

BRA APPROVAL: 7/17/01
ZC APPROVAL: 12/19/01
EFFECTIVE: 12/27/01

BOSTON REDEVELOPMENT AUTHORITY

DEVELOPMENT PLAN

for

ROSEV BUILDING - 480 RUTHERFORD AVENUE

within

PLANNED DEVELOPMENT AREA NO. 51

HOOD BUSINESS PARK

July 17, 2001

PLANNED DEVELOPMENT AREA DEVELOPMENT PLAN: On

October 12, 2000, the Boston Redevelopment Authority ("the Authority") approved a Planned Development Area Master Plan for Planned Development Area No. 51 (the "PDA Master Plan") pursuant to Article 3, Section 3-1A and Article 80, Section 80C of the Boston Zoning Code (the "Code") for the Hood Business Park (the "Development"). Capitalized terms used herein without definition which are defined in the PDA Master Plan shall have the meanings ascribed to them therein.

On October 20, 2000 the Boston Zoning Commission (the "Commission"), by the adoption of Map Amendment No. 382, approved the PDA Master Plan and amended the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, by adding a "D" designation, indicated Planned Development Area overlay district, to the Site.

The PDA Master Plan contemplates that one or more PDA Development Plans for phases of the Development may be submitted either simultaneously with or subsequent to the submission of the PDA Master Plan. Contemporaneously with the approval of the PDA Master Plan, the Authority and the Commission have approved a development plan for The Power House (the "Power House Development Plan").

In accordance with Article 3, Section 3-1A of the Code and Article 80, Section 80C, this development plan sets forth information on the redevelopment, enlargement, and reuse of the distribution building, referred to as the "Rosev Building" (the "Project"), on a portion of an approximately twenty-acre site which is the former Hood Dairy Plant located on the west side of Rutherford Avenue in the Charlestown section of Boston, Suffolk County, Massachusetts (the "Site") within a Special Purpose Overlay District Planned Development Area ("PDA"), including the proposed location and appearance of structures, open spaces and landscaping, the proposed uses of the Project, the proposed dimensions of the structure, the proposed density, the proposed

traffic circulation, parking and loading facilities, access to public transportation and other major elements of the Project (this "Development Plan").

DEVELOPMENT PARTICIPANTS: The owner of the portion of the Site on which the Project will be undertaken (the "Project Site") is Hood Business Park, LLC, a Massachusetts limited liability company (the "Owner"). The developer of the Project Site is Nordic Properties, Inc., a Massachusetts corporation (the "Developer" and together with the Owner, the "Development Participants" which term shall include their respective successors and assigns.)

LOCATION AND DESCRIPTION OF THE PROJECT SITE: The Project Site is the approximately 69,500 square-foot portion of the Site allocated to the Project in the landscape plans included in the Project Plans, as hereinafter defined. As of the date of this Development Plan, the Project Site has not been subdivided into a separate lot for zoning purposes. The Development Participants shall have the right to so subdivide the Project Site at any time, which subdivision shall not require amendment of this Development Plan.

The Project Site lies in the Charlestown Neighborhood District established by Article 62 of the Code, and more particularly within a Local Industrial Subdistrict-D in which Planned Development Areas are allowed (the "Zoning District").

PROPOSED LOCATION AND APPEARANCE OF STRUCTURE: The Project consists of the rehabilitation and enlargement of a building currently used as a distribution building for milk and milk products. The rehabilitated portion of the building will retain its two story height (32 feet from grade/28 feet measured from the first floor) at the Rutherford Avenue façade for a setback of approximately 34 feet, then will step to a height of four stories (75 feet in total, including mechanical penthouse) in the rear, resulting in an increase in the building size by approximately 79,060 gross square feet, from the current approximately 26,550 gross square feet to approximately 105,610 gross square feet.

The Project is one of the Reuse/Rehabilitation Components of the PDA Master Plan. The Project is consistent with the Boston Landmarks Commission's 1998 survey of industrial buildings in the City of Boston, and the workshop conducted by the Boston Landmarks Commission to encourage the retention and adaptive reuse of such buildings.

The Project is consistent with the criteria specified in Article 62, Section 62-23 of the Code for the approval of planned development areas in the Zoning District. These include the "diversification and expansion of Charlestown's economy and job opportunities through economic activity, such as private investment in...commercial uses, or research and development," as well as "improvements to the urban design characteristics and aesthetic character of the development site and its surroundings and the...creation of new open space."

Plans in seven sheets showing the architectural elements of the Project entitled "480 Rutherford Avenue, Hood Business Park, Charlestown, Massachusetts" prepared by Symmes, Maini & McKee Associates (the "Project Plans") are annexed hereto as Appendix A and incorporated herein by this reference.

OPEN SPACES AND LANDSCAPING: The Project also includes a Landscape Phase, being Phase 1C as depicted on Appendix B annexed hereto. Phase 1C as depicted in said Appendix B reflects a reallocation from The Power House project to the Project of a portion of Landscape Phase 1B as shown in Appendix C to the PDA Master Plan and in the Power House Development Plan. Approval of this Development Plan shall amend, without need for further documentation, both the PDA Master Plan and the Power House Development Plan in order to allocate to the Project and The Power House, respectively, the Landscape Phases depicted on Appendix B.

PROPOSED USES OF THE SITE AND STRUCTURE: In accordance with Article 80, Section 80C of the Code, the uses of the Site may include the allowed and conditional uses set forth in Article 62 of the Code, including without limitation the following uses, described by reference to the definitions set forth in Article 2A of the Code as in effect on the date of approval of the PDA Master Plan, except as otherwise noted, all of which uses, notwithstanding any classification to the contrary in Article 62 of the Code, are expressly allowed within the Project Site. A description of the major use components is set forth below:

Automatic Telephone Exchange

Bank and Postal Uses

Light Industrial Uses, subject to the Performance Standards

Local Retail Business

Motor Freight Terminal

Office Uses

Research and Development Uses

Restaurant Uses

Scientific Laboratory

Service Uses

Vehicular Uses, limited to parking garage, parking lot, accessory car wash/cleaning within a parking garage, rental agency for cars

Warehousing

Accessory and Ancillary Uses, which shall not be subject to Article 10 of the Code including, without limitation, the following:

Accessory Keeping of Laboratory Animals
 Accessory Parking
 Accessory Cafeteria
 Accessory Outdoor Cafe
 Accessory Storage of flammable liquids and gases, both small and large

In addition to the foregoing, the following uses and activities, defined in Article 86 of the Code, shall be permitted:

Wireless Communication Equipment, including without limitation Equipment Mounting Structures, may be installed on the Project.

PROPOSED DIMENSIONS OF STRUCTURE: The Project will have a maximum building height of 60 feet on four levels plus an additional approximately 15-foot, one level penthouse, which will contain mechanical equipment for the operation of the Project. The gross floor area of the Project will be approximately 105,610 square feet. For purposes of determining gross floor area in accordance with the Code, storage areas, and mechanical and electrical spaces, both within the Project and on the penthouse, shall not be included.

PROPOSED DENSITY AND ZONING: This Development Plan provides for an overall FAR for the Project Site of approximately 1.52 based upon the ratio of approximately 105,610 square feet of gross floor area of the Project to the total Project Site area of approximately 69,500 square feet, which may be subject to change depending upon the final calculations of “gross floor area,” “floor area ratio” and “lot area.” The Project is located within the PDA Master Plan established within Zoning District, which provides that the density of the entire Development will not exceed a total proposed density of a 2.0 FAR. As required by the PDA Master Plan, a calculation demonstrating that the gross floor area on the Site, after construction of the Project, will not exceed a density of 2.0 FAR is annexed hereto as Appendix C and incorporated herein by this reference.

The Project shall be subject to only the following dimensional requirements, which shall supercede any other provisions of the Code which are at variance with such dimensional requirements.

Dimensional Category	Applicable Limit or Requirement
Maximum Floor Area Ratio	2.0 ¹

¹ The FAR limitation shall be calculated for the entire Site, without regard to any parcelization or the division of the Site into separate Lots (whether by subdivision, conveyance, or ground lease) for the purpose of the separate ownership and/or financing of one or more phases of the Development.

FAR shall be calculated by excluding the gross floor area of all garages.

Maximum Building Height ²	75 feet
Minimum Lot Size	None
Minimum Lot Width	None
Minimum Lot Frontage	None
Minimum Front Yard	None
Minimum Side Yard	None
Minimum Rear Yard	None

PROPOSED VEHICULAR AND PEDESTRIAN TRAFFIC CIRCULATION:

Traffic Circulation:

Currently, the Site has three driveways. Two are located on Rutherford Avenue. The third is located on the northwestern corner of the Site adjacent to the railroad serving the Mystic River Seaport at Charlestown. This driveway primarily serves traffic coming from or heading toward Spice Street. All driveways serving the Site provide access to the Project Site.

The Site is located on the west side of Rutherford Avenue (Route 99) and just east of Interstate Route 93 (I-93), which runs parallel to Route 99. The Route 99 underpass is adjacent to the Site, with two travel lanes in each direction. The I-93 overpass adjacent to the Site connects Charlestown with I-93 North, with two travel lanes in each direction. Rutherford Avenue itself near the Site is divided into a one-way pair by the Route 99 underpass and I-93 overpass.

² Building Height shall be as defined in Article 2A of the Code as in effect on the date of approval of the PDA Master Plan. Notwithstanding the height limit of 75 feet, the last habitable floor shall not exceed a Building Height of 60 feet.

The maximum height for the last habitable floor specified herein automatically amends the maximum height permitted on the Project Site in the PDA Master Plan, which stated that such maximum height would be 55 feet. such automatic amendment occurs by reason of the following language found in the PDA Master Plan:

Understanding that changes in the size, location and configuration of Proposed Projects are likely as further planning and design of the Development occurs, which changes will be reflected in PDA Development Plans submitted and approved for Proposed Projects, this PDA Master Plan shall be deemed amended, without need for further documentation, to conform to the more refined planning and design, and to the actually phasing, reflected in PDA Development Plans for portions of the Site approved from time to time by the Authority and the Boston Zoning Commission in accordance with Article 80.

The Site can be directly accessed by entering traffic from the I-93 overpass and Rutherford Avenue. Traffic from the Route 99 underpass, however, cannot access the Site directly. Traffic leaving the Site toward the north has to use Rutherford Avenue southbound and then turn back at the Gilmore Bridge/Austin Street to access either the I-93 overpass or the Route 99 underpass.

A portion of the traffic to the Site can also use Spice Street via Cambridge Street which has two travel lanes in each direction. Spice Street has one travel lane in each direction with parking on both sides of the street.

Pedestrian Circulation:

The major pedestrian route to the Site is the sidewalk on the westerly side of Rutherford Avenue. As shown in the Project Plans, a sidewalk is included in front of the Project. This sidewalk will connect the Project Site to Rutherford Avenue.

PARKING AND LOADING FACILITIES:

Parking Facilities:

Pursuant to Article 62, Section 62-29 of the Code, because the Project, as part of the Development, is subject to and has been reviewed under Article 80, Section 80B, Large Project Review, of the Code, the provisions of Table E of Article 62 are not applicable to the Development. In lieu of conformity with the off-street parking requirements of said Table E, parking will be provided for the Project at a ratio of 1.5 spaces per 1,000 square of gross floor area. Applying this ratio to the approximately 105,610 square feet of gross floor area in the Project, a total of approximately 158 parking spaces are required. Such required parking spaces need not comply with any parking stall or maneuvering aisle dimensional requirements of the Code. Such ratio of 1.5 spaces per 1,000 square of gross floor area is subject to reduction as provided in the PDA Master Plan.

Prior to the completion of the Development, but subject to completion of the landscaping included in the Project Plans, the required parking spaces may provided be in any combination of surface parking areas and parking garages. Based upon the existing gross floor area of the 500 Rutherford Avenue Building (309,000 gross square feet) and the gross floor area of the Cooler Building (55,000 gross square feet) and the approved development Plan for The Power House (34,812 gross square feet), 598 parking spaces are required prior to the undertaking of the Project. Adding the required approximately 158 parking spaces for the Project to those 595 spaces, 756 parking spaces are required. The Site currently contains approximately 569 marked surface parking spaces for cars and 206 spaces/bays for trucks. A plan showing the location and layout of surface parking areas sufficient to meet the calculated parking requirement for the Project is annexed hereto as Appendix D and incorporated herein by this reference. The Project shall include the striping (together with prior striping already undertaken) of no fewer than 756 of the parking spaces (inclusive of existing parking spaces) shown on said Appendix D.

Loading Facilities:

Pursuant to Article 62, Section 62-29 of the Code, because the Project, as part of the Development, is subject to and has been reviewed under Article 80, Section 80B, Large Project Review, of the Code, the provisions of Table F of Article 62 are not applicable to the Project. The Project will contain a single loading area on the westerly side of the building, access to which is through the main entrance to the Site off of Rutherford Avenue, and then a circulation drive perpendicular to the main access drive to the Project.

ACCESS TO PUBLIC TRANSPORTATION: The Project Site is located within convenient distance of the MBTA public transportation system. The Orange Line Sullivan Station is located to the north, at a 5-10 minutes walking distance from the Site. Sullivan Station is also a major MBTA bus hub. Eleven bus routes go through the station, including bus routes #86, # 89, #90, #91, #92, #93, #95, #101, # 104, #105 and # 109. However, these buses do not stop on Rutherford Avenue in front of the Site. The following table illustrates both MBTA subway and bus service in the area:

Subway/ Bus Route	Origin-Destination	Rush Hour Headway (Min.)
Orange Line	Oak Grove-Forest Hills	5
#86	Sullivan-Cleveland Circle	20
#89	Sullivan-Clarendon Hill	10
#90	Davis Square-Wellington	35
#91	Sullivan-Central Square, Cambridge	25
#92	Assembly Square Mall-Downtown	13
#93	Sullivan-Downtown	7
#95	Sullivan-West Bedford	15
#101	Sullivan-Malden Station via Salem Street	12
#104	Sullivan-Malden Station via Ferry Street	15
#105	Sullivan-Malden Station via Faulkner Street	30
#109	Sullivan-Linden Square	15

ARTICLE 80B, LARGE PROJECT REVIEW: The undertaking of the Development (including without limitation the Project) has been subject to Large Project Review by the Authority. In accordance with the requirements set forth in Section 80B, the Development Participants have filed a Project Notification Form dated April 18, 2000 (the "PNF") and a supplementary Response to Comments document dated June 27, 2000 (the "Response"). The Authority has issued its Scoping Determination waiving further review of the Development under Article 80, Section 80B (the "Determination," and together with the PNF and the Response, the "Article 80B Documents").

PUBLIC BENEFITS: The Project, as a part of the Development, will provide substantial public benefits to the City of Boston and the surrounding neighborhood. These benefits will include:

Adaptive Reuse of an Industrial Site. The Project continues the transformation of the former Hood Dairy plant from an obsolete industrial plant to a state-of-the-art office/research park. The Project consists of the rehabilitation and enlargement of an existing building. The rehabilitated portion of the building will retain its two story height at the Rutherford Avenue façade for a setback of approximately 34 feet, preserving the "Modern-style" architectural element of the existing building which is its notable element, while constructing behind it new, modern space to accommodate the growing space demands for local office and high technology space. The Project, as a part of the Development, will not only provide urban design elements that will animate the streetscape, but it will also bring the following improvements to the neighborhood:

Through the rehabilitation of the existing buildings along Rutherford Avenue, and the construction of three new buildings on the Site, the Development will further animate this stretch of Rutherford Avenue, which is currently dominated by large gaps between buildings and unscreened parking areas.

The significant landscaping program will provide the neighborhood a new landscaped open space, a buffer around the Site, and a natural screen for the parking areas.

The landscaping program will improve the water quality and runoff in and around the Site by replacing the current expanses of asphalt on the Site with new pervious areas.

The proposed uses of the Development will result in a reduction in traffic impacts (i.e. noise, road infrastructure damages, air quality) by the elimination of uses relying upon trucks and other heavy vehicles that currently service the Site.

The taller buildings to the rear of the Site will provide a visual screen of the heavy industrial activities to the west and of portions of the elevated deck of Interstate Route 93.

The Development will be a catalyst for greater public investment in the maintenance and upgrading of the local infrastructure (street cleaning, sidewalk and road re-pavement, among other improvements).

Linkage Payments. In accordance with Section 80B-7 of Article 80 of the Code, the Project, as a part of the Development, is a Development Impact Project and will make a housing contribution grant to the Neighborhood Housing Trust and a jobs contribution grant to the Neighborhood Jobs Trust. These contributions are set forth in the Development Impact Project Agreement for Hood Business Park Planned Development Area Master Plan dated as of October 19, 2000 between the Authority and the Development Participants (the "DIP Agreement"), which provides that linkage will be payable for each Proposed Project upon issuance of the building permits for each such Proposed Project. As stated in the DIP Agreement, the 100,000 square-foot credit allowed by Section 80B-7 of the Code will be applied proportionally, based upon the proportion which the gross floor area of each Project (excluding the Cooler Building which is not subject to the requirements of said Section 80B-7) undertaken by the Development Participants bears to the total gross floor area of all Projects described in the PDA Master Plan (excluding the Cooler Building). Accordingly, 15,220 square feet of the of the 100,000 square-foot credit will be applied to the Project. Based upon the Project size of 106,510, and the allocable credit of 15,220 square feet, the Project will make payment of approximately \$501,182 in housing linkage (91,290 x \$5.49), and approximately \$99,506 in jobs linkage (91,290 x \$1.09).

Construction Employment. Construction of the Project will create approximately 100-250 construction jobs. Pursuant to a Boston Residents Construction Employment Plan, the Development Participants will agree to make good-faith efforts to have at least 50% of the total employee work hours be by Boston residents, at least 25% of total employee work hours be by minorities and at least 10% of the total employee work hours be by women.

Permanent Employment. The Project will result in approximately 250-300 permanent jobs.

Redirected Growth. The Development will enhance a commercial sub-center of Boston, helping to disperse and decongest the commercial density of the downtown area, while still adding needed office and research and development space to the City's building stock.

DEVELOPMENT REVIEW PROCEDURES: All design plans for the Project are subject to the on-going development review and approval of the Authority. Such review is to be conducted in accordance with Article 80 of the Code and the Authority's Development Review Procedures, dated 1985, revised 1986, in the form attached to the Cooperation Agreement for the Development, as defined and modified by such Cooperation Agreement.

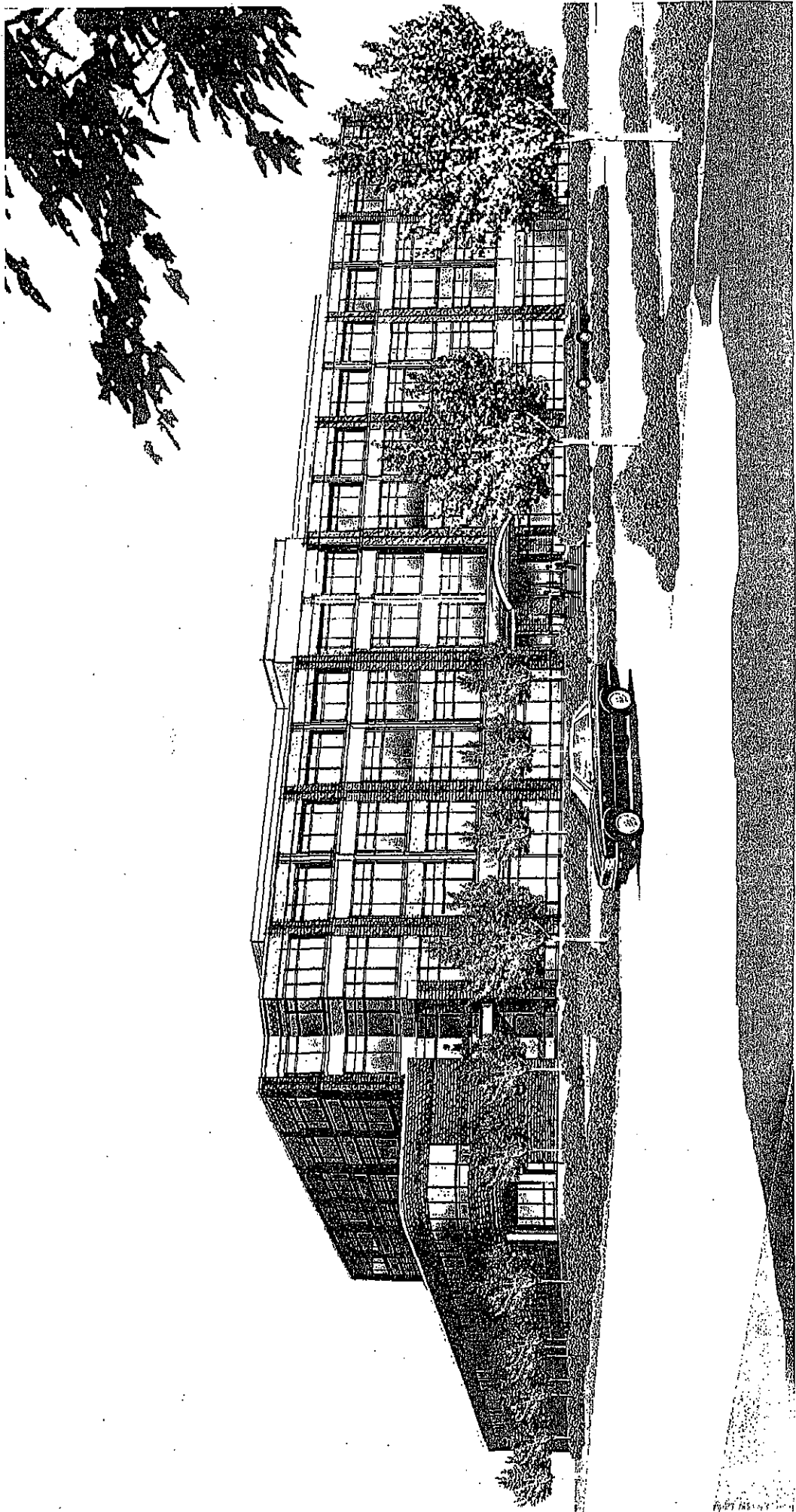
CONSISTENCY WITH THE PDA MASTER PLAN: This Development Plan provides for renovation, enlargement and adaptive reuse of the Rosev Building. The Project is consistent with the overall planning objectives and character of the Development described in the PDA Master Plan. The dimensional provisions, allowed uses, landscape phasing, parking and loading provisions described in this Development Plan shall be controlling for the Project and shall be deemed to be consistent with and in compliance with the provisions in PDA Master Plan No. 51. Without limiting the generality of the foregoing, as previously provided herein, the PDA

Master Plan shall be deemed amended, without need for further documentation, to conform to this Development, including without limitation the maximum height for the Project, and landscape phase allocated to the Project, set forth in this Development Plan.

LIMITED UNDERTAKING: Nothing in this PDA Development Plan shall be construed as an undertaking by the Development Participants to construct or complete the Project. Notwithstanding the fact that (i) the Project is described in the PDA Master Plan and in the Article 80B Documents (as hereinafter defined), each of which describe the construction and use of the Development and all of the Proposed Projects, and the mitigation of the impacts from such construction and use; and (ii) the construction and operation of the Project is authorized under the Code pursuant to the PDA Master Plan and the Article 80B Documents, the sole obligation of the Development Participants, as “Developer” under any this Development Plan, is to adhere to the provisions of this Development Plan and the Article 80B Documents applicable to the Project. Without limiting the generality of the foregoing, upon approval of a this Development Plan for the Project, the Development Participants as “Developer” hereunder shall not be chargeable with any omission, commission, default or delay by any other person, including without limitation the Development Participants as “Developer” of any other Proposed Project, in the implementation of the PDA Master Plan, or any other approved Development Plan, or the undertakings of the Article 80B Documents with respect to any other Proposed Project or any other portion of the Development. This provision to make the undertakings with respect to each Proposed Project severable is included in order to facilitate the separate ownership and/or financing of portions of the Project without concern for any so-called cross-default or zoning non-compliance attributable to the acts of others.

LIST OF APPENDICES
DEVELOPMENT PLAN
for
ROSEV BUILDING – 480 RUTHERFORD AVENUE
within
PLANNED DEVELOPMENT AREA NO. 51
HOOD BUSINESS PARK

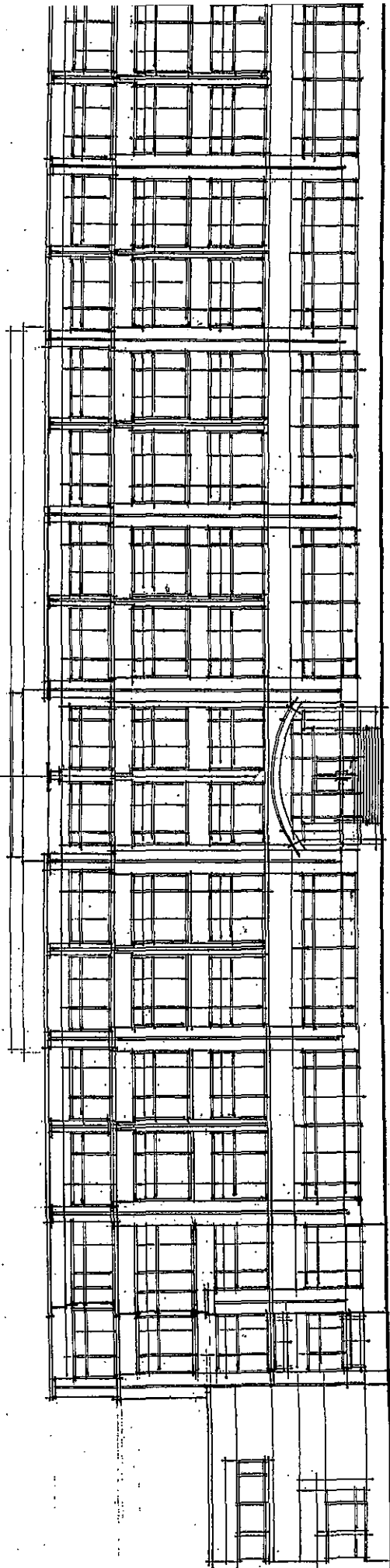
- Appendix A Project Plans
- Appendix B Landscape Phasing Plan
- Appendix C Interim FAR Calculation
- Appendix D Parking Plan



Hood Business Park
480 Rutherford Avenue
Charlestown Massachusetts

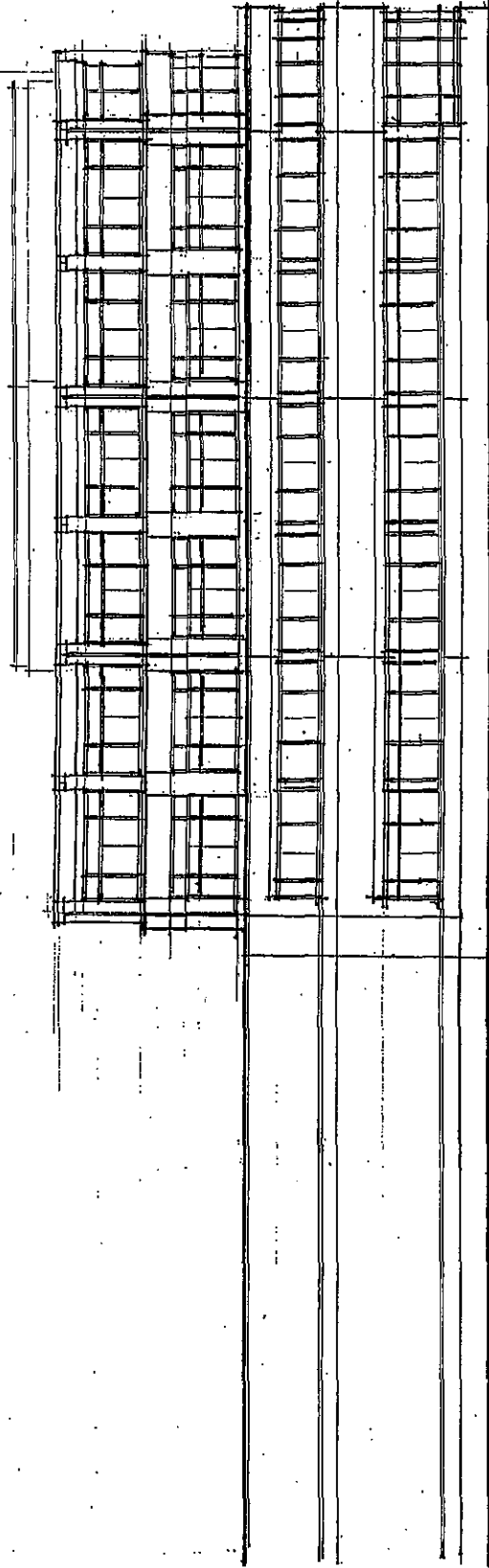


SMMA
Smythes Maini & McKee Associates



• NORTH ELEVATION
SCALE: 1/16" = 1'-0"

• HOOP BUSINESS PARK
400 RUTHERFORD AVENUE
CHARLESTOWN, MA



EAST ELEVATION:
SCALE: 1/4" = 1'-0"

1000 BUSINESS PARK
400 BUTHERS AVENUE
CHARLESTON, MA

DATE	DESCRIPTION

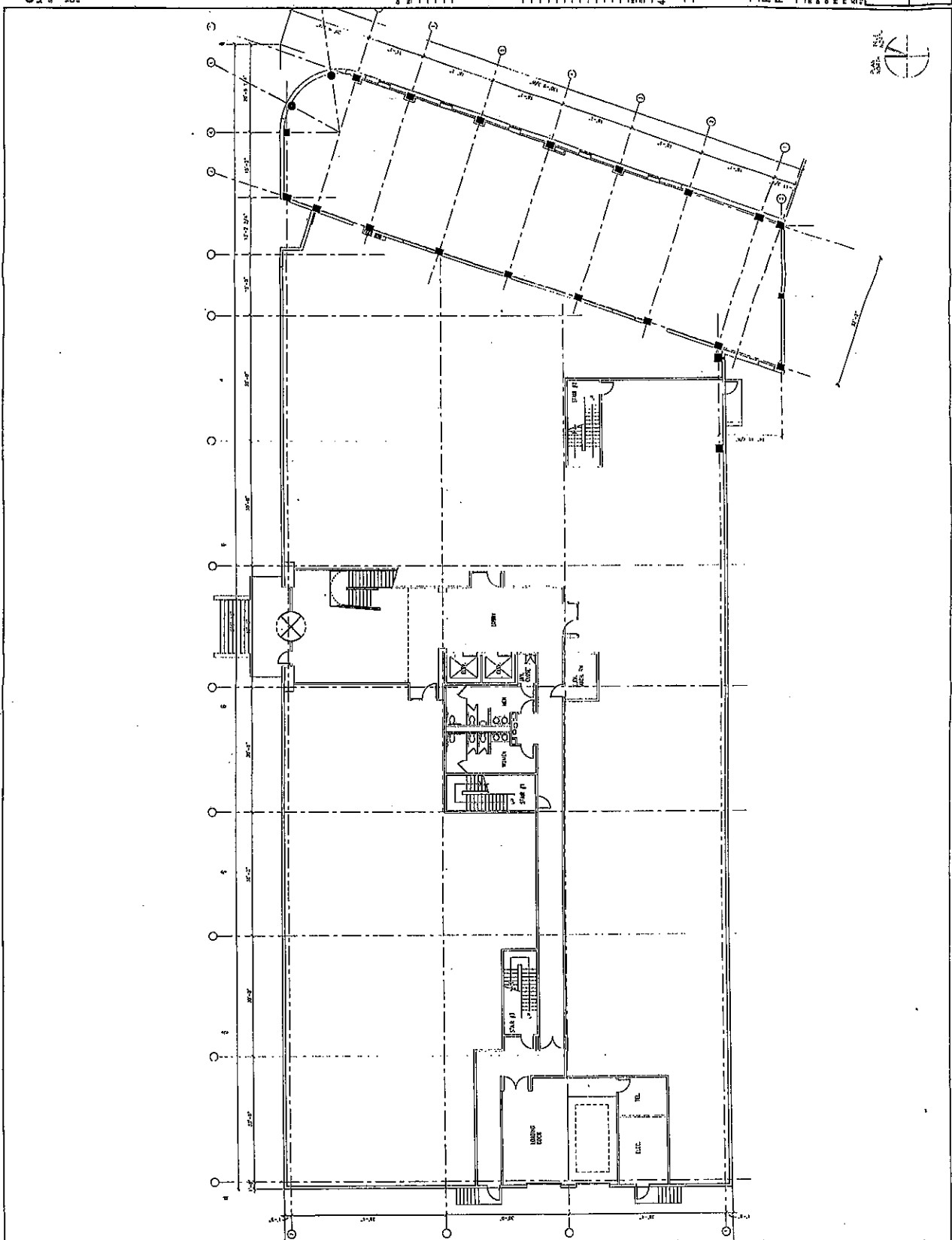
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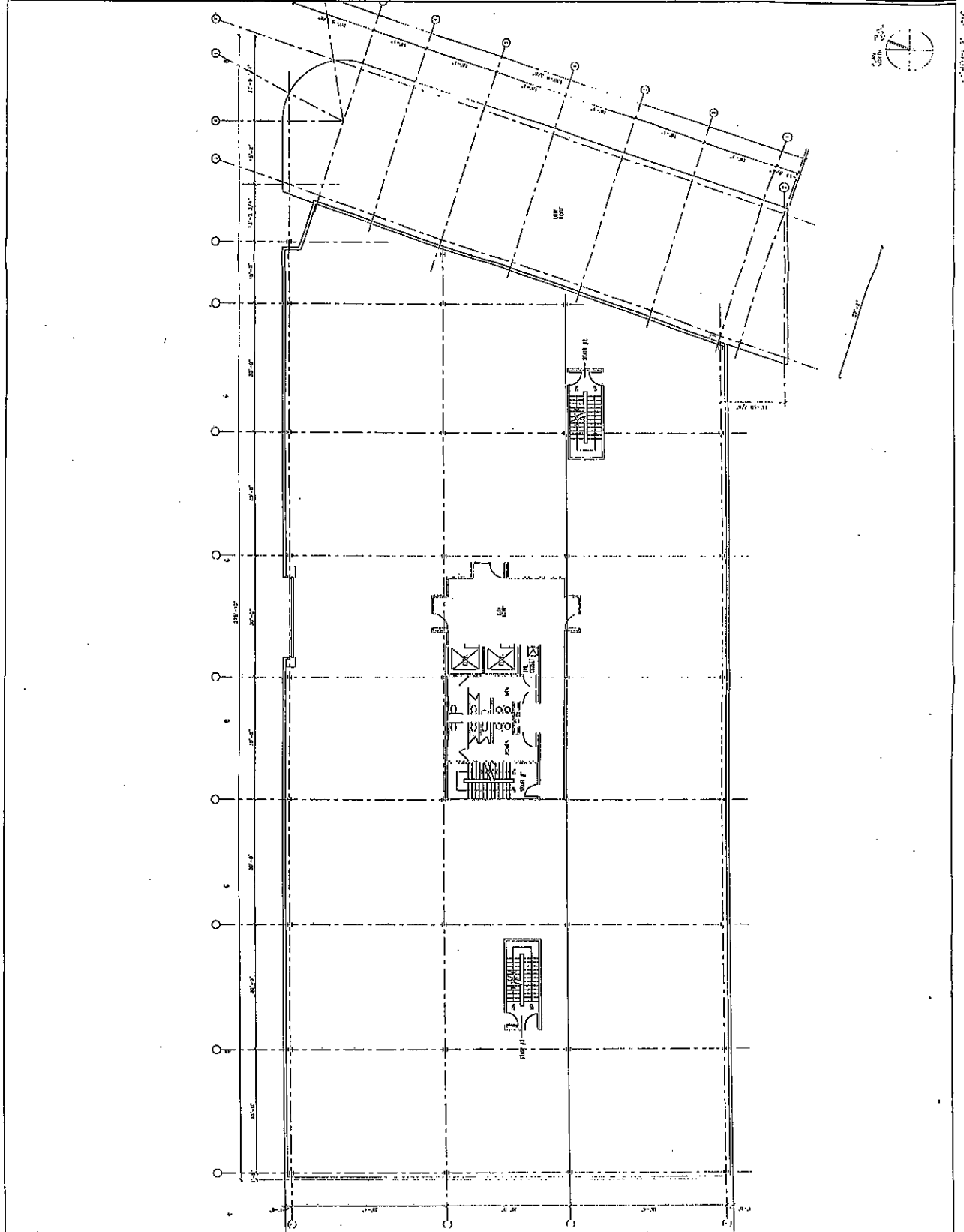
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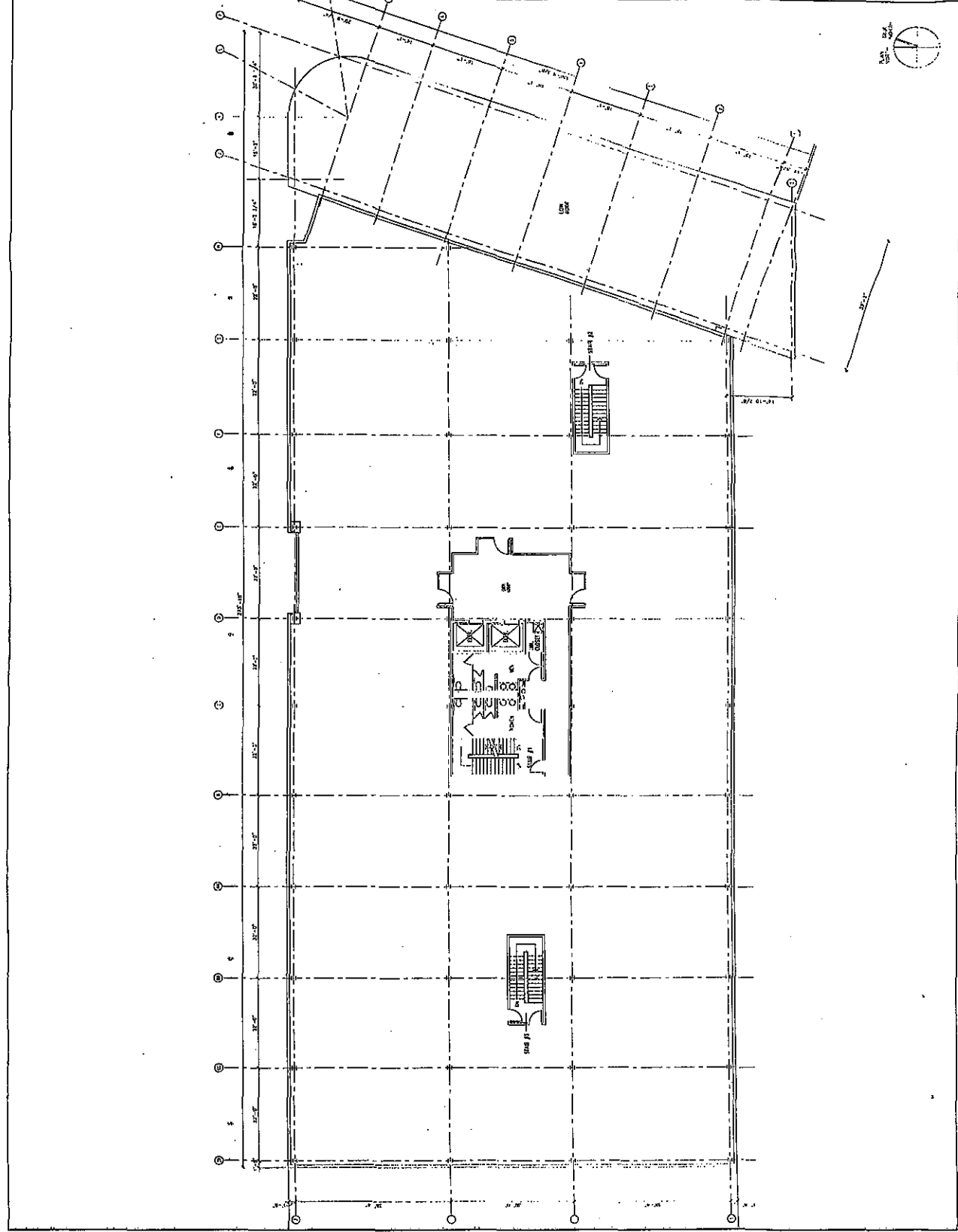
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HOBOKEN, NJ
COMMERCIAL, NJ

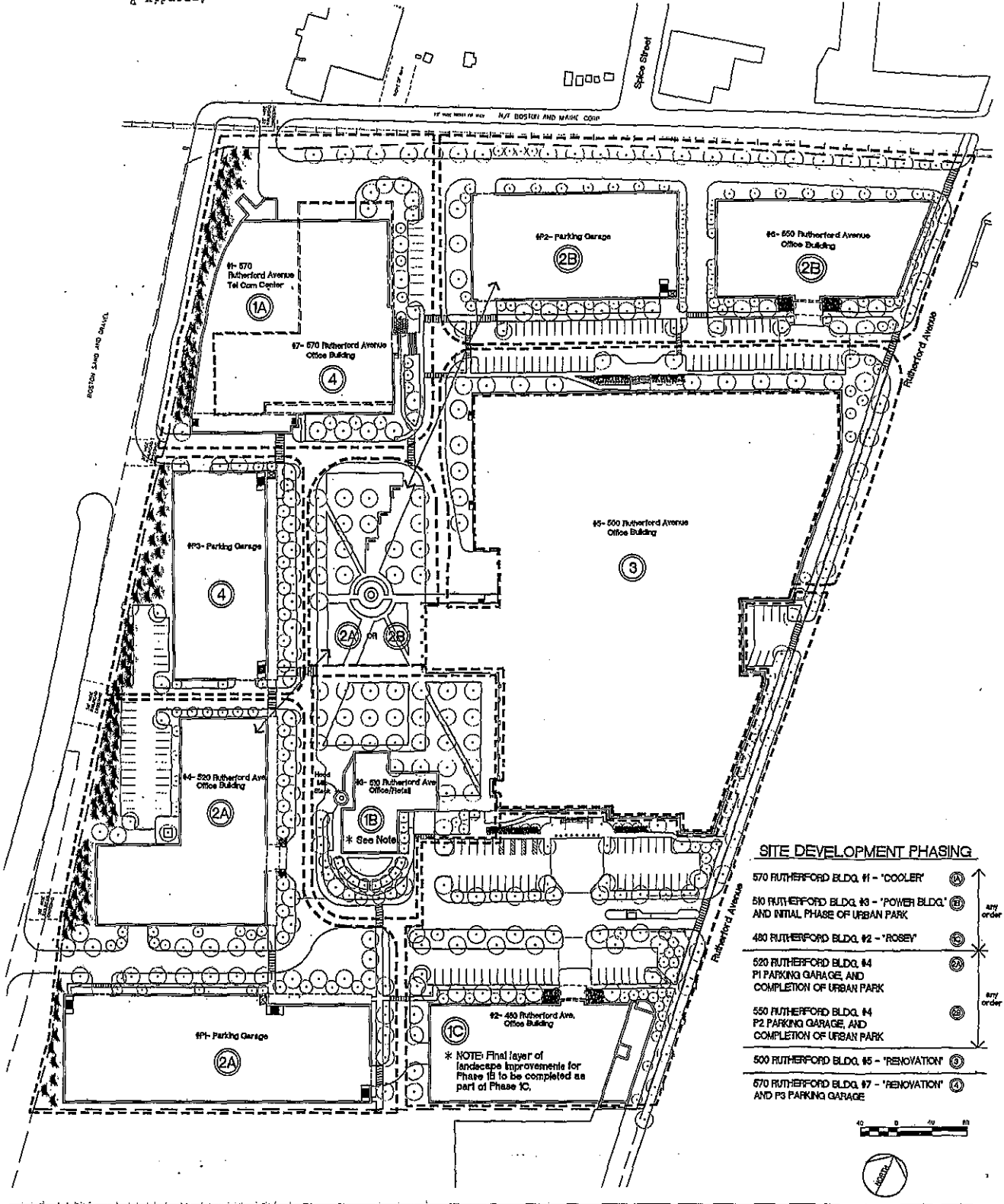
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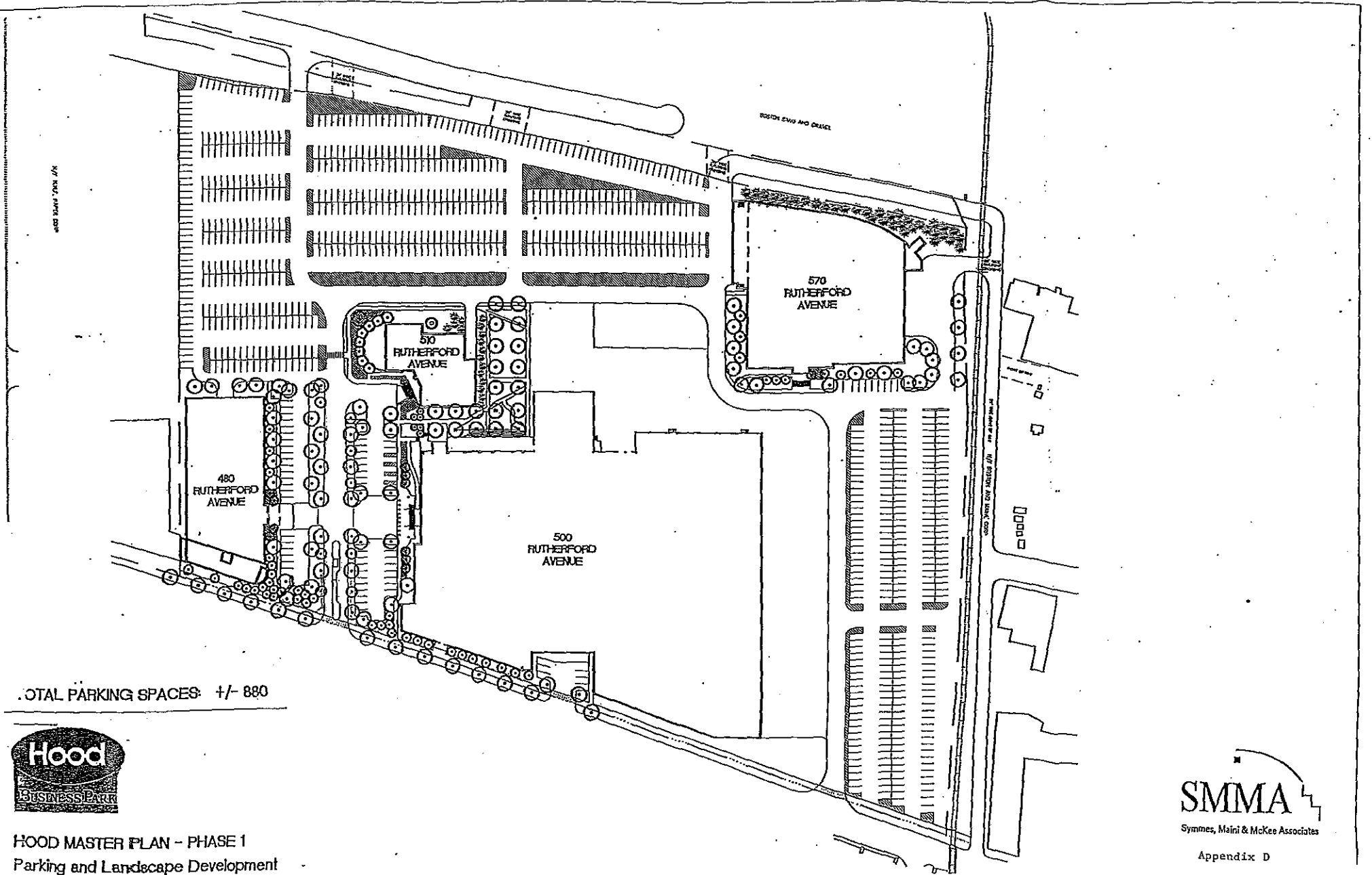


Appendix C

INTERIM FAR CALCULATION

Total Lot Area of Site:	867,715.20 square feet
Gross Floor Area of Existing Buildings:	400,000 square feet
Additional Gross Floor Area to be Added by The Power Building	25,362 square feet
Additional Gross Floor Area Project	79,060 square feet
Total Gross Floor Area	504,422 square feet
FAR:	0.60

Note: All figures are approximate



TOTAL PARKING SPACES +/- 880



HOOD MASTER PLAN - PHASE 1
 Parking and Landscape Development

