

BRA APPEAL: 12/20/01  
ZC APPEAL: 2/17/02  
EFFECTIVE: 3/1/02

**DEVELOPMENT PLAN**  
**FOR**  
**PLANNED DEVELOPMENT AREA NO. 53**  
**MIDWAY, SOUTH BOSTON**

Dated: December 14, 2001

**Development Plan:** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts (the "Code"), this plan constitutes a Planned Development Area Development Plan (the "Plan") for the development of an approximately 308,898 square-foot (approximately 7.09 acre) site (the "Site") in the South Boston section of Boston, Massachusetts. The Site is described in Exhibit A attached hereto and is depicted on a survey dated July 14, 2000, entitled "Progress Topographic Plan of Land – 169-229 "A" Street, 241 "A" Street, 245 "A" Street and 2-78 Midway Street, Boston, Massachusetts" prepared by Harry R. Feldman, Inc. (the "Survey"), a copy of which is attached hereto as Exhibit B. The Site currently consists of four (4) contiguous parcels of land owned by affiliates of Beacon Capital Partners, Inc. (the "Proponent"). The Proponent intends to construct a mixed-use development, including residential, live/work, office, research and development, commercial, retail, service, restaurant and accessory parking uses, all as more fully described below (the "Project"), on the Site. This 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 Plan consists of 15 pages of text plus attachments designated Exhibits A through I. All references to this Plan contained herein shall pertain to such pages and exhibits.

**Developer:** On June 19, 2000, the four (4) parcels comprising the Site were purchased by A Street Properties I LLC, A Street Properties II LLC, A Street Properties III LLC and A Street Properties IV LLC, respectively. The sole member of each of these entities is Beacon Capital Strategic Partners, L.P., the sole general partner of which is BCP Strategic Partners, LLC, the sole member of which is Beacon Capital Partners, L.P., the sole general partner of which is Beacon Capital Partners, Inc., which is the Proponent. The Proponent and each of the entities referenced above have an address at One Federal Street, 26<sup>th</sup> Floor, Boston, Massachusetts 02110. Members of the Project team are identified on Exhibit C. The Proponent has filed a Disclosure Statement in the form required by Section 80B-8 of the Code with the Boston Redevelopment Authority ("BRA").

**Site:** The Site is approximately 308,898 square-feet (approximately 7.09 acres) in area and currently consists of four (4) parcels of land. The Site is bounded to the west by "A" Street, a public way of variable width; to the north by Binford Street, a 60-foot wide private way; to the south by Richards Street, a 40-foot wide way that is listed in "Boston's Streets, Squares, Places, Avenues, Courts and other Public Locations" dated January, 1999, prepared by the City of Boston Public Works Department as being public for approximately 30 feet nearest to "A" Street

and private along the remaining approximately 70 feet; and to the east by property owned by the United States Postal Service (the "USPS Property"), all as shown on the Survey. Midway Street, a 50-foot wide private way, is a part of the Site and, running from north to south, bisects the Site, as shown on the Survey. There is a 25-foot wide strip of land comprising a part of the Site that separates the buildings fronting on Midway Street from the USPS Property (the "25-Foot Strip"), also as shown on the Survey.

Although the Site is currently owned by the four entities referenced above and is therefore currently considered four "lots" for zoning compliance purposes, these lots are intended to be reconfigured into eleven (11) parcels as shown on the Parcelization Plan attached hereto as Exhibit H, which parcels may be under separate ownership (each such parcel is referred to herein as a "Project Component"). Exhibit H shows the lot lines and lot areas of each of the eleven (11) proposed Project Components. For purposes of this Plan, compliance of the individual Project Components with the requirements of this Plan and any applicable requirements of underlying zoning shall be determined on an individual rather than a Site-wide basis, except as otherwise expressly provided in this Plan. The compliance or non-compliance of any one Project Component shall not affect the compliance of any other Project Component.

In the future, 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 part of the Project. This 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 Plan with respect to each Project Component (as such requirements are set forth in Exhibit G-1 to Exhibit G-11) are met by the resulting parcel or parcels, and provided that the Site-wide floor area ratio does not exceed 5.2.

The Site is currently located within an M-4 zoning district, partially within the Fort Point Waterfront Subdistrict of the South Boston Waterfront Interim Planning Overlay District ("IPOD") and partially within the Fort Point Industrial Subdistrict of the IPOD, and within the Restricted Parking District. The Site shall be located entirely within in a M-4-D\* zoning district rather than an M-4 zoning district after giving effect to Map Amendment Application No. 455, submitted with this Plan, which map amendment shall hereafter govern the Development Plan for the Site. The Site is located in an area which the Seaport Public Realm Plan, issued by the BRA in February, 1999, designated as the Wormwood Neighborhood and targeted for mixed use development. The Site is also located within the proposed Fort Point Channel Historic District, which was determined eligible for listing on the National Register of Historic Places in connection with historic review for the Central Artery Project. Finally, the Site is located in the South Boston Extension of the Boston Parking Freeze District.

There are nineteen (19) existing buildings located on the Site which together contain approximately 800,000 square feet of floor area. Approximately 80,000 square feet of this floor area is presently leased to artists for a variety of uses; the remainder is either vacant or is leased

for office and warehouse uses. Several vacant lots on the Site are currently used for off-street parking. Approximately 346 off-street parking spaces currently exist on the Site.

The existing buildings on the Site are located at the following street addresses and will be referred to by their respective street addresses in this Plan: 2 Midway Street, 14 Midway Street, 16-22 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, 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 "Existing Buildings"). These buildings were built between 1900 and 1930 by the Boston Wharf Company as warehouses and most range in height from five to seven stories.

**Project:** The Project involves the rehabilitation of at least thirteen (13) of the Existing Buildings, the demolition of five (5) of the Existing Buildings and a smokestack and boiler, the possible partial demolition of one (1) of the Existing Buildings, the construction of two (2) infill buildings and two (2) new mid-rise buildings, façade additions along exposed party walls, the relocation of existing parking to one or more parking garages, and the provision of certain other features, including public open spaces, landscaping, street and sidewalk improvements, and street furniture, all as more particularly described below and all as more particularly shown on the site plan attached hereto as Exhibit D (the "Site Plan"). The Project is currently known as "Midway" or the "Midway Project".

The Project is expected to consist of a total of approximately 1,550,000 square feet of total floor area, including up to approximately 1,249,800 square feet devoted to Office Uses (as hereinafter defined), not less than approximately 183,500 square feet devoted to Residential Uses (as hereinafter defined), approximately 96,700 square feet devoted to Other Uses (as hereinafter defined), and approximately 20,000 square feet of gallery space. The Project is expected to include a total of approximately 1010 parking spaces, including approximately 990 structured parking spaces located in one or more garages and approximately 20 surface parking spaces located along Midway Street and/or New Street. Existing off-street surface parking lots on the Site will be eliminated.

The Schematic Plans for the Project (the "Schematic Plans") are listed on Exhibit E. These Schematic Plans have been delivered to the BRA under separate cover and may be modified as approved by the BRA during the design review process.

**Approvals:** On January 24, 2001, the Proponent submitted a Project Notification Form ("PNF") to the BRA pursuant to Article 80B of the Code with respect to the Project. On May 8, 2001, the Proponent submitted a Notice of Project Change ("NPC") to the BRA with respect to the Project. On June 25, 2001, the BRA issued a Scoping Determination with respect to the Project (the "Scoping Determination"). On August 30, 2001, as required by the Scoping Determination, the Proponent submitted a Draft Project Impact Report to the BRA.

As a component of Large Project Review, the Project's parking and traffic circulation facilities will be reviewed and approved by the Boston Transportation Department ("BTD"). The Proponent intends to enter into a Transportation Access Plan Agreement with BTD

describing transportation mitigation measures to be incorporated into the Project. In addition, the Proponent intends to enter into a Development Impact Project Agreement and a Cooperation Agreement with the BRA and a Boston Residents Construction Employment Plan with the Boston Employment Commission with respect to the Project. Also, one or more affirmative marketing plan(s) will be entered into with respect to the on-Site and off-Site affordable units. The Proponent also intends to enter into a Memorandum of Agreement with the Massachusetts Historical Commission ("MHC") regarding the Project. The Boston Landmarks Commission ("BLC") will be a concurring party to this Memorandum of Agreement. The Proponent has applied for a demolition permit under Article 85 of the Code, and, by Notice of Determination dated October 25, 2001, the BLC has determined not to invoke demolition delay as to 16-22 Midway Street, and to terminate demolition delay as to the remaining Buildings to be Demolished (as such term is defined in the following section) based on a finding that there is no feasible alternative to demolition.

The Proponent by letter dated December 12, 2001, submitted a preliminary application to the Boston Air Pollution Control Commission ("BAPCC") to allow the use of approximately 1010 total parking spaces on the Site. At such time as the regulations implementing the South Boston Parking Freeze have been finalized and adopted, the Proponent will submit a formal application to the BAPCC for a permit to allow the use of such spaces. The Proponent has submitted information to the BAPCC supporting the existence of 346 parking spaces on the Site as of 1994, and expects to receive an allocation of approximately 664 parking spaces from a bank of spaces established by the BAPCC.

### **Project Elements:**

(a) **Rehabilitation.** The Project involves the rehabilitation of at least thirteen (13) of the Existing Buildings, including 2 Midway Street, 14 Midway Street, 24-26 Midway Street, 28-32 Midway Street, 34-38 Midway Street, 40-44 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; as shown on the Site Plan. In addition, unless the building at 241 "A" Street is partially demolished in connection with the construction of the North Garage (as hereinafter defined), that building will also be rehabilitated. Such buildings are collectively referred to herein as the "Retained Buildings". These buildings will be used for Allowed Uses (as hereinafter defined). The rehabilitation of these buildings is intended to be generally consistent with the Secretary of the Interior's Standards for Rehabilitation. Intact original building elements, including masonry and millwork, will generally be retained and restored or repaired as needed. Façade additions may be added along exposed party walls. No additional floors will be added. The integrity of the existing street façades will be retained. New windows, heating, air conditioning, electrical, and plumbing systems will be incorporated into the Retained Buildings. Windows will generally match the original wood double-hung sash in appearance and materials. The Retained Buildings will not be subject to any material exterior dimensional changes.

(b) **Demolition.** The buildings located at 16-22 Midway Street, 46-48 Midway Street, 50-52 Midway Street, 76 Midway Street and 169 "A" Street and the smokestack and boiler located at 2 Midway Street will be demolished. In the event that the Project ultimately includes construction of an underground garage at the north end of the Site (the "North Garage"), the

complete interior demolition of the building located at 241 "A" Street along with the removal of selected exterior walls will be necessary so that an underground parking garage can be placed at this location. If the North Garage is constructed, the street façade of 241 "A" Street will be retained and rehabilitated. If the North Garage is not constructed, the building located at 241 "A" Street will be rehabilitated as described above.

The buildings and structures and components of buildings and structures that will be demolished or partially demolished as part of the Project are collectively referred to in this Plan as the "Buildings to be Demolished".

(c) Infill and New Construction.

Two new infill buildings will be constructed on Midway Street (the "Midway Street Infill Buildings"), as shown on the Site Plan. One of these buildings will be located between 14 Midway Street and 24-26 Midway Street roughly on the site of the building currently at 16-22 Midway Street. A second new infill building will be constructed roughly on the site of the building located at 46-48 Midway Street. Each of the Midway Street Infill Buildings will be approximately 125 feet in height and will have a contemporary architectural treatment complementing the architecture of the Retained Buildings. These buildings will accommodate office, research and development, retail, service and restaurant uses and may also accommodate other Allowed Uses.

Two new mid-rise buildings will be constructed on the southern portion of the Site, one on Midway Street and the other on "A" Street (collectively, the "Midrise Buildings"), as shown on the Site Plan. Each of these buildings will be approximately 150 feet in height. These buildings will accommodate office, research and development, retail, service and restaurant uses and may also accommodate other Allowed Uses. The Midrise Buildings will be located on land that is currently occupied by parking lots and the existing 169 "A" Street and 76 Midway Street buildings.

A glass-covered area will extend from the southern end of Midway Street between the Midrise Buildings, as shown on the Site Plan, and will accommodate retail, service and restaurant uses. Notwithstanding anything contained in this Plan to the contrary, the Project Proponent may choose to configure the two Midrise Buildings as a single building rather than as two separate buildings.

(d) Parking Spaces. The Project is expected to include a total of approximately 1010 parking spaces accessory to Project uses, approximately 990 of which will be structured spaces and approximately 20 of which will be surface parking spaces located along Midway Street and/or New Street. An underground parking garage at the southern end of the Site beneath the Midrise Buildings (the "South Garage") will contain all or the majority of the approximately 990 structured parking spaces. If the North Garage is constructed, it will contain approximately 250 parking spaces and the South Garage will contain approximately 740 spaces. In the event that the North Garage is not constructed, some part of the parking for the Project may be located on the lower levels of the Midway Street Infill Building that will be located between 14 Midway Street and 24-26 Midway Street (the "Midway Garage") or below one or more of the Retained

Buildings and/or the Midway Street Infill Buildings. Garage entrances and exits will be located on Richards Street or New Street for the South Garage, on New Street for the North Garage (if constructed) and on New Street for the Midway Garage (if constructed).

(e) Other Project Elements. Landscaping, street furniture and sidewalk improvements will be provided along Midway Street and in the area between the Midrise Buildings. Three additional public open spaces are planned between "A" Street and Midway Street, as shown on the Site Plan. The first of these open spaces is situated between 229 "A" Street and 241 "A" Street on what is presently a parking lot, the second is located adjacent to the Existing Building at 241 "A" Street, also on what is presently a parking lot, and the third is located on another parking lot to the south of 191 "A" Street, all as shown on the Site Plan.

The Midway Street Infill Buildings will incorporate pedestrian passageways through lobbies in order to link "A" Street and Midway Street to a new private way located in the area of the 25-Foot Strip behind the buildings located along Midway Street ("New Street"), as shown on the Site Plan. Pedestrian passageways through lobbies linking "A" Street, Midway Street and New Street will also be incorporated into some of the Retained Buildings, also as shown on the Circulation Plan attached hereto as Exhibit F (the "Circulation Plan").

A new private way ("Cross Street") will be located at the southern end of the Site between the Midrise Buildings and the remainder of the Site. Another new private way ("New Mt. Washington Street") will be created adjacent to the new public open space between 229 "A" Street and 241 "A" Street on what is presently a parking lot. Both of these new private ways will connect "A" Street, Midway Street and New Street. Richards Street will be extended farther east to connect to New Street. The locations of proposed and existing streets are shown on Exhibit F attached hereto.

The Project is expected to include an illuminated rooftop sign located on top of the building at 241 "A" Street. A Comprehensive Sign Design Application with respect to this sign (and perhaps other signs) will be submitted to the BRA for approval.

As described in this Plan, the Project includes not less than approximately 183,500 square feet of space for Residential Uses on the Site to be located in the Retained Buildings located at 24-26 Midway Street and 28-38 Midway Street. In addition, an affiliate of the Proponent has acquired certain real property located at 154 West Second Street in South Boston, on which such affiliate intends to construct additional housing units in order to provide approximately 516,667 square feet of housing use, as required by the Scoping Determination. Twenty percent (20%) of 183,500 square feet of the space devoted to Residential Uses on the Site and twenty percent (20%) of the off-Site housing located at 154 West Second Street will be affordable to persons earning less than or equal to 80% of median income. Information on off-Site housing is included in this Plan for informational purposes only; such off-Site housing is not subject to this Plan.

Much of the first floor space within the Project buildings will also be occupied by a retail, service and restaurant component (the "Retail Component") that is intended to enliven the Site, to make the Project more accessible to the public, and to draw more people into the area. The

portions of the Project buildings in which the Retail Component is located may be separately owned and operated from other portions of the same buildings.

**Urban Design Context:** The Site is located within the portion of South Boston sometimes known as the Fort Point Channel area and is approximately one-half mile east of the Financial District. The Site is adjacent to the Proponent's successful 120-unit (including 117 residential units and 3 commercial units) Fort Point Place development. A majority of the ornamental brick structures in the area were built around the turn of the century by the Boston Wharf Company as manufacturing and warehouse/storage buildings. The Fort Point Channel neighborhood is primarily occupied by small industrial businesses, postal facilities, storage tenants, office space, creative arts industries, artist live/work use, and vacant space awaiting renovation.

The Fort Point Channel neighborhood is presently undergoing significant change in character. The BRA recently completed a multi-year planning process that resulted in the issuance of the Seaport Public Realm Plan in February 1999 (the "Public Realm Plan"). The Public Realm Plan outlines a development program for the South Boston seaport area and emphasizes the development of housing, office space, a new convention center, hotels, restaurants, open space and civic uses. To ensure that this district becomes a vibrant 24-hour community, the Public Realm Plan recommends the development of a critical mass of housing as well as a variety of other active uses. The Project furthers many of the development goals set forth in the Public Realm Plan.

The area covered by the IPOD is currently undergoing rezoning in order that the development program proposed by the Public Realm Plan for the area be realizable under applicable zoning regulations. As the Public Realm Plan and the IPOD recognize, the existing underlying zoning regulations for the area that includes the Site do not correspond to the development plans for the area as set forth in the Public Realm Plan and the IPOD. Because of this discrepancy, the adoption of this Plan with respect to the Project will allow the Project to proceed toward meeting the goals and objectives of the Public Realm Plan and the IPOD without the need for obtaining an Interim Planning Permit.

A number of other private and public development projects being planned for or taking place in the vicinity of the Fort Point Channel area are expected to complement the Project, including the Boston Convention and Exhibition Center, several hotels, and several private mixed use developments. Together with these other projects, the Project is intended to meet the Public Realm Plan's goal of creating a vibrant 24-hour community in the South Boston seaport area. Transportation improvements that will serve in the Fort Point Channel and the Project are being planned and implemented, including the MBTA's Silver Line and the Central Artery.

The major urban design effort for the Project focuses on honoring the manufacturing and warehouse history of the Fort Point Channel neighborhood. The façades of fourteen historic warehouse buildings located on the Site will be rehabilitated generally in accordance with the Secretary of the Interior's Standards for Rehabilitation. Four new infill and mid-rise buildings will be constructed on the Site utilizing modern materials and architectural designs which are

intended to complement the existing buildings and which will maintain the integrity of the industrial past by utilizing an industrial aesthetic.

The Project's renovation of existing buildings and the new construction of infill buildings will be complemented by the animation of the streetscape by adding light fixtures, landscaping, street furniture, new sidewalk pavers, and entrance canopies 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 and in the area between the Midrise Buildings are intended to create a pedestrian-friendly environment by providing amenities to the residential neighbors and to the users of the Site. Three new landscaped public open areas located on what are currently parking lots are intended to enliven the Site and make it more accessible to residential neighbors and other visitors, thus drawing more people into the area. Several new pedestrian passageways through building lobbies, New Street, Cross Street, and New Mt. Washington Street are intended to make the Site more accessible. Parking will be relocated from parking lots into structures, opening up more of the area of the Site to active uses, thus drawing more people and activity into the area.

The Existing 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 or included in a listed or designated historic district. They are, however, listed as "contributing buildings" within the proposed 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 proposed Fort Point Channel Historic District, and the Project is the subject of a Memorandum of Agreement with MHC, as discussed above.

**General Description of Proposed Development and Use Allocation:** As described above, the Project will include the demolition of the Buildings to be Demolished, the renovation of the Retained Buildings, and the new construction of the Midway Street Infill Buildings and the Midrise Buildings.

In order to allow the Project to be used for a variety of purposes consistent with its mixed-use character, this Plan requests approval for the use of each Project Component for any one or more of the following uses in addition to any uses permitted by underlying zoning: (i) office and research and development uses (collectively, "Office Uses"); (ii) 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 (collectively, "Other Uses"); and (iii) accessory parking and parking garage uses (collectively, "Parking Uses"). In addition, this Plan seeks approval of the use of the portion of the Site located east of Midway Street and north of Cross Street, which portion includes 2 Midway Street (Project Component No. 5), 16-22 Midway Street (Project Component No. 6), 24-38 Midway Street (Project Component No. 7), 40-44 Midway Street (Project Component No. 8), and 46-48 Midway Street (Project Component No. 9) for live/work, artists' mixed use, and multi-family residential uses (collectively, "Residential Uses"); provided, however, notwithstanding any provisions of this



Plan or underlying zoning to the contrary, Residential Uses shall not be permitted on the remainder of the Site unless and until that certain Declaration of Restrictions in favor of The Gillette Company recorded with the Suffolk County Registry of Deeds in Book 25163 at Page 95 has been terminated or released. All of the foregoing permitted uses are collectively referred to herein as the "Allowed Uses".

The Project is expected to involve the following uses which will comprise the following approximate square footages of the Project; provided however, this Plan seeks approval for changes in the amount of square footage devoted to each use described below due to market demand and other factors:

Total square footage:		1,550,000 square feet
Residential Uses	not less than	183,500 square feet
Office Uses	up to	1,249,800 square feet
Other Uses		96,700 square feet
Gallery		20,000 square feet

The Project is expected to include:

- not less than approximately 183,500 square feet of space devoted to Residential Uses located in the Existing Buildings at 24-26 Midway Street and 28-38 Midway Street;
- up to approximately 1,249,800 total square feet of floor area to be used for Office Uses;
- approximately 96,700 total square feet of floor area located on the first floors of the Retained Buildings, the Midway Street Infill Buildings and the Midrise Buildings to be used for Other Uses;
- approximately 20,000 total square feet of floor area located on the first floors of the Retained Buildings, the Midway Street Infill Buildings and/or the Midrise Buildings to be used for gallery uses;
- approximately 1010 parking spaces, including approximately 990 structured parking spaces and approximately 20 surface parking spaces to be located along Midway Street and/or New Street.
- Three landscaped public open spaces, including one open space situated between 229 "A" Street and 241 "A" Street on what is presently a parking lot, a second open space located adjacent to the Existing Building at 241 "A" Street also on what is presently a parking lot, and a third open space located on another parking lot to the south of 191 "A" Street, as well as landscaping in the open area between the Midrise Buildings.

- Landscaping, street furniture and sidewalk improvements along Midway Street, Cross Street, New Mt. Washington Street, “A” Street, New Street, Richards Street and Binford Street.

**Proposed Location and Appearance of Structures:** The location and appearance of the Retained Buildings, the Midway Street Infill Buildings and the Midrise Buildings will be generally consistent with the Schematic Plans, which are likely to evolve in the course of continuing BRA design review. Final plans and specifications for the Project will be submitted to the BRA for certification as to consistency with this Plan.

**Density of Proposed Improvements:** According to Articles 13 and 15 of the Code, the applicable maximum Floor Area Ratio (“FAR”) under underlying zoning is 4.0. Under Article 27 of the Code the interim FAR control for the Fort Point Waterfront Subdistrict and the Fort Point Industrial Subdistrict of the IPOD in which the Project is located is also 4.0.

This Plan seeks approval of the maximum FARs set forth on Exhibit G-1 through Exhibit G-11 with respect to each proposed Project Component and for a maximum Site-wide FAR of 5.2. Buildings shall be deemed to be in conformity with this Plan provided that they are constructed in substantial accord with the maximum FARs approved by this Plan for each Project Component as set forth on Exhibit G-1 through Exhibit G-11. Issuance of a Certificate of Consistency pursuant to Section 80C-8 of the Code shall conclusively establish substantial accord with the maximum FARs approved by this Plan.

Notwithstanding the information contained in Exhibit G-1 through Exhibit G-11 or anything contained in this Plan to the contrary, and as discussed above, this Plan seeks approval for any ownership structure for the 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 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 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 in Table 1 or on Exhibit G-1 through Exhibit G-11, provided that the Site-wide FAR is not increased above 5.2.

**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 façade, 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.

There are no additional dimensional controls applicable to the Site under the IPOD other than FAR (discussed above) and building height (discussed below).

The existing dimensions of the Retained Buildings and the proposed dimensions of the Midway Street Infill Buildings and the Midrise Buildings are set forth in the Schematic Plans.

This 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 Project Component as set forth in the Schematic Plans, provided that the dimensional requirements set forth on Exhibit G-1 through Exhibit G-11 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-11 with respect to the applicable Project Component.

**Height of Proposed Improvements:** Under the IPOD only, there is an interim height control of 80 feet applicable to the Site. There is no height limitation imposed by underlying zoning. This Plan seeks approval of the proposed heights of the Midrise Buildings up to 150 feet, of the Midway Street Infill Buildings up to 125 feet, and of the remaining buildings up to 80 feet. The maximum heights approved by this Plan for each Project Component are shown on Exhibit G-1 through Exhibit G-11. For purposes of this Plan, rooftop mechanical equipment, whether or not screened, is not included in calculating building height. Buildings shall be deemed to be in conformity with this Plan provided that they are constructed in substantial accord with the maximum heights approved by this Plan for each Project Component as set forth on Exhibit G-1 through Exhibit G-11. Issuance of a Certificate of Consistency pursuant to Section 80C-8 of the Code shall conclusively establish substantial accord with the maximum heights approved by this Plan.

**Proposed Traffic Circulation:** The Site is located on a parcel bounded generally by "A" Street to the west, Binford Street to the north, Richards Street to the south and the USPS Property to the east, as shown on the Circulation Plan. "A" Street is a north-south two-way public way, approximately 40 feet wide, with one travel lane in each direction. Binford Street is a 60-foot wide private way. Richards Street is a 40-foot wide way that is public for approximately 30 feet nearest to "A" Street and private along the remaining approximately 70 feet. Midway Street, a 50-foot wide private way running from north to south, bisects the Site. Both Binford Street and Richards Street lead to "A" Street, through which the regional highway system can be reached.

The traffic study performed by the Proponent for the Project is included in the DPIR as Section 3. The Project's proposed vehicular and pedestrian circulation patterns are depicted on Exhibit F attached hereto.

The Project will result in the creation of several additional streets, which are shown on the Circulation Plan. New Street, a private way located along the eastern boundary of the Site, will provide north-south access across the Site and will connect Richards Street, Binford Street and Cross Street. Cross Street, a private way, will provide access from east to west across the Site and to the Midrise Buildings and the South Garage. The private portion of Richards Street

will be extended from Midway Street to New Street. New Mt. Washington Street, a private way, will provide access from A Street to Midway Street at the north end of the Site. In addition, several new pedestrian passageways will be created in the lobbies of the Project buildings, linking "A" Street, Midway Street and New Street, as shown on the Circulation Plan.

The creation of this enhanced circulation system will result in enhanced accessibility of the Site 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.

The entrance to the South Garage will be located on Richards Street or New Street and the exit will be located on Richards Street or New Street as well. The entrance to the North Garage, if that garage is constructed, will be located on New Street and the exit will be located on New Street as well. The entrance to the Midway Garage, if that garage is constructed, will be located on New Street and the exit will be located on New Street as well.

The Project will incorporate a one-way vehicular circulation pattern from "A" Street along Midway Street in order to allow for on-site drop-off and convenience parking, reinforcing a welcoming connection between the Site and the surrounding neighborhood, as more particularly shown on Exhibit F.

**Parking and Loading Facilities:** The Site currently contains approximately 346 off-street parking spaces located wholly or partially on the Site or on private ways adjacent to the Site. The Project includes the relocation of these spaces to one or more garages. The Project also includes an increase in the number of parking spaces on the Site to 1010 spaces, including approximately 990 structured parking spaces located in one or more garages and approximately 20 surface parking spaces located along Midway Street and/or New Street.

This Plan seeks approval of the number, location, dimensions and design of the proposed parking spaces accessory to retail, office and other Allowed Uses for the Project as depicted on the Schematic Plans, which plans may be amended through the BRA design review process. This Plan also seeks approval of the relocation of existing parking spaces to one or more garages and the reconfiguration from time to time of the parking spaces located on the Site.

This Plan further seeks approval of parking accessory to any Project use described in or approved by this Plan, including without limitation: (a) existing parking accessory to Existing Building uses; (b) proposed parking accessory to Project uses; (c) the use of proposed parking by customers of the Retail Component, whether or not such parking is an accessory use under the Code; (d) possible future re-allocations of accessory parking among Project uses notwithstanding the provisions of the Restricted Parking District; and (e) re-striping, reconfiguring, adding or subtracting parking spaces for the 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-11 for such Project Component. As described above, parking for the Project is intended to be provided primarily in the South Garage with some spaces potentially located in one or more additional garages and

with approximately twenty (20) spaces provided along Midway Street. Accordingly, parking spaces located anywhere on the Site which a Project Component has the legal right to use shall satisfy the applicable requirements for accessory off-street parking spaces provided by this Plan with respect to such Project Component.

There are currently numerous loading bays located on the Site. The Project plans call for the elimination of many of these loading bays and for 12 loading bays to be located on the Site to serve the Project, in the locations shown in the Schematic Plans. This Plan seeks approval of the provision of 12 loading bays for the Project notwithstanding any provisions of the 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 Plan provided that the applicable ratio set forth on Exhibit I is met with respect to the Project as a whole. This 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 I is met with respect to the Project as a whole. In addition, this 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 I is met for the Project as a whole. Loading bays having the dimensions shown on the Schematic Plans shall be deemed to meet the requirements of this Plan.

**Access to Public Transportation:** The Site is currently served by the MBTA Red Line at South Station and at Broadway Station and by local bus routes. The future MBTA Silver Line will have stations within a short walking distance from the Site.

**Open Space and Landscaping:** Landscaping will occur along Midway Street, Cross Street and New Mt. Washington Street and inside the area at the south end of the Site located between the Midrise Buildings. Three open spaces are planned between "A" Street and Midway Street and will be landscaped. One of these open spaces is situated between 229 "A" Street and 241 "A" Street on what is presently a parking lot, the second is located on another parking lot to the south of 191 "A" Street, and the third is located adjacent to the Existing Building at 241 "A" Street on what is also presently a parking lot.

**Public Benefits:** The Project will provide the following public benefits:

- Revitalize an underutilized 7.09 acre site in a fashion consistent with the Public Realm 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 Public Realm Plan.
- Rehabilitate at least thirteen (13) existing five to seven story historically notable warehouse buildings that are presently underutilized and in disrepair.

- Relocate surface parking uses to structures and open up surface area for active 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 approximately 183,500 square feet of space devoted to Residential Uses on the Site, twenty percent (20%) of 183,500 square feet of which is intended to be affordable to persons earning less than or equal to 80% of median income.
- Provide approximately 130 off-Site residential units in the South Boston area, twenty percent (20%) of which are intended to be affordable to persons earning less than or equal to 80% of median income. (This information is provided for informational purposes only; this Plan does not include the off-Site residential units.)
- Produce up to approximately \$6,900,000.00 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 \$1,300,400.00 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 uses actually developed on the Site).
- Provide \$1,200,000.00 commitment to an impact mitigation fund to be overseen by the BRA.
- Construct and maintain three new public open spaces on the Site.
- Construct and maintain Midway Street, Cross Street and New Mt. Washington Street as roadways and increase the accessibility of Midway Street and the Site to the public.
- Construct and maintain New Street creating a public front along the USPS Property.
- 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 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, 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 6500 permanent jobs.
- Substantially increase real estate tax revenues to the City.
- Pursuant to a separate agreement with The Gillette Company, contribute to traffic mitigation in the vicinity of the Site and facilitate connections between “A” Street and the Haul Road. (This information is provided for informational purposes only; this Plan does not include such improvements.)

**Development Schedule:** The proposed development schedule for the Project is set forth in Table 1 below. This 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, provided that the Project is completed by the construction completion date designated in Table 1.

Table 1. Proposed Development Schedule.

Predevelopment:	Commence upon approval of this Plan
Construction Commencement:	Commence within 12 months of approval of this Plan
Construction Completion:	Within 10 years of construction commencement

**Applicability.** In accordance with Section 80C-9 of the Code, consistency of the Project with this Plan constitutes compliance with the dimensional, use and other requirements of the Code to the extent such requirements have been addressed in this Plan. To the extent that any aspect of existing uses and structures on the Site, as described in this Plan, or proposed uses complying with this Plan and proposed structures complying with Exhibit G-1 through Exhibit G-11, as applicable, are in conflict with any requirement of the Code not specifically addressed in this Plan, such requirements shall be deemed inapplicable to the Project and shall be deemed to be waived upon approval of this Plan.

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

LIST OF EXHIBITS

- A: Legal Description
- B: Existing Site Survey
- C: Project Team Members
- D: Proposed Site Plan
- E: Schematic Plans
- F: Circulation Plan
- G-1 to G-11: Project Components
- H: Parcelization Plan
- I: Parking and Loading Ratios



EXHIBIT A

LEGAL DESCRIPTION

Four (4) parcels of land, described on the following four sheets.

EXHIBIT A  
(Parcel 1)

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 southwesterly sideline of Binford Street;

Thence running S 44° 50'01" E along the said southwesterly sideline of Binford Street, a distance of 100.00 feet to the northwesterly sideline of Midway Street;

Thence turning and running S 45° 08'04" W by Midway Street, a distance of 70.05 feet;

Thence turning and running N 44° 51'15" W by a line through the center of a 24 inch party wall, a distance of 100.00 feet to the southeasterly sideline of A Street;

Thence turning and running N 45° 08'04" E by A Street, a distance of 70.08 feet to the point of beginning;

Containing an area of 7,007 square feet of land and shown as Parcel 1 on a plan entitled "Plan of Land 169-229 A Street, 241 A Street, 245 A Street and 2-78 Midway Street, Boston, Mass. (South Boston District)", dated June 15, 2000, prepared by Harry R. Feldman, Inc. and recorded herewith.

Together with all of Grantor's right, title and interest in and to all adjacent streets, ways and rights of way.

EXHIBIT A  
(Parcel 2)

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 Richards Street;

Thence running N 45° 08' 04" E by A Street, a distance of 897.64 feet;

Thence running S 44° 51' 56" W, a distance of 100.00 feet to the northwesterly sideline of Midway Street;

Thence running S 45° 08' 04" W by Midway Street, a distance of 885.49 feet to the northeasterly sideline of Richards Street;

Thence turning and running N 51° 47' 46" E by Richards Street, a distance of 100.74 feet to the point of beginning;

Containing an area of 89,157 square feet (2.0468 acres) of land and shown as Parcel 2 on a plan entitled "Plan of Land 169-229 A Street, 241 A Street, 245 A Street and 2-78 Midway Street, Boston, Mass. (South Boston District)", dated June 15, 2000, prepared by Harry R. Feldman, Inc. and recorded herewith.

Together with all of Grantor's right, title and interest in and to all adjacent streets, ways and rights of way.

EXHIBIT A  
(Parcel 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 Midway Street and the southwesterly sideline of Binford Street;

Thence running S 44° 50' 01" E along the said southwesterly sideline of Binford Street, a distance of 125.00 feet to the northwesterly sideline of a 25' wide passageway;

Thence turning and running S 45° 08' 04" W by said passageway, a distance of 1,024.46 feet;

Thence turning and running N 51° 47' 46" W, a distance of 125.92 feet to the southeasterly sideline of Midway Street;

Thence turning and running N 45° 08' 04" E by Midway Street, a distance of 1,039.73 feet to the point of beginning;

Containing an area of 129,012 square feet (2.9617 acres) of land and shown as Parcel 3 on a plan entitled "Plan of Land 169-229 A Street, 241 A Street, 245 A Street and 2-78 Midway Street, Boston, Mass. (South Boston District)", dated June 15, 2000, prepared by Harry R. Feldman, Inc. and recorded herewith.

Together with all of Grantor's right, title and interest in and to all adjacent streets, ways and rights of way.

EXHIBIT A  
Legal Description

A certain parcel of land with the buildings and other improvements thereon now numbered 239 and 241 A Street, South Boston, Suffolk County, Massachusetts, and bounded and described as follows:

Beginning at a point on the easterly side of A Street distant from the southerly line of a private street known as Binford Street, about one hundred (100) feet; and thence running

SOUTHWESTERLY along said A Street, fifty (50) feet; thence turning at a right angle and running

SOUTHEASTERLY one hundred twenty-five (125) feet by land now or formerly of the Boston Wharf Company to the center of a new private street to be known as Midway Street; thence turning at a right angle and running

NORTHEASTERLY along the center of said private street, fifty (50) feet; thence turning at a right angle and running by other land now or formerly of said Boston Wharf Company, one hundred twenty-five (125) feet to the point of beginning.

Containing by estimation 6,250 square feet, more or less, as shown on a plan by John H. Rice dated March 1, 1897 and recorded with the Suffolk County Registry of Deeds in Book 2439, Page 520.

EXHIBIT B

EXISTING SITE SURVEY

EXHIBIT C

PROJECT TEAM MEMBERS

Proponent

Beacon Capital Partners, Inc.  
One Federal Street, 26<sup>th</sup> Floor  
Boston, Massachusetts 02110  
Douglas Mitchell  
Robert Palumbo  
Tom Ragno

Development Program Manager

R F Walsh Company  
307 West First Street  
Boston, MA 02127  
Jack Hobbs  
Ted Gentry  
Victor Karen

Master Planner/Landscape Architects/Civil Engineers:

Sasaki Associates Inc.  
64 Pleasant Street  
Watertown, MA 02472  
David M. Hirzel  
Willa Kuh  
Alistair McIntosh  
Douglas J. Hartnett

Architects (Infill and Rehabilitation)

Bruner/Cott and Associates, Inc.  
130 Prospect Street  
Cambridge, MA 02139  
Henry Moss  
Daniel Raih  
Lawrence Cheng

Architects (Midrise Buildings)

CBT/Childs Bertman Tseckares Inc.  
110 Canal Street  
Boston, MA 02114  
Robert Brown  
Ron Swenson  
Eric Jahan

Legal Counsel

Goulston & Storrs  
400 Atlantic Avenue  
Boston, MA 02110  
Matthew Kiefer, Esq.  
Kirsten Hoffman, Esq.

Permitting Consultant

Epsilon Associates  
150 Main Street  
Post Office Box 700  
Maynard, MA 01754  
Cindy Schlessinger  
Will Donham

Transportation and Parking Consultant

Howard/Stein-Hudson  
38 Chauncy Street  
Boston, MA 02111  
Jane Howard  
Aileen Maguire

Surveyor

Harry R. Feldman, Inc.  
112 Shawmut Avenue  
Boston, MA 02118

Geotechnical Engineer

Haley & Aldrich  
465 Medford Street  
Suite 2200  
Charlestown, MA 02129  
Mark X. Haley  
Marya Gorczyca

Construction Manager (for Infill)

A.J. Martini, Inc.  
PO Box 36  
89 Pleasant Street  
Malden, MA 02148  
Bill Aalerud



Construction Manager (for Site Utilities)

Richard White Sons  
70 Rowe Street  
Auburndale, MA 02466  
Herbert S. Hale

Construction Manager (for Midrise Buildings)

Turner Construction Company  
2 Seaport Lane  
Boston, MA 02110  
John E. Murphy

EXHIBIT D

PROPOSED SITE PLAN

EXHIBIT E

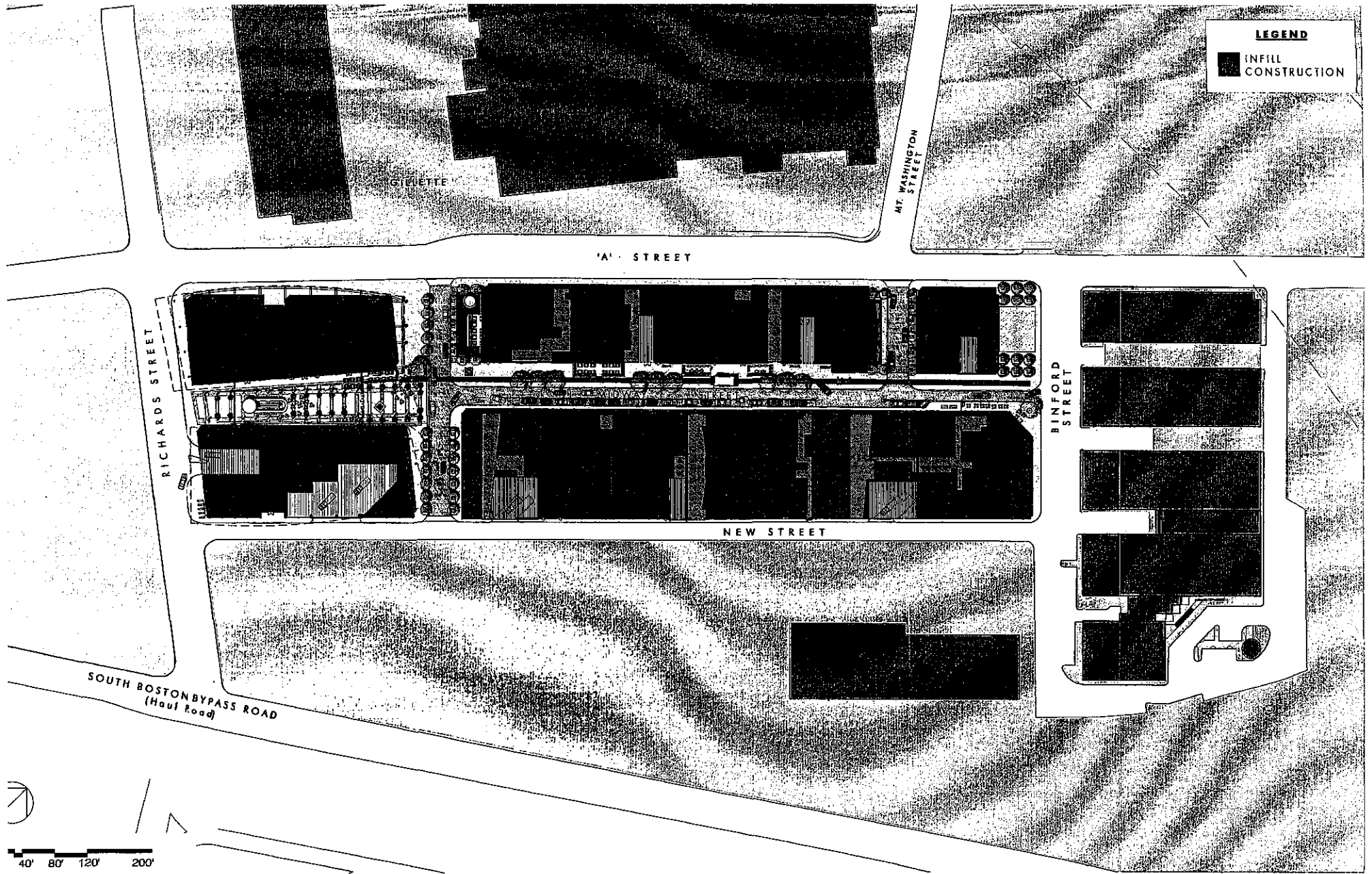
SCHEMATIC PLANS

Schematic Plans for the Project

A set of schematic design plans for the Midway Project, consisting of 38 sheets as specifically identified on the attached sheet, has been delivered to the BRA under separate cover. See the attached sheet for a listing of these plans.

## PDA Submission – Drawing List

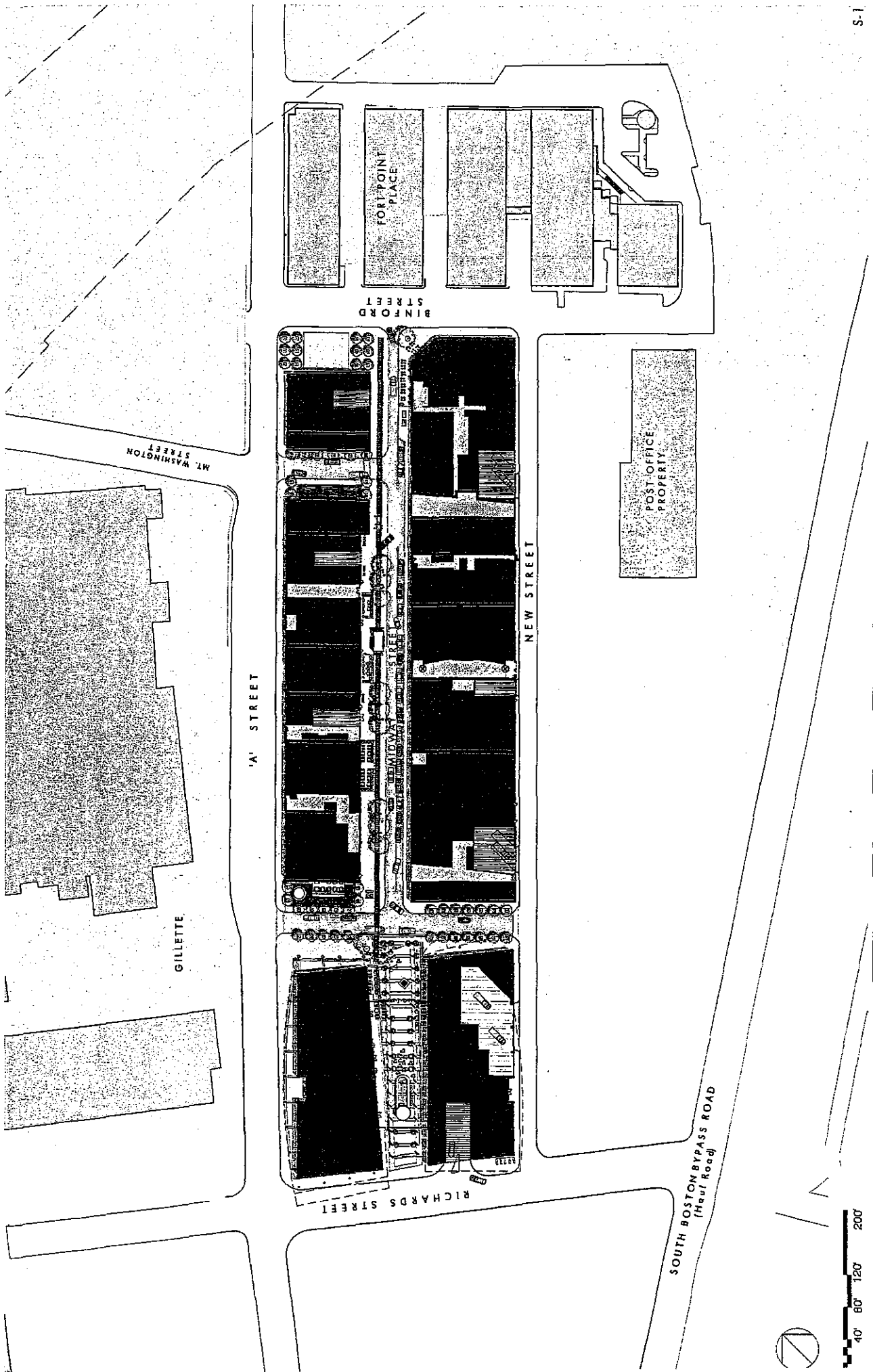
Drawing Title	Figure #
1. Site Location Map	C-1
2. Site Location Photo	C-2
3. Existing Site	C-3
4. Access & Circulation	C-4
5. Zoning & Landuse Context	C-5
6. BRA Public Realm Plan	C-6
7. Midway with Context of BRA Public Realm Plan	C-7
8. BRA Municipal Harbor Plan	C-8
9. Midway within Context of BRA Municipal	C-9
10. Site Survey	C-10
11. Open Space Plan	S-1
12. Site Sections and Character – Midway	S-2
13. Site Sections and Character – South Pocket Park	S-3
14. Midway Street Images	S-4
15. Model Photos	S-5
16. Ground Floor	R-3
17. Typical Floor	R-4
18. Building Elevation	R-7
19. Schematic Design Site Sections	R-5
20. Model View from Southwest	M-15
21. Model View from Southeast	M-16
22. View from Fort Point Channel	M-19
23. Corner of A Street & Binford Street	R-8
24. View of Open Space from A Street	R-9
25. Corner of New Street & Binford Street	R-10
26. Midrise First Floor Plan	M-1
27. Midrise Typical Floor Plan	M-2
28. A Street Midrise Building 11 – West Elevation	M-6
29. Midrise Buildings 10 & 11 – North Elevation	M-7
30. New Street Midrise Building 10 – East Elevation	M-8
31. Midrise Buildings 10 & 11 – South Elevation	M-9
32. A Street Midrise Building 11 – East Elevation	M-10
33. New Street Midrise Building 10 – West	M-11
34. A Street Midrise Building 11 – Section	M-12
35. New Street Midrise Building 10 – Section	M-13
36. Midrise Buildings 10 & 11 – Section	M-14
37. Garage Parking Plan – Level P1	M-3
38. Garage Parking Plan – Levels P2 – P5	M-4



DWAY  
 CON CAPITAL  
 PARTNERS  
 RF Walsh

SITE PLAN

SASAKI  
 Bruner/Cott  
 - c b t  
 44 HILLCROFT STREET, BOSTON, MA 02115



S-1

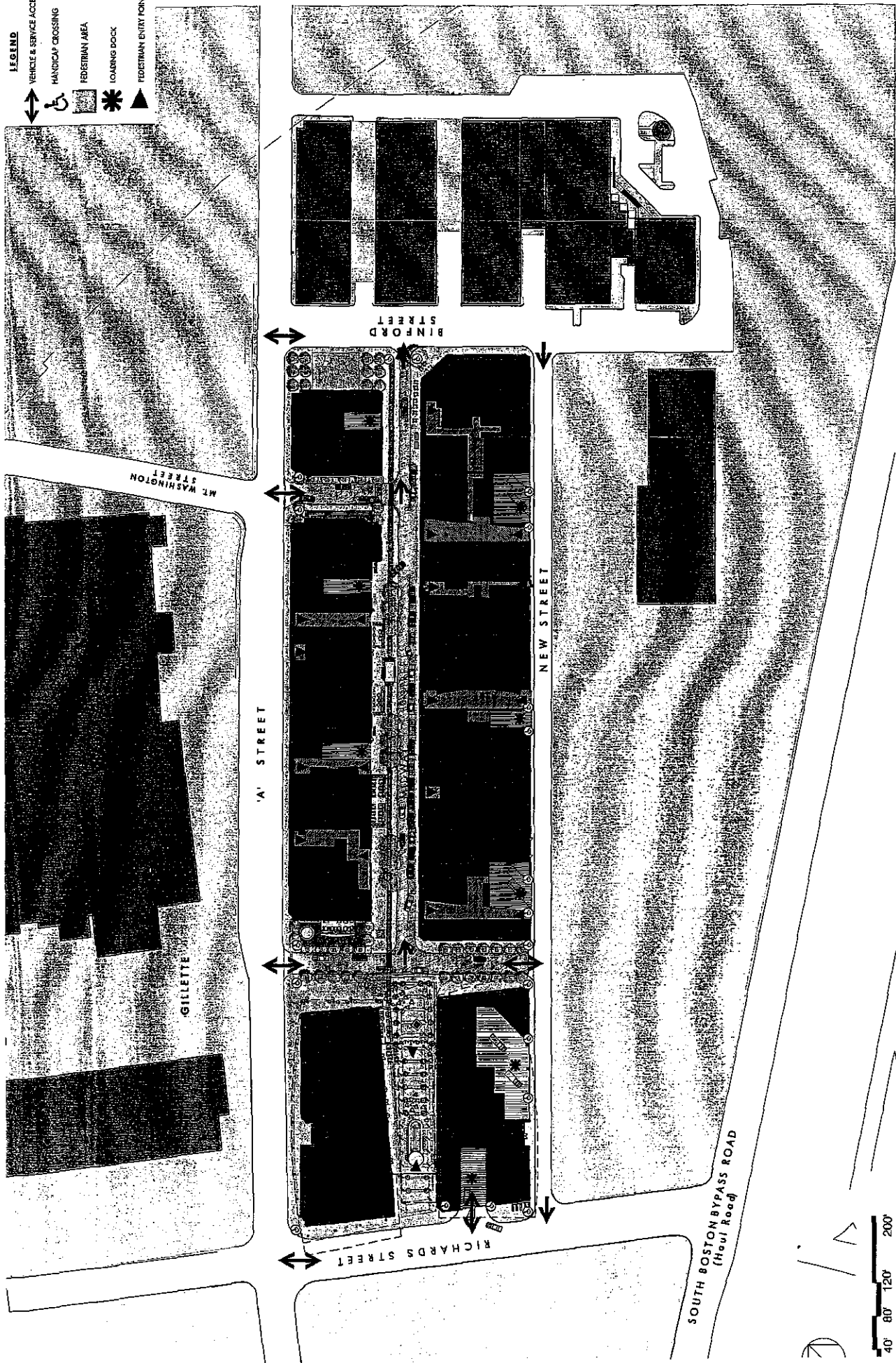
**SASAKI**  
 Bruner/Cott  
 c b t  
 OF ARCHITECTURE INC.

**MIDWAY**  
 SACOR CAPITAL  
 PARTNERS  
 N. RF Walsh

**OPEN SPACE PLAN**

EXHIBIT F  
CIRCULATION PLAN

- LEGEND**
- VEHICLE & SERVICE ACCESS
  - HANDICAP CROSSING
  - FEDTRIAN AREA
  - LOADING DOCK
  - FEDTRIAN ENTRY POINTS



**SASAKI**  
**Brunner/Cott**  
 c b t  
 ● ● ● ● ●

**SITE CIRCULATION**

**DWAY**  
 ON CAPITAL  
 \*\*\*\*\*  
 Walsh



EXHIBIT G-1

<u>Project Component:</u>	241-247 "A" Street (Project Component No. 1 as shown on Exhibit H)
<u>Allowed Uses:</u>	Office Uses, Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	1.93
<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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-2

<u>Project Component:</u>	215-229 "A" Street (Project Component No. 2 as shown on Exhibit H)
<u>Allowed Uses:</u>	Office Uses, Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	2.91
<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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-3

<u>Project Component:</u>	207-213 "A" Street (Project Component No. 3 as shown on Exhibit H)
<u>Allowed Uses:</u>	Office Uses, Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	4.26
<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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-4

<u>Project Component:</u>	191-205 "A" Street (Project Component No. 4 as shown on Exhibit H)
<u>Allowed Uses:</u>	Office Uses, Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	3.78
<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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-5

<u>Project Component:</u>	2 Midway Street (Project Component No. 5 as shown on Exhibit H)
<u>Allowed Uses:</u>	Residential Uses, Office 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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-6

<u>Project Component:</u>	16-22 Midway Street (Project Component No. 6 as shown on Exhibit H)
<u>Allowed Uses:</u>	Residential Uses, Office 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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-7

<u>Project Component:</u>	24-38 Midway Street (Project Component No. 7 as shown on Exhibit H)
<u>Allowed Uses:</u>	Residential Uses, Office 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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-8

<u>Project Component:</u>	40-44 Midway Street (Project Component No. 8 as shown on Exhibit H)
<u>Allowed Uses:</u>	Residential Uses, Office Uses, Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	80 feet
<u>Maximum Floor Area Ratio:</u>	4.97
<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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I



EXHIBIT G-9

<u>Project Component:</u>	46-48 Midway Street (Project Component No. 9 as shown on Exhibit H)
<u>Allowed Uses:</u>	Residential Uses, Office 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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-10

<u>Project Component:</u>	Midrise Building on Midway Street (Project Component No. 10 as shown on Exhibit H)
<u>Allowed Uses:</u>	Office Uses, Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	150 feet
<u>Maximum Floor Area Ratio:</u>	6.31
<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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT G-11

<u>Project Component:</u>	Midrise Building on "A" Street (Project Component No. 11 as shown on Exhibit H)
<u>Allowed Uses:</u>	Office Uses, Other Uses and Parking Uses (as defined in the Plan)
<u>Maximum Building Height:</u>	150 feet
<u>Maximum Floor Area Ratio:</u>	6.71
<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 I
	<u>Maximum Ratio:</u> See Exhibit I
<u>Loading Bays:</u>	<u>Minimum Ratio:</u> See Exhibit I

EXHIBIT H

PARCELIZATION PLAN

Map Amendment Application No. 455  
Planned Development Area No. 53  
Boston Redevelopment Authority, on  
behalf of Beacon Capital Partners, Inc.  
Map 4, South Boston

MAP AMENDMENT NO. 398

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for Planned Development Area No. 53, Midway, South Boston, and amends "Map 4, South Boston," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

By changing from an M-4 (Restricted Manufacturing) district to a M-4-D\* (Restricted Manufacturing, Planned Development Area) district, four (4) parcels of land described in Exhibit A hereto and depicted on a survey dated July 14, 2000 entitled "Progress Topographic Plan of Land – 169-229 "A" Street, 241 "A" Street, 245 "A" Street and 2-78 Midway Street, Boston, Massachusetts" prepared by Harry R. Feldman, Inc. (the "Survey") as shown on Exhibit B hereto, containing approximately 308,898 square feet (approximately 7.09 acres).

- \* Inconsistent provisions of the Boston Zoning Code notwithstanding, the applicable use, dimensional and other zoning controls shall be as set forth in the development plan for Planned Development Area No. 53.

25059 258

EXHIBIT A  
(Parcel 2)

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 Richards Street;

Thence running N 45° 08' 04" E by A Street, a distance of 897.64 feet;

Thence running S 44° 51' 56" W, a distance of 100.00 feet to the northwesterly sideline of Midway Street;

Thence running S 45° 08' 04" W by Midway Street, a distance of 885.49 feet to the northeasterly sideline of Richards Street;

Thence turning and running N 51° 47' 46" E by Richards Street, a distance of 100.74 feet to the point of beginning;

Containing an area of 89,157 square feet (2.0468 acres) of land and shown as Parcel 2 on a plan entitled "Plan of Land 169-229 A Street, 241 A Street, 245 A Street and 2-78 Midway Street, Boston, Mass. (South Boston District)", dated June 15, 2000, prepared by Harry R. Feldman, Inc. and recorded herewith.

Together with all of Grantor's right, title and interest in and to all adjacent streets, ways and rights of way.

25059 268

EXHIBIT A

(Parcel 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 Midway Street and the southwesterly sideline of Binford Street;

Thence running S 44° 50' 01" E along the said southwesterly sideline of Binford Street, a distance of 125.00 feet to the northwesterly sideline of a 25' wide passageway;

Thence turning and running S 45° 08' 04" W by said passageway, a distance of 1,024.46 feet;

Thence turning and running N 51° 47' 46" W, a distance of 125.92 feet to the southeasterly sideline of Midway Street;

Thence turning and running N 45° 08' 04" E by Midway Street, a distance of 1,039.73 feet to the point of beginning;

Containing an area of 129,012 square feet (2.9617 acres) of land and shown as Parcel 3 on a plan entitled "Plan of Land 169-229 A Street, 241 A Street, 245 A Street and 2-78 Midway Street, Boston, Mass. (South Boston District)", dated June 15, 2000, prepared by Harry R. Feldman, Inc. and recorded herewith.

Together with all of Grantor's right, title and interest in and to all adjacent streets, ways and rights of way.

EXHIBIT A  
Legal Description

A certain parcel of land with the buildings and other improvements thereon now numbered 239 and 241 A Street, South Boston, Suffolk County, Massachusetts, and bounded and described as follows:

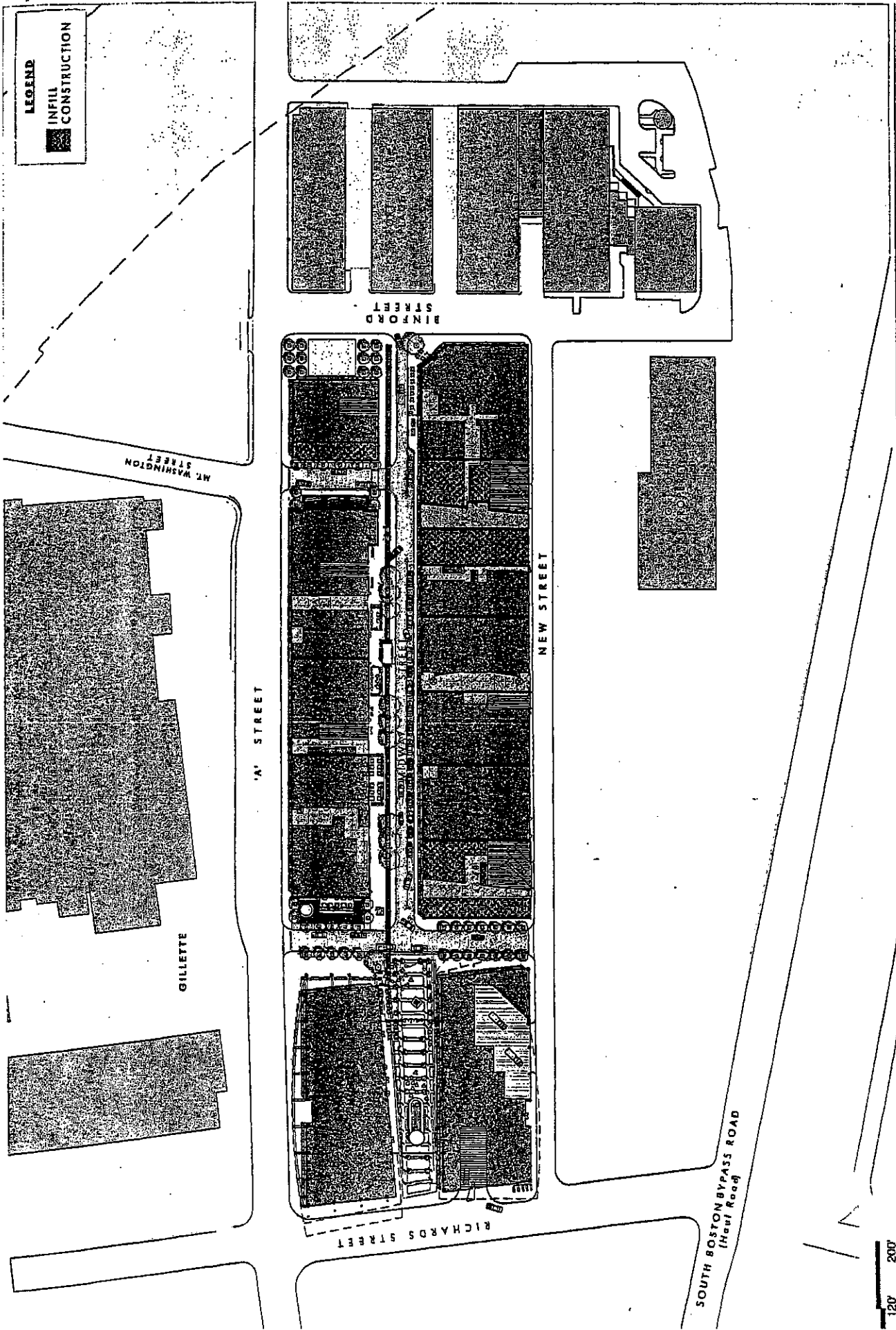
Beginning at a point on the easterly side of A Street distant from the southerly line of a private street known as Binford Street, about one hundred (100) feet; and thence running

- SOUTHWESTERLY      along said A Street, fifty (50) feet; thence turning at a right angle and running
- SOUTHEASTERLY    one hundred twenty-five (125) feet by land now or formerly of the Boston Wharf Company to the center of a new private street to be known as Midway Street; thence turning at a right angle and running
- NORTHEASTERLY    along the center of said private street, fifty (50) feet; thence turning at a right angle and running by other land now or formerly of said Boston Wharf Company, one hundred twenty-five (125) feet to the point of beginning.

Containing by estimation 6,250 square feet, more or less, as shown on a plan by John H. Rice dated March 1, 1897 and recorded with the Suffolk County Registry of Deeds in Book 2439, Page 520.



EXHIBIT B



S A S A K I

Bruner/Cott



SITE PLAN

NY AL

Map Amendment Application No. 458<sup>5</sup>

Map Amendment No.

Chairman

*Robert Jordan*

Vice Chairman

*William Tallow*

*Jane Ann Brayton*

*Jay Heuley*

*Jill Stratton*

*Heavenly*

*Mary Perry*

*DA @*

*Ann King*

In Zoning Commission

Adopted: February 27, 2002

Attest:

*Joseph A. Harty, Sec*

Secretary

Development Plan for Planned Development Area No. 53, Midway

Chairman

*Robert Jordan*

Vice Chairman

*Ann Long*

*DA*

*Cheryl Long*

*Heidi Long*

*Jill Stratton*

*Jay Strickland*

*Jane Ann Bryant*

*William Farlow*


In Zoning Commission

Adopted: February 27, 2002

Attest:

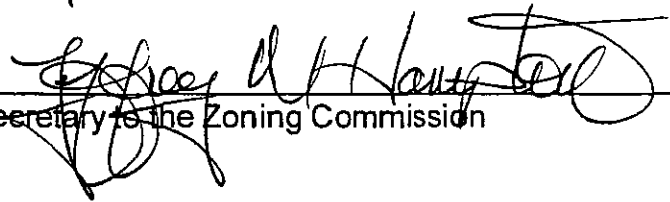
*[Signature]*

Secretary

  
\_\_\_\_\_  
Mayor, City of Boston

Date: 3/1/02

\_\_\_\_\_  
The foregoing amendment was presented to the Mayor on FEBRUARY 28, 2002, and was signed by him on MARCH 1, 2002, whereupon it became effective on MARCH 1, 2002, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:   
\_\_\_\_\_  
Secretary to the Zoning Commission

Development Plan for Planned Development Area No. 53 (Midway)



\_\_\_\_\_  
Mayor, City of Boston

Date: 3/2/02

\_\_\_\_\_  
The foregoing Development Plan was presented to the Mayor on FEBRUARY 28, 2002, and was signed by him on MARCH 1, 2002, whereupon it became effective on MARCH 1, 2002, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



\_\_\_\_\_  
Secretary to the Zoning Commission