

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

**DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 112
TREMONT CROSSING DEVELOPMENT**

Southwest Corner of Tremont Street and Whittier Street

Roxbury

P-3 Partners, LLC

_____, 2019

Development Plan: In accordance with Sections 3-1A, 50-12 through 50-16 and 80C of the Boston Zoning Code (as in effect on the date hereof, the “**Code**”), this Development Plan for Planned Development Area No. 112 (this “**Development Plan**”) sets forth information on the proposed development (the “**Proposed Project**”) of the property located at the southwest corner of Tremont Street and Whittier Street in Roxbury more particularly described in this Development Plan, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures.

This Development Plan sets forth the zoning for the Proposed Project. The Proposed Project is also undergoing review under Section 80B of the Code. A Project Notification Form for the Proposed Project was filed with the Boston Redevelopment Authority (now doing business as the Boston Planning & Development Agency, the “**BRA**”) on April 17, 2012, and the BRA issued a Scoping Determination for the Proposed Project under Section 80B of the Code on August 16, 2012. Subsequently, a comprehensive Draft Project Impact Report for the Proposed Project was filed with the BRA on August 31, 2013, a Supplemental Draft Project Impact Report was filed with the BRA on February 11, 2016 and a Second Supplement to the Draft Project Impact Report was filed with the BRA on August 8, 2016. Based upon that process and approval of this Development Plan, final plans and specifications for the Proposed Project will be submitted to the BRA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency with this Development Plan.

This Development Plan consists of six (6) pages of text and Exhibits A, B, C and D. All references to this Development Plan contained herein shall pertain only to such six (6) pages of text and Exhibits A, B, C and D. Exhibit C is subject to design, environmental and other development review by the BRA and by other governmental agencies and authorities, and the Proposed Project as described herein may evolve in the course of such review. Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meanings set forth in the Code, as amended to the date hereof, and not as the same may be amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency confirms consistency of the Proposed 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.

Developer: The developer of the Proposed Project is P-3 Partners, LLC, a Delaware limited liability company, its successors and assigns (the “**Developer**”). The Developer is presently owned by Elma Lewis Partners, LLC, a Massachusetts limited liability company and an affiliate of the Museum of the National Center of Afro-American Artists, and Feldco Boston, LLC, a Massachusetts limited liability company and an affiliate of Feldco Development Corp. Upon the commencement of construction of the Proposed Project, the Developer, directly or indirectly through one or more affiliates, is anticipated to control the Project Site (as defined below) via a ground lease from the BRA.

Proposed Location: The Proposed Project will be located on a portion of the property in Boston’s Roxbury neighborhood referred to in the Code as Parcel P-3 (which consists of portions of the property described in the Campus High School Urban Renewal Plan as in effect on the date hereof as Parcel P-3 and Parcel P-3h) generally bounded by Tremont Street to the northwest, Whittier Street to the northeast, Downing Street to the southeast and the Whittier Street Health Center, the Madison Park Technical Vocational High School and the John D. O’Bryant School of Mathematics and Science to the southwest, as more specifically described on Exhibit A attached hereto and as depicted on Exhibit B attached hereto (the “**Project Site**”). The Project Site consists of approximately 330,939 square feet (approximately 7.597 acres) of land inclusive of certain streets that are anticipated to be discontinued in connection with the Proposed Project, as shown on Exhibit B.

The Project Site is located in the Roxbury Neighborhood District and the Greater Roxbury Economic Development Area Subdistrict under Article 50 of the Code. Due to its location adjacent to Tremont Street, portions of the Project Site are also located within a Boulevard Planning (Overlay) District under Section 50-37 of the Code. The Project Site is not located in a Restricted Parking (Overlay) District or a Groundwater Conservation Overlay District.

Proposed Location, Appearance and Dimensions of Structures and Proposed Density. The Proposed Project will consist of the development of the Project Site – currently vacant land and surface parking lots – into a revitalized mixed-use destination comprised of buildings constructed on four (4) distinct “blocks” (labeled North, South, East and West) and related streetscape and other improvements. As currently envisioned, the North Block will contain an approximately 7.5 story building with retail, restaurant and/or other commercial uses on the first two (2) floors, museum and cultural space located on the third (3rd) floor and office uses above; the East Block and West Block will contain an approximately twenty (20) story building and an approximately twenty-two (22) story building, respectively, with residential, retail, restaurant and/or other commercial uses on the first two (2) floors, entertainment uses on the third (3rd) floor and residential uses above; and the South Block will contain an approximately 6.5 to 7-story parking garage containing up to 1,371 lined parking spaces with a community room on the ground floor. Anticipated floor plates for each building are approximately as follows: 5,000 to 36,000 square feet for the mixed-use building on the North Block; 13,000 to 97,000 square feet

for the mixed-use building on the East Block; 14,000 to 50,000 square feet for the mixed-use building on the West Block; and 40,000 to 70,000 square feet for the garage on the South Block. The maximum gross floor area of the Proposed Project is 2,151,104 square feet. Conceptual plans and renderings of the Proposed Project showing anticipated massing and other details are attached hereto as Exhibit C.

The Proposed Project buildings will have a maximum building height (as defined in Article 2A of the Code) not to exceed 275 feet. The floor area ratio (“**FAR**”) of the Proposed Project will not exceed 6.5, provided that elements of the Project that may be located on separate lots at any time within the Project Site shall be treated as a single lot for purposes of calculating FAR if there is a recorded condominium document, easement agreement or other agreement between the owners of such lots that allocates the gross floor area of the Proposed Project so that the total FAR of such lots together does not exceed the total FAR allowable in this Development Plan. The total gross floor area of the Proposed Project shall not exceed 2,151,104 square feet.

The maximum building height, FAR and gross floor area set out above will be the only dimensional requirements applicable to the Proposed Project. All other dimensional or design requirements (including, without limitation, any screening and buffering requirements) of the Code, including without limitation the provisions of Sections 50-39 through 50-41, 50-43 and 50-44 of the Code, shall not be applicable to the Proposed Project and are superseded by this Development Plan. The Proposed Project shall be subject to design, environmental and other development review by the BRA, and the aspects of the Proposed Project approved as part of such Article 80B review shall be the dimensional, design and environmental requirements applicable to the Proposed Project.

Proposed Uses of the Project Site. Residential Uses, Retail Uses, Restaurant Uses, Office Uses, Entertainment and Recreational Uses, Cultural Uses, Service Uses, Community Uses, Parking Garages, Parking Lots, Open Space Uses, Banking Uses and Accessory and Ancillary Uses (as such terms are defined in Article 2A of the Code) shall be allowed uses for the Proposed Project (please refer to table of uses listed in Exhibit D). As currently envisioned, the Proposed Project will contain approximately 770,000 square feet of gross floor area of residential space, approximately 490,000 square feet of gross floor area of retail and restaurant space, approximately 120,000 square feet of gross floor area of office space, approximately 31,000 square feet of gross floor area of museum/cultural center space and a parking garage with parking for up to 1,371 vehicles. The various uses and distribution of floor area to such uses may change as the Proposed Project is further refined and implemented in accordance with and subject to further design, environmental and other development review by the BRA. Without limiting the foregoing, the development of the Proposed Project in accordance with the foregoing program or as refined and implemented in accordance with such further review shall be deemed in compliance with this Development Plan.

Proposed Open Spaces and Landscaping. Subject to further design, environmental and other development review by the BRA, the Proposed Project will include the establishment of areas of open space on the Project Site, which presently consists of largely vacant land and surface parking lots inaccessible to the neighborhood or general public. The ground plane of the Proposed Project sets the stage for how buildings are organized and pedestrian movement is orchestrated within the Project Site. Bisecting the Project Site is a pedestrian and vehicular

spine, referred to as Market Street, that will form a corridor connecting the Project Site's interior uses, including retail and cultural amenities. Program elements may include outdoor dining, food truck services, art installations and public events. In addition to the raised planters, trees will be planted in permeable paving and utilized for a broader site strategy for stormwater management in addition to offering places of shade for pedestrians and patrons.

Proposed Traffic Circulation. As currently designed, primary vehicular access to and egress from the Proposed Project will be provided in two locations. The primary access and egress will be from Tremont Street via South Drive, a proposed public way. A secondary means of access and egress will be provided via Whittier Street to allow full circulation for the Project Site. A proposed drop-off and pick-up area for retail uses will be located on the new Market Street, and an additional drop-off and pick-up area will be located along East Drive at the front of the western portion of the parking structure. Additional pick-up/drop-off areas for the museum, office and residential uses will be located along West Drive and, for the East Block residential tower, at the corner of Tremont and Whittier Streets. These proposed pick-up and drop off areas provide each use with its own zone near the applicable areas of the Project Site. Delivery vehicles are anticipated to enter and exit the Project Site via South Drive and Tremont Street.

Proposed Parking and Loading Facilities. The Project Site has been designed to satisfy its own parking needs without any additional off-site parking, and is anticipated to include up to 1,371 lined parking spaces in an approximately 6.5 to 7-story above ground parking structure with access and egress via South Drive and Whittier Street and an additional egress via Downing Street and, subject to design review by the BRA, may include surface parking along the interior roadways of the Project Site. The parking structure will accommodate the needs of the multiple uses contemplated at the Proposed Project. 90 parking spaces shall be made available for use by the Boston Public Schools to the extent provided in a separate agreement between the Developer and the Boston Public Schools and 75 parking spaces shall be made available for use by the Whittier Street Health Center. Approximately two (2) enclosed loading areas will be provided to serve the Proposed Project's retail tenants, and will be located off of South Drive and at the rear of the Proposed Project at East Drive. The residential uses on the East Block will utilize the two (2) enclosed loading areas and/or a dedicated loading zone located on Whittier Street. The office uses, residential uses and the museum and cultural uses in the West and North Blocks are anticipated to utilize a dedicated loading zone located on West Drive.

The Proposed Project's parking and loading facilities shall be subject to design, environmental and other development review by the BRA, and the aspects of the Proposed Project approved as part of such review shall be and hereby are deemed to be the off-street parking and loading requirements applicable to the Proposed Project.

Access to Public Transportation. The Proposed Project is located within one-third of a mile from Ruggles Station and Roxbury Crossing Station, providing convenient access to the Proposed Project from most of Greater Boston. Ruggles Station and Roxbury Crossing Station both serve MBTA buses and the MBTA Orange Line. Ruggles Station also serves three commuter rail routes: the Needham, Franklin and Providence/Stoughton Lines. A major bus terminal is located at Dudley Square, approximately one half mile southeast of the Project Site,

and provides connections to over fifteen bus routes and two Silver Line routes. Approximately fourteen bus routes are within walking distance from the Project Site.

Signage. The signage program for the Proposed Project shall be subject to design, environmental and other development review by the BRA, and any “Sign” approved as part of such review shall be deemed to be in compliance with this Development Plan.

Green Buildings. The Proposed Project shall comply with Article 37, *Green Buildings*, of the Code.

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

Urban and Public Benefits. The Proposed Project will provide many public benefits to Roxbury and the City of Boston, including diversification and expansion of Roxbury’s economy and job opportunities through economic activity, creation of new job opportunities, significant improvements to the urban design characteristics and aesthetic character of the Project Site and its surroundings and creation of new open space. The Proposed Project will also improve pedestrian and retail vitality and enhance the urban design and architectural character of the Roxbury Neighborhood District.

Among these numerous public benefits and new planning, infrastructure and programmatic improvements across the Project Site and surrounding area, and as will be more specifically set forth in a cooperation agreement between the Developer and the BRA pursuant to Article 80B of the Code, the Proposed Project is anticipated to provide a comprehensive package of community and public benefits of approximately \$14,660,000 in one-time benefits – including construction of the new Museum of the National Center of Afro-American Artists and a separate community room – and approximately \$230,000 in annual monetary contributions to City and neighborhood groups. Among those benefits, the Proposed Project is anticipated to:

- (a) Provide for the construction of new commercial and residential space, which will attract more workers, visitors and residents to the area and increase diversity of the housing stock through the creation of approximately 718 new residential units.
- (b) Construct a new Museum of the National Center of Afro-American Artists, which will serve as a key cultural element to further energize and enliven the area.
- (c) Assist in the diversification and expansion of neighborhood economic development opportunities and job opportunities for Roxbury and the City of Boston and facilitate community access to jobs created by the Proposed Project. In particular, the Proposed Project is anticipated to:
 - i. Stimulate economic activity through private investment in commercial uses.
 - ii. Create approximately 2,000 construction-related jobs and approximately 1,500 permanent jobs, many of which will be newly-created in Roxbury.

iii. Provide entrepreneurial assistance measures, including information, job placement, outreach, and education programs concerning new business development and job opportunities via a newly-created Office of Collaboration and Partnership (“OCP”), the startup of which will be funded by the Developer in the amount of \$125,000 per year. The OCP will seek to structure cooperative opportunities between the Proposed Project’s office and retail tenants and nearby educational, cultural and medical institutions. The OCP’s goals will be to increase short, medium and long-term employment opportunities for individuals and companies in greater Roxbury through programs that match tenant, employee and/or service needs, including by creating career paths, internships, work-study programs and similar vehicles for youth from secondary school upwards as well as for adults through continuing education. One of the primary functions of the OCP will be to identify job opportunities with the Proposed Project’s tenants and facilitate placement for local Roxbury residents and the City of Boston at large.

iv. Create opportunities for wealth creation for the Roxbury community and the City of Boston by initially making available approximately \$80,000 per year in rent subsidies to enable local entrepreneurs to occupy space at the Proposed Project that may otherwise be inaccessible to new or small businesses.

v. Contribute approximately \$360,000 in one-time payments to existing or newly-created job training facilities that serve residents of Roxbury.

(d) Provide new and active retail and entertainment space (including smaller-scale retail along Tremont Street and new Market Street), roadways, approximately 43,500 square feet of thoughtfully designed usable open space, plazas and improved streetscapes and off-site infrastructure, which will improve aesthetics and provide an improved pedestrian environment in the neighborhood for residents, workers and visitors alike.

(e) Improve the urban design characteristics of the area by constructing a mixed-use development, acting as a neighborhood center while eliminating vacant property from the neighborhood.

(f) Provide affordable housing for Roxbury and Boston residents in compliance with the Executive Order of Mayor Martin J. Walsh entitled An Order Relative to Inclusionary Development dated December 9, 2015 and the associated Inclusionary Development Policy adopted by the BRA on December 10, 2015.

Exhibit A

Legal Description of the Project Site

A CERTAIN PARCEL OF LAND SITUATED IN BOSTON, SUFFOLK COUNTY, MASSACHUSETTS BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT AT THE INTERSECTION OF THE FORMER SOUTHEASTERLY LINE OF TREMONT STREET WITH THE SOUTHWESTERLY LINE OF WHITTIER STREET; THENCE

S 36°07'02" E A DISTANCE OF FOUR HUNDRED FIFTEEN AND 91/100 (415.91) FEET BY SAID SOUTHWESTERLY LINE OF WHITTIER STREET TO A POINT; THENCE

SOUTHERLY ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF EIGHTY-SEVEN AND 50/100 (87.50) FEET AND AN ARC LENGTH OF EIGHTY AND 28/100 (80.28) FEET TO A POINT; THENCE

SOUTHWESTERLY ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF ONE HUNDRED THIRTY-ONE AND 55/100 (131.55) FEET AND AN ARC LENGTH OF THIRTY-FIVE AND 78/100 (35.78) FEET TO A POINT; THENCE

SOUTHWESTERLY ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF SIXTY-NINE AND 50/100 (69.50) FEET AND AN ARC LENGTH OF TWENTY-TWO AND 81/100 (22.81) FEET TO A POINT; THENCE

S 50°50'05" W A DISTANCE OF TWO HUNDRED TWENTY-SIX AND 27/100 (226.27) FEET TO A POINT ON THE NORTHEASTERLY LINE OF VERNON STREET, PREVIOUS FOUR (4) COURSES BY NORTHWESTERLY LINE OF DOWNING STREET; THENCE

S 49°41'13" W A DISTANCE OF FORTY-TWO AND 55/100 (42.55) FEET TO A POINT ON SOUTHWESTERLY LINE OF VERNON STREET; THENCE

S 48°45'14" W BY SAID LAND NOW OR FORMERLY OF CITY OF BOSTON PARCEL P-1 A DISTANCE OF ONE HUNDRED FIFTY-SEVEN AND 69/100 (157.69) FEET TO A POINT; THENCE

N 60°18'10" W IN PART BY LAND NOW OR FORMERLY OF CITY OF BOSTON (PARCEL P-1) AND IN PART OVER AND ACROSS HAMPSHIRE STREET A DISTANCE OF THREE HUNDRED NINETY AND 90/100 (390.90) FEET TO A POINT ON THE NORTHWESTERLY LINE OF SAID HAMPSHIRE STREET; THENCE

S 54°01'57" W A DISTANCE OF TWENTY ONE AND 62/100 (21.62) FEET BY SAID NORTHWESTERLY LINE OF HAMPSHIRE STREET TO A POINT; THENCE

N 60°30'56" W A DISTANCE OF NINETY NINE AND 44/100 (99.44) FEET TO A POINT; THENCE

N 36°06'55" W A DISTANCE OF EIGHTY NINE AND 95/100 (89.95) FEET TO A POINT; THENCE

N 53°53'05" E A DISTANCE OF THREE HUNDRED SIXTY AND 65/100 (360.65) FEET BY SAID FORMER SOUTHEASTERLY LINE OF TREMONT STREET TO A POINT; THENCE

N 53°54'14" E A DISTANCE OF FORTY AND 00/100 (40.00) FEET ACROSS VERNON STREET TO A POINT; THENCE

N 53°52'32" E

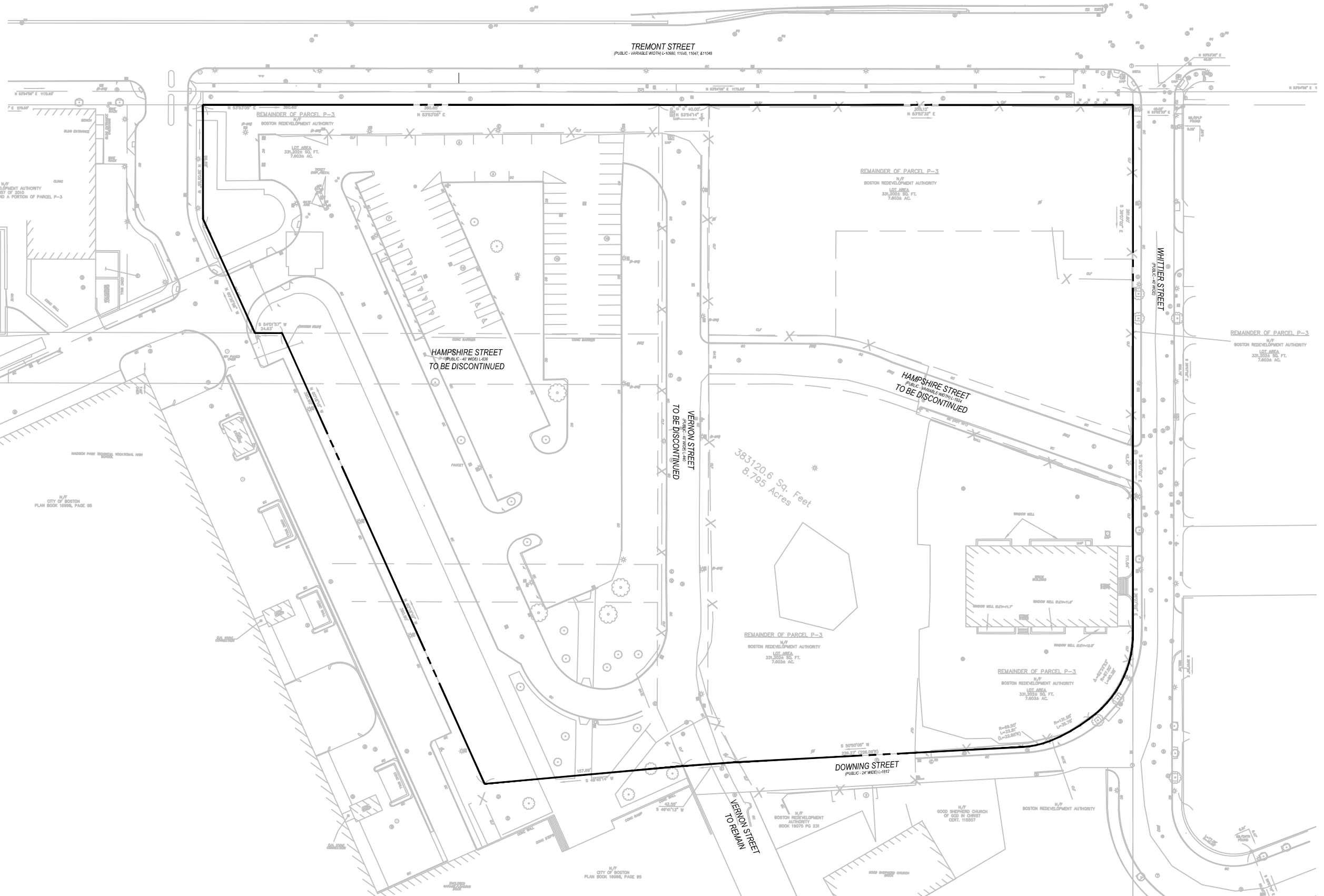
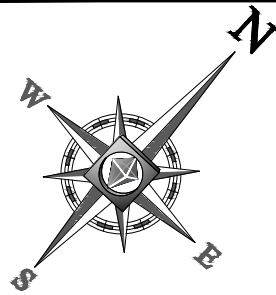
A DISTANCE OF THREE HUNDRED THIRTY-FIVE AND 12/100 (335.12) FEET BY SAID FORMER SOUTHEASTERLY LINE OF TREMONT STREET TO THE POINT OF BEGINNING.

CONTAINING AN AREA OF 330,939 SQUARE FEET OR 7.597 ACRES OF LAND, MORE OR LESS.

Exhibit B

Plan of the Project Site

[See attached]



TREMONT CROSSING DEVELOPMENT
PLANNED DEVELOPMENT AREA EXHIBIT
BOSTON, MASSACHUSETTS

12/21/18

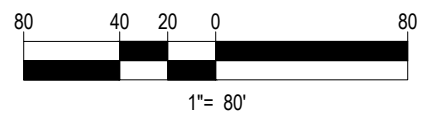


Exhibit C

Conceptual Plans and Renderings

[See attached]

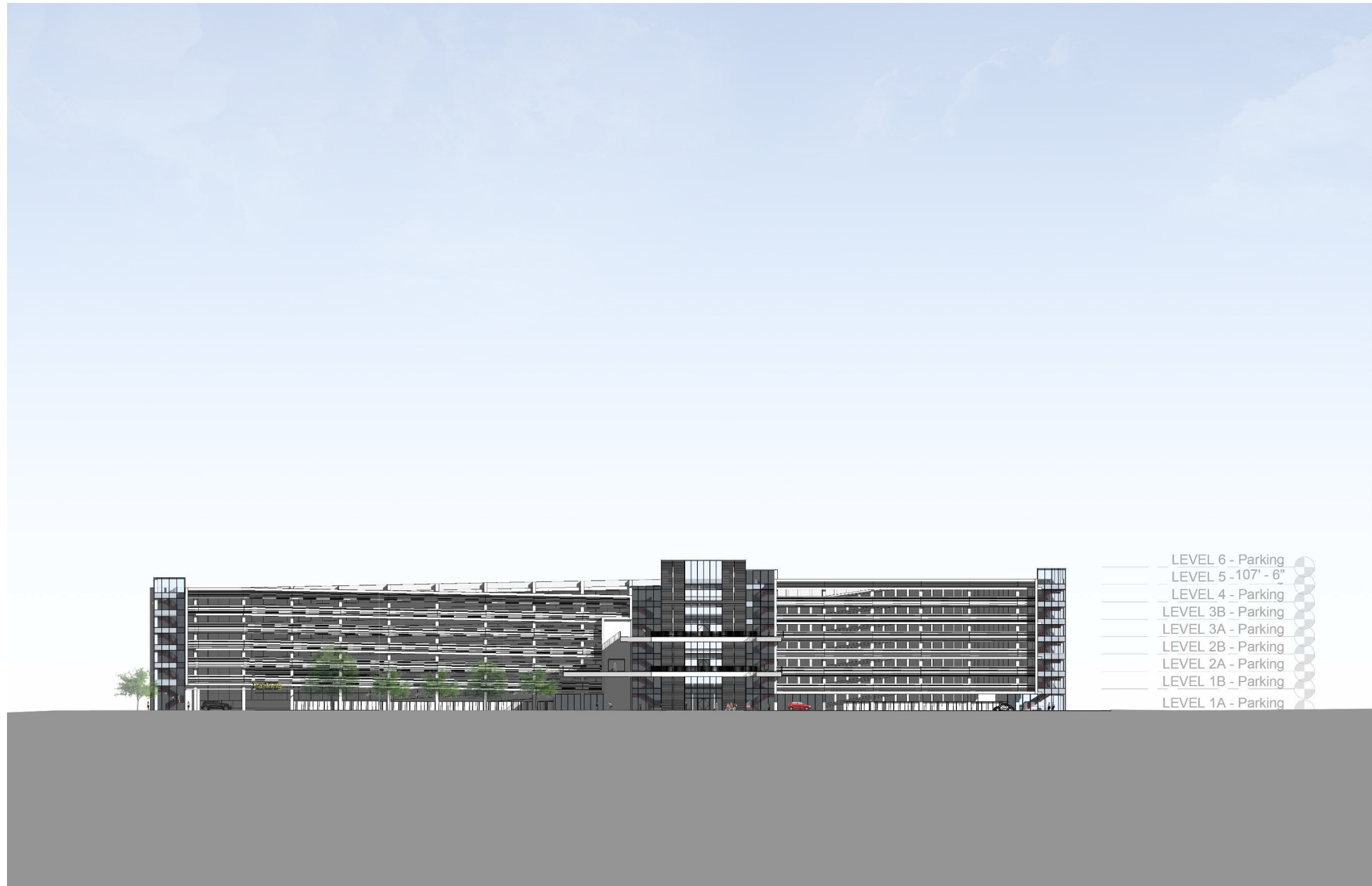
East Elevation (West Block Residential)



East Elevation (East Block Residential)



North Elevation (Garage)



North Elevation (West Block Residential)



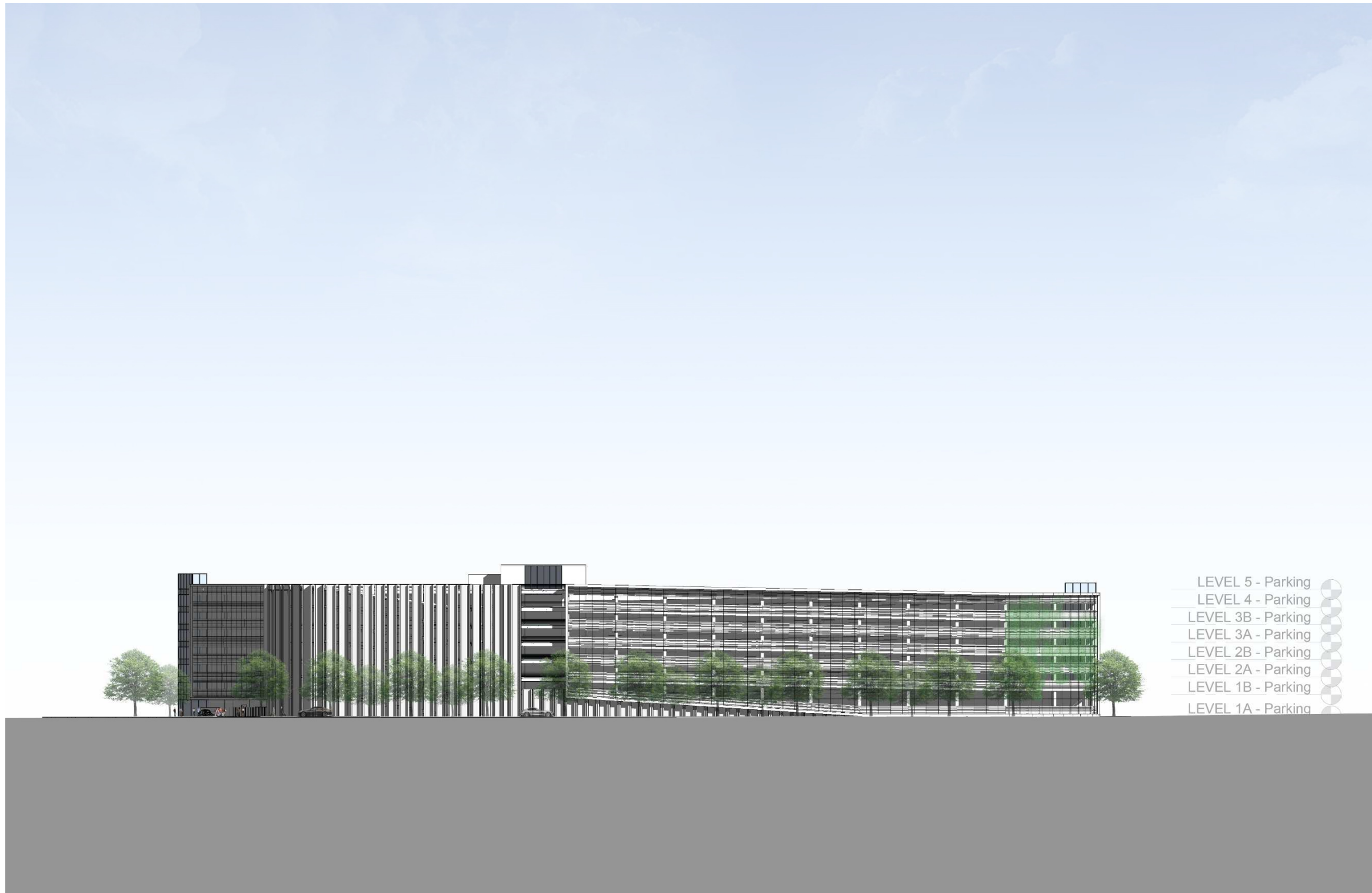
North Elevation



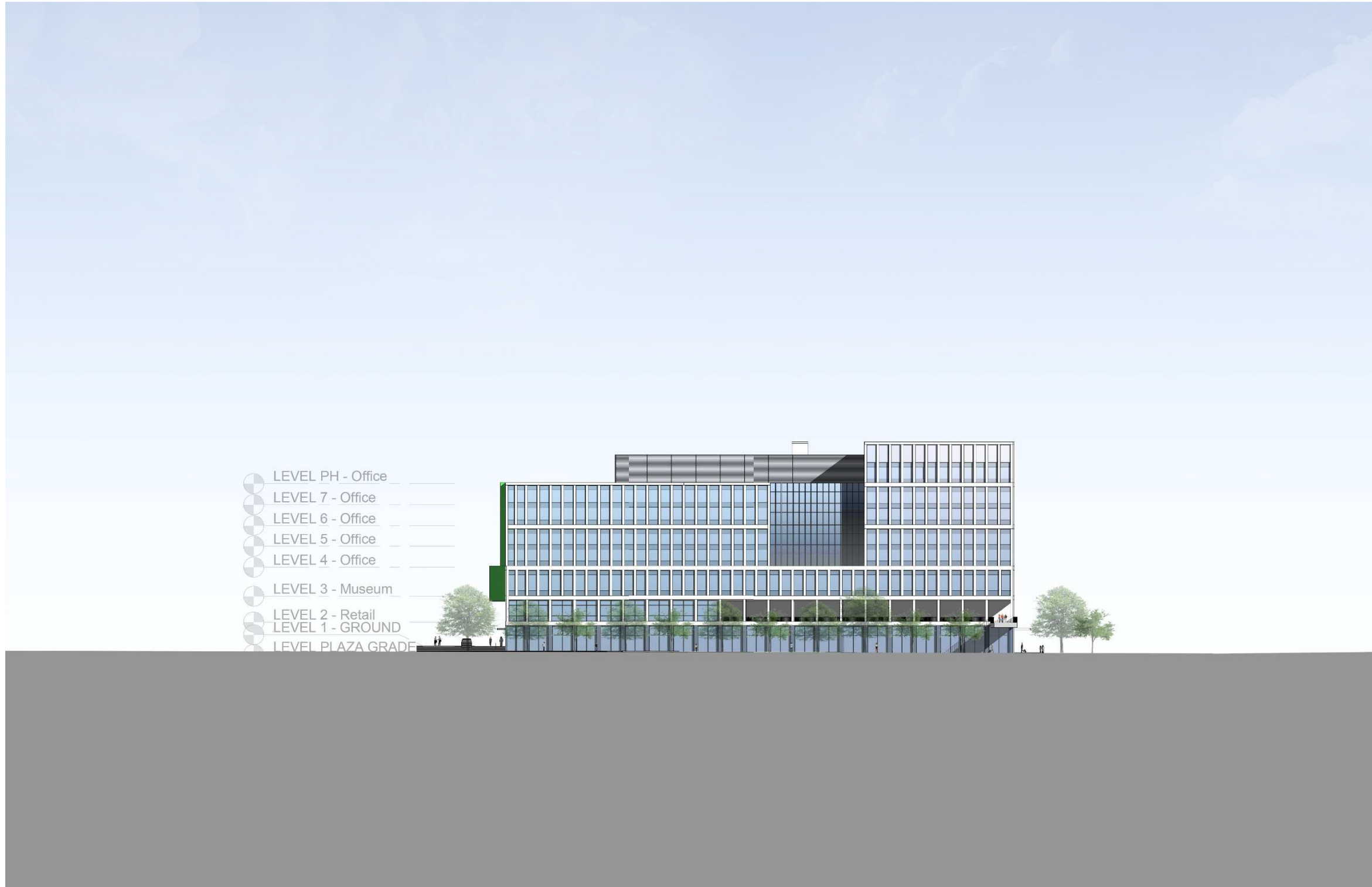
South Elevation



South Elevation (Garage)



South Elevation (North Block Office)



West Elevation (East Block Residential)



Exhibit D

Table of Uses

Residential Uses

- Residential Uses, including, but not limited to multifamily dwelling; townhouse; row house and affordable housing.

Retail, Banking and Service Uses

- Retail Uses, Banking Uses and Service 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, medicine, 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) and automatic teller machine.

Restaurant Uses

- Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishment 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.

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.

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, 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), theatre and ticket sales.

Parking Uses

- Parking Uses, including, but not limited to, parking garage; parking lot; on-street parking; car-sharing and/or bicycle-sharing service.

Renewable Energy Use

- 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 Use

- 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, Entertainment and Recreational Uses

- Open Space Uses, Entertainment Uses and Recreational Uses, including, but not limited to, open space, public open space, fitness center and/or gymnasium.

Signs

- Signs as described in this Development Plan.

Accessory and Ancillary Uses

- Accessory Uses and Ancillary Uses, 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; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.