

BOSTON REDEVELOPMENT AUTHORITY

**MASTER PLAN
for
PLANNED DEVELOPMENT AREA NO. 69**

SOUTH BOSTON/THE 100 ACRES

January 10, 2007

Pursuant to (i) Section 3-1A and Article 80C of the Boston Zoning Code (the “**Code**”), and (ii) general concepts and principles set forth in the Memorandum of Agreement, dated January 10, 2007, by and among the Gillette Company (“**Gillette**”); the United States Postal Service (“**USPS**”); A Street Properties I, LLC, A Street Properties II, LLC, A Street Properties III, LLC, and A Street Properties IV, LLC (collectively, “**Beacon**”); Boston HSR South Boston LLC (“**Melcher Owner**”); W2005 BWH II Realty, LLC, and W2005 BWH III Realty, LLC, (“**Archon**”); Brickman Real Estate Fund II, L.P. (“**Brickman**”); Boston Gold LLC (“**Boston Gold**”); APCA Property Fund I, L.P. (“**APCA**”) (all as further identified on **Exhibit A**, and collectively, the “**Proponents**”); and the Boston Redevelopment Authority (the “**BRA**”), this plan constitutes a Master Plan for Planned Development Area (“**PDA**”) No. 69 (this “**PDA Master Plan**”), regarding the development of approximately 47 acres of land located in Boston, Massachusetts, and bounded generally by the Fort Point Channel and A Street to the west, Summer Street to the north, the South Boston Bypass Road/Haul Road to the east, and West First Street and Mt. Washington Avenue to the south, but excluding those properties identified as 249 A Street, 326 A Street, 21 Wormwood Street, 33 Wormwood Street, and 285 Summer Street, which excluded areas are not subject to the provisions of this PDA Master Plan (the “**Site**”). The Site is described more particularly in **Exhibit B** attached hereto, and is depicted on a plan dated January 2, 2007, entitled “Perimeter Survey – PDA No. 69,” prepared by Surveying and Mapping Consultants, Inc. (the “**Survey**”), a copy of which is attached hereto as **Exhibit C**. The Site constitutes a portion of a BRA planning area bounded by the Fort Point Channel and Dorchester Avenue to the west, Summer Street to the north, the South Boston Bypass Road/Haul Road to the east, and West First Street and West Second Street to the south (the “**100 Acres**”).

This PDA Master Plan sets forth a statement of the development concept for the Site, including, *inter alia*, the planning objectives and character of the development, the proposed uses of the area, the range of dimensional requirements contemplated for each of the proposed uses, and the proposed phasing of construction of the development, and (ii) provides for one or more PDA Development Plans (each such plan, a “**PDA Development Plan**”) to be submitted providing more specific information about various Proposed Projects and components thereof. Notwithstanding any contrary provisions of this PDA Master Plan, those properties within PDA No. 53 will continue to be governed by the Development Plan for PDA No. 53.

This PDA Master Plan consists of 12 pages of text plus attachments designated **Exhibits A through K**. All references to this PDA Master Plan contained herein will pertain only to these 12 pages and exhibits. Unless otherwise set forth herein, all references to terms defined by the

Code will have the meanings set forth in the Code, as amended to the effective date hereof, and not as it may be amended hereafter.

Planning Objectives and Character of Development.

Planning Backdrop. The plan entitled, “The Fort Point District 100 Acres Master Plan,” approved by the BRA on September 7, 2006 (the “**BRA Master Plan**”), serves as the planning basis for the dimensional and use regulations, public realm improvements, and design guidelines of this PDA Master Plan. Many of its essential concepts were first articulated in the City of Boston’s February, 1999, Seaport Public Realm Plan (the “**Public Realm Plan**”), which the BRA Master Plan now supersedes. That plan envisioned the Fort Point Channel as a great public space between the Downtown and the South Boston Waterfront, similar to a riverfront in the heart of an historic European city, with active edges, an abundance of water activities, and multiple bridge crossings. The Public Realm Plan also sought to strengthen the area’s street connections, particularly those linking new and existing developments to the water. Finally, it called for a vibrant, 24-hour, mixed-use neighborhood incorporating a significant residential component.

To implement the Public Realm Plan’s goals within those areas subject to the jurisdiction of Chapter 91 of the Massachusetts General Laws (“**Chapter 91**”), the City of Boston submitted its South Boston Municipal Harbor Plan (the “**Municipal Harbor Plan**”) to the Massachusetts Executive Office of Environmental Affairs. The Secretary of Environmental Affairs (the “**Secretary**”) approved the Municipal Harbor Plan by decision dated December 6, 2000, but conditioned this approval upon the BRA’s undertaking a further master planning process, aimed at exploring specific potential amendments to the Municipal Harbor Plan. The goals of such planning included ensuring, among other things, the ongoing viability of Gillette’s South Boston Manufacturing Center (the “**SBMC**”), which is discussed further below; public access to high-quality waterfront open space along the Fort Point Channel; pedestrian links connecting the waterfront to inland areas; and compatibility of new development with the historic character of the existing built environment.

In response to the Secretary’s decision, the BRA initiated and oversaw a multi-year planning process, involving the Proponents, City of Boston agencies, members of the South Boston/Fort Point community, elected officials, and other interested parties, to develop a plan for growth and development within the 100 Acres, taking into account existing and planned infrastructure capacity such as utilities, open spaces, streets, and public transit facilities. That process has resulted in the development of the BRA Master Plan, and, in turn, this PDA Master Plan.

Conceptual Plan for Development of the 100 Acres. The BRA Master Plan envisions the 100 Acres as a dense, varied, and lively urban district. To encourage the desired 24-hour vibrancy, new development within the Site will be at least one-third residential or artist live/work in character, with the remainder composed of a broad range of uses, principal among them industrial, manufacturing, research and development, office, retail, service, open space, tourism-related, and art and cultural uses, as well as supporting uses such as accessory and non-accessory parking.

The existing development within the 100 Acres (inclusive of the existing and approved but unbuilt Channel Center Project approved pursuant to PDA Plan for Planned Development Area No. 53 and the associated contract documents) comprises approximately 4.4 million square feet of gross floor area (the “**Existing Development**”), which Existing Development is included in the “existing condition,” or “base case,” transportation assumptions utilized in preparing the BRA Master Plan. The BRA Master Plan anticipates that the 100 Acres may ultimately accommodate 5.9 million square feet of gross floor area of new development.

This PDA Master Plan authorizes the buildout of approximately seventy percent of that amount, or approximately 4.1 million square feet of gross floor area, within the Site. The residual 1.8 million square feet of potential development may take place, without further amendment of this PDA Master Plan, if and to the extent it is demonstrated to the reasonable satisfaction of the BRA (and, with respect to subsection (c) of this sentence, the Boston Transportation Department (“**BTD**”)) that (a) actual density achieved on a parcel-by-parcel basis as construction proceeds on the surrounding land within the overall area bounded by West First Street, the Fort Point Channel, and Boston Harbor (the “**1000 Acres**”) is less than the density assumed for such parcels in the transportation analysis underlying the BRA Master Plan, (b) significant improvements capable of supporting additional development are made to the transportation infrastructure within the 100 Acres, the 1000 Acres, or both, or (c) analysis conducted subsequent to the enactment of this PDA Master Plan establishes that the existing transportation infrastructure serving these areas can support buildout in addition to the initial 4.1 million square feet of gross floor area authorized by this PDA Master Plan.

This PDA Master Plan also aims to ensure the ongoing viability of the adjoining SBMC. The SBMC is a key component of Gillette’s worldwide operations; as a water-dependent use employing thousands of workers in Boston, it is no less critical to the health of the area’s and larger city’s economy. This plan therefore provides for the continued operations of and future improvements to the SBMC by mandating compatible uses as buffers to transition between that facility and the surrounding neighborhood.

An illustrative site plan of the proposed final configuration for the area is attached hereto as **Exhibit D**.

Proposed Uses of the Area and Structures. The allocation of use categories throughout the Site is shown on the plan attached hereto as **Exhibit E**. In order to ensure an appropriate balance of uses, a minimum of one-third of the gross floor area of the new buildout (on an aggregate, rather than parcel-specific, basis) within each of the three parcel groupings identified as A₁-A₇, G₁-G₈, and U₁-U₈ (the “**Parcel Groupings**”) must be devoted to residential and artist live/work uses (collectively, “**Housing**”). Subject to the BRA’s reasonable approval, the obligation to build Housing applicable to each Parcel Grouping may be transferred outside of that Parcel Grouping, but within the Site, under two circumstances: where (a) insufficient Housing is to be provided within a given Parcel Grouping or portion thereof, but sufficient assurances as to the ultimate completion of such Housing within the Site are provided by the transferor and transferee of this obligation; or (b) Housing in excess of the minimum one-third obligation (but not including excess Housing to the extent it is located within a Special Site, as defined below) has been provided on the transferor’s portion of the Site, and this excess is to be transferred in the form of a credit for Housing density.

Other uses, which cannot constitute more than two-thirds of the buildout within each Parcel Grouping, may be a combination of a broad range of use categories, including, among others, industrial, research and development, office, retail, service, art and cultural, and open space uses, as well as supporting uses such as accessory and non-accessory parking. As part of its mixed-use strategy, this PDA Master Plan minimizes conflicts between these different uses by mandating appropriate buffers, land-use allocations, and built-in community benefits, as well as providing for strong design guidelines. The specific use items within those categories that are allowed by this PDA Master Plan are listed on the use item table attached hereto as **Exhibit F**.

Industrial and Industrial Buffer Uses. The BRA Master Plan calls for the protection and enhancement of existing industrial uses, as well as manufacturing, research and development, and office uses. It also proposes specific buffering strategies to protect against encroachment on industrial zones, and suggests ways to limit and mitigate industrial impacts on the surrounding new development.

The designated harmonious land uses for the parcels adjacent to the SBMC are shown on Exhibit E. These compatible uses include office, commercial, and artist live/work spaces.

Residential Uses. The BRA Master Plan calls for clustering residential development around parks and other landscape amenities not only to assure their accessibility, but also to foster a sense of ownership among their users. Accordingly, as shown on Exhibit E, this PDA Master Plan lays out large, new mixed-use parcels that may include residential uses alongside Fort Point Park East, Fort Point Park West, New Street Park, and Channel Park. Parcels south of these open spaces are also potential residential blocks, depending on Gillette's future expansion plans.

Commercial Uses. Significant office and other commercial uses, such as research and development, retail, and tourism-related uses, are to be located at the northern edge of the Site near Summer Street, as detailed on Exhibit E. This siting reflects Summer Street's commercial character and takes advantage of this area's proximity to the Boston Convention & Exhibition Center and commercial development on the waterfront north of Summer Street.

Ground Level Uses. The ground floors of all buildings within Chapter 91 jurisdiction will contain publicly-accessible uses, such as restaurants, theaters, lobbies, fitness facilities, civic spaces, cultural and educational institutions, tourism-related, and retail uses, consistent with the applicable provisions of the Commonwealth's Waterways regulations, 310 CMR 9.00, as those provisions may be modified pursuant to 301 CMR 23.00, Review and Approval of Municipal Harbor Plans. These ground-floor uses may be included where appropriate elsewhere within the Site.

New Public Open Space and Infrastructure Improvements. Proposed Projects approved subject to this PDA Master Plan will be accompanied by approximately 6.9 acres of new and expanded open spaces and recreational fields within the Site (the "**New Open Spaces**"), to be constructed primarily on land owned by the Proponents, as shown on the plan attached as **Exhibit G** hereto. These parks and other publicly-accessible open spaces will enhance and promote enjoyment of the area for residents and visitors. The open space system will be integrated into and become an extension of the city's greater Harborwalk system and the South Bay Harbor Trail, which will connect the existing Fort Point Channel waterfront resources and new public spaces within the Site to other neighborhoods outside of South Boston. Any

regulation of public access to or use of privately-owned New Open Space will be subject to the reasonable approval of the BRA.

Development of the Proponents' land within the Site will require significant expansions of and upgrades to the local transportation infrastructure. These include expanding the district's street grid in a manner consistent with the historic warehouse area's block scale and street pattern; improving connections between the local street network and the highway system; upgrading A Street; and providing direct truck access from A Street to the South Boston Bypass Road/Haul Road. The expanded network of streets and sidewalks, which will involve the reconfiguration and extension of existing public rights-of-way, as well as the creation of new rights-of-way, will require approximately 9.8 acres of land owned by the Proponents. A plan showing these improvements, including planned new rights of way within the 100 Acres (the "**Infrastructure Improvements**"), is attached hereto as **Exhibit H**.

These New Open Spaces and Infrastructure Improvements are, collectively, the "**Public Realm Enhancements**."

Parking. Based on BTD's guidelines for desired parking ratios of 0.7 spaces per 1,000 square feet of commercial, industrial, and cultural use, 1.0-1.5 spaces per dwelling unit, and the South Boston Parking Freeze regulations, the total parking requirement for the Site is projected to be approximately 7,000 spaces. The Site falls within the Industrial/Commercial and the Piers Zones of the South Boston Parking Freeze, adopted by the Massachusetts Department of Environmental Protection in 2004. Parking for Proposed Projects approved pursuant to this PDA Master Plan will be subject to the provisions of the South Boston Parking Freeze and the jurisdiction of the Boston Air Pollution Control Commission.

Range of Dimensional Requirements. To reinforce the prevailing physical conditions within the historic areas of the 100 Acres and maintain strong, consistent urban street walls throughout the district, new buildings are intended to conform to a zero-lot-line standard and be constructed to the sidewalk. In general, therefore, other than as specified in this PDA Master Plan or an approved Development Plan, the sole dimensional regulations applicable to Proposed Projects for the Site are those of building height and floor-area ratio ("FAR").

New Construction: Building Heights. The buildout plan attached hereto as **Exhibit I** sets forth the building height limits for the development parcels within the Site. The anticipated development parcels within the Site as shown on Exhibit I may be further subdivided or, where appropriate, combined, in whole or in part. Accordingly, actual sites for future individual PDA Development Plans may be greater or lesser in number, and smaller or larger in size, than those depicted.

Most Proposed Projects for new buildings are limited to a height of one hundred feet (100') or less to reinforce the general massing and cornice height established by the existing wharf structures, as well as infrastructure constraints upon the Site. Nine (9) specific sites, however, permit heights in excess of the 100-foot limit. These sites, as identified on Exhibit I, are grouped into three different height zones. Zone 1 is bounded by Summer Street and Wormwood Street (with the latter street being extended to the Fort Point Channel, as depicted on Exhibit I), and includes five (5) sites that will have a height limit of one hundred eighty feet (180'): Parcels A₃, G₃, G₄, U₁, and U₂. To create a consistent visual relationship among the buildings to be constructed on those parcels with frontage on the important Fort Point/Financial

District connector of Summer Street, Parcels U₁ and A₃ will be deemed, for purposes of determining grade, to abut Summer Street only. Zone 2 encompasses the area between Wormwood Street and Mount Washington Avenue, and contains three sites where building heights may reach one hundred fifty feet (150'): Parcels G₈, U₄, and U₅. Zone 3, which covers all the area south of Mount Washington Avenue, contains only one site that exceeds 100 feet, with a height limit of one hundred twenty-five feet (125'): Parcel U₈. This last zone, with its lower building heights, will provide a transition to the surrounding urban fabric of the existing neighborhood.

As identified in Exhibit I, in certain areas along Summer Street and/or east of A Street, there are three sites (the “**Special Sites**”) where, notwithstanding any other provision of this PDA Master Plan to the contrary, Proposed Projects are eligible for additional buildout, as well as height beyond one hundred eighty feet (180’), if such proposals (a) undergo review pursuant to Article 80B of the Code, and (b) provide exceptional public benefits: Parcels A₃, U₁, and U₂. These benefits at a minimum include significant contributions toward one or more of the following objectives:

- **Increasing the city’s housing supply:** proposing to create residential units on a parcel for which alternate, non-residential uses are allowed; or exceeding, in terms of the number of affordable units, depth of affordability, or both, the minimum level of affordability required by the City’s guidelines on affordable housing then in effect;
- **Expanding the city’s economic base:** supporting the diversification and expansion of Boston's economy and job opportunities through economic activity, such as private investment in manufacturing, commercial uses, or research and development; or creating new job opportunities and establishing educational facilities, career counseling, or technical assistance providing instruction or technical assistance in fields related to such jobs;
- **Enhancing the environment:** providing significant open space and related public-realm facilities in addition to those otherwise required by this PDA Master Plan; or incorporating green design principles within a Proposed Project;
- **Strengthening transportation infrastructure:** contributing to area-wide transportation and transit improvements beyond the required traffic mitigation; or
- **Mitigating development impacts:** otherwise exceeding the City’s requirements for community benefits and mitigation.

The appropriate additional building height to be allowed for a Proposed Project for a Special Site will be determined through the Article 80B review process. Any new development on Parcel A₃ must incorporate, to the extent practicable, existing buildings fronting on Summer Street.

New Construction: Floor Area Ratios. The following **Table 1** sets forth the maximum FARs, on an aggregate basis by Parcel Grouping, for all Proposed Projects within the Site, calculated without exclusion of land to be dedicated to Public Realm Enhancements, and without

inclusion of Existing Development. Because these FAR limits apply to the specified Parcel Groupings in the aggregate, individual sites within them may have higher or lower FARs. The aggregate FAR limits are applicable as follows:

Table 1

Parcel Groupings	Full build-out (contingent)	70% build-out (approved)
A ₁ – A ₇	1.8	1.3
G ₁ - G ₈	3.7	2.5
U ₁ - U ₈	3.4	2.5

Existing Buildings. The heights and gross floor areas of all buildings existing within the Site as of the effective date of this PDA Master Plan, as set forth in the following **Table 2** (the “**Existing Buildings**”), as well as all other structural dimensions of these buildings, are deemed to be in compliance with this PDA Master Plan.

Table 2

Parcel	Building	Height	Gross Floor Area (square feet)
	Binford Street Intake Structure	22 feet	4,276
A ₁	263 Summer Street	105 feet	60,108
A ₁	273 Summer Street	110 feet	78,743
A ₁	281 Summer Street	110 feet	56,000
A ₂	319 A Street	80 feet	45,703
A ₂	323 A Street (311 Summer Street)	95 feet	44,000
A ₂	321 Summer Street	135 feet	89,096
A ₃	319 A Street Rear	65 feet	37,920
A ₃	327 Summer Street	95 feet	32,710
A ₃	337 Summer Street	95 feet	41,390
A ₄	49 Melcher Street	80 feet	35,500
A ₄	51 Melcher Street	130 feet	99,000
A ₄	63 Melcher Street	80 feet	28,725
A ₅	10 Necco Street	75 feet	209,500
A ₆	300 A Street	80 feet	91,429
A ₇	324 A Street	15 feet	2,500
G ₂	40 Necco Court	85 feet	54,336
G ₂	50 Necco Court	85 feet	55,344
M ₁	253 Summer Street	74 feet	124,382
M ₁	11-39 Melcher Street	70 feet	105,006
PDA #53	10 Channel Center	75 feet	104,570
PDA #53	15 Channel Center	75 feet	178,873
PDA #53	20 Channel Center	75 feet	61,150
PDA #53	25 Channel Center	128 feet	164,836
PDA #53	30 Channel Center	75 feet	81,214
PDA #53	35 Channel Center	69 feet, 10 inches	85,090
PDA #53	40 Channel Center	60 feet	46,410
PDA #53	5 Channel Center	75 feet	76,650

The 100 Acres includes sections of the Fort Point Channel National Register District and a proposed new Boston Landmark District. These distinctive blocks are characterized by large, ornamental brick warehouses constructed in the late 19th and early 20 centuries. Preservation of the historic scale and character of the 100 Acres is a primary goal of the BRA Master Plan and, accordingly, this PDA Master Plan. Demolition of the area's Existing Buildings must thus be minimized, other than on Parcel A₇, and the building heights and gross floor areas of structures on the sites that are already built out (those Parcels identified as A₁, A₂, A₄, A₅, A₆, G₂, and M₁ on Exhibit I) will be maintained, other than as set forth in this section.

Existing Buildings, other than that located on Parcel A₅, may be extended in any or all of the following three manners, provided that the resulting buildings remain consistent with the aggregate FAR limits set forth in Table 1, above:

1. Infill extensions to a single Existing Building (e.g., the filling in of lightwells, or an extension to the lot line) should be clearly visually demarcated from the original structure, and must conform to the building's cornice line.
2. Where an extension joins an Existing Building to one or more other detached buildings, such extension should likewise be an architecturally distinct element. The building height of such extension need not, however, conform to the Existing Building's cornice line, but such extensions must be set back a minimum of ten (10) feet from all street walls of the Existing Building, and may be approved only if the BRA finds no resulting detriment to area pedestrian circulation.
3. Rooftop additions to an Existing Building must (i) be equivalent to no more than ten percent (10%) of the Existing Building's preexisting gross floor area as set forth in Table 2, above (i.e., without consideration of any new gross floor area added pursuant to this section), (ii) be set back from the cornice line of the Existing Building sufficiently to minimize, and eliminate where feasible, visibility from nearby streets, and (iii) add no more than two (2) stories. Any portion of the extensions subject to the first two paragraphs of this section that extend above the cornice line will be considered to be rooftop additions subject to this paragraph.

Any extension of an Existing Building must undergo BRA Site Plan and Design Review pursuant to BRA guidelines then in effect, as well as Boston Landmarks Commission review, and will require the approval or amendment of a PDA Development Plan for that extension.

Notwithstanding any contrary provisions of the above paragraph, (i) new development on Parcel A₃ shall be governed by the provisions of this PDA Master Plan pertaining to the Special Sites, and (ii) the maximum building height applicable to the parcel identified on Exhibit I as Parcel A₅, which currently contains the Necco Street Garage, is one hundred fifty feet (150'), provided that this Existing Building is (a) substantially demolished, or (b) substantially rehabilitated, which rehabilitation and extension must (i) promote activation of the abutting streets by incorporating ground-floor uses, including within the façade facing Fort Point Park West, that are publicly-accessible and pedestrian-friendly, and (ii) add no net new parking spaces.

Development Review:

Review Guidelines: The BRA Master Plan sets forth architectural and landscape guidelines for the 100 Acres, which will serve as the conceptual basis for future BRA design review guidelines applicable to Proposed Projects subject to this PDA Master Plan. The BRA will also promulgate performance standards for environmental impacts, including but not limited to those relating to shadow and wind impacts on proposed new open spaces.

Shadow Studies: Any scoping determination by the BRA with respect to shadow studies will deem shadows cast by Proposed Projects to be existing shadows (a) with respect to those

Proposed Projects governed by the Municipal Harbor Plan, to the extent that such shadows would be cast by buildings constructed to the Chapter 91 as-of-right building heights, and (b) with respect to all other Proposed Projects on development sites within the Site, to the extent that such shadows are cast by building heights that are consistent with this PDA Master Plan.

Proposed Phasing of Construction.

Timing of Phasing. The buildout of the Site is expected to occur in multiple phases over approximately twenty (20) years. Portions of the Site will not become available for new development until existing activities on those areas are relocated. Market factors will also impact the rate of development, and a Proponent's ability to construct a given Proposed Project within the Site will depend upon the Proposed Project's financial feasibility.

Legal Effect of Phasing. Current parcels within the Site may be reconfigured into multiple parcels, which may be under common or separate ownership and may include a condominium structure, developed sequentially or simultaneously, and separately developed and/or financed (each such parcel is referred to herein as a "**Project Component**"). Any such reconfiguration of those parcels identified in Exhibit I of this PDA Master Plan shall be deemed to be in compliance with this plan as permitted by this section upon the provision of a statement to the BRA setting forth the details of such reconfiguration, including the identities of the transferor(s) and transferee(s) (other than purchasers of individual condominium units), a description as to which land, air rights, and/or development rights have been transferred and which retained, and an itemization as to the height, FAR, and use allocations of buildings permitted and/or erected within the original parcel pursuant to this PDA Master Plan as of the statement date. For purposes of this PDA Master Plan, compliance of the individual Project Components with the requirements of this PDA Master Plan will be determined on an individual Project Component, rather than a Site-wide, basis, except as otherwise expressly provided in this PDA Master Plan. The compliance or non-compliance of any one Project Component will not affect the compliance of any other Project Component. In the event that current parcels within the Site are divided into Project Components, a Certification of Consistency may be issued for any such Project Component.

In the future, and from time to time, one or more of the Project Components 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 or another ownership structure may be created for all or part of the Site. This PDA Master Plan approves any zoning nonconformity created or increased solely 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 Project Components, provided that (i) the use, height, and locational requirements of this Plan with respect to each Project Component are met by the resulting parcel or parcels; (ii) the FAR of each Parcel Grouping does not exceed the maximum density permitted under this PDA Master Plan for that Parcel Grouping; (iii) the parking and loading requirements of this PDA Master Plan are met with respect to each Parcel Grouping as a whole; and (iv) the public benefit obligations required by this PDA Master Plan and any other agreements entered into by a Proponent as a condition of the BRA's Article 80 approval of a Proposed Project are not modified, nor their implementation changed, without the prior written consent of the BRA, and

the scope of the public benefit obligations required by this PDA Master Plan and any other agreements entered into by a Proponent as a condition of the BRA's Article 80 approval of a Proposed Project are not diminished.

Effect of PDA Master Plan. This PDA Master Plan supersedes the provisions of underlying zoning, including, without limitation, Code Article 27P, the South Boston Interim Planning Overlay District, and governs all Proposed Projects for the Site. It is inapplicable, however, to those areas governed by PDA No. 53, which associated PDA Development Plan, and all development thereunder and future amendments thereto, will be deemed to be consistent with this PDA Master Plan. Upon approval by the BRA and the Boston Zoning Commission, any PDA Development Plan for a Proposed Project within the Site that is consistent with this PDA Master Plan will be presumed to be consistent with underlying zoning and all other provisions of the Code.

The (i) conveyance, whether voluntarily by the Proponents or pursuant to takings from the Proponents (a "**Conveyance**"), or (ii) placing into escrow with the BRA of a mutually-acceptable agreement that enables the BRA to make the acquisition, for nominal consideration (an "**Escrow**"), of all of the real property interests owned by the Proponents necessary to construct those Public Realm Enhancements that are shown on the plan entitled "First Phase Public Realm Enhancements," attached hereto as Exhibit J, and itemized on the list attached hereto as Exhibit K (the "**First Phase Public Realm Enhancements**"), including without limitation conveyance of either fee interests or easement interests or both (a "**First Phase Contribution**"), shall be deemed to be the issuance of a permit, for the purpose of applying Section 5 of Chapter 665 of the Acts of 1956, as amended from time to time, for that portion of the development authorized by this PDA Master Plan for the Parcel Grouping of each Proponent making such a First Phase Contribution.

The BRA may condition approval of Proponent's PDA Development Plans upon the Conveyance or Escrow of such real property interests belonging to that Proponent as are necessary to construct or cause the construction of those additional portions of the Public Realm Enhancements related to or appropriate in light of the undertaking of the development described in such PDA Development Plan.

Notwithstanding the foregoing, this PDA Master Plan shall terminate and expire as to each Parcel Grouping, as follows:

- (i) with respect to each of the separate parcels within the USPS Parcel Grouping for which no building permit has been issued, twenty (20) years from the date of conveyance by USPS of each such parcel, or portion thereof, to a third party that is not a successor to the functions of the USPS, but shall continue in force and effect with respect to any such separate parcels, or portions thereof, owned by USPS or such successor;
- (ii) with respect to each of the separate parcels within the Gillette Parcel Grouping for which no building permit has been issued, twenty (20) years from the date of conveyance by Gillette of each such parcel, or portion thereof, to a third party that

is not a successor to Gillette [it being acknowledged that any entity (i) so succeeding by merger, acquisition, or transfer amongst entities (a) that own at least a 50% interest in Gillette, (b) in which Gillette owns at least a 50% interest, or (c) that are in common ownership with Gillette involving at least a 50% interest, or (ii) to which any of such separate parcels is conveyed, will be deemed for these purposes to be a successor to Gillette, so long as that entity owns and operates pursuant to a similar use substantially all of Gillette's South Boston Manufacturing Center], but shall continue in force and effect with respect to any such separate parcels, or portion thereof, owned by Gillette or such successor;

- (iii) with respect to each of the separate parcels within the Archon Parcel Grouping for which no building permit has been issued, twenty (20) years from the date of approval of this PDA Master Plan.

Provided that, upon request of affected owner of land within the USPS Parcel Grouping, the Gillette Parcel Grouping or the Archon Parcel Grouping, the BRA shall have the power to extend each of the aforementioned twenty (20) year periods, whether before or after expiration thereof, for such period of time as the BRA may determine to be appropriate from time to time in order to further the orderly development of the 100 Acres.

Exhibit A
to PDA Master Plan

Project Proponents

1. The Gillette Company is a Delaware corporation with an address of The Prudential Tower, 800 Boylston Street, Boston, Massachusetts 02199.
2. The United States Postal Service is an independent establishment of the Executive Branch of the United States, with an address of 4301 Wilson Boulevard, Suite 300, Arlington, Virginia 22203-1861.
3. A Street Properties I, LLC, A Street Properties II, LLC, A Street Properties III, LLC, and A Street Properties IV, LLC, are all Delaware limited liability companies, each having an address c/o Beacon Capital Partners, Inc., One Federal Street, 26th Floor, Boston, Massachusetts 02110.
4. Boston HSR South Boston LLC is a Delaware limited liability company with an address c/o Beacon Capital Partners, Inc., One Federal Street, 26th Floor, Boston, Massachusetts 02110.
5. W2005 BWH II Realty, L.L.C., and W2005 BWH III Realty, LLC, are Delaware limited liability companies with an address c/o Archon Group, LP, 99 High Street, Boston, Massachusetts 02110
6. Brickman Real Estate Fund II, L.P. is a Delaware limited partnership with an address c/o Brickman Associates, 712 Fifth Avenue, New York, New York 10019.
7. Boston Gold LLC is a Delaware limited liability company with an address of 311 Summer Street, 2nd Floor, Boston, Massachusetts 02210.
8. APCA Property Fund I, L.P. is a Delaware limited partnership with an address c/o Paradigm Properties, 31 Milk Street, Suite 901, Boston, Massachusetts, 02109.

Exhibit B
to PDA Master Plan

Legal Description of the Site

Beginning at the intersection of the Harbor Line on the easterly side of Fort Point Channel and the southerly sideline of Summer Street;

Thence bounded northerly by the southerly sideline of Summer Street to the point where such sideline intersects the westerly sideline of the South Boston Bypass/Haul Road;

Thence bounded easterly by the westerly sideline of the South Boston Bypass/Haul Road to the point where such sideline intersects the northerly sideline of West First Street;

Thence bounded southerly by the northerly sideline of West First Street to the point where such sideline intersects the easterly sideline of A Street;

Thence bounded westerly by the westerly sideline of A Street to the point where such sideline intersects a straight line parallel to and offset 185 feet south of the Layout Line for Binford Street, as described in the Order of Taking recorded on March 18, 2004 as Instrument No. 324 in Book 34037, Page 297, as such line is extended across A Street to such easterly sideline of A Street;

Thence bounded southerly by the aforesaid straight line parallel to and offset 185 feet south of the Layout Line for Binford Street to the point where such straight line intersects the Harbor Line on the easterly sideline of Fort Point Channel; and

Thence bounded westerly by such Harbor Line to the point of beginning.

Containing 49 acres, more or less.

Exhibit C
to PDA Master Plan

Perimeter Survey – PDA No. 69.

Exhibit D
to PDA Master Plan

Illustrative Plan for 100 Acres Development

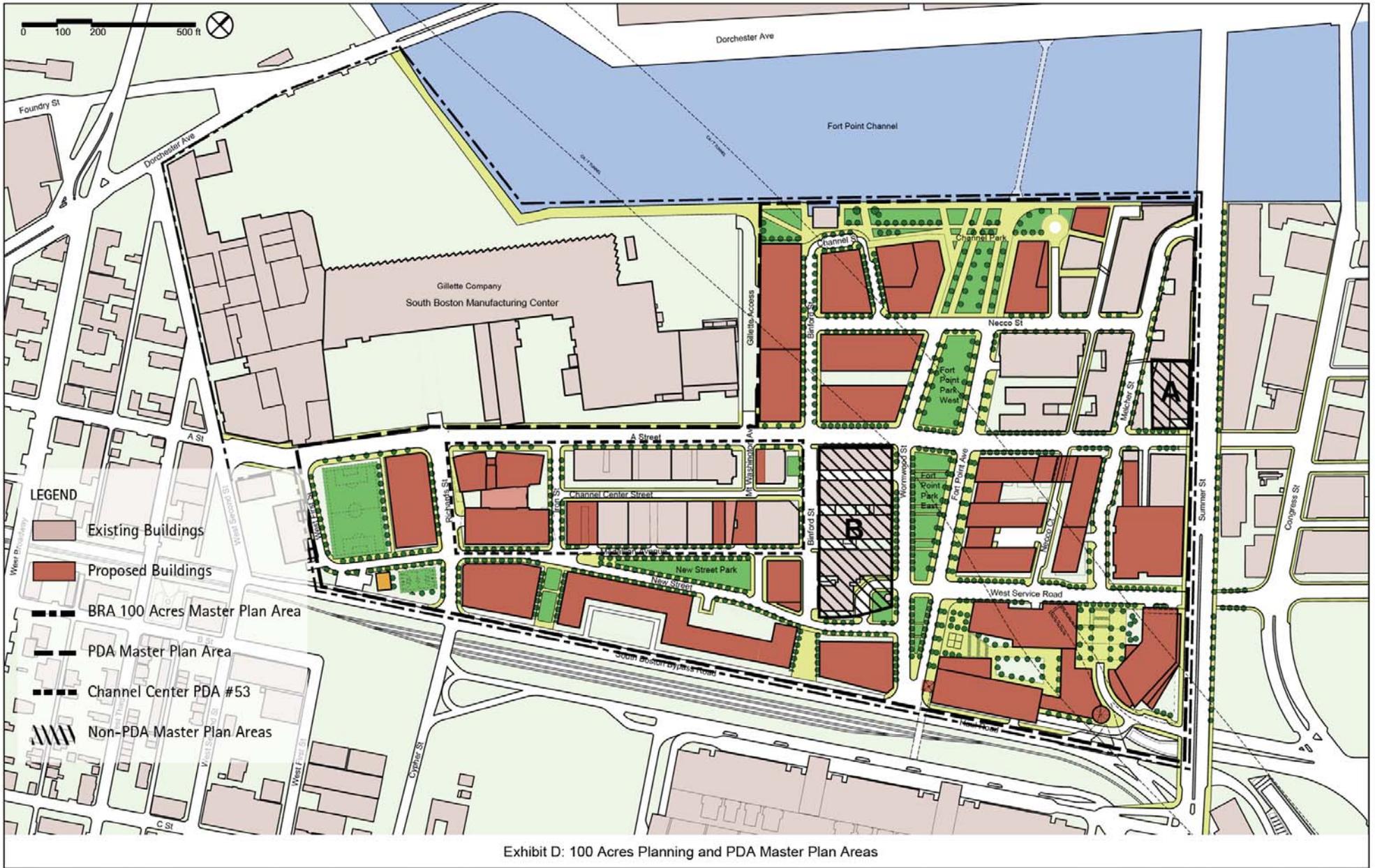


Exhibit D: 100 Acres Planning and PDA Master Plan Areas

Exhibit E
to PDA Master Plan

Use Plan



LEGEND

- BRA 100 Acres Master Plan Area
- PDA Master Plan Area
- Channel Center PDA #53
- Non-PDA Master Plan Areas
- Industrial / Commercial Mixed Use
- Residential / Commercial Mixed Use
- Open Space

Exhibit E : Use Plan

Exhibit F
to PDA Master Plan

Use Item Table

Exhibit E Parcel Category	Use Category	Allowed Use Items
Residential/Commercial Mixed Use and Industrial/Commercial Mixed Use	Banking and Postal Uses	<ul style="list-style-type: none"> • Automatic teller machine • Bank • Drive-in bank • Post office
	Community	<ul style="list-style-type: none"> • Adult education center • Community center • Day care center • Day care center, elderly • Library • Place of worship; monastery; convent; parish house
	Cultural	<ul style="list-style-type: none"> • Art gallery • Art use • Auditorium • Cinema • Concert hall • Museum • Public art, display space • Studios, arts • Studios, production • Theater • Ticket sales
	Entertainment, Restaurant, and Recreational	<ul style="list-style-type: none"> • Amusement game machines • Bar • Bar with live entertainment • Bowling alley • Billiard parlor • Dance hall • Fitness center or gymnasium • Private club not serving alcohol • Private club serving alcohol

Exhibit E Parcel Category	Use Category	Allowed Use Items
		<ul style="list-style-type: none"> • Restaurant • Restaurant with live entertainment • Take-out restaurant
	Office	<ul style="list-style-type: none"> • Agency or professional office • General office • Office of wholesale business
	Industrial	<ul style="list-style-type: none"> • Artist live/work space
	Research and Development	<ul style="list-style-type: none"> • Product development or prototype manufacturing • Research laboratory
	Retail	<ul style="list-style-type: none"> • Arts and crafts shop • Bakery • General retail business • Liquor store • Local retail business • Outdoor sale of garden supplies
	Service	<ul style="list-style-type: none"> • Animal hospital • Barber or beauty shop • Caterer's establishment • Dry-cleaning shop • Laundry, retail service • Laundry, self-service • Photocopying establishment • Shoe repair • Tailor shop
	Temporary Facility	<ul style="list-style-type: none"> • Structure to house any permitted use during any construction period or any other period not exceeding one year
	Tourism-related	
	Trade	<ul style="list-style-type: none"> • Carpenter's shop • Electrician's shop • Machine shop • Photographer's studio • Plumber's shop • Radio/television repair

Exhibit E Parcel Category	Use Category	Allowed Use Items
		<ul style="list-style-type: none"> • Upholsterer's shop • Welder's shop
	Transportation	<ul style="list-style-type: none"> • Marina
	Vehicular	<ul style="list-style-type: none"> • Parking garage • Parking lot
	Accessory	<ul style="list-style-type: none"> • Subject to the provisions of Article 10, all uses customarily incident to, and on the same lot as, a main use
	Ancillary	<ul style="list-style-type: none"> • All uses on a lot adjacent to, or across the street from, but in the same district as, a lawful use to which it is ancillary and ordinarily incident and for which it would be a lawful accessory use if it were on the same lot
Industrial/Commercial Mixed Use only	Industrial and Storage	<ul style="list-style-type: none"> • Cleaning plant • General manufacturing use • Light manufacturing use • Printing plant • Warehousing
	Public Service Uses	<ul style="list-style-type: none"> • Automatic telephone exchange • Courthouse • Outdoor payphone • Penal institution • Police station • Pumping station • Recycling facility (excluding facilities handling toxic waste) • Solid waste transfer station • Sub-station • Telecommunication data distribution center • Telephone exchange
	Transportation	<ul style="list-style-type: none"> • Water terminal

Exhibit E Parcel Category	Use Category	Allowed Use Items
	Vehicular	<ul style="list-style-type: none"> • Repair garage
	Wholesale	<ul style="list-style-type: none"> • Wholesale business
Residential/Commercial Mixed Use only	Residential and residential-related	<ul style="list-style-type: none"> • Row House • Town House • Multi-Family Dwelling • Boarding or Lodging House • Congregate Housing • Continuing Care Retirement Facilities • Assisted Living Facilities • Any occupation customarily operated from a dwelling unit, not involving on premises sales, outside storage, or vehicular repair
Open Space		<ul style="list-style-type: none"> • Open space • Open space recreational building

Exhibit G
to PDA Master Plan
Open Space Plan



Exhibit G : Open Space Plan

Exhibit H
to PDA Master Plan
Rights-of-Way Plan



LEGEND

- BRA 100 Acres Master Plan Area
- PDA Master Plan Area
- Channel Center PDA #53
- Non-PDA Master Plan Areas

Approximate Rights-of-Way Width*:

- Boulevard: +/- 90 Feet
- Primary Arterials: +/- 80 Feet
- Secondary Arterials: +/- 70 Feet
- Collector Roads: +/- 60 Feet
- Local Streets: +/- 50 Feet
- Potential Pedestrian / Emergency / Restricted Vehicle Access

* The Rights-of-Way width may have a (+/-) 5 feet variance. The Rights-of-Way dimensions include roadways, sidewalks and planting strips, and may be adjusted to the minimum extent necessary to retain feasibility of certain development sites over the I-90 highway tunnel box.

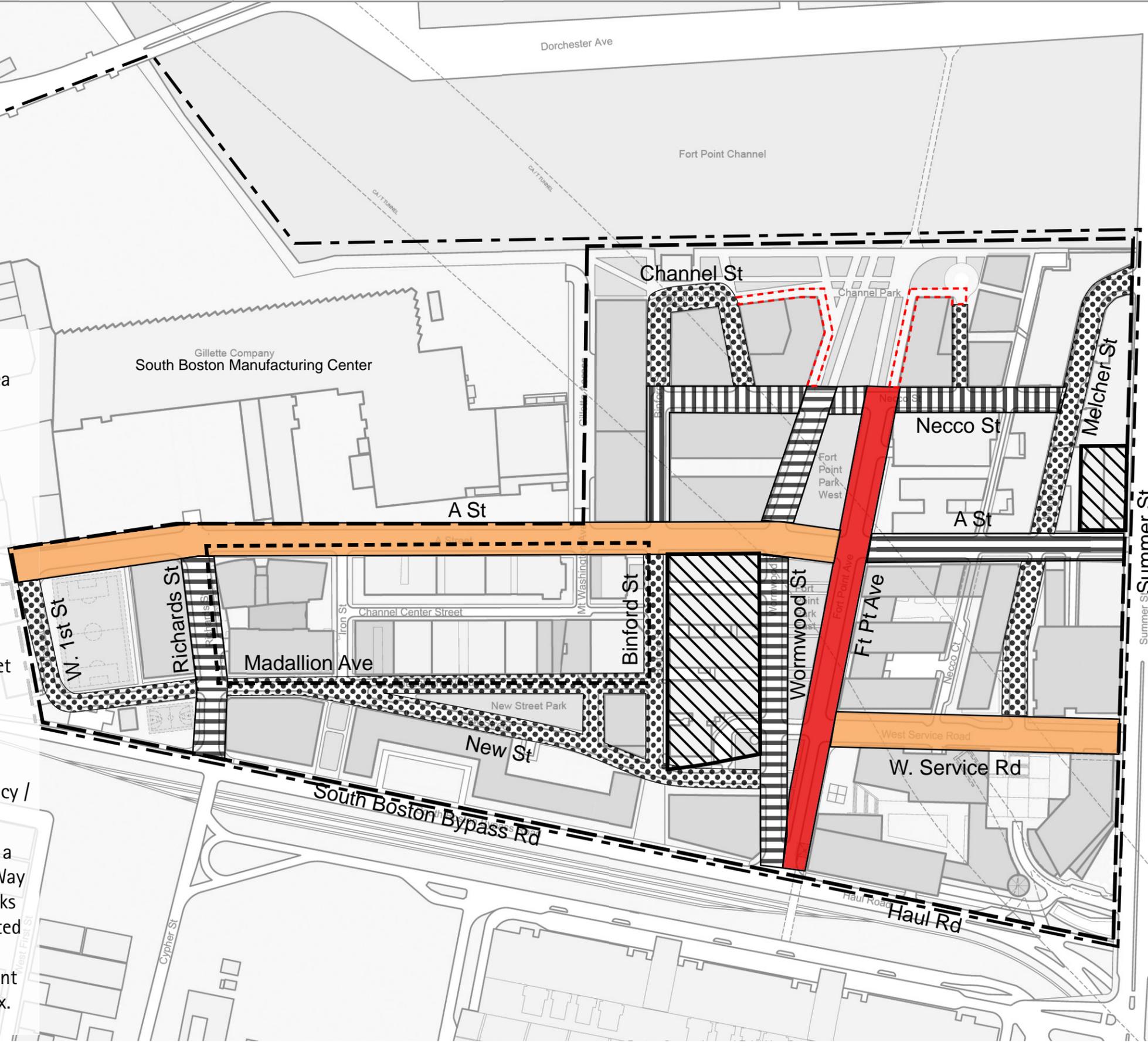


Exhibit H : Rights-of-Way Plan

Exhibit I
to PDA Master Plan

Buildout Plan



Parcel ID	Land Area* (acres)
A1	0.68
A2	0.81
A3	0.66
A4	0.67
A5	0.89
A6	0.63
A7	0.07
G1	0.16
G2	0.49
G3	0.50
G4	0.76
G5	0.53
G6	1.49
G7	0.83
G8	0.57
M1	0.87
U1	5.75
U2	0.87
U3	2.15
U4	0.78
U5	0.30
U6	2.69
U7	0.85
U8	0.79

- BRA 100 Acres Master Plan Area
- - - PDA Master Plan Area
- - - Channel Center PDA #53
- ▨ Non-PDA Master Plan Areas

xx : xxx' Parcel ID: Height Limit

- Ex. Existing Buildings**
- 80 Feet
- 100 Feet
- 125 Feet
- 150 Feet
- 180 Feet
- Special Site***

* The acreage calculation of the land area is approximate and subject to further site survey.
 ** The existing buildings are restricted to their present heights, except that such buildings may have permitted rooftop additions, and a new building on parcel A5 may be built to a height of 150 feet subject to meeting certain conditions set forth in the PDA Master Plan.
 *** A special site is eligible for additional height and build-out with the provision of exceptional public benefits.

Exhibit I : Buildout Plan

Exhibit J
to PDA Master Plan

First Phase Public Realm Enhancements

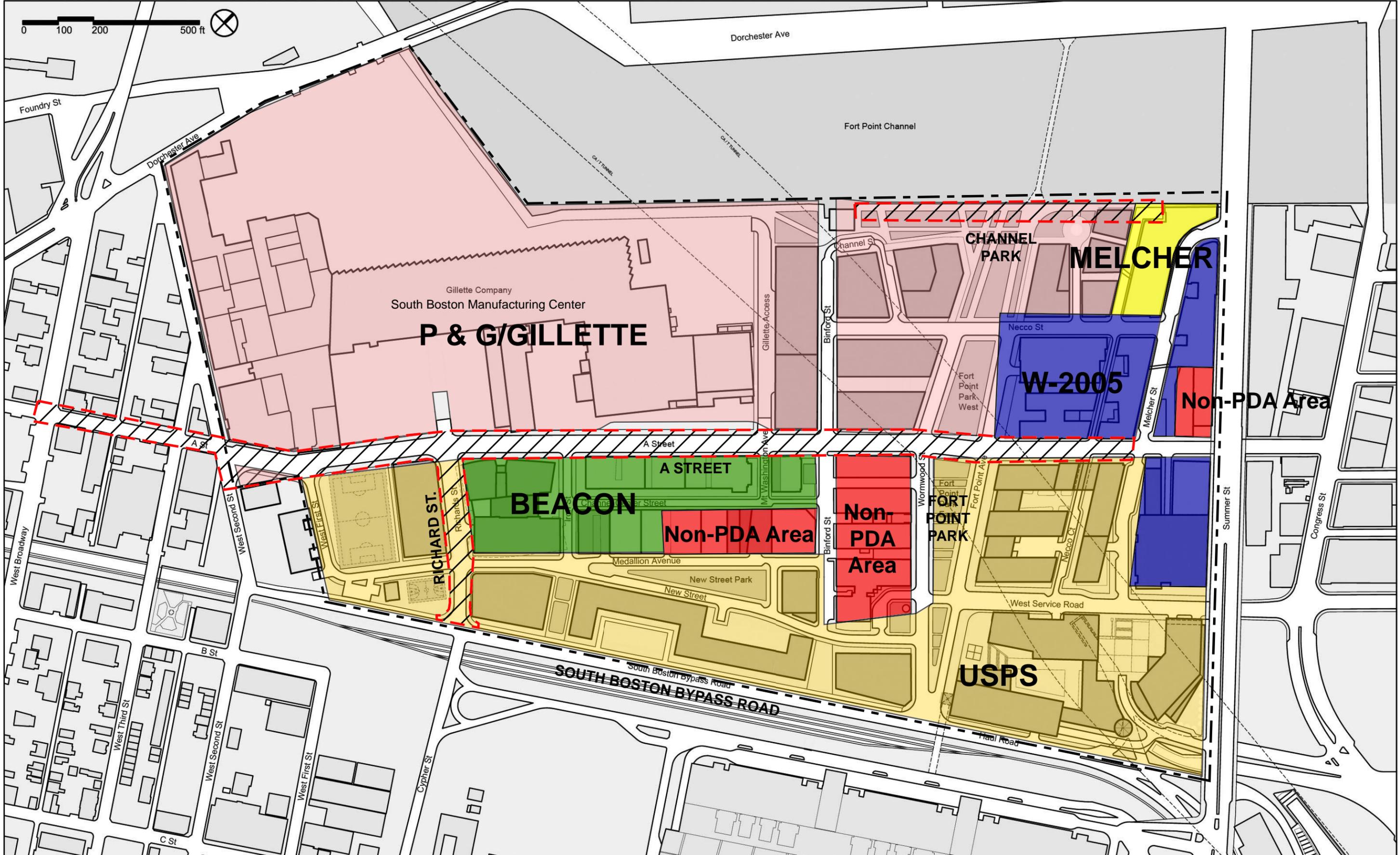


Exhibit J : First Phase Public Realm Enhancements

Exhibit K
to PDA Master Plan

List of First Phase Public Realm Enhancements

1. Melcher Street Signalization and Sequencing
2. Binford Street Signalization and Sequencing
3. Traffic Direction Demonstration Project South of W. 2nd Street or Intersection Widening at A Street/W. 2nd Street (Gillette property, USPS property, and property from other parties not part of this PDA Master Plan required)
4. Richard Street Connector Construction (USPS and Beacon property required)
5. Interim Harborwalk Landscaping/Irrigation (Gillette and Melcher property required)