

BRA APPROVAL: 12/4/08
CC APPROVAL: 2/4/09
EFFECTIVE: 2/5/09

DEVELOPMENT PLAN
for
49, 51 AND 63 MELCHER STREET
within
PLANNED DEVELOPMENT AREA NO. 69, SOUTH BOSTON/THE 100 ACRES

Boston, Massachusetts

February 4, 2009

Development Plan: Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts (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 a PDA Development Plan (the “Plan”) for the renovation and expansion of the existing buildings located at 49, 51 and 63 Melcher Street on an approximately 0.68-acre (29,219 square-foot) parcel in the Fort Point Channel district of Boston (the “Site”). The area subject to the PDA Master Plan (the “PDA Master Plan Area”) measures approximately 49 acres (2,134,440 square feet). The Site is improved with three contiguous buildings -- 49 Melcher Street, 51 Melcher Street and 63 Melcher Street (the “Existing Buildings”)-- all owned by W2005 BWH II Realty, L.L.C (the “Proponent”), and is more particularly described in EXHIBIT A, attached hereto. The Site and PDA District are both depicted on the locus map attached hereto as EXHIBIT B.

The Proponent proposes to rehabilitate and expand the Existing Buildings at the Site into a single integrated office building with ground-floor retail space, and to make related improvements on the Site, all as more fully described below (the “Proposed Project”). This Plan sets forth information on the Proposed Project, including 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 dimensions of structures proposed as part of the Proposed Project.

Upon approval, this Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for the Proposed Project or for any Proposed Project Component (hereinafter defined) will be issued until the Boston Redevelopment Authority (the “BRA”) has issued a Certification of Consistency under Article 80C-8 for such Proposed Project or Proposed Project Component. To the extent that the Director of the BRA (the “Director”) certifies consistency with this Plan, the Proposed Project or Proposed Project Component will be deemed to be in compliance with the requirements of the Code, under Code Section 80C-9.

The Plan consists of 12 pages of text plus attachments designated EXHIBITS A through D. All references to this Plan contained herein shall pertain only to such pages and exhibits. Unless otherwise set forth herein, all references to terms defined by the PDA Master Plan and by the Code will have the meanings set forth in each.

Proponent: The Proponent, W2005 BWH II Realty, LLC, a Delaware limited liability company, has its business address at Goldman Properties, 319 "A" Street, Front, 3rd Floor, Boston, MA 02210. Members of the Proposed Project team are identified on **EXHIBIT C.**

PDA Master Plan Area: On September 7, 2006, the BRA approved the "The Fort Point District 100 Acres Master Plan" (the "**100 Acres Master Plan**"), which served as the planning basis for the PDA Master Plan, adopted by the Zoning Commission on January 10, 2007.¹ The PDA Master Plan is intended to support the central goal of the 100 Acres Master Plan: to transform the area into a dense, varied and lively urban district, with 24-hour vibrancy.

The PDA Master Plan sets maximum floor area ratio ("**FAR**") and building heights for construction. FAR limits are calculated based on groupings of parcels. Infill extensions to an existing building must be clearly visually demarcated from the original structure, and conform to the building's cornice line. Rooftop additions may not exceed two stories and ten percent (10%) of the pre-existing gross floor area ("**GFA**"). They must also be set back from the cornice lines to minimize, and eliminate where feasible, visibility from nearby streets. As addressed below, the Proposed Project complies with all these requirements.

Likewise, the Proposed Project complies with the limitations on use set by the PDA Master Plan. The PDA Master Plan contemplates that projects within the PDA Master Plan Area will feature a broad range of uses, principally office, research and development, retail, service, residential, open space, tourism-related, and art and cultural uses. Exhibit E to the PDA Master Plan assigns parcels within the area to three broad use categories: Industrial / Commercial Mixed Use; Residential / Commercial Mixed Use (which governs most of the area); and Open Space. The PDA Master Plan further identifies the Site as Parcel A₄, and assigns it to the Residential / Commercial Mixed Use category. (PDA Master Plan, Exh. E.)

Site: The Site comprises a single parcel of land of approximately 0.68 acres (29,219 square feet), owned by the Proponent. It is bordered by Melcher Street to the north, Necco Court to the south, "A" Street to the east, and Necco Street on the west. Necco Court and Necco Street are private ways, open to public travel and owned by the Proponent. The adjacent property at 300 "A" Street, in separate ownership, also uses Necco Court.

The Site is located in the heart of a vibrant mixed-use and creative neighborhood in the South Boston Fort Point Channel district. Located two blocks to the east is the new Boston Convention and Exhibition Center, which opened in the summer of 2004. Just

¹ The 100 Acres Master Plan encompasses a larger area than the PDA Master Plan Area. Among other lands, the PDA Master Plan Area excludes most of the PG&E/Gillette Company's South Boston Manufacturing Center ("**SBMC**"), which fronts on West Second Street, and the "Channel Center" project, which is regulated by the PDA No. 53 Master Plan.

three blocks from South Station, the location of 49, 51, 63 Melcher Street is convenient to the MBTA subways, Silver Line, and commuter rail, and the I-90 and I-93 connections to downtown Boston, Greater Boston, and Logan Airport.

According to Zoning Map 4 South Boston, the Site is located within an underlying M-4 (Restricted Manufacturing) District, the overlaying PDA Master Plan Area, the Groundwater Conservation Overlay District (“GCOD”) and the South Boston Restricted Parking Overlay District. The PDA Master Plan provides for one or more PDA Development Plans to be submitted with more specific information about various proposed projects and components thereof; hence this Plan.²

As stated above, the Site is currently improved with three adjacent buildings: 49 Melcher Street, 51 Melcher Street and 63 Melcher Street. 51 Melcher Street is a nine-story (130 foot-high) steel and concrete frame building, is flanked by the two five-story (80 foot-high) buildings located at 49 and 63 Melcher Street. The latter two buildings are brick and wood timber structures.

The Existing Buildings have a combined total of approximately 163,225 square feet of gross floor area.³ Their main entries are on Melcher Street. The first floor of each building is approximately five feet above-grade, and the basement of each is approximately six to seven feet below-grade. Each is listed as contributing to the Fort Point Channel District listed on the State and National Registers of Historic Places. They are also located within the City’s Fort Point Channel Landmark District, now pending.

All three buildings are considered to be representative of warehouse and commercial loft structures developed by the Boston Wharf Company. Each building features large glass storefronts on the first floor fronting Melcher Street. Original drawings show offices lining the front of the buildings with storage or factory space along the rear.

Proposed Project: The Proposed Project entails renovating and upgrading each of the Existing Buildings from their current uses as Class C commercial and studio space to Class B+/A- commercial space, and constructing additional infill space of up to 37,000 square feet on the Necco Court side and a one-story rooftop addition of up to 14,136

² No provisions of the underlying M-4 zoning establish use, dimensional, design, or other requirements for projects within PDA’s. For zoning restrictions, the Plan need only comply with the PDA Master Plan.

³ Throughout this Plan, all references to “floor area” shall refer to “gross floor area” as defined in the Code, and all references to “height” shall refer to “height of building” as defined in the Code. Table 2 to the PDA Master Plan ascribes a floor area of 163,225 square feet to the Site: 35,500 square feet at 49 Melcher Street, 99,000 square feet at 51 Melcher Street, and 28,725 square feet at 63 Melcher Street. In fact, the three Existing Buildings have a total floor area of approximately 173,000 square feet, when those portions of the basement levels not devoted exclusively to uses accessory to building operation, or otherwise excluded from the Code’s definition of “gross floor area,” are taken into account. This was true when the PDA Master Plan was adopted. Table 2 to the PDA Master Plan will be amended to correct this discrepancy. However, for the purposes of this Plan, the Existing Buildings are assumed to have a combined floor area of 163,225 square feet, plus another 9,775 square feet of basement area that will be converted to gross floor area through the Proposed Project.

square feet above 51 Melcher Street. The result will be a single, integrated commercial building with a single elevator core and continuous floors.

Proposed Project plans call for creating retail space on the first floor and basement of each building, including the conversion of 9,775 square feet of basement to gross floor area. At completion, the Proposed Project will include approximately 191,136 square feet of office space and approximately 33,000 square feet of retail space, for a total of up to 224,136 square feet of floor area. Retail spaces will be accessed from Melcher Street or Necco Court at grade via new accessible entries. A proposed site plan, floor plans and elevations (“**Drawings**”) are attached at **EXHIBIT D**.

The Proposed Project will comply with the requirements of Article 37, Green Buildings, of the Code. The Proposed Project team will use the appropriate U.S. Green Building Council’s (“**USGBC**”) Leadership in Energy and Environmental Design (“**LEED**”) green building rating system to evaluate sustainable design measures, in accordance with Article 37 of the Code.

The Site is located within the GCOD, governed by Article 32 of the Code. Article 32 requires that projects meeting certain criteria employ mitigation measures to avoid adverse impacts to groundwater levels and, in some instances, to recharge stormwater to help sustain groundwater levels. The Proposed Project is subject to Article 32 because it involves the extension of structures where the new extensions will occupy more than fifty (50) square feet of lot area.

Based on its location in South Boston, only the requirements of Section 32-6(b) of the Code apply to the Site. Under that section, the Proposed Project must demonstrate that it will result in no negative impact on groundwater levels at the Site or adjacent lots, subject to the terms of any (i) dewatering permit or (ii) cooperation agreement entered into by the Proponent and the BRA. No such permits or agreements exist.

The Proponent will incorporate systems into the Proposed Project that meet the groundwater conservation standards set forth in Article 32 of the Code. The Proponent will obtain a written determination from the Boston Water and Sewer Commission as to whether said standards are satisfactorily met. The Proponent will provide a copy of this letter to the BRA and to Boston Groundwater Trust prior to the issuance of a Certificate of Consistency. Accordingly, the Proponent will not be required to obtain a conditional use permit from the Board of Appeal for the Proposed Project.

The proposed foundations for the infill extensions will not impact groundwater levels at the Site or adjacent lots. New basements will be finished at Elevation 12 similar to the existing basements, which is above prevailing groundwater levels, and will be waterproofed as a precaution against extreme groundwater levels. Permanent foundation (underslab) drains, which could impact groundwater levels, will not be used. Pressure relief systems may be used to protect the below-grade space from extreme groundwater levels. Such systems would not impact normal groundwater levels, and would only

function when groundwater rises above approximately Elevation 10. Minor excavations required for utility installations are not expected to encounter groundwater.

Proposed Location and Appearance of Structures: A primary goal of the PDA Master Plan is to preserve the historic scale and character of the 100 Acres. The Proposed Project does this by adaptively reusing the Existing Buildings. Under the PDA Master Plan, there are no setback requirements or bulk limitations, other than for the rooftop addition. There are also no limitations on lot coverage to affect the proposed infill additions. The proposed location, dimensions and appearance of the structures after completion of the Proposed Project are shown in the Drawings, attached hereto as **Exhibit D**, and result from preliminary, informal meetings with BRA and Boston Landmarks Commission (“BLC”) staff.

The final location, dimensions and appearance of the structures may change during BRA review of the Proposed Project, or as a result of review by other agencies, and as agreed upon by the BRA. The Proposed Project has five main components. These include: (a) infills of two existing loading and service courtyards fronting on Necco Court; (b) incorporation of a rooftop addition on 51 Melcher Street; (c) façade restoration; (d) ground-level modifications to provide universally accessible entries; and (e) various site improvements.

(a) *Infills:* By infilling the light wells at the rear of the buildings, the Proposed Project can create the necessary floor area to remain feasible while minimizing the additional floor area that otherwise would have been required on the rooftops of the Existing Buildings. As a result of the proposed infill construction, a one-story rooftop addition only at 51 Melcher Street is required. Mechanical equipment on the rooftops of 49 and 63 Melcher Street buildings is limited.

The infills will be visible above the 49 and 63 Melcher Street buildings and along Necco Court, a private way that is open to public travel. The infill construction will be constructed of red brick and will maintain the existing pattern of vertical bays, but will be differentiated from the original buildings through the use of tri-partite groups of windows separated with mullions and set on cast stone sills.

At grade, the western-most infill provides accessible entries to future retail space and a secondary entry to the office building lobby. This second entry will provide easy access from the parking garage (owned by an affiliate of the Proponent and located behind the Site) to the main lobby of the building. At grade, the eastern-most infill houses a loading dock and encloses existing utility company electric equipment.

The placement of the loading dock and service entry for building corresponds with the location of the service entry of the abutting office building to the south, 300 “A” Street. A loading entrance will be created on the south elevation of the infill construction at 63 Melcher Street.

(b) Rooftop Addition: Current development guidelines set forth in the PDA Master Plan permit a rooftop addition on an existing building within certain limitations set forth therein. This Proposed Project integrates the three Existing Buildings into one single building. After study, the Proponent concluded that 51 Melcher, which is the tallest of the three buildings and the one which lacks a strong accompanying cornice line from adjacent buildings, would be best suited to accept a rooftop addition.

The existing vertical pattern of window bays will be extended from the Existing Buildings up into the new addition. Along Melcher Street, the building façade will be clad with brick and cast stone elements drawn from the existing façade and parapet below. The east and west (side) elevations as well as the rear elevation are defined by similar, yet clearly new, bays of windows. The sides, which align with the raw brick party walls of the Existing Buildings, will be predominantly solid like the party walls themselves and will be clad in metal panels.

The elevator penthouse, stair headhouse, and cooling tower (within an enclosure) will be situated on the roof of the proposed rooftop addition. Existing roofline appurtenances such as old elevator overruns and stairs extensions will remain part of the façade and are set against the new materials. The south side of the vertical addition will be set back from the building wall to allow more natural light to reach Necco Court.

(c) Façade Restoration: Nearing one-hundred years in age, the façades of the buildings are in need of significant restoration. Existing features of the buildings will be rehabilitated or repaired, as needed. To provide additional natural light into the upper levels of the 51 Melcher Street building, new window openings, in vertical bays, will be created on the east and west elevations above the adjacent buildings.

(d) Ground-Level Entries: The Proposed Project creates street-level access points to retail space that fronts on Melcher Street. Currently, the first floor of each building is higher than sidewalk grade by approximately five feet. To create viable retail space that meets accessibility requirements, a portion of the façade will be altered to allow for a grade-level entry. To maintain components of the original building fabric, an existing loading dock bay will be retained.

To create new pedestrian entrances at the ground floor of the buildings, the existing entrance on the north elevation of 49 Melcher Street will be retained and new doors installed, and a new entrance at the corner of Melcher and Necco Streets will be created by using existing window openings. The existing central entrance at 51 Melcher Street will be retained and new doors installed. Three new entrances will be created along the north elevation by using existing window openings.

At 63 Melcher Street, a new corner entrance will be created at the end of the building at the intersection of Melcher and "A" Streets. In addition to the new entrances created along Necco Court, a new pedestrian entrance will be created at the ground floor of the rear elevation of the 51 Melcher Street building by using existing window openings.

(e) Site Improvements: A new sidewalk will be constructed along Necco Court, and sidewalks on the other three sides of the Site will be refurbished as necessary following construction. Necco Court, a private way that is open to public travel, will be repaved and will remain open to the public. Street lighting will be provided along the property line facing Necco Court.

Open Spaces and Landscaping: To reinforce the prevailing physical conditions within the historic areas of the PDA Master Plan Area, and to maintain strong, consistent urban street walls throughout the district, the PDA Master Plan provides that new construction is intended to conform to a zero-lot-line standard and be constructed to the sidewalk. Accordingly, no open space or landscaping is required for the Proposed Project. Moreover, the PDA Master Plan does not require the dedication of any portion of the Site to be used as new public open space. (See PDA Master Plan, Exh. G.)⁴

Proposed Uses of the Area: After completion of the Proposed Project, the Site will include approximately 191,136 square feet of office space and approximately 33,000 square feet of retail space, for a total of up to 224,136 square feet of floor area. This complies with the PDA Master Plan, which calls for significant office and other commercial uses to be located at the northern edge of the area near Summer Street, where the Site is located. Office and retail uses are expressly permitted at the Site. Permitted office types include professional offices, general office, and offices of wholesalers. Permitted retail types include arts and crafts, general retail, and liquor stores.

All of the uses listed in Exhibit F to the PDA Master Plan, including residential, shall be permitted at the Site, except at the ground level. The Site is subject to a Chapter 91 license. As stated in the PDA Master Plan, the ground floors of all buildings within Chapter 91 jurisdiction must contain publicly accessible uses such as retail uses. The Proposed Project will comply with this requirement by providing publicly accessible uses, such as retail, service, restaurant or similar uses in the ground floor.

Dimensions of the Proposed Project: To reinforce the prevailing physical conditions within the historic portions of the PDA Master Plan Area, and to maintain strong, consistent urban street walls throughout the district, the PDA Master Plan provides that new construction is intended to conform to a zero-lot-line standard and be built to the sidewalk. In general, therefore, other than the FAR limitations specified in the PDA Master Plan, and addressed below, the sole dimensional regulation applicable to the Proposed Project is building height.

The existing buildings at 49 and 63 Melcher Street are approximately 80-feet high and flank the approximately 130-foot high building at 51 Melcher Street. In addition to renovating these three commercial buildings and converting them into a single building, with a single elevator core and continuous floors, the Proposed Project adds up to 60,911

⁴ As described in the PNF filed February 11, 2008, no shadow from the Project is anticipated to fall on existing, planned or proposed open spaces or public parks in the area.

square feet of floor area, in the form of conversion of basement area to gross floor area, infill extensions and a rooftop addition. The PDA Master Plan contemplates the later two, as follows:

- Infill extensions (e.g., the filling in of light wells, or an extension to the lot line), provided they are clearly visually demarcated from the original structure, and conform to the building's cornice line;
- Rooftop additions, provided they do not exceed ten percent (10%) of the floor area of the existing building, as set forth in Table 2 of the PDA Master Plan, are set back from the cornice lines of the existing building to minimize, and eliminate where feasible, visibility from nearby streets, and add no more than two stories.

The proposed infill and rooftop additions meet these requirements. Up to 37,000 square feet of new floor area will be built within the space currently formed by wings of L-shaped configurations of the Existing Buildings. These horizontal additions are a combination of five-story and nine-story elements that conform to the height of the existing cornice lines against which they abut. The remaining up to 14,136 square feet is in the form of a one-story rooftop addition which will occupy less than ten percent (10%) of the Existing Buildings' floor area. The gross floor area for each of the three Existing Buildings, as set forth in the PDA Master Plan, is hereby being combined for this Proposed Project due to the fact that the three Existing Buildings are being renovated into one single building. The total gross floor area of the three Existing Buildings is reported as 163,225 square feet under the PDA Master Plan. The rooftop addition of 14,136 square feet is less than ten percent (10%) of 163,225 square feet, which is 16,323 square feet.

Proposed Densities: The PDA Master Plan does not impose a maximum floor-area ratio ("FAR") for new floor area per lot. Rather, it sets aggregate limits on new floor area across Parcel Groupings within the PDA Master Plan Area. The Site is designated as Parcel A₄, which is part of the A₁-A₇ Parcel Grouping. The aggregate FAR limit for new construction within this Parcel Grouping is 1.3. Based on the lot areas set forth in Exhibit I to the PDA Master Plan, the aggregate lot area in the Parcel Grouping is 192,100 square feet. The Proposed Project will add up to 60,911 square feet of new floor area, which is within the available limit.

Proposed Traffic Circulation: The Site is a short walk from South Station and Downtown Boston. Retail spaces will be accessed from Melcher Street at grade via new accessible entries. Main lobby doors for the office space are located Melcher Street and Necco Court. A new sidewalk will be constructed along Necco Court, and sidewalks on the other three sites of the Site will be refurbished as necessary following construction.

It is anticipated that automobiles coming to the Site from downtown will follow Melcher Street, turning right onto Necco Street, and then left onto Garage Access Way to enter the Necco Street Garage, the public parking facility closest to the Site, which is owned by an affiliate of the Proponent. Automobiles arriving from the north or south are

expected to follow "A" Street, turning right or left, respectively, onto Garage Access Way to reach the Necco Street Garage.

Exiting automobile traffic is expected to follow these routes in reverse. Traffic heading toward Downtown would likely exit the garage onto Garage Access Way, turn right onto Necco Street north, and turn left on Melcher Street. Traffic heading north or south would likely exit the garage onto Garage Access Way, turn left or right onto "A" Street, and proceed to their destinations. Truck traffic coming to the Site from Downtown is expected to follow Melcher Street, turn right onto "A" Street, and turn right onto Necco Court. Trucks coming to the Site from the north or south is expected to follow "A" Street and turn right or left, respectively, onto Necco Court.

Truck traffic leaving the Site would likely follow Necco Court to Necco Street, where it would follow one of three routes. It could turn right onto Necco Street, then left onto Melcher Street to go downtown. It could turn right onto Necco Street, then right onto Melcher Street, then left onto "A" Street to head north. It could turn left onto Necco Street, then left onto Fort Point Avenue, then right onto "A" Street to head south.

The PDA Master Plan does not require the dedication of any portion of the Site to be used as new public rights-of-way. (See PDA Master Plan, Exh. H.)

Parking and Loading Facilities: The PDA Master Plan does not specify off-street parking and loading requirements. For the Proposed Project, off-street parking is determined during Large Project Review under Article 80B of the Code. No new parking spaces are proposed at the Site. There are over 6,000 spaces in parking lots and almost 1,500 spaces in garages within one-quarter of a mile (five-minute walk) of the Site. Parking for the Proposed Project will be available in the neighboring 585-space Necco Street Garage, which is owned by an affiliate of the Proponent.

Loading operations for the Site currently occur in the off-street loading area along Necco Court, just west of "A" Street. Trucks access Necco Court via "A" Street, Garage Access Way, or Necco Street. The number of loading bays required by Article 24 of the Code is determined during the Large Project Review process under Article 80B of the Code. Two loading bays are proposed for the Proposed Project.

The Proponent intends to implement Transportation Demand Management ("TDM") measures to reduce dependence on autos under a Transportation Access Plan Agreement with the Boston Transportation Department. TDM will be facilitated by the Proposed Project's proximity to residential developments in the neighborhoods of Fort Point Channel and South Boston, along with available transit services at nearby South Station.

Access to Public Transportation: Users of the Proposed Project will have several transit options available. The Site is directly served by the MBTA's Bus Route 11, which travels between Downtown Boston and City Point via Melcher Street.

Two other local bus routes, Routes 4 and 7, travel in both directions along Summer Street, about one block from the Site. Route 4 primarily serves commuters between North Station and the South Boston Waterfront. Route 7 operates throughout the day between residential South Boston and Downtown Boston. Along Congress Street, approximately two blocks from the Proposed Project, three express bus routes serve primarily commuters between the North Shore (Salem, Marblehead) and South Boston.

The Site is located within convenient walking distance -- slightly over one-quarter of a mile -- of the South Station Transportation Center, a transit hub providing access to the MBTA Red Line, Silver Line, and seven commuter rail branches serving points south and west of Boston. South Station is also the terminus for Amtrak train service along the Northeast Corridor. Greyhound, Peter Pan and other companies provide regional and commuter bus service from South Station.

Public Benefits of the Proposed Project: Expected public benefits from the Proposed Project include historic preservation, neighborhood vitality, public realm improvements, improved access and circulation, new linkage payments, increased property taxes, and the creation of temporary and permanent jobs.

The Proposed Project involves renovation and adaptive reuse of three 100-year-old warehouse buildings located within the Fort Point Channel Historic District, which is listed on the State and National Registers of Historic Places. The renovation of the Existing Buildings will help to enliven the Fort Point Channel neighborhood by providing upgraded office space, and accessible retail and restaurant space. The Proposed Project also includes street and sidewalk improvements to Necco Court, and sidewalk refurbishment at Melcher, "A," and Necco Streets.

The BRA's Development Impact Project ("DIP") exactions (linkage) program requires the payment of development exactions, or equivalent in-kind contributions, for the creation of affordable housing and job training programs. (Code Section 80B-7(1).) The Proposed Project will trigger the DIP exactions requirements of Section 80B-7. The Proposed Project will comply by paying a housing exaction of \$7.87 for each gross square foot of office or retail floor area in excess of 100,000 square feet, and a jobs exaction of \$1.57 for each gross square foot of office or retail floor area in excess of 100,000 square feet.

During construction, the Proposed Project is expected to create 150-200 construction-related employment opportunities. Once complete, the Proposed Project is expected to generate over \$500,000 in additional annual property taxes for the City of Boston than the Site currently contributes. The Proposed Project also creates the potential for 800-1,000 commercial office and 75-100 retail employment opportunities.

Large Project Review: The BRA is conducting Large Project Review of the Proposed Project under Article 80B of the Code. In the course of that review, the impacts of the Proposed Project upon the surrounding neighborhoods will be fully addressed, and

appropriate mitigation will be proposed and incorporated into the Proposed Project, as follows:

- New traffic related to the Proposed Project will be minimal. During the morning peak hour, only one change in level of service is expected to occur, and during the evening peak hour, only two level of service changes are expected to occur under Build Conditions.
- The Proposed Project will increase parking demand by just 34 spaces in an area that has approximately 8,000 existing parking spaces including the 585-space Necco Street Garage, which is adjacent to the Site, owned by an affiliate of the Proponent, and currently operates below capacity.
- The Proposed Project will add only 12 transit trips (3 boarding and 9 alighting) during the morning peak hour and 26 transit trips during the evening peak hour (16 boarding and 10 alighting), so it will not adversely affect transit capacity.
- New pedestrian and bicycle accommodations will improve access to the Site.
- The TDM program will encourage non-vehicular travel to the Site, emphasizing the Site's proximity to public transportation services.
- The Proposed Project will have little or no affect on pedestrian-level winds, will generate minimal new shadow, will not significantly affect daylight reaching the Site, and will not create adverse impacts from reflected solar glare.
- Potential air quality and noise impacts will be well below City and State thresholds.
- Minimal geotechnical impacts are anticipated, and they will be monitored as required. The Proposed Project's stormwater will be managed in accordance with applicable regulations and the Proposed Project will comply with Article 32 of the Code.

Other Necessary Government Approvals: Because the Proposed Project will substantially rehabilitate buildings having a floor area of more than 100,000 square feet, it is subject to Large Project Review under Article 80B of the Code. The Proponent submitted a Project Notification Form ("PNF") to the BRA on February 11, 2008.

The Proposed Project is not subject to review under the Massachusetts Environmental Policy Act ("MEPA"). However, several other local and state permits and approvals are anticipated to be required for the Proposed Project. The PDA Master Plan provides that any extension of an existing building must undergo BRA Site Plan and Design Review pursuant to BRA guidelines then in effect, as well as Boston Landmarks Commission review, all in addition to the approval of this Plan. The Proposed Project will undergo these.

Because the Proposed Project requires modification to its Chapter 91 license, it will be reviewed by the Massachusetts Historical Commission (“MHC”) to demonstrate compliance with M.G.L. Chapter 9, Sec. 26-27c, as amended by Chapter 254 of the Acts of 1988 (950 CMR 71.00). To streamline the review process, the Proponent will coordinate MHC’s review of the Proposed Project with the Boston Landmarks Commission review.

Development Schedule: Build out of the Master Plan Area is expected to occur in multiple phases over approximately 20 years. The Proponent currently estimates that construction of the Proposed Project will take approximately 12 months, with initial site work expected to begin in 2009.

In accordance with the PDA Master Plan, the current parcel at the Site may be reconfigured into multiple parcels, which may be under common or separate ownership and may include subdivision or condominium ownership, developed sequentially or simultaneously, and separately developed and/or financed. Each such parcel is referred to as a “**Proposed Project Component.**” One or more of the Proposed Project Components may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Proposed Project Components may be combined to create one single parcel, or a condominium ownership structure may be created for all or part of the Proposed Project.

Applicability of this Plan: Consistency of the Proposed 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. Moreover, this Plan constitutes approval for any zoning nonconformity created or increased by the future separation of ownership of individual Proposed Project Components, provided that: (i) the use limitations and dimensional requirements of this Plan, other than FAR, with respect to each Proposed Project Component are met; and (ii) the FAR for the Parcel Grouping A₁-A₇ in the aggregate does not exceed the limits established under the PDA Master Plan.

No Duty to Develop the Proposed Project: Notwithstanding anything set forth in this Plan to the contrary, under no circumstances will the Proponent be obligated to proceed with the Proposed Project or any Proposed Project Component. In the event that the Proponent does proceed with the Proposed Project in its entirety, the Proponent will satisfy the public benefit obligations described herein.

Amendment of this Plan: The owner of the Proposed Project or of an individual Proposed Project Component may seek amendment of this Plan as to the Proposed Project or such Proposed Project Component in accordance with the procedures prescribed by the Code, without the consent of the owner(s) of any other Proposed Project Component. In the event that any amendment affects the overall compliance of the Proposed Project with this Plan, this Plan will be deemed amended with respect to the Proposed Project as a whole, to the extent necessary for the overall Proposed Project to comply with this Plan, without requiring any modification of the requirements of this Plan as to any other Proposed Project Components.

LIST OF EXHIBITS

- Exhibit A** Legal Description of the Site
- Exhibit B** Locus Plan
- Exhibit C** Proposed Project Team
- Exhibit D** Drawings
- Existing Site Plan
 - Proposed Site Plan
 - Proposed Basement Floor Plan
 - Proposed First Floor Plan
 - Proposed 2nd - 5th Floor Plan
 - Proposed 6th - 9th Floor Plan
 - Proposed 10th Floor / Penthouse Plan
 - Proposed Penthouse Roof Plan
 - Proposed Elevations

EXHIBIT A

LEGAL DESCRIPTION

All of Lot A as shown on the plan entitled "Subdivision Plan of Parcel 15 in Boston, Mass.," prepared by Bennett Engineering, dated November 21, 2005, and recorded with the Suffolk County Registry of Deed as Plan No. 965 of 2005. Lot A is known as 49 Melcher Street, Boston, Massachusetts, 51-61 Melcher Street, Boston, Massachusetts, and 63 Melcher Street, Boston, Massachusetts, contains about 29,220 square feet, and is bounded and described as follows:

A parcel of land in the city of Boston, Suffolk County, Massachusetts, situated on the southwesterly side of Melcher Street, the northwesterly side of A Street, the northeasterly side of a 25' wide passageway also known as Necco Court and the southeasterly side of Necco Street, beginning at the most northwesterly corner of the property herein described on said Melcher Street at a point at the southeasterly intersecting corner of said Melcher Street and said Necco Street; thence,

S47°34'41"E by said Melcher Street, two hundred ninety-two and 24/100 feet (292.24'); thence,

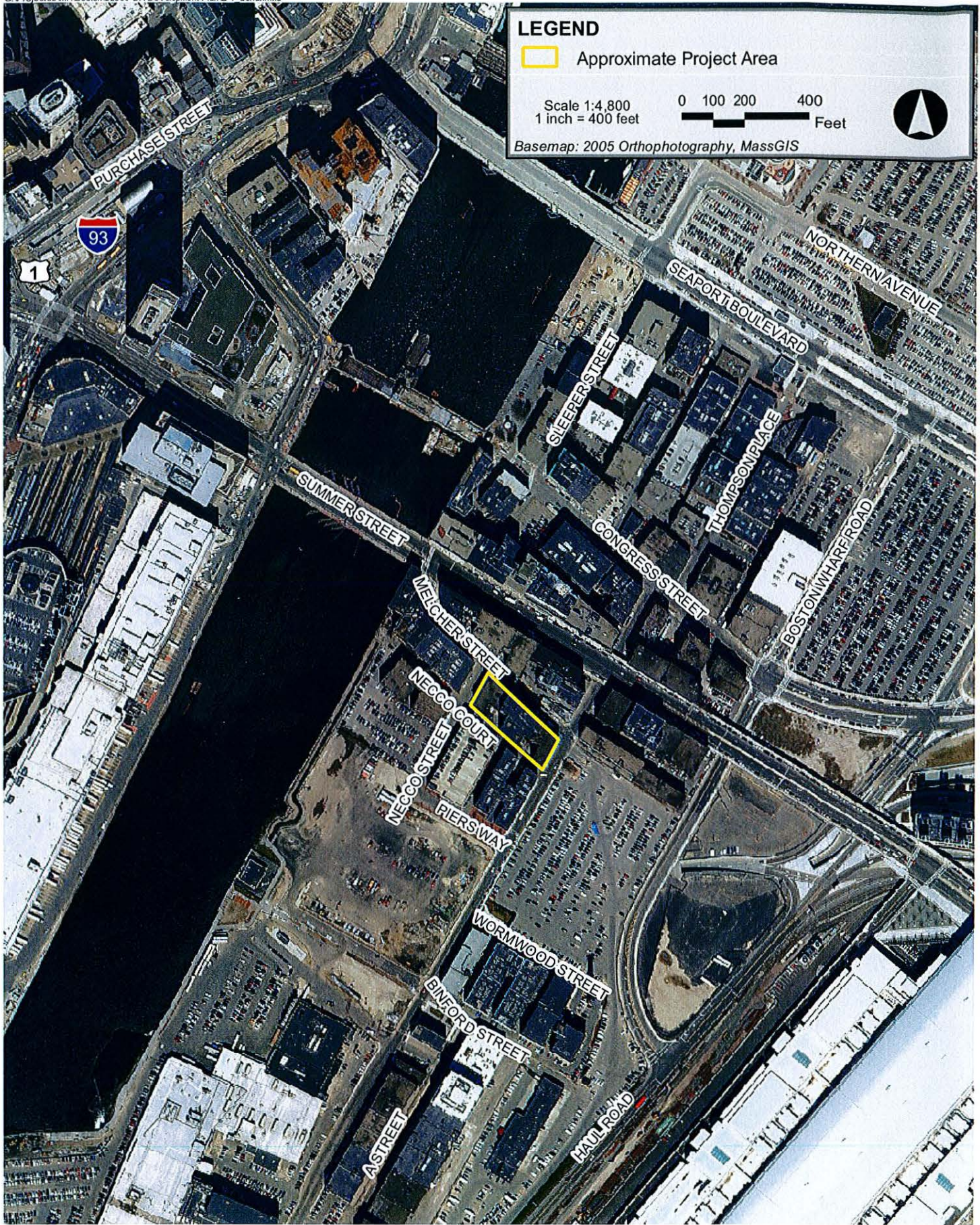
S29°38'45"W by said A Street, one hundred two and 53/100 feet (102.53'); thence,

N47°34'41"W by Lot B on said plan, two hundred ninety-two and 14/100 feet (292.14'); thence,

B29°35'35"E by Lot B on said plan, one hundred two and 55/100 feet (102.55') to the point of beginning.

EXHIBIT B

LOCUS PLAN



49/51/63 Melcher Street Boston, MA

EXHIBIT C

PROJECT TEAM

Proponent: W2005 BWH II Realty, L.L.C.
c/o Goldman Properties
319 "A" Street, 3rd Floor
Boston, MA 02210
(617) 451-5400
Albert Price
John Barszewski

Architects: Bargmann, Hendrie & Archetype, Inc.
300 "A" Street
Boston, MA 02210
(617) 350-0450
Joel Bargmann
Robert DelSalvio

Legal Counsel: Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, MA 02110
(617) 482-1776
Matthew Kiefer
Jared Eigerman

Permitting Consultant: Epsilon Associates, Inc.
3 Clocktower Place, Suite 250
Maynard, MA 01754
(978) 897-7100
Laura Rome
Ron Morad

Transportation/Parking
Consultant: Howard/Stein-Hudson
38 Chauncy Street
Boston, MA 02111
(617) 482-7080
Jane Howard
Liz Peart

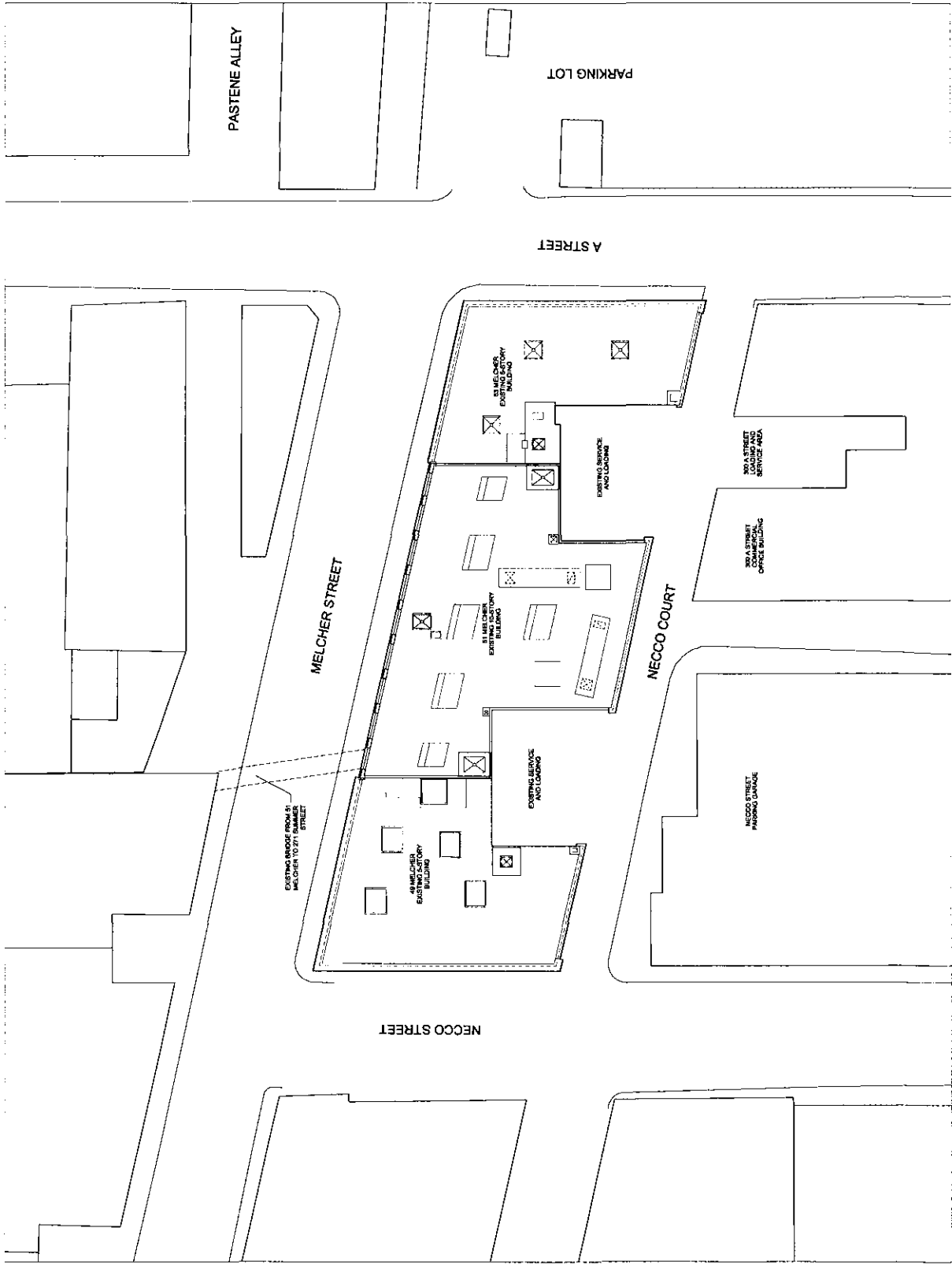
Civil Engineers: HW Moore Associates, Inc.
112 Shawmut Avenue
Boston, MA 02118

(617) 357-8145
John MacKinnon

Geotechnical Consultant: Haley & Aldrich
465 Medford Street, Suite 2200
Boston, MA 02129
(617) 886-7400
Steve Kraemer

EXHIBIT D

DRAWINGS



A001

ARCHITECT
brna
 1000 North 1st Street, Suite 200
 Milwaukee, WI 53233
 414.224.2200
 www.brna.com

PROJECT NAME
 48, 51, 53
 Melcher Street
 48, 51, 53 Melcher Street
 Milwaukee, WI

CLIENT
Anchon Group
 1000 North 1st Street, Suite 200
 Milwaukee, WI 53233
 414.224.2200
 www.brna.com

Goldman Properties
 1000 North 1st Street, Suite 200
 Milwaukee, WI 53233
 414.224.2200
 www.brna.com

PROJECT TEAM
ARCHITECTURAL SERVICES
 BRNA
 1000 North 1st Street, Suite 200
 Milwaukee, WI 53233
 414.224.2200
 www.brna.com

GENERAL CONTRACTOR
 JACOBS
 1117 Wisconsin Avenue, Suite 1000
 Washington, DC 20004
 202.462.1000
 www.jacobs.com

STRUCTURAL ENGINEER
 HOK
 1117 Wisconsin Avenue, Suite 1000
 Washington, DC 20004
 202.462.1000
 www.hok.com

Mechanical, Electrical, & Plumbing (MEP) ENGINEER
 HOK
 1117 Wisconsin Avenue, Suite 1000
 Washington, DC 20004
 202.462.1000
 www.hok.com

ENVIRONMENTAL ENGINEER
 HOK
 1117 Wisconsin Avenue, Suite 1000
 Washington, DC 20004
 202.462.1000
 www.hok.com

LANDSCAPE ARCHITECT
 HOK
 1117 Wisconsin Avenue, Suite 1000
 Washington, DC 20004
 202.462.1000
 www.hok.com

DATE
 08/14/2018

SCALE
 AS SHOWN

DATE
 08/14/2018

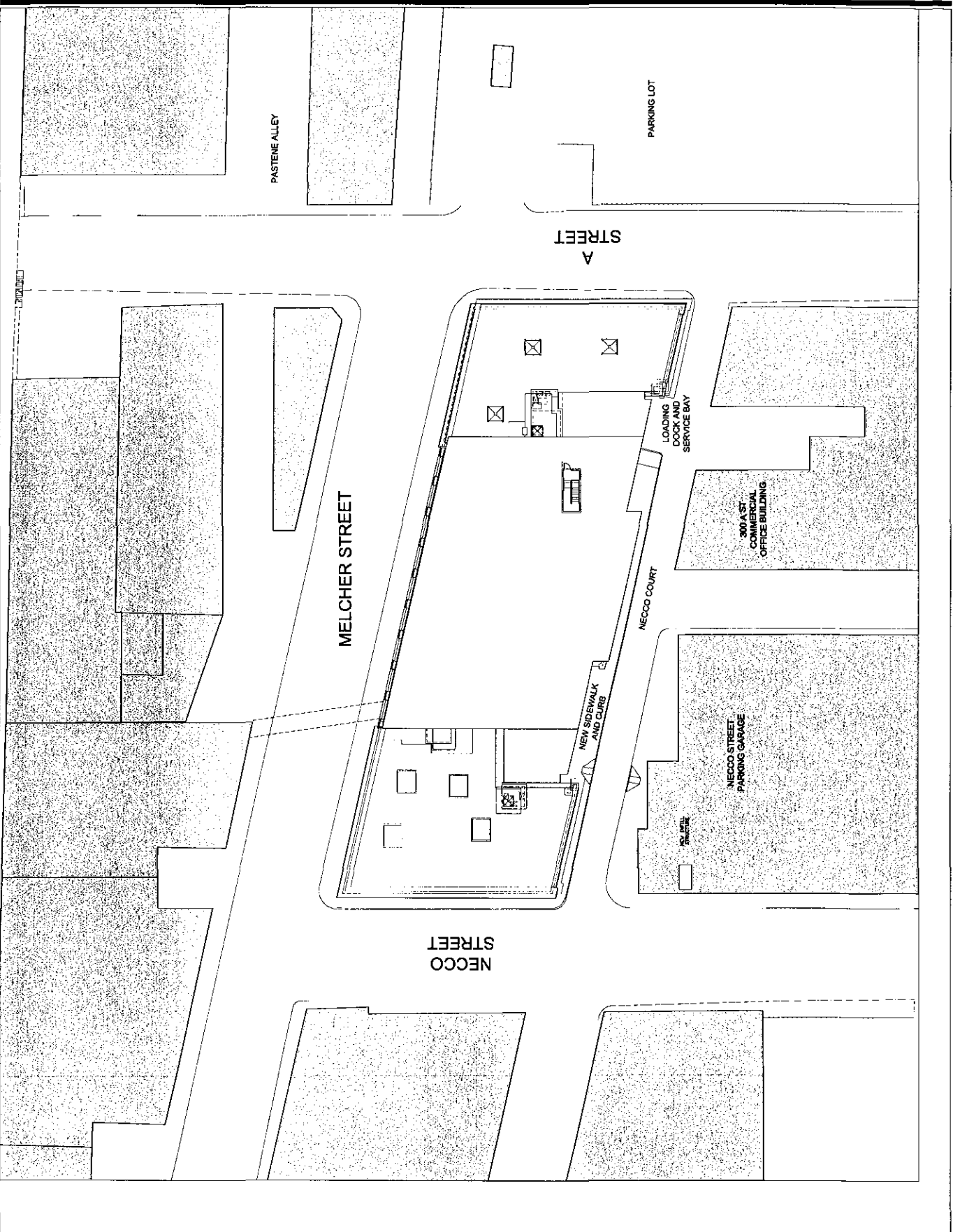
PROJECT NO.
 48, 51, 53

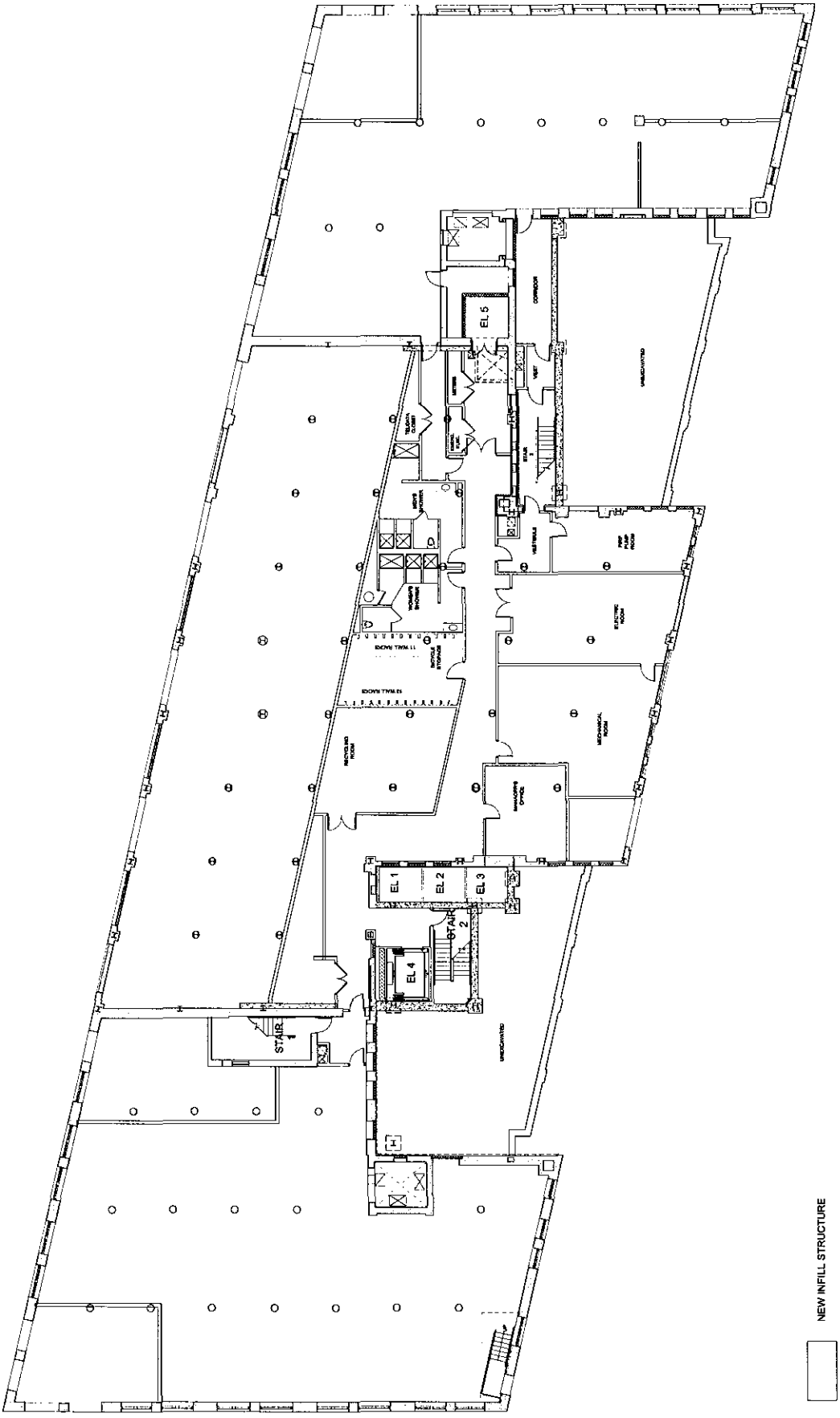
DATE
 08/14/2018

PROJECT NAME
 48, 51, 53
 Melcher Street

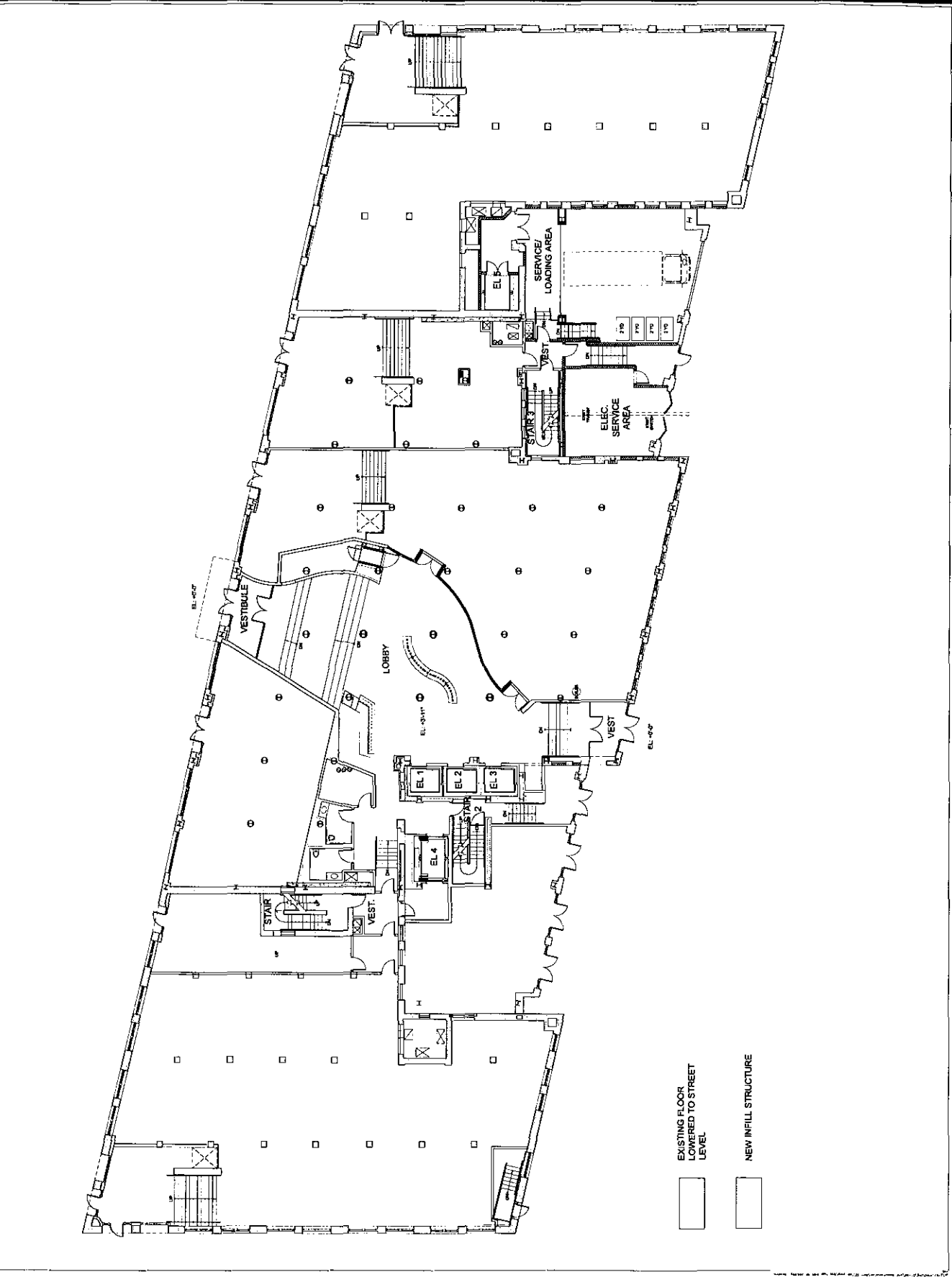
CLIENT
 Anchon Group

ARCHITECT
 brna



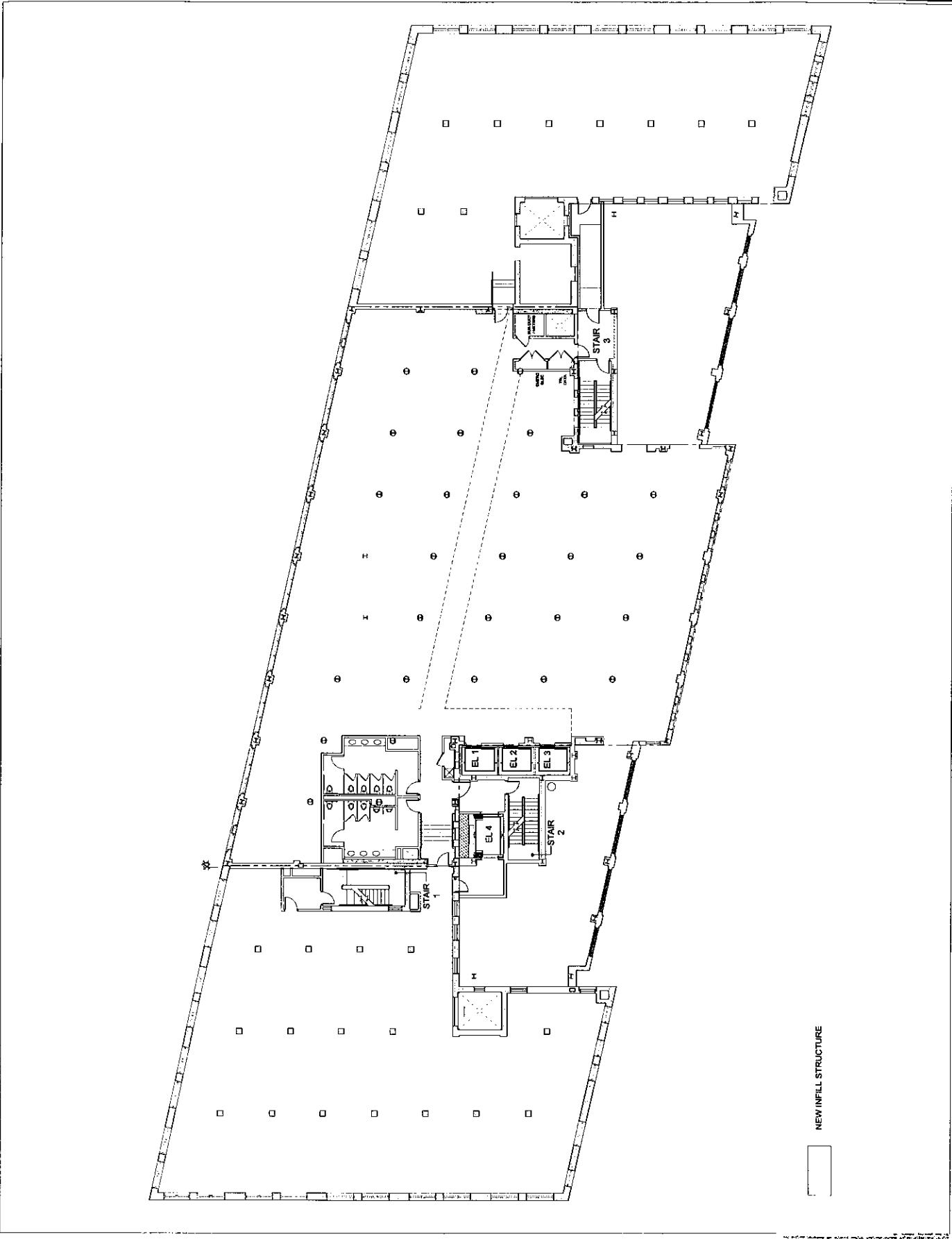


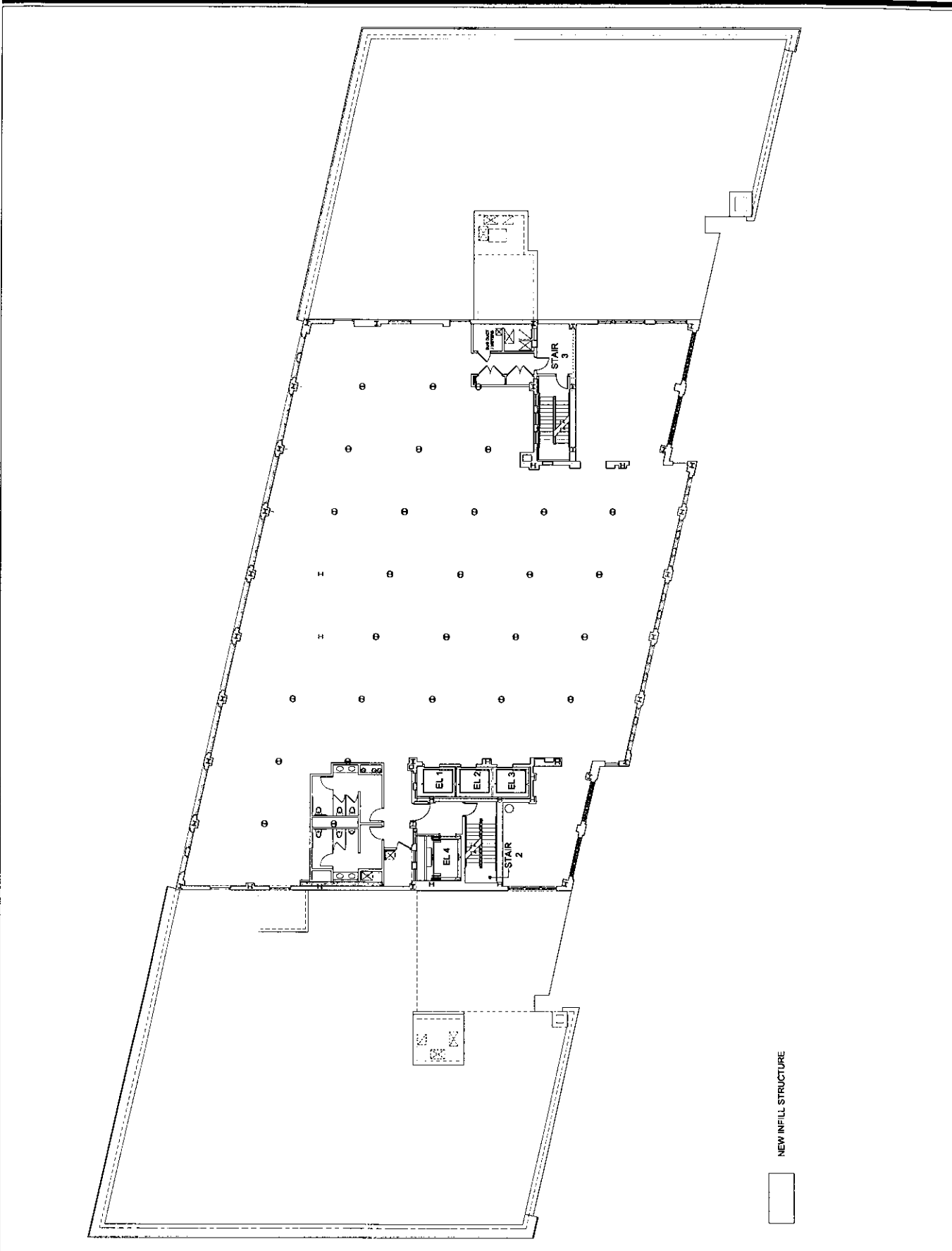
NEW INFILL STRUCTURE



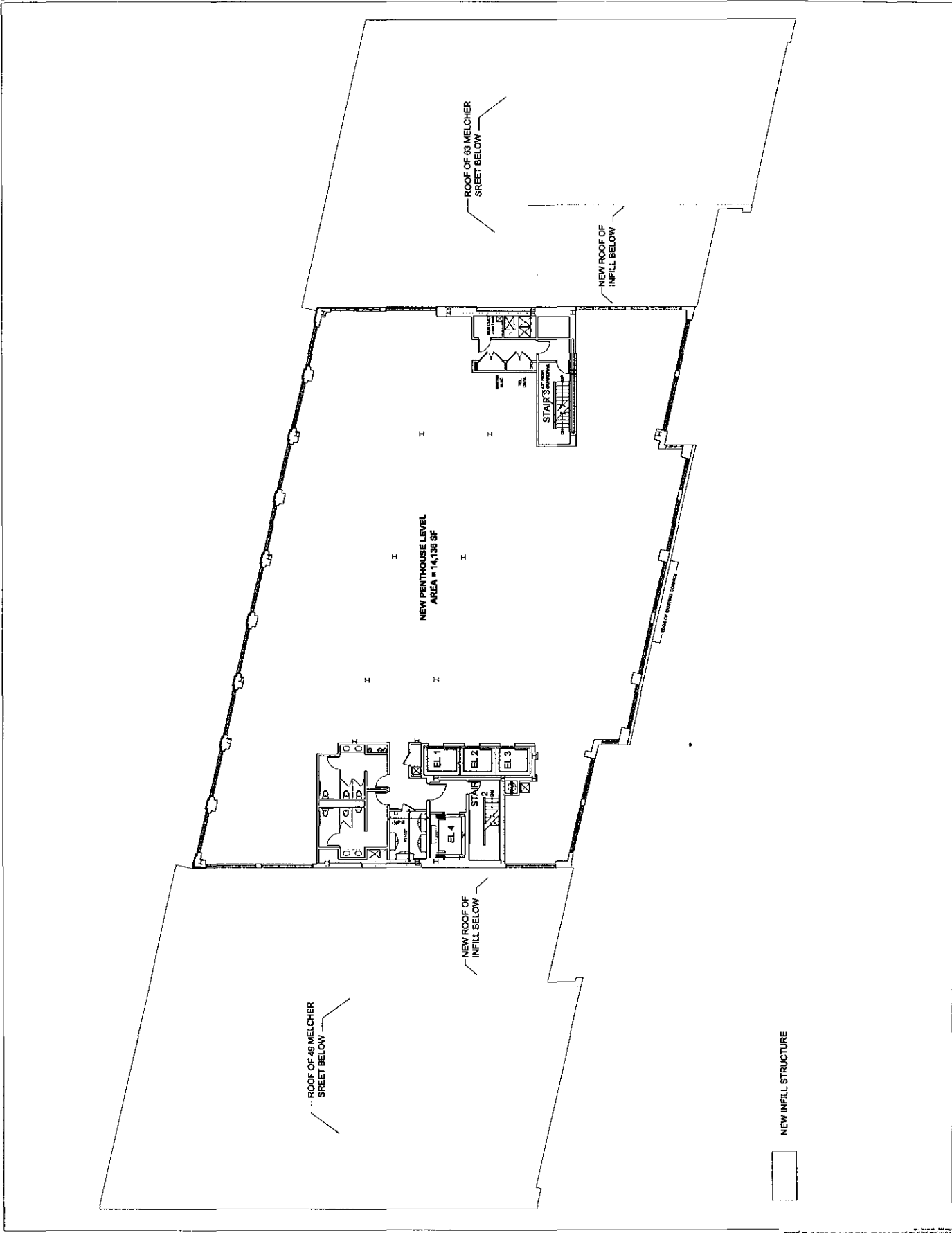
EXISTING FLOOR
LOWERED TO STREET
LEVEL

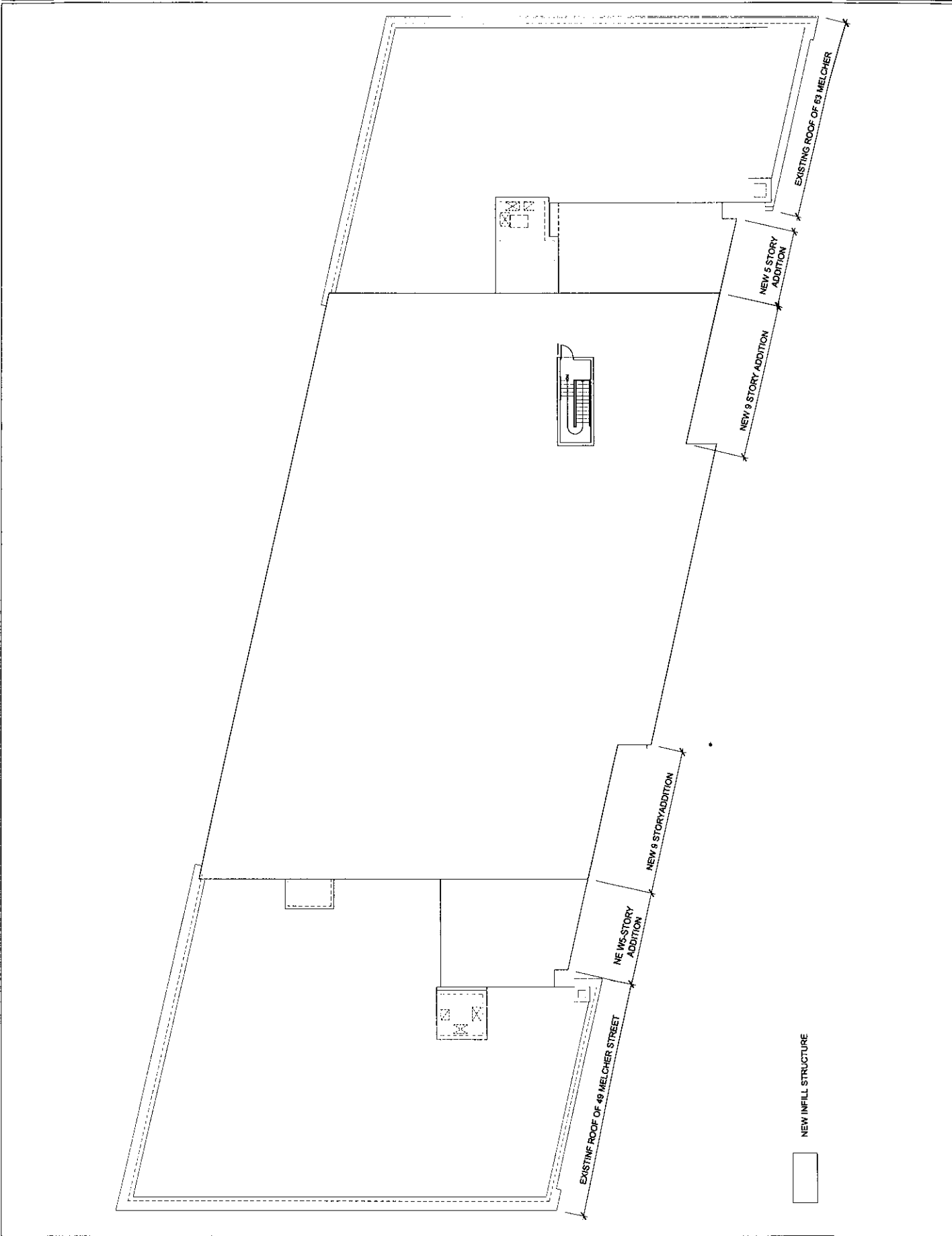
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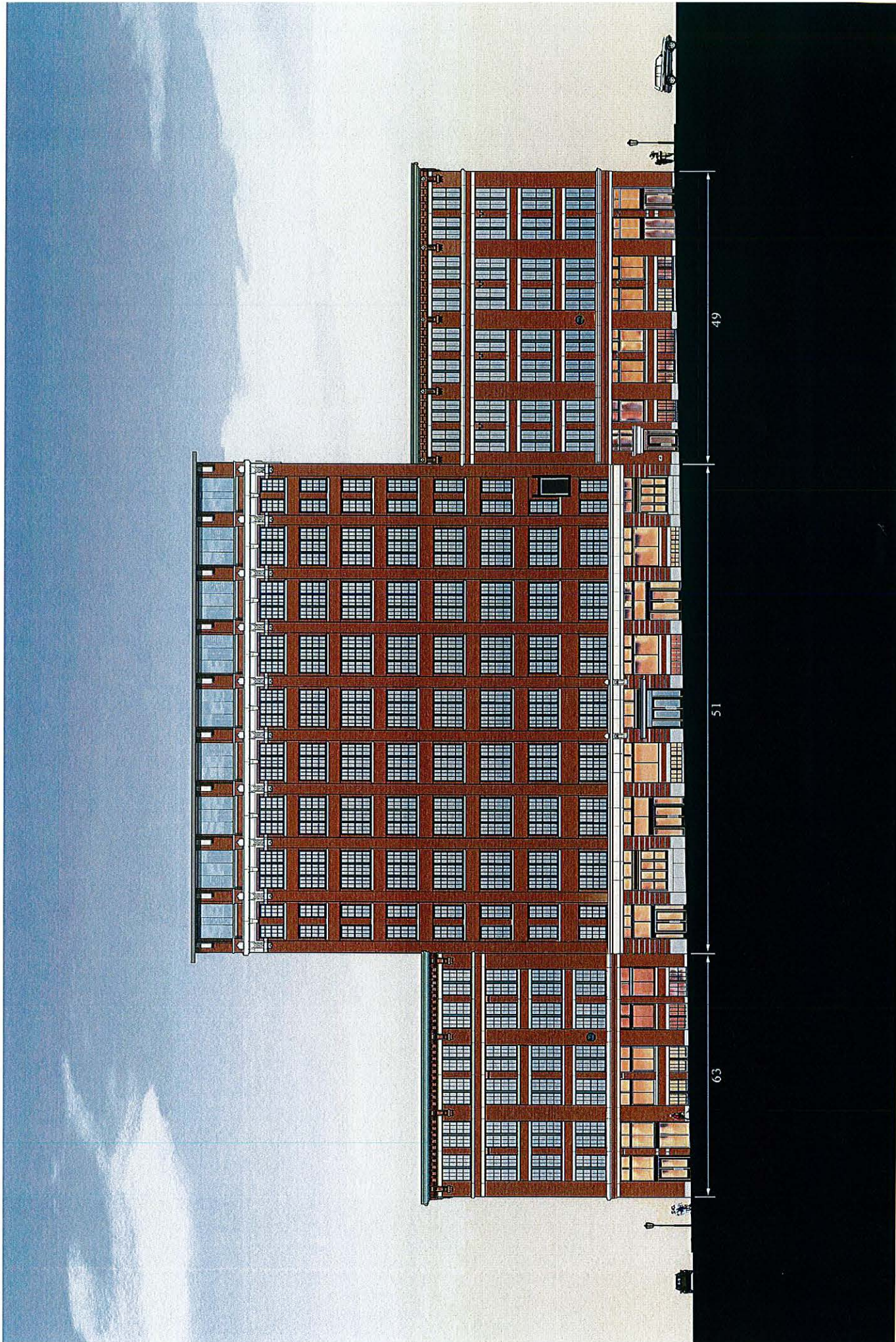




NEW INFILL STRUCTURE



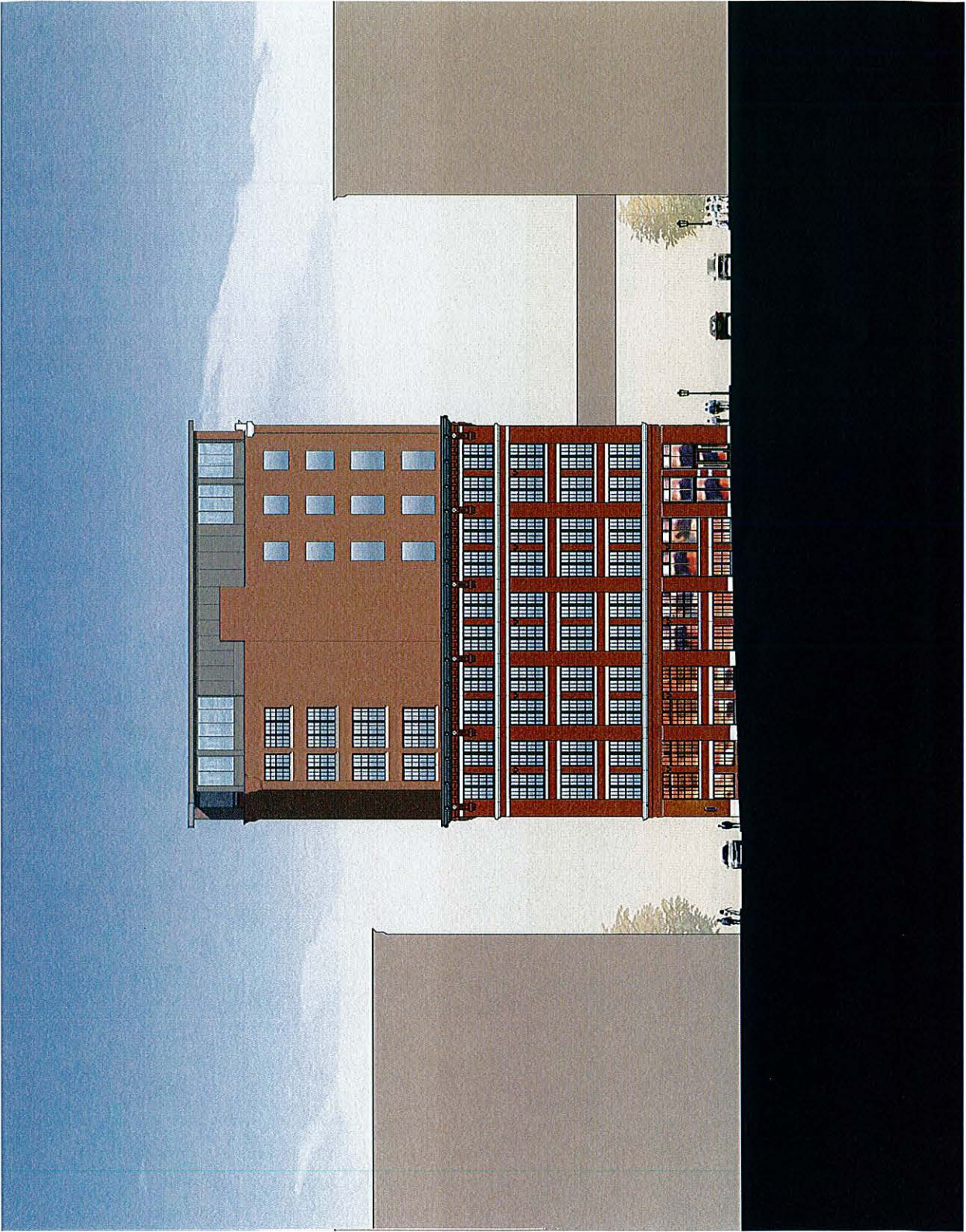








NOTCH WITH PROJECTING PENTHOUSE



NOTCH WITH PROJECTING PENTHOUSE

Development Plan for 49, 51 and 63 Melcher
Street within Planned Development Area No.
69, The 100 Acres

Boston Redevelopment Authority on behalf of
311 Summer Street LLC

DEVELOPMENT PLAN
For
49, 51 and 63 MELCHER 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 49, 51 and 63 Melcher Street within Planned Development Area No. 69, The 100 Acres, dated February 4, 2009, and approved by the Boston Redevelopment Authority on December 4, 2008.

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 49, 51 and 63 Melcher Street within Planned Development Area No. 69, The 100 Acres

Robert Foshen
Chairman

James C. Clark
Vice Chairman

James P. Bray

Gay Hurley

Bill S. Hutton

Mary P. Lerman

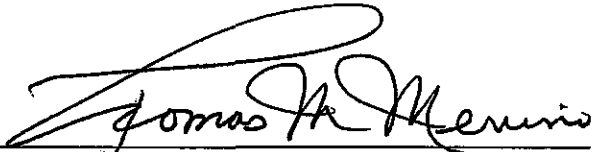
Donald O. ...

In Zoning Commission

Adopted: February 4, 2009

Attest: Jeffrey M. Hester
Secretary

Development Plan for 49, 51 and 63 Melcher Street within Planned Development Area
No. 69, The 100 Acres

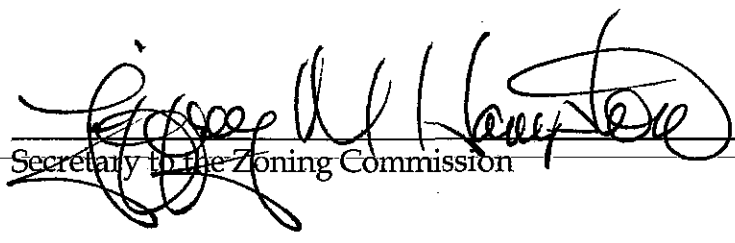


Mayor, City of Boston

Date: 2/5/09

The foregoing Development Plan, was presented to the Mayor on ~~FEBRUARY 5, 2009~~
and was signed by him on ~~FEBRUARY 5, 2009~~ whereupon it became effective on
~~FEBRUARY 5, 2009~~ in accordance with Section 3 of Chapter 665 of the Acts of 1956, as
amended.

Attest:



Secretary to the Zoning Commission

MEMORANDUM

DECEMBER 4, 2008

TO: BOSTON REDEVELOPMENT AUTHORITY AND
JOHN F. PALMIERI, DIRECTOR

FROM: BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT
KAIROS SHEN, CHIEF PLANNER
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
DAVID CARLSON, SENIOR ARCHITECT
VALERIE GINGRICH, SOUTH BOSTON AND WATERFRONT
PLANNER
KRISTIN KARA, PROJECT MANAGER
RICHARD MCGUINNESS, DEPUTY DIRECTOR FOR WATERFRONT
PLANNING

SUBJECT: PUBLIC HEARING REGARDING THE
49/51/63 MELCHER STREET PROJECT, LOCATED AT 49-63 MELCHER
STREET, FORT POINT CHANNEL DISTRICT, SOUTH BOSTON

SUMMARY: This Memorandum requests, as a part of the scheduled Public Hearing concerning the 49/51/63 Melcher Street Project, located within the Fort Point Channel District of South Boston (the "Proposed Project"), that the Boston Redevelopment Authority ("BRA" or "Authority"): [A] approve and adopt the Development Plan for 49/51/63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres ("PDA Plan"), pursuant to Section 80C of the Boston Zoning Code (the "Code"), substantially in the form presented to the BRA Board on December 4, 2008; and [B] authorize the Director to: (1) issue a Scoping Determination waiving the requirement of further review pursuant to Article 80, Section 80B-5.3(d) of the Code in connection with the Proposed Project; (2) issue a Certification of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (3) execute and deliver a Cooperation Agreement, a Development Impact Project Agreement, and a Boston Residents Construction Employment Plan and any and all other agreements and documents deemed appropriate and necessary to construct the Proposed Project; (4) require a First Source Agreement and Memorandum of Understanding to be entered into with the Boston Employment Commission; (5) authorize the Director to petition the Zoning Commission for the approval of the PDA Plan, substantially in the form presented to the BRA Board on December 4, 2008, and (6) issue a

Certification of Consistency under Section 80C-8 of the Code upon successful completion of the Planned Development Area Review process.

BACKGROUND

On February 11, 2008, both a Planned Development Area Development Plan ("PDA Plan") and a Project Notification Form ("PNF") were filed by W2005 BWH II Realty LLC (the "Proponent"), which is a partnership between the Archon Group and Goldman Properties, with the Boston Redevelopment Authority (the "Authority" or "BRA") for a project to be located at 49-63 Melcher Street, which includes 29,219 square feet of land and three existing contiguous buildings (the "Project Site"). The Project Site is located within 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 A₄ in the PDA Master Plan and is bound by Melcher Street to the north, Necco Court to the south, "A" Street to the east, and Necco Street on the west. 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. The Project Site is located two blocks west of the Boston Convention and Exhibition Center and is well served by public transit since it is located three blocks east of South Station, which provides service to MBTA subways, the Silver Line, and the Commuter Rail. Connections to I-90, including Logan Airport, and I-93 are in close proximity to the Project Site.

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. 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. Furthermore, 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 PDA Plan and the PNF propose to substantially rehabilitate the three existing buildings located at 49, 51 and 63 Melcher Street into one, integrated office building with ground floor retail space, and will include one elevator core. The proposed project includes (i) approximately 37,000 square feet of infill development, located in the rear of the buildings facing Necco Street, which will rise to five and nine-stories, conforming with the height of the existing cornice lines, (ii) an approximately 11,500 square-foot, one-story rooftop addition to 51 Melcher Street, and (iii) repairs to the facades, new windows and a new roof (the "Proposed Project"). Currently, the three existing buildings total approximately 163,225 square feet.¹ After the addition and infill are complete, the Proposed Project will include up to 221,500 square feet, approximately 33,000 square feet of which will be retail space on the ground-floor and the remaining approximately 188,500 will be office space. The maximum building height will be 145 feet measured according to the Boston Zoning Code ("Code"). Parking for the Proposed Project will be provided at the neighboring Necco Street Garage, which is owned by an affiliate of the Proponent.

The W2005 BWH II Realty, LLC is comprised of the Archon Group and Goldman Properties. Specifically, John Matteson, Assistant Vice President, from the Archon Group and Tony Goldman, President, Goldman Properties, are the principals involved. Matt Kiefer and Jared Eigerman from Goultston & Storrs are legal counsel; Jane Howard and Guy Busa from Howard/Stein-Hudson Associates are serving as transportation consultants; and, Joel Bargmann from Bargmann, Hendrie & Archetype, Inc. is the Proposed Project's architect.

The total development cost of the Proposed Project is estimated to be approximately \$40,000,000. The Proponent plans to begin construction in 3rd quarter 2009 with an estimated completion date in the 3rd quarter 2010.

ARTICLE 80 REVIEW

On January 21, 2008, the Developer filed a Letter of Intent in accordance with the BRA's policy regarding Provision of Mitigation by Development Projects in Boston.

¹Table 2 to the PDA Master Plan ascribes a floor area of 163,225 square feet to the Site: 35,500 square feet at 49 Melcher Street, 99,000 square feet at 51 Melcher Street, and 28,725 square feet at 63 Melcher Street. In fact, the three existing buildings have a total floor area of approximately 173,000 square feet, when those portions of the basement levels not devoted exclusively to uses accessory to building operation, or otherwise excluded from the Code's definition of "gross floor area," are taken into account. This was true when the PDA Master Plan was adopted. Table 2 to the PDA Master Plan will be amended to correct this discrepancy.

The PDA Plan and the PNF were filed on February 11, 2008. Notice of the filings was published in the Boston Herald on February 11, 2008. The Notice of the receipt by the BRA of the PDA Plan and the PNF was sent to the City's public agencies pursuant to Section 80A-2 of the Code. A Scoping Session was held on February 28, 2008 with the City of Boston's public agencies, at which time the Proposed Project was reviewed and discussed.

A public meeting was held on March 13, 2008, at 51 Melcher Street. This public meeting was advertised in the South Boston Online and the South Boston Tribune. The required 30-day comment period in connection with the PNF and the required 45-day comment period in connection with the PDA Plan were both extended and closed on April 11, 2008. A public meeting was held on December 1, 2008 at 44 Thompson Place in the Fort Point Channel District. This public meeting was advertised in the South Boston Online and the South Boston Tribune.

The Proposed Project is located within the boundaries of the pending Fort Point Channel Landmark District ("FPCLD"), and thus requires Boston Landmarks Commission ("BLC") staff review in accordance with the process established by the BLC and the BRA for review of projects within the proposed district, in advance of the official designation and activation of the FPCLD. Once the FPCLD is activated, review will be conducted by the Commission. The Proponent has conducted preliminary, informal meetings with BLC staff regarding the Proposed Project.

The Proposed Project was submitted to the Boston Civic Design Commission (the "BCDC") for determination of scope and initial review on February 5, 2008. The Proposed Project was unanimously approved by the BCDC on February 5, 2008.

PUBLIC BENEFITS

The Proposed Project will provide a number of public benefits:

- Preservation and the adaptive reuse of three historic warehouse and industrial buildings, which are considered "contributing buildings" in the pending Fort Point Channel Landmark Historic District;
- Promoting sustainable design by complying with Article 37 of the Code;
- Housing linkage payment of \$7.87 for each gross square foot of office or retail floor area in excess of 100,000 square feet, or approximately \$956,205;
- Jobs linkage payment of \$1.57 for each gross square foot of office or retail floor area in excess of 100,000 square feet, or approximately \$190,755;
- Fair-share payment under the Amended and Restated Memorandum of Agreement regarding the PDA Master Plan, dated January 10, 2007.
- Approximately 150 - 200 construction jobs;

- Approximately 800 – 1,000 permanent commercial office jobs;
- Approximately 75 – 100 permanent retail jobs;
- Approximately \$500,000 in additional annual property taxes for the City of Boston; and
- Access and circulation improvements to the Proposed Project by lowering sections of the existing first floor levels to sidewalk grade to provide more interaction and accessibility to the Proposed Project’s main entrance and retail spaces; a new sidewalk and building entrance will be created along the southern side of the Project Site.

DEVELOPMENT IMPACT PROJECT EXACTIONS

Based upon the plans for the Proposed Project, the Proponent will provide an estimated \$667,035 in housing linkage funds and an estimated \$190,755 in jobs linkage funds pursuant to the provisions of Section 80B-7 of the Code. These estimated linkage payments are calculated as follows:

Housing Linkage:

DIP Uses:	221,500	s.f.
Exclusions:	(100,000)	
	121,500	s.f.
	<u>x \$7.87</u>	/s.f.
	\$956,205	

Jobs Linkage:

DIP Uses:	221,500	s.f.
Exclusions:	(100,000)	
	121,500	s.f.
	<u>x \$1.57</u>	/s.f.
	\$190,755	

RECOMMENDATIONS

Approvals are requested of the Authority for the issuance of a Scoping Determination waiving the requirement of further review pursuant to Article 80, Section 80B-5.3(d) of the Code, and for the issuance of a Certification of Compliance under Section 80B-6 upon successful completion of the Article 80 review process. In accordance with Section 80B-5.3(d) of the Code, the Authority may issue a Scoping Determination Waiving Further Review if the PNF is found to adequately describe the impact of the Proposed Project and offer appropriate mitigation of such impacts. Authority staff believes that the PNF meets the criteria for the issuance of a Scoping Determination Waiving Further Review. It is therefore recommended that the Authority approve the Proposed Project, and authorize the Director to: (1) issue a Scoping Determination

waiving the requirement of further review pursuant to Article 80, Section 80B-5.3(d) of the Code; (2) issue a Certification of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (3) execute and deliver a Cooperation 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 to construct the Proposed Project; (4) require a First Source Agreement and Memorandum of Understanding to be entered into with the Boston Employment Commission; (5) issue a Certification of Consistency for the Proposed Project, pursuant to Section 80C-8 of the Code, upon successful completion of the Planned Development Area Review process; and (6) petition the Zoning Commission to approve and adopt the Development Plan for the Proposed Project within Planned Development Area No. 69, South Boston/The 100 Acres substantially in the form presented to the BRA Board on December 4, 2008.

Appropriate votes follow:

VOTED: That the Director be, and hereby is, authorized to issue a Scoping Determination under Section 80B-5.3(d) of the Boston Zoning Code, which (i) finds that the Project Notification Form ("PNF") submitted on February 11, 2008 adequately describes the potential impacts arising from the construction of the 49/51/63 Melcher Street Project, located at 49-63 Melcher Street, in the Fort Point Channel District of South Boston ("the Proposed Project") and provides sufficient mitigation measures to minimize these impacts, and (ii) waives further review of the Proposed Project, subject to continuing design review by the Boston Redevelopment Authority (the "Authority"); and

FURTHER

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

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute a Cooperation 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 in connection with the Proposed Project, all upon terms and conditions determined to be in the best interests of the Authority; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to require a First Source Agreement and Memorandum of Understanding with the Boston Employment Commission for the Proposed Project; and

FURTHER

VOTED: That the Authority hereby finds and determines that the Proposed Project complies with Section 80C-4(a)-(e), Standards for Planned Development Area Review Approval of the Boston Zoning Code; and

FURTHER

VOTED: That pursuant to the provisions of Section 3-1A.a and Article 80C of the Boston Zoning Code, the Authority hereby approves and adopts the Development Plan for 49/51/63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres ("PDA Plan") and authorizes the Director to petition the Zoning Commission for approval of the PDA Plan in substantial accord with the form presented to the Authority Board on December 4, 2008 and attached hereto; and

FURTHER

VOTED: That upon approval of the PDA Plan by the Zoning Commission, the Director be, and hereby is, authorized to issue a Certification of Consistency for the Proposed Project under Article 80C-8 of the Code.