HOOD PARK AMENDED AND RESTATED MASTER PLAN PLANNED DEVELOPMENT AREA NO. 51 FACT SHEET

PROJECT NAME :	Hood Park
PROJECT SITE:	Approximately 20 acre former Hood Dairy Plant on Rutherford Avenue, Charlestown.
DEVELOPER:	Hood Park LLC, a Massachusetts limited liability company and its successors and assigns
<section-header></section-header>	 Creation of a mixed-use development through the rehabilitation of existing buildings and the construction of new buildings for office, laboratory, research and development, with residential, retail and hotel components to activate the former industrial site. The following outlines the development program for each building included in the PDA Master Plan: 500 Rutherford Avenue – existing office building with approximately 368,750 sf will be retained. 510 Rutherford Avenue – existing office building (and smokestack) with approximately 34,812 sf will be retained. 50 Hood Park Drive – residential building to contain approximately 177 units with 90 parking spaces and ground floor retail space that is currently under construction. 100 Hood Park Drive – garage building for up to 872 parking spaces with approximately 100,700 sf of restaurant, office, laboratory, or services space that is currently under construction. 100 Stack Street – construction of a new 343,800 sf building for office, research and development and laboratory uses with ground floor retail space and parking for 80 vehicles.
	<i>30 Stack Street</i> – construction of a new 157,400 building for office, research and development and laboratory uses with ground floor retail space and parking for 290 vehicles.

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45 Stack Street – construction or installation of 6,050 sf of onestory retail space.

35 Supertest Street – construction of a new 275,950 sf office and residential building (approximately 116 units) with ground floor retail space.

25 Supertest Street – construction of a new 130-room hotel with residential units (approximately 45 units) and parking for 55 vehicles.

15 Supertest Street – construction of 12,000 sf retail space.

The existing building at 570 Rutherford Avenue will be torn down to make way for 30 Stack Street and 35 Supertest Street.

Total build-out of approximately 1,735,745 square feet and parking for approximately 1,465 vehicles.

BENEFITS: Adaptive reuse of an industrial site close to public transportation.

Creation of permanent jobs and needed housing.

Creation of significant landscaping and public open space.

Creation of better connections with the Charlestown neighborhood.

Creation of approximately 4,000 square feet "Kids Lab" community and education space for Charlestown neighborhood children

Housing Linkage:	\$7,737,166.00
Jobs Linkage:	\$1,525,156
Construction Jobs:	3,000
Permanent Jobs:	2,000-3,000

BOSTON REDEVELOPMENT AUTHORITY

AMENDED AND RESTATED MASTER PLAN

for

PLANNED DEVELOPMENT AREA NO. 51

HOOD BUSINESS PARK

_____, 2019

PLANNED DEVELOPMENT AREA AMENDED AND RESTATED MASTER PLAN ("PDA MASTER PLAN"): Pursuant to Article 3, Section 3-1A and Article 80, Section 80C of the Boston Zoning Code (the "Code"), this Amended and Restated PDA Master Plan constitutes a Planned Development Area Master Plan, sets forth a statement of the development concept for the preservation, rehabilitation and redevelopment of an approximately twenty-acre site which is the former Hood Dairy Plant located on the west side of Rutherford Avenue in the Charlestown section of Boston, Suffolk County, Massachusetts (the "Site") within a Special Purpose Overlay District Planned Development Area ("PDA"), including the planning objectives and character of the development, the proposed uses of the area, the range of dimensional requirements contemplated for each of the proposed uses and the proposed phasing of rehabilitation and construction (the "Development").

This PDA Master Plan and amends and restates in its entirety the Master Plan for Planned Development Area No. 51, Hood Business Park, October 12, 2000, approved by the Boston Redevelopment Authority ("Authority") on October 12, 2000, adopted by the Zoning Commission on October 20, 2000, and approved by the Mayor of the City of Boston on October 20, 2000; as amended by First Amendment to the Master Plan for Planned Development Area No. 51, Hood Business Park, May 28, 2008, approved by the Authority on April 29, 2008, adopted by the Zoning Commission on May 28, 2008, and approved by the Mayor of the City of Boston on May 29, 2008; the Second Amendment to Master Plan for Planned Development Area No. 51, Hood Business Park, March 13, 2014, approved by the Authority on March 13, 2014, adopted by the Zoning Commission on April 9, 2014, and approved by the Mayor of the City of Boston on April 16, 2014; the Third Amendment to Master Plan for Planned Development Area No. 51, Hood Business Park, November 17, 2016, approved by the Authority on November 17, 2016, adopted by the Zoning Commission on December 14, 2016, and approved by the Mayor of the City of Boston on December 16, 2016; and Fourth Amendment to Master Plan for Planned Development Area No. 51 Hood Park, March 15, 2018, approved by the Authority on March 15, 2018, adopted by the Zoning Commission on April 11, 2018, and approved by the Mayor of the City of Boston on December 16, 2016 (as amended, the "Original Hood Park Master Plan").

All PDA Development Plans adopted in accordance with the Original Hood Park Master Plan shall continue in full force and effect. For identification purposes, any Development Plan approved in accordance with the Original Hood Park Master Plan is also described herein.

One or more PDA Development Plans for phases of the Development may be submitted to the Authority either simultaneously with or subsequent to the submission of this PDA Master Plan. This PDA Master Plan, without the need for a PDA Development Plan (and incorporating any PDA Development Plan that was approved in accordance with the Original Hood Park Master Plan), governs the continued use of buildings existing on the Site on the date of approval of this PDA Master Plan.

OWNER AND DEVELOPER: The owner and developer of the Site is Hood Park, LLC, a Massachusetts limited liability company (with its successors and assigns, the "Owner" or "Developer").

LOCATION AND DESCRIPTION OF THE SITE: The Site consists of the approximately twenty-acre former Hood Dairy Plant parcel in Charlestown, bounded generally by Interstate Route 93 (I-93) to the west, Rutherford Avenue (Route 99) to the east, Sullivan Square to the North and the Bunker Hill Community College campus to the south. More specifically, the site fronts directly on Rutherford Avenue to the east, and is surrounded by access roads to the north and west. The Site is more particularly bounded and described in Appendix A annexed hereto and incorporated herein by this reference.

The Site lies in the Charlestown Neighborhood District established by Article 62 of the Code, and more particularly within a Local Industrial Subdistrict in which Planned Development Areas are allowed (the "Zoning District").

The Site currently consists of three buildings totaling approximately 454,462 square feet – 500 Rutherford Avenue, 510 Rutherford Avenue and 570 Rutherford Avenue. There are currently two buildings under construction – 50 Hood Park Drive and 100 Hood Park Drive. The approximate sizes and uses of these buildings is set forth in the table below. The Site currently contains approximately 1671 parking spaces, 669 marked surface parking spaces for cars, 912 spaces at 100 Hood Park Drive and 90 spaces in 50 Hood Park Drive, both currently under construction.

Building	Size (sf)	Height(feet)	Primary Use	Parking
Existing Buildings				
500 Rutherford Avenue	368,750	50	Office	
510 Rutherford Avenue	34,812	50	Office	
570 Rutherford Avenue	51,000	50	Office	
50 Hood Park Drive	161,283	75	Residential	90
100 Hood Park Drive	100,700	83	Office/Lab	872

In accordance with the provisions of the Original Master Plan, PDA Development Plans have been approved for:

510 Rutherford Avenue (October 12, 2000)

500 Rutherford Avenue (April 16, 2014)

50 Hood Park Drive (formerly, 480 Rutherford Avenue – November 17, 2016); and 100 Hood Park Drive (March 15, 2018). The information for the buildings approved pursuant to the Original Master Plan are set forth in the table above. No PDA Development Plan has been required for 570 Rutherford Avenue due to the interim nature of the building as further described below.

STATEMENT OF DEVELOPMENT CONCEPT: The development concept for the site is to retain the buildings at 500 Rutherford Avenue and 510 Rutherford Avenue; demolish the building located at 570 Rutherford Avenue; enlarge the building under construction at 100 Hood Park Drive; retain the building currently under construction at 50 Hood Park Drive; and construct new buildings with significant open space and public realm components at 10 Stack Street, 30 Stack Street, 45 Stack Street, 35 Supertest Street, 25 Supertest Street, 15 Supertest Street and Hood Green.

Parking will be provided in the parking garage at 100 Hood Park Drive and within the buildings at 10 Stack Street, 30 Stack Street, 25 Supertest Street, and on-street parking spaces along Stack Street and Supertest Street. The following table shows the proposed Development Concept, including the existing buildings. The Development Concept is also shown on the plans attached hereto as Appendix B (the "Site Master Plan")

Building	Size (sf)	Height(feet)	Primary Use	Parking
Existing Buildings				
500 Rutherford Avenue	368,750	50	Office	
510 Rutherford Avenue	34,812	50	Office	
570 Rutherford Avenue	51,000	50	Office	
50 Hood Park Drive	161,283	75	Residential	90
100 Hood Park Drive	100,700	83	Office/Lab	872
Proposed Buildings				
10 Stack Street	343,800	232	Office/Lab	80
100 Hood Park Drive	155,700	185	Office/Lab	
570 Rutherford Avenue	-51,000			
30 Stack Street	157,400	155	Office/Lab	290
45 Stack Street	6,050	20	Pop-up Retail	
35 Supertest Street	275,950	262.5	Office/Residential	

Table 1-2 Proposed Building Program

25 Supertest Street	122,300	171	Hotel (130 rooms) and Residential (45 units)	55
15 Supertest Street	12,000	20	Retail	
Street Parking Spaces				78
Totals	1,735,745			1,465
Total Lot Area	897,802			
Maximum FAR	1.999			

The Development also includes the creation of a large landscaped plaza at the northeast corner of the Site to be known as Hood Green. Located along the most direct line between Hood Park and the Sullivan Square MBTA Station, Hood Green will be an active park that welcomes the community as well as the residents, guests and employees of the Development. Retail and restaurant spaces are planned for the ground floor of several of the buildings as well as along Stack Street. These structure(s) will visually activate this important site circulation area.

In addition to Hood Green, a small park to be known as Stack Street Park will be constructed along Hood Park Drive adjacent to the building to be constructed at 10 Stack Street and ponds and green space to be known as Powerhouse Park will be constructed at 510 Rutherford Avenue. These park areas will preserve open sky view along Hood Park Drive that will enhance the view from Baldwin Street within the Charlestown neighborhood. As part of the constructed at the entrance to 500 Rutherford Avenue off Hood Park Drive. In total, ample landscaping will be provided throughout the Site and along Rutherford Avenue. More specifically, the following landscape improvements are contemplated:

A landscaped street edge along Rutherford Avenue, Hood Park Drive, Stack Street and Supertest Street with improved circulation areas along Hood Park Drive to serve 500 Rutherford Avenue;

Landscape screening will be provided to create visual buffers for the interior loading areas;

Construction of Stack Street Park as an open space adjacent to 10 Stack Street along Hood Park Drive;

Construction of Powerhouse Park which will include a two-level pond at the base of the existing smokestack as well as a garden passage between 500 and 510 Rutherford Avenue. The pond will serve storm water management purposes and will activate the pedestrian level with active water's edge uses. The pond will further the visual viewscape along the northern edge of Hood Park Drive.

Pedestrian pathways will be organized through a series of open spaces focused along the edge of Stack Street. The streetscape will be strongly pedestrian with street furniture, lighting and a combination of soft and hardscape areas;

A bicycle and pedestrian pathway will be created parallel to D Street and the Massport railroad tracks at the edge of Hood Green and for the entire length of the northern property boundary. The pedestrian and bicycle path will connect the proposed new Rutherford Avenue community bike and walking paths being created as part of the modified Rutherford/Sullivan corridor to Spice Street and the proposed connection to the MBTA Sullivan Square station, as well as to future opportunities to make pedestrian and bicycle connections to the west of Hood Park;

Street trees will be provided along the fronts of the Proposed Projects; and

Parallel parking will be worked into the urban character of the streetscape and neck downs with traffic calming methods will be included to slow traffic within the Development.

PLANNING OBJECTIVES AND CHARACTER OF DEVELOPMENT: The planning objectives for the development of the Site are (i) to create an appropriately scaled mixed-use commercial and residential environment which meets the evolving needs of the Boston economy while preserving the essential character of the historic industrial buildings on the Site; (ii) to provide sufficient on-site and structured parking suitable for the needs of the Development; (iii) to provide for incidental, accessory, ancillary and auxiliary uses necessary and/or convenient to the principal uses on the Site; and (iv) to create a pedestrian friendly environment both within the Site and along its public edges. This PDA Master Plan allows for the retention and/or creation of the physical facilities to fulfill these planning objectives. Such objectives will enhance and improve the industrial neighborhood in which the Site lies, and improve the Site as a neighbor to the residential neighborhood on the east side of Rutherford Avenue.

These objectives will be met by incorporation of the following principles in the design of the Development:

Respect the 75-foot height limit established by Article 62 of the Code for all buildings having frontage on Rutherford Avenue, confining the zone of taller buildings to the rearmost (westerly) portion of the Site;

Strike the right balance between a degree of consistency in the physical characteristics of scale, materials and massing, necessary for the creation of a coherent neighborhood, while introducing variations in height, massing and surface treatment.

Create a street pattern that will serve the immediate development, and also be sustainable as part of the City's street grid over time. All streets will be designed to comply with the

City of Boston 2018 Complete Streets requirements and guidelines. In this regard, design buildings abutting the new roadways within the site to serve as true neighborhood streets.

The planning objectives of the Development are consistent with the criteria specified in Article 62, Section 62-23 of the Code for the approval of planned development areas in the Zoning District. These include the "diversification and expansion of Charlestown's economy and job opportunities through economic activity, such as private investment in commercial uses, or research and development," as well as "improvements to the urban design characteristics and aesthetic character of the development site and its surroundings and the…creation of new open space."

PROPOSED USES OF THE SITE: In accordance with Article 80, Section 80C of the Code, the uses of the Site may include the allowed and conditional uses set forth in Article 62 of the Code including, without limitation, the uses described on Appendix C, described by reference to the definitions set forth in Article 2A of the Code as in effect on the date of approval of this PDA Master Plan, except as otherwise noted, all of which uses, notwithstanding any classification to the contrary in Article 62 of the Code, are expressly allowed within the Site. A description of the major use components is set forth below:

Office Use

Research and Development Uses

Laboratory Uses

Light Industrial Uses

Local and General Retail Business

Restaurant Uses (including take out- large and small)

Residential Uses

Hotel Uses

Service Uses

Vehicular Uses, limited to parking garage, parking lot, accessory car wash/cleaning within a parking garage, rental agency for cars

Warehousing

Accessory and Ancillary Uses, which shall not be subject to Article 10 of the Code including, without limitation, the following:

Accessory Keeping of Laboratory Animals Accessory Parking Accessory Cafeteria Accessory Outdoor Cafe Accessory Storage of flammable liquids and gases, both small and large

In addition to the foregoing, the following uses and activities, defined in Article 86 of the Code, shall be permitted:

The smokestack of The Power House may be used as an Equipment Mounting Structure.

Wireless Communication Equipment, including without limitation Equipment Mounting Structures, may be installed on any or all of the buildings in the Development.

RANGE OF DIMENSIONAL REQUIREMENTS: Under Article 62 of the Code as now in effect, the only dimensional regulations applicable to the Site are a height limit of 45 feet - which may increase to 75 feet or 275 feet in a PDA (depending on the distances from Rutherford Avenue and Cambridge Street) – and a maximum floor area ratio ("FAR") of 2.0. In accordance with the provisions of Sections 80C-3 and 80C-9 of the Code, the Development shall be subject to only the following dimensional requirements, which shall supercede any other provisions of the Code which are at variance with such dimensional requirements.

Dimensional Category	Applicable Limit or Requirement
Maximum Floor Area Ratio	2.01
Maximum Building Height ²	75 feet/275 feet ³
Minimum Lot Size	None
Minimum Lot Width	None

¹ The FAR limitation shall be calculated for the entire Site, without regard to any parcelization or the division of the Site into separate Lots (whether by subdivision, conveyance, or ground lease) for the purpose of the separate ownership and/or financing of one or more phases of the Development.

FAR shall be calculated by excluding the floor area of all garages.

² Building Height shall be as defined in Article 2A of the Code as in effect on the date of approval of this PDA Master Plan.

³ The 275-foot height limit shall apply only to the that portion of the Site lying to the west of a line drawn parallel to and 300 feet west of the easterly property line of the Site and to the south of a line drawn parallel to and 400 feet south of the southerly sideline of Cambridge Street. Notwithstanding the height limit of 75 feet and 275 feet, the last habitable floor shall not exceed a Building Height of 60 feet and 250 feet, respectively.

Minimum Lot Frontage	None
Minimum Front Yard	None
Minimum Side Yard	None
Minimum Rear Yard	None

Each PDA Development Plan submitted under this PDA Master Plan shall provide an analysis of the floor area on the Site, including all previously completed and then proposed Proposed Projects, and shall indicate the resulting FAR.

PROPOSED PHASING OF CONSTRUCTION: This PDA Master Plan contemplates that the Development will occur in multiple phases. The PDA Master plan allows for the creation of separate parcels or lots on the Site in order to accommodate separate ownership and financing of the various buildings on the Site. The timing and sequence of construction of the various phases of the Development will be determined by the combination of two factors: market demand, and availability of portions of the Site based upon termination of existing lease encumbrances ("Phasing Factors").

With the exception of the buildings existing and under construction described above (500 Rutherford Ave., 510 Rutherford Avenue, 50 Hood Park Drive, 100 Hood Park Drive), and 570 Rutherford Avenue (as discussed below), each of the buildings collectively comprising the Development contemplated in this PDA Master Plan (each a "Proposed Project") will be subject to separate PDA Development Plans submitted to the Authority for approval in full compliance with Article 80 of the Code. It is contemplated that such Proposed Projects may be separately owned or leased for development or operation, and this may necessitate the establishment of separate zoning parcels or "lots," one or more of which may be governed by a separate PDA Development Plan.

The following are the Proposed Projects, each of which is shown on the Site Master Plan:

Reuse/Rehabilitation Components:

570 Rutherford Avenue, the "Cooler Building." (Phase One, Year Complete 2001⁴) The Development initially proposes the retention of this building, reusing the existing facilities to the maximum extent feasible, coupled with interior tenant improvements. The continued use of this building, anticipated for approximately 5 years, is planned while 10 Stack Street and other buildings within the Development are constructed. No major renovations are proposed for the Cooler Building and renovations undertaken under the Original Master Plan have been completed in order to allow the interim re-use of the Cooler Building. This PDA Master Plan, without the need for any PDA Development Plan authorizes the reuse of the existing building.

⁴ Portions of the Development identified to a particular phase may be undertaken in any order within such phase, or may be advanced or delayed to a different phase based on Phasing Factors.

Any exterior modifications to the Cooler Building shall be subject to ongoing design review in accordance with the Authority's Development Review Procedures, dated 2006. However, if significant architectural alteration of the Cooler Building materially different in character or degree from the existing building is proposed, a separate PDA Development Plan will be required.

510 Rutherford Avenue, "The Power House." (Completed 2001⁴) The Power House building was rehabilitated and enlarged pursuant to a PDA Development Plan dated October 12, 2000. No further enlargements of the building and the smokestack are contemplated in this PDA Master Plan. Improved landscaping, including the construction of a two-level pond is anticipated to be completed in Phase IIA.

500 Rutherford Avenue. (Completed 2015⁴) The 500 Rutherford Avenue building was renovated and expanded pursuant to a PDA Development Plan dated April 16, 2014. No further enlargements of this building are contemplated in this PDA Master Plan. Improved vehicular and pedestrian access off Hood Park Drive is proposed and anticipated to be completed in Phase IIA.

50 Hood Park Drive (Currently under construction⁴) The 50 Hood Park Drive building is currently under construction and will contain up to 177 residential units with 90 parking spaces, 170 bike spaces, and ground floor retail space along Rutherford Avenue, all pursuant to an Amended and Restated PDA Development Plan dated November 17, 2016. No further enlargements of this building are contemplated in this PDA Master Plan.

100 Hood Park Drive (Currently under construction⁴) The 100 Hood Park Drive building is currently under construction and will contain up to 872 parking spaces with up to 100,700 square feet of restaurant, office or laboratory space pursuant to a PDA Development Plan dated March 15, 2018. This PDA Master Plan contemplates (i) a change to the ground floor from parking to approximately 25,000 square feet of space for interior use, and (ii) the addition of an approximately 150,000 square foot structure atop the garage for office and laboratory uses as further described below.

New Construction Components include the following new buildings, together with garage parking facilities to meet the needs of the Development, in addition to the enlargement of 100 Hood Park Drive described above.

10 Stack Street. (Phase IIA, Year Complete 2020⁴) The construction of a new 365,000 square foot building not exceeding a height of 235 feet including mechanical penthouses, together with a parking for approximately 150 vehicles for predominantly office, research and development and laboratory uses.

100 Hood Park Drive Addition (Phase IIB, Year Complete 2022⁴) The construction of an approximately 150,000 square foot addition atop the parking garage structure currently under construction at 100 Hood Park Drive (described above) for predominantly office, research and

development and laboratory uses. The height including mechanical penthouses will not exceed 190 feet.

30 Stack Street. (Phase IIB, Year Complete 2025⁴) The construction of a new 135,000 square foot building not exceeding a height of 145 feet including mechanical penthouses with parking for up to 285 vehicles for predominantly office, research and development and laboratory uses.

45 Stack Street. (Phase III, Year Complete 2027-2030⁴) The construction of a new approximately 6,050 one-story structure or series of one-story structures for predominantly retail or restaurant uses. The height will not exceed approximately 25 feet.

35 Supertest Street. (Phase III, Year Complete 2027-2030⁴) The construction of a new approximately 276,000 square foot building not exceeding a height of 275 feet including mechanical penthouses (with the height of the last habitable floor not exceeding a height of 250 feet) for mixed uses including office, laboratory and residential uses.

25 Supertest Street. (Phase III, Year Complete 2027-2030⁴) The construction of a new approximately 125,000 square foot building not exceeding a height of 171 feet including mechanical penthouses for hotel (approximately 130 rooms) and residential (approximately 45 units) uses with parking for approximately 55 vehicles.

15 Supertest Street. (Phase III, Year Complete 2027⁴) The construction of approximately 12,000 square feet of retail space fronting on Rutherford Avenue with a height of approximately 20 feet. Hood Green (described below) will extend on top of this structure.

Landscape Components:

Improved landscape components will be included in the Development and will phased to correspond to the development schedule outlined above for the proposed phasing of construction (the "Landscape Phase"). The phasing of the landscape components is shown on the plan attached hereto as Appendix D. The major landscape component of the Project will be Hood Green containing approximately 50,000 square foot located at the end of Spice Street extending from Rutherford Avenue (and sloping from atop the single story retail space at 15 Supertest Street described above). Stack Street Park adjacent to 10 Stack Street (described above) will be constructed at the same time as 10 Stack Street is constructed. In addition and also at the same time, Powerhouse Park at 510 Rutherford Avenue will be constructed. As Hood Park Drive, Stack Street, Supertest Street and Half Pint Way are constructed and completed, the streetscape improvements will include pedestrian sidewalks and paths, bike lanes, street trees and other plantings and street furniture.

General Provisions Concerning Phasing:

Understanding that changes in the size, location and configuration of Proposed Projects are likely as further planning and design of the Development occurs, which changes will be reflected in PDA Development Plans submitted and approved for Proposed Projects, this PDA Master Plan shall be deemed amended, without need for further documentation, to conform to the more refined planning and design, and to the actually phasing, reflected in PDA Development Plans for portions of the Site approved from time to time by the Authority and the Boston Zoning Commission in accordance with Article 80.

Nothing in this PDA Master Plan shall be construed as an undertaking by the Developer to construct or complete the Development or any one or more of the Proposed Projects.

Notwithstanding the fact that (i) the Development and each of the Proposed Projects are described in this PDA Master Plan and in the Article 80B Documents (as hereinafter defined), each of which describe the construction and use of the Proposed Projects, and the mitigation of the impacts from such construction and use; and (ii) the construction and operation of the Proposed Projects are authorized under the Code pursuant to this PDA Master Plan and the Article 80B Documents, if and to the extent that a Proposed Project is undertaken pursuant to an approved PDA Development Plan, the sole obligation of the Developer under any such PDA Development Plan, is to adhere to the provisions of such Development Plan and the Article 80B Documents applicable to such Proposed Project. Without limiting the generality of the foregoing, upon approval of a PDA Development Plan for a Proposed Project, the Developer thereunder shall not be chargeable with any omission, commission, default or delay by any other person, including without limitation any other person or entity named as the Developer or developer of a particular project, development participant, or assignee or affiliate of Owner, or of any other Proposed Project, in the implementation of this PDA Master Plan, or any other approved Development Plan, or the undertakings of the Article 80B Documents with respect to any other Proposed Project or any other portion of the Development. This provision to make the undertakings with respect to each Proposed Project severable is included in order to facilitate the separate ownership and/or financing of portions of the Development without concern for any socalled cross-default or zoning non-compliance attributable to the acts of others.

The issuance of any permit for the development or construction of any Proposed Project in accordance with this PDA Master Plan, or any PDA Development Plan previously approved or approved simultaneously with or subsequent to this PDA Master Plan, as the same may be amended from time to time, shall be deemed to be the issuance of a permit for the entire Development for the purpose of applying Section 5 of Chapter 665 of the Acts of 1956 as amended from time to time. Without limiting the foregoing sentence, the proviso of Section 5 that construction work under the permit proceed continuously to completion shall be deemed satisfied so long as construction on the Development proceeds generally in accordance with the development schedule set forth in this PDA Master Plan.

PROPOSED VEHICULAR AND PEDESTRIAN TRAFFIC CIRCULATION:

Traffic Circulation:

Currently, the Site has three driveways. Two are located on Rutherford Avenue. The third is located on the northwestern corner of the Site adjacent to the railroad serving the Mystic River Seaport at Charlestown. This driveway primarily serves traffic coming from or heading toward Spice Street.

The Site is located on the west side of Rutherford Avenue (Route 99) and just east of Interstate Route 93 (I-93), which runs parallel to Route 99. The Route 99 underpass is adjacent to the Site, with two travel lanes in each direction. The I-93 overpass adjacent to the Site connects Charlestown with I-93 North, with two travel lanes in each direction. Rutherford Avenue itself near the Site is divided into a one-way pair by the Route 99 underpass and I-93 overpass.

The Site can be directly accessed by entering traffic from the I-93 overpass and Rutherford Avenue. Traffic from the Route 99 underpass, however, cannot access the Site directly. Traffic leaving the Site toward the north has to use Rutherford Avenue southbound and then turn back at the Gilmore Bridge/Austin Street to access either the I-93 overpass or the Route 99 underpass.

A portion of the traffic to the Site can also use Spice Street via Cambridge Street which has two travel lanes in each direction. Spice Street has one travel lane in each direction with parking on both sides of the street. Improvements underway for Spice Street include a new intersection that will allow traffic leaving the Site to cross Cambridge Street and proceed directly to the north bypassing the Sullivan Square Rotary.

Under plans for the Development, all of these curb cuts will continue to serve the Site. It is contemplated that the curb cut at the northwestern corner of the Site will be relocated when 570 Rutherford Avenue is demolished to make way for the buildings at 30 Stack Street and 35 Supertest Street to allow for more direct vehicular and pedestrian access to and egress from the Site leading to Spice Street. The Developer will work with Massport and any other applicable agencies having control over the rail lines regarding the relocation of this curb cut and crossing.

The Developer will construct Hood Park Drive, Half Pint Way, Stack Street and Supertest Street as part of the Development. The streets will be completed in conjunction with the phasing of the Proposed Projects described above. The streets will be private ways open to public travel with sidewalks and other improvements and will be designed to comply with the City of Boston 2018 Complete Streets requirements and guidelines. Phase III of the Development will be sequenced to coincide with the planned improvements to Rutherford Avenue currently under planning and review by the City of Boston and the Boston Transportation Department ("BTD").

It is proposed that both a temporary and permanent addition of a signalized pedestrian crossing be created, at grade, between Hood Park Drive and Baldwin Street to encourage pedestrian and bicycle connectivity between Hood Park and the Charlestown neighborhood and Main Street area. As a temporary condition, prior to the City of Boston BTD constructing the permanent modifications at Rutherford Avenue currently proposed, the Developer would install a fully handicapped accessible crosswalk, with push-button control signals to manage vehicular traffic crossing, between the existing sidewalks on the east and west sides of Rutherford Avenue and the median strip, immediately north of the opening to the below grade tunnel. This signalized crosswalk would remain in place until the permanent reconfiguration of Rutherford Avenue allows for the installation of a fully signalized traffic light, crosswalk, and turn lanes at the intersection of Hood Park Drive and Rutherford Avenue, in accordance with the currently proposed BTD plan for modifications of Rutherford Avenue and Sullivan Square. This proposed new traffic light will be installed at the intersection of Rutherford Avenue and Hood Park Drive and will allow traffic to turn and travel north along Rutherford Avenue as part of the Rutherford Avenue improvements contemplated by the City of Boston. The Developer will work the City, BTD, and other applicable agencies in coordinating the plans for the Development with the planned improvements to Rutherford Avenue.

Pedestrian Circulation:

The major pedestrian route to the Site is the sidewalk on the westerly side of Rutherford Avenue. Within the Site, sidewalks will be included in front of each of the Proposed Projects. Arcades may be incorporated at the base of the Proposed Projects bordering the landscaped plaza in the interior of the Site which will enhance the pedestrian environment. As shown on the Site Master Plan, all streets will provide pedestrian paths to facilitate pedestrian circulation within the Site. As set forth above, the Developer is also proposing to install a temporary pedestrian and bicycle crossing across Rutherford Avenue until such time as the reconstruction of Rutherford Avenue is undertaken by BTD and the City of Boston. A bicycle and pedestrian pathway will also be created parallel to D Street and the Massport railroad tracks at the edge of Hood Green and for the entire length of the northern property boundary. The pedestrian and bicycle path will connect the proposed new Rutherford Avenue community bike and walking paths being created as part of the modified Rutherford/Sullivan corridor to Spice Street and the proposed connection to the MBTA Sullivan Square station, as well as to future opportunities to make pedestrian and bicycle connections to the west of Hood Park.

PARKING AND LOADING FACILITIES:

Parking Facilities:

Pursuant to Article 62, Section 62-29 of the Code, because the Development is subject to and has been reviewed under Article 80, Section 80B, Large Project Review, of the Code, the provisions of Table E of Article 62 are not applicable to the Development. In lieu of conformity with the off-street parking requirements of said Table E, parking will be provided for the Development at a ratio of approximately .85 spaces per 1,000 square of floor area. Applying this ratio to the approximately 1,785,804 square feet of floor area in the full build-out of the Development, a total of approximately 1,475 spaces would be required. The Development proposes to provide parking for approximately 1,465 vehicles, approximately 1,387 in parking garages and an additional approximately 78 surface parking spaces. Such required parking spaces need not comply with any parking stall or maneuvering aisle dimensional requirements of the Code. Parking spaces will be provided in the ratio of .85 per 1,000 square feet of floor area as each of the Proposed Projects proceeds. Prior to the completion of the Development, but subject to completion of the Landscape Phases associated with the respective Proposed Projects, the required parking spaces may provided be in any combination of surface parking areas and parking garages. Each PDA Development Plan submitted by the Developer shall provide an analysis of the required parking spaces for all previously completed and then proposed Proposed Projects, and shall indicate the locations of sufficient parking spaces to meet the parking ratio.

Loading Facilities:

All existing loading facilities on the Site serving existing buildings may continue to be accessed and used for such purposes. Without limiting the generality of the foregoing, the landscaped area along Stack Street and Supertest Street to be included in the Development may be designed and constructed in such a manner as to continue to provide access to certain of the off-street loading facilities of the 500 Rutherford Avenue building.

Pursuant to Article 62, Section 62-29 of the Code, because the Development is subject to and has been reviewed under Article 80, Section 80B, Large Project Review, of the Code, the provisions of Table F of Article 62 are not applicable to the Development. In lieu of conformity with the off-street loading requirements of said Table F, loading facilities will be provided for Proposed Projects in accordance with the definitive plans for such Proposed Projects as approved in the respective PDA Development Plans.

ACCESS TO PUBLIC TRANSPORTATION: The Site is located within convenient distance of the MBTA public transportation system. The Orange Line Sullivan Station is located to the north, at a 5-10 minutes walking distance from the Site. Sullivan Station is also a major MBTA bus hub. Eleven bus routes go through the station, including bus routes #86, # 89, #90, #91, #92, #93, #95, #101, # 104, #105 and # 109. However, these buses do not stop on Rutherford Avenue in front of the Site. The following table illustrates both MBTA subway and bus service in the area:

Subway/ Bus Route	Origin-Destination	Rush Hour Headway (Min.)	
Orange Line	Oak Grove-Forest Hills	5	
#86	Sullivan-Cleveland Circle	20	
#89	Sullivan-Clarendon Hill	10	
#90	Davis Square-Wellington	35	
#91	Sullivan-Central Square, Cambridge	25	
#92	Assembly Square Mall-Downtown	13	
#93	Sullivan-Downtown	7	

#95	Sullivan-West Bedford	1 5
#101	Sullivan-Malden Station via Salem Street	12
#104	Sullivan-Malden Station via Ferry Street	15
#105	Sullivan-Malden Station via Faulkner Street	30
#109	Sullivan-Linden Square	15

ARTICLE 80B, LARGE PROJECT REVIEW: The undertaking of the Development (including without limitation each of the Proposed Projects) has been subject to Large Project Review by the Authority. In accordance with the requirements set forth in Section 80B, in connection with the Original Hood Park Master Plan, the Developer filed a Project Notification Form dated April 18, 2000 (the "PNF") and a supplementary Response to Comments document dated June 27, 2000 (the "Response") for which the Authority issued its Scoping Determination waiving further review of the project as described in the PNF for the Original Hood Park Master Plan. In connection with this PDA Master Plan, the Developer filed a Notice of Project Change dated September 14, 2018. A Supplemental Information filing was made on November 21, 2018. On _______, the Director of the Authority issued his determination waiving further review of the Development as reflected in the Notice of Project Change (and the Supplemental Information filing) under Article 80, Section 80A of the Code (the "Determination," and together with the NPC, the "Article 80B Documents")

PUBLIC BENEFITS: The Development will provide substantial public benefits to the City of Boston and the surrounding neighborhood. These benefits will include:

Adaptive Reuse of an Industrial Site. The Development continues the transformation of the former Hood Dairy plant from an obsolete industrial plant to a state-of-the-art mixed use development. This PDA Master Plan contemplates the preservation and renovation of the sturdy and utilitarian industrial buildings on the Site to accommodate the growing space demands for office and high technology space as well as introducing residential and hotel uses to create a truly mixed use neighborhood. The Development will not only provide urban design elements that will animate the streetscape, but it will also bring the following improvements to the neighborhood:

Through the rehabilitation of the existing buildings along Rutherford Avenue, and the construction of three new buildings on the Site, the Development will further animate this stretch of Rutherford Avenue, which is currently dominated by large gaps between buildings and unscreened parking areas.

The significant landscaping program will provide the neighborhood a new landscaped open space, a buffer around the Site, and a natural screen for the parking areas.

The landscaping program will improve the water quality and runoff in and around the Site by replacing the current expanses of asphalt on the Site with new pervious areas.

The proposed uses of the Development will result in a reduction in traffic impacts (i.e. noise, road infrastructure damages, air quality) by the elimination of uses relying upon trucks and other heavy vehicles that currently service the Site.

The taller buildings to the rear of the Site will provide a visual screen of the heavy industrial activities to the west and of portions of the elevated deck of Interstate Route 93.

The Development will be a catalyst for greater public investment in the maintenance and upgrading of the local infrastructure (street cleaning, sidewalk and road re-pavement, among other improvements).

Creation of Charlestown neighborhood education and community center space of up to 4,000 square feet to be known as Kids Lab for educational, arts, science, music and other children's programming designed for children from age 3 to teenage years. Construction and fit-out to be paid by the Developer with a contribution towards operational costs. To be located at 50 Hood Park Drive.

Linkage Payments. In accordance with Section 80B-7 of Article 80 of the Code, the Development is a Development Impact Project and will make a housing contribution grant to the Neighborhood Housing Trust and a jobs contribution grant to the Neighborhood Jobs Trust. These contributions will total approximately \$7,737,166.00 in housing linkage and \$1,525,156.00 in jobs linkage. This estimate is based upon the estimated floor area of all of the Proposed Projects (excluding the existing buildings at 500, 510 and 570 Rutherford Avenue and the buildings under construction at 50 and 100 Hood Park Drive). It is contemplated that a credit in the amount of 88,471 square feet will be taken for the 10 Stack Street Proposed Project (completion of 100,000 square foot exemption allowed under Section 80B-7 of the Code) and no further credits are contemplated for the remaining new construction described in this PDA Master Plan. Linkage will be payable for each Proposed Project upon issuance of the building permits for each such Proposed Project.

Construction Employment. Construction of the Development will create approximately 3,000 construction jobs over the course of construction of all phases. Pursuant to a Boston Residents Construction Employment Plan, the Developer will agree to make good-faith efforts to have at least 50% of the total employee work hours be by Boston residents, at least 25% of total employee work hours be by minorities and at least 10% of the total employee work hours be by women.

Permanent Employment. The Development will result in approximately 2,000 to 3,000 jobs, inclusive of the current number of employees on the Site.

Redirected Growth. The Development will enhance a commercial sub-center of Boston,

helping to disperse and decongest the commercial density of the downtown area, while still adding needed office and research and development space to the City's building stock.

LIST OF APPENDICES

AMENDED AND RESTATED MASTER PLAN

for

PLANNED DEVELOPMENT AREA NO. 51

HOOD BUSINESS PARK

Appendix A Description of the Site

Appendix B Site Master Plan

Appendix C List of Uses for Development

Appendix D Landscape Development Phases Plan

Appendix A

SITE DESCRIPTION

A certain parcel of land being shown as Lot B on a plan entitled "Plan of Land in Boston, Mass.", dated June 7, 1982 by Dana F. Perkins and Assoc., Inc., Civil Engineers and Surveyors, recorded with Suffolk County Registry of Deeds, Book 9971, Page 454, bounded and described as follows:

Beginning at a point on the westerly sideline of Rutherford Avenue, thence running

S 23° 50' 38" E by said Rutherford Avenue, 1143.99 feet to a point at land of now or formerly of David Nassif; Trustee; thence turning and running

S 47° 49' 22" W by said land of Nassif, Trustee and by land now or formerly of W.W.F. Paper Corp., 716.04 feet to a point at land now or formerly of Boston and Maine Corporation ("B & M"), thence turning and running

N 26° 16' 38" W by said land of B & M, 84.52 feet to a point; thence turning and running

N 35° 33' 36" W still by said land of B & M, 134.90 feet to a point; thence turning and running

N 30° 10' 18" W still by said land of B & M, 519.55 feet to a point; thence turning and running

N 26° 23' 18" W still by said land of B & M, 51.62 feet to a point; thence turning and running

N 30° 32' 31" W by said land of B & M, 344.11 feet to a point; thence turning and running

N 49° 53' 49" E still by said land of B & M, 94.19 feet to a point; thence turning and running

N 45° 39' 59" E still by said land of B & M, 170.84 feet to a point; thence turning and running

N 49° 55' 29" E still by said land of B & M, 322.29 feet to a point; thence turning and running

N 51° 14' 19" E still by said land of B & M, 259.17 feet to a point of beginning.

Containing 19.92 +/-acres according to such plan.

Included within the bounds of said Lot B is registered land shown on Land Court Plan No. 12912A, dated April 20, 1928, a copy of which is filed with the Suffolk County Registry District of the Land Court with Certificate of Title No. 24288.

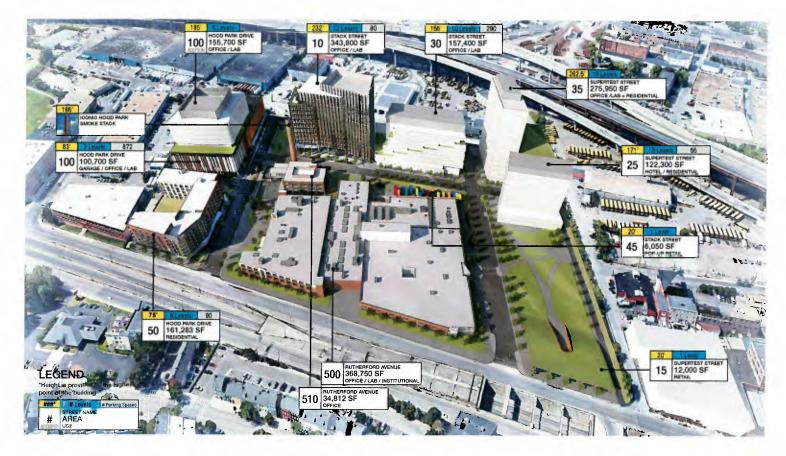
There is appurtenant to said Lot B all rights and easements as may exist of record, insofar as the same are now in force and applicable to be exercised in common with all others lawfully entitled thereto, including, without limitation, those rights and easements set forth or referred to in the following deeds: Deed from Boston and Maine Railroad to H.P. Hood & Sons, Inc., dated July 21, 1960, recorded with Suffolk County Registry of Deeds, Book 7493, Page 233; Deed from David Massif, et al, Trustees of Massif Realty Trust to H.P. Hood & Sons, Inc. dated December 19, 1963, recorded with Suffolk County Registry of Deeds, Book 7810, Page 107; Deed from Boston and Maine Corporation to H.P. Hood & Sons, Inc., dated September 9, 1969, recorded with Suffolk County Registry of Deeds, Book 8310, Page 483; Deed from Whiting Milk Company, Inc. to H.P. Hood, Inc., dated May 31, 1973, recorded with Suffolk County Registry of Deeds, Book 8631, Page 705; Deed from Boston and Maine Railroad to H.P. Hood & Sons, Inc., dated June 16, 1943, recorded with Suffolk County Registry of Deeds, Book 6040, Page 584; Deed from Boston and Maine Railroad to H.P. Hood & Sons, Inc., dated December 20, 1949, recorded with Suffolk County Registry of Deeds, Book 6572, Page 369 and Deed from Boston and Maine Railroad to H.P. Hood & Sons, Inc. dated May 26, 1953, recorded with Suffolk County Registry of Deeds, Book 6873, Page 2.

For Owner's title, see Certificate of Title No. 112697 filed with the Suffolk County Registry District of the Land Court in Book 559, Page 97, and Deed of H.P. Hood & Sons, Inc. to Owner recorded with the Suffolk County Registry of the Deeds in Book 22016, Page 128.

Appendix B

SITE MASTER PLAN

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Areas, Use, and Zoning Heights

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Appendix C

LIST OF USES

Automatic Telephone Exchange Bank and Postal Uses Light Industrial Uses, subject to the Performance Standards Local Retail Business Motor Freight Terminal Office Uses Research and Development Uses Restaurant Uses Scientific Laboratory Service Uses Vehicular Uses, limited to parking garage, parking lot, accessory car wash/cleaning within a parking garage, rental agency for cars Warehousing Restaurant Uses with Take Out - large and small Educational Uses Multi-family dwellings including accessory services for apartment and hotel residents Supermarket Liquor Store Bakery Fitness Uses Urban Agriculture Theater Cinema Daycare Concert hall Ticket Sales Amusement game machines in commercial establishment Auditorium Community Center Bowling Alley Billiard Parlor Restaurant with live entertainment not operating after 10:30 p.m. Restaurant with live entertainment operating after 10:30 p.m. **Executive Suites** Hotel Conference Center Bar Bar with live entertainment Dance Hall

Research Lab Product and Prototype Development Restaurant General Retail Business

Accessory and Ancillary Uses, which shall not be subject to Article 10 of the Code including, without limitation, the following:

Accessory Parking Accessory Outdoor Café Accessory Storage of flammable liquids and gases, both small and large Accessory Keeping of Honey Bees Accessory Keeping of Laboratory Animals Accessory Parking Accessory Cafeteria Accessory Outdoor Cafe Accessory Storage of flammable liquids and gases, both small and large

In addition to the foregoing, the following uses and activities, defined in Article 86 of the Code, shall be permitted in accordance with the provisions of Article 86:

Wireless Communication Equipment, including without limitation, Equipment Mounting Structures

Appendix D

LANDSCAPE PHASES PLAN

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Hood Park Master Plan Boston, Massachusetts

Landscape Phasing Plan