

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

**PHASE 1 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development 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**”) and that certain Master Plan for Planned Development Area No. [___] (the “**Master Plan**”) for the proposed redevelopment of the East Boston portion (the “**Master Plan PDA Area**”) of the approximately 161-acre Suffolk Downs site (the “**Suffolk Downs Site**”) located at 525 McClellan Highway in East Boston and Revere (the “**Master Project**”), this plan (this “**Development Plan**”) sets forth information on the first phase (the “**Phase 1 Project**”) of the redevelopment of approximately 949,500 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “**Phase 1 Site**”). This Development Plan sets forth the Phase 1 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 1 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (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 (including the Phase 1 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 (including the Phase 1 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. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 1 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [___] ([___]) pages of text and Exhibits A-F. All references to this Development Plan contained herein shall pertain only to such [___] ([___]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 1 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 1 Project as described in

this Development Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 1 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development 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 Phase 1 Site, as well as the entire Master Project and 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 BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 21.8-acre Phase 1 Site is located within the larger (approximately 161-acre) Suffolk Downs Site and near its southwestern corner. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely 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 Master Plan PDA Area (including the Phase 1 Site) 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. As noted above, the land within the Phase 1 Site is currently owned by the Proponent. In connection with the development of the Phase 1 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 1 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere 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). The Phase 1 Site does not include any existing buildings, but includes portions of the racetrack and infield area (including the existing horseshoe-shaped pond within the infield (the “**Horseshoe Pond**”)), as well as adjacent paved driveways.

The Master Plan PDA Area borders the Orient Heights residential neighborhood to the south. As set forth in the Master Plan, a portion of the Master Plan PDA Area has been designated as the Orient Heights Transition Zone and is subject to special restrictions for the protection of the Orient Heights neighborhood. A portion of the Phase 1 Site is located within the Orient Heights Transition Zone as shown on Exhibit C.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 1 Project is the first phase of the larger overall Master Project, development of which will result in

the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, and the incorporation of extensive ground-floor retail, including establishing a new retail square, Belle Isle Square, at the Massachusetts Bay Transportation Authority (“**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. The Phase 1 Project is planned to be the first phase of redeveloping the Master Plan PDA Area 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. This will include development of the first Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas.

The Phase 1 Project will be anchored by the development of a new public plaza known as Belle Isle Square that will be surrounded by active retail uses and serve as a gathering place for residents and visitors, a venue for community events, with shuttle bus service and bicycle facilities adjacent to the Suffolk Downs MBTA Blue Line station. In addition to this public plaza, other pedestrian-friendly publicly-accessible open space will be developed and will enhance resiliency and create a more direct pedestrian link between the Phase 1 Site and the adjacent Suffolk Downs MBTA Blue Line station, as well as other publicly accessible open space surrounding the on-site Horseshoe Pond and related landscaped wetlands enhancements. Approximately 250,000 square feet (about 5.75 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 1 Project. A Site Plan for the Phase 1 Project is attached as **Exhibit C**.

The Phase 1 Project consists of nine (9) buildings (B16-24), plus an additional seven (7) townhome buildings (one group of three (3) townhomes designated TH02 and one group of four (4) townhomes designated TH03, respectively). Subject to changes permitted by this Development Plan, the Phase 1 Project shall contain a total of approximately 1,338,000 square feet of Gross Floor Area, of which approximately 745,000 square feet at full build-out shall be used for Residential Uses and approximately 593,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in **Exhibit D**, and uses accessory thereto, including at least 56,000 square feet of Active Ground Floor Uses (as defined below). The architectural design of the Phase 1 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 1 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking 21st century live-work-play neighborhood. The

architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA's design review. Buildings within the Phase 1 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 1 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, "Building Height" shall exclude roof structures, decks, penthouses and equipment that may be located on the roof of the Phase 1 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. "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.

The dimensional or 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) shall not be applicable to the Phase 1 Project and the Phase 1 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 1 Project.

5. Proposed Uses of the Phase 1 Site. Except as set forth below for the portion of the Phase 1 Site located within the Orient Heights Transition Zone, allowed uses within the Phase 1 Site shall include the following uses, each as more particularly defined on **Exhibit E** 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 Development 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 for the portion of the Phase 1 Site located within the Orient Heights Transition Zone, and subject to or consistent with the table in **Exhibit D**, all of the Permitted Uses shall be allowed within and throughout the Phase 1 Site.

The portion of the Phase 1 Site located within 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,

except for a small retail building designated as Building B21 (the building to be located closest to the Suffolk Downs MBTA Blue Line Station).

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 1 Project, including at Belle Isle Square, through the new pedestrian connection to the Suffolk Downs MBTA Blue Line station, and through the open space surrounding and including the Horseshoe Pond. Approximately 250,000 square feet (about 5.75 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 1 Project, including the open space areas shown on Exhibit C and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or an association of property owners of the Suffolk Downs Site or portions thereof, as public open space. The Phase 1 Project's open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 1 Project and the Phase 1 Site and are superseded by this Development Plan.

7. Transportation. The Phase 1 Site is bordered by Waldemar Avenue and adjacent residential properties to the south, the MBTA Blue Line right-of-way to the East, and other portions of the Suffolk Downs Site to the north and west. The Phase 1 Project will involve the construction of the first phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 1 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. 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 Phase 1 Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. 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 Phase 1 Project and 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 within the Suffolk Downs Site 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 the Phase 1 Project. Pursuant to the Master Transportation Improvement Agreement to be entered into by the Proponent and the Boston Transportation Department ("BTD") with respect to the Master

Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 1 Project, the owner of the applicable building shall enter into a Transportation Access Plan Agreement for such building with the BTDA specifying the traffic mitigation and transportation improvements required for such building. If the amount of traffic generated by the Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report 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.

8. Proposed Parking and Loading. As currently contemplated, the Phase 1 Project's parking garages will include capacity for the parking of up to 1,018 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. The Phase 1 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 1 Project and the Phase 1 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 1 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 1 Project includes the development of approximately 745,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent 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"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 1 Project, the Non-Discrimination Covenant required by the Master Plan shall be recorded.

11. Green Buildings. The Phase 1 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having at least 50% of the buildings developed as part of the Phase 1 Project satisfy requirements for a minimum LEEDv4 Gold rating, with the other Phase 1 buildings satisfying the requirements for a minimum LEEDv4 Silver rating.

12. Signage. The signage program for the Phase 1 Project shall be subject to design review by the BPDA, and any “Sign” that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 1 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 1 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of 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 Phase 1 Project shall also provide a material increase in housing units. Among its many other anticipated benefits, the Phase 1 Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston 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 Phase 1 Site, 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. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in Phase 1 to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the

Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.

- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. 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, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.
- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- i. 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.
- j. Improve local and regional transportation infrastructure and services through the first phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections 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 within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.
- k. 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 Phase 1 Project buildings and meeting the standards for LEEDv4 Gold for at least 50% of the Phase 1 Project buildings.
- l. 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.
- m. 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 Project, noting the measures to be provided for the Phase 1 Project, is attached as **Exhibit F**.

15. **Development Review Procedures**. The Phase 1 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as **Exhibit D**. The design of the individual buildings will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and 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 Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 1 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,
- b. following the pre-submission meeting, the Proponent shall submit a building design review package for the applicable portion of the Phase 1 Project, which shall contain:
 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,
 - (ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,
 - (iii) the most recent traffic monitoring reports for traffic generated by the Master Project,
 - (iv) a LEED checklist for each building,
 - (v) drainage plans,
 - (vi) updated information regarding relevant utility infrastructure,
 - (vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,

- (viii) a construction management plan regarding construction period impacts, and
- (vi) a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish,
- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the “**IAG**”),
- d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent’s website,
- e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
- f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
- g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and
- h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA’s Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 1 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 Phase 1 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 1 Project for the Phase 1 Site. This Development Plan is consistent with the Master Plan and is therefore 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 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 Phase 1 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 1 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, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 1 Site as a whole and not to each individual lot, and 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 Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 1 Site may seek amendment of this Development 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 Phase 1 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 1 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed 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 buildings and site improvements included in the Phase 1 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 1 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Development 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 Development Plan and the Master Plan.

Exhibit A

Legal Description of Phase 1 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 1B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 1B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point being the most westerly corner of the development area on the northerly line of land now or formerly of S&B Realty Trust, thence running;

N 26° 53' 05" E	505.74 feet to a point, thence turning and running;
S 63° 08' 19" E	230.89 feet to a point, thence turning and running;
N 28° 11' 58" E	95.69 feet to a point, thence turning and running;
N 07° 31' 38" W	218.89 feet to a point, thence turning and running;
EASTERLY	96.79 feet by a non-tangent curve to the left with a radius of 700.00 feet to a point, thence turning and running;
EASTERLY	272.02 feet by a curve to the left with a radius of 1225.00 feet to a point, thence turning and running;
S 52° 24' 51" E	347.57 feet to a point, thence turning and running;
S 19° 57' 47" E	553.27 feet to a point on the westerly sideline of Washburn Avenue, said last 8 courses being over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running;
S 25° 50' 12" W	82.09 feet to a point, thence turning and running;
SOUTHWESTERLY	566.66 feet by a curve to the right with a radius of 2688.79 feet to a point on the northerly sideline of Waldemar Avenue, said last two courses being by the westerly sideline of Washburn Avenue, thence turning and running;
WESTERLY	144.65 feet by a curve to the right with a radius of 148.18 feet to a point, thence turning and running;
N 86° 09' 52" W	70.19 feet to a point, thence turning and running;
WESTERLY	18.23 feet by a curve to the right with a radius of 288.22 feet

to a point, said last three courses being by the northerly sideline of Waldemar Avenue, thence turning and running;

N 07° 27' 34" E

100.00 feet to a point, thence turning and running;

WESTERLY

78.37 feet by a non-tangent curve to the right with a radius of 188.22 feet to a point, thence turning and running;

N 58° 41' 08" W

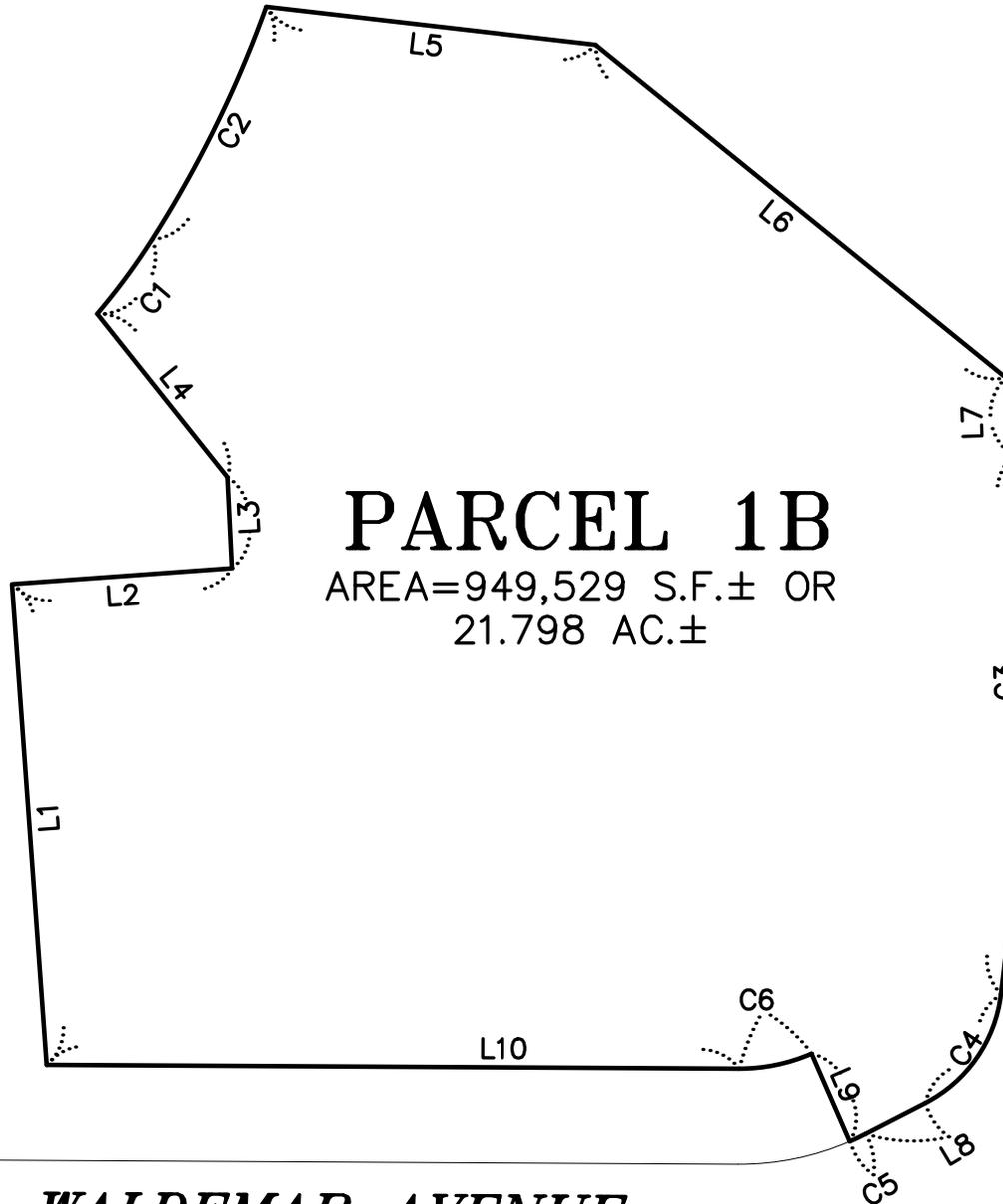
725.43 feet to a point to the point of beginning, said last 3 courses being by land now or formerly of Marion and David Tourasi, John and Kathi Wyatt, Foster and Lucille Raicca, Michael and Anne Marie Lopresti, Albert and Edith Magaletta, Linda Labadini, Herbert and Dayna Cummings, Minio and Rose Ciampa, Nicholas and Therese Delprato, David Stellati, Jeanne Petrillo, trs, and S&B Realty Trust.

Containing 949,529 square feet more or less, or 21.798 acres, more or less.

Exhibit B

Depiction of Phase 1 Site

[see attached]



PARCEL 1B

AREA=949,529 S.F.± OR
21.798 AC.±

WASHBURN AVENUE
(PRIVATE)

WALDEMAR AVENUE

(50' WIDE-PUBLIC)

North Arrow

NORTH

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Suffolk Downs
Boston Phases 1B-5B
Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
One Congress Street, 11th Floor
Boston, Massachusetts

Phase 1B Exhibit

Scale: 1"=200' Date: 01/29/2019

Source File: 285402B012A
Drawing No. 285402P148A-001
B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N26° 53' 05"E	505.74
L2	S63° 08' 19"E	230.89
L3	N28° 11' 58"E	95.69
L4	N7° 31' 38"W	218.89
L5	S52° 24' 51"E	347.57
L6	S19° 57' 47"E	553.27
L7	S25° 50' 12"W	82.09
L8	N86° 09' 52"W	70.19
L9	N7° 27' 34"E	100.00
L10	N58° 41' 08"W	725.43

Curve Table			
Curve #	Length	Radius	Delta
C1	96.79	700.00	7°55'21"
C2	272.02	1225.00	12°43'22"
C3	566.66	2688.79	12°04'30"
C4	144.65	148.18	55°55'51"
C5	18.23	288.22	3°37'26"
C6	78.37	188.22	23°51'18"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 1B Exhibit
Line & Curve Tables
 Scale: 1"=200' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-002
 B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]



Key

Orient Heights Transition Zone

B16:	205,331 sf
B17:	80,746 sf
B18:	245,995 sf
B19:	54,586 sf
B20:	165,338 sf
B21:	7,183 sf
B22:	13,242 sf
B23:	274,473 sf
B24:	262,205 sf
TH02:	12,504 sf
TH03:	16,672 sf

Phase 1B Residential **744,894 sf**

Phase 1B Non - Residential **593,381 sf**

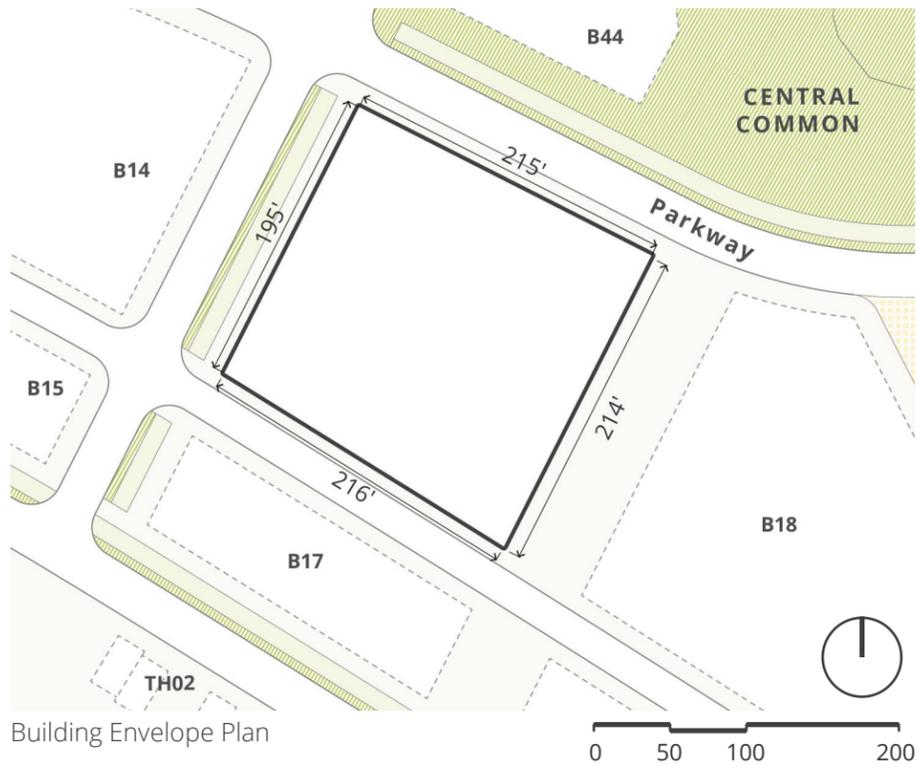
TOTAL PHASE 1B
1,338,274 sf

Phase 1B
Suffolk Downs Redevelopment

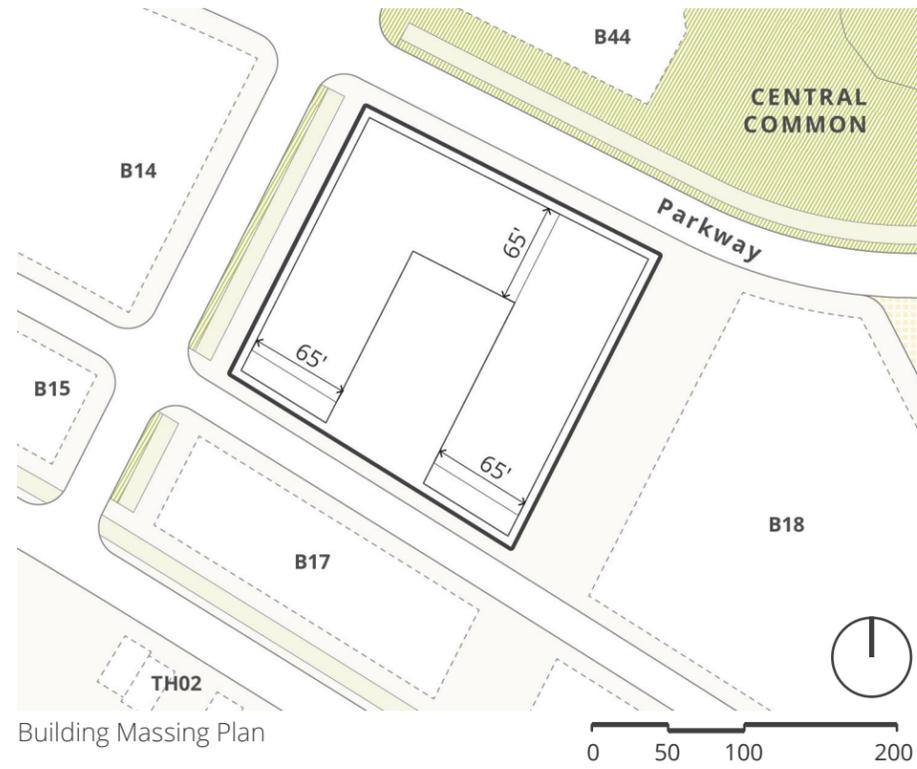
Exhibit D

Building Use, Dimensions and Massing Plans

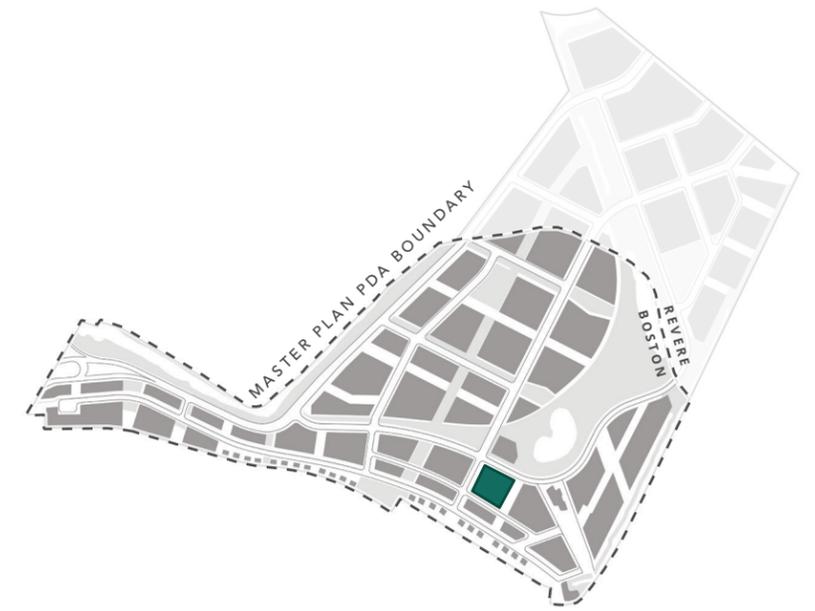
Building	Principal Use	Maximum Building Height (ft)	Aprox. Gross Floor Area (sf)
B16	Residential	100	205,331
B17	Residential	70	80,746
B18	Residential	100	245,995
B19	Residential	70	54,586
B20	Residential	100	165,338
B21	Retail	45	7,183
B22	Retail	45	13,242
B23	Commercial	125	274,473
B24	Commercial	125	262,205
TH02 (3 Townhomes)	Residential	40	12,504
TH03 (4 Townhomes)	Residential	40	16,672
Total			1,338,274



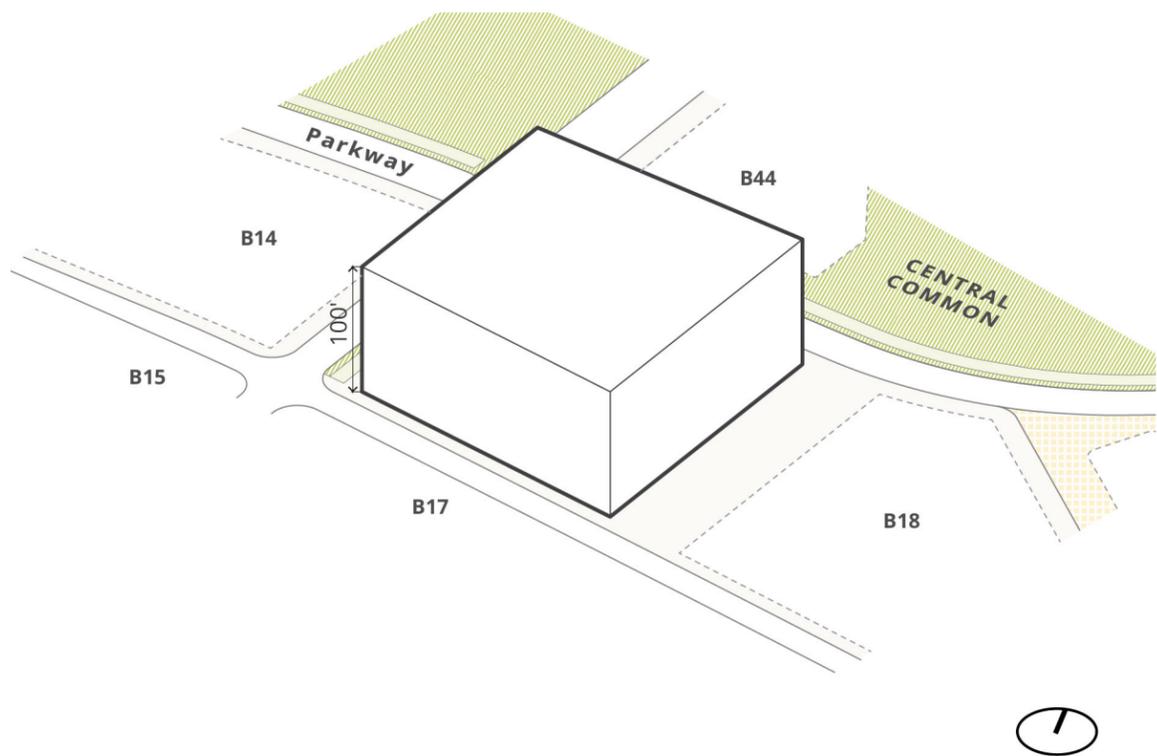
Building Envelope Plan



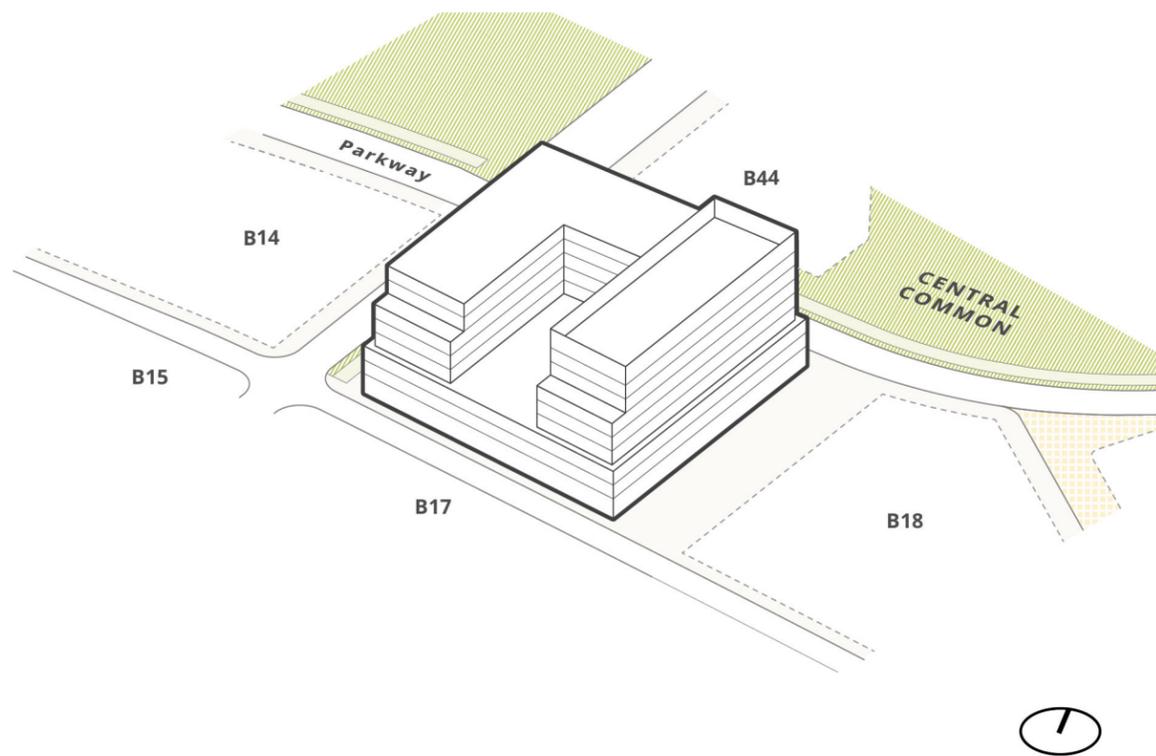
Building Massing Plan



Key Plan



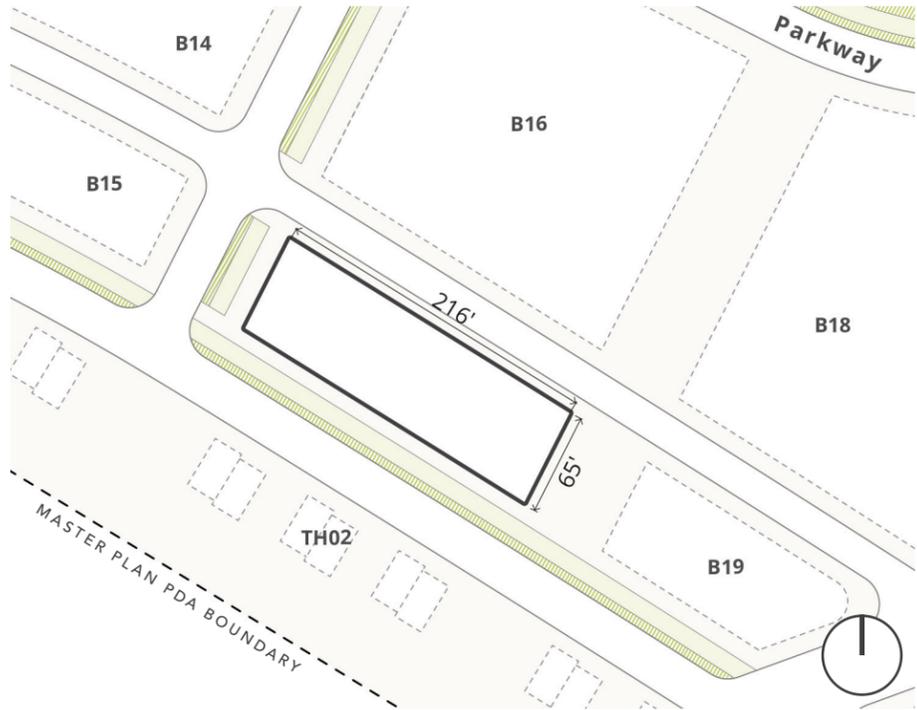
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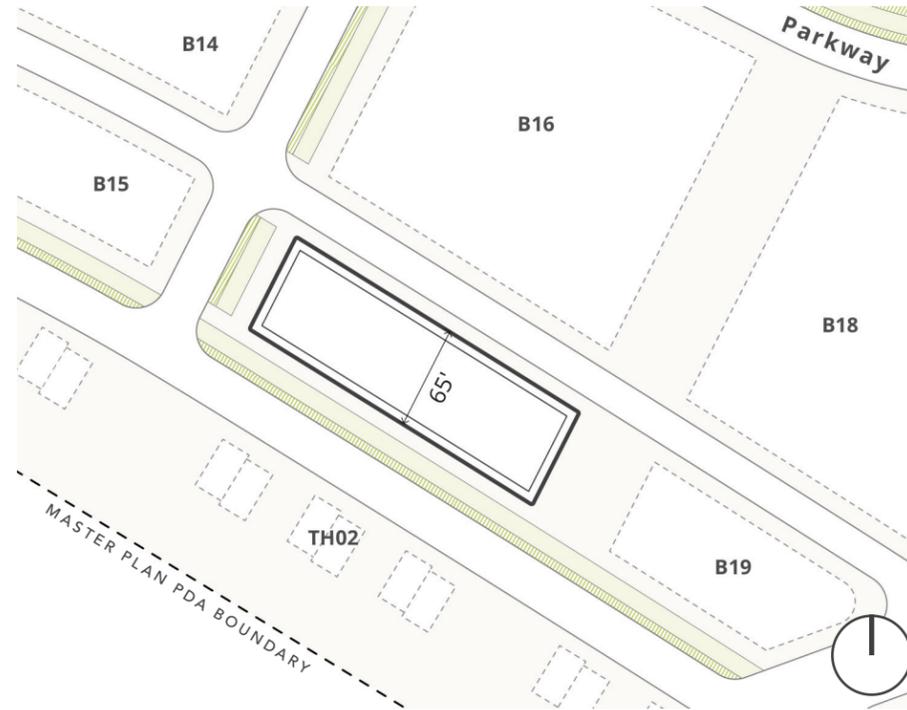
Building Massing Axon

Proposed GFA	205,331 sf
Max Building Height	100'

Phase 1B | Block 16
Suffolk Downs Redevelopment



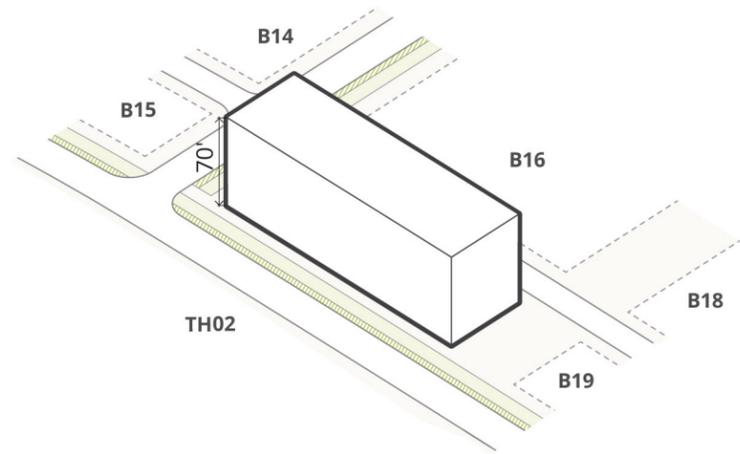
Building Envelope Plan



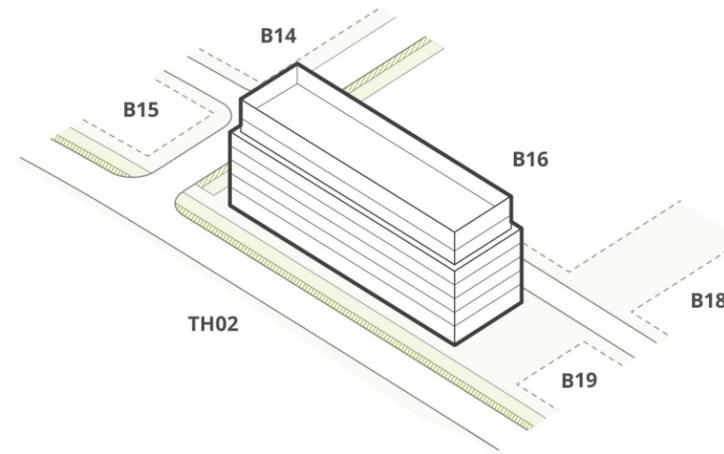
Building Massing Plan



Key Plan



Building Envelope Axon

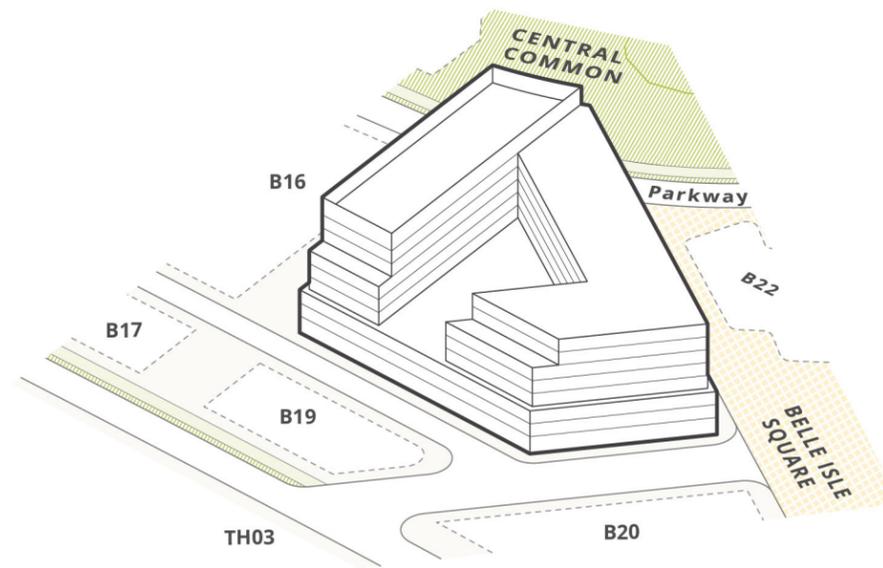
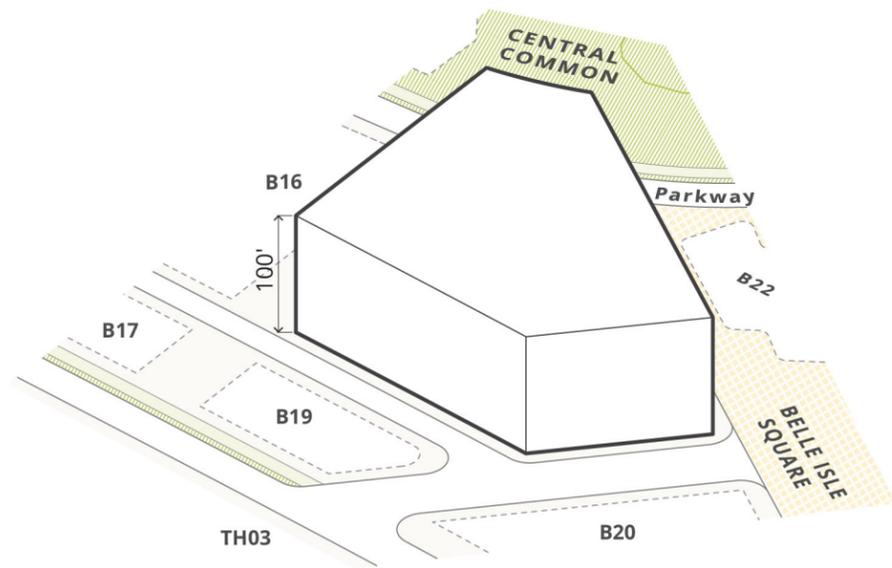
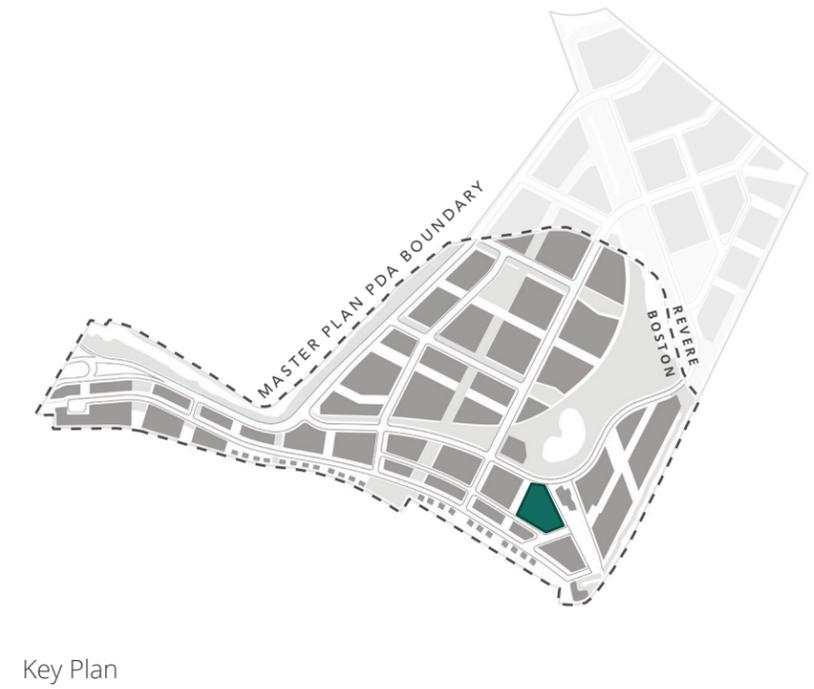
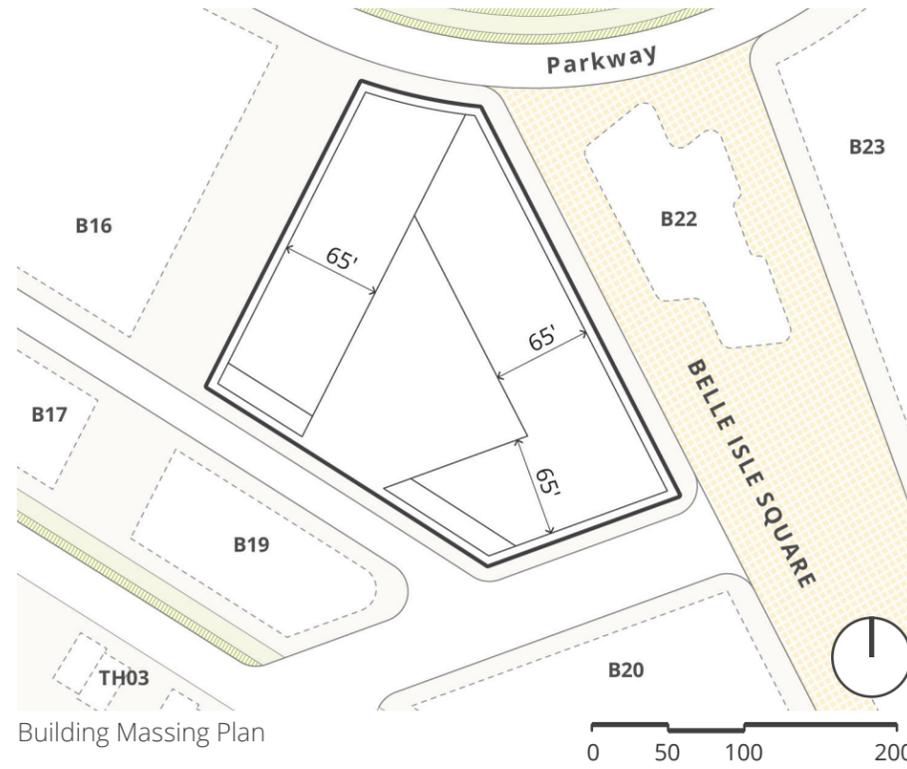
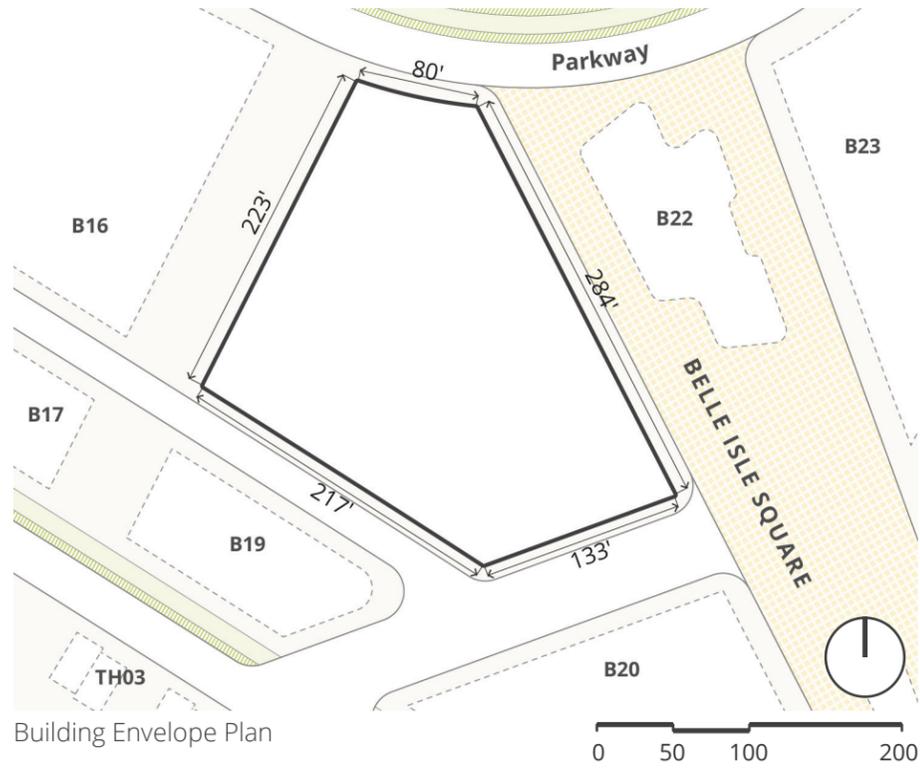


Building Massing Axon

Proposed GFA	80,746 sf
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Max Building Height	70'
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Phase 1B | Block 17
Suffolk Downs Redevelopment

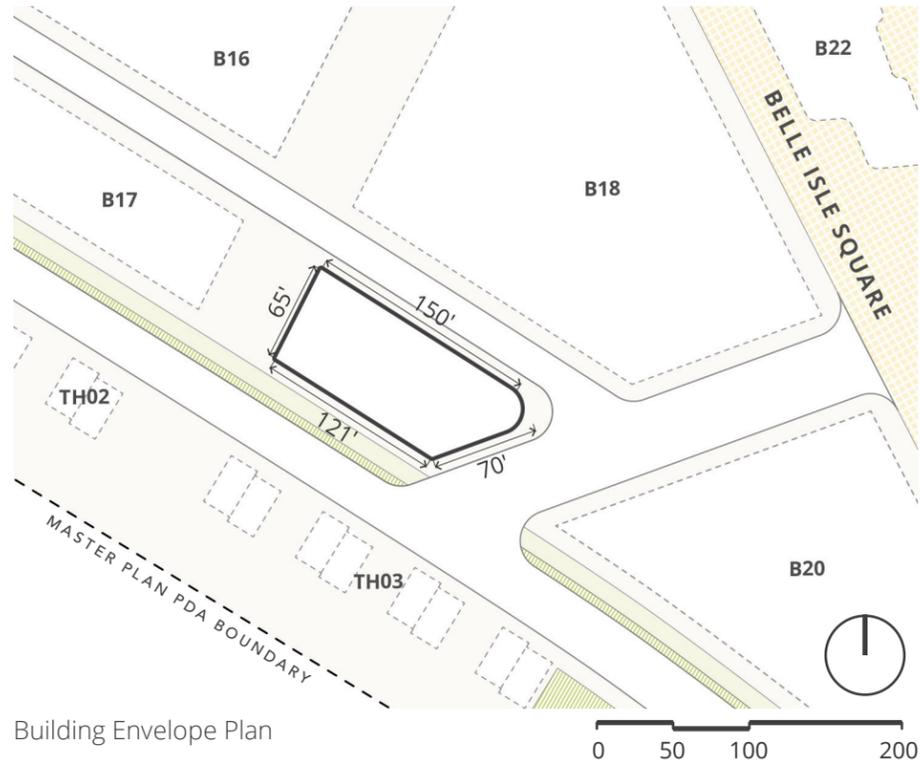


Proposed GFA	245,995 sf
Max Building Height	100'

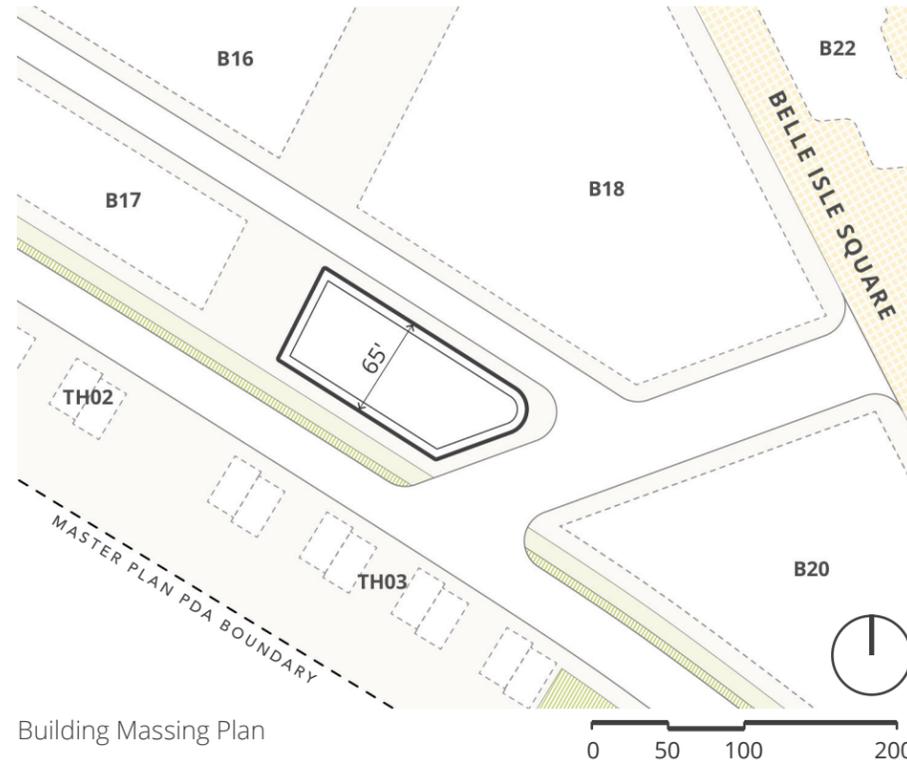
Building Envelope Axon

Building Massing Axon

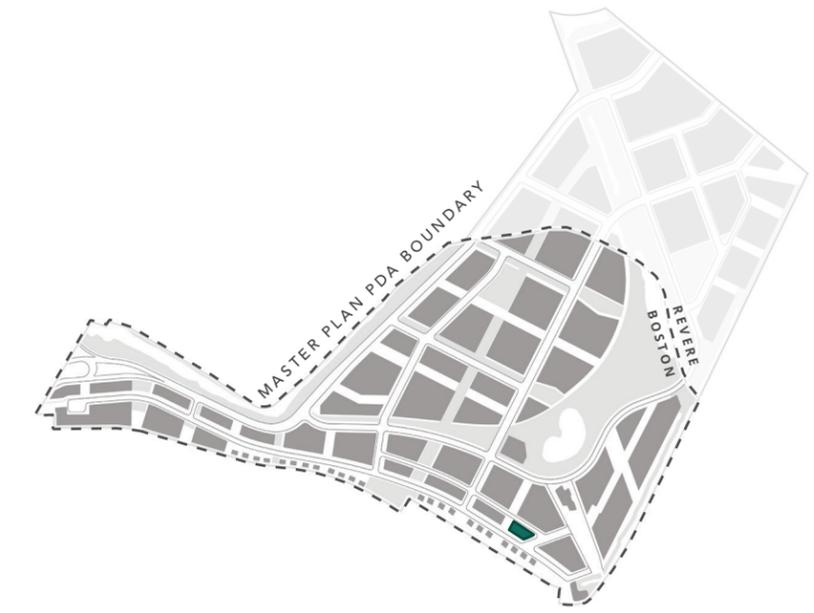
Phase 1B | Block 18
Suffolk Downs Redevelopment



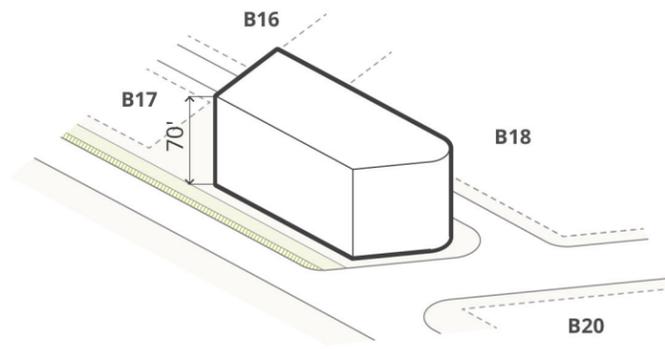
Building Envelope Plan



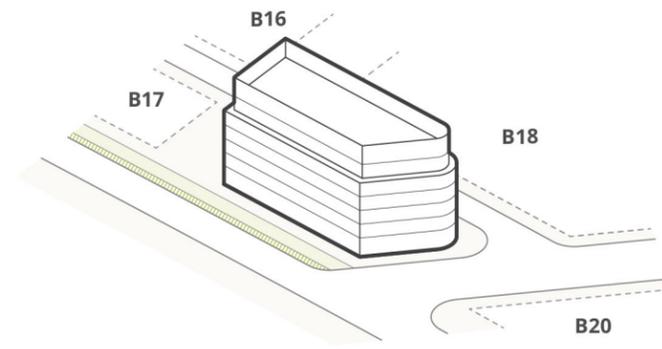
Building Massing Plan



Key Plan



Building Envelope Axon

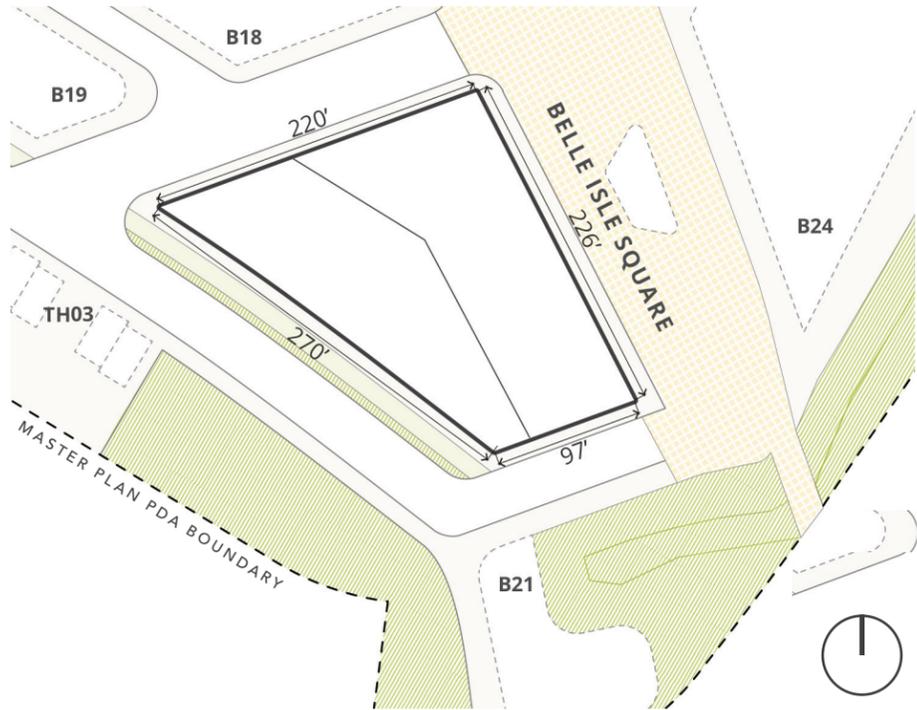


Building Massing Axon

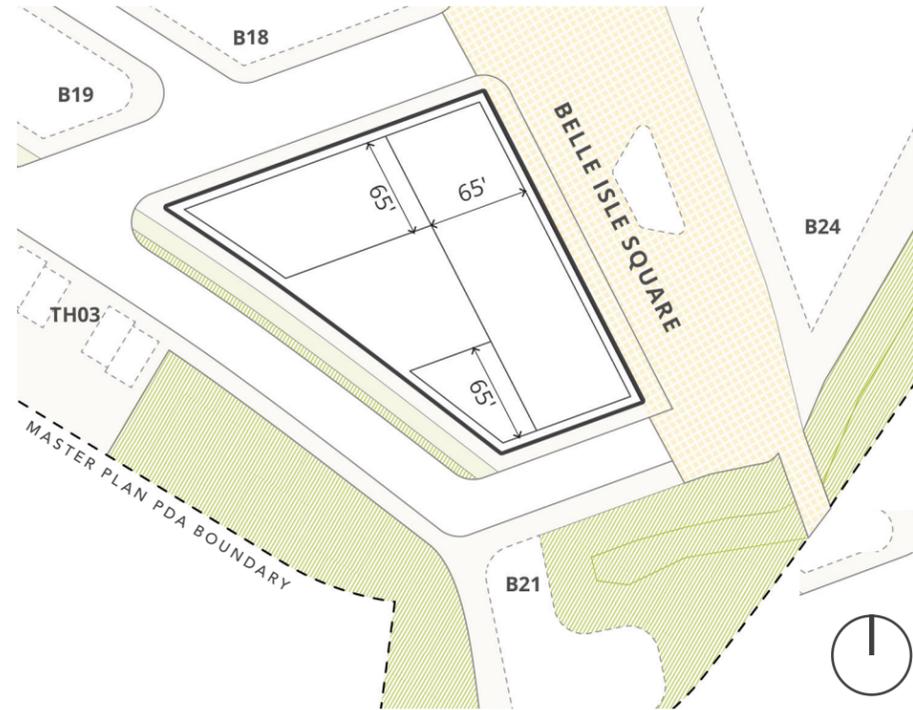
Proposed GFA **54,586 sf**

Max Building Height **70'**

Phase 1B | Block 19
Suffolk Downs Redevelopment



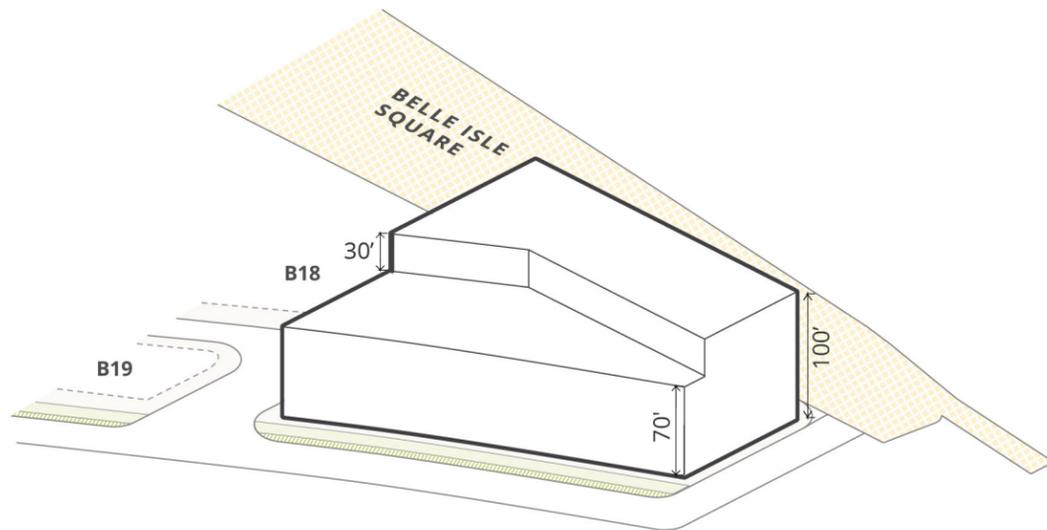
Building Envelope Plan



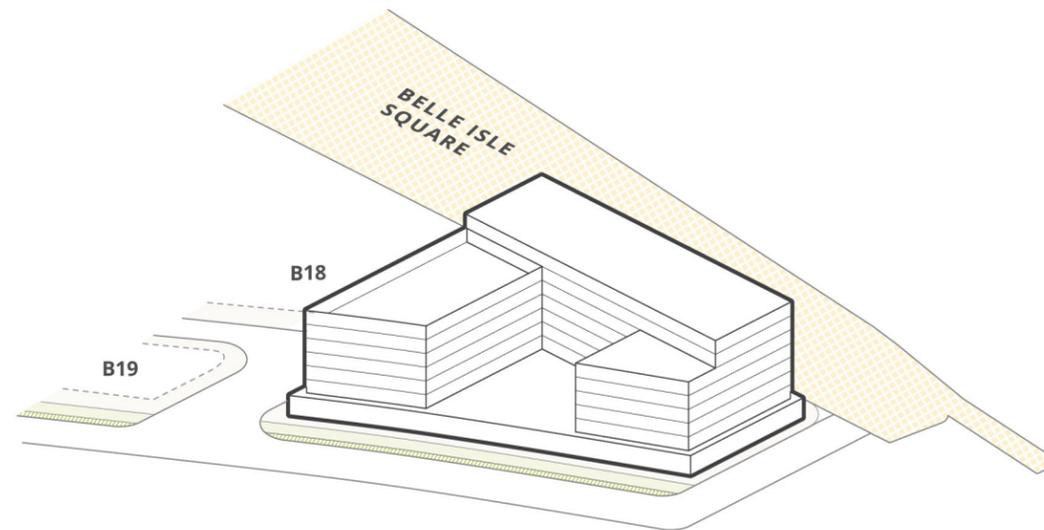
Building Massing Plan



Key Plan



Building Envelope Axon

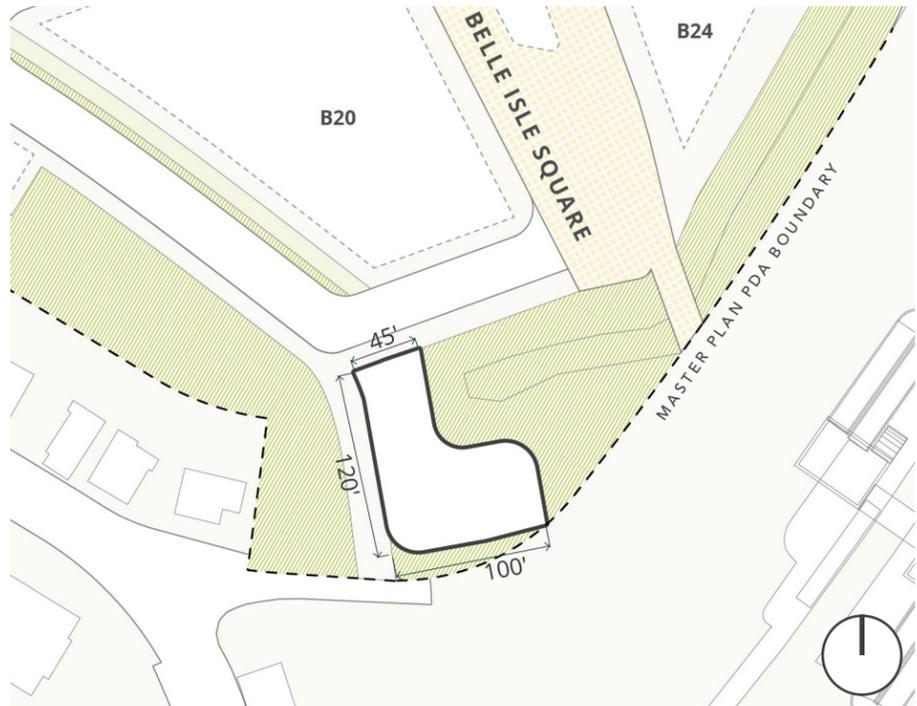


Building Massing Axon

Proposed GFA **165,338 sf**

Max Building Height **100'**

Phase 1B | Block 20
Suffolk Downs Redevelopment



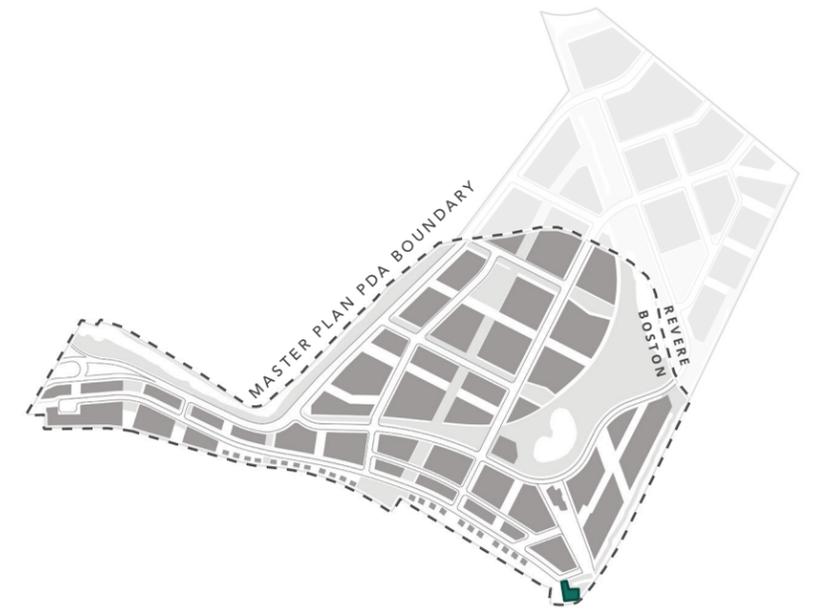
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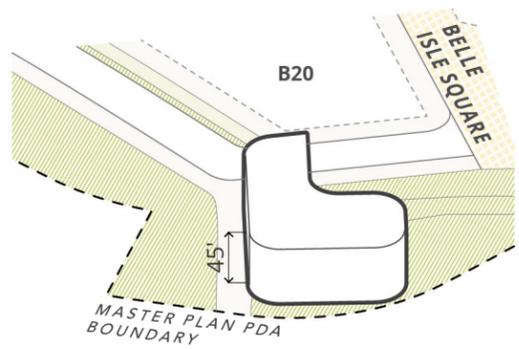


Building Massing Plan

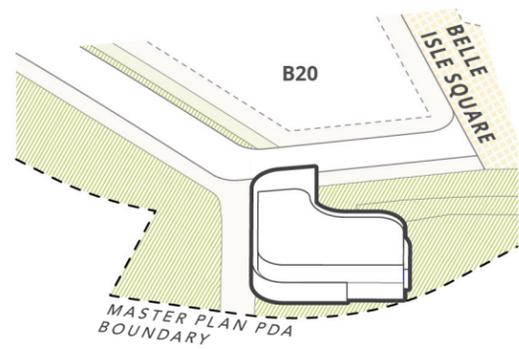
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Key Plan



Building Envelope Axon

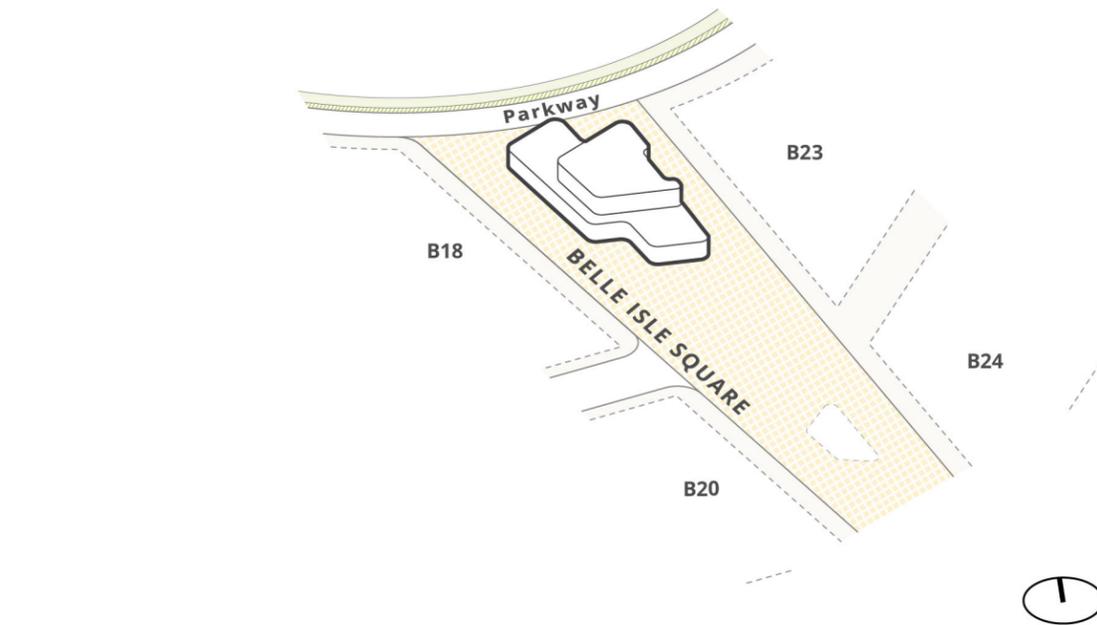
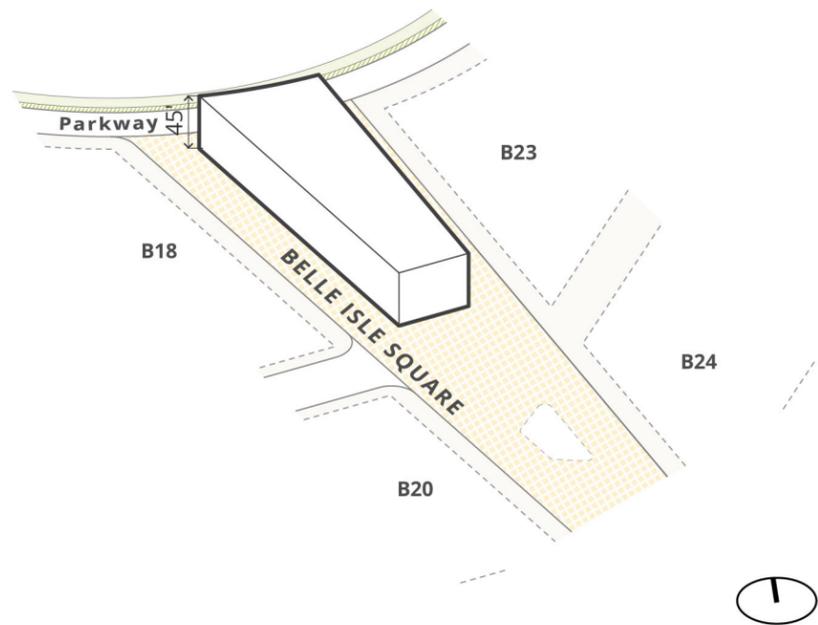
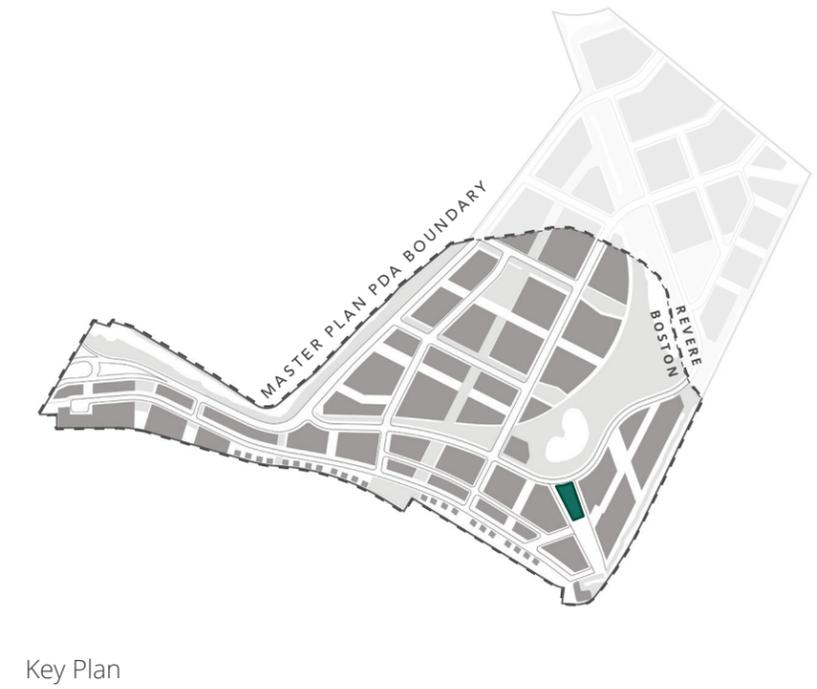
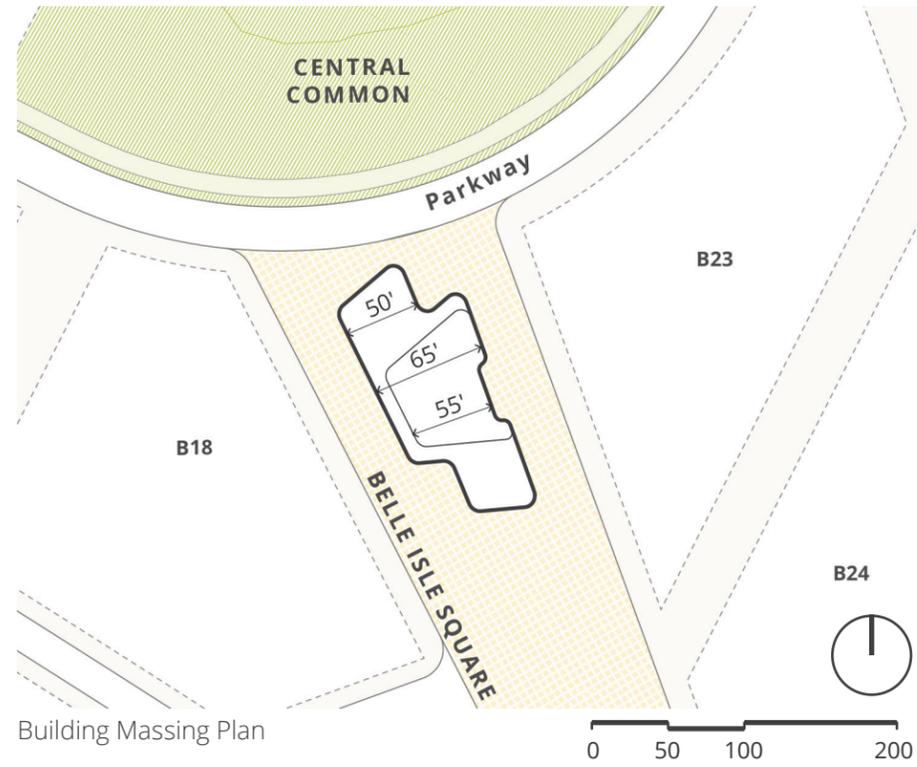
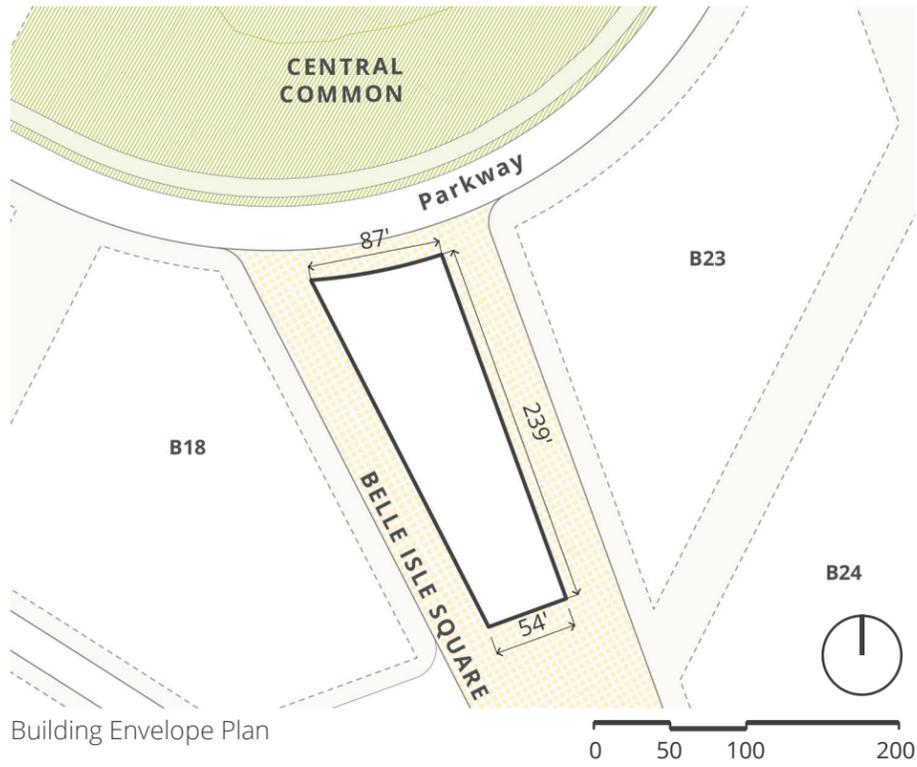


Building Massing Axon

Proposed GFA **7,183 sf**

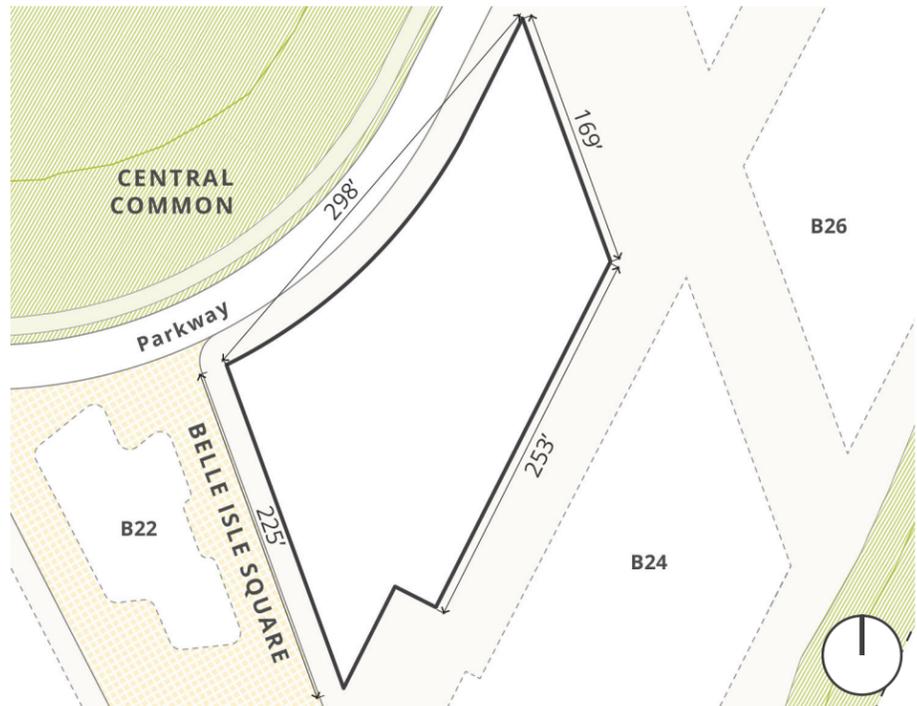
Max Building Height **45'**

Phase 1B | Block 21
Suffolk Downs Redevelopment

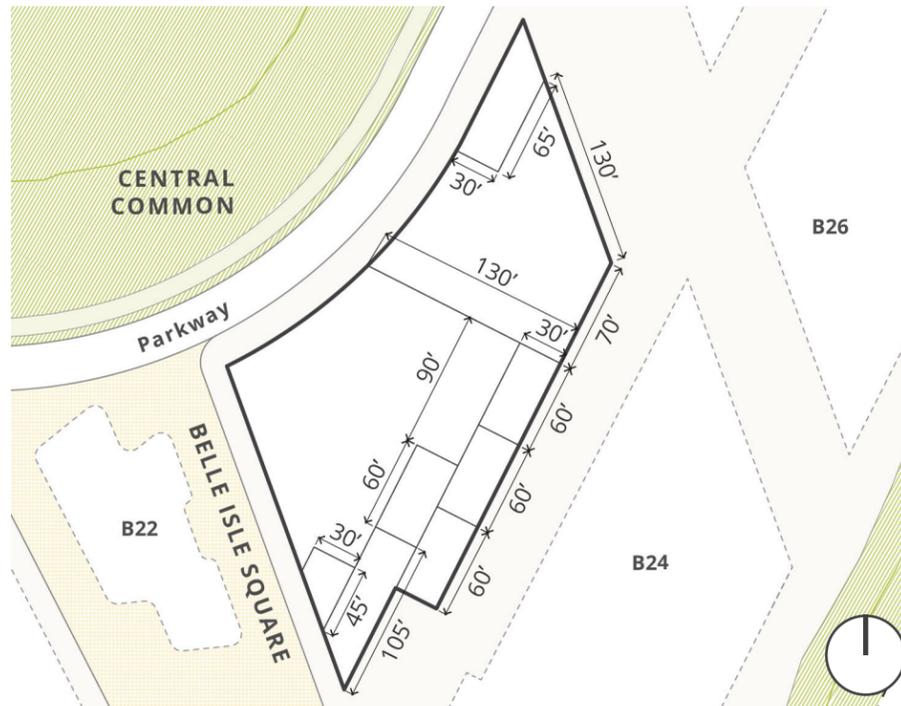


Proposed GFA	13,242 sf
Max Building Height	45'

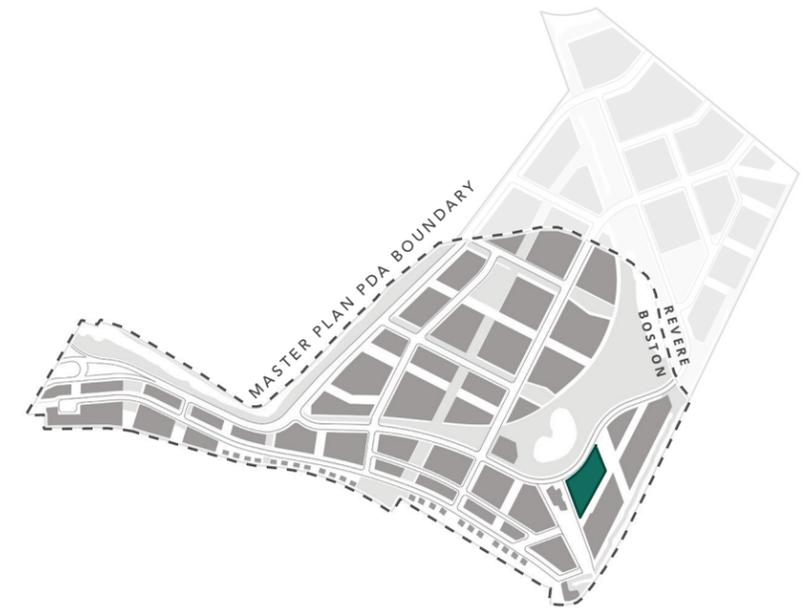
Phase 1B | Block 22
Suffolk Downs Redevelopment



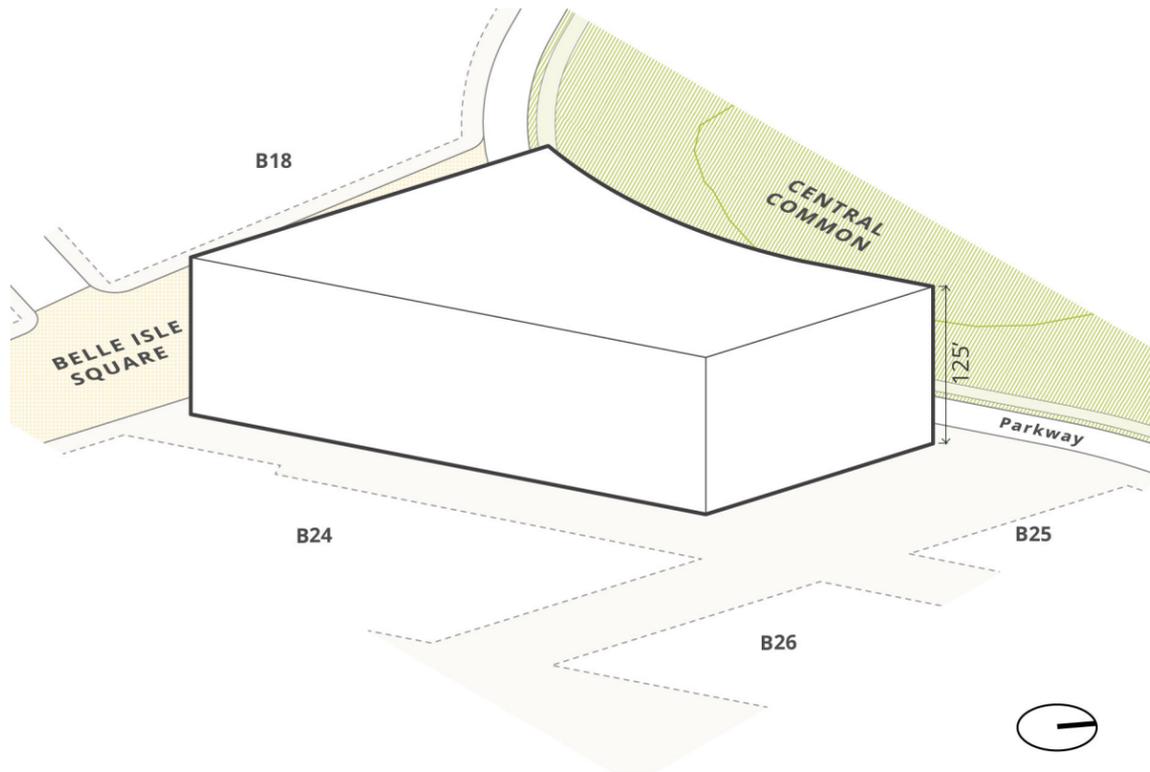
Building Envelope Plan



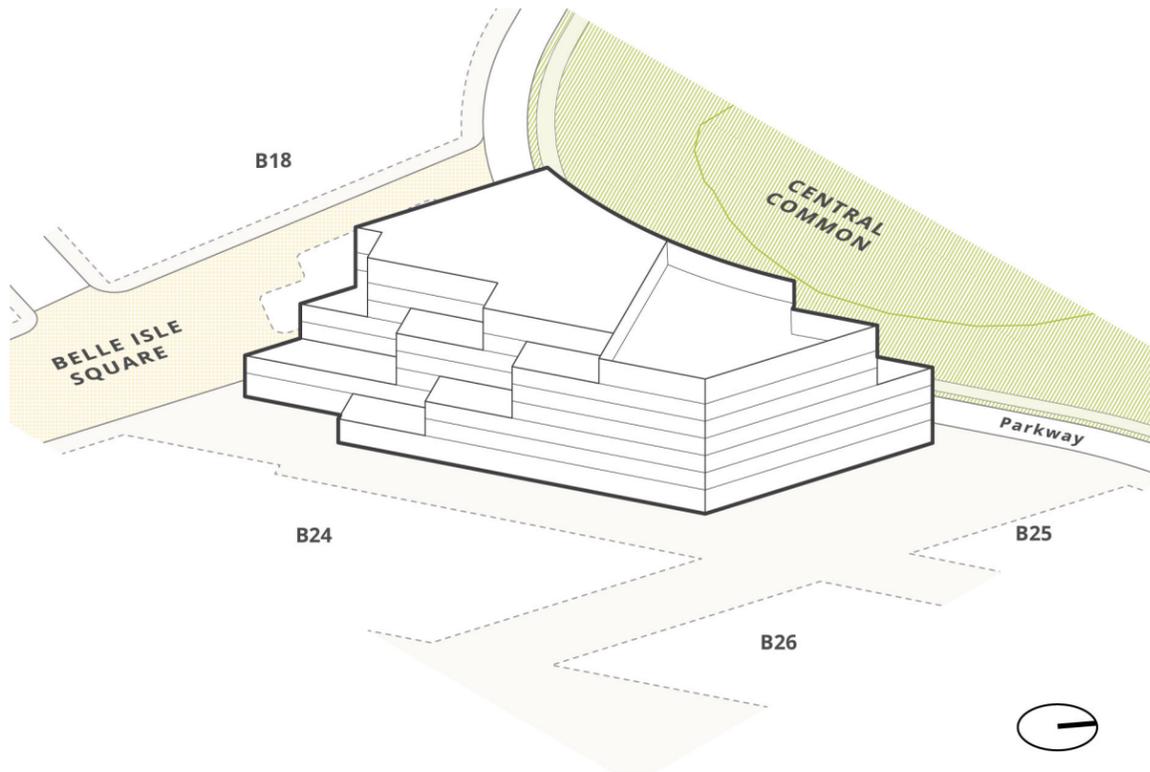
Building Massing Plan



Key Plan



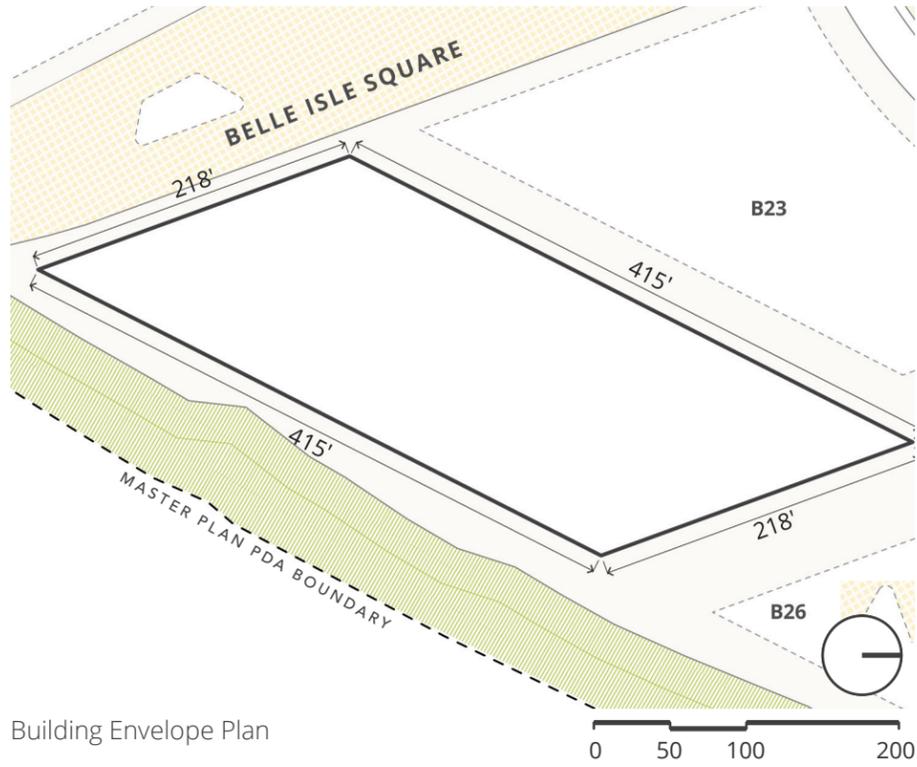
Building Envelope Axon



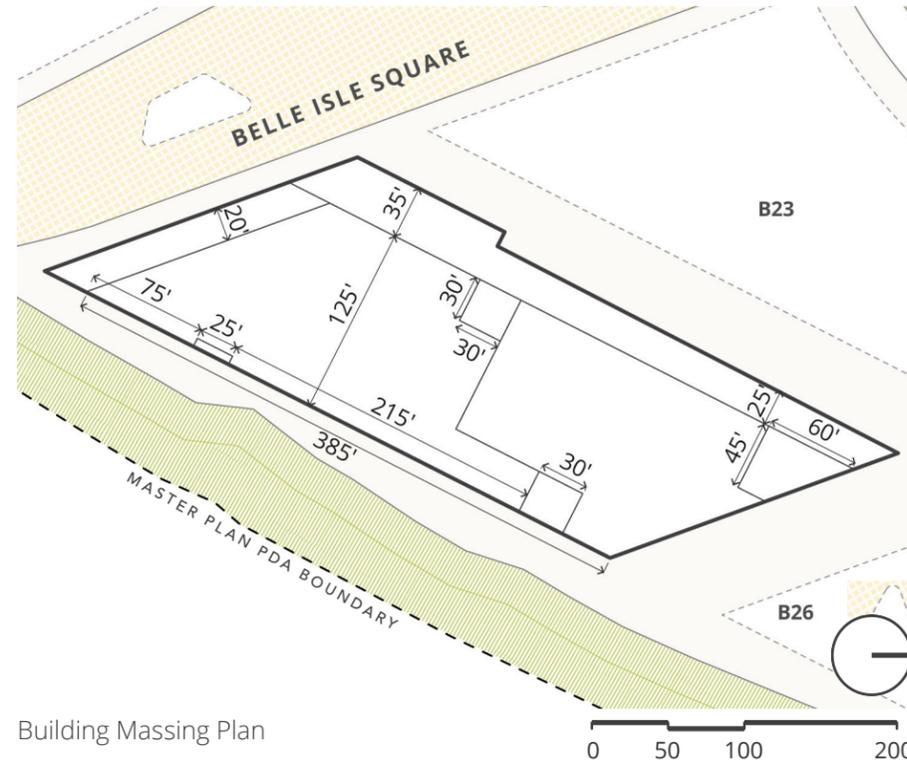
Building Massing Axon

Proposed GFA	274,473 sf
Max Building Height	125'

Phase 1B | Block 23
Suffolk Downs Redevelopment



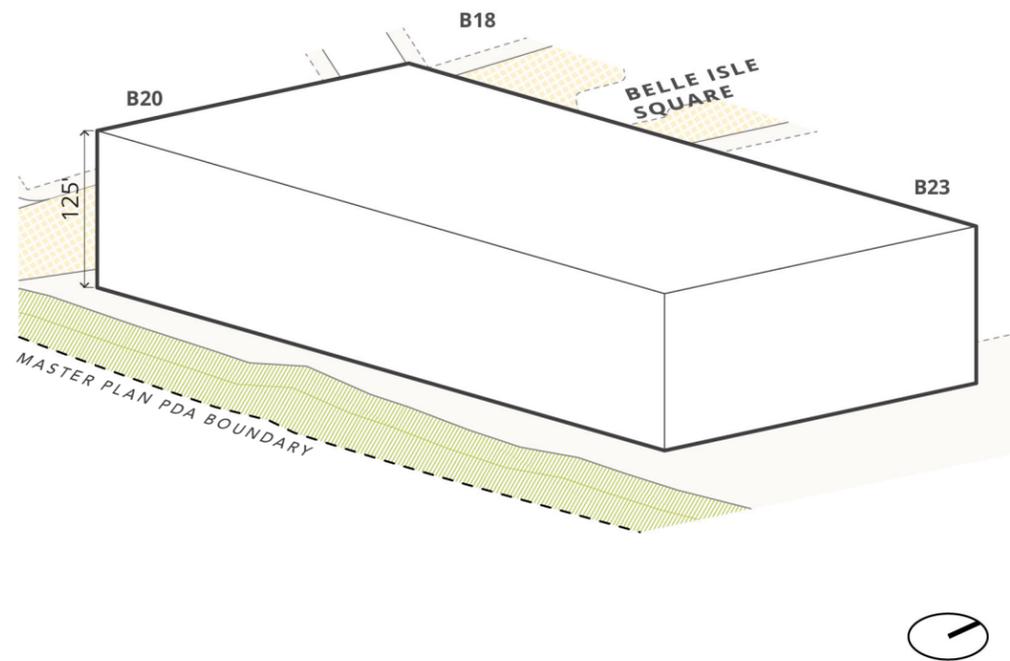
Building Envelope Plan



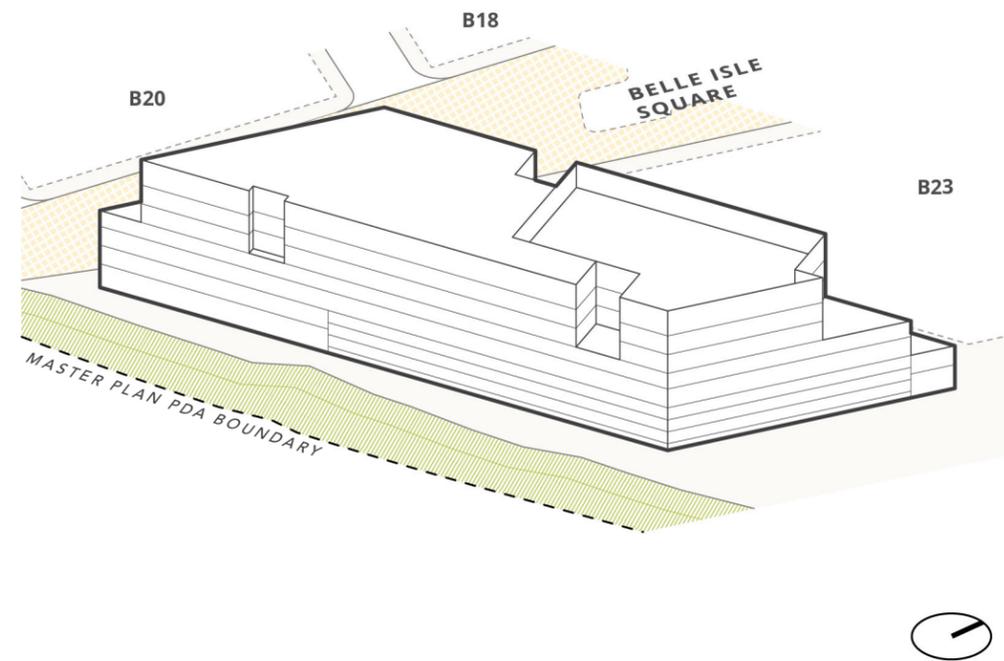
Building Massing Plan



Key Plan



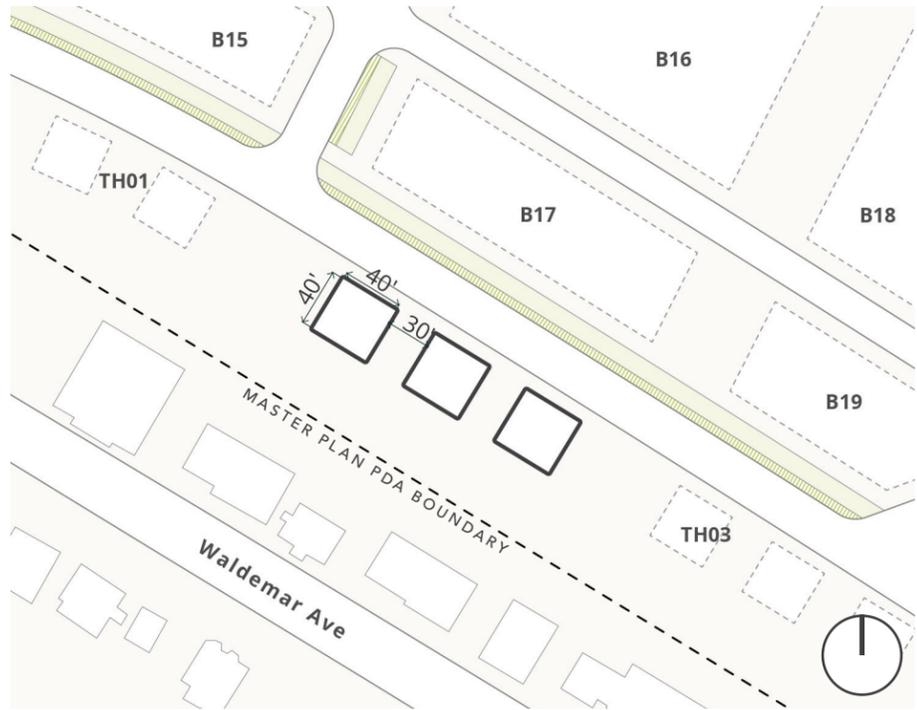
Building Envelope Axon



Building Massing Axon

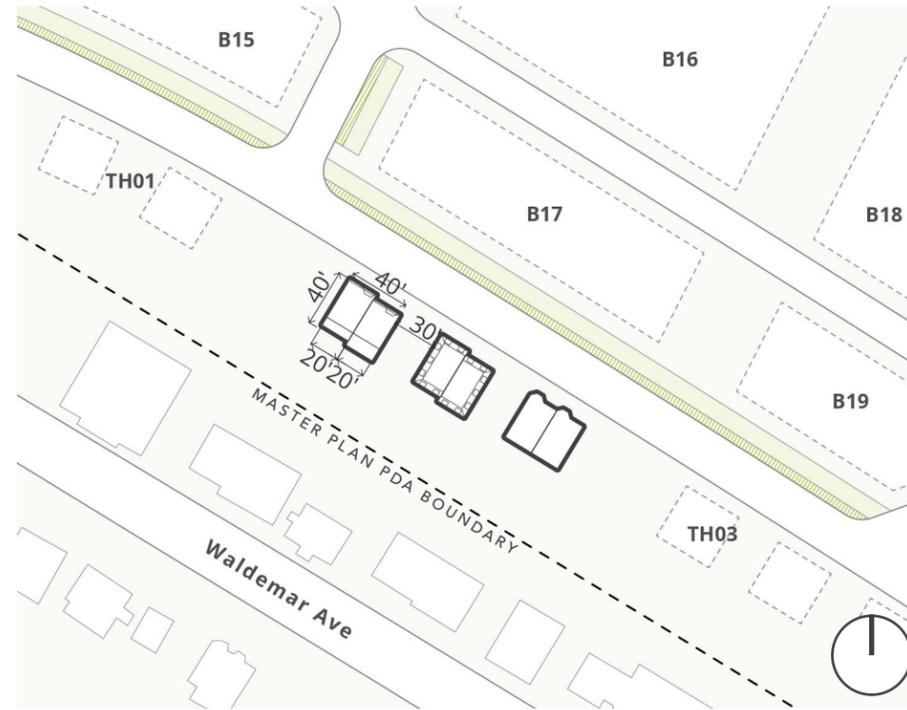
Proposed GFA	262,205 sf
Max Building Height	125'

Phase 1B | Block 24
Suffolk Downs Redevelopment



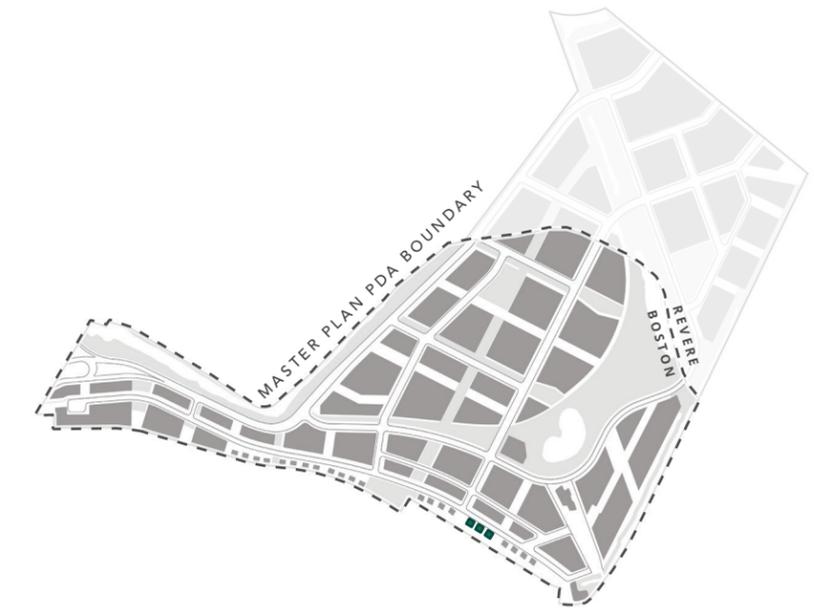
Building Envelope Plan

0 50 100 200

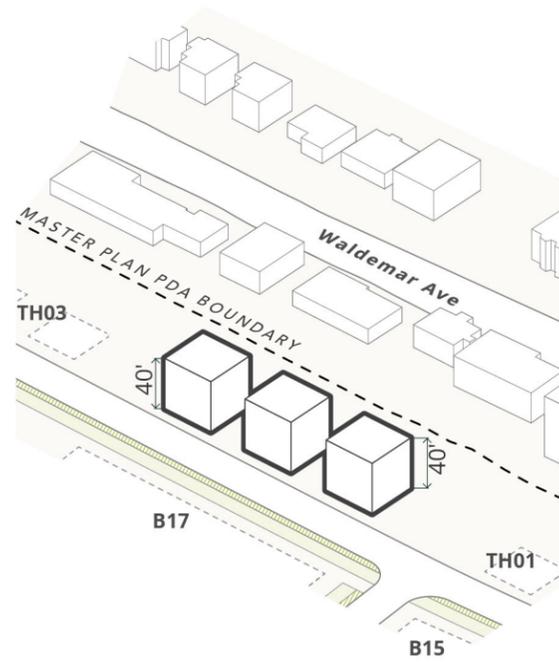


Building Massing Plan

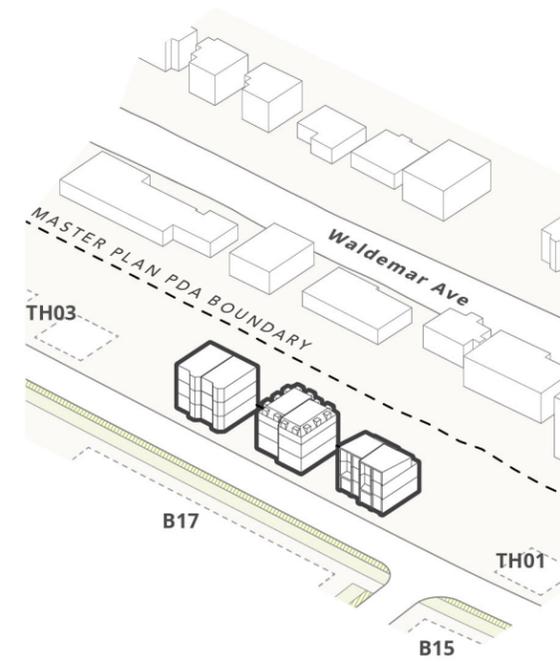
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Key Plan



Building Envelope Axon

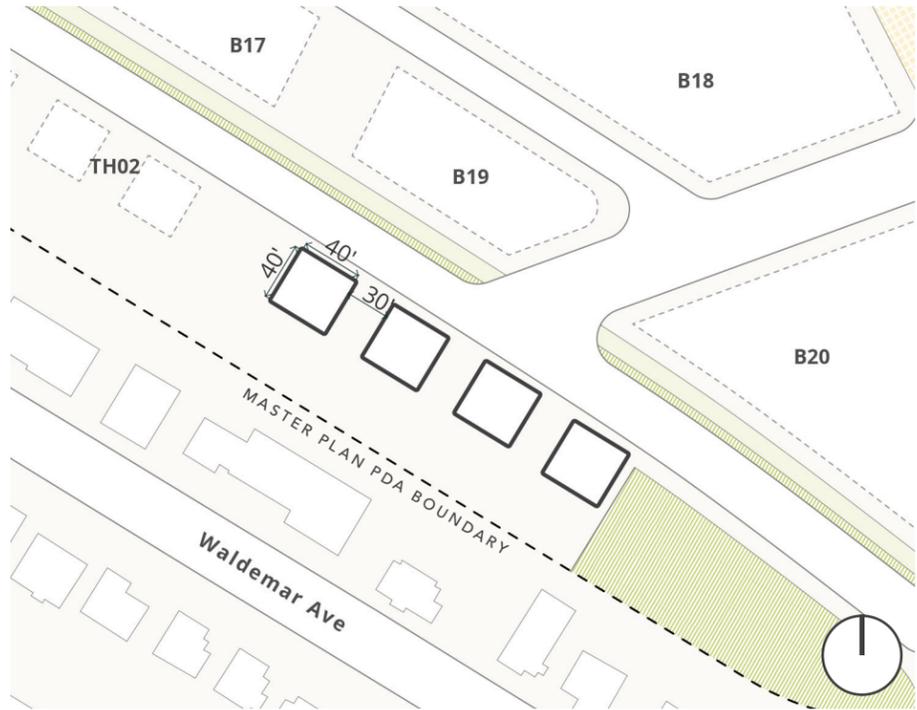


Building Massing Axon

Proposed GFA	12,504 sf
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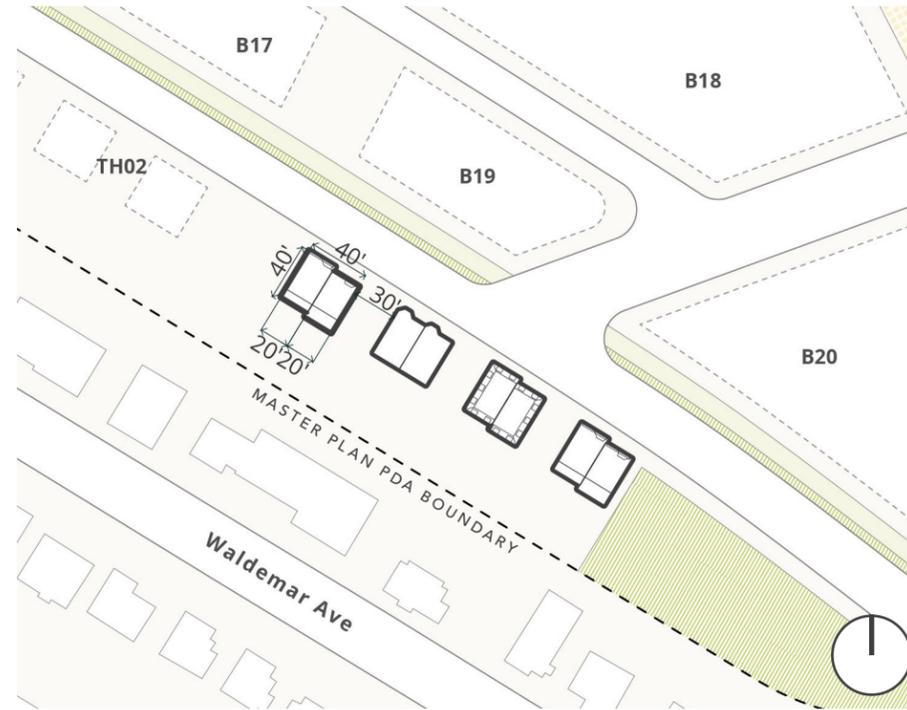
Max Building Height	40'
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Phase 1B | Block TH02
Suffolk Downs Redevelopment



Building Envelope Plan

0 50 100 200

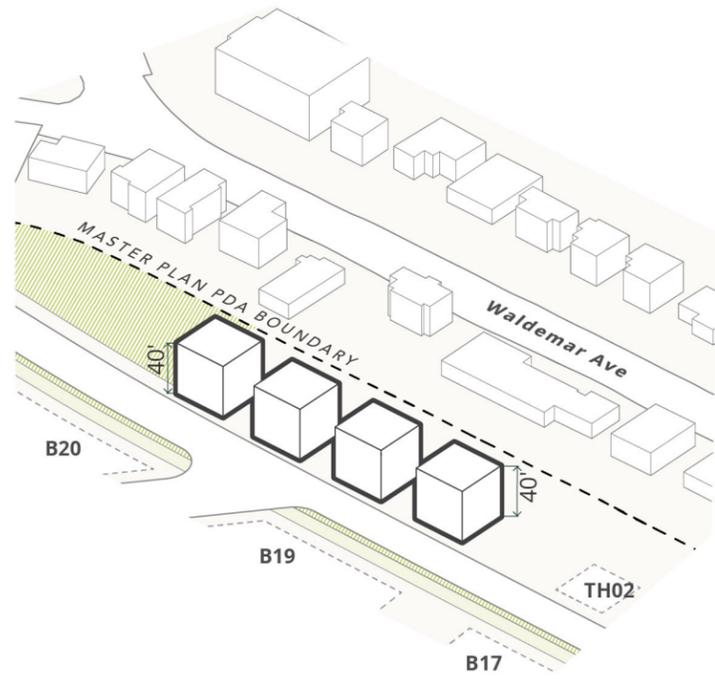


Building Massing Plan

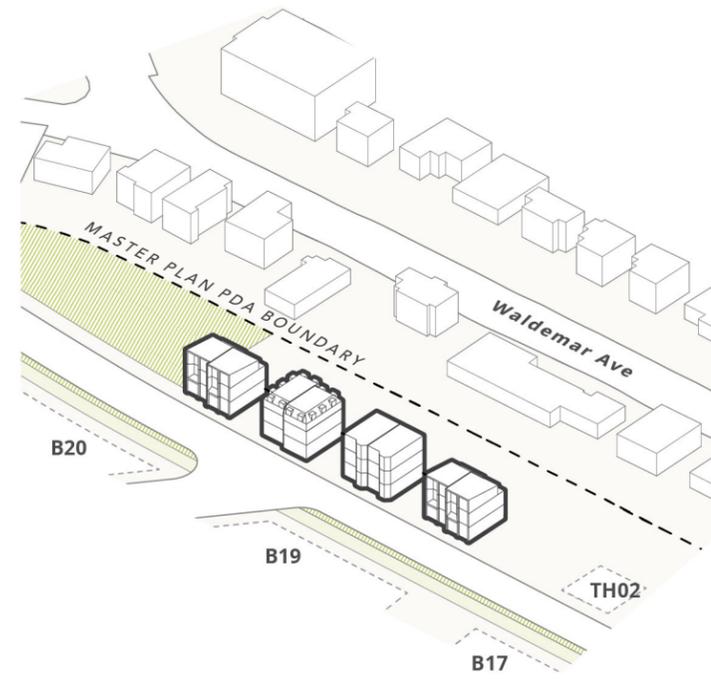
0 50 100 200



Key Plan



Building Envelope Axon



Building Massing Axon

Proposed GFA **16,672 sf**

Max Building Height **40'**

Phase 1B | Block TH03
Suffolk Downs Redevelopment

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, in each case only if approved by the BPDA.

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

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	All Construction Phases

and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	
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 E](#), 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.

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

**PHASE 2 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development 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**”) and that certain Master Plan for Planned Development Area No. [___] (the “**Master Plan**”) for the proposed redevelopment of the East Boston portion (the “**Master Plan PDA Area**”) of the approximately 161-acre Suffolk Downs site (the “**Suffolk Downs Site**”) located at 525 McClellan Highway in East Boston and Revere (the “**Master Project**”), this plan (this “**Development Plan**”) sets forth information on the second phase (the “**Phase 2 Project**”) of the redevelopment of approximately 1,129,800 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “**Phase 2 Site**”). This Development Plan sets forth the Phase 2 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 2 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (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 (including the Phase 2 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 (including the Phase 2 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. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 2 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [___] ([___]) pages of text and Exhibits A-F. All references to this Development Plan contained herein shall pertain only to such [___] ([___]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 2 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 2 Project as described in this Development

Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 2 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development 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 Phase 2 Site, as well as the entire Master Project and 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 BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 25.9-acre Phase 2 Site is located within the larger (approximately 161-acre) Suffolk Downs Site and includes a northern area and a southern area, with the northern area located in the northeastern portion of the PDA Area and the southern area located along the southern edge of the PDA Area along a portion of Waldemar Avenue. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely 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 Master Plan PDA Area (including the Phase 2 Site) 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. As noted above, the land within the Phase 2 Site is currently owned by the Proponent. In connection with the development of the Phase 2 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 2 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere 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). The Phase 2 Site presently includes portions of the clubhouse building and grandstand, portions of the racetrack and infield, and portions of adjacent paved driveways and surface parking areas.

The Master Plan PDA Area borders the Orient Heights residential neighborhood to the south. As set forth in the Master Plan, a portion of the Master Plan PDA Area has been designated as the Orient Heights Transition Zone and is subject to special restrictions for the protection of the Orient Heights neighborhood. A portion of the Phase 2 Site is located within the Orient Heights Transition Zone as shown on **Exhibit C**.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 2 Project is the second phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, and the incorporation of extensive ground-floor retail, as well as establishing additional new open space, the Central Common, at the heart of the Suffolk Downs Site. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs Massachusetts Bay Transportation Authority (“**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. The Phase 2 Project is planned to be the second phase of redeveloping the Master Plan PDA Area 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. This will include development of the second Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas.

The Phase 2 Project will include the Boston portion of a new approximately 15-acre open space known as the Central Common. The Central Common will contain an approximately 3-acre open field able to accommodate various uses, including summer picnics, soccer, fitness classes, community events, and other group activities. In addition to the Central Common, the Phase 2 Project will also include restorative work and landscaping enhancements to the existing horseshoe-shaped pond (the “**Horseshoe Pond**”), as well as the development of a new neighborhood park along Waldemar Avenue, the southernmost portion of the Active Linear Park, and a segment of the Green Finger open spaces and related landscaped wetlands enhancements that will serve as passive green pedestrian corridors and provide improved resiliency and stormwater management capabilities. As part of the Phase 2 Project, additional pedestrian-friendly publicly-accessible open space will also be developed and will enhance resiliency. Approximately 380,000 square feet (about 8.9 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 2 Project. A Site Plan for the Phase 2 Project is attached as **Exhibit C**.

The Phase 2 Project consists of ten (10) buildings (B12-15, B25-26, B30, B33, B34 and B43), plus an additional four (4) townhome buildings (designated TH01). Subject to changes permitted by this Development Plan, the Phase 2 Project shall contain a total of approximately 1,731,000 square feet of Gross Floor Area, of which approximately 1,325,000 square feet at full build-out shall be used for Residential Uses and approximately 406,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in **Exhibit D**, and uses accessory thereto, including at least 51,000 square feet of Active Ground Floor Uses (as defined below). The architectural design of the Phase 2 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety

of materials to assure both a rich pedestrian environment and visual experience. The Phase 2 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking 21st century live-work-play neighborhood. The architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA's design review. Buildings within the Phase 2 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 2 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, "Building Height" shall exclude roof structures, decks, penthouses and equipment that may be located on the roof of the Phase 2 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. "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.

The dimensional or 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) shall not be applicable to the Phase 2 Project and the Phase 2 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 2 Project.

5. Proposed Uses of the Phase 2 Site. Except as set forth below for the portion of the Phase 2 Site located within the Orient Heights Transition Zone, allowed uses within the Phase 2 Site shall include the following uses, each as more particularly defined on **Exhibit E** 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 Development 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 for the portion of the Phase 2 Site located within the Orient Heights Transition Zone, and subject to or consistent with the table in **Exhibit D**, all of the Permitted Uses shall be allowed within and throughout the Phase 2 Site.

The portion of the Phase 2 Site located within 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.

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 2 Project, including at the Central Common, the Waldemar Neighborhood Park, the initial section of the Active Linear Park, and additional improvements to the open space surrounding and including the Horseshoe Pond located in Phase 1. Approximately 380,000 square feet (about 8.9 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 2 Project, including the open space areas shown on Exhibit C and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or an association of property owners of the Suffolk Downs Site or portions thereof, as public open space. The Phase 2 Project's open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 2 Project and the Phase 2 Site and are superseded by this Development Plan.

7. Transportation. The Phase 2 Project will involve the construction of the second phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 2 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. 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 Phase 2 Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. 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 Phase 2 Project and 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 within the Suffolk Downs Site 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 the Phase 2 Project. Pursuant to the Master Transportation Improvement Agreement to be entered into by the Proponent and the Boston Transportation Department ("**BTD**") with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 2

Project, the owner of the applicable building shall enter into a Transportation Access Plan Agreement for such building with the BTB specifying the traffic mitigation and transportation improvements required for such building. If the amount of traffic generated by the Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report 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.

8. Proposed Parking and Loading. As currently contemplated, the Phase 2 Project's parking garages will include capacity for the parking of up to 794 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. The Phase 2 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 2 Project and the Phase 2 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 2 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 2 Project includes the development of approximately 1,325,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent 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**"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 2 Project, the Non-Discrimination Covenant required by the Master Plan shall have been recorded.

11. Green Buildings. The Phase 2 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having upon completion of

the Phase 1 and 2 Projects, at least 60% of the buildings developed in the Phase 1 and Phase 2 Projects (collectively) satisfy the requirements for a minimum LEEDv4 Gold rating, with the other buildings satisfying the requirements for a minimum LEEDv4 Silver rating. In addition, the Proponent has committed to construction of one “Passive House” demonstration project (multi-family residential) of at least 50,000 Gross Square Feet prior to the completion of the Phase 2 Project.

12. Signage. The signage program for the Phase 2 Project shall be subject to design review by the BPDA, and any “Sign” that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 2 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 2 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of 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 Phase 2 Project shall also provide a material increase in housing units. Among its many other anticipated benefits, the Phase 2 Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston 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 Phase 2 Site, 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. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Phase 1 and 2 Projects (collectively) to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.

- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. 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, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.
- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- i. 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.
- j. Improve local and regional transportation infrastructure and services through the second phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections 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 within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.
- k. 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 Phase 2 Project buildings and meeting the standards for LEEDv4 Gold for at least 60% of the Phase 1 and Phase 2 Project buildings (collectively).
- l. 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. In addition, the Proponent has committed to construction of one “Passive House” demonstration project

(multi-family residential) of at least 50,000 Gross Square Feet prior to the completion of the Phase 2 Project.

- m. 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 Project, noting the measures to be provided for the Phase 2 Project, is attached as **Exhibit F**.

15. Development Review Procedures. The Phase 2 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as **Exhibit D**. The design of the individual buildings will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and 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 Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 2 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,
- b. following the pre-submission meeting, the Proponent shall submit a building design review package for the applicable portion of the Phase 2 Project, which shall contain:
 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,
 - (ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,
 - (iii) the most recent traffic monitoring reports for traffic generated by the Master Project,
 - (iv) a LEED checklist for each building,
 - (v) drainage plans,
 - (vi) updated information regarding relevant utility infrastructure,

- (vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,
 - (viii) a construction management plan regarding construction period impacts, and
 - (vi) a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish,
- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the “**IAG**”),
 - d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent’s website,
 - e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
 - f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
 - g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and
 - h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA’s Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 2 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 Phase 2 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 2 Project for the Phase 2 Site. This Development Plan is consistent with the Master Plan and is therefore 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 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 Phase 2 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 2 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, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 2 Site as a whole and not to each individual lot, and 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 Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 2 Site may seek amendment of this Development 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 Phase 2 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 2 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed 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 buildings and site improvements included in the Phase 2 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 2 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Development 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 2 Site than the distance shown on Exhibit C, without an amendment of this Development Plan and the Master Plan.

Exhibit A

Legal Description of Phase 2 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 2B South

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 2B South on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the northerly sideline of Waldemar Avenue, being the westerly corner of the area described herein thence running;

N 26° 24' 34" E	136.13 feet to a point, thence turning and running;
N 08° 42' 59" E	340.13 feet to a point, thence turning and running;
S 85° 51' 49" E	166.15 feet to a point, thence turning and running;
S 84° 14' 17" E	207.69 feet to a point, thence turning and running;
N 26° 51' 26" E	419.42 feet to a point, thence turning and running;
S 63° 08' 34" E	608.76 feet to a point, thence turning and running;
SOUTHWESTERLY	124.86 feet by a non-tangent curve to the right with a radius of 1225.00 feet to a point, thence turning and running;
SOUTHWESTERLY	96.79 feet by a curve to the right with a radius of 700.00 feet to a point, thence turning and running;
S 07° 31' 38" E	218.89 feet to a point, thence turning and running;
S 28° 11' 58" W	95.69 feet to a point, thence turning and running;
N 63° 08' 19" W	230.89 feet to a point, thence turning and running;
S 26° 53' 05" W	505.74 feet to a point on the northerly line of land now or formerly S&B Realty Trust, said last 12 courses being over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running;
N 58° 41' 08" W	324.57 feet to a point, said last course being by land now or formerly of S&B Realty Trust, Robert and Angela Manzo, Frank and Diane Ingemi, Dung Tran & Yen Nguyen, and Peter and Mary Frassica, thence turning and running;

S 31° 18' 52" W 100.00 feet to a point on the northerly sideline of Waldemar Avenue, said last course being by land now or formerly of Peter and Mary Frassica, thence turning and running;

N 58° 41' 08" W 150.68 feet to a point, thence turning and running;

WESTERLY 125.41 feet by a curve to the left with a radius of 1465.00 feet to the point of beginning, said last 2 courses being by the northerly sideline of Waldemar Avenue.

Containing 589,565 square feet more or less, or 13.535 acres, more or less.

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 2B North

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 2B North on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the city line between Boston and Revere at the most northerly corner of the area described herein, thence running;

S 64° 00' 33" E	5.43 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 on the westerly sideline of Washburn Avenue, said last 8 courses being by the city line between Boston and Revere, thence turning and running;
S 25° 50' 12" W	776.22 feet to a point, said last course being by the westerly sideline of Washburn Avenue, thence turning and running;
N 19° 57' 47" W	553.27 feet to a point, thence turning and running;
N 52° 24' 51" W	347.57 feet to a point, thence turning and running;
NORTHEASTERLY	202.37 feet by a non-tangent curve to the left with a radius of 1225.00 feet to a point, thence turning and running;
NORTHEASTERLY	267.11 feet by a curve to the left with a radius of 875.00 feet to a point, thence turning and running;

NORTHERLY

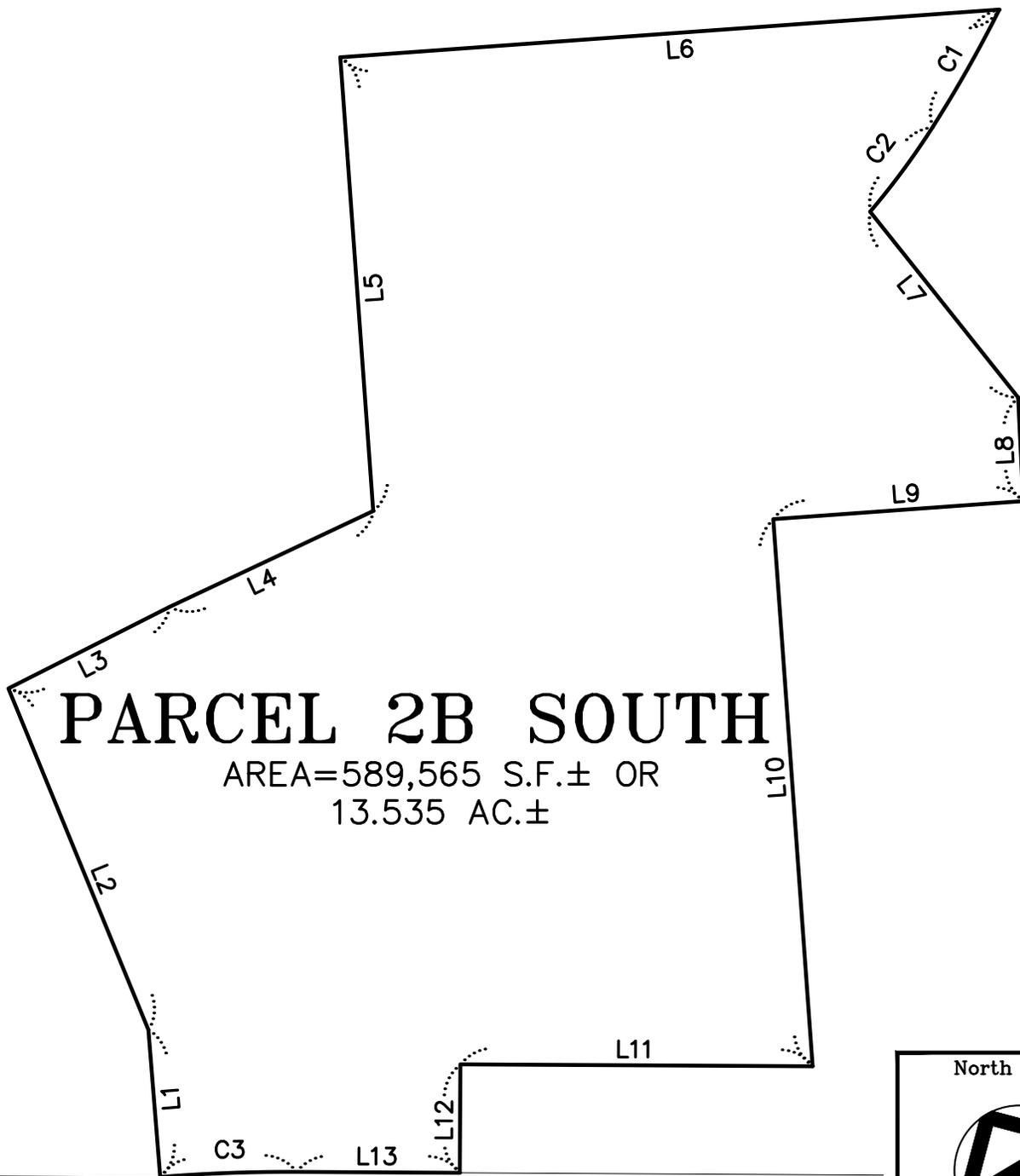
520.98 feet by a curve to the left with a radius of 910.00 feet to the point of beginning, said last 5 courses being over and upon land of Sterling Suffolk Racecourse, LLC.

Containing 540,257 square feet more or less, or 12.403 acres, more or less.

Exhibit B

Depiction of Phase 2 Site

[see attached]



PARCEL 2B SOUTH

AREA=589,565 S.F.± OR
13.535 AC.±

WALDEMAR AVENUE
(50' WIDE-PUBLIC)



Suffolk Downs
Boston Phases 1B-5B
Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
One Congress Street, 11th Floor
Boston, Massachusetts

Phase 2B South Exhibit
Scale: 1"=150' Date: 01/29/2019
Source File: 285402B012A
Drawing No. 285402P148A-003
B+T Project No. 2854.02

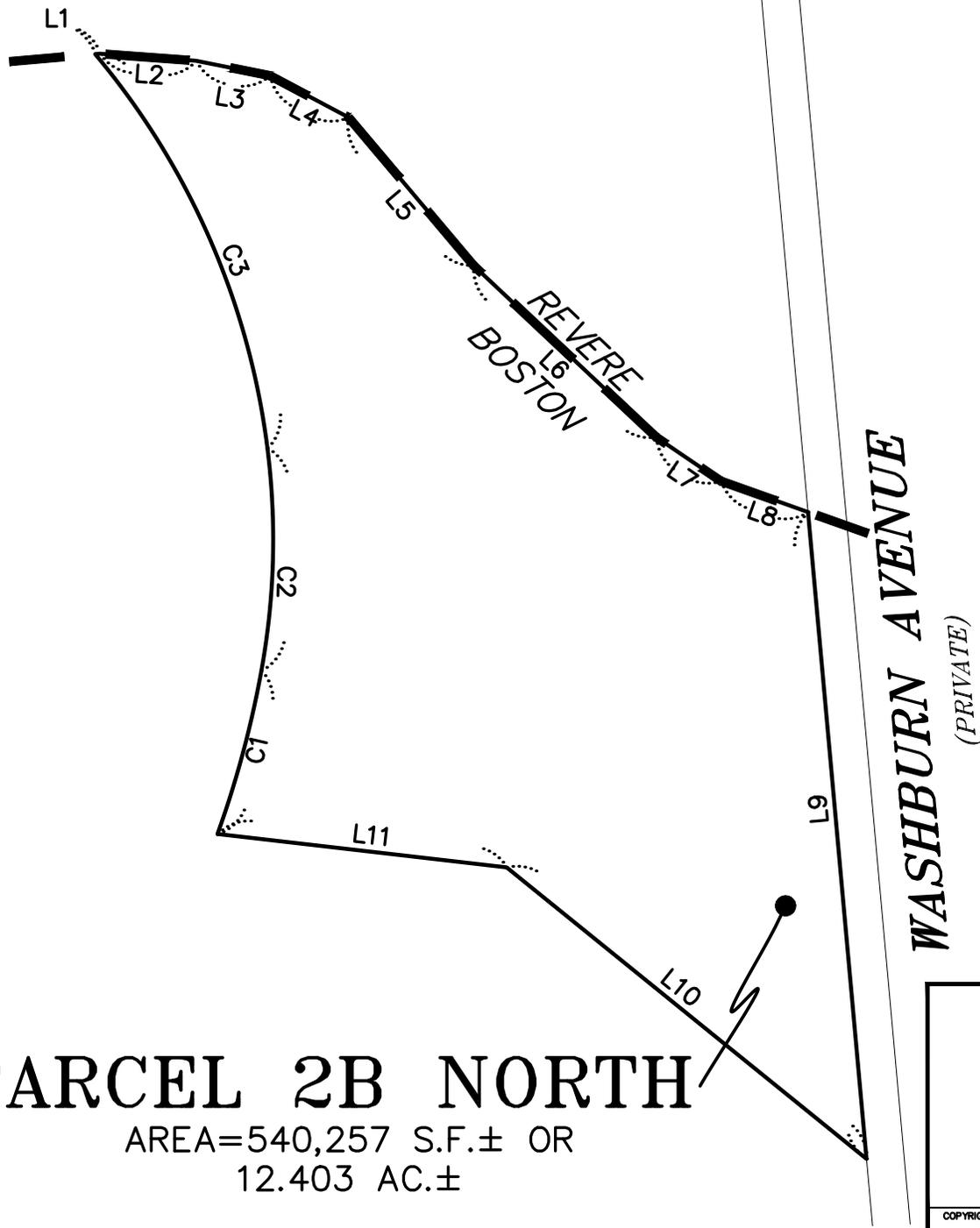
Line Table		
Line #	Direction	Length
L1	N26° 24' 34"E	136.13
L2	N8° 42' 59"E	340.13
L3	S85° 51' 49"E	166.15
L4	S84° 14' 17"E	207.69
L5	N26° 51' 26"E	419.42
L6	S63° 08' 34"E	608.76
L7	S7° 31' 38"E	218.89
L8	S28° 11' 58"W	95.69
L9	N63° 08' 19"W	230.89
L10	S26° 53' 05"W	505.74
L11	N58° 41' 08"W	324.57
L12	S31° 18' 52"W	100.00
L13	N58° 41' 08"W	150.68

Curve Table			
Curve #	Length	Radius	Delta
C1	124.86	1225.00	5°50'25"
C2	96.79	700.00	7°55'21"
C3	125.41	1465.00	4°54'18"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 2B South Exhibit
Line & Curve Tables
 Scale: 1"=150' Date: 01/29/2019

 Source File: 285402B012A
 Drawing No. 285402P148A-004
 B+T Project No. 2854.02



PARCEL 2B NORTH

AREA=540,257 S.F.± OR
12.403 AC.±



Suffolk Downs
Boston Phases 1B-5B
Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
One Congress Street, 11th Floor
Boston, Massachusetts

Phase 2B North Exhibit
Scale: 1"=200' Date: 01/29/2019
Source File: 285402B012A
Drawing No. 285402P148A-005
B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	S64° 00' 33"E	5.43
L2	S54° 47' 43"E	115.28
L3	S47° 38' 08"E	90.14
L4	S31° 01' 03"E	106.28
L5	S9° 08' 28"E	231.61
L6	S15° 44' 48"E	299.35
L7	S24° 47' 58"E	93.47
L8	S39° 23' 08"E	110.41
L9	S25° 50' 12"W	776.22
L10	N19° 57' 47"W	553.27
L11	N52° 24' 51"W	347.57

Curve Table			
Curve #	Length	Radius	Delta
C1	202.37	1225.00	9°27'56"
C2	267.11	875.00	17°29'26"
C3	520.98	910.00	32°48'07"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 2B North Exhibit
Line & Curve Tables
 Scale: 1"=200' Date: 01/29/2019

 Source File: 285402B012A
 Drawing No. 285402P148A-006
 B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]



Key

 Orient Heights Transition Zone

B12:	171,317 sf
B13:	68,635 sf
B14:	239,245 sf
B15:	100,358 sf
B25:	161,595 sf
B26:	370,550 sf
B30:	200,913 sf
B33:	252,834 sf
B34:	116,196 sf
B43:	32,190 sf
TH01:	16,672 sf

Phase 2B Residential **1,325,203 sf**

Phase 2B Non - Residential **405,303 sf**

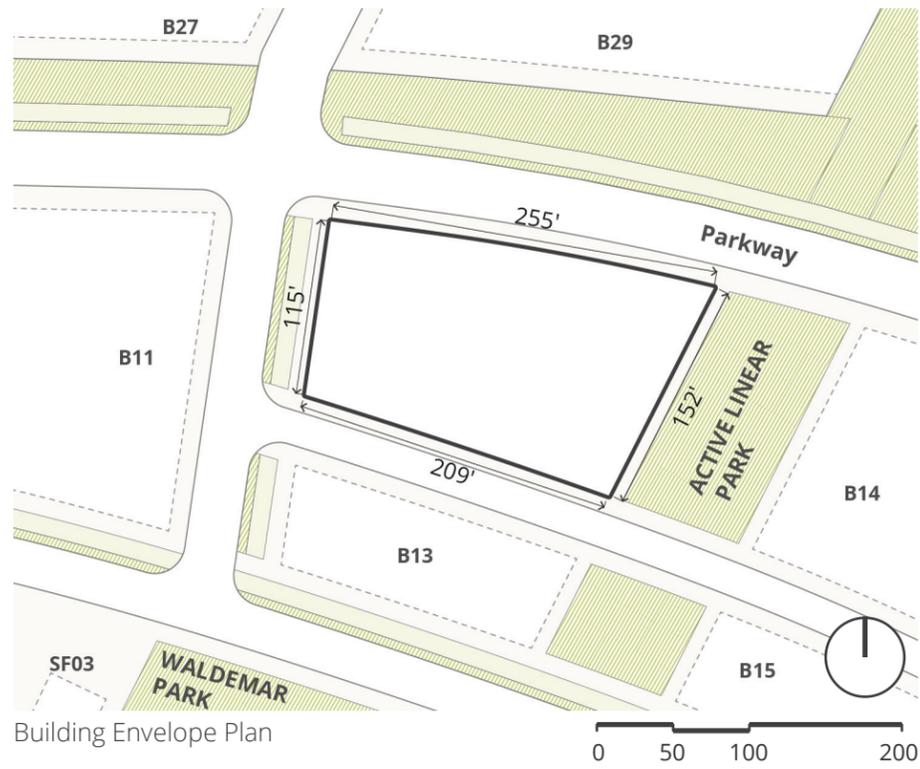
TOTAL PHASE 2B
1,730,506 sf

Phase 2B
Suffolk Downs Redevelopment

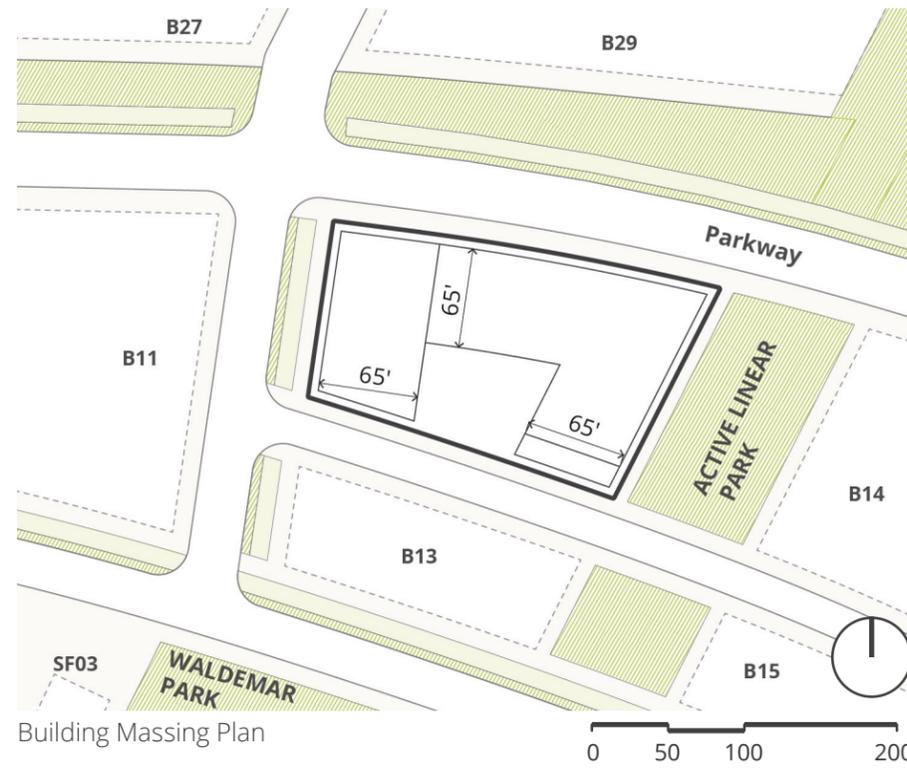
Exhibit D

Building Use, Dimensions and Massing Plans

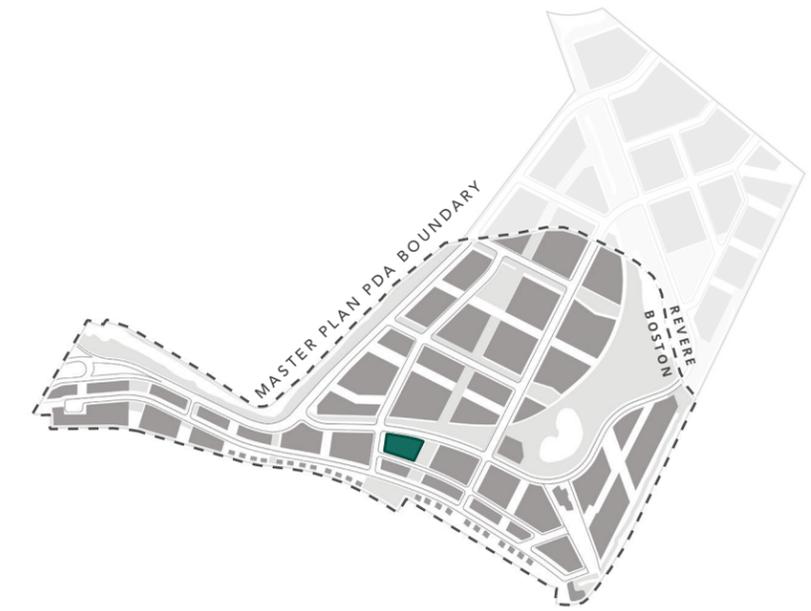
Building	Principal Use	Maximum Building Height (ft)	Aprox. Gross Floor Area (sf)
B12	Residential	175	171,317
B13	Residential	70	68,635
B14	Residential	175	239,245
B15	Residential	70	100,358
B25	Residential	140	161,595
B26	Residential	140	370,550
B30	Residential	140	200,913
B33	Commercial	140	252,834
B34	Commercial	125	116,196
B43	Commercial	45	32,190
TH01 (4 Townhomes)	Residential	40	16,672
Total			1,730,506



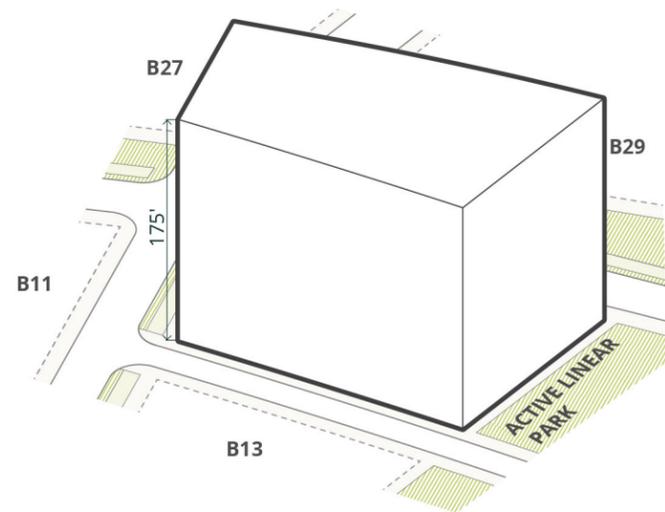
Building Envelope Plan



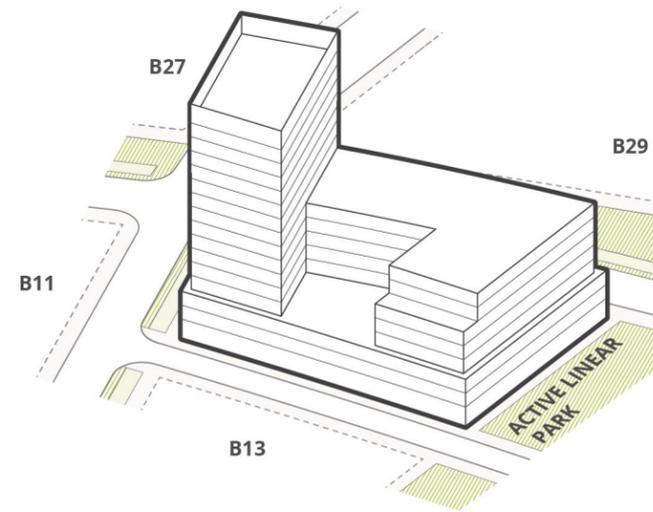
Building Massing Plan



Key Plan



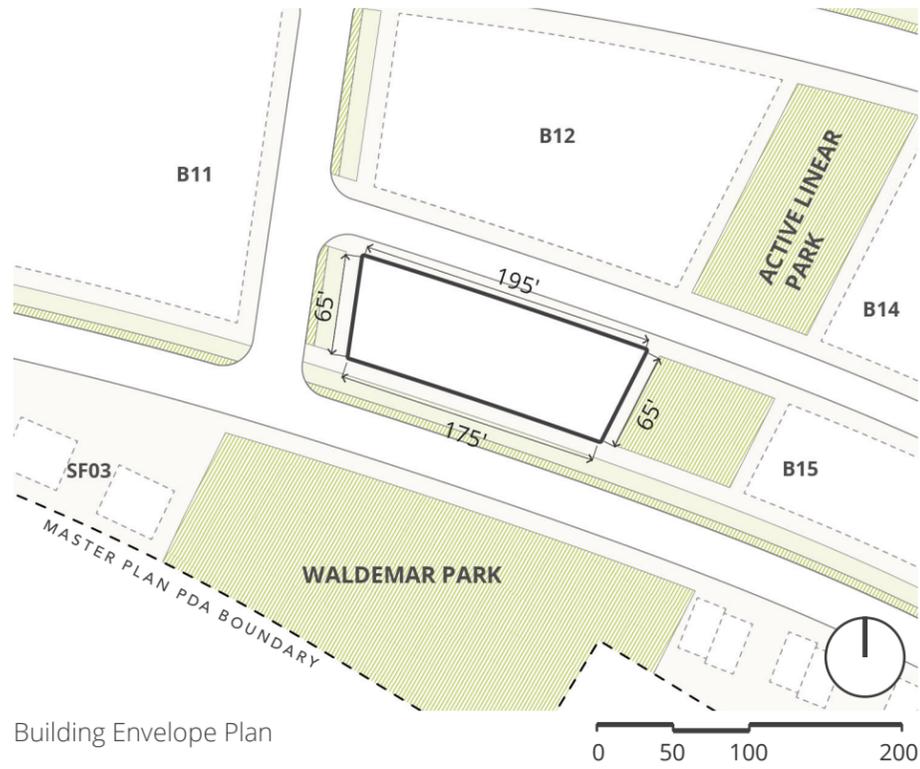
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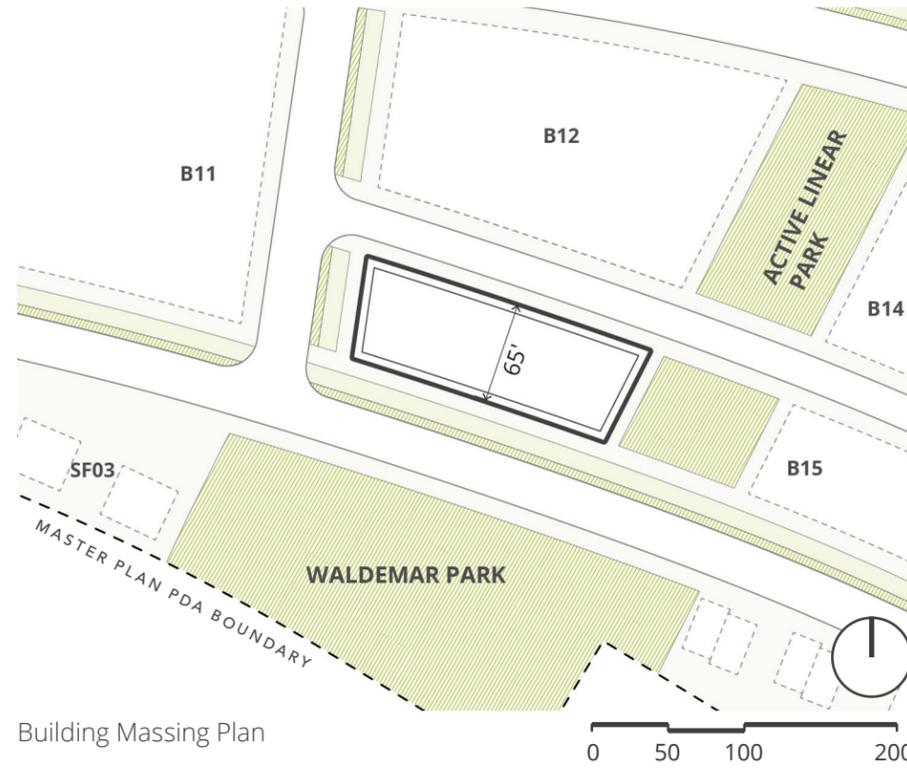
Building Massing Axon

Proposed GFA	171,317 sf
Max Building Height	175'

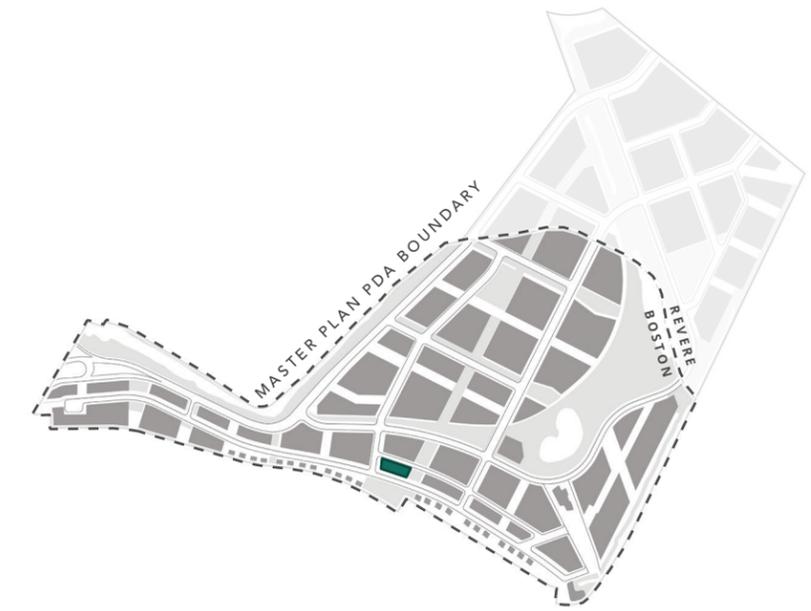
Phase 2B | Block 12
Suffolk Downs Redevelopment



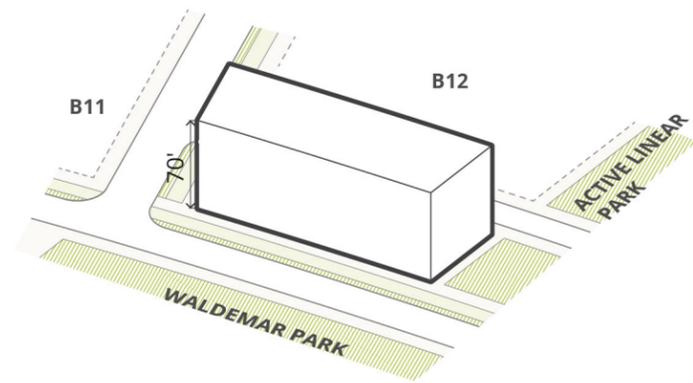
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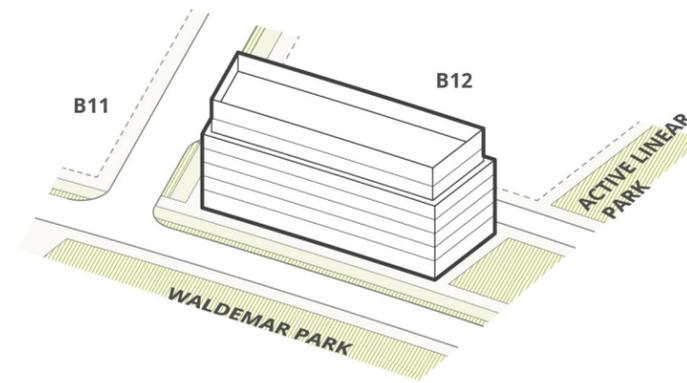
Building Massing Plan



Key Plan



Building Envelope Axon

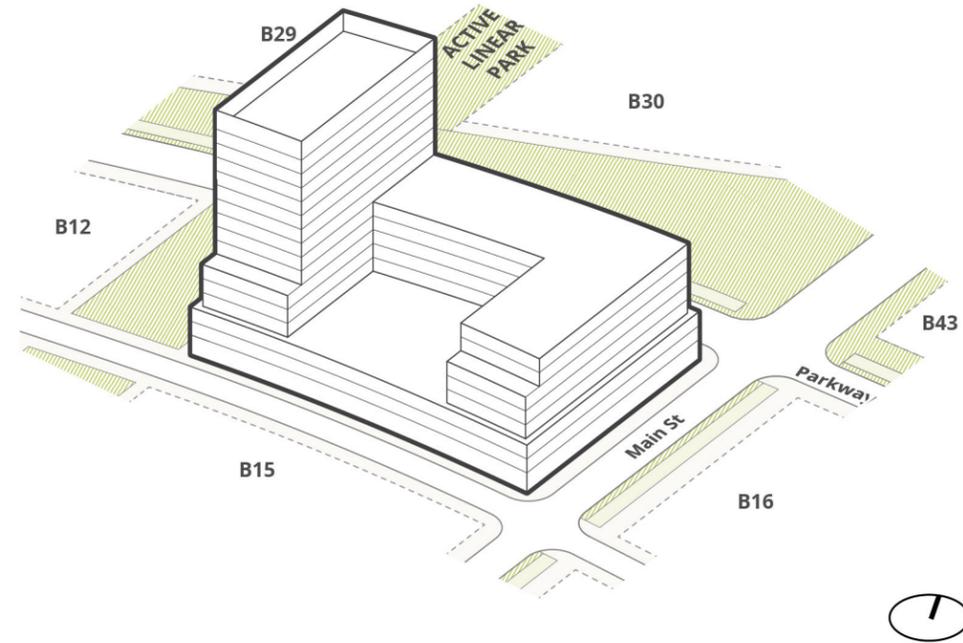
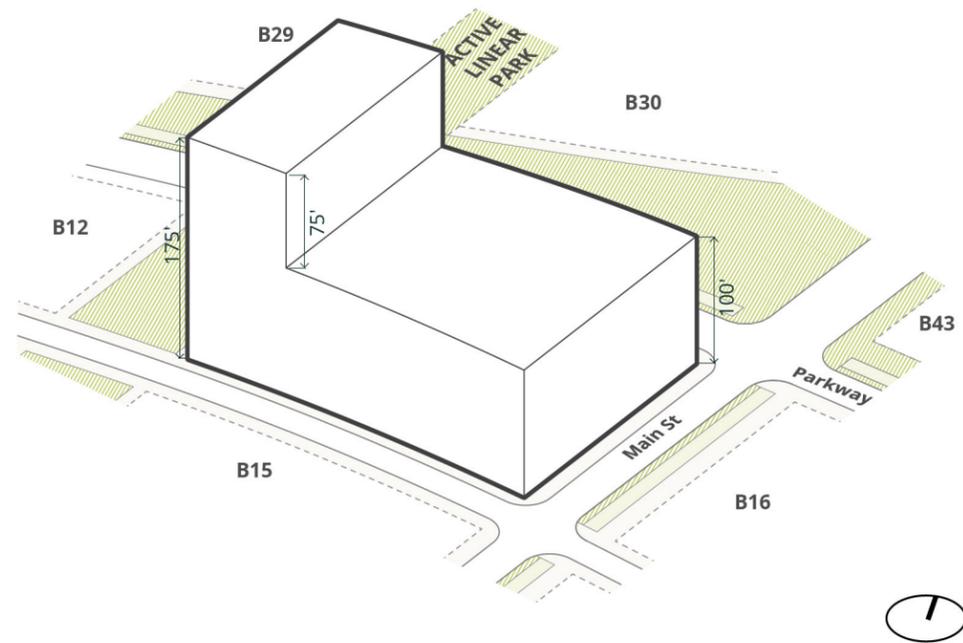
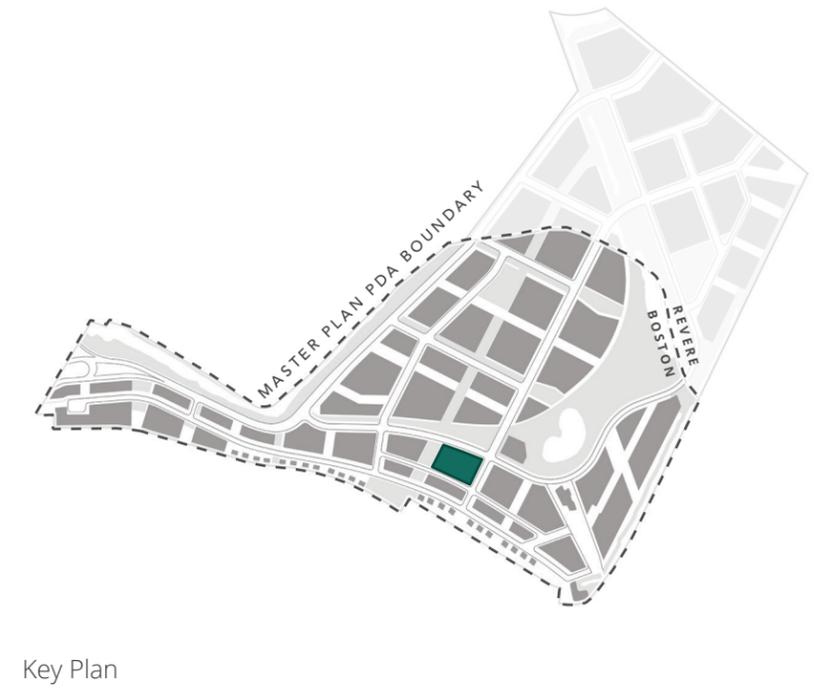
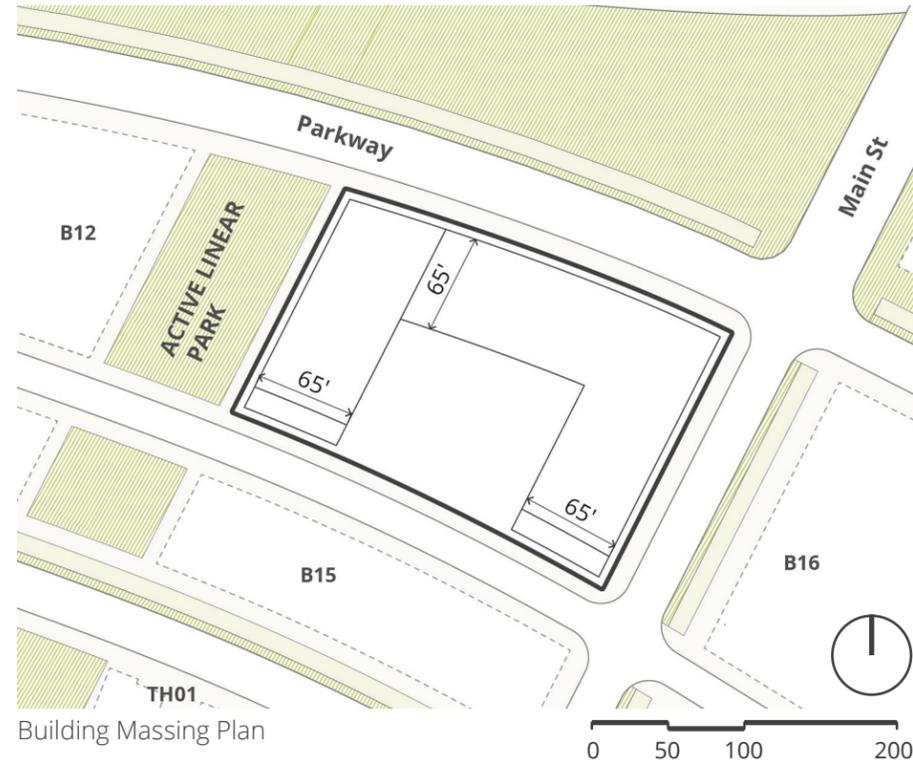
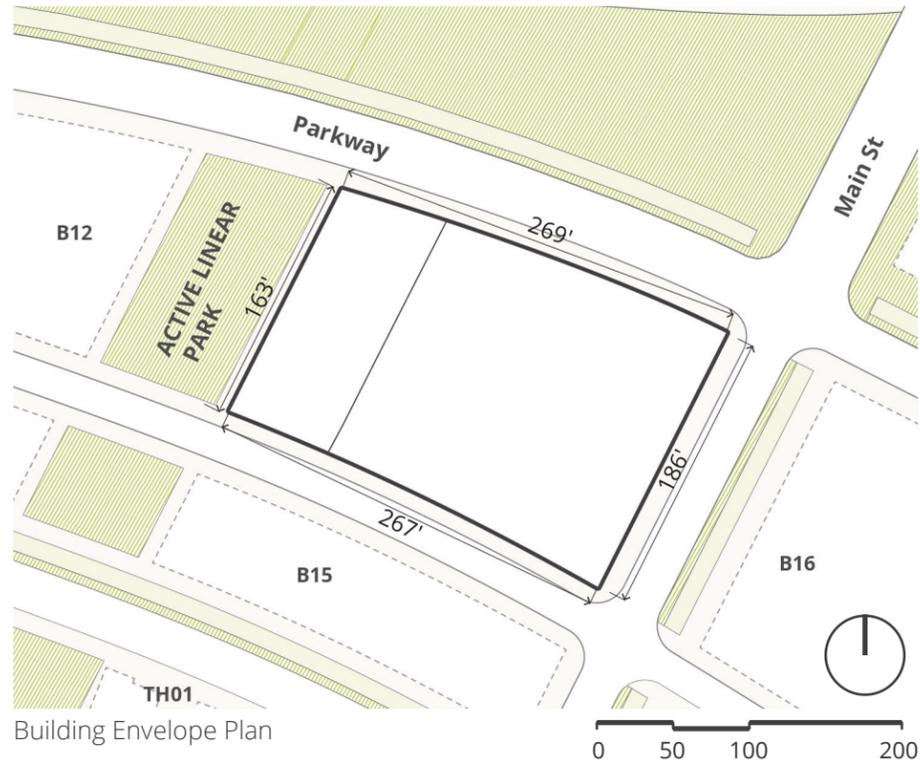


Building Massing Axon

Proposed GFA **68,635 sf**

Max Building Height **70'**

Phase 2B | Block 13
Suffolk Downs Redevelopment

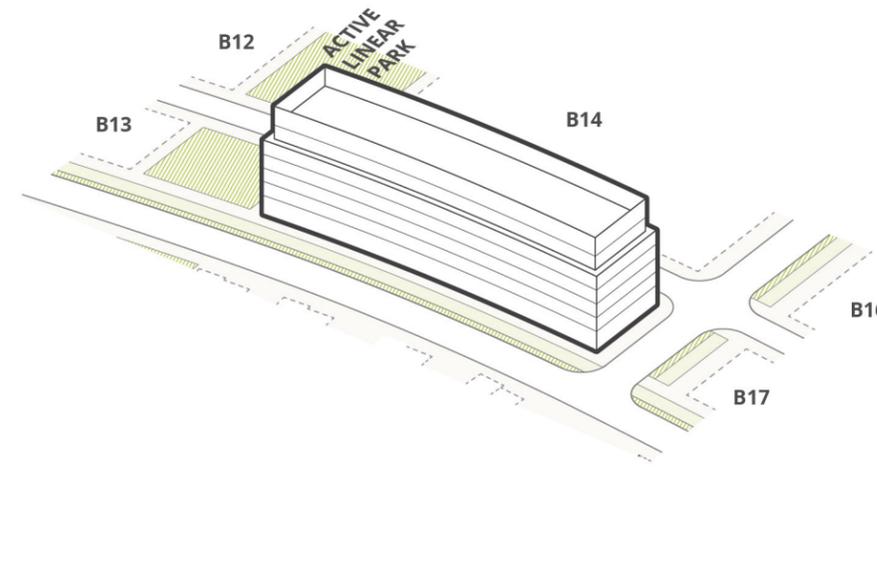
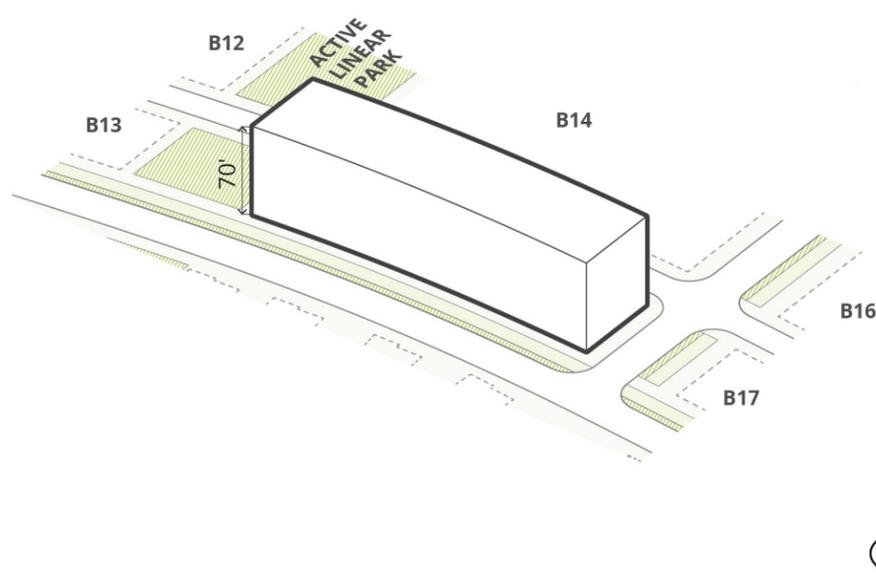
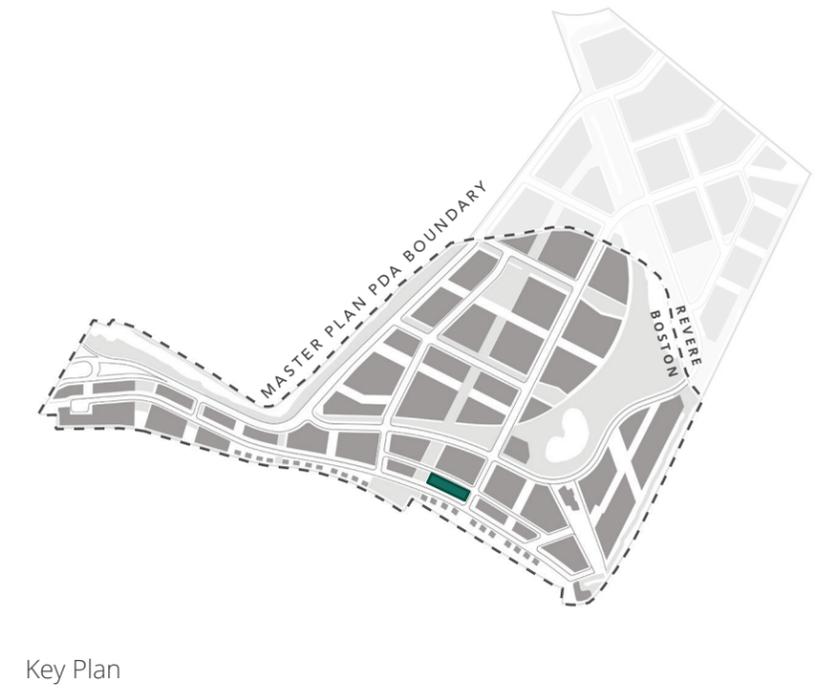
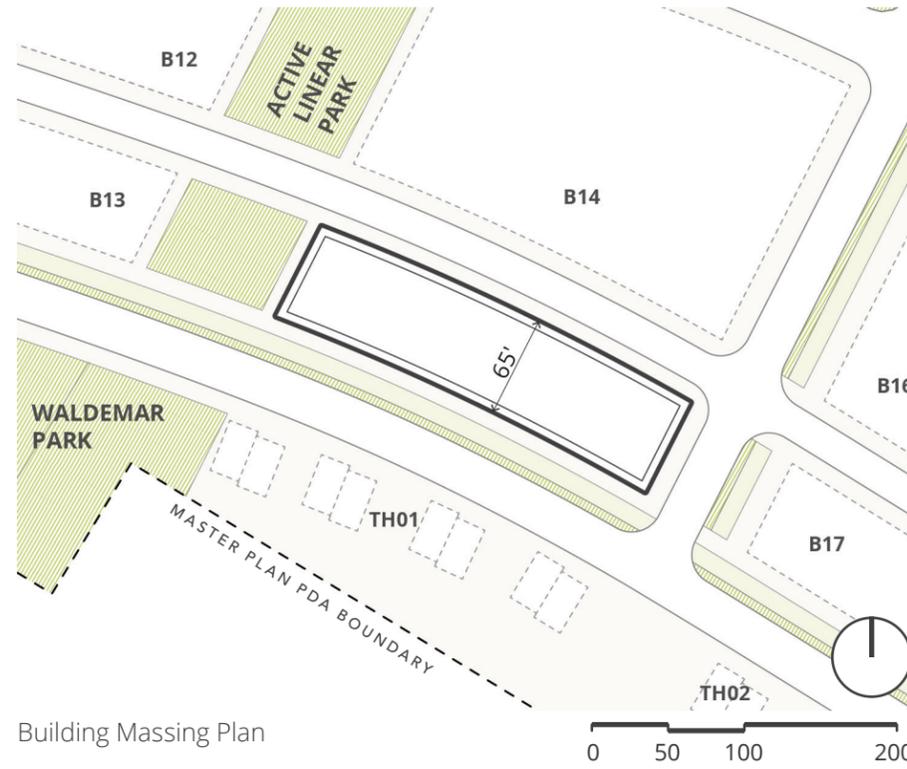
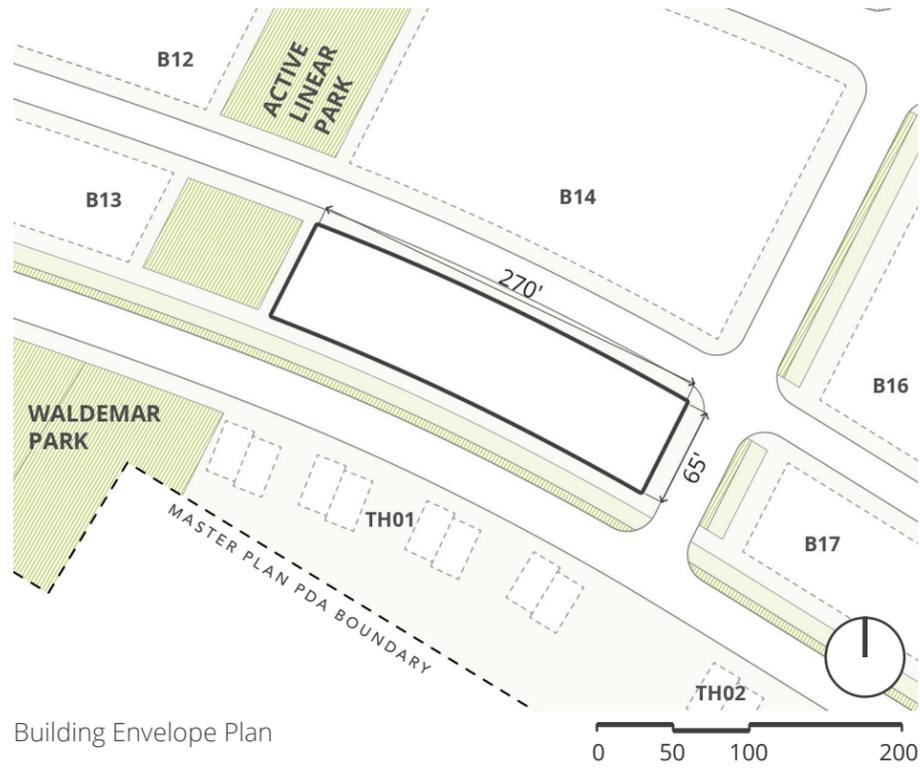


Proposed GFA	239,245 sf
Max Building Height	175'

Building Envelope Axon

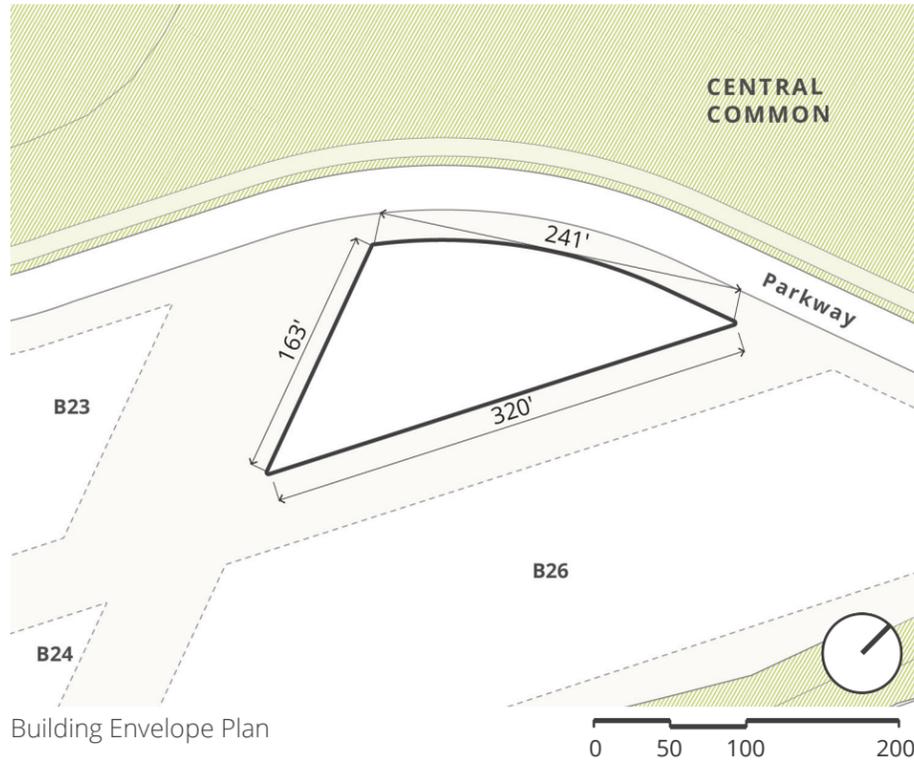
Building Massing Axon

Phase 2B | Block 14
Suffolk Downs Redevelopment

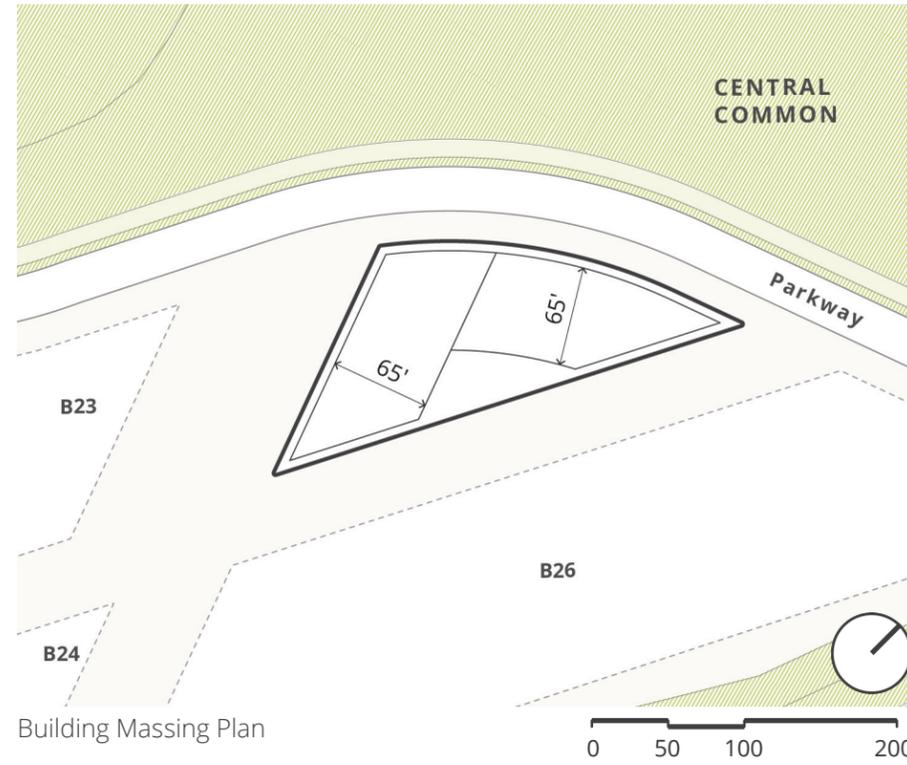


Proposed GFA	100,358 sf
Max Building Height	70'

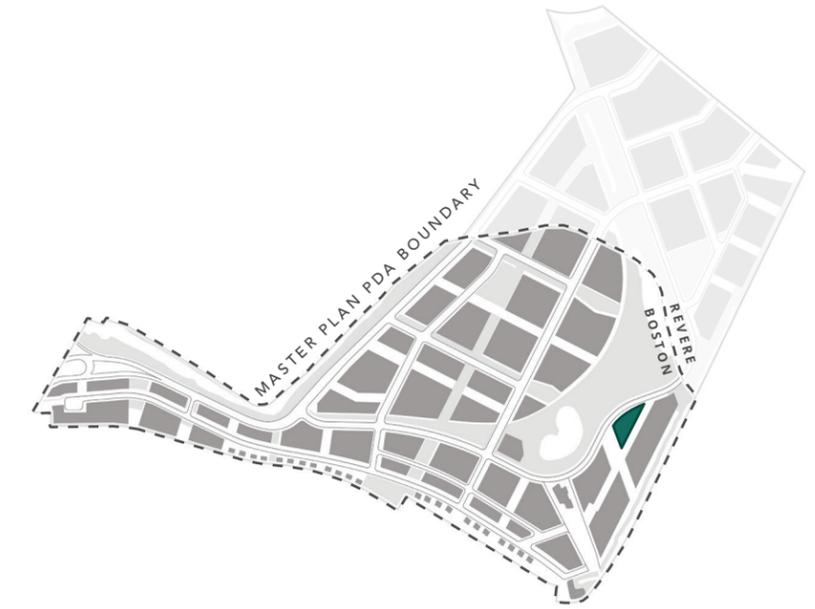
Phase 2B | Block 15
Suffolk Downs Redevelopment



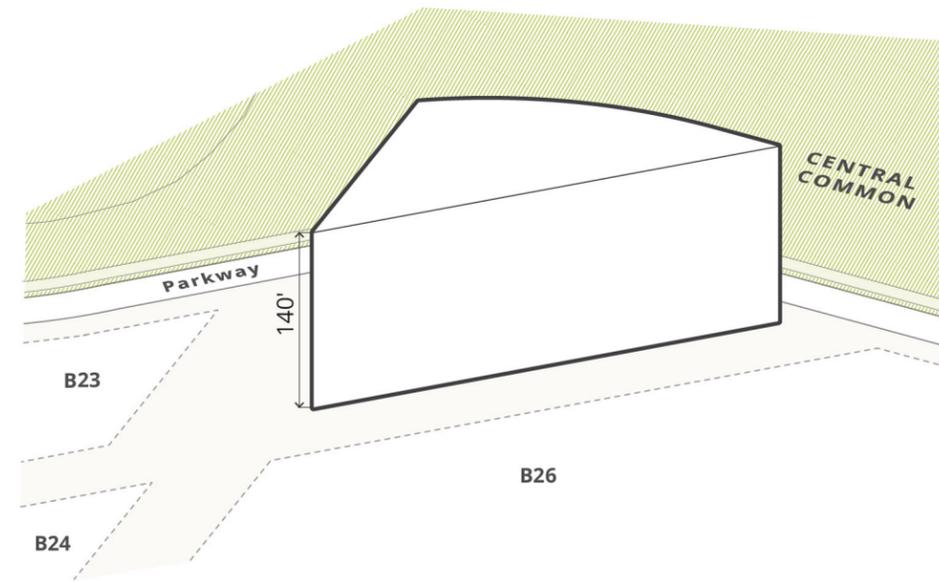
Building Envelope Plan



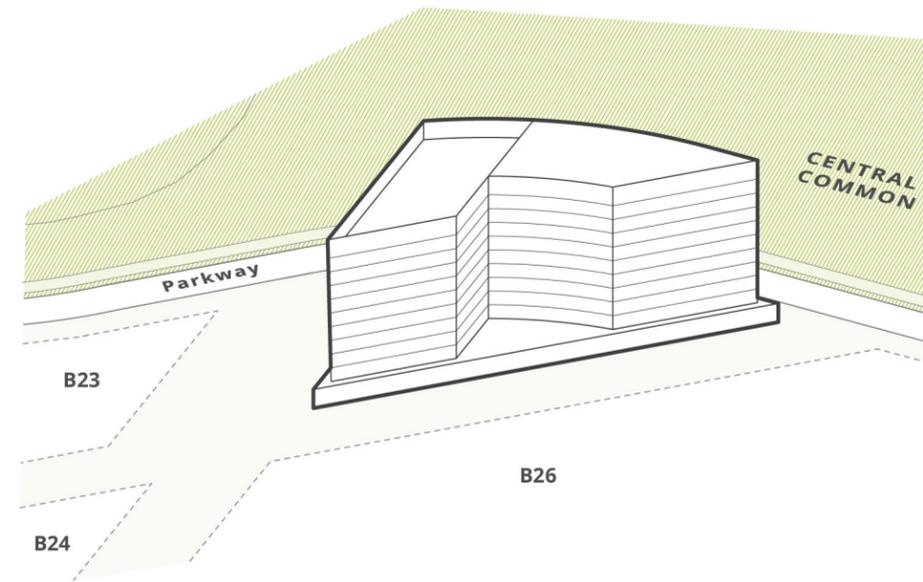
Building Massing Plan



Key Plan



Building Envelope Axon

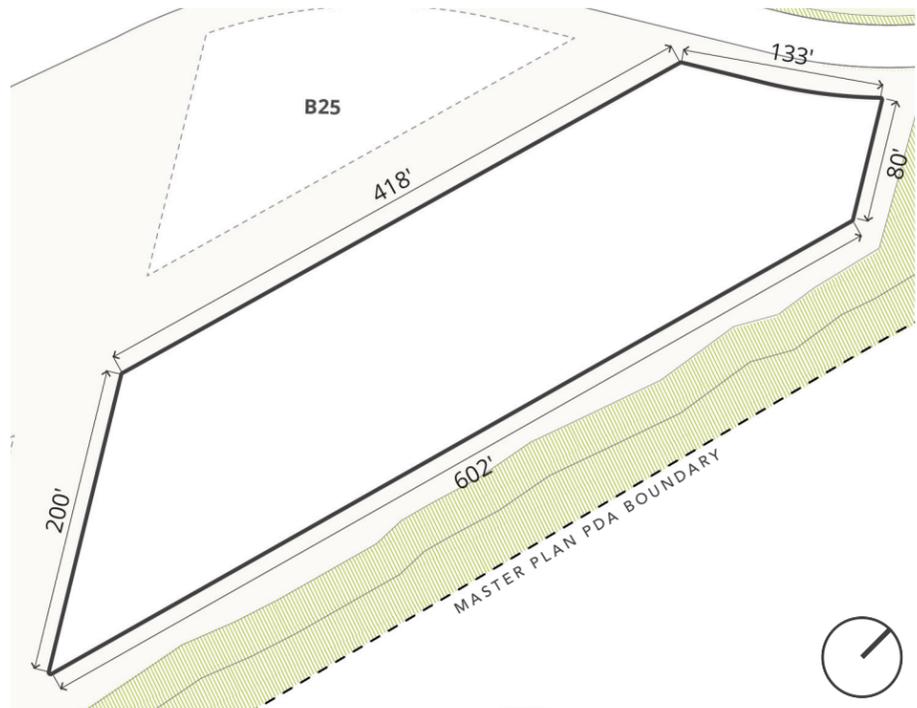


Building Massing Axon



Proposed GFA	161,595 sf
Max Building Height	140'

Phase 2B | Block 25
Suffolk Downs Redevelopment



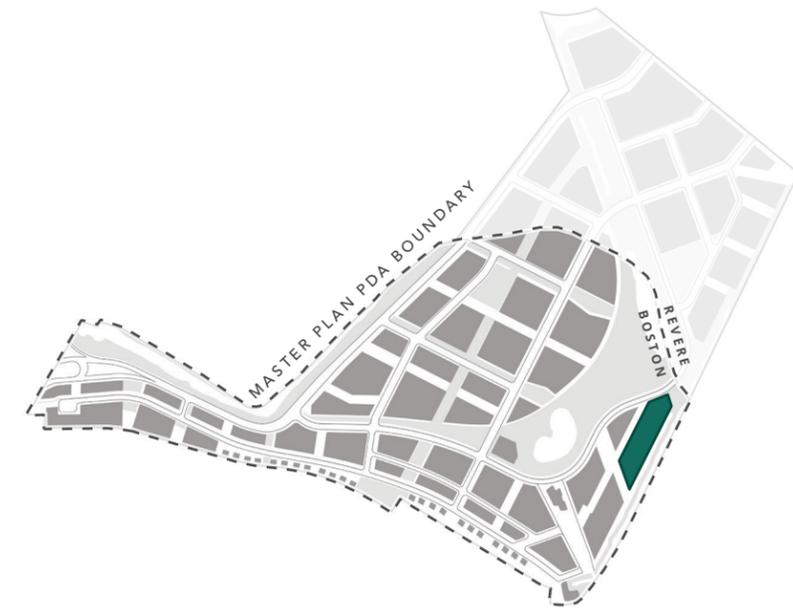
Building Envelope Plan

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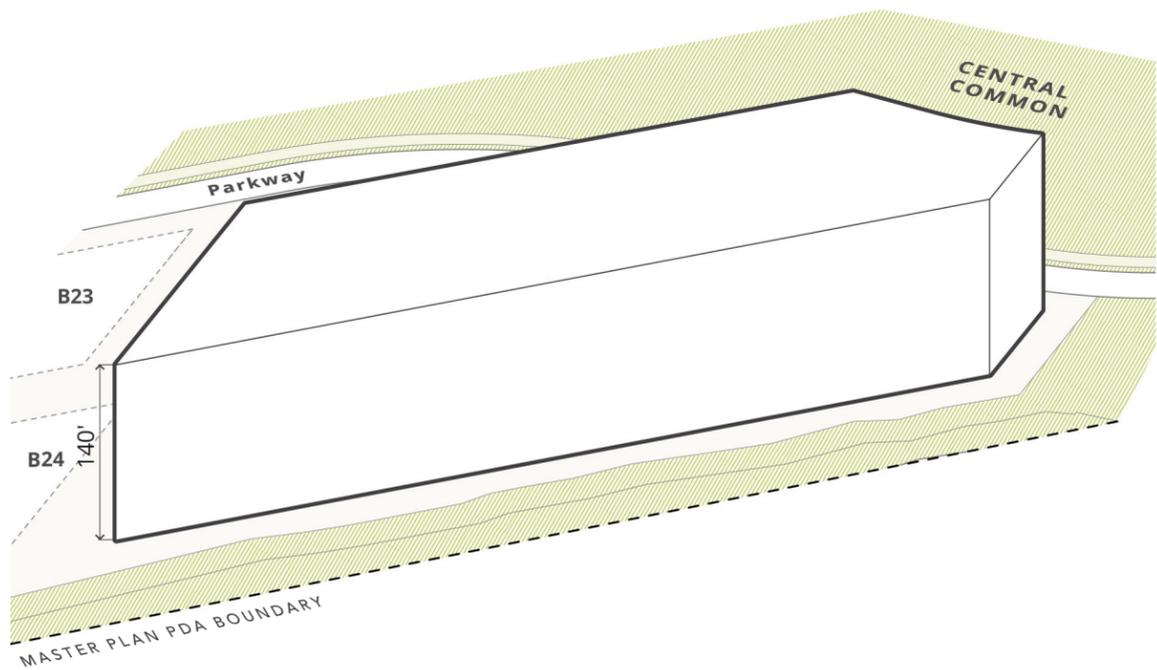


Building Massing Plan

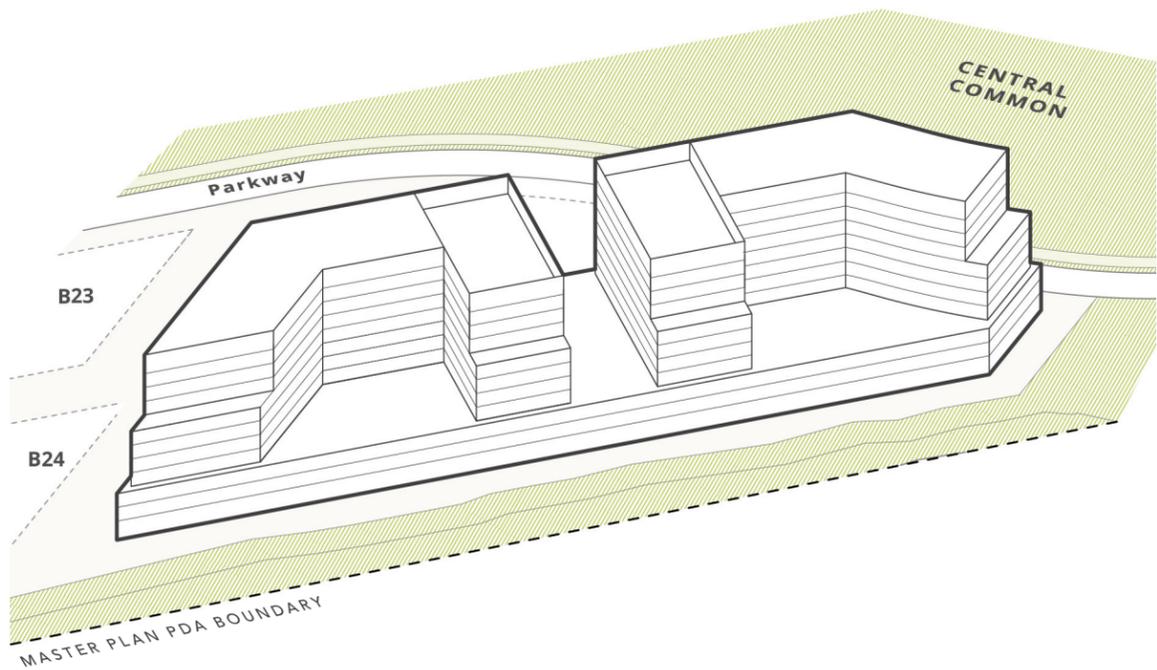
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Key Plan



Building Envelope Axon



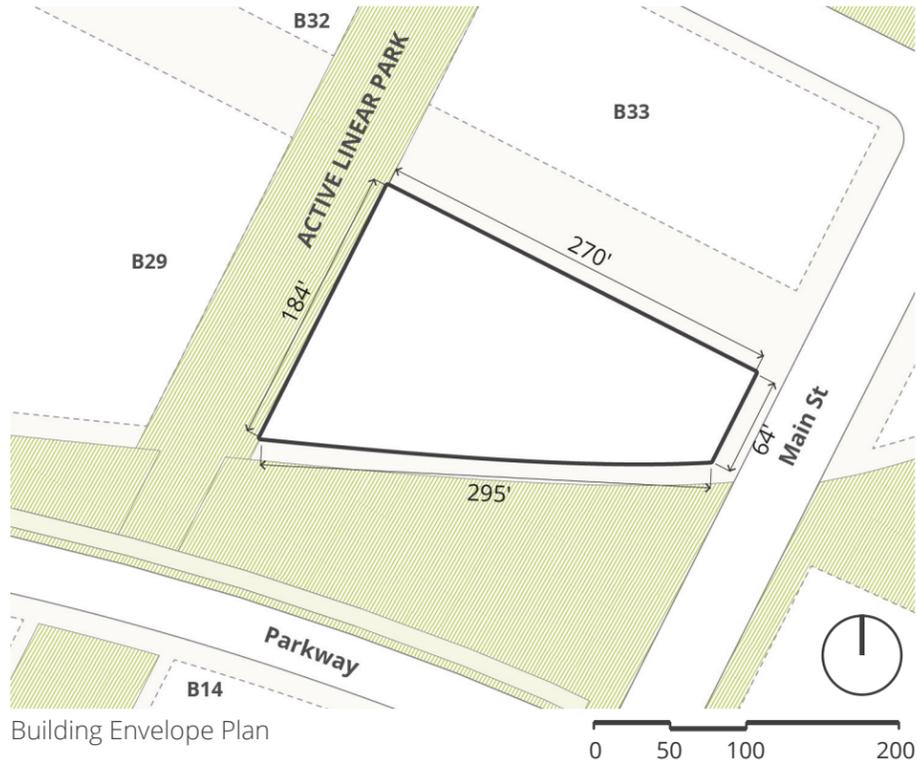
Building Massing Axon



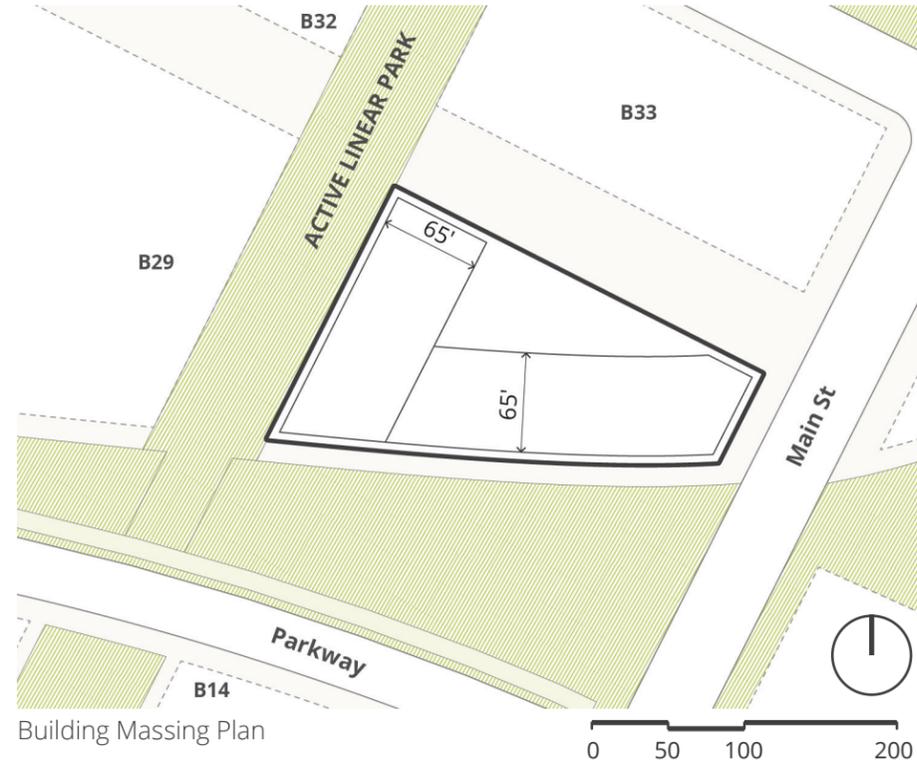
Proposed GFA **370,550 sf**

Max Building Height **140'**

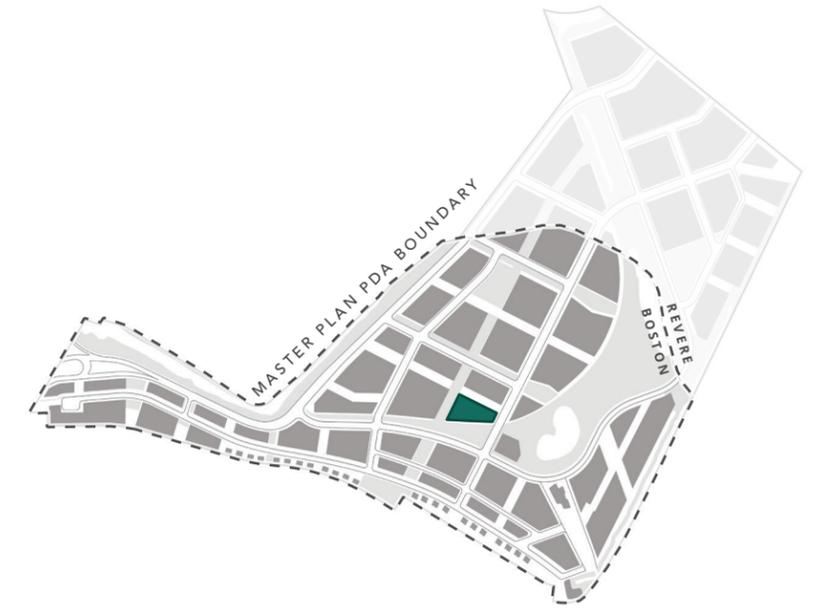
Phase 2B | Block 26
Suffolk Downs Redevelopment



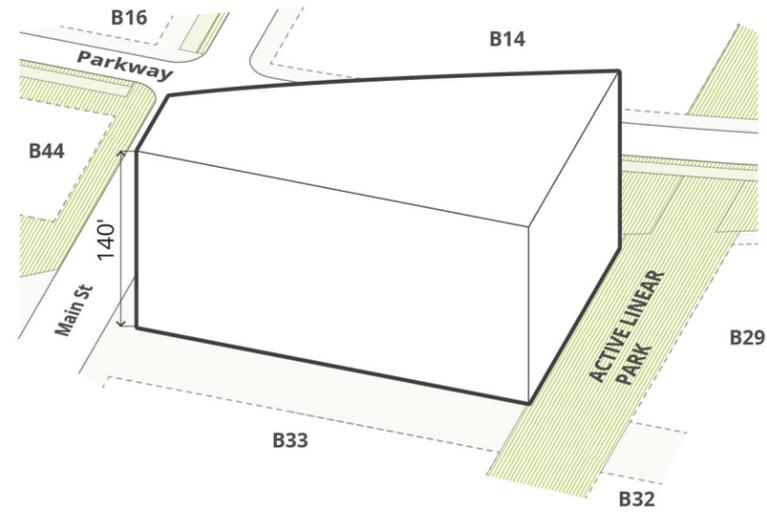
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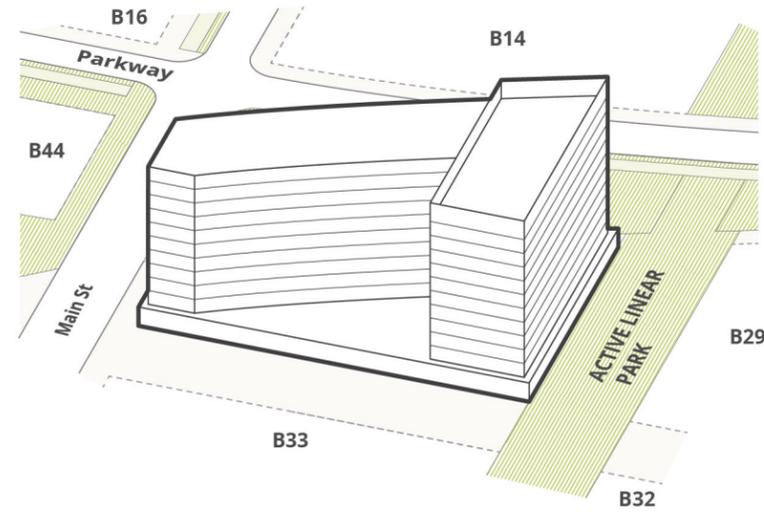
Building Massing Plan



Key Plan



Building Envelope Axon



Building Massing Axon

Proposed GFA	200,913 sf
Max Building Height	140'

Phase 2B | Block 30
Suffolk Downs Redevelopment



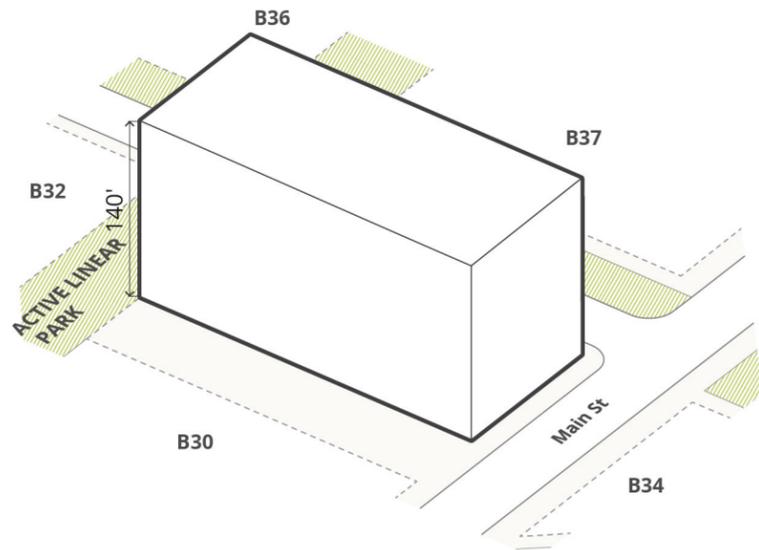
Building Envelope Plan



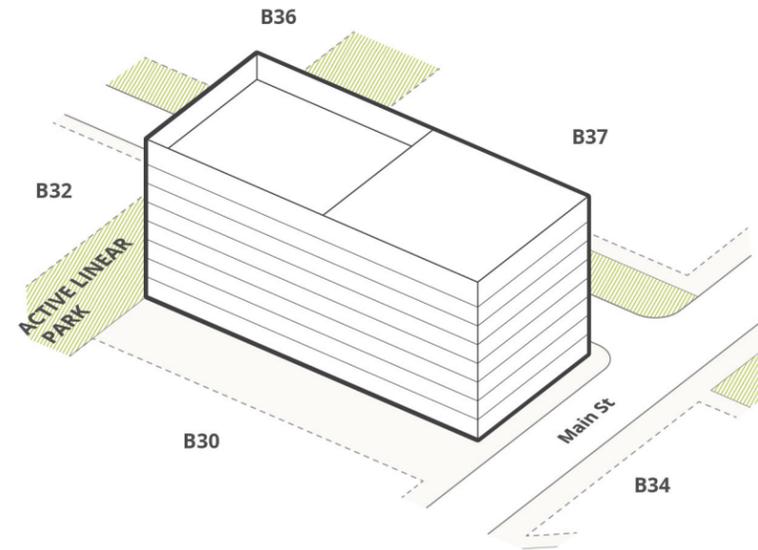
Building Massing Plan



Key Plan



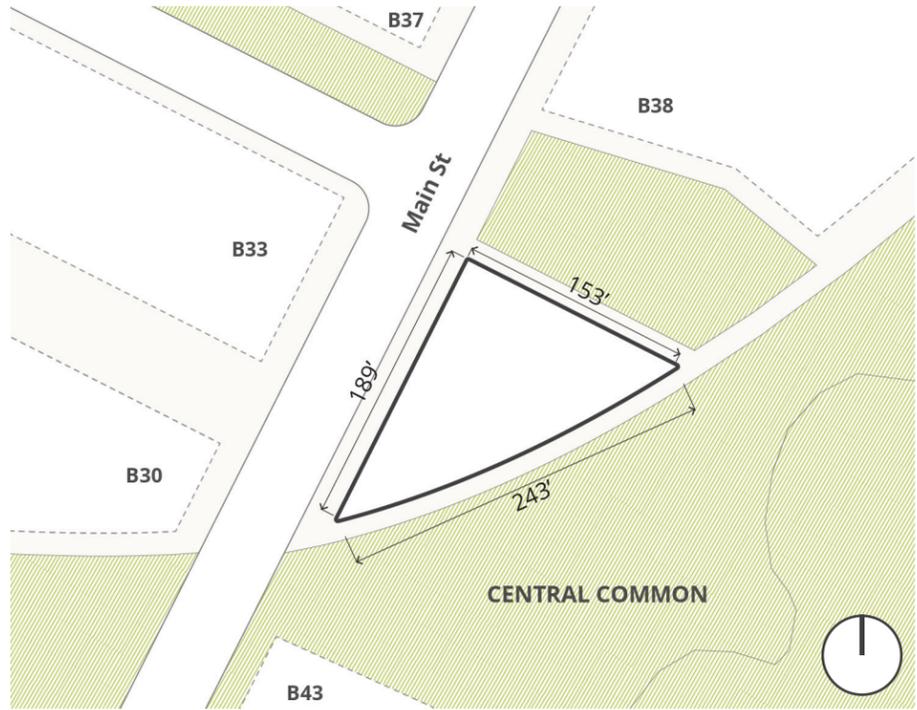
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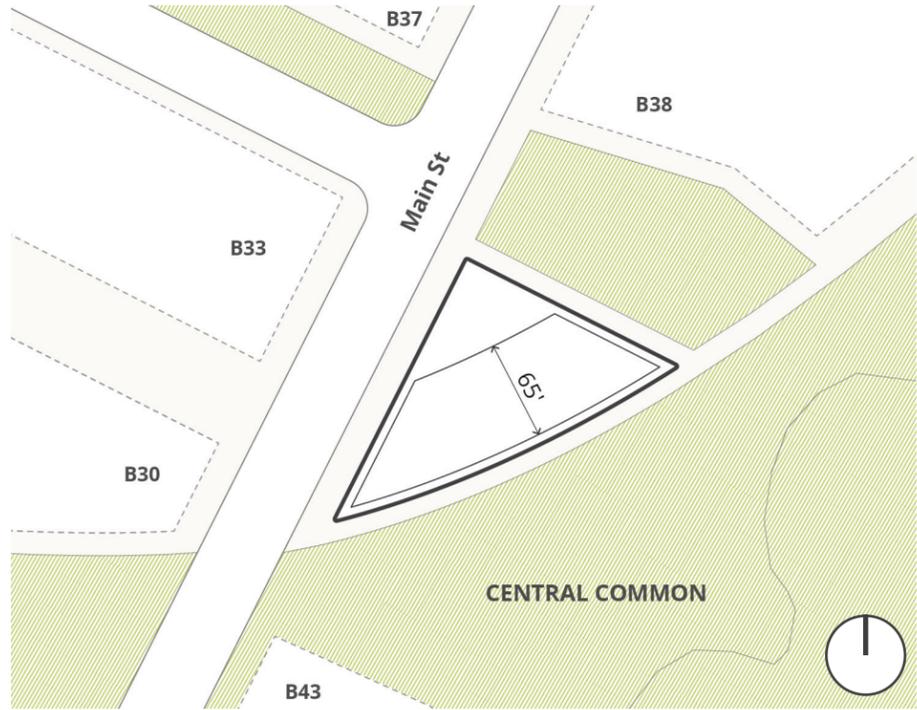
Building Massing Axon

Proposed GFA	252,834 sf
Max Building Height	140'

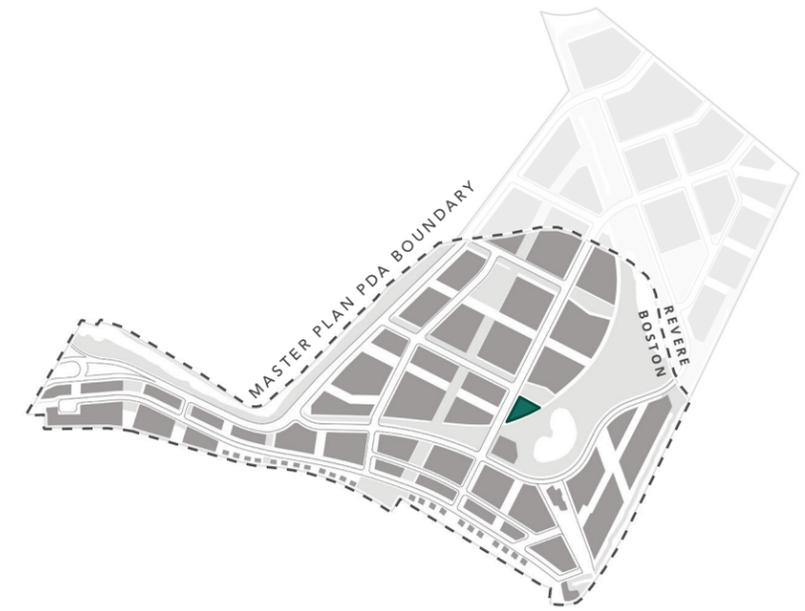
Phase 2B | Block 33
Suffolk Downs Redevelopment



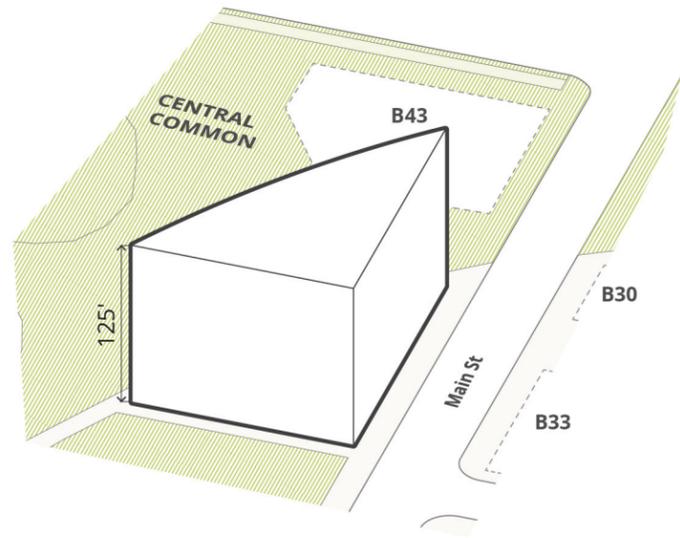
Building Envelope Plan



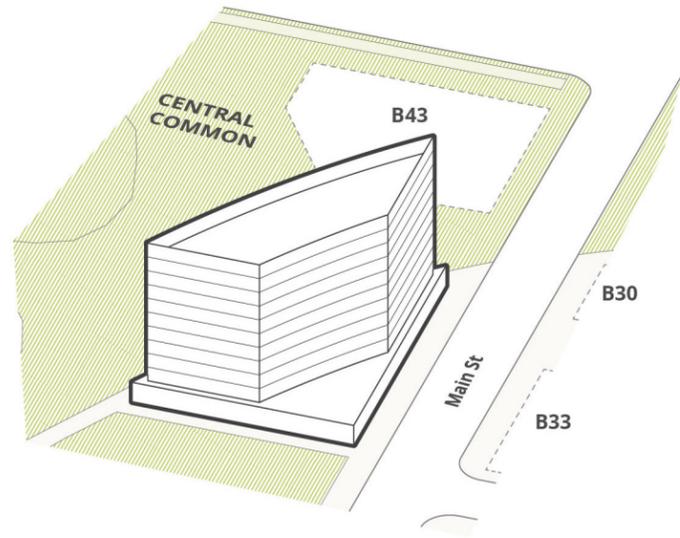
Building Massing Plan



Key Plan



Building Envelope Axon

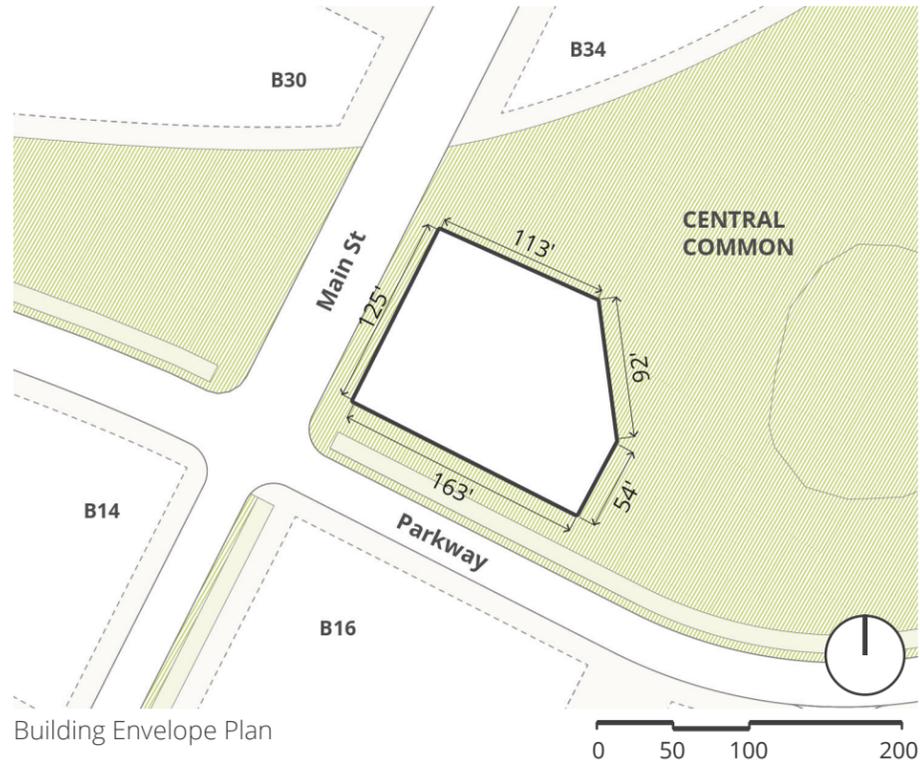


Building Massing Axon

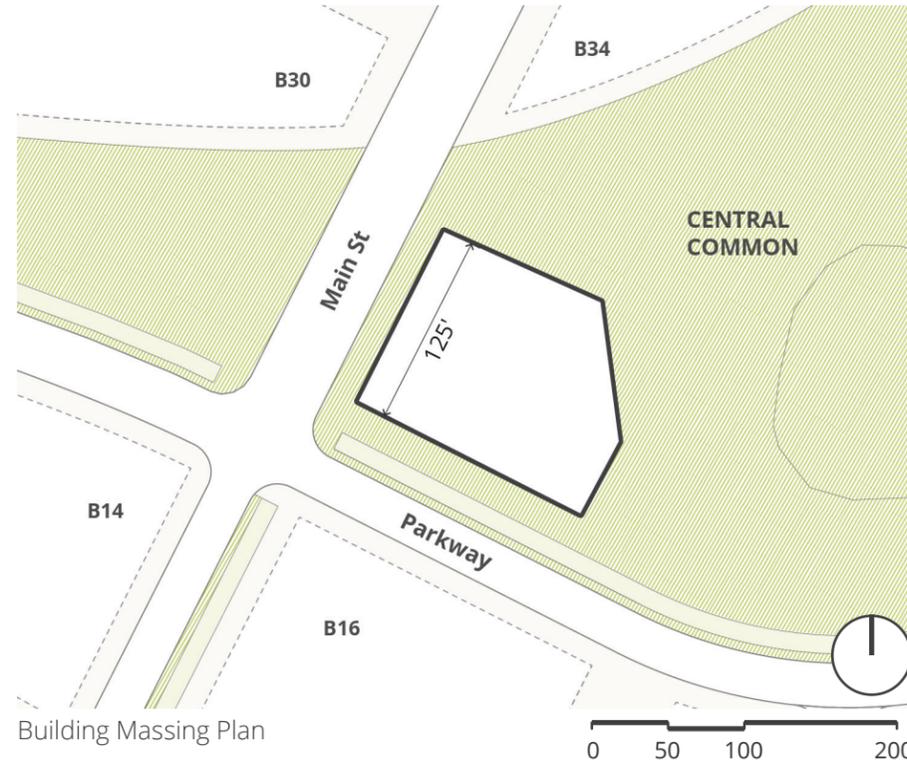
Proposed GFA **116,196 sf**

Max Building Height **125'**

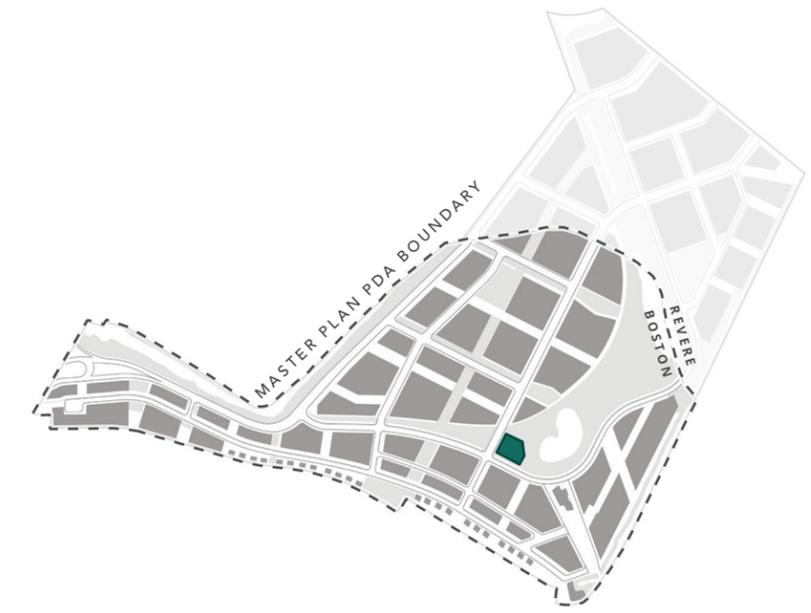
Phase 2B | Block 34
Suffolk Downs Redevelopment



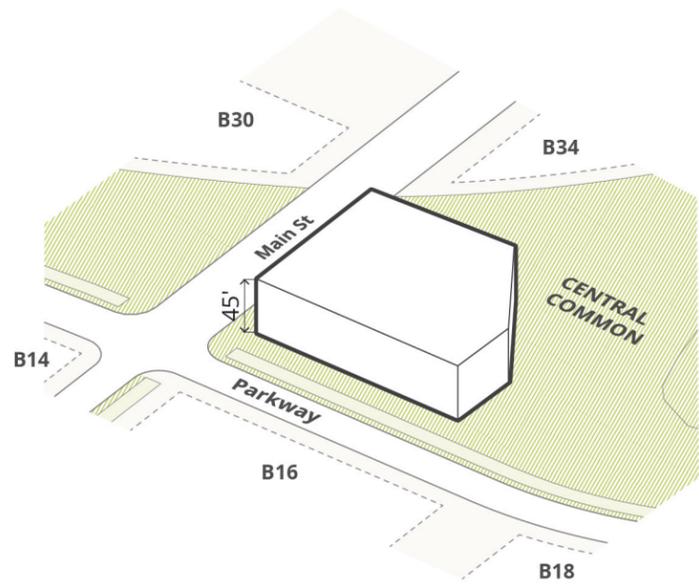
Building Envelope Plan



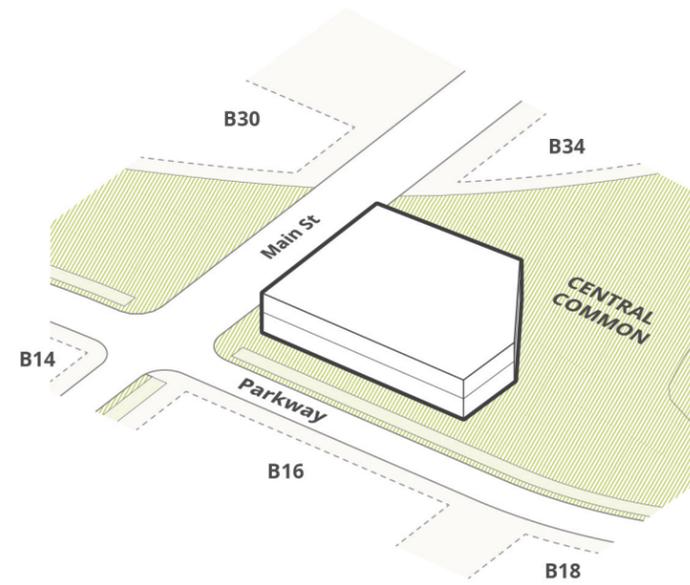
Building Massing Plan



Key Plan



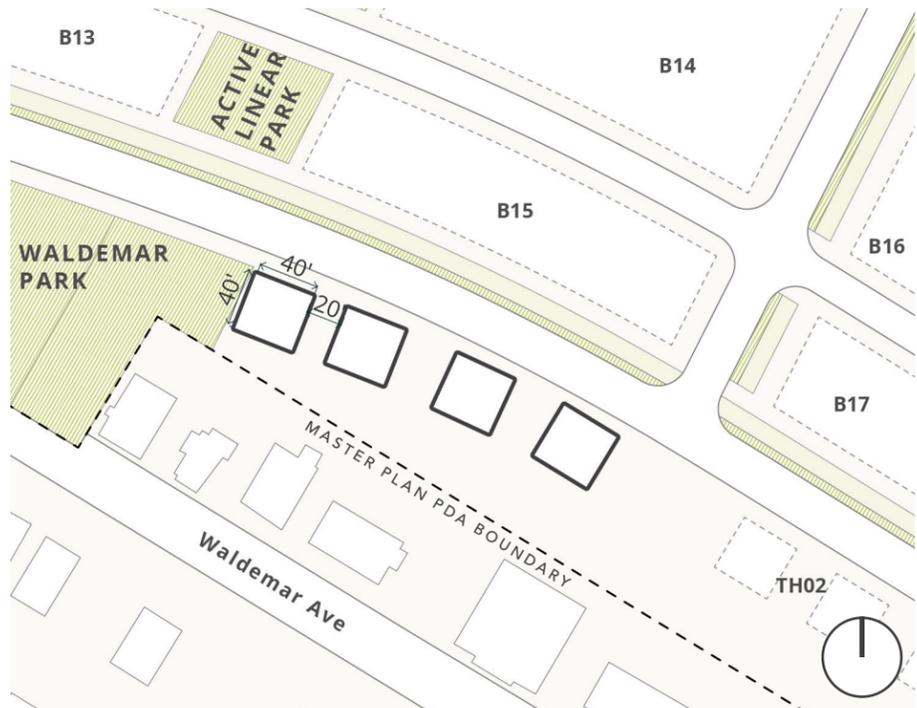
Building Envelope Axon



Building Massing Axon

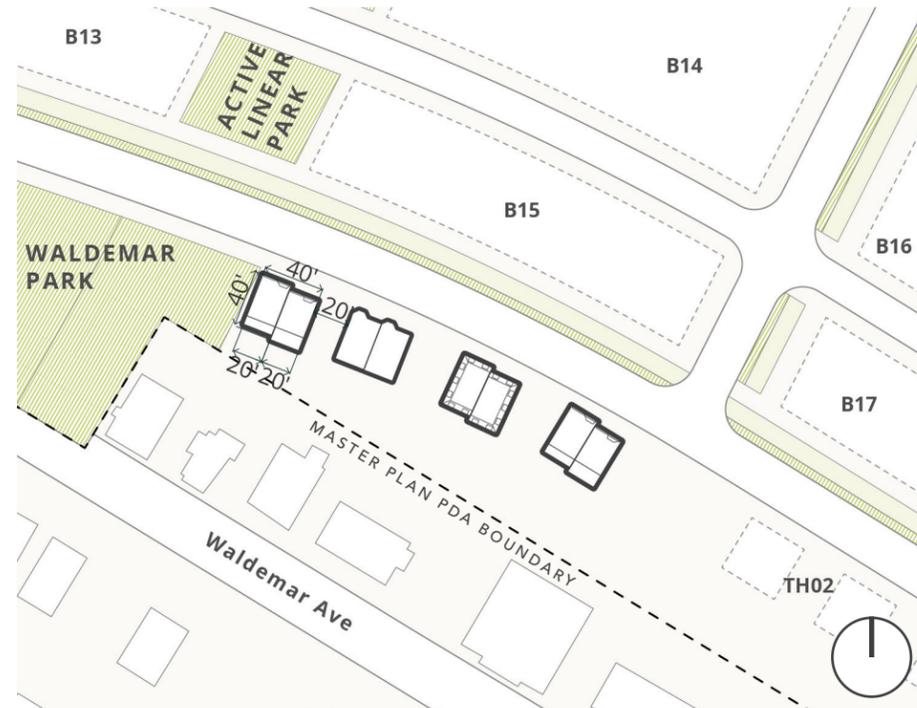
Proposed GFA	32,190 sf
Max Building Height	45'

Phase 2B | Block 43
Suffolk Downs Redevelopment



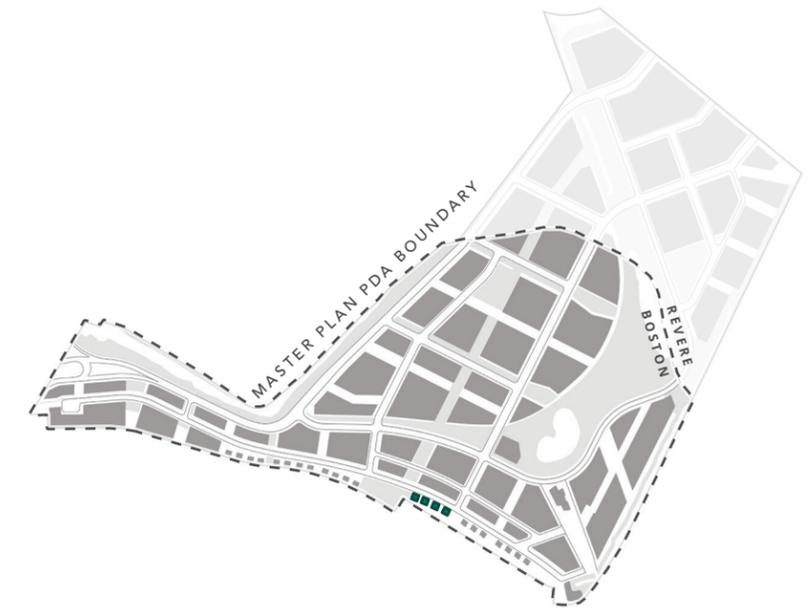
Building Envelope Plan

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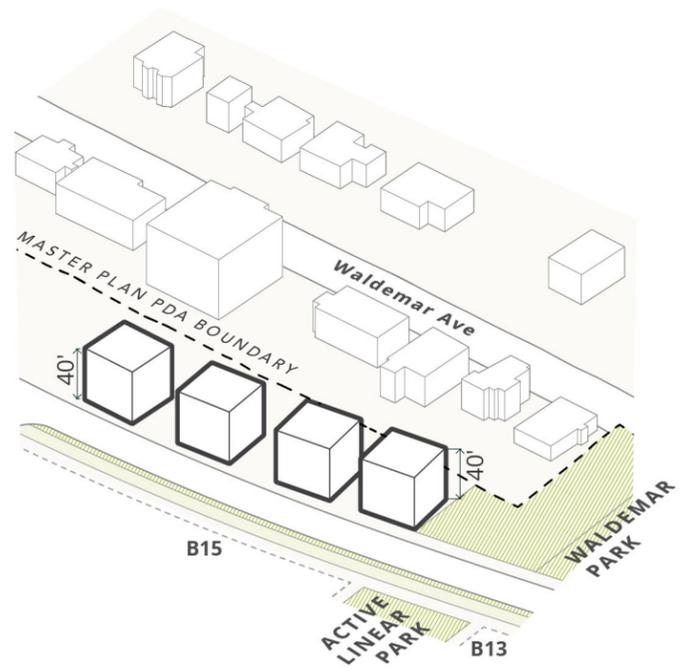


Building Massing Plan

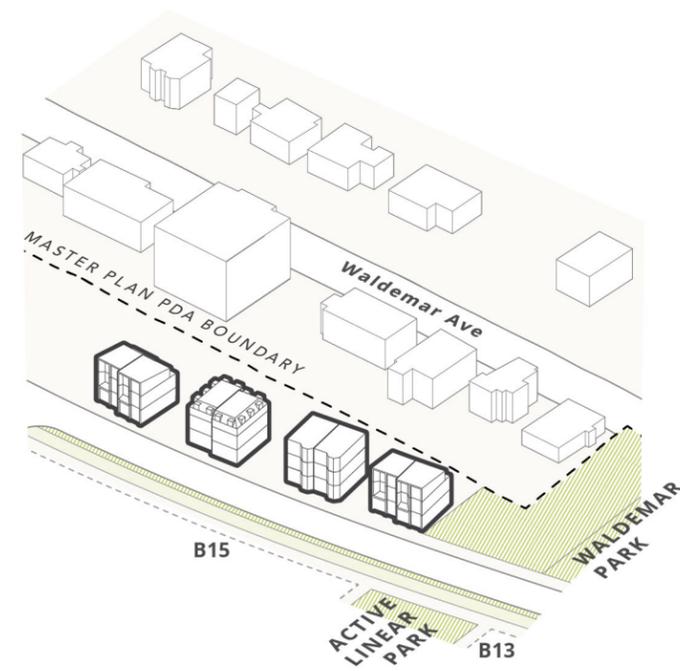
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Key Plan



Building Envelope Axon



Building Massing Axon

Proposed GFA **16,672 sf**

Max Building Height **40'**

Phase 2B | Block TH01
Suffolk Downs Redevelopment

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, in each case only if approved by the BPDA.

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

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 E](#), 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.

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

**PHASE 3 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [__]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development 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**”) and that certain Master Plan for Planned Development Area No. [__] (the “**Master Plan**”) for the proposed redevelopment of the East Boston portion (the “**Master Plan PDA Area**”) of the approximately 161-acre Suffolk Downs site (the “**Suffolk Downs Site**”) located at 525 McClellan Highway in East Boston and Revere (the “**Master Project**”), this plan (this “**Development Plan**”) sets forth information on the third phase (the “**Phase 3 Project**”) of the redevelopment of approximately 865,600 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “**Phase 3 Site**”). This Development Plan sets forth the Phase 3 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 3 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (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 (including the Phase 3 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 (including the Phase 3 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. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 3 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [__] ([_]) pages of text and Exhibits A-F. All references to this Development Plan contained herein shall pertain only to such [__] ([_]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 3 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 3 Project as described in this Development

Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 3 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development 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 Phase 3 Site, as well as the entire Master Project and 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 BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 19.9-acre Phase 3 Site is located within the larger (approximately 161-acre) Suffolk Downs Site and near its center and extending north to the Boston-Revere municipal border. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely 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 Master Plan PDA Area (including the Phase 3 Site) 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. As noted above, the land within the Phase 3 Site is currently owned by the Proponent. In connection with the development of the Phase 3 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 3 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere 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). The Phase 3 Site presently includes the Suffolk Downs racetrack administration building and portions of the grandstand, racetrack and infield, as well as adjacent paved driveways and surface parking areas. The Phase 3 Site does not include any portion of the Orient Heights Transition Zone and is not subject to restrictions applicable to the Orient Heights Transition Zone.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 3 Project is the third phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, and the incorporation of extensive ground-floor retail, as

well as creating additional open space through the buildout of the remaining sections of the Boston portion of the Active Linear Park. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs Massachusetts Bay Transportation Authority (“**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. The Phase 3 Project is planned to be the third phase of redeveloping the Master Plan PDA Area 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. This will include development of the third Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas.

The Phase 3 Project will include the development of several blocks of the Main Street retail district that will have Active Ground Floor Uses (as defined below) and serve as a gathering place for residents and visitors. In addition to including portions of the Main Street district and the Active Linear Park, the Phase 3 Project will also include development of additional segments of the Green Finger open spaces and other pedestrian-friendly publicly-accessible open spaces that will serve as passive green pedestrian corridors and provide improved resiliency and stormwater management capabilities. Approximately 168,000 square feet (about 8.9 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 3 Project. A Site Plan for the Phase 3 Project is attached as **Exhibit C**.

The Phase 3 Project consists of eight (8) buildings (B36-40, B41-42, BR02 and BR03), two of which are located in both Boston and Revere (BR02 and BR03). Subject to changes permitted by this Development Plan, the Phase 3 Project shall contain a total of approximately 2,905,000 square feet of Gross Floor Area, of which approximately 1,994,000 square feet at full build-out shall be used for Residential Uses and approximately 911,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in **Exhibit D**, and uses accessory thereto, including at least 53,000 square feet of Active Ground Floor Uses (as defined below). The architectural design of the Phase 3 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 3 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking 21st century live-work-play neighborhood. The architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA’s design review. Buildings within the Phase 3 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 3 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, “Building Height” shall exclude roof structures, decks, penthouses and equipment that may be located on the roof of the Phase 3 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. “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.

The dimensional or 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) shall not be applicable to the Phase 3 Project and the Phase 3 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 3 Project.

5. Proposed Uses of the Phase 3 Site. Allowed uses within the Phase 3 Site shall include the following uses, each as more particularly defined on **Exhibit E** 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 Development 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. All of the Permitted Uses shall be allowed within and throughout the Phase 3 Site.

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 3 Project, including at the remaining sections of the Boston portion of the Active Linear Park and additional segments of the Green Fingers. Approximately 168,000 square feet (about 8.9 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 3 Project, including the open space areas shown on **Exhibit C** and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or an association of property owners of the Suffolk Downs Site or portions thereof, as public open space. The Phase 3 Project’s open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 3 Project and the Phase 3 Site and are superseded by this Development Plan.

7. Transportation. The Phase 3 Project will involve the construction of the third phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 3 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. 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 Phase 3 Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. 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 Phase 3 Project and 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 within the Suffolk Downs Site 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 the Phase 3 Project. Pursuant to the Master Transportation Improvement Agreement to be entered into by the Proponent and the Boston Transportation Department ("**BTD**") with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 3 Project, 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. If the amount of traffic generated by the Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report 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.

8. Proposed Parking and Loading. As currently contemplated, the Phase 3 Project's parking garages will include capacity for the parking of up to 2,479 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. The Phase 3 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be

applicable to the Phase 3 Project and the Phase 3 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 3 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 3 Project includes the development of approximately 1,994,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent 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**"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 3 Project, the Non-Discrimination Covenant required by the Master Plan shall have been recorded.

11. Green Buildings. The Phase 3 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having upon completion of the Phase 1 through Phase 3 Projects, at least 65% of the buildings developed in such phases (collectively) satisfy the requirements for a minimum LEEDv4 Gold rating, with the other buildings satisfying the requirements for a minimum LEEDv4 Silver rating.

12. Signage. The signage program for the Phase 3 Project shall be subject to design review by the BPDA, and any "Sign" that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 3 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 3 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of 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 Phase 3 Project shall also provide a material increase in housing units. Among its many other anticipated benefits, the Phase 3 Project is expected to:

- a. Diversify and expand East Boston's economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston 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 Phase 3 Site, 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. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Phase 1 through Phase 3 Projects (collectively) to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. 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, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.
- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.

- i. 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.
- j. Improve local and regional transportation infrastructure and services through the third phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections 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 within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.
- k. 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 Phase 3 Project buildings and meeting the standards for LEEDv4 Gold for at least 65% of the Phase 1 through Phase 3 Project buildings (collectively).
- l. 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 Project, noting the measures to be provided for the Phase 3 Project, is attached as **Exhibit F**.

15. **Development Review Procedures**. The Phase 3 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as **Exhibit D**. The design of the individual buildings will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and 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 Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 3 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,

- b. following the pre-submission meeting, the Proponent shall submit a building design review package for the applicable portion of the Phase 3 Project, which shall contain:
 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,
 - (ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,
 - (iii) the most recent traffic monitoring reports for traffic generated by the Master Project,
 - (iv) a LEED checklist for each building,
 - (v) drainage plans,
 - (vi) updated information regarding relevant utility infrastructure,
 - (vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,
 - (viii) a construction management plan regarding construction period impacts, and
 - (vi) a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish,
- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the “**IAG**”),
- d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent’s website,
- e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
- f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
- g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and

- h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 3 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 Phase 3 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 3 Project for the Phase 3 Site. This Development Plan is consistent with the Master Plan and is therefore 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 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 Phase 3 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 3 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, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 3 Site as a whole and not to each individual lot, and 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 Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 3 Site may seek amendment of this Development 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 Phase 3 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 3 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed 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 buildings and site improvements included in the Phase 3 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 3 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA.

Exhibit A

Legal Description of Phase 3 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 3B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 3B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the city line between Boston and Revere, being the most southerly corner of the area described herein, thence running;

N 63° 08' 34" W	909.40 feet to a point, thence turning and running;
N 46° 01' 22" E	578.25 feet to a point, thence turning and running;
NORTHERLY	100.33 feet by a curve to the left with a radius of 300.00 feet to a point, thence turning and running;
N 26° 51' 41" E	64.35 feet to a point, thence turning and running;
EASTERLY	31.42 feet by a curve to the right with a radius of 20.00 feet to a point, thence turning and running;
S 63° 08' 19" E	144.21 feet to a point, thence turning and running;
N 26° 51' 41" E	271.08 feet to a point on the city line between Boston and Revere, said last seven courses being over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running;
N 78° 35' 32" E	1.41 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	340.70 feet to a point, said last four courses being by the city line between Boston and Revere, thence turning and running;
SOUTHERLY	520.98 feet by a non-tangent curve to the right with a radius of 910.00 feet to a point, thence turning and running;
SOUTHERLY	267.11 feet by a curve to the right with a radius of 875.00 feet to a point, thence turning and running;

SOUTHERLY

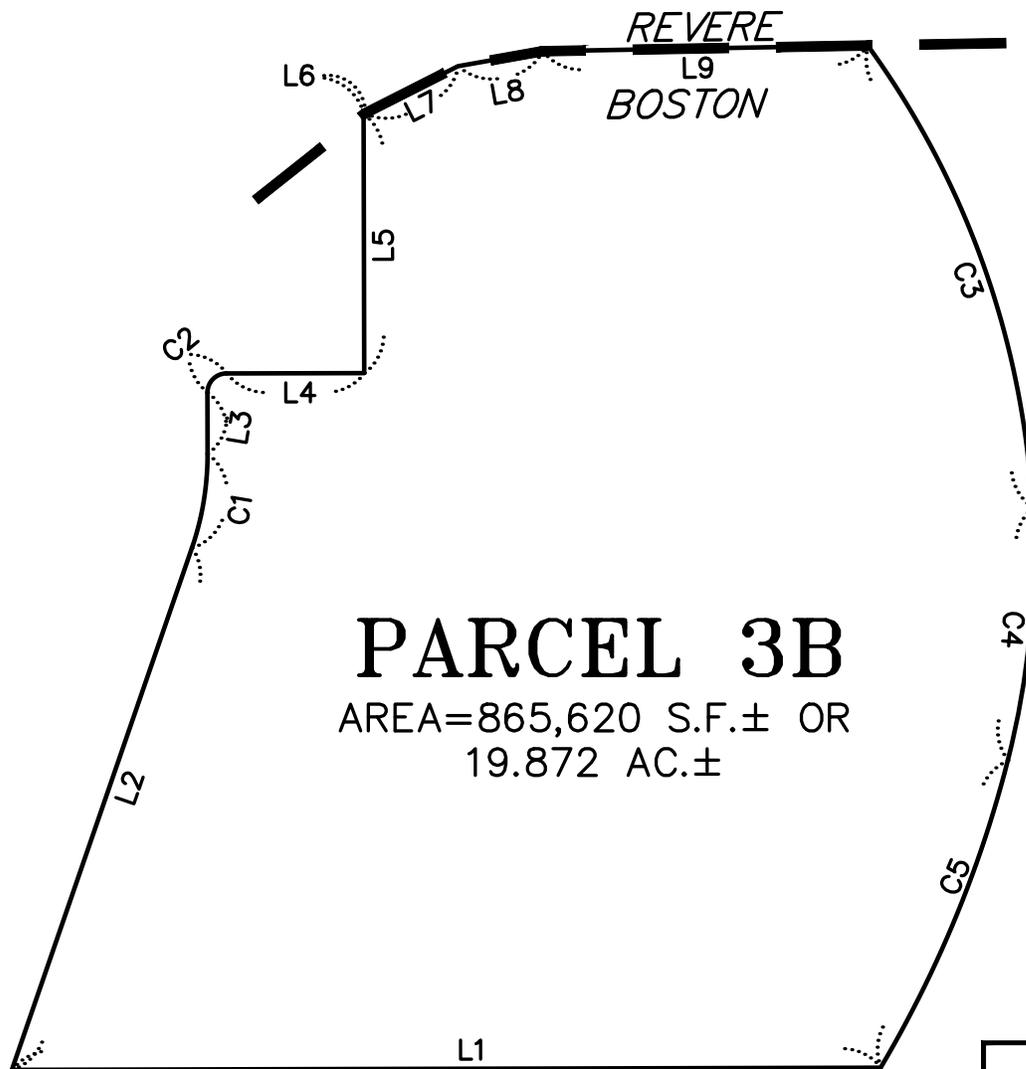
349.53 feet by a curve to the right with a radius of 1225.00 feet to the point of beginning, said last three courses being over and upon Sterling Suffolk Racecourse LLC.

Containing 865,620 square feet more or less, or 19.872 acres, more or less.

Exhibit B

Depiction of Phase 3 Site

[see attached]



Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 3B Exhibit

Scale: 1"=200' Date: 01/29/2019

Source File: 285402B012A
 Drawing No. 285402P148A-007
 B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N63° 08' 34"W	909.40
L2	N46° 01' 22"E	578.25
L3	N26° 51' 41"E	64.35
L4	S63° 08' 19"E	144.21
L5	N26° 51' 41"E	271.08
L6	N78° 35' 32"E	1.41
L7	S89° 53' 08"E	109.48
L8	S73° 05' 33"E	89.69
L9	S64° 00' 33"E	340.70

Curve Table			
Curve #	Length	Radius	Delta
C1	100.33	300.00	19°09'41"
C2	31.42	20.00	90°00'00"
C3	520.98	910.00	32°48'07"
C4	267.11	875.00	17°29'26"
C5	349.53	1225.00	16°20'53"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 3B Exhibit
Line & Curve Tables
 Scale: 1"=200' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-008
 B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]



B36:	418,206 sf
B37:	381,891 sf
B38:	392,839 sf
B40:	381,891 sf
B41:	486,379 sf
B42:	333,075 sf
BR02:	105,105 sf
BR03:	406,008 sf

Phase 3B Residential	1,994,127 sf
Phase 3B Non - Residential	911,267 sf

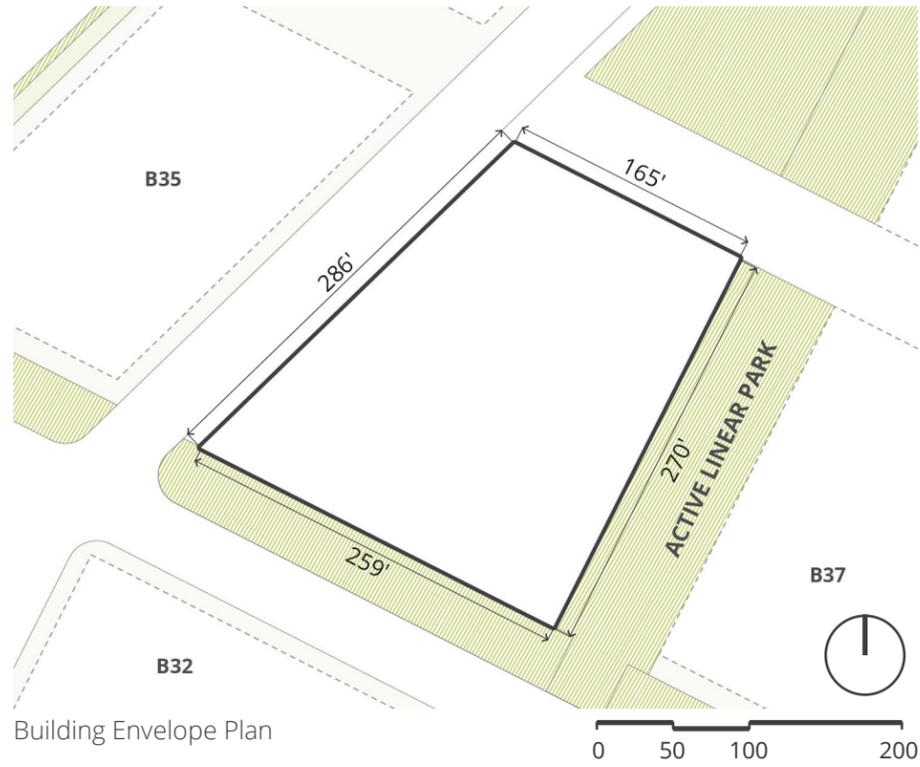
TOTAL PHASE 3B
2,905,394 sf

Phase 3B
Suffolk Downs Redevelopment

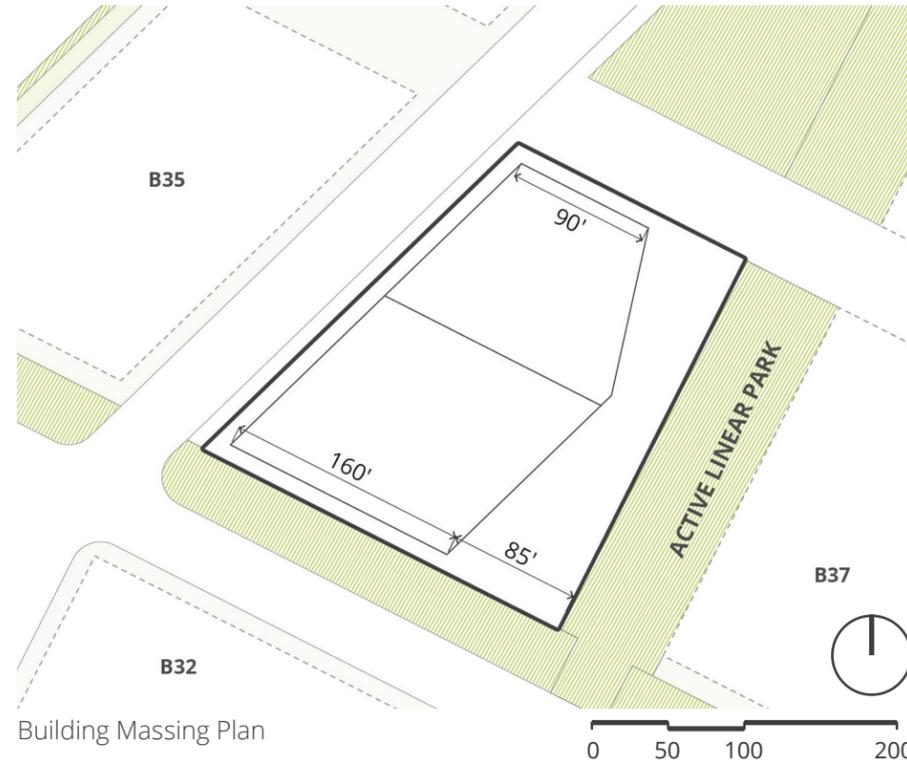
Exhibit D

Building Use, Dimensions and Massing Plans

Building	Principal Use	Maximum Building Height (ft)	Aprox. Gross Floor Area (sf)
B36	Commercial	220	418,206
B37	Residential	175	381,891
B38	Residential	175	392,839
B40	Residential	175	381,891
B41	Residential	175	486,379
B42	Commercial	175	333,075
BR02	Commercial	175	105,105
BR03	Residential	175	406,008
Total			2,905,394



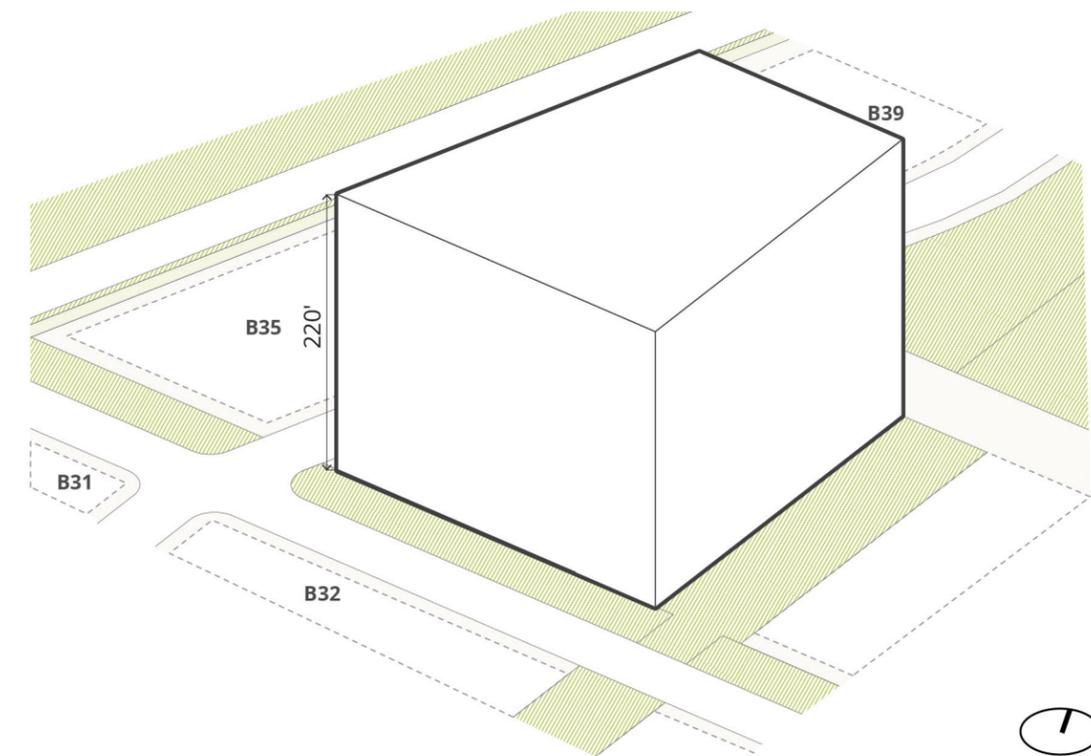
Building Envelope Plan



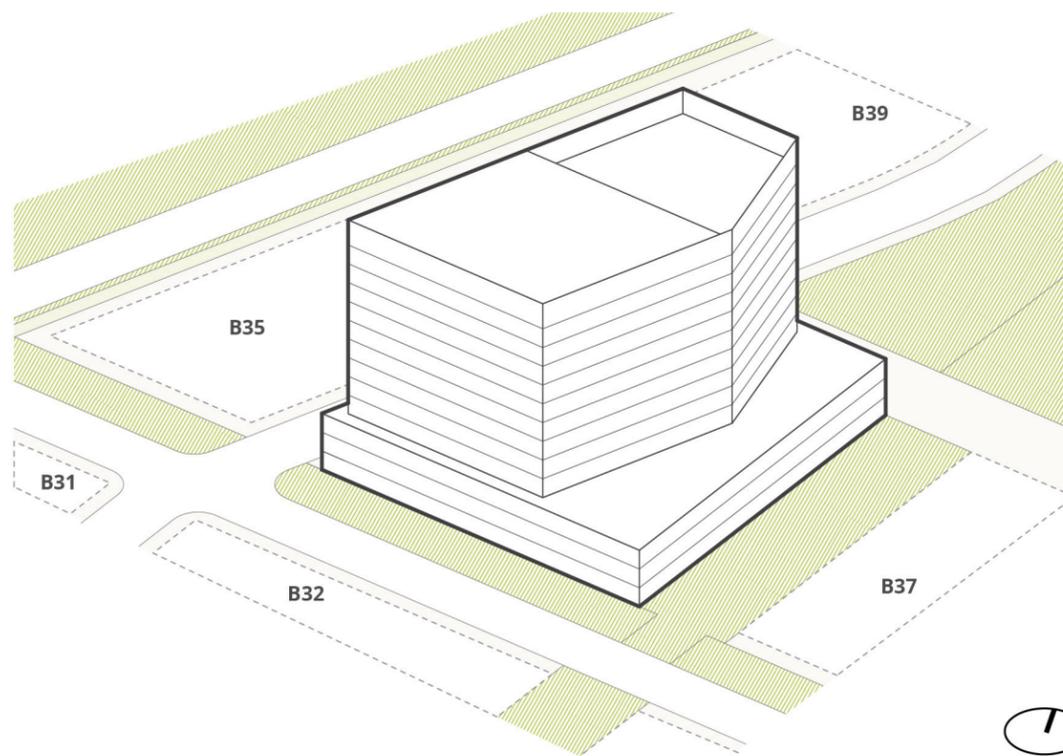
Building Massing Plan



Key Plan



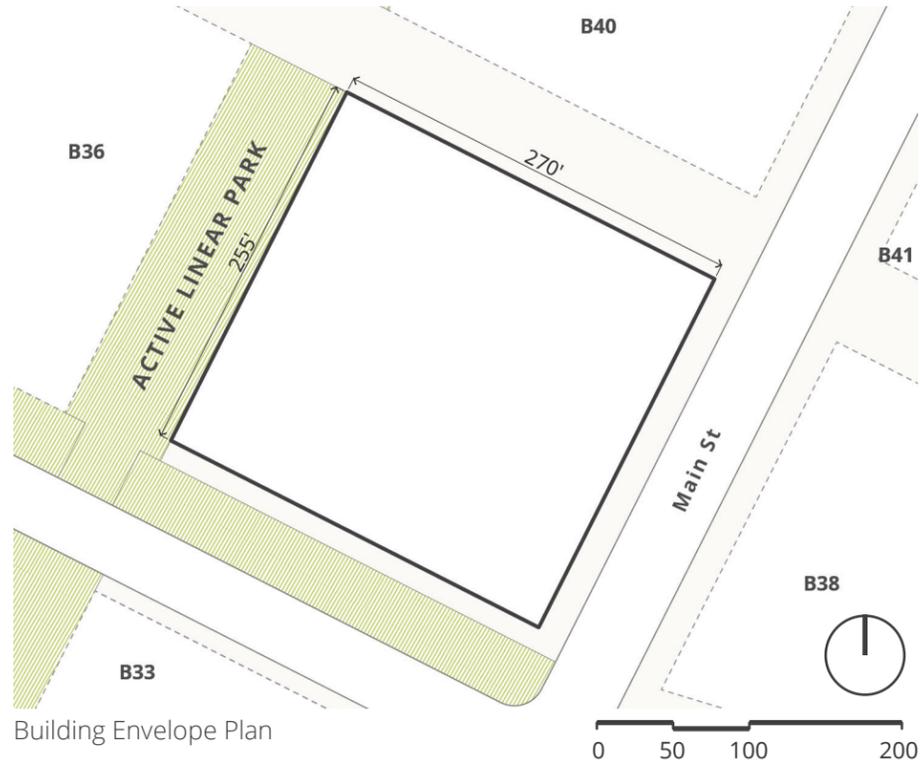
Building Envelope Axon



Building Massing Axon

Proposed GFA	418,206 sf
Max Building Height	220'

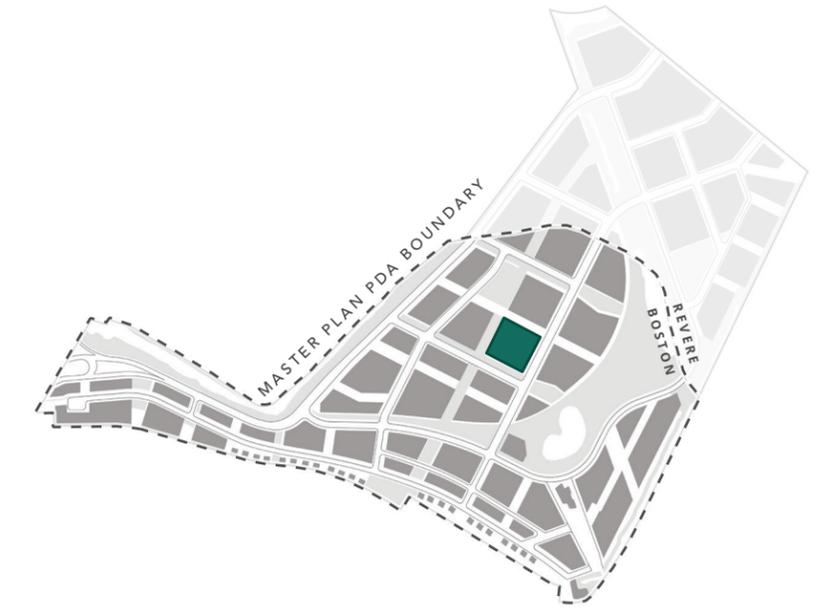
Phase 3B | Block 36
Suffolk Downs Redevelopment



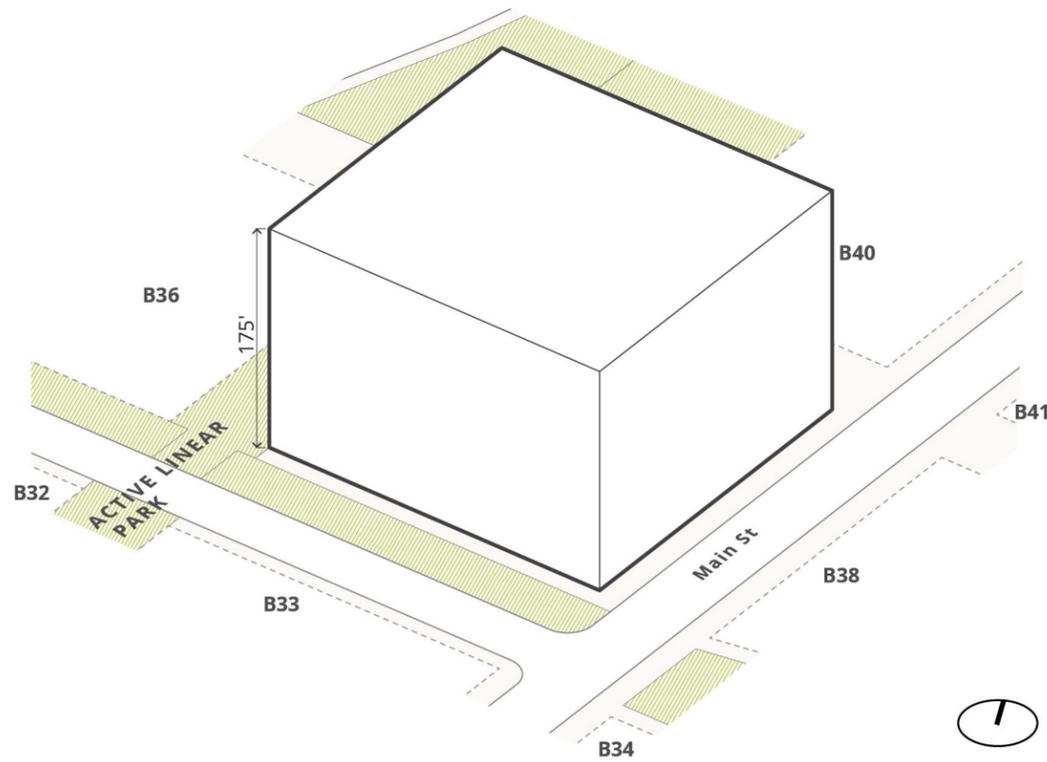
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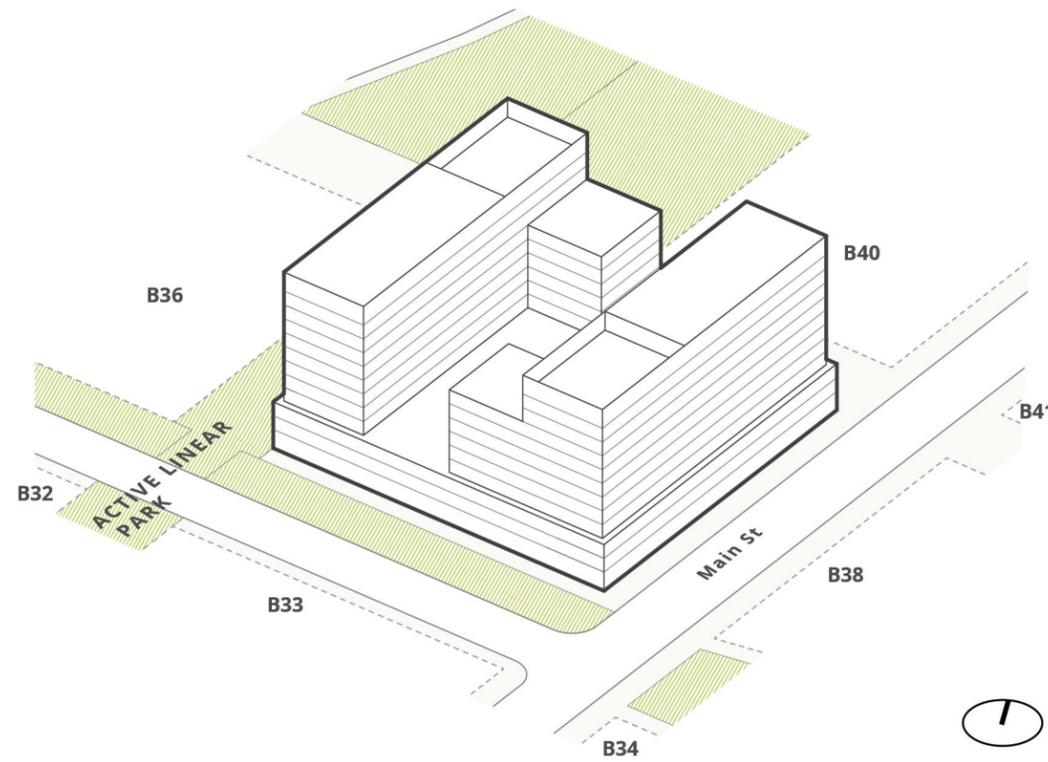
Building Massing Plan



Key Plan



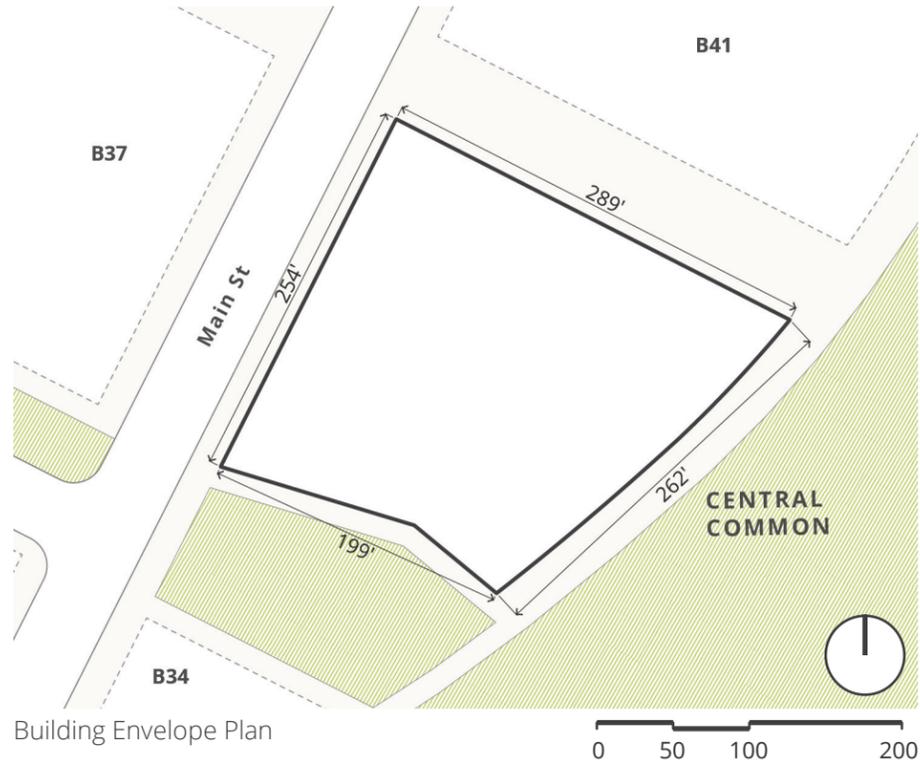
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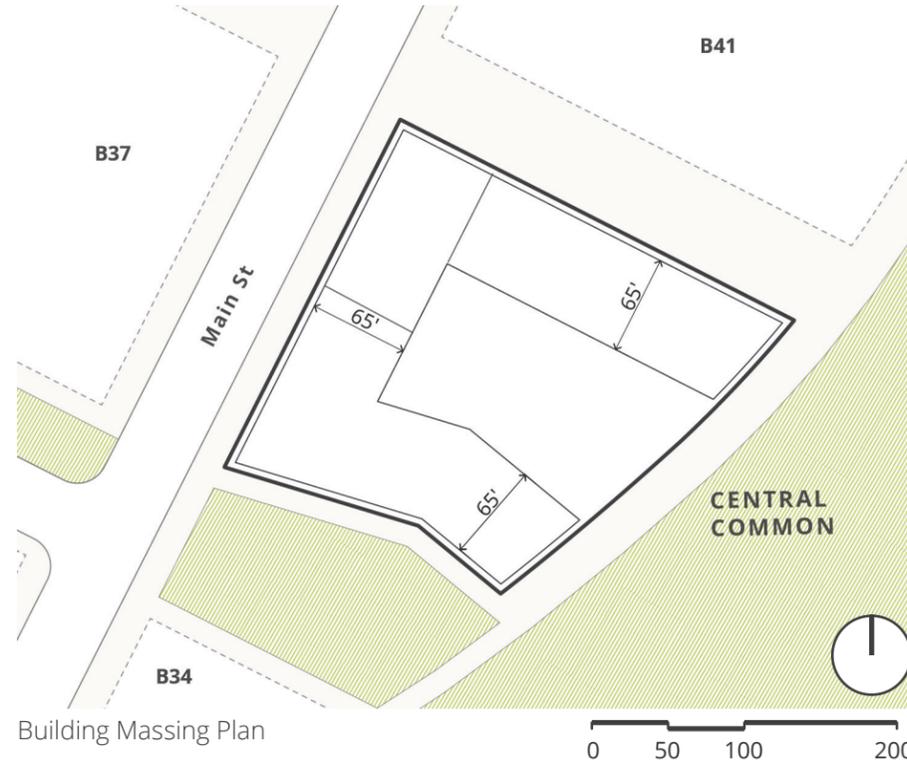
Building Massing Axon

Proposed GFA	381,891 sf
Max Building Height	175'

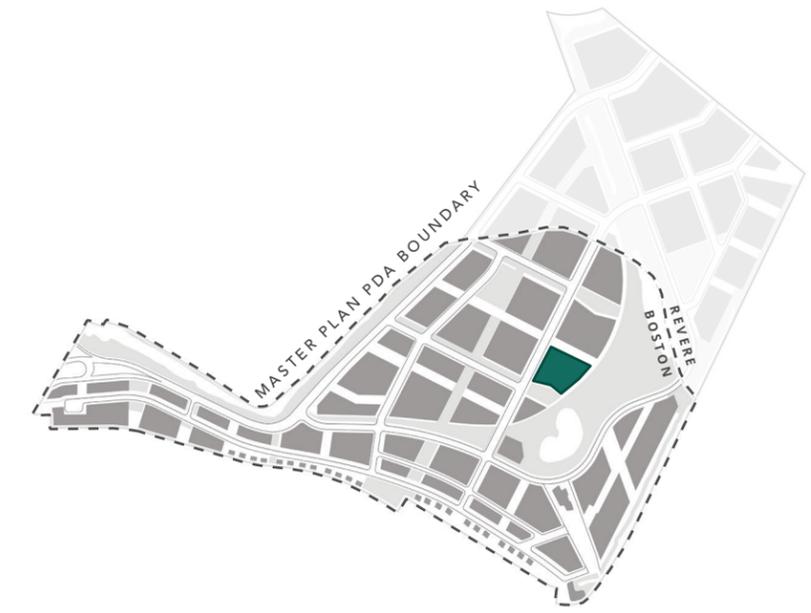
Phase 3B | Block 37
Suffolk Downs Redevelopment



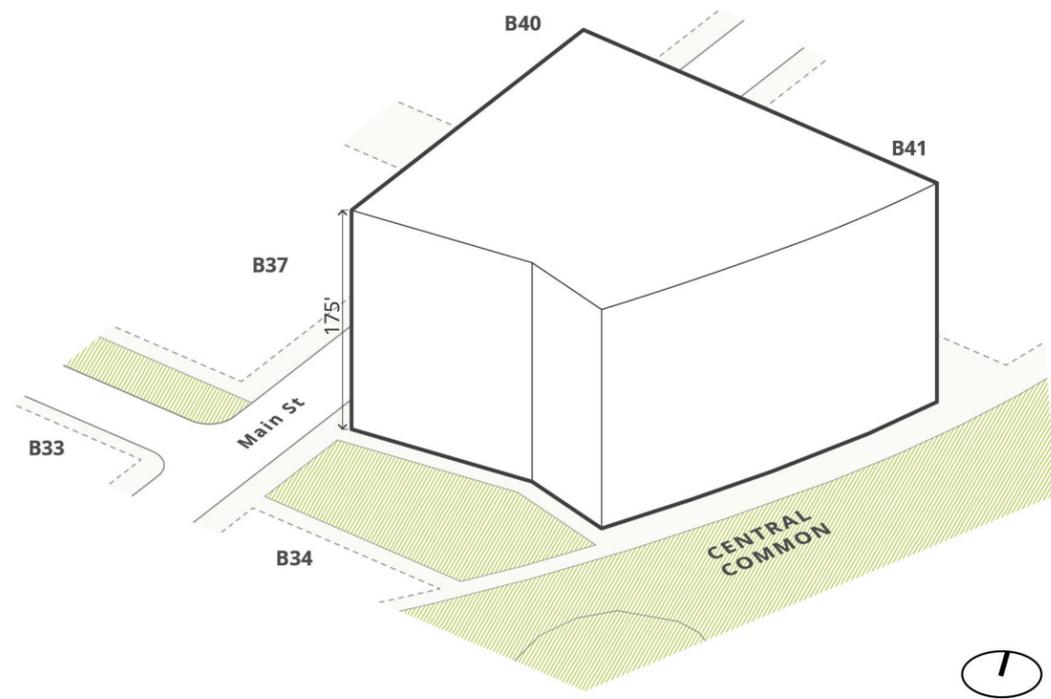
Building Envelope Plan



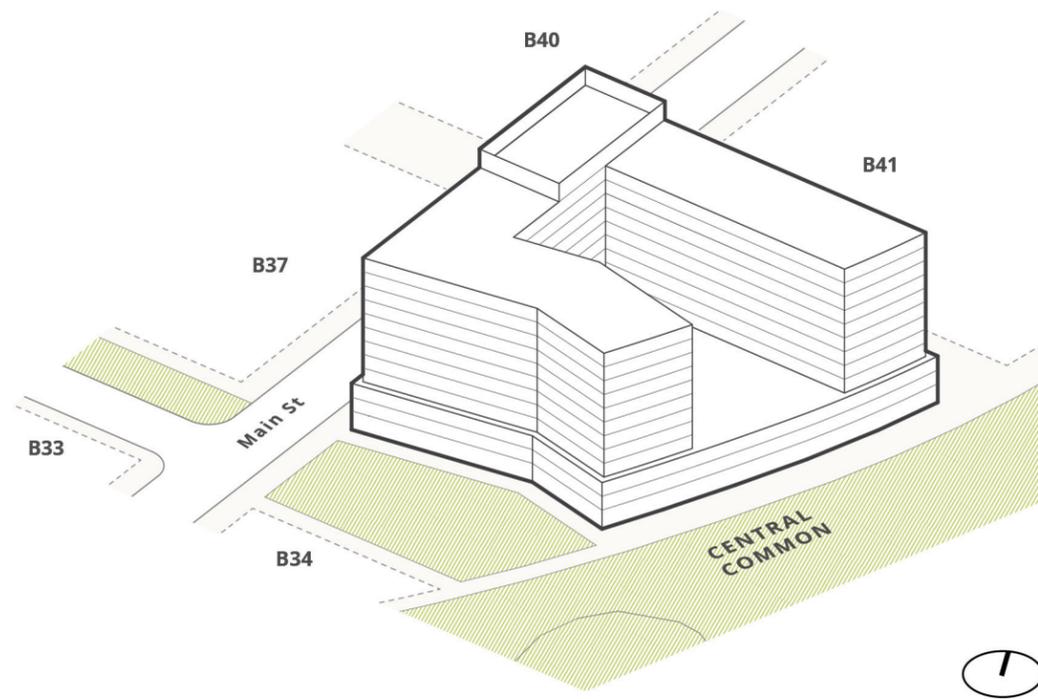
Building Massing Plan



Key Plan



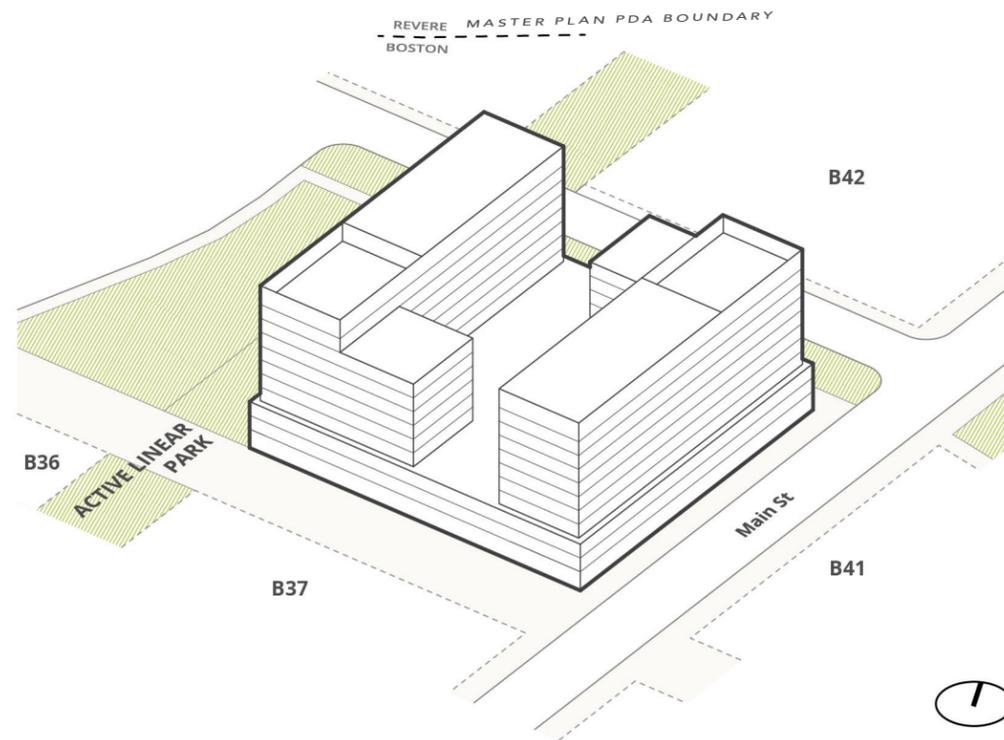
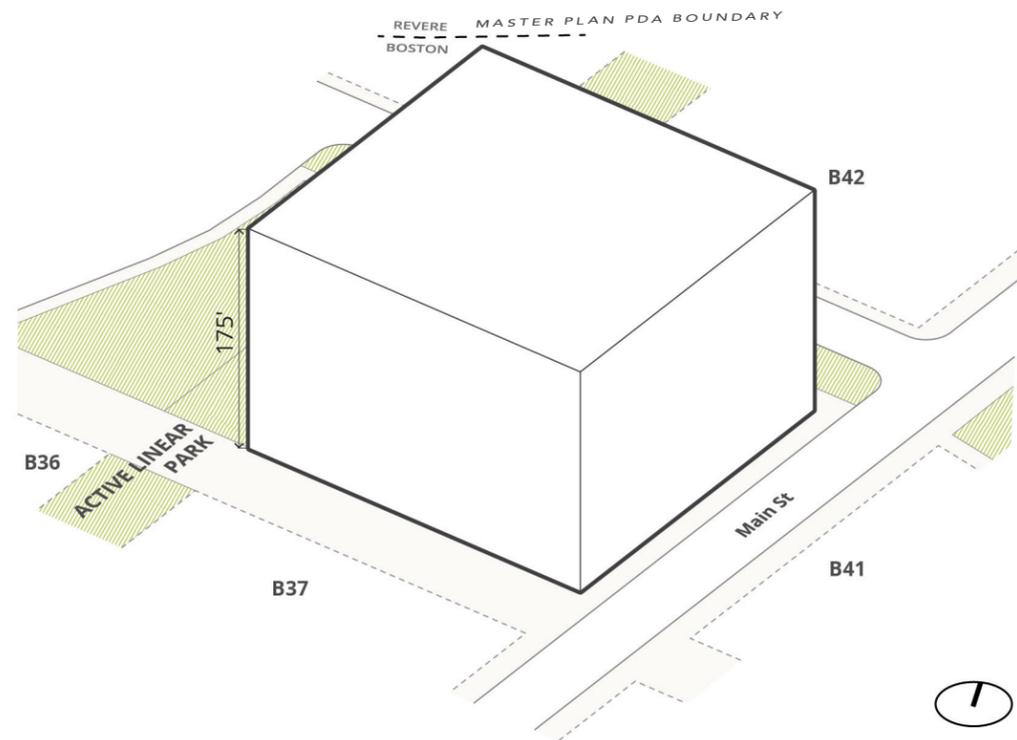
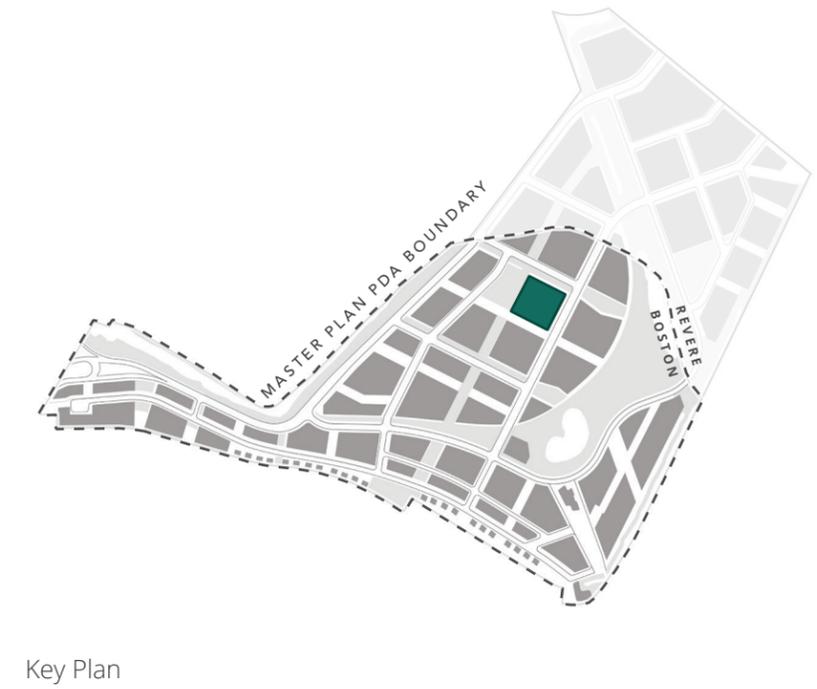
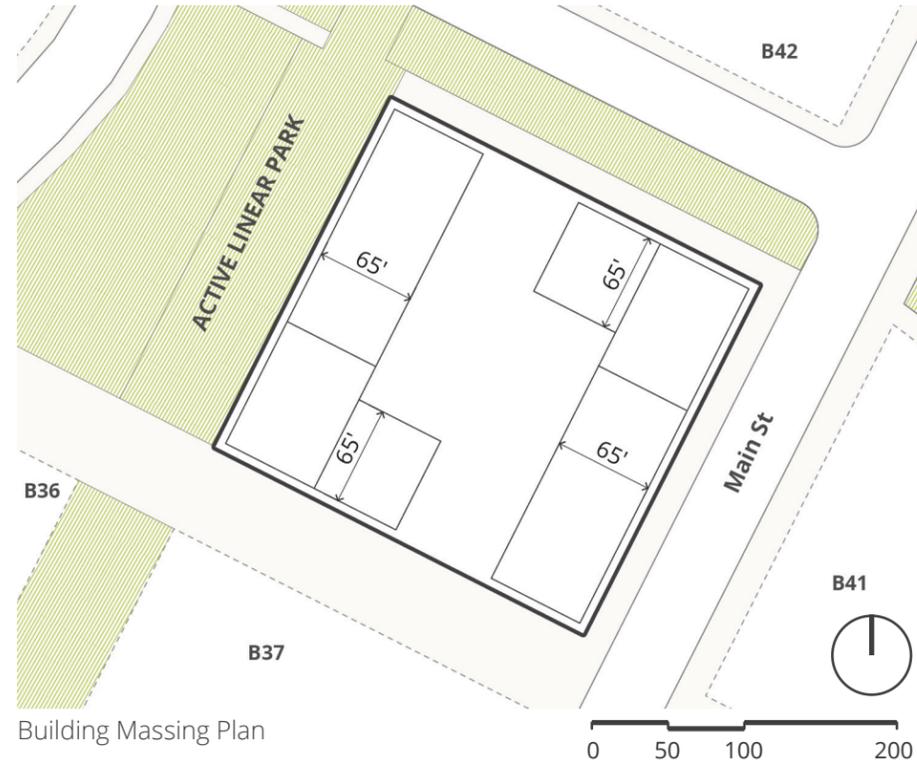
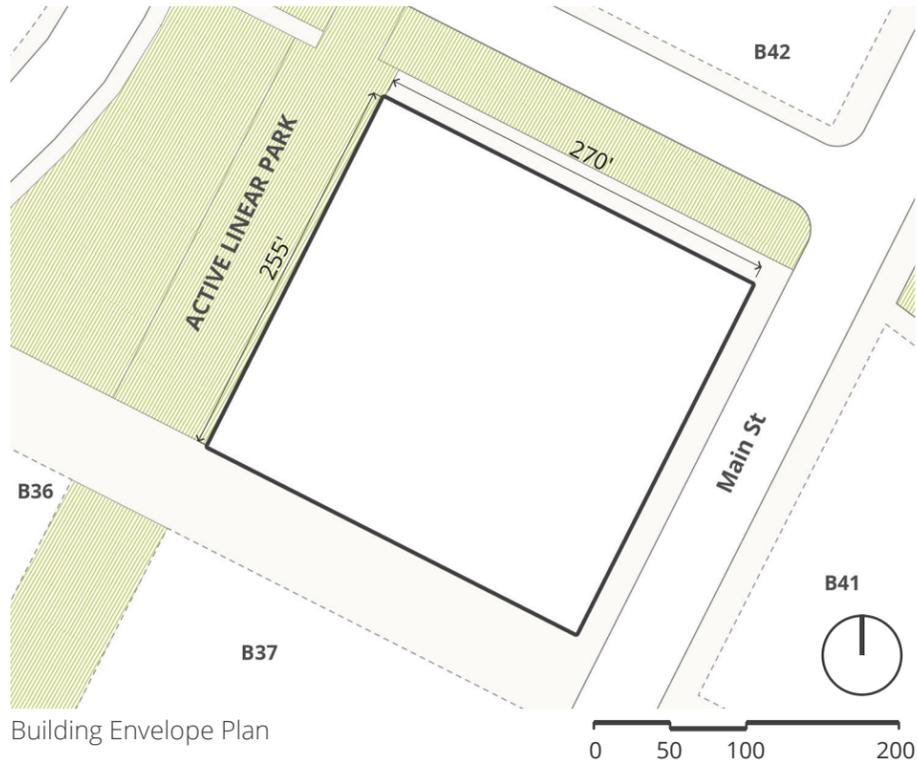
Building Envelope Axon



Building Massing Axon

Proposed GFA	392,839 sf
Max Building Height	175'

Phase 3B | Block 38
Suffolk Downs Redevelopment

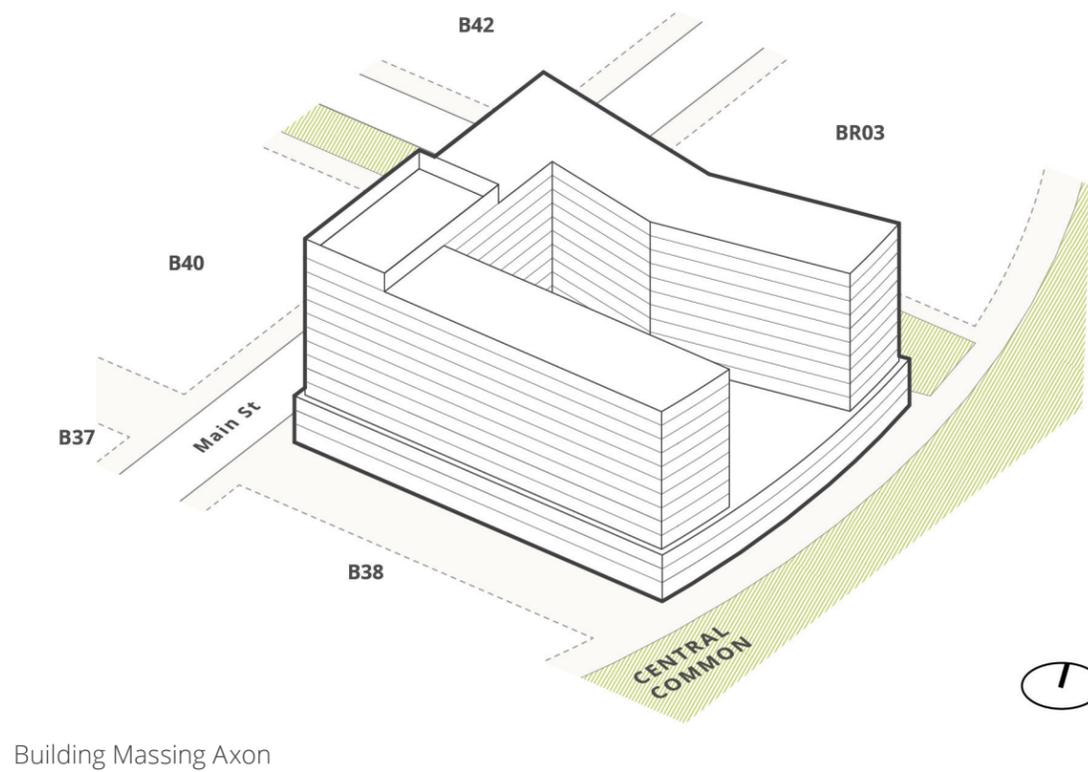
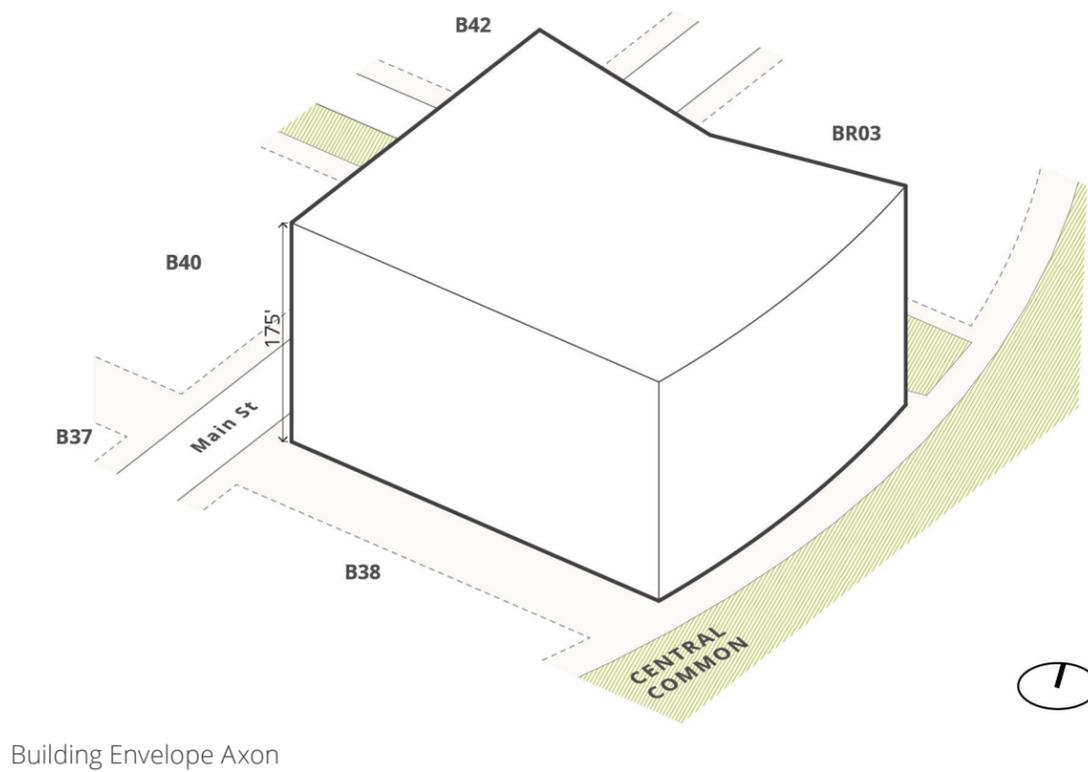
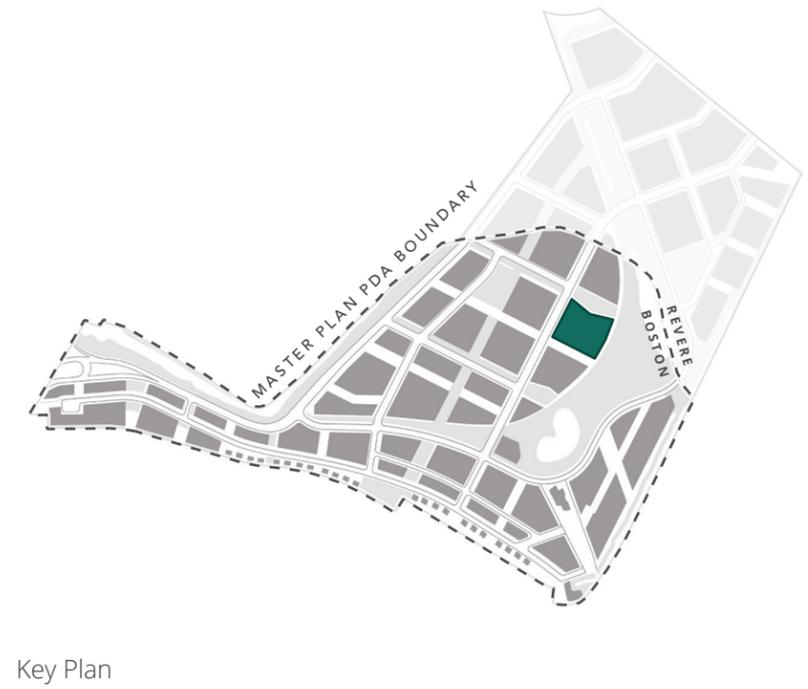
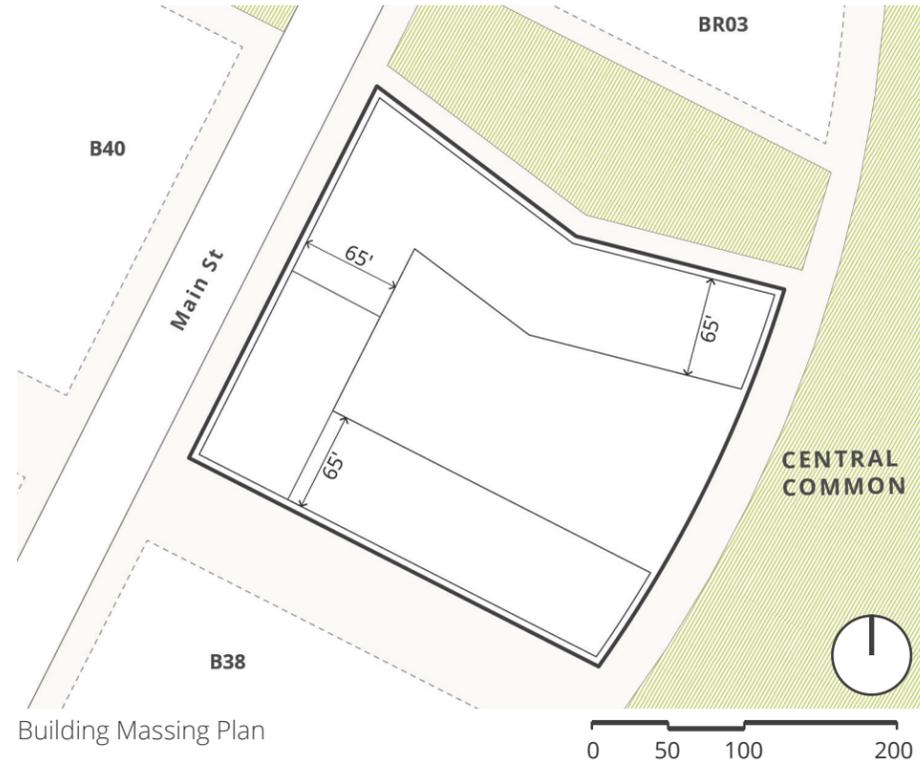
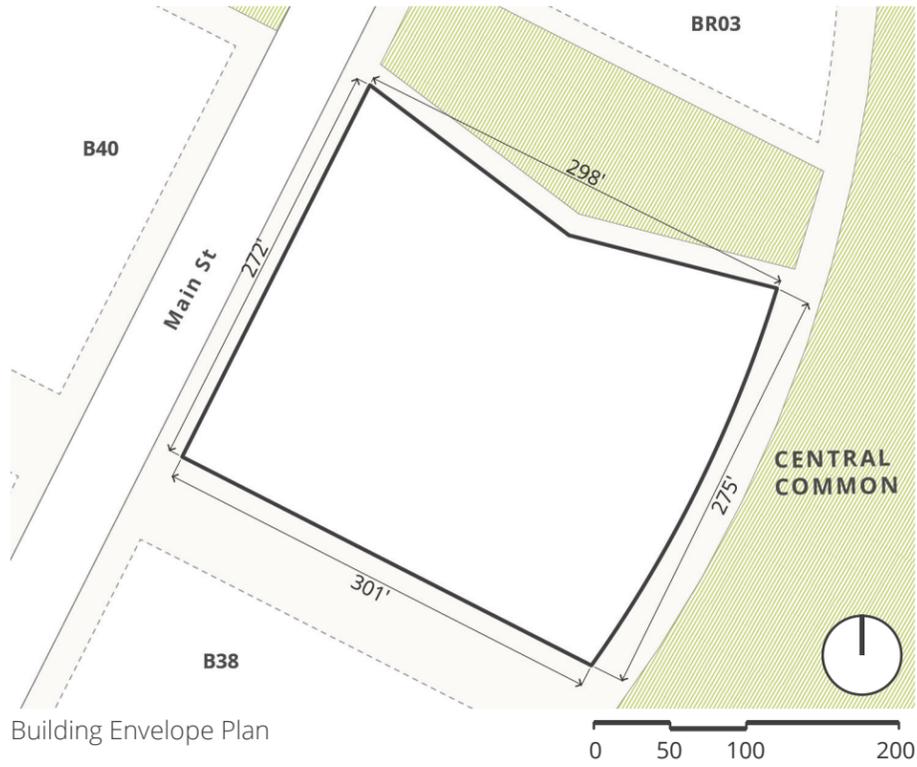


Proposed GFA	381,891 sf
Max Building Height	175'

Building Envelope Axon

Building Massing Axon

Phase 3B | Block 40
Suffolk Downs Redevelopment

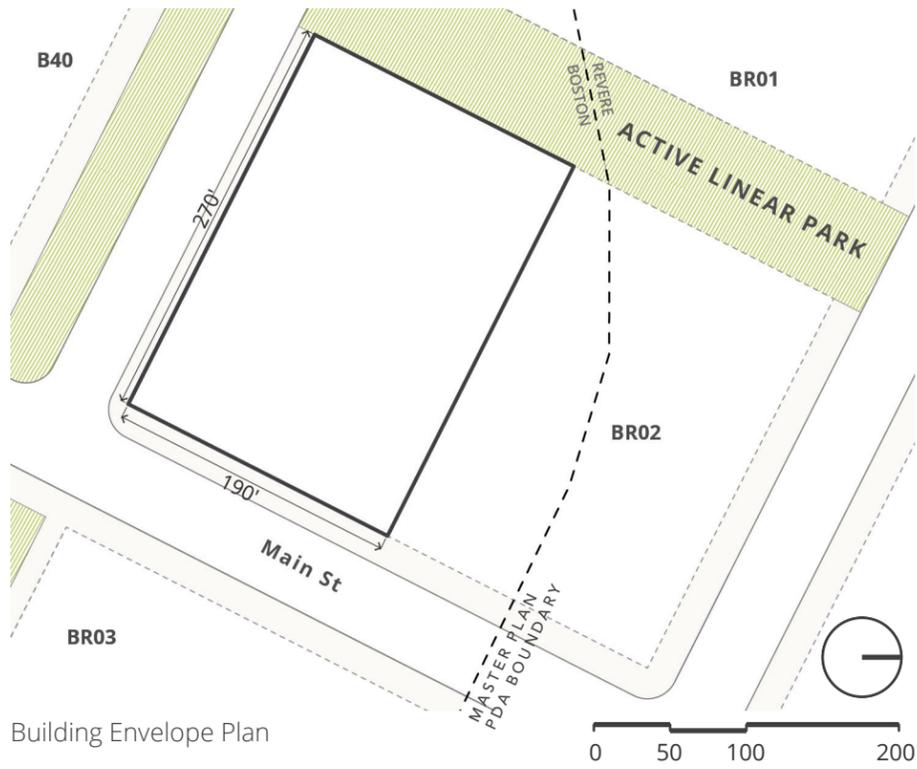


Proposed GFA	486,379 sf
Max Building Height	175'

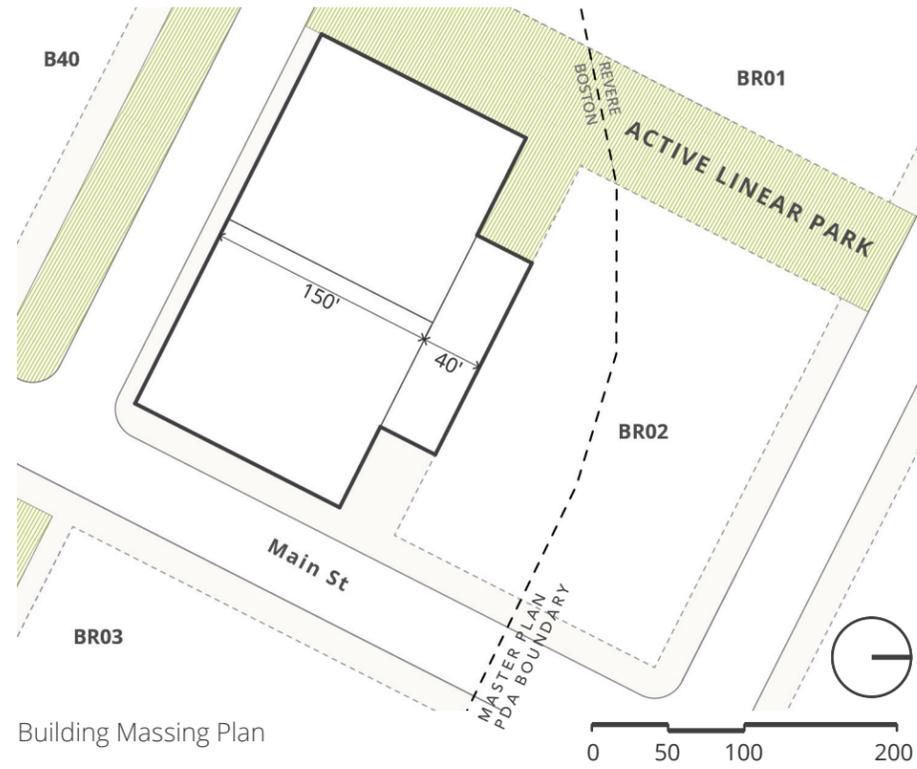
Building Envelope Axon

Building Massing Axon

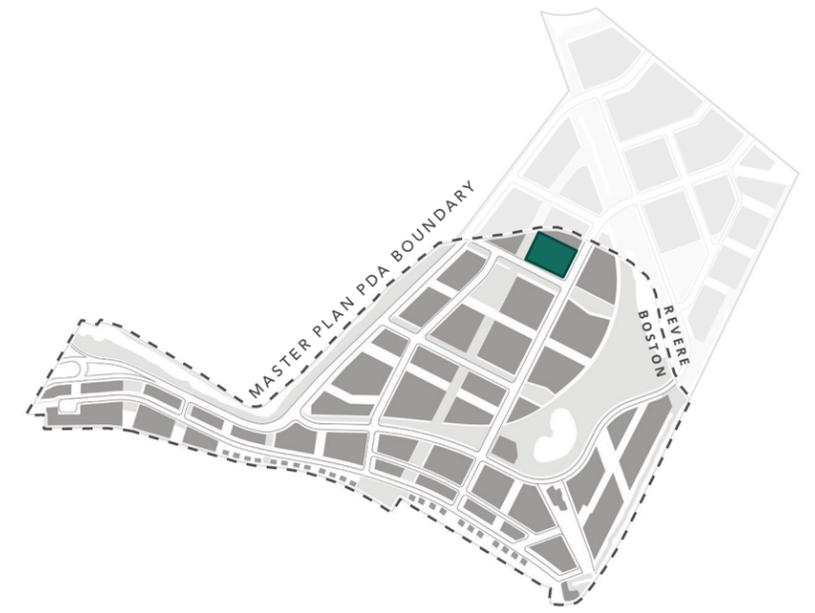
Phase 3B | Block 41
Suffolk Downs Redevelopment



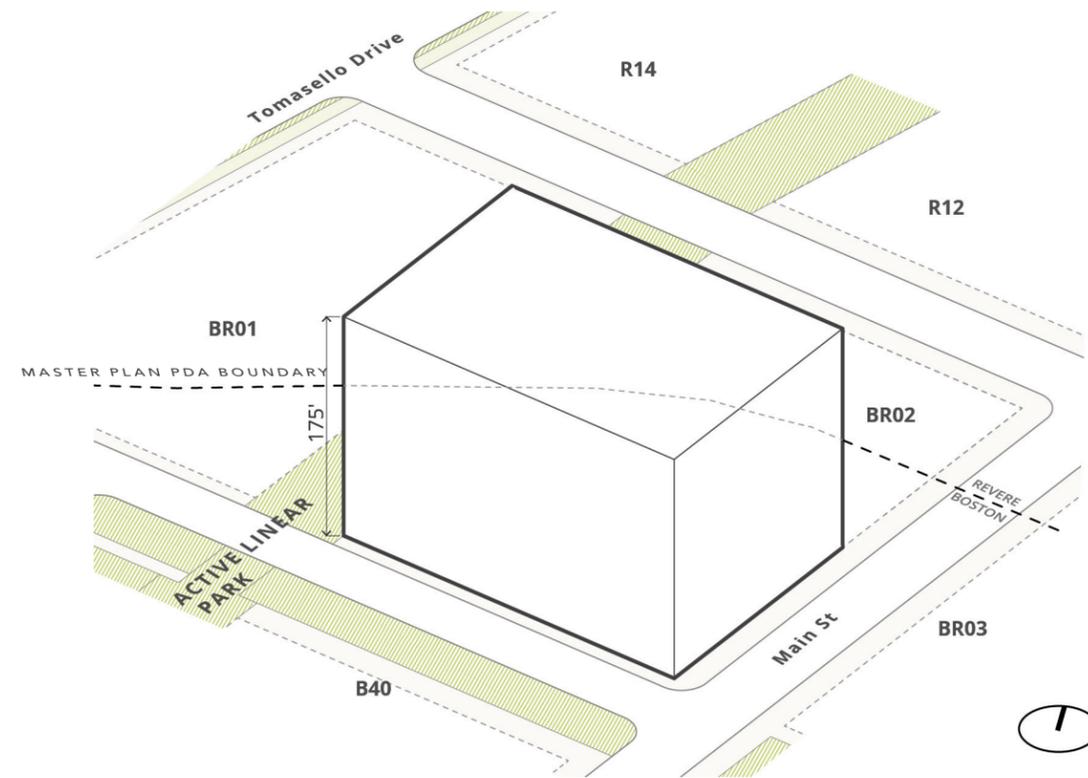
Building Envelope Plan



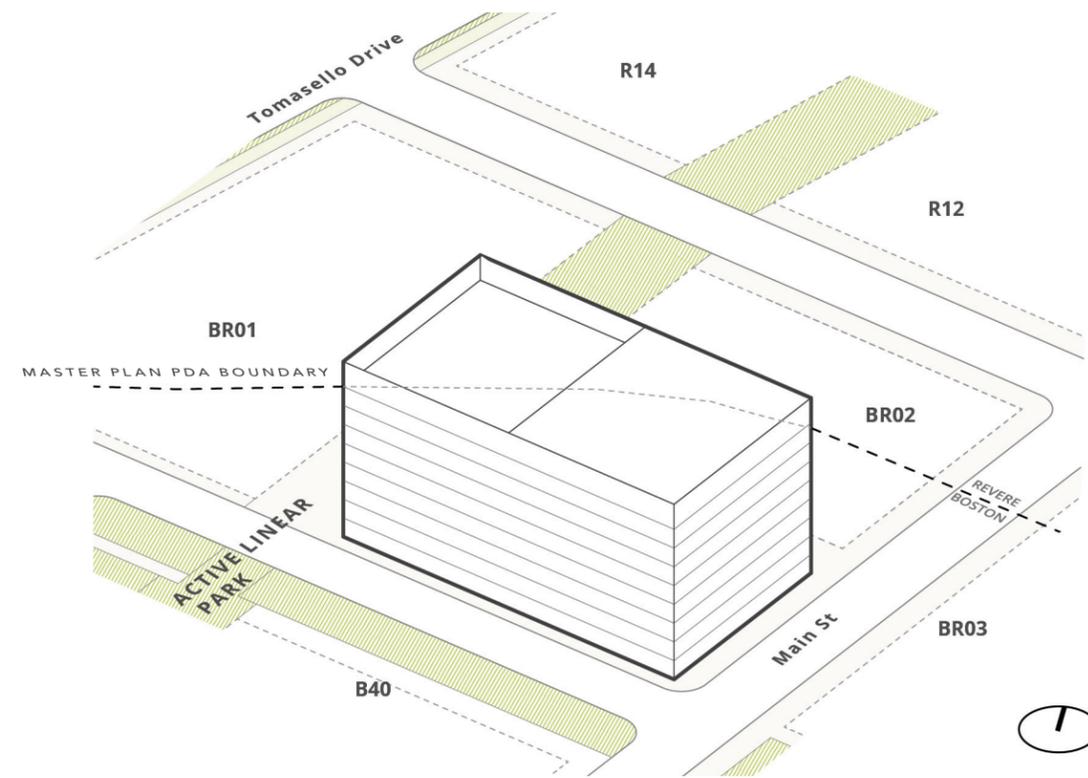
Building Massing Plan



Key Plan



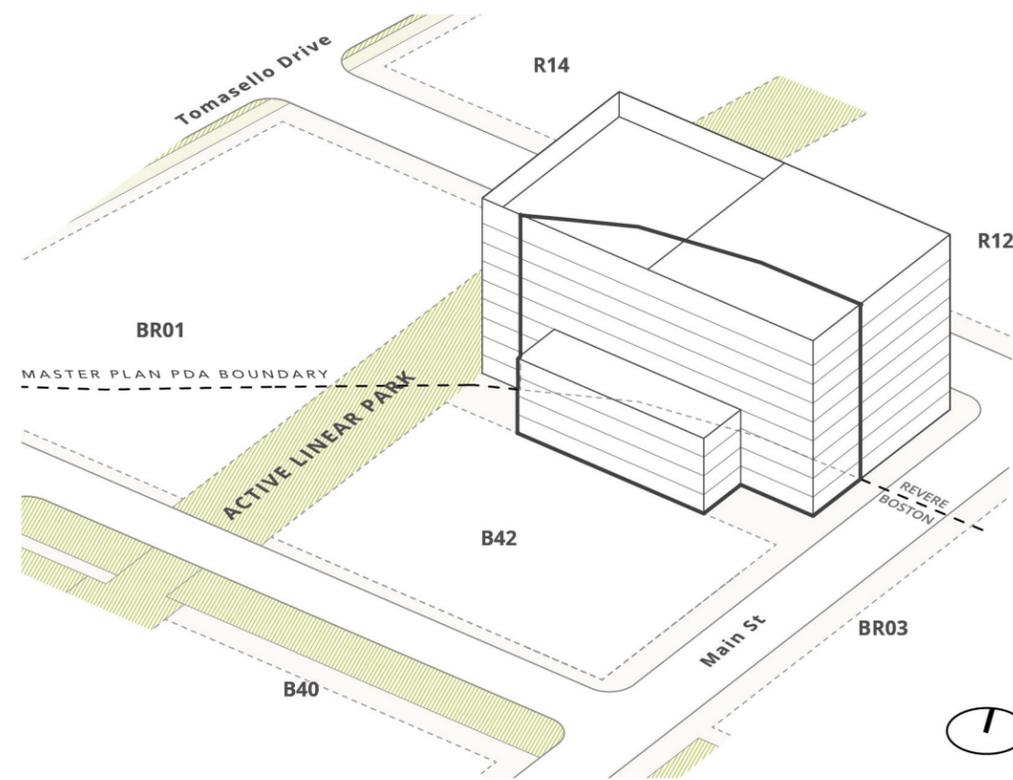
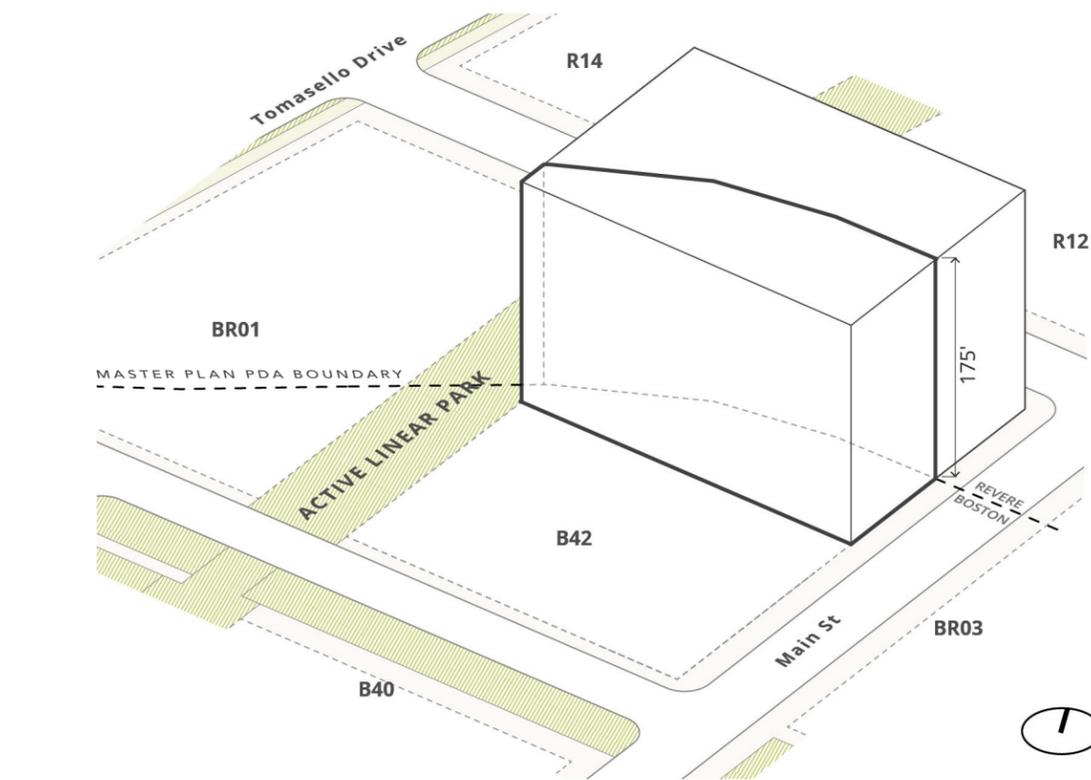
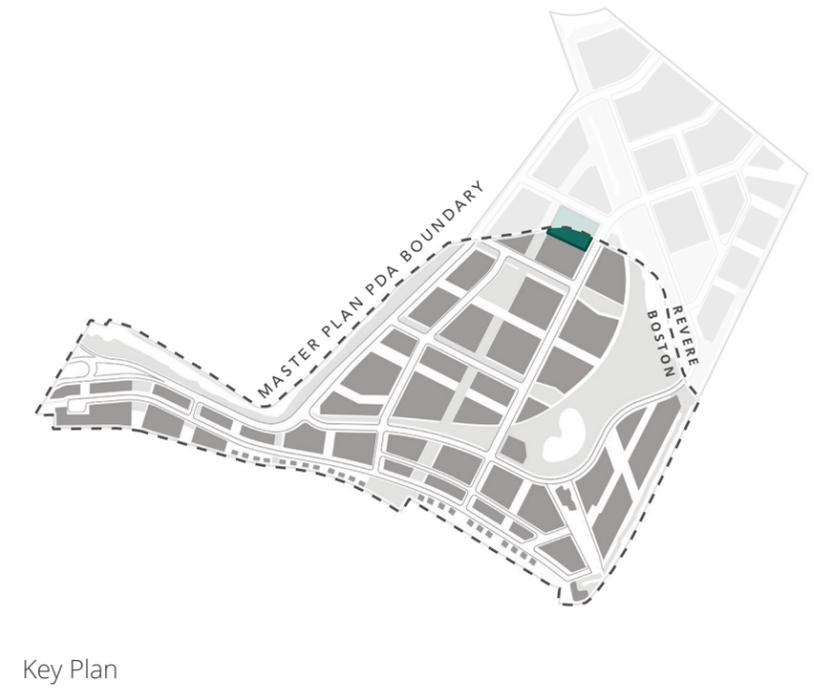
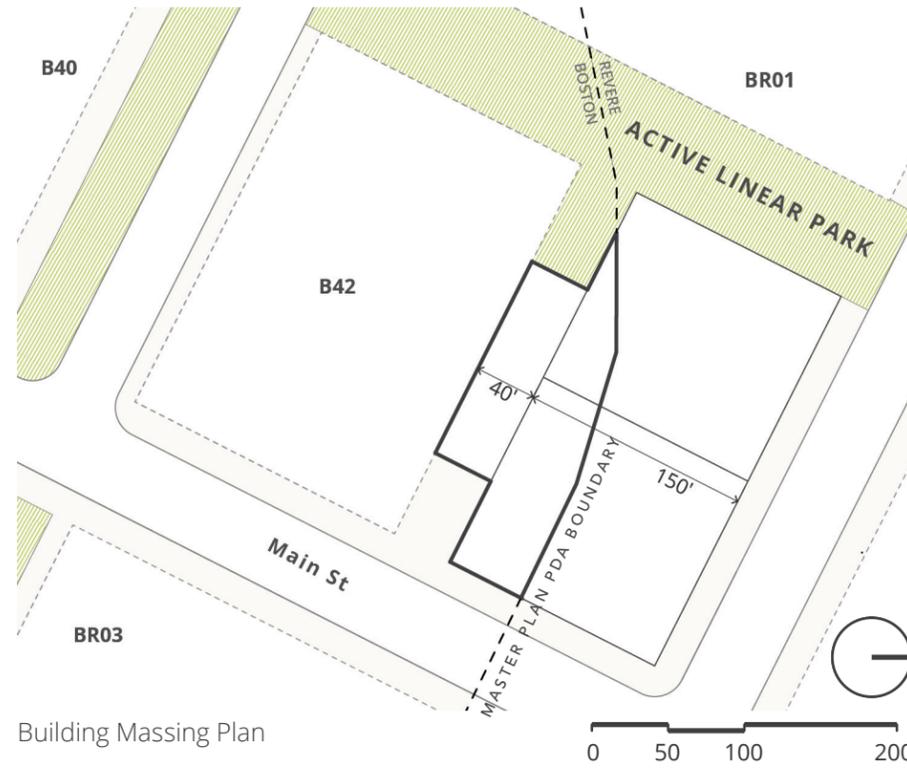
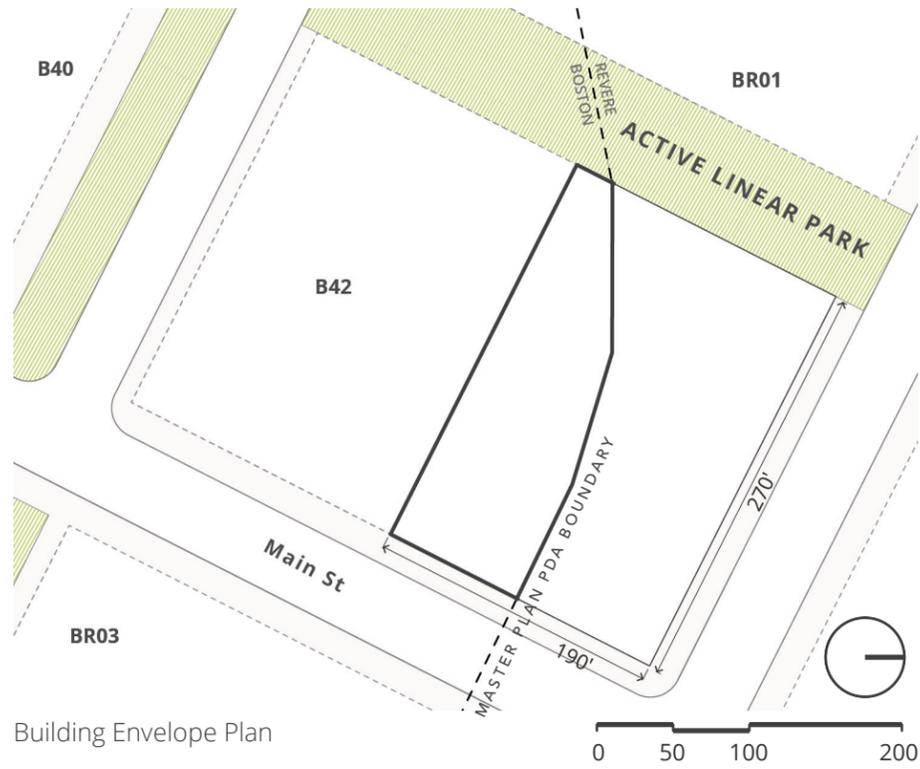
Building Envelope Axon



Building Massing Axon

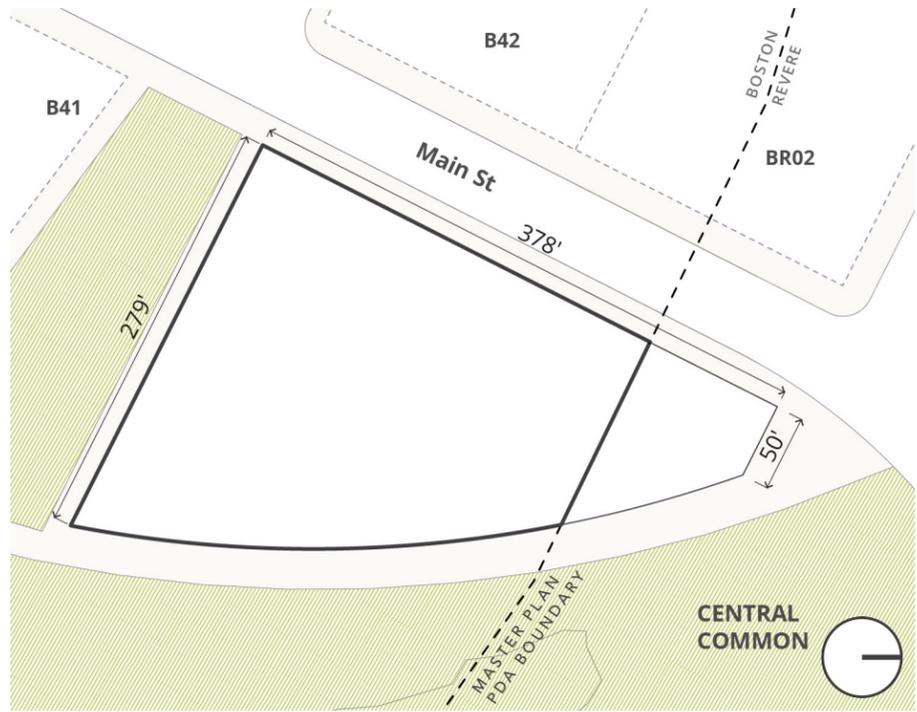
Proposed GFA	333,075 sf
Max Building Height	175'

Phase 3B | Block 42
Suffolk Downs Redevelopment



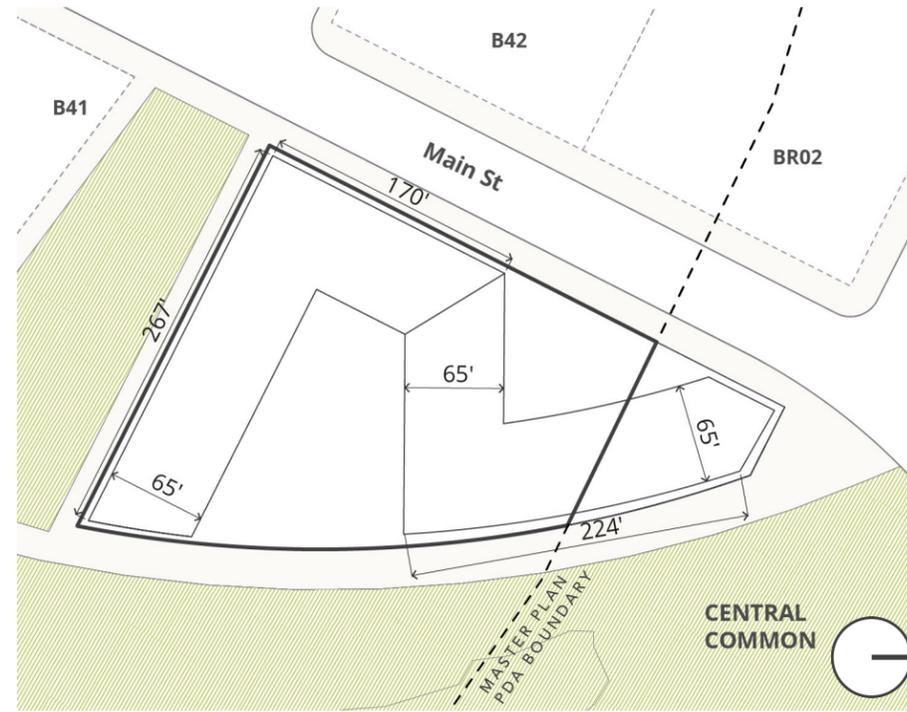
Proposed GFA (in Boston)	105,105 sf
Max Building Height	175'

Phase 3B | Block BR02
Suffolk Downs Redevelopment



Building Envelope Plan

0 50 100 200

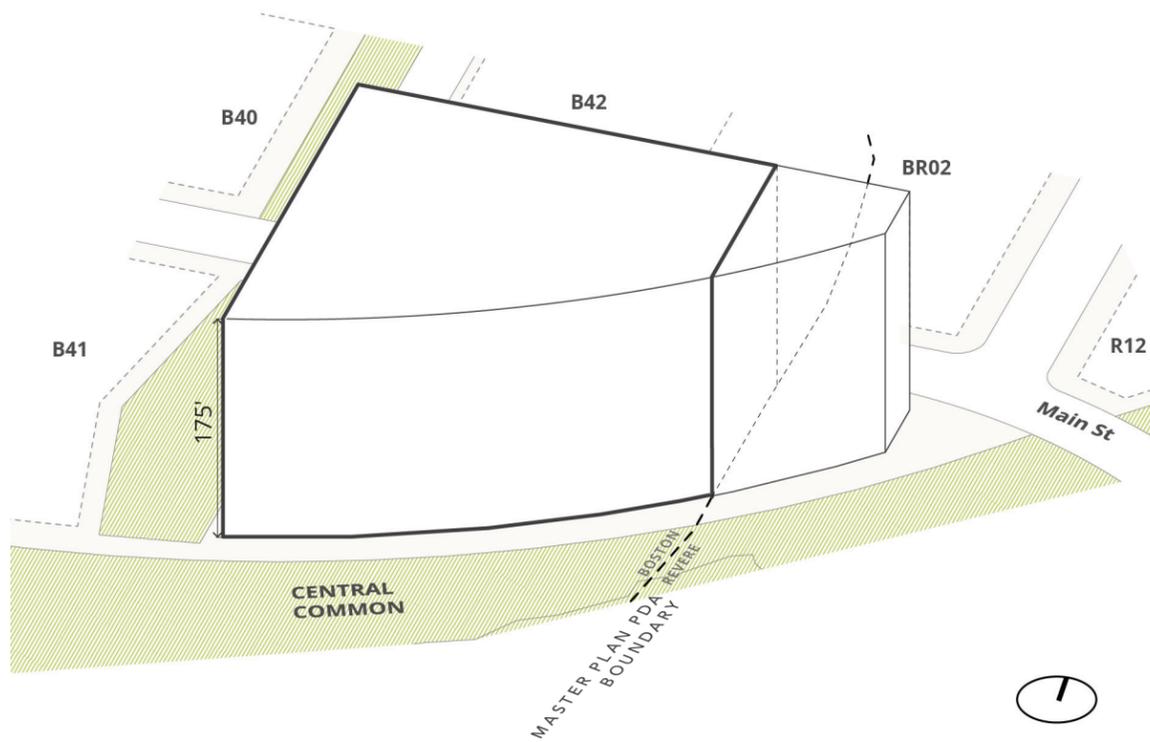


Building Massing Plan

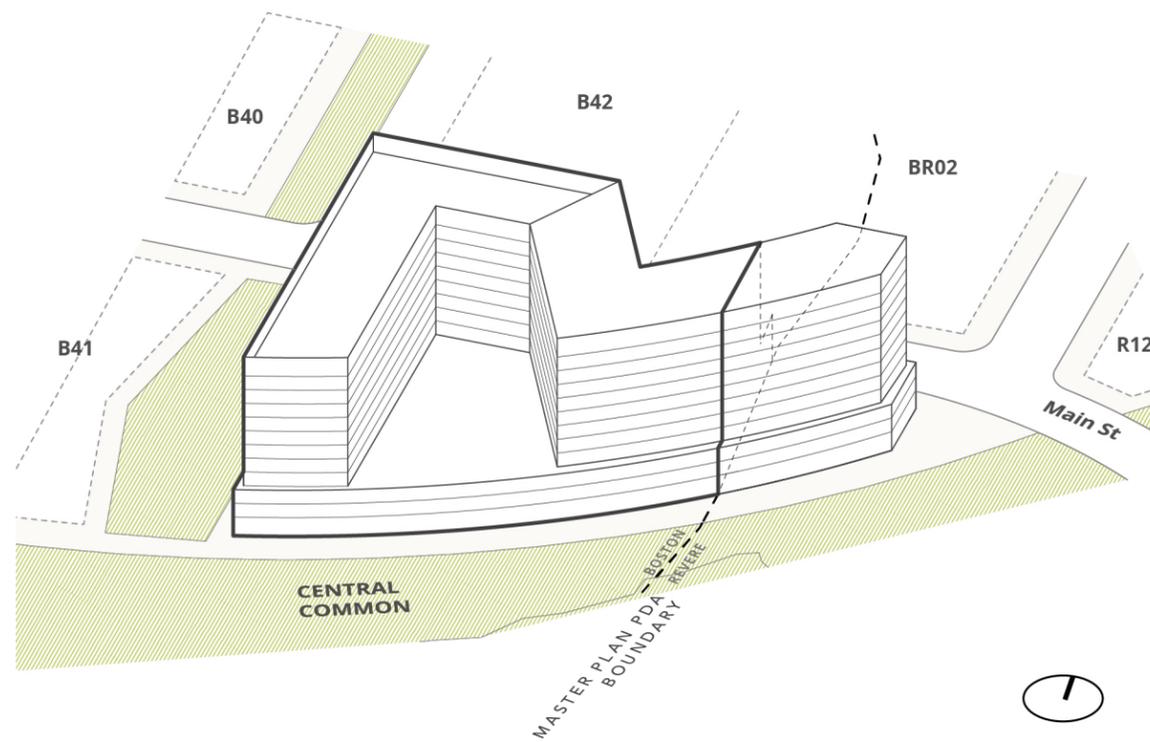
0 50 100 200



Key Plan



Building Envelope Axon



Building Massing Axon

Proposed GFA (in Boston)	406,008 sf
Max Building Height	175'

Phase 3B | Block BR03
Suffolk Downs Redevelopment

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, in each case only if approved by the BPDA.

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

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 Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
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 E](#), 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.

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

**PHASE 4 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development 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**”) and that certain Master Plan for Planned Development Area No. [___] (the “**Master Plan**”) for the proposed redevelopment of the East Boston portion (the “**Master Plan PDA Area**”) of the approximately 161-acre Suffolk Downs site (the “**Suffolk Downs Site**”) located at 525 McClellan Highway in East Boston and Revere (the “**Master Project**”), this plan (this “**Development Plan**”) sets forth information on the fourth phase (the “**Phase 4 Project**”) of the redevelopment of approximately 1,073,100 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “**Phase 4 Site**”). This Development Plan sets forth the Phase 4 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 4 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (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 (including the Phase 4 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 (including the Phase 4 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. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 4 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [___] ([___]) pages of text and Exhibits A-F. All references to this Development Plan contained herein shall pertain only to such [___] ([___]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 4 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 4 Project as described in this Development

Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 4 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development 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 Phase 4 Site, as well as the entire Master Project and 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 BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 24.6-acre Phase 4 Site is located within the larger (approximately 161-acre) Suffolk Downs Site along the portion of the boundary abutting the adjacent tank farm property to the west and bordered by Waldemar Avenue to the south. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely 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 Master Plan PDA Area (including the Phase 4 Site) 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. As noted above, the land within the Phase 4 Site is currently owned by the Proponent. In connection with the development of the Phase 4 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 4 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere 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). The Phase 4 Site presently includes portions of Tomasello Drive, other paved driveways, and surface parking areas.

The Master Plan PDA Area borders the Orient Heights residential neighborhood to the south. As set forth in the Master Plan, a portion of the Master Plan PDA Area has been designated as the Orient Heights Transition Zone and is subject to special restrictions for the protection of the Orient Heights neighborhood. A portion of the Phase 4 Site is located within the Orient Heights Transition Zone as shown on **Exhibit C**.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 4 Project is the fourth phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods

(which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, as well as enhancements to the wetland buffer along the western side of Tomasello Drive and the buildout of additional segments of the Green Finger open spaces and other pedestrian-friendly publicly-accessible open spaces that will serve as passive green pedestrian corridors and provide improved resiliency and stormwater management capabilities. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs Massachusetts Bay Transportation Authority (“**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. The Phase 4 Project is planned to be the fourth phase of redeveloping the Master Plan PDA Area 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. This will include development of the fourth Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas. Approximately 175,000 square feet (about 4 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 4 Project. A Site Plan for the Phase 4 Project is attached as **Exhibit C**.

The Phase 4 Project consists of ten (10) buildings (B10-11, B27-29, B31-32, B35, B39 and BR01), one of which is located in both Boston and Revere (BR01), plus an additional eight (8) single family homes (two groups of four (4) homes designated SF02 and SF03, respectively). Subject to changes permitted by this Development Plan, the Phase 4 Project shall contain a total of approximately 3,183,000 square feet of Gross Floor Area, of which approximately 2,047,000 square feet at full build-out shall be used for Residential Uses and approximately 1,136,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in **Exhibit D**, and uses accessory thereto. The architectural design of the Phase 4 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 4 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking 21st century live-work-play neighborhood. The architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA’s design review. Buildings within the Phase 4 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 4 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, “Building Height” shall exclude roof structures, decks,

penthouses and equipment that may be located on the roof of the Phase 4 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. “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.

The dimensional or 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) shall not be applicable to the Phase 4 Project and the Phase 4 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 4 Project.

5. Proposed Uses of the Phase 4 Site. Except as set forth below for the portion of the Phase 4 Site located within the Orient Heights Transition Zone, allowed uses within the Phase 4 Site shall include the following uses, each as more particularly defined on **Exhibit E** 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**”). Except for the portion of the Phase 4 Site located within the Orient Heights Transition Zone, and subject to or consistent with the table in **Exhibit D**, all of the Permitted Uses shall be allowed within and throughout the Phase 4 Site.

The portion of the Phase 4 Site located within 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.

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 4 Project, including at the enhancements to the wetland buffer along the western side of Tomasello Drive and the additional segments of the Green Fingers. Approximately 175,000 square feet (about 4 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 4 Project, including the open space areas shown on **Exhibit C** and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or an association of property owners of the Suffolk Downs Site or portions thereof, as public open space. The Phase 4 Project’s open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with Sections 80B-6 and 80C-8 of the Code, respectively. All other

open space and landscaping requirements of the Code shall not be applicable to the Phase 4 Project and the Phase 4 Site and are superseded by this Development Plan.

7. Transportation. The Phase 4 Project will involve the construction of the fourth phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 4 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. 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 Phase 4 Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. 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 Phase 4 Project and 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 within the Suffolk Downs Site 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 the Phase 4 Project. Pursuant to the Master Transportation Improvement Agreement to be entered into by the Proponent and the Boston Transportation Department ("**BTD**") with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 4 Project, 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. If the amount of traffic generated by the Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report 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.

8. Proposed Parking and Loading. As currently contemplated, the Phase 4 Project's parking garages will include capacity for the parking of up to 2,181 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. The Phase 4 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall be deemed to be in compliance with this Development Plan upon issuance of a Certification of

Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 4 Project and the Phase 4 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 4 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 4 Project includes the development of approximately 2,047,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent 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**"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 4 Project, the Non-Discrimination Covenant required by the Master Plan shall have been recorded.

11. Green Buildings. The Phase 4 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having upon completion of the Phase 1 through Phase 4 Projects, at least 70% of the buildings developed in such phases (collectively) satisfy the requirements for a minimum LEEDv4 Gold rating, with the other buildings satisfying the requirements for a minimum LEEDv4 Silver rating.

12. Signage. The signage program for the Phase 4 Project shall be subject to design review by the BPDA, and any "Sign" that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 4 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 4 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood

with an active, lively and appropriate mix of 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 Phase 4 Project shall also provide a material increase in housing units. Among its many other anticipated benefits, the Phase 4 Project is expected to:

- a. Diversify and expand East Boston's economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston 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 Phase 4 Site, 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. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Phase 1 through Phase 4 Projects (collectively) to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. 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, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.

- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- i. 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.
- j. Improve local and regional transportation infrastructure and services through the fourth phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections 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 within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.
- k. 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 LEEDv4 Silver rating for all Phase 4 Project buildings and meeting the standards for LEEDv4 Gold for at least 70% of the Phase 1 through Phase 4 Project buildings (collectively).
- l. 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,
- m. 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 Project, noting the measures to be provided for the Phase 4 Project, is attached as **Exhibit F**.

15. Development Review Procedures. The Phase 4 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached hereto as **Exhibit D**. The design of the individual buildings will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and 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 Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 4 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,
- b. following the pre-submission meeting, the Proponent shall submit a building design review package for the applicable portion of the Phase 4 Project, which shall contain:
 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,
 - (ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,
 - (iii) the most recent traffic monitoring reports for traffic generated by the Master Project,
 - (iv) a LEED checklist for each building,
 - (v) drainage plans,
 - (vi) updated information regarding relevant utility infrastructure,
 - (vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,
 - (viii) a construction management plan regarding construction period impacts, and
 - (vi) a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish,
- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the "IAG"),
- d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent's website,
- e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,

- f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
- g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and
- h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 4 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 Phase 4 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 4 Project for the Phase 4 Site. This Development Plan is consistent with the Master Plan and is therefore 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 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 Phase 4 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 4 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, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 4 Site as a whole and not to each individual lot, and 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 Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 4 Site may seek amendment of this Development 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 Phase 4 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 4 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed 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 buildings and site improvements included in the Phase 4 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 4 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Development 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 4 Site than the distance shown on **Exhibit C**, without an amendment of this Development Plan and the Master Plan.

Exhibit A

Legal Description of Phase 4 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 4B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 4B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the northerly sideline of Waldemar Avenue, thence running;

- | | |
|-----------------|--|
| N 08° 15' 28" E | 430.02 feet to a point on the city line between Boston and Revere at land now or formerly of TOSCO Terminal Company, said last course being over and upon Sterling Suffolk Racecourse, LLC, thence turning and running; |
| N 49° 33' 19" E | 263.74 feet to a point, said last course being by land now or formerly of TOSCO Terminal Company, thence turning and running; |
| N 44° 12' 04" E | 473.63 feet to a point, said last course being by land in part now or formerly of TOSCO Terminal Company and now or formerly of Cargill, Inc., thence turning and running; |
| N 47° 38' 04" E | 169.84 feet to a point, said last course being along the city line between Boston and Revere and by land now or formerly of Cargill, Inc., 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, said last two courses being along the city line between Boston and Revere and by land now or formerly of Cedar-Revere LLC, thence turning and running; |
| N 78° 09' 14" E | 156.00 feet to a point, being along the city line between Boston and Revere and by land in part now or formerly of Cedar-Revere, LLC and over and upon now or formerly Sterling Suffolk Racecourse, LLC, 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, said last 3 courses being by the city line between Boston and Revere and over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running; |

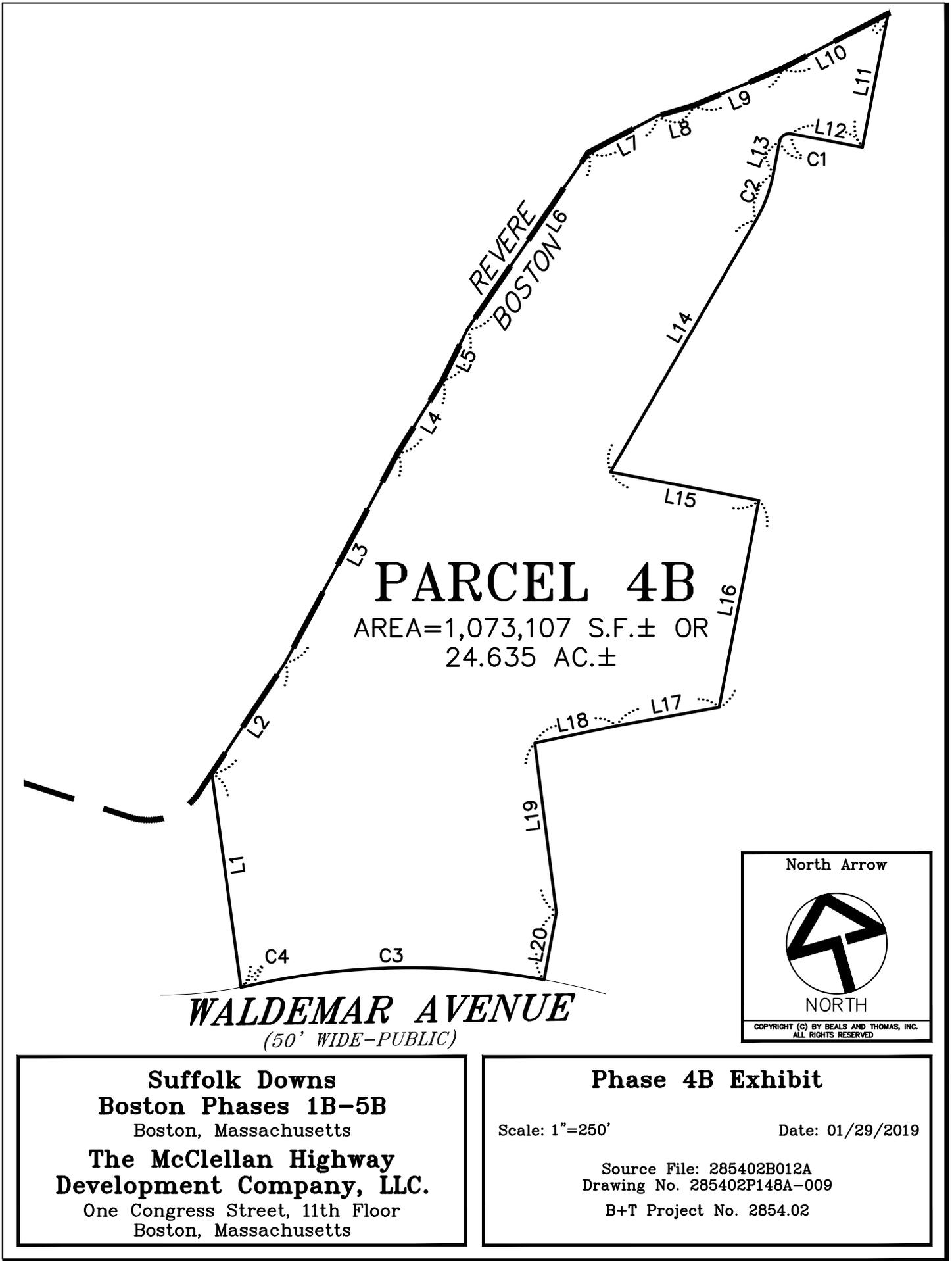
S 26° 51' 41" W	271.08 feet to a point, thence turning and running;
N 63° 08' 19" W	144.21 feet to a point, thence turning and running;
SOUTHERLY	31.42 feet by a curve to the left with a radius of 20.00 feet, thence turning and running;
S 26° 51' 41" W	64.35 feet to a point, thence turning and running;
SOUTHERLY	100.33 feet to a curve to the right with a radius of 300.00 feet, thence turning and running;
S 46° 01' 22" W	578.25 feet to a point, thence turning and running;
S 63° 08' 34" E	300.64 feet to a point, thence turning and running;
S 26° 51' 26" W	419.42 feet to a point, thence turning and running;
N 84° 14' 17" W	207.69 feet to a point, thence turning and running;
N 85° 51' 49" W	166.15 feet to a point, thence turning and running;
S 08° 42' 59" W	340.13 feet to a point, thence turning and running;
S 26° 24' 34" W	136.13 feet to a point on the northerly sideline of Waldemar Avenue, said last 12 courses being over and upon land of Sterling Suffolk Racecourse, LLC. thence turning and running;
WESTERLY	586.59 feet by a non-tangent curve to the left with a radius of 1465.00 feet to a point, thence turning and running;
WESTERLY	21.10 feet by a curve to the left with a radius of 828.45 feet to the point of beginning, said last 2 courses being by the northerly sideline of Waldemar Avenue.

Containing 1,073,107 square feet more or less, or 24.635 acres, more or less.

Exhibit B

Depiction of Phase 4 Site

[see attached]



Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts

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

Phase 4B Exhibit

Scale: 1"=250' Date: 01/29/2019

Source File: 285402B012A
 Drawing No. 285402P148A-009
 B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N8° 15' 28"E	430.02
L2	N49° 33' 19"E	263.74
L3	N44° 12' 04"E	473.63
L4	N47° 38' 04"E	169.84
L5	N41° 59' 00"E	112.90
L6	N50° 20' 34"E	426.66
L7	N78° 09' 14"E	156.00
L8	N89° 49' 19"E	74.99
L9	N83° 20' 52"E	190.40
L10	N78° 35' 32"E	238.02
L11	S26° 51' 41"W	271.08
L12	N63° 08' 19"W	144.21
L13	S26° 51' 41"W	64.35
L14	S46° 01' 22"W	578.25
L15	S63° 08' 34"E	300.64
L16	S26° 51' 26"W	419.42
L17	N84° 14' 17"W	207.69
L18	N85° 51' 49"W	166.15
L19	S8° 42' 59"W	340.13
L20	S26° 24' 34"W	136.13

Curve Table			
Curve #	Length	Radius	Delta
C1	31.42	20.00	90°00'00"
C2	100.33	300.00	19°09'41"
C3	586.59	1465.00	22°56'28"
C4	21.10	828.45	1°27'33"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 4B Exhibit
Line & Curve Tables
 Scale: 1"=250' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-010
 B+T Project No. 2854.02

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 4B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 4B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the northerly sideline of Waldemar Avenue, thence running;

- | | |
|-----------------|--|
| N 08° 15' 28" E | 430.02 feet to a point on the city line between Boston and Revere at land now or formerly of TOSCO Terminal Company, said last course being over and upon Sterling Suffolk Racecourse, LLC, thence turning and running; |
| N 49° 33' 19" E | 263.74 feet to a point, said last course being by land now or formerly of TOSCO Terminal Company, thence turning and running; |
| N 44° 12' 04" E | 473.63 feet to a point, said last course being by land in part now or formerly of TOSCO Terminal Company and now or formerly of Cargill, Inc., thence turning and running; |
| N 47° 38' 04" E | 169.84 feet to a point, said last course being along the city line between Boston and Revere and by land now or formerly of Cargill, Inc., 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, said last two courses being along the city line between Boston and Revere and by land now or formerly of Cedar-Revere LLC, thence turning and running; |
| N 78° 09' 14" E | 156.00 feet to a point, being along the city line between Boston and Revere and by land in part now or formerly of Cedar-Revere, LLC and over and upon now or formerly Sterling Suffolk Racecourse, LLC, 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, said last 3 courses being by the city line between Boston and Revere and over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running; |

S 26° 51' 41" W	271.08 feet to a point, thence turning and running;
N 63° 08' 19" W	144.21 feet to a point, thence turning and running;
SOUTHERLY	31.42 feet by a curve to the left with a radius of 20.00 feet, thence turning and running;
S 26° 51' 41" W	64.35 feet to a point, thence turning and running;
SOUTHERLY	100.33 feet to a curve to the right with a radius of 300.00 feet, thence turning and running;
S 46° 01' 22" W	578.25 feet to a point, thence turning and running;
S 63° 08' 34" E	300.64 feet to a point, thence turning and running;
S 26° 51' 26" W	419.42 feet to a point, thence turning and running;
N 84° 14' 17" W	207.69 feet to a point, thence turning and running;
N 85° 51' 49" W	166.15 feet to a point, thence turning and running;
S 08° 42' 59" W	340.13 feet to a point, thence turning and running;
S 26° 24' 34" W	136.13 feet to a point on the northerly sideline of Waldemar Avenue, said last 12 courses being over and upon land of Sterling Suffolk Racecourse, LLC. thence turning and running;
WESTERLY	586.59 feet by a non-tangent curve to the left with a radius of 1465.00 feet to a point, thence turning and running;
WESTERLY	21.10 feet by a curve to the left with a radius of 828.45 feet to the point of beginning, said last 2 courses being by the northerly sideline of Waldemar Avenue.

Containing 1,073,107 square feet more or less, or 24.635 acres, more or less.

Exhibit C

Site Plan

[see attached]



Key

 Orient Heights Transition Zone

B10:	184,589 sf
B11:	216,750 sf
B27:	322,180 sf
B28:	548,261 sf
B29:	546,054 sf
B31:	195,363 sf
B32:	364,879 sf
B35:	335,039 sf
B39:	338,553 sf
SF02:	16,672 sf
SF03:	16,672 sf
BR01:	98,169 sf

Phase 4B Residential **2,046,540 sf**

Phase 4B Non - Residential **1,136,640 sf**

TOTAL PHASE 4B
3,183,180 sf

Phase 4B
Suffolk Downs Redevelopment

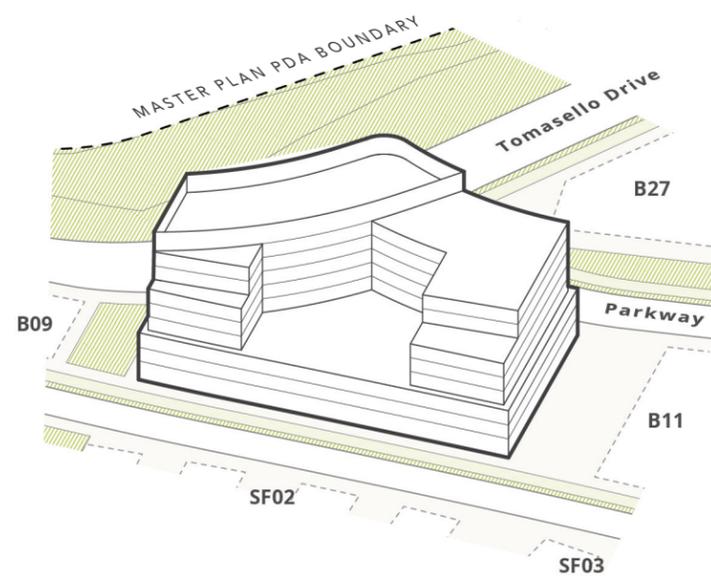
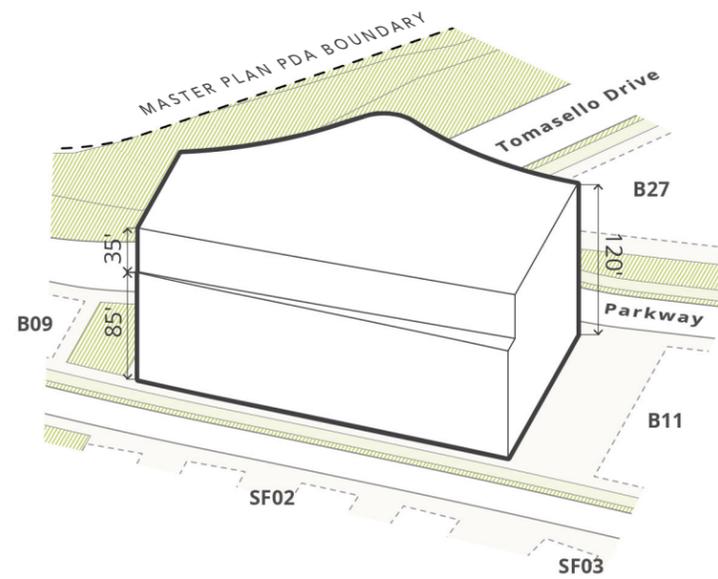
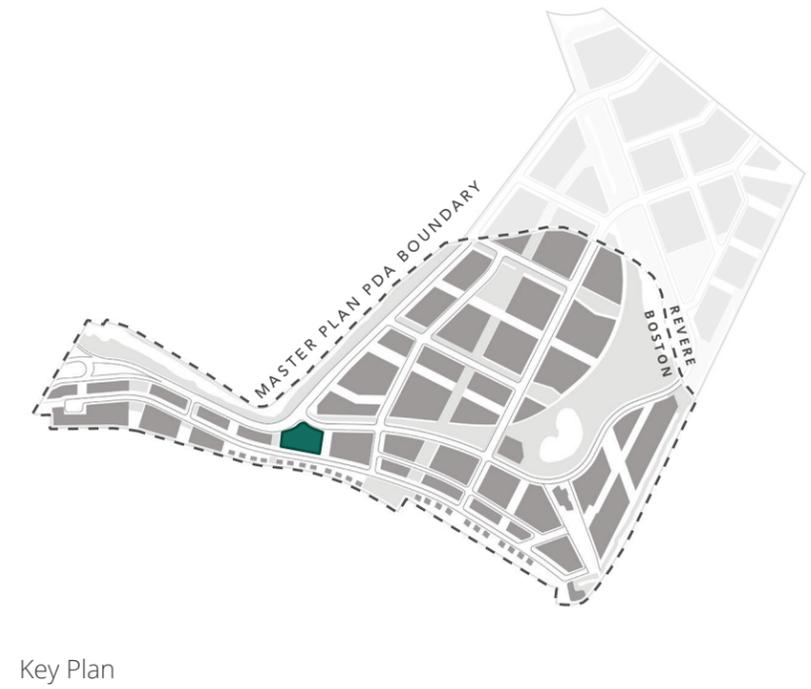
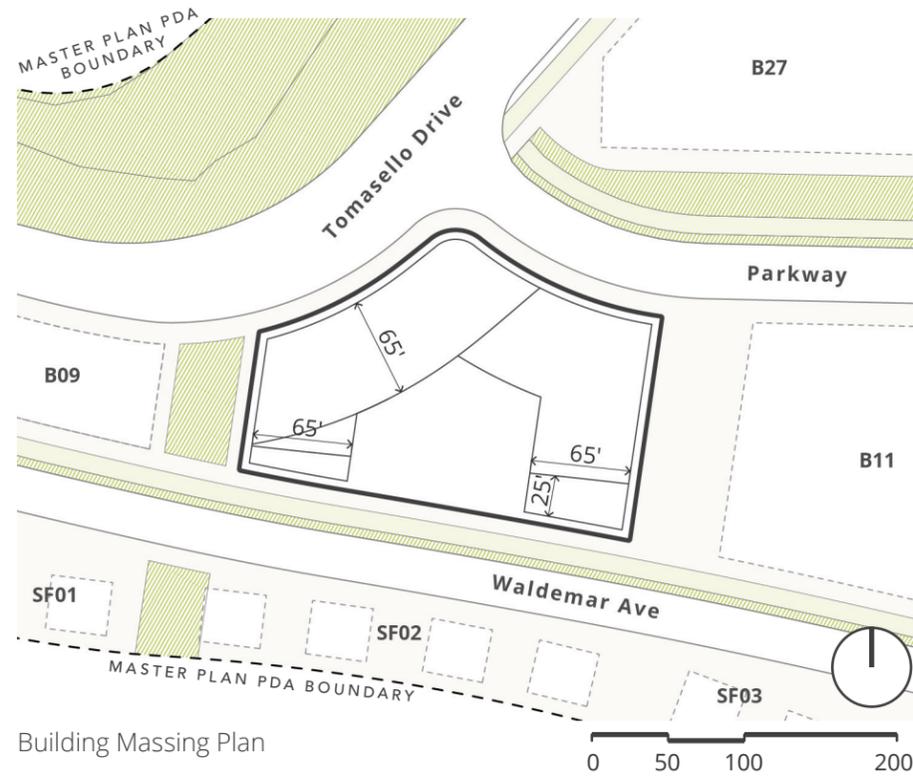
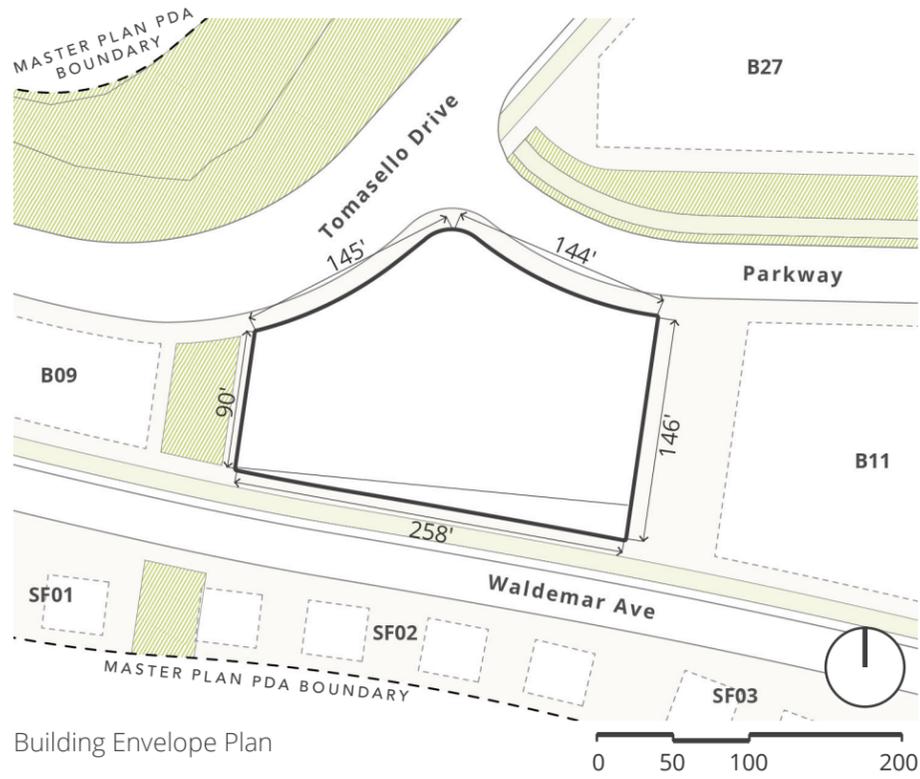
EAST BOSTON

Walden

Exhibit D

Building Use, Dimensions and Massing Plans

Building	Principal Use	Maximum Building Height (ft)	Aprox. Gross Floor Area (sf)
B10	Residential	120	184,589
B11	Residential	120	216,750
B27	Residential	200	322,180
B28	Residential	200	548,261
B29	Residential	200	546,054
B31	Residential	200	195,363
B32	Commercial	200	364,879
B35	Commercial	220	335,039
B39	Commercial	220	338,553
SF02	Residential	40	16,672
SF03	Residential	40	16,672
BR01	Commercial	180	98,169
Total			3,183,180

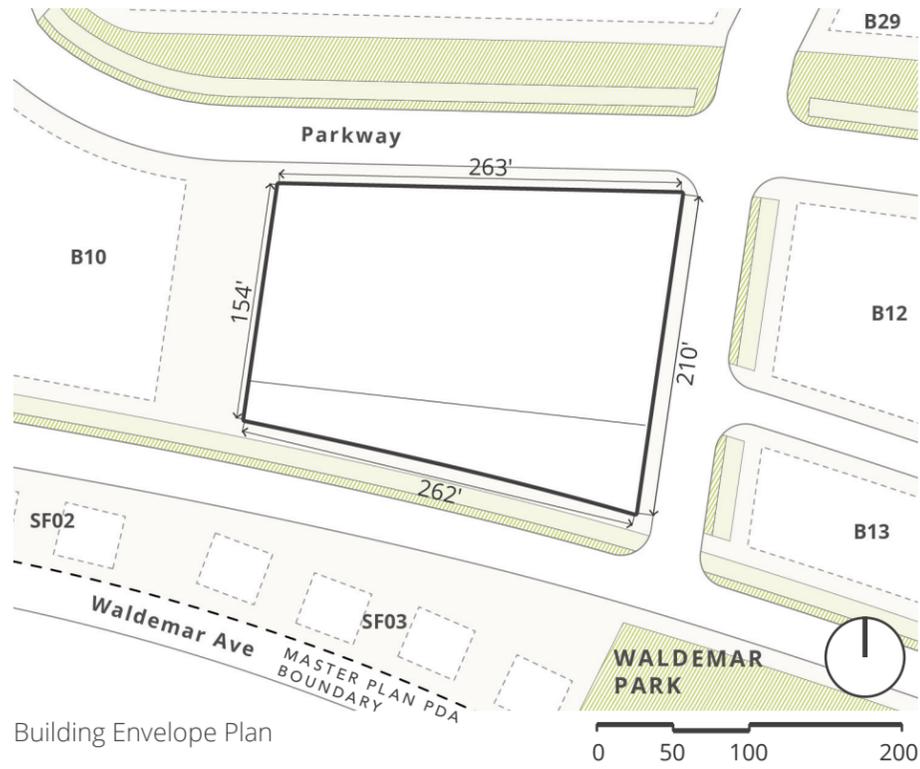


Proposed GFA	184,589 sf
Max Building Height	120'

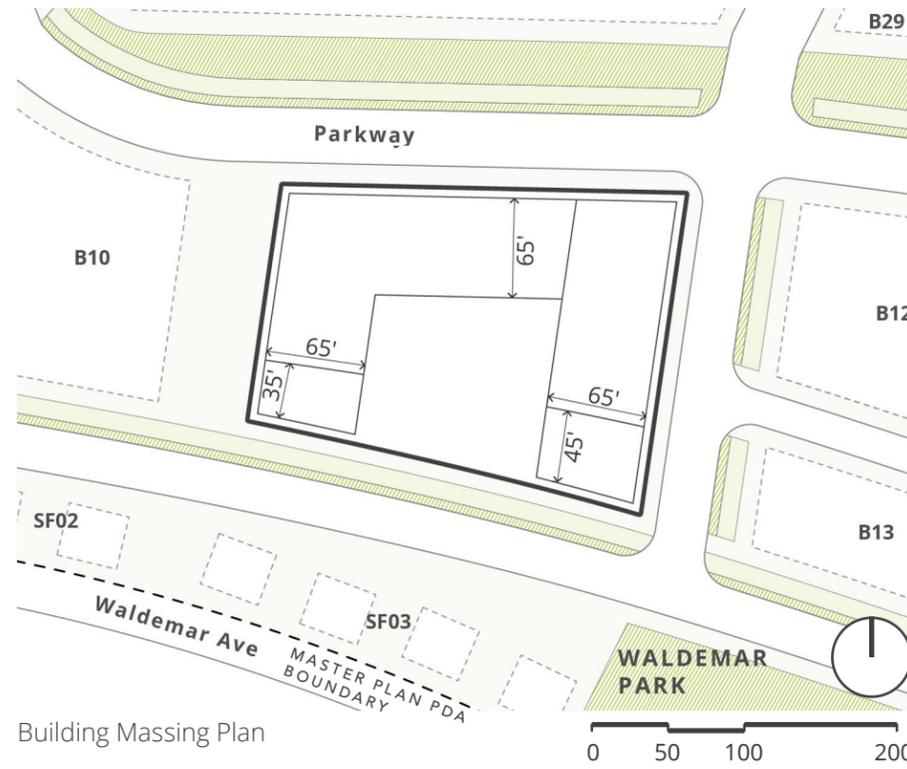
Building Envelope Axon

Building Massing Axon

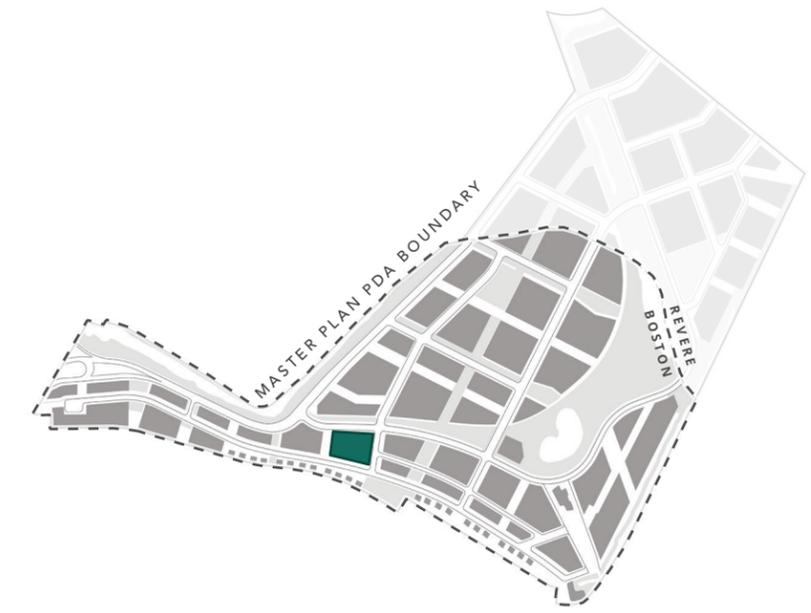
Phase 4B | Block 10
Suffolk Downs Redevelopment



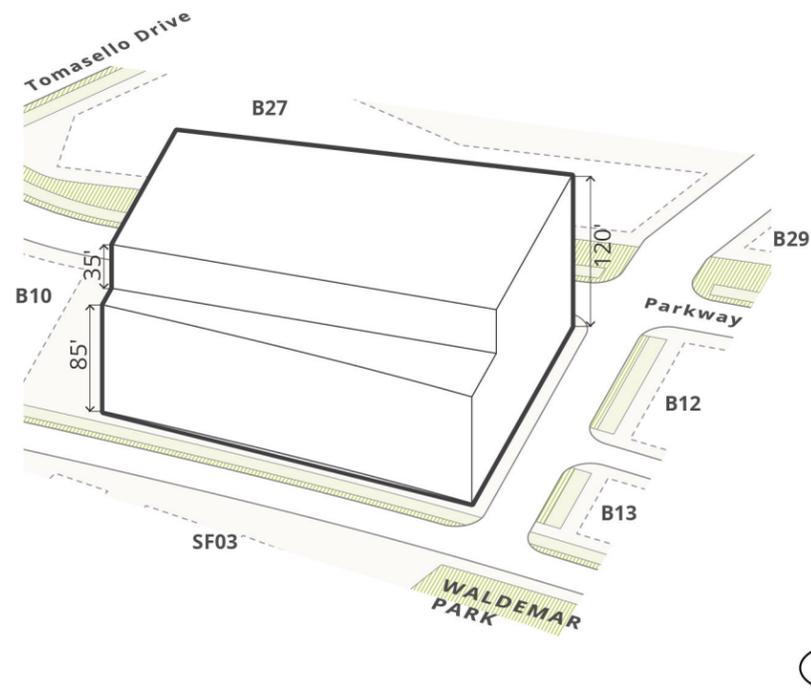
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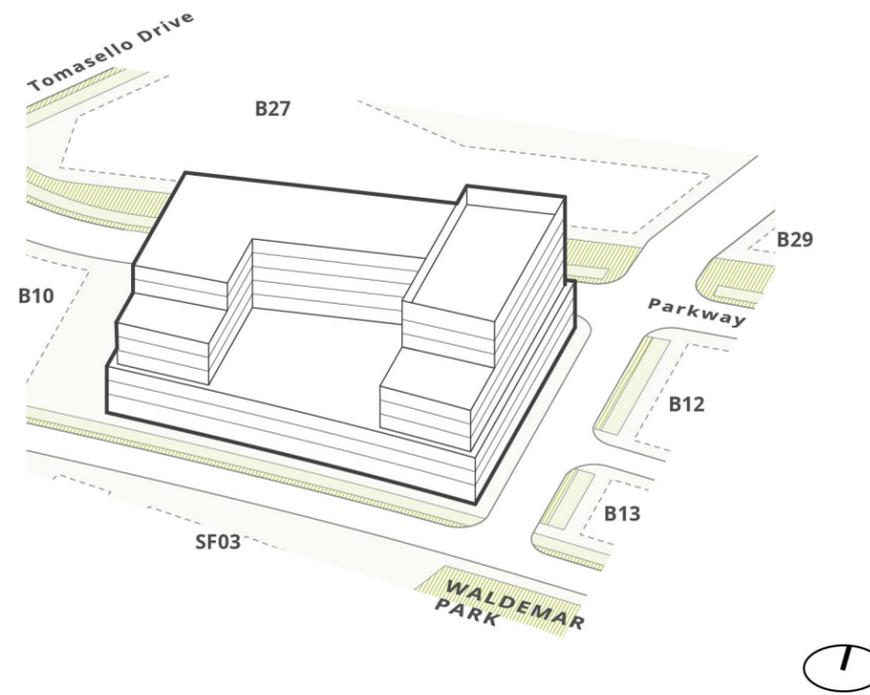
Building Massing Plan



Key Plan



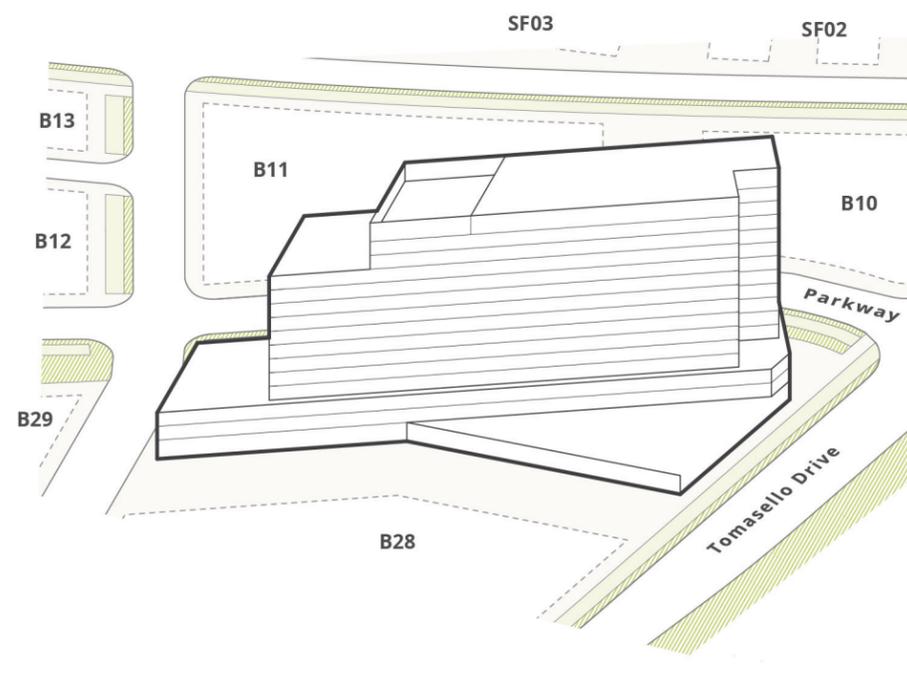
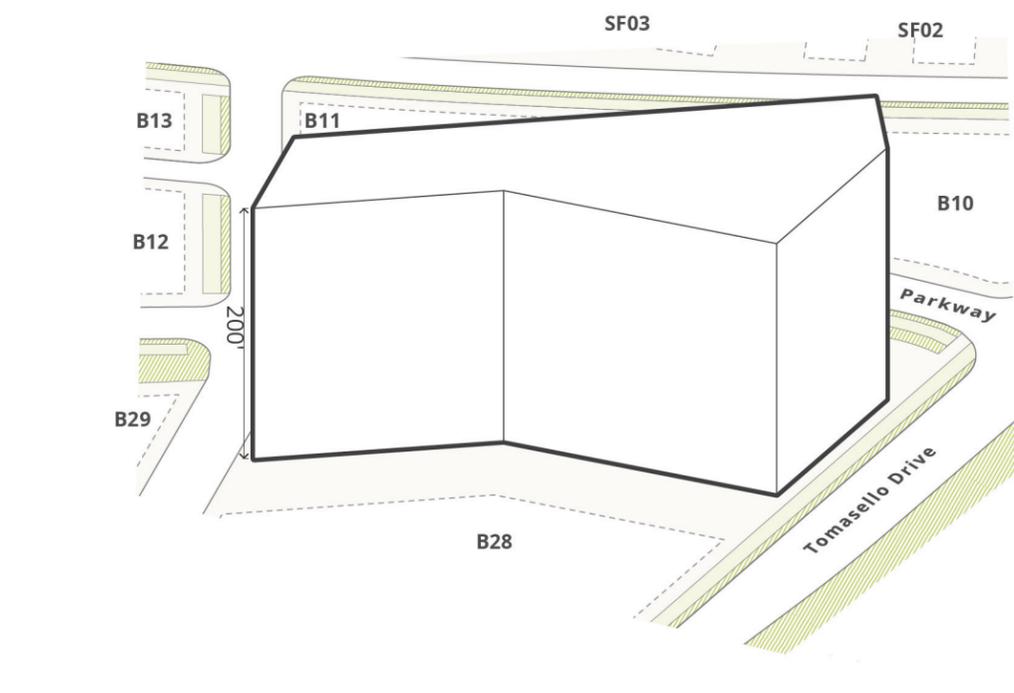
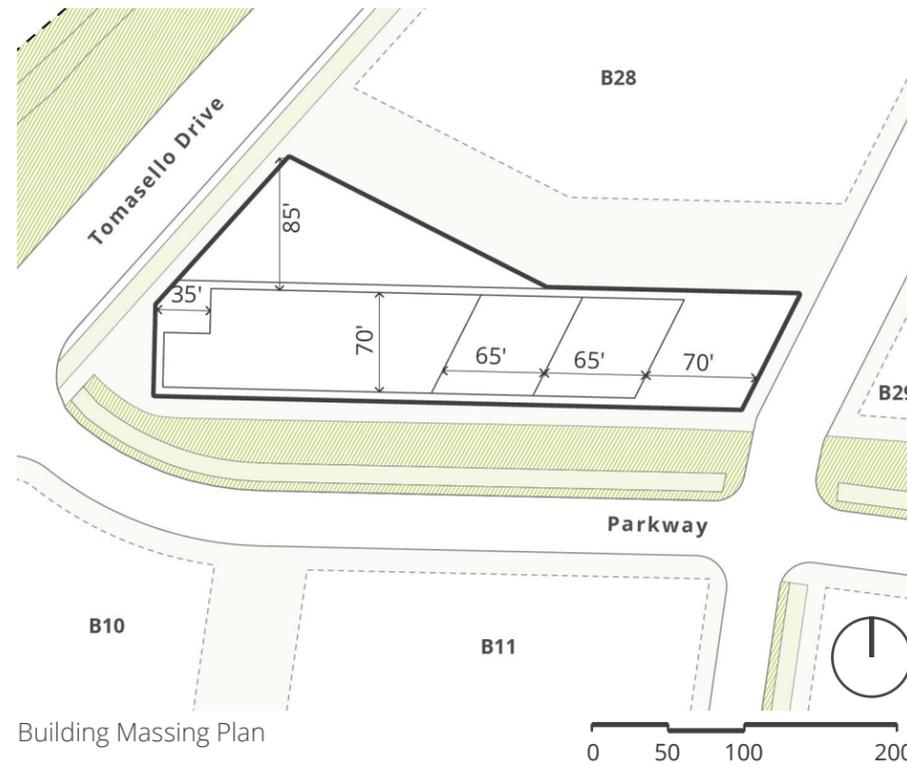
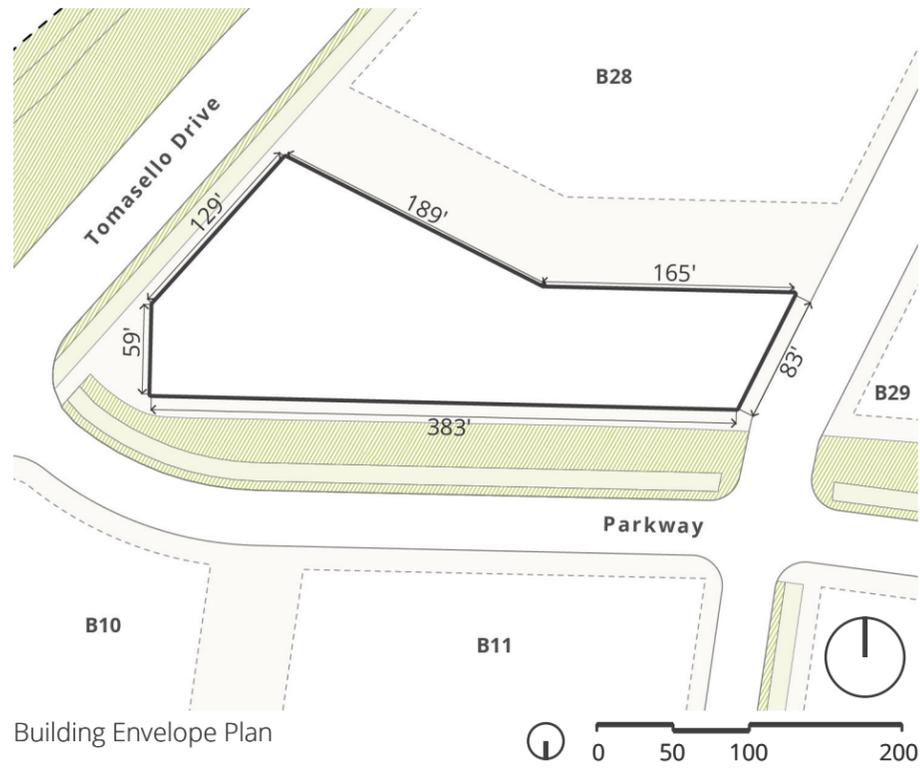
Building Envelope Axon



Building Massing Axon

Proposed GFA	216,750 sf
Max Building Height	120'

Phase 4B | Block 11
Suffolk Downs Redevelopment

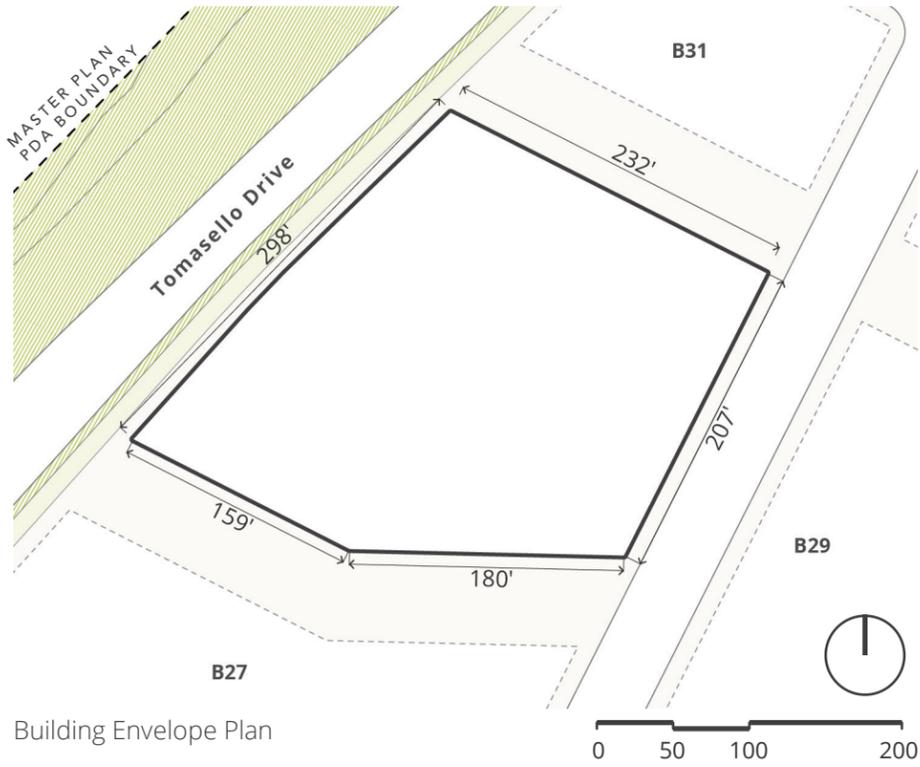


Proposed GFA	322,180 sf
Max Building Height	200'

Building Envelope Axon

Building Massing Axon

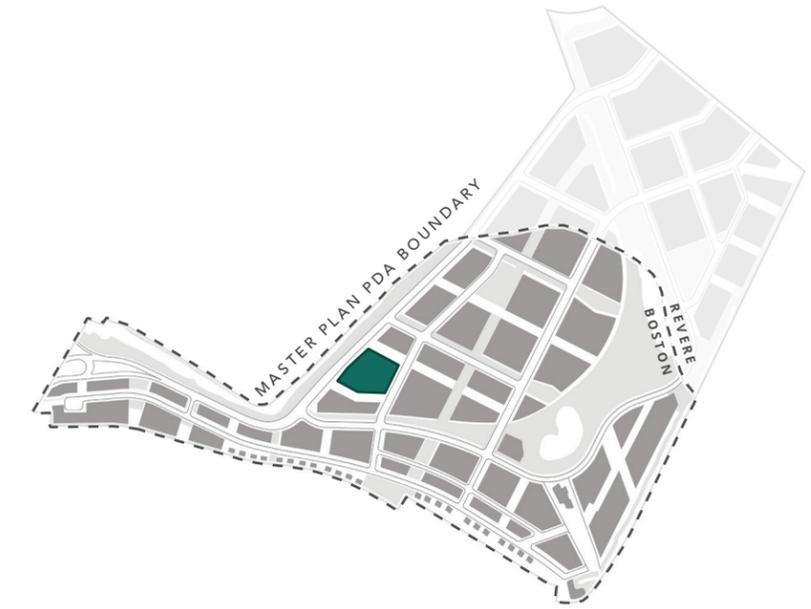
Phase 4B | Block 27
Suffolk Downs Redevelopment



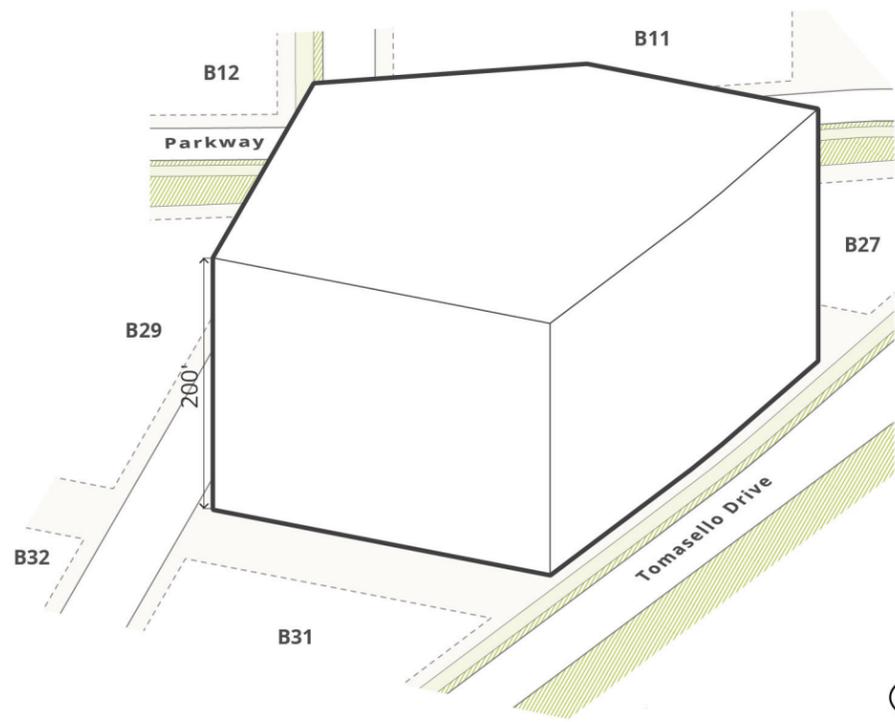
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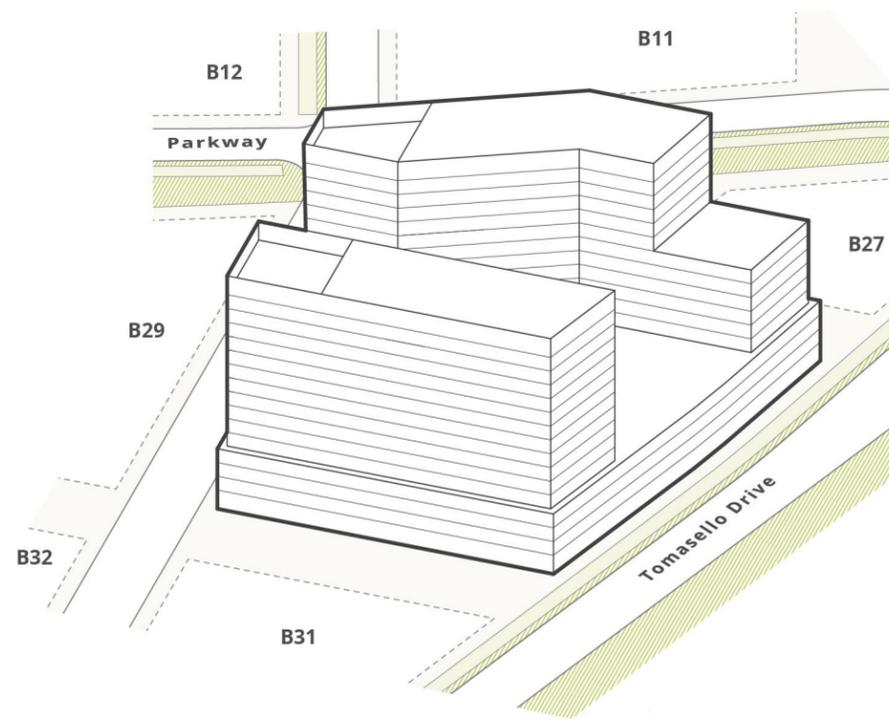
Building Massing Plan



Key Plan



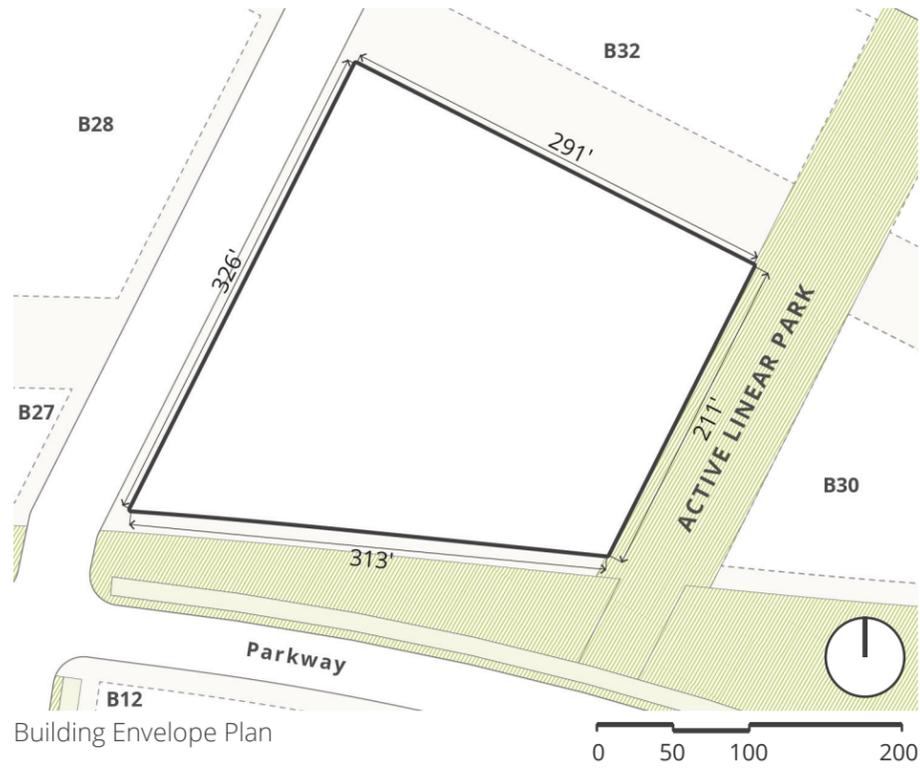
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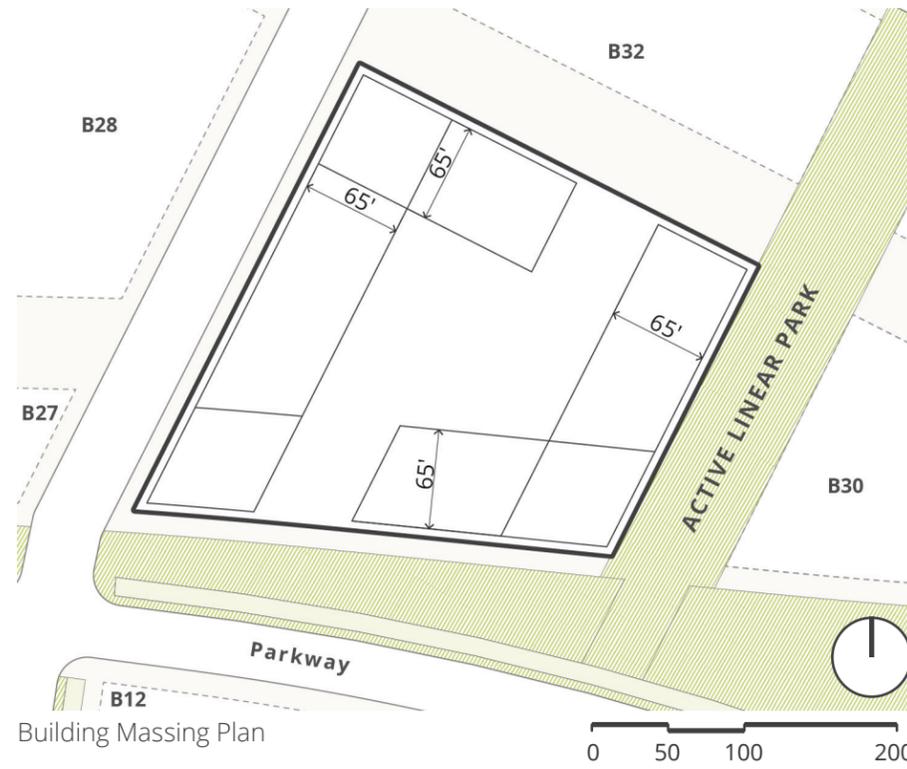
Building Massing Axon

Proposed GFA	548,261 sf
Max Building Height	200'

Phase 4B | Block 28
Suffolk Downs Redevelopment



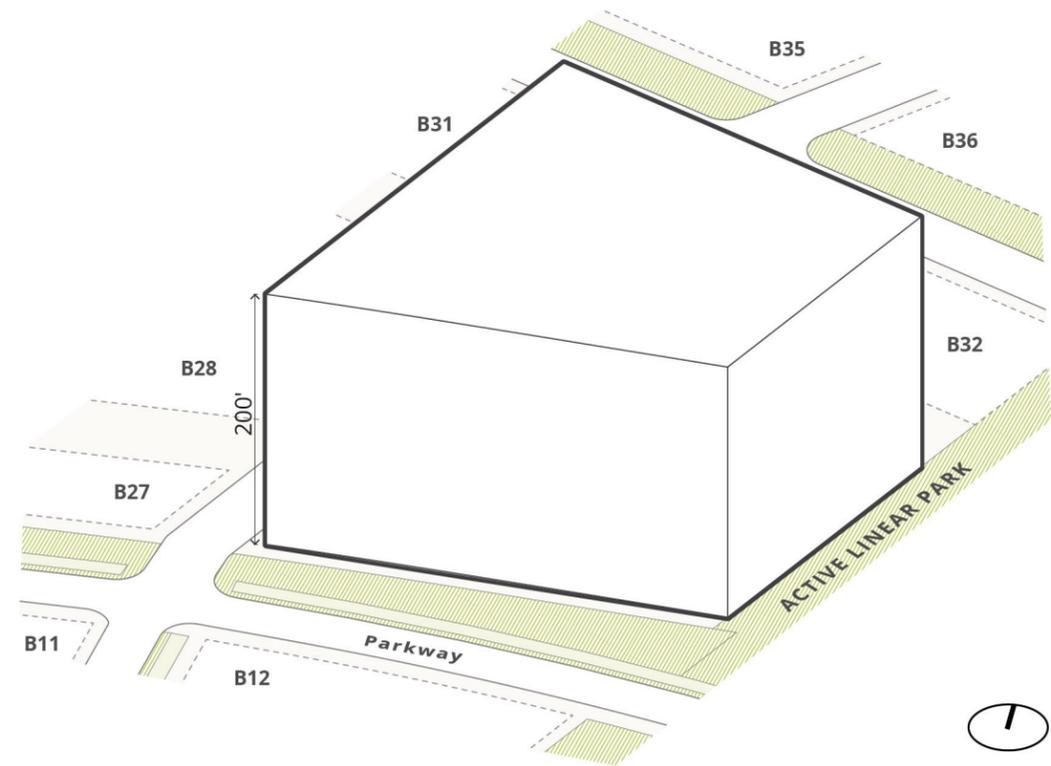
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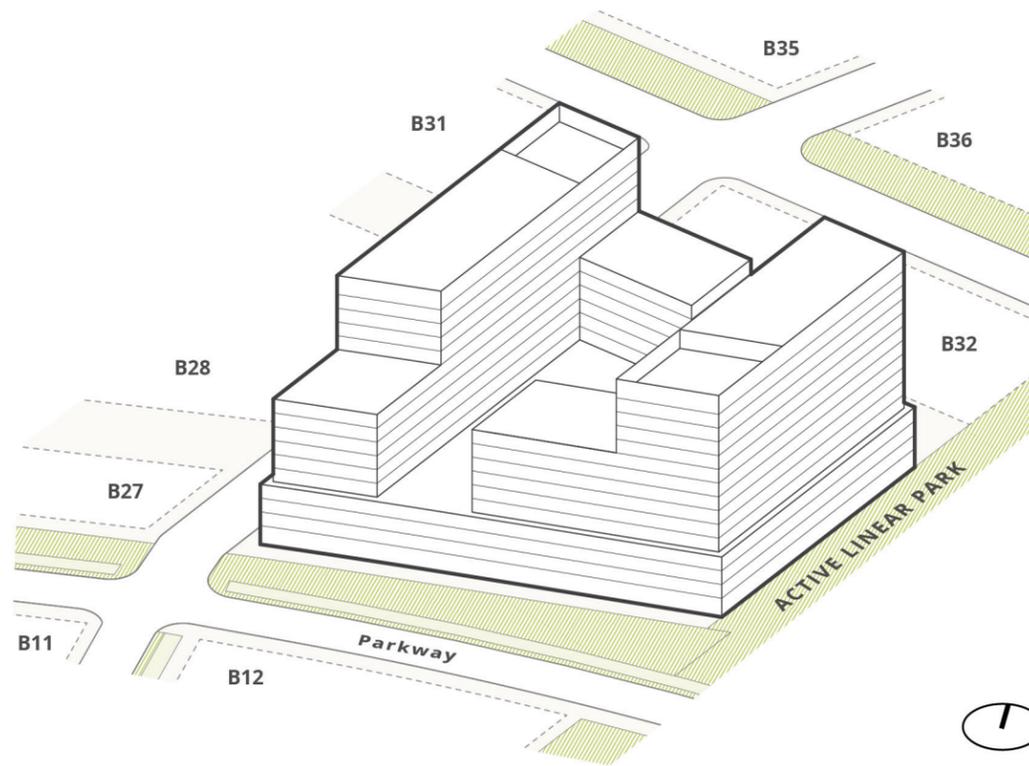
Building Massing Plan



Key Plan



Building Envelope Axon

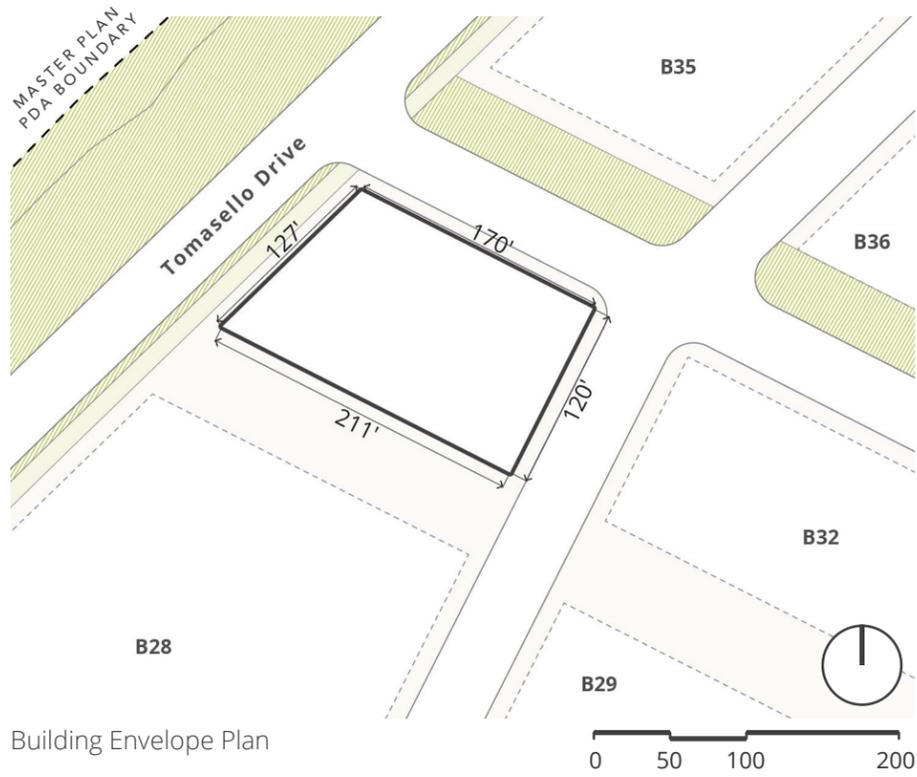


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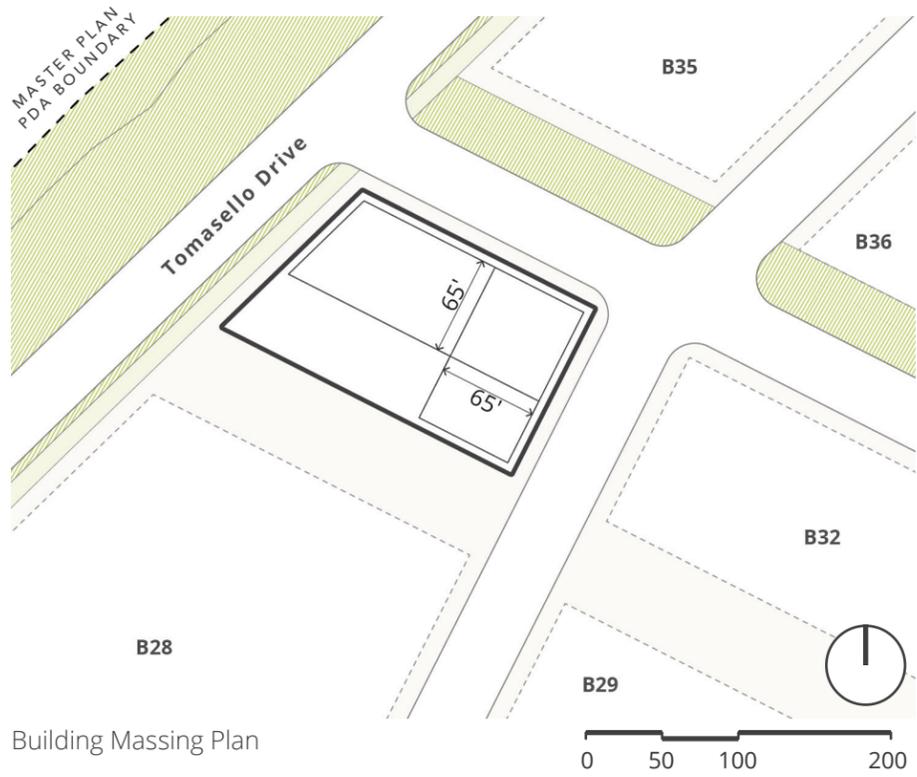
Proposed GFA **546,054 sf**

Max Building Height **200'**

Phase 4B | Block 29
Suffolk Downs Redevelopment



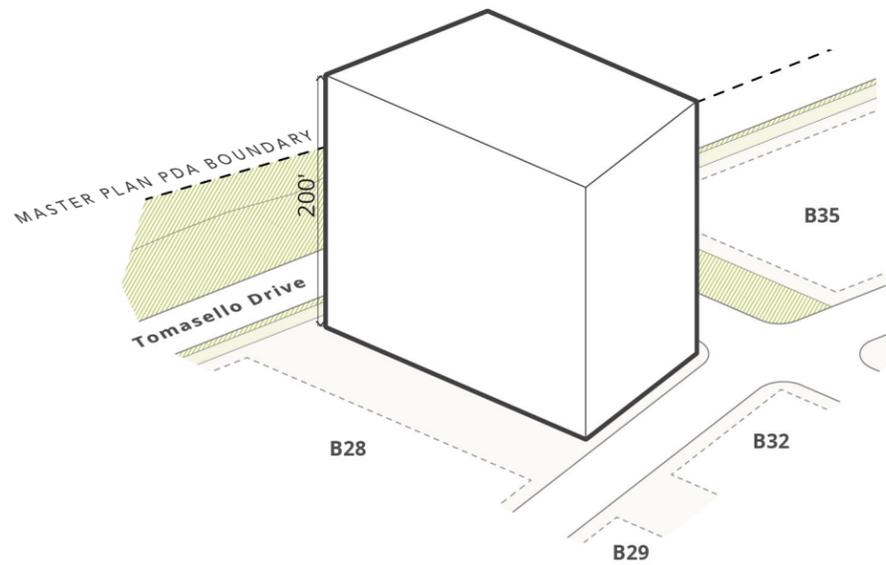
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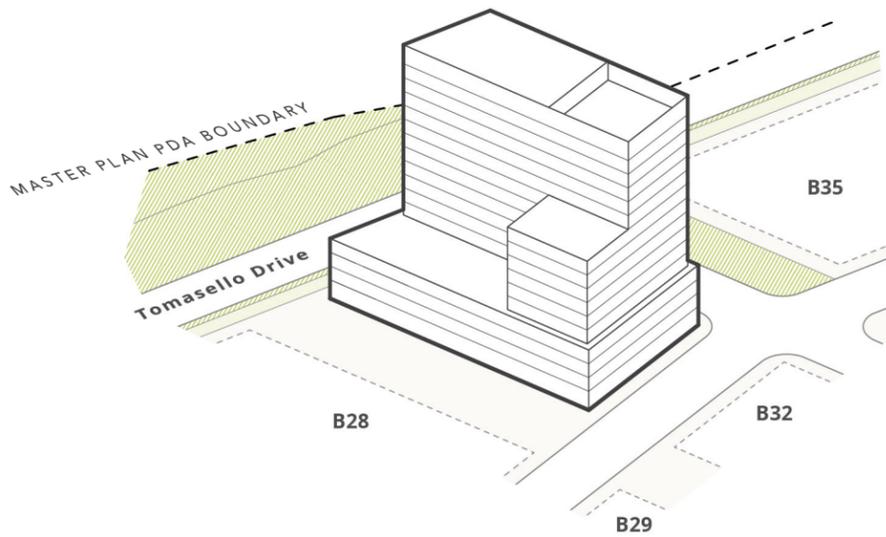
Building Massing Plan



Key Plan



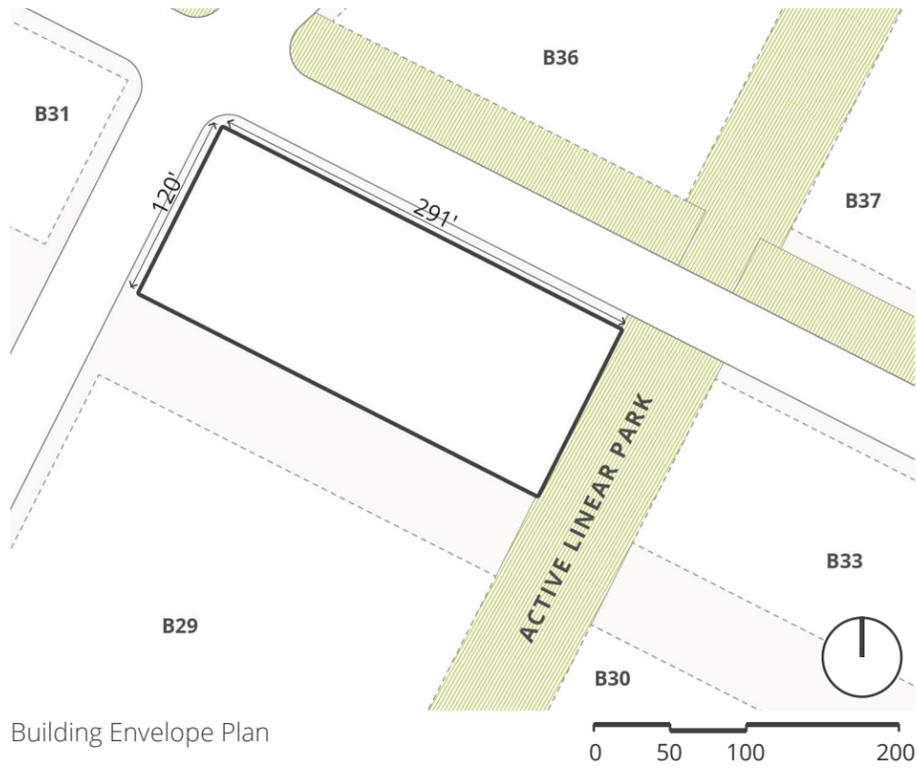
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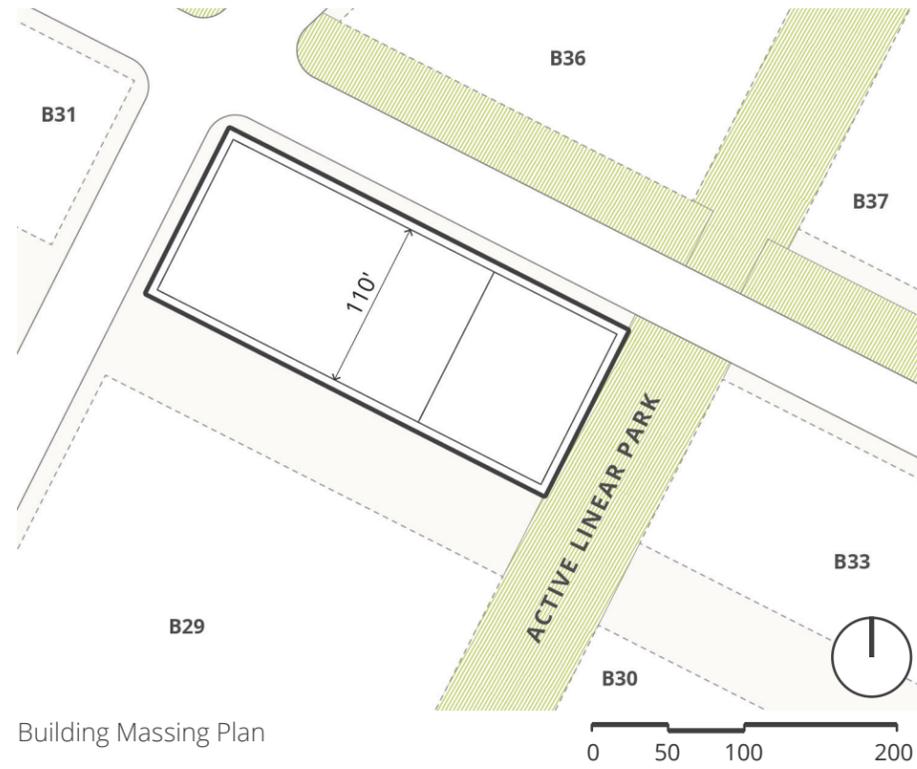
Building Massing Axon

Proposed GFA	195,363 sf
Max Building Height	200'

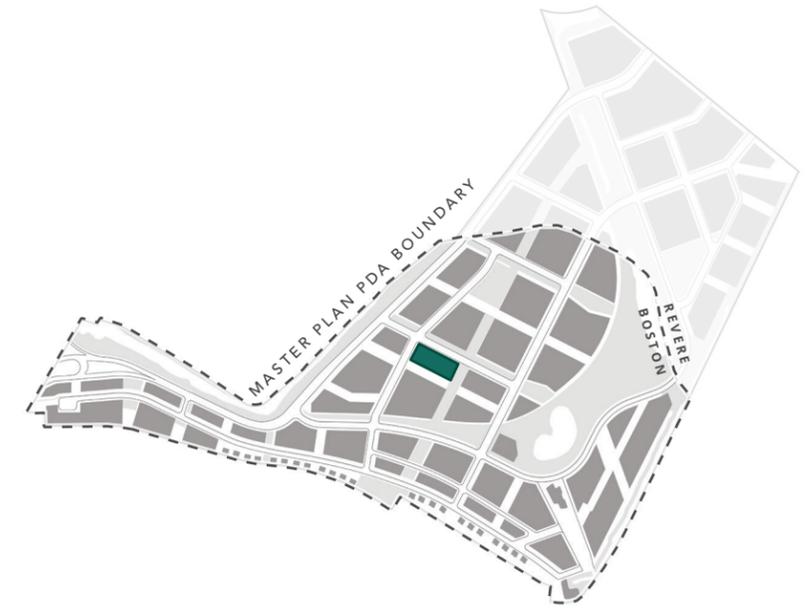
Phase 4B | Block 31
Suffolk Downs Redevelopment



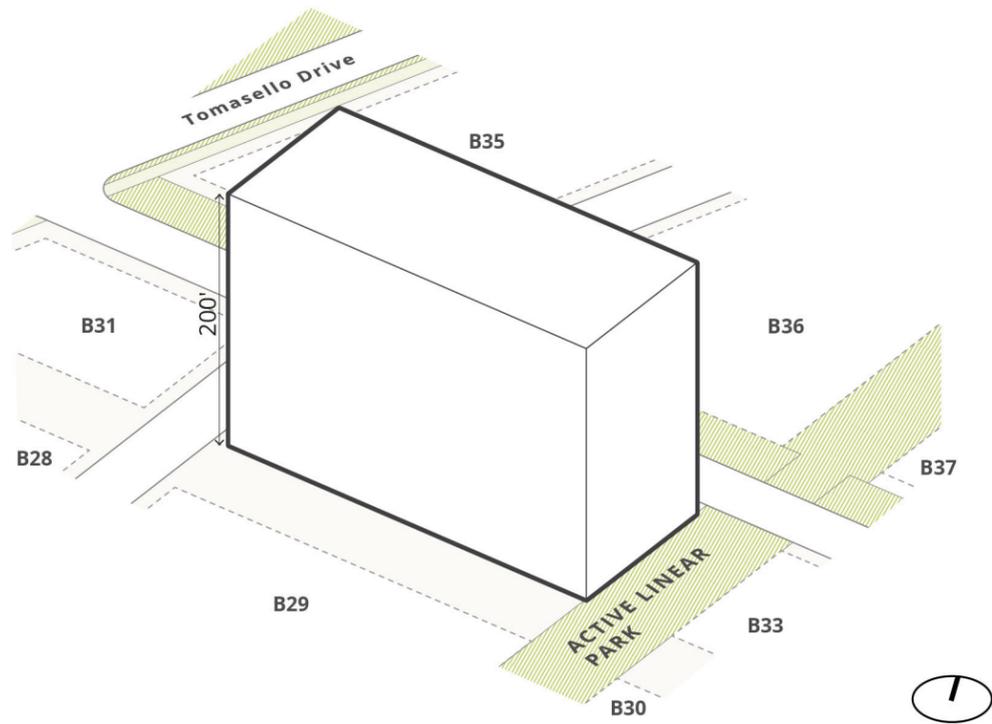
Building Envelope Plan



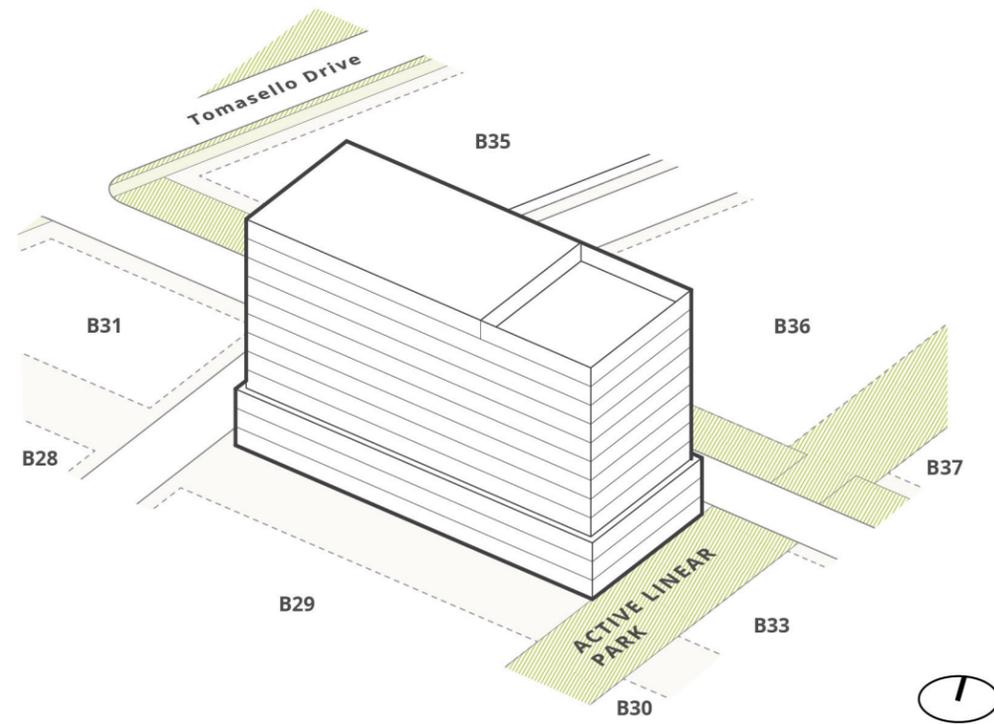
Building Massing Plan



Key Plan



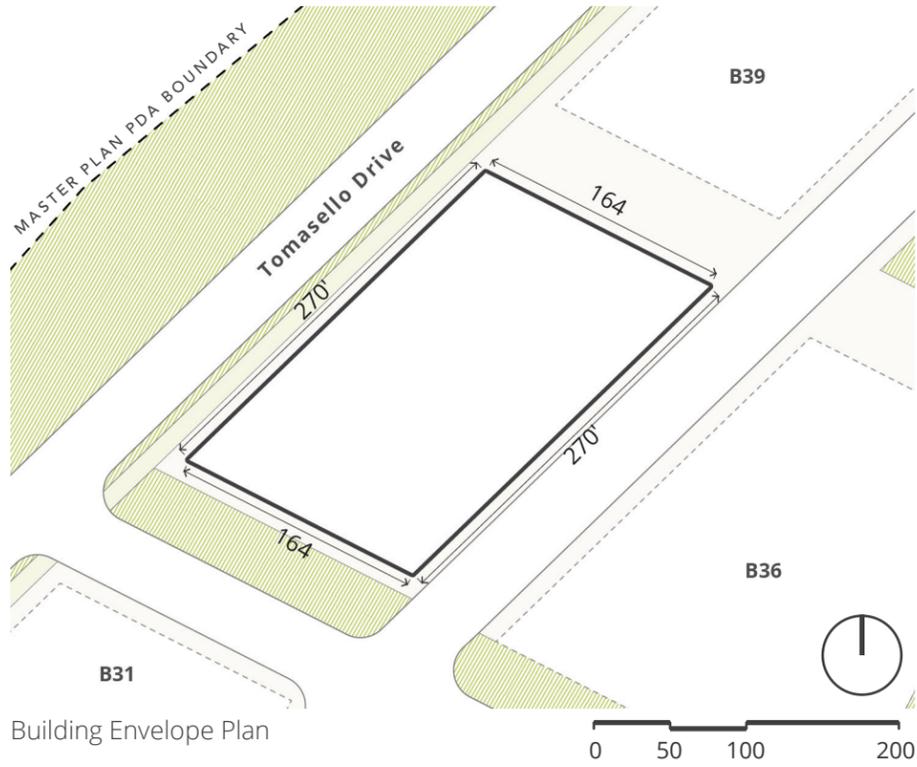
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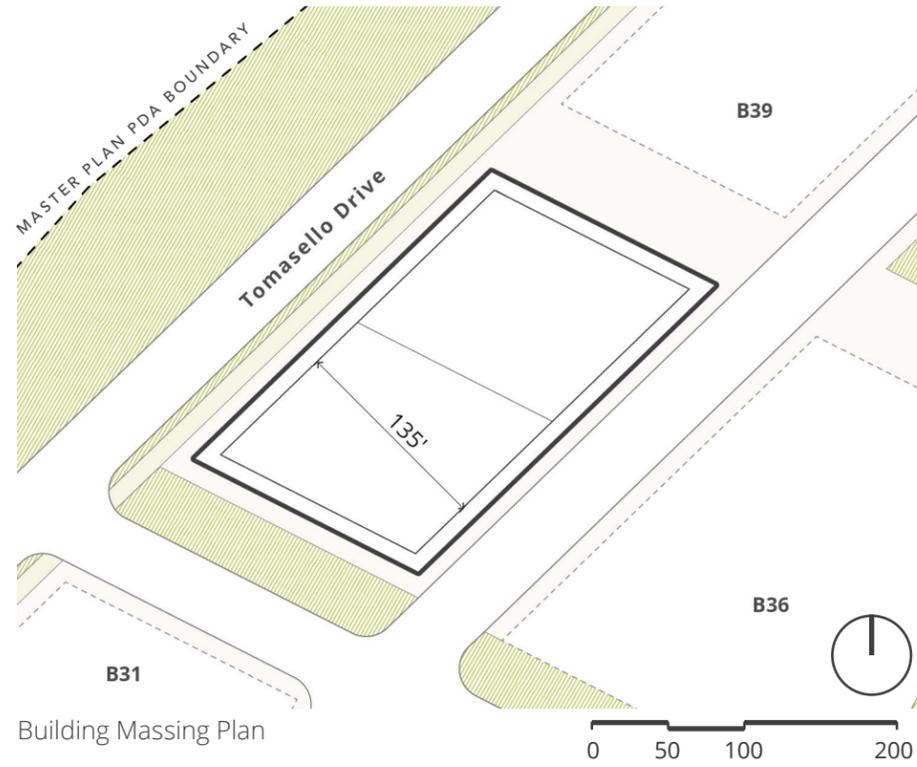
Building Massing Axon

Proposed GFA	364,879 sf
Max Building Height	200'

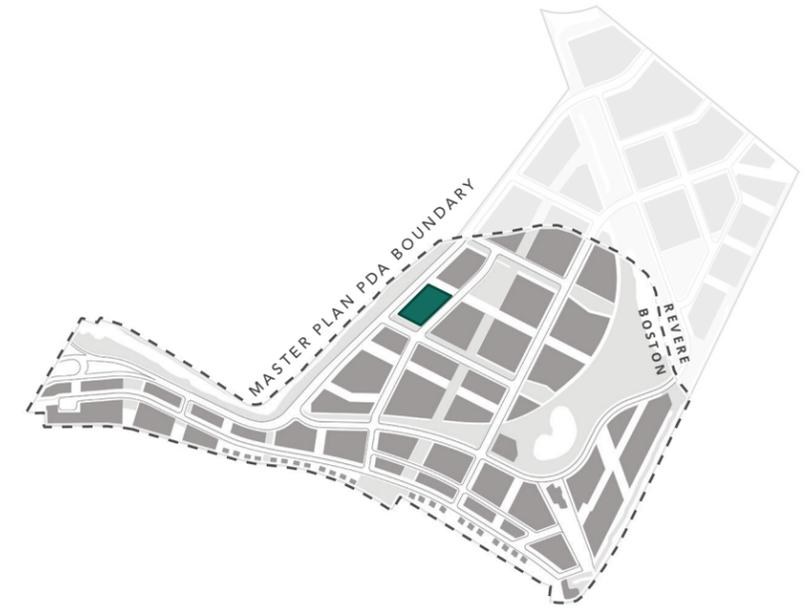
Phase 4B | Block 32
Suffolk Downs Redevelopment



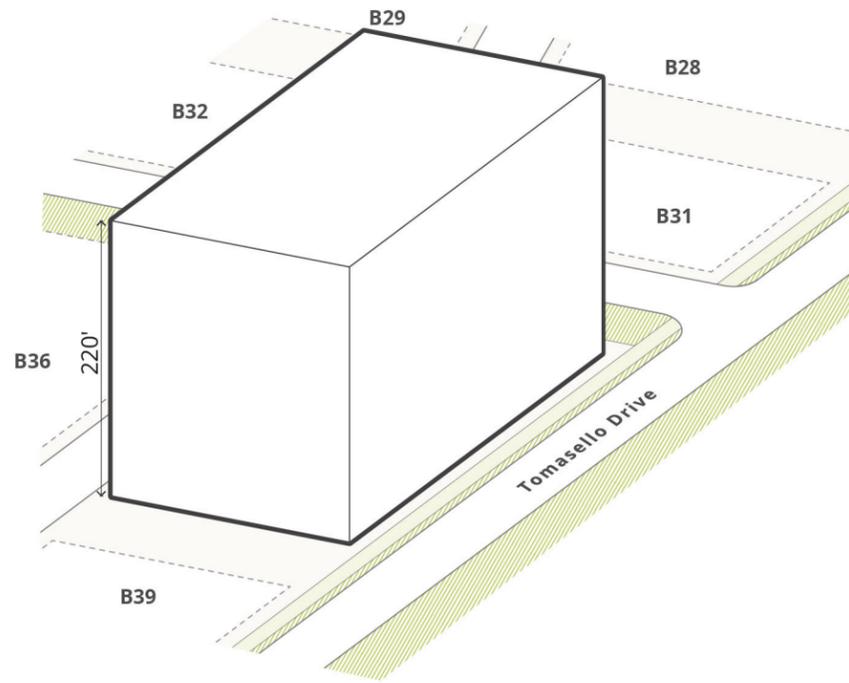
Building Envelope Plan



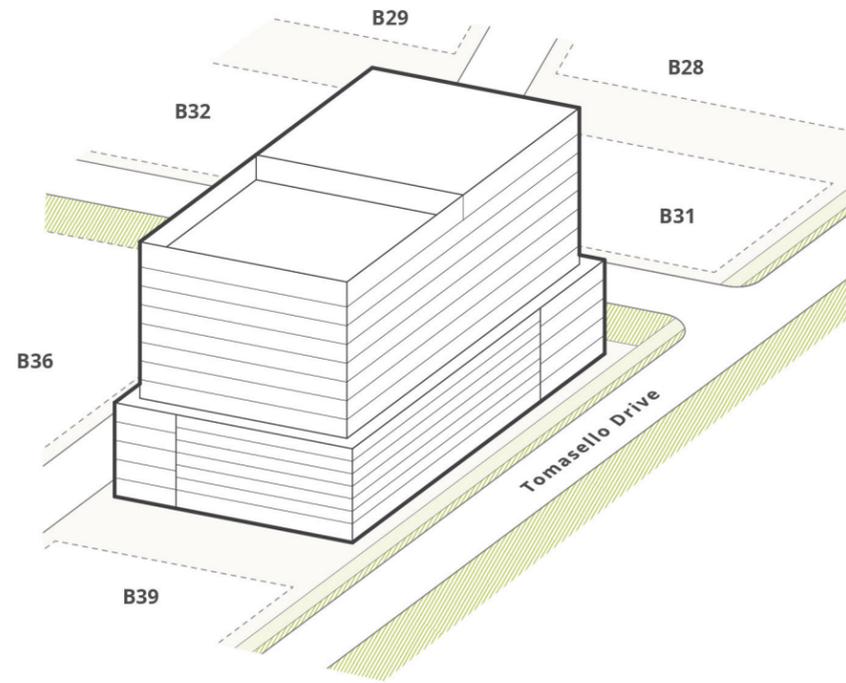
Building Massing Plan



Key Plan



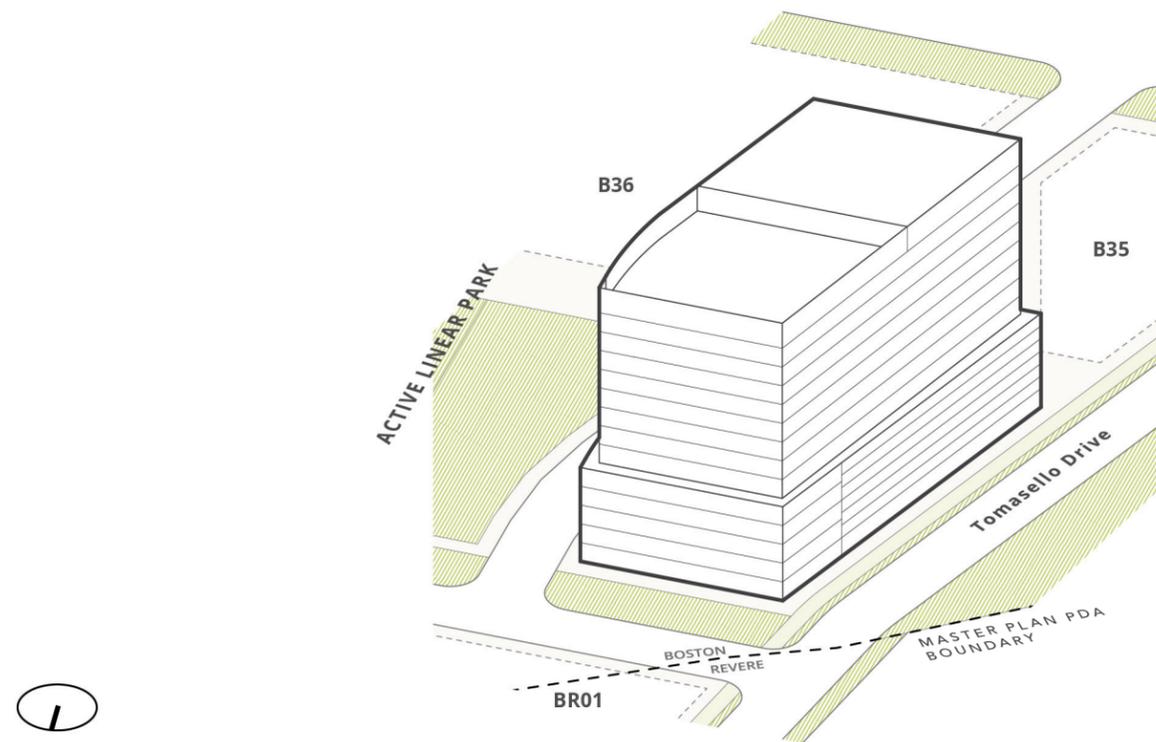
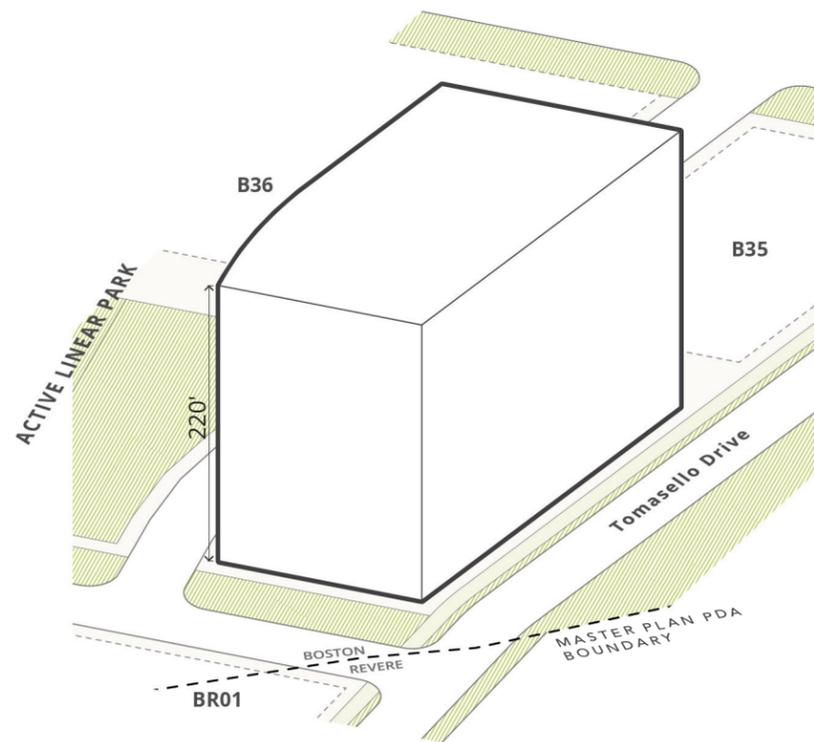
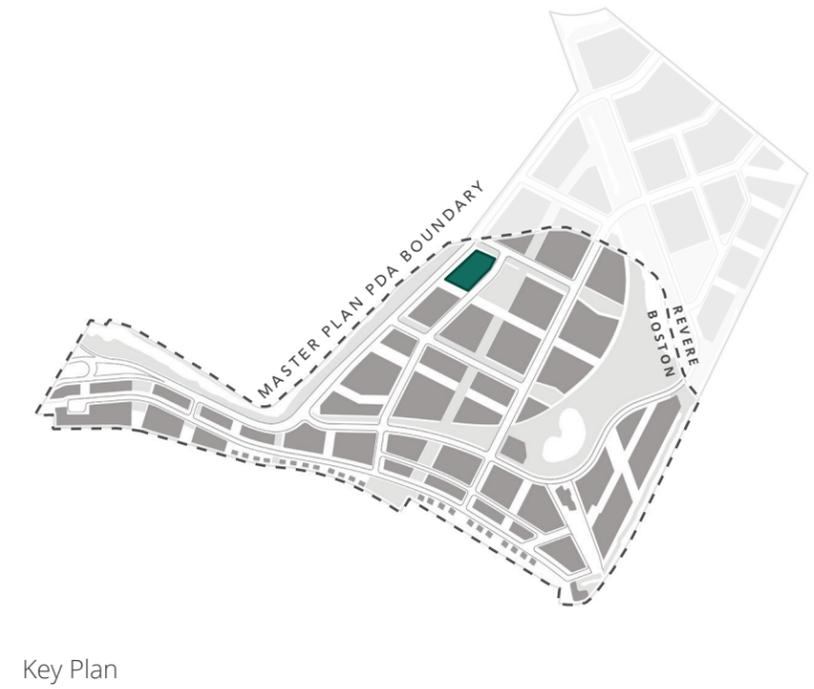
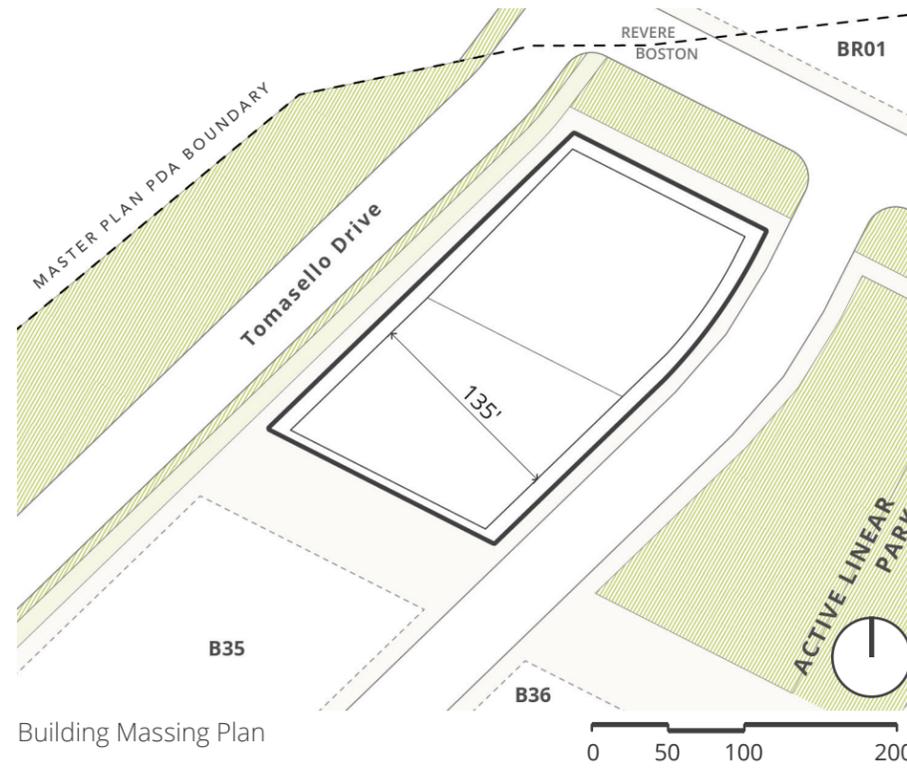
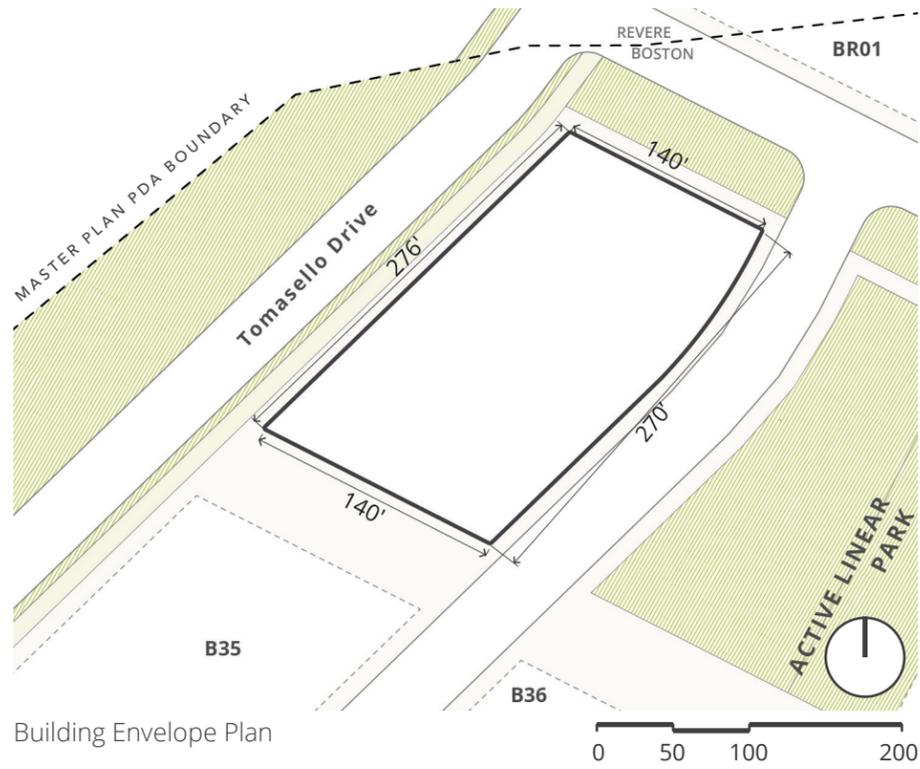
Building Envelope Axon



Building Massing Axon

Proposed GFA	335,039 sf
Max Building Height	220'

Phase 4B | Block 35
Suffolk Downs Redevelopment



Proposed GFA	338,553 sf
Max Building Height	220'

Building Envelope Axon

Building Massing Axon

Phase 4B | Block 39
Suffolk Downs Redevelopment



Building Envelope Plan

0 50 100 200

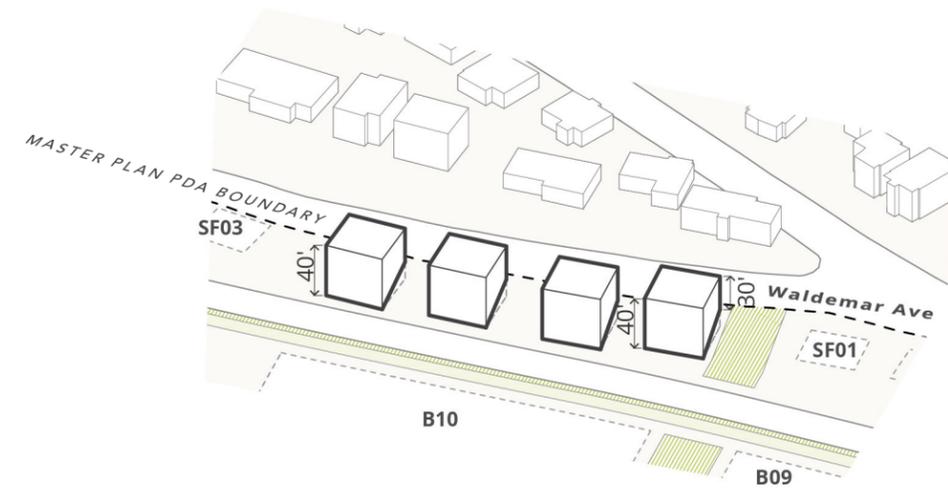


Building Massing Plan

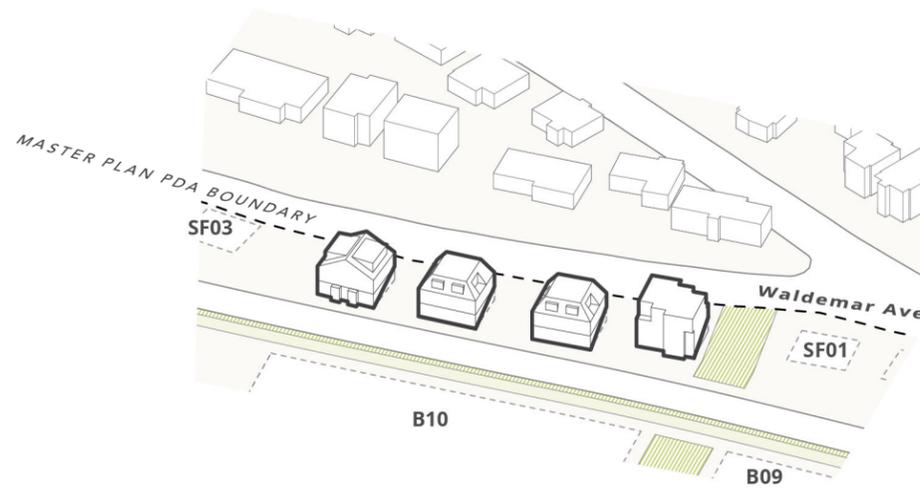
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Key Plan



Building Envelope Axon

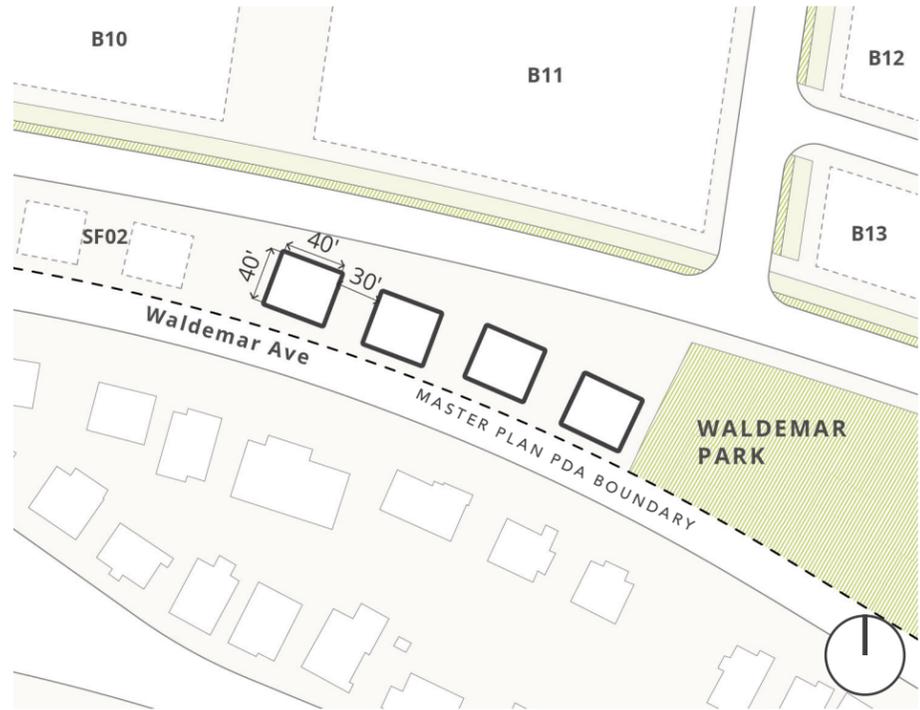


Building Massing Axon

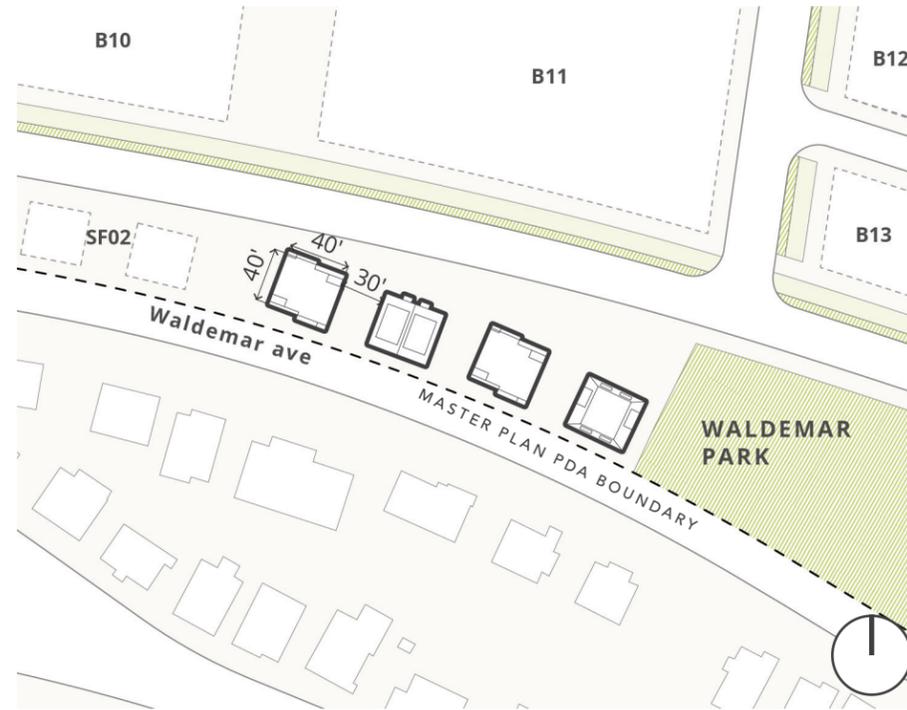
Proposed GFA **16,672 sf**

Max Building Height **40'**

Phase 4B | Block SF02
Suffolk Downs Redevelopment



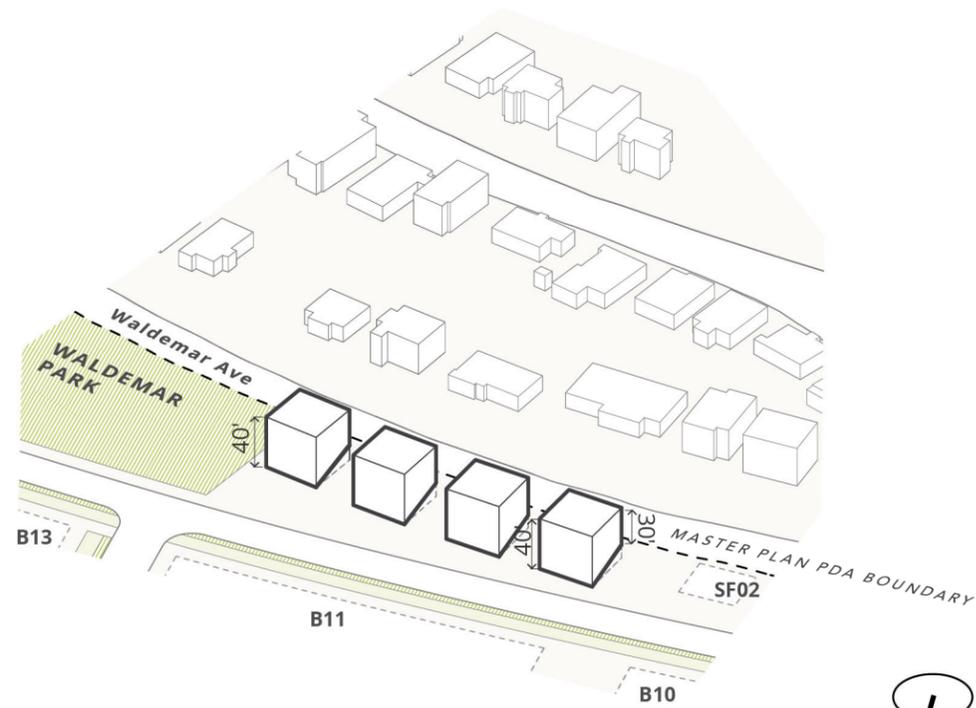
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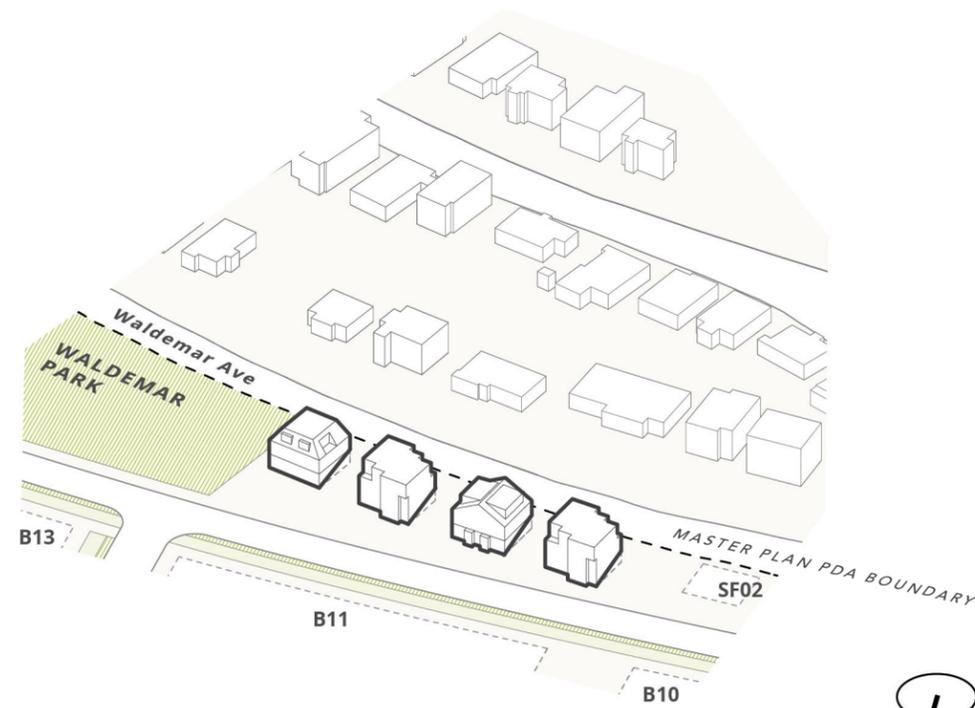
Building Massing Plan



Key Plan



Building Envelope Axon



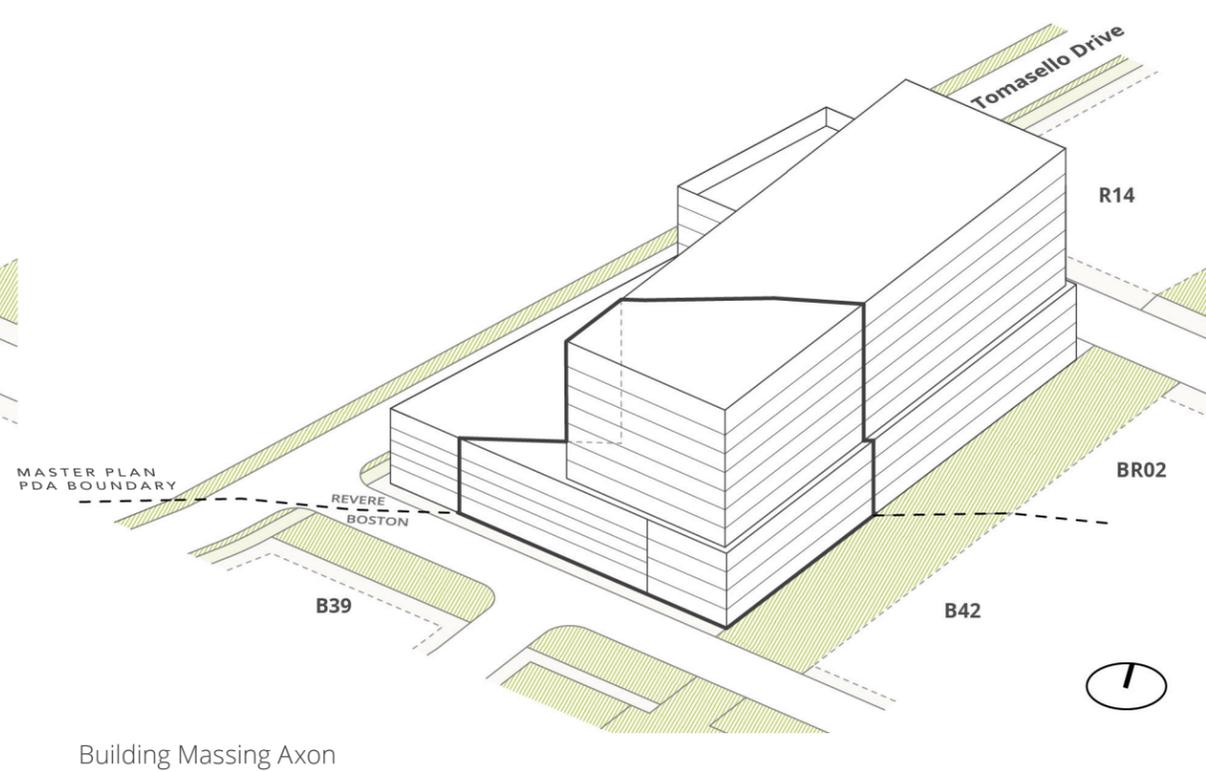
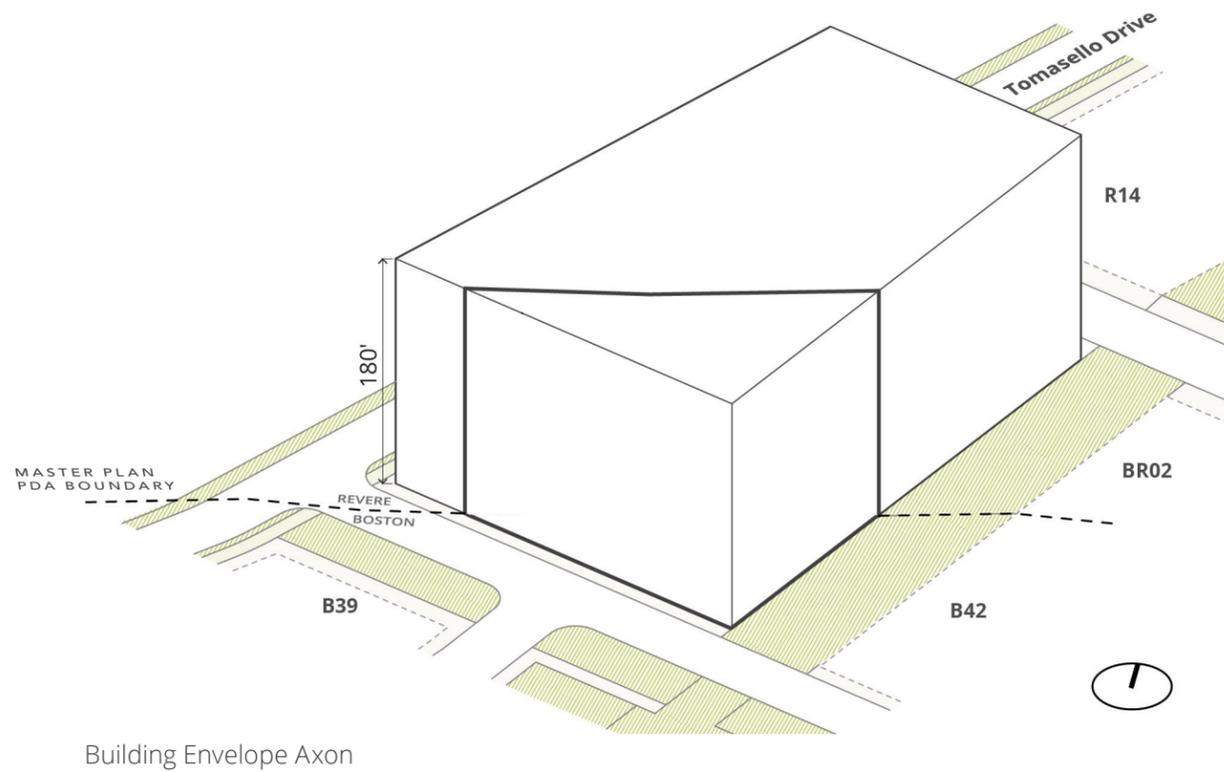
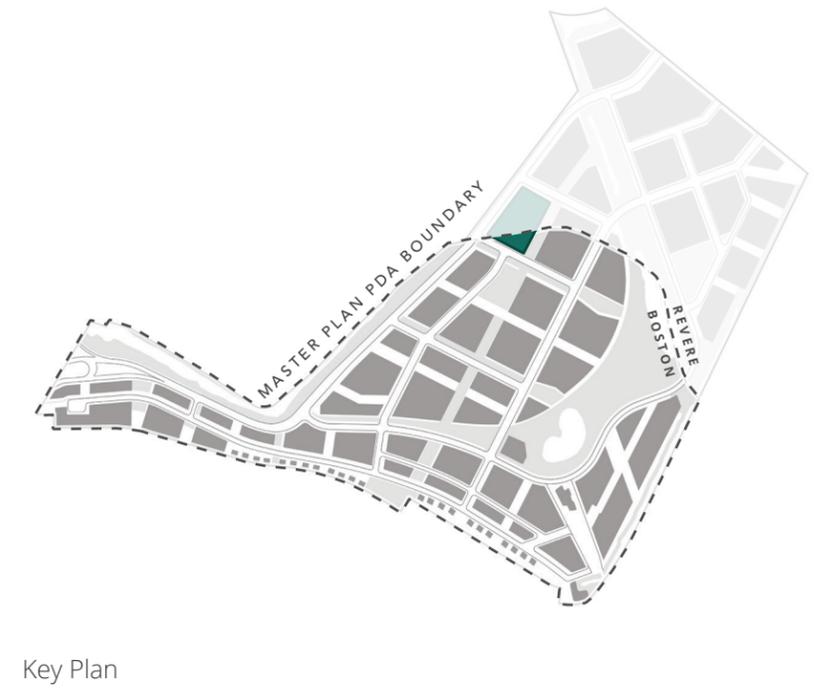
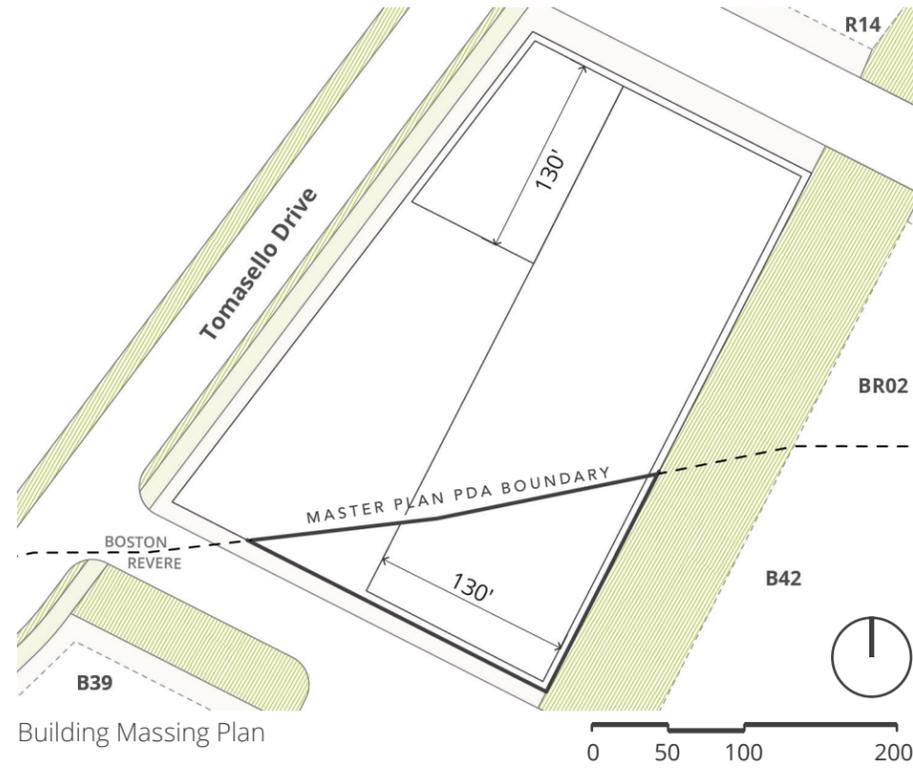
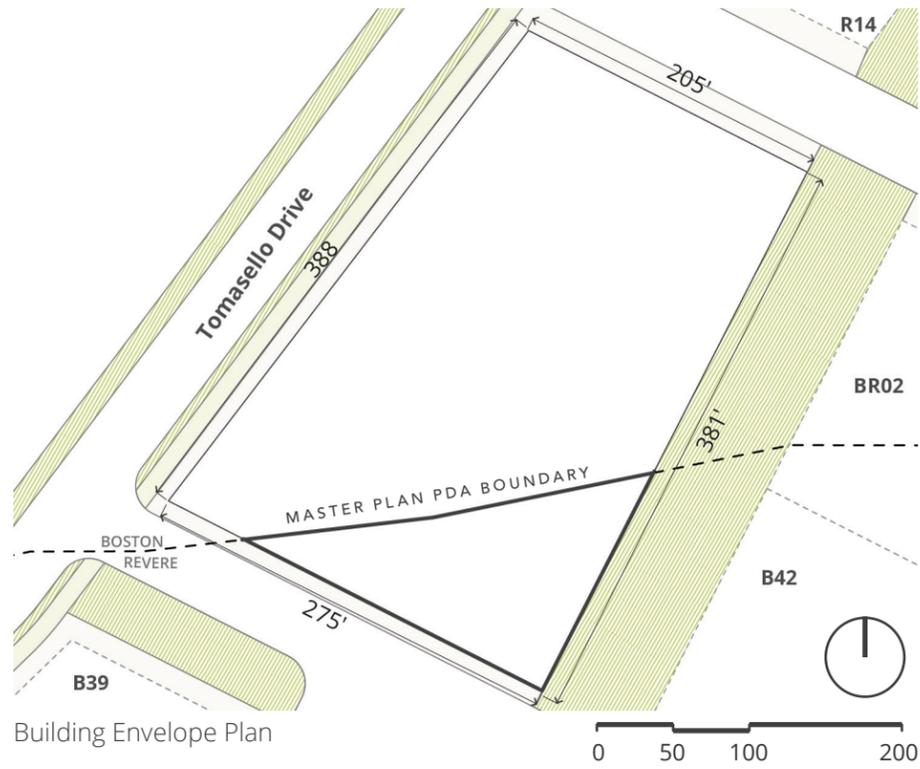
Building Massing Axon



Proposed GFA **16,672 sf**

Max Building Height **40'**

Phase 4B | Block SF03
Suffolk Downs Redevelopment



Proposed GFA (in Boston)	98,169 sf
Max Building Height	180'

Phase 4B | Block BR01
Suffolk Downs Redevelopment

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, in each case only if approved by the BPDA.

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

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 Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
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 E](#), 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.

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

**PHASE 5 DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. [___]**

SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON

DATED: [_____, __, 2019]

1. Development 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**”) and that certain Master Plan for Planned Development Area No. [___] (the “**Master Plan**”) for the proposed redevelopment of the East Boston portion (the “**Master Plan PDA Area**”) of the approximately 161-acre Suffolk Downs site (the “**Suffolk Downs Site**”) located at 525 McClellan Highway in East Boston and Revere (the “**Master Project**”), this plan (this “**Development Plan**”) sets forth information on the fifth phase (the “**Phase 5 Project**”) of the redevelopment of approximately 738,200 square feet of lot area located within the portion of the larger Suffolk Downs Site, as legally described on Exhibit A and as depicted on Exhibit B attached hereto (the “**Phase 5 Site**”). This Development Plan sets forth the Phase 5 Project’s proposed location, dimensions, and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation.

The Master Project (including the Phase 5 Project) has completed review under Article 80B of the Code and will follow the procedures outlined in Section 15 of this Development Plan (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 (including the Phase 5 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 (including the Phase 5 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. Following the public review process and the BPDA’s approval of the Master Project pursuant to Article 80B of the Code, and based upon that process and the approval of this Development Plan, final plans and specifications for each building within the Phase 5 Project will be submitted to the BPDA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency and compliance with this Development Plan.

This Development Plan consists of [___] ([___]) pages of text and Exhibits A-F. All references to this Development Plan contained herein shall pertain only to such [___] ([___]) pages of text and Exhibits A-F. The design plans, landscaping plans and site plan for the Phase 5 Project are subject to further refinement and to design, environmental, and other review by the BPDA and other governmental agencies and authorities, and the Phase 5 Project as described in this Development

Plan may evolve in the course of such review and in response to market demands. Capitalized terms used but not defined in this Development Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Compliance and Certification of Consistency confirms consistency of the Phase 5 Project (or, if applicable, portions thereof addressed in the Certification of Compliance and Certification of Consistency) with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

2. The Proponent. The proponent of this Development 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 Phase 5 Site, as well as the entire Master Project and 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 BPDA as required by Section 80B-8 of the Code.

3. Proposed Location. The approximately 16.9-acre Phase 5 Site is located within the larger (approximately 161-acre) Suffolk Downs Site at its southwestern corner, bordered by Waldemar Avenue to the south, Route 1A to the west and the adjacent tank farm property to the north. The Boston portion of the Suffolk Downs Site, which is the Master Plan PDA Area under the Master Plan, is entirely 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 Master Plan PDA Area (including the Phase 5 Site) 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. As noted above, the land within the Phase 5 Site is currently owned by the Proponent. In connection with the development of the Phase 5 Project in accordance with this Development Plan, and to facilitate separate ownership and financing, it is anticipated that the Phase 5 Site will be subdivided and that new legal lots will be created and held under separate ownership. The Master Plan PDA Area and adjacent portions of the Suffolk Downs Site within Revere 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). The Phase 5 Site presently includes portions of Tomasello Drive and the entrance to the Suffolk Downs Site off Route 1A, as well as portions of adjacent paved driveways and surface parking areas.

The Master Plan PDA Area borders the Orient Heights residential neighborhood to the south. As set forth in the Master Plan, a portion of the Master Plan PDA Area has been designated as the Orient Heights Transition Zone and is subject to special restrictions for the protection of the Orient Heights neighborhood. A portion of the Phase 5 Site is located within the Orient Heights Transition Zone as shown on **Exhibit C**.

4. Proposed Appearance and Dimensions of Structures and Density. The Phase 5 Project is the fifth phase of the larger overall Master Project, development of which will result in the construction of diverse housing options to meet the needs of surrounding neighborhoods (which may include both rental and ownership properties), development of a new district attractive to employers of growing industries and emerging technologies, which will enhance and expand job creation and economic opportunity, as well as completion of the enhancements to the wetland buffer along the western side of Tomasello Drive and other pedestrian-friendly publicly-accessible open spaces that will provide improved resiliency and stormwater management capabilities. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs Massachusetts Bay Transportation Authority (“**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. The Phase 5 Project is planned to be the fifth phase of redeveloping the Master Plan PDA Area 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. This will include development of the fifth Boston phase of an extensive Suffolk Downs Site-wide approximately 40-acre (25% of the Suffolk Downs Site) publicly accessible open space system that will incorporate existing wetland features as well as active and passive recreation areas. Approximately 196,000 square feet (about 4.5 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 5 Project. A Site Plan for the Phase 5 Project is attached as **Exhibit C**.

The Phase 5 Project consists of nine (9) buildings (B01-09), plus an additional four (4) single family homes (designated SF01). Subject to changes permitted by this Development Plan, the Phase 5 Project shall contain a total of approximately 1,363,000 square feet of Gross Floor Area, of which approximately 1,199,000 square feet at full build-out shall be used for Residential Uses and approximately 163,000 square feet at full build-out shall be used for Non-Residential Uses, as more particularly outlined in **Exhibit D**, and uses accessory thereto. The architectural design of the Phase 5 Project will achieve a balance of neighborhood cohesion, design diversity, and architectural quality that is imperative to creation of a successful mixed-use community with an authentic sense of place. The building designs will employ a variety of materials to assure both a rich pedestrian environment and visual experience. The Phase 5 Project aims to allow a combination of diverse design approaches and to create a clear notion of continuous urban space and a forward-looking 21st century live-work-play neighborhood. The architectural details of each building and the required public realm improvements associated with each building will be presented as part of the BPDA’s design review. Buildings within the Phase 5 Project may be constructed in any order. Final plans and specifications for each building will be submitted to the BPDA for approval prior to issuance of Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code for the applicable building.

Exhibit D provides the approximate location and conceptual massing for the Phase 5 Project buildings, and lists the uses, maximum Building Heights and maximum Gross Floor Areas. As used in this Development Plan, “Building Height” shall exclude roof structures, decks,

penthouses and equipment that may be located on the roof of the Phase 5 Project buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas), as defined in Article 2A of the Code, subject to design review by the BPDA. All equipment that is installed to implement solar and green energy concepts and that is consistent with the final construction plans approved by the BPDA shall be excluded in the calculation of Building Height. “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.

The dimensional or 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) shall not be applicable to the Phase 5 Project and the Phase 5 Site and are superseded by this Development Plan. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the building(s) and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Phase 5 Project.

5. Proposed Uses of the Phase 5 Site. Except as set forth below for the portion of the Phase 5 Site located within the Orient Heights Transition Zone, allowed uses within the Phase 5 Site shall include the following uses, each as more particularly defined on **Exhibit E** 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**”). Except for the portion of the Phase 5 Site located within the Orient Heights Transition Zone, and subject to or consistent with the table in **Exhibit D**, all of the Permitted Uses shall be allowed within and throughout the Phase 5 Site.

The portion of the Phase 5 Site located within 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, except for Building B02 (the building to be located closest to Route 1A) which may be used as a hotel (with ground floor retail and other uses accessory thereto).

6. Proposed Open Spaces and Landscaping. The Proponent will incorporate publicly accessible open space, landscaping and climate resiliency elements into the design of the Phase 5 Project, including additional enhancements to the wetland buffer along the western side of Tomasello Drive. Approximately 196,000 square feet (about 4.5 acres) of publicly-accessible open space shall be provided in the aggregate in the Phase 5 Project, including the open space areas shown on **Exhibit C** and open space located on individual building lots. The open space shall be constructed and maintained by the Proponent, and/or an association of property owners of the Suffolk Downs Site or portions thereof, as public open space. The Phase 5 Project’s open space shall be subject to design review by the BPDA, and any open space or landscaping approved as part of such review shall be deemed to be in compliance with this Development Plan upon the issuance of a Certification of Compliance and Certification of Consistency in accordance with

Sections 80B-6 and 80C-8 of the Code, respectively. All other open space and landscaping requirements of the Code shall not be applicable to the Phase 5 Project and the Phase 5 Site and are superseded by this Development Plan.

7. Transportation. The Phase 5 Project will involve the construction of the fifth phase of a larger network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Phase 5 Project and adjacent portions of the overall Suffolk Downs Site, all of which are planned to be maintained and repaired by the Proponent and/or an association of property owners of the Suffolk Downs Site or portions thereof. 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 Phase 5 Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted in the Master Plan, which is expected to evolve over time in connection with the development of the overall Suffolk Downs Site. 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 Phase 5 Project and 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 within the Suffolk Downs Site 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 the Phase 5 Project. Pursuant to the Master Transportation Improvement Agreement to be entered into by the Proponent and the Boston Transportation Department ("**BTD**") with respect to the Master Project, prior to the issuance of a Certification of Compliance and a Certification of Consistency for each building in the Phase 5 Project, 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. If the amount of traffic generated by the Master Project shall at any time exceed the amount of traffic projected in the Draft Project Impact Report 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.

8. Proposed Parking and Loading. As currently contemplated, the Phase 5 Project's parking garages will include capacity for the parking of up to 744 vehicles in the aggregate, with additional surface parking provided along on-site privately-owned roadways. Each building is anticipated to have its own loading areas and loading bays, which can be accessed using internal streets and driveways. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. The Phase 5 Project's parking and loading facilities and traffic circulation shall be subject to design review and approval by the BPDA prior to the issuance of a Certification of Compliance and a Certification of Consistency, and the parking and loading facilities and traffic circulation approved for each building as part of such review shall

be deemed to be in compliance with this Development Plan upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, respectively. All other traffic, loading and circulation requirements of the Code shall not be applicable to the Phase 5 Project and the Phase 5 Site and are superseded by this Development Plan.

9. Access to Public Transportation. The Phase 5 Project will be developed in connection with the overall redevelopment of the Suffolk Downs Site to create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike parking and sharing stations, green connections, and shuttle bus service, all of which will encourage public use of the adjacent Suffolk Downs MBTA Blue Line Station.

10. Housing. The Phase 5 Project includes the development of approximately 1,199,000 square feet of Gross Floor Area for Residential Uses and uses accessory thereto, which may include both for-sale and rental units. The Proponent 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**"). Pursuant to the Master Affordable Housing Agreement to be entered into by the Proponent and the BPDA with respect to the Master Project, the owner of each residential building shall enter into a separate Affordable Housing Agreement with the BPDA prior to the issuance of Certification of Compliance and a Certification of Consistency pursuant to Article 80B. The required affordable housing units may be provided on-site as required by the IDP, or subject to the approval of the BPDA may be redistributed to other buildings within the Suffolk Downs Site or to an off-site location.

As a requirement for the issuance of the first building permit for the construction of any building within the Phase 5 Project, the Non-Discrimination Covenant required by the Master Plan shall have been recorded.

11. Green Buildings. The Phase 5 Project will comply with Article 37, Green Buildings, of the Code. In addition, the Proponent has committed to having, upon completion of the Phase 1 through Phase 5 Projects, at least 5% of the buildings developed in such phases (collectively) satisfy the requirements for a minimum LEEDv4 Platinum rating and at least 75% of the buildings developed in such phases (collectively) satisfy the requirements for a minimum LEEDv4 Gold rating, with the other buildings satisfying the requirements for a minimum LEEDv4 Silver rating.

12. Signage. The signage program for the Phase 5 Project shall be subject to design review by the BPDA, and any "Sign" that complies with the approved signage guidelines or is otherwise approved by the BPDA shall be deemed to be in compliance with this Development Plan.

13. Development Review Procedures. All design plans for the Phase 5 Project are subject to ongoing design and development review and approval by the BPDA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

14. Public Benefits. The Phase 5 Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by advancing the objectives of the Master Plan to transform the Boston portion of the underutilized Suffolk Downs former racetrack facility into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of 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 Phase 5 Project shall also provide a material increase in housing units. Among its many other anticipated benefits, the Phase 5 Project is expected to:

- a. Diversify and expand East Boston's economic and job opportunities through the incorporation of residential, restaurant and retail uses, providing on-site employment options for a broad spectrum of Boston 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 Phase 5 Site, 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. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Phase 1 through Phase 5 Projects (collectively) to local businesses with flexible lease terms pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- e. Support local East Boston community groups by providing at least 2,500 square feet of community space in the Phase 1 Project or elsewhere in the Master Project (which space may be relocated within the Master Project) pursuant to a plan approved by the BPDA in accordance with the Master Plan.
- f. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- g. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, through individual Development Impact Project Agreements executed by the owner of each residential building prior to the issuance of the building permit for such building, all in accordance with a Development Impact Project Agreement to be executed by the Proponent and the BPDA for each building containing Development Impact Uses. 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, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Uses in the Master Project.

- h. Apply TOD principles through integration of the adjacent Suffolk Downs Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- i. 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.
- j. Improve local and regional transportation infrastructure and services through the fifth phase of an approximately \$50 million program of off-site improvements to multiple key streets, intersections 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 within the Suffolk Downs Site serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.
- k. 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 LEEDv4 Silver rating for all Phase 5 Project buildings, meeting the standards for LEEDv4 Platinum for at least 5% of the Phase 1 through Phase 5 Project buildings (collectively), and meeting the standards for LEEDv4 Gold for at least 75% of the Phase 1 through Phase 5 Project buildings (collectively).
- l. 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.
- m. 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 Project, noting the measures to be provided for the Phase 5 Project, is attached as **Exhibit F**.

15. Development Review Procedures. The Phase 5 Project is subject to Large Project Review under Section 80B of the Code. The BPDA has approved the conceptual plans attached

hereto as **Exhibit D**. The design of the individual buildings will be subject to the approval process described herein, which shall include review by the Boston Civic Design Commission, and 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 Code. Prior to the approval of a Certification of Compliance and a Certification of Consistency for the Phase 5 Project or a portion thereof pursuant to this Development Plan, the BPDA shall complete the following review process:

- a. there shall be a pre-submission meeting by the Proponent with BPDA staff to initiate the process and review the proposed request,
- b. following the pre-submission meeting, the Proponent shall submit a building design review package for the applicable portion of the Phase 5 Project, which shall contain:
 - (i) schematic design documents, including a site plan, schematic building plans, open space and landscaping plans, and schematic roadway designs,
 - (ii) studies with respect to wind, shadow, solar glare, and daylight/skydome,
 - (iii) the most recent traffic monitoring reports for traffic generated by the Master Project,
 - (iv) a LEED checklist for each building,
 - (v) drainage plans,
 - (vi) updated information regarding relevant utility infrastructure,
 - (vii) a description of the mitigation that will be provided with respect to each building in accordance with the mitigation schedule attached as **Exhibit F**,
 - (viii) a construction management plan regarding construction period impacts, and
 - (vi) a fact sheet summarizing the information contained in the building design review package, which shall be provided in English and Spanish,
- c. copies of the building design review package shall be provided for review to elected officials representing the Master Plan PDA Area, relevant City agencies, the Boston Civic Design Commission, and the Impact Advisory Group (the "**IA**G"),
- d. the BPDA shall give public notice of the availability of the building design review package and copies shall be available at the East Boston Branch Library and for viewing and download on the Proponent's website,

- e. the Proponent shall present the building design review package to the IAG and answer questions from the IAG, and the IAG shall have an opportunity to provide comments to the BPDA,
- f. the BPDA shall conduct a community meeting at which the Proponent shall present the building design review package and answer questions from members of the community, and community members shall have an opportunity to provide comments to the BPDA,
- g. the time period for IAG members and community members to provide comments to the BPDA shall be at least 19 days following the community meeting, and
- h. the BPDA shall complete its review of the schematic design and other submitted materials pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code.

The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until the foregoing process has been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's Development Review Guidelines and Article 80B of the Code. Aspects of the Phase 5 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 Phase 5 Project included in this Development Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

16. Effect of the Development Plan. This Development Plan sets forth the zoning for all elements of the Phase 5 Project for the Phase 5 Site. This Development Plan is consistent with the Master Plan and is therefore 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 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 Phase 5 Project with this Development Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. In order to implement the Phase 5 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, the dimensional requirements set forth in this Development Plan (other than Maximum Height of buildings) shall apply to the Phase 5 Site as a whole and not to each individual lot, and 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 Development Plan.

17. Amendment of Development Plan. Any owner of an individual lot within the Phase 5 Site may seek amendment of this Development 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 Phase 5 Site, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Phase 5 Site under this Development Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the proposed 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 buildings and site improvements included in the Phase 5 Project. Proposed modifications to the primary use and design of individual buildings and site improvements may be approved by the BPDA as part of the development review process, without requiring an amendment to this Development Plan, provided that in no event may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for the Phase 5 Project be increased or decreased by more than 10% without an amendment to this Development Plan as may be determined by the BPDA. Notwithstanding any contrary provision of this Development 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 5 Site than the distance shown on Exhibit C, without an amendment of this Development Plan and the Master Plan.

Exhibit A

Legal Description of Phase 5 Site

[see attached]

METES AND BOUNDS DESCRIPTION

Suffolk Downs Boston Phase 5B

A certain building phase in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as Phase 5B on a plan entitled "Suffolk Downs Boston Phases 1B-5B", dated January 29, 2019, prepared by Beals and Thomas, Inc. More particularly bounded and described as follows:

Beginning at a point on the northerly sideline of Waldemar Avenue, thence 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 on the easterly sideline of Route 1A, said last two courses by land now or formerly of Passe Inc., thence turning and running; |
| N 30° 38' 03" E | 680.72 feet to a point, said last course being by the easterly sideline of Route 1A, thence turning and 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 on the city line between Boston and Revere, said last 2 courses by land now or formerly of TOSCO Terminal Company, 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; |
| EASTERLY | 155.68 feet by a curve to the left with a radius of 120.00 feet, thence turning and running; |
| N 49° 33' 19" E | 47.37 feet to a point, said last 5 courses being by the city line between Boston and Revere and by land now or formerly of TOSCO Terminal Company, thence turning and running; |
| S 08° 15' 28" W | 430.02 feet to a point on the northerly sideline of Waldemar Avenue, said course being over and upon land of Sterling Suffolk Racecourse, LLC, thence turning and running; |
| WESTERLY | 161.35 feet by a non-tangent curve to the right with a radius of 828.45 feet, thence turning and running; |

N 73° 54' 48" W 663.79 feet back to a point, thence turning and running;
WESTERLY 210.98 feet by a curve to the left with a radius of 740.61 feet,
 thence turning and running;
S 89° 45' 52" W 385.00 feet to the point of beginning, said last 4 courses being by the
 northerly sideline of Waldemar Avenue.

Containing 738,234 square feet more or less, or 16.948 acres, more or less.

Exhibit B

Depiction of Phase 5 Site

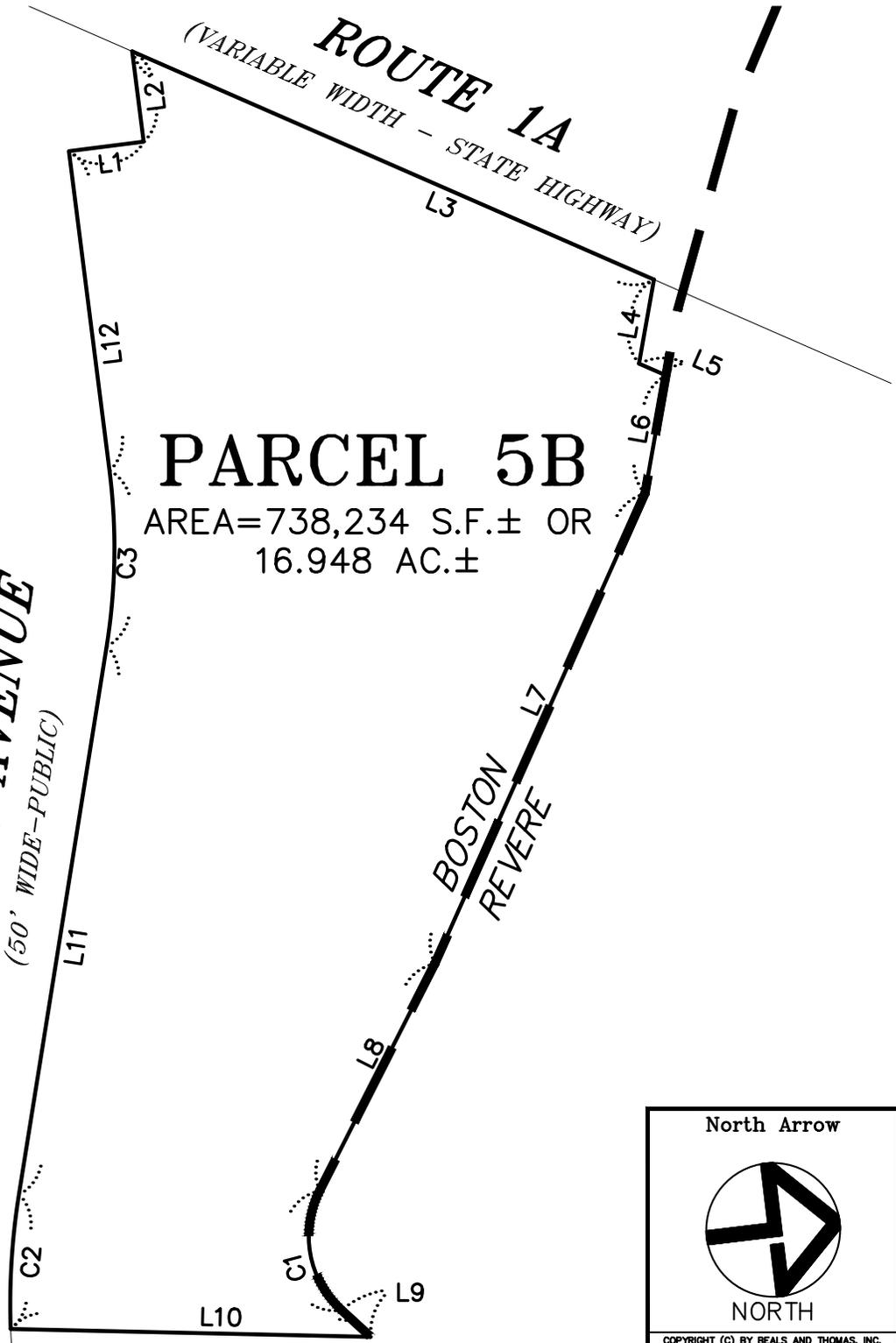
[see attached]

WALDEMAR AVENUE
(50' WIDE-PUBLIC)

ROUTE 1A
(VARIABLE WIDTH - STATE HIGHWAY)

PARCEL 5B

AREA=738,234 S.F.± OR
16.948 AC.±



Suffolk Downs
Boston Phases 1B-5B
Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
One Congress Street, 11th Floor
Boston, Massachusetts

Phase 5B Exhibit
Scale: 1"=200' Date: 01/29/2019
Source File: 285402B012A
Drawing No. 285402P148A-011
B+T Project No. 2854.02

Line Table		
Line #	Direction	Length
L1	N0° 14' 08"W	90.00
L2	S89° 45' 52"W	108.89
L3	N30° 38' 03"E	680.72
L4	S72° 55' 46"E	102.09
L5	N30° 38' 04"E	35.00
L6	S72° 55' 46"E	143.76
L7	S58° 55' 56"E	615.50
L8	S56° 06' 46"E	304.47
L9	N49° 33' 19"E	47.37
L10	S8° 15' 28"W	430.02
L11	N73° 54' 48"W	663.79
L12	S89° 45' 52"W	385.00

Curve Table			
Curve #	Length	Radius	Delta
C1	155.68	120.00	74°19'55"
C2	161.35	828.45	11°09'33"
C3	210.98	740.61	16°19'20"

Suffolk Downs
Boston Phases 1B-5B
 Boston, Massachusetts
The McClellan Highway
Development Company, LLC.
 One Congress Street, 11th Floor
 Boston, Massachusetts

Phase 5B Exhibit
Line & Curve Tables
 Scale: 1"=200' Date: 01/29/2019
 Source File: 285402B012A
 Drawing No. 285402P148A-012
 B+T Project No. 2854.02

Exhibit C

Site Plan

[see attached]



Key

 Orient Heights Transition Zone

B01:	163,410 sf
B02:	74,945 sf
B03:	213,924 sf
B04:	154,017 sf
B05:	184,365 sf
B06:	144,194 sf
B07:	148,917 sf
B08:	100,171 sf
B09:	162,031 sf
SF01:	16,672 sf

Phase 5B Residential **1,199,236 sf**

Phase 5B Non - Residential **163,410 sf**

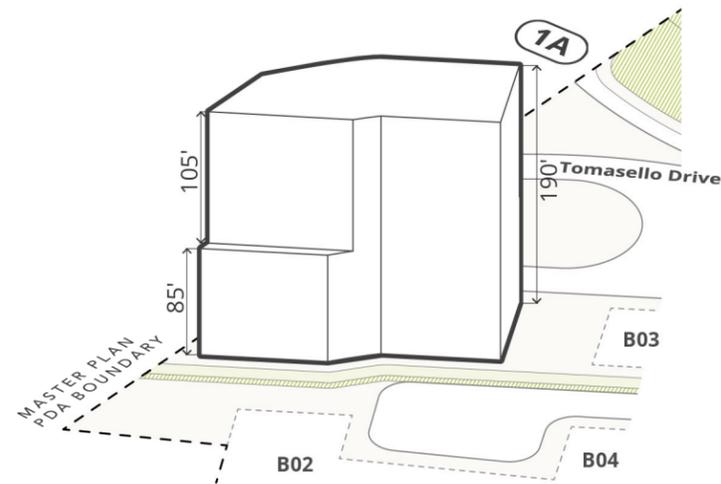
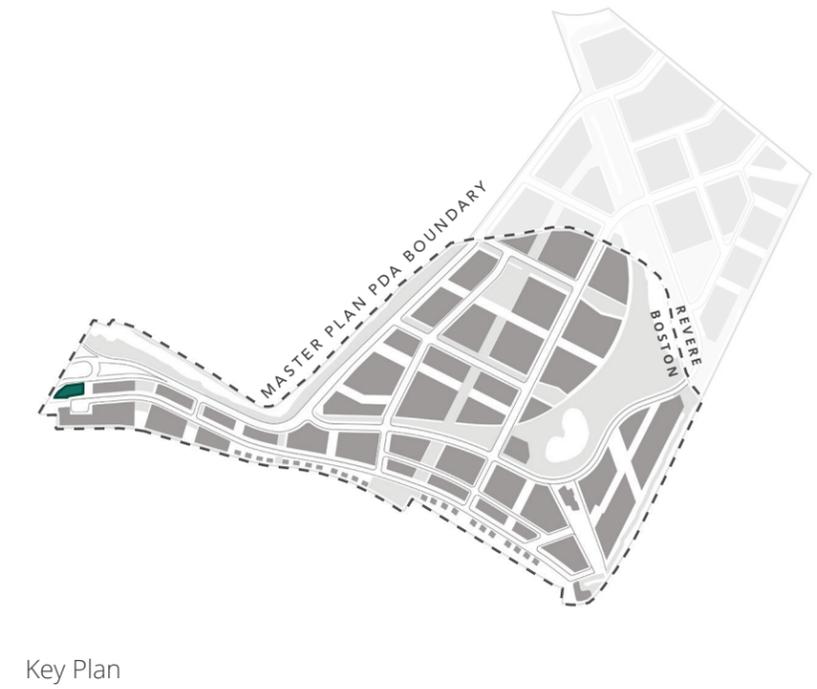
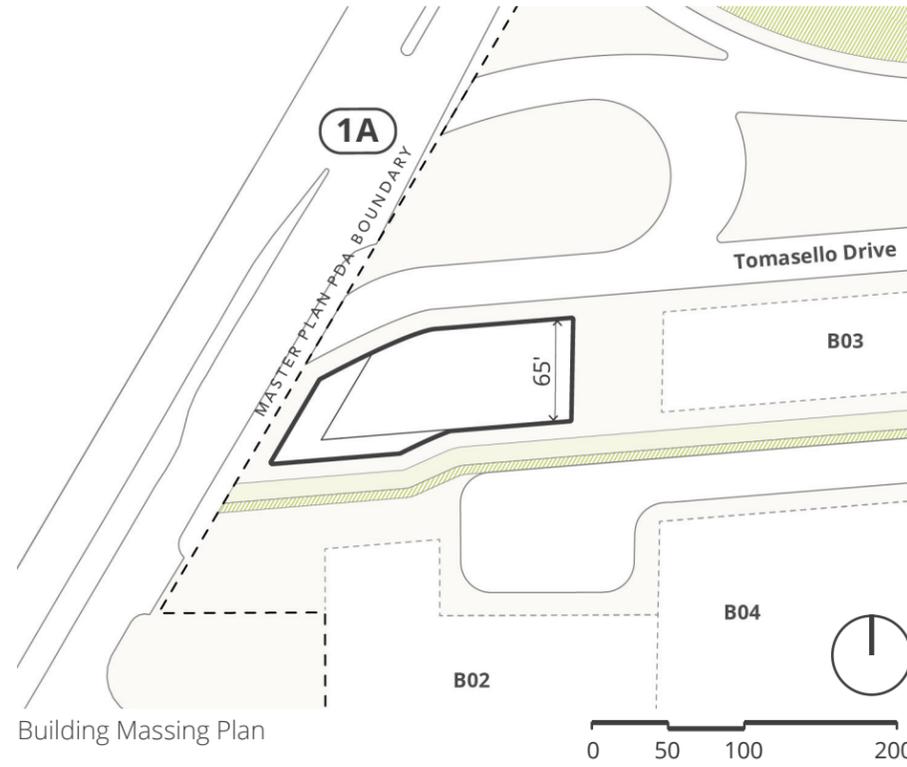
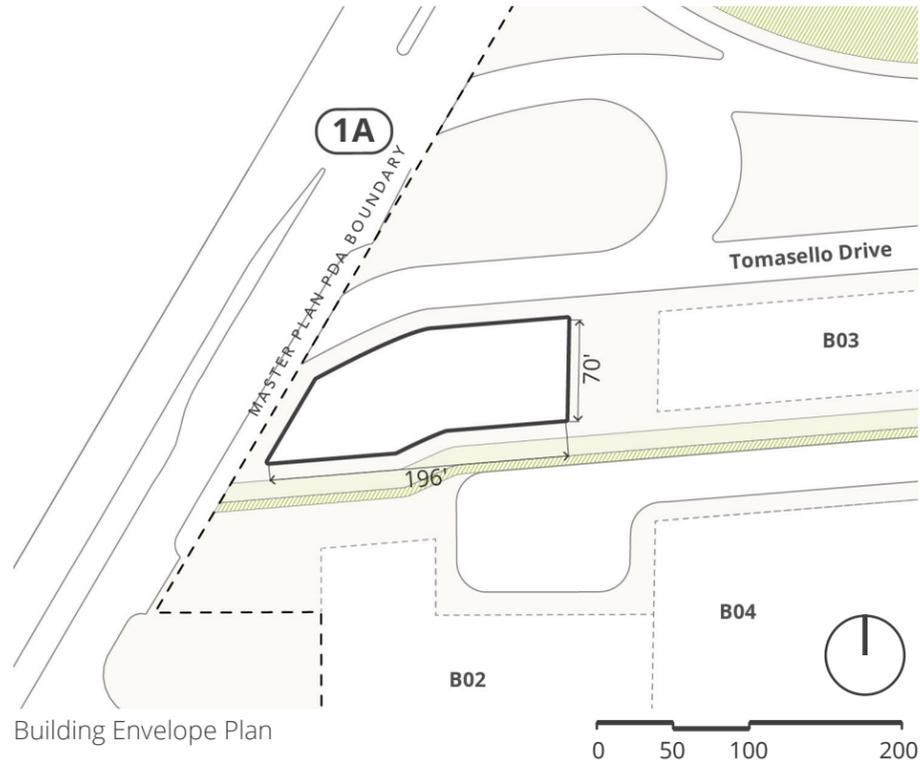
TOTAL PHASE 5B
1,362,646 sf

Phase 5B
Suffolk Downs Redevelopment

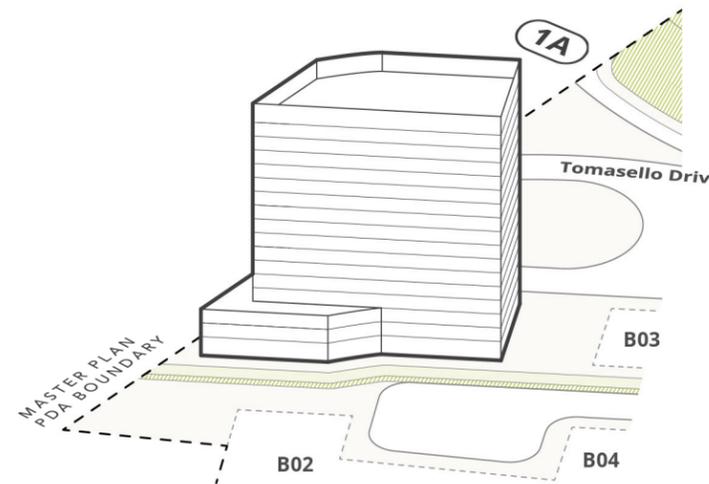
Exhibit D

Building Use, Dimensions and Massing Plans

Building	Principal Use	Maximum Building Height (ft)	Aprox. Gross Floor Area (sf)
B01	Commercial	190	163,410
B02	Residential	85	74,945
B03	Residential	190	213,924
B04	Residential	85	154,017
B05	Residential	190	184,365
B06	Residential	85	144,194
B07	Residential	190	148,917
B08	Residential	85	100,171
B09	Residential	190	162,031
SF01	Residential	40	16,672
Total			1,362,646

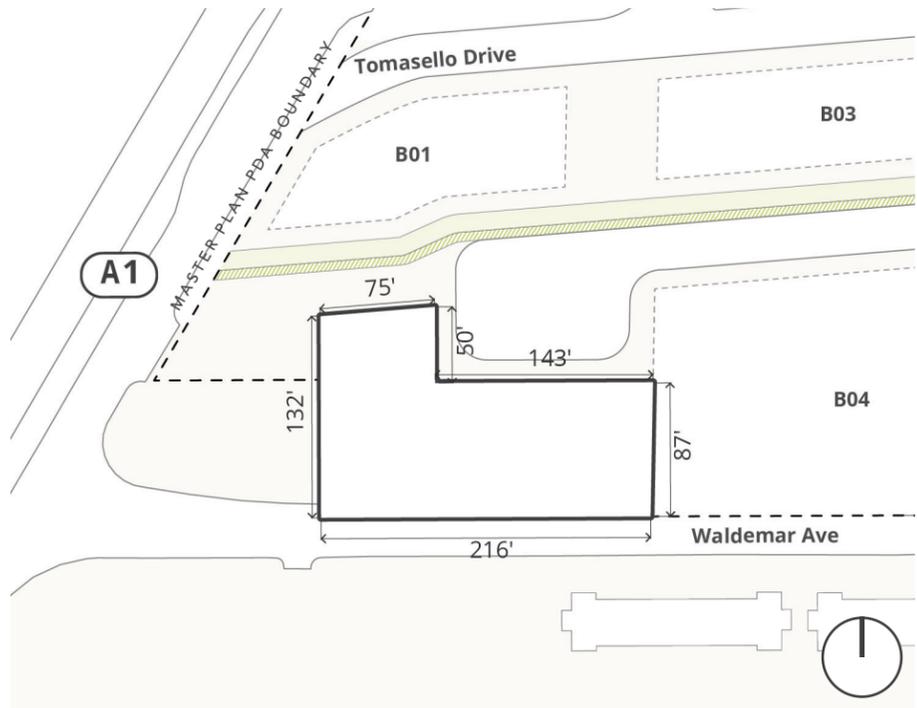


Building Massing Axon

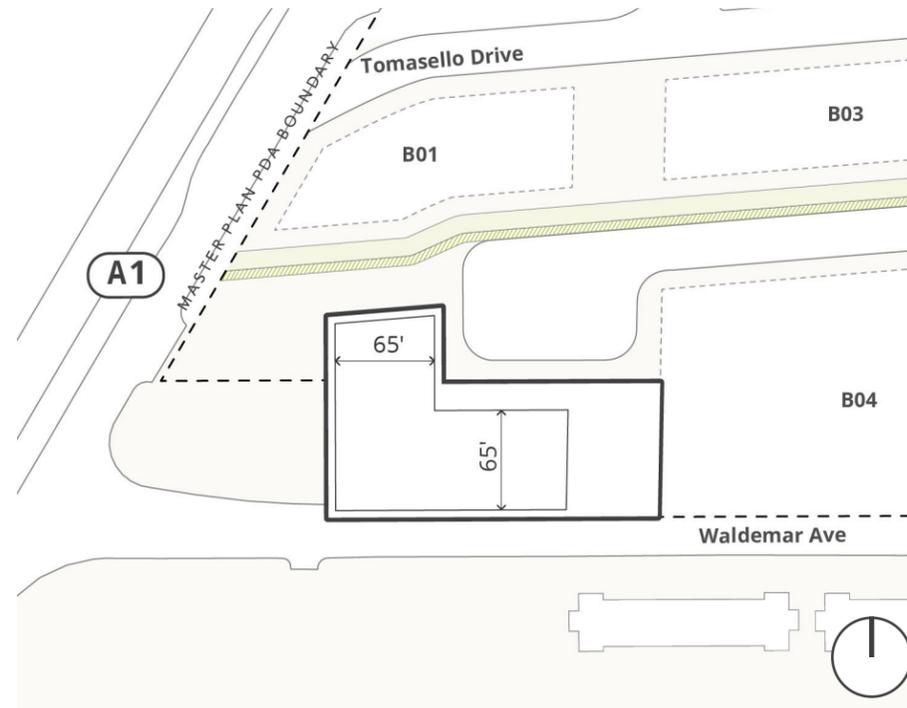


Proposed GFA	163,410 sf
Max Building Height	190'

Phase 5B | Block 01
Suffolk Downs Redevelopment



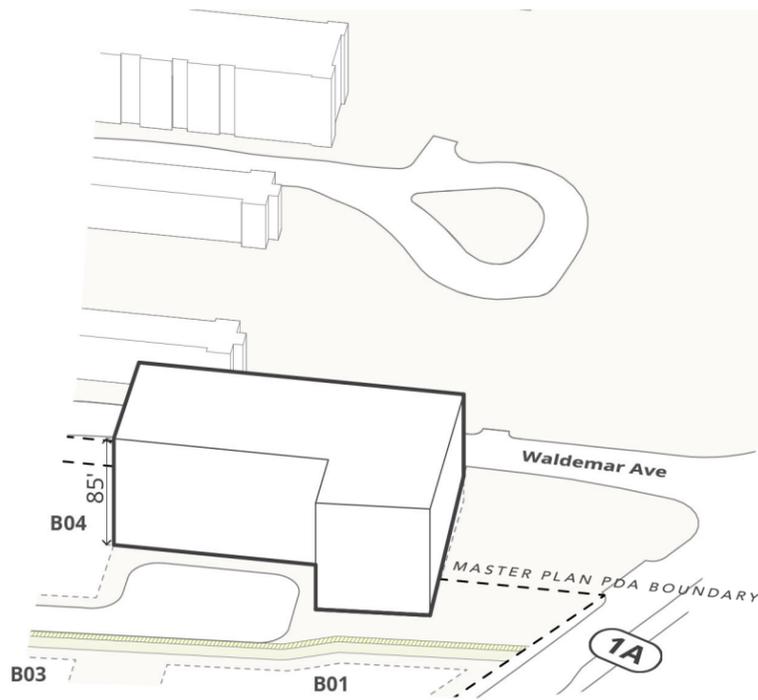
Building Envelope Plan



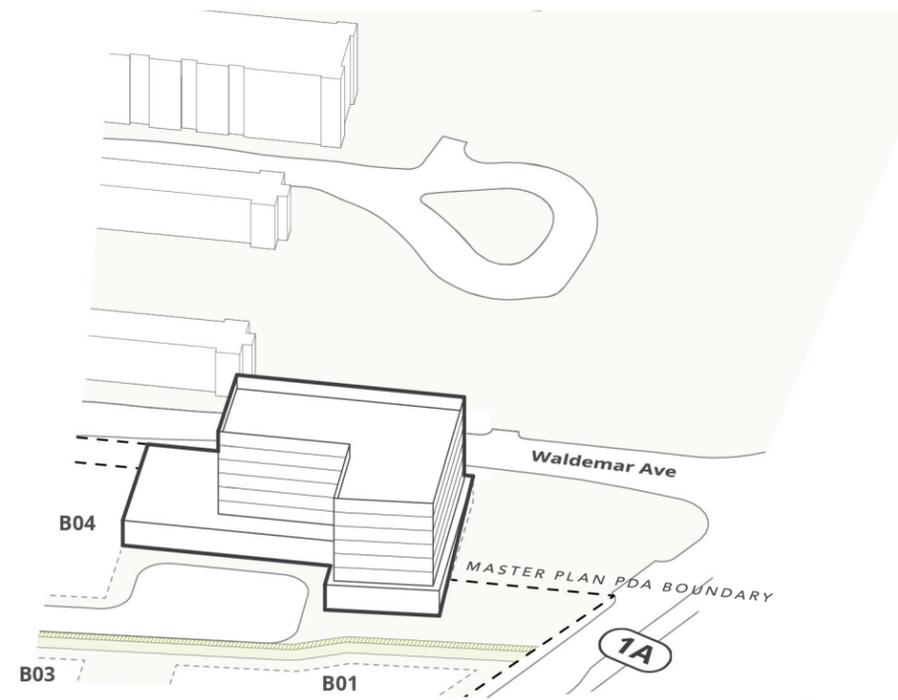
Building Massing Plan



Key Plan



Building Envelope Axon

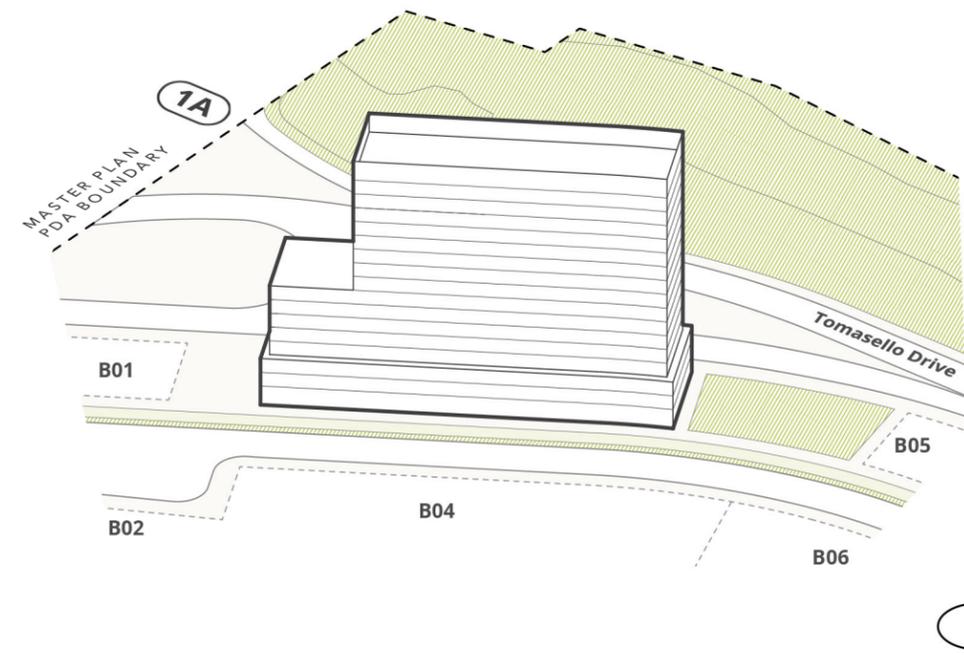
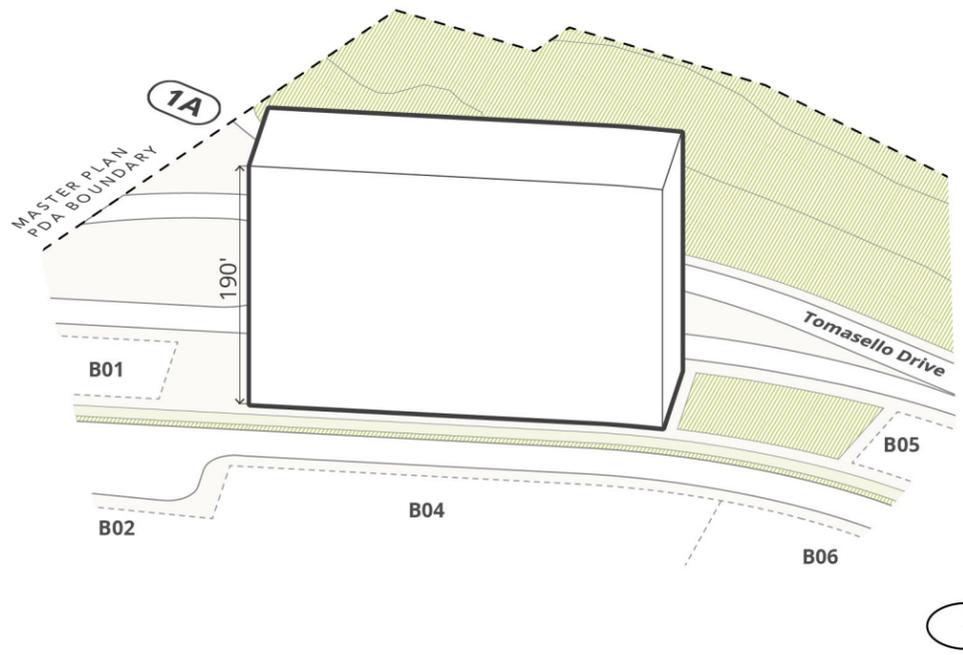
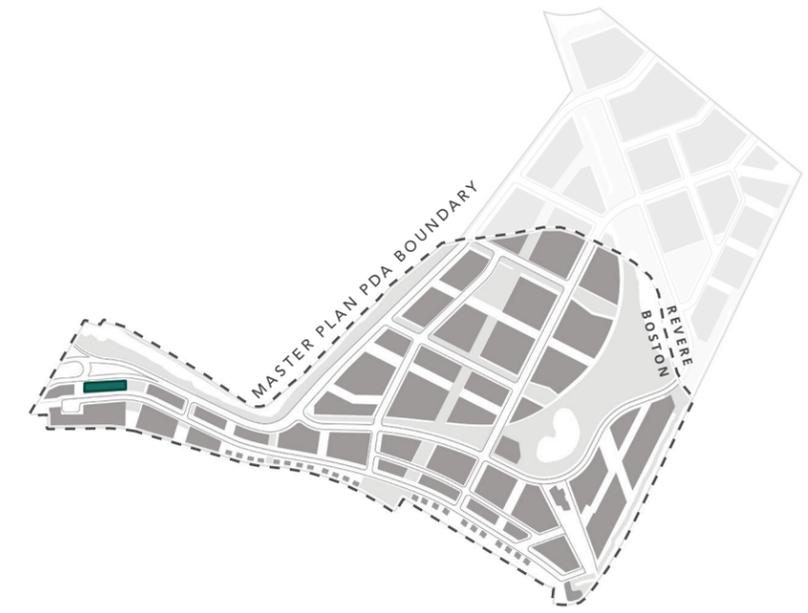
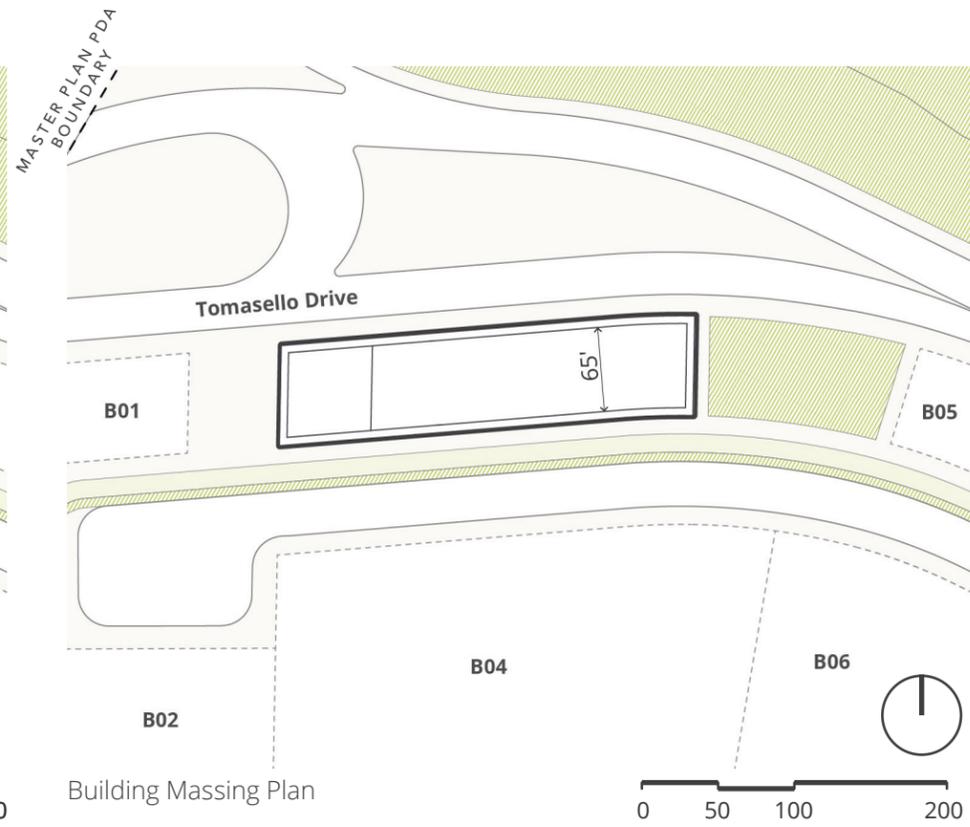
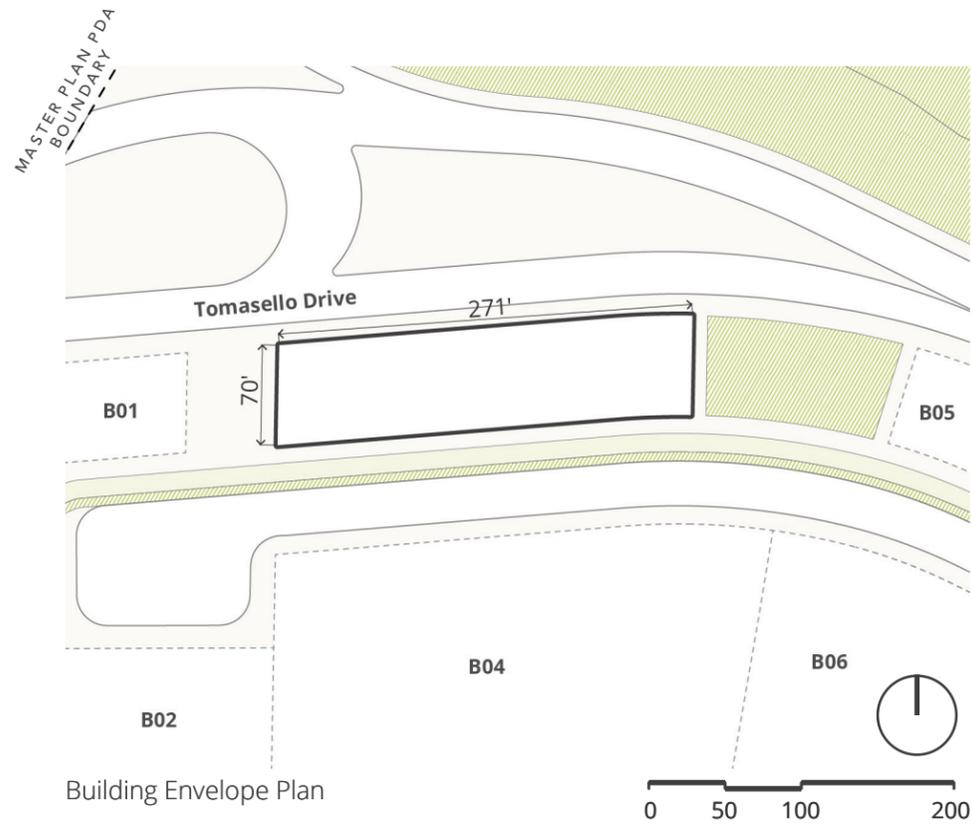


Building Massing Axon

Proposed GFA **74,945 sf**

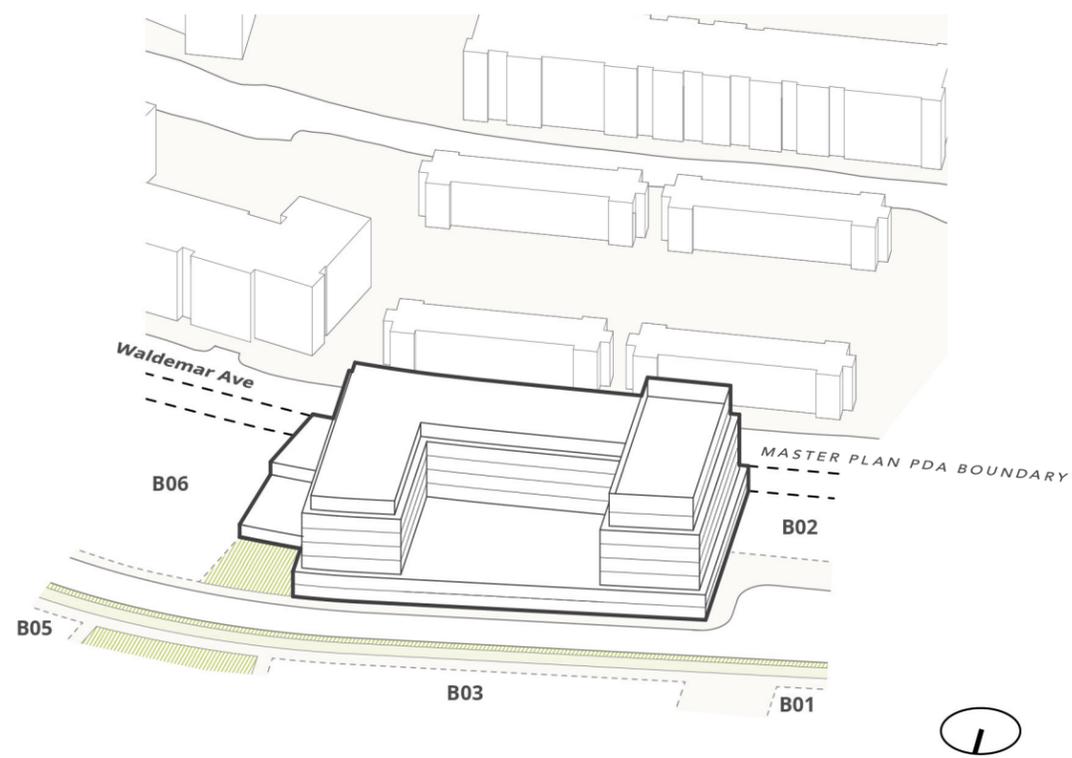
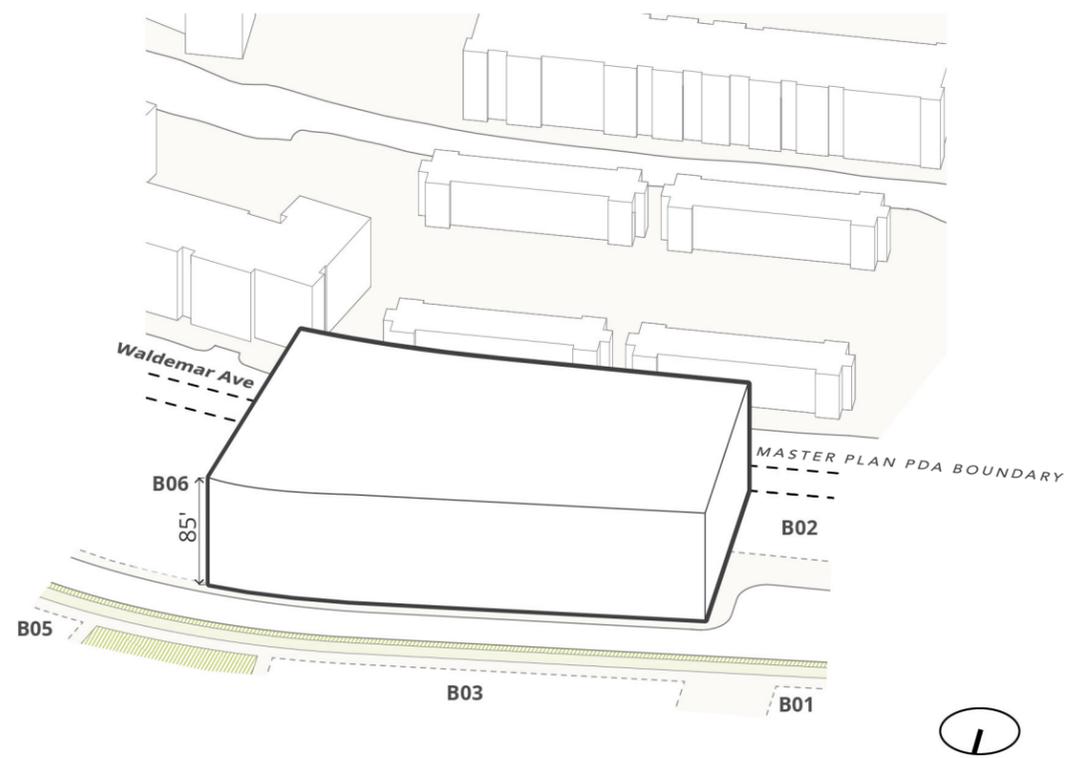
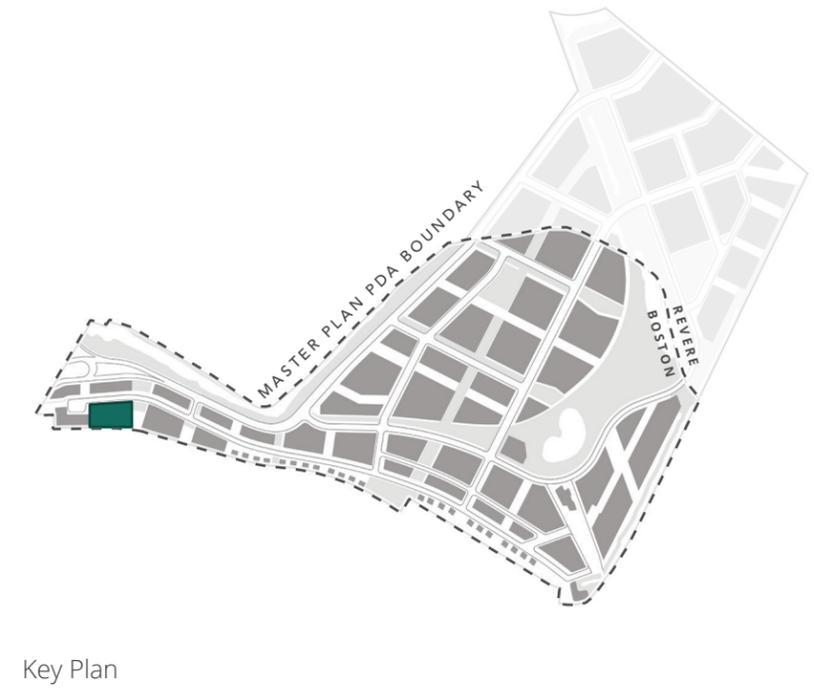
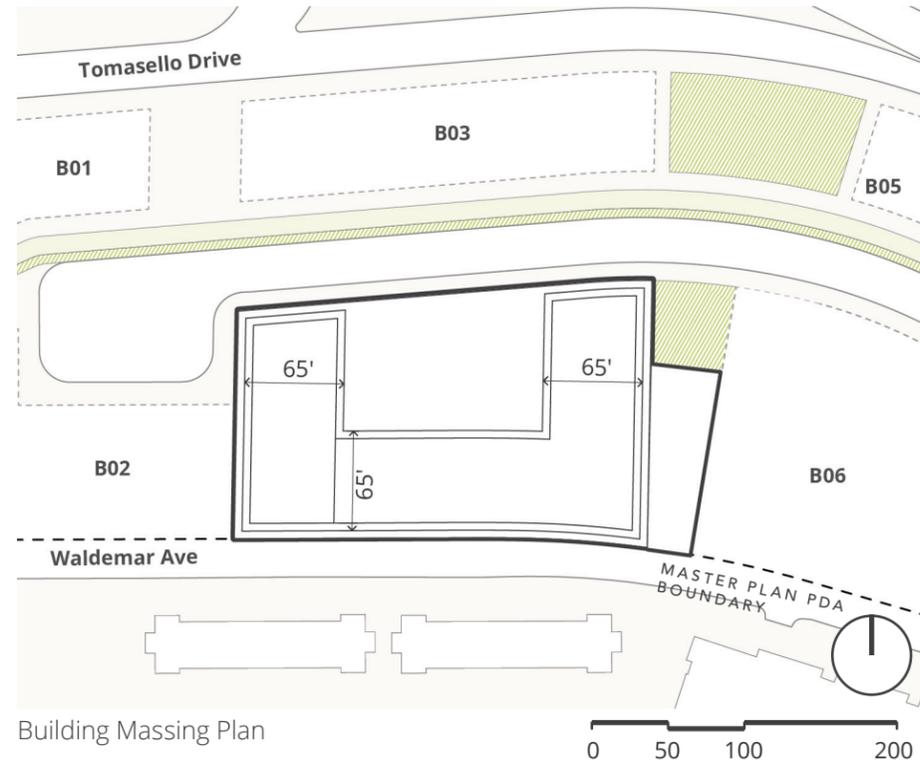
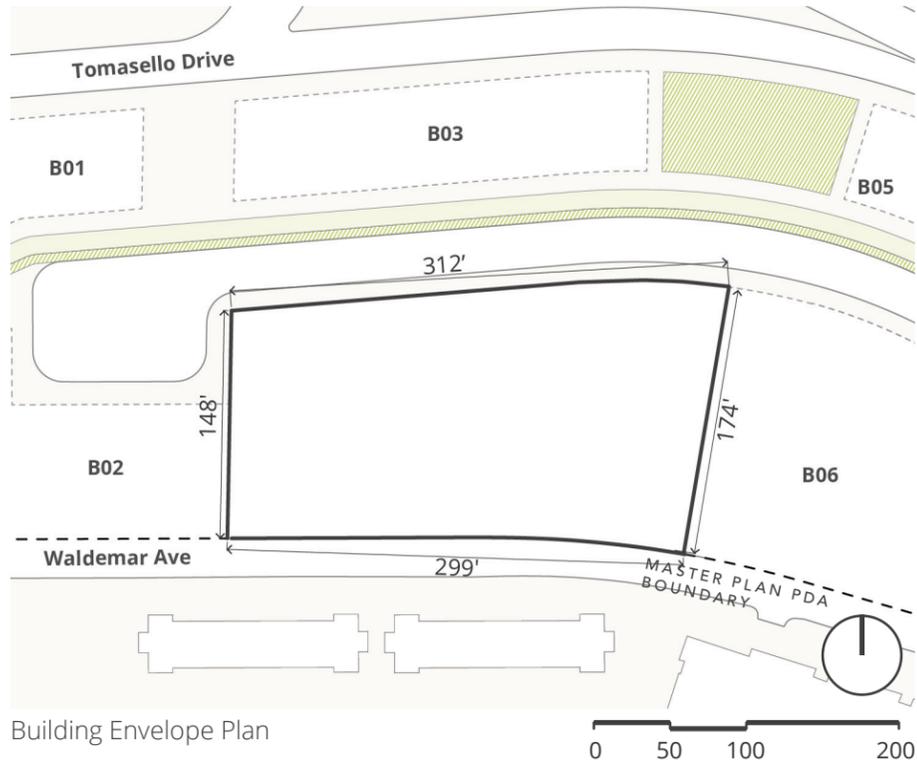
Max Building Height **85'**

Phase 5B | Block 02
Suffolk Downs Redevelopment



Proposed GFA	213,924 sf
Max Building Height	190'

Phase 5B | Block 03
Suffolk Downs Redevelopment

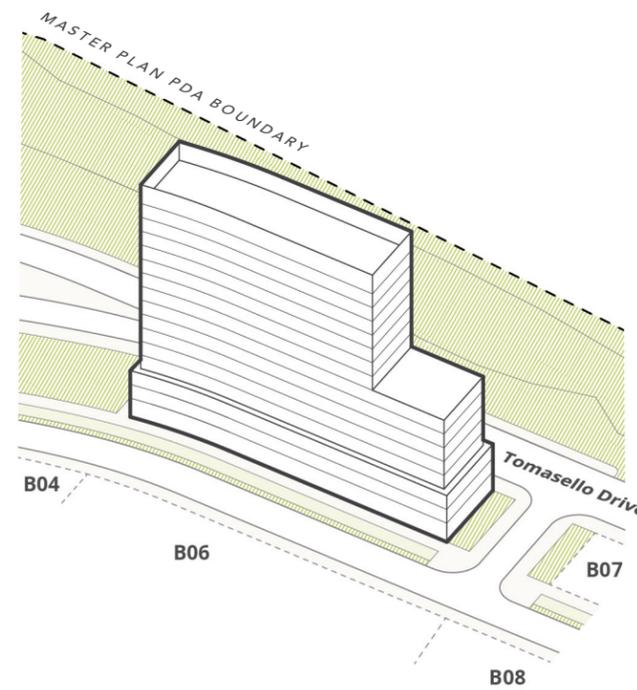
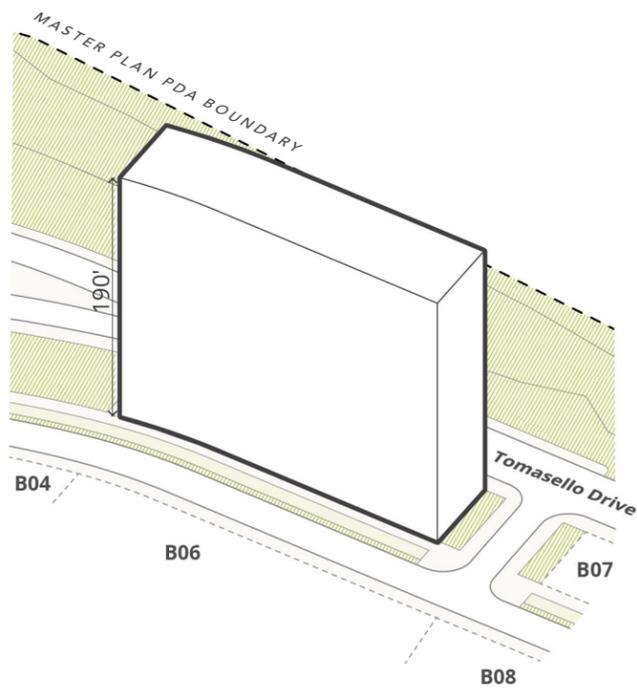
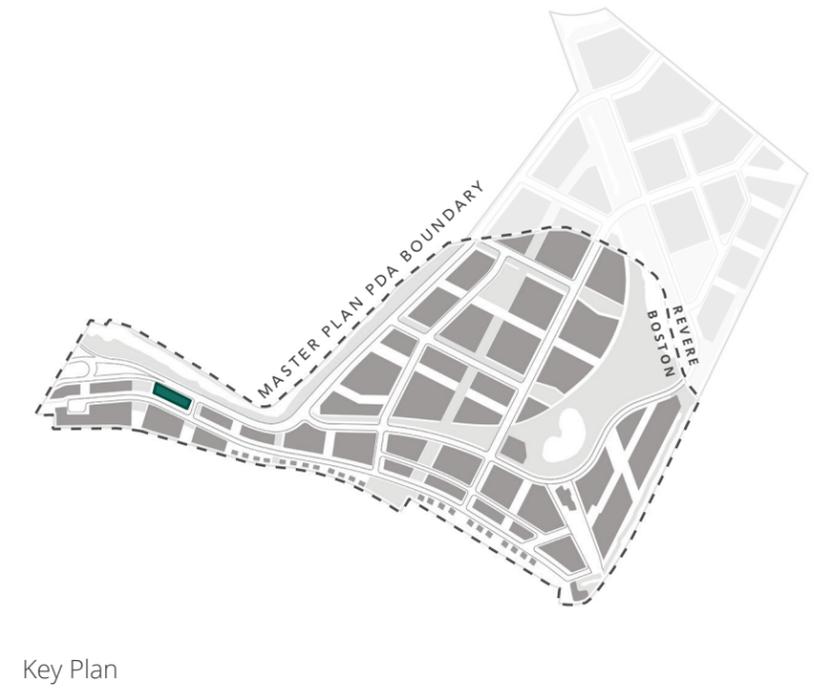
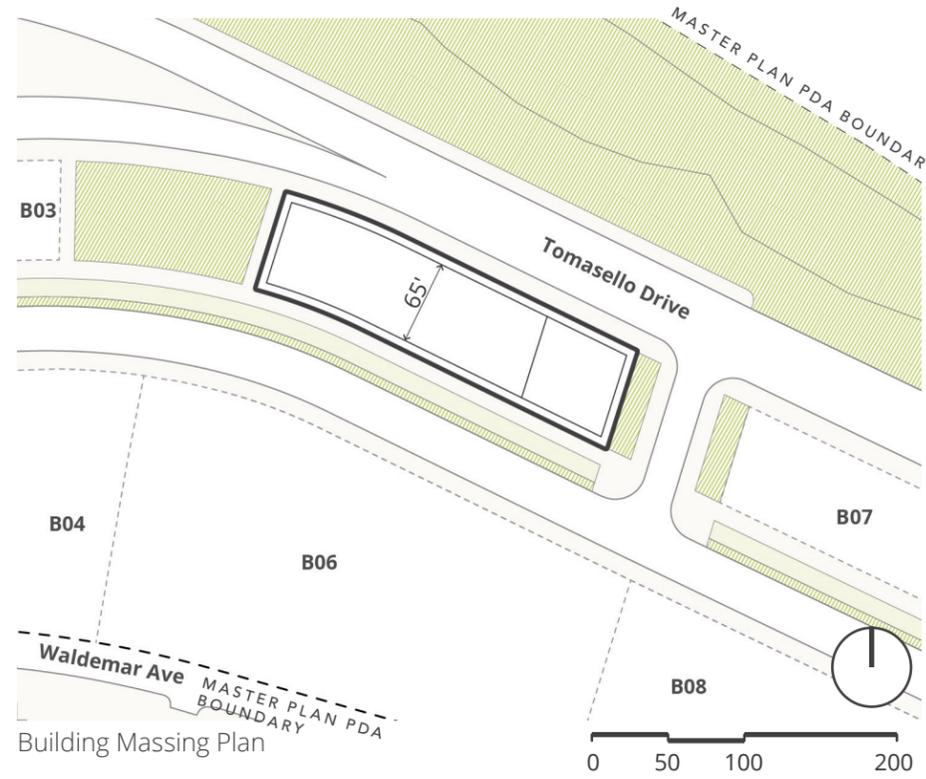
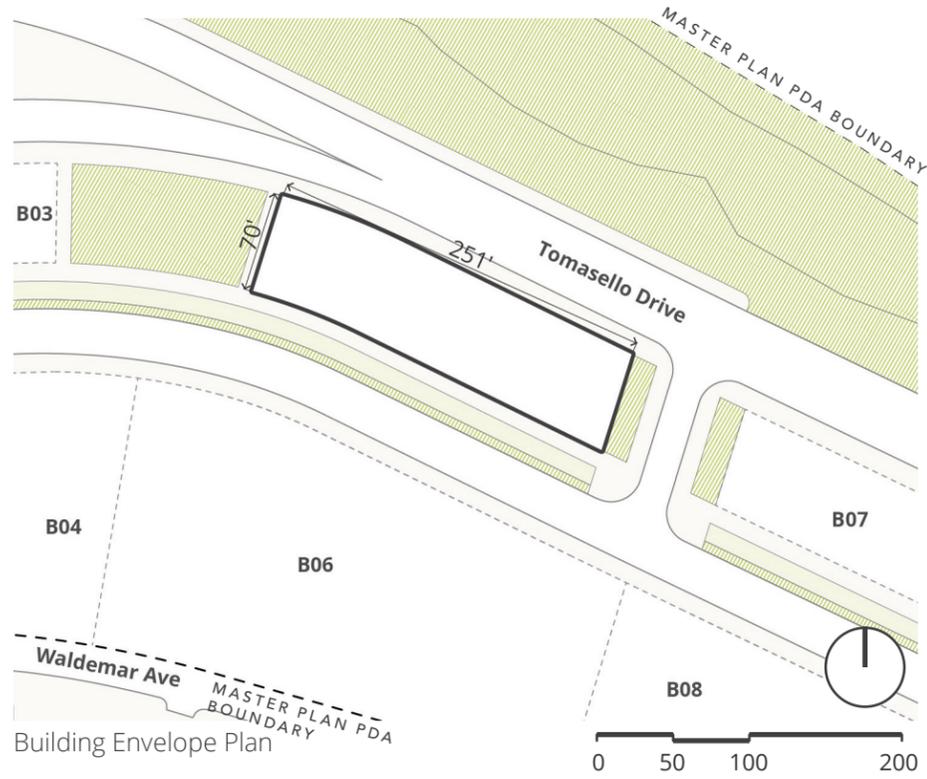


Proposed GFA	154,017 sf
Max Building Height	85'

Building Envelope Axon

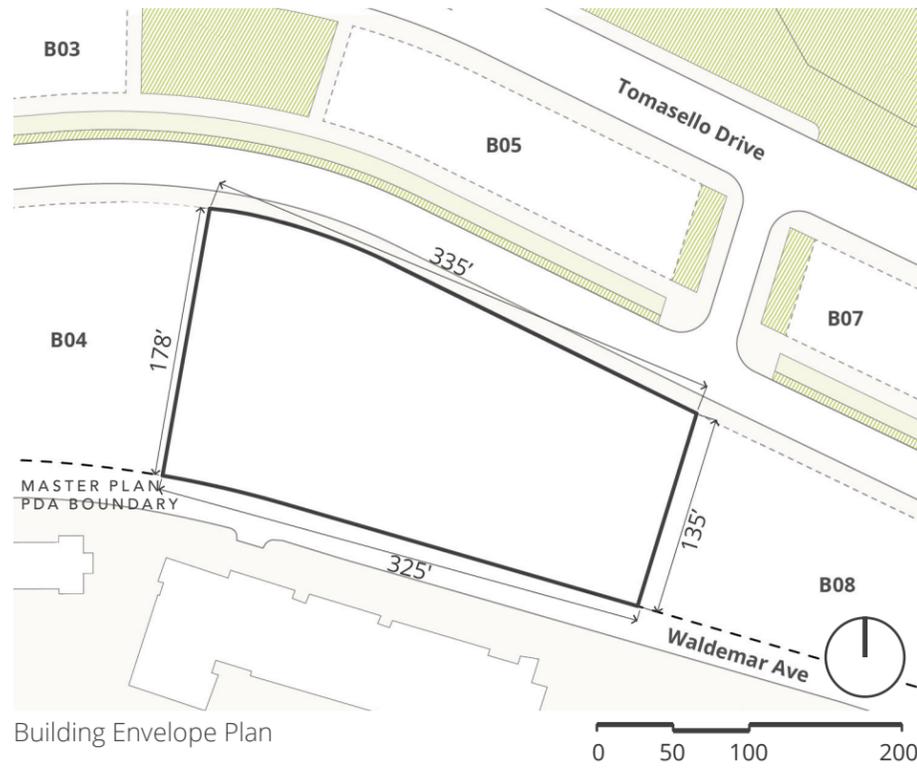
Building Massing Axon

Phase 5B | Block 04
Suffolk Downs Redevelopment

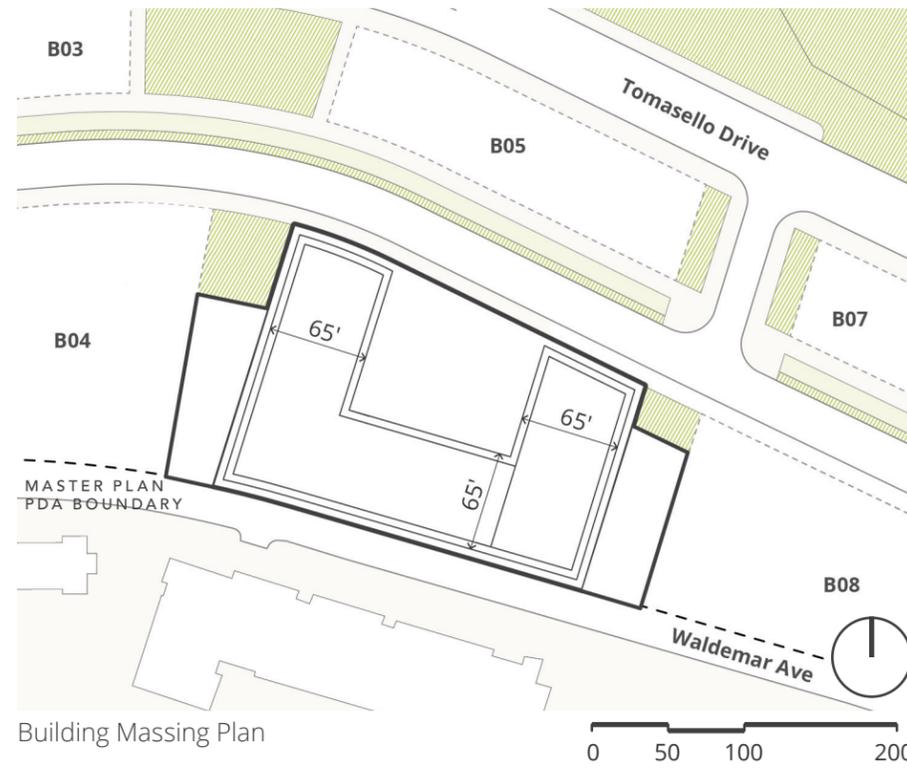


Proposed GFA	184,365 sf
Max Building Height	190'

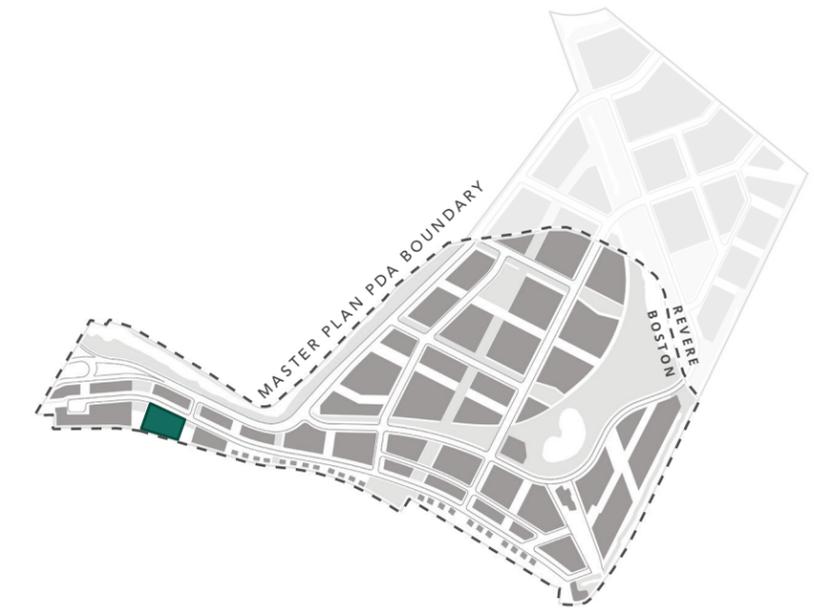
Phase 5B | Block 05
Suffolk Downs Redevelopment



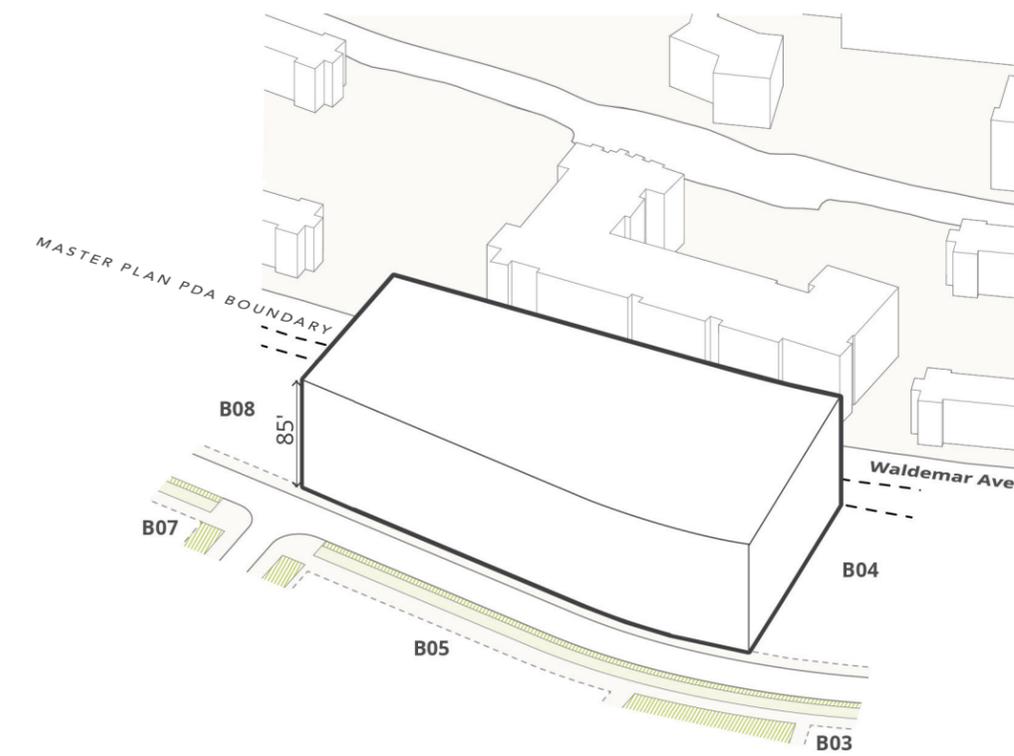
Building Envelope Plan



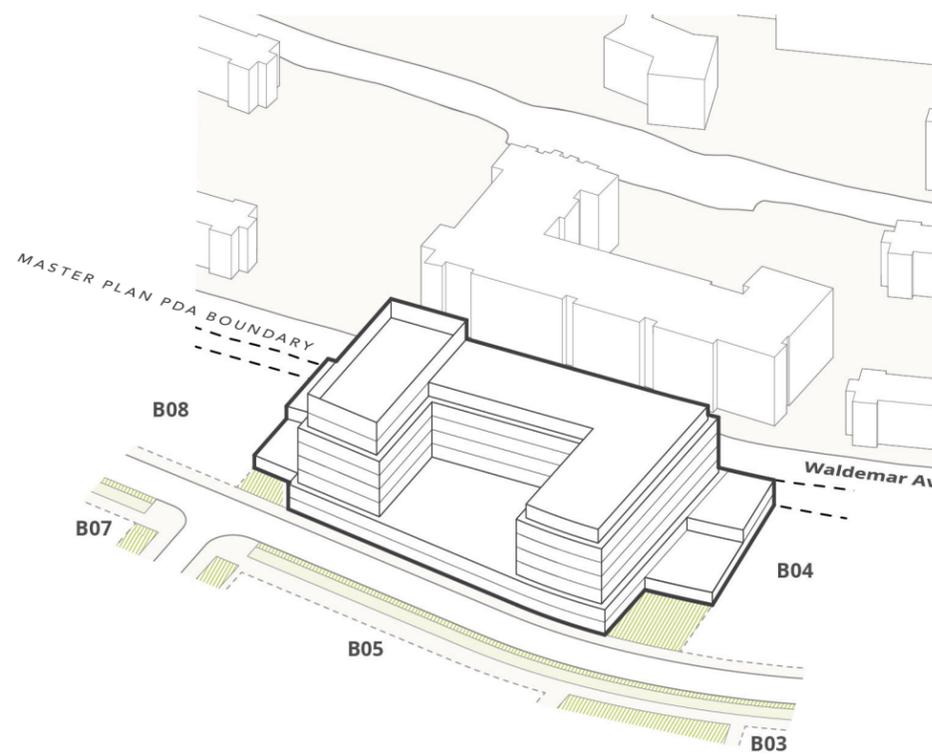
Building Massing Plan



Key Plan



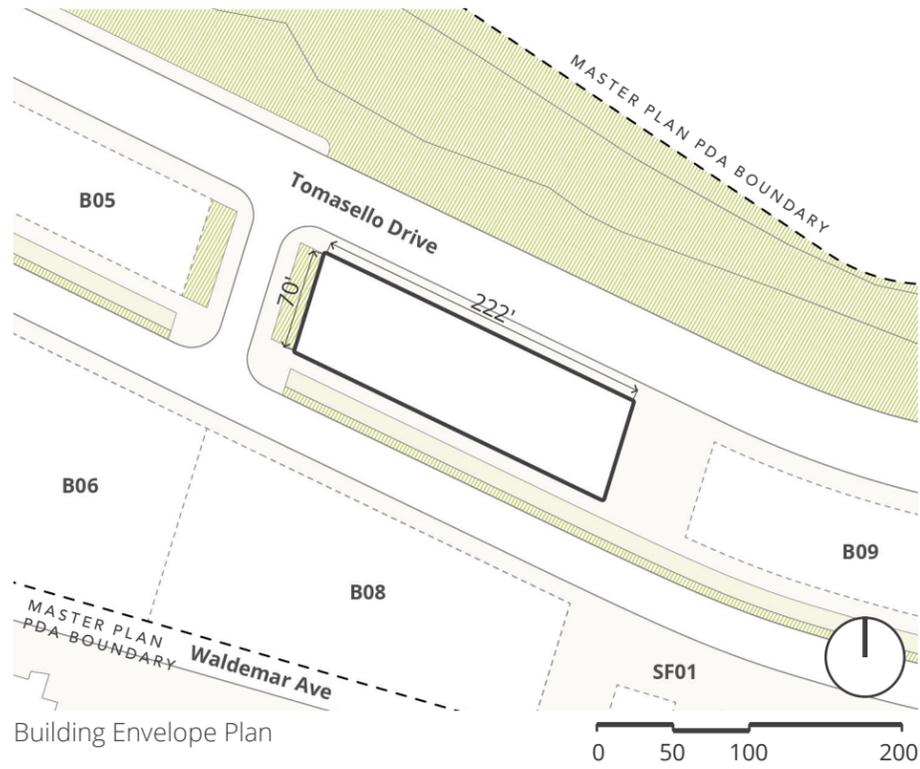
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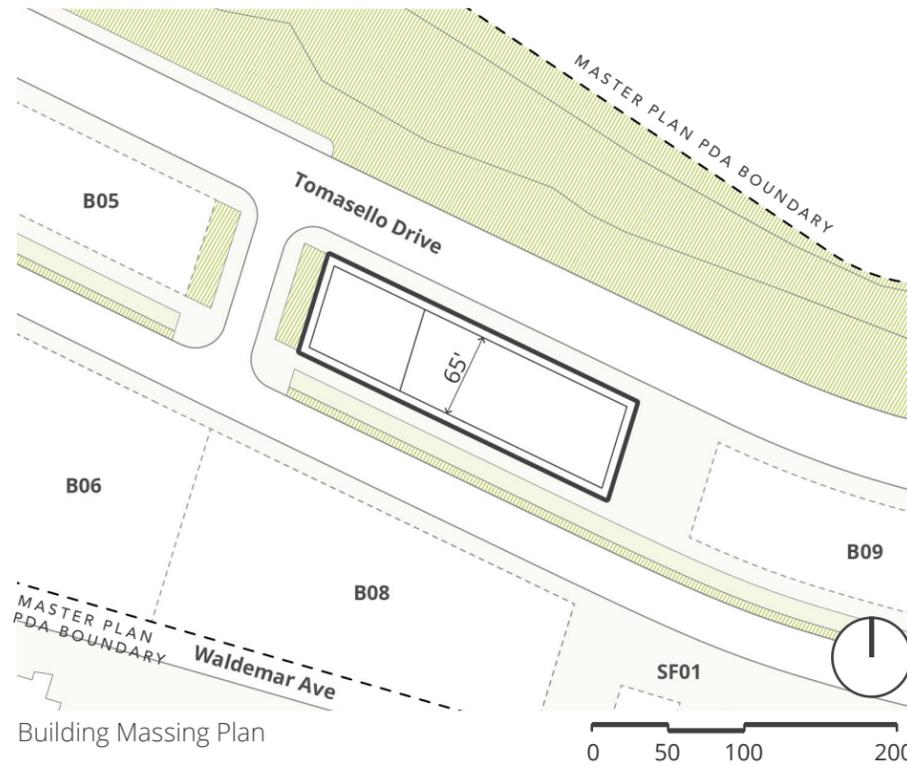
Building Massing Axon

Proposed GFA	144,194 sf
Max Building Height	85'

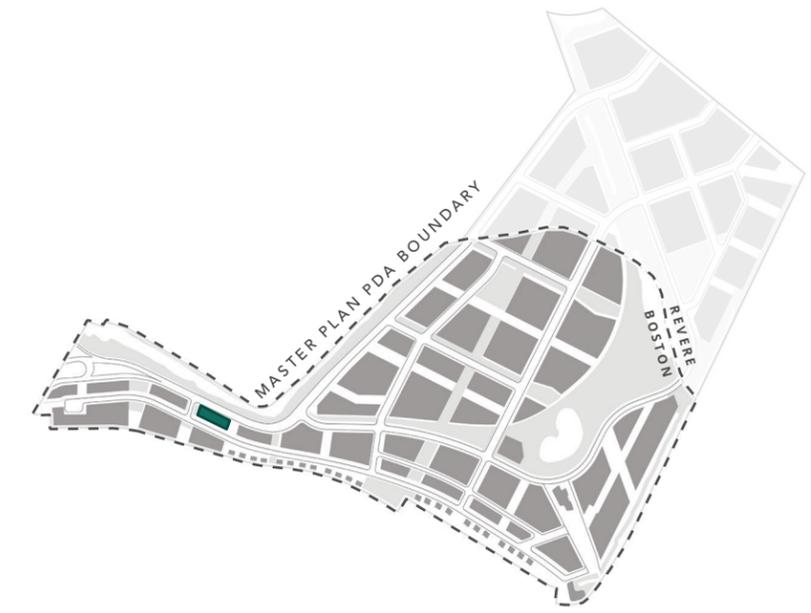
Phase 5B | Block 06
Suffolk Downs Redevelopment



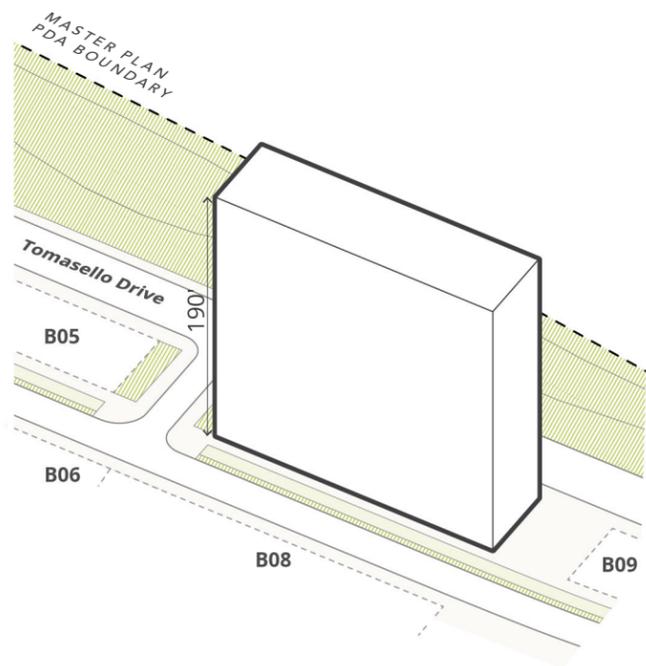
Building Envelope Plan



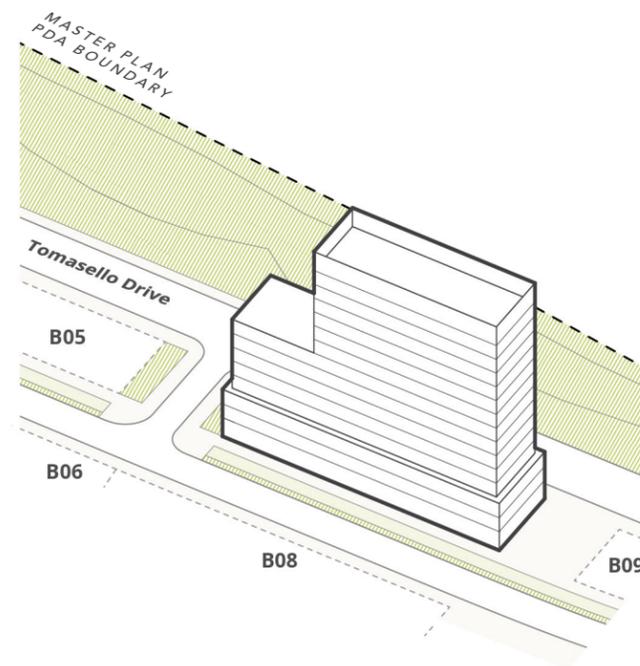
Building Massing Plan



Key Plan



Building Envelope Axon

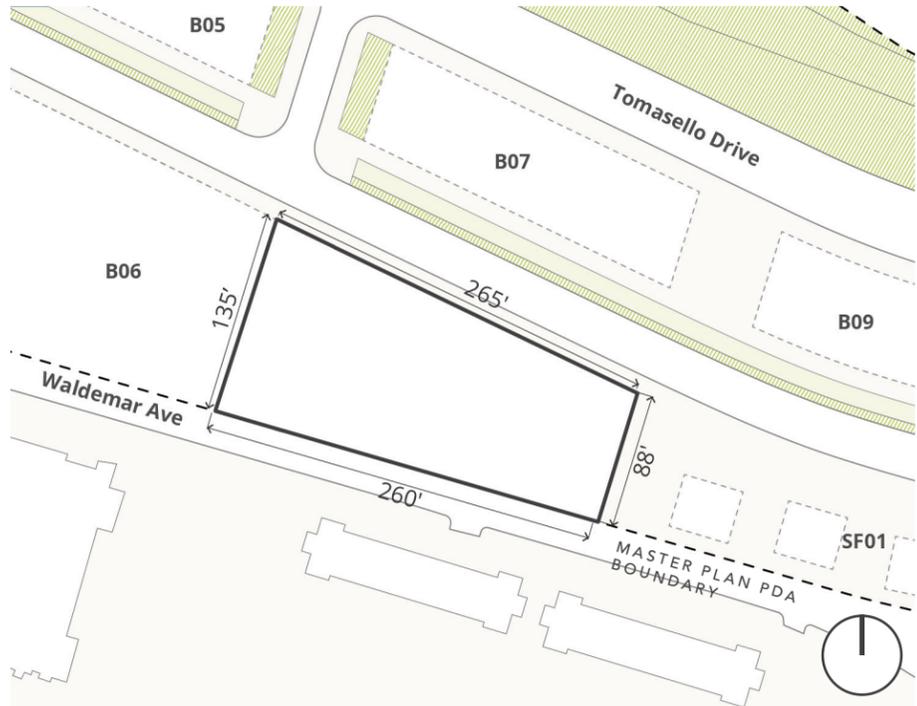


Building Massing Axon

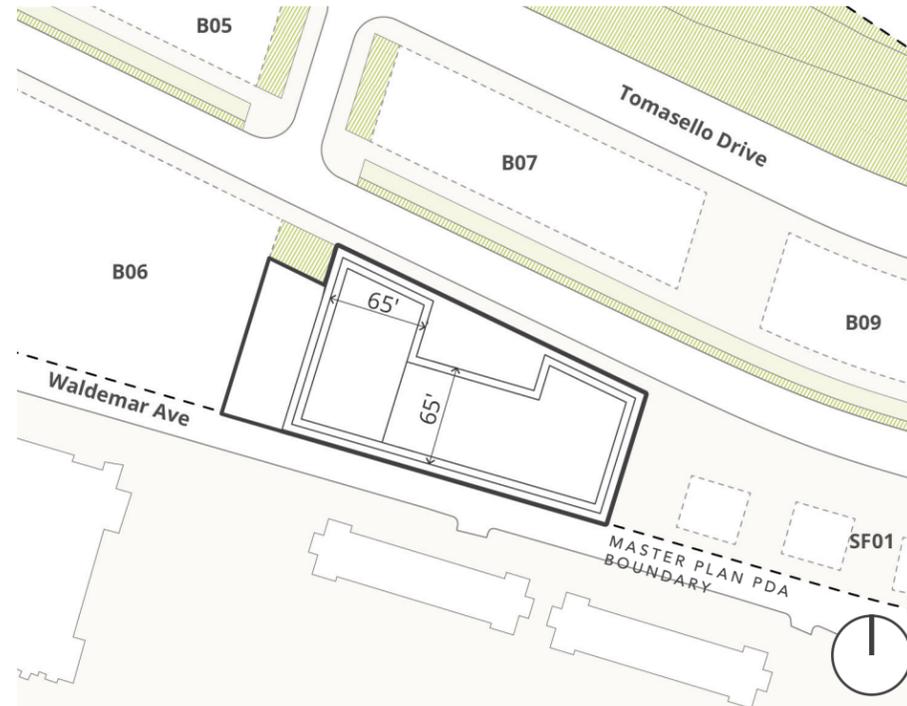
Proposed GFA **148,917 sf**

Max Building Height **190'**

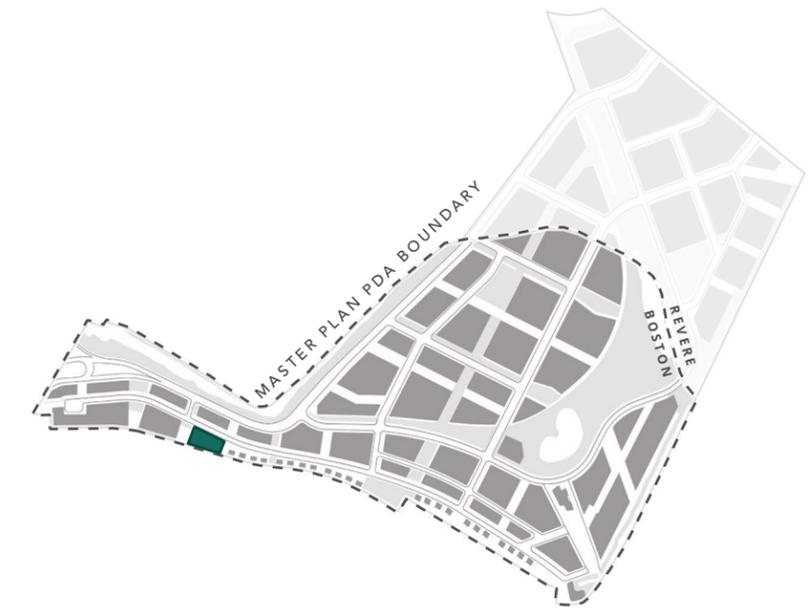
Phase 5B | Block 07
Suffolk Downs Redevelopment



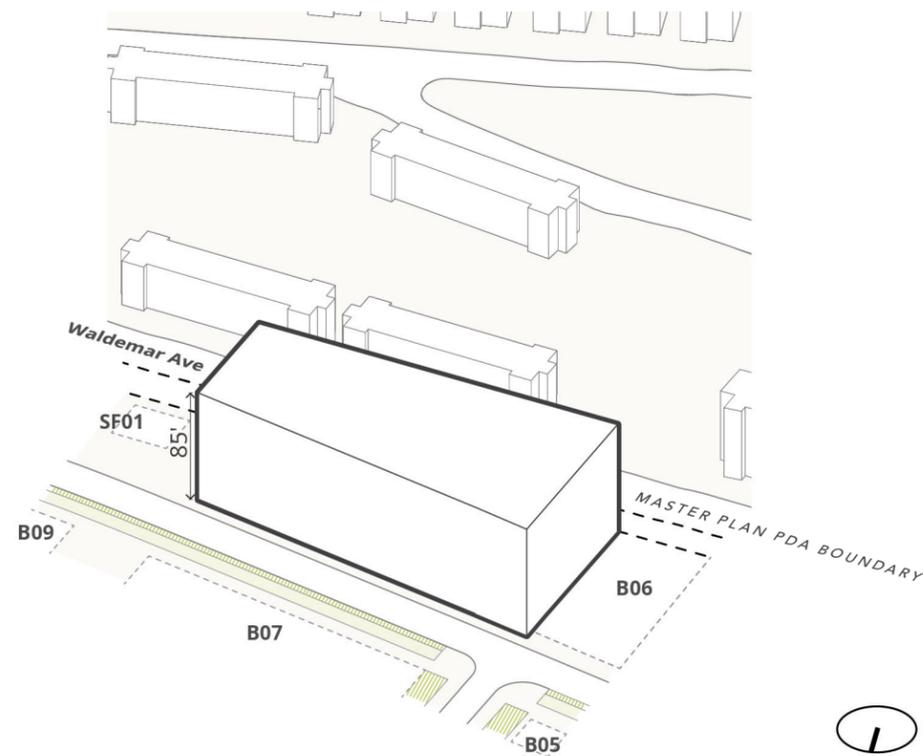
Building Envelope Plan



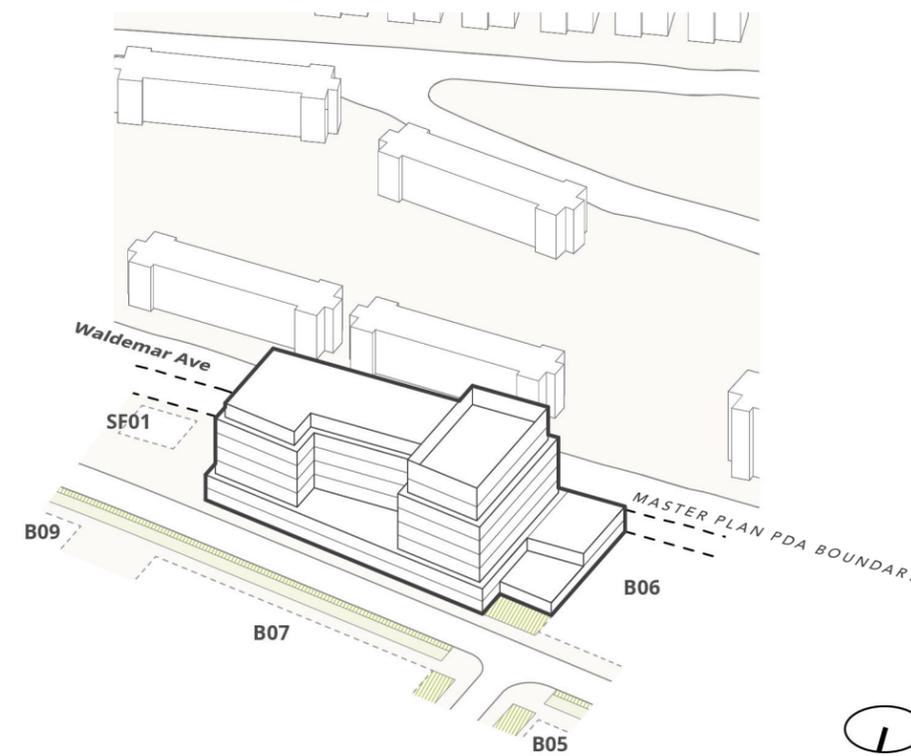
Building Massing Plan



Key Plan



Building Envelope Axon

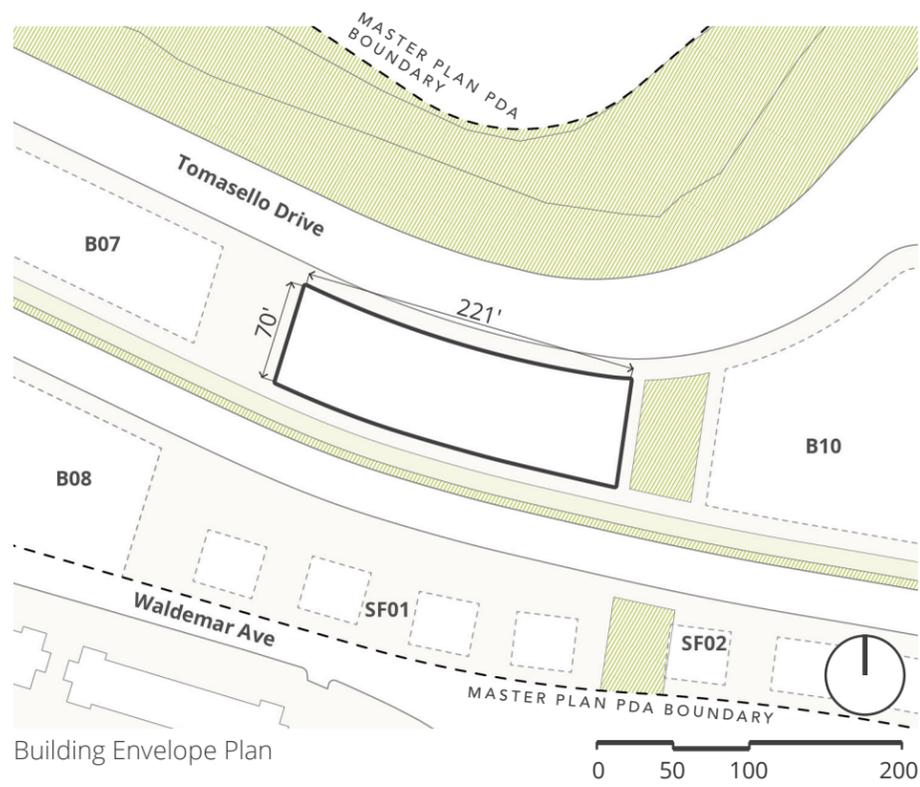


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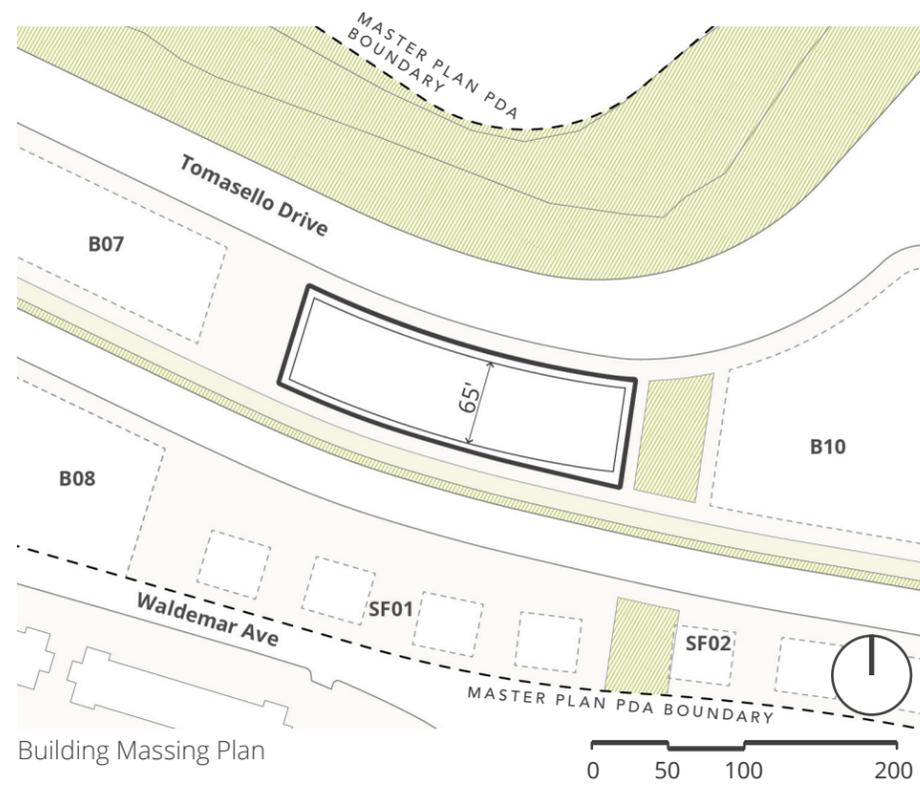
Proposed GFA **100,171 sf**

Max Building Height **85'**

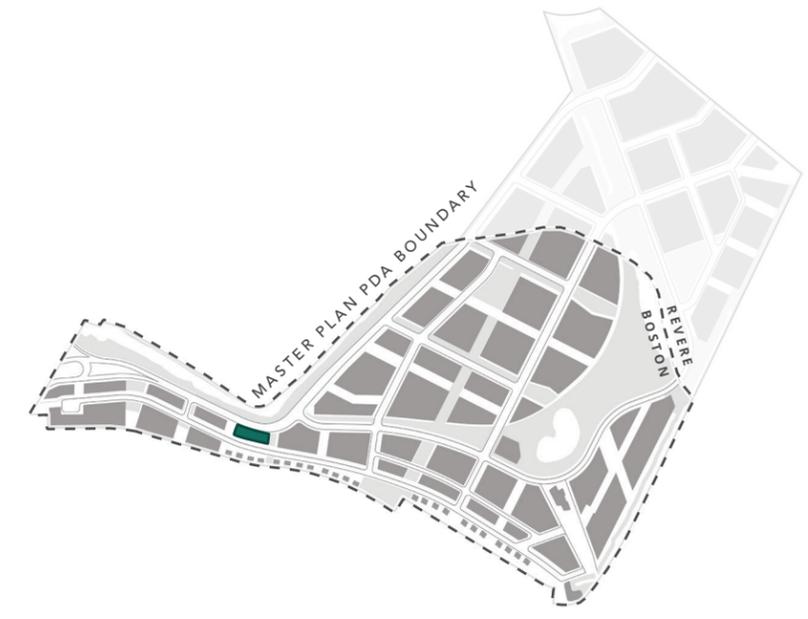
Phase 5B | Block 08
Suffolk Downs Redevelopment



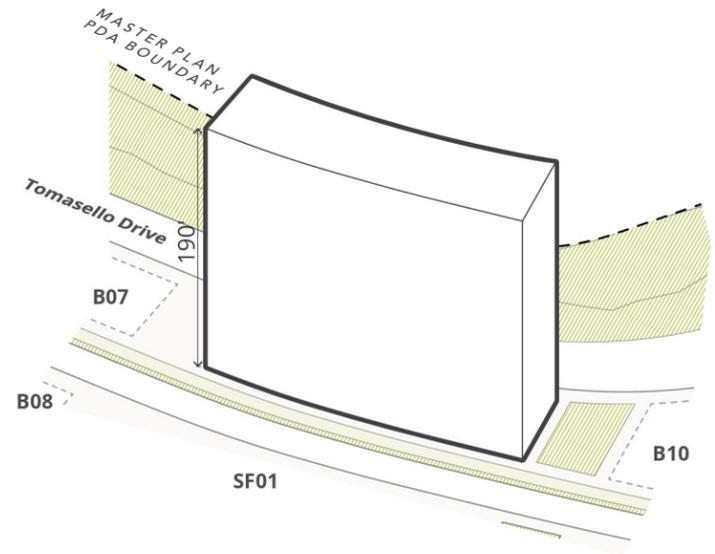
Building Envelope Plan



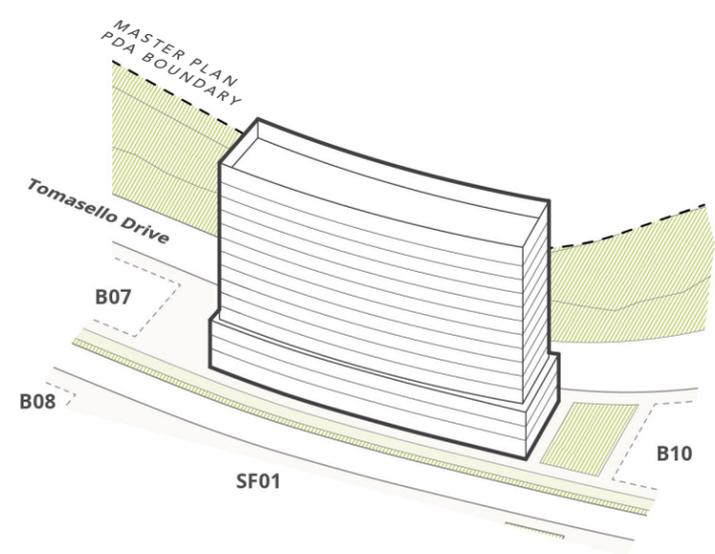
Building Massing Plan



Key Plan



Building Envelope Axon

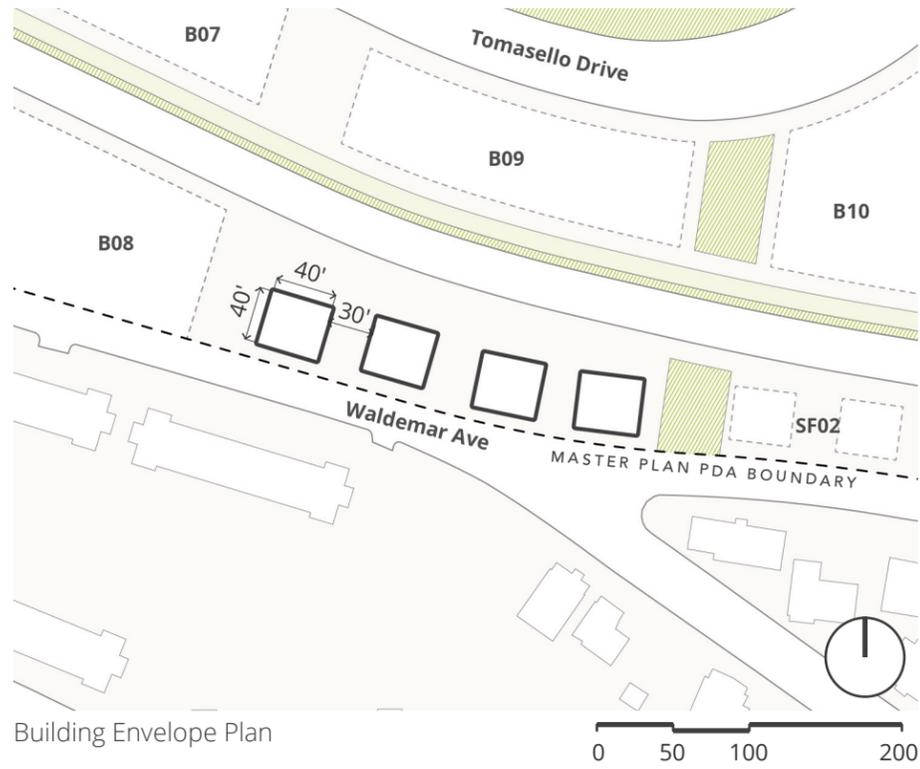


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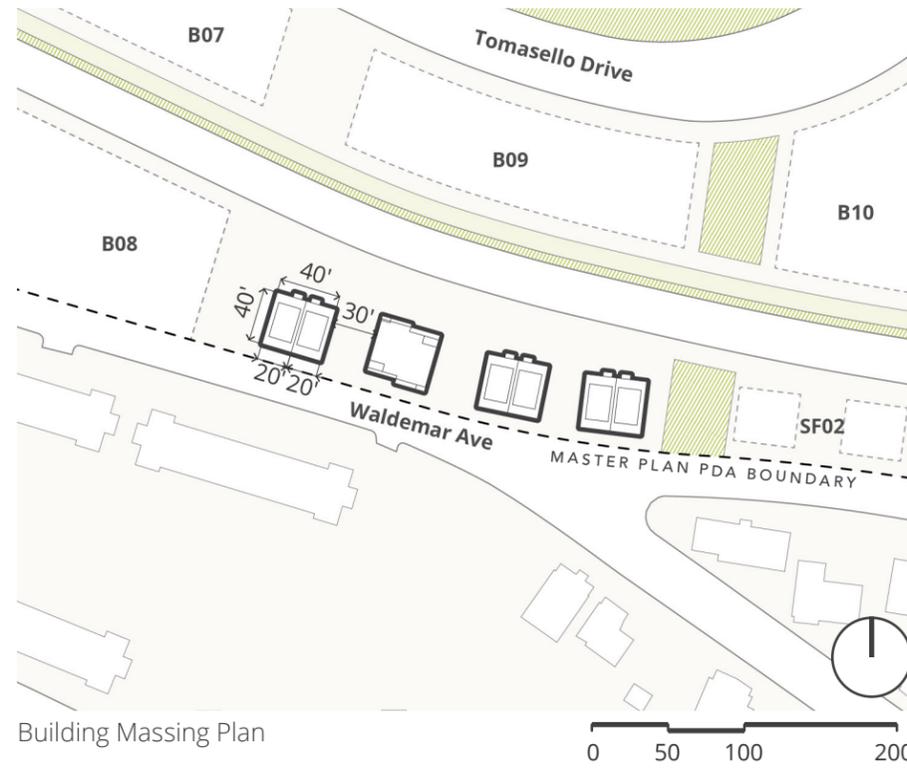


Proposed GFA	162,031 sf
Max Building Height	190'

Phase 5B | Block 09
Suffolk Downs Redevelopment



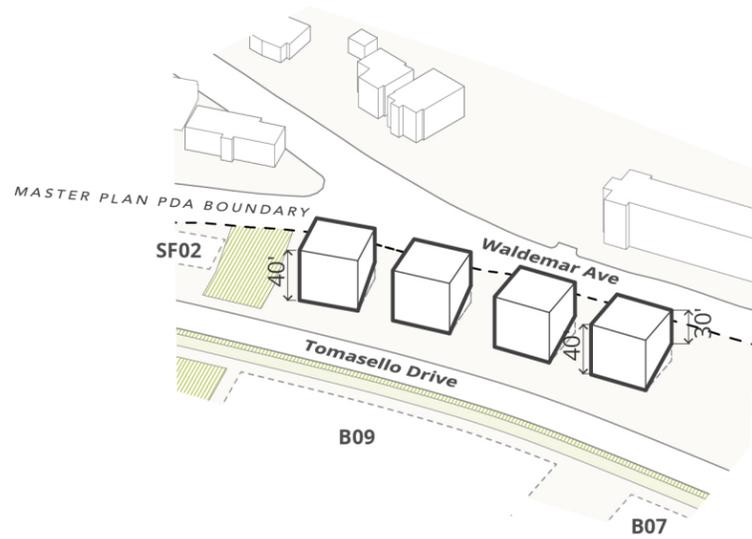
Building Envelope Plan



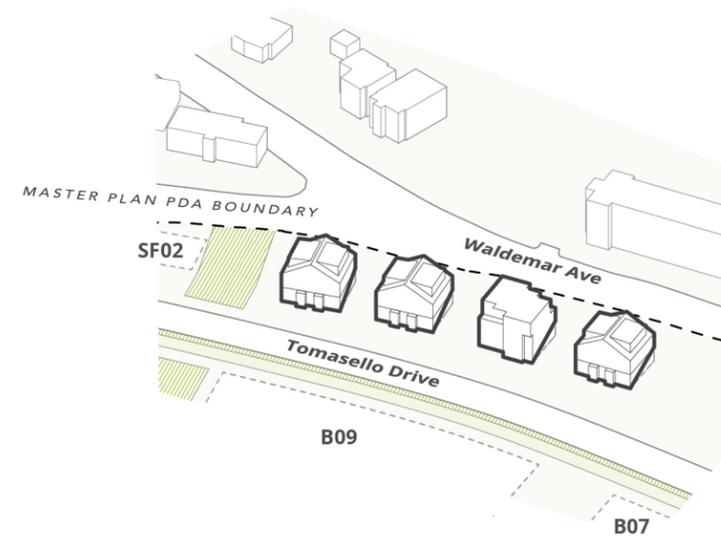
Building Massing Plan



Key Plan



Building Envelope Axon



Building Massing Axon

Proposed GFA **16,672 sf**

Max Building Height **40'**

Phase 5B | Block SF01
Suffolk Downs Redevelopment

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, in each case only if approved by the BPDA.

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

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 Belle Isle Square on a temporary basis, prior to being relocated to a permanent location during a later project phase	Phase 1B Construction
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 E](#), 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.