PLANNED DEVELOPMENT AREA ("PDA")

BRA APPEOLAL: 10/5/03 ZC APPEOLAL: 12/15/03 EFFECTIVE: 12/20/03

DEVELOPMENT PLAN

BLACKFAN RESEARCH CENTER Phase of BLACKFAN-LONGWOOD NORTH PROJECT

BOSTON, MASSACHUSETTS

Planned Development Area Number 61

Introduction

In accordance with Article 80C-3 of the Code, this PDA Development Plan sets forth information on the Blackfan Research Center phase (the "Blackfan Research Center") of the Blackfan—Longwood North Project (the "Proposed Project"), including the project area, proposed location and appearance of the structures, open spaces and landscaping, the proposed uses of the Proposed Project, the proposed density, the proposed traffic circulation, parking and loading facilities, access to public transportation, proposed dimensions, development impact exaction, zoning, development review procedures, proposed public benefits and other aspects of the Blackfan Research Center. This Development Plan is subject to ongoing design, environmental, and development review by the BRA and other governmental agencies.

Developer

The Applicant is New Blackfan LLC, a Delaware limited liability company. The Applicant and its successors and assigns from time to time owning portions of the Site (defined below) are collectively referred to as the "Developer", and the Applicant and such successors and assigns shall succeed to all rights, privileges and obligations hereunder, except as otherwise provided below under the heading "Zoning and Development Review Procedures."

The business address, telephone number and designated contacts for the Developer are:

New Blackfan LLC c/o Lyme Properties, LLC 101 Main Street, 11th Floor Cambridge, Massachusetts 02141 617-225-0909

Contact persons: Robert L. Green and Scott R. Dumont

Project Area

The Proposed Project will be located on Blackfan Circle and Blackfan Street in the Longwood Institutional Area ("LMA") of Boston, which LMA is described in Appendix A to Article 80 of the Code. The LMA is characterized by a high concentration of medical and academic institutions, including Harvard Medical School, Beth Israel Deaconess Medical Center, Brigham and Women's Hospital, Children's Hospital, Emmanuel College, Simmons College, and the Dana-Farber Cancer Institute, all in proximity to the Proposed Project. The Proposed Project is intended to support the life sciences activities of the LMA and is therefore consistent with the plans of the City of Boston to support the medical, academic and research activities within the LMA.

The Proposed Project will be located in a project area containing more than one acre as described in more detail in <u>Exhibit A</u>, attached hereto ("Site"). The Site is in close proximity to Planned Development Area No. 29.

Proposed Location and Appearance of Structures

The ground level of the building for the Blackfan Research Center includes the building main entrance and lobby and public amenities. Loading docks, entrances to underground parking and support areas will also be accommodated at or below ground level. The proposed ground floor plan locates the garage parking entrance at the north side of the building. The loading area will be located on the service road running through and on the westerly side of the building. The main building entrance and lobby will front on the area to be known as Blackfan Square on Blackfan Street. There are a total of 18 floors to be occupied above grade, with two mechanical equipment floors between the 12th and 13th floors plus equipment penthouses above floor 18. The height of the building to the roof of the highest occupied floor is 298 feet, with roof walls enclosing mechanical equipment occupying portions or all of the roof to an additional 39 feet of height.

<u>Exhibit B</u> describes the design and includes the proposed location and appearance of the Blackfan Research Center building, proposed landscaping and open spaces, proposed dimensions and parking and loading facilities locations. Signage on the exterior of the building shall be permitted as approved by the BRA, notwithstanding anything in Article 11 or otherwise in the Code.

Open Spaces and Landscaping

<u>Exhibit B</u> includes a conceptual design of the proposed open spaces and landscaping for the Blackfan Research Center.

Proposed Uses

The Blackfan Research Center is primarily intended for laboratory and related office uses but may include any one or more of the uses listed on <u>Exhibit C</u> attached hereto. In accordance with Article 80C-9 of the Code, such uses will be uses permitted for all phases of the Proposed Project notwithstanding anything to the contrary in Articles 8 or 70 or elsewhere in the Code. The underlying zoning for the Proposed Project is partially in the Beth Israel Hospital Institutional District (as affected by any approved Institutional Master Plan now or hereafter affecting any portion of the Site), partially in an H-3 District, and also in a restricted parking overlay district. Most of the permitted uses in the Beth Israel Hospital Institutional District are similar to the uses listed on Exhibit C. In an H-3 district typically only residential uses are permitted; the intended uses for the Proposed Project are mostly either conditional uses or forbidden uses. The portion of the Site within the H-3 district has not recently been used for residential uses. The intended uses for the Proposed Project are consistent with other uses of properties in the LMA.

Proposed Dimensions

The following dimensional regulations' shall be allowed for the Blackfan Research Center in lieu of any and all of the dimensional regulations set forth in the Code, including without limitation those provided in Article 13-1 and Article 70. Without limitation, these dimensional regulations for Blackfan Research Center shall be in lieu of regulations concerning the maximum percent of rear yard occupancy by accessory buildings, parapet setback minimum distance from lot line, rear yard minimum depth, side yard minimum width, front yard minimum depth, floor area ratio or any other dimensional requirement of the Code. The Blackfan Research Center shall be in accord with the following dimensional regulations.

Blackfan Research Center	
Phase Lot Area	66,209 square feet
Maximum Floor Area, Gross	575,000 square feet of gross floor
(\mathcal{T}) .	area
Maximum Height ¹ of Building	298 feet

Proposed Density

As set forth above, the Blackfan Research Center will result in the development of 575,000 gross square feet of floor area, which, with the phase lot area for FAR purposes of approximately 57,982² square feet (after subtracting from the above phase lot area the 8,227

All references to square feet within the building refer to "Floor area, gross" as defined in Section 2A of the Code as in effect on the date of approval of this Development Plan.

² Due to ongoing planning and building design, the final phase lot configuration may change and thus floor area to lot area ratio may also change, but gross square feet of floor area, as defined in Article 2A of the Code on the date of approval of this Development Plan, will not exceed 575,000 gross square feet of floor area.

square feet lying within proposed Blackfan Street, a private way that will be open to public travel, contingent upon approval by the Public Improvement Commission) which corresponds to a floor area to lot area ratio of approximately 9.92.³

Development Impact Exaction

As required under Article 80B-7 of the Code, the Developer will enter into a Development Impact Project Agreement with the BRA and will be responsible for making a Development Impact Contribution with regard to the Proposed Project. The DIP Contribution with respect to the Blackfan Research Center will consist of a Housing Exaction in the approximate amount of \$3,410,500 and a Jobs Contribution Exaction in the approximate amount of \$684,000. In addition, the Developer will commit additional funding, totaling \$575,000, in excess of statutory requirements toward the affordable housing initiative.

The Housing Exaction requirement will be met by the payment of a Housing Contribution Grant by a single lump sum discounted payment according to the formula and in the manner specified under Article 80B-7 of the Code. The Jobs Contribution Exaction may be met by (i) the payment of a Jobs Contribution Grant according to the formula (including the amount and payment schedule), and in the manner specified in Article 80B-7 of the Code, (ii) the creation of a jobs training program in compliance with the requirements of Article 80B-7, if approved by the Neighborhood Jobs Trust ("NJT") or (iii) a combination of payments and creation of a jobs training program, if approved by the NJT, meeting the requirements of Article 80B-7.

Proposed Traffic Circulation

Exhibit B includes the proposed traffic circulation for the Blackfan Research Center.

Proposed Parking and Loading Facilities

The Blackfan Research Center phase lot currently includes 49 parking spaces. The Blackfan Research Center will provide 251 net new spaces, or a total of 300 accessory and ancillary spaces, to serve its needs. In addition, 450 parking spaces will be relocated on the Site from the nearby Beth Israel Deaconess Medical Center ("BIDMC") East Campus parking garage to the Blackfan Research Center garage. These 450 relocated spaces will be owned and operated by BIDMC and BIDMC's East Campus parking garage will be closed upon the opening of the Blackfan Research Center parking garage and subsequently demolished. A total of 750 parking spaces will therefore be constructed as part of the Blackfan Research Center. The parking garage for the Blackfan Research Center will be located below-grade with access shown as generally described in Exhibit B. There will be three loading bays and two dumpster bays. The foregoing

³ Consistent with the Code, areas of the phase lot have been calculated for FAR purposes measuring horizontal area at the surface (and therefor excluding the area of the Split Fee Lot shown on Exhibit A) and also excluding areas within what is to become Blackfan Street, a private way that will be open to public travel contingent upon approval of the Public Improvement Commission.

parking and loading will, in accordance with Article 80C-9 of the Code, be permitted as of right and be sufficient, notwithstanding any regulation thereof on account of the restricted parking district, Articles 3, 23, 24 and 70 or otherwise in the Code.

Access to Public Transportation

The Site is centrally located within the LMA and is well served by public transportation. The Site is within an approximate five-minute walk to the Arborway Branch (E Line) of the MBTA Green Line, which runs from Lechmere Square in Cambridge to Heath Street in Jamaica Plain. The Longwood Medical Area Station on the E Line is located at the intersection of Longwood Avenue and Huntington Avenue. The Riverside Branch (D Line) of the MBTA Green Line runs from Downtown Boston to Riverside Station in Newton. The D Line serves the LMA via the Longwood Station, which is located approximately one-half mile from the Site. In addition, the Site can be accessed via the MBTA Commuter Rail's Worcester/Framingham Line via Yawkey Station and connecting LMA shuttle bus service. The MBTA also operates seven (7) bus routes that provide service within one-half mile of the Site:

- Crosstown 2 (CT2) bus route operates on 20-minute headways between Kendall Square in Cambridge and Ruggles Station (MBTA Orange Line service and commuter rail services to points south and west of Boston). CT2 makes several stops along Brookline Avenue, Longwood Avenue, and Huntington Avenue within the LMA.
- Crosstown 3 (CT3) bus route operates on 20-minute headways between Beth Israel Deaconess Medical Center East Campus and the Andrew Square MBTA Red Line Station in Dorchester. In the LMA, CT3 travels along the Fenway, Avenue Louis Pasteur, Longwood Avenue, and Brookline Avenue and makes several stops within one block of the Site.
- Route 8 operates on 20-minute intervals between Kenmore Square and Harbor Point in Dorchester, with high-frequency service between Kenmore Square and the Ruggles Street MBTA Orange Line/Commuter Rail Station during peak commuter periods. Route 8 stops at the corner of Longwood Avenue and Binney Street, which is one block from the Site.
- Route 39 provides service between the Forest Hills MBTA Orange Line Station and the Back Bay and stops at Brigham Circle. This service operates on 4-minute headways during peak periods and 7-minute headways during off-peak periods.
- Route 60 provides service between Chestnut Hill in Newton and Kenmore Square and operates on 18-minute headways during peak periods and 30-minute headways during off-peak periods. This route makes several stops along Brookline Avenue within the LMA.

- Route 65 provides service between Brighton Center and Kenmore Square and operates on 25-minute headways during peak periods and 30-minute headways during off-peak periods. This route also makes several stops along Brookline Avenue within the LMA.
- Route 66 provides service between Harvard Square in Cambridge and Dudley Square and operates on 10-minute headways during peak periods and 15-minute headways during off-peak periods. This route stops at Brigham Circle in the LMA, which a five-minute walking distance from the Site.

Zoning and Development Review Procedures

The underlying zoning for the Proposed Project consists of regulations associated with the Beth Israel Hospital Institutional District (as affected by any approved Institutional Master Plan ("IMP") now or hereafter affecting any portion of the Site), the H-3 residential district, the restricted parking district and related provisions of the Code. In accordance with Article 80C-9 of the Code, the regulations set forth in this Development Plan for proposed uses, proposed dimensions, proposed density and proposed parking and loading will be applicable to the Blackfan Research Center and Site in lieu of any zoning regulations made applicable by the underlying zoning. Where conflicts exist between the provisions of this Development Plan and any provisions of the Code, the provisions of this Development Plan shall govern.

Lyme and BIDMC contemplate the conveyance of portions of the Site now owned by BIDMC to Lyme or its designee following approval of this Development Plan. Should such conveyance not occur, BIDMC reserves the right, without approval of Lyme or any other person, to seek an amendment withdrawing such portions owned by BIDMC from this Development Plan and the Site and to seek other zoning and/or zoning relief with respect thereto, including without limitation the addition of such portions to its IMP Area.

The Proposed Project is subject to, and is being reviewed under, Large Project Review under Article 80B-1 of the Code. In November 2001, the Developer submitted a Project Notification Form ("PNF") for the Blackfan Research Center portion of the Proposed Project. In October, 2002, after community input and following the culmination of joint planning with BIDMC (a portion of whose property is included within the Site), a Notice of Project Change was filed with respect to the Blackfan Research Center and a Project Notification Form together with an Institutional Master Plan Notification Form was filed with respect to the Longwood North Research Center. These filings indicated that the Blackfan Research Center and the Longwood North Research Center were intended subsequently to become phases of a single "Proposed Project" for which approval would be sought under both Article 80B and Article 80C of the Code. The Developer has subsequently decided that the Blackfan Research Center as set forth in this Development Plan shall proceed at this time, and as discussed in the Application for PDA Designation to which this Development Plan is attached, the Developer may request an amendment to this Development Plan in the future to include the Longwood North Research Center as a phase of the Proposed Project. Filings were or will be made pursuant to Article 80B that have resulted or will result in an Adequacy Determination approving the construction of the

Proposed Project in phases, the final phase of which must commence under a building permit, application for which shall be made within ten years following the Adequacy Determination made for the Blackfan Research Center. Consequently, the Proposed Project will comply with the Large Project Review procedures of Article 80B. In accordance with Article 80B-6, building permits for the phases of the Proposed Project shall not be issued until the Director of the BRA shall have issued a Certification of Compliance pursuant to Article 80B-6 of the Code with respect to such phase. The Proposed Project is also subject to review by the Boston Civic Design Commission, to which the Proposed Project has been or shall be submitted for review. The Proposed Project is not a Proposed Institutional Project.

No violation by a single phase of the Proposed Project shall result in a violation of any other phase, but the owner of the violating phase shall correct the violation.

The Proposed Project is approved to be constructed in phases, the final phase of which must commence under a building permit, application for which shall be made within ten years following the Adequacy Determination made for the Blackfan Research Center. As provided in Article 80C-9 of the Code, the issuance of any permit for the development, including without limitation Certifications of Consistency or Compliance, or construction of any portion of the Proposed Project shall be deemed to be the issuance of a permit for the entire Proposed Project for the purpose of applying Article 5 of Chapter 665 of the Acts of 1956; and, further, construction of the Proposed Project may proceed on phases of the Proposed Project so long as the final phase commences within the foregoing ten year period, which is the development schedule established for the Proposed Project. Given the type and nature of the Proposed Project, construction for these purposes includes, without limitation, excavation work or utilities relocation associated with the underground garage, as well as any environmental remediation work.

Proposed Public Benefits

The Blackfan Research Center provides numerous public benefits to the City of Boston, including:

- Providing housing and jobs exaction payments of some \$4,094,500;
- Committing additional funding in excess of statutory requirements toward the affordable housing initiative and jobs training programs and committing to ongoing technical support to ensure that housing is completed;
- Providing significant property tax revenues for the City of Boston by converting property that is currently non-taxable; it is currently estimated that the annual taxes for the Blackfan Research Center will be approximately \$4 to \$5 million;
- Contributing to and reinforcing the economic strength of the LMA through the creation of much-needed research space;

- Contributing both land and the Developer's fair share of design and construction costs to extend Blackfan Circle to Avenue Louis Pasteur, which, together with other access improvements being undertaken, will provide important roadway infrastructure to relieve problem intersections;
- Creating a modern building that reflects the state-of-the-art research being conducted within the building;
- Providing covered and off-street loading;
- Creating a Workforce Development Plan to provide strategies to target Boston residents as potential employees for the Blackfan Research Center;
- Providing active convenience and retail opportunities; and

Incorporating sustainable design elements including sustainable site development, water conservation, energy efficiency and indoor environmental quality; the Developer will seek Leadership in Energy and Environmental Design (LEED) certification for the Blackfan Research Center.

In addition, cooperative planning between the Developer and BIDMC provides the following benefits:

- Providing district-wide pedestrian improvements, and parking and loading access improvements;
- Replacing above-ground parking with below-ground spaces allowing BIDMC to make better use of its existing campus;
- Contributing to the financial recovery of a non-profit health care institution that is important to the City of Boston;
- Reducing overall impacts by reducing the total number of parking spaces and sharing operational infrastructure; and
- Ensuring that parking and service access are not on major public streets.

Anticipated Job Creation

It is anticipated that the Blackfan Research Center will create approximately 400 new full- and part-time construction jobs. Once built and occupied, it is anticipated that the Blackfan Research Center will create approximately 700 new permanent full- and part-time jobs through tenants of the Blackfan Research Center.

<u>EXHIBIT A</u>

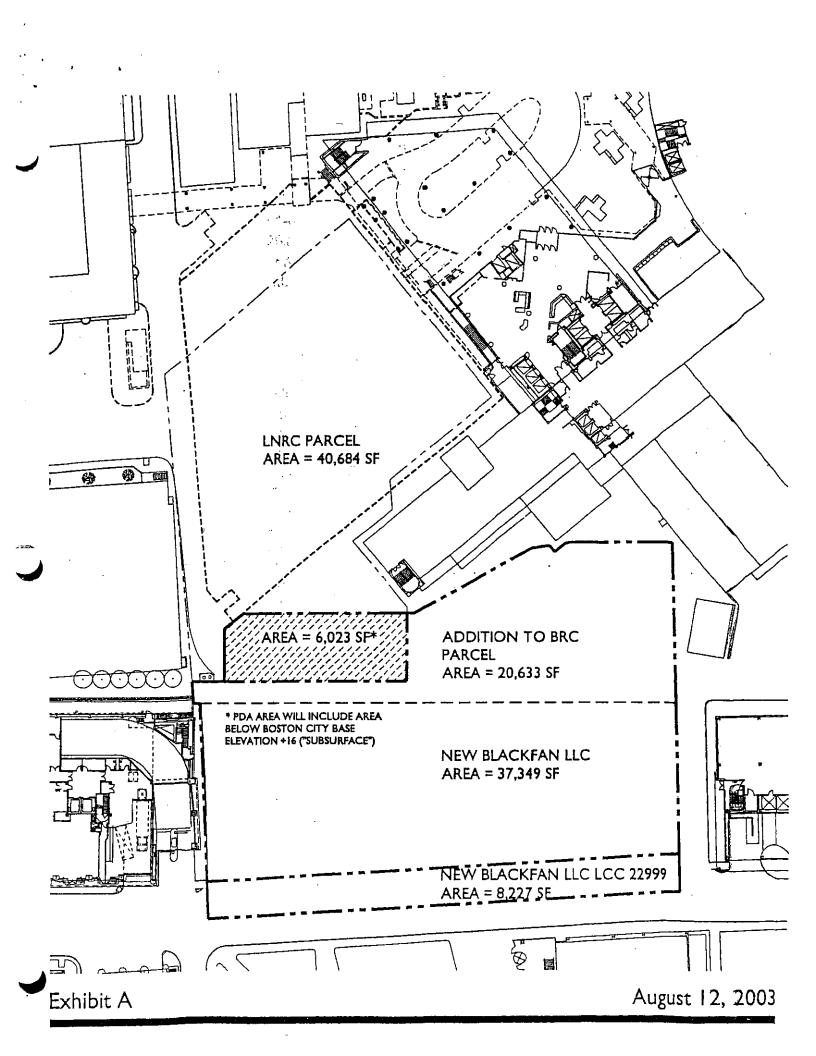
<u>Site</u>

The area shown on the attached plan including the subsurface area shown as the "Area = 6,023 SF*" below elevation 16 on Boston datum, the "Addition to BRC Parcel Area = 20,633 SF," the "New Blackfan LLC Area = 37,349 SF," and the "New Blackfan LLC LCC 22999 Area = 8,227 SF," together with all access rights to and from the Proposed Project together with all utilities, easements and other appurtenances serving the Proposed Project

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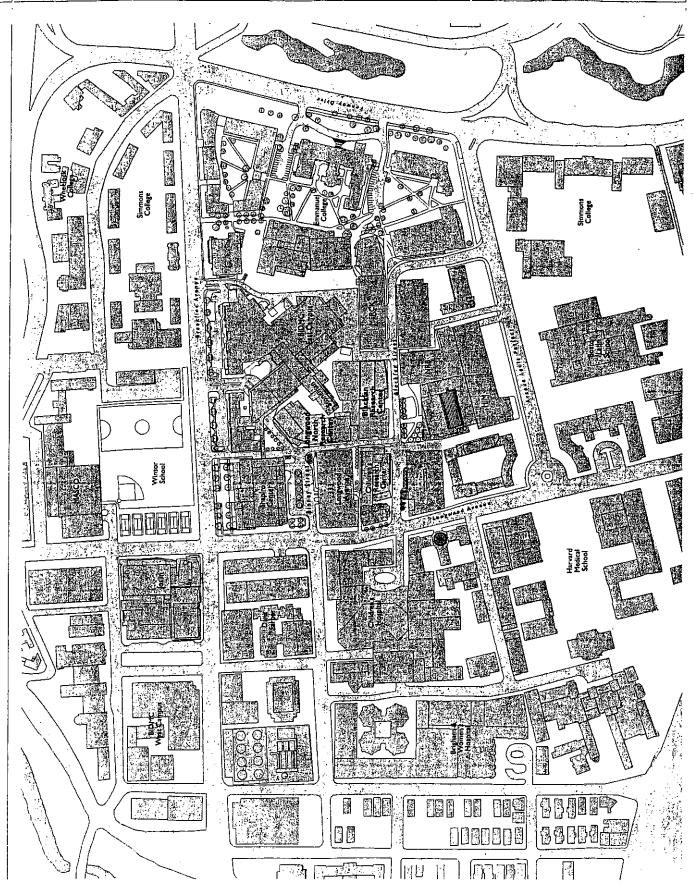
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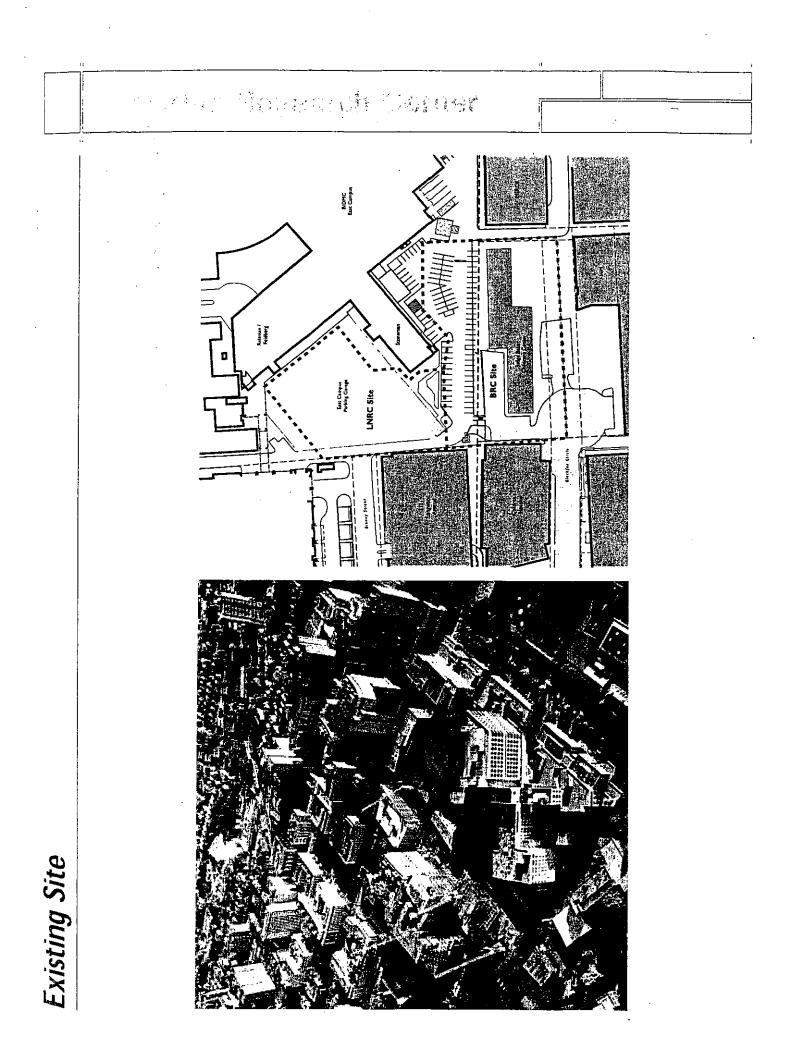
<u>Exhibit B</u>

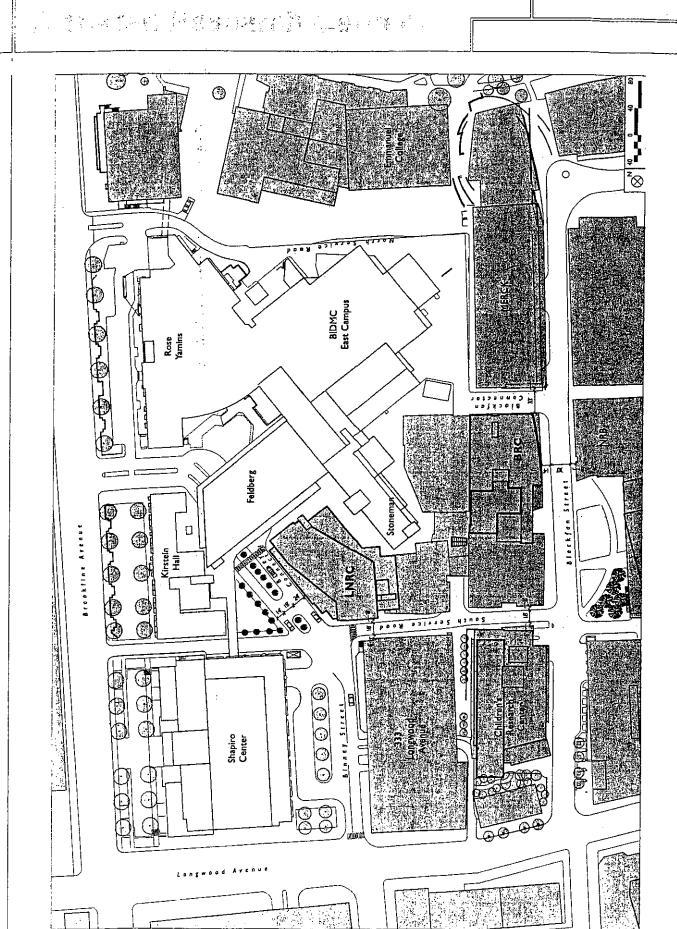
Proposed Project Design - Blackfan Research Center

(including proposed location and appearance of the building, proposed landscaping and open spaces, proposed dimensions, parking and loading facilities and traffic circulation)

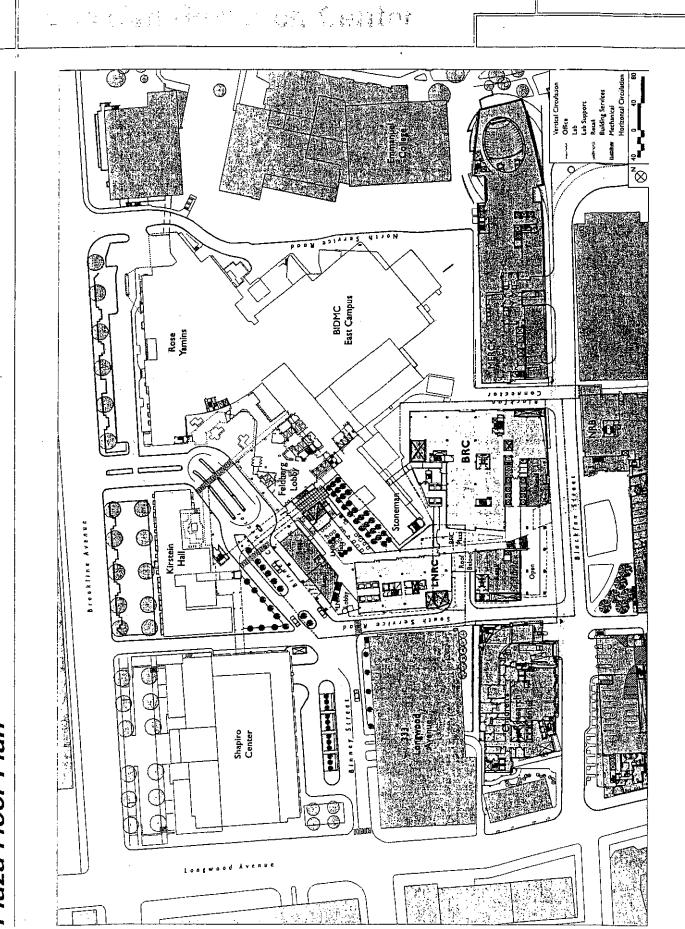


LIMA Site Plan

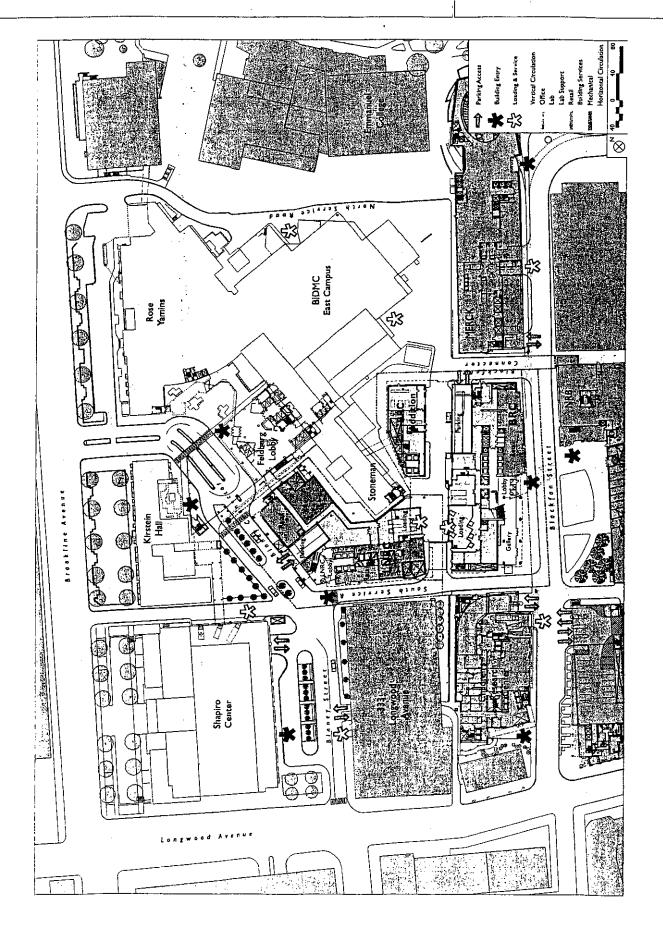




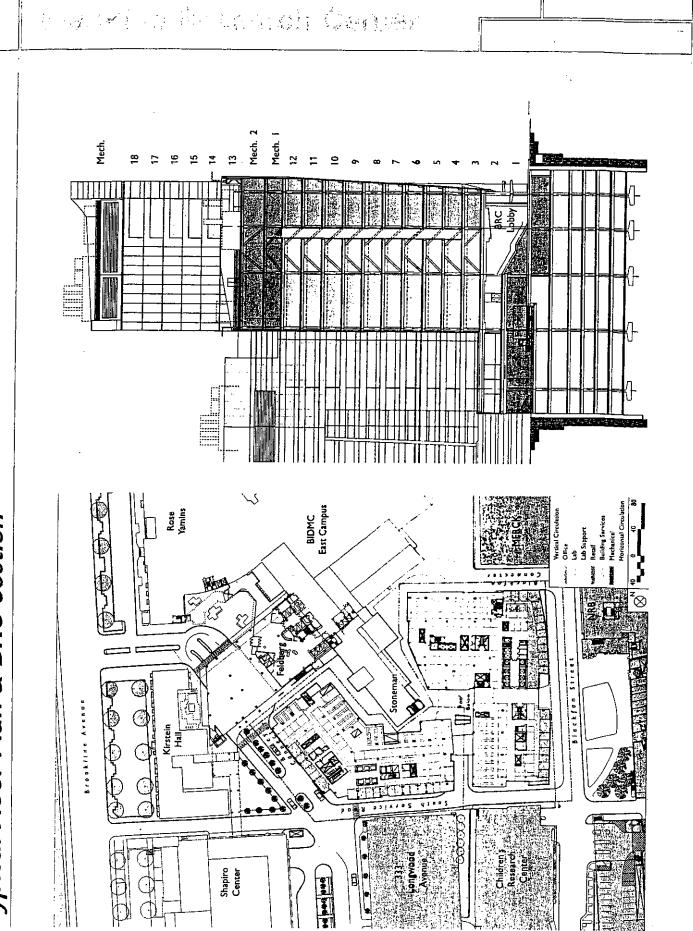
Site Plan



Plaza Floor Plan



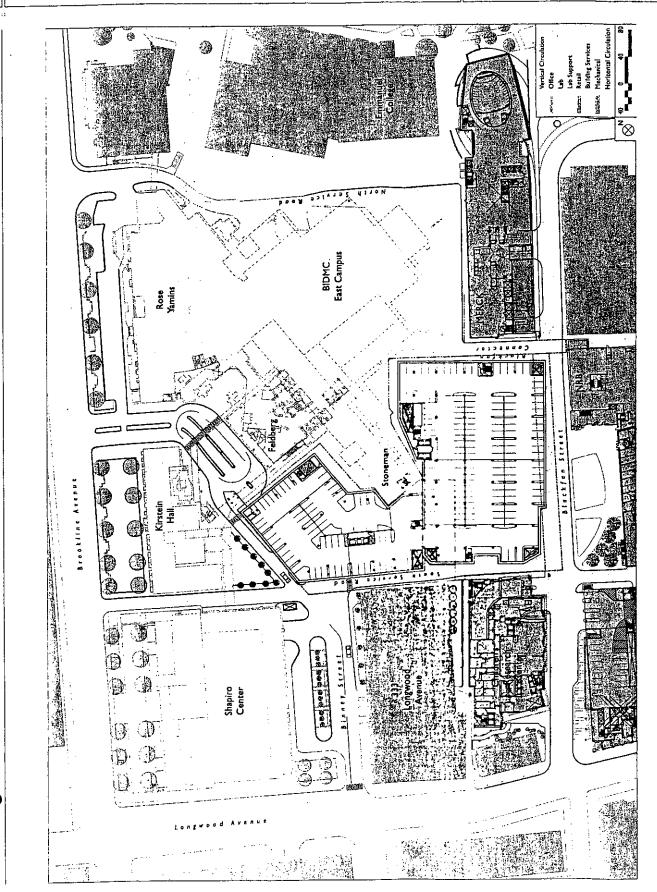
Ground Floor Plan



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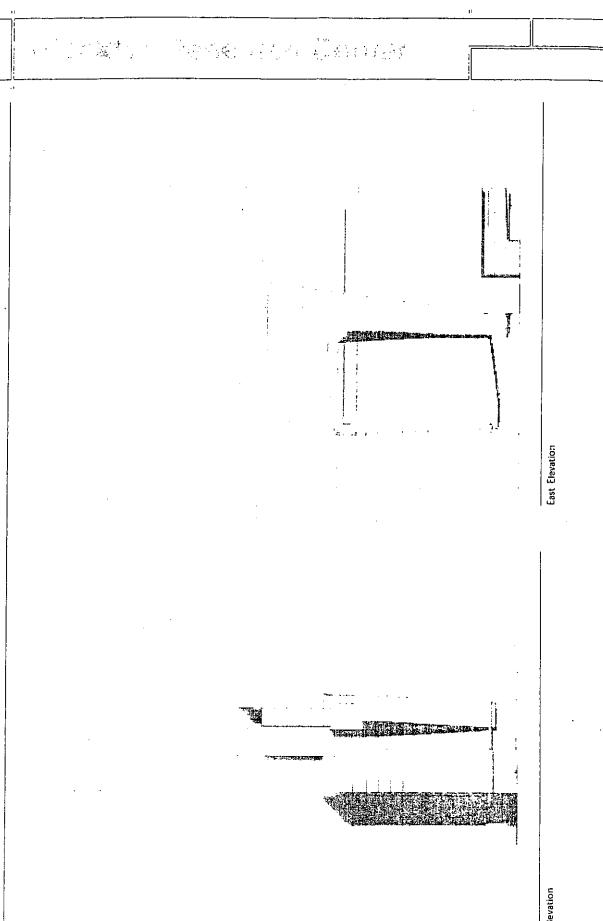
Typical Floor Plan & BRC Section

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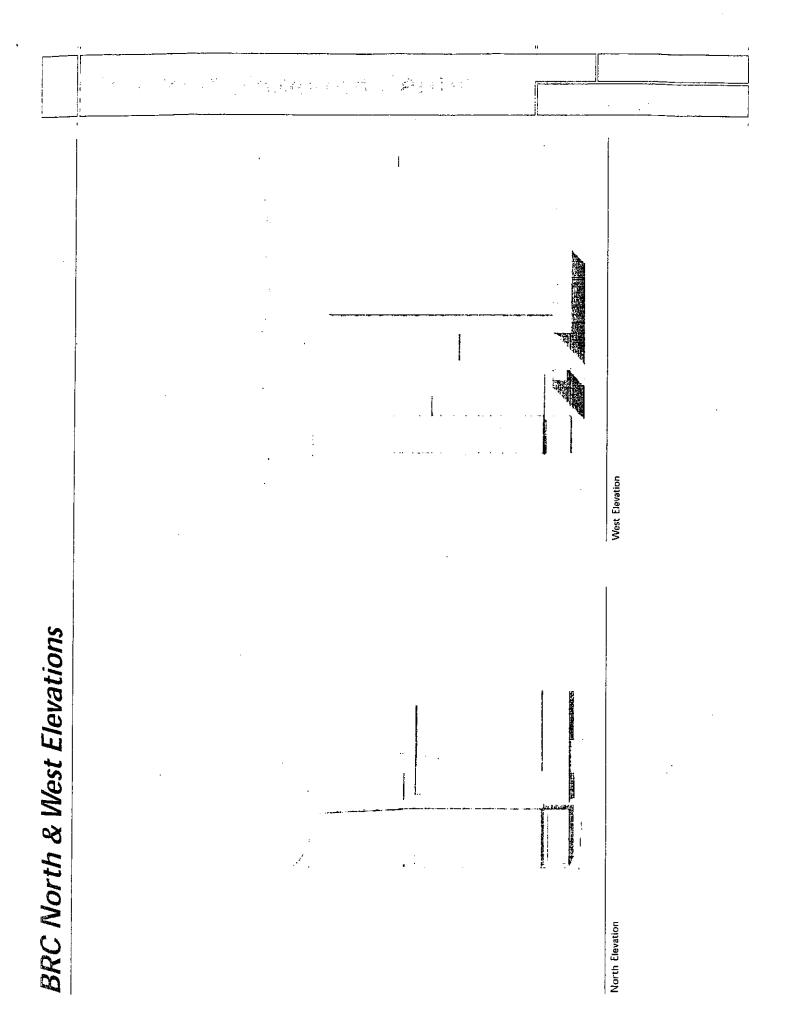


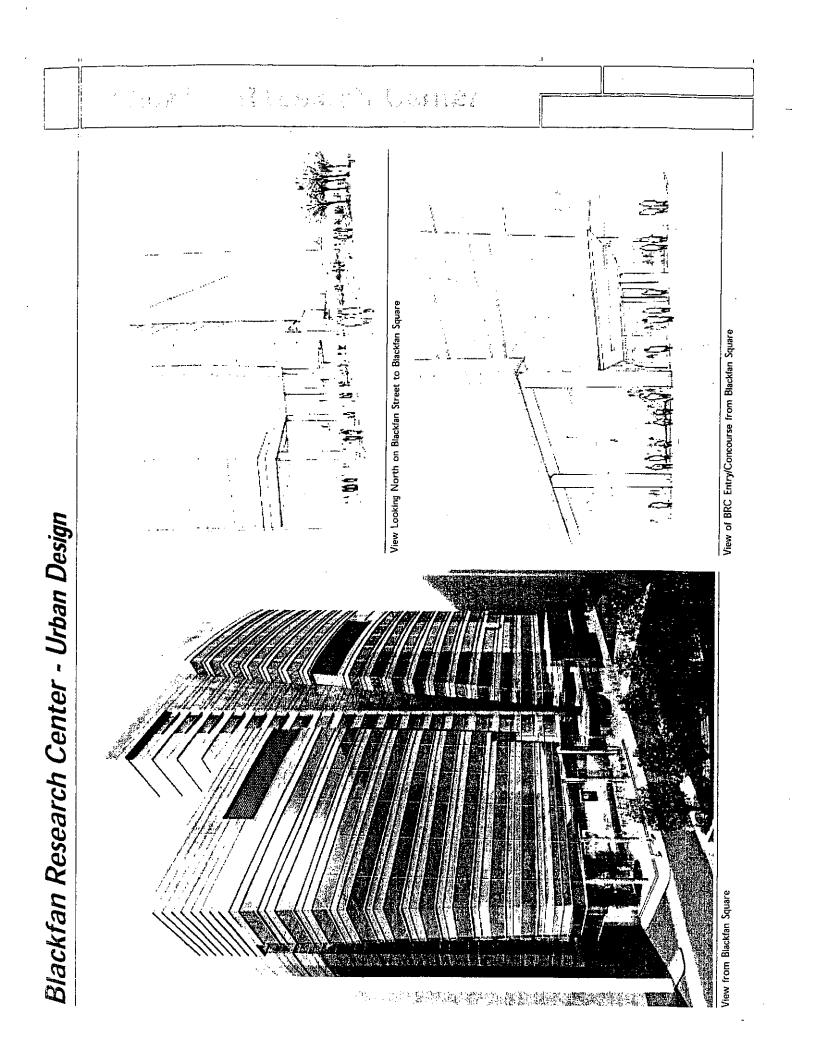
Parking Plan

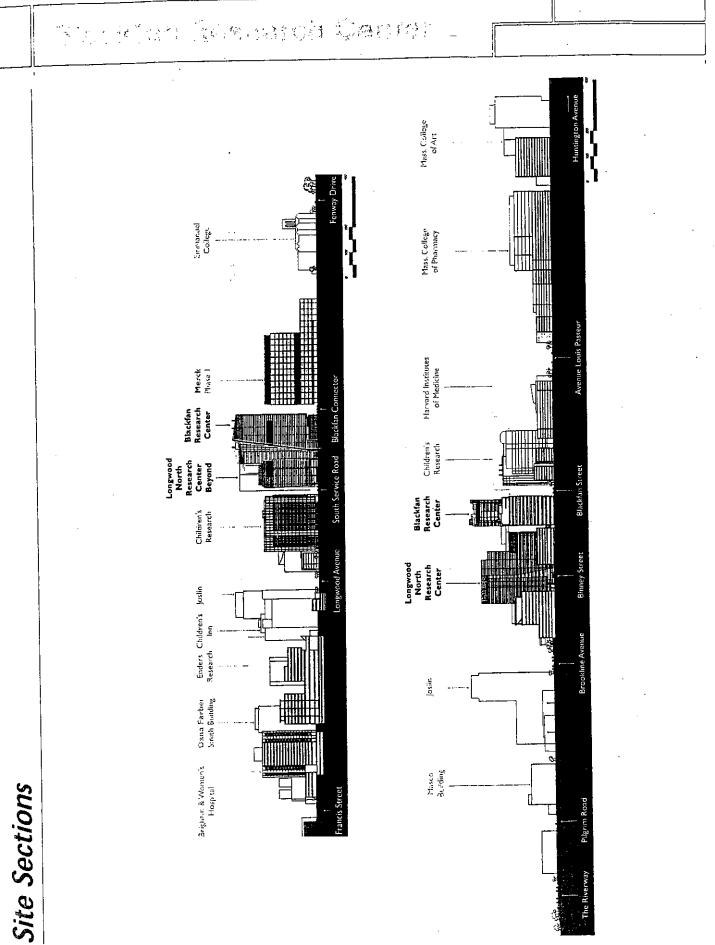




South Elevation

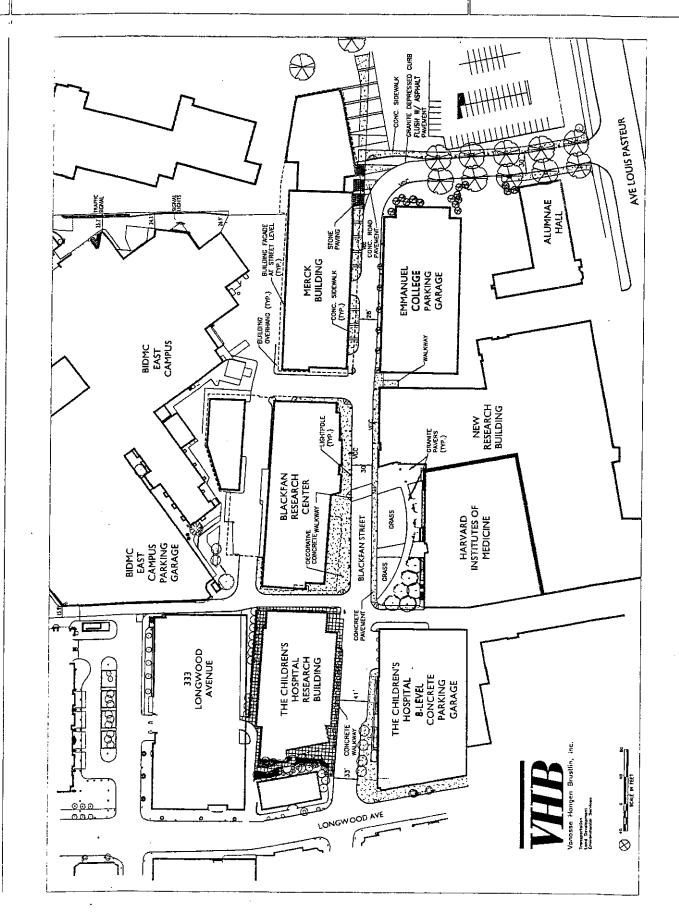




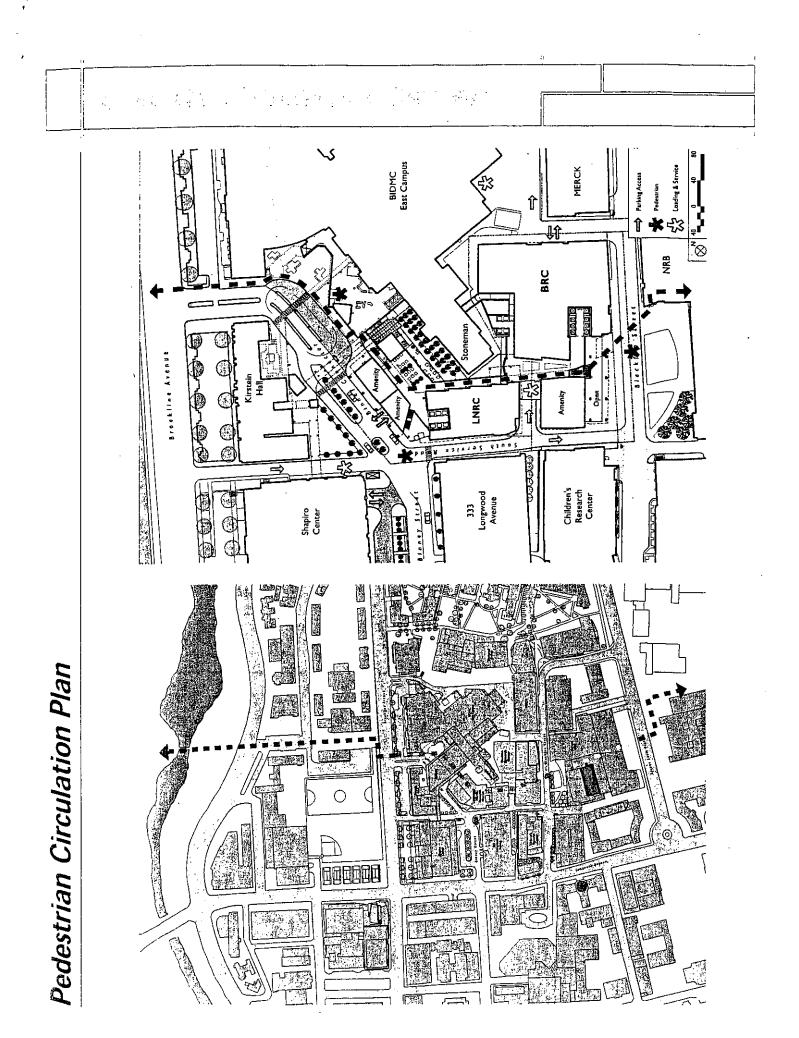


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Stand for Presserver Charles



Open Space Plan



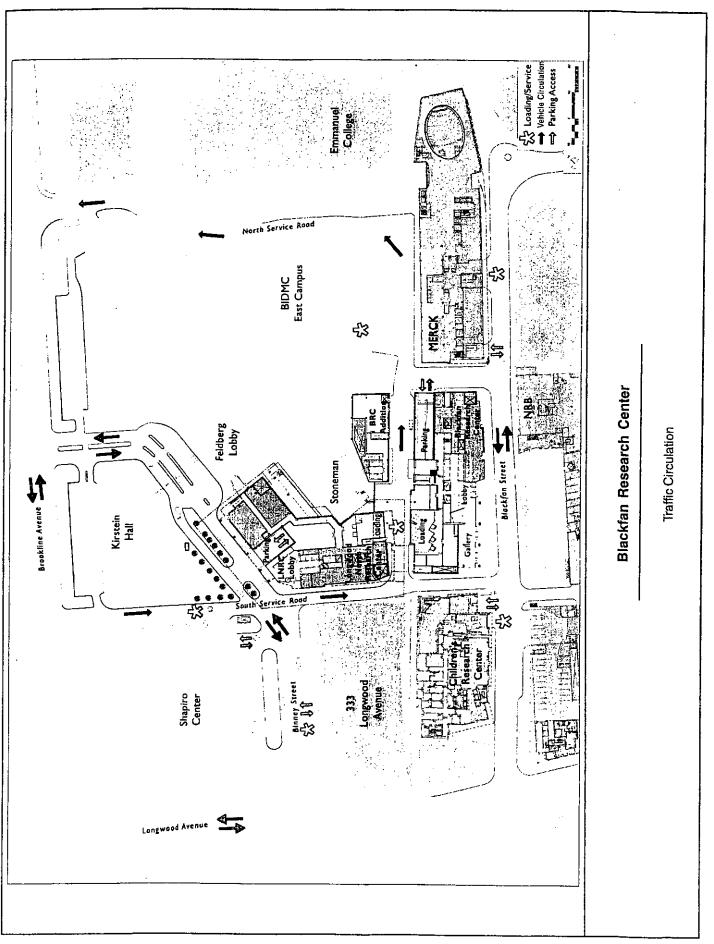


Exhibit C

Proposed Project Uses¹

<u>Uses Allowed Of Right</u>. (1) Any research and development, laboratory, and related office uses whether as main, accessory or ancillary uses, (2) Light Manufacturing in accordance with the Performance Standards for pharmaceutical, medical, optical, diagnostic, electronic, instruments, and other similar products, (3) any use allowed as provided in Table A, attached, (4) vehicular uses (whether accessory or ancillary), limited to parking garage, parking lot, accessory car wash/cleaning within a parking garage and (5) uses accessory or ancillary to any of the foregoing, including, without limitation, offices, keeping of laboratory animals (provided that such uses shall comply with all guidelines and standards promulgated by the National Institutes of Health concerning the care and use of laboratory animals), clinics, storage of flammable liquids and gases, retail and service uses, and any other accessory or ancillary use customary or incidental to any of the foregoing.

<u>Other</u>. Any use accessory to any phase of the Proposed Project will be treated as accessory to any other phase of the Proposed Project. Any person occupying the Proposed Project for any of the foregoing uses shall be permitted to do so whether or not such uses or subuses are conducted by a hospital or college or university (which such uses or subuses shall not be deemed thereby to constitute a "Hospital Use" or "College and University Use," as defined in Article 2A of the Code) and notwithstanding any requirement that such person have an Institutional Master Plan or that such a Plan be amended.

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¹ All capitalized terms in this Exhibit C refer to the definitions in Article 2A of the Code as in effect on the date of approval of this Development Plan.

TABLE A

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A = Allowed	·.
Community Uses (1)	
Community center or meeting facility	А
Day care center	A
Cultural Uses (1)	
Art gallery	А
Artuse	A
Ticket sales	A
Educational Uses (2)	
Professional school	А
Trade school	A
Adult education center	A
Retail Uses (1)	
Bakery	А
Local retail business	A
Liquor store	A A
Post office	A
Service Uses (1)	
Barber or beauty shop	Α
Dry-cleaning shop	A
Laundry, retail	A
Laundry, self-service	A
Photocopying establishment	A A
Shoe repair	A
Tailor shop	11
Other Uses	
Agency or professional office	A (3)
Automatic teller machine	A
Bank	A
Clinic	A (3)
Fitness center or gymnasium	A (2)
General office	A (3)
Keeping of laboratory animals other than	
as accessory or ancillary uses, provided that any such uses shall comply with all guidelines	
Such uses shall comply while an Eurochilds	

and standards promulgated by the National Institutes of Health concerning the care and use of laboratory animals

Restaurant

Take-out restaurant

A (3) A A

- (1) Provided that such use primarily serves the local area.
- (2) Provided that such use is limited to workforce development training for existing and potential employees in the Longwood Medical and Academic Area.
- (3) Provided that each such use shall not exceed more than ten percent (10%) of the Gross Floor Area of the Proposed Project.

Map Amendment Application No. 486 Planned Development Area No. 61 Blackfan Research Center Boston Redevelopment Authority on behalf of New Blackfan, LLC Map 1, Boston Proper

MAP AMENDMENT NO. 426

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for Planned Development Area No. 61, and amends "Map 1, Boston Proper," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

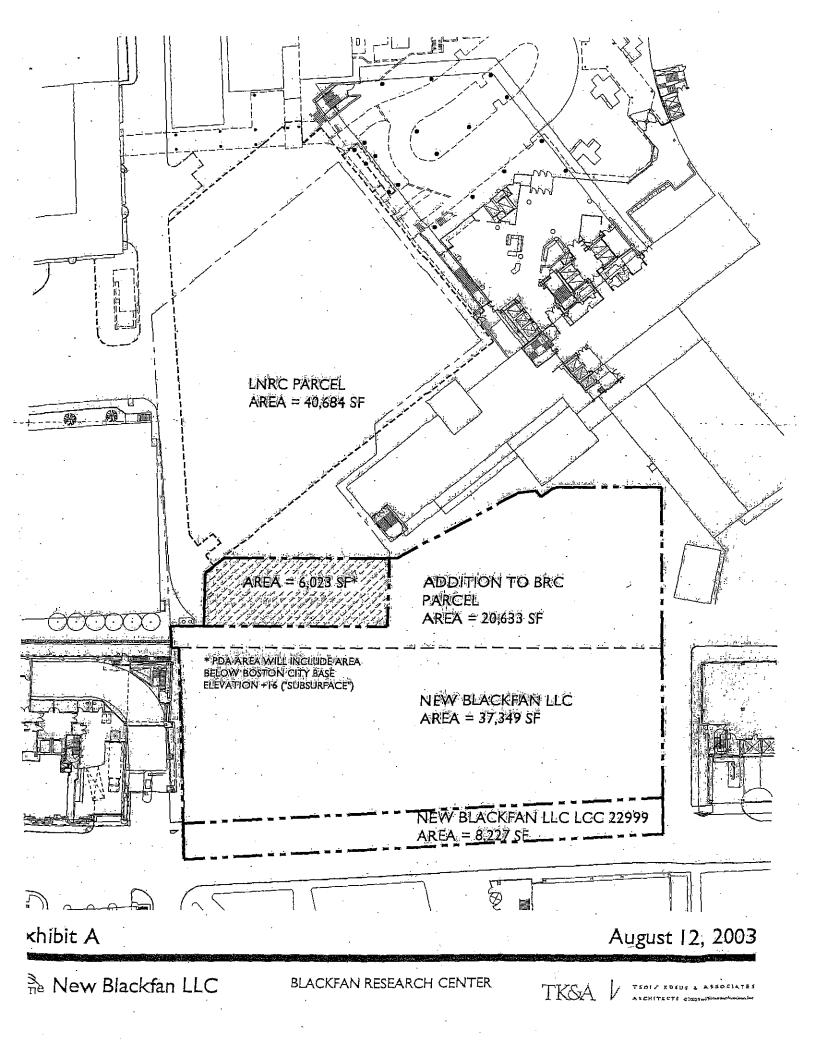
1. By adding the designation "D*", indicating a Planned Development Area overlay district, to the area of land described above, comprising approximately 66,209 square feet (approximately 1.52 acres) of land, as shown on Exhibit A.

Inconsistent provisions of the Boston Zoning Code notwithstanding, the applicable use, dimensional and other zoning controls shall be as set forth in the development plan for Planned Development Area No. 61.

<u>EXHIBIT A</u>

Site Plan / Map Amendment

KC/BRCMEMO 10703/10



Map Amendment Application No. 486

Map Amendment No. 436

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Chairman Dobert Jordan	
Vice Chairman	
William E Janlow	
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In Zoning Commission

Adopted:

December 17, 2003

Attest: Secretary

Development Plan for Planned Development Area No. 61, Blackfan Research Center

Chairman Chairman Vice Chairman MA May Ann Alay Ang Alay Ang
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In Zoning Commission

Adopted: December 17, 2003

Attest: Secre

Map Amendment Application No. 486

Mayor, City of Boston

Mayor, City of Boston

Date: 12 22/07

The foregoing amendment was presented to the Mayor on **Carter 18,3003**, and was signed by him on **Carter 29,3003** whereupon it became effective on **Carter 29,3003** in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:

e Zoning Commission

Development Plan for Planned Development Area No. 61, Blackfan Research Center

Mayor, City of Boston

12/22 Date: 0

Attest:

e Zoning Comn ssion