

**FIRST AMENDMENT TO DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 70
RESIDENCES AT 399 CONGRESS STREET**

South Boston, Massachusetts

Dated: November 25, 2014

Pursuant to Section 3-1A and Articles 27P, 42E, and 80C of the Boston Zoning Code (the “**Code**”), this amendment constitutes the First Amendment to the Development Plan for Planned Development Area (“**PDA**”) No. 70 (the “**Original Plan**”; this amendment is the “**First Amendment**”).

The Original Plan and the accompanying map amendment were approved by the Boston Redevelopment Authority (the “**BRA**”) on July 16, 2013. On August 14, 2013, the Boston Zoning Commission approved the Original Plan and the accompanying map amendment.

The Original Plan encompasses approximately 1.33 acres in the South Boston section of Boston, as described in Exhibit A to the Original Plan, and as more particularly shown on that certain “ALTA/ASCM Land Title Survey in Boston, Massachusetts,” dated May 22, 2003, revised December 23, 2005, and prepared by Gunther Engineering, Inc., a copy of which is attached to the Original Plan as Exhibit B (the “**Site**”). The Original Plan provides for the construction at the Site of a primarily residential, mixed-use building of approximately 414 units, supported by approximately 144 parking spaces in a below-grade parking garage (the “**Project**”).

Amendments to the Original Plan

This First Amendment as set forth below amends the Original Plan to modify certain of its provisions, including the number of dwelling units in the Project, the number of affordable units and “innovation” residential units, and the development schedule.

Capitalized terms in this First Amendment, unless otherwise defined herein, shall be defined as set forth in the Original Plan.

The Original Plan is hereby amended as follows:

1. In the second paragraph on page 1 of the Original Plan:
 - a) on the second line, deleting the word “developing”.
 - b) on the second line, deleting the word “approximately” and inserting in its place the words “up to”.
 - c) on the third line, deleting the phrase “two levels” and inserting in its place the phrase “a minimum”.

- d) on the fourth line, before the word “smaller”, inserting the phrase “thirty (30)”.
2. In the second full paragraph on page 3 of the Original Plan:
- a) on the sixth line, deleting the phrase “two levels dedicated to approximately sixty (60)” and inserting in its place the phrase “a minimum of thirty (30)”.
3. In the fourth full paragraph on page 3 of the Original Plan:
- a) on the second line, deleting the word “approximately” and inserting in its place the phrase “up to”.
 - b) on the eighth line, deleting the phrase “two levels dedicated to approximately sixty (60)” and inserting in its place the phrase “a minimum of thirty (30)”.
4. In the Section entitled “Public Benefits” on page 6 of the Original Plan:
- a) in the first bulleted paragraph, deleting the word “Complying” and inserting the phrase “Creating new affordable residential units for Boston residents in compliance”.
 - b) in the first bulleted paragraph, deleting the phrase “and exceeding”.
 - c) in the first bulleted paragraph, deleting the phrase “by creating approximately 63 new affordable rental units for Boston residents” and deleting the existing comma after the word “Development”.
 - d) in the second bulleted paragraph, deleting the phrase “approximately 60” and inserting in its place the phrase “a minimum of thirty (30)”.
 - e) in the second bulleted paragraph, deleting the phrase “representing the largest concentration of this important new housing typology within Boston” and deleting the existing comma after the word “Units”.
 - f) in the bulleted paragraph, deleting the word “rental” and inserting in its place the word “residential”.
 - g) in the third bulleted paragraph, deleting the number “30,000” and inserting in its place the number “53,000”.
 - h) in the third bulleted paragraph, deleting the date “2020” and inserting in its place the date “2030”.
5. In the Section entitled “General Design, Environmental Protection, and Safety Standards” on page 7 of the Original Plan:
- a) on the fifth line, after the phrase “set forth in”, inserting the phrase “the Code, including without limitation Code”.
 - b) on the sixth line, after the phrase “42E-20”, deleting the phrase “of the Code”.
6. In the Section entitled “Development Schedule and Phasing of the Project” on page 8 of the Original Plan:

- a) on the second line, deleting the word “fourth” and inserting in its place the word “third”.
- b) on the second line, deleting the date “2013” and inserting in its place the date “2015”.
- c) on the third line, deleting the word “fourth” and inserting in its place the word “third”.
- d) on the second line, deleting the date “2015” and inserting in its place the date “2017”.

Except as the Original Plan is amended by Sections 1 through 6 above of this First Amendment, the Original Plan remains unmodified and in full force and effect.