

PDA APPROVAL: 12/14/10
ZC APPROVAL: 1/19/11
EFFECTIVE: 1/30/11

DEVELOPMENT PLAN
for
319 "A" STREET REAR
within
PLANNED DEVELOPMENT AREA NO. 69, SOUTH BOSTON/THE 100 ACRES

Boston, Massachusetts

January 19, 2011

1. **Development Plan:** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the "**Code**"), and the Master Plan for Planned Development Area ("**PDA**") No. 69, South Boston/The 100 Acres (the "**PDA Master Plan**"), this plan constitutes a PDA Development Plan (the "**Development Plan**") for the redevelopment of a parcel in the Fort Point Channel district of Boston (the "**Site**") at 319 A Street Rear, owned by W2005 BWH II Realty, L.L.C. (the "**Proponent**"). The Site is more particularly described below and in EXHIBIT 1, attached hereto. The Site and PDA Overlay District are both depicted on the locus map attached hereto as EXHIBIT 2.

The Proponent proposes to demolish an existing building at the Site and replace it with a new residential building, and to make related improvements on the Site, all as more fully described below (the "**Proposed Project**"). This Development Plan sets forth information on the Proposed Project, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and dimensions of structures proposed as part of the Proposed Project.

Upon approval, this Development Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for the Proposed Project will be issued until the Boston Redevelopment Authority (the "**BRA**") has issued a Certification of Consistency under Article 80C-8 for such Proposed Project. To the extent that the Director of the BRA (the "**Director**") certifies consistency with this Development Plan, the Proposed Project will be deemed to be in compliance with the requirements of the Code, under Code Section 80C-9, to the extent that such requirements have been addressed in the Development Plan.

The Development Plan consists of 15 pages of text plus attachments designated EXHIBITS 1 through 4. All references to this Development Plan contained herein shall pertain only to such pages and exhibits. Unless otherwise set forth herein, all references to terms defined by the PDA Master Plan and by the Code will have the meanings set forth in each as of the date of this Development Plan.

2. **Proponent:** The Proponent, W2005 BWH II Realty, LLC, a Delaware limited liability company, has its business address at c/o Archon Group, L.P., 800

Boylston Street, Suite 3330, Boston, MA 02199. Members of the Proposed Project team are identified on EXHIBIT 3.

3. **PDA Master Plan Area:** On September 7, 2006, the BRA approved the “The Fort Point District 100 Acres Master Plan” (the “**100 Acres Master Plan**”), which served as the planning basis for the PDA Master Plan, adopted by the Zoning Commission on January 10, 2007.¹ The PDA Master Plan is intended to support the central goal of the 100 Acres Master Plan: to transform the area into a dense, varied and lively urban district, with 24-hour vibrancy.

The PDA Master Plan sets maximum floor area ratio (“**FAR**”) and building heights for construction. FAR limits are calculated based on groupings of parcels, excluding the gross floor area of any development that preexisted adoption of the PDA Master Plan on January 10, 2007. Because FAR limits apply to the specified Parcel Groupings in the aggregate, individual sites within them may have higher or lower FARs. As addressed below, the Proposed Project complies with these requirements.

Likewise, the Proposed Project complies with the limitations on use set by the PDA Master Plan. The PDA Master Plan contemplates that projects within the PDA Master Plan Area will feature a broad range of uses, principally office, research and development, retail, service, residential, open space, tourism-related, and art and cultural uses. Exhibit E to the PDA Master Plan assigns parcels within the area to three broad use categories: Industrial / Commercial Mixed Use; Residential / Commercial Mixed Use (which governs most of the area); and Open Space. The PDA Master Plan further identifies the Site as a portion of Parcel A₃, and assigns it to the Residential / Commercial Mixed Use category. (PDA Master Plan, Exh. E.)

4. **Site:** The Proposed Project will be constructed at the eastern end of Pastene Alley in the Fort Point Channel district portion of Boston’s Innovation District, on the site of an existing five-story former warehouse building known as 319 A Street Rear. The Project site is generally bounded by United States Postal Service (“**USPS**”) land to the south and east, an existing former warehouse owned by the Proponent known as 319 A Street Front to the west, and Pastene Alley (a private way owned by the Proponent) to the north. The Proponent’s adjacent building at 319 A Street Front is identified in the PDA Master Plan as part of Parcel A₂, and is not included in the Site.

The Proponent is negotiating with the USPS to purchase approximately 4,000 square feet of USPS property located between 319 A Street Rear and 337 Summer Street to the west, and West Service Road (currently a state highway) to the east. Therefore, the Site includes approximately 2,200 square feet of USPS land, for a total area of approximately 20,572 square feet.

¹ The area subject to the PDA Master Plan (the “**PDA Master Plan Area**”) measures approximately 49 acres (2,134,440 square feet). The 100 Acres Master Plan encompasses a larger area than the PDA Master Plan Area.

The Site is located in the Fort Point Channel district portion of Boston's Innovation District, which includes a mix of creative professional, commercial, and residential uses. Located approximately two blocks to the east is the Boston Convention and Exhibition Center, which opened in the summer of 2004. Approximately four blocks from South Station, and approximately three blocks from the Courthouse Station on the Silver Line, the Site is convenient to the MBTA Red Line, Silver Line, and commuter rail, and the I-90 and I-93 connections to downtown Boston, Greater Boston, and Logan Airport.

According to Zoning Map 4 South Boston, the Site is located within an underlying M-4 (Restricted Manufacturing) District, the overlaying PDA Master Plan Area, the Groundwater Conservation Overlay District ("GCOD") and the South Boston Restricted Parking Overlay District. The PDA Master Plan provides for one or more PDA Development Plans to be submitted with more specific information about various proposed projects and components thereof; hence this Development Plan.²

As stated above, the Site is currently improved with an existing, approximately five-story former warehouse building, used as transitional artist work space. According to the PDA Master Plan, the existing building has approximately 37,920 square feet of gross floor area.³ The main entry is on Pastene Alley, a private way owned by the Proponent that is not open to public travel. The Site is also located within the City's Fort Point Channel Landmark District.

5. **Proposed Project:** Under the Proposed Project, the new building constructed in place of the existing building (the "**New Building**") will be located immediately adjacent to the existing building located at 319 A Street Front to the west. The New Building will include up to 184 dwelling units, a lobby and building amenities spaces, and a four-level parking garage accessory to the residential use.

Pedestrian and vehicular access from A Street to the New Building's lobby will be via Pastene Alley at the northern edge of the Site, or using an existing but improved driveway along the southern exterior wall of 319 A Street Front and looping through an existing covered vehicle passageway at 319 A Street Front. It is anticipated in the 100 Acres Master Plan and the PDA Master Plan that Melcher Street will be extended along the southern edge of the Site to connect to West Service Road. At that time, access to the Site will become possible directly from Melcher Street.

The New Building will have up to 268,500 square feet of floor area, including up to 212,610 square feet of residential program (apartments, circulation, lobbies, and building amenities), and up to 56,000 square feet of accessory parking with

² No provisions of the underlying M-4 zoning establish use, dimensional, design, or other requirements for projects within PDA's. Accordingly, the Plan need only comply with the PDA Master Plan.

³ Throughout this Plan, all references to "**floor area**" shall refer to "gross floor area" as defined in the Code, and all references to "**height**" shall refer to "height of building" as defined in the Code.

approximately 96 spaces. Pastene Alley would be connected to West Service Road across a portion of the land purchased from the USPS to create additional vehicular access.

By a letter dated June 14, 2010, the Fort Point Channel Landmark District Commission (the "FPCLDC") gave notice of its conceptual approval of the Proposed Project, including the proposed demolition of the existing building. The Fort Point Channel Landmark District Standards and Criteria (Design Guidelines) acknowledge that the PDA Master Plan identifies the Site as having the potential for new construction that would result in buildings with heights up to 180 feet, and is also eligible to exceed that height. In considering a certificate of appropriateness for the Project, the FPCLDC is thus expected to consider new construction in place of 319 A Street Rear, Pastene Alley, or both, within the context of the planning process that resulted in the PDA Master Plan.

The Proponent considered alternatives to minimize impacts to the overall Fort Point Channel Landmark District during the planning stages of the Proposed Project, and concluded that due to its small size and limited structural capacity, as well as the programmatic needs of the Proposed Project to provide sufficient housing units and accessory parking, together with the requirements for infrastructure improvements outlined in the PDA Master Plan, the existing building must be demolished to make the Proposed Project economically and physically viable.

Through informal consultations with the BRA and the Boston Landmarks Commission ("BLC") that began during 2007, the Proponent has revised earlier versions of the Proposed Project that were substantially larger, involving the entirety of Parcel A₃, as contemplated under the 100 Acres Master Plan and PDA Master Plan. This included construction above Pastene Alley and substantial reconstruction of and vertical additions to the two buildings located at 327 and 337 Summer Street.

The Proponent has taken into consideration the impacts that redevelopment of the entire Parcel A₃ may have, and has significantly reduced the scope of the Proposed Project by limiting construction of a New Building to the site of 319 A Street Rear and reducing the height of the proposed building from 25 stories and 240 feet to the height described below. No work is proposed at 327 Summer Street nor 337 Summer Street, and Pastene Alley (also part of Parcel A₃) will remain.

The new residential building that will replace the existing building will include a ground level with lobby and other supporting space (convertible to retail use), four levels of above-grade parking, and 16 floors of residential apartments for a total of 21 stories plus a mechanical penthouse. Total building height is up to 180 feet (not including the mechanical penthouse because it will not occupy more than one-third of the roof area) as measured from Summer Street in accordance with the PDA Master Plan.

Proposed site plans, floor plans and elevations ("**Drawings**") are attached hereto as EXHIBIT 4.

6. **Innovation District:** The Proponent is committed to making the Proposed Project a welcome addition to the Innovation District. In conjunction with the development of the Proposed Project, the Proponent would rehabilitate and convert to residential use its existing former warehouse building less than one block away from the Site at 63 Melcher Street, which is part of Parcel A₄. The Proposed Project will not be eligible to receive a final certificate of occupancy until a certificate of occupancy has been issued for the rehabilitated building at 63 Melcher Street, described below.

The rehabilitated building at 63 Melcher Street will obtain its zoning relief through an amendment to the Development Plan for 49, 51 and 63 Melcher Street within PDA No. 69. The rehabilitated building at 63 Melcher Street shall include approximately 38 dwelling units (approximately 32,000 square feet), as follows:

- On the first floor, approximately five (5) affordable, artist live/work units, which will partially satisfy the affordable housing required for the Proponent's project at 319 A Street Rear;
- On the second through fourth floors, approximately 27 dwelling units specifically designed to serve Innovation District workers, including approximately four (4) affordable dwelling units specifically designed to serve Innovation District workers;
- On the fifth floor, approximately six (6) loft-style apartments;
- In the basement, an amenity level for the use of the building residents, potentially including work, media, kitchen, laundry, and gallery spaces;
- A rooftop garden for the use of building residents, including a greenhouse structure; and
- No infills will be built.

Smaller unit sizes are typically available at lower rents, meeting the demand of workers in the innovation economy for inexpensive living space with access to amenities outside their units.

7. **Green Building Measures:** The Proposed Project will comply with the requirements of Article 37, Green Buildings, of the Code. The Proposed Project team has used the appropriate U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design ("LEED") green building rating system to evaluate sustainable design measures, in accordance with Article 37 of the Code. The Proposed Project will target meeting LEED-NC standards at the Certified Level, and a LEED checklist was submitted to BRA staff. Sustainable design measures are planned to include: an erosion and sedimentation control program; sustainable site selection; roofing for reduced heat island effect; third-party commissioning of building systems; design exceeding the ASHRAE 90.1-2007 Energy Standard by 20%; low-emitting adhesives, sealants, paints, coatings, flooring, and wood and agrifiber products; and direct line of sight to the outdoors in 90% of regularly occupied areas. Compliance with Article

37 will be confirmed by issuance of the Certification of Compliance pursuant to Section 80B-6, as described below.

8. **Groundwater Conservation Measures:** The Site is located within the GCOD, governed by Article 32 of the Code. Article 32 requires that projects meeting certain criteria employ mitigation measures to avoid adverse impacts to groundwater levels and, in some instances, to recharge stormwater to help sustain groundwater levels. The Proposed Project is subject to Article 32 because the New Building will occupy more than fifty (50) square feet of lot area.

Based on its location in South Boston, only the requirements of Section 32-6(b) of the Code apply to the Site. Under that section, the Proposed Project must demonstrate that it will result in no negative impact on groundwater levels at the Site or adjacent lots, subject to the terms of any (A) dewatering permit or (B) cooperation agreement entered into by the Proponent and the BRA. No such permits or agreements exist.

The New Building does not include a basement. Elevator pits may extend five to seven feet below the adjacent ground surface, that is, to a depth which is anticipated to be above normal groundwater level. The New Building will be supported on reinforced concrete drilled shafts (caissons) that will extend downward from near the existing ground surface, and through the underlying soil overburden, and will be socketed into bedrock. This will not impact groundwater levels at the Site or adjacent lots. Minor excavations at the Site required for utility installations are not expected to encounter groundwater.

The Proposed Project will comply with the applicable standards set forth in Section 32-6(b) of the Code by resulting in no negative impact on groundwater levels within the Site or on adjacent lots. If necessary, the Proponent will incorporate systems into the Proposed Project that meet the groundwater conservation standards set forth in Section 32-6(b). The Proponent will obtain a written determination from the Boston Water and Sewer Commission as to whether said standards are satisfactorily met. The Proponent will provide a copy of this letter to the BRA and to Boston Groundwater Trust prior to the issuance of a Certificate of Consistency.

Compliance with this Development Plan shall constitute compliance with Article 32 without the necessity of the Proposed Project obtaining a conditional use permit pursuant to Article 32.

9. **Proposed Location, Dimensions and Appearance of Structures:** The proposed location, dimensions and appearance of the structures after completion of the Proposed Project are shown in the Drawings, attached hereto as **EXHIBIT 4**. The final location, dimensions and appearance of the Proposed Project may change during ongoing BRA review of the Proposed Project, or as a result of review by other agencies.

The Proposed Project has been designed to take into consideration both the functionality of the building itself and its location within the District. The footprint and

orientation of the New Building follow the existing street grid as well as the future layout of public rights-of-way on the south side of the Site. To accommodate a residential unit layout, the footprint of the New Building will be larger than the existing building, but is still substantially smaller than the massing anticipated in the 100 Acres Master Plan and the PDA Master Plan. The orientation of the Proposed Project is consistent with the existing view corridors along Pastene Alley and up Melcher Street toward downtown, and looking east toward the Boston Convention and Exhibition Center.

The building's design blends the character of the historic, former warehouse buildings in the Fort Point Channel Landmark District with the more contemporary expressions of twenty-first century residential design. The building's massing is broken into a tripartite arrangement consisting of: a base in scale with the adjacent buildings; a middle with a combination of punched windows and contemporary curtain wall; and a top composed of metal panels that screen roof-top mechanical equipment from view.

Access to and the enjoyment of Pastene Alley will be improved. The northern face of the New Building will be approximately 26 feet from the rear facades of 327 and 337 Summer Street. This condition will provide sufficient light and air to the interior spaces of these buildings and will help maintain the network of alleys found throughout the district that provide pedestrian access. With these improvements, the potential for enlivening the rear facades of 327 and 337 Summer Street as part of future projects can be realized. Pastene Alley will remain a private way maintained by the Proponent.

The massing of the New Building will be stepped back along the future Melcher Street extension to create a pedestrian scale in anticipation of future activity. The six-story base along this future street will enclose a through lobby that will be visible both from within Pastene Alley and from A Street, where a new entrance drive will be created along the westerly boundary of the Site with 319 A Street Front. Adjacent to the lobby, building amenity spaces and the Proposed Project leasing office will front on the future Melcher Street extension to enhance the feeling of an active base.

The entrance and exit to the accessory parking garage, which will occupy the second through fifth floors, will be located on the Pastene Alley side of the building, and will be divided into two distinct openings, rather than one large opening, to emphasize the vertical pier language of the building.

10. **Open Spaces and Landscaping:** To reinforce the prevailing physical conditions within the historic areas of the PDA Master Plan Area, and to maintain strong, consistent urban street walls throughout the district, the PDA Master Plan provides that new construction is intended to conform to a zero-lot-line standard and be constructed to the sidewalk. Accordingly, no open space or landscaping is required for the Proposed Project. Moreover, the PDA Master Plan does not require the dedication of any portion of the Site to be used as new public open space. (See PDA Master Plan, Exh. G.)⁴

⁴ As described in the Draft Project Impact Report filed July 16, 2010, no significant shadow from the Proposed Project is anticipated to affect existing, planned or proposed open spaces or public parks in the area.

Pastene Alley, an asphalt-paved private way originally utilized as a railroad spur line, will be retained as part of the Proposed Project. An unnamed alley, also formerly a railroad spur line, on the south side of 319 A Street is currently paved in asphalt. The condition of the asphalt paving at both locations is poor. To enhance the pedestrian experience and improve the view sheds along Pastene Alley and the south side of 319 A Street, new hardscape and other site improvements will be made that will reflect the industrial character of the area.

11. **Proposed Uses:** After completion of the Proposed Project the Site will include up to 212,610 square feet of residential program and up to 56,000 square feet of accessory parking with approximately 96 spaces. The Proposed Project complies with the PDA Master Plan, which calls for significant residential use to be located at the northern edge of the area near Summer Street, where the Site is located. Residential use and accessory parking are expressly permitted at the Site. All of the uses listed in Exhibit F to the PDA Master Plan (including retail, which could be added to the ground level in future), shall be permitted at the Site.

12. **Dimensions of the Proposed Project:** Other than the FAR limitations specified in the PDA Master Plan, and addressed below, the sole dimensional regulation applicable to the Proposed Project is building height. The buildout plan attached to the PDA Master Plan as Exhibit I sets the building height limits for the development parcels within the Site. Parcel A₃ is one of five parcels that have a by-right height limit of 180 feet, and one of two where building height is measured from Summer Street. Proposed projects at Parcel A₃ are eligible for additional build out, as well as height beyond 180 feet, if such proposals (a) undergo review pursuant to Article 80B of the Code, and (b) provide exceptional public benefits. The Proposed Project will not use this option, and instead meets the 180-foot height limit.

13. **Proposed Densities:** The 100 Acres Master Plan and the PDA Master Plan anticipate that the 100 Acres area may ultimately accommodate 5.9 million square feet of net new development. The PDA Master Plan currently authorizes the build-out of approximately 70 percent of that amount (approximately 4.1 million square feet). The remaining 1.8 million square feet of potential development may take place when it is demonstrated to the BRA that adequate transportation infrastructure exists in the area to support the resulting new gross floor area.

As noted above, the Site is part of Parcel A₃, which is in turn part of the Parcel A₁-A₇ Grouping. The PDA Master Plan authorizes a maximum FAR of 1.3 across this entire grouping, based on net new floor area. This maximum FAR can increase to 1.8 when the BRA authorizes the final 30% of net new floor area in the 100 Acres. Based on the lot areas set forth in Exhibit I to the PDA Master Plan, the aggregate lot area in the Parcel Grouping is 192,100 square feet. Therefore, at a maximum FAR of 1.3, the PDA Master Plan authorizes up to 249,730 gross square feet of net new floor area across Parcels A₁-A₇.

Table 2 to the PDA Master Plan provides that, as of its effective date, the gross floor area of the existing building at 319 A Street Rear was 37,920 square feet. The New Building to be constructed in its place will have up to 212,610 square feet in residential program (apartments, circulation, lobbies, and building amenities) included in the calculation of FAR, for a net new floor area resulting from the Proposed Project of up to 174,690 square feet.⁵

Previously built or approved FAR across the Parcel A₁-A₇ Grouping includes the 5,700 square feet of new floor area built as part of ADD Inc's completed project at 311 Summer Street (Parcel A₂), and the up to 60,911 square feet of net new floor area approved by the City in 2009 as part of the Proponent's 49-51-63 Melcher Street (Parcel A₄) project.

Adding these to the net new floor area for the Proposed Project of up to 174,690 square feet would result in total net new floor area for the Parcel A₁-A₇ Grouping of up to 241,300 square feet. When this total is, in turn, subtracted from the aggregate limit of 249,730 square feet available under the current 1.3 FAR limit, this would leave approximately 8,429 square feet net new floor area still available for Parcels A₁-A₇ after approval of the Proposed Project. Accordingly, the Proposed Project will be consistent with the PDA Master Plan.⁶

14. **Proposed Traffic Circulation:** The Site is a short walk from South Station and Downtown Boston. Access to the Site by both pedestrians and vehicles will be from A Street via the improved driveway along the southern wall of 319 A Street Front, as well as Pastene Alley, a private way. Private use of Pastene Alley is shared by the immediately adjacent building at 319 A Street Front and by four buildings along Summer Street (311, 321, 327, and 337 Summer Street).

The Proposed Project would include a curb cut along West Service Road for vehicle access to Pastene Alley across a strip of land to be purchased from the USPS. The primary pedestrian entrance to the New Building would be from A Street, but new secondary pedestrian access would be created from West Service Road via Pastene Alley. Additional pedestrian and vehicle access will be afforded to the Site once the extension of Melcher Street is completed per the 100 Acres Master Plan and the PDA Master Plan.

The PDA Master Plan does not require the dedication of any portion of the Site to be used as new public rights-of-way. (See PDA Master Plan, Exh. H.)

⁵ Pursuant to Article 2A of the Code, the Proposed Project's residential accessory parking is excluded from the definition of "floor area ratio."

⁶ On January 3, 2011, the Proponent filed an amendment to the Development Plan for the 49-51-63 Melcher Street project, in which the proposed net new floor area would be up to 56,725 square feet instead of the up to 60,911 square feet originally approved by the City in 2009. If both that amendment and this Development Plan were approved, that would leave approximately 12,615 square feet of net new floor area still available in the Parcel A₁-A₇ Grouping, rather than approximately 8,429 square feet.

15. **Parking and Loading Facilities:** The PDA Master Plan does not specify off-street parking and loading requirements. For the Proposed Project, off-street parking is determined during Large Project Review under Article 80B of the Code. The Proposed Project will provide approximately 96 accessory parking spaces for use by residents. Parking will be located on floors two through five.

The Proposed Project would have a parking ratio of approximately 0.52 spaces per dwelling unit. Given the excellent access that the Site enjoys to public transit, and provision in the PDA Master Plan for a mix of uses in the neighborhood, it is appropriate to provide on-site parking to serve the Proposed Project at a rate below the maximum district-based parking guidelines recommended by the Boston Transportation Department (“**BTD**”) for the South Boston Waterfront area (maximum 1.0 to 1.5 spaces for each residential unit). In recent years, apartment projects in similarly dense, mixed-use, and transit-rich Boston neighborhoods have successfully included between 0.20 and 0.65 parking spaces per residential unit.

On-street parking restrictions within a seven-minute walk of the site, or about three-eighths of a mile, consist of a mixture of no parking, metered parking, permit parking, South Boston Resident Permit parking, two-hour parking, and handicapped-designated spaces. A significant number of no-parking areas, South Boston resident parking, and metered parking lie within the immediate vicinity of the site, mostly on A Street, Melcher Street, and Summer Street.

Over 8,300 off-street parking spaces are located in garages and lots within a seven-minute walk of the Proposed Project. Additional parking for the Proposed Project will be available in the nearby 585-space Necco Street Garage, which is owned by an affiliate of the Proponent.

The entrance and exit to the parking garage accessory to the Proposed Project will be located at the northwestern corner of the building at Pastene Alley. Vehicular access to the parking garage will be either from West Service Road to Pastene Alley or from A Street to the driveway south of 319 A Street Front. Vehicles exiting the garage will travel westerly on Pastene Alley to A Street.

Residential loading and trash removal for the building will be located along Pastene Alley. The number of loading bays required by Article 24 of the Code is determined during the Large Project Review process under Article 80B of the Code. The Project provides for at-grade residential loading and trash pick-up through a shared overhead door along Pastene Alley.

The Proponent intends to implement Transportation Demand Management (“**TDM**”) measures to reduce dependence on autos under a Transportation Access Plan Agreement with **BTD**. **TDM** will be facilitated by the Proposed Project’s proximity to residential developments in the neighborhoods of Fort Point Channel and South Boston, along with available transit services nearby, described in the following section.

16. **Access to Public Transportation:** Residents of and visitors to the Proposed Project have several transit options. The Site is located within an approximately five-minute walking distance from the South Station Transportation Center, a transit hub that provides access to the MBTA Red Line and Silver Line and seven commuter rail branches serving points south and west of Boston. South Station is the terminus for Amtrak train service along the Northeast Corridor, and regional and commuter bus service is also provided from South Station. Many commuters and visitors to the Fort Point neighborhood travel into South Station on the Red Line, commuter rail, or other transit, then walk over the Summer Street Bridge to the Fort Point Channel district.

The Site is also within a five-minute walk of several MBTA bus routes and the Silver Line Courthouse Station. South Station is accessible via MBTA Bus Route #7 along Summer Street about one-and-a-half blocks from the site. In addition, MBTA Bus Route #11, which travels between Downtown Boston and City Point via Melcher Street, provides access from South Station. Since Route #11 travels in a clockwise loop along A Street in South Boston and Washington Street in Chinatown, the bus only operates on Melcher Street and A Street as it travels outbound from Downtown. Route #11 operates frequently (every 15 minutes or less) throughout the day.

17. **Public Benefits of the Proposed Project:** Expected public benefits from the Proposed Project include: on-site circulation improvements; public realm enhancements through the PDA Master Plan, described below; sustainable design/green building; increased housing opportunities, including affordable housing; improved community parking; groundwater conservation; increased property taxes; and the creation of temporary and permanent jobs.

Public Realm Enhancements: The PDA Master Plan requires new development within the PDA Master Plan area to be accompanied by approximately 6.9 acres of new and expanded open spaces at full build out, to be constructed primarily on land owned by the proponents of new developments in the PDA. The PDA Master Plan also requires that development of land include significant expansions of and upgrades to local rights-of-way, beyond mitigation of project-related impacts. As with new open spaces, the PDA Master Plan requires the proponents of new developments to provide the necessary land - approximately 9.8 acres -- to construct the public rights-of-way.

Concurrently with its adoption of the PDA Master Plan, the City entered into an Amended and Restated Memorandum of Agreement with the various owners of property subject to the PDA Master Plan (the “MOA”). The MOA allocates responsibility among the City and the property owners for the phased construction and long-term maintenance of the open space and transportation improvements (together, the “**Public Realm Enhancements**”).

The MOA binds participating owners to a phasing plan for the construction of all of the Public Realm Enhancements, and to allocate construction costs among them based

on payments into a Sinking Fund. A developer's contribution to the Sinking Fund is a condition precedent to the issuance of a building permit for its development project, and is specifically enforceable in equity by the other participating owners. The developer must also pay its fair share of the costs to maintain the new open spaces. The new streets will be maintained by the City of Boston.

The PDA Master Plan provides that, as of its effective date, the gross floor area of the existing building is 37,920 square feet. As described above, the net new floor area of the Proposed Project is up to 174,690 square feet. Therefore, based on a per square-foot payment of \$11.93 provided in the MOA, the total payment due under the MOA would be approximately \$2,084,052.

Sustainable Design/Green Building: The Proposed Project will comply with the requirements of Article 37, Green Buildings, of the Code. The Proposed Project team will use the appropriate USGBC LEED green building rating system to evaluate sustainable design measures, in accordance with Article 37 of the Code. The Proposed Project will target meeting LEED-NC standards at the Certified Level, as described above.

Increased and Affordable Housing: The Proposed Project will create 184 new dwelling units, and meet the requirements for affordable housing on and off site, in accordance with the Mayor's Executive Order Regarding Inclusionary Housing, dated February 29, 2000, as amended, through: (a) nineteen (19) affordable dwelling units on site; and (b) the rehabilitation of the former warehouse building nearby at 63 Melcher Street, as described above, to include five (5) affordable, artist live/work units on the ground floor, and another four (4) affordable dwelling units on floors 2 through 4 that are optimally sized to serve Innovation District workers at 340 to 500 square feet each and which will satisfy the Mayor's Executive Order Regarding Inclusionary Housing for the 63 Melcher Street project.

Improved Circulation: The Proposed Project would improve Pastene Alley by extending it to West Service Road, allowing vehicles to travel from westbound from West Service Road to the New Building's parking garage and for loading.

Improved Community Parking: By rationalizing and improving Pastene Alley, the Proposed Project will return approximately 40 commercial parking spaces to the South Boston pool administered by the Boston Air Pollution Control Commission. These spaces will then be available for redistribution.

Groundwater Conservation: The Project will comply with the applicable standards set forth in Section 32-6(b) of the Code by resulting in no negative impact on groundwater levels within the Site or on adjacent lots.

Increased Property Taxes: Once complete, the Proposed Project is expected to generate significant additional annual property taxes for the City of Boston than the Site currently contributes.

Temporary and Permanent Employment: During construction, the Proposed Project is expected to create approximately 150 to 200 construction-related employment opportunities. The Proposed Project also creates the potential for approximately 20 ongoing employment opportunities, to manage and maintain the New Building.

18. Large Project Review: The BRA has conducted Large Project Review of the Proposed Project under Article 80B of the Code, applicable because the Proposed Project includes construction of a building having a gross floor area of at least 50,000 square feet. The Proponent submitted a Project Notification Form (“PNF”) to the BRA on November 5, 2009. The BRA issued a Scoping Determination on March 9, 2010. In response, the Proponent submitted a Draft Project Impact Report (“DPIR”) to the BRA on July 16, 2010. The BRA accepted public comment on the DPIR through August 30, 2010. On January 3, 2011, the BRA gave notice of the issuance of a Preliminary Adequacy Determination, in which it indicated that all components of the DPIR are sufficient to meet the requirements of the Scoping Determination and waived the requirements of subsection 5 of this Section 80B-5 for the filing and review of a Final Project Impact Report.

In the course of Large Project Review, the impacts of the Proposed Project upon the surrounding neighborhoods have been fully addressed, and appropriate mitigation has been proposed and incorporated into the Proposed Project, as follows:

- New traffic related to the Proposed Project will be minimal, with conditions at nearby intersections and approaches remaining the same as under no-build conditions. Mitigation will include commitments associated with the 100-Acre Master Plan and the PDA Master Plan.
- The Proposed Project will include approximately 96 new parking spaces. The surrounding area has adequate parking to meet any additional parking demand resulting from the Proposed Project.
- The Proposed Project’s net additional transit trips will not adversely affect transit capacity.
- New pedestrian and bicycle accommodations will improve access to the Site.
- The TDM program will encourage non-vehicular travel to the Site, emphasizing the Site’s proximity to public transportation services.
- Potential air quality and noise impacts will be well below City and State thresholds.
- Geotechnical impacts will be monitored as required. The Proposed Project’s stormwater will be managed in accordance with applicable regulations and the Proposed Project will comply with Article 32 of the Code.

19. Other Necessary Government Approvals: The Proposed Project is not subject to review under the Massachusetts Environmental Policy Act (“MEPA”). However, state and local permits and approvals are anticipated to be required for the

Proposed Project. Because West Service Road is under the jurisdiction of the Massachusetts Department of Transportation (“MassDOT”), the Proponent will apply to MassDOT for a Highway Access Permit. The Proposed Project will also undergo review by the Fort Point Channel Landmark District Commission.

20. **Development Schedule:** Build out of the PDA Master Plan Area is expected to occur in multiple phases over approximately 20 years. The Proponent currently estimates that construction of the Proposed Project will take approximately 24 months, with initial site work expected to begin in 2012.

21. **Applicability of this Development Plan:** Consistency of the Proposed Project with this Development Plan constitutes compliance with the dimensional, use, and other requirements of the Code, in accordance with Section 80C-9 of the Code. Moreover, this Development Plan constitutes approval for any zoning nonconformity created or increased by the separation of the Site from other portions of Parcel A₃ and the Parcel A₁-A₇ Grouping, provided that: (A) the use limitations and dimensional requirements of this Development Plan, other than FAR, with respect to each Proposed Project are met; and (B) the FAR for the Parcel Grouping A₁-A₇ in the aggregate does not exceed the limits established under the PDA Master Plan.

22. **No Duty to Develop the Proposed Project:** Notwithstanding anything set forth in this Development Plan to the contrary, under no circumstances will the Proponent be obligated to proceed with the Proposed Project.

23. **Minor Modifications to Plans:** This Development Plan constitutes the zoning for the Site and the Proposed Project. Final plans and specifications for the Proposed Project will be submitted to the BRA pursuant to Section 3-1A and Article 80C of the Code for final design review approval and certification as to consistency with this Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in this Development Plan, minor changes may occur to the Proposed Project’s design described in this Development Plan.

24. **Amendment of this Development Plan:** The owner of the Proposed Project may seek amendment of this Development Plan in accordance with the procedures prescribed by the Code.

LIST OF EXHIBITS

- | | |
|------------------|---|
| Exhibit 1 | Legal Description of the Site |
| Exhibit 2 | Locus Plan |
| Exhibit 3 | Proposed Project Team |
| Exhibit 4 | Drawings <ul style="list-style-type: none">- Existing Site Plan- Proposed Site Plan- Proposed First Floor Plan- Proposed 2nd - 5th Floor Plan- Proposed 6th Floor Plan- Proposed 7th – 20th Floor Plan- Proposed 21st Floor Plan- Proposed Penthouse Roof Plan- Proposed Elevations- Proposed Renderings |

EXHIBIT 1

LEGAL DESCRIPTION OF THE SITE

A certain parcel of land situated off the southeasterly side of "A" Street in the City of Boston, County of Suffolk and the Commonwealth of Massachusetts, bounded and described as follows:

Commencing at a point at the southeasterly sideline of "A" Street at land now or formerly of the United States Postal Service; said point being two hundred and twenty-four hundredths (200.24) feet southwesterly along the sideline of "A" street from the southwesterly sideline of Summer Street; thence running,

S40°44'00"E by said land now or formerly of the United States Postal Service, a distance of two hundred and fourteen and seventeen hundredths (214.17') feet to the point of beginning; thence turning and running,

N49°01'07"E through the lot a distance of eighteen and eighty-eight hundredths (18.88') feet to a point; thence turning and running,

S41°11'51"E a distance of one and forty hundredths (1.40') feet to a point; thence turning and running,

N49°01'07"E a distance of fifty and forty-three hundredths (50.43') feet to a point; thence turning and running,

N48°12'02"E a distance of forty and two hundredths (40.02') feet to a point at land now or formerly of Normandy Summer Street, LLC; thence turning and running,

S43°07'15"E by land now or formerly of W2005 BWH II Realty, LLC, a distance of fifty-five and thirteen hundredths (55.13') feet to a point; thence turning and running,

S43°18'55"E a distance of one hundred four and seven hundredths (104.07') feet to a point at land now or formerly of United States Postal Service; thence running,

S43°18'55"E through land now or formerly of the United States Postal Service a distance of eighteen and seventy-five hundredths (18.75') feet to a point; thence turning and running,

S45°04'49"W a distance of one hundred seventeen and forty-seven hundredths (117.47') feet to a point; thence turning and running,

N40°44'00"W a distance of eighteen and ninety hundredths (18.90') feet to a point; thence running,

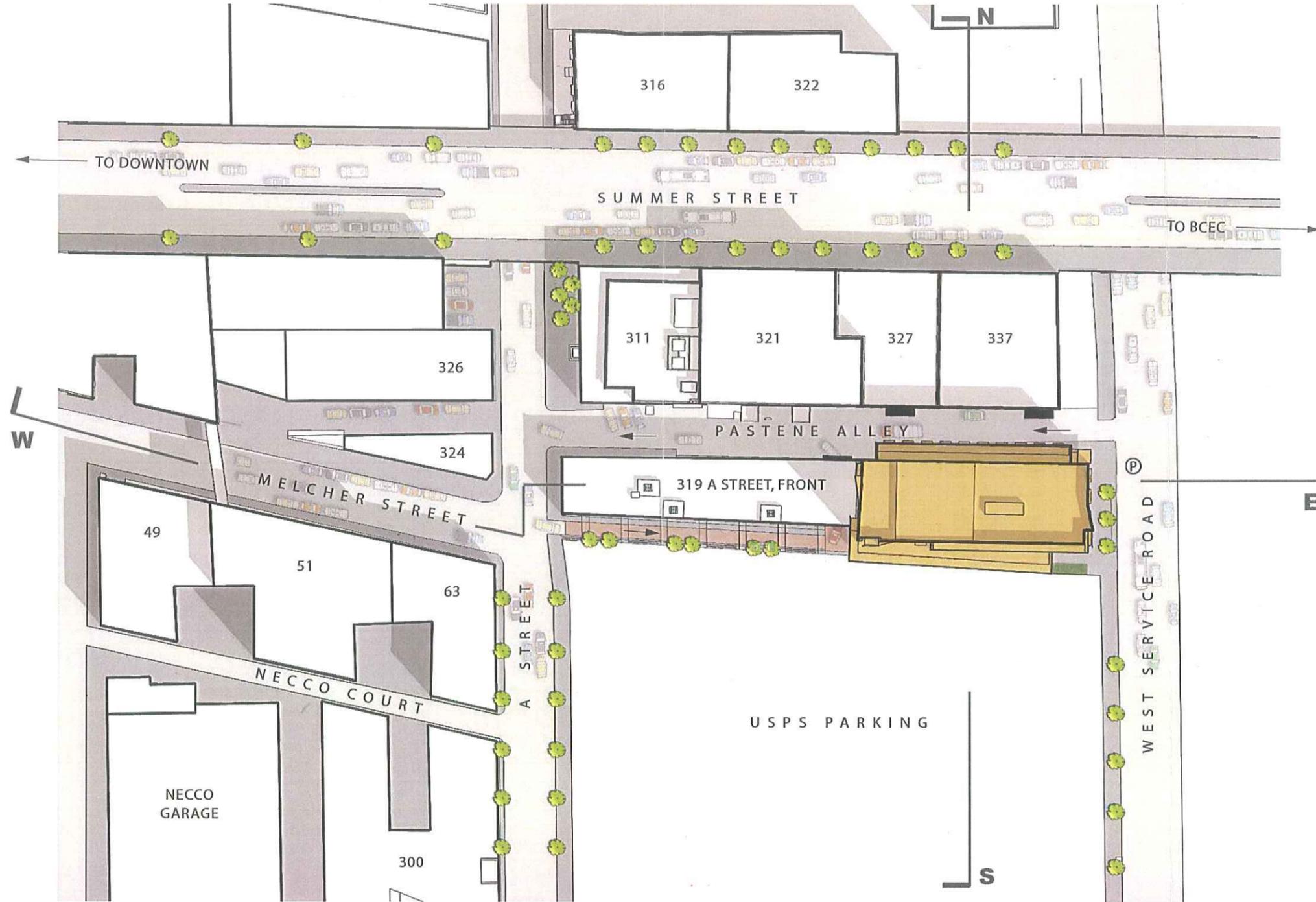
N40°44'00"W a distance of one hundred sixty-seven and eighty-three hundredths (167.83') feet to the point of beginning.

Said parcel contains an area of approximately 20,572 square feet.

EXHIBIT 2

LOCUS PLAN

[inserted behind]



319 A Street Rear Boston, Massachusetts

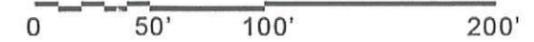


EXHIBIT 3

PROJECT TEAM

Proponent: W2005 BWH II Realty, L.L.C.
c/o Archon Group, L.P.
800 Boylston Street, Suite 3330
Boston, MA 02199
(617) 451-5400
John Matteson
Albert Price
John Barszewski

Architects: ADD Inc
311 Summer Street
Boston, MA 02210
(617) 234-3100
James Gray
B.K. Boley

Legal Counsel: Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, MA 02110
(617) 482-1776
Matthew Kiefer
Jared Eigerman

Permitting Consultant: Epsilon Associates, Inc.
3 Clocktower Place, Suite 250
Maynard, MA 01754
(978) 897-7100
Laura Rome
Taya Dixon

Transportation/Parking
Consultant: Howard/Stein-Hudson
38 Chauncy Street
Boston, MA 02111
(617) 482-7080
Guy Busa

Civil Engineers:

HW Moore Associates, Inc.
112 Shawmut Avenue
Boston, MA 02118
(617) 357-8145
John MacKinnon

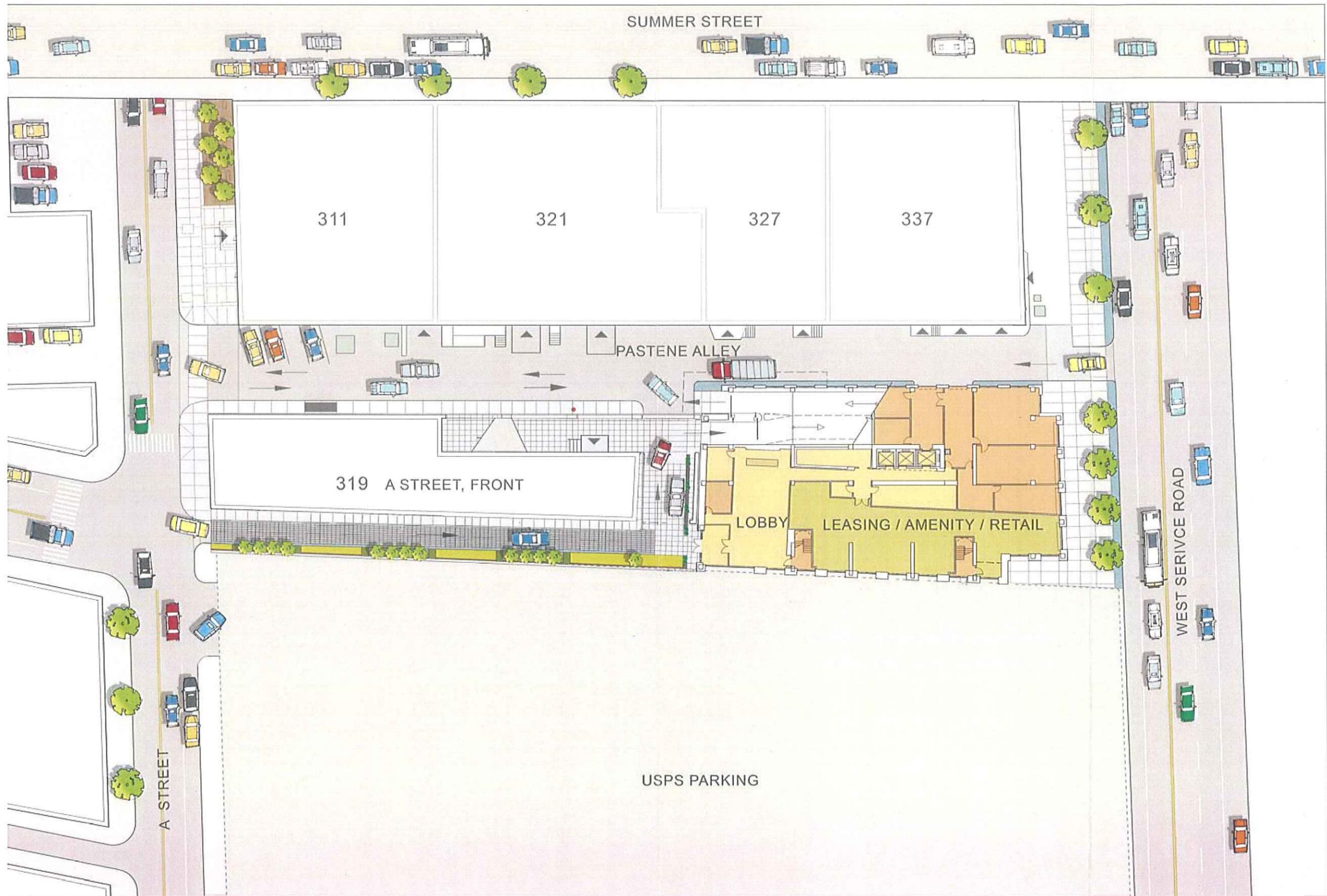
Geotechnical Consultant:

Haley & Aldrich
465 Medford Street, Suite 2200
Boston, MA 02129
(617) 886-7400
Steve Kraemer

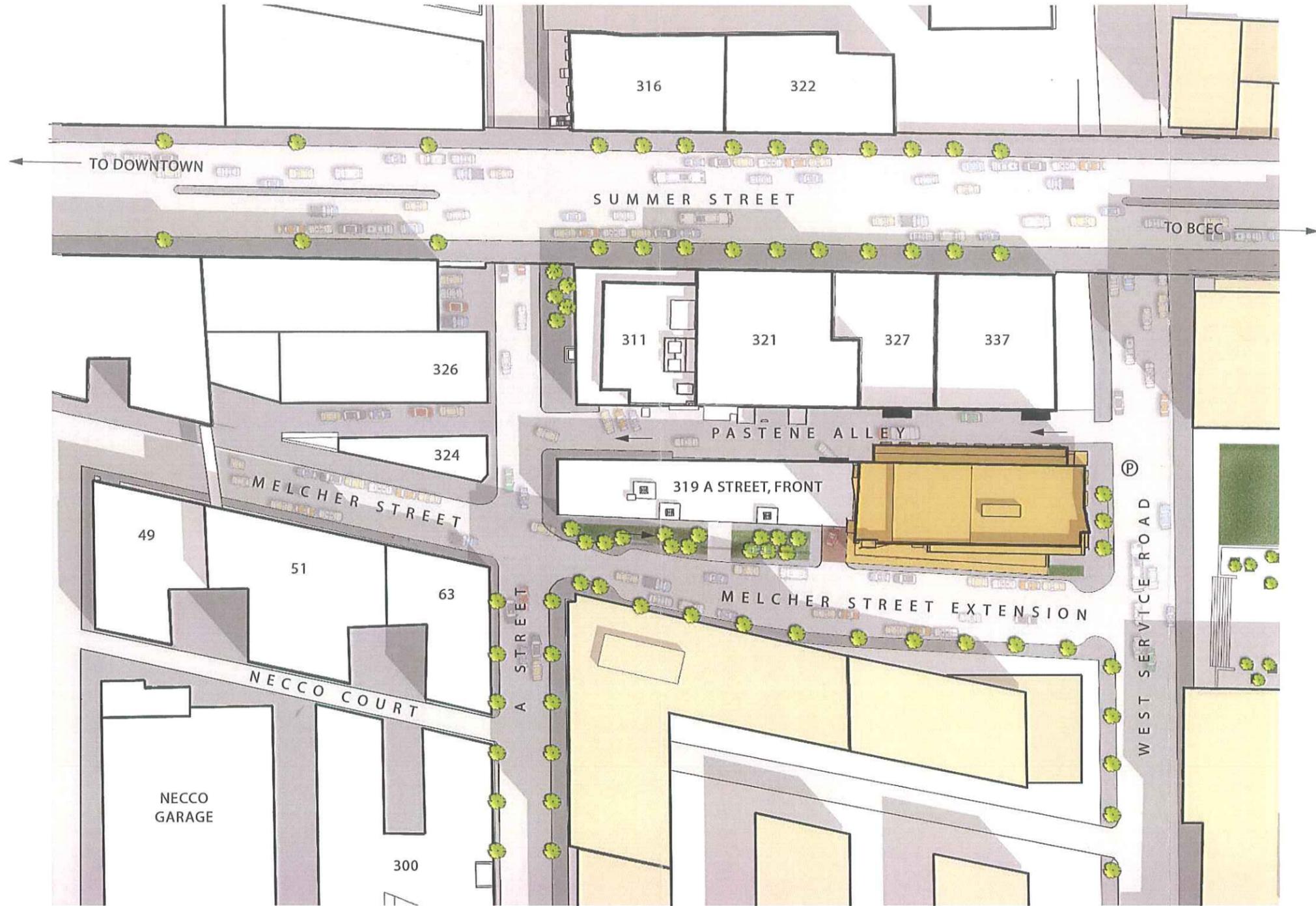
EXHIBIT 4

DRAWINGS

[inserted behind]



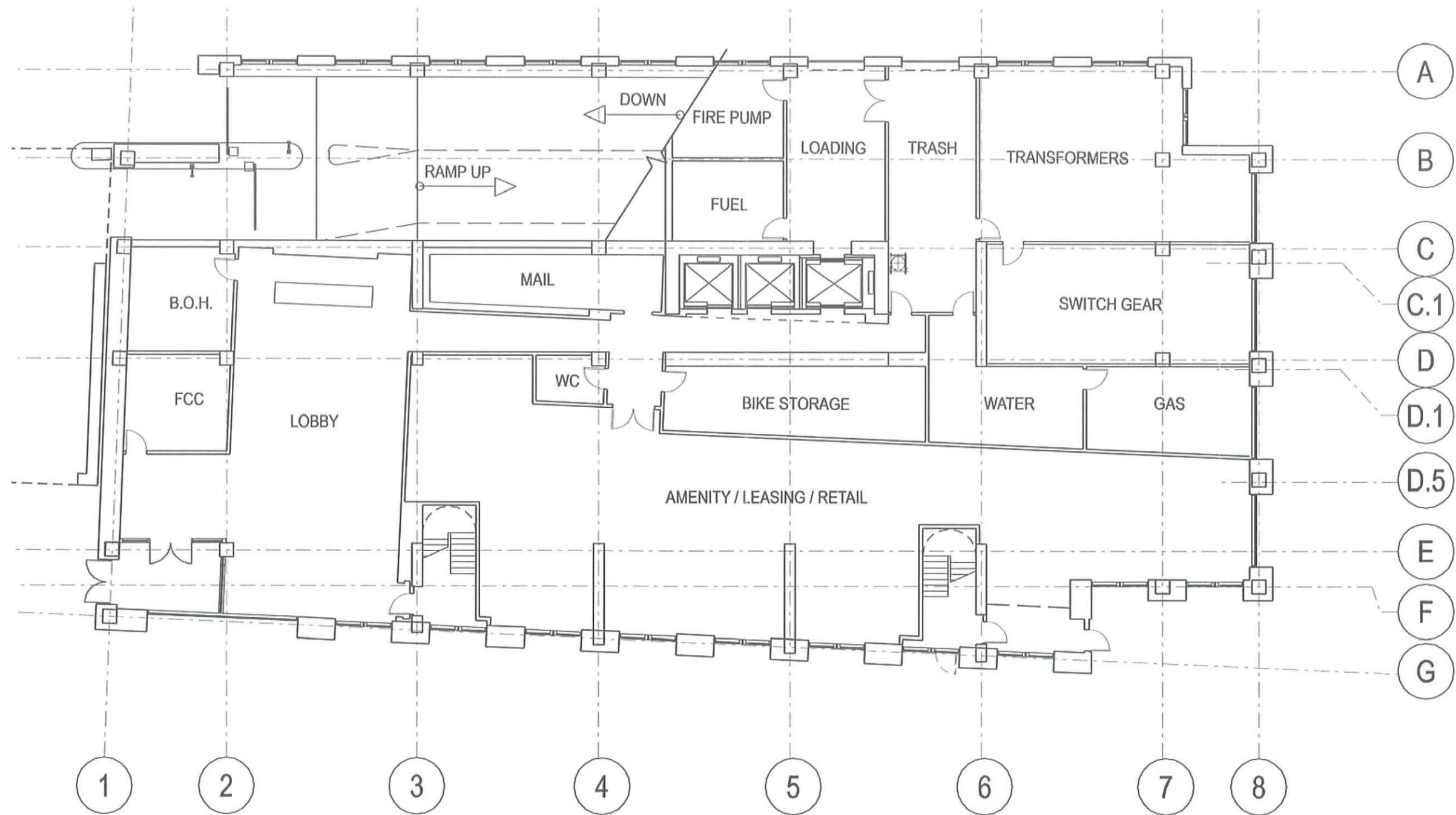
319 A Street Rear Boston, Massachusetts



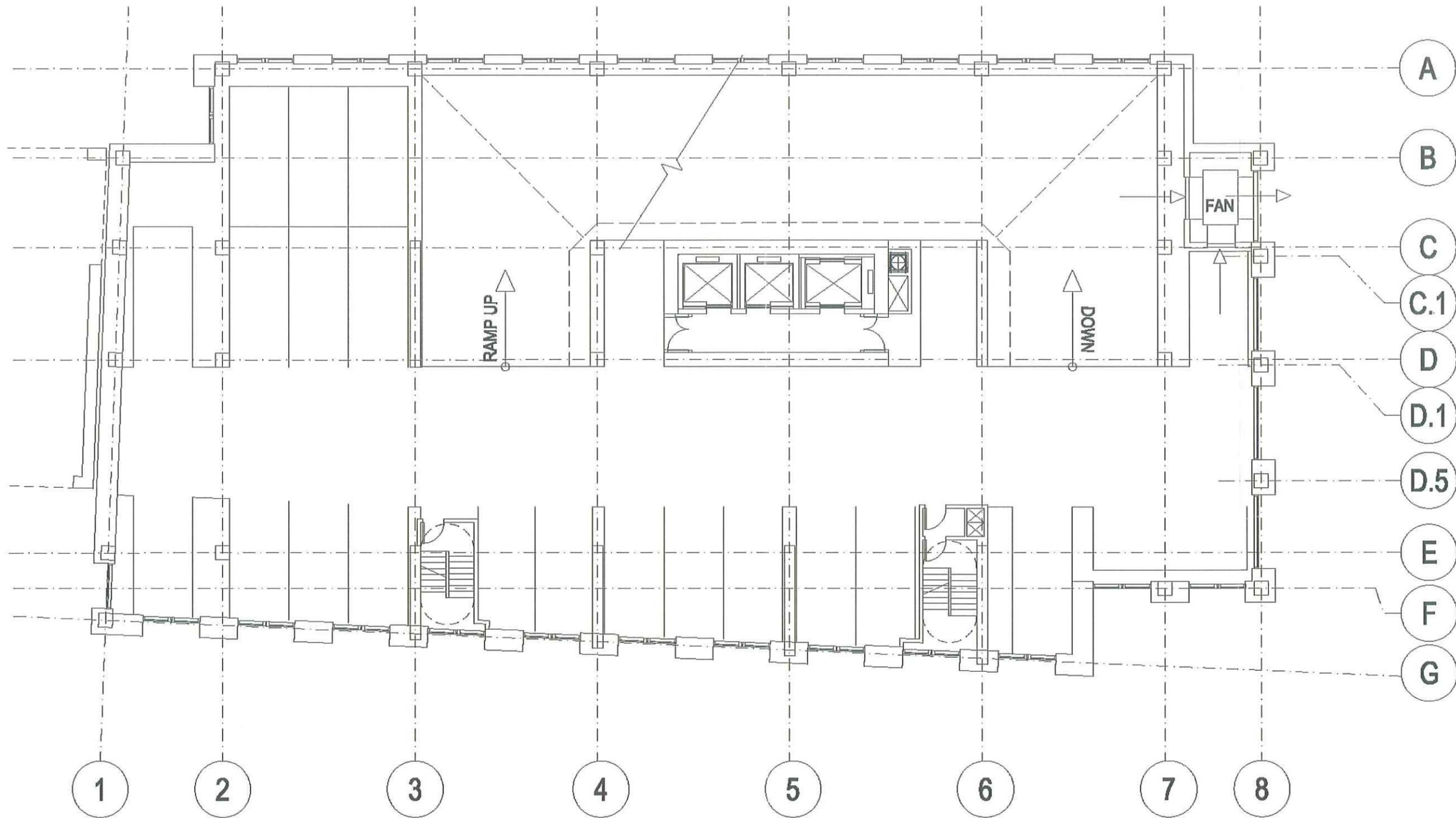
319 A Street Rear Boston, Massachusetts



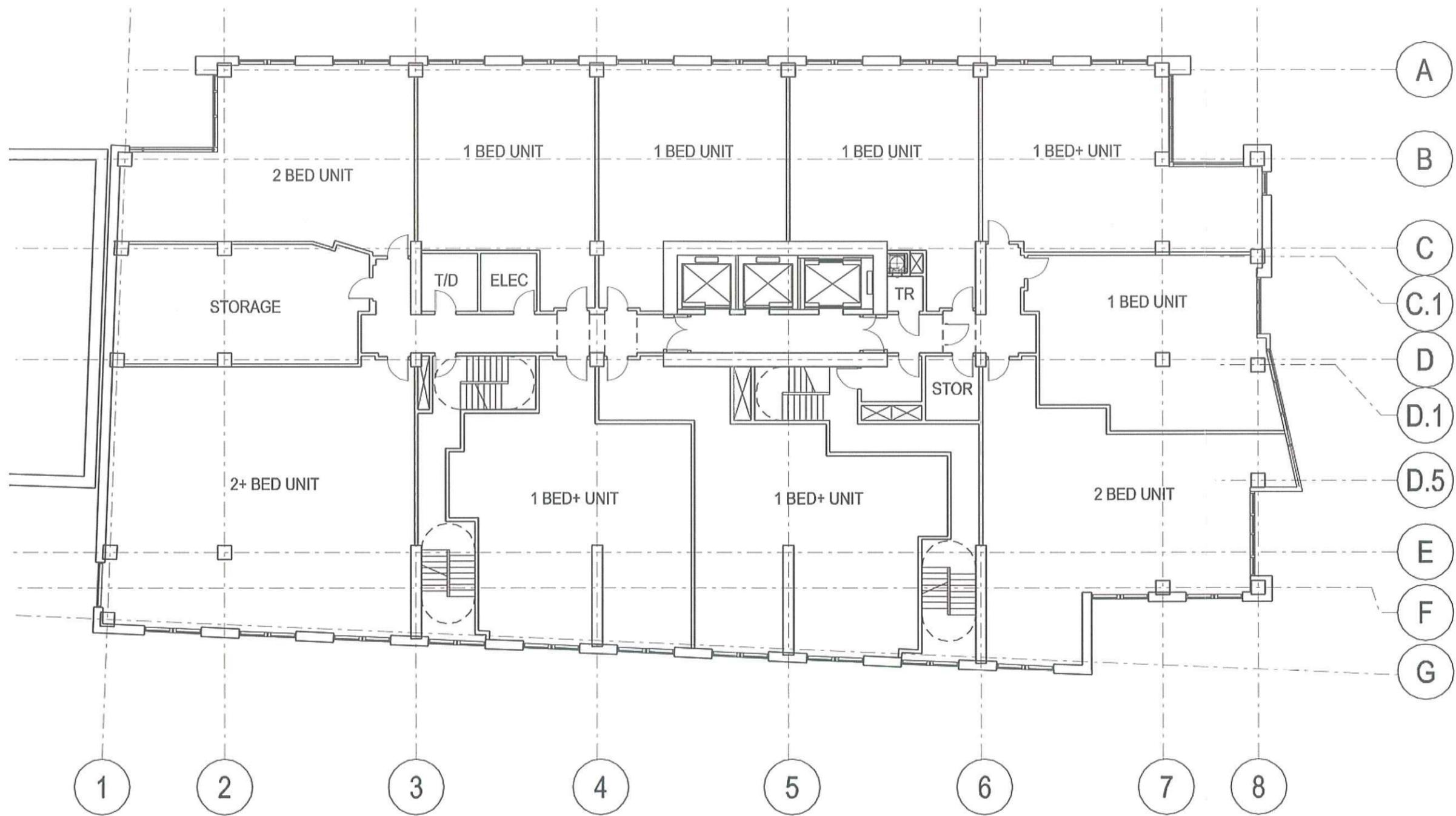
Location Plan, Future Condition per 100 Acres Master Plan



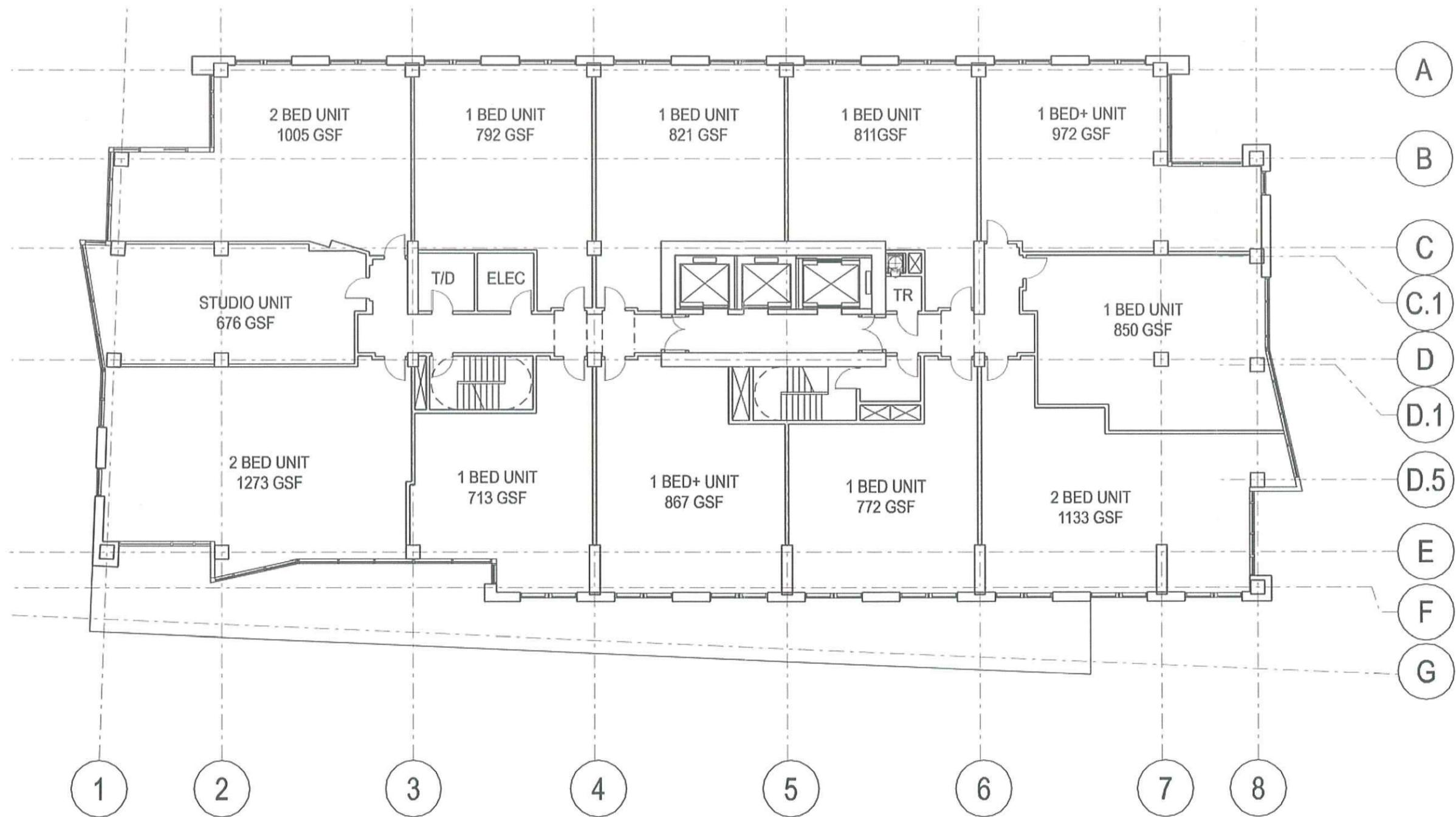
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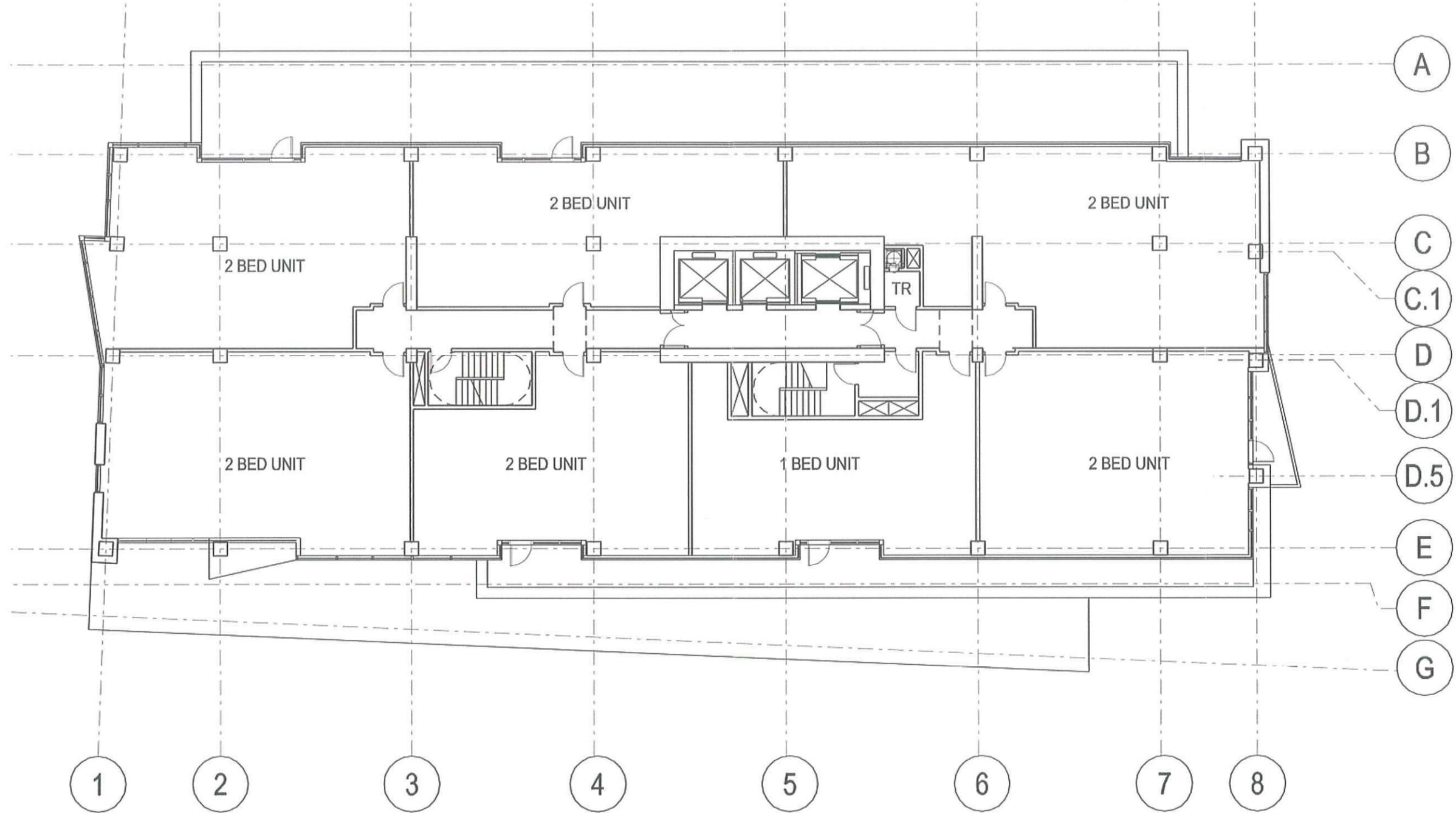
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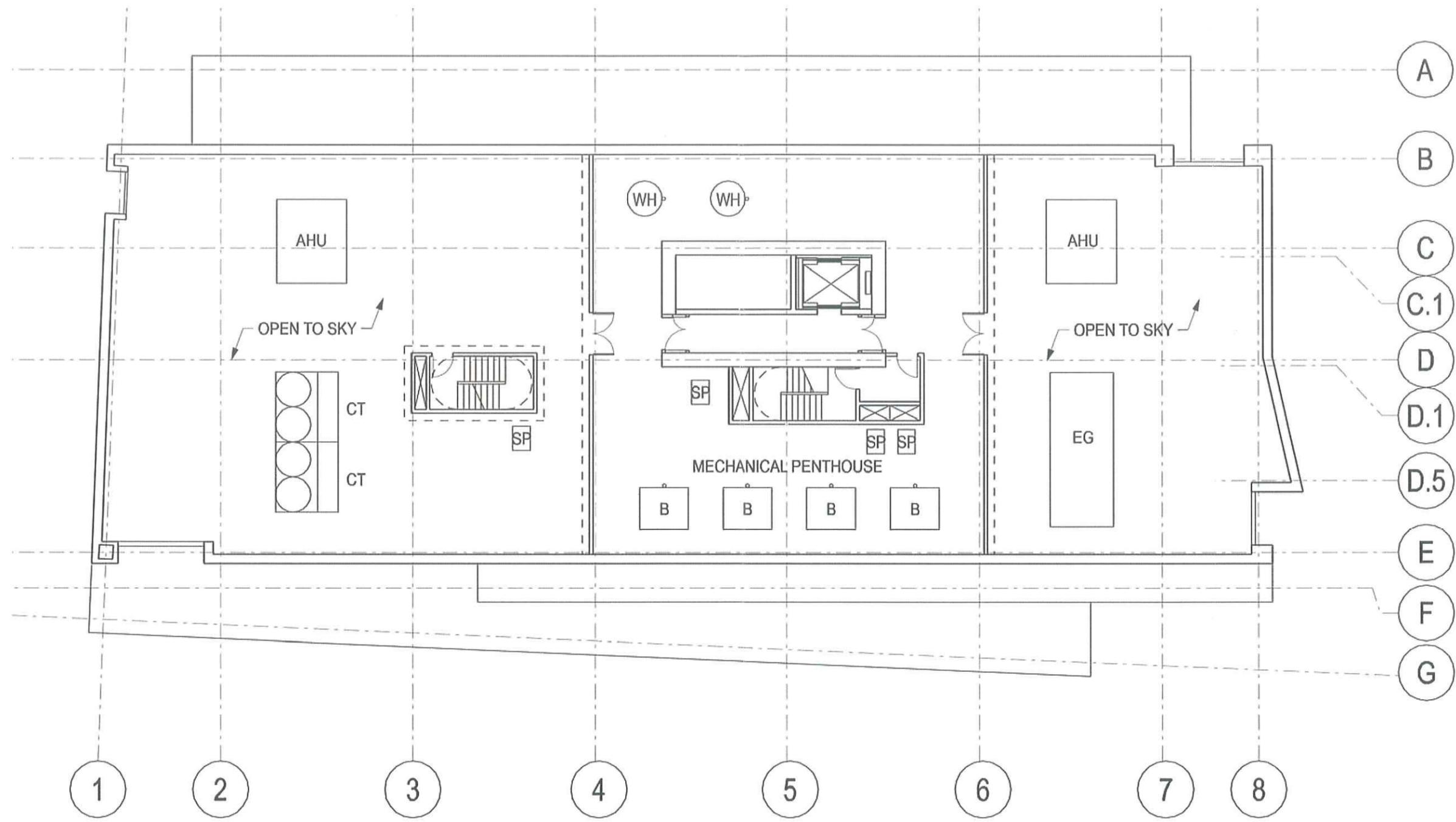
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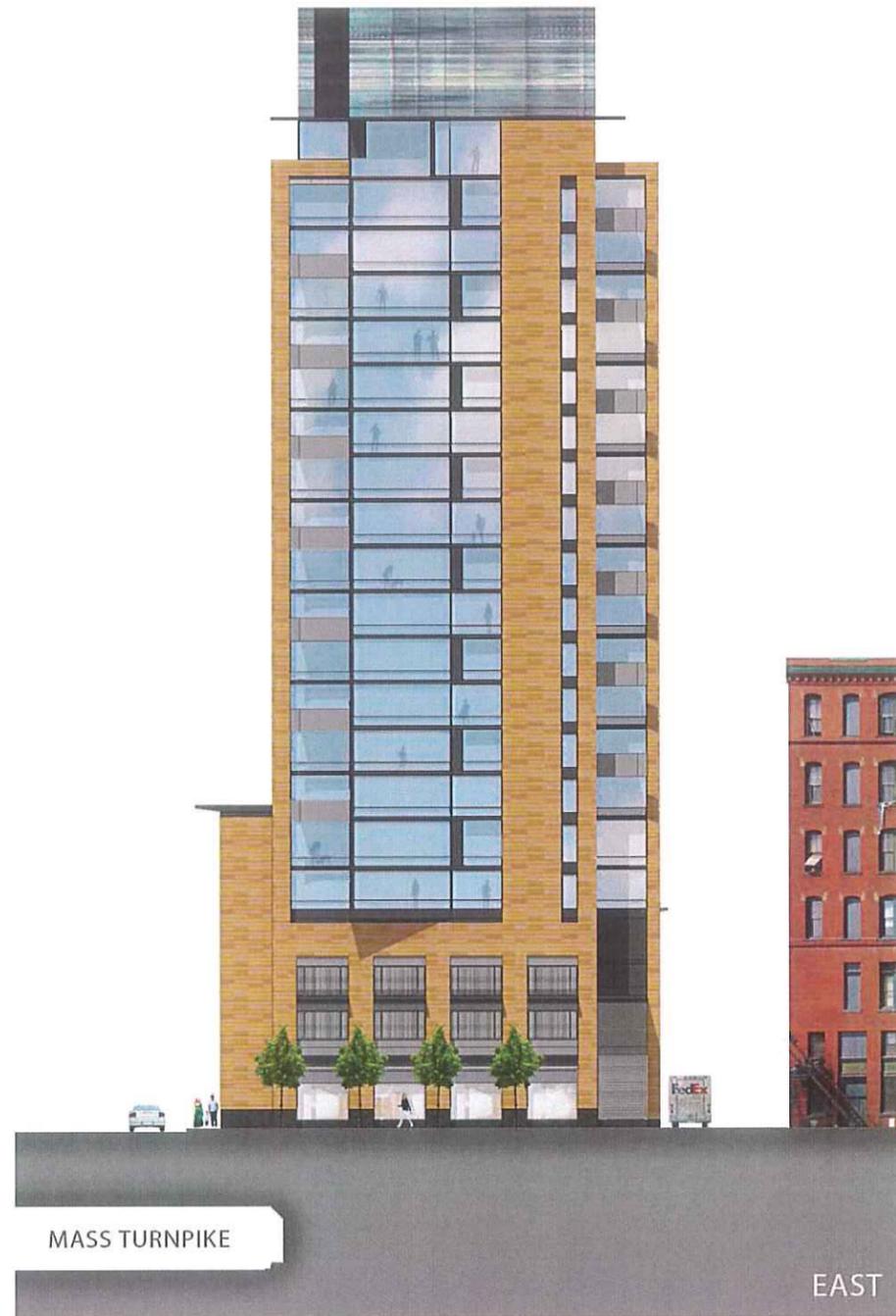
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Perspective View



319 A Street Rear Boston, Massachusetts



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