

**BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**MASTER PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Master Plan. In accordance with Section 3-1A, Sections 53-44 through 53-49, and Article 80C of the Boston Zoning Code (as in effect on the date hereof, the “**Code**”), this plan constitutes the Master Plan for Planned Development Area No. [___] (the “**Master Plan**”), for the proposed redevelopment (the “**Master Project**”) of the East Boston portion of the approximately 161-acre Suffolk Downs site (the “**Suffolk Downs Site**”) located at 525 McClellan Highway in East Boston and Revere, as more particularly described below. This portion of the Suffolk Downs Site that is located within East Boston is referred to herein as the “**PDA Area**”, and includes approximately 109 acres. The PDA Area is described in more detail below and in the legal description attached as Exhibit A hereto, and is shown on the plan attached hereto as Exhibit B (the “**Master PDA Area Plan**”).

This Master Plan contemplates the construction of multiple buildings and related infrastructure, as part of a phased redevelopment, and sets forth a statement of the development concept for the PDA Area, including the planning objectives and character of the development, the proposed uses of the PDA Area, the range of dimensional requirements contemplated for buildings to be developed as part of the Master Project, the proposed phasing of construction, and the anticipated public benefits of the Master Project.

This Master Plan consists of [___] ([___]) pages of text and Exhibits A-I. All references herein to this Master Plan refer to such pages and exhibits. Capitalized terms used but not defined in this Master Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

This Master Plan describes five phases of development to be located within the PDA Area (each a “**Phase**” and collectively the “**Phases**”), which are expected to be developed as Phases 1-5 as defined below. The Phases, which are discussed in more detail below, will also be the subject of one or more Planned Development Area Development Plans (as defined in the Code, each such plan, a “**PDA Development Plan**”) to provide more specific information about the various Phases and the components thereof.

A conceptual site plan of the Master Project is shown on **Exhibit C** attached hereto.

2. The Proponent. The proponent of this Master Plan is The McClellan Highway Development Company, LLC, a Delaware limited liability company (collectively with its affiliates and their respective successors and assigns, the “**Proponent**”). The Proponent is an affiliate of The HYM Investment Group, LLC and is the current owner of the PDA Area and the entire Suffolk Downs Site.

The Proponent is a privately held Delaware limited liability company that is qualified to do business in Massachusetts and that has filed a Statement of Beneficial Interests with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “**BPDA**”), as required by Section 80B-8 of the Code.

3. Suffolk Downs Site and PDA Area Description. The Suffolk Downs Site is an approximately 161-acre underutilized thoroughbred horse racing facility located within East Boston and Revere, Massachusetts which includes (a) the PDA Area, which includes approximately 109 acres located in East Boston, and (b) approximately 52 acres of land that is located in Revere. The Suffolk Downs Site is bordered by Winthrop Avenue to the north, Washburn Avenue and the MBTA Blue Line right-of-way to the east, McClellan Highway (Route 1A) and an oil tank farm to the west, and Waldemar Avenue to the south, and the PDA Area has the same boundaries except that it is bordered by the Revere-Boston municipal boundary to the north. Concurrent with the redevelopment of the PDA Area, the adjacent portion of the Suffolk Downs Site that is located within the City of Revere will be redeveloped pursuant to permits and approvals, including a special permit, issued by the City of Revere.

4. Zoning. The PDA Area is located within the Suffolk Downs Economic Development Area (the “**Subdistrict**”) of the East Boston Neighborhood District, which is governed by Article 53 of the Code. Section 53-44 of the Code identifies the PDA Area as a location for a potential Planned Development Area. The Code also identifies the Suffolk Downs Economic Development Area as a Special Study Overlay Area. The PDA Area is not located within a zoning district designated as residential; accordingly, this Master Plan is permissible under Article 3-1A.a of the Code. As noted above, the land within the PDA Area is currently owned by the Proponent. In connection with the development of the Master Project in accordance with this Master Plan, and to facilitate separate ownership and financing, it is anticipated that the PDA Area will be subdivided and that new legal lots will be created and held under separate ownership.

5. Planning Objectives and Character of Redevelopment. The Proponent’s vision for the Master Project is to create a vibrant, mixed-use transit-oriented community that will offer an active, lively, and appropriate mix of uses (including office, lab, hotel, retail, residential, parking, and other uses), connected and supported by new publicly accessible open space and civic spaces that will incorporate existing wetland features as well as active and passive recreation areas. This will include provision of an extensive, 27-acre (25% of the PDA Area) publicly accessible open space system in Boston, together with an additional 13 acres of publicly accessible open space in Revere (25% of the Revere portion of the Suffolk Downs Site), all of which will be available to Boston residents.

- a. Land Use. The PDA Area and adjacent portions of the Suffolk Downs Site presently includes an underutilized race track, a vacant administration building, a clubhouse and associated maintenance buildings, a grandstand, surface parking, and horse barns (which are dilapidated and unsuitable for further use).
- b. Urban Design. Development of the Master Project will result in the construction of diverse mix of uses, including the following: housing options to meet the needs of surrounding neighborhoods, including apartments, condominiums, and senior

housing; commercial office and lab uses attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity in East Boston; and the incorporation of extensive ground-floor retail, including establishing a new retail square, Belle Isle Square, and a connecting “Main Street” retail district that will lead to the Revere portion of the Suffolk Downs Site and Beachmont Square, a new retail square to be constructed by the Proponent at the Beachmont MBTA Blue Line station. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs MBTA Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, and through development of improved connections to adjacent neighborhoods of East Boston and Revere throughout the Suffolk Downs Site, including pedestrian and bicycle pathways within the new open space system and street network. The Proponent will also incorporate forward-thinking resiliency strategies intended to address future sea level rise and other impacts of climate change.

c. Public Realm.

i. *Open Space.* The Master Project is anticipated to create key civic and public realm amenities, including numerous open public plazas, parks, playgrounds and outdoor active and passive recreation areas that will allow much greater utilization of the PDA Area compared to the presently underutilized race track and largely vacant fenced-in areas. Approximately 25% of the overall PDA Area will be developed and maintained by the Proponent as publicly accessible open space in Boston, together with additional publicly accessible open space in Revere that will be available for use by Boston residents. The open space network will also promote forward-thinking stormwater management and resiliency best practices, as well as improving the protection of nearby wetland resources by making them visually available to the public while protecting them from physical disturbances. Some of the notable open spaces to be constructed as part of the Master Project include:

(1) Belle Isle Square: a new public plaza adjacent to the Suffolk Downs MBTA Blue Line station, to be known as Belle Isle Square, that will be surrounded by active retail uses, will have seating areas and landscaping, and can be utilized for community events;

(2) Central Common: a centrally located, year-round, approximately 15-acre active and passive recreation area with an approximately 3-acre open field able to accommodate various uses, including summer picnics, soccer, fitness classes, community events, and other group activities;

(3) Active Linear Park: an open space corridor, envisioned to span across the majority of the PDA Area and to link various neighborhoods and the surrounding community via open space that will include mounds, turf, traditional children’s playground areas and jungle gyms; and

(4) Waldemar Avenue Neighborhood Park: a new neighborhood park directly along Waldemar Avenue at the boundary with the Orient Heights residential neighborhood.

All of the open space areas located within the Master Project will be operated and maintained by the Proponent or the association of building owners at no cost to the City of Boston. An illustrative site plan depicting the open space network and programming is attached as **Exhibit F**.

- ii. *Streetscape, Transportation & Access.* The Master Project will create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike stations, green connections, and will encourage public use of the adjacent Suffolk Downs MBTA Blue Line, as well as the Beachmont MBTA Blue Line Station located adjacent to the Revere portion of the Suffolk Downs Site. Tomasello Drive will be upgraded to be pedestrian- and bike-friendly and is anticipated to also serve as a primary access point for motorized vehicles entering and existing the PDA Area. Several pedestrian loops are also anticipated, ranging from approximately one to one and one half miles. All of the streets, sidewalks, walking paths, and bicycle paths located within the Master Project will be operated and maintained by the Proponent or the association of building owners at no cost to the City of Boston. A roadway circulation plan is included as **Exhibit G**.
- iii. *Utilities.* The Master Project will involve the construction of water, sewer and storm drainage facilities in accordance with City of Boston standards. These public infrastructure elements will be constructed at no cost to the City of Boston or other public agencies and will be transferred upon completion to the applicable governmental agency at no cost.
- d. Orient Heights Transition Zone. The Orient Heights residential neighborhood is located to the south of the PDA Area and a portion of the PDA Area has therefore been designated as the “Orient Heights Transition Zone” as shown on **Exhibit C**. Development in the Orient Heights Transition Zone is restricted largely to single family homes, town homes, and small residential buildings. With the exception of a building to be located adjacent to Route 1A which may be used as a hotel (with ground floor retail and other uses accessory thereto), and a small retail building to be located adjacent to the Suffolk Downs MBTA Station, the land and buildings in the Orient Heights Transition Zone may be used only for Residential Uses, Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking), Open Space and Recreational Uses, and uses accessory thereto and shall also be subject to additional restrictions as set forth in this Master Plan and in the applicable PDA Development Plans.

6. The Master Project. The Master Project has completed review under Article 80B of the Code (Large Project Review). A joint Expanded Project Notification Form and Expanded Environmental Notification Form for the Master Project was filed with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the

“BPDA”) on November 30, 2017. The BPDA issued a Scoping Determination for the Master Project under Section 80B of the Code on February 21, 2018. A joint Draft Project Impact Report and Draft Environmental Impact Report for the Master Project was subsequently filed with the BPDA on October 1, 2018. A Preliminary Adequacy Determination waiving the requirement for a Final Project Impact Report was issued by the BPDA on _____, 2019.

Based upon the approval of this Master Plan and approval of one or more PDA Development Plans, final plans and specifications for each building will be submitted to the BPDA pursuant to Articles 80B and 80C of the Code for final design review approval and certifications as to consistency and compliance with this Master Plan and the applicable PDA Development Plan. The development of the Master Project may proceed in multiple sequential or concurrent phases or sub-phases. The Proponent presently anticipates that the Master Project will include the following Phases as shown on **Exhibit H** attached hereto, subject to modifications that may be made in accordance with this Master Plan:

- a. *Phase 1.* Phase 1 of the Master Project includes nine (9) buildings and eight (8) town homes containing a total of approximately 1,338,000 square feet of development adjacent to the Suffolk Downs MBTA Blue Line Station, consisting of the Belle Isle Square public plaza, approximately 745,000 square feet of residential development, and approximately 593,000 square feet of non-residential development including at least 56,000 square feet of Active Ground Floor Uses (as defined below), and the construction of additional open space to provide, together with the Belle Isle Square public plaza, a total of approximately 250,000 square feet (about 5.75 acres) of publicly-accessible open space;
- b. *Phase 2.* Phase 2 of the Master Project includes ten (10) buildings and four (4) town homes containing a total of approximately 1,731,000 square feet of development expanding outward in two directions from the Suffolk Downs MBTA Blue Line Station, consisting of approximately 1,325,000 square feet of residential development, and approximately 406,000 square feet of non-residential development including at least 51,000 square feet of Active Ground Floor Uses, and the buildout of approximately 387,500 square feet (about 8.9 acres) of publically accessible open space, including the Boston portion of the Central Common, a new neighborhood park along Waldemar Avenue, and the southernmost portion of the Active Linear Park.
- c. *Phase 3.* Phase 3 of the Master Project includes seven (7) buildings (including two buildings that are located in both Boston and Revere) containing a total of approximately 2,905,000 square feet of development in the interior of the Suffolk Downs Site, consisting of approximately 1,994,000 square feet of residential development, and approximately 911,000 square feet of non-residential development including at least 53,000 square feet of Active Ground Floor Uses including several blocks of the Main Street retail district, and the buildout of approximately 167,000 square feet (about 3.85 acres) of publically accessible open space, including a portion of the Active Linear Park.

- d. *Phase 4.* Phase 4 of the Master Project includes ten (10) buildings (including one building that is located in both Boston and Revere) and eight (8) single family homes containing a total of approximately 3,183,000 square feet of development bordering on Tomasello Road, consisting of approximately 2,047,000 square feet of residential development, and approximately 1,136,000 square feet of non-residential development and approximately 175,000 square feet (about 4.0 acres) of publically accessible open space, including enhancements to the adjacent wetland buffer on the western side of Tomasello Road.
- e. *Phase 5.* Phase 5 of the Master Project includes nine (9) buildings and four (4) single family homes containing a total of approximately 1,363,000 square feet of development bordering on Tomasello Road as it approaches Route 1A, consisting of approximately 1,199,000 square feet of residential development and approximately 164,000 square feet of non-residential development and approximately 195,000 square feet (about 4.5 acres) of publically accessible open space, including enhancements to the adjacent wetland buffer on the norther side of Tomasello Road.

The currently proposed layout of the Master Project, including the Phases, is shown on **Exhibit C**, and may be modified over time as provided in this Master Plan to meet market demand, capitalize on economic opportunities, and respond to the changing needs and desires of residents, employees and visitors. Construction of the Master Project shall begin with Phase 1, and shall proceed generally in accordance with the sequence of Phases, but with the approval of the BPDA buildings in a subsequent Phase may proceed prior to commencement of completion of all buildings in prior Phases. The specific requirements for land, buildings, streets and open space included in each Phase, and their location and use, shall be as set forth in the PDA Development Plan applicable to each Phase and may be modified as set forth in such PDA Development Plan. In the event of any conflict between this Master Plan and a PDA Development Plan, the provisions of the PDA Development Plan shall govern.

7. Range of Density and Dimensions, Proposed Uses. Given the scope, size and community involvement in the planning for Master Project, this Master Plan provides for the Proponent to have a degree of flexibility in the allocation of uses and dimensions in order to effectively respond to future changes in the course of market demands, economic opportunities, and the needs and desires of residents, employees, and visitors. Allowed uses within the Master Project shall include the following uses, each as more particularly defined on **Exhibit H** attached hereto: Residential Uses; Laboratory, Research and Development Uses; Office Uses; Hotel Uses; Restaurant Uses; Retail, Banking, Service and Wholesale Uses; Neighborhood Health Care Uses; if approved by the BPDA, Educational and Dormitory Uses; Community and Cultural Uses; Facility of Public Assembly Uses; Parking and Vehicular Uses; Art Uses; Open Space and Recreational Uses; Entertainment Uses; Renewable Energy Uses; Wireless Communications Equipment Uses; Signs; and Accessory and Ancillary Uses (collectively, the “**Permitted Uses**”). As used in this Master Plan, “**Active Ground Floor Uses**” shall mean the following if located on the ground floor and open to the public: Restaurant Uses, Retail, Banking, Service and Wholesale Uses, Entertainment Uses, Community and Cultural Uses, and uses accessory thereto. Except in the Orient Heights Transition Zone, all of the Permitted Uses shall be allowed within

and throughout the PDA Area. In the Orient Heights Transition Zone only Residential Uses, Parking Uses, Open Space and Recreational Uses, and uses accessory thereto shall be allowed except for a building to be located closest to Route 1A and a building to be located closest to the Suffolk Downs MBTA Station, all as shown on the use plan attached hereto as **Exhibit D**.

The total Gross Floor Area of the Master Project shall not exceed 10,520,000 square feet in the aggregate, which shall include approximately 7,310,000 square feet of Gross Floor Area used for residential space and accessory uses thereto and approximately 3,209,000 square feet of Gross Floor Area used for non-residential space and accessory uses including a minimum of 160,000 of square feet of Gross Floor Area used for Active Ground Floor Uses, which shall be allocated among the Phases as follows:

Phase	Total Gross Floor Area	Residential Gross Floor Area (including accessory uses)	Non-Residential Gross Floor Area	Minimum Required Active Ground Floor Gross Floor Area
1	1,338,000	745,000	593,000	56,000
2	1,731,000	1,325,000	406,000	51,000
3	2,905,000	1,994,000	911,000	53,000
4	3,183,000	2,047,000	1,136,000	0
5	1,363,000	1,199,000	164,000	0
Total	10,520,000	7,310,000	3,210,000	160,000

At the Proponent’s request, with the approval of the BPDA, unused Gross Floor Area may be reallocated from one Phase to another Phase, provided that the Total Gross Floor Area, Residential Gross Floor Area and Non-Residential Gross Floor Area in any Phase may not be increased by more than 10% without an amendment of this Master Plan and of the applicable Development Plan as may be determined by the BPDA. The maximum heights of the various buildings to be developed at the PDA Area shall range from 40 feet along Waldemar Avenue, to 220 feet near the core of the Suffolk Downs Site, along Tomasello Drive, as further detailed in the height zone map attached hereto as **Exhibit I**. Roof structures, decks, penthouses and equipment may be located on the roof of buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas) above the maximum height, subject to design review by the BPDA. The floor area ratio (“**FAR**”) of the Master Project as a whole will not exceed 2.3, as calculated pursuant to the Code, provided that elements of the Master Project that may be located on separately-owned lots at any time and from time to time within the PDA Area shall be treated as a single lot for purposes of calculating FAR if there is a recorded document or agreement between the owners of the PDA Area that allocates the Gross Floor Area (for purposes of the definition of Floor Area Ratio pursuant to Article 2A of

the Code) of the Master Project so that the total FAR of such separately-owned lots together does not exceed the total FAR allowable in this Master Plan. “**Gross Floor Area**” shall have the meaning set forth in Article 2A of the Code. Above-grade parking and loading areas consistent with the final construction plans approved by the BPDA shall be required parking and excluded in the calculation of FAR.

This Master Plan and each applicable PDA Development Plan shall supersede the otherwise applicable dimensional and design requirements of the Code (including without limitation the provisions set out in Sections, 53-51.2, 53-52, 53-53, 53-54, 53-55 and 53-56 of the Code), which shall not be applicable to the Master Project and the PDA Area. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the buildings and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Master Project.

8. Transportation. The Master Project will involve the construction of a comprehensive network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Suffolk Downs Site, all of which shall be maintained and repaired by the Proponent and/or the association of building owners for the Master Project. The streets and sidewalks within the Suffolk Downs Site shall be constructed to comply with a single standard that is generally consistent with the City of Boston’s Complete Streets standards and requirements, including requirements for accessibility and bicycle lanes, and the City of Revere’s Complete Streets Guidelines. The Master Project’s proposed vehicular, bicycle and pedestrian circulation patterns are depicted on the circulation plan attached as **Exhibit G**, which is expected to evolve over time and shall be further defined in accordance with the PDA Development Plan applicable to each Phase. At the Proponent’s request, the BPDA may approve changes in the location of the proposed roadways and bicycle and pedestrian paths provided that such changes are consistent with the character of the Master Project.

The Draft Project Impact Report sets forth a proposed program of traffic mitigation and transportation improvements to be implemented in connection with the Master Project, including extensive roadway improvements to Route 1A and other roadways, a robust traffic demand mitigation program, shuttle bus service serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, and bike-sharing facilities, all to be provided as part of the Master Project. The Proponent shall work with the City of Boston, the Massachusetts Department of Transportation, the Massachusetts Department of Conservation and Recreation, and the City of Revere to finalize the details of the traffic mitigation and transportation improvements to be implemented in connection with each Phase of the Master Project and the Proponent shall enter into a Master Transportation Improvement Agreement for the Master Project with the Boston Transportation Department (“**BTD**”) specifying the traffic mitigation and transportation improvements required for the Master Project. The Master Transportation Improvement Agreement shall provide that, prior to the commencement or construction of each building in the Master Project, and prior to the issuance of a Certification of Compliance and a Certification of Consistency, the owner of the applicable building shall enter into a Transportation Access Plan Agreement for such building with the BTD specifying the traffic mitigation and transportation improvements required for such building. The Master Transportation Improvement Agreement shall require the Proponent to provide annual monitoring including traffic monitoring, transit

ridership and occupancy monitoring as appropriate for assessing traffic and transit impacts of the Master Project in the Suffolk Downs District. If the amount of traffic generated by the Master Project shall at any time exceed the amount of traffic projected in the DPIR to occur upon full build-out, the Proponent shall work with the City of Boston to implement additional traffic demand management efforts to reduce the amount of traffic to the projected level.

9. Parking and Loading. It is anticipated that there will be up to 7,216 parking spaces to serve the entire Master Project, and adequate loading facilities will be provide, with the number and location of the parking and loading components for each Phase to be included in and approved in the PDA Development Plan for each Phase, as applicable. Parking and loading demand and requirements may be satisfied, including for interim parking needs, through the construction of new parking facilities, use of existing surface parking lots, use of shared parking facilities, and the reservation of designated land areas for construction of future parking spaces on an as-needed basis

10. Housing. The Master Project includes the development of approximately 7,474,000 square feet of residential space (including accessory uses thereto), including both for sale and rental units. At least 10% of the total amount of residential space shall be senior housing. The Master Project intends to set aside 13% of the total number of units as affordable units under the Mayor's Inclusionary Development Policy housing program under the Mayor's Order Relative of Inclusionary Development dated December 9, 2015 (the "**IDP**"). Included in the total number of affordable units, 13% of the senior housing units will be affordable units under the IDP. The Proponent shall enter into a Master Affordable Housing Agreement with the BPDA for the entire Master Project, which shall provide for a separate Affordable Housing Agreement to be executed by the owner of each residential building prior to issuance of a building permit for that building. Each building that includes residential uses shall provide the affordable housing units on site as required by the IDP, or subject to the approval of the BPDA, the Proponent may redistribute the affordable housing units to other buildings or provide the affordable housing at an off-site location.

As a requirement for the issuance of the first building permit for the construction of any building within the Master Project, the following covenant (the "**Non-Discrimination Covenant**") shall be recorded in a form approved by the General Counsel of the BPDA:

A. The Proponent, and its successors-in-interest as to the PDA Area or any part thereof, shall not discriminate upon the basis of race, creed, color, sex, sexual preference, disability, religion or national origin in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.

B. The foregoing non-discrimination covenants shall be included in a recorded declaration or other recorded document that is binding with respect to the PDA Area. It is intended and agreed that the above non-discrimination covenants shall be covenants running with the land, binding to the fullest extent permitted by law and equity for the benefit and in favor of, and enforceable by, the BPDA, its successors and assigns, and the City of Boston, both for and in its or their own right and also to protect the interest of the community and other parties, public and private, in whose favor or for whose benefit the covenants have been provided, against the Proponent, its successors-in-interest as to the

PDA Area or any part thereof, and any party in possession or occupancy of the PDA Area, provided that for purposes of any breach of the non-discrimination covenants and any enforcement thereof, each parcel or unit within the PDA Area (including without limitation any individual residential units that may be created and sold), and each owner and any party in possession or occupancy, shall be treated as separate from any others, with each such owner or party to be responsible for its own compliance and actions with respect to its own portion of the PDA Area. It is further intended and agreed that the non-discrimination covenants shall remain in effect with respect to the Proponent without limitation as to time.

C. The Proponent agrees for itself, its successors and assigns, that during construction of the Master Project and thereafter, when the Proponent, its successors and assigns, develops and carries out a program of advertising for the sale and/or rental of the residential portion of the Master Project, the Proponent shall include in advertising therefor (including signs), the legend “An Open Occupancy Building,” in type or lettering of easily legible size and design. The word “Project” or “Development” may be substituted for the word “Building” where circumstances require such substitution.

D. The Proponent further agrees for itself, its successors and assigns, that during construction of the Master Project and thereafter, the Proponent and its successors and assigns, shall include in advertising for the sale or rental of any residential portion of the Master Project or any portion thereof, a statement to the effect that (a) the Master Project is open to all persons without discrimination on the basis of race, color, sex, sexual preference, religion or national origin; and (b) there shall be no discrimination in public access and use of the Master Project to the extent that it is open to the public.

11. Public Benefits. The Master Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by transforming the portion of the underutilized Suffolk Downs former racetrack facility located within PDA Area into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of uses (including residential, retail, office, lab, hotel, parking and other uses), connected and supported by new open space, neighborhood retail and civic spaces. In line with the City of Boston’s priorities noted in the City’s *Housing a Changing City Boston 2030* plan, the Master Project shall also provide a material increase in housing units. Among its many other anticipated benefits, the Master Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of commercial uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.
- b. Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families), including a substantial number of affordable units in support of the City of Boston’s Inclusionary Housing Program.
- c. Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly

accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities.

- d. Invest more than \$170 million in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.
- e. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Master Project to local businesses with flexible lease terms pursuant to a plan to be approved by the BPDA prior to the commencement of construction of the first building within the PDA Area.
- f. Support local East Boston community groups by providing at least 2,500 square feet of community space in Phase 1 (which may be relocated within the Master Project) pursuant to a plan to be approved by the BPDA prior to the commencement of construction of the first building within the PDA Area.
- g. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- h. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, in accordance with a Master Development Impact Project Agreement to be executed by the Proponent and the BPDA (the “**Master DIP Agreement**”), and individual Development Impact Project Agreements to effectuate the terms of the Master DIP Agreement that shall be executed by the owner of each building containing Development Impact Uses prior to issuance of the building permit for such building. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Gross Floor Area of Development Impact Uses in the PDA Area, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Project Uses in the Master Project.
- i. Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- j. Develop improved connections to adjacent neighborhoods of East Boston and Revere, including pedestrian and bicycle pathways within the new open space system and street network.
- k. Improve local and regional transportation infrastructure and services through an approximately \$50 million program of off-site improvements to multiple key streets, intersections, transit facilities and related infrastructure, including significant improvements to Route 1A, to be constructed as part of the

Master Project, as well as a robust traffic demand mitigation program, shuttle bus service serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.

- l. Advance the City of Boston's sustainability objectives and goals to achieve carbon neutrality by 2050 by exceeding the requirements of Article 37 of the Code, with building design criteria meeting or surpassing the LEEDv4 Silver rating for all buildings, at least 75% of the buildings in the Master Project meeting the standards for LEEDv4 Gold and at least 5% of the buildings in the Master Project meeting the standards for LEEDv4 Platinum.
- m. Advance the City of Boston's sustainability objectives and goals to achieve carbon neutrality by 2050 by constructing all townhouses and single family homes to be Passive House- and/or E+-equivalent.
- n. Advance the City of Boston's resiliency objectives with building and site improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding, including the potential impacts of extreme precipitation events due to climate change and coastal flooding due to sea level rise. These resiliency measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.

A comprehensive list of the specific mitigation measures for the Master Plan Project, noting the measures to be provided for each Phase, is attached as **Exhibit J**.

12. **Other Approvals**. The design of the individual buildings will be subject to review by the Boston Civic Design Commission, and to further review by the BPDA of the schematic design, design development and construction drawings, pursuant to the BPDA 's Development Review Guidelines and Article 80B of the Zoning Code. Aspects of the Master Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of the Master Project included in this Master Plan, as the same may be amended, shall be required from the Zoning Board of Appeals. In addition, each of the Phases and the buildings and improvements to be incorporated in them, will be subject to one or more PDA Development Plans submitted and approved in accordance with Article 80C of the Zoning Code.

13. **Effect of the Master Plan**. This Master Plan sets forth the zoning for all elements of the Master Project for the PDA Area. Upon approval by the BPDA, each PDA Development Plan within the PDA Area that is consistent with this Master Plan will be presumed to be compliant and consistent with underlying zoning and all other provisions of the Code to the extent that such requirements have been addressed in this Master Plan or a subsequent PDA Development Plan.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency or Partial Certification of Consistency confirms consistency of each applicable element of the Master Project or of a Phase thereof with this Master Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Master Plan. In order to implement the Master Project, new legal lots may be created and one or more may be leased or conveyed to be in separate ownership. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets each separate building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of Consistency has been issued, or the right to construct any other building contemplated by this Plan.

14. Amendment of Master Plan. Any owner of an individual lot within the PDA Area may seek amendment of this Master Plan only as to such lot in accordance with the procedures prescribed by the Code without the consent of any other owner of land within the PDA Area, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Master PDA Area under this Master Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the Master Project, and in light of the various reviews necessary to secure all required permits and approvals, the Proponent may seek to make modifications to the Phases, and the buildings and site improvements included therein. Such modifications may be approved by the BPDA as part of the development review process under a PDA Development Plan, without requiring an amendment to this Master Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for any Phase be increased or decreased by more than 10% without an amendment to this Master Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Master Plan, no increase in the Building Height or Gross Floor Area of any buildings located within the Orient Heights Transition Zone may be made, and no building in the Orient Heights Transition Zone may be moved closer to the southern boundary of the Phase 1 Site than the distance shown on Exhibit C, without an amendment of this Master Plan.

Exhibit A

Legal Description

[see attached]

METES AND BOUNDS DESCRIPTION
Suffolk Downs
Boston Parcel
Boston, Massachusetts

A certain parcel of land situated in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown on a plan entitled "Suffolk Downs Boston Parcel", dated February 1, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at most northwesterly corner of the premises, thence running;

S 72° 55' 46" E 102.09 feet to a point, thence turning and running;

N 30° 38' 04" E 35.00 feet to a point, thence turning and running;

S 72° 55' 46" E 143.76 feet to a point, thence turning and running;

S 58° 55' 56" E 615.50 feet to a point, thence turning and running;

S 56° 06' 46" E 304.47 feet to a point, thence turning and running;

NORTHEASTERLY by a curve to the left with a length of 155.68 feet and a radius of 120.00 feet to a point, thence turning and running;

N 49° 33' 19" E 311.11 feet to a point, thence turning and running;

N 44° 12' 04" E 473.63 feet to a point, thence turning and running;

N 47° 38' 04" E 169.84 feet to a point, thence turning and running;

N 41° 59' 00" E 112.90 feet to a point, thence turning and running;

N 50° 20' 34" E 426.66 feet to a point, thence turning and running;

N 78° 09' 14" E 106.63 feet to a point, thence turning and running;

N 89° 49' 19" E 74.99 feet to a point, thence turning and running;

N 83° 20' 52" E 190.40 feet to a point, thence turning and running;

N 78° 35' 32" E 238.02 feet to a point, thence turning and running;

S 89° 53' 08" E 109.48 feet to a point, thence turning and running;

S 73° 05' 33" E 89.69 feet to a point, thence turning and running;

S 64° 00' 33" E	346.13 feet to a point, thence turning and running;
S 54° 47' 43" E	115.28 feet to a point, thence turning and running;
S 47° 38' 08" E	90.14 feet to a point, thence turning and running;
S 31° 01' 03" E	106.28 feet to a point, thence turning and running;
S 09° 08' 28" E	231.61 feet to a point, thence turning and running;
S 15° 44' 48" E	299.35 feet to a point, thence turning and running;
S 24° 47' 58" E	93.47 feet to a point, thence turning and running;
S 39° 23' 08" E	110.41 feet to a point, thence turning and running;
S 25° 50' 12" W	858.31 feet to a point of non-tangential curvature, thence turning and running;
SOUTHERLY	by a curve to the right with a length of 566.66 feet and a radius of 2688.79 feet to a point of non-tangential curvature, thence turning and running;
SOUTHWESTERLY	by a curve to the right with a length of 144.65 feet and a radius of 148.18 feet to a point of tangency, thence turning and running;
N 86° 09' 52" W	70.19 feet to a point, thence turning and running;
WESTERLY	by a curve to the right with a length of 18.23 feet and a radius of 288.22 feet to a point of non-tangential curvature, thence turning and running;
N 07° 27' 34" E	100.00 feet to a point of non-tangential curvature, thence turning and running;
WESTERLY	by a curve to the right with a length of 78.37 feet and a radius of 188.22 feet to a point of tangency, thence turning and running;
N 58° 41' 08" W	1050.00 feet to a point, thence turning and running;
S 31° 18' 52" W	100.00 feet to a point, thence turning and running;
N 58° 41' 08" W	150.68 feet to a point, thence turning and running;

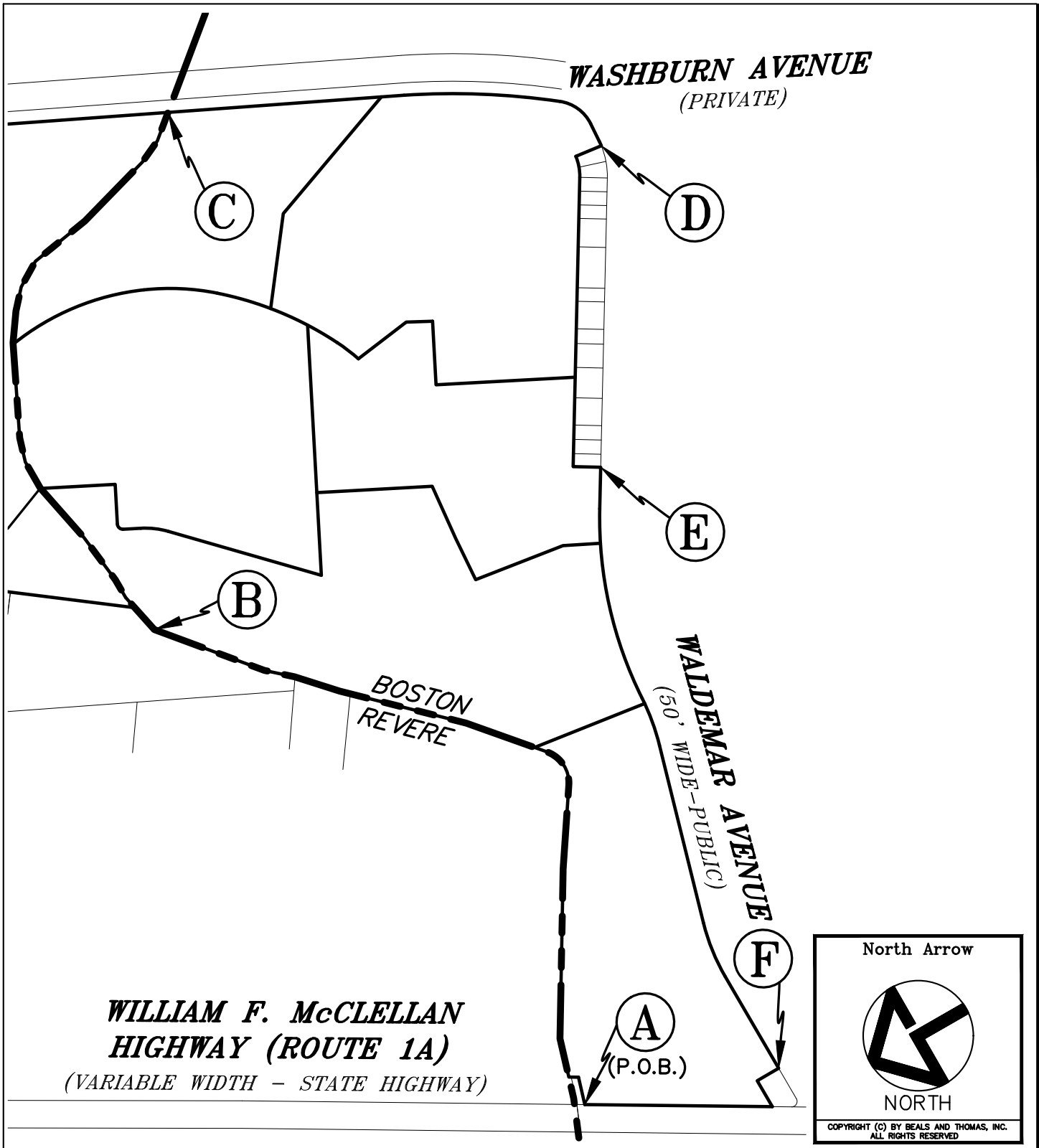
WESTERLY	by a curve to the left with a length of 712.00 feet and a radius of 1465.00 feet to a point of reverse curvature, thence turning and running;
WESTERLY	by a curve to the right with a length of 182.45 feet and a radius of 828.45 feet to a point, thence turning and running;
N 73° 54' 48" W	663.79 feet to a point, thence turning and running;
WESTERLY	by a curve to the left with a length of 210.98 feet and a radius of 740.61 feet to a point, thence turning and running;
S 89° 45' 52" W	385.00 feet to a point, thence turning and running;
N 00° 14' 08" W	90.00 feet to a point, thence turning and running;
S 89° 45' 52" W	108.89 feet to a point, thence turning and running;
N 30° 38' 04" E	680.72 feet to the point of beginning.

Containing 4,756,315 square feet more or less, or 109.190 acres more or less.

Exhibit B

Master PDA Area Plan

[see attached]



Suffolk Downs
Boston Parcel
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Perimeter Boundary Exhibit
 Scale: 1"=500' Date: 02/01/2019
 Source File: 285402B013A
 Drawing No. 285402P149A-001
 B+T Project No. 2854.02

Line & Curve Table		
Direction/Delta	Length	Radius
A S72°55'46"E	102.09	
N30°38'04"E	35.00	
S72°55'46"E	143.76	
S58°55'56"E	615.50	
S56°06'46"E	304.47	
74°19'55"	155.68	120.00
N49°33'19"E	311.11	
N44°12'04"E	473.63	
N47°38'04"E	169.84	
N41°59'00"E	112.90	
N50°20'34"E	426.66	
B N78°09'14"E	106.63	
N89°49'19"E	74.99	
N83°20'52"E	190.40	
N78°35'32"E	238.02	
S89°53'08"E	109.48	
S73°05'33"E	89.69	
S64°00'33"E	346.13	
S54°47'43"E	115.28	
S47°38'08"E	90.14	
S31°01'03"E	106.28	
S9°08'28"E	231.61	
S15°44'48"E	299.35	
S24°47'58"E	93.47	
S39°23'08"E	110.41	

Line & Curve Table		
Direction/Delta	Length	Radius
C S25°50'12"W	858.31	
12°04'30"	566.66	2688.79
55°55'51"	144.65	148.18
N86°09'52"W	70.19	
3°37'26"	18.23	288.22
D N7°27'34"E	100.00	
23°51'18"	78.37	188.22
N58°41'08"W	1050.00	
S31°18'52"W	100.00	
E N58°41'08"W	150.68	
27°50'46"	712.00	1465.00
12°37'06"	182.45	828.45
N73°54'48"W	663.79	
16°19'20"	210.98	740.61
S89°45'52"W	385.00	
F N0°14'08"W	90.00	
S89°45'52"W	108.89	
S30°38'03"W	680.72	

Suffolk Downs
Boston Parcel
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Line & Curve Tables

Date: 02/01/2019

Source File: 285402B013A
 Drawing No. 285402P149A-002

B+T Project No. 2854.02



Exhibit C

Site Plan

[see attached]



Key

-  Orient Heights Transition Zone
-  Master Plan PDA Boundary

Source: cbt

Exhibit C
Site Plan

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts






Exhibit D

Use Plan

[see attached]



Key

-  Orient Heights Transition Zone
-  Master Plan PDA Boundary
-  Residential
-  Residential/Commercial/Mixed-Use
-  Residential with Ground Floor Retail

Source: cbt

Exhibit D
Use Plan

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit E

List of Permitted Uses¹

Laboratory, Research and Development Uses

- Research and Development Uses and Scientific Laboratory Uses, including, but not limited to, basic laboratory; research laboratory or product development or prototype manufacturing or a facility devoted to the testing and analysis of scientific and applied research hypotheses through experimentation.

Office Uses

- Office Uses, including, but not limited to, agency or professional office, back office, shared office space, general office and office uses by insurance companies, cultural groups, community service organizations, banks and offices of architects, attorneys, dentists, physicians or other professional people.

Residential Uses

- Residential Uses, including, but not limited to single family homes, town homes, multi-family residential uses and senior housing, with a mix of unit types, including micro units, studios, one, two and three bedroom units and extended stay apartments.

Hotel Uses

- Hotel and Conference Center Uses, including, but not limited to, bed and breakfast; conference center; executive suites; hotel, including extended stay hotel.

Restaurant Uses

- Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishments serving or not serving alcohol and/or other place for the service or sale of food and/or drink for on-premises consumption and serving or not serving alcohol, including outdoor cafes; place for sale and consumption of food and beverages and serving or not serving alcohol 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; bakery, café, coffee shop, delicatessen and/or diner and facility of public assembly.

¹ Capitalized terms used but not defined in this Exhibit E shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

Retail, Banking, Service and Wholesale Uses

- Retail Uses, Banking and Postal Uses, Service Uses and Wholesale Uses, including, but not limited to retail or service business, including, but not limited to, store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, photocopying establishment, tailor, post office, pick-up and delivery station of laundry or dry cleaner, liquor store, tailor shop, hand laundry, store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, medication, tobacco products, clothing, dry goods, books, film, video, computer software, art, flowers, paint, hardware, and small household appliances, retail uses, including, but not limited to, department store, furniture store, general merchandise mart and accessory storage, bank (not including a drive-in window), automatic teller machine and a wholesale business.

Community and Cultural Uses

- Community Uses and Cultural Uses, including, but not limited to, childcare uses, including, but not limited to, day care center and nursery school, learning or tutoring center, community center, art use and artists' mixed-use, including, but not limited to, workshop, arts studio, art gallery (commercial or nonprofit) and exhibit space, art needle workshop, costume rental establishment, historical exhibit, musical instrument repair, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

Facility of Public Assembly Uses

- Facility of Public Assembly, such as auditorium, theater, concert hall, dance hall, drive-in theater, or stadium.

Neighborhood Health Care Uses

- Medical offices, clinic including facility for out-patient procedures, assisted living and custodial care facility.

Educational and Dormitory Uses

- Dormitory and satellite facilities for college, university, professional school, or trade school.

Art Uses

- The creation, manufacture, or assemblage of visual art, including two- or three-dimensional works of fine art or craft, or other fine art objects created, manufactured, or assembled for the purpose of sale, display, commission, consignment, or trade by artists or artisans; or classes held for art instruction.

Parking and Vehicular Uses

- Parking uses, including, but not limited to, parking garages; on-street parking; vehicle cleaning services, car-sharing and/or bicycle-sharing service and vehicle rental agency principally for residents, employees and visitors to the Suffolk Downs Site and surrounding neighborhoods.

Renewable Energy Uses

- Renewable energy facilities and equipment, including, but not limited to, solar panels for the generation of electricity and building integrated wind energy facilities.

Wireless Communications Equipment Uses

- Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electromagnetic communications signals.

Open Space and Recreational Uses

- Open Space Uses, including, but not limited to, open space for active or passive recreational use and public open space.

Entertainment Uses

- Entertainment Uses, including, but not limited to, theatre, bar, fitness center and/or gymnasium.

Signs

- Signs as permitted in accordance with the applicable PDA Development Plan.

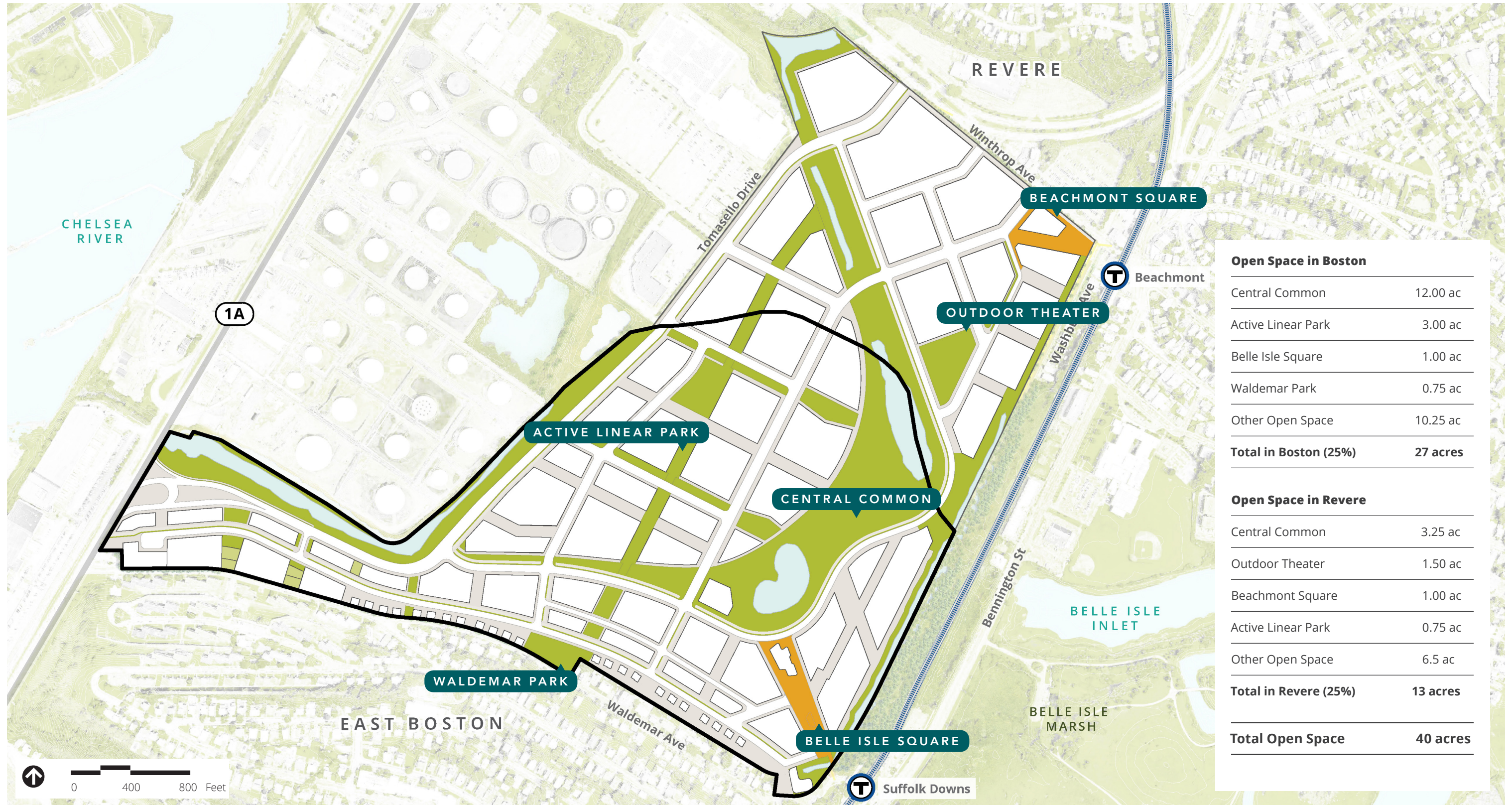
Accessory and Ancillary Uses

- Accessory Uses and Ancillary Uses as defined by the Code, including, but not limited to, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; the storage of flammable liquids and gases incidental to a lawful use; permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use; storage; accessory keeping of laboratory animals; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.

Exhibit F

Open Space Plan

[see attached]



Open Space in Boston	
Central Common	12.00 ac
Active Linear Park	3.00 ac
Belle Isle Square	1.00 ac
Waldemar Park	0.75 ac
Other Open Space	10.25 ac
Total in Boston (25%)	27 acres

Open Space in Revere	
Central Common	3.25 ac
Outdoor Theater	1.50 ac
Beachmont Square	1.00 ac
Active Linear Park	0.75 ac
Other Open Space	6.5 ac
Total in Revere (25%)	13 acres

Total Open Space	
	40 acres

Source: cbt

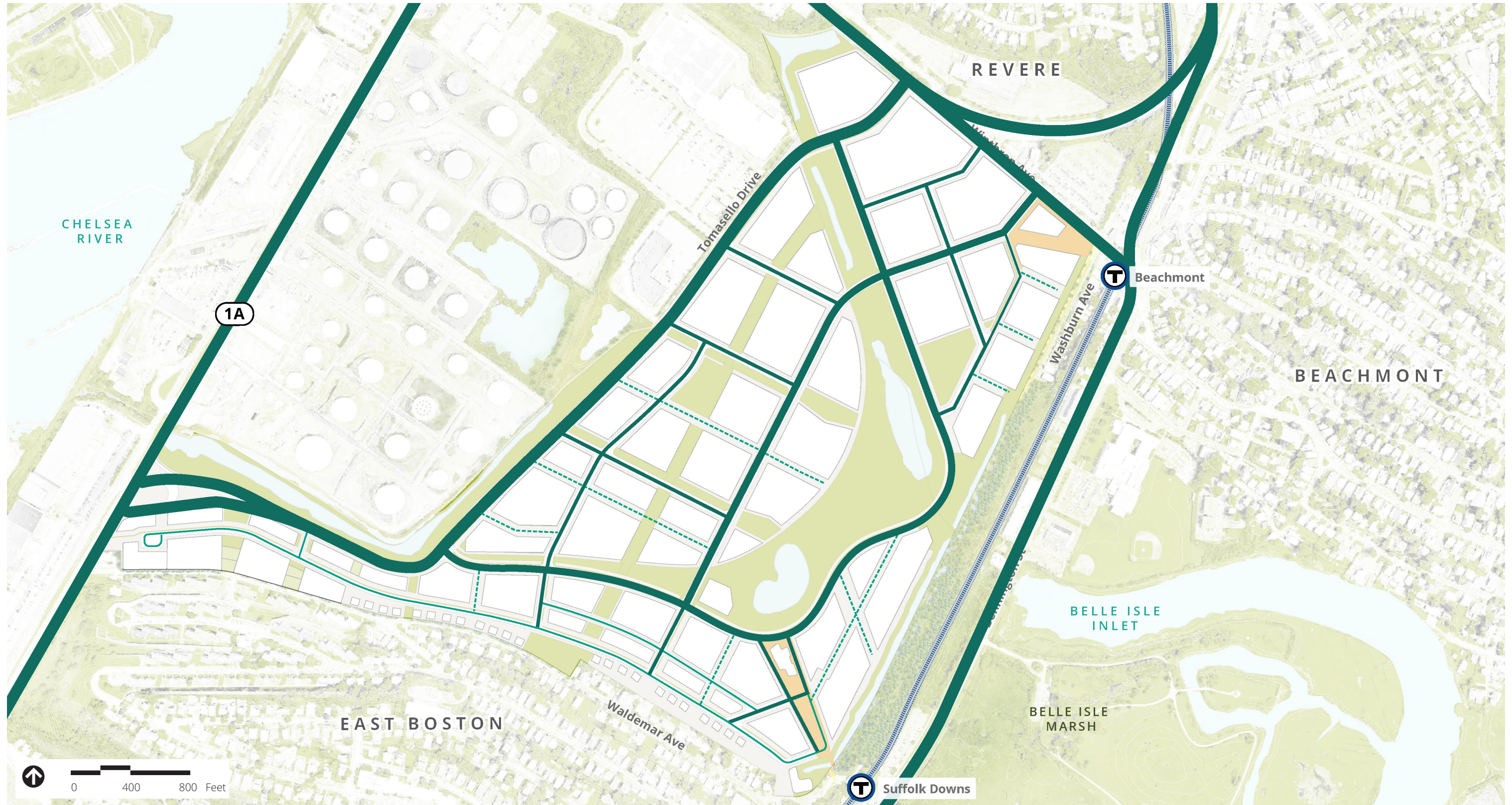
Exhibit F
Open Space Plan

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit G

Roadway Circulation Plan

[see attached]



Key

- | | |
|--------------------------|------------------|
| Master Plan PDA Boundary | Secondary Street |
| Vehicular Thoroughfare | Tertiary Street |
| Primary Street | Shared Alleyways |

Source: cbt

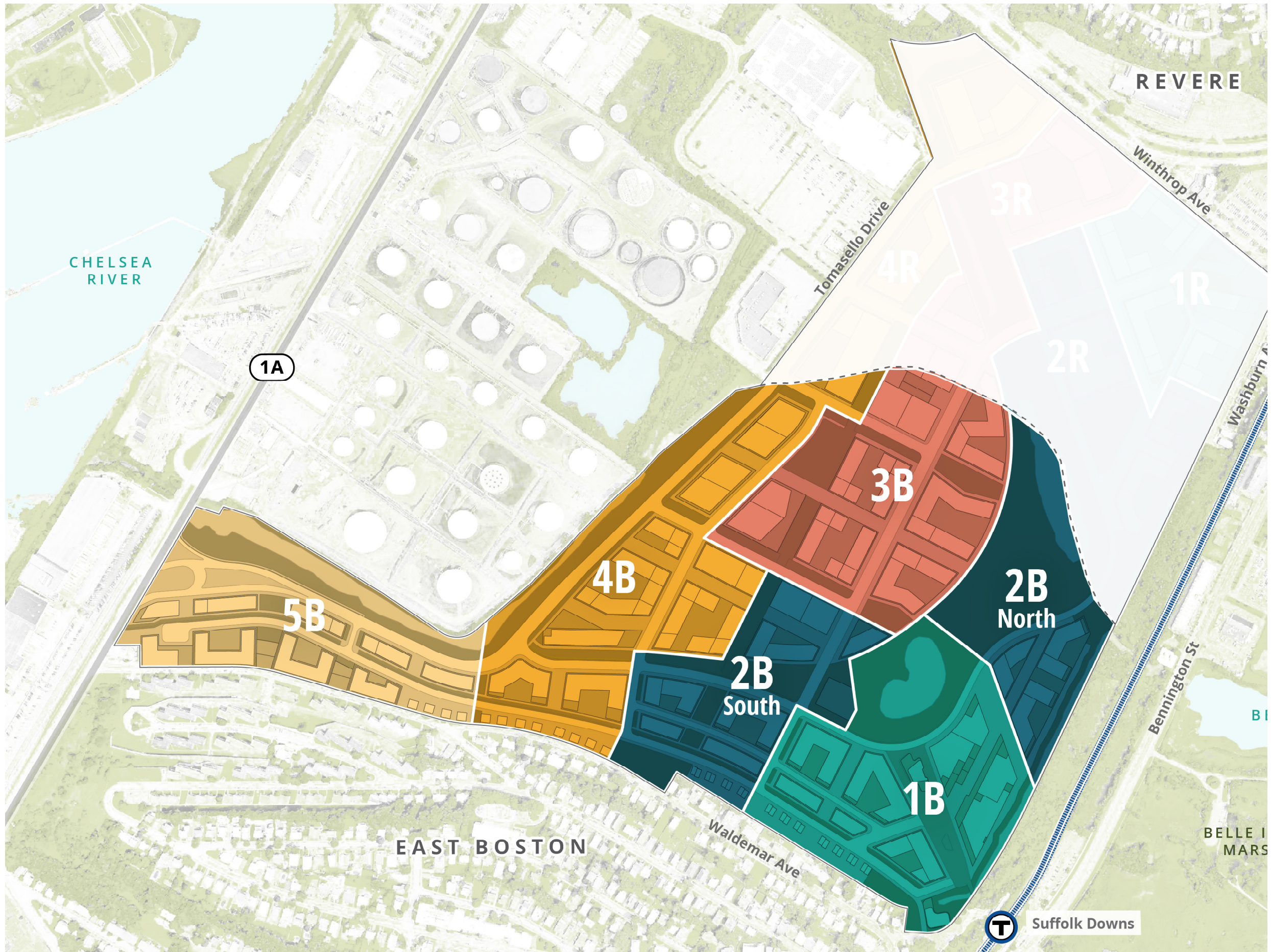
Exhibit G
Roadway Circulation Plan

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit H

Phasing Plan

[see attached]

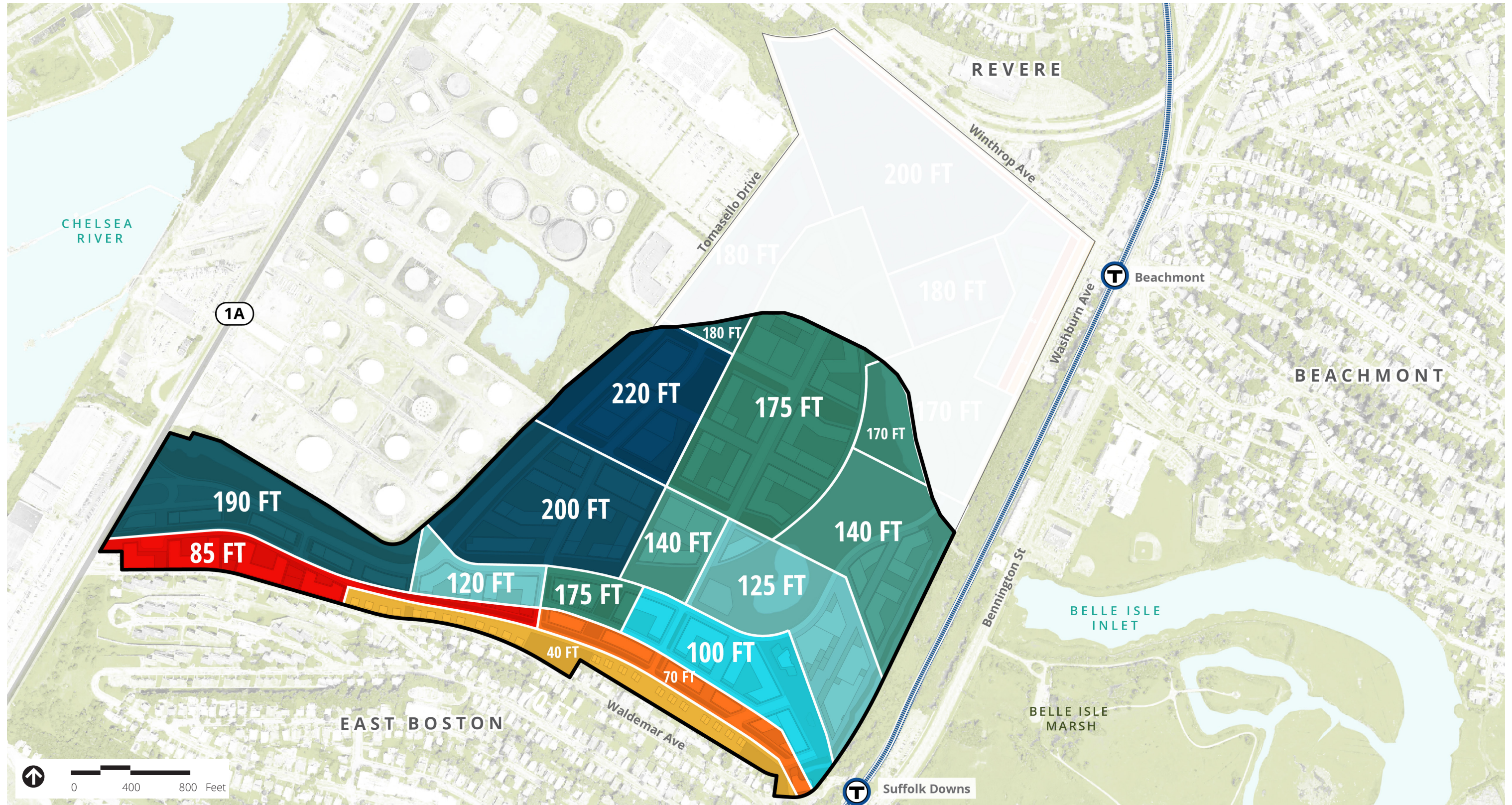


Phasing Plan
Suffolk Downs Redevelopment

Exhibit I

Height Zone Map

[see attached]



Source: cbt

Exhibit I
Zoning Height

Suffolk Downs Redevelopment
Boston & Revere, Massachusetts

Exhibit J

Suffolk Downs

Summary of Public Benefits and Project-Related Mitigation Measures

January 16, 2019

General	
Diversify and expand East Boston’s economic and job opportunities through new development with a mix of uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.	All phases of construction
Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families)	All phases of construction
Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities	All phases of construction
Invest more than \$170 million, across the entire Suffolk Downs site, in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.	All phases of construction
25% of site will be built and maintained as publicly accessible open space, with approximately 27-acres in Boston and an additional approximately 13 acres in Revere, all available to Boston residents.	All phases of construction
Compliance with Boston’s Inclusionary Development Policy, 13% Affordability (estimated to be up to 900 Affordable Units).	All Buildings in Boston that include residential uses
Creation of up to 14,000 new construction jobs and 25,000 – 50,000 new permanent jobs	All phases of construction
Generate substantial economic benefits to the City of Boston through new net tax revenue.	All phases of construction
Housing and Jobs Exaction Payments (i.e. Linkage) to the City of Boston. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Development Impact Uses after the first 100,000 square feet	All Buildings in Boston that include Development Impact Uses
Create economic development opportunities for residents and businesses in East Boston by inclusion of 10% of the retail square footage in Boston to local businesses and owners with flexible lease parameters;	All phases of construction in Boston
Support local East Boston community groups by provision of a 2,500 SF as ground floor civic space to be located in a Phase 1 Building in	Phase 1B Construction

Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	
Inflow & Infiltration mitigation payments of \$9.64 per new gallon of sanitary flow added	All phases of construction: in Boston
Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.	All phases of construction
Advance the City of Boston's resiliency objectives with improvements designed to manage storm events up to the 100-year storm and be resilient to both coastal and inland flooding. These measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.	All phases of construction:
Plant over 1,500 new street trees across the entire Suffolk Downs Site	All phases of construction
Wetlands and Waterways	
Horseshoe Pond Bank Improvements	Phase 1B Construction
**Sales Creek Culvert Daylighting	Phase 2R Construction
Vegetation Enhancement/RFA Restoration	Phases 2B, 2R, 3B, 3R, and 4R Construction
Invasive Species Management	Phase 1R Construction
**Mitigate potential temporary off-site impacts to resource areas (Bank, BVW, LUWW, RFA, LSCSF) due to interim sewer connection (partially on-site) by restoring them within the existing footprint immediately following completion of the installation.	Phase 1R Construction
Mitigate potential off-site impacts to resource areas due to traffic improvements, if necessary (See DEIR/DPIR Table 5-3).	Immediately subsequent to traffic improvements
Stormwater Management	
Construct a Stormwater Management System that will improve overall quality of storm-water runoff, includes LID, will be used for irrigation, addresses future increased storm intensity due to climate change.	All Phases of Construction: See Figure 1.1 of DPIR
Work with Massport to ensure the tide gate and culverts running under Route 1A and to Chelsea Creek have adequate capacity to convey increased flows.	Phase 2B Construction
Install a 52,000 CF underground stormwater detention facility within the proposed Chelsea Creek watershed.	Phase 4B Construction
Require all buildings within the Chelsea Creek watershed to store, reuse, or infiltrate the first 1.0 inch of rainfall.	During Construction of All Phases

Reduce overall impervious area throughout the site by > 10% by reducing proposed impervious area within open spaces and increasing green roof area to 20%.	During Construction of All Phases
Open Space	
Belle Isle Square Plaza and **Beachmont Plaza	Phase 1B/1R Construction
Central Common, **Outdoor Theater	Phase 2B/2R Construction
Green Fingers, walkways along Sales Creek, Park adjacent to Orient Heights	Phase 2B/3B/3R Construction
Completion of Active Linear Park	Phase 4B/4R Construction
Water and Wastewater	
Fund sewer inflow and infiltration mitigation (4:1 in Boston, 10:1 in Revere).	All Phases of Construction: Phased as each building permit is granted
Install dedicated wastewater bypass line connecting directly to MWRA system downstream of Caruso Pump Station to allow Boston and Revere to maintain existing capacities in their local systems and MWRA to maintain existing pumping capacity in the Caruso Pump Station.	Phase 2B/2R Construction
Redirect discharge from four off-site catch basins that currently discharge to the sewer within Waldemar Ave to the Master Plan Project dedicated storm drain system.	Phase 2B Construction
Reuse stormwater for irrigation.	Phases 1B-5B, 2R-4R Construction
Transit [Subject to Continuing Review by BTM and MassDOT]	
Conduct Engineering & Architectural Assessment of Suffolk Downs Station and Beachmont Station.	In Progress ¹
**Construct new Route 119 Bus Stop @ Stop & Shop and Turnaround on Tomasello Drive.	Completed 9/2/2018
Construct new Route 119 Bus Stops on the Suffolk Downs Site.	As Warranted by Demand
Provide privately operated on-site shuttle circulator services.	As Warranted by Demand
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site. and key land use and transportation nodes (proposed connections to include connections to North Station, South Station, Chelsea Station, and the Seaport District).	As Warranted by Demand ¹
Complete code and state-of-good repair upgrades at Suffolk Downs Station and **Beachmont Station.	TBD ¹
Implement Transit Signal Priority at signalized locations where traffic mitigation is proposed as part of the Master Project.	In conjunction with Traffic Mitigation Improvements
**Winthrop Ave. (Route 145) at MBTA/Site Drive	Prior to completion of Phase 1R
**Bennington Street at State Road/Winthrop Ave.	Prior to completion of Phase 1R
**Bennington Street at Crescent Ave.	Prior to completion of Phase 1R

**Winthrop Avenue at Fire Station (Median break and traffic signal)	Prior to completion of Phase 1R
**Route 1A at Furlong Drive	Prior to completion of Phase 1R
Route 1A at Tomasello Drive	Prior to completion of Phase 1R
**Route 60 at Sigourney Street	Prior to completion of Phase 1R
**Route 60 at Charger Street	Prior to completion of Phase 1R
**Winthrop Avenue (Route 145) at Revere Beach Parkway (Route 16)/Harris Street	Prior to completion of Phase 1R
**Winthrop Ave. (Route 145) at North Shore Road	At 2,000,000 sf ²
**Winthrop Ave. (Route 145) at Tomasello Drive	At 2,000,000 sf ²
Route 1A at Tomasello Drive (Temporary Southbound Left Turn Signal)	At 2,000,000 sf ²
Route 1A from Boardman Street to Furlong Drive (Super Street)	At 3,000,000 sf ²
**Route 60 at Bell Circle (5 Intersections)	At 3,000,000 sf ²
**Route 1A at Curtis Street	At 3,000,000 sf ²
**Route 1A at Revere Street	At 5,500,000 sf ²
**Route 60 at Revere Street and Breed Street	At 5,500,000 sf ²
Bennington Street at Saratoga Street	At 5,500,000 sf ²
Day Square (Five Intersections)	At 5,500,000 sf ²
Brown Circle	At 5,500,000 sf ²
**Route 1/Route 16 Interchange	At 7,000,000 sf ²
**Route 16 at Garfield Ave./Webster Ave.	At 7,000,000 sf ²
Construct extensive on-site bicycle and pedestrian accommodations with connections to off-site infrastructure.	During all phases
Comprehensive Transportation Demand Management program to reduce dependency on single occupancy vehicles and promote alternative modes of transportation.	During all phases
Air Quality	
Implement traffic monitoring program.	During all phases
<i>See Transportation Measures above for Mobile Source GHG Mitigation.</i>	
GHG Emissions	
Prepare schematic designs and cost estimates of a 200,000 square foot multi-residential building for both a preferred/planned design and a Passive House design.	Phase 1R Design
All townhouses (22 total) will be Passive House- and/or E+ (Energy Positive) equivalent.	Phase 1B and 2B Construction
Construct one (1) Passive House (or equivalent) Demonstration Project of a minimum 50,000 square foot multi-family residential building.	Phase 2B Construction
All single-family homes along Waldemar Avenue (12 total) will be Passive House- and/or E+ equivalent.	By Phase 3B Construction

Construct buildings to achieve energy usage savings as compared to current energy code requirements (9 th Edition) of at least 10% in all Phase 1 buildings, with increased savings in subsequent Phases to meet the following levels of energy savings at full build-out: <ul style="list-style-type: none"> • 5% of Buildings greater than 50% • 35% of Buildings 30%-50% • 55% of Buildings 18%-30% • 5% of Buildings 10%-18% 	During Construction of All Phases
Construct all buildings to be Solar Ready.	During Construction of All Phases
Install a minimum of 2 MW of solar PV on building rooftops providing	During Construction of All Phases
Design all buildings to meet LEED certifiable standards as follows: <ul style="list-style-type: none"> • Minimum of 5% LEED Platinum • Minimum of 75% LEED Gold • Maximum of 20% LEED Silver 	During Construction of All Phases as provided in Development Plans
Designate preferred parking spaces for alternative-fuel vehicles.	All Phases
<i>See Transportation Measures for Mobile Source Air Quality Mitigation.</i>	
Climate Change Resiliency	
Facilitate a feasibility study for regional flood protection (Bennington Street berm)	TBD, Prior to Phase 4 Design
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 2B and 2R Construction
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 3B and 3R Construction
Facilitate installation of tide gate at eastern limits of Suffolk Downs Site.	Prior to Phase 4R Construction
Design Alfred H. Long (Bennington Street) Pump Station Upgrades. (Proponent to participate in cost sharing)	Phase 4R Design
Facilitate upgrade of Alfred H. Long (Bennington Street) Pump Station from 300 cubic feet per second (cfs) to 600 cfs.	Prior to Phase 4B Construction
Target at-grade first floor elevations of 20.5 feet BCB for non-critical buildings and 21.5 feet BCB for critical buildings, infrastructure and ground floor residential space, per BPDA guidance, to provide 1 to 2 feet of freeboard above the projected 2070 BFE.	All Design Phases
Where FFEs of at least 20.5 feet are not feasible, implement alternative flood protection measures (e.g. specifying dry floodproofing materials, designing with the ability to add temporary flood barriers to building openings, and limiting first floor uses to non-residential).	All Design Phases
Select paving materials with less heat absorbing capacity and a high Solar Reflective Index to offset the effects of increasingly hot summers.	All Design Phases
Specify operable windows for residential buildings and considering them for hotel and office buildings.	All Design Phases
Use a 95°F peak day for sizing of building mechanical systems.	All Design Phases

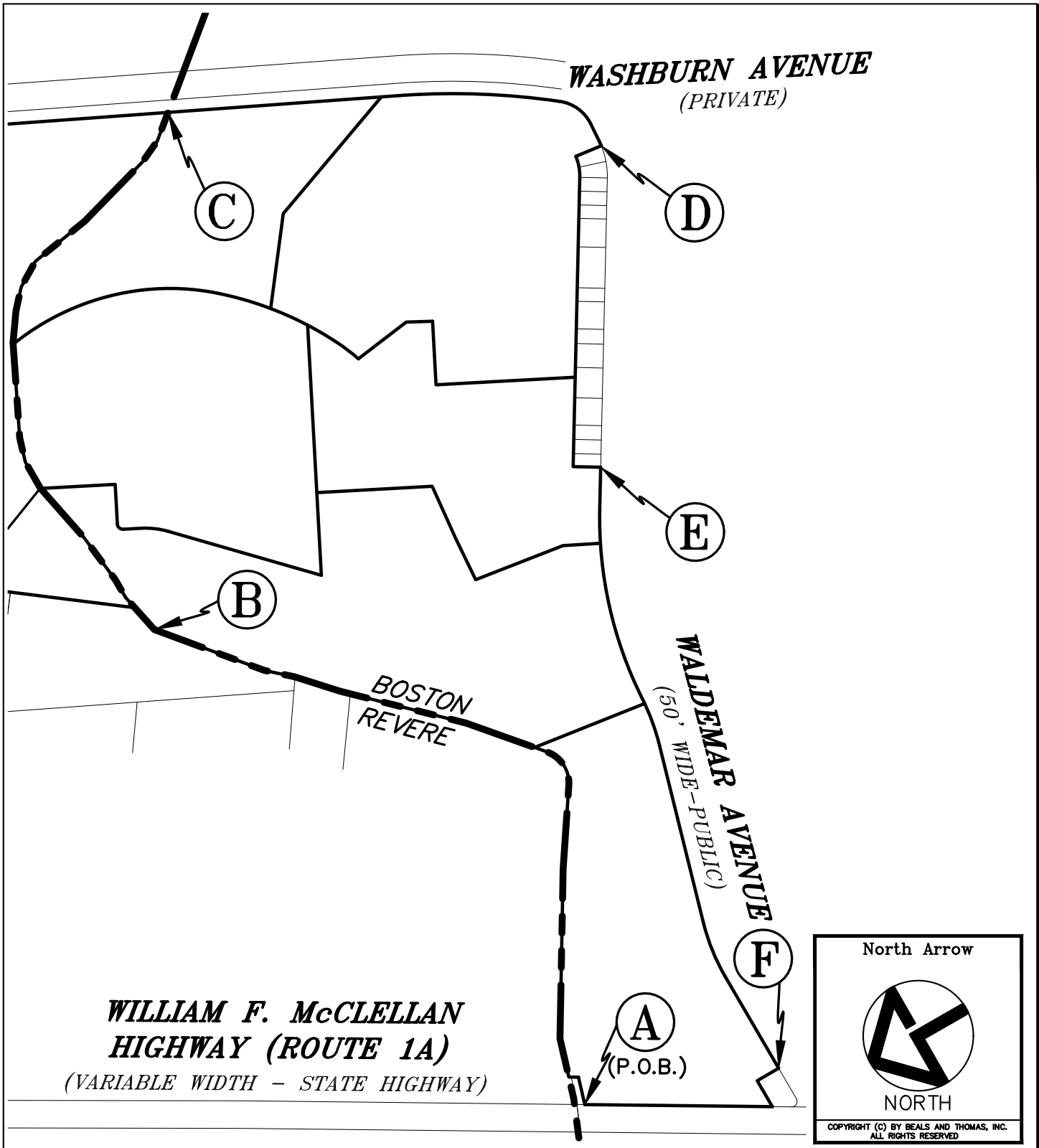
Plant robust tree canopy within Central Common, other open space areas and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	All Construction Phases
Historic Resources	
Develop a historic mitigation plan to be implemented as part of the Master Project.	Phase 1B Design
Undertake inventory to identify race track elements for salvage and reuse within the on-site open space system and/or donated to local museums.	Prior to Phase 1B Construction
Inventory and gather photographs, documents, paintings, and other collected horse racing memorabilia for potential inclusion on site and/or donated to local museums.	Prior to Phase 1B Construction
Develop and install an Interpretive Exhibit to be incorporated in a select area of the open space system.	Phase 2B Construction
Construction Period	
Develop a draft Construction Management Plan (CMP) for the Master Plan Project based on conceptual construction logistics scenario for each phase (see DEIR/DPIR Appendix G).	DEIR/DPIR (Complete)
Prepare CMPs for each phase to address temporary construction-related impacts detailing overall construction schedule, work hours, number of construction workers, worker transportation and parking, and number of construction vehicles and routes.	Prior to Each Phase of Construction

¹ Based on proposed service and implementation timing.

² For all traffic improvements scheduled at a specific square footage, improvements must be completed prior to first Certificate of Occupancy after indicated square footage threshold.

** Revere-only mitigation items

As used in this [Exhibit J](#), references to Phases 1B, 2B, 3B, 4B and 5B are to the five Phases of the Master Project, i.e., the Phase 1 Project, the Phase 2 Project, the Phase 3 Project, the Phase 4 Project and the Phase 5 Project, respectively, and references to Phases 1R, 2R, 3R and 4R are to phases 1 through 4 of the redevelopment of the Revere portion of the Suffolk Downs Site.



Suffolk Downs
Boston Parcel
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Perimeter Boundary Exhibit
 Scale: 1"=500' Date: 02/01/2019
 Source File: 285402B013A
 Drawing No. 285402P149A-001
 B+T Project No. 2854.02

Line & Curve Table		
Direction/Delta	Length	Radius
A S72°55'46"E	102.09	
N30°38'04"E	35.00	
S72°55'46"E	143.76	
S58°55'56"E	615.50	
S56°06'46"E	304.47	
74°19'55"	155.68	120.00
N49°33'19"E	311.11	
N44°12'04"E	473.63	
N47°38'04"E	169.84	
N41°59'00"E	112.90	
N50°20'34"E	426.66	
B N78°09'14"E	106.63	
N89°49'19"E	74.99	
N83°20'52"E	190.40	
N78°35'32"E	238.02	
S89°53'08"E	109.48	
S73°05'33"E	89.69	
S64°00'33"E	346.13	
S54°47'43"E	115.28	
S47°38'08"E	90.14	
S31°01'03"E	106.28	
S9°08'28"E	231.61	
S15°44'48"E	299.35	
S24°47'58"E	93.47	
S39°23'08"E	110.41	

Line & Curve Table		
Direction/Delta	Length	Radius
C S25°50'12"W	858.31	
12°04'30"	566.66	2688.79
55°55'51"	144.65	148.18
N86°09'52"W	70.19	
3°37'26"	18.23	288.22
D N7°27'34"E	100.00	
23°51'18"	78.37	188.22
N58°41'08"W	1050.00	
S31°18'52"W	100.00	
E N58°41'08"W	150.68	
27°50'46"	712.00	1465.00
12°37'06"	182.45	828.45
N73°54'48"W	663.79	
16°19'20"	210.98	740.61
S89°45'52"W	385.00	
F N0°14'08"W	90.00	
S89°45'52"W	108.89	
S30°38'03"W	680.72	

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Line & Curve Tables

Date: 02/01/2019

Source File: 285402B013A
 Drawing No. 285402P149A-002

B+T Project No. 2854.02