

BRA APPROVAL: 6/12/12
ZC APPROVAL: 7/11/12
EFFECTIVE: 7/12/12

AMENDED AND RESTATED DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 53
CHANNEL CENTER PROJECT, SOUTH BOSTON

June 12, 2012

1. **Amended and Restated Development Plan.** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts (the "Zoning Code"), this plan constitutes the Amended and Restated Development Plan for Planned Development Area No. 53, Channel Center Project, South Boston (the "Amended Development Plan") for the development of an approximately 308,898 square foot (approximately 7.09 acre) site (the "Site") in the Fort Point Channel district of Boston, Massachusetts, a portion of which is owned by Channel Center Holdings VAF, LLC (the "Proponent"). The Site is more particularly described on Exhibit A attached hereto and incorporated herein.

Pursuant to Section 3-1A and Article 80C of the Zoning Code, by a vote taken on December 20, 2001, the Boston Redevelopment Authority ("BRA") approved a Map Amendment application creating Planned Development Area No. 53 ("PDA No. 53"), as well as a Development Plan for Planned Development Area No. 53 – Midway, South Boston. Such Map Amendment and Development Plan (the "Original PDA Plan") were approved by the Boston Zoning Commission (the "Zoning Commission") on February 27, 2002, and became effective on March 1, 2002. Under the Original PDA Plan, the Proponent's predecessor-in-interest (the "Original Proponent") proposed to develop on the Site a mixed-use development, including residential, live/work, office, research and development, commercial, retail, service, gallery, restaurant and parking uses, open space areas, and related site and infrastructure improvements (as such project was further amended by the First PDA Plan Amendment and Second PDA Plan Amendment as discussed below, the "Original Project").

On October 19, 2006, the BRA approved the First Amendment to the Original PDA Plan (the "First PDA Plan Amendment"), and the Zoning Commission approved the First PDA Plan Amendment on November 8, 2006, which then became effective on November 9, 2006. The First PDA Plan Amendment authorized the development of residential uses on additional parcels within the Site and imposed a roof deck restriction in certain areas of the Site. On December 14, 2010, the BRA approved the Second Amendment to the PDA Plan (the "Second PDA Plan Amendment"), and the Zoning Commission approved the Second PDA Plan Amendment on December 15, 2010, which then became effective on December 16, 2010. The Second PDA Plan Amendment authorized the relocation of Iron Street southerly to allow for the preservation and rehabilitation of the building known as 5 Channel Center Street, and the rehabilitation of the building known as 7 Channel Center Street (both of which buildings were slated to be demolished under the Original PDA Plan). The Original PDA Plan, as amended by the First PDA Plan Amendment and the Second PDA Plan Amendment, is referred to herein as the "Original Development Plan."

Since the approval of the Original PDA Plan ten years ago, certain components within the Original Project have been constructed, consistent with the provisions of the Original Development Plan. However, this Amended Development Plan reflects certain modifications made to the Original Project over time and as currently planned, including changed lot configurations within the Site, the relocation of Iron Street southerly, the rehabilitation (instead of the planned demolition) of certain buildings, the construction of one mid-rise building instead of two, the planned construction of a parking structure to support the Channel Center Project on land in close proximity to the Site, and a longer development schedule. This Amended Development Plan does not change the amount of development authorized at the Site by the Original Development Plan, nor the allocation of uses thereof. The Original Project, as amended by this Amended Development Plan, shall be referred to herein as the “Revised Project” or the “Channel Center Project.”

This Amended Development Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and proposed dimensions of structures.

This Amended Development Plan amends and restates the Original Development Plan in its entirety to allow development of the Revised Project. Upon approval, this Amended Development Plan shall constitute the zoning for the Site in accordance with Section 3-1A and Article 80C of the Zoning Code, and the Original Development Plan will be of no further force and effect. However, this Amended Development Plan shall not affect the Project Components (as defined in Section 3 below) that have already been constructed or are in construction pursuant to the Original Development Plan, and those Project Components and the uses therein shall be deemed to be consistent with the provisions of this Amended Development Plan.

This Amended Development Plan consists of 23 pages of text plus attachments designated Exhibits A through K. All references to this Amended Development Plan shall pertain only to such pages and exhibits. Capitalized terms used but not defined herein shall have the meaning set forth in the Zoning Code in effect on the date hereof.

2. **The Proponent.** The Proponent is Channel Center Holdings VAF, LLC, a Delaware limited liability company with an address c/o Commonwealth Ventures, 10 Channel Center Street, Boston, MA 02210. The current members of the Channel Center Project team are identified on Exhibit B.

3. **The Site.** The Site is approximately 308,898 square feet (approximately 7.09 acres) in area and currently consists of thirteen parcels of land. The Site is bounded to the west by A Street, to the north by Binford Street, to the east by Medallion Avenue¹, and to the south by Richards Street and land owned by the United States Postal Service (“USPS”). Channel Center Street (formerly Midway Street) bisects the Site from south to north, as shown on the updated site plan attached hereto as Exhibit D-2 (the “Site Plan”).

¹ Channel Point Avenue (referred to as “New Street” in the Original PDA Plan) was renamed Medallion Avenue by action of the City of Boston Public Improvement Commission (the “PIC”) on April 3, 2003.

The parcels within the Site are intended to be reconfigured into ten development parcels as shown on the Parcelization Plan attached hereto as Exhibit C, which parcels may be under separate ownership (each such parcel is referred to herein as a “Project Component”). Exhibit C shows the lot lines of each of the ten proposed Project Components; these are subject to change. For purposes of this Amended Development Plan, compliance of the individual Project Components with the requirements of this Amended Development Plan (and any applicable requirements of underlying zoning to the extent not addressed in this Amended Development Plan) shall be determined on an individual rather than a Site-wide basis, except as otherwise expressly provided in this Amended Development Plan. The compliance or non-compliance of any one Project Component with the provisions of the Zoning Code shall not affect the compliance of any other Project Component with the provisions of the Zoning Code.

One or more of the Project Components may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Project Components may be combined to create one single parcel, or a condominium ownership structure may be created for all or any part of the Revised Project. This Amended Development Plan seeks approval for any zoning nonconformity created or increased by the separation of ownership of individual Project Components, or by the subdivision, re-subdivision, combination, or submission to condominium ownership of Project Components, provided that the use, dimensional, height, parking and loading requirements of this Amended Development Plan with respect to each Project Component (as such requirements are set forth in Exhibit G-1 to Exhibit G-10) are met by the resulting parcel or parcels, and provided that the Site-wide Floor Area Ratio does not exceed 5.2.

As shown on Map 4 of the Boston Zoning Maps, the Site is located entirely within an underlying M-4 (restricted manufacturing) zoning district. The Site is also located within the City’s Restricted Parking District created pursuant to Section 3-1A.c of the Zoning Code, the Fort Point Channel Landmark District established by the Boston Landmarks Commission, and the South Boston Parking Freeze District administered by the City of Boston’s Air Pollution Control Commission. A portion of the Site is located within the City’s Groundwater Conservation Overlay District (“GCOD”), which was established by Article 32 of the Zoning Code. In addition, the Site is located within the BRA’s “100 Acres” planning area and the City’s “Innovation District.”

4. Existing Conditions.

When the Original PDA Plan was approved, there were nineteen buildings located at the Site: 2 Midway Street, 14 Midway Street, 16-22 Midway Street, 24-26 Midway Street, 28-32 Midway Street, 34-38 Midway Street, 40-14 Midway Street, 46-48 Midway Street, 50-52 Midway Street, 76 Midway Street, 169 A Street, 191 A Street, 205 A Street, 207-209 A Street, 211-213 A Street, 215 A Street, 225 A Street, 229 A Street, and 241 A Street (collectively, the “Original Buildings”). The Original Buildings were built between 1900 and 1930 by the Boston Wharf Company and most ranged in height from five to seven stories.

The majority of the Original Buildings have been demolished, or rehabilitated in a manner consistent with the Original Development Plan. There are presently nine buildings² located on the Site which together contain approximately 850,000 square feet of Gross Floor Area. The Original Buildings are located at the following street addresses and will be referred to by their respective street addresses in this Amended Development Plan: 35 Channel Center Street³ (formerly 2 Midway Street and 14 Midway Street), 25 Channel Center Street (an infill building which replaced the former building at 16-22 Midway Street), 15 Channel Center Street (formerly 24-26 Midway Street, 28-32 Midway Street and 34-38 Midway Street), 9 Channel Center Street (formerly 40-44 Midway Street), 7 Channel Center Street (formerly 46-48 Midway Street), 5 Channel Center Street (formerly 50-52 Midway Street), 10 Channel Center Street (formerly 191 A Street and 205 A Street), 20 Channel Center Street (formerly 207-209 A Street, 211-213 A Street, 215 A Street, 225 A Street and 229 A Street), and 40 Channel Center Street (formerly 241 A Street) (collectively, the "Existing Project Buildings"). Of the Existing Project Buildings, all but 7 Channel Center Street and 9 Channel Center Street (the "Remaining Buildings") have been rehabilitated or, in the case of 5 Channel Center Street, are presently undergoing rehabilitation, in a manner consistent with the Original Development Plan (excluding the Remaining Buildings, collectively, the "Completed Project Components"). Two vacant lots on the Site are currently used on an interim basis for off-street parking. As contemplated in the Original Development Plan, the rehabilitated Original Project Buildings have each been rehabilitated in general accordance with the Secretary of the Interior's Standards for Rehabilitation and Guidelines for Rehabilitation of Existing Buildings (the "Secretary's Standards").

As developed to date, the Channel Center Project includes approximately 209 residential units (condominiums and rental units) comprising approximately 377,252 square feet of Gross Floor Area and approximately 25% of the total development permitted at the Channel Center Project. The Channel Center Project also includes approximately 313,205 square feet of Office Uses (as defined in the Original Development Plan and in Section 9 hereof), as detailed below:

² Certain Original Buildings have been consolidated as part of the rehabilitation projects.

³ Midway Street was renamed Channel Center Street and Merchant Way (referred to as "Cross Street" in the Original Development Plan) was renamed Iron Street by actions of the PIC on April 3, 2003.

Table 1

<u>Uses Authorized by Original Development Plan</u>	<u>Square Footage Authorized by Original Development Plan⁴</u>	<u>Existing Square Footage Developed to Date/Under Construction</u>
Residential Uses	Not less than 183,500 s.f.; up to 1,383,300 s.f.	Approximately 377,252 s.f. at 15, 25 and 35 Channel Center ⁵
Office Uses	Not less than 50,000 s.f.; up to 1,249,800 s.f.	Approximately 313,205 s.f. at 10, 20, 40, and 5 Channel Center
Other Uses	Approximately 96,700 s.f.±	Approximately 62,106 s.f. at 10, 20, 15, 25, 35 and 40 Channel Center

In addition, 7 and 9 Channel Center Street, the remaining buildings to be rehabilitated at the Channel Center Project, are expected to contain a combination of Office Uses (approximately 40,000 square feet), Other Uses (approximately 11,010 square feet) and Residential Uses (approximately 44,400 square feet). These uses are subject to change due to market conditions and other factors. The Mid-Rise Building (as defined in Section 5 below) will contain approximately 521,000 square feet of Office Uses (and approximately 4,000 square feet of Other Uses), thereby increasing the total area dedicated to Office Uses at the Channel Center Project to approximately 874,205 square feet, or approximately 70% of the maximum office space permitted under the Original Development Plan. Conversely, the total amount of residential space that will ultimately be created at the Channel Center Project is expected to be approximately 421,652 square feet, or more than twice the minimum amount of 183,500 square feet required to be devoted to Residential Uses under the Original Development Plan.

In addition to the completed buildings at the Channel Center Project, Mt. Washington Way, a private way open to public travel that connects A Street and Channel Center Street and which is an important vehicular and pedestrian gateway to the residential portion of the Channel Center Project, has been recently reconstructed by the Proponent, and Channel Center Street serves as “Main Street” for the Channel Center Project. An open space called “Binford Green,” which was created by the Original Proponent and is located at the northern edge of the Channel Center Project, has been enlarged with the addition of adjacent Proponent-owned land, and was redesigned and reconstructed by the Proponent in 2010.

The Original Development Plan called for a structured parking garage to be constructed at the southern end of the Site below the Original Mid-Rise Buildings (as defined in Section 7(c) hereof) (the “Original South Garage”). However, due to market conditions, the Revised Project includes the relocation of the Original South Garage to a parcel of land southeasterly of the Site, across Richards Street and Medallion Avenue, adjacent to the South Boston Bypass Road (the

⁴ The Original Development Plan authorized variances from these projected use allocations due to market demand and other factors.

⁵ Representing approximately 209 residential condominium and rental units.

“Garage Site”). The Garage Site is bounded to the west by A Street; to the north by Richards Street; to the east by the South Boston Bypass Road; and to the south by West First Street. The Garage Site is not a part of the Site but rather, is located within Planned Development Area No. 69 as established by the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres approved by the BRA on August 10, 2006, and by the Zoning Commission on January 10, 2007 (the “PDA Master Plan”). The development of the Garage Site with a new park as well as a garage that will serve, *inter alia*, the Channel Center Project, shall be governed by the “Development Plan for New Park and Channel Center Garage, Parcels U8 and WF1 within Planned Development Area No. 69, South Boston/The 100 Acres Boston” filed by Galvin Capital Partners, LLC (doing business as Commonwealth Ventures) with the BRA contemporaneously herewith (the “Park/Garage Development Plan”). However, this Amended Development Plan authorizes locating the majority of the parking spaces accessory to Channel Center Project uses, at the Garage Site (as more particularly described in Section 6(d) hereof).

5. **The Revised Project.** The Original Project included the rehabilitation of at least thirteen of the Original Buildings, the demolition of five of the Original Buildings and a smokestack and boiler, the possible partial demolition of one of the Original Buildings, the construction of two infill buildings and two new mid-rise buildings, the relocation of existing surface parking to one or more parking garages, and the provision of certain other features, including open spaces available to the public, landscaping, and street and sidewalk improvements.

The Revised Project includes a slightly modified distribution of buildings to be rehabilitated, demolished and constructed; it includes the rehabilitation of sixteen of the Original Buildings (including 40 Channel Center Street (formerly 241 A Street), 7 Channel Center Street (formerly 46-48 Midway Street) and 5 Channel Center Street (formerly 50-52 Midway Street) in addition to the original buildings to be rehabilitated in the Original Development Plan), the demolition of three of the Original Buildings and a smokestack and boiler, the construction of one infill building and one new mid-rise building (the “Mid-Rise Building”), the relocation of a structured parking garage, originally intended to be constructed at the southern end of the Site, to the Garage Site adjacent to the Site, and the provision of certain other features, including open space areas, landscaping, and street and sidewalk improvements, all as more particularly described below and as more particularly shown on the Site Plan.

The Original Development Plan authorized up to 1,550,000 square feet of development, as more particularly described in Table 1 in Section 4 hereof. The Original Project was also expected to include approximately 1,010 parking spaces, including approximately 990 structured parking spaces located in one or more garages and approximately 20 surface parking spaces.

The Revised Project will consist of the same maximum development of 1,550,000 square feet of Gross Floor Area. Consistent with the Original Development Plan, the use allocation will include not less than approximately 50,000 square feet and up to 1,249,800 square feet devoted to Office Uses, not less than 183,500 square feet and up to 1,383,300 square feet devoted to Residential Uses, up to 96,700 square feet devoted to Other Uses, and up to 20,000 square feet of gallery space, in each case subject to market conditions and other factors. In addition, the Revised Project will contain approximately 1,010 parking spaces to serve the Revised Project, which is consistent with the Original Development Plan. However, approximately 885 parking

spaces allocated to the Channel Center Project will be located in a structured parking garage on the Garage Site, instead of in the Original South Garage to be located beneath the Original Mid-Rise Buildings (as defined herein). As contemplated by the Original Development Plan, there are parking spaces located in an existing underground garage constructed beneath 15, 25 and 35 Channel Center Street (approximately 105) and approximately 20 surface parking spaces within the Channel Center Project. The existing garage serves condominium unit owners at 25 and 35 Channel Center Street.

6. Public Approvals.

(a) Article 80 Review. The Original Project was subject to Article 80B Large Project Review, and the Original Proponent submitted a Project Notification Form (“PNF”) to the BRA on January 24, 2001. On March 27, 2001, the BRA issued a Scoping Determination Regarding Submission Requirements for a Draft Project Impact Report (“DPIR”) in response to the PNF (the “Original Scoping Determination”). On May 8, 2001, the Original Proponent submitted a Notice of Project Change to the BRA to reflect a planned decrease in the total square footage proposed for the Original Project and a decrease in the height of certain proposed new buildings (“First NPC”). On June 25, 2001, the BRA issued a Scoping Determination for a DPIR (“Second Scoping Determination”) in response to the First NPC. On August 30, 2001, the Original Proponent submitted a DPIR to the BRA in response to the Second Scoping Determination. On January 22, 2002, the BRA issued a Preliminary Adequacy Determination waiving further review pursuant to Section 80B-5.4(iv) of the Zoning Code, subject to continuing design review by the BRA, in response to the DPIR. On June 28, 2002, the Original Proponent submitted a further Notice of Project Change (“Second NPC”) relating to certain changes in the use program at the Original Project, and the BRA issued an Adequacy Determination dated September 22, 2002 in response to the Second NPC, subject to continuing design review by the BRA. On August 29, 2006, the Original Proponent filed a further Notice of Project Change (the “Third NPC”), in response to which the BRA issued an Adequacy Determination dated October 23, 2006, subject to continuing design review by the BRA. On October 27, 2010, the Proponent filed a Notice of Project Change with the BRA, as amended by an Amendment to Notice of Project Change dated October 27, 2010 and filed on November 3, 2010 (the “Fourth NPC”). The Fourth NPC reflected a change in plans for the demolition of the building known as 5 Channel Center and the construction of an infill building at the 7 Channel Center location, with a proposal to rehabilitate each of the 5, 7 and 9 Channel Center Street buildings, and to relocate Iron Street southerly in order to facilitate such rehabilitation. On January 21, 2011, the BRA issued an Adequacy Determination on the Fourth NPC, subject to continuing design review by the BRA. Contemporaneously herewith, the Proponent is filing, jointly with Galvin Capital Partners, LLC (doing business as Commonwealth Ventures), an affiliate of the Proponent, a Notice of Project Change with the BRA reflecting, *inter alia*, the planned construction of the South Garage (as defined in Section 7(d) hereof) on the Garage Site (the “Fifth NPC”). The Fifth NPC also discusses the construction of a new, approximately 72,000 square foot, open space area west of the South Garage, across a newly-constructed segment of Medallion Avenue.

(b) Massachusetts Historical Commission and Article 85 Demolition Delay. The Original Proponent entered into a Memorandum of Agreement with the Massachusetts Historical Commission (“MHC”) and the Massachusetts Department of Environmental Protection (“DEP”)

dated as of March 14, 2002 regarding the Channel Center Project (the “MHC MOA”), to which the Boston Landmarks Commission (“BLC”) is a concurring party. The remaining development at the Channel Center Project will also be subject to the MHC MOA. The Original Proponent applied for a demolition permit under Article 85 of the Zoning Code for the demolition of the buildings known as 5 Channel Center Street (formerly 50-52 Midway Street), 7 Channel Center Street (formerly 46-48 Midway Street), 25 Channel Center Street (formerly 16-22 Midway Street), and a building located on the existing surface parking lot at the south end of the Site (formerly 169 A Street), and by a Notice of Determination dated October 25, 2001, the BLC determined not to invoke demolition delay as to 16-22 Midway Street, and to terminate demolition delay as to the other buildings to be demolished based upon a finding that there was no feasible alternative to demolition. All demolition at the Site required for the Revised Project has been completed.

(c) South Boston Parking Freeze. The Original Project is governed by a City of Boston Air Pollution Control Commission permit (the “BAPCC Permit”) allowing the use of 1,010 parking spaces at the Site for the benefit of residents, tenants and visitors to the Channel Center Project. The Proponent will obtain an amendment of the BAPCC Permit to reflect that parking spaces serving the Site will be located both within the Site and at the Garage Site, and that certain of the parking spaces at the Garage Site may be used by others and/or the public, to the extent not used by Channel Center residents, tenants and visitors.

(d) Massachusetts Environmental Policy Act. The Original Project was subject to review under the Massachusetts Environmental Policy Act (“MEPA”) and the Original Proponent submitted an Environmental Notification Form together with a request for a Phase I Waiver with the Executive Office of Environmental Affairs (“EOEA”) on July 31, 2002. On September 9, 2002, a Certificate of the Secretary of Environmental Affairs (“Secretary”) on the Environmental Notification Form was issued, in which the Secretary determined that an Environmental Impact Report (“EIR”) was required. On October 9, 2002, the Secretary issued a Final Record of Decision Phase I Waiver, which allowed Phase I of the Original Project to proceed pending completion of the EIR. The Original Proponent submitted a Notice of Project Change on October 17, 2002 with respect to certain changes in the use program of the Original Project, and the Secretary issued a Certificate on the Notice of Project Change on November 22, 2002, which allowed the preparation of a Single Environmental Impact Report (“SEIR”) for the Original Project. The Original Proponent submitted an SEIR on January 15, 2003, and the Secretary issued a Certificate on the SEIR on February 28, 2003, which determined that the Original Project adequately and properly complies with MEPA. On March 13, 2012, the Proponent requested an advisory opinion from Executive Office of Energy and Environmental Affairs (“EOEEA”) as to whether a Notice of Project Change filing under MEPA is required, and on March 20, 2012 EOEEA issued a determination stating that no such Notice of Project Change is required.

7. The Project Elements.

(a) Rehabilitation. The Original Development Plan called for the rehabilitation of at least thirteen of the Original Buildings, including 2 Midway Street, 14 Midway Street, 24-26 Midway Street, 28- 32 Midway Street, 34-38 Midway Street, 40-44 Midway Street, 46-48 Midway Street, 50-52 Midway Street, 191 A Street, 205 A Street, 207-209 A Street,

211-213 A Street, 215 A Street, 225 A Street, and 229 A Street. In addition, the Original Development Plan provided for the rehabilitation of the building at 241 A Street if it was not partially demolished in connection with the construction of the North Garage (as hereafter defined).

The Revised Project includes the rehabilitation of all of the buildings planned to be rehabilitated under the Original Development Plan, including the rehabilitation of the building at 40 Channel Center Street (formerly 241 A Street), since the Revised Project no longer includes the North Garage. The buildings rehabilitated to date as part of the Revised Project are collectively referred to herein as the “Retained Buildings.” These buildings are and will be used for Allowed Uses (as defined in Section 9 hereof). The rehabilitation of the Retained Buildings is intended to be generally consistent with the Secretary’s Standards. Intact original building elements, including masonry and millwork have and will generally be retained and restored or repaired as needed. Facade additions may be added along exposed party walls. No additional floors have nor will be added to the Retained Buildings. The integrity of the existing street facades have and will be retained. New windows, heating, air conditioning, electrical, and plumbing systems have and will be incorporated into the Retained Buildings. The Retained Buildings will not be subject to any material exterior dimensional changes.

(b) Demolition. As discussed in Section 4 hereof, the Original Development Plan authorized the demolition of the buildings located at 16-22 Midway Street, 76 Midway Street and 169 A Street and the smokestack and boiler located at 2 Midway Street. This demolition work has been completed. The Original Development Plan also contemplated the construction of an underground garage at the north end of the Site (the “North Garage”), in which event the interior of the building located at 241 A Street would be demolished. However, the Revised Project will not include an underground garage at this location, and the building at 40 Channel Center (formerly 241 A Street) has been retained and rehabilitated in a manner consistent with the provisions of the Original Development Plan.

(c) Infill and New Construction. The Original Development Plan contemplated that two new infill buildings would be constructed along Channel Center Street, one located at the site of what is currently 25 Channel Center (formerly 16-22 Midway Street) and one located on the site of the 7 Channel Center Street building (formerly 46-48 Midway Street) (the “Original Infill Buildings”). The Original Development Plan stated that each of the Original Infill Buildings would be approximately 125 feet in height and would include a contemporary architectural treatment complementing the architecture of the Retained Buildings.

One infill building has been completed as part of the Original Project (25 Channel Center Street) (the “Infill Building”), and the Original Building at 7 Channel Center Street building (formerly 46-48 Midway Street) will be rehabilitated as discussed herein. Therefore, the Revised Project will contain only one Infill Building.

The Original Development Plan also authorized the construction of two new mid-rise buildings on the southern portion of the Site, one on Channel Center Street and the other on A Street (collectively, the “Original Mid-Rise Buildings”). Each of the Original Mid-Rise Buildings were to be approximately 150 feet in height, and accommodate office, research and development, retail, service and restaurant uses and other Allowed Uses. The Original

Development Plan also contemplated an open space or glass-covered area extended from the southern end of Channel Center Avenue, between the Original Mid-Rise Buildings. In addition, it allowed for the possibility of the reconfiguration of the Original Mid-Rise Buildings into a single building.

The Revised Project is consistent with the Original Project in that it includes one Mid-Rise Building to be located on the southern portion of the Site, on the parcel of land bounded by Iron Street to the north, Medallion Avenue to the east, Richards Street to the south, and A Street to the west. The Mid-Rise Building will have a maximum Height of 150 feet, and will contain a two-story pedestrian passageway that will allow pedestrians through access to and from the new park and South Garage to be built across Richards Street to the south, and the Channel Center residential and office buildings to the north.

(d) Parking Spaces. The Original Project was expected to include approximately 1,010 parking spaces, approximately 990 of which would be structured parking spaces and approximately 20 of which would be surface parking spaces within Channel Center. The Original Development Plan contemplated that the majority of the structured parking spaces would be located in the Original South Garage to be located beneath the Original Mid-Rise Buildings, with additional parking spaces located in the North Garage or in a garage to be constructed on the lower levels of the Original Infill Buildings or Retained Buildings (as denominated in the Original Development Plan, the "Midway Garage"). The Original Development Plan contemplated that the garage entrances and exits would be located on Richards Street or Medallion Avenue for the Original South Garage, on Medallion Avenue for the North Garage (if constructed) and on Medallion Avenue for the Midway Garage (if constructed).

The Revised Project will include approximately 1,010 parking spaces, approximately 990 of which will be structured spaces and approximately 20 of which will be surface parking spaces. Approximately 105 structured parking spaces are located in the underground garage constructed beneath the Infill Building and Retained Buildings at 15, 25 and 35 Channel Center Street (the "Residential Garage" and denominated the "Midway Garage" on the Original Development Plan), and approximately 885 structured parking spaces allocated to the Channel Center Project will be located in the above-ground parking garage to be constructed on the Garage Site southeast of the Site (the "South Garage"). As set forth in the New Park/Garage Development Plan, (i) the South Garage will contain additional spaces in excess of the 885 parking spaces allocated to the Channel Center Project, which additional spaces may be used by others or comprise public parking, (ii) access to the Residential Garage is located on Medallion Avenue, and (iii) the vehicular access/egress points for the South Garage are expected to be located on Medallion Avenue. In addition, to the extent certain of the parking spaces in the South Garage are not used by Channel Center residents, workers or visitors, such spaces may be used by members of the public or others.

(e) New Streets. The Original Development Plan included the creation of a new private way named "Iron Street" (referenced in the Original Development Plan as Cross Street) to be located at the southern end of the Site between the Original Mid-Rise Buildings and the

remainder of the Site, and a new private way named “Mt. Washington Way”⁶ located between the buildings now known as 20 Channel Center Street and 40 Channel Center Street (formerly 241 A Street). It also included the easterly extension of Richards Street to connect to Medallion Avenue, and the construction of Medallion Avenue from Binford Street to Richards Street.

The Revised Project includes the creation of Iron Street in a new location southerly of its original layout under the Original Development Plan (to be undertaken as part of the 5 Channel Center Street Project Component), the reconstruction of Mt. Washington Way (which has been completed), the construction of Medallion Avenue from Iron Street to Richards Street, and the extension of Richards Street to the South Boston Bypass Road.⁷ The locations of proposed and existing streets are shown on the Circulation Plan attached hereto as Exhibit F.

(f) Other Project Elements.

Streetscape Improvements. The Original Project included landscaping, street furniture and sidewalk improvements along Channel Center Street and in the area between the Original Mid-Rise Buildings. Since the Mid-Rise Building will now comprise a single building, the Revised Project will include a two-story pedestrian passageway within the Mid-Rise Building linking Iron Street and Richards Streets, as well as streetscape improvements consisting of new sidewalks, street trees and lighting along the adjacent sides of A Street, Channel Center Street, Iron Street, Medallion Avenue and Richards Street. These improvements will create a more inviting pedestrian environment along A Street, the main pedestrian route to West Broadway and the Broadway MBTA Red Line Station, as well as around the Channel Center Project.

Open Spaces. The Revised Project includes three open space areas open to the public along A Street, in substantially similar locations to the Original Development Plan. The first is located between 40 Channel Center and Binford Street (“Binford Green”), the second is located between 20 Channel Center Street and Mt. Washington Way (“Mt. Washington Open Space”), and the third is located between Iron Street and the 10 Channel Center Street building (“Iron Street Park”), all as shown on the Open Space Plan attached as Exhibit D-3. Binford Green encompasses a larger area in the Revised Project than under the Original Development Plan, due to the contribution by Proponent of adjacent Proponent-owned land. Binford Green and the Mt. Washington Open Space have already been created; Iron Street Park will be created as part of the Mid-Rise Building Project Component. These open space areas will enhance and promote enjoyment of the area for the residents, workers and visitors to the Channel Center Project and for visitors to the Fort Point neighborhood.

Signage. Exterior signage shall be subject to BRA approval pursuant to its Development Review Guidelines and Fort Point Channel Landmark District Commission approval pursuant to the design guidelines for the Fort Point Channel Landmark District.

Retail and Other Commercial Space. The Original Development Plan contemplated that much of the first floor space within the Original Project buildings would be occupied by retail, service and restaurant uses (the “Retail Component”) in order to enliven the Site, to make the

⁶ New Mt. Washington Street (as referenced in the Original Development Plan) was renamed Mt. Washington Way by action of the PIC on April 3, 2003.

⁷ The construction of Richards Street is a “First Phase Public Realm Enhancement” under the PDA Master Plan.

Original Project more accessible to the public, and to draw more people into the area. While market and financing conditions have made this a challenging goal to date, the occupancy of the Mid-Rise Building is expected to create additional market demand for these services and amenities. Furthermore, the Mid-Rise Building is expected to contain approximately 4,000 square feet of commercial space on the ground floor. Consistent within the provisions of Section 3 hereof, the portions of the Channel Center Project buildings in which any portion of the Retail Component is located, may be separately owned and operated from other portions of the same buildings.

8. **Urban Design Context.** The Site is located within the portion of South Boston known as the Fort Point Channel area and is approximately one-half mile east of the Financial District. The Site is also located within the City of Boston's "Innovation District," which is part of a City initiative to attract more technology, research and development and other economic development engines to the area. The Fort Point Channel neighborhood is occupied by a mix of industrial and start-up businesses, postal facilities, office space, creative arts and design businesses, residential units, artist live/work units, and vacant land awaiting redevelopment. A majority of the ornamental brick structures in the area were built around the turn of the 20th century by the Boston Wharf Company as manufacturing and warehouse/storage buildings. The major urban design effort for the Original Project and the Revised Project has focused on honoring the manufacturing and warehouse history of the Fort Point Channel neighborhood. The facades of sixteen historic warehouse buildings located on the Site either have been or will be rehabilitated generally in accordance with the Secretary's Standards. The Infill Building has been constructed, and the Mid-Rise Building will be constructed (subject to BRA design review pursuant to Article 80B) utilizing modern materials and architectural designs which are intended to complement the existing buildings and maintain the integrity of the industrial past by utilizing an industrial aesthetic.

In September, 2006, following a multi-year planning process, the BRA approved a plan entitled "The Fort Point District 100 Acres Master Plan," (the "100 Acres Master Plan") which sets forth a plan for the growth and development of the 100 Acres into a dense, varied and lively urban district. The 100 Acres Master Plan provides a framework for transforming approximately 35 acres of underutilized land into a vibrant, 24-hour mixed-use neighborhood with approximately 5.9 million square feet of development, new open spaces for public use, and significant infrastructure improvements such as improved and new streets. The 100 Acres Master Plan incorporates many of the concepts outlined in the Seaport Public Realm Plan completed by the BRA in February, 1999, which the 100 Acres Master Plan supersedes. That plan called for the development of residential uses as well as a variety of other active uses, in addition to strengthening the area's infrastructure and creating street connections with the waterfront. The Site is located within the 100 Acres area and the Revised Project will further many of the development goals set forth in the 100 Acres Master Plan.

Since the Original Development Plan was approved, a number of significant projects have been completed in the neighboring vicinity, including the Boston Convention and Exhibition Center and adjoining Westin Waterfront Hotel, and FP3 Boston on Congress Street, a mixed-use development containing residential condominiums and restaurants. In addition, several more private development projects have been proposed in the 100 Acres area. Together

with these other projects, the Revised Project is intended to meet the 100 Acres Master Plan's goal of creating a vibrant 24-hour community in the Fort Point Channel area.

The Revised Project will include an enlivened streetscape throughout the Site, including new light fixtures, landscaping, street furniture and sidewalks adjacent to the Site, consistent with the architecture found in the Fort Point Channel area. New service, retail and restaurant spaces on the ground floors of the project buildings are intended to create a pedestrian-friendly environment by providing amenities to the residential neighbors and to the residents, commercial tenants and visitors to the Site. The three new landscaped open space areas (two of which have already been built) will enliven the Site and provide much-needed green space in a neighborhood sorely lacking in landscaped open space. Finally, parking will be relocated from the existing interim surface parking lots into a garage structure, thereby opening up more area within the Site for active uses, and thus drawing more people and activity into the area.

The Original Buildings are not individually listed in the National Register of Historic Places or the State Register of Historic Places, nor are they individually designated as landmarks. They are, however, located within the City's Fort Point Channel Landmark District established on January 28, 2009, and are listed as "contributing buildings" within the Fort Point Channel Historic District, which was determined eligible for listing on the National Register of Historic Places in connection with federal Section 106 Review for the Central Artery Project. The preservation of the Retained Buildings is intended to be sensitive to the industrial character of the buildings and to the design guidelines promulgated by the City's Landmarks Commission (last amended on December 9, 2008) for the Fort Point Channel Landmark District. As discussed in Section 6(b), the Channel Center Project is the subject of the MHC MOA with MHC, DEP and BLC as a concurring party.

9. **General Description of Proposed Development and Use Allocation.** As described in Section 6, the Revised Project includes the demolition of certain buildings, the renovation of the Retained Buildings (completed), and the new construction of the Infill Building (completed) and the Mid-Rise Building.

In order to allow the Revised Project to be used for a variety of purposes consistent with its mixed-use character, this Amended Development Plan requests approval for the use of each Project Component for any one or more of the following uses: (i) office and research and development uses (collectively, "Office Uses"); (ii) live/work, artists' mixed use, and multi-family residential uses, subject to the provisions below (collectively, "Residential Uses"); (iii) retail, service, eating and drinking establishments (including take-out restaurants), gallery, open space, educational uses, cultural uses, entertainment uses, fitness center, automatic teller machine, day care center, telecommunications use and wireless communications equipment use, and any of the uses set forth on Exhibit K attached hereto and incorporated herein (collectively, "Other Uses"); (iv) uses accessory to the foregoing Offices Uses, Residential Uses and Other Uses (including without limitation, a trading floor, kitchen and employee dining facilities, employee health club and employee day care facilities); and (v) accessory parking and parking garage uses (collectively, "Parking Uses"). With respect to Residential Uses, this Amended Development Plan seeks approval of the use of all portions of the Site other than the portion shown on Exhibit I attached hereto and incorporated herein (the "Non-Residential Area") for Residential Uses; provided, however, that residential roof decks shall not be permitted uses

within that portion of the Site shown on Exhibit I (the “Residential Roof Deck Restricted Area”). All of the foregoing permitted uses are collectively referred to herein as the “Allowed Uses.”

The Revised Project is expected to contain the same use allocation as authorized by the Original Development Plan; provided however, that this Amended Development Plan seeks approval for changes in the amount of square footage devoted to each use described below due to market demand and other factors:

<u>Table 2</u>		
Total square footage:		1,550,000 square feet
Residential Uses	not less than 183,500 square feet; up to	1,383,300 square feet
Office Uses	not less than 50,000 square feet; up to	1,249,800 square feet
Other Uses		up to 96,700 square feet
Gallery		up to 20,000 square feet

10. **Proposed Location and Appearance of Structures.** The BRA has issued Certifications of Compliance and Consistency for the Completed Project Components pursuant to Sections 80B-6 and 80C-8 of the Zoning Code. A list of schematic plans for the 7 Channel Center Street, 9 Channel Center Street and Mid-Rise Building Project Components are attached hereto as Exhibits E-1 and E-2, respectively. Final plans and specifications for each of these Project Components will be submitted to the BRA for issuance of a Certification of Consistency and Compliance pursuant to Sections 80B-6 and 80C-8 of the Zoning Code for each such Project Component.

11. **Density of Proposed Improvements.** This Amended Development Plan seeks approval of the maximum FAR’s set forth on Exhibit G-1 through Exhibit G-10 with respect to each Project Component and for a maximum Site-wide FAR of 5.2, consistent with the Original Development Plan. Buildings shall be deemed to be in conformity with this Amended Development Plan provided that they are constructed in accordance with the maximum FAR’s approved by this Amended Development Plan for each Project Component as set forth on Exhibit G-1 through Exhibit G-10. The BRA’s issuance of a Certification of Consistency and Compliance pursuant to Sections 80B-6 and 80C-8 of the Zoning Code shall conclusively establish consistency with the maximum FAR’s approved by this Amended Development Plan for the applicable Project Component.

The maximum FAR requirements set forth on Exhibit G-1 through Exhibit G-10 attached to this Amended Development Plan are substantially similar to the maximum FAR requirements set forth on Exhibit G-1 through Exhibit G-12 to the Original Development Plan. The only changes in this Amended Development Plan are the combination of Exhibit G-2 and Exhibit G-3 attached to the Development Plan and the maximum FAR requirement contained therein into one Exhibit G-2 attached hereto, reflecting the completed rehabilitation of 20 Channel Center Street as one Project Component, and the combination of Exhibits G-10 and Exhibit G-11 attached to the Original Development Plan and the maximum FAR requirement contained therein into one Exhibit G-10 attached hereto, reflecting the construction of the Mid-Rise Building as one Project

Component. The aggregate maximum FAR for each of 20 Channel Center Street and the Mid-Rise Building has not increased from the Original Development Plan.

Notwithstanding the information contained in Exhibit G-1 through Exhibit G-10 or anything contained in this Amended Development Plan to the contrary, and as discussed in Section 3 above, this Amended Development Plan seeks approval for any ownership structure for the Channel Center Project or the Site (including, without limitation, a condominium ownership structure) and for any nonconformity with any applicable FAR requirement that is created by any future separation or combination of ownership of Project Components, whether through subdivision, re-subdivision, or the creation of a condominium, provided that such change in ownership does not increase the Site-wide FAR above 5.2.

In the event that a condominium form of ownership is created for the Site, this Amended Development Plan recognizes that FAR measurement may be incalculable as to any of the individual units within such condominium which does not have its own lot area, and seeks approval for the floor area of each such condominium unit, however demarcated, provided that the Site-wide FAR is not increased above 5.2. This Amended Development Plan also seeks approval for any ownership structure for the common areas within the Project, notwithstanding any effect such ownership structure may have on the FARs set forth on Exhibit G-1 through Exhibit G-10, provided that the Site-wide FAR is not increased above 5.2.

12. **Dimensions of Proposed Improvements.** Under underlying zoning, the Site is subject to (i) a 12-foot rear yard requirement and (ii) a parapet setback requirement along each lot line determined by a formula based on the height and length of each building facade, except that there is no parapet setback requirement below 80 feet along side lot lines. Under underlying zoning, there is no minimum lot size, no minimum lot area, no minimum lot width, no maximum building height, no minimum open space requirement, and no front yard setback requirement.

Consistent with the Original PDA Plan, this Amended Development Plan seeks the elimination of rear yard and parapet setback requirements with respect to each of the Project Components and the approval of: (a) the dimensions of each of the buildings within each Completed Project Component, the Remaining Buildings, and the Mid-Rise Building as set forth on the schematic plans previously delivered to the BRA with respect thereof, provided that the dimensional requirements set forth on Exhibit G-1 through Exhibit G-10 are met with respect to such Project Component, and (b) any future changes to the dimensions or characteristics of any Project Component conforming to the dimensional requirements set forth on Exhibit G-1 through Exhibit G-10 with respect to the applicable Project Component. The BRA's issuance of a Certification of Consistency and Compliance pursuant to Sections 80B-6 and 80C-8 of the Zoning Code shall conclusively establish consistency with the dimensional requirements hereunder for the applicable Project Component.

As previously noted, Exhibit G-2 and Exhibit G-3 attached to the Original Development Plan have been combined into Exhibit G-2 attached hereto, and Exhibit G-10 and Exhibit G-11 attached to the Original Development Plan have been combined into Exhibit G-10 attached hereto, reflecting respectively, the rehabilitation of 20 Channel Center Street as one Project Component and the construction of the Mid-Rise Building as one Project Component. None of

the dimensional requirements on Exhibit G-2 or Exhibit G-10 attached hereto have changed from the Original Development Plan.

13. **Height of Proposed Improvements.** This Amended Development Plan seeks approval of the proposed Heights of the Mid-Rise Building of up to 150 feet, of the Infill Building of up to 125 feet, and of the Remaining Buildings of up to 80 feet. The Heights for each Project Component shall be in accordance with those shown on Exhibit G-1 through Exhibit G-10 attached hereto. For purposes of this Amended Development Plan, rooftop mechanical equipment, whether or not screened, is not included in calculating building Height. Furthermore, any inconsistent provisions of the Zoning Code notwithstanding, any rooftop solar panels and rooftop appurtenances included within any Project Component (i) shall not be deemed “rooftop additions” for purposes of this Amended Development Plan or otherwise, and (ii) may comprise such area of each building rooftop as is approved by the BRA, as evidenced by the BRA’s issuance of a Certification of Consistency and Compliance for such Project Component. Buildings shall be deemed to be in conformity with this Amended Development Plan provided that they are constructed in accordance with the maximum Heights approved by this Amended Development Plan for each Project Component as set forth on Exhibit G-1 through Exhibit G-10; and provided that the BRA’s issuance of a Certification of Consistency and Compliance pursuant to Sections 80B-6 and 80C-8 of the Zoning Code shall conclusively establish consistency with the maximum Heights approved by this Amended Development Plan for the applicable Project Component.

As previously noted, Exhibit G-2 and Exhibit G-3 attached to the Original Development Plan have been combined into Exhibit G-2 attached hereto, and Exhibit G-10 and Exhibit G-11 attached to the Original Development Plan have been combined into Exhibit G-10 attached hereto, reflecting respectively, the rehabilitation of 20 Channel Center Street as one Project Component and the construction of the Mid-Rise Building as one Project Component. The maximum Height permitted for each of 20 Channel Center Street and the Mid-Rise Building as shown on Exhibit G-2 and Exhibit G-10, respectively, has not changed from the Original Development Plan.

14. **Proposed Traffic Circulation.** The Site is bounded generally by A Street to the west, Binford Street to the north, Medallion Avenue to the east and Richards Street to the south. A Street is a north-south two-way public way, approximately 40 feet wide, with one travel lane of varying width in each direction. Binford Street is a 60-foot wide private way open to public travel. Richards Street is a 40-foot wide way, which when constructed and extended to the South Boston Bypass Road, will be dedicated to and maintained by the City as a two-way public street. Channel Center Street, a 50-foot wide private way running from south to north, bisects the Site. Iron Street as relocated, shall be a 42-foot wide private way open to public travel and Mt. Washington Way is a 48-foot wide private way open to public travel. Both Binford Street and Richards Street lead to A Street, through which the regional highway system can be reached. In addition, Richards Street will connect to the South Boston Bypass Road; the South Boston Bypass Road connects to the regional highway system.

The Project’s proposed vehicular circulation patterns are depicted on Exhibit F attached hereto (the “Circulation Plan”). The Revised Project includes the creation of several additional streets, which are shown on the Circulation Plan. Medallion Avenue will provide north-south

access between Iron and Richards Streets, and continue to operate one way southbound from Binford Street to Iron Street. The layout of Medallion Avenue may be further refined in concert with the future development of Parcel U7 as shown on Exhibit I to the PDA Master Plan. Iron Street will provide east to west access across the Site and to the Mid-Rise Building. Richards Street will be newly constructed from A Street to the South Boston Bypass Road.

Mt. Washington Way (formerly New Mt. Washington Street) will continue to provide access from A Street to Channel Center Street at the northern end of the Site. In addition, the pedestrian passageway in the Mid-Rise Building will provide pedestrian access from the buildings at Channel Center to the new park to be constructed to the south, across Richards Street, and the South Garage to be constructed to the southeast, across Richards Street and Medallion Avenue.

The vehicular entrance and exit to the Residential Garage are located on Medallion Avenue. The vehicular entrances and exits to the South Garage are expected to be located on the portion of Medallion Avenue to be constructed between West First Street and Richards Street; however, the final design of the South Garage will be governed by the Park/Garage Development Plan and subject to Article 80B BRA design review.

The creation of this enhanced circulation system will result in enhanced accessibility of the Channel Center Project to pedestrians and vehicles alike, and will make traffic flow to, from and within the Site smooth and efficient. These developments combined with the existing streets providing access to the Site will allow adequate north-south and east-west vehicle and pedestrian access to and within the Site. Furthermore, they help build the expanded street and pedestrian circulation system contemplated by the PDA Master Plan.

The traffic study performed by the Original Proponent for the Original Development Plan is included in the DPIR. The traffic study performed by Proponent in connection with the Revised Project is set forth in the Fifth NPC filed with the BRA concurrently with this Amended Development Plan.

15. Parking and Loading Facilities.

(a) Parking Facilities. The Original Development Plan authorized approximately 1,010 parking spaces at the Site, with 990 structured parking spaces to be located in one or more structured parking garages and approximately 20 surface parking spaces. This Amended Development Plan seeks approval for approximately 1,010 parking spaces for the Revised Project, with approximately 105 structured parking spaces located in the Residential Garage, approximately 885 structured parking spaces to be located off-site in the South Garage on the Garage Site, and approximately 20 surface parking spaces. Thus, the number of overall parking spaces authorized to serve the Channel Center Project has not changed from the Original Development Plan. The South Garage will contain additional parking spaces which are not allocated for Channel Center Project uses and may be used by others and/or for public parking, as set forth in the Park/Garage Development Plan. This Amended Development Plan seeks approval for (i) a portion of the parking spaces serving the Channel Center Project to be temporarily located at one or more surface parking lots located at the Site as shown on the Existing Conditions Site Plan attached hereto as Exhibit D-1, until such time as construction of the South Garage is completed and certain of the parking spaces serving the Channel Center Project are relocated to the South Garage, (ii) the reconfiguration from time to time of the

parking spaces located on the Site, and (iii) the temporary relocation of existing parking spaces to one or more off-site parking facilities during such time as the surface parking lot(s) are developed in accordance with the provisions of this Amended Development Plan (see discussion in Section 15(b)).

The BRA has approved the number, location, dimensions and design of the parking spaces located in the Residential Garage. The BRA will review the number, location, dimensions and design of the South Garage in accordance with its development review under Article 80B of the Zoning Code and the Park/Garage Development Plan.

This Amended Development Plan further seeks approval of parking accessory to any Project use described in or approved by this Amended Development Plan, including without limitation (a) existing parking accessory to uses at the Channel Center Project; (b) proposed parking accessory to uses at the Channel Center Project; (c) the use of proposed parking by customers of the Retail Component, whether or not such parking is an accessory use under the Zoning Code; (d) possible future re-allocations of accessory parking among uses at the Channel Center Project notwithstanding the provisions of the Restricted Parking District; and (e) re-striping, reconfiguring, adding or subtracting parking spaces for the Channel Center Project, provided that the number of accessory off-street parking spaces for each Project Component shall neither be less than the minimum ratios nor more than the maximum ratios set forth on Exhibit G-1 through Exhibit G-10 for such Project Component. Notwithstanding anything set forth herein to the contrary, parking for the Revised Project is intended to be provided primarily in the South Garage located on the Garage Site, with approximately 105 parking spaces located in the Residential Garage and with approximately twenty (20) surface spaces provided primarily along Channel Center Street. Accordingly, parking spaces located anywhere on the Site or on the Garage Site which a Project Component has the legal right to use shall satisfy the applicable requirements for accessory off-street parking spaces to the extent required by this Amended Development Plan with respect to such Project Component.

(b) Interim Parking. Since the inception of the Channel Center Project, the site of the proposed Mid-Rise Building has been operated by the Proponent as an interim surface parking lot for workers, visitors, and residents at the Channel Center Project, consistent with the provisions of the Original Development Plan. Additional interim surface parking has been provided on the site of the proposed Iron Street Park. The construction of the Mid-Rise Building and Iron Street Park will require the relocation of these interim parking uses.

The Proponent is finalizing arrangements with Gillette to lease on a short-term basis (not to exceed three years, with a right to extend if need be), approximately 300 parking spaces located in three Gillette-owned parking lots that are part of or are adjacent to the Gillette South Boston Manufacturing Center (the "Center") across A Street from Channel Center, as shown on Exhibit J attached hereto and incorporated herein (such parking lots cumulatively are referred to herein as the "Temporary Parking Area"). The Temporary Parking Area will be used by workers, visitors and residents at the Channel Center Project, and access to the Temporary Parking Area will be gate-controlled. All or a portion of the parking spaces within the Temporary Parking Area may be relocated at Gillette's request to the Gillette-owned public parking lots north of Binford Street near the Channel Center Project. In the event of such relocation, the definition of "Temporary Parking Area" as used herein and shown on Exhibit J attached hereto

shall be deemed amended to include the areas of the relocated parking spaces. The Proponent's use of the Temporary Parking Area will be terminated when the South Garage is open for operation and thus available for use by workers, visitors and residents at the Channel Center Project as contemplated in this Amended Development Plan.

The Temporary Parking Area is currently operated as parking lots. The proposed temporary use of such area by workers, visitors and residents at the Channel Center Project will be ancillary to the uses at the Channel Center Project. Thus, for a period of not longer than three years (as it may be extended) from the date of commencement of construction of the Mid-Rise Building, such Temporary Parking Area shall be deemed a part of Planned Development Area No. 53 and such ancillary parking use shall be a permitted use under this Amended Development Plan. Upon the earlier of (x) the first day of the month following the commencement of operations of the South Garage, or (y) three years (as it may be extended) from the date of commencement of construction of the Mid-Rise Building, the Temporary Parking Area shall no longer be deemed a part of Planned Development Area No. 53 and such ancillary parking use shall no longer be permitted under this Amended Development Plan.

In recognition of the fact that Gillette is only entering into such arrangement as an accommodation to the Proponent to facilitate the economic development benefits of the Mid-Rise Building Project Component, Gillette shall have no obligations under this Amended Development Plan, and shall not be deemed the "Proponent" for any purpose hereunder (including without limitation, for purposes of any obligations that may exist under any documentation relating to the Channel Center Project (formerly known as the Midway Project) between the Proponent (or its predecessors in title to the Channel Center Project), the BRA or any other City agency, or any of same, including, without limitation, the Cooperation Agreement, the Development Impact Project Agreement, the Boston Residents Construction Employment Plan, the Transportation Access Plan Agreement and the Memorandum of Understanding/First Source Agreement, as the same may have been amended from time to time).

(c) Loading Facilities. This Amended Development Plan seeks approval of the provision of up to twelve loading bays for the Revised Project notwithstanding any provisions of the Zoning Code requiring the provision of more loading bays and notwithstanding any future separation of ownership of Project Components, whether through subdivision, re-subdivision, or the creation of a condominium. A Project Component shall be in compliance with the loading bay requirements of this Amended Development Plan provided that the applicable ratio set forth on Exhibit H is met with respect to the Revised Project as a whole. This Amended Development Plan further seeks approval of any future changes in the numbers or locations of loading bays in any Project Component, provided that the applicable ratio set forth on Exhibit H is met with respect to the Revised Project as a whole. In addition, this Amended Development Plan permits loading bays to be shared by two or more Project Components, provided that the applicable ratio of loading docks set forth on Exhibit H is met for the Revised Project as a whole. Loading bays having the dimensions shown on the schematic plans attached to the Original Development Plan, design plans previously approved by the BRA, or on the schematic plans for the Remaining Buildings or the Mid-Rise Building attached as Exhibits E-1 and E-2 shall be deemed to meet the requirements of this Amended Development Plan. The loading bays located in the Completed Project Components shall be deemed to comply with this Amended Development Plan, as

evidenced by the Certificate of Consistency issued by the BRA for each respective Project Component.

16. **Access to Public Transportation.** The Site is well-served by a variety of public transportation modes. The MBTA Red Line is located within a 10-minute walk from the Site at South Station and within a 5-minute walk of the Site at Broadway Station. At South Station, there is extensive commuter rail service and private regional bus service serving communities to the south and west of Boston. MBTA Silver Line service to the South End and Roxbury, South Boston and Logan Airport is also available at South Station. Three bus routes -- #9, #11 and #47 -- travel through Broadway Station, servicing Copley Square, downtown Boston, and Central Square in Cambridge, respectively. Bus Route #11 to downtown travels directly on A Street in front of the Site.

17. **Open Space and Landscaping.** The Revised Project will include streetscape improvements along A Street Channel Center Street, Iron Street, Medallion Avenue and Mt. Washington Way. In addition, the Revised Project includes three publicly-accessible open spaces areas along A Street, as reflected in the Original Development Plan. Binford Green is located between 40 Channel Center and Binford Street; the Mt. Washington Open Space is located between 20 Channel Center Street and Mt. Washington Way, and Iron Street Park will be located between Iron Street and 10 Channel Center Street, all as shown on the Open Space Plan attached hereto as Exhibit D-3. Binford Green was to be smaller under the Original Development Plan; it was enlarged with the addition of adjacent Proponent-owned land and was redesigned and reconstructed by the Proponent in 2010. The Mt. Washington Open Space has also been created by the Proponent at the Site and Iron Street Park will be created as part of the Mid-Rise Building Project Component.

18. **Public Benefits.** The Revised Project is expected to provide the following public benefits:

- Revitalize an underutilized 7.09 acre site in a manner that is consistent with the PDA Master Plan.
- Encourage a 24-hour neighborhood and enhance street life by adding residential and live/work units and retail and commercial uses to the Fort Point Channel neighborhood, consistent with the PDA Master Plan.
- Rehabilitate at least thirteen existing five to seven story historically notable warehouse buildings that were previously underutilized and in disrepair.
- Relocate surface parking uses to structures and open up surface areas for development and open space uses.
- Provide for new construction and new uses in areas previously consisting of lots currently used for parking or occupied by underutilized structures.
- Provide not less than 183,500 square feet of space devoted to Residential Uses on the Site;

- Produce up to approximately \$5,100,000 in housing linkage payments, some of which may be used for the on and off-Site affordable residential units described above, and up to approximately \$1,025,000 in jobs linkage payments (such figures are subject to a final determination of Gross Floor Area for zoning purposes and are subject to modification based on the amount of Development Impact Project uses actually developed on the Site).
- Provide up to \$1,200,000 (depending upon the final build-out of the Channel Center Project) to an impact mitigation fund to be overseen by the BRA, which funds will be made available to social service providers and non-profit organizations for uses such as capital improvements and programming, childcare, affordable housing, public realm improvements, local arts initiatives and social support functions.
- Construct and maintain three new open spaces areas that will provide much-needed, publicly-accessible open space in an area of Boston that has a dearth of open space.
- Construct and maintain Channel Center Street, Iron Street and Mt. Washington Street as roadways, and increase the accessibility of the Site to the public.
- Richards Street from A Street to the South Boston Bypass Road and Medallion Avenue from Iron Street to Richards Street, will be constructed in concert with construction of the Mid-Rise Building, which will help to build the expanded street and pedestrian circulation system contemplated by the PDA Master Plan. The construction of Richards Street in particular, will aid in reducing truck traffic on streets in the Fort Point neighborhood.
- Encourage the use of public transportation and pedestrian trips by locating various active uses in close proximity to Boston's financial district and public transit.
- Create a permeable pedestrian and vehicular network across the Site and connect the Site and the Channel Center Project with the adjacent neighborhoods by creating means of pedestrian and vehicular access across the Site and bringing new active uses into the area.
- Provide direct access to the regional highway system via A Street and Richards Street, thus avoiding the street network to the north along the waterfront and the South Boston residential street network to the east.
- Create approximately 4000 construction jobs and create or retain 6500 permanent jobs.
- Substantially increase real estate tax revenues to the City of Boston.
- The 5 Channel Center Street, 7 and 9 Channel Center Street and Mid-Rise Building Project Components will each be constructed to LEED certifiable standards.

- The Site will contain new streetscape improvements along A Street, Iron Street and Richards Street, including new sidewalks, street lights and landscaping, which will create a more inviting pedestrian environment along A Street, a major area street, as well around the Site.

19. **Groundwater Conservation.** A portion of the Site is located within the Fort Point Channel component of the Groundwater Conservation Overlay District (“GCOD”) governed by Article 32 of the Zoning Code, which was enacted in 2006 (after the approval of the Original PDA Plan and the commencement of construction of the Channel Center Project). The parcel of land on which the Mid-Rise Building is to be constructed is not located within the GCOD. Section 32-4 of the Zoning Code provides that if a Proposed Project (as defined in Article 2A of the Zoning Code) involves either (a) the erection or extension of a structure that will occupy more than fifty square feet of lot area, or (b) the erection or extension of a structure designed or used for human occupancy or access, mechanical equipment, or laundry or storage facilities, including garage space, if such construction involves the excavation below grade to a depth equal to or below seven feet above Boston City Base, the Proponent must incorporate systems into the Proposed Project that meet the groundwater conservation standards set forth in Article 32 of the Zoning Code.

In connection with the future development of 7 Channel Center Street and 9 Channel Center Street discussed in this Amended Development Plan (each of which properties is located within the GCOD), the Proponent shall obtain a written determination from the Boston Water and Sewer Commission confirming that said standards are met with respect to each such Project Component, and provide a copy of such written determination(s) to the BRA and the Boston Groundwater Trust prior to the BRA’s issuance of a Certification of Compliance and Consistency for each such Project Component pursuant to the provisions of Sections 80B-6 and 80C-8 of the Zoning Code. The issuance of such Certification of Compliance and Consistency shall be deemed to constitute confirmation that (i) such Project Component complies with Article 32 of the Zoning Code to the extent applicable, and (ii) no conditional use permit from the Board of Appeal is required for such Project Component under Article 32 of the Zoning Code.

20. **Development Schedule.** This Amended Development Plan seeks approval for (i) construction of the Project Components in multiple phases or sub-phases, which phases or sub-phases may proceed sequentially or simultaneously; and (ii) interruptions between completion of such phases or sub-phases and commencement of construction of the next phases or sub-phases. A building permit for the first Project Component of the Channel Center Project (35 Channel Center Street) was issued on December 31, 2002. Completion of the Revised Project as described herein is anticipated to occur by the end of 2015, subject to market conditions, financing and other factors that may extend such development schedule.

Notwithstanding the foregoing, the only remaining Project Components to be developed include 7 Channel Center Street, 9 Channel Center Street and the Mid-Rise Building. The rehabilitation of 7 Channel Center Street and 9 Channel Center Street (which are anticipated to be combined to form one building) is expected to take approximately 12 months and to commence in 2012. Construction of the Mid-Rise Building is expected to take approximately twenty four months, and to commence by the fourth quarter of 2012. Construction of Richards

Street and of Medallion Avenue between Iron and Richards Streets, and the streetscape improvements to A Street, Iron Street and Richards Street are expected to be completed contemporaneously with the construction of the Mid-Rise Building. Construction of the Iron Street Park will be completed after completion of the Mid-Rise Building, in 2015. These development timetables are subject to change due to financing and other factors.

21. **Applicability.** In accordance with Section 80C-9 of the Zoning Code, consistency of the Revised Project with this Amended Development Plan constitutes compliance with the dimensional, use and other requirements of the Zoning Code to the extent such requirements have been addressed in this Amended Development Plan. To the extent that any aspect of existing uses and structures on the Site, as described in this Amended Development Plan, or proposed uses complying with this Amended Development Plan and proposed structures complying with Exhibit G-1 through Exhibit G-10 as applicable, are in conflict with any requirement of the Zoning Code not specifically addressed in this Amended Development Plan, such requirements shall be deemed inapplicable to the Revised Project and shall be deemed to be waived upon approval of this Amended Development Plan.

22. **Amendments.** Any owner of an individual Project Component may seek amendment of this Amended Development Plan as to such Project Component in accordance with the procedures prescribed by the Zoning Code without the consent of any other owner of a Project Component. In the event that any amendment to this Amended Development Plan proposed by the owner of a Project Component is approved, and such amendment affects the overall compliance of the Project with this Amended Development Plan, this Amended Development Plan shall be deemed amended with respect to the Revised Project as a whole to the extent necessary for the overall Revised Project to comply with this Amended Development Plan.

23. **No Duty to Develop the Revised Project.** Notwithstanding anything to the contrary set forth in this Amended Development Plan, under no circumstances shall the Proponent be obligated to proceed with the Revised Project or any Project Component thereof.

List of Exhibits

Exhibit A:	Legal Description
Exhibit B:	Project Team Members
Exhibit C:	Parcelization Plan
Exhibit D-1:	Existing Conditions Site Plan
Exhibit D-2:	Proposed Site Plan
Exhibit D-3:	Open Space Plan
Exhibit E-1:	List of Schematic Plans for 7-9 Channel Center Street
Exhibit E-2:	List of Schematic Plans for Mid-Rise Building
Exhibit F:	Circulation Plan
Exhibits G-1 to G-10:	Project Components
Exhibit H:	Parking and Loading Ratios
Exhibit I:	Restricted Roof Deck and Non-Residential Areas
Exhibit J:	Temporary Parking Area Plan
Exhibit K:	List of Additional Permitted Uses

EXHIBIT A

LEGAL DESCRIPTION

Thirteen (13) certain parcels of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Lot 1A

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at a point on the southeasterly sideline of A Street said point is located N 45°08'04" E, a distance of 119.61 feet from the intersection of the said southeasterly sideline of A Street and the northeasterly sideline of Mt. Washington Way;

Thence running N 45°08'04" E along the said southeasterly sideline of A Street, a distance of 28.62 feet;

Thence turning running S 44°50'01" E along the southwesterly boundary line of land now or formerly of the United States of America, United States Postal Service, a distance of 125.82 feet;

Thence turning and running S 45°08'04" W along the northwesterly boundary line of Lot 5, a distance of 28.62 feet;

Thence turning and running N 44°50'11" W along the northeasterly boundary line of Lot 1B, a distance of 125.82 feet to the point of beginning;

Containing an area of 3,601 square feet as shown on a plan entitled "Subdivision Plan of Lot 1, Channel Center, Boston (South Boston District) Mass.", dated January 10, 2008, prepared by Harry R. Feldman, Inc. and recorded in the Registry as Plan No. 54 of 2008.

Lot 1B

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at a point on the southeasterly sideline of A Street said point is located N 45°08'04" E, a distance of 105.92 feet from the intersection of the said southeasterly sideline of A Street and the northeasterly sideline of Mt. Washington Way;

Thence running N 45°08'04" E along the said southeasterly sideline of A Street, a distance of 13.69 feet;

Thence turning running S 44°50'11" E along the southwesterly boundary line of Lot 1A, a distance of 125.82 feet;

Thence turning and running S 45°08'04" W along the northwesterly boundary line of Lot 5, a distance of 13.58 feet;

Thence turning and running N 44°52'59" W along the northeasterly boundary line of Lot 1C, a distance of 125.82 feet to the point of beginning;

Containing an area of 1,716 square feet as shown on a plan entitled "Subdivision Plan of Lot 1, Channel Center, Boston (South Boston District) Mass.", dated January 10, 2008, prepared by Harry R. Feldman, Inc. and recorded in the Registry as Plan No. 54 of 2008.

Lot 1C

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at a point on the southeasterly sideline of A Street said point is located N 45°08'04" E, a distance of 23.70 feet from the intersection of the said southeasterly sideline of A Street and the northeasterly sideline of Mt. Washington Way;

Thence running N 45°08'04" E along the said southeasterly sideline of A Street, a distance of 82.22 feet;

Thence turning running S 44°52'59" E along the southwesterly boundary line of Lot 1B, a distance of 125.82 feet;

Thence turning and running S 45°08'04" W along the northwesterly boundary line of Lot 5, a distance of 82.26 feet;

Thence turning and running N 44°51'54" W along the northeasterly boundary line of Lot 1D, a distance of 125.82 feet to the point of beginning;

Containing an area of 10,347 square feet as shown on a plan entitled "Subdivision Plan of Lot 1, Channel Center, Boston (South Boston District) Mass.", dated January 10, 2008, prepared by Harry R. Feldman, Inc. and recorded in the Registry at Plan No. 54 of 2008.

Lot 1D

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at the intersection of the southeasterly sideline of A Street and the northeasterly sideline of Mt. Washington Way;

Thence running N 45°08'04" E along the said southeasterly sideline of A Street, a distance of 23.70 feet;

Thence turning running S 44°51'54" E along the southwesterly boundary line of Lot 1C, a distance of 125.82 feet;

Thence turning and running S 45°08'04" W along the northwesterly boundary lines of Lots 5 and 6, a distance of 23.70 feet;

Thence turning and running N 44°51'55" W along the northeasterly sideline of Mt. Washington Way, a distance of 125.82 feet to the point of beginning;

Containing an area of 2,982 square feet as shown on a plan entitled "Subdivision Plan of Lot 1, Channel Center, Boston (South Boston District) Mass.," dated January 10, 2008, prepared by Harry R. Feldman, Inc. and recorded in the Registry as Plan No. 54 of 2008.

Lot 2/3

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at the intersection of the southeasterly sideline of A Street and the northeasterly sideline of Mt. Washington Way, said intersection is the northerly corner of the herein described parcel;

Thence running S 44°51'55" E along the said northeasterly sideline of Mt. Washington Way and the southwesterly boundary line of Lot 1, a distance of 125.82 feet;

Thence turning and running S 45°08'04" W along the northwesterly boundary lines of Lots 6 and 7, a distance of 335.53 feet;

Thence turning and running N 44°52'23" W along the northeasterly boundary line of Lot 4, a distance of 125.83 feet to the southeasterly sideline of A Street;

Thence turning and running N 45°08'04" E along the said southeasterly sideline of A Street, a distance of 335.54 feet to the point of beginning;

Containing an area of 42,219 square feet as shown on a plan entitled "Consolidation Plan of Land, Channel Center, Boston, Mass. (South Boston District)" dated December 10, 2007, prepared by Harry R. Feldman, Inc. and recorded with the Registry as Plan No. 915 of 2007.

[There is no longer a Lot 4]

Lot 5

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at the easterly corner of Lot 1, said corner is the northerly corner of Lot 5;

Thence running S 44°50'01" E, a distance of 174.18 feet;

Thence turning and running S 45°08'04" W, a distance of 141.13 feet;

Thence turning and running N 44°46'53" W, a distance of 174.18 feet;

Thence turning and running N 45°08' 04" E a distance of 140.96 feet to the point of beginning;

Containing an area of 24,567 square feet as shown on a plan entitled "Subdivision Plan (Midway Project) Boston, Mass. (South Boston District)" dated July 26, 2002, prepared by Harry R. Feldman, Inc. and recorded in the Registry at Book 30576, Page 262.

Lot 6

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at the westerly corner of Lot 5, said corner is the northerly corner of Lot 6;

Thence running S 44°46'53" E, a distance of 174.18 feet;

Thence turning and running S 45°08'04" W, a distance of 116.83 feet;

Thence turning and running N 44°56' 58" W, a distance of 174.17 feet;

Thence turning and running N 45°08'04" E a distance of 117.34 feet to the point of beginning;

Containing an area of 20,393 square feet as shown on a plan entitled "Subdivision Plan (Midway Project) Boston, Mass. (South Boston District)" dated July 26, 2002, prepared by Harry R. Feldman, Inc. and recorded in the Registry at Book 30576, Page 262.

Lot 7

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at the westerly corner of Lot 6, said corner is the northerly corner of Lot 7;

Thence running S 44°56'58" E, a distance of 174.17 feet;

Thence turning and running S 45°08'04" W, a distance of 236.00 feet;

Thence turning and running N 44°56'58" W, a distance of 174.17 feet;

Thence turning and running N 45°08'04" E a distance of 236.00 feet to the point of beginning;

Containing an area of 41,104 square feet as shown on a plan entitled "Subdivision Plan (Midway Project) Boston, Mass. (South Boston District)" dated July 26, 2002, prepared by Harry R. Feldman, Inc. and recorded in the Registry at Book 30576, Page 262.

[There are no longer Lots 8-11]

Lot 12

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Commencing at the intersection of the southeasterly sideline of A Street and the centerline of Richards Street;

Thence running N 45°08'04" E along the said southeasterly sideline of A Street, a distance of 334.45 feet;

Thence turning and running S 44°50'02" E, a distance of 125.84 feet;

Thence turning and running N 45°08'04" E, a distance of 33.50 feet to the point of beginning;

Thence and running N 45°08'04" E by Lot 4, a distance of 175.66 feet;

Thence turning and running S 44°56'58" E by Lot 7, a distance of 174.17 feet;

Thence turning and running S 45°08'04" W by land now or formerly of the United States of America, United States Postal Service, a distance of 175.88 feet;

Thence turning and running N 44°52'24" W by Lot 13, a distance of 174.16 feet to the point of beginning;

Containing an area of 30,613 square feet and shown as Lot 12 on a plan entitled "Subdivision Plan, Channel Center, Boston, Mass. (South Boston District)" prepared by Harry R. Feldman, Inc. dated April 20, 2011 and recorded with the Suffolk County Registry of Deeds in Plan Book 2011, Page 402.

Lot 13

A certain parcel of land, together with the building and all other improvements thereon, situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Commencing at the intersection of the southeasterly sideline of A Street and the centerline of Richards Street;

Thence running N 45°08'04" E along the said southeasterly sideline of A Street, a distance of 334.45 feet;

Thence turning and running S 44°50'02" E, a distance of 125.84 feet to the point of beginning;

Thence turning and running N 45°08'04" E by Lot 4, a distance of 33.50 feet;

Thence turning and running S 44°52'24" E by Lot 12, a distance of 174.16 feet;

Thence turning and running S 45°08'04" W by land now or formerly of the United States of America, United States Postal Service, a distance of 67.76 feet;

Thence turning and running N 44°51'56" W by Lot 14, a distance of 161.78 feet;

Thence turning and running N 43°26'33" E by Lot 11, a distance of 34.25 feet;

Thence turning and running N 44°50'02" W by Lot 11, a distance of 11.37 feet to the point of beginning;

Containing an area of 11,393 square feet and shown as Lot 13 on a plan entitled "Subdivision Plan, Channel Center, Boston, Mass. (South Boston District)" prepared by Harry R. Feldman, Inc. dated April 20, 2011 and recorded with the Suffolk County Registry of Deeds in Plan Book 2011, Page 402.

[There is no longer a Lot 14]

Lot 15

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at a point at the intersection of the southeasterly sideline of A Street, and the centerline of Richards Street;

Thence running N 45°08'04" E, along said sideline of A Street, a distance of 306.06 feet to a point;

Thence running by the Northerly side line of Iron Street and Proposed Lot 16, along a curve to the left, having a radius of 10.50 feet, a length of 6.29 feet, a chord bearing of S 27°58'58" W and a chord length of 6.19', to a point of non-tangency;

Thence running S 44°51'56" E along said northerly line of Iron Street and by proposed Lot 16 and land now or formerly of 5 CC LLC, a distance of 298.17 feet to a point;

Thence turning and running S 45°08'04" W, a distance of 283.82 feet to a point;

Thence turning and running N 51°47'46" W, a distance of 151.10 feet to a point;

Thence turning and running N 45°08'04" E, distance of 20.15 feet to a point on the centerline of Richards Street;

Thence turning and running N 51°47'46" W, by said centerline of Richards Street, a distance of 151.10 feet to the point of beginning.

The last four courses by land now or formerly of United States Postal Service.

Containing an area of 87,598 square feet, and shown as Lot 15 on a plan entitled "Lot Consolidation And Subdivision Plan, Channel Center, Boston, Mass. (South Boston District)" prepared by Harry R. Feldman, Inc. dated May 17, 2012 and recorded with the Suffolk County Registry of Deeds in Plan Book 2012, Page 168.

Lot 16

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Commencing at a point at the intersection of the southeasterly sideline of A Street and the centerline of Richards Street and running N 45°08'04" E, along said sideline of A Street, a distance of 306.06 feet to the point of beginning;

Thence running N 45°08'04" E along said sideline of A Street, a distance of 56.39 feet to a point;

Thence turning and running S 44°50'02" E by Lot 17, to the centerline of Channel Center Street formerly Midway Street, a distance of 125.84 feet to a point;

Thence turning and running S 45°08'04" W by said centerline of Channel Center Street and land now or formerly of 5 CC LLC, a distance of 28.00 feet to a point;

Thence turning and running S 44°50'02" E, by said land of 5 CC LLC, a distance of 11.37 feet to a point;

Thence turning and running S 43°26'33" W, by said land of 5 CC LLC, a distance of 34.25 feet to a point;

Thence turning and running N 44°51'56" W, by the Northeasterly sideline of Iron Street a distance of 136.40 feet to a point of non-tangency;

Thence running by the northerly sideline of Iron Street along a curve to the right, having a radius of 10.50 feet, a length of 6.29 feet, a chord bearing of N 27°58'58" E and a chord length of 6.19', to a point of tangency and the point of beginning;

Containing an area of 8,239 square feet, and shown as Lot 16 on a plan entitled "Lot Consolidation And Subdivision Plan, Channel Center, Boston, Mass. (South Boston District)" prepared by Harry R. Feldman, Inc. dated May 17, 2012 and recorded with the Suffolk County Registry of Deeds in Plan Book 2012, Page 168.

Lot 17

A certain parcel of land situated in the City of Boston, South Boston District, Suffolk County, Commonwealth of Massachusetts, bounded and described as follows:

Commencing at a point at the intersection of the southeasterly sideline of A Street and the centerline of Richards Street and running N 45°08'04" E, along said sideline of A Street, a distance of 362.45 feet to the point of beginning;

Thence running N 45°08'04" E, along said sideline of A Street, a distance of 191.68 feet to a point;

Thence turning and running S 44°52'23" E, by Lot 2/3 and land now or formerly of Channel Center Holdings VAF, LLC a distance of 125.84 feet to a point on the center line of Channel Center Street;

Thence turning and running S 45°08'04" W, by said centerline of Channel Center Street and land now or formerly of Midway Studios Associates, LLC, Channel Center Holdings VAF, LLC and 5 CC LLC, a distance of 191.77 feet to a point;

Thence turning and running N 44°50'02" W, by said Lot 16, a distance of 125.84 feet to the point of beginning;

Containing an area of 24,125 square feet, and shown as Lot 17 on a plan entitled "Lot Consolidation And Subdivision Plan, Channel Center, Boston, Mass. (South Boston District)" prepared by Harry R. Feldman, Inc. dated May 17, 2012 and recorded with the Suffolk County Registry of Deeds in Plan Book 2012, Page 168.

EXHIBIT B

PROJECT TEAM MEMBERS

Proponent:	Channel Center Holdings VAF, LLC c/o Commonwealth Ventures 10 Channel Center Street Boston, MA 02210 617/423-5273 <i>Richard A. Galvin, Executive Vice President</i>
Architect:	ADD Inc. 311 Summer Street Boston, MA 02210 617/234-3138 <i>James Gray, AIA, Principal</i>
Architect:	Spalding Tougias Architects, Inc. 241 A Street Boston, MA 02210 617/542-4522 <i>Cheryl Tougias, Principal</i>
Landscape Design:	Halvorson Design Partnership 161 Massachusetts Avenue Boston, Massachusetts 02116 617/536-0380 <i>Robert Adams, Senior Associate</i>
Environmental and Permitting Consultant:	Epsilon Associates 3 Clock Tower Place, Suite 250 Maynard, MA 01754 978/461-6226 <i>Laura Rome, Principal</i>

<p>Legal Counsel:</p>	<p>Bowditch & Dewey, LLP One International Place Boston, MA 02110 508/926-3352 <i>Mary T. Feeney, Esq.</i></p> <p>Edwards Wildman Palmer LLP 111 Huntington Avenue Boston, MA 02199 617/239-0225 <i>Rebecca A. Lee, Esq.</i> <i>Emily K. Yu, Esq.</i></p>
<p>Civil Engineer:</p>	<p>Nitsch Associates, Inc. 186 Lincoln Street Boston, MA 02111 617/338-0063 <i>John Schmid, P.E.</i> <i>Deborah Katzman, P.E.</i></p>
<p>Transportation Engineer:</p>	<p>Howard/Stein-Hudson 38 Chauncy Street Boston, MA 02111 617/482-7080 <i>Guy Busa, P.E.</i></p>

EXHIBIT C
PARCELIZATION PLAN

[See attached]

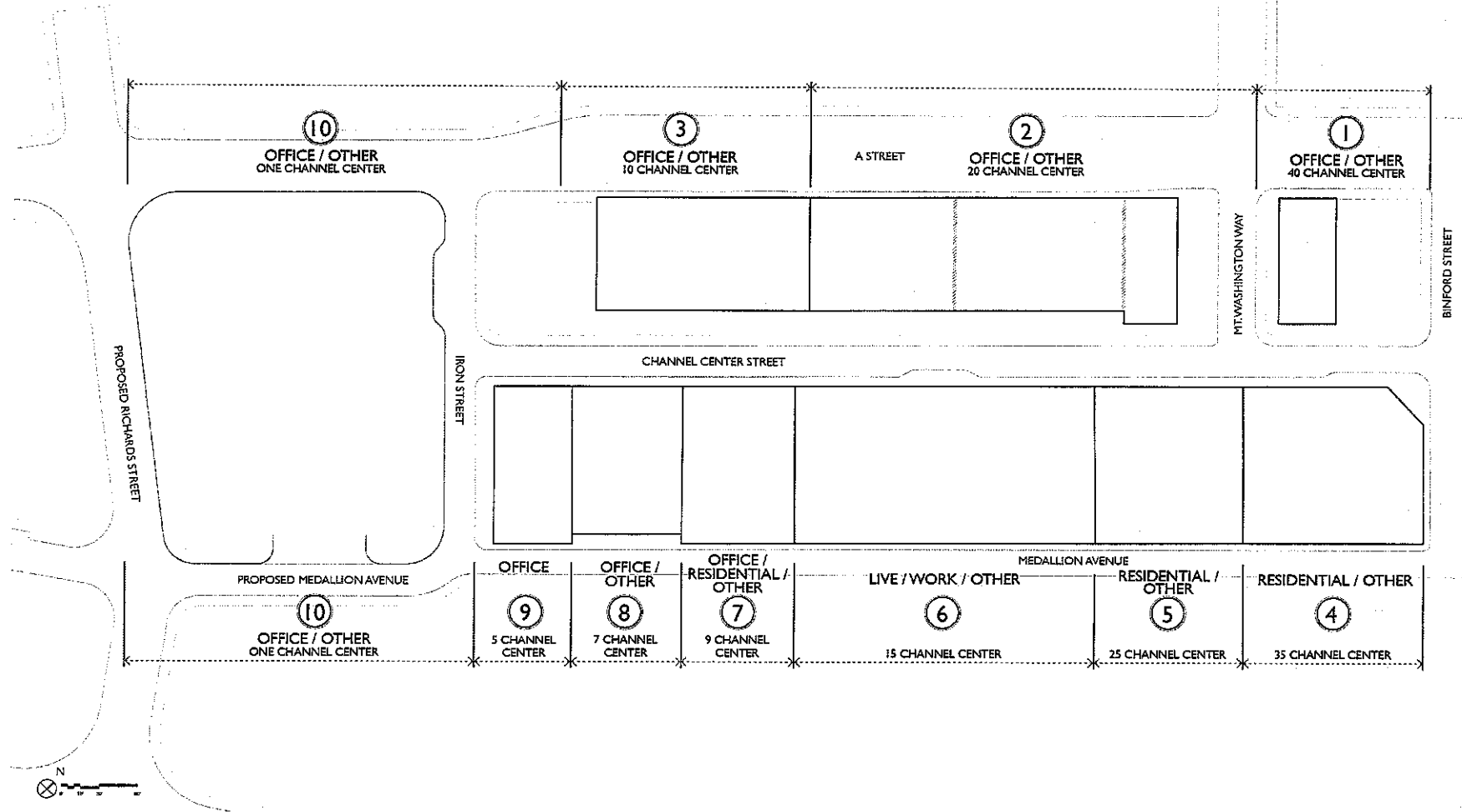
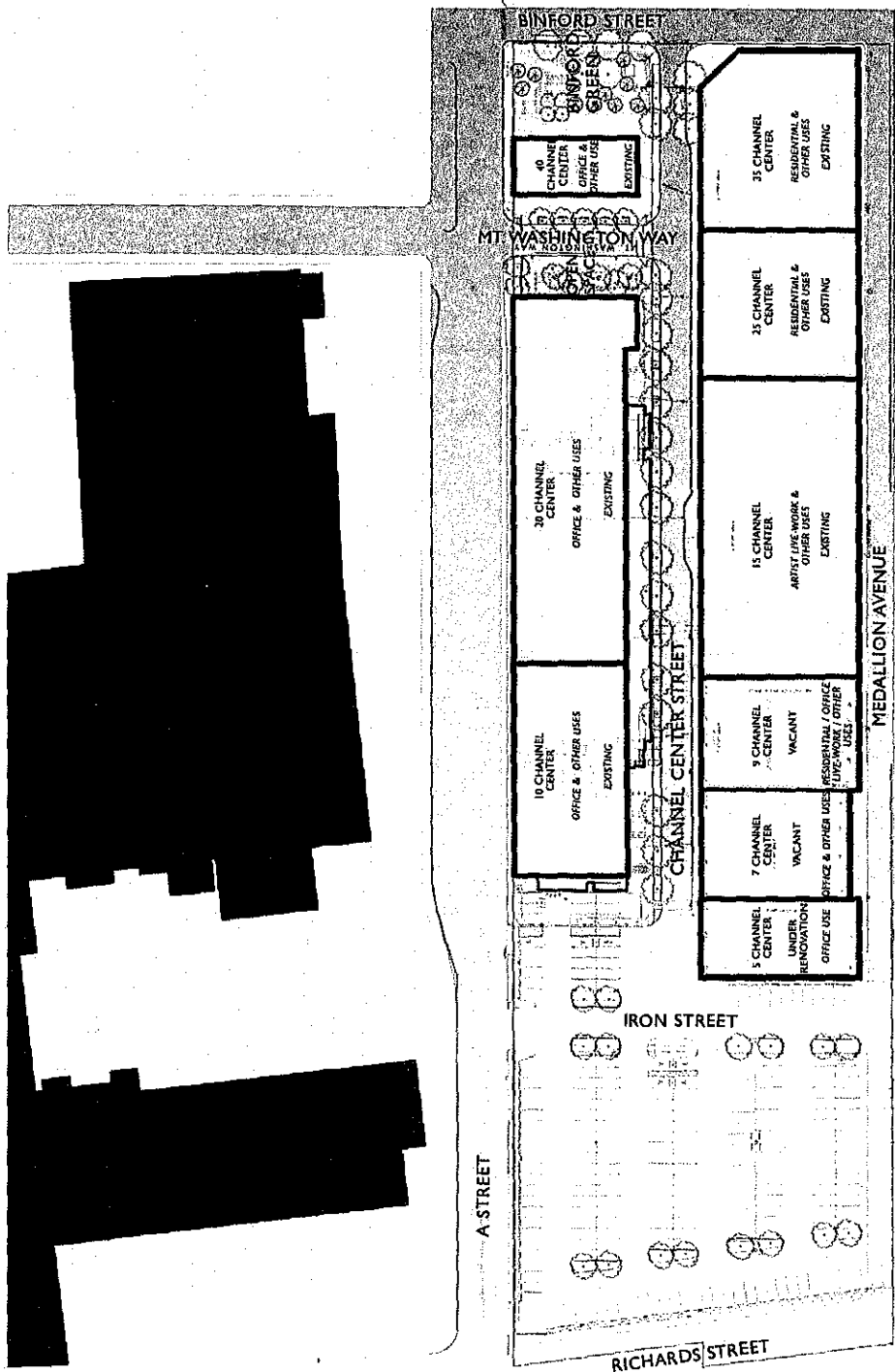


EXHIBIT D-1

EXISTING CONDITIONS SITE PLAN

[See attached]



One Channel Center Commonwealth Ventures

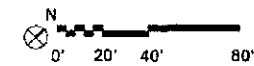
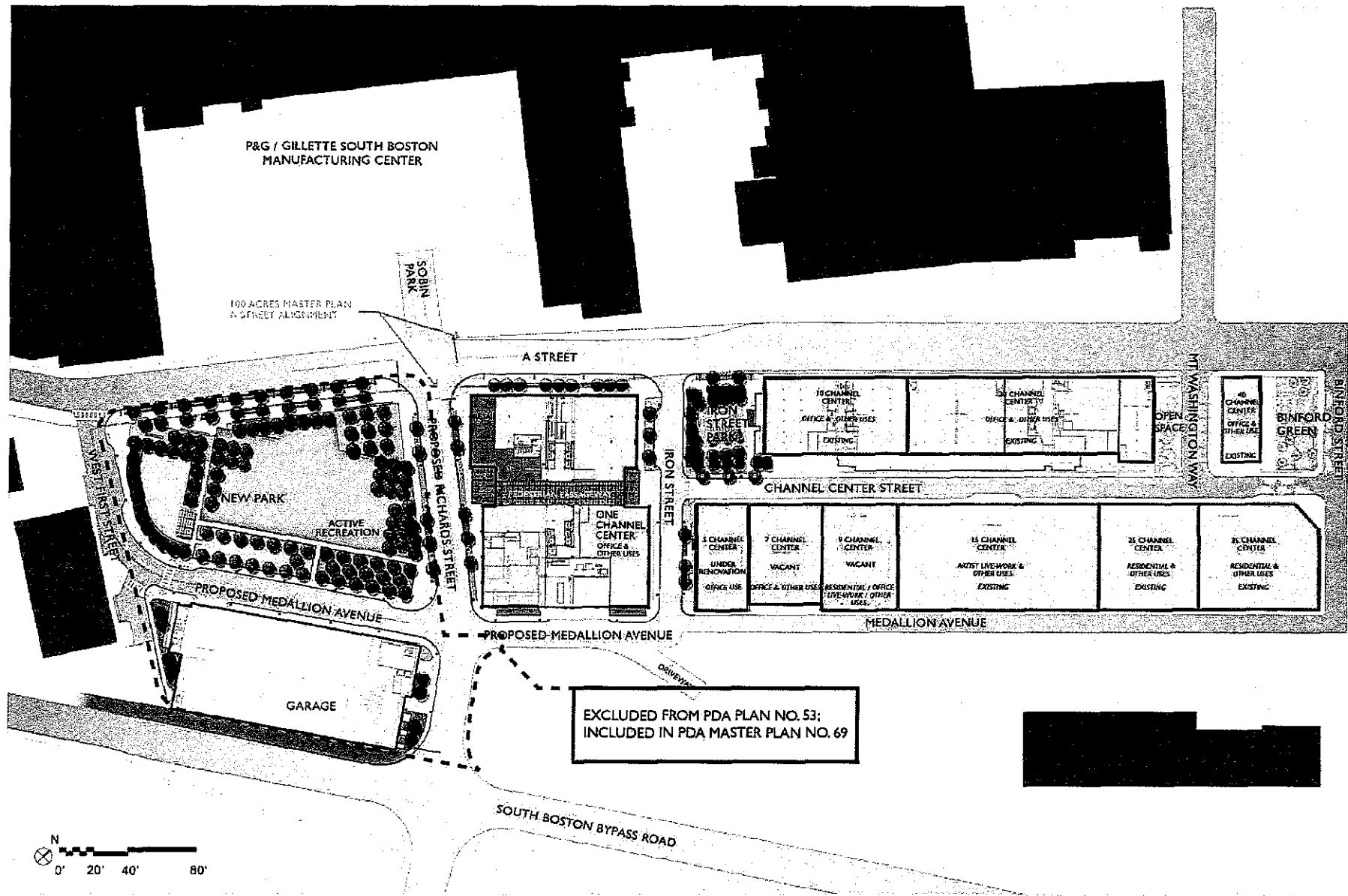
ADD Inc ARCHITECTURE + DESIGN

Exhibit D-1 EXISTING CONDITIONS SITE PLAN

EXHIBIT D-2

PROPOSED SITE PLAN

[See attached]



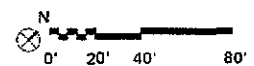
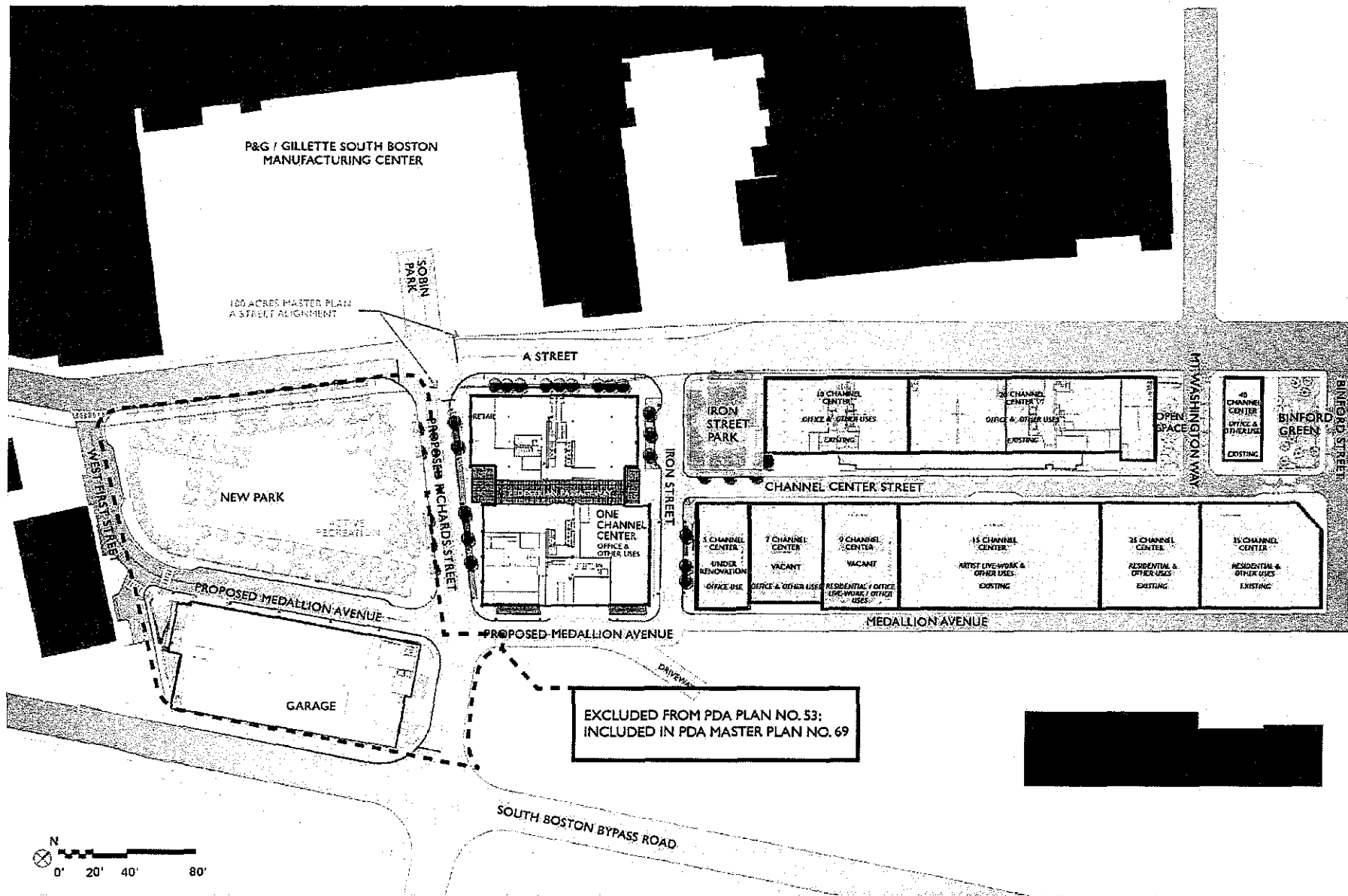
One Channel Center Commonwealth Ventures

ADD Inc ARCHITECTURE + DESIGN

Exhibit D-2
PROPOSED SITE PLAN

EXHIBIT D-3
OPEN SPACE PLAN

[See attached]



One Channel Center Commonwealth Ventures

ADD Inc ARCHITECTURE + DESIGN

EXHIBIT E-1

SCHEMATIC PLANS

Schematic Plans for 7-9 Channel Center

A set of the schematic design plans for 7-9 Channel Center as listed below, has been delivered to the BRA under separate cover.

- X-0 Coversheet
- X-1 Partial Updated Topographic Plan of Land
- C1.0 Legend and General Notes
- C2.0 Layout and Materials Plan
- C3.0 Grading Plan
- C4.0 Utility Plan
- C5.0 Site Details
- A-1.1 9CC and 7CC First Floor Plan
- A-1.2 9CC and 7CC Second Floor Plan
- A-1.3 9CC and 7CC Third Floor Plan
- A-1.4 9CC and 7CC Fourth Floor Plan
- A-1.5 9CC and 7CC Fifth Floor and Sixth Floor Plans
- A-1.6 9CC and 7CC Seventh Floor and Roof Plans
- A-2.0 Context Elevations
- A-2.1 West Elevation
- A-2.2 East Elevation
- A-3.1 North-South Section
- A-3.2 West-East Section 7 Channel Center
- A-3.3 West-East Section 9 Channel Center
- A-3.4 West-East Section 7 Channel Center @ Elevators

All plans prepared by Spaulding Tougias Architects, Inc.

EXHIBIT E-2

SCHEMATIC PLANS

Schematic Plans for Mid-Rise Building

A set of the schematic design plans for the Mid-Rise Building as listed below, has been delivered to the BRA under separate cover.

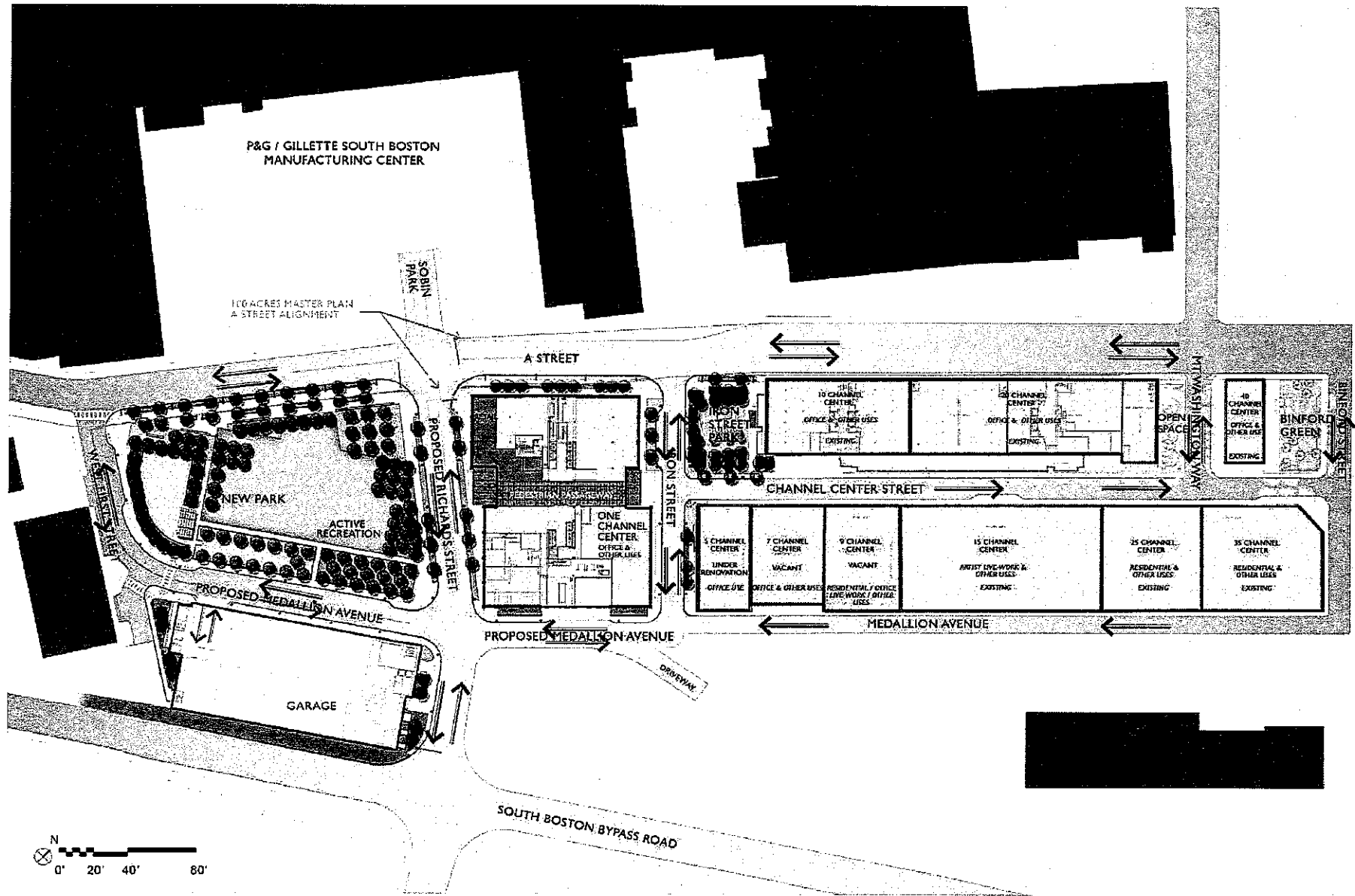
All plans prepared by ADD Inc.

- Figure A-1 Ground & Typical Floor Plans
- Figure A-2 Office Building Elevation: Iron Street
- Figure A-3 Office Building Elevation: A Street
- Figure A-4 Office Building Elevation: Richards Street
- Figure A-5 Office Building Elevation: Medallion Avenue
- Figure A-6 Office Building Perspective: A Street
- Figure A-7 Office Building Perspective: Aerial from A Street
- Figure A-8 Office Building Perspective: View from Gillette
- Figure A-9 Office Building Perspective: Aerial from Gillette
- Figure A-10 Office Building Perspective: View from Artists for Humanity

EXHIBIT F

CIRCULATION PLAN

[See attached]



One Channel Center

Commonwealth Ventures

ADD Inc

ARCHITECTURE + DESIGN

Exhibit F
CIRCULATION PLAN

EXHIBIT G-1

Project Component: 40 Channel Center (formerly 241-347 A Street)
(Project Component No. 1 as shown on Exhibit C)

Allowed Uses: Office Uses, Other Uses and Parking Uses (as defined
in the Plan)

Maximum Building Height: 80 feet

Maximum Floor Area Ratio: 1.93

Minimum Lot Size: None

Minimum Lot Area for Each
Traditional Dwelling Unit: None

Minimum Lot Width: None

Minimum Usable Open Space
Per Dwelling Unit: None

Minimum Front Yard: None

Minimum Side Yard: None

Minimum Rear Yard: None

Minimum Parapet Setback:

Front: None

Side: None

Rear: None

Maximum Rear Yard Occupancy: None

Parking Spaces:

Minimum Ratio: See Exhibit H

Maximum Ratio: See Exhibit H

Loading Bays:

Minimum Ratio: See Exhibit H

EXHIBIT G-2

<u>Project Component:</u>	20 Channel Center Street (formerly 207-229 A Street) (Project Component No. 2 as shown on <u>Exhibit C</u>)
<u>Allowed Uses:</u>	Office Uses, Residential (other than in the Non-Residential Area); Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	7.17
<u>Minimum Lot Size:</u>	None
<u>Minimum Lot Area for Each Traditional Dwelling Unit:</u>	None
<u>Minimum Lot Width:</u>	None
<u>Minimum Usable Open Space Per Dwelling Unit:</u>	None
<u>Minimum Front Yard:</u>	None
<u>Minimum Side Yard:</u>	None
<u>Minimum Rear Yard:</u>	None
<u>Minimum Parapet Setback:</u>	<u>Front:</u> None <u>Side:</u> None <u>Rear:</u> None
<u>Maximum Rear Yard Occupancy:</u>	None
<u>Parking Spaces:</u>	<u>Minimum Ratio:</u> See Exhibit H <u>Maximum Ratio:</u> See Exhibit H
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit H

EXHIBIT G-3

Project Component: 10 Channel Center Street (formerly 191-205 A Street)
(Project Component No. 3 as shown on Exhibit C)

Allowed Uses: Office Uses, Residential Uses; Other Uses and Parking
Uses (as defined in the Plan)

Maximum Building Height: 80 feet

Maximum Floor Area Ratio: 4.36

Minimum Lot Size: None

Minimum Lot Area for Each
Traditional Dwelling Unit: None

Minimum Lot Width: None

Minimum Usable Open Space
Per Dwelling Unit: None

Minimum Front Yard: None

Minimum Side Yard: None

Minimum Rear Yard: None

Minimum Parapet Setback:

Front: None

Side: None

Rear: None

Maximum Rear Yard Occupancy: None

Parking Spaces:

Minimum Ratio: See Exhibit H

Maximum Ratio: See Exhibit H

Loading Bays:

Minimum Ratio: See Exhibit H

EXHIBIT G-4

<u>Project Component:</u>	35 Channel Center Street (formerly 2 Midway Street) (Project Component No. 4 as shown on <u>Exhibit C</u>)
<u>Allowed Uses:</u>	Office Uses, Residential Uses; Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	3.48
<u>Minimum Lot Size:</u>	None
<u>Minimum Lot Area for Each Traditional Dwelling Unit:</u>	None
<u>Minimum Lot Width:</u>	None
<u>Minimum Usable Open Space Per Dwelling Unit:</u>	None
<u>Minimum Front Yard:</u>	None
<u>Minimum Side Yard:</u>	None
<u>Minimum Rear Yard:</u>	None
<u>Minimum Parapet Setback:</u>	
	<u>Front:</u> None
	<u>Side:</u> None
	<u>Rear:</u> None
<u>Maximum Rear Yard Occupancy:</u>	None
<u>Parking Spaces:</u>	
	<u>Minimum Ratio:</u> See Exhibit H
	<u>Maximum Ratio:</u> See Exhibit H
<u>Loading Bays:</u>	
	<u>Minimum Ratio:</u> See Exhibit H

EXHIBIT G-5

<u>Project Component:</u>	25 Channel Center Street (formerly 16-22 Midway Street)
<u>Allowed Uses:</u>	(Project Component No. 5 as shown on <u>Exhibit C</u>) Office Uses, Residential Uses; Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	125 feet
<u>Maximum Floor Area Ratio:</u>	7.76
<u>Minimum Lot Size:</u>	None
<u>Minimum Lot Area for Each Traditional Dwelling Unit:</u>	None
<u>Minimum Lot Width:</u>	None
<u>Minimum Usable Open Space Per Dwelling Unit:</u>	None
<u>Minimum Front Yard:</u>	None
<u>Minimum Side Yard:</u>	None
<u>Minimum Rear Yard:</u>	None
<u>Minimum Parapet Setback:</u>	
	<u>Front:</u> None
	<u>Side:</u> None
	<u>Rear:</u> None
<u>Maximum Rear Yard Occupancy:</u>	None
<u>Parking Spaces:</u>	
	<u>Minimum Ratio:</u> See Exhibit H
	<u>Maximum Ratio:</u> See Exhibit H
<u>Loading Bays:</u>	
	<u>Minimum Ratio:</u> See Exhibit H

EXHIBIT G-6

<u>Project Component:</u>	15 Channel Center Street (formerly 24-38 Midway Street) (Project Component No. 6 as shown on <u>Exhibit C</u>)
<u>Allowed Uses:</u>	Office Uses, Residential Uses; Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	4.15
<u>Minimum Lot Size:</u>	None
<u>Minimum Lot Area for Each Traditional Dwelling Unit:</u>	None
<u>Minimum Lot Width:</u>	None
<u>Minimum Usable Open Space Per Dwelling Unit:</u>	None
<u>Minimum Front Yard:</u>	None
<u>Minimum Side Yard:</u>	None
<u>Minimum Rear Yard:</u>	None
<u>Minimum Parapet Setback:</u>	<u>Front:</u> None <u>Side:</u> None <u>Rear:</u> None
<u>Maximum Rear Yard Occupancy:</u>	None
<u>Parking Spaces:</u>	<u>Minimum Ratio:</u> See Exhibit H <u>Maximum Ratio:</u> See Exhibit H
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit H

EXHIBIT G-7

Project Component: 9 Channel Center (formerly 40-44 Midway Street)
(Project Component No. 7 as shown on Exhibit C)

Allowed Uses: Office Uses, Residential Uses; Other Uses and Parking
Uses (as defined in the Plan)

Maximum Building Height: 80 feet

Maximum Floor Area Ratio: 4.97

Minimum Lot Size: None

Minimum Lot Area for Each
Traditional Dwelling Unit: None

Minimum Lot Width: None

Minimum Usable Open Space
Per Dwelling Unit: None

Minimum Front Yard: None

Minimum Side Yard: None

Minimum Rear Yard: None

Minimum Parapet Setback:

Front: None

Side: None

Rear: None

Maximum Rear Yard Occupancy: None

Parking Spaces:

Minimum Ratio: See Exhibit H

Maximum Ratio: See Exhibit H

Loading Bays:

Minimum Ratio: See Exhibit H

EXHIBIT G-8

<u>Project Component:</u>	7 Channel Center (formerly 46-48 Midway Street) (Project Component No. 8 as shown on <u>Exhibit C</u>)
<u>Allowed Uses:</u>	Office Uses, Residential Uses; Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	125 feet
<u>Maximum Floor Area Ratio:</u>	6.68
<u>Minimum Lot Size:</u>	None
<u>Minimum Lot Area for Each Traditional Dwelling Unit:</u>	None
<u>Minimum Lot Width:</u>	None
<u>Minimum Usable Open Space Per Dwelling Unit:</u>	None
<u>Minimum Front Yard:</u>	None
<u>Minimum Side Yard:</u>	None
<u>Minimum Rear Yard:</u>	None
<u>Minimum Parapet Setback:</u>	
	<u>Front:</u> None
	<u>Side:</u> None
	<u>Rear:</u> None
<u>Maximum Rear Yard Occupancy:</u>	None
<u>Parking Spaces:</u>	
	<u>Minimum Ratio:</u> See Exhibit H
	<u>Maximum Ratio:</u> See Exhibit H
<u>Loading Bays:</u>	
	<u>Minimum Ratio:</u> See Exhibit H

EXHIBIT G-9

<u>Project Component:</u>	5 Channel Center Street (formerly 50-52 Midway Street) Project Component No. 9 as shown on <u>Exhibit C</u>
<u>Allowed Uses:</u>	Office Uses, Residential Uses, and Other Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	5.25
<u>Minimum Lot Size:</u>	None
<u>Minimum Lot Area for Each Traditional Dwelling Unit:</u>	None
<u>Minimum Lot Width:</u>	None
<u>Minimum Usable Open Space Per Dwelling Unit:</u>	None
<u>Minimum Front Yard:</u>	None
<u>Minimum Side Yard:</u>	None
<u>Minimum Rear Yard:</u>	None
<u>Minimum Parapet Setback:</u>	<u>Front:</u> None <u>Side:</u> None <u>Rear:</u> None
<u>Maximum Rear Yard Occupancy:</u>	None
<u>Parking Spaces:</u>	<u>Minimum Ratio:</u> See Exhibit H <u>Maximum Ratio:</u> See Exhibit H
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit H

EXHIBIT G-10

<u>Project Component:</u>	Mid-Rise Building (One Channel Center Street) (Project Component No. 10 as shown on <u>Exhibit C</u>)
<u>Allowed Uses:</u>	Office Uses, Residential Uses, and Other Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	150 feet
<u>Maximum Floor Area Ratio:</u>	13.02
<u>Minimum Lot Size:</u>	None
<u>Minimum Lot Area for Each Traditional Dwelling Unit:</u>	None
<u>Minimum Lot Width:</u>	None
<u>Minimum Usable Open Space Per Dwelling Unit:</u>	None
<u>Minimum Front Yard:</u>	None
<u>Minimum Side Yard:</u>	None
<u>Minimum Rear Yard:</u>	None
<u>Minimum Parapet Setback:</u>	
	<u>Front:</u> None
	<u>Side:</u> None
	<u>Rear:</u> None
<u>Maximum Rear Yard Occupancy:</u>	None
<u>Parking Spaces:</u>	
	<u>Minimum Ratio:</u> See Exhibit H
	<u>Maximum Ratio:</u> See Exhibit H
<u>Loading Bays:</u>	
	<u>Minimum Ratio:</u> See Exhibit H

EXHIBIT H

PARKING AND LOADING RATIOS

	USE	RATIO
1.	<u>Parking</u>	
	Residential Uses	minimum: 0 spaces per dwelling unit maximum: 1.0 spaces per dwelling unit
	Office Uses and Other Uses	minimum: 0.5 space for each 1,000 square feet of Gross Floor Area maximum: 1.5 spaces for each 1,000 square feet of Gross Floor Area
2.	<u>Loading</u>	
	Residential Uses	None
	Office Uses and Other Uses	minimum: 1.0 loading bay per 100,000 square feet of Gross Floor Area

EXHIBIT I

RESTRICTED ROOF DECK AND NON-RESIDENTIAL AREAS

[See attached]

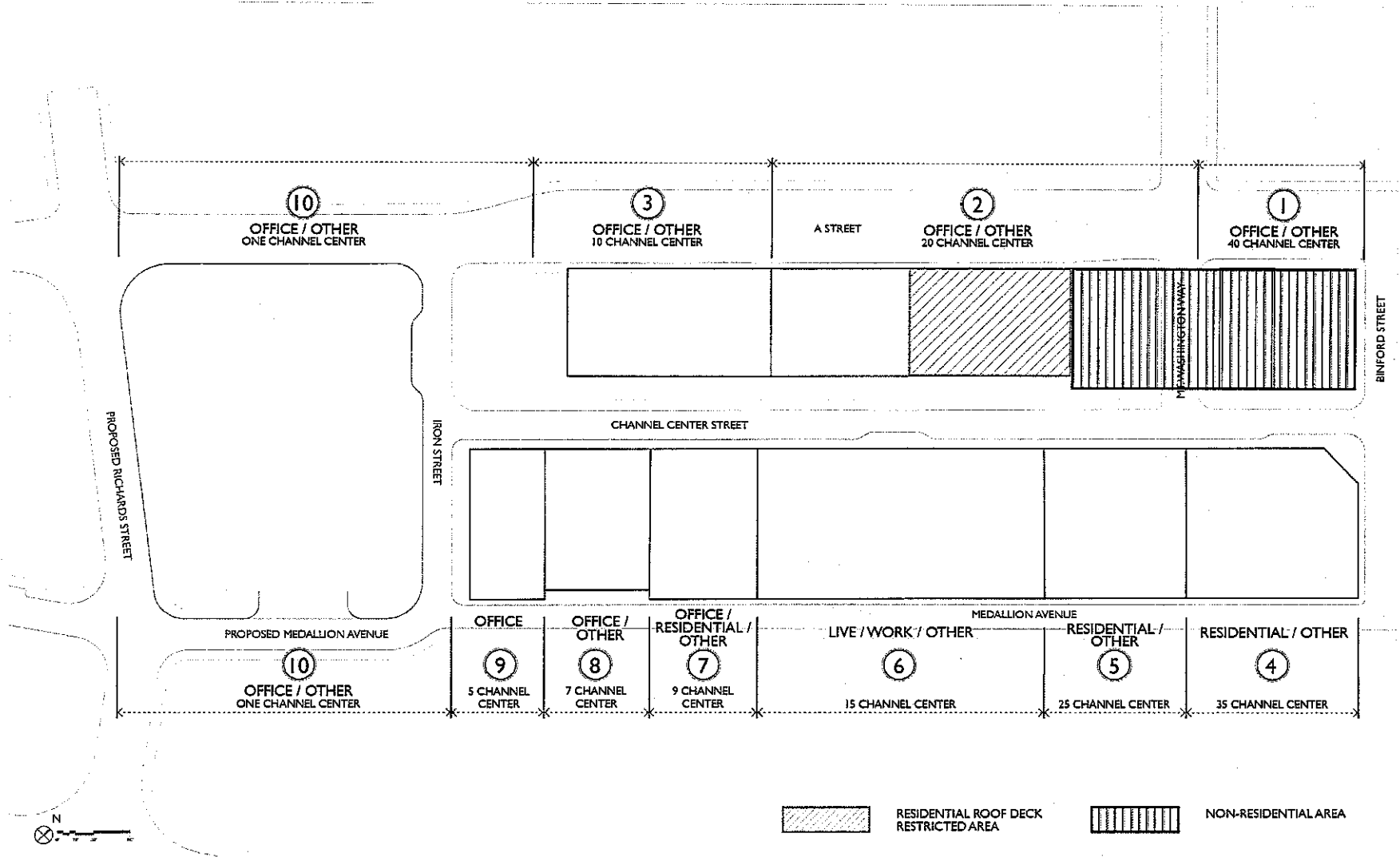
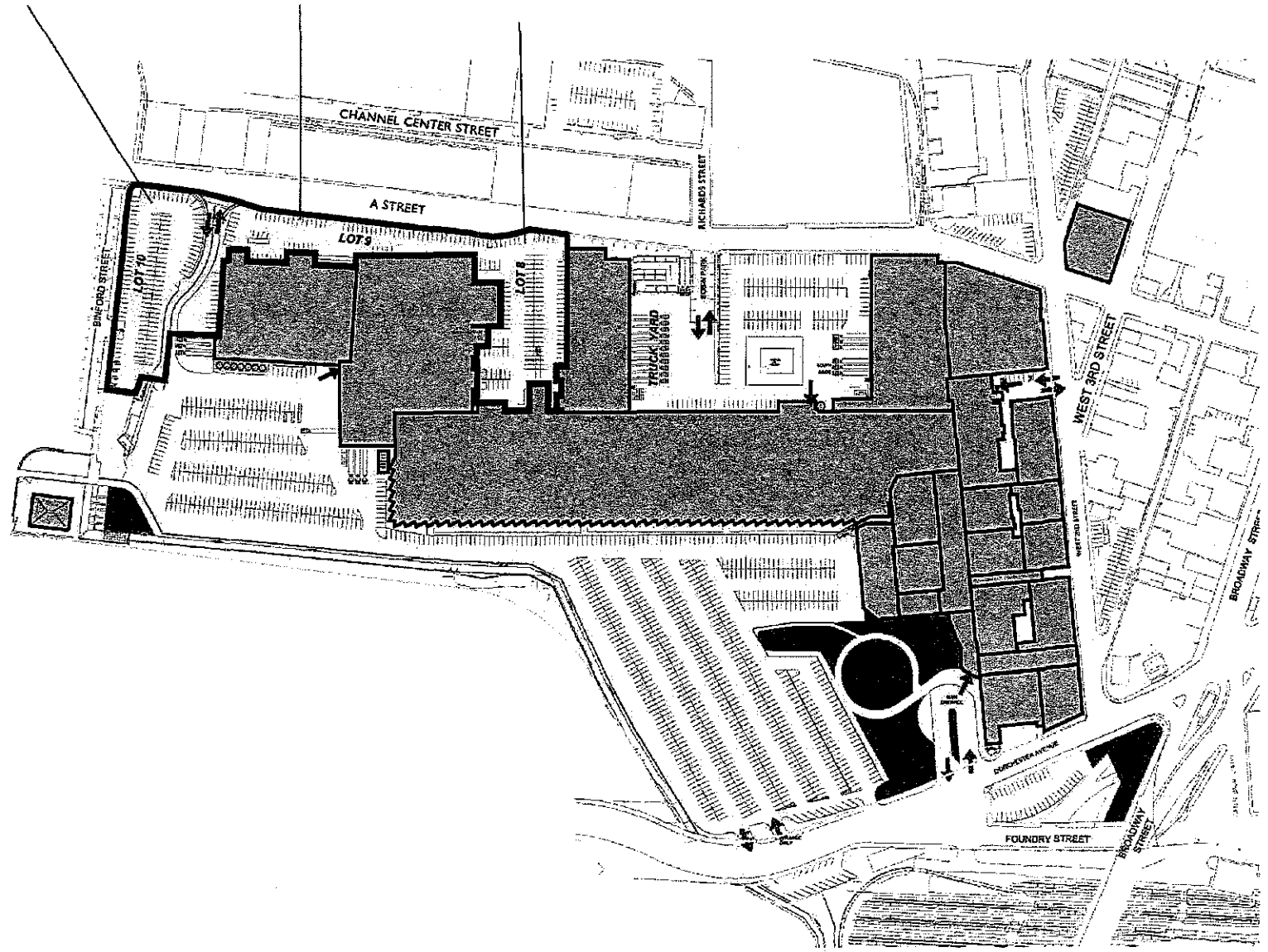


EXHIBIT J

TEMPORARY PARKING AREA PLAN

[See attached]

LOTS #8 , #9 , and #10 TO BE LEASED BY PROPONENT AS THE TEMPORARY PARKING AREA



One Channel Center

Commonwealth Ventures

ADD Inc

ARCHITECTURE + DESIGN

Exhibit J

TEMPORARY PARKING AREA PLAN

EXHIBIT K

TABLE OF ADDITIONAL USES*

*The uses listed below are in addition to, and not in lieu of, the uses defined as "Office Uses," "Residential Uses," and "Other Uses" as set forth and discussed in this PDA Plan No. 53.

Use Category	Allowed Use Items
Banking and Postal Uses	<ul style="list-style-type: none">• Automatic teller machine• Bank• Post office
Community	<ul style="list-style-type: none">• Adult education center• Community center• Day care center; nursery school; kindergarten• Day care center, elderly• Library• Place of worship; monastery; convent; parish house
Cultural	<ul style="list-style-type: none">• Art gallery• Art use• Auditorium• Cinema• Concert hall• Museum• Public art, display space• Studios, arts• Studios, production• Theater• Ticket sales
Entertainment, Restaurant, and Recreational	<ul style="list-style-type: none">• Amusement game machines• Bar• Bar with live entertainment• Bowling alley

Use Category	Allowed Use Items
	<ul style="list-style-type: none"> • Billiard parlor • Dance hall • Fitness center or gymnasium • Private club not serving alcohol • Private club serving alcohol • Restaurant • Restaurant with live entertainment • Take-out restaurant
Retail	<ul style="list-style-type: none"> • Arts and crafts shop • Bakery • Department store • Furniture store • General retail business • Liquor store • Local retail business • Outdoor sale of garden supplies
Service	<ul style="list-style-type: none"> • Animal hospital • Barber or beauty shop • Caterer's establishment • Dry-cleaning shop ◦ Laundry, retail service ◦ Laundry, self-service ◦ Photocopying establishment ◦ Shoe repair • Tailor shop
Temporary Facility	<ul style="list-style-type: none"> ◦ Structure to house any permitted use during any

Use Category	Allowed Use Items
	construction period or any other period not exceeding one year
Trade	<ul style="list-style-type: none"> • Carpenter's shop • Electrician's shop • Photographer's studio • Plumber's shop • Radio/television repair • Upholsterer's shop
Ancillary	<ul style="list-style-type: none"> • All uses on a lot adjacent to, or across the street from, but in the same district as, a lawful use to which it is ancillary and ordinarily incident and for which it would be a lawful accessory use if it were on the same lot
Public Service Uses	<ul style="list-style-type: none"> • Outdoor payphone • Telecommunication data distribution center
Wholesale	<ul style="list-style-type: none"> • Wholesale business
Open Space	<ul style="list-style-type: none"> • Open space • Open space recreational building

Amended and Restated Development Plan for
Planned Development Area No. 53, Channel
Center Project

Boston Redevelopment Authority on behalf of
Channel Center Holdings VAF, LLC


AMENDED AND RESTATED DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 53,
CHANNEL CENTER PROJECT

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Amended and Restated Development Plan for Planned Development Area No. 53, Channel Center Project, South Boston, dated June 12, 2012, and approved by the Boston Redevelopment Authority on June 12, 2012.

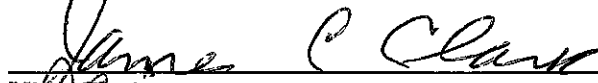
Said Amended and Restated Development Plan amends "Development Plan for Planned Development Area No. 53, Midway, South Boston," approved by the Authority on December 20, 2001, and approved by the Zoning Commission on February 27, 2002, effective, March 1, 2002. Said Development was amended by "First Amendment to Development Plan for Planned Development Area No. 53, The Channel Center Project," approved by the Authority on October 19, 2006, and approved by the Zoning Commission on November 8, 2006, effective November 9, 2006; and also amended by "Second Amendment to Development Plan for Planned Development Area No. 53, Channel Center Project," approved by the Authority on December 14, 2010, and approved by the Zoning Commission on December 15, 2010, effective December 16, 2010.

Planned Development Area No. 53 was designated on "Map 4, South Boston" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 398, adopted by the Zoning Commission on February 27, 2002, effective March 1, 2002.

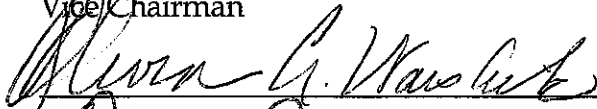
Amended and Restated Development Plan for Planned Development Area No. 53,
Channel Center Project, South Boston



Chairman

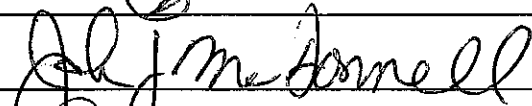


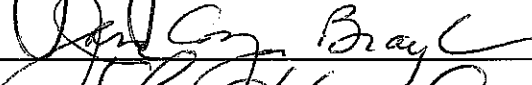
Vice Chairman

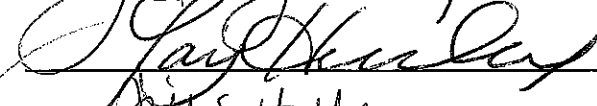


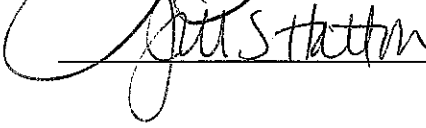








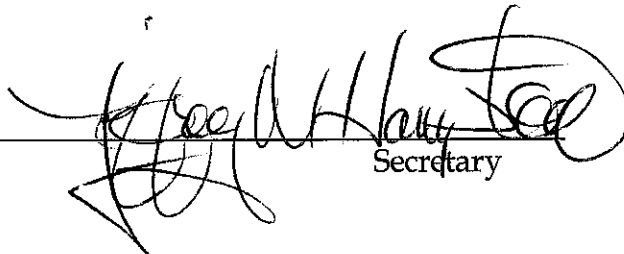




In Zoning Commission

Adopted: July 11, 2012

Attest:



Secretary

Amended and Restated Development Plan for Planned Development Area No. 53,
Channel Center Project



Mayor, City of Boston

Date: 7/12/12

The foregoing Amended and Restated Development Plan, was presented to the Mayor on ~~July 13, 2012~~, and was signed by him on ~~July 13, 2012~~, whereupon it became effective on ~~July 13, 2012~~ in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

MEMORANDUM

JUNE 12, 2012

TO: BOSTON REDEVELOPMENT AUTHORITY AND
PETER MEADE, DIRECTOR

FROM: BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
GEOFFREY LEWIS, SENIOR PROJECT MANAGER

SUBJECT: PUBLIC HEARING REGARDING THE ONE CHANNEL CENTER
PROJECT IN SOUTH BOSTON TO CONSIDER THE AMENDED AND
RESTATED DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT
AREA NO. 53, CHANNEL CENTER PROJECT, SOUTH BOSTON.

SUMMARY: This Memorandum requests, as a part of the scheduled Public Hearing regarding the One Channel Center Project located within the Fort Point Channel neighborhood of South Boston (the "Proposed Project"), which will be undertaken by one or more new single purpose entities associated with Commonwealth Ventures LLC (the "Proponent"), that the Boston Redevelopment Authority ("BRA" or "Authority"): (i) approve the Amended and Restated Development Plan for Planned Development Area No. 53, Channel Center Project, South Boston (the "Amended PDA No. 53 Plan"), pursuant to Section 80C of the Boston Zoning Code (the "Code"), substantially in the form presented to the BRA Board on June 12, 2012; (ii) authorize the Director of the Authority to petition the Boston Zoning Commission (the "Zoning Commission") for the approval of the Amended PDA No. 53 Plan in substantial accord with the version presented to the BRA Board on June 12, 2012; (iii) authorize the Director of the Authority to issue a Determination waiving the requirement of further review pursuant to Section 80A-6.2 of the Code in connection with the Proposed Project; (iv) authorize the Director of the Authority to issue one or more Certifications of Consistency under Section 80C-8 of the Code upon successful completion of the Planned Development Area Review process; (v) authorize the Director of the Authority to issue a Certification of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (vi) authorize the Director of the Authority to execute and deliver one or more amendments to a Cooperation Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and any all documents needed for the Proposed Project to the extent required in connection with the office building component of

the Proposed Project; and (vii) authorize the Director of the Authority to issue a Request for Proposals for the disbursement of \$100,000 of the Channel Center mitigation funds to neighborhood groups and/or organizations for eligible purposes.

ONE CHANNEL CENTER PROJECT OVERVIEW

The One Channel Center Project is a proposed project in the Fort Point Channel neighborhood, which will include the construction of a new 525,000± square foot office building ("Office Building"), a new parking garage containing approximately 970 spaces ("Garage"), two new open space areas (Iron Street Park and the New Park), and related street, streetscape and landscape improvements (collectively, the "Proposed Project"). The Office Building and Iron Street Park will be located within Planned Development Area No. 53, Channel Center Project, South Boston, and the Garage and New Park will be constructed on a parcel of land southerly thereto and located within Planned Development Area No. 69, South Boston/The 100 Acres. The entire Proposed Project will be located within the City of Boston's Innovation District.

PROJECT SITE

The Proposed Project will be located at the southern end of the Channel Center Project, as well as on additional land located to the south of Richards Street within the 100 Acres Master Plan Area in the Fort Point Channel neighborhood. The Office Building will be constructed on an approximately 56,400 square foot lot within a larger, approximately 87,598 square foot parcel of land (the "Office Building Parcel"). The Garage and New Park will be constructed on an approximately 148,512 square foot parcel of land within the 100 Acres Master Plan Area (the "Additional Land"). The Iron Street Park will be located on an approximately 8,239 square foot parcel of land located between Iron Street and the recently-renovated 10 Channel Center Street building that is part of the Channel Center Project ("Iron Street Park"). The Office Building Parcel, the Additional Land and Iron Street Park are collectively referred to herein as the "Project Site."

The Office Building Parcel is bounded by A Street to the west, Iron Street to the north, Medallion Avenue to the east, and Richards Street to the south. The buildable lot area on the Office Building Parcel has been configured to take into account the future widening of A Street, as contemplated in the 100 Acres Master Plan approved by the Authority.

The Additional Land is bounded by A Street to the west, Richards Street to the north, the South Boston Bypass Road to the east, and West First Street to the south. As previously noted, the Additional Land is within the 100 Acres Master Plan Area. The Garage will be located on a lot bounded by the proposed extension of Medallion Avenue to the west, Richards Street to the north, the South Boston Bypass Road to the

east, and West First Street to the south. The New Park will be located to the west of the Garage on a parcel bounded by A Street to the west, Richards Street to the north, Medallion Avenue to the east, and West First Street to the south. After Medallion Avenue between West First Street and Richards Street is constructed pursuant to a layout plan approved by the City of Boston's Public Improvement Commission, the Additional Land will be subdivided so that the Garage and the New Park are on separate "Lots," as that term is defined in the Code. The New Park has been designed to take into account the future widening of A Street as contemplated in the 100 Acres Master Plan approved by the Authority.

PROJECT TEAM

Channel Center Holdings VAF, LLC (the "Proponent") is an affiliate of Commonwealth Ventures, whose principal is Richard A. Galvin. Rebecca A. Lee, Esq. from Edwards Wildman Palmer LLP is legal counsel to the Proponent and Commonwealth Ventures. ADD Inc. Architects is the architect for the One Channel Center office building (James Gray and BK Boley, principals) and Spalding Tougias Architects, Inc. is the architect for the parking garage (Cheryl Tougias, principal). The Halvorson Design Partnership (Robert Adams) is the landscape architect for the New Park and Iron Street Park.

The Proponent acquired the then-vacant buildings now known as 10/20 Channel Center, 40 Channel Center, 5 Channel Center, 7 Channel Center and 9 Channel Center, and the parking lot (and building development site) known as 1 and 2 Channel Center, together with open space and ancillary areas in 2007 from affiliates of Beacon Capital Partners ("Beacon"), the original developer of the Channel Center Project.

CHANNEL CENTER AND PDA PLAN NO. 53 BACKGROUND

In January 2001, Beacon submitted a Project Notification Form ("PNF") to the Boston Redevelopment Authority ("Authority" or "BRA") for the Midway Project (Beacon later renamed the Midway Project the Channel Center Project) located on approximately 7.09 acres of land, which includes former Boston Wharf Company warehouse buildings, in the Fort Point Channel neighborhood of South Boston. The Channel Center site is generally bounded by A Street to the west, Binford Street to the north, Richards Street to the south, and Medallion Avenue to the east. Channel Center Street, a 50-foot private way, bisects the Channel Center site from south to north. The Channel Center site is located within the Fort Point Channel Landmark District created by action of the City Council and the Mayor of the City of Boston in January 2009.

On May 8, 2001, Beacon submitted a Notice of Project Change ("First NPC"). On December 20, 2001 the Authority voted to issue a Preliminary Adequacy Determination waiving further review for a multi-phased project to include approximately 1,550,000 square feet of office, residential, retail, cultural, and other uses, including accessory

parking, to comprise the rehabilitation of 13 of the 19 warehouse buildings, as well as new infill buildings and other new building construction, streetscape improvements, parking facilities, and open space areas (collectively, the "Channel Center Project").

On December 20, 2001, the Authority also approved the Development Plan for Planned Development Area No. 53, Midway, South Boston, which provided for a phased development of the Project Site ("PDA Plan No. 53"). PDA Plan No. 53 was subsequently approved by the Boston Zoning Commission on February 27, 2002 and became effective on March 1, 2002.

Subsequently, on June 28, 2002, the Developer filed a Notice of Project Change ("Second NPC") which called for approximately 1,550,000 square feet of rehabilitation and new construction, including approximately 862,800 square feet of office and research and development space, approximately 426,000 square feet of residential space for the provision of 359 housing units, approximately 171,000 square feet of live/work space, approximately 70,200 square feet of retail and restaurant space, approximately 20,000 square feet of gallery space, 1,020 structural parking spaces, and 20 additional spaces along Channel Center Street. Pursuant to PDA Plan No. 53, these use allocations were subject to change due to market and other factors. The modifications to the Channel Center Project, as described in the Second NPC, were approved by the Authority Board on August 22, 2002, subject to continuing design review by the Authority.

Beacon demolished some of the warehouse buildings with the permission of the Boston Landmarks Commission, and developed on the vacated land 25 Channel Center and 35 Channel Center, residential condominium buildings with a total of 120 units. Midway Studios, located at 15 Channel Center, is a rental residential development that involved the rehabilitation of former warehouse buildings, and contains 89 artists' live/work units. The Fort Point Cultural Coalition, a neighborhood-based non-profit organization, was a co-developer of Midway Studios, and holds an ownership interest in the project.

On August 25, 2006, Beacon filed a First Amendment to the Development Plan for PDA Plan No. 53 (the "First Amendment") and on August 29, 2006 Beacon filed a Notice of Project Change ("Third NPC") with the Authority. On October 19, 2006, the Authority approved the First Amendment and the Third NPC, which allowed for residential and live/work uses on most of the Project Site. Specifically, the October 19, 2006 Authority approval was for a program to include not less than 183,500 square feet and up to 1,383,000 square feet of residential uses, not less than 50,000 square feet and up to 1,249,800 square feet of office and research and development uses, approximately 96,700 square feet of other uses (e.g., retail, restaurant, etc.), approximately 20,000 square feet of gallery space, up to 1,010 parking spaces, including approximately 990 structured parking spaces located in one or more garages and approximately 20 surface parking spaces located along Channel Center Street and/or Medallion Avenue. These use allocations are subject to change due to market and other factors. The First Amendment

was approved by the Boston Zoning Commission on November 8, 2006 and became effective on November 9, 2006.

In March 2007, Beacon sold the non-residential portions of the Channel Center Project to an affiliate of Commonwealth Ventures. The affiliate, Channel Center Holdings VAF, LLC ("Holdings") acquired the then-vacant buildings now known as 10/20 Channel Center, 40 Channel Center, 5 Channel Center, 7 Channel Center and 9 Channel Center, and the parking lot (and building development site) known as 1 and 2 Channel Center, together with open space and ancillary areas.

Holdings sold the 40 Channel Center building in January 2008 to another entity, and that property has been redeveloped to comprise a ground-floor restaurant use and office uses on the upper floors. 10/20 Channel Center has been redeveloped by Holdings as approximately 247,364 square feet of office space, with plans for retail, restaurant or other commercial uses on the remainder of the ground floor. 5 Channel Center is being rehabilitated by an affiliate of Commonwealth Ventures for office and research and development uses, and is scheduled to be occupied by January 1, 2013.

On October 27, 2010, Holdings filed with the Authority a Notice of Project Change, as amended by an Amendment to Notice of Project Change dated October 27, 2010 filed on November 3, 2010 (the "Fourth NPC"), and a Second Amendment to PDA Plan No. 53 (the "Second Amendment"). On December 14, 2011, the Authority approved the Second Amendment and the Fourth NPC, which (i) authorized the preservation and rehabilitation of the buildings formerly known as 40-44 Midway Street, 46-48 Midway Street and 50-52 Midway Street respectively (and now known as 5, 7 and 9 Channel Center), for the uses permitted under PDA Plan No. 53 for said buildings; (ii) updated the site plan for PDA Plan No. 53 to reflect roadway realignments and parcelization; and (iii) set forth a revised development schedule for the completion of the Channel Center Project. PDA Plan No. 53 originally provided that the 5 and 7 Channel Center buildings would be demolished; instead, they will be preserved and redeveloped. The Second Amendment was approved by the Zoning Commission on December 15, 2010 and became effective on December 16, 2010.

Holdings is also the Proponent of the proposed Amended and Restated Development Plan for Planned Development Area No. 53, Channel Center Project, South Boston, described below.

PDA NO. 69 MASTER PLAN BACKGROUND

The Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres (the "PDA Master Plan") is the result of an extensive public process. Many of the essential components of the PDA Master Plan were first articulated in the City of Boston's February 1999 Seaport Public Realm Plan, which envisioned the Fort Point

Channel as a great public space between Downtown Boston and the South Boston Waterfront, and which called for a vibrant, 24-hour, mixed-use Fort Point Channel neighborhood. Seven years of subsequent collaboration among residents, property owners, City and Commonwealth agencies and other interested parties culminated in the Fort Point District 100 Acres Master Plan, which was approved by the Authority on August 10, 2006. The resulting PDA Master Plan was also approved by the Authority on August 10, 2006, and subsequently approved by the Boston Zoning Commission; it became effective on January 10, 2007.

The PDA Master Plan (i) codifies the planning objectives, including dimensional and use regulations, public realm improvements, and design guidelines, outlined in the Fort Point District 100 Acres Master Plan, and (ii) provides for one or more PDA Development Plans to be submitted to the Authority and the Boston Zoning Commission, providing more specific information about various proposed projects and components thereof.

As this time, the 49, 51, 63 Melcher Street Project and the 319 A Street (Rear) project have begun construction pursuant to PDA Development Plans approved as contemplated by the PDA Master Plan.

NOTICE OF PROJECT CHANGE AND PDA AMENDMENTS

On April 23, 2012: (1) Holdings filed the proposed Amended and Restated Development Plan for Planned Development Area No. 53, Channel Center Project, South Boston (the "Amended PDA No. 53 Plan"), (2) Commonwealth Ventures filed the proposed Development Plan for New Park and Channel Center Garage for Parcels U8, and WF1 within Planned Development Area No. 69, South Boston/The 100 Acres (the "Park/Garage PDA Plan", together with the Amended PDA No. 53 Plan, the "PDA Plans"), (3) Commonwealth Ventures, W2005 BWH II Realty L.L.C. and 63 Melcher, LLC filed the proposed First Amendment to Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres (the "PDA Master Plan Amendment"), and (4) Holdings and Commonwealth Ventures filed the Notice of Project Change ("NPC") for the One Channel Center project (the "Proposed Project"). (W2005 BWH II Realty L.L.C. and 63 Melcher, LLC are also proponents of the PDA Master Plan Amendment in order to correct certain data in the PDA Master Plan relating to the properties known as 49 Melcher Street and 63 Melcher Street.)

The PDA Plans, the PDA Master Plan Amendment, and the NPC are being submitted in connection with the development of a new project in the Fort Point Channel neighborhood, comprised of the construction of a new 525,000± square foot office building ("Office Building"), a new parking garage containing approximately 970 spaces to serve the Channel Center Project and others ("Garage"), two new open space areas (Iron Street Park and the New Park), and related street, streetscape and landscape

improvements. The office building and Iron Street Park will be located within the Channel Center Project (to be governed by the Amended PDA No. 53 Plan), and the Garage and New Park will be constructed on a parcel of land southerly thereto (to be governed by the Park/Garage PDA Plan). The New Park will be approximately 70,000 square feet in size and will be the first sizable new park created under the 100 Acres Master Plan.

The Amended PDA No. 53 Plan is being submitted to reflect changes to the Channel Center Project since the original approval of PDA Plan No. 53 more than a decade ago. These include actual lot configurations, expanded open space areas, the relocation of Iron Street to facilitate the preservation of the 5 and 7 Channel Center warehouse buildings, and the construction of the proposed Office Building as a single building (PDA No. 53 contemplated the possibility of two adjacent mid-rise buildings). The Amended PDA No. 53 Plan does not provide for any additional development rights nor changes in the uses or use allocations planned at Channel Center, nor will it affect the zoning status of existing buildings and uses.

As noted above, the development of the Garage and New Park will be governed by the Park/Garage PDA Plan. In addition, the project site within the Park/Garage PDA Plan comprises one development parcel (Parcel U8) and one open space parcel (Parcel WF1), as such parcels are shown on certain exhibits to the PDA Master Plan. As Development Parcel U8 and Open Space Parcels WF1 and HR3 have been reconfigured in connection with the Proposed Project, the PDA Master Plan Amendment has been filed to reflect the future configurations of such parcels (which includes consolidation of the two open space parcels (HR3 and WF1) to create a larger and more usable park area).

PROPOSED PROJECT

The Proposed Project comprises 3 principal components: the Office Building, the Garage, and the two new open spaces, New Park and Iron Street Park.

The Office Building

PDA Plan No. 53, as amended, authorized the construction of either one or two mid-rise buildings on the Office Building Parcel, including an underground garage to serve as the primary parking resource for the Channel Center Project. The Office Building is anticipated to contain uses permitted by PDA Plan No. 53 including general office uses, financial services uses (including a potential trading floor), banking uses, telecommunications uses and equipment related thereto, as well as other uses, and may also include some ground floor commercial uses. The Office Building massing will be divided into two shifted volumes by a two-story pedestrian passageway on the ground floor that connects Channel Center through the Office Building lobby to the New Park and the Garage. Four large glazed elements will puncture the Office Building volumes

at the corners of A and Iron Streets, A and Richards Streets, Iron and Medallion Streets, and Richards Street and Medallion Avenue. The Office Building is expected to include five loading bays to service the building.

The Parking Garage

The parking proposed at the Garage is a permitted use at Parcel U8 under the PDA Master Plan. The PDA Master Plan permits a maximum height of 125 feet at Parcel U8, and the proposed Garage is consistent with this dimensional requirement. The Garage will contain approximately 970 parking spaces, and will serve as the parking resource for residents, tenants, and visitors to the Channel Center Project; a portion of the Garage may be used by others or comprise public parking.

Upon completion, the Garage will contain approximately 970 structured parking spaces, of which up to 885 will be allocated to the Channel Center Project. An underground garage containing approximately 105 parking spaces has been constructed below 15, 25 and 35 Channel Center. In addition, 20 surface parking spaces are authorized at Channel Center. Therefore, the Channel Center Project will continue to have approximately 990 structured parking spaces allocated to it, but the location of 885 of the structured parking spaces will be off-site in the Garage. The Amended PDA No. 53 Plan reflects this change in parking location.

The Garage will be an above-ground structure of up to 103 feet in height to the concrete deck on the top floor of the Garage, and 121 feet to the top of the elevator enclosure on the top floor of the Garage. It will be approximately nine stories high and contain approximately 295,430 square feet of Gross Floor Area with an approximate FAR of 2.84 for the Additional Land and 4.92 for the Garage lot based on the entirety of the Garage lot in accordance with the PDA Master Plan. The Garage will be of concrete construction, with stainless steel mesh screen having undulating sections painted with an abstract landscape graphic.

The Garage will have vehicular access on Medallion Avenue, a pedestrian lobby at the intersection of Medallion Avenue and Richards Street, and access on Richards Street to a bicycle storage room.

The Open Space

The Proposed Project will also include two new open space areas: the New Park and Iron Street Park. The New Park will be the first new park to be privately maintained under the 100 Acres Master Plan, will be approximately 70,000 square feet in size (excluding sidewalks), and will be located on a site bounded by A Street, Medallion Avenue, West First Street, and Richards Street. The BRA and the Proponent are committed to conducting a community wide visioning and design process to guide the

design of the New Park. The New Park may include a multi-use turf grass lawn area sized to accommodate youth athletic activities, a children's play area, and an area for more programmed and passive recreational uses, including a flexible space for community events. The New Park will be privately maintained and publicly accessible pursuant to rules and regulations reasonably approved by the BRA, as contemplated by the PDA Master Plan.

The second new open space area will be the approximately 8,000 square foot Iron Street Park located at the southerly end of Channel Center, between Iron Street and the 10 Channel Center Street building. As a part of the Channel Center Project, Iron Street Park will be maintained by the private Channel Center Owners' Association and will be publicly accessible, similar to the existing Binford Green and Mt. Washington Way Park, which were privately developed by Holdings as part of the Channel Center Project.

ARTICLE 80 PROCESS

On April 23, 2012, the Amended PDA No. 53 Plan, the Park/Garage PDA Plan, the PDA Master Plan Amendment, and the NPC for the One Channel Center project were filed with the BRA. Notices of the PDA Plans and the PDA Master Plan Amendment were published in the Boston Herald on April 24, 2012, initiating a 45 day comment period ending June 8, 2012. Copies of the PDA Plans, the PDA Master Plan Amendment, the NPC, and supplemental information were sent to the members of the Impact Advisory Group ("IAG") formed to review the Channel Center Project in 2001.

A publicly advertised community meeting was held at 10 Channel Center on May 14, 2012 and the Proponent and its consultant team presented the Proposed Project to attendees and the Proponent, its consultant team and BRA staff answered questions. An IAG meeting open to the community was held at 10 Channel Center on May 29, 2012. At the request of the IAG and the community, a second community meeting was held at 10 Channel Center on June 5, 2012. There will be future community meetings to discuss the design of the New Park and to continue community discussions about traffic matters.

DEVELOPMENT IMPACT PROJECT ("DIP") EXACTIONS

The Proposed Project constitutes a Development Impact Project ("DIP") under Article 80B-7 of the Code. Based on the present plans, the Proponent will provide a total of approximately \$3,454,500 in linkage payments, comprising a payment contribution to the Neighborhood Housing Trust over eleven (11) years of approximately \$262,022.72 per year and a payment contribution to the Neighborhood Jobs Trust over two (2) years of approximately \$286,125 per year. These estimated linkage payments are calculated as follows:

Housing
Linkage:

DIP Uses 525,000 square feet

 525,000
 x \$5.49 /square foot
 \$2,882,250

Jobs Linkage:

DIP Uses 525,000 square feet

 525,000
 x \$1.09 /square foot
 \$572,250

PUBLIC BENEFITS

The Proposed Project is expected to provide the following public benefits:

- The Proposed Project will generate approximately 1,200 construction jobs, with peak employment at the Proposed Project of approximately 350 construction workers.
- The commercial tenant at the Office Building will retain approximately 4,000 permanent jobs in the City of Boston.
- The Office Building will generate approximately \$2,882,250 in housing linkage funds and approximately \$572,250 in jobs linkage funds for the City of Boston.
- The existing surface parking lot at One Channel Center will be replaced by an attractive new building containing uses complementary to existing Channel Center uses.
- The Office Building will be constructed to LEED certifiable standards.
- The Proposed Project will result in the construction of Richards Street from A Street to the South Boston Bypass Road and the creation of Medallion Avenue from West First Street to Iron Street, helping to build the expanded street and pedestrian circulation system contemplated by the PDA Master Plan and the 100 Acres Master Plan.
- The creation of Richards Street will facilitate truck movements onto the South Boston Bypass Road, thus easing truck traffic burdens on streets in the Fort Point Channel neighborhood, particularly from the nearby Gillette and United States Postal Service facilities.
- The Proposed Project will include new streetscape improvements along A Street, Iron Street, Richards Street, Medallion Avenue, and West First Street, including new sidewalks, street lights and street trees.

- The Garage will serve as a parking resource for the Channel Center Project, including its residents, workers, and visitors, as well as others.
- The New Park and Iron Street Park will provide much-needed, publicly-accessible open space in an area of Boston that has a dearth of open space.
- The New Park is large enough to contain an area for field sports, a children's play area, and passive recreational components that are responsive to community needs.
- The New Park can serve as a venue for community gatherings in an area in which such venues do not exist.
- The Office Building, Garage, and open space areas will each have sustainable design features that will minimize their environmental impacts.
- Under the Cooperation Agreement with the BRA for the Channel Center Project, the Office Building will generate approximately \$406,350 in mitigation funds, which funds will be held by the BRA and made available to social service providers and non-profit organizations for uses such as capital improvements and programming, childcare, affordable housing, public realm improvements, local arts initiatives and social support functions.
- The pedestrian passageway in the Office Building will provide access and connect the Channel Center Project to the New Park, the Garage, and the neighborhood to the south of Channel Center.
- The Office Building will create an infusion of additional workers to the Channel Center Project, thereby strengthening the market for ground floor commercial uses (e.g., restaurant and retail) at the Channel Center Project.

REQUEST FOR PROPOSAL FOR CHANNEL CENTER MITIGATION FUNDS

Pursuant to the Cooperation Agreement dated January 31, 2003, as amended by a First Amendment dated September 25, 2009, the payment of community mitigation funds to the Authority in the amount of \$1,200,000 is to be paid on a pro-rata basis based on the ratio of the floor area for each phase or sub phase of the Channel Center Project to the total permitted square footage (the "Mitigation Fund"). Disbursements from the Mitigation Fund are to be overseen by the Authority and can be used for social service providers and non-profit organizations for capital improvements and programming, childcare, affordable housing efforts, public realm improvements and local arts initiatives and social support functions. To date, the Authority has received from Beacon \$331,973 of mitigation funds in connection with the Channel Center Project. \$100,000 has been disbursed to the Labourer Center. In addition, funds will be forthcoming from Commonwealth Ventures with respect to 10 and 20 Channel Center, and additional mitigation funds will be paid after the completion of the rehabilitation of 5 Channel Center. The Proposed Project will generate an additional \$406,350 into the Mitigation Fund.

Due to this ongoing development, the Authority proposes the issuance of a request for proposals for \$100,000 from the Mitigation Fund to be disbursed to local social service providers and non-profit organizations for the various uses authorized under the Cooperation Agreement for the Channel Center Project.

RECOMMENDATION

BRA staff has reviewed the Notice of Project Change NPC, the PDA Master Plan Amendment, the Park/Garage PDA Plan, and the Amended PDA No. 53 Plan and believes that the NPC meets the criteria for the issuance of a Determination waiving further review under Article 80A-6.2. It is therefore recommended that the Authority approve the One Channel Center Project and take the following actions relative to the NPC and the Amended PDA No. 53 Plan: (i) approve the Amended PDA No. 53 Plan, pursuant to Section 80C of the Code, substantially in the form presented to the BRA Board on June 12, 2012; (ii) authorize the Director of the Authority to petition the Zoning Commission for the approval of the Amended PDA No. 53 Plan in substantial accord with the version presented to the BRA Board on June 12, 2012; (iii) authorize the Director of the Authority to issue a Determination which finds that the NPC does not significantly increase the impacts of the Proposed Project and waives the requirement of further review pursuant to Article 80, Section 80A-6 of the Code in connection with the Proposed Project; (iv) authorize the Director of the Authority to issue one or more Certifications of Consistency under Section 80C-8 of the Code upon successful completion of the Planned Development Area Review process; (v) authorize the Director of the Authority to issue a Certification of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (vi) authorize the Director of the Authority to execute and deliver one or more amendments to a Cooperation Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and any all documents needed for the Proposed Project to the extent required in connection with the Office Building component of the Proposed Project; (vii) authorize the Director of the Authority to issue a Request for Proposals for the disbursement of \$100,000 of the Channel Center mitigation funds to neighborhood groups and/or organizations.

Appropriate votes follow:

VOTED: That the Boston Redevelopment Authority ("Authority") hereby finds and determines that the proposed Amended and Restated Development Plan for Planned Development Area No. 53, Channel Center Project (the "Amended PDA No. 53 Plan") complies with Section 80C-4(a)-(e), Standards for Planned Development Review Approval, of the Boston Zoning Code (the "Code"); and

**FURTHER
VOTED:**

That pursuant to the provisions of Section 3-1A.a and Article 80C of the Code, the Authority hereby approves the Amended PDA No. 53 Plan and authorizes the Director to petition the Boston Zoning Commission for approval of the Amended PDA No. 53 Plan in substantial accord with the form of the Amended PDA No. 53 Plan submitted to the Authority at its public hearing on June 12, 2012, and attached hereto; and

**FURTHER
VOTED:**

That the Director be, and hereby is, authorized to issue a Determination waiving further review under Section 80A-6.2 of the Code, which finds that the Notice of Project Change submitted by Channel Center Holdings VAF, LLC and Commonwealth Ventures (the "Proponent") does not significantly increase the impacts arising from the One Channel Center Project (the "Proposed Project") as described in the Amended PDA No. 53 Plan and waives further review of the Proposed Project, subject to continuing design review by the Authority; and

**FURTHER
VOTED:**

That upon approval of the Amended PDA No. 53 Plan by the Boston Zoning Commission, the Director be, and hereby is, authorized to issue one or more Certifications of Consistency for the Proposed Project under Section 80C-8 of the Code; and

**FURTHER
VOTED:**

That the Director be, and hereby is, authorized to issue a Certification of Compliance pursuant to Section 80B-6 of the Code for the Proposed Project upon the successful completion of all applicable Article 80 processes; and

**FURTHER
VOTED:**

That the Director be, and hereby is, authorized to execute and deliver one or more amendments to the Cooperation Agreement, Development Impact Project Agreement and Boston Residents Construction Employment Plan for the Channel Center Project, to the extent required in connection with the Office Building component of the Proposed Project, subject to such terms and conditions as the Director deems to be in the best interest of the Authority, and to take such other actions and execute such documents and agrees as the Director deems necessary and appropriate by the Director in connection with the foregoing and the Proposed Project; and

FURTHER

VOTED:

That the Secretary be authorized to advertise a Request for Proposals for the selection and allocation of \$100,000 from the Channel Center Mitigation Fund, maintained by the Authority from contributions made by the developers of the Channel Center Project pursuant to the Cooperation Agreement for the construction of the Channel Center Project dated January 31, 2003, as amended, to neighborhood groups and organizations.