

PDA APPROVAL: 2/10
ZC APPROVAL: 3/9/11
EFFECTIVE: 3/9/11

AMENDED AND RESTATED DEVELOPMENT PLAN

FOR

PLANNED DEVELOPMENT AREA NO. 73

PARCEL 24, CHINATOWN, BOSTON

Dated: February 10, 2011

Original Development Plan for Planned Development Area No. 73. On October 16, 2008, the Boston Redevelopment Authority (“BRA”) approved a Map Amendment application creating Planned Development Area No. 73 (“PDA No. 73”), as well as a Development Plan for Planned Development Area No. 73. Such Map Amendment and Development Plan (together, the “Original PDA Plan”) were approved by the Boston Zoning Commission on November 5, 2008, and became effective on November 6, 2008. The Original PDA Plan is hereby amended and restated in its entirety, and therefore superseded.

Development Plan: Pursuant to Section 3-1A and Article 43-12 of the Zoning Code of the City of Boston, Massachusetts (the “Zoning Code”), this plan constitutes an Amended and Restated Planned Development Area Development Plan (the “Plan”) for the development of a portion of an approximately 73,409 square foot parcel at the corner of Kneeland, Albany and Hudson Streets in the Chinatown neighborhood of Boston, Massachusetts, which comprises Residential Chinatown PDA Area II (“Residential PDA Area II”) as shown on Map 1C/1G/1N of the Boston Zoning Maps (the “Zoning Map”). Residential PDA Area II formerly housed businesses and residences, which were acquired by public agencies by eminent domain to facilitate the creation of the now-demolished Central Artery highway and construction of the Boston extension of the Massachusetts Turnpike. The Project (as described and defined below) will be constructed on a 65,422± square foot parcel of land within Residential PDA Area II, which parcel (the “Project Site”) is more fully described on Exhibit A and depicted on Exhibit B (the “Survey”).

The Massachusetts Department of Transportation (formerly the Massachusetts Turnpike Authority) (“DOT”) has entered into a Development Agreement with Parcel 24, LLC (the “Proponent”), as amended, pursuant to which the Proponent and the DOT have agreed to enter into a ground lease for the Project Site and the Proponent will construct a mixed-use development thereon. The proposed project will include multi-family residential uses, as well as commercial, community, cultural, educational (non-institutional), open space, and accessory parking uses, all as more fully described in this Plan (the “Project”). This Plan sets forth the proposed location, appearance and dimensions of the structures to be constructed on the Project Site, the new open spaces and landscaping to be created, the proposed uses and densities at the Project, the proposed traffic circulation, access to nearby public transportation resources, the anticipated public benefits of the Project, and the Project’s plans for adherence to groundwater conservation and green building standards promulgated by the City of Boston pursuant to the Zoning Code. This Plan also describes the planning history and context of the Project Site.

This Plan consists of 11 pages of text plus the attachments designated as Exhibits A through E. All references herein to “this Plan” refer to such pages and exhibits.

Proponent: The Proponent is a Delaware limited liability company whose members are Hudson Street Revival LLC, an affiliate of Asian Community Development Corporation, a Massachusetts non-profit corporation, and New Boston Eastern LLC, an affiliate of New Boston Fund, Inc., a Delaware corporation. The members of the Project team are identified on Exhibit C attached hereto. On October 31, 2008, the Proponent filed a Disclosure Statement with the BRA, the Boston Zoning Commission, and the Boston City Clerk, as required by Section 80B-8 of the Zoning Code.

Project Site: The Project Site is a currently vacant parcel of approximately 65,422 square feet in size, bounded to the west by Hudson Street, to the north by Kneeland Street, to the east by the Albany Street Extension (which becomes a ramp to the Southeast Expressway and the Massachusetts Turnpike adjacent to the Project Site) and to the south by a point on Hudson Street across from and beyond Tai Tung Street. The Project Site has significant topographical variations running both east-west and north-south. The grade is relatively even on the north side of the Project Site along Kneeland Street and Hudson Street, but the Albany Street elevation increases substantially, reaching its highest point just beyond the intersection of Albany Street and the South Station Connector. The Project Site's grade then decreases along Albany Street as it reaches the southern end of the Project Site. At the midpoint of the Project Site, there is an increase in elevation of approximately twenty-four feet from Hudson Street to Albany Street.

Residential PDA Area II is located within the Chinatown District established under Article 43 of the Zoning Code ("Article 43") and shown on the Zoning Map. Residential PDA Area II is also located within the Groundwater Conservation Overlay District as established by Article 32 of the Zoning Code, as amended, and the Restricted Parking Overlay District, as established by Section 3-1A.c of the Zoning Code. Pursuant to Section 43-12 of the Zoning Code, the Project Site is located in a part of Chinatown within which Planned Development Areas may be permitted. Pursuant to Section 43-13.2 of the Zoning Code, Residential PDA Area II has a maximum floor area ratio ("FAR") of 7.0 and a maximum height of 230 feet, and the Project will be designed to be consistent with the maximum FAR and height permitted in Residential PDA Area II. The Project will have an FAR of 6.06 at the proposed size of approximately 396,750 s.f. However, in order to allow for expected design changes during the design review process and construction variances, this Plan seeks a maximum FAR of 6.5 at the Project Site (or a maximum of 425,243 s.f. of Gross Floor Area).

In the future, one or more of the buildings in the Project may be subdivided into one or more separate parcels which may be under separate ownership, or a condominium ownership structure may be created for all or part of the Project. This Plan seeks approval for any zoning nonconformity created or increased by the separation of ownership of individual Project components, or by the subdivisions, re-subdivisions, or submission to condominium ownership of Project components, provided that the use requirements of this Plan with respect to each Project component are met by the resulting parcel or parcels, the Project Site-wide floor area ratio does not exceed 6.5, and the maximum height at the Project Site is 230 feet.

Planning Context/Objectives: Residential PDA Area II was created out of the dismantling of the Central Artery highway and its replacement with an underground tunnel. But as early as 1990, when Article 43 was promulgated, the area zoning regulations contemplated that Parcel 24 would function as a "bridge" connecting Chinatown and other areas of the city.

The Boston 2000 Plan for the Central Artery corridor called for Residential PDA Area II to be redeveloped for housing as well as complementary uses, including open space. In addition, the November 2002 design guidelines required as part of the Central Artery/Third Harbor Tunnel project called for street wall continuity; active and pedestrian-oriented ground floor uses; large ground floor windows along Kneeland Street; materials, scale and patterns reflecting adjacent historic buildings; and building heights taller towards Kneeland Street and lower on Hudson Street. As shown on the schematic plans, the Project is responsive to all of these imperatives. The Development Guidelines for Parcel 24 called for the restoration of the residential character of the east side of Hudson Street and the extension of residential development as far south as Tai Tung Street; the inclusion of ground floor retail/commercial space, community space and open space; and achieving a high level and depth of affordability for the Chinatown community and the City of Boston. The Project addresses all of these goals.

Project: The Project will involve the construction of an approximately 396,750 square foot mixed-use development containing approximately 345 residential units (including market-rate and affordable rental apartments and affordable condominium units), approximately 5,500 square feet of commercial/retail space and approximately 6,000 square feet of community uses. There will be approximately 125 parking spaces in a four-level garage, of which three levels will be below the Hudson Street grade. The Project will also include approximately 13,600 square feet of open space located in the middle of the Project Site, as well as streetscape improvements. The Project is more particularly shown on the site and traffic circulation plan attached hereto as Exhibit D and on the schematic plans listed in Exhibit E. The Project is currently known as “Parcel 24” or the “Parcel 24 Project.” The schematic plans have been delivered to the BRA under separate cover and may be modified as approved by the BRA during the design review process pursuant to Article 80B of the Zoning Code (Large Project Review).

Project Components: The Project includes the north and south buildings, a central open space, and a garage. As shown on the schematic plans, the Project has been designed to limit the reduction of light and air surrounding, and physical isolation of or intrusion on, nearby historic buildings, and to minimize the shadow impacts on their facades.

(a) North Building: The building north of the central open space is expected to contain approximately 295 residential rental units, commercial space, and community space (the “North Building”). The proposed North Building will have two heights as it progresses along Hudson Street. It will have a height of 20 stories (or approximately 229 feet) at the intersection of Hudson and Kneeland Streets, step down to 10 stories (or approximately 113 feet) moving southerly along Hudson Street, and terminate at the central open space. The North Building is expected to include: (i) a roof deck above the stepped-down portion of the building, and (ii) terraces off certain residential units located in the taller portion of the building. The North Building will contain approximately 339,500 square feet.

(b) South Building: The building south of the proposed central open space is expected to contain approximately 50 affordable condominium units (the “South Building”). The South Building will be 6 stories high (approximately 66 feet in height) throughout. The South Building will contain approximately 57,250 square feet.

(c) Central Open Space: The Project's central open space will be located between the North and South Buildings and contain approximately 13,600 s.f. It will provide pedestrian access between Albany and Hudson Streets. Due to grade differences between those two streets, the space is separated into three distinct sections as it decreases in grade from the open space entrance on Albany Street to Hudson Street. The first section of the central open space, off Albany Street, is expected to include an entry patio and a sloped, planted walkway containing historical and cultural interpretive elements. The second section may include a large wood patio, which will serve as a resource to the adjacent community space to be located in the North Building. The third section will be immediately accessible at grade along Hudson Street, through a defined entrance into the open space, and may contain a lawn and garden with various seating areas. The entire central open space area will be constructed on *terra firma*, which will allow for a broad range in the options for and quality of plantings therein. The design of the central open space area may be changed in response to community and BRA comments. A drawing of the proposed open space design is included in the schematic plans. Prior to Project occupancy, the Proponent will develop an appropriate management plan for this important new open space area.

(d) Garage: A four-level private parking garage serving the Project will be located at the North Building. The garage will accommodate approximately 125 vehicles, with the exact number of parking spaces to be determined after the foundation design has been finalized.

General Description of Proposed Development and Use Allocation: The proposed uses at the Project are generally consistent with the as-of-right uses for the Project Site set forth in Section 43-19 of the Zoning Code: (i) Residential Uses; (ii) community retail uses, general retail uses, office uses, restaurant and take-out restaurant uses, service uses, and trade uses (collectively, "Commercial Uses"); (iii) community, cultural, and educational (non-institutional) uses (collectively, "Community Uses"); (iv) open space uses; and (v) accessory uses typical to primarily residential developments, including but not limited to parking uses. All of these uses are permitted uses in Residential PDA Area II.

Approximately 385,250 square feet, or 97% of the entire Project, will be dedicated to Residential Uses, comprised of rental apartments and condominium units and accessory uses thereto. The Project goal is for up to 50% of the approximately 345 housing units to be affordable units, dependent upon market and financing factors. In no event shall fewer than 40% of the units at the Project be affordable units.

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

<u>Total square footage:</u>	396,750± gsf
Residential Uses	385,250± gsf
Commercial Uses	5,500± gsf
Community Uses	6,000± gsf

As noted in this Plan:

- The Residential Uses will be located in both the North and South Buildings, and will also include office space in the North Building for on-site management and leasing operations;
- Approximately 5,500 square feet of Commercial Uses will be located in ground floor space in the North Building. These spaces may create opportunities for neighborhood economic development and commercial expansion that is compatible with nearby uses, as encouraged by Section 43-16 of the Zoning Code. In addition, these new commercial spaces will strengthen Kneeland Street, one of the City's "Crossroads Initiative" priority streets, and a "Main Street" of Chinatown;
- Approximately 6,000 square feet of Community Uses will be located in the North Building, adjacent to the central open space;
- Approximately 125 parking spaces will be located in the parking garage at the North Building;
- Various open spaces will be created, including the approximately 13,600 square foot central open space located between the North Building and South Building, connecting Albany Street and Hudson Street; and
- Landscaping and sidewalk improvements will be installed along Hudson Street, Kneeland Street, and Albany Street, including new sidewalks along Albany Street that will set the stage for pedestrian connections to the South Station/Gateway development parcels.

Proposed Location and Appearance of Structures: The location and appearance of the North and South Buildings will generally be consistent with the design expressed in the schematic plans, although those designs will evolve in the course of BRA design review. Final plans and specifications for the Project will be submitted to the BRA for the issuance of a Certification of Consistency with this Plan, in accordance with Section 80C-8 of the Zoning Code.

Density and Dimensions of Proposed Improvements: This Plan seeks the approval of the dimensions of each of the Buildings as set forth in the schematic plans. The Project is expected to have an FAR of approximately 6.06, and this Plan seeks approval of a 6.5 maximum FAR Project Site-wide (or a maximum of 425,243 s.f. of Gross Floor Area), to allow for design refinements during the design review process and construction variances. The North Building will be approximately 229 feet in height and the South Building will be approximately 66 feet in height. This Plan seeks approval of maximum heights of 230 feet and 75 feet, respectively at the Project Site, to allow for design refinements during the design review process. The Buildings at the Project Site shall be deemed to be in conformity with this Plan provided that they are constructed in accordance with the maximum FAR and building height for the Project Site approved by this Plan. The issuance of a Certificate of Consistency pursuant to Section 80C-8 of

the Zoning Code shall conclusively establish compliance with the maximum FAR and building height approved by this Plan.

Proposed Traffic Circulation: The Project Site is bounded by Kneeland Street to the north, Albany Street to the east, and Hudson Street to the west. Kneeland Street is an east-west two-way public way, with two travel lanes in each direction (plus a turning lane in each direction at the Kneeland/Albany Streets intersection) and no parking adjacent to the Project Site. Albany Street is a north-south one-way public way directly adjacent to the Project Site, with three travel lanes by which the Massachusetts Turnpike and I-93 South can be accessed. Hudson Street is a north-south one-way public way, with one travel lane and on-street parking on the west side of Hudson Street, opposite from the Project Site.

The Proponent prepared a transportation study as part of its draft project impact report submitted to the BRA as part of the Article 80B Large Project Review process. The project's proposed vehicular and pedestrian circulation patterns are shown on the Site and Traffic Circulation Plan.

Pedestrian access to some of the affordable condominium residences will be provided via direct entrances along Hudson Street. The main access to most of those condominiums will be through a lobby on the west side of the South Building off Hudson Street. An entrance to certain of the rental apartments will be located on the south side of the North Building, off Hudson Street adjacent to the central open space. The lobby to the rest of the rental apartments will be located on Hudson Street, near Kneeland Street. The commercial space will be accessed via pedestrian entrances on Kneeland and Hudson Streets. The community space will be accessed from the North Building entrances off the central open space and Albany Street.

The parking garage will contain one entrance/exit, off of Hudson Street south of the Kneeland Street intersection.

Parking and Loading Facilities: The Project is expected to contain approximately 125 parking spaces in the four-level garage (one level will be at grade). Access to and egress from the garage will be controlled via a key card or other system. All parking is expected to be accessory to the uses at the Project, with the exception that some parking spaces may be made available for neighborhood residents in Chinatown and the Leather District on a space-available basis (subject to any restrictions imposed by any governmental agencies), as determined by the Proponent. The proposed parking design for the Project is shown on the schematic plans, and is subject to change during the design review process.

Loading operations for the Project will occur in designated areas within the garage, as shown on the schematic plans. The primarily residential uses at the Project are not expected to generate significant truck traffic.

Access to Public Transportation and Pedestrian Connections: The Project Site is in an area rich in public transportation services. South Station is approximately one-quarter mile away (about a 5 minute walk), and provides access to MBTA rapid transit (Red Line and Silver Line (Waterfront and Airport), commuter rail, regional buses (bus routes #6, #7, and #11), and Amtrak intercity rail. The MBTA Orange Line and Silver Line are also within one-quarter mile

of the Project Site. In addition, six express bus routes are available from South Station for regional access to the North Shore, South Shore, and areas west of Boston, as well as New Hampshire and Maine. Other low-cost, long-distance bus services to New York, Philadelphia and Washington, D.C. are also available at South Station.

Some of the sidewalks around the Project Site have been reconstructed as part of the Central Artery Project. New pedestrian connections through the Project Site will be created in the new central open space area, and streetscape improvements to be undertaken by the Proponent (trees, new street lighting, new sidewalks on Albany Street) will further enhance the pedestrian experience in the area and support the Project Site's key role in uniting the downtown, Leather District, and Chinatown districts.

Open Space and Landscaping: The Project will include an approximately 13,600 square foot open space area to be located between the North and South Buildings and provide pedestrian connections between Hudson and Albany Streets. The open space area will be directly accessible at grade along Hudson Street. Chinatown is one of Boston's densest neighborhoods, and this open space will be a significant addition to the neighborhood's open space resources. The Proponent sponsored a community design workshop to discuss design concepts for this area and to hear residents express their priorities for the space. Their priorities included shaded sitting areas, a green passive open space, a culturally relevant design, and easy accessibility. The conceptual design, as described herein, responds to these priorities, and the landscape design will continue to evolve during the design review process.

The Project will also include streetscape improvements along Kneeland and Hudson Streets.

Public Benefits: The Project is expected to provide the following benefits:

- The Project will return this important site within the Chinatown neighborhood to "24/7" use with new housing, community space and commercial space;
- The Project will be a smart-growth, mixed-use development that places residential and commercial/retail uses close to centers of employment and public transportation, including the MBTA Red, Green, Orange, and Silver Lines and the bus terminal and Amtrak services at South Station;
- The Project will promote housing opportunities and choice through the creation of approximately 345 units of much-needed housing, including approximately 95 affordable rental units and approximately 50 affordable homeownership opportunities;
- The Project will create approximately 700 annual full-time equivalent (a daily average of approximately 250-350) construction period jobs, as well as an estimated 27 permanent jobs at the Project, for both the commercial/retail component and management of the Project;

- The Project will enhance the City of Boston’s real estate tax base, based upon the anticipated post-occupancy value of the property;
- The Project represents a sensitive and sustainable design that responds to the surrounding context and will restore Hudson Street as a vibrant residential community and two-sided pedestrian street with landscaped sidewalks;
- The Project will provide active ground floor uses, including (i) Commercial Uses along Kneeland Street, one of the twelve “Crossroads Initiatives” targeted by the City of Boston for significant upgrades and activation for pedestrian-friendly uses, and (ii) Community Uses that are located to activate the new central open space;
- The Project will add approximately 13,600 s.f. of new open space that provides access between Hudson and Albany Streets and will also add to the civic space inventory of Chinatown;
- The Project will create an attractive termination to the Rose Fitzgerald Kennedy Greenway and an enhanced entrance to the city from the Albany Street exit of the Massachusetts Turnpike;
- The Project will replace a vacant surplus parcel derived from the demolition of a highway ramp with a well-designed, primarily-residential building at a gateway location within the City;
- The Project will encourage non-vehicular transit by improving pedestrian access between Chinatown and South Station;
- The Project will create connections from Chinatown to other areas of the city, including the South Station area, the Leather District, and the Financial District;
- The Project will support future development along the Albany Street corridor with new landscaped sidewalks;
- Long-term community-based stewardship of the Project will be afforded through the role of Asian Community Development Corporation, a community-based organization serving the needs and interests of Chinatown residents; and
- The Project will have sustainable design features that minimize environmental impacts.

Groundwater: The Project is located within the Groundwater Conservation Overlay District established by Article 32 of the Zoning Code, as amended. Pursuant to Section 6 of Article 32, there are building performance standards designed to promote infiltration of rainwater into the ground and avoid adverse effects on nearby structures as a result of groundwater changes. The Project will comply with the performance standards set forth in Section 32-6 of the Zoning Code, such that the Project will not result in any negative impact on groundwater levels

within the Project Site or adjacent lots. The Proponent shall submit to the BRA and the Boston Water and Sewer Commission (“BWSC”), a certification from a licensed civil engineer that the groundwater recharge system is designed to comply with the performance standards of said Section 32-6 of the Zoning Code. The Proponent shall also obtain a written determination from the BWSC that such standards are met, which determination may occur as part of BWSC’s site plan approval process. The Proponent shall provide a copy of such BWSC determination to the BRA and the Boston Groundwater Trust prior to the issuance of a Certification of Consistency for the Project. Accordingly, the Proponent shall not be required to obtain a conditional use permit from the Board of Appeal for the Project, as it will have demonstrated compliance with Article 32 as set forth above.

Green Building: Article 37 of the Zoning Code was promulgated to promote sustainable development in the City of Boston, and requires certain Proposed Projects to be “LEED Certifiable” (as each such term is defined in Article 37). That is, such projects must be planned, designed, and constructed to achieve the level “certified” using the LEED building rating system promulgated by the U.S. Green Building Council that is “most appropriate for the Proposed Project,” as the term “LEED Certifiable” is defined in Section 37-2 of the Zoning Code. The Proponent is committed to sustainable design for the Project, and the Project will be “LEED Certifiable” as defined in said Section 37-2 of the Zoning Code. Appropriate updated LEED information was filed with the BRA in connection with the Notice of Project Change process under Section 80A-6 of the Zoning Code.

Environmental Standards: Article 43 contains, at Section 17 thereof, certain general design and environmental impact standards for large projects that are to be approved as PDA’s. The Project is responsive to each of these standards (to the extent applicable to the Project), as follows:

1. Open Space. The Project has been designed to include a sizable central open space whose shape and design will enable it to be well-used by city residents for generations to come. Prior to Project occupancy, the Proponent will devise a management plan that ensures effective private management of this new open space.
2. Shadow Criteria. The Project has been designed to ensure that the Project does not cast shadows for more than 2 hours from 10:00 a.m. through 2:30 p.m. on any day from March 21 through September 21, in any calendar year, on Gateway Park, Pagoda Park, or Tai Tung Park.
3. Wind. The Project has been designed to avoid excessive and uncomfortable downdrafts on pedestrians. The acceptable wind standards for the Project shall be as determined through the Article 80B Large Project Review process.
4. Traffic Mitigation Measures. The Proponent has prepared a detailed traffic analysis of the Project, and will enter into a Transportation Access Plan Agreement with the Boston Transportation Department to detail the transportation demand management efforts to be undertaken at the Project.

5. Parking Capacity. This parking maximum standard relates to office development and is therefore not applicable to the Project.
6. Landmarks and Historic Buildings. The Project has been designed to limit the reduction of light and air surrounding, and minimize the shadow impact on, nearby historic buildings. The Project will not intrude on or isolate, any historic building.
7. Boston Civic Design Commission Review. The Project's revised design has been reviewed and approved by the Boston Civic Design Commission ("BCDC").
8. Pedestrian Connections. The Project will establish safe and convenient pedestrian connections with the existing Chinatown commercial and residential areas through building scale, character and uses and by creating sidewalk improvements along Hudson Street, Kneeland Street and Albany Street.

Approvals: The schematic design for the original Project was approved by the Boston Civic Design Commission on August 5, 2008. The revised Project design as reflected in this PDA Plan was approved by the BCDC on February 1, 2011. The Project design is subject to further refinement and revision pursuant to the BRA's Development Review Guidelines, Article 80B of the Zoning Code, and the review of other applicable governmental agencies and authorities with jurisdiction thereof. In addition, the Project Site is subject to a June 26, 2003 Joint Development Protocol for the Central Artery/Third Harbor Tunnel Project, pursuant to which the DOT oversees development of the new land parcels created by that project. The Joint Development Protocol requires that the Project undergo a MEPA review and that the Section 106 agencies review and approve a Development Plan for the Project. The Proponent will submit an updated Development Plan consistent with this Plan to the DOT. The Project has received a MEPA Certificate that states that no further review under MEPA is required. In addition, a 1984 Memorandum of Agreement governing the Central Artery Project requires the Proponent to take into account the effect of the Project on historic properties. The Proponent has submitted a technical memorandum on historic resources to the Massachusetts Historical Commission.

Development Schedule: Construction of the Project is expected to take approximately thirty-six months. Construction commencement will be dependent upon the completion of design and development review and will be subject to market conditions and financial feasibility. This Plan seeks approval for (i) construction of the North and South Buildings in multiple phases, which may proceed sequentially or simultaneously; and (ii) interruptions between completion of such phases and commencement of construction of the next phase.

Applicability: In accordance with Section 80C-9 of the Zoning Code, consistency of the Project with this Plan constitutes compliance with the dimensional, use and all other requirements of the Zoning Code, and the Project Site shall be deemed in compliance with the requirements of the underlying zoning for the Project Site to the extent that such requirements have been addressed in this plan.

Amendment of Plan: Any owner of an individual Project component may seek amendment of this Plan as to such Project component in accordance with the procedures prescribed by the Zoning Code without the consent of any other owner of a Project component.

Exhibits to Plan:

Exhibit A – Legal Description – Parcel 24 Planned Development Area

Exhibit B – Survey

Exhibit C – Project Team Members

Exhibit D – Site and Traffic Circulation Plan

Exhibit E – List of Schematic Plans

Exhibit A

Legal Description – Parcel 24 Planned Development Area

A CERTAIN PARCEL OF LAND, SITUATED IN BOSTON, SUFFOLK COUNTY, MASSACHUSETTS, BEING BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT THAT IS THE SOUTH EAST INTERSECTION OF KNEELAND STREET AND HUDSON STREET;

THENCE RUNNING S 71°04'58" E, A DISTANCE OF 83.12 FEET ALONG THE SOUTHERLY SIDELINE OF KNEELAND STREET TO A POINT;

THENCE TURNING AND RUNNING S 10°49'28" W, A DISTANCE OF 133.02 FEET TO A POINT;

THENCE TURNING AND RUNNING S 17°39'36" W, A DISTANCE OF 219.47 FEET TO A POINT OF CURVATURE;

THENCE TURNING AND RUNNING SOUTHWESTERLY ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 919.37 FEET, A LENGTH OF 157.90 FEET TO A POINT OF TANGENCY;

THENCE RUNNING S 27°29'43" W, A DISTANCE OF 426.12 FEET TO A POINT;

THENCE TURNING AND RUNNING N 76°23'36" W, A DISTANCE OF 13.33 FEET TO A POINT OF NON-TANGENCY;

THENCE TURNING AND RUNNING SOUTHWESTERLY ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 1059.36 FEET, A LENGTH OF 42.93 FEET TO A POINT OF NON-TANGENCY; THE PREVIOUS SIX COURSES BEING ALONG STATE HIGHWAY LAYOUT NO. 7698;

THENCE TURNING AND RUNNING N 60°25'09" W, A DISTANCE OF 1.73 FEET TO A POINT ON A CURVE, ALONG THE EASTERLY SIDELINE OF HUDSON STREET;

THENCE TURNING AND RUNNING NORTHEASTERLY ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 1013.27 FEET, A LENGTH OF 234.46 FEET TO A POINT OF TANGENCY;

THENCE RUNNING N 16°18'21" E, A DISTANCE OF 563.32 FEET TO A POINT;

THENCE TURNING AND RUNNING S 73°40'15" E, A DISTANCE OF 1.61 FEET TO A POINT;

THENCE TURNING AND RUNNING N 16°13'09" E, A DISTANCE OF 94.35 FEET TO A POINT;

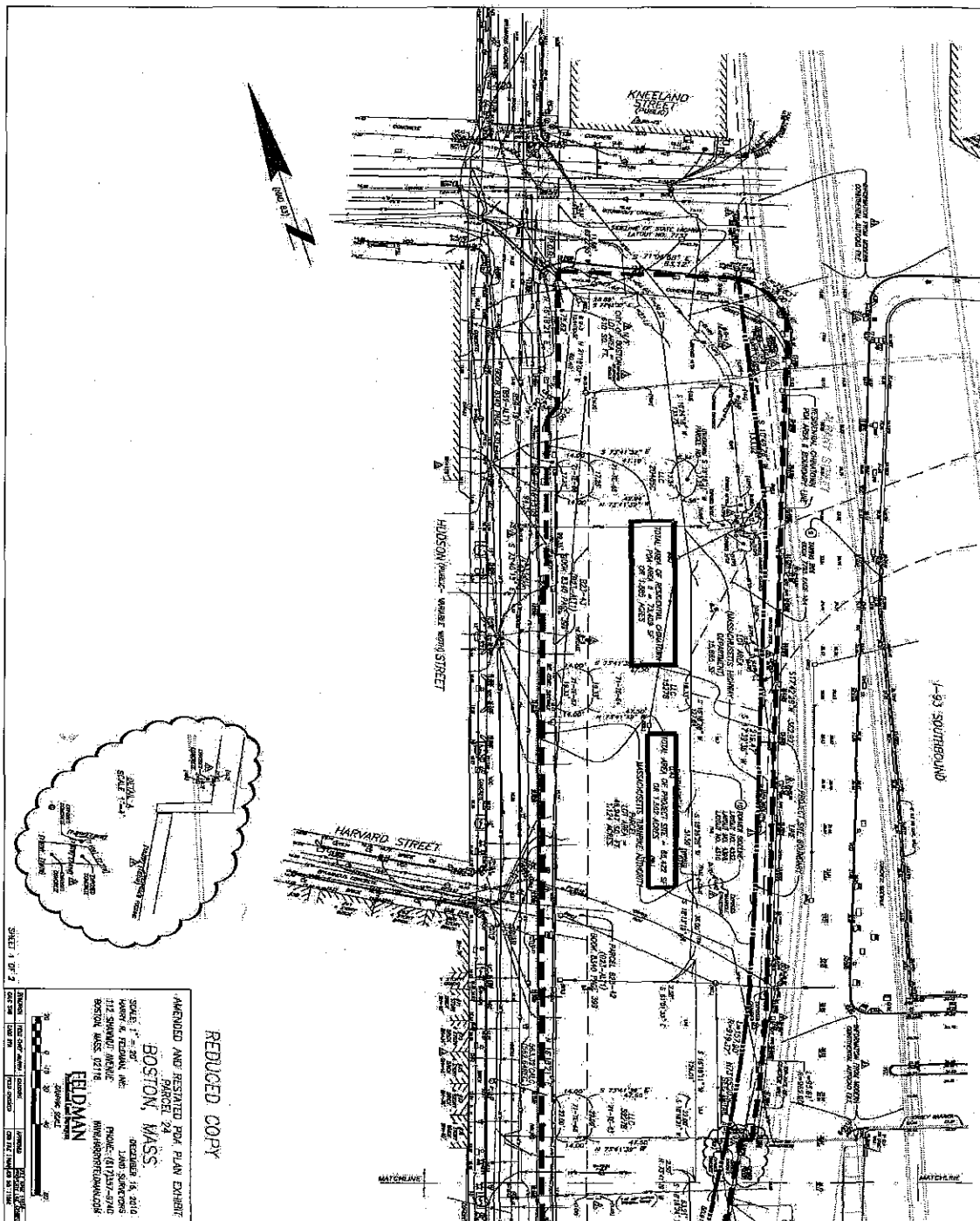
THENCE TURNING AND RUNNING N 51°04'34" E. A DISTANCE OF 8.45 FEET TO A POINT; THE PREVIOUS FIVE COURSE BEING ALONG THE EASTERLY SIDELINE OF HUDSON STREET:

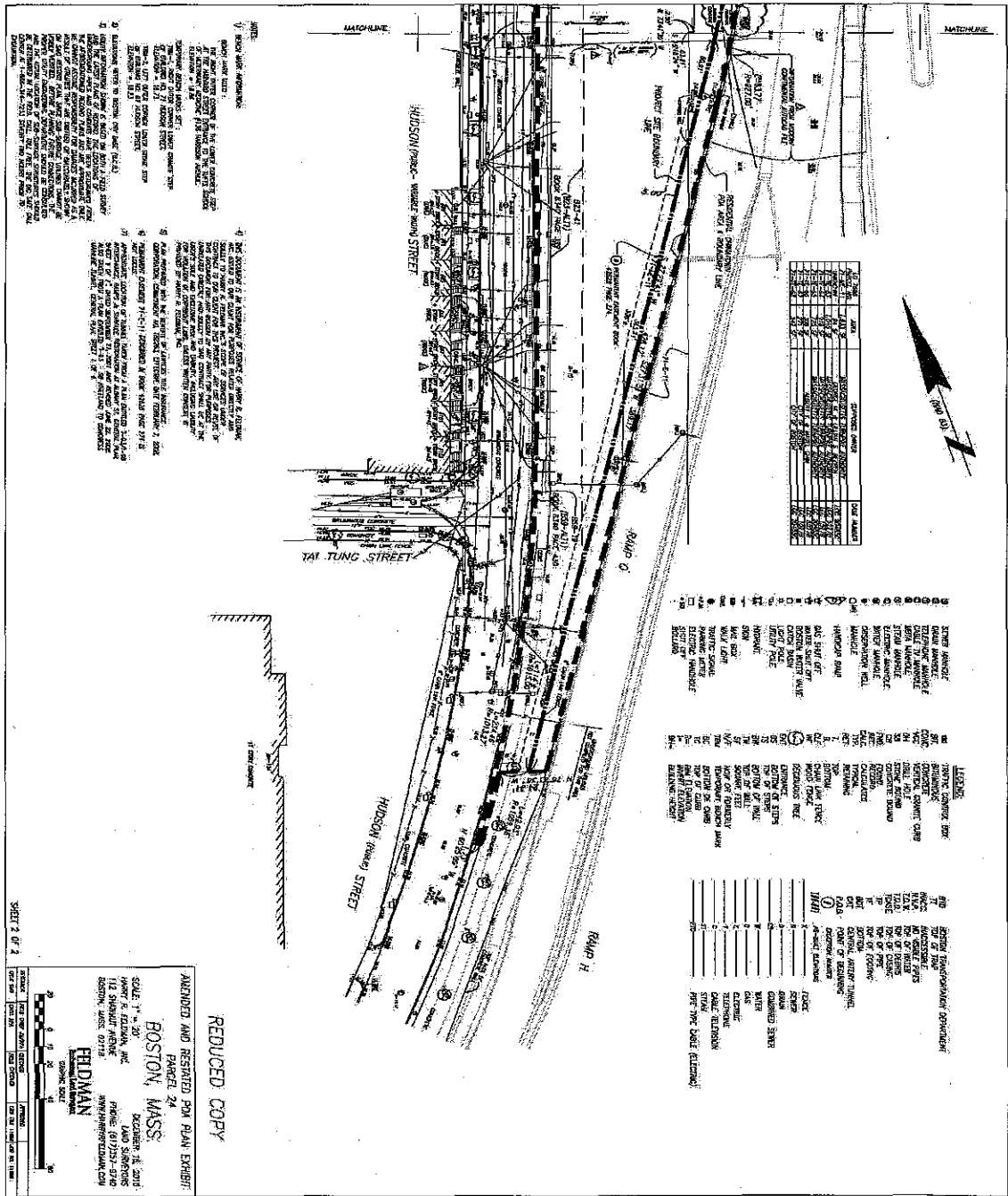
THENCE TURNING AND RUNNING N 16°18'21" E, A DISTANCE OF 75.62 FEET, ALONG SAID SIDELINE OF HUDSON STREET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS AN AREA OF 65,422 SQUARE FEET OR 1.502 ACRES.

Exhibit B

Survey





1. THE ROADWAY SHALL BE 40 FEET WIDE AT ALL TIMES AND SHALL BE PAVED WITH ASPHALT OR CONCRETE.
2. THE ROADWAY SHALL BE 10 FEET WIDE AT ALL TIMES AND SHALL BE PAVED WITH ASPHALT OR CONCRETE.
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9. THE ROADWAY SHALL BE 10 FEET WIDE AT ALL TIMES AND SHALL BE PAVED WITH ASPHALT OR CONCRETE.
10. THE ROADWAY SHALL BE 10 FEET WIDE AT ALL TIMES AND SHALL BE PAVED WITH ASPHALT OR CONCRETE.

SYMBOL	DESCRIPTION
(Symbol)	ROADWAY
(Symbol)	UTILITY
(Symbol)	STRUCTURE
(Symbol)	LANDSCAPE
(Symbol)	...

1. ROADWAY
2. UTILITY
3. STRUCTURE
4. LANDSCAPE
5. ...

SYMBOL	DESCRIPTION
(Symbol)	ROADWAY
(Symbol)	UTILITY
(Symbol)	STRUCTURE
(Symbol)	LANDSCAPE
(Symbol)	...

1. ROADWAY
2. UTILITY
3. STRUCTURE
4. LANDSCAPE
5. ...

REDUCED COPY

HANDRED AND RESIZED FROM PLAN EXHIBIT
PARCEL 2A

BOSTON, MASS.

SCALE: 1" = 30'

DESIGNED BY: [Name]
DRAWN BY: [Name]
CHECKED BY: [Name]
DATE: [Date]

FIELDMAN
ENGINEERING

Exhibit C

Project Team Members

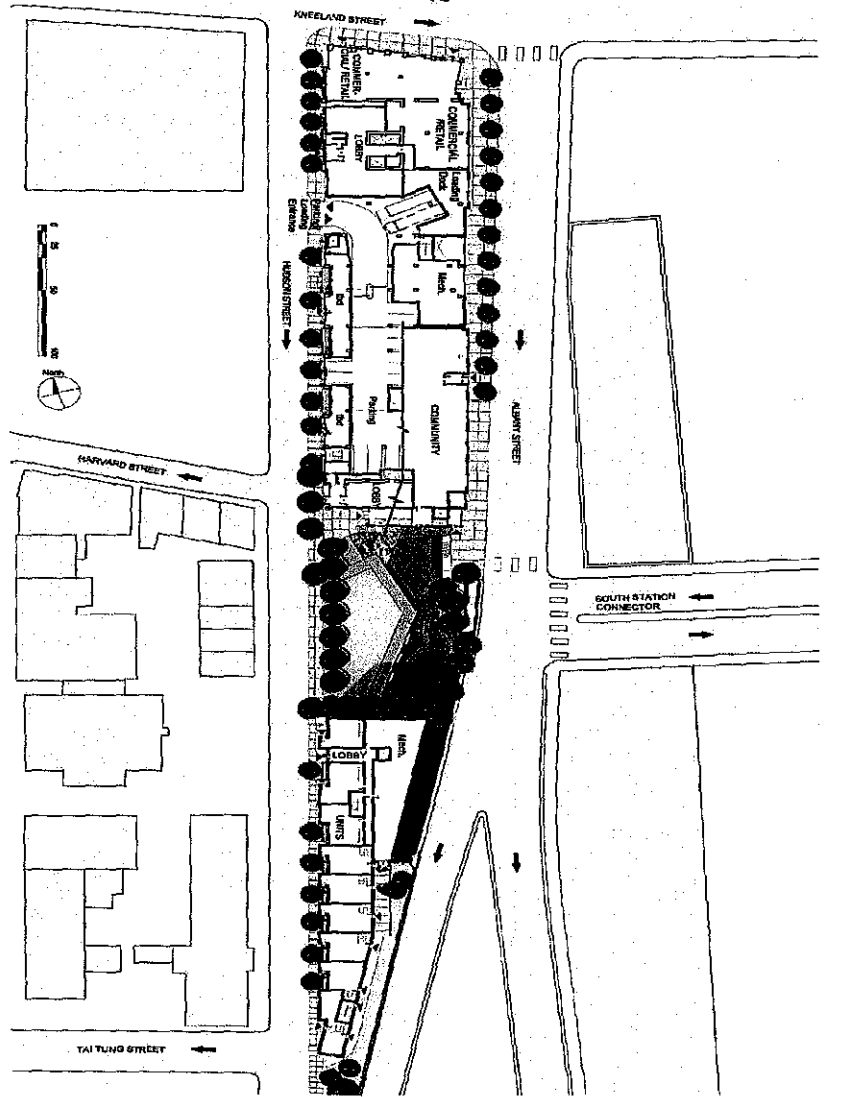
<p>Proponent:</p>	<p><u>Parcel 24, LLC</u></p> <p>New Boston Development Partners 60 State Street, Suite 1550 Boston, MA 02109-1803 <i>Kirk Sykes, Project Executive</i> <i>Eliza Edelsberg Datta, Project Manager</i> <i>Sean Sacks, Project Manager</i></p> <p>Asian Community Development Corporation 38 Oak Street Boston, MA 02111 <i>Janelle Chan, Executive Director</i></p>
<p>Architect:</p>	<p>ADD Inc. 311 Summer Street Boston, MA 02210 <i>James J. Gray, AIA, Principal</i> <i>B.K. Boley, AIA, LEED AP, Principal</i></p>
<p>Legal Counsel:</p>	<p>Edwards Angell Palmer & Dodge, LLP 111 Huntington Avenue Boston, MA 02199 <i>Rebecca A. Lee, Esq.</i> <i>Emily K. Yu, Esq.</i></p> <p>Rappaport, Aserkoff & Gelles 60 State Street, Suite 1500 Boston, MA 02109 <i>Janet F. Aserkoff, Partner</i></p> <p>Klein Hornig, LLP 145 Tremont Street, Suite 400 Boston, MA 02111 <i>Jonathan Klein, Principal</i></p>

<p>Civil Engineer:</p>	<p>Nitsch Engineering, Inc. 186 Lincoln Street, Suite 200 Boston, MA 02110-2403 <i>John Schmid, Project Manager</i> <i>Anthony Donato, P.E., Project Manager, LEED AP</i></p>
<p>Structural Engineer:</p>	<p>McNamara/Salvia, Inc. 160 Federal Street, 16th Floor Boston, MA 02110 <i>Joseph A. Salvia, P.E., Principal</i> <i>John Matuszewski, P.E., Principal</i></p>
<p>MEP Engineer:</p>	<p>Zade Company, Inc. 140 Beach Street Boston, MA 02111 <i>Mohammed Zade, Principal</i> <i>Dorian A. Alba, Project Manager</i></p>
<p>Surveyor:</p>	<p>Harry R. Feldman, Inc. 112 Shawmut Avenue Boston, MA 02118 <i>Michael Feldman, President</i></p>
<p>Transportation Planner/Engineer:</p>	<p>Howard/Stein-Hudson Associates, Inc. 38 Chauncy Street, 9th Floor Boston, MA 02111 <i>Jane Howard, Principal</i> <i>Keri Pyke, P.E., PTOE, Director of Transportation Planning</i></p>
<p>Landscape Design:</p>	<p>Crosby Schlessinger & Smallridge 153 Milk Street Boston, MA 02119 <i>Deneen Crosby, Principal</i> <i>Josh Burgel, Landscape Architect</i></p>

<p>Housing Consultant:</p>	<p>Peter Munkenbeck 145 Tremont Street Boston, MA 02111</p>
<p>Geotechnical Consultant:</p>	<p>McPhail Associates 2269 Massachusetts Avenue Cambridge, MA 02140 <i>Ambrose Donovan, P.E., L.S.P., President</i> <i>Amy Dearth, Project Manager</i></p>
<p>Construction Manager:</p>	<p>John Moriarty and Associates, Inc. 3 Church Street Winchester, MA 01890-1804 <i>Chris Brown, Vice President</i> <i>Andrew Hall, Project Manager</i></p>
<p>Energy and Environmental Consultant:</p>	<p>Viridian Energy & Environmental, LLC 50 Washington Street Norwalk, CT 06854 <i>Adrian Tuluca, Principal</i></p>
<p>Air Quality/Noise Consultant:</p>	<p>Tech Environmental, Inc. 1601 Trapelo Road, Suite 327 Waltham, MA 02451 <i>Robert Rossi, Ph.D. (extension 111)</i></p>
<p>Wind Consultant:</p>	<p>RWDI USA LLC 10165 USA Today Way Miramar, Florida 33025 <i>Mark P. Chatten, M.Eng., P.Eng., Associate,</i> <i>Project Manager</i> <i>Anthony Akomah, M.E.Sc. Technical Coordinator</i></p>

Exhibit D

Site and Traffic Circulation Plan



Site and Traffic Circulation Plan

Exhibit D

12.20.2010

ADD Inc ARCHITECTURE + DESIGN

Exhibit D-1

Exhibit E

List of Schematic Plans¹

Figure 1	Site Context Plan
Figure 2	Site Plan
Figure 3	Open Space Plan
Figure 4	Summary of Massing Changes
Figure 5	Proposed Elevation Along Hudson Street
Figure 6	Proposed View Looking South
Figure 7	Proposed View from Southwest

¹ All plans prepared by ADD Inc. These plans are subject to final design and development review by the BRA and other applicable governmental agencies and authorities.

Amended and Restated Development Plan for
Planned Development Area No. 73, Parcel 24

Boston Redevelopment Authority on behalf of
Parcel 24, LLC

**AMENDED AND RESTATED DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 73, PARCEL 24, CHINATOWN**

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 Amended and Restated Development Plan for Planned Development Area No. 73, Parcel 24, Chinatown, Boston, dated February 10, 2011, and approved by the Boston Redevelopment Authority on February 10, 2011.

Said Amended and Restated Development Plan amends "Development Plan for Planned Development Area No. 73, Parcel 24, Chinatown, Boston," approved by the Authority on October 16, 2008, and approved by the Zoning Commission on November 5, 2008, effective, November 6, 2008. Planned Development Area No. 73 was designated on "Map 1G, Chinatown District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 501, adopted by the Zoning Commission on November 5, 2008, effective November 6, 2008.

Amended and Restated Development Plan for Planned Development Area No. 73, Parcel 24, Chinatown

Robert Linder

Chairman

James Clark

Vice Chairman

John J. McDonnell

John J. Bray

Jay Sturley

Bill Statten

[Signature]

[Signature]

[Signature]

[Signature]

Stevia A. Kaschick

In Zoning Commission

Adopted: March 9, 2011

Attest:

Joseph H. [Signature]

Secretary

Amended and Restated Development Plan for Planned Development Area No. 73, Parcel 24, Chinatown

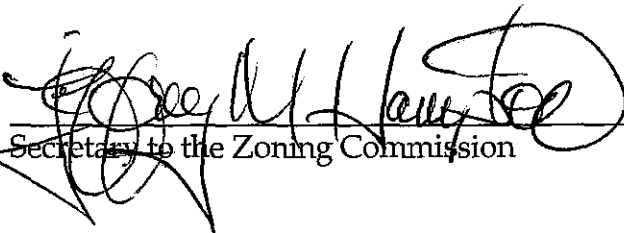


Mayor, City of Boston

Date: 3-9-11

The foregoing Amended and Restated Development Plan, was presented to the Mayor on MARCH 9, 2011 and was signed by him on MARCH 9, 2011, whereupon it became effective on MARCH 9, 2011, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

MEMORANDUM

FEBRUARY 10, 2011

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

FROM: BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
DAVID CARLSON, SENIOR ARCHITECT/URBAN DESIGNER
SUE KIM, SENIOR PLANNER
TAI Y. LIM, SENIOR PROJECT MANAGER

SUBJECT: PUBLIC HEARING ON THE PARCEL 24 PROJECT IN CHINATOWN TO
CONSIDER AN AMENDED AND RESTATED DEVELOPMENT PLAN
FOR PLANNED DEVELOPMENT AREA NO. 73 AND A NOTICE OF
PROJECT CHANGE

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority ("BRA") authorize the Director to: (1) issue a Determination waiving further review pursuant to Section 80A-6.2 of the Boston Zoning Code (the "Code") in connection with the Parcel 24 Project which finds that the Notice of Project Change ("NPC") submitted on December 14, 2010 by Parcel 24, LLC demonstrates that the Parcel 24 Project as revised does not significantly increase the impacts of the Parcel 24 Project and no additional review is required; (2) approve the Amended and Restated Development Plan for Planned Development Area No. 73 pursuant to Section 80C of the Code; (3) petition to the Boston Zoning Commission for the approval of the Amended and Restated Development Plan for Planned Development Area No. 73; (4) issue a Certification of Compliance pursuant to Section 80B-6 of the Code upon completion of the Article 80 review process for the Proposed Project; (5) issue a Certification of Consistency under Article 80C of the Code when appropriate for the Proposed Project; and (6) execute and deliver a Cooperation Agreement, an Affordable Housing Agreement and/or Affordable Rental Housing Agreement and Restriction, a Boston Residents Construction Employment Plan, and such other agreements and documents as the Director deems appropriate.

comments made by the public agencies and the community on the PNF, and which filing initiated a 45-day public comment period with a closing date of September 19, 2008.

On August 5, 2008, the design of the Original Project was supported and approved by the Boston Civic Design Commission ("BCDC").

On August 26, 2008, the Proponent filed a Planned Development Area Development Plan (the "Development Plan") with the BRA for the development of the Original Project, including the new construction of approximately three hundred twenty-five (325) residential units, 5,500± square feet of commercial/retail space, 6,000± square feet community space, approximately one hundred seventy-five (175) parking spaces (or a minimum of 0.5 parking spaces/dwelling unit), and related site improvements on Parcel 24. The filing of the Development Plan initiated a 45-day public comment period with a closing date of October 10, 2008.

On September 25, 2008, the BRA Board authorized the Assistant Secretary to advertise a public hearing regarding the Development Plan relating to the Original Project. On October 16, 2008, the BRA approved the Original Project under Article 80B of the Code, approved the Development Plan under Article 80C of the Code, and approved a petition to the Boston Zoning Commission for the approval of: (i) the Development Plan; (ii) a text amendment to Article 43 of the Code; and (iii) a map amendment to "Map 1C/1G/1N, Leather District and South Station EDA, Chinatown, Bay Village" of the series of maps entitled "Zoning Districts City of Boston."

On November 5, 2008, Boston Zoning Commission approved the adoption of: (i) the Development Plan; (ii) a text amendment to Article 43 of the Code; and (iii) a map amendment to "Map 1C/1G/1N, Leather District and South Station EDA, Chinatown, Bay Village" of the series of maps entitled "Zoning Districts City of Boston."

DEVELOPMENT TEAM

The development team consists of: Kirk Sykes (New Boston) and Janelle Chan (ACDC) of Parcel 24, LLC, as the project proponent/developer; James J. Gray and B.K. Boley of ADD, Inc. as the project architects; Rebecca A. Lee of Edwards Angell Palmer & Dodge, LLP as the legal counsel; and Keri Pyke of Howard/Stein-Hudson Associates, Inc. as the transportation planner/engineer.

NOTICE OF PROJECT CHANGE AND PDA AMENDMENT

On December 14, 2010, Parcel 24, LLC filed a Notice of Project Change to the Original Project ("NPC"), and an Amended and Restated Development Plan for PDA No. 73 (the "Amended and Restated Plan"). In the NPC, Parcel 24, LLC proposes approximately

three hundred forty-five (345) residential units, approximately 5,500 square feet of commercial/retail space and approximately 6,000 square feet of community uses, approximately one hundred twenty-five (125) parking spaces, approximately 13,600 square feet of open space and related site improvements (the "Proposed Project"). The submission of the Amended and Restated Development Plan was advertised in the Boston Herald on December 23, 2010, and initiated a forty-five (45)-day comment period that ended on February 7, 2011.

The Proposed Project will have an FAR of 6.06 at the proposed size of approximately 396,750 square feet. However, in order to allow for expected design changes during the design review process, the Amended and Restated Plan seeks a maximum FAR of 6.5 at the Project Site (or a maximum of 425,243 square feet of Gross Floor Area and a maximum height of 230 feet). In addition to the major design changes and increase in unit count (20 units), the most noticeable changes involve the unit mix and program:

<u>Original Project (as approved by the BRA on October 16, 2008)</u>	<u>Proposed Project (NPC)</u>
0 market-rate rental units	200± market-rate rental units
70± affordable rental units	95± affordable rental units
66-99 affordable condo units	50± affordable condo units
156-189 market-rate condo units	0 market-rate condo units
175 Parking spaces	125 Parking spaces
approximately 435,400 gross square feet	up to 425,243 gross square feet

On January 19, 2011, the BRA hosted a public meeting at the Old Quincy School, located at 90 Tyler Street in Chinatown to present and update the members of the community on the proposed changes to the Original Project. The meeting was duly advertised in the Sampan and the Boston Courant at least a week prior to the event.

On February 1, 2011, the design of the Proposed Project was supported and approved by the Boston Civic Design Commission ("BCDC").

OTHER ZONING

The Proposed Project is located within the Groundwater Conservation Overlay District established by Article 32 of the Code. The Proponent shall comply with the performance standards of Section 32-6 and shall obtain a written determination from the Boston Water and Sewer Commission ("BWSC") that such standards are met, which determination may occur as part of BWSC's site plan approval process. The Proponent shall provide a copy of such BWSC determination to the BRA and the Boston Groundwater Trust prior to the issuance of a Certification of Consistency for the Proposed Project. Accordingly, the Proponent shall not be required to obtain a conditional use permit from the Board of Appeal, as it will have demonstrated

compliance with Article 32 as set forth herein. The Proposed Project shall comply with Article 37, Green Buildings, of the Code.

PUBLIC BENEFITS

The Parcel 24 Project is expected to provide the following public benefits:

- Return this important site in Chinatown to “24/7” use with new housing, commercial space and community space;
- Create a smart-growth, transit-oriented, mixed-use development that includes residential and commercial/retail uses close to centers of employment and public transportation, including the MBTA Red, Green, Orange, and Silver Lines and the bus terminal and Amtrak at South Station;
- Promote housing opportunities and choice through the creation of approximately 345 units of much needed community housing, including a total of 95+ affordable rental units and an additional 50+ affordable homeownership opportunities;
- Create approximately 700 annual full-time equivalent (a daily average of approximately 250-350) construction period jobs, as well as an estimated 27 permanent jobs at the Project, for both the commercial/retail component and the completed building;
- Enhance the City of Boston’s real estate tax base, based upon the post-completion value of the property;
- Establish a sensitive and sustainable design that responds to the surrounding context and restores Hudson Street to a vibrant residential community and two-sided pedestrian street with landscaped sidewalks;
- Provide active ground floor uses, including (i) commercial uses along Kneeland Street, one of twelve Crossroads identified in the Boston Crossroads Initiative, and (ii) community uses that are located to activate the new central open space;
- Add approximately 13,600 square feet of new open space that provides new access between Hudson and Albany Streets and also adds to the civic space inventory of Chinatown;
- Create an attractive termination to the Rose Fitzgerald Kennedy Greenway and an enhanced entrance to the City of Boston from the Albany Street exit of the Massachusetts Turnpike;

- Replace a vacant parcel remaining after the demolition of a highway ramp with a well-designed, primarily residential building;
- Encourage non-vehicular transit by improving pedestrian access between Chinatown and South Station;
- Maintain community long-term investment and control in the property and the management of the affordable rental units through ACDC, a community-based organization serving the needs and interests of Chinatown;
- Create connections from Chinatown to other areas of the city, including the South Station area, the Leather District, and the Financial District;
- Support future development along the Albany Street corridor with new landscaped sidewalks; and
- Contain sustainable design features that minimize environmental impacts.

RECOMMENDATION

Based on the foregoing, BRA staff recommends that the Board authorize the Director to: (1) issue a Determination waiving further review pursuant to Section 80A-6.2 of the Code in connection with the Parcel 24 Project which finds that the NPC demonstrates that the Parcel 24 Project as revised does not significantly increase the impacts of the Parcel 24 Project and no additional review is required; (2) approve the Amended and Restated Development Plan for Planned Development Area No. 73 pursuant to Section 80C of the Code; (3) petition to the Boston Zoning Commission for the approval of the Amended and Restated Development Plan for Planned Development Area No. 73; (4) issue a Certification of Compliance pursuant to Section 80B-6 of the Code upon completion of the Article 80 review process for the Proposed Project; (5) issue a Certification of Consistency under Article 80C of the Code when appropriate for the Proposed Project; and (6) execute and deliver a Cooperation Agreement, an Affordable Housing Agreement and/or Affordable Rental Housing Agreement and Restriction, a Boston Residents Construction Employment Plan, and such other agreements and documents as the Director deems 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 Notice of Project Change submitted by Parcel 24, LLC (the "Proponent") does not significantly increase the

impacts arising from the Parcel 24 Project, which consists of approximately three hundred forty-five (345) residential units, approximately 5,500 square feet of commercial/retail space and approximately 6,000 square feet of community space, approximately one hundred twenty-five (125) parking spaces, approximately 13,600 square feet of open space and related site improvements to be built on an approximately 65,422 square foot vacant parcel, bounded by Hudson Street, Kneeland Street, and the Albany Street Extension in Chinatown (the "Parcel 24 Project") and waives further review of the Parcel 24 Project, subject to continuing design review by the Boston Redevelopment Authority ("BRA"); and

**FURTHER
VOTED:**

That the BRA hereby finds and determines that: (a) the proposed Amended and Restated Development Plan for PDA No. 73 for the Parcel 24 Project, dated February 10, 2011 ("Amended and Restated Development Plan"), submitted by the Proponent is not for a location or project for which Planned Development Areas are forbidden by the underlying zoning; (b) the Parcel 24 Project in such Amended and Restated Development Plan complies with any provisions of the underlying zoning that establish use, dimensional, design or other requirements of Proposed Projects in Planned Development Areas; (c) such Amended and Restated Development Plan complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) such Amended and Restated Development Plan conforms to the plan for the district, subdistrict or similar geographic area in which the Planned Development Area is located, and to the general plan for the City as a whole; and (e) on balance, nothing in the Amended and Restated Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and

**FURTHER
VOTED:**

That pursuant to the provisions of Section 3-1A.a and Section 80C of the Code, the BRA hereby approves the Amended and Restated Development Plan and authorizes the Director to petition the Boston Zoning Commission for approval of the Amended and Restated Development Plan in substantial accord with the form of the Amended and Restated Development Plan submitted to the BRA at its public hearing on February 10, 2011 and attached hereto; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Compliance pursuant to Section 80B-6 of the Code for the Parcel 24 Project, upon the successful completion of the Article 80 process of the Code; and

FURTHER

VOTED: That upon approval of the Amended and Restated Development Plan for the Parcel 24 Project by the Boston Zoning Commission, the Director be, and hereby is, authorized to issue a Certification of Consistency pursuant to Section 80C-8 of the Code for the Parcel 24 Project; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute a Cooperation Agreement, an Affordable Housing Agreement and/or Affordable Rental Housing Agreement and Restriction, a Boston Residents Construction Employment Plan, and such other agreements and documents as the Director deems appropriate and necessary, and upon terms and conditions determined to be in the best interest of the BRA in connection with the Parcel 24 Project.