

BRA APPROVAL: 11/15/12
ZC APPROVAL: 12/12/12
EFFECTIVE: 12/20/12

FIRST AMENDMENT TO DEVELOPMENT PLAN

FOR

PLANNED DEVELOPMENT AREA NO. 78

SEAPORT SQUARE PROJECT

SOUTH BOSTON

Dated: November 15, 2012

Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the "Code"), this amendment constitutes the First Amendment to Development Plan for Planned Development Area No. 78 (the "First Amendment").

1. **The PDA Development Plan Background.** On September 21, 2010, the Boston Redevelopment Authority ("BRA") approved an amendment to the Boston Zoning Maps to create Planned Development Area No. 78, and also approved a Development Plan for Planned Development Area No. 78 (the "Development Plan"). On October 13, 2010, the Boston Zoning Commission (the "Commission") approved the map amendment and the Development Plan, which became effective on October 13, 2010. The Development Plan provides for the redevelopment of an approximately 33 acre area of land (the "Site") in the South Boston Waterfront District for a mixed-use project (the "Project").

The Development Plan recognizes that the Site is located within Boston's Innovation District and the Project advances the City's objective of attracting new innovation economy uses to a vital urban area. As an Early Action Public Benefit required by the Development Plan, an affiliate of MS Boston Seaport, L.L.C. (the "Proponent") will lease approximately 12,000 square feet of area on Block F to the BRA/City or to an innovation center operator, as determined by the BRA, to accommodate an Innovation Center, which will promote and support the Innovation District. On February 10, 2012, the BRA issued a Partial Certification of Consistency pursuant to Section 80C-8 of the Code confirming the Innovation Center is consistent with the Development Plan. The Innovation Center is currently under construction.

2. **Purpose of First Amendment to Development Plan.** This First Amendment amends the Development Plan to provide for the installation and use of electronic signs, as defined in Section 2A of the Code, to enhance and support the Innovation Center and the Innovation Uses in the Project, and revises the lease structure for the Innovation Center. Exhibit references set forth below shall refer to exhibits of the Development Plan and shall amend or supplement such exhibits of the Development Plan, as appropriate. Other relevant sections or exhibits of the Development Plan shall be deemed modified in a consistent manner in order to effectuate the provisions of this First Amendment to the extent necessary. Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Development Plan.

3. **Amendment Provisions.** The Development Plan is hereby amended as follows:

(i) The Development Plan is amended to add the plans attached as Exhibit A to this First Amendment as Exhibit J to the Development Plan.

(ii) Subsection XV(d)(v) is deleted and replaced with the following:

v. Innovation Center on Block F [minimum 12,000 sf]: The Proponent shall lease to the BRA/City or to an innovation center operator, as determined by the BRA, no less than 12,000 square feet on Block F to accommodate an Innovation Center (the "Innovation Center"), and the Proponent shall construct such Innovation Center as described in the Cooperation Agreement. Such lease shall be for a term of five (5) years, with a BRA/City option to extend the lease for an additional five (5) years (the "Interim Period") for \$1. The option to extend the lease may be exercised by the tenant, if agreed upon by the BRA and may be included in the lease. The Innovation Center may include the installation of electronic signs, as depicted on Exhibit J hereto or otherwise approved by the BRA. The Innovation Center is an Early Action Public Benefit as described in Section XVIII of this Development Plan.

(iii) All references in the Development Plan to the Innovation Center's location on "Block A, Block F, or Block K" during the Interim Period shall be deleted, and the location of the Innovation Center during the Interim Period shall be amended to specify the location as Block F.

(iv) All references in the Development Plan to the Proponent's obligation to lease the Innovation Center to the BRA/City for \$1 shall be deleted and amended to specify in place thereof that the Proponent shall lease the Innovation Center to the BRA/City or to an innovation center operator, as determined by the BRA, for \$1.

(v) Exhibit F to the Development Plan is amended to add as clause (x) in the category "Accessory and Ancillary Uses" the following:

(x) Electronic sign use, if such signs meet the following requirements: complete design review approval by the BRA; do not project more than five (5') feet from the face of the building or the width of the sidewalk, whichever is less; are limited to hours of operation between 7:00 AM and 2:00 AM, except that between 2:00 AM and 7:00 AM the sign shall be either off or on sleep mode, displaying abstract imagery that is non-commercial in nature; and have a luminance at night that does not exceed 500 cd/m². If the above requirements are met and such electronic sign(s) have received BRA approval, then such electronic signs: (i) shall not be required to obtain a conditional use permit from the Board of Appeal and shall have no time limitation in terms of years of operation/use, except as set forth in a written license agreement with the BRA, which license agreement shall also include fees to be paid to the BRA for existence of such electronic

signs, other than for signs located on the Innovation Center; and (ii) shall not have an illuminated side facing a residential zoning district listed in Section 3-1.(a) of the Code if located within one hundred fifty (150') feet of such a residential zoning district .

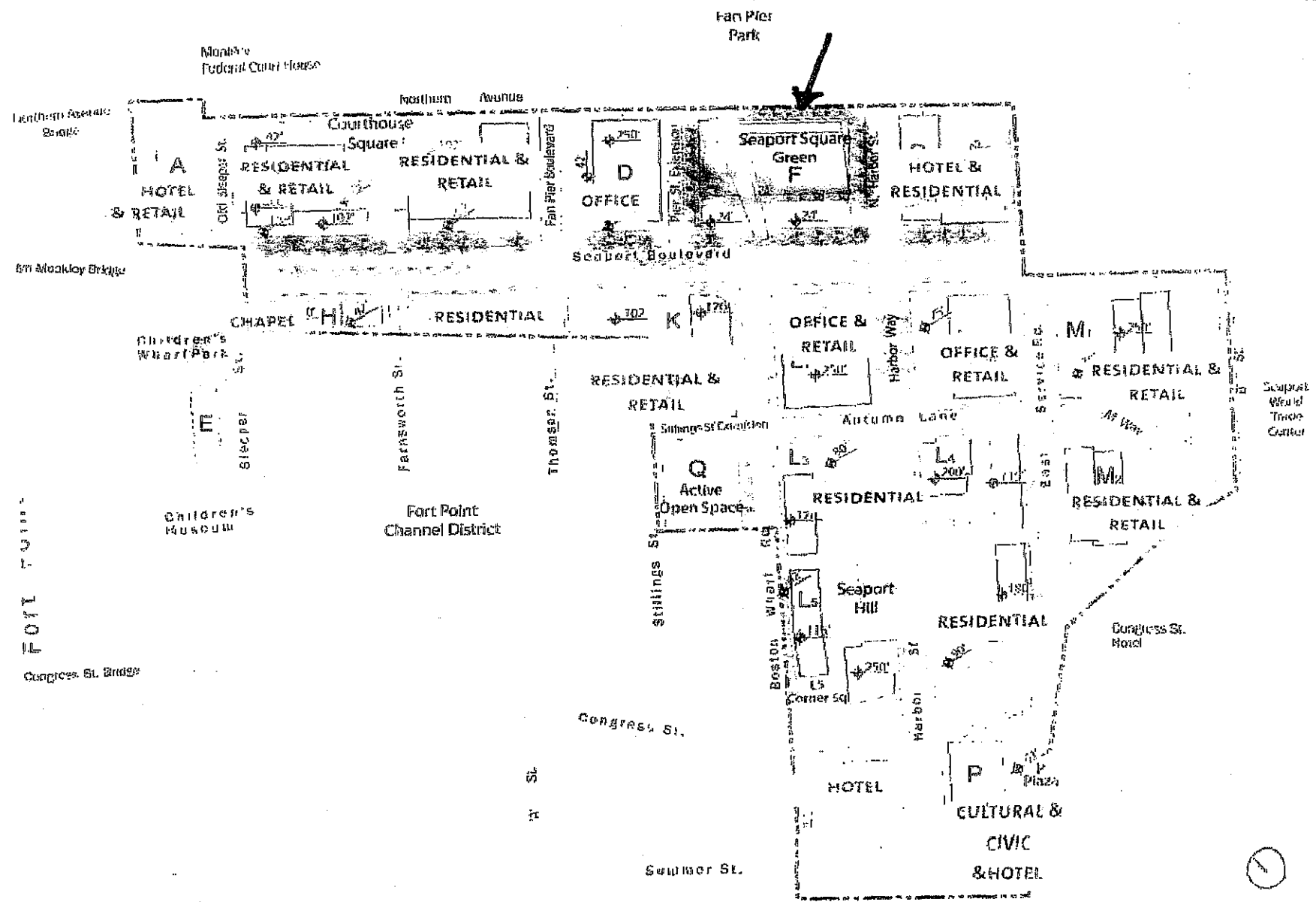
4. **Development Plan, as Amended.** Except as amended by this First Amendment, the Development Plan remains unmodified and is in full force and effect. If there are any conflicts or inconsistencies between this First Amendment and any other agreements between the Proponent and the BRA in effect as of the date of this First Amendment, this First Amendment shall govern.

Exhibit A

Plans of Innovation Center Electronic Signs

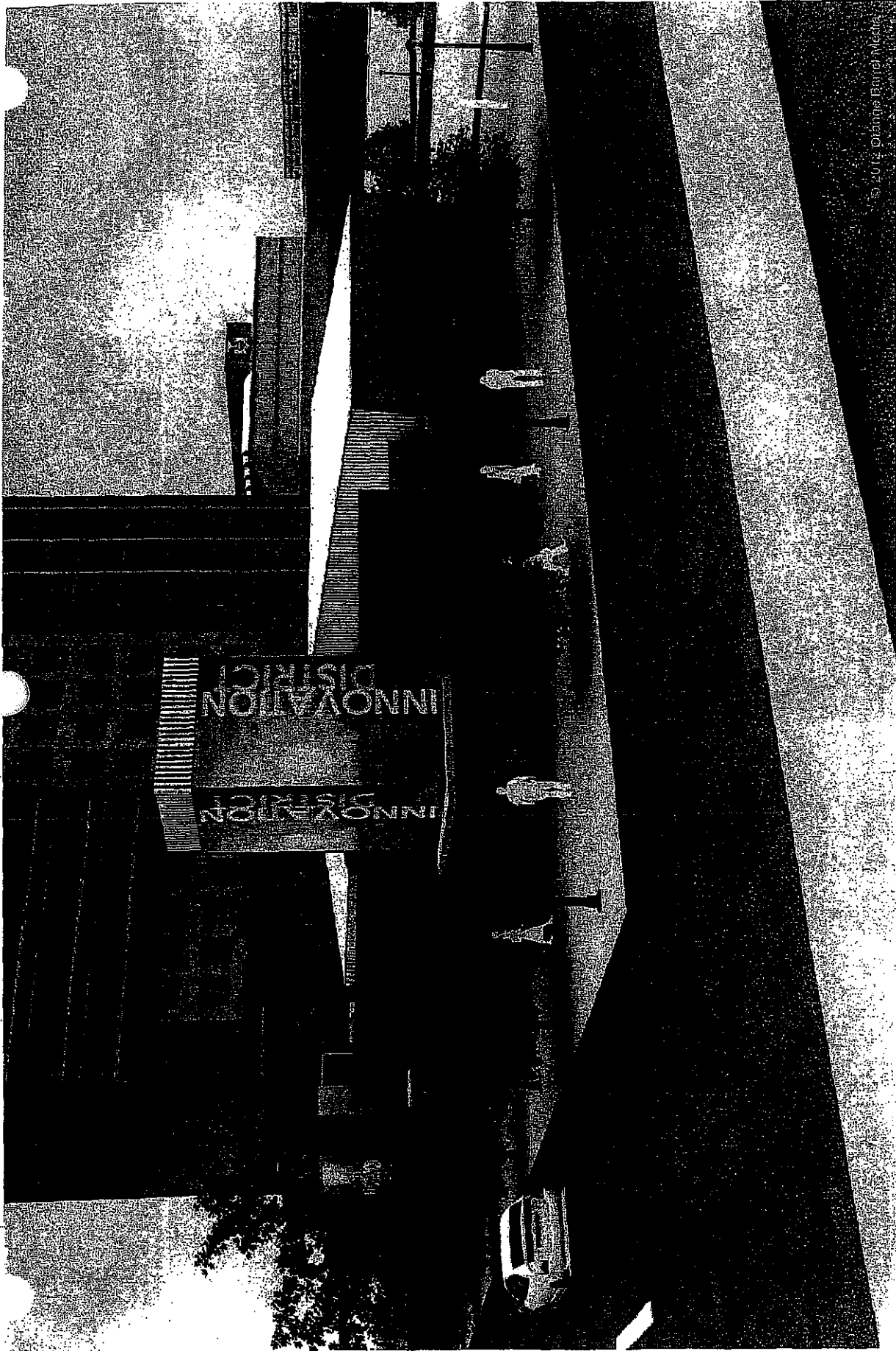


PARCEL F



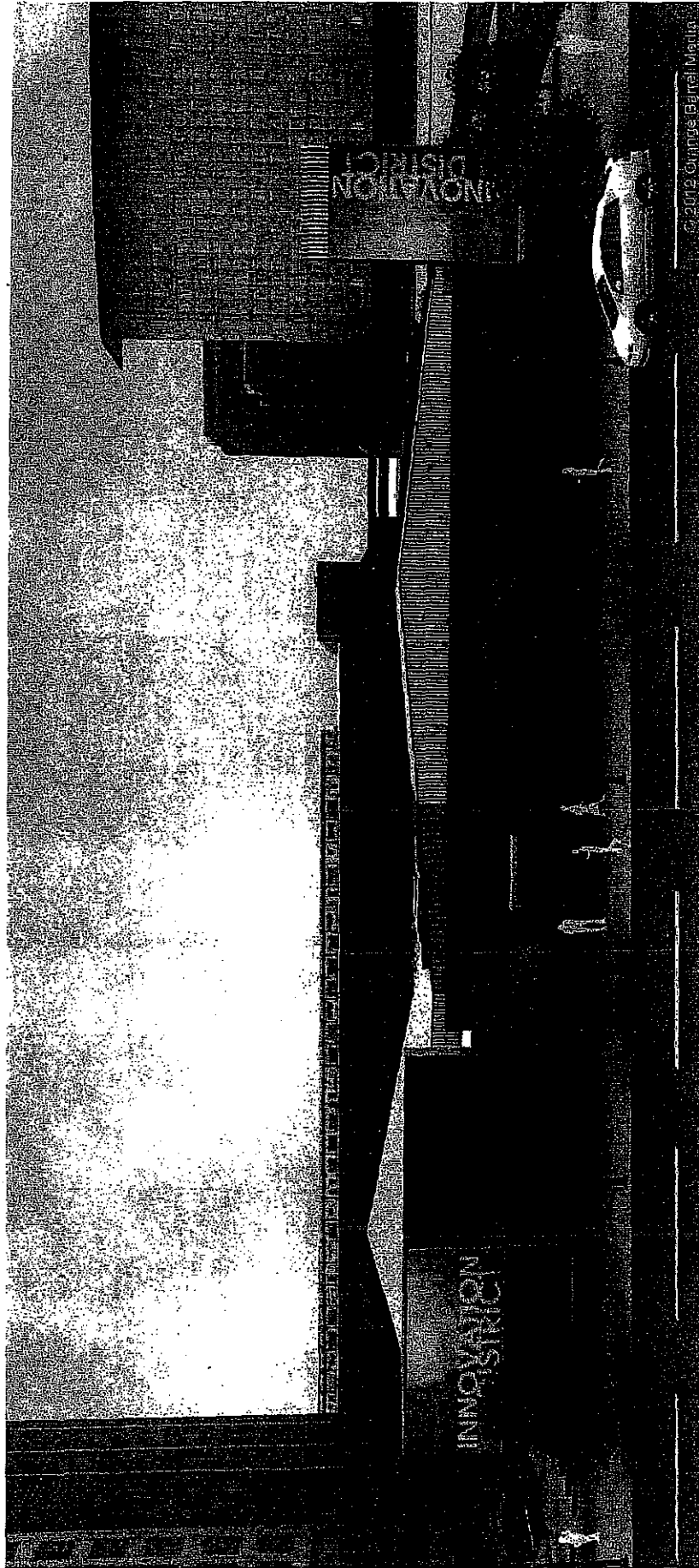
Morgan Stanley





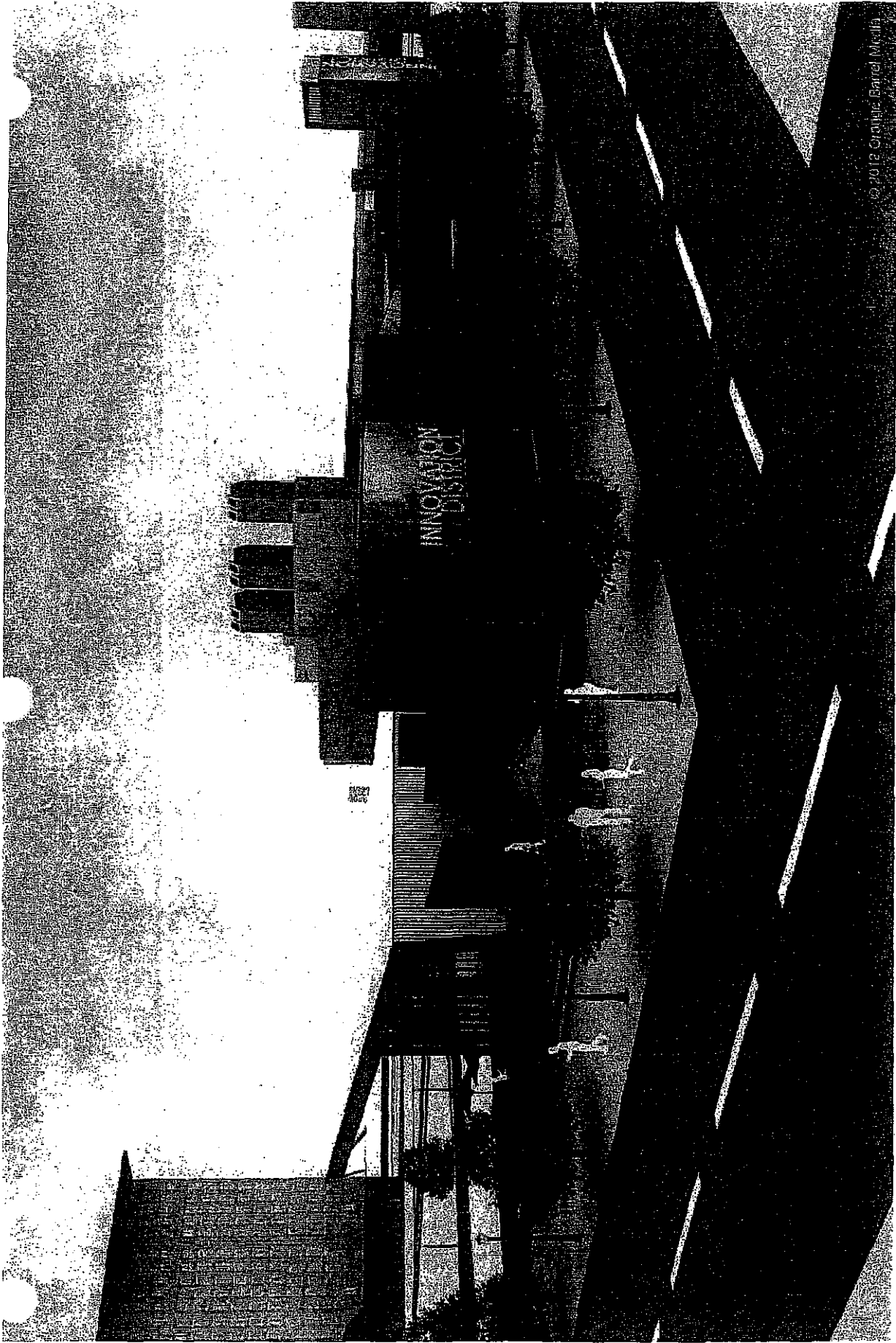
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Seaport District | Boston Innovation Center



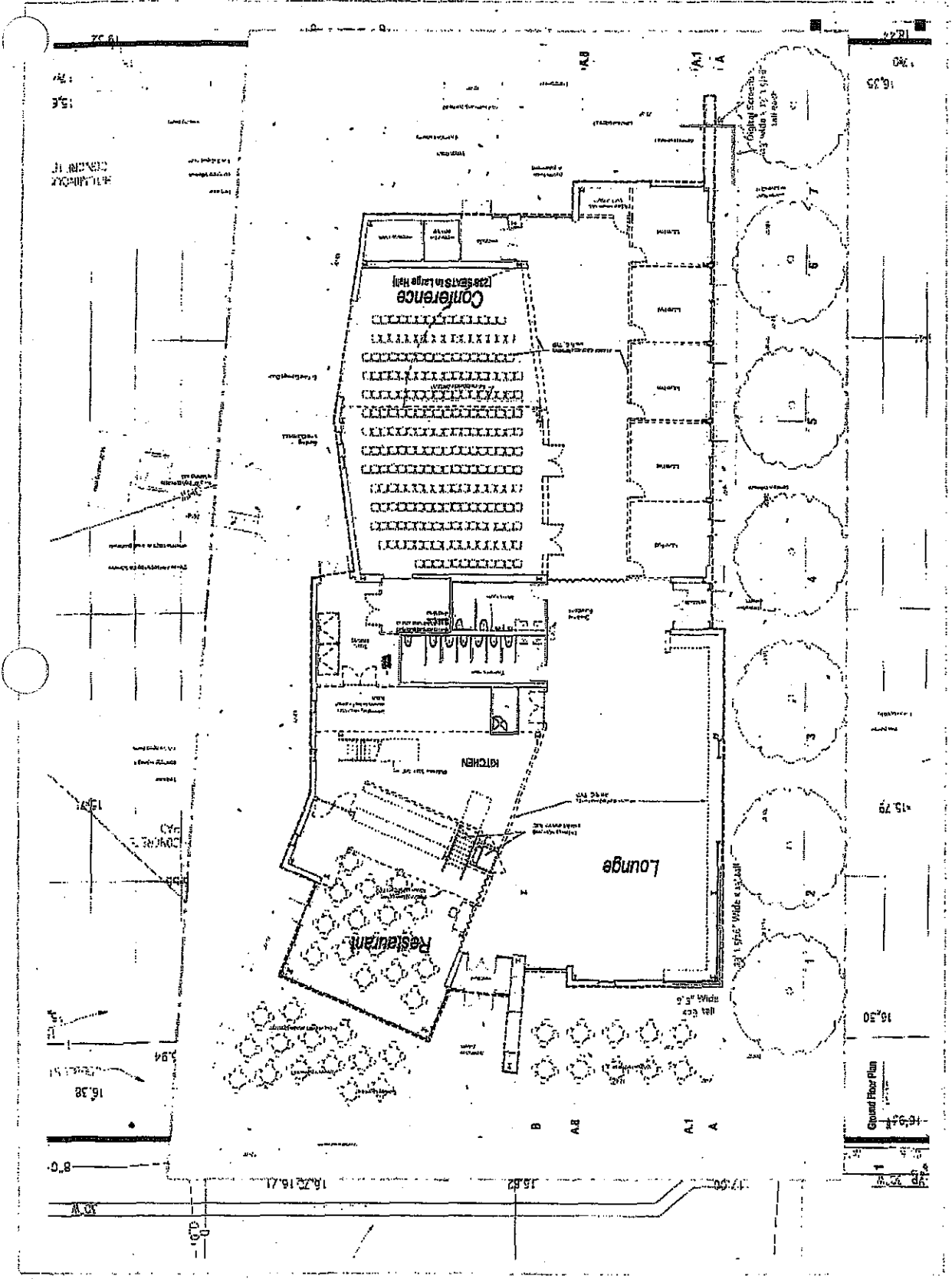
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Seaport District | Boston Innovation Center

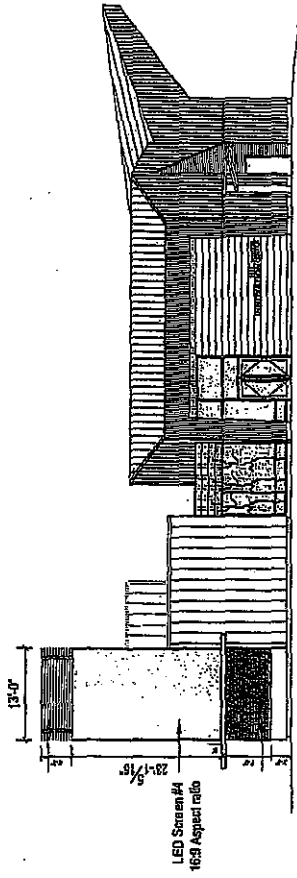


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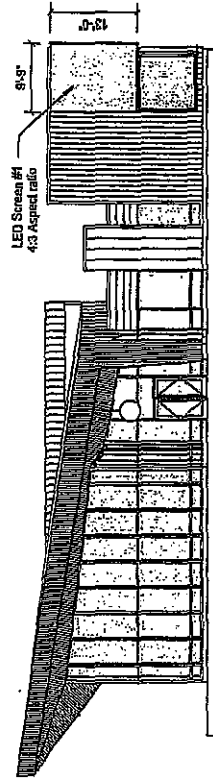
Seaport District | Boston Innovation Center



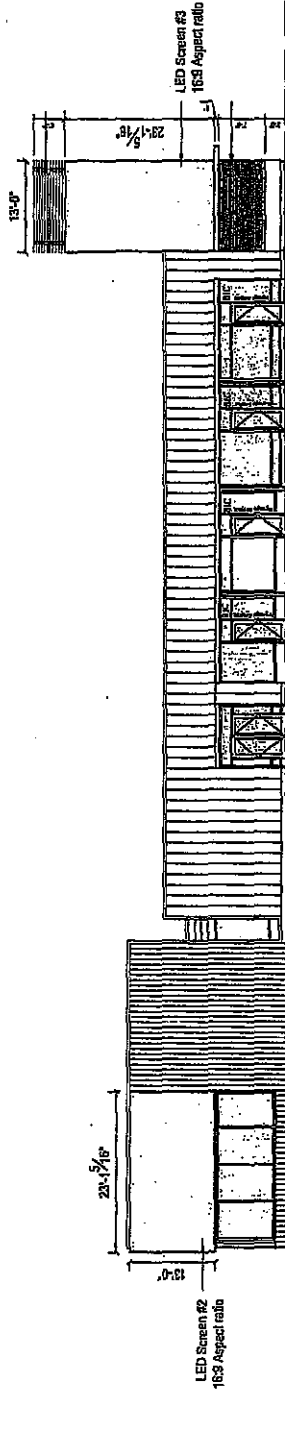
Boston Innovation Center | Site Plan



South Elevation

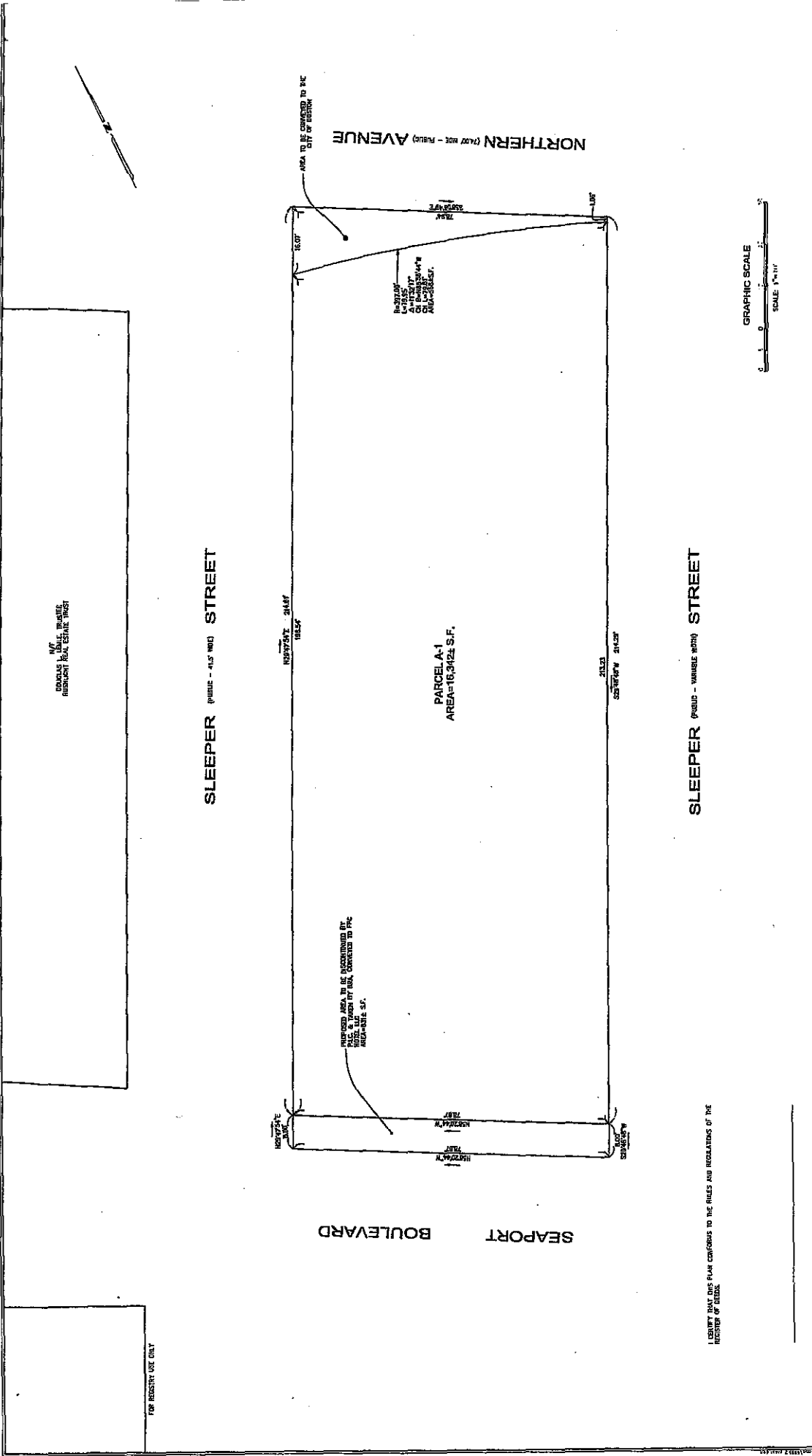


North Elevation



West Elevation

Boston Innovation Center | Elevation



I CERTIFY THAT THIS PLAN CONFORMS TO THE RULES AND REGULATIONS OF THE REGISTER OF DEEDS.

NO.	REVISED	DATE	BY
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PROJECT # 8995.2
 FILE # 0812
 SCALE: 1" = 10'
 DATE: 5/24/22
 PROJECT MANAGER: BRUNELLE
 CHECKED BY: BRUNELLE
 DATE: 5-24-22
 DESIGNED BY: BRUNELLE

www.nitschhang.com
 186 Lincoln Street, Suite 200
 Boston, MA 02111-2403
 T: (617) 898-0063
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TAKING PLAN
 DRAWN FOR: _____

SHEET: **EX1**
 OF 1

First Amendment to Development Plan for
Planned Development Area No. 78, Seaport
Square Project

Boston Redevelopment Authority

FIRST AMENDMENT TO DEVELOPMENT PLAN

FOR

PLANNED DEVELOPMENT AREA NO. 78
SEPORT SQUARE PROJECT

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 First Amendment to Development Plan for Planned Development Area No.78, Seaport Square Project, dated November 15, 2012, and approved by the Boston Redevelopment Authority on November 15, 2012.

Said First Amendment amends "Development Plan for Planned Development Area No. 78, Seaport Square Project," approved by the Authority on September 21, 2010, and approved by the Zoning Commission on October 13, 2010, effective, October 13, 2010. Planned Development Area No. 78 was designated on "Map 4, South Boston" and "Map 4A/4B, Harborpark District: Fort Point Waterfront and Dorchester Bay/Neponset River Waterfront" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 525, adopted by the Zoning Commission on October 13, 2010, effective October 13, 2010.

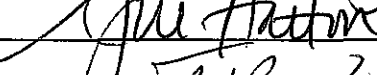
First Amendment to Development Plan for Planned Development Area No. 78, Seaport Square Project



Chairman



Vice Chairman
















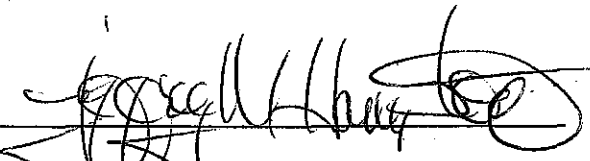




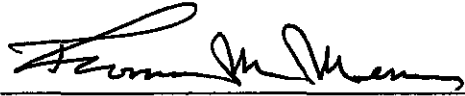
In Zoning Commission

Adopted: December 12, 2012

Attest:


Executive Secretary

First Amendment to the Development Plan for Planned Development Area No. 78,
Seaport Square Project

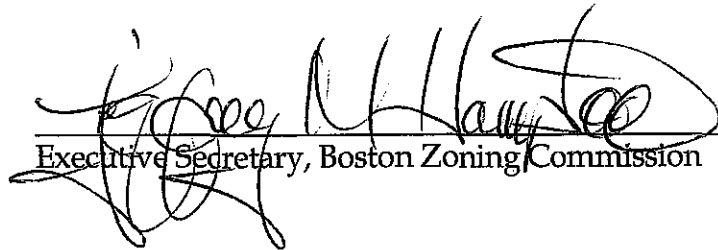


Mayor, City of Boston

Date: 12-20-12

The foregoing First Amendment to the Development Plan, was presented to the Mayor on ~~DECEMBER 18, 2012~~, and was signed by him on ~~DECEMBER 20, 2012~~ whereupon it became effective on ~~DECEMBER 20, 2012~~ in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Executive Secretary, Boston Zoning Commission

MEMORANDUM

NOVEMBER 15, 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 FOR THE FIRST AMENDMENT TO THE
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 78
FOR THE SEAPORT SQUARE PROJECT LOCATED IN SOUTH
BOSTON, MASSACHUSETTS

SUMMARY: This Memorandum requests, as a part of the scheduled Public Hearing regarding the First Amendment to the Development Plan for Planned Development Area No. 78, relating to the Seaport Square Project, that the Boston Redevelopment Authority ("BRA"): (i) approve the First Amendment to the Development Plan for Planned Development Area No. 78 (the "First Amendment") within Planned Development Area No. 78, Seaport Square, pursuant to Section 80C of the Boston Zoning Code (the "Code"), substantially in the form presented to the BRA Board on November 15, 2012; (ii) authorize the Director to petition the Boston Zoning Commission for the approval of the First Amendment, in substantial accord with version presented to the BRA Board on November 15, 2012; (iii) authorize the Director to issue one or more Partial Certifications of Consistency under Section 80C-8 of the Code upon successful completion of the Planned Development Area review process; (iv) authorize the Director to issue one or more Partial Certifications of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (v) authorize the Director to execute and deliver any other Article 80B documents, if necessary as determined by the Director; (vi) adopt a Demonstration Project Plan under Massachusetts General Laws Chapter 121B, Section 46(f) for the Boston Innovation Center located on Parcel F the Seaport Square Project; (vii) adopt certain findings relating to the Demonstration Project Plan; (viii) approve a disbursement of up to \$500,000 for the Innovation Center and authorize the Director to enter into a grant agreement and a loan agreement for such funds; and (x) authorize the Director to enter into any and all other related agreements and documents in connection with the First Amendment, the Demonstration

Project Plan, and the \$500,000 funds, which the Director in his sole discretion deems appropriate and necessary, and upon terms and conditions determined to be in the best interest of the BRA.

PROJECT BACKGROUND

MS Boston Seaport, L.L.C (the "Developer") has begun the development of a site that consists of approximately 1,023,608 square feet, bounded generally by Old Sleeper Street, Sleeper Street, Stillings Street, and Boston Wharf Road to the west; Northern Avenue and Seaport Boulevard to the north, East Service Road and B Street to the east, and Summer Street and property of various owners to the South (the "Project Site").

On September 21, 2010, the BRA approved an amendment to the Boston Zoning Maps to create Planned Development Area No. 78, and also approved a Development Plan for Planned Development Area No. 78 (the "Original Development Plan"). On October 13, 2010, the Boston Zoning Commission (the "Commission") approved the map amendment and the Original Development Plan, which became effective on October 13, 2010.

Mayor Menino has designated the South Boston Waterfront District an "Innovation District," known as the South Boston Waterfront Innovation District, and the Seaport Square Project is consistent with the City's objective of attracting new innovation economy industry to a vital urban area. The Developer is developing the Project Site by constructing up to 22 new buildings with up to 6,335,200 square feet of residential, retail, office, hotel, innovation, civic and cultural uses, as well as approximately 6,375 below-grade parking spaces. Most buildings will include retail, restaurant, entertainment, innovation space, or other active uses at the street level (collectively, the "Seaport Square Project").

In support of the Innovation District and Boston's innovation economy, the Seaport Square Project will devote twenty percent (20%) of the gross floor area ("GFA") of non-residential uses to innovation space and will include a state-of-the-art Innovation Center (further defined below) to be located on Block F of the Project Site. Innovation Uses include laboratories, small business incubators, research facilities, design and development uses, car-sharing or bicycle-sharing services, public or common space in innovative housing space, uses that bring net new jobs to the City, and other uses described in the Original Development Plan.

THE INNOVATION CENTER

The Developer committed in the Original Development Plan and other Seaport Square Project agreements to construct the Innovation Center and lease the building for \$1 to the BRA/City or an operator of the Innovation Center for a period of five (5) years, which term may be extended by the BRA for an additional five (5) years. The Developer and the BRA entered into an Amended and Restated Memorandum of Agreement Re: Seaport Square Innovation Center Lease and Other Planned Development Area Early Action Public Benefits dated November 30, 2011, and a Cooperation Agreement for the Innovation Center and Block Q Components of the Seaport Square Project dated May 16, 2012.

The Innovation Center is an approximately 12,000 square foot building which will serve as a central gathering place for the emerging South Boston Waterfront district, adjacent to an MBTA Silver Line station, a Hubway bike-sharing location, and parking. The Innovation Center is proposed to include digital signage installations that will display information regarding Innovation Center events and the Innovation District generally, as well as other content to be determined by the BRA, BIC, and Orange Barrel Media, the sign operator.

The facility will provide space for promising companies and executives to meet and exchange ideas, and to host business and social events. It will include a restaurant that will be open to the public; a flexible assembly space with a capacity of 250 seats; a gathering space with lounge seating and worktables; and several flex spaces called "pods," meant to support a variety of uses including meetings, classes, and exhibitions. The Innovation Center will welcome entrepreneurs, investors, academics, and other members of the innovation economy to share information and generate new ideas in a modern, user-friendly space.

On February 10, 2012, the BRA issued a Partial Certification of Consistency pursuant to Section 80C-8 of the Code confirming the Innovation Center is consistent with the Original Development Plan. The Innovation Center is currently under construction.

The Developer and Boston Innovation Center LLC or its affiliate ("BIC") intend to enter into a lease for the Innovation Center (the "Lease") whereby BIC will manage and operate the Innovation Center. BIC is an affiliate of the Cambridge Innovation Center, with substantial experience operating successful innovation centers.

FIRST AMENDMENT TO DEVELOPMENT PLAN FOR PDA NO. 78

On September 27, 2012, the Developer submitted a First Amendment to Development Plan for Planned Development Area No. 78 (the "First Amendment"). The First Amendment proposes to amend the Original Development Plan to provide for the

installation and use of electronic signs, as defined in Section 2A of the Code, to enhance and support the Innovation Center and the Innovation Uses in the Project. In addition, the First Amendment revises the lease arrangement for the Innovation Center, which lease is an Early Action Public Benefit under the Original Development Plan. Such lease arrangement recognizes the Lease with BIC.

FINANCIAL SUPPORT FOR THE INNOVATION CENTER

In order to complete the interior fit-out and provide a maintenance and repair reserve fund for the Innovation Center, the Developer and BRA have committed to jointly filling such financial gap. The intention of the parties is for the Developer to secure financing to fund approximately \$1,000,000 of fit-out costs, to be secured by revenue generated from the Innovation Center's digital signage, which is the subject of the First Amendment. The BRA previously approved up to \$500,000: for a grant to the Developer of \$450,000 to fund initial fit-out costs; and up to \$50,000 would fund a maintenance and repair reserve to be drawn down by BIC to cover unanticipated repair and maintenance costs during the term of the Lease. The \$500,000 will be reimbursed to the BRA through a loan agreement with BIC, the operator/leasee of the Innovation Center whereby certain revenues from the Innovation Center will be used to pay back the \$500,000.

In addition to the financial support as described above, the parties have requested that the City provide real estate tax relief for the Innovation Center. The building would qualify for tax relief through the adoption of a demonstration project plan pursuant to M.G.L. c.121B, Section 46(f), and a BRA real estate interest in the Innovation Center Project site. In light of the Developer's investment in the construction of the Innovation Center building and its interior fit-out, and the Developer's dedication of the land and building to this public-private facility, the Innovation Center would qualify as a demonstration project and the Developer requests that the BRA adopt a demonstration project plan. Under the demonstration project plan, the BRA would record a temporary taking of a property interest in Block F pursuant to its eminent domain powers under M.G.L. c.121B, Section 11, to allow the BRA, BIC and the Developer to enter into a Payment In Lieu Of Taxes (PILOT) Agreement with the City of Boston. Such taking would expire at the end of the Lease and the property would be subject to full real estate taxes under M.G.L. c. 59. The PILOT Agreement would cover a portion of Block F that recognizes the BRA's real estate interest and the public purpose of the Innovation Center building and provide some real estate tax relief for the Innovation Center Project. The parties are negotiating a PILOT Agreement with the City and such PILOT Agreement and BRA taking as described above are not being authorized at this time.

DEMONSTRATION PROJECT PLAN

Whereas the BRA has required the Developer to provide the Innovation Center and other public uses as part of the approvals for the Seaport Square Project and the Original Development Plan, the establishment of a demonstration project plan is appropriate. On November 15, 2012, the Developer submitted *Boston Innovation Center, Block F, Seaport Square, South Boston: Application for the adoption of a demonstration project plan pursuant to M.G.L. c.121B, Section 46(f), as amended* (the "Demonstration Project Plan"). Attached as Exhibit B is the Demonstration Project Plan for the Innovation Center Project.

RECOMMENDATION

Based on the foregoing, BRA staff recommends that the BRA (i) approve the First Amendment to the Development Plan for Planned Development Area No. 78 (the "First Amendment") within Planned Development Area No. 78, Seaport Square, pursuant to Section 80C of the Boston Zoning Code (the "Code"), substantially in the form presented to the BRA Board on November 15, 2012; (ii) authorize the Director to petition the Boston Zoning Commission for the approval of the First Amendment, in substantial accord with version presented to the BRA Board on November 15, 2012; (iii) authorize the Director to issue one or more Partial Certifications of Consistency under Section 80C-8 of the Code upon successful completion of the Planned Development Area review process; (iv) authorize the Director to issue one or more Partial Certifications of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (v) authorize the Director to execute and deliver any other Article 80B documents, if necessary, as determined by the Director; (vi) adopt a Demonstration Project Plan under Massachusetts General Laws Chapter 121B, Section 46(f) for the Boston Innovation Center located on Parcel F the Seaport Square Project (the "Project"); (vii) adopt certain findings relating to the Demonstration Project Plan; (viii) approve a disbursement of up to \$500,000: for a grant to the Developer of up to \$450,000; and up to \$50,000 which would fund a maintenance and repair reserve to be drawn down by BIC for the Innovation Center and authorize the Director to enter into a grant agreement and a loan agreement for such funds; and (ix) authorize the Director to enter into any and all other related agreements and documents in connection with the First Amendment, the Demonstration Project Plan, and the \$500,000 funds, which the Director in his sole discretion deems appropriate and necessary, and upon terms and conditions determined to be in the best interest of the BRA.

Appropriate votes follow:

VOTED: That the Boston Redevelopment Authority ("Authority") hereby finds and determines that the First Amendment to the Development Plan for Planned Development Area No. 78 for the Seaport Square Project (the

"First Amendment"), presented at a public hearing duly held at the offices of the BRA on November 15, 2012, complies with Section 80C-4(a)-(e), Standards for Planned Development Review Approval, of the Boston Zoning Code (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 First Amendment and authorizes the Director to petition the Boston Zoning Commission for approval of the First Amendment in substantial accord with the form of the First Amendment submitted to the Authority at its public hearing on November 15, 2012, and attached hereto; and

FURTHER

VOTED: That upon approval of the First Amendment by the Boston Zoning Commission, and upon successful completion of the Planned Development Area review process, the Director be, and hereby is, authorized to issue one or more Certifications of Consistency for electronic signage at the Seaport Square Project under Section 80C-8 of the Code; 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 electronic signage at the Seaport Square Project upon the successful completion of all applicable Article 80 processes; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute and deliver one or more amendments to the Cooperation Agreement, and Boston Residents Construction Employment Plan for the Seaport Square Project, to the extent required in connection with the First Amendment and proposed electronic signage at the Innovation Center in the Seaport Square 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 and execute such documents and agreements as the Director deems necessary and appropriate by the Director in connection with the foregoing and the Seaport Square Project; and

FURTHER

VOTED: That the document presented at the November 15, 2012 meeting of the Authority, also attached hereto as Exhibit B, entitled, "Boston Innovation Center, Block F, Seaport Square, South Boston: Application for the

adoption of a demonstration project plan pursuant to M.G.L. c.121B, Section 46(f), as amended" be, and hereby is, accepted as a Demonstration Project Plan pursuant to Massachusetts General Laws Chapter 121B, section 46(f) for the Innovation Center Project located on Parcel F in the Seaport Square Project and adopted by the BRA; and

**FURTHER
VOTED:**

That the Authority, in connection with the Innovation Center located on Parcel F in the Seaport Square Project, in order to maintain and improve the public realm and development in the City of Boston, hereby finds and determines as follows:

(a) In order to eliminate urban blight and effectuate private and public development, it is in the public interest for the Authority to acquire by eminent domain or deed certain property interests in the Innovation Center located on Parcel F in the Seaport Square Project in the in the South Boston neighborhood of the City of Boston;

(b) The development of the Innovation Center cannot be achieved without the assistance of the Authority; and

(c) Based on (a) and (b) above, the acquisition of a property interest in the Innovation Center located on Parcel F in the Seaport Square Project constitutes a "demonstration project" under Massachusetts General Laws Chapter 121B, Section 46(f), as amended, and (a) and (b) shall collectively constitute the Demonstration Project Plan;

**FURTHER
VOTED:**

That the Authority approve a disbursement of up to \$500,000 for the Innovation Center in the Seaport Square Project: for a grant to the Developer of up to \$450,000; and up to \$50,000 which would fund a maintenance and repair reserve to be drawn down by BIC for the Innovation Center and authorize the Director to enter into a grant agreement and a loan agreement for such funds; and

**FURTHER
VOTED:**

That the Director be, and hereby is, authorized to execute any and all related agreements and documents in connection with the First Amendment, the Demonstration Project Plan, and \$500,000 funds for the Innovation Center in the Seaport Square Project, which the Director, in his sole discretion deems appropriate and necessary, and upon terms and conditions determined to be in the best interest of the Authority.

Exhibit A
Site Plan