

BRA APPROVAL: 9/15/11
ZC APPROVAL: 10/20/11
EFFECTIVE: 10/24/11

DEVELOPMENT PLAN
for
PLANNED DEVELOPMENT AREA NO. 82

THE FENWAY TRIANGLE MIXED USE PROJECT

DATED: September 15, 2011

Development Plan: Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the "Zoning Code"), this plan constitutes the Planned Development Area Development Plan (the "Development Plan") for the development of an approximately 2.2-acre site in the Fenway neighborhood of Boston described in Exhibit A attached hereto (the "Site") and as shown on the plan attached hereto as Exhibit B (the "PDA Overlay Plan"), comprising several contiguous and adjacent parcels of land owned or controlled by Fenway Enterprises LLC or its affiliates (collectively, the "Proponent"), for a mixed-use development, anticipated to include residential, office, retail, restaurant, service and parking uses, all as more fully described below (the "Proposed Project"). This Development Plan sets forth the Proposed Project's proposed location and appearance of structures, open spaces and landscaping, including streetscapes, proposed uses of the area and densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures, as well as the dimensional, use and other zoning requirements applicable to the Proposed Project.

Upon approval, this Development Plan will constitute zoning for the Site in accordance with Section 3-1A and Article 80C of the Zoning Code. Under Section 80C-8 of the Zoning Code, no building, use or occupancy permit for the Proposed Project or for any part of the Proposed Project or any phase thereof will be issued until the Boston Redevelopment Authority (the "BRA") has issued a Certification of Consistency under Article 80C-8 for the Proposed Project or phase, as applicable. To the extent that the Director of the BRA (the "Director") certifies consistency with this Development Plan with the issuance of a Certificate of Consistency, the Proposed Project or phase will be deemed to be in compliance with the requirements of the Zoning Code, pursuant to

Section 80C-9 of the Zoning Code, to the extent that such requirements are addressed in this Development Plan.

This Development Plan consists of twenty-three (23) pages of text plus attachments designated Exhibits A through G. All references to this Development Plan contained herein shall pertain to such pages and exhibits.

Proponent: The Proposed Project will be developed by Fenway Enterprises LLC or an affiliate. Fenway Enterprises LLC is a limited liability company formed under the laws of the State of Delaware. Further information regarding the Proponent and the Proposed Project Team are included in Exhibit G attached hereto.

Site Description: The Site consists of several contiguous and adjacent parcels of land comprising a total of approximately 2.2 acres, all as more particularly described and shown on the plan of land entitled "Fenway Triangle Mixed Use Project Permit Plan of Land" prepared by DGT Survey Group, dated June 20, 2011, attached hereto as Exhibit B and made a part hereof (the "PDA Overlay Plan"). As shown on the PDA Overlay Plan, the two primary development areas comprising the Site are: (i) an approximately 82,586 square foot (1.9±-acre) area (the "Boylston Street Parcel"), bounded on three sides by Boylston Street, Kilmarnock Street and Van Ness Street; and (ii) an approximately 12,499 square foot square foot (0.3±-acre) area (the "Brookline Avenue Parcel"), bounded in part by Brookline Avenue, Van Ness Street and Kilmarnock Street intersection. The two development areas are across Van Ness Street from each other, as shown on the PDA Overlay Plan. The street addresses of the Boylston Street Parcel are 1325 Boylston Street, 1341 Boylston Street, 16 Kilmarnock Street (90 Van Ness Street) and 80 Van Ness Street. The street address of the Brookline Avenue Parcel is 132 Brookline Avenue.

The Proponent controls the entire Site through various affiliates pursuant to the deeds recorded in the Suffolk County Registry of Deeds in Book 35197, Page 288; Book 35197, Page 298 (see also certificates at Book 41155, Page 232 and Book 46741, Page

24); Book 46741, Page 273; and Book 43436, Page 157; and deeds filed in the Suffolk County Registry District of the Land Court as Document Numbers 780858 and 780873.

The Site, as shown on the PDA Overlay Plan, is occupied by various small buildings and parking uses. The Brookline Avenue Parcel includes an existing, three-story building with office and retail uses. The Boylston Street Parcel comprises a collection of parking lots and one and two-story buildings historically used for automotive uses, including the Van Ness Garage, a former Goodyear auto repair facility and a former gas station. The repair facility and gas station have been temporarily repurposed as small retail and service uses. The existing buildings will be razed prior to the construction of the Proposed Project.

Boylston Street is a wide street dominated by vehicular traffic, which has recently seen increased pedestrian activity with completion of the mixed-use developments at 1330 Boylston Street ("1330 Boylston") and at the Fenway Triangle Trilogy Project ("Trilogy"). Notwithstanding these recent, successful additions, the area along Boylston Street in the proximity of the Site still consists primarily of suburban-style fast-food outlets, gas stations, parking lots and other commercial uses occupying low-rise commercial and industrial buildings that do not form consistent street walls. The Boylston Street Parcel is located between the Trilogy mixed-use project, across Kilmarnock Street to the west, and a low-slung commercial building containing a Subway sandwich shop, to the east. To the north of the Boylston Street Parcel is Van Ness Street, which is dominated by parking and service uses on both sides for its entire length between Kilmarnock Street and Yawkey Way. Across Boylston Street to the south is the 1330 Boylston mixed-use project and a Burger King restaurant with surface parking.

Brookline Avenue, anchored on one end by Landmark Center and on the other by Fenway Park, has a greater building density and is defined by the historical automotive industry buildings of the 1920's. The area along Brookline Avenue near the Site consists primarily of two to five story buildings containing primarily office and retail uses. The

Brookline Avenue Parcel is located between the Trilogy mixed-use project, across Kilmarnock Street to the southwest, and a three-story building containing first-floor restaurant and upper-level offices uses, to the northeast. Across Brookline Avenue to the west is a five-story building occupied by Harvard Vanguard Medical Associates (“Harvard Vanguard”); Landmark Center is across Brookline Avenue to the southwest.

Fenway Park is located one-half block to the east of the Site along Van Ness Street, and the Longwood Medical and Academic Area (“LMA”) is a short walk to the west and the Back Bay is a short walk to the East from the Site.

Proposed Project: The Proposed Project involves the demolition of the existing buildings, described in the previous section entitled “Site Description,” and the construction on the Site of a mixed-use, transit-oriented development anticipated to contain multi-family residential, office, retail, restaurant(s) and below-grade parking. The Proposed Project includes two new buildings, one located on the Boylston Street Parcel (“1325 Boylston”) and one located on the Brookline Avenue Parcel (“132 Brookline”). Both of the proposed buildings will include frontage on Van Ness Street, and the Proponent intends to transfer a portion of the Boylston Street Parcel to the City for the laying out of a new street (“New Street”) between Boylston Street and Van Ness Street. The Proposed Project also anticipates the potential extension of the parking garage under portions of Van Ness Street and/or New Street and potential subsurface pedestrian and/or utility connections between the two buildings under Van Ness Street.

1325 Boylston is anticipated to contain 225,000± square feet of office uses; 140,000± square feet of anchor retail use and 36,000± square feet of related storage; approximately 150 residential units; ground floor uses including additional retail space of approximately 25,000 square feet, building service areas and lobby space supporting the office, residential and anchor retail uses above; and a maximum of 575 parking spaces on up to three below-grade levels. 1325 Boylston and 132 Brookline, collectively, will contain a maximum of 665,595 square feet of gross floor area.

132 Brookline is anticipated to contain 5,000± square feet of retail space on the ground floor and approximately 150 residential units on the upper floors, accessed via a ground-floor lobby.

The final residential unit count of each building is dependent on the unit mix within the Proposed Project, but 1325 Boylston will provide a minimum of 130, and a maximum of 200, residential units, and 132 Brookline will provide a minimum of 130, and a maximum of 200, residential units. The residential component of the Proposed Project is anticipated to consist of rental units initially, some or all of which may transition to home ownership units in the future.

The Proposed Project involves the construction of one building with a three story base and two vertical elements on the Boylston Street Parcel and one building on the Brookline Avenue Parcel.

(i) 1325 Boylston will have a number of separate elements of varying height and massing, using form and materials to clearly differentiate the retail from the residential, and the residential from the office use. At the corner of Kilmarnock Street and Boylston Street, the streetwall height of the base component will be up to 65 feet. The height of the eastern element of the building (including the base component and the tower above) will be up to 168 feet, and the height of the western element of the building (including the base component and the tower above) will be up to 178 feet high.

(ii) 132 Brookline will be a slender, primarily residential, building rising seventeen stories (up to 180 feet in height). It is anticipated to use two architectural components, one to continue the street wall on a scale appropriate to the adjacent buildings, while the massing above the base will apply a singular architectural expression to the residential facades.

Maximum building heights under this Development Plan are to be determined by measuring from grade to the top of the structure of the highest occupied floor, not

including roof structures and penthouses which will be used for mechanical equipment or other structures not devoted to human occupancy.

The Proposed Project includes two vehicular access locations. The primary access point will be on New Street at the eastern end of the Site, providing ingress and egress to the below-grade parking under 1325 Boylston. A secondary egress point, which will be made available consistent with operational considerations of the parking and loading areas within the Proposed Project from time to time, will be on Kilmarnock Street. A mid-block internal driveway on the Boylston Street Parcel will remove all loading, mechanical and service-based activities for 1325 Boylston from the streets surrounding the Site. Dumpsters and loading docks for 1325 Boylston will be located in the interior of the building, accessed via the internal drive. The multiple existing curb cuts at the Site will be replaced with a single curb cut on Kilmarnock Street and a single curb cut on New Street for the Boylston Street Parcel. The loading and service access to 132 Brookline will be at designated points of the ground floor along Van Ness Street.

The primary pedestrian access points for the residences and upper-story commercial uses of 1325 Boylston will be through lobbies located at ground-level. Ground-level access to other retail will be located as needed along the building facades. The ground-level pedestrian access points to the residences at 132 Brookline and access to the ground floor retail will be located as needed along the Brookline Avenue, Kilmarnock and Van Ness Street facades.

It is contemplated that, within the Site, portions of the Proposed Project may be separately owned and financed. Accordingly, the Proponent may designate and establish from time to time the boundaries of sub-areas ("Sub-Parcels") within the Site, consisting of air rights or otherwise without further BRA action, provided that (1) the applicable use and height requirements of this Development Plan with respect to each Sub-Parcel are met by the resulting Sub-Parcel; and (2) the Proposed Project taken as a whole is consistent with the provisions of this Development Plan, including FAR, maximum off-

street parking spaces and minimum off-street loading bays considered on the basis of the Site as a whole.

Location and Appearance of Structures: The architectural character, residential opportunities, retail vitality and pedestrian experience offered by the Proposed Project is consistent with and supportive of the planning goals identified by the community for this part of the Fenway neighborhood. The Proposed Project represents another step in reaching these goals, capitalizing on recent positive development, including the nearby Trilogy and 1330 Boylston mixed-use projects. Moreover, the Proposed Project aims to expand the recent enhancements along Boylston Street by activating the underutilized portion of Van Ness Street and adding permeability through the site to the denser scale of Brookline Avenue. By creating additional affordable and market rate housing for the neighborhood, providing new and rejuvenated retail development and facilitating office uses in the community, the Proposed Project will enhance a strong sense of a thriving urban neighborhood and ensure higher levels of pedestrian activities during the day.

The Site is currently characterized by asphalt parking lots and indistinct, aging, one to three-story commercial buildings, none of which take advantage of the architectural and mixed-use opportunities afforded by the Site's location at the Fenway Triangle between the neighborhood arteries of Boylston Street and Brookline Avenue. The Proposed Project's height and massing are designed to reinforce positive qualities in this context, build on recent successes and lend further architectural excitement to an area still dominated by auto-related uses. The result will be a lively, mixed-use project that will bring life and vitality to the street both during the day and in the evening.

As noted above, the urban design concept for the Proposed Project is to expand upon the recent successful growth at Trilogy and 1330 Boylston, which has fostered a vibrant streetscape along Boylston Street. The two development areas propose to enliven and expand upon the commercial growth of Boylston Street by carrying retail and commercial development along Van Ness Street, Kilmarnock Street, New Street and

Brookline Avenue and providing the critical mass of retail, residential and other uses necessary to realize the urban village planning vision for the neighborhood. The Proposed Project will also strengthen the design vernacular established by Trilogy and 1330 Boylston while creating interesting and well-executed architecture that will help define this section of the City. When complete, the Proposed Project will extend the emergent street wall along Boylston Street, create an attractive, active new street wall along Van Ness Street, maintain the continuity of the historic street wall along Brookline Avenue and enhance connectivity with the creation of New Street.

The proposed location and appearance of the structures and all of their elements are shown on the plans, drawings and elevations (“Drawings”) that are included, in part, in Exhibit C-1 and Exhibit C-2, as said Drawings may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities, and shall comply with the height and building-wide floor area maximums and unit count minimums and maximums set forth in this Development Plan and the density and dimensional requirements set forth in Exhibit D attached hereto and made a part hereof, in accordance with the provisions hereof.

Location and Appearance of Open Spaces and Landscaping: The landscape design for the Site’s open spaces and street-edges is shown on the Drawings included in Exhibit C-1 and Exhibit C-2 as said Drawings may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities. The landscaping for the Proposed Project has been designed to foster an “urban village” environment, connecting Boylston Street with Brookline Avenue, while activating Van Ness Street by pulling pedestrian and retail activity onto these street edges, and adding appropriate landscaping around exterior of the buildings.

Consistent with the plan for revitalization of the neighborhood initiated by the Trilogy development and continued by 1330 Boylston, the Proposed Project is intended to add sufficient residential units and office space to generate pedestrian traffic and, with its generous sidewalks, will create an environment that allows residents, office workers

and other pedestrians to enjoy shopping, strolling, dining, commuting, or meeting. Toward this end, the Proposed Project's above-grade building elements are set back from the Boylston Street property line by a minimum of fifteen feet (15') to create pedestrian-friendly sidewalks that enable the placement of generous street trees along that "Main Street" frontage. The Building elements themselves will provide strong street walls typical of the residential areas in the Fenway.

The ground floor of both the 1325 Boylston and 132 Brookline buildings will be extremely active, with retailers lining and activating Boylston Street, Van Ness Street and Brookline Avenue. Landscaping will be typical of urban conditions and will include City-approved street furniture, hardscaping and some planted elements. The separate residential and office entries will also bring life to Boylston and Van Ness Streets.

Underlying Zoning and PDA Overlay Designation: The Site is located within the Fenway Neighborhood District and in the North Boylston Neighborhood Shopping Subdistrict (NS-3). The NS-3 Subdistrict is shown on Map 1Q of the City of Boston Zoning Maps, and is within the Restricted Parking Overlay District established by Section 3-1A(c) of the Zoning Code and the Groundwater Protection Overlay District established by Article 32 of the Zoning Code. The Site also is located within an area in which Planned Development Area ("PDA") designations are allowed pursuant to Sections 3-1A(a) and 66-27 of the Zoning Code.

The Proposed Project will incorporate groundwater conservation systems that are acceptable to the Boston Water and Sewer Commission ("BWSC") and the Boston Groundwater Trust and that comply with the requirements of Article 32 of the Zoning Code as determined by BWSC.

The Proponent shall obtain a written determination from BWSC as to the acceptability of the proposed groundwater conservation systems and whether the requirements of Article 32 are met and shall submit a copy of such determination letter 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, and the Proposed Project shall be deemed in compliance with Article 32 of the Zoning Code. The Proponent has prepared shadow studies which have been submitted to the BRA in connection with the Proposed Project's review and approved under Article 80 of the Zoning Code. Accordingly, consistency of the Proposed Project with this Development Plan shall constitute compliance with all applicable shadow requirements, including, without limitation, those set forth in the Zoning Code and those pursuant to which the BRA is the permit granting authority.

Proposed Uses of the Area: The Proposed Project is intended to be used for multifamily residential, office, retail, service, restaurant, accessory and public parking uses. At 132 Brookline, the retail/service/restaurant uses will be located on the ground floor and will occupy approximately 5,000± square feet of floor area. The multifamily residential use will be primarily located on the upper floors, with a ground-floor lobby, and will comprise approximately 150 residential units, but not less than 130 units and not more than 200 units. At 1325 Boylston, the residential and non-retail uses will be located primarily on the upper floors and will comprise approximately 150 residential units, but not less than 130 units and not more than 200 units, and approximately 225,000± square feet of office floor area, respectively. Anchor retail and related storage will also be located primarily on floors two through four and will comprise approximately 140,000± square feet and 36,000± square feet of floor area, respectively. Retail/service/restaurant uses will occupy approximately 25,000± square feet of the ground floor, which will also contain lobby areas for the residential and upper story commercial uses, as well as service uses. A maximum of 575 parking spaces will be located in the subsurface garage. It is acknowledged that the uses for the Proposed Project will vary depending on market conditions, from time to time, but shall continue to include only uses permitted under this Development Plan. The uses set forth on Exhibit E are allowed uses under this Development Plan.

Dimensions and Densities: This Development Plan sets forth the applicable dimensional and density requirements for the Proposed Project, as detailed in Exhibit D.

The actual Dimensions and Densities of the Proposed Project, as such dimensions may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities, shall comply with the permitted dimensions and densities set forth in Exhibit D and the height and building-wide floor area maximums and unit count minimums and maximums set forth in this Development Plan. Any street wall articulation, oriel or bay windows, ornamental features, retail storefronts or similar projections into the Boylston Street setback depicted in the Drawings shown in Exhibit C-1 and Exhibit C-2, as they may be further refined, revised, amended, and approved pursuant to review by the BRA and other appropriate agencies and authorities, shall be deemed compliant with applicable requirements under this Development Plan and the Zoning Code.

In accordance with Section 80C-9 of the Zoning Code, consistency of the Proposed Project with this Development Plan constitutes compliance with the dimensional, use, and other requirements of the Zoning Code, to the extent that such requirements are addressed in this Development Plan.

Traffic and Pedestrian Circulation: The Proposed Project is designed to maximize pedestrian access and public use while minimizing parking and traffic impacts. The multiple existing curb cuts on Boylston Street and Van Ness Street will be eliminated, and the Proposed Project will be accessible to vehicles via two vehicular entrances to the subsurface garage. The primary access point will be on New Street at the eastern end of the Site, providing ingress and egress to the below-grade parking under 1325 Boylston. A secondary egress point, which will be made available consistent with operational considerations of the parking and loading areas within the Proposed Project from time to time, will be on Kilmarnock Street. The associated reduction in vehicular/pedestrian conflict on the Boylston Street and Van Ness Street frontages, along

with sidewalk improvements and possible curb extensions, will significantly enhance the pedestrian environment.

As noted above, the primary pedestrian access points to the residences and upper-story commercial uses at 1325 Boylston will be through lobbies located at ground level. The ground-level pedestrian access points to the other retail portions of 1325 Boylston will be located as needed along the Boylston Street, Kilmarnock, New Street and Van Ness Street facades of the Building. The pedestrian access to the residences at 132 Brookline will be through a ground-level lobby; pedestrian access points to the retail uses will be as needed along Brookline Avenue, Kilmarnock and Van Ness Street.

Dumpsters and loading docks for 1325 Boylston will be located in the interior of the building with access from the internal driveway, accessed from New Street and exiting to Kilmarnock Street. In particular, the location and design of the loading facilities for 1325 Boylston entirely on the interior of the Boylston Street Parcel will significantly reduce interference with the free flow of vehicles along the surrounding public ways. Loading and service areas for 132 Brookline will be located on Van Ness Street to accommodate access to the ground floor of that building.

Surface parking will be eliminated, and will be replaced with a below-grade garage on the Boylston Street Parcel that will provide adequate parking for residents and tenants of the Proposed Project, may continue to provide public parking, including Red Sox game-day parking, and may continue to provide parking to users under the long-term, monthly or daily leases/agreements. Subject to applicable contractual arrangements, the operator of the parking facility will adjust the allocation of available parking spaces between the various Proposed Project uses from time to time in order to optimize safe and efficient utilization of the parking facility. In addition, the design will accommodate internal queuing to further diminish potential congestion on the surrounding streets.

A large portion of the residents and patrons at the Proposed Project are expected to use alternative modes of travel besides private automobile. No substantial changes to level-of-service grades at study intersections are expected as a result of the Proposed Project, and substantial contributions to roadway/infrastructure improvements in the area will support and advance the City's long-range goals for the pedestrian, bicycle and vehicular environment in the Fenway community.

In addition, the Proponent is committed to implementing Transportation Demand Management ("TDM") strategies and assisting and encouraging major tenants at the Proposed Project to design and implement appropriate tenant-specific TDM programs to minimize the number of single-occupant vehicle commuters to the Site, thereby reducing peak hour traffic demands on the surrounding area roadway network. The TDM program will include:

- Providing secure bicycle storage facilities to meet the demand for bicycle parking;
- Installing bicycle racks at grade for the general public's use;
- Designating an on-site Transportation Coordinator to oversee parking and loading operations as well as promote alternative transportation measures
- Providing public transportation information such as maps and schedules to new residents and tenants in an orientation package;
- Promoting alternative modes by requiring the property manager of the residential component to subsidize T-passes to its on-site employees;
- Encouraging tenants to provide on-site transit pass sales to employees and residents;
- Encouraging commercial tenants to provide fifty percent (50%) transit subsidies;
- Charging market rates for public parking; and
- Providing parking spaces for a community car-sharing organization (e.g. ZipCar).

Parking and Loading Facilities: The Site will contain a maximum of 575 off-street parking spaces located in the up-to-three-level subsurface garage. Currently, the Site contains approximately 468 surface parking spaces. Therefore, the Proposed Project will add approximately 107 net new parking spaces.

The parking facilities are shown in greater detail on the Drawings shown in Exhibit C-1 and Exhibit C-2 and will conform with the Drawings shown in Exhibit C-1 and Exhibit C-2, as they may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities, and in accordance with the density and dimensional requirements set forth in Exhibit D.

This parking area, a portion of which may extend under Van Ness Street and/or New Street, which will be operated, by the Proponent or an independent entity, as a common parking facility to service all of the uses at the Proposed Project as well as public parking. The parking spaces will have direct access to the residential and commercial lobbies of 1325 Boylston via elevators that will extend to the garage. These elevators will be contained in the building core and will be accessed from within the building via the respective lobbies. In order to promote more efficient use of the off-street parking facilities and to further ameliorate traffic impacts, some or all of the parking may be professionally operated by an entity independent of the owner of the Proposed Project, and may be operated as valet or attendant parking with tandem parking spaces. The Proposed Project also anticipates potential subsurface pedestrian and utility connections between 1325 Boylston and 132 Brookline under Van Ness Street.

This Development Plan approves the number, location, dimensions, use and design of the proposed parking spaces as described herein and as depicted on the Drawings shown in Exhibit C-1 and Exhibit C-2, as they may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities. This Development Plan further approves, notwithstanding the provisions of the Zoning Code applicable to the Restricted Parking Overlay District, the use of the proposed parking spaces for accessory and public parking as described in or approved by

this Development Plan. This Development Plan also approves the proposed number of offstreet parking spaces per dwelling unit set forth in Exhibit D.

The off-street loading bays for 1325 Brookline will be located along the internal driveway on the interior of the Boylston Street Parcel. The loading facilities for 1325 Boylston are designed so that all truck loading activities will occur off-street at these loading facilities. The loading area for 132 Brookline will be at a designated location on the curb line of Van Ness Street. It is anticipated that the frequency of truck traffic at this location will be low.

The loading facilities are shown in greater detail on the Drawings shown in Exhibit C-1 and Exhibit C-2, and will conform with the Drawings shown in Exhibit C-1 and Exhibit C-2, as they may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities, and with the density and dimensional requirements set forth in Exhibit D in accordance with the provisions hereof. This Development Plan approves the number, location, dimensions and design of the proposed loading facilities as described herein and as depicted on the Drawings shown in Exhibit C-1 and Exhibit C-2, as they may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities.

The actual location, dimensions, and design of the proposed parking spaces and loading facilities of the Proposed Project, as such parking spaces and loading facilities may be further refined, revised, amended, and approved pursuant to review by the BRA and other appropriate agencies and authorities, may differ slightly from the location, dimensions, and design described herein and depicted on the Drawings shown in Exhibit C-1 and Exhibit C-2. However, in no event shall the actual number of parking spaces in the Proposed Project exceed the number permitted herein.

Proposed Access to Public Transportation: The Site is readily accessible to public transportation, including commuter rail, rapid transit and bus service. There are

also many private bus and shuttle services in the area that provide access to the variety of educational and institutional users in the area. Exhibit F-1 and Exhibit F-2 present the public transportation facilities currently servicing the area. The following section discusses the public transportation routes within close proximity to the Site.

Commuter Rail

The closest MBTA commuter rail station to the Site is Yawkey Station, which is located adjacent to the Massachusetts Turnpike, immediately northwest of Fenway Park, and will be undergoing a significant expansion in connection with another project in the area. This station services the Framingham/Worcester Line, with access to employment centers at Back Bay Station and South Station.

Rapid Transit

The closest MBTA rapid transit stop is Fenway on the "D" (Riverside) branch of the Green Line, which is located within a 5-minute walk of the Site. The D Line extends and provides service eastward to the Green Line's main branch at Kenmore Square where other branch lines intersect to travel to Downtown Boston and to links to rapid transit lines to other Boston neighborhoods and Cambridge. The D Line extends and provides service westbound through the communities of Brookline and Newton to the Riverside station.

Bus Services

The current MBTA bus routes 8, 19, 47, 55, 57, 60, 65, CT-2 and CT-3 provide service in close proximity to the Site. These buses travel along the streets in the vicinity of the Site including Brookline Avenue, Boylston Street and Park Drive. The Site is also located in an area serviced by the Masco Shuttle, which provides transportation to and from the LMA.

As discussed above, a TDM program will be implemented at the Proposed Project to encourage the use of public transportation as a commuting option to the Site.

Proposed Building Elevations: The proposed building elevations and other design elements of the Proposed Project will conform with the Drawings shown in Exhibit C-1 and Exhibit C-2 as they may be further refined, revised, amended, and approved pursuant to review by the BRA and other appropriate agencies and authorities, and in accordance with the density and dimensional requirements set forth in Exhibit D and the height and building-wide floor area maximums set forth in this Development Plan.

Drawings: The Proposed Project will conform with the Drawings shown in Exhibit C-1 and Exhibit C-2, as they may be further refined, revised, amended, and approved pursuant to review by the BRA and other appropriate agencies and authorities, and in accordance with the density and dimensional requirements set forth in Exhibit D and the height and building-wide floor area maximums and unit count minimums and maximums set forth in this Development Plan.

Signage: Signage for the Proposed Project shall consist of those signs permitted by Section 66-41, Article 11 of the Zoning Code, and any additional signage approved by the BRA under its Development Review Procedures.

Phasing: The Proposed Project naturally breaks down into two distinct structures, and it may be built in either one or two phases (or in sub-phases thereof), which may proceed sequentially or simultaneously, depending on market demand, construction sequencing strategies and other factors. One phase is anticipated to consist of the 1325 Boylston building, which is currently anticipated to be constructed in a single sub-phase, and the other phase is anticipated to consist of the 132 Brookline building, including its ground floor retail and upper-level residential components and the potential sub-surface connections beneath Van Ness Street. Construction of infrastructure improvements, if any, related to components of the Proposed Project may similarly occur in phases or sub-phases as the Proposed Project proceeds.

Prior to construction of 132 Brookline, schematic design plans shall be subject to review and approval by the BRA in accordance with its Development Review Procedures. These plans and specifications, as approved by the BRA pursuant to the Development Review Procedures, shall be deemed to be consistent with this Development Plan.

Public Benefits: Development of the Proposed Project represents a substantial investment by the Proponent that will provide significant benefits to the Fenway community and the City of Boston, including new jobs creation, urban design improvements, new market-rate and affordable housing and additional tax revenues. As a result of this investment, existing surface parking lots and aging, outmoded commercial buildings will be replaced by a vibrant, attractive and highly visible mixed-use development that enhances the pedestrian, retail and residential vitality, as well as the urban design and architectural character, of the Fenway area. The Proposed Project's specific public benefits include the following:

Infrastructure Improvements

- Contribution of Proponent-owned land and construction of New Street between Boylston Street and Van Ness Street as a new public street consistent with the City's design;
- Changes to Van Ness Street operations to improve capacity and provide better neighborhood circulation;
- Establishment of bicycles facilities in conformance with the plan prepared by BTB;
- Installation of new street lighting; and
- Elimination of multiple curb cuts along Boylston Street and Van Ness Street.

Economic Benefits

- Creation of up to 800 construction jobs with as many as 400 tradespeople on site at once;
- Creation of up to 1200 permanent, transit-accessible jobs on-site;

- Increased annual real estate tax payments to the City;
- Provision of approximately 300 new units of housing, consisting of both market-rate and affordable units, in close proximity to downtown Boston and the LMA;
- In order to promote affordable housing in the City of Boston, the Proponent will provide onsite affordable housing as set forth below. In addition, the Proponent will also provide contribution(s) to the BRA for each of 1325 Boylston and 132 Brookline (the “Contributions”) as set forth below. Together the onsite affordable housing and the Contributions in combination will equate to providing affordable housing in an amount equivalent to twenty percent (20%) of the dwelling units within the Proposed Project, as follows:
 - Seven and one-half percent (7.5%) of each building’s on-site residential units will be designated as affordable units, affordable to households earning up to 70% of area median income for the Boston Standard Metropolitan Statistical Area as promulgated by the United States Department of Housing and Urban Development guidelines (“Median Income”).
 - The Contribution associated with each building will be in an amount equivalent to twelve and one-half percent (12.5%) of the total number of market rate units in such building (the “Affordable Units”), multiplied by \$200,000, as specified by Mayor Thomas M. Menino’s *Inclusionary Development Program* dated February 29, 2000 and last amended on September 27, 2007. In accordance therewith, each Contribution will be made in seven equal annual cash payments, commencing with the issuance of the respective building permits. In lieu of seven annual payments, the Proponent may instead make a one-time, up-front Contribution for either or both buildings, to be paid upon the issuance of the applicable building’s certificate of occupancy, in which case the Contribution would be calculated based on the net present value of the Contribution for that building, at a discount rate calculated by adding 50% of the Proponent’s cost of funds to 50% of the City’s most recent (ten-year) municipal bond yield.
 - The total amount due for the Contributions, whether paid in installments or in a lump sum, may be offset for the value of any payment to the Boston Redevelopment Authority in the amount of \$500,000 or more by the Proponent in connection with a community facility or facilities providing senior services, community healthcare, job skills training, or daycare, and by an amount of \$4,000,000 for the

value of any contributions by the Proponent to acquisition, design and/or construction of any community infrastructure improvements.

- The Proponent may also offset the Contributions, whether paid in installments or in a lump sum, by providing off-site affordable units, affordable to households earning up to 70% of Median Income (the “Neighborhood Affordable Units”). The Neighborhood Affordable Units could be provided through: (i) conversion of existing market rate units; (ii) preservation of existing Neighborhood Affordable Units at-risk of conversion to market-rate; or (iii) development of new Neighborhood Affordable Units; or (iv) a contribution to an appropriate community non-profit organization, if agreed upon by the Boston Redevelopment Authority, for the purposes of providing (i), (ii) or (iii). The Proponent’s Contributions may be reduced at a ratio to be determined by the Authority.
- Transformation of Van Ness Street from a service street to a front door address anchored by new retail shops;
- Introduction of needed new retail and residential vitality along Boylston Street, Van Ness Street and Brookline Avenue;
- Creation of a transit-accessible employment center – retail and office employees have multiple options to commute to work via public transportation;
- Transfer of fee or easement rights in land for New Street.

Pedestrian Improvements

- Enhancement of pedestrian safety and circulation by improving sidewalk widths and adding pedestrian amenities around the Site; and
- Substantial investment in the reconstruction of sidewalks and streetscape along the project frontage, including high-quality paving materials, street furnishings, landscaping and lighting.

Neighborhood Design Benefits

- Redevelopment of an underutilized, car-dependent area into a vibrant transit and pedestrian oriented mixed-use project;
- Support of the City’s Boylston Street Reconstruction Plan by accommodating elements of the plan into the streetscape and sidewalk design;

- Creation of additional open space and landscaping;
- High quality architecture that will build on the neighborhood vernacular established by Trilogy and 1330 Boylston to provide a transformative effect for the neighborhood; and
- Introduction of needed new retail and residential vitality along Boylston Street in the Fenway neighborhood.

Further, the Proponent will submit: (1) a Boston Residents Construction Plan in accordance with the Boston Jobs Policy; and (2) a First Source Agreement and Memorandum of Understanding related to permanent employment initiatives for City of Boston residents.

Section 66-30 of the Zoning Code provides that the BRA has the authority to approve a Development Plan for a Proposed Project as meeting the requirements of Section 80C-4 of the Zoning Code (Standards for Planned Development Area Review Approval) for consistency with the applicable planning and development criteria of Article 66 if the Development Plan provides for public benefits, including one or more of the following: (a) diversification and expansion of the Fenway's economic and job opportunities through economic activity, such as private investment in commercial or research and development uses; (b) creation of new job opportunities and establishment of educational facilities, career counseling, or technical assistance providing instruction in fields related to such jobs; (c) improvements to the urban design characteristics and aesthetic character of the development site and its surroundings, and the enhancement of existing open space or the creation of new open space; and (d) improvements to transportation systems.

The public benefits for the Proposed Project and set forth in this Development Plan, and which shall be incorporated into a Cooperation Agreement, satisfy the foregoing public benefit criteria of Section 80C-4 and Article 66-30 of the Zoning Code. The development of the Proposed Project, as set forth in this Development Plan, is a significant commitment by the Proponent that will expand the local and city economy and provide substantial job opportunities within the Fenway area. The Proposed Project

will enhance the aesthetics and urban design qualities of the Site by replacing the aging buildings and open-air parking lots now occupying the Site with architecturally pleasing buildings designed to bring an “urban village” character to this Site and to provide continuity with the Trilogy and 1330 Boylston projects, while also introducing the underutilized portion of Van Ness Street into the development and adding permeability through the Site between Boylston Street and Brookline Avenue. In addition, the proposed sidewalk along Boylston Street will create an attractive and pedestrian-friendly environment, the character of which will be equally reflected on Van Ness Street and continue onto New Street and Kilmarnock Street. Finally, as described above, the Proposed Project includes infrastructure improvements and other measures to improve vehicular and pedestrian circulation in the area of the Proposed Project.

Other Approvals and Review Procedures: The Proposed Project is subject to Large Proposed Project Review under Article 80B of the Zoning Code. A Proposed Project Notification Form (“PNF”) relating to the Proposed Project was filed on December 20, 2010, to formally commence the Large Project Review process.

The Proposed Project also requires Schematic Design Approval by the Boston Civic Design Commission (“BCDC”) pursuant to Article 28 of the Zoning Code. At its meeting on June 7, 2011 BCDC voted to give Schematic Design Approval for the Proposed Project. The Proponent also intends to seek a determination, pursuant to Article 85 (“Demolition Delay”) of the Zoning Code, from the Boston Landmarks Commission (“BLC”) that no further review by the BLC is required with respect to the proposed demolition of the existing buildings on the Site. The Proponent also intends to file a Proposed Project Notification Form for the Proposed Project with the Massachusetts Historical Commission, pursuant to M.G.L. Ch. 9, Sec. 26-27C and 950 CMR 71.00, in order to obtain a No Adverse Effect Determination Letter for the Proposed Project.

Various other permits and approvals may also be required for the Proposed Project and will be obtained at the appropriate time. Given the scope of the Proposed

Project, and as a result of the various reviews of the Proposed Project necessary to secure all required permits and approvals, modifications may have to be made. To the extent they are subject to BRA review, minor modifications of the Proposed Project's design, consistent with the dimensional limitations and public benefit obligations herein (including without limitation modifications that affect site improvements, exterior facades, roofscape or public spaces) will be subject to the approval of the Director under this Development Plan without further BRA action.

Applicability: In accordance with Section 80C-9 of the Zoning Code, upon the issuance of Certificate of Consistency, the Proposed Project shall be deemed to be in compliance with the dimensional and use requirements of the Zoning Code and the other requirements of underlying zoning, including without limitation the requirements of Article 66, to the extent that such requirements are addressed in this Development Plan.

Miscellaneous: Unless otherwise set forth herein, all references herein to terms set forth in the Zoning Code shall have the meaning set forth in the Zoning Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

SCHEDULE OF EXHIBITS

EXHIBIT A	LEGAL DESCRIPTION OF SITE
EXHIBIT B	PDA OVERLAY PLAN FOR PROJECT
EXHIBIT C-1	PLANS AND DRAWINGS FOR 1325 BOYLSTON
EXHIBIT C-2	PLANS AND DRAWINGS FOR 132 BROOKLINE
EXHIBIT D	DENSITY AND DIMENSIONAL ZONING REQUIREMENTS
EXHIBIT E	ALLOWED USES
EXHIBIT F-1	MAP OF PUBLIC TRANSPORTATION SERVICES
EXHIBIT F-2	SUMMARY TABLE OF PUBLIC TRANSPORTATION SERVICES
EXHIBIT G	INFORMATION RE: PROPONENT AND PROJECT TEAM

N 69-59-43 E 307.67 feet along the southerly sideline of Van Ness Street to a point by land now or formerly of Abbey Landmark Square LLC; thence

S 19-59-46 E 128.00 feet to a point; thence

N 69-59-43 E 17.33 feet to a point by land now or formerly of The Jara Realty Trust, the last 2 courses being by land now or formerly of Abbey Landmark Square LLC; thence

S 19-59-46 E 132.95 feet by land now or formerly The Jara Realty Trust to a point on the northerly sideline of Boylston Street; thence

S 70-00-30 W 325.00 feet along the northerly sideline of Boylston Street to a point on the easterly sideline of Kilmarnock Street; thence

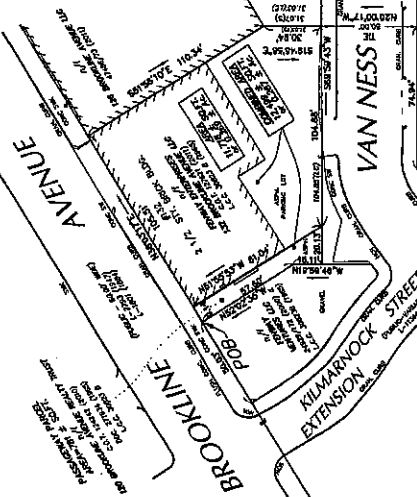
N 19-59-46 W 260.90 feet along the easterly sideline of Kilmarnock Street to the point of beginning.

Said parcel is an aggregate of three contiguous parcels of land under separate title and contains 82,586 square feet more or less.

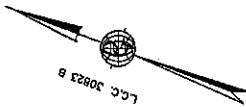
EXHIBIT B

PDA Overlay Plan for Proposed Project

[See attached.]



TOTAL AREA OF COMBINED PARCELS
 95,085 ± SQ. FT.
 or 2.183 ± Ac



- LEGEND:**
- ASPHALT
 - BUILDING
 - CLUB
 - CRANE
 - GRANITE
 - IRON
 - SEWER
 - SEWER PUMP
 - SEWER MAIN
 - SEWER MANHOLE
 - SEWER VALVE
 - SEWER TIE
 - POB
 - POINT OF BEGINNING

NOTES:

1. NEAREST GENTRY TRAIL

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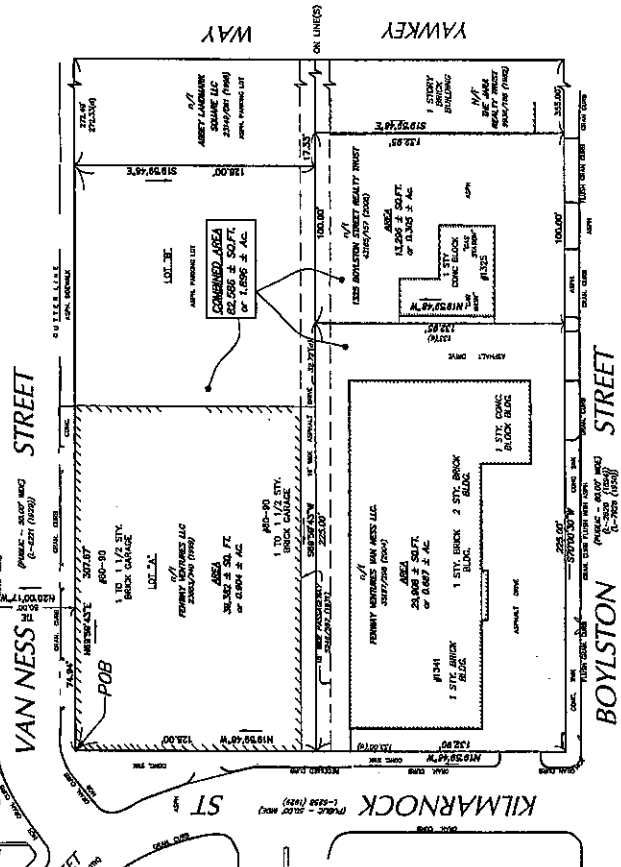
96. NEAREST GENTRY TRAIL

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100. NEAREST GENTRY TRAIL



PROFESSIONAL LAND SURVEYOR 22-JAN-2011 DATE

DGT SURVEY GROUP
 A DIVISION OF DIGITAL GEOSPATIAL TECHNOLOGIES, INC.
 800 SUMNER STREET
 SUITE 1000
 BOSTON, MA 02111
 TEL: 817-375-0541
 FAX: 817-375-0544
 www.dgtgroup.com



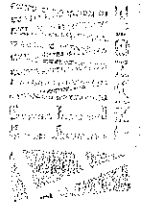
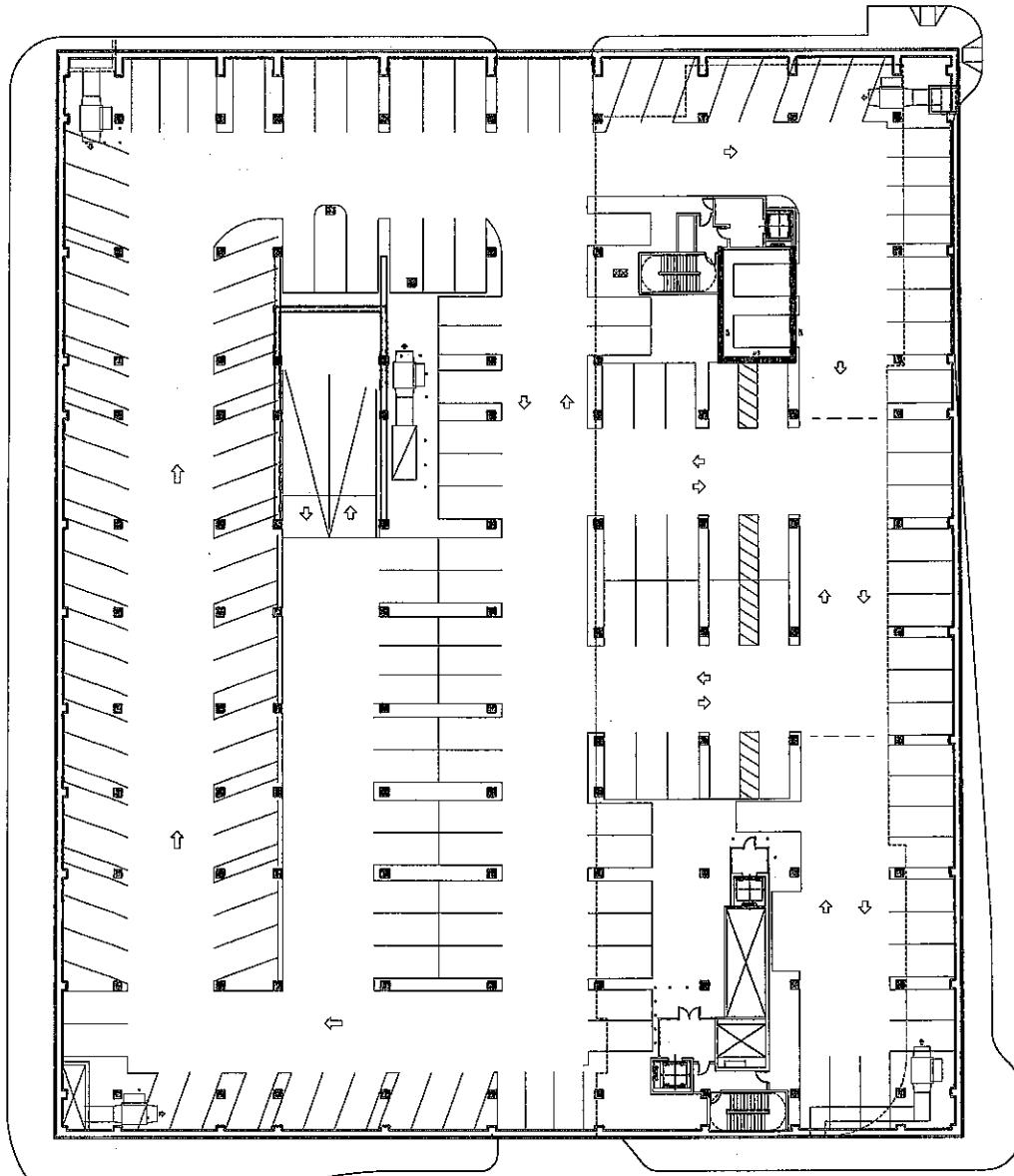
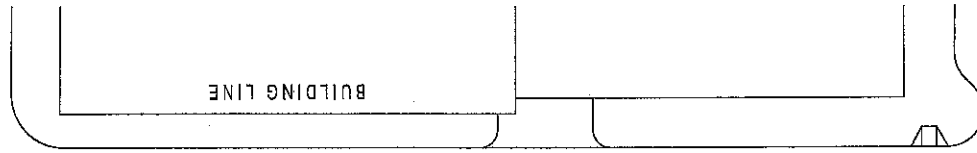
FENWAY TRIANGLE MIXED USE PROJECT
 PERMIT PLAN OF LAND
 IN
 BOSTON, MASSACHUSETTS
 SUFFOLK COUNTY - FENWAY DISTRICT

PREPARED FOR:	SAMUELS & ASSOCIATES	PROJECT NO.	G-3552.07
DATE:	20-JUNE-2011	SCALE:	1"=30'
DRAWN BY:	L. MITRE	SHEET NO.	1 OF 1
CHECKED BY:	M. A. CUFFARD, P.E.	DRAWING NO.	627.05M.DWG

EXHIBIT C-1

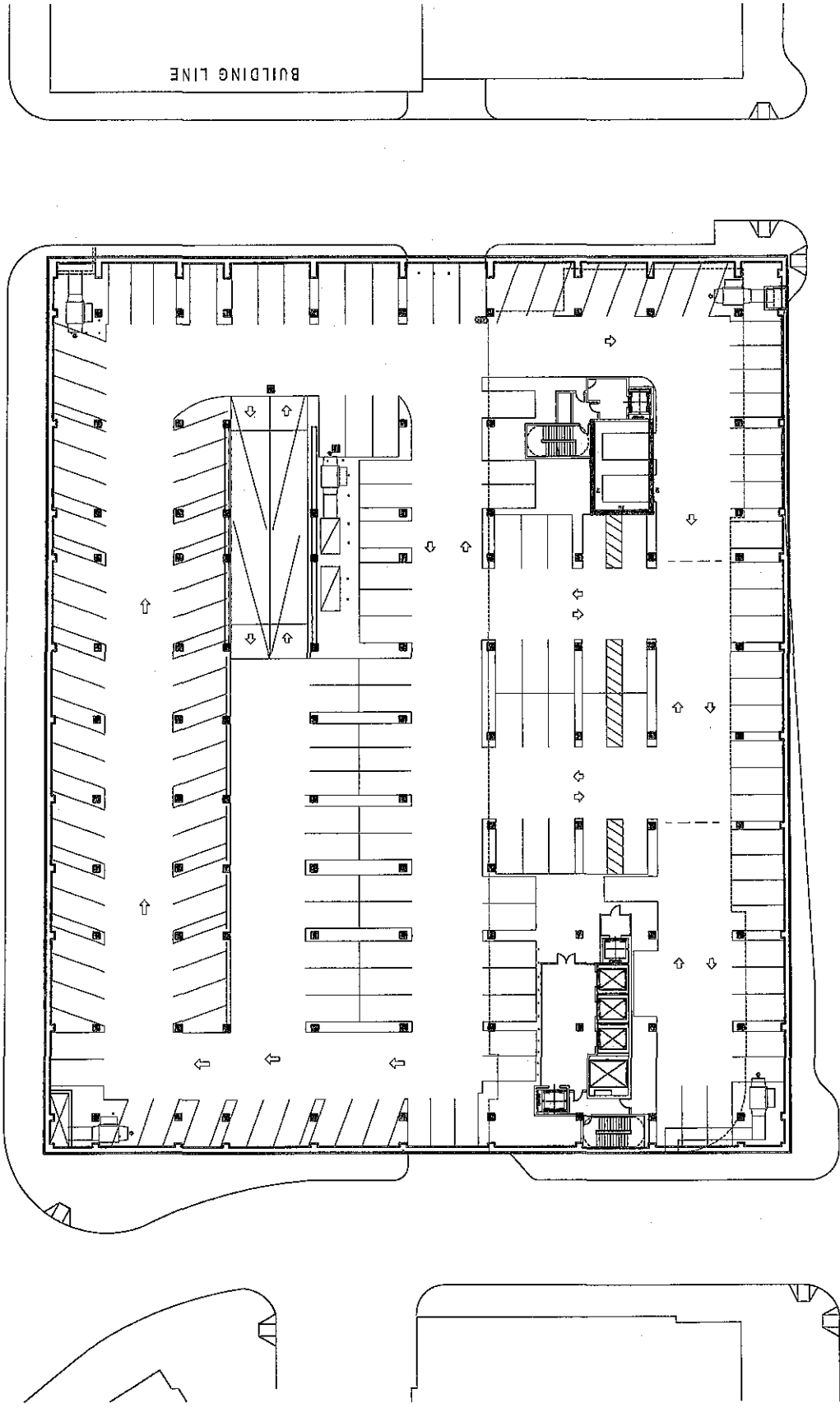
Plans and Drawings for 1325 Boylston

[See attached.]



BOYLSTON WEST
 PARKING LEVEL - 3
 DATE: 06.29.11

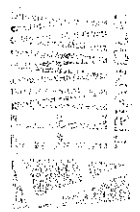
SAMUELS & ASSOCIATES
 SAMUEL S. MANFREDI ARCHITECT

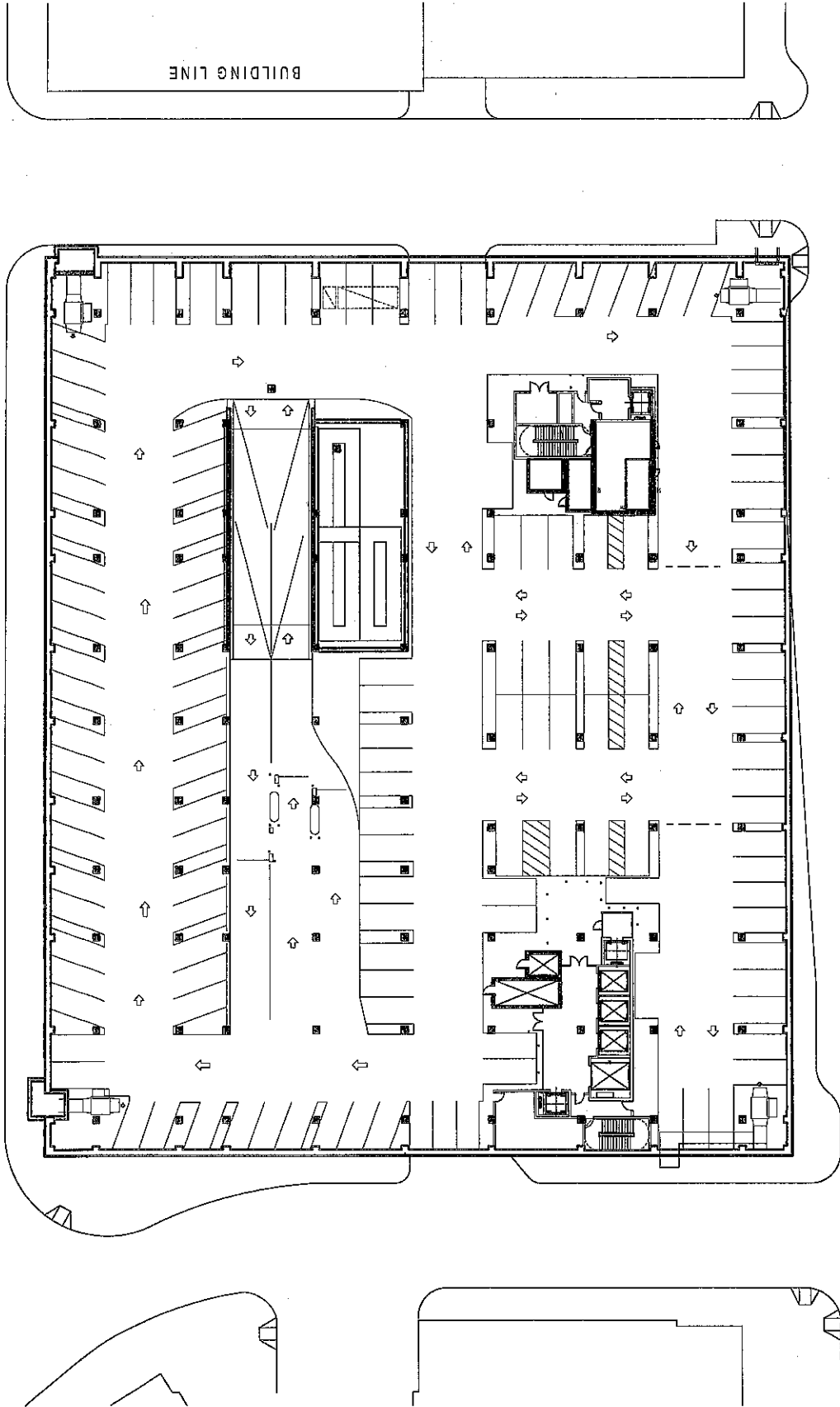


BUILDING LINE

BOYLSTON WEST
 PARKING LEVEL - 2
 DATE: 06.29.11

SAMUELS & ASSOCIATES
 ARCHITECTS

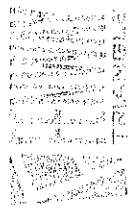




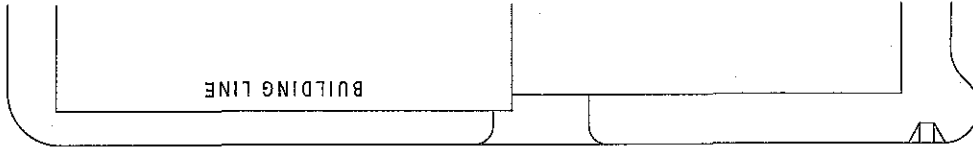
BUILDING LINE

BOYLSTON WEST
 PARKING LEVEL -1
 DATE: 06.29.11

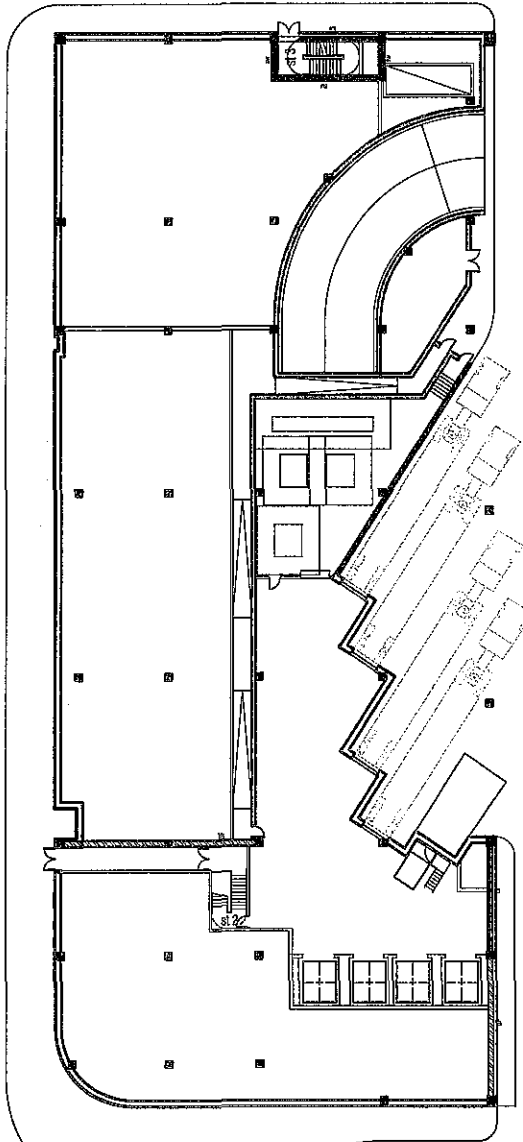
SAMUELS & ASSOCIATES
 ELKON MANFREDI ARCHITECTS



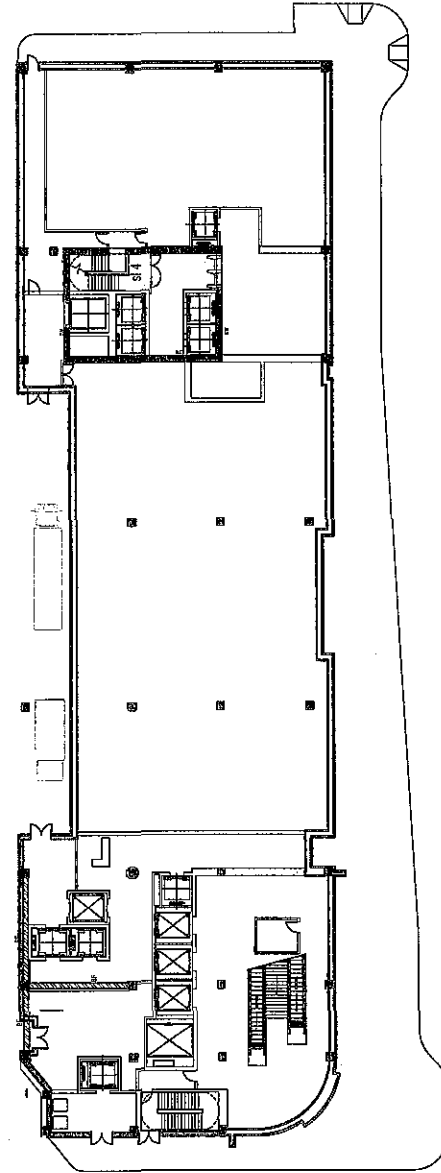
VAN NISS STREET



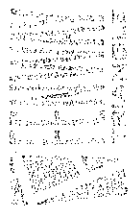
NEW STREET



KILMARNOCK STREET



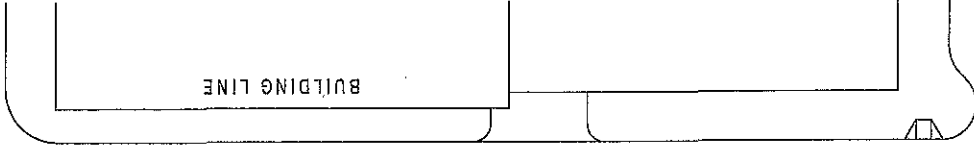
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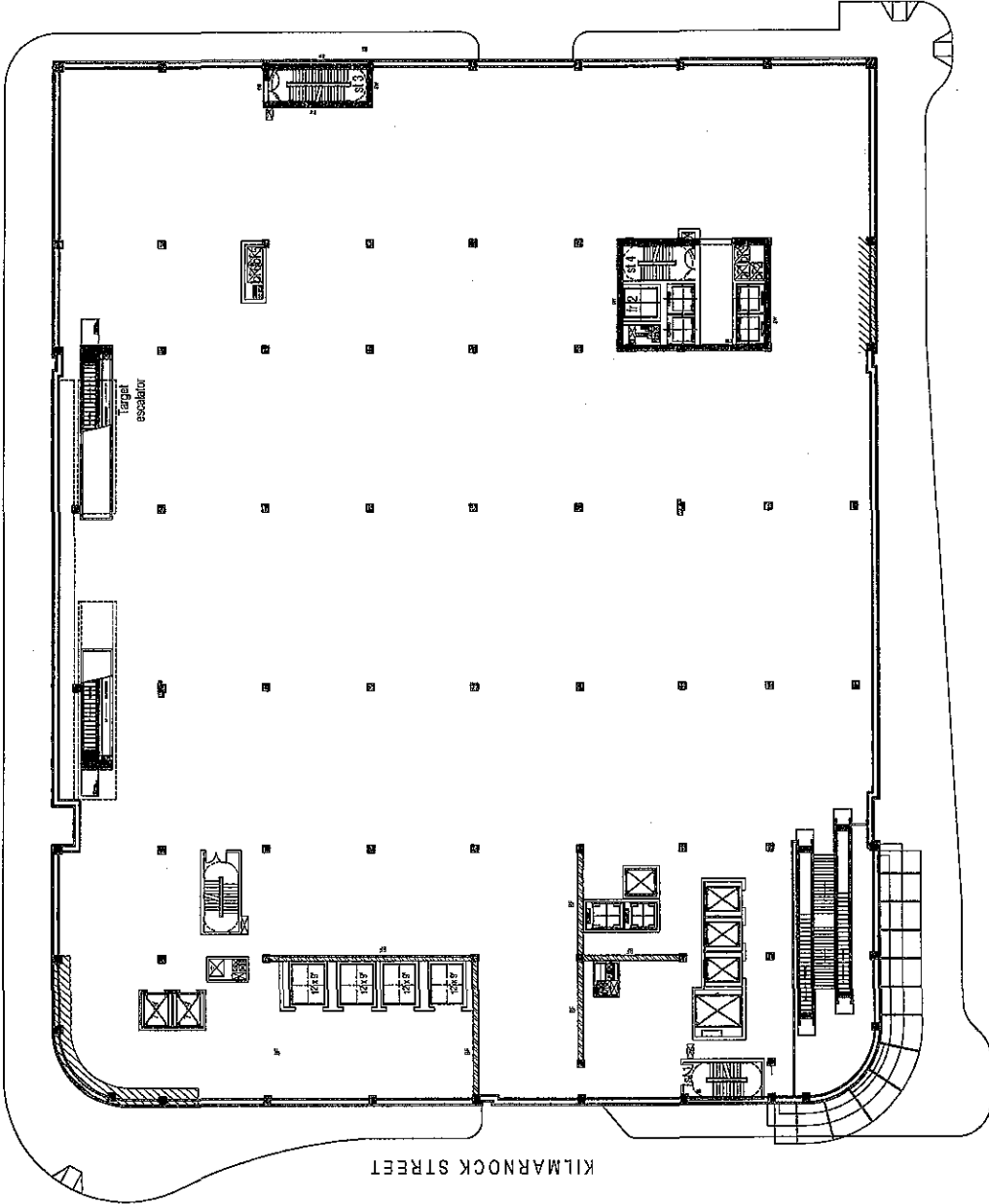
BOYLSTON WEST
 LEVEL +1
 DATE: 08.29.11

SAMUELS & ASSOCIATES
 ELLIOTT MANFREDI ARCHITECTS

VAN NESS STREET



NEW STREET



KILMARNOCK STREET

BOYLSTON STREET



BOYLSTON WEST

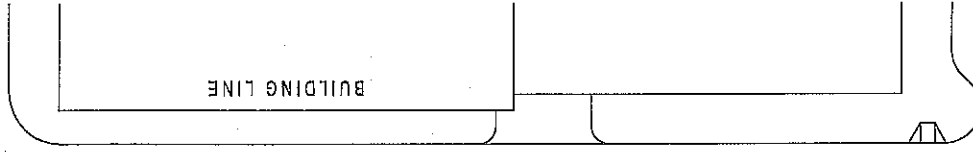
DATE: 06.29.11

LEVEL +2

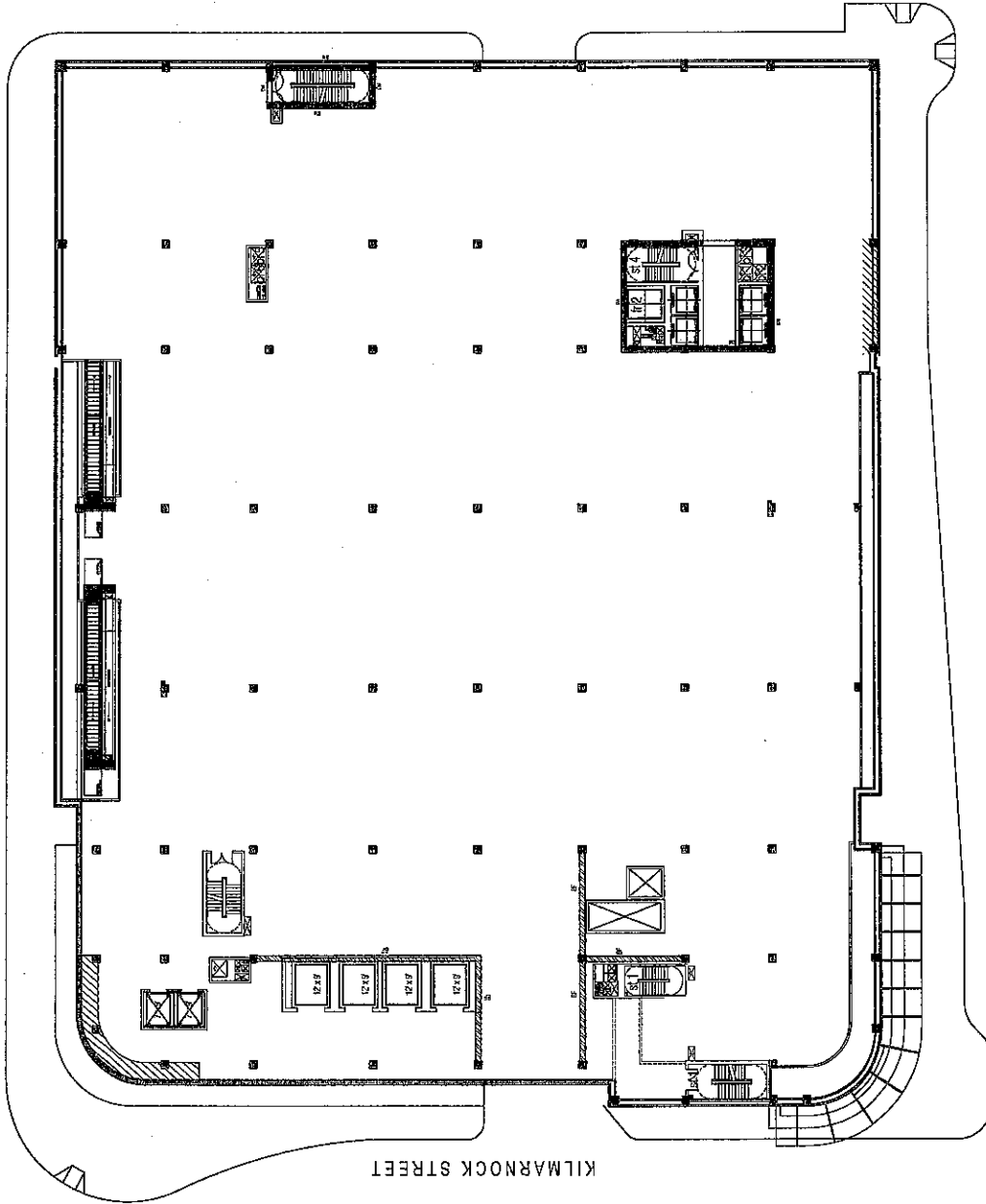
SAMUELS & ASSOCIATES

ELKINS MANFREDI ARCHITECTS

VAN NESS STREET

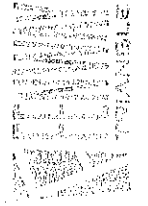


NEW STREET



KILMARNOCK STREET

BOYLSTON STREET



BOYLSTON WEST
 LEVEL +8
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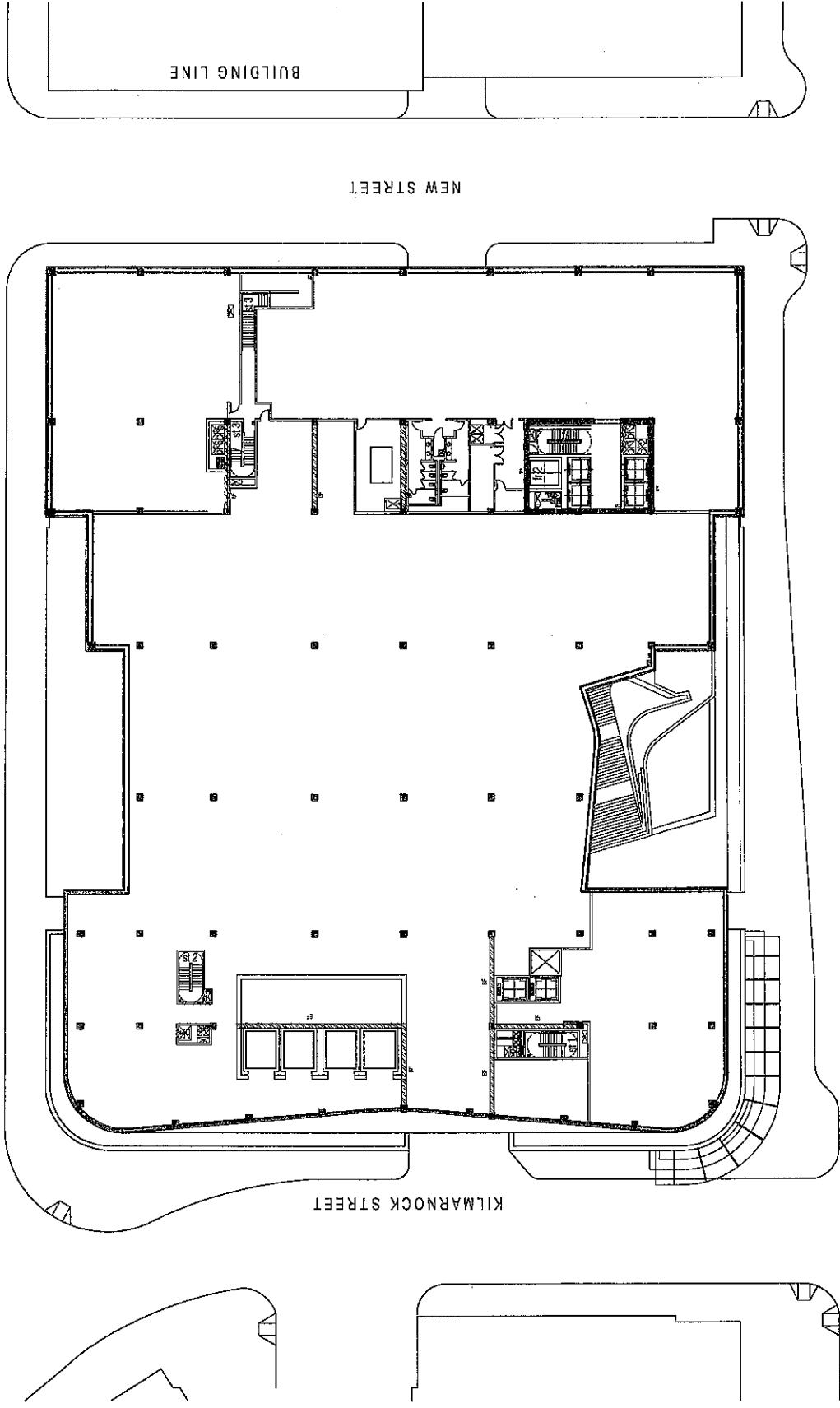
SAMUELS & ASSOCIATES
 PLUMBING, MECHANICAL, ELECTRICAL

VANNESS STREET

BUILDING LINE

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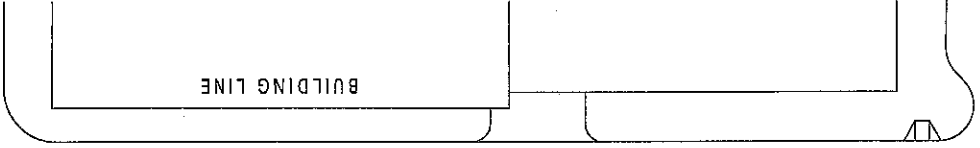
KILMARNOCK STREET

BOYLSTON WEST
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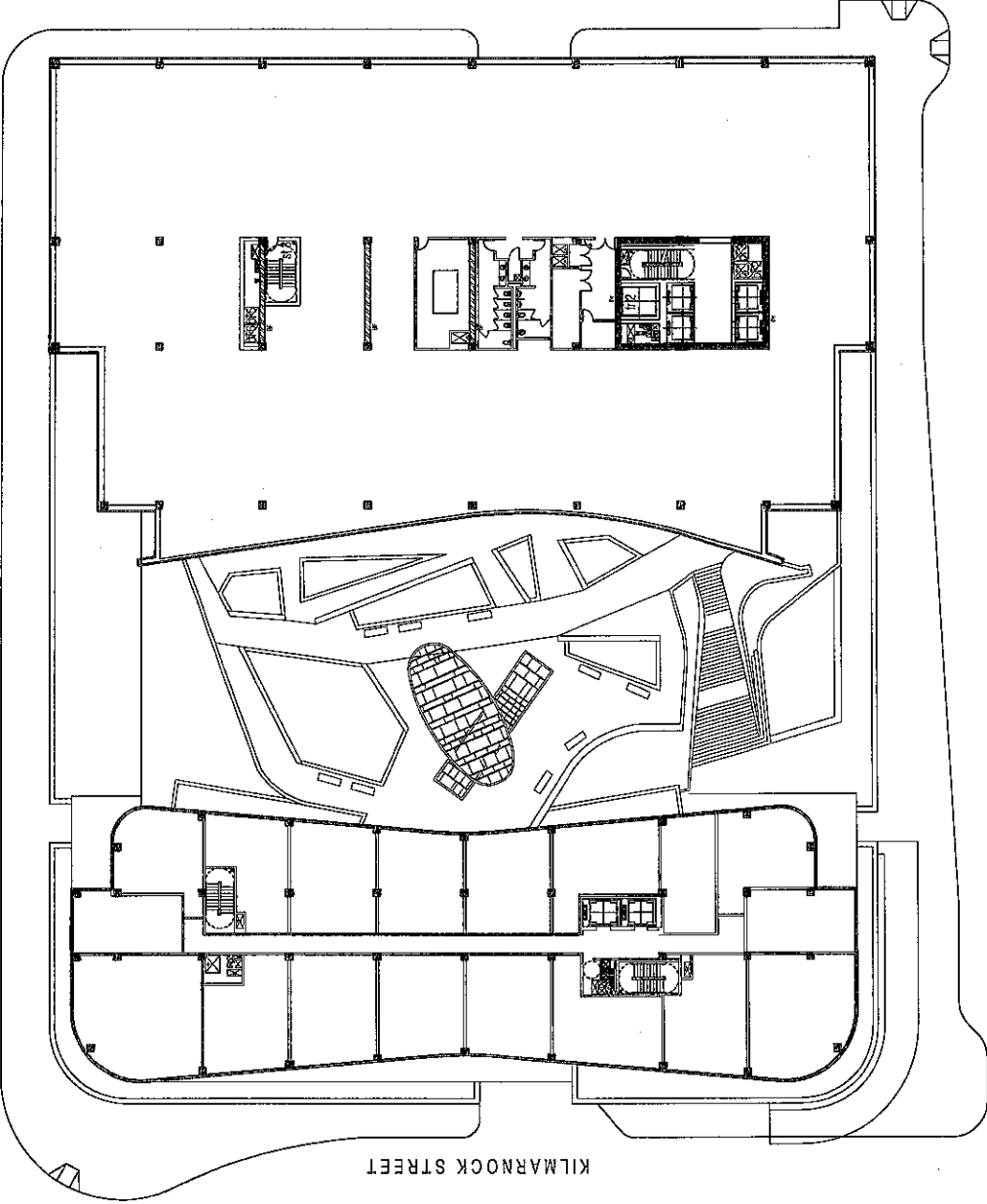
SAMUELS & ASSOCIATES
 21008 MANFREDI DRIVE



VAN NESS STREET



NEW STREET



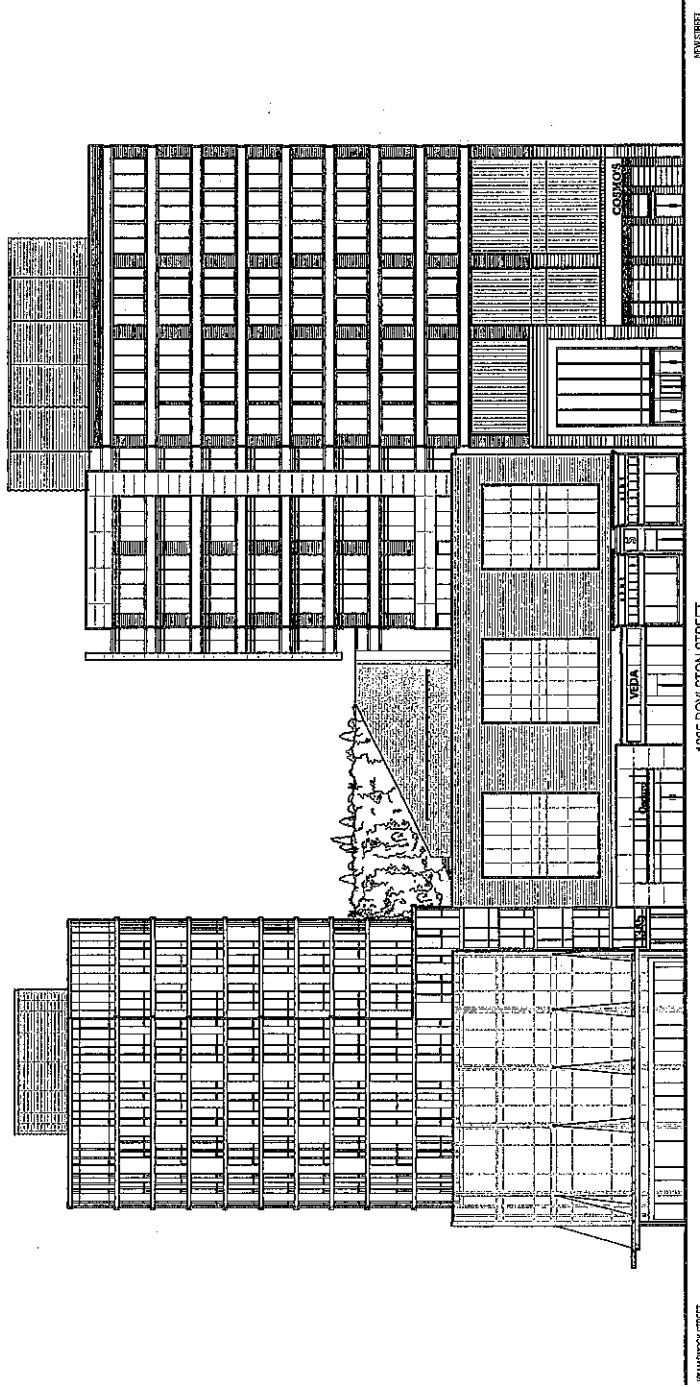
KILMARNOCK STREET

BOYLSTON STREET

BOYLSTON WEST
LEVEL TYPICAL
DATE: 08.28.11

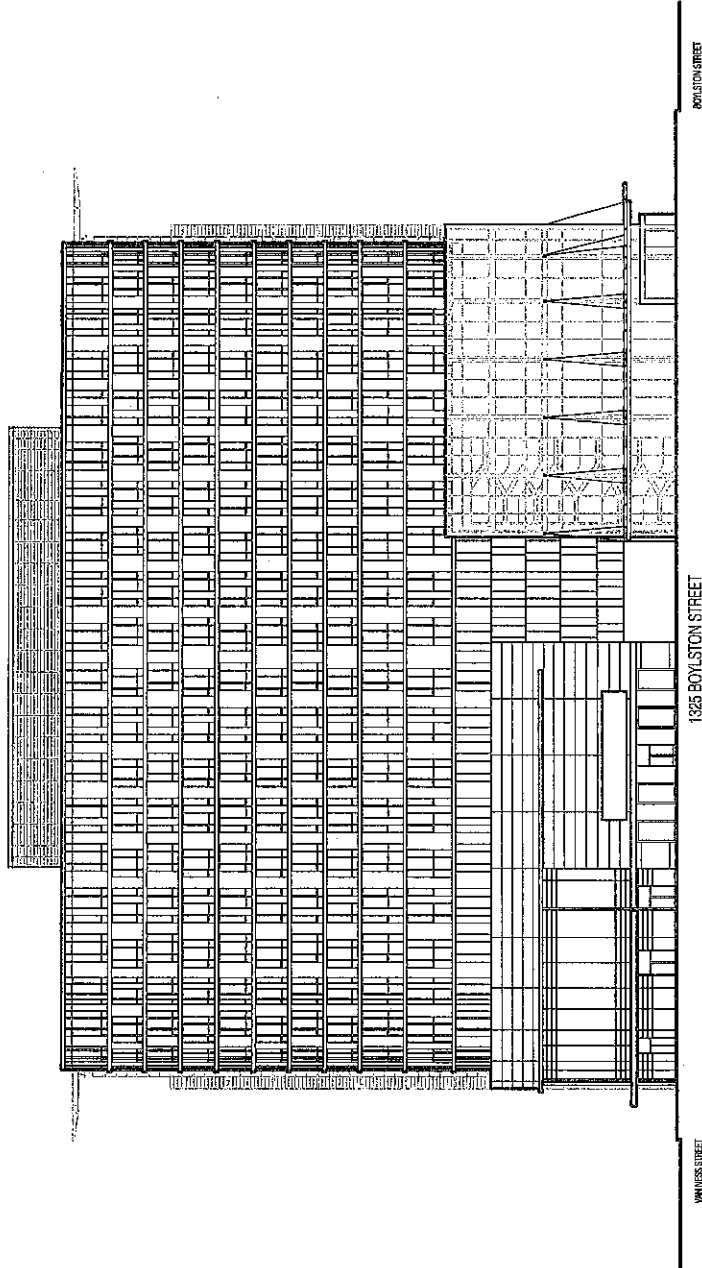
SAMUELS & ASSOCIATES
PLANS MANUFACTURED BY





BOYLSTON WEST
 ELEVATION BOYLSTON DATE: 06.29.11

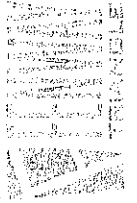
SAMUELS & ASSOCIATES
 ELNOR MANFREDI ARCHITECTS



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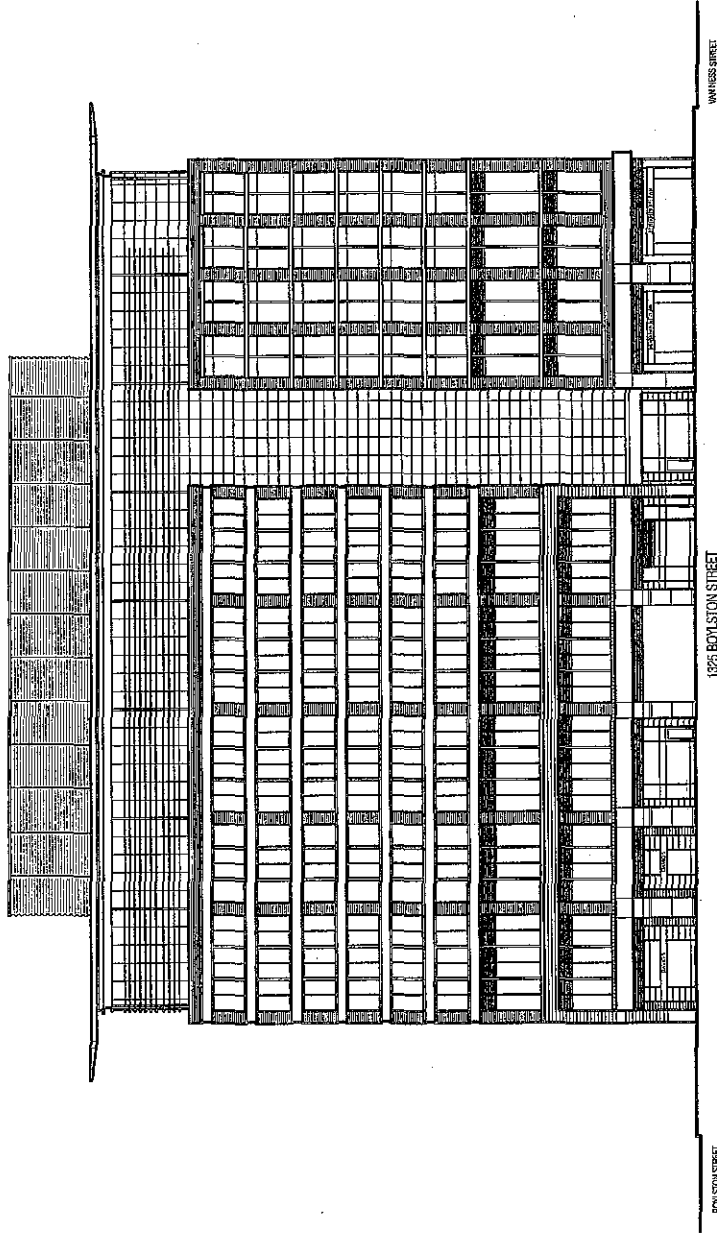
1325 BOYLSTON STREET

WINNIX STREET



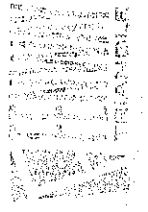
BOYLSTON WEST
ELEVATION KILMARNOCK DATE: 06.29.11

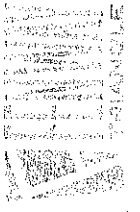
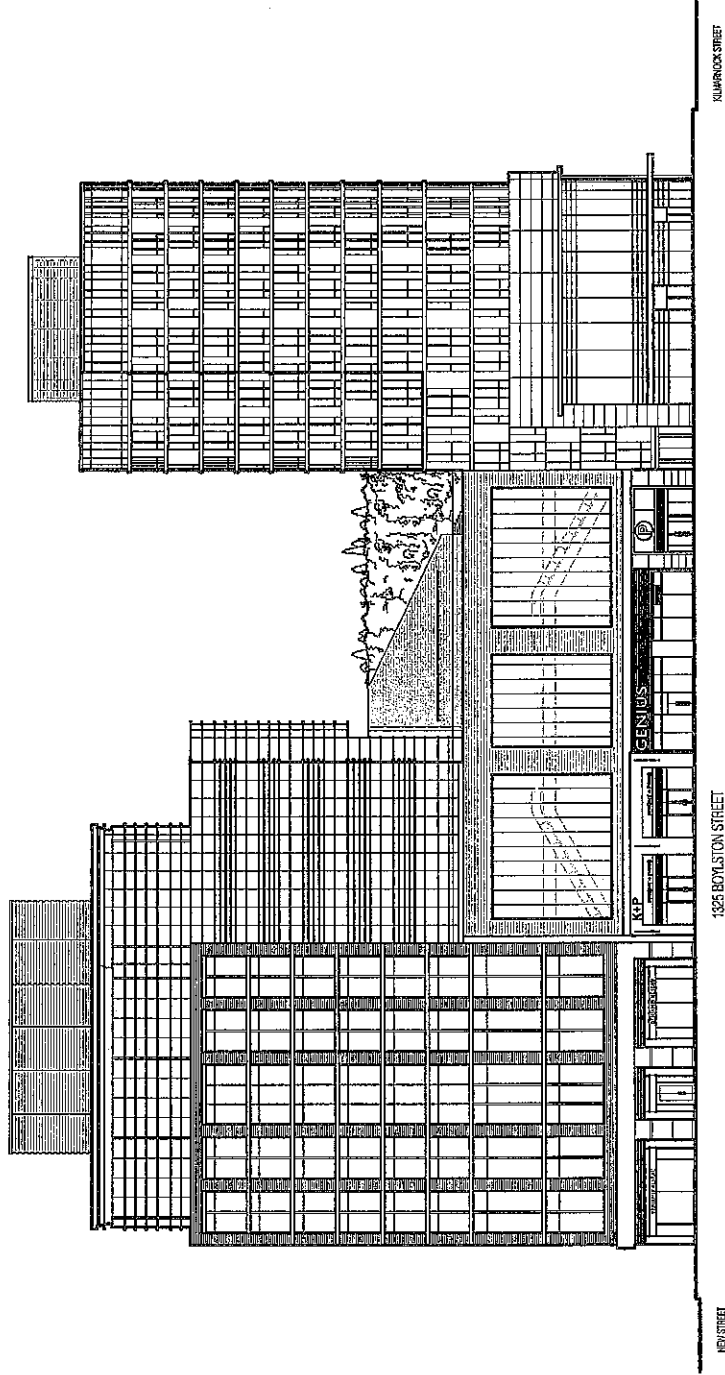
SAMUELS & ASSOCIATES
ELKUS MANFREDI ARCHITECTS



SAMUELS & ASSOCIATES
PLANNERS ARCHITECTS INTERIORS

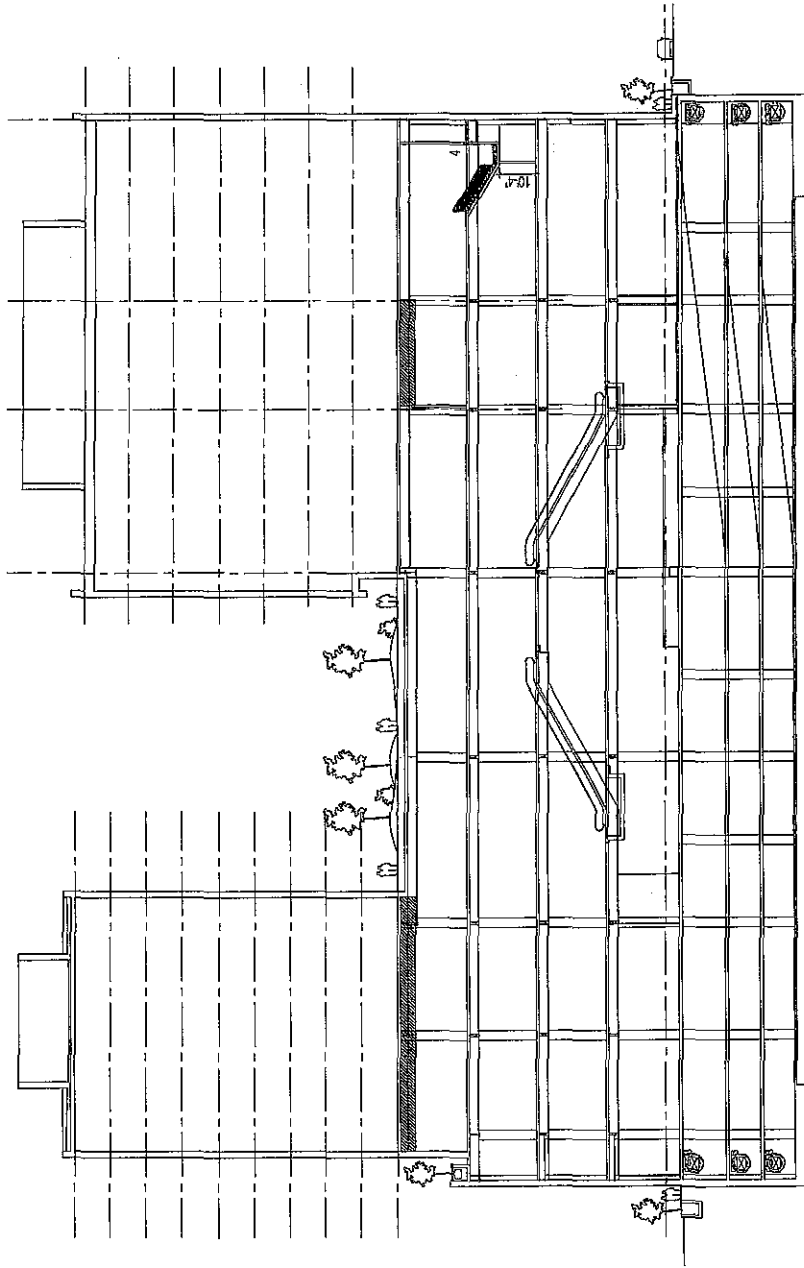
BOYLSTON WEST
ELEVATION NEW STREET DATE: 06.29.11





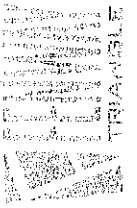
BOYLSTON WEST
ELEVATION VAN NESS DATE: 06.29.11

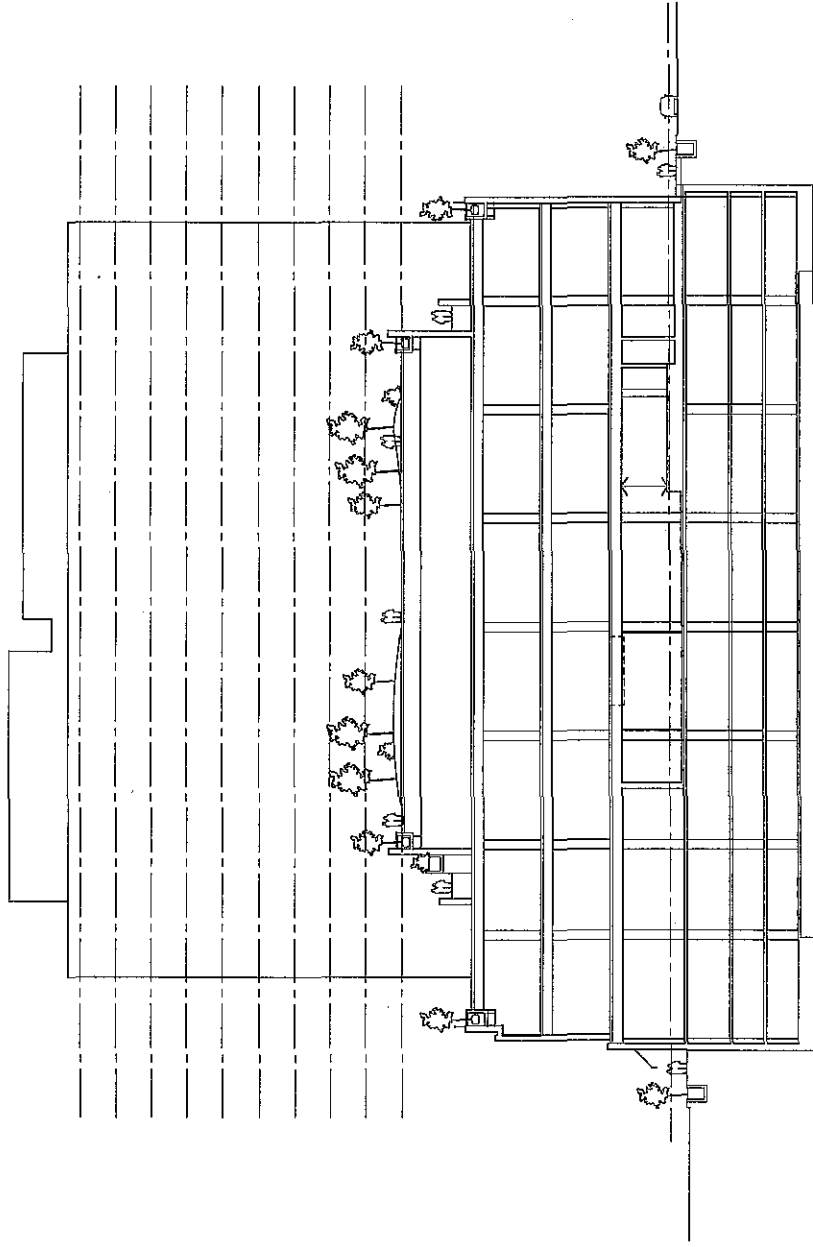
SAMUELS & ASSOCIATES
ELKUS MANFREDI ARCHITECTS



BOYLSTON WEST
SECTION 01
DATE: 08.29.11

SAMUELS & ASSOCIATES
ELKUS | MANFREDI | ASSOCIATES





BOYLSTON WEST
SECTION 02
DATE: 06.29.11

SAMUELS & ASSOCIATES
PLANS | INTERIORS | EXTERIORS

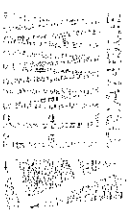
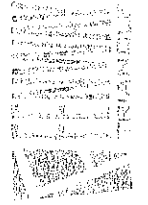


EXHIBIT C-2

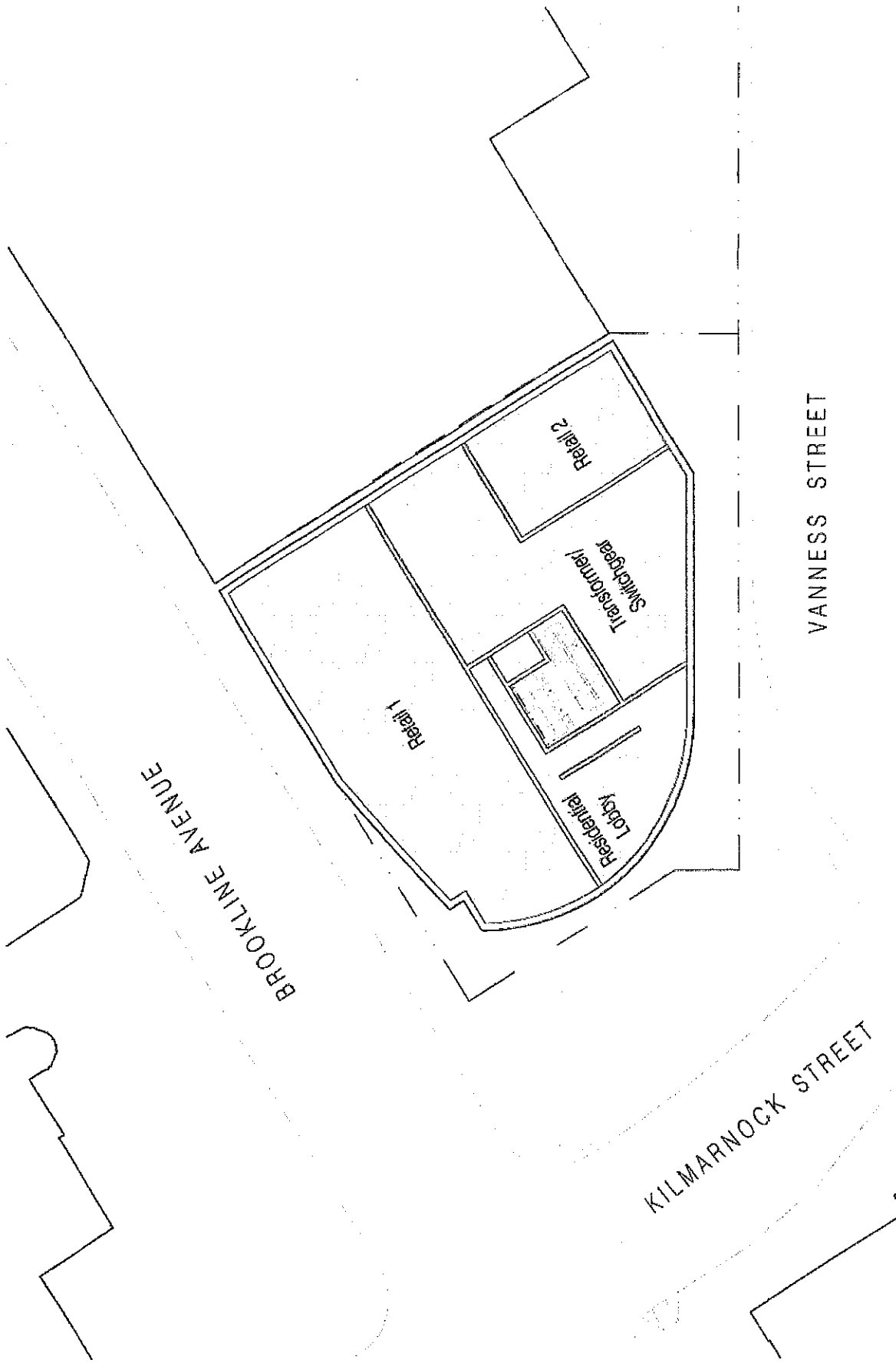
Plans and Drawings for 132 Brookline

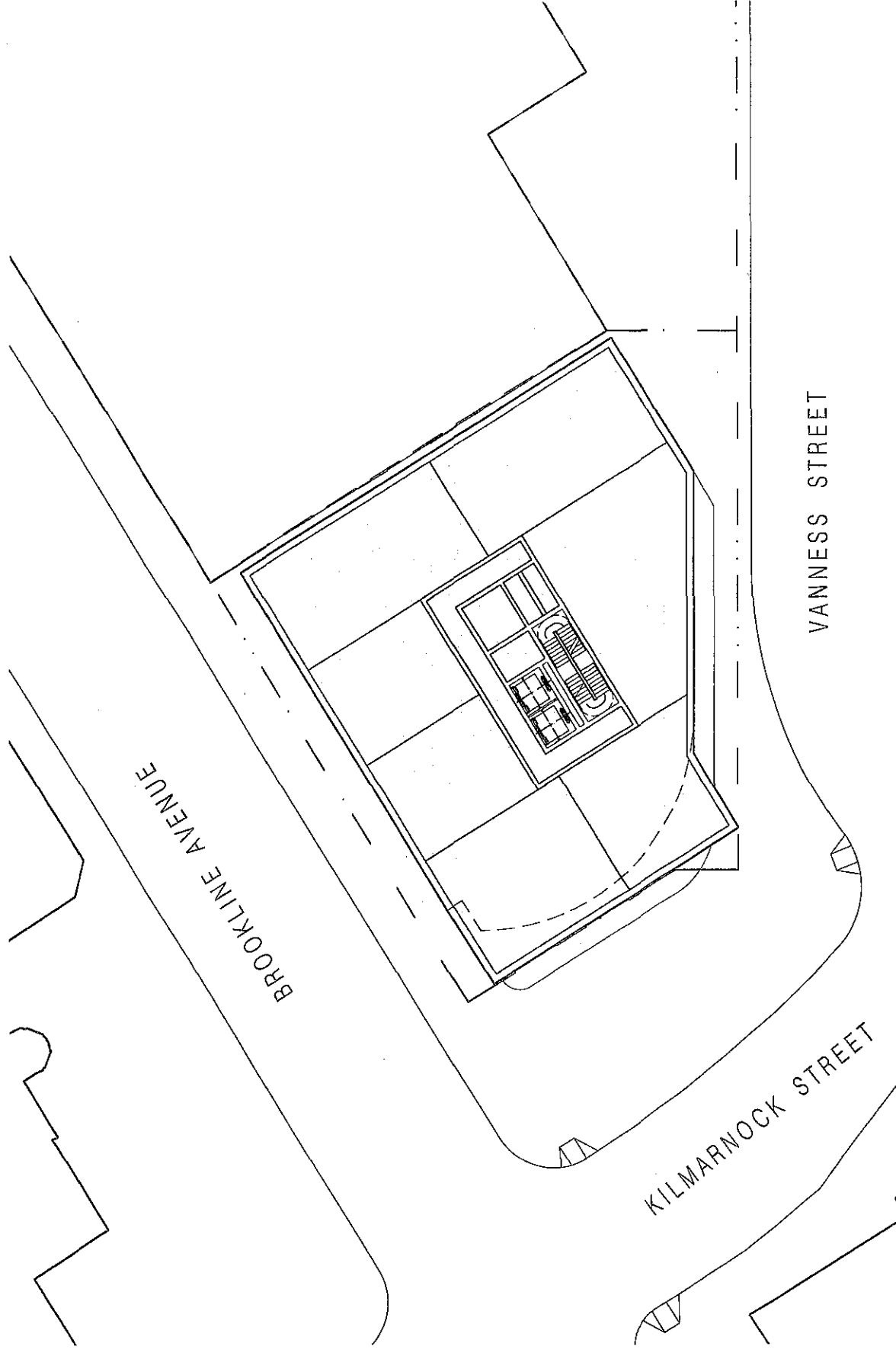
[See attached.]



132 BROOKLINE AVE
GROUND FLOOR
DATE: 06.29.11

SAMUELS & ASSOCIATES
BLKUS MANAGED ARCHITECTS

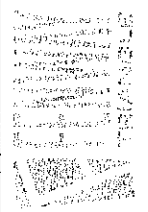




BROOKLINE AVENUE

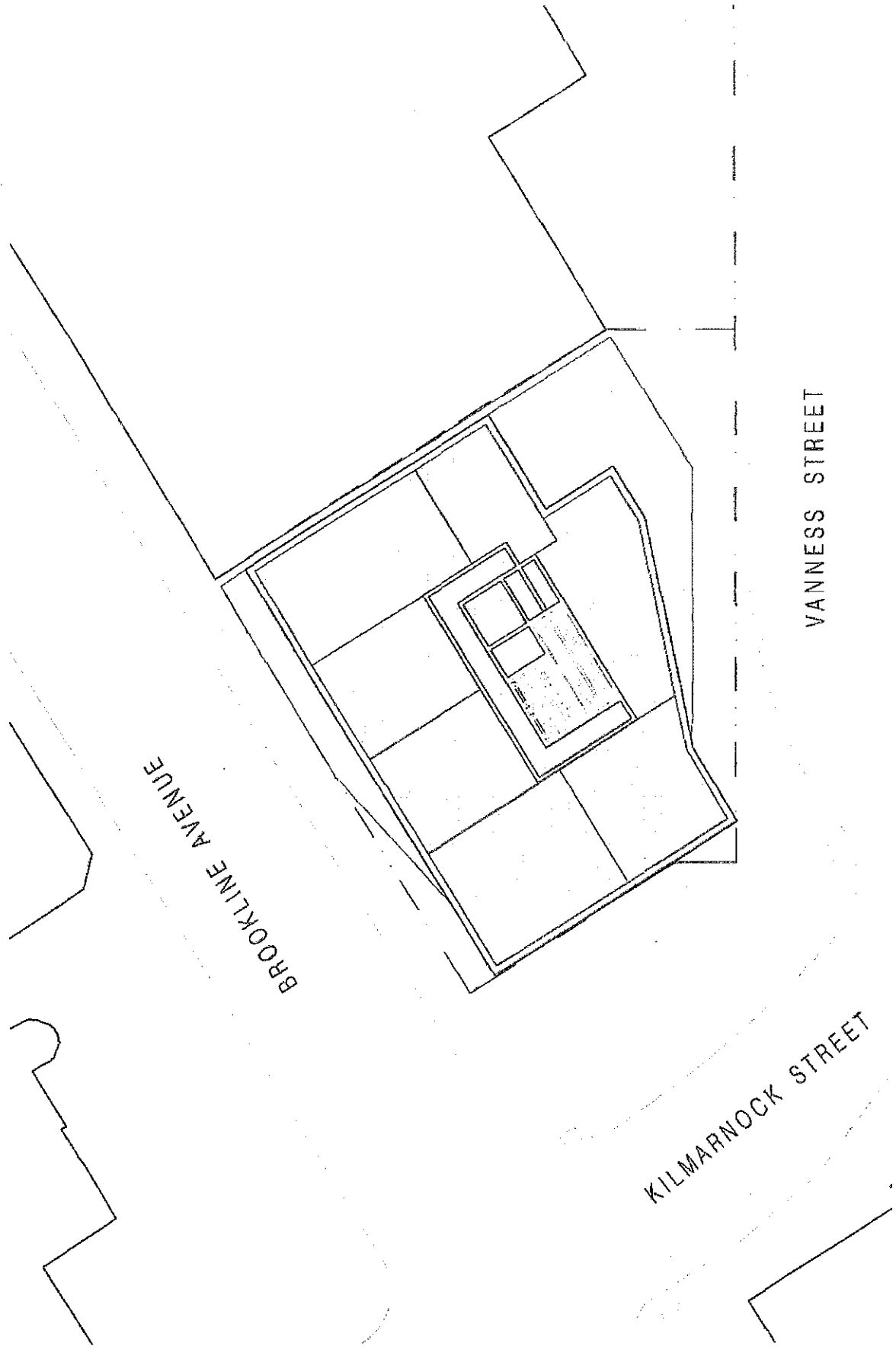
VANNESS STREET

KILMARNOCK STREET



132 BROOKLINE AVE
SECOND FLOOR
DATE: 06.29.11

SAMUELS & ASSOCIATES
ELKUS-MANFREDI ARCHITECTS



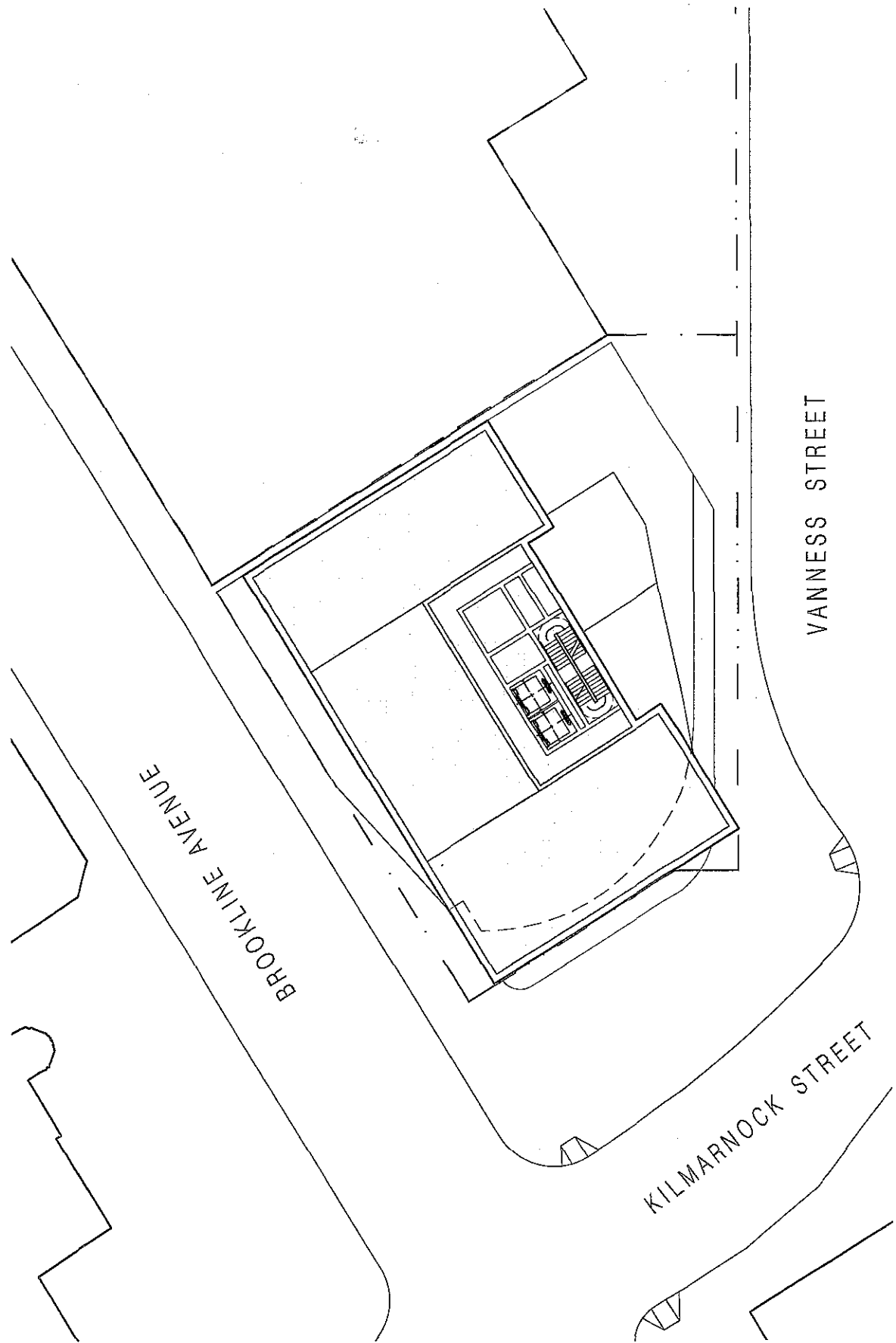
BROOKLINE AVENUE

VANNESS STREET

KILMARNOCK STREET

132 BROOKLINE AVE
TYPICAL FLOOR
DATE: 06.29.11

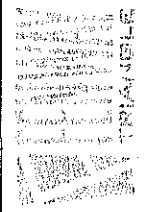
SAMUELS & ASSOCIATES
ELKIS MANFREDI ARCHITECTS



BROOKLINE AVENUE

VANNESS STREET

KILMARNOCK STREET



132 BROOKLINE AVE
PENTHOUSE
DATE: 08.29.11

SAMUELS & ASSOCIATES
REGISTERED ARCHITECTS

EXHIBIT D

Density and Dimensional Zoning Requirements for the Proposed Project¹

Maximum Building Height		180 feet
Maximum Stories		Not applicable
Maximum Floor Area Ratio ^{2,3}		7.0
Minimum Lot Size		None
Minimum Lot Width		None
Minimum Lot Frontage		None
Minimum Open Space per Dwelling Unit		None
Maximum Number of Offstreet Parking Spaces Per Dwelling Unit		1.0
Minimum Yards	Along Boylston Street	
	-At and above grade	15 feet
	-Below grade	None
	Along Brookline Avenue	
	-At and above grade	None
	-Below grade	None
	Along Van Ness Street	
	-At and above grade	None
	-Below grade	None
	Along Kilmarnock Street	
	-At or above grade	None
	-Below grade	None

¹ In applying these requirements, actual dimensions and densities of the Proposed Project shall be rounded to the nearest whole number or nearest non-decimal percentage, as applicable, but in no case shall the maximums set forth in this Exhibit D be exceeded.

² As provided in the definition of "Floor Area, Gross" in Article 2A of the Zoning Code, the maximum floor area ratio ("FAR") requirement applicable to the Proposed Project shall be calculated excluding, without limitation, storage facilities in the structure for retail uses.

³ FAR for the Proposed Project shall be calculated based on a Site size of 95,085 ± square feet, notwithstanding any transfer of a portion of the Site to the City for the layout of New Street.

	Along New Street ⁴	
	-At or above grade	None
	-Below grade	None
	Along other lot lines	
	-At and above grade	None
	-Below grade	None
Maximum Streetwall Height		Substantially in accordance with approved Drawings
Setback Above Streetwall Height		Substantially in accordance with approved Drawings
Minimum Gross Floor Area Devoted to Residential Uses ⁵		40%
Maximum Number of Offstreet Parking Spaces Allocated To Proposed Project		575
Minimum Number of Off-Street Loading Bays		3

⁴ After creation of New Street by the City.

⁵ Residential Uses are as set forth in Exhibit E. Minimum Gross Floor Area Devoted to Residential Uses shall be calculated at full build of the Proposed Project.

EXHIBIT E
Allowed Uses for the Proposed Project

MAIN USES

Retail/Restaurant/Services

Local Retail including, but not limited to, store retailing one or more of the following: food; baked goods; groceries; packaged alcoholic beverages; drugs; pharmacy; tobacco products; clothing; dry goods; books; flowers; paint; computers; electronic appliances; movie videos; audio tapes and cds; eyeglasses; cameras and photographic equipment, telephones and wireless phones; hardware and minor household appliances

General Retail, including but not limited to department store, furniture store and general merchandise mart

Restaurant

Lunch Room

Cafeteria

Retail Catering

Take-Out Restaurant (Small & Large)

Restaurant with live entertainment not operating after 10:30 p.m.

Bar

Private Club not serving alcohol

Private Club serving alcohol

Rooftop Bar/Restaurant, with or without live entertainment

Fitness Center, health club or gymnasium

Rental agency for cars

Bank

Service Establishment, including but not limited to the following: barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or

dry-cleaner; dry cleaning shop; car wash; printing and/or photocopying shop; or optometrist's shop

Trade Uses including but not limited to the following: tailor shop; caterer's establishment; photographer's studio; carpenter's shop; electrician's shop; plumber's shop; welder's shop; upholsterer's shop; radio, television and other electronic appliances repair shop; or machine shop

Automatic Teller Machine

Outdoor sale of garden supplies

Ticket Sales

Agency or Professional Office

Bakery

Liquor Store

Retail Service Laundry

Truck Servicing or Storage

Indoor Sale, with or without installation, of automotive parts, accessories and supplies

Open Space

Post Office

Art Gallery

Public Art Display Space

Residential Uses

Multifamily residential housing

Elderly housing

Hotel Uses

Executive Suites

Hotel

Other Uses

Day Care Center

Day Care Center for Elderly

Adult Education Center

Professional School

Art Use

Artist Mixed Use (such use shall be considered, for purposes of calculating affordable housing obligations and residential unit totals, as a residential use)

Art Studios

Production Studios

Theater

General Office

Clinic

Clinical Laboratory*

Research Laboratory*

Community Center

Library

Museum

Storage of flammable liquids and gases incidental to a main use

Uses permitted in the NS-3 District as of the date of the Plan set forth on page 1

Parking Uses

Parking Garage

* If Clinical Laboratory or Research Laboratory Use by an occupant of the Project would constitute a High Impact Subuse of an Institutional Use for such occupant, such Clinical Laboratory or Research Laboratory Use shall be allowed only to the extent it is permitted under the occupant's Institutional Master Plan.

ACCESSORY USES

Accessory uses ordinarily incident to a lawful main use are allowed, subject to the provisions of Article 10, provided that any such accessory use shall be subject to the same restrictions, conditions, limitations, provisos, and safeguards as the main use to which it is accessory, including without limitation the following:

Research Laboratory Accessory to Clinic

Accessory Telecommunications Equipment and Service Facility

Accessory telecommunications data distribution center

Accessory automatic teller machine on any story

Accessory swimming pool or tennis court

Accessory parking garage

Accessory outdoor café

Accessory retail

Accessory cafeteria

Accessory personnel quarters

Accessory machine shop

Accessory storage of flammable liquids and gases (small or large)

Accessory Amusement Game Machines (not more than four machines) in Commercial or Non-Commercial Establishment

Accessory Art Use

Accessory Cultural Use

Accessory Family Day Care Home

Accessory Home Occupation

Accessory Keeping of Laboratory Animals

Accessory Offices

Accessory Professional Office in a Dwelling

Accessory Recycling

Accessory Container Redemption

Accessory Services

Accessory Services for Apartment Residents and Hotel Occupants

Accessory Conference Center

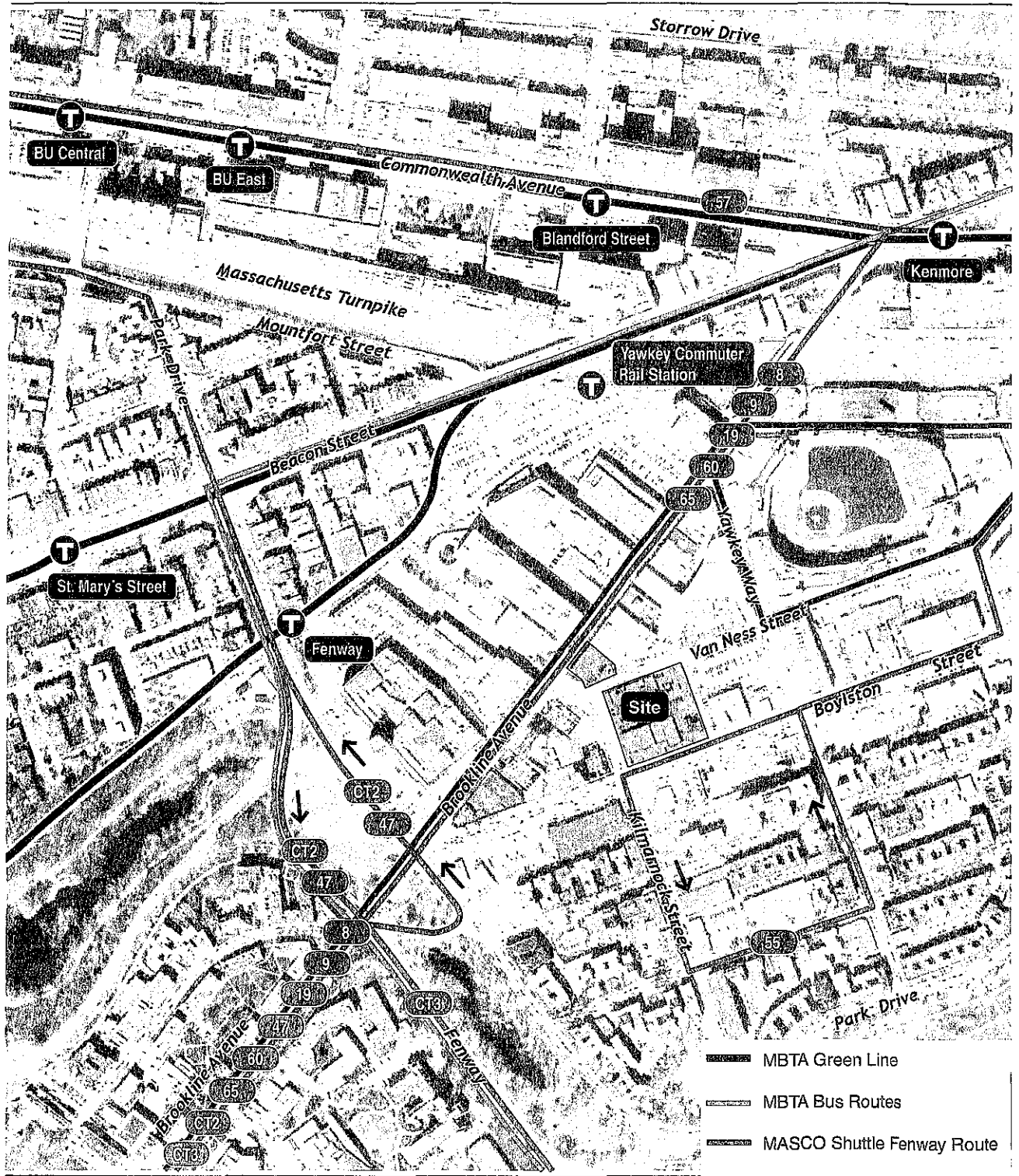
Accessory Trade Uses





Accessory Truck Servicing/Storage

EXHIBIT F-1

Map of Public Transportation Services

[See attached.]



-  MBTA Green Line
-  MBTA Bus Routes
-  MASCO Shuttle Fenway Route
-  MASCO Shuttle M2 Route

Vanasse Hangen Brustlin, Inc.

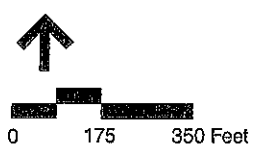


Exhibit F-1
Public Transportation Services

EXHIBIT F-2

Summary Table of Public Transportation Services

The following table summarizes the routes and headways for the MBTA Commuter Rail, Green Line and bus services near the proposed Site.

Table: Public Transportation Services Summary				
Transit Line	Origin	Destination	Peak hour Headways (minutes)	Nearest Stop to Project Site
MBTA Commuter Rail				
Framingham/Worcester	South Station	Worcester	12-33	South Station
MBTA Rapid Transit				
"B" Branch of the Green Line	Boston College	Lechmere	6	Kenmore Station
"C" Branch of the Green Line	Cleveland Circle	Lechmere	7	Kenmore Station
"D" Branch of the Green Line	Riverside	Lechmere	6	Fenway (at the northwest corner of the Landmark Center site)
MBTA Bus Service				
Route # 8	Harbor Point	Kenmore Station	14-25	Brookline Avenue (adjacent to Site)
Route # 9	City Point	Copley Square	8-10	Copley Square
Route # 19	Fields Corner Station	Kenmore Station	14-25	Kenmore Station
Route # 47	Central Square	Broadway Station	8-22	Fenway T-stop (Park Drive overpass)
Route # 55	Jersey and Queensbury	Copley Square	16-30	Kilmarnock Street (adjacent to Site)
Route # 57	Watertown Yard	Kenmore Station	7-12	Kenmore Station
Route # 60	Chestnut Hill	Kenmore Station	22-27	Brookline Avenue (adjacent to Site)
Route # 65	Brighton Center	Kenmore Station	11-20	Brookline Avenue (adjacent to Site)
Route # CT-2	Sullivan Station	Ruggles Station	20-26	Fenway T-stop (Park Drive overpass)
Route # CT-3	Longwood	Andrew Station	15-25	Brookline Avenue at Fenway

Source: Official Massachusetts Bay transportation Authority maps and schedules, 2011.

EXHIBIT G

Information Re: Proponent and Project Team

Business address and telephone number of Proponent:

Fenway Enterprises LLC
c/o Samuels & Associates
333 Newbury Street, 2nd Floor
Boston, Massachusetts 02115
Telephone: 617-247-3434

Designated Contact for Proponent:

Peter Sougarides
Executive Vice President
c/o Samuels & Associates
333 Newbury Street, 2nd Floor
Boston, Massachusetts 02115
Telephone: 617-247-3434

Development Team:

Architects: Elkus/Manfredi Architects
300 A Street
Boston, MA 02210
Telephone: 617-426-1300
Designated Contact – David Manfredi, FAIA, Principal

Civil Engineering and Transportation: Vanasse Hangen Brustlin, Inc.
99 High Street, 10th Floor
Boston, MA 02110
Telephone: 617-728-7777
Designated Contact – Mark Junghans, PE, Principal

Attorneys: Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, MA 02110
Telephone: 617-482-1776
Designated Contact – Douglas M. Husid, Esq.

FACT SHEET

DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 82

THE FENWAY TRIANGLE MIXED USE PROJECT
BOSTON, MASSACHUSETTS

PROPONENT: Fenway Enterprises LLC or an affiliate (the "Proponent")

ARCHITECTS/
CONSULTANTS: The architects for the project are as follows:

Elkus/Manfredi Architects
300 A Street
Boston, MA 02210

SITE DESCRIPTION: The site ("Site") consists of several contiguous and adjacent parcels of land comprising a total of approximately 2.2± acres. The two primary development areas comprising the Site are (i) an approximately 82,586 square foot (1.9± acre) area bounded on three sides by Boylston Street, Kilmarnock Street and Van Ness Street (the "Boylston Street Parcel"), and (ii) an approximately 12,499 square foot (0.3± acre) area bounded in part by Brookline Avenue, Van Ness Street and Kilmarnock Street (the "Brookline Avenue Parcel"). The respective street addresses of these two development areas are (i) 1325 Boylston Street, 1341 Boylston Street, 16 Kilmarnock Street (90 Van Ness Street) and 80 Van Ness Street; and (ii) 132 Brookline Avenue. The Site is more fully described on Exhibit A to the Development Plan for Planned Development Area No. 82 (the "Development Plan") and is shown on Exhibit B to the Development Plan.

PROJECT DESCRIPTION: The project (the "Proposed Project") involves the demolition of the existing buildings and the construction on the Site of a mixed use, transit-oriented development. The Proposed Project includes two new buildings, one located on the Boylston Street Parcel ("1325 Boylston") and one located on the Brookline Avenue Parcel ("132 Brookline"). 1325 Boylston is anticipated to contain approximately 150 residential units; ground-floor retail space of approximately 25,000 square feet; 225,000± square feet of office uses; 140,000± square feet of anchor retail use and 36,000± square feet of related storage; additional ground floor uses including, building services and lobby space supporting the office, residential and anchor retail uses above; and a maximum of 575 parking spaces on up to three below-grade levels. 132 Brookline is anticipated to contain 5,000± square feet of retail space on the ground floor and approximately 150 residential units on the upper floors, accessed via a ground-floor lobby. 1325 Boylston and 132 Brookline, collectively, will contain a

maximum of 665,595 square feet of gross floor area.

1325 Boylston will have a number of separate elements of varying height and massing, using form and materials to clearly differentiate the retail from the residential, and the residential from the office use. At the corner of Kilmarnock Street and Boylston Street, the streetwall height of the base component will be up to 65 feet. The height of the eastern element of the building (including the base component and the tower above) will be up to 168 feet, and the height of the western element of the building (including the base component and the tower above) will be up to 178 feet high. 132 Brookline will be a slender, primarily residential, building rising seventeen stories (up to 180 feet in height). It is anticipated to use two architectural components, one to continue the street wall on a scale appropriate to the adjacent buildings, while the massing above the base will apply a singular architectural expression to the residential facades.

The Proposed Project includes two vehicular access locations. The primary access point will be on a new street to be laid out at the eastern end of the Site ("New Street"), providing ingress and egress to the below-grade parking under 1325 Boylston. A secondary egress point, which will be made available consistent with operational considerations of the parking and loading areas within the Proposed Project from time to time, will be on Kilmarnock Street. A mid-block internal driveway on the Boylston Street Parcel will remove all loading, mechanical and service-based activities for 1325 Boylston from the streets surrounding the Site. Dumpsters and loading docks for 1325 Boylston will be located in the interior of the building, accessed via the internal drive. The multiple existing curb cuts at the Site will be replaced with a single curb cut on Kilmarnock Street and a single curb cut on New Street for the Boylston Street Parcel. The loading and service access to 132 Brookline will be at designated points of the ground floor along Van Ness Street.

The primary pedestrian access points for the residences and upper-story commercial uses of 1325 Boylston will be through lobbies located at ground-level. Ground-level access to other retail will be located as needed along the building facades. The ground-level pedestrian access points to the residences at 132 Brookline and access to the ground floor retail will be located as needed along the Brookline Avenue, Kilmarnock and Van Ness Street facades.

The design of the Proposed Project is shown on the plans, drawings and elevations included in Exhibits C-1 and C-2 of the Development Plan (the "Drawings"), as such Drawings may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities.

PROJECT USES:

The Proposed Project is intended for multifamily residential, office, retail, service, restaurant, accessory and public parking uses. Other permitted uses are set forth in Exhibit E of the Development Plan.

AFFORDABLE HOUSING
COMMITMENT:

In order to promote affordable housing in the City of Boston, the Proponent will provide onsite affordable housing as set forth below. In addition, the Proponent will also provide contribution(s) to the BRA for each of 1325 Boylston and 132 Brookline (the "Contributions") as set forth below. Together the onsite affordable housing and the Contributions in combination will equate to providing affordable housing in an amount equivalent to twenty percent (20%) of the dwelling units within the Proposed Project, as follows:

- Seven and one-half percent (7.5%) of each building's on-site residential units will be designated as affordable units, affordable to households earning up to 70% of area median income for the Boston Standard Metropolitan Statistical Area as promulgated by the United States Department of Housing and Urban Development guidelines ("Median Income").
- The Contribution associated with each building will be in an amount equivalent to twelve and one-half percent (12.5%) of the total number of market rate units in such building (the "Affordable Units"), multiplied by \$200,000, as specified by Mayor Thomas M. Menino's *Inclusionary Development Program* dated February 29, 2000 and last amended on September 27, 2007. In accordance therewith, each Contribution will be made in seven equal annual cash payments, commencing with the issuance of the respective building permits. In lieu of seven annual payments, the Proponent may instead make a one-time, up-front Contribution for either or both buildings, to be paid upon the issuance of the applicable building's certificate of occupancy, in which case the Contribution would be calculated based on the net present value of the Contribution for that building, at a discount rate calculated by adding 50% of the Proponent's cost of funds to 50% of the City's most recent (ten-year) municipal bond yield.
- The total amount due for the Contributions, whether paid in installments or in a lump sum, may be offset for the value of any payment to the Boston Redevelopment Authority in the amount of \$500,000 or more by the Proponent in connection with a community facility or facilities providing senior services, community healthcare, job skills training, or daycare, and by an amount of \$4,000,000 for the value of any contributions by the Proponent to acquisition, design and/or construction of any community infrastructure improvements.

- The Proponent may also offset the Contributions, whether paid in installments or in a lump sum, by providing off-site affordable units, affordable to households earning up to 70% of Median Income (the "Neighborhood Affordable Units"). The Neighborhood Affordable Units could be provided through: (i) conversion of existing market rate units; (ii) preservation of existing Neighborhood Affordable Units at-risk of conversion to market-rate; or (iii) development of new Neighborhood Affordable Units; or (iv) a contribution to an appropriate community non-profit organization, if agreed upon by the Boston Redevelopment Authority, for the purposes of providing (i), (ii) or (iii). The Proponent's Contributions may be reduced at a ratio to be determined by the Authority.

EXISTING ZONING:

The Site is located within the Fenway Neighborhood District and in the North Boylston Neighborhood Shopping Subdistrict (NS-3). The NS-3 Subdistrict is shown on Map 1Q of the City of Boston Zoning Maps, and is within the Restricted Parking Overlay District established by Section 3-1A(c) of the Zoning Code and the Groundwater Protection Overlay District established by Article 32 of the Zoning Code. The Site also is located within an area in which Planned Development Area ("PDA") designations are allowed pursuant to Sections 3-1A(a) and 66-27 of the Zoning Code..

MEMORANDUM

SEPTEMBER 15, 2011

TO: BOSTON REDEVELOPMENT AUTHORITY AND
PETER MEADE, DIRECTOR

FROM: BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT
KAIROS SHEN, CHIEF PLANNER
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
RANDI LATHROP, DEPUTY DIRECTOR FOR COMMUNITY
PLANNING
DAVID CARLSON, SENIOR ARCHITECT
JONATHAN GREELEY, FENWAY PLANNER
JOHN FITZGERALD, PROJECT MANAGER

SUBJECT: PUBLIC HEARING FOR THE DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 82 AND A DEVELOPMENT IMPACT
PROJECT REGARDING THE FENWAY TRIANGLE MIXED-USE
PROJECT, FENWAY

SUMMARY: This memorandum requests that the Boston Redevelopment Authority ("BRA" or "Authority"): (1) approve Text and Map Amendments to Article 66 and Map 1Q of the Boston Zoning Code (the "Code") (Fenway Neighborhood District), respectively; (2) approve the Development Plan for Planned Development Area No. 82, The Fenway Triangle Mixed-Use Project (the "PDA Plan") pursuant to Section 80C of the Code, and the accompanying Map Amendment; (3) authorize the Director to issue a Scoping Determination waiving the requirement of further review pursuant to Section 80B-5.3(d) of the Code for the proposed Fenway Mixed Use Triangle project (the "Proposed Project"); (4) authorize the Director to issue a Certification of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (5) authorize the Director to execute and deliver a Cooperation Agreement, an Affordable Housing Agreement, a Development Impact Project Agreement, and a Boston Residents Construction Employment Plan; (6) authorize the Director to petition the Boston Zoning Commission for approval of the Text and Map Amendments to Article 66 and Map 1Q of the Code (Fenway Neighborhood District); (7) authorize the Director to petition the Boston Zoning Commission for the approval of the PDA Plan and the accompanying Map Amendment; (8) authorize the Director to issue a

Certification of Consistency for the Proposed Project, under Section 80C of the Code.

PROJECT SITE

The two development areas comprising the 2.2 acre site are an approximately 82, 586 square foot area, bounded on three sides by Boylston Street, Kilmarnock Street, and Van Ness Street, and an approximately 12,499 square foot area bounded in part by Brookline Avenue, Van Ness Street, and Kilmarnock Street.

PROPOSED PROJECT DESCRIPTION

Fenway Enterprises, LLC, an affiliate of Samuels & Associates, (the "Proponent") proposes two buildings.

132 Brookline Avenue - is proposed to be a 17-story (up to 180 feet in height) primarily residential building with approximately 5,000 square feet of retail on the first floor and will contain approximately 150 residential units.

1325 Boylston Street - The second and larger building is proposed to be up to 168 feet in the eastern element and up to 178 feet in the western element. 1325 Boylston is also proposed to contain approximately 225,000 square feet of office uses, approximately 140,000 square feet of anchor retail use and approximately 36,000 square feet of related storage, approximately 150 residential units, ground floor uses including additional retail space of approximately 25,000 square feet, building service areas and lobby space supporting the office, residential and anchor retail uses above, and a maximum of 575 parking spaces on up to three below-grade levels.

DEVELOPMENT TEAM

The development team consists of Fenway Enterprises LLC, care of Samuels & Associates, Inc. as Developer; Elkus/Manfredi Architects as project architects; Vanasse Hangen Brustlin, Inc as environmental/permitting/transportation consultants; and Goulston & Storrs, P.C. serving as legal counsel.

PROJECT REVIEW

On August 4, 2010, the Proponent filed a Letter of Intent, in accordance with the BRA's policy on the provision of mitigation by development projects in Boston, as outlined in Mayor Thomas M. Menino's Executive Order of October 10, 2000, as amended, for a mixed-use development containing residential, office, retail and related uses, together with underground parking located at 1325-1341 Boylston Street and 132 Brookline Avenue in Fenway.

On September 14, 2010, letters were delivered to City Councilor Michael Ross, State Senator Steve Tolman, and State Representative Byron Rushing requesting nominations for the Impact Advisory Group ("IAG") for the Proposed Project with a deadline September 21, 2010. In addition, letters were sent to the Mayor's Office of Neighborhood Services and the City Councilors-at-large, providing an opportunity for their input.

Six individuals were appointed to the IAG and were invited to participate in the scoping session convened by the BRA. The Proponent filed a Project Notification Form ("PNF") on December 20, 2010. Notice of the receipt by the BRA of the PNF (the "Notice") was published in the Boston Herald on January 7, 2011, which initiated a 30-day public comment period, which was agreed to be extended by the developer, and had a closing date of March 4, 2011.

Pursuant to Section 80B-5.3 of the Code, a scoping session was held on January 18, 2011, with the City's public agencies and the IAG at which the Proposed Project was reviewed and discussed. The Notice and the PNF were sent to the City's public agencies pursuant to Section 80A-2 of the Code. The Proponent conducted a public meeting on February 23, 2011, at 1330 Boylston, 10th Floor Auditorium for the community's review and comments, to which members of the IAG were invited.

The Proponent seeks to achieve zoning compliance for the Proposed Project by submitting a PDA Plan pursuant to the Planned Development Area Review procedures set forth in Article 80 C of the Code. The Proponent submitted its proposed PDA Plan to the BRA on August 1, 2011, and notice of the receipt by the BRA of the PDA Plan was published in the Boston Herald on August 5, 2011. The PDA Plan sets forth the Proposed Project, the proposed location, appearance and dimensions of structures, open spaces and landscaping, proposed uses, densities, traffic circulation, parking and loading facilities, and access to public transportation and outlines the zoning requirements applicable to the Proposed Project. Attached to this Board Memorandum as Exhibit A is the proposed Plan.

The Proponent made a presentation to the Boston Civic Design Commission ("BCDC") on March 1, 2011. The Proposed Project was sent to subcommittee and appeared before the subcommittee in March and April, at which various aspects of the Proposed Project were reviewed. On June 7, 2011, BCDC voted to approve the revised design for the Proposed Project, on the condition that 132 Brookline Avenue comes back for review and approval.

The Proposed Project constitutes a Development Impact Project ("DIP") under Article 80B-7 of the Code requiring the public hearing before the Authority.

AFFORDABLE HOUSING

The Proponent will provide a combination of onsite affordable housing and contributions to the BRA for each of the 1325 Boylston and 132 Brookline Avenue buildings, which will provide affordable housing in an amount equivalent to 20% of the dwelling units within the Proposed Project as required in Section 66-28 of the Code. This will be achieved by having 7.5% of the affordable units onsite, and the remaining 12.5% to be comprised of several components, which may include some or all of the following: contributions to the BRA in the amount of at least \$500,000 in connection with a community facility or facilities providing senior services, community healthcare, job skills trainings, or daycare and by an amount of \$4,000,000 for the value of any contributions by the Proponent to acquire, design and/or construct any community infrastructure improvements. These contributions of 12.5% may be offset at a ratio determined by the BRA by providing off-site affordable units.

PUBLIC BENEFITS

Expected public benefits from the Proposed Project include improvements to the infrastructure, economy, pedestrian experience, and neighborhood design. Some, but not all, of each of these are listed below.

Infrastructure:

- Contribution of Proponent-owned land and construction of New Street between Van Ness and Boylston Street as a new public street;
- Changes to Van Ness Street operations to improve capacity and provide better neighborhood circulation;
- Installation of new lighting;
- Elimination of multiple curb cuts along Boylston Street and Van Ness Street

Economic Benefits:

- Creation of 800 construction jobs;
- Creation of up to 1200 permanent, transit accessible jobs on-site;
- Increased annual real estate taxes payment to the City;
- Provision of approximately 300 new units of housing, consisting of both market-rate and affordable units;
- Transformation of Van Ness Street from a service street to a front door address anchored by retail shops;
- Introduction of needed retail and residential vitality along Boylston Street, Van Ness Street, and Brookline Avenue;

Pedestrian Improvements:

- Enhancement of pedestrian safety and circulation by improving sidewalk widths and adding pedestrian amenities around the Site;

- Substantial investment in the reconstruction of sidewalks and streetscape along the project frontage, including high-quality paving materials, street furnishings, landscaping, and lighting.

Neighborhood Design Benefits:

- Redevelopment of an underutilized, car-dependent area into a vibrant transit and pedestrian orientated mixed-use project;
- Support of the City's Boylston Street Reconstruction Plan by accommodating elements of the plan into the streetscape and sidewalk design;
- Creation of additional open space and landscaping

DEVELOPMENT IMPACT PROJECT ("DIP") EXACTION

The Proposed Project constitutes a DIP under Article 80B-7 of the Code. Based on the present plans, Fenway Enterprises, LLC will provide the Neighborhood Housing Trust payment contribution of approximately \$1,967,500 and a Neighborhood Jobs Trust payment contribution of \$549,500. These estimated linkage payments are calculated as follows:

Housing Linkage:

DIP Uses	350,000 square feet
Exclusion	-100,000
	250,000
	<u>x \$7.87 /square foot</u>
	\$1,967,500

Jobs Linkage:

DIP Uses	350,000 square feet
Exclusion	-100,000
	250,000
	<u>x \$1.57 /square foot</u>
	\$ 392,500

These linkage payments will be finalized at the time of the Certificate(s) of Occupancy for the Proposed Project in accordance with Section 80B-7 of the Code.

CONCLUSION AND RECOMMENDATIONS

Authority staff believes that the PNF, project design changes, and accompanying mitigation commitments meet the criteria for the issuance of a Scoping Determination Waiving Further Review. It is therefore recommended that the Authority: (1) approve Text and Map Amendments to Article 66 and Map 1Q of the Boston Zoning Code (the "Code") (Fenway Neighborhood District), respectively; (2) approve the Development Plan for Planned Development Area No. 82, The Fenway Triangle Mixed Use Project (the "PDA Plan") pursuant to Section 80C of the Code, and the accompanying Map Amendment; (3) authorize the Director to issue a Scoping Determination waiving the requirement of further review pursuant to Section 80B-5.3(d) of the Code for the proposed Fenway Mixed Use Triangle project (the "Proposed Project"); (4) authorize the Director to issue a Certification of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (5) authorize the Director to execute and deliver a Cooperation Agreement, an Affordable Housing Agreement, a Development Impact Project Agreement, and a Boston Residents Construction Employment Plan; (6) authorize the Director to petition the Boston Zoning Commission for approval of the Text and Map Amendments to Article 66 and Map 1Q of the Code (Fenway Neighborhood District); (7) authorize the Director to petition the Boston Zoning Commission for the approval of the PDA Plan and the accompanying Map Amendment; (8) authorize the Director to issue a Certification of Consistency for the Proposed Project, under Section 80C of the Code.

Appropriate votes follow:

VOTED: That the Boston Redevelopment Authority ("BRA") hereby approves a text amendment ("Text Amendment") to Article 66 and a map amendment to Map 1Q ("Map 1Q Amendment") of the Boston Zoning Code ("Code") in substantial accord with the Text Amendment and Map 1Q Amendment presented to the BRA on September 15, 2011; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to petition the Zoning Commission of the City of Boston ("Zoning Commission") for approval of the Text Amendment and Map 1Q Amendment in substantial accord with the Text Amendment and Map 1Q Amendment presented to the BRA on September 15, 2011; and

FURTHER

VOTED That the Boston Redevelopment Authority (the "BRA") approve the Fenway Triangle Project (the "Proposed Project") as a Development Impact Project within the meaning of Section 80B-7 of the Code and hereby finds and determines that the Proposed Project conforms to the

general plan for the City of Boston as a whole, and that nothing in the Proposed Project will be injurious to the neighborhood or otherwise detrimental to the public welfare; and

**FURTHER
VOTED:**

That, in connection with the Development Plan for Planned Development Area No. 82 for the Proposed Project (the "PDA") presented at a public hearing, duly held at the offices of the BRA on August 15, 2011, and after consideration of evidence presented at and in connection with the hearing and in connection with the Proposed Project described in the PDA, the BRA finds with respect to the PDA that (a) the PDA is not for a location or Proposed Project for which Planned Development Areas are forbidden by the underlying zoning, as amended; (b) the Proposed Project in the PDA complies with any provisions of the underlying zoning, as amended that establish use, dimensional, design or other requirements for Proposed Projects in Planned Development Areas; (c) the PDA complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) the PDA 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 PDA will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all benefits and burdens; and

**FURTHER
VOTED:**

That the BRA hereby approves, pursuant to Section 80C of the Code, the PDA Plan, in substantial accord with the PDA Plan presented to the BRA on September 15, 2011, and the accompanying map amendment ("Map Overlay Amendment") to Map 1Q, Fenway Neighborhood District, indicating a Planned Development Area Overlay District, in substantial accord with that presented to the BRA on September 15, 2011; and

**FURTHER
VOTED:**

That the Director be, and hereby is, authorized to issue a Scoping Determination under Section 80B-5.3(d) of the Code, which (i) finds that the Project Notification Form adequately describes the potential impacts arising from the Proposed Project, and provides sufficient mitigation measures to minimize these impacts, and (ii) waives further review under subsections 4 and 5 of Section 80B-5 of the Code, subject to continuing design review by the BRA; and

FURTHER

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

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute a Development Impact Project Agreement, a Cooperation Agreement, an Affordable Housing Agreement, a Boston Residents Construction Employment Plan, and any and all other agreements and documents which the Director deems appropriate and necessary in connection with the Proposed Project and the PDA Plan, all upon terms and conditions determined to be in the best interests of the BRA.

FURTHER

VOTED: That the Director be, and hereby is, authorized to petition the Zoning Commission for approval of the PDA Plan and the Map Overlay Amendment, both in substantial accord as presented to the BRA on September 15, 2011; and

FURTHER

VOTED: That the BRA approve the Proposed Project as a Development Impact Project within the meaning of Section 80B-7 of the Code; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code when the Director finds that: (a) the Proposed Project is adequately described in the PDA Plan; (b) the Proposed Project is consistent with the PDA Plan; and (c) the PDA Plan has been approved by the BRA and the Zoning Commission in accordance with the applicable provisions of Section 3-1A and Article 80C of the Code.

Map Amendment Application No. 601
Planned Development Area No. 82
The Fenway Triangle Project
Map 1Q, Fenway Neighborhood District

MAP AMENDMENT NO. 535

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

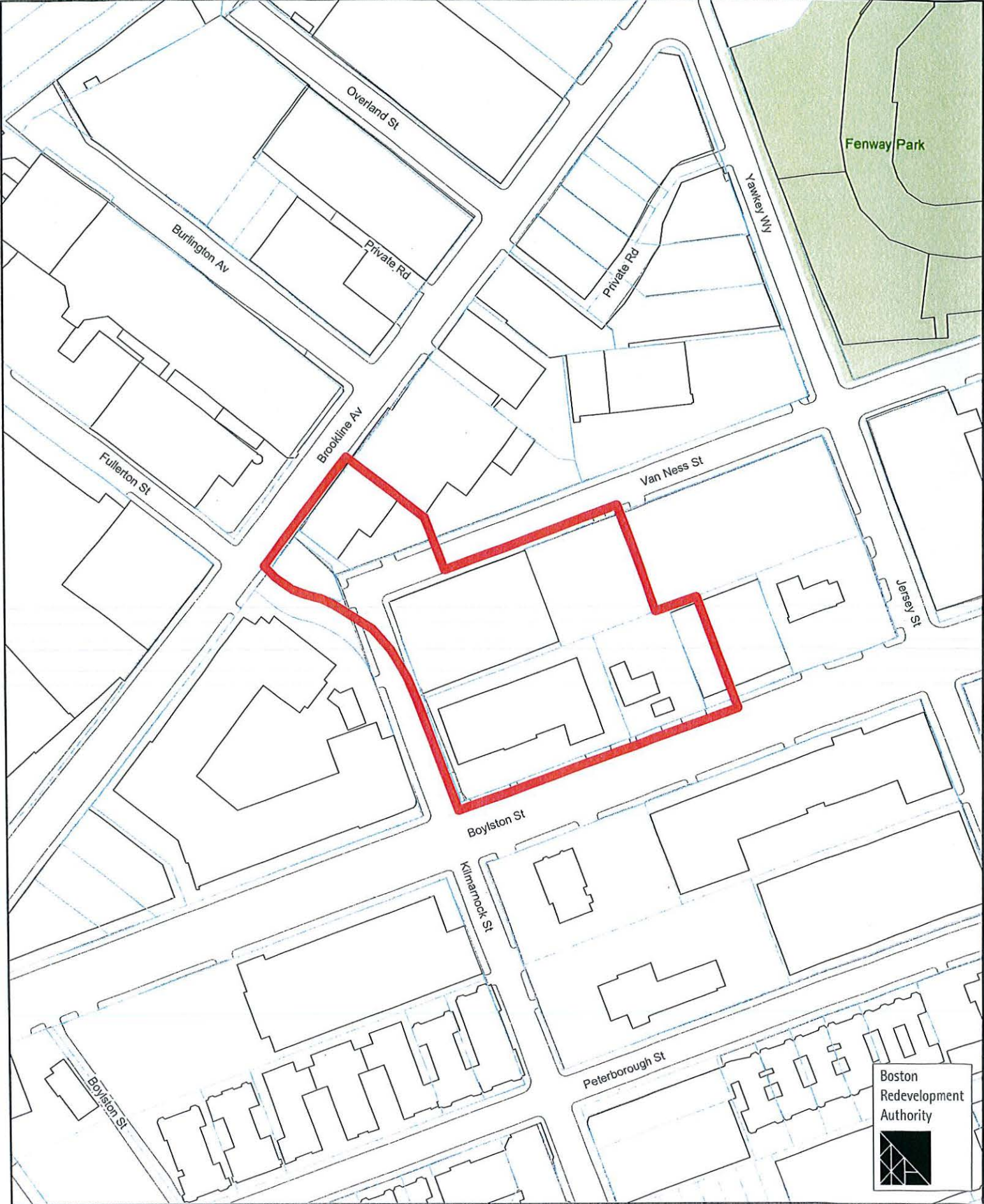
IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for Planned Development Area No. 82, The Fenway Triangle Project, and amends "Map 1Q, Fenway Neighborhood District," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

1. By changing the existing zoning designation of several parcels of land from "Fenway Triangle NDA," indicating a Neighborhood Development Area, and "North Boylston Street NS-2," indicating a Neighborhood Shopping Subdistrict, to "North Boylston Street NS-3," as shown on Exhibit B.
2. By adding the designation "D", indicating a Planned Development Area overlay district, to an area in the Fenway section of Boston measuring approximately 95,085 square feet (approximately 2.2 acres) in area bounded generally by Brookline Avenue, Van Ness, Kilmarnock and Boylston Streets, Boston. Said area is further described in Exhibit A and shown on Exhibit C.

North Boylston St NS-3, Fenway

1:1,800



N 69-59-43 E 307.67 feet along the southerly sideline of Van Ness Street to a point by land now or formerly of Abbey Landmark Square LLC; thence

S 19-59-46 E 128.00 feet to a point; thence

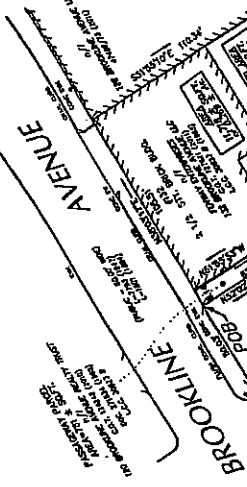
N 69-59-43 E 17.33 feet to a point by land now or formerly of The Jara Realty Trust, the last 2 courses being by land now or formerly of Abbey Landmark Square LLC; thence

S 19-59-46 E 132.95 feet by land now or formerly The Jara Realty Trust to a point on the northerly sideline of Boylston Street; thence

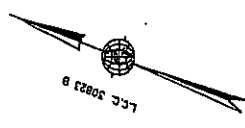
S 70-00-30 W 325.00 feet along the northerly sideline of Boylston Street to a point on the easterly sideline of Kilmarnock Street; thence

N 19-59-46 W 260.90 feet along the easterly sideline of Kilmarnock Street to the point of beginning.

Said parcel is an aggregate of three contiguous parcels of land under separate title and contains 82,586 square feet more or less.



TOTAL AREA OF COMBINED PARCELS
95,085 ± SQ. FT.
or 2.183 ± Ac

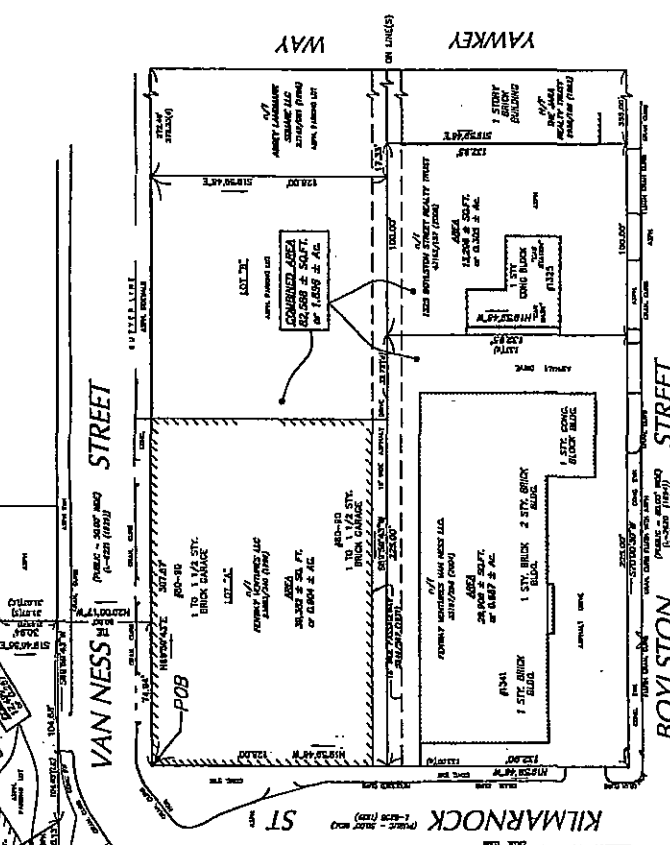


- LEGEND:**
- ASPH
 - CONC
 - GRANITE
 - CRAN
 - SMK
 - STK
 - POB

NOTES:

1. HENRY COUNTY TAXES

THIS PLAN IS BASED ON AN ON-THE-GROUND SURVEY WHICH SHOWS THE FACTS AS FOUND AT THE TIME OF THE SURVEY.



PROFESSIONAL LAND SURVEYOR
DATE: 2-25-2011

DGT SURVEY GROUP
A DIVISION OF DIGITAL GEOGRAPHIC TECHNOLOGIES, INC.
403 SHAWNEE STREET
BOSTON, MA 02122



FENWAY TRIANGLE MIXED USE PROJECT
PERMIT PLAN OF LAND
IN
BOSTON, MASSACHUSETTS
SUFFOLK COUNTY - FENWAY DISTRICT

PREPARED FOR: SAMUELS & ASSOCIATES

20-JUNE-2011
DRAWING: 1, SITE
CHECK: H. CUFFARD, PLS.

PROJECT NO.
0-3952.07

SCALE: 1"=30'

DRAWING NO.
627.05A.010

SHEET NO.
1 OF 1

Robert Jordan

Chairman

James C. Clark

Vice Chairman

Kevin A. Washick

Chris. Man

~~_____~~

Joe Lynn Bryant

Paul H. ...

Jim Statten

In Zoning Commission

Adopted: October 19, 2011

Attest:



Secretary

Development Plan for Planned Development Area No. 82, The Fenway Triangle Project

Robert Jordan
Chairman

James C. Clark
Vice Chairman

Mrs. Lynn Bray

Paul Shirley

Gill Hatton

David G. Waskieleski

Greg B. ...

[Signature]

In Zoning Commission

Adopted: October 19, 2011

Attest: [Signature]
Secretary



Mayor, City of Boston

Date: 10-24-11

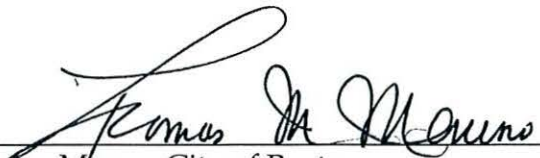
The foregoing amendment was presented to the Mayor on OCTOBER 20, 2011, and was signed by him on OCTOBER 24, 2011, whereupon it became effective on OCTOBER 24, 2011, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

Development Plan for Planned Development Area No. 82, The Fenway Triangle Project



Mayor, City of Boston

Date: 10-24-11

The foregoing Development Plan, was presented to the Mayor on October 20, 2011 and was signed by him on October 24, 2011, whereupon it became effective on October 24, 2011, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

Text Amendment Application No. 421
Boston Redevelopment Authority
Fenway Neighborhood District
Article 66

TEXT AMENDMENT NO. 374

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

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 amend the text of the Boston Zoning Code, as amended, as follows:

By amending **Article 66 (Fenway Neighborhood District)** in the following manner:

1. In **Section 66-13 (Establishment of Neighborhood Business Subdistricts)**:

- a. *delete* the section in its entirety and in its place *insert* the following text and punctuation:

This Section 66-13 establishes Neighborhood Business Subdistricts within the Fenway Neighborhood District. There are two types of Neighborhood Business Subdistricts: Neighborhood Shopping ("NS") Subdistricts, providing convenience goods and services to the larger neighborhood, and Community Commercial ("CC") Subdistricts, providing a diversified commercial environment serving larger markets. In both subdistricts, Residential Uses are encouraged on upper floors. The NS Subdistricts are further subdivided into NS-1, NS-2 and NS-3 Subdistricts, the latter of which allows for moderately greater height and FAR. All types of Neighborhood Business Subdistricts encourage the development of neighborhood businesses that provide essential goods and services to, as well as jobs and entrepreneurial opportunities for, the Fenway community.

The following Neighborhood Business Subdistricts are established:

NS-1 Subdistricts

1. Massachusetts Avenue NS-1 Subdistrict
2. Westland Avenue NS-1 Subdistrict
3. South Boylston Street NS-1 Subdistrict

NS-2 Subdistricts

1. Massachusetts Avenue NS-2 Subdistrict
2. Huntington Avenue NS-2 Subdistrict
3. North Boylston Street NS-2 Subdistrict

NS-3 Subdistricts

1. North Boylston Street NS-3 Subdistrict

CC Subdistricts

1. Brookline Avenue Community Commercial Subdistrict

2. In Section 66-28 (Planned Development Areas: Use and Dimensional Regulations), *delete* the following text:

- (a) Specific Requirements for Proposed Projects Located within the North and South Boylston Street Neighborhood Shopping Subdistricts. Proposed Projects within a PDA located within the North and South Boylston Street Neighborhood Shopping Subdistricts must devote at least seventy percent (70%) of the Gross Floor Area included to Residential Uses, provided, however, that this required residential component may be reduced on a pro rata basis, to a minimum of sixty percent (60%), to the extent that a portion of such a Proposed Project is devoted to one of the specific community facility uses enumerated in Section 66-28.1(b), below.

and *insert* the following text in its place:

- (a) Specific Requirements for Proposed Projects Located within the North and South Boylston Street Neighborhood Shopping Subdistricts. Proposed Projects within a PDA located within the North Boylston Street Neighborhood "NS-3" Shopping Subdistrict must devote at least forty percent (40%) of the Gross Floor Area included to Residential Uses, and the North Boylston Street "NS-2" and South Boylston Street Neighborhood Shopping Subdistricts must devote at least seventy percent

(70%) of the Gross Floor Area included to Residential Uses, provided, however, that this required residential component may be reduced on a pro rata basis, to a minimum of sixty percent (60%), to the extent that a portion of such a Proposed Project is devoted to one of the specific community facility uses enumerated in Section 66-28.1(b), below.

3. In Section 66-28 (Planned Development Areas: Use and Dimensional Regulations), *delete* the following text:

- (b) Specific Requirements for Proposed Projects Incorporating Residential Uses. The proponent of any Proposed Project within a PDA incorporating one or more Residential Uses must construct or cause the construction of either:
1. Affordable Housing, as defined in Section 66-47.1, in an amount equivalent to no less than twenty percent (20%) of the Dwelling Units included within the Proposed Project, with the appropriate on-site proportion of such Affordable Housing (which shall in no event be less than fifty percent (50%)) to be determined through the Article 80 Large Project Review process; or
 2. A combination of such Affordable Housing and another significant community benefit, consisting at a minimum of (a) on-site Affordable Housing in an amount equivalent to no less than ten percent (10%) of the Dwelling Units included within the Proposed Project, and (b) an equivalent contribution towards an on-site community facility or facilities, to be operated by non-profit organizations providing community healthcare, job skills training, or child or elderly daycare.

and *insert* the following text in its place:

- (b) Specific Requirements for Proposed Projects Incorporating Residential Uses. The proponent of any Proposed Project within a PDA incorporating one or more Residential Uses must construct or cause the construction of either:
1. Affordable Housing, as defined in Section 66-47.1, in an amount equivalent to no less than twenty percent (20%) of the Dwelling Units included within the Proposed Project, with the appropriate on-site proportion of such Affordable Housing (which shall in no

event be less than fifty percent (50%)) to be determined through the Article 80 Large Project Review process; or

2. A combination of such Affordable Housing and another significant community benefit, consisting at a minimum of (a) on-site Affordable Housing in an amount equivalent to no less than ten percent (10%) however, said amount shall be no less than seven and one-half percent (7.5%) in the North Boylston Street Neighborhood Shopping "NS-3" Subdistrict, of the Dwelling Units included within the Proposed Project, and one of the following: (a) a contribution towards an on-site community facility or facilities, to be operated by non-profit organizations providing community healthcare, job skills training, or child or elderly daycare, or (b) a contribution towards a community benefit to be determined, and agreed upon, by the proponent and the Authority.

Said additional contribution(s) shall equal the difference required to obtain a twenty percent (20%) contribution.

4. In Section 66-28 (Planned Development Areas: Use and Dimensional Regulations), *delete* the following text:

TABLE 2

Fenway Neighborhood District
Planned Development Areas
Maximum Building Height, FAR, Street Wall
Height, and Setback above Street Wall Height

<u>Area</u>	<u>Maximum Building Height⁽¹⁾</u>	<u>Max. FAR⁽¹⁾</u>	<u>Street Wall Height</u>	<u>Setback above St. Wall Ht.</u>
North Boylston St. NS-2, South Boylston St. NS-2, Fenway Triangle NDA, and Brookline Ave. CC Subdistricts	150'	7.0	(2)	(2)
Cultural Facilities Subdistricts	90'	5.0	(2)	(2)

1. A PDA established within, or such portion extended into, a Gateway Development Area shall be subject to the height and FAR limitations applicable to such Gateway Development Area.
2. Consistent with adjacent Buildings, as determined through the Article 80 Small or Large Project Review process.

and insert the following text in its place:

TABLE 2

Fenway Neighborhood District
Planned Development Areas
Maximum Building Height, FAR, Street Wall
Height, and Setback above Street Wall Height

<u>Area</u>	<u>Maximum Building Height⁽¹⁾</u>	<u>Max. FAR⁽¹⁾</u>	<u>Street Wall Height</u>	<u>Setback above St. Wall Ht.</u>
North Boylston St. NS-2, South Boylston St. NS-2, Fenway Triangle NDA, and Brookline Ave. CC Subdistricts	150'	7.0	(2)	(2)
Cultural Facilities Subdistricts	90'	5.0	(2)	(2)
North Boylston St. NS-3	180'	7.0	(2)	(2)

1. A PDA established within, or such portion extended into, a Gateway Development Area shall be subject to the height and FAR limitations applicable to such Gateway Development Area.
2. Consistent with adjacent Buildings, as determined through the Article 80 Small or Large Project Review process.

5. In Table E (**Fenway Neighborhood District Neighborhood Business Subdistricts Dimensional Regulations**):

(a) Under "Neighborhood Shopping Subdistricts", in the column labeled "NS-2," insert the following punctuation and text next to said label:

and NS-3

(b) In footnote number 3, after the words and punctuation "North Boylston Street NS-2,"

insert the following text and punctuation:

North Boylston NS-3

Robert Jordan
Chairman

James C. Clark
Vice Chairman

Dave Cooper Bray

J. Gary Husley

Bill Stutton

William A. Kaushek

Bob B. Man

HA

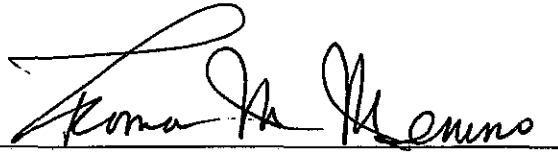
In Zoning Commission

Adopted: October 19, 2011

Attest: Joseph K. Hunter
Secretary

Text Amendment Application No. 421

Text Amendment No. 374

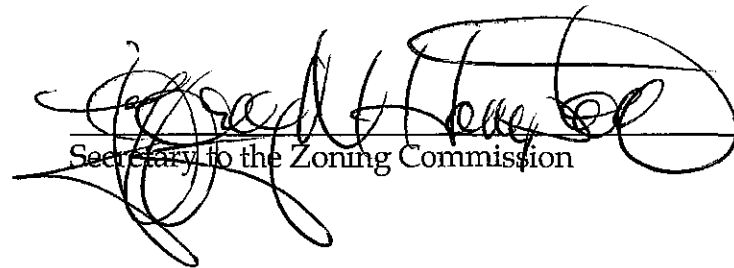


Mayor, City of Boston

Date: 10-24-11

The foregoing amendment was presented to the Mayor on ~~October 20, 2011~~ and was signed by him on ~~October 24, 2011~~, whereupon it became effective on ~~October 24, 2011~~, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission