

BPA APPROVAL: 9/13/12  
ZC APPROVAL: 10/10/12  
EFFECTIVE: 10/14/12

DEVELOPMENT PLAN  
FOR  
THE NEW BALANCE WORLD HEADQUARTERS PROJECT  
WITHIN  
PLANNED DEVELOPMENT AREA NO. 87  
NEW BRIGHTON LANDING  
GUEST STREET AND LIFE STREET  
BRIGHTON LANDING AREA OF BOSTON  
DATED: SEPTEMBER 13, 2012

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## **TABLE OF EXHIBITS**

### **Exhibits**

Exhibit A	Survey of PDA Master Plan Area/New Brighton Landing & the Site
Exhibit B	Conceptual Site Plan of the Proposed Project
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Exhibit D	Site and Traffic Circulation Plan

**DEVELOPMENT PLAN**  
**FOR**  
**THE NEW BALANCE WORLD HEADQUARTERS PROJECT**  
**WITHIN**  
**PLANNED DEVELOPMENT AREA No. 87**  
**GUEST STREET AND LIFE STREET**  
**BRIGHTON LANDING AREA OF BOSTON**

**DATED: SEPTEMBER 13, 2012**

1. **The Development Plan**. Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts, as amended (as so amended, the “Code”), and the Master Plan for Planned Development Area (“PDA”) No. 87, New Brighton Landing, Guest Street and Life Street, Brighton Landing Area of Boston, as amended, (the “PDA Master Plan”), this plan constitutes a Development Plan (the “Development Plan”) for the development of the New Balance Headquarters Project located on the northerly side of Guest Street and on the most easterly side of New Brighton Landing (the “Site”) by New Brighton Landing LLC (the “Proponent”), within the approximately 13.98 acres (about 608,969 square feet) of land known as and numbered 38-180 Guest Street, 77 Guest Street, and two (2) vacant lots (the “Vacant Lots”), all located in the Brighton Section of Boston, Massachusetts (such land, the “PDA Master Plan Area”, also referred to herein as “New Brighton Landing”). The PDA Master Plan Area is depicted on the plan dated January 10, 2012 entitled “Existing Conditions Plan Guest Street Brighton, MA (Suffolk County),” prepared by Coler & Colantonio, Inc., a copy of which is attached hereto as Exhibit A (the “Survey”). The location of the Site is depicted on Exhibit B attached hereto.

The Proponent proposes to construct a New Balance World Headquarters office building to be initially occupied by New Balance Athletic Shoe, Inc. for its world headquarters, as more fully described below (the “Proposed Project”). This Development Plan sets forth the information on the Proposed Project, including proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and dimensions of structures proposed as part of the Proposed Project.

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

be deemed to be in compliance with the requirements of the Code, under Section 80C-9, to the extent that such requirements have been addressed in this Development Plan.

This Development Plan consists of 6 pages of text, plus the attachments designated as Exhibit A through Exhibit D. All references herein to “this Development Plan” refer to such pages and exhibits. Capitalized terms used but not defined in this Development Plan shall be as defined in Article 2A of the Code as in effect on the date hereof, and not as amended hereafter.

2. **The Proponent.** New Brighton Landing LLC (“Proponent”) is a privately held Massachusetts limited liability company with its business address at 180 Guest Street, Brighton, Massachusetts 02135.

3. **The PDA Master Plan Area/New Brighton Landing.** New Brighton Landing consists of 10 parcels of land, comprising 6 tax lots, and contains about 13.98 acres (about 608,969 square feet) of land area located on both the north and south sides of Guest Street. Only a small 8,049 square foot parcel on the southerly side of Guest Street is not contiguous to any of the other parcels. The portion of New Brighton Landing on the northerly side of Guest Street is bounded to the north by land of the MBTA, to the south by Guest Street, to the east by a Stop & Shop Supermarket and to the west by the office complex known as Brighton Landing. The portion of New Brighton Landing on the southerly side of Guest Street is bounded to the north by Guest Street, to the south by numerous other property owners, to the east by land of Edward C. Joyce, Trustee/B.L. Makepeace, Inc., and to the west by Life Street. The entirety of New Brighton Landing is located within the Planned Development Area overlay district governed by the PDA Master Plan. The entirety of New Brighton Landing is owned by the Proponent.

4. **The Proposed Project/The Site.** The Proposed Project entails the demolition of the existing building on the Site and the construction of a new office building for the New Balance World Headquarters containing between 200,000 and 250,000 square feet of Floor Area, Gross, and will not exceed 130 feet in Building Height, with accessory parking and loading. The New Balance World Headquarters Project will initially be occupied by New Balance for its world headquarters. The Proposed Project will also contain Restaurant Uses, Retail Uses and Service Uses of between 8,000 and 12,000 square feet of Floor Area, Gross. The PDA Master Plan allows for up to 65,000 square feet of Floor Area, Gross of Retail Uses, Restaurant Uses and Service Uses in the aggregate for all five of the Future Proposed Projects, including the Proposed Project, listed in the PDA Master Plan. Similarly, the PDA Master Plan allows for up to 775,000 square feet of Floor Area, Gross parking and loading areas in the aggregate for all five of the Future Proposed Projects, including the New Balance World Headquarters building, listed in the PDA Master Plan.

The existing improvements on the Site within the PDA Master Plan Area/New Brighton Landing where the Proposed Project will be situated will be razed prior to or at such time as is necessary to allow construction of the Proposed Project to proceed.

The New Balance World Headquarters Project entails the construction of a new office building, with accessory parking and loading, which may also contain uses such as Restaurant Use, Retail Use and Service Use.

The Site is located in the approximate area as shown on Exhibit B and contains approximately 184,400 square feet of land.

5. **General Description of Proposed Project and Uses.** The Proposed Project will include between 200,000 and 250,000 of Floor Area, Gross of Office Use, between 8,000 and 12,000 square feet of Floor Area, Gross of Retail Uses, Restaurant Uses and/or Service Uses, up to 245,000 square feet of Floor Area, Gross of space dedicated to parking and loading, and up to 550 parking spaces.

6. **Zoning.** The underlying zoning for New Brighton Landing is governed by the Allston-Brighton Neighborhood District Article 51 of the Code. New Brighton Landing is located within the Guest Street Industrial Subdistrict of the underlying zoning. Upon approval of each, the PDA Master Plan and this Development Plan will provide the zoning for the Site and the Proposed Project.

7. **Planning Context/Objectives.** The Proposed Project is part of a mixed-use development on a portion of the 13.98 acres of land, adjacent to the existing New Balance World Headquarters Building at 20 Guest Street, along the Massachusetts Turnpike in the City of Boston's Brighton neighborhood. The PDA Master Plan calls for the revitalization of a former industrial area that once served as the regions largest Stockyard, into a vibrant 20<sup>th</sup> century destination for companies with a shared vision to create a district where the focus will be on physical and social health and wellness. The Proponent's mission is to create a state-of-the-art development that compliments the existing neighborhood fabric and introduces new office space, retail stores, restaurants, service establishments and sports related uses, all geared towards a healthy and active lifestyle. The property in the area consists of out-dated, and in some cases vacant, industrial buildings with total of less than 1% of landscaped open space. As shown on the Conceptual Site Plan of the Proposed Project and the four Other Future Proposed Projects, attached as Exhibit B, the Proponent, with guidance from the Brighton Guest Street Planning Study, has laid a new foundation for the vision of the Guest Street, Life Street and Authur Street corridors, with well designed and a well coordinated mix of buildings, uses and facilities, and with a generous supply of landscaped open space. The Proposed Project is designed to create a new mixed-use development within a flourishing neighborhood that will compliment and expand upon existing amenities.

8. **Proposed Location and Appearance of Structures.** The location of the Proposed Project will be consistent with the Conceptual Site Plan as shown on Exhibit B attached hereto. Schematic Plans for the Proposed Project are attached hereto as Exhibit C, and they will continue to evolve during the course of further design development, subject to the design review process by the BRA pursuant to Article 80B of the Code. The Proposed Project will also be subject to Boston Civic Design Commission review pursuant to Article 28 of the Code, to the extent applicable. Final architectural plans and specifications for the Proposed Project will be submitted to the BRA for approval. The issuance of a building permit for the Proposed Project will occur after the issuance of a Certification of Consistency, or partial Certification of Consistency, as applicable, in connection with this Development Plan pursuant to Section 80C-8 of the Code, and a Certification of Compliance pursuant to Article 80B of the Code.

9. **Density and Dimensions of Proposed Project.** The New Balance World Headquarters Project will contain between 200,000 and 250,000 square feet of Floor Area, Gross, of Office Use exclusive of areas dedicated for parking and loading, and exclusive of Retail Use, Restaurant Use and Service Use, and will not exceed a Building Height of 130 feet.

The Retail Uses, Service Uses and Restaurant Uses referenced above, allowed in the PDA Master Plan to be disbursed among the five Future Proposed Projects described in the PDA Master Plan, will contain, in the aggregate, up to 65,000 square feet of Floor Area, Gross. The Proposed Project will contain between 8,000 and 12,000 square feet of Floor Area, Gross of Retail Use, Restaurant Use and Service Use.

10. **Proposed Traffic Circulation.** New Brighton Landing is bounded on the north and south by Guest Street and on the west by Life Street. It is also in close proximity to Market Street and North Beacon Street. All are public streets under the jurisdiction of the City of Boston. It is anticipated that some widening of Guest Street will occur, and the possibility exists that Life Street will be widened and/or extended across Guest Street.

As part of the PDA Master Plan submission, the Proponent provided a traffic study and analysis of the Proposed Project and the four Other Future Proposed Projects. The Proponent has also prepared an updated and expanded transportation study for the Proposed Project and the four Other Future Proposed Projects which is included in the Project Notification Form submitted to the BRA in accordance with the Article 80B Large Project Review process. The proposed vehicular and pedestrian circulation patterns are shown on the Site and Traffic Circulation Plan attached hereto as Exhibit D. Sidewalks along Guest Street and Life Street will be expanded to provide more comfortable pedestrian circulation and queuing areas. The Proposed Project will have overhangs and/or canoping elements to shelter pedestrians during inclement weather.

11. **Parking and Loading Facilities.** While it is anticipated that there will be up to 1,750 parking spaces to serve the Proposed Project and four Other Future Proposed Projects, and adequate loading facilities will be provided, the number and location of the parking and loading components will be determined as part of the Article 80B, Large Project Review process. The Proposed Project will be built with up to 550 parking spaces. The parking spaces will be located in a parking garage, and it will act as a podium for the Proposed Project above, with three levels, one below grade and two above grade. Of the up to 235,000 square feet of parking associated with the Proposed Project, approximately 135,000 square feet will be below grade and approximately 100,000 square feet will be at grade and above. There will be up to 190 spaces at grade and above, and up to 360 spaces below grade. Areas dedicated to loading will be up to 10,000 square feet, at grade or above.

12. **Access to Public Transportation and Pedestrian Connections.** New Brighton Landing is served by MBTA Bus #64. In addition, the Proponent intends to provide regular shuttle service to and from Kenmore Square and Harvard Square.

Pedestrian connections directly to the Proposed Project will be provided for those who park in the indoor parking facility. For those not driving to work, new and wider sidewalks will be undertaken by the Proponent along Life Street and Guest Street, and lighting along Life Street and Guest Street will be enhanced. Convenient access to the Proposed Project, along with

overhangs and/or canopy elements at the entrances, has been designed as a part of the Proposed Project.

13. **Development Schedule/Phasing.** It is the Proponent's desire to commence construction of the Proposed Project not later than the spring of 2013. The Proponent may construct this Proposed Project in two (2) phases; one phase being the parking facility (as described above) to be situated on the Site, and the other phase being construction of the remainder of the Proposed Project. In such event, each phase shall be entitled to a partial Certification of Consistency from the BRA.

14. **Open Space and Landscaping.** Currently, the Guest Street and Life Street corridors are a sea of asphalt with outdated buildings. As is shown on Exhibit B, the Proposed Project will be enhanced and beautified by a considerable amount of well-designed landscaped open space. New landscaped open space will transform the Site from a sea of asphalt and warehouses into areas where the community can gather and enjoy the available amenities.

15. **Public Benefits.** The Proposed Project will provide the following benefits, at a minimum:

(a) The Proposed Project will have a design that responds favorably to each of the four Other Future Proposed Projects, as well as being sensitive and responsive to its surrounding context.

(b) The Proposed Project will minimize environmental impacts, and will create considerably more usable open space than currently exists at the Site.

(c) The Proposed Project will provide considerably more real estate tax revenue for the City of Boston.

(d) The Proposed Project will create better internal circulation in the immediate neighborhood and better access and egress from nearby streets;

(e) The Proposed Project includes open space which will be available to the general public;

(f) The Proposed Project will generate housing linkage funds and jobs linkage funds for the City of Boston;

(g) The Proposed Project establishes an anchor for renewed activity along the Guest Street and Life Street corridors;

(h) The Proposed Project will create a new signature LEED certifiable building along the spine of the Massachusetts Turnpike;

(i) The Proposed Project will expand the diversity of uses in the New Brighton Landing area to insure long-term activity and vitality; and



(j) The Proposed Project will establish a critical mass of Class A space in the New Brighton Landing area.

16. **Green Buildings.** Article 37 of the Code was promulgated to promote sustainable development in the City of Boston, and requires certain Proposed Projects to be “LEED Certifiable” (as defined in Section 37-2 of the Code). Accordingly, the Proposed Project will be planned, designed, and constructed to achieve the level “certified” using the most current applicable LEED building rating system promulgated by the U.S. Green Building Council, in compliance with Article 37 of the Code. The Proponent is committed to a sustainable design for of the Proposed Project, and it will be “LEED Certifiable.” As the design of the Proposed Project progresses, the Proponent will file with the BRA such additional LEED information as is required under Article 37 and in conjunction with the review and compliance requirements of Article 80B of the Code, as applicable.

17. **Other Approvals.** The design of the Proposed Project will be subject to further review by the Boston Civic Design Commission, and to further review by the BRA of the schematic design, design development and construction drawings, pursuant to the BRA’s Development Review Guidelines and Article 80B of the Code. Aspects of the Proposed Project may also require approvals of other governmental agencies, such as the City of Boston’s Public Improvement Commission, Landmarks Commission and Boston Zoning Commission.

18. **Applicability, Compliance and Phasing.** In accordance with Section 80C-8 of the Zoning Code, the consistency of the Proposed Project with this Development Plan, as evidenced by the issuance by the BRA of one or more Certifications of Consistency therefor, constitutes compliance with the dimensional, density, use, parking, loading, green building and other requirements of the Code, to the extent that such requirements have been addressed in the PDA Master Plan and this Development Plan. Where any conflict exists between the provisions of the PDA Master Plan or this Development Plan and any provisions of the underlying zoning for the PDA Master Plan Area, the provisions of the PDA Master Plan and this Development Plan shall be dispositive. For the purposes of the PDA Master Plan and this Development Plan, the compliance of the Proposed Project with this Plan shall not affect the compliance of any Other Future Proposed Project with the PDA Master Plan or this Development Plan. In the future, the parcels comprising the New Brighton Landing area may be consolidated and/or subdivided into one or more separate parcels. The PDA Master Plan and this Development Plan seek approval for any zoning nonconformity created or increased by the separation of ownership of New Brighton Landing, or by the consolidation, subdivision, or re-subdivision of such parcels, provided that the appropriate use, dimensional/density, parking and loading requirements of the PDA Master Plan and this Development Plan are met by the resulting parcel or parcels.

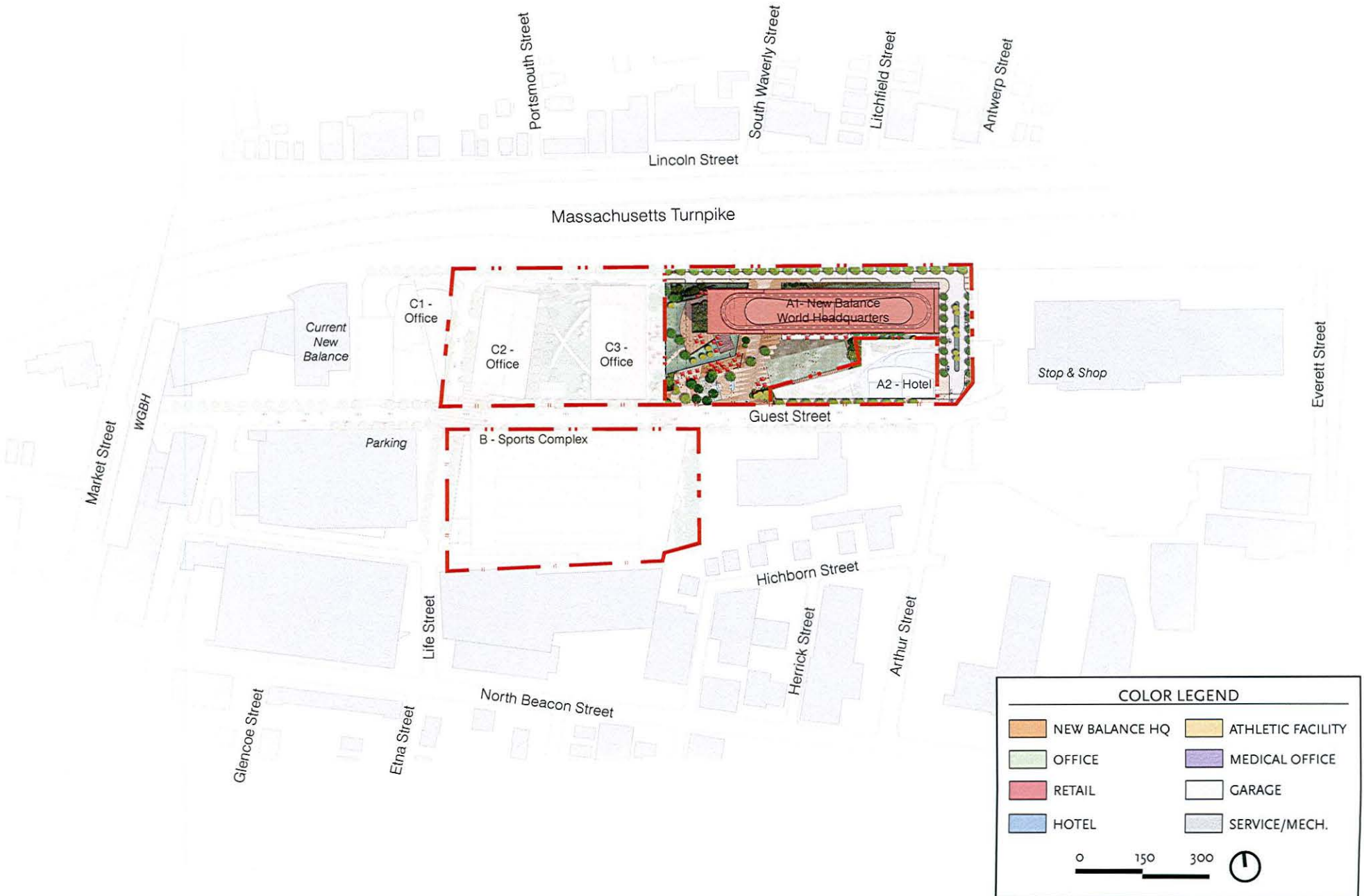
**Exhibit A**

**Survey of PDA Master Plan Area/New Brighton Landing**



**Exhibit B**

**Conceptual Site Plan of the Proposed Project**



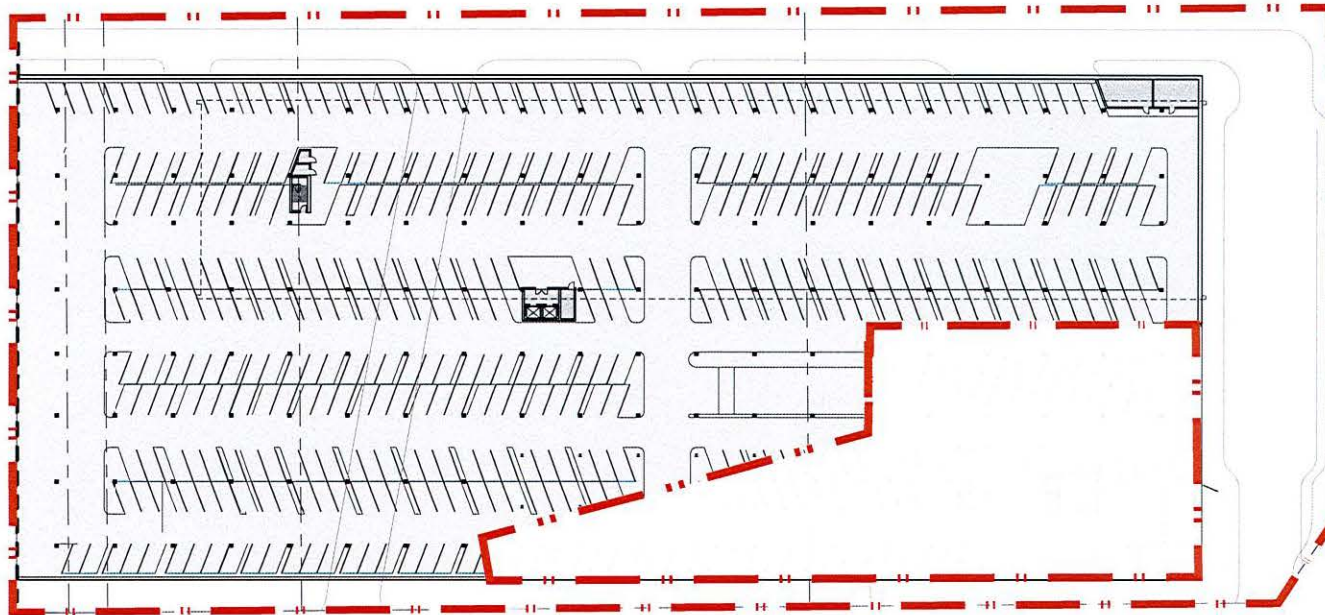
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  300

**Exhibit C**

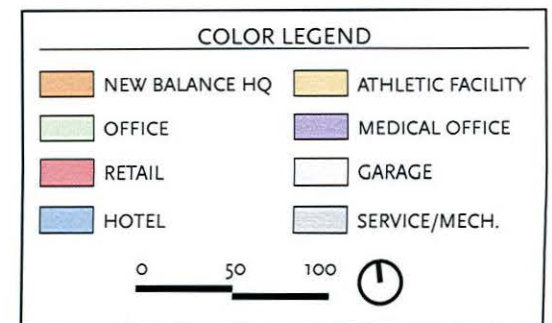
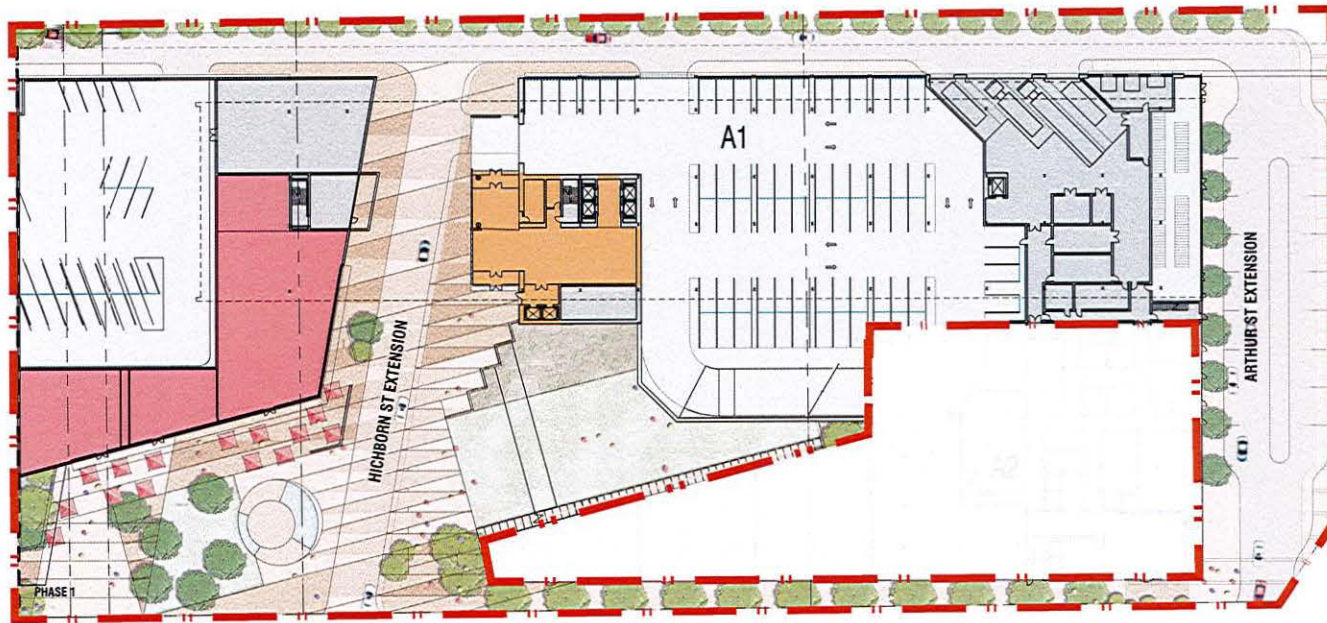
**Schematic Plans for the Proposed Project**



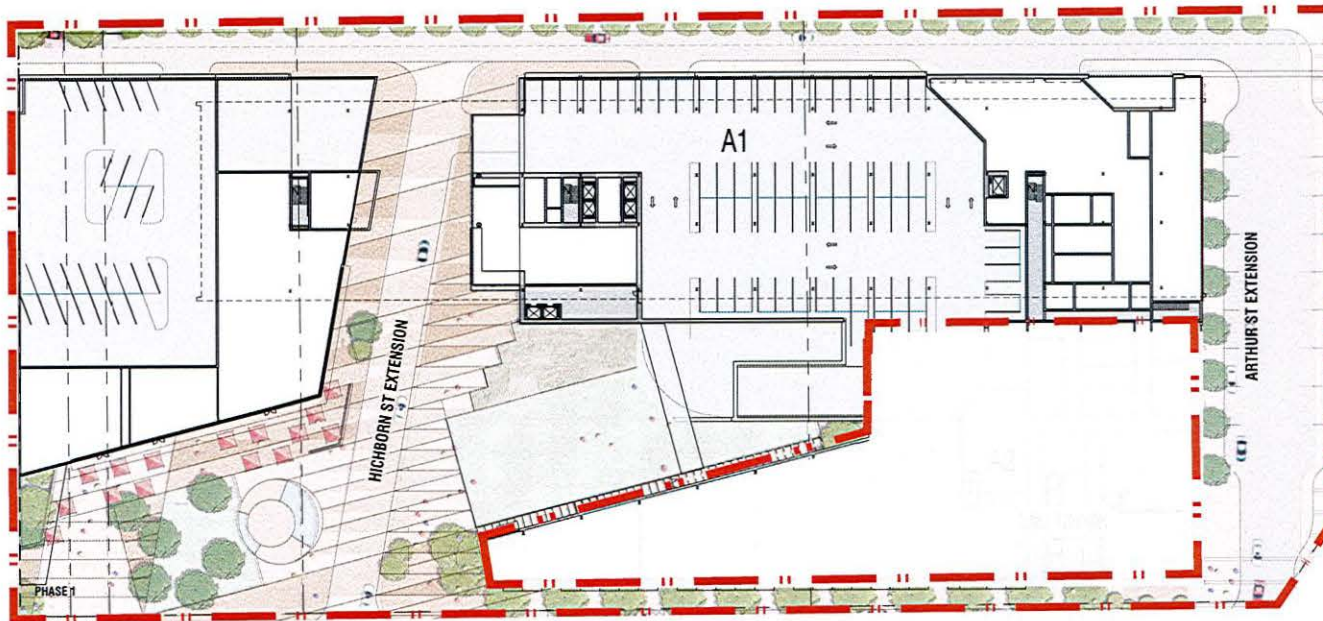
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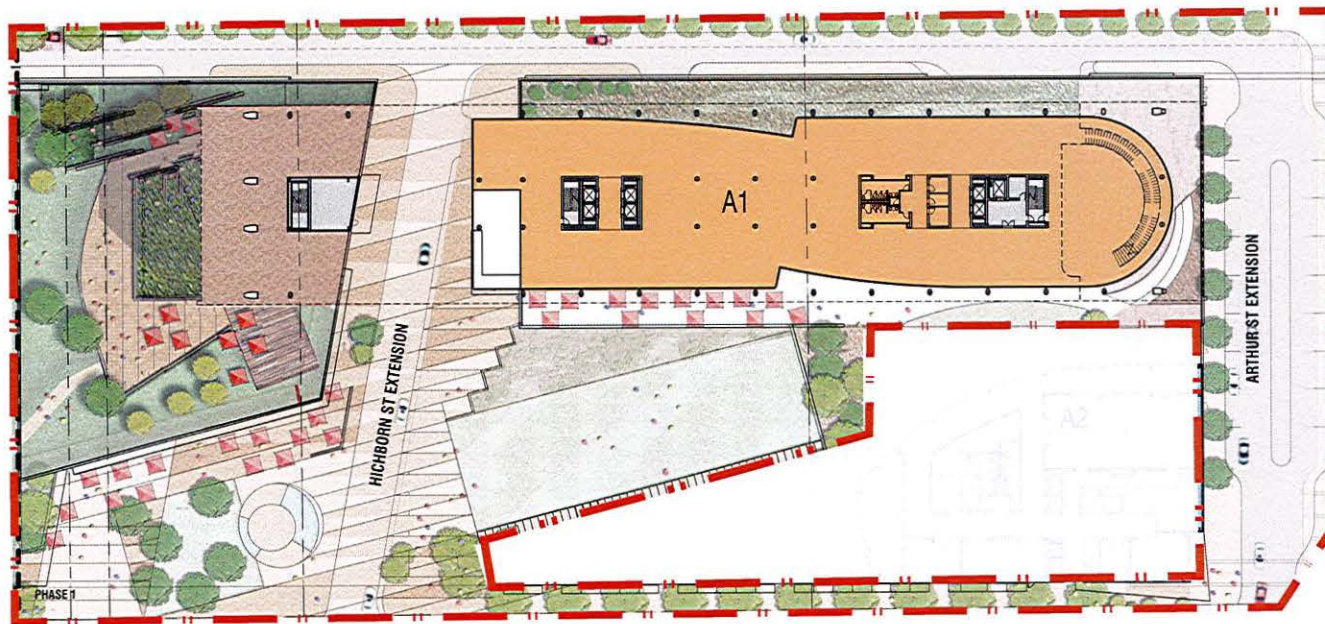
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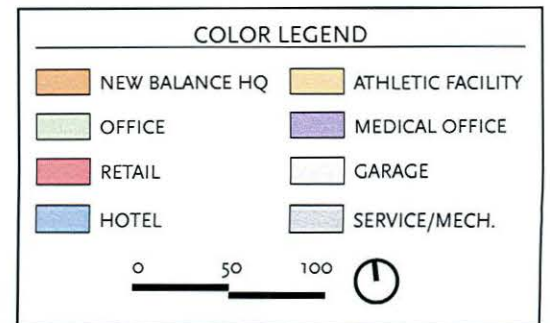
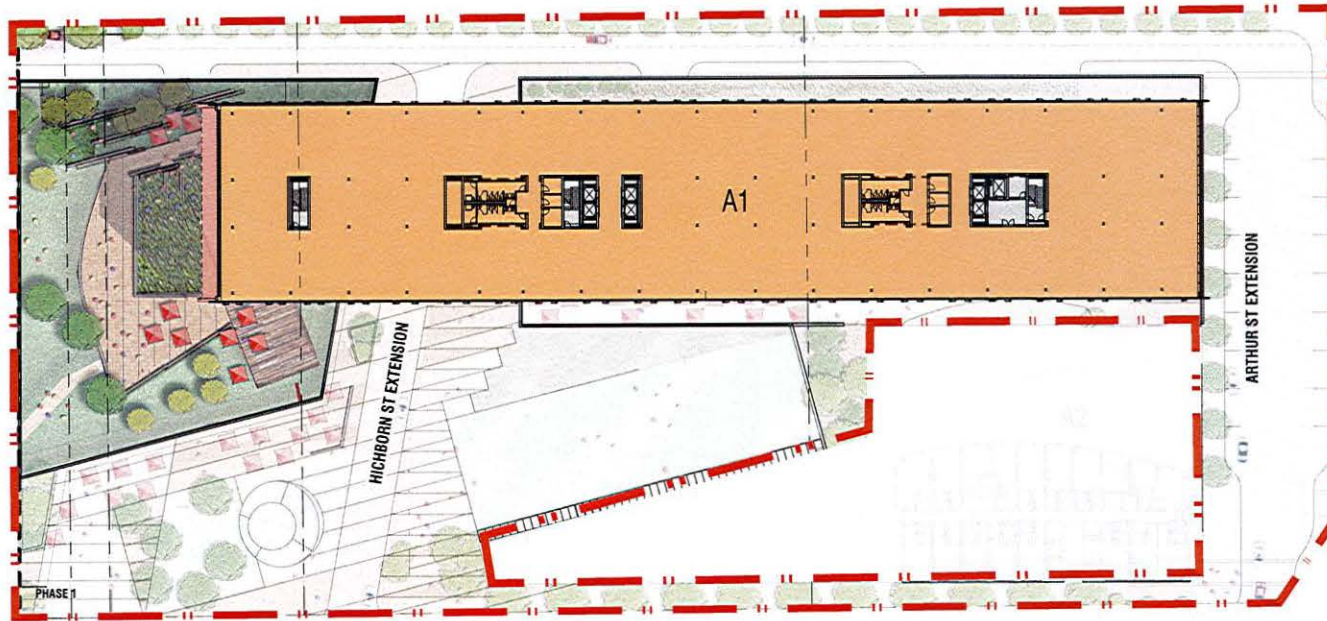
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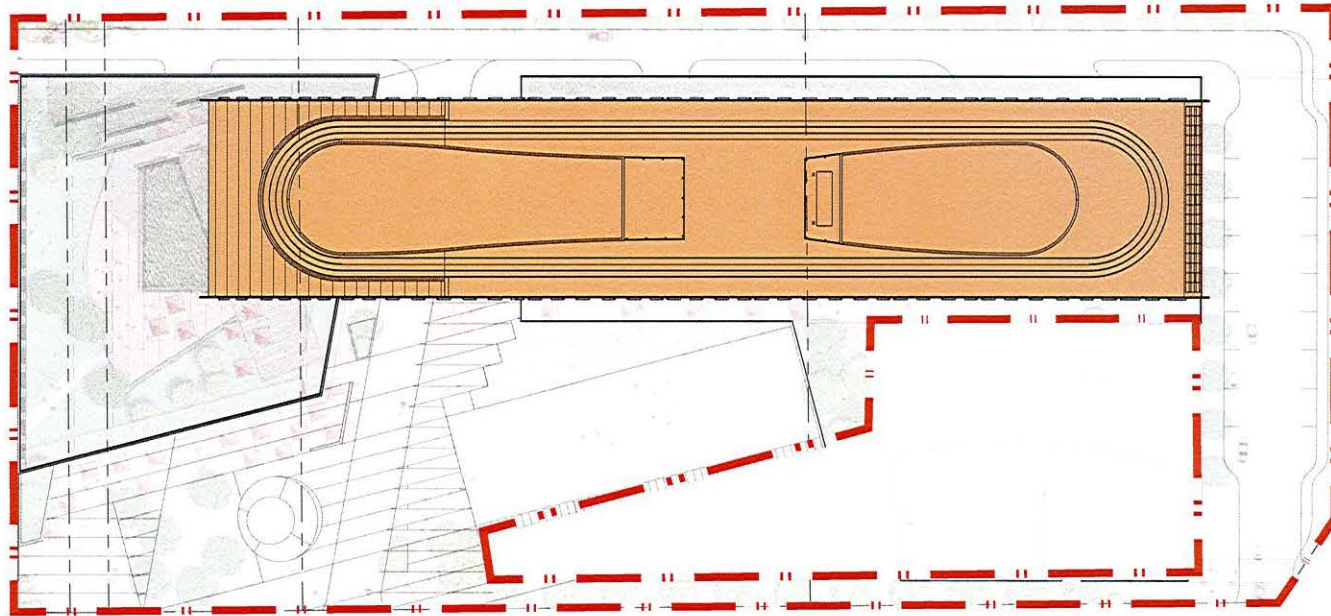






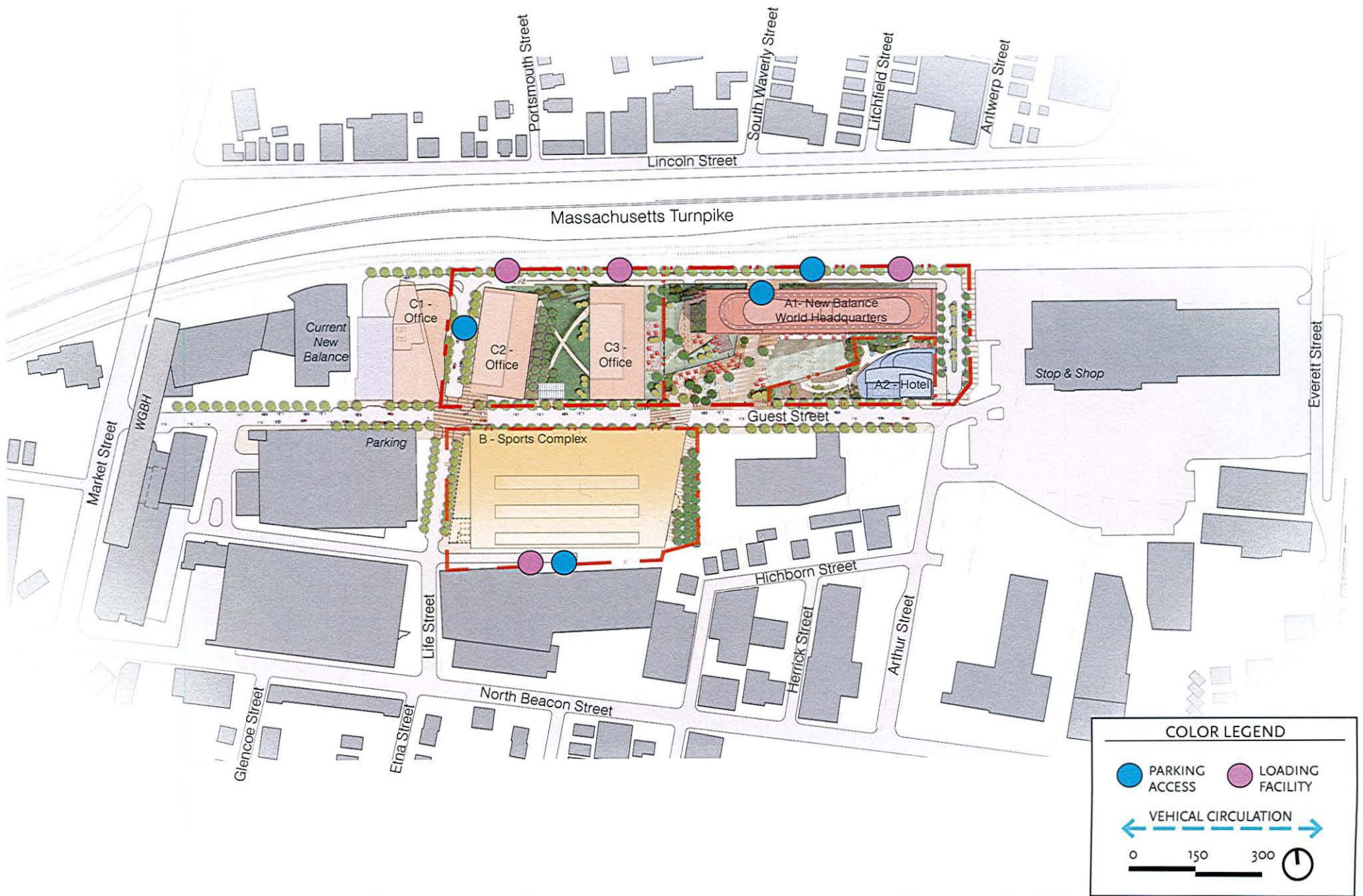


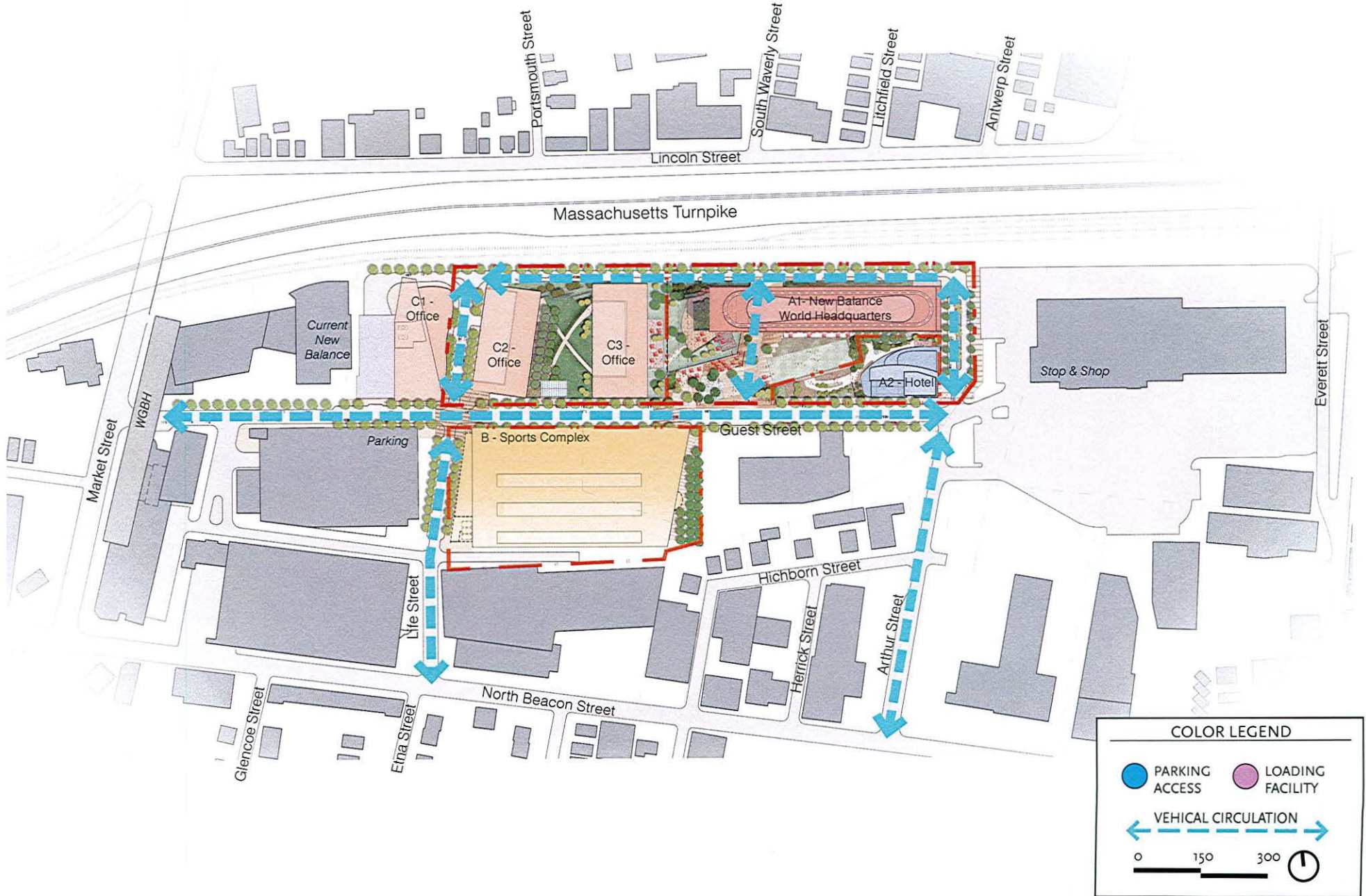




**Exhibit D**

**Site and Traffic Circulation Plan**





Development Plan for The New Balance World  
Headquarters Project within Planned  
Development Area No. 87, New Brighton  
Landing

Boston Redevelopment Authority


DEVELOPMENT PLAN FOR THE NEW BALANCE WORLD HEADQUARTERS  
PROJECT WITHIN PLANNED DEVELOPMENT AREA NO. 87, NEW  
BRIGHTON LANDING, BRIGHTON

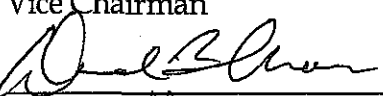
The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for The New Balance World Headquarters Project within Planned Development Area No. 87, New Brighton Landing, dated September 13, 2012. The Master Plan for Planned Development Area No. 87, New Brighton landing was adopted by the Zoning Commission on July 11, 2012, and became effective July 12, 2012.



Planned Development Area No. 87 was designated on "Map 7A/7B/7C/7D, Allston-Brighton Neighborhood District" and "Map 7B/7D, Allston-Brighton Neighborhood District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 549, adopted by the Zoning Commission on July 11, 2012, effective July 12, 2012.



Development Plan for The New Balance World Headquarters Project within Planned  
Development Area No. 87, New Brighton landing, Brighton

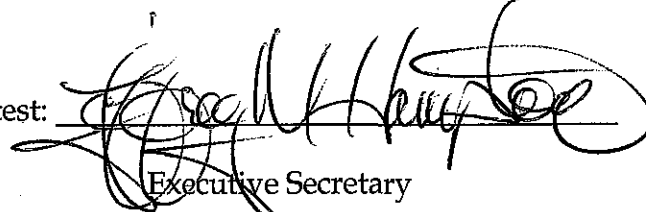
  
Chairman

Vice Chairman  



  
  
James Wofford  
Gloria A. Washburn  
Anne Gray Bray  
Jay Hunter  
Justin Hatton

In Zoning Commission

Adopted: October 10, 2012

Attest:   
Executive Secretary

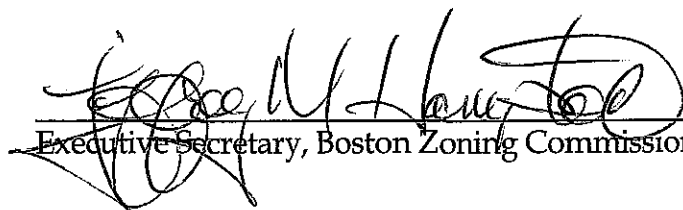
Development Plan for The New Balance World Headquarters Project within Planned  
Development Area No. 87, New Brighton Landing, Brighton

  
\_\_\_\_\_  
Mayor, City of Boston

Date: 10-14-12

\_\_\_\_\_  
The foregoing Development Plan, was presented to the Mayor on OCTOBER 11, 2013,  
and was signed by him on OCTOBER 14, 2013, whereupon it became effective on  
OCTOBER 14, 2013, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as  
amended.

Attest:

  
\_\_\_\_\_  
Executive Secretary, Boston Zoning Commission

PDA APPEAL: 9/13/12  
ZC APPEAL: 10/0/12  
EFFECTIVE: 10/14/12

DEVELOPMENT PLAN  
FOR  
THE SPORTS FACILITY PROJECT  
WITHIN  
PLANNED DEVELOPMENT AREA NO. 87  
NEW BRIGHTON LANDING  
GUEST STREET AND LIFE STREET  
BRIGHTON LANDING AREA OF BOSTON  
DATED: SEPTEMBER 13, 2012

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**DEVELOPMENT PLAN**  
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**THE SPORTS FACILITY PROJECT**  
**WITHIN**  
**PLANNED DEVELOPMENT AREA No. 87**  
**GUEST STREET AND LIFE STREET**  
**BRIGHTON LANDING AREA OF BOSTON**  
**DATED: SEPTEMBER 13, 2012**

1. **The Development Plan.** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts, as amended (as so amended, the “Code”), and the Master Plan for Planned Development Area (“PDA”) No. 87, New Brighton Landing, Guest Street and Life Street, Brighton Landing Area of Boston, as amended, (the “PDA Master Plan”), this plan constitutes a Development Plan (the “Development Plan”) for the development of the Sports Facility Project located on the southerly side of Guest Street (the “Site”) by New Brighton Landing LLC (the “Proponent”), within the approximately 13.98 acres (about 608,969 square feet) of land known as and numbered 38-180 Guest Street, 77 Guest Street, and two (2) vacant lots (the “Vacant Lots”), all located in the Brighton Section of Boston, Massachusetts (such land, the “PDA Master Plan Area”, also referred to herein as “New Brighton Landing”). The PDA Master Plan Area is depicted on the plan dated January 10, 2012 entitled “Existing Conditions Plan Guest Street Brighton, MA (Suffolk County),” prepared by Coler & Colantonio, Inc., a copy of which is attached hereto as Exhibit A (the “Survey”). The location of the Site is depicted on Exhibit B attached hereto.

The Proponent proposes to construct a sports facility building, as more fully described below (the “Proposed Project”). This Development Plan sets forth the information on the Proposed Project, including proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and dimensions of structures proposed as part of the Proposed Project.

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

This Development Plan consists of 6 pages of text, plus the attachments designated as Exhibit A through Exhibit D. All references herein to “this Development Plan” refer to such pages and exhibits. Capitalized terms used but not defined in this Development Plan shall be as defined in Article 2A of the Code as in effect on the date hereof, and not as amended hereafter.

2. **The Proponent.** New Brighton Landing LLC (“Proponent”) is a privately held Massachusetts limited liability company with its business address at 180 Guest Street, Brighton, Massachusetts 02135.

3. **The PDA Master Plan Area/New Brighton Landing.** New Brighton Landing consists of 10 parcels of land, comprising 6 tax lots, and contains about 13.98 acres (about 608,969 square feet) of land area located on both the north and south sides of Guest Street. Only a small 8,049 square foot parcel on the southerly side of Guest Street is not contiguous to any of the other parcels. The portion of New Brighton Landing on the northerly side of Guest Street is bounded to the north by land of the MBTA, to the south by Guest Street, to the east by a Stop & Shop Supermarket and to the west by the office complex known as Brighton Landing. The portion of New Brighton Landing on the southerly side of Guest Street is bounded to the north by Guest Street, to the south by numerous other property owners, to the east by land of Edward C. Joyce, Trustee/B.L. Makepeace, Inc., and to the west by Life Street. The entirety of New Brighton Landing is located within the Planned Development Area overlay district governed by the PDA Master Plan. The entirety of New Brighton Landing is owned by the Proponent.

4. **The Proposed Project/The Site.** The Proposed Project entails the demolition of the existing building on the Site and the construction of a new sports facility building containing between 300,000 and 345,000 square feet of Floor Area, Gross, and will not exceed 95 feet in Building Height, with accessory parking and loading. The Proposed Project may also contain Office Use, and Clinic Use (but not to establish a Hospital or Institutional Use) Restaurant Uses, Retail Uses and Service Uses of between 6,000 and 12,000 square feet of Floor Area, Gross. The PDA Master Plan allows for up to 65,000 square feet of Floor Area, Gross of Retail Uses, Restaurant Uses and Service Uses in the aggregate for all five of the Future Proposed Projects, including the Proposed Project, listed in the PDA Master Plan. Similarly, the PDA Master Plan allows for up to 775,000 square feet of Floor Area, Gross of parking and loading areas in the aggregate for all five of the Future Proposed Projects, including the Sports Facility, listed in the PDA Master Plan.

The existing improvements on the Site within the PDA Master Plan Area/New Brighton Landing where the Proposed Project will be situated will be razed prior to or at such time as is necessary to allow construction of the Proposed Project to proceed.

The Sports Facility Project entails the construction of a new sports facility building, with accessory parking and loading, which may also contain uses such as Office Use, Clinic Use, Restaurant Use, Retail Use and Service Use.

The Site is located in the area as shown on Exhibit B and contains about 177,623 square feet of land.

5. **General Description of Proposed Project and Uses.** The Proposed Project will include between 300,000 and 345,000 of Floor Area, Gross of sports related uses and venues (“Sports Facility Use”) Office Use and Clinic Use, between 6,000 and 12,000 square feet of Floor Area, Gross of Retail Uses, Restaurant Uses and Service Uses, up to 120,000 square feet of Floor Area, Gross of space dedicated to parking and loading, and up to 250 parking spaces. The Proposed Project may contain, without limitation, venues for basketball, tennis, ice hockey, general recreation, track and field, and a fitness/health and wellness facility.

6. **Zoning.** The underlying zoning for New Brighton Landing is governed by the Allston-Brighton Neighborhood District Article 51 of the Zoning Code. New Brighton Landing is located within the Guest Street Industrial Subdistrict of the underlying zoning. Upon approval of each, the PDA Master Plan and this Development Plan will provide the zoning for the Site and the Proposed Project.

7. **Planning Context/Objectives.** The Proposed Project is part of a mixed-use development on a portion of the 13.98 acres of land, adjacent to the existing New Balance World Headquarters Building at 20 Guest Street, along the Massachusetts Turnpike in the City of Boston’s Brighton neighborhood. The PDA Master Plan calls for the revitalization of a former industrial area that once served as the regions largest Stockyard, into a vibrant 20<sup>th</sup> century destination for companies with a shared vision to create a district where the focus will be on physical and social health and wellness. The Proponent’s mission is to create a state-of-the-art development that compliments the existing neighborhood fabric and introduces new office space, retail stores, restaurants, service establishments and sports related uses, all geared towards a healthy and active lifestyle. The property in the area consists of out-dated, and in some cases vacant, industrial buildings with total of less than 1% of landscaped open space. As shown on the Conceptual Site Plan of the Proposed Project and the four Other Future Proposed Projects, attached as Exhibit B, the Proponent, with guidance from the Brighton Guest Street Planning Study, has laid a new foundation for the vision of the Guest Street, Life Street and Authur Street corridors, with well designed and a well coordinated mix of buildings, uses and facilities, and with a generous supply of landscaped open space. The Proposed Project is designed to create a new mixed-use development within a flourishing neighborhood that will compliment and expand upon existing amenities.

8. **Proposed Location and Appearance of Structures.** The location of the Proposed Project will be consistent with the Conceptual Site Plan as shown on Exhibit B attached hereto. Schematic Plans for the Proposed Project are attached hereto as Exhibit C, and they will continue to evolve during the course of further design development, subject to the design review process by the BRA pursuant to Article 80B of the Code. The Proposed Project will also be subject to Boston Civic Design Commission review pursuant to Article 28 of the Code, to the extent applicable. Final architectural plans and specifications for the Proposed Project will be submitted to the BRA for approval. The issuance of a building permit for the Proposed Project will occur after the issuance of a Certification of Consistency in connection with this Development Plan pursuant to Section 80C-8 of the Code, and a Certification of Compliance pursuant to Article 80B of the Code.

9. **Density and Dimensions of Proposed Project.** The Sports Facility Project will contain between 300,000 and 345,000 square feet of Floor Area, Gross of Sports Facility Use,



Clinic Use and Office Use, exclusive of areas dedicated for parking and loading, and exclusive of Retail Use, Restaurant Use and Service Use, and will not exceed a Building Height of 95 feet.

The Retail Uses, Service Uses and Restaurant Uses referenced above, allowed in the PDA Master Plan to be disbursed among the five Future Proposed Projects described in the PDA Master Plan, will contain, in the aggregate, up to 65,000 square feet of Floor Area, Gross. The Proposed Project will contain between 6,000 and 12,000 square feet of Floor Area, Gross of Retail Use, Restaurant Use and Service Use.

10. **Proposed Traffic Circulation.** New Brighton Landing is bounded on the north and south by Guest Street and on the west by Life Street. It is also in close proximity to Market Street and North Beacon Street. All are public streets under the jurisdiction of the City of Boston. It is anticipated that some widening of Guest Street will occur, and the possibility exists that Life Street will be widened and/or extended across Guest Street.

As part of the PDA Master Plan submission, the Proponent provided a traffic study and analysis of the Proposed Project and the four Other Future Proposed Projects. The Proponent has also prepared an updated and expanded transportation study for the Proposed Project and the four Other Future Proposed Projects which is included in the Project Notification Form submitted to the BRA in accordance with the Article 80B Large Project Review process. The proposed vehicular and pedestrian circulation patterns are shown on the Site and Traffic Circulation Plan attached hereto as Exhibit D. Sidewalks along Guest Street and Life Street will be expanded to provide more comfortable pedestrian circulation and queuing areas. The Proposed Project will have overhangs and/or canoping elements to shelter pedestrians during inclement weather.

11. **Parking and Loading Facilities.** While it is anticipated that there will be up to 1,750 parking spaces to serve the Proposed Project and four Other Future Proposed Projects, and adequate loading facilities will be provided, the number and location of the parking and loading components will be determined as part of the Article 80B, Large Project Review process. The Proposed Project will be built along with up to 250 parking spaces. The 250 parking spaces will be located in a parking garage, built in two half levels below grade. Areas dedicated to loading will be up to 5,000 square feet at grade or above. The Proposed Project will contain up to 115,000 square feet of Floor Area, Gross of parking and loading areas.

12. **Access to Public Transportation and Pedestrian Connections.** New Brighton Landing is served by MBTA Bus #64. In addition, the Proponent intends to provide regular shuttle service to and from Kenmore Square and Harvard Square.

Pedestrian connections directly to the Proposed Project will be provided for those who park in the indoor parking facility. For those not driving to work, new and wider sidewalks will be undertaken by the Proponent along Life Street and Guest Street, and lighting along Life Street and Guest Street will be enhanced. Convenient access to the Proposed Project, along with overhangs and/or canopy elements at the entrances, has been designed as a part of the Proposed Project.

13. **Development Schedule/Phasing.** It is the Proponent's desire to commence construction of the Proposed Project not later than the spring of 2013. The Proponent may

construct this Proposed Project in two (2) phases; one phase being the parking facility (as described above) to be situated on the Site, and the other phase being construction of the remainder of the Proposed Project. In such event, each phase shall be entitled to a partial Certification of Consistency from the BRA.

14. **Open Space and Landscaping.** Currently, the Guest Street and Life Street corridors are a sea of asphalt with outdated buildings. As is shown on Exhibit B, the Proposed Project will be enhanced and beautified by a considerable amount of well-designed landscaped open space. New landscaped open space will transform the Site from a sea of asphalt and warehouses into areas where the community can gather and enjoy the available amenities.

15. **Public Benefits.** The Proposed Project will provide the following benefits, at a minimum:

(a) The Proposed Project will have a design that responds favorably to each of the four Other Future Proposed Projects, as well as being sensitive and responsive to its surrounding context.

(b) The Proposed Project will minimize environmental impacts, and will create considerably more usable open space than currently exists at the Site.

(c) The Proposed Project will provide considerably more real estate tax revenue for the City of Boston.

(d) The Proposed Project will create better internal circulation in the immediate neighborhood and better access and egress from nearby streets;

(e) The Proposed Project includes open space which will be available to the general public;

(f) The Proposed Project will generate housing linkage funds and jobs linkage funds for the City of Boston;

(g) The Proposed Project establishes an anchor for renewed activity along the Guest Street and Life Street corridors;

(h) The Proposed Project will create a new signature LEED certifiable building along the spine of the Massachusetts Turnpike;

(i) The Proposed Project will expand the diversity of uses in the New Brighton Landing area to insure long-term activity and vitality; and

16. **Green Buildings.** Article 37 of the Code was promulgated to promote sustainable development in the City of Boston, and requires certain Proposed Projects to be “LEED Certifiable” (as defined in Section 37-2 of the Code). Accordingly, the Proposed Project will be planned, designed, and constructed to achieve the level “certified” using the most current applicable LEED building rating system promulgated by the U.S. Green Building Council, in compliance with Article 37 of the Code. The Proponent is committed to a sustainable design for

of the Proposed Project, and it will be “LEED Certifiable.” As the design of the Proposed Project progresses, the Proponent will file with the BRA such additional LEED information as is required under Article 37 and in conjunction with the review and compliance requirements of Article 80B of the Code, as applicable.

17. **Other Approvals**. The design of the Proposed Project will be subject to further review by the Boston Civic Design Commission, and to further review by the BRA of the schematic design, design development and construction drawings, pursuant to the BRA’s Development Review Guidelines and Article 80B of the Code. Aspects of the Proposed Project may also require approvals of other governmental agencies, such as the City of Boston’s Public Improvement Commission, Landmarks Commission and Boston Zoning Commission.

18. **Applicability, Compliance and Phasing**. In accordance with Section 80C-8 of the Zoning Code, the consistency of the Proposed Project with this Development Plan, as evidenced by the issuance by the BRA of one or more Certifications of Consistency therefor, constitutes compliance with the dimensional, density, use, parking, loading, green building and other requirements of the Zoning Code, to the extent that such requirements have been addressed in the PDA Master Plan and this Development Plan. Where any conflict exists between the provisions of the PDA Master Plan or this Development Plan and any provisions of the underlying zoning for the PDA Master Plan Area, the provisions of the PDA Master Plan and this Development Plan shall be dispositive. For the purposes of the PDA Master Plan and this Development Plan, the compliance of the Proposed Project with this Plan shall not affect the compliance of any Other Future Proposed Project with the PDA Master Plan or this Development Plan. In the future, the parcels comprising the New Brighton Landing area may be consolidated and/or subdivided into one or more separate parcels. The PDA Master Plan and this Development Plan seek approval for any zoning nonconformity created or increased by the separation of ownership of New Brighton Landing, or by the consolidation, subdivision, or re-subdivision of such parcels, provided that the appropriate use, dimensional/density, parking and loading requirements of the PDA Master Plan and this Development Plan are met by the resulting parcel or parcels.

**Exhibit A**

**Survey of PDA Master Plan Area/New Brighton Landing**

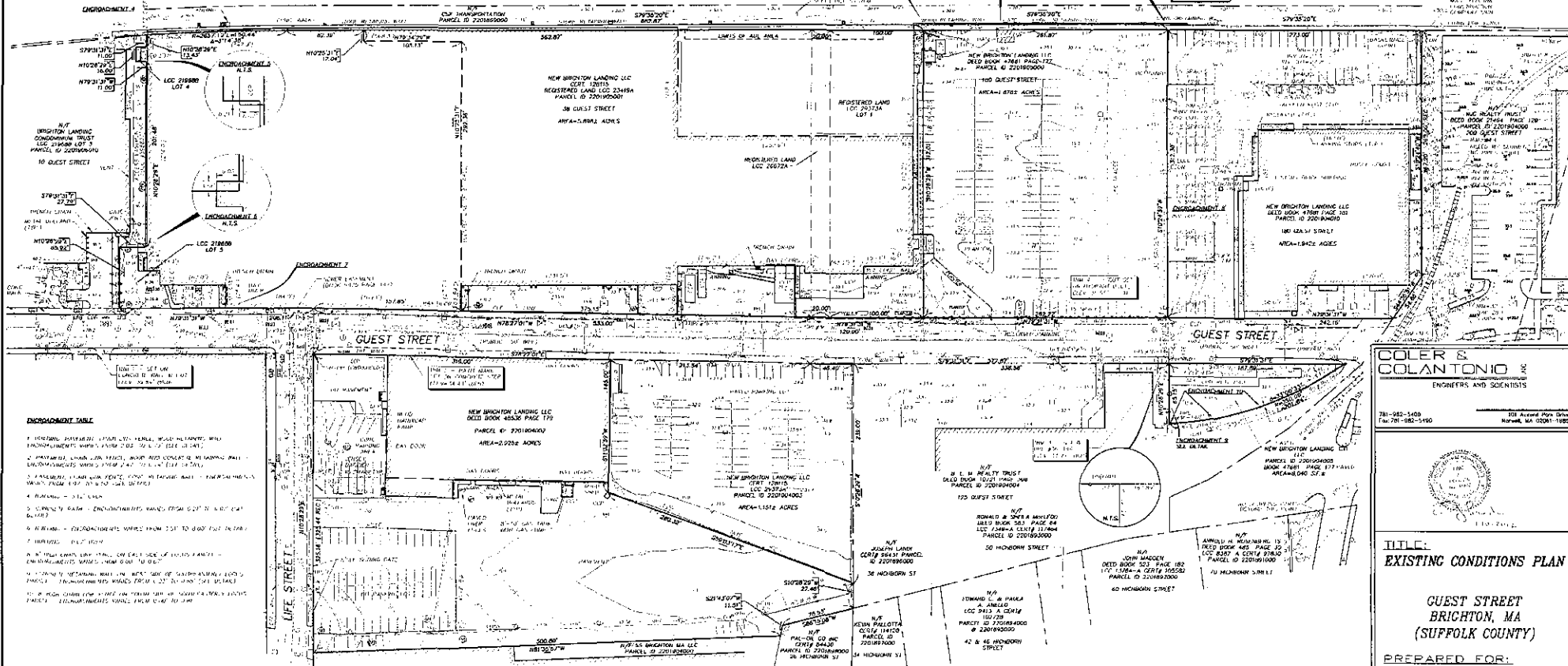
**GENERAL NOTES:**

1. INFORMATION SHOWN HEREON IS THE PROPERTY OF THE ARCHITECT AND IS NOT TO BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF THE ARCHITECT.
2. PLAN AND ELEVATION DRAWINGS ARE TO BE CONSIDERED AS A COMPLETE SET AND SHALL BE USED TOGETHER WITH THE SPECIFICATIONS AND ALL APPROPRIATE CODES AND REGULATIONS.
3. CONTRACTOR SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM ALL APPLICABLE AGENCIES AND AUTHORITIES.
4. CONTRACTOR SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM ALL APPLICABLE AGENCIES AND AUTHORITIES.
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10. CONTRACTOR SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM ALL APPLICABLE AGENCIES AND AUTHORITIES.

MASSACHUSETTS TURNPIKE (I-90)



LOCUS MAP



**ENCROACHMENT TABLE**

1. ENCROACHMENT 1 - 10' FROM THE WALL TO THE PROPERTY LINE.
2. ENCROACHMENT 2 - 10' FROM THE WALL TO THE PROPERTY LINE.
3. ENCROACHMENT 3 - 10' FROM THE WALL TO THE PROPERTY LINE.
4. ENCROACHMENT 4 - 10' FROM THE WALL TO THE PROPERTY LINE.
5. ENCROACHMENT 5 - 10' FROM THE WALL TO THE PROPERTY LINE.
6. ENCROACHMENT 6 - 10' FROM THE WALL TO THE PROPERTY LINE.
7. ENCROACHMENT 7 - 10' FROM THE WALL TO THE PROPERTY LINE.
8. ENCROACHMENT 8 - 10' FROM THE WALL TO THE PROPERTY LINE.
9. ENCROACHMENT 9 - 10' FROM THE WALL TO THE PROPERTY LINE.
10. ENCROACHMENT 10 - 10' FROM THE WALL TO THE PROPERTY LINE.

**LEGEND**

1	1/4" = 1' SCALE	1	1/4" = 1' SCALE	1	1/4" = 1' SCALE
2	1/4" = 1' SCALE	2	1/4" = 1' SCALE	2	1/4" = 1' SCALE
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9	1/4" = 1' SCALE	9	1/4" = 1' SCALE	9	1/4" = 1' SCALE
10	1/4" = 1' SCALE	10	1/4" = 1' SCALE	10	1/4" = 1' SCALE

**COLER & COLANTONIO**  
ENGINEERS AND SCIENTISTS

781-982-1400  
Fax: 781-982-5160  
100 Avenue Park Drive  
Norfolk, MA 02051-1985

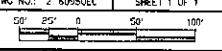


**TITLE:**  
EXISTING CONDITIONS PLAN

GUEST STREET  
BRIGHTON, MA  
(SUFFOLK COUNTY)

PREPARED FOR:  
**NEW BRIGHTON LANDING, LLC**  
20 GUEST STREET  
BRIGHTON, MA 02135

DATE: JANUARY 10, 2012  
COMP./DESIGN: AMC/WLD  
CHECK: WLD  
DRAWN: AMC  
SCALE: 1"=50'  
JOB NO.: 11-PROJECT-MA-BRIGHTON-GUEST-ST-DWG-100  
DWG NO.: 2 5095SEC SHEET 1 OF 1



**Exhibit B**

**Conceptual Site Plan of the Proposed Project**



**COLOR LEGEND**

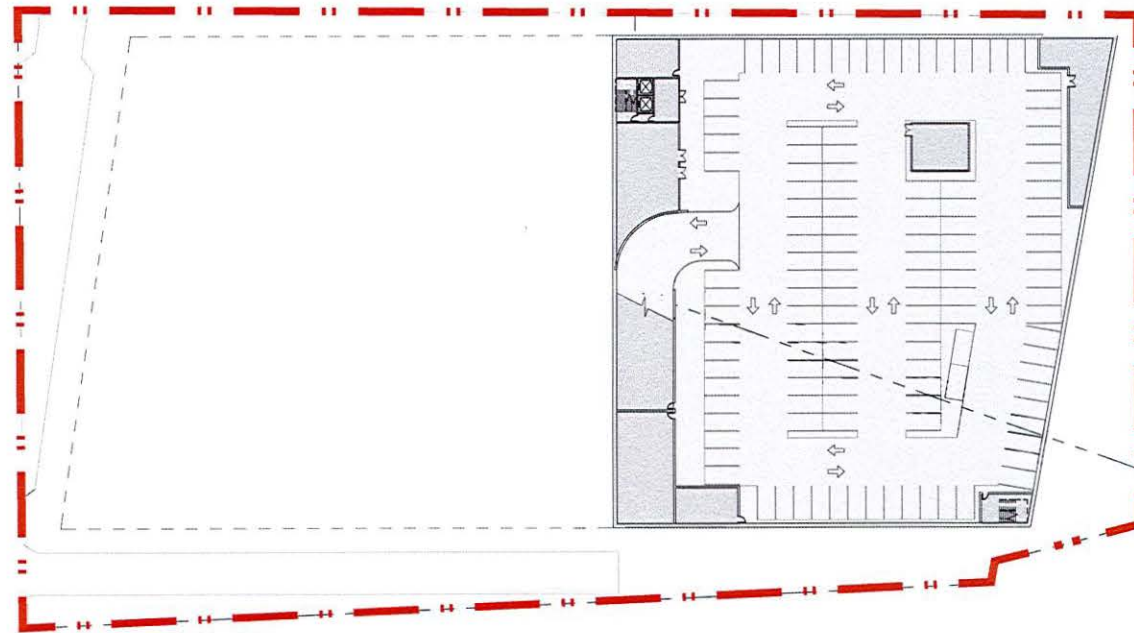
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0      150      300

**Exhibit C**

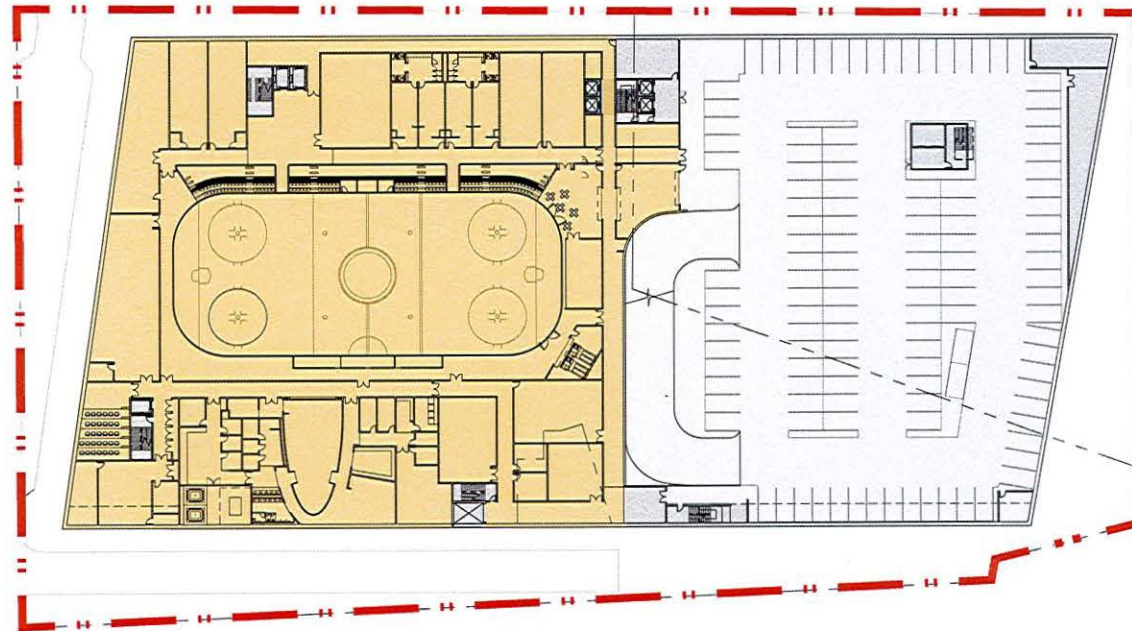
**Schematic Plans for the Proposed Project**





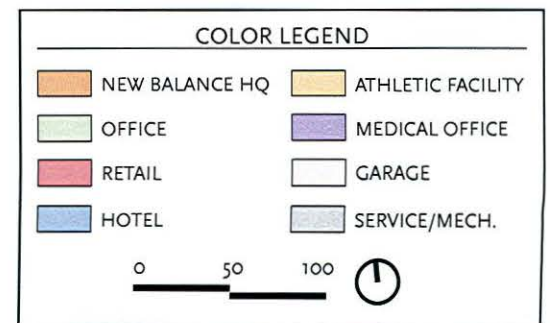
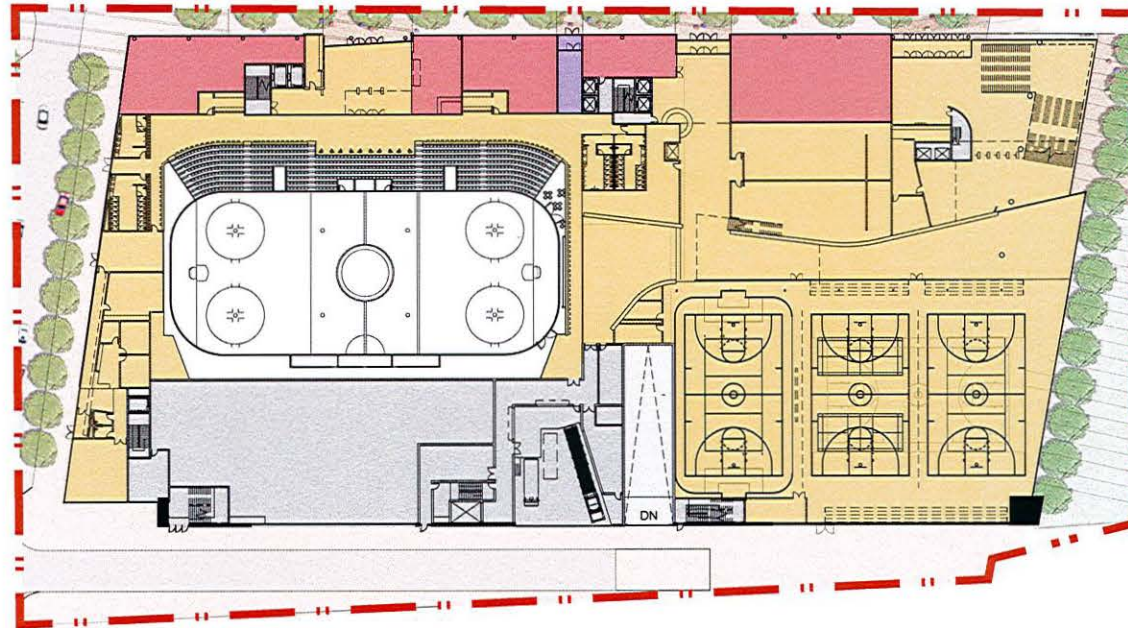
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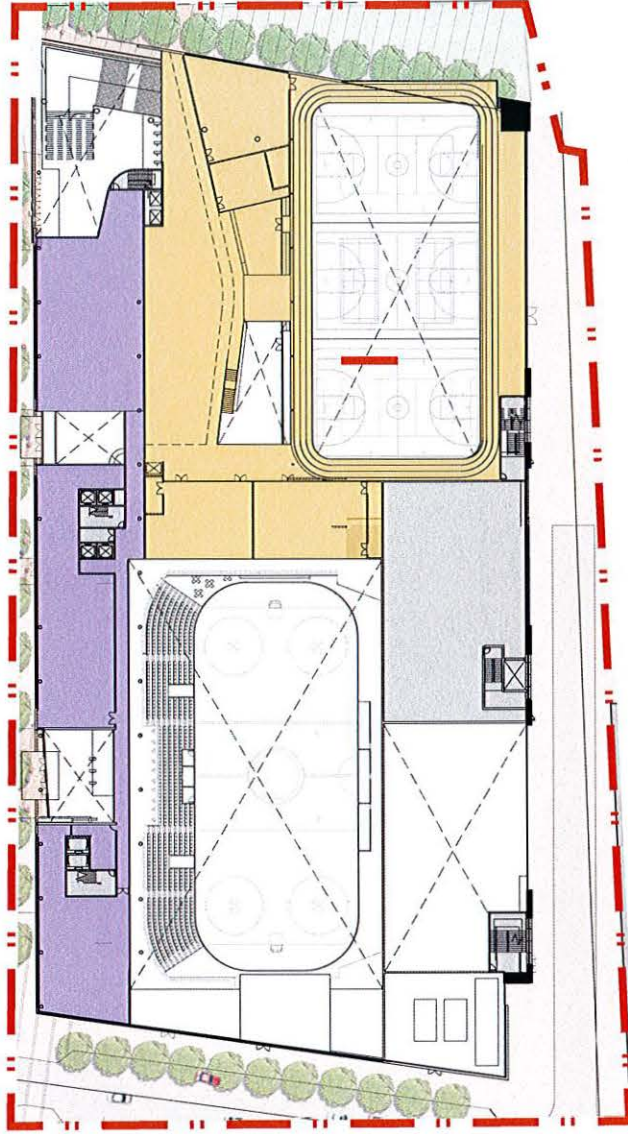
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**COLOR LEGEND**

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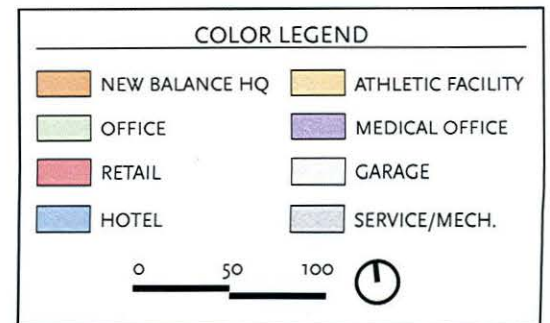
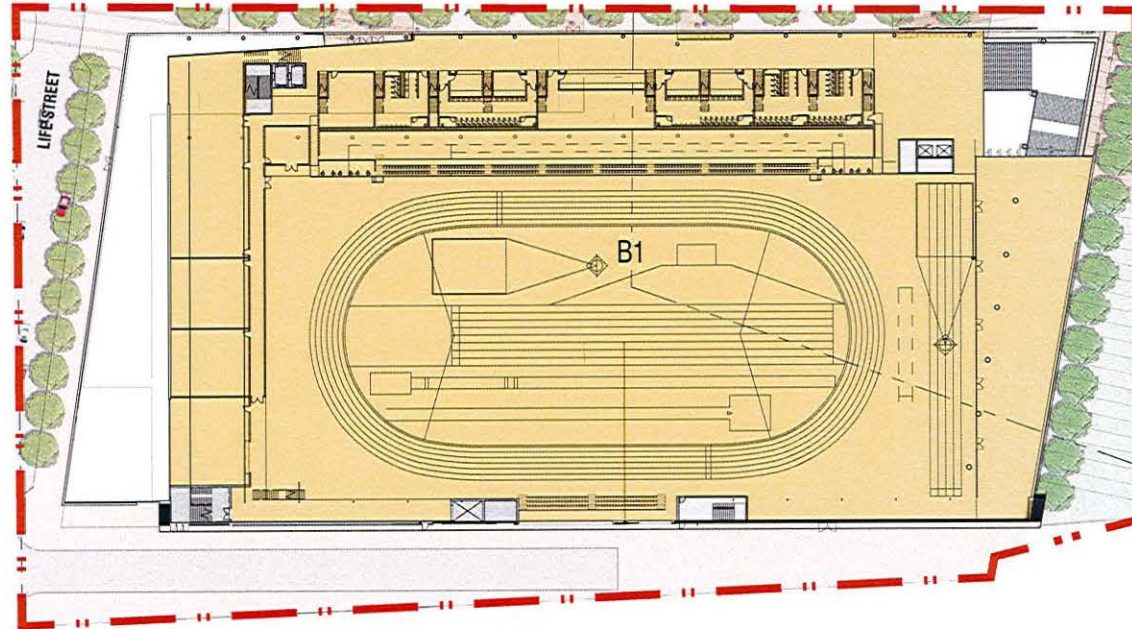


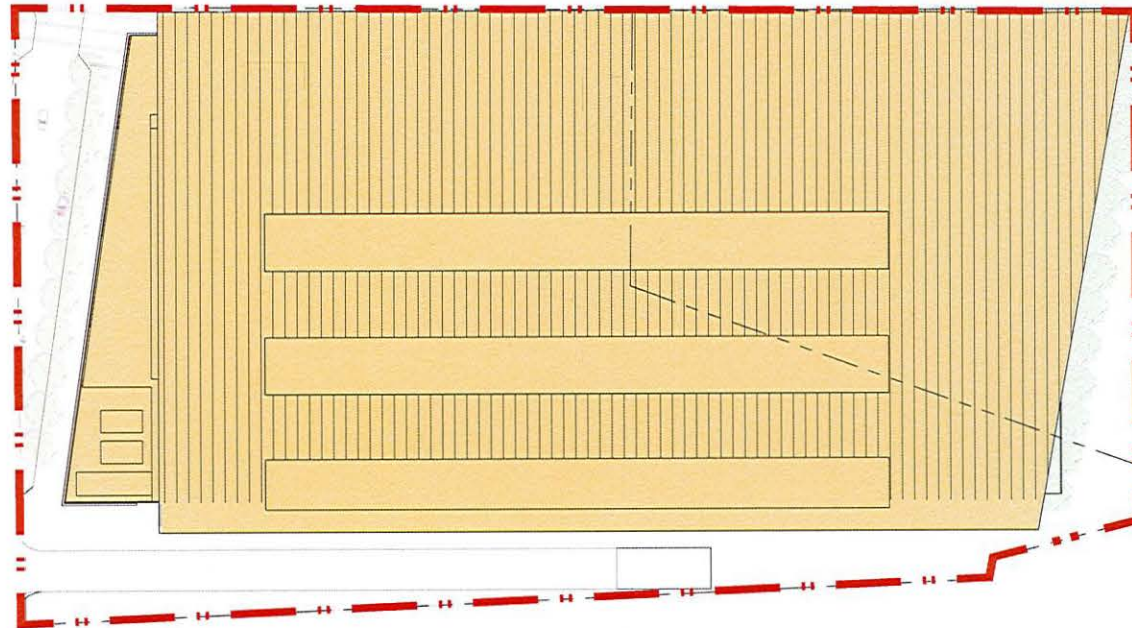


COLOR LEGEND

- NEW BALANCE HQ
- ATHLETIC FACILITY
- OFFICE
- MEDICAL OFFICE
- RETAIL
- GARAGE
- HOTEL
- SERVICE/MECH.

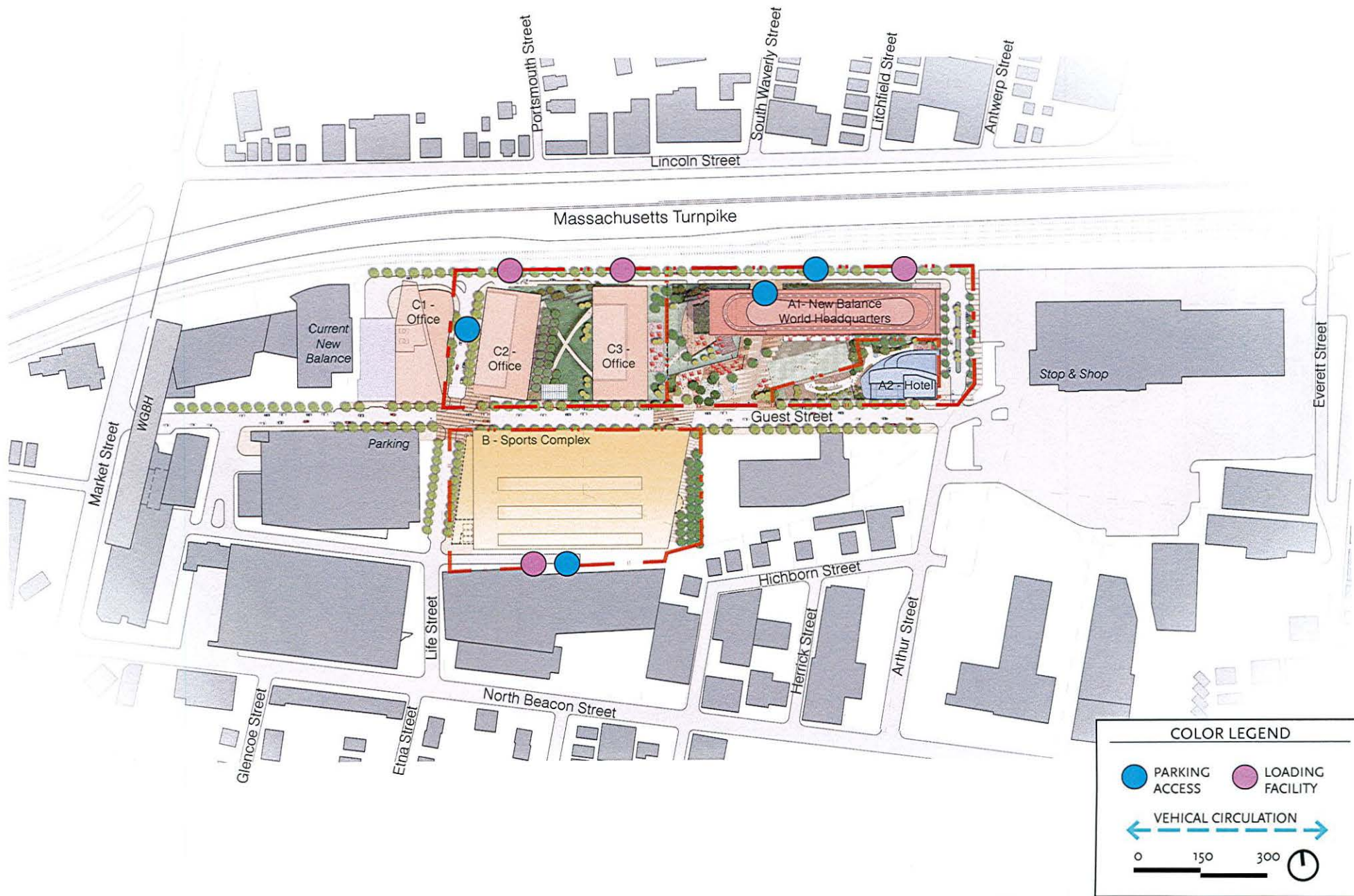




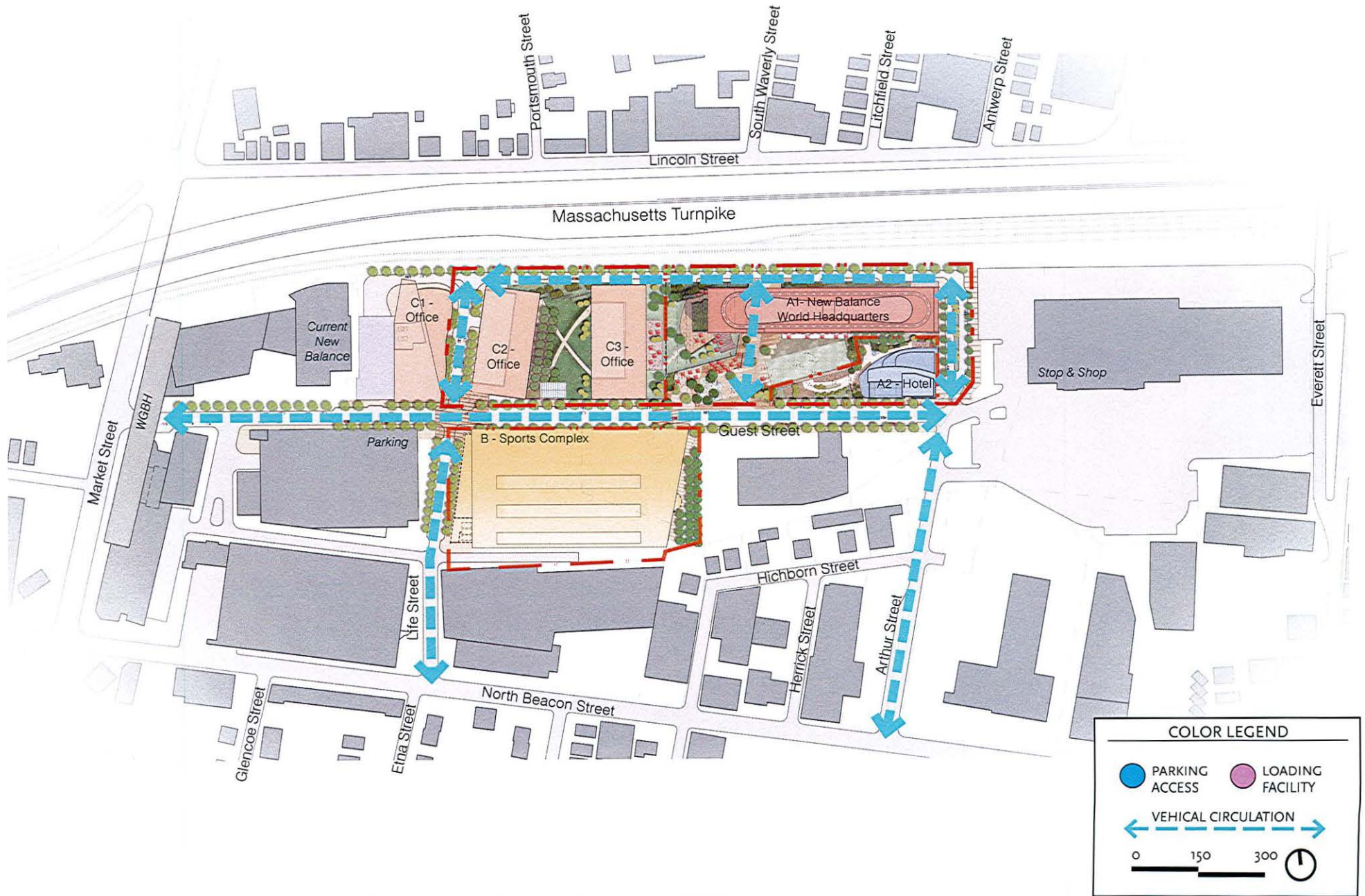


**Exhibit D**

**Site and Traffic Circulation Plan**







Development Plan for The Sports Facility  
Project within Planned Development Area No.  
87, New Brighton Landing

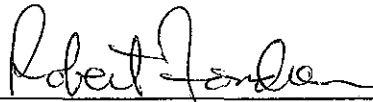
Boston Redevelopment Authority

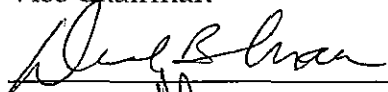
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PLANNED DEVELOPMENT AREA NO. 87, NEW BRIGHTON LANDING,  
BRIGHTON

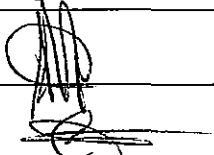
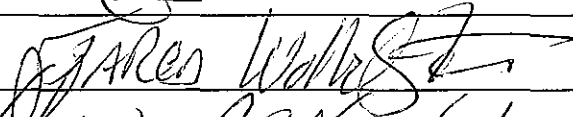


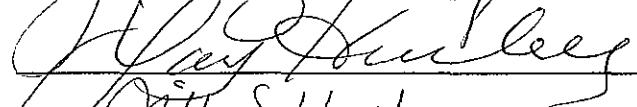

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for The Sports Facility Project within Planned Development Area No. 87, New Brighton Landing, dated September 13, 2012. The Master Plan for Planned Development Area No. 87, New Brighton Landing was adopted by the Zoning Commission on July 11, 2012, and became effective July 12, 2012.

Planned Development Area No. 87 was designated on "Map 7A/7B/7C/7D, Allston-Brighton Neighborhood District" and "Map 7B/7D, Allston-Brighton Neighborhood District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 549, adopted by the Zoning Commission on July 11, 2012, effective July 12, 2012.

Development Plan for The Sports Facility Project within Planned Development Area No. 87, New Brighton landing, Brighton

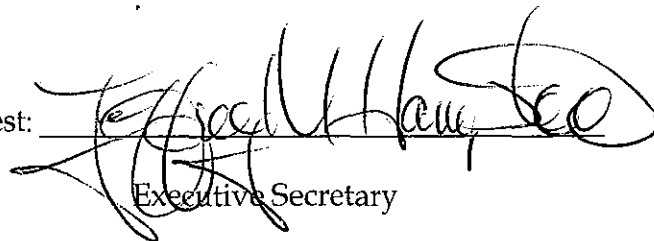
  
Chairman

Vice Chairman  



  
  
  
  
  


In Zoning Commission

Adopted: October 10, 2012

Attest:   
Executive Secretary

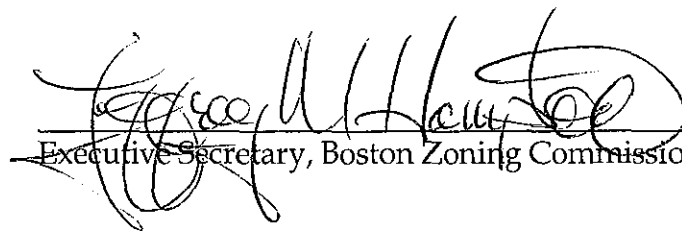
Development Plan for The Sports Facility Project within Planned Development Area No. 87, New Brighton Landing, Brighton

  
\_\_\_\_\_  
Mayor, City of Boston

Date: 10/14/13

\_\_\_\_\_  
The foregoing Development Plan, was presented to the Mayor on ~~OCTOBER 11, 2013~~, and was signed by him on ~~OCTOBER 14, 2013~~, whereupon it became effective on ~~OCTOBER 14, 2013~~, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:

  
\_\_\_\_\_  
Executive Secretary, Boston Zoning Commission

DEA APPROVAL: 9/13/12  
ZC APPROVAL: 10/10/12  
EFFECTIVE: 10/14/12

DEVELOPMENT PLAN  
FOR  
THE OFFICE BUILDINGS PROJECT  
WITHIN  
PLANNED DEVELOPMENT AREA NO. 87  
NEW BRIGHTON LANDING  
GUEST STREET AND LIFE STREET  
BRIGHTON LANDING AREA OF BOSTON  
DATED: SEPTEMBER 13, 2012

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## TABLE OF EXHIBITS

### Exhibits

Exhibit A	Survey of PDA Master Plan Area/New Brighton Landing & the Site
Exhibit B	Conceptual Site Plan of the Proposed Project
Exhibit C	Schematic Plans for the Proposed Project
Exhibit D	Site and Traffic Circulation Plan

**DEVELOPMENT PLAN**  
**FOR**  
**THE OFFICE BUILDINGS PROJECT**  
**WITHIN**  
**PLANNED DEVELOPMENT AREA No. 87**  
**GUEST STREET AND LIFE STREET**  
**BRIGHTON LANDING AREA OF BOSTON**

**DATED: SEPTEMBER 13, 2012**

1. **The Development Plan**. Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts, as amended (as so amended, the “Code”), and the Master Plan for Planned Development Area (“PDA”) No. 87, New Brighton Landing, Guest Street and Life Street, Brighton Landing Area of Boston, as amended, (the “PDA Master Plan”), this plan constitutes a Development Plan (the “Development Plan”) for the development of the Office Buildings Project located on the northerly side of Guest Street and westerly of the New Balance Headquarters Project and the Hotel Project (the “Site”) by New Brighton Landing LLC (the “Proponent”), within the approximately 13.98 acres (about 608,969 square feet) of land known as and numbered 38-180 Guest Street, 77 Guest Street, and two (2) vacant lots (the “Vacant Lots”), all located in the Brighton Section of Boston, Massachusetts (such land, the “PDA Master Plan Area”, also referred to herein as “New Brighton Landing”). The PDA Master Plan Area is depicted on the plan dated January 10, 2012 entitled “Existing Conditions Plan Guest Street Brighton, MA (Suffolk County),” prepared by Coler & Colantonio, Inc., a copy of which is attached hereto as Exhibit A (the “Survey”). The location of the Site is depicted on Exhibit B attached hereto.

The Proponent proposes to construct up to two Office Use buildings, as more fully described below (the “Proposed Project”). This Development Plan sets forth the information on the Proposed Project, including proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and dimensions of structures proposed as part of the Proposed Project.

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



be deemed to be in compliance with the requirements of the Code, under Section 80C-9, to the extent that such requirements have been addressed in this Development Plan.

This Development Plan consists of 7 pages of text, plus the attachments designated as Exhibit A through Exhibit D. All references herein to “this Development Plan” refer to such pages and exhibits. Capitalized terms used but not defined in this Development Plan shall be as defined in Article 2A of the Code as in effect on the date hereof, and not as amended hereafter.

2. **The Proponent**. New Brighton Landing LLC (“Proponent”) is a privately held Massachusetts limited liability company with its business address at 180 Guest Street, Brighton, Massachusetts 02135.

3. **The PDA Master Plan Area/New Brighton Landing**. New Brighton Landing consists of 10 parcels of land, comprising 6 tax lots, and contains about 13.98 acres (about 608,969 square feet) of land area located on both the north and south sides of Guest Street. Only a small 8,049 square foot parcel on the southerly side of Guest Street is not contiguous to any of the other parcels. The portion of New Brighton Landing on the northerly side of Guest Street is bounded to the north by land of the MBTA, to the south by Guest Street, to the east by a Stop & Shop Supermarket and to the west by the office complex known as Brighton Landing. The portion of New Brighton Landing on the southerly side of Guest Street is bounded to the north by Guest Street, to the south by numerous other property owners, to the east by land of Edward C. Joyce, Trustee/B.L. Makepeace, Inc., and to the west by Life Street. The entirety of New Brighton Landing is located within the Planned Development Area overlay district governed by the PDA Master Plan. The entirety of New Brighton Landing is owned by the Proponent.

4. **The Proposed Project/The Site**. The Proposed Project entails the demolition of the existing building on the Site and the construction of up to two new Office Use buildings containing, in the aggregate between 350,000 and 500,000 square feet of Floor Area, Gross, and no building will exceed 165 feet in Building Height, with accessory parking and loading. Currently, the Office Use building on the easterly portion of the Site will be between 125,000 and 200,000 square feet of Floor Area, Gross, and the other Office Use building will be between 225,000 and 300,000 square feet of Floor Area, Gross. The Proposed Project may also contain Clinic Uses, Restaurant Uses, Retail Uses and Service Uses of between 15,000 and 23,000 square feet of Floor Area, Gross. The PDA Master Plan allows for up to 65,000 square feet of Floor Area, Gross of Retail Uses, Restaurant Uses and Service Uses in the aggregate for all five of the Future Proposed Projects, including the Proposed Project, listed in the PDA Master Plan. Similarly, the PDA Master Plan allows for up to 775,000 square feet of Floor Area, Gross of parking and loading areas in the aggregate for all five of the Future Proposed Projects, including the Proposed Project.

The existing improvements on the Site within the PDA Master Plan Area/New Brighton Landing where the Proposed Project will be situated will be razed prior to or at such time as is necessary to allow construction of the Proposed Project to proceed.

The Office Buildings Project entails the construction of up to two new office buildings, with accessory parking and loading, which may also contain uses such as Clinic Use, Restaurant Use, Retail Use and Service Use.

The Site is located in the area as shown on Exhibit B and contains about 154,000 square feet of land.

5. **General Description of Proposed Project and Uses.** The Proposed Project entails the construction of up to two (2) buildings, and will include between 350,000 and 500,000 of Floor Area, Gross of Office Use and Clinic Use, between 15,000 and 23,000 square feet of Floor Area, Gross of Clinic Use, Retail Uses, Restaurant Uses, and/or Service Uses, up to 340,000 square feet of Floor Area, Gross of space dedicated to parking and loading, and up to 750 parking spaces.

6. **Zoning.** The underlying zoning for New Brighton Landing is governed by the Allston-Brighton Neighborhood District Article 51 of the Code. New Brighton Landing is located within the Guest Street Industrial Subdistrict of the underlying zoning. Upon approval of each, the PDA Master Plan and this Development Plan will provide the zoning for the Site and the Proposed Project.

7. **Planning Context/Objectives.** The Proposed Project is part of a mixed-use development on a portion of the 13.98 acres of land, adjacent to the existing New Balance World Headquarters Building at 20 Guest Street, along the Massachusetts Turnpike in the City of Boston's Brighton neighborhood. The PDA Master Plan calls for the revitalization of a former industrial area that once served as the regions largest Stockyard, into a vibrant 20<sup>th</sup> century destination for companies with a shared vision to create a district where the focus will be on physical and social health and wellness. The Proponent's mission is to create a state-of-the-art development that compliments the existing neighborhood fabric and introduces new office space, retail stores, restaurants, service establishments and sports related uses, all geared towards a healthy and active lifestyle. The property in the area consists of out-dated, and in some cases vacant, industrial buildings with total of less than 1% of landscaped open space. As shown on the Conceptual Site Plan of the Proposed Project and the four Other Future Proposed Projects, attached as Exhibit B, the Proponent, with guidance from the Brighton Guest Street Planning Study, has laid a new foundation for the vision of the Guest Street, Life Street and Authur Street corridors, with well designed and a well coordinated mix of buildings, uses and facilities, and with a generous supply of landscaped open space. The Proposed Project is designed to create a new mixed-use development within a flourishing neighborhood that will compliment and expand upon existing amenities.

8. **Proposed Location and Appearance of Structures.** The location of the Proposed Project will be consistent with the Conceptual Site Plan as shown on Exhibit B attached hereto. Schematic Plans for the Proposed Project are attached hereto as Exhibit C, and they will continue to evolve during the course of further design development, subject to the design review process by the BRA pursuant to Article 80B of the Code. The Proposed Project will also be subject to Boston Civic Design Commission review pursuant to Article 28 of the Code, to the extent applicable. Final architectural plans and specifications for the Proposed Project will be submitted to the BRA for approval. The issuance of a building permit for the Proposed Project will occur after the issuance of a Certification of Consistency in connection with this Development Plan pursuant to Section 80C-8 of the Code, and a Certification of Compliance pursuant to Article 80B of the Code.

9. **Density and Dimensions of Proposed Project.** The Office Buildings Project will contain between 350,000 and 500,000 square feet of Floor Area, Gross of Office Use and Clinic Use, exclusive of areas dedicated for parking and loading, and exclusive of Clinic Use, Retail Use, Restaurant Use, and Service Use, and will not exceed a Building Height of 165 feet. The Office Use building on the easterly portion of the Site will be between 125,000 and 200,000 square feet of Floor Area, Gross, and the other Office Use building will be between 225,000 and 300,000 square feet of Floor Area, Gross.

The Retail Uses, Service Uses and Restaurant Uses referenced above, allowed in the PDA Master Plan to be disbursed among the five Future Proposed Projects described in the PDA Master Plan, will contain, in the aggregate, up to 65,000 square feet of Floor Area, Gross. The Proposed Project will contain between 15,000 and 23,000 square feet of Floor Area, Gross of Clinic Use, Retail Use, Restaurant Use, and Service Use.

10. **Proposed Traffic Circulation.** New Brighton Landing is bounded on the north and south by Guest Street and on the west by Life Street. It is also in close proximity to Market Street and North Beacon Street. All are public streets under the jurisdiction of the City of Boston. It is anticipated that some widening of Guest Street will occur, and the possibility exists that Life Street will be widened and/or extended across Guest Street.

As part of the PDA Master Plan submission, the Proponent provided a traffic study and analysis of the Proposed Project and the four Other Future Proposed Projects. The Proponent has also prepared an updated and expanded transportation study for the Proposed Project and the four Other Future Proposed Projects which is included in the Project Notification Form submitted to the BRA in accordance with the Article 80B Large Project Review process. The proposed vehicular and pedestrian circulation patterns are shown on the Site and Traffic Circulation Plan attached hereto as Exhibit D. Sidewalks along Guest Street and Life Street will be expanded to provide more comfortable pedestrian circulation and queuing areas. The Proposed Project will have overhangs and/or canopied elements to shelter pedestrians during inclement weather.

11. **Parking and Loading Facilities.** While it is anticipated that there will be up to 1,750 parking spaces to serve the Proposed Project and four Other Future Proposed Projects, and adequate loading facilities will be provided, the number and location of the parking and loading components will be determined as part of the Article 80B, Large Project Review process. The Proposed Project will be built along with up to 750 parking spaces. The parking spaces will be located in a parking garage, and it will act as a podium for the Proposed Project above, with three levels, one below grade and two above grade. Of the up to 325,000 square feet of parking associated with the Proposed Project approximately 136,000 square feet will be below grade and approximately 189,000 square feet will be at grade and above. Currently, there are proposed to be up to 360 spaces above grade and up to 390 spaces below grade. Areas dedicated to loading will be up to 15,000 square feet, at or above grade.

12. **Access to Public Transportation and Pedestrian Connections.** New Brighton Landing is served by MBTA Bus #64. In addition, the Proponent intends to provide regular shuttle service to and from Kenmore Square and Harvard Square.

Pedestrian connections directly to the Proposed Project will be provided for those who park in the indoor parking facility. For those not driving to work, new and wider sidewalks will be undertaken by the Proponent along Life Street and Guest Street, and lighting along Life Street and Guest Street will be enhanced. Convenient access to the Proposed Project, along with overhangs and/or canopy elements at the entrances, has been designed as a part of the Proposed Project.

13. **Development Schedule/Phasing.** It is the Proponent's desire to commence construction of the Proposed Project not later than the spring of 2013, subject to market conditions and demand. It is possible that construction of the two Office Use buildings comprising the Proposed Project will be phased (and thus constructed at different times), and/or that the parking facility (as described above) to be situated on the Site will be constructed as a separate phase. In any of such events, each phase shall be entitled to a partial Certificate of Consistency from the BRA.

The up to two (2) Office and Clinic Use buildings on the Site may, subject to BRA design review, undergo certain changes to accommodate a potential tenant. So long as such changes (a) do not result in the Proposed Project being in excess of 500,000 square feet of Floor Area, Gross, (b) do not cause the height of either of the buildings to exceed a height of each of 165 feet, and (c) are approved as to design by the BRA, such buildings shall each be entitled to a partial Certification of Consistency, or a Certification of Consistency if the entirety of Proposed Project proceeds at the same time.

14. **Open Space and Landscaping.** Currently, the Guest Street and Life Street corridors are a sea of asphalt with outdated buildings. As is shown on Exhibit B, the Proposed Project will be enhanced and beautified by a considerable amount of well-designed landscaped open space. New landscaped open space will transform the Site from a sea of asphalt and warehouses into areas where the community can gather and enjoy the available amenities.

15. **Public Benefits.** The Proposed Project will provide the following benefits, at a minimum:

(a) The Proposed Project will have a design that responds favorably to each of the four Other Future Proposed Projects, as well as being sensitive and responsive to its surrounding context.

(b) The Proposed Project will minimize environmental impacts, and will create considerably more usable open space than currently exists at the Site.

(c) The Proposed Project will provide considerably more real estate tax revenue for the City of Boston.

(d) The Proposed Project will create better internal circulation in the immediate neighborhood and better access and egress from nearby streets;

(e) The Proposed Project includes open space which will be available to the general public;

(f) The Proposed Project will generate housing linkage funds and jobs linkage funds for the City of Boston;

(g) The Proposed Project establishes an anchor for renewed activity along the Guest Street and Life Street corridors;

(h) The Proposed Project will create a new signature LEED certifiable building along the spine of the Massachusetts Turnpike;

(i) The Proposed Project will expand the diversity of uses in the New Brighton Landing area to insure long-term activity and vitality; and

(j) The Proposed Project will establish a critical mass of Class A space in the New Brighton Landing area.

16. **Green Buildings.** Article 37 of the Code was promulgated to promote sustainable development in the City of Boston, and requires certain Proposed Projects to be “LEED Certifiable” (as defined in Section 37-2 of the Code). Accordingly, the Proposed Project will be planned, designed, and constructed to achieve the level “certified” using the most current applicable LEED building rating system promulgated by the U.S. Green Building Council, in compliance with Article 37 of the Code. The Proponent is committed to a sustainable design for of the Proposed Project, and it will be “LEED Certifiable.” As the design of the Proposed Project progresses, the Proponent will file with the BRA such additional LEED information as is required under Article 37 and in conjunction with the review and compliance requirements of Article 80B of the Code, as applicable.

17. **Other Approvals.** The design of the Proposed Project will be subject to further review by the Boston Civic Design Commission, and to further review by the BRA of the schematic design, design development and construction drawings, pursuant to the BRA’s Development Review Guidelines and Article 80B of the Code. Aspects of the Proposed Project may also require approvals of other governmental agencies, such as the City of Boston’s Public Improvement Commission, Landmarks Commission and Boston Zoning Commission.

18. **Applicability, Compliance and Phasing.** In accordance with Section 80C-8 of the Zoning Code, the consistency of the Proposed Project with this Development Plan, as evidenced by the issuance by the BRA of one or more Certifications of Consistency therefor, constitutes compliance with the dimensional, density, use, parking, loading, green building and other requirements of the Zoning Code, to the extent that such requirements have been addressed in the PDA Master Plan and this Development Plan. Where any conflict exists between the provisions of the PDA Master Plan or this Development Plan and any provisions of the underlying zoning for the PDA Master Plan Area, the provisions of the PDA Master Plan and this Development Plan shall be dispositive. For the purposes of the PDA Master Plan and this Development Plan, the compliance of the Proposed Project with this Plan shall not affect the compliance of any Other Future Proposed Project with the PDA Master Plan or this Development Plan. In the future, the parcels comprising New Brighton Landing may be consolidated and/or subdivided into one or more separate parcels. The PDA Master Plan and this Development Plan seek approval for any zoning nonconformity created or increased by the

separation of ownership of the New Brighton Landing area, or by the consolidation, subdivision, or re-subdivision of such parcels, provided that the appropriate use, dimensional/density, parking and loading requirements of the PDA Master Plan and this Development Plan are met by the resulting parcel or parcels.

**Exhibit A**

**Survey of PDA Master Plan Area/New Brighton Landing**





**Exhibit B**

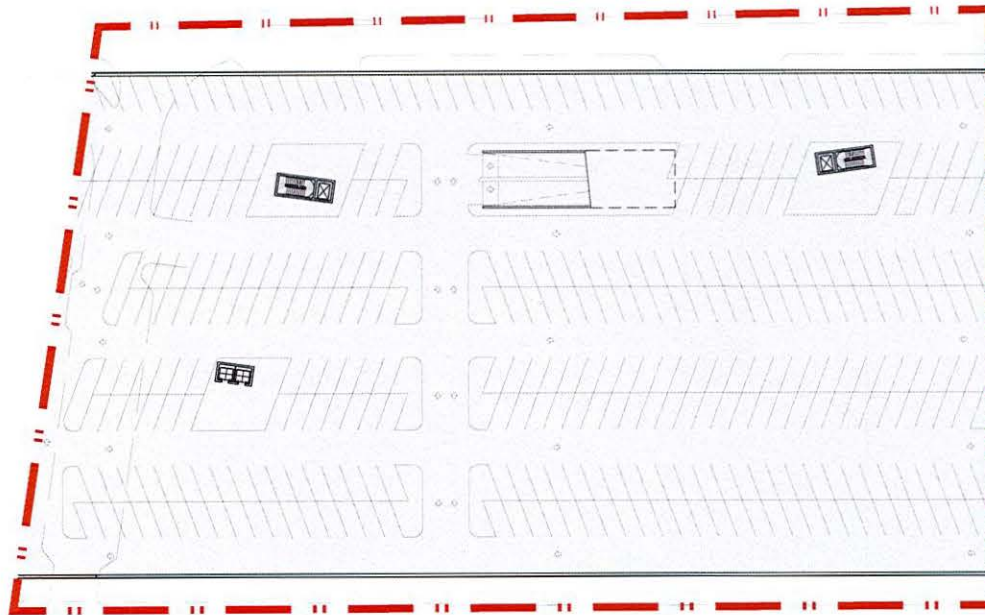
**Conceptual Site Plan of the Proposed Project**



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**Exhibit C**

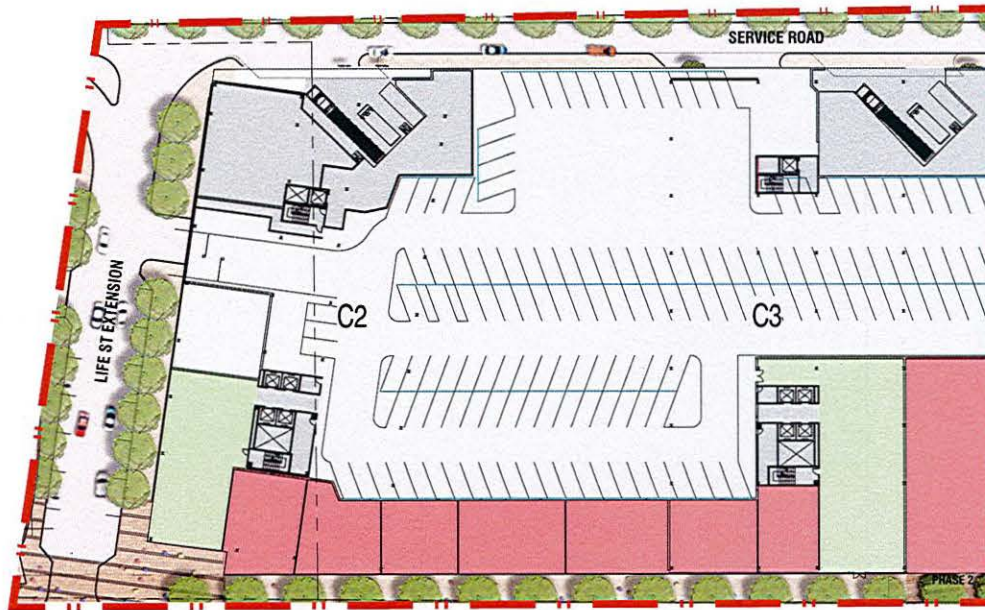
**Schematic Plans for the Proposed Project**











**COLOR LEGEND**



 NEW BALANCE HQ	 ATHLETIC FACILITY
 OFFICE	 MEDICAL OFFICE
 RETAIL	 GARAGE
 HOTEL	 SERVICE/MECH.

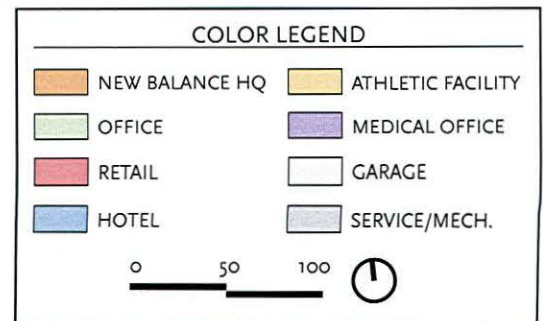
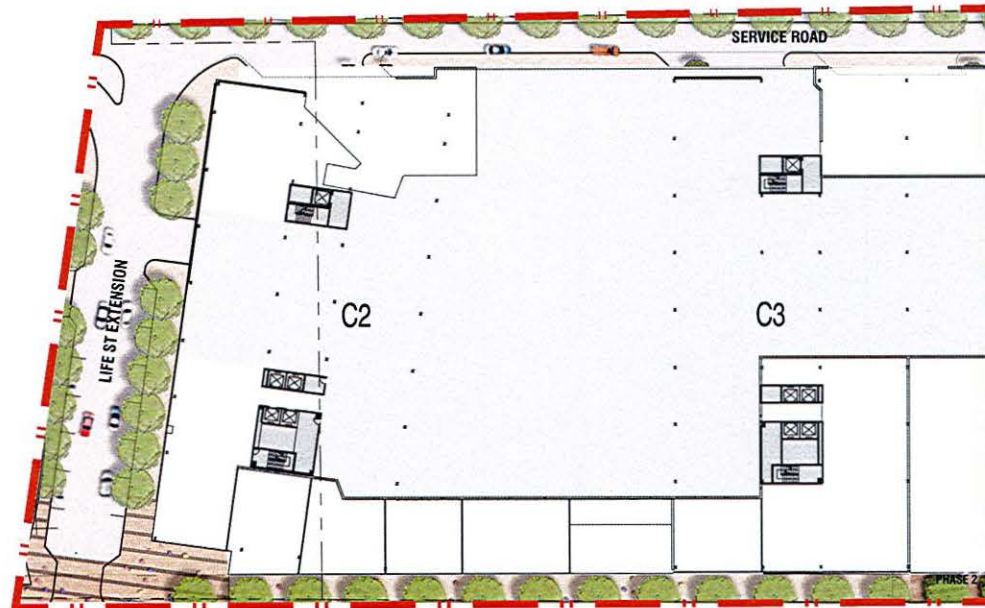


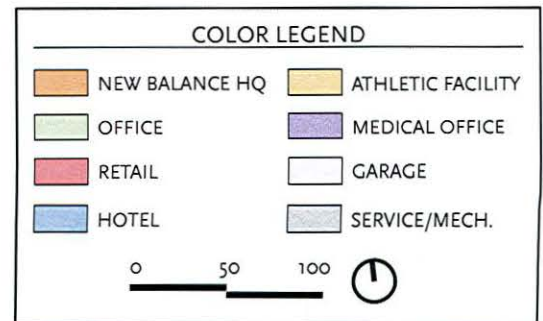
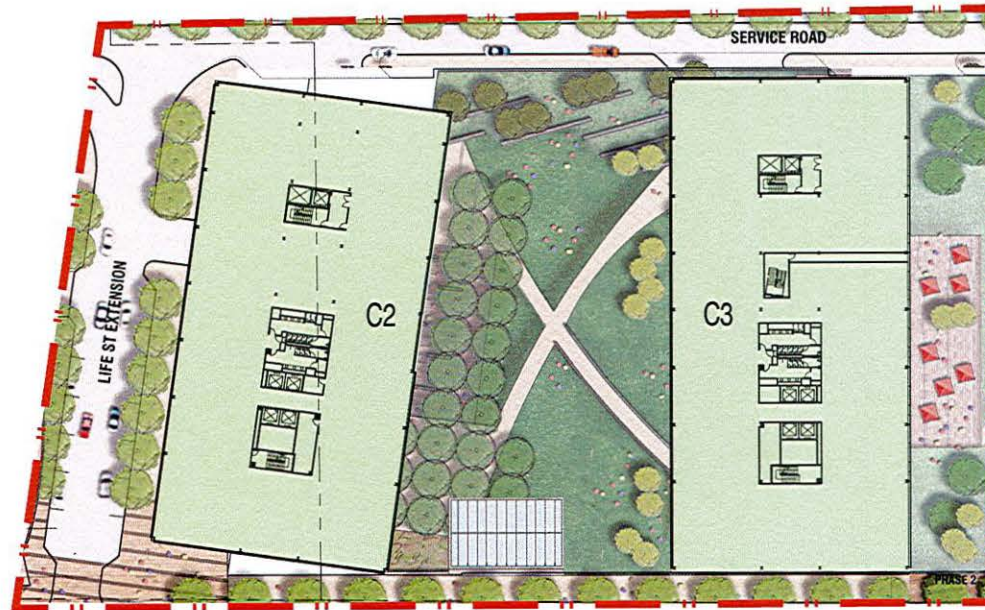



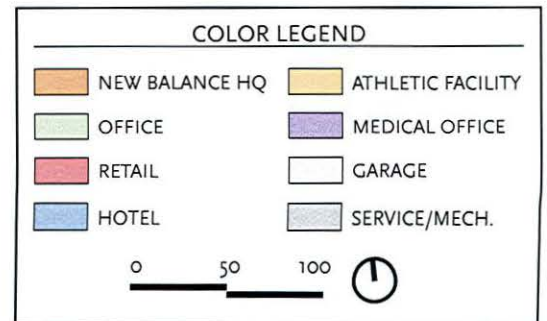
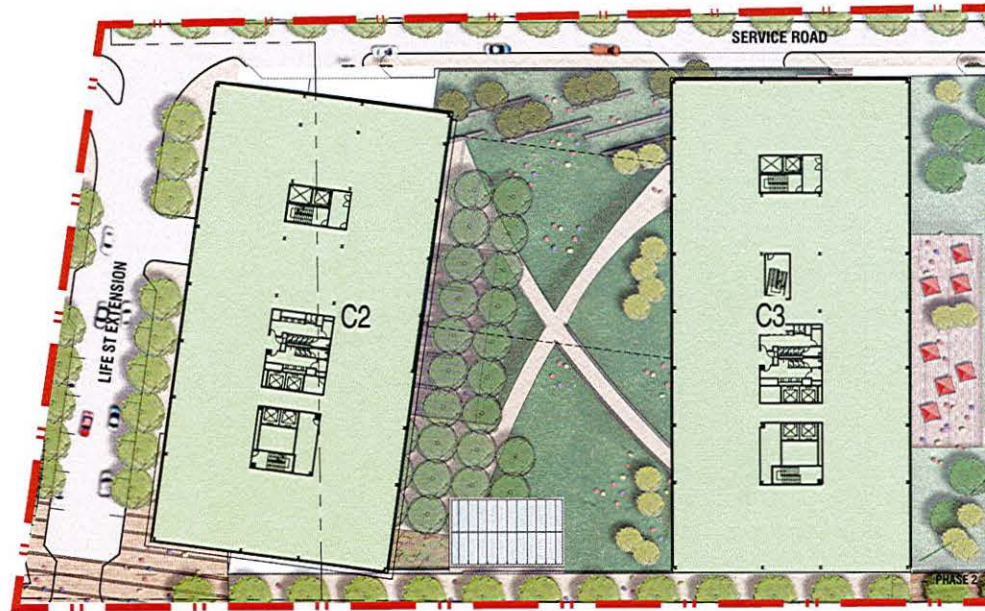
**COLOR LEGEND**

 NEW BALANCE HQ	 ATHLETIC FACILITY
 OFFICE	 MEDICAL OFFICE
 RETAIL	 GARAGE
 HOTEL	 SERVICE/MECH.

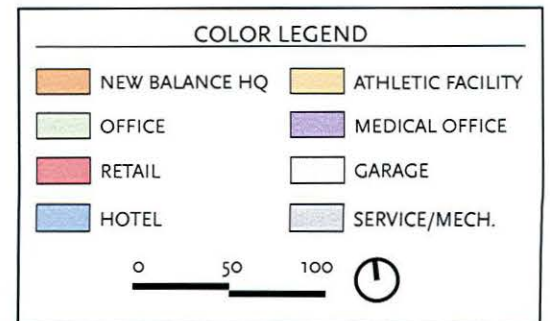
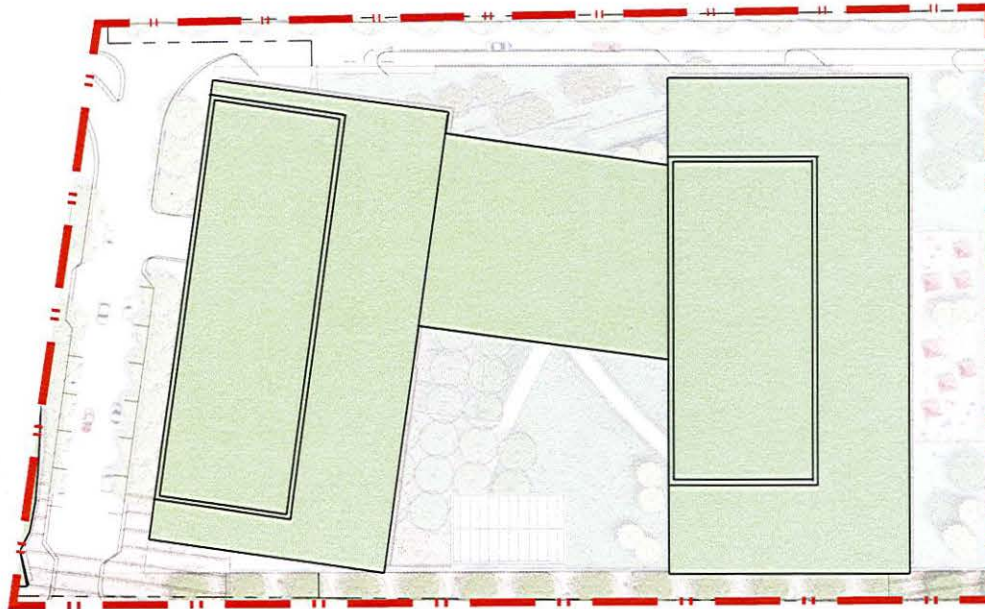



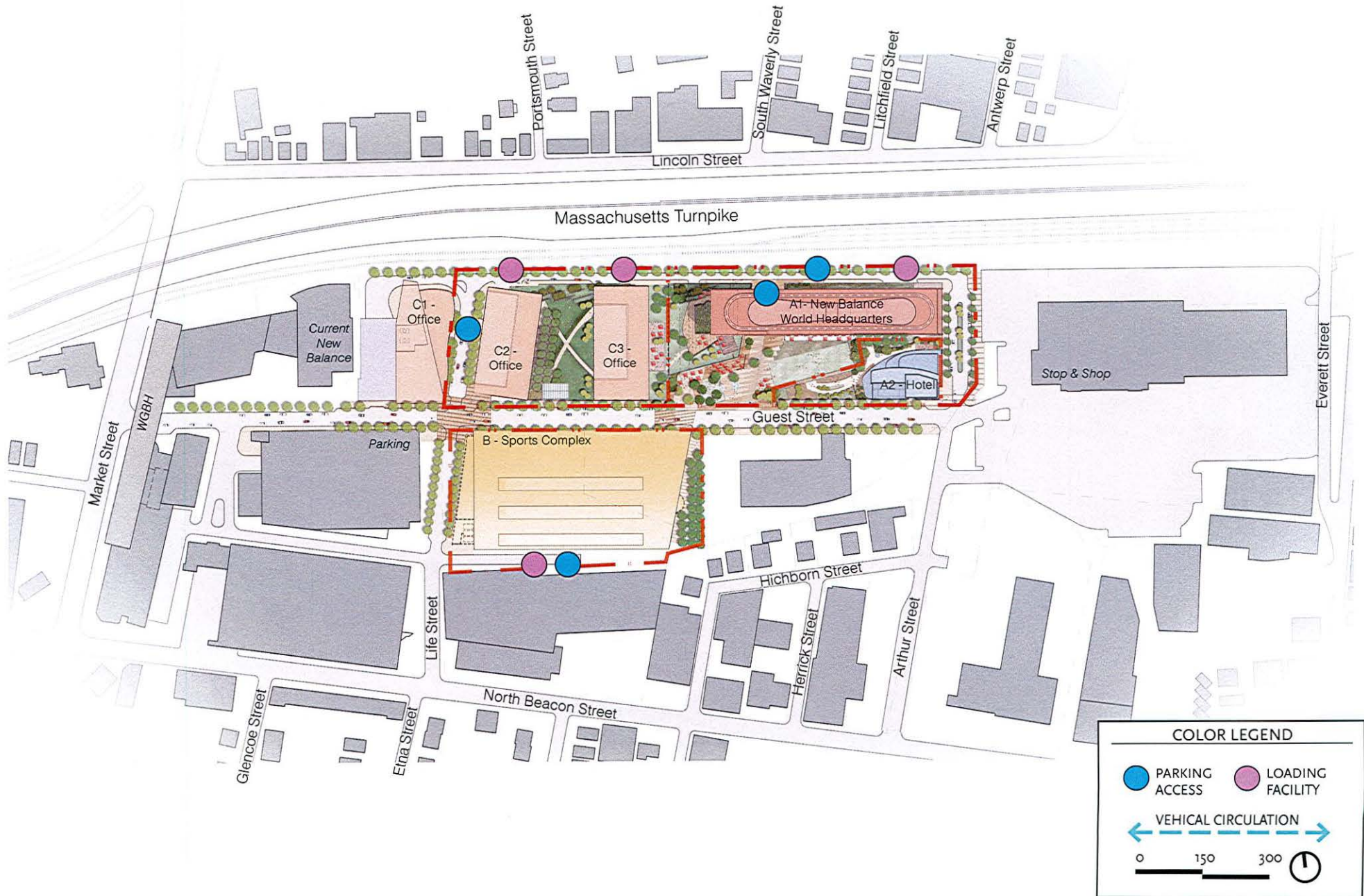


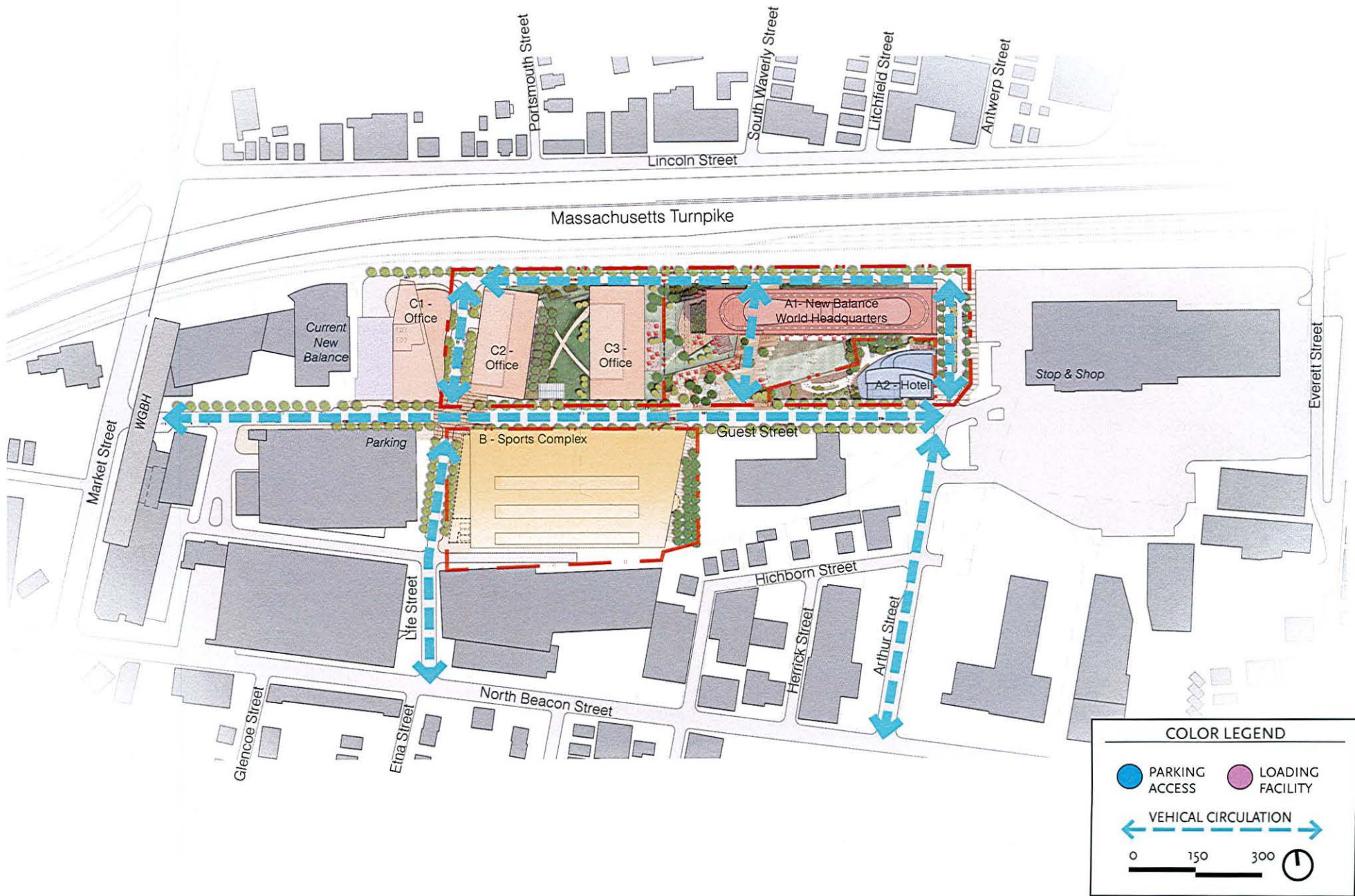












Development Plan for The Office Buildings  
Project within Planned Development Area No.  
87, New Brighton Landing

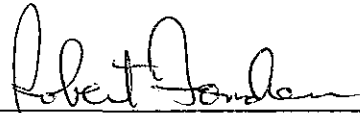
Boston Redevelopment Authority

DEVELOPMENT PLAN FOR THE OFFICE BUILDINGS PROJECT WITHIN  
PLANNED DEVELOPMENT AREA NO. 87, NEW BRIGHTON LANDING,  
BRIGHTON

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 The Office Buildings Project within Planned Development Area No. 87, New Brighton Landing, dated September 13, 2012. The Master Plan for Planned Development Area No. 87, New Brighton Landing was adopted by the Zoning Commission on July 11, 2012, and became effective July 12, 2012.

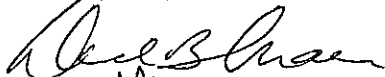
Planned Development Area No. 87 was designated on "Map 7A/7B/7C/7D, Allston-Brighton Neighborhood District" and "Map 7B/7D, Allston-Brighton Neighborhood District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 549, adopted by the Zoning Commission on July 11, 2012, effective July 12, 2012.

Development Plan for The Office Buildings Project within Planned Development Area  
No. 87, New Brighton landing, Brighton

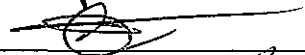


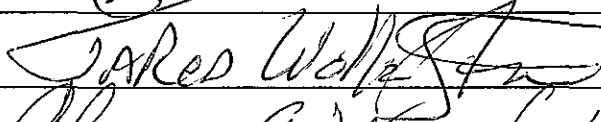
Chairman

Vice Chairman

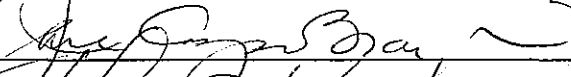


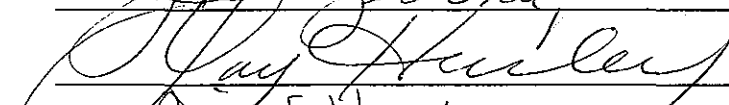


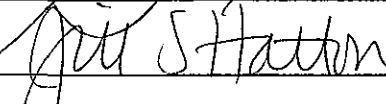








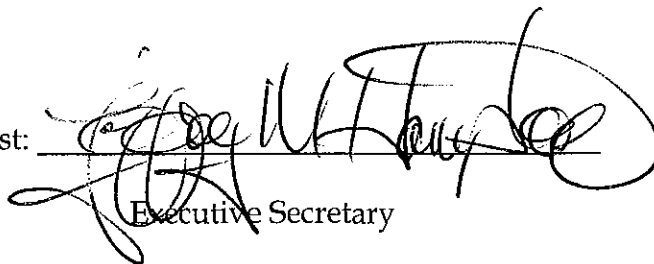




In Zoning Commission

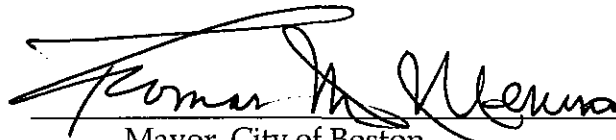
Adopted: October 10, 2012

Attest:



Executive Secretary

Development Plan for The Office Buildings Project within Planned Development Area  
No. 87, New Brighton Landing, Brighton

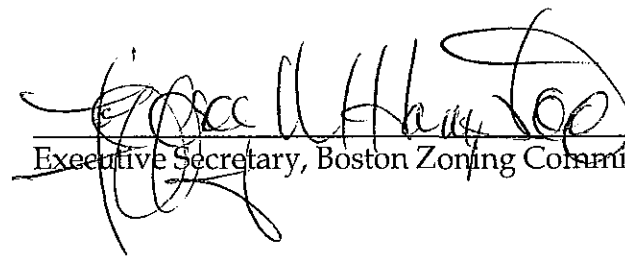
  
\_\_\_\_\_  
Mayor, City of Boston

Date: 10/14/10

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The foregoing Development Plan, was presented to the Mayor on OCTOBER 11, 2010,  
and was signed by him on OCTOBER 14, 2010, whereupon it became effective on  
OCTOBER 14, 2010 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as  
amended.

Attest:

  
\_\_\_\_\_  
Executive Secretary, Boston Zoning Commission