

SEVENTH AMENDMENT TO MASTER PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 69
SOUTH BOSTON/THE 100 ACRES
[_____, 2024]

Pursuant to Section 3-1A and Section 80C-7 of the Zoning Code of the City of Boston (as in effect on the date hereof, the “**Zoning Code**”), this amendment constitutes the Seventh Amendment to the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres dated January 10, 2007, as amended (“**Seventh Amendment**”). Capitalized terms not defined in this Seventh Amendment are as defined in the Zoning Code as of the date hereof.

1. **The PDA Master Plan.** On August 10, 2006, the Boston Redevelopment Authority now d/b/a the Boston Planning & Development Agency (the “**BPDA**”) approved an amendment to the Boston Zoning Maps to create Planned Development Area No. 69 and also approved a Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres. Such map amendment and plan were approved by the Boston Zoning Commission (the “**Zoning Commission**”) on January 10, 2007, and became effective on January 10, 2007. The plan was subsequently amended by: (i) a First Amendment thereto approved by the BPDA on June 12, 2012, by the Zoning Commission on July 11, 2012, and effective as of July 12, 2012; (ii) a Second Amendment thereto approved by the BPDA on June 13, 2013, by the Zoning Commission on July 10, 2013, and effective as of July 10, 2013; (iii) a Third Amendment thereto approved by the BPDA on November 1, 2016, by the Zoning Commission on November 16, 2016, and effective as of November 18, 2016; (iv) a Fourth Amendment thereto approved by the BPDA on February 18, 2018, by the Zoning Commission on March 7, 2018, and effective as of March 12, 2018; (v) a Fifth Amendment thereto approved by the BPDA on September 10, 2020, by the Zoning Commission on October 21, 2020, and effective as of October 28, 2020; and (vi) a Sixth Amendment thereto approved by the BPDA on October 13, 2022, by the Zoning Commission on November 9, 2022, and effective on November ___, 2022 (as so amended, the “**PDA Master Plan**”). The PDA Master Plan provides for the redevelopment of an approximately 47-acre area of land in South Boston, Massachusetts bounded generally by the Fort Point Channel and A Street to the west, Summer Street to the north, the South Boston Bypass Road to the east, and West First Street and Mt. Washington Avenue to the south, but excludes those properties identified as 249 A Street, 326 A Street, 21 Wormwood Street, 33 Wormwood Street and 285 Summer Street (the “**Site**”). In addition, the PDA Master Plan provides that the properties within separate Planned Development Area No. 53 (“**PDA No. 53**”) are to continue to be governed by the Development Plan for PDA No. 53, as the same may be amended from time to time. The Site is more particularly described and depicted on Exhibits B and C to the PDA Master Plan and comprises a portion of the BPDA planning area known as the “100 Acres.”

The PDA Master Plan was adopted in order to support the redevelopment of the 100 Acres area into a dense, varied, and lively urban district that contains a broad range of uses such as residential, industrial, retail, service, research and development, office, open space, and cultural uses. The Proponent wishes to develop the approximately 2.4-acre site located at 232 A Street along the Fort Point Channel in the Fort Point neighborhood of South Boston, within the PDA Master Plan, and as proposed in the Development Plan for 232 A Street Project within Planned Development Area No. 69 (the “**Development Plan**”). The purpose of this Seventh Amendment to the PDA Master Plan is to ensure that the vibrant community envisioned in the PDA Master Plan is implemented, consistent with the Development Plan and the redevelopment of 232 A Street in South Boston (such redevelopment as further described below, the “**Project**”). Once approved by the Zoning Commission, each of the Seventh Amendment to the PDA Master Plan and the Development Plan will effectuate the zoning and land use controls to enable the conversion of the existing surface parking lot and other existing improvements on the Project Site (defined below) to better contribute to a lively urban district as described conceptually in the PDA Master Plan as amended thereby and deliver significant public benefits beyond those previously contemplated.

2. **Development of Parcels G7, G8 and Portion of Parcel HW5.** The proponent of this Seventh Amendment is Parcel 3 Owner, L.L.C., a Delaware limited liability company (the “**Proponent**”), which owns the property known as 232 A Street. The 232 A Street site is approximately 2.4 acres, currently includes a surface parking lot and an emergency access structure that serves the Central Artery tunnel system, including a significant vehicle access easement and adjacent standpipe array, and is roughly bound by Binford Street and privately owned land currently under development known as 244-284 A Street to the northeast, A Street to the southeast, the privately-owned Proctor and Gamble (“**P&G**”) South Boston manufacturing plant to the southwest, and the Fort Point Channel to the northwest, as shown on Exhibit A hereto and legally described on Exhibit B attached hereto (the “**Project Site**”). The Project Site includes Parcels G7 and G8 and a portion of Parcel HW5, each as shown on plans incorporated into the existing PDA Master Plan. The Proponent proposes to redevelop the Project Site to include a single building (the “**Building**”) that will have a Building Height of no greater than 150 feet and will include approximately [335,000]¹ square feet of Gross Floor Area of mixed-use development consisting of laboratory/R&D and office space, ground floor space with intended retail, restaurant, civic, and/or cultural uses, and below-grade parking. The Project will also include a city street extension, sidewalks, improvements to the Harborwalk and South Bay Harbor Trail, site grading for improved neighborhood resiliency, and approximately 1.5-acres of Publicly Accessible Open Space and Public Realm areas (each as defined in the Development Plan) along the Fort Point Channel waterfront.

The Project Site contains historically-filled former tidelands that are subject to the Massachusetts Public Tidelands Act, M.G.L. c. 91, and the regulations promulgated thereunder set forth at 310 CMR 9.00 et seq., and is within the areas subject to the South Boston Waterfront Municipal Harbor Plan submitted by the City and the BPDA and approved by the Secretary of Energy and Environmental Affairs.

¹ NTD: final GFA of Building to be confirmed.

The Project will include the establishment of significant Publicly Accessible Open Space and Public Realm areas (each as defined in the Development Plan) on the Project Site that significantly exceed the requirements of the PDA Master Plan, the Massachusetts Public Tidelands Act, M.G.L. c. 91, and the regulations promulgated thereunder set forth at 310 CMR 9.00 et seq. (“**Chapter 91**”), and the South Boston Waterfront Municipal Harbor Plan (“**SBWMHP**”) submitted by the City of Boston (the “**City**”) and the BPDA and approved by the Secretary of Energy and Environmental Affairs. A large portion of the Project Site sits above the Central Artery tunnel extension to the Massachusetts Department of Transportation (“**MassDOT**”) Ted Williams tunnel. This imposes significant limitations on the potential for vertical improvements and below-grade foundation systems and structural support that can be considered for proposed buildings. In addition to surface parking lot areas, the Project Site includes an emergency access structure that serves the tunnel, a corresponding emergency vehicle access easement, and adjacent standpipe array. There is also a separate 0.25-acre existing open space area at the western tip of the Project Site located along Fort Point Channel. This area, currently known as Binford Park, is a valued asset in the neighborhood, and expanding upon its offerings with a programmed and further activated waterfront park area is a key goal within the aggregate Project and its public realm plan. As currently designed, the Project is anticipated to create approximately 1.5-acres of Publicly Accessible Open Space and Public Realm areas along the Fort Point Channel waterfront, incorporating the emergency access structure and certain other related improvements into these areas thereby converting approximately 1.1-acres of the Project Site that was previously planned as building footprint under the PDA Master Plan prior to the effectiveness of this Seventh Amendment to Publicly Accessible Open Space and Public Realm areas, which represents over three times the originally contemplated Publicly Accessible Open Space and Public Realm areas. The new planned Publicly Accessible Open Space and Public Realm areas will continue to accommodate the MassDOT emergency/maintenance vehicle access infrastructure and easement and other remaining site access requirements, while also providing new outdoor venues for public activities. As part of the Project, the Publicly Accessible Open Space area will be dedicated to public use in perpetuity through the granting of an easement to the City of Boston.

The grading plan for the Project provides for a resiliency berm (the “**Berm**”) that is planned to create an integral barrier intended to serve as elevated flood protection from the Fort Point Channel. The Project Site will include a portion of the Berm along the on-site Fort Point Channel waterfront, with the intent to limit flooding related to sea level rise and storm surge and contribute to flood protection in the immediate area and larger South Boston neighborhood. The BPDA has secured funding from the Federal Emergency Management Agency (“**FEMA**”) for design and construction of the Berm, and as the recipient of FEMA funding, the BPDA is responsible for direct coordination with FEMA and the final engineering details of the Berm. The Project team will continue to coordinate and collaborate with the City of Boston and the BPDA as the Berm’s design advances. Depending on timing of the design process for the Berm’s various elements, the portion of the Berm planned for the Project Site may be constructed and initially funded by the Proponent as part of the Project, with the intent that the Proponent would seek to pursue reimbursement of eligible costs from FEMA funds.

The Project will also contribute new public sidewalks and bike lanes, and deliver improvements to the Harborwalk which will enhance pedestrian and cyclist connectivity throughout the Project Site and better integrate into the City's greater Harborwalk system and the South Bay Harbor Trail. These improvements will serve to connect the existing Fort Point Channel waterfront resources and new public spaces within the Site to other neighborhoods outside of South Boston. The Project includes widening of on-site portions of the Harborwalk to a width of 22 feet, and raising of the grade of the Harborwalk, which are intended to improve access to the Fort Point Channel and its associated watershed.

The Project will also include construction of on-site portions of an extension of Necco Street to be dedicated as a new public right-of-way. Initially, an interim extension of Necco Street will be constructed south of Binford Street that will terminate within the Project Site, in response to existing conditions on the adjacent site of the P&G South Boston manufacturing plant to the southwest. The long-term vision for Necco Street's further extension is to allow for a connection to future roadway segments anticipated to be developed on the P&G South Boston manufacturing plant site as part of that site's future redevelopment. The interim Necco Street extension improvements will be constructed to allow for future connections to be made when redevelopment of the P&G site occurs and there is a need to extend and connect with the portion of Necco Street located on the Project Site. A Necco Street extension right-of-way easement will be inspected and accepted by the City of Boston, subject to reservations for minor encroachments such as awnings, building cornices, flagpoles, and signage approved as part of design review, and will be finalized after the completion of construction of the Project.

The Project Site also contains historically-filled former tidelands that are subject to Chapter 9, and the SBWMHP. The Project is designed to satisfy Chapter 91 and SBWMHP requirements, including through provision of facilities of public accommodation as required by Chapter 91. The Project will also provide additional publicly accessible interior spaces and the Project's ground floor will promote public use and enjoyment of the waterfront and will include public restrooms and a drinking water station, and storage for Dragon Boats will be provided at a to be determined location in the below grade garage within the Project.

3. **Public Realm Enhancements and Allocated Enhancements.** Reference is made to the Public Realm Enhancements as described in the PDA Master Plan and that certain Amended and Restated Memorandum of Agreement dated as of January 10, 2007 between the BPDA and certain "Owner Parties" (as defined therein), as amended by that certain First Amendment to Amended and Restated Memorandum of Agreement dated as of September 1, 2012 (the "**100 Acres MOA**"). Pursuant to the PDA Master Plan and the 100 Acres MOA, certain "Allocated Enhancements" (as defined therein) are assigned to the Project Site. This Seventh Amendment confirms that the Allocated Enhancements assigned to Parcels G7 and G8 shall remain the same and consist of the construction of open space parcel HW5, and that the construction, as part of the Project, of the publicly accessible open space and public realm areas described above, including the Berm, shall satisfy such obligations.

4. **Amendments to PDA Master Plan.** In recognition of the foregoing, the PDA Master Plan is hereby amended as follows:

- (i) Exhibit D to the PDA Master Plan is replaced by the Exhibit D attached to this Seventh Amendment.
- (ii) Exhibit E to the PDA Master Plan is replaced by the Exhibit E attached to this Seventh Amendment.
- (iii) Exhibit G to the PDA Master Plan is replaced by the Exhibit G attached to this Seventh Amendment.
- (iv) Exhibit H to the PDA Master Plan is replaced by the Exhibit I attached to this Seventh Amendment.
- (v) Exhibit I to the PDA Master Plan is replaced by the Exhibit I attached to this Seventh Amendment.
- (vi) Exhibit K to the PDA Master Plan is replaced by the Exhibit I attached to this Seventh Amendment.

These new Exhibits solely reflect (i) that Parcels G7 and G8 will be improved with the Building instead of two separate buildings, (ii) changes in the footprint of the Building as compared to the previous plan for two separate buildings, and (iii) extensive new public realm improvements over that previously depicted on the PDA Master Plan, including the Berm and extension of Necco Street.

5. **PDA Master Plan, as Amended.** Except as amended by this Seventh Amendment, the PDA Master Plan remains unmodified and is in full force and effect.

Attachments:

- Exhibit A: Plan of Project Site
- Exhibit B: Legal Description of Project Site
- Exhibit D: Illustrative Plan for 100 Acres Development
- Exhibit E: Use Plan
- Exhibit G: Open Space Plan
- Exhibit H: Right of Way Plan
- Exhibit I: Buildout Plan
- Exhibit K: First Phase Public Realm Enhancements

Exhibit A

Plan of Project Site

[See attached]

Exhibit B

Legal Description of Project Site

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, SHOWN AS "PROPOSED PARCEL 3" ON A PLAN ENTITLED, "SUBDIVISION PLAN – THE GILLETTE COMPANY, "A" STREET, WEST SECOND STREET, GILLETTE PARK, & DORCHESTER AVENUE – BOSTON, MASS." DATED AUGUST 11, 2020 BY FELDMAN LAND SURVEYORS, RECORDED WITH THE SUFFOLK COUNTY REGISTRY OF DEEDS AS PLAN 470 OF 2020, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT OF TANGENCY FORMING THE INTERSECTION OF THE SOUTHERLY LINE OF BINFORD STREET WITH THE WESTERLY LINE OF "A" STREET;

THENCE RUNNING S 29°38'45" W, BY SAID WESTERLY LINE OF "A" STREET, A DISTANCE OF 125.59 FEET TO A POINT OF NON-TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 19.93 FEET, A CHORD BEARING OF N 83°30'39" W, A CHORD DISTANCE OF 15.72 FEET, A DELTA ANGLE OF 46°27'50", AND AN ARC LENGTH OF 16.16 FEET TO A POINT OF TANGENCY;

THENCE RUNNING N 60°16'44" W, A DISTANCE OF 80.48 FEET TO A POINT;

THENCE TURNING AND RUNNING N 63°36'58" W, A DISTANCE OF 142.77 FEET TO A POINT;

THENCE TURNING AND RUNNING N 60°21'52" W, A DISTANCE OF 428.30 FEET TO A POINT ON THE SOUTHEASTERLY SIDELINE OF THE FORT POINT CHANNEL;

THE PREVIOUS FOUR COURSES BY LAND NOW OR FORMERLY OF THE GILLETTE COMPANY;

THENCE TURNING AND RUNNING N 29°50'06" E, BY THE FORT POINT CHANNEL, A DISTANCE OF 169.02 FEET TO A POINT;

THENCE TURNING AND RUNNING S 61°38'48" E, BY LAND NOW OR FORMERLY OF THE GILLETTE COMPANY, A DISTANCE OF 166.36 FEET TO A POINT ON THE SOUTHEASTERLY TERMINUS OF SAID BINFORD STREET;

THENCE TURNING AND RUNNING S 29°38'49" W, BY SAID BINFORD STREET, A DISTANCE OF 16.90 FEET TO A POINT;

THENCE TURNING AND RUNNING S 60°21'11" E, BY SAID BINFORD STREET, A DISTANCE OF 482.91 FEET TO A POINT OF CURVATURE;

THENCE RUNNING ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 16.00 FEET, A CHORD BEARING OF S 15°20'57" E, A CHORD DISTANCE OF 22.63 FEET, A DELTA ANGLE OF 89°59'25", AND AN ARC LENGTH OF 25.13 FEET TO THE POINT OF BEGINNING.

CONTAINING AN AREA OF 104,771 SQUARE FEET OR 2.405 ACRES.

Exhibit D

Illustrative Plan for 100 Acres Development

[See attached]

Exhibit E

Use Plan

[See attached]

Exhibit E – Use Plan

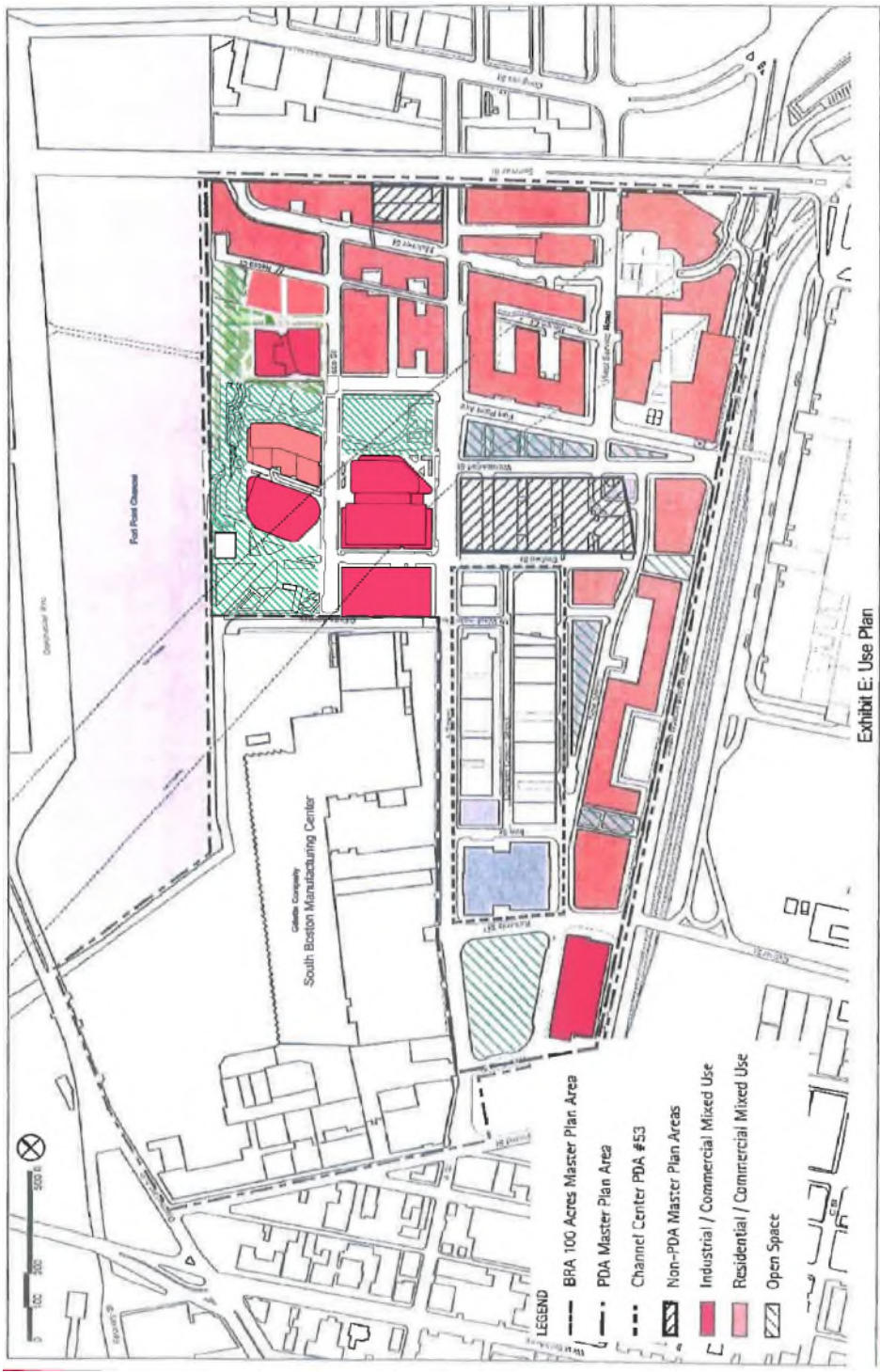


Exhibit E: Use Plan

Exhibit G

Open Space Plan

[See attached]

Exhibit H

Right of Way Plan

[See attached]

Exhibit I

Buildout Plan

[See attached]

Exhibit I – Buildout Plan



Exhibit K

First Phase Public Realm Enhancements

1. Street Signalization and Sequencing. [Completed]
2. Binford Street Signalization and Sequencing. [Updated traffic analysis in 2024 indicated that signalization at intersection not warranted.]
3. Traffic Direction Demonstration Project South of W. 2nd Street or Intersection Widening at A Street/W. 2nd Street (USPS property and property from other parties not part of the PDA Master Plan required). [Not yet completed]
4. Richards Street Connection Construction. [Completed]
5. Interim Harborwalk Landscaping/Irrigation. [Interim Harborwalk, landscaping improvements completed by Gillette; permanent Harborwalk improvements located on Parcels HW2 and FT1-A have been completed]