

BRA APPROVAL: 3/14/13
BCC APPROVAL: 4/10/13
EFFECTIVE: 4/10/13

BOSTON REDEVELOPMENT AUTHORITY

AMENDED AND RESTATED DEVELOPMENT PLAN

PLANNED DEVELOPMENT AREA NO. 89

275 Albany Street

South End, Boston

BH Normandy 275 Albany Street LLC

March 14, 2013

Amended and Restated Development Plan: In accordance with Sections 3-1A and 64-28 through 64-31 and Section 80C of the Boston Zoning Code (the “**Code**”), this Amended and Restated Development Plan for the 275 Albany Street Project, Planned Development Area No. 89 (the “**Development Plan**”), sets forth information on the proposed development (the “**Project**”) of the site located at 275 Albany Street, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures. This Development Plan sets forth the zoning for the Project. An Expanded Project Notification Form (“**PNF**”) for the Project was filed with the Boston Redevelopment Authority (the “**BRA**”) on January 15, 2010. On August 17, 2010, the BRA authorized the Director of the BRA to issue a Scoping Determination finding that the PNF adequately describes the potential impacts of the Project and provides sufficient mitigation measures to minimize these impacts, and waiving further review under Article 80B of the Code. On August 24, 2010, the Director of the BRA issued the Scoping Determination waiving further review of the Project under Article 80B of the Code. On August 16, 2012, a Notice of Project Change was filed with the BRA noting certain changes to the Project since the issuance of the Scoping Determination, which changes are reflected in this Development Plan. On September 13, 2012, the BRA approved a Development Plan for the Project (the “**Original Development Plan**”), and on October 10, 2012, the Boston Zoning Commission approved the Development Plan and established the Planned Development Area. To reflect certain changes in the Project, when this Development Plan is adopted by the BRA and the Boston Zoning Commission, and becomes effective, it will replace and supersede the Original Development Plan.

This Development Plan consists of 5 pages of text and Exhibits A, B and C. All references to this Development Plan contained herein shall pertain only to such 6 pages and Exhibits A, B and C. Exhibit C and the Project described herein are subject to final design, environmental and other development review by the BRA and other governmental agencies and authorities, and the Project as described herein may evolve in the course of such review. As long as the Director of the BRA (the “**Director**”) certifies that the Project is consistent with this Development Plan, then the Project shall be deemed to be in compliance with the Development Plan. Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meanings set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

In accordance with Section 80C-9 of the Code, within the PDA, if the Project or any Phase thereof (as described below) has received a Certification of Consistency pursuant to Section 80C-8, (1) the Project or applicable Phase thereof and (2) the parcels or lots and any improvements thereon, other than the Project or applicable Phase, that are the subject of this Development Plan, and that are consistent with this Plan, shall be deemed to be in compliance with the requirements of the underlying zoning to the extent that such requirements have been addressed in this Development Plan.

Proponent: Albany Street JV LLC, a Delaware limited liability company, its successors and assigns (the “**Developer**”). The Developer is a joint venture between BH Normandy 275 Albany Street LLC, an affiliate of Normandy Real Estate Partners, with an address of 53 Maple Avenue, Morristown, NJ 07960, and GEGCF II Albany Street LLC, an affiliate of Gerding Edlen, with an address of 1477 NW Everett Street, Portland, OR 97209.

Proposed Location: The Project is located in the South End neighborhood of Boston on a site bounded by East Berkeley, Albany and Traveler Streets and private parcels improved with buildings currently occupied by the Planet Storage Warehouse located at 33 Traveler Street and the Medieval Manor Restaurant located at 246 East Berkeley Street (the “**Project Area**”). The elevated Southeast Expressway (I-93) lies directly to the east of Albany Street overlooking the Project Area from a height of approximately 25 to 30 feet above grade. The Project Area, which is currently improved as a surface parking lot for approximately 145 vehicles, is located in EDA North of the South End Neighborhood District and in the Restricted Parking District, and consists of approximately 1.27 acres of land area as shown on **Exhibit A**. The legal description for the Project Area subject to the PDA overlay district is set forth on **Exhibit B**.

Appearance and Proposed Dimensions of Structures and Proposed Density. The Project consists of two primary building elements that, with the exception of the parking garage entrance and exit on Traveler Street will provide a continuous building façade on East Berkeley, Albany and Traveler Streets. The massing will be broken up, with the building element on the northern end of the site (the “**Traveler Structure**”) fronting on Traveler Street rising up to nineteen (19) stories (not including the mechanical penthouse) and the building element on the southern end of the site fronting on East Berkeley Street (the “**East Berkeley Structure**”) with up to eleven (11) stories consisting of an L-shaped structure that on East Berkeley Street and Albany Street. A three (3) level, above-grade parking garage will be located between the two building elements, shielded from public view from all three public streets by the Traveler Structure and the East Berkeley Structure. The Project may be constructed in up to two phases (each, a “**Phase**”). If constructed in Phases, one Phase will include the Traveler Structure and the other Phase will include the East Berkeley Structure. The parking garage may be constructed as part of either Phase. The Project will contain up to 330,000 square feet of gross floor area, of which up to 200,000 square feet of gross floor area will be located in the Traveler Structure and up to 150,000 square feet of gross floor area will be located in the East Berkeley Structure, provided that the entire Project will not contain more than 330,000 square feet of gross floor area. In addition, the Project will include up to 65,000 square feet of parking. The Floor Area Ratio (“**FAR**”) of the overall Project, exclusive of parking, will not exceed 6.0, though the FAR of portions of the Project Area to be occupied by the structures included in the Project may exceed 6.0 so long as the gross floor areas of such structures do not exceed the limitations set forth above. The height of the Project will not exceed 200 feet, excluding the mechanical penthouse

and the elevators and stairways serving the mechanical penthouse. Conceptual plans of the Project are attached hereto as **Exhibit C**, and are hereby approved. The plans for the Project will be refined as review of the Project continues, and the plans are subject to design, environmental and other development review by the BRA and other governmental agencies and authorities. For purposes of Section 64-33, the improvements shown on the plans attached hereto as **Exhibit C**, as refined through continuing design review, shall constitute adequate provisions for screening and buffering pursuant to Article 80.

Proposed Uses of the Area. It is anticipated that the Traveler Structure will be used for residential use with up to 220 units and the East Berkeley Structure will be used for residential use with up to 180 units, provided that the total number of units located in the Project will not exceed 380 units. In addition, the Project will include complementary retail uses, which may include restaurant use, and accessory parking. The uses will share the parking structure and loading area, and may also share additional amenities such as fitness facilities, and/or a roof terrace.

Proposed Traffic Circulation. Current traffic circulation around the Project Area is expected to remain as is: two-way traffic on Traveler Street, one-way traffic in a southerly direction on Albany Street, and one-way traffic in a westerly direction on East Berkeley Street. It is currently anticipated that the Traveler Structure will have a separate main entrance with associated drop-off/pick-up areas on Traveler Street and the East Berkeley Structure will have a separate main entrance with associated drop-off/pick-up areas on East Berkeley Street. Vehicles will be permitted to access and exit the parking garage on Traveler Street only.

Proposed Parking and Loading Facilities. Up to 180 parking spaces will be provided in a three-level above-grade parking garage with access to and egress from Traveler Street. Additional parking, if any, may be provided off-site. If the Project is completed in Phases, parking may be provided off-site until completion of the second Phase, provided that appropriate arrangements are made to ensure that such parking will be available to the Project. In such case, if the Traveler Building is constructed first, no less than 90 parking spaces will be provided for the Traveler Building pending completion of the East Berkeley Building; if the East Berkeley Building is constructed first, no less than 45 parking spaces will be provided for the East Berkeley Building pending completion of the Traveler Building. All loading facilities will be located within the building with access from and egress to Albany Street. Up to two (2) truck bays will be provided. The size of the loading area will permit all trucks to enter directly into the loading bay and turn and maneuver as necessary within the building.

Open Spaces and Landscaping. The Project Area will be improved with new sidewalks and street trees on East Berkeley Street, Albany Street and Traveler Street. In addition, it is currently contemplated that a green roof and deck space will be incorporated into the Project on the second level in between the Traveler Building and the parking garage and extending to Albany Street in between the Traveler Building and the East Berkeley Building.

Access to Public Transportation. The Project Area is located close to several public transportation options providing service to downtown Boston, the Back Bay, Chinatown, South Boston and Cambridge. Three MBTA bus routes have stops near the Project Area. The MBTA's Silver Line on Washington Street, located two blocks from the Project Area, provides service to the Downtown Crossing area of Boston. The MBTA's Red Line Broadway Station,

located approximately one quarter of a mile from the Project Area, provides service between Ashmont and Braintree in the south and downtown Boston and Cambridge in the north. The Red Line provides connection between downtown and the Silver, Orange and Green Lines, as well as regional commuter rail and intercity bus services at South Station.

Roof Terraces. The Project may include a roof terrace on the Traveler Structure at the mechanical penthouse level on a portion of that level not occupied by the mechanical penthouse. Notwithstanding the provisions of Section 64-34 of the Code, access to such roof deck may be provided by one or more of the elevators and stairwells serving the mechanical penthouse, which elevators and stairwells will not extend above the top of the mechanical penthouse. In addition, an outdoor roof terrace and interior amenity space for use by residents and their guests may be located on a portion of the roof on the East Berkeley Structure at the mechanical penthouse level.

Signage. Signage for the proposed project will include (a) those permitted by Article 11 and Section 64-35 of the Zoning Code; and (b) any additional signs that are approved by the BRA under its development review procedures.

Development Review Procedures. All design plans for the Project are subject to ongoing design, environmental and development review and approval by the BRA. Such review will be conducted in accordance with Large Project Review under Article 80B of the Code. The plans for the Project will be refined as review of the Project continues.

Urban and Public Benefits. The Project will revitalize a large vacant parcel in the South End bringing life and vitality to a blighted area and serving as a catalyst for change in the neighborhood. It will also serve as a buffer between the imposing hulk of the Southeast Expressway and the historic South End neighborhood. The streetscape around the Project will be improved with new paving, lighting and landscaping. The Project will energize and enliven the area providing eyes and ears to the street to make the area safer, friendlier and more attractive for visitors and residents alike. The Project will provide new residential opportunities at reasonable prices to complement the existing housing stock in the neighborhood, and increase the vitality of the surrounding area. In accordance with Section 64-29.1 of the Code, the Project will provide Affordable Housing, as defined in Section 64-41.1 of the Code, in an amount equivalent to no less than twenty percent (20%) of the dwelling units included in the Project, with at least ten percent (10%) of the units located on the Project Area. When fully operational, the Project is estimated to produce over \$1,200,000 annually in real estate taxes for the City of Boston. The construction of the Project will contribute directly to the economy of Boston by providing approximately 200-300 construction jobs and up to approximately 15 permanent jobs with a goal of employing at least 50% Boston residents, 25% minorities and 10% women.

Groundwater Conservation: The Project is located within the Groundwater Conservation Overlay District, governed by Article 32 of the Code. Thus, the Developer shall incorporate systems into its Project, set forth in this Development Plan, that meet the groundwater conservation standards and requirements set forth in Article 32 of the Code. The Developer shall obtain a written determination from the Boston Water and Sewer Commission as to whether said standards and requirements are met. The Developer shall provide a copy of said written determination to the BRA and Boston Groundwater Trust prior to the BRA's issuance of a Certification of Consistency. Accordingly, the Developer will not be required to obtain a

conditional use permit from the Board of Appeal and shall be deemed in compliance with Article 32 of the Code.

Green Building Requirements: The Project is a large project pursuant to Article 80B of the Code. As such, the Project is subject to Article 37, Green Buildings, of the Code. The Developer shall ensure that the Project is in compliance with Article 37 of the Code.

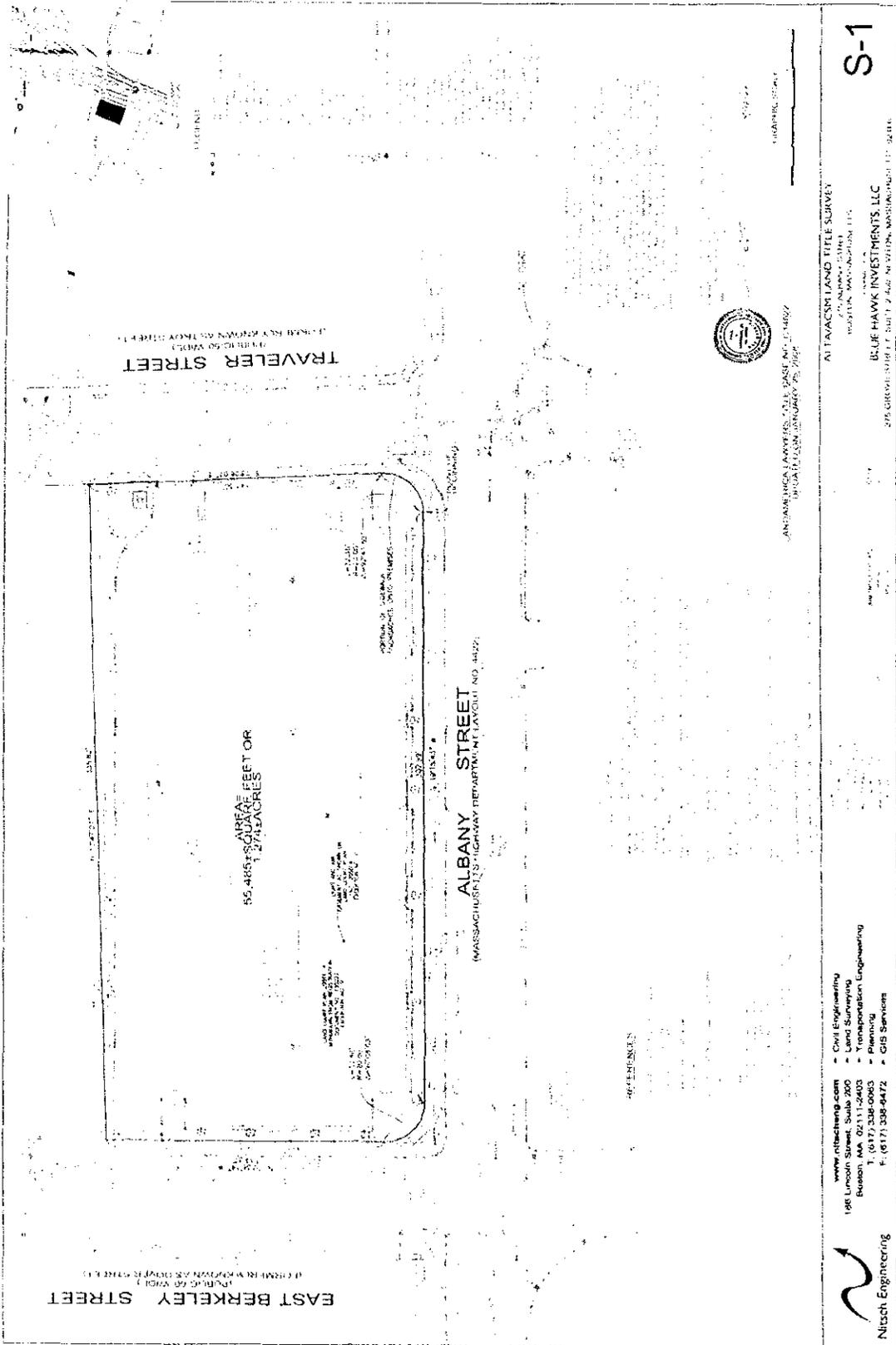
Phase-by-Phase Applicability: For purposes of this Development Plan, compliance of the individual Phases with the requirements of this Plan (and any applicable requirements of underlying zoning to the extent not addressed in this Plan) shall be determined on an individual rather than a Site-wide basis. The compliance or non-compliance of any one Phase with the provisions of the Code or this Development Plan shall not affect the compliance of any other Phase with the provisions of the Code or this Development Plan. If the Phases are separately owned, then the owner of each such Phase shall be the Developer with respect to that Phase and shall bear no obligation or liability with respect to the other Phase. However, the Project shall comply with the requirements of this Plan.

Amendments: Any owner of an individual Phase may seek amendment of this Development Plan as to such Phase in accordance with the procedures prescribed by the Code without the consent of any other owner of a Phase, provided that such amendment does not change any obligations or requirements applicable to any other Phase. The provisions of this Development Plan applicable to a Phase may be amended only with the consent of the owner of such Phase.

No Duty to Develop the Project or any Phase: Notwithstanding anything to the contrary set forth in this Development Plan, under no circumstances shall the Developer be obligated to proceed with the Project or any Phase thereof. Either Phase may be constructed and occupied without the construction or occupancy of the other Phase.

Exhibit A

PLAN OF THE PROJECT AREA



S-1

www.nitsch.com
 198 Lincoln Street, Suite 200
 Boston, MA 02111-2603
 T: (617) 338-0963
 F: (617) 338-6472

Nitsch Engineering
 • Civil Engineering
 • Land Surveying
 • Transportation Engineering
 • Planning
 • GIS Services

AND AMERICAN LAWYERS, TITLE TRUST AND ESTATE
 275 CRENSHAW STREET, SUITE 200, NEWTON, MASSACHUSETTS 02459

BLUE HAWK INVESTMENTS, LLC
 275 CRENSHAW STREET, SUITE 200, NEWTON, MASSACHUSETTS 02459

Exhibit B

LEGAL DESCRIPTION

The land with the buildings thereon in Boston, Suffolk County, Massachusetts shown as Parcel No. 9 on a plan entitled "Urban Renewal Division, Boston Housing Authority New York Streets Project, UR Mass, 2-1, Land Disposition Plan", by Hayden, Harding and Buchanan, Inc., Consulting Engineers, Boston 35, Massachusetts, dated March 6, 1957, Revisions June 26, 1957, recorded in the Suffolk Registry of Deeds, Book 7243, Page 345, which parcel is more particularly bounded and described as follows:

SOUTHERLY by Dover Street, 139.37 feet;

WESTERLY by Parcel No. 10 on said plan, 180.00 feet and Parcel
No. 11 on said plan, 155.82 feet;

NORTHERLY by Troy Street, 147.30 feet;

NORTHEASTERLY by the curved intersection of Troy Street and Albany
Street, 32.36 feet;

EASTERLY by Albany Street, 302.99 feet; and

SOUTHEASTERLY by the curved intersection of Dover Street and Albany
Street, 31.46 feet

Said Parcel No. 9 contains 55,484.34 square feet, according to the aforesaid plan.

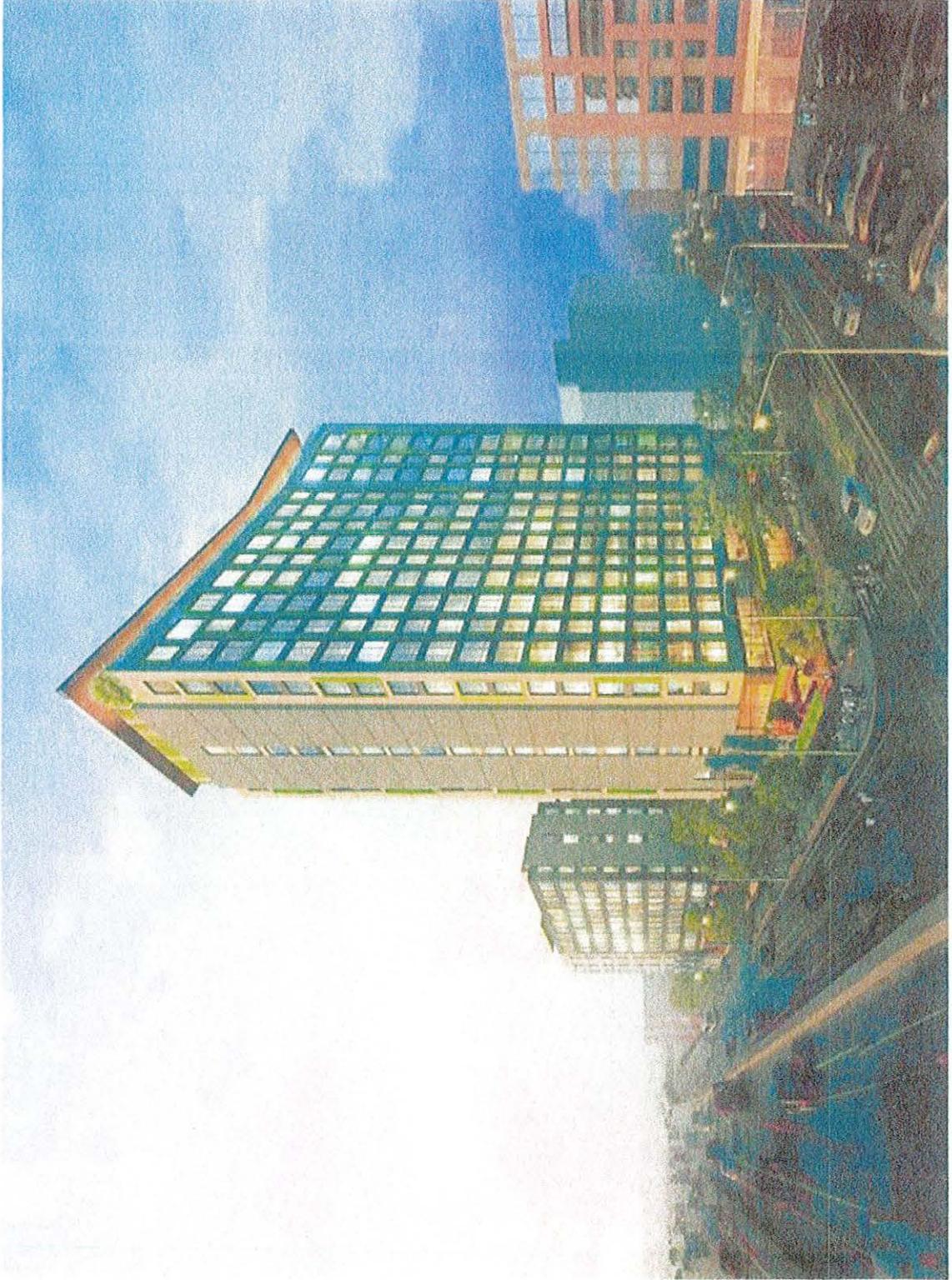
Parcel No. 9 includes the fee and soil of those portions of Albany Street, Troy Street and Dover Street, adjoining said portions to the center line of said streets, subject to the rights of others lawfully entitled thereto. Said Troy Street is now known as Traveler Street and said Dover Street is now known as East Berkeley Street.

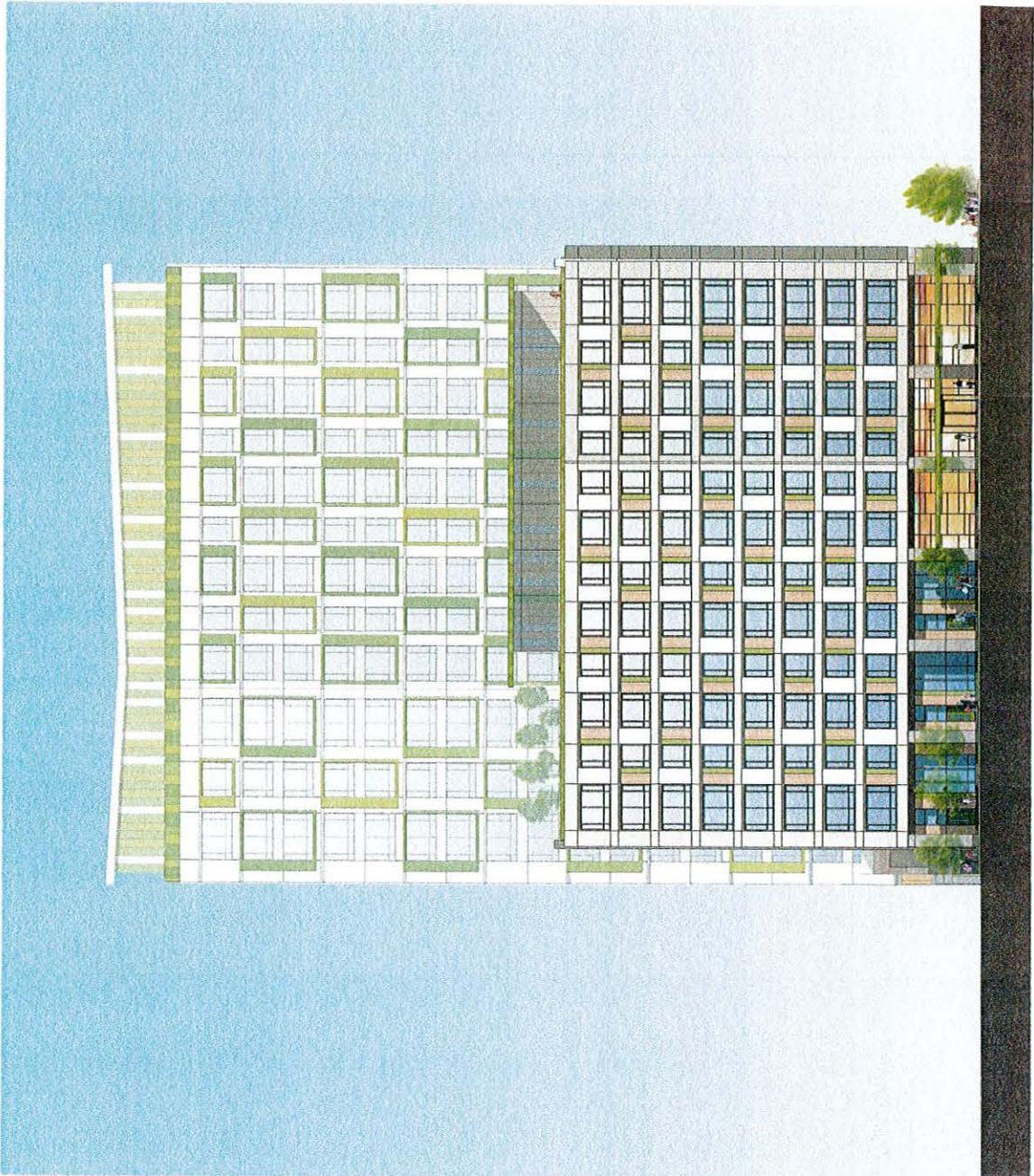
Exhibit C

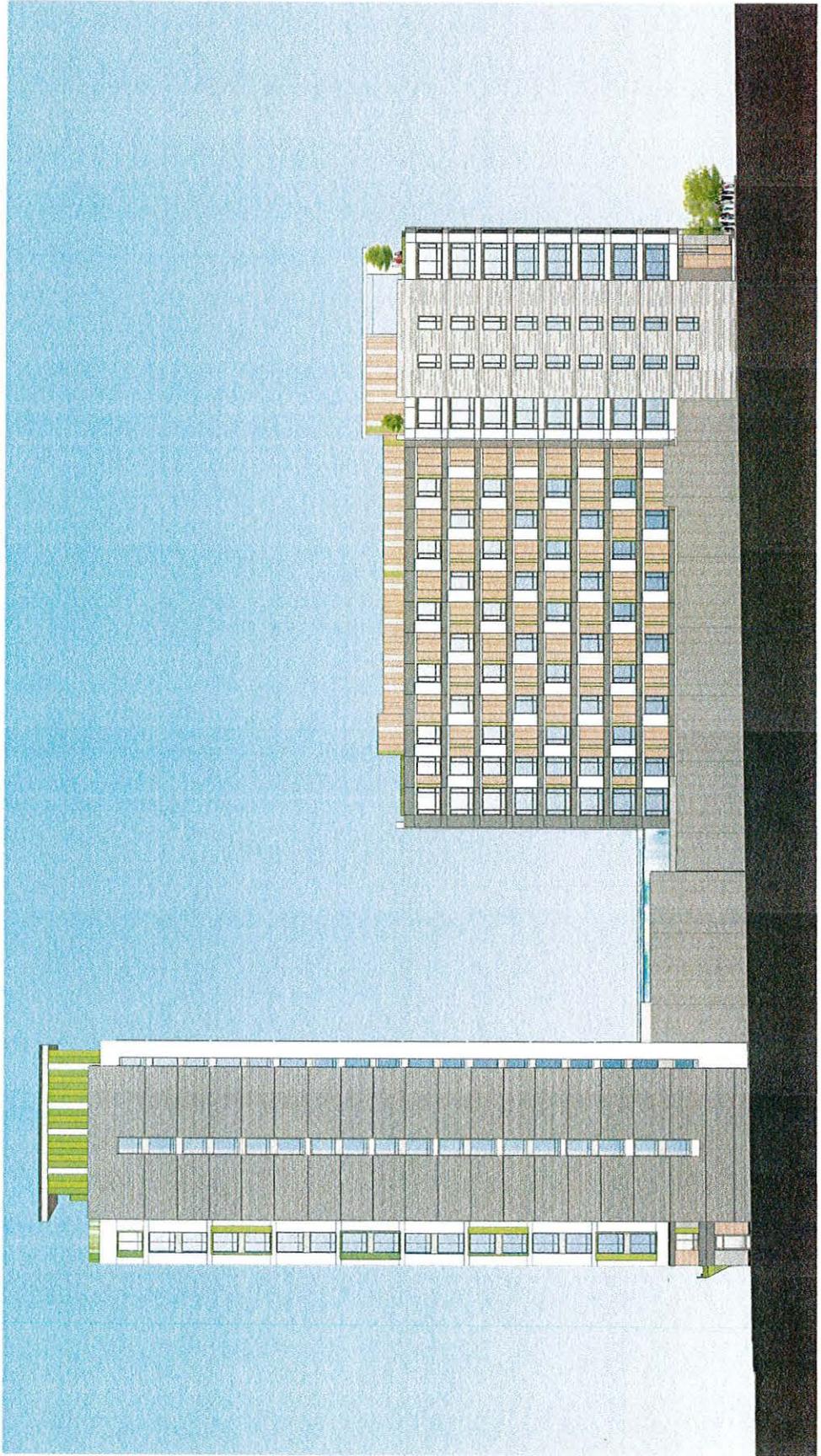
CONCEPTUAL PLANS

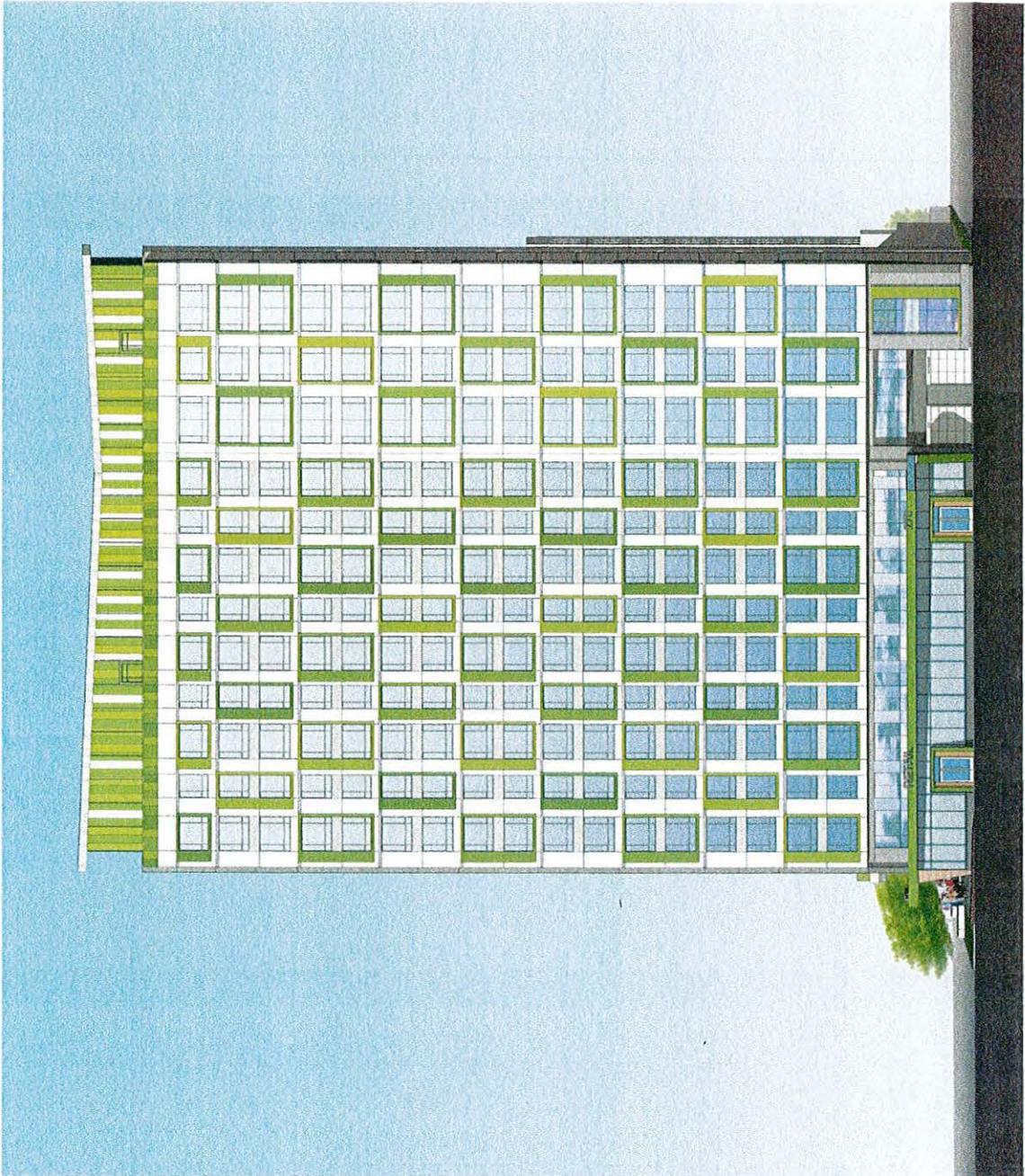
(Attached)



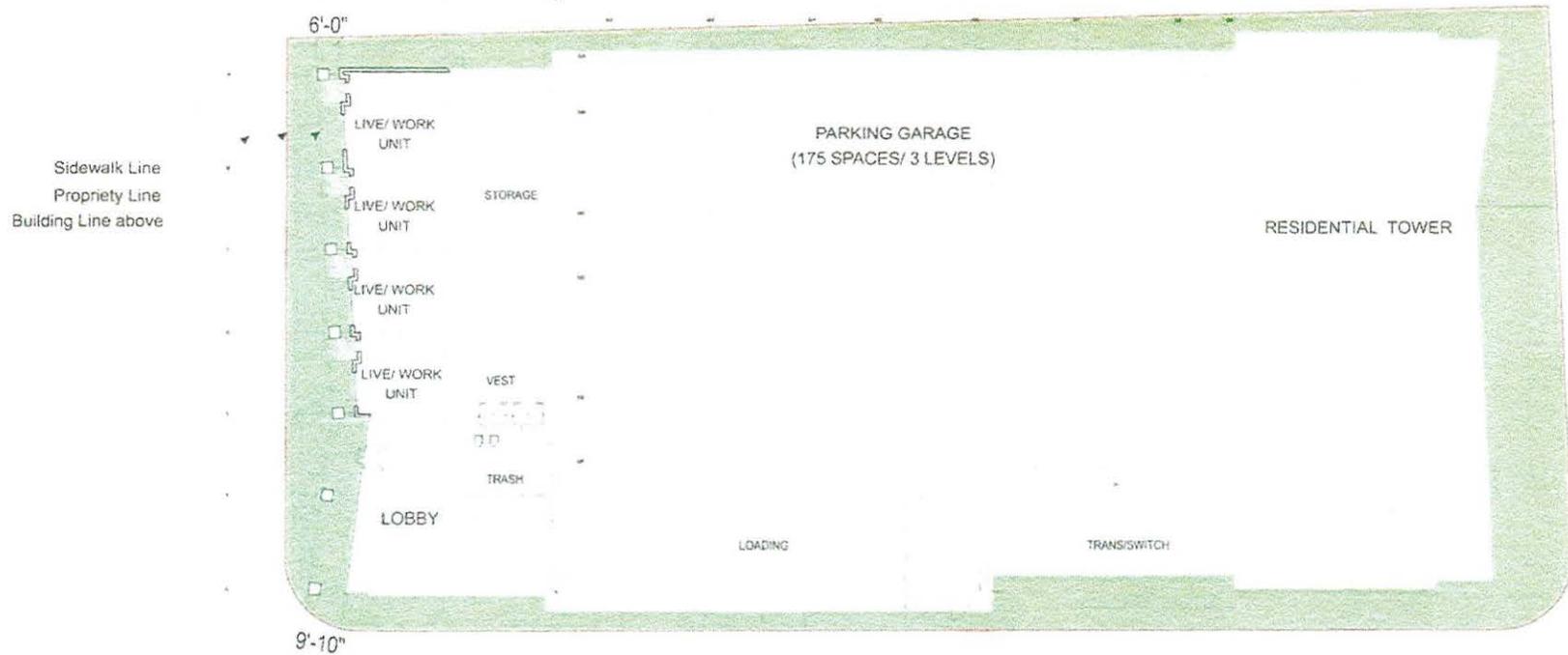






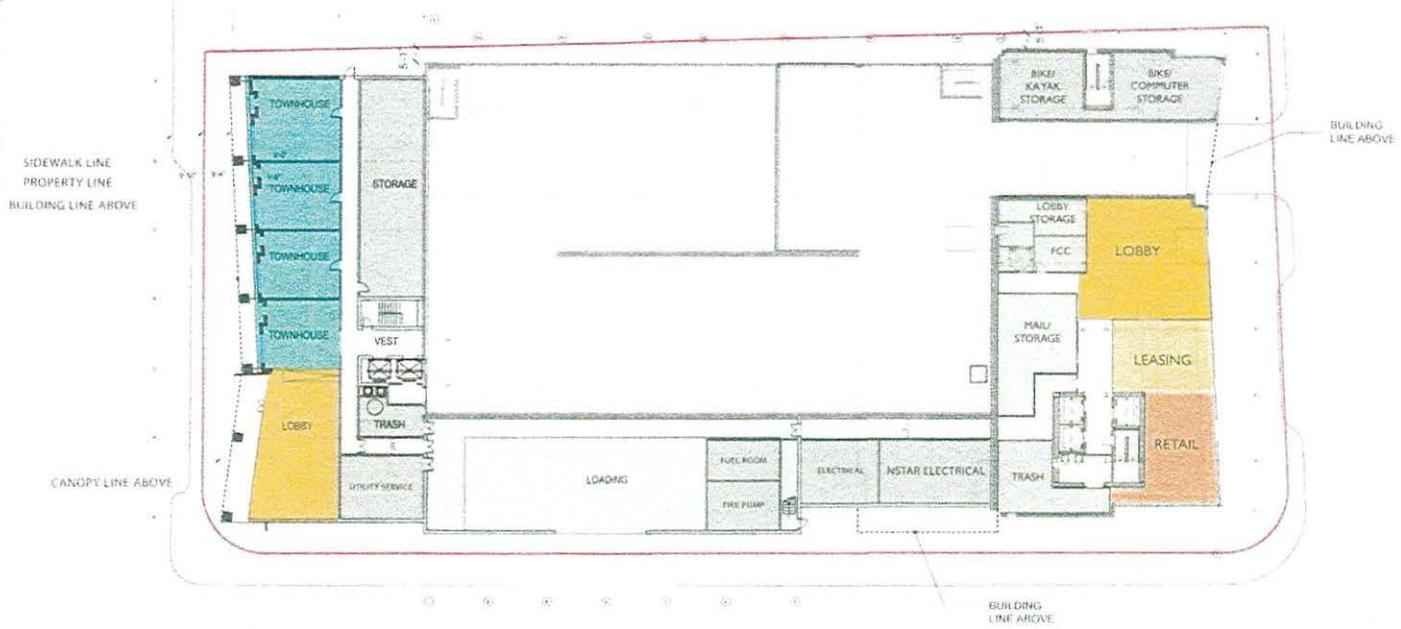






SITE AREA: 55,485 GSF
 BUILDING FOOTPRINT: 44,388 GSF
 OPEN SPACE 11,097 GSF (20%)

GROUND FLOOR



SITE AREA: 55,485 GSF
BUILDING FOOTPRINT: 44,388 GSF
OPEN SPACE 11,097 GSF (20%)

GROUND FLOOR PLAN



TYPICAL FLOOR PLAN



275 ALBANY STREET

01.22.2013

Amended and Restated Development Plan for
Planned Development Area No. 89,
275 Albany Street

Boston Redevelopment Authority

TO THE ZONING COMMISSION OF THE CITY OF BOSTON:

The Boston Redevelopment Authority, acting under Section 3-1A of the Boston Zoning Code, hereby petitions the Zoning Commission of the City of Boston for its approval of the Amended and Restated Development Plan for Planned Development Area No. 89, 275 Albany Street, dated March 14, 2013, and approved by the Boston Redevelopment Authority on March 14, 2013.

Said Amended and Restated Development Plan amends "Development Plan Planned Development Area No. 89, 275 Albany Street, South End, Boston" approved by the Authority on September 13, 2012, and approved by the Zoning Commission on October 10, 2012, effective, October 14, 2012. Planned Development Area No. 81 was designated on "Map 1P, South End Neighborhood District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 553, adopted by the Zoning Commission on October 10, 2012, effective October 14, 2012.

Petitioner: Boston Redevelopment Authority

By: Peter Meade, Director

Address: City Hall/9th Floor

Boston, MA 02201-1007

Tel. No.: 722-4300, ext. 4308

Date: as authorized by the BRA Board on March 14, 2013.

Amended and Restated Development Plan for
Planned Development Area No. 89,
275 Albany Street

Boston Redevelopment Authority

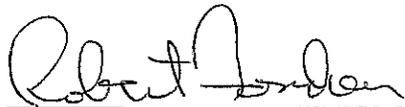
AMENDED AND RESTATED DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 89

275 ALBANY STREET, SOUTH END

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Amended and Restated Development Plan for Planned Development Area No. 89, 275 Albany Street, dated March 14, 2013, and approved by the Boston Redevelopment Authority on March 14, 2013.

Said Amended and Restated Development Plan amends "Development Plan Planned Development Area No. 89, 275 Albany Street, South End, Boston" approved by the Authority on September 13, 2012, and approved by the Zoning Commission on October 10, 2012, effective, October 14, 2012. Planned Development Area No. 81 was designated on "Map 1P, South End Neighborhood District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 553, adopted by the Zoning Commission on October 10, 2012, effective October 14, 2012.

Amended and Restated Development Plan for Planned Development Area No. 89, 275
Albany Street, South End



Chairman



Vice Chairman











In Zoning Commission

Adopted: April 10, 2013

Attest:


Executive Secretary

Amended and Restated Development Plan for Planned Development Area No. 89, 275
Albany Street, South End



Mayor, City of Boston

Date: 4-10-17

The foregoing Amended and Restated Development Plan, was presented to the Mayor on APRIL 10, 2013, and was signed by him on APRIL 10, 2013, whereupon it became effective on APRIL 10, 2013, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Executive Secretary, Boston Zoning Commission

MEMORANDUM

MARCH 14, 2013

TO: BOSTON REDEVELOPMENT AUTHORITY AND
PETER MEADE, DIRECTOR

FROM: HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
MICHAEL CANNIZZO, SENIOR ARCHITECT/URBAN DESIGNER
DANA WHITESIDE, DEPUTY DIRECTOR FOR COMMUNITY
ECONOMIC DEVELOPMENT
ERICO LOPEZ, SENIOR POLICY ADVISOR

SUBJECT: PUBLIC HEARING TO CONSIDER THE 275 ALBANY STREET
PROJECT, NOTICE OF PROJECT CHANGE AND AN AMENDED AND
RESTATED DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT
AREA NO. 89.

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority (the "BRA" or "Authority"): (i) approve the Amended and Restated Development Plan for Planned Development Area No. 89 at 275 Albany Street, in the South End neighborhood of Boston (the "Amended PDA Plan") pursuant to Section 80C of the Boston Zoning Code (the "Code"); (ii) authorize the Director of the Authority to petition the Zoning Commission of the City of Boston ("BZC") for approval of the Amended PDA Plan; (iii) authorize the Director of the Authority to issue a Determination waiving the requirement of further review pursuant to Article 80, Section 80A-6.2 of the Code in connection with the Notice of Project Change (the "NPC") for the 275 Albany Street project described in the Amended PDA Plan; (iv) authorize the Director of the Authority to issue Certification(s) of Consistency pursuant to Section 80C-8 of the Code; (v) authorize the Director of the Authority to issue Certifications of Compliance pursuant to Section 80B-6 upon successful completion of the Article 80 Large Project review process; and (vi) authorize the Director of the Authority to execute and deliver a Cooperation Agreement, an Affordable Rental Housing Agreement and Restriction, a Boston Residents Construction Employment Plan, and any and all other documents, as may be necessary and appropriate.

PROJECT SITE

The site is approximately 1.27 acres (55,485 square feet) in size and rectangular in shape, bounded by Traveler Street to the north, Albany Street and the south bound lanes of Interstate 93 to the east, East Berkeley Street and a Mobil gas station to the south and a group of buildings that make up the rest of the Harrison, Traveler, Albany, East Berkeley block and house the Medieval Manor, some small offices, Quinzani's Bakery, Ho Kong Bean Sprout Company, and Planet Self Storage (the whale building) to the west (the "Project Site").

PROJECT BACKGROUND

The 275 Albany Street project previously underwent Large Project Review under Article 80B of the Code. The project program consisted of two (2) hotels joined by a common above grade parking garage, loading dock, roof terrace and swimming pool. One (1) hotel was envisioned to be a "select-service" hotel and the other an "extended-stay" hotel.

The select-service hotel would occupy the northern end of the site and its front door was to be on Traveler Street. The select-service hotel would have approximately two hundred and ten (210) rooms and would be sixteen (16) stories high. Select-service hotels provide a less costly alternative for guests compared to a full-service hotel and are aimed at both business and leisure travelers. The select-service hotel included an approximately 4,000 square foot restaurant on the ground floor, occupying the corner of the building at the Albany and Traveler Street intersection, where it would help to enliven the street environment. The hotel would have also featured a swimming pool and a roof terrace on the second level.

The extended-stay hotel would have an L-shaped footprint and occupy the southern end of the site. Its front door would be on the East Berkeley Street. The extended-stay hotel would have had approximately one hundred and ninety-eight (198) rooms and would be nine (9) stories high on East Berkeley and seven (7) stories high on Albany Street. Extended-stay hotels are designed for the business traveler who generally plans to stay a week or more. The proposed hotel would have been well positioned to serve visitors and exhibitors at the Boston Convention and Exhibition Center who often require longer stays to attend conventions ("Original Proposed Project").

An Expanded Project Notification Form ("PNF") for the Original Proposed Project was filed with the Authority on January 15, 2010 by BH Normandy 275 Albany Street LLC (the "Previous Proponent"). On August 17, 2010, the BRA authorized the Director of the BRA to issue a Scoping Determination waiving further review under Article 80B of the Code based on a finding that the PNF adequately described the potential impacts of the Original Proposed Project and that the mitigation measures proposed were sufficient to minimize those impacts. On August 24, 2010, the Authority issued a

Scoping Determination waiving further review for the Original Proposed Project under Article 80B of the Code. On July 27, 2012, the Previous Proponent filed an application for a Planned Development Area for Planned Development Area No. 89 ("PDA No. 89") approval with the Authority. On August 16, 2012, the Previous Proponent filed a Notice of Project Change (the "Initial NPC") reflecting the change from the Original Proposed Project to a project with one hotel component and one residential component (the "Recently Approved Project"). PDA No. 89 for the Recently Approved Project was approved by the Authority on September 13, 2012 and PDA No.89 was approved by the BZC on October 10, 2012. On January 25, 2013, Albany Street JV LLC (the "Proponent") filed an Amended PDA Plan with the Authority. On February 14, 2013 the Proponent filed an NPC reflecting the change from the Recently Approved Project to a project with two residential components (the "Proposed Project").

DEVELOPMENT TEAM

The development team consists of:

Owner/
Developer: Albany Street JV LLC
Justin D. Krebs - Normandy Real Estate Partners
Kelly Saito - Gerding Edlen

Architect: ADD Inc.
James Gray
Tamara Roy

Counsel: Mel Shuman Law
Melvin R. Shuman

THE AMENDED AND RESTATED PLANNED DEVELOPMENT AREA

On January 25, 2013, the Proponent filed the Amended PDA Plan, and set the development plan for the approximately 1.27 acre site at the Project Site. The Amended PDA Plan specifically delineated the proposed location and description of the property, location and appearance of the structures, open spaces and landscaping, proposed uses of the area, densities, traffic circulation, parking and loading facilities, and access to public transportation, proposed dimensions of structures, and public benefits.

Albany Street JV LLC, a Delaware limited liability company, its successors and assigns (the "Developer"). The Developer is a joint venture between BH Normandy 275 Albany Street LLC, an affiliate of Normandy Real Estate Partners, with an address of 53 Maple Avenue, Morristown, NJ 07960, and GEGCF II Albany Street LLC, an affiliate of Gerding Edlen, with an address of 1477 NW Everett Street, Portland, OR 97209.

THE NOTICE OF PROJECT CHANGE/PROPOSED PROJECT

As currently planned, the Proposed Project consists of two primary building elements: one on the northern end of the Project Site (the "Traveler Structure") fronting on Traveler Street that will rise up to nineteen (19) stories; and the other an L-shaped structure on the southern end of the Project Site fronting on East Berkeley Street (the "East Berkeley Structure") that will rise up to eleven (11) stories. It is anticipated that the Traveler Structure will be used for residential use with up to 220 units and the East Berkeley Structure will be used for residential use with up to 180 units, provided that the total number of units located in the Proposed Project will not exceed 380 units. In addition, the Proposed Project will include complementary retail uses, which may include restaurant use and accessory parking. The uses will share the parking structure and loading area and may also share additional amenities such as fitness facilities, and/or a roof terrace.

A three (3) level, above-grade parking garage housing up to one-hundred and eighty (180) spaces will be located between the two building elements, shielded from public view from all three public streets by the Traveler Structure and the East Berkeley Structure. Additional parking, if any, may be provided off-site.

The Proposed Project will contain up to 330,000 square feet of gross floor area, of which up to 200,000 square feet of gross floor area will be located in the Traveler Structure and up to 150,000 square feet of gross floor area will be located in the East Berkeley Structure, provided that the entire Proposed Project will not contain more than 330,000 square feet of gross floor area. In addition, the Proposed Project will include up to 65,000 square feet of parking. The Floor Area Ratio ("FAR") of the overall Proposed Project, exclusive of parking, will not exceed 6.0, though the FAR of portions of the Project Area to be occupied by the structures included in the Proposed Project may exceed 6.0 so long as the gross floor areas of such structures do not exceed the limitations set forth above. The height of the Proposed Project will not exceed 200 feet, excluding the mechanical penthouse and the elevators and stairways serving the mechanical penthouse.

The Proposed Project may be constructed in up to two phases (each, a "Phase"). If constructed in Phases, one Phase will include the Traveler Structure and the other Phase will include the East Berkeley Structure. The parking garage may be constructed as part of either Phase. If the Proposed Project is completed in Phases, parking may be provided off-site until completion of the second Phase, provided that appropriate arrangements are made to ensure that such parking will be available to the Proposed Project. In such case, if the Traveler Building is constructed first, no less than 90 parking spaces will be provided for the Traveler Building pending completion of the East Berkeley Building; if the East Berkeley Building is constructed first, no less than 45 parking spaces will be provided for the East Berkeley Building pending completion of the Traveler Building. All loading facilities will be located within the building with

access from and egress to Albany Street. Up to two (2) truck bays will be provided. The size of the loading area will permit all trucks to enter directly into the loading bay and turn and maneuver as necessary within the building.

It is anticipated that the Proposed Project will create approximately two hundred to three hundred (200-300) construction jobs, and approximately 15 permanent jobs.

Total project cost is \$145,000,000 and construction is intended to start in the fourth quarter of 2013 and take approximately twenty-four (24) months to complete.

Open Space and Landscaping

The Project Site will be improved with new sidewalks and street trees on East Berkeley Street, Albany Street and Traveler Street. In addition, it is currently contemplated that a green roof and deck space will be incorporated into the Proposed Project on the second level in between the Traveler Building and the parking garage and extending to Albany Street in between the Traveler Building and the East Berkeley Building. The Proposed Project is exempt from Section 64-29.3 of the Code since its approvals under Section 80B of the Code were granted prior to the first notice of hearing before the Zoning Commission for adoption of Section 64-29.3. However, no less than 20% of the Proposed Project Site will be open space accessible to the general public.

Proposed Traffic Circulation

Current traffic circulation around the Project Site is expected to remain as is: two-way traffic on Traveler Street, one-way traffic in a southerly direction on Albany Street, and one-way traffic in a westerly direction on East Berkeley Street. It is currently anticipated that the Traveler Structure will have a separate main entrance with associated drop-off/pick-up areas on Traveler Street and the East Berkeley Structure will have a separate main entrance with associated drop-off/pick-up areas on East Berkeley Street. Vehicles will be permitted to access and exit the parking garage on Traveler Street only.

Access To Public Transportation

The Project Site is located close to several public transportation options providing service to downtown Boston, the Back Bay, Chinatown, South Boston and Cambridge. Three MBTA bus routes have stops near the Project Site. The MBTA's Silver Line on Washington Street, located two blocks from the Project Site, provides service to the Downtown Crossing area of Boston. The MBTA's Red Line Broadway Station, located approximately one quarter of a mile from the Project Site, provides service between Ashmont and Braintree in the south and downtown Boston and Cambridge in the north. The Red Line provides connection between downtown and the Silver, Orange and Green Lines, as well as regional commuter rail and intercity bus services at South Station.

PUBLIC PROCESS

The BRA sponsored a public meeting regarding the Initial NPC and the PDA No. 89 on August 29, 2012 at 6:00pm, at the Benjamin Franklin Institute of Technology, 41 Berkeley Street, Boston, MA 02116. The meeting was advertised in the *Boston Courant and the South End News*. The comment period on the proposed PDA No. 89 and the Initial NPC ended on September 10, 2012. The BRA sponsored another public meeting regarding the NPC and the Amended PDA Plan on February 26, 2013 at 6:30pm, at Project Place, 1145 Washington St suite 2, Boston, MA 02118. The meeting was advertised in the *Boston Courant and the South End News*. The comment period on the NPC and the Amended PDA Plan ended on March 12, 2013.

AFFORDABLE HOUSING

Up to thirty eight (38) units within the Proposed Project will be created as affordable housing (the "Affordable Units"). The Proposed Project is subject to the Inclusionary Development Policy, dated September 27, 2007 ("IDP"); which requires that the on-site affordable units be made affordable to households earning seventy percent (70%) of Area Median Income ("AMI").

The Proponent will construct affordable housing units equivalent to 10% of the dwelling units and contribute to the Inclusionary Development Program an amount equivalent to 10% of the Dwelling Units included in the residential portion of the project. This program is specifically authorized by Section 64-29.1(c) of the Zoning Code adopted earlier this year which, as follows, provides two options for satisfying the affordable housing requirement:

1. The Proponent of any Proposed Project within a PDA devoting any amount of Gross Floor Area to Residential Uses must construct or cause the construction of either:
 - a. Affordable Housing, as defined in Section 64-41.1, in an amount equivalent to no less than twenty percent (20%) of the Dwelling Units included within the Proposed Project, with all such Affordable Housing located on-site; or
 - b. A combination of such Affordable Housing and another significant contribution, consisting of: (a) on-site Affordable Housing in an amount equivalent to no less than ten percent (10%) of the Dwelling Units included within the Proposed Project; and (b) an equivalent contribution to the Inclusionary Development Program Fund, administered by the Authority, and/or the creation of off-site Affordable Housing, the combination of which shall be the equivalent of 10 percent (10%) of the Dwelling Units included in the Proposed Project.

The Proponent's affordable housing plan for the Proposed Project, as described above, utilizes option b.

Upon the issuance of the first Certificate of Occupancy for the Proposed Project, the Developer will make a payment to the Authority's Inclusionary Development Fund representing ten percent (10%) of the units in the Proposed Project in the amount of \$200,000 per unit - an amount of up to Seven Million Six Hundred Thousand Dollars (\$7,600,000) for offsite affordable housing.

Rental prices and income limits will be adjusted according to HUD at the time of the initial rental of the Affordable Units.

An Affordable Rental Housing Agreement ("ARHA") must be executed along with, or prior to, the issuance of the Certification of Approval for the NPC. The Developer must also submit an Affirmative Marketing Plan (the "Plan") for the ARHA to the Boston Fair Housing Commission and the BRA, which shall be approved prior to the execution of the ARHA. Preference will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Boston resident; and
- (2) Household size (a minimum of one (1) person per bedroom); and

The Affordable Units will not be marketed prior to the submission and approval of the Plan. A deed restriction will be placed on the Affordable Units to maintain affordability for a total period of fifty (50) years (this includes thirty (30) years with a BRA option to extend for an additional period of twenty (20) years). The household income of any subsequent leaser of the Affordable Units during this fifty (50) year period must fall within the applicable income limit for each Affordable Unit.

PUBLIC BENEFITS

The Proposed Project will revitalize a large vacant parcel in the South End bringing life and vitality to a blighted area and serving as a catalyst for change in the neighborhood. It will also serve as a buffer between the imposing hulk of the Southeast Expressway and the historic South End neighborhood. The streetscape around the Proposed Project will be improved with new paving, lighting and landscaping. The Proposed Project will energize and enliven the area providing eyes and ears to the street to make the area safer, friendlier and more attractive for visitors and residents alike. The Proposed Project will provide new residential opportunities at reasonable prices to complement the existing housing stock in the neighborhood, and increase the vitality of the surrounding area. In accordance with Section 64-29.1 of the Code, the Proposed Project will provide Affordable Housing, as defined in Section 64-41.1 of the Code, in an amount equivalent to no less than twenty percent (20%) of the dwelling units included in the Project, with at least ten percent (10%) of the units located on the Project Site. When fully operational, the Proposed Project is estimated to produce over \$900,000 annually in real estate taxes for the City of Boston. Albany Street JV LLC has

volunteered an additional community benefit package of \$250,000 to be delivered to the BRA at the issuance of occupancy permit.

RECOMMENDATION

Based on the foregoing, BRA staff recommends that the Director: (i) approve the Amended PDA Plan pursuant to Section 80C of the Code; (ii) authorize the Director of the Authority to petition the Zoning Commission of the City of Boston for approval of the Amended PDA Plan; (iii) authorize the Director of the Authority to issue a Determination waiving the requirement of further review pursuant to Article 80, Section 80A-6.2 of the Code in connection with the Proposed Project described in the Amended PDA Plan; (iv) authorize the Director of the Authority to issue Certification(s) of Consistency pursuant to Section 80C of the Code; (v) authorize the Director of the Authority to issue a Certification of Compliance pursuant to Section 80B-6 upon successful completion of the Article 80 Large Project review process; and (vi) authorize the Director of the Authority to execute and deliver a Cooperation Agreement, an Affordable Rental Housing Agreement and Restriction, a Boston Residents Construction Employment Plan, and any and all other documents, as may be necessary and appropriate.

Appropriate votes follow:

VOTED: That, in connection with the Amended and Restated Development Plan for Planned Development Area No. 89 at 275 Albany Street, in the South End neighborhood of Boston, (the "Amended PDA Plan") describing the 275 Albany Street Project (the "Proposed Project") presented at the public hearing duly held at the offices of the Boston Redevelopment Authority (the "BRA") on March 14, 2013, and after consideration of evidence presented at and in connection with the hearing on the Amended PDA Plan and the Proposed Project, the BRA finds that: (a) such Amended PDA Plan is not for a location or Proposed Project for which Planned Development Areas are forbidden by the underlying zoning; (b) the Proposed Project in such Amended PDA Plan complies with the provisions of the underlying zoning that establish use, dimensional, design and other requirements for Proposed Projects in Planned Development Areas; (c) such Amended PDA Plan complies with any provisions of underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) such Amended PDA Plan conforms to the plan for the district, subdistrict or similar geographic area in which the Planned Development Area is located, and to the general plan for the City as a whole; and (e) on balance, nothing in such Amended PDA Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and

FURTHER

VOTED: That the BRA approves, pursuant to Section 80C of the Boston Zoning Code (the "Code"), the Amended PDA Plan in substantial accord as presented to the BRA on March 14, 2013; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to petition the Zoning Commission for approval of the Amended PDA Plan, pursuant to Section 80C of the Code in substantial accord, as presented to the BRA on March 14, 2013; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Determination waiving the requirement of further review pursuant to Article 80, Section 80A-6.2 of the Code in connection with the Proposed Project; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue one or more Certifications of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code, when appropriate; and

FURTHER

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

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute and deliver a Cooperation Agreement, an Affordable Rental Housing Agreement and Restriction, a Boston Residents Construction Employment Plan and any and all other documents, as may be necessary and appropriate, and upon terms and conditions determined to be in the best interest of the BRA, in connection with the Proposed Project and the Amended PDA Plan.