

**FIRST AMENDMENT TO THE AMENDED AND RESTATED DEVELOPMENT PLAN
FOR**

THE OFFICE BUILDINGS / SPORTS PROJECT

WITHIN

PLANNED DEVELOPMENT AREA NO. 87

BOSTON LANDING

GUEST STREET, LIFE STREET AND ARTHUR STREET

BRIGHTON AREA OF BOSTON

DATED: _____

TABLE OF CONTENTS

	Page
1. The Development Plan.....	1
2. The Proponent.....	2
3. The PDA Master Plan Area/Boston Landing.....	2
4. The Third Amendment to the Master Plan	2
5. The Amended and Restated Development Plan for the Office Buildings / Sports Project (formerly the Office Buildings Project).....	2
6. The First Amendment to the Amended and Restated Development Plan for the Office Buildings / Sports Project	3
7. General Description of Proposed Project and Uses	4
8. Zoning	4
9. Planning Context/Objectives	4
10. Proposed Location and Appearance of Structures	5
11. Density and Dimensions of Proposed Project.....	5
12. Proposed Traffic Circulation.....	5
13. Parking and Loading Facilities	6
14. Access to Public Transportation and Pedestrian Connections	6

15.	Development Schedule	6
16.	Open Space and Landscaping	6
17.	Public Benefits	6
18.	Green Buildings	7
19.	Other Approvals.....	7
20.	Applicability and Compliance	7

Exhibits

Exhibit A	Survey of Proposed Project and Legal Description - C1
Exhibit B	Conceptual Site Plan of the Proposed Project
Exhibit C	Schematic Plans for the Proposed Project
Exhibit D	Site and Traffic Circulation Plan

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1. **The Development Plan.** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston, Massachusetts, as amended (as so amended, the “**Code**”), and the Master Plan for Planned Development Area (“**PDA**”) No. 87, Boston Landing, Guest Street, Life Street and Arthur Street, Brighton Area of Boston, as amended, (as so amended, the “**PDA Master Plan**”), this plan constitutes the First Amendment to the Amended and Restated Development Plan (the “**Development Plan**”) for the Office Buildings / Sports Project (the “**Project**”) located on the northerly side of Guest Street and westerly of the New Balance Headquarters Project and the Hotel Project. This instrument intends to implement the contemplated second phase (the “**Proposed Project**”) of the Project at 40 Guest Street (the “**Site**”). The Project is located within Boston Landing, which contains approximately 15.48 acres (about 674,391 square feet) of land known as and numbered 38-180 Guest Street, 77 Guest Street, 125 Guest Street and three (3) vacant lots, all located in the Brighton Section of Boston, Massachusetts (such land, the “**PDA Master Plan Area**”, also referred to herein as “**Boston Landing**”). The survey of the Site is depicted on the plan dated April 21, 2016 entitled “Exhibit C-1 40 Guest Street Brighton, MA,” prepared by CHA, a copy of which is attached hereto as Exhibit A (the “**Survey**”). The Conceptual Site Plan of the Proposed Project is depicted on Exhibit B attached hereto.

This First Amendment to the Amended and Restated Development Plan (this “**Development Plan**”) sets forth the information on the Proposed Project, including proposed location and appearance of structures, landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, proposed phasing, access to public transportation, and dimensions of structures proposed as part of the Proposed Project.

Upon approval, this Development Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for the Proposed Project will be issued until the Boston Redevelopment Authority (the “**BRA**”) has issued a Certification of Consistency, or a partial Certification of Consistency, as applicable, for such Proposed Project. To the extent that the

Director of the BRA certifies consistency with this Development Plan, the Proposed Project will be deemed to be in compliance with the requirements of the Code under Section 80C-9, to the extent that such requirements have been addressed in this Development Plan.

This Development Plan consists of 8 pages of text, plus the attachments designated as Exhibit A through Exhibit D. All references herein to “this Development Plan” refer to such pages and exhibits. Capitalized terms used but not defined in this Development Plan shall be as defined in Article 2A of the Code as in effect on the date hereof, and not as amended hereafter.

2. **The Proponent.** Courtside Realty, LLC, which is related to Boston Landing LLC (the original owner and developer of Boston Landing), is a privately held Massachusetts limited liability company with its business address at 221 North Beacon Street, Brighton, Massachusetts 02135.

3. **The PDA Master Plan Area/Boston Landing.** Boston Landing consists of 12 parcels of land, comprising 8 tax lots, and contains about 15.48 acres (about 674,391 square feet) of land area located on both the north and south sides of Guest Street. The portion of Boston Landing on the northerly side of Guest Street is bounded to the north by land of the Massachusetts Department of Transportation, to the south by Guest Street, to the east by a Stop & Shop Supermarket and to the west by the office complex known as Brighton Landing. The portion of Boston Landing on the southerly side of Guest Street is bounded to the north by Guest Street, to the south by numerous other property owners, to the east by Arthur Street, and to the west by Life Street. The entirety of Boston Landing is located within the Planned Development Area No. 87 overlay district governed by the PDA Master Plan. The entirety of Boston Landing is owned by Boston Landing LLC, except for (i) the Proposed Project owned by the Proponent, (ii) the New Balance Headquarters Project at 100 Guest Street owned by Railyard Realty, LLC, (iii) the portion of the Office Buildings / Sports Project at 80 Guest Street owned by Ice Box LLC, and (iv) the Residential Project at 125 Guest Street owned by Rail Spur, LLC, all Massachusetts limited liability companies, and all entities related to Boston Landing LLC.

4. **The Third Amendment to the Master Plan.** The Third Amendment to the Master Plan for Planned Development Area No. 87 which was approved by the BRA on August 14, 2014, adopted by the BZC on September 3, 2014, and became effective on September 5, 2014, (i) deleted reference to the Single Office Project; and (ii) permitted the construction of one or more buildings for Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including biotechnology and laboratory use building or buildings (provided, however, that no laboratory classified by the U.S. Centers for Disease Control as a Biosafety Level 3 or 4 (“BSL-3” or “BSL-4”) shall be permitted), Studio Production Use and/or a Multifamily Dwelling and/or Dwellings Use, a Sports Use that may contain venues for ice hockey and basketball, together with accessory parking, loading, Restaurant Use, Retail Use and Service Use, containing up to 720,000 square feet of Floor Area, Gross, exclusive of areas dedicated for parking and loading and exclusive of areas devoted to Retail Use, Restaurant Use and Service Use.

5. **The Amended and Restated Development Plan for the Office Buildings / Sports Project (formerly the Office Buildings Project).** The Amended and Restated Development Plan for the Office Buildings / Sports Project which was approved by the BRA on

October 16, 2014, adopted by the BZC on November 19, 2014, and became effective on November 21, 2014, allowed one building (the “First Building” or First Phase”) with two components for the construction of (i) an Office Component up to 190,000 square feet of Floor Area, Gross, which will be up to 165 feet in Building Height and which may contain Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified as a BSL-3 or BSL-4 shall be permitted) and Studio Production Use; and (ii) a Sports Component up to 75,000 square feet of Floor Area, Gross, will be up to 75 feet in Building Height and may contain an ice skating rink together with locker rooms and associated office space, concession areas, and skate rentals, along with seating areas for approximately 650 spectators. The street address for this site is 80-82 Guest Street.

6. **The First Amendment to the Amended and Restated Development Plan for the Office Buildings / Sports Project.** This Development Plan for the Proposed Project is located at the Site and consists of approximately 1.26 acres (approximately 54,759 square feet). The Site, is bound by Life Street Extension to the east, the Massachusetts Turnpike to the north, the office building with an address of 20 Guest Street to the west and Guest Street to the south. The Proposed Project contains one building (the “Second Building” or Second Phase”) with the following components (the “Components”):

(a) **The Office Component.** The Office Component will be up to 135,000 square feet of Floor Area, Gross, will be up to 99 feet in Building Height and may contain Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified as a BSL-3 or BSL-4 shall be permitted), an athletic use dedicated to private athlete training purposes that may include locker rooms, treatment areas, fitness uses, basketball uses, private food service, Studio Production Uses, and other Uses typical of a professional sports organization and their guests (which may include the hosting of private media, sponsorship and community activities) and that may include seating areas for up to 195 spectators.

(b) **The Restaurant, Retail and Service Component.** The Restaurant, Retail and Service Component will be up to 7,000 square feet of Floor Area, Gross, and may contain Restaurant Uses, Retail Uses and/or Service Uses, including, without limitation, Local Retail Business Uses, Take-out Restaurant Uses, Banking and Postal Uses, Bank Uses, Automatic Teller Machine Uses, Bar Uses, Barber Shop Uses, Beauty Shop Uses, yoga studio uses, and Entertainment Uses.

(c) **The Parking and Loading Component.** The Parking and Loading Component will be up to 84,000 square feet of Floor Area, Gross, containing up to 190 parking spaces at Grade and two levels above Grade. Access to both the Parking and Loading Component will be by means of Life Street Extension at the western terminus of the Service Road.

The previously existing improvements on the Site within the PDA Master Plan Area, where the Proposed Project will be situated, have been razed in order to allow construction of the Proposed Project to proceed.

The Second Building is located in the area as shown on Exhibit B and contains about 1.26 acres or 54,759 square feet of land.

One future proposed project (the “Third Building” or “Phase Three”) is anticipated within the Office Buildings / Sports Project which will be detailed in a future filing that will be referred to as the Second Amendment to the Amended and Restated Development Plan for the Office Buildings / Sports Project. The street address of this future proposed project could be 60 Guest Street.

7. **General Description of Proposed Project and Uses.** This Development Plan for the Proposed Project proposes the construction of one building of up to 135,000 square feet of Floor Area, Gross, and up to 99 feet in Building Height and may contain Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified as a BSL-3 or BSL-4 shall be permitted), an athletic use dedicated to private athlete training purposes that may include locker rooms, treatment areas, fitness uses, basketball uses, private food service, Studio Production Uses, and other Uses typical of a professional sports organization and their guests (which may include the hosting of private media, sponsorship and community activities) and that may include seating areas for up to 195 spectators, exclusive of parking and loading, Retail Use, Restaurant use and Service Use. Up to 7,000 square feet of Floor Area, Gross may be used for Restaurant Uses, Retail Uses and/or Service Uses, including, without limitation, Local Retail Business Uses, Take-out Restaurant Uses, Banking and Postal Uses, Bank Uses, Automatic Teller Machine Uses, Bar Uses, Barber Shop Uses, Beauty Shop Uses, yoga studio uses, and Entertainment Uses, and up to 190 parking spaces at grade and above grade. Parking and loading will be accessed by means of the Life Street Extension at the western terminus of the Service Road.

8. **Zoning.** The underlying zoning for Boston Landing is governed by the Allston-Brighton Neighborhood District Article 51 of the Code. Boston Landing is located within the Guest Street Industrial Subdistrict of the underlying zoning. Upon approval of each, the PDA Master Plan and this Development Plan will provide the zoning for the Site and the Proposed Project. The Proposed Project will comply with Article 37, Green Buildings, of the Code.

9. **Planning Context/Objectives.** The Proposed Project is part of a mixed-use development on a portion of the approximately 15.48 acres of land adjacent to 20 Guest Street and along the Massachusetts Turnpike in the City of Boston’s Brighton neighborhood. The PDA Master Plan calls for the revitalization of a former industrial area that once served as the region’s largest Stockyard, into a vibrant 20th century destination for companies with a shared vision to create a district where the focus will be on health and wellness. Boston Landing LLC’s mission (and the mission of its related development entities) is to create a state-of-the-art development that compliments the existing neighborhood fabric and introduces mixed uses, including, without limitation, new office space, retail stores, restaurants, service establishments, residential uses and sports related uses. The property in the area previously consisted of outdated and in some cases vacant, industrial buildings with total of less than 1% of landscaped open space. With guidance from the Brighton Guest Street Planning Study, Boston Landing LLC has laid a new foundation for the vision of the Guest Street, Life Street and Arthur Street corridors, with well-designed and a well-coordinated mix of buildings, uses and facilities, and with a generous supply of

landscaped open space. The Proposed Project is part of a new mixed-use development within an established neighborhood that will compliment and expand upon existing amenities.

10. **Proposed Location and Appearance of Structures.** The location of the Proposed Project will be consistent with the Conceptual Site Plan as shown on Exhibit B attached hereto. Schematic Plans for the Proposed Project are attached hereto as Exhibit C, and they will continue to evolve during the course of further design development, subject to the design review process by the BRA pursuant to Article 80B of the Code. The Proposed Project will also be subject to Boston Civic Design Commission review pursuant to Article 28 of the Code, to the extent applicable. Final architectural plans and specifications for the Proposed Project will be submitted to the BRA for approval. The issuance of a building permit for the Proposed Project will occur after the issuance of a Certification of Consistency, or Partial Certification of Consistency, as applicable, in connection with this Development Plan pursuant to Section 80C-8 of the Code, and a Certification of Compliance or partial Certification of Compliance pursuant to Article 80B of the Code.

11. **Density and Dimensions of Proposed Project.** The Proposed Project proposes the construction of one building of up to 135,000 square feet of Floor Area, Gross, and up to 99 feet in Building Height, and may contain Office Use, Clinic Use (but not to establish a Hospital or Institutional Use), Research and Development Use, including a Biotechnical and Laboratory Use (provided that no laboratory classified as a BSL-3 or BSL-4 shall be permitted), an athletic use dedicated to private athlete training purposes that may include locker rooms, treatment areas, fitness uses, basketball uses, private food service, Studio Production Uses, and other Uses typical of a professional sports organization and their guests (which may include the hosting of private media, sponsorship and community activities) and that may include seating areas for up to 195 spectators, exclusive of parking and loading, Retail Use, Restaurant use and Service Use. Up to 7,000 square feet of Floor Area, Gross may be used for Restaurant Uses, Retail Uses and/or Service Uses, including, without limitation, Local Retail Business Uses, Take-out Restaurant Uses, Banking and Postal Uses, Bank Uses, Automatic Teller Machine Uses, Bar Uses, Barber Shop Uses, Beauty Shop Uses, yoga studio uses, and Entertainment Uses, and up to 190 parking spaces at grade and above grade. Parking and Loading are both accessed by means of Life Street Extension at the western terminus of the Service Road.

12. **Proposed Traffic Circulation.** Boston Landing is bounded on the north and south by Guest Street, on the west by Life Street and on the east by Arthur Street. It is also in close proximity to Market Street and North Beacon Street. Most are public streets under the jurisdiction of the City of Boston. Guest Street and Life Street underwent full depth reconstruction and are in compliance with the guidelines of the City of Boston's Complete Streets Guidelines. Boston Landing allows Life Street to be extended to the north, across Guest Street to the Service Road that runs parallel with the Turnpike. The northern terminus of what is currently being referred to as the Hichborn Street Extension has been constructed north of Guest Street and runs beneath the New Balance Headquarters Building to the Service Road. Arthur Street has been extended across the eastern end of Guest Street to the eastern terminus of the Service Road and the pick-up and drop-off location for the Boston Landing at Allston Brighton Commuter Rail Station.

The proposed vehicular and pedestrian circulation patterns are shown on the Site and Traffic Circulation Plan attached hereto as Exhibit D. Sidewalks along Guest Street and Life Street have been expanded to provide more comfortable pedestrian circulation.

13. **Parking and Loading Facilities.** While it is anticipated that there will be up to 1,900 parking spaces to serve the Proposed Project and the Other Future Proposed Projects, and adequate loading facilities will be provided, the number and location of the parking and loading components will be determined as part of the Article 80 review process. The Proposed Project will be built along with up to 190 parking spaces. The parking spaces will be located at and above grade. The PDA Master Plan allows for up to 851,000 square feet of Floor Area, Gross of parking and loading areas in the aggregate for all of the Future Proposed Projects, including the Proposed Project, of which approximately 479,500 square feet of parking and loading areas will be located at or above grade. Of the approximately 80,000 square feet of parking associated with the Proposed Project, all spaces will be located at grade and above grade concealed behind retail and façade treatments. Areas dedicated to loading for the Proposed Project will be approximately 4,000 square feet, at grade.

14. **Access to Public Transportation and Pedestrian Connections.** Boston Landing is served by MBTA Bus #64 and #68. It is anticipated that in the spring of 2017, Boston Landing LLC will complete construction on the Boston Landing at Allston Brighton Commuter Rail Station. In addition, the regular shuttle service to and from Kenmore Square and Harvard Square will be provided.

15. **Development Schedule.** The Proponent expects to commence construction of the Proposed Project not later than October of 2016.

16. **Open Space and Landscaping.** As is shown on Exhibit B, Boston Landing will be enhanced and beautified by well-designed, landscaped open space and streetscape. Open space and streetscape will continue to transform the Site from what was a sea of asphalt and former warehouses into areas where the community can gather and enjoy the available amenities.

17. **Public Benefits.** The Proposed Project will provide the following benefits, at a minimum:

(a) The Proposed Project will have a design that responds favorably to each of the completed projects and the Other Future Proposed Projects, as well as being sensitive and responsive to its surrounding context;

(b) The Proposed Project will minimize environmental impacts;

(c) The Proposed Project will provide considerably more real estate tax revenue for the City of Boston;

(d) The Proposed Project will generate housing linkage funds and jobs linkage funds for the City of Boston;

(e) The Proposed Project establishes an anchor for renewed activity along the Guest Street and Life Street corridors;

(f) The Proposed Project will create another LEED certifiable building along the spine of the Massachusetts Turnpike;

(g) The Proposed Project will expand the diversity of uses in the Boston Landing area to insure long-term activity and vitality; and

(h) The Proposed Project will enhance a new pedestrian realm with the addition of Life Street “Extension”, the continuation of the Service Road, and with sidewalks and streetscape improvements throughout.

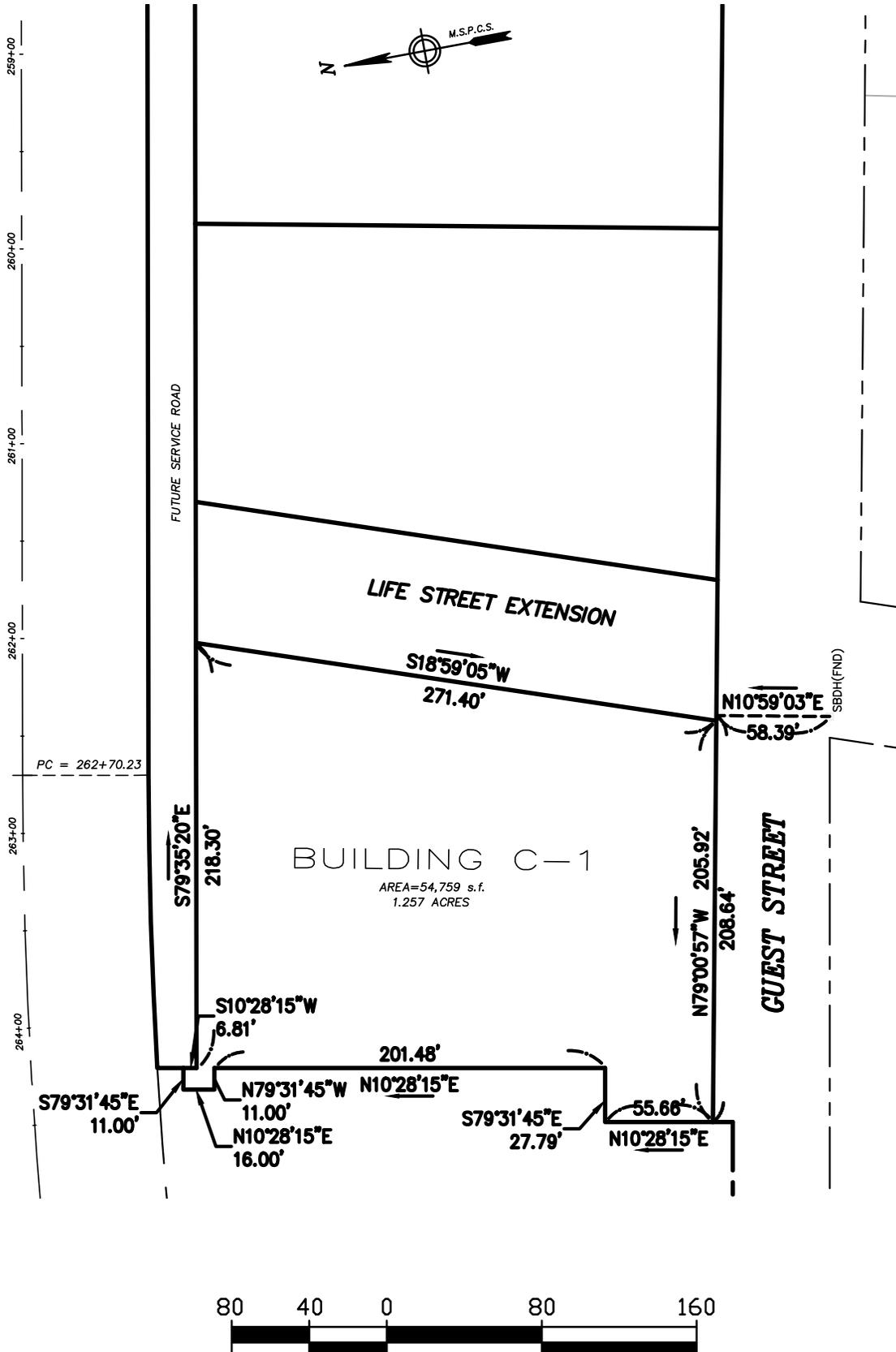
18. **Green Buildings.** Article 37 of the Code was promulgated to promote sustainable development in the City of Boston, and requires certain Proposed Projects to be “LEED Certifiable” (as defined in Section 37-2 of the Code). Accordingly, the Proposed Project will be planned, designed, and constructed to achieve the level “certifiable” using the most current applicable LEED building rating system promulgated by the U.S. Green Building Council, in compliance with Article 37 of the Code. The Proponent is committed to a sustainable design for of the Proposed Project, and it will be “LEED Certifiable.” As the design of the Proposed Project progresses, the Proponent will file with the BRA such additional LEED information as is required under Article 37 and in conjunction with the review and compliance requirements of Article 80B of the Code, as applicable.

19. **Other Approvals.** The design of the Proposed Project will be subject to further review by the Boston Civic Design Commission, and to further review by the BRA of the schematic design, design development and construction drawings, pursuant to the BRA’s Development Review Guidelines and Article 80B of the Code. Aspects of the Proposed Project may also require approvals of other governmental agencies, such as the City of Boston’s Public Improvement Commission, and Boston Zoning Commission.

20. **Applicability and Compliance.** In accordance with Section 80C-8 of the Zoning Code, the consistency of the Proposed Project with this Development Plan, as evidenced by the issuance by the BRA of one or more Certifications of Consistency or Partial Certifications of Consistency therefor, constitutes compliance with the dimensional, density, use, parking, loading, green building and other requirements of the Code, to the extent that such requirements have been addressed in the PDA Master Plan and this Development Plan. Where any conflict exists between the provisions of the PDA Master Plan or this Development Plan and any provisions of the underlying zoning for the PDA Master Plan Area, the provisions of the PDA Master Plan and this Development Plan shall be dispositive. For the purposes of the PDA Master Plan and this Development Plan, the compliance of the Proposed Project with this Plan shall not affect the compliance of any Other Future Proposed Project with the PDA Master Plan or this Development Plan. In the future, the parcels comprising Boston Landing may be consolidated and/or subdivided into one or more separate parcels. The PDA Master Plan and this Development Plan seek approval for any zoning nonconformity created or increased by the separation of ownership of the Boston Landing area, or by the consolidation, subdivision, or re-subdivision of such parcels, provided that the appropriate use, dimensional/density, parking and loading requirements of the PDA Master Plan and this Development Plan are met by the resulting parcel or parcels.

Exhibit A

Survey of Proposed Project and Legal Description - C1



TITLE:
EXHIBIT C-1
40 GUEST STREET
BRIGHTON, MA

DATE: APRIL 21, 2016
 SCALE: 1"=80'
 DRAWN: GXD CHECK: WJD
 DWG. NO.: 25381-1001

Legal Description – C1

A certain parcel of land with all buildings, facilities and improvements thereon situated in the Brighton District of Boston, Massachusetts, the same being known as and numbered 40 Guest Street, and the same being shown as “Building C-1” on a plan entitled “Exhibit C-1, 40 Guest Street Brighton, MA (Suffolk County)”, dated April 21, 2016, prepared by CHA, bounded and described according to said plan, as follows:

NORTHERLY	by the Future Service Road, 218.30 feet;
EASTERLY	by Life Street Extension, 271.40 feet;
SOUTHERLY	by Guest Street, 205.92 feet;
WESTERLY	by land now or formerly of Brighton Landing Condominium, 55.66 feet;
NORTHERLY	by the same, 27.79 feet;
WESTERLY	by the same, 201.48 feet;
SOUTHERLY	by the same, 11 feet;
WESTERLY	by the same, 16 feet;
NORTHERLY	by the same, 11 feet; and
EASTERLY	by said Future Service Road, 6.81 feet.

Containing 54,759 square feet or 1.257 acres of land, according to said plan.

Exhibit B

Conceptual Site Plan of the Proposed Project

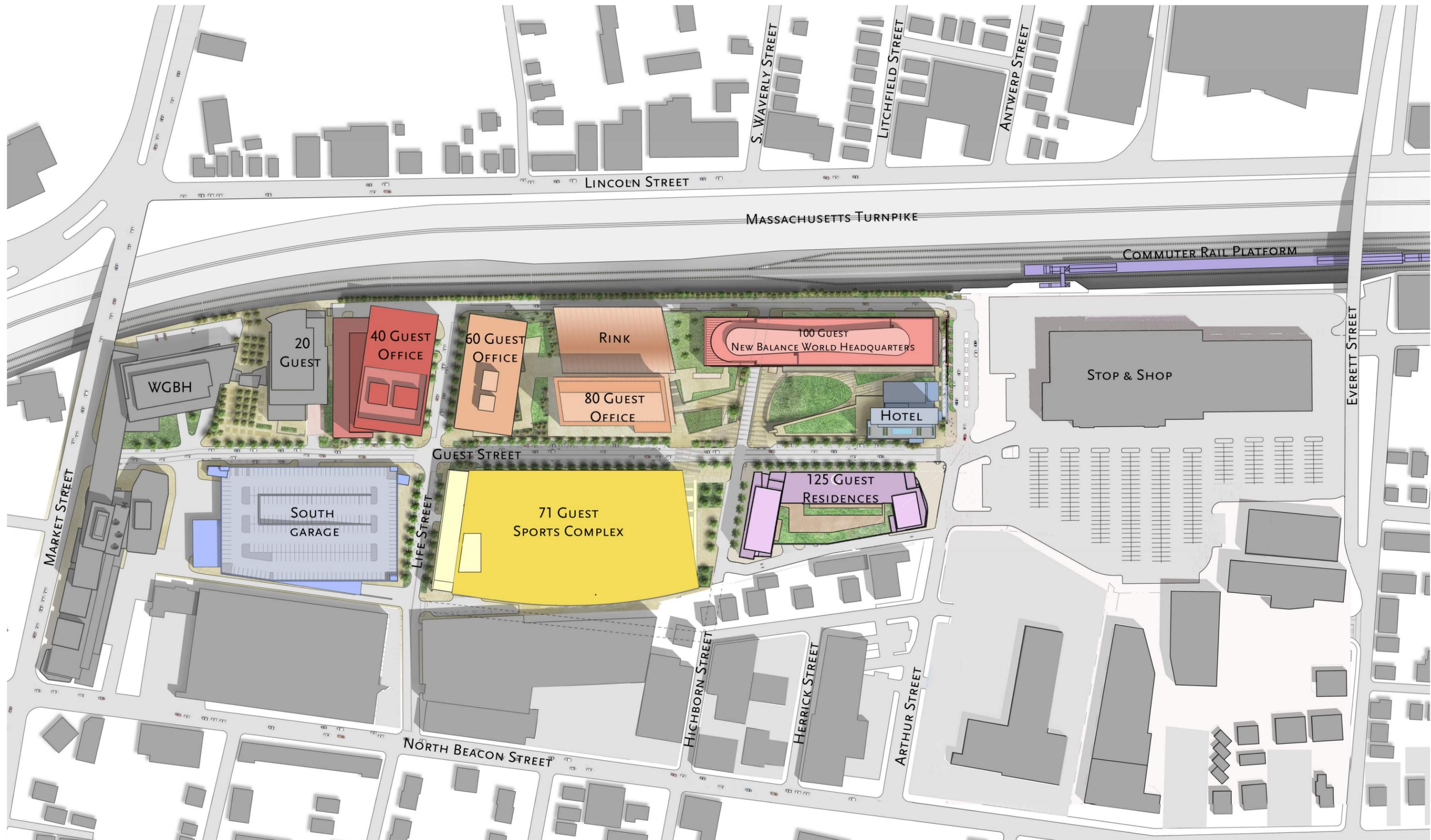
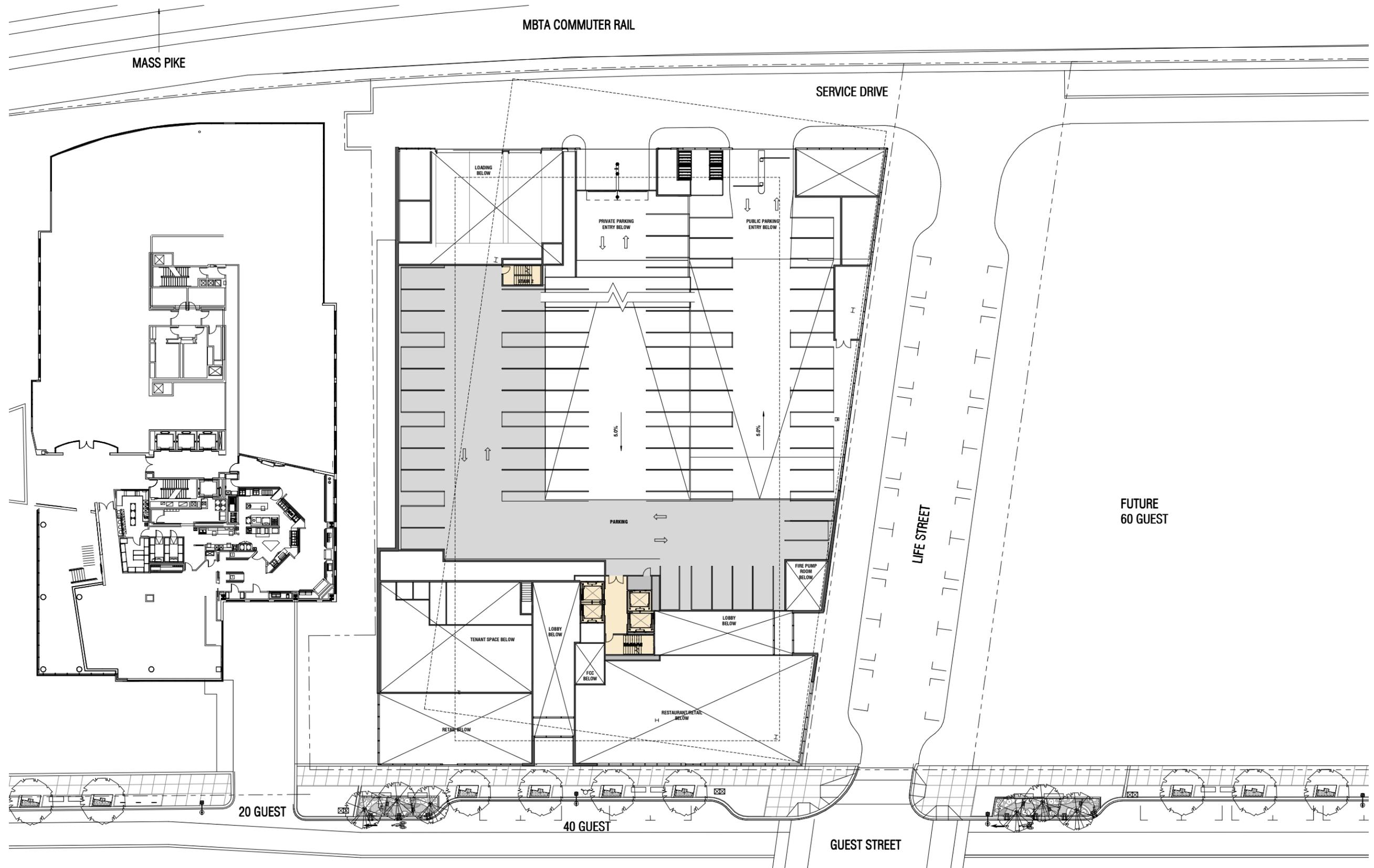
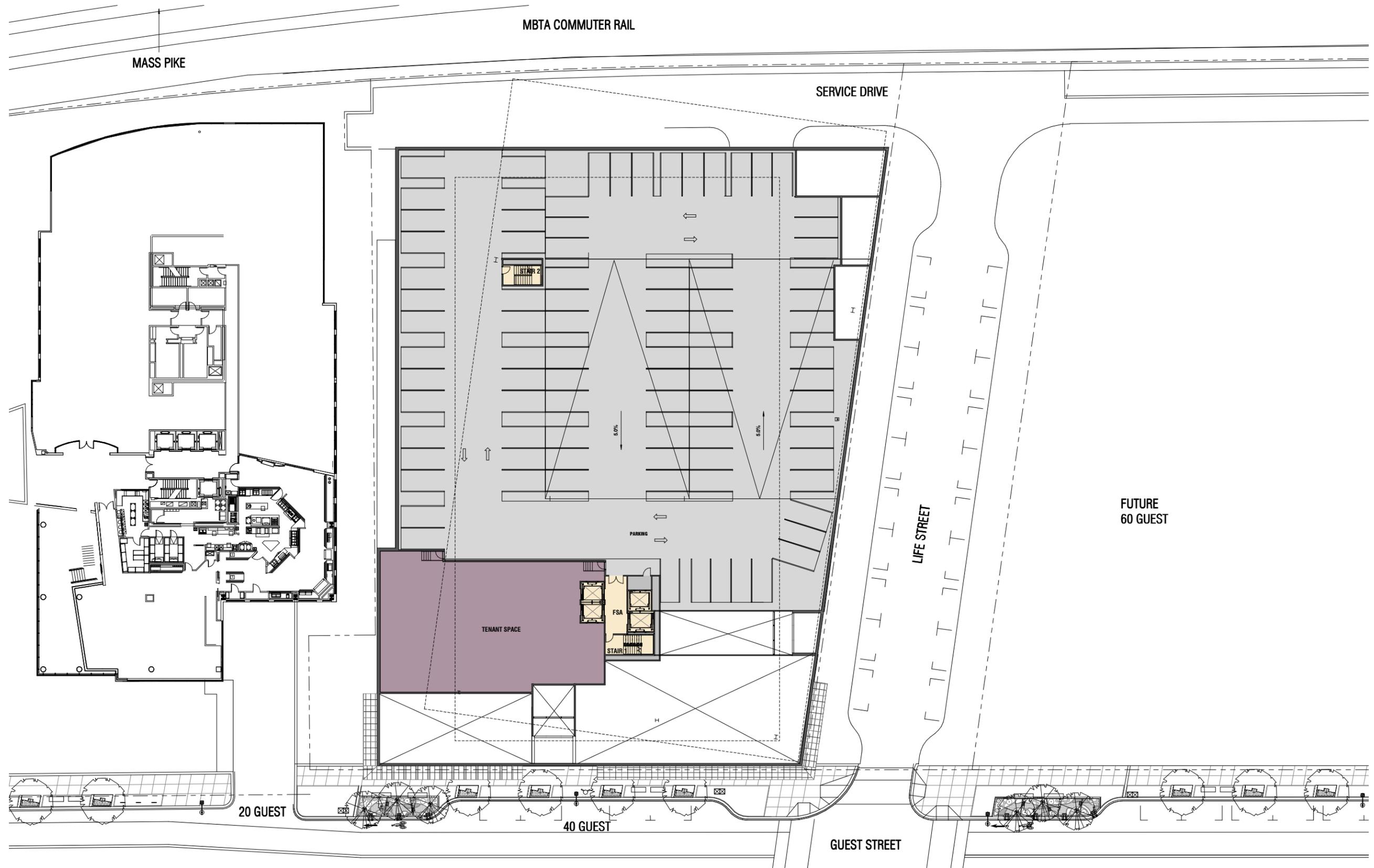


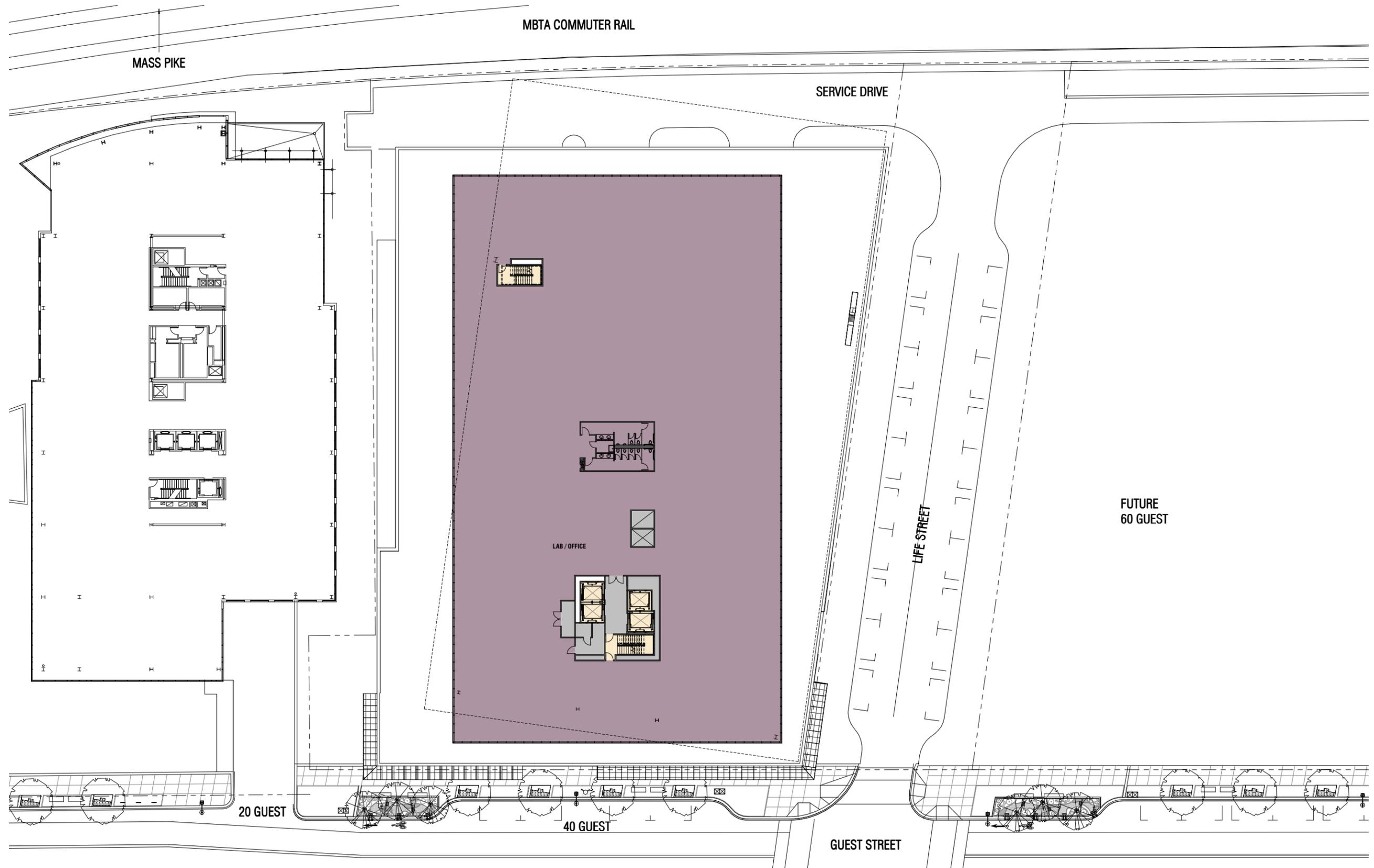
Exhibit C

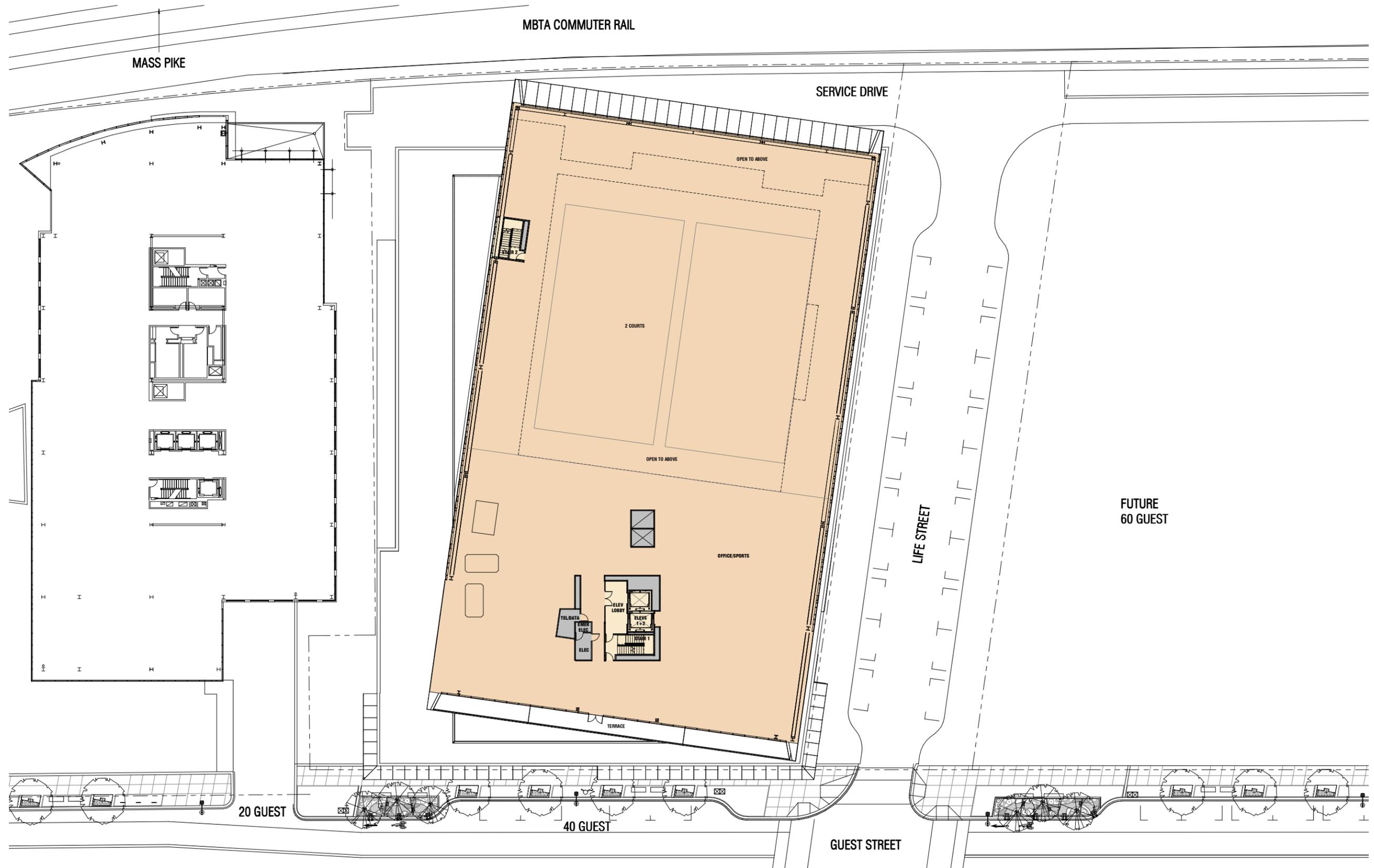
Schematic Plans for the Proposed Project

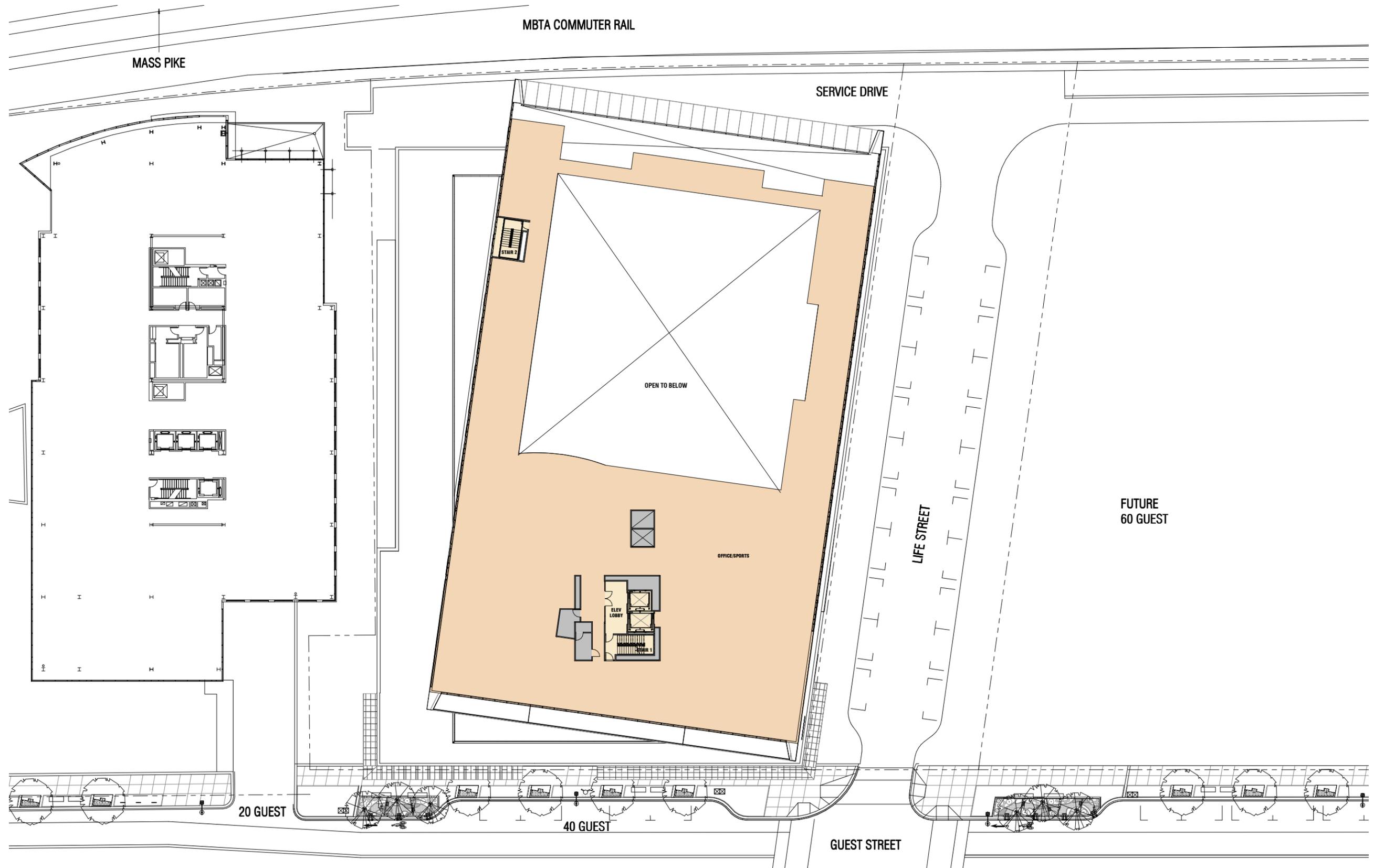












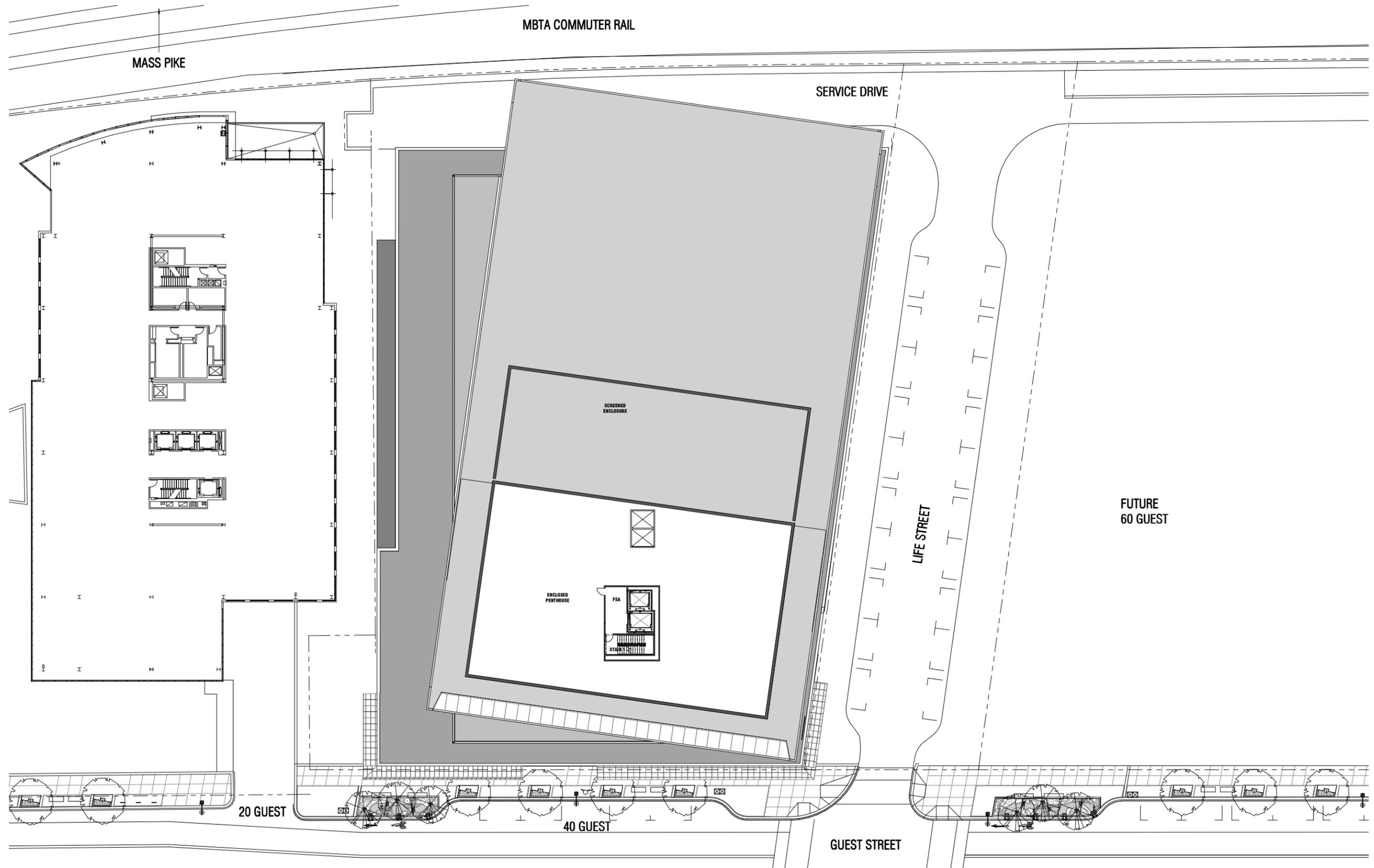


Exhibit D

Site and Traffic Circulation Plan

