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Amended and Restated
Development Plan
and
Development Impact Project Plan
for
Planned Development Area No. 40

WORLD TRADE CENTER BOSTON

Dated: March 16, 1995

AMENDED AND RESTATED
DEVELOPMENT PLAN AND
DEVELOPMENT IMPACT PROJECT PLAN
WORLD TRADE CENTER BOSTON

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AMENDED AND RESTATED
DEVELOPMENT PLAN
AND
DEVELOPMENT IMPACT PROJECT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 40

WORLD TRADE CENTER BOSTON

I. INTRODUCTION:

This Amended and Restated Development Plan and Development Impact Project Plan (the "Amended Development Plan") will encompass the construction of three buildings on the southern side of Northern Avenue as shown on the plans and drawings listed in Exhibit C (the "Project"). This Amended Development Plan amends the combined Development Plan and Development Impact Project Plan for Planned Development Area No. 40 dated November 20, 1990 (the "1990 Development Plan") which was approved by vote of the Boston Redevelopment Authority on December 13, 1990 and adopted by vote of the Boston Zoning Commission on January 9, 1991 as Boston Zoning Code Map Amendment No. 256, effective January 28, 1991. This Amended Development Plan also restates those provisions of the 1990 Development Plan which are not hereby amended. These provisions are restated only for convenience of reference in a single document, and it is intended that the force and authority of these restated provisions continues to arise and derive from the 1990 Development Plan, effective as of January 28, 1991. This Amended Development Plan is intended to represent a new

authorization and approval only insofar as it specifically amends the terms and conditions of the 1990 Development Plan. This Amended Development Plan includes refinements of project and site design as well as other amendments required in response to the passage of time, changes in general economic conditions, and changes in the Project area since the 1990 Development Plan was approved.

In accordance with the requirements of Section 3-1A.a. and Article 26A of the Boston Zoning Code (the "Zoning Code"), this Amended Development Plan sets forth information on the development of the Project, including the proposed location and appearance of structures, open spaces and landscaping, the proposed uses, the proposed dimensions of structures, the proposed densities, the proposed traffic circulation, parking and loading facilities, access to public transportation and other major elements of the Project.

II. DEVELOPER:

The Developer of the Project is Commonwealth Flats Development Limited Partnership. The business address, telephone number and designated contacts for the Developer are:

Commonwealth Flats Development Limited

Partnership

c/o The John Drew Company

Suite 50

World Trade Center Boston

Boston, MA 02110

(617) 439-5240

Designated Contacts: John E. Drew; Brian F. Dacey

In addition to developing the existing World Trade Center Boston ("WTCB"), the development team has been involved in various other developments in the City of Boston which are listed on Exhibit A. Also provided on Exhibit A are the names and addresses of the financially involved participants in the development team.

The architects and planners for the Project are as follows:

Architects:

Master Plan/WTC East & WTC West

CBT/Childs Bertman, Tseckares, Inc.

306 Dartmouth Street

Boston, MA 02116

(617) 262-4354

Designated Contact: Richard J. Bertman

WTC Hotel/Garage

The Stubbins Associates, Inc.

1033 Massachusetts Avenue

Cambridge, MA 02138

(617) 491-6450

Designated Contact: Richard Green

III. SITE DESCRIPTION:

Located on the Commonwealth Flats in South Boston, the proposed WTCB expansion site is due south of the existing WTCB. The Massachusetts Port Authority ("Massport") owns this approximately 8-acre site, which is to be leased to the Developer under long term lease agreements.

The land which is the subject of this Amended Development Plan consists of the parcels of land abutting on Northern Avenue, as more particularly described on Exhibit B and shown on Drawing No. S-1 listed in Exhibit C (the "Project Site"). Viaduct Street, which bifurcates the Project Site on the north-south axis, is elevated approximately thirty (30) feet above grade, providing access from Summer Street to the second level of WTCB. The majority of the Project Site is currently used for parking, with the exception of the three one-story structures housing the Pier Grille Restaurant, Pier Transmission and F.J. O'Hara.

IV. GENERAL DESCRIPTION OF PROPOSED PROJECT:

This Amended Development Plan proposes the development of three new structures which are intended to be used primarily for office, hotel, exhibition and conference and retail space. The location, form, dimensions and appearance of structures are described in Section V and shall generally conform to the Plans and Drawings listed in Exhibit C. None of the existing structures on the Project Site will be retained.

Development Program

A total of up to 1,305,000 gross square feet (s.f.) of space will be constructed at the Project Site under this Amended Development Plan. The breakdown by building and by projected primary use is shown on the following chart:

	<u>WTC East</u>	<u>WTC Hotel</u>	<u>WTC West</u>	<u>Total Project</u>
Office*	470,000	0	495,000	965,000
Retail*	15,000	15,000	20,000	50,000
Hotel*	0	up to 290,000	0	up to 290,000
Aggregate s.f.**	485,000	up to 305,000	515,000	up to 1,305,000
Stories	18	up to 16	19	--
Height***	230 ft.	up to 177 ft.	245 ft.	--
Parking Spaces**	0	1,275	325	1,600

* Identifies primary uses; actual uses may include without limitation, restaurant, exhibition and conference and other permitted uses. For WTC Hotel, retail includes lobby, lounge, restaurant and hotel retail.

** The amount of square footage and the number of parking spaces shown is approximate.

*** Heights in this Amended Development Plan are expressed consistently with the definition of "Building Height" contained in Appendix A to Article 42E of the Zoning Code. The heights of the buildings comprising the Project as constructed may vary depending upon the height of floors provided that the height of each building as constructed is in "Substantial Accord" (as such term is defined in Article 42E) with the maximum building height specified in this Amended Development Plan.

V. LOCATION, FORM, DIMENSIONS AND APPEARANCE OF STRUCTURES:

The Project which is the subject of this Amended Development Plan will consist of three new structures, ranging in height from sixteen (16) stories to nineteen (19) stories. For purposes of identification in this Amended Development Plan, such structures will hereafter be referred to as WTC East, WTC Hotel and WTC West.¹ A chart showing the Development Program is included in Section IV above and the location, form, dimensions and appearance of the proposed structures are shown on the various plans and drawings listed in Exhibit C.

WTC West, to be located directly southwest of Northern Avenue and Viaduct Street, will include 515,000 s.f. of space to be used primarily for retail and office purposes. The retail space will be concentrated on the perimeter of the lower floors, generating street-level pedestrian activity. This building will incorporate multiple stepbacks away from the waterfront to a total height of nineteen (19) stories (approximately 245 ft). WTC West's facade will complement the historic character of the Beaux Arts Headhouse on Commonwealth Pier without attempting to replicate it. WTC West will be constructed of materials compatible with the Headhouse and surrounding Fort Point Waterfront area, primarily precast concrete and brick masonry. Approximately 325 parking

¹ The portions of WTCB located to the south of Northern Avenue are expected to ultimately consist of four mixed-use buildings. These four buildings have been referred to in various filings with City and State regulatory authorities as Two WTC, Three WTC and Four WTC, respectively. WTC West was previously referred to as Two WTC. WTC Hotel and WTC East were previously referred to as Three WTC. WTC South, previously referred to as Four WTC, located to the south of WTC West, is not a part of this Amended Development Plan.

spaces will be provided below grade as part of the construction of WTC West.

Two buildings, WTC Hotel and WTC East will be located southeast of Northern Avenue and Viaduct Street. They will relate to each other and to WTC West in terms of design, while maintaining their own individual form. The WTC Hotel consisting of up to 305,000 s.f. of space devoted primarily to hotel and retail uses and currently projected to contain four hundred and twenty-nine (429) rooms will be housed in a building to be located immediately adjacent to Viaduct Street. The hotel structure will be set back away from Viaduct Street to preserve the north-south view corridor to the existing Headhouse on Commonwealth Pier. The base of the WTC Hotel building will house parking for 1,275 vehicles. One or more levels of the WTC Hotel parking garage may be used as exhibition and conference space from time to time provided that the parking spaces contained in such level(s) are not then required to meet the parking space demand for the Project. The roof of the parking structure will incorporate a rebuilt Viaduct Street along with an ancillary arrival plaza for the project.

WTC East will be located to the east of the WTC Hotel building. WTC East will consist of 485,000 s.f. of space to be used primarily for retail and office purposes. WTC East will be separated from WTC Hotel by Seaport Lane, a new vehicular and pedestrian way. WTC East will be set back from Northern Avenue to provide a transition to the waterfront and to complement the

public open space area proposed to the east at the corner of Northern Avenue and D Street. Retail and other public uses contained in WTC East will open on to this public open space. The building will be constructed of masonry materials, primarily brick and precast concrete, which will be compatible with the existing buildings in the area and with the other WTC buildings. WTC East will not contain any parking. WTC East and WTC Hotel will both also reinforce pedestrian activity with ground level retail access, as specified in Section 42E-21.2 of Article 42E of the Zoning Code, discussed below.

Between WTC Hotel and WTC West will be a multi-level open space area intended for active public use at both the ground and Viaduct Street levels (the "Viaduct Plaza"). The Viaduct Plaza will be directly accessible from the WTC Hotel and connected to WTC West by an enclosed east-west pedestrian bridge. Viaduct Street will be incorporated in the Viaduct Plaza, allowing vehicles coming from the South to drop passengers off at the building entrances to the east and west of Viaduct Street. Ramp Street will be removed and its location incorporated into the Project Site to maintain a consistent street wall along the proposed new urban boulevard, New Congress Street.

Permitted Uses

The permitted uses on the Project Site are as set forth on Exhibit D, attached hereto. Project uses include office, hotel, exhibition and conference facilities, retail, restaurant and

related and ancillary uses. It is intended that all uses listed on Exhibit D are to be allowed uses at the Project Site, and to the extent that such uses are inconsistent with the use regulations set forth in Section 42E-21 of Article 42E, such inconsistent regulations shall be deemed to be expressly modified by this Amended Development Plan.

VI. PHASING PLAN

The Developer intends to construct the buildings comprising the Project in separate phases, as shown below, and intends to commence and complete construction of the buildings comprising the Project substantially in accordance with the following schedule:

	<u>Approximate Construction Commencement Date</u>	<u>Approximate Construction Completion Date</u>
WTC Hotel, including 1,275 parking space garage	1996	Approximately three years after commencement date
WTC East	1998	Approximately three years after commencement date
WTC West, including 325 parking space garage	2001	Approximately three years after commencement date

Maintaining the foregoing schedule will depend upon continued market demand for the uses included, the availability of construction labor and materials, and stability in the larger

economy. So long as construction on any one building commences within two years of the applicable date set forth in this Section VI, the issuance of the first permit for the Project shall be deemed to be the issuance of a permit for the entire Project for the purpose of applying Section 5 of Chapter 665 of the Acts of 1956, as amended. Delays arising from litigation challenging project permits or approvals or similar proceedings brought against or affecting the Project or the Developer shall extend the schedule for a period equal to the delay.

VII. PEDESTRIAN CIRCULATION PLAN:

The Project will significantly enhance the pedestrian environment in the immediate area. New pedestrian amenities, shown on WTC Hotel Drawing No. 1 listed in Exhibit C, include, (i) the Viaduct Plaza, which will serve as the main entrance and drop-off for WTC Hotel and will also be designed to accommodate major public events or private gatherings that may be hosted by the WTCB or community groups. The Viaduct Plaza will also provide elevated views to the waterfront and the historic Headhouse; (ii) two through-block ground-level pedestrian corridors, the new Seaport Lane and the pedestrian corridor between WTC West and WTC Hotel, from Northern Avenue to New Congress Street; (iii) new street-level frontage along Northern Avenue, New Congress Street, B Street and Viaduct Street, which will include uses and other amenities that will make these streets attractive and busy walking environments; (iv) a landscaped open space area at the corner of Northern Avenue and D Street; (v) a system of enclosed

pedestrian walkways connecting each of the proposed buildings to each other and to WTCB; and (vi) enhanced pedestrian access to the waterfront in the spirit of Harborwalk goals and objectives.

VIII. VEHICULAR CIRCULATION PLAN:

The principal access to and from the Project Site is from Northern Avenue as indicated on the Site Plan included as Drawing No. 1 listed in Exhibit C. Access points to the on site parking in the WTC Hotel building will be provided on Northern Avenue and on New Congress Street below the Viaduct bridge and, primarily for valet parking, at the Viaduct Plaza. The main entrance to the hotel will be on Seaport Lane. The main entrance to WTC East will be on Northern Avenue, with a secondary entrance on New Congress Street. Access to the parking areas of WTC West is planned from both Northern Avenue and B Street.

IX. PARKING AND LOADING FACILITIES:

Transportation Access Plan

A Transportation Access Plan (the "Access Plan") will be implemented in cooperation with the Boston Transportation Department in part to minimize any adverse impacts of the parking for the Project and to ensure that loading facilities are used efficiently. In accordance with the provisions of Section 42E-20.3. of Article 42E, the Access Plan must reasonably demonstrate that a vehicle trip generation rate of 1.0 vehicle per hour per

1,000 square feet of the uses described in such Section 42E-20.3., in the aggregate will not be exceeded during the morning peak hours of 7:00 a.m. to 9:30 a.m.

Parking Plan

The WTC Hotel will house 1,275 parking spaces with three levels below grade and two half levels above grade. The precise dimensions and layout of the parking areas shall be established in the course of completion of the Development Review Process described below. Three hundred and twenty-five (325) parking spaces will be created in connection with the construction of WTC West. As at present, bus parking for exhibition space events will be accommodated on the Massport Haul Road.

Both the Project and contemplated highway and transportation improvements in the vicinity of the Project Site will cause the elimination of some of the existing parking areas for WTCB. The Developer's agreement with Massport stipulates that Massport will provide replacement parking for WTCB.

Parking as Permitted Use

Approval of this Amended Development Plan by the Boston Redevelopment Authority (the "Authority") and the Boston Zoning Commission shall constitute approval of all parking facilities associated with the Project for all purposes of the Zoning Code.

Loading Areas

Deliveries by cars and small vans will be encouraged to occur through the loading dock for the WTC Hotel. Occasionally, such deliveries will also occur off the Viaduct level for WTC Hotel, and WTC West or from within the garage for WTC Hotel. WTC East car and small van deliveries will be permitted from Seaport Lane. For larger deliveries by vans and trucks, off-street loading and unloading facilities will be provided as shown on the drawings listed in Exhibit C. For WTC Hotel, access to these loading facilities will be from New Congress Street. In accordance with Section 42E-9. of Article 42E, a trash compactor and an area for the separation, temporary storage and collection of recyclable materials will be provided.

X. ACCESS TO PUBLIC TRANSPORTATION:

The Developer proposes to continue to operate the WTCB Shuttle Bus System from South Station and Downtown Boston. South Station is a major regional transportation center with rapid transit, commuter rail and express bus service. Also, the Massachusetts Bay Transportation Authority (the "MBTA") is currently managing the construction of the South Boston Piers Transitway which will create an underground bus connection between South Station, the Federal Courthouse and WTC. This line is planned to eventually connect to Boylston Street station and be serviced by light rail vehicles or high capacity electric or electric/diesel buses. In

addition, the MBTA currently operates two bus routes directly serving WTCB.

XI. OPEN SPACES AND STREETSCAPES:

The Project will contribute significantly to the provision of open space in the Fort Point Waterfront through the creation of the following three distinct outdoor spaces: a) the Viaduct level plaza, b) the ground level pedestrian corridor between WTC West and WTC Hotel and c) the off-site landscaped open space area at the intersection of Northern Avenue and D Street. Also the construction of Seaport Lane will provide additional pedestrian and visual access to the waterfront.

The landscaped open space to be located at the intersection of D Street and Northern Avenue will be a series of hard and soft surfaces that will provide a transition from the Project Site to the maritime and industrial uses to the East. It will visually serve to connect the areas to the South with the Fish Pier and harbor, and will also serve to denote the terminus of the proposed New Congress Street.

Generally, on-site open spaces will be enhanced through the use of elements of special architectural character and landscaping, including trees, benches, viewing areas, and public art.

Pedestrian access from the lower to the upper level open spaces will be provided from Northern Avenue via clearly demarcated staircases.

The open space and streetscape plans are also described in Section V of this Amended Development Plan and are shown on the Drawings listed in Exhibit C.

XII. DEVELOPMENT REVIEW PROCEDURES:

Development Review

The design of the Project is subject to review under Article 31 of the Zoning Code by the Authority in accordance with its "Development Review Procedures," dated 1985 as revised in 1986 (the "Development Review Procedures"). Concurrent with consideration of the 1990 Development Plan, the Developer submitted schematic design plans for the Project which received schematic review approval under the Development Review Procedures.

As is the case with any project of this scope, and as a result of the various reviews of the Project to be undertaken in connection with the securing of all permits and approvals required, changes to the Project may need to be made. Any such changes which affect site improvements, use of the Project Site, exterior facades, roofscape and interior and exterior public spaces will be subject to the approval of the Director of the Authority pursuant to the Development Review Procedures, without further Board action, unless the Director determines the changes are not consistent with this Amended Development Plan.

The Project is also subject to review by the Boston Civic Design Commission, under Article 28 of the Zoning Code.

Zoning

If the Project is constructed in accordance with this Amended Development Plan, the Project will be in compliance with Article 42E of the Zoning Code and no exceptions or conditional use permits under the Zoning Code will be required under any provision of the Zoning Code.

Possible Future Expansion and Division of the Project Site

The Project Site may in the future be further divided into separate parcels (fee, leasehold, condominium or otherwise). Any such division shall be deemed consistent with this Amended Development Plan and the applicable requirements of the Zoning Code. In the case of any such division, individual parcel lot lines (whether for fee ownership, condominium, leasehold or other purposes) which may be created shall be disregarded for the purpose of this Amended Development Plan and the Zoning Code; and any calculations for purposes of determining compliance of the Project with the FAR and open space requirements of Article 42E shall continue to be based on the total build-out on the entire Project Site.

In the event that this Amended Development Plan is further amended to add additional site area to the Project, open space

and FAR may, at the election of the project proponent, be computed on an aggregate basis for all of the land governed by such amended Amended Development Plan, provided that, as of the date of any such computation, all such land is in common ownership. In any event off-street parking located in a building or structure beneath or adjacent to an elevated roadway or viaduct and permitted in this Amended Development Plan shall not be included in the FAR computation for the Project.

It is contemplated that certain portions of the Project Site which are presently included in the Lot Area, as such term is defined in the Zoning Code, of the Project are to be used for the construction of certain streets open to the public, including, the expansion of B Street and the construction of Seaport Lane and New Congress Street. To the extent that the proponent of the Project or the owner of the Project Site constructs or causes the construction of (a) street(s) open to the public within the Project Site at no cost or expense to the City of Boston, the Authority, or any City department or agency, then the area of such public street(s) may continue to be included in the Lot Area of the Project for the limited purpose of computing FAR.

XIII. DEVELOPMENT IMPACT PROJECT CONTRIBUTIONS:

DIP Contribution

As required under Section 26A-3 of the Zoning Code, the Developer entered into a Development Impact Project Agreement with the

Authority dated as of January 8, 1991 (the "DIP Agreement"). In connection with this Amended Development Plan, the Developer will enter into a Supplementary Agreement with respect to the DIP Agreement and certain other agreements entered into in connection with the 1990 Development Plan acknowledging that this Amended Development Plan has been substituted for the 1990 Development Plan referenced in the DIP Agreement and in all other respects confirming the DIP Agreement. Pursuant to the DIP Agreement, as acknowledged and confirmed by this Supplementary Agreement, the Developer will be responsible for making a Development Impact Project Contribution (the "DIP Contribution") with regard to the Project. The DIP Contribution shall be made, at the Developer's option, by: (i) the grant and payment by the Developer of a sum of money payable at the times and in the manner and under the conditions specified in the DIP Agreement (referred to in said Section 26A-3 as the "Housing Contribution Grant"), (ii) the creation by the Developer of low and moderate income housing units at a cost at least equal to the amount of the Housing Contribution Grant and under the conditions specified in the DIP Agreement (referred to in said Section 26A-3 as the "Housing Creation Option"), or (iii) a combination of items (i) and (ii) above. Should the Developer's obligation with regard to the DIP Contribution for all of the buildings included in this Amended Development Plan be satisfied solely in the form of a Housing Contribution Grant, (and assuming that there is no subsequent adjustment to the obligation of the Developer, as provided in the DIP Agreement) total payments from the Developer would equal

approximately six million twenty-five thousand (\$6,025,000) dollars calculated as indicated in Exhibit E.

The Developer intends to propose to the Neighborhood Housing Trust that at least fifty (50%) percent of such funds be reserved for a program to provide low-interest home improvement loans to South Boston residents. The balance of such funds could be used by the Neighborhood Housing Trust for creating affordable housing throughout the City.

Jobs Contribution Grant

As required under Section 26B-3 of the Boston Zoning Code, the Developer will also be responsible for making a Jobs Contribution Grant with regard to the Project. The Jobs Contribution Grant shall be payable at the times, in the manner and under the conditions specified in the DIP Agreement. It is anticipated that (assuming that there is no subsequent adjustment to the obligation of the Developer, as provided in the DIP Agreement) the total Jobs Contribution Grant for all of the buildings will equal approximately one million two hundred five thousand (\$1,205,000) dollars calculated as shown on Exhibit E.

Day Care Facilities

In accordance with Section 42E-21. of Article 42E, the Developer must provide day care facilities or payments in support of such

facilities in accordance with this Amended Development Plan. Pursuant to this Amended Development Plan, it is agreed that the Developer will provide (i) upon completion of the first to be constructed of WTC East or WTC West a contribution of one hundred twenty thousand (\$120,000) dollars to a trust to be formed by the Authority in consultation with the Fort Point Citizens Advisory Committee for the purpose of providing financial assistance to day care facilities located in the South Boston neighborhood (hereinafter referred to as the "Day Care Trust") and (ii) facilities on-site for the operation of 4,000 s.f. of day care facilities by the date that the second to be constructed of WTC East or WTC West is completed, with such facilities to be housed in either WTC East or WTC West (or both such buildings).

Facilities of Public Accommodation

As required by Section 42E-21.2. of Article 42E, the Developer will provide indoor Facilities of Public Accommodation in such amounts and in accordance with the phasing schedule set forth in Exhibit G.

XIV. PUBLIC BENEFITS:

The Project, which will include first class office, hotel and retail space will significantly advance the revitalization of the Fort Point Waterfront begun with the renovation of the Fish Pier and Commonwealth Pier. If the expansion of WTCB does not proceed it is anticipated that the existing structures and parking spaces

on the Project Site would remain essentially unchanged. The benefits of this alternative for the Fort Point Waterfront area, the City, and the Commonwealth would be little, especially since the existing structures are deteriorating with age, and the City's zoning plans call for more active and productive use of this land.

The completed Project with an emphasis on suitable space and services for international trade interests and general commerce, will provide an appropriate transition between anticipated future commercial development to the west and the existing industrial and maritime uses to the east. As discussed in more detail above, the provision of improved vehicular and pedestrian access and the creation of public open spaces will provide vital new public amenities for the City and its people.

A schedule describing in detail the public benefits and improvements to be generated by the Project is attached as Exhibit F and a description of the phase of the Project in which each public benefit and improvement is to be provided is attached as Exhibit G.

Job Creation

The Project will create approximately 1,300 construction jobs. When completed, the Project will add 5,500 permanent jobs in addition to the existing 2,200 employees working at WTCB.

An aggressive program to be funded from the Jobs Contribution Grant for recruiting Boston residents, minorities, women, and residents of the South Boston neighborhood for both construction and permanent jobs will ensure that benefits flow to those most in need of employment opportunities.

Fiscal Benefits

Upon completion, it is estimated that the Project will generate approximately \$3,800,000.00 of new annual property tax revenues for the City of Boston. In addition, significant income, sales and hotel tax revenues will be generated for the Commonwealth.

Traffic and Transportation Mitigation Measures and Improvements

The Developer, the BTD and the Authority have agreed that the Access Plan will provide that the Developer will implement an on-site demand reduction/ management program which will include the designation of a Transportation Coordinator who will be responsible for information dissemination to tenants and the coordination of all transportation programs. In 1993-1994 the Developer took a lead role in creating a Transportation Management Association ("TMA") for the Fort Point Waterfront District. The purpose of the TMA is to provide a mechanism for the coordination of individual transportation programs among the large number of public and private interests in the area.

In addition, the Final Project Impact Report ("FPIR") submitted by the Developer to the Authority pursuant to Article 31 of the Zoning Code has identified a program of recommended intersection improvements associated with the construction of the Project, including the existing intersection at Congress Street/Sleeper Street and the proposed intersections at Summer Street/E Street Extension, Northern Avenue/Seaport Lane and Northern Avenue/Re-aligned B Street.

Discussions between the Developer and the BTB have led to an agreement in concept that the Developer will contribute a fair-share amount to such improvements, based on a formula to be developed by the BTB in consultation with the proponent, which reflects the relative contribution of WTCB traffic to the needed improvements. The Developer shall contribute such fair-share amount if BTB has established agreements with other area developers and owners to fund their fair share of such improvements. This formula cannot be determined until the completion of additional planning studies of the area street network, but current estimates establish this amount at \$100,000. These studies will be undertaken shortly by BTB in response to the State's revised plan for the South Boston interchange. The BTB has assured the proponent that, once agreement is reached, the identified improvements will be constructed and operational when WTC East, WTC West and WTC Hotel are fully occupied.

Streetscape and Open Space Improvements

As described in Sections V and XI, the Project will include numerous improvements to the streetscape in the area of the Project Site and various public open spaces, including the creation by Massport of a landscaped open space area at the intersection of Northern Avenue and D Street.

Infrastructure Improvements

The Northern Avenue area sewer system underwent extensive upgrading during the period 1985 through 1990. This upgrading was undertaken by Massport, the owner of the Project Site, and the Boston Water and Sewer Commission ("BWSC") in anticipation of and to facilitate future development in the area, including the Project.

The recent sewer improvement program is more particularly described in the FPIR and includes the installation in 1985 of 18-inch and 30-inch diameter sections to the sewer system, and the replacement of the pump station itself in 1987. The configuration of the system was the result of recommendations presented in a November 1982 report commissioned by Massport and prepared by O'Brien & Gere Engineers, Inc.

As discussed in more detail in the FPIR, infiltration and inflow is not a major concern with the area sewer system due to the relatively new construction and there are no combined sewers or combined sewer overflows in or near the vicinity of the Project

Site. The separate sanitary and storm systems in Northern Avenue that will service the Project are systems that were installed as part of the 1985 Northern Avenue Sewer improvements and are in good condition. As with the sanitary system, the storm drain system that exists within the area of the Project is the result of the improvement programs initiated by Massport and BWSC.

As a result of the above-described improvements, the capacity of the sewer and storm drain systems in the area of the Project are more than adequate to service the Project.

* * *

BPA : 3/16/95
ZC : 4/12/95
EFFECTIVE : 4/14/95

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This Amended and Restated Development Plan and Development Impact Project Plan (the "Amended Development Plan") will encompass the construction of three buildings on the southern side of Northern Avenue as shown on the plans and drawings listed in Exhibit C (the "Project"). This Amended Development Plan amends the combined Development Plan and Development Impact Project Plan for Planned Development Area No. 40 dated November 20, 1990 (the "1990 Development Plan") which was approved by vote of the Boston Redevelopment Authority on December 13, 1990 and adopted by vote of the Boston Zoning Commission on January 9, 1991 as Boston Zoning Code Map Amendment No. 256, effective January 28, 1991. This Amended Development Plan also restates those provisions of the 1990 Development Plan which are not hereby amended. These provisions are restated only for convenience of reference in a single document, and it is intended that the force and authority of these restated provisions continues to arise and derive from the 1990 Development Plan, effective as of January 28, 1991. This Amended Development Plan is intended to represent a new

authorization and approval only insofar as it specifically amends the terms and conditions of the 1990 Development Plan. This Amended Development Plan includes refinements of project and site design as well as other amendments required in response to the passage of time, changes in general economic conditions, and changes in the Project area since the 1990 Development Plan was approved.

In accordance with the requirements of Section 3-1A.a. and Article 26A of the Boston Zoning Code (the "Zoning Code"), this Amended Development Plan sets forth information on the development of the Project, including the proposed location and appearance of structures, open spaces and landscaping, the proposed uses, the proposed dimensions of structures, the proposed densities, the proposed traffic circulation, parking and loading facilities, access to public transportation and other major elements of the Project.

II. DEVELOPER:

The Developer of the Project is Commonwealth Flats Development Limited Partnership. The business address, telephone number and designated contacts for the Developer are:

Commonwealth Flats Development Limited

Partnership

c/o The John Drew Company

Suite 50

World Trade Center Boston

Boston, MA 02110

(617) 439-5240

Designated Contacts: John E. Drew; Brian F. Dacey

In addition to developing the existing World Trade Center Boston ("WTCB"), the development team has been involved in various other developments in the City of Boston which are listed on Exhibit A. Also provided on Exhibit A are the names and addresses of the financially involved participants in the development team.

The architects and planners for the Project are as follows:

Architects:

Master Plan/WTC East & WTC West

CBT/Childs Bertman, Tseckares, Inc.

306 Dartmouth Street

Boston, MA 02116

(617) 262-4354

Designated Contact: Richard J. Bertman

WTC Hotel/Garage

The Stubbins Associates, Inc.

1033 Massachusetts Avenue

Cambridge, MA 02138

(617) 491-6450

Designated Contact: Richard Green

III. SITE DESCRIPTION:

Located on the Commonwealth Flats in South Boston, the proposed WTCB expansion site is due south of the existing WTCB. The Massachusetts Port Authority ("Massport") owns this approximately 8-acre site, which is to be leased to the Developer under long term lease agreements.

The land which is the subject of this Amended Development Plan consists of the parcels of land abutting on Northern Avenue, as more particularly described on Exhibit B and shown on Drawing No. S-1 listed in Exhibit C (the "Project Site"). Viaduct Street, which bifurcates the Project Site on the north-south axis, is elevated approximately thirty (30) feet above grade, providing access from Summer Street to the second level of WTCB. The majority of the Project Site is currently used for parking, with the exception of the three one-story structures housing the Pier Grille Restaurant, Pier Transmission and F.J. O'Hara.

IV. GENERAL DESCRIPTION OF PROPOSED PROJECT:

This Amended Development Plan proposes the development of three new structures which are intended to be used primarily for office, hotel, exhibition and conference and retail space. The location, form, dimensions and appearance of structures are described in Section V and shall generally conform to the Plans and Drawings listed in Exhibit C. None of the existing structures on the Project Site will be retained.

Development Program

A total of up to 1,305,000 gross square feet (s.f.) of space will be constructed at the Project Site under this Amended Development Plan. The breakdown by building and by projected primary use is shown on the following chart:

	<u>WTC East</u>	<u>WTC Hotel</u>	<u>WTC West</u>	<u>Total Project</u>
Office*	470,000	0	495,000	965,000
Retail*	15,000	15,000	20,000	50,000
Hotel*	0	up to 290,000	0	up to 290,000
Aggregate s.f.**	485,000	up to 305,000	515,000	up to 1,305,000
Stories	18	up to 16	19	--
Height***	230 ft.	up to 177 ft.	245 ft.	--
Parking Spaces**	0	1,275	325	1,600

* Identifies primary uses; actual uses may include without limitation, restaurant, exhibition and conference and other permitted uses. For WTC Hotel, retail includes lobby, lounge, restaurant and hotel retail.

** The amount of square footage and the number of parking spaces shown is approximate.

*** Heights in this Amended Development Plan are expressed consistently with the definition of "Building Height" contained in Appendix A to Article 42E of the Zoning Code. The heights of the buildings comprising the Project as constructed may vary depending upon the height of floors provided that the height of each building as constructed is in "Substantial Accord" (as such term is defined in Article 42E) with the maximum building height specified in this Amended Development Plan.

V. LOCATION, FORM, DIMENSIONS AND APPEARANCE OF STRUCTURES:

The Project which is the subject of this Amended Development Plan will consist of three new structures, ranging in height from sixteen (16) stories to nineteen (19) stories. For purposes of identification in this Amended Development Plan, such structures will hereafter be referred to as WTC East, WTC Hotel and WTC West.¹ A chart showing the Development Program is included in Section IV above and the location, form, dimensions and appearance of the proposed structures are shown on the various plans and drawings listed in Exhibit C.

WTC West, to be located directly southwest of Northern Avenue and Viaduct Street, will include 515,000 s.f. of space to be used primarily for retail and office purposes. The retail space will be concentrated on the perimeter of the lower floors, generating street-level pedestrian activity. This building will incorporate multiple setbacks away from the waterfront to a total height of nineteen (19) stories (approximately 245 ft). WTC West's facade will complement the historic character of the Beaux Arts Headhouse on Commonwealth Pier without attempting to replicate it. WTC West will be constructed of materials compatible with the Headhouse and surrounding Fort Point Waterfront area, primarily precast concrete and brick masonry. Approximately 325 parking

¹ The portions of WTCB located to the south of Northern Avenue are expected to ultimately consist of four mixed-use buildings. These four buildings have been referred to in various filings with City and State regulatory authorities as Two WTC, Three WTC and Four WTC, respectively. WTC West was previously referred to as Two WTC. WTC Hotel and WTC East were previously referred to as Three WTC. WTC South, previously referred to as Four WTC, located to the south of WTC West, is not a part of this Amended Development Plan.

spaces will be provided below grade as part of the construction of WTC West.

Two buildings, WTC Hotel and WTC East will be located southeast of Northern Avenue and Viaduct Street. They will relate to each other and to WTC West in terms of design, while maintaining their own individual form. The WTC Hotel consisting of up to 305,000 s.f. of space devoted primarily to hotel and retail uses and currently projected to contain four hundred and twenty-nine (429) rooms will be housed in a building to be located immediately adjacent to Viaduct Street. The hotel structure will be set back away from Viaduct Street to preserve the north-south view corridor to the existing Headhouse on Commonwealth Pier. The base of the WTC Hotel building will house parking for 1,275 vehicles. One or more levels of the WTC Hotel parking garage may be used as exhibition and conference space from time to time provided that the parking spaces contained in such level(s) are not then required to meet the parking space demand for the Project. The roof of the parking structure will incorporate a rebuilt Viaduct Street along with an ancillary arrival plaza for the project.

WTC East will be located to the east of the WTC Hotel building. WTC East will consist of 485,000 s.f. of space to be used primarily for retail and office purposes. WTC East will be separated from WTC Hotel by Seaport Lane, a new vehicular and pedestrian way. WTC East will be set back from Northern Avenue to provide a transition to the waterfront and to complement the

public open space area proposed to the east at the corner of Northern Avenue and D Street. Retail and other public uses contained in WTC East will open on to this public open space. The building will be constructed of masonry materials, primarily brick and precast concrete, which will be compatible with the existing buildings in the area and with the other WTC buildings. WTC East will not contain any parking. WTC East and WTC Hotel will both also reinforce pedestrian activity with ground level retail access, as specified in Section 42E-21.2 of Article 42E of the Zoning Code, discussed below.

Between WTC Hotel and WTC West will be a multi-level open space area intended for active public use at both the ground and Viaduct Street levels (the "Viaduct Plaza"). The Viaduct Plaza will be directly accessible from the WTC Hotel and connected to WTC West by an enclosed east-west pedestrian bridge. Viaduct Street will be incorporated in the Viaduct Plaza, allowing vehicles coming from the South to drop passengers off at the building entrances to the east and west of Viaduct Street. Ramp Street will be removed and its location incorporated into the Project Site to maintain a consistent street wall along the proposed new urban boulevard, New Congress Street.

Permitted Uses

The permitted uses on the Project Site are as set forth on Exhibit D, attached hereto. Project uses include office, hotel, exhibition and conference facilities, retail, restaurant and

related and ancillary uses. It is intended that all uses listed on Exhibit D are to be allowed uses at the Project Site, and to the extent that such uses are inconsistent with the use regulations set forth in Section 42E-21 of Article 42E, such inconsistent regulations shall be deemed to be expressly modified by this Amended Development Plan.

VI. PHASING PLAN

The Developer intends to construct the buildings comprising the Project in separate phases, as shown below, and intends to commence and complete construction of the buildings comprising the Project substantially in accordance with the following schedule:

	<u>Approximate Construction Commencement Date</u>	<u>Approximate Construction Completion Date</u>
WTC Hotel, including 1,275 parking space garage	1996	Approximately three years after commencement date
WTC East	1998	Approximately three years after commencement date
WTC West, including 325 parking space garage	2001	Approximately three years after commencement date

Maintaining the foregoing schedule will depend upon continued market demand for the uses included, the availability of construction labor and materials, and stability in the larger

economy. So long as construction on any one building commences within two years of the applicable date set forth in this Section VI, the issuance of the first permit for the Project shall be deemed to be the issuance of a permit for the entire Project for the purpose of applying Section 5 of Chapter 665 of the Acts of 1956, as amended. Delays arising from litigation challenging project permits or approvals or similar proceedings brought against or affecting the Project or the Developer shall extend the schedule for a period equal to the delay.

VII. PEDESTRIAN CIRCULATION PLAN:

The Project will significantly enhance the pedestrian environment in the immediate area. New pedestrian amenities, shown on WTC Hotel Drawing No. 1 listed in Exhibit C, include, (i) the Viaduct Plaza, which will serve as the main entrance and drop-off for WTC Hotel and will also be designed to accommodate major public events or private gatherings that may be hosted by the WTCB or community groups. The Viaduct Plaza will also provide elevated views to the waterfront and the historic Headhouse; (ii) two through-block ground-level pedestrian corridors, the new Seaport Lane and the pedestrian corridor between WTC West and WTC Hotel, from Northern Avenue to New Congress Street; (iii) new street-level frontage along Northern Avenue, New Congress Street, B Street and Viaduct Street, which will include uses and other amenities that will make these streets attractive and busy walking environments; (iv) a landscaped open space area at the corner of Northern Avenue and D Street; (v) a system of enclosed

pedestrian walkways connecting each of the proposed buildings to each other and to WTCB; and (vi) enhanced pedestrian access to the waterfront in the spirit of Harborwalk goals and objectives.

VIII. VEHICULAR CIRCULATION PLAN:

The principal access to and from the Project Site is from Northern Avenue as indicated on the Site Plan included as Drawing No. 1 listed in Exhibit C. Access points to the on site parking in the WTC Hotel building will be provided on Northern Avenue and on New Congress Street below the Viaduct bridge and, primarily for valet parking, at the Viaduct Plaza. The main entrance to the hotel will be on Seaport Lane. The main entrance to WTC East will be on Northern Avenue, with a secondary entrance on New Congress Street. Access to the parking areas of WTC West is planned from both Northern Avenue and B Street.

IX. PARKING AND LOADING FACILITIES:

Transportation Access Plan

A Transportation Access Plan (the "Access Plan") will be implemented in cooperation with the Boston Transportation Department in part to minimize any adverse impacts of the parking for the Project and to ensure that loading facilities are used efficiently. In accordance with the provisions of Section 42E-20.3. of Article 42E, the Access Plan must reasonably demonstrate that a vehicle trip generation rate of 1.0 vehicle per hour per

1,000 square feet of the uses described in such Section 42E-20.3., in the aggregate will not be exceeded during the morning peak hours of 7:00 a.m. to 9:30 a.m.

Parking Plan

The WTC Hotel will house 1,275 parking spaces with three levels below grade and two half levels above grade. The precise dimensions and layout of the parking areas shall be established in the course of completion of the Development Review Process described below. Three hundred and twenty-five (325) parking spaces will be created in connection with the construction of WTC West. As at present, bus parking for exhibition space events will be accommodated on the Massport Haul Road.

Both the Project and contemplated highway and transportation improvements in the vicinity of the Project Site will cause the elimination of some of the existing parking areas for WTCB. The Developer's agreement with Massport stipulates that Massport will provide replacement parking for WTCB.

Parking as Permitted Use

Approval of this Amended Development Plan by the Boston Redevelopment Authority (the "Authority") and the Boston Zoning Commission shall constitute approval of all parking facilities associated with the Project for all purposes of the Zoning Code.

Loading Areas

Deliveries by cars and small vans will be encouraged to occur through the loading dock for the WTC Hotel. Occasionally, such deliveries will also occur off the Viaduct level for WTC Hotel, and WTC West or from within the garage for WTC Hotel. WTC East car and small van deliveries will be permitted from Seaport Lane. For larger deliveries by vans and trucks, off-street loading and unloading facilities will be provided as shown on the drawings listed in Exhibit C. For WTC Hotel, access to these loading facilities will be from New Congress Street. In accordance with Section 42E-9. of Article 42E, a trash compactor and an area for the separation, temporary storage and collection of recyclable materials will be provided.

X. ACCESS TO PUBLIC TRANSPORTATION:

The Developer proposes to continue to operate the WTCB Shuttle Bus System from South Station and Downtown Boston. South Station is a major regional transportation center with rapid transit, commuter rail and express bus service. Also, the Massachusetts Bay Transportation Authority (the "MBTA") is currently managing the construction of the South Boston Piers Transitway which will create an underground bus connection between South Station, the Federal Courthouse and WTC. This line is planned to eventually connect to Boylston Street station and be serviced by light rail vehicles or high capacity electric or electric/diesel buses. In

addition, the MBTA currently operates two bus routes directly serving WTCB.

XI. OPEN SPACES AND STREETSCAPES:

The Project will contribute significantly to the provision of open space in the Fort Point Waterfront through the creation of the following three distinct outdoor spaces: a) the Viaduct level plaza, b) the ground level pedestrian corridor between WTC West and WTC Hotel and c) the off-site landscaped open space area at the intersection of Northern Avenue and D Street. Also the construction of Seaport Lane will provide additional pedestrian and visual access to the waterfront.

The landscaped open space to be located at the intersection of D Street and Northern Avenue will be a series of hard and soft surfaces that will provide a transition from the Project Site to the maritime and industrial uses to the East. It will visually serve to connect the areas to the South with the Fish Pier and harbor, and will also serve to denote the terminus of the proposed New Congress Street.

Generally, on-site open spaces will be enhanced through the use of elements of special architectural character and landscaping, including trees, benches, viewing areas, and public art.

Pedestrian access from the lower to the upper level open spaces will be provided from Northern Avenue via clearly demarcated staircases.

The open space and streetscape plans are also described in Section V of this Amended Development Plan and are shown on the Drawings listed in Exhibit C.

XIII. DEVELOPMENT REVIEW PROCEDURES:

Development Review

The design of the Project is subject to review under Article 31 of the Zoning Code by the Authority in accordance with its "Development Review Procedures," dated 1985 as revised in 1986 (the "Development Review Procedures"). Concurrent with consideration of the 1990 Development Plan, the Developer submitted schematic design plans for the Project which received schematic review approval under the Development Review Procedures.

As is the case with any project of this scope, and as a result of the various reviews of the Project to be undertaken in connection with the securing of all permits and approvals required, changes to the Project may need to be made. Any such changes which affect site improvements, use of the Project Site, exterior facades, roofscape and interior and exterior public spaces will be subject to the approval of the Director of the Authority pursuant to the Development Review Procedures, without further Board action, unless the Director determines the changes are not consistent with this Amended Development Plan.

The Project is also subject to review by the Boston Civic Design Commission, under Article 28 of the Zoning Code.

Zoning

If the Project is constructed in accordance with this Amended Development Plan, the Project will be in compliance with Article 42E of the Zoning Code and no exceptions or conditional use permits under the Zoning Code will be required under any provision of the Zoning Code.

Possible Future Expansion and Division of the Project Site

The Project Site may in the future be further divided into separate parcels (fee, leasehold, condominium or otherwise). Any such division shall be deemed consistent with this Amended Development Plan and the applicable requirements of the Zoning Code. In the case of any such division, individual parcel lot lines (whether for fee ownership, condominium, leasehold or other purposes) which may be created shall be disregarded for the purpose of this Amended Development Plan and the Zoning Code; and any calculations for purposes of determining compliance of the Project with the FAR and open space requirements of Article 42E shall continue to be based on the total build-out on the entire Project Site.

In the event that this Amended Development Plan is further amended to add additional site area to the Project, open space

and FAR may, at the election of the project proponent, be computed on an aggregate basis for all of the land governed by such amended Amended Development Plan, provided that, as of the date of any such computation, all such land is in common ownership. In any event off-street parking located in a building or structure beneath or adjacent to an elevated roadway or viaduct and permitted in this Amended Development Plan shall not be included in the FAR computation for the Project.

It is contemplated that certain portions of the Project Site which are presently included in the Lot Area, as such term is defined in the Zoning Code, of the Project are to be used for the construction of certain streets open to the public, including, the expansion of B Street and the construction of Seaport Lane and New Congress Street. To the extent that the proponent of the Project or the owner of the Project Site constructs or causes the construction of (a) street(s) open to the public within the Project Site at no cost or expense to the City of Boston, the Authority, or any City department or agency, then the area of such public street(s) may continue to be included in the Lot Area of the Project for the limited purpose of computing FAR.

XIII. DEVELOPMENT IMPACT PROJECT CONTRIBUTIONS:

DIP Contribution

As required under Section 26A-3 of the Zoning Code, the Developer entered into a Development Impact Project Agreement with the

Authority dated as of January 8, 1991 (the "DIP Agreement"). In connection with this Amended Development Plan, the Developer will enter into a Supplementary Agreement with respect to the DIP Agreement and certain other agreements entered into in connection with the 1990 Development Plan acknowledging that this Amended Development Plan has been substituted for the 1990 Development Plan referenced in the DIP Agreement and in all other respects confirming the DIP Agreement. Pursuant to the DIP Agreement, as acknowledged and confirmed by this Supplementary Agreement, the Developer will be responsible for making a Development Impact Project Contribution (the "DIP Contribution") with regard to the Project. The DIP Contribution shall be made, at the Developer's option, by: (i) the grant and payment by the Developer of a sum of money payable at the times and in the manner and under the conditions specified in the DIP Agreement (referred to in said Section 26A-3 as the "Housing Contribution Grant"), (ii) the creation by the Developer of low and moderate income housing units at a cost at least equal to the amount of the Housing Contribution Grant and under the conditions specified in the DIP Agreement (referred to in said Section 26A-3 as the "Housing Creation Option"), or (iii) a combination of items (i) and (ii) above. Should the Developer's obligation with regard to the DIP Contribution for all of the buildings included in this Amended Development Plan be satisfied solely in the form of a Housing Contribution Grant, (and assuming that there is no subsequent adjustment to the obligation of the Developer, as provided in the DIP Agreement) total payments from the Developer would equal

approximately six million twenty-five thousand (\$6,025,000) dollars calculated as indicated in Exhibit E.

The Developer intends to propose to the Neighborhood Housing Trust that at least fifty (50%) percent of such funds be reserved for a program to provide low-interest home improvement loans to South Boston residents. The balance of such funds could be used by the Neighborhood Housing Trust for creating affordable housing throughout the City.

Jobs Contribution Grant

As required under Section 26B-3 of the Boston Zoning Code, the Developer will also be responsible for making a Jobs Contribution Grant with regard to the Project. The Jobs Contribution Grant shall be payable at the times, in the manner and under the conditions specified in the DIP Agreement. It is anticipated that (assuming that there is no subsequent adjustment to the obligation of the Developer, as provided in the DIP Agreement) the total Jobs Contribution Grant for all of the buildings will equal approximately one million two hundred five thousand (\$1,205,000) dollars calculated as shown on Exhibit E.

Day Care Facilities

In accordance with Section 42E-21. of Article 42E, the Developer must provide day care facilities or payments in support of such

facilities in accordance with this Amended Development Plan. Pursuant to this Amended Development Plan, it is agreed that the Developer will provide (i) upon completion of the first to be constructed of WTC East or WTC West a contribution of one hundred twenty thousand (\$120,000) dollars to a trust to be formed by the Authority in consultation with the Fort Point Citizens Advisory Committee for the purpose of providing financial assistance to day care facilities located in the South Boston neighborhood (hereinafter referred to as the "Day Care Trust") and (ii) facilities on-site for the operation of 4,000 s.f. of day care facilities by the date that the second to be constructed of WTC East or WTC West is completed, with such facilities to be housed in either WTC East or WTC West (or both such buildings).

Facilities of Public Accommodation

As required by Section 42E-21.2. of Article 42E, the Developer will provide indoor Facilities of Public Accommodation in such amounts and in accordance with the phasing schedule set forth in Exhibit G.

XIV. PUBLIC BENEFITS:

The Project, which will include first class office, hotel and retail space will significantly advance the revitalization of the Fort Point Waterfront begun with the renovation of the Fish Pier and Commonwealth Pier. If the expansion of WTCB does not proceed it is anticipated that the existing structures and parking spaces

on the Project Site would remain essentially unchanged. The benefits of this alternative for the Fort Point Waterfront area, the City, and the Commonwealth would be little, especially since the existing structures are deteriorating with age, and the City's zoning plans call for more active and productive use of this land.

The completed Project with an emphasis on suitable space and services for international trade interests and general commerce, will provide an appropriate transition between anticipated future commercial development to the west and the existing industrial and maritime uses to the east. As discussed in more detail above, the provision of improved vehicular and pedestrian access and the creation of public open spaces will provide vital new public amenities for the City and its people.

A schedule describing in detail the public benefits and improvements to be generated by the Project is attached as Exhibit F and a description of the phase of the Project in which each public benefit and improvement is to be provided is attached as Exhibit G.

Job Creation

The Project will create approximately 1,300 construction jobs. When completed, the Project will add 5,500 permanent jobs in addition to the existing 2,200 employees working at WTCB.

An aggressive program to be funded from the Jobs Contribution Grant for recruiting Boston residents, minorities, women, and residents of the South Boston neighborhood for both construction and permanent jobs will ensure that benefits flow to those most in need of employment opportunities.

Fiscal Benefits

Upon completion, it is estimated that the Project will generate approximately \$3,800,000.00 of new annual property tax revenues for the City of Boston. In addition, significant income, sales and hotel tax revenues will be generated for the Commonwealth.

Traffic and Transportation Mitigation Measures and Improvements

The Developer, the BTB and the Authority have agreed that the Access Plan will provide that the Developer will implement an on-site demand reduction/ management program which will include the designation of a Transportation Coordinator who will be responsible for information dissemination to tenants and the coordination of all transportation programs. In 1993-1994 the Developer took a lead role in creating a Transportation Management Association ("TMA") for the Fort Point Waterfront District. The purpose of the TMA is to provide a mechanism for the coordination of individual transportation programs among the large number of public and private interests in the area.

Streetscape and Open Space Improvements

As described in Sections V and XI, the Project will include numerous improvements to the streetscape in the area of the Project Site and various public open spaces, including the creation by Massport of a landscaped open space area at the intersection of Northern Avenue and D Street.

Infrastructure Improvements

The Northern Avenue area sewer system underwent extensive upgrading during the period 1985 through 1990. This upgrading was undertaken by Massport, the owner of the Project Site, and the Boston Water and Sewer Commission ("BWSC") in anticipation of and to facilitate future development in the area, including the Project.

The recent sewer improvement program is more particularly described in the FPIR and includes the installation in 1985 of 18-inch and 30-inch diameter sections to the sewer system, and the replacement of the pump station itself in 1987. The configuration of the system was the result of recommendations presented in a November 1982 report commissioned by Massport and prepared by O'Brien & Gere Engineers, Inc.

As discussed in more detail in the FPIR, infiltration and inflow is not a major concern with the area sewer system due to the relatively new construction and there are no combined sewers or combined sewer overflows in or near the vicinity of the Project

In addition, the Final Project Impact Report ("FPIR") submitted by the Developer to the Authority pursuant to Article 31 of the Zoning Code has identified a program of recommended intersection improvements associated with the construction of the Project, including the existing intersection at Congress Street/Sleeper Street and the proposed intersections at Summer Street/E Street Extension, Northern Avenue/Seaport Lane and Northern Avenue/Re-aligned B Street.

Discussions between the Developer and the BTB have led to an agreement in concept that the Developer will contribute a fair-share amount to such improvements, based on a formula to be developed by the BTB in consultation with the proponent, which reflects the relative contribution of WTCB traffic to the needed improvements. The Developer shall contribute such fair-share amount if BTB has established agreements with other area developers and owners to fund their fair share of such improvements. This formula cannot be determined until the completion of additional planning studies of the area street network, but current estimates establish this amount at \$100,000. These studies will be undertaken shortly by BTB in response to the State's revised plan for the South Boston interchange. The BTB has assured the proponent that, once agreement is reached, the identified improvements will be constructed and operational when WTC East, WTC West and WTC Hotel are fully occupied.

Amended Development Plan and Development
Impact Project Plan for Planned Development
Area No. 40, World Trade Center Boston

Boston Redevelopment Authority on behalf of
Commonwealth Flats Development Limited
Partnership

AMENDED AND RESTATED DEVELOPMENT PLAN
for
PLANNED DEVELOPMENT AREA NO. 40
THE COMMONWEALTH OF MASSACHUSETTS
CITY OF BOSTON
IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, and under Section 3-1A of the Boston Zoning Code, after due report, notice, and hearing and after due consideration of the findings adopted by the Boston Redevelopment Authority on March 16, 1995, does hereby approve the "Amended and Restated Development Plan for Planned Development Area No. 40, World Trade Center Boston" dated March 16, 1995, and approved by the Authority on March 16, 1995. Said Amended and Restated Development Plan and Development Impact Project Plan amends the "Development Plan and Development Impact Project Plan for Planned Development Area No. 40, World Trade Center Boston" dated November 20, 1990, approved by the Authority on December 13, 1990, and approved by the Zoning Commission on January 9, 1991. Said Planned Development Area was designated on "Map 4A Harborpark District: Fort Point Waterfront and Dorchester Bay/Neponset River Waterfront" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, by Map Amendment No. 256 adopted by the Zoning Commission on January 9, 1991, effective January 28, 1991.

*Date of public notice: March 22, 1995 (see St. 1956, c. 665, s.5).

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Amended and Restated Development Plan for Planned Development Area No.40,
World Trade Center Boston

Richard B. Fowler

Chairman

R. H. Man

Vice Chairman

Jean M. McBrath

William E. Taylor

John Bean

Melvin Long

Paul Han

Robert Jordan

James C. Clark

Mary G.

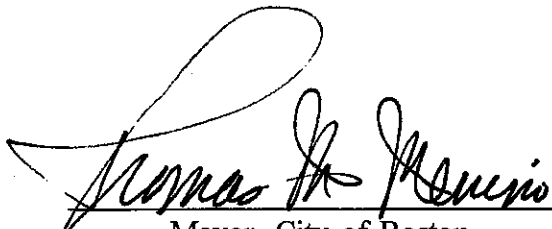
In Zoning Commission

Adopted April 12, 1995

Attest:

Jeffrey M. Hampton
Secretary

Amended and Restated Development Plan for Planned Development Area No. 40, World Trade Center Boston



Mayor, City of Boston

Date: 4/14/95

The foregoing vote was presented to the Mayor on April 13, 1995, and was signed by him on April 14, 1995, whereupon it became effective on April 14, 1995, in accordance with the provisions of Section 3 of Chapter 665 of the Acts of 1956.

Attest: 

Secretary to the Zoning Commission

MEMORANDUM

MARCH 16, 1995

TO: BOSTON REDEVELOPMENT AUTHORITY AND
MARISA LAGO, DIRECTOR

FROM: BRIAN DeLOREY, ASSISTANT DIRECTOR FOR
ECONOMIC DEVELOPMENT

SUBJECT: AMENDMENT TO THE WORLD TRADE CENTER BOSTON
PLANNED DEVELOPMENT AREA PLAN

SUMMARY: This memorandum requests that, in the matter of a request from the Commonwealth Flats Development Limited Partnership to amend the Development Plan and Development Impact Project Plan for Planned Development Area No. 40, dated November 20, 1990 and approved by the BRA Board on December 13, 1990, to reflect design refinements and schedule changes, the Boston Redevelopment Authority (1) adopts the attached findings and resolutions approving the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 40, dated March 16, 1995 and (2) authorizes the Director to petition the Zoning Commission to approve said Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 40, dated March 16, 1995.

INTRODUCTION

The Commonwealth Flats Development Limited Partnership acting through the John Drew Company proposes to amend the Development Plan and Development Impact Project Plan for the World Trade Center Boston project approved by the Boston Redevelopment Authority on December 13, 1990. The proposed Amendment seeks to recognize refinements to the schematic design and phased development schedule.

WORLD TRADE CENTER PROJECT

Commonwealth Flats Development Limited Partnership proposes the development of three new structures on an approximately 8 (eight) acre parcel to be leased from the Massachusetts Port Authority. The site is predominately in use as parking and is located across Northern Avenue from the existing World Trade Center. A total of

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approximately 1,305,000 gross square feet are to be constructed with hotel, retail, office and conference and exhibition uses.

AMENDED DEVELOPMENT PLAN

The Amended Development Plan incorporates comments from BRA staff and review by the Boston Civic Design Commission regarding schematic design. The revisions also more comprehensively address Chapter 91 licensing issues.

Particular design and spatial refinements have been made to the World Trade Center Hotel. Specific revisions include:

- The main entrance and lobby to the WTC Hotel, as well as other public functions such as a restaurant and gift shop, have been brought down to street level to allow ground floor access and to encourage pedestrian activity.
- The podium of the low-rise portion of the WTC Hotel and garage are set further back from Northern Avenue, creating a wider sidewalk. In addition, the podium has changed to mostly glass and glazing which creates a more inviting ground floor.
- The eastern and western facades of WTC East were reduced by five feet and the building was moved east by five feet. However, because its footprint was made ten feet narrower, the park on the east is unchanged. Seaport Lane has been widened and made one way (from north to south) which improves traffic flow and facilitates pick-up and drop-off at the Hotel entrance. This widening also creates a broader vista from New Congress Street to the water.
- The space between WTC West and the plaza podium was increased by about 60 feet, making this a more meaningful pedestrian amenity with more ground level open space. This increased width also creates a better link between New Congress Street and the waterfront
- The number of hotel rooms has increased from 375 to 429 and the room block width facing New Congress Street has been narrowed from 76 feet to 64 feet, while the length increased from 240 feet to 264 feet. WTC West has decreased by 65,000 square feet.

In addition, a revised construction schedule is proposed as follows:

- phasing, reflective of the current economy is

	<u>Commence</u>	<u>Completion</u>
a) WTC Hotel + 1,275 space garage	1996	1999
b) WTC East	1998	2001
c) WTC + 325 space garage	2001	2004

DEVELOPMENT IMPACT PROJECT CONTRIBUTIONS

In connection with approval of the Amended Development Plan, the Applicant will enter into a Supplementary Agreement with regard to the Development Impact Project Agreement and the other ancillary agreements which were entered into in 1991 in connection with approval of the original Development Plan. The Supplementary Agreement generally reaffirms the DIP Agreement and the other ancillary agreements. Calculations are based upon total square footage of 1,305,000. Total Housing payments under current Boston Zoning Code provisions are approximately \$6,025,000, with a Jobs contribution grant of approximately \$1,205,000.

CONCLUSION

Schematic design refinements and a construction schedule reflective of current economic conditions form the basis of the Amended Development Plan for PDA No. 40. It is requested that the Board approve the proposed Amended Development Plan.

An appropriate vote follows:

VOTED: That the Boston Redevelopment Authority hereby adopts the resolutions entitled "Resolution of the Boston Redevelopment Authority Regarding the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 40, World Trade Center Boston" dated March 16, 1995, consisting of 19 pages, and the findings incorporated therein, and specifically adopts the Resolves that are set forth in the last 4 pages of said resolution.