

MEMORANDUM

BOARD APPROVED

MARCH 15, 2018

TO: **BOSTON REDEVELOPMENT AUTHORITY**
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY ("BPDA")*
AND BRIAN P. GOLDEN, DIRECTOR

FROM: JONATHAN GREELEY, DIRECTOR OF DEVELOPMENT REVIEW
MICHAEL CHRISTOPHER, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW AND GOVERNMENT AFFAIRS
MICHAEL SINATRA, PROJECT MANAGER
LAUREN SHURTLEFF, SENIOR PLANNER AND SPECIAL ASSISTANT TO
THE DIRECTOR OF PLANNING
ALEXA PINARD, URBAN DESIGNER II
DAVID CARLSON, DEPUTY DIRECTOR FOR URBAN DESIGN

SUBJECT: SCHEDULING OF A PUBLIC HEARING TO CONSIDER THE SECOND
NOTICE OF PROJECT CHANGE AND AMENDED AND RESTATED
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 103,
CENTRAL ARTERY, PARCEL 9 AND TO CONSIDER THE PARCEL 9
PROJECT AS A DEVELOPMENT IMPACT PROJECT

SUMMARY: This Memorandum requests authorization for the Secretary to advertise a public hearing, pursuant to Sections 80A-2, 80A-6, 80B and 80C of the Boston Zoning Code (the Code"), before the Boston Redevelopment Authority ("BRA") d/b/a Boston Planning & Development Agency ("BPDA"), to be held on April 12, 2018 at 5:50 p.m., or at such a time and date deemed appropriate by the Director, to consider the second Notice of Project Change ("Second NPC") and Amended and Restated Development Plan for Planned Development Area No. 103, Central Artery Parcel 9 (the "Amended and Restated Development Plan") relating to the Parcel 9-Haymarket Hotel project located in Downtown (the "Proposed Project" defined below), and to consider the Proposed Project as a Development Impact Project ("DIP").

* Effective October 20, 2016, the BRA commenced doing business as BPDA

PROJECT SITE

The Project site is an approximately 29,113 square foot parcel of land located in downtown Boston, bounded by Blackstone Street to the south, and the entire block bounded by John F. Fitzgerald Surface Road facing the Greenway to the north, Hanover Street to the west and North Street to the east (the “Project Site”). The Project Site is currently undeveloped and is owned by the Massachusetts department of Transportation (“MassDOT”). The Project Site is adjacent to Blackstone Street and together, The Project Site and Blackstone Street encompass the approximately 52,598 square foot area comprising Planned Development Area No. 103.

The Project Site comprises a prominent location along the Greenway. The surrounding area includes mid-rise commercial and residential buildings, such as the Boston Public Market and the historic Blackstone Block, and structured parking garages- such as the Dock Square Garage and Parcel 7 Garage. The northern portion of the Project Site faces the Rose Kennedy Greenway. To the south of the Project Site are Faneuil Hall and Quincy Market, with Post Office Square and the Financial District several blocks further south. The Project Site also has convenient access to the North End neighborhood and Boston Harbor, making it an ideal location for tourists and business visitors to Boston. The Project is designed to blend well with the existing buildings and to activate its Greenway, Hanover Street and North End frontage.

DEVELOPMENT TEAM

The development team includes the following:

Proponent:

Haymarket Parcel 9 Investor, LLC c/o CV Properties, LLC: Richard Galvin, Yvette Tetreault, Eamon O'Marah

Legal Counsel:

Mintz, Levin, Cohn, Ferris, Glovksy and Popeo, P.C.: Rebecca A. Lee

Architect:

Group One Partners: Harry Wheeler, Jim Ryan

Landscape Architect:

Copley/Wolff Design: Sean Sanger

Civil Engineer:

Nitsch Engineering: Deborah Danik, Ryan Gordon

Transportation Engineer:

Howard/Stein-Hudson Associates: Guy Busa

Geotechnical and Environmental Engineers:

Haley & Aldrich: Mark H. Balfe, Keith E. Johnson

THE 2016 APPROVED PROJECT

The Project as proposed in the Project Notification Form (“PNF”) and First Notice of Project Change (“First NPC”) filed by the original proponent included hotel and retail uses, with up to 225 hotel keys and up to 25,000 square feet of retail space. In addition, the Proponent filed a Development Plan for Planned Development Area No. 103 on April 4, 2016 (“Development Plan”). The Project as proposed in the PNF, the First NPC and the Original Development Plan included a building containing up to 145,000 square feet of gross floor area with a Floor Area Ratio not to exceed 3.0.

The Project will also contain facilities for the Haymarket Pushcart Association to contain trash and storage areas and restrooms. No on-site parking will be provided. There will, however, be a valet managed pick-up/drop-off area provided along Surface Road at the hotel entrance.

The Project will transform a currently undeveloped site with significant frontage along the Greenway into a new development which contains uses that will substantially enliven the pedestrian realm in the area. At the Hanover and North Street ends of the building, there will be active restaurant/café uses, and above the Hanover Street restaurant space, a rooftop terrace space. The building design includes glass storefronts as well as building materials which provide a contemporary take on the historic setting of the Project Site between the Blackstone Street and the traditional North End neighborhood.

The hotel will include amenities such as meeting space for business visitors and a fitness center for hotel guests. The Project will result in improvements to the surrounding streetscape with new sidewalks and new street trees and planters along the Greenway. The existing acorn street lighting will be retained and

relocated where needed to accommodate the Proposed Project. New Americans with Disabilities Act ("ADA") compliant ramps will be installed adjacent to the project Site where needed and the Blackstone Street reconstruction will include new bollards to provide electrical service for members of the Haymarket Pushcart Association during the Friday and Saturday market days.

The Project Site was made developable MassDOT as a result of the Central Artery/Tunnel ("CA/T") project, and presents an opportunity not only to expand the Market District, but also to activate this portion of the Greenway and link this unique linear open space to the vibrancy of the city surrounding it. The removal of the raised highway and improvements to the surrounding area, including the creation of the Greenway in place of the removed highway, have raised the profile of this now very visible, underutilized parcel. The Project will expand the existing Market District of Haymarket Square with a hotel that will serve tourist and other visitor activity in this busy area that is close to the financial district and other business and tourist destinations. The nearby proximity of the Boston Public market will complement the new life that will come to the area by the 24-hour activity of the hotel.

SECOND NPC/AMENDED AND RESTATED DEVELOPMENT PLAN

On February 14, 2018, the Proponent filed a Second NPC and Amended and Restated Development Plan. The uses at the Proposed Project will remain the same: an approximately 225-key hotel building with approximately 9,600 square feet of complementary retail and restaurant uses, a one-story component at the Hanover Street end that will house a restaurant as well as a rooftop deck of approximately 1,800 square feet in size, and an approximately 1,615 square foot ground floor area off Blackstone Street that will be leased to the Haymarket Pushcart Association to accommodate storage and restrooms for their members. In addition, the Proposed Project continues to include the reconstruction of Blackstone Street from North Street to Hanover Street, as well as streetscape improvements around all sides of the building, subject to receipt of the necessary approvals from the City's Public Improvement Commission; the Blackstone Street improvements have already been approved by MassDOT and the Boston Landmarks Commission.

The key change to the Proposed Project is a modest increase in its maximum height, from 65 feet to a maximum of 69 feet, 6 inches. The Proponent is proposing this change solely in order to achieve acceptable floor-to-ceiling heights within the building. The advancement of the design plans for the hotel revealed that this small increase in height was necessary and consistent with the anticipated hotel brand standard. However, the overall size of the Proposed Project will not change — it will have a maximum of 145,000 square feet of Gross Floor Area (as defined in the Boston Zoning Code).

Contemporaneously with the submission of the Second NPC, the Proponent submitted the Amended and Restated PDA Development Plan to reflect the advancement of the design of the Proposed Project, not only with respect to the building height, but also the ground floor layout and other aspects of the building. The Proponent has included in this Second NPC, an updated site plan as well as, updated building design plans, elevations and perspectives illustrating those changes.

RECOMMENDATIONS

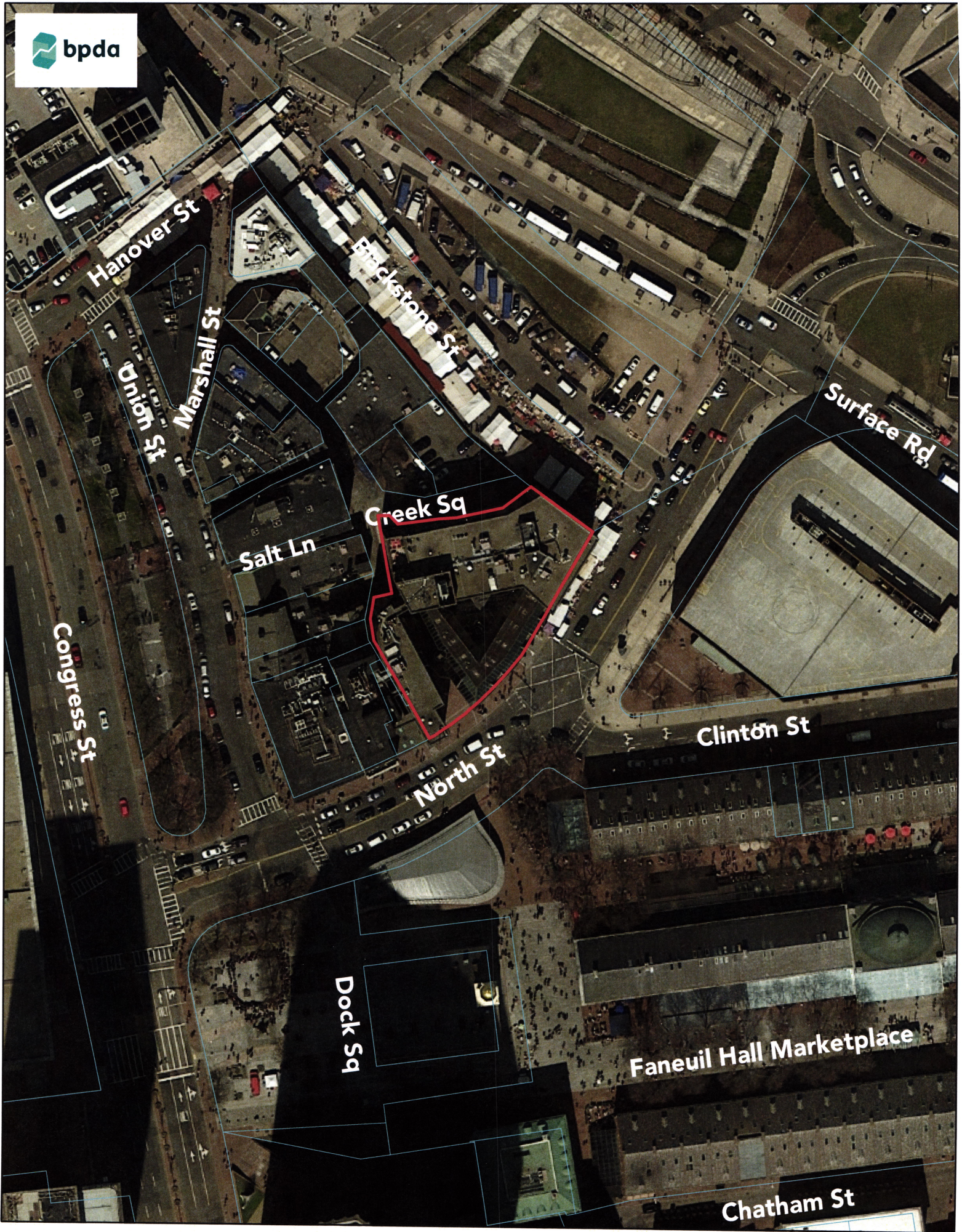
Based on the foregoing, BPDA staff recommends that the Secretary be authorized to advertise a public hearing pursuant to Sections 80A-2, 80A-6, 80B and 80C of the Code to consider the Amended and Restated Development Plan for the Proposed Project and to consider the Proposed Project as a DIP.

An appropriate vote follows:

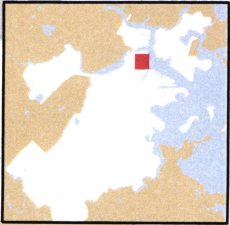
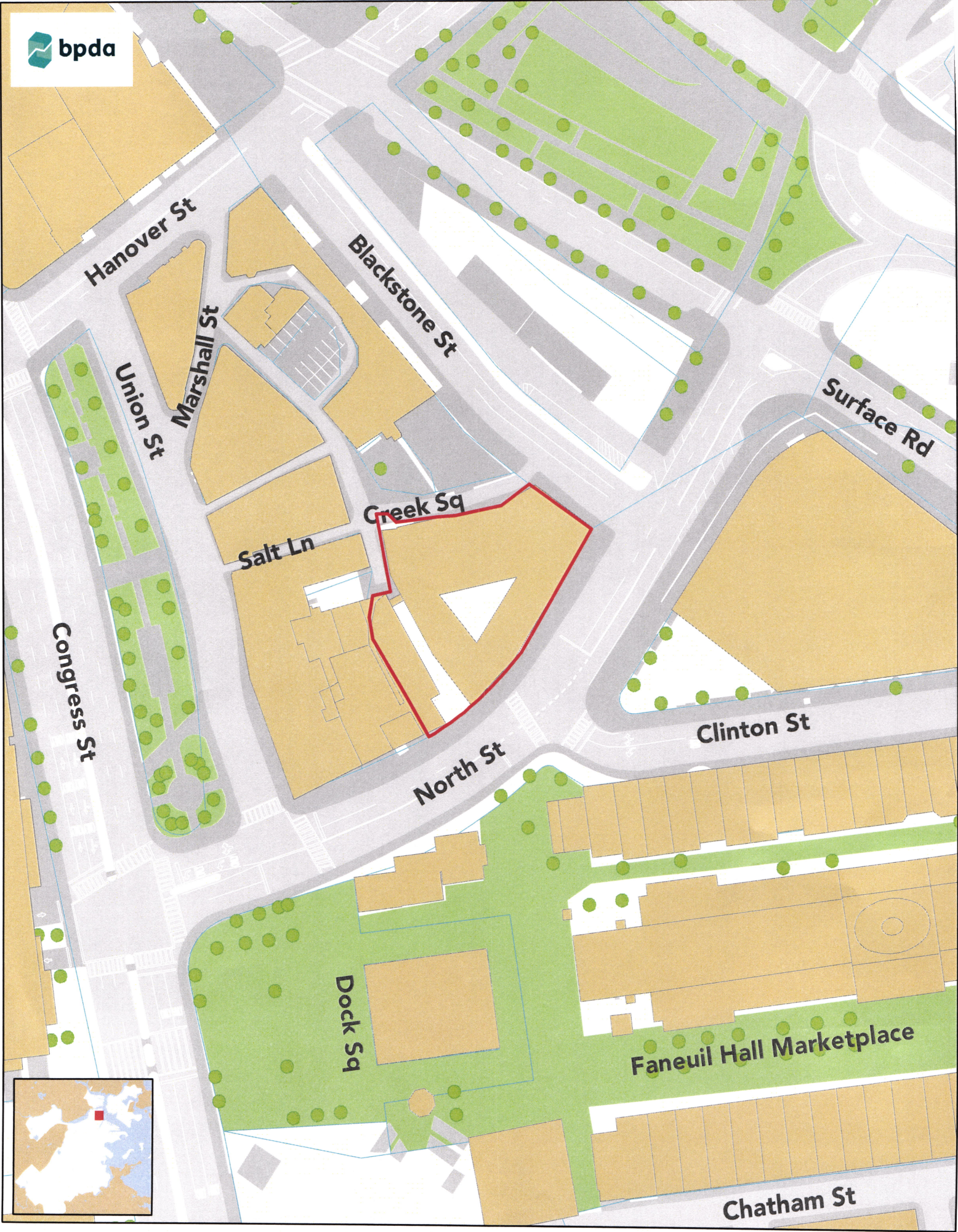
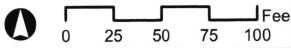
VOTED: That the Secretary be, and hereby is, authorized to advertise pursuant to Sections 80A-2, 80A-6, 80B and 80C of the Boston Zoning Code (the “Code”) a public hearing before the Boston Redevelopment Authority (“BRA”) to be held on April 12, 2018 at 5:50 p.m., or at such a time and date deemed appropriate by the Director to consider the Second Notice of Project Change and Amended Development Plan for Planned Development Area No. 103, Central Artery Parcel 9, and to consider the Central Artery Parcel 9 Project as a Development Impact Project.

111 North Street, Downtown

2017 Aerial
0 25 50 75 100 Feet



111 North Street, Downtown



Haymarket Parcel 9 Investor, LLC
c/o CV Properties
451 D Street, Suite 100
Boston, MA 02210

February 13, 2018

By Hand

Mr. Brian P. Golden, Director
Boston Planning & Development Agency
One City Hall Square
Boston, Massachusetts 02201-1007

Re: Notice of Project Change #2 – Haymarket Hotel/Central Artery
Parcel 9 Project

Dear Director Golden:

This letter and accompanying plans comprise the second Notice of Project Change (“Second NPC”) for the Haymarket Hotel/Central Artery Parcel 9 project (“Proposed Project”), which is to be constructed on a vacant, 29,400± square foot, Massachusetts Department of Transportation (“MassDOT”) - owned parcel of land bounded by Blackstone Street to the south, Hanover Street to the west, the John F. Fitzgerald Surface Road to the north, and North Street to the east (the “Project Site”). The Project Site, together with Blackstone Street, total approximately 52,598 square feet of land (the “PDA Area”).

A. Background and Status Update

The Boston Redevelopment Authority (“BRA”) approved the Proposed Project pursuant to the provisions of Article 80B of the Boston Zoning Code on June 16, 2016, following BRA receipt of the Expanded Project Notification Form and first Notice of Project Change for the Proposed Project and a Boston Civic Design Commission recommendation of design approval on December 2, 2014. The Massachusetts Historical Commission issued a determination of no adverse effect for the Proposed Project on June 28, 2016, and a MEPA Certificate was issued on August 19, 2016, determining that the Proposed Project did not require further review under the Massachusetts Environmental Policy Act.

In connection with the Proposed Project and the PDA Area, the BRA approved the Development Plan for Planned Development Area No. 103 (the “PDA Plan”), which was subsequently approved by the Boston Zoning Commission and the Mayor and became effective on July 18, 2016.

The MassDOT - designated developer of the Proposed Project is Haymarket Parcel 9 Investor, LLC (formerly known as Haymarket Parcel 9 Developer, LLC; the “Proponent”), which is a joint venture of CV Properties, Olshan Properties, and Harbinger Development. Following a recapitalization of the Proponent in 2017, the Proponent is advancing the design of

February 13, 2018
Mr. Brian P. Golden
Page 2

the Proposed Project, has identified a hotel operator, and is preparing to enter into a long-term ground lease with MassDOT for the site of the Proposed Project. We expect to complete the project design as well as the necessary permitting for the Proposed Project, the finalization of hotel brand arrangements, and the closing of the construction loan later this year, at which time the ground lease will be entered into by the Proponent and MassDOT.

B. Changes to the Proposed Project.

The uses at the Proposed Project will remain the same: an approximately 225-key hotel building with approximately 9,600 square feet of complementary retail and restaurant uses, a one-story component at the Hanover Street end that will house a restaurant as well as a rooftop deck of approximately 1,800 square feet in size, and an approximately 1,615 square foot ground floor area off Blackstone Street that will be leased to the Haymarket Pushcart Association to accommodate storage and restrooms for their members. In addition, the Proposed Project continues to include the reconstruction of Blackstone Street from North Street to Hanover Street, as well as streetscape improvements around all sides of the building, subject to receipt of the necessary approvals from MassDOT, the Boston Landmarks Commission, the City's Art Commission, and the City's Public Improvement Commission, as applicable.

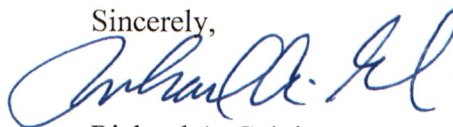
The key change to the Proposed Project is a modest increase in its maximum height, from 65 feet to a maximum of 69 feet, 6 inches. We are proposing this change solely in order to achieve acceptable floor-to-ceiling heights within the building. Our advancement of the design plans for the hotel revealed that this small increase in height was necessary and consistent with the anticipated hotel brand standard. However, the overall size of the Proposed Project will not change – it will have a maximum of 145,000 square feet of Gross Floor Area (as defined in the Boston Zoning Code).

Contemporaneously with the submission of this Second NPC, we are submitting an Amended and Restated PDA Plan to reflect the advancement of the design of the Proposed Project, not only with respect to the building height, but also the ground floor layout and other aspects of the building. We have included in this Second NPC, an updated site plan as well as, updated building design plans, elevations and perspectives illustrating those changes.

We look forward to working with the BPDA staff on the successful completion of the Article 80B Large Project Review process for this exciting project.

Thank you.

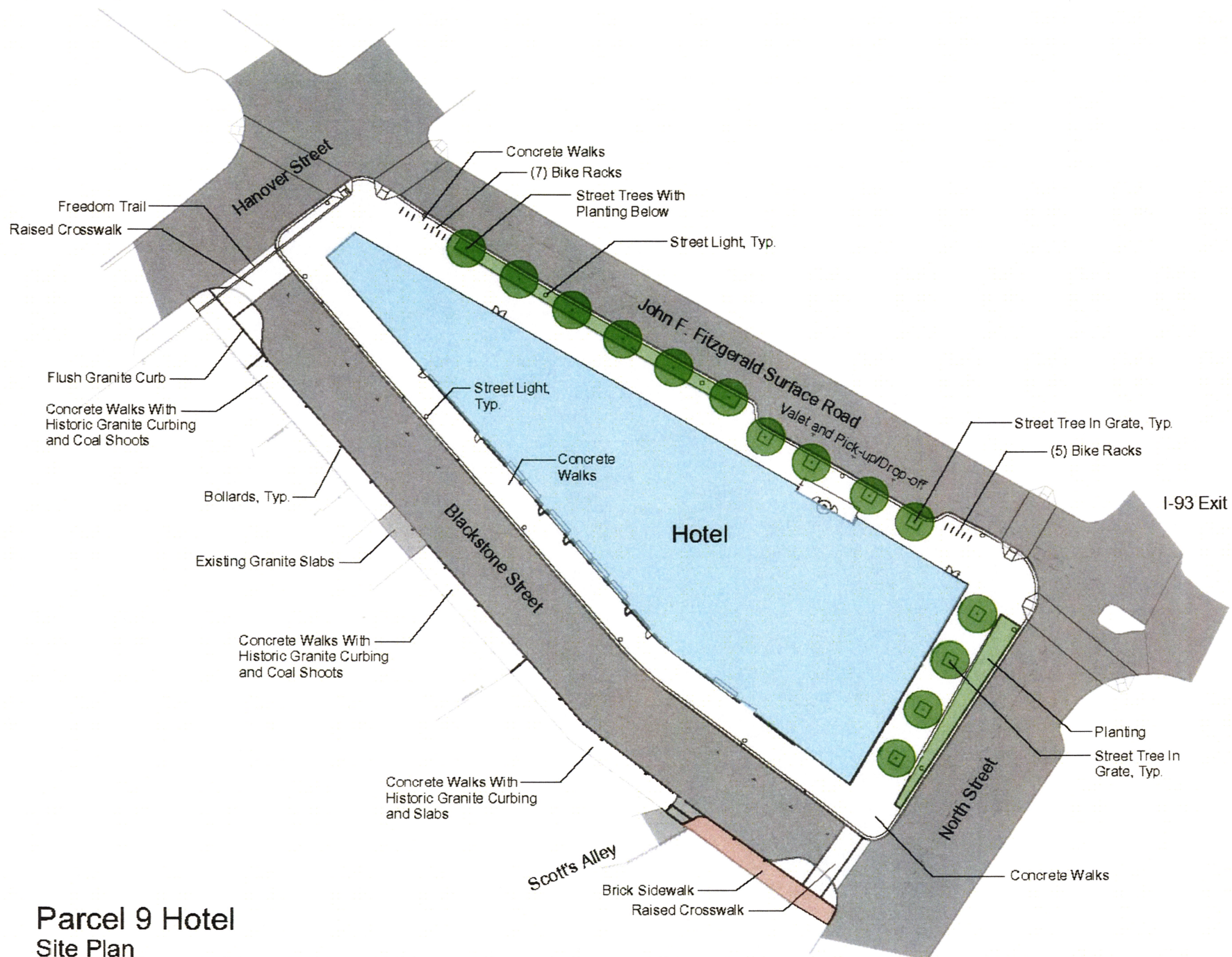
Sincerely,



Richard A. Galvin

cc: Michael Sinatra
Marybeth Pyles

Enclosures: Site Plan, Design Plans, Elevations and Perspectives



Parcel 9 Hotel Site Plan

1"=60' CV Properties Group One Copley Wolff Design Group Nitsch Engineering December 19, 2017



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment



OLSHAN
PROPERTIES



Group One PARTNERS

Surface Road Aerial
Updated Design Presentation



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment

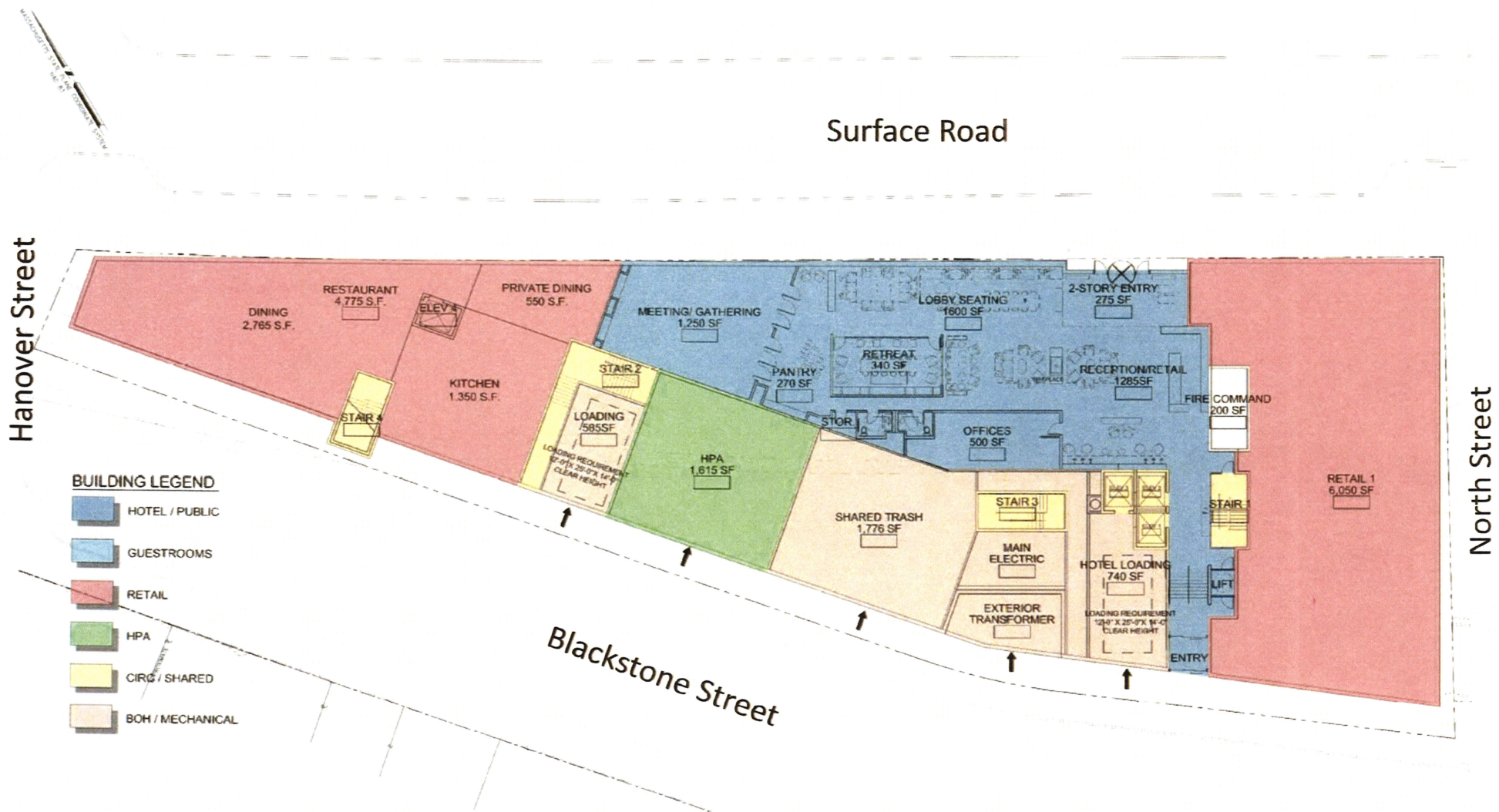


OLSHAN
PROPERTIES



Group One PARTNERS

Surface Road Perspective
Updated Design Presentation



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment



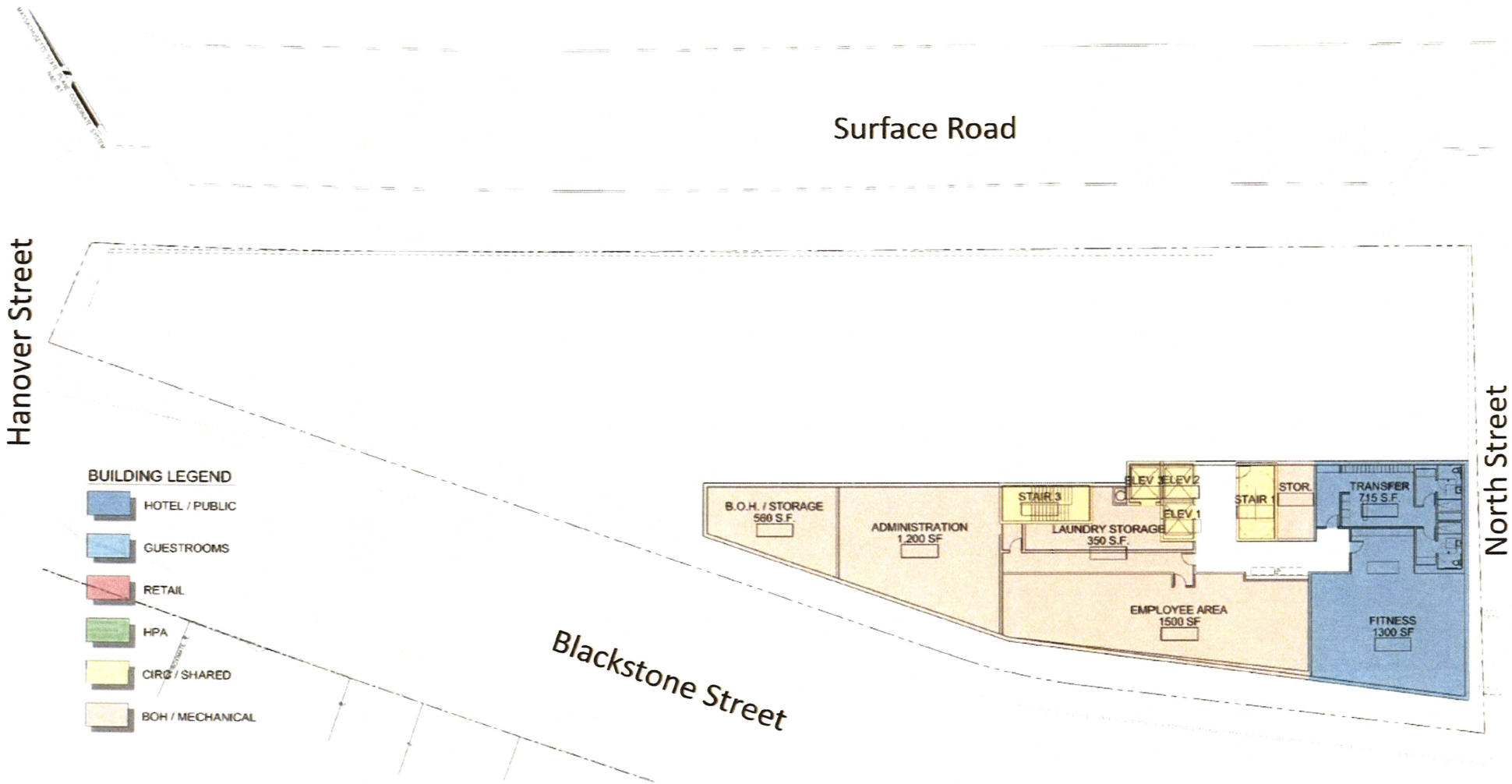
OLSHAN
PROPERTIES



Group One PARTNERS

Ground Floor Plan

Updated Design Presentation



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment



OLSHAN
PROPERTIES



Group One PARTNERS

Lower Level Floor Plan
Updated Design Presentation



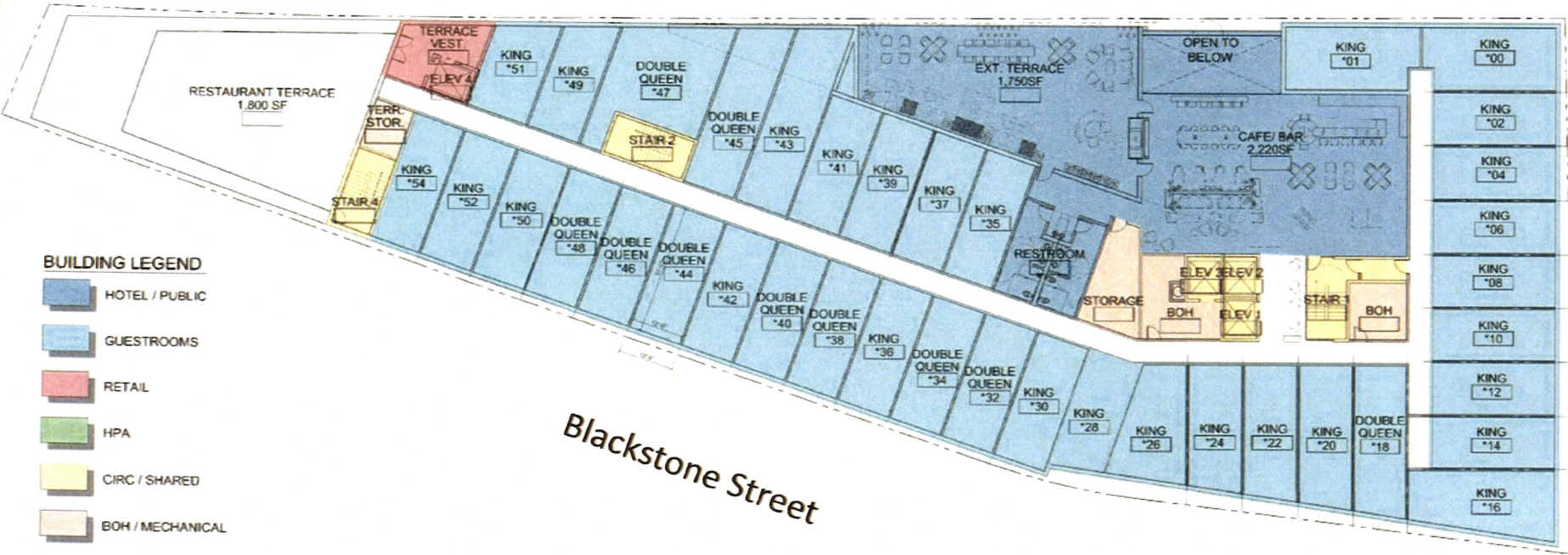
Surface Road

Hanover Street

North Street

Blackstone Street

- BUILDING LEGEND**
- HOTEL / PUBLIC
 - GUESTROOMS
 - RETAIL
 - HPA
 - CIRC / SHARED
 - BOH / MECHANICAL



Proposed Hotel
Parcel 9 – Boston, MA



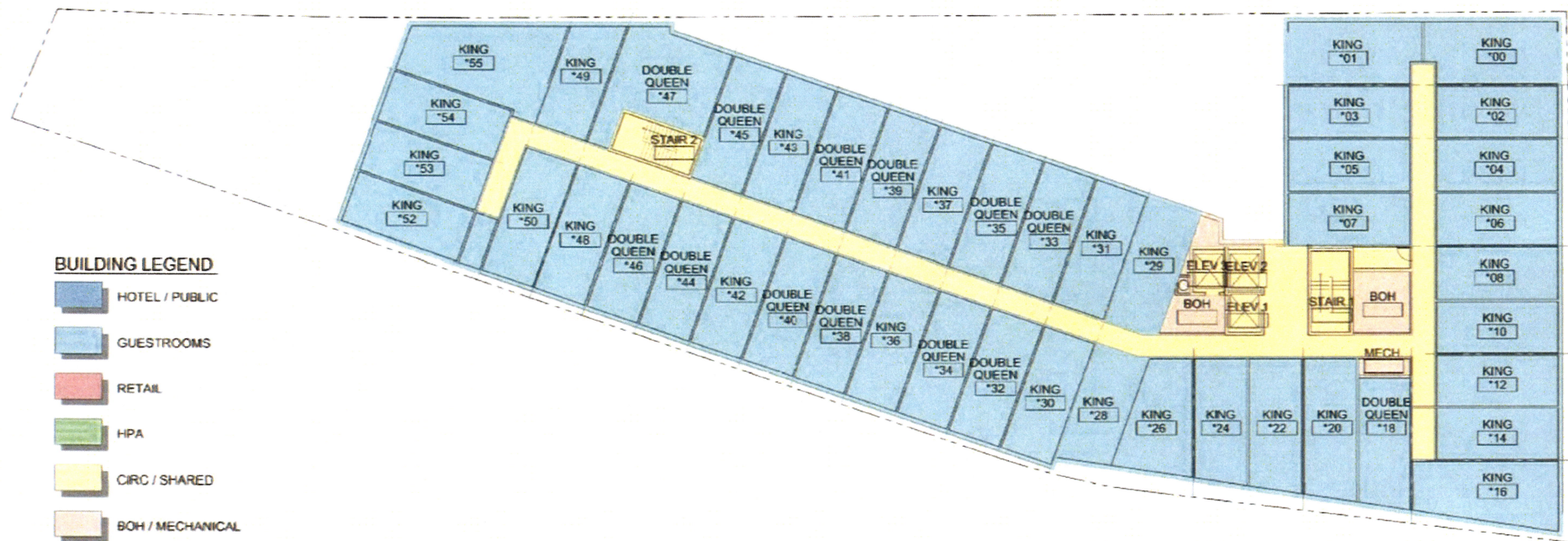
CV PROPERTIES LLC
Development • Investment

OLSHAN
PROPERTIES



Group One
PARTNERS

Second Floor Plan
Updated Design Presentation



Proposed Hotel
Parcel 9 - Boston, MA



CV PROPERTIES LLC
Developer • Investor

OLSHAN
PROPERTIES









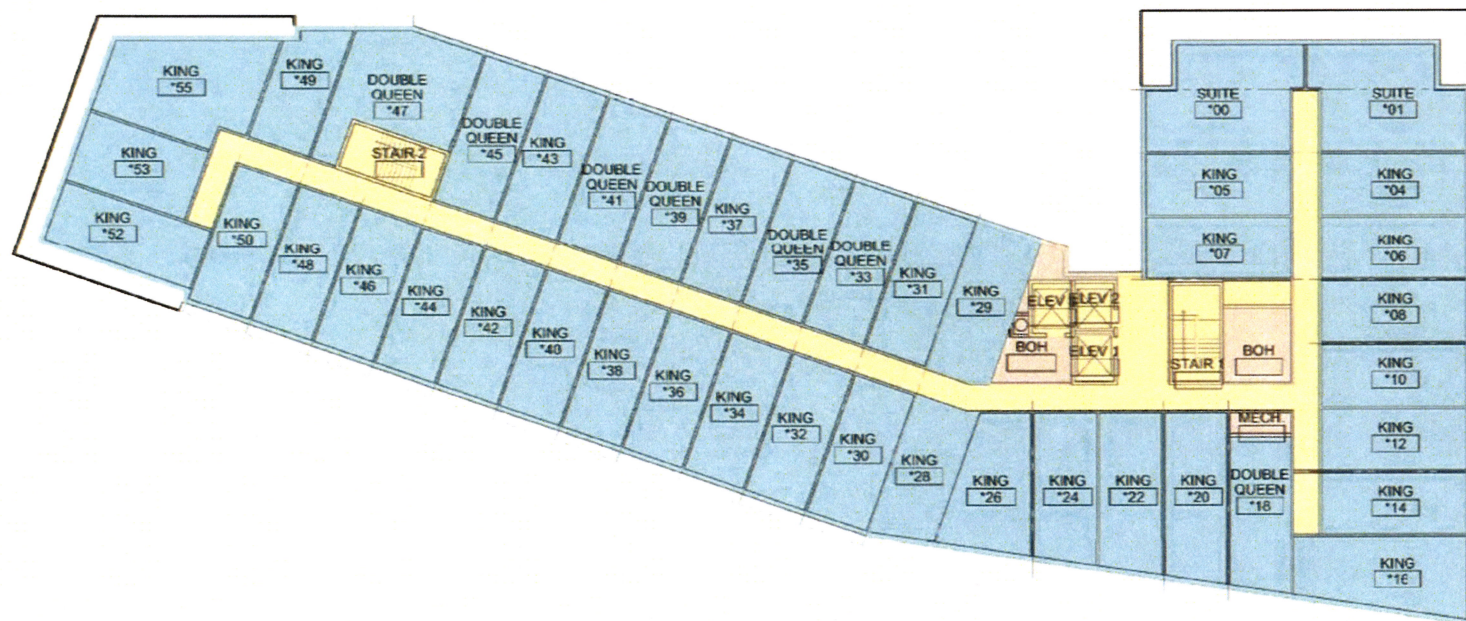
Group One PARTNERS

Typical Floor Plan
Updated Design Presentation



BUILDING LEGEND

-  HOTEL / PUBLIC
-  GUESTROOMS
-  RETAIL
-  HPA
-  CIRC / SHARED
-  BOH / MECHANICAL



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment

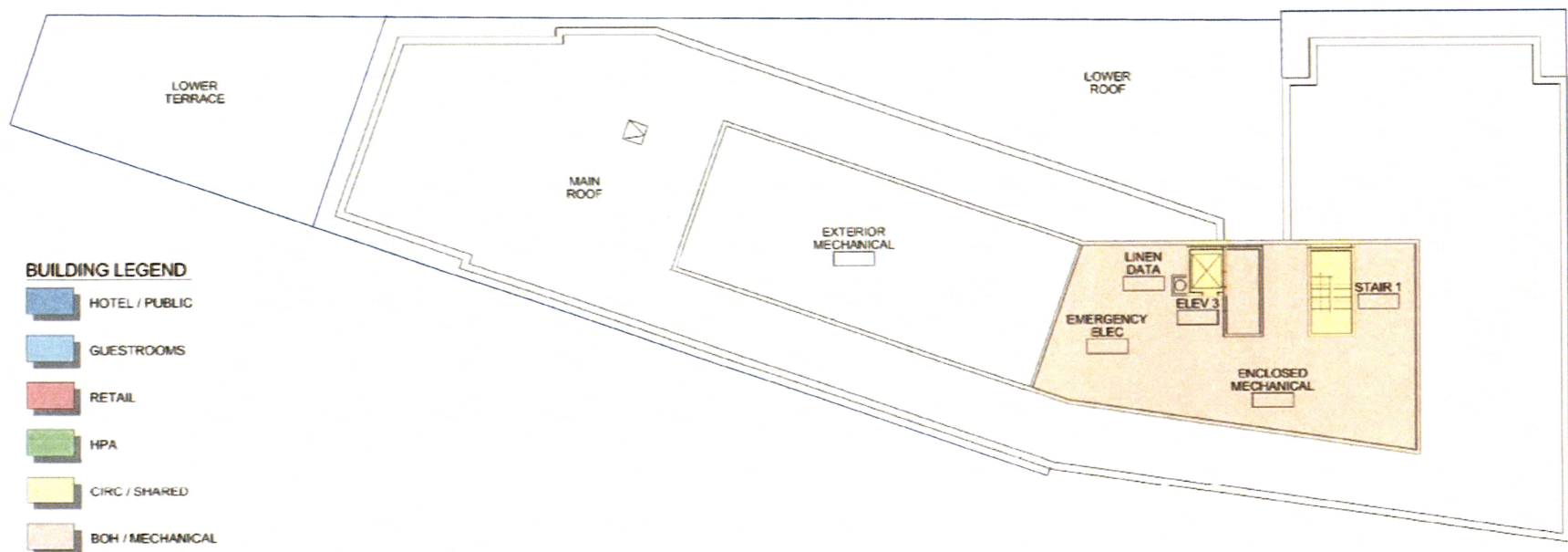
OLSHAN
PROPERTIES



Group One PARTNERS

Sixth Floor Plan

Updated Design Presentation



BUILDING LEGEND

- HOTEL / PUBLIC
- GUESTROOMS
- RETAIL
- HPA
- CIRC / SHARED
- BOH / MECHANICAL

Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment

OLSHAN
PROPERTIES



Group One PARTNERS

Roof Plan

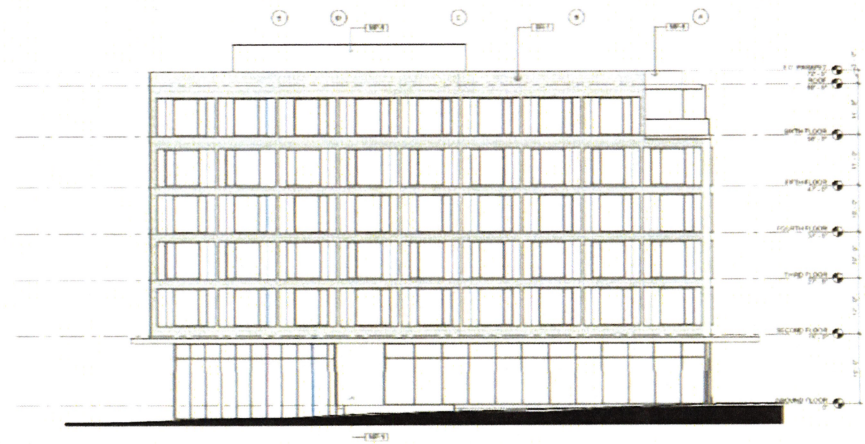
Updated Design Presentation



1 NORTH ELEVATION
Scale: 1/8" = 1'-0"



2 WEST ELEVATION
Scale: 1/8" = 1'-0"



3 EAST ELEVATION
Scale: 1/8" = 1'-0"

Proposed Hotel
Parcel 9 - Boston, MA



CV PROPERTIES LLC
Development • Investment



OLSHAN
PROPERTIES



Harbinger
Development



Group One PARTNERS

Elevations

Updated Design Presentation

BOSTON REDEVELOPMENT AUTHORITY
AMENDED AND RESTATED DEVELOPMENT PLAN
PLANNED DEVELOPMENT AREA
NO. 103

Central Artery Parcel 9
Haymarket Parcel 9 Investor, LLC
_____, 2018

Development Plan: In accordance with Sections 3-1A, 49-5, 49-11, 45-9 through 45-13 and Section 80C of the Boston Zoning Code (as amended to date, the “**Code**”), this Amended and Restated Development Plan for the Parcel 9 Project, Planned Development Area No. 103 (the “**Development Plan**”), sets forth information on the proposed development of the site known as MassDOT Central Artery Parcel 9 in the Haymarket area of Boston, including the proposed location and appearance of a new structure, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and the proposed dimensions of the proposed new structure. This Development Plan sets forth the zoning for the Project (as defined below).

An Expanded Project Notification Form (“**PNF**”) for the Project was filed with the Boston Redevelopment Authority (the “**BRA**”) on October 14, 2014 and a Notice of Project Change (“**NPC**”) was filed with the BRA on May 3, 2016. A Development Plan for the PDA Area (as defined below) and the Project was filed with the BRA on April 4, 2016 (the “**Original Development Plan**”), commencing a 45-day public review process. On June 9, 2016, the BRA approved the Project as described in the PNF and NPC, and authorized issuance of a Scoping Determination Waiving Further Review pursuant to the provisions of Section 80B-5.3(d) of the Code. The BRA also approved the Original Development Plan on June 9, 2016. The Original Development Plan was subsequently approved by the Boston Zoning Commission on July 13, 2016 and became effective on July 18, 2016. This Development Plan amends, restates and replaces in its entirety, the Original Development Plan. The BRA issued a Scoping Determination Waiving Further Review pursuant to Section 80B-5.3(d) of the Code on February ___, 2018 and the Project is undergoing design review by the BRA pursuant to the provisions of Article 80B of the Code. The Proponent (as defined below) filed a second Notice of Project Change with the BRA concurrently with this Development Plan.

The final plans and specifications for the Project will be submitted to the BRA (now doing business as the Boston Planning & Development Agency) pursuant to Section 3-1A, Article 80B and Article 80C of the Code for final design review approval and a certification as to consistency with this Development Plan and compliance with the provisions of Article 80B of the Code.

This Development Plan consists of 7 pages of text and **Exhibit A** through **Exhibit E**. All references to the Development Plan contained herein shall pertain only to such 7 pages and such exhibits. The Project as described herein is subject to final design, environmental and other

development review by the BRA and other governmental agencies and authorities, and the Project as described herein may evolve in the course of such review. Upon issuance of a Certification of Consistency by the Director of the BRA, the Project shall be deemed to be consistent with this Development Plan. Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meanings set forth in the Code as amended to the effective date hereof, and not as the same may be amended hereafter.

Proponent and Development Team: The Proponent is Haymarket Parcel 9 Investor, LLC, a Delaware limited liability company (formerly known as Haymarket Parcel 9 Developer, LLC), its successors and assigns (the “**Proponent**”). The Proponent is an affiliate of CV Properties, LLC, Olshan Properties and Harbinger Development, and has a business address c/o CV Properties, LLC, 451 D Street, Suite 100, Boston, MA 02210. The development team for the Project is as set forth on Exhibit A.

Proposed Location: The Project will be located within an area bounded by John F. Fitzgerald Surface Road facing the Rose Fitzgerald Kennedy Greenway to the north, Hanover Street to the west, Blackstone Street to the south, and North Street to the east (the “**PDA Area**”). The PDA Area, which is currently unimproved except for Blackstone Street, is located within numerous zoning districts: the Central Artery Special District, the Restricted Parking District and the Greenway Overlay District. Pursuant to Section 49-5 and Section 49-11.3 of the Code, the Project Site is subject to the provisions of Article 45 (Government Center/Markets District) also, as well as selected provisions of Article 54 (North End Neighborhood District) of the Code.

The PDA Area consists of approximately 52,598 square feet or 1.21± acres of land area as shown on the plan attached as Exhibit B-1. The legal description for the PDA Area is set forth on Exhibit B-2. The parcel on which the Project will be constructed (the “**Project Site**”) comprises approximately 29,400 square feet of land and is shown on the plan appended hereto as Exhibit B-3. The PDA Area is owned by the Massachusetts Department of Transportation (“**MassDOT**”) and the Project Site will be leased to the Proponent for the development and operation of the Project, under a long-term ground lease.

Appearance and Proposed Dimensions of Structures and Proposed Density. The Project will comprise a 6-story building that will contain an approximately 225 key hotel building with approximately 9,600 square feet of retail/restaurant space; accessory and ancillary space to such uses (including telecommunications uses); and an approximately 1,615 square foot area fronting on Blackstone Street that will house storage areas and restrooms for members of the Haymarket Pushcart Association (“**HPA**”), together with streetscape and site improvements, including the reconstruction of Blackstone Street from North Street to Hanover Street (collectively, the foregoing constitute the “**Project**”). The building will have a one-story component at its Hanover Street end that will house a restaurant use as well as an exterior rooftop deck of approximately 1,800 square feet in size. A site plan for the Project is attached hereto as Exhibit C. The Project will contain a maximum of 145,000 square feet of Gross Floor Area. The Floor Area Ratio (“**FAR**”) of the Project will not exceed 3.0 (calculated with reference to the PDA Area) or 5.0 (calculated with reference to the Project Site). The Building Height will be a maximum of 69' 6", excluding the mechanical penthouse, the mechanical equipment located therein, and the elevators and stairways serving the mechanical penthouse (collectively, “**Mechanical Equipment**”), which Mechanical Equipment shall not be subject to the provisions

of Section 16-8, Section 54-18 or any other applicable provisions of the Code, provided that all such Mechanical Equipment is located on the roof of the 6-story portion of the Project. The Mechanical Equipment shall be subject to BRA design review. The Building Height will step down to approximately 59' 6" feet along the John F. Fitzgerald Surface Road facing the Rose Fitzgerald Kennedy Greenway.

The schematic design plans for the Project are attached hereto as **Exhibit D**, as the same may evolve during the course of the Article 80B design review process, provided that the maximum Building Height of the Project shall be as set forth in this Development Plan. The Boston Civic Design Commission approved the schematic design of the Project on January 6, 2015. The plans for the Project will be refined as BRA design review of the Project continues, and the plans are subject to design, environmental and other development review by the BRA and other governmental agencies and authorities (including without limitation, with respect to the design guidelines set forth in Article 49 of the Code for the Central Artery Special District and the roof structure restrictions set forth in Section 49-11.3 and Section 54-18 of the Code).

Proposed Uses. The Project will be used for hotel and retail/restaurant uses and for uses accessory and ancillary to the foregoing. The Project will also contain facilities for use by the Haymarket Pushcart Association, including space for trash storage, pushcart storage and restrooms. No on-site parking will be created; however, valet parking will be available for patrons of the Project at a pick-up/drop-off location on John F. Fitzgerald Surface Road, as shown on the traffic and circulation plan attached hereto as **Exhibit E**.

Proposed Traffic and Pedestrian Circulation. Current traffic circulation around the Project Site is expected to remain as it currently exists: one-way southeasterly traffic on the portion of John F. Fitzgerald Surface Road adjacent to the Project Site, with northwesterly traffic separated by the Rose Fitzgerald Kennedy Greenway; two-way easterly and westerly traffic on North Street, one-way southeasterly traffic on Blackstone Street; and two-way easterly and westerly traffic on Hanover Street. A drop-off/pick-up area for the hotel will be located on John F. Fitzgerald Surface Road near the main entrance to the hotel. The sidewalks on all four sides of the hotel will be reconstructed (to the extent necessary) and conform to City of Boston standards, and will include street lights, street trees, bicycle storage and other street furniture, subject to City of Boston Public Improvement Commission and MassDOT approval, as applicable. All such sidewalks will meet all applicable accessibility standards. As part of the Project, and as further discussed below, the Proponent will reconstruct Blackstone Street, retaining as much of the existing granite sidewalks on its southerly side and the cobblestone street path as possible, subject to the receipt of applicable public approvals. A Traffic and Circulation Plan for the Project is attached hereto as **Exhibit E**.

Historic Resources. The PDA Area is adjacent to the North End neighborhood as well as to the Blackstone Block, which is listed on the State and National Registers of Historic Places. To the east of the Project Site are Faneuil Hall and Quincy Market, each important buildings in Boston's history. The development of the Project is subject to review by the Massachusetts Historical Commission and the Boston Landmarks Commission in compliance with Section 106 of the National Historic Preservation Act, and the Project is therefore subject to the Historic Resources Considerations for Joint Development ("**Joint Development Guidelines**") developed

by MassDOT and other public agencies in connection with the Central Artery project. The Project is generally consistent with the Joint Development Guidelines.

Proposed Parking and Loading Facilities. No parking facilities will be constructed as part of the Project. Project traffic will be accommodated by a valet service that will be accessed from a pick-up/drop-off area along John F. Fitzgerald Surface Road. As is typical for an urban hotel, it is anticipated that the majority of the guests will either arrive by taxi, private ride sharing service or public transportation, and will not have a need for parking. The proximity to Haymarket Station and other nearby MBTA stations in downtown Boston will provide hotel guests with easy access to and from North Station, South Station, Logan Airport and other points in Boston and beyond. The valet service will use one or more nearby parking garages for the Project's parking needs. Three on-site, ground-level loading docks/bays will provide space for trash and other hotel and restaurant loading operations as well as HPA operations. The entrance to each of these areas will be off Blackstone Street (see **Exhibit E**).

Open Spaces and Landscaping. As noted above, the Project Site will be improved with new sidewalks and street trees on John F. Fitzgerald Surface Road, Hanover Street and North Street. In addition, Blackstone Street will be completely rebuilt. This will involve: (i) the raising of the finished grade of Blackstone Street along its entire length between North Street and Hanover Street so as to be level with the sidewalk adjacent to the building and thereby facilitate use of Blackstone Street by HPA vendors; (ii) all associated utility relocation and installation work required by reason of the change in grade of the street; (iii) all related earthwork and paving work; (iv) the design, fabrication and installation of approximately fifty (50) permanent steel-reinforced stanchions along the length of Blackstone Street; (v) the installation of adequate and appropriate exterior lighting and electrical power for use by HPA vendors (which may be incorporated into the new stanchions); and (vi) the provision of outdoor hose bibs along the Blackstone Street facade of the Project for use by HPA vendors and the hotel operator. The Proponent will also work with the artist of the existing public art work "Asaroton" and the City of Boston Art Commission to remove the portion located in Blackstone Street and reinstall a new version of the art piece at a location to be agreed upon by MassDOT, the City of Boston Public Improvement Commission, the Proponent and the artist.

Access to Public Transportation. The Project Site is located in an ideal location to take advantage of Boston's excellent public transportation system. The Project Site is one block away from the MBTA Haymarket Station, which provides access to Orange and Green line subway service, as well as a number of local buses servicing Charlestown, Everett, and Chelsea and express bus services servicing the northern and northwestern suburbs. Additionally, there are several other MBTA stations within a quarter-mile, or about a 7-minute walk, of the Project Site, including the Blue Line at both State Street and Aquarium stations (which provides direct connections to Logan Airport); the State Street Station also provides Orange Line service. Other MBTA service within a short walking distance include the Green Line at Government Center Station, and the Blue Line at Bowdoin and Government Center stations. North Station, which is also walkable and is located one stop north on the Orange and Green lines, provides access to the MBTA's regional commuter rail trains serving the northern and northwestern suburbs of Boston. Connections to the MBTA's Red Line subway service, which provides a direct link to South Station's commuter rail serving the western and southern suburbs, Northeast Corridor

regional rail service by Amtrak, and local and regional bus services, are also available one stop south of the State Street station via the Orange Line, at Downtown Crossing.

Signage. Signage for the proposed Project will include: (a) those permitted by Article 11 and any other applicable provision of the Code; and (b) any additional signs that are approved by the BRA under its Article 80B development review procedures.

Development Review Procedures. All design plans for the Project are subject to ongoing design, environmental and development review and approval by the BRA pursuant to the provisions of Article 80B of the Code (Large Project Review). The plans for the Project will be refined as review of the Project continues.

Development Impact Project Exactions. The Proponent will enter into a Development Impact Project Agreement with the BRA (the “**DIP Agreement**”) pursuant to which the Proponent will make a housing contribution grant and a jobs contribution grant with respect to the uses at the Project (all of which are expected to be Development Impact Uses) exceeding 100,000 square feet of Gross Floor Area in accordance with the provisions of Section 80B-7 of the Code. These grants are anticipated to total up to approximately \$450,450 in accordance with Section 80B-7 of the Code, with the housing contribution exaction to be up to approximately \$375,300 based upon a payment of \$8.34 per square foot of Gross Floor Area of the Project in excess of 100,000 square feet that is occupied by Development Impact Uses (*i.e.*, 45,000 square feet), and the jobs contribution exaction to be approximately \$75,150 based upon a payment of \$1.67 per square foot of Gross Floor Area of the Project in excess of 100,000 square feet that is occupied by Development Impact Uses. Such contributions shall be set forth in, and governed by, the DIP Agreement.

Public Benefit Criteria. The Project provides substantial street improvements to streets adjacent to and in the vicinity of the Project Site. As discussed above, Blackstone Street will be rebuilt to better serve the Haymarket vendors and other sidewalks around the Project will be improved with new paving, lighting and landscaping. Trash and storage for the HPA will be taken off the street and stored inside a space within the Project leased to HPA. Electrical and water connections created as part of the Project and located along Blackstone Street will obviate the need for unsightly hoses and electrical wires in Blackstone Street on market days. Since the reconstructed Blackstone Street will be level with adjacent sidewalks, platforms will be no longer be required for Haymarket vendors to set up their stalls and sell their wares, and a fire lane will be maintained even during market days. The proposed street improvements are consistent with applicable street improvement regulations and guidelines and will improve the appearance, condition, quality of design and materials, and accessibility and usability of the affected streets by pedestrians, taking into account increased vehicular and pedestrian flows.

Other Public Benefits. The Project will revitalize a vacant parcel along the Rose Fitzgerald Kennedy Greenway in Boston’s emerging Market District, bringing additional life and vitality to the area. The retail uses in the Project will complement the uses provided by the Haymarket vendors and the vendors in the nearby Boston Public Market. The hotel will also provide much-needed hotel rooms to add to the city’s supply. When fully operational, the Project is estimated to produce over \$780,000 annually in real estate taxes for the City of Boston. In addition, the hotel will generate room occupancy taxes for the City of Boston and the

Commonwealth of Massachusetts. The construction and operation of the Project will contribute directly to the economy of Boston by providing approximately 300 construction jobs and approximately 125 permanent jobs.

Green Building Requirements and Climate Resiliency: The Project is subject to the provisions of Article 37, Green Buildings, of the Code. The Proponent shall ensure that the Project is LEED certifiable, and also that its design includes measures to address climate resiliency, such as grade modifications and locating the electrical vault and building entrances above the flood zone. Most building entrances will be located above the flood zone but to the extent they are required to be located within the flood zone, the building entrances will be protected by human intervention flood-proof panels.

Flood Protection. A small portion of the Project Site is located within an “AE” zone as designated in the most recent flood insurance maps issued by the United States Federal Emergency Management agency. Thus, the Project is subject to the provisions of Article 25 of the Code governing Flood Hazard Districts. The Proponent will file a Notice of Intent with the City of Boston Conservation Commission with respect to the Project, and provide action related thereto to the BRA to evidence compliance with Article 25 of the Code, prior to the issuance of a Certification of Consistency pursuant to Section 80C-8 of the Code or a Certification of Compliance pursuant to Section 80B-9 of the Code. The issuance of a Certification of Consistency shall evidence the Project’s compliance with the provisions of Article 25 of the Code.

Other Public Approvals. A Certificate of the Secretary of Energy and Environmental Affairs was issued on August 19, 2016 under the Massachusetts Environmental Policy Act (“MEPA”), determining that the Project did not require the preparation of an Environmental Impact Report under MEPA. Certain aspects of the Project will require review and approvals from other public agencies, such as the Boston Water and Sewer Commission, the City of Boston Public Improvement Commission, MassDOT and the Federal Highway Administration.

Project Components and Ownership. While construction of the Project will proceed as a single phase, following construction completion, discrete components of the Project (each, a “**Project Component**”) may be separately owned through the creation of a condominium regime at the Project. The compliance of a Project Component with this Development Plan shall be determined based only upon such Project Component’s compliance with the requirements of this Development Plan relative to such Project Component. The provisions of this Development Plan may be amended by any owner of any Project Component as to that Project Component only, and shall not affect any other Project Component except with the consent of the owner of said other Project Component.

Potential Conveyance of Blackstone Street: If and to the extent MassDOT conveys Blackstone Street (or any part thereof or any interest therein) to the City of Boston for use as a City of Boston street, said conveyance shall not alter the validity of this Development Plan nor its applicability to any improvements now or hereafter existing within the PDA Area.

Development Schedule: The Proponent expects to commence construction of the Project in the second quarter of 2018, with a hotel opening scheduled for the first quarter of 2020.

Construction commencement will be contingent upon the completion of applicable design review approvals, the receipt of all applicable governmental permits and approvals, and execution of a ground lease with MassDOT.

Applicability. In accordance with Sections 80C-9 of the Code, if the Project has received a Certification of Consistency pursuant to Section 80C-9 of the Code, then (1) the Project, and (2) the parcels or lots and any improvements thereon that are the subject of this Development Plan shall be deemed to be in compliance with the requirements of the dimensional, density, use, parking, loading, flood protection, design, roof structures and additions and other provisions of the Code to the extent that such requirements have been addressed in this Development Plan. The failure of any Project Component to comply with the provisions of this Development Plan shall not affect or impair the zoning compliance of any other Project Component.

No Duty to Develop the Project: Notwithstanding anything to the contrary set forth in this Development Plan, under no circumstances shall the Proponent be obligated to undertake all or any part of the Project.

Attachments:

- Exhibit A: Project Team Members
- Exhibit B-1: Plan of PDA Area
- Exhibit B-2: Legal Description of PDA Area
- Exhibit B-3: Plan of Project Site
- Exhibit C: Site Plan
- Exhibit D: Design Plans – Perspectives, Elevations and Floor Plans
- Exhibit E: Traffic and Circulation Plan

Exhibit A

Project Team Members

<u>Proponent</u>	<p>Haymarket Parcel 9 Investor, LLC c/o CV Properties, LLC 451 D Street, Suite 100 Boston, MA 02210</p> <p>Richard A. Galvin RGalvin@cvprop.com 203/255-4600</p> <p>Yvette Tetreault YTetreault@cvprop.com 857/990-3045</p>
<u>Co-Developer</u>	<p>Eamon O'Marah Eomarah@harbingerdev.com 781/992-5999</p>
<u>Architect</u>	<p>Group One Partners 21 West 3rd Street Boston, MA 02210</p> <p>Harry Wheeler Harry@grouponcinc.com 617/268-7000</p> <p>Jim Ryan Jim@grouponcinc.com 617/268-7000</p>
<u>Landscape Architect</u>	<p>Copley Wolff Design Group Ten Post Office Square Boston, MA 02109 617/654-9000</p> <p>Sean Sanger, RLA SSanger@Copley-Wolff.com</p>

<u>Civil Engineer</u>	<p>Nitsch Engineering 2 Center Plaza, Suite 430 Boston, MA 02108</p> <p>Deborah Danik, P.E. Ddanik@nitscheng.com 857/206-8737</p>
<u>Transportation Engineer</u>	<p>Howard/Stein-Hudson Associates 11 Beacon Street, Suite 1010 Boston, MA 02108</p> <p>Guy Busa, P.E. gbusa@hshassoc.com 617/348 - 3314</p>
<u>Geotechnical and Environmental Engineers</u>	<p>Haley & Aldrich 465 Medford Street, Suite 2200 Boston, MA 02129</p> <p>Mark H. Balfe, PE mbalfe@haleyaldrich.com 617/886-7304</p> <p>Keith E. Johnson, PE Kjohnson@haleyaldrich.com 617/886-7318</p>
<u>Legal Counsel</u>	<p>Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. One Financial Center Boston, MA 02111</p> <p>Rebecca A. Lee, Esq. RALee@Mintz.com 617/348-3009</p>

PLAN OF PDA AREA

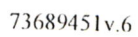


Exhibit B-2

LEGAL DESCRIPTION OF PDA AREA

A CERTAIN PARCEL OF LAND SITUATED IN BOSTON, SUFFOLK COUNTY, MASSACHUSETTS AND BEING SHOWN AS PROPOSED DEVELOPMENT AREA ON A PLAN ENTITLED "BOSTON REDEVELOPMENT AUTHORITY PLANNED DEVELOPMENT AREA PLAN", DATED MARCH 2015, SCALE: 1"=20', SHEET 1 OF 1 SHEETS, DRAWING NO. 10220.2_PDA1.DWG, PREPARED BY NITSCH ENGINEERING, INC.

BEGINNING AT THE NORTHWESTERLY CORNER OF PARCEL 9, ON THE PROPOSED SIDELINE OF CITY LAYOUT NO. 2041 SECTION 6, THENCE TURNING AND RUNNING ALONG SAID PROPOSED CITY LAYOUT ALONG A CURVE TURNING TO THE LEFT WITH AN ARC LENGTH OF 85.08', WITH A RADIUS OF 1810.00', WITH A CHORD BEARING OF S58°38'16"E AND WITH A CHORD LENGTH OF 85.07', THENCE TURNING AND RUNNING;

S59°59'03"E ALONG SAID PROPOSED CITY LAYOUT A DISTANCE OF 253.93', THENCE TURNING AND RUNNING;

S28°59'08"W A DISTANCE OF 114.00', THENCE TURNING AND RUNNING;

S56°57'29"E A DISTANCE OF 24.08', THENCE TURNING AND RUNNING;

S33°02'31"W A DISTANCE OF 65.91' TO A POINT ON THE LINE OF STATE HIGHWAY LAYOUT NUMBER 7737 OF JUNE 20, 2007, SECTION 1 - WESTERLY LOCATION, THENCE TURNING AND RUNNING;

N53°00'37"W ALONG SAID STATE HIGHWAY LAYOUT LINE A DISTANCE OF 81.35', THENCE TURNING AND RUNNING;

N52°19'35"W ALONG SAID STATE HIGHWAY LAYOUT LINE A DISTANCE OF 15.95', THENCE TURNING AND RUNNING;

N52°24'52"W ALONG SAID STATE HIGHWAY LAYOUT LINE A DISTANCE OF 54.28', THENCE TURNING AND RUNNING;

N40°24'39"W ALONG SAID STATE HIGHWAY LAYOUT LINE A DISTANCE OF 269.59', THENCE TURNING AND RUNNING;

N39°07'40"W ALONG SAID STATE HIGHWAY LAYOUT LINE A DISTANCE OF 9.94', THENCE TURNING AND RUNNING;

N52°21'14"E A DISTANCE OF 65.01', THENCE TURNING AND RUNNING;

S41°13'24"E A DISTANCE OF 22.72', THENCE TURNING AND RUNNING;

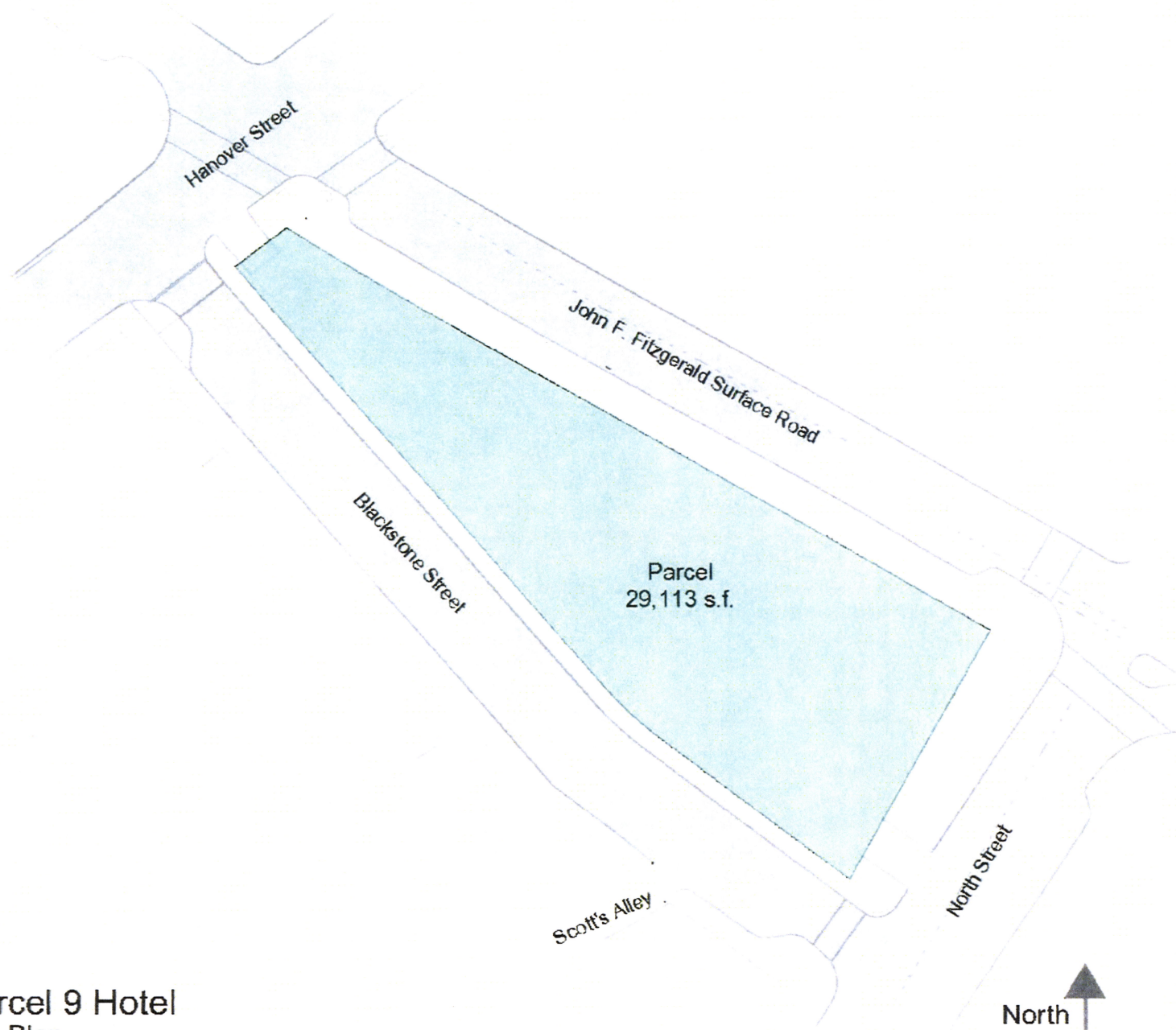
N48°46'36"E A DISTANCE OF 18.21' TO THE POINT OF BEGINNING;

CONTAINING 52,598 SQUARE FEET MORE OR LESS ACCORDING TO SAID PLAN.

Exhibit B-3

PLAN OF PROJECT SITE

[See attached]



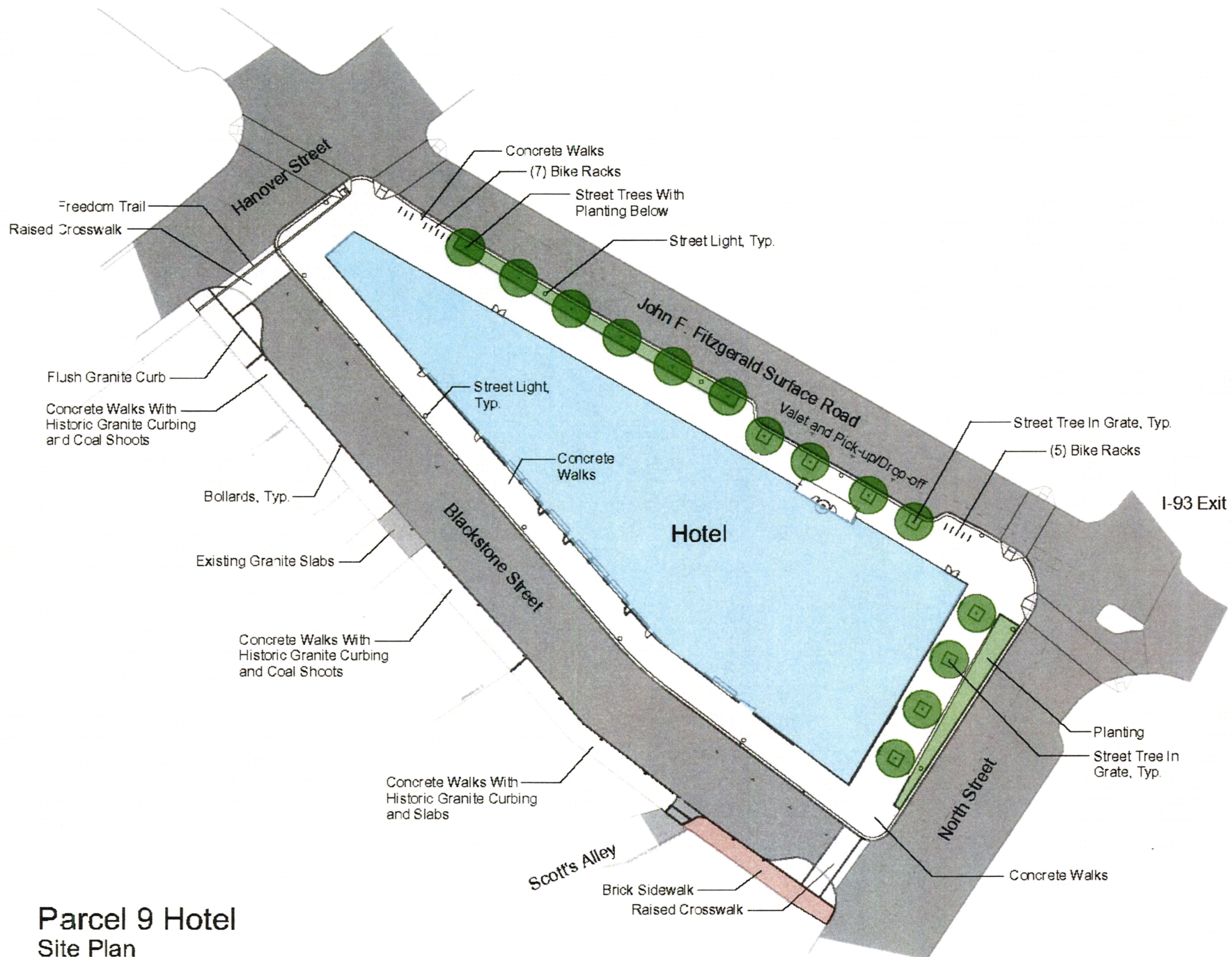
Parcel 9 Hotel
Site Plan

1"=60' CV Properties Group One Copley Wolff Design Group Nitsch Engineering Howard Stein Hudson January 31, 2018

Exhibit C

SITE PLAN

[See attached]



Parcel 9 Hotel Site Plan

1"=60'

CV Properties

Group One

Copley Wolff Design Group

Nitsch Engineering

December 19, 2017

Exhibit D

DESIGN PLANS - PERSPECTIVES, ELEVATIONS AND FLOOR PLANS

[See attached]



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment

OLSHAN
PROPERTIES



Group One PARTNERS

Surface Road Aerial

Updated Design Presentation



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment

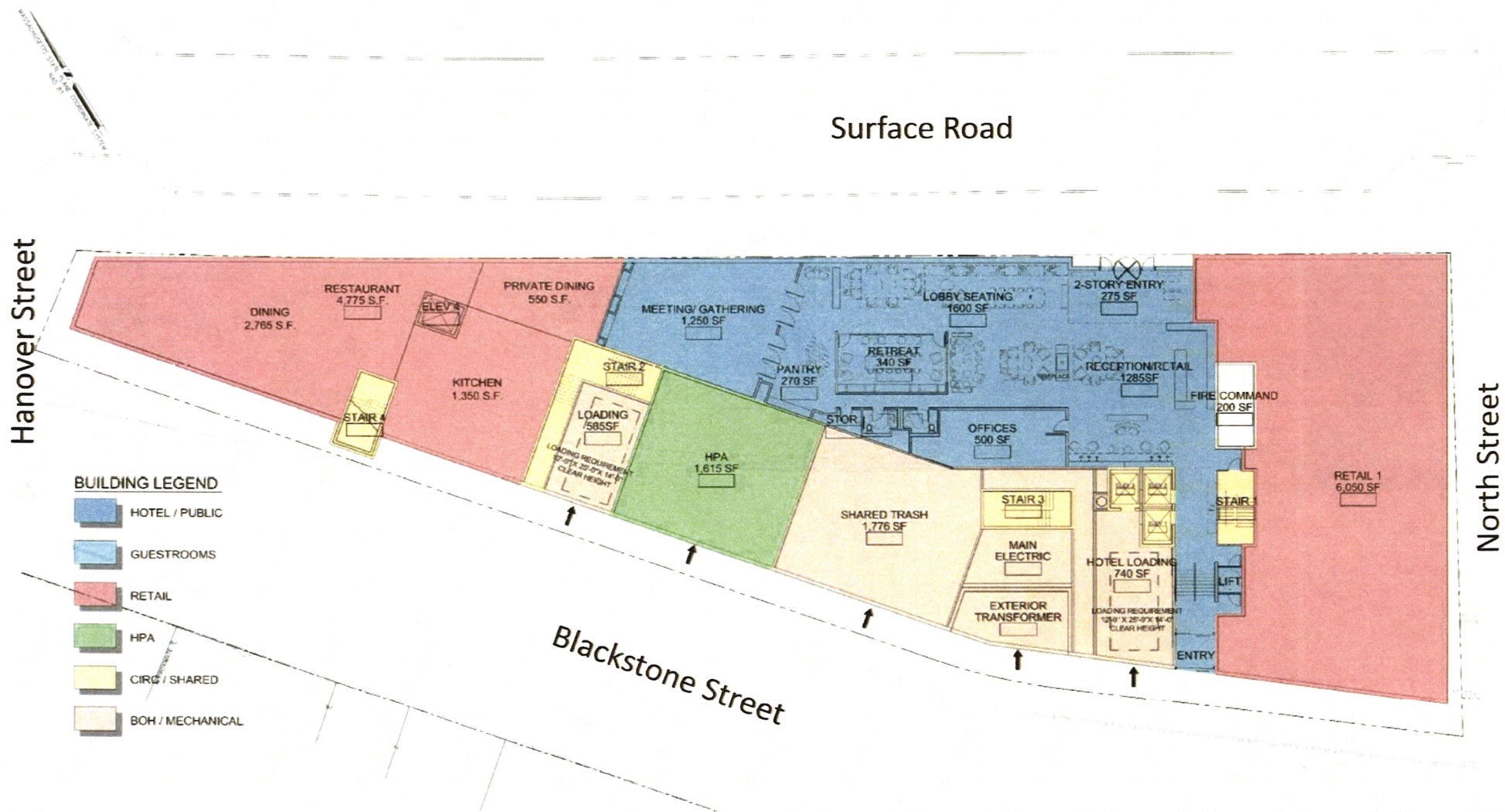


OLSHAN
PROPERTIES



Group One PARTNERS

Surface Road Perspective
Updated Design Presentation



Proposed Hotel
Parcel 9 - Boston, MA



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Group One PARTNERS

Ground Floor Plan
Updated Design Presentation







Surface Road

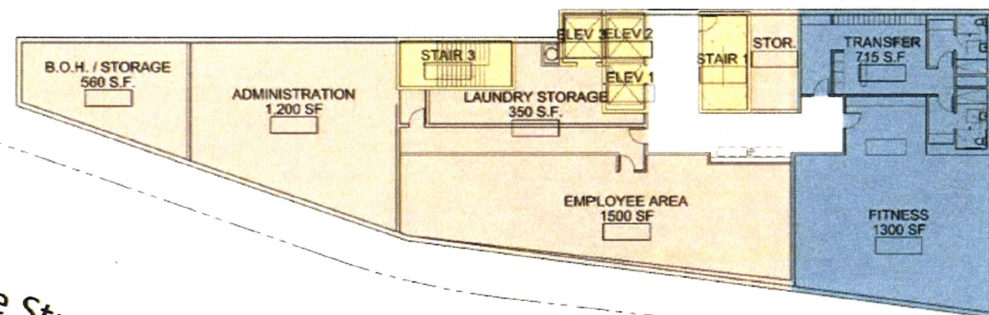
Hanover Street

North Street

Blackstone Street

BUILDING LEGEND

-  HOTEL / PUBLIC
-  GUESTROOMS
-  RETAIL
-  HPA
-  CIRC / SHARED
-  BOH / MECHANICAL



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
Development • Investment

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PROPERTIES



Group One PARTNERS

Lower Level Floor Plan
Updated Design Presentation



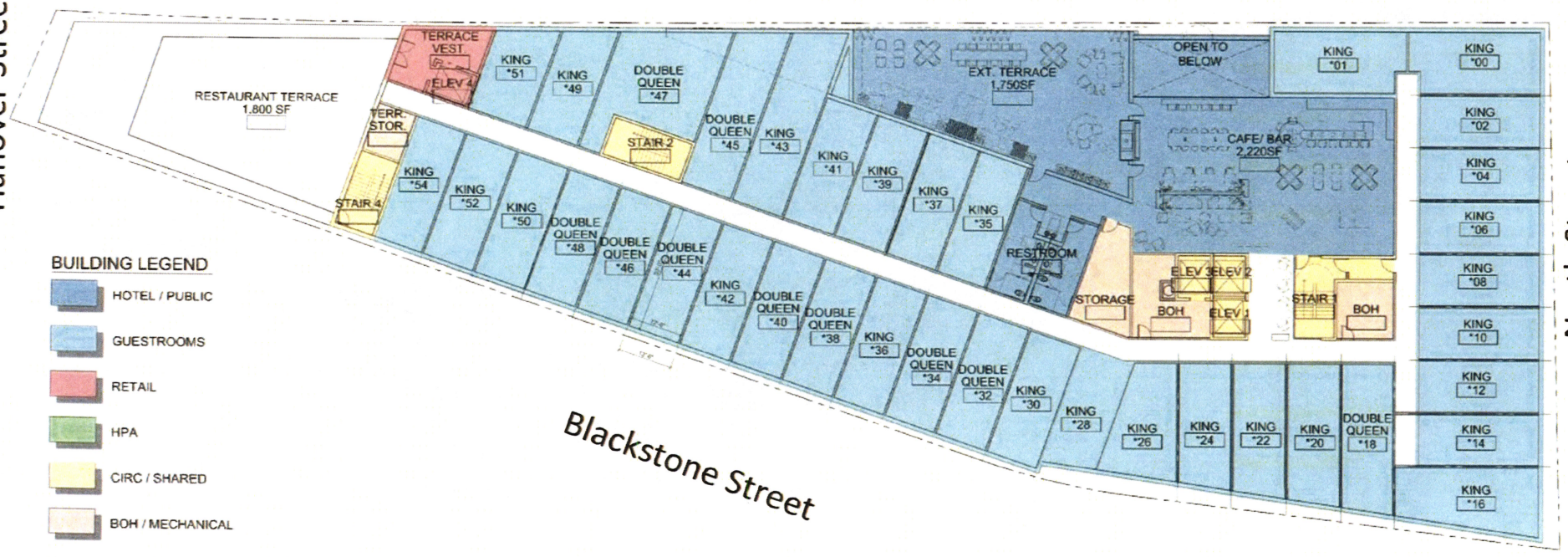
Surface Road

Hanover Street

North Street

Blackstone Street

- BUILDING LEGEND**
- HOTEL / PUBLIC
 - GUESTROOMS
 - RETAIL
 - HPA
 - CIRC / SHARED
 - BOH / MECHANICAL



Proposed Hotel
Parcel 9 - Boston, MA



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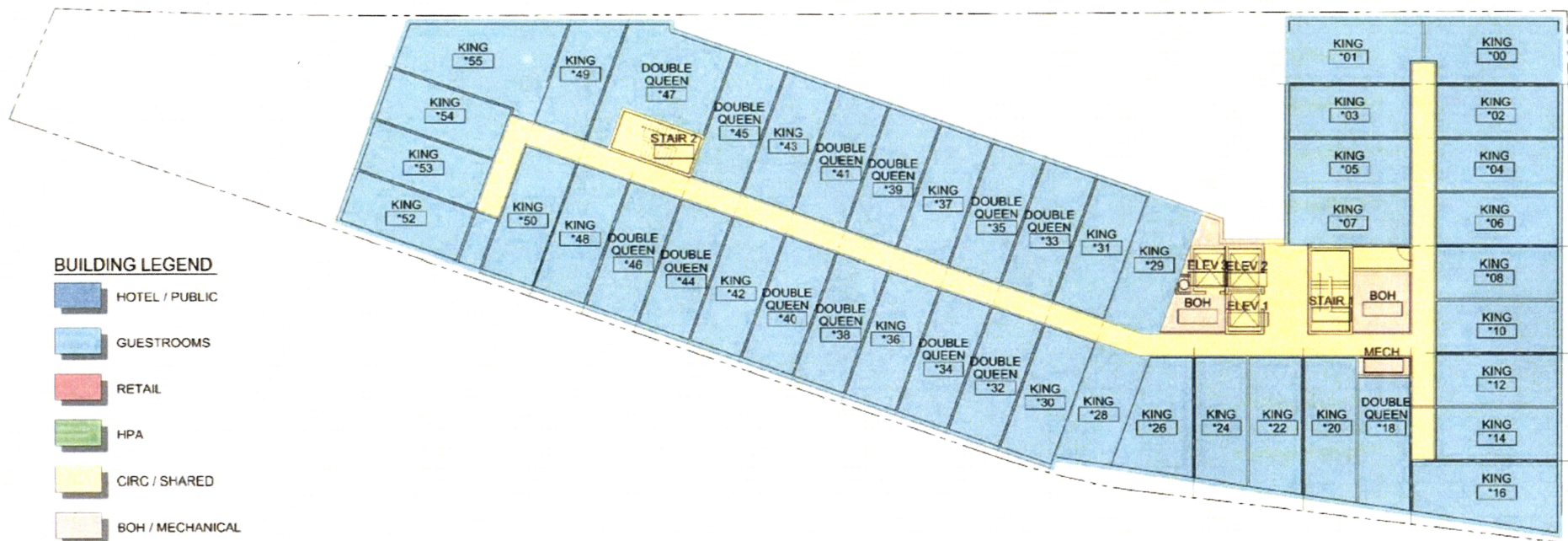
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PROPERTIES



Group One PARTNERS

Second Floor Plan
Updated Design Presentation

MASSACHUSETTS
No. 41
Ordinance 1774



Proposed Hotel
Parcel 9 - Boston, MA



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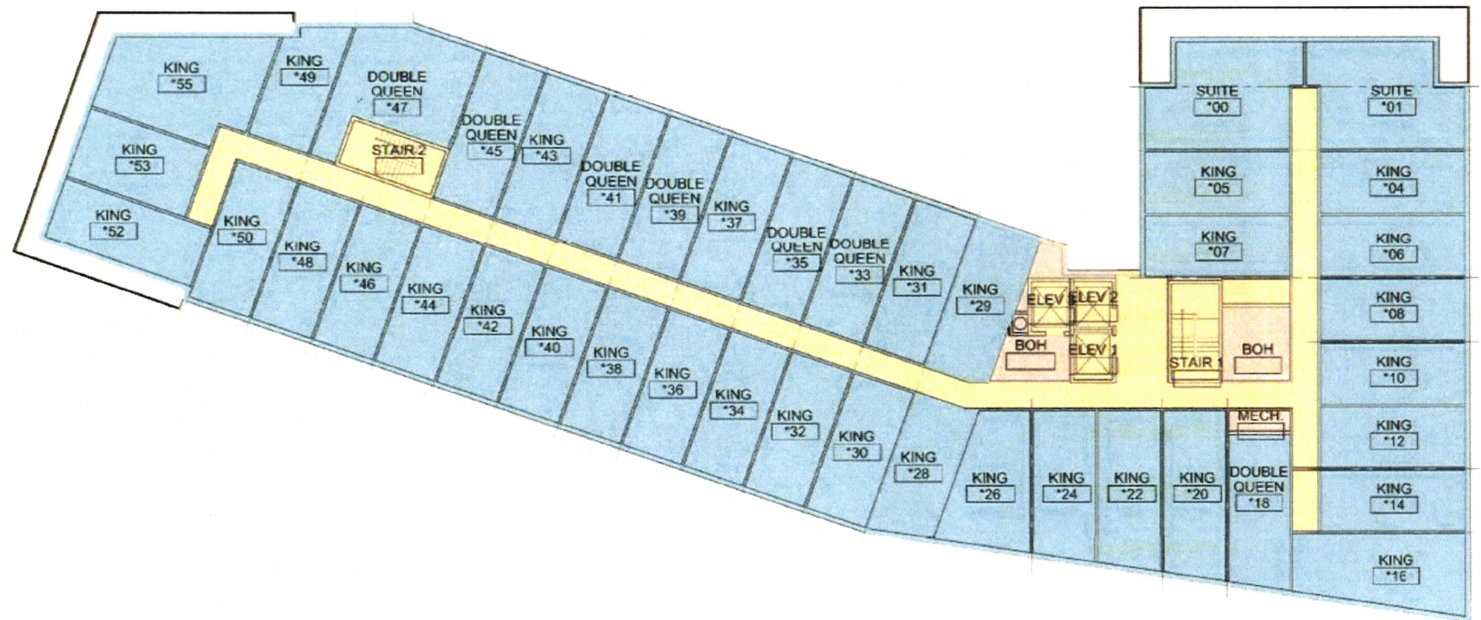
Group One PARTNERS

Typical Floor Plan
Updated Design Presentation



BUILDING LEGEND

- HOTEL / PUBLIC
- GUESTROOMS
- RETAIL
- HPA
- CIRC / SHARED
- BOH / MECHANICAL



Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
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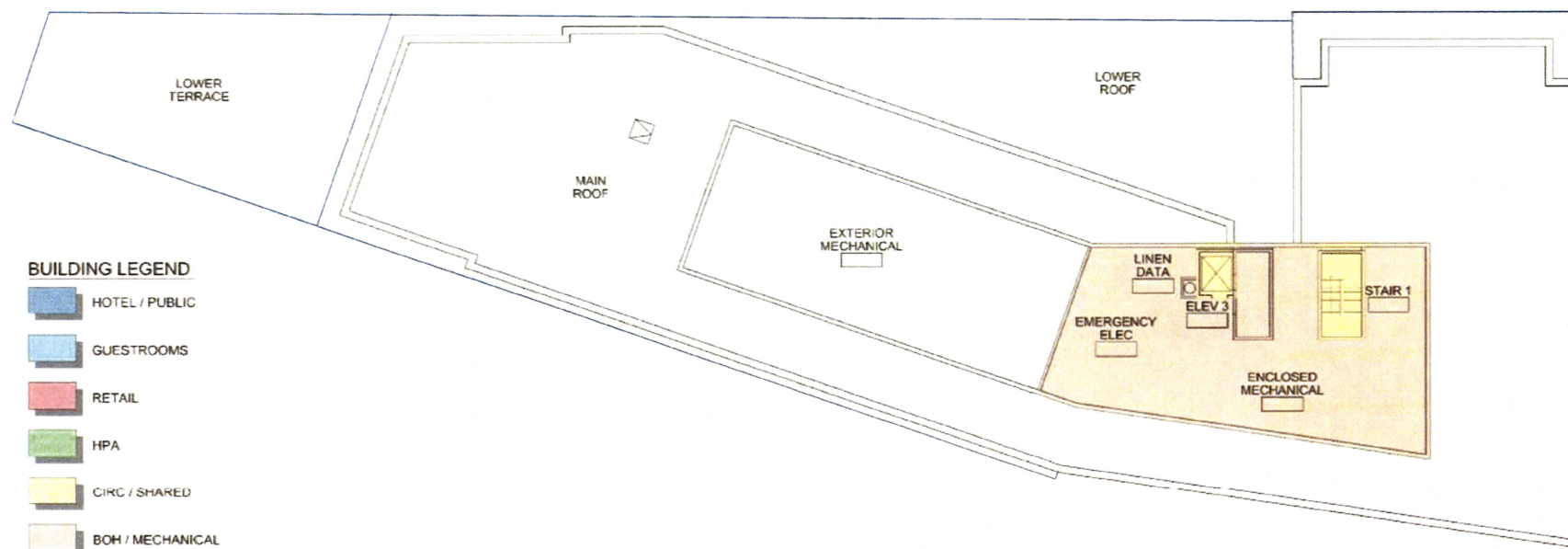
OLSHAN
PROPERTIES









Group One PARTNERS

Sixth Floor Plan

Updated Design Presentation



BUILDING LEGEND

-  HOTEL / PUBLIC
-  GUESTROOMS
-  RETAIL
-  HPA
-  CIRC / SHARED
-  BOH / MECHANICAL


Proposed Hotel
Parcel 9 – Boston, MA



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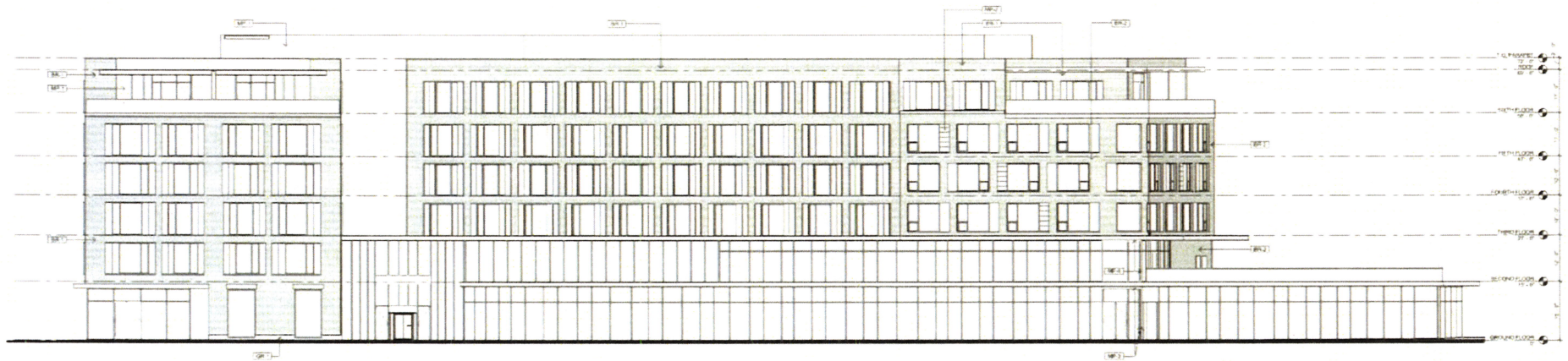
 **OLSHAN**
PROPERTIES



 **Group One** PARTNERS

Roof Plan

Updated Design Presentation



1 NORTH ELEVATION
SCALE: 1/8" = 1'-0"



4 WEST ELEVATION
SCALE: 1/8" = 1'-0"



2 EAST ELEVATION
SCALE: 1/8" = 1'-0"

Proposed Hotel
Parcel 9 – Boston, MA



CV PROPERTIES LLC
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PROPERTIES



Group One PARTNERS

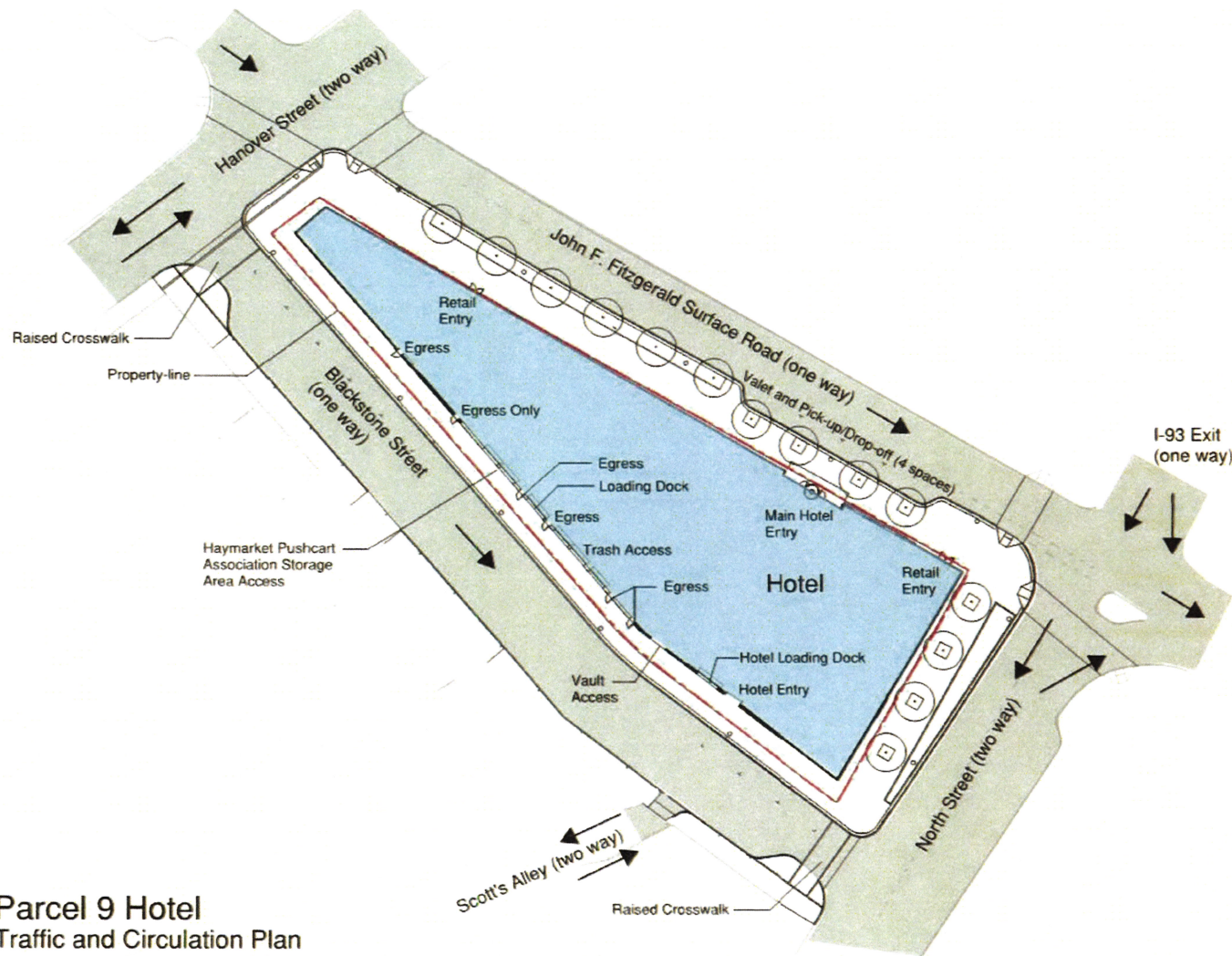
Elevations

Updated Design Presentation

Exhibit E

TRAFFIC AND CIRCULATION PLAN

[See attached]



Parcel 9 Hotel Traffic and Circulation Plan

1"=60' CV Properties Group One Copley Wolff Design Group December 14, 2017

Proposed Hotel
Parcel 9 – Boston, MA



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Group One PARTNERS

Traffic and Circulation Plan
Updated Design Presentation