

BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY
DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 121
KENMORE SQUARE REDEVELOPMENT PROJECT

KENMORE SQUARE, BOSTON

Dated: _____, 2018

Development Plan: In accordance with Section 3-1A and Section 80C of the Boston Zoning Code (as in effect on the date hereof, the “**Code**”), this plan constitutes a Development Plan for Planned Development Area No. 121 (the “**Development Plan**”) and sets forth information describing the development of a project (the “**Proposed Project**”) at the properties generally known as and numbered 650 Beacon Street, 652-654 Beacon Street, 656 Beacon Street, 660 Beacon Street, 533 Commonwealth Avenue, 535-539 Commonwealth Avenue, and 541 Commonwealth Avenue in the Kenmore Square Neighborhood of Boston, all as shown on Exhibit A (collectively the “**Project Site**”).

This Development Plan sets forth information on the proposed development of the Proposed Project, which will consist of two distinct components, the Commonwealth Building and the Beacon Building (as defined and described in greater detail herein), including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures. This Development Plan provides the zoning for the Proposed Project, which is also undergoing large project review under Section 80B of the Code.

A Project Notification Form (“**PNF**”) for the Proposed Project was filed with the Boston Redevelopment Authority (now doing business as the Boston Planning & Development Agency) (the “**BRA**”) on May 10, 2018, which commenced a period of public review, which concluded on June 11, 2018. On July 25, 2018, the BRA issued a Request for Supplemental Information, which concluded that a Draft Project Impact Report was not required, and requested only that supplemental information be provided with respect to the information that was submitted in connection with the PNF and that the Proponent respond to comments received during the review of the PNF. The Proposed Project is also undergoing review by the Boston Civic Design Commission (“**BCDC**”) in connection with Article 28 of the Code. Based upon that process and approval of this Development Plan, final plans and specifications for the Proposed Project will

be submitted to the BRA pursuant to Sections 80B and 80C of the Code for final design review approval and certification as to consistency with this Development Plan.

This Development Plan consists of ten (10) pages of text and Exhibits A, B, C-1, C-2, C-3, C-4, D and E. All references to this Development Plan contained herein shall pertain only to such ten (10) pages of text and such Exhibits. Exhibit D is subject to design, environmental and other development review by the BRA and by other governmental agencies and authorities, and the final design of the Proposed Project or each Project Component (as hereinafter defined) as described herein may evolve in the course of such review. All references herein to terms set forth in the Code shall have the meanings set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

Upon approval, this Development Plan will constitute permanent zoning for the Project Site in accordance with Section 3-1A and Section 80C of the Code. In accordance with Section 80C-8 and 80C-9 of the Code, consistency of the Proposed Project or any Project Component with this Development Plan as evidenced by the issuance of one or more Certifications of Consistency by the BRA constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan. To the extent that the Director of the BRA certifies consistency with this Development Plan, the Project or any Project Component, will be deemed to be in compliance with the requirements of the Code.

Proponent: The Proposed Project will be developed by RREF II Kenmore Lessor II LLC and RREF II Kenmore Lessor III LLC, each a Delaware limited liability company, and each of their successors and assigns (together the “**Proponent**”). The Proponent holds long term ground lease interests in the Project Site by virtue of long term ground leases (collectively or individually a “**Lease**”) from the Trustees of Boston University, the owner of the fee interest in the Project Site. The Proponent owns the existing improvements located on the Project Site and will own the future Commonwealth Building and Beacon Building in fee simple, subject to the terms of the Lease.

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

RREF II Kenmore Lessor II LLC and RREF II Kenmore Lessor III LLC
c/o Related Beal, LLC
177 Milk Street
Boston, MA 02109
Attention: Andrew Hayes
 Alex Provost
(617) 451-2100

The Proponent will file a Disclosure of Beneficial Interests with the BRA and other City entities as appropriate in accordance with the provisions of Section 80B-8 of the Code.

Members of the Development Team are identified on Exhibit B attached hereto.

Project Site Description/Project Area: The Project Site is an approximately 48,654 square foot (1.117 acre) parcel of land as shown on the site plan attached hereto as Exhibit A and described in Exhibit C-1. The Project Site is generally bounded by Deerfield Street to the west, and Commonwealth Avenue and Beacon Street to the South. As noted above, the Project Site consists primarily of seven (7) parcels of land containing existing structures. Six of the existing buildings will be demolished, and one will be renovated and expanded, to construct two new, mixed-use buildings.

The Proposed Project contemplates two distinct developments on two separate parcels. Each of these development parcels may in the future be owned and developed by individual developers. After the major discretionary permits for the Proposed Project have been obtained, the development of each of these parcels may proceed as the Proponent, in its sole discretion determines is appropriate due to market conditions and other factors. The two redevelopment parcels consist of an approximately 23,159 sf parcel at 533-541 Commonwealth Avenue (the “**Commonwealth Redevelopment Parcel**”) and an approximately 25,495 sf parcel at 650-660 Beacon Street (the “**Beacon Redevelopment Parcel**”). The approximate location of the Commonwealth Redevelopment Parcel and the Beacon Redevelopment Parcel are shown on the plan attached hereto as Exhibit C-2, a legal description of the Commonwealth Redevelopment Parcel is attached hereto as Exhibit C-3, and a legal description of the Beacon Redevelopment Parcel is attached as Exhibit C-4.

The Project Site is located in: (i) the B-4 (General Business) Zoning Subdistrict of the Boston Proper Zoning District; (ii) the Restricted Parking Overlay District (“**RPOD**”) governed by Section 3-1A(c) of the Code; and (iii) the Groundwater Conservation Overlay District (“**GCOD**”), governed by Article 32 of the Code. Pursuant to Section 3-1A of the Code, Planned Development Areas (“**PDAs**”) are permitted within this district.

Description of Proposed Project:

The various components of the Proposed Project are shown on the plans, elevations and drawings attached hereto as Exhibit D (collectively, the “Project Plans”), and the two redevelopment projects on the two redevelopment parcels are more particularly described as follows (each a “Project Component” and collectively, the “Project Components”):

- A. The Commonwealth Redevelopment Parcel, at the northeast corner of Commonwealth Avenue and Deerfield Street, will be redeveloped to include the construction of an eight-story, up to 112-foot tall commercial building (the “**Commonwealth Building**”). The Commonwealth Building may include up to 148,500 gross square feet of space, with ground floor retail and office or retail space above. It is currently anticipated that the Commonwealth Building will include approximately 6,000 sf of ground floor retail and approximately 129,000 sf of office space above. The ground floor retail space will span from the existing driveway on the east side of the building around the corner to Deerfield Street. The office lobby will be located at the northwest corner of the building on Deerfield Street. The Commonwealth Building will include several terraces, formed by the building’s upper-level setbacks. Two floors of below-grade parking, including approximately 60

spaces, will be at the basement levels which will be accessed from the rear of the Commonwealth Building.

- B. The redevelopment of the Beacon Redevelopment Parcel located at 650-660 Beacon Street will include the renovation of the existing building at 660 Beacon Street which will be connected to a new building that will be constructed in place of 650-656 Beacon Street (collectively referred to as the “Beacon Building”). The new construction portion of the building will be up to seven stories and up to 100 feet tall. In total, the Beacon Building may include up to 160,050 gross square feet of space consisting of office or retail above ground floor and below-grade retail space. It is currently anticipated that the Beacon Building will include approximately 127,015 sf of office space above approximately 18,485 sf of ground floor and below-grade retail space. The office lobby will be located in the middle of the Beacon Building, with ground floor retail on both sides. There is one terrace located on the seventh floor facing Beacon Street. The ground floor retail spaces in the Beacon Building will be appropriately designed as to allow interaction with the enhanced pedestrian realm.

The Project Components will be reviewed in a coordinated process for the purposes of both Article 80B and Article 80C review. As such, each individual Project Component may be developed by individual developers who will obtain individual certifications of compliance and consistency and execute on its specific plan, including development agreements, with the BRA and other city agencies to the extent required.

In order to provide certain flexibility during the development review procedures, this Development Plan sets forth the maximum gross floor area of improvements and the maximum floor area ratio (“**FAR**”), which is greater than the gross floor areas and FAR shown on the Project Plans. Consistent with this Development Plan, final gross floor area of improvements and uses and FAR of the Proposed Project and each Project Component shall be subject to approval by the BRA in accordance with its Development Review Procedures.

The final square footages devoted to each of the uses within the Project Components on the Project Site and the mix of uses on the Project Site will vary depending on market conditions from time to time. The Proponent retains the right to change certain space within a Project Component from one use to another use, and provided such uses are permitted under the Development Plan, the dimensions and densities of the Proposed Project shall not exceed those that are permitted under the Development Plan, and Proponent obtains the necessary approvals, such modification to or conversion of the uses shall not require an amendment to this Development Plan. Without limiting the foregoing, adjustments of the boundaries of Project Components shall require notice to the BRA but shall not be subject to BRA approval.

It is contemplated that each Project Component may be separately owned, constructed and financed or that portions or all of each Project Component may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Project Components may be combined to create one single parcel or a condominium ownership structure may be created for all or part of the Project Site, all without further BRA action. This Development Plan approves any zoning nonconformity created or increased by the separation of

ownership of individual Project Components, or by the subdivision, re-subdivision, combination, or submission to condominium ownership or other forms of ownership of the Project Components, provided that (a) the use requirements of this Development Plan are met by the resulting parcel or parcels, (b) the Proposed Project's Site-wide FAR does not exceed the maximum density permitted under this Development Plan for the Project Site as a whole, (c) the open space, parking and loading space requirements of this Development Plan are met with respect to the Project Site as a whole, and (d) the public benefit obligations required by this Development Plan and any other agreements entered into by the Proponent as a condition to the BRA's Article 80 approval of the Proposed Project are not modified, nor their implementation changed, without the prior written consent of the Director of the BRA, and the scope of the public benefit obligations required by this Development Plan and any other agreement entered into by the Proponent as a condition of the BRA's Article 80 approval of the Proposed Project are not diminished. Compliance of each Project Component with the requirements of this Development Plan shall be determined on an individual Project Component rather than a Proposed Project Site-wide basis, except as otherwise expressly provided in this Development Plan, and each Project Component will be eligible to receive its own Certification of Consistency. The compliance or non-compliance of any one Project Component shall not affect the compliance of any other Project Component.

Proposed Density, Height and Dimensional Requirements:

This Development Plan establishes a maximum FAR for the Proposed Project of 6.35, as calculated pursuant to the Code. Each Project Component shall also have a maximum FAR. The maximum FAR for the Commonwealth Redevelopment Parcel is 6.42 and the maximum FAR for the Beacon Redevelopment Parcel is 6.28.

As described in more detail in the Project Plans, the maximum building height¹ of the Commonwealth Building is 112 feet and the maximum building height of the Beacon Building is 100 feet; provided, however that in any event, neither the Commonwealth Building nor the Beacon Building shall exceed a height of 131 feet above Boston City Base. In all instances, the Proponent shall be permitted to locate habitually unoccupied space devoted to mechanical equipment and signage above the height permitted in this section.

The maximum FAR and maximum building height set forth above will be the only dimensional requirements applicable to the Proposed Project and the Project Site. All other dimensional requirements of the Code shall not be applicable to the Proposed Project and the Project Site and are superseded by this Development Plan.

Roof Deck and Roof Terraces: The Proposed Project may include roof decks or roof terraces on all portions of the roofs. Access to such roof decks and roof terraces may be provided by one or more elevators and stairwells also serving mechanical penthouses. Notwithstanding the definition of "Building Height" found in Article 2A, any elevator

¹ Notwithstanding the definition of "grade" set forth in the Code, with respect to each Project Component, the following shall be the "grade" for each: (i) Commonwealth Redevelopment Parcel: 19'-0" BCB; and (ii) Beacon Redevelopment Parcel: 18'-6" BCB.

penthouse, stairway bulkhead or any other roof structure built for the purpose of accessing a roof deck or roof terrace, as well as the said roof decks and roof terraces themselves, even if partially or fully enclosed, shall be excluded from the calculation of the building height under this Development Plan.

Proposed Uses: It is anticipated that the Proposed Project will be used primarily for office, commercial, retail and restaurant uses, and service, loading and parking facilities (as accessory, ancillary and principal uses). In addition, the Proposed Project will include parking and loading as described herein. The Proposed Project will also include additional office and retail/commercial amenities, including, without limitation, meeting space, locker rooms and showers, and roof terraces and roof decks as appropriate.

In addition to the uses listed above, all of the uses listed in Exhibit E shall be permitted at the Project Site.

Proposed Open Spaces, Landscaping and Public Realm Improvements: The Proposed Project will positively influence the pedestrian activity at street level, specifically defining the ground-level as a sensitively scaled, pedestrian-focused space finished with devoted lighting, sculptural seating and landscaping.

The Proposed Project will include a number of public realm enhancements including:

- Enhanced and expanded sidewalk area, as well as maintaining a minimum eight-foot wide pedestrian zone throughout the Project Site.
- New street trees and public seating.
- An increase in greenscape and furnishing zones.
- Improved multi-modal connections, including a buffered bike lane, increased bike access and wayfinding signage.
- Incorporation of Boston Complete Streets best practices.

The Project Plans show these improvements in and around the Project Site.

Proposed Traffic Circulation: Vehicular and truck access to and from the Project Site will be maintained and will utilize the existing driveway between the Commonwealth Building and Beacon Building. A secondary existing access is located between 642-648 Beacon Street and 636-638 Beacon Street will remain. It is anticipated that site loading access will be limited to the driveway between the Commonwealth Building and the Beacon Building.

As currently designed, vehicular access to and egress from the Commonwealth Building parking garage will be provided via the driveway behind the building. A loading area for the Commonwealth Building will be located off of the driveway on the northeast corner of the building. A loading area for the Beacon Building will be constructed as part of the new building. Both loading areas will offer sufficient room for trucks to back up without blocking vehicular

traffic on the driveways and behind and along the buildings. The Proponent will enter into one or more Transportation Access Plan Agreement(s) with the Boston Transportation Department which will further describe the proposed traffic circulation patterns for the Proposed Project.

Proposed Parking and Loading Facilities: The Project Site is located within the RPOD established in accordance with Section 3-1A(c) of the Code. Parking for approximately 60 vehicles will be provided on the Project Site. Parking will be provided on-site in a two-level, below-ground garage accessed to the rear of the Commonwealth Building. The on-site garage parking spaces will be for tenants, customers, and/or visitors to the Proposed Project and, as on-site demand allows, made available for sale or lease to area residents. Loading and service operations will occur on-site in a loading area located along the rear alleyway. Trash pickup will also take place in the loading area. No loading activity will take place on the surrounding roadway network. This Development Plan authorizes the parking in compliance with the provisions of the RPOD without the need for any relief from the Board of Appeal.

Access to Public Transportation: The Proposed Project is located in close proximity to several MBTA bus routes and other transportation hubs, including the MBTA's Green Line and commuter rail. The Project Site is adjacent to Kenmore Station which is served by three MBTA Green Line branches and five bus routes. The nearby commuter rail station, which is served by the Framingham/Worcester Commuter Rail line, is within walking distance of the Project Site.

Signage: The signage program for the Proposed Project shall be subject to design, environmental and other development review by the BRA, and any signage approved as part of such review shall be deemed to be in compliance with the Development Plan.

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

Urban Realm Improvements and Public Benefits: The Proposed Project will generate many public benefits and satisfy the requirements of Article 80C of the Code, including a key redevelopment of an underutilized former site of institutional uses with pedestrian-friendly, sustainably-designed buildings that provide much needed commercial space and public realm improvements to the Kenmore Square neighborhood.

The Proposed Project will generate many public benefits both during construction and on an ongoing basis upon its completion.

Smart Growth/Transit-Oriented Development

The Proposed Project is consistent with smart-growth and transit-oriented development principles. The Project Site is adjacent to Kenmore Station which is served by three MBTA Green Line branches and five bus routes. The nearby commuter rail station, which is served by the Framingham/Worcester Commuter Rail line, is within walking distance of the site. The Proposed Project will expand the Project Site's ability to offer commercial uses by upgrading and expanding existing spaces, as well as adding

additional commercial space on an underutilized gateway parcel well served by transit and supported by existing infrastructure and commercial activity.

Improvements to the Public Realm Enhancing the Street and Pedestrian Environment

The Proposed Project will include the expansion of both the Deerfield Street and Beacon Street curb lines, which will benefit the urban context by allowing pedestrians and site users places to travel across the Project Site efficiently, while also providing spaces to gather, rest, and relax. A myriad of improvements to the way people access the Project Site via protected bike lanes, public transportation, and ride sharing have been integrated into the design.

Improved Urban Design and View Corridors

The massing of the Commonwealth Building and Beacon Building are designed to create a dynamic addition to Kenmore Square that does not overwhelm the existing view corridors from key street-level approaches. To achieve this, portions of the building angle back toward the Charles River to minimize the perception of the height. Overall, the additions complement the heights of the surrounding buildings. The Commonwealth Building steps down to reflect the curvature of the vehicular intersection, creating opportunities for outdoor space at these roof levels with direct views of Kenmore Square.

Sustainable Design/Green Building

The Proponent is committed to building a LEED certifiable project with a target level of Silver, incorporating sustainable design features into the Proposed Project to preserve and protect the environment.

Increased Employment

The Proposed Project will create approximately 500 construction jobs and approximately 1,200 permanent jobs upon stabilization.

New Property Tax

The Proposed Project will significantly result in increased tax revenues compared to the existing condition.

Linkage

The Proposed Project will contribute to the Housing and Jobs linkage funds in accordance with Section 80B-7 of the Code.

Groundwater Conservation: The Proposed Project is located within the GCOD governed by Article 32 of the Code. The Proposed Project will comply with the standards and requirements set forth in Article 32 of the Code. The Proponent will provide the BRA, the Boston Water and Sewer Commission and the Boston Groundwater Trust a letter stamped by a

professional engineer registered in Massachusetts that details how the GCOD criteria will be achieved to the maximum extent practicable for each of the Project Components prior to the issuance of a building permit in compliance with the requirements of this Development Plan. Accordingly, the Proposed Project shall be deemed to be in compliance with Article 32 of the Code and the Proposed Project shall not need a conditional use permit from the Board of Appeal under Article 32.

Green Building Requirements: The Proposed Project is a Large Project pursuant to Section 80B of the Code. As such, the Proposed Project is subject to Article 37 of the Code. The Proponent shall ensure that the Proposed Project is in compliance with Article 37 of the Code.

BCDC: As noted above, the Proposed Project will require design approval by the BCDC pursuant to Article 28 of the Code.

Article 85/Demolition Delay Review: The Proponent has filed an application with the Boston Landmarks Commission, pursuant to Article 85 of the Code, in connection with the demolition of certain of the existing structures located on the Project Site, which demolition is necessary in order to enable the Proposed Project to proceed. The Proponent will comply with the requirements of Article 85 of the Code in connection with the development of the Proposed Project.

RPOD Compliance: As noted above, the Project Site is within the RPOD. Approval of this Development Plan shall constitute compliance with any and all applicable RPOD requirements.

Other Permitting Requirements: Various other permits and approvals will also be required for the Proposed Project and will be obtained by the Proponent at the appropriate time. Modifications to the Proposed Project may be required as a result of these review processes. To the extent they are subject to BRA review, minor modifications of the Proposed Project that are consistent with the dimensional limitations and public benefit obligations herein, will be subject to the approval of the Director of the BRA under this Development Plan without further BRA action.

Applicability: In accordance with Section 80C-9 of the Code, consistency of the Proposed Project or any Project Component or subcomponent thereof with the Development Plan (as evidenced by one or more Certifications of Consistency) constitutes compliance with the density, dimensional, use and other requirements of the Code to the extent such requirements have been addressed in the Development Plan. For purposes of the application of Section 80C-9 of the Code, as addressed herein, underlying zoning shall be the zoning in effect as of the date of approval of this Development Plan.

Minor Modifications to Plans: This Development Plan sets forth the dimensional, use and other zoning requirements for the Proposed Project and the Project Site, to the extent such requirements have been addressed in this Development Plan. Once this Development Plan is approved, final plans and specifications for the Proposed Project will be submitted to the BRA

pursuant to Section 80C and 80B of the Code for final design review approval and certification as to consistency with this Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in this Development Plan, minor changes may occur to the Proposed Project's design described in this Development Plan without requiring a further PDA amendment.

Amendment of Development Plan: Any owner of the Commonwealth Redevelopment Parcel or the Beacon Building Site, or any sub-parcel or building within a parcel or sub-parcel covered by this Development Plan may seek a further amendment of this Development Plan as to such parcel, sub-parcel or building, in accordance with the procedures prescribed by the Code without the consent of all other owners of parcels, sub-parcel or building. In the event any amendment to this Development Plan proposed by the owner of a parcel, sub-parcel or building is approved, and such amendment affects the overall compliance of the Proposed Project with this Development Plan, this Development Plan shall be deemed amended with respect to the Proposed Project as a whole to the extent necessary for the overall Proposed Project to comply with this Development Plan. Without limiting the foregoing, minor adjustments of the boundaries of the Project Site that do not increase the Proposed Project-wide FAR above what is permitted in this Development Plan shall require notice to the BRA but shall not be subject to BRA approval.

No Duty to Develop the Proposed Project: Notwithstanding anything to the contrary set forth in this Development Plan, under no circumstances shall the Proponent be obligated to proceed with the Proposed Project.

Exhibit A

Plan of the Project Site

[see attached]

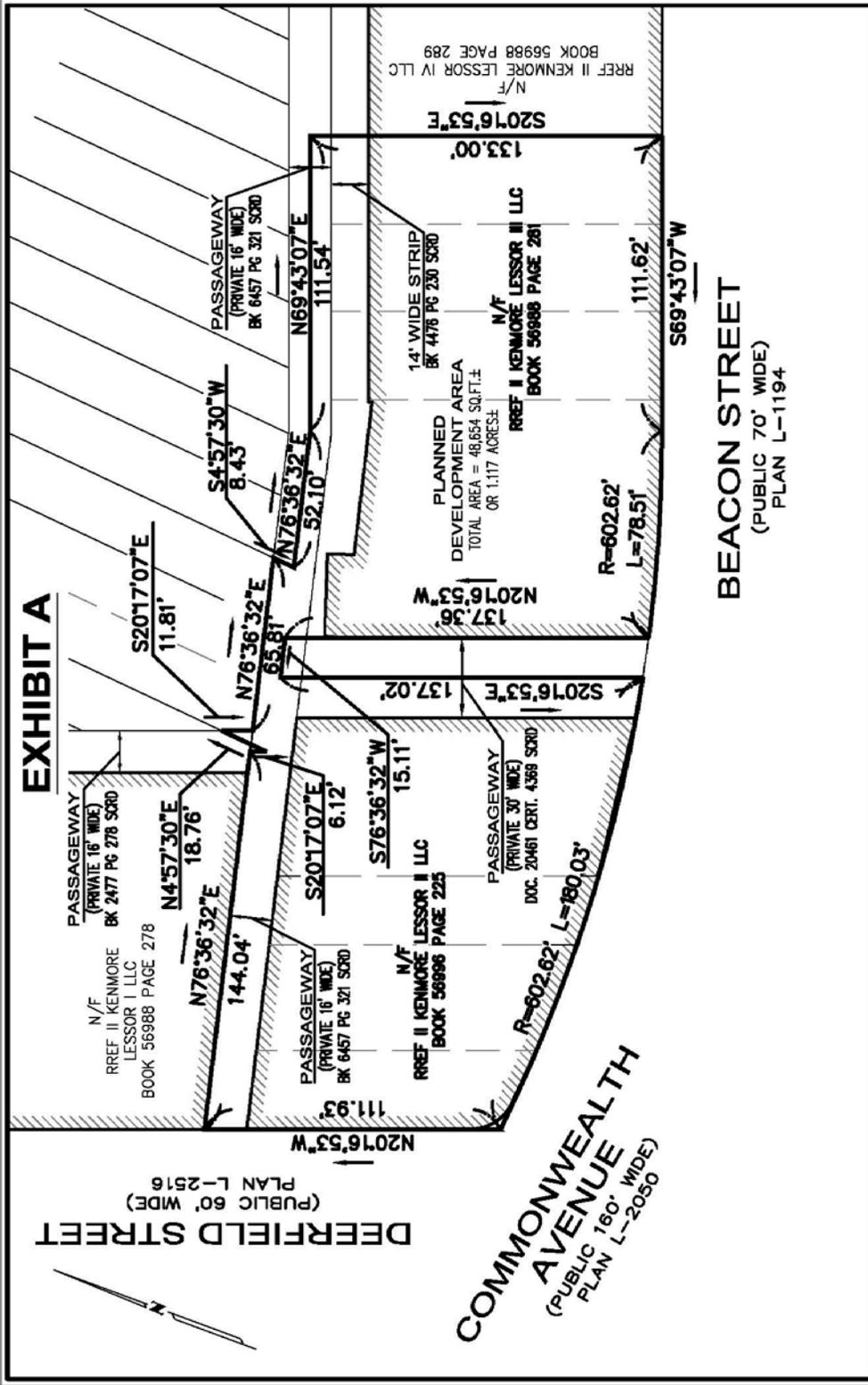


EXHIBIT A

PLAN OF PROJECT SITE FOR
PLANNED DEVELOPMENT AREA
KENMORE SQUARE NORTH, BOSTON

PREPARED FOR:
RELATED BEAL
177 MILK STREET, BOSTON, MA 02109

PROJECT # 12871
FILE: 12871.P01.dwg
SCALE: 1"=50'
DATE: 02/20/18
PROJ. MGR.: DRS
DRAFTED BY: JCC

GRAPHIC SCALE

50 25 0 50 100

SCALE: 1" = 50'

www.nitsch.com
2 Center Plaza, Suite 430
Boston, MA 02108
T: (617) 398-0083
F: (617) 398-8472

Nitsch Engineering

- Civil Engineering
- Environmental Engineering
- Transportation Engineering
- Structural Engineering
- Fresh Infrastructure
- Planning
- GIS

Exhibit B

Development Team

Proponent: RREF II Kenmore Lessor II LLC and RREF II
Kenmore Lessor III LLC
c/o Related Beal, LLC
177 Milk Street
Boston, MA 02109
(617) 451-2100
Andrew Hayes
Alex Provost

Architect: Roger Ferris + Partners
11 Wilton Road
Westport, CT 06880
(203) 222-4848
Roger Ferris, AIA, RIBA
Katherine Dinneen, AIA
Jake Watkins, AIA

Executive Architect: Stantec
311 Summer Street
Boston, MA 02210
(617) 234-3100
Larry Grossman, AIA

Landscape Architect: Kyle Zick Landscape Architecture, Inc.
36 Bromfield Street, Suite 202
Boston, MA 02108
(617) 451-1018
Kyle Zick, ASLA

Legal Counsel: Nutter McClennen & Fish, LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210
(617) 439-2000
Mary Marshall

Article 80 and Historic
Resources Consultant:

Epsilon Associates, Inc.
3 Mill & Main Place, Suite 250
Maynard, MA 01754
(978) 897-7100

Article 80: Geoff Starsiak
Historic Resources: Geoff Melhuish

Transportation Consultant
and Civil Engineer:

VHB
99 High Street
Boston, MA 02110
(617) 728-7777

Transportation: Sean Manning
Civil Engineer: Mark Junghans

LEED Consultant:

WSP
88 Black Falcon Avenue, Suite 210
Boston, MA 02210
(617) 210-1600
Jeremy Pinkham

Exhibit C-1

Legal Description of Project Site

Beginning at the intersection of the northerly right of way line of Commonwealth Avenue and the easterly right of way line of Deerfield Street;

Thence N20°16'53"W, along the easterly right of way line of Deerfield Street a distance of 111.93 feet to a point;

Thence N76°36'32"E, along the southerly property line of land now or formerly RREF II Kenmore Lessor I LLC a distance of 144.04 feet to a point;

Thence S20°17'07"E, along the centerline of a 16-foot wide passageway being described in deed book 2477 page 278 a distance of 6.12 feet to a point;

Thence N4°57'30"E, a distance of 18.76 feet to a point;

Thence S20°17'07"E, along the easterly side line of said 16-foot wide passageway a distance of 11.81 feet to a point;

Thence N76°36'32"E, along the northerly side line of a 16-foot wide passageway being described in deed book 6457 page 321 a distance of 65.81 feet to a point;

Thence S4°57'30"W, a distance of 8.43 feet to a point;

Thence N76°36'32"E, along the centerline of said 16-foot wide passageway a distance of 52.10 feet to a point;

Thence N69°43'07"E, continuing along said centerline a distance of 111.54 feet to a point;

Thence S20°16'53"E, along the westerly property line of land now or formerly RREF II Kenmore Lessor IV LLC a distance of 133.00 feet to a point;

Thence S69°43'07"W, along the northerly right of way line of Beacon Street a distance of 111.62 feet to a tangent point of curvature;

Thence along a curve to the right with a radius of 602.62 feet, an arc length of 78.51 feet to a point;

Thence N20°16'53"W, along the easterly side line of a 30-foot wide passageway being described in document 20461 certificate 4369 a distance of 137.36 feet to a point;

Thence S76°36'32"W, along the centerline of aforesaid 16-foot wide passageway being described in deed book 6457 page 321 a distance of 15.11 feet to a point;

Thence $S20^{\circ}16'53''E$, along the centerline of said 30-foot wide passageway a distance of 137.02 feet to a point at the beginning of a non-tangent curve;

Thence along a curve to the right with a radius of 602.62 feet, an arc length of 180.03 feet to the point of beginning.

Containing 48,654 square feet or 1.117 acres of land more or less.

Exhibit C-2

Plan Showing Commonwealth Redevelopment Parcel and Beacon Redevelopment Parcel

[see attached]

Exhibit C-3

Legal Description of Commonwealth Redevelopment Parcel

Beginning at the intersection of the northerly right of way line of Commonwealth Avenue and the easterly right of way line of Deerfield Street;

Thence N20°16'53"W, along the easterly right of way line of Deerfield Street a distance of 111.93 feet to a point;

Thence N76°36'32"E, along the southerly property line of land now or formerly RREF II Kenmore Lessor I LLC a distance of 144.04 feet to a point;

Thence S20°17'07"E, along the centerline of a 16-foot wide passageway being described in deed book 2477 page 278 a distance of 6.12 feet to a point;

Thence N4°57'30"E, a distance of 18.76 feet to a point;

Thence S20°17'07"E, along the easterly side line of said 16-foot wide passageway a distance of 11.81 feet to a point;

Thence N76°36'32"E, along the northerly side line of a 16-foot wide passageway being described in deed book 6457 page 321 a distance of 65.81 feet to a point;

Thence S4°57'30"W, a distance of 8.43 feet to a point;

Thence S76°36'32"W, along the centerline of said 16-foot wide passageway a distance of 41.95 feet to a point;

Thence S20°16'53"E, along the centerline of a 30-foot wide passageway being described in document 20461 certificate 4369 a distance of 137.02 feet to a point at the beginning of a non-tangent curve;

Thence along a curve to the right with a radius of 602.62 feet, an arc length of 180.03 feet to the point of beginning.

Containing 23,159 square feet of land more or less.

Exhibit C-4

Legal Description of Beacon Redevelopment Parcel

Beginning at the intersection of the northerly right of way line of Commonwealth Avenue and the easterly side line of a 30-foot wide passageway being described in document 20461 certificate 4369;

Thence N20°16'53"W, along the easterly side line of said 30-foot wide passageway a distance of 137.36 feet to a point;

Thence N76°36'32"E, along the centerline of a 16-foot wide passageway being described in deed book 6457 page 321 a distance of 78.94 feet to a point;

Thence N69°43'07"E, continuing along said centerline a distance of 111.54 feet to a point;

Thence S20°16'53"E, along the westerly property line of land now or formerly RREF II Kenmore Lessor IV LLC a distance of 133.00 feet to a point;

Thence S69°43'07"W, along the northerly right of way line of Beacon Street a distance of 111.62 feet to a tangent point of curvature;

Thence along a curve to the right with a radius of 602.62 feet, an arc length of 78.51 feet to the point of beginning.

Containing 25,495 square feet of land more or less.

Exhibit D

Project Plans

[see attached]

Exhibit E

Allowed Uses for the Proposed Project

The following uses shall be permitted as of right anywhere at the Project Site:

Office Uses:*

- General office;
- Offices of cultural groups;
- Offices of community service organizations;
- Business or professional offices;
- Real estate, insurance, or other agency or government office;
- Medical office;
- Office building;
- Post office;
- Bank (other than drive-in bank) or similar establishment;
- Dance, theater, or music rehearsal studio; and
- Artist studio or work space.

Retail/Commercial Uses:

- Retail Uses;
- Banking and Postal Uses;
- Fitness center (including workout classes, spin studio, yoga studio, etc.), health club or gymnasium;
- Entertainment Uses;
- Private Club serving alcohol; private club not serving alcohol
- Restaurant Uses; Restaurant Uses with any of the following: dancing, live entertainment, billiards and/or pool facilities, and/or video and/or other electronic or mechanical amusement game machines; Bar; Bar with any of the following: dancing, live entertainment, billiards and/or pool facilities, and/or video and/or other electronic or mechanical amusement game machines; Bakery; place for sale

and consumption of food and beverages providing dancing or entertainment or both; take-out restaurant, large or small;

- Service Uses, including but not limited to the following: barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or dry-cleaner; dry cleaning shop; printing and/or photocopying shop; tailor shop; caterer's establishment; photographer's studio; carpenter's shop; electrician's shop; plumber's shop; optometrist's shop; radio, television and other electronic appliances repair shop; or similar use;
- Animal hospital or clinic; pet spa; pet daycare; kennel;
- Day care center; nursery school; kindergarten;
- Art gallery; art use; public art, display space;
- Storage of flammable liquids and gases incidental to a main use;
- Telecommunications equipment and service facility; radio or television studio;
- Accessory Outdoor Café; and
- Accessory Outdoor Retail Establishment.

Research and Development:*

- Basic research;
- Research and development;
- Product development or prototype manufacturing;
- Biomedical technology;
- Pharmaceutical research and development; and
- Research and medical laboratories.

Community Uses:

- Adult education center;
- Community Center;
- Day care center, elderly; and
- Library

Parking Uses:

- Parking Garage;
- Accessory Parking Garage; and
- Facilities associated with Parking and Accessory Loading.

Educational Uses:*

- College or University

Accessory Uses:

- Garage or parking space for occupants, employees, students, and visitors;
- Swimming pool, health club, spa or tennis court;
- Storage of flammable liquids and gases incidental to a lawful use;
- Manufacture, assembly, or packaging of products sold on the lot;
- Automated teller machines;
- Maintenance and operation of amusement game machines accessory to eating and drinking establishments;
- Cafeteria and other food service facilities or conference facilities;
- Outdoor café; and
- Any use ancillary to, and ordinarily incident to, a lawful main use, provided that any such use shall be subject to the same restrictions, conditions, limitations, provisos, and safeguards as the use to which it is accessory.

For definitions of use categories and certain specific uses used in this Exhibit, see Article 2A of the Code in effect as of the effective date of this Development Plan.

* To the extent the Commonwealth Building or Beacon Building are used for Office Uses, Research and Development Uses, or Educational Uses by a tenant that is a hospital, college or university with more than 150,000 gross square feet of property, such uses shall not be permitted at the Project Site unless such uses are authorized by an Institutional Master Plan under Section 80D of the Code.