**THIRD AMENDMENT TO DEVELOPMENT PLAN**

**FOR**

**PLANNED DEVELOMENT AREA No. 64**

**PIER4**

**SOUTH BOSTON WATERFRONT**

**Boston, Massachusetts**

Dated April \_\_\_\_\_, 2015

Pursuant to Section 3-1A and Article 80C of the Zoning Code for the City of Boston (the “Code”), this plan constitutes the Third Amendment to Development Plan for Planned Development Area No. 64 (the “Third Amendment”).

1. **THE EXISTING PDA DEVELOPMENT PLAN FOR PDA NO. 64 AND PROJECT BACKGROUND**

Procedural History for Planned Development Area No. 64

The following sets forth the procedural history for Planned Development Area No. 64:

* Pursuant to Section 3-1A of the Code, the Boston Redevelopment Authority (the “Authority”), by a vote taken on March 24, 2005, approved the Development Plan for Planned Development Area No. 64 (the “2005 Original Plan”) describing a phased, mixed-use project known as Pier 4 (the “Project”). On May 4, 2005, the Zoning Commission of the City of Boston (the “Commission”) approved the 2005 Original Plan and Map Amendment No. 488 establishing Planned Development Area No. 64. The 2005 Original Plan and associated Map Amendment were effective on May 10, 2005.
* The Authority, by a vote taken on December 15, 2011, approved a First Amendment to Development Plan for Planned Development Area No. 64 (the “First Amendment”) describing a change of use of the eastern-most building within the Project from office to residential use and other minor changes as set forth in said First Amendment. On January 18, 2012, the Commission approved the First Amendment. The First Amendment was effective on January 18, 2012.
* The Authority, by a vote taken on May 15, 2014, approved a Second Amendment to Development Plan for Planned Development Area No. 64 (the “Second Amendment”) describing a change in use of the Hotel/Residential building which had been proposed for the middle building portion of the site of the Project from hotel and residential use to office uses and other minor changes set forth in said Second Amendment. On June 11, 2014 the Commission approved the Second Amendment. The Second Amendment was effective on June 11, 2014.
* The 2005 Original Plan as amended by the First Amendment and Second Amendment is referred to collectively as the “Development Plan”. Capitalized terms not defined herein shall have the same meaning ascribed to such terms in the Development Plan or the Code as in effect as of the date of the 2005 Original Plan, without giving effect to any subsequent amendments to the Code.

1. **THIRD AMENDMENT TO DEVELOPMENT PLAN**

As set forth above, the Second Amendment has been previously adopted and is effective. The purpose of this Third Amendment, which has been drafted and approved by all of the current owners of the Project, is intended for the limited purposes of clarifying certain sections of the Second Amendment in order to ensure that the Project is developed in accordance with the terms of the Development Plan. This Third Amendment is intended to amend the Development Plan only with respect to those specific Sections of the Second Amendment that require clarification. It does not change any uses, modify Project benefits or describe additional development rights other than those as currently set forth in the Development Plan for the Project as a whole.

1. **SPECIFIC AMENDMENT**
   1. Delete the third paragraph of Section I.2. of the Second Amendment and replace it with the following:

The landward end of the Site has been conveyed and the owner of this Project Component has commenced construction of the High Rise Residential Building, which represents the first phase of this Project. As permitted by the Development Plan, the proponent of this Second Amendment is the owner of the remaining Project Component. This Second Amendment does not describe any changes to the High Rise Residential Building as set forth in the Development Plan and as described in Section II.2 herein. In the event this Second Amendment is approved and such amendment purports to affect the compliance of the of the High Rise Residential Building with the Development Plan, the Second Amendment shall be deemed to be further amended to the extent necessary to ensure that this Second Amendment does not change or alter the compliance of the High Rise Residential Building with the Development Plan, without requiring any modifications of the requirements of the Development Plan as to any other Project Components.

* 1. Delete Section II.2 of the Second Amendment entitled “Project Approvals” in its entirety and replace it with the following:

The description of the project approvals set forth in Section 2 of the First Amendment is affirmed. The developer of the High Rise Residential Building, a high-rise primarily residential building with approximately 369 residential units, comprising up to 385,000 square feet of residential floor area, 20,000 square feet of civic and cultural space, up to 12,600 square feet of retail and/or restaurant space (totaling up to approximately 417,600 square feet) together with related site improvements, including parking and loading, has obtained a Chapter 91 license and entered into various agreements with the Authority and other agencies for the High Rise Residential Building.

* 1. In Section II.9 of the Second Amendment entitled “Zoning,” substitute the following language in lieu of the existing language of the summary of uses and square footage for the Residential Uses and Other Uses of the Modified Project:

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| --- | --- |
| Residential Uses (including innovation micro units) | Approximately 566,520 square feet, which shall be adjusted to equal the maximum floor area of the Modified Project minus the actual floor area of the Office Uses described immediately above and Other Uses, Loading Uses, and Civic Uses described immediately below. The High Rise Residential Building may contain up to 385,000 square feet of Residential Uses as stated in the Development Plan, and the Wharf Residential Building may include any remaining floor area available for Residential Uses provided that in no event shall the total floor area of the Modified Project exceed 1,001,700 square feet. |
| Other Uses (not accessory to Office or Residential Uses) | Up to approximately 55,000 square feet, excluding any square footage attributable to continuation of Restaurant or Entertainment Uses or function space in the existing restaurant building (currently totaling approximately 55,108 square feet) including up to 12,600 square feet of restaurant/retail space in the High Rise Residential Building, and provided that in no event shall the total floor area of the Modified Project exceed 1,001,700 square feet |

* 1. Delete the Municipal Harbor Plan Compliance chart found in Exhibit E of the Second Amendment in its entirety and replace it with the attached Municipal Harbor Plan Compliance chart, which deletes the “Building Area” row in its entirety.

The intent and effect of this Third Amendment is to clarify and correct such limited matters as set forth herein.

EXHIBIT E

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| --- | --- | --- | --- |
| Municipal Harbor Plan Compliance | | | |
| Component | Proposed | Permitted/Required by MHP[[1]](#footnote-1) | Compliance |
| Total Site Area: | 412,745 SF | N/A | YES |
| Watersheet: | 180,391 SF | N/A | YES |
| Buildable Lot Area: | 232,354 SF | N/A | YES |
| Maximum Build Out: | 1,001,700 SF (including 20,000 SF civic/cultural function) | 1,001,700 SF (including 20,000 SF civic/cultural function) | YES |
| Floor Area Ratio (FAR)[[2]](#footnote-2) | 4.31 | N/A | YES |
| Building Footprints:  Phase 3 Wharf Residential Building  Phase 2 Office Building  Phase 1 Residential Building | 36,762 SF  33,881 SF  24,986 SF | N/A | YES |
| Building Heights:[[3]](#footnote-3)  Phase 3 Wharf Residential Building  Phase 2 Office Building  Phase 1 Residential Building | 100 Feet  170 Feet  235 Feet | 100 Feet  170 Feet  250 Feet | YES |
| Building Setbacks:  Seaward Pier End  Cove Pier Edge  Easterly Pier Edge | 200 Feet  46 Feet  26 Feet | 200 Feet  46 Feet  26 Feet | YES |
| Water Dependent Use Zone: | 62,667 SF | 61,697 SF | YES |
| Open Space: | ≥56% | 56% | YES |
| Pedestrian Useable Open Space (exclusive of streets) | ≥40% | 40% | YES |
| Civic Space: | 20,000 SF | 20,000 SF | YES |
| All Seasons Gathering Area: | YES | YES | YES |

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1. City of Boston’s South Boston Waterfront District Municipal Harbor Plan, as approved, with modifications, by the Secretary of Environmental Affairs’ December 6, 2000 Decision. [↑](#footnote-ref-1)
2. FAR calculation includes 20,000 SF civic space and excludes existing Structures on the Site. [↑](#footnote-ref-2)
3. Building heights are measured in accordance with the Boston Zoning Code definition for building heights. FAA Flight regulations will govern maximum building elevations. [↑](#footnote-ref-3)