

FIRST AMENDMENT TO DEVELOPMENT PLAN

For

PLANNED DEVELOPMENT AREA NO. 86

411 D STREET, SOUTH BOSTON

Dated: April 25, 2014

Pursuant to Section 3-1A and Article 80, Section 80C of the Zoning Code of the City of Boston (the "Zoning Code"), this amendment constitutes the First Amendment to Development Plan for Planned Development Area No. 86 (the "First PDA Plan Amendment").

The Original Planned Development Area("PDA") Development Plan for PDA No. 86: On or about April 12, 2012, the Boston Redevelopment Authority (the "BRA") approved a Map Amendment creating Planned Development Area No. 86 ("Map Amendment") as well as a Development Plan for Planned Development Area No. 86 ("Development Plan"). The Map Amendment and Development Plan (together, the "Original PDA Plan"), were approved by the Boston Zoning Commission on May 9, 2012.

The Original PDA Plan includes two six-story residential buildings in the South Boston neighborhood of Boston proposed by 411 D Street Associates, LLC, as described in Exhibit A and Exhibit B of the Original PDA Plan. The north building is six stories with up to 90 residential units, up to 2,200 square feet of ground floor retail/commercial space along D Street and vehicular parking on the ground floor. The south building is six stories with up to 107 residential units, up to 2,000 square feet of ground floor retail/commercial space along D Street and vehicular parking on the ground floor. The Project includes surface parking for 5 vehicles. As set forth in the Original PDA Plan, the two buildings will contain a total combined gross floor area of approximately 198,335 square feet with approximately 197± residential units, 4,200± square feet of active retail space on the ground level, and 121-205 parking spaces on the ground floor.

The First PDA Plan Amendment: This First PDA Plan Amendment, as set forth below, amends the Original PDA Plan to revise the list of permitted uses as particularly described in Exhibit C of the Original PDA Plan. The following uses will be modified in the list of permitted uses: Professional Office will become Agency or Professional Office and Retail will become Retail Uses. The following uses will be added to the list of permitted uses: Banking & Postal Uses, Service Uses, Art Gallery, Fitness Center, and Non-Institutional Medical Offices.

The Original PDA Plan hereby is amended as follows:

By deleting Exhibit C attached to the Original PDA Plan and replacing it by inserting the new Exhibit C entitled "List of Permitted Uses," attached hereto. In Exhibit C, "Professional Office" shall be replaced by "Agency or Professional Office," "Retail" shall be replaced by "Retail Uses," and the following permitted uses shall be added at the end of said Exhibit C: Banking & Postal Uses, Service Uses, Art Gallery, Fitness Center, and Non-Institutional Medical Offices.

Except as the Original PDA Plan is amended above by this First PDA Plan Amendment, the Original PDA Plan remains unmodified and in full force and effect.

EXHIBIT C

PLANNED DEVELOPMENT AREA NO. 86

411 D STREET

SOUTH BOSTON

LIST OF PERMITTED USES

The following uses will be allowed for the PDA Area No. 86:

Use Item
Multi-family Dwelling
Agency or Professional Office
Restaurant
Take-out Restaurant
Retail Uses
Accessory parking
Accessory services for apartment residents
Bar
Bar with live entertainment
Restaurant with live entertainment operating after 10:30 p.m.
Liquor store
Banking & Postal Uses
Service Uses
Art Gallery
Fitness Center
Non-Institutional Medical Offices