

BRA APPROVAL: 3/24/05
ZC APPROVAL: 5/4/05
EFFECTIVE: 5/10/05

DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 64
PIER 4, SOUTH BOSTON WATERFRONT
BOSTON, MASSACHUSETTS

Dated: March 24, 2005

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 a site consisting of approximately 412,745 square feet (approximately 9.5 acres) in area (the "Site"), including approximately 232,354 square feet (approximately 5.3 acres) of buildable land (shown as "Buildable Land" on the Survey (as hereinafter defined) and referred to herein as "Buildable Land") and approximately 180,391 square feet (approximately 4.2 acres) of Land Under Ocean (shown as "Open Water" on the Survey) in the South Boston Waterfront section of Boston, Massachusetts. The Site is described in Exhibit A attached hereto and is depicted on a plan dated April 9, 2001, revised September 13, 2004 and February 22, 2005, entitled "Plot Plan, Proposed Property, Pier 4, Boston (South Boston District), Massachusetts" prepared by Harry R. Feldman, Inc. (the "Survey"), a copy of which is attached hereto as Exhibit B. The Proponent (as hereinafter defined) proposes to construct a new mixed-use development, including office, hotel, residential, retail, service, restaurant and parking uses, with new waterfront public spaces, marine access and associated water dependent uses, all as more fully described below (the "Project"), on the Site. Capitalized terms used, but not defined, herein shall have the meanings assigned to such terms in the Code as in effect as of the date hereof, without giving effect to any subsequent amendments to the Code.

A significant portion of the Site is currently owned in fee by Anthony's Hawthorne, Inc. ("Anthony's"). NED LLC (d/b/a New England Development LLC) (the "Proponent") is a party to an Option and Development Agreement dated as of October 26, 1998 with Anthony's with respect to the acquisition of Anthony's' fee interest in the Site. In addition, pursuant to a "land swap" agreement dated as of July 10, 1998 by and among Anthony's, the Boston Redevelopment Authority ("BRA") and the City of Boston (the "City") as modified by an amendment dated as of April 7, 2003 and executed by Anthony's and the BRA on behalf of itself and the City, a portion of the Site that is currently owned by the BRA will be conveyed to Anthony's in exchange for other land required by the City to effectuate the laying out of the new street grid in the area of the Project.

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 with respect to the Project. This Plan consists of 22 pages of text plus attachments designated Exhibits A through H. All references to this Plan contained herein shall pertain to such pages and exhibits.

This Plan shall constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code and within the meaning of the City's Public Realm Plan (as hereinafter defined) and the City's South Boston Waterfront District Municipal Harbor Plan, as modified and approved by the Secretary of Environmental Affairs' Decision of December 6, 2000 (the "Municipal Harbor Plan"). No Interim Planning Permit under Section 27P-18 of the IPOD (as hereinafter defined) shall be necessary for any work at the Site in accordance with this Plan. The Project is subject to continued design, environmental, and development review by the BRA and other governmental agencies, as more

particularly set forth below. In accordance with Section 80C-8 of the Code, a building, use or occupancy permit for the Project or for any Project Component (as hereinafter defined) shall not be issued until the BRA shall have issued a Certification of Consistency pursuant to Section 80C-8 of the Code for the Project or such Project Component.

The Site is located within (i) the Waterfront Transition Zone of the Fort Point Waterfront section of the Harborpark District established under Article 42E of the Code, as shown on Map 4A/4B of the City of Boston Zoning Maps, (ii) the South Boston Inner Harbor Subdistrict of the South Boston Waterfront Interim Planning Overlay District established under Article 27P of the Code (the "IPOD"), and (iii) the Restricted Parking District established under Section 3-1A(c) of the Code. The Site shall be located entirely within a zoning district designated "D" after giving effect to Map Amendment Application No. 507, submitted with this Plan the ("Map Amendment"), which Map Amendment shall thereafter govern the Site. The Site is also located within the area subject to Master Plan for Planned Development Area No. 24 and Map Amendment No. 191, effective March 27, 1986 (collectively, the "Prior PDA"), which Prior PDA will be superseded in its entirety by the Map Amendment. The Site is located in an area which the Seaport Public Realm Plan, issued by the BRA in February, 1999 (the "Public Realm Plan"), designated as "The Fort Point Channel District" and targeted for mixed use development, including public, civic, hotel, office, residential and retail uses. Finally, the Site is located in the South Boston Extension of the Boston Parking Freeze District. Where conflicts exist between the provisions of the IPOD and the provisions of underlying zoning, including without limitation Article 42E of the Code, under Section 27P-6 of the IPOD, the provisions of the IPOD govern.

Under Section 27P-16 of the IPOD, a PDA may be established within the South Boston Inner Harbor Subdistrict. The Site is within the South Boston Inner Harbor Subdistrict and therefore, pursuant to Section 27P-16 of the IPOD, a PDA may be established for the Site. In accordance with the requirements of Section 27P-16 of the IPOD with respect to the approval of PDAs, this Plan conforms generally to the provisions of the Municipal Harbor Plan applicable to the Site and proposes a plan for public benefits, as more particularly described below, including (a) the expansion of the waterfront economy, including the creation of new permanent jobs, (b) the creation of new housing opportunities, (c) the enhancement or support of community facilities or programs, and (d) the enhancement of the public realm, including the provision or substantial improvement of waterfront public facilities and the Harborwalk, the provision of accessible public open space, and the activation of the water sheet. In addition, as more particularly described below, this Plan, in accordance with Section 27P-15 of the IPOD, conforms with the requirements of the Municipal Harbor Plan applicable to the Site and complies with the standards set forth under Section 27P-15 of the IPOD and Section 42E-5 of the Code for a favorable Chapter 91 (as hereinafter defined) recommendation by the BRA. Therefore, and as more particularly set forth below, this Plan adequately and sufficiently satisfies all criteria for the establishment of a PDA under Section 27P-16 of the IPOD.

Under Section 42E-15 of the Code, a PDA may be established for the Site because the Site is within the PDA Permitted Zone depicted on Map 4A/4B of the Boston Zoning Maps. As required by Section 42E-18 of the Code, this Plan proposes a plan for public benefits, as more particularly described below, including (a) the creation of affordable housing, (b) the provision of substantial street improvements, and (c) the provision of publicly accessible open space. In addition, and as more particularly set forth below, this Plan adequately and sufficiently satisfies all criteria for the establishment of a PDA for the Site under Sections 42E-15 through 42E-20 and Section 80C-4 of the Code and all other applicable provisions of the Code.

The Project, as reflected in this Plan, will serve to meet many of the goals of Article 42E of the Code, the IPOD, the Municipal Harbor Plan and the Public Realm Plan in that it will: (i) promote public access to the waterfront; (ii) promote residential and mixed use commercial activities; (iii) promote the

development of water-dependent uses; (iv) promote the development of public waterborne transportation; (v) promote uses that integrate uses, activities and physical connections between Boston Harbor and its surrounding neighborhoods; (vi) preserve and protect public open space along the waterfront; (vii) create market rate and affordable housing opportunities; (viii) promote an appropriate density and mix of uses to create a 24 hour community; (ix) promote pedestrian activity; and (x) enhance the revitalization of the South Boston Waterfront District as envisioned by the Public Realm Plan and the Municipal Harbor Plan.

Developer. The Proponent has an address at New England Development LLC, One Wells Avenue, Newton, Massachusetts 02459. Members of the Project team are identified on Exhibit C. The Proponent has filed with the BRA and other required City of Boston authorities a Disclosure Statement in the form required by Section 80B-8 of the Code.

Project Site. The Site is approximately 412,745 square feet (approximately 9.5 acres) in area, including approximately 232,354 square feet (approximately 5.3 acres) of Buildable Land and approximately 180,391 square feet (approximately 4.2 acres) of Land Under Ocean. The buildable Site area currently consists of a deteriorating pier. The Site is currently improved with the building commonly known as Anthony's Pier 4 Restaurant (the "Existing Restaurant") and associated surface parking. The footprint of the Existing Restaurant building and patio is approximately 55,108 square feet. The Site is bounded by the Fan Pier area to the west and Commonwealth Pier to the east. Upon completion of construction of the proposed new street grid in the area of the Site, the Site will have frontage on the new East Service Road Extension to the west and the new Seaport Boulevard to the south.

Although the Site is currently a single lot for zoning compliance purposes, such lot may be reconfigured into a number of smaller parcels, which parcels may be under common or separate ownership, developed sequentially or simultaneously, and separately developed and/or financed (each such parcel is referred to herein as a "Project Component"). Notwithstanding anything set forth herein or in the Code or the IPOD to the contrary, for purposes of this Plan, compliance of the individual Project Components with the requirements of this Plan and/or any applicable requirements of underlying zoning shall be determined on an individual Project Component 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 event the Site is divided into such Project Components, a Certification of Consistency may be issued for any such Project Component.

All Project Components will be subject to a declaration of covenants or other similar control mechanism (a "Declaration") which establishes, as a "Common Area Entity," an association in which all the owners of Project Components are members. Each such owner will be required to comply with the applicable requirements of this Plan and all other permits and approvals granted with respect to the Project. In addition, the Declaration will establish certain common areas within the Project (for example, private roadways, sidewalk areas, the Waterfront Plaza, the Waterfront Park, the Water Commons and Harborwalk). All Project Component owners (and, to the extent provided in this Plan, the public) will have the right to use such common areas. The Declaration will, among other things, set forth standards for the ongoing use, operation and maintenance of such common areas, which standards shall be subject to BRA approval, and will establish a common fund for the operation and maintenance of such common areas; all Project Component owners will be required to make periodic payments of common expenses into such fund. The Common Area Entity will employ a site manager to oversee the operation and maintenance of such common areas. In addition, as required by the Chapter 91 regulations, a Maintenance and Management Plan will be established for the Project in order to ensure that on-site facilities offering water-related public benefits will be sustained.

In the future, and from time to time, 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 or another ownership structure may be created for all or part of the Site. This Plan approves 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 or other forms of ownership of Project Components, provided that (i) the use and dimensional requirements of this Plan with respect to each Project Component are met by the resulting parcel or parcels, (ii) the Site-wide floor area ratio does not exceed the maximum density permitted under this Plan for the Site as a whole, (iii) the Open Space, parking and loading space requirements of this Plan are met with respect to the Site as a whole, and (iv) the public benefit obligations required by this Plan and any other agreements entered into by the Proponent as a condition of the BRA's Article 80 approval of the Project are not modified, nor their implementation changed, without the prior written consent of the BRA; and the scope of the public benefit obligations required by this Plan and any other agreements entered into by the Proponent as a condition of the BRA's Article 80 approval of the Project are not diminished.

Project Approvals. The Project is subject to Large Project Review under Article 80B of the Code and to review by the Executive Office of Environmental Affairs ("EOEA") under the Massachusetts Environmental Policy Act and its implementing regulations ("MEPA"). The Project is subject to review and approval by the Massachusetts Department of Environmental Protection ("DEP") under Chapter 91 of the General Laws of Massachusetts and its implementing regulations ("Chapter 91"); the Municipal Harbor Plan establishes certain requirements applicable to the Project under Chapter 91, including setbacks from the water's edge, heights of buildings, and overall Project massing. The Proponent is pursuing approval of the Project under Chapter 91 through the joint MEPA/Chapter 91 review process as provided in 310 CMR 9.11(2)(b)4.

On May 31, 2002, the Proponent submitted to the BRA and to EOEa a Draft Project Impact Report/Draft Environmental Impact Report ("DPIR/DEIR") for the Project. The Project was subsequently revised to reflect the public comments and dialogue that took place with respect to the DPIR/DEIR. A joint Final Project Impact Report/Final Environmental Impact Report ("FPiR/FEiR") was submitted to the BRA and EOEa on August 16, 2004. On January 28, 2005, EOEa issued a Certificate finding that the FPiR/FEiR adequately and properly complied with MEPA. In accordance with the joint MEPA/Chapter 91 review process under 310 CMR 9.11(2)(b)4, the Proponent also submitted to DEP on August 16, 2004 a Chapter 91 Consolidated Written Determination ("CWD") application for the Project.

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 will enter into a Transportation Access Plan Agreement with BTD describing transportation mitigation measures to be incorporated into the Project. In addition, the Proponent will enter into a Cooperation Agreement and a Development Impact Project Agreement with the BRA and a Boston Residents Construction Employment Plan with the Boston Employment Commission with respect to the Project. Also, the Proponent will enter into an Affordable Housing Agreement with respect to the affordable residential units being developed as part of the Project. The affordable residential units being developed as part of the Project will be subject to an affirmative marketing plan approved by the BRA and the Boston Fair Housing Commission.

On January 12, 2005, an Initial Permit allowing the use of 1280 parking spaces was issued for the Project Site by the Boston Air Pollution Control Commission ("BAPCC") under the City of Boston/South Boston Parking Freeze Regulations, 310 CMR 7.33. This Plan and other approvals for the Project permit only 1200 parking spaces within the Garage and, subject to applicable City of Boston approvals, 15 to 20 short term street-level parking spaces for the Project. Therefore, the Proponent will request an amended permit from the BAPCC allowing the use of 1220 parking spaces at the Project Site.

Project Description.

The proposed site plans for the Project (collectively, the "Site Plan") are attached hereto as Exhibit D and the Schematic Plans for the Project (the "Schematic Plans") are listed on Exhibit E. All of the Schematic Plans have been delivered to the BRA and may be modified, to the extent consistent with the dimensional limitations and public benefit obligations set forth herein, if approved by the BRA during the design review process.

The Project is expected to include the demolition and removal from the Site of the Existing Restaurant building and patio. Such demolition and removal is expected to occur at such time as development of the Residential Building (defined below) commences. If the Residential Building is not among the first portions of the Project to be developed, the Existing Restaurant and associated surface parking uses may continue in operation during the interim period.

The Project is a mixed use project that will consist of three buildings, all of which will consist of new construction: (i) a building on the southern portion of the Site which will be used primarily for office uses and also will include, without limitation, the Civic Space (defined below) (the "Office Building"); (ii) a building on the northern portion of the Site which will be used primarily for residential uses (the "Residential Building"); and (iii) a building on the center portion of the Site which will be used primarily for hotel and residential uses (the "Hotel/Residential Building"), all as more particularly shown on the Schematic Plans. The Office Building, the Residential Building and the Hotel/Residential Building are sometimes referred to herein individually as a "Building" and collectively as the "Buildings." Portions of the ground floors of each of the Buildings will be devoted to Other Uses (as hereinafter defined) including, without limitation, retail and restaurant uses, and will serve as Facilities of Public Accommodation, as more particularly defined and described below.

In total, the Project will include up to 1,001,700 square feet of gross floor area, including not less than 20,000 square feet of gross floor area devoted to civic uses on the ground and mezzanine levels of the Office Building (the "Civic Space"), as such Civic Space is more particularly described below, up to 385,000 square feet of gross floor area devoted to Office Uses (as hereinafter defined), up to 327,500 square feet of gross floor area devoted to Residential Uses (as hereinafter defined), up to 227,200 square feet of gross floor area devoted to Hotel Uses (as hereinafter defined), and up to 35,000 square feet of gross floor area devoted to Other Uses. In total, the Project is expected to include up to 250 residential units and up to 250 hotel rooms. The Project is also expected to include a three-level underground parking garage containing a maximum of 1,200 parking spaces, which will serve all three Buildings and provide at least 200 paid public parking spaces. The Project will also contribute significant improvements to the public realm, including a "Waterfront Park" of at least 40,000 square feet (approximately one acre) in size at the northern end of the pier, a "Waterfront Plaza" of at least 23,000 square feet in size at the cove on the western side of the Site adjacent to the new Institute of Contemporary Art Museum being constructed on the abutting Fan Pier land (the "ICA"), the "Water Commons" consisting of an area at least 4,000 square feet in size accessible from the water surface and from the City's Harborwalk which will include facilities for a water taxi landing area with covered seating areas, touch-and-go public docking space, a bait and tackle shop and equipment rental, a fish cleaning station, and other facilities open to the public to be located on the southeasterly side of the Site, and at least 1,800 linear feet of the City's Harborwalk, all as more particularly described below and shown on the Schematic Plans. As more particularly shown on the Schematic Plans, the Civic Space and the All Seasons Gathering Area will create a publicly accessible interior space with views to the harbor and downtown Boston.

The Project includes improvements to activate the watershed and enhance water dependent activities. The Water Commons, to be located along the southeastern side of the pier at the Site, will encourage public use of the waterfront by providing a water taxi landing area with covered seating, touch-

and-go docking for public recreational boating, a bait and tackle shop with pole rental, a fish cleaning station and other facilities open to the public. The Project is also designed to allow for the potential future development of marina slips on the eastern and western sides of the pier. Due to the uncertainty of the market conditions and the high costs associated with the marina construction, it is anticipated that the decision on whether to proceed with the marina will not be made until the rest of the Project is fully built and operational. The Project will also complement the adjacent Fan Pier project (when the same is developed) by providing access to the Fan Pier project's proposed inner cove (the "Inner Cove") for water transportation, boating, marine activities and by providing a new public plaza that engages and enhances the abutting ICA proposed as part of the Fan Pier project. The proposed improvements to the pier will also provide the potential to berth larger vessels during special events such as the Tall Ships Festival.

The Project will maintain not less than 56% of the buildable Site area as publicly accessible open space and not less than 40% of the Site will be dedicated to pedestrian public open space free of roadways. As shown on the Schematic Plans, the Project will extend the Harborwalk around the entire pier edge, linking the Moakley Federal Courthouse and Fan Pier area to the World Trade Center and Commonwealth Pier. The new Waterfront Plaza to be located at the end of East Service Road Extension and Pier 4 Boulevard will complement the new ICA and create a dynamic new urban space on the Boston Harbor. The new Waterfront Park at the end of the pier will provide the public with unparalleled views of the Inner Harbor Cove, East Boston and the Boston skyline.

Project Elements:

Buildings. The anticipated Project Buildings are described above and shown on the Schematic Plans.

Parks. In addition to the Harborwalk, the Project will include two major outdoor park areas which will be open and accessible to the general public: (i) the Waterfront Park and (ii) the Waterfront Plaza. These park areas are shown on the Schematic Plans and described below. These park areas will be constructed and perpetually maintained as first class open space (i.e., in a manner similar to the manner in which Post Office Square Park in Boston is currently maintained) by the Proponent and its successors and assigns as part of the Project but will be open to the public. Any regulation of public access to or use of these areas shall be subject to the reasonable approval of the BRA.

The Waterfront Park. The proposed Waterfront Park is located at the northern end of the Site, at the end of the pier, and will afford unparalleled views of the Boston Harbor and City skyline. The Waterfront Park will be at least 40,000 square feet (approximately one acre) in size and is planned to include a large lawn area, comparable in scale to the circular open space at the Moakley Federal Courthouse. Trees are planned to extend out into the lawn to provide shade as well as shelter from winds. Benches are planned to surround the lawn on the southerly end of the park to provide comfortable seating during warm weather. Planned site furnishings include seating, bicycle racks, emergency call boxes, informational signage, and directory maps to aid in orientation to nearby transit facilities and public destinations.

The Waterfront Plaza. The proposed Waterfront Plaza will be located at the western edge of the Site between the Project and the proposed Fan Pier project. The Waterfront Plaza will create a new landmark public open space on the South Boston Waterfront. Located at the terminus of East Service Road Extension and Pier 4 Boulevard, the Waterfront Plaza will provide a dramatic point of arrival to the Project, the Inner Cove and the ICA. From the Waterfront Plaza, visitors will have outstanding views and direct access to waterfront activities and other harbor-related functions. The design of Waterfront Plaza is intended to support a variety of programmed and unprogrammed events, including public art exhibits and festivals associated with the new ICA, and to maintain the view corridor from Seaport Boulevard to the

harbor and accommodate a combination of vehicular and pedestrian traffic. Although delineated areas of the Waterfront Plaza will be accessible to vehicles, the paving patterns will be designed to signify a largely pedestrian environment.

The Water Commons. The proposed Water Commons will be located on the eastern side of the Site and will be accessible from the water surface and from the Harborwalk. A gangway and handicap accessible lift are planned to provide access from the top of the pier to the Water Commons. The Water Commons will serve to support the public's direct access to the harbor and the water and to activate the watersheet. The Water Commons is planned to include facilities for a water taxi landing area with covered seating areas, touch-and-go public docking space, a bait and tackle shop and equipment rental, a fish cleaning station, and other public amenities. The Water Commons will be constructed and perpetually maintained by the Proponent and its successors and assigns but will be open to the public.

Harborwalk. As part of the Project, the Proponent will extend the existing waterfront Harborwalk for at least 1,800 feet along the western and eastern sides and the northern end of the pier, as more particularly shown on the Schematic Plans, providing a critical link in the City's plan to connect the Fan Pier and the Moakley Federal Courthouse with the Commonwealth Pier and World Trade Center along a continuous, publicly accessible walkway. Along the western side of the Site, the extended Harborwalk will link Waterfront Plaza to Waterfront Park. Along the northern end of the Site, the extended Harborwalk will bound the Waterfront Park. Along the eastern side of the Site, the extended Harborwalk will connect and provide pedestrian access to the Water Commons. The Harborwalk on the Site will be at least 12 feet in width (10 feet free of obstruction), as required by the Municipal Harbor Plan. Benches, lighting, trash receptacles, signage for direction and orientation, bicycle racks, and other landscaping elements and pedestrian amenities shown on the Schematic Plans or approved by the BRA during the design review process will be incorporated to add visual interest and pedestrian services. If a marina is constructed as part of the Project, the Harborwalk will provide access to marina users as well as to visitors and the general public. The Harborwalk will be constructed and perpetually maintained by the Proponent and its successors and assigns as part of the Project, but will be open to the public.

Sidewalks/Streetscape. East Service Road Extension and Pier 4 Boulevard, as shown on the Schematic Plans, will be located along the western edge of the Site. The design for East Service Road Extension and Pier 4 Boulevard reflects the urban design guidelines of the City's Public Realm Plan, Article 42E and the IPOD for the South Boston Waterfront District by reinforcing the view corridor from Seaport Boulevard to the Waterfront Plaza and the Harbor beyond. These roadways are planned to transition gradually from a four-lane roadway in the area of East Service Road Extension to a narrower, more pedestrian-oriented single-lane roadway near the Waterfront Plaza. The storefronts along East Service Road Extension and Pier 4 Boulevard will provide an active street face to encourage pedestrian traffic. Pier 4 Boulevard will lead to the Waterfront Plaza, creating a pedestrian-oriented environment that will function as the forecourt for both the ICA and the Residential Building. The plan for the phased development of East Service Road Extension and Pier 4 Boulevard is shown on the Phasing Plans attached hereto as Exhibit H. Upon acceptance by the City of Boston, East Service Road Extension will be a public way, maintained by the City of Boston. Pier 4 Boulevard will be a private way open to public travel, maintained by the Proponent as part of the Project.

The proposed Buildings will be arranged to maintain visual access along Old Northern Avenue and the eastern portion of Promenade Street between the Buildings to the harbor. Open paved areas between the Buildings will provide local access to the Buildings and to the Harborwalk along the eastern side of the Site.

Subject to the approval of the BRA and compliance with applicable City of Boston licensing requirements, kiosks and street vendors may be located on an interim basis within the open spaces on the

Site, including the Waterfront Park, the Waterfront Plaza, the Water Commons, Harborwalk, Pier 4 Boulevard and sidewalk areas.

Parking and Loading Facilities. The Project includes a below grade parking facility for up to 1,200 vehicles on three levels, as shown in the Schematic Plans (the "Garage"). Garage access ramps will be located beneath, behind or between the Buildings to avoid disruptions to the urban streetwall or conflicts with pedestrian traffic. Parking spaces in the Garage will be available for both paid public parking and parking accessory to Project uses. The Garage may be constructed in segments as the Project progresses or all at one time, at the option of the Proponent, depending on market and construction scheduling considerations. In addition, subject to applicable City of Boston approvals, the Project may include 15 to 20 short-term street-level parking spaces for valet, drop-off, taxi, and other short term parking uses located in front of the Buildings along the East Service Road Extension, Pier 4 Boulevard and the vehicle access area of the Waterfront Plaza, as shown on the Schematic Plans and as approved by BTB. Prior to completion of the full Project, surface parking will likely be maintained on the Site for both paid public parking and parking accessory to Project uses.

Public Transportation Access. The principal means of public transportation to the South Boston Waterfront and the Project in the future will be the MBTA's new Silver Line. The MBTA's Courthouse Station is located a short walk from the Site. Various MBTA bus routes will provide access to the Site. The Site is within walking distance of the South Station Transportation Center (which provides access to commuter rail, Amtrak lines and the Red Line) and the Aquarium Station (which provides access to the Blue Line). The Site is also located within walking distance of the existing water shuttle terminal located at the World Trade Center and the proposed future Fan Pier water shuttle terminal. In addition, as described later in this Plan, the Proponent has committed to making contributions to DEP to help provide additional water transportation service along the waterfront. Specifics of public transportation access for the Project will be developed in consultation with the Boston Transportation Department and included in a Transportation Access Plan Agreement and Construction Management Plan.

Pedestrian and Bicycle Access. The park areas and Harborwalk extension proposed as part of the Project will provide a variety of pedestrian environments for workers, residents and visitors to the Site and will be accessible to bicyclists. East Service Road Extension and Pier 4 Boulevard are intended to be active urban streets, accessible to pedestrians and bicyclists, with ground floor retail and building entries along the sidewalk to activate the streetscape. Bicycle racks will be provided at various locations throughout the Site. The Harborwalk section planned as part of the Project will make a direct connection with the Harborwalk bordering the Fan Pier project, which will connect with the open space at the Moakley Federal Courthouse, allowing a continuous waterfront connection to the Financial District and beyond. The Waterfront Park, Waterfront Plaza and Water Commons will be accessible to pedestrians and bicyclists. The All Seasons Gathering Area, the Civic Space and substantial portions of the ground floors of the Buildings will provide pedestrian access throughout interior portions of the Project. Specifics of pedestrian and bicycle access for the Project will be developed in consultation with the Boston Transportation Department and included in a Transportation Access Plan Agreement and Construction Management Plan.

Other Project Elements.

Landscaping and Street Furniture. Landscaping, street furniture and sidewalk improvements will be provided along the Harborwalk, within the Waterfront Park, the Waterfront Plaza and the Water Commons, and along the street system serving the Site, as shown on the Schematic Plans and as described in this Plan.

Ground Floor Uses. As required by the Municipal Harbor Plan, at least 80% of the ground floor areas of each of the Buildings will be dedicated to Other Uses (as defined on Exhibit G attached hereto), which will be publicly accessible uses such as retail shops, restaurants, entertainment, service establishments and spaces for water dependent uses in order to enliven the Site, to make the Project more accessible to the public, and to draw more people into the area. Building lobbies serving private uses will be designed to minimize conflict with waterfront activities. The ground level areas facing the Waterfront Park, Waterfront Plaza and Harborwalk will be designed with exterior patio and terrace seating and cafes to integrate the interior functions with exterior activities, creating an active waterfront environment.

Civic Space. In accordance with the Municipal Harbor Plan, the Proponent will incorporate not less than 20,000 square feet of Civic Space into the Project for one or more civic uses, such as museum, exhibition space, library, gallery, theatre, performance space, auditorium, aquarium, historical exhibit, or other similar cultural or civic activities that are accessible to the general public (collectively, "Civic Uses"). As more particularly shown on the Schematic Plans, the Civic Space is planned to be located on the ground and mezzanine levels of the Office Building overlooking Northern Avenue, a prominent location within the Project that will be easily accessible to the public, and will adjoin the elevated All Seasons Gathering Area, and will be provided at such time as the Office Building is developed. The first floor entrance lobby area, which will be directly accessible to the public from East Service Road Extension, will contain ticketing and gift shop opportunities as well as exhibits and other visual and directional elements pertaining to the Civic Space and effectively extending the Civic Space into the lobby area of the Office Building. A stair and/or set of escalators will lead visitors from the lobby area through a vertical exhibition space to the mezzanine level where the majority of the exhibition or gallery spaces will be located. This vertical circulation space will likely include exhibit elements, signage and graphics and other elements extending the exhibition sequence to the mezzanine level. On the mezzanine level, the All Seasons Gathering Area will provide seating and food service opportunities for the public and will feature prominent views to the World Trade Center and the Boston Harbor. In addition, the lobby of the Office Building is designed to be multi-level and therefore the Civic Space and the Office Building lobby will in essence be connected as a cohesive space, with the Civic Space visible to visitors within the lobby and accessible from both the East Service Road Extension and the waterfront. Handicapped access will be provided to the Civic Space and the All Seasons Gathering Area. The Cooperation Agreement for the Project to be entered into by the Proponent and the BRA (the "Cooperation Agreement") will provide the BRA with the right to approve the developer's proposed program for the Civic Space and will address the provision by the Proponent of appropriate and reasonable accommodations to the tenant(s) or occupant(s) of the Civic Space, such as, for example, build-out allowance or low or no rent arrangements, which accommodations will be subject to the needs of the particular use(s) and occupant(s) of the Civic Space and will be subject to approval by the BRA.

All Seasons Gathering Area. As more particularly shown on the Schematic Plans, the Project will include an All Seasons Gathering Area that will be located on the south side of the mezzanine level of the Office Building. The All Seasons Gathering Area will be lined with windows to provide sweeping views of Boston Harbor to the Commonwealth Pier and World Trade Center on the east side. The All Seasons Gathering Area will adjoin the Civic Space and will provide publicly accessible seating, food service and other public amenities overlooking Boston Harbor to increase the visitor's enjoyment of the waterfront. Any regulation of public access to or use of these areas shall be subject to the reasonable approval of the BRA.

Water Dependent Uses. As more particularly shown on the Schematic Plans, the Project will include the Water Commons, a publicly accessible multi-use facility to support access to the waterfront and to activate the water sheet. Located along the south-easterly side of the pier adjacent to the Office Building, the Water Commons will provide a public landing facility with water taxi landing area, a touch-and-go docking area, covered seating, a bait and tackle shop, fish cleaning station, and other amenities.

The Project is also designed to allow for the potential future development of marina slips on the eastern and western sides of the pier, as shown on the Schematic Plans. Due to the uncertainty of the market conditions and the high costs associated with the marina construction, it is anticipated that the decision on whether to proceed with the marina will not be made until the rest of the Project is fully built and operational. If constructed, the marina will be designed to be compatible with the maritime activities on both sides of the pier.

Municipal Harbor Plan Requirements. The Municipal Harbor Plan establishes certain dimensional, locational and design requirements for buildings within the Project as follows:

- Total gross floor area may not exceed 1,001,700 square feet of space (including 20,000 square feet of civic/cultural space), subject to the de minimus variation permitted under the Municipal Harbor Plan.
- At least 80% of the ground floors of the Buildings must be for Facilities of Public Accommodation (as defined under Chapter 91 and the Municipal Harbor Plan).
- Total building footprints within the Site may not exceed 44% of the total buildable Site area; at least 56% of the buildable Site area must be devoted to open space.
- At least 40% of the buildable Site area must be devoted to open space not containing streets.
- Buildings must be set back specified minimum distances from the water's edge as follows

Seaward Edge of Pier 4	200 feet
Cove Edge of Pier 4 (western edge)	46 feet
Eastern Edge of Pier 4	26 feet
- Maximum building heights are established for each Building as follows:

Residential Building	100 feet
Hotel/Residential Building	170 feet
Office Building	250 feet
- View corridors to the water must be preserved.
- Base building elements not to create street walls greater than 75 to 85 feet.
- Tower elements not to have a floorplate greater than 25,000 square feet.

The Project, as shown in the Schematic Plans, conforms to the dimensional, locational and design requirements of the Municipal Harbor Plan, including without limitation general standards and guidelines for the watershed and urban and universal design guidelines. Because the Municipal Harbor Plan requirements (taken together) limit building design, these conceptual plans reflect the likely location and general massing of the three Buildings. Given the conceptual nature of the Schematic Plans, these plans are subject to modification, consistent with the dimensional limitations and public benefit obligations set forth herein, as the Proponent further develops and refines its design of the Project. Such revised plans, including design development plans and contract documents for the Project, are subject to design review and approval by the BRA in accordance with its Development Review Procedures. The Project and all of its Buildings, as further designed, will comply with the terms of this Plan and of the Municipal Harbor Plan.

Urban Design Context. The Site is located within the portion of South Boston sometimes known as the Seaport area and is approximately one-half mile east of the Financial District. The Seaport area is presently undergoing significant change. The Public Realm Plan outlines a development program for the Seaport area that emphasizes the development of housing, office space, a new convention center, hotels, restaurants, open space and civic uses. To ensure that this area 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.

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 recently completed or currently being planned for or taking place in the vicinity of the Site are expected to complement the Project, including the Boston Convention and Exhibition Center, the proposed Fan Pier project (including the ICA currently being constructed) and several hotel and 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 Seaport area. Transportation improvements that will serve the South Boston Seaport area and the Project are being planned and implemented, including the Central Artery/Third Harbor Tunnel and the MBTA's Silver Line.

The Project, in accordance respectively with Sections 27P-14 and 27P-15, is consistent with the City's Public Realm Plan and Municipal Harbor Plan for the future development of the South Boston Seaport area. The design of the Project conforms to the pattern of through streets ending at the water's edge planned for the entire district. East Service Road Extension and Pier 4 Boulevard will provide the major site access for the Project and will terminate at the proposed Waterfront Plaza, a new open public space overlooking the Inner Cove. The Harborwalk will be extended around the Site and the Waterfront Park, a new one-acre public park, will be created at the end of the pier. In accordance with the Municipal Harbor Plan, the heights of the Buildings will be 100 feet at the end of the pier, 170 feet in the middle of the pier, and 250 feet along Seaport Boulevard. This will reduce the scale of the Buildings nearest the water's edge and will maintain view corridors from the inland areas.

The Buildings will be designed to provide a varied skyline and streetscape experience. In general, materials are expected to be contemporary and reflect the emerging context of the Seaport area. The bases of the Buildings will incorporate granite, masonry and other materials relating to the waterfront character of the area. Building elements are likely to include glass, pre-cast concrete, metal and other contemporary systems that create a variety of transparency, shadow, shade and layering.

The Buildings and Project will be designed to further the City's goal to create a pedestrian oriented neighborhood. The street walls of the bases of the Buildings will be limited to 75 feet to 85 feet tall to create defined street walls and pedestrian-scaled streets and will be lined with retail storefronts and service establishments that will be open and inviting to the public. Awnings, canopies and other pedestrian scaled elements will contribute to the active streetscape while sheltering pedestrians from the waterfront environment.

The Project, which, as shown on the Site Plan and the Schematic Plans, incorporates the BRA's South Boston Seaport District Streetscape Guidelines (the "Streetscape Guidelines") into the proposed Site and landscape design, will be complemented by the animation of the streetscape by adding light fixtures, landscaping, street furniture, textured sidewalk continuity strips and sidewalk pavers, and entrance canopies consistent with the architecture found in the emerging Seaport area. The ground floors of the Buildings will be used predominantly for Other Uses, which will be publicly accessible uses such as retail shops, restaurants, entertainment and service establishments intended to create a pedestrian-friendly environment by providing amenities to the residential neighbors and to the users of the Site. Two new landscaped public open areas and a new section of Harborwalk 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. As part of the Project, parking will be relocated from the

existing surface parking lot into the underground parking garage, opening up more of the area of the Site to active uses.

Proposed Traffic Circulation. The proposed general arrangement of streets and sidewalks and proposed vehicular and pedestrian circulation patterns for the Project are illustrated in Exhibit F. The plan for the phased development of East Service Road Extension and Pier 4 Boulevard is shown on the Phasing Plans attached hereto as Exhibit H. Upon acceptance by the City of Boston, East Service Road Extension will be a public way, maintained by the City of Boston. Pier 4 Boulevard will be a private way open to public travel, maintained by the Proponent as part of the Project.

In consultation with the BTD, the Proponent will promote transportation demand management strategies designed to reduce auto dependency of people who travel to and from the Project. These strategies may include emergency ride home programs, hotel reservation systems that encourage guests to utilize the public transit options to and from the airport and advocacy of car sharing programs such as "Zipcar." The Project may also include preferential carpool/vanpool parking.

Specifics of traffic circulation and transportation demand management will be developed in consultation with BTD and will be included in a Transportation Access Plan Agreement and Construction Management Plan for the Project.

Zoning.

Prior PDA. This Plan and the Map Amendment shall supersede and replace the Prior PDA in its entirety with respect to the Site.

Proposed Uses. In order to allow the Project to be used for a variety of purposes consistent with its mixed-use character, this Plan approves the following uses for the Project as specified herein: (i) the Civic Space may be used for Civic Uses only; (ii) the ground, mezzanine and second floors of the Residential Building, the Hotel Residential Building and the Office Building, other than the Civic Space and the area on the mezzanine level of the Office Building designated as the All Seasons Gathering Area, may be used for (A) Other Uses (as defined on Exhibit G attached hereto), (B) Accessory Uses (as defined on Exhibit G attached hereto) ordinarily incident to Other Uses, (C) to the extent shown on the Schematic Plans, Loading Uses, and (D) to the extent permitted under the Chapter 91 regulations, Upper Floor Accessory Services (as defined in the Chapter 91 regulations at 310 CMR 9.02); (iii) any and all floors of the Residential Building other than the ground floor may be used for Residential Uses (as defined on Exhibit G attached hereto) and for Accessory Uses ordinarily incident to Residential Uses; (iv) any and all floors of the Hotel/Residential Building other than the ground floor may be used for Residential Uses and/or Hotel Uses (as defined on Exhibit G attached hereto) and for Accessory Uses ordinarily incident to Residential Uses or Hotel Uses, as applicable; (v) any and all floors of the Office Building, other than the ground floor, the Civic Space and the area on the mezzanine level of the Office Building designated as the All Seasons Gathering Area, may be used for Office Uses (as defined on Exhibit G attached hereto) and for Accessory Uses ordinarily incident to Office Uses; (vi) any and all underground levels of the Residential Building, the Hotel Residential Building and the Office Building may be used for Parking Uses (as defined on Exhibit G attached hereto); (vii) the areas of each of the Residential Building, the Hotel Residential Building and the Office Building shown on the Schematic Plans as the locations of loading bays may be used for Loading Uses (as defined on Exhibit G attached hereto). Notwithstanding the foregoing or anything contained herein to the contrary, the On-Site Day Care Space (as hereinafter defined) may be located either on the mezzanine level of the Office Building in the location shown on the Schematic Plans or at another location within the Office Building designated by the Developer and approved by the BRA.

The Project will involve the following uses which will comprise the following minimum or maximum gross floor areas of the Project:

	<u>Maximum/Minimum Gross Floor Area</u>
Total Project	1,001,700 square feet (maximum)
Residential Uses	327,500 square feet (maximum)
Hotel Uses	227,200 square feet (maximum)
Office Uses	385,000 square feet (maximum)
Other Uses	35,000 square feet (maximum)
Loading Uses	7,000 square feet (minimum)
Civic Uses	20,000 square feet (minimum)

Proposed Location and Appearance of Structures. The location and appearance of the 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, which will be consistent with the dimensional limitations and public benefit obligations set forth herein, will be submitted to the BRA for certification as to consistency with this Plan.

Density of Proposed Improvements. Under Sections 42E-13 and 42E-16 of the Code, the maximum Floor Area Ratio (“FAR”) applicable to the Site, which is within the Waterfront Transition Zone but not within the PDA Height Zone, is 3.00. Under the IPOD, which supersedes the provisions of Article 42E with respect to FAR requirements, the maximum FAR applicable to the portion of the Site located within Area G (the northern portion of the Site) is 2.00, and the maximum FAR applicable to the portion of the Site located within Area F (the southern portion of the Site) is 4.00.

The maximum FAR proposed for the Project is 4.31. Notwithstanding any requirements of the Code to the contrary, any build out of the Project that results in a Site-wide FAR of not greater than 4.31 shall be deemed consistent with this Plan. All calculations of FAR for the Project shall be made based on the square footage of Buildable Land within the Site. For the purposes of determining the Site-wide FAR, all portions of the Site shall be deemed to be in common ownership, regardless of whether the Site has been divided into Project Components and regardless of whether different Project Components are in fact owned by different owners.

Notwithstanding the foregoing or anything contained in this Plan to the contrary, and as discussed above, this Plan approves any ownership structure for all or any portion of 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 or other ownership structure, provided that such change in ownership does not increase the Site-wide FAR above 4.31.

Because of the technical definitions of “floor area ratio” and “lot area” in the Code, the construction of the street system and other public and infrastructure area on the Site may result in increases in the FAR for the Project or a Project Component because such areas may be excluded from the “lot area” upon which FAR is calculated. No such increase in FAR for the Project or any Project Component shall result or be deemed to result in the noncompliance of the Project or such Project Component with this Plan; for the purposes of calculating the FAR applicable to the Project or any Project Component, all Buildable Land within the Site, as shown on the Site Plan and the Schematic Plans, shall be included in determining the applicable lot area, notwithstanding anything in the Code to the contrary.

Height of Proposed Buildings. Under Sections 42E-13 and 42E-16 of the Code, the maximum building height applicable to the Site, which is within the Waterfront Transition Zone but not within the PDA Height Zone, is 55 feet. Under the IPOD, which supersedes Section 42E with respect to height requirements, the maximum building height applicable to the portion of the Site located within Area G (the northern portion of the Site) is 75 feet, and the maximum building height applicable to the portion of the Site located within Area F (the southern portion of the Site) is 150 feet.

Notwithstanding any requirements of the Code to the contrary, (i) the maximum height approved by this Plan for the Residential Building is 100 feet, (ii) the maximum building height approved by this Plan for the Hotel/Residential Building is 170 feet, and (iii) the maximum building height approved by this Plan for the Office Building is 250 feet. For purposes of this Plan, rooftop mechanical equipment, whether or not screened, penthouses normally built above the roof and not used or designed to be used for human occupancy, and structures and facilities providing access to rooftop space shall not be included in calculating building height, provided that such structures and equipment do not exceed, in the aggregate: (i) with respect to the Residential Building, 13,000 square feet of space on the roof of the Residential Building, as shown on the Schematic Plans; (ii) with respect to the Hotel/Residential Building, 10,000 square feet of space on the roof of the Hotel/Residential Building, as shown on the Schematic Plans; and (iii) with respect to the Office Building, 8,500 square feet of space on the roof of the Office Building, as shown on the Schematic Plans. In addition, for purposes of this Plan, skylights shall not be included in calculating building height.

Yard Area Requirements/Building Dimensions. Under Section 42E-7 of the Code and Section 27P-11 of the IPOD, Waterfront Yard Areas are required along the western, eastern and northern portions of the Site that consist of pier edges; the required setback at the northern end of the Site is 50 feet and the required setback along the eastern and western edges of the Site is 12 feet, measured perpendicularly from the ends and sides of the pier. Under the underlying provisions of the Code, including without limitation Article 42E and the IPOD, no setback is required along the edges of the buildable land on the Site that abut other land not part of the Site. In addition, no maximum street wall height limitations or maximum floorplate limitations for tower elements are established under the underlying provisions of the Code, including without limitation Article 42E and the IPOD, that are applicable to the Site.

As shown on the Site Plan and Schematic Plans, these requirements will be exceeded by the Project. In accordance with the requirements of the Municipal Harbor Plan, the Waterfront Yard Areas of the Project shall be not less than 200 feet from the seaward northerly edge of the pier on the Site, not less than 46 feet from the Inner Cove (westerly) edge of the pier on the Site and not less than 26 feet from the easterly edge of the pier on the Site. In addition, the Waterfront Yard Areas that are part of the Project will be connected so as to provide for the extended Harborwalk, a continuous path along the waterfront with a minimum width of at least 12 feet. The Waterfront Yard Areas along the western and eastern edges of the Site shall extend along the full extent of the westerly and easterly pier edges respectively, but no further, so that, except for the extended Harborwalk on the east side of the Site leading to Seaport Boulevard, Waterfront Yard Areas shall not be required to extend along any adjacent filled areas. In addition, the street wall heights of the Buildings shown on the Schematic Plans and described in this Plan shall not exceed 75-85 feet and the floorplates of tower elements shown on the Schematic Plans shall not exceed 25,000 square feet.

Notwithstanding any requirements of the Code to the contrary, walkways, landscape furniture, bicycle racks, benches, seating, tables, and other similar amenities, lighting fixtures, guardrails, marina facilities, docking facilities, fishing facilities, viewing equipment, artistic and interpretive elements, cleats, bollards, pilings, boat ramps, and other structures that do not materially interfere with pedestrian use of the Waterfront Yard Areas or that are required to be located within the Waterfront Yard Areas for operational or safety reasons may, subject to BRA approval, be located within the Waterfront Yard Areas.

In addition, notwithstanding any requirements of the Code to the contrary, buildings or structures used for water dependent uses, including without limitation structures such as bait and tackle shops, dry-docks, wet dock sheds, Water Commons, and marina related structures may, subject to BRA approval, be located within the Waterfront Yard Areas. Furthermore, notwithstanding any requirements of the Code to the contrary, Building elements such as louvers and trellises that are partially open to the sky and serve to provide wind breaks shall be allowed to extend into the air space over the Waterfront Yard Areas, provided such elements do not materially interfere with pedestrian use of such Waterfront Yard Areas.

Open Space. Under Sections 42E-6 and 42E-16 of the Code and Section 27P-12 of the IPOD, at least 50% of the Lot Area of the Site is required to consist of Open Space.

The Project, as described herein and shown on the Schematic Plans, will meet or exceed these requirements; provided, however, notwithstanding any requirements of the Code to the contrary, in addition to areas deemed "Open Space" under the Code, the following areas shall be deemed "Open Space": (i) any area, whether or not at grade, covered by a weather-protective enclosure, canopy or roof structure, or any skywalk or skybridge, that is pedestrian accessible to the public, including without limitation any areas adjacent to the Buildings covered by canopies, louvers, trellises and similar elements; (ii) landscaped areas along the edges of streets and around the edges of buildings, (iii) all Waterfront Yard Areas, (iv) all street areas and all driveway areas and all pedestrian walkway areas, and (v) the Waterfront Park and Waterfront Plaza, all as shown on the Schematic Plans.

Notwithstanding the foregoing or anything contained in this Plan to the contrary, and as discussed above, this Plan approves any ownership structure for all or any portion of the Project or the Site (including, without limitation, a condominium ownership structure) and any nonconformity with any applicable Open Space 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 or other ownership structure, provided that such change in ownership (i) does not decrease the amount of Open Space below 56% of the Lot Area (as used herein, "Lot Area" shall be as defined in Article 42E of the Code, but including only Buildable Land and including within "Lot Area" the area of portions of the Site located within any public streets and/or ways and within any private streets and/or ways devoted to public use by motor vehicles) of the Site and (ii) does not decrease the amount of Open Space that contains no streets below 40% of the Lot Area of the Site. For the purposes of determining the amount of Open Space, all portions of the Site shall be deemed to be in common ownership, regardless of whether the Site has been divided into Project Components and regardless of whether different Project Components are in fact owned by different owners. Notwithstanding any requirements of the Code to the contrary, neither the Project nor any Project Component shall be deemed to be in noncompliance with the Open Space requirement applicable to the Project, provided that (a) Open Space comprises at least 56% of the Lot Area of the Site and (b) Open Space that contains no streets comprises at least 40% of the Lot Area of the Site. Prior to completion of the Project as a whole, a Project Component shall be deemed to be in compliance with the Open Space requirements of this Plan so long as either (i) such Project Component includes Open Space as shown on the Phasing Plans attached hereto as Exhibit H for such Project Component or (ii) the Proponent otherwise demonstrates that both Open Space comprising at least 56% of the Lot Area of the Site and Open Space containing no streets comprising at least 40% of the Lot Area of the Site will be provided by the Project as a whole.

Provision of Day Care Facilities. Under Section 42E-21 of the Code, the Project is subject to a requirement that 4,000 square feet of day care facilities either be provided on the Site or that the Project create, or cause to be created, such facilities elsewhere in the City. The Proponent will create at least 4,000 square feet of space for day care facilities within the Office Building meeting the requirements of Section 42E-21 of the Code (the "On-Site Day Care Space") at such time as the Office Building is

developed. Provision by the Proponent of the On-Site Day Care Space will serve to satisfy the requirements of Section 42E-21 of the Code with respect to the Project.

Affordable Housing Contribution. Under Sections 42E-5(3) and 42E-18 of the Code, the Project is subject to a requirement that (i) at least 10% of the dwelling units proposed as part of the Project are Affordable, or (ii) the Proponent cause the creation, rehabilitation or preservation of Affordable residential units off-site by making a monetary contribution to the Neighborhood Housing Trust or another entity acceptable to the BRA in the amount required by Section 42E-18 of the Code. The Proponent, to fulfill its affordable housing commitment in a manner substantially consistent with the overall planning goals of the two executive orders issued by the Mayor of the City of Boston entitled respectively "An Order Relative to Affordable Housing" and "An Order Relative to the South Boston Waterfront," has committed that ten percent (10%) of the residential units on the Site shall be affordable. Such commitment shall be memorialized in Affordable Housing Agreements executed by and between the BRA and the Proponent. The provision of such affordable units by the Proponent shall be deemed to satisfy any applicable affordable housing requirements under Article 42E of the Code and/or the IPOD as well as the requirements of the aforementioned executive orders with respect to the Project.

Facilities of Public Accommodation. Under Section 42E-21 of the Code, the Project is subject to a requirement that at least 40% of the gross floor area of the first story of the Project be devoted to indoor Facilities of Public Accommodation otherwise allowed for the Project.

The Project will meet or exceed these requirements. In accordance with the requirements of the Municipal Harbor Plan, not less than 80% of the ground floors of each of the Buildings shall be "Facilities of Public Accommodation" as defined under the Municipal Harbor Plan and Chapter 91. Notwithstanding any requirements of the Code to the contrary, in addition to uses deemed "Facilities of Public Accommodation" under the Code, any use deemed a Facility of Public Accommodation under Chapter 91 or the Municipal Harbor Plan shall be deemed a "Facility of Public Accommodation" under the Code and the following areas shall be deemed "Facilities of Public Accommodation": (i) whether or not located on the ground floor, the Civic Space, (ii) whether or not located on the ground floor, the All Seasons Gathering Area, (iii) ground floor lobby, stairway and elevator areas in the Office Building that are open to the public and provide access to the All Seasons Gathering Area, the Civic Space and/or the Garage, (iv) whether or not located on the ground floor, any areas accessory to any of the foregoing Facilities of Public Accommodation, provided such accessory areas are open to public use, and (v) ground floor toilet facilities open to the public.

Parking Facilities. The Project includes up to 1,200 parking spaces to be located in the underground garage (the "Garage"). In addition, subject to applicable City of Boston approvals, the Project may include 15 to 20 short-term street-level parking spaces for valet, drop-off, taxi, and other short term parking uses located in front of the Buildings along the East Service Road Extension, Pier 4 Boulevard and the vehicle access area of the Waterfront Plaza, as shown on the Schematic Plans and as approved by BTM. Parking spaces in the Garage will be available for both paid public parking and parking accessory to Project uses. The Garage may be constructed in segments as the Project progresses or all at one time, at the option of the Proponent, depending on market and construction scheduling considerations. Access ramps to the Garage will be provided during each phase of Garage construction as shown on the Schematic Plans, provided that (i) there shall always be at least one access ramp for each separate portion of the Garage constructed and (ii) there shall not be more than two (2) operational permanent access ramps to the Garage at any time. The location of any additional permanent access ramps to the Garage not shown on the Schematic Plans will be subject to the approval of the BRA and BTM as part of the design review process. Prior to completion of the Project, the existing surface parking will likely be maintained on the Site for both paid public parking and parking accessory to Project uses.

Notwithstanding any parking-related requirements of the Code or the Restricted Parking District to the contrary, this Plan approves the number, location, dimensions and design of the proposed parking spaces as described herein and as depicted on the Schematic Plans, which plans may be amended, consistently with this Plan, through the BRA design review process, as well as for the operation on the Site of one or more public parking facilities, provided that the Project includes at least 200 paid public parking spaces and further provided that the following parking ratios are satisfied with respect to the Project as a whole and with respect to each Project Component (provided that parking accessory to or serving a Project Component may be located anywhere on the Site): (i) at least 1.17 parking spaces for each 1000 square feet of gross floor area devoted to Office Uses within the Project, (ii) at least 0.62 parking spaces for each 1000 square feet of gross floor area devoted to Hotel Uses within the Project, and (iv) at least 1.5 parking spaces for each residential unit within the Project. This Plan approves the continued use of surface parking at the Site on an interim basis for a period of not longer than twenty (20) years after the substantial commencement of Project construction.

In addition, provided that the foregoing parking ratios are satisfied with respect to the Project as a whole and with respect to each Project Component (provided that parking accessory to or serving a Project Component may be located anywhere on the Site), notwithstanding any parking-related requirements of the Code or the Restricted Parking District to the contrary, this Plan approves parking accessory to any Project use approved by this Plan, including without limitation: (a) proposed parking accessory to Project uses; (b) the use of proposed parking by customers of, employees at, guests of, and visitors to the Project, whether or not such parking is an accessory use under the Code; (c) public parking uses; (d) possible future re-allocations of accessory parking among Project uses notwithstanding the provisions of the Code governing the Restricted Parking District; and (e) re-striping, reconfiguring, adding or subtracting parking spaces for the Project, provided that the number of parking spaces in the underground garage for the Project as a whole shall not exceed 1,200 spaces. As described above, parking for the Project is intended to be provided primarily in the Garage. In addition, subject to applicable City of Boston approvals, the Project may include 15 to 20 short-term street-level parking spaces for valet, drop-off, taxi, and other short term parking uses located in front of the Buildings along the East Service Road Extension, Pier 4 Boulevard and the vehicle access area of the Waterfront Plaza, as shown on the Schematic Plans.

The City of Boston may require that parking meters be installed at some or all of the 15 to 20 street-level parking spaces that may be included on the Site. Notwithstanding anything set forth herein to the contrary, such parking spaces shall not count toward the provision of parking for the Project or any Project Component.

Loading Facilities. This Plan approves the provision of three loading facilities for the Project as shown more particularly on the Schematic Plans, notwithstanding any provisions of the Code requiring the provision of a specified number of loading bays and notwithstanding any future separation of ownership of Project Components, whether through subdivision, re-subdivision, or the creation of a condominium or other ownership structure. Loading facilities having the locations, dimensions and design shown on the final Schematic Plans shall be deemed to meet the requirements of this Plan.

Urban Design Guidelines. Notwithstanding the requirements of Section 42E-8 of the Code to the contrary, this Plan approves the design of the Project or Project Components approved by the BRA pursuant to the Development Review Procedures described below. The final plans and specifications for the Project or for any Project Component, as approved by the BRA pursuant to said Development Review Procedures, shall be deemed to be consistent with this Plan and to have addressed all design requirements set forth in Section 42E-8 of the Code.

Environmental Protection and Safety Standards. Notwithstanding the requirements of Section 42E-9 of the Code to the contrary, this Plan approves the design of the Project or Project Components approved by the BRA pursuant to the Development Review Procedures described below. The final plans and specifications for the Project or for any Project Component, as approved by the BRA pursuant to said Development Review Procedures, shall be deemed to be consistent with this Plan and to have addressed all environmental protection and safety standards set forth in Section 42E-9 of the Code.

General Design and Environmental Protection Standards. Notwithstanding the requirements of Section 42E-20 of the Code to the contrary, this Plan approves the design of the Project or Project Components approved by the BRA pursuant to the Development Review Procedures described below. The final plans and specifications for the Project or for any Project Component, as approved by the BRA pursuant to said Development Review Procedures, shall be deemed to be consistent with this Plan and to have addressed all general design requirements and environmental protection standards set forth in Section 42E-20 of the Code.

Wireless Communication Equipment. Any wireless communications equipment (i.e., antennas) that is visible from the exterior of a Building shall be subject to the approval of the BRA as part of the design review process.

Development Review Procedures. Schematic design plans, design development plans and final plans and specifications (i.e., contract documents) for any portion of the Project are subject to review and approval by the BRA in accordance with its Development Review Procedures. The final plans and specifications, as approved by the BRA pursuant to said Development Review Procedures, shall be deemed to be consistent with this Plan and to have addressed all design requirements set forth in Section 27P-14 of the IPOD.

Given the scope of the proposed Project, and as a result of the various reviews of the Development necessary to secure all required permits and approvals, modifications may have to be made. Minor modifications of the Project's design, consistent with the dimensional limitations and public benefit obligations set forth herein, including without limitation modifications that affect site improvements, exterior facades, roofscape or public spaces, will be subject to the approval of the Director of the BRA under this Plan without further BRA action.

Public Benefits. Development of the Project represents a substantial investment by the Proponent to revitalize the underutilized Site that, consistent with the City's Public Realm Plan and the Municipal Harbor Plan and in accordance with the public benefits requirements applicable to PDAs set forth in Sections 27P-16 and 42E-18 of the Code, will preserve and enhance the public's rights in the Tidelands and result in a broad range of significant public benefits for the South Boston Waterfront District and the City, including the expansion of the waterfront economy and creation of new jobs, the creation of new community housing and affordable housing, the creation and support of community facilities, the development of new usable waterfront open space and enhancement of the public realm along the waterfront, the activation of the watershed, the enhancement of the physical and visual access of the public to the harbor, the provision of street improvements in and around the Site and the enhancement of water transportation services. The Project's specific public benefits include the following:

- Repair or replace the existing aging and deteriorating pier, which is in need of significant repairs.
- Encourage a 24-hour neighborhood and enhance street life by adding residential, hotel, office, retail, civic and commercial uses to the Seaport area, consistent with the Public Realm Plan.

- Relocate surface parking uses to below grade structures and open up the surface area for active uses.
- 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.
- Create significant new infrastructure, civic space, open space and other improvements that will enhance public access to the waterfront and establish new water-dependent uses on the Site, including:
 - a signature approximately one-acre Waterfront Park.
 - a Waterfront Plaza.
 - 1800 feet of Harborwalk.
 - a Water Commons containing a water taxi landing area with covered waiting area, a fish cleaning station, a bait and tackle shop, and a “touch and go” dock.
 - a 20,000 square foot Civic Space.
 - an All Seasons Gathering Area.
 - public restrooms accessible via the Harborwalk.
- Create up to 250 new residential units.
- Create significant new, on-site affordable housing, equivalent to at least ten percent (10%) of the total number of residential units on-site, in accordance with Mayor Menino’s Executive Order dated February 29, 2000 and entitled “An Order Relative to Affordable Housing”.
- Generate new hotel tax revenues estimated to average \$3 million to \$4.5 million annually.
- Generate substantially increased real estate tax revenues to the City, estimated to total approximately \$8 million annually, upon full Project development.
- Produce up to approximately \$3,928,896 in housing linkage payments and up to approximately \$787,968 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). The foregoing amounts are calculated assuming (i) a per square foot housing linkage contribution amount of \$7.18 and a per square foot jobs linkage contribution amount of \$1.44, (ii) 647,200 square feet of floor area within the Project devoted to development impact uses, including 227,200 square feet of floor area devoted to Hotel Uses, 385,000 square feet of floor area devoted to Office Uses and 35,000 square feet of floor area devoted to Other Uses, and (iii) application of the 100,000 square foot exemption to result in a total of 547,200 square feet of floor area within the Project generating housing and jobs linkage payments.
- Create 500 to 600 construction jobs and 300 to 400 permanent jobs (not including jobs created by tenants of the Office Building).
- Preserve 56% of the buildable Site area for Open Space and 40% for Open Space, which will not include streets.
- 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.

- Construct certain off-Site transportation infrastructure improvements, as more fully set forth in the FPIR/FEIR, including signal timing modifications, a new traffic signal at the intersection of East Service Road Extension and Old Northern Avenue, and capacity enhancing roadway modifications at the B Street/Seaport Boulevard intersection.
- Provide water transportation contributions (including direct cash payments to DEP and capital expenditures for water transportation infrastructure improvements) estimated to total approximately \$2 million.
- Provide for off-site sewer infrastructure improvements to reduce inflow and infiltration into the sewer system within the South Boston Waterfront District.

As described above, in accordance with the public benefit requirements applicable to the approval of PDAs set forth in Sections 27P-16 and 42-18 of the Zoning Code, the Pier 4 Project provides the following benefits:

- Expansion of the waterfront economy by the creation of hundreds of new permanent jobs on the site.
- Creation of new community housing and affordable housing: The Project will contain new residential housing that exceeds 20% of the overall gross floor area of the Project. In addition, at least 10% of the residential units on the Site shall be affordable.
- Enhancement/support of community facilities or programs: The Proponent has committed to providing 20,000 SF of new civic/cultural space in the Office Building, as more particularly provided above, including the provision of appropriate and reasonable accommodations, such as, for example, build-out allowance or low or no rent arrangements, subject to the needs of the particular use and occupant of such civic/cultural space and BRA approval.
- Development of new usable waterfront open space and enhancement of the public realm, including the provision or substantial improvement of waterfront public facilities and the Harborwalk, the provision of public open space or the activation of the water sheet: The Project includes the creation of substantial new waterfront open space areas, including the new Harborwalk, Waterfront Park and Waterfront Plaza. The activation of the watersheet will be further enhanced by the Proponent's construction of the Water Commons. These open spaces will be developed at certain stages in the construction of the Proposed Project, as set forth in the Phasing Plans. These spaces will be dedicated spaces, perpetually open for public use. In addition, the Developer will perpetually maintain these open spaces as first class open spaces (i.e., in the manner in which Post Office Square Park in Boston is currently maintained).
- Provision of street improvements: The Project will result in the construction by Proponent, at Proponent's cost and expense, of substantial roadway improvements adjacent to and in the vicinity of the Site, as more particularly shown on the Schematic Plans.

Therefore, as set forth above, this Plan satisfies the public benefits requirements of Sections 27P-16 and 42-18 of the Code.

Development Schedule and Phasing of the Project. The target date for completion of the Project (or any Project Component) will depend upon continued market demand for the uses contemplated, the availability of construction labor and materials, and stability in the larger economy. As more precise

construction sequencing plans are developed, they shall be submitted to the BRA for confirmation and approval. The Project phasing plans will also incorporate measures to maintain access to the waterfront while protecting pedestrians and other visitors from the construction activities. It may be necessary, for example, to close access to some or all of the pier during construction of the Residential Building to avoid endangering the public.

This Plan approves: (i) construction of Project Components in multiple phases or sub-phases, which phases or sub-phases may proceed sequentially or simultaneously, depending on market demand, construction sequencing strategies and other factors; (ii) interruptions between completion of such phases or sub-phases and commencement of construction of the next phases or sub-phases; and (iii) construction of the infrastructure improvements, including portions of the Garage, in phases as the Project proceeds.

Attached hereto as Exhibit H are plans which show the several scenarios for the phased construction of the Project (the "Phasing Plans"). As shown on the Phasing Plans, subject to the receipt of necessary permits and approvals therefor, different portions of the public realm portions of the Project (including the Waterfront Park, the Waterfront Plaza, the Water Commons, Harborwalk, roadways, sidewalks and other elements) will be constructed at different stages during Project construction. Such phasing program will be coordinated with the phasing requirements applicable to the Project under the Chapter 91 license(s) for the Project. As shown on the Phasing Plans, at all phases of Project construction at least forty percent (40%) of the land subject to such phase shall be pedestrian open space meeting the requirements of the Municipal Harbor Plan. Notwithstanding anything set forth herein to the contrary, the Proponent will be required to maintain any open spaces or public amenities that are provided on an interim basis as the Project is developed, as set forth in the Phasing Plans, on an interim basis only, as required by the Phasing Plans, rather than perpetually.

Notwithstanding the foregoing or anything set forth herein to the contrary, in the event that the BRA determines, based on satisfactory evidence provided to the BRA by the Project Proponent, that all permits and approvals required for the development of any portion of the Project's public realm shown on the Phasing Plans have not been obtained and such feature therefore cannot be completed as part of the applicable portion of the Project, provided that the Project Proponent is diligently pursuing such permits and approvals, such portion of the Project's public realm will not be required as part of such phase or portion of the Project, and the fact that such portion of the Project's public realm will not be completed as part of such phase or portion of the Project shall not prevent the issuance of either a Certificate of Consistency pursuant to Section 80C-8 of the Code or a subsequent Certificate of Occupancy for the applicable phase or portion of the Project, but such portion of the Project's public realm will be completed upon obtaining the required permits and approvals.

Notwithstanding the expected development of the Project in multiple phases or portions, subject to the receipt of necessary permits and approvals therefor, the Water Commons shall be developed as part of the first phase or portion of the Project. In connection with the development of the Water Commons, the Proponent will establish a publicly accessible path along a portion or portions of the pier edge prior to the permanent construction of the Harborwalk in that area. This temporary path will allow more public use of the Site, and public access to the Waterfront until the full build-out of the Site and associated public spaces is complete. Depending on the final phasing plan for the Site, the Water Commons may be moved around the pier as necessary to maintain access and protect the public during construction of the Office Building, Hotel/Residential Building, or other Project Components. Notwithstanding the foregoing or anything set forth herein to the contrary, in the event that the BRA determines, based on satisfactory evidence provided to the BRA by the Project Proponent, that all permits and approvals required for the development of the Water Commons have not been obtained and the Water Commons therefore cannot be completed as part of the first phase or portion of the Project, provided that the Project Proponent is diligently pursuing such permits and approvals, the Water Commons will not be required as

part of the first phase or portion of the Project, and the fact that the Water Commons will not be completed as part of the first phase or portion of the Project shall not prevent the issuance of either a Certificate of Consistency pursuant to Section 80C-8 of the Code or a subsequent Certificate of Occupancy for the first phase or portion of the Project, but the Water Commons will be completed upon obtaining the permits and approvals required for the Water Commons.

An adequate supply of parking spaces will be provided during each phase of the Project, as shown in the Phasing Plans, to at least satisfy the parking ratios set forth in this Plan based on the uses that are incorporated into such phase of the Project. During certain phases of Project development, interim surface parking areas may be provided, as shown on the Phasing Plans. The following aspects of any such interim parking areas shall be subject to design review by the BRA, as more particularly provided in the Cooperation Agreement: (i) surface treatment, including paving and striping; (ii) lighting; (iii) the installation of landscaping, street furniture and vegetation to serve as screening separating such interim parking areas from adjacent portions of the Project Site, in particular, public areas such as Waterfront Park, Waterfront Plaza, the Water Commons and Harborwalk; provided that, if the BRA requests that the Proponent provide any re-paving, re-striping, landscaping, street furniture, vegetation, lighting and/or screening not shown by the Proponent on the Project Plans, the BRA shall take into account (i) the interim nature of such surface parking areas and (ii) the requirements of the Consolidated Written Determination and/or any Chapter 91 License issued by DEP with respect to the Project.

As long as the Existing Restaurant remains in use at the Site, the Proponent will not be required to construct the Waterfront Park or to extend Harborwalk around the end of the pier occupied by the Existing Restaurant. However, in the event that use of the Existing Restaurant is discontinued prior to construction of the Residential Building, the Proponent will seek the agreement of Anthony's to extend Harborwalk around the end of the pier currently occupied by the Existing Restaurant. In the event that the Proponent is able to secure such agreement from Anthony's, the Proponent will extend Harborwalk around the end of the pier occupied by the Existing Restaurant as part of the next succeeding phase of the Project, subject to obtaining all permits and approvals required for such work, as provided above.

The potential marina will be constructed when and if it proves economically viable, which is only likely to occur at some point in the future following completion of the entire Project.

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.

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 without requiring any modifications of the requirements of this Plan as to any of the other Project Components.

Proponent's Obligations to Proceed with Project: Notwithstanding anything set forth herein to the contrary, under no circumstances shall the Proponent be obligated to proceed with all or any portion of the Project, except that the Water Commons shall be developed as part of the initial phase of the Project if, as and when the initial phase of the Project is completed, subject to the qualifications set forth above.

LIST OF EXHIBITS

- A: Legal Description
- B: Existing Site Survey
- C: Project Team Members
- D: Proposed Site Plan
- E: List of Schematic Plans
- F: Circulation Plan
- G: Permitted Uses
- H: Mitigation Schedule and Phasing Plans

EXHIBIT A

LEGAL DESCRIPTION

The Site is comprised of approximately 412,745 SF and is depicted on the plan prepared by Harry R. Feldman, Inc. and attached hereto as Exhibit B. The metes and bound description of the Site is as follows:

A certain parcel of land located on the northeast side of Northern Avenue in Boston, Massachusetts, bounded and described as follows:

Beginning at a point on the proposed northerly sideline of Seaport Boulevard, said point being the southeast corner of the herein described parcel;

thence running N 53°18'34"W, a distance of 156.65 feet by said sideline of Seaport Boulevard;

thence turning and running N 30°52'31"E, a distance of 109.48 feet by the proposed easterly sideline of East Service Road extension;

thence turning and running N 34°06'26"W, a distance of 22.02 feet along the northeasterly sideline of Northern Avenue;

thence turning and running N 30°52'03"E, a distance of 185.02 feet along the proposed easterly sideline of East Service Road extension;

thence turning and running N 58°06'49"W, a distance of 69.66 feet along the proposed northerly sideline of East Service Road Extension;

thence turning and running N 29°46'00"E, a distance of 849.69 feet by land now or formerly of Fan Pier Land Company;

thence turning and running S 61°20'15"E, a distance of 382.84 feet by Boston Inner Harbor;

thence turning and running S 29°44'50"W, a distance of 1095.37 feet by land now or formerly of the Commonwealth of Massachusetts;

thence turning and running N 57°04'54"W, a distance of 58.66 feet by land now or formerly of The McCourt Broderick Limited Partnership;

thence turning and running N 77°46'27"W, a distance of 6.43 feet by land now or formerly of The McCourt Broderick Limited Partnership;

thence turning and running N 30°24'22"E, a distance of 4.65 feet by land now or formerly of Haynes Realty Corp. of Boston;

thence turning and running N 60°22'04"W, a distance of 73.00 feet by land now or formerly of Haynes Realty Corp. of Boston;

thence turning and running S 30°32'05"W, a distance of 3.50 feet by land now or formerly of Haynes Realty Corp. of Boston;

thence turning and running N 59°27'55"W, a distance of 5.00 feet by land now or formerly of Haynes Realty Corp. of Boston;

thence turning and running S 30°32'05"W, a distance of 89.64 feet in part by land now or formerly of Haynes Realty Corp. of Boston to the point of beginning.

The above described parcel of land contains an area of 412,745 square feet (9.475 acres), more or less.

EXHIBIT B

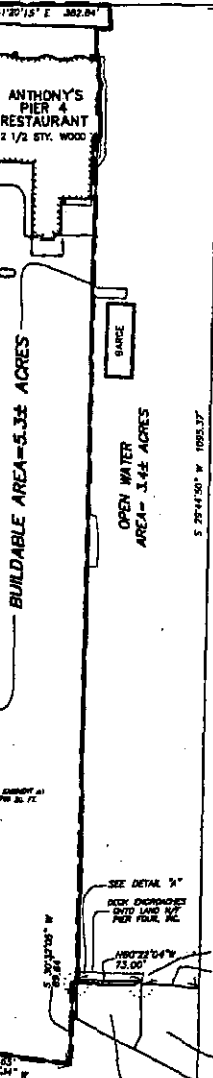
EXISTING SITE SURVEY

[Attached]

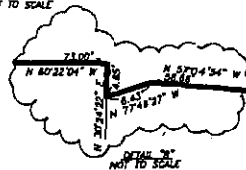
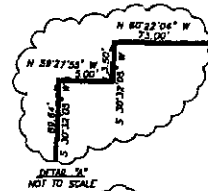
Plot Plan, Proposed Property, Pier 4, Boston (South Boston District), Massachusetts" dated April 9, 2001, revised September 13, 2004 and February 22, 2005, prepared by Harry R. Feldman, Inc.

BOSTON INNER HARBOR
OPEN WATER

N/F
FAN PIER LAND COMPANY
17481/017 (1992)
PLAN-14417/240 (1987)



N/F
COMMONWEALTH OF MASSACHUSETTS



THE McCOURT BRODERICK
LIMITED PARTNERSHIP
21807/006 (1997)
6891/80 (1953)

HAYNES REALTY CORP.
OF BOSTON
8060/368 (1966)
7311/85 (1958)

REVISED 2/22/2005 - BUILDABLE AREA ADDED
REVISED 9/13/2004

**PLOT PLAN
PROPOSED PROPERTY
PIER 4**

BOSTON (SOUTH BOSTON DISTRICT), MASS.

LIMITS OF BUILDABLE AREA
PROVIDED BY ARROWSTREET
ON 2/22/2005.

SCALE: 1" = 200'
HARRY R. FELDMAN, INC.
112 SHAWMUT AVENUE
PHONE: (617)357-9740

APRIL 9, 2001
LAND SURVEYORS
BOSTON, MASS 02118

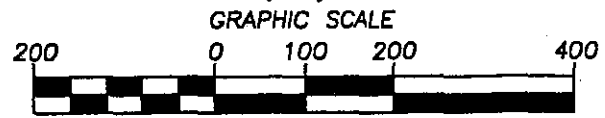


EXHIBIT C

PROJECT TEAM MEMBERS

Proponent:

NED LLC (d/b/a New England Development LLC)
One Wells Avenue
Newton, MA 02459
(617) 965-8700

- Stephen R. Karp
- William R. Cronin, Jr.

Architect:

Arrowstreet Inc.
212 Elm Street
Somerville, MA 02144
(617) 623-5555

- Robert J. Slattery, AIA
- George T. Tremblay, AIA
- Alex A. Valcarce, AIA
- Lawrence S. Spang, AIA

Legal Counsel:

Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, MA 02210-3333
(617) 482-1776

- John E. Twohig
- Kirsten Hoffman

Transportation Planner:

HW Lochner
50 Franklin Street
Boston, MA 02110
(617) 542-4275

- Margaret O'Meara
- Joe Allegro • Ravi Raveendran

Conley Associates
214 Cambridge Street
Boston, MA 02114
(617) 742-5111

- Jennifer Conley

Vanasse & Associates, Inc.
10 New England Business Center Drive
Suite 314
Andover, MA 01810-1066

- Robert D. Vanasse, P.E.

- Jeffrey Dirk, P.E.

Civil Engineer:

Goodkind & O'Dea
31 St. James Avenue, 3rd Floor
Boston, MA 02116
(617) 695-3400

- Arthur J. Towne, P.E.

Geotechnical Consultant:

Haley & Aldrich, Inc.
465 Medford Street, Suite 2200
Boston, MA 02129
(617) 886-7400

- Mark X. Haley, P.E.

Environmental Consultant:

Sanborn, Head & Associates, Inc.
239 Littleton Road, Suite 1C
Westford, MA 01886
(978) 392-0900

- Duncan W. Wood, P.E., LSP

Environmental Permitting:

ENSR
95 State Road
Sagamore Beach, MA 02562
(508) 888-3900

- Garrett Hollands
- Kathryn Barnicle

Marine Engineer:

Ocean and Coastal Consultants Inc.
35 Corporate Drive
Trumbull, CT 06611
(203) 268-5007

- Stanley M. White, P.E.
- Joe Marrone, P.E.
- Stanley Humphries

Marina Operations:

Nantucket Boat Basin
Box 1139, Swains Wharf
Nantucket Island, MA 02554

- George H. Bassett, Jr. CMM

Water Transportation:

Norris and Norris
448 Huron Avenue
Cambridge, MA 02138

- Charles Norris

Air Quality/Noise:

Tech Environmental, Inc.

Reservoir Place
1601 Trapelo Road
Waltham, MA 02451
(781) 890-2220

- Peter H. Guldberg, CCM
- Robert Rossi

Wind Consultant:

Rowan William Davies & Irwin, Inc.

650 Woodlawn Road,
West Guelph, Ontario Canada N1K1B8
(519) 823-1311

- Collin Williams, Ph.D., P.E.
- Hanqing Wu, Ph.D., P.E.
- William Smeaton, P.E.

Surveyor:

Harry R. Feldman, Inc.

112 Shawmut Avenue
Boston, MA 02118
(617) 357-9740

- Robert Applegate
- Michael Feldman

Landscape Architects:

Carol R. Johnson Associates Inc.

115 Broad Street
Boston, MA 02110
(617) 896-2500

- William Taylor, ASLA
- John Tingley

Historical Consultant:

Candace Jenkins

17 Slade Street
Belmont, MA 02478
(617) 484-2395

- Candace Jenkins

EXHIBIT D

PROPOSED SITE PLAN

[Attached]

1. Context Site Plan*
2. Illustrative Site Plan*

*Prepared by Arrowstreet and dated February 23, 2005, revised March 18, 2005.

[Attached]

SEAPORT BOULEVARD

MID SERVICE ROAD

OLD NORTHERN AVENUE

PROMENADE STREET

EAST SERVICE ROAD EXTENSION

PIER 3 BOULEVARD

WEST BAYSH

PIER 4 WATERFRONT PARK

PROPERTY LINE

MANAGEMENT ACCESS TO CIVIC SERVICE BUILDINGS TO BE MAINTAINED

WATER TAX PAYING AREA

PIER 4 WATER SHEDS

INSTITUTE OF CONTEMPORARY ART

Pier 4

Illustrative Site Plan



NewEngland

50

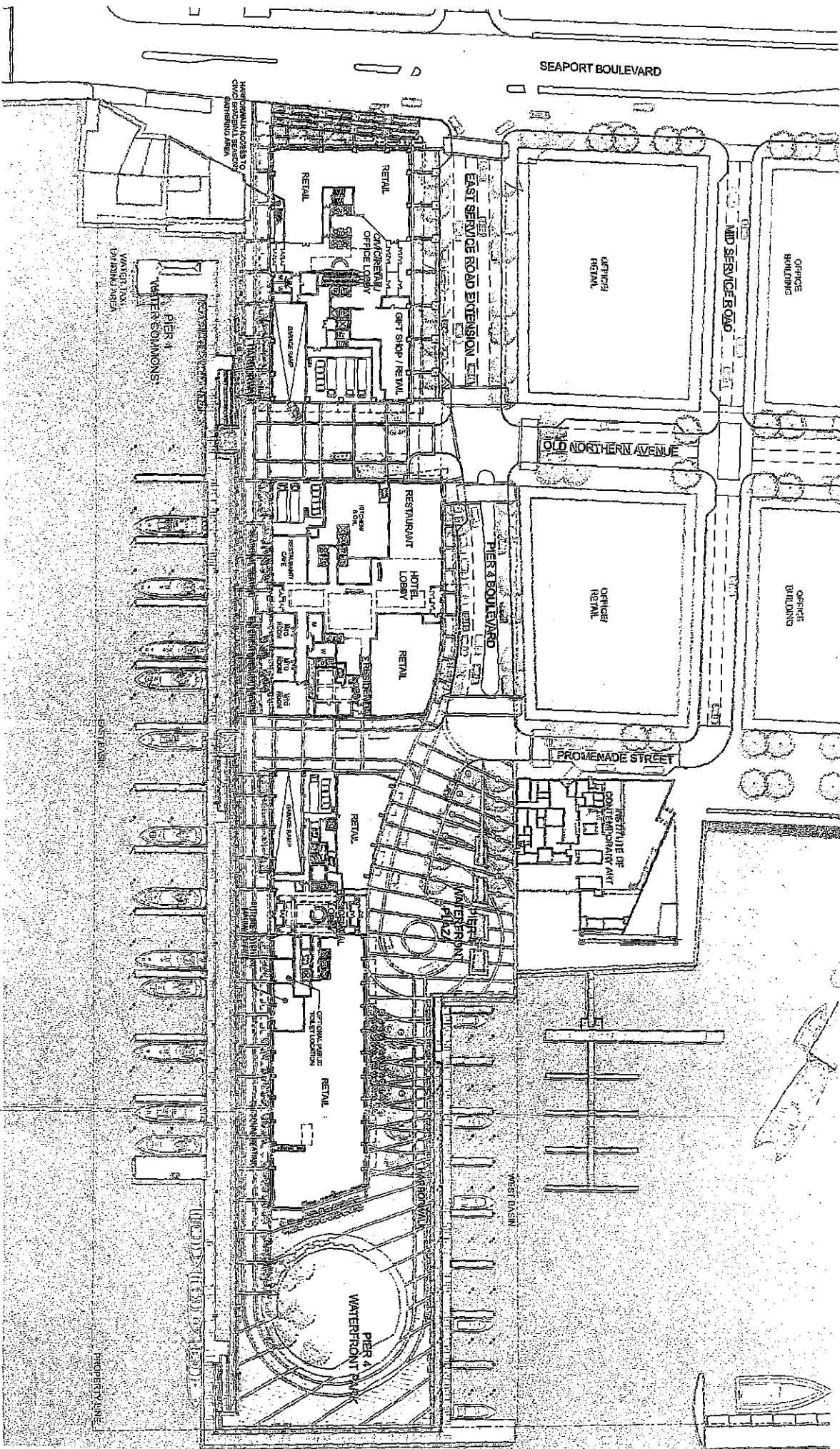


EXHIBIT E

SCHEMATIC PLANS

List of Schematic Plans for the Project

1. Context Plan*
2. Illustrative Site Plan*
3. Open Space Summary Diagram*
4. Ground Level Floor Plan*
5. Second Level Floor Plan*
6. Typical Upper Level Floor Plan*
7. Roof Plan*
8. Composite Building Elevations*
9. Office Building Elevations*
10. Hotel/Housing Elevations*
11. Residential Building Elevations*
12. North-South Section*
13. East- West Section*
14. Garage Layout - Level B1*
15. Garage Layout - Level B2*
16. Garage Layout - Level B3*

*Prepared by Arrowstreet and dated February 23, 2005, revised March 18, 2005.

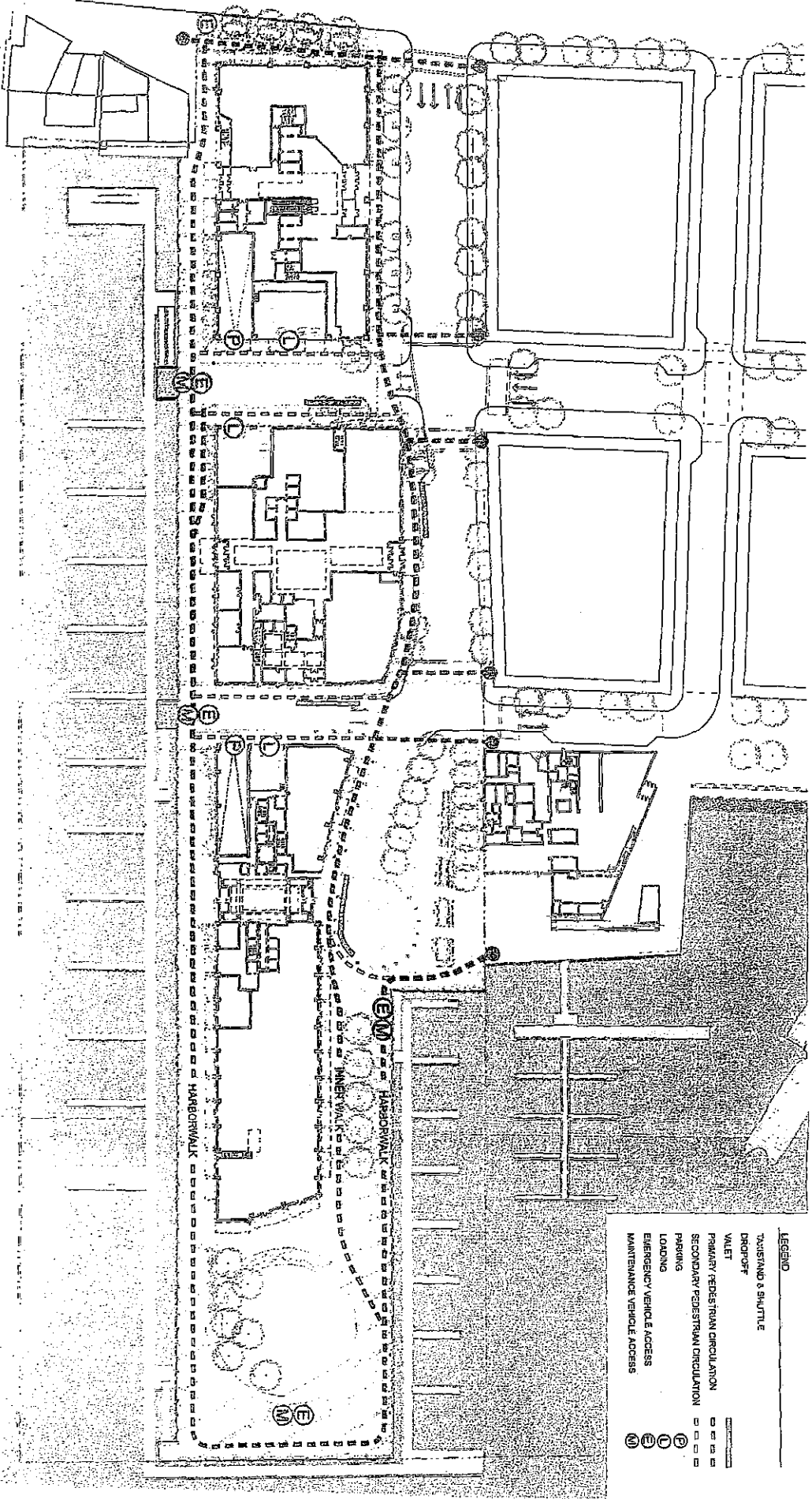
EXHIBIT F

CIRCULATION PLAN

[Attached]

1. Vehicular Access and Pedestrian Circulation Diagram*

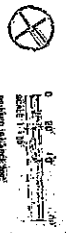
*Prepared by Arrowstreet and dated February 23, 2005, revised March 18, 2005.



- LEGEND**
- THIRSTAND & SHUTTLE
 - DROPOFF
 - Valet
 - PRIMARY PEDESTRIAN CIRCULATION
 - SECONDARY PEDESTRIAN CIRCULATION
 - PARKING
 - LOADING
 - EMERGENCY VEHICLE ACCESS
 - MAINTENANCE VEHICLE ACCESS

Pier 4
 South Boston Waterfront • Boston, Massachusetts

**Vehicle Access And
 Pedestrian Circulation Diagram**



NEAVE HOWLAND
 ARCHITECTS

100 STATE STREET, SUITE 200
 BOSTON, MASSACHUSETTS 02109
 TEL: 617.552.3300
 FAX: 617.552.3301
 WWW.NEAVEHOWLAND.COM

EXHIBIT G

PERMITTED USES

The following uses shall constitute "Civic Uses":

Museum, exhibition space, library, gallery, theatre, performance space, auditorium, aquarium, historical exhibit, cultural exhibit, or other similar cultural or civic activities that are accessible to the general public.

The following uses shall constitute "Residential Uses":

Multifamily residential uses.

Artists' live/work use.

The following uses shall constitute "Hotel Uses":

Hotel and conference center use.

The following uses shall constitute "Office Uses":

Agency or professional office (including offices of professional persons, such as accountants, architects, attorneys, dentists or physicians and real estate, insurance, financial service institution, or other agency or government office).

General Office.

Post office, bank (other than drive-in bank), or similar establishment.

The following uses shall constitute "Other Uses":

Civic Uses (as defined above).

Community Uses and Cultural Uses:

Library, museum, gallery, theater, auditorium, performance space, aquarium, or historical exhibit open to public generally.

Community center.

Day care center.

Fitness center.

Meeting facilities.

Retail/Service Uses:

Store primarily serving the retail business or service needs of the neighborhood and harbor/waterfront users, including newsstand, chandlery, barber shop, beauty shop, shoe

repair shop, self-service laundry, pick-up and delivery station of laundry or drycleaner, tailor shop, hand laundry.

Store (including a department store) retailing one or more of the following: food, baked goods, groceries, packaged alcoholic beverages, drugs, tobacco products, clothing, drygoods, books, film, video, art, flowers, paint, hardware, furniture, and household appliances.

Automatic teller machine.

Restaurant/Entertainment Uses:

Lunchroom, restaurant, cafeteria, or other place for the service or sale of food or drink for on-premises consumption, including outdoor cafes, and including establishments serving alcohol.

Place for sale and consumption of food and beverages (other than drive-in restaurants) providing dancing or entertainment or both (other than adult entertainment).

Sale over the counter, not wholly incidental to a local retail business or restaurant, of food or drink prepared on premises for off-premise consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out (other than drive-in restaurants), including take-out restaurants and catering establishments.

Dance hall, skating rink, bowling alley, pool room, billiard parlor.

Facility providing computer access.

Educational Uses:

Marine research and/or training institute for education institution provided that water access is required for the facility or its operation.

Public Services Uses (subject to St. 1956, Chapter 665, Section 2):

Automatic telephone exchange, telecommunications facilities, wireless communications facilities.

Flood, water level, or tidal control facility.

Cable conduit, pipeline crossing, stormwater outlet, or other similar utility structure.

Place of Worship:

Place of worship; monastery; convent; parish house.

Art Uses

Water Dependent Uses and Water Related Uses:

Dock, slip, pier, wharf, marina, anchorage, or moorage for commercial vessels and recreational vessels awaiting servicing, provisions, on or off loading of people or cargo at delivery, including fueling facilities, bait and tackle facilities, and fishing related facilities.

Water-dependent recreational facility, recreational marina, facilities for the use, hire or charter of commercial vessels, boat rental establishment, recreational sailing or boating school, yacht club.

Parks, esplanades, boardwalks, and other pedestrian facilities that promote public use and enjoyment of the water and are located at or near the water's edge.

Aquarium, including uses reasonably appurtenant thereto such as gift shop, laboratory space, classrooms, restaurant, and food service uses, office space, conference facilities, meeting rooms.

Other cultural, educational, research, or training facilities dedicated primarily to marine purposes, or water-oriented exhibits.

Waterborne passenger transportation facilities, such as those serving ferries, cruise ships, commuter and excursion boats, and water shuttles and taxis.

Navigation aids, marine police and fire stations, and other waterways public safety and law enforcement facilities.

Shore protection structures, such as seawalls, bulkheads, revetments, dikes, breakwaters, rip rap, wave deflectors, and the like.

Installation, repair or servicing of boating accessories, marine equipment, marine instruments or marine motors.

Sale of marine hardware or boating, diving or fishing supplies and equipment.

Fish processing facility and accessory wholesale and retail sale of fish and fish products.

Open Space/Recreational Uses:

Open space for active or passive recreational use or dedicated to the conservation of natural resources, including waterways areas, beaches, reservations, parks, public gardens, and playgrounds; nonprofit sailing center or other public recreational facility operated by a nonprofit organization; publicly accessible garden conservatory or botanical garden.; or similar use.

Recreational building on an open space area that is necessary and/or appropriate to the enhanced enjoyment of the particular open space area and is open to the public (including, for example, a nonprofit sailing center, other public recreational facility operated by a nonprofit organization, or publicly-accessible garden conservatory or botanical garden).

The following uses shall constitute "Parking Uses":

Accessory parking, interim surface parking lot and public and private parking garage uses.

The following uses shall constitute "Loading Uses":

Loading bay uses.

The following uses shall constitute "Accessory Uses":

Subject to the limitations and restrictions of Article 10 of the Code, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; provided that such use is not specifically forbidden in the district; and provided further that any such use shall be subject to the same restrictions, conditions, limitations, provisos and safeguards as the use to which it is accessory, including but not limited to the following:

- (i) an office, within a building, of an accountant, architect, attorney, dentist, physician, or other professional person who resides in such building.
- (ii) an occupation for profit customarily carried on in a dwelling unit by a person residing therein provided that such occupation is carried on in a main building and requires only equipment ordinarily incident to a dwelling unit and that no nonresident help is employed and that there is no trading in merchandise.
- (iii) the keeping of marine life or laboratory animals incidental to a lawful educational or aquarium use.
- (iv) as accessory uses to Hotel Uses, restaurant, lounge, bar, newstand, health club, fitness center, swimming pool, exhibition hall, conference and meeting facilities, retail and service establishments serving guests and visitors, storage use, office use, and other uses incidental to the operation of a hotel.
- (v) the storage of flammable liquids and gases incidental to a lawful use.
- (vi) permanent dwellings for personnel required to be resident on a lot for the safe and proper operation of a lawful main use.
- (vii) day care center.
- (viii) health club facility, tennis court, swimming pool.
- (ix) amusement games, video games.

EXHIBIT H

MITIGATION SCHEDULE AND PHASING PLANS

[Attached]

EXHIBIT H

Phasing of Project Build-out and Municipal Harbor Plan Public Benefits

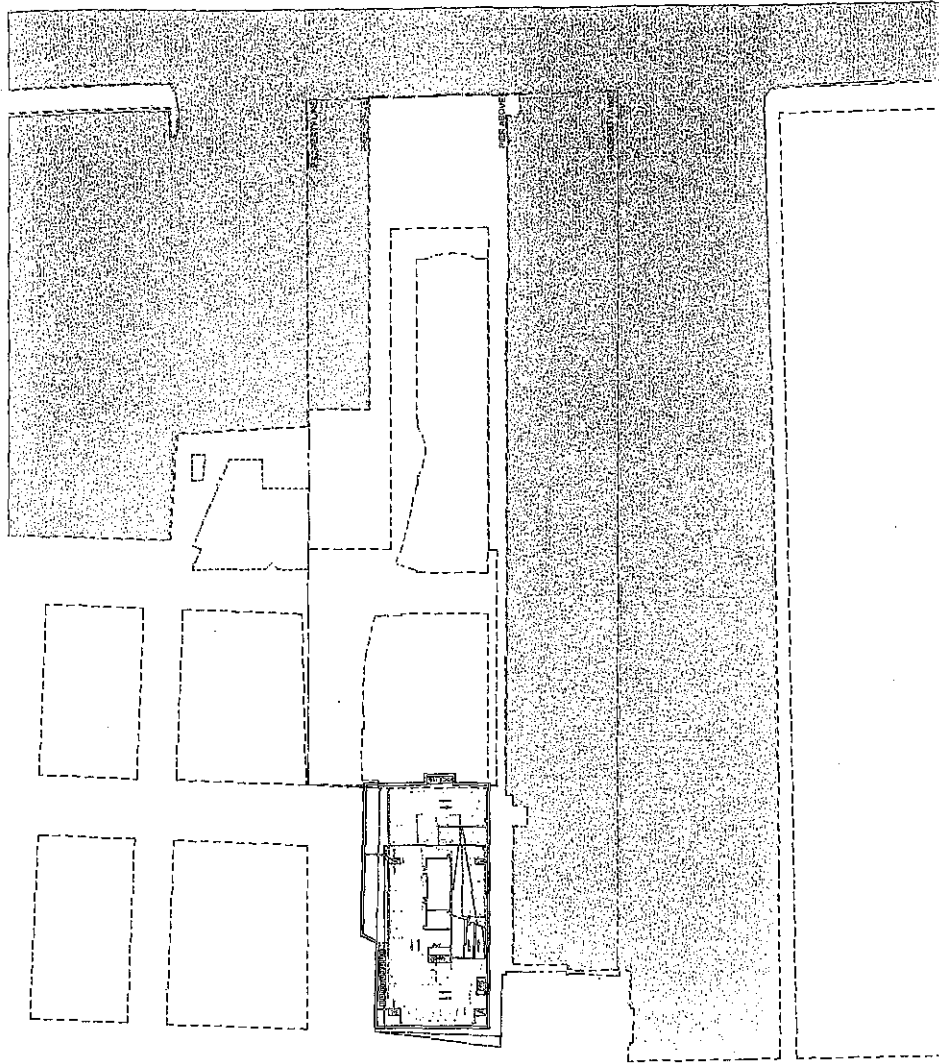
Development Plan for Planned Development Area No.64

Pier 4, South Boston Waterfront Boston Massachusetts

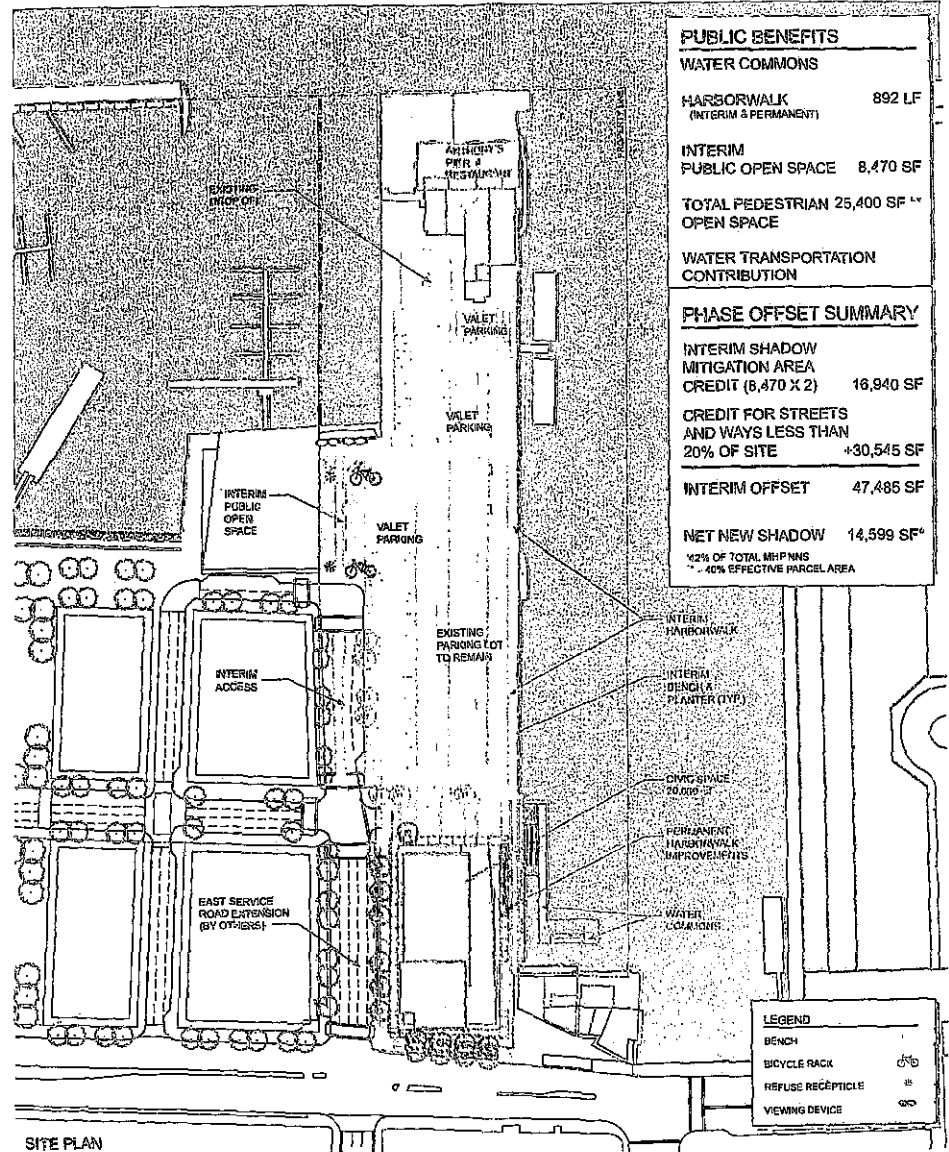
<i>Project Phasing</i>	<i>Phase Offset Summary</i>	<i>Public Benefits</i>
Office Building only (Exhibit PH-1 attached)	Interim Shadow Mitigation Area Credit (8,470 x 2) 16,940 SF Credit for Streets and ways less than 20% of site +30,545 SF <hr/> INTERIM OFFSET 47,485 SF Net new Shadow 14,599 SF ⁺ ⁺ 42% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ **Harborwalk (720 linear feet interim* and 172 linear feet permanent): 892 linear feet ❖ Water Transportation Contribution: \$300,000 ❖ 20,000 SF Civic Space ❖ Interim Public Open Space: 8,470 square feet ❖ ***Pedestrian Open Space: 25,400 square feet
Hotel Building only (Exhibit PH-2 attached)	Interim Shadow Mitigation Area Credit (10,600 x 2) 21,200 SF Credit for Streets and ways less than 20% of site +27,460 SF <hr/> INTERIM OFFSET 48,600 SF Net new Shadow 9,979 SF ⁺ ⁺ 29% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ **Harborwalk (352 linear feet interim* and 540 linear feet permanent): 892 linear feet ❖ Water Transportation Contribution: \$300,000 ❖ Interim Public Open Space: 10,600 square feet ❖ ***Pedestrian Open Space: 33,000 square feet
Residential Building only (Exhibit PH-3 attached)	Shadow Mitigation Area Credit (10,116 x 2) 20,232 SF Credit for Streets and ways less than 20% of site +24,084 SF <hr/> OFFSET 44,316 SF Net new Shadow 7,820 SF ⁺ ⁺ 23% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ Harborwalk (1492 linear feet interim* and 308 linear feet permanent): 1,800 linear feet ❖ Waterfront Plaza ❖ Waterfront Park: 40,000 square feet ❖ Water Transportation Contribution: \$300,000

<i>Project Phasing</i>	<i>Phase Offset Summary</i>	<i>Public Benefits</i>
Office Building and Hotel/Residential Building (Exhibit PH-4 attached)	Interim Shadow Mitigation Area Credit (14,000 x 2) 28,000 SF Credit for Streets and ways less than 20% of site +27,460 SF <hr/> INTERIM OFFSET 56,460 SF Net new Shadow 18,611 SF ⁺ ⁺ 54% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ **Harborwalk (458 linear feet interim* and 434 linear feet permanent): 892 linear feet ❖ Water Transportation Contribution: \$600,000 ❖ 20,000 SF Civic Space ❖ Interim Public Open Space: 14,000 square feet ❖ ***Pedestrian Open Space: 53,500 square feet
Office Building and Residential Building (Exhibit PH-5 attached)	Shadow Mitigation Area Credit (10,116 x 2) 20,232 SF Credit for Streets and ways less than 20% of site +22,571 SF <hr/> OFFSET 42,803 SF Net new Shadow 23,532 SF ⁺ ⁺ 68% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ Harborwalk (1492 linear feet interim* and 308 linear feet permanent): 1,800 linear feet ❖ Waterfront Plaza ❖ Waterfront Park: 40,000 square feet ❖ Water Transportation Contribution: \$600,000 ❖ 20,000 SF Civic Space
Residential Building and Hotel/Residential Building (Exhibit PH-6 attached)	Shadow Mitigation Area Credit (10,116 x 2) 20,232 SF Credit for Streets and ways less than 20% of site +19,918 SF <hr/> OFFSET 40,150 SF Net new Shadow 15,197 SF ⁺ ⁺ 44% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ Harborwalk (1800 linear feet permanent): 1,800 linear feet ❖ Waterfront Plaza ❖ Waterfront Park: 40,000 square feet ❖ Water Transportation Contribution: \$600,000
Full Build – Office Building, Residential Building and Hotel/Residential Building (Exhibit PH-7 attached)	Shadow Mitigation Area Credit (10,116 x 2) 20,232 SF Credit for Streets and ways less than 20% of site +20,680 SF <hr/> OFFSET 40,912 SF Net new Shadow 34,639 SF ⁺ ⁺ 69% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ Harborwalk (1800 linear feet permanent): 1,800 linear feet ❖ Waterfront Plaza ❖ Waterfront Park: 40,000 square feet ❖ Water Transportation Contribution: \$900,000 ❖ 20,000 SF Civic Space

*Interim Harborwalk will be at least 12' wide and will be buffered from adjacent surface parking by landscaping, planters and benches, as shown on the attached plans.



GARAGE LEVEL B-1 PLAN

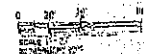


SITE PLAN

PUBLIC BENEFITS	
WATER COMMONS	
HARBORWALK (INTERIM & PERMANENT)	892 LF
INTERIM PUBLIC OPEN SPACE	8,470 SF
TOTAL PEDESTRIAN OPEN SPACE	25,400 SF **
WATER TRANSPORTATION CONTRIBUTION	
PHASE OFFSET SUMMARY	
INTERIM SHADOW MITIGATION AREA CREDIT (8,470 X 2)	16,940 SF
CREDIT FOR STREETS AND WAYS LESS THAN 20% OF SITE	+30,545 SF
INTERIM OFFSET	47,485 SF
NET NEW SHADOW	14,599 SF*
* 1/2% OF TOTAL MIFPMS	
** 40% EFFECTIVE PARCEL AREA	

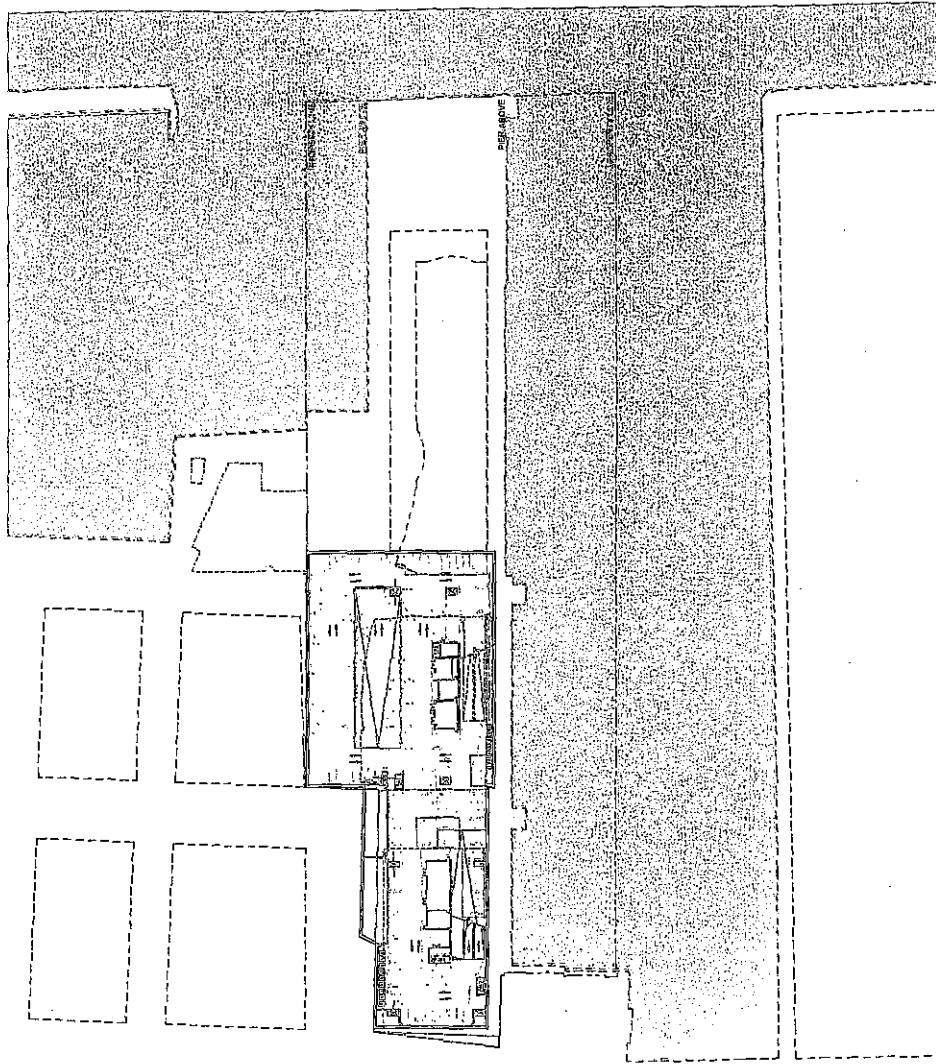


Phasing Diagrams
Office Only

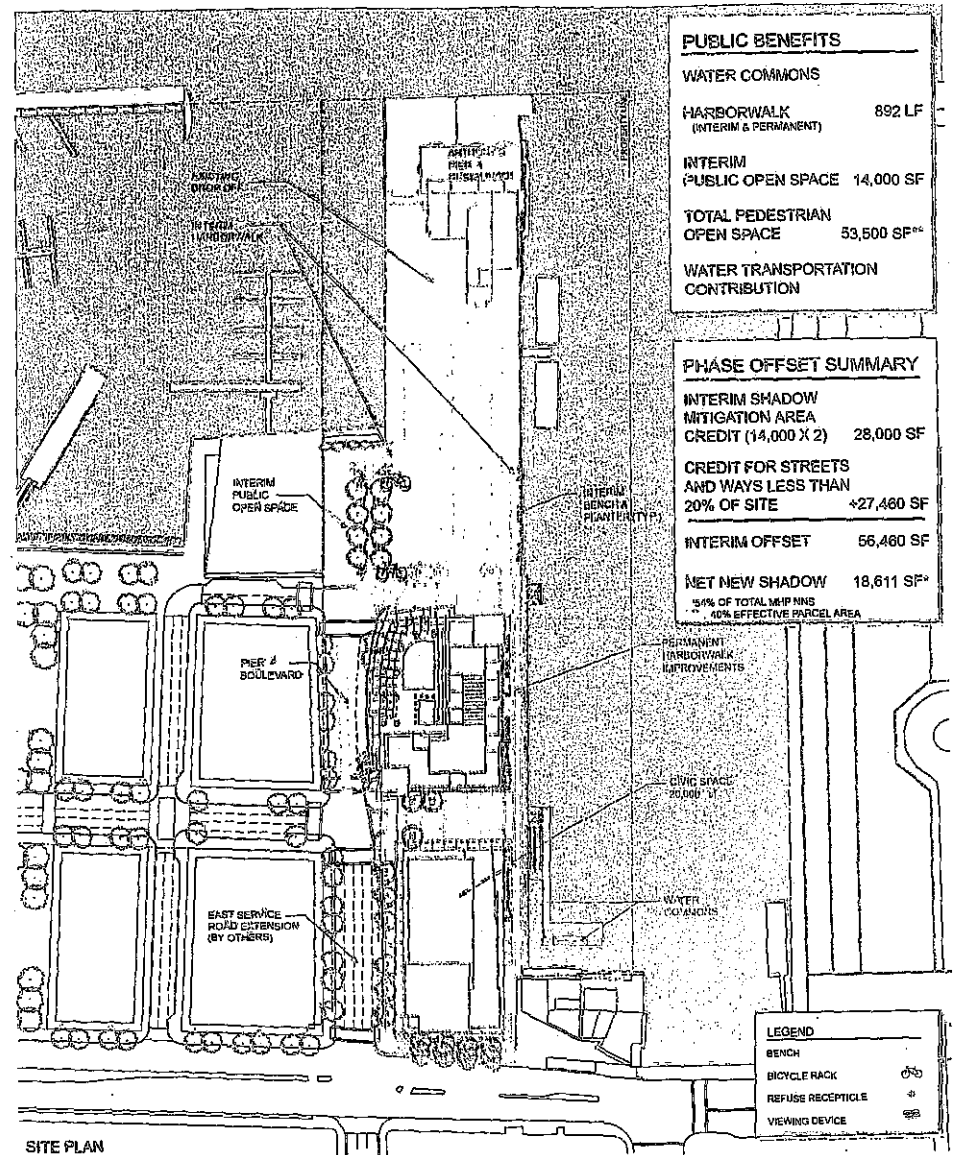


Newland

01/20/2014
10:11 AM
RPH
01/20/2014
10:11 AM
01/20/2014
10:11 AM



GARAGE LEVEL B-1 PLAN



SITE PLAN

PUBLIC BENEFITS	
WATER COMMONS	
HARBORWALK (INTERIM & PERMANENT)	892 LF
INTERIM PUBLIC OPEN SPACE 14,000 SF	
TOTAL PEDESTRIAN OPEN SPACE	53,500 SF**
WATER TRANSPORTATION CONTRIBUTION	

PHASE OFFSET SUMMARY	
INTERIM SHADOW MITIGATION AREA CREDIT (14,000 X 2) 28,000 SF	
CREDIT FOR STREETS AND WAYS LESS THAN 20% OF SITE <27,480 SF	
INTERIM OFFSET	56,480 SF
NET NEW SHADOW	18,611 SF*
* 5% OF TOTAL MHP NNS	
** 40% EFFECTIVE PARCEL AREA	

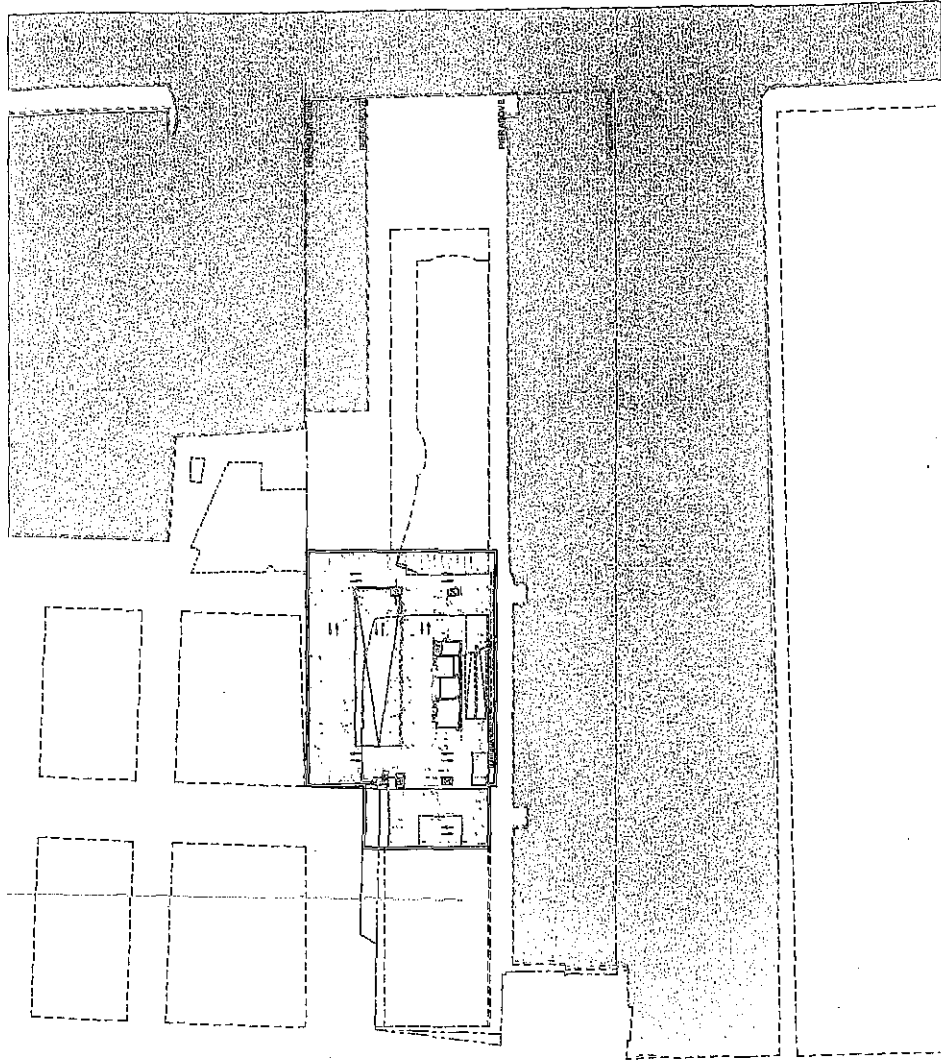
Pier 4

Phasing Diagrams
Office - Hotel Phase

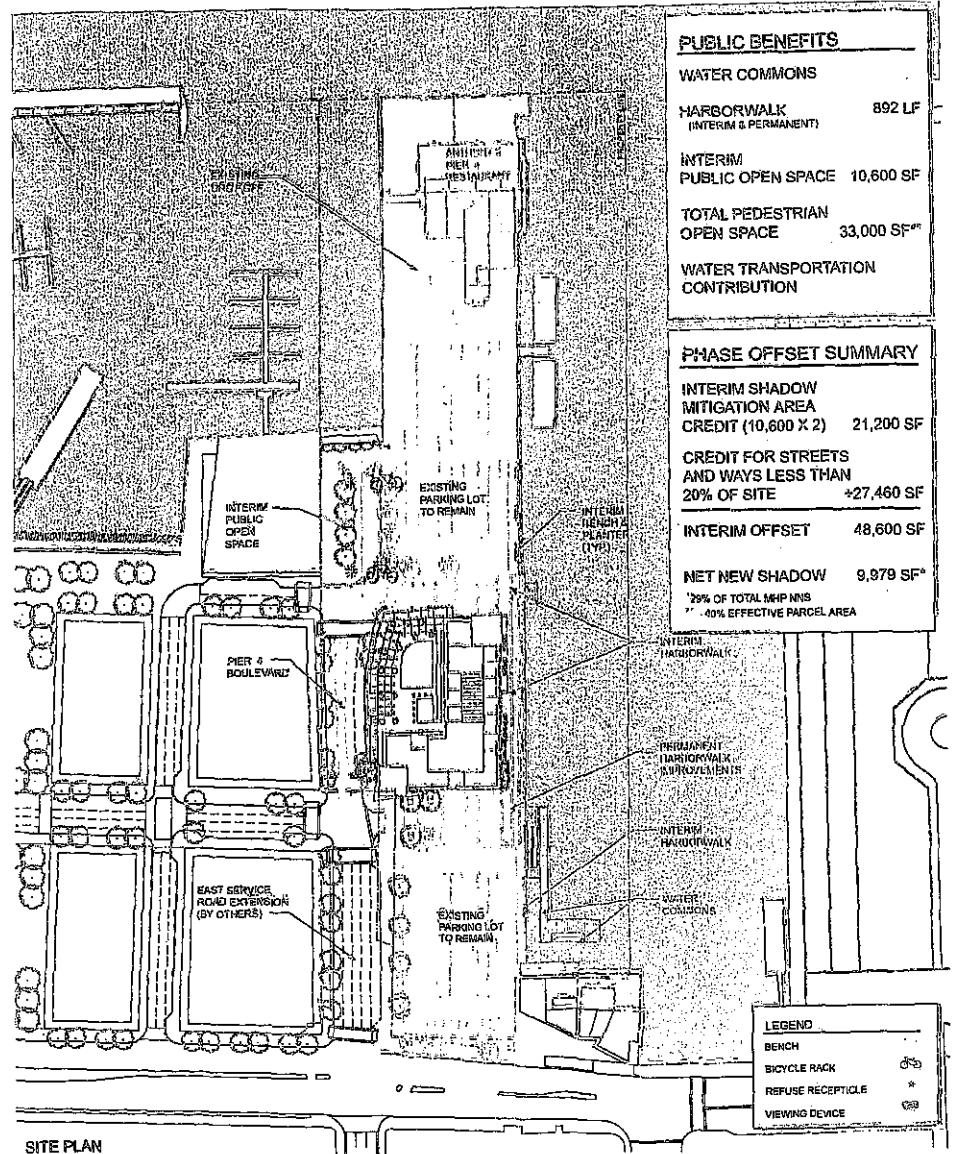


Scale: 1" = 20'
DATE: 11/11/11
BY: [Signature]

New York State Department of Transportation
New York State Thruway Authority
4787 ROUTE 28
ALBANY, NY 12212
TEL: 518/474-3000
WWW.NYSDEPARTMENTOFTRANSPORTATION.NY.GOV



GARAGE LEVEL B-1 PLAN



SITE PLAN

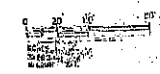
PUBLIC BENEFITS	
WATER COMMONS	
HARBORWALK (INTERIM & PERMANENT)	892 LF
INTERIM PUBLIC OPEN SPACE 10,600 SF	
TOTAL PEDESTRIAN OPEN SPACE	33,000 SF**
WATER TRANSPORTATION CONTRIBUTION	

PHASE OFFSET SUMMARY	
INTERIM SHADOW MITIGATION AREA CREDIT (10,600 X 2)	21,200 SF
CREDIT FOR STREETS AND WAYS LESS THAN 20% OF SITE	+27,460 SF
INTERIM OFFSET	48,600 SF
NET NEW SHADOW	9,979 SF*
* 25% OF TOTAL MHP NIS	
** 40% EFFECTIVE PARCEL AREA	

LEGEND	
BENCH	☐
BICYCLE RACK	⊗
REFUSE RECEPTACLE	*
VIEWING DEVICE	⊙

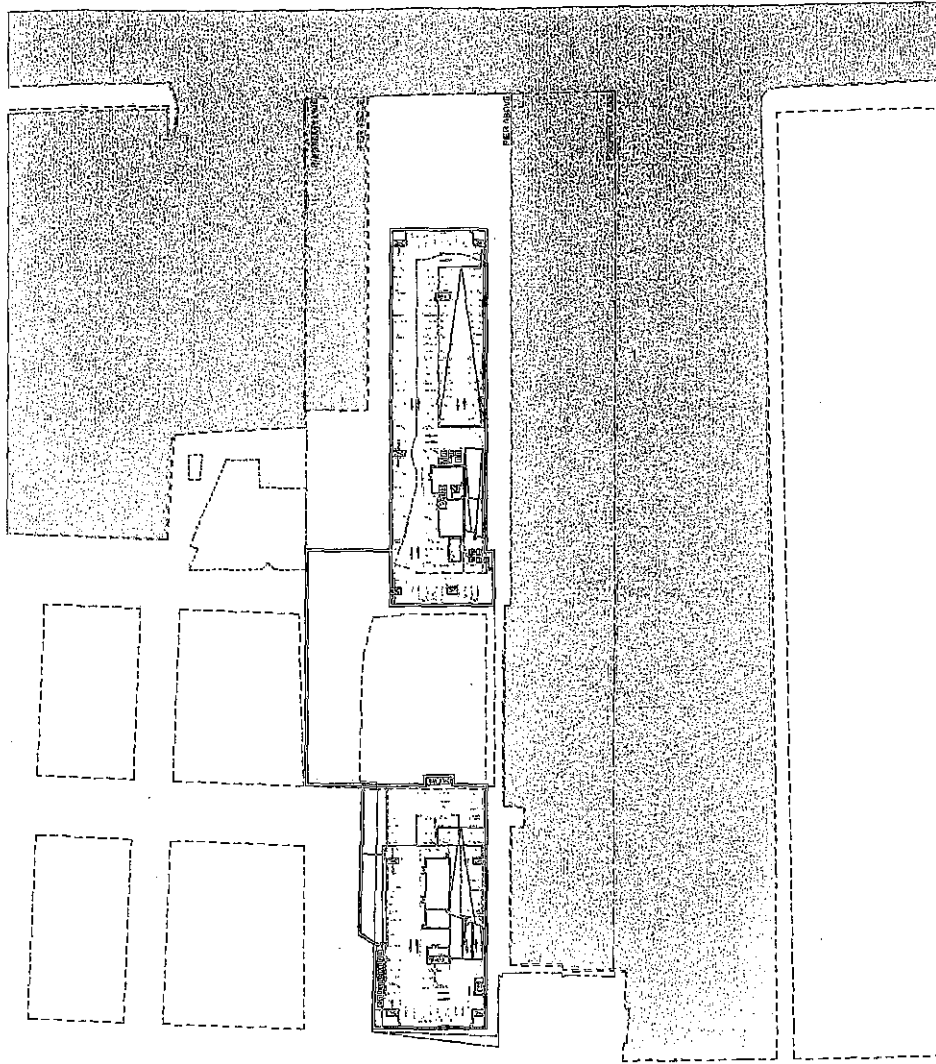


Phasing Diagrams
Hotel Only

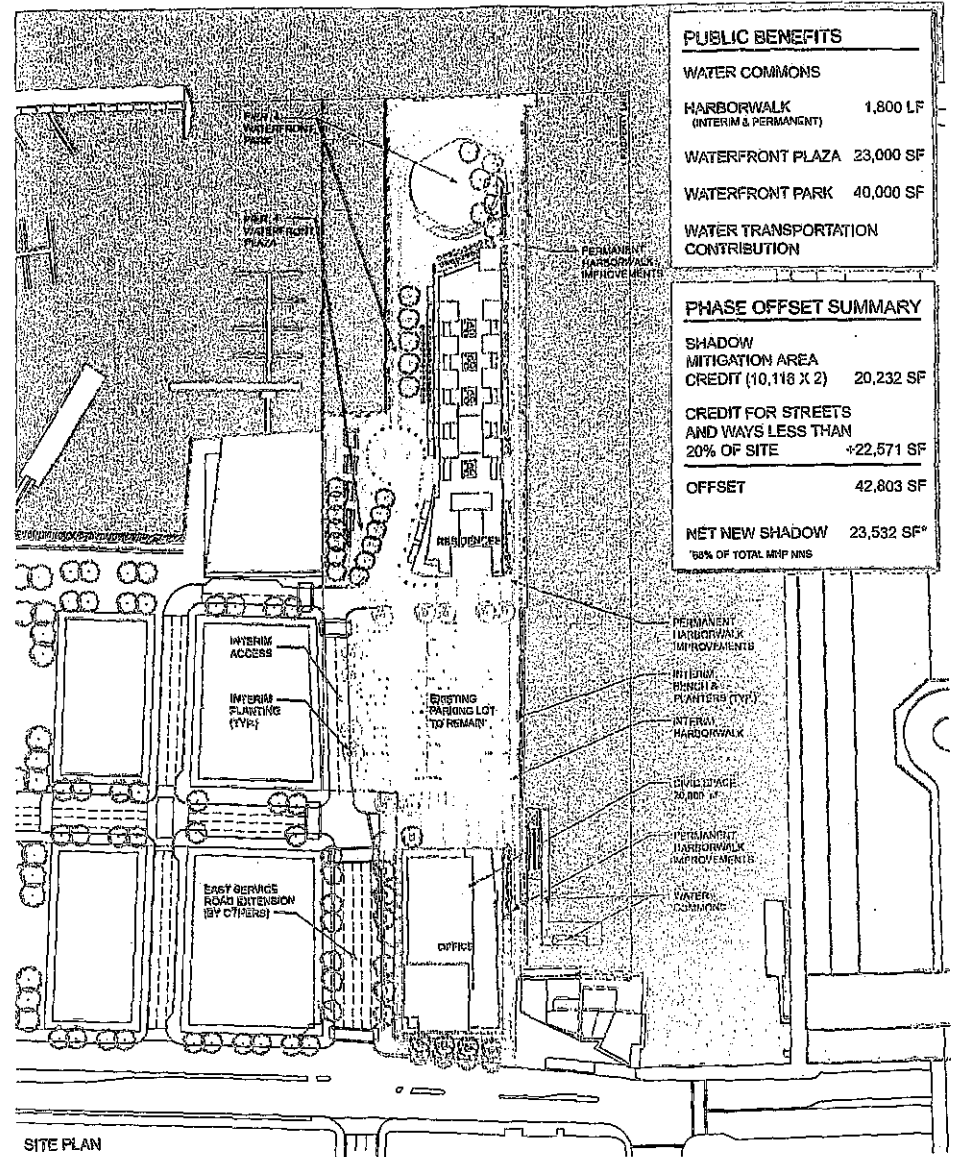


New England
Architectural Firm

PROJECT NO. 100-100-100-100
DATE: 10/10/10
SCALE: AS SHOWN
DRAWN BY: [Name]
CHECKED BY: [Name]



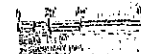
GARAGE LEVEL B-1 PLAN

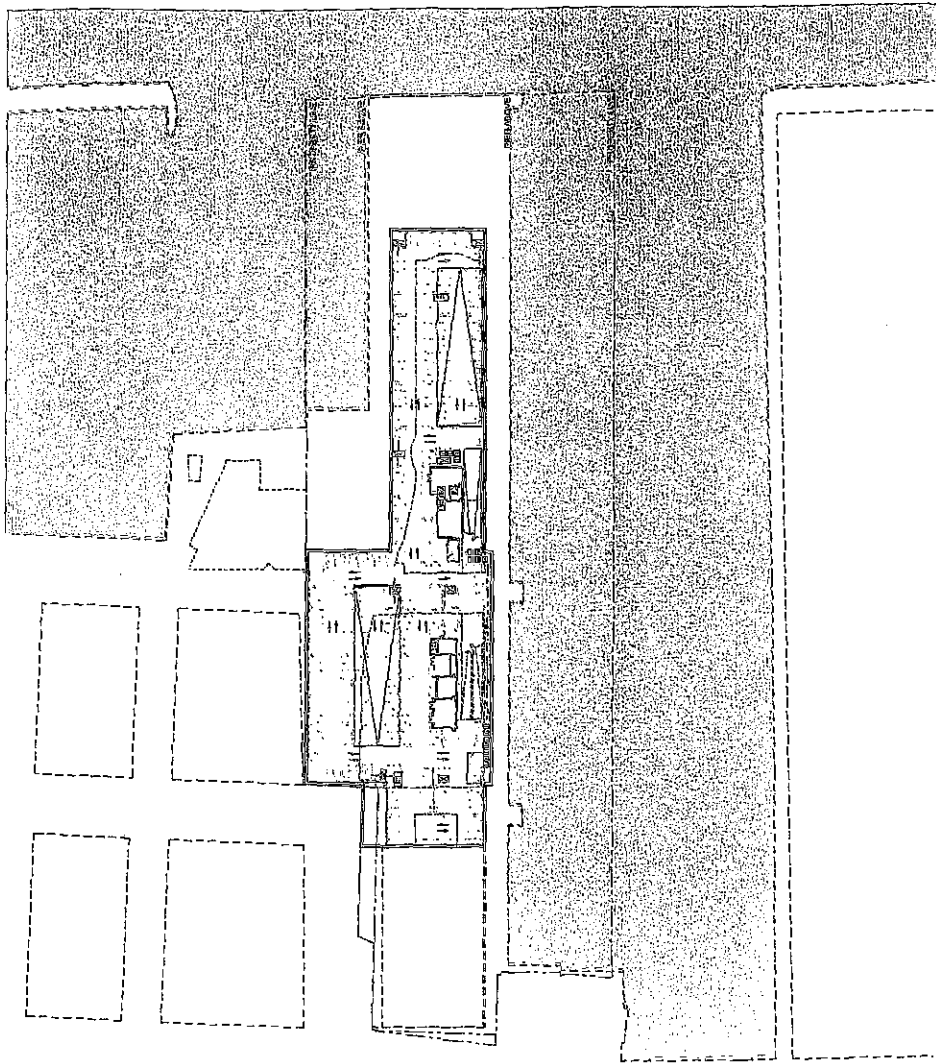


SITE PLAN

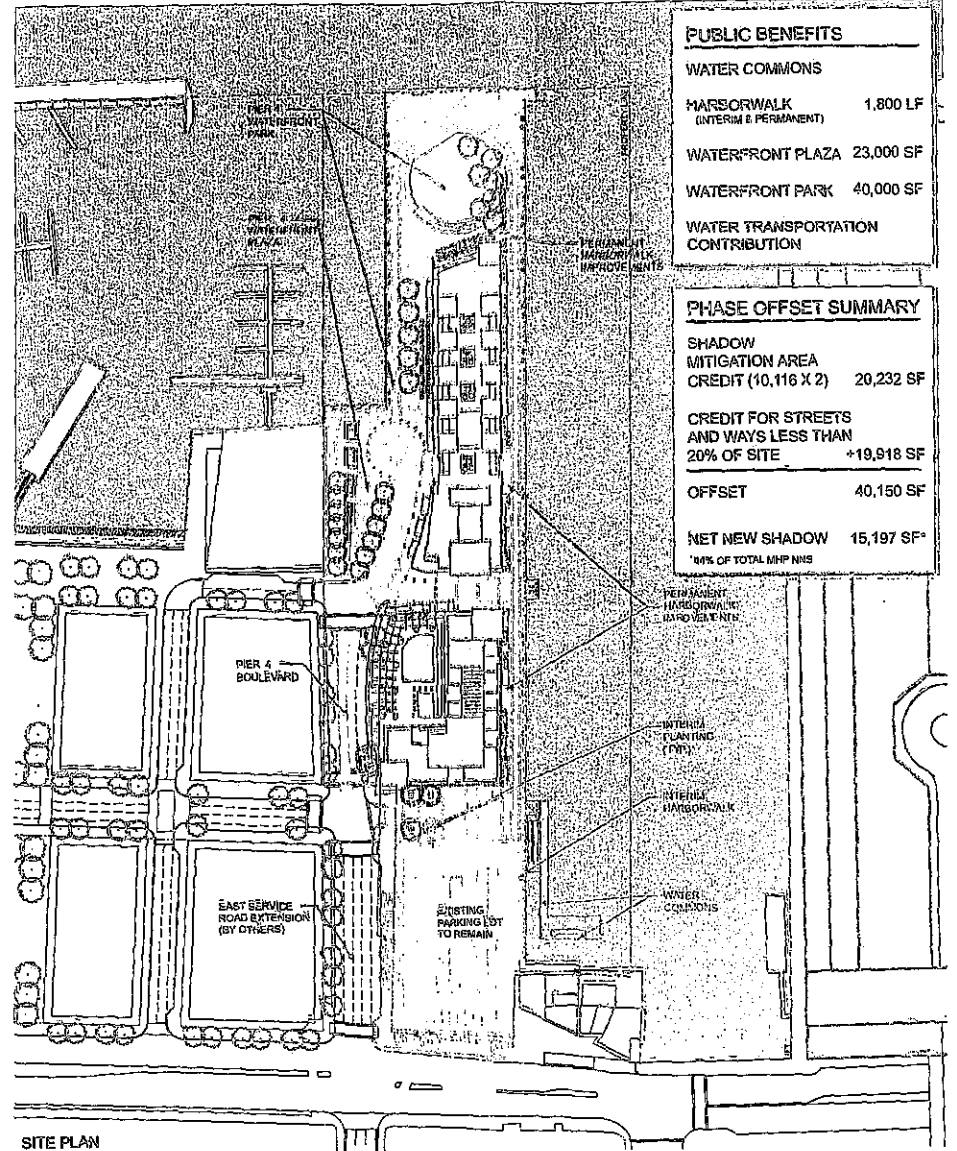
PUBLIC BENEFITS	
WATER COMMONS	
HARBORWALK (INTERIM & PERMANENT)	1,800 LF
WATERFRONT PLAZA	23,000 SF
WATERFRONT PARK	40,000 SF
WATER TRANSPORTATION CONTRIBUTION	

PHASE OFFSET SUMMARY	
SHADOW MITIGATION AREA CREDIT (10,116 X 2)	20,232 SF
CREDIT FOR STREETS AND WAYS LESS THAN 20% OF SITE	+22,571 SF
OFFSET	42,803 SF
NET NEW SHADOW	23,532 SF*
*8% OF TOTAL MIP NNS	





GARAGE LEVEL B-1 PLAN



SITE PLAN

PUBLIC BENEFITS	
WATER COMMONS	
HARBORWALK (INTERIM & PERMANENT)	1,800 LF
WATERFRONT PLAZA	23,000 SF
WATERFRONT PARK	40,000 SF
WATER TRANSPORTATION CONTRIBUTION	

PHASE OFFSET SUMMARY	
SHADOW MITIGATION AREA CREDIT (10,116 X 2)	20,232 SF
CREDIT FOR STREETS AND WAYS LESS THAN 20% OF SITE	+19,918 SF
OFFSET	40,150 SF
NET NEW SHADOW	15,197 SF*
*8% OF TOTAL MHP NNS	

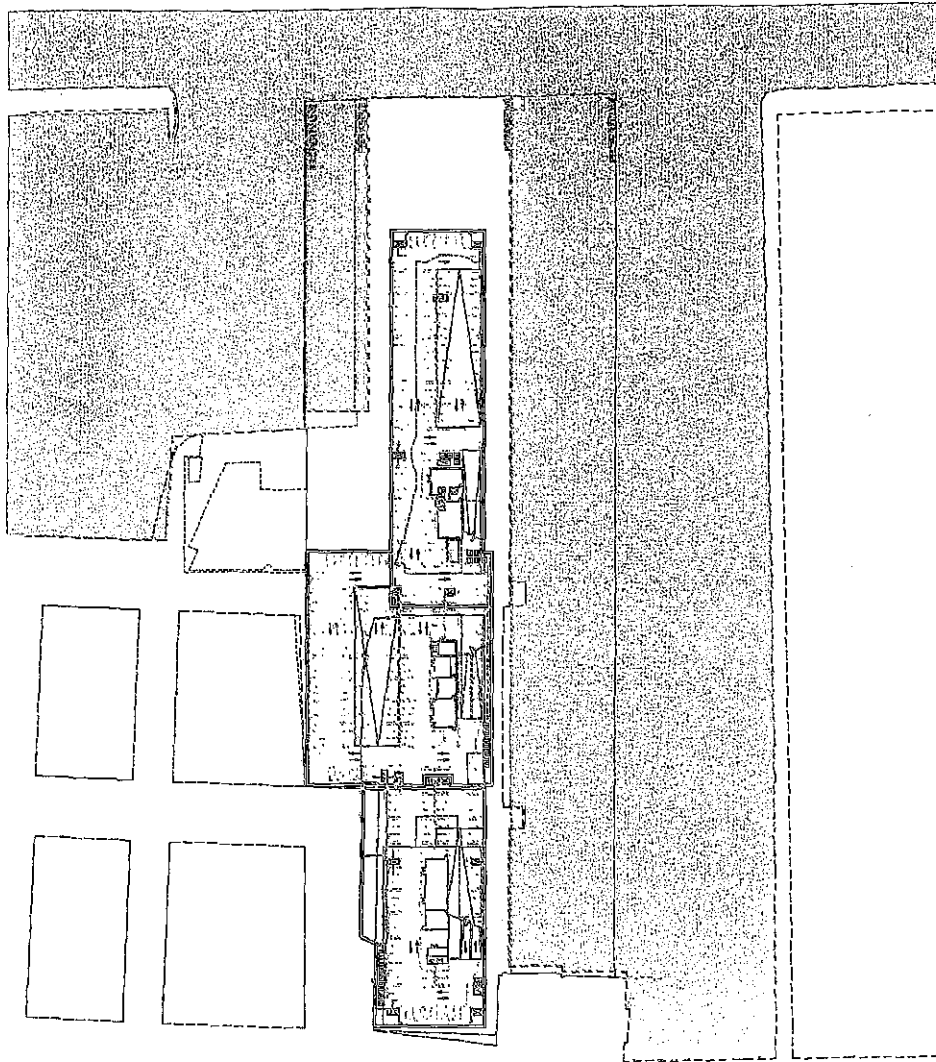
Pier 4

Phasing Diagrams
 ALL PHASING DIAGRAMS

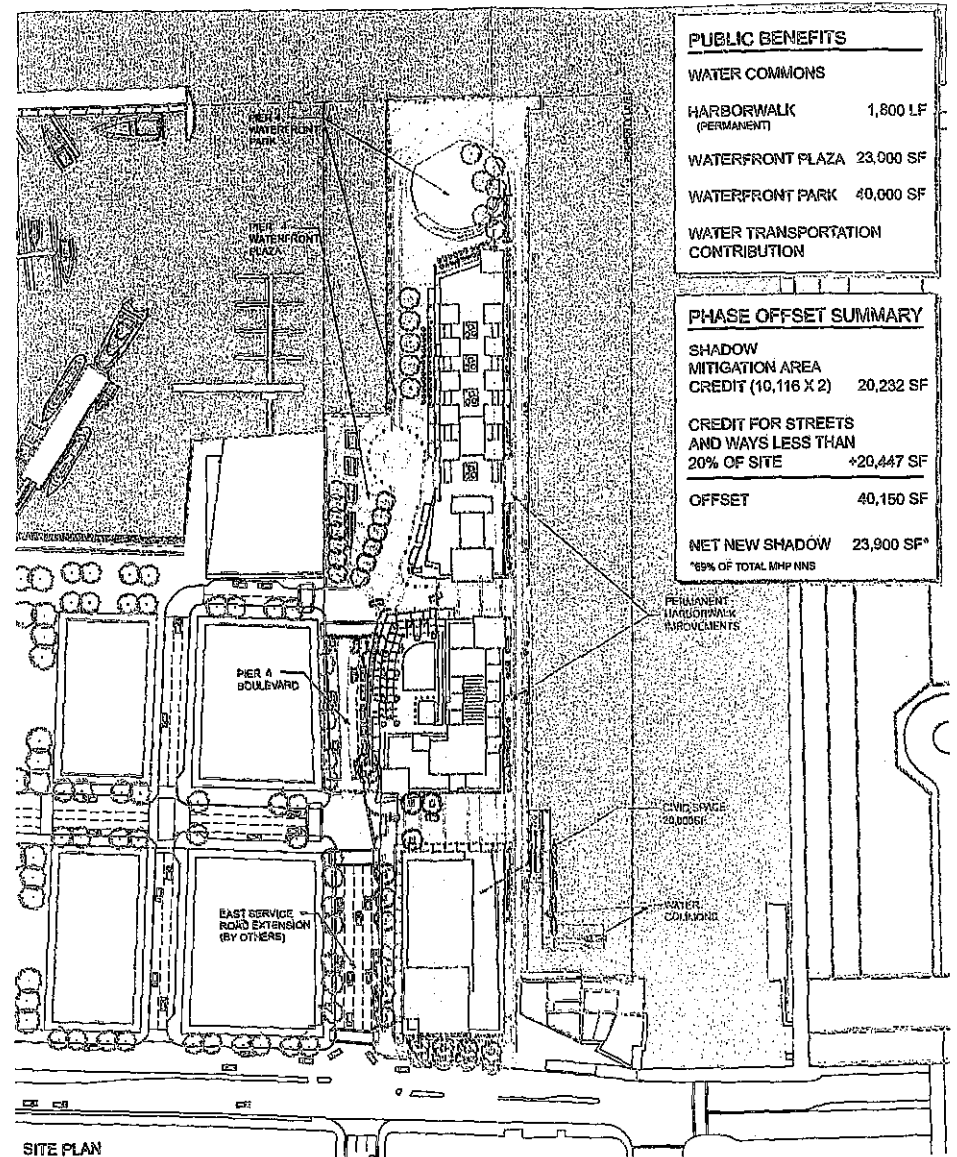


New England

PROJ: 1000000000
 SHEET: 1000000000
 DATE: 10/10/2010
 TIME: 10:10:10
 USER: 1000000000



GARAGE LEVEL B-1 PLAN



SITE PLAN

PUBLIC BENEFITS	
WATER COMMONS	
HARBORWALK (PERMANENT)	1,800 LF
WATERFRONT PLAZA	23,000 SF
WATERFRONT PARK	40,000 SF
WATER TRANSPORTATION CONTRIBUTION	

PHASE OFFSET SUMMARY	
SHADOW MITIGATION AREA CREDIT (10,116 X 2)	
	20,232 SF
CREDIT FOR STREETS AND WAYS LESS THAN 20% OF SITE	
	+20,447 SF
OFFSET	40,150 SF
NET NEW SHADOW	23,900 SF*
*65% OF TOTAL LIMP MNS	

PERMANENT HARBOURWALK IMPROVEMENTS

CIVIL SPACE 20,000 SF

WATER COMMONS

Pier 4

Phasing Diagrams
Full Build Out



0 10' 20'
SCALE: 1" = 10'
DATE: 01/20/2017

New England

© 2017 New England
1000 WASHINGTON STREET
DORCHESTER, MA 01917
TEL: 617.552.1000
WWW.NECONSTRUCTION.COM

FACT SHEET

Development Plan for Planned Development Area No. 64 ("PDA")

Pier 4, South Boston Waterfront, Boston, Massachusetts

- Proponent:** NED LLC (d/b/a New England Development LLC)
- Project Site:** The project site (the "Site") is approximately 412,745 square feet in area (9.5 acres), including approximately 232,354 square feet of buildable land (approximately 5.3 acres) and approximately 180,391 square feet of Land Under Ocean (approximately 4.2 acres), and is located in the South Boston Waterfront section of Boston, Massachusetts. A legal description of the Site is attached as Exhibit A to this Fact Sheet.
- Project Description:** The Project is a mixed use project that will include up to 1,001,700 square feet of gross floor area in three new buildings, including at least 20,000 square feet of gross floor area devoted to civic uses, up to 385,000 square feet of gross floor area devoted to office and other similar uses, up to 327,500 square feet of gross floor area devoted to residential uses, up to 227,200 square feet of gross floor area devoted to hotel uses, and up to 35,000 square feet of gross floor area devoted to other uses. In total, the Project is expected to include up to 250 residential units and up to 250 hotel rooms. The Project is also expected to include a three-level underground parking garage containing a maximum of 1,200 parking spaces, which will serve the Project and provide at least 200 paid public parking spaces. The Project is also expected to contribute significant improvements to the public realm, including an approximately one-acre "Waterfront Park" of at least 40,000 square feet (approximately one acre) in size at the northern end of the Site, a "Waterfront Plaza" of at least 23,000 square feet in size at the cove on the western side of the Site, a "Water Commons" consisting of an area at least 4,000 square feet in size accessible from the water surface and from the City's Harborwalk which will include facilities for a water taxi landing area with covered seating areas, touch-and-go public docking space, a bait and tackle shop and equipment rental, a fish cleaning station, and other facilities open to the public to be located on the southeasterly side of the Site, and at least 1,800 linear feet of Harborwalk. The building located on the northern portion of the Site, which will accommodate primarily residential uses, will be up to 100 feet in height. The building located in the center of the Site, which will accommodate primarily hotel and residential uses, will be up to 170 feet in height. The building located on the southern portion of the Site, which will accommodate primarily office and other similar uses, will be up to 250 feet in height.
- Project Uses:** The Project will be a mixed-use development incorporating a variety of uses permitted under the PDA, including without limitation office, residential, hotel, retail, service, restaurant, gallery, open space, educational, cultural, civic, community, cultural, recreational, entertainment, fitness center, accessory parking and parking garage uses, as well as water dependent uses and water related uses, such as marina uses, bait and tackle facilities, and dock and landing uses, and uses accessory to any of the foregoing uses.

Existing Zoning:

Under the Boston Zoning Code (the "Code"), the Site is located within (i) the Waterfront Transition Zone of the Fort Point Waterfront section of the Harborpark District established under Article 42E of the Code, as shown on Map 4A/4B of the City of Boston Zoning Maps, (ii) the South Boston Inner Harbor Subdistrict of the South Boston Waterfront Interim Planning Overlay District established under Article 27P of the Code, and (iii) the Restricted Parking District. The Site will be located entirely within in a zoning district designated "D" after giving effect to Map Amendment Application No. 507, submitted with the PDA. The Site is also located within the area subject to Master Plan for Planned Development Area No. 24 and Map Amendment No. 191, effective March 27, 1986; the PDA would supersede such prior plan. The Site is located in an area which the Seaport Public Realm Plan, issued by the BRA in February, 1999, designated as the "The Fort Point Channel District" and targeted for mixed use development, including public, civic, hotel, office, residential and retail uses.

Changes to Zoning:

The PDA, in accordance with the City's South Boston Municipal Harbor Plan (as modified and approved by the Secretary of the Executive Office of Environmental Affairs, the "MHP"), would change the dimensional requirements of the Code that would otherwise be applicable to the Site relating to Maximum Building Height and Maximum Floor Area Ratio and would modify requirements of the Code that would otherwise be applicable to the Site, including without limitation provisions relating to Waterfront Yard Areas, Open Space and Facilities of Public Accommodation. In addition, the PDA would allow certain additional Allowed Uses within the Site, as more particularly defined and described in the PDA. The PDA also allows parking spaces within the Restricted Parking District without the need for a conditional use permit from the Board of Appeal and provides certain other zoning relief required to construct the Project in accordance with the schematic plans that are incorporated into the PDA as Exhibit E.

Public Benefits

Public benefits that will be provided by the Project include the following:

- Repair or replace the existing aging and deteriorating pier.
- Encourage a 24-hour neighborhood and enhance street life by adding residential, hotel, office, retail, civic and commercial uses to the Seaport area.
- Relocate surface parking uses to below grade structures and open up surface area for active uses.
- Create a permeable pedestrian and vehicular network across the Site and connect the Site with the adjacent neighborhoods by creating means of pedestrian and vehicular access across the Site and bringing new active uses into the area.
- Create significant new infrastructure, civic space, open space and other improvements that will enhance public access to the waterfront and establish new water-dependent uses on the Site, including a signature approximately one-acre Waterfront Park, a Waterfront Plaza, 1,800 linear feet of Harborwalk, a Water Commons containing a water taxi landing area with covered waiting area, a fish cleaning station, a bait and tackle shop, and a

“touch and go” dock, a 20,000 square foot civic space, an All Seasons Gathering Area that will connect to the civic space, and public restrooms accessible via the Harborwalk.

- Create up to 250 new residential units.
- Create significant new, on-site affordable housing, equivalent to 10% of the total number of residential units on-site, in accordance with Mayor Menino’s Executive Order dated February 29, 2000 and entitled “An Order Relative to Affordable Housing”..
- Generate new hotel tax revenues estimated to average \$3 million to \$4.5 million annually.
- Generate substantially increased real estate tax revenues to the City, estimated to total \$8 million annually, upon full Project development.
- Produce up to \$3,928,896 in housing linkage payments and up to \$787,968 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). The foregoing amounts are calculated assuming (i) a per square foot housing linkage contribution amount of \$7.18 and a per square foot jobs linkage contribution amount of \$1.44, (ii) 647,200 square feet of floor area within the Project devoted to development impact uses, including 227,200 square feet of floor area devoted to hotel uses, 385,000 square feet of floor area devoted to office uses and 35,000 square feet of floor area devoted to retail, restaurant and other similar uses, and (iii) application of the 100,000 square foot exemption to result in a total of 547,200 square feet of floor area within the Project generating housing and jobs linkage payments.
- Create 500 to 600 construction jobs and 300 to 400 permanent jobs (not including jobs created by tenants of the office building).
- Preserve 56% of the buildable Site area for open space (including streets) and 40% for open space (not including streets).
- 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.
- Construct certain off-Site transportation infrastructure improvements, as more fully set forth in the FPIR/FEIR, including signal timing modifications, a new traffic signal at the intersection of East Service Road Extension and Old Northern Avenue and capacity enhancing roadway modifications at the B Street/Seaport Boulevard intersection.
- Provide water transportation contributions (including direct cash payments to DEP and capital expenditures for water transportation infrastructure improvements) estimated to total approximately \$2 million.
- Provide for off-site sewer infrastructure improvements to reduce inflow and infiltration into the sewer system within the South Boston Waterfront District.

EXHIBIT A

LEGAL DESCRIPTION

The Site is comprised of approximately 412,745 SF and is depicted on the plan prepared by Harry R. Feldman, Inc. and attached hereto as Exhibit B. The metes and bound description of the Site is as follows:

A certain parcel of land located on the northeast side of Northern Avenue in Boston, Massachusetts, bounded and described as follows:

Beginning at a point on the proposed northerly sideline of Seaport Boulevard, said point being the southeast corner of the herein-described parcel;

thence running N 53°18'34"W, a distance of 156.65 feet by said sideline of Seaport Boulevard;

thence turning and running N 30°52'31"E, a distance of 109.48 feet by the proposed easterly sideline of East Service Road extension;

thence turning and running N 34°06'26"W, a distance of 22.02 feet along the northeasterly sideline of Northern Avenue;

thence turning and running N 30°52'03"E, a distance of 185.02 feet along the proposed easterly sideline of East Service Road extension;

thence turning and running N 58°06'49"W, a distance of 69.66 feet along the proposed northerly sideline of East Service Road Extension;

thence turning and running N 29°46'00"E, a distance of 849.69 feet by land now or formerly of Fan Pier Land Company;

thence turning and running S 61°20'15"E, a distance of 382.84 feet by Boston Inner Harbor;

thence turning and running S 29°44'50"W, a distance of 1095.37 feet by land now or formerly of the Commonwealth of Massachusetts;

thence turning and running N 57°04'54"W, a distance of 58.66 feet by land now or formerly of The McCourt Broderick Limited Partnership;

thence turning and running N 77°46'27"W, a distance of 6.43 feet by land now or formerly of The McCourt Broderick Limited Partnership;

thence turning and running N 30°24'22"E, a distance of 4.65 feet by land now or formerly of Haynes Realty Corp. of Boston;

thence turning and running N 60°22'04"W, a distance of 73.00 feet by land now or formerly of Haynes Realty Corp. of Boston;

thence turning and running S 30°32'05"W, a distance of 3.50 feet by land now or formerly of Haynes Realty Corp. of Boston;

thence turning and running N 59°27'55"W, a distance of 5.00 feet by land now or formerly of Haynes Realty Corp. of Boston;

thence turning and running S 30°32'05"W, a distance of 89.64 feet in part by land now or formerly of Haynes Realty Corp. of Boston to the point of beginning.

The above-described parcel of land contains an area of 412,745 square feet (9.475 acres), more or less.

BOARD APPROVED

MEMORANDUM

MARCH 24, 2005

TO: BOSTON REDEVELOPMENT AUTHORITY AND
MARK MALONEY, DIRECTOR

FROM: TOM MILLER, DIRECTOR OF ECONOMIC DEVELOPMENT
JAY RUSSO, DEPUTY DIRECTOR FOR DEVELOPMENT REVIEW
DAVID CARLSON, SENIOR ARCHITECT
HEATHER CAMPISANO, PROJECT MANAGER

SUBJECT: PIER 4 PROJECT, SOUTH BOSTON WATERFRONT,
MASSACHUSETTS

EXECUTIVE
SUMMARY:

This memorandum requests that the Boston Redevelopment Authority ("BRA" or "Authority") consider the Pier 4 project (the "Proposed Project") as a Development Impact Project within the meaning of Section 80B-7 of the Boston Zoning Code (the "Code"), the Development Plan for Planned Development Area No. 64, Pier 4, South Boston Waterfront, substantially in the form submitted to the BRA on December 3, 2004 and as subsequently revised in response to comments received from the BRA and others (as so revised, the "Development Plan"), and authorize the Director to (1) issue an Adequacy Determination pursuant to Section 80B-5.5(c) and Section 80B-4.3 of the Code approving the Final Project Impact Report for the Proposed Project (the "FPIR"); (2) issue a Certification of Compliance for the Proposed Project, pursuant to Section 80B-6 of the Code, upon successful completion of the Article 80 Large Project Review process; (3) petition the Zoning Commission of the City of Boston for approval of the Development Plan and an accompanying map amendment to "Map 4A/4B Harborpark District: Fort Point Waterfront and Dorchester Bay/Neponset River Waterfront;" (4) issue a Certification of Consistency for the Proposed Project, pursuant to Section 80C-8 of the Code, upon successful completion of the Article 80 Large Project Review and Planned Development Area Review processes; and (5) execute and deliver a Cooperation Agreement, an Affordable Housing Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and any and all other agreements and documents that the Director deems appropriate and necessary with respect to the Proposed Project.

PROJECT SITE

The Pier 4 site, located at 136-146 Northern Avenue in Boston, Massachusetts, which is approximately 412,745 square feet in area (9.5 acres), including approximately 232,354 square feet of buildable land (5.3 acres) and approximately 180,391 square feet of Land

Under Ocean (4.2 acres), is bounded by the Fan Pier area to the west and Commonwealth Pier to the east (the "Project Site"). The buildable site area currently consists of a deteriorating pier and is currently improved with the building commonly known as Anthony's Pier 4 Restaurant and associated surface parking. The footprint of the existing building and patio is approximately 55,108 square feet. Upon completion of construction of the proposed new street grid in the area, the Project Site will have frontage on the new East Service Road Extension to the west and the new Seaport Boulevard to the south.

PROPOSED PROJECT

The Proposed Project involves the demolition of the existing restaurant and patio on the Project Site and the construction of three new buildings, including an office building on the southern portion of the Project Site, a residential building on the northern portion of the Project Site, and a building on the center portion of the Project Site which is expected to be used for hotel and residential uses. NED LLC (d/b/a New England Development LLC) (the "Developer") proposes a total development program of up to 1,001,700 square foot feet of gross floor area, including at least 20,000 square feet of civic space on the ground and mezzanine levels of the office building with an open atrium area and separate ground floor entries, up to 385,000 square feet of office space, up to 327,500 square feet of residential space, up to 227,200 square feet of hotel uses, and up to 35,000 square feet of space devoted to retail and restaurant uses. In total, the Proposed Project is expected to include up to 250 residential units and up to 250 hotel rooms. In accordance with the Municipal Harbor Plan ("MHP") requirements, the heights of the residential, hotel/residential, and office buildings will be 100 feet, 170 feet, and 250 feet respectively. This will allow for a reduction of the scale of the buildings nearest the water's edge and maintain view corridors from the inland areas. A three-level underground parking garage containing not more than 1,200 parking spaces, serving all three buildings and providing paid public parking, is also proposed. The Proposed Project may also include 15 to 20 short-term street-level parking spaces for valet, drop-off and other similar uses, subject to appropriate City of Boston approvals.

The Proposed Project will include significant improvements to the public realm, including a "Waterfront Park" of at least 40,000 square feet (approximately one acre) in size at the northern end of the Project Site, a "Waterfront Plaza" of at least 23,000 square feet in size at the cove on the western side of the Project Site adjacent to the Institute of Contemporary Art Museum (the "ICA") being constructed on the abutting Fan Pier land, a "Water Commons" consisting of an area at least 4,000 square feet in size accessible from the water surface and from the City's Harborwalk which will include facilities for a water taxi landing area with covered seating areas, touch-and-go public docking space, a bait and tackle shop and equipment rental, a fish cleaning station, and other facilities open to the public to be located on the southeasterly side of the Project Site, and at least 1,800 linear feet of the City's Harborwalk. These open spaces will be developed at certain stages in the construction of the Proposed Project, as set forth in the Development Plan and as shown on Exhibit B attached hereto. These spaces will be dedicated spaces, perpetually open for public use. In addition, the Developer will perpetually maintain these open spaces as first class public open spaces (i.e., in the manner in which Post Office Square Park in Boston is currently maintained).

The Proposed Project also includes improvements that will activate the watershed and enhance water-dependent activities. The Water Commons will encourage public use of the waterfront by providing a water taxi landing area with covered seating, touch-and-go docking for public recreational boating, a bait and tackle shop with pole rental, a fish cleaning station, and other facilities open to the public. The Proposed Project is also designed to allow for the potential future development of marina slips on the eastern and western sides of the pier and will complement the adjacent Fan Pier project by providing access to the inner cove for water transportation, boating, and marine activities and by providing a new public plaza that engages and enhances the abutting ICA.

ARTICLE 80 REVIEW

The Proposed Project is subject to Large Project Review under Article 80B of the Code and the Development Plan is subject to Planned Development Area Review under Article 80C of the Code. In addition, the Proposed Project is subject to review by the Executive Office of Environmental Affairs ("EOEA") under the Massachusetts Environmental Policy Act and its implementing regulations ("MEPA"). The Proposed Project is also subject to review and approval by the Massachusetts Department of Environmental Protection ("DEP") under Chapter 91 of the General Laws of Massachusetts and its implementing regulations ("Chapter 91"). The Developer is pursuing approval of the Proposed Project under Chapter 91 through the joint MEPA/Chapter 91 review process as provided in 310 CMR 9.11(4).

On January 30, 2001, the Developer submitted a Letter of Intent to the BRA. On May 18, 2001, the Developer filed a Project Notification Form ("PNF") with the BRA. Notice of receipt by BRA of the PNF was published in the Boston Herald on May 22, 2001, which initiated a 30-day public comment period with a closing date of June 21, 2001. The Notice and the PNF were sent to the City's public agencies pursuant to Section 80A-2 of the Code. Pursuant to Section 80B-5.3 of the Code, a scoping session was held on June 7, 2001 with the City's public agencies. The Developer conducted a public meeting at the Condon School in South Boston on June 13, 2001. The BRA issued a Scoping Determination with respect to the Proposed Project on July 2, 2001.

On May 31, 2002, the Developer submitted to the BRA and to EOEA a Draft Project Impact Report/Draft Environmental Impact Report ("DPIR/DEIR") for the Proposed Project. The BRA's Preliminary Adequacy Determination on the DPIR/DEIR was issued on November 4, 2002. The Proposed Project was subsequently revised to reflect the public comments and dialogue that took place with respect to the DPIR/DEIR. A joint Final Project Impact Report/Final Environmental Impact Report ("FPIR/FEIR") was submitted to the BRA and EOEA on August 16, 2004. Notice of the FPIR/FEIR was published in the Boston Herald on August 18, 2004. The public review and comment period for the FPIR/FEIR was extended and ended on January 21, 2005. On January 28, 2005, EOEA issued a Certificate finding that the FPIR/FEIR adequately and properly complied with MEPA. In accordance with the joint MEPA/Chapter 91 review process under 310 CMR 9.11(4), the Developer also submitted to DEP on August 16, 2004 a Chapter 91 Consolidated Written Determination ("CWD") application for the Proposed Project.

As a component of Large Project Review, the Proposed Project's parking and traffic circulation facilities will be reviewed and approved by the Boston Transportation Department ("BTD"). The Developer will enter into a Transportation Access Plan Agreement with BTD describing transportation mitigation measures to be incorporated into the Proposed Project. In addition, the Developer will enter into a Cooperation Agreement and a Development Impact Project Agreement with the BRA and a Boston Residents Construction Employment Plan with the Boston Employment Commission with respect to the Proposed Project. Also, an Affordable Housing Agreement will be entered into with the Authority with respect to the affordable residential units being developed as part of the Proposed Project. The affirmative marketing plan for the Proposed Project will be subject to review and approval by the Authority and the Boston Fair Housing Commission.

The Developer seeks to achieve zoning compliance for the Proposed Project by submitting the Project Site to a Development Plan for Planned Development Area pursuant to the Planned Development Area Review procedures set forth in Article 80C of the Code. To initiate Planned Development Review under Article 80C of the Code, the Developer submitted its proposed Development Plan for Planned Development Area No. 64 to the BRA on December 3, 2004. The public review and comment period for the Development Plan ended on January 21, 2005. The Development Plan sets forth, with respect to the Proposed Project, the proposed location, appearance and dimensions of structures, open spaces and landscaping, proposed uses, densities, traffic circulation, parking and loading facilities, and access to public transportation and outlines the zoning requirements applicable to the Proposed Project. Attached to this Board Memorandum as Exhibit A is the proposed form of the BRA's Map Amendment Application No. 507 for submission to the Zoning Commission, requesting approval of the zoning map amendment establishing PDA No. 64 for the Project Site. The Development Plan will supersede the existing PDA No. 24, which was approved in connection with an earlier project proposed for the Project Site.

Throughout the Article 80 review process for the Proposed Project, there has been extensive public involvement. The Developer, in cooperation with the BRA, consistently undertook to organize community forums and individual meetings, commencing prior to filing the PNF and continuing during the formal Article 80B Large Project Review of the Proposed Project. The Developer has conducted more than twenty (20) meetings, including approximately five (5) community-wide, public meetings, held either at the Condon School, South Boston, or in the BRA's offices. Smaller meetings have been held with various interested community agencies and organizations, including Save the Harbor/Save the Bay, Boston Harbor Association and MassPort. Also, as part of the Article 80 review process, all Article 80 project documents have been made available for public review at locations accessible to area residents and have been provided to anyone requesting a copy.

The design of the Proposed Project has changed considerably in response to these public reviews and meetings. Changes to the Proposed Project are described in detail in the FPIR/FEIR. These include changes to the Proposed Project's building design, landscaping, traffic circulation and proposed public benefits and mitigation commitments. Additional changes to the Proposed Project and responses to the BRA's comments on the

Proposed Project were described in supplemental materials submitted to the BRA on February 4, 2005. These changes included the addition of interim open space and related public amenities during certain phases of development of the Proposed Project, as shown on Exhibit B attached hereto; an increase in the width of the interim Harborwalk provided during certain phases of development of the Proposed Project, as shown on Exhibit B attached hereto; the increased visibility and activation of the civic space and the lobby of the office building; the addition of on-site day care facilities as described below; the elimination of pedestrian bridges from the Proposed Project; the revision of architectural treatments on all buildings; the elimination of a permanent third access ramp to the garage; and the addition of lobbies in all buildings which provide access from one side of the building to the opposite side.

An Initial Permit was issued on January 12, 2005 for the Project Site by the Boston Air Pollution Control Commission ("BAPCC") under the South Boston Parking Freeze Plan to allow the use of 1280 total parking spaces on the Project Site. The Development Plan and other approvals for the Proposed Project will allow only 1200 garage parking spaces and, subject to applicable City of Boston approvals, 15 to 20 short term parking spaces for the Proposed Project. Therefore, the Developer will request an amended permit from the BAPCC for 1220 spaces.

BOSTON CIVIC DESIGN COMMISSION REVIEW

The Proposed Project comes under the jurisdiction of the Boston Civic Design Commission (the "BCDC") pursuant to Article 28 of the Code. The Developer made an initial presentation to the Boston Civic Design Commission on August 6, 2002, at which various aspects of the Proposed Project were reviewed. Following several review sessions, at its meeting of February 1, 2005 the BCDC voted a recommendation of approval of the Proposed Project, subject to the following conditions: (i) that the office building component of the Proposed Project return to the BCDC for final review after it has been submitted to the BRA for the ongoing stages of design review, and (ii) that the site plan for the Proposed Project with particular focus on the areas interfacing with the ICA return to the BCDC when further developed in association with any phase of the Proposed Project.

AFFORDABLE HOUSING

Ten percent (10%) of the units within the Proposed Project will be created as affordable housing within the meaning of Mayor Menino's Executive Order dated February 29, 2000 and entitled "An Order Relative to Affordable Housing" (such residential units are referred to herein as the "Affordable Units"). Half of these units will be one-bedroom units of at least 700 square feet in size and half of these units will be two-bedroom units of at least 900 square feet in size. The affordable units will be distributed throughout the residential portions of the Proposed Project, subject to the approval of the BRA. The household income mix for the affordable units will comply with the requirements of the Mayor Menino's Executive Order dated February 29, 2000 and entitled "An Order Relative to Affordable Housing." The Developer will enter into an Affordable Housing Agreement with the BRA with respect to the provision of the Affordable Units. The Affordable Housing Agreement must be executed along with, or prior to, issuance of a Certification of Compliance and/or a Certification of Consistency for any component of the Proposed Project. The Developer will submit an Affirmative Marketing Plan with respect to the

Affordable Units (the "Plan") to the Boston Fair Housing Commission and the BRA, which shall be approved along with the Affordable Housing Agreement. Preference will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Boston resident;
- (2) Household size (a minimum of one (1) person per bedroom); and
- (3) First-time homebuyers.

The Affordable Units will be distributed as follows (plans showing unit locations have been submitted to the BRA), provided that the Developer may change the distribution of the Affordable Units with the written approval of the Director of the BRA:

<u>Unit No. and Location</u>	<u>Type</u>	<u>SF</u>	<u>Household Income Level¹</u>
Unit 2A, Level 2, Residential Building	1 Bedroom	At least 700 SF	Moderate
Unit 2B, Level 2, Residential Building	2 Bedroom	At least 900 SF	Middle
Unit 2C, Level 2, Residential Building	2 Bedroom	At least 900 SF	Moderate
Unit 3A, Level 3, Residential Building	1 Bedroom	At least 700 SF	Middle
Unit 3C, Level 3, Residential Building	1 Bedroom	At least 700 SF	Moderate
Unit 3B, Level 3, Residential Building	2 Bedroom	At least 900 SF	Middle
Unit 3D, Level 3, Residential Building	2 Bedroom	At least 900 SF	Moderate
Unit 4A, Level 4, Residential Building	1 Bedroom	At least 700 SF	Middle
Unit 4B, Level 4, Residential Building	1 Bedroom	At least 700 SF	Moderate
Unit 4C, Level 4, Residential Building	2 Bedroom	At least 900 SF	Middle
Unit 4D, Level 4, Residential Building	2 Bedroom	At least 900 SF	Moderate
Unit 5A, Level 5, Residential Building	1 Bedroom	At least 700 SF	Middle
Unit 5B, Level 5, Residential Building	1 Bedroom	At least 700 SF	Moderate
Unit 5C, Level 5, Residential Building	2 Bedroom	At least 900 SF	Middle
Unit 5D, Level 5, Residential Building	2 Bedroom	At least 900 SF	Moderate
Unit 6A, Level 6, Residential Building	1 Bedroom	At least 700 SF	Middle
Unit 6B, Level 6, Residential Building	1 Bedroom	At least 700 SF	Moderate

¹ "Moderate-Income Household" shall mean a household that has an income that is less than or equal to eighty percent (80%) of the Median Income for the Boston Standard Metropolitan Statistical Area at the time the Affordable Units are marketed.

"Middle-Income Household" shall mean a household that has an income that is less than or equal to one hundred twenty percent (120%), but greater than eighty percent (80%) of the Median Income for the Boston Standard Metropolitan Statistical Area at the time the Affordable Units are marketed.

<u>Unit No. and Location</u>	<u>Type</u>	<u>SF</u>	<u>Household Income Level¹</u>
Unit 6C, Level 6, Residential Building	2 Bedroom	At least 900 SF	Middle
Unit 6D, Level 6, Residential Building	2 Bedroom	At least 900 SF	Moderate
Unit 12A, Level 12, Hotel/Residential Building	1 Bedroom	At least 700 SF	Middle
Unit 12B, Level 12, Hotel/Residential Building	1 Bedroom	At least 700 SF	Moderate
Unit 12C, Level 12, Hotel/Residential Building	2 Bedroom	At least 900 SF	Middle
Unit 12D, Level 12, Hotel/Residential Building	2 Bedroom	At least 900 SF	Moderate
Unit 13A, Level 13, Hotel/Residential Building	1 Bedroom	At least 700 SF	Middle
Unit 13B, Level 13, Hotel/Residential Building	2 Bedroom	At least 900 SF	Moderate

The Affordable Units will not be marketed prior to the submission and approval of the Plan. A deed restriction will be placed on the Affordable Units to maintain affordability for a total period of fifty (50) years (this includes thirty (30) years with an option to extend for an additional period of twenty (20) years). The household income of any subsequent purchaser of the Affordable Units during this fifty (50) year period may not exceed the applicable maximum percent of median income.

DEVELOPMENT IMPACT EXACTIONS

Based on the square footages set forth above for various development impact uses, the Proposed Project will produce up to approximately \$3,928,896 in housing linkage payments and up to approximately \$787,968 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 Project Site). The foregoing amounts are calculated assuming (i) a per square foot housing linkage contribution amount of \$7.18 and a per square foot jobs linkage contribution amount of \$1.44, (ii) 647,200 square feet of floor area within the Proposed Project devoted to development impact uses, including 227,200 square feet of floor area devoted to hotel uses, 385,000 square feet of floor area devoted to office uses and 35,000 square feet of floor area devoted to retail, restaurant and other uses, and (iii) application of the 100,000 square foot exemption to result in a total of 547,200 square feet of floor area within the Proposed Project generating housing and jobs linkage payments.

PUBLIC BENEFITS

Development of the Proposed Project will represent a substantial investment by the Developer to revitalize the underutilized Project Site that, consistent with the City's Public Realm Plan and the Municipal Harbor Plan and the public principles arising out of the City's civic and cultural uses master planning process, and in accordance with the public benefits requirements applicable to Planned Development Areas set forth in Sections 27P-16 and 42E-18 of the Code, will preserve and enhance the public's rights in the Tidelands and result in a broad range of significant public benefits for the South Boston Waterfront

District and the City, including the expansion of the waterfront economy and creation of new jobs, the creation of new community housing and affordable housing, the creation and support of community facilities, the development of new usable waterfront open space and enhancement of the public realm along the waterfront, the activation of the watersheet, the enhancement of the physical and visual access of the public to the harbor, the provision of street improvements in and around the Project Site and the enhancement of water transportation services. The Proposed Project's specific public benefits include the following:

- Repair or replace the existing aging and deteriorating pier, which is in need of significant repairs.
- Encourage a 24-hour neighborhood and enhance street life by adding residential, hotel, office, retail, civic and commercial uses to the Seaport area, consistent with the Public Realm Plan.
- Relocate surface parking uses to below grade structures and open up the surface area for active uses.
- Create a permeable pedestrian and vehicular network across the Project Site and connect the Project Site and the Proposed Project with the adjacent neighborhoods by creating means of pedestrian and vehicular access across the Project Site and bringing new active uses into the area.
- Create significant new infrastructure, civic space, open space and other improvements that will enhance public access to the waterfront and establish new water-dependent uses on the Project Site, including a signature approximately one-acre Waterfront Park, a Waterfront Plaza, 1800 feet of Harborwalk, a Water Commons containing a water taxi landing area with covered waiting area, a fish cleaning station, a bait and tackle shop, and a "touch and go" dock, a 20,000 square foot Civic Space, an All Seasons Gathering Area that will connect to the Civic Space, and public restrooms accessible via the Harborwalk.
- Create up to 250 new residential units.
- Create significant new, on-site affordable housing, equivalent to at least ten percent (10%) of the total number of residential units on-site, in accordance with Mayor Menino's Executive Order dated February 29, 2000 and entitled "An Order Relative to Affordable Housing".
- Generate new hotel tax revenues estimated to average \$3 million to \$4.5 million annually.
- Generate substantially increased real estate tax revenues to the City, estimated to total approximately \$8 million annually, upon full development.

- Produce up to approximately \$3,928,896 in housing linkage payments and up to approximately \$787,968 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 Project Site). The foregoing amounts are calculated assuming (i) a per square foot housing linkage contribution amount of \$7.18 and a per square foot jobs linkage contribution amount of \$1.44, (ii) 647,200 square feet of floor area within the Proposed Project devoted to development impact uses, including 227,200 square feet of floor area devoted to hotel uses, 385,000 square feet of floor area devoted to office uses and 35,000 square feet of floor area devoted to retail, restaurant and other uses, and (iii) application of the 100,000 square foot exemption to result in a total of 547,200 square feet of floor area within the Proposed Project generating housing and jobs linkage payments.
- Create 500 to 600 construction jobs and 300 to 400 permanent jobs (not including jobs created by tenants of the Office Building).
- Preserve 56% of the buildable site area for Open Space and 40% for Open Space, which will not include streets.
- 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.
- Construct certain off-site transportation infrastructure improvements, as more fully set forth in the FPIR/FEIR, including signal timing modifications, a new traffic signal at the intersection of East Service Road Extension and Old Northern Avenue, and capacity enhancing roadway modifications at the B Street/Seaport Boulevard intersection.
- Provide water transportation contributions (including direct cash payments to DEP and capital expenditures for water transportation infrastructure improvements) estimated to total approximately \$2 million.
- Provide for off-site sewer infrastructure improvements to reduce inflow and infiltration into the sewer system within the South Boston Waterfront District.
- Provide at least 4,000 square feet of space for day care facilities within the office building at the Project Site in accordance with Section 42E-21 of the Boston Zoning Code.

As described above, in accordance with the public benefit requirements applicable to the approval of PDAs set forth in Sections 27P-16 and 42-18 of the Code, the Proposed Project provides the following benefits:

- Expansion of the waterfront economy by the creation of hundreds of new permanent jobs on the Project Site.

- **Creation of new community housing and affordable housing:** The Proposed Project will contain new residential housing that exceeds 20% of the overall gross floor area of the Proposed Project. In addition, at least 10% of the residential units on the Project Site shall be affordable.
- **Enhancement/support of community facilities or programs:** The Developer has committed to providing at least 20,000 square feet of new civic/cultural space in the Office Building, including the provision of appropriate and reasonable accommodations, such as, for example, build-out allowances or low or no rent arrangements, subject to the needs of the particular use and occupant of such civic/cultural space and BRA approval.
- **Development of new usable waterfront open space and enhancement of the public realm, including the provision or substantial improvement of waterfront public facilities and the Harborwalk, the provision of public open space or the activation of the water sheet:** The Proposed Project includes the creation of substantial new waterfront open space areas, including the new Harborwalk, Waterfront Park and Waterfront Plaza. The activation of the watersheet will be further enhanced by the Developer's construction of the Water Commons. These open spaces will be developed at certain stages in the construction of the Proposed Project, as set forth in the Development Plan and on Exhibit B attached hereto. These spaces will be dedicated spaces, perpetually open for public use. In addition, the Developer will perpetually maintain these open spaces as first class open spaces (i.e., in the manner in which Post Office Square Park in Boston is currently maintained).
- **Provision of street improvements:** The Proposed Project will result in the construction by Developer, at Developer's cost and expense, of substantial roadway improvements adjacent to and in the vicinity of the Project Site, which will be either public streets or private ways open to public travel.

RECOMMENDATIONS

At the Public Hearing held on February 24, 2005, the BRA Board voted that the Authority should take the matter under advisement and direct the staff to prepare votes for a subsequent BRA Board meeting requesting that the Authority approve the Pier 4 project as a Development Impact Project within the meaning of Section 80B-7 of the Code and approve the Development Plan for Planned Development Area No. 64, Pier 4, South Boston Waterfront, substantially in the form submitted to the BRA on December 3, 2004 and as subsequently revised in response to comments received from the BRA and others. The appropriate votes have been prepared and it is recommended that the Authority approve the Proposed Project as a Development Impact Project within the meaning of Section 80B-7 of the Code, approve the Development Plan for Planned Development Area No. 64, Pier 4, South Boston Waterfront, substantially in the form submitted to the BRA on December 3, 2004 and as subsequently revised in response to comments received from the BRA and others, and authorize the Director to (1) issue an Adequacy Determination pursuant to Section 80B-5.5(c) and Section 80B-4.3 of the Code approving the FPIR for the Proposed Project; (2) issue a Certification of Compliance for the Proposed Project, pursuant to Section 80B-6 of the Code, upon successful completion of the Article 80 Large

Project Review process; (3) petition the Zoning Commission of the City of Boston for approval of the Development Plan and an accompanying map amendment to "Map 4A/4B Harborpark District: Fort Point Waterfront and Dorchester Bay/Neponset River Waterfront;" (4) issue a Certification of Consistency for the Proposed Project, pursuant to Section 80C-8 of the Code, upon successful completion of the Article 80 Large Project Review and Planned Development Area Review processes; and (5) execute and deliver a Cooperation Agreement, an Affordable Housing Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and any and all other agreements and documents that the Director deems appropriate and necessary with respect to the Proposed Project.

Appropriate votes follow:

VOTED: That the Authority approves the Proposed Project as a Development Impact Project within the meaning of Section 80B-7 of the Code; and

VOTED: That the Director is authorized to issue an Adequacy Determination pursuant to Section 80B-5.5(c) and Section 80B-4.3 of the Code which finds that the FPIR adequately describes the impacts of the Proposed Project and which includes any conditions that the Director deems necessary to require the mitigation of such impacts; and

VOTED: That the Director is authorized to issue a Certification of Compliance for the Proposed Project pursuant to Section 80B-6 of the Code after the Director has determined that the Proposed Project complies with (a) the conditions of the Adequacy Determination, and (b) the following provisions of the Code: (i) Section 80B-8: Disclosure of Beneficial Interests; (ii) Section 80C-8: Planned Development Area Review: Certifications; and (iii) Article 28: Boston Civic Design Commission; and

VOTED: That, in connection with the Development Plan for Planned Development Area No. 64 (the "Development Plan") presented at a public hearing duly held at the offices of the Authority on February 24, 2005, and after consideration of evidence presented at, and in connection with, the hearing and in connection with the Proposed Project described in the Development Plan, the Authority finds, with respect to the Development Plan and the Proposed Project, that (a) the Development Plan is not for a location or proposed project for which Planned Development Areas are forbidden by the underlying zoning; (b) the Proposed Project and the Development Plan comply with any provisions of the underlying zoning that establish use, dimensional, design, or other requirements for Proposed Projects in Planned Development Areas; (c) the Development Plan and the Proposed Project are

consistent with the City's Public Realm Plan and the Municipal Harbor Plan and the public principles arising out of the City's civic and cultural uses master planning process and complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas, including the public benefits requirements applicable to Planned Development Areas set forth in Sections 27P-16 and 42E-18 of the Code; (d) the Development Plan conforms to the plan for the district, subdistrict, or similar geographic area in which the Planned Development Area is located, and to the general plan for the City as a whole; (e) on balance, nothing in the Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and (f) the Development Plan does adequately and sufficiently satisfy all other development plan criteria and specifications for a Planned Development Area as set forth in the Boston Zoning Code; and

VOTED: That pursuant to the provisions of Section 3-1A.a and Article 80C of the Code, the Authority hereby approves the Development Plan and Map Amendment Application No. 507 (the "Map Amendment"), and authorizes the Director to petition the Zoning Commission of the City of Boston for approval of the Development Plan and the Map Amendment, both in substantial accord with the form of Development Plan and Map Amendment submitted to the Authority at its meeting of February 24, 2005 and attached hereto; and

VOTED: That the Director is authorized to issue a Certification of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code when the Director finds that (a) the Proposed Project is consistent with the Development Plan, and (b) the Development Plan has been approved by the Authority and the Boston Zoning Commission in accordance with the applicable provisions of Section 3-1A.a and Article 80C of the Code, Planned Development Area Review; and

VOTED: That the Director is authorized to execute and deliver any and all documents deemed necessary and appropriate by the Director in connection with the Proposed Project, including, without limitation, a Cooperation Agreement, an Affordable Housing Agreement, a Development Impact Project Agreement, and a Boston Residents Construction Employment Plan; and

VOTED: That the Authority hereby finds and determines that the Proposed Project conforms to the general plan for the City of Boston as a whole, and that nothing in such Proposed Project will be injurious

to the neighborhood or otherwise detrimental to the public welfare.

EXHIBIT A

Map Amendment Application No 507

Map Amendment Application No. 507
Planned Development Area No. 64, Pier Four
Map 4A/4B, Harborpark District, Fort Point
Waterfront and Dorchester Bay/Neponset River
Waterfront

Boston Redevelopment Authority on behalf of New
England Development LLC

TO THE ZONING COMMISSION OF THE CITY OF BOSTON:

The Boston Redevelopment Authority, acting under Section 3-1A of the Boston Zoning Code, hereby petitions the Zoning Commission of the City of Boston for:

1. Its approval of the "Development Plan for Planned Development Area No. 64, Pier 4, South Boston", dated December 3, 2004, and approved by the Boston Redevelopment Authority on March 24, 2005.

Said Development Plan fully and entirely supersedes "Master Plan and Development Impact Project Plan for Planned Development Area No. 24", approved by the Authority on February 12, 1986, and approved by the Zoning Commission on March 21, 1986, effective, March 27, 1986; and

2. To amend "Map 4A/4B, Harborpark District: Fort Point Waterfront and Dorchester Bay/Neponset River Waterfront," of the series of maps entitled "Zoning Districts, City of Boston," dated August 15, 1962, as amended, by adding the designation "D", indicating a Planned Development Area overlay district, to approximately 412,745 square feet in area (9.5 acres), including approximately 232,354 square feet of land (approximately 5.3 acres) and 180,391 square feet of water (approximately 4.2 acres), located in South Boston.

Said map amendment would fully and entirely supersede Map Amendment No. 191, adopted by the Zoning Commission on March 21, 1986, effective March 27, 1986.

Petitioner: Boston Redevelopment Authority

By: Mark Maloney, Director

Address: City Hall/9th Floor
Boston, MA 02201-1007

Tel. No.: 722-4300, ext. 4308

Date: as authorized by the BRA Board on March 24, 2005

EXHIBIT B

Mitigation Schedule and Phasing Plans

[Attached]

EXHIBIT B

Phasing of Project Build-out and Municipal Harbor Plan Public Benefits

Development Plan for Planned Development Area No.64

Pier 4, South Boston Waterfront Boston Massachusetts

<i>Project Phasing</i>	<i>Phase Offset Summary</i>	<i>Public Benefits</i>
Office Building only (Exhibit PH-1 attached)	Interim Shadow Mitigation Area Credit (8,470 x 2) 16,940 SF Credit for Streets and ways less than 20% of site +30,545 SF <hr/> INTERIM OFFSET 47,485 SF Net new Shadow 14,599 SF ⁺ ⁺ 42% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ **Harborwalk (720 linear feet interim* and 172 linear feet permanent): 892 linear feet ❖ Water Transportation Contribution: \$300,000 ❖ 20,000 SF Civic Space ❖ Interim Public Open Space: 8,470 square feet ❖ ***Pedestrian Open Space: 25,400 square feet
Hotel Building only (Exhibit PH-2 attached)	Interim Shadow Mitigation Area Credit (10,600 x 2) 21,200 SF Credit for Streets and ways less than 20% of site +27,460 SF <hr/> INTERIM OFFSET 48,600 SF Net new Shadow 9,979 SF ⁺ ⁺ 29% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ **Harborwalk (352 linear feet interim* and 540 linear feet permanent): 892 linear feet ❖ Water Transportation Contribution: \$300,000 ❖ Interim Public Open Space: 10,600 square feet ❖ ***Pedestrian Open Space: 33,000 square feet
Residential Building only (Exhibit PH-3 attached)	Shadow Mitigation Area Credit (10,116 x 2) 20,232 SF Credit for Streets and ways less than 20% of site +24,084 SF <hr/> OFFSET 44,316 SF Net new Shadow 7,820 SF ⁺ ⁺ 23% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ Harborwalk (1492 linear feet interim* and 308 linear feet permanent): 1,800 linear feet ❖ Waterfront Plaza ❖ Waterfront Park: 40,000 square feet ❖ Water Transportation Contribution: \$300,000


Project Phasing	Phase Offset Summary	Public Benefits
Office Building and Hotel/Residential Building (Exhibit PH-4 attached)	Interim Shadow Mitigation Area Credit (14,000 x 2) 28,000 SF Credit for Streets and ways less than 20% of site +27,460 SF <hr/> INTERIM OFFSET 56,460 SF Net new Shadow 18,611 SF ⁺ +54% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ **Harborwalk (458 linear feet interim* and 434 linear feet permanent): 892 linear feet ❖ Water Transportation Contribution: \$600,000 ❖ 20,000 SF Civic Space ❖ Interim Public Open Space: 14,000 square feet ❖ ***Pedestrian Open Space: 53,500 square feet
Office Building and Residential Building (Exhibit PH-5 attached)	Shadow Mitigation Area Credit (10,116 x 2) 20,232 SF Credit for Streets and ways less than 20% of site +22,571 SF <hr/> OFFSET 42,803 SF Net new Shadow 23,532 SF ⁺ +68% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ Harborwalk (1492 linear feet interim* and 308 linear feet permanent): 1,800 linear feet ❖ Waterfront Plaza ❖ Waterfront Park: 40,000 square feet ❖ Water Transportation Contribution: \$600,000 ❖ 20,000 SF Civic Space
Residential Building and Hotel/Residential Building (Exhibit PH-6 attached)	Shadow Mitigation Area Credit (10,116 x 2) 20,232 SF Credit for Streets and ways less than 20% of site +19,918 SF <hr/> OFFSET 40,150 SF Net new Shadow 15,197 SF ⁺ +44% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ Harborwalk (1800 linear feet permanent): 1,800 linear feet ❖ Waterfront Plaza ❖ Waterfront Park: 40,000 square feet ❖ Water Transportation Contribution: \$600,000
Full Build – Office Building, Residential Building and Hotel/Residential Building (Exhibit PH-7 attached)	Shadow Mitigation Area Credit (10,116 x 2) 20,232 SF Credit for Streets and ways less than 20% of site +20,680 SF <hr/> OFFSET 40,912 SF Net new Shadow 34,639 SF ⁺ +69% of total MHP NNS	<ul style="list-style-type: none"> ❖ Water Commons ❖ Harborwalk (1800 linear feet permanent): 1,800 linear feet ❖ Waterfront Plaza ❖ Waterfront Park: 40,000 square feet ❖ Water Transportation Contribution: \$900,000 ❖ 20,000 SF Civic Space

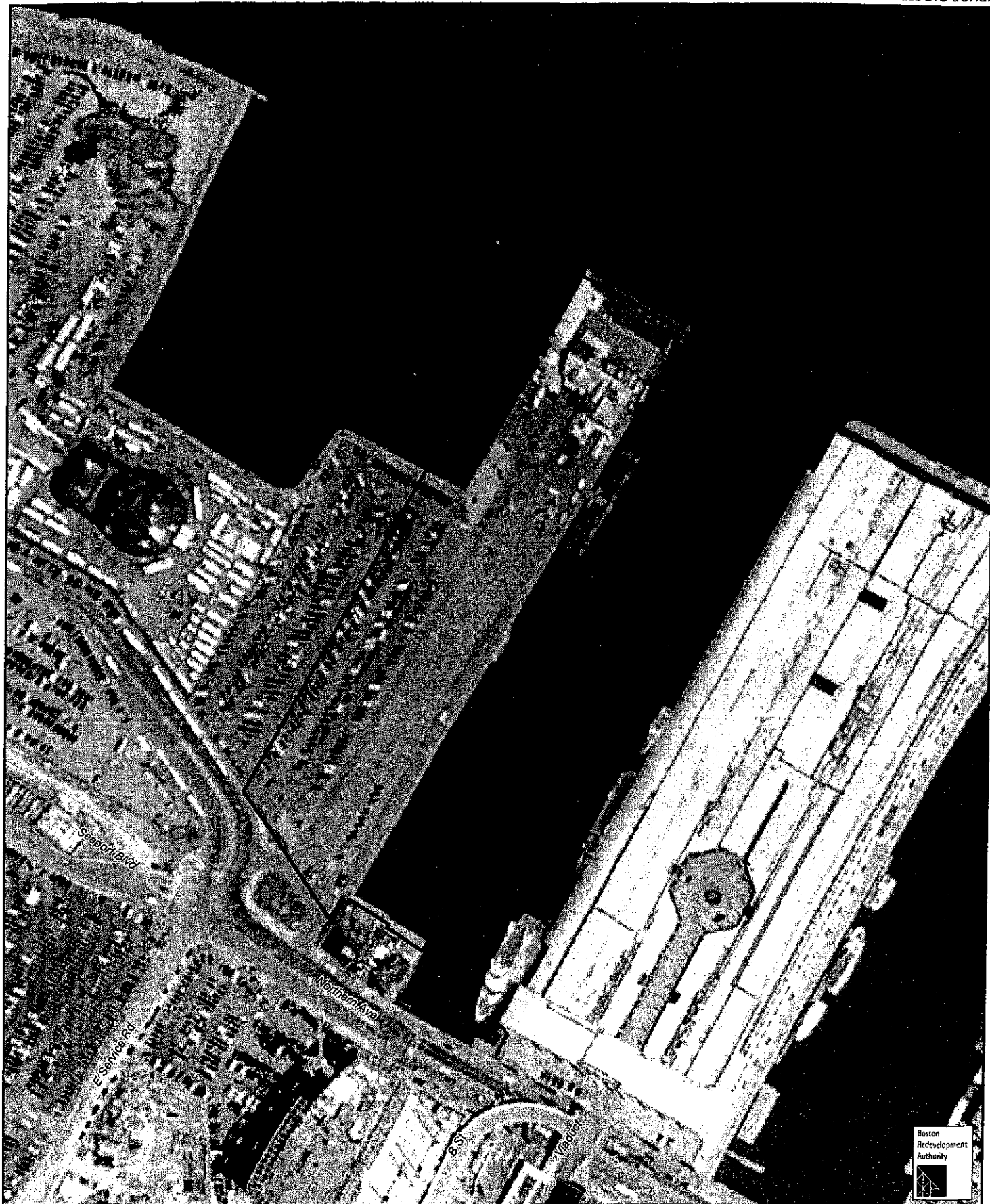
*Interim Harborwalk will be at least 12' wide and will be buffered from adjacent surface parking by landscaping, planters and benches, as shown on the attached plans.

****As long as the existing Anthony's Pier 4 restaurant remains in use at the site, the Developer will not be required to extend the Harborwalk around the end of the pier occupied by such restaurant. However, in the event that use of such restaurant is discontinued prior to construction of the Residential Building, the Proponent will seek the agreement of Anthony's to extend Harborwalk around the end of the pier currently occupied by such restaurant.**

*****Includes all Pedestrian Open Space, including interim and permanent Harborwalk and other interim and permanent open space.**

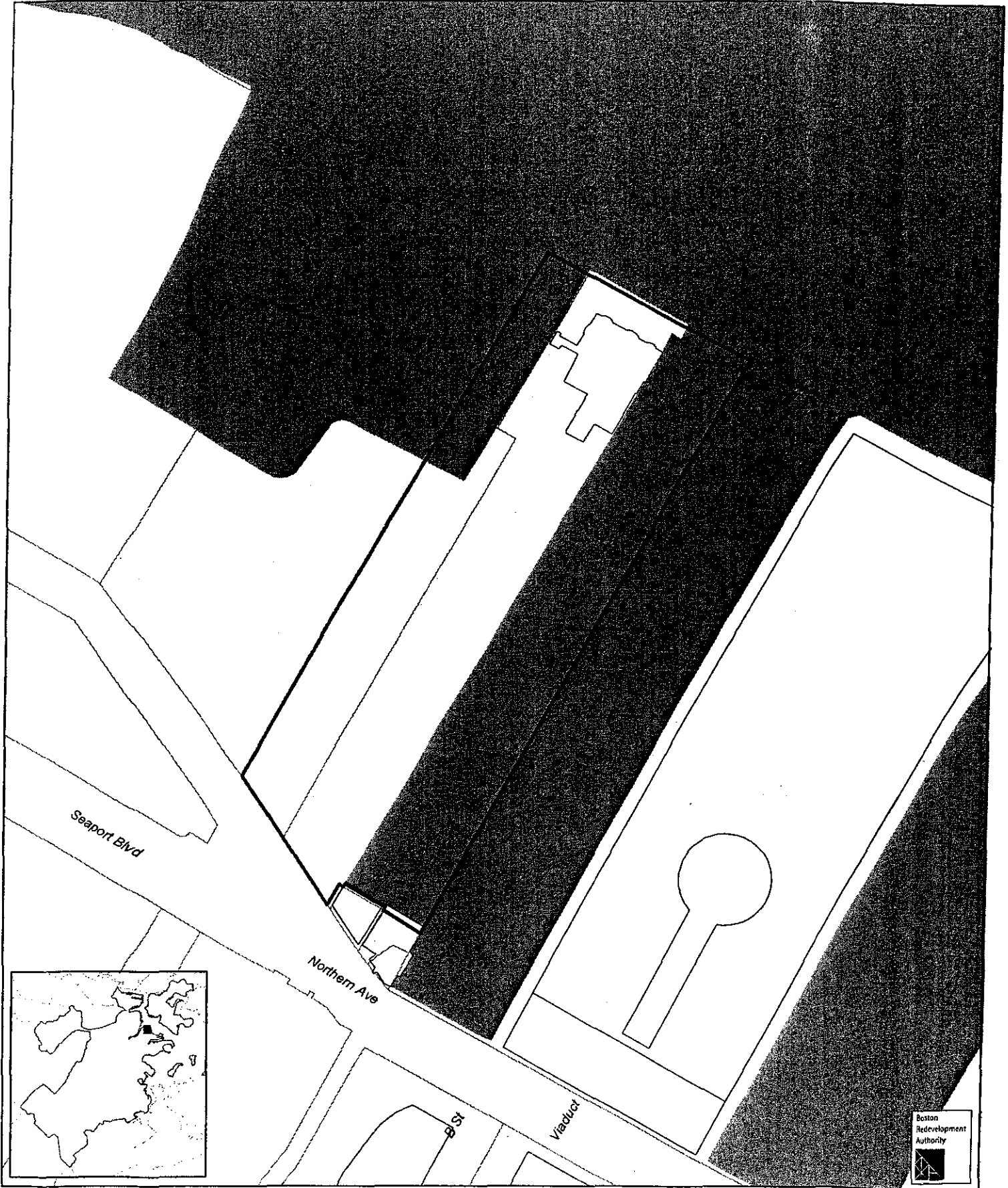
Pier 4

1:2,400 
2001 MassGIS aerial



Pier 4

1:2,400



Map Amendment Application No. 507
Planned Development Area No. 64, Pier Four
Map 4A/4B, Harborpark District, Fort Point
Waterfront and Dorchester Bay/Neponset
River Waterfront

Boston Redevelopment Authority on behalf of
New England Development LLC

MAP AMENDMENT NO. 448

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

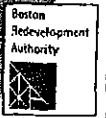
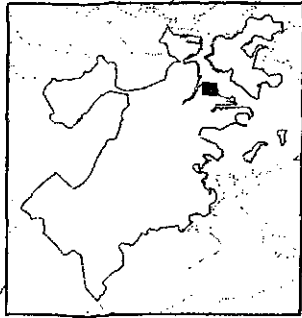
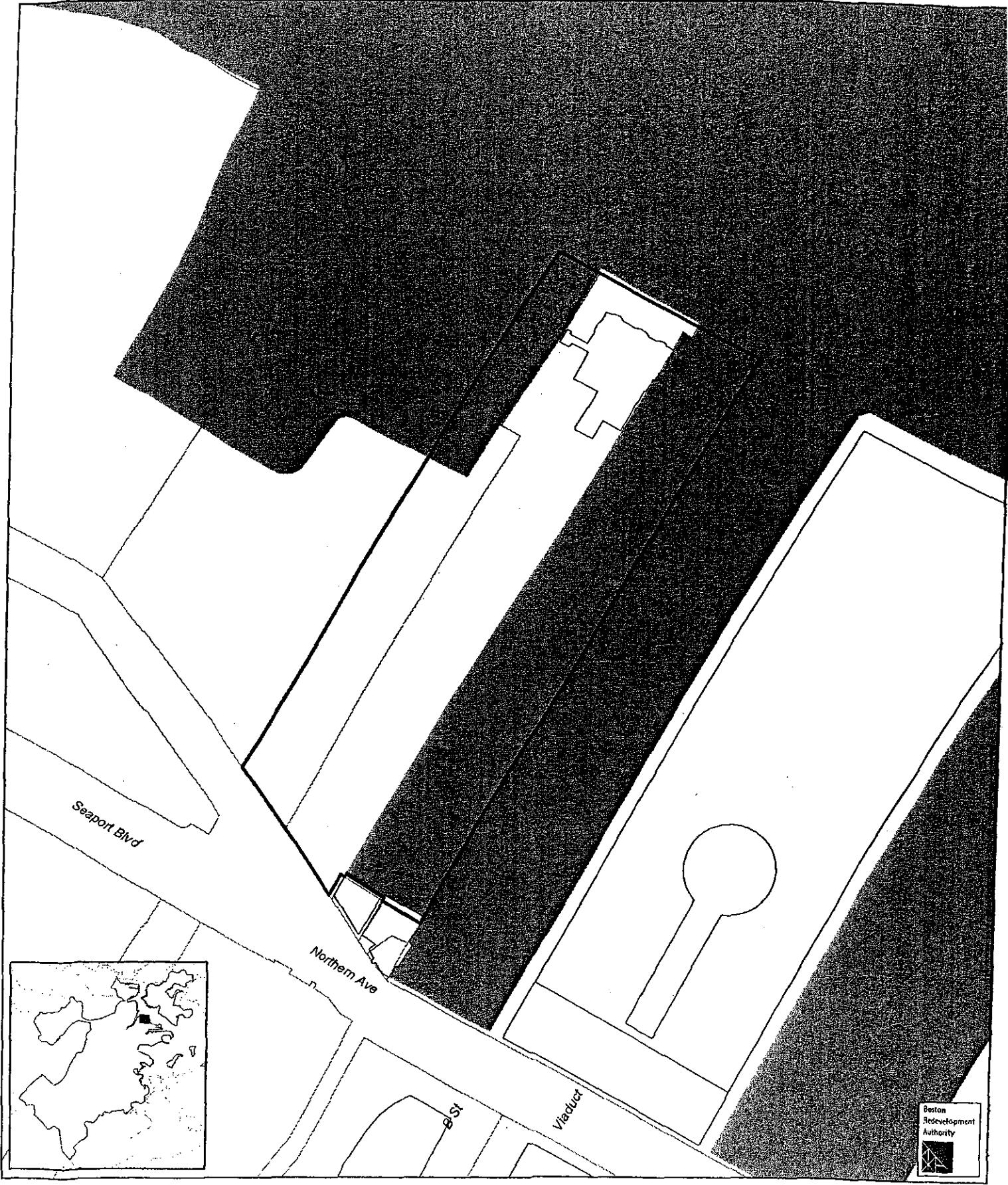
The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does the following:

1. Approves the "Development Plan for Planned Development Area No. 64, Pier 4, South Boston", dated December 3, 2004, and approved by the Boston Redevelopment Authority on March 24, 2005.

Said Development Plan fully and entirely supersedes "Master Plan and Development Impact Project Plan for Planned Development Area No. 24", approved by the Authority on February 12, 1986, and approved by the Zoning Commission on March 21, 1986, effective, March 27, 1986; and

2. Amends "Map 4A/4B, Harborpark District: Fort Point Waterfront and Dorchester Bay/Neponset River Waterfront," of the series of maps entitled "Zoning Districts, City of Boston," dated August 15, 1962, as amended, by adding the designation "D", indicating a Planned Development Area overlay district, to approximately 412,745 square feet in area (9.5 acres), including approximately 232,354 square feet of land (approximately 5.3 acres) and 180,391 square feet of water (approximately 4.2 acres), located in South Boston.

Said map amendment would fully and entirely supersede Map Amendment No. 191, adopted by the Zoning Commission on March 21, 1986, effective March 27, 1986.



R. L. Mann

Chairman

Vice Chairman

William Taulow

James C Clark

Jay Hurley

Jim E. Bray

Bill Statten

Lynda Bernard

Mayfly

MA

W. L. ...

In Zoning Commission

Adopted: May 4, 2005

Attest:

[Signature]

Secretary

Development Plan for Planned Development Area No. 64, Pier 4

R. L. Man

Chairman

Vice Chairman

John Long

*MA
Mary Lou
Lynda Bergfeld
in Situation*

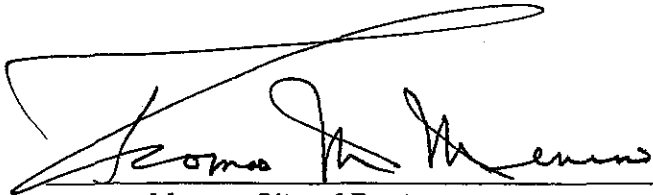
*Jay Hurley
Jane Lynn Brown
James C. Clark
Justinian Talbot*

In Zoning Commission

Adopted: May 4, 2005

Attest:

[Signature]
Secretary



Mayor, City of Boston

Date: 5/10/05

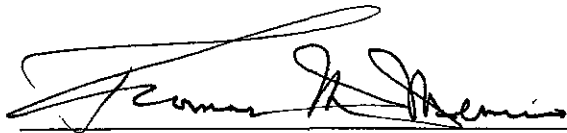
The foregoing amendment was presented to the Mayor on May 9, 2005, and was signed by him on May 10, 2005, whereupon it became effective on May 10, 2005, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

Development Plan for Planned Development Area No. 64, Pier 4

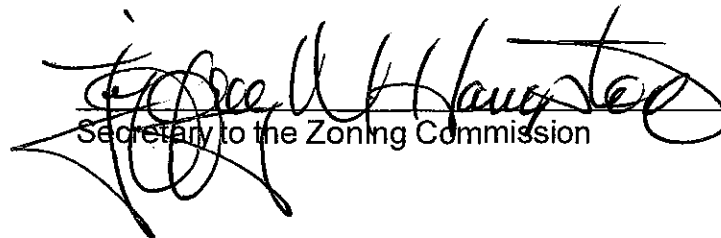


Mayor, City of Boston

Date: 5/10/05

The foregoing Development Plan was presented to the Mayor on May 9, 2005, and was signed by him on May 10, 2005, whereupon it became effective on May 10, 2005, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission