

BOSTON REDEVELOPMENT AUTHORITY
AMENDED AND RESTATED DEVELOPMENT PLAN

PLANNED DEVELOPMENT AREA NO. 89

275 Albany Street

South End, Boston

BH Normandy 275 Albany Street LLC

_____, 2013

Amended and Restated Development Plan: In accordance with Sections 3-1A and 64-28 through 64-31 and Section 80C of the Boston Zoning Code (the “**Code**”), this Amended and Restated Development Plan for the 275 Albany Street Project, Planned Development Area No. 89 (the “**Development Plan**”), sets forth information on the proposed development (the “**Project**”) of the site located at 275 Albany Street, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures. This Development Plan sets forth the zoning for the Project. The Project has undergone review through Article 80B of the Code. An Expanded Project Notification Form (“**PNF**”) for the Project was filed with the Boston Redevelopment Authority (the “**BRA**”) on January 15, 2010. On August 17, 2010, the BRA authorized the Director of the BRA to issue a Scoping Determination finding that the PNF adequately describes the potential impacts of the Project and provides sufficient mitigation measures to minimize these impacts, and waiving further review under Article 80B of the Code. On August 24, 2010, the Director of the BRA issued the Scoping Determination waiving further review of the Project under Article 80B of the Code. On August 16, 2012, a Notice of Project Change was filed with the BRA noting certain changes to the Project since the issuance of the Scoping Determination, which changes are reflected in this Development Plan. On September 13, 2012, the BRA approved a Development Plan for the Project (the “**Original Development Plan**”), and on October 10, 2012, the Boston Zoning Commission approved the Development Plan and established the Planned Development Area. To reflect certain changes in the Project, this Development Plan is being adopted by the BRA to replace and supersede the Original Development Plan, and a new Notice of Project Change will be filed with the BRA. Based upon that process, further review of the Project required as a result of the Notice of Project Change, if any, and approval of this Development Plan, final plans and specifications for the Project will be submitted to the BRA pursuant to Section 3-1A and Section 80C of the Code for final design review approval and certification as to consistency with this Development Plan.

This Development Plan consists of 5 pages of text and Exhibits A, B and C. All references to this Development Plan contained herein shall pertain only to such 6 pages and Exhibits A, B and C. Exhibit C and the Project described herein are 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. As

long as the Director of the BRA (the “**Director**”) certifies that the Project is consistent with this Development Plan, then the Project shall be deemed to be in compliance with the 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.

In accordance with Section 80C-9 of the Code, within the PDA, if the Project or any Phase thereof (as described below) has received a Certification of Consistency pursuant to Section 80C-8, (1) the Project or applicable Phase thereof and (2) the parcels or lots and any improvements thereon, other than the Project or applicable Phase, that are the subject of this Development Plan, and that are consistent with this Plan, shall be deemed to be in compliance with the requirements of the underlying zoning to the extent that such requirements have been addressed in this Development Plan. To the extent that any aspect of proposed uses or structures complying with this Development Plan are in conflict with any requirement of the Zoning Code not specifically addressed in this Plan, such requirements shall be deemed inapplicable to the Project and shall be deemed to be waived upon approval of this Plan.

Proponent: Albany Street JV LLC, a Delaware limited liability company, its successors and assigns (the “**Developer**”). The Developer is a joint venture between BH Normandy 275 Albany Street LLC, an affiliate of Normandy Real Estate Partners, with an address of 53 Maple Avenue, Morristown, NJ 07960, and GEGCF II Albany Street LLC, an affiliate of Gerding Edlen, with an address of 1477 NW Everett Street, Portland, OR 97209.

Proposed Location: The Project is located in the South End neighborhood of Boston on a site bounded by East Berkeley, Albany and Traveler Streets and private parcels improved with buildings currently occupied by the Planet Storage Warehouse located at 33 Traveler Street and the Medieval Manor Restaurant located at 246 East Berkeley Street (the “**Project Area**”). The elevated Southeast Expressway (I-93) lies directly to the east of Albany Street overlooking the Project Site from a height of approximately 25 to 30 feet above grade. The Project Area, which is currently improved as a surface parking lot for approximately 145 vehicles, is located in EDA North of the South End Neighborhood District and in the Restricted Parking District, and consists of approximately 1.27 acres of land area as shown on **Exhibit A**. The legal description for the Project Site subject to the PDA overlay district is set forth on **Exhibit B**.

Appearance and Proposed Dimensions of Structures and Proposed Density. The Project consists of two primary building elements that, with the exception of the parking garage entrance and exit on Traveler Street will provide a continuous building façade on East Berkeley, Albany and Traveler Streets. The massing will be broken up, with the building element on the northern end of the site (the “**Traveler Structure**”) fronting on Traveler Street rising up to nineteen (19) stories (not including the mechanical penthouse) and the building element on the southern end of the site fronting on East Berkeley Street (the “**East Berkeley Structure**”) with up to eleven (11) stories consisting of an L-shaped structure that on East Berkeley Street and Albany Street. A three (3) level, above-grade parking garage will be located between the two building elements, shielded from public view from all three public streets by the Traveler Structure and the East Berkeley Structure. The Project may be constructed in up to two phases (each, a “**Phase**”). If constructed in Phases, one Phase will include the Traveler Structure and the other Phase will include the East Berkeley Structure. The parking garage may be constructed as part of either Phase. The Project will contain up to 330,000 square feet of gross floor area, of which up to

200,000 square feet of gross floor area will be located in the Traveler Structure and up to 150,000 square feet of gross floor area will be located in the East Berkeley Structure, provided that the entire Project will not contain more than 330,000 square feet of gross floor area. In addition, the Project will include up to 65,000 square feet of parking. The Floor Area Ratio (“**FAR**”) of the overall Project, exclusive of parking, will not exceed 6.0, though the FAR of portions of the Project Area to be occupied by the structures included in the Project may exceed 6.0 so long as the gross floor areas of such structures do not exceed the limitations set forth above. The height of the Project will not exceed 200 feet, excluding the mechanical penthouse and the elevators and stairways serving the mechanical penthouse. Conceptual plans of the Project are attached hereto as **Exhibit C**, and are hereby approved. The plans for the Project will be refined as 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. For purposes of Section 64-33, the improvements shown on the plans attached hereto as **Exhibit C**, as refined through continuing design review, shall constitute adequate provisions for screening and buffering pursuant to Article 80.

Proposed Uses of the Area. It is anticipated that the Traveler Structure will be used for residential use with up to 220 units and the East Berkeley Structure will be used for residential use with up to 180 units, provided that the total number of units located in the Project will not exceed 380 units. In addition, the Project will include complementary retail uses, which may include restaurant use, and accessory parking. The uses will share the parking structure and loading area, and may also share additional amenities such as fitness facilities, and/or a roof terrace.

Proposed Traffic Circulation. Current traffic circulation around the Project Site is expected to remain as is: two-way traffic on Traveler Street, one-way traffic in a southerly direction on Albany Street, and one-way traffic in a westerly direction on East Berkeley Street. It is currently anticipated that the Traveler Structure will have a separate main entrance with associated drop-off/pick-up areas on Traveler Street and the East Berkeley Structure will have a separate main entrance with associated drop-off/pick-up areas on East Berkeley Street. Vehicles will be permitted to access and exit the parking garage on Traveler Street only.

Proposed Parking and Loading Facilities. Up to 180 parking spaces will be provided in an above-grade parking garage with access to and egress from Traveler Street. Additional parking, if any, may be provided off-site. If the Project is completed in Phases, parking may be provided off-site until completion of the second Phase, provided that appropriate arrangements are made to ensure that such parking will be available to the Project. In such case, if the Traveler Building is constructed first, no less than 90 parking spaces will be provided for the Traveler Building pending completion of the East Berkeley Building; if the East Berkeley Building is constructed first, no less than 45 parking spaces will be provided for the East Berkeley Building pending completion of the Traveler Building. All loading facilities will be located within the building with access from and egress to Albany Street. Up to two (2) truck bays will be provided. The size of the loading area will permit all trucks to enter directly into the loading bay and turn and maneuver as necessary within the building.

Open Spaces and Landscaping. The Project Site will be improved with new sidewalks and street trees on East Berkeley Street, Albany Street and Traveler Street. In addition, it is currently contemplated that a green roof and deck space will be incorporated into the Project on

the second level in between the Traveler Building and the parking garage and extending to Albany Street in between the Traveler Building and the East Berkeley Building.

Access to Public Transportation. The Project Site is located close to several public transportation options providing service to downtown Boston, the Back Bay, Chinatown, South Boston and Cambridge. Three MBTA bus routes have stops near the Project Site. The MBTA's Silver Line on Washington Street, located two blocks from the Project Site, provides service to the Downtown Crossing area of Boston. The MBTA's Red Line Broadway Station, located approximately one quarter of a mile from the Project Site, provides service between Ashmont and Braintree in the south and downtown Boston and Cambridge in the north. The Red Line provides connection between downtown and the Silver, Orange and Green Lines, as well as regional commuter rail and intercity bus services at South Station.

Roof Terraces. The Project may include a roof terrace on the Traveler Structure at the mechanical penthouse level on a portion of that level not occupied by the mechanical penthouse. Notwithstanding the provisions of Section 64-34 of the Code, access to such roof deck may be provided by one or more of the elevators and stairwells serving the mechanical penthouse, which elevators and stairwells will not extend above the top of the mechanical penthouse. In addition, an outdoor roof terrace and interior amenity space for use by residents and their guests may be located on a portion of the roof on the East Berkeley Structure at the mechanical penthouse level.

Signage. Signage for the proposed project will include (a) those permitted by Article 11 and Section 64-35 of the Zoning Code; and (b) any additional signs that are approved by the BRA under its 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. Such review will be conducted in accordance with Large Project Review under Article 80B of the Code. The plans for the Project will be refined as review of the Project continues.

Urban and Public Benefits. The Project will revitalize a large vacant parcel in the South End bringing life and vitality to a blighted area and serving as a catalyst for change in the neighborhood. It will also serve as a buffer between the imposing hulk of the Southeast Expressway and the historic South End neighborhood. The streetscape around the Project will be improved with new paving, lighting and landscaping. The Project will energize and enliven the area providing eyes and ears to the street to make the area safer, friendlier and more attractive for visitors and residents alike. The Project will provide new residential opportunities at reasonable prices to complement the existing housing stock in the neighborhood, and increase the vitality of the surrounding area. In accordance with Section 64-29.1 of the Code, the Project Structure will provide Affordable Housing, as defined in Section 64-41.1 of the Code, in an amount equivalent to no less than twenty percent (20%) of the dwelling units included in the Project, with at least ten percent (10%) of the units located on the Project Site. When fully operational, the Project is estimated to produce over \$1,200,000 annually in real estate taxes for the City of Boston. The construction of the Project will contribute directly to the economy of Boston by providing approximately 200-300 construction jobs and up to approximately 15 permanent jobs with a goal of employing at least 50% Boston residents, 25% minorities and 10% women.

Groundwater Conservation: The Project is located within the Groundwater Conservation Overlay District, governed by Article 32 of the Code. Thus, the Developer shall incorporate systems into its Project, set forth in this Development Plan, that meet the groundwater conservation standards and requirements set forth in Article 32 of the Code. The Developer shall obtain a written determination from the Boston Water and Sewer Commission as to whether said standards and requirements are met. The Developer shall provide a copy of said written determination to the BRA and Boston Groundwater Trust prior to the BRA's issuance of a Certification of Consistency. Accordingly, the Developer will not be required to obtain a conditional use permit from the Board of Appeal and shall be deemed in compliance with Article 32 of the Code.

Green Building Requirements: The Project is a large project pursuant to Article 80B of the Code. As such, the Project is subject to Article 37, Green Buildings, of the Code. The Developer shall ensure that the Project is in compliance with Article 37 of the Code.

Phase-by-Phase Applicability: For purposes of this Development Plan, compliance of the individual Phases with the requirements of this Plan (and any applicable requirements of underlying zoning to the extent not addressed in this Plan) shall be determined on an individual rather than a Site-wide basis. The compliance or non-compliance of any one Phase with the provisions of the Zoning Code or this Development Plan shall not affect the compliance of any other Phase with the provisions of the Zoning Code or this Development Plan. If the Phases are separately owned, then the owner of each such Phase shall be the Developer with respect to that Phase and shall bear no obligation or liability with respect to the other Phase.

Amendments: Any owner of an individual Phase may seek amendment of this Development Plan as to such Phase in accordance with the procedures prescribed by the Zoning Code without the consent of any other owner of a Phase, provided that such amendment does not change any obligations or requirements applicable to any other Phase. The provisions of this Development Plan applicable to a Phase may be amended only with the consent of the owner of such Phase.

No Duty to Develop the Project or any Phase: Notwithstanding anything to the contrary set forth in this Development Plan, under no circumstances shall the Developer be obligated to proceed with the Project or any Phase thereof. Either Phase may be constructed and occupied without the construction or occupancy of the other Phase.

Exhibit A

PLAN OF THE PROJECT AREA

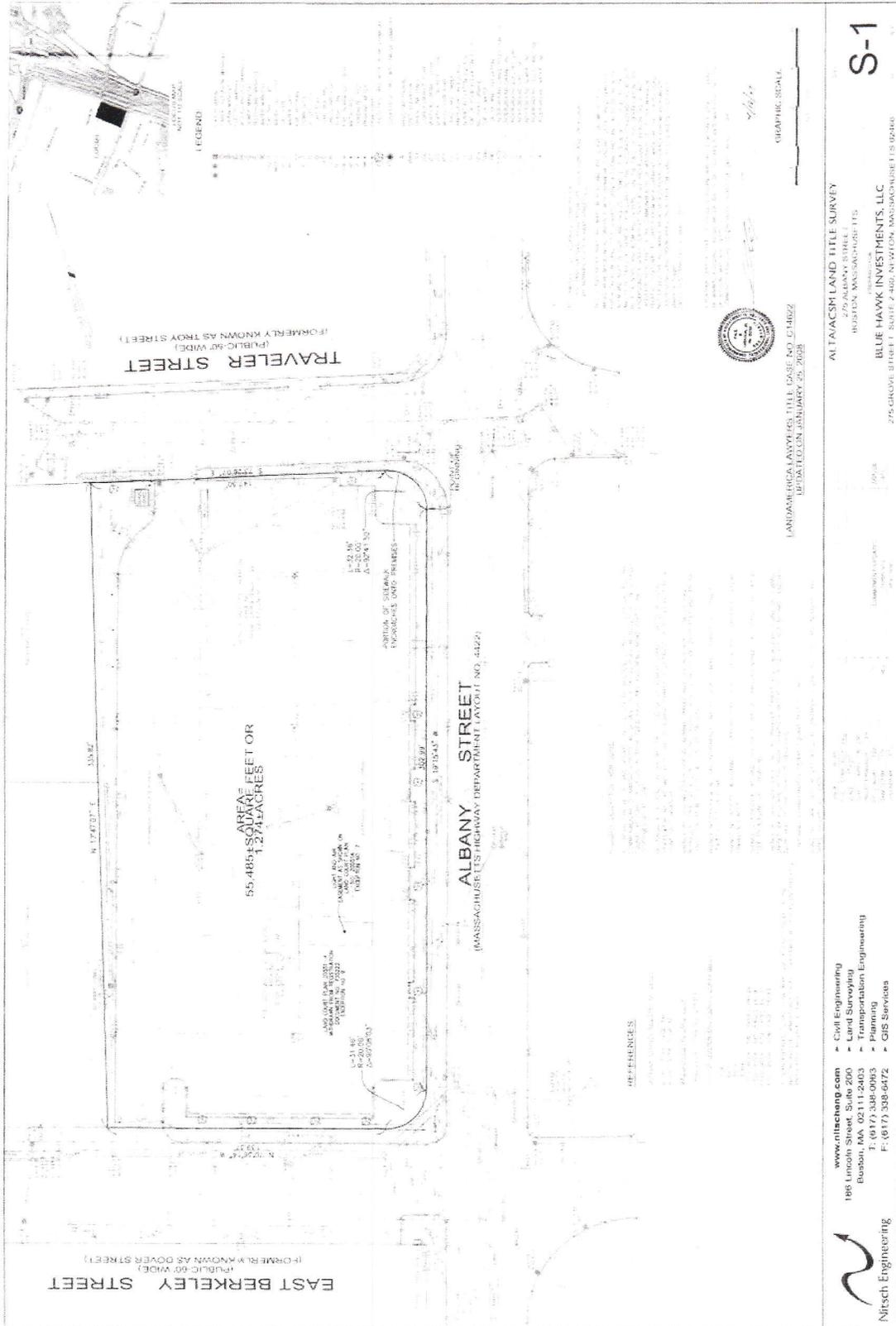


Exhibit B

LEGAL DESCRIPTION

The land with the buildings thereon in Boston, Suffolk County, Massachusetts shown as Parcel No. 9 on a plan entitled "Urban Renewal Division, Boston Housing Authority New York Streets Project, UR Mass, 2-1, Land Disposition Plan", by Hayden, Harding and Buchanan, Inc., Consulting Engineers, Boston 35, Massachusetts, dated March 6, 1957, Revisions June 26, 1957, recorded in the Suffolk Registry of Deeds, Book 7243, Page 345, which parcel is more particularly bounded and described as follows:

SOUTHERLY by Dover Street, 139.37 feet;

WESTERLY by Parcel No. 10 on said plan, 180.00 feet and Parcel
No. 11 on said plan, 155.82 feet;

NORTHERLY by Troy Street, 147.30 feet;

NORTHEASTERLY by the curved intersection of Troy Street and Albany
Street, 32.36 feet;

EASTERLY by Albany Street, 302.99 feet; and

SOUTHEASTERLY by the curved intersection of Dover Street and Albany
Street, 31.46 feet

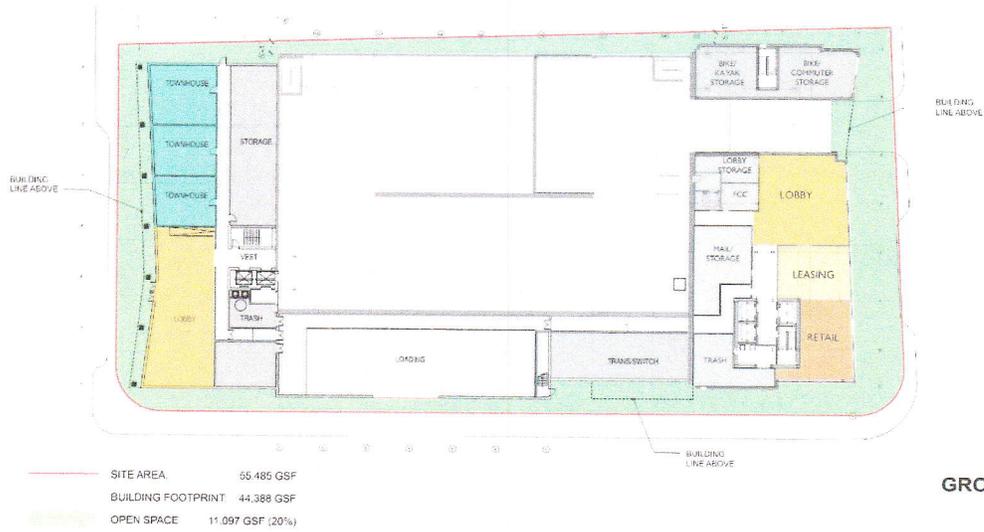
Said Parcel No. 9 contains 55,484.34 square feet, according to the aforesaid plan.

Parcel No. 9 includes the fee and soil of those portions of Albany Street, Troy Street and Dover Street, adjoining said portions to the center line of said streets, subject to the rights of others lawfully entitled thereto. Said Troy Street is now known as Traveler Street and said Dover Street is now known as East Berkeley Street.

Exhibit C

CONCEPTUAL PLANS

(Attached)



GROUND FLOOR PLAN

OPEN SPACE DIAGRAM



275 ALBANY STREET
01.22.2013



TYPICAL FLOOR PLAN



275 ALBANY STREET
01.22.2013