

BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY
DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. __
370-380 HARRISON AVENUE DEVELOPMENT

SOUTH END, BOSTON

Dated: _____, 2017

Development Plan: In accordance with Section 3-1A, Sections 64-28 through 64-31 and Section 80C of the Boston Zoning Code (as in effect on the date hereof, the “**Code**”), this plan constitutes a Development Plan for Planned Development Area No. __ (the “**Development Plan**”) and sets forth information describing the development of a project (the “**Proposed Project**”) at 370-380 Harrison Avenue in the South End Neighborhood of Boston (the “**Project Site**”).

This Development Plan sets forth information on the proposed development of the Proposed Project, 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 provides the zoning for the Proposed Project, which is also undergoing review under Section 80B of the Code. A Project Notification Form (“**PNF**”) for the Proposed Project was filed with the Boston Redevelopment Authority (now doing business as the Boston Planning & Development Agency) (the “**BRA**”) on March 31, 2016, and Draft Project Impact Report (“**DPIR**”) was filed with the BRA on December 16, 2016. Based upon that process and approval of this Development Plan, final plans and specifications for the Proposed Project will be submitted to the BRA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency with this Development Plan.

This Development Plan consists of six (6) pages of text and Exhibits A, B, C and D. All references to this Development Plan contained herein shall pertain only to such six (6) pages of text and Exhibits A, B, C and D. Exhibit C is subject to design, environmental and other development review by the BPDA and by other governmental agencies and authorities, and the final design of the Proposed Project as described herein may evolve in the course of such review.

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, consistency of the Proposed Project with this Development Plan as evidenced by the issuance of a Certification of Consistency by the BPDA constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

Proponent: South End 10, LLC and South End 11, LLC, each a Delaware limited liability company, and each of their successors and assigns (together the “**Proponent**”), currently own the Project Site.

Proposed Location: The Project Site is an approximately one and two hundredths (1.02) acre parcel of land (approximately 44,570 square feet) located at 370-380 Harrison Avenue. The Project Site is directly bound by Harrison Avenue to the west, Traveler Street to the north and East Berkeley Street to the south and is located at the northeast corner of the South End near the I-93 (Southeast Expressway), all as more specifically described in the legal description and depicted on the Project Site Plan, attached hereto as Exhibit A and Exhibit B, respectively. The Project Site is located in: (i) Area 1 of the Economic Development Area North District within the South End Neighborhood Zoning District, the relevant underlying zoning controls for which are set forth in Article 64 of the Code; (ii) the Restricted Parking Overlay District (“**RPOD**”) governed by Section 3-1A(c) of the Code; and (iii) the Groundwater Conservation Overlay District (“**GCOD**”), governed by Article 32 of the Code.

Location, Appearance and Proposed Dimensions of Structures and Proposed Density: The Proposed Project will consist of a 14-story building containing up to approximately 324 residential units, as well as up to approximately 8,500 square feet of retail/restaurant/commercial/existing or start-up business or not-for-profit affordable cultural space located on the ground floor. In total, the Proposed Project will contain a maximum of up to 356,500 square feet, comprised of up to approximately 348,000 square feet of residential space in up to approximately 324 residential rental and homeownership units and accessory residential uses and up to approximately 8,500 square feet of ground floor retail, restaurant, commercial and existing or start-up business or not-for-profit affordable cultural space. The Proposed Project will also contain a below-grade garage containing up to approximately 180 spaces that will be dedicated for use by residents, customers, occupants and/or visitors to the Proposed Project. These spaces may in the future, to the extent that the on-site demand does not require all of these parking spaces, be rented or sold to area residents. The garage parking entrance will be located off of the interior circulation corridor (the “**Mid-Block Connector**”) on the east side of the Proposed Project, with access off of and to Traveler Street. Access for loading will be provided by a loading area located next to the garage parking entrance at the east side of the Proposed Project also along this Mid-Block Connector, with egress to East Berkeley Street. Conceptual plans and renderings of the Proposed Project are attached hereto as Exhibit C.

The Proposed Project building will have a maximum building height, as calculated under the Code, not to exceed 150 feet. The Floor Area Ratio (“**FAR**”) of the Proposed Project will not exceed 8.0, as calculated pursuant to the Code.

The maximum square footage, maximum building height and FAR set forth above will be the only dimensional requirements applicable to the Proposed Project and the Project Site. All other dimensional requirements of the Code shall not be applicable to the Proposed Project and the Project Site and are superseded by this Development Plan.

Roof Deck and Roof Terraces. The Proposed Project may include roof decks or roof terraces on portions of the roofs not occupied by mechanical penthouses. Access to such roof decks and roof terraces may be provided by one or more elevators and stairwells also serving mechanical penthouses. Notwithstanding the definition of "Building Height" found in Article 2A and the provisions of Section 64-34 of the Code, any elevator penthouse, stairway bulkhead or any other roof structure built for the purpose of accessing a roof deck or roof terrace, as well as the said roof decks and roof terraces themselves, shall be excluded from the calculation of the building height under this Development Plan.

Proposed Uses. It is anticipated that the Proposed Project will be used primarily for Residential Uses, with ground floor Retail/Commercial/Existing or Start-Up Business or Not-for-Profit Affordable Cultural Uses (as as described in Exhibit D hereto. In addition, the Proposed Project will include parking and loading as described herein. The uses will also include additional residential amenities such as fitness facilities, meeting rooms, and roof terraces and roof decks as appropriate.

Affordable Housing. The Proposed Project will comply with Section 64-29.1(c)1 of the Code. It will also be eligible for the FAR bonus density of 8.0 as set forth in Section 64-29, Table 2, to the extent that no less than twenty percent (20%) of the residential dwelling units included within the Proposed Project will be Affordable Housing, as such Affordable Housing is defined in Section 64-41.1 of the Code.

Existing or Start-Up Business & Not-for-Profit Affordable Cultural Space. The Proposed Project will comply with Section 64-29.1(c)2 of the Code by providing space for existing or start-up businesses or not-for-profit Affordable Cultural Space (as defined in Section 64-41.2 of the Code) and/or, to the extent applicable, by contributing to the Harrison/Albany Corridor Business and Cultural Loan Fund. The Proponent shall cooperate with the BRA to determine the mechanism by which the Proposed Project will satisfy the requirements of Section 64-29.1(c)2.

Proposed Open Spaces and Landscaping. The Proposed Project will comply with Section 64-29.3 of the Code, and therefore the development footprint shall not cover more than 80% of the Project Site. The remaining 20% shall be designed and built to ensure public access or enhance the public realm. As an element of such public access, the Proposed Project will include an open pedestrian and vehicular passageway between Traveler Street and East Berkeley Street referred to as the Mid-Block Connector, as well as a "Courtyard Passageway" which will provide pedestrian access from this Mid-Block Connector to the west to connect to the Harrison Avenue frontage. The Ground Floor Plan included in Exhibit C shows these access routes through the Project Site.

Proposed Traffic Circulation. As currently designed, vehicular access to and egress from the Proposed Project's parking garage will be provided off of Traveler Street via the Mid-Block

Connector from the Traveler Street entrance to the Project Site. Loading will occur on-site and will also be accessed off of the Mid-Block Connector from the Traveler Street entrance to the Project Site. Vehicles not using the Garage will exit onto East Berkeley Street. The Proponent will enter into a Transportation Access Plan Agreement with the Boston Transportation Department which will further describe the proposed traffic circulation patterns for the Proposed Project.

Proposed Parking and Loading Facilities. The Project Site is located within the RPOD established in accordance with Section 3-1A(c) of the Code. Parking for up to approximately 180 vehicles will be provided on the Project Site. Parking will be provided on-site in a three-level, below-ground garage accessed off of the Mid-Block Connector from Traveler Street. The on-site garage parking spaces will be for residents, customers, occupants and/or visitors to the Proposed Project and, as on-site demand allows, made available for sale or lease to area residents. Loading and service operations will occur on-site in a loading area located along the Mid-Block Connector accessed off of Traveler Street. Trash pickup will also take place in the loading area. No loading activity will take place on the surrounding roadway network. Pursuant to Section 64-36 of the Code, any parking and loading shall be approved in connection with the BPDA's Large Project Review under Section 80B of the Code. This Development Plan authorizes the parking in compliance with the provisions of the RPOD without the need for any relief from the Board of Appeal.

Access to Public Transportation. The Proposed Project is located in close proximity to several MBTA bus routes and other transportation hubs, including the MBTA's Silver Line along Washington Street. MBTA bus routes 9 and 11 make stops at the East Berkeley Street corner of the Project Site. In addition, the Red Line Station at Broadway and the Orange Line Station at Tufts Medical Center are both within walking distance.

Signage. The signage program for the Proposed Project shall be subject to design, environmental and other development review by the BPDA, and any signage approved as part of such review shall be deemed to be in compliance with the Development Plan.

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

Urban and Public Benefits. The Proposed Project will generate many public benefits and satisfy the requirements of Section 64-13 of the Code, including a key redevelopment of an underutilized former manufacturing site with a pedestrian-friendly, sustainably-designed building that provides much needed dwelling units for the South End neighborhood. Among its many other improvements, the Proposed Project will result in the following benefits:

- Creation of up to 324 new residential units within approximately one-quarter mile of the MBTA Silver, Orange and Red Lines and bus routes;

- Increase of the City's affordable housing stock. To the extent the FAR of the Proposed Project is 8.0, at least 20% of the units will be Affordable Housing as such term is defined in the Code.
- The Proponent and the BPDA will agree on a contribution from the Proponent with respect to improvements to Harrison Avenue, which contribution will be reflected in a final Transportation Access Plan Agreement and/or Cooperation Agreement for the Proposed Project.
- Creation of space for existing or start-up businesses or not-for-profit Affordable Cultural Space, pursuant to Section 64-29.1(c)2 of the Code.
- Creation of approximately 400 construction jobs and up to 40 new permanent jobs.
- Generation of additional property taxes following completion of the Proposed Project, a substantial increase from the historic tax revenues provided by the underdeveloped Project Site.

The Proposed Project will provide a variety of urban design benefits to the surrounding neighborhood, including:

- Removing two existing unattractive manufacturing buildings and redeveloping an underutilized parcel to a vibrant residential development in a key area of the South End.
- Creating multiple through block pedestrian and vehicular connections between East Berkeley Street, Traveler Street and Harrison Avenue.
- Introducing a dense urban mix of interactive neighborhood uses, including "18-hour" retail and residential uses, with a transformative effect on this key corner of the South End neighborhood.
- Providing an improved streetscape with street trees and new lighting that will be activated with new retail and restaurant space, providing a pedestrian friendly environment on the three major streets and the through block connections and passageways.
- Revitalizing an underutilized urban area and reinvigorating land formerly dedicated to manufacturing uses, allowing for the optimum utilization of land which will further the connection of the South End Neighborhood with the South Boston, Chinatown and Downtown Neighborhoods.

Groundwater Conservation. The Proposed Project is located within the GCOD governed by Article 32 of the Code. The Proposed Project will comply with the standards and requirements set forth in Article 32 of the Code. The Proponent shall obtain a written determination from the Boston Water and Sewer Commission ("BWSC") as to whether the Proposed Project meets the standards and requirements of Article 32. In addition, the Proponent

will demonstrate that the Proposed Project meets the requirements of Section 32-6 of the Code by obtaining a stamped certification from a Massachusetts registered engineer that the requirements of Section 32-6 of the Code are met. The Proponent will provide both a copy of the written determination from BWSC and a copy of the stamped certification from a Massachusetts registered engineer to the BPDA and the Boston Groundwater Trust prior to the issuance of a Certification of Consistency. As such, the Proposed Project will be deemed to be in compliance with Article 32 of the Code and will not need a conditional use permit from the Board of Appeal for Article 32 purposes.

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

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 proceed with the Proposed Project.

Exhibit A

Plan of the Project Site

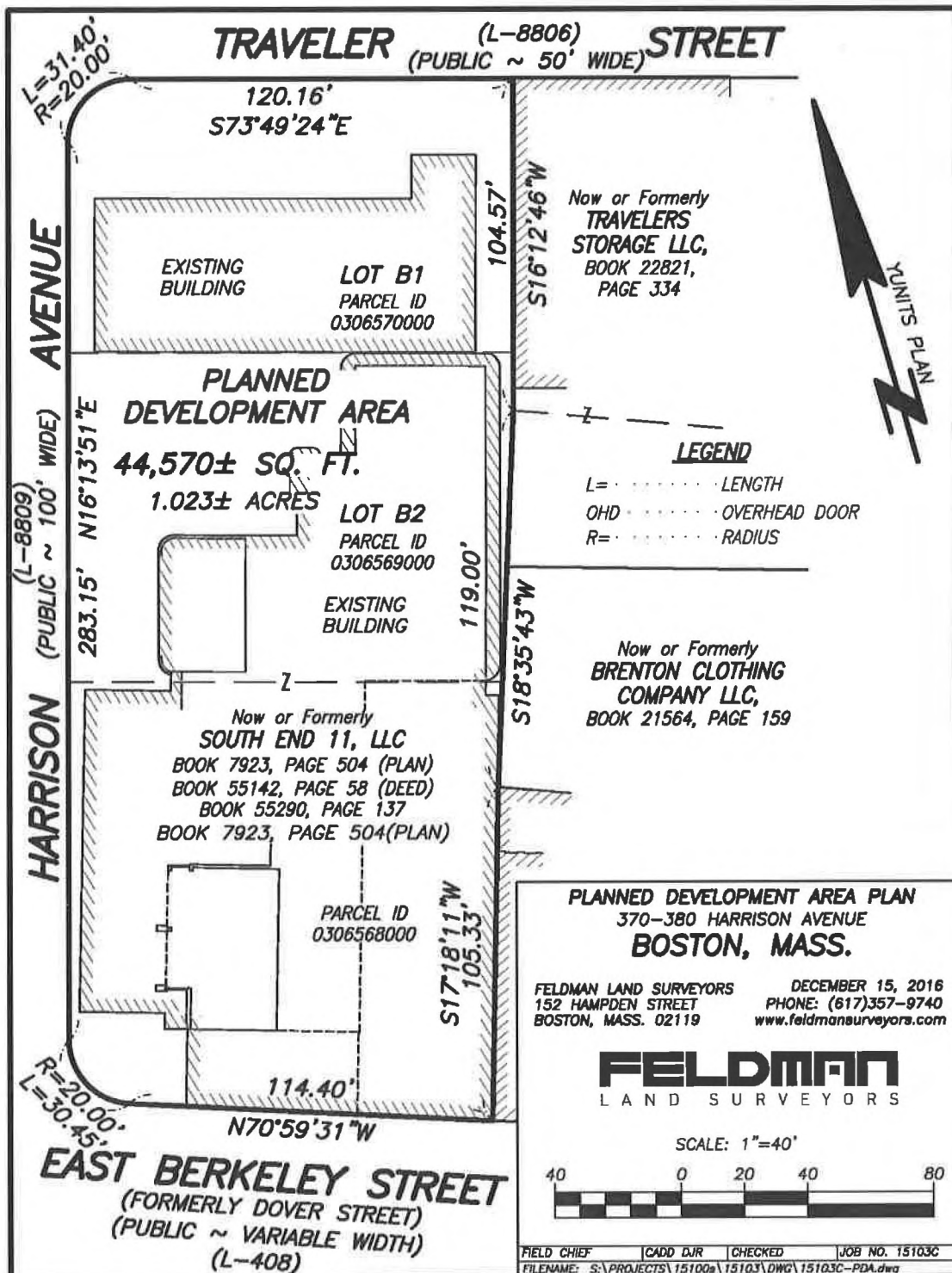


Exhibit B

Legal Description of Planned Development Area

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

Beginning at a point on the northeasterly sideline of East Berkeley Street (formerly known as Dover Street), being the southerly corner of said parcel;

Thence running N 70°59'31" W by the northeasterly sideline of East Berkeley Street, a distance of 114.40 feet to a point of curvature;

Thence along a curve to the right with a radius of 20.00 feet, an arc length of 30.45 feet to a point of tangency;

Thence turning and running N 16°13'51" E, a distance of 283.15 feet to a point of curvature;

Thence along a curve to the right with a radius of 20.00 feet, an arc length of 31.40 feet to a point of tangency, the previous three courses by the southeasterly sideline of Harrison Avenue;

Thence turning and running S 73°49'24" E by the southwesterly sideline of Traveler Street, a distance of 120.16 feet to a point;

Thence turning and running S 16°12'46" W by land now or formerly of Travelers Storage LLC, a distance of 104.57 feet to a point;

Thence turning and running S 18°35'43" W in part by land now or formerly of Travelers Storage LLC and in part by land now or formerly of Brenton Clothing Company LLC, a distance of 119.00 feet to a point;

Thence turning and running S 17°18'11" W by land now or formerly of Brenton Clothing Company LLC, a distance of 105.33 feet to the point of beginning on the northeasterly sideline of East Berkeley Street.

Containing an area of 44,570 square feet, more or less, as shown on a plan entitled "Planned Development Area Plan, 370-380 Harrison Avenue, Boston, Mass." Dated December 15, 2016, by Feldman Land Surveyors.

Exhibit C

Conceptual Plans and Renderings

[See attached]



370-380 HARRISON AVE.
 BOSTON, MA
NOT INTENDED FOR CONSTRUCTION PURPOSES.

VIEW LOOKING EAST FROM TRAVELER STREET
 DECEMBER 16, 2016

RELATED BEAL
 ROBERT A.M. STERN ARCHITECTS
 UTILE ARCHITECTURE & PLANNING
 GROUND INC.

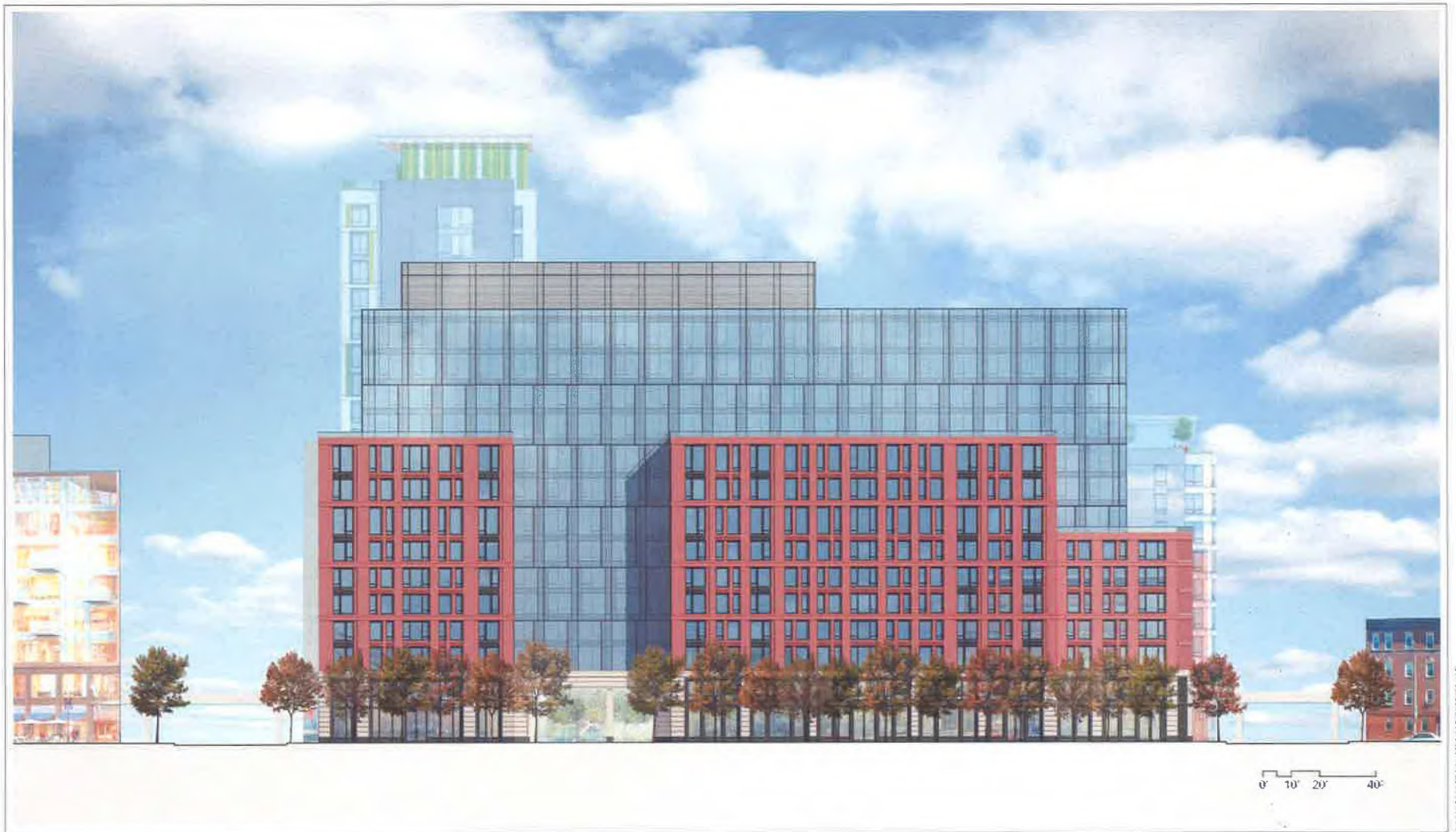
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VIEW LOOKING NORTH UP HARRISON AVE
 DECEMBER 16, 2016

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WEST ELEVATION
 DECEMBER 16, 2016

RELATED REAL
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NORTH ELEVATION DECEMBER 16, 2016

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SOUTH ELEVATION DECEMBER 16, 2016

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EAST ELEVATION
DECEMBER 16, 2016

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GROUND FLOOR PLAN

DECEMBER 16, 2016

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TYPICAL RENTAL FLOOR PLAN DECEMBER 16, 2016

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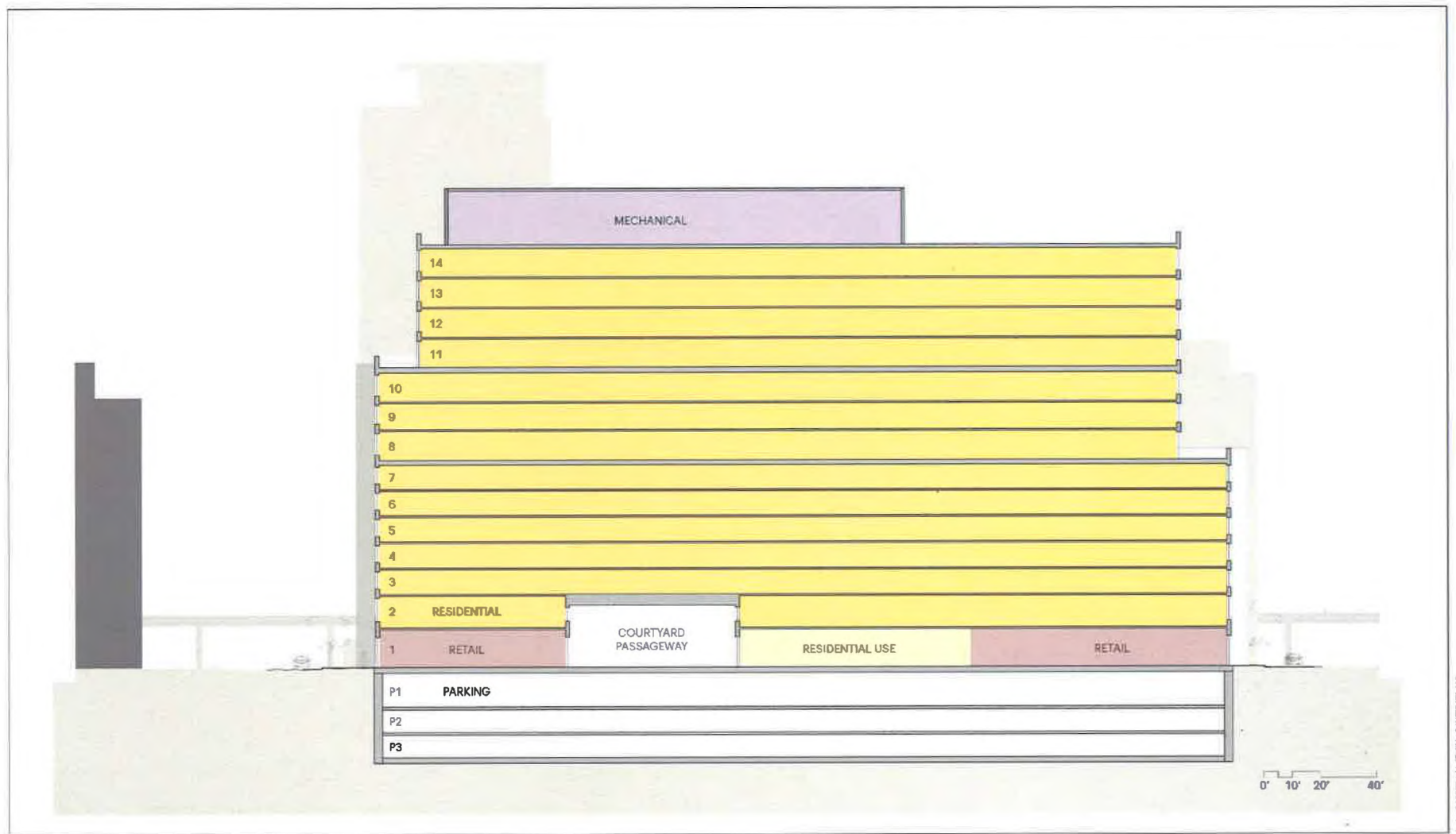


370 - 380 HARRISON AVE
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ROOF PLAN

DECEMBER 16, 2016

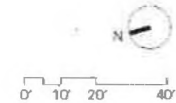
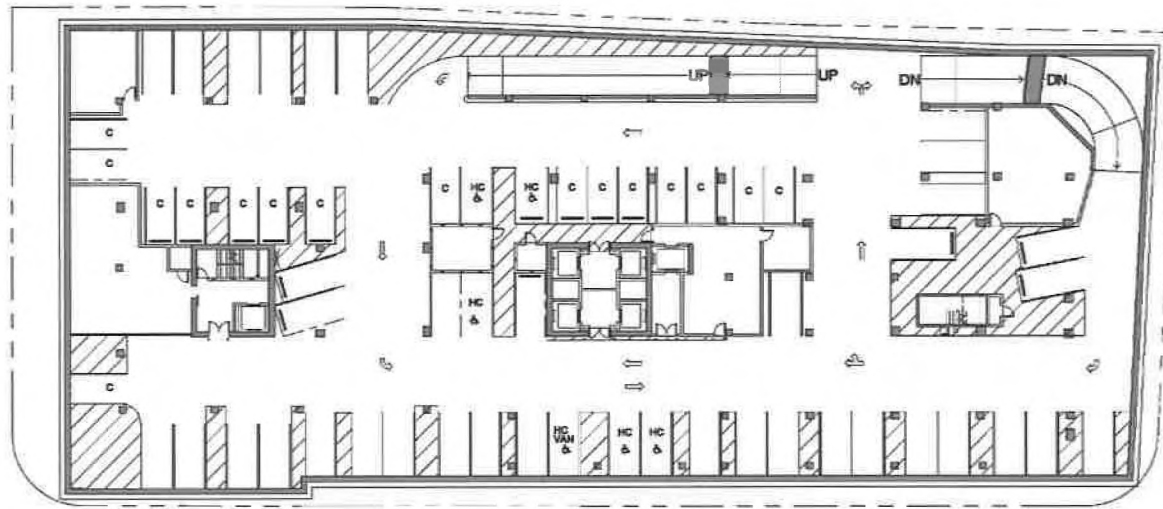
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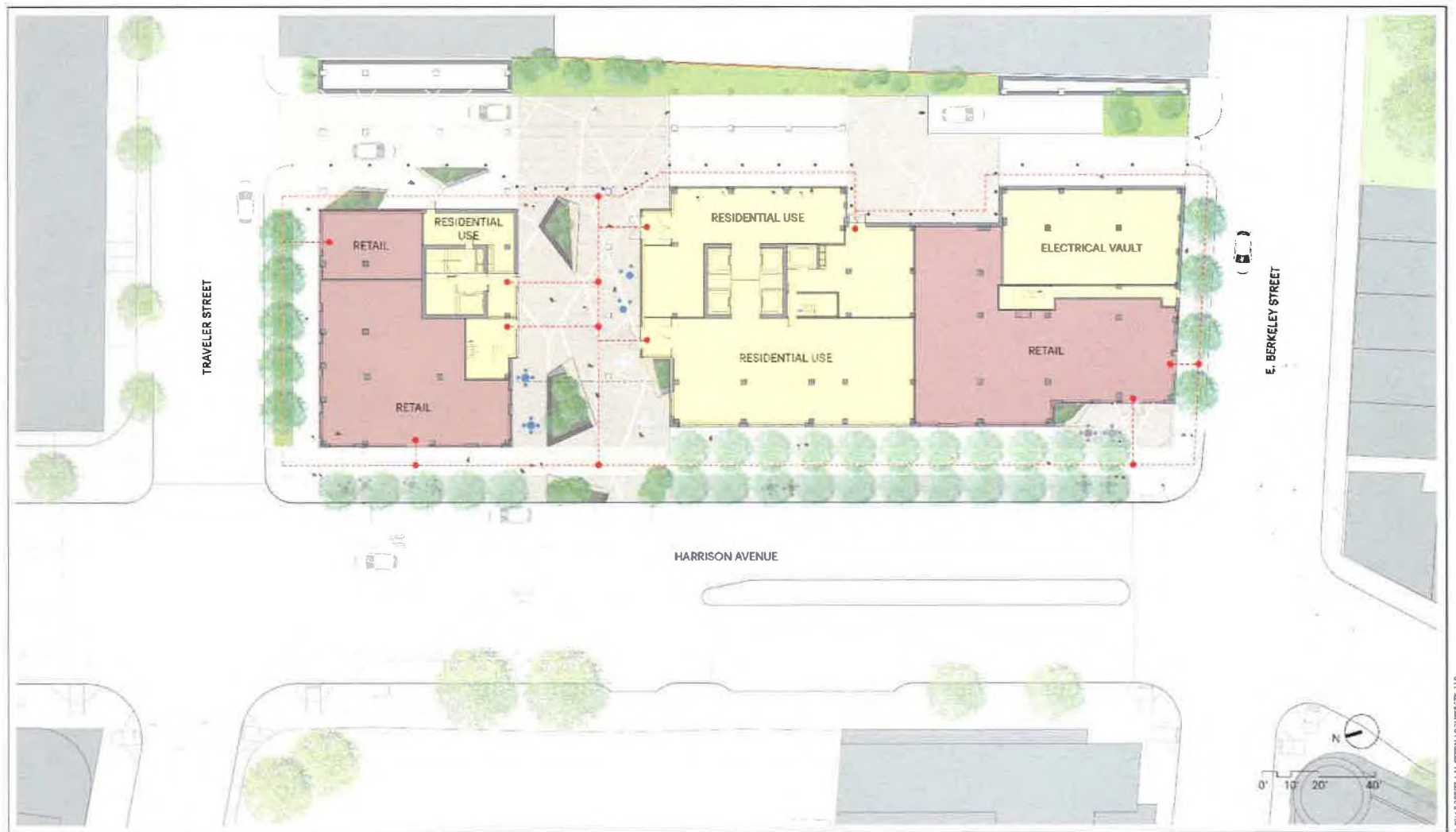


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PAKING LEVEL P1 PLAN DECEMBER 16, 2016

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GROUND FLOOR ACCESSIBILITY PLAN

DECEMBER 16, 2016

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OPEN SPACE PLAN

DECEMBER 16, 2016

RELATED BEAL
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 GROUND INC.

Exhibit D

Allowed Uses for the Proposed Project

For definitions of use categories and certain specific uses used in the below definitions, see Article 2A.

“Residential Uses” shall mean:

- Multifamily Residential;
- Accessory services for residential units;
- Accessory fitness facilities;
- Accessory roof terraces and/or roof decks;
- Accessory swimming pool; and
- Accessory guest suites.

“Retail/Commercial Uses” shall mean:

- Office Uses;
- Retail Uses;
- Banking and Postal Uses;
- Fitness center (including workout classes, spin studio, yoga studio, etc.), health club or gymnasium;
- Entertainment Uses;
- Restaurant Uses; Restaurant Uses with any of the following: dancing, live entertainment, billiards and/or pool facilities, and/or video and/or other electronic or mechanical amusement game machines; Bar; Bar with any of the following: dancing, live entertainment, billiards and/or pool facilities, and/or video and/or other electronic or mechanical amusement game machines; Bakery; place for sale and consumption of food and beverages providing dancing or entertainment or both; take-out restaurant, large or small;
- Service Uses, including but not limited to the following: barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or dry-cleaner; dry cleaning shop; printing and/or photocopying shop; tailor shop; caterer's establishment; photographer's studio; carpenter's shop; electrician's shop; plumber's shop; optometrist's shop; radio, television and other electronic appliances repair shop; or similar use;

- Animal hospital or clinic; pet spa; pet daycare; kennel;
- Day care center; nursery school; kindergarten;
- Art gallery; art use;
- Storage of flammable liquids and gases incidental to a main use;
- Telecommunications equipment and service facility; radio or television studio;
- Accessory automatic teller machine;
- Accessory Outdoor Café; and
- Accessory Outdoor Retail Establishment.

“Existing or Start-up Business or Not-For-Profit Affordable Cultural Uses” shall mean:

- Not-for-profit Affordable Cultural Space as defined in Section 64-41 of the Code; and
- Existing or start-up business, all as determined in consultation with BRA Staff.

“Parking Uses” shall mean:

- Parking Garage;
- Accessory Parking Garage;
- Facilities associated with Parking and Accessory Loading.