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February 22, 2018

BY HAND

BRA

Boston Planning & Development Agency
City Hall - 9th Floor
One City Hall Square
Boston, MA 02201
Attention: Mr. Brian P. Golden, Director

'18 FEB 22 PM 4:35:47

Re: Application for Planned Development Area for 115 Winthrop Square Redevelopment

Dear Director Golden:

On behalf of our client, MCAF Winthrop LLC (the "Proponent"), I write to apply for the designation of a Planned Development Area (as proposed, the "PDA") pursuant to Articles 3-1A and 80C of the Boston Zoning Code ("Code") and to request approval by the Boston Redevelopment Authority d/b/a Boston Planning & Development Agency (the "BPDA") of the PDA Development Plan enclosed with this letter (the "Development Plan") for the proposed 115 Winthrop Square Redevelopment located on the site of the former Winthrop Square garage at 115 Federal Street (sometimes commonly referred to as 115 Winthrop Square or 240 Devonshire Street) in downtown Boston.

The Development Plan sets forth information regarding development proposed to occur within the PDA (such proposed development, the "Project"), including 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, proposed dimensions of structures and other aspects of the Project.

REQUESTS FOR FINDINGS, DETERMINATIONS AND APPROVALS

The Proponent requests that the BPDA make the following findings, determinations and approvals:

- A. Approve the PDA and the Development Plan after a public hearing and find that the PDA and the Development Plan (a) are not for a location or proposed project for which Planned Development Areas are forbidden by the underlying zoning; (b) comply with any provisions of the underlying zoning that establish use, dimensional, design, or other requirements for proposed projects in Planned Development Areas; (c) comply with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) conform to the plan for the district, subdistrict, or similar geographic area in which the PDA is proposed to be located, and to the general plan for the City of Boston as a whole; and (e) on balance, will not be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens.
- B. Authorize the Director of the Boston Redevelopment Authority to:
 - (a) petition the Zoning Commission of the City of Boston for approval of the PDA and the Development Plan; and



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- (b) issue a Certification of Consistency under Article 80C-8 for the Project upon review and approval of each building permit application and related plans and compliance by the Proponent with other applicable requirements of the Code.

Ten copies of the Development Plan are enclosed with this letter, together with a fact sheet describing the Project and a map of the area involved. We will arrange for appropriate notice of this submission to be published in the Boston Herald.

Please contact me with any questions.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'B M Awe'.

Brian M. Awe

Enclosures

cc: Jonathan Greeley (by email without enclosures)
Jeffrey Hampton (by email without enclosures)
Casey Hines (by email without enclosures)
Marybeth Pyles, Esq. (by email without enclosures)
Sean Nehill, Esq. (by email without enclosures)
Joseph Larkin (by email without enclosures)
Kathleen MacNeil (by email without enclosures)
John Rattigan, Esq. (by email without enclosures)

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**BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 117
115 WINTHROP SQUARE REDEVELOPMENT**

115 Federal Street

MCAF Winthrop LLC

_____, 2018

Development Plan: In accordance with Sections 3-1A and 80C of the Boston Zoning Code (as in effect on the date hereof, the “**Code**”), this Development Plan for Planned Development Area No. 117 (this “**Development Plan**”) sets forth information on the proposed redevelopment (the “**Project**”) of the property located at 115 Federal Street (sometimes commonly referred to as 115 Winthrop Square or 240 Devonshire Street) in downtown Boston, including 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 Development Plan sets forth the zoning for the Project, and represents a stage in the planning process for the development of the Project. The Project is also undergoing review under Section 80B of the Code. A Project Notification Form for the Project was filed with the Boston Redevelopment Authority (now doing business as the Boston Planning & Development Agency, the “**BPDA**”) on November 8, 2016, and the BPDA issued a Scoping Determination for the Project under Section 80B of the Code on April 11, 2017. A comprehensive Draft Project Impact Report for the Project was subsequently filed with the BPDA on January 2, 2018. Based upon that process and approval of this Development Plan, final plans and specifications for the Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency with this Development Plan.

This Development Plan consists of seven (7) pages of text and Exhibits A, B and C. All references to this Development Plan contained herein shall pertain only to such seven (7) pages of text and Exhibits A, B and C. Exhibits A, B and C are subject to design, environmental and other development review by the BPDA and by other governmental agencies and authorities, and the Project as described in this Development Plan may evolve in the course of such review. Unless otherwise set forth herein, all references in this Development Plan 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, the issuance of a Certification of Consistency confirms consistency of the Project with this Development Plan and constitutes

compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

Developer: The developer of the Project is MCAF Winthrop LLC, a Delaware limited liability company, its successors and assigns (the “**Developer**”). The BPDA has designated the Developer as the redeveloper of the Project Site (defined below), and the BPDA and the Developer have entered into that certain Sale and Construction Agreement dated as of January 30, 2017 (as amended from time to time, the “**Sale and Construction Agreement**”) pursuant to which the Developer has the right to obtain fee title to the Project Site from the BPDA and construct the Project. Upon the commencement of construction of the Project, the Developer will own the Project Site either directly or indirectly through one or more affiliates.

Proposed Location: The Project will be located on the site of the former Winthrop Square garage at 115 Federal Street (sometimes commonly referred to as 115 Winthrop Square or 240 Devonshire Street) in downtown Boston, as more specifically described on Exhibit A attached hereto and depicted on Exhibit B attached hereto (the “**Project Site**”). The Project Site consists of approximately 47,874 square feet (approximately 1.1 acres) of land area and is bounded by 75-101 Federal Street to the north, 100 Summer Street and 133 Federal Street to the south, Devonshire Street and Winthrop Square to the west and Federal Street to the east.

The Project Site is located in a B-10 General Business District under the Boston Proper / base provisions of the Code and in a Restricted Parking (Overlay) District. It is not presently located in a Downtown or Neighborhood District or a Groundwater Conservation Overlay District.

Proposed Appearance and Dimensions of Structures and Proposed Density. The Project will include the redevelopment of the Project Site – the location of the former Winthrop Square garage that is being demolished – into a transformative single mixed-use tower (the “**Tower**”). As currently envisioned, the Tower will be up to approximately 55 stories and contain (i) a five-level below grade garage (the “**Garage**”) with parking for up to approximately 550 vehicles, (ii) publicly-accessible space located at grade that connects Winthrop Square and points west to the Financial District and points east and (iii) retail, restaurant, residential, office, amenity (which may include, for example, common rooms, fitness facilities, pet daycare, etc.), meeting, commercial and accessory uses. Anticipated floor plates for the Tower include most of the Project Site on the lower levels, approximately 37,500 square feet on the commercial floors and approximately 17,000 to 38,000 square feet on the residential floors above. Conceptual plans and renderings of the Project showing anticipated massing and other details are attached to this Development Plan as Exhibit C.

The Tower will have a maximum building height (as defined in Article 2A of the Code) not to exceed 675 feet. The floor area ratio (“**FAR**”) of the Project will not exceed 34.5, as calculated pursuant to the Code, provided that elements of the Project that may be located on separately-owned lots at any time and from time to time within the Project Site shall be treated as a single lot for purposes of calculating FAR if there is a recorded condominium document,

easement agreement or other agreement between the owners of such lot that allocates the gross floor area of the Project so that the total FAR of such lots together does not exceed the total FAR allowable in this Development Plan. The total gross floor area (as defined in Article 2A of the Code) of the Project shall not exceed 1,650,000 square feet.

The maximum building height, FAR and gross floor area set out above will be the only dimensional requirements applicable to the Project and the Project Site. All other dimensional (including maximum number of stories) or design requirements of the Code shall not be applicable to the Project and the Project Site and are superseded by this Development Plan. The Project shall be subject to design, environmental and other development review by the BPDA, and the aspects of the Project approved as part of such review shall be deemed to be the dimensional, design and environmental requirements applicable to the Project upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively (provided that such review shall not decrease the land area of the Project Site).

Proposed Uses of the Project Site. Residential Uses, Retail Uses, Restaurant Uses, Office Uses, Entertainment and Recreational Uses, Cultural Uses, Service Uses, Community Uses, Hotel and Conference Center Uses, Parking Garages, Parking Lots, Health Club / Spa Uses, Facility of Public Assembly Uses, Open Space and Public Open Space Uses, Banking Uses and Accessory and Ancillary Uses (as such terms in this sentence are defined and/or used in Article 2A of the Code) shall be allowed uses for the Project. As currently envisioned, the Project will contain approximately 760,000 square feet of gross floor area of residential space comprised of up to 500 residences, approximately 750,000 square feet of gross floor area of office space, approximately 65,000 square feet of gross floor area of residential and office amenity space (which may include, for example, common rooms, fitness facilities, pet daycare, etc.), approximately 40,000 square feet of gross floor area of publicly-accessible space and retail, restaurant and support space, approximately 40,000 square feet of gross floor area of shared meeting space and below-grade parking capacity for up to approximately 550 vehicles. The various uses and distribution of floor area to such uses may change as the Project is further refined and implemented in accordance with and subject to further design, environmental and other development review by the BPDA. Without limiting the foregoing, the development of the Project in accordance with the foregoing program or as refined and implemented in accordance with such further review shall be deemed in compliance with this Development Plan upon the issuance of a Certification of Consistency in accordance with Section 80C-8 of the Code.

Proposed Open Spaces and Landscaping. Subject to design approval from the BPDA's urban design staff, the Developer will incorporate open space and landscaping elements into the design of the Project and certain adjacent areas that will provide an appropriate setting for the various Project uses. The Project's open space shall be subject to design, environmental and other development review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Project and the Project Site and are superseded by this Development Plan.

The Project is also designed to include a publicly-accessible interior space located at grade that passes through the Project Site to connect Winthrop Square and points west to the Financial District and points east. The design of this space is anticipated to be distinct from other parts of the Tower, with a goal to provide the operational structure and architectural scaffolding to accommodate and implement a variety of, for example, programmed educational, civic, performance and/or cultural experiences to the public throughout the day, with the seasons and as the space may be reimagined over time.

Proposed Traffic Circulation. As currently designed, residential vehicles arriving to the Project will approach the Project by traveling northbound on Devonshire Street and proceed to the underground Garage via a ramp and driveway on Devonshire Street. The primary residential porte-cochere/drop-off will be located off-street and internal to the Project Site on the first underground level of the Garage. Residential vehicles exiting the Garage will turn right on to Devonshire Street and proceed either to Otis Street or Franklin Street depending on destination. Nonresidential vehicles (other than those accessing the loading dock facilities) will access the Project from the opposite side of the Project Site via a reversible driveway and ramp on Federal Street. These nonresidential vehicles will primarily exit the Garage by turning left on Federal Street; however, during non-peak hours nonresidential vehicles may enter and exit the Garage through the ramp and driveway on Devonshire Street.

The access/egress to the Project's loading facilities will be provided by a dedicated curb cut on Devonshire Street. Currently, travel on Devonshire Street between Summer Street and the Project Site is one-way in the northerly direction only. To enhance traffic flow near the Project Site, the Developer has proposed, subject to applicable approvals from BPDA staff and the Boston Transportation Department, that the portion of Devonshire Street the Project's loading facilities to Summer Street be converted to two-way traffic. This change would eliminate the need for vehicles using the Project's loading facilities to exit through Winthrop Square.

Proposed Parking and Loading Facilities. The Project has been designed to satisfy its own parking needs without any additional off-site parking. As currently contemplated, the Garage will include capacity for the parking of up to 550 vehicles, including capacity for approximately 250 vehicles for the Project's non-residential uses. Approximately five (5) drop-off/pick-up spaces are contemplated to be located adjacent to the Project on Devonshire Street. Approximately three (3) loading bays located inside the Tower will be provided to serve the Project, and will be accessed from Devonshire Street as described above. Commercial trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. Residential trash removal is anticipated to be accommodated by use of an internal trash chute to an internal compactor. The Project's parking and loading facilities and traffic circulation shall be subject to design, environmental and other development review by the BPDA, and the parking and loading facilities and traffic circulation approved as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Project and the Project Site and are superseded by this Development Plan.

Access to Public Transportation. The Project is located less than a five-minute walk from Boston's largest transit hub, South Station, and all four Massachusetts Bay Transportation Authority ("MBTA") rapid transit lines – the Red, Orange, Blue and Green lines – and the MBTA's Silver Line are located proximate to the Project Site. In addition, numerous MBTA local bus routes serve downtown Boston, and a major MBTA commuter bus hub is located on Federal Street across from the Project Site.

Economic Opportunity and Inclusion. The Developer is committed to promoting economic inclusiveness and equity in the City of Boston and providing participation, access and job training opportunities, thereby creating an engine to change the real estate development infrastructure throughout the City and allow diverse construction workers, professionals, employees and other residents of Boston both to develop experience and qualifications and to expand potential opportunities for future work on other projects elsewhere in the City of Boston. The Developer and the City have previously entered into a Memorandum of Understanding Regarding Economic Opportunity and Inclusion dated as of January 30, 2017 with respect to the Project in an effort to further these goals. In addition, the Developer shall satisfy its Jobs Contribution Exaction obligations under Section 80B-7 of the Code by either making the applicable Jobs Contribution Grant payment to the Neighborhood Jobs Trust in compliance with Section 80B-7 of the Code or, if approved by the BPDA, by utilizing the amount of such Jobs Contribution Grant to create or expand, either directly or with BPDA-approved third-parties, job training programs in the City of Boston without geographic limitation. Such programs shall be subject to review by BPDA, and each program approved as part of such review shall be deemed to be in compliance with this Development Plan and shall be deemed to be in whole or partial satisfaction, as applicable, of the Developer's Jobs Contribution Exaction obligations with respect to the Project.

Inclusionary Development. The Developer shall provide affordable housing for Boston residents in compliance with the Executive Order of Mayor Martin J. Walsh entitled An Executive Order Relative to Inclusionary Development dated December 9, 2015 and the associated Inclusionary Development Policy adopted by the BPDA on December 10, 2015.

Housing Linkage. The Developer shall satisfy its Housing Contribution Exaction obligations under Section 80B-7 of the Code by either making the applicable Housing Contribution Grant or satisfying the Housing Creation Option in compliance with Section 80B-7 of the Code.

Signage. The signage program for the Project shall be subject to design, environmental and other development review by the BPDA, and any "Sign" approved as part of such review shall be deemed to be in compliance with this Development Plan. All other signage requirements of the Code shall not be applicable to the Project and the Project Site and are superseded by this Development Plan.

Green Buildings. The Proposed Project shall comply with Article 37, *Green Buildings*, of the Code.

Development Review Procedures. All design plans for the Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

Public Benefits. The Project will provide substantial public benefits to the City of Boston, converting an underdeveloped site in the heart of Boston's downtown into a vibrant mix of residential, retail and commercial uses and providing a significant economic stimulus. The Project will expand the emerging critical mass of residents in Boston's dynamic downtown and set new standards for workplace efficiency, adaptability, environmental sustainability and wellness. The innovative publicly-accessible grade level space, new and active retail, restaurant and commercial space, the Project's location at the City's nexus of public transportation and an improved streetscape will also improve aesthetics and provide an improved pedestrian environment in the downtown Boston neighborhood for residents, workers and visitors alike.

Among its many other anticipated benefits, the Project will:

- (a) Strengthen economic vitality and reestablish downtown Boston's preeminence as the region's commercial core by replacing a deteriorated, blighted and abandoned former garage with a vital, active mixed-use Project.
- (b) Create important publicly-accessible grade-level space for a variety of educational, civic, performance, commercial, cultural and other experiences available for the public while connecting Winthrop Square to the Financial District.
- (c) Improve Winthrop Square and the surrounding sidewalks and streetscapes, making a new public realm anchor connecting Downtown Crossing, Post Office Square and Dewey Square.
- (d) Create up to 500 residential units in the burgeoning downtown neighborhood, helping to transform downtown Boston into a 24-hour vibrant mixed-use community.
- (e) Provide affordable housing for Boston residents in compliance with the Executive Order of Mayor Martin J. Walsh entitled An Executive Order Relative to Inclusionary Development dated December 9, 2015 and the associated Inclusionary Development Policy adopted by the BPDA on December 10, 2015.
- (f) Generate an estimated \$14,000,000 annually in additional property tax revenue to the City of Boston when built and fully operational, and generate an estimated \$18,000,000 in state sales tax revenue for construction materials and an estimated \$21,500,000 in state personal income taxes to the Commonwealth of Massachusetts during construction.
- (g) Contribute directly to the economy of Boston by providing approximately 2,800 construction jobs, with a goal of employing at least 51% Boston residents, 40% minorities and 12% women, and providing space for or directly creating approximately 2,670 permanent jobs.

(h) Pursue new standards in Economic Opportunity and Inclusion in the City of Boston, including leading new initiatives to promote minority business enterprises and women-owned business enterprises during and after development of the Project.

(i) Advance the sustainability objectives of the City through the development of an energy-efficient and environmentally friendly Tower that will strive to achieve LEED Platinum certifiability and adopt the principles of “Passive House Institute” design in the office component.

Exhibit A

Legal Description of the Project Site

Those certain parcels of land situated in the City of Boston, County of Suffolk and Commonwealth of Massachusetts described as follows:

Parcel 1

A parcel of land with any improvements thereon formerly of Walter Hunnewell et al Trs., being Parcel 1 on that certain plan recorded with the Suffolk County Registry of Deeds at Book 6310, Page 69 (the "1947 Taking Plan"), bounded and described as follows:

WESTERLY by Devonshire Street, by two measurements, thirty-one and $92/100$ and twenty and $12/100$ feet;

NORTHERLY by land of Second National Bank, forty-nine and $48/100$ feet;

EASTERLY by land of E. Sohier Welch et al Gdns. of C. Philip Beebe, fifty-seven and $54/100$;

SOUTHERLY by land of The James R. Carter Family Trust, sixty-nine and $60/100$ feet;

Containing three thousand one hundred ten (3,110) square feet of land, more or less.

Parcel 2

A parcel of land with any improvements thereon formerly of The James R. Carter Family Trust, being Parcel 2 on the 1947 Taking Plan, bounded and described as follows:

WESTERLY by Devonshire Street, by two measurements, five and $50/100$ and forty-four and $33/100$ feet;

NORTHERLY by land, Parcel 1 hereinbefore referred to, sixty nine and $60/100$ feet;

EASTERLY by land of The James R. Carter Family Trust and by land of E. Sohier Welch et al Gdns. of C. Philip Beebe, $83/100$ feet;

NORTHERLY by the southerly face of a party wall on land of The James R. Carter Family Trust and on land of E. Sohier Welch et al Gdns. of C. Philip Beebe, seventy eight and $76/100$ feet;

EASTERLY by the westerly face of a party wall on land of The James R. Carter Family Trust and on land of E. Sohier Welch et al Gdns. of C. Philip Beebe, forty nine and $67/100$ feet;

SOUTHERLY by land of person or persons unknown, sixty two and $75/100$ feet;

WESTERLY by land of Walter Hunnewell et al Trs., 65/100 feet;

SOUTHERLY by land of Walter Hunnewell et al Trus., eighty six and 34/100 feet;

Containing seven thousand four hundred forty one (7441) square feet of land more or less.

Parcel 3

A parcel of land with any improvements thereon formerly belonging to person or persons unknown, being Parcel 3 on the 1947 Taking Plan, bounded and described as follows:

WESTERLY by land of Walter Hunnewell et al, Trs., twenty one and 93/100 feet;

NORTHERLY by land, Parcel 2 hereinbefore referred to, sixty three and 42/100 feet;

EASTERLY by Sullivan Pl., twenty two and 59/100 feet;

SOUTHERLY by land of Ledyard Realty Trust, four and 58/100 feet;

EASTERLY by land of Ledyard Realty Trust, one and 25/100 feet;

SOUTHERLY by land of Walter Hunnewell et al, Trs., fifty nine and 94/100 feet;

Containing one thousand four hundred fifty four (1454) square feet of land, more or less.

Parcel 4

A parcel of land with any improvements thereon formerly of Walter Hunnewell et al Trs., being Parcel 4 on the 1947 Taking Plan, bounded and described as follows:

WESTERLY by Devonshire St., by two measurements, twenty two and 95/100 and fifty five and 60/100 feet;

NORTHERLY by land, Parcel 2 hereinbefore referred to eighty six and 34/100 feet;

EASTERLY by land, Parcel 2 hereinbefore referred to, 65/100 feet;

EASTERLY by land, Parcel 3 hereinbefore referred to, twenty one and 93/100 feet;

NORTHERLY by land, Parcel 3 hereinbefore referred to, fifty nine and 94/100 feet;

EASTERLY by land of Ledyard Realty Trust, thirty two and 69/100 feet;

SOUTHERLY by land of Ledyard Realty Trust, 33/100 feet;

EASTERLY by land of Ledyard Realty Trust, twenty one and 05/100 feet;

SOUTHERLY by land of Ledyard Realty Trust, three and 17/100 feet;

EASTERLY by land of Ledyard Realty Trust, twenty four and 54/100 feet;

NORTHERLY by land of Ledyard Realty Trust, 46/100 feet;

EASTERLY by land of Ledyard Realty Trust, eighteen and 05/100 feet;

EASTERLY by land of person or persons unknown, seventeen and 63/100 feet;

SOUTHERLY by land of A.W. Perry Co., by three measurements, seventeen and 95/100, fifty and 66/100 and four and 29/100 feet;

WESTERLY by land of person or persons unknown, twenty four and 29/100 feet;

SOUTHERLY by land of person or persons unknown sixty-two and 11/100 feet;

SOUTHERLY by Devonshire St., two and 72/100 feet;

Containing fourteen thousand two hundred thirty six (14,236) square feet of land, more or less.

Parcel 5

A parcel of land with any improvements thereon formerly of Ledyard Realty Trust, being Parcel 5 on the 1947 Taking Plan, bounded and described as follows:

EASTERLY by Federal St., by two measurements, one and 45/100 and fifty seven and 44/100 feet;

SOUTHERLY by other land of Ledyard Realty Trust, one hundred eighteen and 26/100 feet;

WESTERLY by land, Parcel 4 hereinbefore referred to, twenty one and 05/100 feet;

NORTHERLY by land, Parcel 4 hereinbefore referred to, 33/100 feet;

WESTERLY by land, Parcel 4 hereinbefore referred to, thirty two and 69/100 feet;

WESTERLY by land, Parcel 3 hereinbefore referred to, one and 25/100 feet;

NORTHERLY by land, Parcel 3 hereinbefore referred to, four and 58/100 feet;

NORTHERLY by Sullivan Pl., one hundred seven and 01/100 feet;

Containing six thousand five hundred forty seven (6547) square feet of land, more or less.

Parcel 6

A parcel of land with any improvements thereon formerly of Ledyard Realty Trust, being Parcel 6 on the 1947 Taking Plan, bounded and described as follows:

EASTERLY by Federal St., forty and $67/100$ feet;

SOUTHERLY by Federal Court, one hundred twenty one and $76/100$ feet;

SOUTHERLY by land of person or persons unknown, two and $66/100$ feet;

WESTERLY by land, Parcel 4 hereinbefore referred to, eighteen and $05/100$ feet;

SOUTHERLY by land, Parcel 4 hereinbefore referred to, $46/100$ feet;

WESTERLY by land, Parcel 4 hereinbefore referred to, twenty four and $54/100$ feet;

NORTHERLY by land, Parcel 4 hereinbefore referred to, three and $17/100$ feet;

NORTHERLY by land, Parcel 5 hereinbefore referred to, one hundred eighteen and $26/100$ feet.

Containing five thousand forty three (5043) square feet of land, more or less.

Parcel 7

A parcel of land with any improvements thereon formerly belonging to person or persons unknown, being Parcel 7 on the 1947 Taking Plan, bounded and described as follows:

NORTHERLY by land, Parcel 6 hereinbefore referred to, two and $66/100$ feet;

EASTERLY by Federal Court, seventeen and $75/100$ feet;

WESTERLY by land, Parcel 4 hereinbefore referred to, seventeen and $63/100$ feet.

Containing twenty three (23) square feet of land, more or less.

Parcel 8

A parcel of land with any improvements thereon formerly of A.W. Perry Co., being Parcel 8 on the 1947 Taking Plan, bounded and described as follows:

EASTERLY by Federal Court, eighty seven and 11/100 feet;

SOUTHERLY by northerly face of a party wall on land of A.W. Perry Co. and on land of Quaker Building Co., seventy eight and 30/100 feet;

WESTERLY by land of person or persons unknown, eighty six and 44/100 feet;

NORTHERLY by land, Parcel 4 hereinbefore referred to, by three measurements, four and 29/100, fifty and 66/100 and seventeen and 95/100 feet;

Containing six thousand six hundred forty (6640) square feet of land, more or less.

Parcel 9

A parcel of land with any improvements thereon formerly of Astor Exterminating Co., being Parcel 9 on the 1947 Taking Plan, bounded and described as follows:

WESTERLY by Devonshire St., twenty five and 45/100 feet;

NORTHERLY by land of Boston Safe Deposit and Trust Co., Trs., eighty one and 58/100 feet;

EASTERLY by land of person or persons unknown, nine and 39/100 feet;

EASTERLY by land of person or persons unknown, sixteen and 42/100 feet;

SOUTHERLY by the northerly face of a party wall on land of Astor Exterminating Co. and on land of J. Vincent Gray, eighty four and 43/100 feet;

Containing two thousand one hundred thirty three (2133) square feet of land, more or less.

Parcel 10

A parcel of land with any improvements thereon formerly of Boston Safe Deposit and Trust Co., Trs., being Parcel 10 on the 1947 Taking Plan, bounded and described as follows:

WESTERLY by Devonshire St., twenty nine and 72/100 feet;

NORTHERLY by land of Boston Safe Deposit and Trust Co. Trs., seventy two and 02/100 feet;

EASTERLY by land of person or persons unknown, thirty one and 19/100 feet;

SOUTHERLY by land, Parcel 9 hereinbefore referred to, eighty one and 58/100 feet;

Containing two thousand two hundred eighty one (2281) square feet of land, more or less.

Parcel 11

A parcel of land with any improvements thereon formerly of Boston Safe Deposit and Trust Co. Trs., being Parcel 11 on the 1947 Taking Plan, bounded and described as follows:

WESTERLY by Devonshire St., thirty and $27/100$ feet;

NORTHERLY by land of person or persons unknown, sixty one and $40/100$ feet;

EASTERLY by land of person or persons unknown, thirty four and $89/100$ feet;

SOUTHERLY by land, Parcel 10 hereinbefore referred to, seventy two and $02/100$ feet;

Containing two thousand one hundred twenty four (2124) square feet of land, more or less.

Parcel 12

A parcel of land with any improvements thereon formerly belonging to person or persons unknown, being Parcel 12 on the 1947 Taking Plan, bounded and described as follows:

WESTERLY by Devonshire St., ten feet;

NORTHERLY by land, Parcel 4 hereinbefore referred to, sixty two and $11/100$ feet;

EASTERLY by land, Parcel 4 hereinbefore referred to, twenty four and $29/100$ feet;

EASTERLY by land, Parcel 8 hereinbefore referred to, eighty six and $44/100$ feet;

SOUTHWESTERLY by land of person or persons unknown, fourteen and $43/100$ feet;

WESTERLY by land, Parcel 9 hereinbefore referred to by two measurements, sixteen and $42/100$ and nine and $39/100$ feet;

WESTERLY by land, Parcel 10 hereinbefore referred to, thirty one and $19/100$ feet;

WESTERLY by land, Parcel 11 hereinbefore referred to, thirty four and $89/100$ feet;

SOUTHERLY by land, Parcel 11 hereinbefore referred to, sixty one and $40/100$ feet;

Containing one thousand two hundred eleven (1211) square feet of land, more or less.

The above described Parcels 1-12 and all of said measurements are shown on a plan marked "Plan showing land taken for Off-Street Parking Facilities under Authority of the Legislature, Chapter 474 of 1946 and Chapter 79 of the General Laws, City of Boston, Devonshire St., Federal Ct., Federal St., Sullivan Pl. Boston Proper, July 8, 1947, Thomas F. McGovern, Chief Engineer, Street Laying Out Department".

Parcel 2A

A certain parcel of land with any improvements thereon, formerly of The James R. Carter Family Trust, bounded and described as follows:

SOUTHERLY by land of City of Boston zero and 67/100 (0.67) feet;

WESTERLY by land of City of Boston (westerly face of party wall) forty nine and 67/100 (49.67) feet;

SOUTHERLY by land of City of Boston (southerly face of party wall) seventy eight and 76/100 (78.76) feet;

WESTERLY by land of City of Boston zero and 83/100 (0.83) feet;

NORTHERLY by land, now or formerly of E. Sohier Welch-Thomas N. Reynolds, Guardians of C. Philip Beebe (middle of party wall) seventy nine and 43/100 (79.43) feet;

EASTERLY by land, now or formerly of E. Sohier Welch-Thomas N. Reynolds, Guardians of C. Philip Beebe (middle of party wall) fifty and 50/100 (50.50) feet;

Containing one hundred (100) square feet of land, more or less, together with rights and easements of the owner of said parcel in the said party wall throughout its entire length and width.

Parcel 8A

A certain parcel of land with any improvements thereon, formerly of A. W. Perry Co., situated on the westerly side of Federal Court, bounded and described as follows:

EASTERLY by Federal Court, zero and 83/100 (0.83) feet;

SOUTHERLY by land of Quaker Building Co. (middle of party wall) seventy eight and 30/100 (78.30) feet;

WESTERLY by land of person or persons unknown zero and 83/100 (0.83) feet;

NORTHERLY by land of City of Boston (northerly face of party wall) seventy eight and 30/100 feet;

Containing sixty five (65) square feet of land, more or less, together with rights and easements of the owner of said parcel in the said party wall throughout its entire length and width.

Parcel 9A

A certain parcel of land with any improvements thereon situated on the southeasterly side of Devonshire Street, formerly of Astor Exterminating Co., bounded and described as follows:

NORTHWESTERLY by Devonshire Street zero and 83/100 (0.83) feet;

SOUTHWESTERLY by land of the City of Boston (northerly face of party wall) eighty-four and 43/100 (84.43) feet;

SOUTHEASTERLY by Parcel 12A, hereinbefore described, zero and 83/100 (0.83) feet;

SOUTHWESTERLY by land of J. Vincent Gray (middle of party wall) eighty-four and 43/100 (84.43) feet.

Containing seventy (70) square feet of land, more or less, together with the rights and easements, in the said party wall throughout its entire length and width.

Parcel 12A

A certain parcel of land with any improvements thereon, formerly belonging to person or persons unknown, bounded and described as follows:

SOUTHEASTERLY by Parcel 8A, hereinbefore described zero and 83/100 (0.83) feet;

SOUTHWESTERLY by land of person or persons unknown fourteen and 43/100 (14.43) feet;

NORTHWESTERLY by Parcel 9A, hereinafter described, zero and 83/100 (0.83) feet;

NORTHEASTERLY by land of City of Boston fourteen and 23/100 (14.23) feet;

Containing twelve (12) square feet of land, more or less.

The above-described Parcels 2A, 8A, 9A and 12A, together with the locations and dimensions thereof, are shown on a plan marked "Plan showing additional parcels taken for OFF STREET PARKING FACILITIES under authority of the Legislature, Chapter 474 of 1946 and Chapter 79 of the General Laws; City of Boston, Devonshire St., Federal Ct., Sullivan Pl., Boston Proper, April 4, 1951, James W. Haley, Chief Engineer, Street Laying-Out Department."

Excluded from the above-described Parcels 1-12, 2A, 8A, 9A and 12A, as applicable, is that certain parcel of land previously conveyed by the City of Boston to Brooks Potter by deed dated February 24, 1955 and recorded with the Suffolk County Registry of Deeds at Book 7035, Page 498, as such parcel of land is more specifically described in said deed.

Exhibit B

Plan of the Project Site

[See attached]



PDA AREA = +/- 47,874 SQ. FT.
= +/- 1.099 ACRES

DEVONSHIRE STREET
(PUBLIC - VARIABLE WIDTH)

FEDERAL STREET
(PUBLIC - 80' WIDE ONE WAY)

FEDERAL COURT
(PRIVATE - VARIABLE WIDTH)

#75-101 FEDERAL ST.

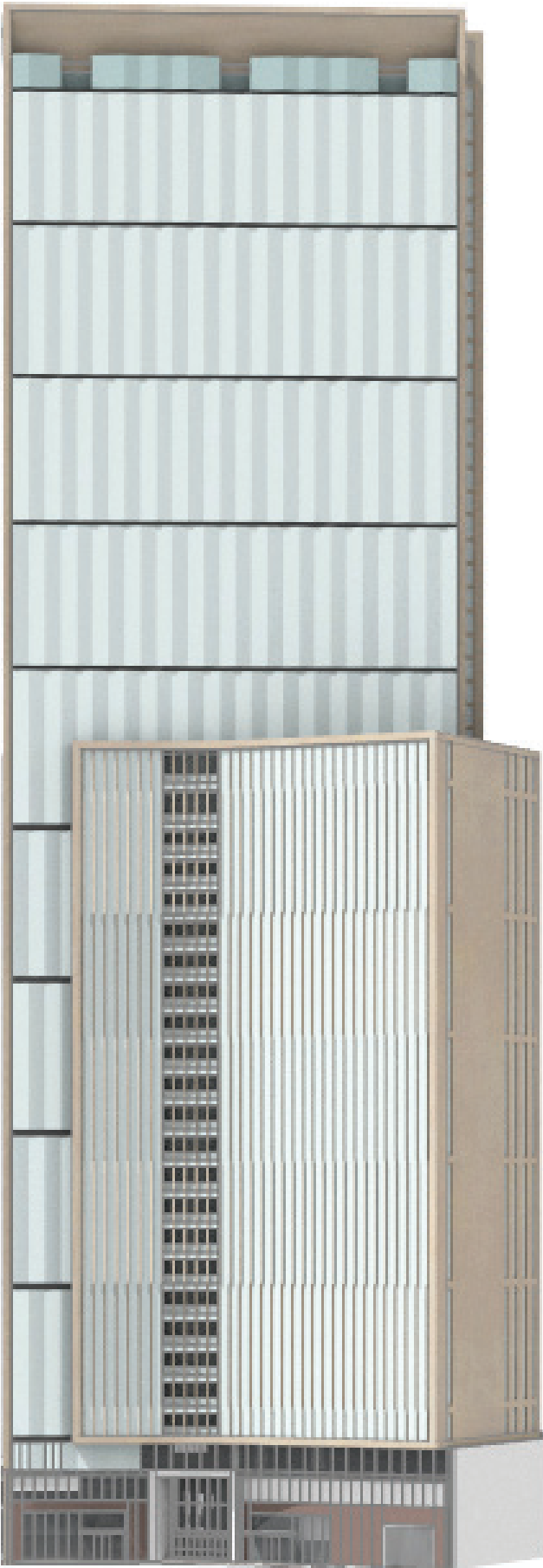
#133 FEDERAL ST.

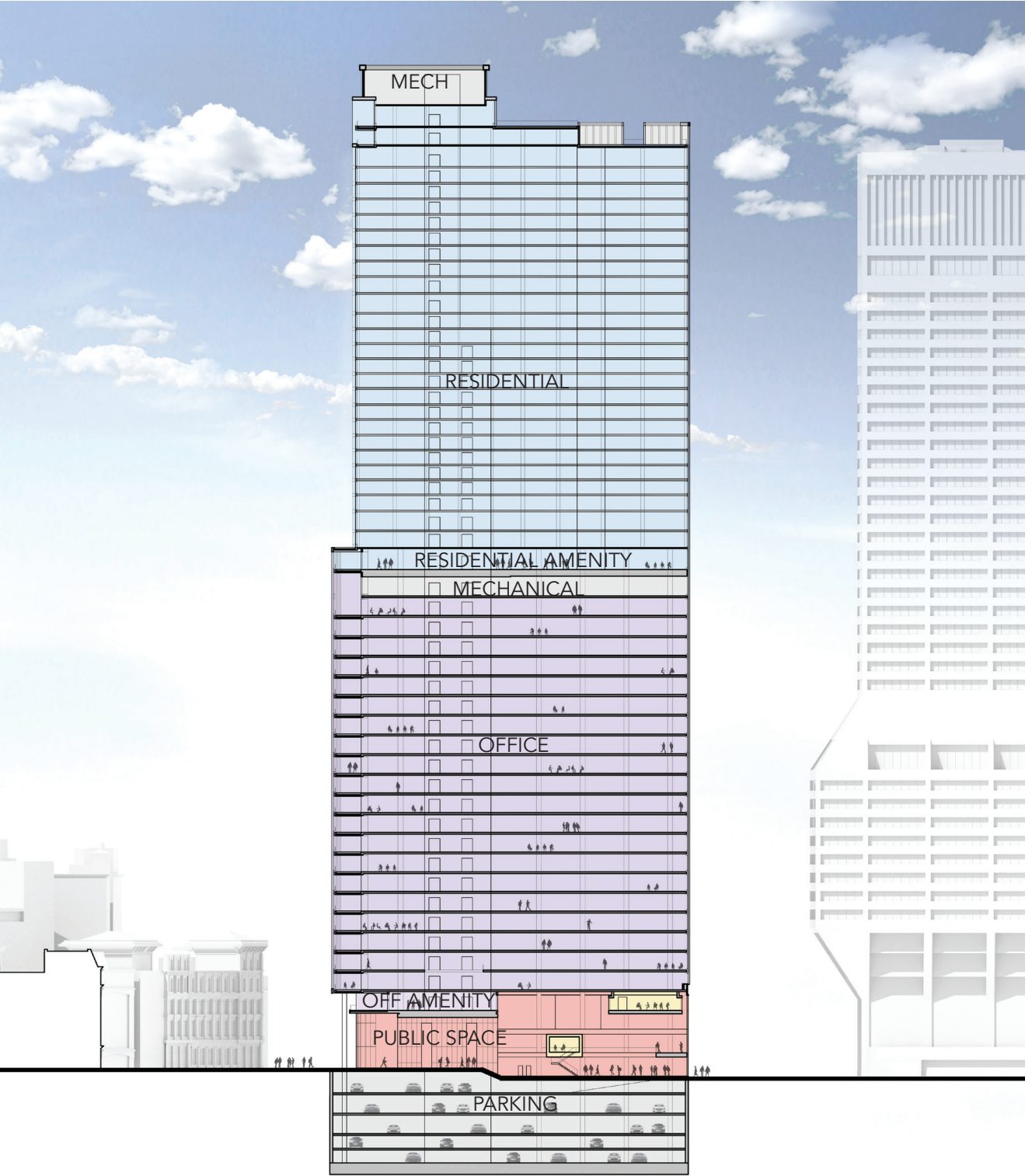
#100 SUMMER ST.

Exhibit C

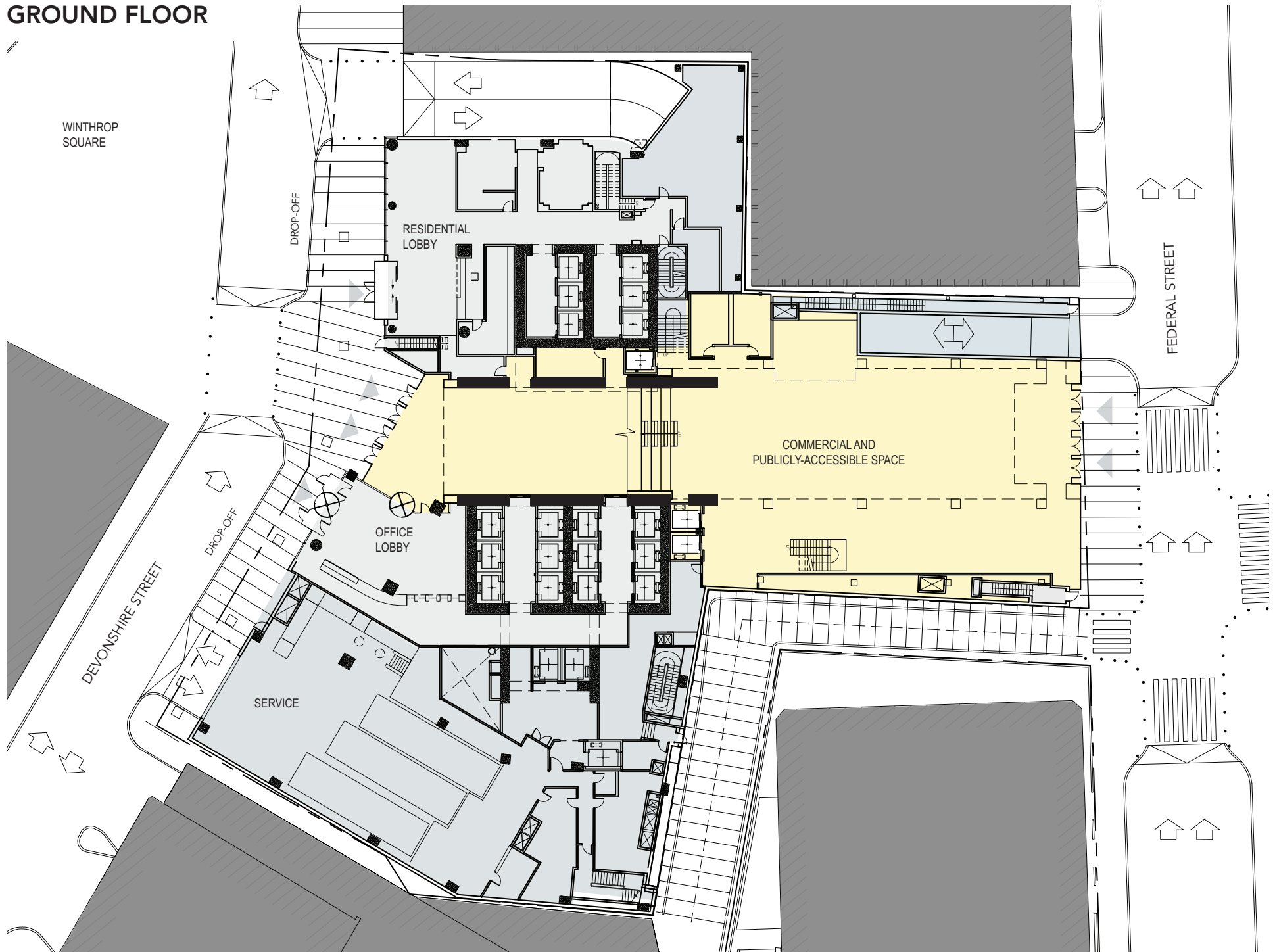
Conceptual Plans and Renderings

[See attached]

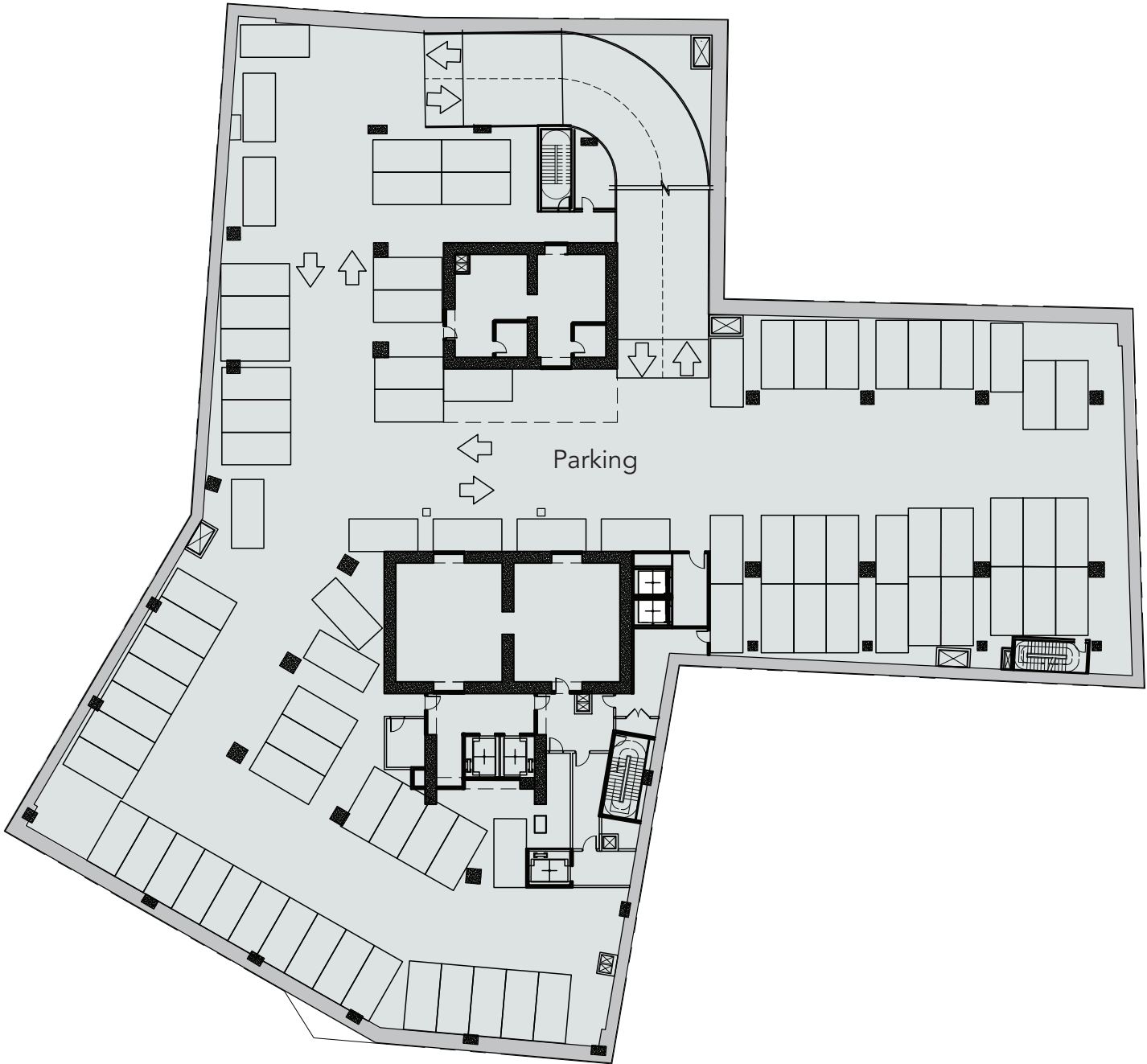




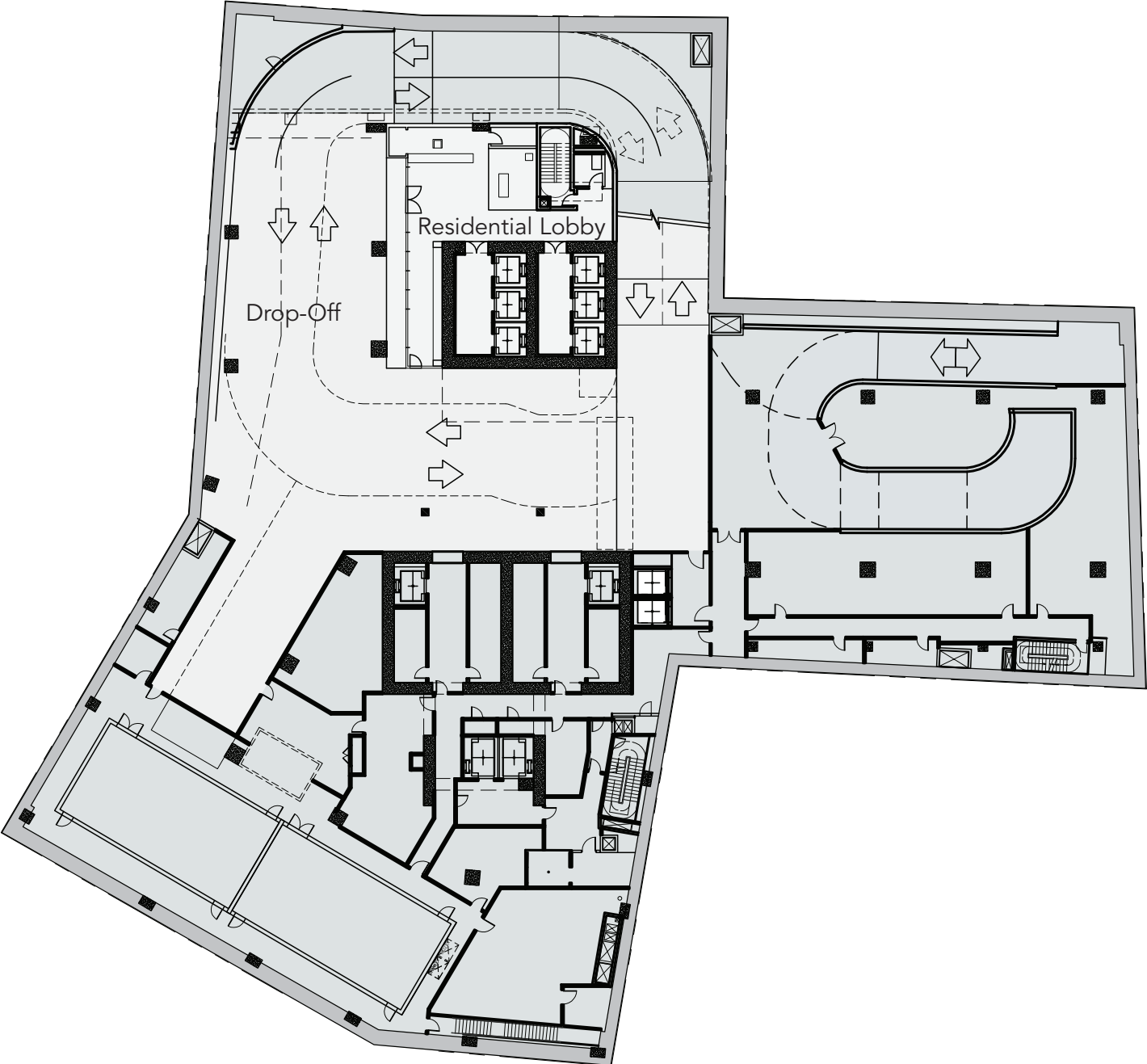
GROUND FLOOR



FLOORS B2-B5
(TYPICAL)



FLOOR B1



TYPICAL OFFICE FLOOR



TYPICAL RESIDENTIAL FLOOR



FACT SHEET
DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 117
115 WINTHROP SQUARE REDEVELOPMENT

115 Federal Street

Proponent MCAF Winthrop LLC, a Delaware limited liability company, its successors and assigns.

Project Site The Proposed Project will be located on the site of the former Winthrop Square garage at 115 Federal Street (sometimes commonly referred to as 115 Winthrop Square or 240 Devonshire Street) in downtown Boston. The Project Site consists of approximately 47,874 square feet (approximately 1.1 acres) of land area and is bounded by 75-101 Federal Street to the north, 100 Summer Street and 133 Federal Street to the south, Devonshire Street and Winthrop Square to the west and Federal Street to the east. A plan showing the Project Site is attached as Exhibit A.

Proposed Project The Proposed Project will include the redevelopment of the Project Site into a transformative single mixed-use tower currently anticipated to be up to approximately 55 stories and to contain (i) a five-level below grade garage with parking for up to approximately 550 vehicles, (ii) publicly-accessible space located at grade and (iii) retail, restaurant, residential, office, amenity, meeting, commercial and accessory uses. Overall, the Proposed Project is currently contemplated to include approximately 760,000 square feet of gross floor area of residential space comprised of up to 500 residences, approximately 750,000 square feet of gross floor area of office space, approximately 65,000 square feet of gross floor area of residential and office amenity space, approximately 40,000 square feet of gross floor area of publicly-accessible space and retail, restaurant and support space, approximately 40,000 square feet of gross floor area of shared meeting space and below-grade parking capacity for up to approximately 550 vehicles.

Proposed Density The Proposed Project will contain up to 1,650,000 square feet of gross floor area, and the zoning floor area ratio of the Proposed Project (as more specifically defined in the Development Plan) will not exceed 34.5.

<u>Height</u>	The Proposed Project buildings will have a maximum building height not to exceed 675 feet.
<u>Construction Timetable</u>	Construction of the Proposed Project is anticipated to commence in the summer of 2018, with completion anticipated to occur in the first quarter of 2022.
<u>Anticipated Job Creation</u>	It is anticipated that the development of the Proposed Project will generate 2,800 new construction jobs and will create approximately 2,670 new permanent jobs.
<u>Taxes</u>	The Proposed Project is expected to generate an estimated \$14,000,000 annually in additional property tax revenue to the City of Boston when built and fully operational, and generate an estimated \$18,000,000 in state sales tax revenue for construction materials and an estimated \$21,500,000 in state personal income taxes to the Commonwealth of Massachusetts during construction.
<u>Zoning</u>	The Project Site is located in a B-10 General Business District under the Boston Proper / base provisions of the Code and in a Restricted Parking (Overlay) District.

Exhibit A

Plan of the Project Site

[See attached]



PDA AREA = +/- 47,874 SQ. FT.
= +/- 1.099 ACRES

#75-101 FEDERAL ST.

#133 FEDERAL ST.

#100 SUMMER ST.

DEVONSHIRE STREET
(PUBLIC - VARIABLE WIDTH)

FEDERAL STREET
(PUBLIC - 80' WIDE)
ONE WAY

FEDERAL COURT
(PRIVATE - VARIABLE WIDTH)