

DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 116
1000 BOYLSTON STREET PROJECT
BOSTON, MASSACHUSETTS

TABLE OF CONTENTS

I.	Development Plan	1
II.	Proponent.....	1
III.	Project Site Description.....	2
IV.	General Description of Proposed Project	2
V.	Proposed Location and Appearance of Structures	3
VI.	Open Space and Landscaping.....	3
VII.	Proposed Uses	3
VIII.	Dimensions and Densities	3
IX.	Urban Design Objectives.....	4
X.	Proposed Traffic Circulation	4
XI.	Parking and Loading Facilities.....	5
XII.	Signage	5
XIII.	Access to Public Transportation.....	5
XIV.	Public Benefits from the Project	5
XV.	Other Approvals	7
XVI.	Groundwater Conservation Overlay District.....	7
XVII.	Restricted Parking Overlay District	8
XVIII.	Green Buildings.....	8
XIX.	Applicability	8
XX.	Development Review Process	8

TABLE OF EXHIBITS

<u>Exhibit</u>	<u>Subject Matter</u>
“A”	Plan of Project Site Area
“B”	Legal Description of Project Site Area
“C”	Project Team
“D”	Schematic plans, elevations and drawings showing proposed location and dimensions of structures, parking and landscaping, and other Site features
“E”	Permitted Uses

DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 116

1000 BOYLSTON STREET PROJECT
BOSTON, MASSACHUSETTS

Dated: _____, 2018

I. Development Plan

In accordance with Sections 3-1A and 41-11 through 41-16, and Article 80C of the Zoning Code of the City of Boston (the “**Code**”), this plan constitutes the Planned Development Area Development Plan (the “**PDA Plan**”) for the development of the 1000 Boylston Project within a Planned Development Area Overlay District (the “**PDA Overlay District**”) containing an area of approximately 50,764 square feet (“**SF**”¹), and allows for a mixed use residential and retail development project (the “**Project**” or “**Proposed Project**”) not to exceed 439,500 SF² on a Project Site (the “**Project Site**”) within the boundaries of the PDA Overlay District.

Consistent with Section 3-1A of the Code, this PDA Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and proposed dimensions of structures. This PDA Plan further sets forth compliance with planning and development criteria, and other matters appropriate to consideration of the Project.

This PDA Plan consists of 8 pages of text plus attachments designated **Exhibits A** through **E. Exhibit D** (Schematic plans) is subject to final design, environmental and other development review by the Boston Redevelopment Authority d/b/a the Boston Planning & Development Agency (the “**BRA**”) and by other governmental agencies and authorities, and the Project described herein may evolve in the course of such review, subject to the density and height limitations established in this PDA Plan.

II. Proponent

¹ The PDA Overlay District area includes portions of streets and sidewalks which will be improved by Proponent and/or used for subsurface building elements or above-grade wind mitigation elements, and will be designated by addition of the letter “D” to the area. However, Article 2A of the Code defines “lot area” in relevant part as excluding “any area in a street or private way open to the public use.” To the extent that the Code is ambiguous with respect to this method of calculation, this PDA Plan hereby provides that any above grade portion of a public way which has been discontinued and on which there is building structure (excluding elements such as wind mitigation canopies), is considered as part of the zoning “lot” for purposes of calculating lot area and Floor Area Ratio (“**FAR**”). Subsurface discontinuance areas are not considered as part of the zoning “lot” for these purposes. Therefore, the Project Site Area which is used to calculate FAR consists of 40,955 SF within the PDA Overlay District.

² 439,500 SF are contained within the Project, excluding 73,500 SF of off-street parking areas which are excluded from FAR computation pursuant to Section 41-12(2). However, in the event all or any portion the off-street parking areas are converted to other uses in accordance with the provisions of Section IV, the Gross Floor Area of the Project would total up to 513,000 SF.

The Proponent is ADG Scotia II LLC and its successors and assigns (the “**Proponent**”). ADG Scotia II LLC is a single purpose entity with a business address c/o Weiner Ventures LLC, The John Hancock Tower, 200 Clarendon Street, Floor 50, Boston, MA.

Members of the Project team are identified on **Exhibit C** attached hereto, which membership may be modified by the Proponent from time to time.

III. Project Site Description

The Proposed Project will be developed on a site in the Huntington Avenue/ Prudential Center District (also known as the Back Bay area) of Boston, as shown on the site plan attached hereto as **Exhibit A** and described on **Exhibit B** (the “**Project Site**” or “**Project Site Area**”). The Project Site consists of land and air rights generally bounded by Boylston Street to the north, Dalton Street and the Hynes Convention Center to the east, Scotia Street and an existing above-ground garage to the south, and St. Cecilia Street and the rear façade of the buildings fronting on Massachusetts Avenue to the west. A portion of the Project Site is a vacant grass lot and a portion of the Project Site is open to the Turnpike below.

The Project Site is a combination of four parcels, which will be under ownership or control of the Proponent, currently anticipated to be achieved as follows: (1) a terra firma parcel of approximately 11,082 SF owned by an affiliate of the Proponent which will be acquired by the Proponent (the “**ADG Scotia Parcel**”); (2) an air rights parcel of approximately 11,567 SF owned by The Prudential Insurance Company of America which has been leased to Proponent (the “**Prudential Parcel**”); (3) an air rights parcel of approximately 11,969 SF owned by the Massachusetts Department of Transportation (“**MassDOT**”), which is anticipated to be leased to Proponent (the “**MassDOT Parcel**” or “**Parcel 15**”); and (4) an air rights parcel of approximately 6,337 SF owned by the City of Boston, which is anticipated to be discontinued as a public way and conveyed to Proponent (the “**Cambria Street Air Rights Parcel**”) above an elevation of fourteen feet six inches (14’ 6”) above grade, along with areas for subsurface building elements and above-grade building elements over the sidewalk. Approximately 57% of the Project Site is on air rights development above the Massachusetts Turnpike (the “**Turnpike**”). The Project Site consists of approximately 40,955 SF of land and air rights. The Project will also include improvements to Boylston Street and other public ways adjacent to the Project Site and within the PDA Overlay District.

The Project Site is located in its entirety within PDA-V of the Huntington Avenue/ Prudential Center District, within which Planned Development Areas (“**PDA**s”) are permitted under Section 41-11 of the Code. The Project Site is also located within the Saint Cecilia Special Study Area under Article 41 of the Code, the Groundwater Conservation Overlay District established by Article 32 of the Code and the Restricted Parking Overlay District established by Article 3 of the Code.

IV. General Description of Proposed Project

The Project consists of the development of a residential tower containing 27 stories of residential units set atop a 5-story Podium building containing two stories of retail/restaurant uses (along with the entry to the residential tower), 2 stories of parking, and an amenities floor for use by the residents and their guests. The rooftop of the Podium will also provide open space for use by residents and their guests. In the aggregate, the Project will comprise up to 439,500 SF of Gross Floor Area as defined under Articles 2A and 41 (which excludes above-grade parking in a PDA), including up to 108 dwelling units, approximately 45,500 SF of retail/restaurant space, up to 175

accessory parking spaces to serve both the residents and the retail/restaurants on the Project Site and supporting amenities and site improvements.

All or any portion of the parking areas may be converted in the future to other uses permitted by this PDA Plan, provided that any such conversion requires the approval by the BRA of a Notice of Project Change pursuant to Section 80A-6 of the Code, and shall be subject to the provisions of Sections 80B-7 (Development Impact Projects) and 41-17.2 (Day Care Facilities) of the Code, as and if applicable. In such event, the Project could comprise up to 513,000 SF of Gross Floor Area as defined under Articles 2A and 41 of the Code, since the areas formerly used as above-grade parking would then be considered to be Gross Floor Area.

V. Proposed Location and Appearance of Structures

The proposed location and appearance of structures on the Project Site are shown in more detail on the plans, elevations and drawings included and/or listed on **Exhibit D** (collectively, the “**Plans**”), subject to modification and refinement by the BRA during the Development Review Procedures and by other applicable public agencies and authorities, subject to the density and height limitations established in this PDA Plan. Any floor plan, floor elevation or other design or use information included in the Plans contained in **Exhibit D** is for informational purposes only, and the final design and/or use of the areas shown may vary from time to time, subject to applicable provisions of this PDA Plan and the Development Review Procedures.

VI. Open Space and Landscaping

Because the proposed building occupies virtually the entire Project Site, the Project presents limited opportunities for open space and landscaping at grade level.

The Project will provide open space for use by residents and their guests on the rooftop of the Podium, as generally shown on **Exhibit D** to this PDA Plan. The building will also feature landscaping on the setback area atop floor 4 of the Podium, which will create a green cornice with plantings that will be visible from the ground level.

The Project will provide improvements to the public realm consisting of an upgraded streetscape, including new sidewalks, street lighting, landscaping and/or sculptural features to the extent feasible given engineering constraints, and other public amenities along Boylston Street and other abutting streets consistent with the Boston Transportation Department’s Complete Streets Guidelines, wherever feasible.

VII. Proposed Uses

The Project is being developed as a mixed use Project primarily for multi-family residential uses, with commercial uses on the first two levels, including retail, restaurant and service uses, and loading and parking facilities (as accessory uses) and related improvements on the Project Site. The uses will also include additional residential amenities such as fitness facilities, club/lounge areas which may provide food and beverages, meeting rooms and roof terraces or roof decks.

In addition to the uses listed above, all of the uses listed in **Exhibit E** shall be permitted on the Project Site, including, without limitation, on the garage floors in the event all or any portion of the garage floors are converted from parking use in accordance with the provisions of Section IV.

VIII. Dimensions and Densities

Notwithstanding anything in the Code to the contrary, the only dimensional provisions that shall be applicable to the Project and the Project Site are as follows:

Maximum Floor Area Ratio: For the purposes of calculating FAR, the Project Site consists of 40,955 SF comprised of land areas not within public streets and, with respect to the Cambria Street Air Rights Parcel, the area over a public street which has been discontinued as a public street above an elevation of fourteen feet six inches (14' 6") above grade.

The Project will contain up to 439,500 SF of Gross Floor Area as defined under Articles 2A and 41 (which excludes off-street parking permitted in this PDA Plan), so long as the garage floors are used for parking purposes. Accordingly, this PDA Plan establishes a maximum FAR for the Project of 11.0 so long as all of the garage floors are used for parking purposes.

The Project will contain up to 513,000 SF of Gross Floor Area in the event any portion or all of the garage floors are converted to other uses. Accordingly, this PDA Plan establishes a maximum FAR for the Project of 12.6 to accommodate conversion of any portion or all of the garage floors to other uses.

Maximum Building Height: The Project will be in Substantial Accord (as defined in Article 41 of the Code in effect as of the date hereof) with a building height of 484' measured to the top of the highest occupiable floor. Habitually unoccupied space devoted to mechanical equipment and architectural features shall be permitted to be located above such height limit, without a requirement that the total area of roof structures and penthouses normally built above the roof and not used or designed to be used for human occupancy not exceed 33-1/3 percent of the total of all roof areas.

Other Provisions: The Plans attached as **Exhibit D** show other provisions for the Project, subject to modification and refinement by the BRA during the Development Review Process and by other applicable public agencies and authorities. The Plans, as they may be so modified and approved by the BRA, shall supersede any design provisions of Article 41 including, without limitation, provisions of Section 41-18 relating to streetwall height and maximum floorplate.

IX. Urban Design Objectives

The Project is planned to be a vibrant residential development with active ground-floor uses, with iconic and sustainable architecture.

The Project will improve the pedestrian realm by extending the streetwall along Boylston Street, and will knit together the Back Bay and Fenway neighborhoods. The low-rise podium has been designed to complement the existing proportions of the adjacent Hynes Convention Center.

The Project is highly responsive to the planning principles of the "Civic Vision for Turnpike Air Rights in Boston," issued in June, 2000, and will repair the discontinuity in the urban street wall created by the existing vacant highway overpass resulting from the Turnpike expansion through Boston.

X. Proposed Traffic Circulation

Subject to approval by the Boston Transportation Department ("**BTD**"), vehicular access to the Project will be by means of an access point on Scotia Street, which would be designated as two-way for a distance of approximately 100' feet from the Project Site driveway west to St. Cecilia Street.

The parking garage is proposed to contain two elevator bays. Drivers entering the Project Site from Scotia Street will enter a designated loading/unloading area within the Project Site, where managed parking will be accommodated by a parking attendant. Vehicles leaving the Project Site would be able to turn right out of the driveway and proceed to Boylston Street.

Truck loading for the Project will be accessed from Cambria Street to interior loading docks within the Project.

XI. Parking and Loading Facilities

The Project Site will include up to 175 off-street parking spaces located in the parking garage on levels 3 and 4 of the Podium. The parking garage will be operated by parking attendants on a managed parking basis, and may include tandem and lift parking. Residents and Project guests will leave their vehicles with the attendants and will retrieve their vehicles from the attendants at the designated loading/unloading areas within the Project Site along Scotia Street.

The Project will include two loading docks accessed from Cambria Street, with a single large trash compacter located between the two loading docks.

XII. Signage

Signage for the Project shall consist of those signs permitted by Article 11 of the Code and any additional signage approved by the BRA from time to time under its Design Review.

XIII. Access to Public Transportation

The Project is located in close proximity to the MBTA's Green Line/Hynes Convention Center Station and MBTA bus lines, providing convenient access to the Project from most of Greater Boston.

XIV. Public Benefits from the Project

The Project will substantially revitalize the Project Site by extending the Boylston Street streetwall over the existing opening to the Turnpike below and will serve to integrate and connect the Back Bay and Fenway neighborhoods through the creation of a high-quality residential development with ground level retail/restaurant uses.

Public benefits for the surrounding neighborhoods and the City include the following:

Urban Design and Public Realm

Contributing to the Cohesiveness of the City

- The Project will span and cover the undeveloped areas of the Turnpike, thus knitting together the Back Bay and Fenway neighborhoods of the City and eliminating an unsightly "hole" in the fabric of the City.

Improved Street and Pedestrian Environment

- The Podium will extend across the entire Project Site, creating a high-quality continuous street frontage activated by vibrant and engaging ground and second floor uses, including retail and restaurant spaces and the residential building lobby.

- The Project will provide an upgraded streetscape, including new sidewalks, street lighting, landscaping and/or sculptural elements to the extent feasible given engineering constraints, and other public amenities along Boylston Street and other abutting streets, consistent with the BTD's Complete Streets guidelines, wherever feasible.

- Using glass facades at ground level, wherever possible, the Project will provide transparency and create an inviting and safe ground-level experience for pedestrians.

New Retail and Service Development

- The Project will provide approximately 45,500 square feet of first and second-floor retail and restaurant space facing Dalton, Boylston and St. Cecilia Streets, which will enhance pedestrian activity around the Project Site and provide amenities to neighbors and building residents.

Architecture

- The Project reinforces the urban "high spine" planning strategy, reflecting high design standards and successfully complementing the height and massing in the area while designing the residential tower to minimize wind and shadow impacts on surrounding neighborhood public space resources.

- The Project will be a prominent architectural addition to the skyline visible from West of the City and along Commonwealth Avenue.

- The Project is responsive to the surrounding architectural context, in particular of Boylston Street and the abutting Hynes Convention Center.

Sustainability/Environmental Benefits

Area Revitalization

- The Project revitalizes an underutilized and uninviting urban site and uses land efficiently by incorporating a moderate amount of density within the urban core.

Stormwater Management

- The Project will improve the quality and quantity of site stormwater runoff compared to existing conditions, including consideration for groundwater recharge in accordance with standards applicable to the Groundwater Conservation Overlay District. The proposed stormwater management systems will comply with the 2008 Massachusetts Department of Environmental Protection Stormwater Management Policy and Standards.

Resource Conservation

- By utilizing sustainable design strategies and exceeding the minimum building energy code requirements, the Project will maximize the conservation of energy and water, and minimize impacts to regional infrastructure and water resources.

Renewable Energy

- The viability of implementing clean and renewable energy sources will continue to be evaluated as the Project design develops.

Improved Wellness

- Through the incorporation of sustainable design elements, the Project will promote health and wellness with improved indoor air and access to views and daylight.

Climate Resilience

- By designing for resilience, the Project will integrate climate change adaptations that reduce vulnerability to future changes in climate scenarios and natural events, such as severe weather.

Social and Economic Benefits

Additional Residential Opportunities

- The Project will provide up to approximately 108 new units of ownership housing – a low traffic-generating use. The Project promotes a vibrant mixed-use neighborhood, and will contribute to drawing customers to other nearby restaurants, stores, and services in the area.

Affordable Housing

- The Project will create or preserve affordable housing units in compliance with Section 41-14.1 of the Code and pursuant to a plan approved by the BRA in compliance with the Mayor's Executive Order on Inclusionary Development.

Enhanced Retail Opportunities

- The Project will provide new and diverse retail opportunities for neighborhood residents, visitors, and the public at large.

New Job Creation

- The Project will enhance the economy by providing new job opportunities and a source of customers for local retail and restaurant establishments. The Project will create approximately 1,200 construction jobs in a variety of trades and will create approximately 75 permanent jobs relating to the retail, restaurant, parking and residential administration components.

Enhanced Tax Revenues

- The Project will generate new real estate tax revenues for the City of Boston.

XV. Other Approvals

Approval of the Project by the BRA under Large Project Review and through the issuance of a Certification of Consistency will constitute compliance with all applicable provisions of Article 41 of the Code concerning PDAs, including the Public Benefit Criteria set forth in Section 41-14 of the Code and the General Design and Environmental Impact Standards set forth in Section 41-16 of the Code.

XVI. Groundwater Conservation Overlay District

The Project Site is located within the Groundwater Conservation Overlay District (“**GCOD**”), as established by Article 32 of the Code. The Project shall comply with the standards and requirements set forth in Article 32. The Proponent shall demonstrate that the Project meets the requirements of Section 32-6 of the Code by obtaining a stamped certification from a Massachusetts registered engineer showing that the requirements of Section 32-6 of the Code are met or, if site constraints prevent compliance on-site, the Proponent and their engineer will work with Boston Water and Sewer to develop a plan that would achieve the maximum compliance and any alternatives that would satisfy compliance. The Proponent shall provide a copy of the stamped certification from a Massachusetts registered engineer to the Boston Water and Sewer Commission, the BRA and the Boston Groundwater Trust prior to the issuance of a Certification of Consistency.

As such, the Project shall be deemed to be in compliance with Article 32 of the Code and shall not need a conditional use permit from the Board of Appeal for Article 32 purposes.

XVII. Restricted Parking Overlay District

The Project Site is located within the Restricted Parking Overlay District (“**RPOD**”). Approval of this PDA Plan shall constitute compliance with any and all applicable RPOD requirements, including approval of parking for the non-residential uses.

XVIII. Green Buildings

In compliance with Article 37 of the Code, the Project has been designed to be Leadership in Energy and Environmental Design version 4 (“**LEEDv4**”) certifiable Silver level and will comply with Article 37. Through the incorporation of a variety of sustainable design strategies, the Project will improve water quality and reduce the urban heat island effect, among other environmental benefits. The Project will aspire to achieve certifiability at LEEDv4 Gold level, to the extent feasible.

XIX. Applicability

In accordance with Section 80C-9 of the Code, consistency of the Project with this PDA Plan (as evidenced by one or more Certifications of Consistency) shall constitute compliance with the underlying zoning and with any other overlay district to the extent such requirements have been addressed in this PDA Plan. For the purposes of application of Section 80C-9 of the Code, underlying zoning shall be the zoning in effect as of the effective date of this PDA Plan.

XX. Development Review Process

Final plans and specifications for the Project shall be subject to review and approval by the BRA in accordance with its Development Review Process and by other applicable governmental agencies and authorities. Final design and/or use of the areas shown may vary from time to time, subject to applicable provisions of this PDA Plan and the Development Review Process.

EXHIBIT A

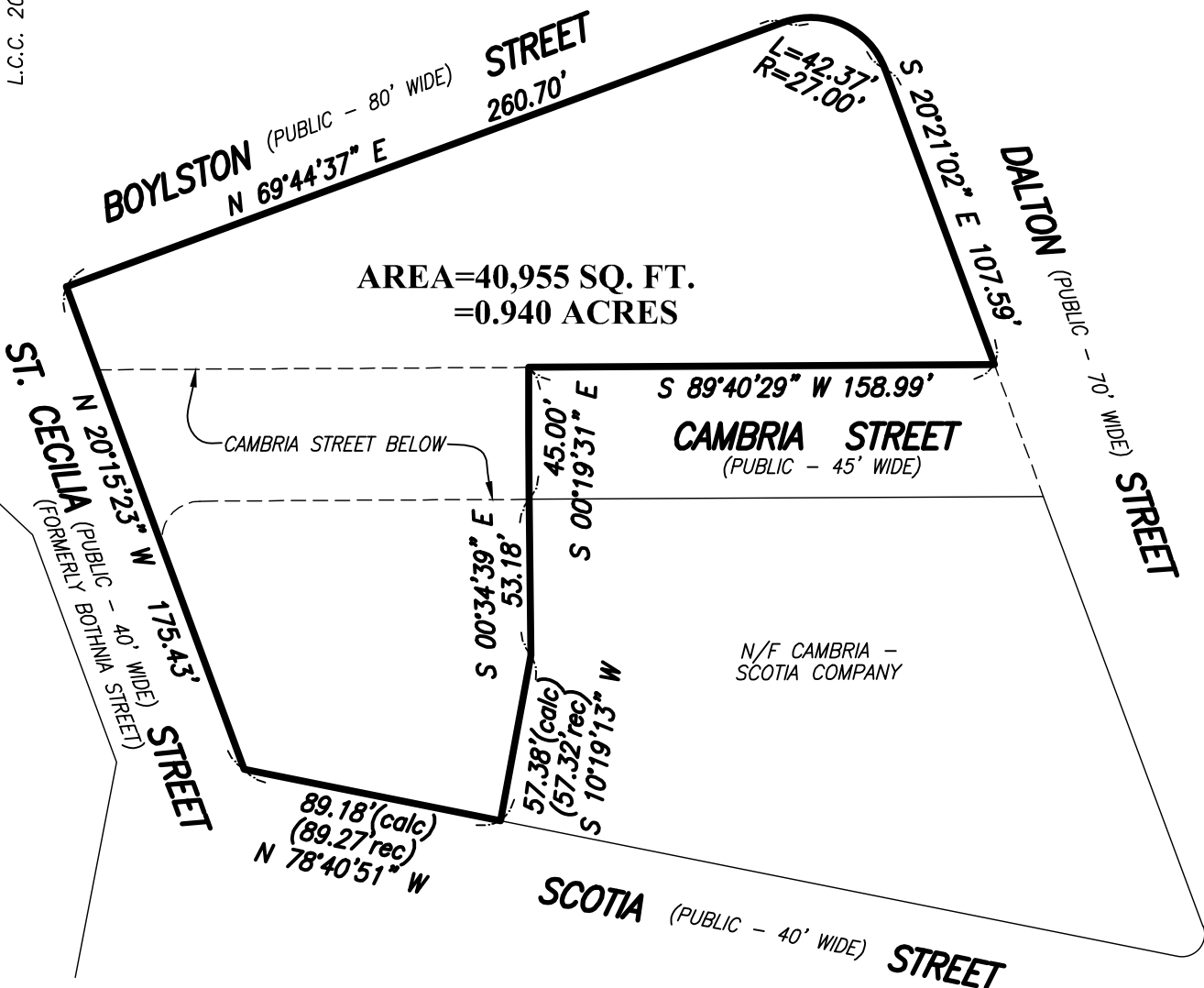
PLAN OF PROJECT SITE AREA

EXHIBIT PLAN A

DALTON, BOYLSTON, ST. CECILIA,
CAMBRIA AND SCOTIA STREETS
BOSTON, (ROXBURY DISTRICT) MASS.

DATE: 1-23-2018

SCALE: 1"=60'



FELDMAN
LAND SURVEYORS
FELDMAN LAND SURVEYORS
152 HAMPDEN STREET
BOSTON, MASS. 02119
PHONE: (617)357-9740
www.feldmansurveyors.com

EXHIBIT B

LEGAL DESCRIPTION OF PROJECT SITE AREA

A certain parcel of land situated in City of Boston, Suffolk County, Commonwealth of Massachusetts, being bounded and described as follows:

Beginning at the intersection of the southerly sideline of Boylston Street and the easterly sideline of St. Cecilia Street; Thence running along said southerly sideline of Boylston Street N 69°44'37" E, a distance of 260.70 feet to a point of curvature;

Thence turning and running on a curve to the right, having a radius of 27.00 feet, and an arc length of 42.37 feet to a point of tangency at the westerly sideline of Dalton Street;

Thence running along said westerly sideline of Dalton Street S 20°21'02" E, a distance of 107.59 feet to the northerly sideline of Cambria Street;

Thence turning and running along said northerly sideline of Cambria Street S 89°40'29" W, a distance of 158.99 feet to a point;

Thence turning and running S 00°19'31" E, a distance of 45.00 feet to the southerly sideline of Cambria Street;

Thence turning and running by land now or formerly of Cambria-Scotia Company S 00°34'39" E, a distance of 53.18 feet to a point;

Thence turning and running by said land of Cambria-Scotia Company S 10°19'13" W, a distance of 57.38 feet to the northerly sideline of Scotia Street;

Thence turning and running along said northerly sideline of Scotia Street N 78°40'51" W, a distance of 89.18 feet to the easterly sideline of St. Cecilia Street;

Thence turning and running along said easterly sideline of St. Cecilia Street N 20°15'23" W, a distance of 175.43 feet to the point of beginning.

Containing an area of 40,955 Square Feet or 0.940 Acres.

EXHIBIT C

PROJECT TEAM

Proponent	ADG Scotia II LLC c/o Weiner Ventures LLC 200 Clarendon Street, Floor 50 Boston, MA 02116 617-236-0200 <i>Contact:</i> Adam Weiner
Project Management	D. Levine Management LLC c/o Weiner Ventures LLC 200 Clarendon Street, Floor 50 Boston, MA 02116 857-990-3008 <i>Contact:</i> Donald Levine
Architect	Elkus Manfredi Architects 25 Drydock Ave Boston, MA 02210 617-426-1300 <i>Contacts:</i> David Manfredi Kevin Lennon
Legal Counsel	Goulston & Storrs 400 Atlantic Avenue Boston, MA 02110 617-482-1776 <i>Contacts:</i> Marilyn Sticklor Adam Hundley Michael Flannery
Site Civil Engineering, Permitting, Transportation, Historic	VHB 99 High Street, 10th Floor Boston, MA 02110 617-728-7777 <i>Contacts:</i> Mark Junghans, Project Manager/Civil Engineer Lauren DeVoe, AICP, LEED AP BD+C, Senior Environmental Planner David Bohn, PE, ENV SP, Senior Principal/ Transportation/Traffic Engineer Nicole Benjamin-Ma, Preservation Planner

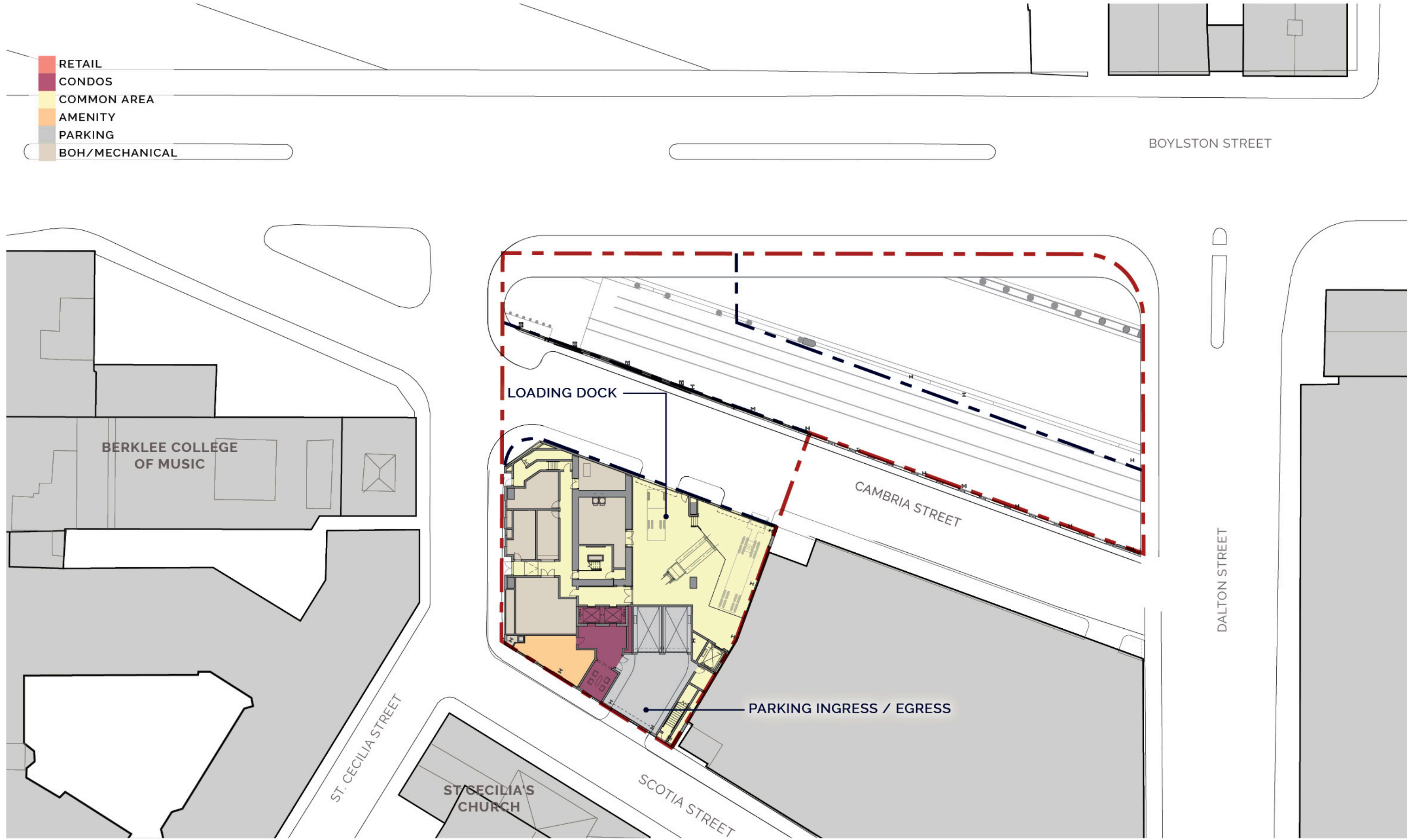
<p>Geotechnical Engineer & Environmental Engineer</p>	<p>Haley & Aldrich 465 Medford Street, Suite 2200 Boston, MA 02129 617-886-7408 <i>Contact:</i> Marya Gorczyca, P.E., Senior Vice President</p>
<p>Mechanical, Plumbing, Electrical Engineer and Sustainability Consultant</p>	<p>WSP 88 Black Falcon Avenue, Suite 210, Boston, MA 02210 617-210-1735 <i>Contacts:</i> Tom Burroughs, PE, LEED AP, Senior Vice President Building Systems Julia M. Rogers, LEED AP+, CSM, Practice Leader of WSP Built Ecology Group</p>
<p>Wind and Solar Consultant</p>	<p>RWDI 600 Southgate Drive Guelph, Canada N1G 4P6 519-823-1311 <i>Contact:</i> Derek Kelly, M.Eng., P.Eng., Project Manager/ Principal</p>
<p>Construction Management</p>	<p>Suffolk Construction 65 Allerton Street Boston, MA 02119 617-445-3500 <i>Contact:</i> Scott Menard, Vice President Preconstruction</p>

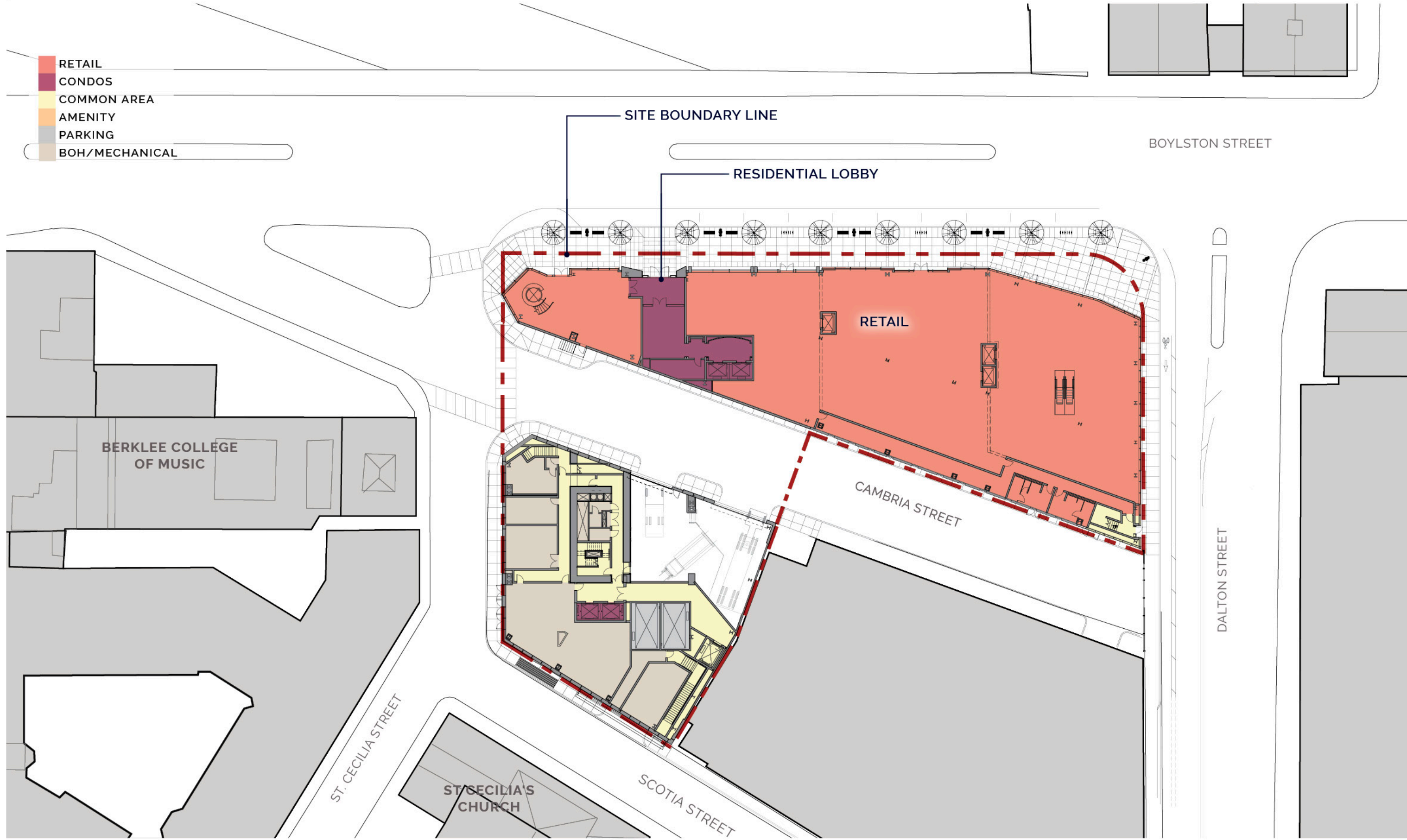
EXHIBIT D

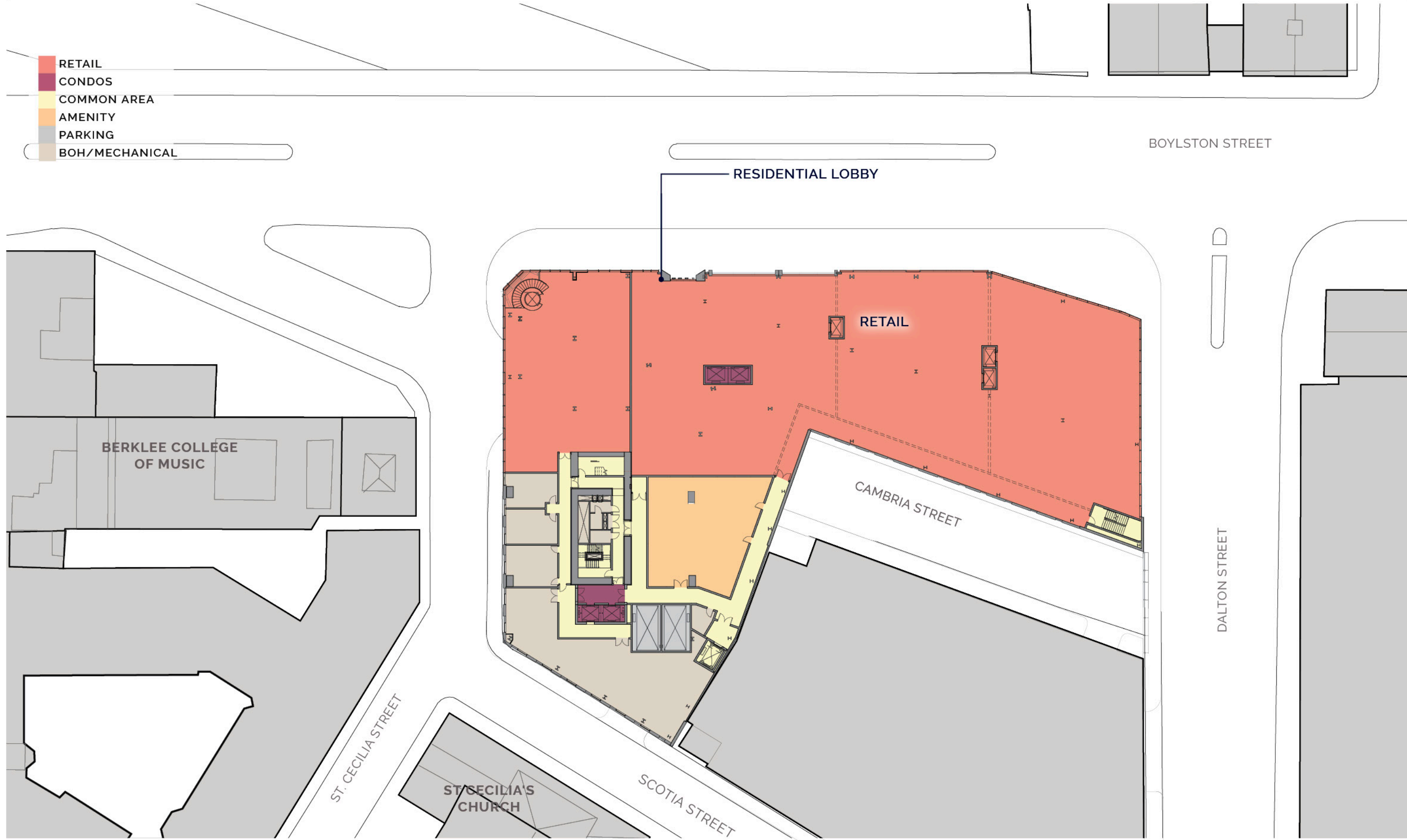
**SCHEMATIC PLANS, ELEVATIONS AND DRAWINGS SHOWING PROPOSED LOCATION
AND DIMENSIONS OF STRUCTURES, PARKING AND LANDSCAPING, AND OTHER SITE
FEATURES**

Exhibit D sets forth the schematic plans which may change throughout the Article 80B process, subject to design review by the BRA and review by other governmental agencies and authorities

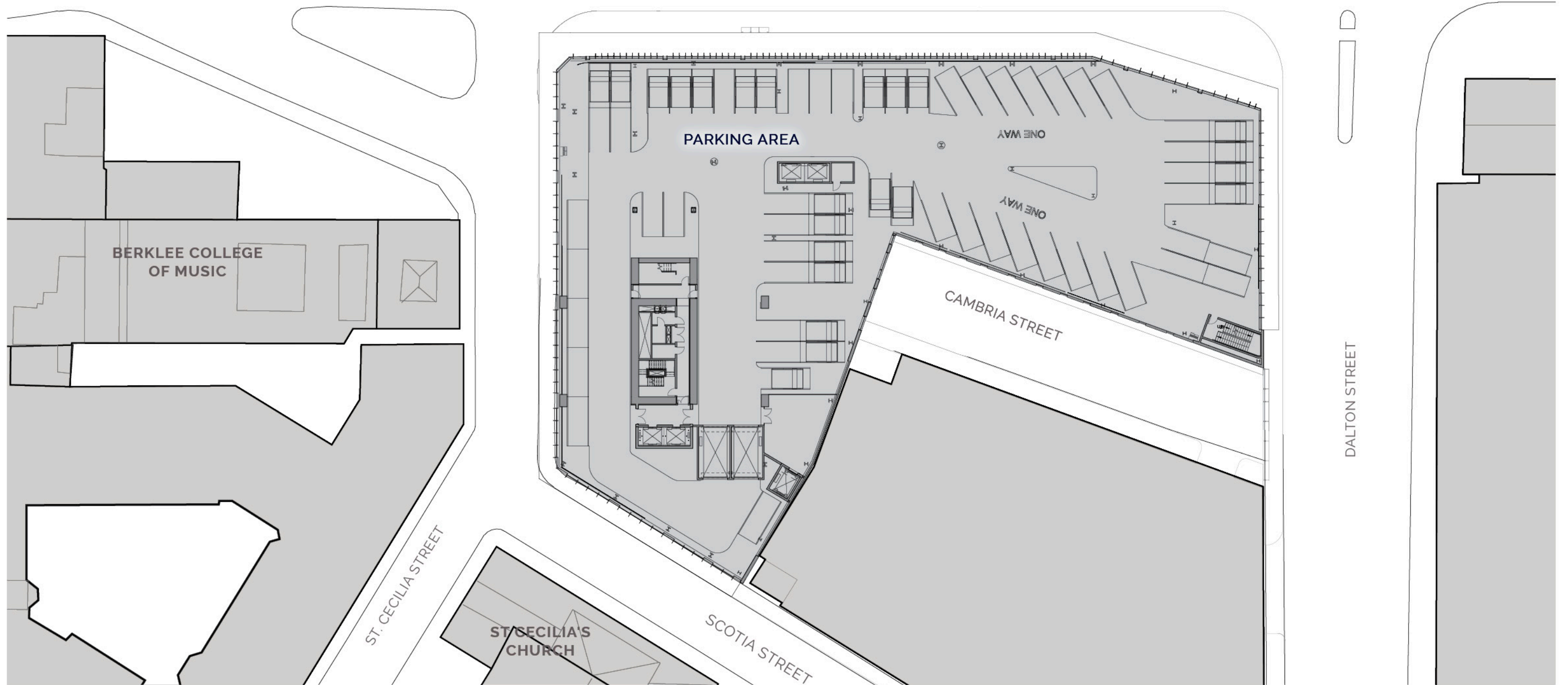




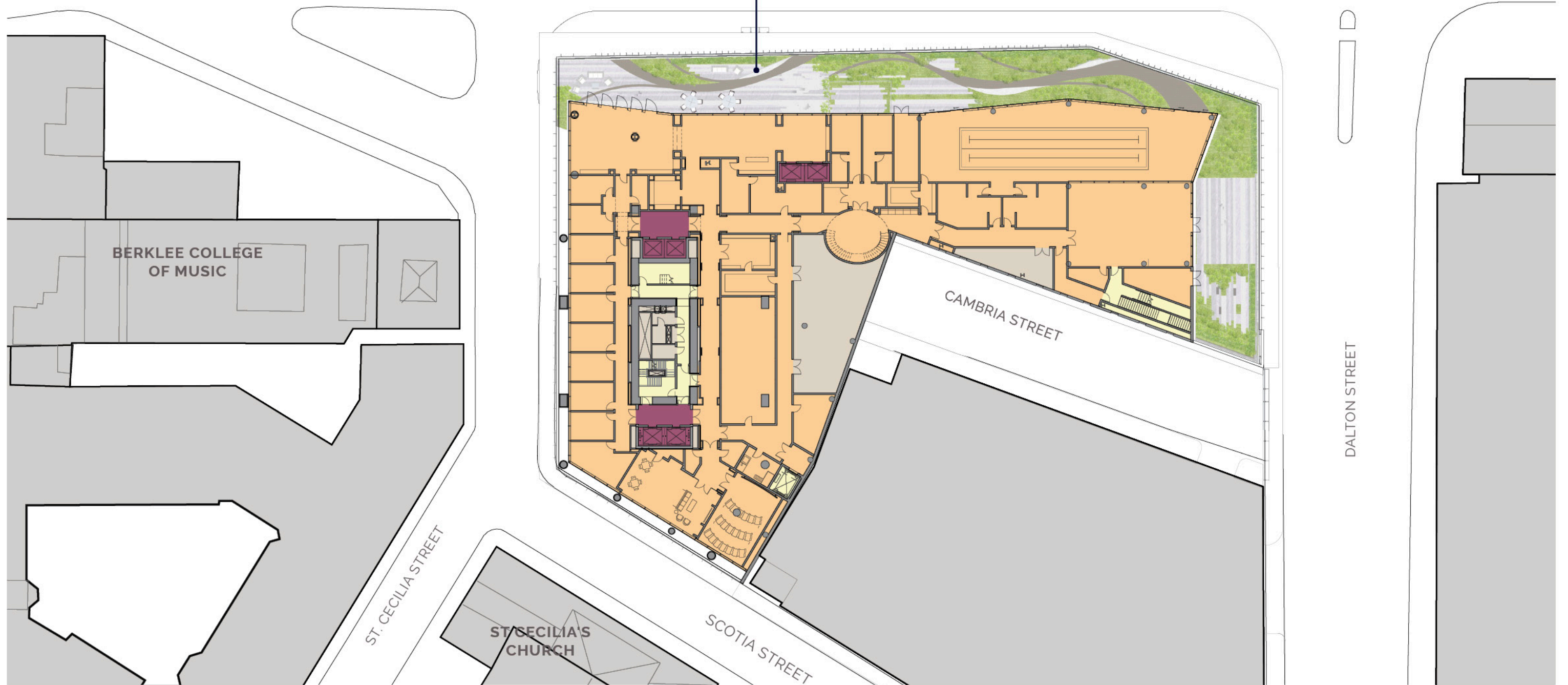


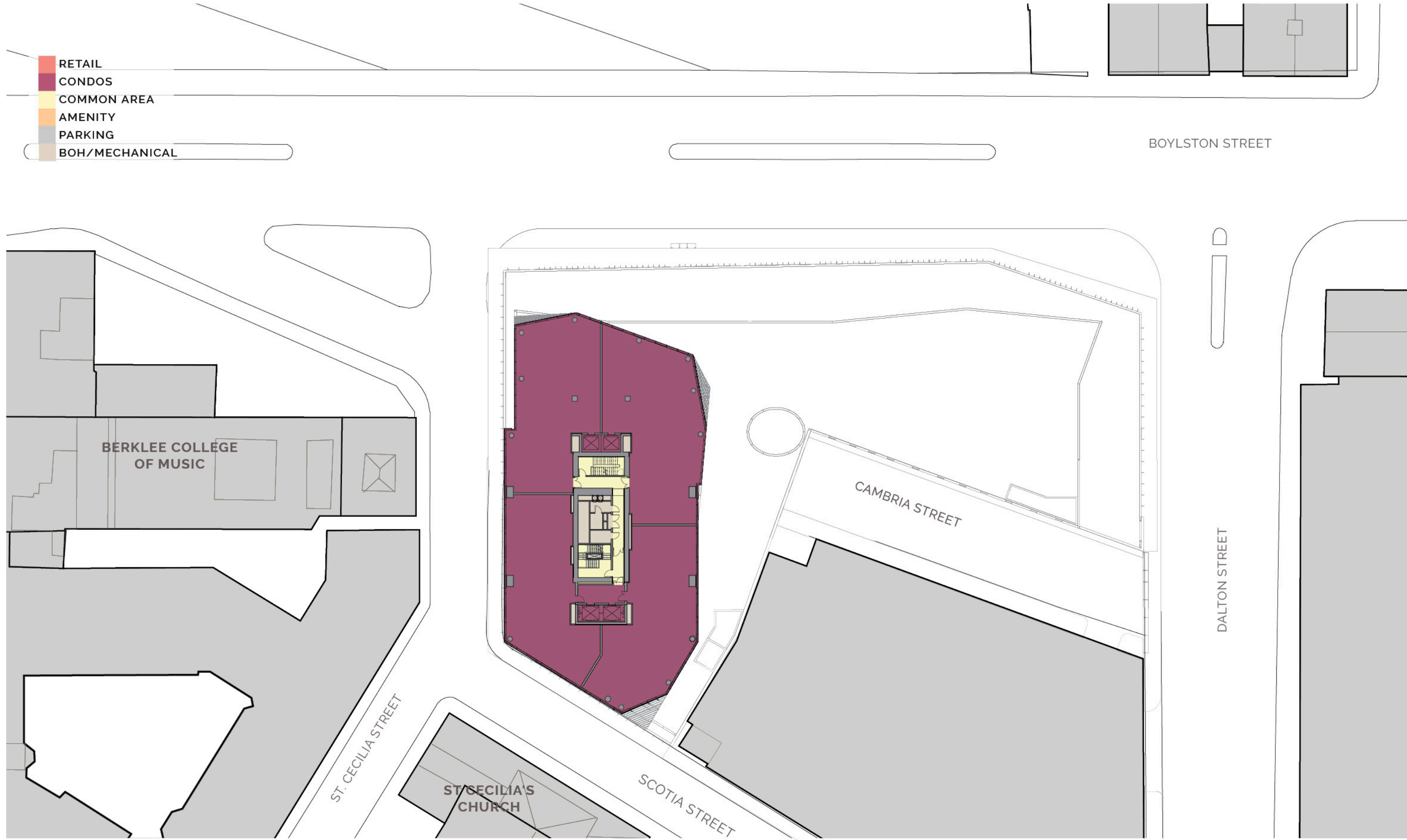


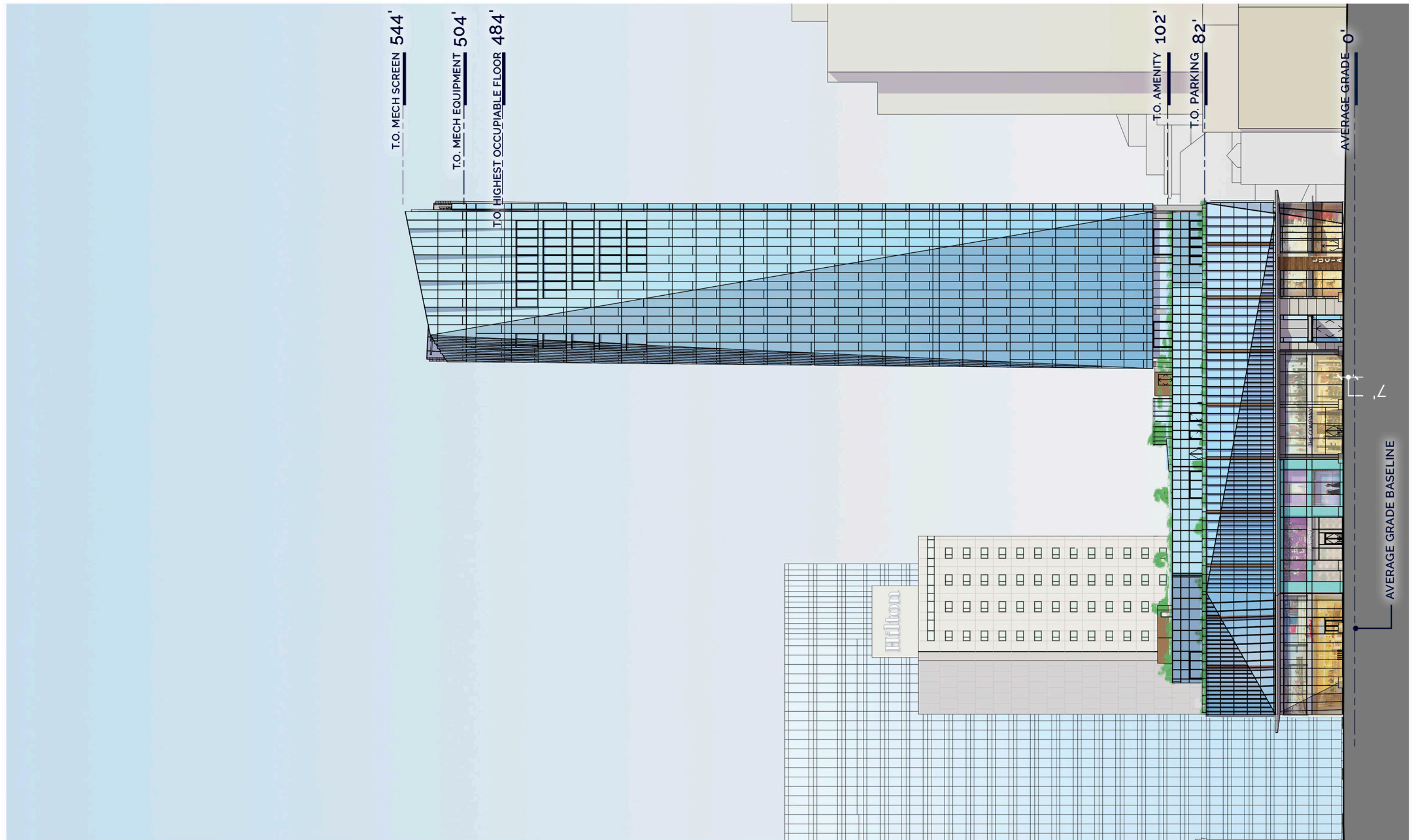
- RETAIL
- CONDOS
- COMMON AREA
- AMENITY
- PARKING
- BOH/MECHANICAL

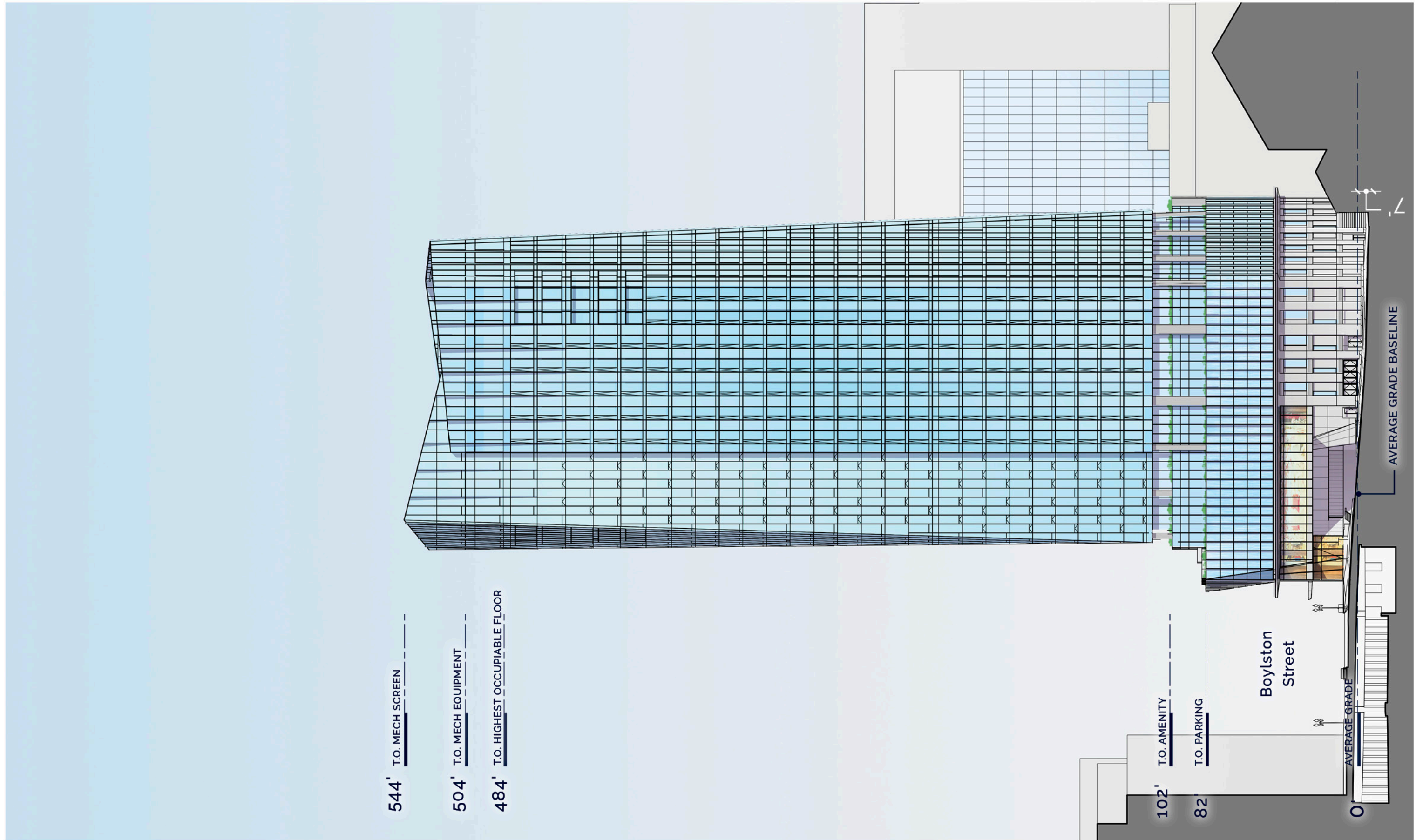


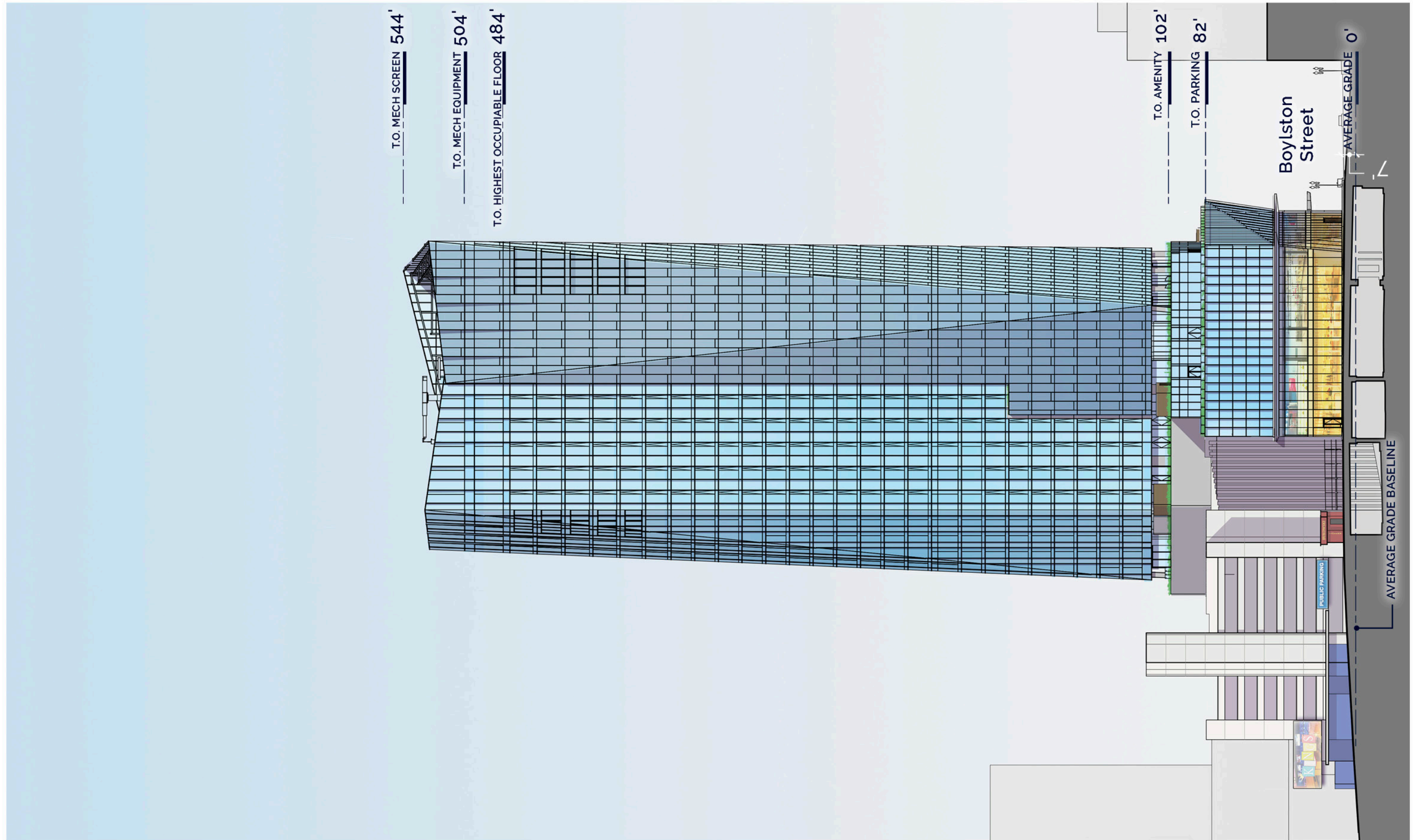
- RETAIL
- CONDOS
- COMMON AREA
- AMENITY
- PARKING
- BOH/MECHANICAL











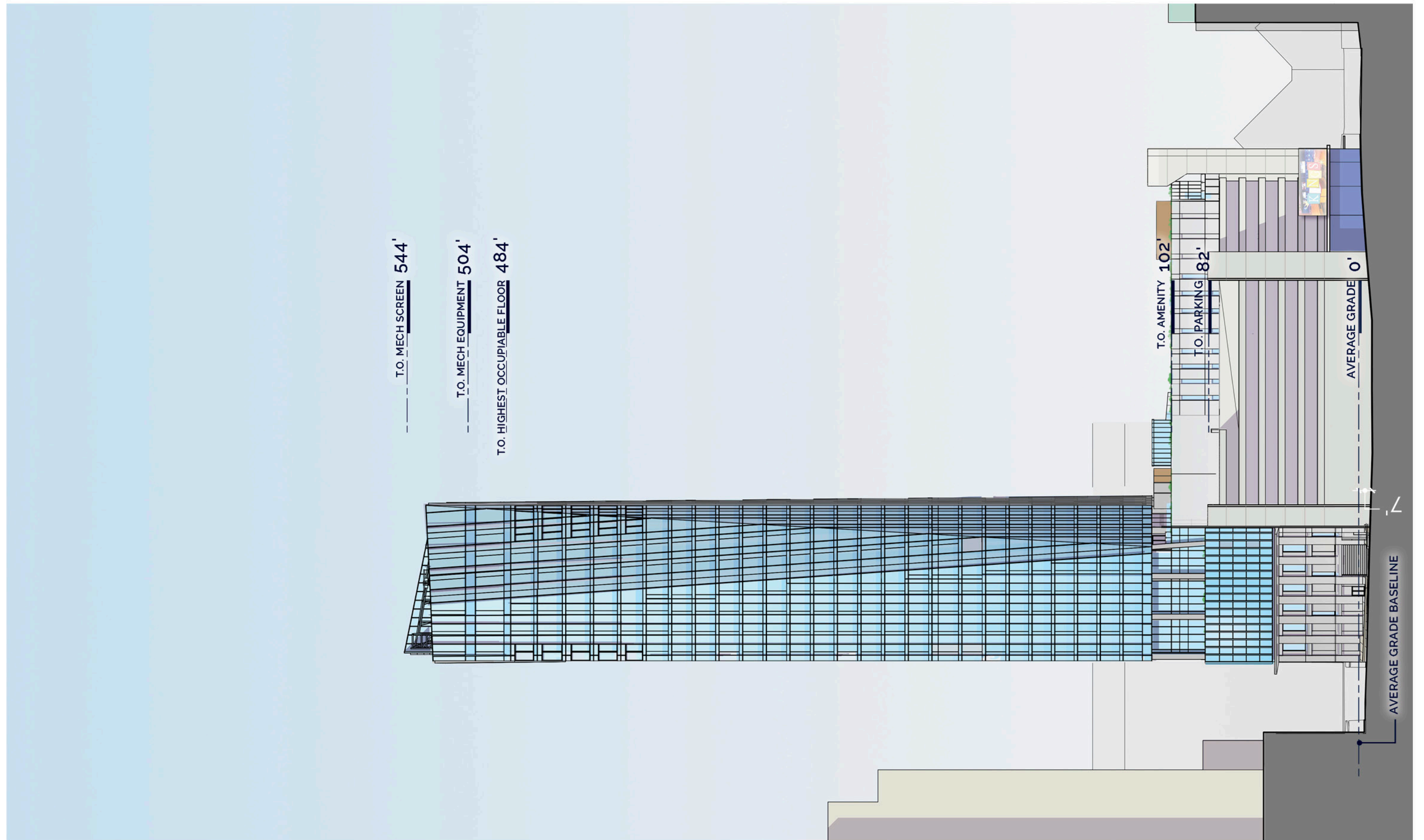


EXHIBIT E

PERMITTED USES

- (1) Residential Uses. Multi-family dwellings, artists' live/work space, apartment hotel. Residential uses include any Affordable dwelling units, including but not limited to Affordable dwelling units which are rental units, condominiums, or limited equity share cooperatives.
- (2) Restaurant, Entertainment Uses and Take-Out Restaurants. Service or sale of food or drink for on-premises or off-premises consumption (including food or drink ready for take-out); lounge or bar with or without any of the following: dancing or entertainment, billiards; and/or pool facilities and/or video and/or other electrical or mechanical amusement game machines; auditorium; concert hall; theater (including motion picture or video theater, but not drive-in theater); dance theater, or music rehearsal studio, artist studio or work space, commercial or non-profit; art galleries and other exhibit space, commercial or non-profit.
- (3) Office Uses. General office; offices of cultural groups; offices of community service organizations; non-institutional medical or dental offices; non-institutional health maintenance organizations; business or professional offices; offices of real estate, insurance, or other agency, or government office; office building; post office, or bank (including automatic teller machines but not including drive-in bank) or similar establishment.
- (4) Hotel or motel.
- (5) Day care center, family care center, nursery school or community health center or clinic.
- (6) Recreational and Community Uses. Social, recreational, or sports center; private club (not including quarters of fraternal or sororal organizations) operated for members only; adult education center or community center building; fitness center, gymnasium, health club or spa.
- (7) Service Uses. All local service uses including, but not limited to, video or film production studio; barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or dry-cleaner; tailor shop; hand laundry; dry-cleaning shop; framer's studio; caterer's establishment; photographer's studio; printing plant; upholsterer's shop; carpenter's shop; electrician's shop; plumber's shop; radio and television repair shop; key and lock shop; express mail operation; ticket outlet; or similar use provided that in laundries and cleaning establishments, only nonflammable solvents are used for cleaning.
- (8) Retail Uses. Any retail business including, but not limited to, stores primarily serving the local retail business needs of the neighborhood; artist supply store; grocery store; department store, furniture store, general merchandise mart or other store serving the general retail business needs of a major part of the city, including accessory storage.
- (9) Place of worship, nonprofit library or museum.
- (10) Communications Uses. Radio and television studio; operation of fiber optic and other related communication equipment; telecommunication operation; data retrieval and transmission operation.
- (11) Transportation Uses. Parking garage; rental motor vehicle agency or car-sharing service; rental bicycle service.

(12) Wholesale Uses. Office or display or sales space of a wholesale, jobbing, or distributing house; and provided that not more than twenty-five percent (25%) of gross floor area devoted to this use is used for assembling, packaging, and storing merchandise.

(13) Service Uses. Video or film production studio; barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or dry-cleaner; tailor shop; hand laundry; dry-cleaning shop; framer's studio; caterer's establishment; photographer's studio; printing plant; upholsterer's shop; carpenter's shop; electrician's shop; plumber's shop; radio and television repair shop; key and lock shop; express mail operation and digs box; ticket outlet; funeral home; undertaker's establishment; mortuary; research laboratory; animal hospital or clinic; or similar use provided that in laundries and cleaning establishments, only nonflammable solvents are used for cleaning.

(14) Urban Plazas. Passive and recreational uses accessible from adjoining streets, with facilities and structures appropriate to urban plazas, including benches and other seating facilities, pools, fountains, works of art, plantings, and other features.

(15) Accessory Uses. Any use customarily incident to a main use, provided that any such use shall be subject to the same restrictions, conditions, limitations, provisos and safeguards as the use to which it is accessory, including, but not limited to, (i) a garage or parking space for occupants, employees, and visitors to the Project, including accessory loading and use by car sharing services and including uses accessory thereto including car wash, valet service and automobile repair provided that such accessory uses are located entirely within such parking garage; (ii) accessory services for residents and visitors to the Project and other uses incidental to the operation of the residential uses, including, but not limited to, health club facilities, fitness center, tennis court, swimming pool, food services, club/lounge, business center, and other resident amenities; (iii) accessory home occupation or professional office; (iv) the storage of flammable liquids and gases incidental to a lawful use; (v) the manufacture, assembly, or packaging of products sold on the lot; (vi) the maintenance and operation of not more than four amusement game machines accessory to eating and drinking establishments.

(16) Any uses specified in Sections 2 – 15 above and residential lobby area may be located on the Ground Level and on the second level of the Podium.