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CC APPROVAL: 3/14/12
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SECOND AMENDED AND RESTATED DEVELOPMENT PLAN
for
49, 51 AND 63 MELCHER STREET
within
PLANNED DEVELOPMENT AREA NO. 69, SOUTH BOSTON/THE 100 ACRES

Boston, Massachusetts

February 16, 2012

1. **Second Amended and Restated Development Plan:** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the “Code”), and the Master Plan for Planned Development Area (“PDA”) No. 69, South Boston/The 100 Acres (the “PDA Master Plan”), this development plan constitutes the Second Amended and Restated PDA Development Plan (the “**Second Amended Development Plan**” or “**Development Plan**”) for the redevelopment of a parcel in the Fort Point Channel district of Boston comprising three contiguous lots at 49, 51-61 and 63 Melcher Street, within a single city block of approximately 0.68 acres (29,219 square feet) (the “Site”). Each lot is owned by a different entity and improved with an existing building (the “**Existing Buildings**”): W2005 BWH II Realty, L.L.C., an entity controlled by Archon Group, L.P. (the “**Proponent**”) owns 49 Melcher Street; Melcher Street Holdings LLC, an entity controlled by Synergy Development LLC (“**Synergy**”), owns 51-61 Melcher Street (“**51 Melcher Street**”); and 63 Melcher, LLC, an entity controlled by Gerding Edlen Fund Management, LLC (“**Gerding Edlen**”), owns 63 Melcher Street. The Site is more particularly described in Section 4 below, and in **EXHIBIT A**, attached. The Site and PDA Overlay District are both depicted on the locus plan attached as **EXHIBIT B**.

Pursuant to Section 3-1A and Article 80C of the Code, and the PDA Master Plan, by a vote taken on December 4, 2008, the Boston Redevelopment Authority (the “**BRA**”) approved a PDA Development Plan for the Site, entitled Development Plan for 49, 51 and 63 Melcher Street within Development Plan No. 69, The 100 Acres (the “**Original Development Plan**”). Under the Original Development Plan, the Proponent proposed to rehabilitate and expand the Existing Buildings at the Site into a single integrated office building with first-level retail/service space, with approximately 60,911 square feet of new gross floor area¹ through horizontal (infill) and vertical (rooftop) additions and basement conversions, and to make minor site improvements (the “**Original Project**”). On February 4, 2009, the Zoning Commission of the City of Boston (the “**Commission**”) approved the Original Development Plan, which became effective on February 5, 2009.

On January 3, 2011, the Proponent filed a Notice of Project Change (the “**First NPC**”) and a First Amended and Restated PDA Development Plan (the “**First Amended Development Plan**”) to allow certain changes to the design, uses and phasing of the Original Project (the “**First Revised Project**”). With the exception of a slightly smaller

¹ Throughout this Development Plan, all references to “**floor area**” shall refer to “**gross floor area**,” and all references to “**height**” shall refer to “**building height**,” as both are defined in Article 2A (Definitions Applicable in Neighborhood Districts and in Article 80, Development Review and Approval) of the Code.

rooftop addition to 51 Melcher Street, the envelope of the First Revised Project would have been identical to that of the Original Project.

The First Revised Project would have been developed in two phases and resulted in two buildings, as follows:

- In the first phase, the existing building located at 63 Melcher Street would have been rehabilitated and converted to up to 34,700 square feet of residential use, with up to 38 dwelling units. To promote the goals of the Innovation District, this phase was to be undertaken in conjunction with the development of a residential project located nearby at 319 A Street Rear, then owned by the Proponent. Smaller unit sizes, such as those then proposed at 63 Melcher Street, are typically available at lower rents, meeting the demand of workers in the innovation economy for inexpensive living space with access to amenities outside their units.
- In the second phase, the existing buildings located at 49 Melcher Street and 51 Melcher Street would have been rehabilitated, expanded and converted into an integrated commercial building with a single elevator core and continuous floors spanning both buildings, including up to 163,225 square feet of office use and up to 18,880 square feet of basement and first-level retail/service use, and including the construction of a 12,210 square-foot rooftop addition at 51 Melcher Street, and of two five-story infill extensions with a total of up to 32,240 square feet.

Pursuant to Section 3-1A and Article 80C of the Code, and the PDA Master Plan, by a vote taken on April 14, 2011, the BRA approved the First Amended Development Plan. On May 4, 2011, the Commission approved the First Amended Development Plan, which became effective on May 6, 2011.

On December 9, 2011, the Proponent filed a second Notice of Project Change (the “**Second NPC**”) and this Second Amended Development Plan to allow certain changes to the design, uses and phasing of the First Revised Project (the “**Second Revised Project**” or the “**Project**”). As further described in Section 5 below, the first phase of the First Revised Project will proceed unchanged as “**Phase I**” of the Second Revised Project, except that slightly less basement area will be used as gross floor area. Significant changes from the First Revised Project include: dividing the former second phase into two phases, one at 51 Melcher Street (“**Phase II**”) and the other at 49 Melcher Street (“**Phase III**”); eliminating all previously approved exterior additions of floor area to the Existing Buildings; removing approximately 7,370 of ground-level retail/service use previously-approved at 51 Melcher Street; and replacing office with residential use at 49 Melcher Street. Proposed site plans, floor plans, sections and elevations (“**Drawings**”) are attached hereto as **EXHIBIT D-1** (Phase I), **EXHIBIT D-2** (Phase II), and **EXHIBIT D-3** (Phase III).

Table 1, which appears on the following page, compares the First Revised Project to the Second Revised Project, by use.

TABLE 1 – COMPARISON OF FIRST AND SECOND REVISED PROJECTS BY USE			
	First Revised Project (previous)	Second Revised Project (current)	Change
Office	166,370 s.f.	99,000 s.f.	- 67,370 s.f.
Enter., rest. or rec./ Retail/Svc. ²	18,880 s.f.	11,510 s.f.	- 7,370 s.f.
Residential	34,700 s.f.	62,490 s.f.	+ 27,790 s.f.
All Uses	219,950 s.f.	173,000 s.f.	- 46,950 s.f.
Parking spaces	0	0	No change

This Development Plan amends and restates the First Amended Development Plan to allow development of the Second Revised Project in place of the First Revised Project. Upon approval, this Development Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code, and the First Amended Development Plan will be of no further force and effect. The Project will contribute to the city’s economic well-being through improved neighborhood vitality, historic preservation, increased and affordable housing that furthers Innovation District goals, public realm enhancements, linkage payments, sustainable design, increased property taxes, and the creation of temporary and permanent jobs.

Under Section 80C-8 of the Code, no building, use or occupancy permit for the Project or for any Project Component (defined in Section 20 below) will be issued until the BRA has issued a Certification of Consistency under Article 80C-8 for the Project or such Project Component. To the extent that the Director of the BRA (the “**Director**”) certifies consistency with this Development Plan, the Project or such Project Component, as the case may be, will be deemed to be in compliance with the requirements of the Code, under Code Section 80C-9.

This Development Plan consists of 17 pages of text plus attachments designated **EXHIBITS A** through **D-3**. All references to this Development 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 as of the date of this Development Plan.

2. **The Proponent:** The Proponent, W2005 BWH II Realty, L.L.C., which owns 49 Melcher Street, is a Delaware limited liability company with its business address at c/o Archon Group, L.P., 800 Boylston Street, Suite 3330, Boston, MA 02199. Members of the Phase III team are identified on **EXHIBIT C**. As the owners of 51 and 63 Melcher Street, respectively, both Synergy and Gerding Edlen have given their written consent to this Development Plan.

² Under the Original Project and the First Revised Project, this use category was listed as “Retail/Service.”

3. **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, 2007.³ 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, excluding the gross floor area of any development that preexisted adoption of the PDA Master Plan on January 10, 2007. Because FAR limits apply to the specified Parcel Groupings in the aggregate, individual sites within them may have higher or lower FARs. As addressed below, the Project complies with these requirements.

Likewise, the 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 PDA Master Plan 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 assigns the Site to the Residential / Commercial Mixed Use category. (PDA Master Plan, Exh. E.)

4. **Site:** As noted above, the Site comprises three contiguous lots at 49, 51-61 and 63 Melcher Street, within a single city block of approximately 0.68 acres (29,219 square feet). The Site is bordered by Melcher Street to the north, A Street to the east, Necco Court to the south, and Necco Street to the west. Necco Court and Necco Street are private ways, open to public travel and owned by the Proponent. The three lots that make up the Site are identified together as Parcel A₄ in the PDA Master Plan.

The surrounding neighborhood, much of which was originally 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 Site is also located within the boundaries of the Innovation District, an area of the South Boston Waterfront in which Mayor Thomas M. Menino and the City are focused on attracting startup companies and innovation industries, by creating housing types and office space that are oriented toward startup companies and their employees.

Located a few blocks to the east is the Boston Convention and Exhibition Center, which opened in the summer of 2004. Just three blocks from South Station, the Site is convenient to the MBTA subways, Silver Line, and commuter rail, and the I-90 and I-93 connections to Downtown, Greater Boston, and Logan Airport.

³ The area subject to the PDA Master Plan (the “**PDA Master Plan Area**”) measures approximately 49 acres (2,134,440 square feet). The 100 Acres Master Plan encompasses a larger area than the PDA Master Plan Area.

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 Project Components thereof; hence this Development Plan.⁴

As described above, the Site is currently improved with three adjacent buildings, one on each lot. 51 Melcher Street is a nine-story, steel-and-concrete-frame building that is flanked by two five-story, brick-and-wood timber buildings located at 49 and 63 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. According to Table 2 of the PDA Master Plan, the Existing Buildings have a combined total of approximately 163,225 square feet of gross floor area: 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.⁵ Existing building heights are 80 feet at 49 and 63 Melcher Street, and 130 feet at 51 Melcher Street. (PDA Master Plan, Table 2.)

All of the Existing 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, and has its main entry on Melcher Street. Original drawings show offices lining the front of the buildings with storage or factory space along the rear. 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.

5. **Project:** The Project will be developed in three phases, each involving a single lot and, correspondingly, one of the three Existing Buildings, as follows:

Phase I at 63 Melcher Street: Phase I is identical to the first phase of the First Revised Project, except that slightly less of the basement will be used as gross floor area. Just as before, the historic building located at 63 Melcher Street will be rehabilitated and converted to residential use, in conjunction with the development of the nearby project at 319 A Street Rear, which is now also owned by Gerding Edlen. As a result of the Project, the building at 63 Melcher Street will include approximately 32,560 square feet of residential gross floor area, as follows:

⁴ No provisions of the underlying M-4 zoning establish use, dimensional, design, or other requirements for projects within PDAs. Therefore, for zoning restrictions, this Development Plan need only comply with the PDA Master Plan.

⁵ 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 floor area, are taken into account: approximately 5,940 square feet at 49 Melcher Street; and approximately 3,835 square feet at 63 Melcher Street. 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 Second NPC, the Existing Buildings are assumed to have a combined floor area of 163,225 square feet, and the Second Revised Project is assumed to convert 9,775 square feet of basement space to gross floor area, for a resulting total floor area at the Site of 173,000 square feet.

- On the first floor, five (5) affordable, artist live/work units, which will partially satisfy the affordable housing required for the 319 A Street Rear project;
- On the second through fourth floors, approximately 27 dwelling units specifically designed to serve Innovation District workers, including four (4) affordable dwelling units specifically designed to serve Innovation District workers and satisfying the affordable housing required for Phase I of the Project;
- On the fifth floor, approximately six (6) loft-style apartments;
- Conversion of approximately 3,835 square feet of basement floor area into an amenity level for the use of the building residents, potentially including work, media, kitchen, laundry, and/or gallery spaces; and
- A rooftop garden for the use of building residents, including a greenhouse structure, excluded from height and floor area measurements under the Code.

Phase II at 51 Melcher Street: In Phase II of the Project, the historic building at 51 Melcher Street will be rehabilitated for continued office use. No changes to 51 Melcher Street's existing floor area of 99,000 square feet will be made.

Phase III at 49 Melcher Street: In Phase III, the historic building located at 49 Melcher Street will be rehabilitated and converted to residential use, with basement- and first-level entertainment, restaurant or recreation/retail/service use. Upon completion, 49 Melcher will include up to 41,440 square feet of gross floor area, as follows:

- On the basement and first level, approximately 11,510 square feet of entertainment, restaurant or recreation/retail/service use;
- On the second through fifth levels, between 14 and 23 dwelling units within which residents may conduct accessory occupations or professions, including at least two (2) affordable on-site dwelling units. Depending on the final number of dwelling units at 49 Melcher Street, the Proponent may owe an additional affordable housing contribution which it may choose to satisfy by: (1) providing an additional on-site affordable housing unit (for a total of three (3) affordable on-site units; or (2) making an additional \$200,000 cash contribution to the Inclusionary Development Policy Fund (for a total of two (2) affordable on-site units and a \$200,000 cash contribution) to satisfy the affordable housing requirements of the Inclusionary Development Policy, as amended through September 27, 2007, effective October 3, 2007, for Phase III;
- Rooftop decks of approximately 2,400 square feet, altogether, for the use of building residents, including an accessory rooftop penthouse excluded from height and floor area measurements under the Code; and
- To help promote the City's Innovation District, donation of approximately 1,500 square feet of space at 319 A Street Front, a building owned by the Proponent, for lease at a reduced rent by innovation economy businesses.

Table 2, below, describes Phases I, II and III of the Project, by use.

TABLE 2 – PROJECT USES BY PHASE	
Phase	Uses (approximate gross floor area)
Phase I (63 Melcher Street)	Residential: 32,560 s.f.
Phase II (51 Melcher Street)	Office: 99,000 s.f.
Phase III (49 Melcher Street)	Residential: 29,930 s.f. Enter., rest. or rec./Retail/Svc: 11,510 s.f.
Total Project	173,000 s.f.

As noted above, Drawings of the Project are attached hereto as **EXHIBITS D-1** (Phase I), **D2** (Phase II), and **D-3** (Phase III).

6. **Innovation District:** To promote the goals of the South Boston Innovation District, Phase I of the Project will be undertaken in conjunction with the development of Gerding Edlen’s residential project located nearby at 319 A Street Rear, which is a portion of PDA Master Plan Parcel A₃. Smaller unit sizes, such as those at 63 Melcher Street, are typically available at lower rents, meeting the demand of workers in the innovation economy for inexpensive living space with access to amenities outside their units. In addition, as part of Phase III, the Proponent will donate approximately 1,500 square feet of space at its building located at 319 A Street Front, for lease at a reduced rent by innovation economy businesses.

7. **Green Building Measures:** Each phase of the Project will comply separately with the requirements of Article 37 (Green Buildings) of the Code. The relevant design teams 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 for each phase, in accordance with Article 37 of the Code. Compliance with Article 37 will be confirmed by issuance of one or more Certifications of Compliance pursuant to Section 80B-6 of the Code.

8. **Groundwater Conservation Measures:** The Site is located within the GCOD, which is 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 storm water to help sustain groundwater levels. However, pursuant to Section 32-4 of the Code, Article 32 does not apply to the Project because it will not involve the erection or extension of any structure that will occupy more than fifty (50) square feet of lot area, or involve excavation to a depth at or below seven feet above Boston City Base.

9. **Proposed Location, Dimensions 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 Project does this by adaptively reusing the Existing Buildings, without the construction of any horizontal (infill) or vertical (rooftop) additions. The proposed location, dimensions and appearance of the structures after completion of the Project are shown in the Drawings, attached hereto as **EXHIBIT D-1** (Phase I), **EXHIBIT D-2** (Phase II), and **EXHIBIT D-3** (Phase III).

The final location, dimensions and appearance of the structures may change during BRA review of the Project, or as a result of review by other agencies, and as agreed upon by the BRA. The Project includes four significant exterior changes to the Site: façade restoration; modified first-level entries; new rooftop usable open space and accessory structures; and minor site improvements, as follows:

Façade Restoration (All Phases): At approximately 100 years in age, the façades of the Existing Buildings require significant restoration. Existing building features will be rehabilitated or repaired, as needed. Based on the deteriorated condition of existing windows at the Site, all existing windows at 49 Melcher Street, and all but a few windows at 63 Melcher Street, will be replaced with new wooden windows on the basement and first level, and with metal windows on the second through fifth levels. Such window replacement is subject to review and approval by the Fort Point Channel Landmark District Commission (the "FPCLDC"), and will be supported by comprehensive window surveys.

Modified and New First-Level Entries (All Phases): Currently, the first level of each Existing Building is higher than sidewalk grade by approximately five feet. To meet accessibility requirements, historic entries will be restored, reconstructed and/or modified to meet current codes. During Phases II and III, second entrances along Melcher Street for both 49 and 51 Melcher Street will be created adjacent to the historic entries using existing window openings. Like all the existing entries at the Site, these new entries to 49 and 51 Melcher Street will be made handicapped accessible. Such alterations are subject to review and approval by the FPCLDC.

New Rooftop Usable Open Space and Accessory Structures (Phases I and III): To provide usable open space for residents at the Site, the Project includes the construction of a rooftop greenhouse at 63 Melcher Street during Phase I, and two roof decks of approximately 2,400 square feet, altogether, at 49 Melcher Street during Phase III. A small penthouse will also be constructed at 49 Melcher Street to house exit stairs, storage and other space related to the roof decks, such as possible restrooms. Neither rooftop structure will count against height or floor area per Article 2A of the Code. The new rooftop structures at 49 and 63 Melcher Street are expected to be visible from ways open to public travel, making them subject to FPCLDC review and approval.

Minor Site Improvements (All Phases): The sidewalks around the Site will be refurbished as necessary following construction. Necco Court will feature new street lighting at the property line. No landscaping is proposed as part of the Project.

10. **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 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.)

11. **Proposed Uses:** After completion of the, the Site will include approximately 99,000 square feet of office space, approximately 62,490 square feet of residential space, and approximately 11,510 square feet of entertainment, restaurant or recreation/retail/service space, for a total of up to 173,000 square feet of gross floor area. This complies with the PDA Master Plan, which calls for all these uses to be located at the northern edge of the area near Summer Street, where the Site is located.

Under the PDA Master Plan, office, residential, entertainment, restaurant or recreation, retail and service uses are all expressly permitted at the Site. All of the uses listed in Exhibit F to the PDA Master Plan, as well as apartment hotel, and college and university uses, shall be permitted at the Site. The Site is subject to a Chapter 91 amnesty license. As stated in the PDA Master Plan, the first floors of all new construction within Chapter 91 jurisdiction must contain publicly accessible uses such as entertainment, restaurant or recreation, retail, or service uses. Although the Project will not add any new first-level space, and so need not comply with this requirement, the Project will provide publicly accessible uses, such as retail, restaurant or similar uses, at the basement and first level of 49 Melcher Street during Phase III.

12. **Proposed Building Height:** Other than the FAR limitations specified in the PDA Master Plan, and addressed in Section 13 hereof, the sole dimensional regulation applicable to the Project is building height. According to the PDA Master Plan, the existing buildings at 49 and 63 Melcher Street are 80-feet high and flank the 130-foot high building at 51 Melcher Street. (PDA Master Plan, Table 2.) The new rooftop structures at 49 Melcher Street and 63 Melcher Street are normally built above the roof, they are not designed for human occupancy, and they will have total areas that are more no more than one-third of the relevant total roof areas. Therefore, these new structures will not increase building heights under the Code.

13. **Proposed Densities:** The 100 Acres Master Plan and the PDA Master Plan anticipate that the 100 Acres area may ultimately accommodate 5.9 million square feet of net new development. The PDA Master Plan currently authorizes the build-out of approximately 70 percent of that amount (approximately 4.1 million square feet). The remaining 1.8 million square feet of potential development may take place when it is demonstrated to the BRA that adequate transportation infrastructure exists in the area to support the resulting new GFA.

As noted above, the Site comprises Parcel A₄, which is in turn part of Parcel Grouping A₁-A₇. The PDA Master Plan authorizes a maximum FAR of 1.3 across this entire grouping, based on net new floor area. This maximum FAR can increase to 1.8

when the BRA authorizes the final 30% of net new floor area in the 100 Acres. 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. Therefore, at a maximum FAR of 1.3, the PDA Master Plan authorizes up to 249,730 gross square feet of net new floor area across Parcels A₁-A₇.

Table 2 to the PDA Master Plan provides that, as of its effective date, the combined gross floor area of the Existing Buildings was 163,225 square feet. The Project includes the addition of approximately 9,775 square feet of gross floor area, through the conversion of basement space (approximately 5,940 square feet at 49 Melcher Street and approximately 3,835 square feet at 63 Melcher Street), for a total gross floor area resulting from the Project of up to 173,000 square feet.

Previously built or approved gross floor area across Parcel Grouping A₁-A₇ includes 5,700 square feet of new floor area built as part of ADD Inc's completed project at 311 Summer Street (Parcel A₂), and approximately 163,190 square feet of net new floor area approved by the BRA on November 17, 2011, for Gerding Edlen's residential project at 319 A Street Rear, a portion of Parcel A₃. Adding these to the net new floor area for the Project of approximately 9,775 square feet, results in total net new gross floor area for the Parcel A₁-A₇ Grouping of approximately 178,665 square feet.

When this total allocation of 178,665 square feet is, in turn, subtracted from the aggregate limit of 249,730 square feet available under the current 1.3 FAR limit, this leaves approximately 71,065 square feet of new gross floor area still available for Parcels A₁-A₇ after approval of the Project. Accordingly, the Project is consistent with the PDA Master Plan.

14. **Proposed Traffic Circulation:** The Site is a short walk from South Station and Downtown Boston. Residential and office uses at the Site will be accessed using the Existing Building's historic entries on Melcher Street. Entertainment, restaurant or recreation/retail/service space within 49 Melcher Street will be accessed from Melcher Street via a new accessible entry, as noted above. All sidewalks around the perimeter of the Site will be refurbished as necessary following construction.

It is anticipated that automobiles coming to the Site from Downtown Boston ("**Downtown**") will follow Melcher Street, turning right onto Necco Street, and then continuing on Necco Street as it turns east 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 Necco Street, continue on Necco Street as it turns right to the north, and turn left on Melcher Street. Traffic heading north or south would likely exit the garage onto Necco Street, turn left or right onto A Street, and proceed to their destinations.

Deliveries coming to the Site from Downtown are expected to follow Melcher Street, turn right onto A Street, and turn right onto Necco Court. Deliveries coming to the Site from the north or south are expected to follow A Street and turn right or left, respectively, onto Necco Court.

Delivery vehicles 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 Garage Access Driveway, 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.)

15. **Parking and Loading Facilities:** The PDA Master Plan does not specify off-street parking and loading requirements. For the 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. Over 8,000 off-street parking spaces are located in garages and lots within a seven-minute walk of the Project, including the nearby 585-space Necco Street Garage, a parking facility owned and controlled by the Proponent's affiliate, and located immediately across Necco Court from the Site.

Residential parking demand from the Project will be met off site at the Necco Street Garage, a parking facility owned and controlled by the Proponent's affiliate, and located immediately across Necco Court from the Site. Gerding Edlen has a contract with the Proponent's affiliate to lease month-to-month up to 15 parking spaces to residents of the 29 market-rate units at 63 Melcher Street. The Proponent will enter into a similar agreement with its affiliate for up to half of the 12 to 21 market-rate units at 49 Melcher Street, for a total of up to six (6) to ten (10) spaces. Monthly resident lease programs of full-time access, or evening and weekend access, will be offered at market rates. Should any additional residential parking demand occur from 49 and/or 63 Melcher Street, it can be absorbed at the Necco Street Garage on a month-to-month, first-come/first-served basis, subject to space availability.

On-street parking restrictions within a seven-minute walk of the site, or about three-eighths of a mile, consist of a mixture of no parking, metered parking, permit parking, South Boston Resident Permit parking, two-hour parking, and handicapped-designated spaces. A significant number of no-parking areas, South Boston resident parking, and metered parking lie within the immediate vicinity of the Site, mostly on A Street, Melcher Street, and Summer Street.

Loading operations and trash pick-up for the Site currently occur at the off-street loading area along Necco Court. 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. Loading and trash pick-up for the Project will continue to occur along Necco Court.

The Proponent intends to implement Transportation Demand Management (“TDM”) measures to reduce dependence on autos under a Transportation Access Plan Agreement with BTM. TDM will be facilitated by the Project’s proximity to residential developments in the neighborhoods of Fort Point Channel and South Boston, along with available transit services nearby, described in the following section.

16. **Access to Public Transportation:** Residents of and visitors to the Project have several transit options. The Site is located within an approximately five-minute walking distance from the South Station Transportation Center, a transit hub that provides access to the MBTA Red Line and Silver Line and seven commuter rail branches serving points south and west of Boston. South Station is the terminus for Amtrak train service along the Northeast Corridor, and regional and commuter bus service is also provided from South Station. Many commuters and visitors to the Fort Point neighborhood travel into South Station on the Red Line, commuter rail, or other transit, then walk over the Summer Street Bridge to the Fort Point Channel district.

The Site is also within an approximately five-minute walk of several MBTA bus routes and the Silver Line Courthouse Station. South Station is accessible via MBTA Bus Route #7 along Summer Street one block from the Site. In addition, MBTA Bus Route #11, which travels between Downtown Boston and City Point via Melcher Street, provides access from South Station. Because Route #11 travels in a clockwise loop along A Street in South Boston and Washington Street in Chinatown, the bus only operates on Melcher Street and A Street as it travels outbound from Downtown. Route #11 operates frequently (every 15 minutes or less) throughout the day.

17. **Public Benefits:** Expected public benefits from the Project include improved neighborhood vitality, historic preservation, increased and affordable housing that furthers Innovation District goals, public realm enhancements, linkage payments, sustainable design, increased property taxes, and the creation of temporary and permanent jobs.

Improved Neighborhood Vitality: The renovation of the Existing Buildings will help to enliven the Fort Point Channel neighborhood by providing upgraded office space, accessible entertainment, restaurant or recreation/retail/service space, and as many as 61 new residences.

Historic Preservation: The Project involves the renovation and adaptive reuse of three, approximately 100-year-old, historic buildings located within the Fort Point Channel Historic District, which is listed on the State and National Registers of Historic Places, as well as within the City’s Fort Point Channel Landmark District.

Increased and Affordable Housing: During Phase I, the Project will create approximately 38 new dwelling units at 63 Melcher Street, including approximately 27 units optimally sized for Innovation District workers. This building will meet its requirements for affordable housing on site, in accordance with the Mayor’s Executive Order Regarding Inclusionary Housing, dated February 29, 2000, as amended, by including four affordable dwelling units. 63 Melcher Street will include another five

affordable artist live/work units as off-site affordable housing for Gerding Edlen's nearby project located at 319 A Street Rear, also within the Innovation District. During Phase III, the Project will create approximately 14 to 23 new dwelling units at 49 Melcher Street, including two (2) affordable units on site in accordance with the Mayor's Order.

Public Realm Enhancements: The PDA Master Plan requires new development within the PDA Master Plan area to be accompanied by approximately 6.9 acres of new and expanded open spaces at full build out, to be constructed primarily on land owned by the proponents of new developments in the PDA.

Concurrently with its adoption of the PDA Master Plan, the City entered into an Amended and Restated Memorandum of Agreement with the various owners of property subject to the PDA Master Plan (the "MOA"). The MOA allocates responsibility among the City and the property owners for the phased construction and long-term maintenance of certain open space and transportation improvements (together, the "**Public Realm Enhancements**").

The MOA binds participating owners to allocate construction costs among them for Public Realm Enhancements, based on payments into a Sinking Fund. A developer's contribution to the Sinking Fund is a condition precedent to the issuance of a building permit for its development project.

As described above, the net new floor area of the Project is approximately 9,775 square feet, through the conversion of basement space at 49 and 63 Melcher Street to gross floor area. Therefore, based on a per-square-foot payment of \$11.93 provided in the MOA, the total payment due under the MOA would be approximately \$116,616.

Linkage Payments: 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).) Phase III of the Project will trigger the DIP exactions requirements of Section 80B-7. The Proponent 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 at the Site (approximately \$82,714), 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 at the Site (approximately \$16,501).

Sustainable Design: The Project will comply with the requirements of Article 37, Green Buildings, of the Code. The development team for each phase will use the appropriate USGBC LEED green building rating system to evaluate sustainable design measures for the relevant phase, in accordance with Article 37 of the Code. Each phase will target meeting LEED-NC standards at the Certified Level.

Increased Property Taxes: Once complete, the Project is expected to generate significantly more in annual property taxes for the City of Boston than the Site currently contributes.

Temporary and Permanent Employment: During construction, the Second Revised Project is expected to create approximately 150 construction-related employment opportunities. The Project also creates the potential for approximately 450 office jobs, approximately 100 entertainment, restaurant or recreation/retail/service jobs, and approximately 14 building management jobs.

18. **Large Project Review:** Pursuant to Article 80B of the Code, on February 11, 2008, the Proponent filed a Project Notification Form (“PNF”) for the Original Project. On December 19, 2008, the Director of the BRA issued a Scoping Determination waiving further review of the Original Project pursuant to Section 80B-5.3(d) of the Zoning Code. In the course of that review, the impacts of the Original Project upon the surrounding neighborhoods were fully addressed, and appropriate mitigation were proposed and incorporated into the Original Project.

The First Revised Project included a substantial reduction in office space, a minor reduction in retail space, and the inclusion in their place of approximately 38 residential units, without any increase in building dimensions. Therefore, the First Revised Project changes were largely internal, except that the rooftop addition would have been slightly smaller, and so would not have affected areas of potential environmental impact. On May 11, 2011, the BRA Director issued a Determination Waiving Further Review of the First Revised Project, finding that the First NPC did not significantly increase the impacts of the Original Project, and waiving further review of the First Revised Project, subject to continuing design review by the BRA (the “**Determination Waiving Further Review**”).

The Second Revised Project makes three material changes for purposes of Article 80B of the Code: it eliminates all previously approved horizontal (infill) or vertical (rooftop) additions to the Existing Buildings; it replaces ground-level retail/service space at 51 Melcher Street with office; and it replaces upper-level office space at 49 Melcher Street with residential units. In comparison to the First Revised Project, these changes are expected to lessen potential environmental impacts in areas such as wind, shadow, daylight, and solar glare, as follows:

- Minor decreases in water consumption and wastewater generation are expected.
- The Second Revised Project will result in fewer vehicle trips during the morning peak hour, and fewer vehicle trips in the evening peak hour.
- Estimated parking demand associated with the Second Revised Project (is substantially lower than with the First Revised Project.
- The Project will continue to comply with Article 37 of the Code, ensuring LEED certifiability
- The TDM program will continue to encourage non-vehicular travel to the Site, emphasizing the Site’s proximity to public transportation services.

- The Project will continue to have little or no affect on pedestrian-level winds, generate minimal new shadow, not significantly affect daylight reaching the Site, and not create adverse impacts from reflected solar glare.
- Potential air quality and noise impacts will continue to be well below City and State thresholds.
- Minimal geotechnical impacts will be continue to be monitored as required.

19. **Other Necessary Government Approvals:** Because the Project will not increase building footprint for non-water-dependent uses on filled former tidelands, it will not require an amendment to the existing Chapter 91 amnesty license for the Site.

20. **Development Schedule:** Build out of the PDA Master Plan Area is expected to occur in multiple phases over approximately 20 years. The Proponent currently estimates that construction of the Project will take approximately 24 months, with initial work on Phase I expected to begin in the first quarter of 2012, pursuant to the First Amended Development Plan, and Phase III concluding during the fourth quarter of 2013. In accordance with the PDA Master Plan, the current parcels 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 “**Project Component.**” One or more of the Project Components may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Project Components may be combined to create one single parcel, or a condominium ownership structure may be created for all or part of the Project. In the event that current parcels within the Site are divided into Project Components, a Certification of Consistency may be issued for any such Project Component.

21. **Applicability of this Development Plan:** Consistency of the Project with this Development Plan constitutes compliance with the dimensional, use, and other requirements of the Code, in accordance with Section 80C-9 of the Code. Moreover, this Development Plan constitutes approval for any zoning nonconformity created or increased by the future separation of ownership of individual Project Components, and Parcel Grouping A₁-A₇, provided that: (A) the use limitations and dimensional requirements of this Development Plan, other than FAR, with respect to each Project Component are met; and (B) the FAR for the Parcel Grouping A₁-A₇ in the aggregate does not exceed the limits established under the PDA Master Plan.

22. **No Duty to Develop the Project or Any Project Component:** Notwithstanding anything set forth in this Development Plan to the contrary, under no circumstances will the Proponent, Synergy or Gerding Edlen be obligated to proceed with the Project or any Project Component.

23. **Minor Modifications to Plans:** This Development Plan constitutes the zoning for the Site and the Project. Final plans and specifications for the Project or Project Components will be submitted to the BRA pursuant to Section 3-1A and Article 80C of the Code for final design review approval and certification as to consistency with

this Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in this Development Plan, minor changes may occur to the Project's design described in this Development Plan.

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

LIST OF EXHIBITS

- | | |
|---------------------------|---|
| <u>EXHIBIT A</u> | Legal Description of the Site |
| <u>EXHIBIT B</u> | Locus Plan |
| <u>EXHIBIT C</u> | Phase III (49 Melcher Street) Team |
| <u>EXHIBIT D-1</u> | Phase I (63 Melcher Street) Drawings <ul style="list-style-type: none">- Existing Site Plan- Proposed Floor Plans- Proposed Roof Plan- Proposed Elevations |
| <u>EXHIBIT D-2</u> | Phase II (51 Melcher Street) Drawings <ul style="list-style-type: none">- Existing Site Plan- Proposed Floor Plans- Proposed Roof Plan- Proposed Elevations |
| <u>EXHIBIT D-3</u> | Phase III (49 Melcher Street) Drawings <ul style="list-style-type: none">- Existing Site Plan- Proposed Floor Plans- Proposed Roof Plan- Proposed Elevations |

EXHIBIT A

LEGAL DESCRIPTION OF THE SITE

49 Melcher Street
Boston (South Boston District) Mass.

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

Beginning at the intersection of the southeasterly sideline of Necco Street and the southwesterly sideline of Melcher Street;

Thence running S 32°07'21" E along the said southwesterly sideline of Melcher Street, a distance of 82.80 feet;

Thence turning and running S 45°03'56" W in part along the face of a brick building, a distance of 102.56 feet to the northeasterly sideline of a 25 foot wide passageway;

Thence turning and running N 32°07'21" W along the said northeasterly sideline of the 25 foot wide passageway, a distance of 82.88 feet to the intersection of the southeasterly sideline of Necco Street and the said northeasterly sideline of the 25 foot wide passageway;

Thence turning and running N 45°06'26" E along the said northeasterly sideline of Necco Street, a distance of 102.55 feet to the point of beginning;

Containing an area of 8,285 square feet, more or less, and shown as Lot 3 on a plan entitled "Subdivision Plan of Land, No. 49 & No. 51-61 Melcher Street, Boston, (South Boston District) Mass." prepared by Harry R. Feldman, Inc. dated August 25, 2011 and recorded as Plan No. 346 of 2011.

51-61 Melcher Street
Boston (South Boston District) Mass.

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

Beginning at a point on the southwesterly sideline of Melcher Street, said point is located S 32°07'21" E, a distance of 82.80 feet from the intersection of the southeasterly sideline of Necco Street and the southwesterly sideline of Melcher Street;

Thence running S 32°07'21" E along the said southwesterly sideline of Melcher Street, a distance of 139.42 feet;

Thence turning and running S 45°13'45" W in part along the face of a brick building, a distance of 102.49 feet to the northeasterly sideline of a 25 foot wide passageway;

Thence turning and running N 32°07'21" W along the said northeasterly sideline of the 25 foot wide passageway, a distance of 139.12 feet;

Thence turning and running N 45°03'56" E in part along the face of a brick building, a distance of 102.56 feet to the point of beginning;

Containing an area of 13,928 square feet, more or less, and shown as Lot 4 on a plan entitled "Subdivision Plan of Land, No. 49 & No. 51-61 Melcher Street, Boston, (South Boston District) Mass." prepared by Harry R. Feldman, Inc. dated August 25, 2011 and recorded as Plan No. 346 of 2011.

63 Melcher Street
Boston (South Boston District) Mass.

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

Beginning at the intersection of the northwesterly sideline of A Street and the southwesterly sideline of Melcher Street;

Thence running S 45°08'04" W along the said northwesterly sideline of A Street, a distance of 102.53 feet;

Thence turning and running N 32°07'21" W along the northeasterly sideline of a 25 foot wide passageway, a distance of 70.14 feet;

Thence turning and running N 45°13'45" E in part along the face of a brick building, a distance of 102.49 feet to the southwesterly sideline of Melcher Street;

Thence turning and running S 32°07'21" E along the said southwesterly sideline of Melcher Street, a distance of 69.97 feet to the point of beginning;

Containing an area of 7,006 square feet, more or less, and shown as Lot 2 on a plan entitled "Subdivision Plan of Land, No. 49, No. 51-61 & No. 63 Melcher Street, Boston, (South Boston District) Mass." prepared by Harry R. Feldman, Inc. dated September 15, 2001 and recorded as Plan No. 325 of 2011.

DCA APPROVAL: 2/16/12
ZC APPROVAL: 3/14/12
EFFECTIVE: 3/14/12

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

Boston, Massachusetts

February 16, 2012

1. **Second Amended and Restated Development Plan:** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the “Code”), and the Master Plan for Planned Development Area (“PDA”) No. 69, South Boston/The 100 Acres (the “PDA Master Plan”), this development plan constitutes the Second Amended and Restated PDA Development Plan (the “**Second Amended Development Plan**” or “**Development Plan**”) for the redevelopment of a parcel in the Fort Point Channel district of Boston comprising three contiguous lots at 49, 51-61 and 63 Melcher Street, within a single city block of approximately 0.68 acres (29,219 square feet) (the “Site”). Each lot is owned by a different entity and improved with an existing building (the “**Existing Buildings**”): W2005 BWH II Realty, L.L.C., an entity controlled by Archon Group, L.P. (the “**Proponent**”) owns 49 Melcher Street; Melcher Street Holdings LLC, an entity controlled by Synergy Development LLC (“**Synergy**”), owns 51-61 Melcher Street (“**51 Melcher Street**”); and 63 Melcher, LLC, an entity controlled by Gerding Edlen Fund Management, LLC (“**Gerding Edlen**”), owns 63 Melcher Street. The Site is more particularly described in Section 4 below, and in EXHIBIT A, attached. The Site and PDA Overlay District are both depicted on the locus plan attached as EXHIBIT B.

Pursuant to Section 3-1A and Article 80C of the Code, and the PDA Master Plan, by a vote taken on December 4, 2008, the Boston Redevelopment Authority (the “**BRA**”) approved a PDA Development Plan for the Site, entitled Development Plan for 49, 51 and 63 Melcher Street within Development Plan No. 69, The 100 Acres (the “**Original Development Plan**”). Under the Original Development Plan, the Proponent proposed to rehabilitate and expand the Existing Buildings at the Site into a single integrated office building with first-level retail/service space, with approximately 60,911 square feet of new gross floor area¹ through horizontal (infill) and vertical (rooftop) additions and basement conversions, and to make minor site improvements (the “**Original Project**”). On February 4, 2009, the Zoning Commission of the City of Boston (the “**Commission**”) approved the Original Development Plan, which became effective on February 5, 2009.

On January 3, 2011, the Proponent filed a Notice of Project Change (the “**First NPC**”) and a First Amended and Restated PDA Development Plan (the “**First Amended Development Plan**”) to allow certain changes to the design, uses and phasing of the Original Project (the “**First Revised Project**”). With the exception of a slightly smaller

¹ Throughout this Development Plan, all references to “**floor area**” shall refer to “**gross floor area**,” and all references to “**height**” shall refer to “**building height**,” as both are defined in Article 2A (Definitions Applicable in Neighborhood Districts and in Article 80, Development Review and Approval) of the Code.

rooftop addition to 51 Melcher Street, the envelope of the First Revised Project would have been identical to that of the Original Project.

The First Revised Project would have been developed in two phases and resulted in two buildings, as follows:

- In the first phase, the existing building located at 63 Melcher Street would have been rehabilitated and converted to up to 34,700 square feet of residential use, with up to 38 dwelling units. To promote the goals of the Innovation District, this phase was to be undertaken in conjunction with the development of a residential project located nearby at 319 A Street Rear, then owned by the Proponent. Smaller unit sizes, such as those then proposed at 63 Melcher Street, are typically available at lower rents, meeting the demand of workers in the innovation economy for inexpensive living space with access to amenities outside their units.
- In the second phase, the existing buildings located at 49 Melcher Street and 51 Melcher Street would have been rehabilitated, expanded and converted into an integrated commercial building with a single elevator core and continuous floors spanning both buildings, including up to 163,225 square feet of office use and up to 18,880 square feet of basement and first-level retail/service use, and including the construction of a 12,210 square-foot rooftop addition at 51 Melcher Street, and of two five-story infill extensions with a total of up to 32,240 square feet.

Pursuant to Section 3-1A and Article 80C of the Code, and the PDA Master Plan, by a vote taken on April 14, 2011, the BRA approved the First Amended Development Plan. On May 4, 2011, the Commission approved the First Amended Development Plan, which became effective on May 6, 2011.

On December 9, 2011, the Proponent filed a second Notice of Project Change (the "**Second NPC**") and this Second Amended Development Plan to allow certain changes to the design, uses and phasing of the First Revised Project (the "**Second Revised Project**" or the "**Project**"). As further described in Section 5 below, the first phase of the First Revised Project will proceed unchanged as "**Phase I**" of the Second Revised Project, except that slightly less basement area will be used as gross floor area. Significant changes from the First Revised Project include: dividing the former second phase into two phases, one at 51 Melcher Street ("**Phase II**") and the other at 49 Melcher Street ("**Phase III**"); eliminating all previously approved exterior additions of floor area to the Existing Buildings; removing approximately 7,370 of ground-level retail/service use previously-approved at 51 Melcher Street; and replacing office with residential use at 49 Melcher Street. Proposed site plans, floor plans, sections and elevations ("**Drawings**") are attached hereto as EXHIBIT D-1 (Phase I), EXHIBIT D-2 (Phase II), and EXHIBIT D-3 (Phase III).

Table 1, which appears on the following page, compares the First Revised Project to the Second Revised Project, by use.

TABLE 1 – COMPARISON OF FIRST AND SECOND REVISED PROJECTS BY USE			
	First Revised Project (previous)	Second Revised Project (current)	Change
Office	166,370 s.f.	99,000 s.f.	- 67,370 s.f.
Enter., rest. or rec./ Retail/Svc. ²	18,880 s.f.	11,510 s.f.	- 7,370 s.f.
Residential	34,700 s.f.	62,490 s.f.	+ 27,790 s.f.
All Uses	219,950 s.f.	173,000 s.f.	- 46,950 s.f.
Parking spaces	0	0	No change

This Development Plan amends and restates the First Amended Development Plan to allow development of the Second Revised Project in place of the First Revised Project. Upon approval, this Development Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code, and the First Amended Development Plan will be of no further force and effect. The Project will contribute to the city's economic well-being through improved neighborhood vitality, historic preservation, increased and affordable housing that furthers Innovation District goals, public realm enhancements, linkage payments, sustainable design, increased property taxes, and the creation of temporary and permanent jobs.

Under Section 80C-8 of the Code, no building, use or occupancy permit for the Project or for any Project Component (defined in Section 20 below) will be issued until the BRA has issued a Certification of Consistency under Article 80C-8 for the Project or such Project Component. To the extent that the Director of the BRA (the "**Director**") certifies consistency with this Development Plan, the Project or such Project Component, as the case may be, will be deemed to be in compliance with the requirements of the Code, under Code Section 80C-9.

This Development Plan consists of 17 pages of text plus attachments designated **EXHIBITS A** through **D-3**. All references to this Development 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 as of the date of this Development Plan.

2. **The Proponent:** The Proponent, W2005 BWH II Realty, L.L.C., which owns 49 Melcher Street, is a Delaware limited liability company with its business address at c/o Archon Group, L.P., 800 Boylston Street, Suite 3330, Boston, MA 02199. Members of the Phase III team are identified on **EXHIBIT C**. As the owners of 51 and 63 Melcher Street, respectively, both Synergy and Gerding Edlen have given their written consent to this Development Plan.

² Under the Original Project and the First Revised Project, this use category was listed as "Retail/Service."

3. **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, 2007.³ 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, excluding the gross floor area of any development that preexisted adoption of the PDA Master Plan on January 10, 2007. Because FAR limits apply to the specified Parcel Groupings in the aggregate, individual sites within them may have higher or lower FARs. As addressed below, the Project complies with these requirements.

Likewise, the 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 PDA Master Plan 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 assigns the Site to the Residential / Commercial Mixed Use category. (PDA Master Plan, Exh. E.)

4. **Site:** As noted above, the Site comprises three contiguous lots at 49, 51-61 and 63 Melcher Street, within a single city block of approximately 0.68 acres (29,219 square feet). The Site is bordered by Melcher Street to the north, A Street to the east, Necco Court to the south, and Necco Street to the west. Necco Court and Necco Street are private ways, open to public travel and owned by the Proponent. The three lots that make up the Site are identified together as Parcel A₄ in the PDA Master Plan.

The surrounding neighborhood, much of which was originally 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 Site is also located within the boundaries of the Innovation District, an area of the South Boston Waterfront in which Mayor Thomas M. Menino and the City are focused on attracting startup companies and innovation industries, by creating housing types and office space that are oriented toward startup companies and their employees.

Located a few blocks to the east is the Boston Convention and Exhibition Center, which opened in the summer of 2004. Just three blocks from South Station, the Site is convenient to the MBTA subways, Silver Line, and commuter rail, and the I-90 and I-93 connections to Downtown, Greater Boston, and Logan Airport.

³ The area subject to the PDA Master Plan (the “**PDA Master Plan Area**”) measures approximately 49 acres (2,134,440 square feet). The 100 Acres Master Plan encompasses a larger area than the PDA Master Plan Area.

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 Project Components thereof; hence this Development Plan.⁴

As described above, the Site is currently improved with three adjacent buildings, one on each lot. 51 Melcher Street is a nine-story, steel-and-concrete-frame building that is flanked by two five-story, brick-and-wood timber buildings located at 49 and 63 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. According to Table 2 of the PDA Master Plan, the Existing Buildings have a combined total of approximately 163,225 square feet of gross floor area: 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.⁵ Existing building heights are 80 feet at 49 and 63 Melcher Street, and 130 feet at 51 Melcher Street. (PDA Master Plan, Table 2.)

All of the Existing 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, and has its main entry on Melcher Street. Original drawings show offices lining the front of the buildings with storage or factory space along the rear. 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.

5. **Project:** The Project will be developed in three phases, each involving a single lot and, correspondingly, one of the three Existing Buildings, as follows:

Phase I at 63 Melcher Street: Phase I is identical to the first phase of the First Revised Project, except that slightly less of the basement will be used as gross floor area. Just as before, the historic building located at 63 Melcher Street will be rehabilitated and converted to residential use, in conjunction with the development of the nearby project at 319 A Street Rear, which is now also owned by Gerding Edlen. As a result of the Project, the building at 63 Melcher Street will include approximately 32,560 square feet of residential gross floor area, as follows:

⁴ No provisions of the underlying M-4 zoning establish use, dimensional, design, or other requirements for projects within PDAs. Therefore, for zoning restrictions, this Development Plan need only comply with the PDA Master Plan.

⁵ 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 floor area, are taken into account: approximately 5,940 square feet at 49 Melcher Street; and approximately 3,835 square feet at 63 Melcher Street. 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 Second NPC, the Existing Buildings are assumed to have a combined floor area of 163,225 square feet, and the Second Revised Project is assumed to convert 9,775 square feet of basement space to gross floor area, for a resulting total floor area at the Site of 173,000 square feet.

- On the first floor, five (5) affordable, artist live/work units, which will partially satisfy the affordable housing required for the 319 A Street Rear project;
- On the second through fourth floors, approximately 27 dwelling units specifically designed to serve Innovation District workers, including four (4) affordable dwelling units specifically designed to serve Innovation District workers and satisfying the affordable housing required for Phase I of the Project;
- On the fifth floor, approximately six (6) loft-style apartments;
- Conversion of approximately 3,835 square feet of basement floor area into an amenity level for the use of the building residents, potentially including work, media, kitchen, laundry, and/or gallery spaces; and
- A rooftop garden for the use of building residents, including a greenhouse structure, excluded from height and floor area measurements under the Code.

Phase II at 51 Melcher Street: In Phase II of the Project, the historic building at 51 Melcher Street will be rehabilitated for continued office use. No changes to 51 Melcher Street's existing floor area of 99,000 square feet will be made.

Phase III at 49 Melcher Street: In Phase III, the historic building located at 49 Melcher Street will be rehabilitated and converted to residential use, with basement- and first-level entertainment, restaurant or recreation/retail/service use. Upon completion, 49 Melcher will include up to 41,440 square feet of gross floor area, as follows:

- On the basement and first level, approximately 11,510 square feet of entertainment, restaurant or recreation/retail/service use;
- On the second through fifth levels, between 14 and 23 dwelling units within which residents may conduct accessory occupations or professions, including at least two (2) affordable on-site dwelling units. Depending on the final number of dwelling units at 49 Melcher Street, the Proponent may owe an additional affordable housing contribution which it may choose to satisfy by: (1) providing an additional on-site affordable housing unit (for a total of three (3) affordable on-site units; or (2) making an additional \$200,000 cash contribution to the Inclusionary Development Policy Fund (for a total of two (2) affordable on-site units and a \$200,000 cash contribution) to satisfy the affordable housing requirements of the Inclusionary Development Policy, as amended through September 27, 2007, effective October 3, 2007, for Phase III;
- Rooftop decks of approximately 2,400 square feet, altogether, for the use of building residents, including an accessory rooftop penthouse excluded from height and floor area measurements under the Code; and
- To help promote the City's Innovation District, donation of approximately 1,500 square feet of space at 319 A Street Front, a building owned by the Proponent, for lease at a reduced rent by innovation economy businesses.

Table 2, below, describes Phases I, II and III of the Project, by use.

TABLE 2 – PROJECT USES BY PHASE	
Phase	Uses (approximate gross floor area)
Phase I (63 Melcher Street)	Residential: 32,560 s.f.
Phase II (51 Melcher Street)	Office: 99,000 s.f.
Phase III (49 Melcher Street)	Residential: 29,930 s.f. Enter., rest. or rec./Retail/Svc: 11,510 s.f.
Total Project	173,000 s.f.

As noted above, Drawings of the Project are attached hereto as **EXHIBITS D-1** (Phase I), **D2** (Phase II), and **D-3** (Phase III).

6. **Innovation District:** To promote the goals of the South Boston Innovation District, Phase I of the Project will be undertaken in conjunction with the development of Gerding Edlen’s residential project located nearby at 319 A Street Rear, which is a portion of PDA Master Plan Parcel A₃. Smaller unit sizes, such as those at 63 Melcher Street, are typically available at lower rents, meeting the demand of workers in the innovation economy for inexpensive living space with access to amenities outside their units. In addition, as part of Phase III, the Proponent will donate approximately 1,500 square feet of space at its building located at 319 A Street Front, for lease at a reduced rent by innovation economy businesses.

7. **Green Building Measures:** Each phase of the Project will comply separately with the requirements of Article 37 (Green Buildings) of the Code. The relevant design teams 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 for each phase, in accordance with Article 37 of the Code. Compliance with Article 37 will be confirmed by issuance of one or more Certifications of Compliance pursuant to Section 80B-6 of the Code.

8. **Groundwater Conservation Measures:** The Site is located within the GCOD, which is 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 storm water to help sustain groundwater levels. However, pursuant to Section 32-4 of the Code, Article 32 does not apply to the Project because it will not involve the erection or extension of any structure that will occupy more than fifty (50) square feet of lot area, or involve excavation to a depth at or below seven feet above Boston City Base.

9. **Proposed Location, Dimensions 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 Project does this by adaptively reusing the Existing Buildings, without the construction of any horizontal (infill) or vertical (rooftop) additions. The proposed location, dimensions and appearance of the structures after completion of the Project are shown in the Drawings, attached hereto as **EXHIBIT D-1** (Phase I), **EXHIBIT D-2** (Phase II), and **EXHIBIT D-3** (Phase III).

The final location, dimensions and appearance of the structures may change during BRA review of the Project, or as a result of review by other agencies, and as agreed upon by the BRA. The Project includes four significant exterior changes to the Site: façade restoration; modified first-level entries; new rooftop usable open space and accessory structures; and minor site improvements, as follows:

Façade Restoration (All Phases): At approximately 100 years in age, the façades of the Existing Buildings require significant restoration. Existing building features will be rehabilitated or repaired, as needed. Based on the deteriorated condition of existing windows at the Site, all existing windows at 49 Melcher Street, and all but a few windows at 63 Melcher Street, will be replaced with new wooden windows on the basement and first level, and with metal windows on the second through fifth levels. Such window replacement is subject to review and approval by the Fort Point Channel Landmark District Commission (the "FPCLDC"), and will be supported by comprehensive window surveys.

Modified and New First-Level Entries (All Phases): Currently, the first level of each Existing Building is higher than sidewalk grade by approximately five feet. To meet accessibility requirements, historic entries will be restored, reconstructed and/or modified to meet current codes. During Phases II and III, second entrances along Melcher Street for both 49 and 51 Melcher Street will be created adjacent to the historic entries using existing window openings. Like all the existing entries at the Site, these new entries to 49 and 51 Melcher Street will be made handicapped accessible. Such alterations are subject to review and approval by the FPCLDC.

New Rooftop Usable Open Space and Accessory Structures (Phases I and III): To provide usable open space for residents at the Site, the Project includes the construction of a rooftop greenhouse at 63 Melcher Street during Phase I, and two roof decks of approximately 2,400 square feet, altogether, at 49 Melcher Street during Phase III. A small penthouse will also be constructed at 49 Melcher Street to house exit stairs, storage and other space related to the roof decks, such as possible restrooms. Neither rooftop structure will count against height or floor area per Article 2A of the Code. The new rooftop structures at 49 and 63 Melcher Street are expected to be visible from ways open to public travel, making them subject to FPCLDC review and approval.

Minor Site Improvements (All Phases): The sidewalks around the Site will be refurbished as necessary following construction. Necco Court will feature new street lighting at the property line. No landscaping is proposed as part of the Project.

10. **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 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.)

11. **Proposed Uses:** After completion of the, the Site will include approximately 99,000 square feet of office space, approximately 62,490 square feet of residential space, and approximately 11,510 square feet of entertainment, restaurant or recreation/retail/service space, for a total of up to 173,000 square feet of gross floor area. This complies with the PDA Master Plan, which calls for all these uses to be located at the northern edge of the area near Summer Street, where the Site is located.

Under the PDA Master Plan, office, residential, entertainment, restaurant or recreation, retail and service uses are all expressly permitted at the Site. All of the uses listed in Exhibit F to the PDA Master Plan, as well as apartment hotel, and college and university uses, shall be permitted at the Site. The Site is subject to a Chapter 91 amnesty license. As stated in the PDA Master Plan, the first floors of all new construction within Chapter 91 jurisdiction must contain publicly accessible uses such as entertainment, restaurant or recreation, retail, or service uses. Although the Project will not add any new first-level space, and so need not comply with this requirement, the Project will provide publicly accessible uses, such as retail, restaurant or similar uses, at the basement and first level of 49 Melcher Street during Phase III.

12. **Proposed Building Height:** Other than the FAR limitations specified in the PDA Master Plan, and addressed in Section 13 hereof, the sole dimensional regulation applicable to the Project is building height. According to the PDA Master Plan, the existing buildings at 49 and 63 Melcher Street are 80-feet high and flank the 130-foot high building at 51 Melcher Street. (PDA Master Plan, Table 2.) The new rooftop structures at 49 Melcher Street and 63 Melcher Street are normally built above the roof, they are not designed for human occupancy, and they will have total areas that are more no more than one-third of the relevant total roof areas. Therefore, these new structures will not increase building heights under the Code.

13. **Proposed Densities:** The 100 Acres Master Plan and the PDA Master Plan anticipate that the 100 Acres area may ultimately accommodate 5.9 million square feet of net new development. The PDA Master Plan currently authorizes the build-out of approximately 70 percent of that amount (approximately 4.1 million square feet). The remaining 1.8 million square feet of potential development may take place when it is demonstrated to the BRA that adequate transportation infrastructure exists in the area to support the resulting new GFA.

As noted above, the Site comprises Parcel A₄, which is in turn part of Parcel Grouping A₁-A₇. The PDA Master Plan authorizes a maximum FAR of 1.3 across this entire grouping, based on net new floor area. This maximum FAR can increase to 1.8

when the BRA authorizes the final 30% of net new floor area in the 100 Acres. 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. Therefore, at a maximum FAR of 1.3, the PDA Master Plan authorizes up to 249,730 gross square feet of net new floor area across Parcels A₁-A₇.

Table 2 to the PDA Master Plan provides that, as of its effective date, the combined gross floor area of the Existing Buildings was 163,225 square feet. The Project includes the addition of approximately 9,775 square feet of gross floor area, through the conversion of basement space (approximately 5,940 square feet at 49 Melcher Street and approximately 3,835 square feet at 63 Melcher Street), for a total gross floor area resulting from the Project of up to 173,000 square feet.

Previously built or approved gross floor area across Parcel Grouping A₁-A₇ includes 5,700 square feet of new floor area built as part of ADD Inc's completed project at 311 Summer Street (Parcel A₂), and approximately 163,190 square feet of net new floor area approved by the BRA on November 17, 2011, for Gerding Edlen's residential project at 319 A Street Rear, a portion of Parcel A₃. Adding these to the net new floor area for the Project of approximately 9,775 square feet, results in total net new gross floor area for the Parcel A₁-A₇ Grouping of approximately 178,665 square feet.

When this total allocation of 178,665 square feet is, in turn, subtracted from the aggregate limit of 249,730 square feet available under the current 1.3 FAR limit, this leaves approximately 71,065 square feet of new gross floor area still available for Parcels A₁-A₇ after approval of the Project. Accordingly, the Project is consistent with the PDA Master Plan.

14. **Proposed Traffic Circulation:** The Site is a short walk from South Station and Downtown Boston. Residential and office uses at the Site will be accessed using the Existing Building's historic entries on Melcher Street. Entertainment, restaurant or recreation/retail/service space within 49 Melcher Street will be accessed from Melcher Street via a new accessible entry, as noted above. All sidewalks around the perimeter of the Site will be refurbished as necessary following construction.

It is anticipated that automobiles coming to the Site from Downtown Boston ("**Downtown**") will follow Melcher Street, turning right onto Necco Street, and then continuing on Necco Street as it turns east 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 Necco Street, continue on Necco Street as it turns right to the north, and turn left on Melcher Street. Traffic heading north or south would likely exit the garage onto Necco Street, turn left or right onto A Street, and proceed to their destinations.

Deliveries coming to the Site from Downtown are expected to follow Melcher Street, turn right onto A Street, and turn right onto Necco Court. Deliveries coming to the Site from the north or south are expected to follow A Street and turn right or left, respectively, onto Necco Court.

Delivery vehicles 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 Garage Access Driveway, 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.)

15. **Parking and Loading Facilities:** The PDA Master Plan does not specify off-street parking and loading requirements. For the 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. Over 8,000 off-street parking spaces are located in garages and lots within a seven-minute walk of the Project, including the nearby 585-space Necco Street Garage, a parking facility owned and controlled by the Proponent's affiliate, and located immediately across Necco Court from the Site.

Residential parking demand from the Project will be met off site at the Necco Street Garage, a parking facility owned and controlled by the Proponent's affiliate, and located immediately across Necco Court from the Site. Gerding Edlen has a contract with the Proponent's affiliate to lease month-to-month up to 15 parking spaces to residents of the 29 market-rate units at 63 Melcher Street. The Proponent will enter into a similar agreement with its affiliate for up to half of the 12 to 21 market-rate units at 49 Melcher Street, for a total of up to six (6) to ten (10) spaces. Monthly resident lease programs of full-time access, or evening and weekend access, will be offered at market rates. Should any additional residential parking demand occur from 49 and/or 63 Melcher Street, it can be absorbed at the Necco Street Garage on a month-to-month, first-come/first-served basis, subject to space availability.

On-street parking restrictions within a seven-minute walk of the site, or about three-eighths of a mile, consist of a mixture of no parking, metered parking, permit parking, South Boston Resident Permit parking, two-hour parking, and handicapped-designated spaces. A significant number of no-parking areas, South Boston resident parking, and metered parking lie within the immediate vicinity of the Site, mostly on A Street, Melcher Street, and Summer Street.

Loading operations and trash pick-up for the Site currently occur at the off-street loading area along Necco Court. 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. Loading and trash pick-up for the Project will continue to occur along Necco Court.

The Proponent intends to implement Transportation Demand Management (“TDM”) measures to reduce dependence on autos under a Transportation Access Plan Agreement with BTD. TDM will be facilitated by the Project’s proximity to residential developments in the neighborhoods of Fort Point Channel and South Boston, along with available transit services nearby, described in the following section.

16. **Access to Public Transportation:** Residents of and visitors to the Project have several transit options. The Site is located within an approximately five-minute walking distance from the South Station Transportation Center, a transit hub that provides access to the MBTA Red Line and Silver Line and seven commuter rail branches serving points south and west of Boston. South Station is the terminus for Amtrak train service along the Northeast Corridor, and regional and commuter bus service is also provided from South Station. Many commuters and visitors to the Fort Point neighborhood travel into South Station on the Red Line, commuter rail, or other transit, then walk over the Summer Street Bridge to the Fort Point Channel district.

The Site is also within an approximately five-minute walk of several MBTA bus routes and the Silver Line Courthouse Station. South Station is accessible via MBTA Bus Route #7 along Summer Street one block from the Site. In addition, MBTA Bus Route #11, which travels between Downtown Boston and City Point via Melcher Street, provides access from South Station. Because Route #11 travels in a clockwise loop along A Street in South Boston and Washington Street in Chinatown, the bus only operates on Melcher Street and A Street as it travels outbound from Downtown. Route #11 operates frequently (every 15 minutes or less) throughout the day.

17. **Public Benefits:** Expected public benefits from the Project include improved neighborhood vitality, historic preservation, increased and affordable housing that furthers Innovation District goals, public realm enhancements, linkage payments, sustainable design, increased property taxes, and the creation of temporary and permanent jobs.

Improved Neighborhood Vitality: The renovation of the Existing Buildings will help to enliven the Fort Point Channel neighborhood by providing upgraded office space, accessible entertainment, restaurant or recreation/retail/service space, and as many as 61 new residences.

Historic Preservation: The Project involves the renovation and adaptive reuse of three, approximately 100-year-old, historic buildings located within the Fort Point Channel Historic District, which is listed on the State and National Registers of Historic Places, as well as within the City’s Fort Point Channel Landmark District.

Increased and Affordable Housing: During Phase I, the Project will create approximately 38 new dwelling units at 63 Melcher Street, including approximately 27 units optimally sized for Innovation District workers. This building will meet its requirements for affordable housing on site, in accordance with the Mayor’s Executive Order Regarding Inclusionary Housing, dated February 29, 2000, as amended, by including four affordable dwelling units. 63 Melcher Street will include another five

affordable artist live/work units as off-site affordable housing for Gerding Edlen's nearby project located at 319 A Street Rear, also within the Innovation District. During Phase III, the Project will create approximately 14 to 23 new dwelling units at 49 Melcher Street, including two (2) affordable units on site in accordance with the Mayor's Order.

Public Realm Enhancements: The PDA Master Plan requires new development within the PDA Master Plan area to be accompanied by approximately 6.9 acres of new and expanded open spaces at full build out, to be constructed primarily on land owned by the proponents of new developments in the PDA.

Concurrently with its adoption of the PDA Master Plan, the City entered into an Amended and Restated Memorandum of Agreement with the various owners of property subject to the PDA Master Plan (the "MOA"). The MOA allocates responsibility among the City and the property owners for the phased construction and long-term maintenance of certain open space and transportation improvements (together, the "Public Realm Enhancements").

The MOA binds participating owners to allocate construction costs among them for Public Realm Enhancements, based on payments into a Sinking Fund. A developer's contribution to the Sinking Fund is a condition precedent to the issuance of a building permit for its development project.

As described above, the net new floor area of the Project is approximately 9,775 square feet, through the conversion of basement space at 49 and 63 Melcher Street to gross floor area. Therefore, based on a per-square-foot payment of \$11.93 provided in the MOA, the total payment due under the MOA would be approximately \$116,616.

Linkage Payments: 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).) Phase III of the Project will trigger the DIP exactions requirements of Section 80B-7. The Proponent 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 at the Site (approximately \$82,714), 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 at the Site (approximately \$16,501).

Sustainable Design: The Project will comply with the requirements of Article 37, Green Buildings, of the Code. The development team for each phase will use the appropriate USGBC LEED green building rating system to evaluate sustainable design measures for the relevant phase, in accordance with Article 37 of the Code. Each phase will target meeting LEED-NC standards at the Certified Level.

Increased Property Taxes: Once complete, the Project is expected to generate significantly more in annual property taxes for the City of Boston than the Site currently contributes.

Temporary and Permanent Employment: During construction, the Second Revised Project is expected to create approximately 150 construction-related employment opportunities. The Project also creates the potential for approximately 450 office jobs, approximately 100 entertainment, restaurant or recreation/retail/service jobs, and approximately 14 building management jobs.

18. Large Project Review: Pursuant to Article 80B of the Code, on February 11, 2008, the Proponent filed a Project Notification Form (“PNF”) for the Original Project. On December 19, 2008, the Director of the BRA issued a Scoping Determination waiving further review of the Original Project pursuant to Section 80B-5.3(d) of the Zoning Code. In the course of that review, the impacts of the Original Project upon the surrounding neighborhoods were fully addressed, and appropriate mitigation were proposed and incorporated into the Original Project.

The First Revised Project included a substantial reduction in office space, a minor reduction in retail space, and the inclusion in their place of approximately 38 residential units, without any increase in building dimensions. Therefore, the First Revised Project changes were largely internal, except that the rooftop addition would have been slightly smaller, and so would not have affected areas of potential environmental impact. On May 11, 2011, the BRA Director issued a Determination Waiving Further Review of the First Revised Project, finding that the First NPC did not significantly increase the impacts of the Original Project, and waiving further review of the First Revised Project, subject to continuing design review by the BRA (the “**Determination Waiving Further Review**”).

The Second Revised Project makes three material changes for purposes of Article 80B of the Code: it eliminates all previously approved horizontal (infill) or vertical (rooftop) additions to the Existing Buildings; it replaces ground-level retail/service space at 51 Melcher Street with office; and it replaces upper-level office space at 49 Melcher Street with residential units. In comparison to the First Revised Project, these changes are expected to lessen potential environmental impacts in areas such as wind, shadow, daylight, and solar glare, as follows:

- Minor decreases in water consumption and wastewater generation are expected.
- The Second Revised Project will result in fewer vehicle trips during the morning peak hour, and fewer vehicle trips in the evening peak hour.
- Estimated parking demand associated with the Second Revised Project (is substantially lower than with the First Revised Project.
- The Project will continue to comply with Article 37 of the Code, ensuring LEED certifiability
- The TDM program will continue to encourage non-vehicular travel to the Site, emphasizing the Site’s proximity to public transportation services.

- The Project will continue to have little or no affect on pedestrian-level winds, generate minimal new shadow, not significantly affect daylight reaching the Site, and not create adverse impacts from reflected solar glare.
- Potential air quality and noise impacts will continue to be well below City and State thresholds.
- Minimal geotechnical impacts will be continue to be monitored as required.

19. **Other Necessary Government Approvals:** Because the Project will not increase building footprint for non-water-dependent uses on filled former tidelands, it will not require an amendment to the existing Chapter 91 amnesty license for the Site.

20. **Development Schedule:** Build out of the PDA Master Plan Area is expected to occur in multiple phases over approximately 20 years. The Proponent currently estimates that construction of the Project will take approximately 24 months, with initial work on Phase I expected to begin in the first quarter of 2012, pursuant to the First Amended Development Plan, and Phase III concluding during the fourth quarter of 2013. In accordance with the PDA Master Plan, the current parcels 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 “**Project Component.**” One or more of the Project Components may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Project Components may be combined to create one single parcel, or a condominium ownership structure may be created for all or part of the Project. In the event that current parcels within the Site are divided into Project Components, a Certification of Consistency may be issued for any such Project Component.

21. **Applicability of this Development Plan:** Consistency of the Project with this Development Plan constitutes compliance with the dimensional, use, and other requirements of the Code, in accordance with Section 80C-9 of the Code. Moreover, this Development Plan constitutes approval for any zoning nonconformity created or increased by the future separation of ownership of individual Project Components, and Parcel Grouping A₁-A₇, provided that: (A) the use limitations and dimensional requirements of this Development Plan, other than FAR, with respect to each Project Component are met; and (B) the FAR for the Parcel Grouping A₁-A₇ in the aggregate does not exceed the limits established under the PDA Master Plan.

22. **No Duty to Develop the Project or Any Project Component:** Notwithstanding anything set forth in this Development Plan to the contrary, under no circumstances will the Proponent, Synergy or Gerding Edlen be obligated to proceed with the Project or any Project Component.

23. **Minor Modifications to Plans:** This Development Plan constitutes the zoning for the Site and the Project. Final plans and specifications for the Project or Project Components will be submitted to the BRA pursuant to Section 3-1A and Article 80C of the Code for final design review approval and certification as to consistency with

this Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in this Development Plan, minor changes may occur to the Project's design described in this Development Plan.

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

LIST OF EXHIBITS

- | | |
|---------------------------|---|
| <u>EXHIBIT A</u> | Legal Description of the Site |
| <u>EXHIBIT B</u> | Locus Plan |
| <u>EXHIBIT C</u> | Phase III (49 Melcher Street) Team |
| <u>EXHIBIT D-1</u> | Phase I (63 Melcher Street) Drawings <ul style="list-style-type: none">- Existing Site Plan- Proposed Floor Plans- Proposed Roof Plan- Proposed Elevations |
| <u>EXHIBIT D-2</u> | Phase II (51 Melcher Street) Drawings <ul style="list-style-type: none">- Existing Site Plan- Proposed Floor Plans- Proposed Roof Plan- Proposed Elevations |
| <u>EXHIBIT D-3</u> | Phase III (49 Melcher Street) Drawings <ul style="list-style-type: none">- Existing Site Plan- Proposed Floor Plans- Proposed Roof Plan- Proposed Elevations |

EXHIBIT A

LEGAL DESCRIPTION OF THE SITE

49 Melcher Street
Boston (South Boston District) Mass.

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

Beginning at the intersection of the southeasterly sideline of Necco Street and the southwesterly sideline of Melcher Street;

Thence running S 32°07'21" E along the said southwesterly sideline of Melcher Street, a distance of 82.80 feet;

Thence turning and running S 45°03'56" W in part along the face of a brick building, a distance of 102.56 feet to the northeasterly sideline of a 25 foot wide passageway;

Thence turning and running N 32°07'21" W along the said northeasterly sideline of the 25 foot wide passageway, a distance of 82.88 feet to the intersection of the southeasterly sideline of Necco Street and the said northeasterly sideline of the 25 foot wide passageway;

Thence turning and running N 45°06'26" E along the said northeasterly sideline of Necco Street, a distance of 102.55 feet to the point of beginning;

Containing an area of 8,285 square feet, more or less, and shown as Lot 3 on a plan entitled "Subdivision Plan of Land, No. 49 & No. 51-61 Melcher Street, Boston, (South Boston District) Mass." prepared by Harry R. Feldman, Inc. dated August 25, 2011 and recorded as Plan No. 346 of 2011.

51-61 Melcher Street
Boston (South Boston District) Mass.

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

Beginning at a point on the southwesterly sideline of Melcher Street, said point is located S 32°07'21" E, a distance of 82.80 feet from the intersection of the southeasterly sideline of Necco Street and the southwesterly sideline of Melcher Street;

Thence running S 32°07'21" E along the said southwesterly sideline of Melcher Street, a distance of 139.42 feet;

Thence turning and running S 45°13'45" W in part along the face of a brick building, a distance of 102.49 feet to the northeasterly sideline of a 25 foot wide passageway;

Thence turning and running N 32°07'21" W along the said northeasterly sideline of the 25 foot wide passageway, a distance of 139.12 feet;

Thence turning and running N 45°03'56" E in part along the face of a brick building, a distance of 102.56 feet to the point of beginning;

Containing an area of 13,928 square feet, more or less, and shown as Lot 4 on a plan entitled "Subdivision Plan of Land, No. 49 & No. 51-61 Melcher Street, Boston, (South Boston District) Mass." prepared by Harry R. Feldman, Inc. dated August 25, 2011 and recorded as Plan No. 346 of 2011.

63 Melcher Street
Boston (South Boston District) Mass.

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

Beginning at the intersection of the northwesterly sideline of A Street and the southwesterly sideline of Melcher Street;

Thence running S 45°08'04" W along the said northwesterly sideline of A Street, a distance of 102.53 feet;

Thence turning and running N 32°07'21" W along the northeasterly sideline of a 25 foot wide passageway, a distance of 70.14 feet;

Thence turning and running N 45°13'45" E in part along the face of a brick building, a distance of 102.49 feet to the southwesterly sideline of Melcher Street;

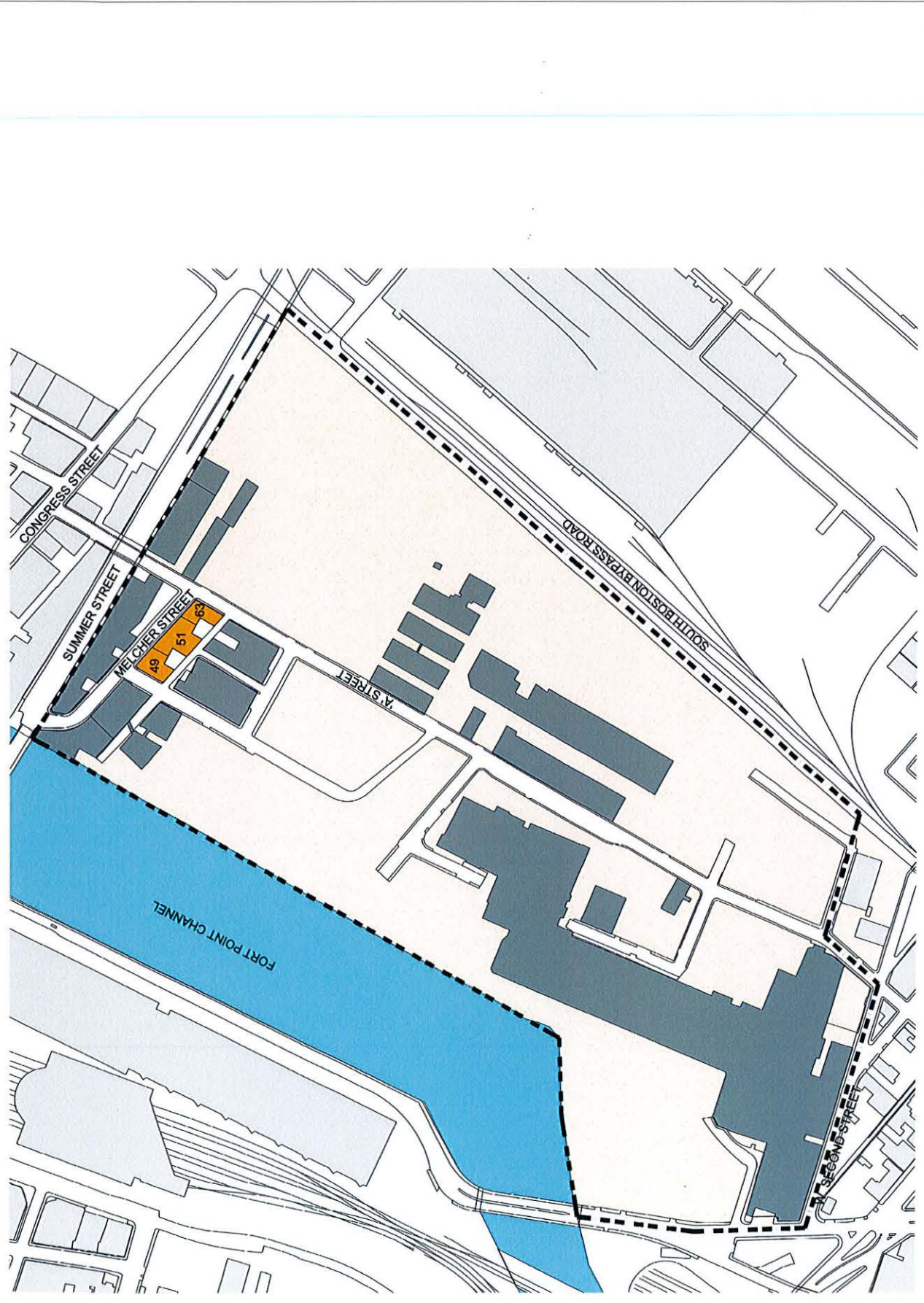
Thence turning and running S 32°07'21" E along the said southwesterly sideline of Melcher Street, a distance of 69.97 feet to the point of beginning;

Containing an area of 7,006 square feet, more or less, and shown as Lot 2 on a plan entitled "Subdivision Plan of Land, No. 49, No. 51-61 & No. 63 Melcher Street, Boston, (South Boston District) Mass." prepared by Harry R. Feldman, Inc. dated September 15, 2001 and recorded as Plan No. 325 of 2011.

EXHIBIT B

LOCUS PLAN

[inserted behind]



LOCUS PLAN - 100 ACRES PDA MASTER PLAN DISTRICT

EXHIBIT C

PHASE III (49 MELCHER STREET) TEAM

The Proponent: W2005 BWH II Realty, L.L.C.
c/o Archon Group, L.P.
800 Boylston Street, Suite 3330
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(617) 854-5500
John Matteson
Richard Casner

Architects: Bargmann, Hendrie & Archetype, Inc.
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Robert Del Savio
Ryan Noone

Legal Counsel: Dalton & Finegold, LLP
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(978) 269-6404
Jared Eigerman

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

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

EXHIBIT D-1

PHASE I (63 MELCHER STREET) DRAWINGS

[inserted behind]

ARCHITECT
hnb
 200 N. State Street
 Suite 1000
 Chicago, IL 60601
 Tel: 312.467.1000
 Fax: 312.467.1001
 www.hnb.com

PROJECT NAME
 49, 51, 53
 Melcher Street

CLIENT
 W2005 BMH II
 REALTY, L.L.C.
 c/o ARCHON
 GROUP, L.P.
 600 Madison Street
 Suite 2000
 Chicago, IL 60601

PROJECT TEAM
 PROJECT MANAGER
 ARCHITECT
 CONSULTING ENGINEER
 MECHANICAL ENGINEER
 ELECTRICAL ENGINEER
 PLUMBING ENGINEER
 CIVIL ENGINEER
 LANDSCAPE ARCHITECT
 HISTORIC PRESERVATION

PHASE I
 63 Melcher Street

DRAWING TITLE
 EXISTING/
 PROPOSED SITE
 PLAN

DATE
 11/11/11

REVISIONS

DATE
 11/11/11

DESCRIPTION

DATE
 11/11/11

DESCRIPTION

DATE
 11/11/11

DESCRIPTION

DATE
 11/11/11

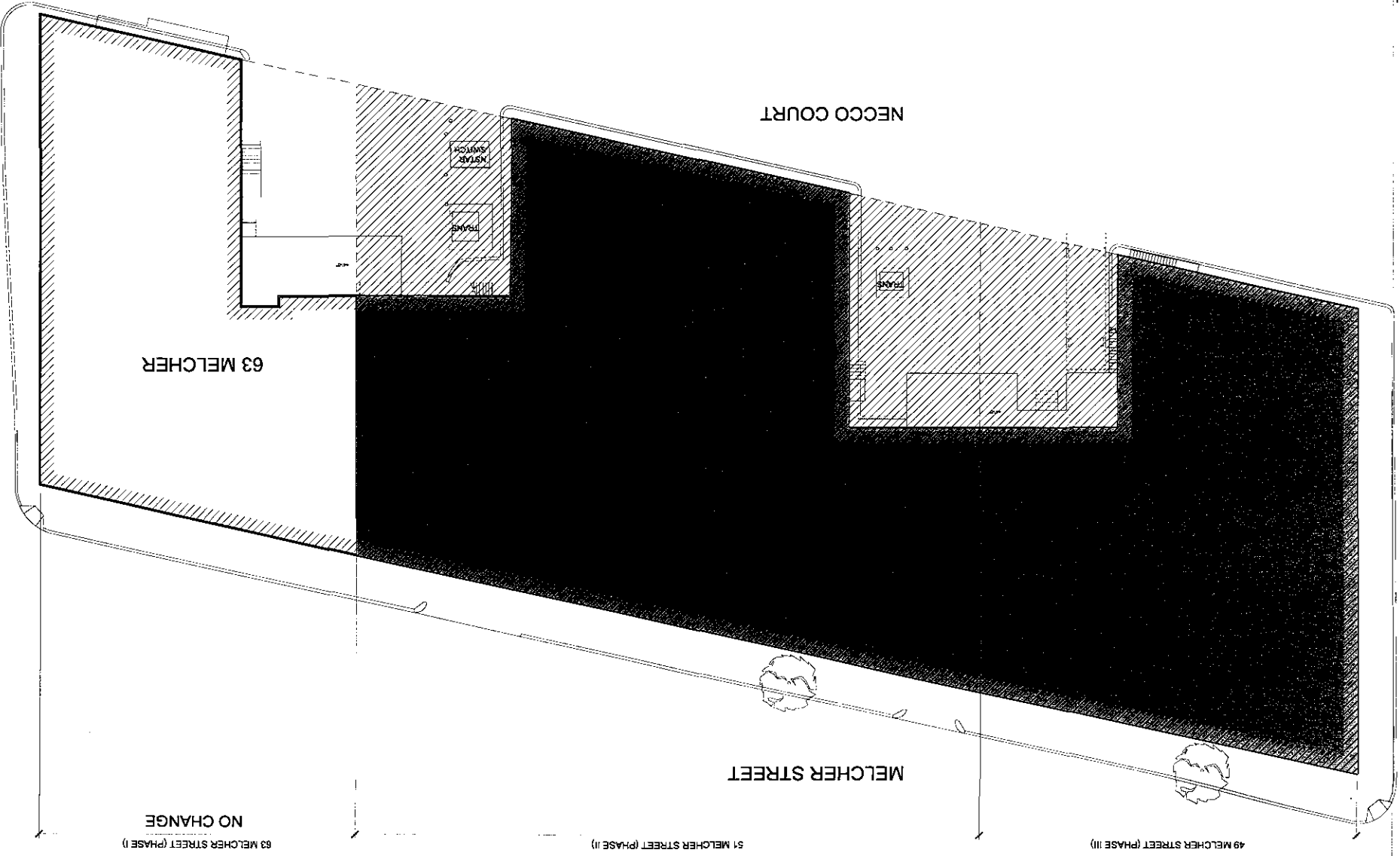
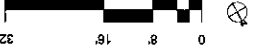
DESCRIPTION

DATE
 11/11/11

DESCRIPTION

DATE
 11/11/11

DESCRIPTION



dhb
 ARCHITECT
 11000 Parkside Avenue, Suite 100
 Bethesda, MD 20814
 301-251-2000
 www.dhb.com

PROJECT NAME
**49, 51, 63
 Melcher Street**
 49, 51, 63 Melcher Street
 Bethesda, MD 20814

CLIENT
**W2005 BWH II
 REALTY, L.L.C.
 c/o ARCHON
 GROUP, L.P.**
 600 Eastman Street
 Bethesda, MD 20814

PROJECT TEAM
 ARCHITECT: dhb

Phase I

63 Melcher Street

DATE	DESCRIPTION

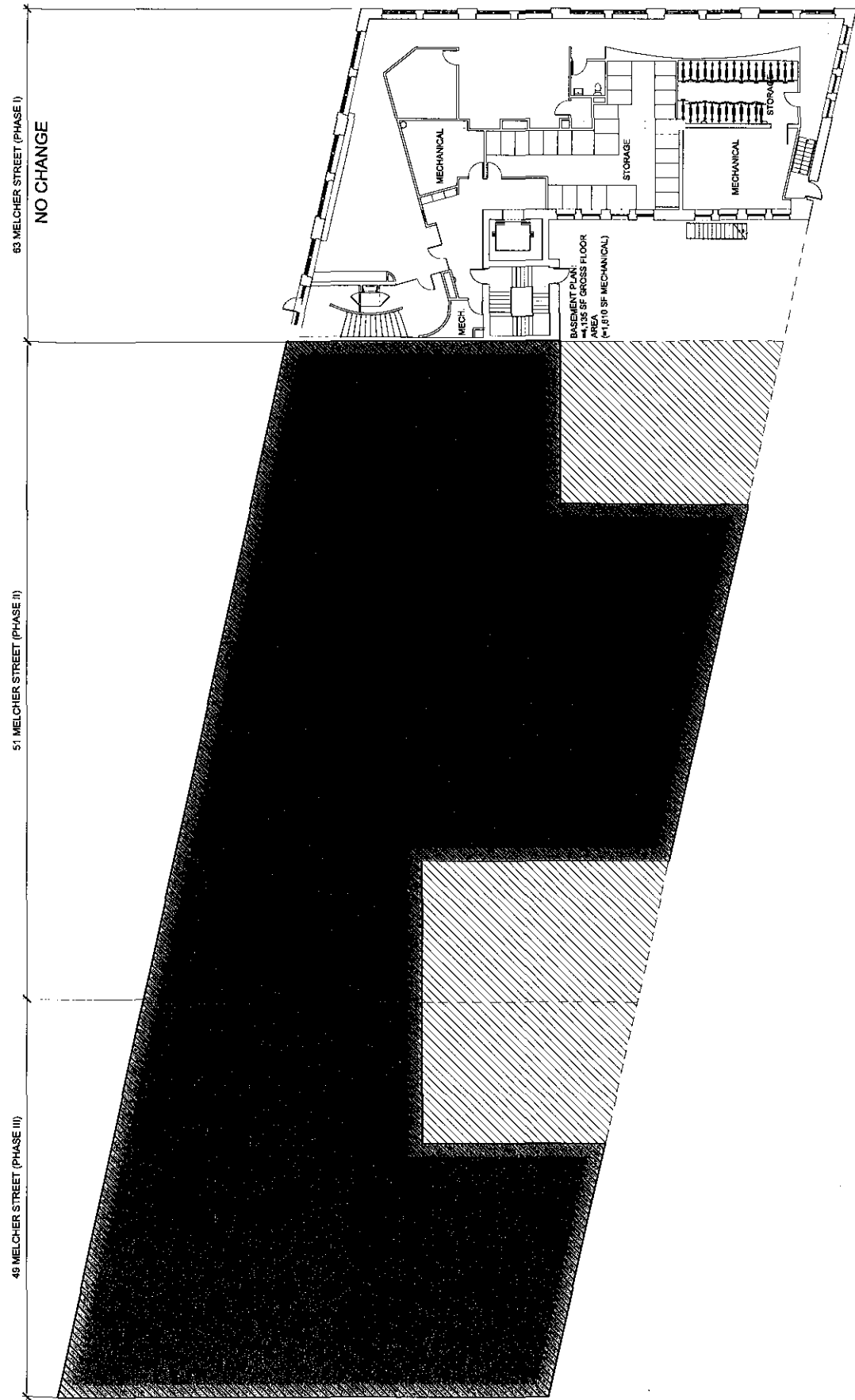
CONTRACTOR
**BASEMENT
 PLAN**

DRAWING NUMBER
 2015-001-01-01

DATE
 08/11/15

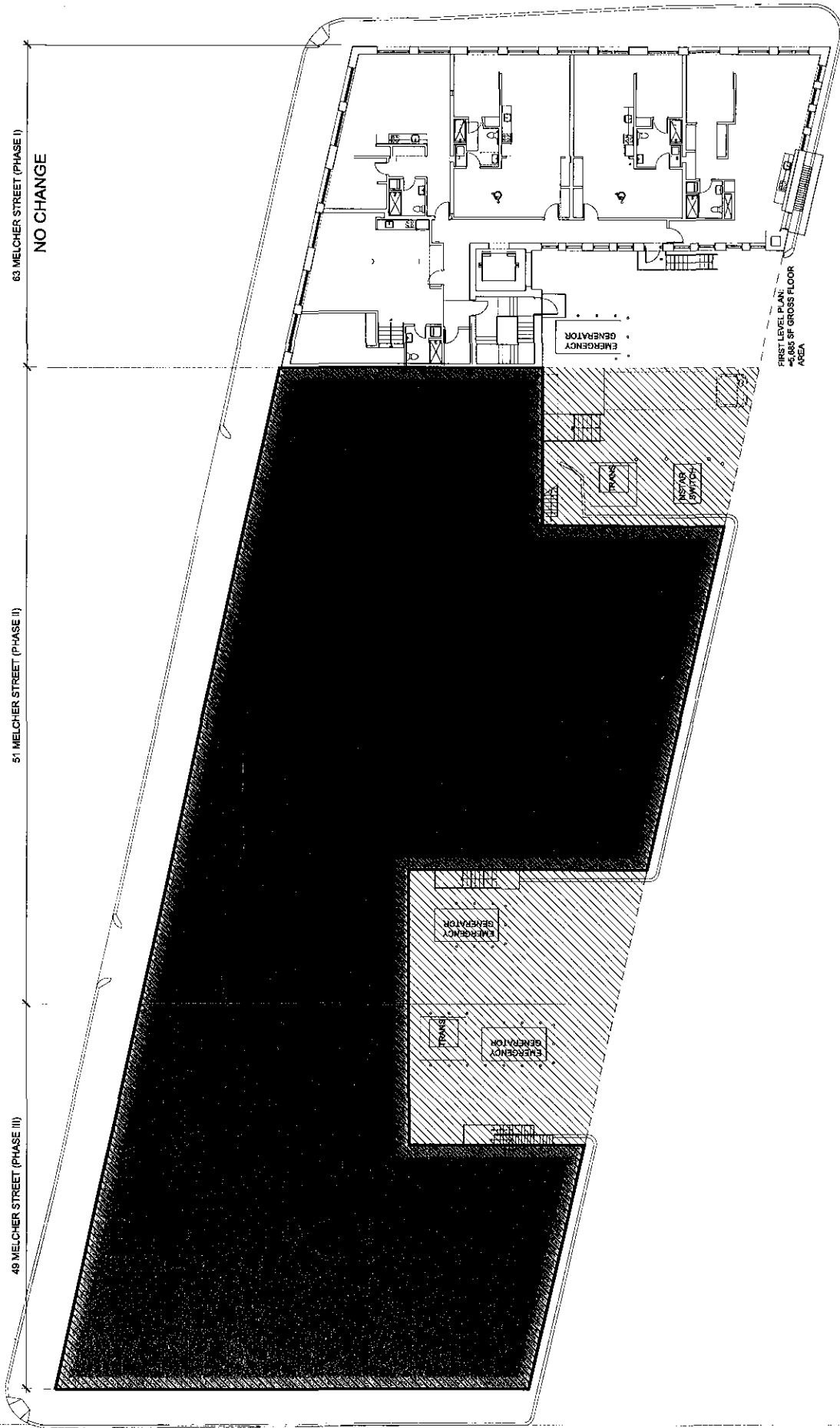
SCALE
 AS SHOWN

SHEET NO.
 32



Phase I

63 Melcher Street



ARCHITECT
thba
 Thomas H. Bayne Architects, Inc.
 100 N. West Street
 Suite 2000
 Baltimore, MD 21201
 Tel: 410.528.1100
 Fax: 410.528.1101
 www.thba.com

PROJECT NAME
 49, 51, 63
 Melcher Street
 Baltimore, MD

CLIENT
 W2005 BWH II
 REALTY, L.L.C.
 c/o ARCHON
 GROUP, L.P.
 100000 Melcher Street
 Baltimore, MD 21201

PROJECT TITLE
 Phase I

63 Melcher Street
Phase I

DATE
 11/15/2011
SCALE
 AS SHOWN
PROJECT NO.
 11-001

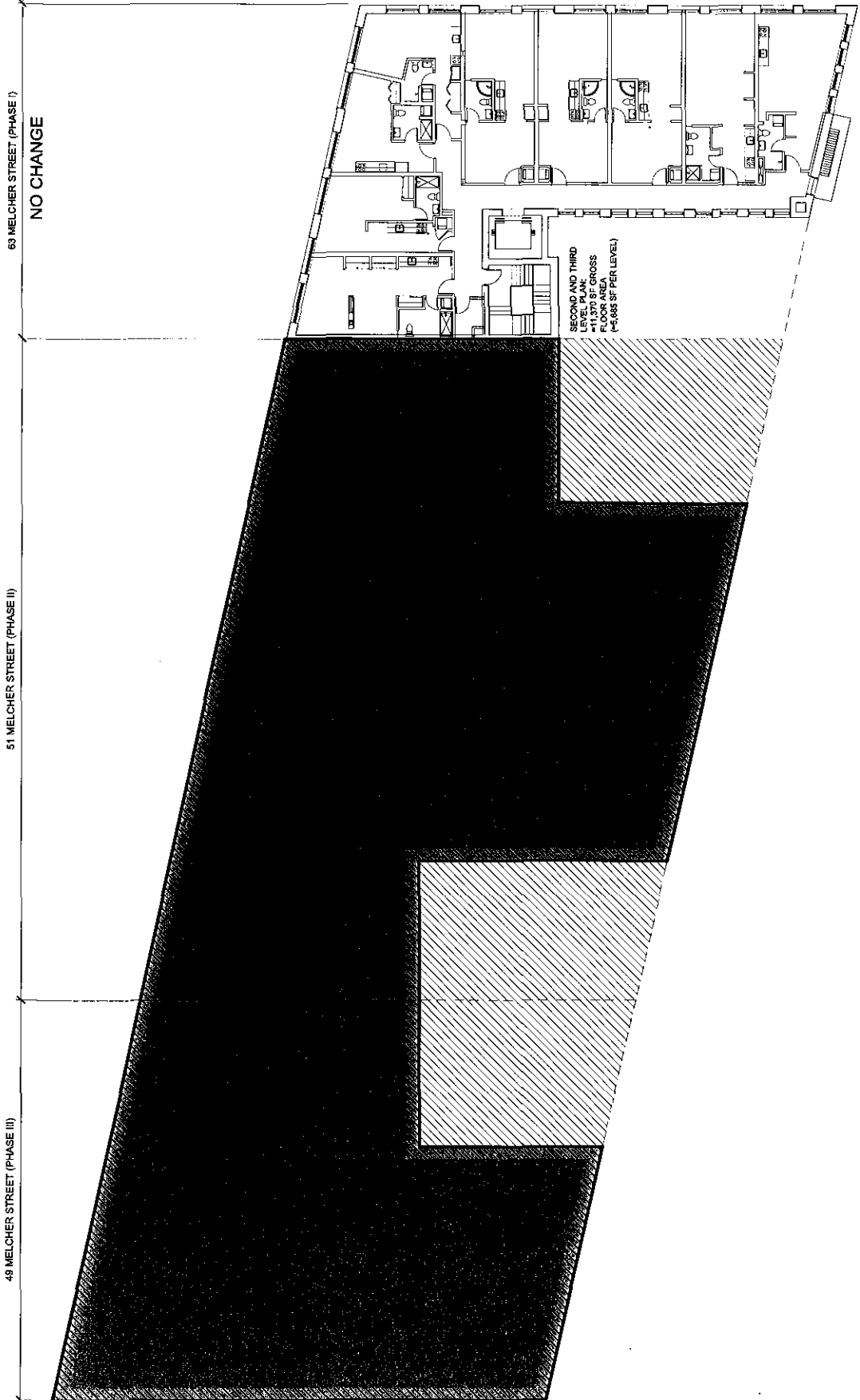
DATE
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SCALE
 AS SHOWN
PROJECT NO.
 11-001

DATE
 11/15/2011
SCALE
 AS SHOWN
PROJECT NO.
 11-001

DATE
 11/15/2011
SCALE
 AS SHOWN
PROJECT NO.
 11-001

DATE
 11/15/2011
SCALE
 AS SHOWN
PROJECT NO.
 11-001

DATE
 11/15/2011
SCALE
 AS SHOWN
PROJECT NO.
 11-001



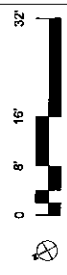
63 MELCHER STREET (PHASE I)

51 MELCHER STREET (PHASE II)

49 MELCHER STREET (PHASE III)

NO CHANGE

SECOND AND THIRD
 FLOOR PLAN
 11,370 SF GROSS
 FLOOR AREA
 (4.885 SF PER LEVEL)



ARCHITECT
dhb
 200 West Street
 11th Floor
 New York, NY 10038
 Tel: 212 368-2100
 Fax: 212 368-2101
 www.dhb.com

PROJECT NAME
**49, 51, 63
 Melcher Street**
 49, 51, 63 Melcher Street
 Manhattan, NY

CLIENT
**W2005 BWH II
 REALTY, L.L.C.
 c/o ARCHON
 GROUP, L.P.**
 400 Broadway Street
 11th Floor
 New York, NY 10013

PROJECT TYPE
 COMMERCIAL

Phase I
 63 Melcher Street

DATE
 08/11/11

DATE
 08/11/11

DATE
 08/11/11

DATE
 08/11/11

DATE
 08/11/11

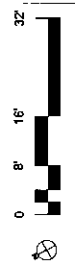
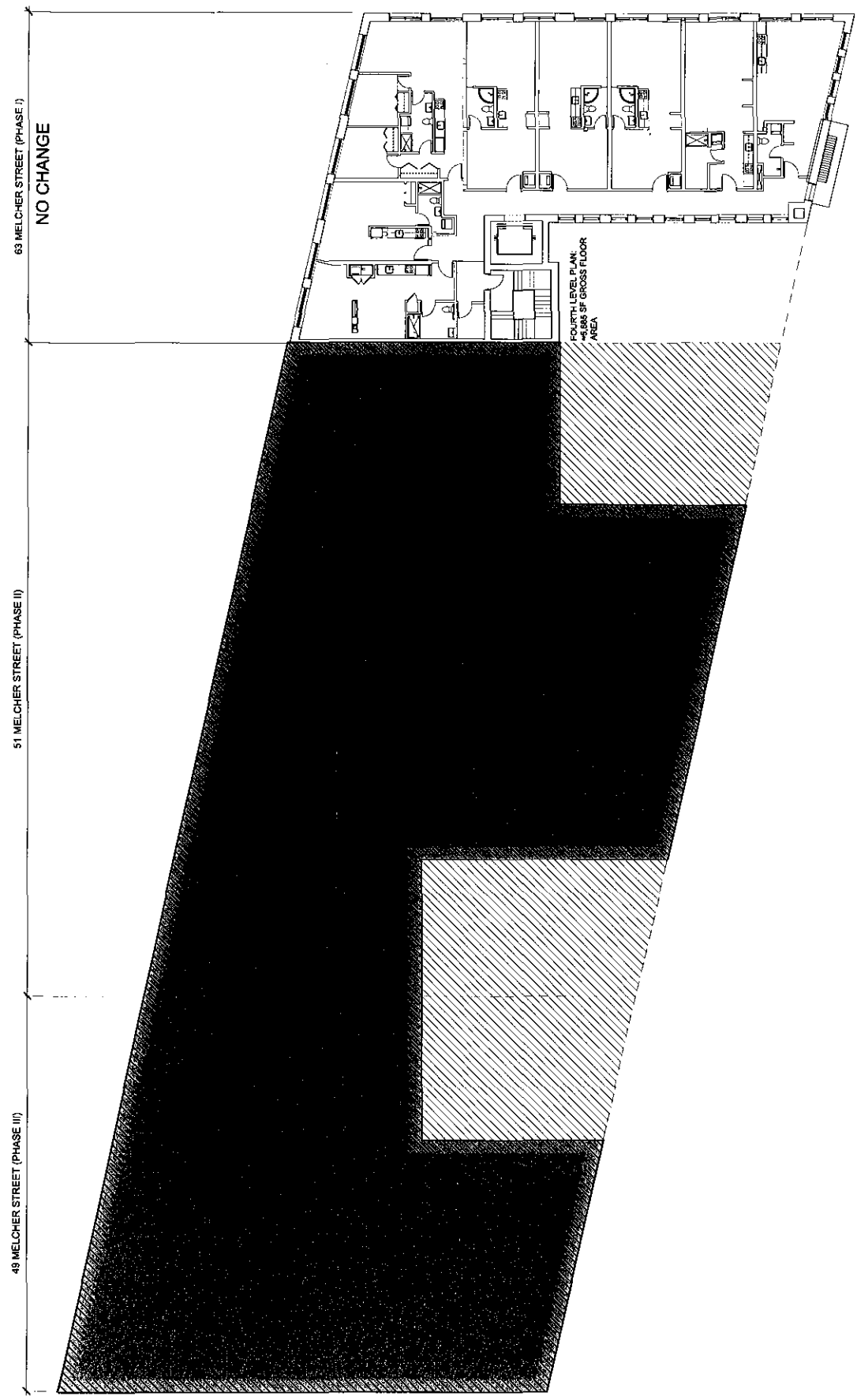
DATE
 08/11/11

DATE
 08/11/11

DATE
 08/11/11

DATE
 08/11/11

DATE
 08/11/11



Phase I
 63 Melcher Street

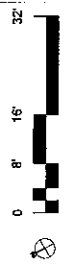
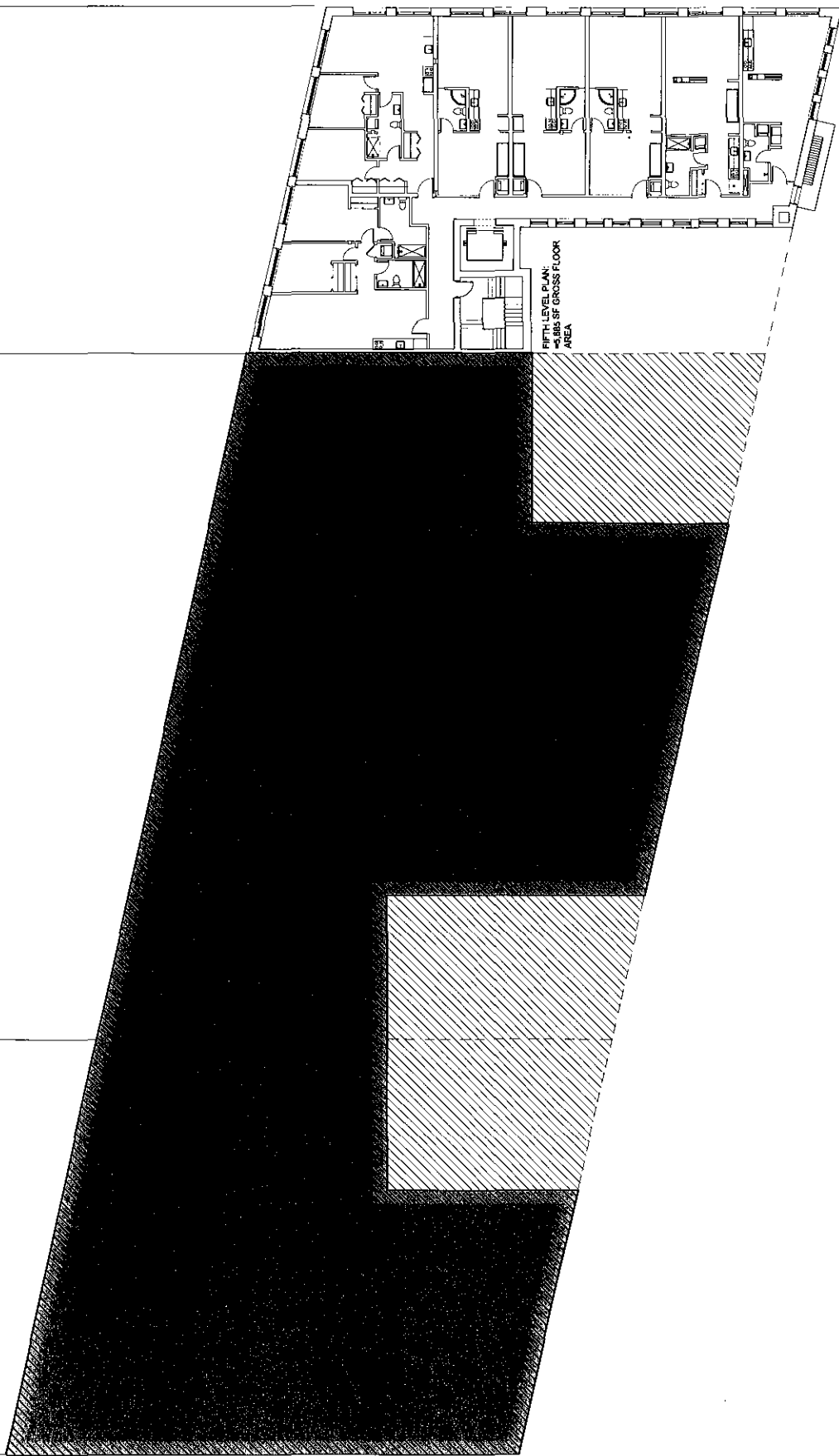
DATE	10/15/2013
DESCRIPTION	PHASE I
SCALE	AS SHOWN

FIFTH LEVEL PLAN

DATE	10/15/2013
DESCRIPTION	PHASE I
SCALE	AS SHOWN
PROJECT NO.	13-001
PROJECT NAME	49, 51, 63 Melcher Street
PROJECT TYPE	OFFICE BUILDING

49 MELCHER STREET (PHASE III) 51 MELCHER STREET (PHASE II) 63 MELCHER STREET (PHASE I)

NO CHANGE



ARCHITECT
dhva
 200 S. Wacker Drive, Suite 2000
 Chicago, IL 60606
 Tel: 312.427.1200
 Fax: 312.427.1201
 www.dhva.com

PROJECT NAME
**49, 51, 63
 Melcher Street**
 49, 51, 63 Melcher Street
 Chicago, IL

CLIENT
**W2005 BWH II
 REALTY, L.L.C.
 c/o ARCHON
 GROUP, L.P.**
 400 North Dearborn
 Chicago, IL 60610
 Tel: 312.427.1200
 Fax: 312.427.1201

PROJECT TYPE

Phase I

63 Melcher Street

DATE: 11/11/11
 SCALE: AS SHOWN
 SHEET NO: 101

OWNER: TFC

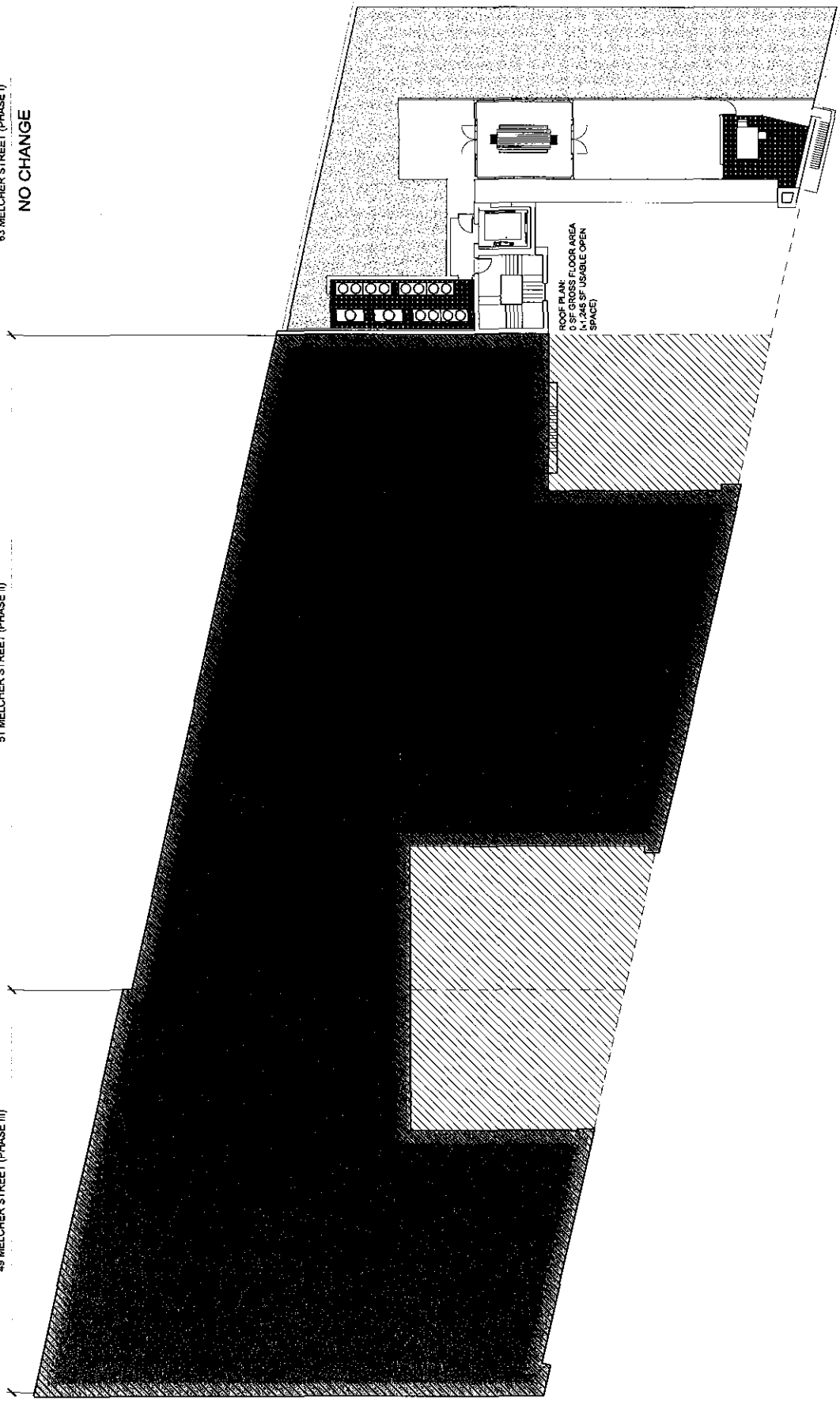
ROOF PLAN

DATE: 11/11/11
 SCALE: AS SHOWN
 SHEET NO: 101

63 MELCHER STREET (PHASE I)
 NO CHANGE

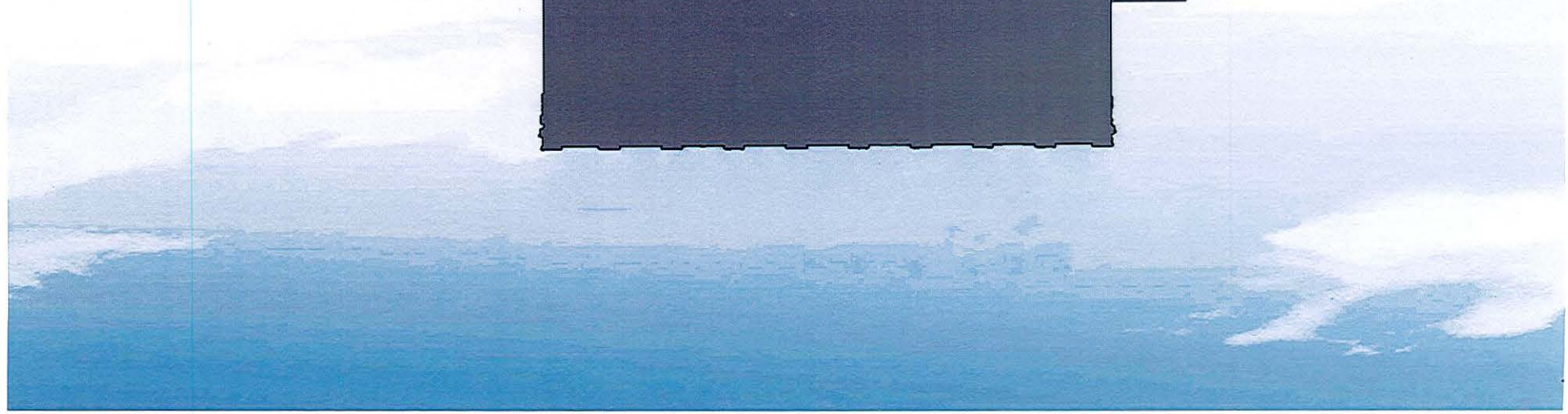
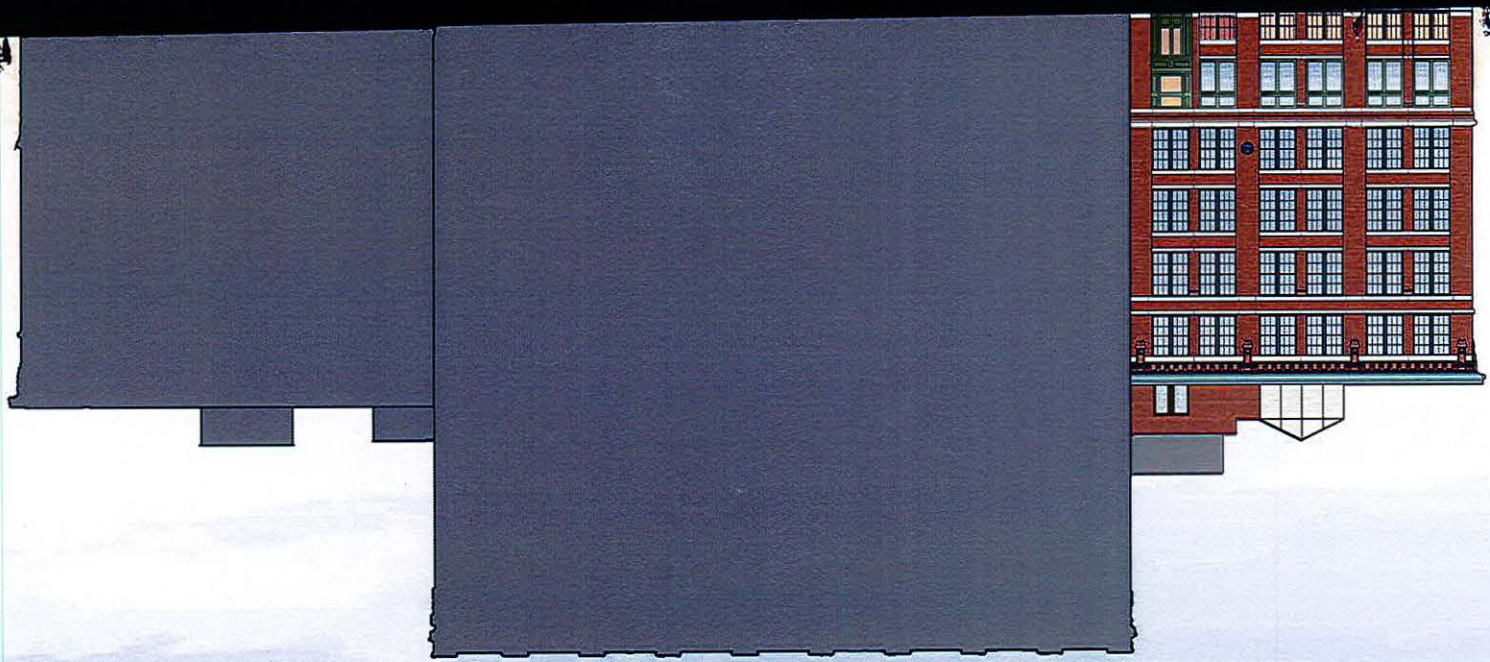
51 MELCHER STREET (PHASE II)

49 MELCHER STREET (PHASE III)

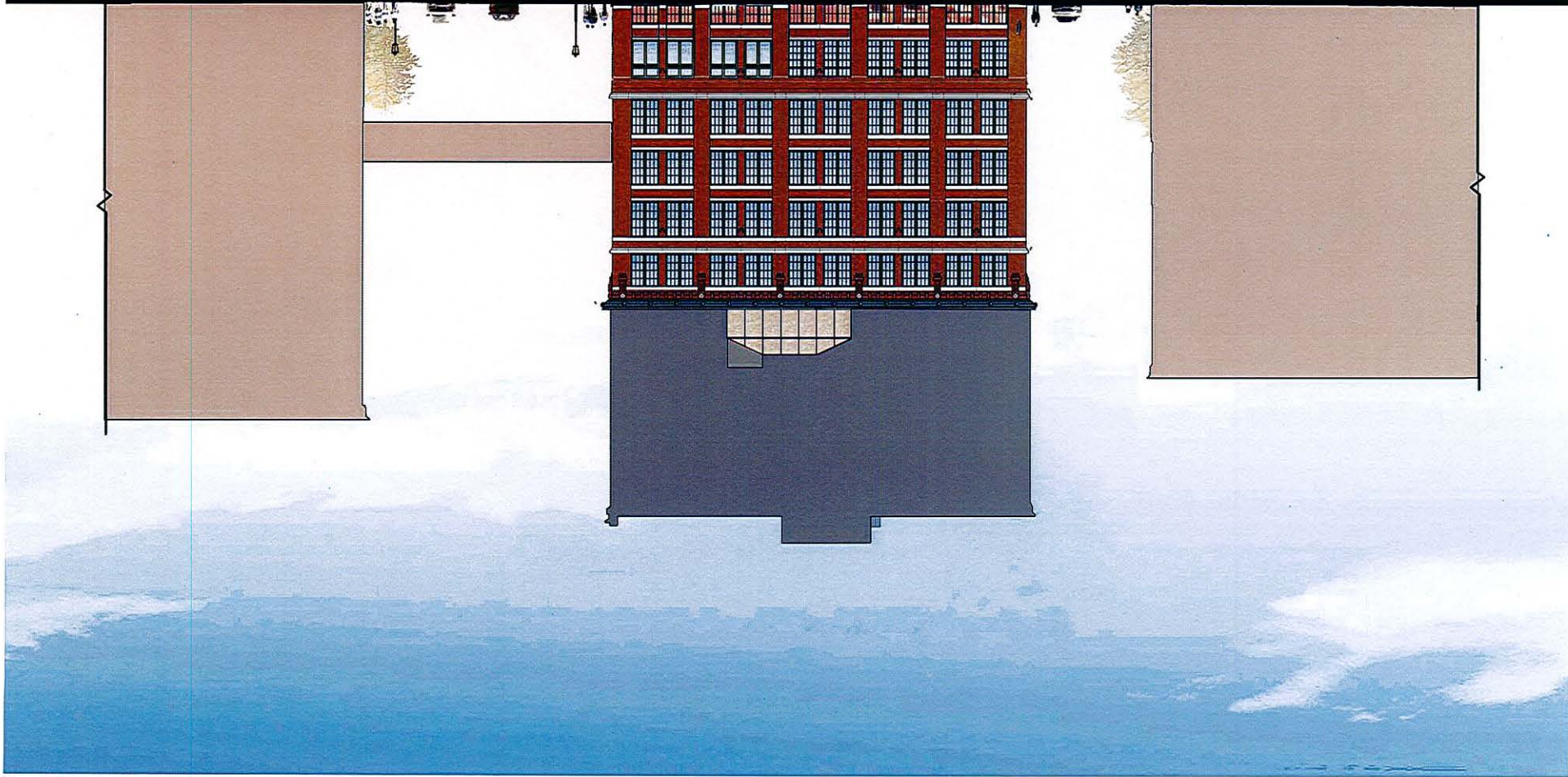


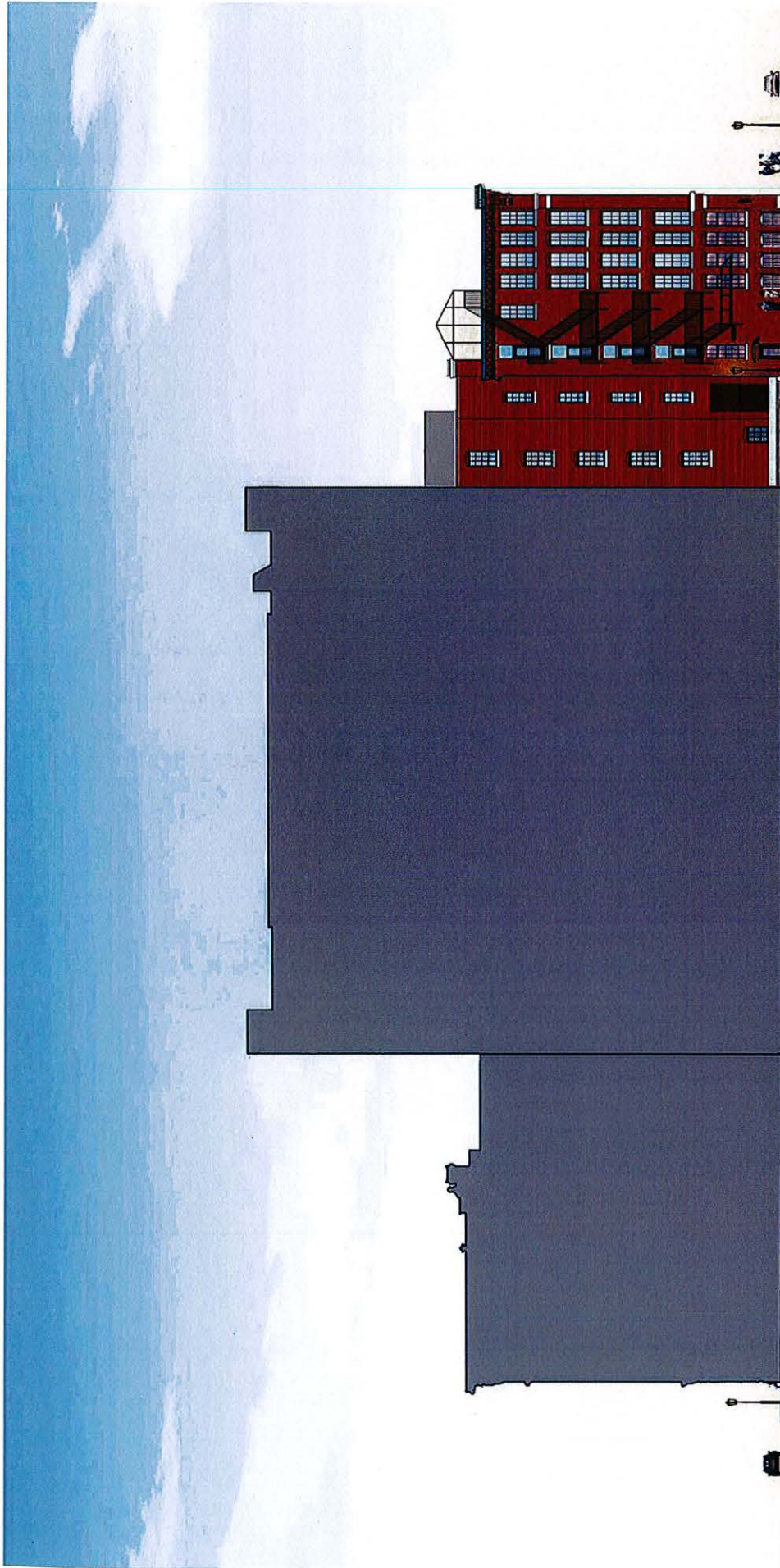
Melcher Street Elevation

63



A Street Elevation



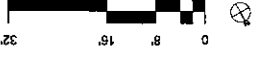


Necco Court Elevation

EXHIBIT D-2

PHASE II (51 MELCHER STREET) DRAWINGS

[inserted behind]

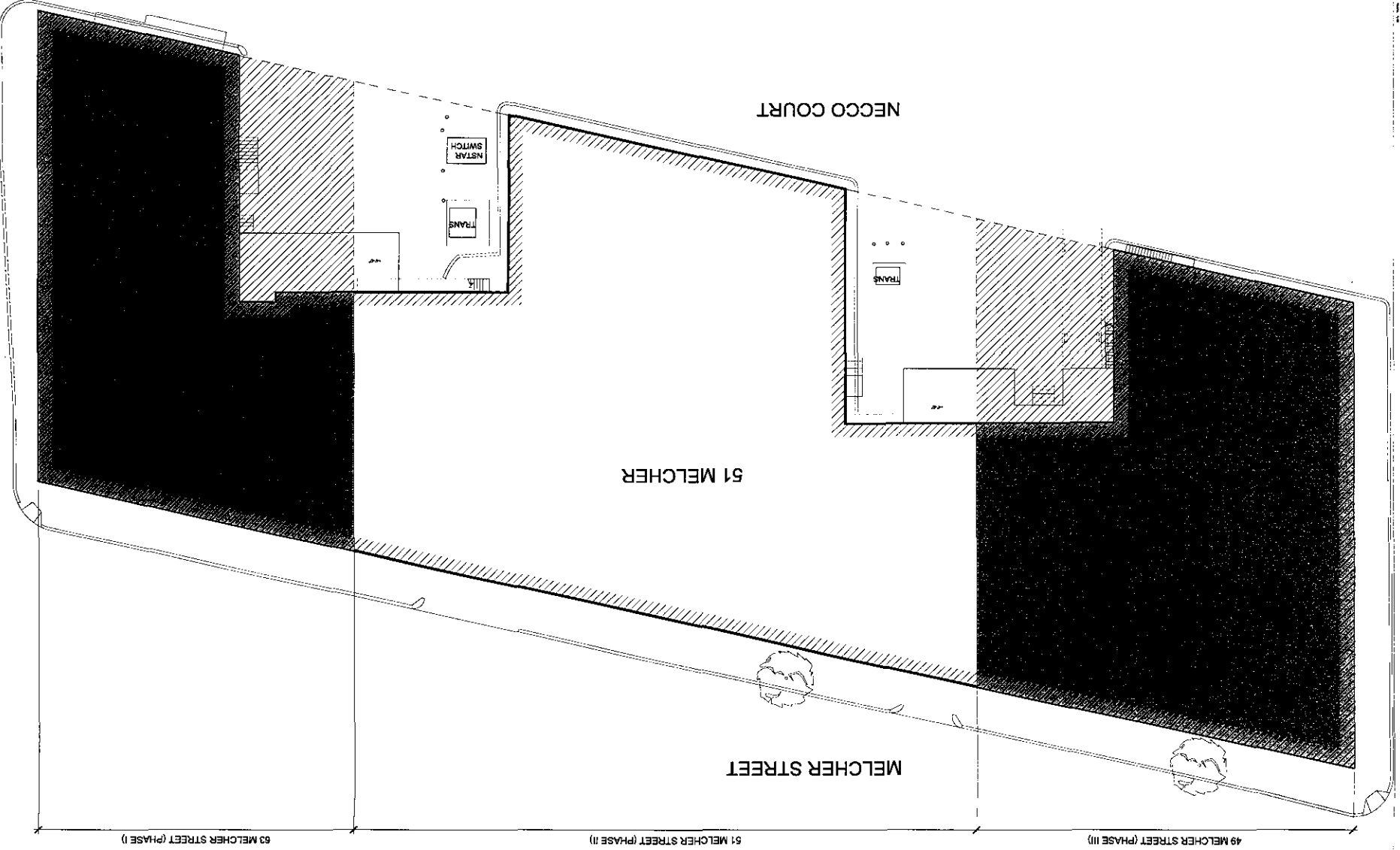


ARCHITECT: **dhb** | PROJECT NAME: **Melcher Street 49, 51, 53** | CLIENT: **W2005 BWH II REALTY, L.L.C. c/o ARCHON GROUP, L.P.**

PROPOSED SITE PLAN | EXISTING/PROPOSED SITE PLAN

51 Melcher Street

PHASE II



NECCO COURT

51 MELCHER

MELCHER STREET

53 MELCHER STREET (PHASE I)

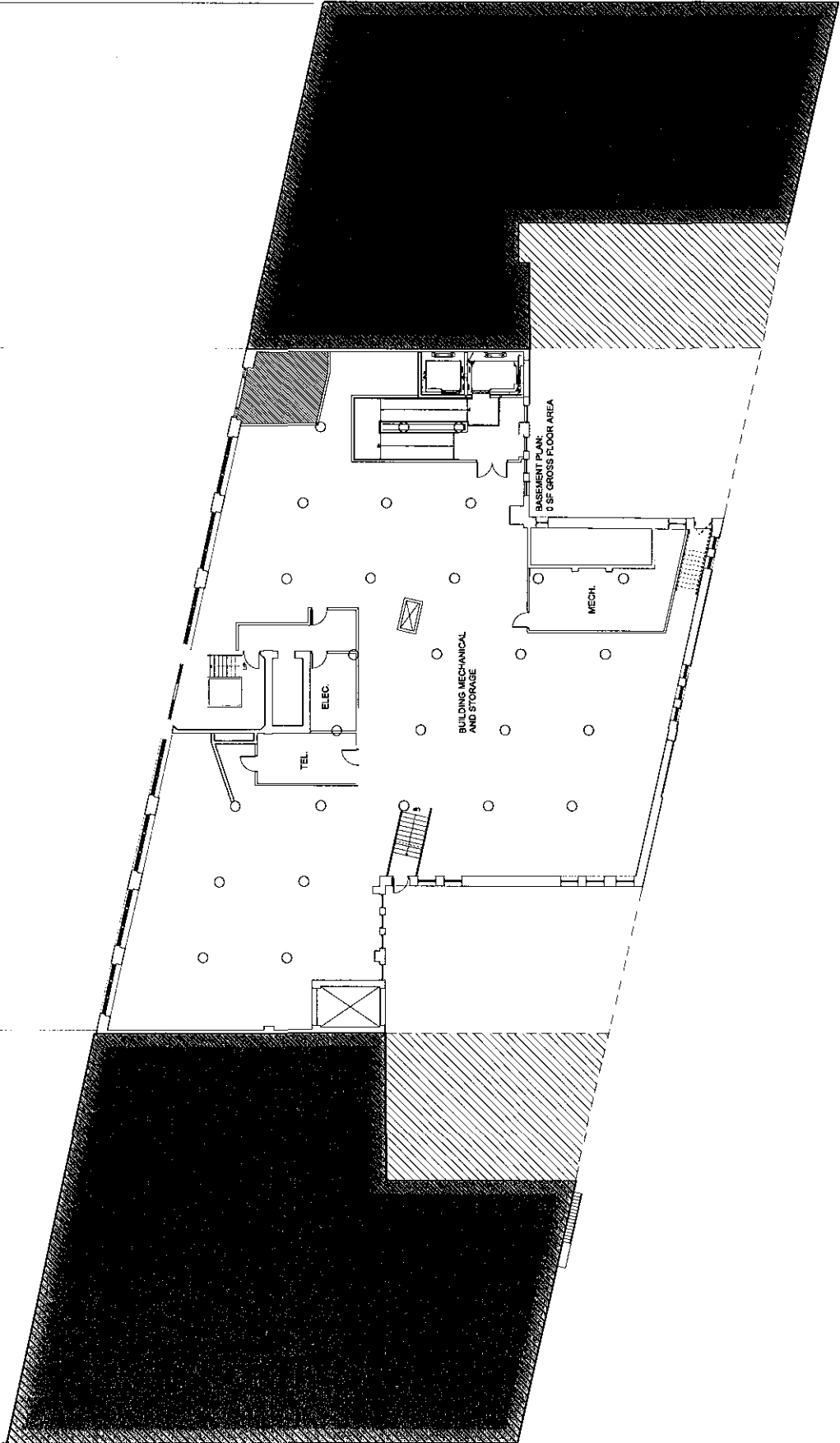
51 MELCHER STREET (PHASE II)

49 MELCHER STREET (PHASE III)

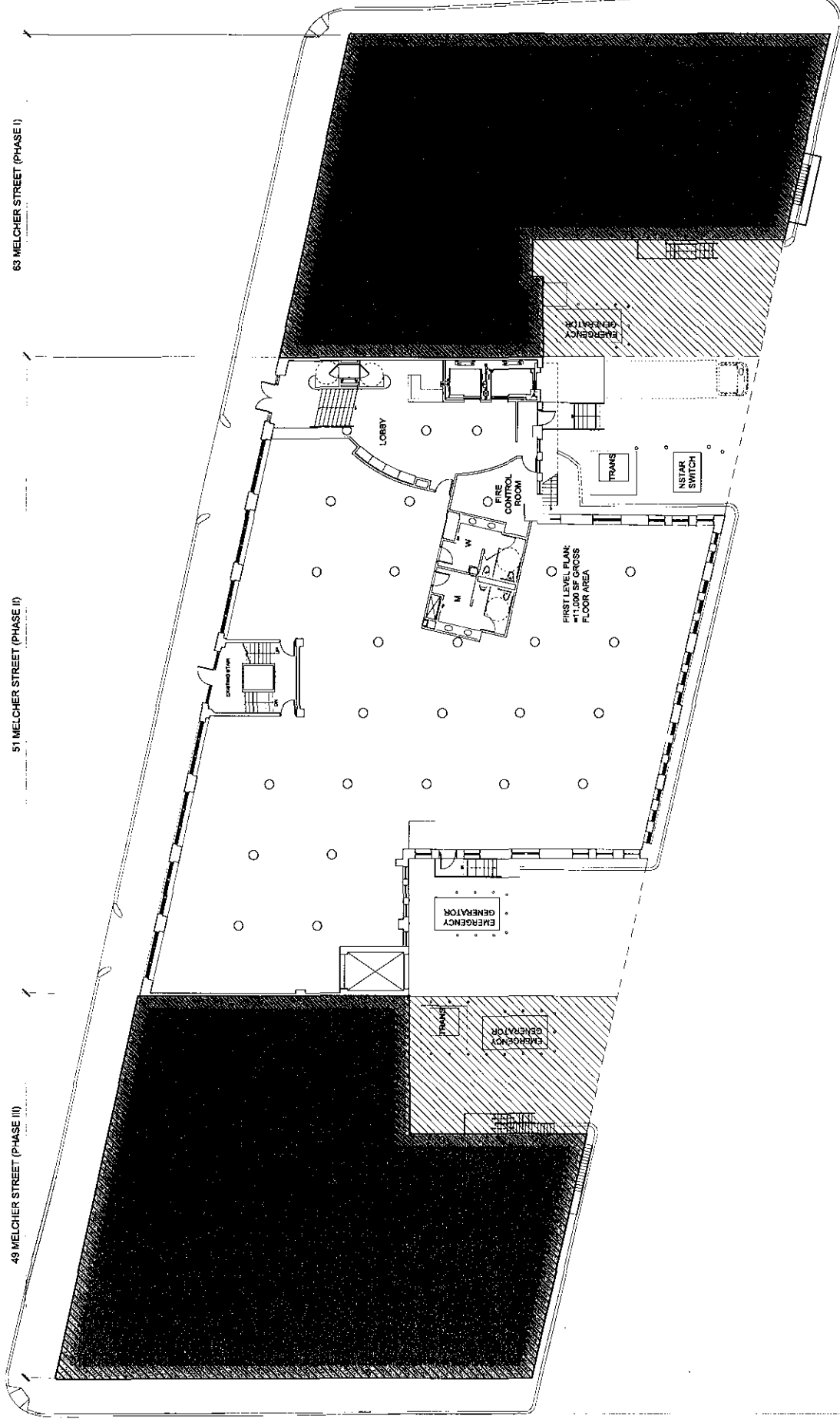
63 MELCHER STREET (PHASE I)

51 MELCHER STREET (PHASE II)

49 MELCHER STREET (PHASE III)



Phase II
 51 Melcher Street



FIRST LEVEL PLAN:
 ~11,000 SF GROSS
 FLOOR AREA

LOBBY

FIRE CONTROL ROOM
 FIRE CONTROL

EMERGENCY GENERATOR

EMERGENCY GENERATOR

EMERGENCY GENERATOR

TRANS

INSTAR SWITCH

EMERGENCY GENERATOR

EMERGENCY GENERATOR

63 MELCHER STREET (PHASE I)

51 MELCHER STREET (PHASE II)

49 MELCHER STREET (PHASE III)



ARCHITECT
bhna
Baltimore, Maryland
410.528.1200
410.528.1201
410.528.1202
410.528.1203
410.528.1204
410.528.1205
410.528.1206
410.528.1207
410.528.1208
410.528.1209
410.528.1210
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410.528.1247
410.528.1248
410.528.1249
410.528.1250

PROJECT NAME
**49, 51, 63
Melcher Street**
Baltimore, MD

CLIENT
**W2005 BWH II
REALTY, L.L.C.
c/o ARCHON
GROUP, L.P.**
300 North Street
Baltimore, MD 21201

PROJECT TITLE
Phase II

51 Melcher Street

63 Melcher Street

49 Melcher Street

SECOND THROUGH NINTH
LEVEL PLAN

DATE
DRAWN
CHECKED
APPROVED

DATE
DRAWN
CHECKED
APPROVED

DATE
DRAWN
CHECKED
APPROVED

DATE
DRAWN
CHECKED
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DATE
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CHECKED
APPROVED

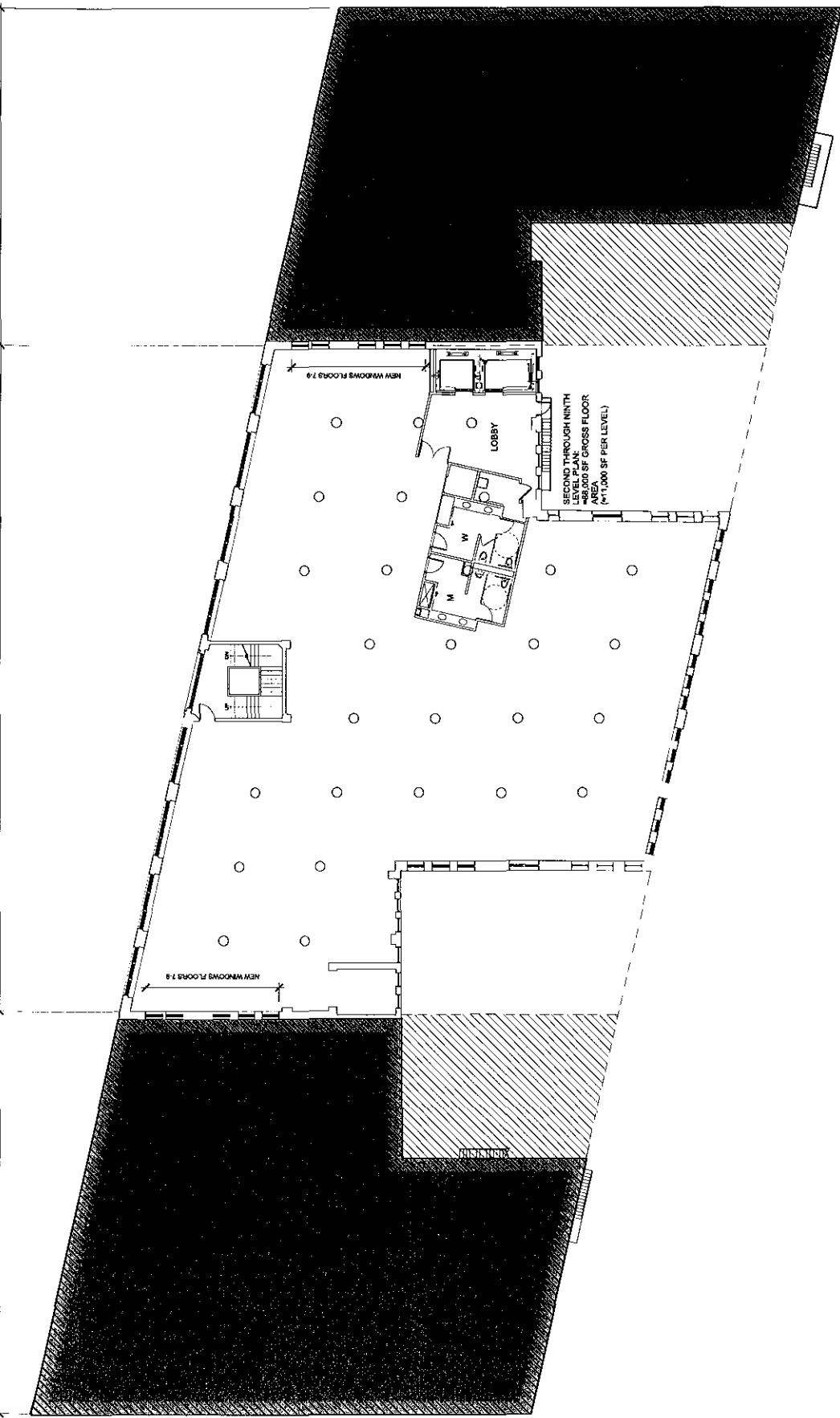
DATE
DRAWN
CHECKED
APPROVED

DATE
DRAWN
CHECKED
APPROVED

63 MELCHER STREET (PHASE I)

51 MELCHER STREET (PHASE II)

49 MELCHER STREET (PHASE III)



SECOND THROUGH NINTH
LEVEL PLAN:
48,000 SF GROSS FLOOR
AREA
(41,000 SF PER LEVEL)

LOBBY

NEW WINDOWS FLOORS 7.9

NEW WINDOWS FLOORS 7.8



dhb
 ARCHITECT
 300 N. BROAD
 SUITE 1000
 DENVER, CO 80202
 TEL: 303.533.1000
 WWW.DHBARCHITECT.COM

PROJECT NAME
 Melcher Street
 49, 51, 53

CLIENT
 W2005 BWH II
 REALTY, L.L.C.
 c/o ARCHON
 GROUP, L.P.
 800 Broadway, Suite
 2000
 Denver, CO 80202

PROJECT TEAM
 ARCHITECT: DHB
 OWNER: ARCHON GROUP, L.P.

Phase II
 51 Melcher Street

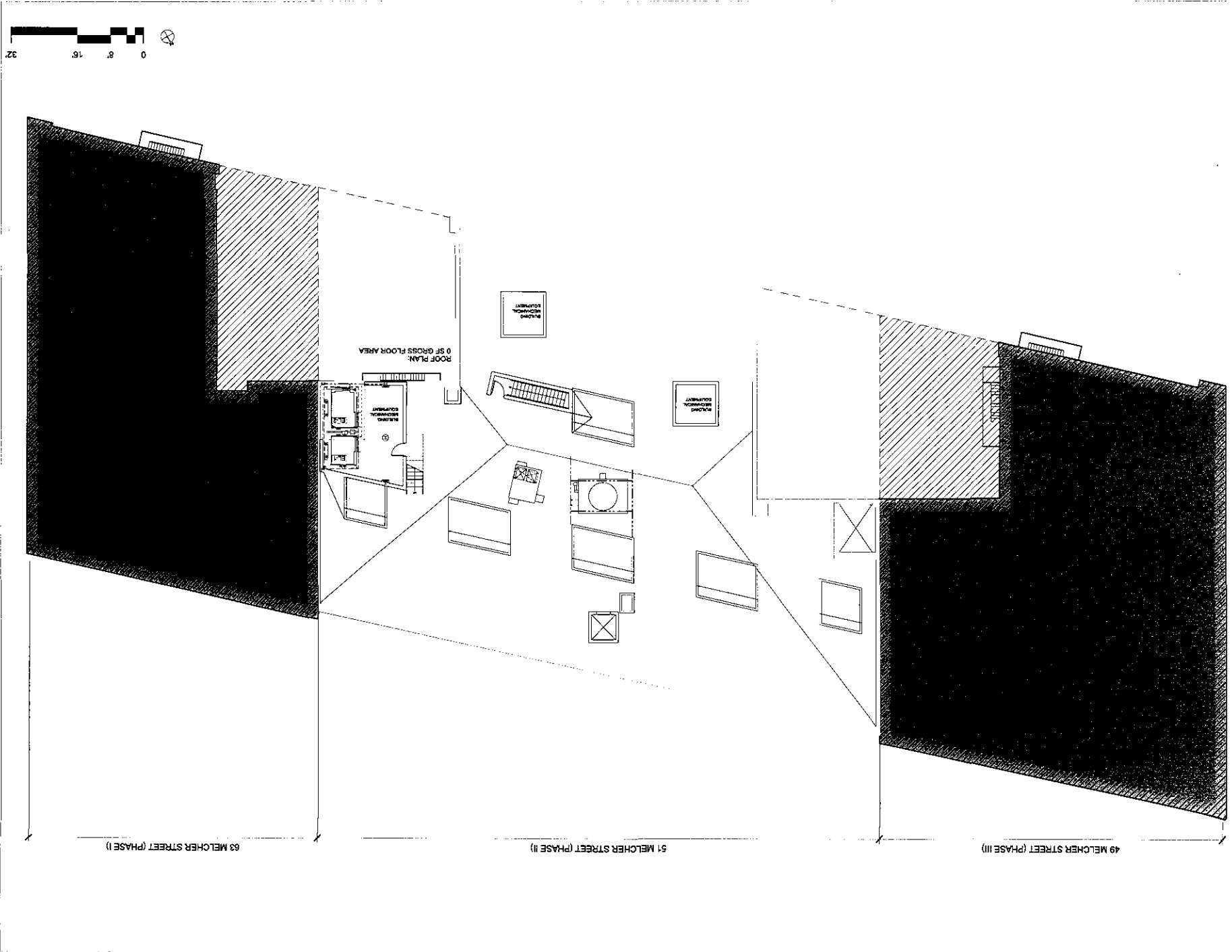
REVISIONS
 NO. DATE DESCRIPTION
 1 10/15/13

DATE
 10/15/13

SCALE
 1/8" = 1'-0"

ROOF PLAN

GENERAL NOTES
 1. REFER TO ALL OTHER PHASES FOR COMPLETE INFORMATION.
 2. ALL DIMENSIONS ARE TO FACE UNLESS NOTED OTHERWISE.
 3. ALL MATERIALS AND FINISHES TO BE AS SHOWN ON THE DRAWINGS.
 4. ALL WORK TO BE IN ACCORDANCE WITH THE CITY OF DENVER BUILDING DEPARTMENT REQUIREMENTS.



Melcher Street Elevation

51





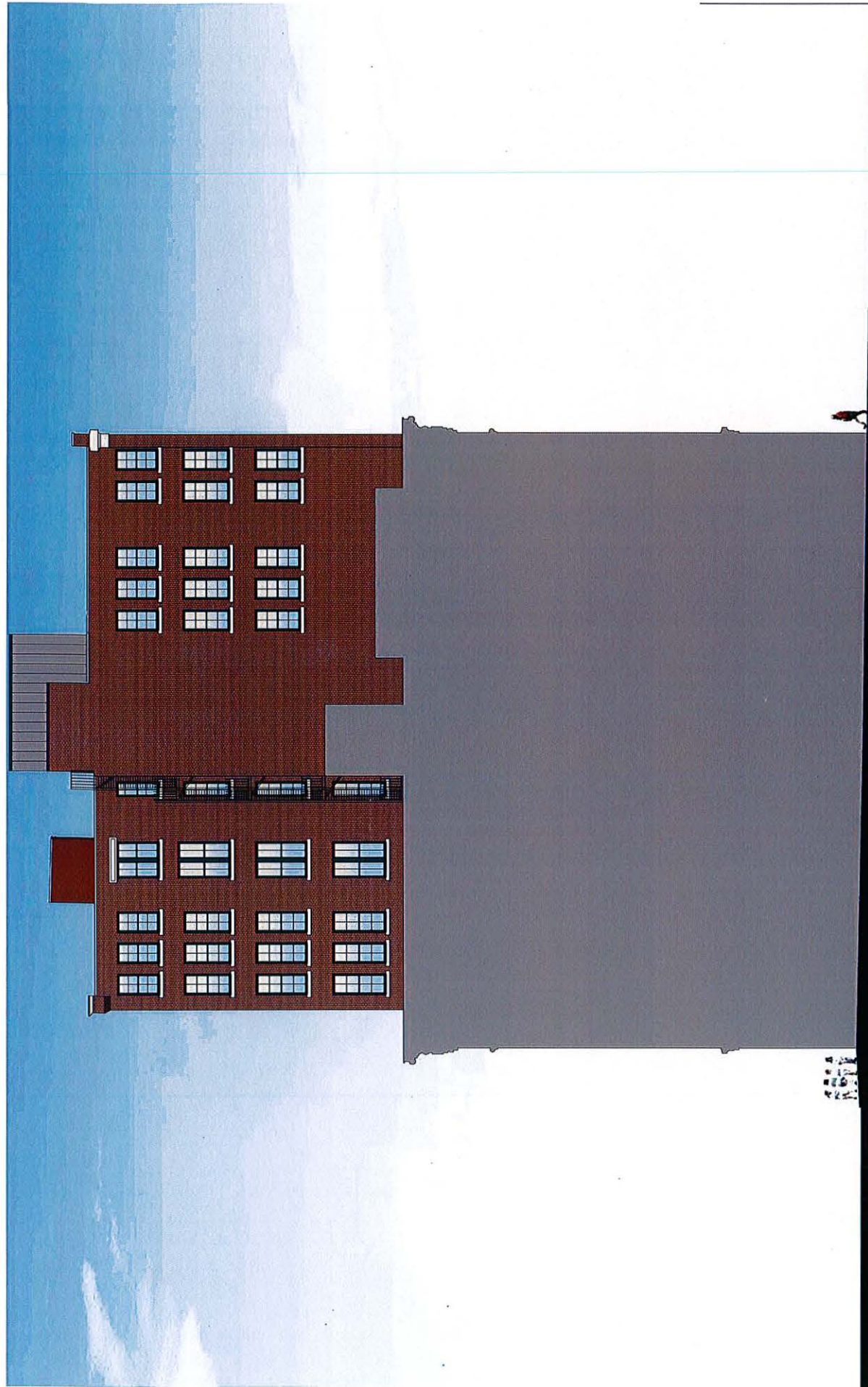
49 MELCHER

51 MELCHER

63 MELCHER

Necco Court Elevation

P:\13047_49_Melcher\PhaseI,II & IIIA\Amended Drawings_022312\022412 changes



Necco Street Elevation

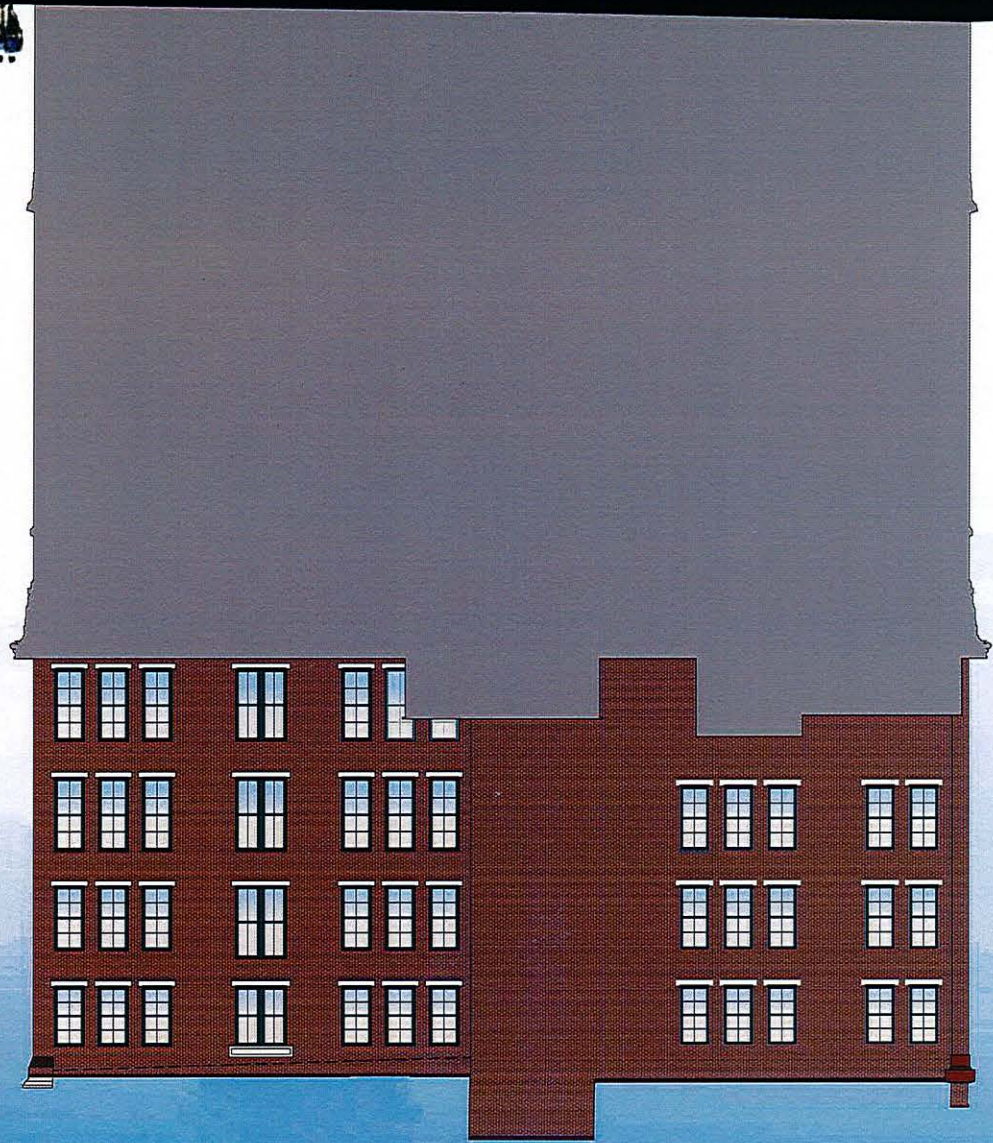
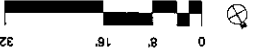


EXHIBIT D-3

PHASE III (49 MELCHER STREET) DRAWINGS

[inserted behind]



ARCHITECT
dhg
 200 A Street
 Suite 100
 St. Louis, MO 63102
 Tel: 314-241-4000
 Fax: 314-241-4001
 www.dhg.com

PROJECT NAME
Melcher Street
 49, 51, 53
 Melcher Street
 St. Louis, MO

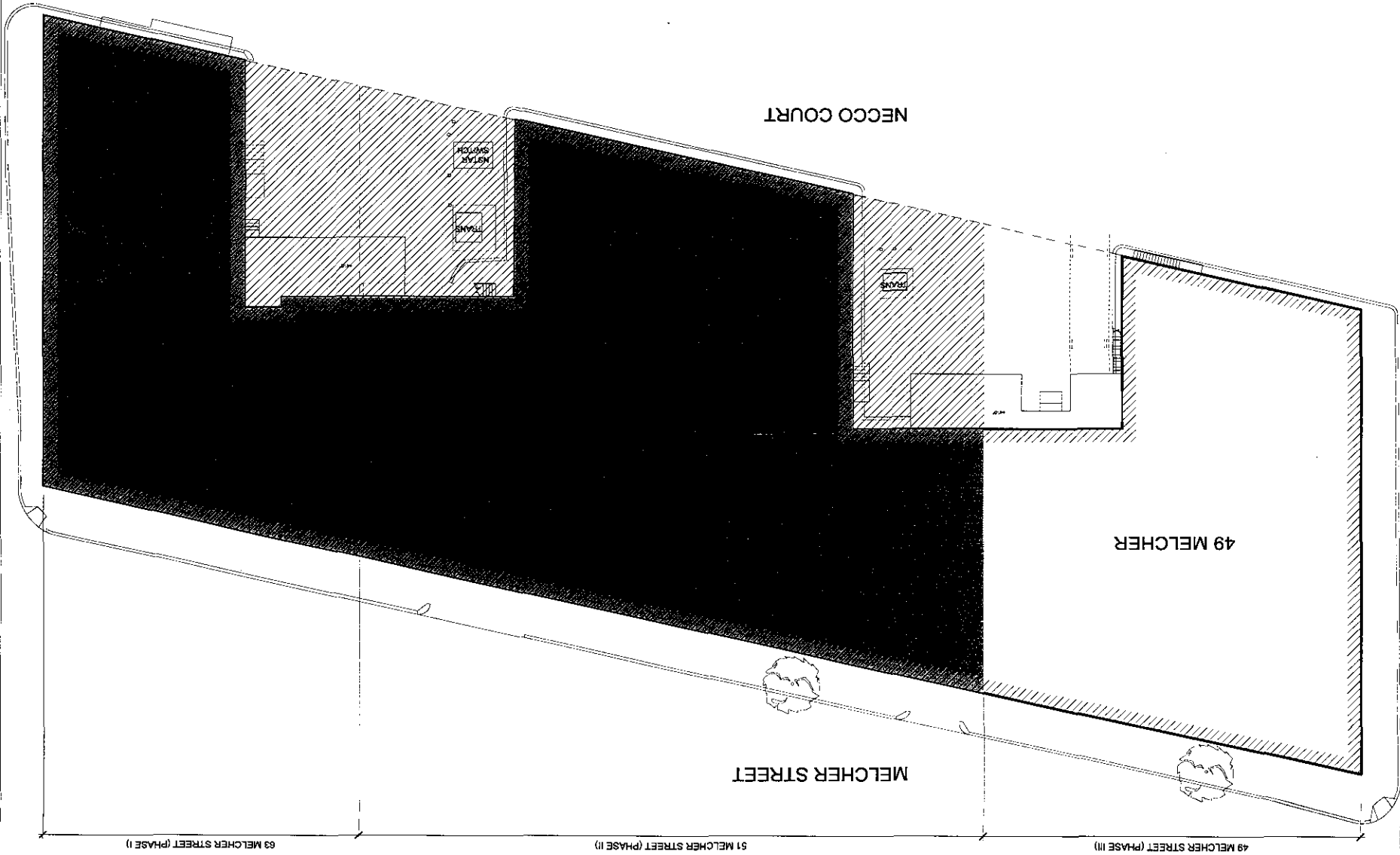
CLIENT
W2005 BWH II
REALTY, L.L.C.
c/o ARCHON
GROUP, L.P.
 600 Eastern Avenue
 Suite 400
 St. Louis, MO 63102

PROJECT TEAM
 ARCHITECT
dhg

DRAWING TITLE
**EXISTING/
 PROPOSED SITE
 PLAN**

DRAWING INFORMATION
 DATE: 05/11/11
 DRAWN BY: [Redacted]
 CHECKED BY: [Redacted]
 APPROVED BY: [Redacted]

49 Melcher Street
Phase III



Phase III
 49 Melcher Street

DATE	DESCRIPTION

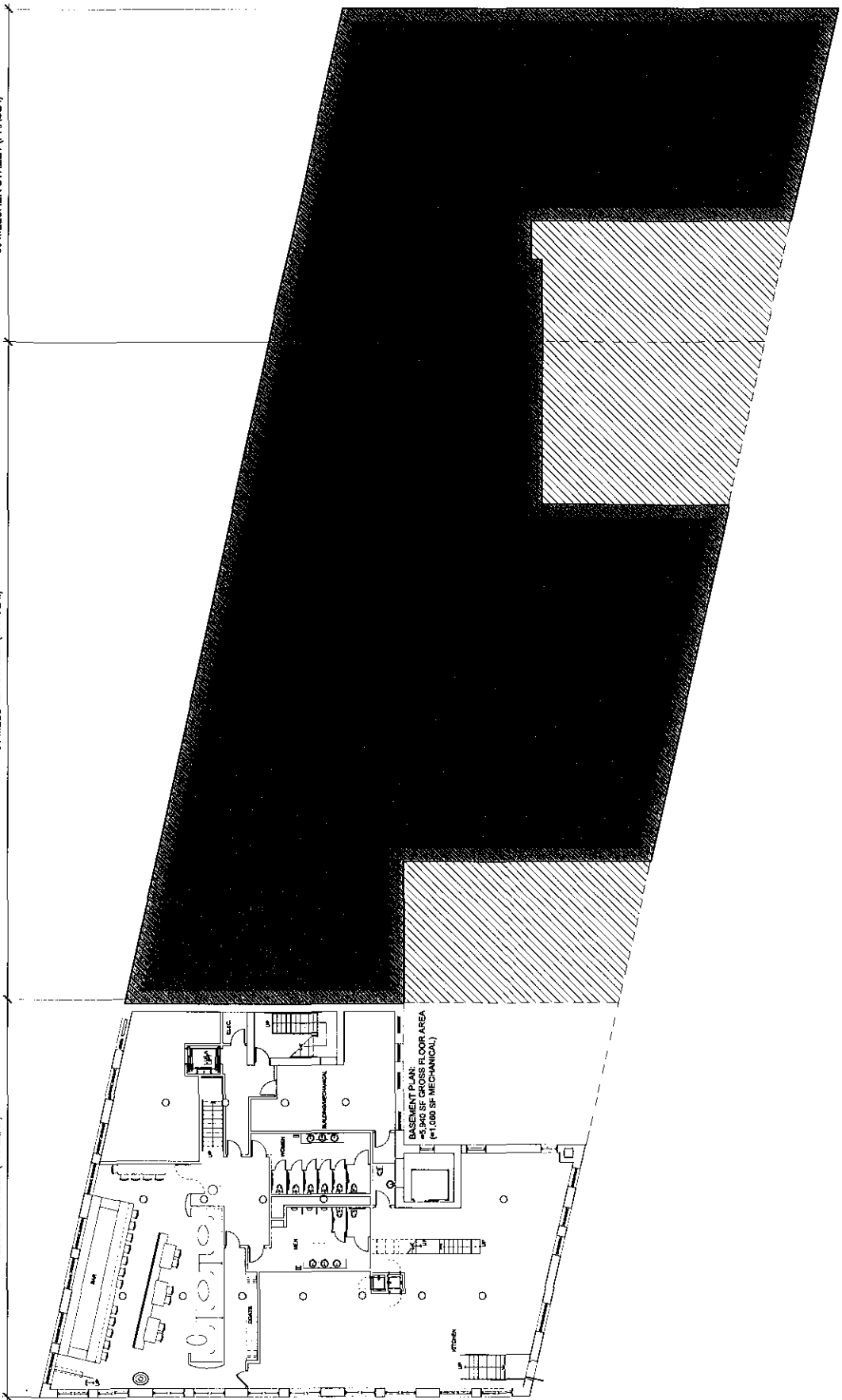
DATE: 07/18/2013
BASEMENT PLAN

DATE: 07/18/2013	PROJECT NO.:

63 MELCHER STREET (PHASE I)

51 MELCHER STREET (PHASE II)

49 MELCHER STREET (PHASE III)



hwa
ARCHITECT
49 Melcher Street
New York, NY 10013
Tel: 212-260-2000
Fax: 212-260-2001
www.hwa.com

PROJECT NAME
49, 51, 63
Melcher Street
New York, NY 10013

CLIENT
W2005 BWH II
REALTY, L.L.C.
c/o ARCHON
GROUP, L.P.
49 Melcher Street
New York, NY 10013

PROJECT TYPE

Phase III 49 Melcher Street

DATE
11/11/11

PROJECT TITLE
FIRST LEVEL
PLAN

SCALE
1/8" = 1'-0"

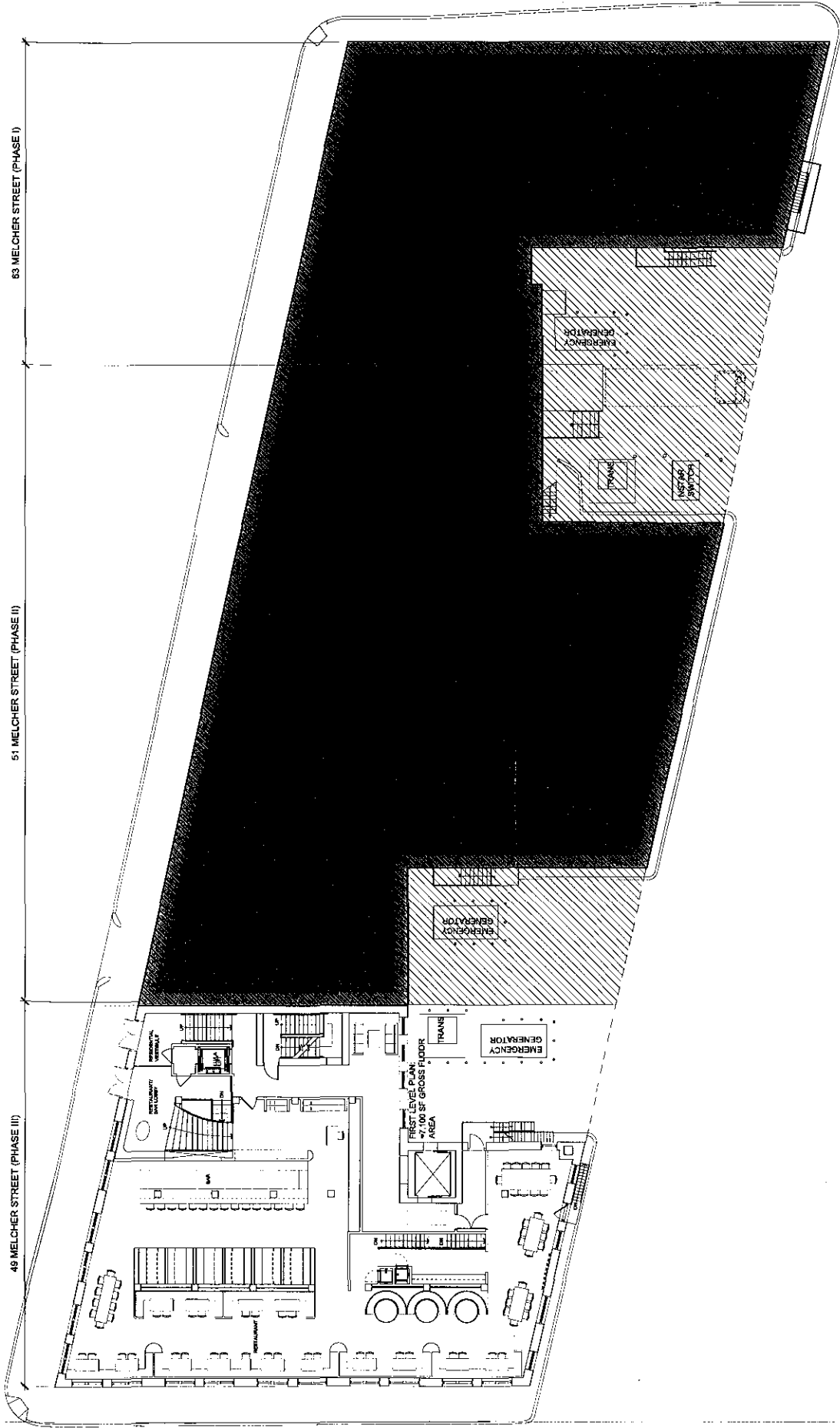
DESIGNED BY
ARCHITECT

DATE
11/11/11

83 MELCHER STREET (PHASE I)

51 MELCHER STREET (PHASE II)

49 MELCHER STREET (PHASE III)



thia
 ARCHITECT
 200 N. Wacker Drive, Suite 1000
 Chicago, IL 60606
 Tel: 312.567.1100
 Fax: 312.567.1101
 www.thia.com

PROJECT NAME
**49, 51, 63
 Melcher Street**
 CHICAGO, IL

CLIENT
**W2005 BWH II
 REALTY, L.L.C.
 c/o ARCHON
 GROUP, L.P.**
 400 Madison Street
 Suite 1000
 Chicago, IL 60601

PROJECT TEAM
 ARCHITECT: thia
 ENGINEER: [blank]
 CONTRACTOR: [blank]

Phase III

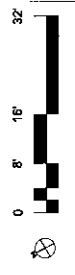
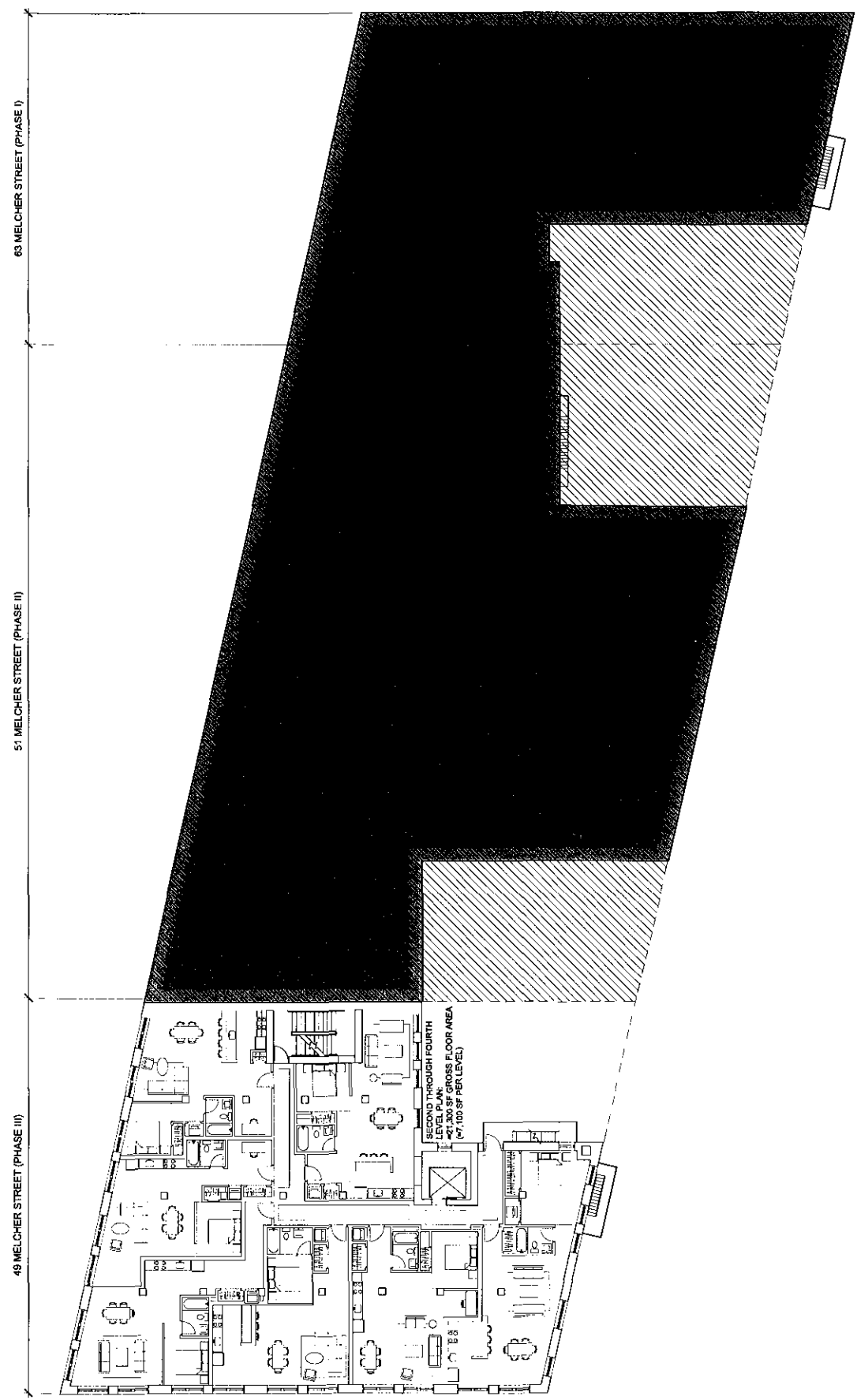
49 Melcher Street

DATE	DESCRIPTION

DRAWING TITLE
**SECOND
 THROUGH
 FOURTH LEVEL
 PLAN**

APPROVED BY: [blank]
 DATE: [blank]
 DRAWN BY: [blank]
 CHECKED BY: [blank]
 PROJECT: [blank]
 SHEET: [blank] OF [blank]

Copyright © 2011



ARCHITECT
bhna
 10000 Woodloch Forest Dr.
 Suite 100
 Woodloch Forest, VA 22093
 (703) 261-2200
 www.bhna.com

PROJECT NAME
 49, 51, 63
 Melcher Street
 49, 51, 63 Melcher Street
 Arlington, VA

CLIENT
 W2005 BWH II
 REALTY, L.L.C.
 c/o ARCHON
 GROUP, L.P.
 4000 Springdale Drive
 Suite 100
 Arlington, VA 22204

PROJECT TYPE

Phase III

49 Melcher Street

DATE	DESCRIPTION

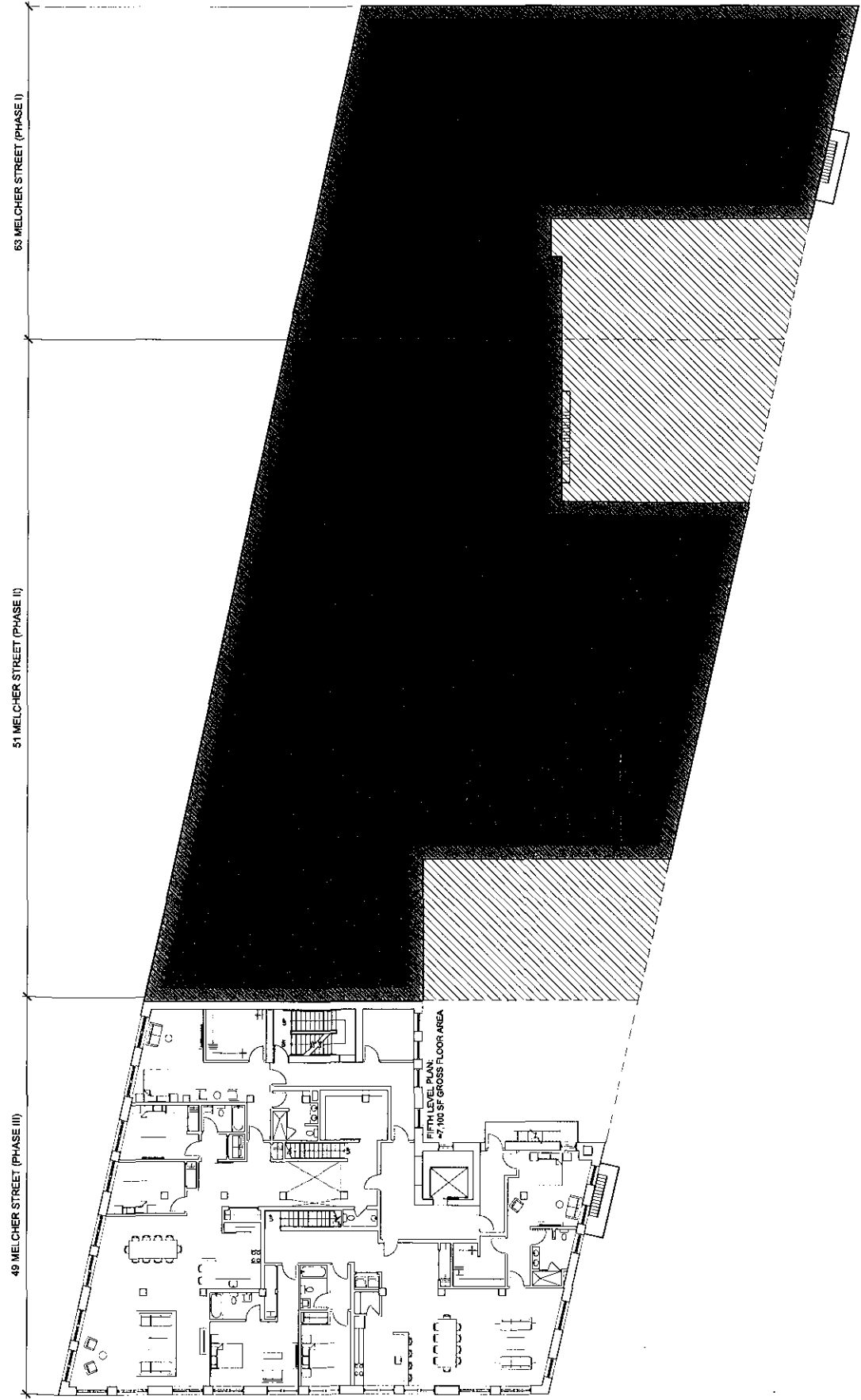
DATE
 05/15/2017
FIFTH LEVEL PLAN

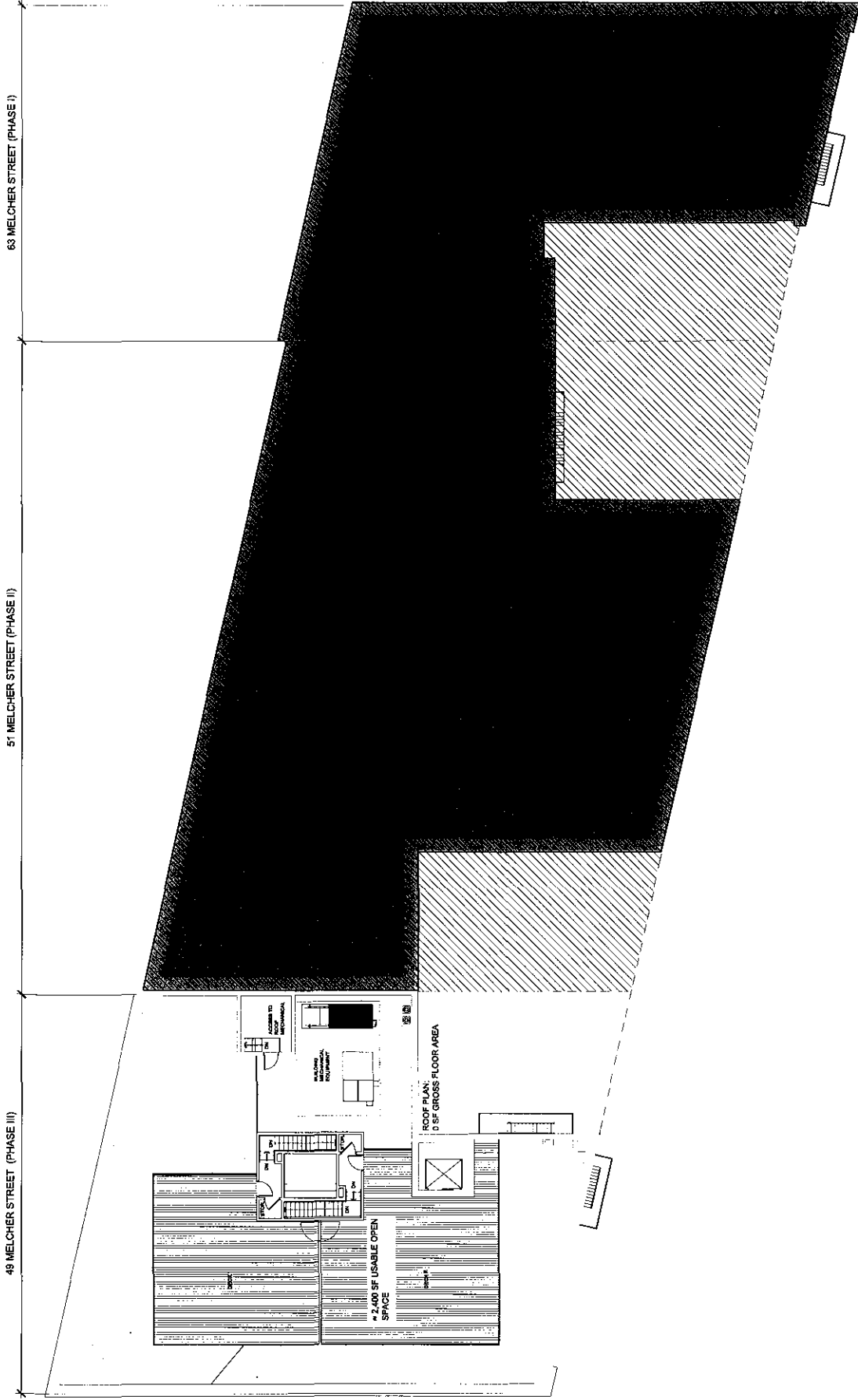
SCALE
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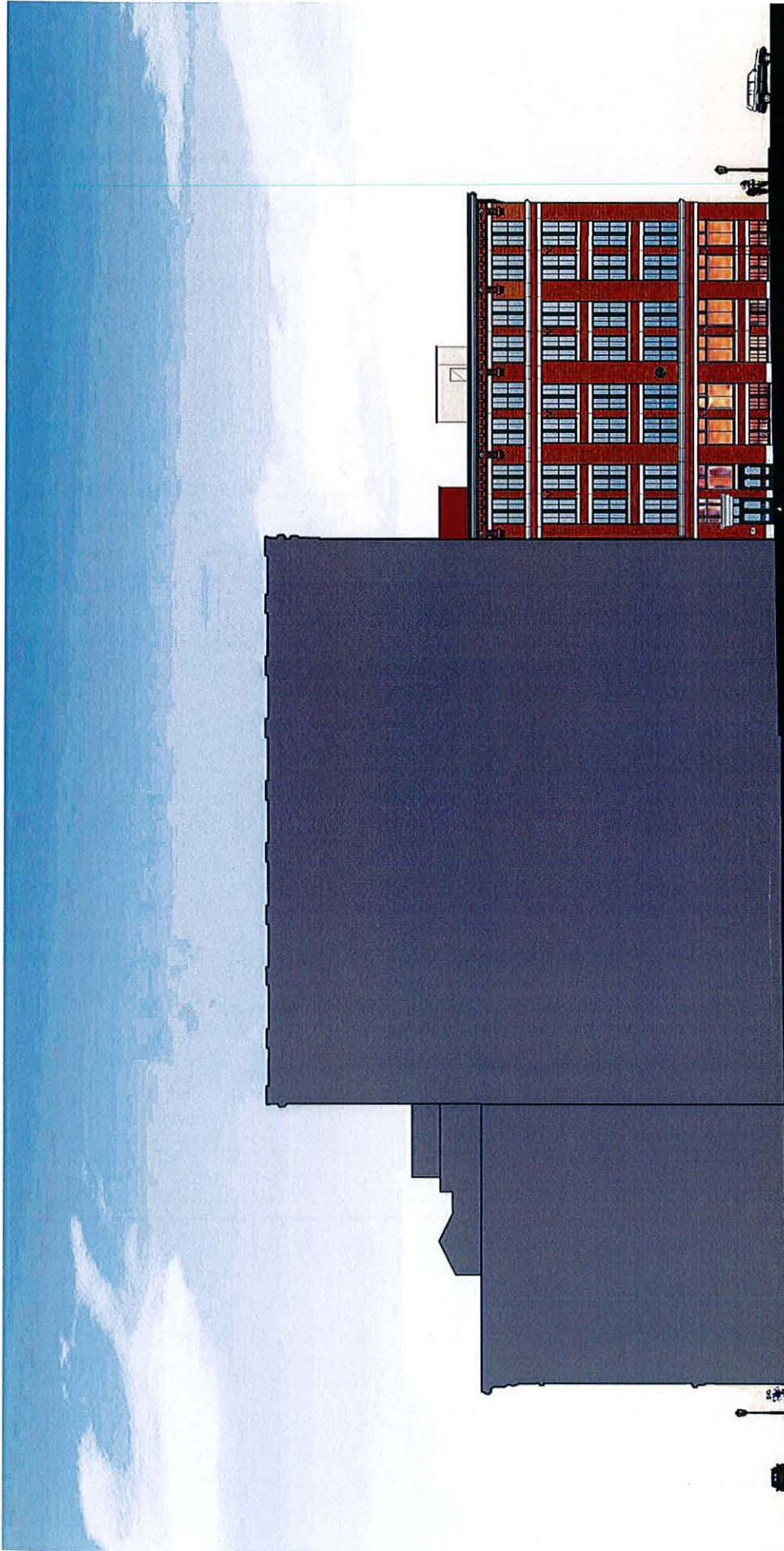
PROJECT NO.
 17-000000000

DATE
 05/15/2017
PROJECT NAME
 49, 51, 63
 Melcher Street
 49, 51, 63 Melcher Street
 Arlington, VA

PROJECT TYPE







New Proposed Entrance

63 MELCHER

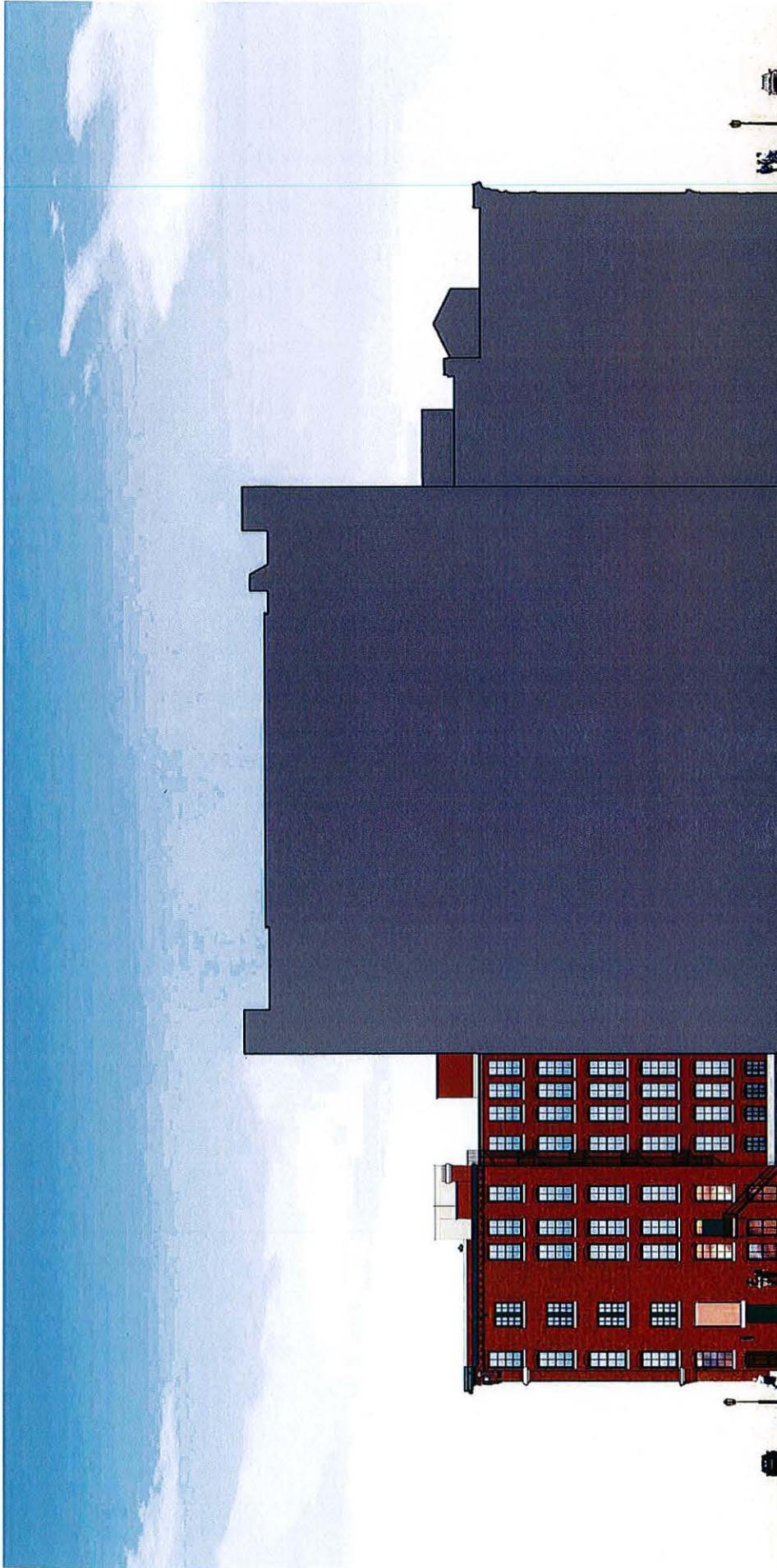
51 MELCHER

49 MELCHER

Melcher Street Elevation



Necco Street Elevation



Necco Court Elevation

Second Amended and Restated Development
Plan for 49/51/63 Melcher Street within
Planned Development Area No. 69, South
Boston/The 100 Acres

Boston Redevelopment Authority on behalf of
W2005 BWH II Realty LLC

TO THE ZONING COMMISSION OF THE CITY OF BOSTON:

The Boston Redevelopment Authority, acting under Section 3-1A of the Boston Zoning Code, hereby petitions the Zoning Commission of the City of Boston for its approval of the Second Amended and Restated Development Plan for 59/51/63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres, dated February 16, 2012, and approved by the Boston Redevelopment Authority on February 16, 2012.

Said Second Amended and Restated Development Plan amends "First Amended and Restated Development Plan for 49, 51, and 63 Melcher Street with Planned Development Area No. 69, South Boston/The 100 Acres," approved by the Authority on April 14, 2011, and approved by the Zoning Commission on May 4, 2011, effective, May 6, 2011. 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: _____
Peter Meade, Director

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

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

Date: _____
as authorized by the BRA Board on February
16, 2012.

Second Amended and Restated Development
Plan for 49/51/63 Melcher Street within
Planned Development Area No. 69, South
Boston/The 100 Acres

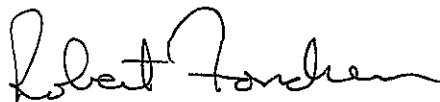
Boston Redevelopment Authority on behalf of
W2005 BWH II Realty LLC

SECOND AMENDED AND RESTATED DEVELOPMENT PLAN
FOR
49, 51 and 63 MELCHER STREET
WITHIN
PLANNED DEVELOPMENT AREA NO. 69
SOUTH BOSTON/THE 100 ACRES

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 Second Amended and Restated Development Plan for 49, 51, and 63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres, dated February 16, 2012, and approved by the Boston Redevelopment Authority on February 16, 2012.

Said Second Amended and Restated Development Plan amends "First Amended and Restated Development Plan for 49, 51, and 63 Melcher Street with Planned Development Area No. 69, South Boston/The 100 Acres," approved by the Authority on April 14, 2011, and approved by the Zoning Commission on May 4, 2011, effective, May 6, 2011. 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.

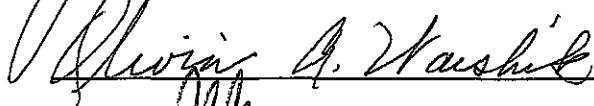
Second Amended and Restated Development Plan for 49, 51 and 63 Melcher Street within
Planned Development Area No. 69, South Boston/The 100 Acres



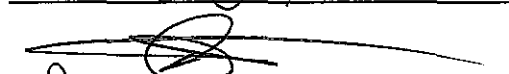
Chairman



Vice Chairman

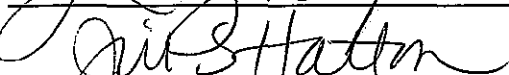








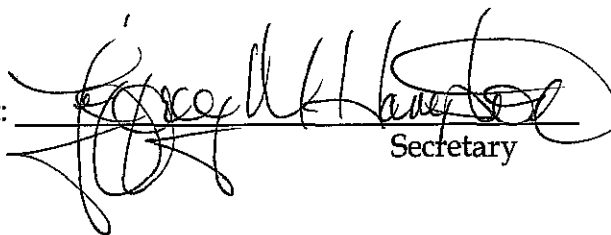




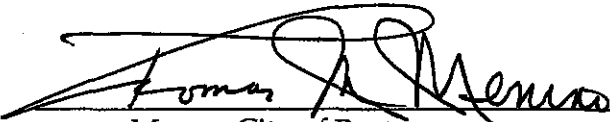
In Zoning Commission

Adopted: March 14, 2012

Attest:


Secretary

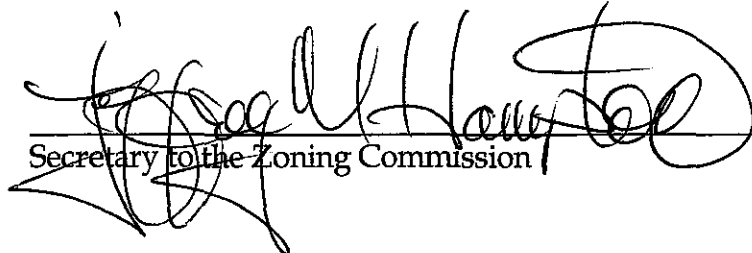
Second Amended and Restated Development Plan for 49, 51, and 63 Melcher Street
within Planned Development Area No. 69, South Boston/The 100 Acres



Mayor, City of Boston

Date: 3/27/12

The foregoing Second Amended and Restated Development Plan, was presented to the Mayor on MARCH 14, 2012, and was signed by him on MARCH 14, 2012, whereupon it became effective on MARCH 14, 2012, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest: 

Secretary to the Zoning Commission

FEBRUARY 16, 2012

TO: BOSTON REDEVELOPMENT AUTHORITY AND
PETER MEADE, DIRECTOR

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

SUBJECT: PUBLIC HEARING REGARDING THE 49/51/63 MELCHER STREET
PROJECT, LOCATED IN THE FORT POINT CHANNEL
NEIGHBORHOOD OF THE SOUTH BOSTON INNOVATION DISTRICT,
TO CONSIDER AMENDMENT(S) TO THE DEVELOPMENT IMPACT
PROJECT AGREEMENT AND TO CONSIDER THE SECOND
AMENDED AND RESTATED PLANNED DEVELOPMENT AREA
DEVELOPMENT PLAN FOR THE 49/51/63 MELCHER STREET
PROJECT WITHIN PLANNED DEVELOPMENT AREA NO. 69, SOUTH
BOSTON/THE 100 ACRES

SUMMARY: This Memorandum requests, as a part of the scheduled Public Hearing regarding the 49/51/63 Melcher Street Project, located at 49, 51-61, and 63 Melcher Street, which is within the boundaries of the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres, that the Boston Redevelopment Authority ("BRA" or "Authority"): (i) approve the Second Amended and Restated Development Plan for 49/51/63 Melcher Street Project (the "Second Amended and Restated Development Plan") within Planned Development Area No. 69, South Boston/The 100 Acres, pursuant to Section 80C of the Boston Zoning Code (the "Code"), substantially in the form presented to the BRA Board on February 16, 2012; (ii) authorize the Director of the Authority to petition the Boston Zoning Commission for the approval of the Second Amended and Restated Development Plan, in substantial accord with version presented to the BRA Board on February 16, 2012; (iii) authorize the Director of the Authority to issue a Determination waiving the requirement of further review pursuant to Section 80A-6.2 of the Code in connection with the 49/51/63 Melcher Street Project; (iv) authorize the Director of the Authority to issue one or more Certifications of Consistency under Section 80C-8 of the Code upon successful completion of the Planned Development Area Review process; (v) authorize the Director of the Authority to issue one or more Certifications of Compliance under Section

80B-6 upon successful completion of the Article 80 review process; (vi) authorize the Director of the Authority to execute and deliver amendments to the Development Impact Project Agreement; and (vii) authorize the Director of the Authority to execute and deliver one or more Cooperation Agreements, Boston Residents Construction Employment Plans, Affordable Rental Housing Agreement(s) and Restriction(s), First Source Agreements, Memoranda of Understanding, or amendments thereto, and any and all other documents, as may be necessary and appropriate.

BACKGROUND

On February 11, 2008, both a Planned Development Area Development Plan ("Original Development Plan") and a Project Notification Form ("PNF") were filed by W2005 BWH II Realty LLC (the "Proponent"), an entity controlled by the Archon Group, L.P., with the Boston Redevelopment Authority (the "Authority") for a project to be located at 49, 51-61, and 63 Melcher Street, which includes 29,219 square feet of land (the "Project Site" or "49/51/63 Melcher Street") improved with three existing, contiguous buildings (the "Existing Buildings"). The Project Site is located within the South Boston Waterfront Interim Planning Overlay District and the boundaries of the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres (the "PDA Master Plan").

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.

Specifically, the Project Site is identified as Parcel A₄ in the PDA Master Plan and is bounded 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.

On December 4, 2008, the Authority approved Original Development Plan for 49/51/63 Melcher Street. This was to include the substantial rehabilitation of the Existing Buildings into one, combined office building, and it included approximately 37,000 square feet of infill development and an approximately 11,500 square foot, one-story rooftop addition to 51 Melcher Street, as well as repairs to the facades, new windows and a new roof. After completion of the addition and infill, the development was to include approximately 221,500 square feet, 33,000 square feet, of which would be retail space on the ground-floor and the remaining 188,500 would be office space (the "Original Project"). Parking for the Original Project was to be available at the neighboring Necco Street Garage, which is owned by an affiliate of the Proponent. The Original Development Plan was subsequently approved by the Boston Zoning Commission on February 4, 2009, and became effective on February 5, 2009. Because of the economic downturn and its affect on the office market, construction of the Original Project never commenced.

On January 3, 2011, the Proponent filed with the Authority a Notice of Project Change (the "First NPC") and a First Amended and Restated Planned Development Area Development Plan for the 49/51/63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres (the "First Amended and Restated Development Plan"). The First Amended and Restated Development Plan sought approval of a phased approach to the development of the Original Project, which would substitute up to 34,700 square feet of residential use for office use for Phase I located at 63 Melcher Street. Phase 2 would comprise the buildings located at 49 and 51 Melcher Street, which would be developed as a single commercial building including up to 166,370 square feet of office use, and up to 18,880 square feet of basement- and first level-retail and services use. Phase II would include the construction of a 12,210 square foot rooftop addition and two five-story infill additions along Necco Court with a combined total of up to 32,240 square feet (the "First Revised Project"). The Authority approved the First Revised Project and the First Amended and Restated Development Plan on April 14, 2011. The Boston Zoning Commission then approved the First Amended and Restated Development Plan on May 5, 2011; it became effective on May 6, 2011.

PROPOSED CHANGES

In September and October 2011, the Proponent sold 51-61 Melcher Street to Melcher Street Holdings LLC, an entity controlled by Synergy Development LLC ("Synergy"),

and 63 Melcher Street to 63 Melcher, LLC, an entity controlled by Gerding Edlen Fund Management, LLC ("Gerding Edlen"). At that time, Gerding Edlen also purchased the Proponent's nearby property at 319 A Street Rear. On December 9, 2011, with the consent of both Synergy and Gerding Edlen, the Proponent filed a Second Notice of Project Change (the "Second NPC") and a Second Amended and Restated Planned Development Area Development Plan for 49/51/63 Melcher Street Project within Planned Development Area No. 69, South Boston/The 100 Acres (the "Second Amended and Restated Development Plan").

Under the Second Amended and Restated Development Plan, the Proponent now proposes to further divide Phase II of the First Revised Project into two separate projects, one located at 51 Melcher Street (Phase II) and another at 49 Melcher Street (Phase III), and to eliminate the previously-approved rooftop addition and two infill additions (the "Second Revised Project" or the "Proposed Project"). Phase I is to remain unchanged except for using less basement space as gross floor area, and remains affiliated with the nearby 319 A Street Rear Project, which was approved by the Authority on November 17, 2011, under the First Amended and Restated Development Plan for 319 A Street Rear within Planned Development Area No. 69, The 100 Acres, which was approved by the Boston Zoning Commission on December 14, 2011, and took effect on December 15, 2011. Gerding Edlen is the proponent of the 319 A Street Rear Project.

Each phase of the Proposed Project involves one of the three Existing Buildings, which will be kept separate and without constructing any additional gross floor area, as follows:

Phase I (63 Melcher Street) – Innovation Housing: Phase I is identical to the first phase of the First Revised Project, except that slightly less of the basement will be used as gross floor area. Just as before, the historic building located at 63 Melcher Street will be rehabilitated and converted to residential use, in conjunction with the development of the nearby project at 319 A Street Rear, which is now also owned by Gerding Edlen. As a result of the Proposed Project, the building at 63 Melcher Street will include up to 32,560 square feet of residential gross floor area, as follows:

- On the first level, five (5) affordable, artist live/work units, which will partially satisfy the affordable housing required for the 319 A Street Rear project;
- On the second through fourth levels, approximately 27 dwelling units specifically designed to serve Innovation District workers, including four (4) affordable dwelling units specifically designed to serve Innovation District workers, and satisfying the affordable housing required for Phase I of the Proposed Project;
- On the fifth level, approximately six (6) loft-style apartments;

- Conversion of up to 3,835 square feet of basement floor area into an amenity level for the use of the building residents, potentially including work, media, kitchen, laundry, and/or gallery spaces; and
- A rooftop garden for the use of building residents, including a greenhouse structure, excluded from height and floor area measurements under the Code.

Phase II (51 Melcher Street) – Office Use: In Phase II of the Proposed Project, the historic building located at 51 Melcher Street will be rehabilitated for continued office use. No changes to 51 Melcher Street's existing floor area of 99,000 square feet will be made.

Phase III (49 Melcher Street) – Housing Above Commercial Use: In Phase III, the historic building located at 49 Melcher Street will be rehabilitated and converted to residential use, with basement and first-level entertainment, restaurant or recreation/retail/service use. Upon completion, 49 Melcher will include up to 41,440 square feet of gross floor area, as follows:

- On the basement and first levels, approximately 11,510 square feet of entertainment, restaurant or recreation/retail/service use;
- On the second through fifth levels, between 14 and 23 dwelling units within which residents may conduct accessory occupations or professions, including at least two (2) affordable on-site dwelling units. Depending on the final number of dwelling units at 49 Melcher Street, the Proponent may owe an additional affordable housing contribution which it may choose to satisfy by: (1) providing an additional on-site affordable housing unit (for a total of three (3) affordable on-site units; or (2) making an additional \$200,000 cash contribution to the Inclusionary Development Policy Fund (for a total of two (2) affordable on-site units and a \$200,000 cash contribution) to satisfy the affordable housing requirements of the Inclusionary Development Policy, as amended through September 27, 2007, effective October 3, 2007, for Phase III;
- Rooftop decks of approximately 2,400 square feet, altogether, for the use of building residents, including an accessory rooftop penthouse excluded from height and floor area measurements under the Code; and
- To help promote the City's Innovation District, donation of approximately 1,500 square feet of space at 319 A Street Front, a building owned by the Proponent, for lease at a reduced rent by innovation economy businesses.

At 49 Melcher Street, two (2) affordable dwelling units will be located on site (the "49 Melcher On-Site Affordable Units"), ranging in size from approximately 900 to 1,000 square feet. If more than two affordable dwelling units are required at 49 Melcher Street, then, in compliance with the IDP, the Proponent shall either provide an additional affordable unit on-site or contribute \$200,000 to the IDP Fund. The 63 Melcher Street Affordable Units and the 49 Melcher On-Site Affordable Units are collectively called the "Affordable Units."

The IDP requires that the rental Affordable Units be made affordable to households earning less than or equal to seventy percent (70%) of the Area Median Income (the "AMI") as determined by the United States Department of Housing and Urban Development ("HUD"). To ensure the marketability of the Affordable Units, at no time will the rent of the Affordable Units exceed the rent of the comparable market-rate units.

The size, location, square footage, finishes and attributes of the Affordable Units will be approved by Authority staff. The Proponent will enter into one or more Affordable Rental Housing Agreement(s) and Restriction(s) with the Authority for the Affordable Units. The Proponent has agreed to submit one or more Affirmative Marketing Plan(s) to the Boston Fair Housing Commission and the Authority for the Affordable Units, which shall be approved prior to the execution of the Affordable Rental Housing Agreement(s) and Restriction(s).

Preference for the 63 Melcher On-Site Affordable Units will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Boston resident.

Preference for the 319 A Street Rear Off-Site Affordable Units will be given to applicants who meet the following criteria, weighted in the order below:

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

Preference for the 49 Melcher On-Site Affordable Units will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Boston resident.

The Affordable Units will not be marketed prior to the submission and approval of the Affirmative Marketing Plan(s). The Affordable Rental Housing Agreement(s) and Restriction(s) will be recorded to maintain affordability for a total period of fifty (50)

years (this includes thirty (30) years with an Authority option to extend for an additional period of twenty (20) years). The income household of any subsequent tenant of the Affordable Units during this fifty (50) year period must fall within the applicable income limit for each Affordable Unit.

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 listed on the State and National Registers of Historic Places and are "contributing buildings" in the Fort Point Channel Landmark District;
- Increasing the City's housing stock by creating approximately 52-61 residential units, including approximately twenty-seven (27) innovation housing units, which will help to attract and retain innovation industries and their employees;
- Creating at least eleven (11) on-site affordable units, of which five (5) are affordable artist live/work units that will partially satisfy the IDP requirement for the 319 A Street Rear Project, nearby;
- Promoting sustainable design by complying with Article 37 of the Code;
- Donating approximately 1,500 square feet of space for lease at a reduced rent by innovation economy businesses, nearby at 319 A Street Front, a building owned by the Proponent, to help promote the City's Innovation District;
- 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 \$82,714;
- 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 \$16,501;
- Approximately 150-200 construction jobs;
- Creating approximately 450 permanent office jobs, approximately 100 permanent entertainment, restaurant or recreation/retail/service jobs, and approximately 14 permanent building management jobs overall at the Site;
- Additional annual property taxes for the City of Boston once the Proposed Project is built; 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.

DEVELOPMENT IMPACT PROJECT EXACTIONS

Based upon the plans for the Proposed Project, the Proponent will provide an estimated \$82,714 in housing linkage funds and an estimated \$16,501 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:	110,510	s.f.
Exclusions:	<u>(100,000)</u>	
	10,510	s.f.
	<u>x \$7.87</u>	/s.f.
	\$82,714	

Jobs Linkage:

DIP Uses:	110,510	s.f.
Exclusions:	<u>(100,000)</u>	
	10,510	s.f.
	<u>x \$1.57</u>	/s.f.
	\$16,501	

The Authority and the Proponent will amend the First Amended and Restated Development Impact Project Agreement dated September 20, 2011, to reflect the Proposed Project as described in the Second NPC.

RECOMMENDATION

Authority staff believes that the Second NPC meets the criteria for the issuance of a Determination waiving further review under Article 80A-6.2 of the Code. Based on the foregoing, Authority staff recommends that the Authority: (i) authorize the Director of the Authority to issue a Determination waiving further review pursuant to Section 80A-6.2 of the Code in connection with the Proposed Project which finds that the Second NPC does not significantly increase the impacts of the Proposed Project and no additional review is required; (ii) approve the Second Amended and Restated Development Plan substantially in the form attached to this Memorandum; (iii) authorize the Director of the Authority to petition the Boston Zoning Commission to approve the Second Amended and Restated Development Plan in substantial accord with the version presented to the Authority at its hearing on February 16, 2012; (iv) authorize the Director of the Authority to issue one or more Certifications of Consistency pursuant to Section 80C-8 of the Zoning Code upon successful completion of the Planned Development Area Review process; (v) authorize the Director of the Authority to issue one or more Certifications of Compliance pursuant to Section 80B-6 of the Code upon successful completion of the Article 80B Large Project review process; (vi) authorize the Director of the Authority to execute and deliver amendments to the Development Impact Project Agreement; and (vii) authorize the Director of the Authority to execute and deliver one or more Cooperation Agreements, Boston Residents Construction Employment Plans, First Source Agreements, Memoranda of

Understandings, Affordable Rental Housing Agreement(s) and Restriction(s), and any and all other documents, as may be necessary and appropriate.

Appropriate votes follow:

VOTED: That the Director be, and hereby is, authorized to issue a Determination waiving further review under Section 80A-6.2 of the Boston Zoning Code (the "Code"), which finds that the Second Notice of Project Change submitted by W2005 BWH II Realty LLC (the "Proponent") does not significantly increase the impacts arising from the 49/51/63 Melcher Street Project (the "Proposed Project") as described in the Second Amended and Restated Development Plan for the 49/51/63 Melcher Street Project (the "Second Amended and Restated Development Plan") within the area of the Planned Development Area No. 69, South Boston/The 100 Acres in comparison to the 49/51/63 Melcher Street Project (the "First Revised Project") as described in the First Amended and Restated Planned Development Area Development Plan for the 49/51/63 Melcher Street Project effective May 6, 2011, and waives further review of such Proposed Project, subject to continuing design review by the Boston Redevelopment Authority ("Authority"); and

FURTHER

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

FURTHER

VOTED: That pursuant to the provisions of Section 3-1A.a and Article 80C of the Code, the Authority hereby approves the Second Amended and Restated Development Plan and authorizes the Director to petition the Boston Zoning Commission for approval of the Second Amended and Restated Development Plan in substantial accord with the form of the Second Amended and Restated Development Plan submitted to the Authority at its public hearing on February 16, 2012, and attached hereto; and

FURTHER

VOTED: That upon approval of the Second Amended and Restated Development Plan by the Boston Zoning Commission, the Director be, and hereby is, authorized to issue one or more Certifications of Consistency for the Proposed Project under Section 80C-8 of the Code; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue one or more Certifications of Compliance pursuant to Section 80B-6 of the Code for each phase of 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 amendments to the Development Impact Project Agreement; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute and deliver all agreements and other documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, one or more Cooperation Agreements, Boston Residents Construction Employment Plans, First Source Agreements, Memoranda of Understanding, Affordable Rental Housing Agreement(s) and Restriction(s), and any and all other documents, as may be necessary and appropriate in connection with the Proposed Project, subject to such terms and conditions as the Director deems to be in the best interest of the Authority, and to take such other actions deemed necessary and appropriate by the Director in connection with the foregoing.