

BOSTON REDEVELOPMENT AUTHORITY
CHAIRMAN'S STATEMENT
June 13, 2019

This is a public hearing before the Boston Redevelopment Authority, doing business as, the Boston Planning & Development Agency, being held in conformance with Article 80 of the Boston Zoning Code, to consider the Development Plan for Planned Development Area No. 123, consisting of the renovation of the 20 Clinton Street, Dock Square Garage in Downtown.

The hearing was duly advertised on May 29, 2019 in the Boston Herald.

In a BPDA hearing on a proposed petition by the Agency, staff members will first present their case and are subject to questioning by members of the Agency. Thereafter, others who wish to speak in favor of the proposed petition are afforded an opportunity to do so under the same rules of questioning. Following that, those who wish to speak in opposition may do so, again under the same rules of questioning. Finally, the proponents are allowed a period of five to ten minutes for rebuttal if they so desire. In an effort to accommodate all who would like to speak about this proposal, each person will be given up to two minutes to comment. BPDA staff will indicate when thirty seconds remain. At that time, please conclude your remarks so that the hearing may continue and others may be heard.

Mr. Sinatra will present.

BOARD APPROVED

MEMORANDUM

JUNE 13, 2019

**TO: BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY (BPDA)*
AND BRIAN P. GOLDEN, DIRECTOR**

**FROM: JONATHAN GREELEY, DIRECTOR OF DEVELOPMENT REVIEW
MICHAEL CHRISTOPHER, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW/GOVERNMENT AFFAIRS
DAVID CARLSON, DEPUTY DIRECTOR FOR URBAN DESIGN .
LAUREN SHURTLEFF, DEPUTY DIRECTOR FOR DOWNTOWN
& NEIGHBORHOOD PLANNING
KENNAN RHYNE, SENIOR PLANNER II
ALEXA PINARD, URBAN DESIGNER II
MICHAEL SINATRA, PROJECT MANAGER**

**SUBJECT: PUBLIC HEARING TO CONSIDER THE DEVELOPMENT PLAN FOR
PLANNED DEVELOPMENT AREA NO. 123, 20 CLINTON STREET (DOCK
SQUARE GARAGE) - DOWNTOWN**

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority ("BRA") d/b/a Boston Planning & Development Agency ("BPDA"): (1) approve the Development Plan for Planned Development Area No. 123, 20 Clinton Street, Dock Square Garage in Downtown and also known as Parcel E-8 in the Downtown Waterfront-Faneuil Hall Urban Renewal Plan, Project No. Mass. R-77 (the "Development Plan"), pursuant to Section 80C of the Boston Zoning Code (the "Code"); (2) authorize the Director of the BPDA to issue a Scoping Determination waiving the requirement of further review pursuant to Section 80B-5.3(d) of the Code for the Proposed Project (as defined below); (3) authorize the Director to petition the Boston Zoning Commission for approval of the Development Plan and the associated map amendment, pursuant to Sections 3-1A.a and 80C of the Code; (4) authorize the Director to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Proposed Project (as defined below) pursuant to Section 80B-6 of the Code, upon successful completion of the Article 80 Large Project Review process; (5) authorize the Director to issue one or more

* Effective October 20, 2016, the BRA commenced doing business as BPDA.

Certifications of Consistency or Partial Certifications of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code, upon successful completion of the Article 80C Planned Development Area Review process; (6) authorize the Director to execute and deliver a Cooperation Agreement, an Affordable Housing Agreement ("AHA"), and any and all other documents as the Director deems appropriate and necessary in connection with the Proposed Project and the Development Plan; (7) adopt the Resolution entitled "RESOLUTION OF THE BOSTON REDEVELOPMENT AUTHORITY REGARDING MINOR MODIFICATION TO THE DOWNTOWN WATERFRONT - FANEUIL HALL URBAN RENEWAL PLAN, MASS. R-77 WITH RESPECT TO PARCEL E-8"; and (8) enter into an Amended and Restated Land Disposition Agreement in connection with Parcel E-8 in the Downtown-Faneuil Hall Urban Renewal Plan, Project No. Mass R-77.

PROJECT SITE

The project site is an approximately 51,027 square-foot ("sf") site located in downtown Boston, and is bounded by Clinton Street to the south, John F. Fitzgerald Surface Road to the northeast, and North Street to the northwest (the "Project Site"). The Project Site currently contains a 698-space, seven-level parking structure, known as Dock Square Parking Garage, with restaurant space on the ground floor currently occupied by the Hard Rock Café. At the corner of North and Clinton streets, the Project site contains an underutilized brick-paved plaza that is open to the public. The Project site presents an opportunity to improve a blank spot in an otherwise active area.

DEVELOPMENT TEAM

Address/Location: 20 Clinton Street

Developer: FPG DS Owner One, LLC and FPG DS Owner Two, LLC
45 Main Street, #800
Brooklyn, NY 11201
(718) 907-7700
Jonathan Landau
John Matteson

Architect: Stantec Architecture

311 Summer Street
Boston, MA 02210
(617) 234-3100
James Gray, AIA
Aeron Hodges, AIA
Meagan Sippel

Landscape

Architect: Stantec
226 Causeway Street
Boston, MA 02114
(617) 523-8103
Robert Corning
Mike Nowicki

Legal Counsel: Reuben, Junius & Rose, LLP
171 High Street
Newburyport, MA 01950
(978) 376-6355
Jared Eigerman, Esq.

Permitting

Consultants: Epsilon Associates, Inc.
3 Clock Tower Place, Suite 250
Maynard, MA 01754
(978) 897-7100
Cindy Schlessinger
Talya Moked, LEED AP BD+C

Transportation

Consultant: Howard Stein Hudson
11 Beacon Street, Suite 1010
Boston, MA 02108
(617) 482-7080
Brian Beisel
Michael Littman

Civil Engineer: Nitsch Engineering
2 Center Plaza, Suite 430

Boston, MA 02108
(617) 338-0063
Deborah M. Danik, PE
Ryan Gordon

Community
Outreach:

Nauset Strategies
One Design Place, Suite 638
Boston, MA 02210
(617) 523-3097
Michael K. Vaughan
Christine McMahon

DESCRIPTION AND PROGRAM

The Proponents propose to remove two (2) of the existing seven (7) parking levels, and build an up to 243,500 sf, six- (6) story vertical addition of residential space to the existing building, and add up to another 3,000 sf of residential space to the lower floors by a combination of horizontal expansion and conversion of parking area (the "Proposed Project").

The Proposed Project will contain up to 209 multifamily homeownership units, and reduce the current 698 publicly available garage parking spaces to approximately 450 spaces, some of which will be made available for occupants of the residential units included in the Proposed Project. The garage will also be redesigned to accommodate valet services and mechanical lifts. To accommodate a new ground-floor residential lobby, the existing retail / restaurant / services space on the ground floor will be reconfigured to approximately 11,500 sf, including an entirely new retail / restaurant / services space facing John F. Fitzgerald Surface Road.

The total gross floor area ("GFA") of the Proposed Project is a maximum of 420,000 sf, with a maximum floor area ratio ("FAR") of 8.2. The Proposed Project will have a building height of up to 11 stories, and 124 feet and 8 inches (124'-8") above average grade.

ARTICLE 80 REVIEW PROCESS

On January 8, 2018, the Proponent filed a Letter of Intent ("LOI") in accordance with the BPDA's policy regarding Provision of Mitigation by Development Projects in

Boston. On January 18, 2018 letters soliciting nominations for the Impact Advisory Group ("IAG") were delivered to local and state elected officials. On February 15, 2018 the IAG was finalized with eleven (11) members.

The Proponent filed a Project Notification Form ("PNF") for the Proposed Project on February 16, 2018, which initiated a thirty (30) day public comment period, which was extended through mutual consent between the Proponent and BPDA, and concluded on March 16, 2018. Notice of the receipt of the PNF by the BPDA was published in the Boston Herald on February 16, 2018. The notice and PNF were sent to the City's public agencies/departments and elected officials pursuant to Section 80A-2 of the Code. Additionally, copies of the PNF were sent to all IAG members.

Pursuant to Section 80B-5.3 of the Code, a Scoping Session related to the PNF was held on March 8, 2018 with the City's public agencies and elected officials to review and discuss the Proposed Project.

The Proponent subsequently filed a Development Plan on January 7, 2019, which initiated a forty-five (45) day public comment period with a closing date of February 22, 2019. Notice of the receipt of the Development Plan by the BPDA was published in the Boston Herald on January 7, 2019. The notice and Development Plan were sent to the City's public agencies/departments and elected officials pursuant to Section 80A-2 of the Code. Additionally, copies of the Development Plan were sent to all of the IAG members.

All of the above noted project filings triggered a series of BPDA-sponsored meetings with both the general public and the IAG in which the Proposed Project and its related components were discussed and reviewed. Below is a list of the BPDA-sponsored public meetings that have been held to date on the Proposed Project:

IAG Meeting: March 22, 2018

IAG Meeting: February 6, 2019

Public Meeting: March 13, 2018

Public Meeting: April 5, 2018

Public Meeting: January 28, 2019

In addition to the above-mentioned meetings, the Proponent and BPDA also undertook community outreach efforts and participated in a series of meetings before and during the Article 80 Review process with abutters, neighborhood residents, local elected officials and the Rose Kennedy Greenway Conservancy to discuss the Proposed Project and solicit feedback.

ZONING

The Project site is located within the Government Center/Markets District, under Article 45 of the Code. The Project site is also located within the Restricted Parking Overlay District and the Greenway Overlay District. The Project site is not located within one of the nine (9) Protection Areas within the Government Center/Markets District.

The Proposed Project is located within a subarea ("PDA III") of the Government Center/Markets District within which a Planned Development Area ("PDA") may be designated. The purposes of a PDA in this district are: to establish a more flexible zoning law and encourage large-scale redevelopment, while insuring high-quality design by providing planning and design controls; and to encourage development which knits together the surrounding neighborhoods through a new urban design for the area. The PDA Development Plan for the Proposed Project will set forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, and access to public transportation, and proposed dimensions of structures. The dimensional requirements for the Proposed Project are set forth in the Development Plan, which are guided by the Greenway District Planning Study Use and Development Guidelines, as determined by BPDA.

MITIGATION & COMMUNITY BENEFITS

1. Recipient: **Rose F. Kennedy Greenway Conservancy**

Address: 185 Kneeland Street, Boston, MA 02111

Use: The contribution will be used to fund artwork along the Greenway.

Amount: **\$200,000 in four equal payments of \$50,000 each**

Timeline: First payment will be made available upon issuance of the building permit by the City of Boston Inspectional Services Department (“ISD”), and the final three payments shall be made on the three subsequent anniversaries of building permit issuance.

2. Recipient: **Boston Transportation Department**

Address: Boston City Hall, 7th Floor

Use: The contribution will help to fund transportation improvements in the vicinity of the project site, including the North Station to Seaport bus line.

Amount: **\$100,000**

Timeline: Payment will be made available upon issuance of the building permit by ISD.

3. Recipient: **Boston Transportation Department**

Address: Boston City Hall, 7th Floor

Amount: **Actual, reasonable cost**

Use: Proponent has agreed to install a crosswalk and signal upgrades at the intersection of North St and Clinton St.

Timeline: This will be further refined in consultation with BTM and through the TAPA process.

INCLUSIONARY DEVELOPMENT COMMITMENT

The Proposed Project is subject to the Inclusionary Development Policy, dated December 10, 2015 (“IDP”), and is located within Zone A, as defined by the IDP. The IDP requires that 13% of the total number of units within the development be designated as IDP units. Assuming, for example, that the Proposed Project will provide 209 new homeownership units, twenty-seven (27) units within the Proposed Project will be created as IDP homeownership units (the “IDP Units”), of which at least one half (fourteen [14]) will be made affordable to households earning not more than 80% of the Area Median Income (“AMI”), as published by the

BPDA and based upon data from the United States Department of Housing and Urban Development (“HUD”), and the remaining units (thirteen [13]) will be made affordable to households earning between 80% and 100% of AMI.

The proposed locations, sizes, income restrictions, and sales prices for the IDP Units are as follows:

Unit Number	Location	Bedrooms/Type	Square Footage	Maximum Area Median Income	Sales Price
303	3 rd Floor	Three-Bedroom	1,250	100%	\$327,900
401	4th Floor	Two-Bedroom	1,308	100%	\$ 288,700
503	5 th Floor	Three-Bedroom	1,250	80%	\$257,500
601	6th Floor	Two-Bedroom	888	80%	\$221,900
606	6th Floor	One-Bedroom	765	100%	\$248,600
608	6th Floor	One-Bedroom	765	80%	\$186,400
612	6th Floor	Studio	584	80%	\$150,700
615	6th Floor	One-Bedroom	723	100%	\$248,600
617	6th Floor	One-Bedroom	723	80%	\$186,400
620	6th Floor	Studio	614	80%	\$150,700
623	6th Floor	Two-Bedroom	1,225	100%	288,700
625	6th Floor	One-Bedroom	774	100%	\$248,600
627	6th Floor	One-Bedroom	774	80%	\$186,400
703	7th Floor	Three-Bedroom	1,250	100%	\$327,900
705	7th Floor	Studio	724	100%	\$204,100
707	7th Floor	One-Bedroom	813	80%	\$186,400
711	7th Floor	Two-Bedroom	1,207	80%	\$221,900
713	7th Floor	One-Bedroom	774	100%	\$248,600
718	7th Floor	One-Bedroom	803	80%	\$186,400
723	7th Floor	One-Bedroom	691	100%	\$248,600
727	7th Floor	One-Bedroom	774	80%	\$186,400
730	7th Floor	Studio	676	80%	\$150,700
733	7th Floor	One-Bedroom	813	100%	\$248,600
809	8th Floor	One-Bedroom	814	80%	\$186,400
814	8th Floor	Studio	643	100%	\$204,100

825	8th Floor	One-Bedroom	774	100%	\$248,600
831	8th Floor	One-Bedroom	813	80%	\$186,400

Units will be finalized in conjunction with the BPDA staff and outlined in the Affordable Housing Agreement (“AHA”), and sales prices and income limits will be adjusted according to the BPDA-published maximum sales prices and income limits, as based on United States Department of Housing and Urban Development (“HUD”) Area Median Incomes (“AMI”) available at the time of the initial sale of the IDP Units. IDP Units will be comparable in size, design, and quality to the market rate units in the Proposed Project, and will not be stacked or concentrated on the same floors, and will be consistent in bedroom count with the entire Proposed Project.

The AHA must be executed along with, or prior to, the issuance of the Certification of Compliance for the Proposed Project. The Proponent must register the Proposed Project with the Boston Fair Housing Commission (“BFHC”) upon issuance of the building permit. Preference will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Boston resident;
- (2) Household size (a minimum of one (1) person per bedroom); and
- (3) First-time homebuyer.

Where a unit is built out for a specific disability (e.g., mobility or sensory), a preference will also be available to households with a person whose need matches the build out of the unit. The City of Boston Disabilities Commission may assist the BPDA in determining eligibility for such a preference.

The IDP Units will not be marketed prior to the submission and approval of the Affirmative Marketing Plan (the “Plan”) by the BFHC and BPDA. A deed restriction will be placed on the IDP Units to maintain affordability for a total period of fifty (50) years (this includes thirty (30) years with a BPDA option to extend for an additional period of twenty (20) years). The household income of the buyer and sales price of any subsequent sale of the IDP Units during this fifty (50) year period must fall within the applicable income and sales price limits for each IDP Unit. IDP Units may not be rented out by the developer prior to sale to an income eligible household, and the BPDA or its assigns or successors will monitor the ongoing affordability of the IDP Units.

Assuming, for example, that the Project will include 209 dwelling units, there would be a partial unit payment required in the amount of sixty-four thousand, six-hundred dollars (\$64,600), which is 0.17 units multiplied by \$380,000 per unit. This number will be calculated by BPDA staff and included in the Affordable Housing Agreement.

URBAN RENEWAL AND LAND DISPOSITION AGREEMENT

The parcel is located in the Downtown Waterfront - Faneuil Hall Urban Renewal Plan, Project No. Mass R-77 ("URP") and is designated as Parcel E-8 (the "Parcel"). The allowed use under the URP is General Business with a height of 80 feet and an FAR of 8. In order to build the Proposed Project, as currently planned, it is necessary to adopt a Minor Modification to the URP to change the use, height and FAR all as shown in the attached Resolution for a Minor Modification to the URP.

On February 11, 2019, notice of the Minor Modification was sent to the Boston City Council and the Commonwealth of Massachusetts Department of Housing and Community Development in accordance with Policies adopted by the BRA on December 21, 2004, and April 14, 2016.

An Amended and Restated Land Disposition Agreement ("LDA") will be entered into with FPG DS Owner One, LLC and FPG Ds Owner Two, LLC. The LDA will allow for the construction of the Dock Square Garage project, which entails: (a) reducing public parking from seven (7) levels for 698 vehicles to five (5) levels for approximately 450 vehicles; (b) adding back six (6) stories of new residential space plus creating additional residential space to the lower floors by a combination of horizontal expansion and conversion of parking area, for a total of up to 209 multifamily residential units, within approximately 243,500 sf of GFA; and (c) reconfiguring ground-level retail / restaurant / services space and reducing it from 15,000 sf of GFA to approximately 11,500 sf of GFA.

The allowed use under the original Land Disposition Agreement was a parking garage. In order for the Proposed Project to be developed a change of use was effected through the Minor Modification. In consideration for the change of use, the BPDA will charge an incremental value fee for the creation of the residential portion of the project... In addition, the BPDA requires that for the initial sale of the market-rate housing units on Parcel E-8 an amount equal to four percent (4%) of the net

sale price will be due to the BPDA at the time of said sale, and thereafter, in the future, upon any subsequent resale of said market-rate housing units a payment of 2% of the gross sale price of the units will be paid to the BPDA. The parties will negotiate the payment structure of the incremental value price, the 4% and 2% payments, which payment structure will be included in the LDA.

RECOMMENDATIONS

Based on the foregoing, the BPDA staff recommends that the BPDA Board: (1) approve the Development Plan for Planned Development Area No. 123, 20 Clinton Street, Dock Square Garage, Downtown, pursuant to Section 80C of the Code; (2) authorize the Director to petition the Boston Zoning Commission for approval of the Development Plan and the associated map amendment pursuant to Sections 3-1A.a and 80C-6 of the Code; (3) authorize the Director to issue a Scoping Determination waiving further review pursuant to Section 80B-5.3(d) of the Code; (4) authorize the Director to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Proposed Project pursuant to Section 80B-6 of the Code, upon successful completion of the Article 80 Large Project Review process; (5) authorize the Director to issue one or more Certifications of Consistency or Partial Certifications of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code, upon successful completion of the Article 80C Planned Development Area Review process; (6) execute and deliver a Cooperation Agreement, an AHA and any and all other agreements and documents that the Director deems appropriate and necessary; (7) adopt the Resolution entitled "RESOLUTION OF THE BOSTON REDEVELOPMENT AUTHORITY REGARDING MINOR MODIFICATION TO THE DOWNTOWN WATERFRONT - FANEUIL HALL URBAN RENEWAL PLAN, MASS. R-77 WITH RESPECT TO PARCEL E-8;" and (8) enter into a new Land Disposition Agreement for Parcel E-8.

Appropriate votes follow:

VOTED: That, in connection with the Development Plan for Planned Development Area No. 123, 20 Clinton Street, Dock Square Garage, Downtown (the "Development Plan") describing the 20 Clinton Street project (the "Proposed Project") presented at a public hearing duly held at the offices of the Boston Redevelopment Authority (the "BRA") on June 13, 2019, and after consideration of evidence presented at, and in connection with, the hearing on the Development Plan and the Proposed Project, the BPDA finds that, in accordance with Section 80C

of the Boston Zoning Code (the "Code"), that: (a) such Development Plan is not for a location or project for which Planned Development Areas are forbidden by the underlying zoning; (b) the Proposed Project in such Development Plan complies with the provisions of the underlying zoning that establish use, dimensional, design and other requirements for Proposed Projects in Planned Development Areas; (c) such Development Plan complies with any provisions of underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) such Development Plan conforms to the plan for the district, sub-district or similar geographic area in which the Planned Development Area is located, and to the general plan for the City as a whole; and (e) on balance, nothing in such Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and

**FURTHER
VOTED:**

That the BRA approves, pursuant to Section 3-1.A.a and Section 80C of the Code, the Development Plan presented to the BRA at its public hearing June 13, 2019, and the associated map amendment (the "Map Amendment") presented to the BRA Board at its public hearing on June 13, 2019; and

**FURTHER
VOTED:**

That the Director be, and hereby is, authorized to petition the Boston Zoning Commission for approval of the Development Plan and the associated Map Amendment, pursuant to Section 3-1A.a and Section 80C of the Code, in substantial accord with the same, as presented to the BRA at its public hearing on June 13, 2019; and

**FURTHER
VOTED:**

That the Director be, and hereby is, authorized to issue a Scoping Determination waiving further review under Section 80B-5.3(d) of the Code, which: (i) finds that together the Project Notification Form and supplemental materials adequately describe the potential impacts arising from the Proposed Project, and provide sufficient mitigation measures to minimize these impacts; and (ii) waives further review of the Proposed Project under subsection 4 of Section 80B-5 of the Code, subject to continuing design review by the BRA; and

FURTHER

VOTED:

That the Director be, and hereby is, authorized to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Proposed Project pursuant to Section 80B-6 of the Code upon successful completion of the Article 80 Large Project Review process; and

FURTHER

VOTED:

That the Director be, and hereby is, authorized to issue one or more Certifications of Consistency or Partial Certifications of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code, when appropriate; and

FURTHER

VOTED:

That the Director be, and hereby is, authorized to execute and deliver a Cooperation Agreement, an Affordable Housing Agreement, and any and all other agreements and documents that the Director deems appropriate and necessary in connection with the Proposed Project and the Development Plan, all upon terms and conditions determined to be in the best interests of the BRA; and

FURTHER

VOTED:

That the BRA adopt the attached Resolution entitled "RESOLUTION OF THE BOSTON REDEVELOPMENT AUTHORITY REGARDING MINOR MODIFICATION TO THE DOWNTOWN WATERFRONT - FANEUIL HALL URBAN RENEWAL PLAN, MASS. R-77 WITH RESPECT TO PARCEL E-8"; and

FURTHER

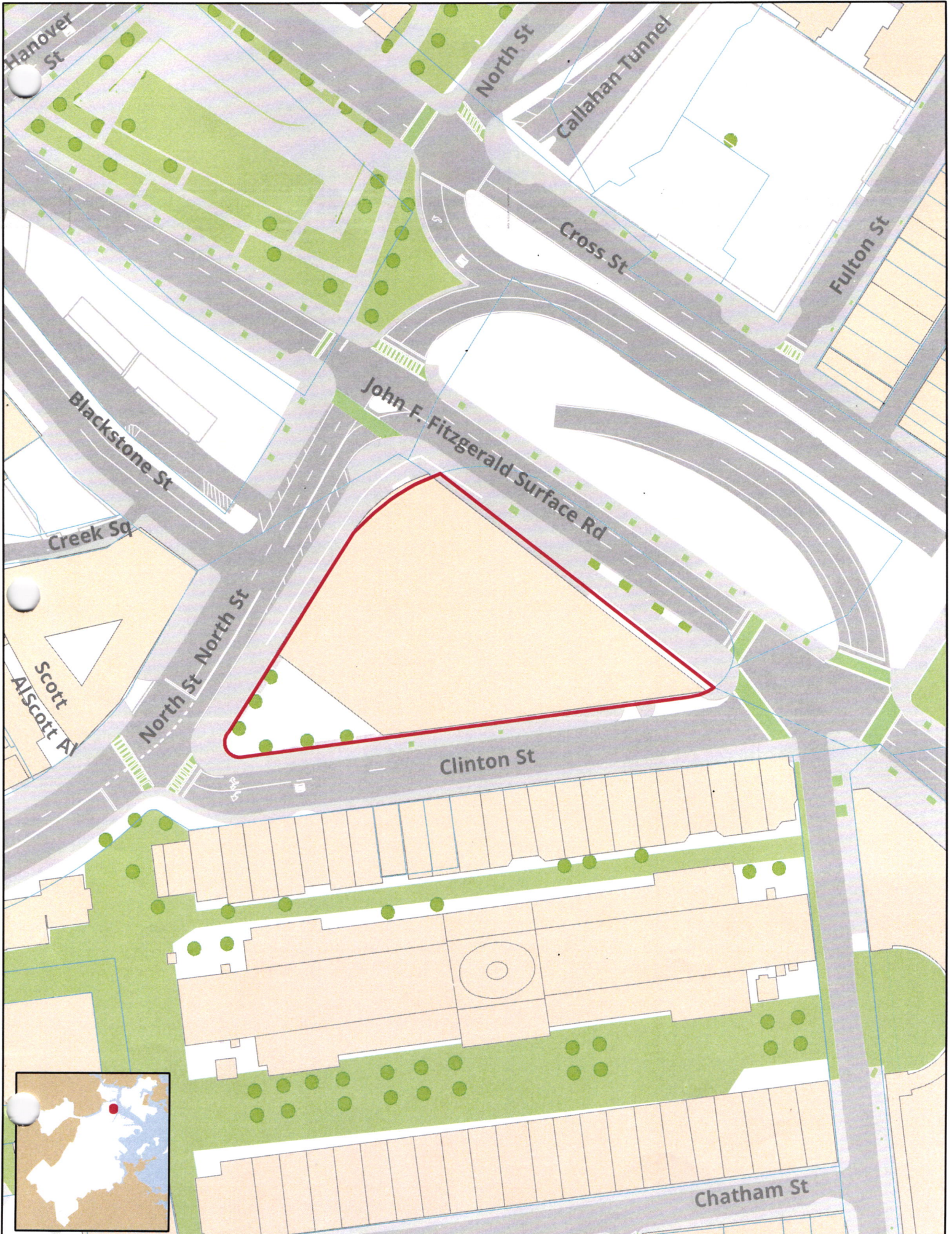
VOTED:

That the Director be, and hereby is, authorized to enter into an Amended and Restated Land Disposition Agreement for Parcel E-8 in the Downtown Waterfront-Faneuil Hall Urban Renewal Plan, Project No. Mass R-77 ("Parcel E-8") located at 20 Clinton Street subject to the terms and conditions deemed necessary and appropriate by the Director and in the best interests of the BRA.

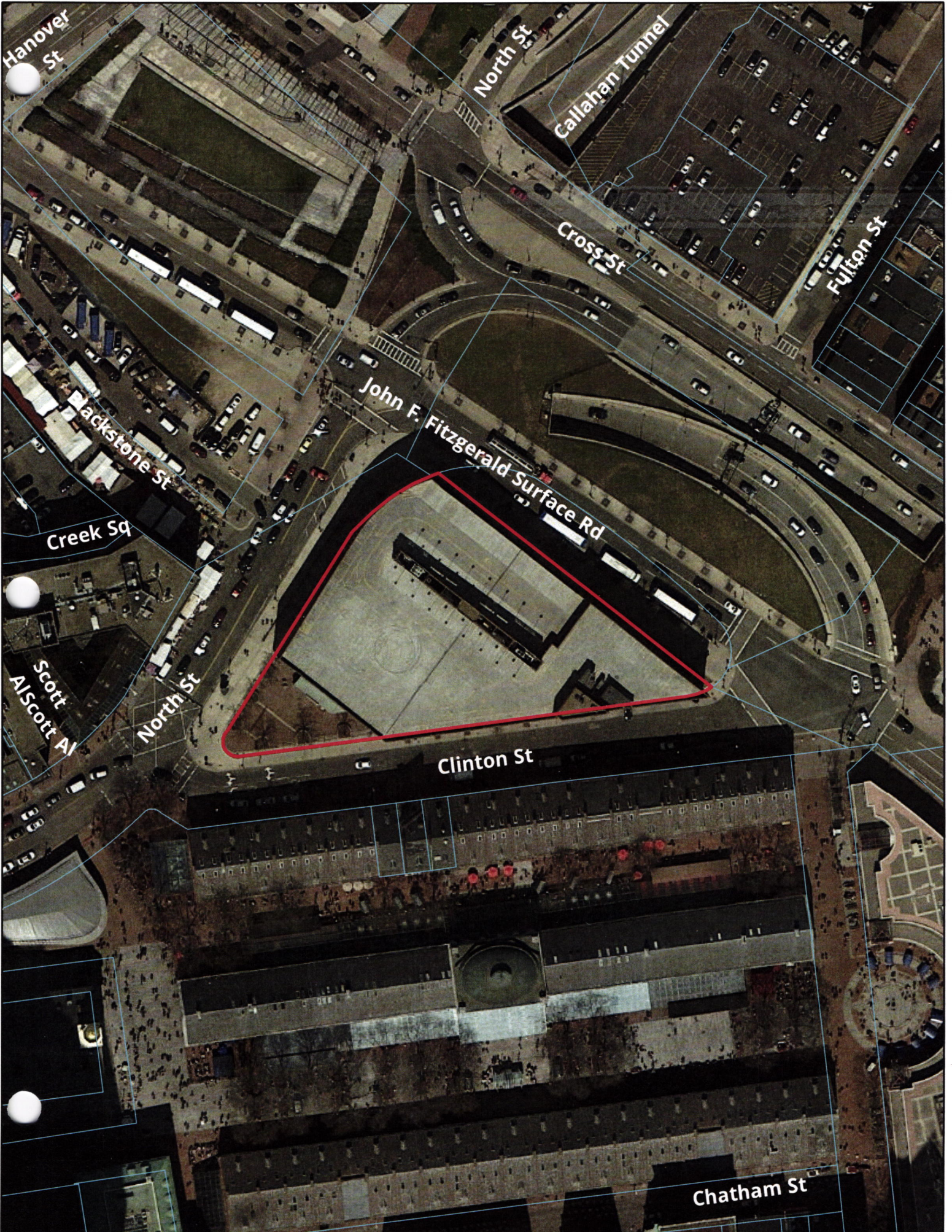
20 Clinton Street, Dock Sq, Downtown



1 inch = 100 feet



20 Clinton Street, Dock Sq, Downtown



**DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 123**

DOCK SQUARE

**20 CLINTON STREET
BOSTON (DOWNTOWN), MASSACHUSETTS**

June 13, 2019

1. **Development Plan:** Pursuant to Sections 3-1A, 45-9, 45-10 through 45-12, and 80C of the Boston Zoning Code (the "Zoning Code") of the City of Boston (the "City"), this development plan constitutes the Development Plan for Planned Development Area ("PDA") No. 123 (this "Development Plan"), for the parcel in the Downtown neighborhood of Boston commonly known as 20 Clinton Street, and comprising Parcel E-8 of the Downtown Waterfront-Faneuil Hall Urban Renewal Plan (the "Project Site"). Upon approval, this Development Plan shall constitute permanent zoning for the Project Site.

The Project Site is more particularly described in Section 3, below, and in **EXHIBIT A**, attached. Existing improvements at the Project Site include a seven-story parking structure commonly known as the *Dock Square Garage*, with 698 public parking spaces and approximately 15,000 square feet ("sf") of ground-floor restaurant space. The Project Site also contains approximately 6,057 sf of open area at the corner of Clinton and North Streets. A survey of existing conditions at the Project Site is attached as **EXHIBIT B**.

The Proponents propose: (a) to reduce public parking to five (5) levels for approximately 450 vehicles; (b) to add back six- (6) stories of new residential space and create additional residential space to the lower floors by a combination of horizontal expansion and conversion of parking area, for a total of up to 209 multifamily residential units, within approximately 243,500 sf of GFA; and (c) to reconfigure ground-level retail / restaurant / services space and reduce it to approximately 11,500 sf of GFA, all as more fully described in Section 4 below (the "Project"). The garage will also be redesigned to accommodate valet services and mechanical lifts.

The total GFA of the Project is a maximum of 420,000 sf, with a maximum floor area ratio ("FAR") of 8.2. The Project will have a building height of up to 11 stories, and 124 feet and 8 inches (124'-8") above average grade.

This Development Plan consists of nine (9) pages of text, plus attachments designated **EXHIBITS A** through **D**. All references to this Development Plan contained herein shall pertain only to such pages and exhibits. Unless otherwise set forth herein, all references to terms defined by the Zoning Code shall have the meanings set forth therein as of the date of this Development Plan.

2. **Proponents:** The proponents, FPG DS Owner One, LLC, and FPG DS Owner Two, LLC, are Delaware limited liability companies, both with their business addresses at 45 Main Street, #800, Brooklyn, NY 11201 (the “**Proponents**”). The Proponents own the Project Site. Members of the Project team are identified on **EXHIBIT C**.

3. **Project Site:** The Project Site has an area of approximately 51,027 sf (1.17 acres), and is bounded by Clinton Street to the south, North Street to the northwest, and John F. Fitzgerald Surface Road to the northeast. In addition to the existing parking garage, the Project Site contains approximately 6,057 sf of open space at the corner of Clinton and North Streets. Please refer to the legal description of the PDA, attached as **EXHIBIT A**, as well as the survey of the Site attached as **EXHIBIT B**.

The Project Site is located within the *Government Center/Markets District* (Boston Zoning Code art. 45). The Project Site is also located within the *Restricted Parking Overlay District* (*id.* sec. 3-1A.c), and the *Greenway Overlay District* (*id.* art. 49A). The Project Site is not located within any of the nine *Protection Areas* within the *Government Center/Markets District*. (*Id.* sec 45-5.) The five areas in the *Government Center/Markets District* within which a Planned Development Area may be permitted include the Project Site as “PDA-III.”

Federal Emergency Management Agency (“**FEMA**”) Flood Insurance Rate Maps (“**FIRM**”) indicate that a portion of the Project Site lies within Zone “AE,” a Special Flood Hazard Area (“**SFHA**”) subject to inundation by the 1% annual chance flood, also known as the 100-year Floodplain. (Community Panel Number 25025C0081J). The FEMA 100-year Floodplain elevation for the Project Site is designated as Elevation 10 NAVD88 (or Elevation 16.46 Boston City Base [“**BCB**”] Datum). In addition, the Sea Level Rise Base Flood Hazard Area Map published by the Boston Redevelopment Agency d/b/a the Boston Planning & Development Agency (“**BPDA**”) indicates that the Project Site has an elevation at a Base Flood Elevation (“**BFE**”) of 19.3 BCB Datum.

4. **Project:** As summarized in Section 1, above, the Project consists of reducing public parking from seven (7) levels for 698 vehicles to five (5) levels for approximately 450 vehicles, and adding back six (6) stories of new residential space and creating additional residential space to the lower floors by a combination of horizontal expansion and conversion of parking area, for a total of up to 209 multifamily residential units, within approximately 243,500 sf of GFA. The garage will also be redesigned to accommodate valet services and mechanical lifts.

To accommodate a new ground-floor residential lobby, the existing retail / restaurant / services space on the ground floor will be reduced in size, and, to better activate the streetscape, an entirely new retail / restaurant / services space will be added at the ground level, facing John F. Fitzgerald Surface Road, for a total of approximately 11,500 sf of GFA.

Amenity space for residents will be provided on the sixth (6th) level, including an approximately 12,850 sf outdoor patio and a pool. In addition, the sloped roofline of the

vertical addition allows for a series of terraces cascading down toward the Rose Kennedy Greenway, directly across John F Fitzgerald Surface Road. Additional private open space, not shared by all Project occupants, will be created at the terraces on the tenth (10th) and eleventh (11th) levels.

The existing, brick-paved open space at the westerly corner of the Project Site is currently underused, in part because of its varying grades, with steps down from the adjacent public sidewalks. The Project would create a uniform grade for the open space, and add plantings, tables, and chairs, to encourage public use. The open space would be reconfigured, as well, resulting in a total area of approximately 2,852 sf.

The Project is subject to the Mayor’s Executive Order regarding inclusionary affordable housing, dated February 29, 2000, as amended, as well as the Inclusionary Development Policy (“IDP”) of the Boston Planning & Development Agency (“BPDA”). Thirteen percent (13%) of the up to 209 dwelling units in the Project, or up to 27 units, will be IDP units, provided on site.

The brick façade of the existing parking garage (which will be reduced by two levels, from seven to five) will be re-clad along its entire perimeter to create a warm-colored building base that fits in the context of the neighborhood. The six- (6-) story vertical, residential addition will use glass and steel materials, which, on some portions of the façade, will extend down to the ground, and expand the existing floorplates. Together with the improvements to the open space at the corner of Clinton and North Streets, these design improvements will enhance the experience of pedestrians passing the Project Site.

Table 1, which appears immediately below, summarizes the Project, by use.

TABLE 1 – Project Summary BY USE (FIGURES ARE APPROXIMATIONS)			
	Existing	Proposed	Change
Retail / Rest. / Svc.	15,000 sf	11,500 sf	- 3,500 sf
Residential	0 sf	243,500 sf (209 units)	+ 243,500 sf (+ 209 units)
Public Parking	270,000 sf (698 spaces)	145,000 sf (450 spaces)	- 125,000 sf (- 248 spaces)
All Interior Uses	285,000 sf	420,000 sf	+ 135,000 sf
Ground-Level Open Area	6,057 sf¹	2,852 sf	- 3,205 sf
Private Usable Open Space	0 sf	12,850 sf	+ 12,850 sf

¹ Approximately 550 sf of this area is enclosed as part of the restaurant space. (BRA Cert. of Vote, recorded at the Suffolk Registry of Deeds on April 26, 1982, at Bk 10350, Pg 111).

The total gross floor area (“GFA”) of the Project is approximately 420,000 sf, with a maximum floor area ratio (“FAR”) of 8.2. The resulting building will have up to eleven (11) stories, and have a building height of up to 124 feet and 8 inches (124’-8”) above average grade. A proposed landscape plan, a proposed circulation plan, proposed elevations, and a series of rendered views for the Project (the “Project Drawings”) are attached as **EXHIBIT D**.

5. Large Project Review: The Project has undergone Large Project Review pursuant to Section 80B of the Zoning Code. On December 18, 2017, the Proponents filed a Letter of Intent to the BPDA in accordance with Mayor’s Executive Order of October 10, 2000, as amended, governing mitigation for development projects. On February 16, 2018, a Project Notification Form (“PNF”) was filed for the Project.

Large Project Review has included meetings with nearby property and business owners, as well as other members of the public. The PNF was submitted to the Impact Advisory Group formed for the Project (the “IAG”). The Project team met with the IAG multiple times, and presented information about the Project. More than one community meeting was held, as well, the first on March 29, 2018.

Under Section 80B-7 of the Zoning Code, a Development Impact Project (“DIP”) is required to make mitigation payments, or provide equivalent in-kind contributions, to create affordable housing and job-training programs. The Project does not constitute a DIP for purposes of Section 80B-7, and so not required to pay DIP exactions or provide in-kind contributions.

6. Proposed Location, Dimensions, and Appearance of Structures: The proposed location, dimensions, and appearance of the structures at the Project Site after completion of the Project are shown in the Project Drawings, attached as **EXHIBIT D**. The final location, dimensions, and appearance of the structures may change during BPDA staff review of the Project, or as a result of review by other agencies, and as agreed upon by the BPDA, but will remain within the dimensional maximums set forth in this Development Plan.

7. Proposed Uses: As noted in Section 4, above, upon completion of the Project, the Project Site will have up to 209 multifamily residential units, approximately 450 public parking spaces (some of which will be made available to Project residents, and which may entail valet service or mechanical lifts), approximately 11,500 sf of ground-level retail / restaurant / service space, and an improved urban plaza at the intersection of Clinton and North Streets. This Development Plan expressly modifies the use regulations set forth in Section 45-14 in accordance with **TABLE 1**, immediately below.

Table 1: Uses Regulations

Uses Allowed by Right
<ul style="list-style-type: none"> • Parking Garage • Residential Uses

- Restaurant Uses
- Take-Out Restaurant Uses
- Cultural Uses
- Motion Picture or Video Theatre, but not Drive-In Theatre
- Office Uses
- Hotel Uses
- Educational Uses
- Recreational Uses
- Wholesale Uses
- Service and Trade Uses
- General Retail Uses
- Local Retail Uses
- Vehicle Rental Uses
- Ground Level Uses as listed in Zoning Code art. 45, appx. A
- Research Laboratory
- Communications Uses
- Urban Plazas
- Accessory Uses, including, without limitation, parking accessory to a principal use allowed by right, amenities accessory to Residential Uses, sale over the counter, wholly incidental to a principal use allowed by right, of food or drink prepared on premises for off-premises consumption, and no more than four Amusement Game Machines within a principal use allowed by right

8. Proposed Dimensions of Structures: Pursuant to Zoning Code sec. 45-10.2, the dimensional requirements for a proposed project at the Project Site are set forth in this Development Plan, which are guided by the Greenway District Planning Study Use and Development Guidelines (the “Greenway District Guidelines”), as determined by the BPDA.

As noted in Section 4, above, the total GFA of the Project is approximately 420,000 sf. Given the Lot Area of approximately 51,027 sf, this generates a total FAR of approximately 8.2, which is the maximum FAR allowed pursuant to this Development Plan.

As noted in Section 4, above, the building resulting from the Project will have a building height of up to eleven (11) stories, and up to 124 feet and 8 inches (124’-8”) above average grade, as defined under Zoning Code Article 2A. This is the maximum building height allowed pursuant to this Development Plan.

9. Proposed Traffic Circulation: The existing parking garage access, to and from Clinton Street, will not change. The Project will create one vehicular drop-off area on North Street to serve the new residential lobby, and a second vehicular drop-off area on Clinton Street to serve the reconfigured retail / restaurant / service space. There are no changes proposed to vehicular circulation along John F. Fitzgerald Surface Road. Please refer to the circulation plan included in **EXHIBIT D**, attached.

10. Parking and Loading Facilities: For the Project, off-street parking is determined during Large Project Review under Section 80B of the Zoning Code. As noted in Section 4, above, there will be approximately 450 public parking spaces on the Project Site, some of which will be available to residents of the Project. The garage will also be redesigned to accommodate valet services and mechanical lifts.

11. Access to Public Transportation: The Project Site is located fewer than 1,000 feet from the Massachusetts Bay Transportation Authority's ("MBTA's") Haymarket Station, which provides connections to the MBTA's Orange Line, Green Line, and multiple local and regional bus routes. The Project Site is located equally close to the MBTA's State Street Station, which provides connections to the Orange Line and Blue Line. North Station, with MBTA commuter rail and AMTRAK train service, is located within a quarter-mile of the Project Site. The Proponents intend to implement Transportation Demand Management ("TDM") measures to reduce dependence on autos under a Transportation Access Plan Agreement ("TAPA") with the Boston Transportation Department ("BTD").

12. Green Building and Resiliency Measures: The Project will comply with the requirements of Article 37 (Green Buildings) of the Zoning Code. The design team will use the appropriate U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design ("LEED") green building rating system to evaluate sustainable design. Currently, the Proponents have targeted certification for the Project under the LEED v4 BD+C system. Compliance with Article 37 will be confirmed by issuance of one or more Certifications of Compliance under Section 80B-6 of the Zoning Code.

Because the Project Site is located within the FEMA 100-year Floodplain, the Project will be designed to comply with Article 25 of the Zoning Code for development in a special flood zone. The Project will also apply to the Boston Conservation Commission to seek an Order of Conditions to allow work on the Project Site.

The first-floor elevation of the existing building is vulnerable to sea-level rise, storm surge, and stormwater flooding. Due to the existing conditions of the building, raising the ground-floor elevation or designing higher ceiling heights is not feasible. However, the Project will take measures to minimize the impact of potential flooding at the Project Site, including by upgrading existing ground-floor spaces utilizing water-resistant materials.

13. Open Spaces, Landscaping, and Pedestrian Environment: Pursuant to the Zoning Code Section 45-13.4, the Project enhances the pedestrian environment, by means of: spaces accommodating pedestrian activities and public art; materials, landscaping, public art, lighting, and furniture that enhance the pedestrian environment; interior retail uses; sidewalk and street improvements that improve pedestrian flow and increase pedestrian safety on sidewalks and crosswalks; and appropriate management and maintenance of public space within the Project. Please refer to the landscape and circulation plans included in **EXHIBIT D**, attached.

14. **Public Benefits:** The BPDA may approve a Development Plan as meeting the requirement of Zoning Code Section 80C-4 (Standards for Planned Development Area Review Approval) for compliance with the applicable planning and development criteria of Article 45 if the Development Plan proposes a plan for public benefits including the provision of substantial street improvements. (Zoning Code sec. 45-12(c).)

The Project will provide the following substantial direct benefits:

Publicly Accessible Space:

- Creation of a uniform grade for the ground-level open space at the westerly corner of the Project Site, and addition of plantings, tables, and chairs for public use.
- Contribution to Rose F. Kennedy Greenway Conservancy of \$200,000 to fund artwork along the Greenway.
- Approximately 11,500 sf of ground-floor restaurant/ retail / services space.

Inclusionary Affordable Housing:

- Thirteen percent (13%) of the up to 209 dwelling units in the Project, or up to 27 units, will be IDP units, provided on site.

Street Improvements:

- Improvements to both Clinton Street and North Street that will be consistent with any applicable street improvement regulations or guidelines, and will improve the appearance, condition, quality of design and materials, and accessibility and usability of the affected streets by pedestrians, taking into account increased vehicular and pedestrian flows.
- \$100,000 contribution to BTM to help fund transportation improvements near the Project site.

Financial

- Investment of approximately \$120 million in hard construction costs.
- Approximately \$650,000 in net additional property tax revenues.
- Approximately 250 full-time-equivalent (“FTE”) construction-phase employment opportunities, and approximately 25 new FTE permanent jobs.
- Consistent with City policy, the Project will target a construction workforce of 51% City of Boston residents, 40% minority workers, and 12% female workers.

Environment

- Design to be LEED-certifiable, consistent with Article 37 (Green Buildings) of the Zoning Code.
- Proximity to public transit, to reduce vehicle trips, mileage, and emissions.

15. Other Necessary Government Approvals: The Project will require other government approvals in addition to this Development Plan. As noted in Section 5, above, the Project is undergoing Large Project Review pursuant to Section 80B of the Zoning Code. The Proponents filed the Project Notification Form for the Project on February 16, 2018.

Under Article 28 of the Zoning Code, the Boston Civic Design Commission (“BCDC”) must review the Project because it would extend the GFA of the existing building by more than 100,000 sf. Moreover, to the extent that a PDA development plan is established, BCDC may provide review based upon applicable design guidelines.

As noted in Section 1, above, the Project Site is designated as Parcel E-8 of the Downtown Waterfront-Faneuil Hall Urban Renewal Area. The existing parking garage was developed in accordance with a Land Disposition Agreement (“LDA”) between the original developer and the Boston Redevelopment Authority. The Proponents anticipate that the Project will require a minor modification to the Downtown Waterfront-Faneuil Hall Urban Renewal Plan, and entering with the BPDA into a new LDA.

The Project Site is located near existing parkland of the Rose Fitzgerald Kennedy Greenway Conservancy, inventoried by the Boston Parks and Recreation Commission. Accordingly, pursuant to Boston Municipal Code Section 7-4.10, the Parks and Recreation Commission may be required to grant authorization regarding aspects of the Project.

16. Development Schedule: The Proponents currently estimates that construction of the Project will take approximately 24 months, with initial work expected to begin in the fourth quarter of 2019, and concluding during the fourth quarter of 2021.

17. Applicability of this Development Plan: Consistency of the Project with this Development Plan, as evidenced by the issuance of a Certification of Consistency, constitutes compliance with the dimensional, use, and other requirements of the Zoning Code, in accordance with Section 80C-9 of the Zoning Code, to the extent that such requirements are addressed in this Development Plan. Moreover, this Development Plan constitutes approval for any zoning nonconformity created or increased by the future separation of ownership of individual Project Components (defined in Section 21, below), provided that: (A) the use limitations and dimensional requirements of this Development Plan, other than FAR, with respect to each Project Component are met; and (B) the FAR for the Project in the aggregate does not exceed the limit established under this Development Plan.

18. No Duty to Develop the Project: Notwithstanding anything set forth in this Development Plan to the contrary, under no circumstances shall the Proponents be obligated to proceed with the Project or any Project Component.

19. Minor Modifications to Plans: This Development Plan constitutes the zoning for the Project Site and the Project. Final plans and specifications for the Project or individual Project Components (defined in Section 21 below) will be submitted to the BPDA pursuant to Section 3-1A and 80C of the Zoning 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 use and dimensional regulations of this Development Plan, minor changes may occur to the Project's design described in this Development Plan.

20. Certifications of Consistency: Under Section 80C-8 of the Zoning Code, no building, use, or occupancy permit for the Project or for any Project Component (defined in Section 21 below) will be issued until the BPDA has issued a corresponding Certification of Consistency under Section 80C-8. To the extent that the BPDA Director certifies consistency with this Development Plan, the Project or a Project Component, as the case may be, will be deemed to be in compliance with the requirements of the Zoning Code, under Zoning Code Section 80C-9.

21. Project Components and Phasing: The Project Site may be reconfigured into multiple parcels, which may be under common or separate ownership, and may include subdivision or condominium ownership, developed sequentially or simultaneously, and separately developed and/or financed. Each such parcel is referred to as a "Project Component." 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 may be created for all or part of the Project. In the event that current parcels within the Project Site are divided into Project Components, a Certification of Consistency may be issued for any such Project Component.

22. Amendment of this Development Plan: The owner of an individual Project Component may seek amendment of this Development Plan in accordance with the procedures prescribed by the Zoning Code, without the consent of the owner(s) of any other Project Component. In the event that any amendment affects the overall compliance of the Project with this Development Plan, this Development Plan will be deemed amended with respect to the Project as a whole, to the extent necessary for the overall Project to comply with this Development Plan, without requiring any modification of the requirements of this Development Plan as to any other Project Components.

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LIST OF EXHIBITS

EXHIBIT A LEGAL DESCRIPTION OF THE PROJECT SITE

EXHIBIT B EXISTING PLAN OF THE PROJECT SITE

EXHIBIT C PROJECT TEAM

EXHIBIT D PROJECT DRAWINGS

- LANDSCAPE PLAN

- CIRCULATION PLAN

- PROPOSED ELEVATIONS

- RENDERED VIEWS

EXHIBIT A

LEGAL DESCRIPTION OF THE PROJECT SITE

The following described land known as Parcel E-8 in the Downtown Waterfront-Faneuil Hall Urban Renewal Area, bounded, and described as follows:

A certain parcel of land, containing approximately 51,027 square feet of land, shown on a Plan entitled, "Boston Redevelopment Authority, Downtown Waterfront-Faneuil Hall Project, Mass., R-77, Boston, Suffolk County, Massachusetts, Property Acquisition Plan, Parcel E-8, dated July 22, 1977" prepared by Schoenfeld Associates, Inc., Consulting Engineers, Boston, Mass., which plan is recorded with the Suffolk County Registry of Deeds in Book 9220, Page 181 and is bounded and described as follows:

Beginning at a point ninety-six (96) feet plus or minus in a northwesterly direction from the northeast corner of a brick building located between located between former North Market Street and Clinton Street, said point being the point of tangency of a curve having a radius of thirty-four and eighteen hundredths (34.18) feet;

Thence along a line having a bearing of S 82° 25' 17" W for a distance of three hundred eighty-five and sixty-two hundredths (385.62) feet to a point of curvature;

Thence along a curve having a radius of thirteen and seventy-nine hundredths (13.79) feet for a distance of thirty-one and thirty-nine hundredths (31.39) feet, to a point of tangency. The above line being a portion of the northerly street line of Clinton Street, at the intersection of North Street;

Thence along a line have a bearing of N32° 53' 22" E for a distance of one hundred ninety-seven and eleven hundredths (197.11) feet to a point of curvature. The above line being a portion of the southerly street line of North Street;

Thence along a curve having a radius of one hundred sixteen and zero hundredths (116.00) feet, in a southeasterly direction, a distance of eighty-three and thirty-five hundredths (83.35) feet to a point;

Thence turning and running along a line have a bearing of S54° 59' 00" E for a distance of two hundred ninety-nine and forty-five hundredths (299.45) feet to a point on a curvature having a radius of thirty-four and eighteen hundredths (34.18) feet;

Thence along said curve in a westerly direction for a distance of twenty-six and eleven hundredths (26.11) feet to the point of beginning, said parcel of land located in Boston proper, Suffolk County, Massachusetts, containing a total of fifty-one thousand twenty-seven (51,027) square feet or 117 acres.

The above-described parcel includes a proposed "Open Area" of six thousand fifty-seven (6057) feet at the southwesterly portion of the parcel.

OPEN AREA

Starting at a point two hundred sixty-three and twenty-six hundredths (263.26) feet from the point of beginning of the complete parcel described before within these metes and bounds;

Thence along a line having a bearing of S82° 25' 17" W for a distance of one hundred twenty-two and thirty six hundredths (122.36) feet to a point of curvature of a curve having a radius of thirteen and seventy-nine hundredths (13.79) feet;

Thence along said curve for a distance of thirty-one and thirty-nine hundredths (31.39) feet to a point of tangency;

Thence along a line having a bearing of N32° 53' 22" E a distance of seventy-eight and twelve hundredths (78.12) feet;

All the above three courses being a portion of the property lines described earlier in these metes and bounds;

Thence along a line having a bearing of S52° 34' 43" E for a distance of one hundred sixteen and seventeen hundredths (116.17) feet to the starting point.

There is included within said parcel a certain portion of registered land shown as Lot 2 on Land Court Plan No. 15758-B filed with Certificate of Title No. 91791.

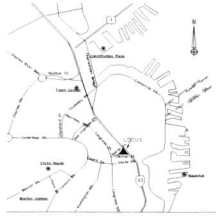
Together with the benefit of a grant of Easement recorded on June 20, 1980 in Book 9463, Page 291.

Subject to restriction for Open Area set forth in Deed from Boston Redevelopment Authority dated August 1, 1979 and recorded with said Registry in Book 9224, Page 200 and filed as Document 34609 as affected by Certificate of Vote of the Boston Redevelopment Authority dated April 6, 1981 recorded in Book 10350, Page 211.

EXHIBIT B

EXISTING SITE PLAN

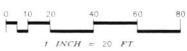
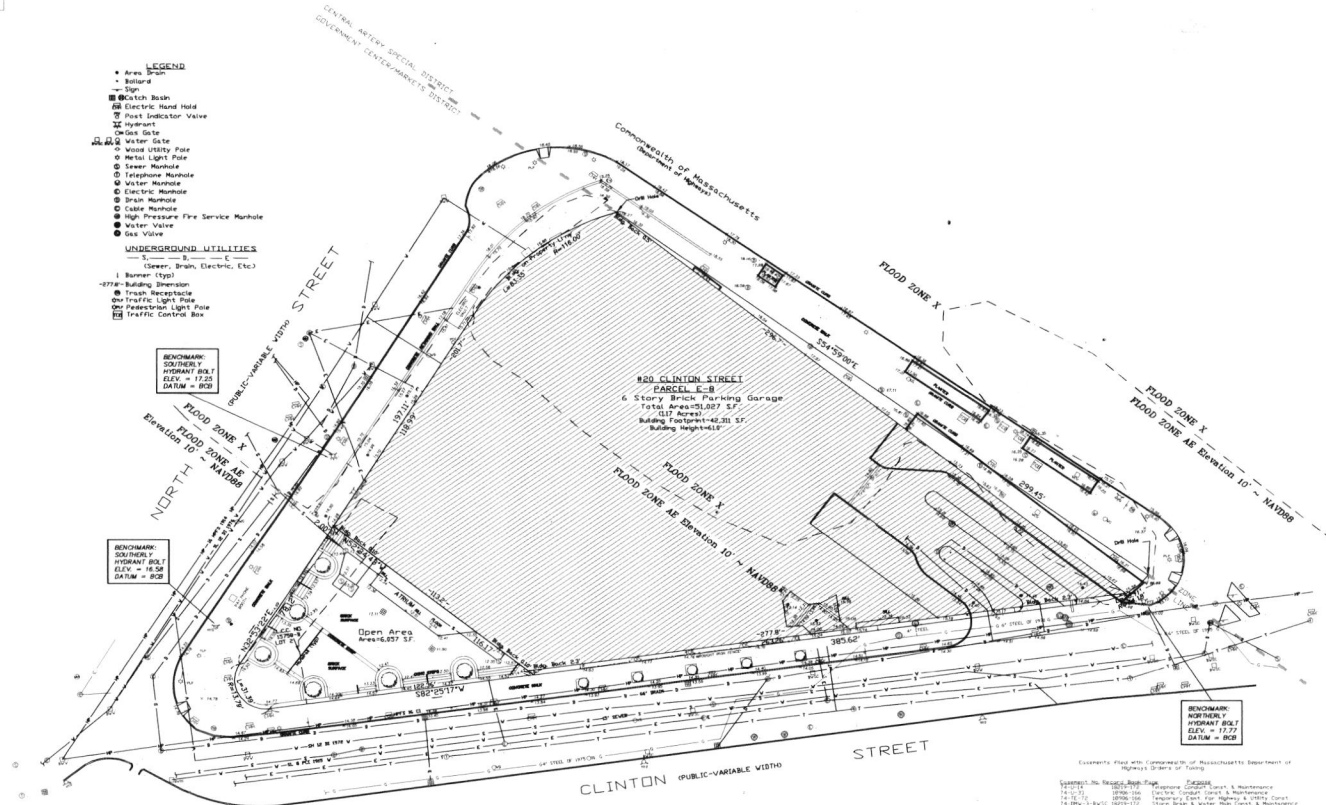
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VICINITY MAP - NOT TO SCALE



- LEGEND**
- Area Drain
 - Basin
 - Sp
 - Backflow Basin
 - Electric Hand Hold
 - Float Indicator Valve
 - Hydrant
 - Gas Meter
 - Water Gate
 - Valve Chest Pole
 - Metal Light Pole
 - Sewer Manhole
 - Telephone Manhole
 - Water Manhole
 - Electric Manhole
 - Drain Manhole
 - Curb Manhole
 - High Pressure Fire Service Manhole
 - Water Valve
 - Gas Valve
- UNDERGROUND UTILITIES**
- Sewer (Type)
 - Electric (Type)
 - Gas
 - Cable
 - Fire Alarm
 - Fire Alarm
 - Trash Receptacle
 - Traffic Light Pole
 - Pedestrian Light Pole
 - Traffic Control Box



Underground utilities shown are from field observations and record information and are not warranted to be exact. The size, location, or depth nor is it warranted that all underground lines or structures are shown.

PARKING SUMMARY
 606 TOTAL SPACES
 WITH 14 BEING HANDICAPPED

Excerpts filed with Commonwealth of Massachusetts Department of Highway Safety of zoning

System No.	Issue No.	Issue Date	Issue Title
14-11-11	1806-104	02/05/14	Construction & Maintenance
14-11-11	1806-104	02/05/14	Construction & Maintenance
14-11-11	1806-104	02/05/14	Construction & Maintenance
14-11-11	1806-104	02/05/14	Construction & Maintenance
14-11-11	1806-104	02/05/14	Construction & Maintenance
14-11-11	1806-104	02/05/14	Construction & Maintenance

The property shown lies within ZONE X UNSHADED (area outside 0.2% annual chance floodplain) and ZONE AF (base flood elevation determined) as shown on FLOOD INSURANCE RATE MAP for the CITY OF BOSTON. COMMUNITY 250286. PANEL NUMBER 814. WITH EFFECTIVE DATE OF MARCH 16, 2016.

EXHIBIT C

PROJECT TEAM

Proponents/Owners: FPG DS Owner One, LLC, and FPG Owner Two, LLC
45 Main Street, #800
Brooklyn, NY 11201
(718) 907-7700

Jonathan Landau
John Matteson

Architects: Stantec Architecture
311 Summer Street
Boston, MA 02210
(617) 234-3100
B.K Boley
James Gray
Aeron Hodges
Meagan Sippel

Landscape Architects: Stantec
226 Causeway Street
Boston, MA 02114
(617) 523-8103
Robert Corning
Mike Nowicki

Legal Counsel: Reuben, Junius & Rose, LLP
83 High Street
Newburyport, MA 01950
(978) 376-6355
Jared Eigerman, Esq.

Permitting Consultant: Epsilon Associates, Inc.
3 Clock Tower Place, Suite 250
Maynard, MA 01754
(978) 897-7100
Cindy Schlessinger
Talya Moked, LEED AP BD+C

Transportation and
Engineering: Howard Stein Hudson
11 Beacon Street, Suite 1010
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(617) 482-7080
Brian Beisel
Michael Littman

Civil Engineer:

Nitsch Engineering
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Boston, MA 02108
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Deborah M. Danik, PE

Community Outreach:

Nauset Strategies
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Boston, MA 02210
(617) 523-3097
Michael K Vaughan
Christine McMahon

EXHIBIT D

PROJECT DRAWINGS

- LANDSCAPE PLAN
- CIRCULATION PLAN
- PROPOSED ELEVATIONS
- RENDERED VIEWS

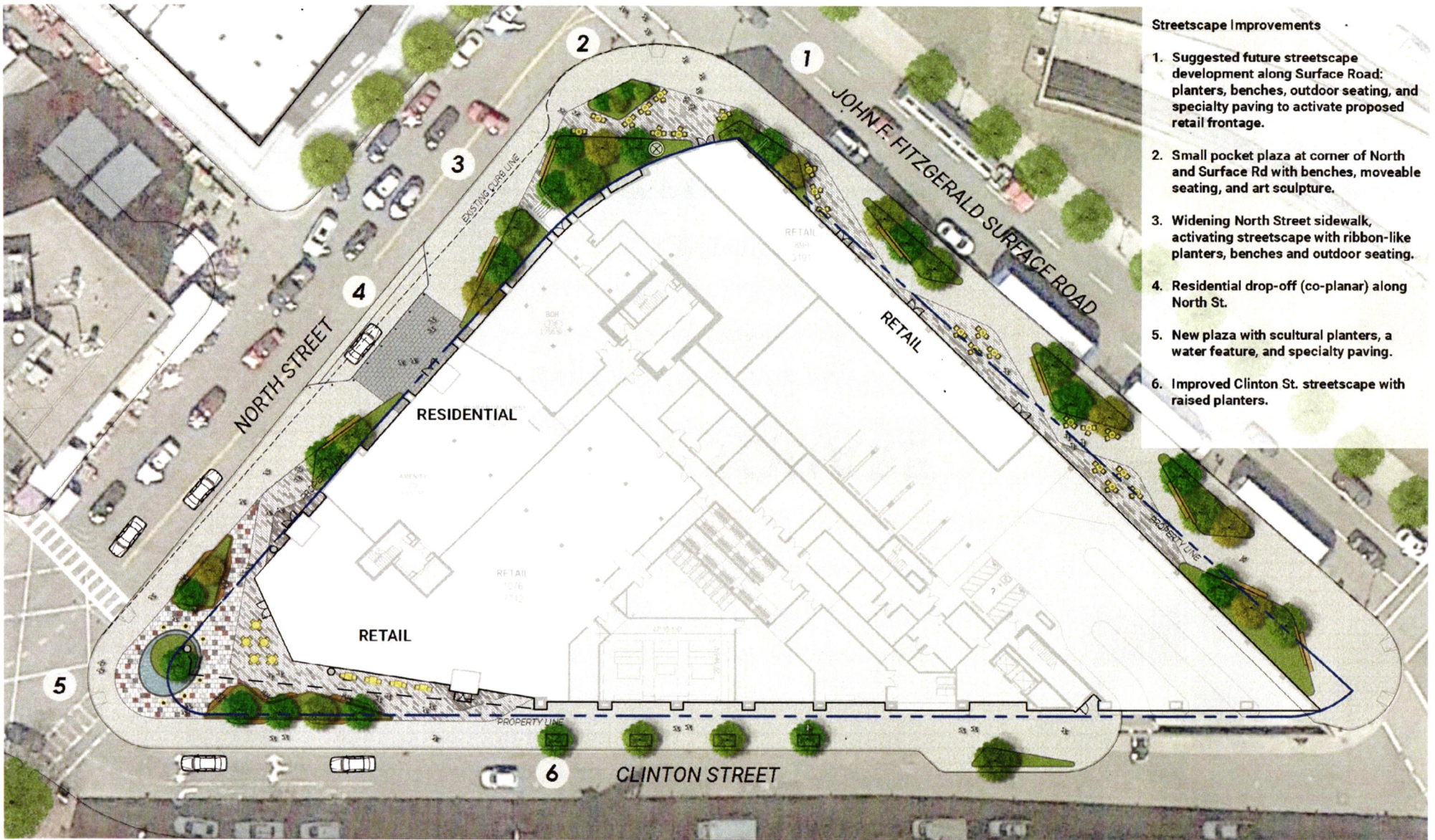
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PDA

DOCK SQUARE

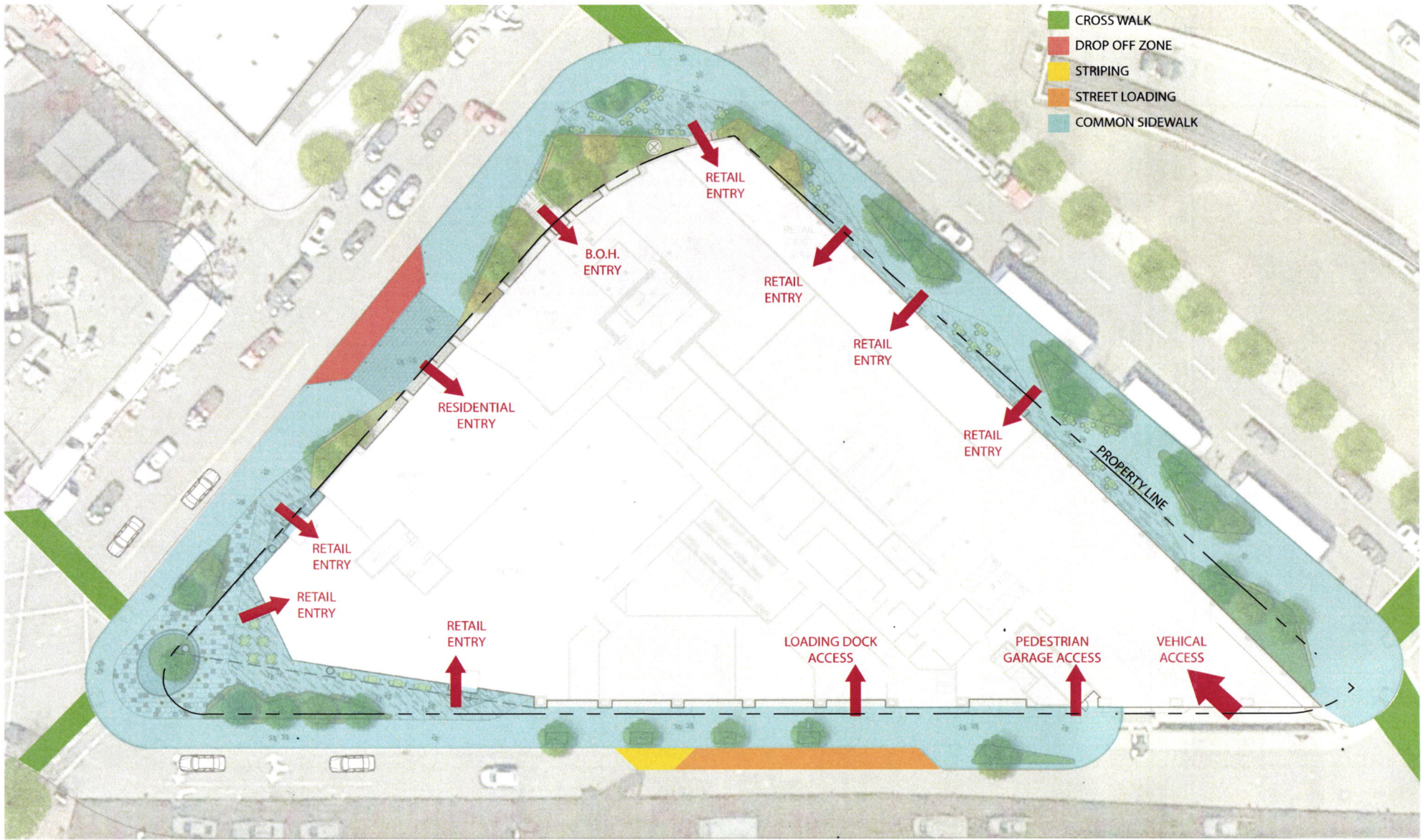
2019.06.05

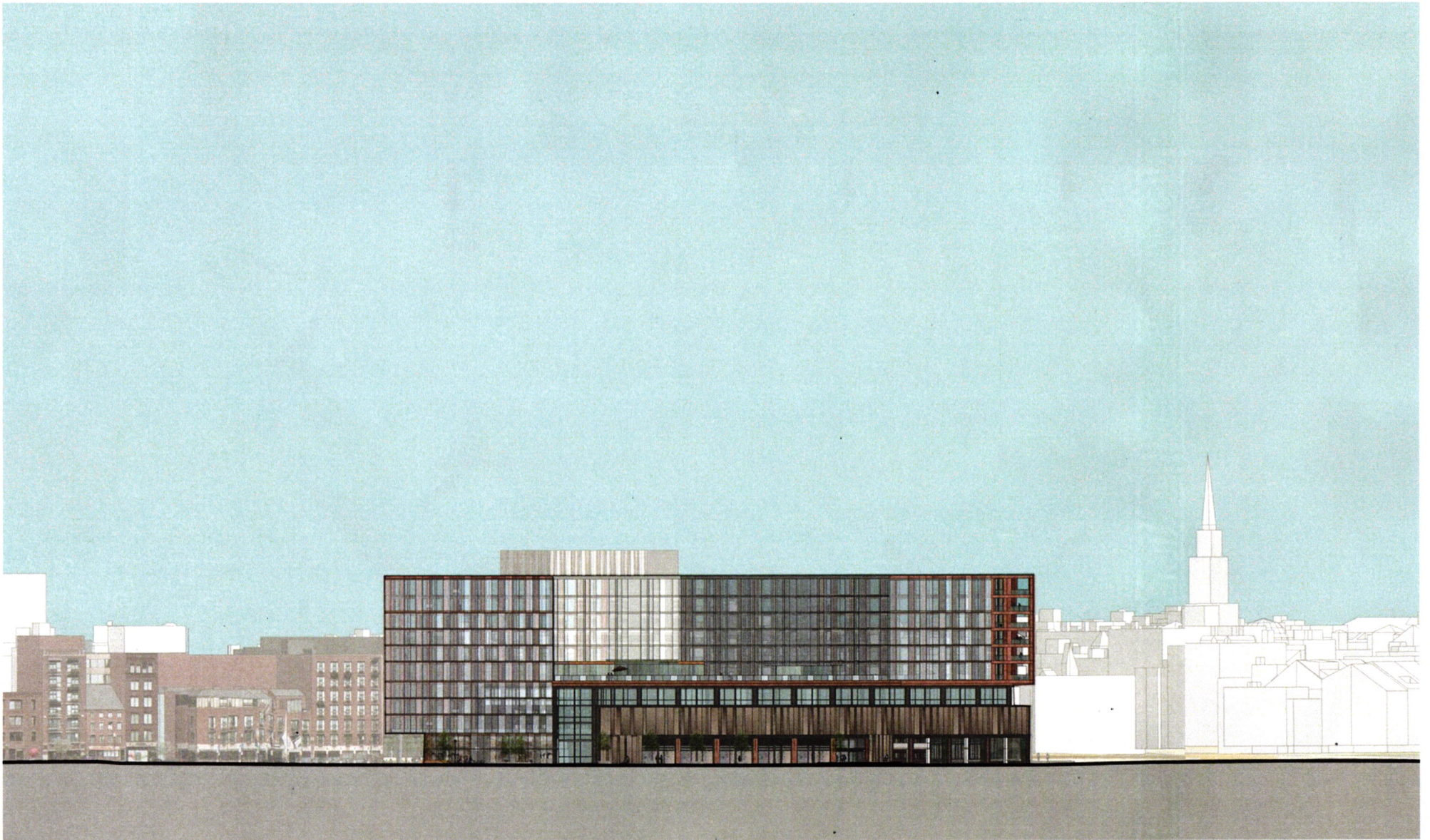


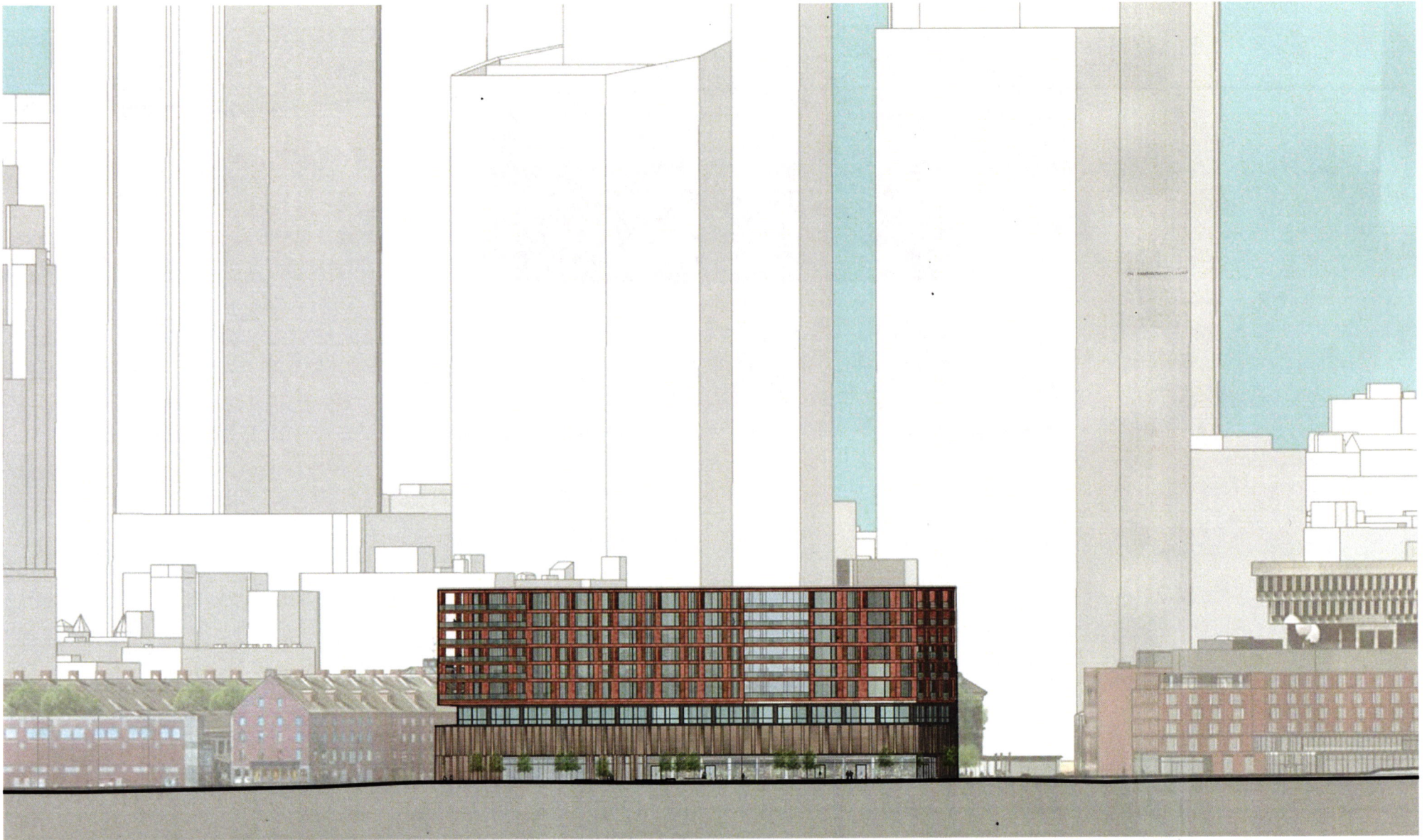


Streetscape Improvements

1. Suggested future streetscape development along Surface Road: planters, benches, outdoor seating, and specialty paving to activate proposed retail frontage.
2. Small pocket plaza at corner of North and Surface Rd with benches, moveable seating, and art sculpture.
3. Widening North Street sidewalk, activating streetscape with ribbon-like planters, benches and outdoor seating.
4. Residential drop-off (co-planar) along North St.
5. New plaza with scultural planters, a water feature, and specialty paving.
6. Improved Clinton St. streetscape with raised planters.











FACT SHEET

DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 123

DOCK SQUARE

20 CLINTON STREET
BOSTON (DOWNTOWN), MASSACHUSETTS

June 13, 2019

- I. **Proponents:** FPG DS Owner One, LLC, and FPG DS Owner Two, LLC
- II. **Project Location:** 20 Clinton Street is located Downtown, and is bounded by Clinton Street to the south, North Street to the northwest, and John F. Fitzgerald Surface Road to the northeast (the “Project Site”). The Project Site has a lot area of approximately 51,027 square feet (“sf”). Existing improvements at the Project Site include a seven-story parking structure commonly known as the *Dock Square Garage*, with 698 public parking spaces and approximately 15,000 sf of ground-floor restaurant space.
- III. **Existing Zoning:** The Project Site is located within the *Government Center/Markets District*, the *Restricted Parking Overlay District*, and the *Greenway Overlay District*. The Project Site is not located within any of the nine *Protection Areas* within the *Government Center/Markets District*. The five areas in the *Government Center/Markets District* within which a Planned Development Area (“PDA”) may be permitted include the Project Site as “PDA-III.”
- IV. **Project Description:** The Project consists of reducing public parking from seven levels for 698 vehicles to five levels for approximately 450 vehicles, and adding back six stories of new residential space and creating additional residential space to the lower floors, for a total of up to 209 multifamily residential units, within approximately 243,500 sf of gross floor area (“GFA”). The garage will also be redesigned to accommodate valet services and mechanical lifts. To accommodate a new ground-floor residential lobby, the existing retail / restaurant / services space on the ground floor will be reduced in size, and, to better activate the streetscape, an entirely new retail / restaurant / services space will be added at the ground level, facing John F. Fitzgerald Surface Road, for a total of approximately 11,500 sf of GFA.
- V. **Project Uses:** The Project will contain multifamily residential, public parking, and ground-level retail / restaurant / services uses.

VI. Project Dimensions: The total gross floor area of the Project is a maximum of 420,000 sf, with a maximum floor area ratio (“FAR”) of 8.2. The Project will have a building height of up to 11 stories and up to 124’-8”.

VII. Public Benefits: The Project will provide, among others, the following public benefits:

Publicly Accessible Space:

- Creation of a uniform grade for the ground-level open space at the westerly corner of the Project Site, and addition of plantings, tables, and chairs for public use.
- Contribution to Rose F. Kennedy Greenway Conservancy of \$200,000 to fund artwork along the Greenway.
- Approximately 11,500 sf of ground-floor restaurant/ retail / services space.

Inclusionary Affordable Housing:

- Thirteen percent (13%) of the up to 209 dwelling units in the Project, or up to 27 units, will be IDP units, provided on site.

Street Improvements:

- Improvements to both Clinton Street and North Street that will be consistent with any applicable street improvement regulations or guidelines, and will improve the appearance, condition, quality of design and materials, and accessibility and usability of the affected streets by pedestrians, taking into account increased vehicular and pedestrian flows.
- \$100,000 contribution to BTD to help fund transportation improvements near the Project site.

Financial

- Investment of approximately \$120 million in hard construction costs.
- Approximately \$650,000 in net additional property tax revenues.
- Approximately 250 full-time-equivalent (“FTE”) construction-phase employment opportunities, and approximately 25 new FTE permanent jobs.
- Consistent with City policy, the Project will target a construction workforce of 51% City of Boston residents, 40% minority workers, and 12% female workers.

Environment

- Design to be LEED-certifiable, consistent with Article 37 (Green Buildings) of the Zoning Code.
- Proximity to public transit, to reduce vehicle trips, mileage, and emissions.