

**DEVELOPMENT PLAN FOR 311 SUMMER STREET
WITHIN PLANNED DEVELOPMENT AREA NO. 69, THE 100 ACRES**

South Boston, Massachusetts

Dated: June 20, 2007

Plan. Pursuant to Sections 3-1A and 80C of the Boston Zoning Code (the “Code”), and the Master Plan for Planned Development Area (“PDA”) No. 69, South Boston/The 100 Acres (the “PDA Master Plan”), this plan constitutes the PDA Development Plan (the “Plan”) for the site known and numbered as 311 Summer Street (the “Site”), and authorizes the rehabilitation and extension of an existing building located at the Site (the “Building”), which Building also is known as 323 A Street. The Site is bounded to the northeast by Summer Street, to the northwest by A Street, to the southwest by Pastene Alley, a private way, and to the southeast by the nine-story building at 321 Summer Street (with which the Building shares a party wall). The Site is described in **Exhibit A** attached hereto and is shown on that certain “ALTA/ASCM Land Title Survey in Boston, Massachusetts,” dated January 10, 2007, and prepared by International Land Services, Inc, a copy of which is attached hereto as **Exhibit B**.

The Proponent (as hereinafter defined) proposes to rehabilitate and extend the Building for use by the architecture/interior design/graphic design firm ADD, Inc. as its worldwide headquarters. Specifically, the Proponent proposes to rehabilitate the existing five-story Building (which features six and one half stories along A Street) by (i) renovating the basement for office, retail/service, restaurant, and accessory uses, (ii) renovating the ground floor (that facing A Street), first floor (that facing Summer Street), and second floor for office, retail/service, and restaurant uses, (iii) renovating the third through fifth floors for office use, and (iv) extending the Building vertically by constructing an office penthouse with new mechanicals above, all as more fully described below (the “Project”). This Plan is consistent with the approvals of the Project that have been granted pursuant to Section 80E of the Code.

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 for the Project. Upon approval, this Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. The Project is subject to ongoing design, site plan, and other development review by the Boston Redevelopment Authority (the “BRA”) and by other governmental agencies and authorities, and the Project may evolve in the course of such review, to the extent consistent with the use and dimensional limitations of this Plan. In accordance with Section 80C-8 of the Code, no building, use, or occupancy permit for the Project or for any Project Component (as hereinafter defined) will be issued until the BRA has issued a Certification of Consistency pursuant to Code Article 80C-8 for such Project or such Project Component. To the extent that the Director of the BRA (the “Director”) certifies that the Project or any Project Component is consistent with this Plan, the Project or Project Component will be deemed to be in compliance with the requirements of the Code, in accordance with Code Section 80C-9.

This Plan consists of nine (9) pages of text, plus attachments designated **Exhibits A through G**. All references to this Plan contained herein pertain to such pages and exhibits. Terms used, but not defined, herein will 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.

Proponent. 311 Summer Street LLC, a Massachusetts liability company, its successors and assigns (the "**Proponent**"), has an address c/o ADD, Inc., 210 Broadway, Cambridge, Massachusetts 02139. Members of the Project team are identified in **Exhibit G**.

Planned Development Area.

The PDA Master Plan is the result of an extensive public process. Many of the essential components of the PDA Master Plan were first articulated in the City of Boston's February, 1999, Seaport Public Realm Plan, which envisioned the Fort Point Channel as a great public space between Downtown Boston and the South Boston Waterfront, and called for a vibrant, 24-hour, mixed-use neighborhood incorporating a significant residential component. Six years of subsequent collaboration among residents, property owners, City and Commonwealth agencies, and other interested parties culminated in the Fort Point District 100 Acres Master Plan, which was approved by the Boston Redevelopment Authority on August 10, 2006. The PDA Master Plan was approved by the BRA on September 21, 2006, and subsequently approved by the Boston Zoning Commission; it became effective on January 10, 2007. The PDA Master Plan (i) codifies the planning objectives, including dimensional and use regulations, public realm improvements, and design guidelines, outlined in the Fort Point District 100 Acres Master Plan, and (ii) provides for one or more PDA Development Plans to be submitted, to the BRA and the Boston Zoning Commission, providing more specific information about various proposed projects and components thereof.

The PDA Master Plan anticipates that non-residential projects within a renewed Fort Point/100 Acres area will feature a broad range of uses, principal among them office, research and development, retail, service, open space, tourism-related, and art and cultural uses, as well as supporting uses such as accessory parking. Within the area subject to the PDA Master Plan (the "**PDA Master Plan Area**"), land parcels are divided into three broad use categories: Residential/Commercial Mixed Use (which governs the majority of the PDA Master Plan Area), Industrial/Commercial Mixed Use, and Open Space. Exhibit E to the PDA Master Plan designates Parcel A₂, of which the Site is a portion, as a Residential/Commercial Mixed Use area. Exhibit F to the PDA Master Plan provides that the uses allowed on such parcels include restaurants (with or without live entertainment), offices (agency, professional, general, or of a wholesale business), retail (including arts and crafts shop, bakery, general retail, and local retail), and service uses (including barber or beauty shop, dry cleaning shop, photocopying establishment, shoe repair, and tailor shop), as well as accessory and ancillary uses. The Building currently contains several floors of office use, along with artist work space and storage uses. The Project will rehabilitate and extend the Building to continue the existing office use, and make it suitable for those additional uses permitted by the PDA Master Plan and specifically authorized by this Plan.

The Site comprises a portion of PDA Master Plan Parcel A₂. Exhibit I to the PDA Master Plan identifies this parcel as eligible for establishment as an individual PDA Overlay District.

The PDA Master Plan provides that individual PDA Development Plan sites may be smaller than the parcels depicted in Exhibit I to the PDA Master Plan.

The PDA Master Plan calls for improvements to most of the portion of A Street located within the PDA Master Plan Area, but not to the segment adjacent to the Site. The PDA Master Plan does not call for any portion of Parcel A₂, including the Site, to become public open space.

The PDA Master Plan establishes maximum floor area ratio ("FAR") and building height limitations for the expansion of existing buildings with which, as discussed below, the Project complies. The proposed uses of the Site all are permitted by the PDA Master Plan. The Project is consistent with those PDA Master Plan goals and objectives that are applicable to Parcel A₂. Therefore, and as more particularly set forth below, this Plan adequately and sufficiently satisfies all criteria for the establishment of a PDA under the PDA Master Plan. Additionally, as more particularly set forth below, the Plan adequately and sufficiently satisfies all criteria for the establishment of a PDA pursuant to Section 80C-4 and all other applicable provisions of the Code.

Project Description.

The proposed rehabilitation and extension of the Building and other improvements to the Site will revitalize and enliven the critical urban intersection of Summer and A Streets in the Fort Point/100 Acres district. The Project includes the rehabilitation of the existing five-story Building (six and one-half stories along A Street/Pastene Alley) to provide for (i) office, retail/service, restaurant, and accessory uses in the basement (which may include off-street parking), (ii) office, retail/service, and restaurant uses on the ground, first, and second floors, (iii) office uses on the third through fifth floors (iv) the addition of an office penthouse with a rooftop mechanical area above, and (iv) off-street loading for building service and trash removal. The Project will include the addition of up to five thousand seven hundred fifty (5,750) square feet of gross floor area, increasing the Building's total gross floor area to up to sixty-three thousand seven hundred fifty (63,750) square feet.

The Project does not require Large Project Review pursuant to Code Section 80B and, accordingly, is not subject to Article 37, Green Buildings. Nevertheless, the Proponent intends that the Project will result in the rehabilitated Building being eligible for a LEED (Leadership in Energy and Environmental Design) certification. The Project will incorporate numerous "green building" design elements, including energy efficient replacement windows (many of which will be operable), measures to conserve energy, water, and other resources, including efficient lighting and building energy management systems, use of building materials with high recycled content, use of locally-produced building materials, and recycling during construction and building operation.

Proposed Location and Appearance of Structures. The Building covers most of the 10,305 square foot (~0.237 acres) Site, leaving open only a narrow strip of land along A Street that is less than fifteen (15) feet wide. The Building's main (Summer Street) facade features yellow brick with prominent masonry details, a pronounced decorative cornice, and copper cornice cap. This five-story facade is divided into four vertical bays, with strong column lines reinforcing this design. The first floor has large plate glass windows with transoms above filling

three of these bays; the fourth bay features a doorway inset into the Building's chamfered first-floor corner. Each of the four upper floors features a generous four windows per bay; the windows on the top floor are arched and arranged in a single-double-single configuration.

The Building's secondary public facade faces A Street. This six and one-half story facade is clad in the same yellow brick as the Summer Street facade and features a similar but distinct set of window patterns differing by floor. At the ground level, several active and former loading bays and freight elevator access doors are present. Over the years, several of the original window and door openings in this facade have been altered and reconfigured. The stair column and elevator shaft areas feature staggered single windows, in contrast with the repeating triple windows that characterize most of the A Street facade. Although the stairs and elevators will be relocated internally as part of this project, their lively fenestration will be preserved.

The Building's third facade, along Pastene Alley, is clad in simple red brick and predominantly features paired windows. The Building's fourth side is a party wall shared with the nine-story building at 321 Summer Street.

The Project includes a full restoration of the Building's historic facades. This work will involve cleaning the brickwork, repointing it where appropriate, and replacing missing detail elements, including restoring portions of the masonry cornice and re-cladding the copper cornice elements. All windows will be replaced with double-pane units, as close as possible in appearance to the originals.

The office penthouse addition will have a footprint approximately two-thirds that of the existing Building. This addition will be set back by one column bay from the Building's Summer and A Streets facades to minimize its visibility from public ways. Although it will extend to the existing building edge along Pastene Alley, the narrowness of that private way and the proximity of taller buildings mean that the penthouse addition will be difficult to see, and hence largely unnoticed, from the alley. The adjacent nine-story building at 321 Summer Street rises three stories higher than the Building; as a result, the penthouse addition will not be visible on the skyline from Summer Street looking west, and will be in the neighboring building's shadow. Consistent with the guidance of the Boston Landmarks Commission and the design criteria set forth in the PDA Master Plan, the office penthouse will be architecturally distinct from the original structure. In contrast to the Building's historic, ornate brick and masonry facades, the new penthouse will employ a clean-lined, minimalist vocabulary of plate glass with vertical metal framing elements.

The site plan/ground floor plan attached hereto as **Exhibit C** shows the Project and its approximate location within the Site, and the elevations and floor plans attached hereto as **Exhibit D** (collectively with Exhibit C, the "**Schematic Plans**") illustrate the existing Building's exterior facades and the currently-envisioned interior reconfiguration, which may continue to evolve.

Open Space and Landscaping. Because the Building extends to the lot lines on three sides, opportunities for on-site open space or landscaping on those sides of the Site are non-existent. On its fourth side, along A Street, the building line is less than fifteen (15) feet from the property line. This strip of land currently serves as a congested loading and parking area, with a

curb cut that extends the full length of the Site. The Proponent proposes to add curbing along the perimeter of the property, to create a defined curb cut(s), and to use this area for one or more of several authorized uses, which include loading and building access, outdoor café seating for a restaurant tenant, pedestrian access to the above-grade ground floor, hardscape and landscaping improvements, and allowed accessory uses. The currently-proposed uses of this area, which may continue to evolve, are shown on Exhibit C.

Approved Uses. Except as specified to the contrary herein, any and all portions of the Project may be used for the uses described in this Plan, which uses will be deemed to comply with the Code, including the Office, Retail/Service, Restaurant, Parking and Loading, and Accessory uses set forth in **Exhibit E** attached hereto.

Proposed Density. The PDA Master Plan establishes the maximum floor-area ratio (“FAR”) requirements for the Site. The Site currently has an FAR of approximately 5.7. The PDA Master Plan does not impose a maximum FAR per lot within the PDA Master Plan Area. Rather, it sets aggregate limits for new FAR across large parcel groupings within the PDA Master Plan Area. The Site is a portion of Parcel A₂, within a PDA Master Plan parcel grouping consisting of Parcels A₁-A₇. The PDA Master Plan approves an increase in the aggregate gross floor area for this parcel grouping equivalent to an FAR of 1.3. Based on the lot areas set forth in Exhibit I to the PDA Master Plan, this parcel grouping currently has an aggregate lot area of approximately 192,100 square feet. The Project will expand the Building to create up to five thousand seven hundred fifty (5,750) square feet of new gross floor area, yielding an FAR for this expansion, in terms of the overall parcel grouping, of less than 0.03.

Proposed Traffic Circulation. Access to and egress from the Project will be provided via Summer and A Streets. Summer Street is a wide boulevard with parallel parking spaces along both sides. This street is broad enough to allow passenger vehicles to pull over and discharge or pick up passengers without blocking the travel lanes. If off-street accessory parking is located in the Building’s basement, access will be via Pastene Alley, a private way.

Parking and Loading Facilities. Given its pre-existing configuration, the Site contains no off-street parking spaces. The limited amount of open space on the Site, along A Street, is less than fifteen (15) feet deep, and is thus too shallow for Code-compliant parking spaces. The Site is benefited by an easement across a portion of the adjacent private way, Pastene Alley, which permits the use of up to four (4) surface parking spaces. This Plan approves but does not mandate the use of the four parking spaces in Pastene Alley to serve the Site. The Proponent also currently has a contractual right to lease up to thirty (30) parking spaces in the nearby Necco Street Garage. The 100 Acres Master Plan anticipates that this garage may be demolished and its site redeveloped. Accordingly, the Proponent may, but is not required to, use parking spaces in the Necco Street Garage or elsewhere within the PDA Master Plan Area to serve the Project Site. It is uncertain at present whether access to and interior maneuvering within the basement level of the Building will prove feasible for accessory parking purposes. The Proponent may, but is not required to, use some or all of the Building’s basement level for accessory off-street parking.

The PDA Master Plan directs that, as the PDA Master Plan Area is developed, approximately 7,000 parking spaces are to be made available within the area for use by residents, occupants, and visitors. Over time, therefore, adequate parking will be available to support the

area's uses. No off-street parking spaces, whether on-site or off-site, are required for the Project or the Site to meet the requirements of the Code or this Plan.

The Project may include loading bays, to be accessed from A Street and/or Pastene Alley, to serve Building occupants. Loading facilities having the locations, dimensions and design shown on the final Schematic Plans will be deemed to meet the requirements of the Code and this Plan.

Access to Public Transportation. The Project Site is well served by public transportation. MBTA Bus Routes Nos. 4 and 7 pass along Summer Street in front of the Site. MBTA Bus Routes 448, 449, and 459 pass along Congress Street, one block northeast of the Site. The Site is located midway between MBTA Silver Line stops at South Station and the Boston Convention and Exhibition Center. A third nearby Silver Line stop is located on Seaport Boulevard, near the new Moakley Federal Courthouse.

Proposed Dimensions of Structures. Pursuant to the PDA Master Plan, the existing Building is deemed to comply with the Code. No mandatory yard setbacks or setbacks, other than those required by this Plan for the new office penthouse, apply to the Project. The only other dimensional regulations applicable to the Project are those of height and FAR, as set forth in the PDA Master Plan.

Building Height. The Project's maximum height will be 110 feet, and it will contain up to eight (8) stories, both as measured from A Street. 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 will not be included in calculating building height, provided that such structures and equipment do not exceed in the aggregate one-third of the floor area of all building rooftops.

The PDA Master Plan provides that additional stories may be added to the Building, consistent with the following provisions:

Rooftop additions to an Existing Building must (i) be equivalent to no more than ten percent (10%) of the Existing Building's preexisting gross floor area as set forth in Table 2, above (i.e., without consideration of any new gross floor area added pursuant to this section), (ii) be set back from the cornice line of the Existing Building sufficiently to minimize, and eliminate where feasible, visibility from nearby streets, and (iii) add no more than two (2) stories.

The proposed office penthouse addition will have a gross floor area of up to five thousand seven hundred fifty (5,750) square feet, or less than ten percent (10%) of the Building's gross floor area of approximately fifty-eight thousand (58,000) square feet.¹ As described herein, the addition

¹ Table 2 to the PDA Master Plan mistakenly ascribes a gross floor area of 44,000 square feet to the Building. Properly measured, the existing Building has a gross floor area of approximately 58,000 square feet. The Table 2 measurement appears to consider only those portions of the Building above grade at Summer Street, yet the ground floor facing A Street is a "story" pursuant to the Code, so that its floor area must be included in the Building's gross floor area measurement. Depending on whether all of its area is devoted exclusively to uses accessory to the operation of the structure or otherwise excluded from the Code's definition of gross floor area, portions of the basement may constitute additional gross floor area under the Code.

will be consistent with the FAR limit applicable to the Site. This proposed penthouse, which will consist of a single story of occupied space, will be set back one column bay from the Building's cornice lines along Summer and A Streets so as to minimize visibility from nearby streets. The addition's cornice line may be visible from the far side of the sidewalk on the opposite side of Summer Street. In addition, a smaller mechanical penthouse may be located above the single additional story of occupied space, but such mechanical areas do not factor into the calculation of building height, or constitute a "story," pursuant to the Code. Other than the foregoing provisions, the penthouse addition is not subject to any height restrictions.

Floor Area Ratio. The Building and Site are not subject to a maximum FAR except as set forth in the Proposed Density section, above. Internal renovations that do not change the Building's exterior dimensions, but which may change the Building's Gross Floor Area, as currently defined under the Code, *e.g.*, the conversion of all or a portion of the basement level to off-street accessory parking use, will be deemed not to change the Building's gross floor area or FAR for purposes of the PDA Master Plan and will be deemed to comply with this Plan and Code.

Public Benefits. The public benefits of the Project include the following:

- Rehabilitating and enhancing an architecturally-distinguished, early-twentieth-century mercantile building originally built by the Boston Wharf Company, saving its historic facade from further deterioration and upgrading its life safety systems to contemporary standards;
- Upgrading a circa 1904 building's windows, climate control, mechanical, and other systems to make the building eligible for LEED certification;
- Incorporating environmentally-sustainable construction techniques and systems designs into the Project, including the incorporation of a high degree of recycled content materials into the interior design;
- Creating approximately 20-25 construction jobs through the rehabilitation of the existing Building's facade, complete interior renovation of the Building, and addition of an office penthouse and associated Site improvements;
- Relocating approximately 160 new, full-time design professional jobs to the City of Boston by creating the new world headquarters of ADD Inc, an award-winning architecture and design firm;
- Creating an unknown number of additional full-time jobs for employees of other building tenants;
- Strengthening the historic fabric of Summer Street by restoring and renewing the full occupancy of an attractive building midway between Fort Point Channel and the Boston Convention and Exhibition Center ("BCEC");
- Advancing the PDA Master Plan goal of enhancing the vitality of the South Boston/100 Acres area by activating Summer and A Streets with office worker and visitor foot traffic;
- Generating increased real estate and sales tax revenues for the City of Boston; and

- Contributing to the overall development of the newly-adopted 100 Acres PDA Master Plan area.

The foregoing Project elements are approved as satisfying the public benefits requirements of the Code.

Groundwater Conservation Overlay District. On April 25, 2007, while the Project was undergoing review by the BRA, Article 32 of the Code, the Groundwater Conservation Overlay District (“**GCOD**”), and the associated Groundwater Conservation Overlay District map were amended to extend the GCOD to additional areas of the City. The Project Site and the surrounding area, including much of the South Boston/The 100 Acres PDA Master Plan Area now are within the GCOD. This Development Plan supersedes the procedural requirements of Article 32 that a Proponent obtain a conditional use permit from the Zoning Board of Appeal. As detailed below, the Project fully complies with the substantive requirements of the GCOD.

The GCOD’s scope is limited within the new expansion areas. Section 32-4, as amended, now provides that only the applicability criteria of subsections 32-4(a) and (b) apply to projects within these new areas. These subsections provide that a Proposed Project in these new areas is subject to the requirements of Article 32 only if it involves:

- (a) the erection or extension of any structure, where such new structure or extension will occupy more than fifty (50) square feet of lot area; or
- (b) the erection or extension of any structure designed or used for human occupancy or access, mechanical equipment, or laundry or storage facilities, including garage space, if such construction involves the excavation below grade to a depth equal to or below seven (7) feet above Boston City Base (other than where such excavation is necessary for, and to the extent limited to, compliance with the requirements of this article.

Subsection 32-4(a) does not apply: the Project will not occupy more than fifty square feet of additional lot area. The only extension of the building will be the penthouse, discussed above, which will sit atop a portion of the existing Building.

Subsection 32-4(b), however, does apply to the Project because the rehabilitation of the existing Building will involve the construction of a new elevator which will require excavation below 7 feet above Boston City Base (“**BCB**”); the finished elevator pit’s floor will be approximately 6 feet above BCB. The building’s existing elevator does not serve the basement level and is more suited to the movement of freight than passengers. In order to comply with Massachusetts Architectural Access Board regulations and the Americans with Disabilities Act, the Proponent plans to remove the existing elevator and install a new elevator at another location in the building, where it will provide access to all floors. The pit is required as a safety feature for the elevator, to provide a place of refuge for repair and maintenance personnel if the elevator were to move downward unexpectedly during a service call. The elevator pit will not contain any electrical or mechanical equipment.

Section 32-6 of the Code sets forth the standards for obtaining a conditional use permit for those projects subject to the GCOD requirements. The last paragraph of that section provides

that only subsection (b) of Section 32-6 applies to proposed projects within the areas newly subject to the GCOD, *e.g.*, to this Project. The Project complies with the requirements of Subsection 32-6(b), that the applicant must show that the proposed project will result in no negative impact on groundwater levels within the lot in question or adjacent lots, subject to the terms of any (i) dewatering permit or (ii) cooperation agreement entered into by the Proponent and the Boston Redevelopment Authority, to the extent that such agreement provides standards for groundwater protection during construction.

Section 32-6 of the Code further provides that, "The Applicant shall demonstrate that the Proposed Project meets the requirements of this section by certification from a Massachusetts registered engineer or other expert or authoritative body recognized by the Board of Appeal." The Proponent has provided engineering drawings (copies of which are attached as **Exhibit F**) of the proposed elevator pit showing construction details including the waterproofing layer that will be applied to the entire interior surface of the elevator pit. The elevator pit will not have a pump and is not designed to intercept groundwater, nor will it do so. The drawings are accompanied by a certification from a Massachusetts registered engineer stating that, as designed, the elevator pit will have no negative impact on groundwater levels at 311 Summer Street or adjacent lots. If the Project requires a dewatering permit or a cooperation agreement with the BRA, the Proponent will comply with any groundwater protection standards set forth in such a document.

In addition to compliance with the foregoing GCOD-specific requirements, Article 32 requires that projects subject to the GCOD must comply with the requirements of Article 6 of the Code. The Project complies with the requirements of Section 6-3 because (a) the specific site is an appropriate location for such use, (b) the use will not adversely affect the neighborhood, (c) there will be no serious hazard to vehicles or pedestrians from the use, (d) no nuisance will be created by the use, and (e) adequate and appropriate facilities will be provided for the proper operation of the use.

Because the GCOD applies only to those portions of the project extending below 7 feet above BCB, the foregoing conditions apply to the elevator pit, but not to the entire project. The proposed elevator is a conforming use and the proposed location is appropriate, both in terms of building operation and avoiding impacts on groundwater. The use will not adversely affect the neighborhood, and will not create a nuisance. The presence of an elevator pit below the basement of the existing building will not pose any hazard to vehicles or pedestrians. Adequate and appropriate facilities will be provided for the proper operation of the elevator.

Section 6-4 of the Code allows for the impositions of additional conditions and safeguards, such as increased yard requirements, screening of parking areas, modification of the exterior features or appearance of the structure, limitations on the number of occupants or hours of operation, regulation of access drives and other traffic features, or requiring off-street parking. The construction of a small elevator pit beneath the basement of the existing building does not warrant the imposition of any such additional conditions or safeguards.

The Proposed Project is not subject to the sections of Article 32 requiring to the use of groundwater-retaining paving, or systems designed to capture and infiltrate rainwater into the ground, because the Project Site is not located within the initial, core GCOD area. Nonetheless, the Proponent proposes to include such measures in the portion of the Site along A Street.

Currently, that area is covered completely with impervious pavement. As shown in Exhibit C, the Proponent intends to replace much of the existing asphalt with pavers, to allow rainwater to infiltrate to the ground. The proponent is working with the Boston Redevelopment Authority, the Crossroads Initiative, and other City agencies on the development of plans for the portion of A Street between the Summer Street overpass and Melcher Street. These plans may include a new sidewalk along the 311 Summer Street side of A Street, with street trees and associated tree wells that would provide for further rainwater infiltration. The design of the A Street portion of the Site may continue to evolve as ground floor tenants change or in response to other neighborhood developments.

Project Approvals. Pursuant to the PDA Master Plan, the Project is subject to the Article 80E Design and Site Plan components of Small Project Review, and to review by the Boston Landmarks Commission.

The Project is located within the Piers Zone of the South Boston Parking Freeze, pursuant to 310 CMR 7.33. Permits from the Boston Air Pollution Control Commission will be required if any new off-street parking spaces are created at the Site.

BRA Development Review Procedures. The Schematic Plans for any portion of the Project are subject to review and approval by the BRA in accordance with its Development Review Procedures. The final Project plans, as approved by the BRA pursuant to these Development Review Procedures, will be deemed to be consistent with this Plan and to have addressed all design requirements of the Code, including, without limitation, the PDA Master Plan and the underlying zoning, which will be deemed to include the Groundwater Conservation Overlay District.

Written requests for specific, minor modifications to the Project's design, consistent with the height and density limitations set forth herein, including, without limitation modifications that affect site improvements, exterior facades, or the roofscape, will be subject to the written approval of the Director under this Plan without further BRA action.

The signage program for the Project will be subject to design review by the BRA, and any "sign" (as defined in the Code) approved as part of such review will be deemed to be in compliance with this Plan and Code. Any wireless communications equipment (*i.e.*, antennas) that is visible from the exterior of the Building also will undergo BRA design review, and such equipment, when approved, will be deemed to comply with this Plan and Code.

Development Schedule. Building facade rehabilitation activities are expected to begin in the second or third quarter of 2007. Project construction, *e.g.*, construction of the office penthouse, new rooftop mechanicals, and interior renovations, is anticipated to begin in August of 2007. The target date for completion of the Project is the second quarter of 2008, but 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.

This Plan approves: (i) construction of the 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 Project garage, in phases as the Project proceeds.

Applicability. Consistency of the Project with this Plan constitutes compliance with the dimensional, use, and other requirements of the Code, in accordance with Section 80C-9 of the Code.

Amendment of Plan. Any owner of the Project or of an individual Project Component may seek amendment of this Plan as to the Project or such Project Component in accordance with the procedures prescribed by the Code, without the consent of any other Project Component owner(s). In the event that any amendment affects the overall compliance of the Project with this Plan, this Plan will 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 modification of the requirements of this Plan as to any other Project Components.

Proponent's Obligations to Proceed with Project. Notwithstanding anything set forth herein to the contrary, under no circumstances will the Proponent be obligated to proceed with all or any portion of the Project. If the Proponent proceeds with the Project, the Proponent will satisfy the public benefit obligations described above.

ATTACHMENTS

EXHIBIT A – LEGAL DESCRIPTION

EXHIBIT B – SURVEY PLAN

EXHIBIT C – SITE PLAN; GROUND FLOOR PLAN

EXHIBIT D – PROJECT ELEVATIONS AND FLOOR PLANS

EXHIBIT E – APPROVED USES

EXHIBIT F – ELEVATOR PIT DESIGN

EXHIBIT G – PROJECT TEAM MEMBERS

Exhibit A

Legal Description of Site

Beginning at a point at the intersecting corner of the southerly side of Summer Street and the easterly sideline of A Street;

- S58°42'39"E by said Summer Street, one hundred four and 45/100 feet (100.45'); thence,
- S31°20'34"W by land now or formerly of the Boston Wharf Company by a line running through the middle of a brick partition wall, on hundred and 00/100 feet (100.00'); thence,
- N58°42'41"W by a private passageway known as Pastene Alley, one hundred one and 49/100feet (101.49'); thence,
- N29°38'41"E by the easterly sideline said A Street, one hundred and 04/100 (100.04) to the point of beginning.

Being identified as Parcel 0602763000 in the records of the Assessing Department of the City of Boston.

LEGAL DESCRIPTION

1 TITLE DESCRIPTION

All of lot B as shown on the Subdivision Plan dated... and recorded with the Suffolk County Registry of Deeds at Book... Page... bounded and described as follows: Beginning at a point at the intersecting corner of the southerly side of Summer Street and the easterly side of "A" Street...

2 TITLE INFORMATION

The Title Description and Schedule B Items herein are from First American Title Insurance Company, ALTA Commitment No. NCS-261763-BOS1 dated October 25, 2005.

3 SCHEDULE 'B' ITEMS

NOTES CORRESPONDING TO SCHEDULE "B":

- Taking by the Commonwealth of Massachusetts Department of Highways, recorded with said Deeds, Book 2128, Page 345. (Affects Parcel 13B). Rights of others to use streets and passageways shown on the plan referred to in Schedule A hereof... Sewer rights set forth in instrument dated December 3, 1892, recorded Book 2154, Page 140 given by The Boston Wharf Company to The City of Boston...

4 SURVEYOR CERTIFICATION

This survey is made for the benefit of: Citizens Bank of Massachusetts, First American Title Insurance Company, 33 Summer Street, LLC and CIBC Inc., and its respective successors assigns. I, Timothy R. Bennett, Professional Land Surveyor do hereby certify to the aforesaid parties, as of the date set forth above that I have made a careful survey of a tract of land described herein.



#311 SUMMER STREET (BEING A PORTION OF PARCEL 13) (PORTION OF LOT B)

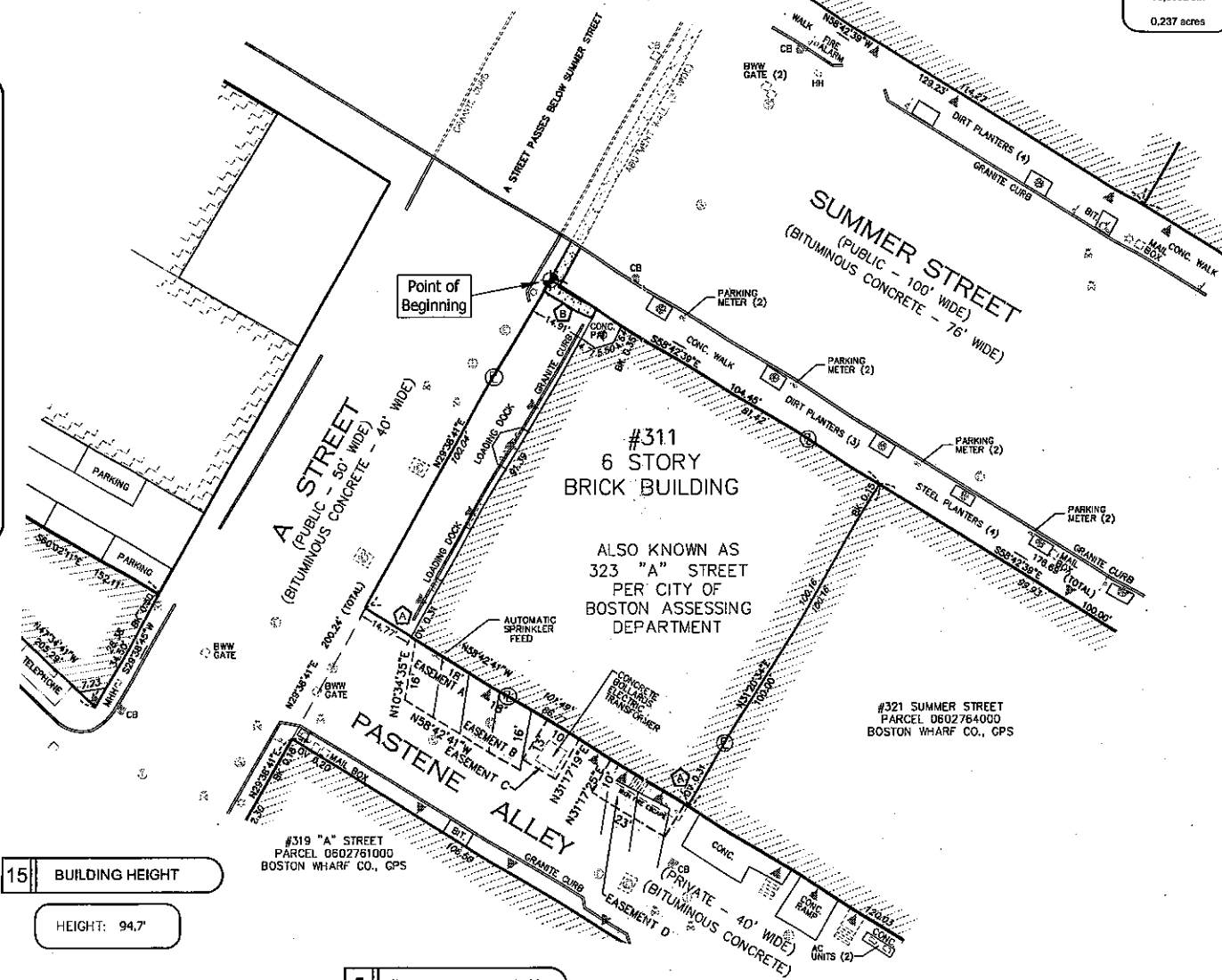
12 PARKING INFORMATION

- 0 STANDARD SPACES
0 HANDICAPPED SPACES
0 TOTAL SPACES

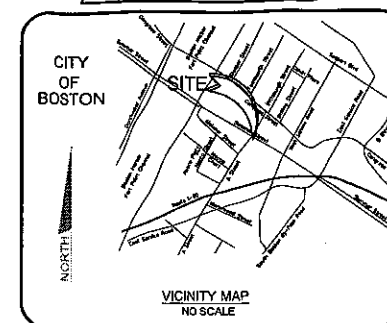
13 LAND AREA

10,305± s.f. 0.237 acres

19 SURVEY AREA



16 VICINITY MAP



9 LEGEND

- 000.00 MEASURED DISTANCE
000.00' RECORD DISTANCE
GROUNDED BOUND
TREE
STREET SIGN
WATER GATE
WATER GATE
ELECTRIC MANHOLE
TELEPHONE MANHOLE
DRAIN MANHOLE
SEWER MANHOLE
LIGHT POLE
HYDRANT
PHYSICAL ACCESS TO BUILDING
CATCH BASIN
BITUMINOUS CONCRETE AREA
BOSTON WATER WORKS SHUT-OFF
BACK FROM PROPERTY LINE
OVER THE PROPERTY LINE
HAND HOLE
PROPERTY LINE

8 ZONING INFORMATION

SETBACKS: FRONT - none, SIDE - none, REAR - none. HEIGHT - none. BULK - 1.57 (4.0 max). ZONE - M-4 (RESTRICTED MANUFACTURING). 0 PARKING STALL FOR EVERY 0,000 SQ. FT. OF FLOOR SPACE.

10 BASIS OF BEARING

THE BEARING S58°12'39"E BEING THE LINE OF SUMMER STREET AS SHOWN ON A PLAN TITLED "PLAN OF LAND IN BOSTON, MASS. (SOUTH BOSTON DISTRICT) SUFFOLK COUNTY," DATED MAY 25, 1978 BY BOSTON SURVEY CONSULTANTS, INC. AND RECORDED IN SUFFOLK COUNTY REGISTRY OF DEEDS PLAN BOOK 6130 PAGE 560 WAS USED AS THE BASIS OF BEARING FOR THIS SURVEY.

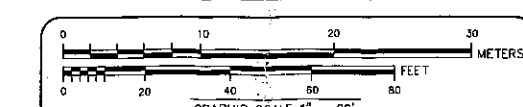
11 SURVEYOR'S NOTES

- 1. No observable evidence of earth moving work, building construction or building additions within recent months. 2. No observable evidence of changes in street right of way lines completed, and available from the controlling jurisdiction and no observable evidence of recent street or sidewalk construction or repairs.

20 PROPOSED EASEMENTS

- EASEMENT A: A PROPOSED PARKING EASEMENT. EASEMENT B: A PROPOSED PARKING EASEMENT. EASEMENT C: A PROPOSED UTILITY EASEMENT. EASEMENT D: A PROPOSED PARKING EASEMENT.

17 SCALE



15 BUILDING HEIGHT

HEIGHT: 94.7'

14 BUILDING AREA

8,757± s.f.

5 FLOOD INFORMATION

THIS PROPERTY IS IN ZONE "C" OF THE FLOOD INSURANCE RATE MAP, COMMUNITY PANEL NO. 250286-0011-D, WHICH BEARS AN EFFECTIVE DATE OF 11-2-90 AND IS NOT IN A SPECIAL FLOOD HAZARD AREA. NO FIELD SURVEYING WAS PERFORMED TO DETERMINE THIS ZONE AND AN ELEVATION CERTIFICATE MAY BE NEEDED TO VERIFY THIS DETERMINATION OR APPLY FOR VARIANCE FROM THE FEDERAL EMERGENCY MANAGEMENT AGENCY. ZONE "C" DENOTES AREAS OF MINIMAL FLOODING.

7 POSSIBLE ENCROACHMENTS

- A - BUILDING FACE ENCROACHES 0.31' ONTO PASTENE ALLEY AS SHOWN. B - 3.5' x 15' SECTION OF ABUTMENT WALL ENCROACHES ONTO THE PROPERTY AS SHOWN.

6 CEMETERY

THERE IS NO VISIBLE EVIDENCE OF CEMETERIES ON SUBJECT PROPERTY.

KEY TO ALTA-SURVEY

Table with 20 numbered boxes corresponding to the survey features: 1 TITLE DESCRIPTION, 2 TITLE INFORMATION, 3 SCHEDULE 'B' ITEMS, 4 SURVEYOR CERTIFICATION, 5 FLOOD INFORMATION, 6 CEMETERY, 7 POSSIBLE ENCROACHMENTS, 8 ZONING INFORMATION, 9 LEGEND, 10 BASIS OF BEARING, 11 SURVEYOR'S NOTES, 12 PARKING INFORMATION, 13 LAND AREA, 14 BUILDING AREA, 15 BUILDING HEIGHT, 16 VICINITY MAP, 17 SCALE, 18 CLIENT INFORMATION BOX, 19 SURVEY AREA, 20 PROPOSED EASEMENTS.

BENNETT ENGINEERING LAND SURVEYING, ENGINEERING & DEVELOPMENT SERVICES. 10 BOX 237 SAGAMORE BEACH, MA 02562. TEL: (508) 888-4388 FAX: (508) 888-4807

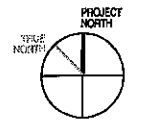
INTERNATIONAL LAND SERVICES, Inc. 621 24th Avenue S.W., Norman, Oklahoma 73069. (405) 701-9252 www.ils-ita.com

Client information table with fields: Drawn By: TRB, Surveyor Ref. No.: 0001, Aired By: TRB, Field Date: 1/10/07, Scale: 1"=20'. Includes Date and Revision columns.

Prepared For: 311 SUMMER ST, L.L.C. Project Address: 311 SUMMER STREET, BOSTON, MA. Project Name: BOSTON WHARF PORTFOLIO-311 SUMMER STREET. Job Number: 07-01-004:001

#321
10 STORY
BRICK BUILDING

#321 SUMMER STREET
PARCEL 0602764000



ADD Inc 210 Broadway
Cambridge MA 02139
617 224 3100
Fax 617 641 7118

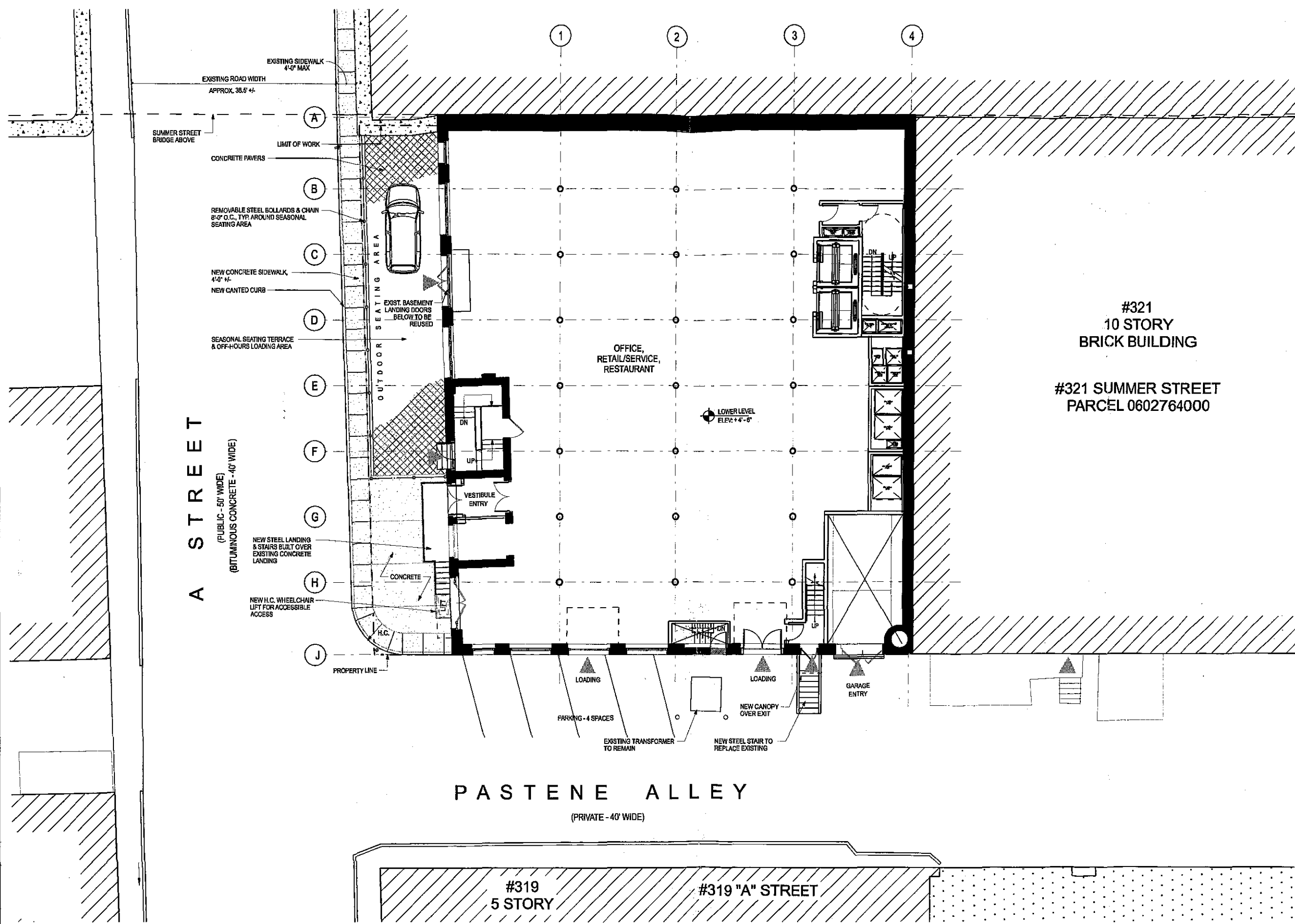
Job No.
Drawn By: XX CKC By: XX
Date: 07 MARCH 2007
Revisions:

No.	Description

Site Plan

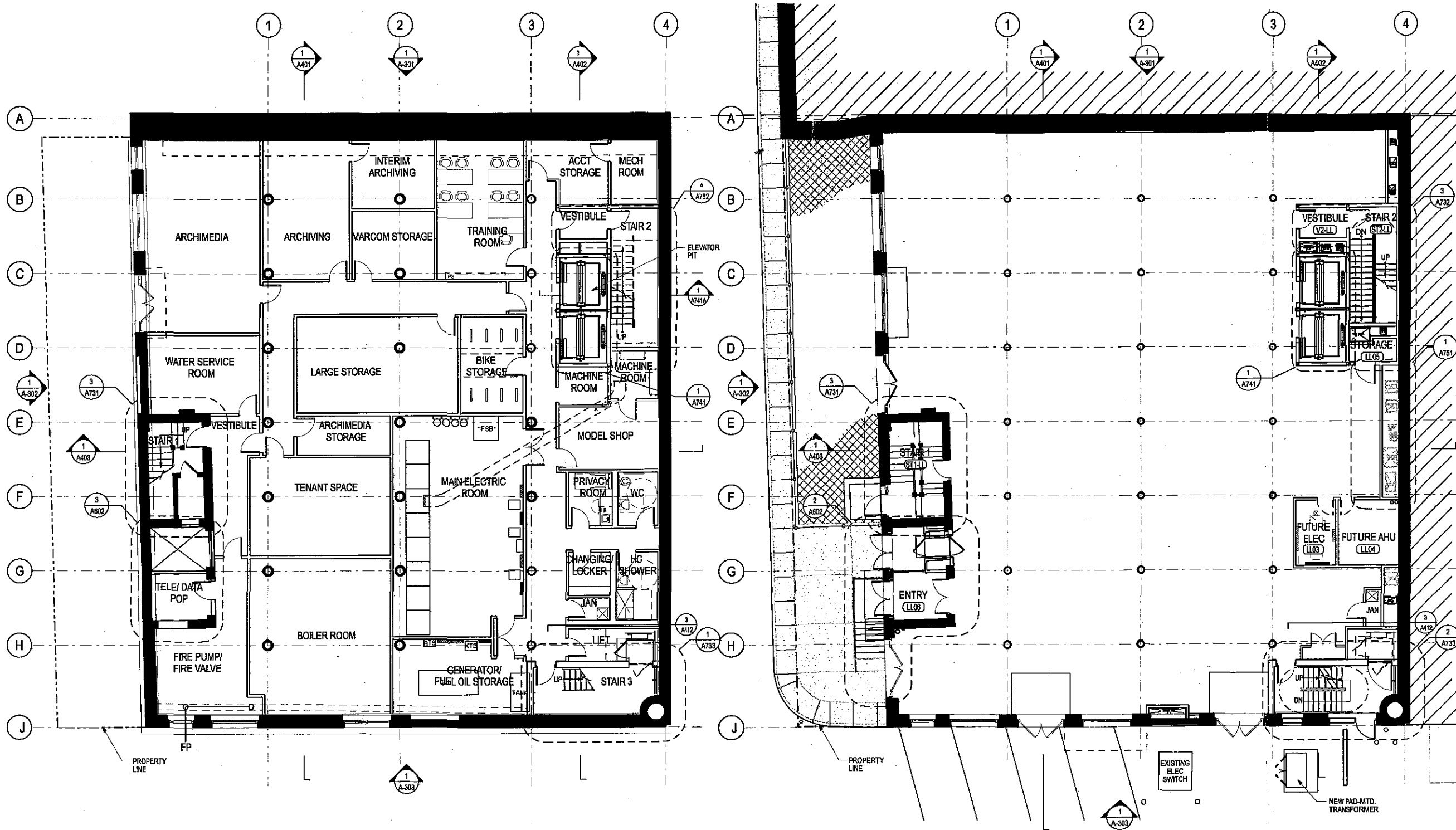
A-010

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 Printed at: 03:14 PM on Tuesday, 03/06/2007 Copyright: ADD, Inc.



1 SITE PLAN @ LOWER LEVEL
SCALE: 1/8"=1'-0"





1 BASEMENT LEVEL PLAN
SCALE: 1/16"=1'-0"

2 LOWER LEVEL PLAN
SCALE: 1/8"=1'-0"



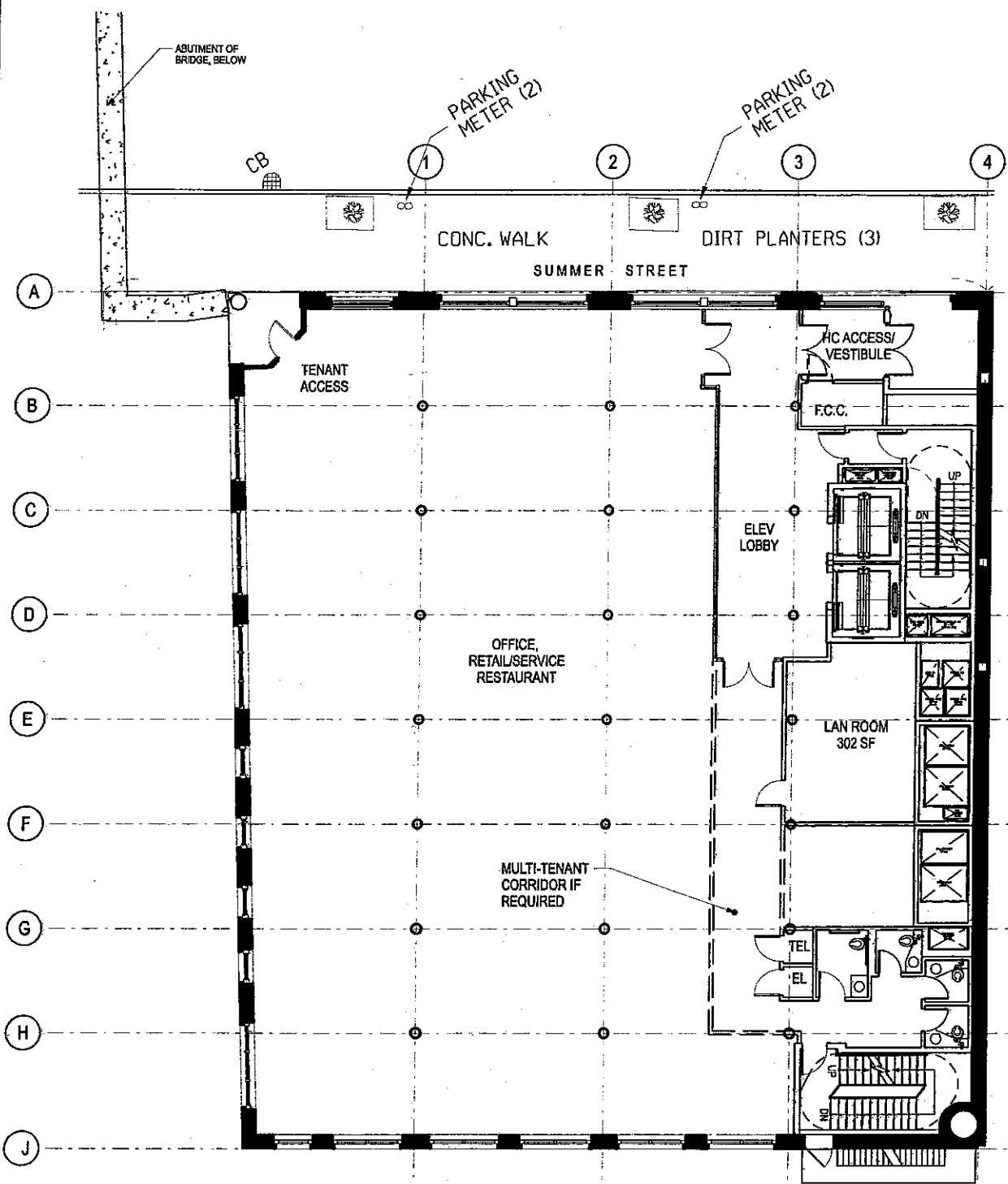
ADD Inc 210 Broadway
Cambridge MA 02139
617 234 3100
Fax 617 661 7118

Job No.	
Drawn By	XX
CK'd By	XX
Date	06/08/2007
Revisions	

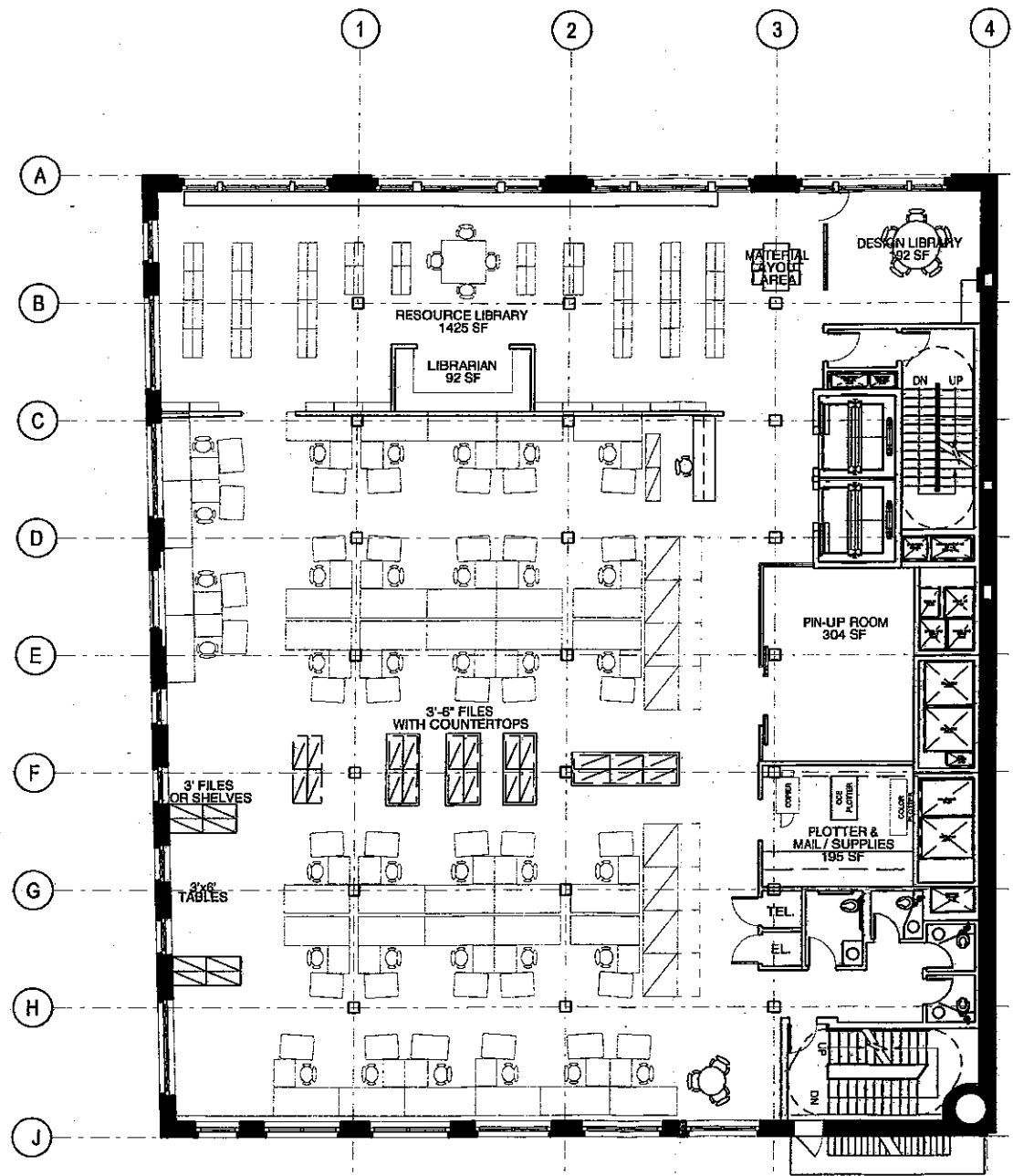
**Proposed
Basement &
Lower Level
Partition Plans**

A-101

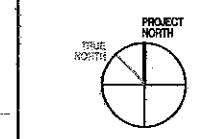
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Plotted at: 07:28 PM on Thursday, 06/07/2007. Copyright ADD Inc



1 FIRST LEVEL PLAN
SCALE: 1/8"=1'-0"



2 SECOND LEVEL PLAN
SCALE: 1/8"=1'-0"



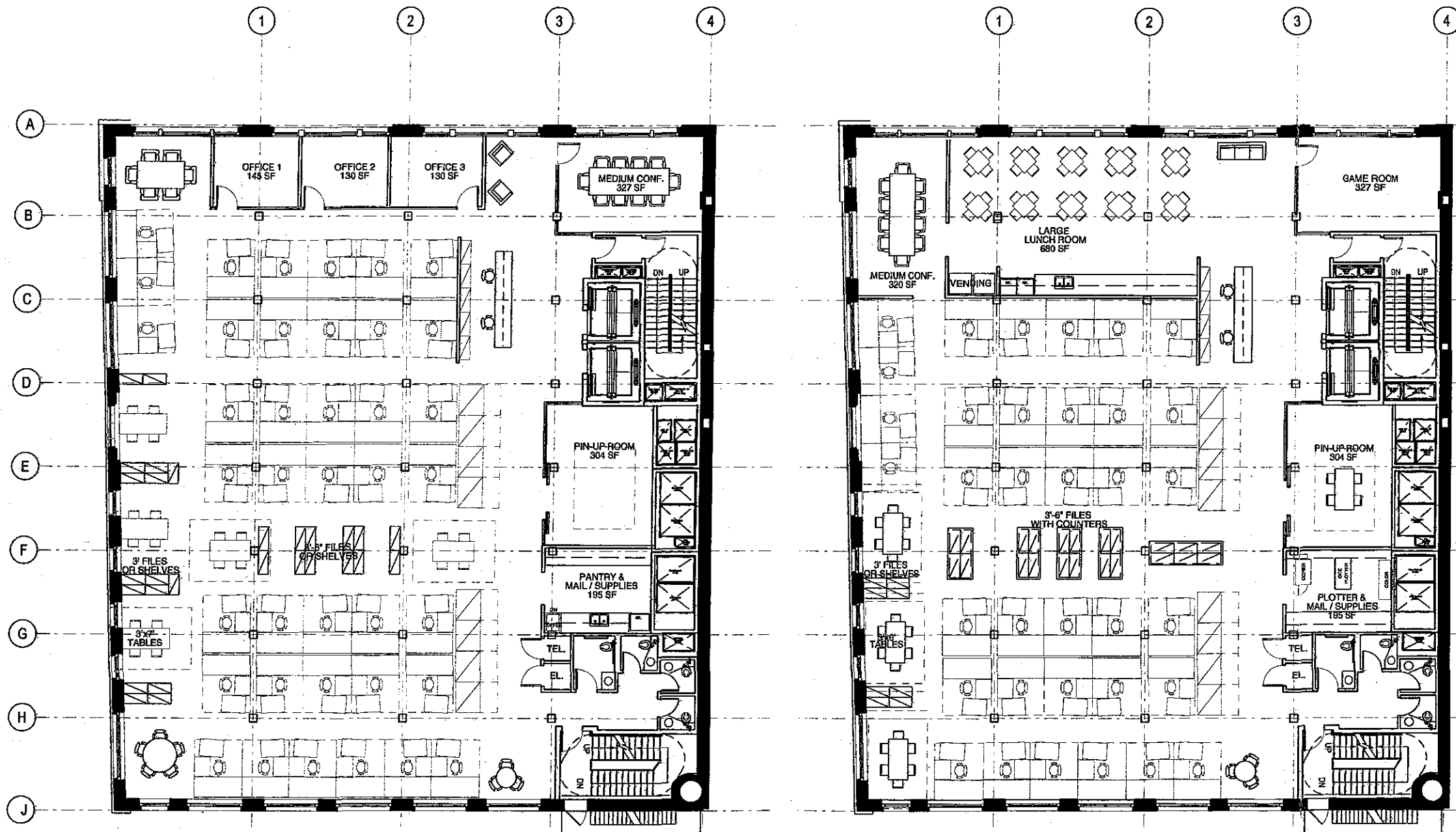
ADD Inc
210 Broadway
Cambridge MA 02139
617 234 1100
Fax 617 661 7118

Job No.	
Drawn By	XX
Checked By	XX
Date	07/MARCH/2007
Revisions	

First &
Second Level
Partition Plans

A-102

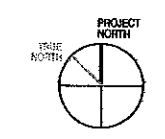
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1 THIRD LEVEL PLAN
SCALE: 1/8"=1'-0"

2 FOURTH LEVEL PLAN
SCALE: 1/8"=1'-0"

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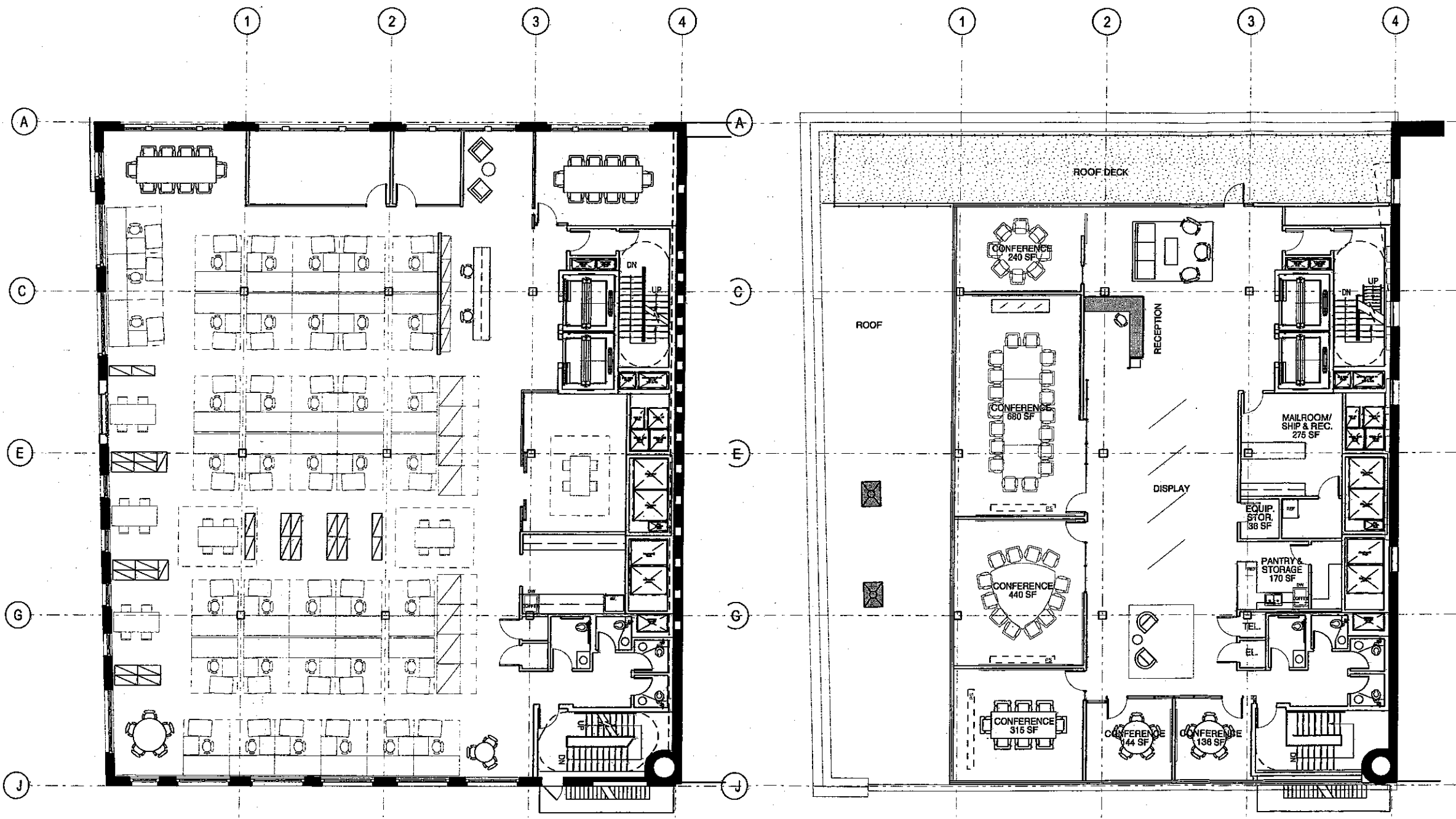


ADD Inc 210 Broadway
Cambridge MA 02137
617 234 3100
Fax 617 661 7118

Job No.
Drawn By: XX Ckd By: XX
Date: 07 MARCH 2007
Releasers:

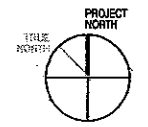
Third & Fourth
Level
Partition Plans

A-103



1 FIFTH LEVEL PLAN
SCALE: 1/8"=1'-0"

2 SIXTH LEVEL PLAN - PROPOSED NEW FLOOR
SCALE: 1/8"=1'-0"



ADD Inc 210 Broadway
Cambridge MA 02139
617 234 3100
Fax 617 661 7118

Job No.
Drawn By: XX Ck'd By: XX
Date: 07 MARCH 2007

Revisions:

NO.	DESCRIPTION

Fifth & Sixth
Level
Partition Plans

A-104

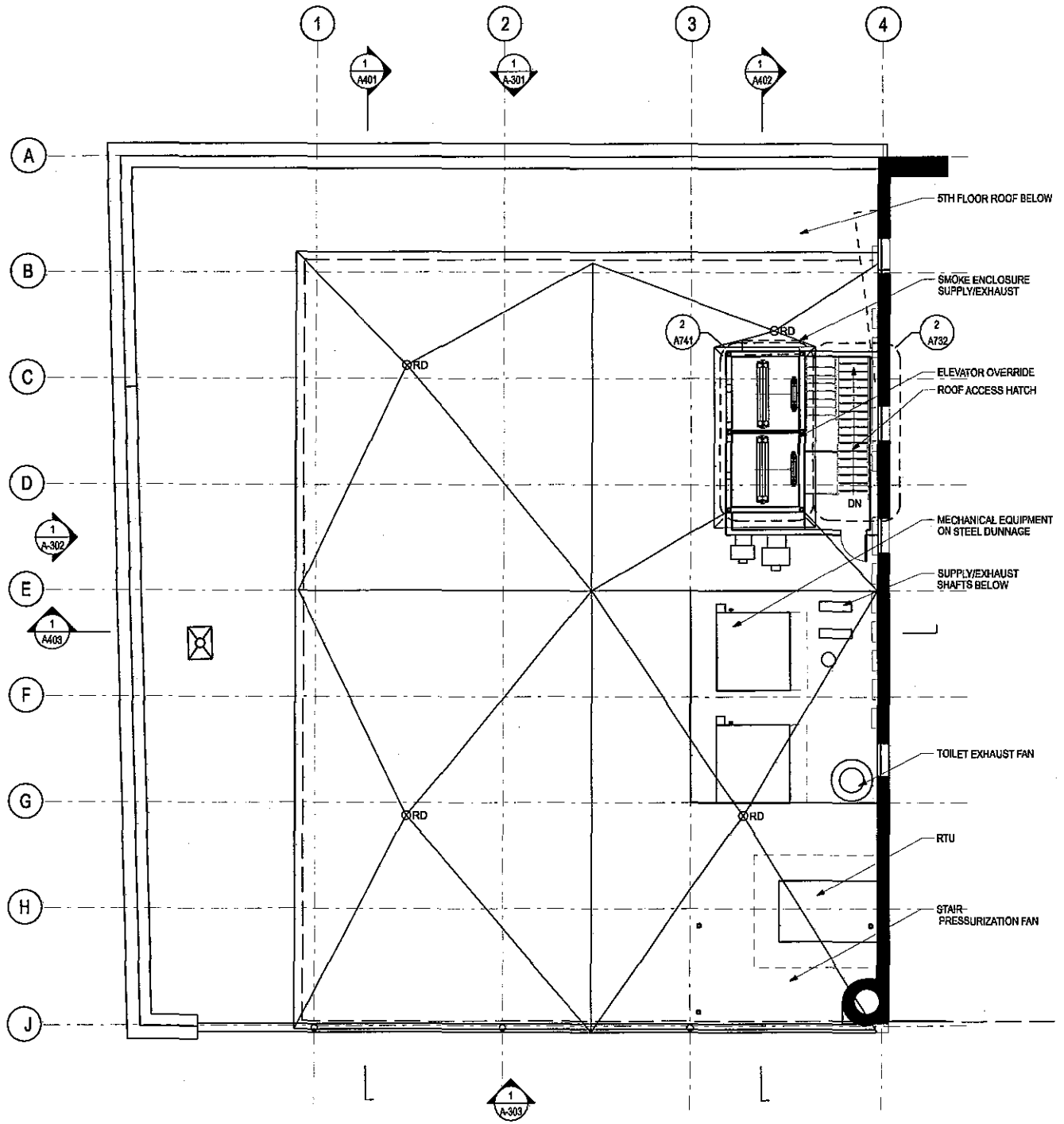
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ADD Inc 210 Broadway
Cambridge MA 02139
617 234 3100
Fax 617 661 7118

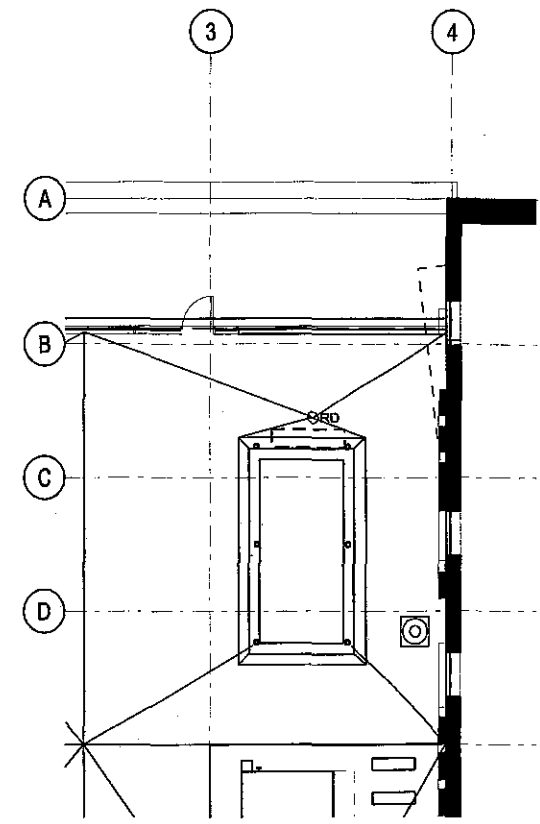
Job No.	
Drawn By	XX
Checked By	XX
Date	06/06/2007
Revisions	

Proposed
Penthouse
& Roof Plans

A-105



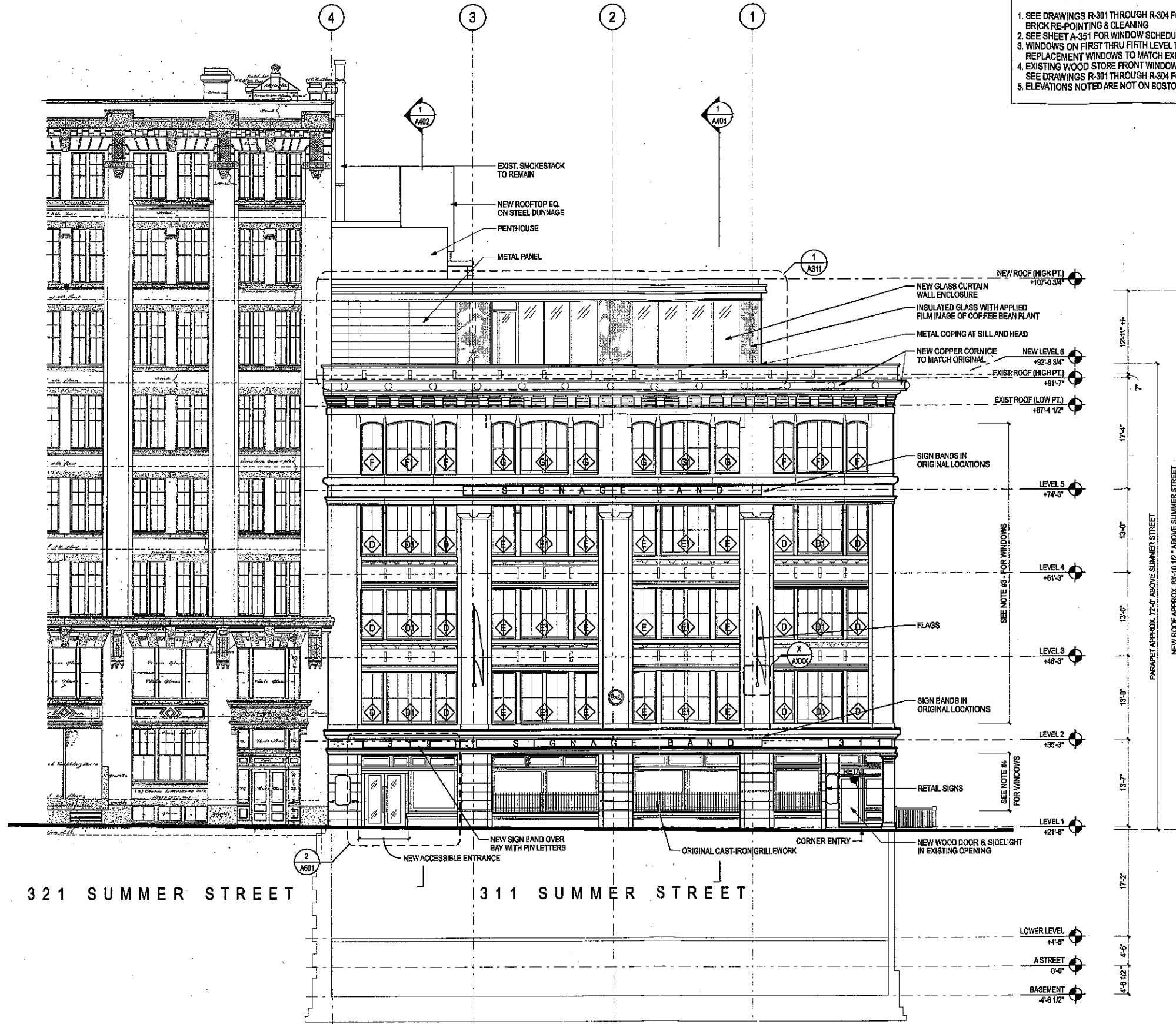
1 ROOF PLAN
SCALE: 1/8"=1'-0"



2 PENTHOUSE PLAN
SCALE: 1/8"=1'-0"

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- GENERAL NOTES:
1. SEE DRAWINGS R-301 THROUGH R-304 FOR FACADE REPAIR, BRICK RE-POINTING & CLEANING
 2. SEE SHEET A-351 FOR WINDOW SCHEDULE
 3. WINDOWS ON FIRST THRU FIFTH LEVEL TO BE NEW ALUMINUM REPLACEMENT WINDOWS TO MATCH EXISTING PROFILES (EXCEPT TYPE CC)
 4. EXISTING WOOD STORE FRONT WINDOWS TO REMAIN. SEE DRAWINGS R-301 THROUGH R-304 FOR ADDITIONAL REQUIREMENTS.
 5. ELEVATIONS NOTED ARE NOT ON BOSTON CITY BASE



1 PROPOSED SUMMER STREET ELEVATION
SCALE: 1/8"=1'-0"

ADD Inc
210 Broadway
Cambridge MA 02139
617 224 3100
Fax 617 661 7118

Job No.	
Drawn By	XX
Checked By	XX
Date	06/09/2007
Revisions	

Proposed
North Elevation
(Summer Street)

A-301

File: \\4-Beserve\p0609162\00_ADD\Inc\CADD\Plot\Revised_PDANA_301_N_SUMMER_06192.dgn
Plotted at: 07:27PM on Thursday, 06/07/2007. Copyright: ADD Inc

GENERAL NOTES:

1. SEE DRAWINGS R-301 THROUGH R-304 FOR FACADE REPAIR, BRICK RE-POINTING & CLEANING
2. SEE SHEET A-351 FOR WINDOW SCHEDULE
3. WINDOWS ON FIRST THRU FIFTH LEVEL TO BE NEW ALUMINUM REPLACEMENT WINDOWS TO MATCH EXISTING PROFILES (EXCEPT TYPE CC)
4. EXISTING WOOD STORE FRONT WINDOWS TO REMAIN.
5. SEE DRAWINGS R-301 THROUGH R-304 FOR ADDITIONAL REQUIREMENTS.
6. ELEVATIONS NOTED ARE NOT ON BOSTON CITY BASE

**ADD Inc
Corporate
Headquarters**

311 SUMMER STREET
BOSTON, MA

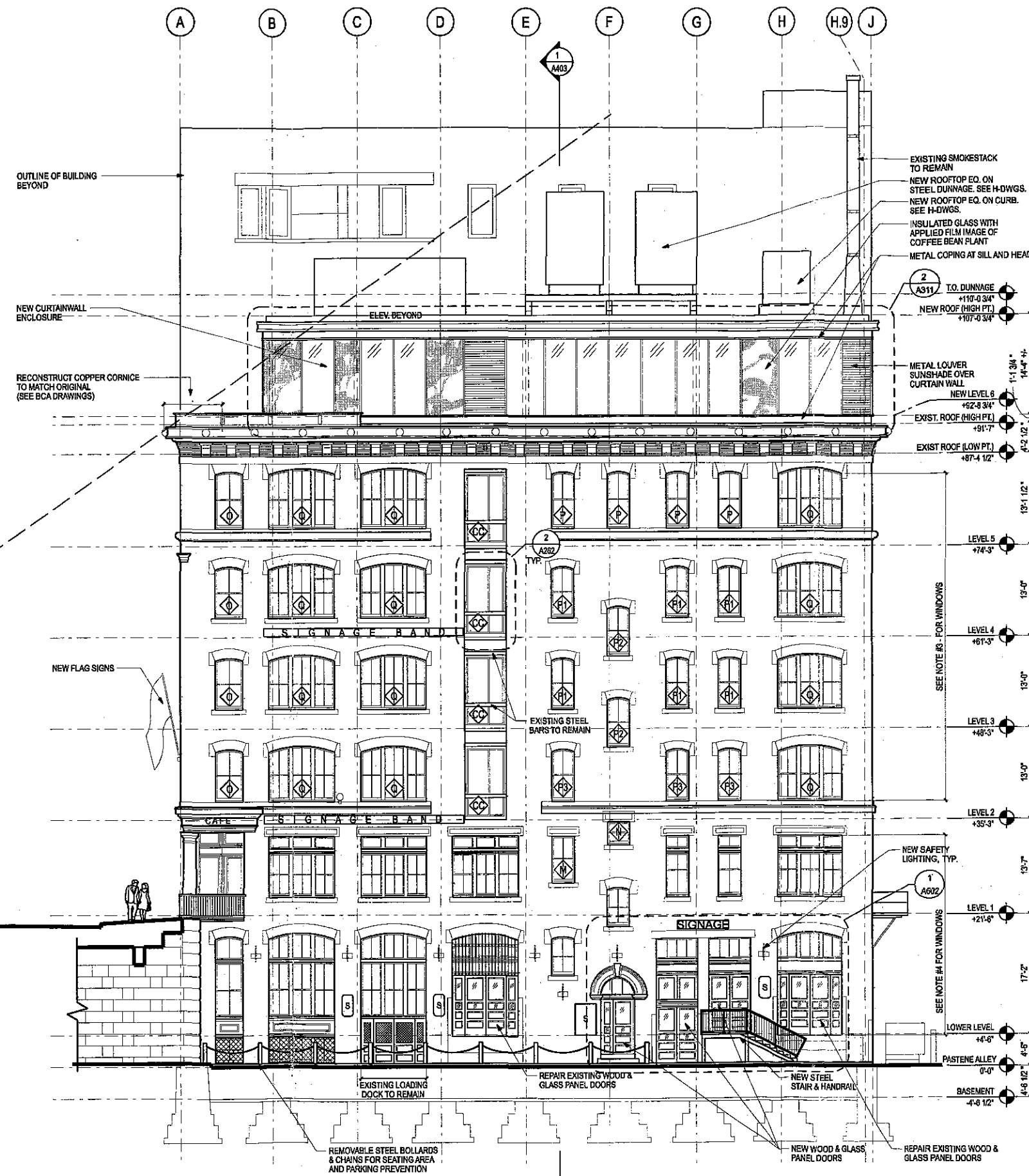
ADD Inc
210 Broadway
Cambridge MA 02139
617 234 3100
Fax 617 661 7118

Job No.
Drawn By: XX CKR By: XX
Date: 06/26/2007
Revisions:

**Proposed
West Elevation
(A Street)**

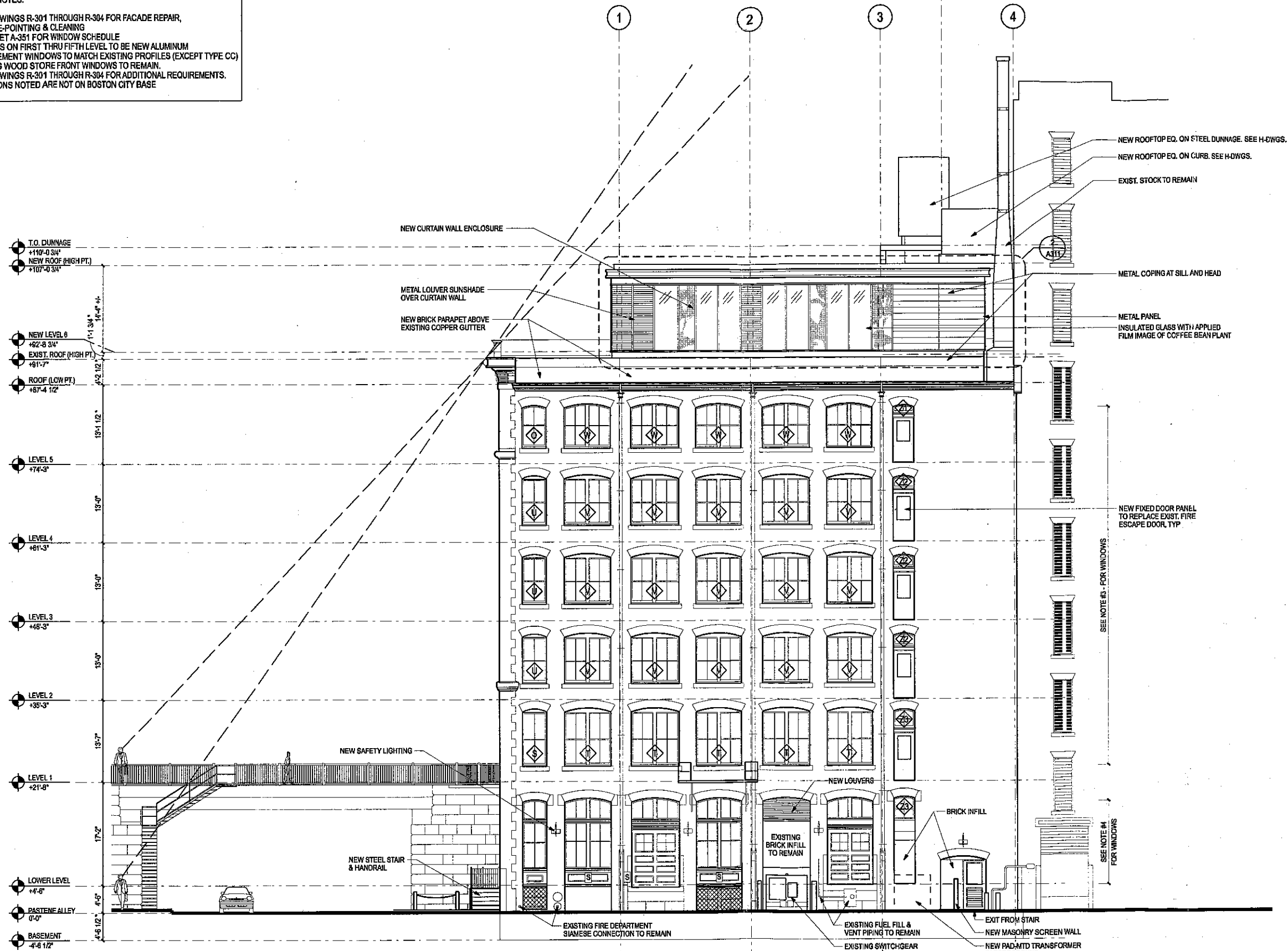
A-302

Scale: 1/8"=1'-0" CADD # A302_06192



1 PROPOSED A STREET ELEVATION
SCALE: 1/8"=1'-0"

- GENERAL NOTES:
1. SEE DRAWINGS R-301 THROUGH R-304 FOR FACADE REPAIR, BRICK RE-POINTING & CLEANING SCHEDULE
 2. SEE SHEET A-351 FOR WINDOW SCHEDULE
 3. WINDOWS ON FIRST THRU FIFTH LEVEL TO BE NEW ALUMINUM REPLACEMENT WINDOWS TO MATCH EXISTING PROFILES (EXCEPT TYPE CC)
 4. EXISTING WOOD STORE FRONT WINDOWS TO REMAIN. SEE DRAWINGS R-301 THROUGH R-304 FOR ADDITIONAL REQUIREMENTS.
 5. ELEVATIONS NOTED ARE NOT ON BOSTON CITY BASE



1 PROPOSED PASTENE ALLEY ELEVATION
SCALE: 1/8"=1'-0"

ADD Inc
210 Broadway
Cambridge MA 02139
617 234 3100
Fax 617 663 7118

Job No.	
Drawn By	XX
Checked By	XX
Date	06/06/2007
Revisions	

Proposed
South Elevation
(Pastene Alley)

A-303

Exhibit E

Permitted Uses of the Site

The following uses will constitute "Office Uses":

- General office use.
- Agency or professional office (including without limitation offices of professional persons, such as accountants, architects, attorneys, dentists, or physicians, or real estate, insurance, or financial service institutions, or other agency office).
- Office of wholesale business.

"Retail/Service Uses" will include but not be limited to the following:

- Bakery.
- General retail business.
- Local retail business.
- Barber or beauty shop.
- Shoe repair.
- Tailor shop.
- Photocopying establishment.
- Dry-cleaning shop.
- Automatic teller machine.
- Bank.
- Adult education center.
- Community center.
- Day care center.
- Art gallery.
- Art use.
- Fitness center/health club/spa.
- Facility providing computer access.

"Restaurant Uses" will include but are not limited to the following:

- Restaurant, with or without live entertainment.

- Take-out Restaurant, Small.²
- Take-out Restaurant, Large.³
- Caterer's establishment.

The following uses will constitute "Parking and Loading Uses":

- Parking accessory to any Project use.
- Loading bay uses.

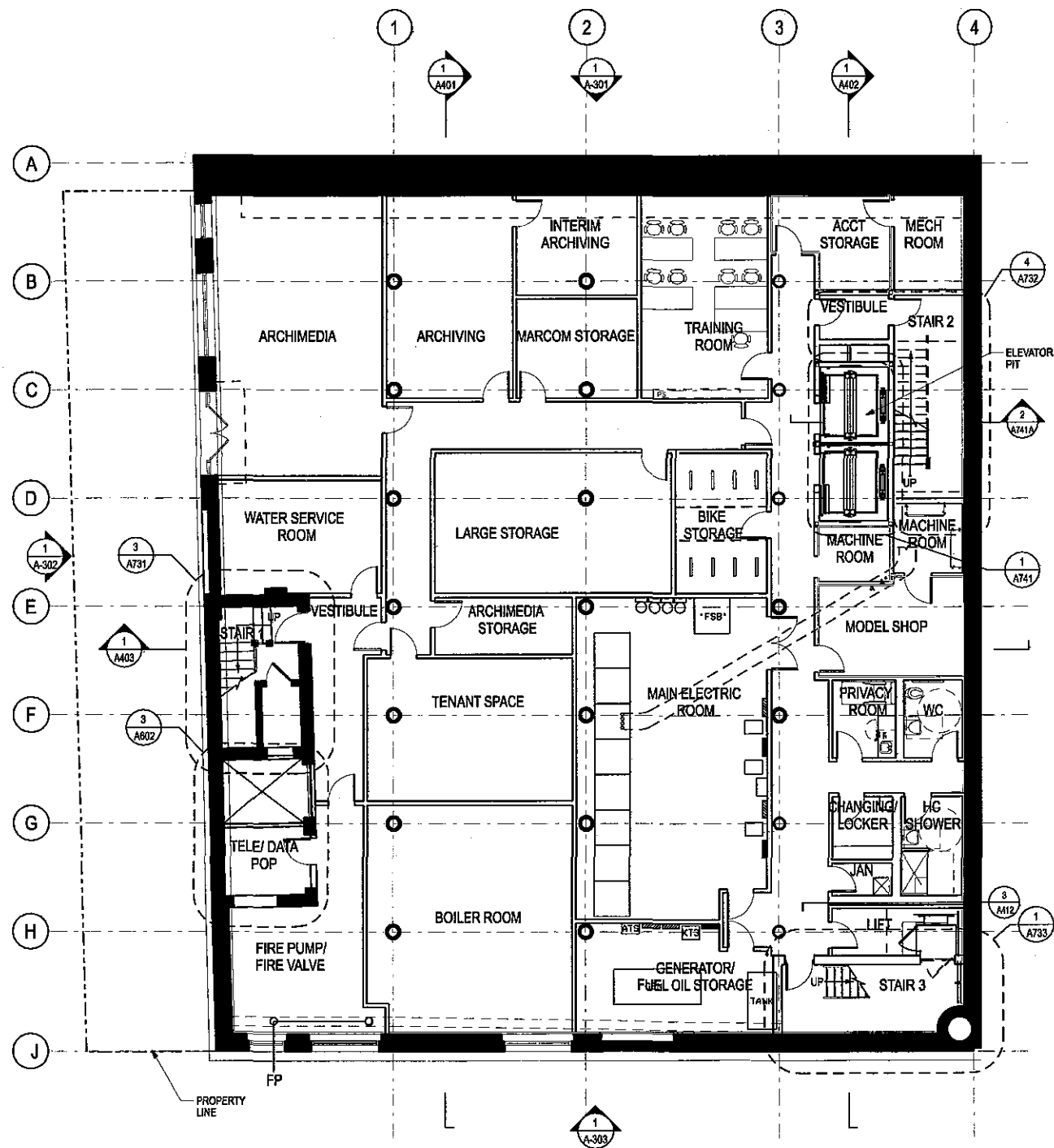
The following uses will constitute "Accessory Uses":

Any use accessory or ancillary to, and ordinarily incident to, a lawful main use, provided that such use is not specifically forbidden by this Plan, including but not limited to the following:

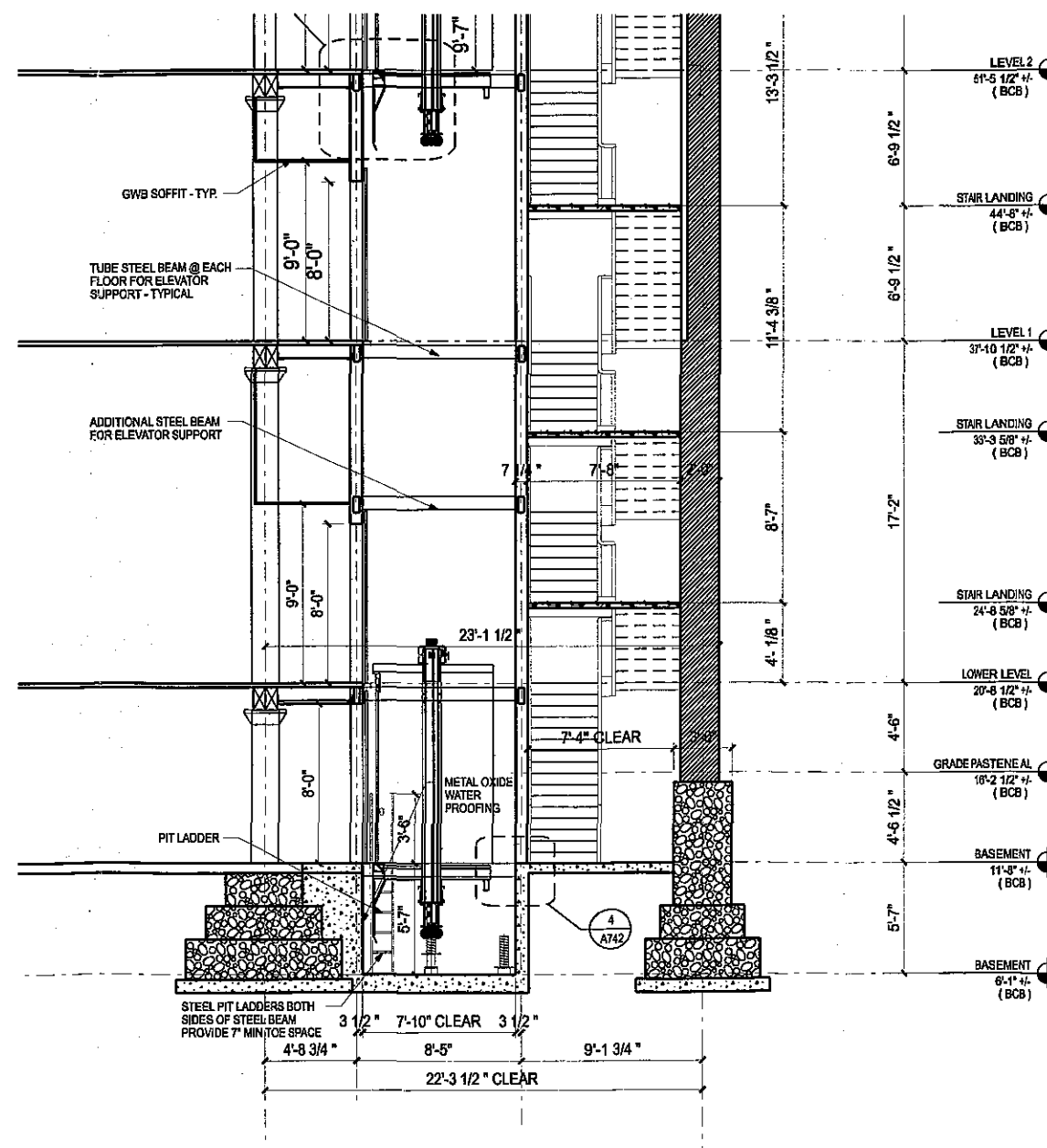
- Accessory cafeteria.
- Accessory automatic teller machine.
- Accessory outdoor café.
- Accessory day care.
- Accessory storage of flammable liquids and gases incidental to a lawful use.
- Accessory personnel quarters.
- Accessory fitness center/health club/spa.
- Accessory storage related to any permitted use.

² Small: total gross floor area not exceeding 1,000 square feet per Restaurant.

³ Large: total gross floor area of 1,000 or more square feet per Restaurant.



1 BASEMENT LEVEL PLAN
SCALE: 1/8"=1'-0"



2 ELEVATOR SECTION
SCALE: 1/4"=1'-0"



ADD Inc 210 Beachey
Cambridge MA 02139
617 234 3100
Fax 617 661 7118

Job No.
Drawn By: XX CK'd By: XX
Date: 05/06/2007

Revisions

Proposed
Basement &
Elevator
Section

A-741A

Exhibit G

Project Team Members

Developer/Owner

311 Summer Street, LLC
c/o ADD Inc
210 Broadway
Cambridge, MA 02139
Attn: Larry Grossman, AIA
617.234.3100

Architect

ADD Inc
210 Broadway
Cambridge, MA 02139
Attn: Larry Grossman, AIA
617.234.3100

Construction Manager

Shawmut Design and Construction
560 Harrison Avenue
Boston, MA 02118
Attn: (617.622.7000)

Construction Manager

Shawmut Design and Construction
560 Harrison Avenue
Boston, MA 02118
Attn:
(617.622.7000)

Legal Counsel

Brennan, Dain, Le Ray & Wiest, P.C.
129 South Street
Boston, MA 02111
Attn: Charles N. Le Ray, Esq. (617.542.4880)
Donald W. Wiest, Esq. (617.542.4874)

Historic Rehabilitation/Tax Credits

Epsilon Associates, Inc.
3 Clock Tower Place, Suite 250
Maynard, Massachusetts 01754
Attn: Douglas J. Kelleher (978.461.6259)

Traffic Consultant

Vanasse Hangen Brustlin, Inc. (VHB)
101 Walnut Street
Post Office Box 9151
Watertown, MA 02471
Attn: David Black (617.728.7777)

Development Plan for 311 Summer Street
within Planned Development Area No. 69, The
100 Acres

Boston Redevelopment Authority on behalf of
311 Summer Street LLC

DEVELOPMENT PLAN
For
311 SUMMER STREET
Within
PLANNED DEVELOPMENT AREA NO. 69

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for 311 Summer Street within Planned Development Area No. 69, The 100 Acres, dated June 20, 2007, and approved by the Boston Redevelopment Authority on May 8, 2007.

Planned Development Area No. 69 was designated on "Map 4, South Boston" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 468, adopted by the Zoning Commission on January 10, 2007, effective January 10, 2007.

Development Plan for 311 Summer Street within Planned Development Area No. 69, The 100 Acres, South Boston

R. L. Man

Chairman

Robert Fordin

Vice Chairman

[Signature]

[Signature]

Mary P. Tracy

Julie Stutton

Ray Huley

June Ann Bray

James Clark

In Zoning Commission

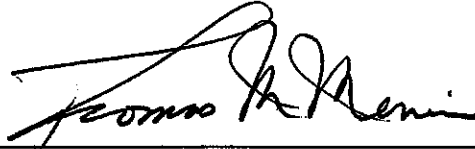
Adopted: June 20, 2007

Attest:

[Signature]

Secretary

Development Plan for 311 Summer Street within Planned Development Area No. 69, The 100 Acres



Mayor, City of Boston

Date: 6/20/07

The foregoing Development Plan was presented to the Mayor on JUNE 20, 2007, and was signed by him on JUNE 20, 2007, whereupon it became effective on JUNE 20, 2007, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

Development Plan for 311 Summer Street
within Planned Development Area No. 69, The
100 Acres

Boston Redevelopment Authority on behalf of
311 Summer Street LLC

TO THE ZONING COMMISSION OF THE CITY OF BOSTON:

The Boston Redevelopment Authority, acting under Chapter 665 of the Acts of 1956, as amended, and under Section 3-1A of the Boston Zoning Code, hereby petitions the Zoning Commission of the City of Boston for its approval of the Development Plan for 311 Summer Street within Planned Development Area No. 69, The 100 Acres, dated January 10, 2007, approved by the Boston Redevelopment Authority on August 10, 2006, by the Zoning Commission on January 10, 2007, and effective January 10, 2007.

Planned Development Area No. 69 was designated on "Map 4, South Boston" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 468, adopted by the Zoning Commission on January 10, 2007, effective January 10, 2007.

Petitioner: Boston Redevelopment Authority

By: Paul L. McCann, Acting Director

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

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

Date: as authorized by the BRA Board on May 8,
2007

BOARD APPROVED

MEMORANDUM

MAY 8, 2007

TO: BOSTON REDEVELOPMENT AUTHORITY AND
PAUL L. McCANN, ACTING DIRECTOR

FROM: THOMAS MILLER, DIRECTOR OF ECONOMIC DEVELOPMENT
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
DAVID CARLSON, SENIOR ARCHITECT
KRISTIN KARA, PROJECT MANAGER
BRAD WASHBURN, SENIOR WATERFRONT PLANNER
KAIROS SHEN, DIRECTOR OF PLANNING

SUBJECT: 311 SUMMER STREET PROJECT, 311-319 SUMMER STREET - PUBLIC
HEARING TO CONSIDER THE DEVELOPMENT PLAN FOR THE 311
SUMMER STREET PROJECT, PARCEL A₂, WITHIN PLANNED
DEVELOPMENT AREA NO. 69, SOUTH BOSTON/THE 100 ACRES

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority (the "Authority"): (i) approve the Development Plan for 311 Summer Street, Parcel A₂, to be located within Planned Development Area No. 69, South Boston/The 100 Acres ("PDA No. 69") in accordance with Article 80C of the Boston Zoning Code (the "Code"), and (ii) authorize the Acting Director to: (A) issue a Certification of Consistency pursuant to Section 80C-8 of the Code upon completion of the Article 80 review process for the Proposed Project; (B) issue a Certification of Approval for the Proposed Project, in accordance with Article 80E, Small Project Review of the Code; (C) petition the Boston Zoning Commission (the "Zoning Commission") for the approval of said Development Plan; and, (D) take all actions and execute all documents necessary and appropriate by the Acting Director in connection with the foregoing.

BACKGROUND

On March 7, 2007, both an Application for Article 80E Small Project Review ("Application for Small Project Review") and a Development Plan were filed by 311 Summer Street LLC (the "Proponent"), with the Authority for a project to be located at 311-319 Summer Street (a/k/a 323 A Street) on a parcel of land totaling 10,305 square feet that includes an existing, approximately 58,000 square foot, early 20th century mercantile building (the "Project Site") that was originally a coffee roasting and packaging facility for the Dwinell-Wright Company. The principals of ADD, Inc., the

architectural and design firm which will be the primary tenant of the Project Site, formed the Proponent to acquire the 311 Summer Street and undertake this project. The Project Site is located within the Fort Point District and the boundaries of the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres (the "PDA Master Plan"). Specifically, the Project Site is identified as Parcel A₂ in the PDA Master Plan and is bounded by Summer Street to the northeast, A Street to the northwest, Pastene Alley, a private way, to the southwest, and a nine (9) story building located at 321 Summer Street to the southeast. The surrounding neighborhood, much of which was developed by the Boston Wharf Company, has evolved over the past century from primarily warehouse and industrial uses toward a mix of uses including commercial, retail, office, artist live/work units, and residential uses.

PDA MASTER PLAN BACKGROUND

The PDA Master Plan is the result of an extensive public process. Many of the essential components of the PDA Master Plan were first articulated in the City of Boston's February, 1999, Seaport Public Realm Plan, which envisioned the Fort Point Channel as a great public space between Downtown Boston and the South Boston Waterfront, and called for a vibrant, 24-hour, mixed-use neighborhood incorporating a significant residential component. Six years of subsequent collaboration among residents, property owners, City and Commonwealth agencies, and other interested parties culminated in the Fort Point District 100 Acres Master Plan, which was approved by the Authority on August 10, 2006. The PDA Master Plan was approved by the Authority on September 21, 2006, and subsequently approved by the Boston Zoning Commission; it became effective on January 10, 2007. The PDA Master Plan (i) codifies the planning objectives, including dimensional and use regulations, public realm improvements, and design guidelines, outlined in the Fort Point District 100 Acres Master Plan, and (ii) provides for one or more PDA Development Plans to be submitted, to the Authority and the Boston Zoning Commission, providing more specific information about various proposed projects and components thereof.

PROPOSED PROJECT

The Proponent proposes to rehabilitate an existing, mixed-use building. The rehabilitation will include exterior restoration and interior renovation, and a one-story, approximately 5,700 square foot, stepped back office penthouse addition, and up to fifteen (15) parking spaces, eleven (11) below grade and four (4) at grade (the "Proposed Project"). The rehabilitation of the exterior façades includes repointing the brickwork as appropriate, replacing missing detail elements and masonry cornice elements, recladding the copper cornice elements, and cleaning the brickwork. All windows will be replaced with energy-efficient, double-pane units, most of which will be operable, as identical as possible in appearance to the originals. After renovation, the basement, the ground floor facing A Street, and the first floor facing Summer Street, will contain a

mixture of office, retail/service, restaurant, and accessory uses. The new worldwide headquarters of ADD, Inc., an award winning planning, architecture, interior design, and branding firm will occupy the upper four (4) floors, as well as portions of the lower floors. The Proponent also will be seeking LEED certification for the Proposed Project.

The Proposed Project is the first project being reviewed under the PDA Master Plan. Proposed projects within the boundaries of the PDA Master Plan also are subject to Boston Landmarks Commission review.

The Proposed Project's team includes 311 Summer Street, LLC as the Proponent/Owner, ADD, Inc. as the architectural firm (and primary tenant of the rehabilitated building), Shawmut Design and Construction as the general contractor and construction manager, Brennan, Dain, Le Ray & Wiest, P.C., as legal counsel, Epsilon Associates in connection with the historic renovations and tax credits, and Vanasse Hangen Brustlin, Inc. as the transportation consultant.

The Proponent plans to begin the rehabilitation of the Proposed Project in August 2007 with an estimated completion date in the third/fourth quarter of 2008. Total Proposed Project costs are projected at approximately \$14,000,000.

PUBLIC PROCESS

Upon receipt of the PDA Plan, a legal notice was published in the Boston Herald on March 10, 2007. A public meeting was held at the Project Site on March 29, 2007. This public meeting was advertised in the South Boston Online and the South Boston Tribune. The 30-day comment period in connection with the Application for Small Project Review was extended to 45-days to coincide with the 45-day comment period for the proposed Development Plan, which ended on Monday, April 23, 2007.

During the public meeting, representatives from 311 Summer Street LLC discussed the Proposed Project with representatives of community groups in the Fort Point District including Fort Point Artist Community (FPAC), Seaport Alliance for Neighborhood Design (SAND), and Fort Point Neighborhood Alliance (FPNA). Subsequently, the Proponent's representatives met with Peter Agoos (326 A Street), attended a meeting of the FPNA, and spoke or exchanged e-mails with representatives of FPAC, SAND, and FPNA. The Proponent also provided copies of the Small Project Review and PDA Development Plan application materials to community groups and individuals who requested the materials, and provided electronic copies of the materials for posting on the BRA's website. Letters of support have been submitted by:

- Cameron Sawzin, for the Fort Point Neighborhood Alliance Working Group;
- Frank DiMella, DiMella Shaffer Associates, Inc., an architecture firm with offices at 281 Summer Street;

- Carolyn Hendrie, AIA, Principal of Bargmann Hendrie + Archetype, Inc., an architecture firm with offices at 300 A Street;
- Robert H. Baldwin, Jr., Senior Vice President, Paradigm Properties, owner of 263 Summer Street; and
- Young K. Park, President, Berkley Investments, Inc., owner of several properties within the 100 Acres master plan area.

Four (4) individuals and one (1) organization submitted letters that question whether rooftop additions in the Fort Point Channel District should be allowed to move forward while the Fort Point Channel Landmarks District designation process is underway. In response to the above-mentioned letters, the BRA sent a letter (a copy of which is attached) to the submitters of the letters to clarify and explain that there are interim procedures (see attached) for reviewing proposed additions, which the City established at the beginning of the year, until permanent design guidelines are established for the Fort Point Channel District.

The BRA also has received copies of letters of support for the Proposed Project submitted to the Massachusetts Historical Commission in connection with rehabilitation tax credits for the Proposed Project from:

- Ellen J. Lipsey, Executive Director, Boston Landmarks Commission; and
- Sarah D. Kelley, Executive Director, Boston Preservation Alliance.

COMMUNITY BENEFITS

The Proposed Project will bring a number of benefits to the City of Boston including:

- Rehabilitating and enhancing an architecturally-distinguished, early-twentieth century mercantile building originally built by the Boston Wharf Company, saving its historic façade from further deterioration;
- Creating approximately 20-25 construction jobs through the rehabilitation, interior renovations, and the penthouse addition;
- Bringing approximately 160 new, full-time design professional jobs to the City of Boston by creating the new world headquarters of ADD, Inc.;
- Strengthening the historic fabric of Summer Street by rehabilitating the existing building;
- Enhancing the vitality of the Fort Point District by activating Summer and A Streets with office workers and foot traffic; and

- Generating increased real estate and sales tax revenues for the City of Boston.

RECOMMENDATION

It is the staff recommendation that the Authority (1) approve the Development Plan for the Proposed Project located within PDA No. 69; (2) authorize the Acting Director to petition the Boston Zoning Commission to approve the Development Plan within PDA No. 69, in substantial accord with the version presented to the Authority at its hearing on May 8, 2007; (3) authorize the Acting Director to issue a Certificate of Approval under Section 80E upon completion of Small Project Review; and (4) authorize the Acting Director to execute and deliver any and all documents deemed necessary and appropriate in connection with the Development Plan within PDA No. 69 and the Proposed Project or any portion thereof, including, without limitation a Boston Residents Construction Employment Plan and Cooperation Agreement.

Appropriate votes follow:

VOTED: That pursuant to Article 80, Section 80C and Article 3-1(A)(a) of the Boston Zoning Code ("Code"), in connection with Development Plan for 311 Summer Street project (the "Proposed Project") within the Planned Development Area No. 69, South Boston/The 100 Acres ("PDA No. 69"), presented at a public hearing duly held at the offices of the Boston Redevelopment Authority ("Authority") on May 8, 2007, and after careful consideration of evidence presented at, and in connection with the hearing and the Proposed Project described in Development Plan, the Authority finds with respect to the Development Plan that (a) the Development Plan will not be in a location for which Planned Development Areas are forbidden by the underlying zoning; (b) the Proposed Project in the Development Plan complies 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 complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (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 of Boston as a whole; and (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 adequately and sufficiently complies with the Code Section 80C-4, Standards for Planned Development Area Review Approval, and otherwise complies with all applicable requirements for a Planned Development Area as set forth in the Code; and

FURTHER

VOTED: That pursuant to Article 80, Section 80C-5.4 and Article 3-1(A)(a) of the Code, the Authority hereby authorizes the Director to petition the Boston Zoning Commission to approve the Development Plan for the 311 Summer Street project within PDA No. 69, in substantial accord with the development plan presented to the Authority at its hearing on May 8, 2007; and

FURTHER

VOTED: That the Director be, and hereby is, authorized, upon completion of continuing Authority design review, and following Boston Zoning Commission approval of the Development Plan for the 311 Summer Street project within PDA No. 69, to issue a Certification of Consistency pursuant to Section 80C-8 of the Code, upon finding that the standards set forth in the Code section have been met; and


FURTHER

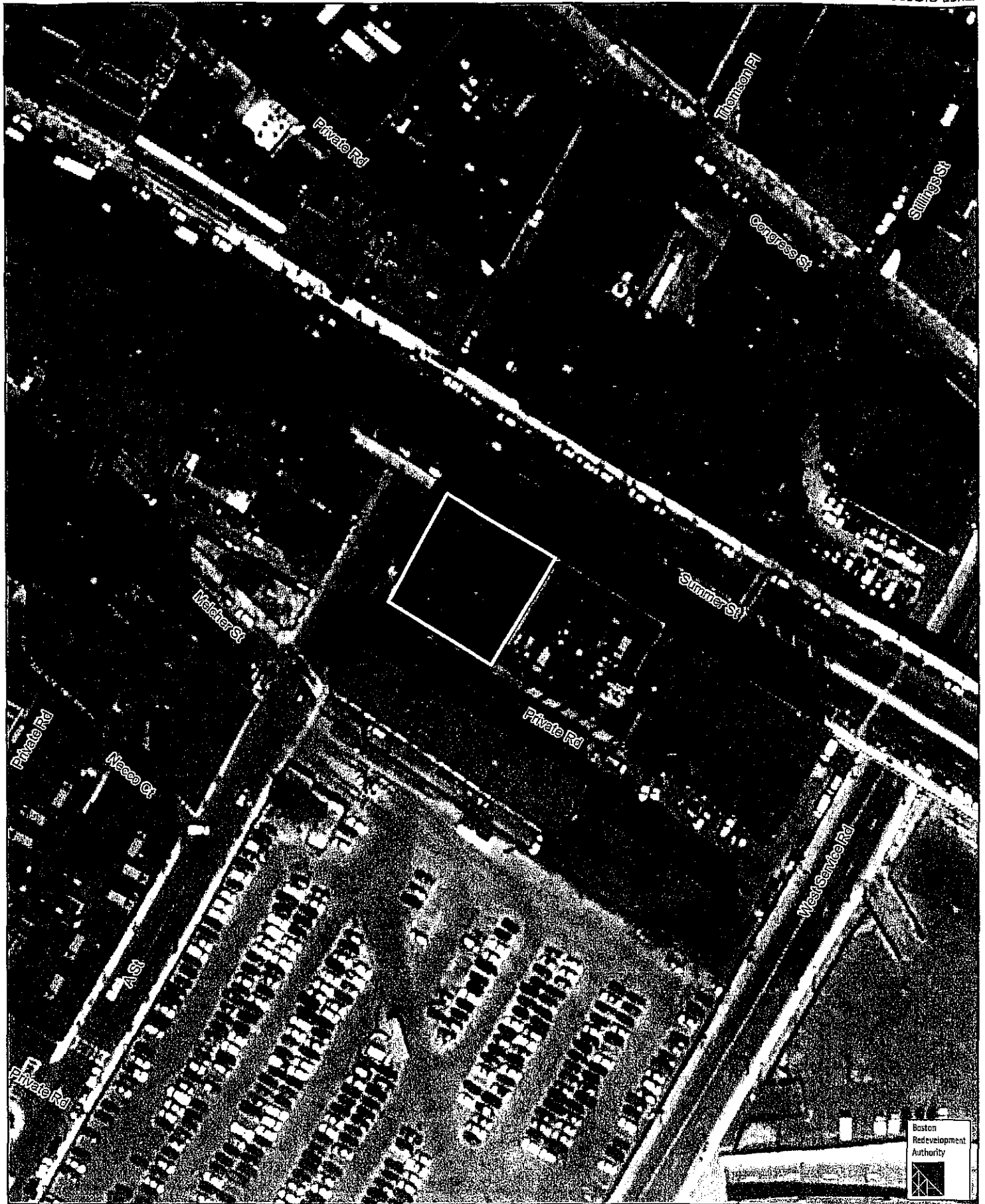
VOTED: That the Director be, and hereby is, authorized to issue a Certification of Approval, confirming that the Proposed Project by 311 Summer Street LLC has complied with the requirements of Small Project Review, under Section 80E, of the Boston Zoning Code; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute and deliver any and all documents deemed necessary and appropriate by the Director in connection with the Development Plan for the 311 Summer Street project within PDA No. 69 and the Proposed Project or any portion thereof, including, without limitation a Boston Residents Construction Employment Plan and a Cooperation Agreement.

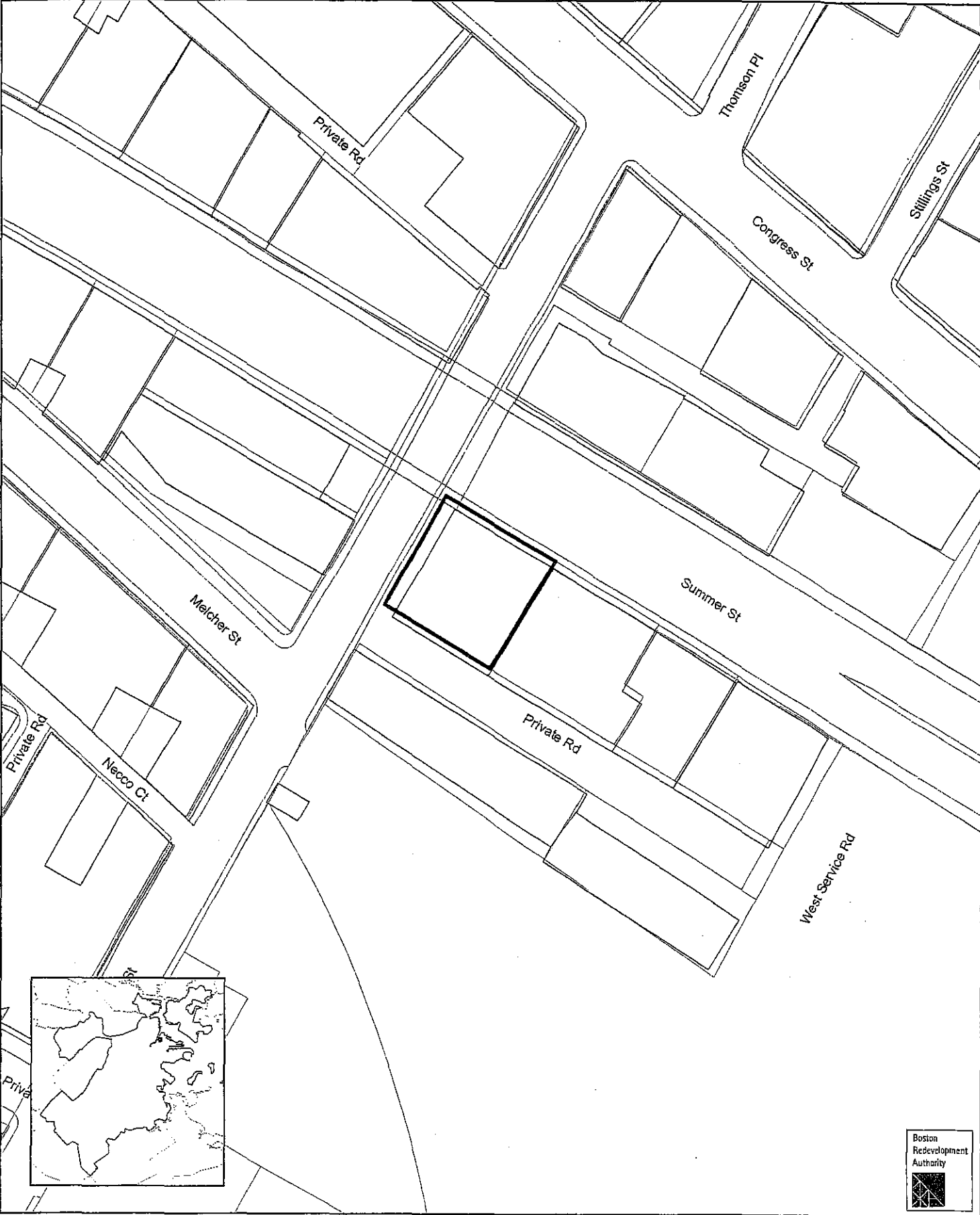
311 Summer Street

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2005 MassGIS aerial



311 Summer Street

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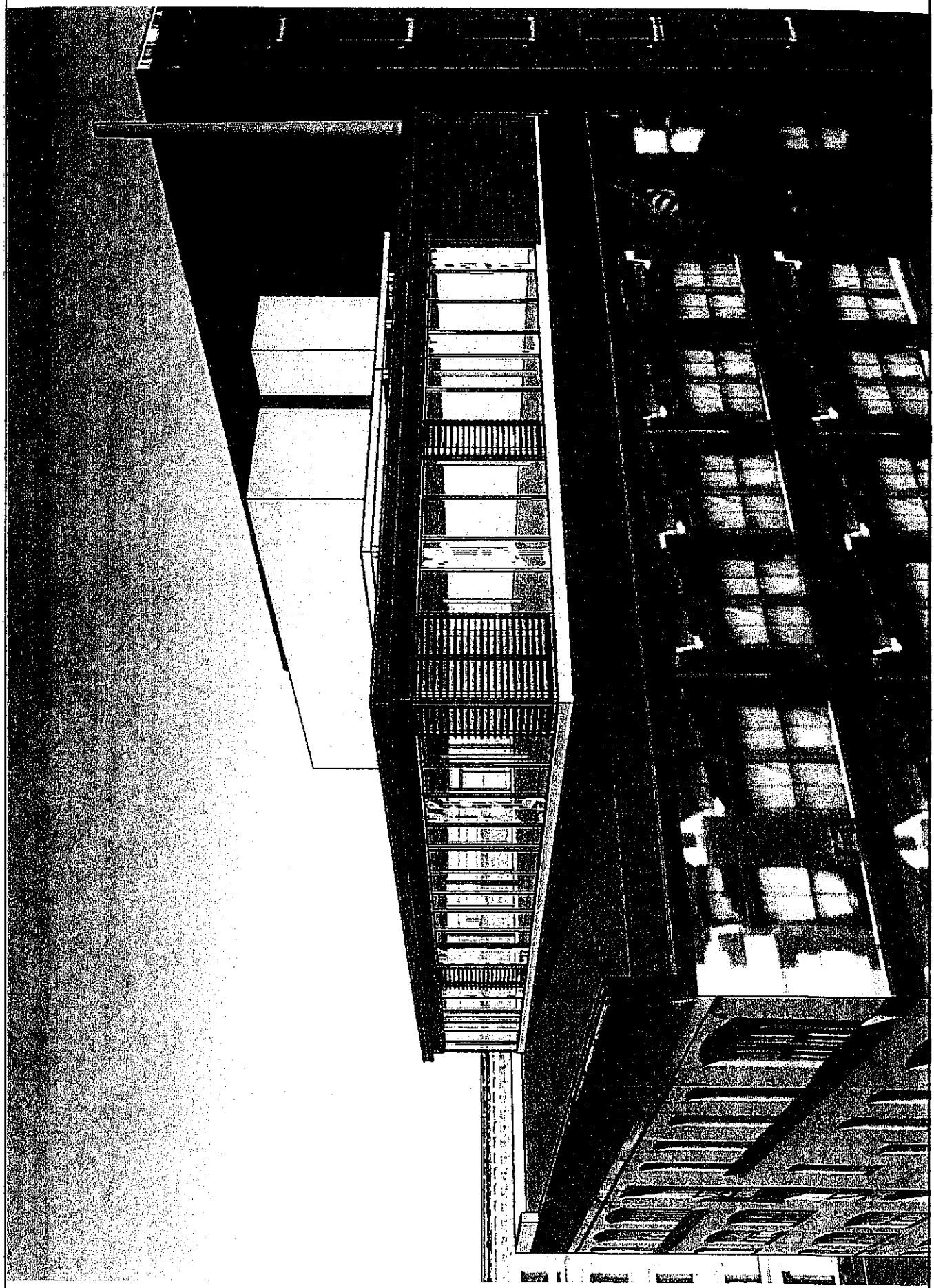
Street Level Views

3 ELEVEN LLC 05.01.07



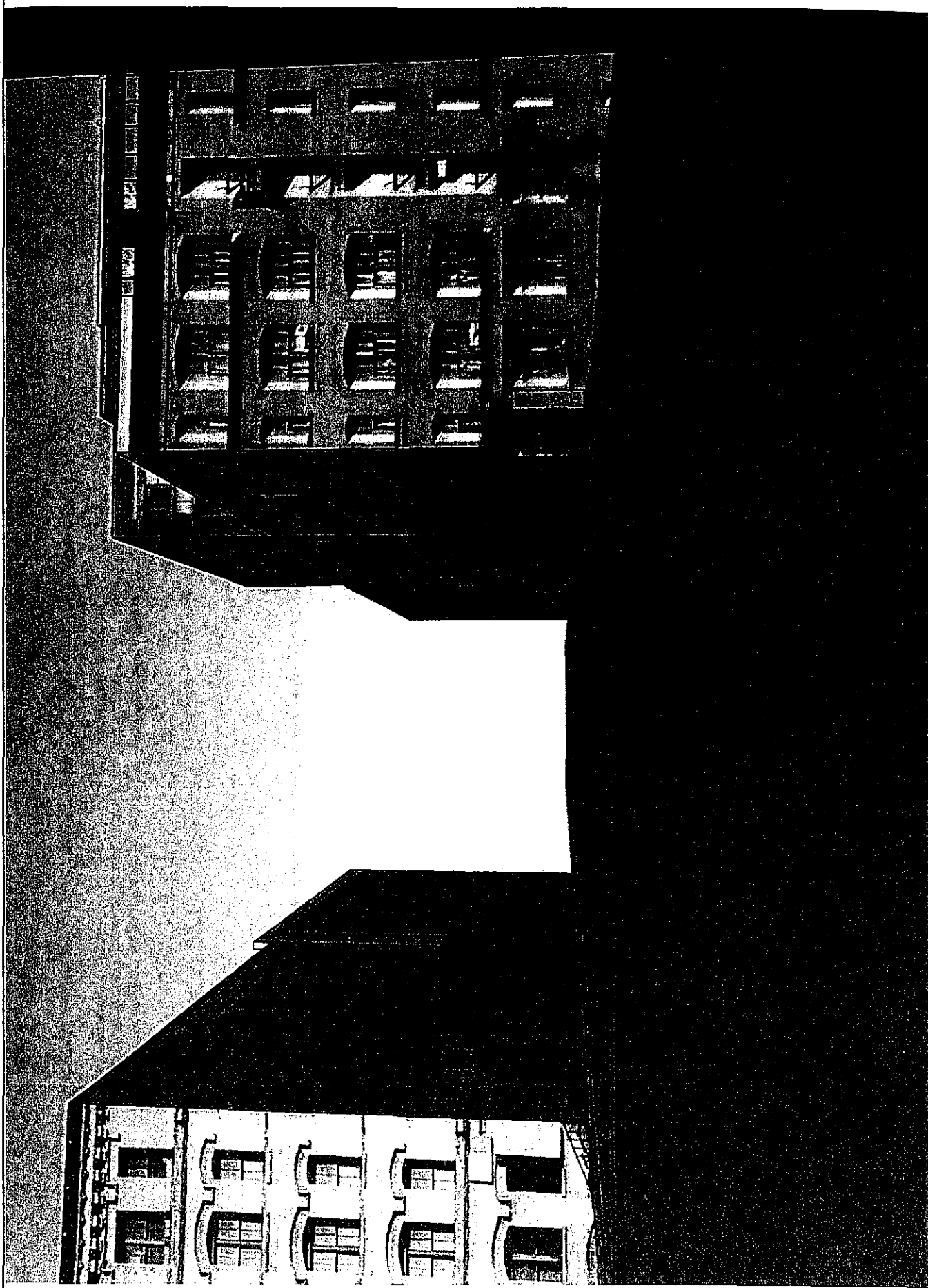
A Street View

ADD INC ARCHITECTURE + DESIGN



Street Level Views

3 ELEVEN LLC 05.01.07



Summer Street View