transportation studies for the Master Plan.

Transit Mode Share Increase

As mentioned in the Single Environmental Impact Report (SEIR), EEA #14909, submitted to the Massachusetts Environmental Policy Act (MEPA) on December 17, 2012, Boston Landing LLC has committed to the construction of a new commuter rail station to be located at the end of Arthur Street Extension and adjacent to the New Balance Headquarters building currently under construction. None of the transportation studies completed for the Boston Landing project accounted for the increase in transit use and resultant reduction in vehicle trips to and from the site associated with this significant transit addition to the area.

As documented in the transportation study provided in the SEIR, it is projected that the overall transit mode share will improve by about 7% to the Boston Landing site and the entire nearby Brighton area with this conveniently located commuter rail station. As noted previously, however, the project team did not assign specific transit mode share improvements to specific land uses identified by time of travel nor did the previous transportation studies identify the resultant reductions from this increased transit usage to vehicle trips generated by the Master Plan building program to study area roadways and intersections.

Table 3 presents the expected increases in transit mode share by land use and travel period. The following assumptions were made to estimate specific transit mode share by land use and time of travel:

- Daily office mode share of 12% will increase by 7% to 19%.
 - The a.m. peak hour out and p.m. peak hour in, now at 12% would also increase by 7% to 19% while the a.m. peak period in and p.m. peak period out would increase by 10% since the commuter directionality of travel for office is 50% higher than the reverse direction (18% vs. 12%).
 - Saturday peak period transit shares would increase by associative percentages.
- Daily hotel transit mode share will increase by 5% since the overall hotel transit share is 33% lower than office (8% vs. 12%).
 - The a.m. peak hour, p.m. peak hour and Saturday mid-day peak hour transit mode shares are similarly increased by these associative percentages.
- Retail/restaurant transit mode share will increase based on the following:
 - 15% of daily trips are employees ($15\% \times 7\% = 1\%$).
 - 100% of a.m. peak hour trips and by employees (7%).
 - 27% of p.m. and Saturday peak hour trips are by employees ($27\% \times 7\% = 2\%$).
- Residential commuter rail transit mode share is expected to be 7%. It is assumed, however, that half of these transit trips are shifting from other transit modes (i.e., bus or Green line).
 - Weekday daily transit trips currently at 22% will increase by 4% with the associative percentage increases in a.m. peak hour, p.m. peak hour, and Saturday mid-day peak hour mode shares (21% increase by 3%, 30% increase by 5%).

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Table 3. Transit Mode Share Increases Expected with Boston Landing Commuter Rail Station

Land Use	Direction	Current Transit Mode Share ¹⁾	Transit Mode Share Increase with Boston Landing Commuter Rail Station	Projected Future Transit Mode Share
Daily Vehicle Trips				
Office/Medical Office	in/out	12%	+7%	19%
Hotel		8%	+5%	13%
Retail/Restaurant		8%	+1%	9%
Residential		22%	+4%	26%
a.m. Peak Hour Vehicle Trips				
Office/Medical Office	in/out	18%/12%	+10%/+7%	28%/19%
Hotel		11%/7%	+7%/+5%	18%/12%
Retail/Restaurant		11%/7%	+7%/+7%	18%/14%
Residential		30%/21%	+5%/+3%	35%/24%
p.m. Peak Hour Vehicle Trips				
Office/Medical Office	in/out	12%/18%	+7%/+10%	19%/28%
Hotel		7%/11%	+5%/+7%	12%/18%
Retail/Restaurant		7%/7%	+7%/+7%	14%/14%
Residential		21%/30%	+3%/+5%	24%/35%
Saturday Mid-Day Peak Hour Vehicle Trips				
Office/Medical Office	in/out	8%/12%	+5%/+7%	13%/19%
Hotel		7%/8%	+5%/+5%	12%/13%
Retail/Restaurant		7%/8%	+2%/+2%	9%/10%
Residential		22%/23%	+3%/+3%	25%/36%

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The vehicle trip changes projected between the Master Plan of 2102 and the Third Amendment to the Master Plan is presented in **Table 4**. This table summarizes the change in vehicle trips from both the change in building program between the Master Plan and the Third Amendment and the addition of the commuter rail station at Boston Landing.

Table 4. Additional Vehicle Trip Reduction with Boston Landing Commuter Rail Station

Direction	Change in Vehicle Trips w/o Transit Mode Share Shift	Vehicle Trip Reduction from Boston Landing Commuter Rail Station	Combined Vehicle Trip Change for Third Amendment to the Master Plan
<i>Daily Vehicle Trips</i>			
In	+219	-463	-244
<u>Out</u>	<u>+219</u>	<u>-463</u>	<u>-244</u>
Total	+438	-926	-488
<i>a.m. Peak Hour Vehicle Trips</i>			
In	-2	-137	-139
<u>Out</u>	<u>+25</u>	<u>-19</u>	<u>+6</u>
Total	+23	-156	-133
<i>p.m. Peak Hour Vehicle Trips</i>			
In	+59	-63	-4
<u>Out</u>	<u>+14</u>	<u>-157</u>	<u>-143</u>
Total	+73	-220	-147
<i>Saturday Mid-Day Peak Hour Vehicle Trips</i>			
In	-93	-27	-120
<u>Out</u>	<u>-79</u>	<u>-34</u>	<u>-113</u>
Total	-172	-61	-233

Parking

The development parcels identified in the Master Plan of 2012 will continue to provide up to 1,750 parking spaces to serve the various land uses and development sites along Guest Street. Additional parking will be provided in the Third Amendment to the Master Plan to serve the new residential component at 125 Guest Street. Parking will be provided for residents within an on-site parking garage at 125 Guest Street.

The BTD Guidelines for maximum parking ratios for the Brighton neighborhood are 0.75 to 1.0 spaces per residential unit near an MBTA station. The BTD ratios do not distinguish between types of housing (i.e., for sale condominiums vs. rental apartments). Current trends indicate that parking demand for rental apartments are decreasing and are about half of for-sale condominiums (0.50 vs. 1.0 spaces per unit) in Boston's downtown neighborhoods.

At 295,000 square feet, the number of units in the residential building at 125 Guest Street will provide an on-site parking ratio at the below the low end of the maximum BTD guidelines although within current trends for parking in downtown Boston. Should residential parking demand exceed the on-site parking supply at 125 Guest Street, parking can be made available across Guest Street at the garage serving Boston Landing's office and hotel uses. Since residential parking peaks in the evening and weekends and office parking peaks during the weekday, a shared parking arrangement can be easily managed between these two complementary land uses and the currently proposed parking supply across all of Boston Landing.

Site Access

The revised Project will retain the same overall site access previously developed for the Master Plan. Additional access would be made to the 125 Guest Street site.

Loading and Building Servicing

Under the Third Amendment to the Master Plan, internal off-street loading docks will be provided for all buildings, including the 125 Guest Street site.

Transportation Access Plan Agreement

The Proponent will enter into a Transportation Access Plan Agreement (TAPA) as appropriate for each development phase or development site with the City through the BTD. The TAPA(s) will memorialize the specific measures, mitigations, and agreements between the Proponent and BTD for each development phase of site. The TAPA will codify both traffic mitigation commitments and a travel demand management (TDM) program for the revised Project. An engineered site plan will be submitted with the TAPA.

Traffic Mitigation

Although traffic volume estimates are expected to decrease for the proposed Third Amendment building program from the original transportation studies undertaken for the approved Master Plan, the Proponent remains committed to traffic mitigation improvements appropriate for each project phase and/or site developed and consistent with its level of impact.

Travel Demand Management

The Proponent will work with the BTB to develop a comprehensive travel demand management (TDM) program appropriate for each project phase and/or site developed. The previous comments from both BTB and DCR/MassDOT on the Master Plan transportation studies remain the basis for forming the framework for these TDM measures.

Construction Management Plan

The Proponent will develop a comprehensive Construction Management Plan (CMP) for review and approval by BTB for each project phase and or site developed as appropriate. The CMP will detail the schedule, staging, parking, delivery, and other associated impacts of the construction of the revised Project.

Public Improvement Commission

Certain streetscape improvements may require Public Improvement Commission (PIC) review and approval. The Proponent will work with the City and the State and conform to City and State regulations and guidelines.