

BEA APPROVAL: 9/31/10
ZC APPROVAL: 10/13/10
EFFECTIVE: 10/13/10

**DEVELOPMENT PLAN
For
PLANNED DEVELOPMENT AREA NO. 78**

**SEAPORT SQUARE PROJECT
South Boston**

Dated: September 21, 2010

I. Development Plan

In accordance with Sections 3-1A and 80C-3 of the Boston Zoning Code (the "Code"), this plan constitutes a Planned Development Area Development Plan (the "Plan") for development of the Seaport Square Project (the "Project", as more particularly described below), an approximately 1,444,765 square-foot (approximately 33 acres) PDA Area (the "PDA Area") in the South Boston Waterfront District. The PDA Area is described in more detail below, and in the legal descriptions attached as Exhibit A hereto and the PDA Area Plan attached as Exhibit B hereto. The PDA Area includes existing public ways and other streets, as well as several parcels of land of varying sizes owned by the Proponent, which are contiguous or separated by existing streets, as described below.

The Proponent intends to develop within the PDA Area a mixed-use Project consistent with the Mayoral initiative for the South Boston Waterfront Innovation District that will include residential, retail, office, hotel, open space, innovation, civic and cultural uses, as well as public and accessory parking. This Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and proposed dimensions of structures.

Capitalized terms used herein but not defined shall have the meanings specified in the Code.

II. Proponent

The Proponent of the Project is MS Boston Seaport, L.L.C., a Delaware limited liability company, its successors and assigns (the "Proponent"). Project partners include Boston Global Investors LLC ("BGI"), Morgan Stanley, and W/S Development Associates, LLC.

The business address, telephone number and designated contact for the Proponent are:

MS Boston Seaport, L.L.C.
Boston Global Investors LLC
One Post Office Square, Suite 3150
Boston, MA 02109
617-717-7971
Contact Person: John B. Hynes, III

III. PDA Area Description

The PDA Area consists of approximately 1,444,765 square feet (approximately 33 acres), bounded generally by Old Sleeper Street, Sleeper Street, Stillings Street, and Boston Wharf Road to the west; Northern Avenue and Seaport Boulevard to the north, East Service Road and B Street to the east, and Summer Street and property of various owners to the South, as described on Exhibit A and shown

on Exhibit B, the "PDA Area Plan" attached hereto. The portions of the PDA Area now owned by the Proponent are currently used for surface parking, and such use will continue until development commences in accordance with this Plan. The Proponent acquired the development parcels within the PDA Area, with the exceptions described below, in 2006. For development purposes, and for the purposes of this Plan, the Proponent has divided the PDA Area into twenty lettered parcels (each a "Block"), as shown on the PDA Area Plan attached as Exhibit B, plus areas to be occupied by public realm improvements such as new streets and sidewalks, as shown on Exhibit C, "Public Realm Improvements," Exhibit D, "Block Plans," and Exhibit H, "Proposed Street Dimensions." The Blocks may each be held in separate ownership in the future. Each Block, group of Blocks, building or group of buildings being developed in one continuous sequence or phase is referred to herein as a "Project Component."

A portion of the PDA Area measuring approximately 13,362 square feet is currently owned by the Archdiocese of Boston and occupied by the Chapel of Our Lady of Good Voyage. The Proponent expects to acquire that portion. In addition, the existing public ways located within the PDA Area are now and will continue to be owned by public entities. Three small parcels currently occupied by an existing Silver Line headhouse at Block J, between the current end of Farnsworth Street and Seaport Boulevard, and at the northern end of Thomson Place, are owned by the Massachusetts Bay Transportation Authority ("MBTA"). Pursuant to a 1998 agreement among the previous site owner, the City of Boston, and the Boston Redevelopment Authority (the "BRA"), the Proponent expects to acquire a triangular parcel of approximately 31,204 square feet at the intersection of Northern Avenue and the proposed East Service Road in order to square off Blocks F and G, an approximately 4,385-square-foot parcel between the Chapel and Northern Avenue which is owned by the City of Boston, as well as certain subsurface rights, in exchange for transferring to the City or the BRA land which will be used for public streets or other public areas. Finally, pursuant to a 1997 agreement among the former site owner, the Massachusetts Department of Highways ("MHD"), the MBTA, and Energy International, Inc., the Massachusetts Department of Transportation ("MassDOT"), as successor to MHD, is required to transfer to the Proponent fee or easement interests in certain parcels of land outside final roadway and transit rights of way. The Proponent intends to finalize any transfers required to construct the Project within the PDA Area. The portions of the PDA Area currently owned by the Proponent and to be transferred to the Proponent as described above are referred to herein as the "Project Site." This Plan assumes that the foregoing land transfers will have occurred prior to construction on each Block. However, if the land transfers have not occurred prior to construction on each relevant Block, the Proponent will amend this Plan accordingly.

The PDA Area is within the Fort Point Waterfront Subdistrict of the Harborpark District (the "Fort Point Waterfront") governed by Article 42E of the Code, except for Block Q and the southern portion of Block K, which are within the M-4 Restricted Manufacturing Subdistrict, and the southern half of Summer Street, which is outside the Harborpark District and within an I-2 Industrial Subdistrict. Pursuant to the text amendment submitted herewith (the "Text Amendment"), the entire PDA Area is also within the South Boston Inner Harbor Subdistrict of the South Boston Interim Planning Overlay District governed by Article 27P of the Code (the "IPOD"). The entire PDA Area is within the Restricted Parking Overlay District. Blocks H, J, K and Q are within the Groundwater Conservation Overlay District ("GCOD"). Pursuant to Article 27P-6.2, where the provisions of other Articles of the Code conflict with the provisions governing the IPOD, the IPOD regulations govern. As amended by the Text Amendment, Article 42E and Article 27P allow Planned Development Areas ("PDAs") on all portions of the PDA Area.

This Plan complies with the standards set forth in Section 3-1A(a) and Section 80C-4 of the Code. As described in the previous paragraph, this Plan is not for a location in which Planned Development Areas are forbidden by underlying zoning. The Project complies with the provisions of underlying

zoning that establish use, dimensional, design, or other requirements for projects in Planned Development Areas, and that establish planning and development criteria, including public benefits, for Planned Development Areas. It complies with the regulations set forth in Sections 42E-16 of the Code, as amended by the text amendment submitted herewith, with the standards set forth in Section 42E-17 and Section 27P-16, and with the public benefits criteria set forth in Section 42E-18. Approval of the project by the BRA under Large Project Review will confirm compliance with the general design and environmental impact standards set forth in Section 42E-20. In addition, as described in the DPIR (as hereinafter defined), the Plan complies with the standards set forth under Section 27P-15 for a favorable Chapter 91 recommendation by the BRA. As detailed herein, this Plan conforms to the plan for the districts, subdistricts and similar geographic area in which the PDA Area is located, and to the general plan for the City as a whole. The Project has been designed so as not to be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens of the Plan.

A small portion of the Project is located within the jurisdictional area of the existing South Boston Municipal Harbor Plan (“SBMHP”), submitted by the BRA and approved, with qualifications, by the Secretary of Environmental Affairs in 2000. The SBMHP focuses on the 128 acres of waterfront land in South Boston that are subject to Chapter 91 jurisdiction. Specifically, Block A and small portions of Blocks B, G, H and M1, making up approximately 1.64 acres (approximately 8% of the area of the Project Site), are subject to Chapter 91 licensing jurisdiction and governed by the SBMHP.

Blocks H, J, Q and K are in the “Seaport Boulevard/Boston Wharf Road Protection Area” associated with the Fort Point Channel Landmark District. The goals of the Protection Area are to protect view corridors in and out of the adjacent landmark district and, through a design review process with the Fort Point Channel Landmark District Commission, to ensure that the massing, land coverage and height of new construction on adjacent lots is compatible with that of the landmark district. Proposed new construction on Blocks H, J, Q and K will be subject to review and approval by the Fort Point Channel Landmark District Commission for consistency with the Protection Area guidelines.

IV. General Description of the Proposed Project

Planned to be a vibrant urban neighborhood, the proposed project will include a mix of uses and open spaces, establishing approximately 20 new urban blocks in South Boston’s Waterfront District. Mayor Menino has designated the South Boston Waterfront District an “Innovation District,” known as the South Boston Waterfront Innovation District (hereinafter for purposes of this Plan, the “Innovation District”), and the Project is consistent with the City’s objective of attracting new innovation economy industry to a vital urban area. The Proponent will develop the Project Site by constructing up to 22 new buildings (not including park pavilions and MBTA facilities as shown on Exhibit D), and devoting approximately 37% (approximately 8.6 acres) of the Project Site to streets, sidewalks and open space. The Project includes approximately 6,335,200 square feet of Gross Floor Area of residential, retail, office, hotel, Innovation, civic and cultural uses, as well as below-grade accessory and non-accessory public parking. Most buildings will include retail, restaurant, entertainment, or other active uses at the street level. The Project Site will be approximately 1,008,370 square feet, resulting in a Floor Area Ratio (“FAR”) of up to 6.3. A description of individual components of the Project and the maximum Gross Floor Area of each of the 22 buildings described below is shown on Exhibit D. The above described proposed project shall herein afterwards be referred to as the “Project”.

The planned civic/community and cultural uses include but are not limited to a public art trail, flexible gallery space, and a performing arts facility. Additional uses may include community uses and educational uses. The Proponent will construct a MBTA headhouse on Block F. The approved uses of each Block are described on Exhibit E attached hereto. A list of allowed uses for the PDA Area is set forth on Exhibit F.

The BRA has approved the conceptual plans attached hereto as **Exhibit D**. Consistent with Section XVIII of this Plan, final design of improvements and uses shall be subject to approval by the BRA in accordance with its Development Review Procedures.

V. Compliance with Planning and Design Principles

The Project has been designed to be consistent with the several urban planning and design plans that relate to the South Boston Waterfront District. The Seaport Public Realm Plan, issued by the BRA in 1999, provided a set of principles for the district with the goals of promoting access to the waterfront; preserving and enhancing the industrial port and balancing the growth of mixed-use and recreational activities with the needs of maritime commerce; creating a vital mixed-use neighborhood; enhancing Boston's economy by promoting manufacturing, hotel, commercial office, retail, and visitor industries; and mitigating the potential impacts of the development on the South Boston residential community and other City neighborhoods.

The SBMHP, approved in 2000, governs a small portion of the PDA Area within Chapter 91 jurisdiction, and the Fort Point Channel Watersheet Activation Plan, issued in 2002, promotes the use and enjoyment of Fort Point Channel. Other planning initiatives, including the 100 Acres Master Plan, the Fan Pier PDA Development Plan, the South Boston Waterfront Gateways Study, and the Crossroads Initiative, address different areas within the South Boston Waterfront District, and are discussed in detail in the Draft Project Impact Report/Draft Environmental Impact Report for the Project ("DPIR").

The urban design principles that govern the Project respond to the extensive planning that has already been conducted in the South Boston Waterfront District and the Mayor's initiative for the South Boston Waterfront Innovation District. The Project is designed to extend the existing urban fabric into the new Seaport Square neighborhood and to create new urban connections and circulation. The Project includes vibrant new public spaces, such as new parks, pedestrian areas and other open spaces. The buildings within the PDA Area will provide massing design and design diversity that are sensitive to and complement the nearby historic neighborhoods and the new construction that will become part of the area. The Project promotes access to the Harborwalk and the waterfront, and will create a lively streetscape of stores, restaurants, and other vibrant uses.

VI. Approvals

The Proponent filed a joint Project Notification Form under Article 80 of the Code and Environmental Notification Form ("ENF") under the Massachusetts Environmental Policy Act ("MEPA") on June 2, 2008, which requested a waiver of further review of Blocks A, H, and J. The BRA issued a Scoping Determination Waiving Further Review for Block A dated December 1, 2008. On August 8, 2008, the Secretary of the Executive Office of Energy and Environmental Affairs (the "Secretary") issued a MEPA certificate on the ENF requiring a Draft Environmental Impact Report ("EIR") and on September 17, 2008, the Secretary issued a Final Record of Decision granting a Phase 1 Waiver allowing commencement of Blocks A, H, and J of the Project prior to completion of the EIR. Due to changes in the placement of uses and other changes to Blocks H and J, a Notice of Project Change ("NPC") was filed with MEPA on March 31, 2009. On May 8, 2009, the Secretary issued a certificate on the NPC reaffirming the scope contained in the August 8, 2008 certificate. A Final Amended Record of Decision was issued on June 5, 2009 confirming approval of commencement of Blocks A, H, and J prior to completion of the EIR. On October 17, 2008, the Secretary issued a Public Benefits Determination on the Phase 1 portion of the Project.

Due to changes in the placement of uses and other changes to Blocks H and J, a Notice of Project Change ("NPC") was filed with MEPA on March 31, 2009. On May 8, 2009, the Secretary issued a certificate on the NPC reaffirming the scope contained in the August 8, 2008 certificate. A Final Amended Record of Decision was issued on June 5, 2009 confirming approval of commencement of Blocks A, H, and J.

On November 30, 2009, the Proponent submitted a combined Draft EIR/DPIR for the Project. On February 26, 2010, the Secretary issued a Certificate on the Draft EIR requiring a Final EIR. On April 14, 2010, the BRA issued a Request for Additional Materials, and the Proponent filed Additional Materials with the BRA on June 4, 2010. The Proponent submitted a Final EIR on June 30, 2010. On August 13, 2010, the Secretary issued a Certificate on the Final EIR that determined that the Final EIR "adequately and properly complies" with MEPA, as well as a Public Benefits Determination.

VII. Location and Appearance of Structures

The location and appearance of the buildings in the PDA Area will be generally consistent with the plans attached hereto as Exhibit D, but the architectural details of each building and the required public realm improvements associated with each development block will be presented as part of the BRA's design review. Final plans and specifications for the Project will be submitted to the BRA for certification as to consistency with this Plan.

The architectural design of the Project will strive to achieve a balance of neighborhood cohesion and design diversity that is imperative to the organic development of a neighborhood. The designs of the Project buildings will employ a variety of scales, materials, and massing compositions to assure both a rich pedestrian environment and visual experience. The building materials will incorporate both traditional masonry recalling Boston's architectural heritage, including stone and brick, and materials found in contemporary design, such as pre-cast concrete, metal, composite panels, and glass. Recycled and manufactured materials will be used when possible. The Project aims to allow the combination of diverse design approaches, as found in the architecture of the adjacent urban fabrics, yet maintain a clear notion of a continuous urban space and overall character of a forward-looking 21st century neighborhood.

VIII. Proposed Densities and Dimensions of Structures

The Project consists of up to 22 new buildings (not including park pavilions and MBTA headhouses as shown on Exhibit D), which shall be in Substantial Accord with maximum Building Heights ranging from approximately 24 feet to up to 270 feet, measured in accordance with the Code, and as more specifically set forth on a Block by Block basis in Exhibit D. The Project will comply with the height and marking requirements of the Federal Aviation Administration.

Exhibit D provides conceptual designs for the Project buildings, and lists the maximum Building Heights, maximum Gross Floor Areas, and required street wall heights for each of the Blocks comprising the Project. Exhibit D also shows planned setbacks. As used in this Plan, "Building Height" and "Substantial Accord" shall have the meaning set forth in the Article 42E of the Code, and "Gross Floor Area" shall have the meaning set forth in Article 2A of the Code. The Director may make a determination as to whether said meaning of "Substantial Accord" is met. Planned setbacks shown on Exhibit D are measured from the publicly-accessible improvements, such as sidewalks and pedestrian areas that currently exist or will be constructed within the PDA Area. Exhibit H shows planned minimum street and sidewalk dimensions, but the final dimensions and design of such streets and sidewalks, and other publicly-accessible improvements, will be subject to the approval of the City of Boston and other public agencies as necessary.

Subject to the approval of the BRA, unused Gross Floor Area allowed on one Block may be accommodated on another Block in the same Project Component as long as the total Gross Floor Area for that Project Component does not exceed the total maximum Gross Floor Area listed on Exhibit D for the Blocks in that Project Component. Buildings shall be in compliance with this Plan provided that their Gross Floor Areas do not exceed by more than five percent (5%) the maximum Gross Floor Areas approved by this Plan for each Project Component. Overall PDA Area-wide Gross Floor Area will not exceed 6,335,200 million square feet. Proposed changes to Gross Floor Area that exceed the above-referenced 5% will require an amendment to this Plan providing an amended Exhibit D to this Plan demonstrating consistency with the overall distribution of Gross Floor Area. Issuance of a Certificate of Consistency pursuant to Section 80C-8 of the Code shall conclusively establish consistency with the maximum Gross Floor Areas approved by this Plan.

IX. Uses

The Project is being developed as a mixed use Project in the South Boston Waterfront Innovation District, as designated by the Mayor. Exhibit E lists the uses that this Plan approves for each Block. Deviations from the uses listed on Exhibit E shall require the approval of the BRA's Board of Directors and an amendment to this Plan. Exhibit F lists the allowed uses and use categories for the PDA Area, which uses are allowed as either main, accessory, or ancillary uses, provided that the uses are approved pursuant to Exhibit E or as otherwise provided in this paragraph. The Accessory and Ancillary Uses listed on Exhibit F are allowed for individual Blocks if they are accessory or ancillary to a main use allowed by Exhibit E or otherwise provided in this paragraph.

The entire Project's program, character and uses are required to support the development of the Innovation District and Boston's innovation economy. The Project will include built floor area of Innovation Uses (as generally described on Exhibit F) in a minimum amount of twenty percent (20%) of the total Gross Floor Area of the Project's non-Residential Uses to support the South Boston Waterfront Innovation District (the "Innovation Use Requirement"). The ground floors of the Project buildings on Blocks A, B, C, D, G, J, K, L, and M will contain publicly-accessible uses listed in the use category Retail/Entertainment/ Restaurant/Service Uses on Exhibit F. Retail and Service uses will be included in the Project as both main uses and as ancillary and accessory uses. The Director of the BRA shall review the Project's compliance with the Innovation Use Requirement in connection with the issuance of Certificates of Consistency for individual Project Components, and such Certificates of Consistency shall confirm that the Project complies with the Innovation Use Requirement. Approximately five (5) years from the commencement of construction of any Block, the Proponent or Project Component owner may request a review by the BRA to determine the progress of the Innovation District and compliance with the Innovation Use Requirement and whether this requirement is the most appropriate means of measuring and advancing the Innovation District. Subsequently, the BRA may make a determination as to whether the Innovation Use Requirement should be altered and this Plan amended, accordingly.

In lieu of satisfying the Innovation Use Requirement described above, the Proponent may propose a monetary contribution, subject to the approval of the BRA, to be placed in escrow for the BRA to use for innovation uses and programming.

The Project will comply with the minimum day care requirements of Section 42E-21.1. Any day care facilities provided to comply with the requirements of Section 42E-21.1 shall not be included in the calculation of Gross Floor Area.

X. Open Space and Landscaping

The Project will provide a substantial amount of open space and landscaping, consistent with Exhibit C and Exhibit E, which will help create a continuous public realm. At Project completion, approximately 37% (approximately 8.6 acres) of the Project Site (as defined in Section III of this Plan) will be dedicated to streets, sidewalks and other Public Open Space,¹ and approximately 28% (6.5 acres) of the Project Site will be Open Space as defined in Article 42E to exclude streets.² As described in more detail in Section XV, the Project will include three new major open spaces, Seaport Square Green, Seaport Hill, and a new space for active recreation on Block Q. In addition, the Project includes open space areas for pedestrians, including Courthouse Square, located along Northern Avenue and across from the Moakley Federal Courthouse, and open space adjacent to Block P. The locations of Project open spaces are shown on Exhibit C. Harbor Way will provide a wide pedestrian passage at the edge of Harbor Street between Autumn Lane and Seaport Boulevard. Another pedestrian area will be constructed at the Seaport Boulevard end of Farnsworth Street, as shown on Exhibit C. The Proponent shall also work with the owner of Parcel E (as designated in the South Boston Municipal Harbor Plan) at the Children's Wharf Park outside of the PDA Area to construct improvements on that parcel in accordance with the SBMHP and any applicable Chapter 91 license requirements for Parcel E, and will improve Old Sleeper Street, which is adjacent to Block A, to create a pedestrian connection between existing Harborwalk segments.

Along Seaport Boulevard, the Project will provide new tree plantings, a landscaped median, and sidewalk paving, as shown on Exhibit C. A wide sidewalk with a double row of trees is planned for the north side of Seaport Boulevard to accommodate outdoor seating and sidewalk entertainment. A wide sidewalk with a single row of trees is planned for the south side.

The final design and specific materials of all public improvements will be subject to the approval of the BRA.

XI. Proposed Traffic Circulation

Three major east-west streets serve the PDA Area. Northern Avenue is a two-way local roadway approximately 55-60 feet wide, with two lanes in each direction. Seaport Boulevard runs two-way, with two lanes in each direction. Congress Street also runs two-way, with two lanes in each direction. There are five north-south streets directly serving the PDA Area. Farnsworth Street is a local street approximately 30 feet wide that will be extended for pedestrian use only across Seaport Boulevard to Courthouse Way. Thomson Place, a local street about 33 feet wide, will cross Seaport Boulevard to connect with Fan Pier Boulevard. Boston Wharf Road consists of two southbound lanes and is approximately 47 feet wide. East Service Road is a one-way northbound street approximately 39 feet wide providing two travel lanes. B Street is approximately 38 feet wide, providing two travel lanes in each direction, with a raised median. All road widths described within this paragraph are from curb to curb.

¹ Pursuant to Article 2A of the Code, "Public Open Space" is "an open space in public ownership devoted or to be devoted to a public use with only minor accessory buildings, if any. No structure that exceeds twenty feet in height or two thousand square feet in Gross Floor Area shall be considered to be a part of such public open space. 'Public open space' shall be construed to include a street." The Proponent intends to permanently dedicate these areas to the above described public uses, thereby meeting the intent of the Code definition, even if not all such areas will be in public ownership.

² This calculation of Open Space may include areas described in Section 42E-6 (x) and (y) of the Code without the need for the Board of Appeal to grant any exceptions pursuant to Section 6A of the Code.

The traffic study performed by the Proponent is included in the DPIR as Section 3 and in the Additional Materials. The Project's proposed vehicular and pedestrian circulation patterns are depicted on the Circulation Plan attached as **Exhibit G**. Prior to the commencement of construction of any Project Component, the Proponent or Project Component owner shall enter into a Transportation Access Plan Agreement for that Project Component with the Boston Transportation Department, which shall require the mitigation measures described in the DPIR and any additional mitigation measures deemed necessary for the Project Component. The Proponent or the owner of a Project Component shall provide updated roadway and transit monitoring including traffic monitoring, transit ridership and occupancy monitoring as appropriate for assessing Project traffic and transit impacts in the South Boston Waterfront District at the following development milestones: at the construction of 1.5 million square feet, 3 million square feet, 4.5 million square feet, and 5.5 million square feet. The Proponent or Project Component owner will be required to provide additional roadway and transit mitigation based on the result of such monitoring, which shall address any traffic conditions caused by previous Project Components and not anticipated in the DPIR or Additional Materials. If the mitigation deemed necessary by the BRA is not completed on schedule, then the build-out of the last 800,000 square feet of Gross Floor Area shall be subject to further review and approval by the BRA.

The Project will result in the creation of two additional new streets and new extensions of existing streets, all of which are shown on the Circulation Plan. Harbor Street is proposed as a north-south street that will establish a new connection between Summer Street and Seaport Boulevard, via Autumn Lane, Boston Wharf Road and East Service Road. Autumn Lane will create a new east-west connection across the PDA Area between East Service Road and Boston Wharf Road, and through to Stillings Street, eliminating its current dead end condition. A new street will be constructed between Boston Wharf Road and Stillings Street. At Autumn Lane, Harbor Street will end as a vehicular roadway, but a direct pedestrian connection through to Seaport Boulevard will be provided along the street alignment. Thomson Place will be extended from the Fort Point District to Seaport Boulevard and from Seaport Boulevard to Northern Avenue to connect to Fan Pier Boulevard. The Proponent will also construct new vehicular ways running north from Seaport Boulevard, one along the western edge of Seaport Square Park, and one on the eastern side of the park. In addition, several new pedestrian passage ways will be created, as shown on the Circulation Plan and described in Section XV(c) below. All streets will be constructed to City of Boston standards and requirements.

The creation of this enhanced circulation system will result in enhanced accessibility of the PDA Area to pedestrians and vehicles alike. These developments combined with the existing streets providing access to the PDA Area will allow adequate north-south and east-west vehicular and pedestrian access to and within the PDA Area. These connections will enhance pedestrian travel between the Project and other important destinations such as the Courthouse, the Children's Museum, the Institute of Contemporary Art, South Station, and the waterfront. They will also serve as "traffic-calming" measures that discourage through-trips.

XII. Parking and Loading

The Project will include approximately 6,375 spaces of below-grade parking, depending on the final mix of uses. All parking spaces will be subject to the South Boston parking freeze regulations and require parking freeze permits or exemptions from the Air Pollution Control Commission on a Project Component basis. Approximately 3,875 spaces will be dedicated to public parking and parking accessory to the Project's non-residential uses and approximately 2,500 spaces will be accessory to the Project's residential uses. There will also be approximately 138 new on-street, short-term parking spaces, for a total of approximately 340 on-street spaces with the PDA Area.

Planned parking and loading locations are shown generally on Exhibit I; specific parking and loading layouts will be developed in consultation with the Boston Transportation Department and included in Transportation Access Plan Agreements and Construction Management Plans for each Project Component and will be deemed consistent with this Plan once this process is complete.

XIII. Public Transportation

The PDA Area is within one-half mile (a 10-minute walk) of South Station, a transportation hub that provides access to the MBTA Red Line, Silver Line, and eight commuter rail branches. South Station is also the terminus for Amtrak train service along the Northeast Corridor. Greyhound and Peter Pan provide regional and commuter bus service from South Station. Several smaller bus companies have recently introduced service between Boston and New York as well. In addition, the existing MBTA Silver Line Courthouse station entrance is within the PDA Area, and the Project includes the construction of a new headhouse on Block F. The MBTA Silver Line World Trade Center station is located in close proximity to the PDA Area. Several MBTA local and express bus routes operate near the PDA Area.

Weekday bus and subway service is provided between approximately 5:00 a.m. and 1:00 a.m. Actual service times vary by route or line.

The Proponent shall provide updated monitoring of Silver Line transit service and ridership as described in Section XI of this Plan.

XIV. Pedestrian and Bicycle Circulation

The extension of the local street and sidewalk grid into the PDA Area will provide pedestrian access throughout the PDA Area. The proposed improvements to Old Sleeper Street will make a direct connection with the open space at the Moakley Federal Courthouse, allowing a continuous waterfront walk to the Financial District and beyond. The Project will also contain generous pedestrian sidewalks, bike lanes and bike racks for bicycle commuters. Specific pedestrian sidewalks, bike lanes and bike rack layouts will be developed in consultation with Boston Transportation Department and the BRA for each Project Component and once approved by both the Boston Transportation Department and the BRA will be deemed consistent with this Plan.

XV. Public Realm Improvements

The Project will provide the following public realm improvements in conjunction with the development of individual Blocks, as set forth on Exhibit E. The final dimensions, design, and construction of each of the improvements described below shall be subject to the BRA's design review, and BRA and state and other city agencies final approvals and the issuance of permits where required.

The Public Realm Improvements that are associated with each Project Component shall generally be associated with the earlier construction obligation set forth on Exhibit E, except as set forth in such exhibit. If such improvement cannot be constructed with the earlier construction obligation, then a temporary public realm improvement/condition must be implemented, with funds for the permanent condition to be placed in escrow with the BRA.

a. Open Space

- i. Seaport Square Green [minimum area 57,000 sf]: Seaport Square Green, located on Block F, with a minimum of 1.3 acres, is expected to be a grand civic lawn large

enough to support active recreation and concerts. Subject to MBTA agreement, the Proponent will relocate the MBTA Silver Line headhouse (the "Silver Line Headhouse") one block east to the eastern corner of the park.

ii. Seaport Hill Green [minimum area 55,000 sf]: A new open space on Seaport Hill ("Seaport Hill Green"), located within Block L, will contain a minimum of a 1.26 acre park, currently planned to contain a children's playground, a flower garden, and a dog park. Block L will also include a public courtyard and steps down to the elevation of the neighboring properties.

iii. Seaport Boulevard: The Proponent will improve Seaport Boulevard with new tree plantings, new lighting, a landscaped median, and distinctive sidewalk paving (the "Seaport Boulevard Improvements"). A double row of trees is planned for the north side of Seaport Boulevard, to accommodate outdoor seating and sidewalk entertainment. A wide sidewalk with a single row of trees is planned for the south side.

iv. Courthouse Square [minimum area 14,500 sf]: Courthouse Square is an outdoor public space along Northern Avenue and across from the Moakley Federal Courthouse. It will include a public pedestrian passage connecting Seaport Boulevard and Northern Avenue between Blocks B and C, culminating with a plaza at its northern end.

v. Block Q Recreational Area [minimum area 29,000 sf]: The Proponent will construct new open space on Block Q (the "Block Q Recreational Area"), which will promote active recreational uses and play areas. Block Q is a part of the Early Action Public Benefits described in Section XVII.

vi. Block P Open Space [minimum area 7,000 sf]: The Project includes the construction of new open space adjacent to Block P ("Block P Open Space").

vii. Children's Wharf Park/Harbor Plan Parcel E: The Proponent will work with the owner of Parcel E (as designated in the South Boston Municipal Harbor Plan) at the Children's Wharf Park outside of the PDA Area to construct improvements in accordance with the SBMHP and any applicable Chapter 91 license requirements for Parcel E. Improvements to Parcel E are a part of the Early Action Public Benefits described in Section XVII.

b. Local Streets

i. North/South Streets. In the north/south direction, vehicular connections will be established by extending Thomson Place from the Fort Point District to Seaport Boulevard (the "Thomson Seaport Extension") on property owned by the MBTA, and from Seaport Boulevard to Northern Avenue to connect it to Fan Pier Boulevard (the "Fan Pier Boulevard Extension") on property owned by the Proponent. The Proponent will also construct new vehicular ways running north from Seaport Boulevard, one along the western side of Seaport Square Park (the "Pier Street Extension"), and the other along the eastern side of the park ("North Harbor Street").

The Project will also include the construction of Harbor Street, a new, sloping vehicular street, connecting the raised viaduct of Summer Street to Seaport Hill and the new Autumn Lane (described below), with a new pedestrian way ("Harbor Way") extending north from Autumn Lane to Seaport Boulevard.

ii. East/West Streets. In the east/west direction, the Seaport Boulevard Improvements will create a grand urban boulevard connecting Boston's Financial District to the Boston World Trade Center, Waterside Place, and Commonwealth Flats. The new proposed Autumn Lane, running between Boston Wharf Road and East Service Road ("Autumn Lane"), will be lined with retail uses connecting the Fort Point Wharf District with Congress Street, the World Trade Center, and Waterside Place. A new street will be constructed between Boston Wharf Road and Stillings Street ("Stillings Extension").

c. Pedestrian Plazas/Ways

i. Courthouse Square. The Proponent will construct a public pedestrian passage connecting Seaport Boulevard and Northern Avenue between Blocks B and C and linking to the Courthouse Square plaza at its northern end.

ii. Farnsworth Street Pedestrian Link. The Proponent will extend Farnsworth Street as a pedestrian path from its current terminus to Northern Avenue, on land currently owned by the MBTA.

iii. Pedestrian Connection to Seaport Hill. Pedestrian paths will be constructed within Sub-Blocks L3, L4, L5, and L6, as shown on Exhibit C.

iv. Harbor Way: The Project will include a new pedestrian connection, Harbor Way, extending north from Autumn Lane to Seaport Boulevard.

iv. M Way: The Proponent will construct M Way, a pedestrian way through the M Block connecting East Service Road and B Street.

v. Old Sleeper Street. Old Sleeper Street will be improved to create a pedestrian way providing a connection between existing Harborwalk segments at the Children's Museum and the Moakley Federal Courthouse. The improvements will also accommodate loading and maintain required access to the Barking Crab restaurant and associated marina.

vi. Summer Street Stair. On part of Block N or P, the Proponent will construct a public stair from Boston Wharf Road and Congress Street to Summer Street.

vii. Northern Avenue Improvements: The Proponent will fund the improvement of the area along the Project side of Northern Avenue, including new sidewalks, lighting, and landscaping in the area between the Northern Avenue Bridge and East Service Road, in an amount to be agreed to by the Proponent and the BRA.

viii. Interim ICA/Fan Pier Pedestrian Connector: The Proponent will construct an interim pedestrian connector between its Northern Avenue and Seaport Boulevard parking lots (the "Interim ICA Connector"), in the approximate location of the future Pier Street, which will provide easy pedestrian access to the Institute of Contemporary Art prior to construction on individual Blocks. The Interim ICA/Fan Pier Pedestrian Connector is one of the Early Action Public Benefits described in Section XVII.

ix. Block K Open Corner [minimum area 600 sf]: The Proponent will construct an open space area on the southwest corner of Seaport Boulevard and Boston Wharf Road, extending the sidewalk and creating an open space cut out from the building's massing at the ground level (up to 20 feet in elevation).

x. Block L5 Corner Plaza Square [minimum area 4,000 sf includes pedestrian stair]: The Proponent will construct a plaza at the northeastern side of the intersection of Boston Wharf Road and Congress Street. This plaza will provide a neighborhood scale urban space for meeting and dining outdoors, and connect to Seaport Hill.

d. Civic/Community and Innovation Space

The following items i-iv are the currently planned civic space. If changes are proposed to these spaces, then the Proponent shall be required to provide an equivalent civic space substitute subject to BRA approval.

i. Exhibition Space on Block D [minimum area 5,000 sf]: The Proponent will construct exhibition space (“Exhibition Space”) adjacent to Seaport Square Green.

ii. Visitor Center on Block A [minimum area 2,000 sf]: The Project will include a new visitor’s center (“Visitor’s Center”) within the building on Block A, to provide information about the Seaport District.

iii. Performing Arts Center on Block P [minimum area 200,000 sf]: The Performing Arts Center could be located on Summer Street, near the Convention Center (the “Performing Arts Center”). This performing arts center could be used by local arts institutions, and could provide a new venue for performances to be enjoyed by both tourists and locals. Final determination is dependent on local demand and funding.

iv. Cultural/Educational Space on Block G [minimum area 5,000 sf]: The Project will include approximately 5,000 square feet of cultural and/or educational space on Block G.

v. Innovation Center on Block A, Block F, or Block K [minimum 12,000 sf]: The Proponent shall lease to the BRA/City no less than 12,000 square feet on Block A, Block F, or Block K to accommodate an Innovation Center (the “Innovation Center”), and the Proponent shall construct such Innovation Center as described in the Cooperation Agreement. Such lease shall be for a term of five (5) years, with a BRA/City option to extend for an additional five (5) years (the “Interim Period”) for \$1. The Innovation Center is an Early Action Public Benefit as described in Section XVII.

vi. Block J Innovation Space [minimum 12,000 sf]: The Proponent will lease at least 12,000 square feet of the Block J building to a tenant or tenants for uses consistent with the Mayor’s Innovation District initiative. If the Proponent is unable to secure tenants at market rate rents, the Proponent will lease such space at up to a 30% reduction from market rate rent for a minimum of 15 years. The construction of Block J is an Early Action Public Benefit as described in Section XVII.

e. Catholic Chapel

A new facility will be constructed on Parcel H to relocate the existing Our Lady of Good Voyage Chapel from Block D (the “New Chapel”).

XVI. Other Public Benefits

The following public benefits will be provided with the construction of each Block, as applicable:

a. Increased Housing.

The Project includes the development of at least 2,500 homes, including both for sale and rental units, including:

1. Affordable Housing. The Project intends to set aside at least 15% of the number of market rate units as affordable units under the Mayor's Inclusionary Development Policy housing program, governed by one or more Affordable Housing Agreements with the BRA ("Affordable Housing"). Each Project Component that includes Residential Uses ("Residential Block") shall provide the required Affordable Housing units on-site, or the Proponent may redistribute the Affordable Housing units to other Blocks subject to the approval of the BRA.
2. Innovation and Workforce Housing. In addition to the minimum of 325 units of affordable housing described above, and in keeping with the Mayor's South Boston Waterfront Innovation District initiative, additional units equal to a minimum of 15% of the number of market rate units (minimum of 325 units) are proposed as innovation and workforce housing units. Such units are intended for people whose income is too high to qualify for Affordable Housing units but who are often priced out of the housing market, and include types of housing that will attract new economy employers to the district, including co-housing and/or live-work housing ("Innovation/Workforce Housing"). Innovation/Workforce Housing may include smaller unit sizes, flexible unit layouts, combined living and working spaces, shared common areas and other design features to increase affordability and communication among residents. Each Residential Block shall provide the required Innovation/Workforce Housing Units on-site, or the Proponent may redistribute the Innovation/Workforce Housing Units to other Blocks subject to the approval of the BRA.

Each Residential Block shall comply with the requirements of paragraphs 1 and 2 above by providing the specified number of units in the PDA Area, or with the approval of the BRA, off-site or through making an equivalent monetary contribution to affordable housing, or the Proponent shall amend this Plan in accordance with Section 80C of the Code.

b. Economic Benefits. The Project will generate significant economic activity and will create specific economic benefits to the City of Boston.

- i. New Tax Revenue. At full build-out, the Project is expected to generate approximately \$35,000,000 in annual property taxes, approximately \$31,000,000 in annual sales taxes as well as approximately \$3,500,000 in state hotel occupancy tax, approximately \$3,700,000 in local occupancy tax, and approximately \$1,700,000 toward the convention center financing fee.
- ii. Jobs. The Project is expected to create approximately 10,000 construction jobs and approximately 20,000 permanent jobs. The permanent jobs will be created through the retail stores, office and research uses, hotels, and services related to the residential uses.

iii. Linkage. The Project is expected to generate approximately \$32,063,904 in housing and jobs linkage funds to the City of Boston. As required by Section 80B-7(3)(a) of the Code, the Proponent will enter into one or more Development Impact Project Agreements with the Authority.

c. Innovation District/Innovation Economy Program. The entire Project will support and enhance the South Boston Waterfront Innovation District and Boston's innovation economy. As set forth in Section IX, the Project will be required for non-residential projects to devote to Innovation Uses a minimum amount of 20% of the total Gross Floor Area of the Project's non-Residential Uses. The Project will meet the Innovation Uses Requirement described in Section IX, or, as described in said section, will provide a monetary contribution, subject to the approval of the BRA, to be placed in escrow for the BRA to use for Innovation Uses and programming.

The Project will construct an Innovation Center on Block A, Block F, or Block K as set forth in Section XV(d)(v) of this Plan, which will promote and support the South Boston Waterfront Innovation District.

The Project will provide a variety of housing options that meet the needs of a diverse workforce. Affordable housing, Innovation/Workforce Housing, co-housing, units for research and innovative economy professionals, garden apartments, condominiums and live-work spaces will all be represented in a range of sizes and a wide mix of price points. Co-working spaces, incubator space, sidewalk cafes, internet cafes, and innovative technological infrastructure and residential infrastructure to support home offices will all be built into the Project. The residential building planned for Block J (the "Innovation Residential Program") shall be developed by the Proponent and the BRA to promote Innovation/Workforce Housing.

XVII. Other Requirements

a. Sustainable Design/Green Building.

i. Green Building

The Project will comply with the requirements of Article 37, Green Buildings, of the Code. The Project team will use the appropriate U.S. Green Building Council's Leadership in Energy and Environmental Design ("LEED") green building rating system to evaluate sustainable design measures, in accordance with Article 37 of the Code. The LEED-NC or LEED-CS rating system will be pursued as applicable for the different use types within the Project for all buildings larger than 25,000 GSF. Individual buildings will pursue LEED Certification at a target rating level of Silver. In addition, the Project will target meeting LEED-ND standards at the Gold Level.

ii. Energy

A Project energy plan shall be submitted for any Project Component prior to the final permitting approval of said Project Component in accordance with BRA Development Review Procedures. The Project energy plan will document the use of innovative energy technologies by detailing any clean energy (including any cogeneration) technologies and/or renewable energy planned for installation (including proposed capacity and/or percentage of project energy demand generated by the clean/renewable technologies) within the Project Component.

iii. Climate Change Adaptation

Each Project Component shall comply with applicable State and City strategies for addressing sea-level rise and climate change.

b. Groundwater Conservation

Portions of the PDA Area are located within the GCOD, governed by Article 32 of the Code. Article 32 requires that projects meeting certain criteria employ mitigation measures to avoid adverse impacts to groundwater levels. The Project is subject to Article 32 because it will construct structures where the new extensions will occupy more than fifty (50) square feet of lot area.

Based on its location in South Boston, only the requirements of Section 32-6(b) of the Code apply to the portions of the PDA Area that are within the GCOD. Under that section, the Project Components within the GCOD must demonstrate that they will result in no negative impact on groundwater levels in the PDA Area or adjacent lots, subject to the terms of any (i) dewatering permit or (ii) Cooperation Agreement entered into by the Proponent and the BRA.

The portions of the Project within the GCOD will comply with the applicable standards set forth in Section 32-6(b) of the Code by resulting in no negative impact on groundwater levels within the PDA Area or on adjacent lots. If necessary, the Proponent will incorporate systems into the Project that meet the groundwater conservation standards set forth in Section 32-6(b). The Proponent will obtain a written determination from the Boston Water and Sewer Commission as to whether said standards are satisfactorily met. The Proponent will provide a copy of this letter to the BRA and to Boston Groundwater Trust prior to the issuance of a Certificate of Consistency. Compliance with this Plan shall constitute compliance with Article 32 without the necessity of the Project obtaining a conditional use permit pursuant to Article 32.

XVIII. Phasing Plan and Current Development Timeline

The Project has been conceived and planned with a flexible mixture of complementary and mutually reinforcing uses. Project phasing is intended to provide certainty that the full build-out can be achieved over time, which is key to the Project's feasibility. Current Project plans anticipate beginning construction of the first Project phases in 2011, with construction completion scheduled for 2019. This Plan constitutes approval of the development of the PDA Area in multiple phases or sub-phases, which phases or sub-phases may proceed sequentially or simultaneously.

The Proponent's current development timeline anticipates the construction of Early Action Public Benefits (defined below) as follows:

EARLY ACTION PUBLIC BENEFITS

BLOCK/BENEFIT	REQUIRED START DATE ³
Innovation Center (Block A, Block F, or Block K)	Lease for \$1 and commence design and permitting within 60 days of effective date of

³ All start dates are subject to the cooperation of the BRA and other state and City agencies with respect to final approvals and the issuance of permits where required.

	this Plan. Commence construction within 12 months of the effective date of this Plan.
Innovation Residential Project on Block J (or another Block to be determined by the Proponent and the BRA).	Commence design and permitting within 120 days of the effective date of this Plan. Commence construction no later than 18 months of effective date of this Plan.
Parcel E Improvements	Commence design and approval within 60 days of approval of this Plan. Commence construction within 12 months of effective date of this Plan, subject to cooperation of parcel owner.
ICA/Fan Pier Interim Pedestrian Connector	Commence design and approval within 60 days of the effective date of this Plan. Commence construction within 12 months of effective date of this Plan.
Block Q	Commence design and approval within 60 days of effective date of this Plan. Commence Construction within 12 months of effective date of this Plan.

Construction of individual Blocks may proceed as part of, or separate from, other Blocks listed in the same groupings below, so long as the Proponent constructs the public realm improvements described in Section XV below in conjunction with the Blocks with which such improvements are associated pursuant to Exhibit E. With respect to any mitigation commitments not clearly linked to a specific Block on Exhibit E, if not all of the construction for a Project Component will be completed in one continuous building sequence, the Proponent will propose, subject to the approval of the BRA, an allocation of mitigation commitments that reasonably reflects the *pro rata* portion attributable to an individual Project Component that also identifies how the remaining public improvements will be allocated and completed. The Project will also be subject to any conditions set forth in Chapter 91 licenses for Blocks within Chapter 91 jurisdiction.

This Plan anticipates that the Proponent will (1) execute the five-year Lease for the Innovation Center with the BRA/City, providing an option for another five-year term, by no later than sixty (60) days after the effective date of this Plan, and begin construction on the Innovation Center within twelve (12) months of the effective date of this Plan; (2) within sixty (60) days commence on the design and approval of the Parcel E Improvements, Block Q Recreational Area and the Interim ICA Connector, begin construction by no later than 12 months from the effective date of this Plan and complete such work within a reasonable period of time thereafter; and (3) commence construction of the Innovation Residential Project on Block J (or another Block to be determined by the Proponent and the BRA) within eighteen (18) months of the effective date of this Plan and complete such work within a reasonable period of time thereafter; provided, however, that the timing described in (1), (2), and (3) above is subject to the cooperation of the BRA, state and City agencies with respect to final approvals and the issuance of permits where required, and, in the case of the Parcel E Improvements, the cooperation of the owner of Parcel E. Such benefits shall be referred to herein as the “Early Action Public Benefits”. The BRA may, in its discretion, withhold any Certificates of Compliance or Consistency for any Project Component that has not commenced construction if any Early Action Public Benefits are not completed within the specified time periods as indicated in this Section and Exhibit E.

It is contemplated that within the PDA Area, the Project Components may each be separately owned and financed, including through one or more condominium structures. As used herein, "Proponent" shall mean the original Proponent named above or, with respect to any Project Components subsequently owned by another entity, such successor in interest. This Plan constitutes approval for any subdivision, re-subdivision, or condominium creation, provided that the Proponent (or its successors in interest) shall give written notification to the BRA's Director of any such subdivisions, re-subdivisions, or condominium creation, and assignments of responsibilities.

Compliance of Project Components with the requirements of this Plan shall be determined based on each Project Component's compliance with the requirements of this Plan that apply to such Project Component, including the provision of public benefits associated with such Project Component on Exhibit E, and the seller and any buyer of a Project Component shall submit a plan that demonstrates that all commitments and limitations of this plan are met by any proposed ownership change. Each building will be eligible to receive its own Certificate of Consistency or Partial Certificate of Consistency.

XIX. Development Review Procedures

The Project is subject to Large Project Review under Section 80B of the Code. Final plans and specifications for any portion of the Project shall be subject to review and approval by the BRA in accordance with its Development Review Procedures. Because the Project is a phased project on which design development will proceed sequentially, it is anticipated that final development review will occur at different times for separate Project Components.

The BRA has approved the conceptual plans attached hereto as Exhibit D. The BRA's approval of final plans and specifications shall confirm their consistency with this Development Plan and with any applicable design requirements set forth in Article 27P or Article 42E of the Code. Given the scope of the proposed Project, and in light of the various reviews of the Project necessary to secure all required permits and approvals, the Proponent may seek to modify the Project. Proposed minor modifications to Project site improvements, exterior facades, roofscapes, public spaces, roadway and transit mitigation, or parking and loading will be subject to the approval of the BRA's Director under this Plan without amendment of this Plan or further BRA action, unless the Director determines that the changes are not consistent with this Plan.

XX. Applicability

In accordance with Section 80-C of the Code, consistency of the Project with this Plan constitutes compliance with the dimensional, use and all other requirements of the Code to the extent such requirements have been addressed in this Plan. This Plan shall constitute permanent zoning for the PDA Area, within the meaning of the South Boston Municipal Harbor Plan (as applicable). To the extent that any aspect of proposed uses and proposed structures addressed in this Plan are in conflict with any requirement of the Code, this Plan shall govern. No Interim Planning Permit under Section 27P-18 shall be necessary for any work in accordance with this Plan.

XXI. Amendment of Plan

Any owner of an individual Project Component may seek amendment of this Plan only as to such Project Component in accordance with the procedures prescribed by the Code without the consent of any other owner of a Project Component, provided, however, that no such amendment shall affect the obligations of the Proponent under any agreements between the Proponent and the BRA. In the event that any amendment to this Plan proposed by the owner of a Project Component is approved, and such

amendment affects the overall compliance of the Project with this Plan, this Plan shall be deemed amended with respect to the Project as a whole to the extent necessary for the overall Project to comply with this Plan.

XXII. Miscellaneous

Unless otherwise set forth herein, all references to terms set forth in the Code shall have the meaning set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

EXHIBITS:

- Exhibit A: Legal Description
- Exhibit B: PDA Area Plan
- Exhibit C: Public Realm Improvements
- Exhibit D: Block Plans
- Exhibit E: Proposed Phasing, Planned Uses, Public Realm Improvements and Benefits
- Exhibit F: Permitted Uses
- Exhibit G: Traffic Circulation
- Exhibit H: Proposed Street Dimensions
- Exhibit I: Parking and Loading

EXHIBIT A
LEGAL DESCRIPTION

**PLANNED DEVELOPMENT AREA DESCRIPTION
SEAPORT SQUARE**

The limits of the Seaport Square Planned Development Area are bounded and described as follow:

Beginning at the point of intersection of a line that is about 20 foot east of the northwesterly line of West Service Road Extension with a line that is about 15 feet north of the southwesterly line of Northern Avenue;

Thence running northwesterly by a line that is about 15 feet north of the southwesterly sideline of Northern Avenue to a point that intersects the extension of the northwesterly sideline of Sleeper Street;

Thence running northeasterly by the extension of the northwesterly sideline of Sleeper Street to a point that is about 24 feet south of the northeasterly sideline of Northern Avenue;

Thence running northwesterly by a line that is about 24 feet south of the northeasterly sideline of Northern Avenue to a point that intersects a line that is 10 foot east of the northwesterly sideline of Old Sleeper Street;

Thence running southwesterly by a line that is about 10 foot east of the northwesterly sideline of Old Sleeper Street to a point that intersects a line that is about 15 feet south of the northeasterly sideline of Seaport Boulevard;

Thence running southeasterly by a line that is about 15 feet south of the northeasterly sideline of Seaport Boulevard to a point that intersects a line that is about 20 west of the southeasterly sideline of Sleeper Street;

Thence running southwesterly by a line that is about 20 feet west of the southeasterly sideline of Sleeper Street to the extension of the property lines for Parcels H, J and K;

Thence running southeasterly by the property lines of Parcels H, J and K to a point that intersects a line that is 10 feet west of the southeasterly sideline of Stillings Street;

Thence running southwesterly by a line that is 10 feet west of the southeasterly sideline of Stillings Street to a point the intersects the extension of the southerly property line of Parcel Q;

Thence running southeasterly by the southerly property line of Parcel Q to a point the intersects a line that is about 10 foot west of the southeasterly sideline of Boston Wharf Road;

Thence running southwesterly by a line that is 10 west of the southeasterly sideline of Boston Wharf Road to a point that intersects a line that is 10 foot south of the southwesterly sideline of Summer Street;

Thence running southeasterly by a line that is 10 feet south of the southwesterly sideline of Summer Street to a point that intersects the southeasterly sideline of East Service Drive;

Thence running northeasterly by the southeasterly sideline of East Service Drive to a point on the southerly limit of Air Rights Parcel P;

Thence running southeasterly by the southerly limit of Air Rights Parcel P;

Thence running northeasterly by the easterly limits of Air Rights Parcel P;

Thence running northwesterly by the northerly limits of Air Rights Parcel P;

Thence running northeasterly by the southeasterly sideline of East Service Road to a point that intersects a line that is about 30 feet south of the northerly sideline of Congress Street;

Thence running easterly by a line that is 30 feet south of the northerly sideline of Congress Street to a point that intersects the centerline of B Street extended;

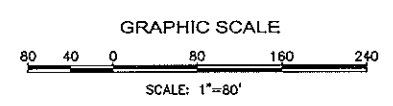
Thence running northeasterly by the centerline of B Street to a point the intersects a line that is about 20 feet north of the southwesterly sideline of Seaport Boulevard;

Thence running northwesterly by a line that is 20 feet north of the southwesterly sideline of Seaport Boulevard to a point that intersects a line that is 20 feet east of the northwesterly sideline of East Service Road Extension;

Thence running northeasterly by a line that is 20 east of the northwesterly sideline of East Service Road Extension to the point of beginning.

The above described Planned Development Area contains approximately 1,444,765 square feet (approximately 33 acres) and is shown on the plan titled "Site Plan – Planned Development Area, Boston Seaport Square, Boston, Massachusetts" dated February 5, 2010, prepared by Nitsch Engineering, Inc.

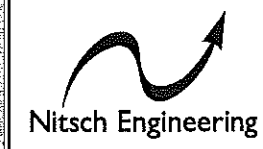
EXHIBIT B
PDA AREA PLAN



PLANNED DEVELOPMENT AREA

TOTAL AREA
1,444,765 ± S.F.
33 ± ACRES

EXHIBIT B



www.nitscheng.com
188 Lincoln Street, Suite 200
Boston, MA 02111-2403
T: (617) 338-0083
F: (617) 338-8472

- Civil Engineering
- Land Surveying
- Transportation Engineering
- Sustainable Consulting
- Planning
- GIS

PROJECT # 6504.1
FILE: 6504.1_PDA_1.dwg
SCALE: 1"=80'
DATE: FEBRUARY 5, 2010
PROJECT MANAGER: AJA
FIELD BOOK:
DRAFTED BY: PAR/RGM
CHECKED BY:

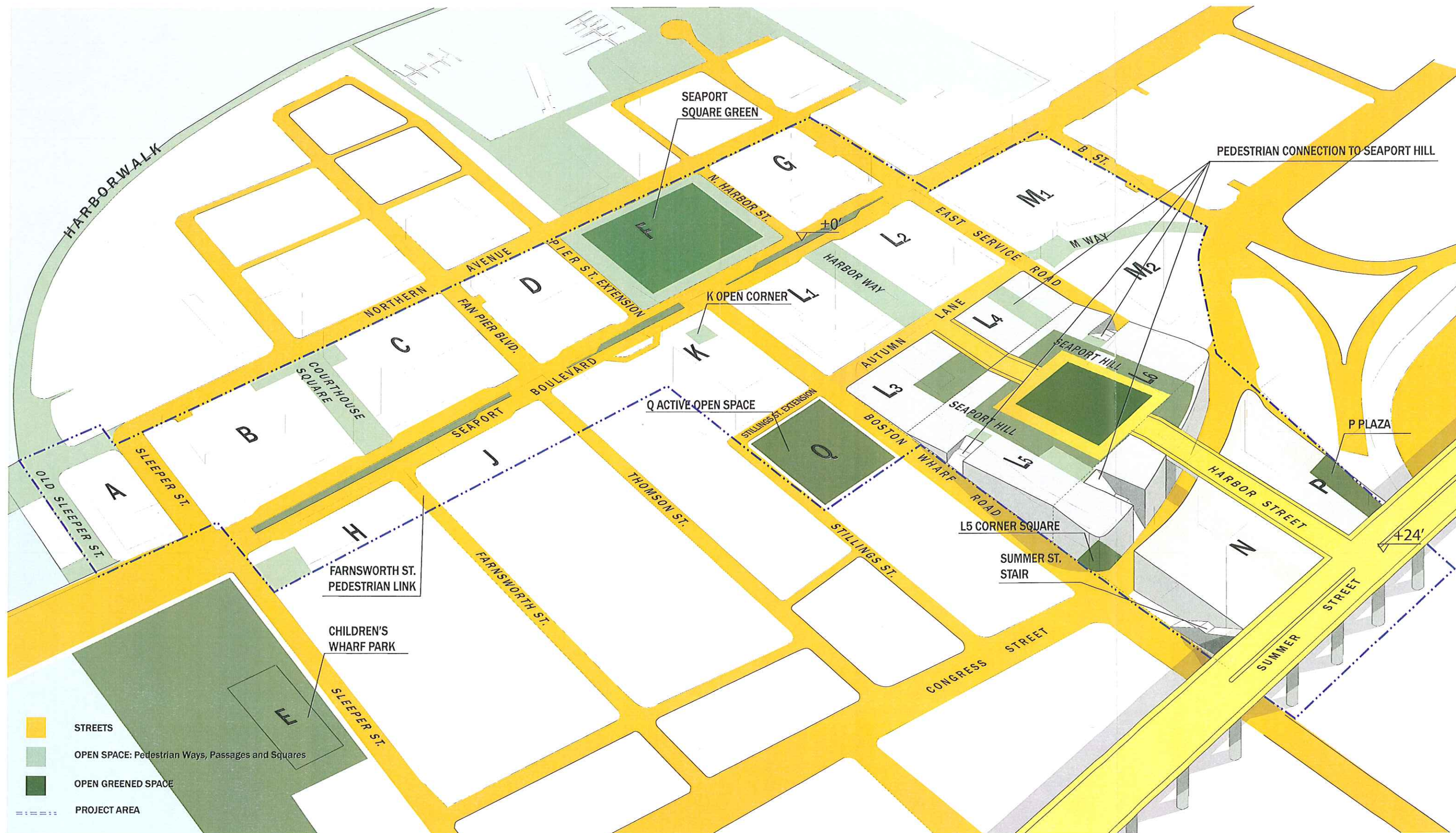
REV.	COMMENTS REVISIONS	DATE

SITE PLAN - PLANNED DEVELOPMENT AREA
BOSTON SEAPORT SQUARE
BOSTON, MASSACHUSETTS

PREPARED FOR:
BOSTON GLOBAL INVESTORS
ONE POST OFFICE SQUARE, SUITE 3150, BOSTON, MASSACHUSETTS 02109

SHEET:
EX-1
OF 1 REV.

EXHIBIT C
PUBLIC REALM IMPROVEMENTS



Height differences exaggerated for diagram purposes.

prepared by:

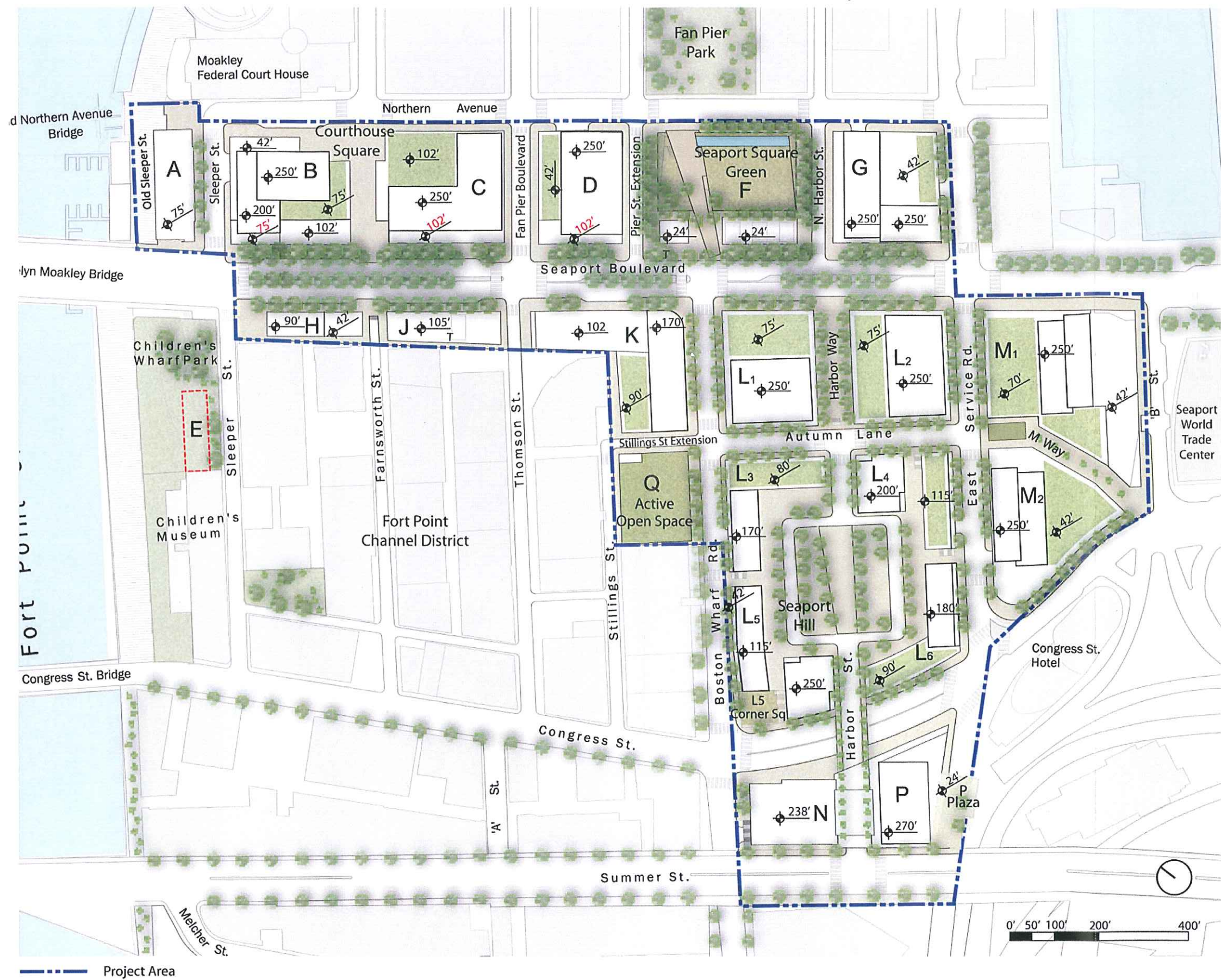
KPF

© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

EXHIBIT C

Open Space

21 September 2010



prepared by:

KPF

© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

EXHIBIT C

Roof Plan & Landscape

21 September 2010

EXHIBIT D
BLOCK PLANS

Block*	Maximum Build Out (sf of GFA)	Maximum Height (ft)	Maximum FAR
A	81,800	75	N/A
B	459,000	250	N/A
C	641,000	250	N/A
D	465,000	250	N/A
F	9,200	24	N/A
G	535,900	250	N/A
H	24,000	90	N/A
J	99,000	105	N/A
K	293,000	170	N/A
L1	455,300	250	N/A
L2	425,000	250	N/A
L3	215,000	170	N/A
L4	285,000	200	N/A
L5	325,000	250	N/A
L6	240,000	180	N/A
M1 & M2	1,012,000	260	N/A
N	348,000	240	N/A
P	418,000	270	N/A
Q	4,000	15	N/A
Total	6,335,200	N/A	6.3

*Other criteria to be satisfied by each block:

1. Size of block and maximum footprint (as shown on Exhibit D: Block Plans, Parcelization and Approximate Street Dimensions)
2. Minimum size of sidewalk (as shown on Exhibit D: Block Plans, Parcelization and Approximate Street Dimensions)
3. Minimum size of open space and other public realm elements (as shown on Exhibit E)



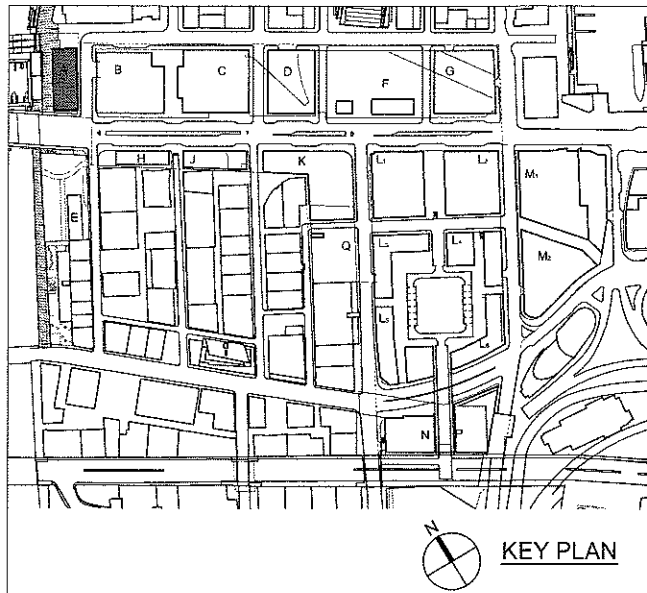
© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

KPF

**EXHIBIT D: BLOCK PLANS,
PARCELIZATION, AND APPROXIMATE
STREET DIMENSIONS**

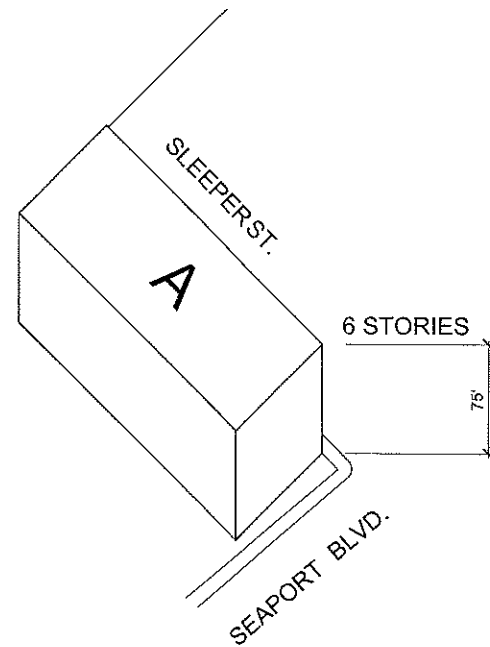
BOSTON SEAPORT
21 September 2010

BOSTON, MA

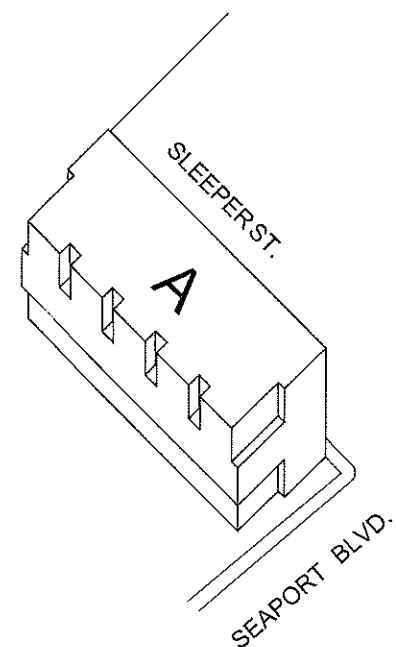


KEY PLAN

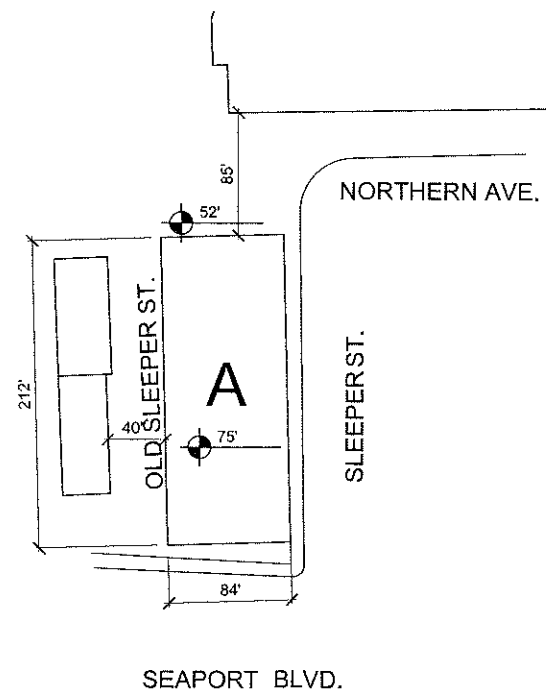
BLOCK "A"		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
81,800 GSF	75'	75'



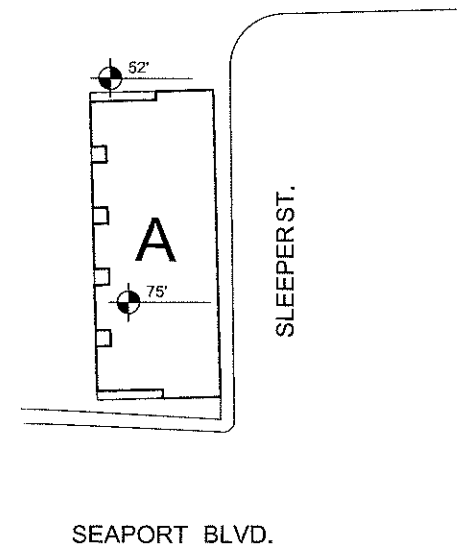
MASSING ENVELOPE AXON



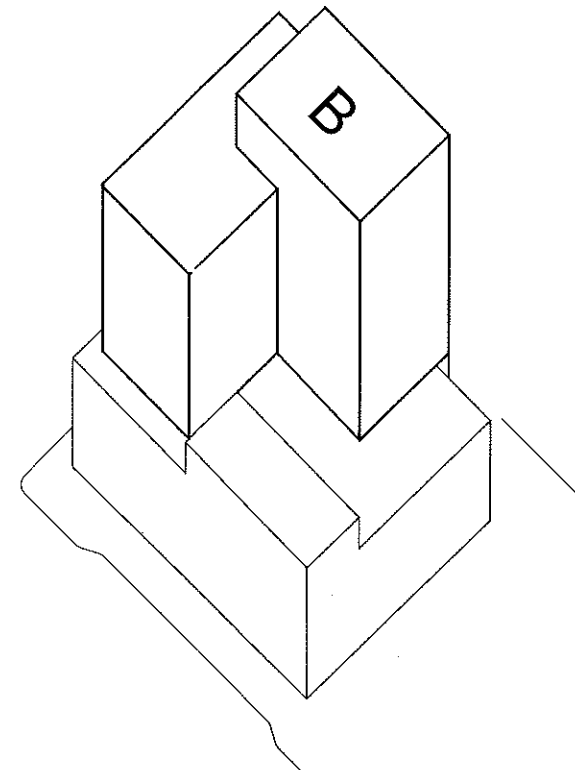
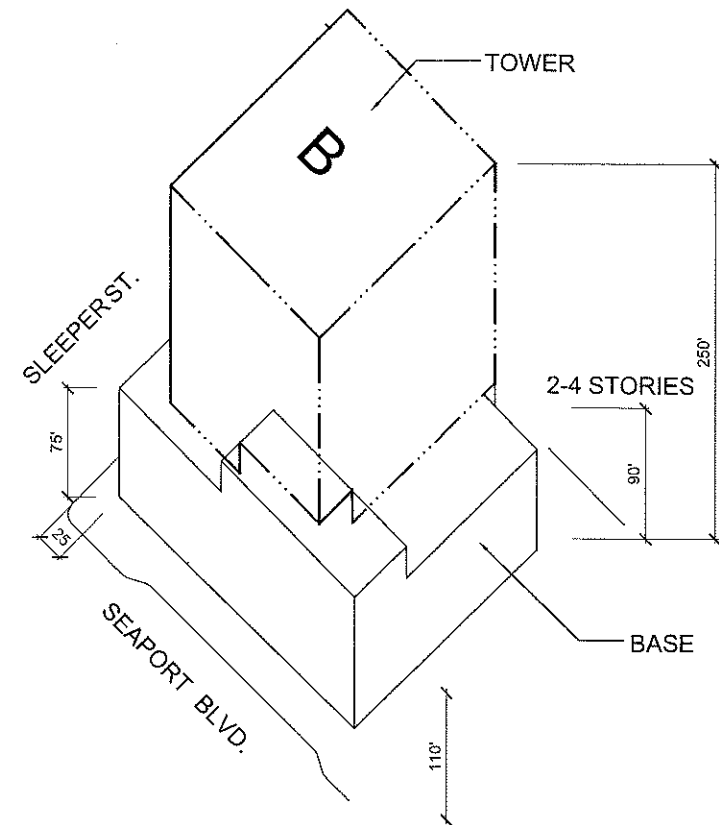
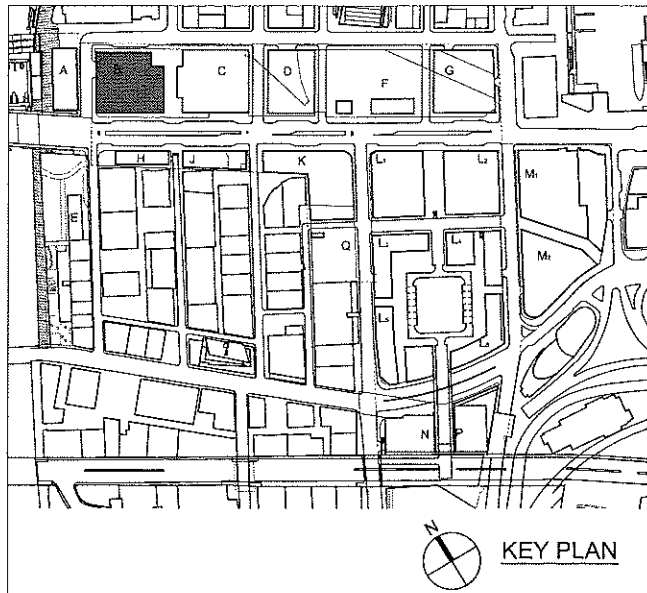
SAMPLE BUILDING MASSING



MASSING ENVELOPE ROOF PLAN



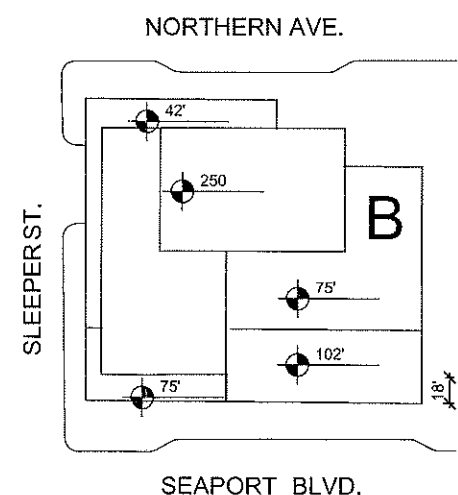
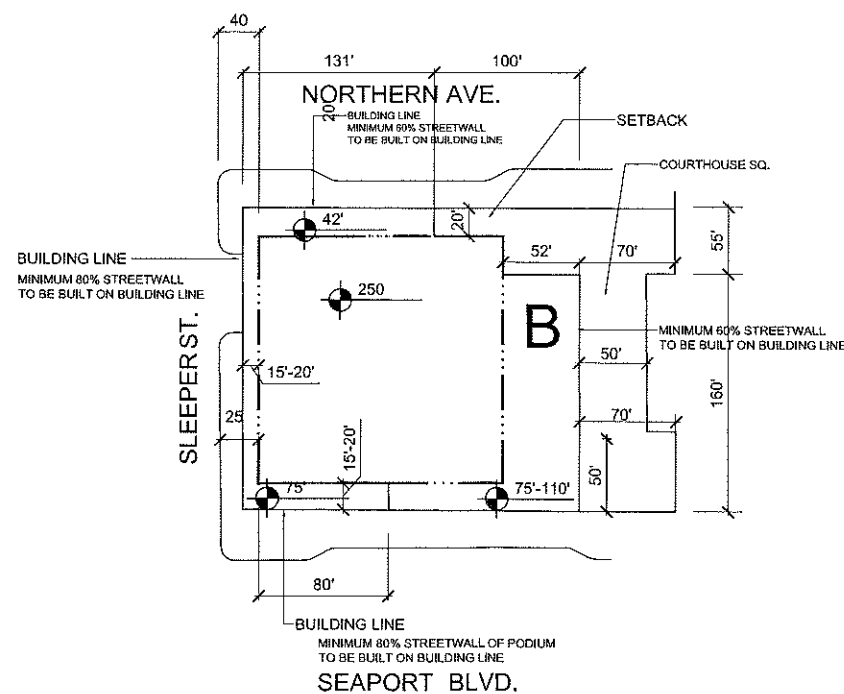
SAMPLE BUILDING MASSING
ROOF PLAN



BLOCK 'B'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
459,000 GSF	42'-110'	250'

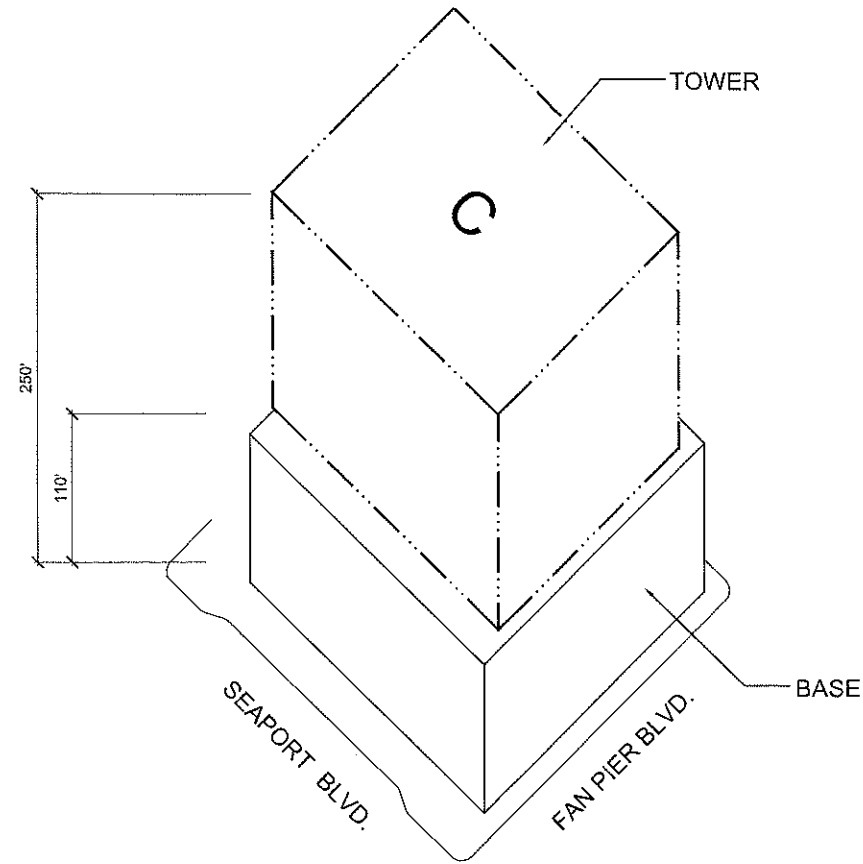
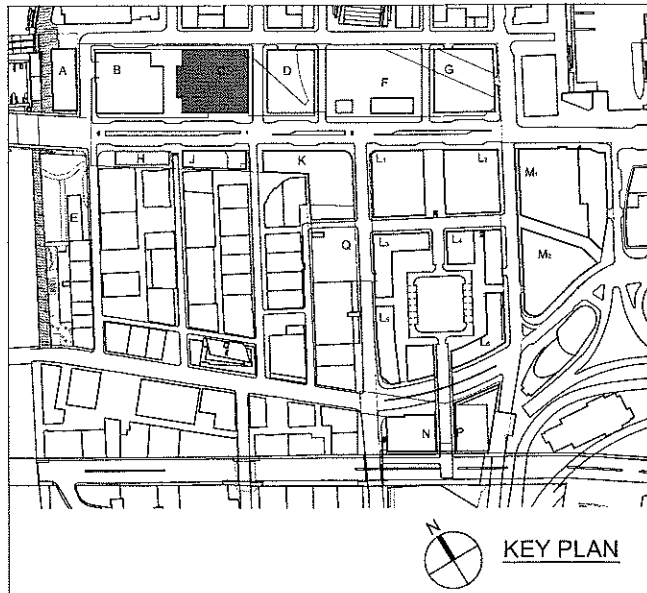
MASSING ENVELOPE AXON

SAMPLE BUILDING MASSING

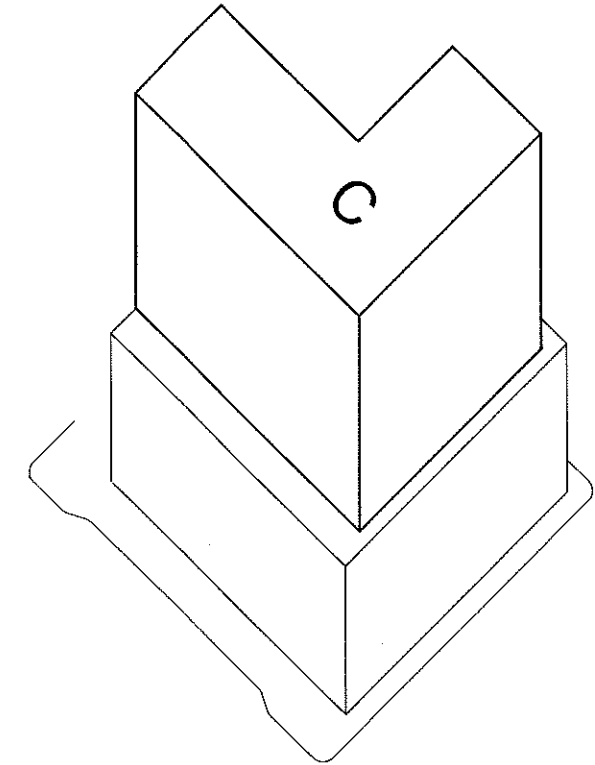


MASSING ENVELOPE ROOF PLAN

SAMPLE BUILDING MASSING ROOF PLAN

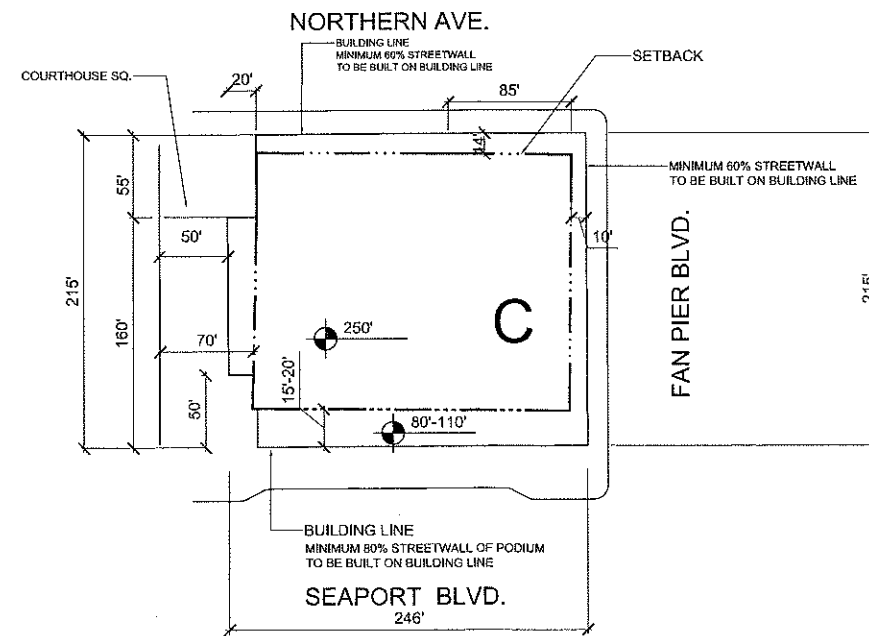


MASSING ENVELOPE AXON

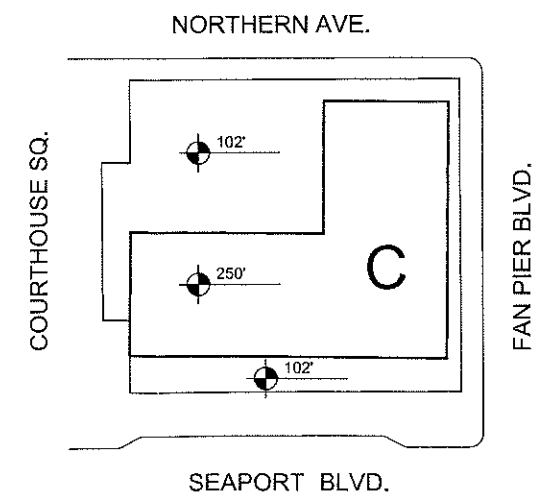


SAMPLE BUILDING MASSING

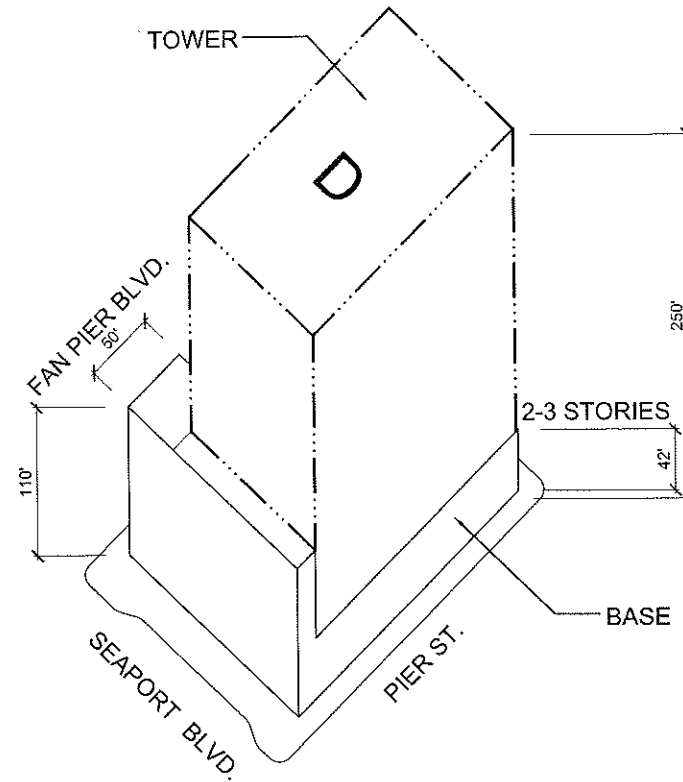
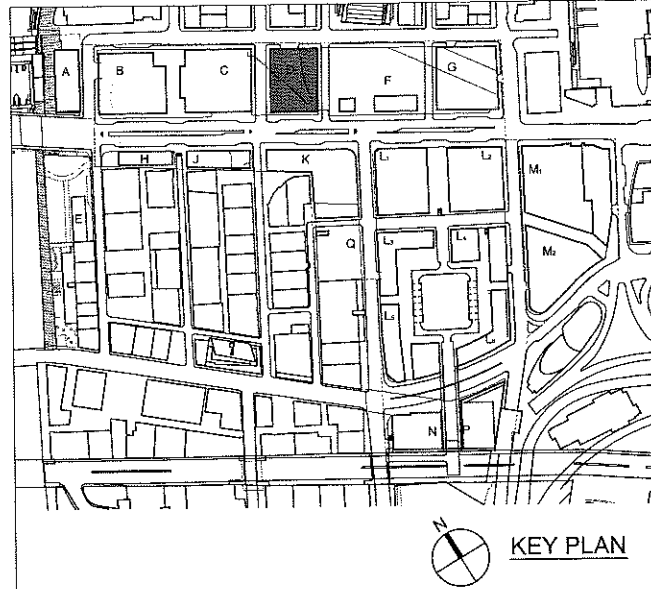
BLOCK 'C'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
641,000 GSF	80'-110'	250'



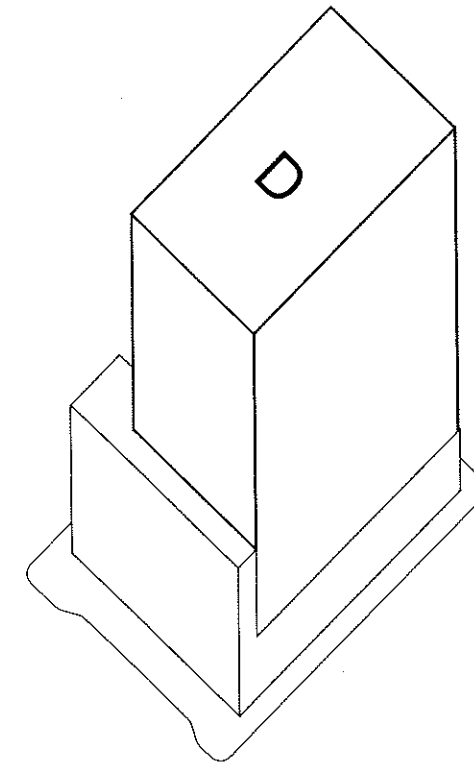
MASSING ENVELOPE ROOF PLAN



SAMPLE BUILDING MASSING ROOF PLAN

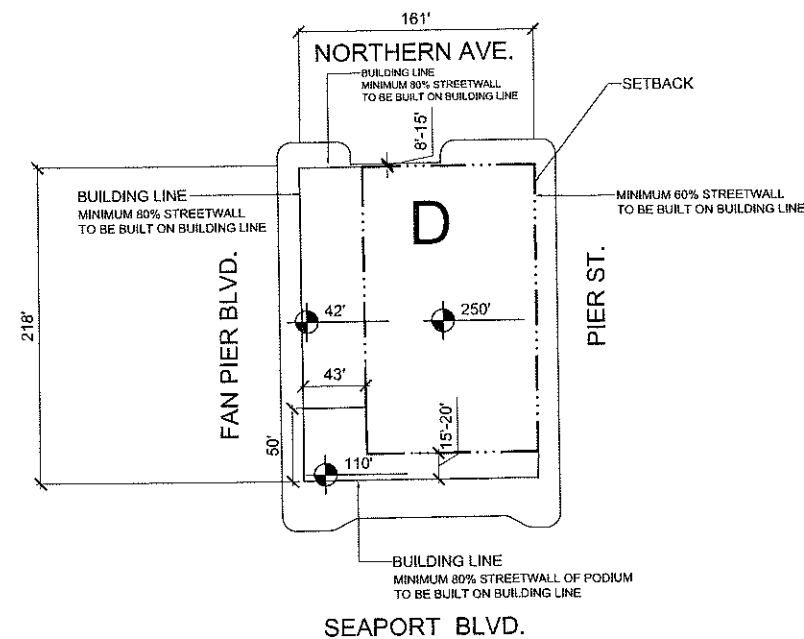


MASSING ENVELOPE AXON

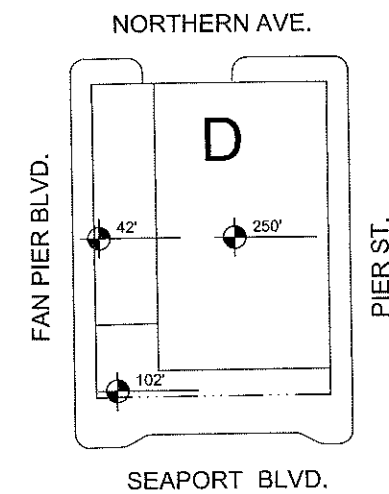


SAMPLE BUILDING MASSING

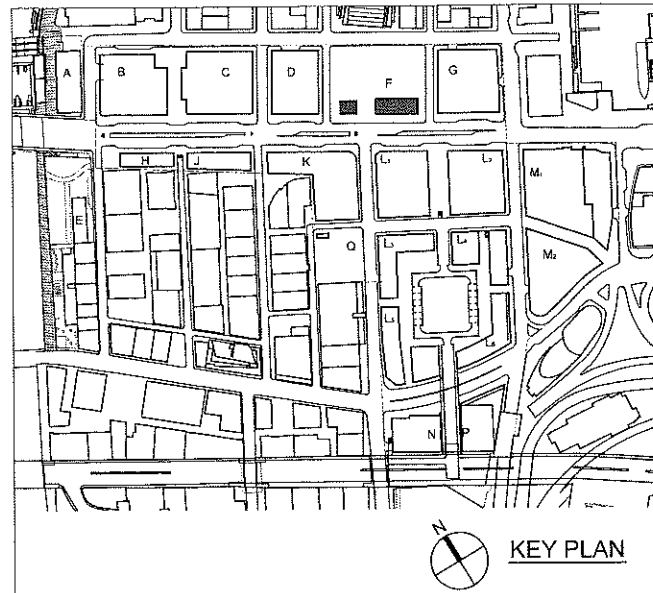
BLOCK 'D'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
465,000 GSF	42'-110'	250'



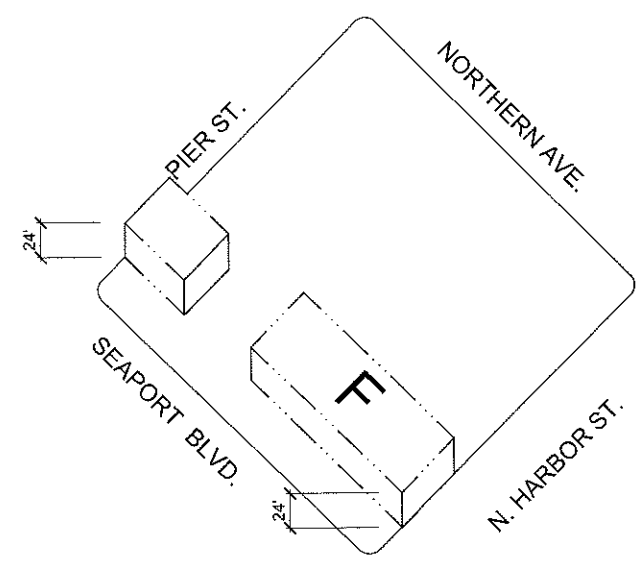
MASSING ENVELOPE ROOF PLAN



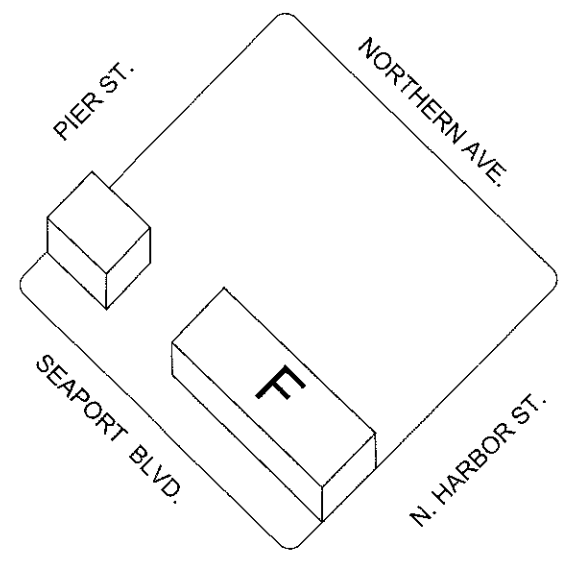
SAMPLE BUILDING MASSING ROOF PLAN



KEY PLAN

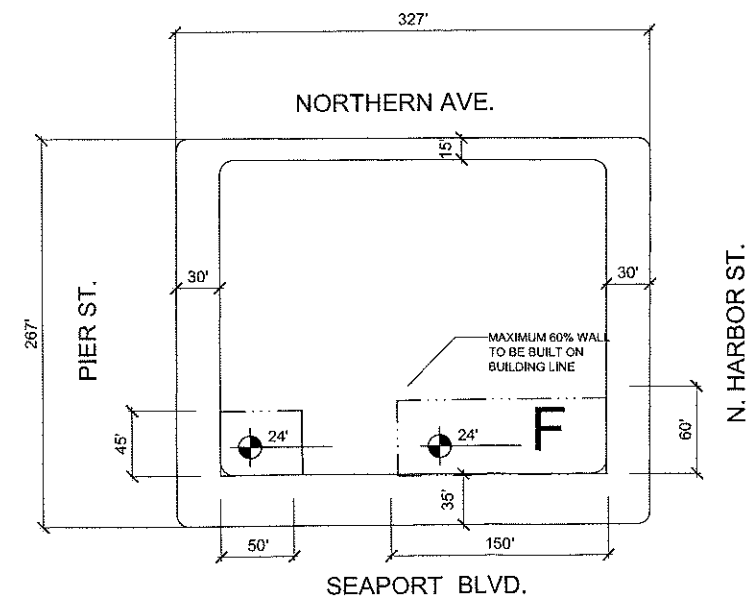


MASSING ENVELOPE AXON

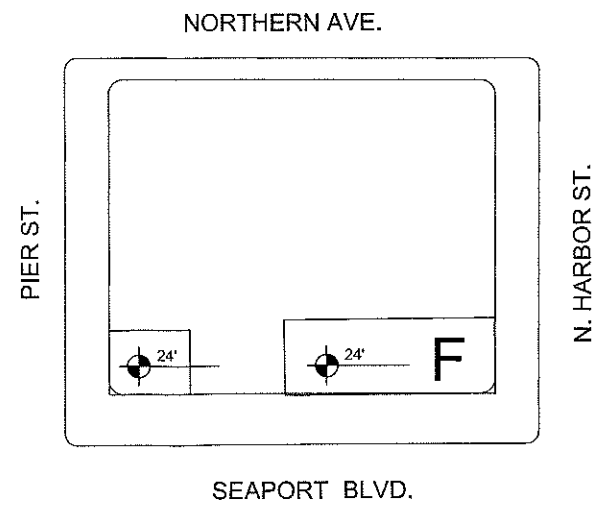


SAMPLE BUILDING MASSING

BLOCK "F"		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
9,200 GSF	24'	24'

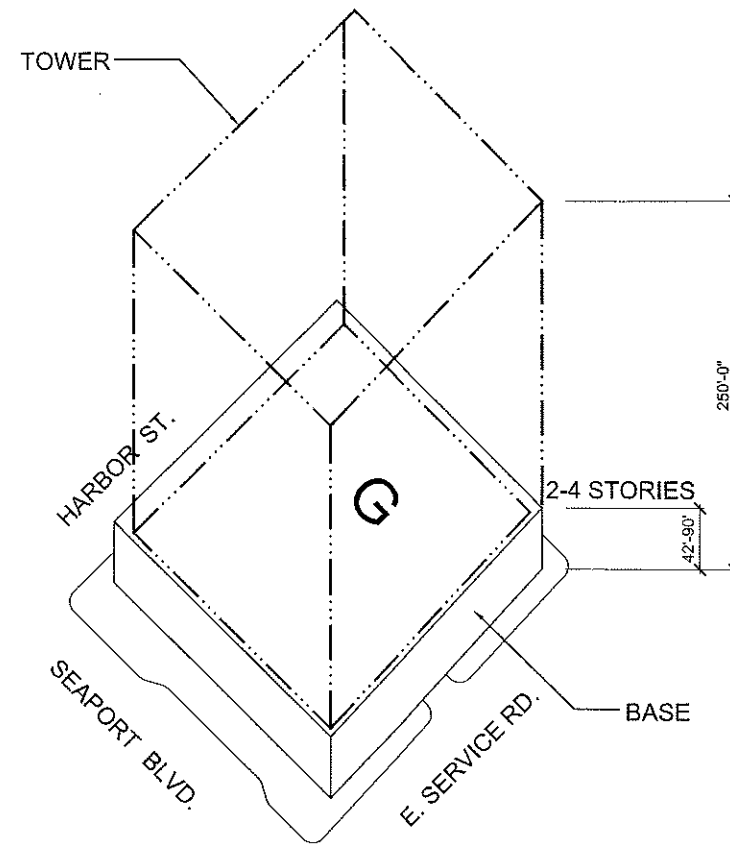
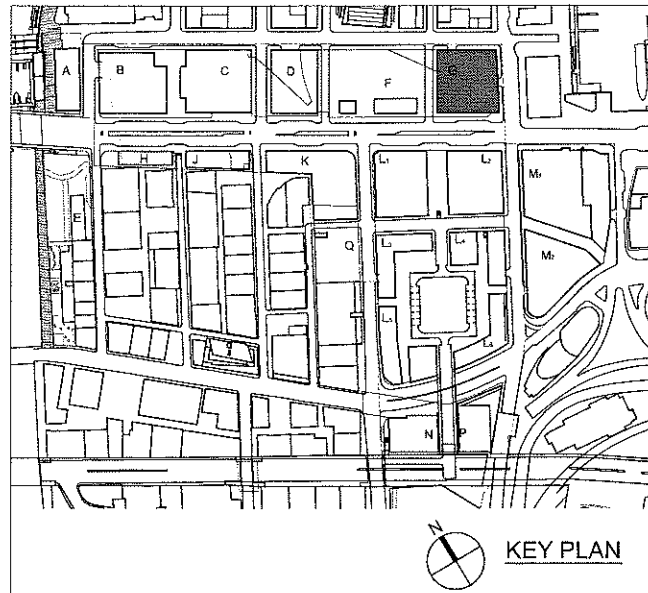


MASSING ENVELOPE ROOF PLAN

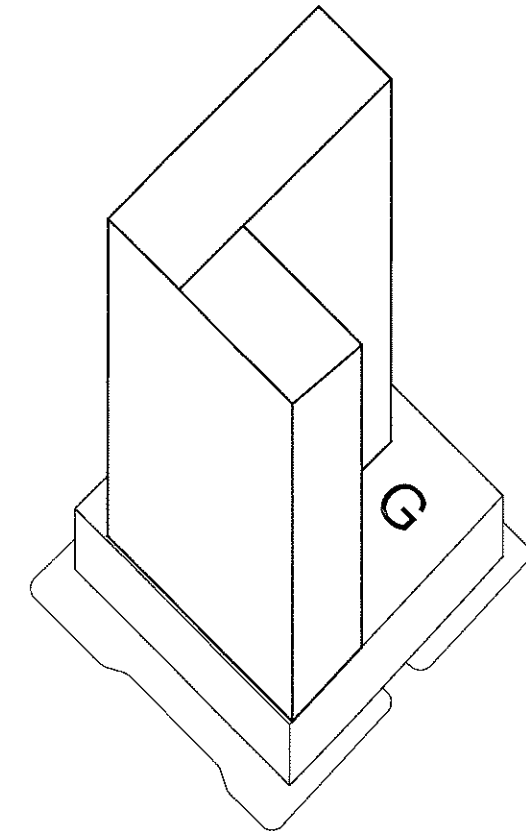


SAMPLE BUILDING MASSING ROOF PLAN

© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

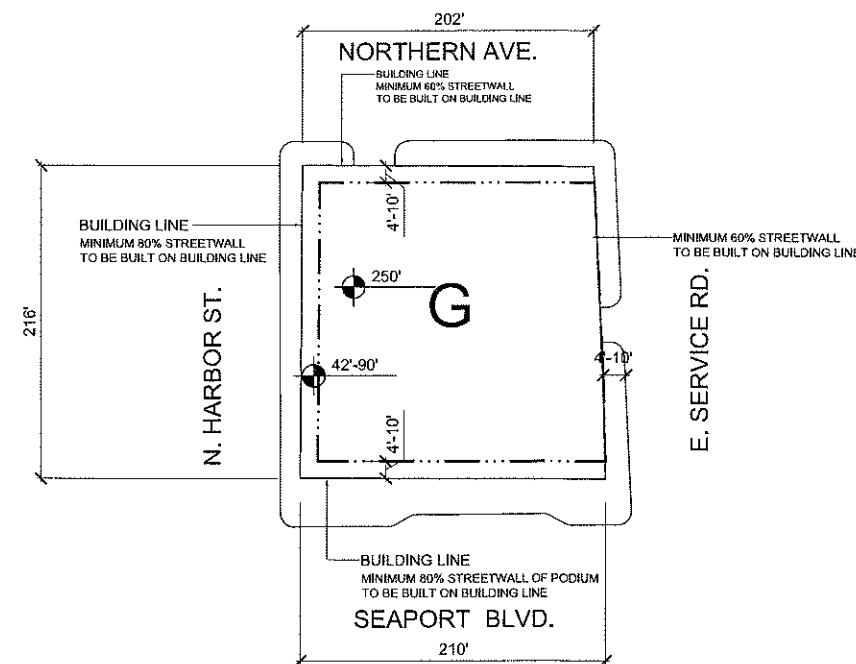


MASSING ENVELOPE AXON

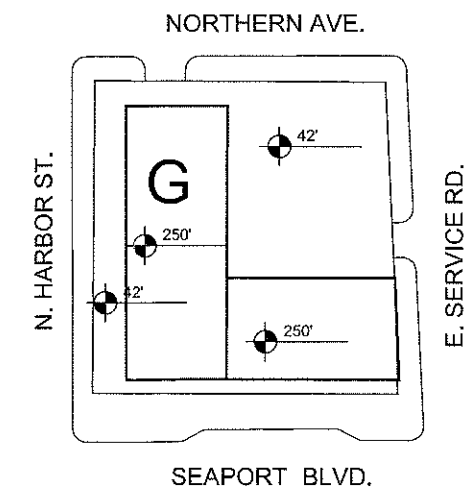


SAMPLE BUILDING MASSING

BLOCK 'G'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
535,900 GSF	42'- 90'	250'



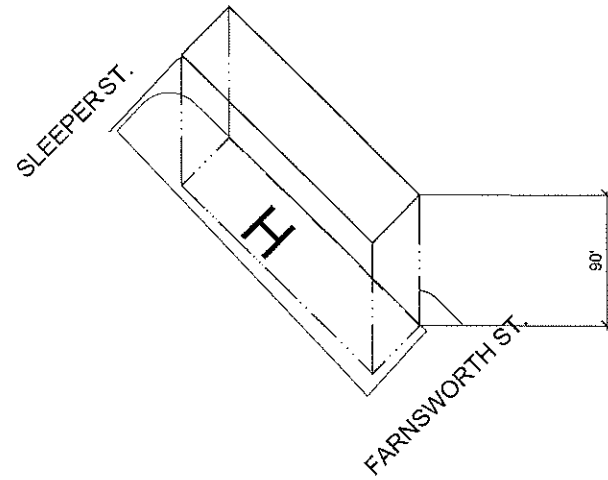
MASSING ENVELOPE ROOF PLAN



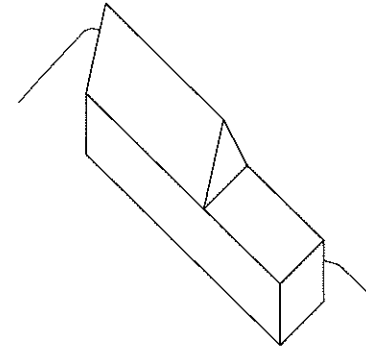
SAMPLE BUILDING MASSING ROOF PLAN



KEY PLAN

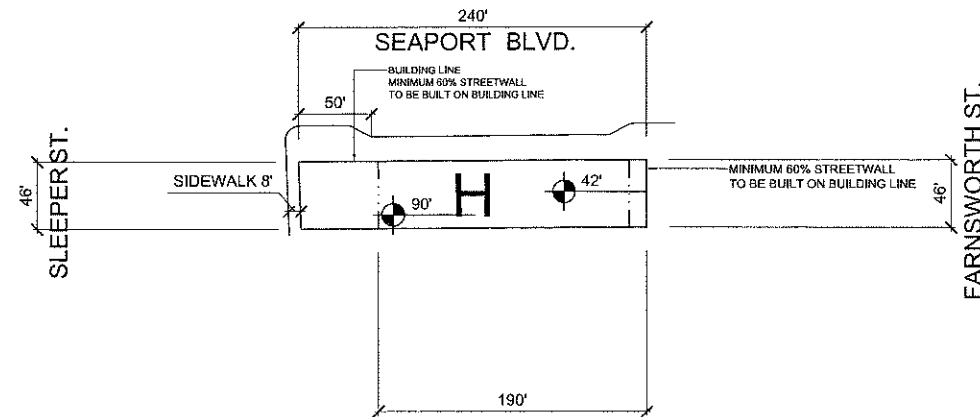


MASSING ENVELOPE AXON

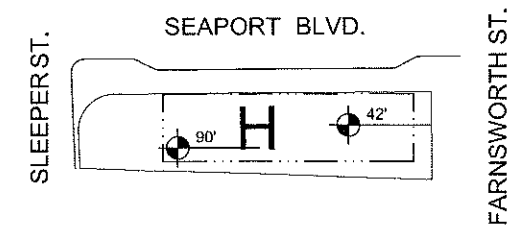


SAMPLE BUILDING MASSING

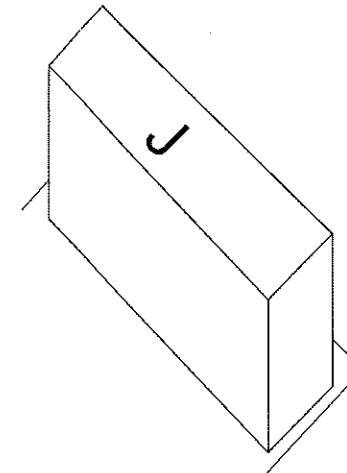
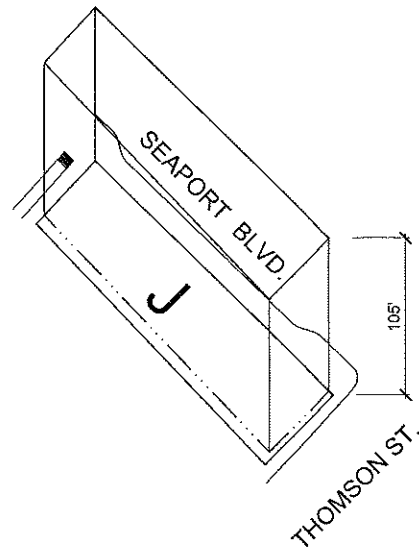
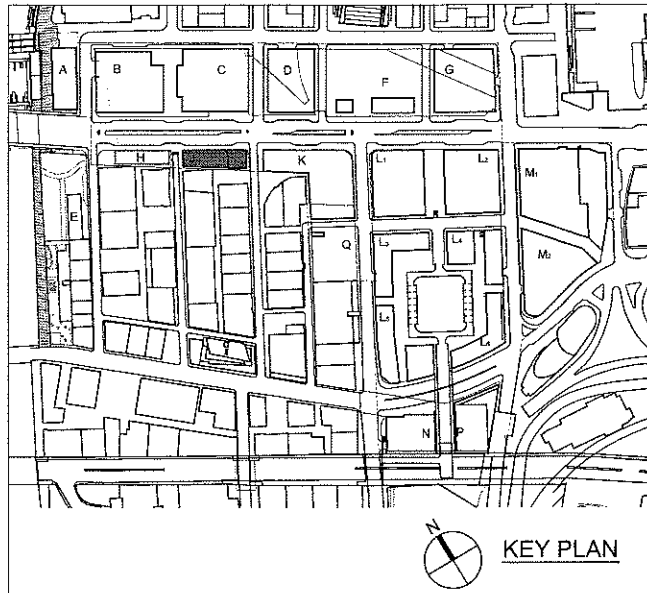
BLOCK 'H'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
24,000	42'-90'	90'



MASSING ENVELOPE ROOF PLAN



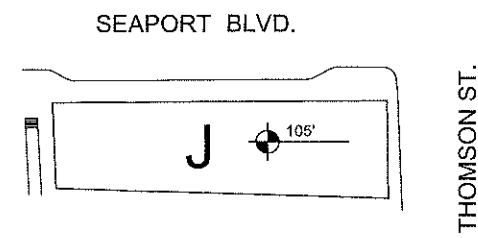
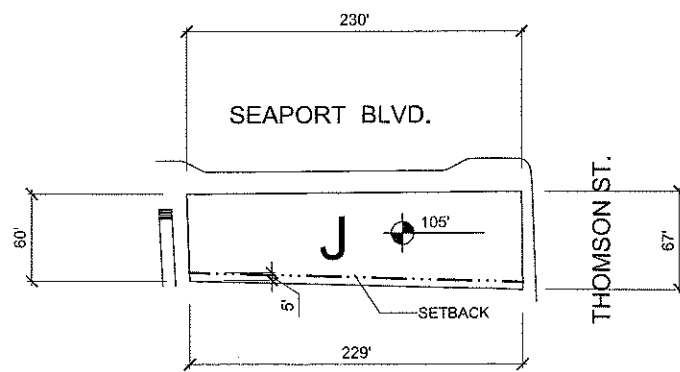
SAMPLE BUILDING MASSING ROOF PLAN



MASSING ENVELOPE AXON

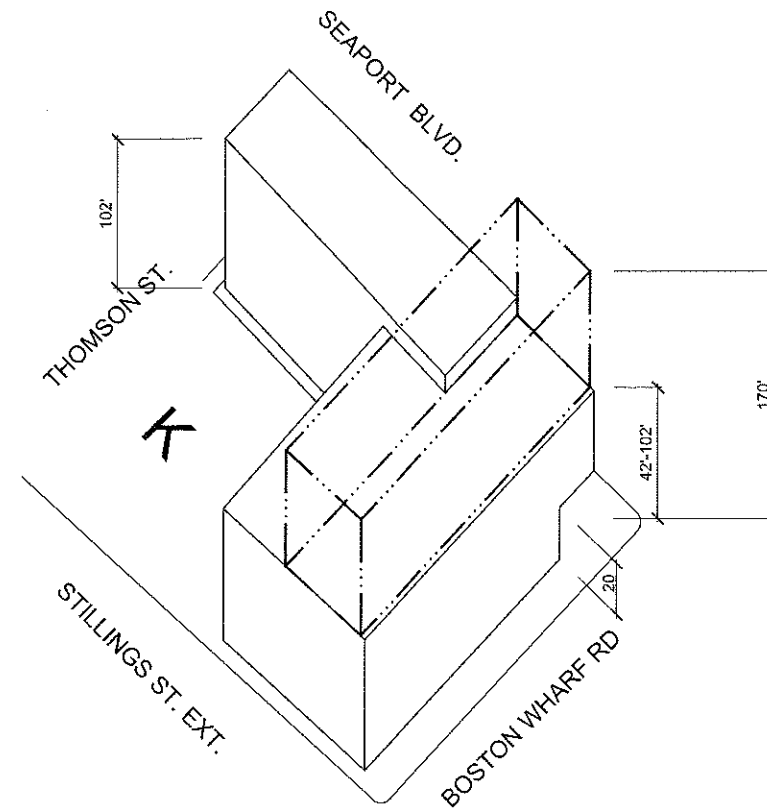
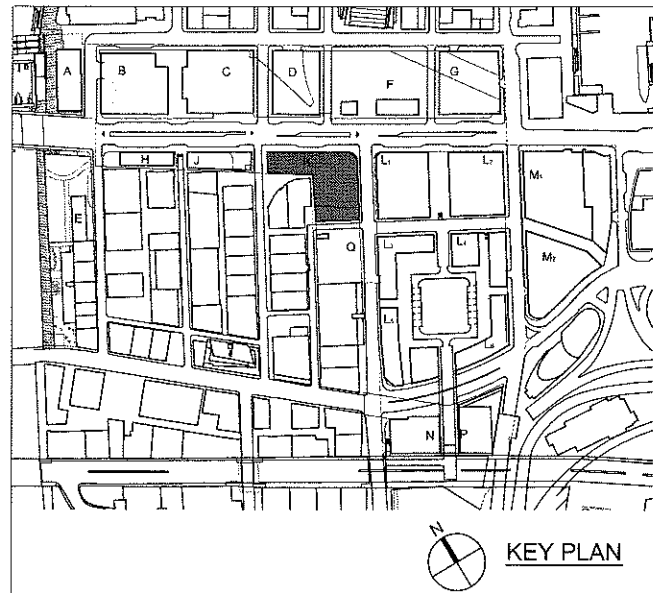
SAMPLE BUILDING MASSING

BLOCK 'J'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
99,000	105'	105'

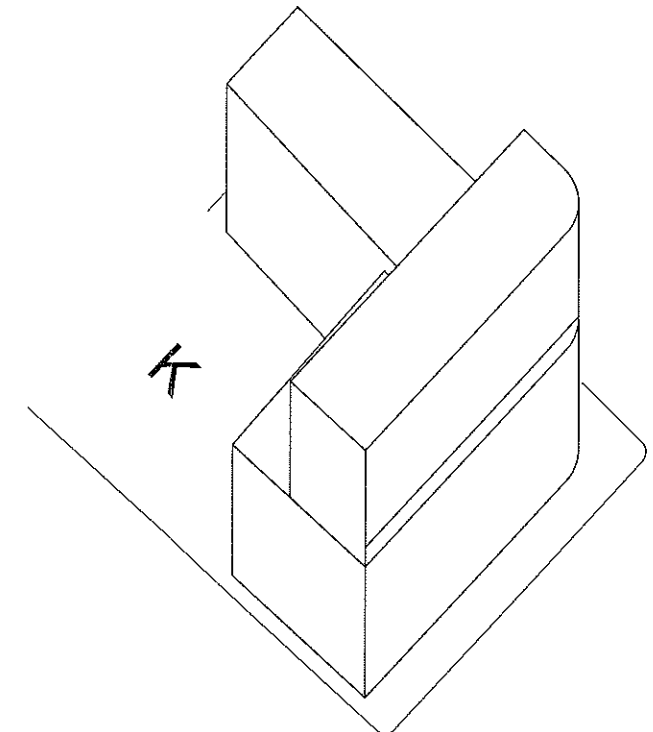


MASSING ENVELOPE ROOF PLAN

SAMPLE BUILDING MASSING ROOF PLAN

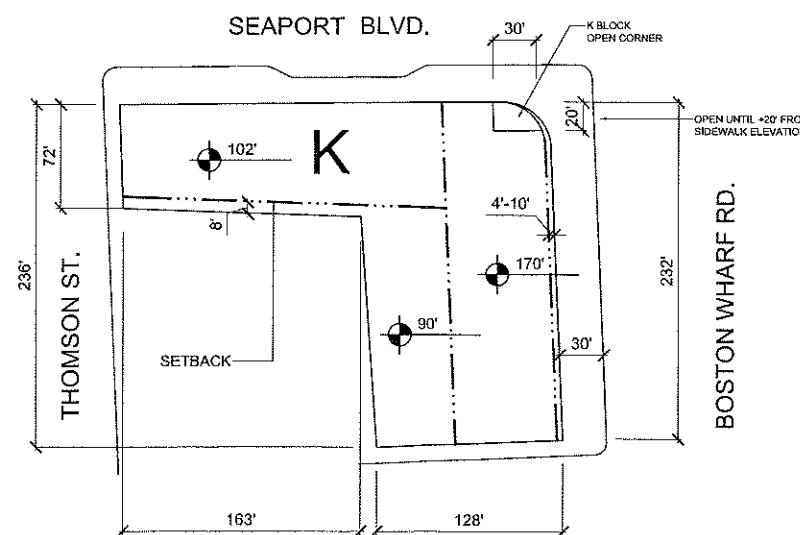


MASSING ENVELOPE AXON

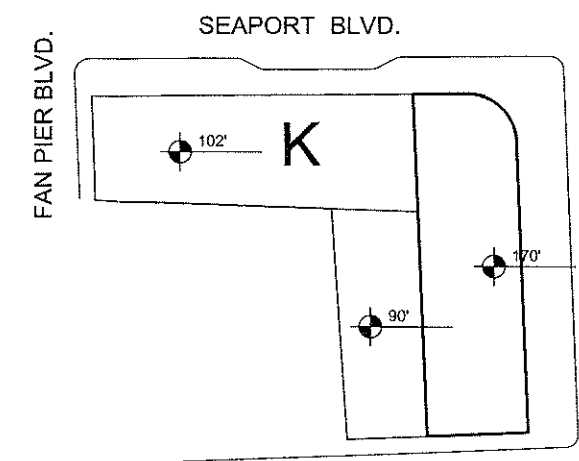


SAMPLE BUILDING MASSING

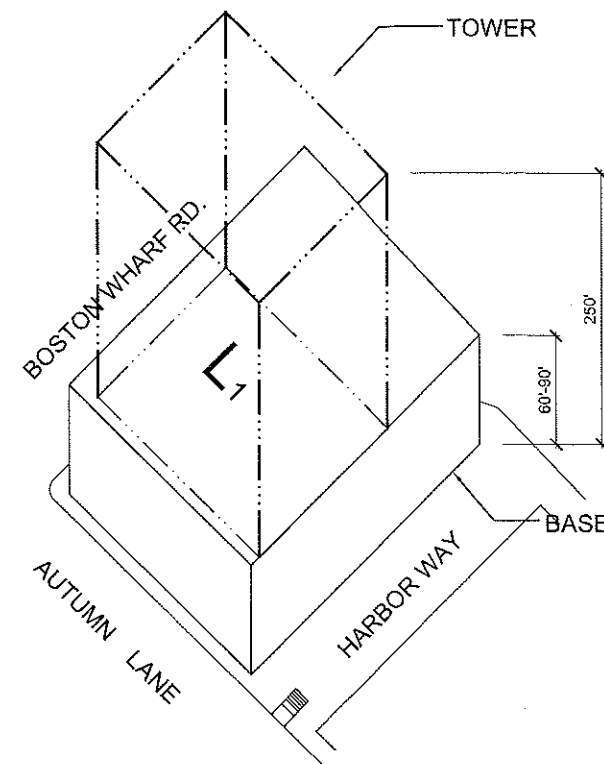
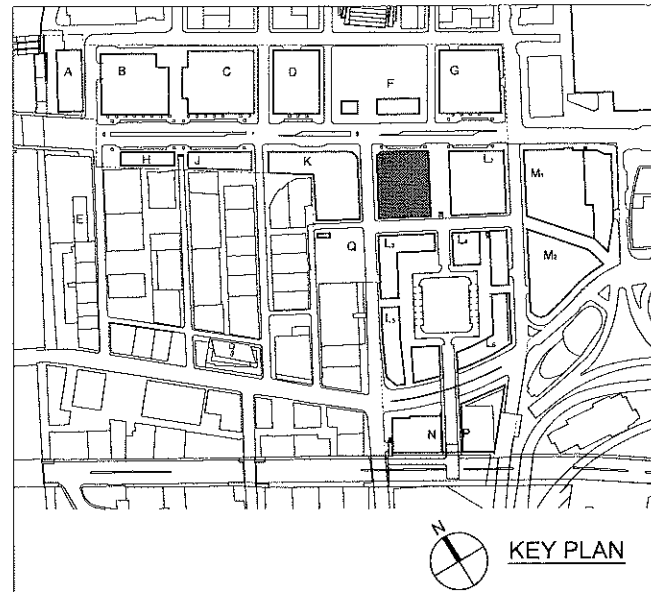
BLOCK K'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
293,000	42'-102'	170'



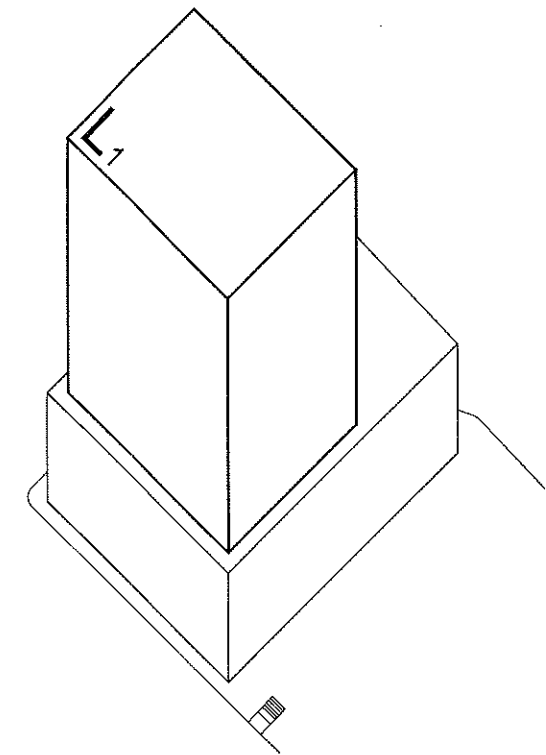
MASSING ENVELOPE ROOF PLAN



SAMPLE BUILDING MASSING ROOF PLAN

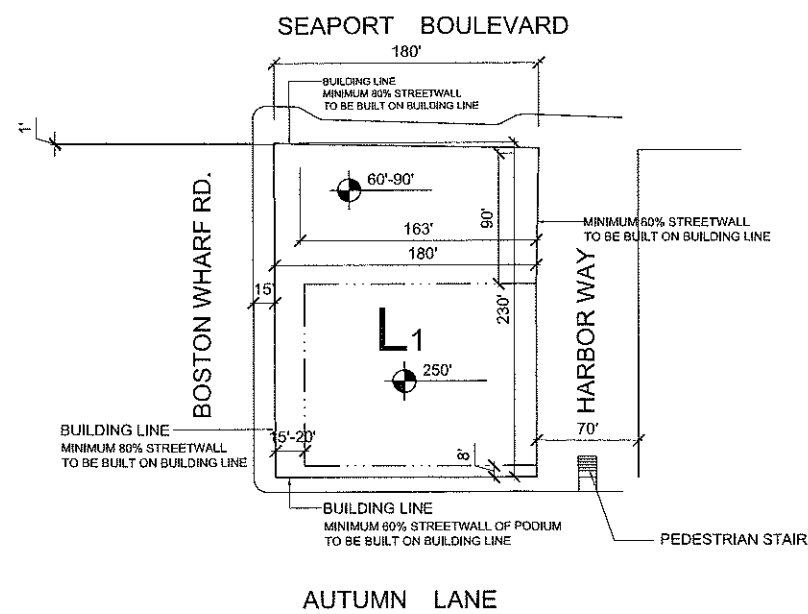


MASSING ENVELOPE AXON

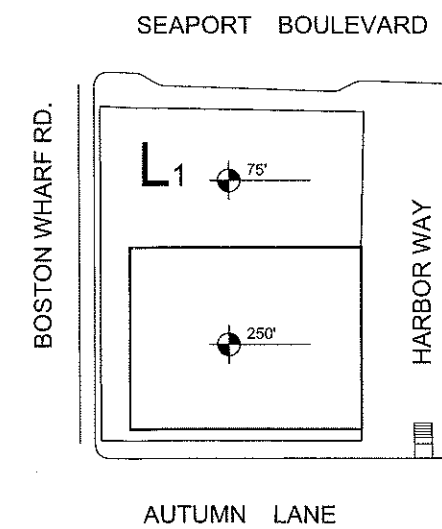


SAMPLE BUILDING MASSING

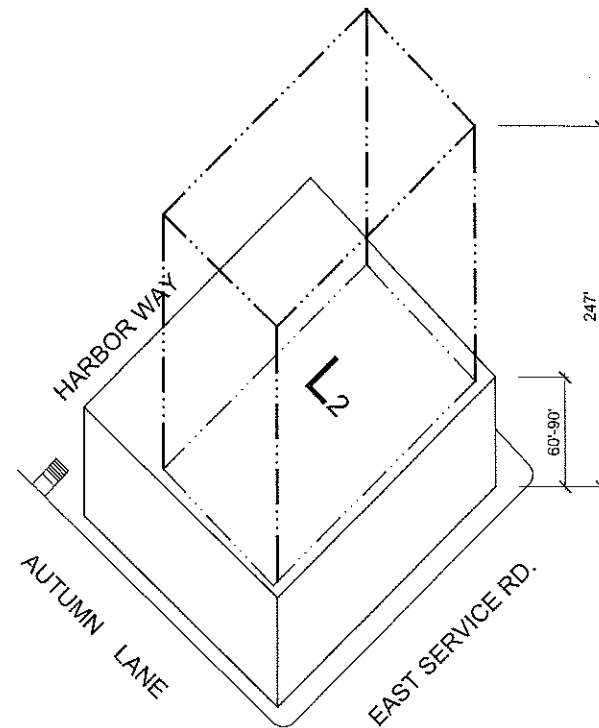
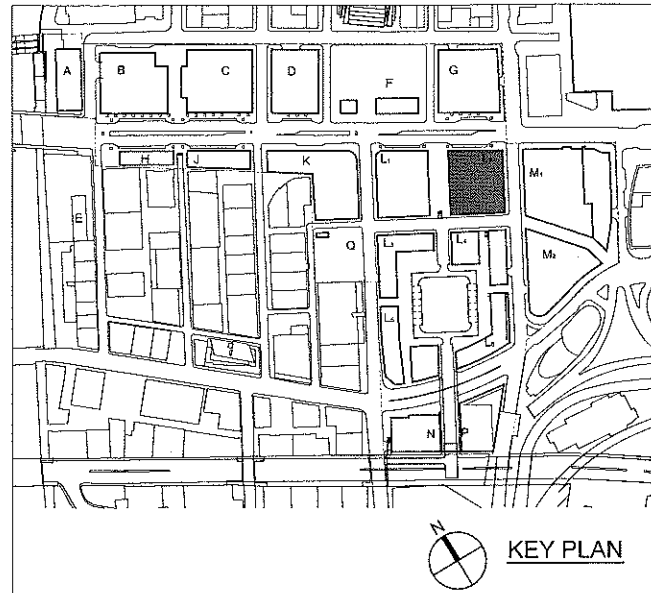
BLOCK 'L1'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
455,300 GSF	60'-90'	250'



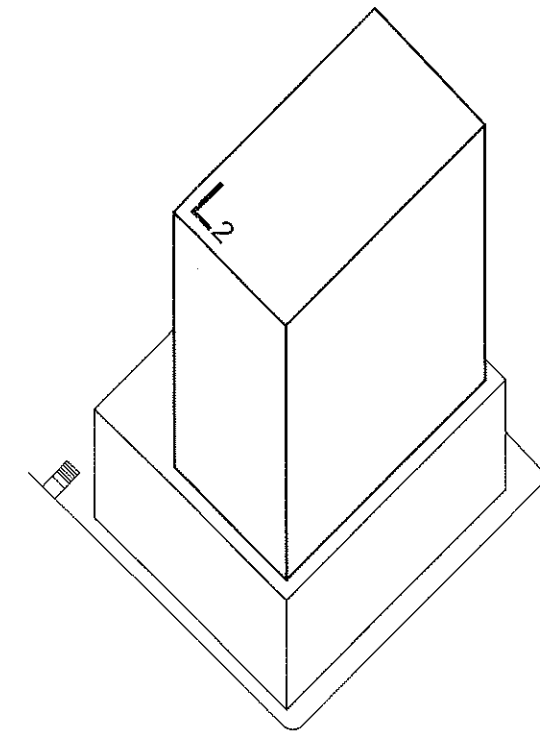
MASSING ENVELOPE ROOF PLAN



SAMPLE BUILDING MASSING ROOF PLAN

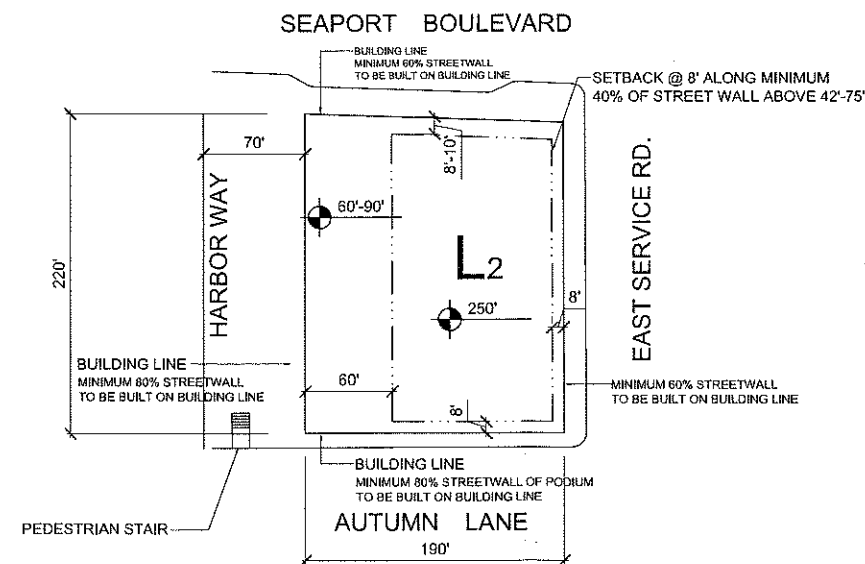


MASSING ENVELOPE AXON

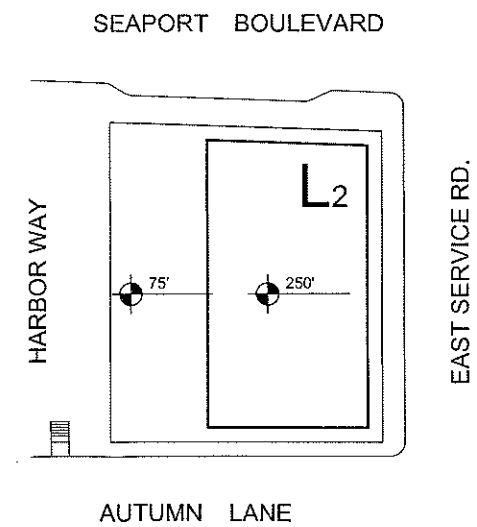


SAMPLE BUILDING MASSING

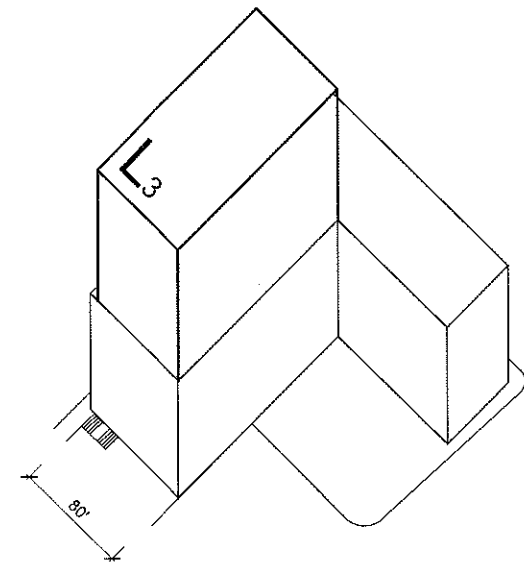
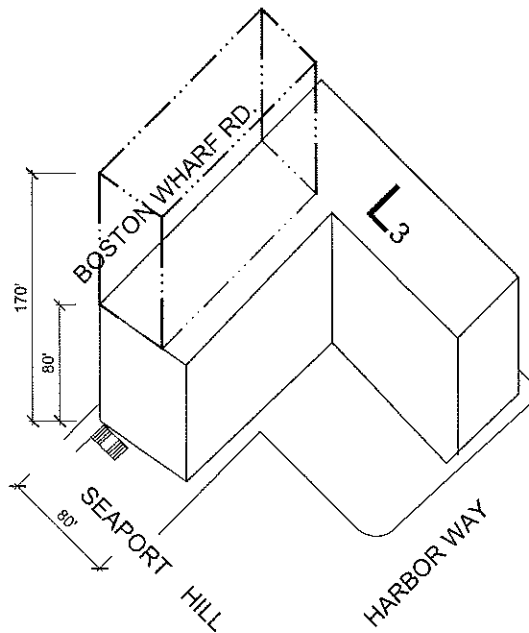
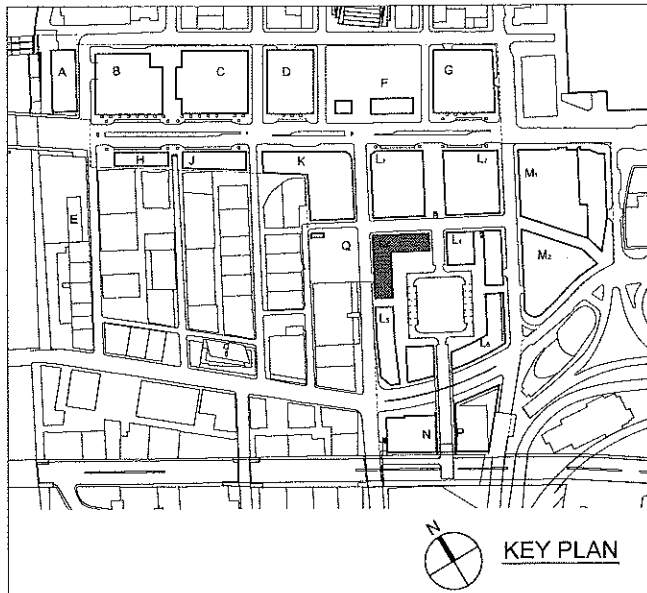
BLOCK 'L2'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
425,000 GSF	60'-90'	250'



MASSING ENVELOPE ROOF PLAN



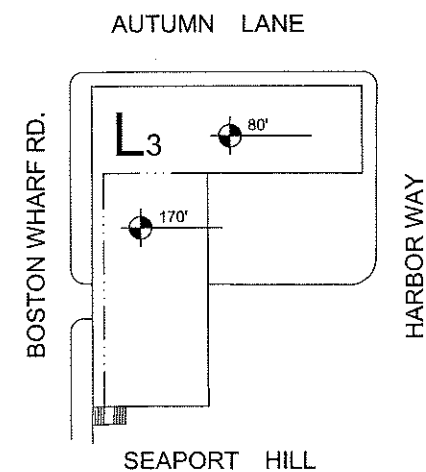
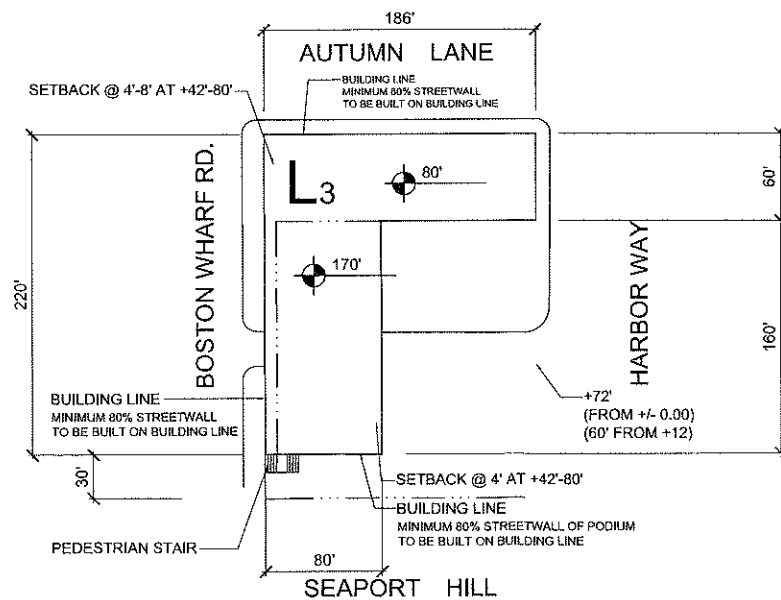
SAMPLE BUILDING MASSING ROOF PLAN



MASSING ENVELOPE AXON

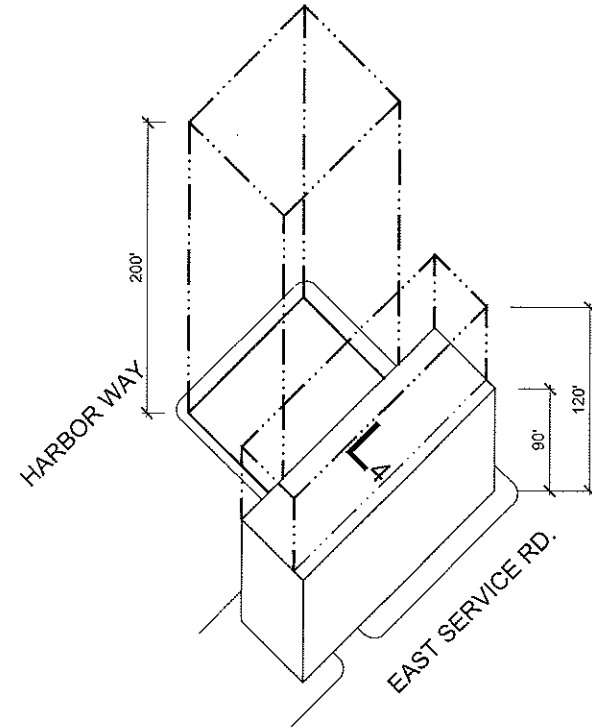
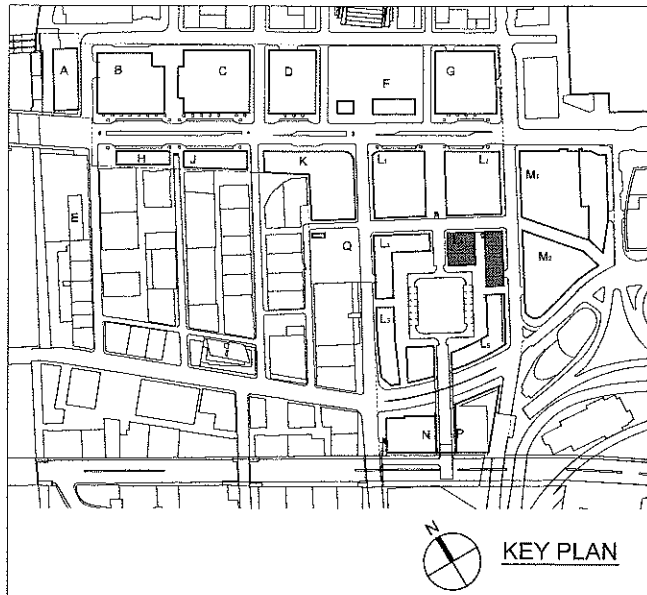
SAMPLE BUILDING MASSING

BLOCK 'L3'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
215,000 GSF	42'-80'	170'

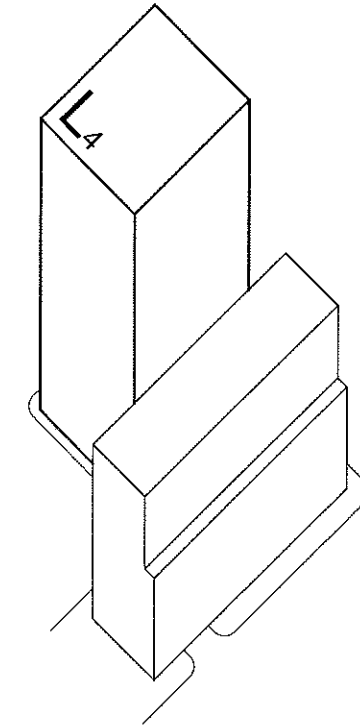


MASSING ENVELOPE ROOF PLAN

SAMPLE BUILDING MASSING ROOF PLAN

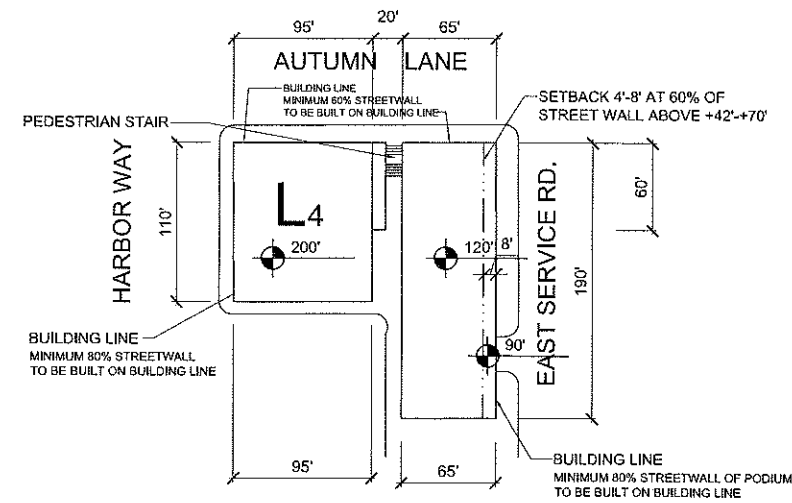


MASSING ENVELOPE AXON

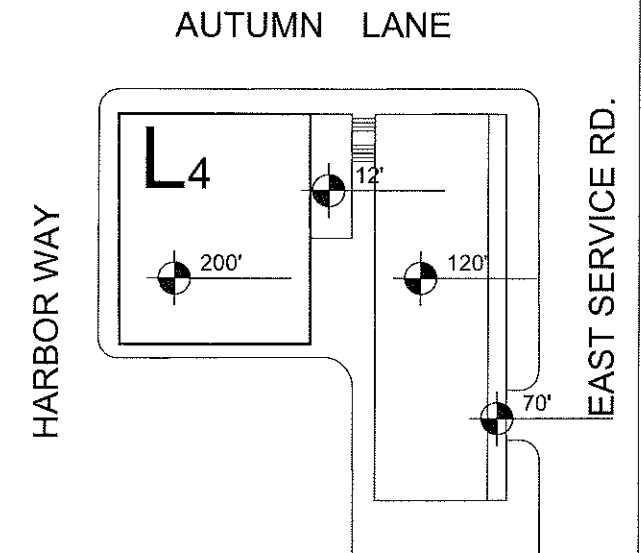


SAMPLE BUILDING MASSING

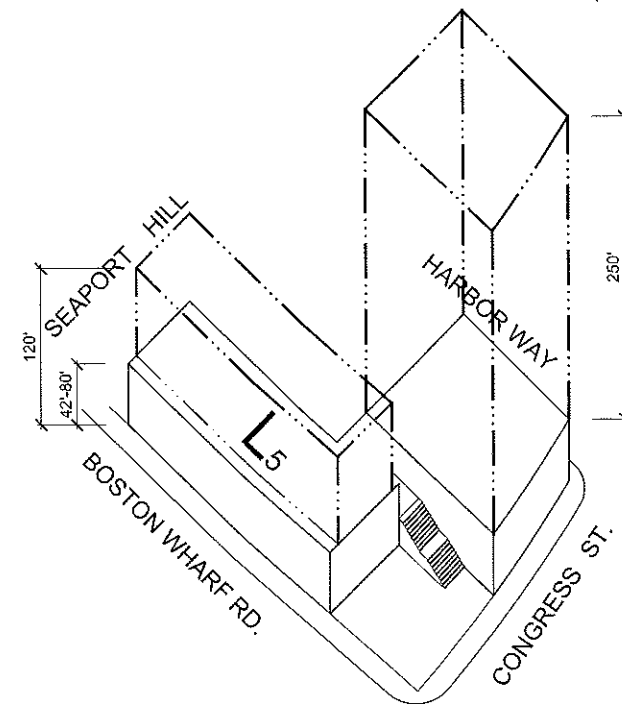
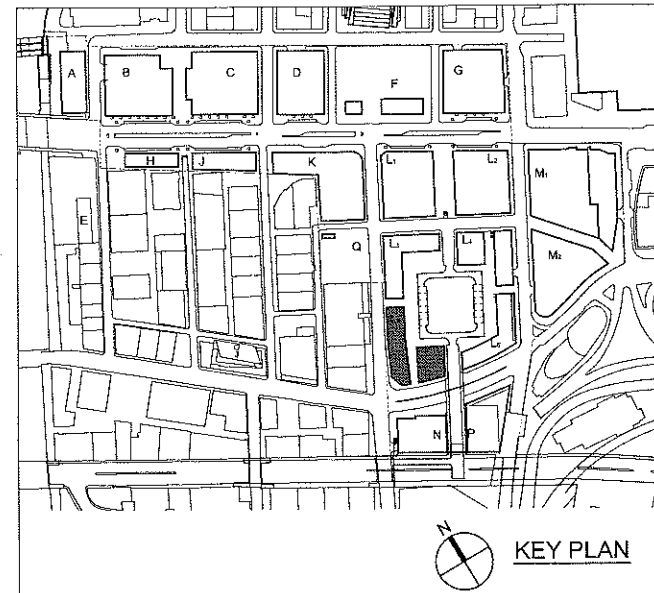
BLOCK 'L4'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
285,000 GSF	42'-90'	200'



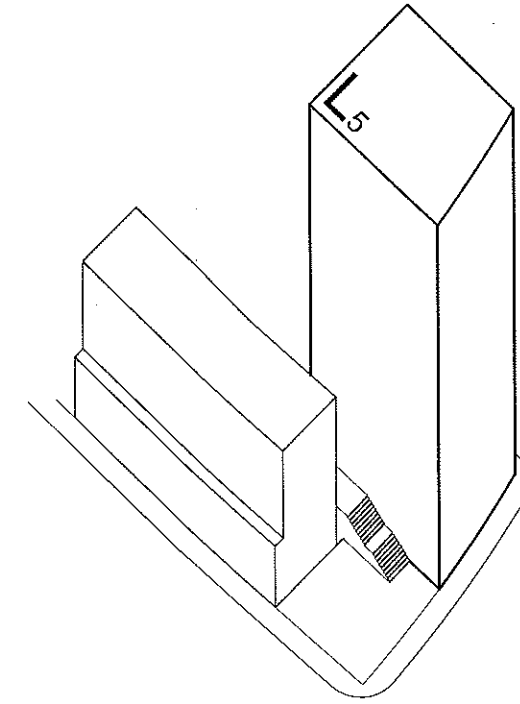
MASSING ENVELOPE ROOF PLAN



SAMPLE BUILDING MASSING ROOF PLAN

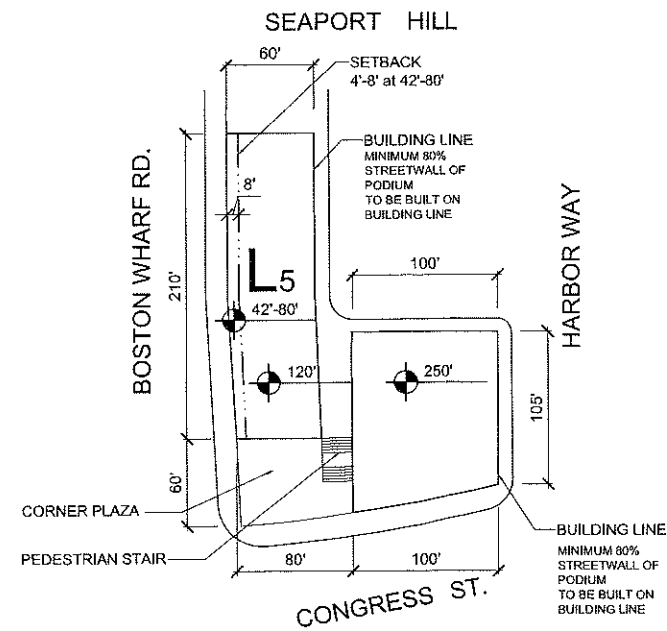


MASSING ENVELOPE AXON

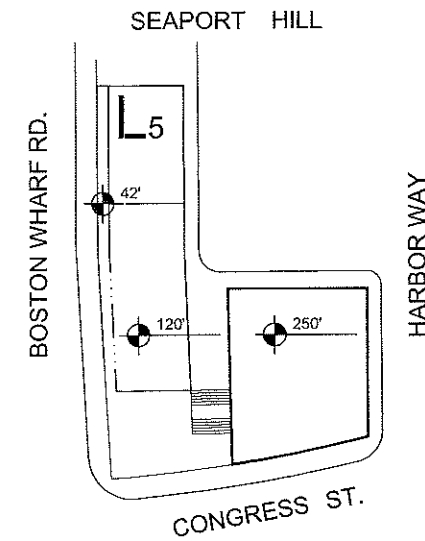


SAMPLE BUILDING MASSING

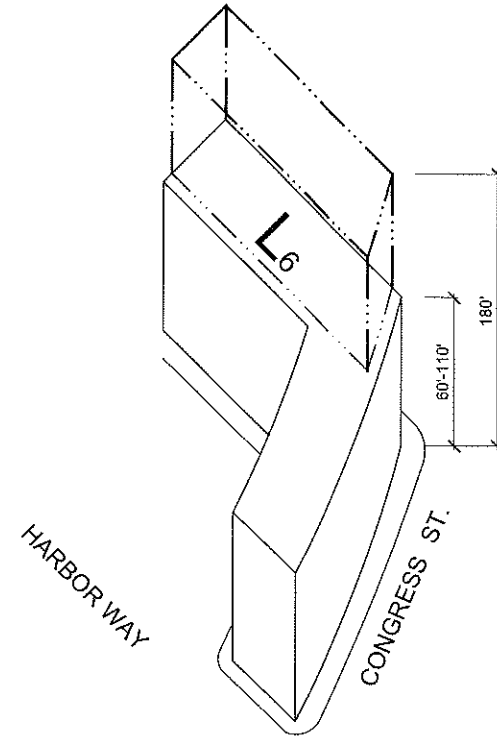
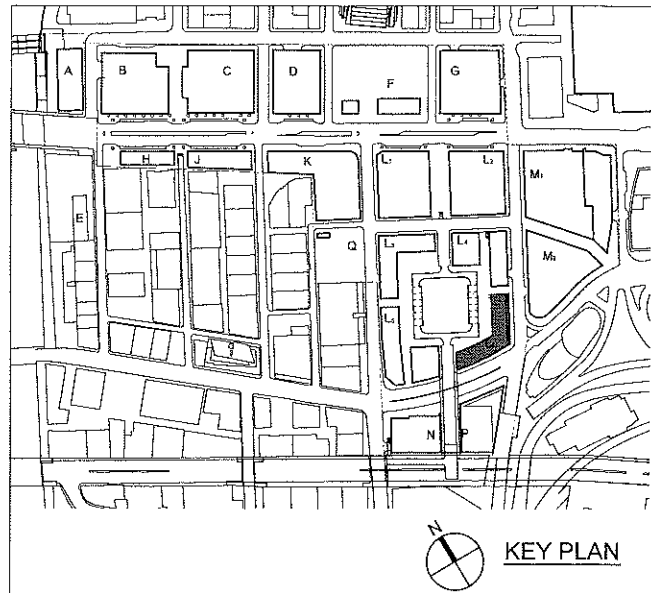
BLOCK 'L5'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
325,000 GSF	42'-80'	250'



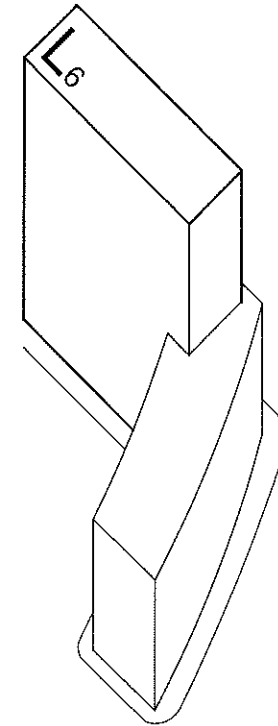
MASSING ENVELOPE ROOF PLAN



SAMPLE BUILDING MASSING ROOF PLAN

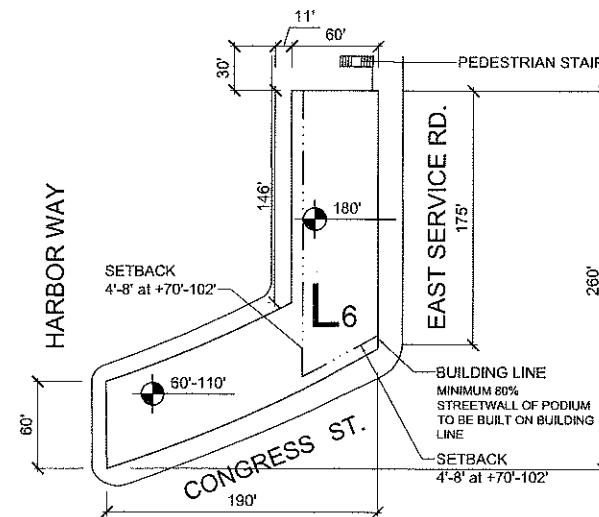


MASSING ENVELOPE AXON

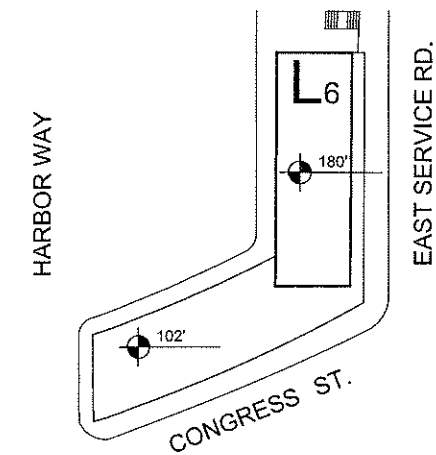


SAMPLE BUILDING MASSING

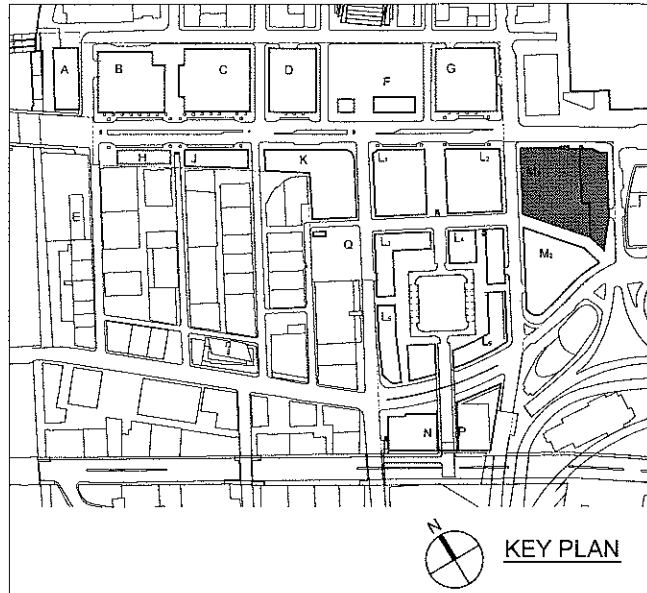
BLOCK 'L6'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
240,000 GSF	60'-110'	180'



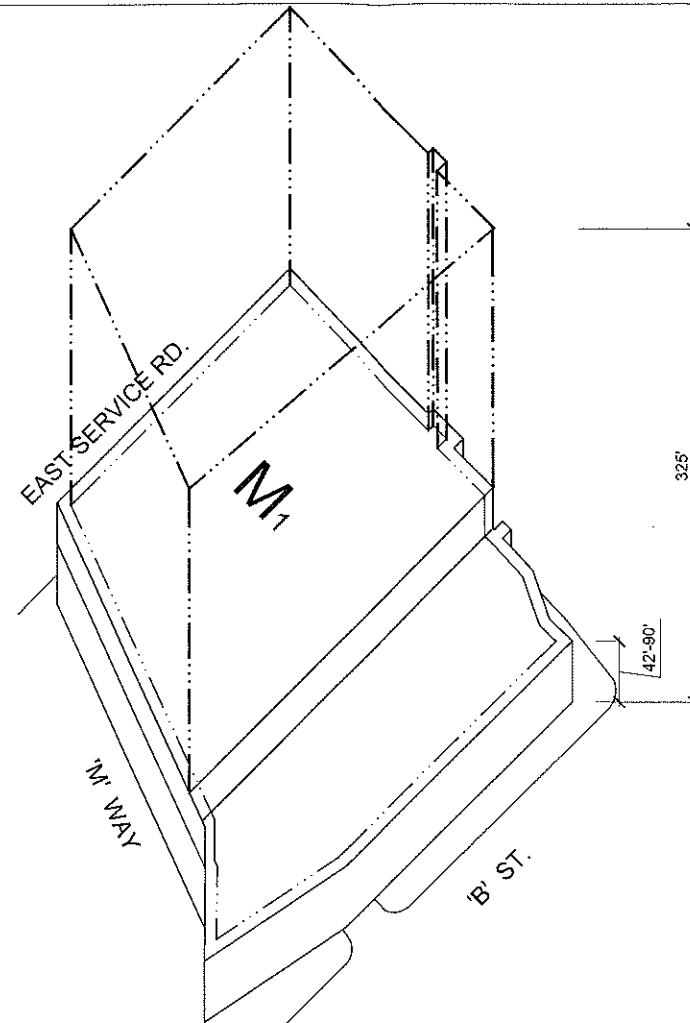
MASSING ENVELOPE ROOF PLAN



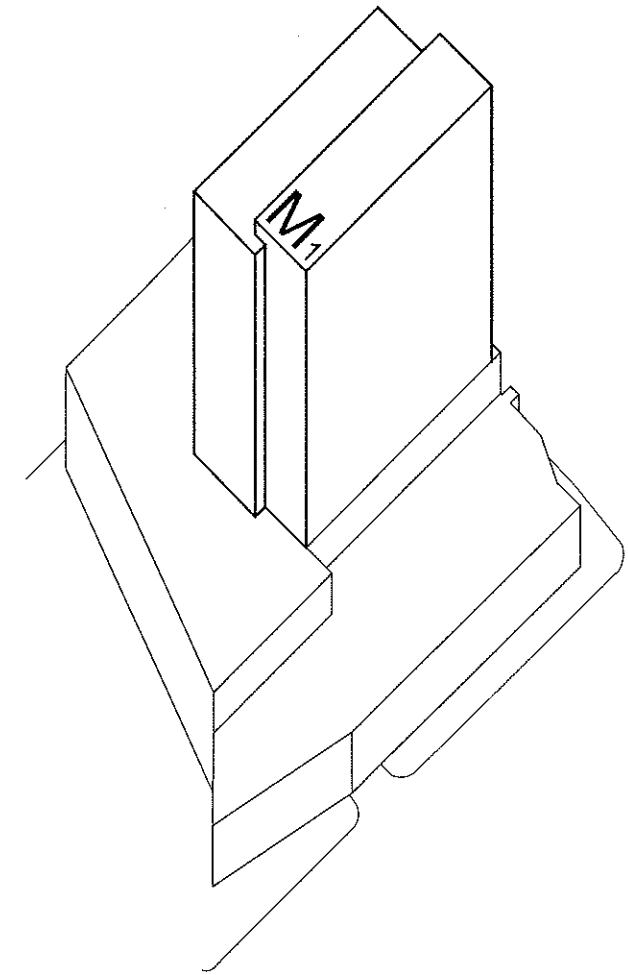
SAMPLE BUILDING MASSING ROOF PLAN



KEY PLAN

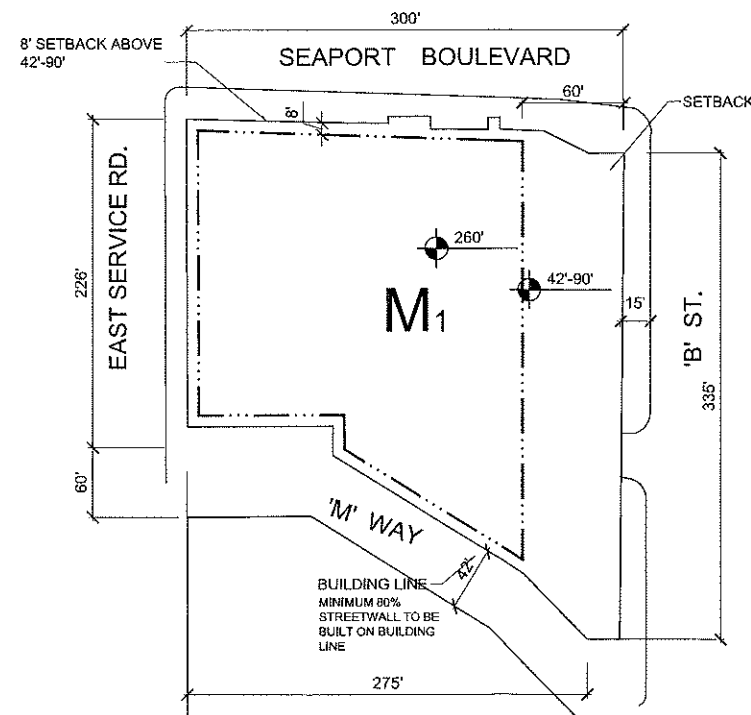


MASSING ENVELOPE AXON

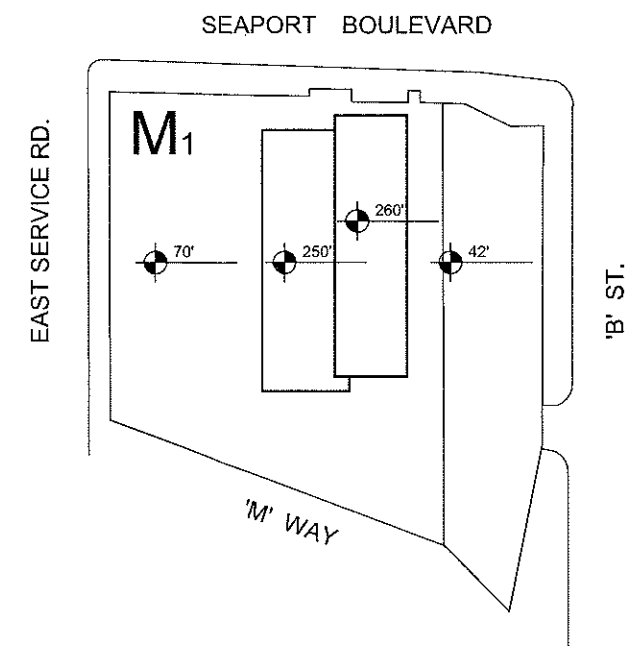


SAMPLE BUILDING MASSING

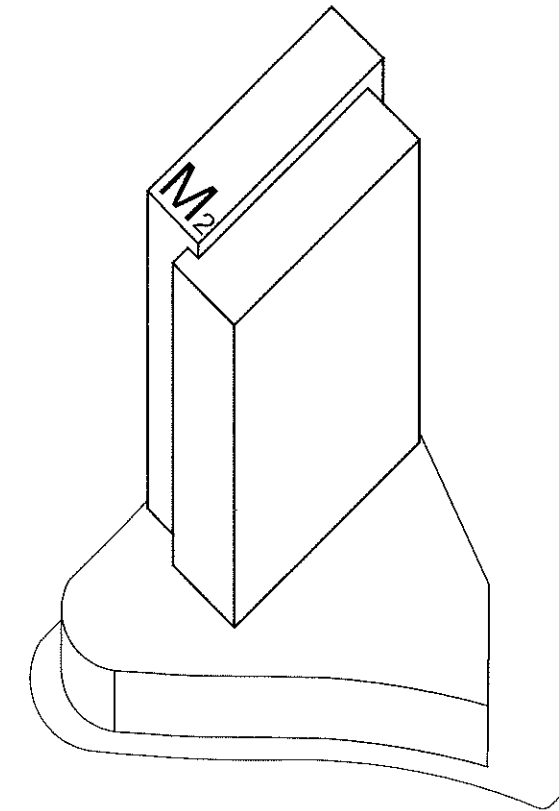
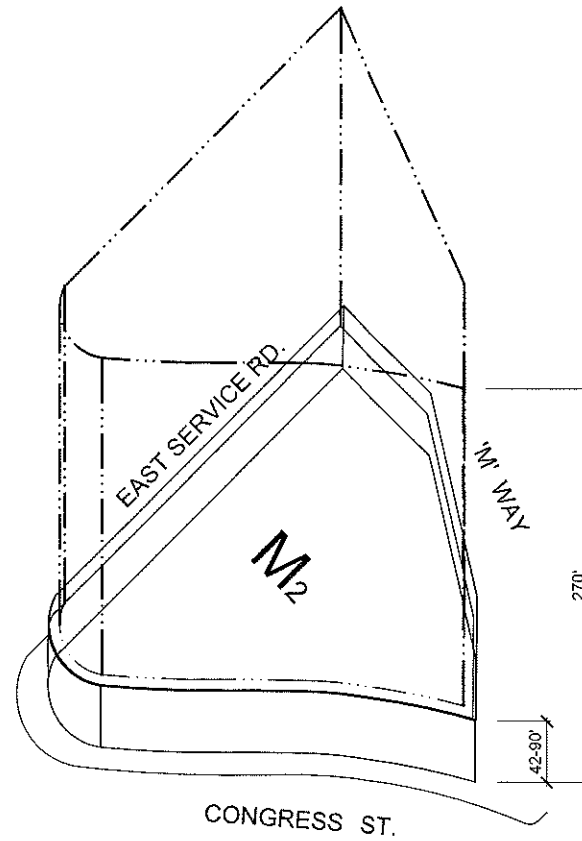
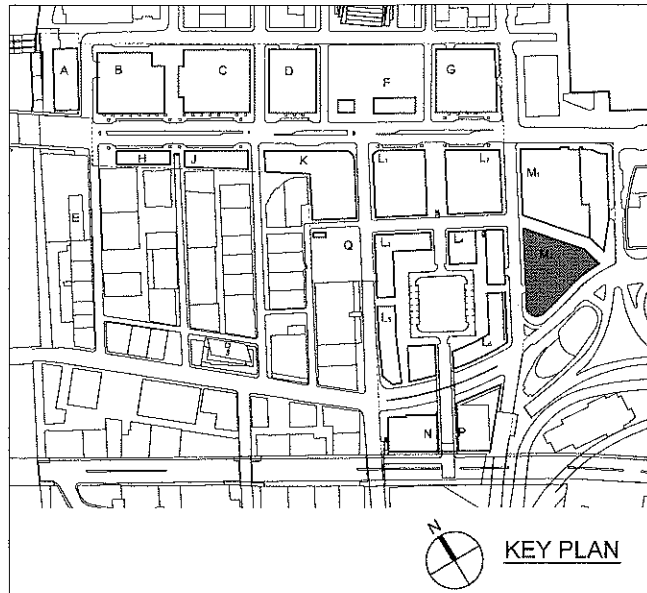
BLOCK 'M1'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
530,629 GSF	42'-90'	260'



MASSING ENVELOPE ROOF PLAN



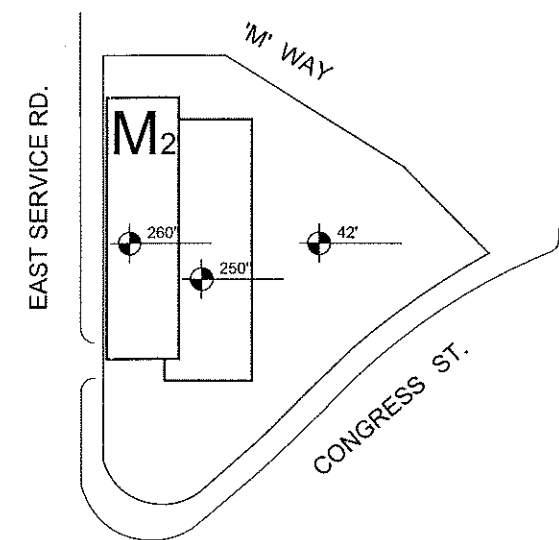
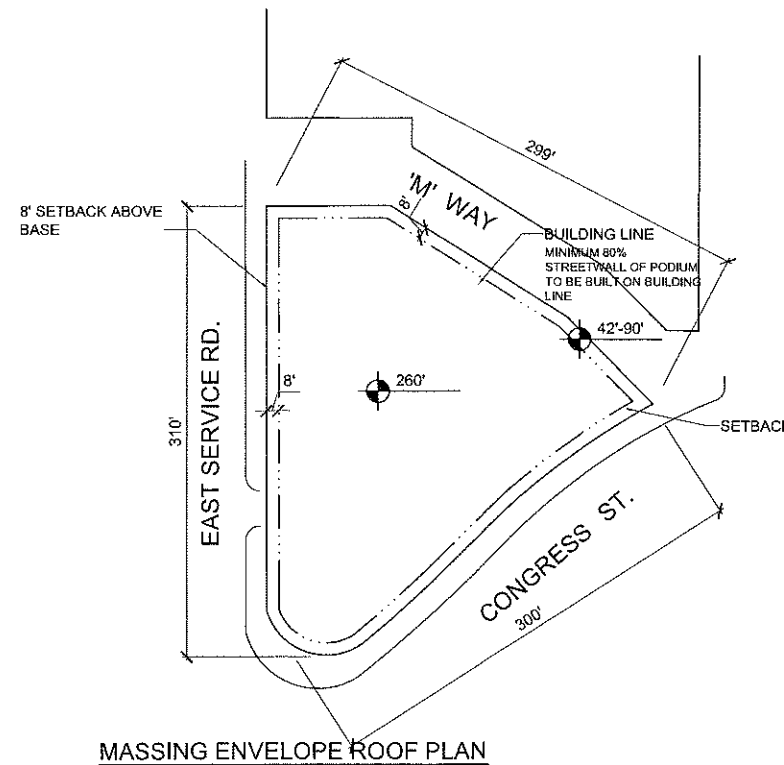
SAMPLE BUILDING MASSING ROOF PLAN



BLOCK 'M2'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
481,371 GSF	42'-90'	260'

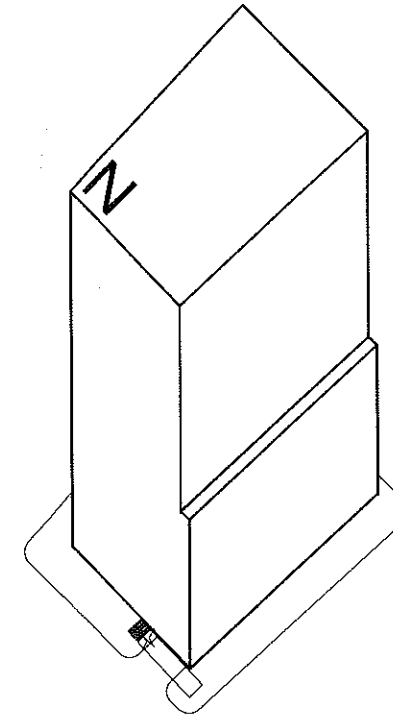
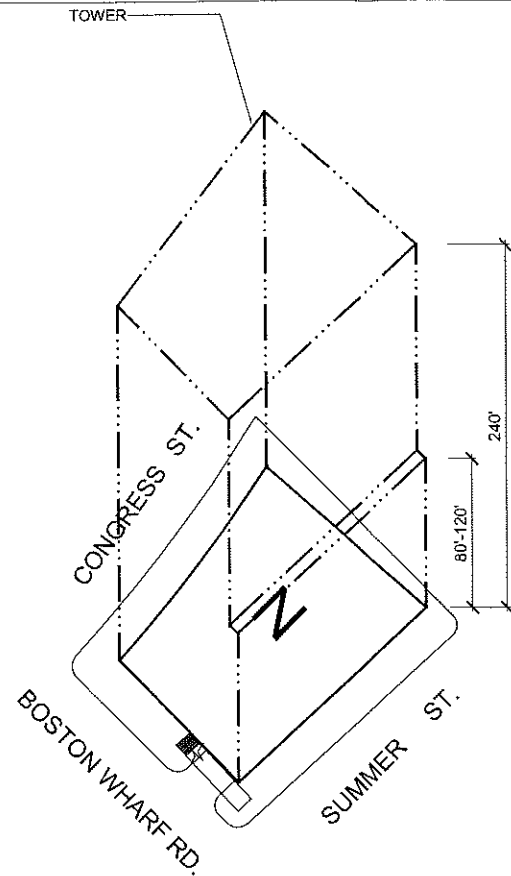
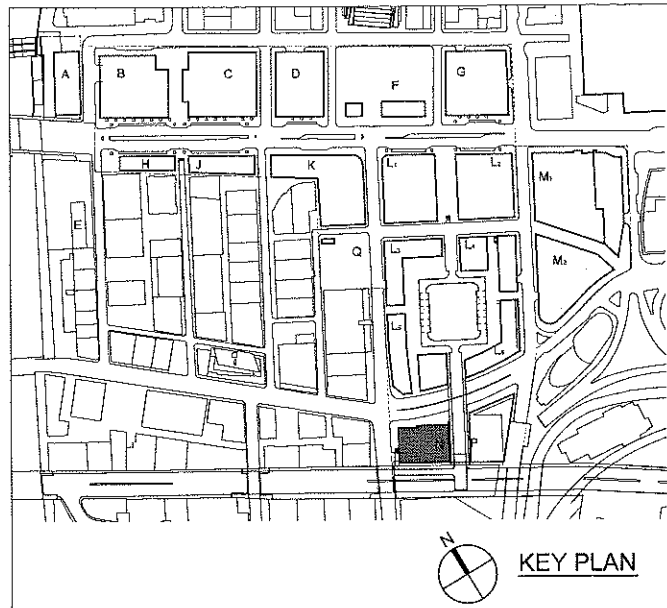
MASSING ENVELOPE AXON

SAMPLE BUILDING MASSING



MASSING ENVELOPE ROOF PLAN

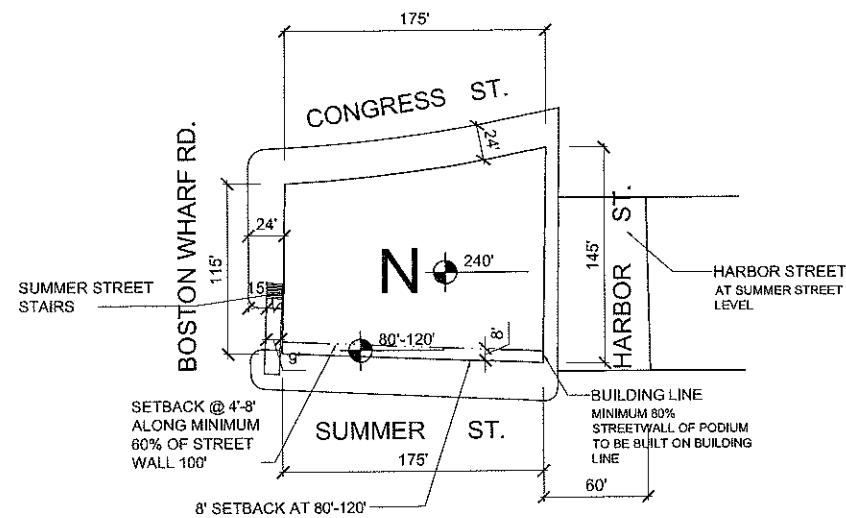
SAMPLE BUILDING MASSING ROOF PLAN



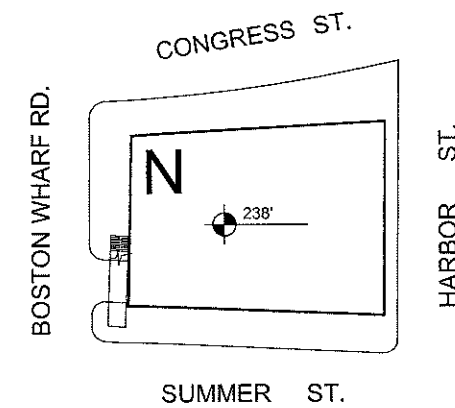
MASSING ENVELOPE AXON

SAMPLE BUILDING MASSING

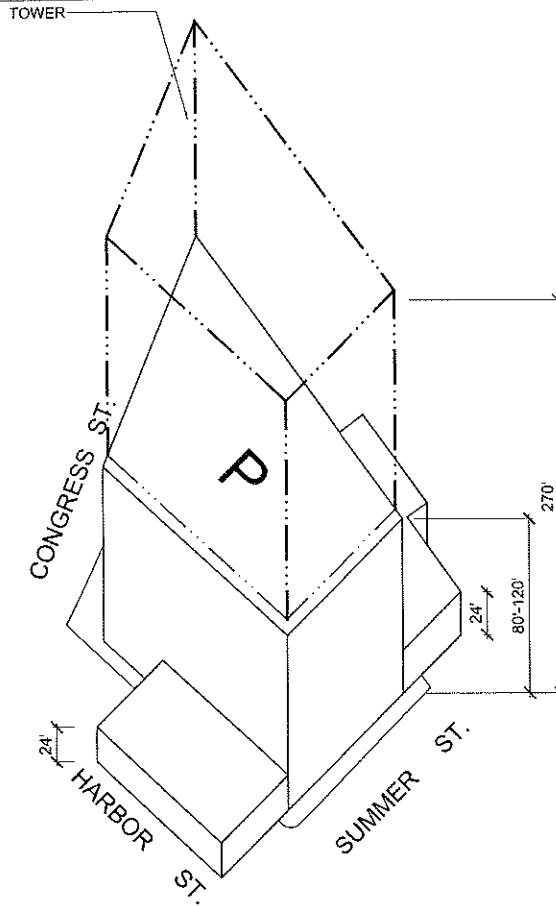
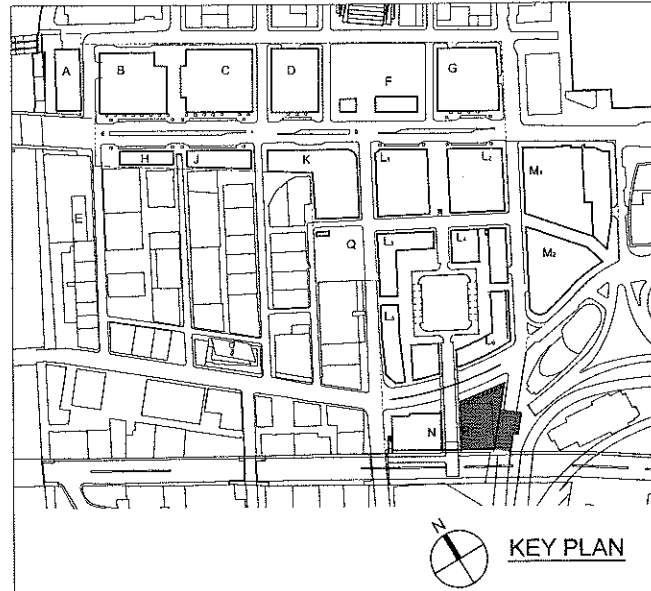
BLOCK 'N'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
348,000 GSF	80'-120'	240'



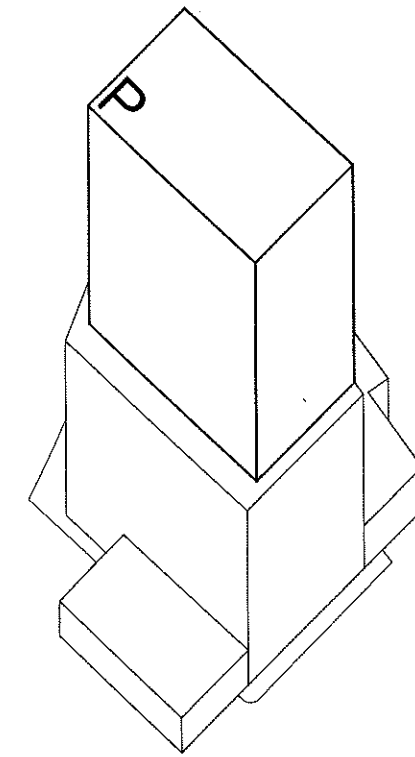
MASSING ENVELOPE ROOF PLAN



SAMPLE BUILDING MASSING ROOF PLAN

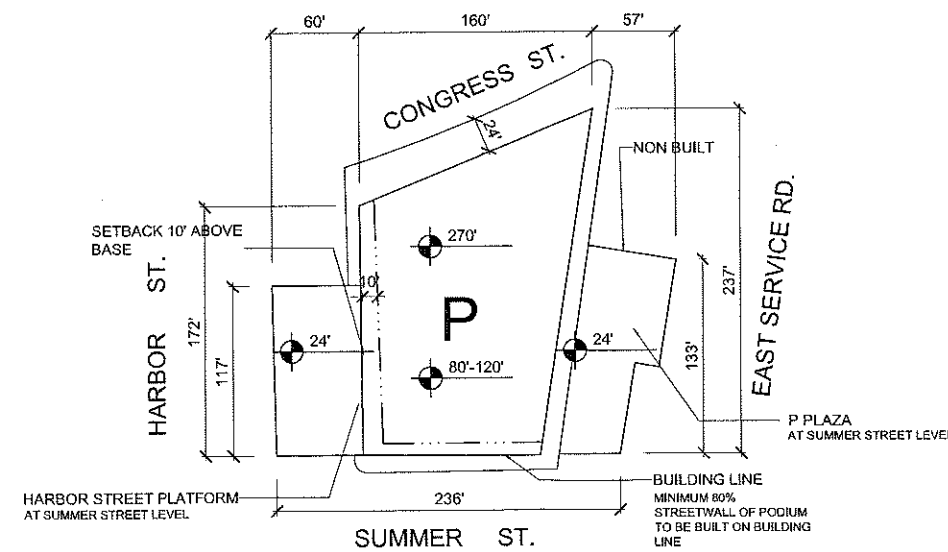


MASSING ENVELOPE AXON

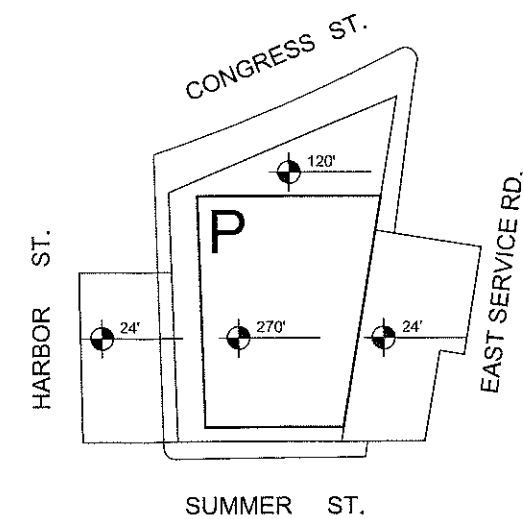


SAMPLE BUILDING MASSING

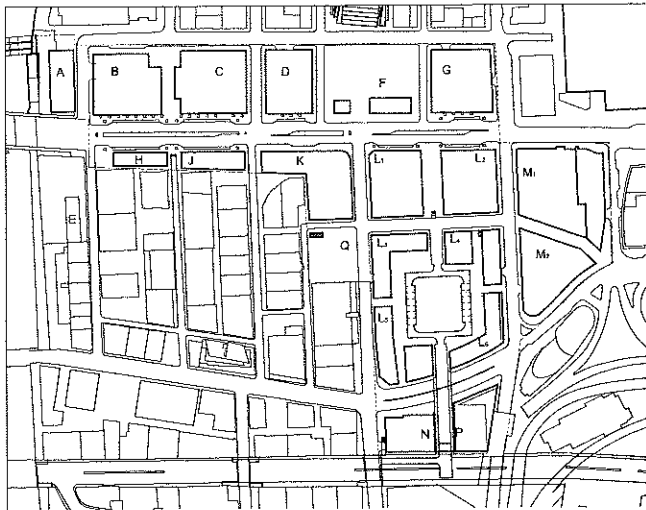
BLOCK 'P'		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
418,000 GSF	42'-90'	270'



MASSING ENVELOPE ROOF PLAN

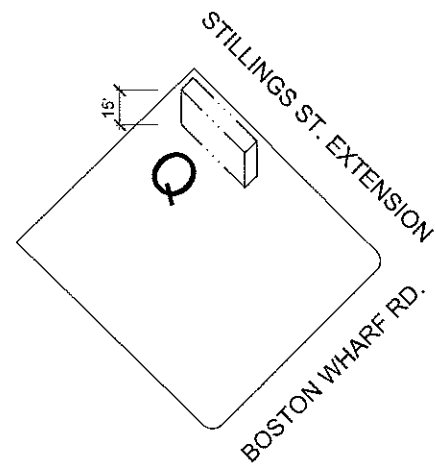


SAMPLE BUILDING MASSING ROOF PLAN

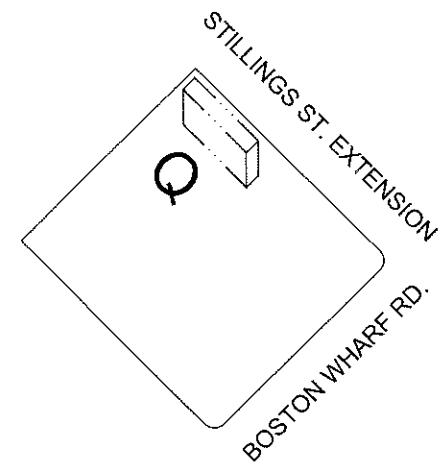


KEY PLAN

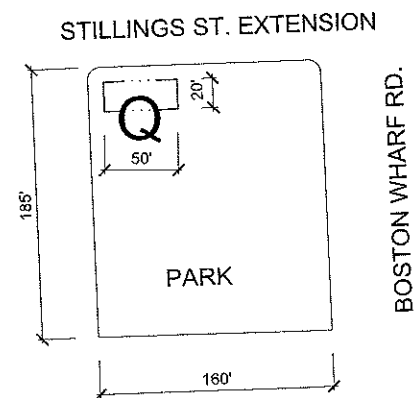
BLOCK "Q"		
Proposed Max. GFA	Street Wall Heights	Max. Bldg Height
4,000 GSF	15'	15'



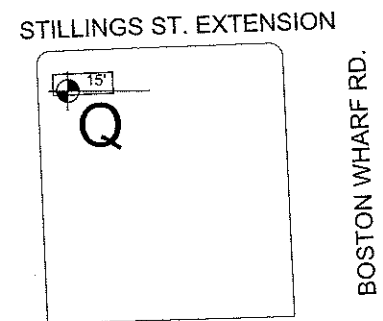
MASSING ENVELOPE AXON



SAMPLE BUILDING MASSING



MASSING ENVELOPE ROOF PLAN



SAMPLE BUILDING MASSING
ROOF PLAN

EXHIBIT E
PROPOSED PHASING, APPROVED USES, AND PUBLIC REALM IMPROVEMENTS AND
BENEFITS

EXHIBIT E

APPROVED USES, PUBLIC REALM IMPROVEMENTS AND BENEFITS

<u>Block</u>	<u>Approved Uses¹</u>	<u>Public Realm Improvements and Benefits</u>	
<u>EARLY ACTION BENEFITS</u>			<u>Timing²</u>
BLOCK Q	<ul style="list-style-type: none"> ▪ Open Space Uses 	<ul style="list-style-type: none"> ▪ Sidewalk improvements (Stillings Extension and Boston Wharf Road) ▪ Active recreational space 	<ul style="list-style-type: none"> ▪ Commence design and approval of Block Q Open Space within 60 days of effective date of this Plan. Commence construction within 12 months of the effective date of this Plan.
BLOCK A, BLOCK F, or BLOCK K (Interim Period)	<ul style="list-style-type: none"> ▪ Innovation Uses 	<ul style="list-style-type: none"> ▪ Innovation Center 	<ul style="list-style-type: none"> ▪ The proponent shall execute the lease for \$1 and commence design and permit approval within 60 days of effective date the Plan and commence construction within 12 months of the effective date of this plan.

¹ For the purposes of this Exhibit E, the Approved Uses listed below may include Accessory and Ancillary Uses listed on Exhibit F. This Exhibit E governs the Allowed Uses for each specific Block. Any changes to the uses for any Block shall be subject to an amendment to this Plan.

² All timing is subject to the cooperation of the BRA and other state and City agencies with respect to final approvals and the issuance of permits where required.

<u>Block</u>	<u>Approved Uses¹</u>	<u>Public Realm Improvements and Benefits</u>	
			<u>Timing</u>
Parcel E	N/A	<ul style="list-style-type: none"> ▪ Contribute to Improvements 	<ul style="list-style-type: none"> ▪ Commence design and approval of Parcel E improvements to fulfill Chapter 91 License requirements for Parcel E within 60 days of effective date of this Plan. Commence construction within 12 months of effective date this plan, subject to cooperation of parcel owner.
Interim ICA Connector	N/A		<ul style="list-style-type: none"> ▪ Commence design and approval of ICA/Fan Pier Interim Pedestrian Connector within 60 days of the effective date of this Plan. Commence construction within 12 months of effective date of this Plan.

<u>Block</u>	<u>Approved Uses³</u>	<u>Public Realm Improvements and Benefits</u>	
			<u>Timing</u>
BLOCK J (Innovation Residential Program on Block J on or another Block approved by the BRA)	<ul style="list-style-type: none"> ▪ Innovation Uses ▪ Transportation Uses ▪ Retail/Entertainment/ Restaurant/ Services Uses ▪ Residential Uses (including uses described in Section XVI(a)) Office Uses 	<ul style="list-style-type: none"> ▪ MBTA Silver Line headhouse improvements incorporated into development ▪ Farnsworth Pedestrian Link and connection to Seaport Boulevard (upon completion of the earlier of Block H or Block J) ▪ Thomson Seaport Extension ▪ Sidewalk Improvements (adjacent portions of Seaport Boulevard, Farnsworth Street and Thomson Street) 	<ul style="list-style-type: none"> ▪ Design and permitting within 120 days of the effective date of this plan. Commence construction no later than 18 months of the effective date of this Plan.
<u>DEVELOPMENT BLOCKS</u>			
BLOCK A (if Innovation Center on Block A, post-Interim Period)	<ul style="list-style-type: none"> ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Residential Uses ▪ Office Uses ▪ Hotel Uses ▪ Visitors' center ▪ Restaurant Uses 	<ul style="list-style-type: none"> ▪ Construction of Old Sleeper Street Pedestrian Way (connecting existing segments of the Harborwalk) ▪ Approximately 2,000 sf of Gross Floor Area for Seaport District visitors' center or similar civic space ▪ Construction of Northern Avenue to connect to Old Northern Avenue Bridge ▪ Sidewalk improvements (adjacent portions of Sleeper Street, Seaport Boulevard) 	

³ For the purposes of this Exhibit E, the Approved Uses listed below may include Accessory and Ancillary Uses listed on Exhibit F. This Exhibit E governs the Allowed Uses for each specific Block. Any changes to the uses for any Block shall be subject to an amendment to this Plan.

	<ul style="list-style-type: none"> ▪ Accessory parking 	
BLOCK H	<ul style="list-style-type: none"> ▪ Place of worship 	<ul style="list-style-type: none"> ▪ New Chapel ▪ Open space at Sleeper Street end of Block ▪ Farnsworth Pedestrian Link and connection to Seaport Boulevard (Upon completion of the earlier of Block H or Block J) ▪ Sidewalk on adjacent portions of Seaport Boulevard
BLOCK B	<ul style="list-style-type: none"> ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Residential Uses ▪ Public and Accessory parking 	<ul style="list-style-type: none"> ▪ Courthouse Square (portion within Block B constructed with Block B; remainder constructed upon completion of the later of Block B or Block C; 10-foot wide pedestrian passage if B completed before C) ▪ Seaport Boulevard Improvements (area adjacent to Block and corresponding median) ▪ Sidewalk Improvements (Northern Avenue, Seaport Boulevard, Sleeper Street and Farnsworth Street) ▪ Northern Avenue Improvements (area adjacent to Block) ▪ Public parking ▪ Car-sharing (on Block B and/or Block C)

BLOCK C	<ul style="list-style-type: none"> ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Public Infrastructure Uses ▪ Residential Uses ▪ Public and Accessory parking 	<ul style="list-style-type: none"> ▪ Courthouse Square (upon completion of later of Block B or Block C; 10-foot wide pedestrian passage if C completed before B) ▪ Fan Pier Boulevard Extension (upon completion of Block C or Block D, whichever is earlier) ▪ Interior pedestrian link between Courthouse Square and Fan Pier Boulevard ▪ Seaport Boulevard Improvements (area adjacent to Block and corresponding median) ▪ Sidewalk Improvements (adjacent portions of Northern Avenue, Fan Pier Boulevard) ▪ Northern Avenue Improvements (area adjacent to Block) ▪ Public parking ▪ Car-sharing (on Block B and/or Block C)
---------	--	--

BLOCK D	<ul style="list-style-type: none"> ▪ Innovation Uses ▪ Retail/Entertainment/Restaurant/ Services Uses, open to the public ▪ Civic/Community and Cultural Uses , open to the public ▪ Educational Uses, open to the public ▪ Office Uses ▪ Public and Accessory parking ▪ 	<ul style="list-style-type: none"> ▪ Block F (upon completion of the earlier of Block D or Block G) ▪ Fan Pier Boulevard Extension (upon completion of earlier of Block C or Block D) ▪ Pier Street Extension ▪ Seaport Boulevard Improvements (area adjacent to Block and corresponding median) ▪ Sidewalk Improvements (adjacent portions of Northern Avenue, Seaport Boulevard, Fan Pier Boulevard, Pier Street) ▪ Northern Avenue Improvements (area adjacent to Block) ▪ 5,000 sf of cultural/educational use ▪ Public parking
BLOCK F (if Innovation Center on Block F, post-Interim Period)	<ul style="list-style-type: none"> ▪ Open Space Uses ▪ Park Pavilion: Local Retail/Services Uses; Restaurant Uses ▪ Public transportation facility, bus station, subway or trolley station ▪ Public and Accessory parking ▪ 	<ul style="list-style-type: none"> ▪ Seaport Square Green (with Block D): New MBTA Silver Line Headhouse entrance ▪ Seaport Boulevard Improvements (area adjacent to Block and corresponding median) ▪ Other sidewalk improvements, including wide sidewalks with pedestrian amenities adjacent to Green ▪ Sidewalk Improvements (adjacent portions of Northern Avenue, Pier Street, North Harbor Street) ▪ Northern Avenue Improvements (area adjacent to Block) ▪ Public art trail segment ▪ Public parking

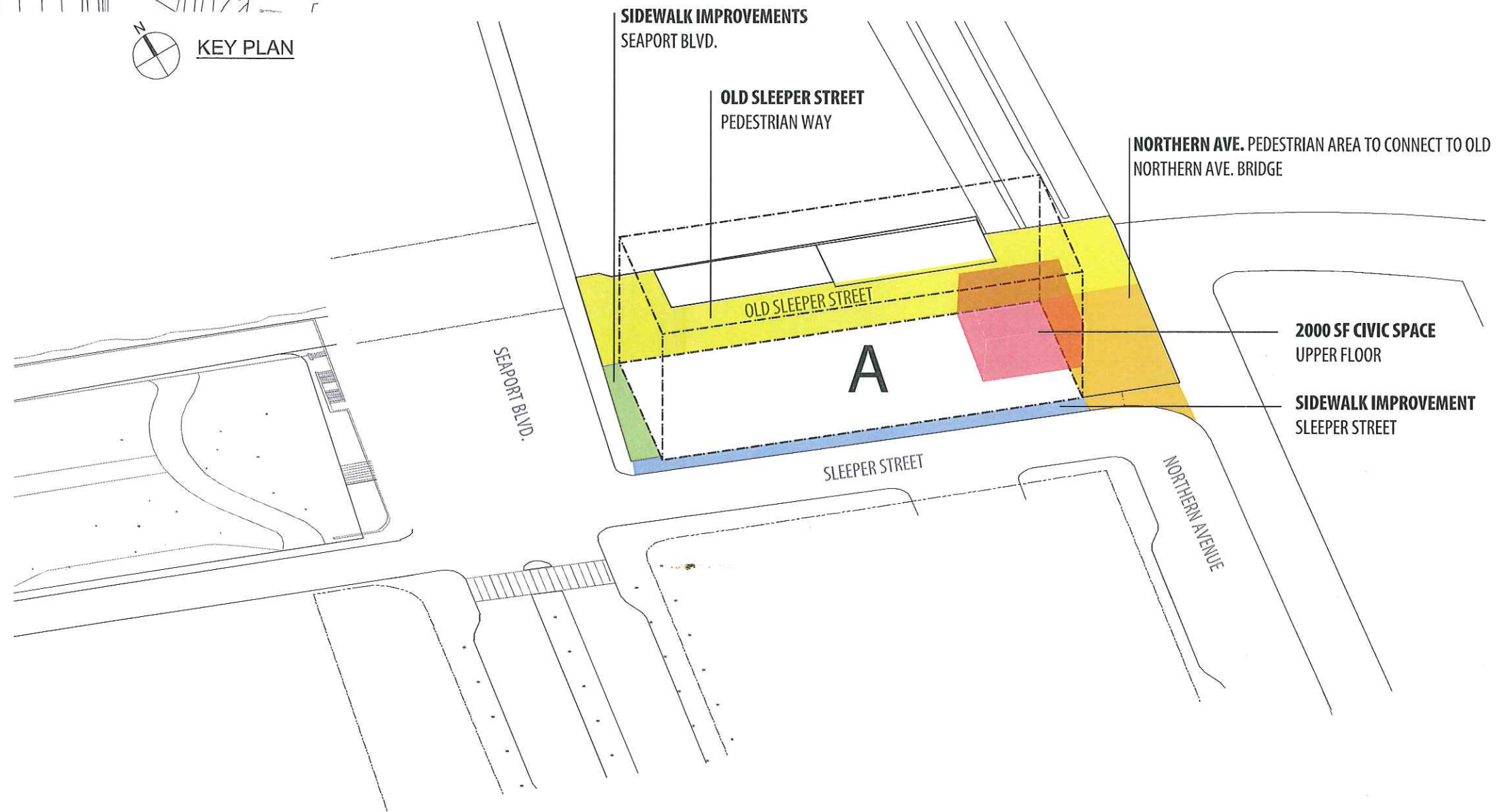
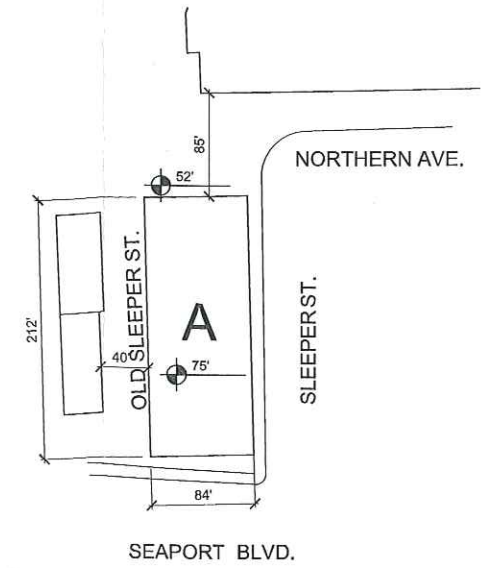
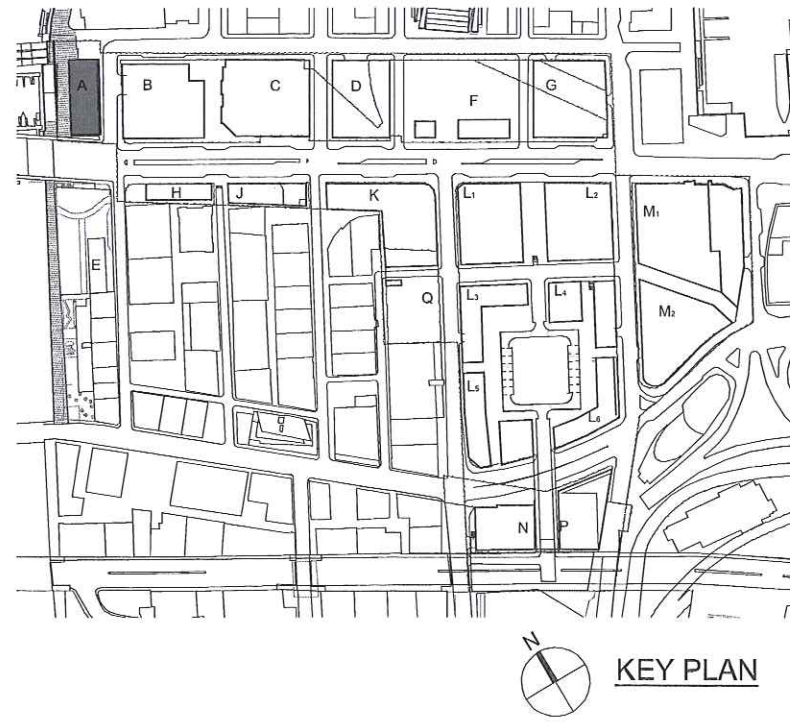
BLOCK G	<ul style="list-style-type: none"> ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Civic/Community and Cultural Uses, open to the public ▪ Educational Uses, open to the public ▪ Residential Uses ▪ Office Uses ▪ Hotel Uses ▪ Public and Accessory parking 	<ul style="list-style-type: none"> ▪ Block F (upon completion of the earlier of Block D or Block G) ▪ Approximately 5,000 square feet of flexible Exhibition Space on Northern Avenue ▪ North Harbor Street ▪ Seaport Boulevard Improvements (area adjacent to Block and corresponding median) ▪ Sidewalk Improvements (adjacent portions of Northern Avenue, Harbor Street, Northern Avenue and East Service Road) ▪ Northern Avenue Improvements (area adjacent to Block) ▪ Public art trail segment ▪ Public parking
BLOCK K (if Innovation Center on Block K, post-Interim Period)	<ul style="list-style-type: none"> ▪ Innovation Uses ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Residential Uses ▪ Hotel Uses ▪ Public and Accessory parking 	<ul style="list-style-type: none"> ▪ Stillings Extension (upon completion of earlier of Block K or Block Q,) ▪ Sidewalk improvements (adjacent portions of Seaport Boulevard, Thomson Street, Boston Wharf Road and Stillings Extension) ▪ Block K Open Corner ▪ Public parking

BLOCKS L1-L2	<ul style="list-style-type: none"> ▪ Innovation Uses ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Office Uses ▪ Public and Accessory parking 	<ul style="list-style-type: none"> ▪ Autumn Lane (upon completion of the earlier of Blocks L1-L2 or Blocks L3-L6) ▪ Harbor Way (upon completion of the later of Blocks L1 or L2; a 20-foot pedestrian passage will be constructed with the earlier of L1 or L2) ▪ Sidewalk Improvements (adjacent portions of Seaport Boulevard, Autumn Lane, East Service Road and Boston Wharf Road) ▪ Public parking
BLOCKS L3-L6	<ul style="list-style-type: none"> ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Innovation Uses ▪ Accessory Parking⁴ ▪ Residential Uses ▪ Public and Accessory parking 	<ul style="list-style-type: none"> ▪ Seaport Hill Green (upon completion of the latest of Blocks L3-L6) ▪ Congress Street Court and Steps (upon completion of Blocks L5-L6) ▪ Block L Corner Plaza (upon completion of L5) ▪ Autumn Lane (Upon completion Block L3-L4) ▪ Sidewalk Improvements (adjacent portions of Congress Street, Autumn Lane, East Service Road, Boston Wharf Road) ▪ Three pedestrian pocket parks connecting Seaport Hill and adjacent streets (Autumn Lane, East Service Road, Congress Street and Boston Wharf Road) (upon completion of Blocks L3- L6) ▪ Harbor Street including connection to Summer Street (upon completion of Blocks L3-L6) ▪ Public art trail segments: publicly-accessible sculpture garden ▪ Public parking

⁴ Due to elevation change on Block L, parking may be located above average grade of blocks.

BLOCK M1	<ul style="list-style-type: none"> ▪ Innovation Uses ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Residential Uses ▪ Hotel Uses ▪ Public and Accessory parking 	<ul style="list-style-type: none"> ▪ M Way (upon completion of later of Blocks M1 and M2; 20-foot pedestrian passage if M1 is completed before M2) ▪ Seaport Boulevard Improvements (area adjacent to Block) ▪ Other sidewalk improvements (adjacent portions of Seaport Boulevard, East Service Road, B Street) ▪ Public parking
BLOCK M2	<ul style="list-style-type: none"> ▪ Innovation Uses ▪ Retail/Entertainment/Restaurant/ Services Uses ▪ Residential Uses ▪ Office and Research Uses ▪ Public and Accessory parking 	<ul style="list-style-type: none"> ▪ M Way (upon completion of later of Blocks M1 and M2; 20-foot pedestrian passage if M2 is completed before M1) ▪ Other sidewalk improvements (adjacent portions of East Service Road, B Street and Congress Street) ▪ Public parking
BLOCK N	<ul style="list-style-type: none"> ▪ Innovation Uses ▪ Civic/Community and Cultural Uses ▪ Educational Uses ▪ Residential Use ▪ Hotel Uses ▪ Public and Accessory Parking 	<ul style="list-style-type: none"> ▪ Sidewalk improvements (Congress Street and Summer Street) ▪ Summer Street Stair ▪ Sidewalk Improvements (adjacent portions of Harbor Street, Congress Street, Boston Wharf Road and Summer Street)

BLOCK P	<ul style="list-style-type: none"> ▪ Innovation Uses ▪ Community and Cultural Uses ▪ Educational Uses ▪ Retail/Entertainment/Restaurant/ Service Uses ▪ Community and Cultural Uses ▪ Educational Uses ▪ Residential ▪ Hotel Uses ▪ Public and Accessory Parking 	<ul style="list-style-type: none"> ▪ Performing Arts Center ▪ Sidewalk improvements (Congress Street, Summer Street, Harbor Street and East Service Road) ▪ Block P Open Space
---------	---	---



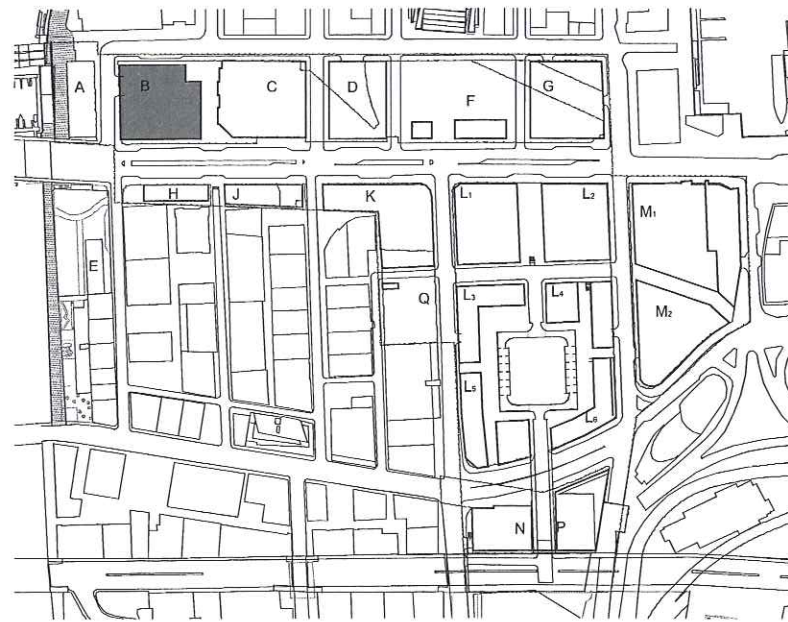
© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

KPF

EXHIBIT E - BLOCK 'A'

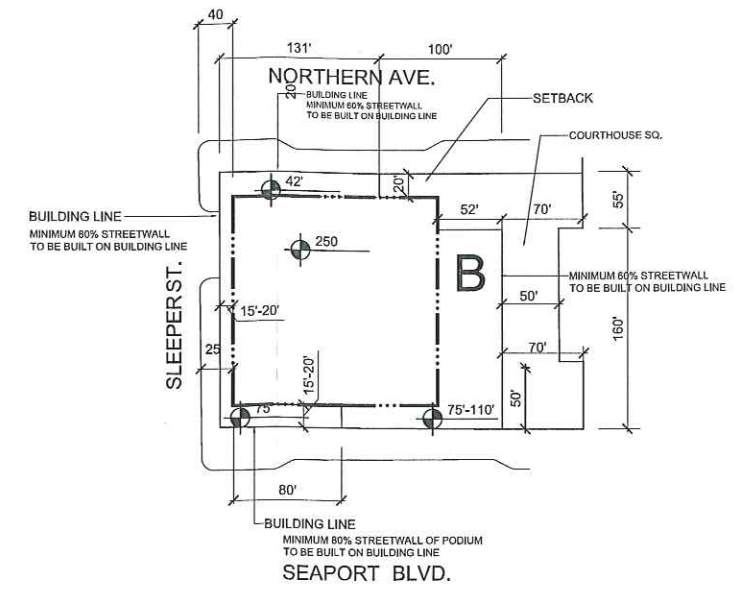
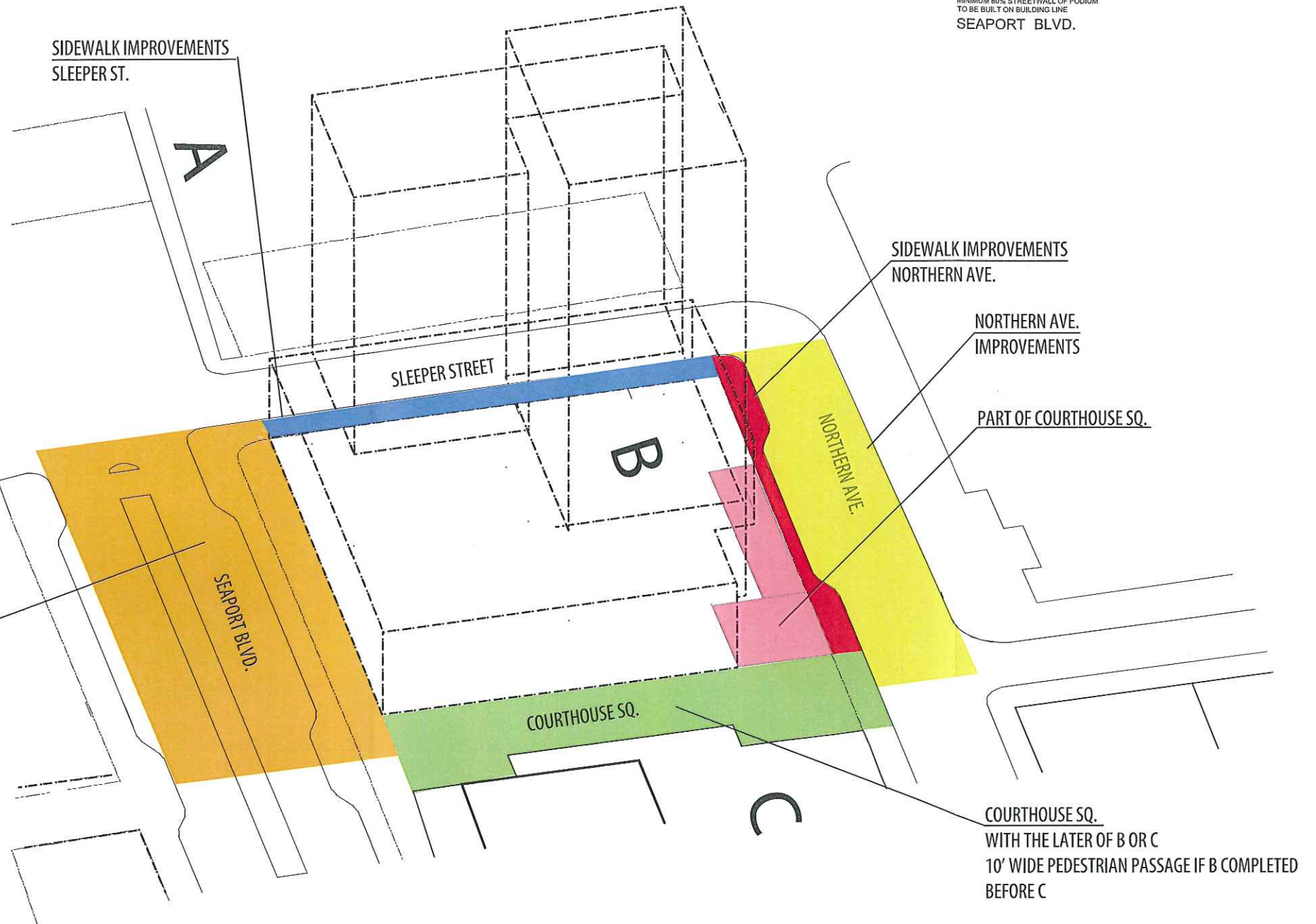
BOSTON SEAPORT
21 September 2010

BOSTON, MA

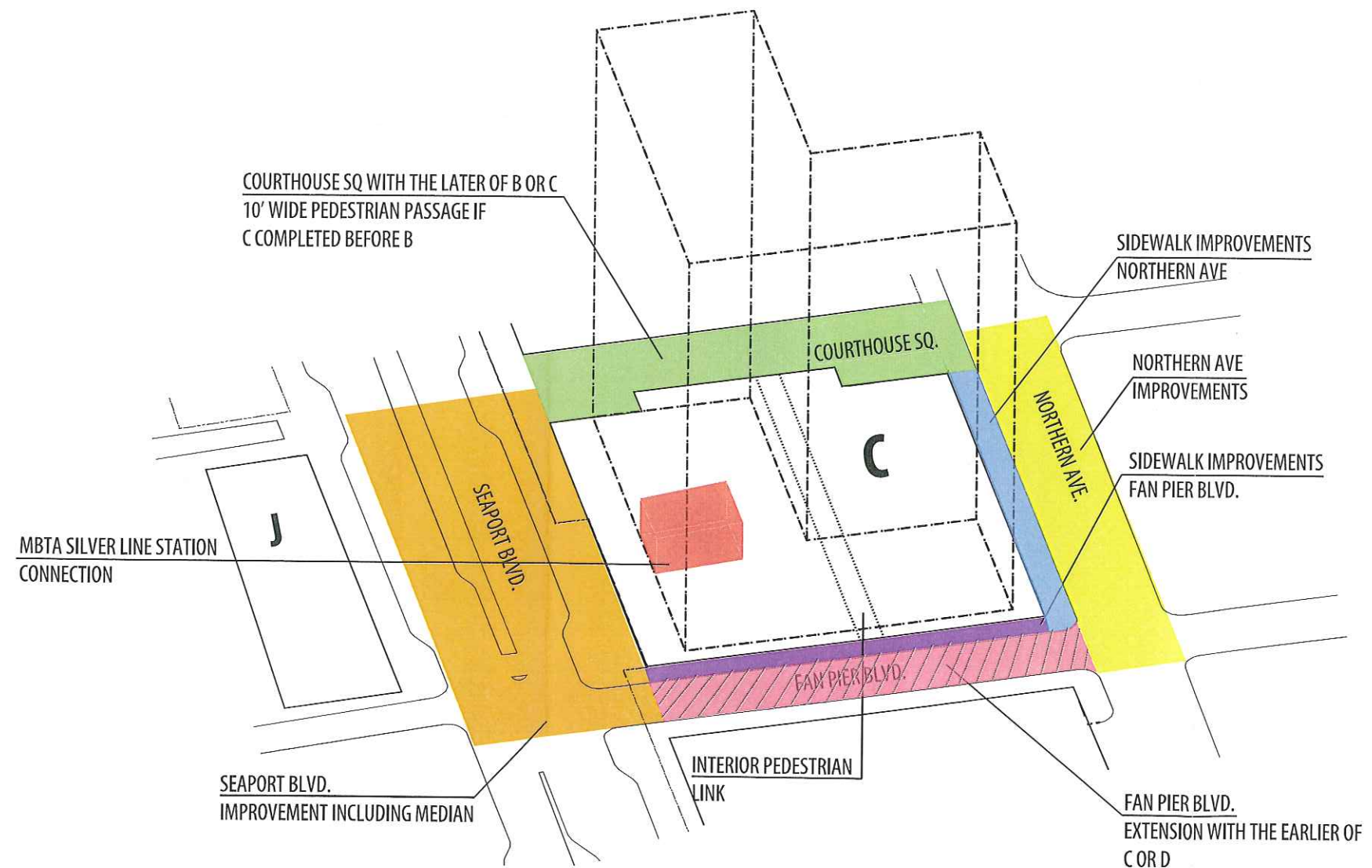
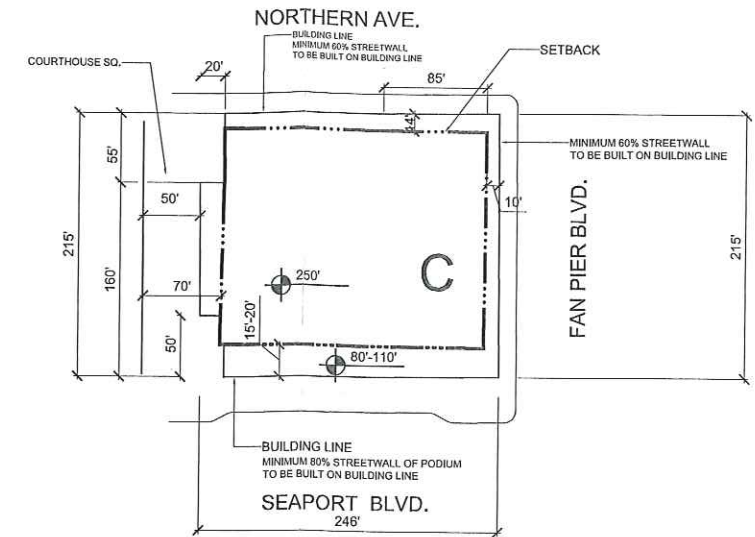
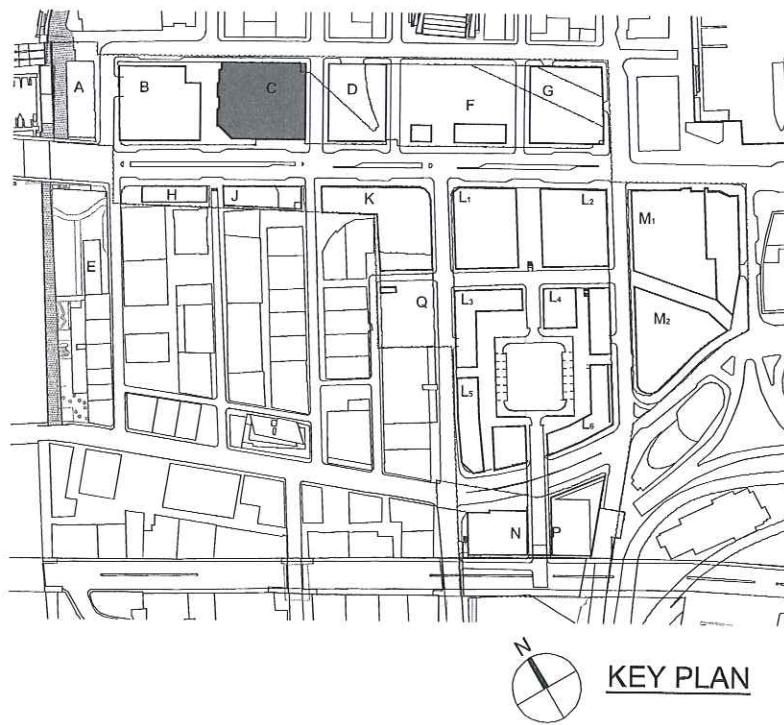


KEY PLAN

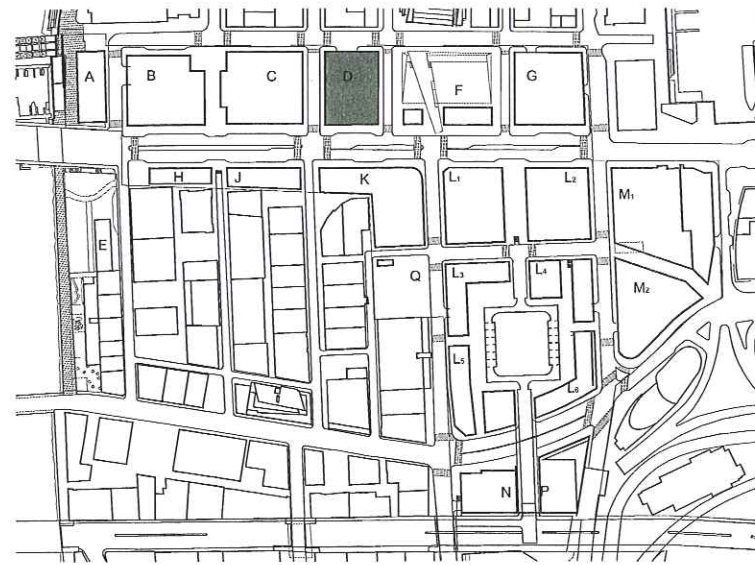
SIDEWALK IMPROVEMENTS
SLEEPER ST.



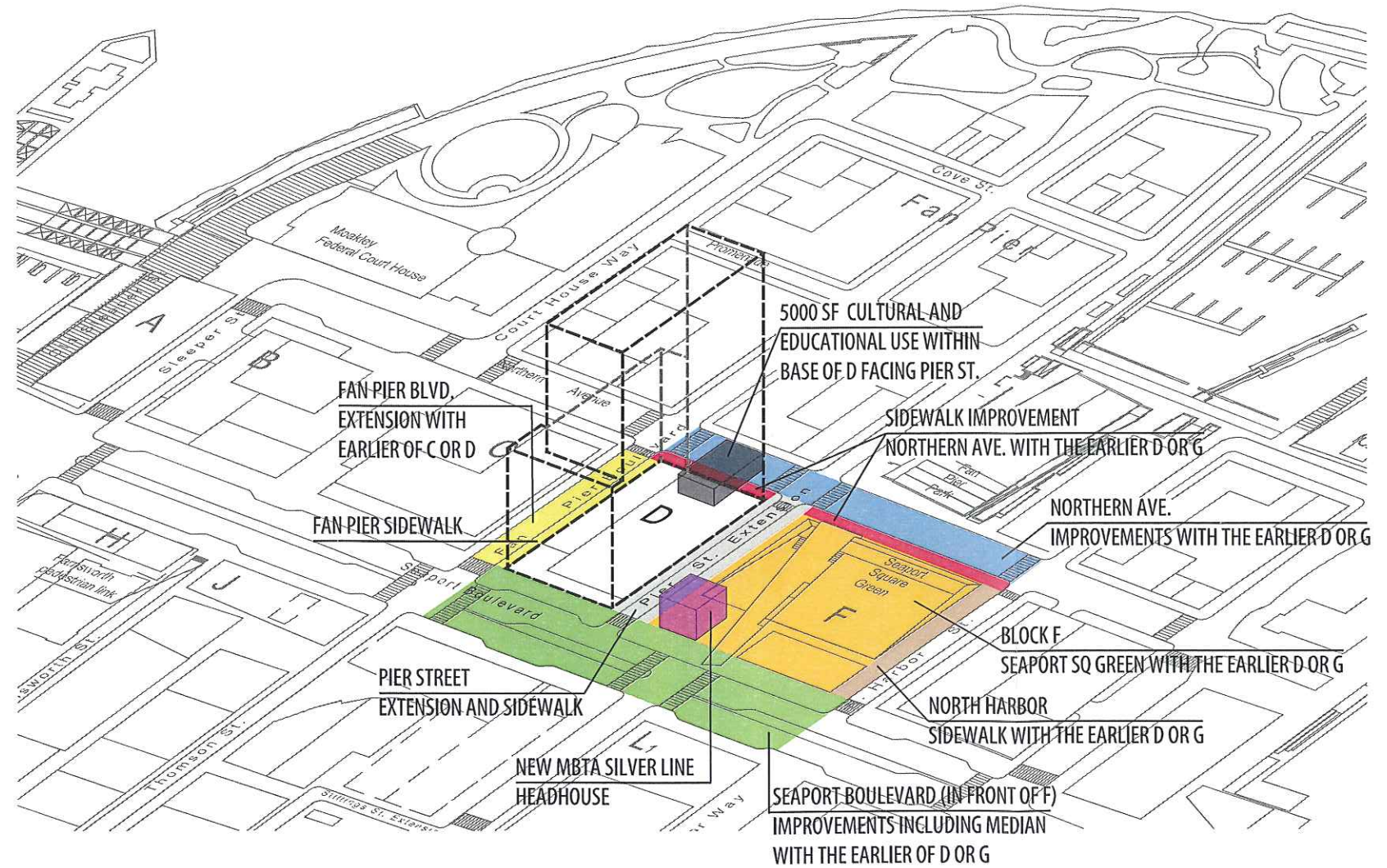
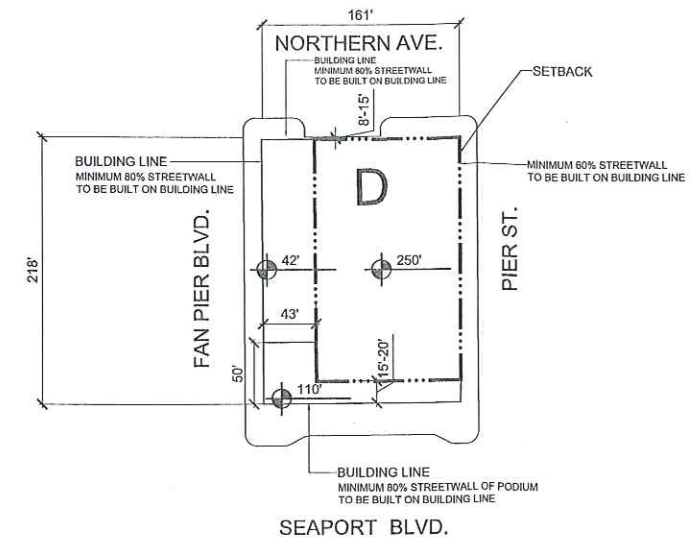
© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.



© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.



KEY PLAN



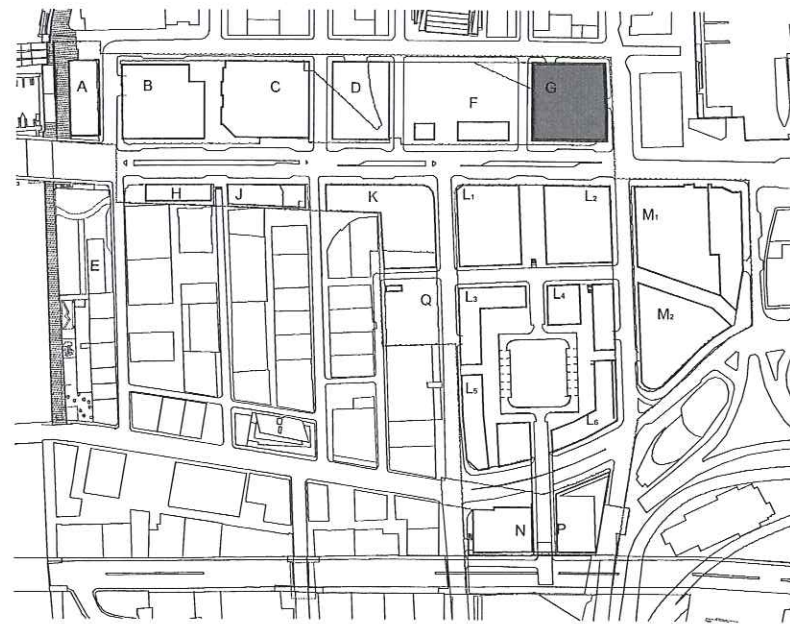
© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

KPF

EXHIBIT E - BLOCK 'D'

BOSTON SEAPORT
21 September 2010

BOSTON, MA



NORTHERN AVE.
IMPROVEMENTS WITH THE EARLIER D OR G

BLOCK F
SEAPORT SQ GREEN
WITH THE EARLIER
OF D OR G

NORTH HARBOR STREET
AND SIDEWALK

5000 SF. OF EXHIBITION
SPACE UPPER LEVEL WITH GROUND
LEVEL LOBBY AND ENTRANCE

NORTHERN AVE.
IMPROVEMENTS

SIDEWALK IMPROVEMENTS
NORTHERN AVENUE

EAST SERVICE ROAD
IMPROVEMENTS

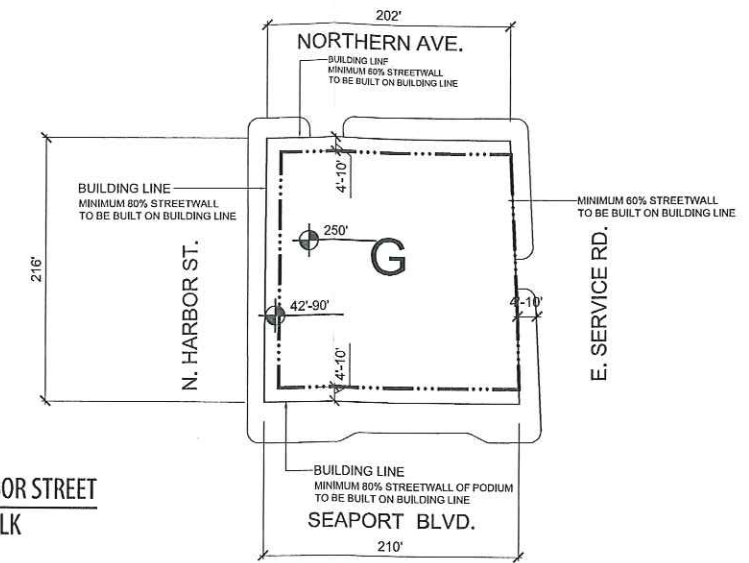
SIDEWALK IMPROVEMENTS
EAST SERVICE ROAD

NORTH HARBOR
SIDEWALK

SEAPORT BOULEVARD
IMPROVEMENTS INCLUDING MEDIAN

NEW MBTA SILVER LINE
HEADHOUSE

SEAPORT BOULEVARD
IMPROVEMENTS ALONG BLOCK F WITH
THE EARLIER OF D OR G



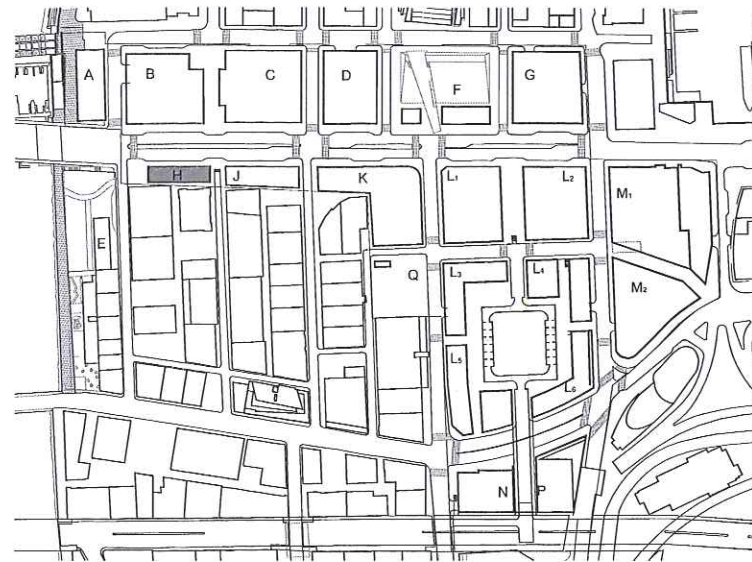
© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

KPF

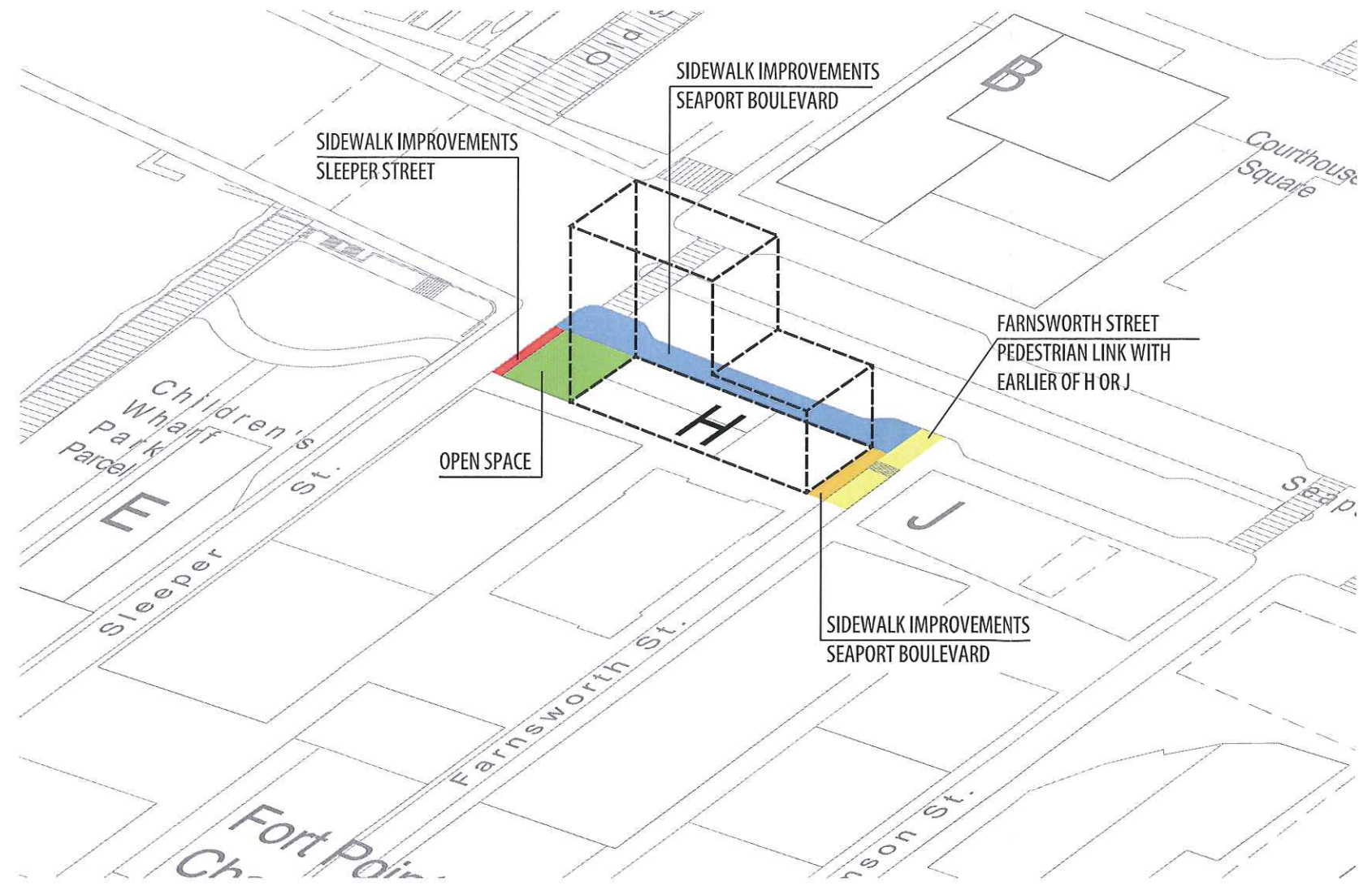
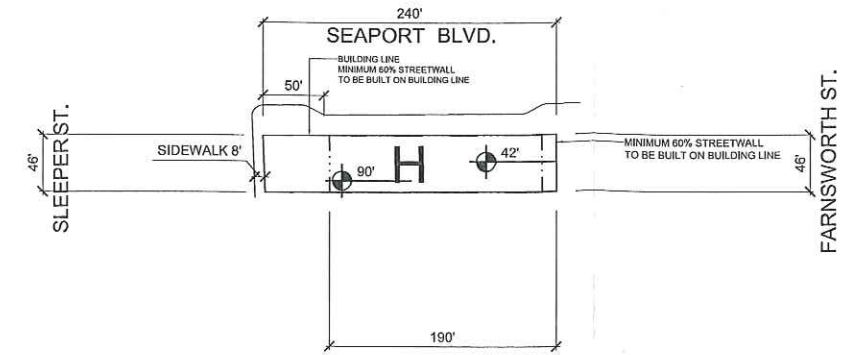
EXHIBIT E - BLOCK 'G'

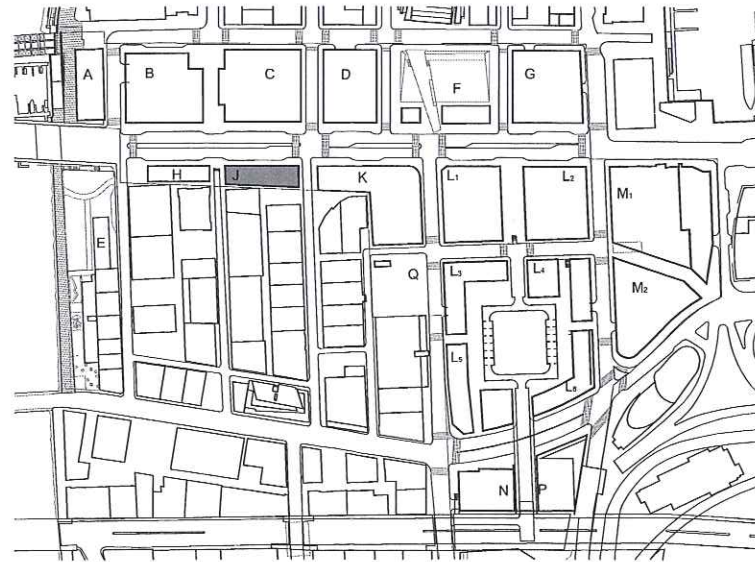
BOSTON SEAPORT
21 September 2010

BOSTON, MA

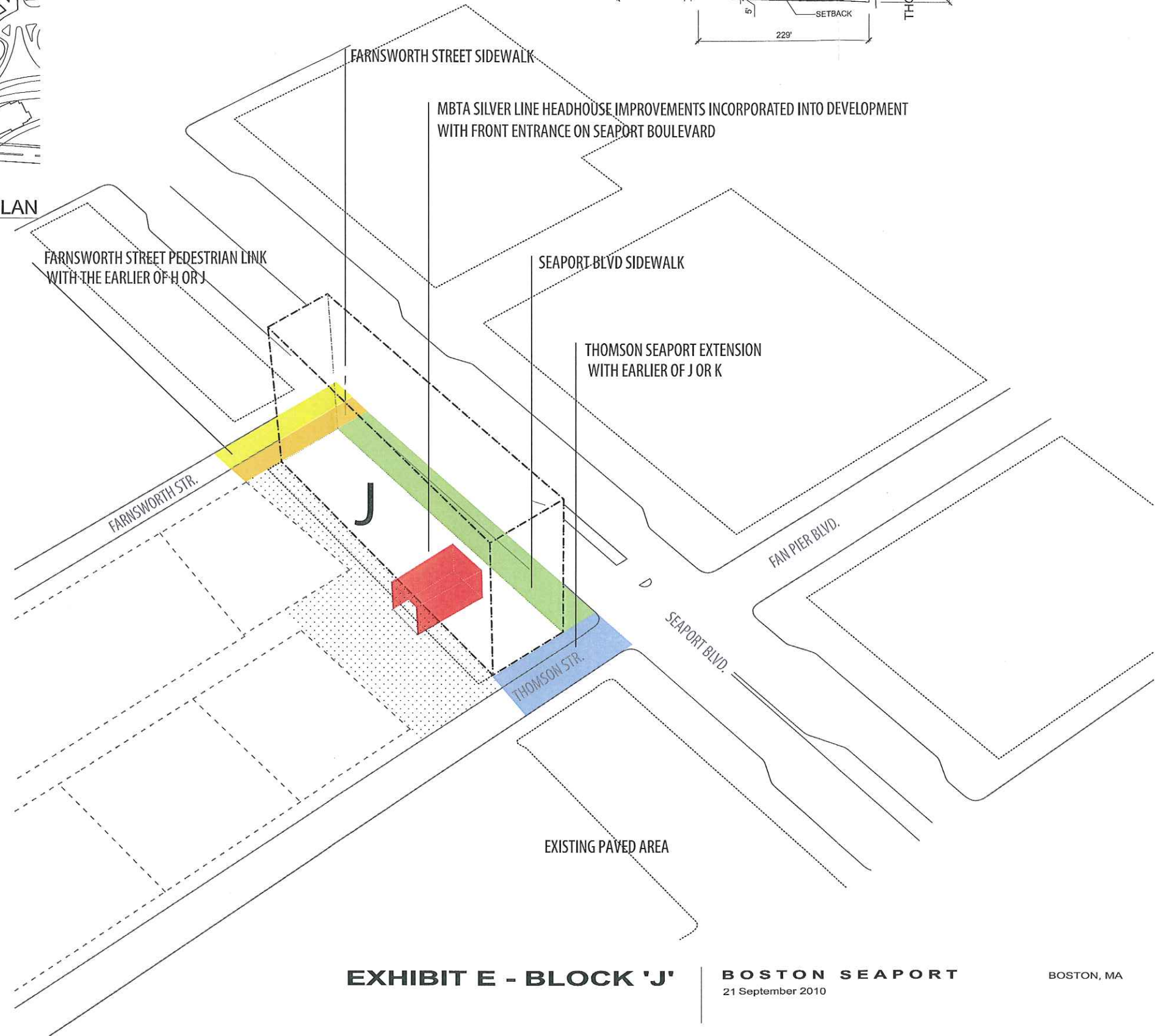
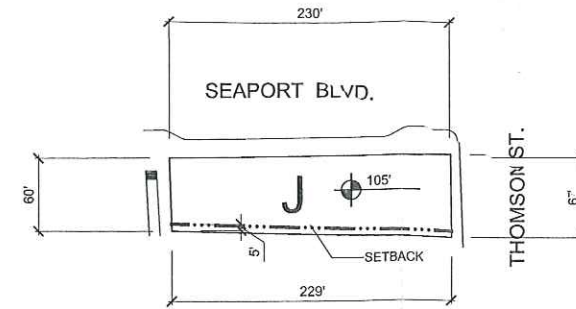


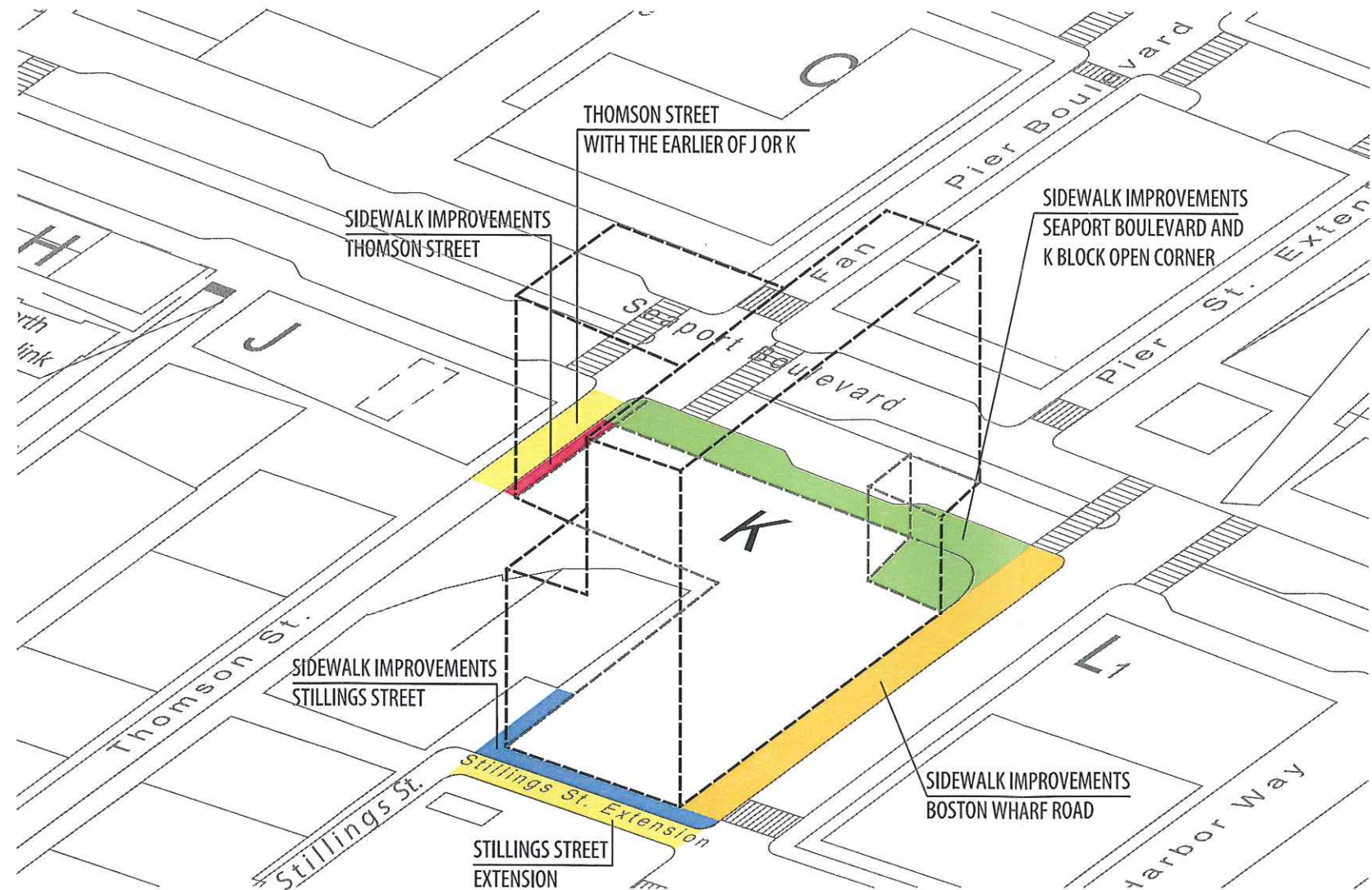
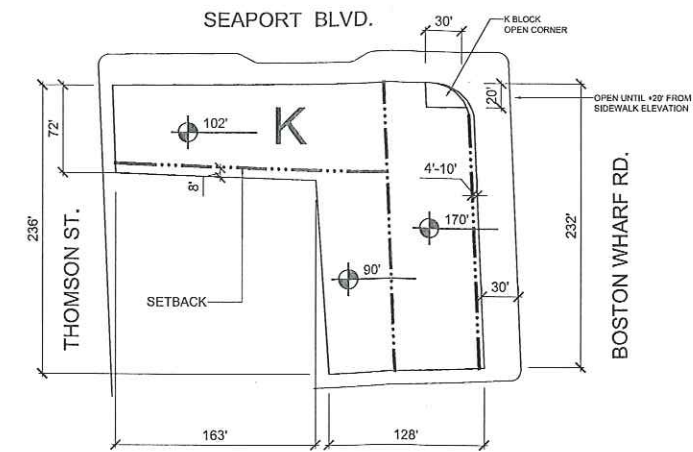
KEY PLAN

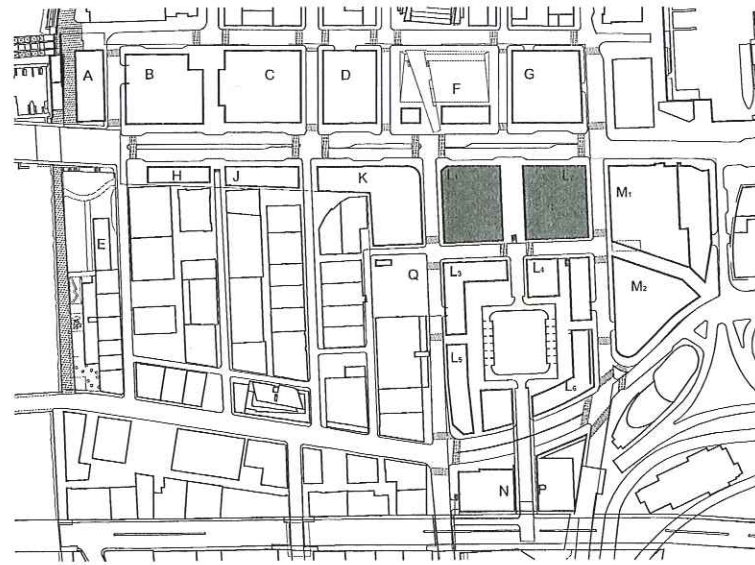




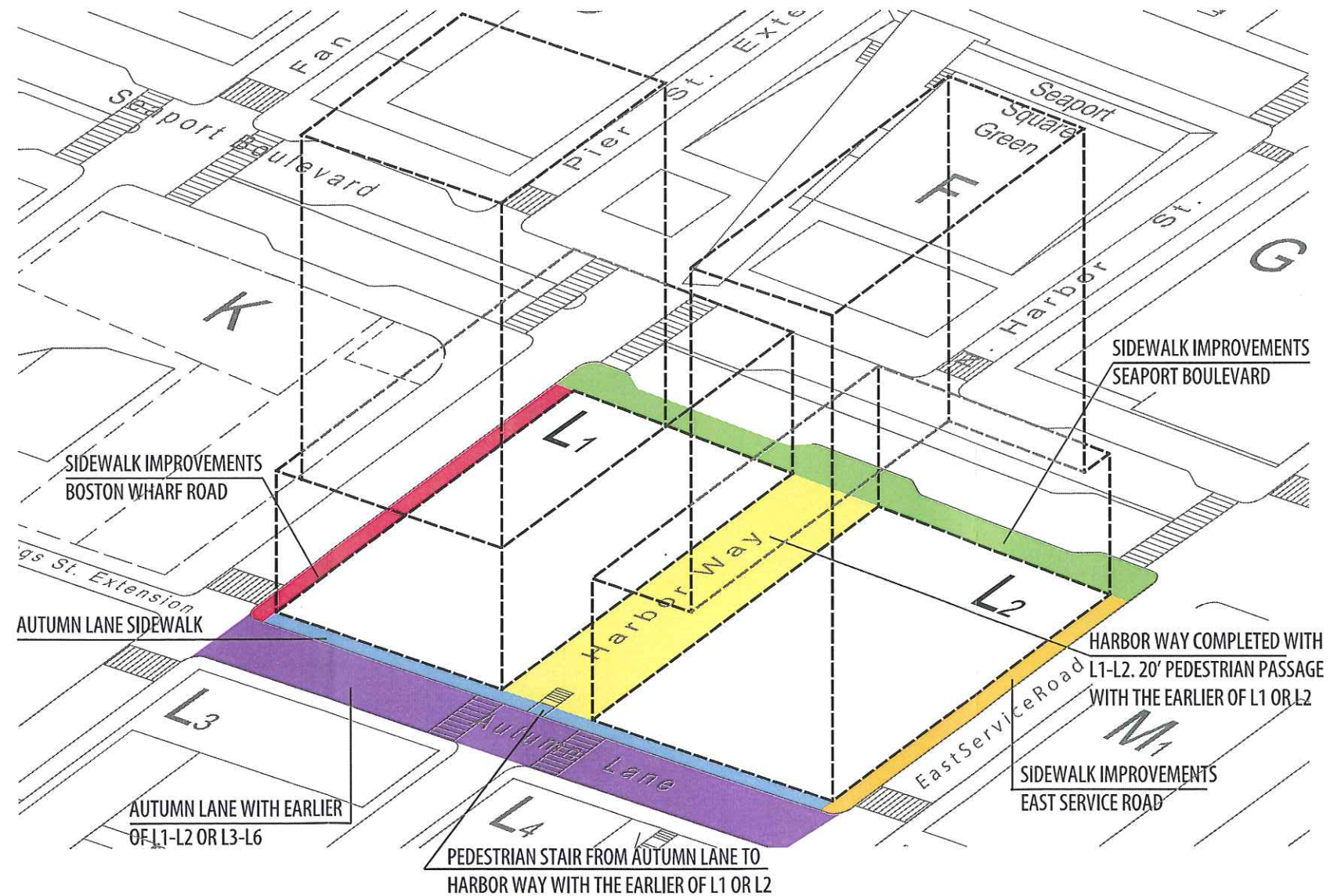
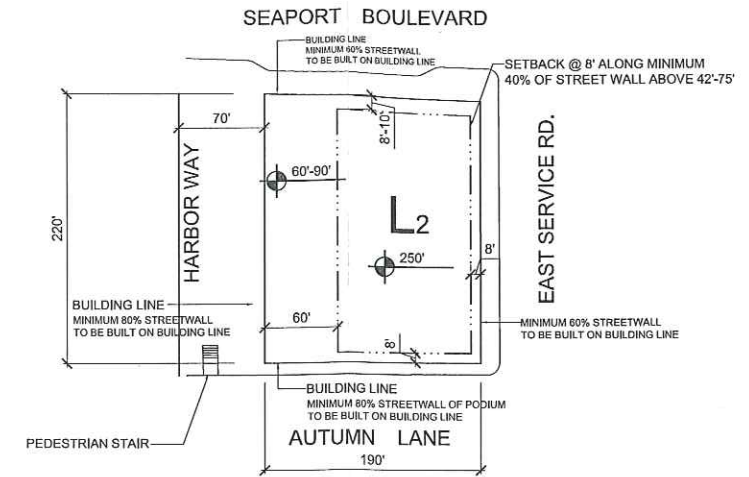
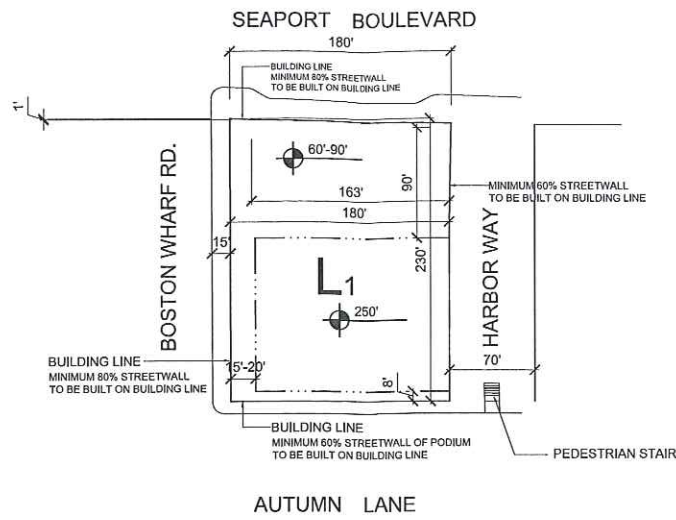
KEY PLAN







KEY PLAN



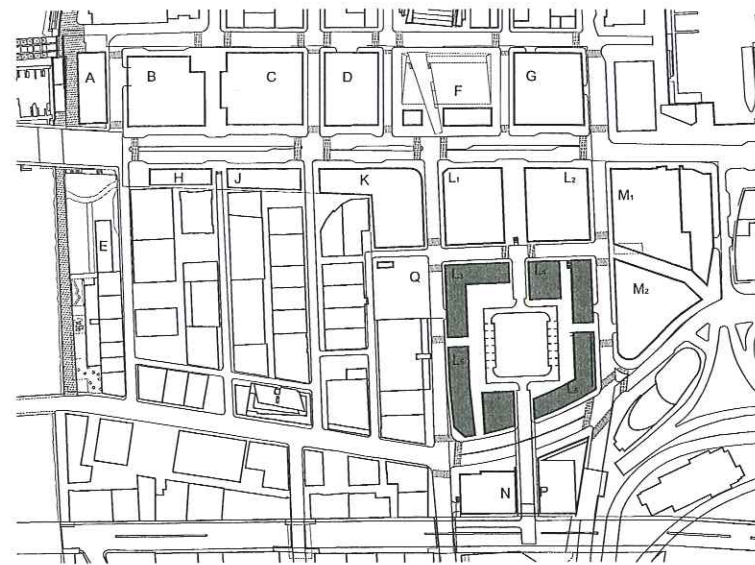
© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

KPF

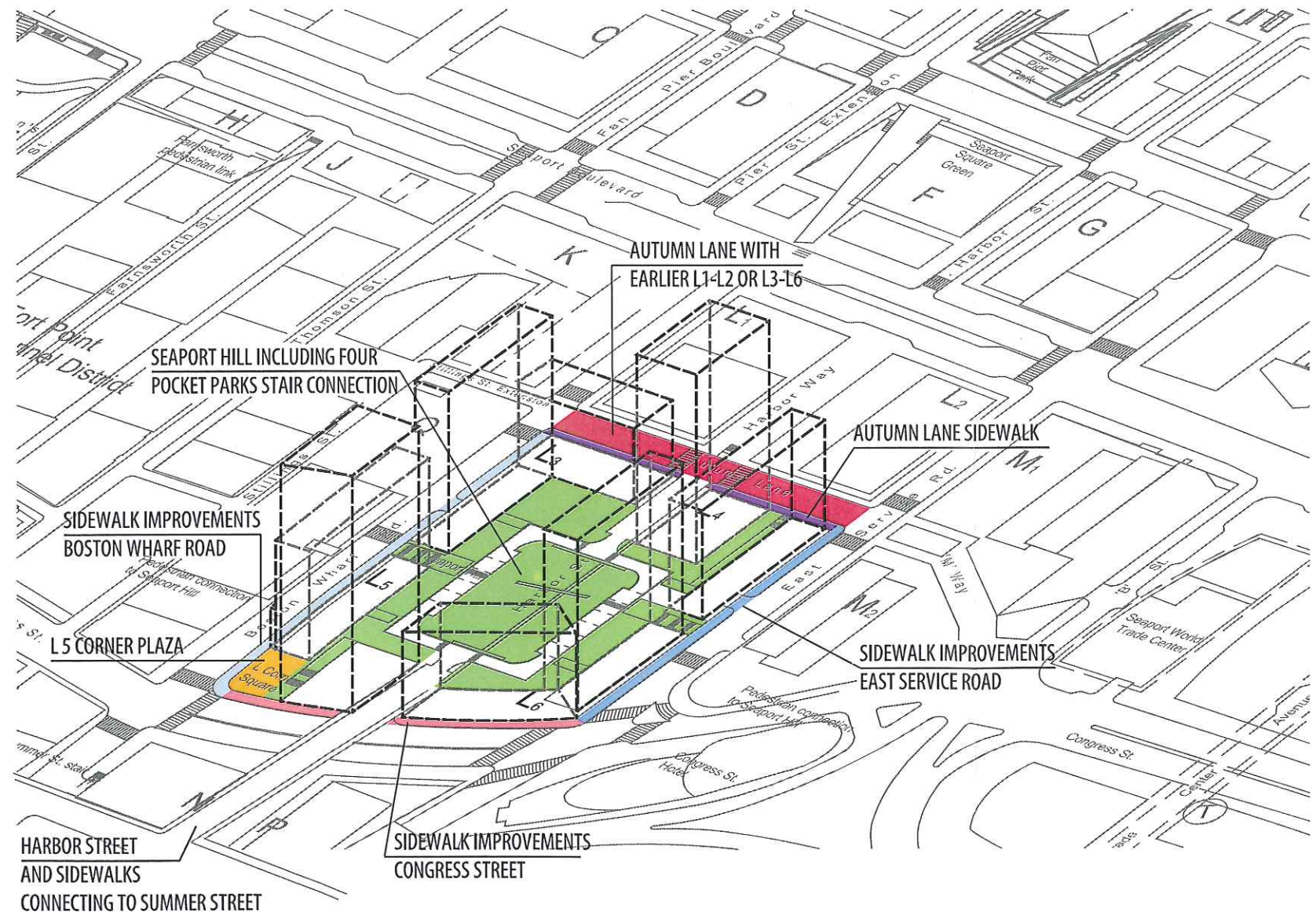
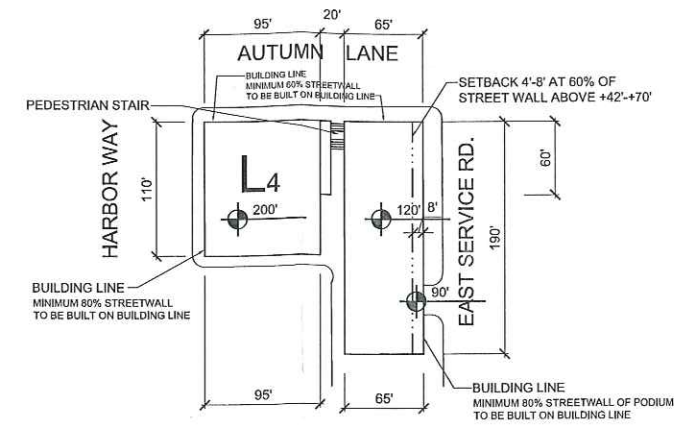
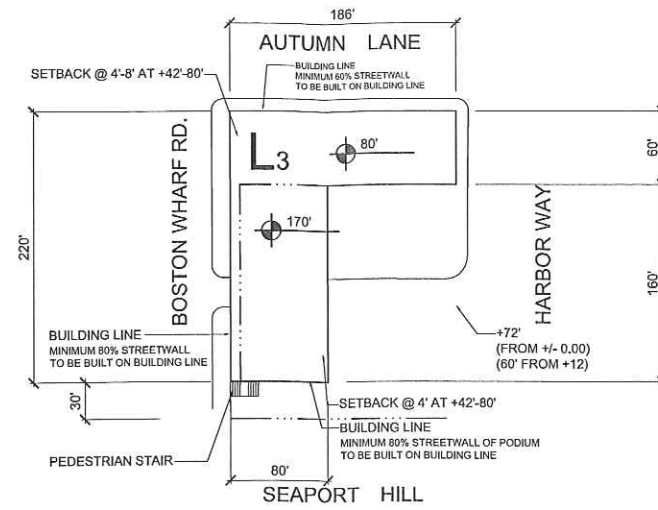
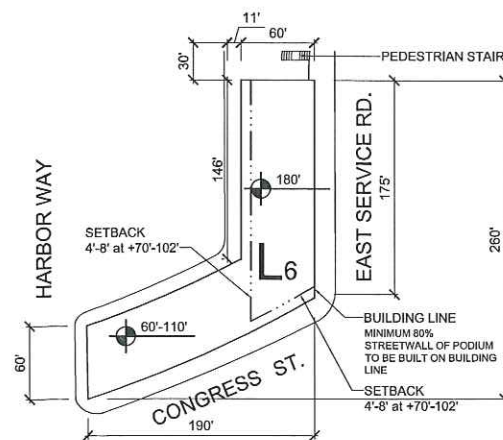
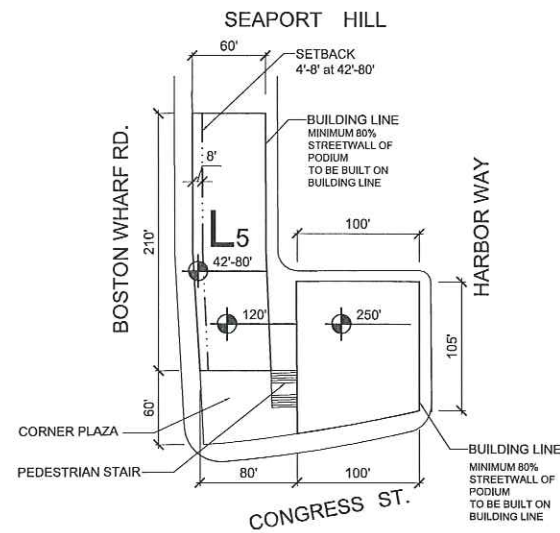
EXHIBIT E - BLOCK 'L1-L2'

BOSTON SEAPORT
21 September 2010

BOSTON, MA



KEY PLAN



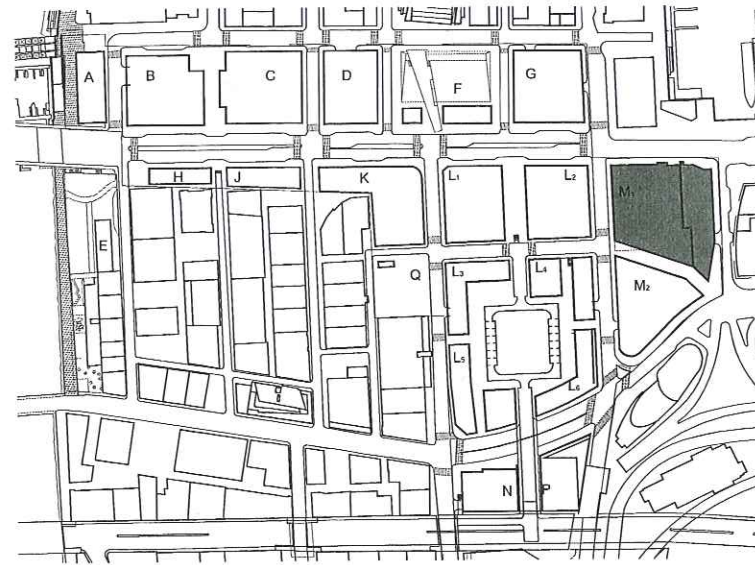
© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

KPF

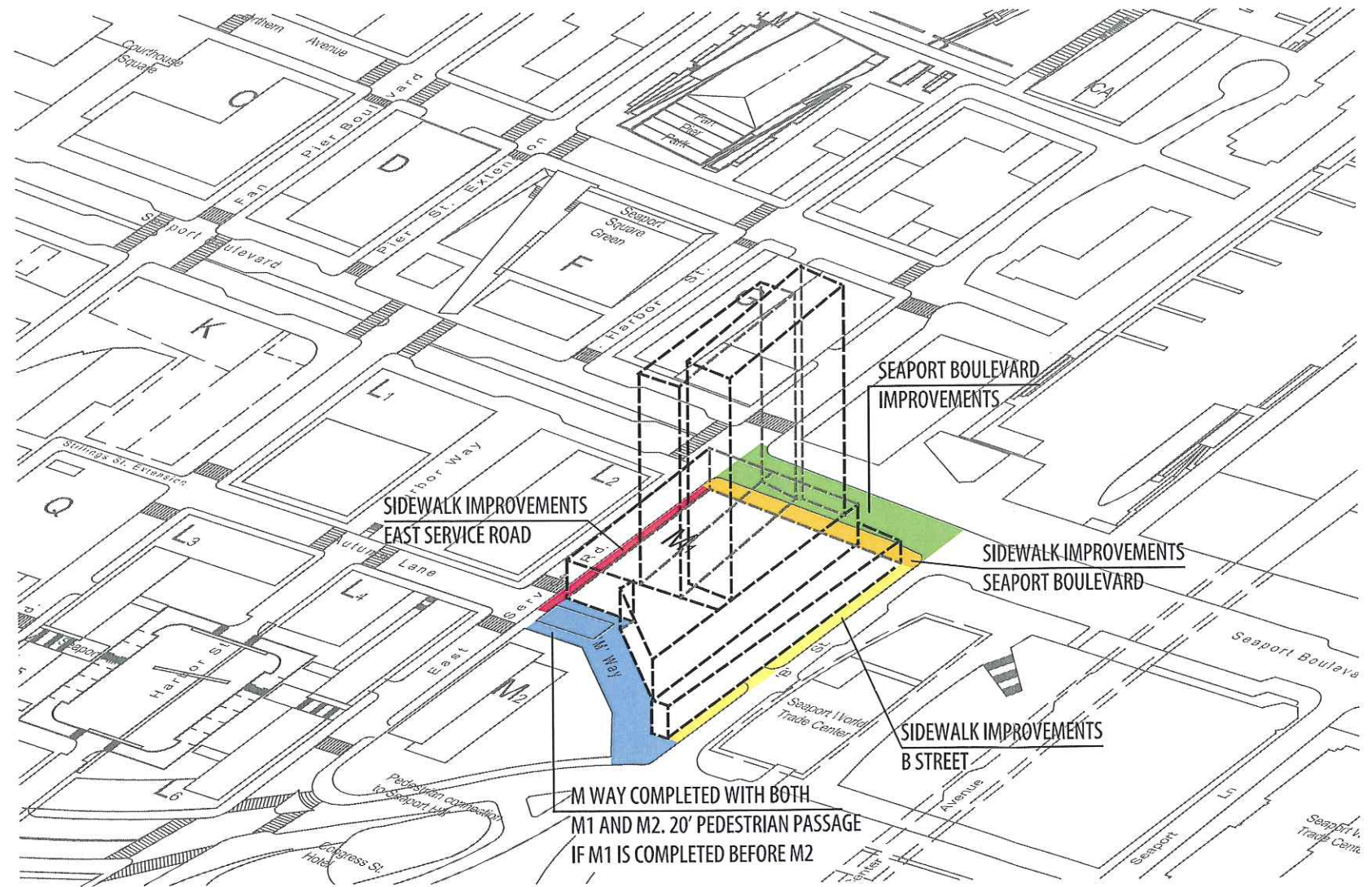
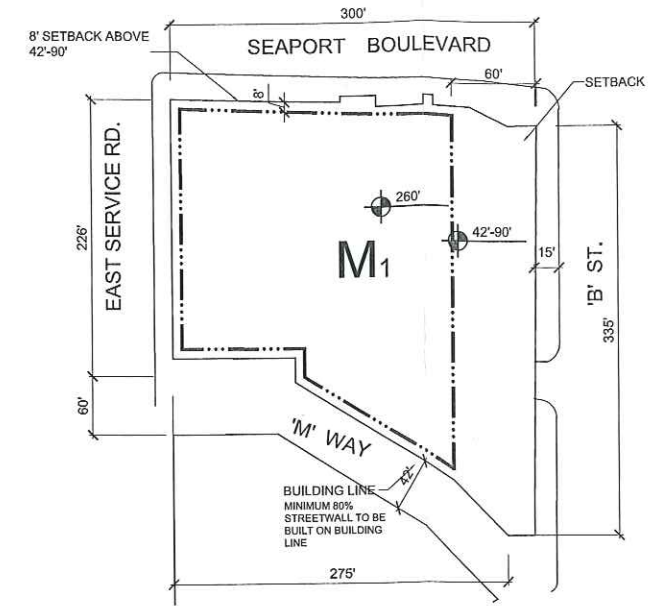
EXHIBIT E - BLOCK 'L3-L6'

BOSTON SEAPORT
21 September 2010

BOSTON, MA



KEY PLAN



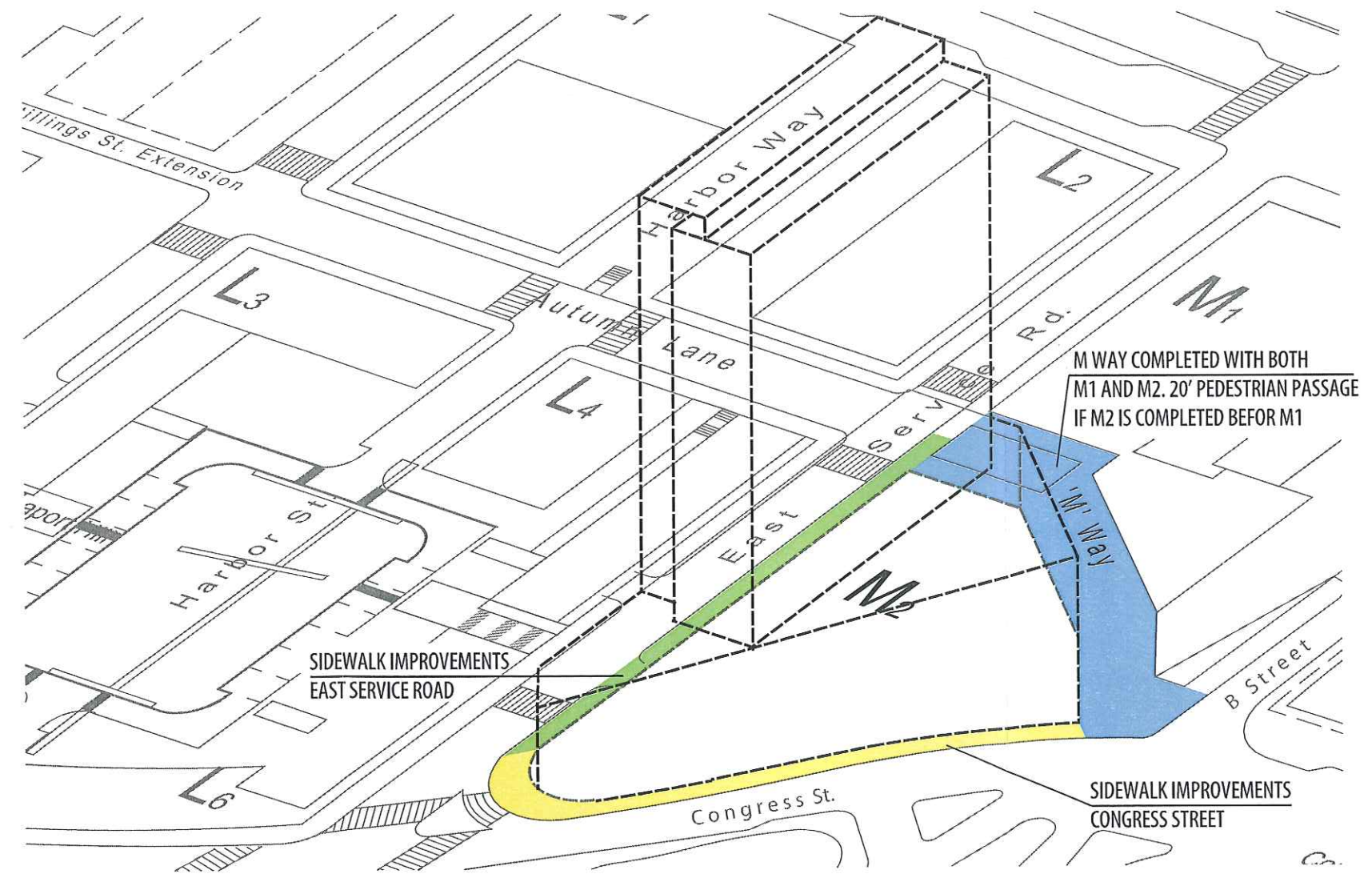
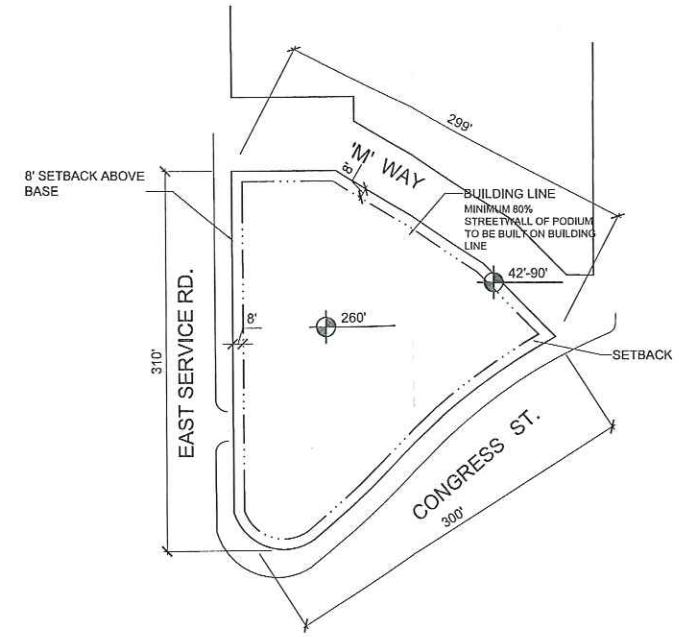
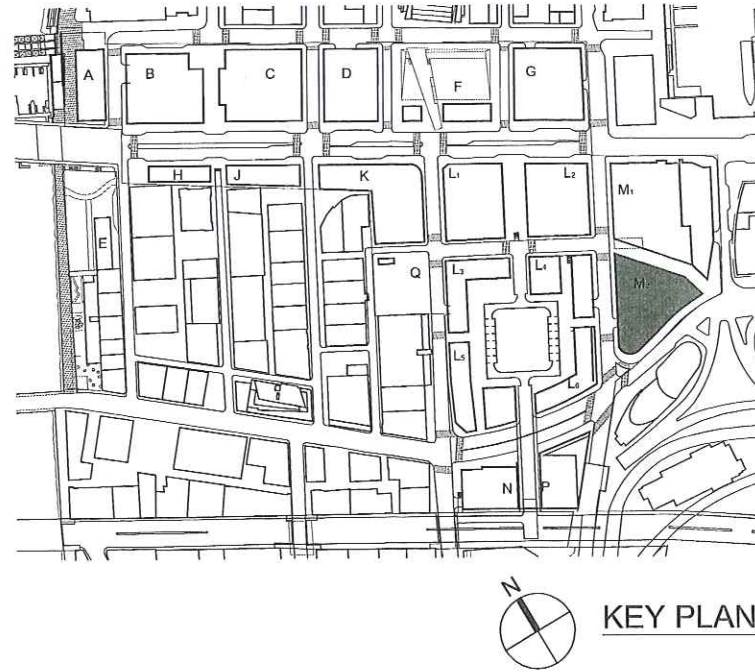
© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

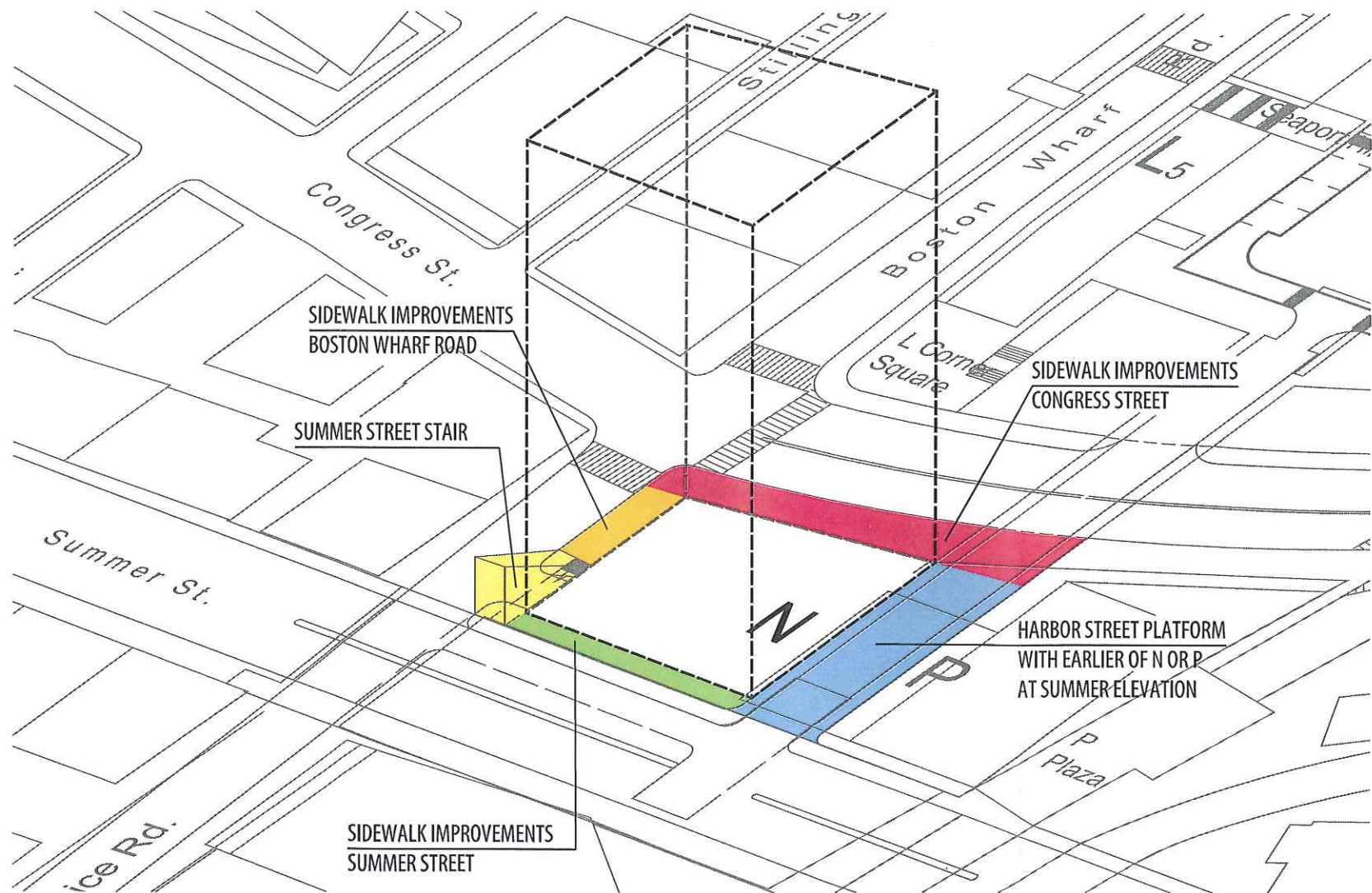
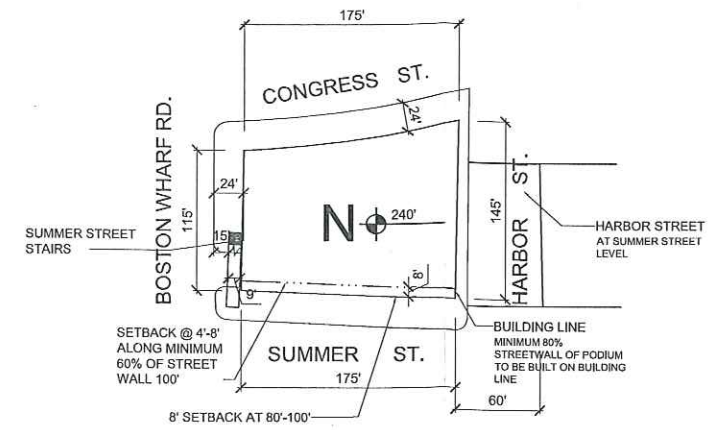
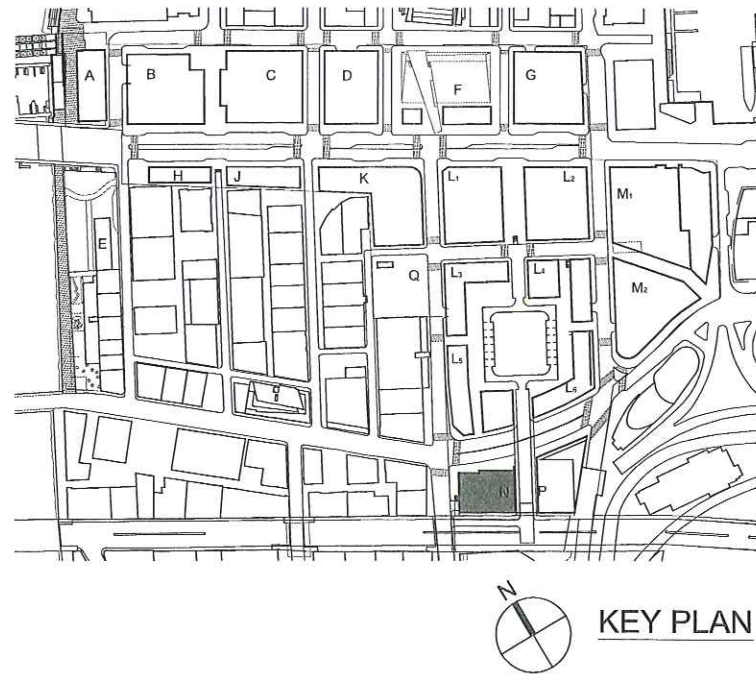
KPF

EXHIBIT E - BLOCK 'M1'

BOSTON SEAPORT
21 September 2010

BOSTON, MA





© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

KPF

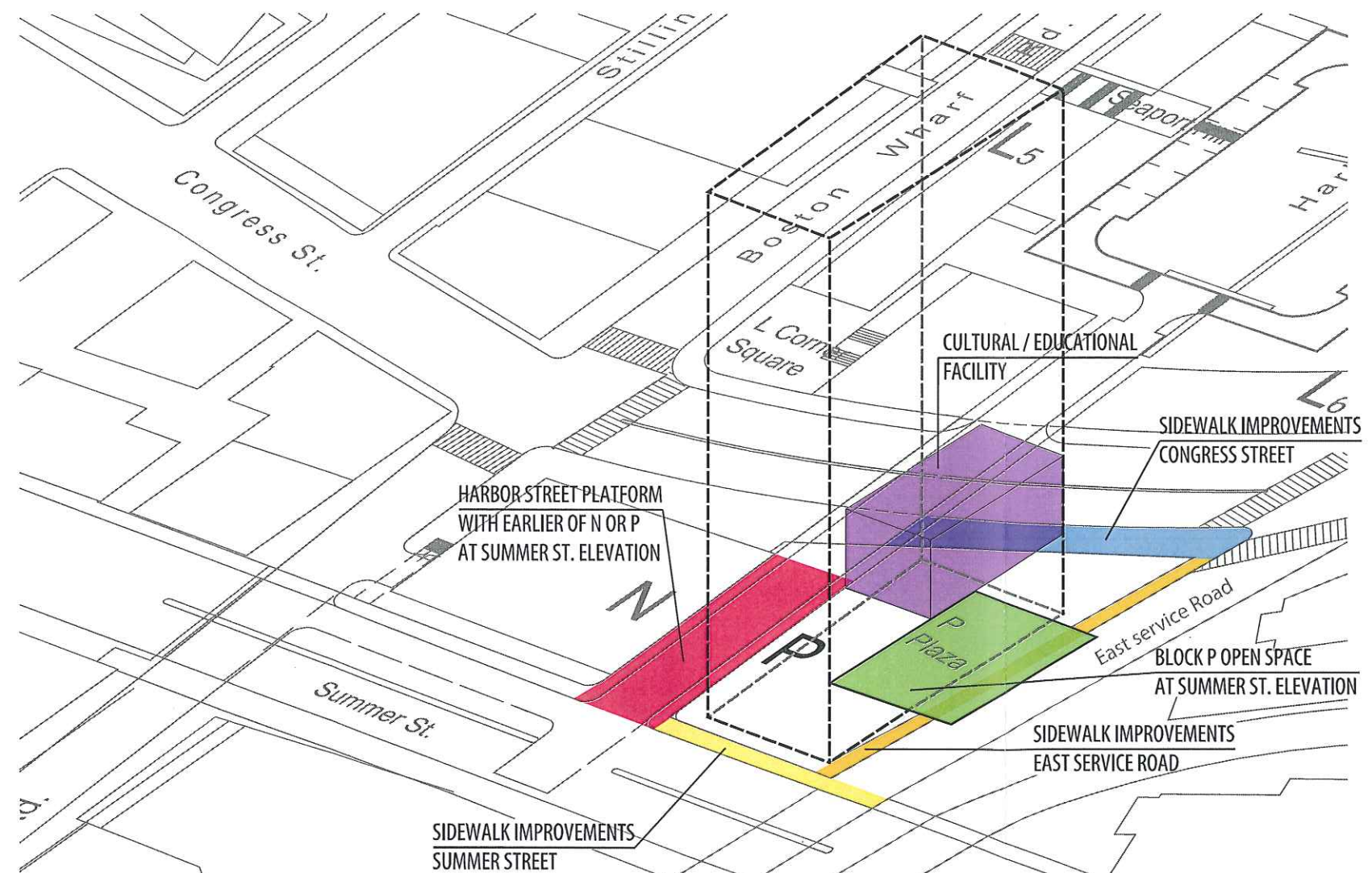
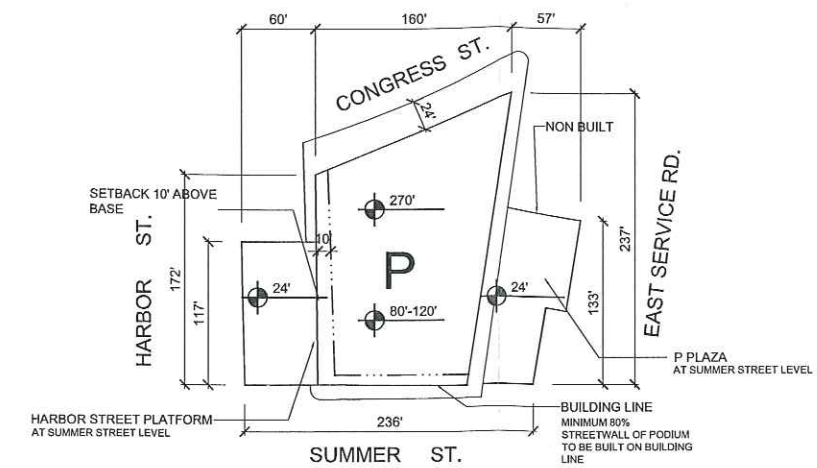
EXHIBIT E - BLOCK 'N'

BOSTON SEAPORT
21 September 2010

BOSTON, MA



 **KEY PLAN**



© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

EXHIBIT F
ALLOWED USES

Office and Research Uses

Office Uses

- Office of professional persons, not accessory to a main use;
- Real estate, insurance, financial service institution, or other agency or government office;
- Office building, post office, bank or similar establishment.

Innovation Uses

- Laboratories, small business incubators, and facilities for teaching and for theoretical, basic and applied research, product development and testing, prototype fabrication or production of experimental products; the keeping of marine life or laboratory animals incidental to a research or development use; storage and office use accessory to a research or development use;
- Design, development, manufacture, compounding, packaging, processing, fabrication, altering, assembly, repairing, servicing, renting, testing, handling, or transfer of products as would be included in research and development uses, consistent with the provisions of Subsection 36-4.1 of the Boston Zoning Code;
- Restaurant and Café wired with communication technology;
- Public event space for exhibitions and presentations;
- Rooftop garden, or other horticultural use;
- Innovation District visitors' center;
- Innovation Businesses
 - i. Innovative Retail: Existing brands in Boston creating new concepts or prototypes or brands new to Boston or local new businesses
 - ii. Innovative Hotel: Existing flagship hotels in Boston creating new concepts or prototypes or brands new to Boston
 - iii. Other Innovative Business: New to the Boston market or net new job growth
- Innovation Transportation and Energy
 - i. Car-sharing facilities
 - ii. Bicycle-sharing facilities
 - iii. Electrical vehicle charging station
 - iv. Other infrastructure for sustainable and green transportation
 - v. Facilities or building systems or components for building sustainability, energy efficiency, renewable and clean energy or co-generation of electricity, heat and/or cooling
- Public, common, or shared space within Innovation/Workforce Housing

Provided, however, that no laboratory classified by the U.S Centers for Disease Control as Biosafety Level 3 or 4 ("BSL-3" or "BSL-4") shall be permitted.

Residential Uses

Residential Uses

- Multi-family residential uses; townhouses.
- Artists' live-work use.
- Convalescent, nursing, or rest home.
- Innovation/Workforce Housing: Co-housing or live-work uses, which may include smaller unit sizes, flexible unit layouts, combined living and working spaces, and common space shared by residents occupying different units.

Retail/Entertainment/Restaurant/Service Uses

Local Retail/Services Uses

- Store primarily serving the local retail business or service needs of the neighborhood and harbor/waterfront users, including but not limited to chandlery, barber shop, beauty shop, shoe repair shop, self-service laundry, pick-up and delivery station of laundry or dry cleaner, tailor shop, hand laundry;
- Store retailing one or more of the following, but not limited to: food, baked goods, groceries, drugs, tobacco products, clothing, dry goods, books, film, video, art, flowers, paint, hardware, and small household appliances.

General Retail Uses

- Department store, furniture store, general merchandise mart, or other store serving the general retail business needs of a major part of the city, including accessory storage.

Restaurant Uses

- Lunchroom, restaurant, cafeteria, or other place for the service or sale of food or drink for on-premises consumption, including outdoor cafes;
- Place for sale and consumption of food and beverages (other than drive-in restaurants) providing dancing or entertainment or both;
- In a structure, sale over the counter, not wholly incidental to a local retail business or restaurant use, of food or drink prepared on premises for off-premises consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out (other than drive-in restaurants).
- Pushcart food vendors.

Entertainment Uses

- Movie theater
- Bowling alley
- Ice or roller skating Rink
- Live music performance
- Theatre

Hotel Uses

Hotel Uses

- Hotel (including extended-stay hotel), conference and meeting facilities, restaurant, lounge, bar, store primarily serving the retail needs of hotel, conference, and meeting guests, health club, swimming pool, storage and office use accessory to hotel use.

Education/Cultural Uses/Place of Worship

Civic/Community Uses and Cultural Facilities

- Museum, gallery, concert hall, theater, auditorium, exhibition space, performance space, aquarium, or historical exhibit open to public generally;
- Community center, community service facility, visitors' center;
- Daycare center.
- Exhibition hall, conference center, meeting facilities, auditorium.
- Place of Worship; monastery; convent; parish house.
- Artist's studio, Art Uses, Artists' Mixed Use.
- Library

Educational Uses

- Elementary, middle or high school;
- College, university or trade school;
- Education or instructional institution;
- Adult education uses.

Open Space Uses

Open Space/Recreational Uses

- Open space for active or passive recreational use or dedicated to the conservation of natural resources, including but not limited to parks, public gardens, dog parks and playgrounds; public recreational facilities; publicly accessible garden conservatories or botanical gardens.
- Parks, esplanades, boardwalks, and other pedestrian facilities that promote public use and enjoyment of the water and are located at or near the water's edge;
- Cultural, educational, research, or training facilities focused on open space uses.
- Pavilions open to the public and containing uses accessory to open space uses.

Public Infrastructure Uses

Infrastructure Uses

- One or more co facilities for the generation of electricity, heat, and/or cooling.

Public Services Uses

- Public service substation, automatic telephone exchange, fire station, police station;
- Cable conduit, pipeline crossing, stormwater outlet, or other similar utility structure.

Transportation Uses

- Public transportation facility, bus station, subway or trolley station.

Parking Uses

Public parking

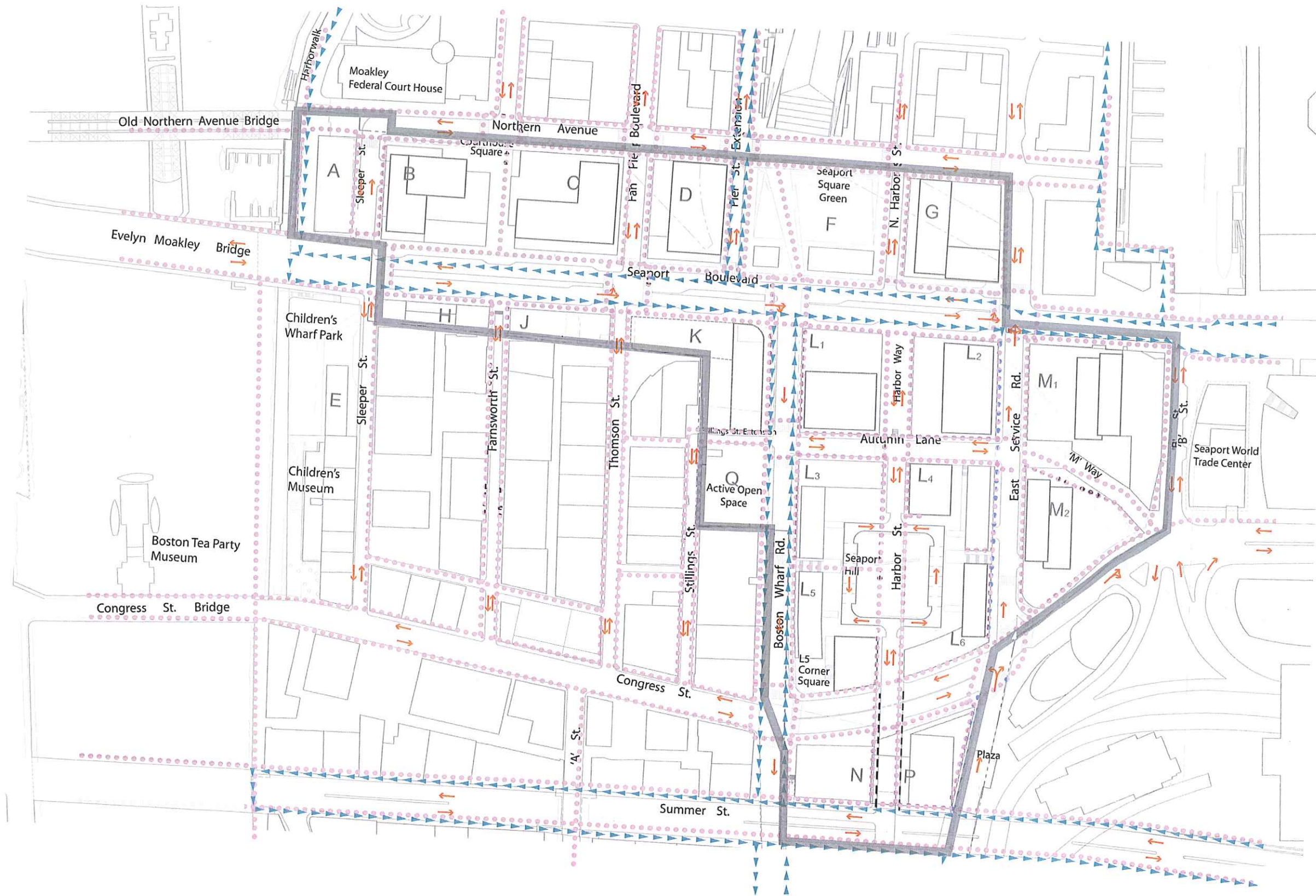
- Parking garage, including car-sharing and or bicycle-sharing service

Accessory and Ancillary Uses

- Any of the following uses accessory or ancillary to an allowed use, subject to the limitations and restrictions of Article 10:

- (i) any use accessory or ancillary to, and ordinarily incident to, a lawful main use; provided that such use is not specifically forbidden in the district; and provided further that any such use shall be subject to the same restrictions, conditions, limitations, provisos and safeguards as the use to which it is accessory;
 - (ii) an office, within a main building, of an accountant, architect, attorney, dentist, physician, or other professional person who resides in such building;
 - (iii) an occupation for profit customarily carried on in a dwelling unit by a person residing therein provided that such occupation is carried on in a main building and requires only equipment ordinarily incident to a dwelling unit and that no nonresident help is employed and that there is no trading in merchandise;
 - (iv) the keeping of marine life or laboratory animals incidental to a lawful educational, research center, aquarium, or institutional use;
 - (v) as accessory uses to hotel uses, restaurants, conference facilities, retail and service establishments serving guests and visitors and other uses incidental to the operation of a hotel;
 - (vi) the storage of flammable liquids and gases incidental to a lawful use;
 - (vii) permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use;
 - (viii) day care center;
 - (ix) health club facility, tennis court, swimming pool.
- Parking garage, including car-sharing and/or bicycle-sharing service.
 - On-street parking.

EXHIBIT G
TRAFFIC CIRCULATION



prepared by:

KPF

© 2010 KOHN PEDERSEN FOX ASSOCIATES PC. All rights reserved.

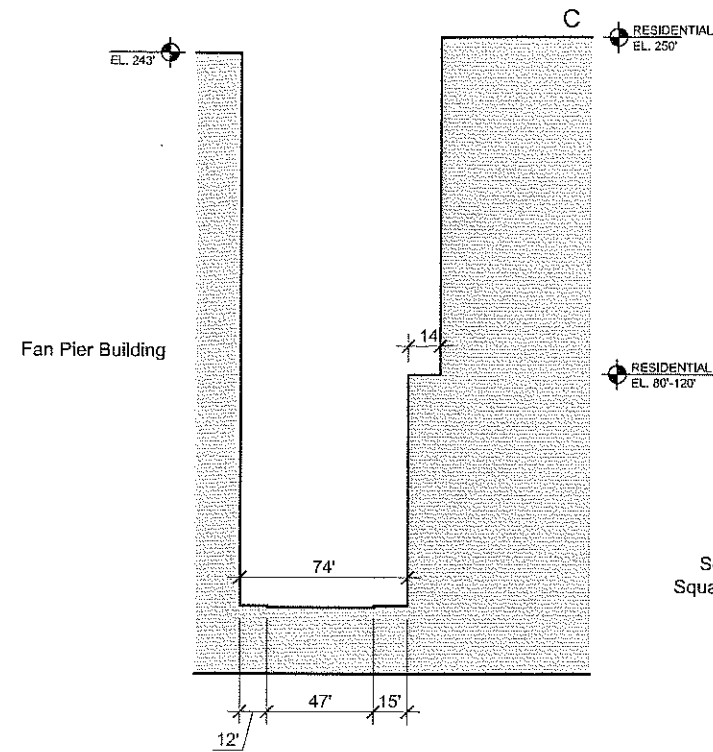
EXHIBIT G

Traffic Circulation

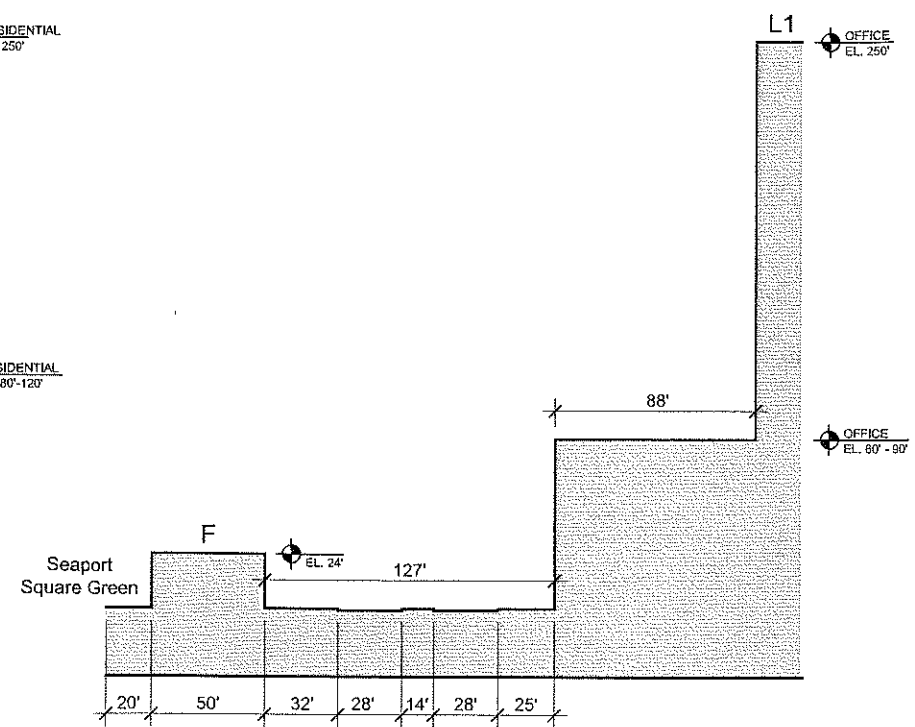
21 September 2010

EXHIBIT H

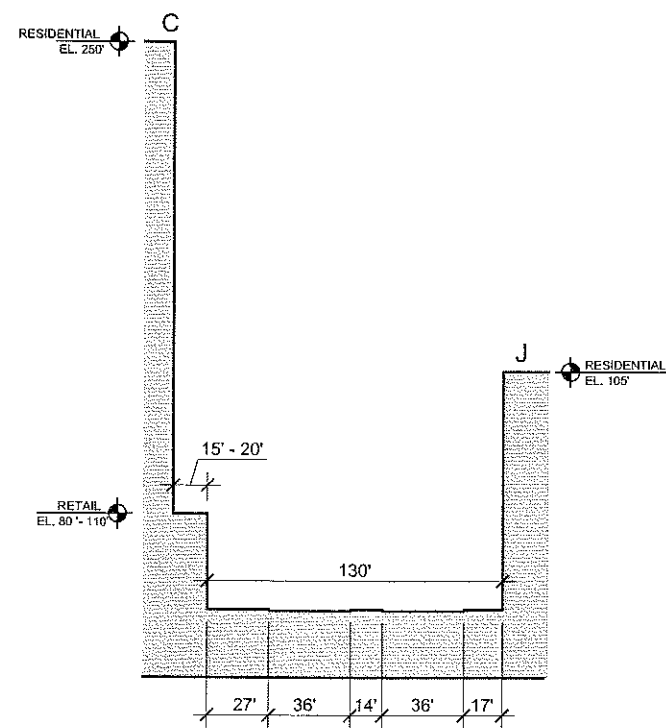
Proposed Street Dimensions



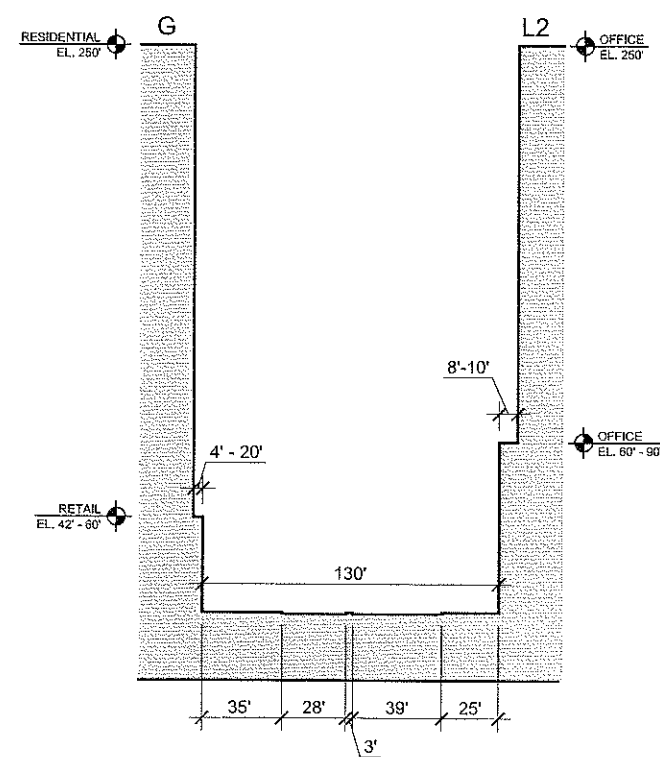
Section 1: Northern Avenue



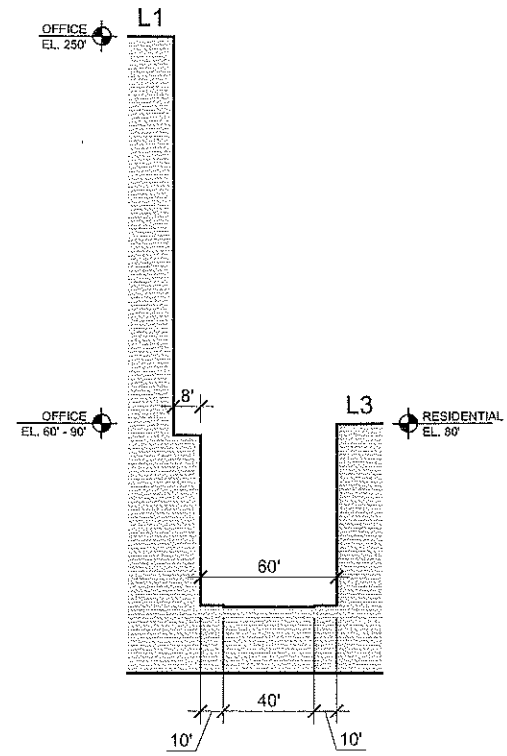
Section 3: Seaport Boulevard



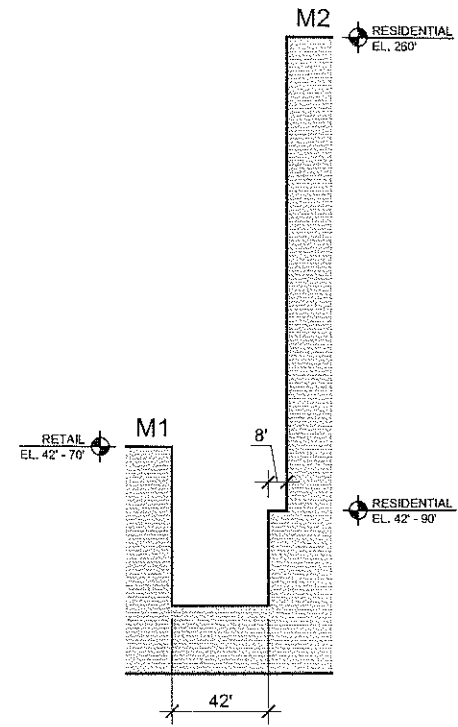
Section 2: Seaport Boulevard



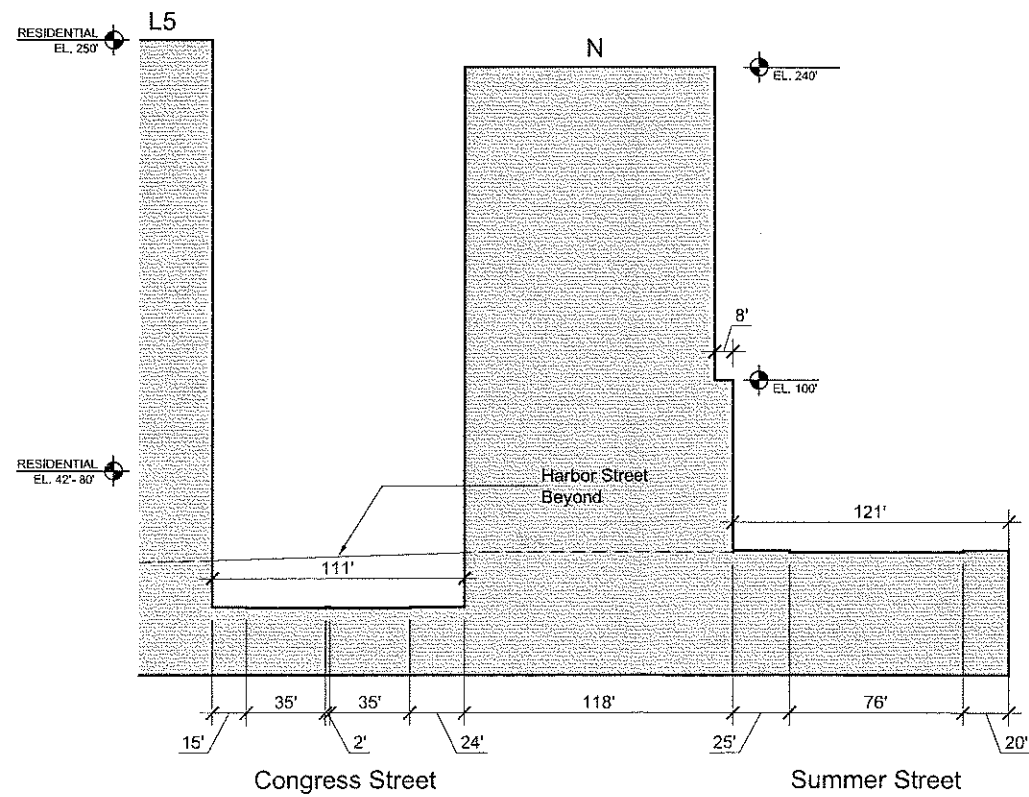
Section 4: Seaport Boulevard



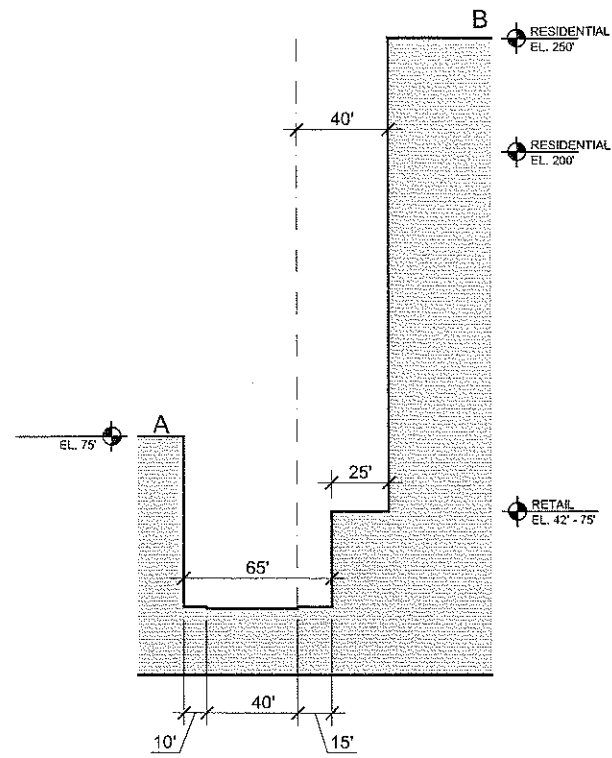
Section 5: Autumn Lane



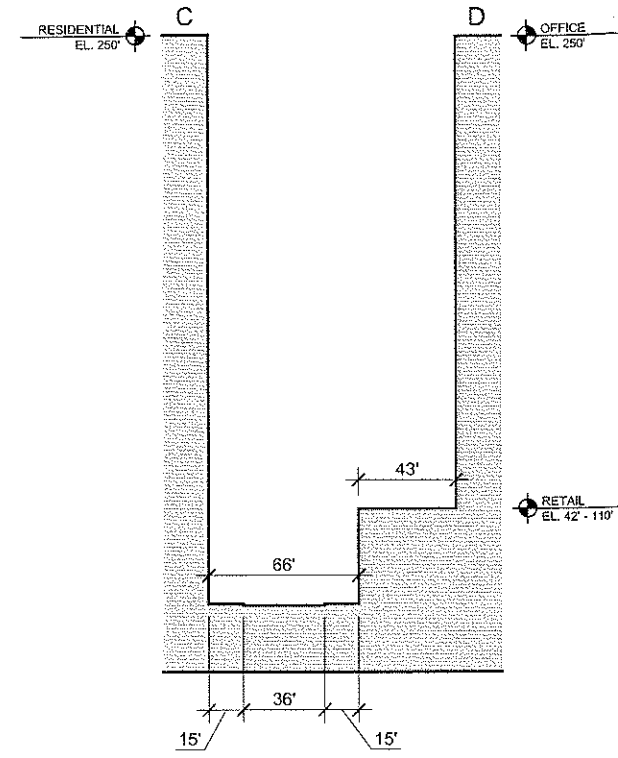
Section 6: 'M' Way



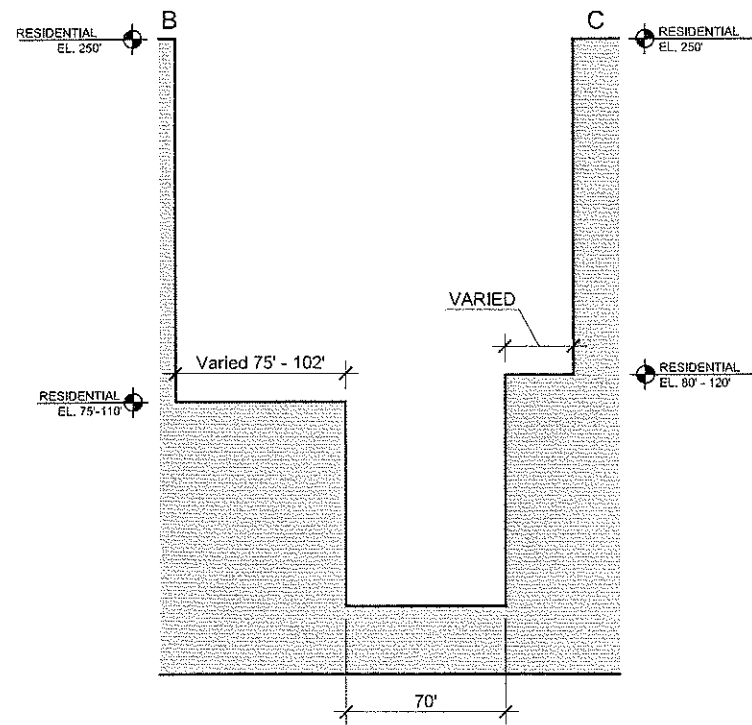
Section 7



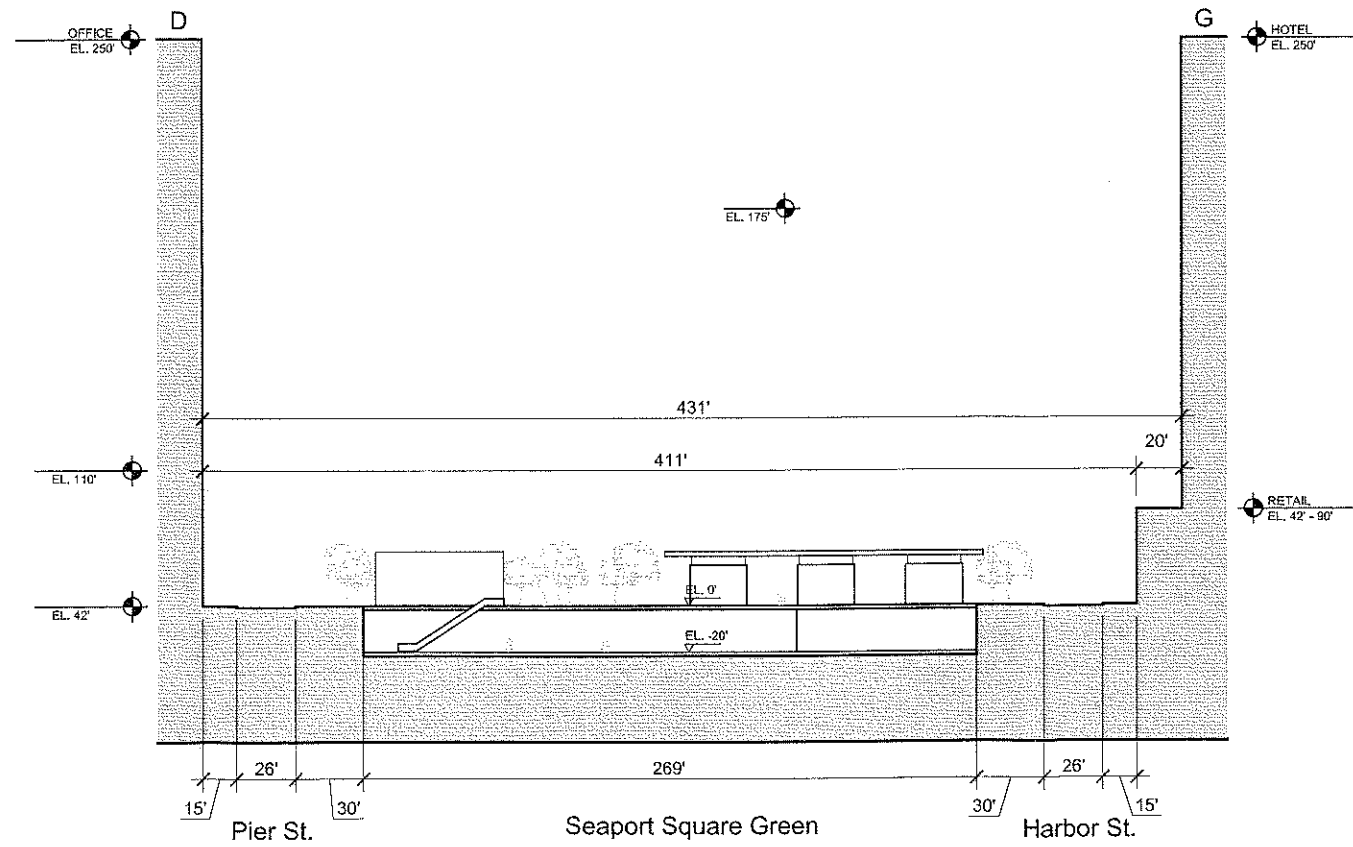
Section 8: Sleeper Street



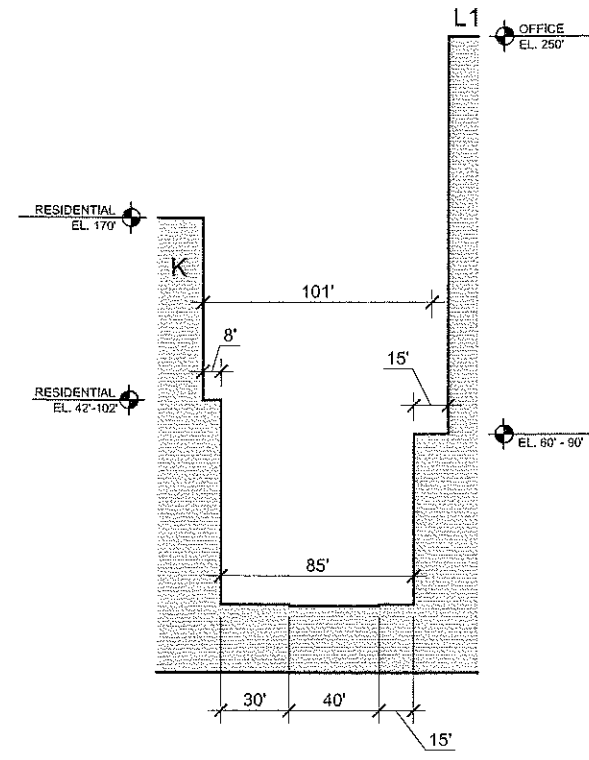
Section 10: Fan Pier Boulevard



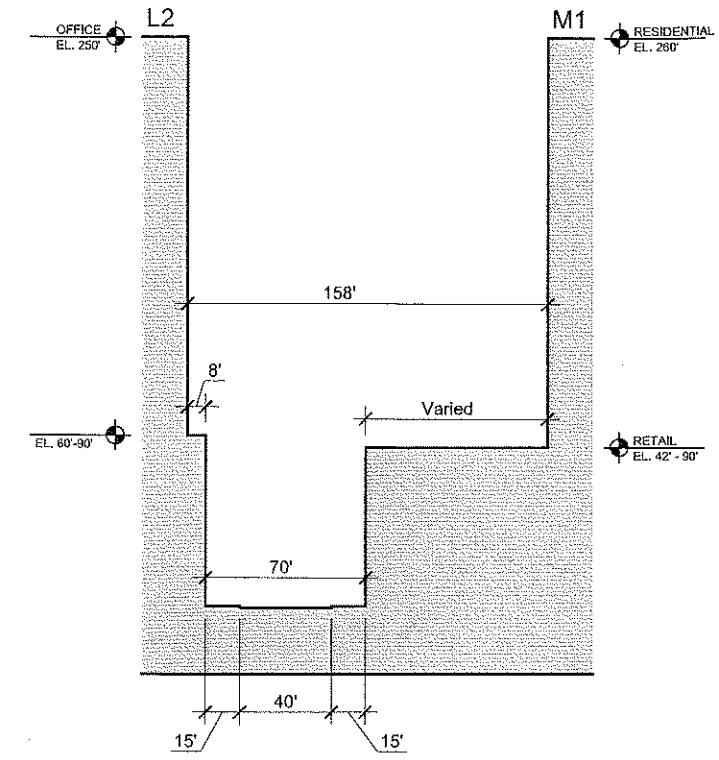
Section 9: Courthouse Square



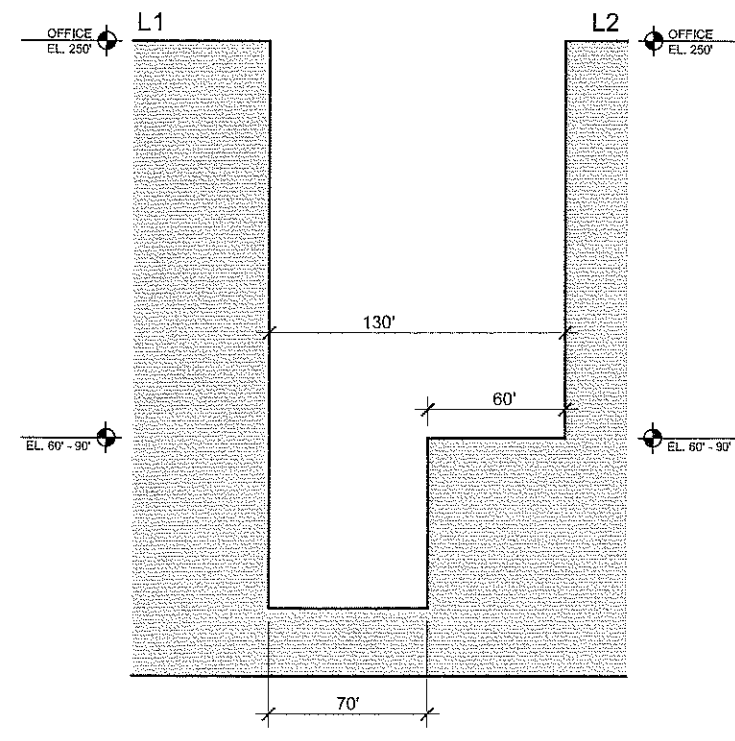
Section 11



Section 12: Boston Wharf Road



Section 14: East Service Road



Section 13: Harbor Way

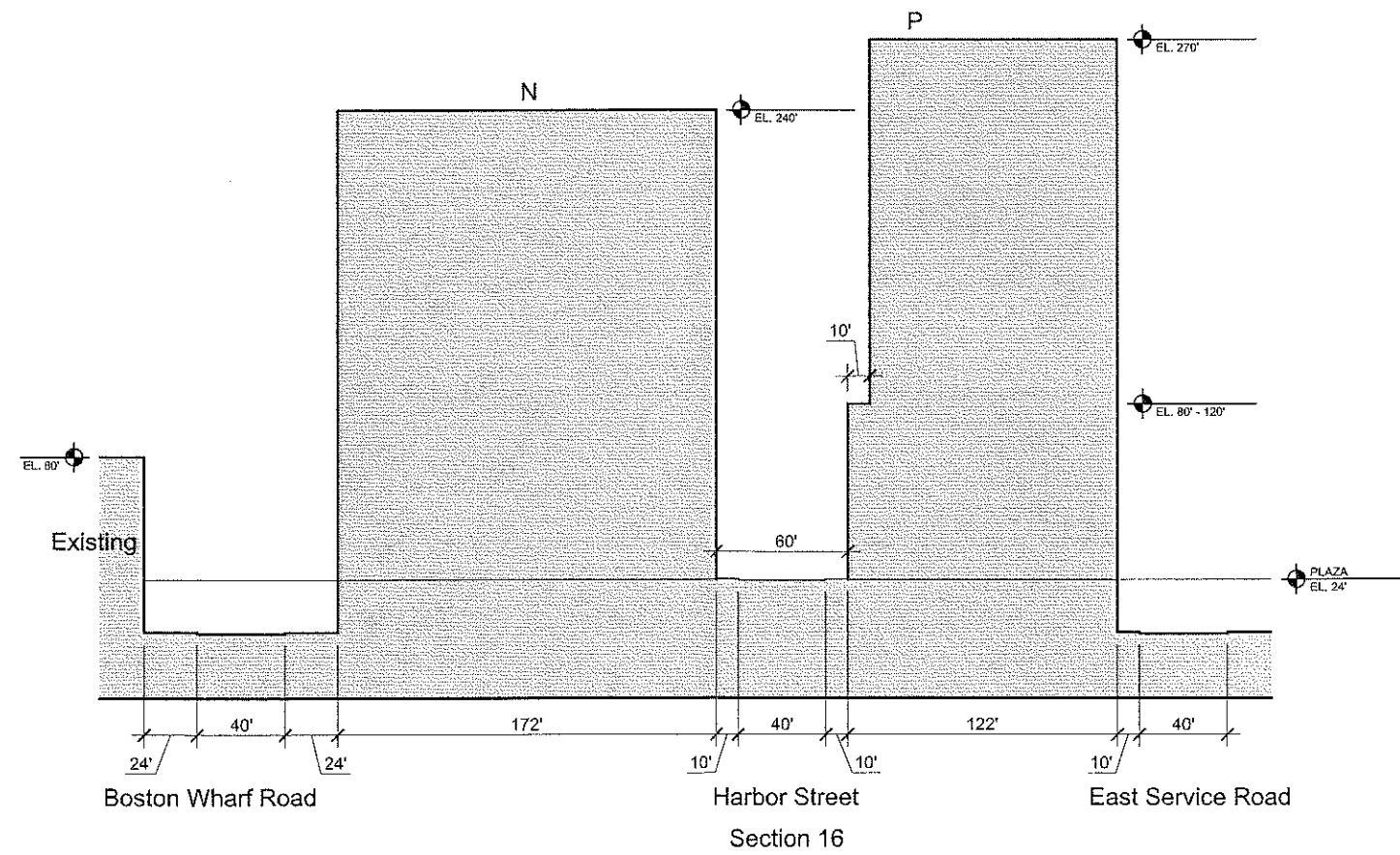
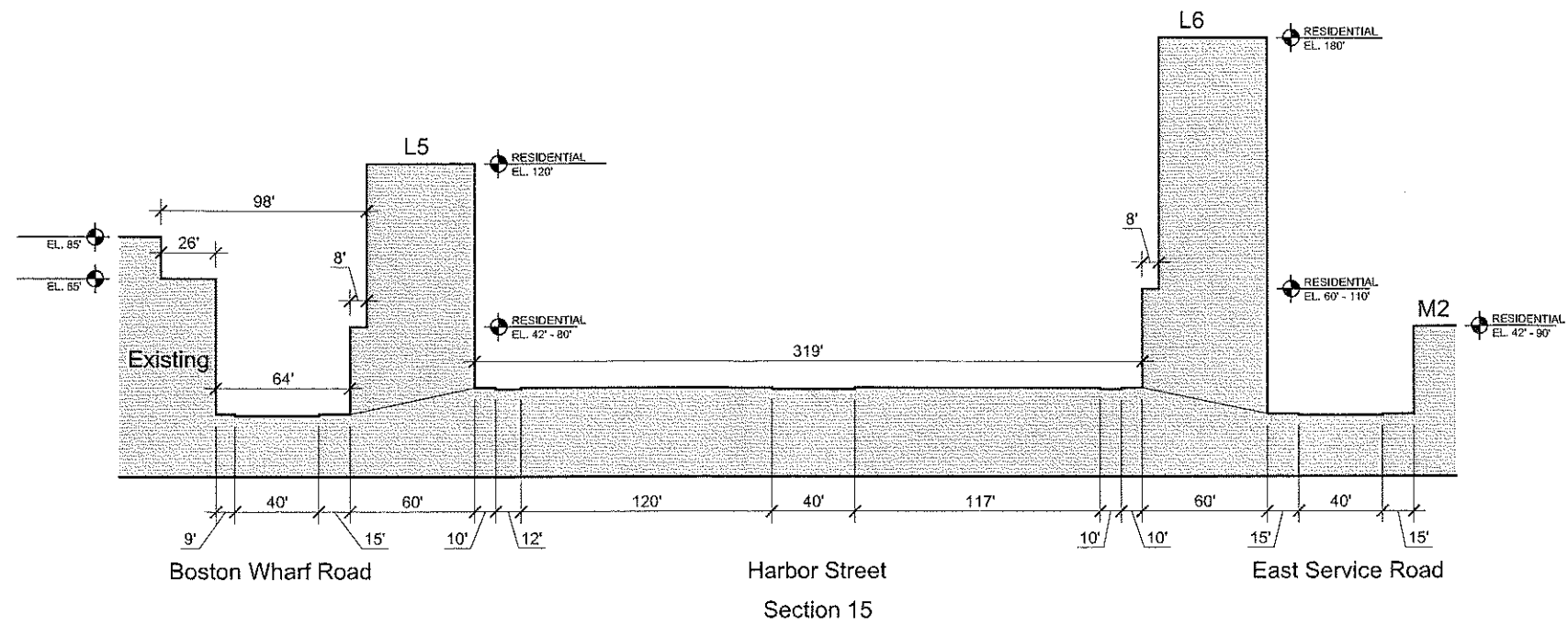


EXHIBIT I

Parking and Loading

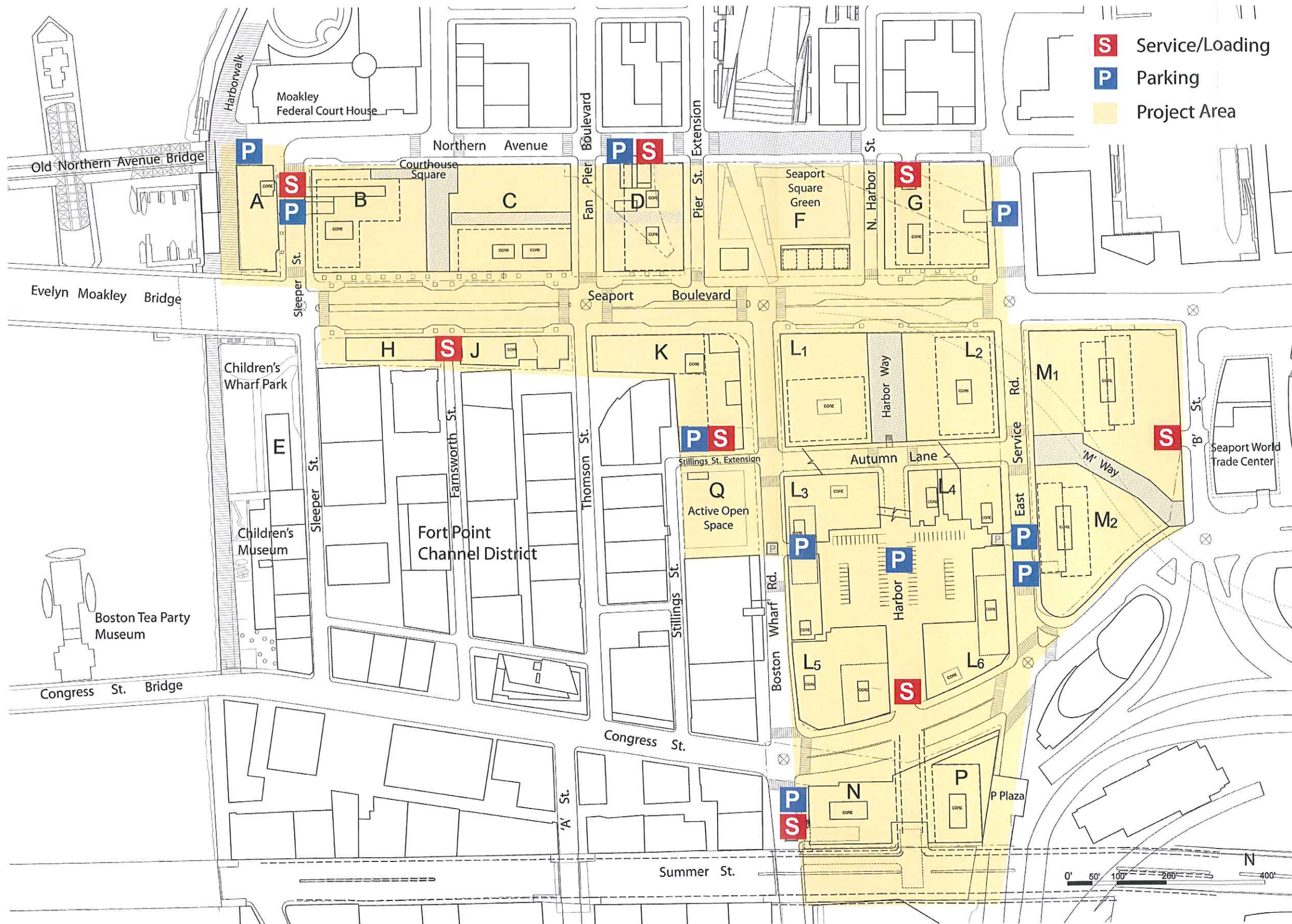


EXHIBIT I

Parking and Loading Locations

21 September 2010

Morgan Stanley

WS DEVELOPMENT

prepared by:
Howard/Stein-Hudson
Associates, Inc.