

BA APPROVAL: 6/12/13
CC APPROVAL: 7/11/13
EFFECTIVE: 7/13/13

MASTER PLAN
FOR
PLANNED DEVELOPMENT AREA No. 87
NEW BRIGHTON LANDING
GUEST STREET AND LIFE STREET
BRIGHTON LANDING AREA OF BOSTON

DATED: MARCH 20, 2012

1. **The Master 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 “Zoning Code”), this plan constitutes a Master Plan (the “Plan”) for Planned Development Area No. 87 for the development of 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”), also located in the Brighton Section of Boston, Massachusetts (such land, the “PDA Site”, also referred to herein as “New Brighton Landing”). 38-180 Guest Street comprises about 9.718 acres and is located on the northerly side of Guest Street, and 77 Guest Street and the Vacant Lots comprise about 4.262 acres and are located on the southerly side of Guest Street and the easterly side of Life Street. The entirety of New Brighton Landing comprises the PDA Site to be governed by this Plan. The legal description of the PDA Site/New Brighton Landing is attached hereto as Exhibit A. This Plan contemplates that one or more future Development Plans (as defined in the Zoning Code); each such plan, a “Development Plan” will be submitted in the future, in accordance with Article 80C of the Zoning Code, to provide more specific information about various Proposed Projects (as defined in the Zoning Code) and components thereof.

New Brighton Landing is shown 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 C (the “Survey”). An existing site plan of New Brighton Landing is shown on Exhibit B attached hereto.

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

This Plan describes four new future projects (each such future project, a “Proposed Project,” and collectively, the “Proposed Projects”) to be located on the PDA Site: (i) a new Office Use building with accessory parking to house New Balance employees, managers and officers, together with Retail Use, Restaurant Use and Service Use (the “New Balance World Headquarters Project”); (ii) a new Office Use building or buildings with accessory parking, Restaurant Use, Retail Use, and Service Use (the “Office Buildings Project”); (iii) a Hotel Use

with accessory parking, Restaurant Use, Retail Use, and Service Use (the “Hotel Project”); and (iv) a sports facility with accessory parking, Restaurant Use, Retail Use, and Service Use (the “Sports Facility Project”). Each of the Proposed Projects is discussed below, and will be the subject of one or more future Development Plans submitted in accordance with Article 80C of the Zoning Code. This Plan sets forth the proposed location and range of dimensions of the structures to be constructed, the proposed uses and range of densities of the Proposed Projects, and the anticipated public benefits of the Proposed Projects. This Plan also describes the planning objectives and character of the Proposed Projects.

A conceptual site plan of the Proposed Projects is shown on Exhibit D attached hereto.

2. **The Developer / Proponent.** New Brighton Landing LLC, (the “Proponent” or the “Developer”), submits this Plan pursuant to Article 80C of the Zoning Code. The Developer is currently headquartered at 180 Guest Street in Brighton, Massachusetts which is located on the northerly side of Guest Street.

The Proponent is a privately held Massachusetts entity, and will file a Statement of Beneficial Interests with the Boston Redevelopment Authority (“BRA”), the Zoning Commission and the Boston City Clerk, as required by Section 80B-8 of the Zoning Code.

3. **The Project Site/PDA Area.** New Brighton Landing consists of ten (10) parcels of land, comprising six (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 contiguous 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, all as shown on Exhibit C attached hereto. Upon approval of this Plan, the entirety of New Brighton Landing will be located in the Planned Development Area overlay district governed by this Plan. The entirety of New Brighton Landing is owned by New Brighton Landing LLC, a Massachusetts limited liability company.

The existing buildings on New Brighton Landing will be razed prior to or at such time as is necessary to allow construction of a Proposed Project to proceed.

4. **The Proposed Projects.** The Proponent proposes the construction of four (4) new future building projects to enable the Proponent to create a new location for its headquarters, while at the same time creating other uses complimentary and compatible to the neighborhood fabric in which it is located. The four (4) Proposed Projects will be the subject of one or more Development Plans to be filed at a future date in accordance with Article 80C of the Zoning Code. The four (4) Proposed Projects are described conceptually below.

(a) **New Balance World Headquarters Project.** The future New Balance World Headquarters Project will entail the construction of a new office building, with accessory

parking and loading, and which may also contain uses such as Restaurant Use, Retail Use and Service Use, containing up to 250,000 square feet, exclusive of areas dedicated for parking and loading, and exclusive of areas devoted to Restaurant Use, Retail Use and Service Use. The New Balance World Headquarters Project will be occupied by New Balance Athletic Shoe, Inc. (“New Balance”) for its world headquarters. Currently, this Proposed Project is contemplated to be located on the northerly side of Guest Street and on the most easterly portion of New Brighton Landing.

(b) **Hotel Project**. The future Hotel Project will entail the construction of a building for hotel use, with accessory parking and loading, which may also contain other uses and amenities such as Restaurant Use, Retail Use and Service Use. This Proposed Project is expected to comprise about 175 hotel rooms and suites in an up to 140,000 square foot building, exclusive of areas dedicated for parking and loading, and exclusive of areas devoted to Restaurant Use, Retail Use and Service Use. Currently, this Proposed Project is contemplated to be located southerly of and next to the New Balance World Headquarters Project.

(c) **Office Buildings Project**. The future Office Buildings Project will entail the construction of one or more buildings for office use, with accessory parking and loading, containing, in the aggregate, up to 650,000 square feet, exclusive of areas dedicated for parking and loading and exclusive of areas devoted to Retail Use, Restaurant Use and Service Use. This Proposed Project is contemplated to be located westerly of the New Balance World Headquarters Project and the Hotel Project.

(d) **Sports Facility Project**. The future Sports Facility Project will entail the construction of a new building, with accessory parking and loading, on the southerly side of Guest Street to house a variety of sports activities. The Sports Facility may contain venues for basketball, tennis, ice hockey, general recreation, track and field, and a fitness/health and wellness facility. In addition, this Project may also contain Office Uses, Restaurant Use, Retail Use and Service Use. This Project is expected to comprise up to 345,000 square feet, exclusive of areas dedicated for parking and loading, and exclusive of areas devoted to Restaurant Use, Retail Use and Service Use.

5. **General Description of Proposed Projects and Use Allocation**. Each use which currently exists on New Brighton Landing will be discontinued prior to the commencement of construction of the Proposed Project that will replace each particular use. This Plan seeks approval, as discussed in Section 6 below, for the uses contemplated by the four (4) Proposed Projects, being Office Uses, Hotel Use, Sports Facility Use, Retail Use, Restaurant Use and Service Use, together with customary accessory uses (e.g., Auditorium Use, Museum Use, Outdoor Recreational Skating Use and Outdoor Café/ Dining Use), parking and loading.

6. **Zoning**. New Brighton Landing is located within the Guest Street Local Industrial Subdistrict, which is governed by Article 51 of the Zoning Code. There are no overlay districts applicable to the PDA Site. As shown on the Survey, Exhibit C , New Brighton Landing contains more than five (5) acres of land, and since it is not located in a residential zoning district, treating this submission as a Master Plan is authorized by Article 3-1A.a of the Zoning Code. This Plan sets forth the zoning parameters for all Proposed Projects for the PDA Site. However, the specific zoning relief for each Proposed Project will be the subject of one or more

Development Plans submitted in the future in accordance with Article 80C of the Zoning Code. The Proponent acknowledges that all buildings, which are subject to Large Project Review under Article 80B of the Zoning Code, are subject to Article 37 of the Zoning Code regarding Green Buildings. The Proposed Projects will undergo review as required by Article 80 of the Zoning Code, as well as design review subsequent to the submission of one or more future Development Plans for the Proposed Projects in accordance with Article 80C of the Zoning Code. Review of environmental impacts will be accomplished during the Article 80B process, utilizing any studies previously performed.

7. **Planning Objectives and Character of the Development.** The Proposed Projects comprise a mixed-use development encompassing 13.98 acres (about 608,969 square feet) 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 Developer seeks to create an area, within a thriving Boston neighborhood, focused on job creation, health and wellness, significant sports and fitness opportunities, open space, and improvements to the public infrastructure. The 13.98 acre PDA Site, adjacent to the existing New Balance headquarters, is currently occupied by buildings and surface parking lots that, at various times, supported industrial manufacturing, industrial offices, storage, and vehicle maintenance.

For well over 100 years, the project site has been a job creator for area residents. From the cattle yards around the turn of the century into the industrial age, the area has been a place for agriculture, livestock and manufacturing, which served as the economic backbone for the neighborhood. The area's success was a result of its proximity to Boston's central business district, the city of Cambridge and rail service. In the 1960's however, the area was dramatically changed with the creation of the Massachusetts Turnpike and the elimination of train service to the neighborhood.

The Proponent seeks to provide thousands of employment opportunities, first-class sporting and fitness facilities, diverse retail, significant open space, and improvements to the existing infrastructure. The Proponent celebrates the historic significance of the Brighton Stockyards and now seeks to create a PDA Site focused on health and wellness.

As shown on the Conceptual Site Plan of the Proposed Projects, attached as Exhibit D, 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 Arthur Street corridors, with a well-designed and well-coordinated mix of buildings, uses and facilities, and with a generous supply of landscaped open space.

8. **Range of Density and Dimensions of Proposed Improvements.** The future New Balance World Headquarters Project will contain up to 250,000 square feet of Floor Area, Gross, exclusive of areas dedicated for Retail Use, Restaurant Use and Service Use, and parking and loading, and will not exceed a Building Height of 130 feet.

The future Office Buildings Project will contain up to 650,000 square feet of Floor Area, Gross, exclusive of areas dedicated to Retail Use, Restaurant Use and Service Use, and for parking and loading, and will not exceed a Building Height of 165 feet.

The future Hotel Project will contain up to 140,000 square feet of Floor Area, Gross, exclusive of areas dedicated for Retail Use, Restaurant Use and Service Use, and parking at or above grade and loading, will contain a maximum of 175 hotel rooms and suites, and will not exceed a Building Height of 205 feet.

The future Sports Facility Project will contain up to 345,000 square feet of Floor Area, Gross, exclusive of areas dedicated for Retail Use, Restaurant Use and Service Use, and parking and loading, and will not exceed a Building Height of 95 feet.

The future Retail Use, Service Use and Restaurant Use referenced above, which will be disbursed among the Proposed Projects, will contain, in the aggregate, up to 65,000 square feet of Floor Area, Gross.

Based upon the foregoing, the total square footage for the future New Balance World Headquarters Project, the future Office Buildings Project, the future Hotel Project, the future Sports Facility Project and the future Retail Use, Service Use and Restaurant Use will be up to 1,450,000 square feet, exclusive of areas dedicated to parking and loading.

The square footage of the parking and loading areas intended to service the Proposed Projects will be up to 775,000 square feet, of which approximately 380,000 square feet of the parking and loading areas will be located below grade.

Based upon a total maximum Floor Area, Gross of up to 1,836,935 square feet for the Proposed Projects, the Retail Use, Restaurant Use and Service Use and the above grade parking and loading facilities, encompassing approximately 395,000 square feet (exclusive of approximately 380,000 square feet below grade parking and loading), and approximately 13.98 acres (approximately 608,969 square feet) of land comprising New Brighton Landing, the maximum Floor Area Ratio for the Proposed Projects is 3.02.

9. **Range of Parking and Loading Facilities.** While it is anticipated that there will be up to 1,750 parking spaces to serve all 4 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, and included in and approved in one or more Development Plans submitted in accordance with Article 80C of the Zoning Code.

10. **Development Schedule and Phasing.** It is anticipated that the Proposed Projects will be phased, subject to market considerations. It is the Proponent's desire to commence construction of one or more of the Proposed Projects not later than the spring of 2013. However, this will depend upon the review and approval of each of the Proposed Projects in one or more Development Plans in accordance with Article 80C of the Zoning Code.

11. **Open Space and Landscaping.** Currently, the Guest Street and Life Street corridors are a sea of asphalt with outdated warehouse buildings. As is shown on Exhibit D, the

Proposed Projects will be enhanced and beautified by a considerable amount of well-designed landscaped open space. New landscaped open space will transform these parcels from a sea of asphalt and warehouses into areas where the community can gather and enjoy the available amenities.

12. **Public Benefits.** The Proposed Projects are expected to provide the following benefits, at a minimum:

(a) Each of the Proposed Projects will have a design that responds favorably to each of the other Proposed Projects, as well as being sensitive and responsive to its surrounding context;

(b) Each of the Proposed Projects will minimize environmental impacts, and will create considerably more usable open space than currently exists at New Brighton Landing;

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

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

(e) The Sports Facility Project will provide opportunities for its use by the residential population;

(f) The Proposed Projects include open space which will be available to the general public, and may include amenities such as an amphitheater and a recreational outdoor skating rink;

(g) The Proposed Projects will generate substantial housing linkage funds and jobs linkage funds for the City of Boston;

(h) The Proposed Projects will represent a more orderly and coordinated master development than could be accomplished by more than one developer of New Brighton Landing;

(i) The Proposed Projects establish an anchor for renewed activity along the Guest Street and Life Street corridors;

(j) The Proposed Projects will create new signature LEED-certifiable buildings along the spines of the Massachusetts Turnpike and Guest Street;

(k) The Proposed Projects will create approximately 400 full-time construction jobs, approximately 600 peak construction jobs and approximately 3,000 permanent new jobs;

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

(m) The Proposed Projects will expand the critical mass of Class A space in the Brighton Landing area.

13. **Other Approvals.** The design of the Proposed Projects will be subject 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 Zoning Code. Aspects of the Proposed Projects may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission, Landmarks Commission, and Boston Zoning Commission. No permits for any Proposed Projects included in this Plan, as the same may be amended, shall be required from the Zoning Board of Appeals. In addition, each of the Proposed Projects will be subject to one or more Development Plans submitted and approved in accordance with Article 80C of the Zoning Code.

14. **Effect of PDA Master Plan.** This Plan sets forth the zoning parameters for all of the Proposed Projects for New Brighton Landing. Upon approval by the BRA and the Boston Zoning Commission, any Proposed Project within the New Brighton Landing/PDA Site that is consistent with this Plan will be presumed to be consistent with the underlying zoning requirements and all other requirements of the Zoning Code, to the extent that such requirements are addressed in this Plan, and the relevant, applicable Development Plan. New Brighton Landing consists of various legal lots, and in order to implement the Proposed Projects, new legal lots may be created and one or more may be leased or conveyed to third parties. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets, the dimensional requirements set forth in this Plan shall apply to the New Brighton Landing/PDA Site as a whole and not to each individual lot, and each separate building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of Consistency has been issued, or the right to construct any other building contemplated by this Plan.

Exhibit A

Legal Description of New Brighton Landing

38-180 Guest Street

Parcel 1

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- SOUTHERLY by Buffalo Street, five hundred thirty-three (533) feet and by Guest Street, one hundred eighty and 32/100 (180.32) feet;
- WESTERLY by land now or formerly of Hathaway Bakeries, Inc., two hundred ninety-six and 83/100 (296.83) feet; and
- NORTHERLY seven hundred thirteen and 34/100 (713.34) feet and
- EASTERLY three hundred eleven and 88/100 (311.88) feet by land now or formerly of the Boston & Albany Railroad Company.

All of said boundaries are determined by the Court to be located as shown on a plan drawn by William S. Crocker, Civil Engineer, dated January 18, 1952, as modified and approved by the Court, filed in the Land Registration Office, as Plan No. 23419-A, a copy of a portion of which is filed with Certificate of Title No. 56043.

Parcel 2

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- SOUTHWESTERLY by Guest Street, twenty (20) feet;
- NORTHWESTERLY by land now or formerly of Elm Farm Foods Co., three hundred eleven and 88/100 (311.88) feet; and
- NORTHEASTERLY twenty (20) feet, and
- SOUTHEASTERLY three hundred eleven and 90/100 (311.90) feet by land now or formerly of the Boston and Albany Railroad Company.

All of said boundaries are determined by the Court to be located as shown on a plan drawn by William S. Crocker, Civil Engineer, dated March 15, 1956, as modified and approved by the Court, filed in the Land Registration Office as plan No. 26672-A, a copy of a portion of which is filed with Certificate of Title No. 62127.

Parcel 3

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- SOUTHWESTERLY by Guest Street, one hundred (100) feet;
- NORTHWESTERLY by land now or formerly of the Trustees of Richwood Trust, three hundred eleven and 90/100 (311.90) feet; and
- NORTHEASTERLY one hundred (100) feet, and
- SOUTHEASTERLY three hundred twelve and 01/00 (312.01) feet by land now of formerly of the Boston and Albany Railroad Company.

Said land is shown as lot 1 on the plan hereinafter mentioned.

All of said boundaries are determined by the Court to be located as shown on a plan drawn by William S. Crocker, Inc., Civil Engineers, dated August 17, 1959, as modified and approved by the Court, filed in the Land Registration Office as Plan 29373A, a copy of a portion of which is filed with Certificate of Title No. 66494, and shown thereon as Lot 1.

Parcel 4

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- NORTHERLY by land now or formerly of Honeywell Information Systems Inc., twenty-seven and seventy-nine hundredths (27.79) feet;
- EASTERLY by land now or formerly of the Trustees of the Richwood Trust, sixty-five and ninety-two hundredths (65.92) feet;
- SOUTHERLY by the Northerly line of Guest Street, twenty-seven and seventy-nine hundredths (27.79) feet; and
- WESTERLY by land now or formerly of Honeywell Information Systems Inc., sixty-five and ninety-two hundredths (65.92) feet;

Being shown as Lot 5 as shown on a plan entitled "PLAN OF LAND BOSTON (BRIGHTON) MASS. BEING A SUBDIVISION OF LAND SHOWN ON LAND COURT PLAN 21968A AS LOT 1, scale 1"= 40', May 31, 1984 and revised September 14, 1984, Harry R. Feldman, Inc., Land Surveyors, and recorded with Certificate of Title No. 97343 as Plan 21968B.

Parcel 5

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- NORTHERLY by land now or formerly of Honeywell Information Systems Inc., eleven (11) feet;
- EASTERLY by land now or formerly of the Trustees of Richwood Trust, sixteen (16) feet;
- SOUTHERLY by land now or formerly of Honeywell Information Systems Inc., eleven (11) feet; and
- WESTERLY by land now or formerly of Honeywell Information Systems Inc., sixteen (16) feet;

Being shown as Lot 4 as shown on a plan entitled "PLAN OF LAND BOSTON (BRIGHTON) MASS. BEING A SUBDIVISION OF LAND SHOWN ON LAND COURT PLAN 21968A AS LOT 1, scale 1"= 40', May 31, 1984 and revised September 14, 1984, Harry R. Feldman, Inc., Land Surveyors, and recorded with Certificate of Title No. 97343 as Plan 21968B.

Parcel 6

A certain parcel of land in that part of the City of Boston, County of Suffolk and said Commonwealth, known as Brighton, being shown as Lot 1 on a plan dated August 19, 1974, recorded with said Deeds at Book 8840, Page 121, bounded and described as follows:

Beginning at a point on the northerly side of Guest Street, said point being a concrete monument 1343.39 feet easterly from the easterly sideline of Market Street;

thence N 9° 51' 50" E along the land of Gordon F. Bloom, et al, Trustees of Richwood Trust a distance of 312.01 feet;

thence S 80° 11' 59" E along the southerly property line of the Penn Central Railroad a distance of 261.87 feet;

thence S 9° 48' 01" W along the westerly property now or formerly of Gordon F. Bloom a distance of 312.30 feet; and

thence N 80° 08' 10" W along the northerly sideline of Guest Street a distance of 262.22 feet to the point of beginning.

Parcel 7

The land in that part of the City of Boston, County of Suffolk, Commonwealth of Massachusetts, and any buildings and other improvements located therein, bounded and described as follows:

Beginning at a point on the northerly side of Guest Street, said point being 1605.61 feet easterly from the easterly sideline of Market Street and 262.22 feet easterly from a concrete monument along the northerly sideline of Guest Street;

thence N 9° 48' 01"E through the land now or formerly of Gordon F. Bloom, a distance of 312.20 feet;

thence S 8° 11' 59" E along the southerly property line of Penn Central Railroad, a distance of 273.00 feet;

thence S 9° 48' 01" W along land of Joseph T. Ryerson & Son, Inc., a distance of 268.00 feet to a point;

thence S 44° 00' 12" W continuing along the property line of Joseph T. Ryerson & Son, Inc., a distance of 54.86 feet to a point on the northerly sideline of Guest Street; and

thence N 80° 08' 10" W along the northerly sideline of Guest Street, a distance of 242.16 feet to the point of beginning. Containing an area of 84,600 square feet (1.942 acres), more or less, as shown on a plan by Harry R. Feldman, Inc., dated August 19, 1974, which plan is recorded in the Suffolk County Registry of Deeds (the "Registry") in Book 8572, Page 685.

77 Guest Street

Parcel 8

A certain parcel of land situated in Brighton District of Boston, Suffolk County, Massachusetts, with the buildings thereon, now known and numbered as 77 Guest Street, bounded and described as follows:

NORTHERLY: by Guest Street, 319.00 feet;
EASTERLY: by registered land now or formerly of Richwood Trust, 145.00 feet;
NORTHEASTERLY: by the same, 200.32 feet;
EASTERLY: by land now or formerly of The Clorox Company, 27.46 feet;
SOUTHERLY: 78.53 feet by land now or formerly of The Clorox Company;
EASTERLY: 11.51 feet, by land now or formerly of The Clorox Company;
SOUTHERLY: by land now or formerly of National Life Insurance Company, 500.81 feet; and
WESTERLY: by Life Street, 325.44 feet.

VACANT LOTS

Parcel 9

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

NORTHEASTERLY	by Guest Street, two hundred fifty-nine and 93/100 (259.93) feet;
SOUTHEASTERLY	by land now or formerly of Clorox Chemical Company, two hundred thirty-nine (239) feet;
SOUTHWESTERLY	by other land now or formerly of the Boston and Albany Railroad Company, two hundred eighty and 32/100 (280.32) feet; and
NORTHWESTERLY	by land now or formerly of Schlitz Distributing Company of America, one hundred forty-five (145) feet.

All of said boundaries are determined by the Court to be located as shown on a plan drawn by William S. Crocker Inc., Civil Engineers, dated August 17, 1959, as modified and approved by the Court, filed in the Land Registration Office as Plan No. 29373-A, a copy of a portion of which is filed with Certificate of Title No. 66494, and shown thereon as Lot Two (2).

Parcel 10

A certain parcel of land in that part of the City of Boston, County of Suffolk and said Commonwealth, known as Brighton, being shown as Parcel 2 on a plan recorded with said Deeds at Book 7614, Page 555, entitled "New York Central System... Land to be Conveyed by N.Y.C.R.R. Co. to Elm Farm Foods Co. at Brighton", dated 11-15-61, and being more particularly bounded and described as follows:

Northerly by Guest Street, one hundred eighty-seven and eighty-nine hundredths feet (187.89');

Southerly by land now or formerly of the Clorox Chemical Co., two hundred one and sixty-four hundredths feet (201.64'); and

Westerly by land now or formerly of said Clorox Chemical Co., sixty-five and fifteen hundredths feet (65.15').

See also plan entitled "Plan of Land Boston (Brighton), Mass." Scale : 1" = 20' dated May 17, 1984 by Harry R. Feldman, Inc., Land Surveyors, recorded with said Deeds at Book 11171, Page 184.

Exhibit B
Existing Site Plan

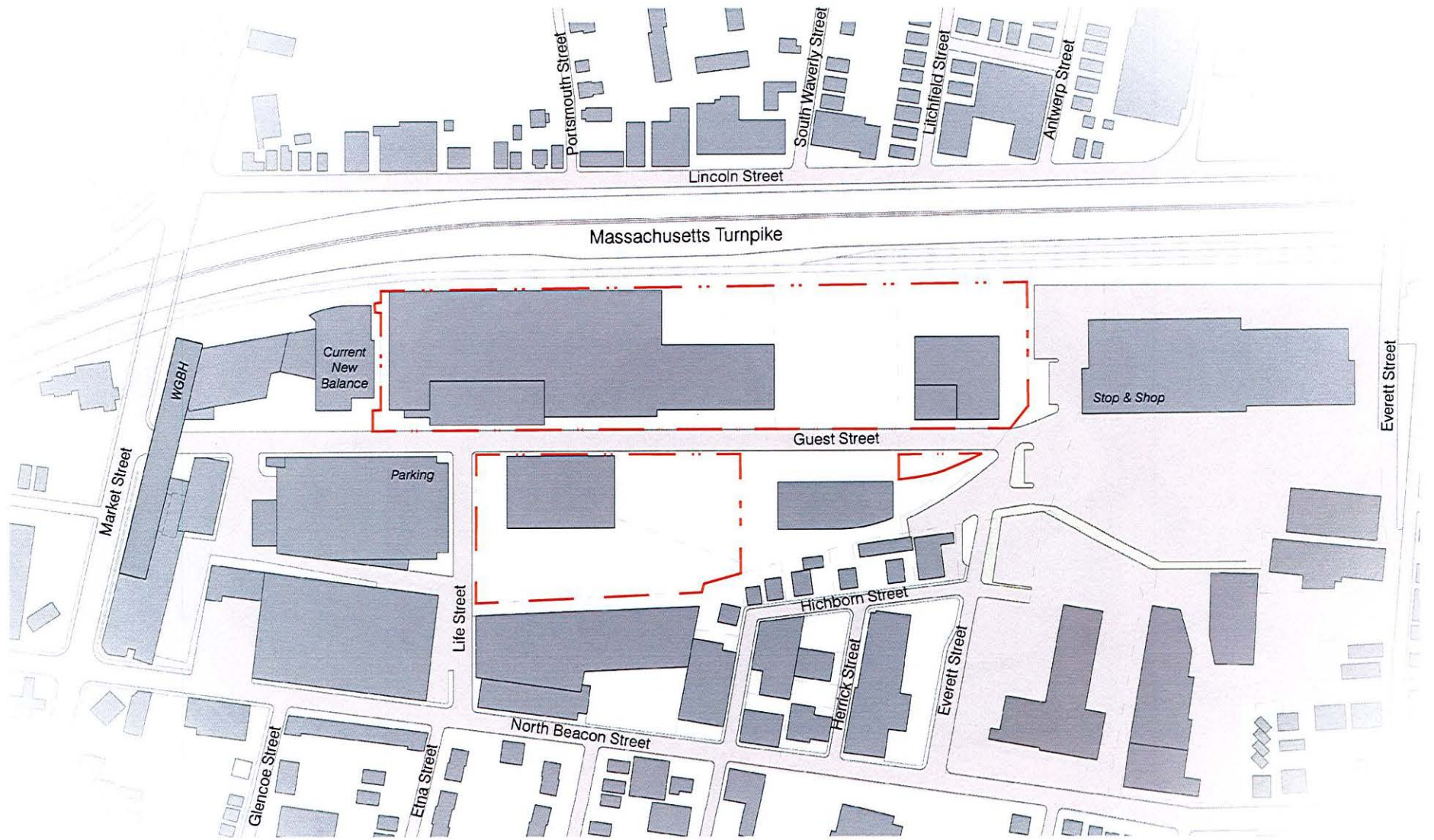
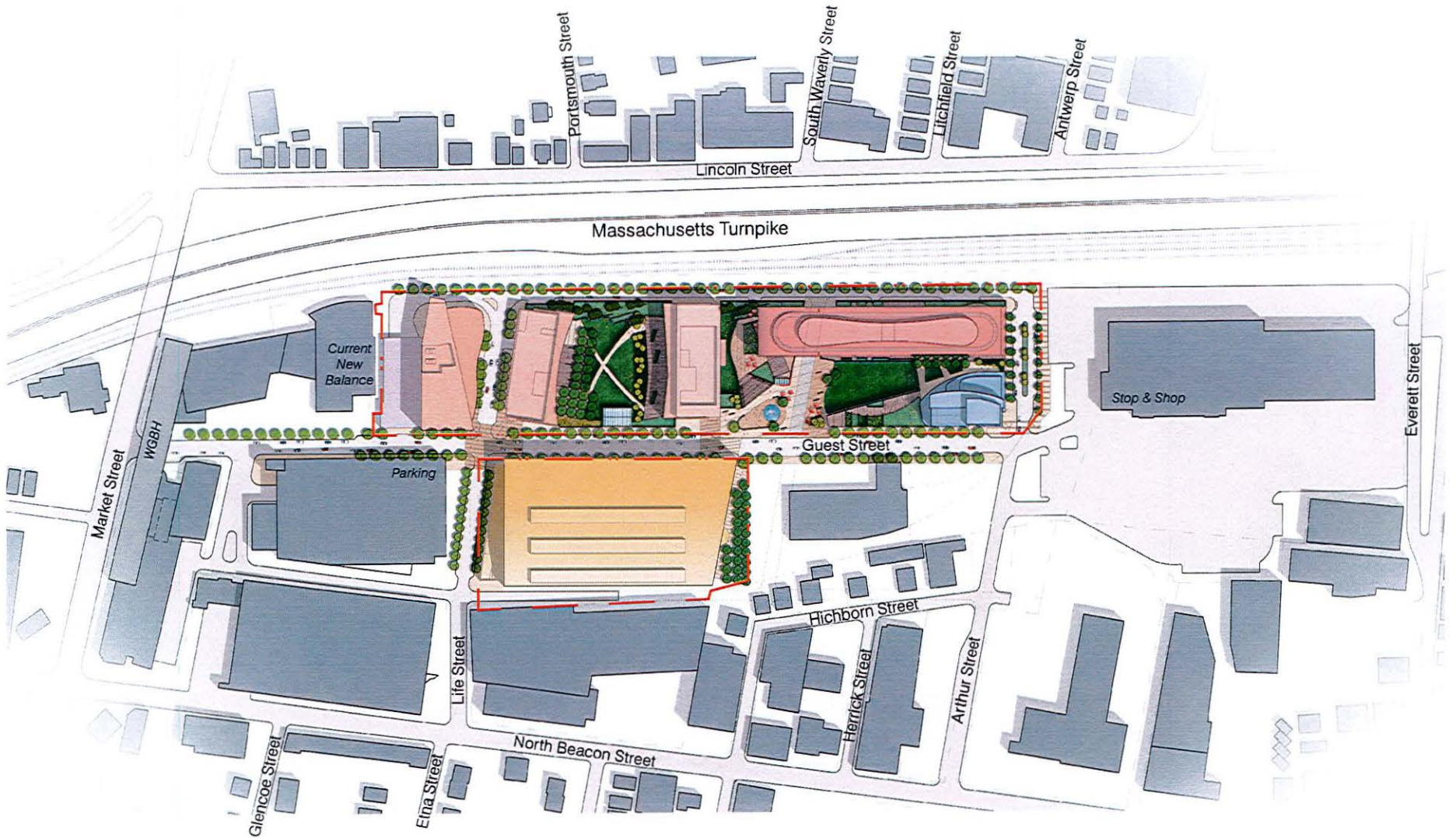


Exhibit C
Existing Conditions Survey

Exhibit D

Conceptual Site Plan of the Proposed Projects



BPA APPROVAL: 6/13/12
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DATED: _____, 2012

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FACT SHEET FOR
MASTER PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 87
NEW BRIGHTON LANDING
GUEST STREET AND LIFE STREET
BRIGHTON LANDING AREA OF BOSTON
DATED: _____, 2012

I. Proponent: New Brighton Landing LLC., a Massachusetts limited liability company

II. Location of Proposed Projects The Planned Development Area (the "PDA Site") is comprised of 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 of which are located in the Brighton Section of Boston, Massachusetts. 38-180 Guest Street comprises about 9.718 acres and is located on the northerly side of Guest Street, and 77 Guest Street and the Vacant Lots comprise about 4.262 acres and are located on the southerly side of Guest Street and the easterly side of Life Street.

The legal description of the PDA Site is more particularly described in Exhibit A, which is attached to the Master Plan for Planned Development Area No. 87, submitted herewith.

III. The Proposed Projects The Proponent proposes the future development of four new building projects to enable New Balance Athletic Shoe, Inc. to create a new location for its world headquarters, while at the same time creating other uses complimentary and compatible not only to its headquarters, but also to the surrounding area, as well. The four future proposed projects (each, a "Future Proposed Project" and collectively, the "Future Proposed Projects") are described conceptually below, and will be the subject of one or more development plans to be submitted at a later date.

(a) **New Balance World Headquarters Project**. The New Balance World Headquarters Project entails the construction of a new office building to house New Balance employees, managers and officers, and which may also contain uses such as Restaurant Use, Retail Use and Service Use, containing up to 250,000 square feet, exclusive of areas dedicated for parking and loading, and areas devoted to Restaurant Use, Retail Use and Service Use. The New Balance World Headquarters Project will be occupied by New Balance for its world headquarters. Currently, this Future Proposed Project is contemplated to be located on the northerly side of Guest Street and on the most easterly portion of the site. The Building Height will not exceed 130 feet.

(b) **Hotel Project**. The Hotel Project entails the new construction of a building for hotel use, which may also contain other uses and amenities such as Restaurant Use, Retail Use and Service Use. This Future Proposed Project is expected to comprise about 175 hotel rooms and suites in an up to 140,000 square foot building, exclusive of areas dedicated for parking and loading, and areas devoted to Restaurant Use, Retail Use and Service Use. Currently, this Future Proposed Project is contemplated to be located southerly of and next to the New Balance World Headquarters Project. The Building Height will not exceed 205 feet.

(c) **Office Buildings Project**. The Office Buildings Project entails the construction of one or more buildings for office use containing, in the aggregate, up to 650,000 square feet, exclusive of areas dedicated for parking and loading, and areas devoted to Restaurant Use, Retail Use and Service Use. This Future Proposed Project may also include Retail Use, Restaurant Use and Service Use. Currently, this Future Proposed Project is contemplated to be located westerly of the New Balance World Headquarters Project and the Hotel Project. The Building Height will not exceed 165 feet.

(d) **Sports Facility Project**. The Sports Facility Project entails the construction of a new building on the southerly side of Guest Street to house a variety of sports activities. The Sports Facility may contain venues for basketball, tennis, ice hockey, general recreation, track and field, and a fitness/health and wellness facility. In addition, this Project may also contain Office Uses, Restaurant Use, Retail Use and Service Use. This Future Proposed Project is expected to comprise up to 345,000 square feet, exclusive of areas dedicated for parking and loading, and areas devoted to Restaurant Use, Retail Use and Service Use. The Building Height will not exceed 95 feet.

The Restaurant Use, Retail Use and Service Use referenced above, which will be disbursed among the four Future Proposed Projects, will contain, in the aggregate, up to 65,000 square feet.

The square footage of the parking and loading areas intended to service the Proposed Projects will be up to 775,000 square feet, and approximately 380,000 square feet of the parking and loading areas will be located below grade.

III. The Future Benefits

Public Benefits. The Future Proposed Projects are expected to provide the following benefits:

- (a) Each of the Future Proposed Projects will have a design that responds favorably to each of the other Future Proposed Projects, as well as being sensitive and responsive to its surrounding context;
- (b) Each of the Future Proposed Projects will minimize environmental impacts, and will create considerably more usable open space than currently exists;
- (c) The Future Proposed Projects will provide considerably more real estate tax revenue for the City of Boston;
- (d) The Future Proposed Projects will create better internal circulation in the immediate neighborhood and better access and egress from nearby streets;
- (e) The future Sports Facility Project will provide opportunities for its use by the residential population;
- (f) The Future Proposed Projects include open space which will be available to the general public, and may include amenities such as an amphitheater and a recreational outdoor skating rink;
- (g) The Future Proposed Projects will generate substantial housing linkage funds and jobs linkage funds for the City of Boston;
- (h) The Future Proposed Projects will represent a more orderly and coordinated master development than could be accomplished by more than one developer of the site;
- (i) The Future Proposed Projects establish an anchor for renewed activity along the Guest Street and Life Street corridors;

(j) The Future Proposed Projects will create new signature LEED-certifiable buildings along the spines of the Massachusetts Turnpike and Guest Street;

(k) The Future Proposed Projects will create approximately 400 full-time construction jobs, approximately 600 peak construction jobs and approximately 3,000 permanent new jobs;

(l) The Future Proposed Projects will expand the diversity of uses in the Brighton Landing area to insure long-term activity and vitality; and

(m) The Future Proposed Projects will expand the critical mass of Class A space in the Brighton Landing area.

Map Amendment Application No. 615
Boston Redevelopment Authority
Planned Development Area No. 87
Maps 7A/7B/7C/7D, and 7B/7D,
Allston-Brighton Neighborhood District

MAP AMENDMENT NO. 549

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 Master Plan for Planned Development Area No. 87, New Brighton Landing, Boston, and amends "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, as follows:

1. By adding the suffix "D", indicating a Planned Development Area overlay district, to approximately 608,969 square feet (approximately 13.98 acres) of land of in Brighton, as described in Exhibit A hereto.

Exhibit A

Legal Description of New Brighton Landing

38-180 Guest Street

Parcel 1

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- SOUTHERLY by Buffalo Street, five hundred thirty-three (533) feet and by Guest Street, one hundred eighty and 32/100 (180.32) feet;
- WESTERLY by land now or formerly of Hathaway Bakeries, Inc., two hundred ninety-six and 83/100 (296.83) feet; and
- NORTHERLY seven hundred thirteen and 34/100 (713.34) feet and
- EASTERLY three hundred eleven and 88/100 (311.88) feet by land now or formerly of the Boston & Albany Railroad Company.

All of said boundaries are determined by the Court to be located as shown on a plan drawn by William S. Crocker, Civil Engineer, dated January 18, 1952, as modified and approved by the Court, filed in the Land Registration Office, as Plan No. 23419-A, a copy of a portion of which is filed with Certificate of Title No. 56043.

Parcel 2

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- SOUTHWESTERLY by Guest Street, twenty (20) feet;
- NORTHWESTERLY by land now of formerly of Elm Farm Foods Co., three hundred eleven and 88/100 (311.88) feet; and
- NORTHEASTERLY twenty (20) feet, and
- SOUTHEASTERLY three hundred eleven and 90/100 (311.90) feet by land now or formerly of the Boston and Albany Railroad Company.

All of said boundaries are determined by the Court to be located as shown on a plan drawn by William S. Crocker, Civil Engineer, dated March 15, 1956, as modified and approved by the Court, filed in the Land Registration Office as plan No. 26672-A, a copy of a portion of which is filed with Certificate of Title No. 62127.

Parcel 3

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- SOUTHWESTERLY by Guest Street, one hundred (100) feet;
- NORTHWESTERLY by land now or formerly of the Trustees of Richwood Trust, three hundred eleven and 90/100 (311.90) feet; and
- NORTHEASTERLY one hundred (100) feet, and
- SOUTHEASTERLY three hundred twelve and 01/00 (312.01) feet by land now of formerly of the Boston and Albany Railroad Company.

Said land is shown as lot 1 on the plan hereinafter mentioned.

All of said boundaries are determined by the Court to be located as shown on a plan drawn by William S. Crocker, Inc., Civil Engineers, dated August 17, 1959, as modified and approved by the Court, filed in the Land Registration Office as Plan 29373A, a copy of a portion of which is filed with Certificate of Title No. 66494, and shown thereon as Lot 1.

Parcel 4

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- NORTHERLY by land now or formerly of Honeywell Information Systems Inc., twenty-seven and seventy-nine hundredths (27.79) feet;
- EASTERLY by land now or formerly of the Trustees of the Richwood Trust, sixty-five and ninety-two hundredths (65.92) feet;
- SOUTHERLY by the Northerly line of Guest Street, twenty-seven and seventy-nine hundredths (27.79) feet; and
- WESTERLY by land now or formerly of Honeywell Information Systems Inc., sixty-five and ninety-two hundredths (65.92) feet;

Being shown as Lot 5 as shown on a plan entitled "PLAN OF LAND BOSTON (BRIGHTON) MASS. BEING A SUBDIVISION OF LAND SHOWN ON LAND COURT PLAN 21968A AS LOT 1, scale 1"= 40', May 31, 1984 and revised September 14, 1984, Harry R. Feldman, Inc., Land Surveyors, and recorded with Certificate of Title No. 97343 as Plan 21968B.

Parcel 5

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- NORTHERLY by land now or formerly of Honeywell Information Systems Inc., eleven (11) feet;
- EASTERLY by land now or formerly of the Trustees of Richwood Trust, sixteen (16) feet;
- SOUTHERLY by land now or formerly of Honeywell Information Systems Inc., eleven (11) feet; and
- WESTERLY by land now or formerly of Honeywell Information Systems Inc., sixteen (16) feet;

Being shown as Lot 4 as shown on a plan entitled "PLAN OF LAND BOSTON (BRIGHTON) MASS. BEING A SUBDIVISION OF LAND SHOWN ON LAND COURT PLAN 21968A AS LOT 1, scale 1"= 40', May 31, 1984 and revised September 14, 1984, Harry R. Feldman, Inc., Land Surveyors, and recorded with Certificate of Title No. 97343 as Plan 21968B.

Parcel 6

A certain parcel of land in that part of the City of Boston, County of Suffolk and said Commonwealth, known as Brighton, being shown as Lot 1 on a plan dated August 19, 1974, recorded with said Deeds at Book 8840, Page 121, bounded and described as follows:

Beginning at a point on the northerly side of Guest Street, said point being a concrete monument 1343.39 feet easterly from the easterly sideline of Market Street;

thence N 9° 51' 50" E along the land of Gordon F. Bloom, et al, Trustees of Richwood Trust a distance of 312.01 feet;

thence S 80° 11' 59" E along the southerly property line of the Penn Central Railroad a distance of 261.87 feet;

thence S 9° 48' 01" W along the westerly property now or formerly of Gordon F. Bloom a distance of 312.30 feet; and

thence N 80° 08' 10" W along the northerly sideline of Guest Street a distance of 262.22 feet to the point of beginning.

Parcel 7

The land in that part of the City of Boston, County of Suffolk, Commonwealth of Massachusetts, and any buildings and other improvements located therein, bounded and described as follows:

Beginning at a point on the northerly side of Guest Street, said point being 1605.61 feet easterly from the easterly sideline of Market Street and 262.22 feet easterly from a concrete monument along the northerly sideline of Guest Street;

thence N 9° 48' 01"E through the land now or formerly of Gordon F. Bloom, a distance of 312.20 feet;

thence S 8° 11' 59" E along the southerly property line of Penn Central Railroad, a distance of 273.00 feet;

thence S 9° 48' 01" W along land of Joseph T. Ryerson & Son, Inc., a distance of 268.00 feet to a point;

thence S 44° 00' 12" W continuing along the property line of Joseph T. Ryerson & Son, Inc., a distance of 54.86 feet to a point on the northerly sideline of Guest Street; and

thence N 80° 08' 10" W along the northerly sideline of Guest Street, a distance of 242.16 feet to the point of beginning. Containing an area of 84,600 square feet (1.942 acres), more or less, as shown on a plan by Harry R. Feldman, Inc., dated August 19, 1974, which plan is recorded in the Suffolk County Registry of Deeds (the "Registry") in Book 8572, Page 685.

77 Guest Street

Parcel 8

A certain parcel of land situated in Brighton District of Boston, Suffolk County, Massachusetts, with the buildings thereon, now known and numbered as 77 Guest Street, bounded and described as follows:

NORTHERLY:	by Guest Street, 319.00 feet;
EASTERLY:	by registered land now or formerly of Richwood Trust, 145.00 feet;
NORTHEASTERLY:	by the same, 200.32 feet;
EASTERLY:	by land now or formerly of The Clorox Company, 27.46 feet;
SOUTHERLY:	78.53 feet by land now or formerly of The Clorox Company;
EASTERLY:	11.51 feet, by land now or formerly of The Clorox Company;
SOUTHERLY:	by land now or formerly of National Life Insurance Company, 500.81 feet; and
WESTERLY:	by Life Street, 325.44 feet.

VACANT LOTS

Parcel 9

That certain parcel of land situated in that part of Boston formerly Brighton in the County of Suffolk, Commonwealth of Massachusetts, bounded and described as follows:

- NORTHEASTERLY by Guest Street, two hundred fifty-nine and 93/100 (259.93) feet;
- SOUTHEASTERLY by land now or formerly of Clorox Chemical Company, two hundred thirty-nine (239) feet;
- SOUTHWESTERLY by other land now or formerly of the Boston and Albany Railroad Company, two hundred eighty and 32/100 (280.32) feet; and
- NORTHWESTERLY by land now or formerly of Schlitz Distributing Company of America, one hundred forty-five (145) feet.

All of said boundaries are determined by the Court to be located as shown on a plan drawn by William S. Crocker Inc., Civil Engineers, dated August 17, 1959, as modified and approved by the Court, filed in the Land Registration Office as Plan No. 29373-A, a copy of a portion of which is filed with Certificate of Title No. 66494, and shown thereon as Lot Two (2).

Parcel 10

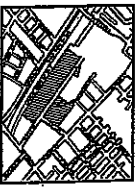
A certain parcel of land in that part of the City of Boston, County of Suffolk and said Commonwealth, known as Brighton, being shown as Parcel 2 on a plan recorded with said Deeds at Book 7614, Page 555, entitled "New York Central System... Land to be Conveyed by N.Y.C.R.R. Co. to Elm Farm Foods Co. at Brighton", dated 11-15-61, and being more particularly bounded and described as follows:

Northerly by Guest Street, one hundred eighty-seven and eighty-nine hundredths feet (187.89');

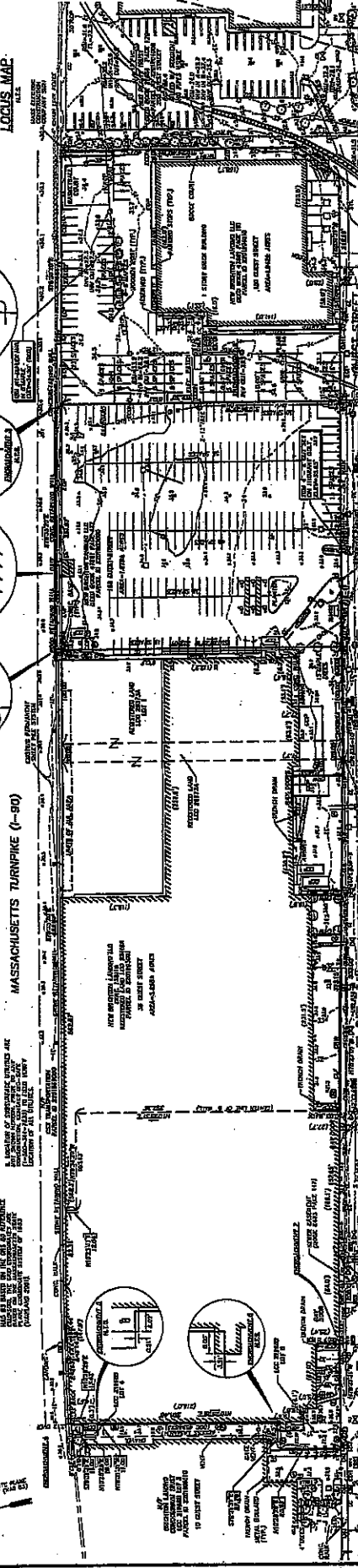
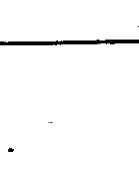
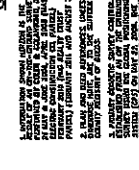
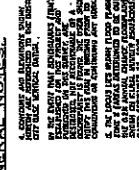
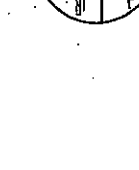
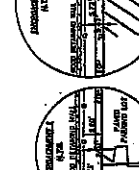
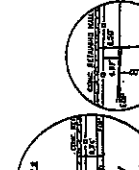
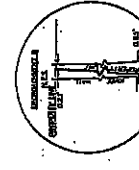
Southerly by land now or formerly of the Clorox Chemical Co., two hundred one and sixty-four hundredths feet (201.64'); and

Westerly by land now or formerly of said Clorox Chemical Co., sixty-five and fifteen hundredths feet (65.15').

See also plan entitled "Plan of Land Boston (Brighton), Mass." Scale : 1" = 20' dated May 17, 1984 by Harry R. Feldman, Inc., Land Surveyors, recorded with said Deeds at Book 11171, Page 184.



LOCUS MAP



COLER & COLANTONIO
REGISTERED ARCHITECTS

100 STATE STREET
BOSTON, MASSACHUSETTS 02109
TEL: 552-4500
FAX: 552-4501

TITLE:
EXISTING CONDITIONS PLAN

CLIENT:
GUEST STREET
BRIGHTON, MA
(SUFFOLK COUNTY)

PREPARED FOR:
NEW BRIGHTON LANDING, LLC
20 GUEST STREET
BRIGHTON, MA 02136

DATE: JANUARY 10, 2002

DRAWN BY: JACOB ANDERSON

CHECKED BY: JACOB ANDERSON

SCALE: 1"=8'-0"

JOB NO.: 01/01/02/0001/0001/0001-00

SHEET NO.: 4-DRAWN

SHEET 1 OF 1

GENERAL NOTES:

1. THE LOCUS MAP SHOWS THE OUTLINE OF THE EXISTING BUILDING AS SHOWN ON THE CITY RECORD MAP OF BRIGHTON, MASSACHUSETTS, DATED 1976.
2. THE EXISTING BUILDING IS SHOWN WITH THE EXISTING WALLS AND FOUNDATIONS. THE EXISTING WALLS ARE SHOWN WITH A THICK LINE AND THE EXISTING FOUNDATIONS ARE SHOWN WITH A THIN LINE.
3. THE FOUNDATION IS SHOWN FROM THE CITY RECORD MAP OF BRIGHTON, MASSACHUSETTS, DATED 1976.
4. THE FOUNDATION IS SHOWN FROM THE CITY RECORD MAP OF BRIGHTON, MASSACHUSETTS, DATED 1976.
5. THE FOUNDATION IS SHOWN FROM THE CITY RECORD MAP OF BRIGHTON, MASSACHUSETTS, DATED 1976.
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9. THE FOUNDATION IS SHOWN FROM THE CITY RECORD MAP OF BRIGHTON, MASSACHUSETTS, DATED 1976.
10. THE FOUNDATION IS SHOWN FROM THE CITY RECORD MAP OF BRIGHTON, MASSACHUSETTS, DATED 1976.

LEGEND:

- WALL
- FOUNDATION
- CONCRETE
- BRICK
- WOOD
- GLASS
- STEEL
- ASPH/FLT
- ROOF
- MECHANICAL
- ELECTRICAL
- PLUMBING
- PAINT
- FINISH
- LANDSCAPE
- UTILITIES
- ADDITIONAL
- REVISION
- DATE
- BY
- CHKD
- APP'D
- SCALE
- TITLE
- CLIENT
- PREPARED FOR
- DATE
- DRAWN BY
- CHECKED BY
- SCALE
- JOB NO.
- SHEET NO.
- SHEET 1 OF 1

Robert Jordan
Chairman

James C. Clark
Vice Chairman

John McDonnell

David E. Bray

Ray Hurley

Jim Statten

[Signature]

[Signature]

Rivian A. Washburn


In Zoning Commission


Adopted: July 11, 2012

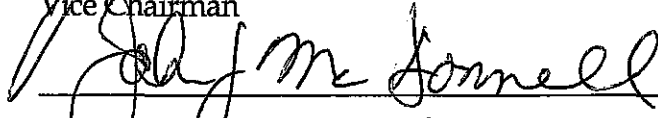
Attest:


[Signature]
Secretary

Master Plan for Planned Development Area No. 87, New Brighton Landing


Chairman


Vice Chairman

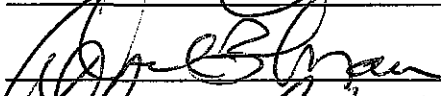








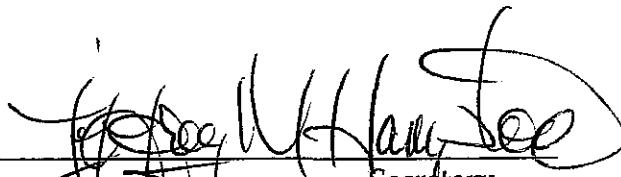


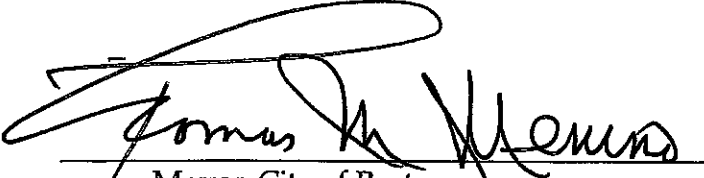




In Zoning Commission

Adopted: July 11, 2012

Attest: 
Secretary




Mayor, City of Boston

Date: 7/12/12


The foregoing amendment was presented to the Mayor on July 12, 2012 and was signed by him on July 12, 2012, whereupon it became effective on July 12, 2012 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

Master Plan for Planned Development Area No. 87, New Brighton Landing, Boston



Mayor, City of Boston

Date: 7/12/12

The foregoing Master Plan, was presented to the Mayor on ~~July 12, 2012~~ and was signed by him on ~~July 12, 2012~~, whereupon it became effective on ~~July 12, 2012~~, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission