

BEA APPROVAL: 6/16/06  
 ZC APPROVAL: 6/28/06  
 EFFECTIVE: 6/29/06

**DEVELOPMENT PLAN**

**FOR**

**PLANNED DEVELOPMENT AREA NO. 68**

**SOUTH STATION AIR RIGHTS PROJECT  
 BOSTON, MASSACHUSETTS**

**TABLE OF CONTENTS**

I.	Development Plan .....	1
II.	Proponent.....	1
III.	Site Description .....	2
IV.	Compliance with Planning and Development Criteria.....	3
V.	General Description of Proposed Project .....	4
VI.	Location and Appearance of Structures .....	5
VII.	Open Space and Landscaping.....	6
VIII.	Uses .....	6
IX.	Dimensions and Densities .....	7
X.	Vehicular Circulation and Pedestrian Circulation.....	9
XI.	Parking and Loading Facilities.....	10
XII.	Access to Public Transportation.....	10
XIII.	Phasing Plan .....	11
XIV.	Public Benefits .....	11
XV.	Development Review Procedures .....	13
XVI.	Miscellaneous.....	13

**TABLE OF EXHIBITS**

<u>Exhibit</u>	<u>Subject Matter</u>
"A"	Legal Description of Site
"B"	Plan of Site
"C"	Project Team
"D"	Part 1 -- Plans of Site Parcels (MBTA Parcel and Project Parcel) at Various Elevations Part 2 -- Section Plan of Parcels: MBTA Parcel (Showing MBTA Transit Improvements) and Project Parcel (Showing Project Improvements)
"E"	Schematic plans, elevations and drawings showing proposed location and dimensions of structures, parking and landscaping, and other Site features
"F"	Permitted Uses

**DEVELOPMENT PLAN**  
**FOR**  
**PLANNED DEVELOPMENT AREA NO. 68**  
**SOUTH STATION AIR RIGHTS PROJECT**  
**BOSTON, MASSACHUSETTS**

**Dated: June 6, 2006**

**I. Development Plan:**

Pursuant to Section 3-1A, Article 40 and Article 80C of the Zoning Code of the City of Boston, Massachusetts (the "**Code**"), this plan constitutes a Planned Development Area Development Plan (the "**Plan**") for development of the South Station Air Rights Project, an approximately 358,010 square foot (8.22 acre) site (the "**Site**") bounded generally by land of the Massachusetts Bay Transportation Authority ("**MBTA**") to the north, Atlantic Avenue to the west, land of the MBTA (rail road tracks) to the south, and land of the United States Postal Service and BDC Summer Street 121A Limited Partnership to the east, as described in **Exhibit A** attached hereto and as shown on **Exhibit B** attached hereto. The Site is comprised of contiguous parcels of land and air rights (the "**MBTA Parcel**" and the "**Project Parcel**," collectively), as more fully described below, in part owned by the MBTA, a public agency, and in part to be conveyed to the proponent hereunder (the "**Proponent**") by the Boston Redevelopment Authority (the "**Authority**"). The Site is adjacent to but does not include the existing five-story South Station head house (the "**South Station Head House**") located on land at the intersection of Atlantic Avenue and Summer Street owned by the MBTA.

The Proponent, as defined herein, intends to develop on the Project Parcel a mixed-use development including office, residential, hotel, retail, service and/or restaurant uses and parking facilities and related uses in multiple buildings on the Project Parcel (the "**Project**"), all as more fully described below, to be integrated with the transit-related improvements of the MBTA and Amtrak on the Site (the "**MBTA Transit Improvements**"). Consistent with Section 3-1A of the Code, this 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 Plan further sets forth compliance with planning and development criteria, and other matters appropriate to consideration of the Project.

This Plan consists of 14 pages of text plus attachments designated **Exhibits A** through **F**. All references to this Plan shall pertain to such pages and exhibits.

**II. Proponent:**

The Proponent is TUDC, LLC ("**TUDC**") and South Union Station LLC ("**SUS**"). TUDC is a limited liability company formed under the laws of Massachusetts, with a business address c/o Tufts Administration Building, 3rd Floor, Room 324, 169 Holland Street, Somerville, MA 02144. SUS is a limited liability company formed under the laws of Delaware, with a business address of 222 Berkeley Street, Suite 1420, Boston, MA 02116. SUS is an affiliate of Hines Interests Limited Partnership ("**Hines**"), a limited partnership formed under the laws of Delaware. TUDC was designated as Proponent of the Site by designation of the Authority approved September 26, 1991, and Hines was designated as co-Proponent of the Site by designation of the Authority approved June

25, 1998. The Proponent intends to form a single purpose entity to undertake the Project prior to commencement of construction. The Proponent will file with the Authority a Disclosure Statement in the form required by Section 80B-8 of the Code. Members of the Project team are identified on **Exhibit C** attached hereto, which may be modified by the Proponent from time to time.

### **III. Site Description:**

In connection with the Project, the Authority is expected to transfer the Project Parcel (hereinafter defined) to the Proponent. Prior to such conveyance, the MBTA is expected to transfer certain air rights to the Authority.

As a result of such conveyances, the Site will be approximately 358,010 square feet (8.22 acres) in area and consists of the Parcels of land and air rights described as follows:

#### **The MBTA Parcel:**

The MBTA Parcel within the PDA contains approximately 358,010 square feet of land, as shown on **Exhibit D**. The MBTA Parcel consists of the fee interest in the Site. The MBTA Parcel is adjacent to but does not include the South Station Head House on land owned by the MBTA, within which is located a portion of the existing train concourse.

The MBTA Parcel currently features certain MBTA transit improvements consisting of the train platforms, train tracks, the remainder of the existing train concourse, a loading dock, storage facility, basement area, the existing bus terminal, and an existing parking facility (the "**MBTA Parking Garage**") located above the existing bus terminal.

During the course of construction of the Project, the Proponent will construct the Bus Terminal Expansion on the MBTA Parcel, and such improvements will be conveyed to the MBTA. The Proponent also will modify the MBTA Parking Garage in connection with building above the MBTA Parking Garage in the course of construction of the Project.

Accordingly, at the conclusion of the Project, the "**MBTA Transit Improvements**" on the MBTA Parcel will consist of the improvements described below and shown in section on **Exhibit D**:

- The **Train Improvements** will include the train platforms, train tracks, a portion of the existing train concourse, and ancillary improvements.
- The **Bus Terminal Improvements** will include both the existing bus terminal and the Bus Terminal Expansion, described below.
- The **MBTA Parking Garage** will include a parking facility above the existing bus terminal. After construction of the Project Parking Garage (described below) by Proponent, it is anticipated that the Project Parking Garage and the MBTA Parking Garage will be operated by Proponent as a single parking facility.

So long as and to the extent that improvements on the MBTA Parcel are owned, used and/or operated by the MBTA or any other Public Agency for a governmental purpose and accessory purposes such as retail and service uses related thereto, such improvements and uses shall not be subject to regulation under this Plan or the Code.

The Project Parcel:

The Project Parcel within the PDA contains approximately 358,010 square feet of air rights, as shown on **Exhibit D**. The Project Parcel consists of air rights over the MBTA Parcel which begins at various elevations in various areas of the Site.

During the course of construction of the Project, the Proponent will construct the improvements (described in Section V below) on portions of the Project Parcel as described below:

- The Phase 1 Building will be constructed in part at the street level on Atlantic Avenue, in part above the portion of the Train Improvements containing a portion the existing train concourse and the entry area to the train platforms, and in part above Bus Terminal Expansion, as shown in section on **Exhibit D**.
- The Phase 2 Building will be constructed in part at the street level on Atlantic Avenue and in part above the Project Parking Garage located southerly of the Phase 1 Building, as shown in section on **Exhibit D**.
- The Phase 3 Building will be constructed in part at the street level on Atlantic Avenue and in part above the Project Parking Garage located southerly of the Phase 2 Building, as shown in section on **Exhibit D**.
- The Project Parking Garage will be constructed in part above the Bus Terminal Improvements and in part above the MBTA Parking Garage, as shown in section on **Exhibit D**.

The Site is located in its entirety in the South Station Air Rights Development Sub-Area within the New Economy Development Area, within which Planned Development Areas (“**PDAs**”) are permitted, within the South Station Economic Development Area established pursuant to Article 40 of the Code and in the Restricted Parking Overlay District. This Plan will comply with Article 40’s provisions concerning PDAs in the South Station Air Rights Development Sub-Area of the New Economy Development Area.

**IV. Compliance with Planning and Development Criteria:**

The planning process for the South Station Air Rights Project was commenced in 1977 by the MBTA and the Authority. This Plan conforms to the plan for the South Station Economic Development Area. The Project implements the redevelopment of South Station into an intermodal transportation center, and represents sound urban planning by concentrating commercial and residential development above a major transportation node.

The Site is located in the midst of a dynamic and complex urban setting that includes older low-rise manufacturing and warehouse buildings that are transitioning to office, residential, and high-tech uses, modern office towers housing Boston’s major financial and service firms, new open space in Dewey Square, the Fort Point Channel and its surrounding waterfront, development of Air Rights Parcels 25, 26a, 26b and 27a being undertaken by the Massachusetts Turnpike Authority in the South Bay Area, and the ongoing creation of a completely new urban neighborhood, the South Boston Waterfront. The Site is also at the center of the City’s major recent transportation infrastructure improvements, including the depression of the Central Artery, the related South Bay interchange and the development of the MBTA’s Silver Line/Transit way. The Site is an underutilized locus in an area of crucial importance to the revitalization of the surrounding area. The Project achieves the objective intended by the substantial investments of the federal and state

governments in infrastructure and transit improvements of increasing commercial and residential development in the area.

The Project is intended to complete the development of the transportation and support functions of the South Station Transportation Center (the “SSTC”), while complementing the variety of urban features that surround it. The availability and convergence of public transportation systems at the Site will support significant development providing substantial benefits to and with minimal adverse impacts upon the surrounding neighborhood.

The horizontal expansion of the Bus Terminal also is consistent with the original design for the SSTC, and essentially causes the Bus Terminal to be adjacent to the South Station Head House. This horizontal expansion of the Bus Terminal will include the construction of a convenient pedestrian connection from the train platform and South Station Head House concourse to the Bus Terminal, which will allow for efficient flow of commuters and other passengers from one area of South Station to another.

**V. General Description of Proposed Project :**

The various components of the Project are shown on the plans, elevations and drawings listed on Exhibit E (collectively, the “Plans”), and are more particularly described below. The Project includes three major buildings (the “Phase 1 Building,” the “Phase 2 Building” and the “Phase 3 Building”, collectively, the “Project Buildings”), the Project Parking Garage and ancillary improvements.

In order to provide certain flexibility during the Development Review Procedures, this Development Plan sets forth the maximum Gross Floor Area of improvements and uses, which is greater than the Gross Floor Area shown on the Plans. Consistent with Article XV of this Plan, final Gross Floor Area of improvements and uses shall be subject to approval by the Authority in accordance with its Development Review Procedures.

1. Phase 1 Building: The Phase 1 Building will a total building area not to exceed 970,000 square feet to be used for office uses, with approximately 8,000 square feet of retail space along the Sky Street Level. The building height of the Phase 1 Building will be up to 636 feet in height to the top of the highest occupiable floor and 678 feet to the top of the glass roof feature enclosing the mechanical penthouse.
  
2. Phase 2 Building: The Phase 2 Building will contain a total building area not to exceed 440,000 square feet. The building will contain approximately 200 hotel rooms and up to 195,000 square feet of residential space, with approximately 9,000 square feet of retail space along the Sky Street Level. The Phase 2 Building will have two (2) components: (1) a residential component with a building height of up to 283 feet to the top of the highest occupiable floor and up to 323 feet to the top of the mechanical penthouse, and (2) a hotel component with a building height of up to 198 feet to the top of the highest occupiable floor and up to 238 feet to the top of the mechanical penthouse. It is expected that the hotel component of the Phase 2 Building will have two public function floors along the Sky Street Level and the level above, which may include a restaurant, health club, ballroom and meeting space. If the hotel contains fewer than 200 hotel rooms or contains modified support space, the excess floor area resulting from the reduction in the number of hotel rooms or modified support space may, notwithstanding any other provisions of this Plan, be reallocated to residential units in the Phase 2 Building, provided that the total building area of the Phase 2 Building does not exceed 440,000 square feet. Conversely, if the residential component contains less than 170,000 square feet, the excess floor area resulting from the reduction in the size of the residential use may, notwithstanding any other provisions of this Plan, be reallocated to hotel use in the Phase 2

Building provided that the total building area of the Phase 2 Building does not exceed 440,000 square feet.

3. **Phase 3 Building:** The Phase 3 Building will contain a total building area not to exceed 525,000 square feet, to be used for office uses, with approximately 5,000 square feet of retail space along Atlantic Avenue. In addition, there will be approximately 5,000 square feet of retail space along the Sky Street Level, which will connect the Phase 2 Building to the Phase 3 Building. The building height of the Phase 3 Building will be up to 259 feet to the top of the highest occupiable floor and up to 279 feet to the top of the mechanical penthouse.

4. **Sky Street:** The Project provides for the creation of internal walkway (the “**Sky Street**”), which runs north/south along Atlantic Avenue at the Sky Street Level. The Sky Street runs from the Phase 3 Building at the southern end of the Site, past the lower function floor of the Phase 2 Building, and connects to the Phase 1 Building’s main lobby, and connects via elevators to the Bus Terminal, the Train Platforms and the Parking Garage.

5. **Parking Garage:** The Project also provides for a three-level Parking Garage (the “**Project Parking Garage**”) to be constructed above the Bus Terminal, which will include a maximum of 755 parking spaces. After construction of the Project Parking Garage by the Proponent, it is anticipated that the Project Parking Garage and the MBTA Parking Garage will be operated by the Proponent as a single parking facility, containing a maximum of 943 parking spaces.

6. **Bus Terminal Expansion:** As part of the Project, the Proponent will construct on the MBTA Parcel an approximately 70,000 square foot horizontal expansion of the existing bus terminal, which will extend from the existing bus terminal towards the South Station Head House. The Proponent also will construct, between the South Station Head House and the train platforms, a column-free space underneath the Phase 1 Building that will be approximately 60 feet high, 50 feet wide and 80 feet long, comparable in scale, for example, to the area beneath the grand arch at Rowes Wharf, which will accommodate a convenient pedestrian connection from the existing train station concourse and train platforms to the Bus Terminal Expansion. The Phase 1 Building and the Bus Terminal Expansion also will create a weather-protected train shed between the South Station Head House and the Bus Terminal.

7. **Ancillary Transportation Improvements:** As part of the Project, the Proponent will improve the MBTA Transit Improvements by constructing modifications to the rotunda at the existing bus terminal, by relocating and modifying certain tracks and signals, by constructing a new electrical substation and by expanding the railyard ventilation system.

## **VI. Location and Appearance of Structures :**

The proposed location and appearance of the structures on the Site are shown in more detail on the Plans attached hereto as **Exhibit E**. Consistent with Article XV of this Plan, the final location, massing and appearance of these structures may change during the final design review of the Project.

The Phase 1 Building has been designed to create a building of significant and lasting architectural merit which will be respectful of the South Station Head House Building. The Phase 1 Building’s main axis aligns with the axis of the South Station Head House and extends through Dewey Square and the Financial District toward City Hall. The Phase 1 Building’s entrance and lobby will be separate from but adjacent to the South Station Head House. Viewed from Dewey Square, the Phase 1 Building will appear to rise from behind the South Station Head House. This alignment and orientation to the South Station Head House will tie the Phase 1 Building into the

Financial District and provide the building with a significant presence on the most prominent corner of Dewey Square. The narrow, sculptural profile of the Phase 1 Building, as seen from Dewey Square facing the main entrance of South Station, minimizes obstruction of views and daylight. Material finishes for the exterior façade will be a taut glassy skin. Glass and metal canopies will identify entrances and provide pedestrian shelter along Atlantic Avenue.

The Phase 2 Building will have separate entrances for the residential component and the hotel component. The Phase 2 Building's two entrance lobbies will be located on Atlantic Avenue, between the Phase 1 Building entrance lobby and the Existing Bus Terminal building, providing an activity generating function along Atlantic Avenue. The Phase 2 Building's hotel reception lobby and residential main lobby will be located one floor above on the Sky Street Level and accessed via shuttle elevators from the entrance lobbies. Most of the massing of the Phase 2 Building will be located above the Bus Terminal Expansion and the Project Parking Garage. The Phase 2 Building has been designed as two wings, one of which houses the residential component and one of which houses the hotel component. Exterior building materials for the Phase 2 Building will be determined during the course of the design review process.

The Phase 3 Building also will include an entrance lobby at street level, which will be located along Atlantic Avenue south of the Existing Bus Terminal entrance. The main lobby will be located at the Sky Street Level and will be accessed via shuttle elevators from the entrance lobby. The substantial bulk of the Phase 3 Building is located above the Existing Bus Terminal and Project Parking Garage. Exterior building materials for the Phase 3 Building will be determined during the course of the design review process.

## **VII. Open Space and Landscaping:**

Because the existing and proposed buildings occupy virtually the entire Site, the Project presents limited opportunities for open space and landscaping.

The Project will include substantial improvements to the streetscape along Atlantic Avenue. The Project will include streetscape improvements around the Site including new sidewalks, granite curbs, streetlights, street trees and street furniture. Sidewalks will generally be 27' wide, yielding an unobstructed walkway ranging between 12' and 19', and which will be consistent with the finishes planned for the sidewalks in the Rose Kennedy Greenway Corridor. The use of carefully detailed paving materials on the sidewalks and crossings, street trees, street furniture and lighting will reinforce the image of Atlantic Avenue as a grand boulevard leading to the Rose Kennedy Greenway from the south.

## **VIII. Uses:**

The Project is being developed as a mixed use Project for office, residential, hotel, retail, service and/or restaurant uses and parking facilities and related uses. The specific allocation of Project uses will be consistent with the following maximums:

	PHASE 1 GFA	PHASE 2 GFA	PHASE 3 GFA	MAXIMUM TOTAL USE GFA <sup>1</sup> (excluding Project Parking Garage and Loading)
OFFICE	970,000	-----	525,000	1,495,000
RESIDENTIAL	-----	195,000	-----	195,000
HOTEL		245,000 (approximately 200 rooms)	-----	245,000
RETAIL		As discussed below.		
TOTAL PHASE	970,000	440,000	525,000	1,935,000

Retail uses will be included in the Project on the ground floor and Sky Street Level as both main uses and as ancillary and accessory uses to the Office and Hotel components. As part of the gross floor area shown above as Office and Hotel Uses, approximately 27,000 square feet may be used for ancillary and accessory retail purposes, consisting of approximately 8,000 square feet within the Phase 1 Building, 9,000 square feet within the Phase 2 Building and 10,000 square feet within the Phase 3 Building.

Pursuant to Section 40-12 of the Code, Project uses shall be governed solely by the provisions of this Plan, as those uses are described herein and set forth on Exhibit F, notwithstanding any contrary provision of the Code.

**IX. Dimensions and Densities:**

The Project will consist of adding a series of three new structures, ranging in height from a minimum of 183 feet to a maximum of 636 feet to the top of the highest occupiable floor.

The maximum gross floor area and, where applicable, maximum heights of the three proposed buildings and the Project Parking Garage are as set forth below:

	MAXIMUM BUILDING HEIGHT (ft) <sup>2</sup>	MAXIMUM GROSS FLOOR AREA <sup>3</sup>
PHASE 1 BUILDING	636 feet to the top of the highest occupiable floor and 678 feet to the top of the glass roof feature enclosing the mechanical penthouse	970,000

<sup>1</sup> The allocation of hotel and residential uses in Phase 2 may be modified as set forth in Section V.

<sup>2</sup> Height measurements in this Plan are measured from Grade consistent with Article 2A of the Code as in effect on the effective date of this Plan. Height is measured based on the portion of the Site associated with a particular Phase Building.

<sup>3</sup> All building areas in this Plan are indicated in terms of "Floor Area, Gross" consistent with Article 2A of the Code as in effect on the effective date of this Plan.



	MAXIMUM BUILDING HEIGHT (ft) <sup>2</sup>	MAXIMUM GROSS FLOOR AREA <sup>3</sup>
PHASE 2 BUILDING	<u>Residential Component:</u> 283 feet to the top of the highest occupiable floor and 323 feet to the top of the mechanical penthouse. <u>Hotel Component:</u> 198 feet to the top of the highest occupiable floor and 238 feet to the top of the mechanical penthouse	440,000
PHASE 3 BUILDING	259 feet to the top of the highest occupiable floor and 279 feet to the top of the mechanical penthouse	525,000
PROJECT PARKING GARAGE AND LOADING AREAS	N/A (Below Buildings)	425,000
TOTAL PROJECT	----	2,360,000 [See Note]

Note: Pursuant to Article 2A of the Code, gross floor area does not include public transit improvements by or for a Public Agency within a lot, above or below grade, including head houses and/or structures designated for use by, access to or egress from public transit services. Accordingly, the MBTA Transit Improvements, to the extent used to support transit uses, do not constitute gross floor area for the purposes of this Code.

With respect to the Parking Garage and Loading Areas, the MBTA Parking Garage contains 146,000 square feet, additional to the 425,000 square feet contained within the Project Parking Garage and Loading Areas. Since the MBTA Parking Garage may be used to support commercial uses located in the South Station Head House or the Bus Terminal Improvements, the MBTA Parking Garage is considered in this Plan as gross floor area under the Code since it may be used for commercial uses and would be considered gross floor area if owned by a private developer. The remainder of the improvements on the MBTA Parcel, however, is not considered as gross floor area under the Code.

The completed Project will contain a maximum of 2,360,000 square feet of gross floor area. The gross floor area on the Site, which will include the Project and the 146,000 square foot MBTA Parking Garage on the MBTA Parcel, will total a maximum of 2,506,000 square feet. The Site contains 358,010 square feet. Accordingly, the FAR of the completed Project and the MBTA Parking Garage will be not greater than 7.0. The FAR for the Project without the MBTA Parking Garage will be not greater than 6.6.

Although, as noted above, the MBTA Transit Improvements do not constitute gross floor area as long as they are used as public transit improvements by or for a Public Agency, the improvements on the MBTA Parcel would constitute gross floor area in the event that such

improvements were hereafter used for purposes other than public transit improvements. In such event, the improvements on the MBTA Parcel (including the MBTA Parking Garage which is currently included in gross floor area for the Site) may contain up to 673,000 square feet and the FAR of the improvements on the MBTA Parcel to the extent not owned, used and/or operated by the MBTA or any other Public Agency for a governmental purpose may be up to 1.88. An amendment of this Development Plan would be required, however, for any construction on the MBTA Parcel of improvements for purposes other than public transit improvements outside the boundaries of the MBTA Transit Improvements as shown on Exhibit D.

In summary, the FAR of the completed Project combined with the FAR of the improvements on the MBTA Parcel to the extent not owned, used and/or operated by the MBTA or any other Public Agency for a governmental purpose will be up to 8.47, divided between the two Parcels in the manner set forth above, which is substantially below the maximum FAR of 10 permitted within a Planned Development Area for the South Station Air Rights Development Sub-Area by Article 40.

It is contemplated that, within the Project Parcel, the Project Buildings and the Project Parking Garage may each be separately owned and financed. Accordingly, the Proponent may designate and establish from time to time the boundaries of sub-parcels ("Sub-Parcels") within the Project Parcel consisting of air rights by written notification to the Director without further Authority action, provided that (i) the applicable use and height requirements of this Plan with respect to each Sub-Parcel are met by the resulting Sub-Parcel; (2) the parking and loading requirements applicable to the uses on a Sub-Parcel are met either on such Sub-Parcel or on a different Sub-Parcel pursuant to an easement; (3) the Project taken as a whole is consistent with the provisions of this Plan including FAR considered on the basis of the Site as a whole; and (4) the scope of the public benefits obligations required by this Plan and by other agreements entered into by the Proponent as a condition of the Authority's Article 80 approval of the Project are not diminished and are complied with as applicable to each Sub-Parcel.

Further, as the final plans are developed, subject to the Authority's Development Review Procedures, the interior boundaries between the MBTA Parcel and the Project Parcel and the interior boundaries between any Sub-Parcels on the Project Parcel may need to be adjusted in certain respects to maintain consistency with the final plans and with agreements between the MBTA and the Proponent. So long as such adjustments are consistent with conditions (1) through (4) of the prior paragraph, such readjustments of Parcels and Sub-Parcels within this PDA may occur by written notification to the Authority, shall be deemed consistent with the Plan and shall not require further approval by the Authority.

Subject to the provisions of Section XV of this Plan, the plans listed on Exhibit E set forth various additional dimensional requirements for the Project, other than the maximum FAR and building heights which are set forth above.

**X. Vehicular Circulation and Pedestrian Circulation:**

Vehicular access to the Project will be by means of two entrances to the Parking Garage, one of which will be accessed via the existing access ramp directly off of the South Bay interchange, and the other of which will be located along Atlantic Avenue adjacent to the Phase 2 Building. Vehicular egress from the Project also will be by an egress ramp directly to the South Bay interchange and directly to Atlantic Avenue. The service areas and loading docks for the Phase 1 Building and the Phase 2 Building will be located within the Parking Garage, with vehicular access from the existing ramps to the South Bay interchange. The service area and loading docks for the Phase 3 Building will be located at grade on Atlantic Avenue, with access and egress from Atlantic Avenue.

Pedestrian circulation within the Project will be implemented through the Sky Street, an internal walkway accessed via shuttle elevators from the Atlantic Avenue office and hotel entrance lobbies. The Sky Street will connect all three Buildings in the Project. The Sky Street runs from the Phase 3 Building at the southern end of the Site, past the lower function floor of the Phase 2 Building, and to the Phase 1 Building's main lobby, and connects via elevators to the Train Platforms, the Bus Terminal and the Parking Garage.

The ground-level pedestrian access point for the Phase 1 Building will be through the Atlantic Avenue entrance lobby. The ground-level pedestrian access point for the Phase 2 Building main lobby will be through an entrance lobby located on Atlantic Avenue (between the Phase 1 Building entrance lobby and the Existing Bus Terminal). The ground-level pedestrian access point for the Phase 3 Building will be through a lobby located on Atlantic Avenue south of the Existing Bus Terminal.

#### **XI. Parking and Loading Facilities:**

The Site will include a maximum of 943 off-street parking spaces located in the three level above-grade Parking Garage. The Project will include in the Project Parking Garage a maximum of 755 parking spaces, which will be constructed in two phases. 530 parking spaces will be constructed as part of the construction the Phase 1 Building and 225 parking spaces will be constructed as part of the construction of the Phase 2 Building. In addition, the MBTA Parking Garage will contain 188 parking spaces. It is anticipated that the Project Parking Garage and the MBTA Parking Garage will be operated as a single facility. The parking spaces in the Parking Garage may be self-park and/or may be operated as valet or attendant parking with tandem parking spaces.

The 755 parking spaces for the Project will serve a variety of uses, and will be allocated among office, residential and hotel uses, based on the final allocation of uses at the Project. Within the 755 parking spaces for the Project, parking spaces will be provided at ratios not to exceed 0.40 spaces per 1,000 gross floor area of office space, 1 space per residential unit and 0.4 spaces per hotel room.

The Project will include a minimum of 10 and a maximum of 14 loading bay/dumpster areas. 10 loading bays/dumpsters will be located on the lower level of the Parking Garage underneath the Phase 2 Building, and will be constructed as the Phase 1 Building is constructed. 4 loading bays/dumpsters will be located on the ground floor level within the southernmost portion of the ground floor level of the Phase 3 Building, and will be constructed as the Phase 3 Building is constructed. The loading bays/dumpsters underneath the Phase 2 Building are intended to afford extra capacity for the South Station Head House and rail-road operations in the event that the existing loading dock at grade is removed to make way for expansion of the rail yard and to provide pedestrian access to the United States Postal Service property. Vehicular access to the loading bays/dumpsters within the Parking Garage will be from the existing ramps to the South Bay interchange, and vehicular access to the loading bays/dumpsters on the ground floor level of the Phase 3 Building will be from Atlantic Avenue.

The final number and design of such loading facilities, including dumpsters, will be established during the design review process on the basis of the final allocation of uses at the Project.

#### **XII. Access to Public Transportation:**

The Project is located in air rights above the SSTC, and will have pedestrian access through walkways and vertical transportation to the transportation facilities at South Station. The SSTC is an

intermodal transportation facility combining Amtrak, commuter rail, bus and subway service terminals.

South Station, along with North Station, are the two major railway stations serving Boston. South Station is the terminal for Amtrak train lines with service to New York, Washington, D.C. and the Midwest, along with Acela Express service between Boston and Washington, D.C.. In addition, South Station provides commuter rail serving areas south and west of Boston.

The South Station bus terminal is served by Greyhound, Peter Pan, and other national and regional bus carriers. It is the only major bus terminal in the Greater Boston area.

The South Station MBTA Station offers Red Line service to the south and north of Boston, as well as access to the MBTA's new Silver Line, with service to Logan Airport, the South Boston Waterfront, and the Boston Convention and Exhibition Center. The Red Line also provides connections to the Orange Line at Downtown Crossing and the Green Line at Park Street. The Blue Line is accessible via an additional transfer at State Street or Government Center.

Three local MBTA bus routes serve South Station in addition to the three Silver Line bus routes. The MBTA also operates Express Bus Routes, with a stop at South Station, to Marblehead and Salem.

### **XIII. Phasing Plan:**

The redevelopment of the Site will proceed generally from the north end of the Site to the south end. The Project Phases may be constructed during different periods of time. The Proponent currently estimates that construction of the Bus Terminal Expansion, the Ancillary Transportation Improvements, the Parking Garage and the Phase 1 Building will commence in the first calendar quarter of 2007, and will be completed approximately three (3) years after commencement of construction. Construction of the Phase 2 Building is expected to commence within one (1) year after completion of the Phase 1 Building, and will be completed approximately two (2) years after commencement of construction. Construction of the Phase 3 Building is expected to commence within one (1) year after completion of the Phase 2 Building, and will be completed approximately two (2) years after commencement of construction. However, the foregoing dates may be expedited or extended depending on market forces.

As noted above, the construction of the Phase 1 Building will include the first phase of the Project Parking Garage and the loading bays/dumpsters serving the Phase 1 Building and the Phase 2 Building. Construction of the Phase 2 Building will include the remainder of the Project Parking Garage. Construction of the Phase 3 Building will include the loading bays/dumpsters serving the Phase 3 Building.

Compliance of each Project Building with the requirements of this Plan shall be determined on an individual rather than a Site-wide basis, and each Phase will be eligible to receive its own Certification of Consistency. The delay or non-completion of any Project component or subcomponent shall not affect the compliance or consistency of any other Project component or subcomponent with this Plan.

### **XIV. Public Benefits:**

The Project is expected to provide numerous public benefits, including the following:

#### *Economic Development:*

The Project will develop an underutilized site of crucial importance to the revitalization of the surrounding area. As noted above, the Site is at the center of the City's major transportation

infrastructure improvements, including the depression of the Central Artery, the related South Bay interchange and the development of the MBTA's Silver Line/Transit way. The Project achieves the objective intended by the substantial investments of the federal and state governments in infrastructure and transit improvements of increasing commercial and residential development in the area. The redevelopment of the Site will thus be a crucial component of Boston's future economic development.

*Transportation Improvements:*

Consistent with Section 40-11(d) of the Code, the Plan proposes expansion of Boston's economy through commercial and/or residential development in a manner that will enhance intermodal transportation capabilities among rail, bus, and subway modes incident to such development and which is consistent with the goals of transit-oriented development.

As indicated above, the Project includes various enhancements to the SSTC which will be funded by Proponent. The Proponent will expend approximately \$39,000,000 for transportation enhancements, including construction of the Bus Terminal Expansion (70,000 square feet which will add 16 new gates and additional bus staging areas to the Existing Bus Terminal), and construction of an expanded train platform area which will accommodate an intermodal pedestrian connection among the bus, train and subway transportation modes. In addition, the Project will include ancillary improvements to the MBTA Transit Improvements including modifications to the rotunda at the Existing Bus Terminal, relocation and modification of certain tracks and signals, construction of a new electrical substation, and expansion of the railyard ventilation system. The Project is further consistent with the goals of transit-oriented development by concentrating commercial and residential development above a major transportation center.

*Public Realm Benefits:*

In addition to the transportation improvements, the Project will complete the street wall along Atlantic Avenue and activate the sidewalk with office workers, residents, hotel guests and retail between the South Station Head House and Kneeland Street along the east side of Atlantic Avenue. In addition, the Project will include streetscape improvements around the Site including new sidewalks, granite curbs, streetlights, street trees and street furniture. Sidewalks will generally be 27' wide, yielding an unobstructed walkway ranging between 12' and 19', and which will be consistent with the finishes planned for the sidewalks in the Rose Kennedy Greenway Corridor. The use of carefully detailed paving materials on the sidewalks and crossings, street trees, street furniture and lighting will reinforce the image of Atlantic Avenue as a grand boulevard leading to the Rose Kennedy Greenway from the south.

*Housing and Jobs Linkage Contribution:*

As required by Sections 80B-7(3)(a) and 80B-7(3)(b) of the Code, housing and jobs linkage contributions will be made with respect to the commercial and hotel components of the Project.

*Affordable Housing:*

The Proponent will comply with the Mayoral Executive Order and the Authority's Guidelines concerning provision of affordable housing units, which requires that 15% of the market rate residential units at the Project qualify as affordable or that contributions towards affordable housing be made to the Affordable Housing Trust Fund. The provisions regarding affordable housing units will be set forth in an Affordable Housing Agreement pertaining to any phase which will contain residential units.

Economic Benefits (Taxes and Jobs):

It is estimated that the Project will generate approximately \$12,000,000 in new annual real estate taxes, as well as significant additional hotel and sales taxes.

Construction of the Project will generate approximately 2,600 construction jobs and approximately 5,960-7,385 permanent jobs, including professional and support jobs for the companies leasing space in the office component and jobs in the hotel component for workers with diverse skills and educational backgrounds.

**XV. Development Review Procedures:**

The Project is subject to Large Project Review under Section 80B of the Code. The Proponent has submitted a Final Project Impact Report ("**FPIR**") for the Project.

Final plans and specifications for any portion of the Project shall be subject to review and approval by the Authority in accordance with its Development Review Procedures. Because the Project is a phased project on which design development will proceed sequentially, it is anticipated that development review will occur at different times.

Subsequent to completion of the Project, modifications which are minor in nature will be eligible to receive a supplemental Certification of Consistency evidencing compliance and consistency with this Plan.

**XVI. Miscellaneous:**

Applicability: In accordance with Section 80C-9 of the Code, consistency of the Project or any component or subcomponent thereof with this Plan constitutes compliance with the underlying zoning to the extent such requirements have been addressed in this Plan.

Amendment of Plan: Any owner of an individual Parcel (viz. the MBTA Parcel and the Project Parcel), Sub-Parcel or Building within a Parcel or Sub-Parcel may seek amendment of this Plan as to such Parcel, Sub-Parcel or Building, in accordance with the procedures prescribed by the Code without the consent of any other owner of a Parcel, Sub-Parcel or Building. In the event that any amendment to this Plan proposed by the owner of a Parcel, Sub-Parcel or Building is approved, and such amendment affects the overall compliance of the Project with this Plan, this Plan shall be deemed amended with respect to the Project as a whole to the extent necessary for the overall Project to comply with this Plan.

Miscellaneous: Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meaning set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

**EXHIBIT A**

**LEGAL DESCRIPTION**

**Atlantic Avenue**  
**Boston, Massachusetts**

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

Beginning at a point on the Southeasterly side of Atlantic Avenue, being a distance of 325.97 feet southwest of the intersection of Atlantic Avenue and Summer Street.

Thence S 69° 56' 47" E, a distance of 78.33 feet to a point;

Thence N 72° 14' 01" E, a distance of 78.17 feet to a point;

Thence N 17° 45' 59" W, a distance of 77.29 feet to a point;

Thence N 72° 14' 01" E, a distance of 153.83 feet to a point;

Thence S 17° 45' 59" E, a distance of 146.30 feet to a point;

Thence S 20° 03' 13" W, a distance of 44.34 feet to a point;

Thence S 63° 51' 53" E, a distance of 118.05 feet to a point;

Thence S 26° 08' 07" W, a distance of 866.75 feet to a point;

Thence N 84° 04' 50" W, a distance of 287.28 feet to a point;

Thence N 69° 56' 47" W, a distance of 50.89 feet to a point on the Southeast sideline of Atlantic Avenue;

Thence N 20° 03' 13" E, along the Southeasterly sideline of Atlantic Avenue, a distance of 901.13 feet to the point of beginning;

The above described Parcel containing 358,010 square feet more or less.

**EXHIBIT B**

**Plan of Site**



**EXHIBIT C**

**Project Team**

**Proponent:**

TUDC, LLC  
c/o Tufts Administration Building  
3rd Floor, Room 324  
169 Holland Street  
Somerville, MA 02144  
(617) 627-3264  
Thomas S. McGurty, President

South Union Station LLC  
c/o Hines Interests Limited Partnership  
222 Berkeley Street, Suite 1420  
Boston, MA 02116  
(617) 266-1500  
David Perry

**Architects:**

Pelli Clarke Pelli Architects  
1056 Chapel Street  
New Haven, CT 06510  
(203) 777-2515  
Cesar Pelli  
Fred Clarke

Elkus/Manfredi Architects, Ltd.  
300 A Street  
Boston, MA 02210  
(617) 426-1300  
Howard Elkus  
Sam Norod

**Legal Counsel:**

Goulston & Storrs, P.C.  
400 Atlantic Avenue  
Boston, MA 02110  
(617) 482-1776  
Marilyn L. Sticklor, Esq.  
Douglas M. Husid, Esq.

DLA Piper Rudnick Gray Cary US LLP  
33 Arch Street, 26<sup>th</sup> floor  
Boston, MA 02110  
(617) 406-6057  
John Rattigan, Esq.  
Anita Agajanian, Esq.

Environmental and  
Permitting Consultant:

Epsilon Associates, Inc.  
150 Main Street  
P.O. Box 700  
Maynard, MA 01754  
(978) 897-7100  
Cindy Schlessinger

Transportation and  
Parking Consultants:

Vanasse & Associates, Inc.  
10 New England Business Center Drive  
Andover, MA 01810  
(978) 474-8800  
Giles Ham

Cambridge Systematics, Inc.  
150 Cambridge Park Drive  
Cambridge, MA 02140  
(617) 354-0167  
Marc Cutler

**EXHIBIT D**

**Plan of Parcels**

**Part 1 -- Plans of Site Parcels (MBTA Parcel and Project Parcel) at Various Elevations**

**Part 2 -- Section Plan of Parcels: MBTA Parcel (Showing MBTA Transit Improvements) and  
Project Parcel (Showing Project Improvements)**

**EXHIBIT E**

**Schematic Plans, Elevations and Drawings showing Proposed Location and Dimensions of Structures, Parking and Landscaping, and other Site feature**

<u>SHEET NUMBER</u>	<u>TITLE</u>	<u>DATE</u>
A3.01	Level 3.00 Lower Level Plan	11 Nov 05
A3.02	Level 18.25 Ground Floor Plan	11 Nov 05
A3.03	Level 36.50 Lower Rotunda Plan	11 Nov 05
A3.04	Level 49.00 Bus Concourse	11 Nov 05
A3.05	Level 74.50 Parking/Truck Dock Plan	11 Nov 05
A3.06	Level 84.70 Parking Plan	11 Nov 05
A3.07	Level 93.70 Parking Plan	11 Nov 05
A3.08	Level 102.70 Transfer Plan	11 Nov 05
A3.09	Level 109.00 Sky Street Plan	11 Nov 05
A3.10	Level 125.00 Tower Lobby Plan	11 Nov 05
A3.11	Level 145.00 Residential/Hotel Courtyard Plan	11 Nov 05
A3.12	Roof Plan	11 Nov 05
A4.01	Full Building Section - Longitudinal	11 Nov 05

*Note: Height measurements shown on the Schematic Plans listed in this Exhibit E are calculated based on architectural and engineering sea level base standards (Above Sea Level); height measurements in the Development Plan and the charts included therein are calculated based on grade measurements consistent with Article 2A of the Code (Above Grade Level).*

## **EXHIBIT F**

### **Permitted Uses**

#### **PROJECT PARCEL USES**

##### **Phase 1 Building and Phase 3 Building Uses :**

- Office Uses. Offices of community groups; business or professional offices, including medical offices and ambulatory care; real estate, insurance, financial service institution or other agency or government office; office building; post office; automatic teller machine; or bank (other than drive-in-bank) or similar establishment.
- New Economy Uses. Basic research; research and development; product development or prototype manufacturing; biomedical technology; pharmaceutical research and development; research and medical laboratories.
- Light Manufacturing Uses.
- Service Uses. Radio or television studio.
- General Project Uses set forth below.

##### **Phase 2 Building Uses:**

- Residential Uses. Multifamily dwelling, artists' live/work space, apartment house. Residential uses include any affordable dwelling units, including but not limited to affordable dwelling converted for more families, and any affordable dwelling units which are rental units, condominiums, or limited equity share cooperatives.
- Hotel.
- General Project Uses set forth below.

##### **Ground Level and Sky Street Level Uses (all Buildings) and Upper Lobby Level of Phase 2 Building:**

- All permitted upper level uses.
- Restaurant and Entertainment Uses and Fast Food Restaurant Uses. Retail catering establishment, restaurant, lunchroom, cafeteria, bakery, café, coffee shop or other place for the service or sale of food or drink for on-premises or off-premises consumption 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; concert hall; theater, commercial or nonprofit (including motion picture or video theater, but not drive-in theater); art galleries, nonprofit or for profit.
- Rental motor vehicle and trailer agency whether or not accessory to a hotel, provided that no rental vehicles or trailers are parked on the street and that exterior lighting is arranged to shine downward and away from residences.

- Service Uses. All local service uses, including but not limited to video or film production studio and/or store (sale or rental); 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; copy center; optometrist's shop; watch or jewelry repair shop; research laboratory; radio or television studio; or similar use; provided that in laundries and cleaning establishments, only nonflammable solvents are used for cleaning.
- Retail Uses. Store primarily serving the local retail business needs of the neighborhood; artist supply and music store; book store; drug store; florist shop; grocery store; ice cream store; interior decorating establishment; antique store; radio, television and other electronic appliances store; general merchandise mart or other store serving the general retail business needs of a major part of the city, including accessory storage.
- Outdoor sale or display for sale of garden supplies, agricultural produce, flowers and the like, and outdoor display of sculpture or art.

**General Project Uses (all Buildings):**

- Day care center, family care center, or community health center or clinic.
- Recreational and Community Uses. Private grounds for games and sports; other social, recreational, or sports center conducted for profit; private club operated for members only; adult education center or community center use; the maintenance and operation of any amusement game machine in a private club, or in any commercial establishment; private or public health club.
- Institutional Uses. College or university granting degrees by authority of the Commonwealth; place of worship, nonprofit library or museum, not accessory to another institutional use; trade, professional, or other school; library or museum not conducted for profit; clinic not accessory to a main use.
- Transportation uses. Helicopter landing facility.
- Telecommunications Uses. Telecommunications and wireless communications equipment, including antennas, communications dishes and other equipment mounting structures.
- Public Services Uses. Public service pumping station, sub-station, automatic telephone exchange, or telecommunications data distribution center, subject to St. 1956, c. 665, s.2.
- Parking lot or parking garage.
- Ancillary and Accessory Uses. Cafeteria and other food service facilities, conference facilities; auditoria; exhibit hall; classrooms; accessory and ancillary parking lot or parking garage; a swimming pool, health club, spa or tennis court; the storage of flammable liquids and gases incidental to a lawful use; the manufacture, assembly, or packaging of products sold on the lot; the maintenance and operation of amusement game machines accessory to eating and drinking establishments; the keeping of laboratory animals incidental to a conditional institutional use, provided that all resulting noise, dust, fumes, gases, odors, and refuse matter are effectively confined to the lot or so disposed of as not to be a nuisance or hazard to public health or safety.

**MBTA PARCEL USES:**

- Uses permitted in the South Station Economic Development Area established pursuant to Article 40 of the Code as of the date of this Plan.
- Transportation Uses. Bus terminal, subway station or railroad passenger station, airline shuttle service, garage with dispatch, helicopter landing facility, motor freight terminal, or rail freight terminal, and accessory purposes such as retail and service uses related thereto.

MEMORANDUM

JUNE 6, 2006

**TO:** BOSTON REDEVELOPMENT AUTHORITY AND  
MARK MALONEY, DIRECTOR

**FROM:** THOMAS MILLER, DIRECTOR OF ECONOMIC DEVELOPMENT  
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT  
REVIEW  
RICK SHAKLIK, DEPUTY DIRECTOR FOR ZONING  
DAVID CARLSON, SENIOR ARCHITECT

**SUBJECT:** SOUTH STATION AIR RIGHTS PROJECT - PUBLIC HEARING  
CONCERNING SOUTH STATION AIR RIGHTS PROJECT AS A  
DEVELOPMENT IMPACT PROJECT AND APPROVAL OF A  
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 68  
ADJACENT TO SOUTH STATION HEADHOUSE, ATLANTIC AVENUE,  
BOSTON, MA

---

**SUMMARY:** This Memorandum requests that, in connection with the concurrent public hearings regarding the South Station Air Rights Project (the "Proposed Project"), as further described hereinafter, the Boston Redevelopment Authority (the "Authority"): (1) authorize the Director to petition the Boston Zoning Commission (the "Zoning Commission"): (a) for approval of a zoning map amendment modifying the boundaries of the South Station Economic Development Area and creating a South Station Air Rights Development Sub-Area within the New Economy Area, as hereinafter set forth; and (b) for approval of a text amendment applicable to the South Station Air Rights Development Sub-Area; (2) approve the Proposed Project as a Development Impact Project within the meaning of Section 80B-7 of the Boston Zoning Code (the "Code"); (3) approve a Development Plan for a Planned Development Area (the "PDA") for the Proposed Project; and (4) further authorize the Director to: (a) petition the Zoning Commission of the City of Boston for approval of the PDA for the Proposed Project and the accompanying map amendment to Boston Zoning Map 1C; (b) issue a Certification of Consistency for the Proposed Project, pursuant to Article 80, Section 80C-8 of the Code; (c) issue an Adequacy Determination pursuant to Section 80B-5.5(c) of the Code approving the Final Project Impact Report (the "FPIR"); (d) issue a Certification of Compliance for the Proposed Project in accordance with Article 80, Section 80B-6 of the Code; (e) execute a Development Agreement with the Massachusetts Bay Transportation Authority



("MBTA") to facilitate development of the Proposed Project; and (f) take all actions and execute and deliver all documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, executing and delivering an a Development Impact Project Agreement, a Cooperation Agreement, an Affordable Housing Agreement, and a Boston Construction Employment Plan.

---

## **BACKGROUND AND INTRODUCTION**

TUDC LLC and South Union Station LLC, an affiliate of Hines Interests Limited Partnership ("Proponent"), propose to develop a mixed use development including office, residential, hotel, retail and parking uses to be contained in three main structures to be constructed in air rights over the South Station Transportation Center.

On February 28, 2006, the Proponent filed a Final Project Impact Report for the Proposed Project to the Authority. Notice of this filing was published in the *Boston Herald* on March 2, 2006, and the public comment period for the Final Project Impact Report expired May 15, 2006. On March 31, 2006, the Proponent submitted a proposed Development Plan for the South Station Air Rights Project to the Authority, accompanied by a letter dated March 27, 2006, from the MBTA supporting the approval by the Authority and the Boston Zoning Commission of the Development Plan. Notice of this submission was published in the *Boston Herald*, and the public comment period for the Development Plan expired May 15, 2006. The public notice advertising the Authority's June 6, 2006 public hearing to consider the Proposed Project as a Development Impact Project and for Planned Development Area approval was published in the *Boston Herald* on May 26, 2006.

## **PROJECT DESCRIPTION**

**The PDA Area and the Project Parcel:** The PDA Area is comprised of two parcels (known as the MBTA Parcel and the Project Parcel) totaling 8.22 acres (358,010 square feet). The PDA Area is generally bounded by the land of the Massachusetts Bay Transportation Authority ("MBTA") to the north, Atlantic Avenue to the west, land of the MBTA (railroad tracks) to the south, and land of the United States Postal Service and BSC Summer Street 121A Limited Partnership to the east. The PDA Area is adjacent to but does not include the existing five story South Station head house located at the intersection of Atlantic Avenue and Summer Street owned by the MBTA. The MBTA Parcel consists of the fee interest in the PDA Area, and the Project Parcel consists of air rights over the MBTA Parcel, which begins at different elevations at various points within the PDA Area.

As of the date hereof, the Project Parcel is owned in part by the MBTA and in part by the Authority. It is anticipated that the portion of the Project Parcel owned by the MBTA will be conveyed to the Authority and that the Project Parcel in its entirety will be conveyed to the Proponent by the Authority under a Land Disposition Agreement to be executed between the Authority and the Proponent.

**The Proposed Project:** The Proposed Project on the Project Parcel consists of three main components: the Phase 1 Building at the portion of the Project Parcel closest to the South Station head house; the Phase 2 Building between the Phase 1 Building and the Phase 3 building; and the Phase 3 Building at the portion of the Project Parcel most distant from the South Station head house. The three primary buildings within the Proposed Project will be linked by a Sky Street.

The Project as shown on the plans attached to the Development Plan will contain approximately 2,190,000 SF (including parking and loading areas for the Proposed Project). However, in order to provide certain flexibility during the Development Review Process by the Authority, the Proposed Project may be modified during the Development Review Process to contain additional SF of up to a maximum of 2,360,000 SF (including parking and loading areas for the Proposed Project) as set forth below and may contain limited modifications in height as set forth below, subject to approval of the Authority during the Development Review Process. Since these limited modifications will result in insignificant differences in impacts than the impacts studied in the FPIR, no further Article 80B review shall be required if such limited modifications are approved during the Development Review Process.

The Proposed Project involves the development of these buildings into a mixed-use development not to exceed 1,935,000 SF exclusive of parking and loading and not to exceed 2,360,000 SF including parking and loading for the Proposed Project. The Proposed Project will contain up to 1,495,000 SF of office use, up to 195,000 of residential use, and up to 245,000 SF of hotel use (approximately 200 rooms), which areas include retail uses on the main hotel lobby level and Sky Street level, and 755 parking spaces.

#### **Phase 1 Building:**

The Phase 1 building will consist of a building with an entrance and lobby on the street level adjacent to but separate from the South Station head house and with a main lobby on the Sky Street level which will contain retail, lobbies and service areas. Under Option A for the Phase 1 Building, the Phase 1 Building will contain up to 970,000 SF, and upper levels will be used for office use. The Phase I Building's main axis will align with the axis of the South Station head house and will appear to rise from behind the South Station head house. The building will be up to 636 feet in height to the top of the highest occupiable floor and approximately 678 feet in height to the top of the glass roof

feature enclosing the mechanical penthouse. The building will be served by parking and loading in the Project Parking Garage.

#### Phase 2 Building:

The Phase 2 building will consist of a building with an entrance and lobby on the street level on Atlantic Avenue between the Phase 1 and the Phase 3 Buildings, and with a main lobby and amenities one level above the Sky Street level and retail, additional amenities and service areas on the Sky Street level. The Phase 2 Building will have 2 wings or building elements with a total not to exceed 440,000 SF. One wing not to exceed 195,000 SF will be used for residential use and the other wing not to exceed 245,000 SF will be used as a hotel (of approximately 200 rooms). The residential component will be up to 283 feet in height to the top of the highest occupiable floor and up to 323 feet in height to the top of the mechanical penthouse, and the hotel component will be up to 198 feet in height to the top of the highest occupiable floor and up to 238 feet in height to the top of the mechanical penthouse. The building will be served by parking and loading in the Project Parking Garage.

#### Phase 3 Building:

The Phase 3 building will consist of a building with an entrance and lobby on the street level on Atlantic Avenue and with a main lobby on the Sky Street level which will contain retail, lobbies and service areas. The Phase 3 Building will contain up to 525,000 SF, and upper levels will be used for office use. The building will be up to 259 feet in height to the top of the highest occupiable floor and up to 279 feet in height to the top of the mechanical penthouse. The building will be served by parking in the Project Parking Garage and by loading in the ground floor level of the Phase 3 Building.

### **ZONING AND PLANNED DEVELOPMENT AREA**

A proposed Zoning Map Amendment and a proposed Zoning Text Amendment are attached as Exhibit A and Exhibit B. The Zoning Map Amendment amends Map 1C as created by Map Amendment No. 230 by incorporating a sliver of land now owned by the MBTA into the South Station Economic Development Area and New Economy Area and by correcting the boundaries of the district as shown on Map 1C of the Boston Zoning Maps to more accurately reflect the boundaries intended by Map Amendment No. 230. The Zoning Map Amendment further creates a South Station Air Rights Development Sub-Area and approves a Development Plan for a Planned Development Area within such Sub-Area. The Zoning Text Amendment amends Article 40 by modifying the height permitted within the South Station Air Rights Development Sub-Area and by specifying the public benefits which must be met by a Planned Development Area within such Sub-Area. Approval of the Zoning Map Amendment

and the Zoning Text Amendment require a public hearing before the Zoning Commission.

## **PROJECT REVIEW**

**Authority Review:** The Proposed Project is being reviewed both under the Large Project Review procedures of Article 80B and the Development Plan Review procedures of Article 80C.

A Notice of Project Change/Project Notification Form (“NPC/PNF”) was submitted to the Authority on June 24, 1998. Following the 30 day public comment period, the Authority issued a Scoping Determination on August 10, 1998 which set forth the requirements for the preparation of a Draft Project Impact Report (“DPIR”) for the Proposed Project. The Proponent submitted the DPIR to the Authority on October 2, 2000, which initiated a 75 day public comment period. On December 15, 2000, the Authority issued a Preliminary Adequacy Determination for the Proposed Project.

The Proponent filed a Final Project Impact Report (“FPIR”) on February 28, 2006, thereby initiating a 75 day public comment period which ended on May 15, 2006. Notice of receipt of the FPIR was published in the *Boston Herald* on March 2, 2006.

The Proponent also seeks to achieve zoning compliance by adoption of a Development Plan for the South Station Air Rights Project PDA. To initiate Planned Development Review under Article 80C of the Code, the Proponent, with the concurrence of the MBTA, submitted a Development Plan and Fact Sheet to the Authority on March 31, 2006. The Development Plan describes the Proposed Project and provides the zoning necessary to construct the Proposed Project. The 45 day public review and comment period for the Development Plan also ended on May 15, 2006.

Throughout the Article 80 review process for the Proposed Project, there has been extensive public involvement. The Proponent, in cooperation with the Authority, consistently undertook to organize community forums and individual meetings. The Proponent conducted more than 100 meetings, meetings with community groups and with abutters, and with public agencies having review or approval jurisdiction over the Project. On April 19, 2006 a meeting on the FPIR was held with city public agencies and on May 3, 2006 a meeting on the FPIR was held with community groups. Also, as part of the Article 80 review process, all Article 80 project documents have been made available for public review at locations accessible to area residents and have been provided to anyone requesting a copy.

The design of the Proposed Project has changed considerably in response to those public reviews and meetings and input from the Federal Aviation Administration (“FAA”). Changes to the Proposed Project are described in detail in Section 2.4 of the

FPIR. These included changes to the Proposed Project's building height, changes to avoid construction inside the South Station head house, reduction of the Project's effect on the usable track length in the railyard, expansion of the bus terminal, relocation of loading docks, reduction in the number of parking spaces, design refinements and reduction of construction impacts.

**Boston Civic Design Commission Review:** The Proposed Project comes under the jurisdiction of the Boston Civic Design Commission ("BCDC") pursuant to Article 80 of the Code. On April 6, 1999 the BCDC voted conditional approval of the Proposed Project based on its plans proposed at such time. On May 2, 2006, the Boston Civic Design Commission voted to approve the revised schematic design of the Proposed Project, with the condition that the Proponent work with BRA staff on further refinements of the materials, treatment, and animated expression of both the tower top and the new under-tower space; and further, that the Proponent or their designees return as the hotel/residential and mid-rise office building air rights components and the corresponding Atlantic Avenue facades become more fully developed to present the further resolutions of these components to the BCDC.

**Coordination with the MBTA:** The Proposed Project has been the subject of extensive review by the Massachusetts Bay Transportation Authority, the owner of the improvements currently located on the South Station site. The MBTA is supportive of the Proposed Project and has agreed to convey to the Authority certain air rights and easements (the "MBTA Air Rights") which, together with the air rights currently owned by the Authority, will comprise the Project Site. The MBTA Air Rights will be conveyed at no cost to the Authority, but will be subject to the Proponent's obligation to construct certain transportation improvements, including an expanded bus terminal. At its meeting on May 4, 2006, the MBTA Board of Directors authorized its General Manager to execute and deliver the documents necessary to convey the MBTA Air Rights and effectuate the Proposed Project.

## **PUBLIC BENEFITS**

The Proposed Project will result in many public benefits:

### **Economic Development and Benefits:**

- Development of an underutilized site of crucial importance to the revitalization of the surrounding area.
- Generation of approximately \$12,000,000 in new annual real estate taxes, as well as significant additional hotel and sales taxes.

- Generation of approximately 2,600 construction jobs and approximately 5,960-7,385 permanent jobs, including professional and support jobs.
- Payment of housing and linkage payments as required under Article 80B-7 of the Code.

#### Transportation Improvements:

- Expenditure of approximately \$39,000,000 for transportation enhancements at South Station Transportation Center, including construction of the Bus Terminal Expansion and an expanded train platform area which will accommodate an intermodal pedestrian connection among the bus, train and subway transportation modes.
- Ancillary improvements to the South Station Transportation Center including modifications to the rotunda, relocation and modification of certain tracks and signals, construction of new electrical substation, and expansion of the railyard ventilation system.

#### Public Realm/Pedestrian Activity:

- Completion of the street wall along Atlantic Avenue.
- Construction of streetscape improvements including new sidewalks, granite curbs, streetlights, street trees and street furniture.

#### Housing:

- Addition of residential uses to the South Station area.
- Compliance with the Mayoral Executive Order and the Authority's Guidelines concerning provision of affordable housing units, which requires that 15% of the market rate residential units at the Project qualify as affordable or that contributions towards affordable housing be made to the Affordable Housing Trust Fund.

#### Sustainable Design Elements:

- "Green Design" features will be incorporated into the Project, and all of the office space will be LEED certifiable.

## **PUBLIC BENEFITS CRITERIA**

Section 40-11 of the Code, as it will be in effect upon adoption of the proposed Text Amendment, provides that the Authority may approve a Development Plan within the New Economy Area of the South Station Economic Development Area District as meeting the requirement of Section 80C-4 ("Standards for Planned Development Area Review Approval") for compliance with the applicable planning and development criteria of Article 40-11 if the Development Plan proposes a plan for development consistent with the goals of the South Station EDA Plan, including specifically the enhancement of intermodal transportation capabilities among rail, bus and subway modes incident to such Proposed Project and the Proposed Project is consistent with transit-oriented development.

The public benefits generated by the Proposed Project satisfy the foregoing public benefit criteria of Section 40-11 of the Code. The Proposed Project enhances the rail and bus transportation capabilities of South Station through construction of an expanded bus terminal, improvements to ventilation, and improvements to pedestrian circulation at South Station among the various modes of transportation. By locating additional development in proximity to rail, bus and subway facilities, the Proposed Project also is a prime example of "transit-oriented" development.

## **CONCLUSION AND RECOMMENDATIONS**

The Proposed Project has been thoroughly studied as part of the Article 80B Large Project Review Process and the Article 80C Development Plan Process. The Proposed Project will enhance the commercial, hotel and residential vitality of the South Station and Dewey Square areas and will create significant new economic and housing opportunities, in a manner consistent with transit-oriented development. The Proposed Project also will provide for improvements at the South Station Transportation Center, will provide for improvements in pedestrian and vehicular circulation, and will enhance the aesthetics of the Site and the surrounding area. The Proposed Project has been shaped to insure that, on balance, it will be beneficial to the public welfare.

As part of the FPIR, the Phase 1 Building Option B was studied which included both office and residential uses in the Phase 1 Building, and the results exhibited negligible (and even less) impact differences between the Proposed Project and the Phase 1 Building Option B. Therefore, the BRA staff recommends that, in the event market forces dictate that residential uses should be combined with office uses in the Phase 1 Building, the Authority, upon the filing of a Notice of Project Change by the Proponent, shall approve an amendment to the Development Plan incorporating the Phase 1 Building Option B, without further review Large Project Review under Article 80B.

Based upon the foregoing, it is recommended that the Authority (A) Approve the proposed Zoning Map Amendment and the proposed Zoning Text Amendment to Article 40; (B) approve: (1) the Development Plan pursuant to Article 80C of the Code; and (2) the Development Impact Project for the Proposed Project within the meaning of Article 80B-7 of the Code; and (C) authorize the Director to: (1) issue an Adequacy Determination regarding the FPIR pursuant to Section 80B-5.5(c) of the Code approving the Proposed Project; (2) issue a Certification of Consistency pursuant to Section 80C-8 of the Code; (3) issue a Certification of Compliance pursuant to Section 80B-6 of the Code; (4) execute a Development Agreement with the MBTA; and (5) take all actions and execute all documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, executing and delivering a Boston Residents Construction Employment Plan, a Development Impact Project Agreement and a Cooperation Agreement.

Appropriate votes follow:

**VOTED:** That the Director be, and hereby is, authorized to petition the Zoning Commission of the City of Boston for approval of a Map Amendment Application, in substantial accord with the form of Map Amendment Application attached hereto as Exhibit A, and for approval of a Text Amendment Application, in substantial accord with the form of Text Amendment Application attached hereto as Exhibit B; and

**FURTHER**

**VOTED:** That the Boston Redevelopment Authority (the "Authority") approves the South Station Air Rights Project (the "Proposed Project") as a Development Impact Project within the meaning of Section 80B-7 of the Code and hereby finds and determines that the Proposed Project conforms to the general plan for the City of Boston as a whole, and that nothing in the Proposed Project will be injurious to the neighborhood or otherwise detrimental to the public welfare; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to issue an Adequacy Determination which finds that the FPIR adequately describes the impacts of the Proposed Project and which includes any conditions which the Director deems necessary to mitigate such impacts; and

**FURTHER**

**VOTED:** That the Director, be and hereby is, authorized to issue a Certification of Compliance for the Proposed Project after the Director has determined that the Proposed Project complies with the (a) conditions of the Adequacy Determination; and (b) to the extent applicable, the following



provisions of the Code: (i) Section 80B-7: Development Impact Project Exactions; (ii) Section 80B-8: Disclosure of Beneficial Interest; (iii) Section 80C-8: Planned Development Area Review Certifications; and (iv) Article 28: Boston Civic Design Commission; and

**FURTHER  
VOTED:**

That, in connection with the Development Plan for Planned Development Area for the South Station Air Rights Project (the "Development Plan") presented at a public hearing duly held at the offices of the BRA on June 6, 2006, and after consideration of evidence presented at and in connection with the hearing and in connection with the Proposed Project described in the Development Plan, the BRA finds with respect to the Development Plan that (a) the Development Plan conforms to the general plan for the City as a whole and nothing in the Development Plan will be injurious to the neighborhood or otherwise injurious to the public welfare; (b) the Development Plan is not for a location or Proposed Project for which Planned Development Areas are forbidden by the underlying zoning; (c) the Proposed Project in the Development Plan complies with any provisions of the underlying zoning that establish use, dimensional, design or other requirements for Proposed Projects in Planned Development Areas; (d) the Development Plan complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas, including without limitation the provisions of Section 40-11; (e) the Development Plan conforms to the plan for the district, subdistrict, or similar geographic area in which the Planned Development Area is located, and to the general plan for the City as a whole; (f) on balance, nothing in the Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; (g) the Proposed Project in the Development Plan is in Substantial Accord with the dimensional standards set forth in Section 40-7 (for the South Station Air Rights Development Sub-Area), and with the use regulations set forth in the Development Plan; (h) the Proposed Project in the Development Plan is in compliance with the applicable planning and development criteria of Article 40-11 and proposes a plan for development consistent with the goals of the South Station EDA Plan, including specifically the enhancement of intermodal transportation capabilities among rail, bus and subway modes incident to such Proposed Project and the Proposed Project is consistent with transit-oriented development; and (i) the Development Plan does adequately and sufficiently satisfy all other development plan criteria and specifications for a Planned Development Area as set forth in the Code; and

**FURTHER**

**VOTED:** That the Authority approves the Development Plan for the Planned Development Area No. 68, South Station Air Rights Project, Boston, Massachusetts, in the form presented to the Authority on June 6, 2006; and

**FURTHER**

**VOTED:** That the Director is authorized to petition the Zoning Commission for approval of the Development Plan for Planned Development Area No. 68, South Station Air Rights Project, Boston, Massachusetts; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized further to issue a Certification of Consistency for Planned Development Area Review when the Director finds that (a) the Proposed Project is adequately described in the Development Plan; (b) the Proposed Project is consistent with the Development Plan; and (c) the Development Plan has been approved by the Authority and the Zoning Commission in accordance with the applicable provisions of Section 3-1A.a and Article 80, Section 80C of the Code; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized further to execute and deliver all documents deemed necessary and appropriate by the Director in connection with the Proposed Project, including, without limitation, a Development Impact Project Agreement, a Cooperation Agreement, an Affordable Housing Agreement, and a Boston Residents Construction Employment Plan; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to execute and deliver a Development Agreement with the MBTA to facilitate the development of the Proposed Project, and such other documents deemed necessary by the Director, all in form acceptable to the Director.

Map Amendment Application No. 519  
Boston Redevelopment Authority  
Planned Development Area No. 68  
Map 1C, South Station Economic  
Development Area District

MAP AMENDMENT NO. 458

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for Planned Development Area No. 68, South Station Air Rights Project, and amends "Map 1, Boston Proper" and "Map 1C, South Station Economic Development Area" of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

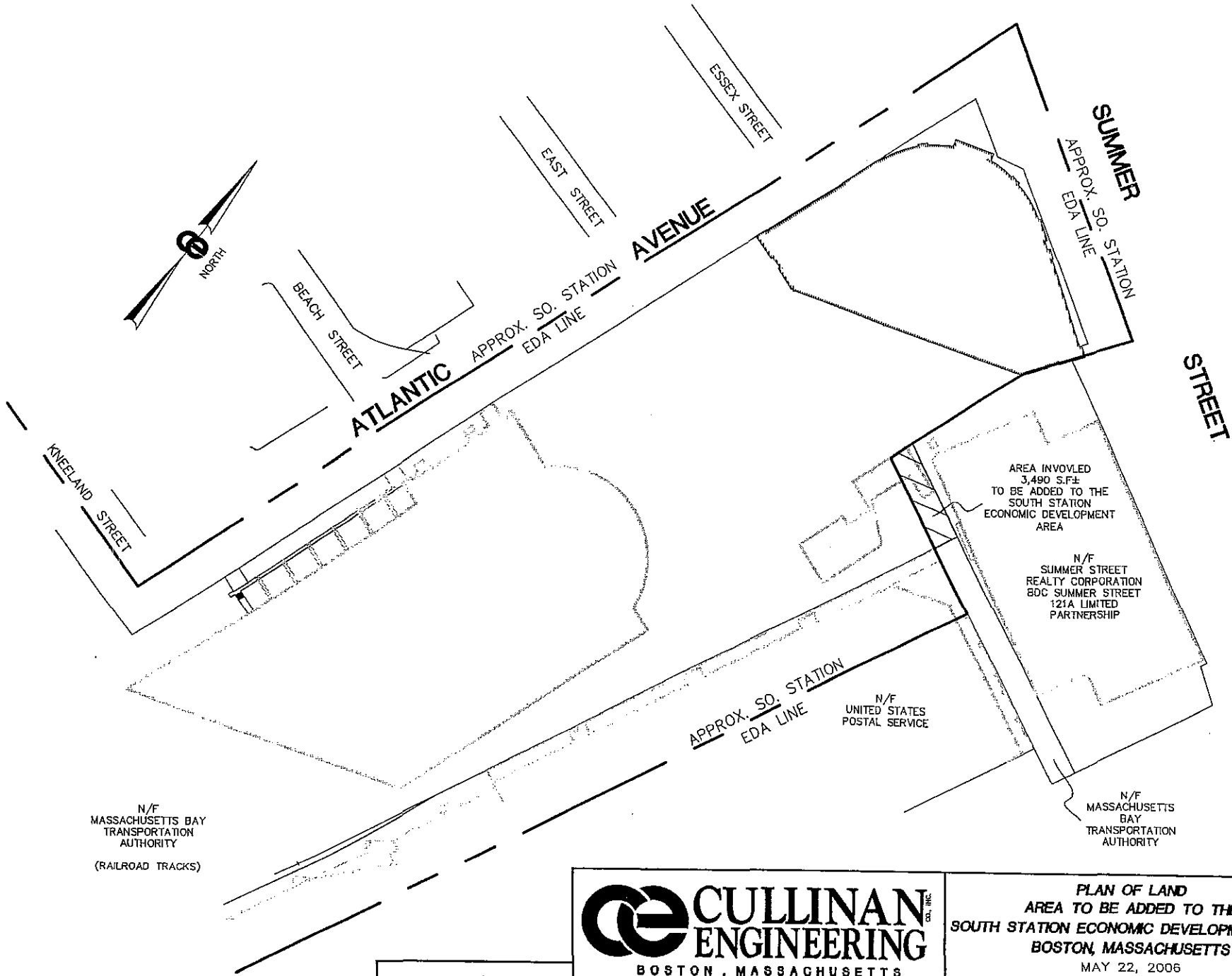
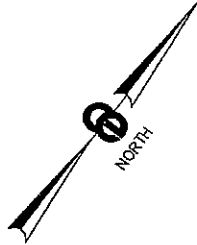
1. By adding to said Map 1C depicting the South Station Economic Development Area District the area depicted as "Area to be Added to the South Station Economic Development Area" on Appendix A hereto, and by including said land within the New Economy Development Area. Said land is bounded and described on a plan entitled "Plan of Land, Area to be Added to the South Station Economic Development Area," dated May 22, 2006, prepared by Cullinan Engineering Co. Inc., attached as Appendix A, said land being shown as 3,490 square feet on said plan.
2. By deleting from Map 1 all of the zoning lines and designations within such area depicted on Appendix A and by extending the outer boundary of the area designated "1C" to include such area depicted on Appendix A.
3. By adjusting the zoning line on said Map 1C and on said Map 1 separating the South Station EDA and the land N/F Summer Street Realty Corporation BDC Summer Street 121A Limited Partnership to correspond to the zoning line as depicted on Appendix A.
4. By designating as the "South Station Air Rights Development Sub-Area" the area in the South Station Economic Development Area within the New

Economy Development Area depicted as "South Station Air Rights Development Sub-Area" on Appendix B hereto. Said land is bounded and described on a plan entitled "Plan of Land, South Station Air Rights Development Sub- Area," dated May 22, 2006, prepared by Cullinan Engineering Co. Inc., attached as Appendix B.

5. By adding the suffix "D", indicating a Planned Development Area overlay district, to the area within the South Station Air Rights Development Sub-Area and within the New Economy Development Area measuring approximately 358,010 square feet in area and bounded generally by land of the Massachusetts Bay Transportation Authority to the north, Atlantic Avenue to the west, land of the Massachusetts Bay Transportation Authority to the south and land of the United States Postal Service and BDC Summer Street 121A Limited Partnership to the east, which area may consist of parcels and land and/or air rights. Said area is more particularly described in Appendix C attached hereto and is further shown on a plan entitled "Plan of Land, Planned Development Area within South Station Air Rights Development Sub-Area," dated May 22, 2006, prepared by Cullinan Engineering Co. Inc., attached as Appendix D.

**APPENDIX A**

**“Plan of Land, Area to be Added to the South Station Economic Development Area,” dated May 22,  
2006, prepared by Cullinan Engineering Co. Inc.**



N/F  
MASSACHUSETTS BAY  
TRANSPORTATION  
AUTHORITY  
(RAILROAD TRACKS)

AREA INVOLVED  
3,490 S.F.±  
TO BE ADDED TO THE  
SOUTH STATION  
ECONOMIC DEVELOPMENT  
AREA

N/F  
SUMMER STREET  
REALTY CORPORATION  
BDC SUMMER STREET  
121A LIMITED  
PARTNERSHIP

N/F  
UNITED STATES  
POSTAL SERVICE

N/F  
MASSACHUSETTS  
BAY  
TRANSPORTATION  
AUTHORITY

20620020/P3-06

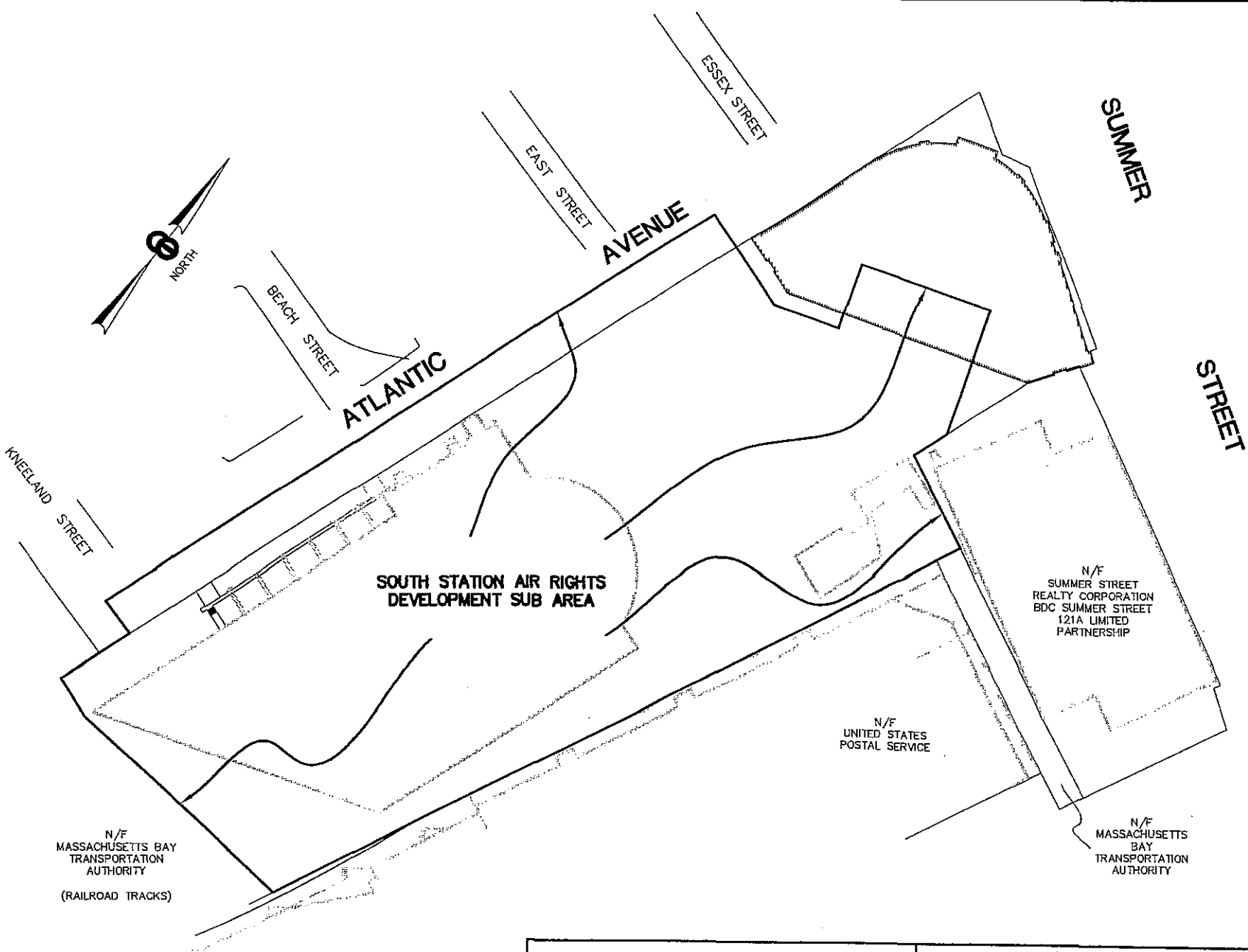
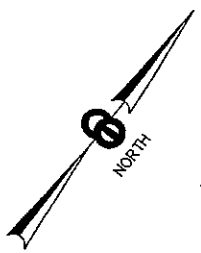


**CULLINAN**  
**ENGINEERING**  
BOSTON, MASSACHUSETTS

**PLAN OF LAND**  
**AREA TO BE ADDED TO THE**  
**SOUTH STATION ECONOMIC DEVELOPMENT AREA**  
**BOSTON, MASSACHUSETTS**  
MAY 22, 2006  
SCALE 1" = 150'

**APPENDIX B**

**“Plan of Land, South Station Air Rights Development Sub- Area.” dated May 22, 2006, prepared by  
Cullinan Engineering Co. Inc.**



**SOUTH STATION AIR RIGHTS  
DEVELOPMENT SUB AREA**

N/F  
SUMMER STREET  
REALTY CORPORATION  
BDC SUMMER STREET  
121A LIMITED  
PARTNERSHIP

N/F  
UNITED STATES  
POSTAL SERVICE

N/F  
MASSACHUSETTS BAY  
TRANSPORTATION  
AUTHORITY  
(RAILROAD TRACKS)

N/F  
MASSACHUSETTS  
BAY  
TRANSPORTATION  
AUTHORITY

20620020/PL2-06



**PLAN OF LAND  
SOUTH STATION AIR RIGHTS  
DEVELOPMENT SUB AREA**  
BOSTON, MASSACHUSETTS  
MAY 22, 2006  
SCALE 1" = 150'



APPENDIX C

**SOUTH STATION AIR RIGHTS PROJECT PLANNED DEVELOPMENT AREA  
LEGAL DESCRIPTION**

Atlantic Avenue  
Boston, Massachusetts

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

Beginning at a point on the Southeasterly side of Atlantic Avenue, being a distance of 325.97 feet southwest of the intersection of Atlantic Avenue and Summer Street.

Thence S 69° 56' 47" E, a distance of 78.33 feet to a point;

Thence N 72° 14' 01" E, a distance of 78.17 feet to a point;

Thence N 17° 45' 59" W, a distance of 77.29 feet to a point;

Thence N 72° 14' 01" E, a distance of 153.83 feet to a point;

Thence S 17° 45' 59" E, a distance of 146.30 feet to a point;

Thence S 20° 03' 13" W, a distance of 44.34 feet to a point;

Thence S 63° 51' 53" E, a distance of 118.05 feet to a point;

Thence S 26° 08' 07" W, a distance of 866.75 feet to a point;

Thence N 84° 04' 50" W, a distance of 287.28 feet to a point;

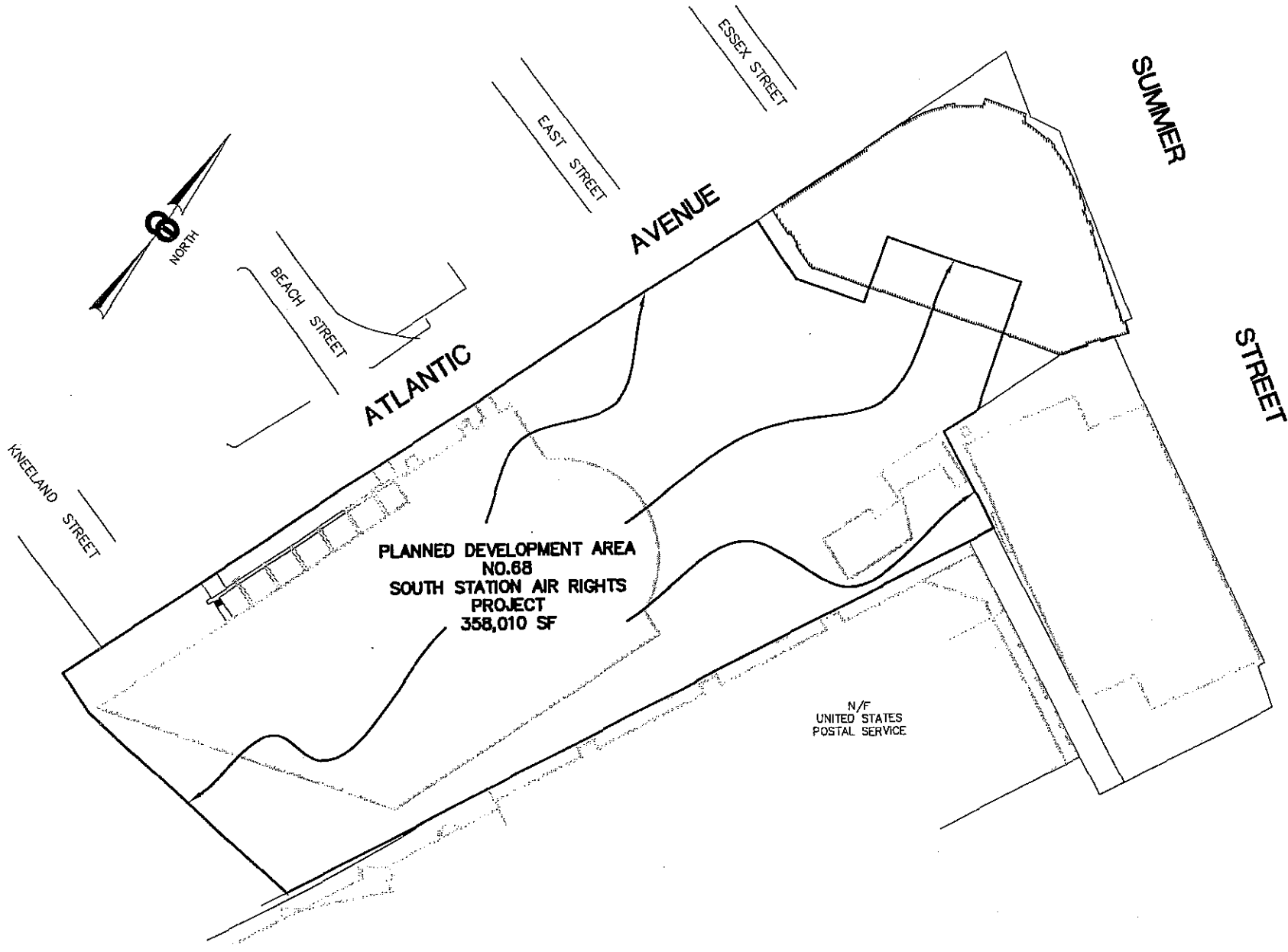
Thence N 69° 56' 47" W, a distance of 50.89 feet to a point on the Southeast sideline of Atlantic Avenue;

Thence N 20° 03' 13" E, along the Southeasterly sideline of Atlantic Avenue, a distance of 901.13 feet to the point of beginning;

The above described Parcel containing 358,010 square feet more or less.

**APPENDIX D**

**“Plan of Land, Planned Development Area within South Station Air Rights Development Sub-Area,”  
dated May 22, 2006, prepared by Cullinan Engineering Co. Inc.**



**PLANNED DEVELOPMENT AREA**  
**NO.88**  
**SOUTH STATION AIR RIGHTS**  
**PROJECT**  
**358,010 SF**

N/F  
 UNITED STATES  
 POSTAL SERVICE



BOSTON, MASSACHUSETTS

**PLAN OF LAND**  
**PLANNED DEVELOPMENT AREA**  
**WITHIN SOUTH STATION AIR RIGHTS**  
**DEVELOPMENT SUB AREA**  
 BOSTON, MASSACHUSETTS  
 MAY 22, 2006  
 SCALE 1" = 150'

20620020/C14-06

*R. L. Kean*

Chairman

*Robert Jordan*

Vice Chairman

*[Handwritten signatures of committee members]*

In Zoning Commission

Adopted: June 28, 2006

Attest:

*[Signature of Joseph H. Burton]*

Secretary

Development Plan for Planned Development Area No. 68, South Station Air Rights Project

*R. R. Neau*

Chairman

*Robert Jordan*

Vice Chairman

*[Signature]*

*[Signature]*

*May J. Gray*

*James Clark*

*David Gray*

*Jay Henley*

*Gill Hattal*

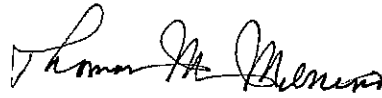
In Zoning Commission

Adopted: June 28, 2006

Attest:

*[Signature]*

Secretary

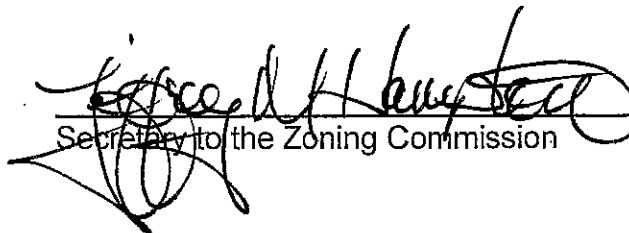


\_\_\_\_\_  
Mayor, City of Boston

Date: 6/29/06

\_\_\_\_\_  
The foregoing amendment was presented to the Mayor on JUNE 28, 2006, and was signed by him on JUNE 29, 2006, whereupon it became effective on JUNE 29, 2006, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:

  
\_\_\_\_\_  
Secretary to the Zoning Commission

Development Plan for Planned Development Area No. 68, South Station Air Rights Project



\_\_\_\_\_  
Mayor, City of Boston

Date: 6/29/06

\_\_\_\_\_  
The foregoing Development Plan was presented to the Mayor on JUNE 28, 2006, and was signed by him on JUNE 29, 2006, whereupon it became effective on JUNE 29, 2006, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:

  
\_\_\_\_\_  
Secretary to the Zoning Commission

Text Amendment Application No. 368  
Boston Redevelopment Authority  
Article 40, South Station Economic  
Development Area

TEXT AMENDMENT NO. 326

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby amend the Boston Zoning Code as follows:

By amending **Article 40, South Station Economic Development Area**, in the manner described below.

1. In Section 40-7, Building Height and FAR in the New Economy Development Area, replace the following text:

“, provided that any Proposed Project shall have an as-of-right building height of four hundred (400) feet and FAR of fourteen (14) if a Development Plan for such Proposed Project has been approved pursuant to Section 3-1A.a and Planned Development Area Review”

with the following text:

“, provided that any Proposed Project in the South Station Air Rights Development Sub-Area depicted on Map 1C of this code within the New Economy Area shall have an as-of-right building height of six hundred seventy eight (678) feet and FAR of ten (10) as determined under Section 40-8(2) if a Development Plan for such Proposed Project has been approved pursuant to Section 3-1A.a and Planned Development Area Review and any other Proposed Project shall have an as-of-right building height of four hundred (400) feet and FAR of fourteen (14) as determined under Section 40-8(2) if a Development Plan for such Proposed Project has been approved pursuant to Section 3-1A.a and Planned Development Area Review”.

2. In Section 40-11, Planned Development Areas: Planning and Development Criteria, replace in the first paragraph the following text:



“or (c) the creation or retention of job opportunities, in accordance with the provisions of paragraph 3, below, of this section.”

with the following text:

“(c) the creation or retention of job opportunities, in accordance with the provisions of paragraph 3, below, of this section; or (d) the enhancement of intermodal transportation capabilities and transit oriented development, in accordance with the provisions of paragraph 4, below, of this section.”

3. In Section 40-11, Planned Development Areas: Planning and Development Criteria, insert at the conclusion of this Section the following new Sub-Section 4, Development Plan Approval for Enhancement of Intermodal Transportation and Transit-Oriented Development::

- “4. Development Plan Approval for the Enhancement of Intermodal Transportation and Transit-Oriented Development. The Boston Redevelopment Authority may approve a development plan proposing expansion of Boston’s economy through commercial or residential development if it determines that (a) intermodal transportation capabilities among rail, bus and subway modes will be enhanced incident to such development, and (b) such development is consistent with the goals of transit-oriented development.”

Text Amendment Application No. 368 *as amended* Text Amendment No. *326*

*A. L. Mann*  
\_\_\_\_\_

Chairman

*Robert Jordan*  
\_\_\_\_\_

Vice Chairman

*[Signature]*  
\_\_\_\_\_

*[Signature]*  
\_\_\_\_\_

*May Perry*  
\_\_\_\_\_

*James Clark*  
\_\_\_\_\_

*Janice Boyer*  
\_\_\_\_\_

*Jay Hurley*  
\_\_\_\_\_

*Jin Statton*  
\_\_\_\_\_

In Zoning Commission

Adopted: June 28, 2006

Attest: *[Signature]*  
\_\_\_\_\_ Secretary

Text Amendment Application No. 368

Text Amendment No. 326



\_\_\_\_\_  
Mayor, City of Boston

Date: 6/29/06

\_\_\_\_\_  
The foregoing amendment was presented to the Mayor on JUNE 28, 2006, and was signed by him on JUNE 29, 2006, whereupon it became effective on JUNE 29, 2006, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:

  
\_\_\_\_\_  
Secretary to the Zoning Commission