

**AMENDED AND RESTATED DEVELOPMENT PLAN FOR
THE OFFICE BUILDINGS / SPORTS PROJECT
(FORMERLY THE OFFICE BUILDINGS PROJECT)**

WITHIN

PLANNED DEVELOPMENT AREA NO. 87

BOSTON LANDING

GUEST STREET, LIFE STREET AND ARTHUR STREET

BRIGHTON AREA OF BOSTON

DATED: [BRA Board Date]

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DATED: [BRA Board Date]

1. **The Amended and Restated Development Plan.** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts, as amended (as so amended, the “Code”), and the Master Plan for Planned Development Area (“PDA”) No. 87, Boston Landing, Guest Street, Life Street and Arthur Street, Brighton Area of Boston, as amended, (as so amended, the “PDA Master Plan”), this plan constitutes the Amended and Restated Development Plan (the “Amended and Restated Development Plan”) for the development of the Office Buildings/Sports Project (the “Proposed Project”) (formerly the Office Buildings Project) located on the northerly side of Guest Street and westerly of the New Balance Headquarters Project and the Hotel Project (the “Site”) by Boston Landing LLC (the “Proponent”), within the approximately 15.19 acres (about 661,676 square feet) of land known as and numbered 38-180 Guest Street, 77 Guest Street, 125 Guest Street and two (2) vacant lots, all located in the Brighton Section of Boston, Massachusetts (such land, the “PDA Master Plan Area”, also referred to herein as “Boston Landing”). The PDA Master Plan Area is depicted on the plan dated June 25, 2014 entitled “Boston Landing Guest Street, Brighton, MA Parcels Plan,” prepared by CHA, a copy of which is attached hereto as Exhibit A (the “Survey”). The location of the Site is depicted on Exhibit B attached hereto.

This Amended and Restated Development Plan sets forth the information on the Proposed Project, including proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, proposed phasing, access to public transportation, and dimensions of structures proposed as part of the Proposed Project.

Upon approval, this Amended and Restated Development Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for the Proposed Project will be issued

until the Boston Redevelopment Authority (the “**BRA**”) has issued a Certification of Consistency, or a partial Certification of Consistency, as applicable, for such Proposed Project. To the extent that the Director of the BRA certifies consistency with this Amended and Restated Development Plan, the Proposed Project will be deemed to be in compliance with the requirements of the Code under Section 80C-9, to the extent that such requirements have been addressed in this Amended and Restated Development Plan.

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

2. **The Proponent.** Boston Landing LLC is a privately held Massachusetts limited liability company with its business address at 20 Guest Street, Brighton, Massachusetts 02135.

3. **The PDA Master Plan Area/Boston Landing.** Boston Landing consists of 11 parcels of land, comprising 7 tax lots, and contains about 15.19 acres (about 661,676 square feet) of land area located on both the north and south sides of Guest Street. The portion of Boston Landing on the northerly side of Guest Street is bounded to the north by land of the Massachusetts Department of Transportation, to the south by Guest Street, to the east by a Stop & Shop Supermarket and to the west by the office complex known as Brighton Landing. The portion of Boston 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 Arthur Street, and to the west by Life Street. The entirety of Boston Landing is located within the Planned Development Area overlay district governed by the PDA Master Plan. The entirety of Boston Landing is owned by the Proponent, except for the New Balance Headquarters Project which is owned by Railyard Realty, LLC, a Massachusetts limited liability company, which is an entity related to the Proponent.

4. **The Office Buildings / Sports Project Site.** The Office Buildings / Sports Projects Site consists of approximately 3.14 acres (approximately 136,605 square feet).

(a) **The Office Component.** The Office Component will be up to 190,000 square feet of Floor Area, Gross, will be up to 165 feet in Building Height and will contain Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified as a BSL-3 or BSL-4 shall be permitted) and Studio Production Use.

(b) **The Sports Component.** The Sports Component will be up to 75,000 square feet of Floor Area, Gross, will be up to 70 feet in Building Height and will contain an ice skating rink together with locker rooms and associated office space, concession areas, and skate rentals, along with seating areas for approximately 650 spectators.

The existing improvements on the Site within the PDA Master Plan Area, Boston Landing, where the Proposed Project will be situated have been razed in order to allow construction of the Proposed Project to proceed.

The Site is located in the area as shown on Exhibit B and contains about 80,150 square feet of land.

5. **General Description of Proposed Project and Uses.** The Office Buildings / Sports Project proposes the construction of one building, with two components, of up to 265,000 square feet of Floor Area, Gross, and up to 165 feet in Building Height, containing Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified by the U.S. Centers for Disease Control as a Biosafety Level 3 or 4 (“BSL-3” or “BSL-4”) shall be permitted), Studio Production Use and a Sports Use that will contain a venue for ice hockey, exclusive of parking, loading, Retail Use, Restaurant Use and/or Service Use. Up to 465 parking spaces at, above and/or below grade are associated with both components of the Proposed Project. The Proposed Project may also entail approximately 15,000 square feet of Floor Area, Gross, devoted to Retail Use, Restaurant Use and/or Services Use within the two components. The Office Component will include up to 190,000 square feet of Floor Area, Gross, up to 165 feet in Building Height, and will be orientated on Guest Street immediately west of the approximately 1.4 acres of open space associated with the New Balance World Headquarters. The Sports Component will include an ice skating rink together with locker rooms and associated office space, concession areas, and skate rentals, along with seating areas for approximately 650 spectators in up to 75,000 square feet of Floor Area, Gross, up to 70 feet in Building Height, and will be orientated to the north of the Office Component, abutting the Massachusetts Turnpike, just to the west of the New Balance World Headquarters Building.

6. **Zoning.** The underlying zoning for Boston Landing is governed by the Allston-Brighton Neighborhood District Article 51 of the Code. Boston Landing is located within the Guest Street Industrial Subdistrict of the underlying zoning. Upon approval of each, the PDA Master Plan and this Amended and Restated Development Plan will provide the zoning for the Site and the Proposed Project. The Proposed Project will comply with Article 37, Green Buildings, of the Code.

7. **Planning Context/Objectives.** The Proposed Project is part of a mixed-use development on a portion of the approximately 15.19 acres of land in close proximity to the existing New Balance World Headquarters Building at 20 Guest Street and along the Massachusetts Turnpike in the City of Boston’s Brighton neighborhood. The PDA Master Plan calls for the revitalization of a former industrial area that once served as the region’s largest Stockyard, into a vibrant 20th century destination for companies with a shared vision to create a district where the focus will be on health and wellness. The Proponent’s mission is to create a state-of-the-art development that compliments the existing neighborhood fabric and introduces new office space, retail stores, restaurants, service establishments, residential uses and sports related uses. The property in the area consists of out-dated, and in some cases vacant, industrial buildings with total of less than 1% of landscaped open space. As shown on the Conceptual Site Plan of the Proposed Project and the Other Future Proposed Projects, attached as Exhibit B, the Proponent, with guidance from the Brighton Guest Street Planning Study, has laid a new foundation for the vision of the Guest Street, Life Street and Arthur Street corridors, with well-designed and a well-coordinated mix of buildings, uses and facilities, and with a generous supply of landscaped open space. The Proposed Project is part of a new mixed-use development within a flourishing neighborhood that will compliment and expand upon existing amenities.

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

9. **Density and Dimensions of Proposed Project.** The Office Buildings / Sports Project proposes the construction of one building, with two components, of up to 265,000 square feet of Floor Area, Gross, up to 165 feet in Building Height, containing Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified by the U.S. Centers for Disease Control as a Biosafety Level 3 or 4 (“BSL-3” or “BSL-4”) shall be permitted), Studio Production Use and a Sports Use that will contain a venue for ice hockey, exclusive of parking, loading, Retail Use, Restaurant Use and/or Service Use. Up to 465 parking spaces at, above and/or below grade are associated with both components of the Proposed Project. The Proposed Project may also entail approximately 15,000 square feet of Floor Area, Gross devoted to Retail Use, Restaurant Use and/or Services Use within the two components. The Office Component will include up to 190,000 square feet of Floor Area, Gross, up to 165 feet in Building Height, and will be orientated on Guest Street immediately west of the approximately 1.4 acres of open space associated with the New Balance World Headquarters. The Sports Component will include an ice skating rink together with locker rooms and associated office space, concession areas, and skate rentals, along with seating areas for approximately 650 spectators in up to 75,000 square feet of Floor Area, Gross, up to 70 feet in Building Height, and will be orientated to the north of the Office Component, abutting the Massachusetts Turnpike, just to the west of the New Balance World Headquarters Building.

10. **Proposed Traffic Circulation.** Boston Landing is bounded on the north and south by Guest Street, on the west by Life Street and on the east by Arthur Street. It is also in close proximity to Market Street and North Beacon Street. Most are public streets under the jurisdiction of the City of Boston. Guest Street and Life Street are undergoing full depth reconstruction and when complete will be in compliance with the guidelines of the City of Boston’s Complete Streets Guidelines. Boston Landing allows Life Street to be extended to the north, across Guest Street to the Service Road that runs parallel with the Turnpike. The northern terminus of what someday could become Hichborn Street Extension will be constructed north of Guest Street and run beneath the New Balance Headquarters Building to the Service Road. Arthur Street will be extended across the eastern end of Guest Street to what will become the eastern terminus of the Service Road and the pick-up and drop-off location for the future Boston Landing at Allston Brighton Commuter Rail Station.

As part of the Third PDA Master Plan Amendment submission, the Proponent provided a Transportation Impact Assessment of the Proposed Project and the other future proposed projects. The Proponent has also submitted the Transportation Impact Assessment for the Proposed Project and the Other Future Proposed Projects which is included in the Notice of Project Change submitted to the BRA in accordance with the Article 80A-6. The proposed vehicular and pedestrian circulation patterns are shown on the Site and Traffic Circulation Plan attached hereto as Exhibit D. Sidewalks along Guest Street and Life Street will be expanded to provide more comfortable pedestrian circulation and queuing areas. The Proposed Project will have overhangs and/or canopying elements to shelter pedestrians during inclement weather.

11. **Parking and Loading Facilities.** While it is anticipated that there will be up to 1,900 parking spaces to serve the Proposed Project and the Other Future Proposed Projects, and adequate loading facilities will be provided, the number and location of the parking and loading components will be determined as part of the Article 80, review process. The Proposed Project will be built along with up to 465 parking spaces. The parking spaces will be located at, above and/or below grade. The PDA Master Plan allows for up to 851,000 square feet of Floor Area, Gross of parking and loading areas in the aggregate for all of the Future Proposed Projects, including the Proposed Project, of which approximately 479,500 square feet of parking and loading areas will be located at or above grade. Of the approximately 182,000 square feet of parking associated with the Proposed Project, approximately 80,000 square feet will be below grade and approximately 102,000 square feet will be at grade and above. Currently, there are proposed to be approximately 240 spaces at and above grade and approximately 225 spaces below grade. Areas dedicated to loading for the Proposed Project will be approximately 8,000 square feet, at or above grade.

12. **Access to Public Transportation and Pedestrian Connections.** Boston Landing is served by MBTA Bus #64 and #68. It is anticipated that in the fall of 2016 the Proponent will complete construction on the Boston Landing at Allston Brighton Commuter Rail Station. In addition, the Proponent intends to provide regular shuttle service to and from Kenmore Square and Harvard Square.

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

13. **Development Schedule.** It is the Proponent's desire to commence construction of the Proposed Project not later than November of 2014.

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

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

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

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

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

(d) The Proposed Project will contain the first non-institutional hockey rink built in the City of Boston since the 1970's;

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

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

(g) The Proposed Project will create new LEED certifiable buildings along the spine of the Massachusetts Turnpike;

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

(i) The Proposed Project will enhance critical mass of new usable space in the Boston Landing area.

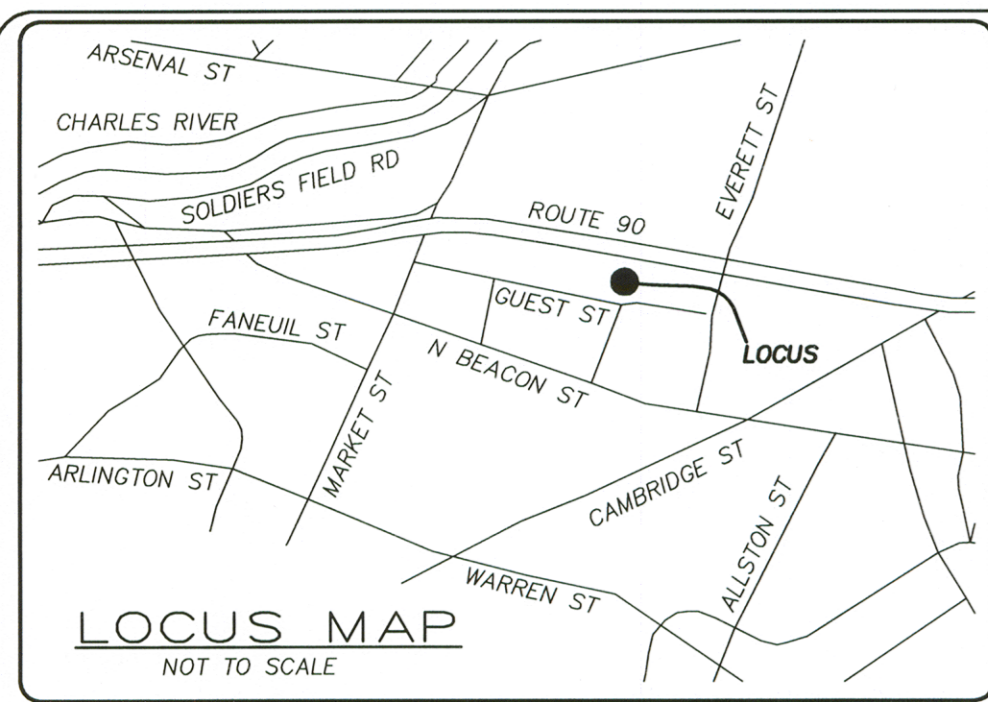
16. **Green Buildings.** Article 37 of the Code was promulgated to promote sustainable development in the City of Boston, and requires certain Proposed Projects to be "LEED Certifiable" (as defined in Section 37-2 of the Code). Accordingly, the Proposed Project will be planned, designed, and constructed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

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

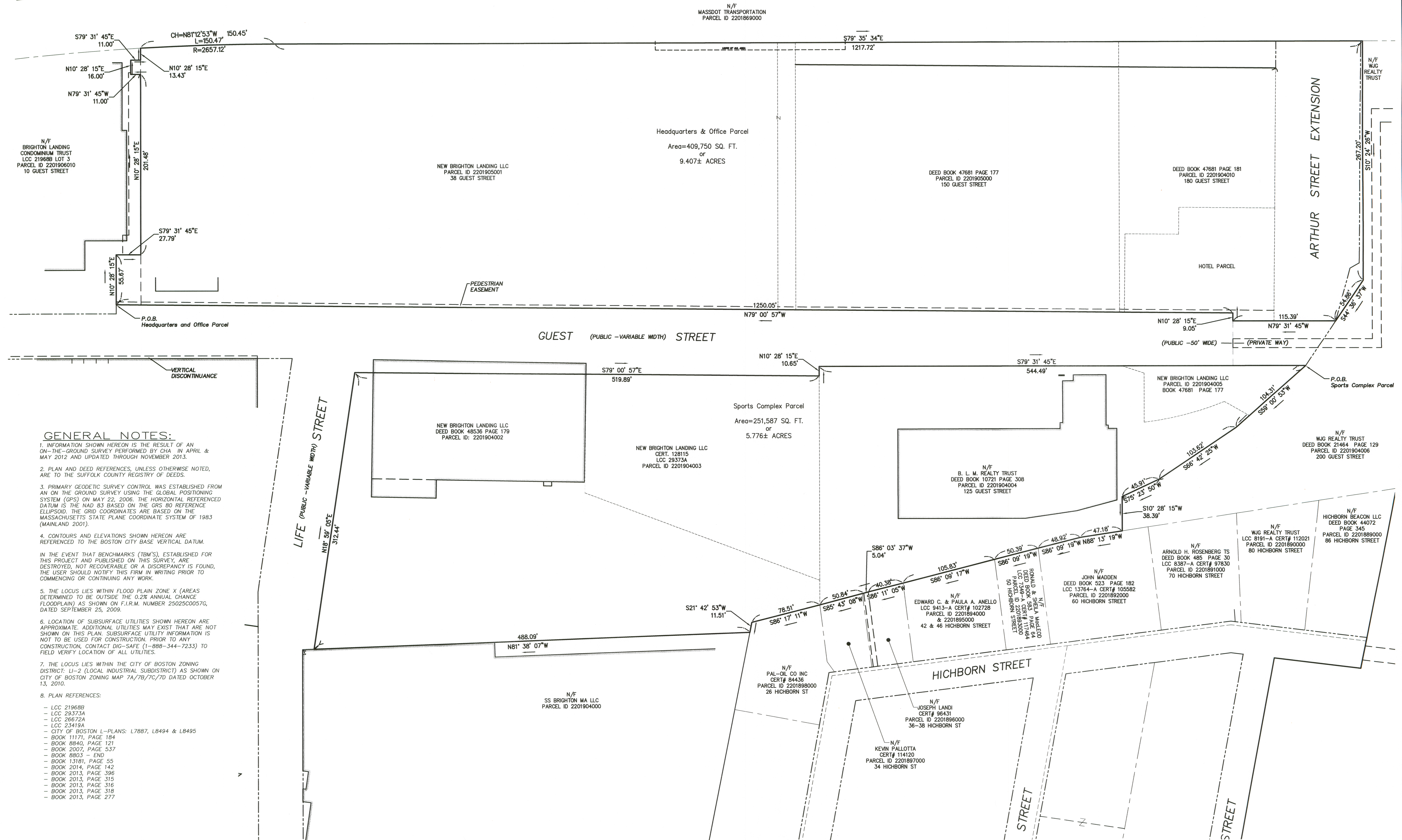
18. **Applicability and Compliance.** In accordance with Section 80C-8 of the Zoning Code, the consistency of the Proposed Project with this Amended and Restated Development Plan, as evidenced by the issuance by the BRA of one or more Certifications of Consistency or Partial Certifications of Consistency,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

Exhibit A

Survey of PDA Master Plan Area/Boston Landing



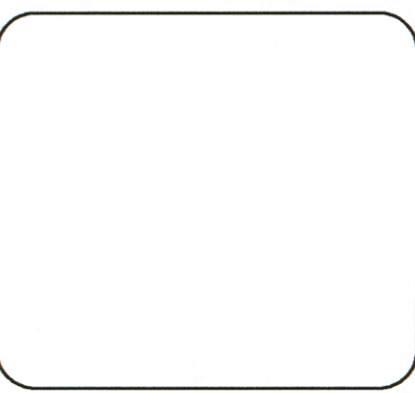
MASSACHUSETTS TURNPIKE (I-90)



GENERAL NOTES:

1. INFORMATION SHOWN HEREON IS THE RESULT OF AN ON-THE-GROUND SURVEY PERFORMED BY CHA IN APRIL & MAY 2012 AND UPDATED THROUGH NOVEMBER 2013.
2. PLAN AND DEED REFERENCES, UNLESS OTHERWISE NOTED, ARE TO THE SUFFOLK COUNTY REGISTRY OF DEEDS.
3. PRIMARY GEODETIC SURVEY CONTROL WAS ESTABLISHED FROM AN ON-THE-GROUND SURVEY USING THE GLOBAL POSITIONING SYSTEM (GPS) ON MAY 22, 2006. THE HORIZONTAL REFERENCED DATUM IS THE NAD 83 BASED ON THE GRS 80 REFERENCE ELLIPSOID. THE GRID COORDINATES ARE BASED ON THE MASSACHUSETTS STATE PLANE COORDINATE SYSTEM OF 1983 (MAINLAND 2001).
4. CONTOURS AND ELEVATIONS SHOWN HEREON ARE REFERENCED TO THE BOSTON CITY BASE VERTICAL DATUM.
- IN THE EVENT THAT BENCHMARKS (TBM'S), ESTABLISHED FOR THIS PROJECT AND PUBLISHED ON THIS SURVEY, ARE DESTROYED, NOT RECOVERABLE OR A DISCREPANCY IS FOUND, THE USER SHOULD NOTIFY THIS FIRM IN WRITING PRIOR TO COMMENCING OR CONTINUING ANY WORK.
5. THE LOCUS LIES WITHIN FLOOD PLAIN ZONE X (AREAS DETERMINED TO BE OUTSIDE THE 0.2% ANNUAL CHANCE FLOODPLAIN) AS SHOWN ON F.I.R.M. NUMBER 2502500057G, DATED SEPTEMBER 25, 2009.
6. LOCATION OF SUBSURFACE UTILITIES SHOWN HEREON ARE APPROXIMATE. ADDITIONAL UTILITIES MAY EXIST THAT ARE NOT SHOWN ON THIS PLAN. SUBSURFACE UTILITY INFORMATION IS NOT TO BE USED FOR CONSTRUCTION. PRIOR TO ANY CONSTRUCTION, CONTACT DIG-SAFE (1-888-344-7233) TO FIELD VERIFY LOCATION OF ALL UTILITIES.
7. THE LOCUS LIES WITHIN THE CITY OF BOSTON ZONING DISTRICT: LI-2 (LOCAL INDUSTRIAL SUBDISTRICT) AS SHOWN ON CITY OF BOSTON ZONING MAP 7A/7B/7C/7D DATED OCTOBER 13, 2010.
8. PLAN REFERENCES:
 - LCC 21968B
 - LCC 23373A
 - LCC 26672A
 - LCC 23419A
 - CITY OF BOSTON L-PLANS: L7887, L8494 & L8495
 - BOOK 11171, PAGE 184
 - BOOK 8840, PAGE 121
 - BOOK 2007, PAGE 537
 - BOOK 8803 - END
 - BOOK 13181, PAGE 55
 - BOOK 2014, PAGE 142
 - BOOK 2013, PAGE 396
 - BOOK 2013, PAGE 315
 - BOOK 2013, PAGE 316
 - BOOK 2013, PAGE 318
 - BOOK 2013, PAGE 277

No.	Submission / Revision	App'd	By	Date
0	Issued as Draft	WJD	MWC	6/25/2014



BOSTON LANDING, LLC.
20 GUEST STREET
BRIGHTON, MA 02135

UNAUTHORIZED ALTERATION OR ADDITION
APPLICABLE STATE AND/OR LOCAL LAWS

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 Designated: Drawn: MWC Checked: WJD

BOSTON LANDING
 GUEST STREET
 BRIGHTON, MA
 PARCELS PLAN
 Project No.: 25381 Scale: 1"=50'
 Date: 06-25-2014

Exhibit B

Conceptual Site Plan of the Proposed Project

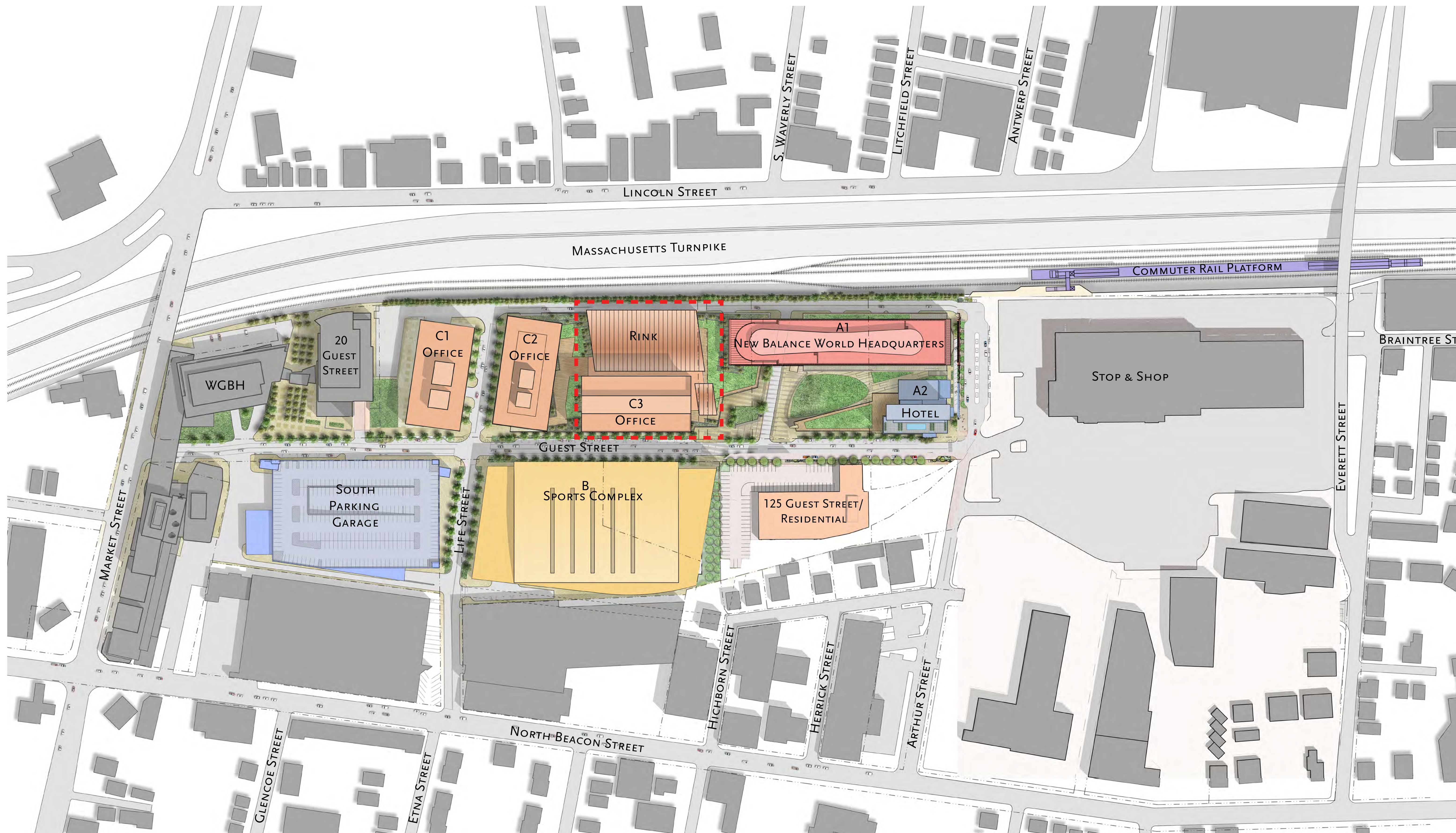
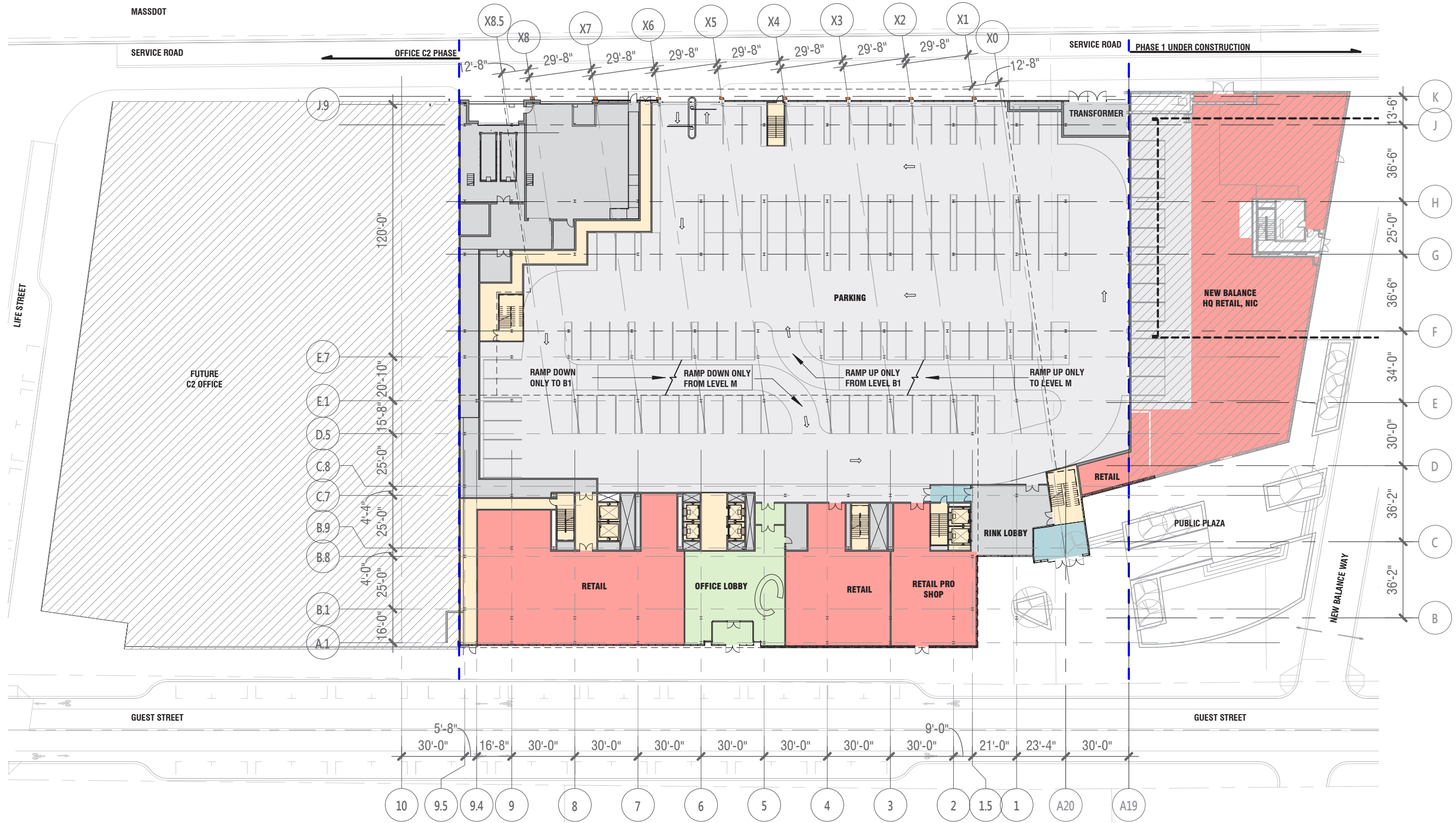
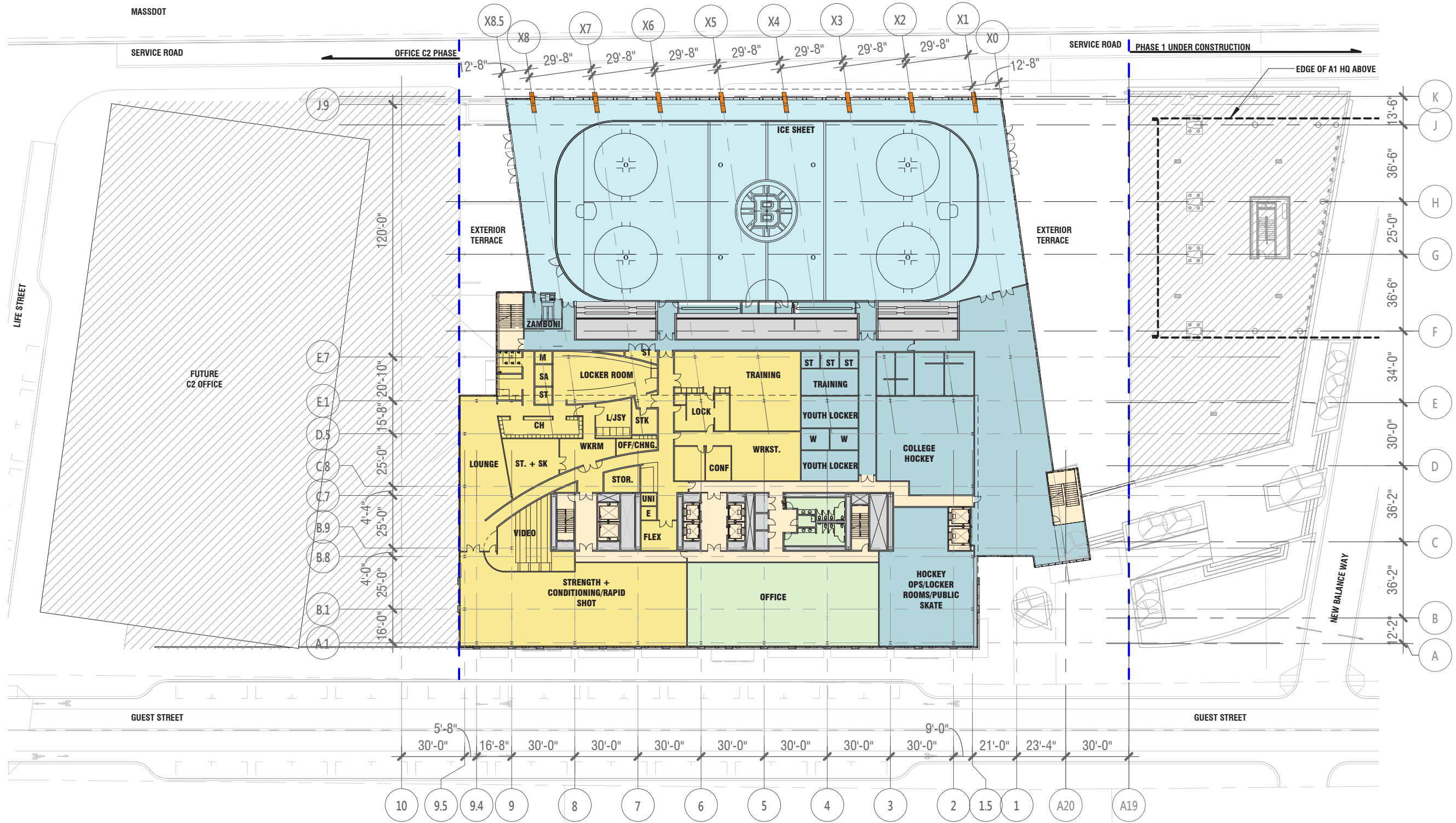


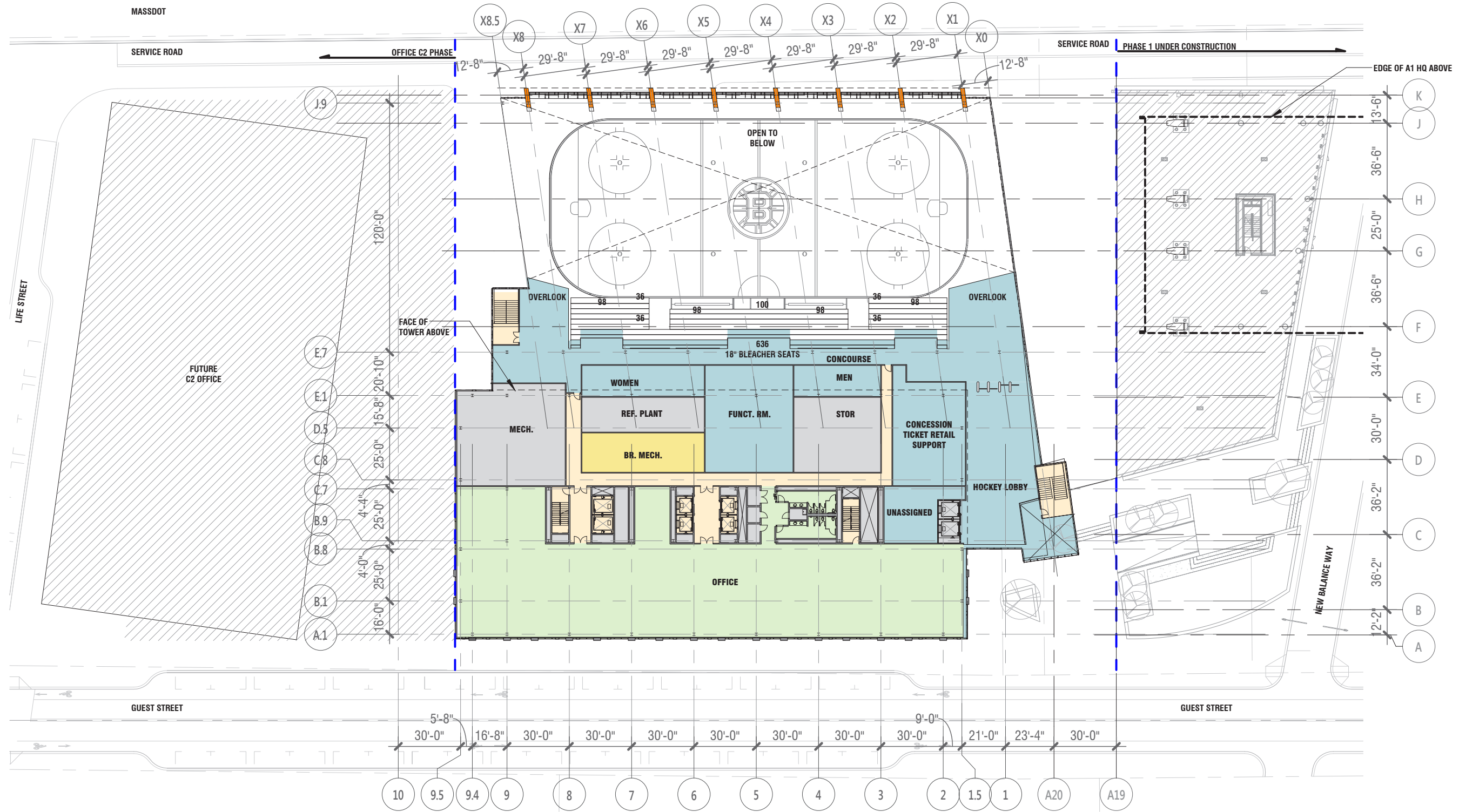
Exhibit C

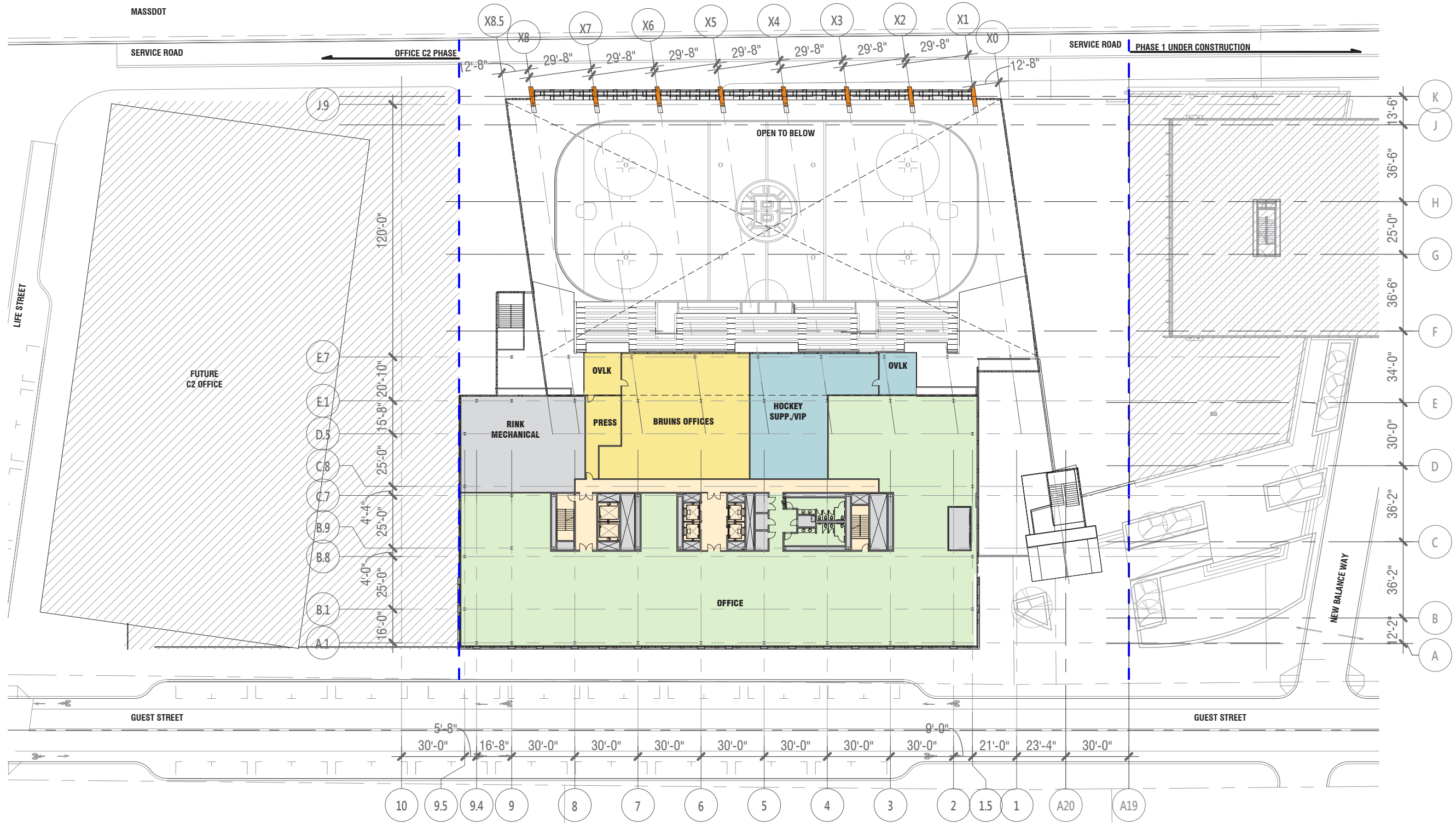
Schematic Plans for the Proposed Project











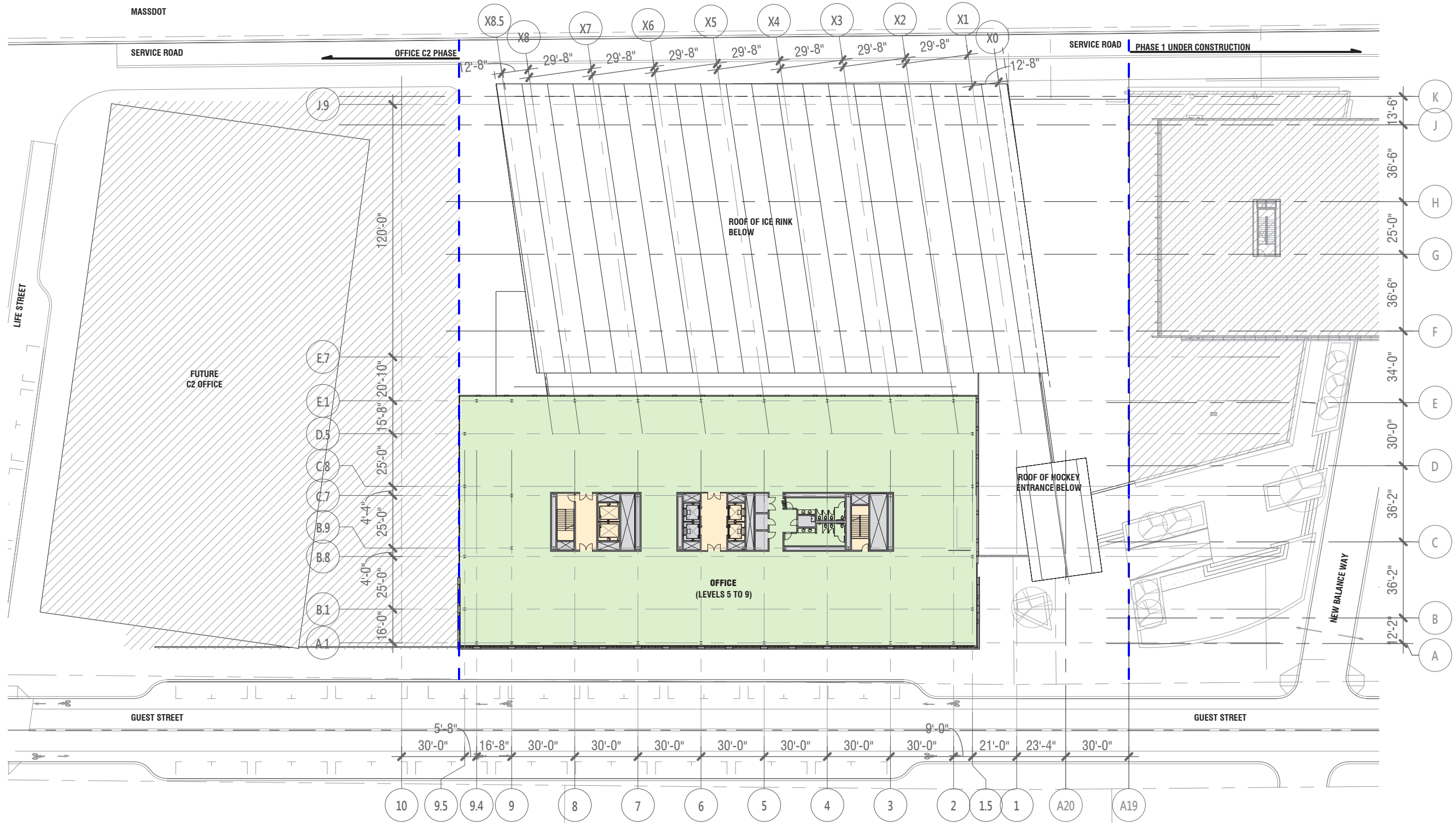
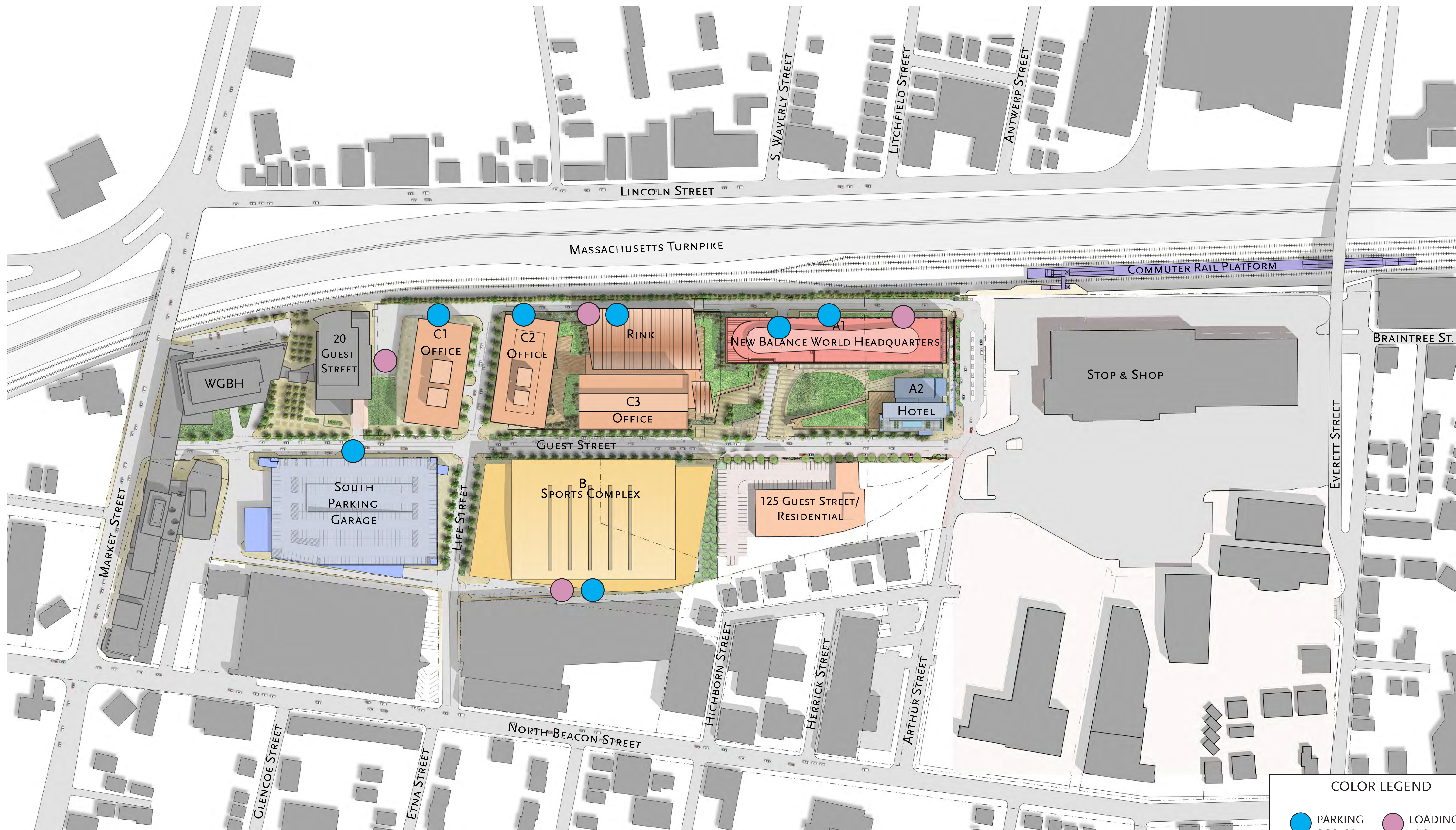


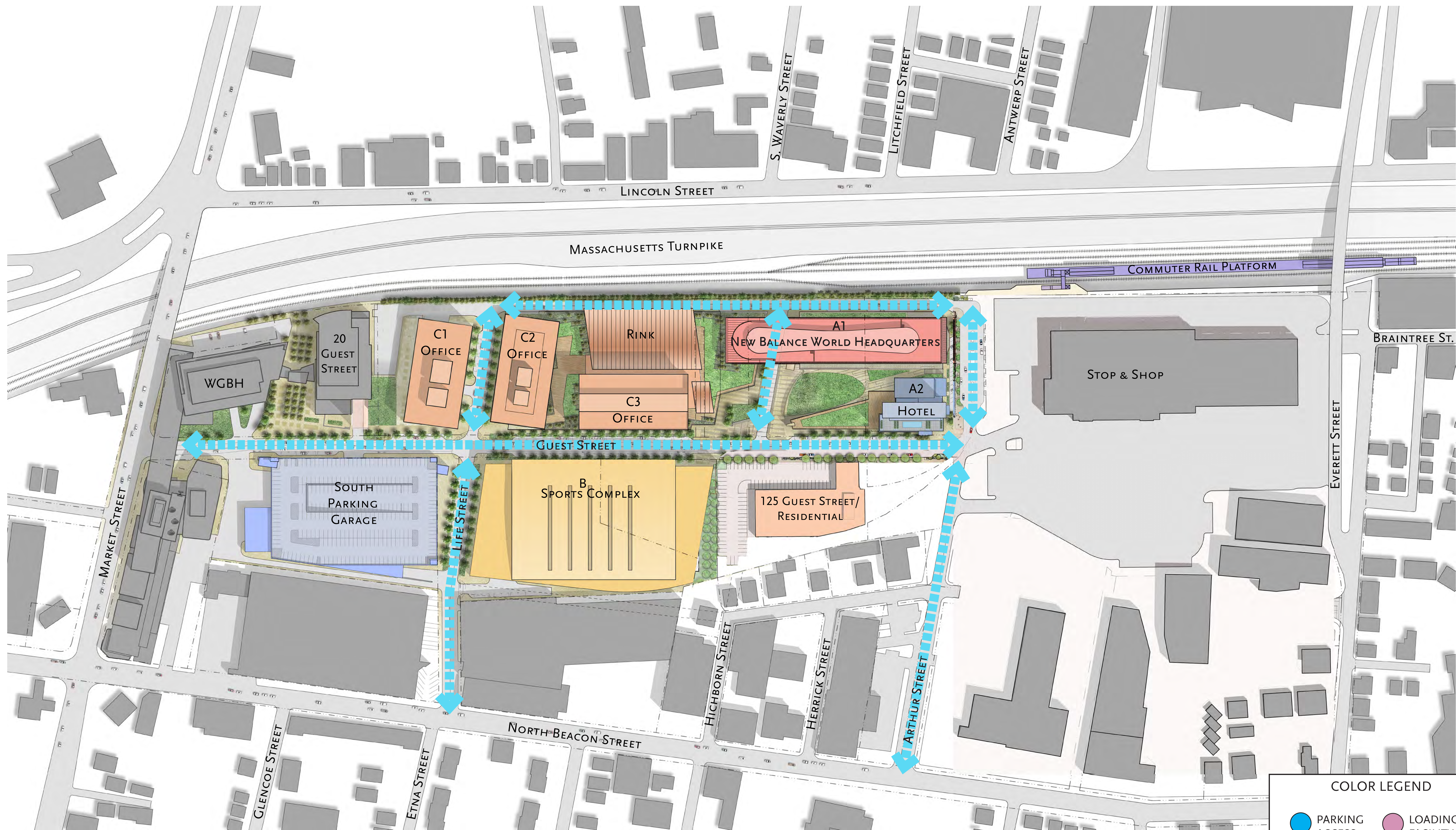
Exhibit D

Site and Traffic Circulation Plan



COLOR LEGEND

- PARKING ACCESS
- LOADING FACILITY
- ↔ VEHICULAR CIRCULATION



COLOR LEGEND

- PARKING ACCESS
- LOADING FACILITY
- ↔ VEHICAL CIRCULATION