

**BOSTON REDEVELOPMENT AUTHORITY  
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY**

**MASTER PLAN  
FOR  
PLANNED DEVELOPMENT AREA NO. [ ]**

**SUFFOLK DOWNS REDEVELOPMENT, EAST BOSTON**

DATED: [\_\_\_\_\_, \_\_, 2020]

1. Master Plan. In accordance with Section 3-1A, Sections 53-44 through 53-49, and Article 80C of the Boston Zoning Code (as in effect on the date hereof, the “**Code**”), this plan constitutes the Master Plan for Planned Development Area No. [ ] (the “**Master Plan**”), for the proposed redevelopment (the “**Master Project**”) of the East Boston portion of the approximately 161-acre Suffolk Downs site (the “**Suffolk Downs Site**”) located at 525 McClellan Highway in East Boston and Revere, as more particularly described below. This portion of the Suffolk Downs Site that is located within East Boston is referred to herein as the “**PDA Area**”, and includes approximately 109 acres. The PDA Area is described in more detail below and in the legal description attached as Exhibit A hereto, and is shown on the plan attached hereto as Exhibit B (the “**Master PDA Area Plan**”).

This Master Plan contemplates the construction of multiple buildings and related infrastructure, as part of a phased redevelopment, and sets forth a statement of the development concept for the PDA Area, including the planning objectives and character of the development, the proposed uses of the PDA Area, the range of dimensional requirements contemplated for buildings to be developed as part of the Master Project, the proposed phasing of construction, and the anticipated public benefits of the Master Project.

This Master Plan consists of [ ] ([ ]) pages of text and Exhibits A-K. All references herein to this Master Plan refer to such pages and exhibits. Capitalized terms used but not defined in this Master Plan shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

This Master Plan describes five phases of development to be located within the PDA Area (each a “**Phase**” and collectively the “**Phases**”), which are expected to be developed as Phases 1-5 as defined below. The Phases, which are discussed in more detail below, will also be the subject of one or more Planned Development Area Development Plans (as defined in the Code, each such plan, a “**PDA Development Plan**”) to provide more specific information about the various Phases and the components thereof.

A conceptual site plan of the Master Project is shown on Exhibit C attached hereto.

2. The Proponent. The proponent of this Master Plan is The McClellan Highway Development Company, LLC, a Delaware limited liability company (collectively with its affiliates and their respective successors and assigns, the “**Proponent**”). The Proponent is an affiliate of The HYM Investment Group, LLC and is the current owner of the PDA Area and the entire Suffolk Downs Site.

The Proponent is a privately held Delaware limited liability company that is qualified to do business in Massachusetts and that has filed a Statement of Beneficial Interests with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “**BPDA**”), as required by Section 80B-8 of the Code.

3. Suffolk Downs Site and PDA Area Description. The Suffolk Downs Site is an approximately 161-acre underutilized thoroughbred horse racing facility located within East Boston and Revere, Massachusetts which includes (a) the PDA Area, which includes approximately 109 acres located in East Boston, and (b) approximately 52 acres of land that is located in Revere. The Suffolk Downs Site is bordered by Winthrop Avenue to the north, Washburn Avenue and the MBTA Blue Line right-of-way to the east, McClellan Highway (Route 1A) and an oil tank farm to the west, and Waldemar Avenue to the south, and the PDA Area has the same boundaries except that it is bordered by the Revere-Boston municipal boundary to the north. Concurrent with the redevelopment of the PDA Area, the adjacent portion of the Suffolk Downs Site that is located within the City of Revere will be redeveloped pursuant to permits and approvals, including a special permit, issued by the City of Revere.

4. Zoning. The PDA Area is located within the Suffolk Downs Economic Development Area (the “**Subdistrict**”) of the East Boston Neighborhood District, which is governed by Article 53 of the Code. Section 53-44 of the Code identifies the PDA Area as a location for a potential Planned Development Area. The Code also identifies the Suffolk Downs Economic Development Area as a Special Study Overlay Area. In connection with the development of the Master Project, in accordance with the Master Plan allowed by Article 3-1A.a of the Code, the PDA Area will be subdivided and the resultant legal lots will be governed by zoning subdistricts which will include use and dimensional regulations as provided in this Master Plan and in the PDA Development Plans. Zoning subdistricts within the PDA Area shall be as shown on Exhibit C-1, and each zoning subdistrict, as applicable, shall be subject to the dimensional requirements set forth on Exhibit C-2 (also referred to as the “**Zoning Tables**”).

5. Planning Objectives and Character of Redevelopment. The Proponent’s vision for the Master Project is to create a vibrant, mixed-use transit-oriented community that will offer an active, lively, and appropriate mix of uses (including civic, office, lab, hotel, retail, residential, parking, and other uses), connected and supported by new Publicly Accessible Open Space (as defined below) that will incorporate existing wetland features as well as active and passive recreation areas. This will include provision of an extensive, 27-acre (25% of the PDA Area) Publicly Accessible Open Space system in Boston, together with an additional 13 acres of publicly accessible open space in Revere (25% of the Revere portion of the Suffolk Downs Site), all of which will be available to Boston residents.

- a. Land Use. The PDA Area and adjacent portions of the Suffolk Downs Site presently includes an underutilized race track, a vacant administration building, a clubhouse and associated maintenance buildings, a grandstand, surface parking, and horse barns (which are dilapidated and unsuitable for further use). Proposed future uses defined by the development of the Master Project will result in the construction of diverse mix of uses, including the following: housing options to meet the needs of surrounding neighborhoods, including apartments, condominiums, and senior housing; commercial office and lab uses attractive to employers of growing

industries and emerging technologies, which will enhance and expand job creation and economic opportunity in East Boston; the incorporation of extensive ground-floor retail, including establishing a new retail square, Belle Isle Square, and a connecting “Main Street” retail district that will lead to the Revere portion of the Suffolk Downs Site and Beachmont Square, a new retail square to be constructed by the Proponent at the Beachmont MBTA Blue Line station, and new civic spaces. Allowed uses within each zoning subdistrict shall be as set forth in the Zoning Tables.

- b. Urban Design. The Proponent will apply Transit-Oriented Development (“**TOD**”) principles through integration of the adjacent Suffolk Downs MBTA Blue Line station and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, and through development of improved connections to adjacent neighborhoods of East Boston and Revere throughout the Suffolk Downs Site, including pedestrian and bicycle pathways within the new Publicly Accessible Open Space system and street network. The Proponent will also incorporate forward-thinking resiliency strategies intended to address future sea level rise and other impacts of climate change.

Architectural expression of buildings within the Master Project will be driven in large part by their individual and unique context within the overall Master Project, and design of the future buildings should emphasize a variety of scale, style, and material to reflect such diversity of experience throughout the PDA Master Plan Area. To this end, individual buildings are encouraged to find creative expression while complying with the dimensional requirements and urban design parameters set forth below and in the Zoning Tables. Buildings should create well-defined public spaces and maintain a human scale at the ground level. Distinctive, place-specific design, durability, and long-term sustainability should drive architectural character of all new construction. Architecture that is expressive of the new trends in housing and commercial uses, and derived from the unique mixed-use nature of this district, is encouraged. Façade materials and expressions must have appropriate detail and scale-giving elements to contribute to a distinctive urban context.

In addition, the Master Project’s development will be subject to the following additional dimensional requirements and urban design parameters:

- i. *Rights-of-Way*. A plan of proposed rights-of-way is shown on **Exhibit C-3** attached hereto. This plan shows the proposed locations of the centerline and intended dimensions for each proposed on-site right-of-way, which rights-of-way have been designated using nomenclature from the Boston Complete Streets guidelines, and also shows the land area of each resulting street block created by such planned rights-of-way (each a “**Block**”). Right-of-way easements will be granted to the City of Boston, upon the request of the City of Boston or the BPDA, on a Phase-by-Phase basis, with respect to specified rights-of-way as shown on **Exhibit C-3**. Such easements shall be subject to reservations for minor encroachments such as awnings, building cornices, flagpoles, and signage approved as part of design review, and will be granted

after the completion of construction of the right-of-way segments within such Phase and development of the development parcels directly abutting upon the relevant right-of-way segments. All rights-of-way will be maintained by a Suffolk Downs building owner's association ("SDOA") funded by contributions from individual building owners. At the Proponent's request, with the approval of the BPDA, centerlines and intended dimensions for any planned right-of-way may be changed without an amendment to this Master Plan or the PDA Development Plans, provided that the total square footage of land area of any resultant Block may not be materially increased or decreased without an amendment of this Master Plan, and of the applicable PDA Development Plan, as determined by the BPDA. Additional plans showing the locations and dimensions of each proposed right-of-way and Block are included as **Exhibit C-10**, and showing the anticipated locations and dimensions of future building parcels are included as **Exhibit C-11**. Such additional plans shall not be considered to be or treated as subdivision plans for setting parcel boundaries, but the plans included as **Exhibit C-10** shall be used only for establishing proposed locations of rights-of-ways for purposes of this Master Plan. A final right-of-way plan for the PDA Area (or, if requested by the Proponent and approved by the BPDA, for portions of the PDA Area), establishing street limits, grade, and ownership of the street or street network, must be submitted to and approved by the BPDA and Public Improvement Commission prior to the issuance of the first building permit for the Master Project (or, if applicable, for the relevant portion thereof). Such plans are intended to establish the general structure of the street(s) and allow for street design and temporary conditions as the Master Project is being built out. The Proponent will also implement the applicable Smart Utilities commitments set forth on **Exhibit J** as part of right-of-way design and construction.

- ii. *Maximum Building Coverage.* The portion of the land area within the PDA Area that is occupied by the footprint of buildings shall not exceed 40% in the aggregate, for purposes of which all buildings within the PDA Area shall be taken into account, and compared against the entire land area of the PDA Area, including without limitation open space and roadways. In calculating the portion of land area that is occupied by the footprint of buildings, a building footprint shall not include areas located wholly below grade or below open space, roadways, courtyards, service areas, and/or other similar areas open to the sky.
- iii. *Commercial and Retail Corridor Uses.* A minimum of 75% of the square footage of ground floor storefronts, along specified rights-of-way as identified on **Exhibit C-4**, shall be for space occupied by Commercial and Retail Corridor Uses (as defined in Section 7 below), provided that for such specified rights-of-way on **Exhibit C-4** that abut the Central Common, a minimum of 75% of the square footage of ground floor storefronts shall be occupied by uses made up of either Commercial and Retail Corridor Uses or Residential Uses, or a combination of such uses.

- iv. *Building Podiums, Towers and Stepbacks.* Maximum building podium and tower floor plates shall be as set forth in the Zoning Tables. Maximum tower floor plates shall apply solely to improvements above seventy (70) feet in Building Height for buildings for which the primary use is one or more Residential Uses, and shall apply above eighty five (85) feet in Building Height for buildings for which the primary use is one or more Commercial Uses. Minimum building stepbacks, above seventy (70) or eighty five (85) feet as applicable, shall be required along certain building frontages, as shown on **Exhibit C-5** and the minimum stepbacks along such frontages shall be as set forth in the Zoning Tables. Per the Zoning Tables, the BPDA may grant an exemption from such stepback requirements pursuant to Section 14 of the PDA Development Plans (Development Review Procedures) for up to twenty percent (20%) of the total linear footage where stepbacks would be required within the PDA Area.
- v. *Minimum Distance Between Building Towers.* The minimum distance between any two building components containing occupiable space, which building components rise above a required building podium, shall be sixty (60) feet. To the extent reasonably possible, the design of such taller building components should seek to further improve energy efficiency, reduce wind impacts on the ground level, encourage greater diversity in architecture and massing between adjoining buildings and Blocks, and promote a varied and distinctive building design.
- vi. *Building Setbacks.* Buildings shall comply with the minimum building setback zones for five (5) foot setback areas, measured from the boundary of the adjacent right-of-way, in the locations shown on **Exhibit C-6** attached hereto. For purposes of measuring a building's setback, minor encroachments such as awnings, building cornices, flagpoles, and signage shall be disregarded.
- vii. *Parking, Service and Loading Dock Entrances; Private Service Driveways.* A plan identifying rights-of-way where parking, service and loading dock entrances are prohibited is shown on **Exhibit C-7** attached hereto. For each building, the total width of each curb cut for parking entrances shall not exceed twenty four (24) feet, and the total width of each curb cut for service and loading dock entrances shall not exceed twenty four (24) feet. For the specific buildings identified on **Exhibit C-7**, curb cuts for parking entrances up to forty eight (48) feet in width may be allowed, subject to design review and consultation with PIC, BTM and the BPDA. Private service driveways shall be a minimum of forty (40) feet in width.
- viii. *Maximum Horizontal Building Wall.* Maximum continuous, uninterrupted horizontal façade wall length for individual buildings shall be defined by zoning subdistrict, as further detailed in the Zoning Tables. In addition, to the extent reasonably possible, designs for buildings should avoid continuous, uninterrupted horizontal facade massing longer than 250 feet for buildings with primarily Commercial Uses or 200 feet for buildings with primarily Residential

Uses. Where such massing extends beyond these lengths, it should be designed to maximize visual interest and avoid being perceived as a solid uninterrupted horizontal wall using publicly accessible ground-floor through-openings, or other such design features, or by being visually articulated as several smaller masses using different materials or colors, vertical breaks, bays, or other architectural elements. In addition, buildings should reflect a rhythm and variation appropriate to the urban context.

Any variations from the use and dimensional requirements and urban design parameters set forth above and in the Zoning Tables shown on **Exhibit C-2** shall require approval pursuant to Section 14 (Development Review) of the applicable PDA Development Plan, and for material variations may also require an amendment to this Master Plan and the applicable PDA Development Plan, as determined by the BPDA.

c. Public Realm.

- i. *Open Space.* The Master Project is anticipated to create key civic and public realm amenities, including numerous open public plazas, parks, playgrounds and outdoor active and passive recreation areas that will allow much greater utilization of the PDA Area compared to the presently underutilized race track and largely vacant fenced-in areas. Approximately 25% of the overall PDA Area, approximately 27 acres, will be developed and maintained by the Proponent as Publicly Accessible Open Space in Boston, together with additional publicly accessible open space in Revere that will be available for use by Boston residents. The Publicly Accessible Open Space network will also promote forward-thinking stormwater management and resiliency best practices, as well as improving the protection of nearby wetland resources by making them visually available to the public while protecting them from physical disturbances.

As used in this Master Plan, “**Publicly Accessible Open Space**” shall mean and include hardscape and greenscape areas, parks, playgrounds, active sports and recreation and court areas, passive recreation areas, plazas, benches and sitting areas, greens and lawns, wooded, natural, and wetland areas, and pedestrian and bicycle paths and walkways, provided in each case such areas are publicly accessible, open to the sky, and accessible from grade spaces that are also publicly accessible, provided further that sidewalks (other than sidewalks that run within or along the boundary of Publicly Accessible Open Space areas, sidewalk and plaza areas that are improved as part of Belle Isle Square, including on and adjacent to parcels B22 and B22B) and driveways and roadways open to vehicular traffic shall not be considered Publicly Accessible Open Space. Types of Publicly Accessible Open Space created through this Master Plan include Publicly Accessible Open Space that is to be publicly owned, Publicly Accessible Open Space that is to be privately owned, Publicly Accessible Open Space that is to be subject to an easement agreement with the

City of Boston providing for perpetual public use, and Publicly Accessible Open Space that is to be subject to a conservation restriction.

The notable Publicly Accessible Open Spaces to be constructed as part of the Master Project, subject to development review and approval by the BPDA pursuant to the applicable PDA Development Plan, include:

(1) Belle Isle Square: a new privately owned Publicly Accessible Open Space consisting of a plaza adjacent to the Suffolk Downs MBTA Blue Line station, to be known as Belle Isle Square, that will be surrounded by active retail uses, will have seating areas and landscaping, and can be utilized for community events;

(2) Central Common: a centrally located, year-round, approximately 15-acre active and passive recreation area that is Publicly Accessible Open Space, including an approximately 3-acre open field able to accommodate various uses, including summer picnics, soccer, fitness classes, community events, and other group activities. The Boston portion of the Central Common is approximately 12 acres and will be permanently protected with conservation restrictions to be approved by the EOEEA as described below;

(3) Active Linear Corridor: a new privately owned Publicly Accessible Open Space corridor, envisioned to span across the majority of the PDA Area and to link various neighborhoods and the surrounding community via open space that will include mounds, turf, traditional children's playground areas and jungle gyms. This corridor will include an approximately 0.7-acre Flexible Field as referenced below; and

(4) Orient Heights Park: a new publicly owned, permanently protected Publicly Accessible Open Space neighborhood park directly along Waldemar Avenue at the boundary with the Orient Heights residential neighborhood.

(5) Gateway Park: a new publicly owned Publicly Accessible Open Space to be built along a portion of the new Parkway road and accessible from both the Active Linear Corridor and the Central Common, which is anticipated to include several active recreational areas such as basketball/tennis/pickle ball courts, playgrounds, and a dog park.

(6) Green Fingers: a new privately owned Publicly Accessible Open Space proposed as new linear open spaces that are planned to provide connections across neighborhoods and which contain walking and biking trails to connect residential and commercial areas to the Central Common.

The phasing for development of the open space network is set forth in the PDA Development Plans. Within each Phase of the Master Project, Publicly Accessible Open Space shall be provided as buildings are developed so that, subject to delays for seasonal weather conditions, the area of Publicly Accessible Open Space available for use by the public in the Master Project is at least equal to 25% of the lot area of buildings that have been completed, and as

more particularly described in Section 6 below. The Publicly Accessible Open Space shall be constructed and maintained by the Proponent, and/or the SDOA, and all Publicly Accessible Open Space will be developed in accordance with the open space guidelines attached hereto as **Exhibit C-8**.

Once completed, Publicly Accessible Open Space areas will be maintained by the owners of adjacent buildings or by the SDOA, in perpetuity, and maintenance obligations for Publicly Accessible Open Space areas owned by the City of Boston shall be governed by the applicable maintenance agreement entered into respecting each such Publicly Accessible Open Space area.

The Proponent has also made the following additional commitments for public ownership or perpetual easements rights for key Publicly Accessible Open Space areas as described below totaling approximately 2.5 acres of land to be owned by the City of Boston and an additional approximately 3 acres of land with respect to which the City of Boston is to hold perpetual easement rights, in addition to the Central Common and wetland areas to be protected by conservation restrictions:

(A) Orient Heights Park (approximately 1.0 acre). This Publicly Accessible Open Space will be built along a portion of the southern edge of the PDA Site, adjacent to the Orient Heights neighborhood and Waldemar Avenue, and will include active recreational uses (i.e. playground and potentially basketball courts or other facilities), seating areas, and pedestrian and bicycle pathways that connect to the larger Master Project Publicly Accessible Open Space network. Following completion of construction of this Publicly Accessible Open Space area and associated roads and buildings, the Proponent will cause fee title to the Orient Heights Park to be conveyed to the City of Boston for use as a public park, and will enter into an agreement with the Boston Parks and Recreation Department (“**BPRD**”) for the SDOA to maintain the Publicly Accessible Open Space and the improvements constructed by the Proponent in perpetuity.

(B) Gateway Park Open Space Areas (approximately 1.5 acres in the aggregate). This Publicly Accessible Open Space will be built along a portion of the new Parkway road and be accessible from both the Active Linear Corridor and the Central Common. These Gateway Park Publicly Accessible Open Space areas are anticipated to include several active recreational areas such as basketball/tennis/pickle ball courts, playgrounds, and a dog park. Following the completion of the construction of this Publicly Accessible Open Space area and associated roads and buildings, the Proponent will cause fee title to the Gateway Park Open Space Areas to be conveyed to the City of Boston for use as a public park, and will enter into an agreement with BPRD for the SDOA to maintain the Publicly Accessible Open Space and the improvements constructed by the Proponent in perpetuity.



(C) Multipurpose Field within Central Common (approximately 2.3 acres). The Central Common Publicly Accessible Open Space will be the largest Publicly Accessible Open Space at the Suffolk Downs Site, and will include a large multipurpose field of approximately 2.3 acres. This multipurpose field will be designed and constructed to support sports such as soccer, events (including community and civic events), and other active recreational uses. Following completion of construction of the multipurpose field, the Proponent will grant Publicly Accessible Open Space easements pursuant to an easement agreement with the City of Boston, providing for perpetual public use of the multipurpose field, and will also enter into an agreement with BPRD for the SDOA to maintain the Publicly Accessible Open Space and the improvements constructed by the Proponent in perpetuity. This agreement will provide that the SDOA will maintain the multipurpose field and that the SDOA and BPRD will have shared programming rights, with BPRD to oversee programming of the field for 50% of its hours of operation, and with the SDOA retaining control over programming for the remaining 50% of its hours of operation.

(D) Central Common and Wetlands Conservation Restriction. The Proponent will execute and record Conservation Restrictions to be approved by the EOEEA protecting the Publicly Accessible Open Space consisting of Central Common and wetland areas from future development, provided that the construction, maintenance, repair and replacement of landscaping, active and passive recreational improvements (including without limitation temporary tents and platforms), storm drainage facilities, and subsurface utilities and infrastructure, as well as public and private events and activities, shall be permitted. Separate Conservation Restrictions will be recorded for the southerly and northerly portions of the Central Common and for the wetland areas following completion of construction of adjacent buildings and roadways in accordance with the Memorandum of Agreement between the Proponent and BPRD.

The allocation of hours of operation for programming by the BPRD will take account of the importance of providing opportunities for organized recreational activities to Boston public school students on school days.

(E) Flexible Field within Active Linear Corridor (approximately 0.7 acre). The Flexible Field area within the Active Linear Corridor will be constructed as a rectangular open field that will be suitable for smaller scale recreational purposes. This could include youth soccer, events, yoga and other active recreational uses. Similar to the multipurpose field as described above, this flexible field will be subject to a Publicly Accessible Open Space easement agreement with the City of Boston, providing for perpetual non-exclusive public use of the flexible field, and the Proponent will enter into an agreement with BPRD for the SDOA to maintain the Publicly Accessible Open Space and the improvements constructed by the Proponent in perpetuity. This agreement will provide that the SDOA will maintain the field and that the SDOA and BPRD will have shared programming rights, with BPRD to oversee programming

of the field for 50% of its hours or operation, and with the SDOA retaining control over programming for the remaining 50% of its hours or operation.

For (A)-(C) and (E) above, the allocation of hours of operation for programming by the BPRD will take account of the importance of providing opportunities for organized recreational activities to Boston public school students on school days.

At a minimum, the Publicly Accessible Open Space within the Master Project will include the following active recreation facilities (or other reasonably equivalent facilities):

- › One (1) Multipurpose Field (as referenced above)
- › One (1) Flexible Field (as referenced above)
- › Four (4) Basketball Courts
- › Three (3) Tennis Courts / Pickle Ball Courts or multipurpose courts
- › Five (5) Playgrounds
- › Five (5) Bocce Courts

Determinations about specific design and locations of active recreational facilities, including courts, fields, playgrounds and other areas, will be made as individual Publicly Accessible Open Space areas are developed, as part of this additional development review process pursuant to Section 14 of each PDA Development Plan. The Proponent's obligations shall be limited to outdoor facilities. The BPRD shall be a participant in the design review process for all Publicly Accessible Open Space areas intended for active or passive recreational use by the public.

All of the Publicly Accessible Open Space areas located within the Master Project will be operated and maintained by the Proponent or the SDOA at no cost to the City of Boston. An illustrative site plan depicting the Publicly Accessible Open Space network and programming is attached as **Exhibit F**.

The Proponent shall enter into a Memorandum of Agreement with the BPRD prior to the date that is six (6) months after the approval of this Master Plan. The Memorandum of Agreement shall provide for the commitments included in this Master Project and the individual PDA Development Plans for active and passive recreational areas, including the design process for these areas, execution and recording of easements and conservation restrictions, future changes in the active and passive recreational areas, programming recreational areas where the SDOA and City of Boston share control, and maintenance of the active and passive recreational areas by the SDOA. The SDOA shall be

responsible for capital repairs and replacements needed to maintain the active and passive recreational areas owned by it in good condition and for any improvements or alterations which the SDOA elects to make and are approved by the BPRD. The City shall be responsible for capital repairs, replacements, and any improvements to the Publicly Accessible Open Space areas owned by the City of Boston.

The Memorandum of Agreement with the BPRD shall provide that following the initial construction of Publicly Accessible Open Space areas the Proponent will be responsible for in-kind capital repairs and replacements and that, in the event the Proponent proposes to undertake any future proposed redesign or material changes to such area, the Proponent or SDOA shall first engage in a community process, and any proposed major capital improvements to Publicly Accessible Open Space to be undertaken by the Proponent shall be subject to the development review process set forth in Section 14 of each PDA Development Plan.

Nothing in the final provisions of the Memorandum of Agreement, or any provisions herein, shall be construed to limit the transfer of ownership interests in Publicly Accessible Open Space by fee title or easement to the BPRD, or conservation restriction to the City, only. If in the future, as the Master Project is built out and the Proponent, the BPRD, and the BPDA deem it appropriate, ownership interests in the Publicly Accessible Open Space may be transferred by another mechanism or held by another public entity than the BPRD, provided it is consistent with the uses and requirements under this Master Plan.

- ii. *Streetscape, Transportation & Access.* The Master Project will create a cohesive network of modern urban primary, secondary and tertiary streets, walking paths, bicycle paths and bike stations, green connections, and will encourage public use of the adjacent Suffolk Downs MBTA Blue Line, as well as the Beachmont MBTA Blue Line Station located adjacent to the Revere portion of the Suffolk Downs Site. Tomasello Drive will be upgraded to be pedestrian- and bike-friendly and is anticipated to also serve as a primary access point for motorized vehicles entering and exiting the PDA Area. Several pedestrian loops are also anticipated, ranging from approximately one to one and one half miles. All of the streets, sidewalks, walking paths, and bicycle paths located within the Master Project will be operated and maintained by the Proponent or the association of building owners at no cost to the City of Boston. A roadway circulation plan is included as **Exhibit G**. Right-of-way easements will be granted to the City of Boston, after the completion of the construction of all rights-of-way and the adjacent development parcels, with respect to the rights-of-way shown on **Exhibit C-3**.
- iii. *Utilities.* The Master Project will involve the construction of water, sewer and storm drainage facilities in accordance with City of Boston standards. These public infrastructure elements will be constructed at no cost to the City of

Boston or other public agencies and will be transferred upon completion to the applicable governmental agency at no cost.

- d. Orient Heights Transition Zone. The Orient Heights residential neighborhood is located to the south of the PDA Area and a portion of the PDA Area has therefore been designated as the “Orient Heights Transition Zone” as shown on Exhibit C. Development in the Orient Heights Transition Zone is restricted largely to single family homes, town homes, and small residential buildings. With the exception of a building to be located adjacent to Route 1A which may be used as a hotel (with ground floor retail and other uses accessory thereto), and a small retail building to be located adjacent to the Suffolk Downs MBTA Station, the land and buildings in the Orient Heights Transition Zone may be used only for Residential Uses, Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking), Open Space and Recreational Uses, and uses accessory thereto and shall also be subject to additional restrictions as set forth in this Master Plan and in the applicable PDA Development Plans.

6. The Master Project. The Master Project has completed review under Article 80B of the Code (Large Project Review), subject to on-going review in accordance with the Development Review Procedures, as defined herein, by the BPDA. A joint Expanded Project Notification Form and Expanded Environmental Notification Form for the Master Project was filed with the Boston Redevelopment Authority, doing business as the Boston Planning & Development Agency (the “BPDA”) on November 30, 2017. The BPDA issued a Scoping Determination for the Master Project under Section 80B of the Code on February 21, 2018. A joint Draft Project Impact Report and Draft Environmental Impact Report for the Master Project was subsequently filed with the BPDA on October 1, 2018. On February 1, 2019 the Proponent filed drafts of a PDA master plan and five (5) PDA Development Plans associated with the five (5) phases of the Master Project. The BPDA issued a Request for Supplemental Information on the Master Project on February 12, 2019, and the Proponent filed a Supplemental Information Document, in response to this request, on May 1, 2019. The BPDA issued a Request for Additional Information on the Master Project on August 22, 2019 and the Proponent filed a response to that request, as well as updates to the previously-submitted PDA Development Plans on September 16, 2019. The Proponent submitted further updates to the Master Plan and PDA Development Plans on February 21, 2020 and these updated materials were translated into Spanish and Arabic and the translations were made available on the BPDA website. A Preliminary Adequacy Determination waiving the requirement for a Final Project Impact Report was issued by the BPDA on \_\_\_\_\_, 2020.

Based upon the approval of this Master Plan and approval of one or more PDA Development Plans, final plans and specifications for each building will be submitted to the BPDA pursuant to Articles 80B and 80C of the Code for final design review approval and certifications as to consistency and compliance with this Master Plan and the applicable PDA Development Plan. The development of the Master Project may proceed in multiple sequential or concurrent phases or sub-phases. The Proponent presently anticipates that the Master Project will include the following Phases as shown on Exhibit H attached hereto, subject to modifications that may be made in accordance with this Master Plan (it being acknowledged that material modifications to the Publicly Accessible Open Space program will require an

amendment to this Master Plan and to any applicable PDA Development Plans as determined by the BPDA):

- a. *Phase 1.* Phase 1 of the Master Project includes nine (9) buildings and seven (7) town homes containing a total of approximately 1,338,000 square feet of development adjacent to the Suffolk Downs MBTA Blue Line Station, consisting of the Belle Isle Square public plaza, approximately 745,000 square feet of residential development, and approximately 593,000 square feet of non-residential development including at least 56,000 square feet of Commercial and Retail Corridor Uses, and the construction of additional Publicly Accessible Open Space surrounding the on-site Horseshoe Pond and related landscaped wetlands enhancements as set forth in the PDA Development Plan for Phase 1 to provide, together with the Belle Isle Square public plaza, a total of approximately 250,000 square feet (about 5.75 acres) of Publicly Accessible Open Space;
- b. *Phase 2.* Phase 2 of the Master Project includes eleven (11) buildings and four (4) town homes containing a total of approximately 1,731,000 square feet of development expanding outward in two directions from the Suffolk Downs MBTA Blue Line Station, consisting of approximately 1,325,000 square feet of residential development, and approximately 406,000 square feet of non-residential development including at least 51,000 square feet of Commercial and Retail Corridor Uses, and the buildout of approximately 387,500 square feet (about 8.9 acres) of Publicly Accessible Open Space, including the Boston portion of the Central Common, a new neighborhood park along Waldemar Avenue, and the southernmost portion of the Active Linear Corridor.
- c. *Phase 3.* Phase 3 of the Master Project includes eight (8) buildings (including two buildings that are located in both Boston and Revere) containing a total of approximately 2,905,000 square feet of development in the interior of the Suffolk Downs Site, consisting of approximately 1,994,000 square feet of residential development, and approximately 911,000 square feet of non-residential development including at least 53,000 square feet of Commercial and Retail Corridor Uses including several blocks of the Main Street retail district, and the buildout of approximately 167,000 square feet (about 3.85 acres) of Publicly Accessible Open Space, including a portion of the Active Linear Corridor.
- d. *Phase 4.* Phase 4 of the Master Project includes ten (10) buildings (including one building that is located in both Boston and Revere) and seven (7) single family homes containing a total of approximately 3,183,000 square feet of development bordering on Tomasello Road, consisting of approximately 2,047,000 square feet of residential development, and approximately 1,136,000 square feet of non-residential development and approximately 175,000 square feet (about 4.0 acres) of Publicly Accessible Open Space, including enhancements to the adjacent wetland buffer on the western side of Tomasello Road.
- e. *Phase 5.* Phase 5 of the Master Project includes ten (10) buildings and four (4) single family homes containing a total of approximately 1,363,000 square feet of

development bordering on Tomasello Road as it approaches Route 1A, consisting of approximately 1,199,000 square feet of residential development and approximately 164,000 square feet of non-residential development and approximately 195,000 square feet (about 4.5 acres) of Publicly Accessible Open Space, including enhancements to the adjacent wetland buffer on the northern side of Tomasello Road.

The currently proposed layout of the Master Project, including the Phases, is shown on **Exhibit C**, and may be modified over time as provided in this Master Plan to meet market demand, capitalize on economic opportunities, and respond to the changing needs and desires of residents, employees and visitors. Construction of the Master Project shall begin with Phase 1, and shall proceed generally in accordance with the sequence of Phases, however, with the approval by the BPDA, buildings in a subsequent Phase may proceed prior to commencement of completion of all buildings in prior Phases. The specific requirements for land, buildings, streets and Publicly Accessible Open Space included in each Phase, and their location and use, shall be as set forth in the PDA Development Plan applicable to each Phase and may be modified as set forth in such PDA Development Plan. In the event of any conflict between this Master Plan and a PDA Development Plan, the provisions of the Master Plan shall govern.

Given the phased nature of the build-out of the PDA Area, interim improvements, including temporary conditions regarding roads/access, may be located from time to time on portions of the PDA Area that have not been redeveloped as contemplated by the Master Project. Such interim improvements shall be subject to review and approval pursuant to and in accordance with Section 14 (Development Review Procedures) of each PDA Development Plan, and any temporary roads/access shall be designed to facilitate multimodal safety and connectivity in a manner that is informed by and does not preclude implementation of subsequent phased development of the Master Project.

The development of the extensive, 27-acre (25% of the PDA Area) Publicly Accessible Open Space system in Boston shall be completed in accordance with the requirements of this Master Plan, including Section 5.c above. In addition, as part of the development review for individual buildings and Publicly Accessible Open Space areas pursuant to Section 14 (Development Review Procedures) of each PDA Development Plan, the Proponent shall provide information regarding the Publicly Accessible Open Space areas proposed as part of each filing package, as more particularly described in Section 14 of the PDA Development Plans, as well as on the Publicly Accessible Open Space areas previously developed as part of the Master Project, and individual Publicly Accessible Open Space areas shall be developed and phased in a cohesive and coherent manner, taking into account the aggregate development that has been completed at the time, with development of individual buildings to generally be completed in coordination with any Publicly Accessible Open Space areas that are adjacent or in close proximity or through extension or connection to previously developed the Publicly Accessible Open Space areas. As individual buildings and Publicly Accessible Open Space areas are developed, at all times, subject to delays for seasonal weather conditions, the area of completed Publicly Accessible Open Space areas in the Master Project shall be at least equal to 25% of the lot area of buildings that have been completed, and in no event shall the incorporation of existing wetland areas as shown in **Exhibit C-12** (i) be used to satisfy more than 25% of the then-required acreage for the Publicly Accessible Open Space for Phase 1 (which includes the existing Horseshoe Pond), (ii)

be used to satisfy more than 20% of the then-required acreage for the Publicly Accessible Open Space within each of Phases 2-5, or (iii) be used to satisfy more than 20% of the then-required acreage for the Publicly Accessible Open Space at completion of the Master Project.

7. Range of Density and Dimensions, Proposed Uses. Given the scope, size and community involvement in the planning for Master Project, this Master Plan provides for the Proponent to have a degree of flexibility in the allocation of uses and dimensions in order to effectively respond to future changes in the course of market demands, economic opportunities, and the needs and desires of residents, employees, and visitors. Allowed uses within the Master Project shall be regulated by zoning subdistrict as set forth in the Zoning Tables, with uses to be as defined on Exhibit E attached hereto. As used in this Master Plan, “**Commercial and Retail Corridor Uses**” shall mean the following if located on the ground floor: Restaurant Uses; Retail Uses; Entertainment Uses; Civic Uses; Community and Cultural Uses; and uses accessory thereto. In addition, in the Orient Heights Transition Zone, only Residential Uses, Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking), Open Space and Recreational Uses, and uses accessory thereto shall be allowed except for a building to be located closest to Route 1A (where Hotel Uses, Restaurant Uses, Retail Uses, and accessory uses thereto shall be permitted) and a building to be located closest to the Suffolk Downs MBTA Station (where Restaurant Uses, Retail Uses, and accessory uses thereto shall be permitted), all as shown on the use plan attached hereto as Exhibit D. Any proposed use within a zoning subdistrict that is not an allowed use in accordance to the applicable zoning table for such subdistrict shall require an amendment to the Master Plan and applicable PDA Development as determined by the BPDA. The total Gross Floor Area of the Master Project shall not exceed 10,520,000 square feet in the aggregate, which shall include approximately 7,310,000 square feet of Gross Floor Area used for residential space and accessory uses thereto and approximately 3,209,000 square feet of Gross Floor Area used for non-residential space and accessory uses including a minimum of 160,000 of square feet of Gross Floor Area used for Commercial and Retail Corridor Uses and 40,000 square feet of Civic Uses, which shall be allocated among the Phases as follows:

Phase	Total Gross Floor Area	Residential Gross Floor Area (including accessory uses)	Non-Residential Gross Floor Area	Minimum Required Commercial and Retail Corridor Uses
1	1,338,000	745,000	593,000	56,000
2	1,731,000	1,325,000	406,000	51,000
3	2,905,000	1,994,000	911,000	53,000
4	3,183,000	2,047,000	1,136,000	0
5	1,363,000	1,199,000	164,000	0
Total	10,520,000	7,310,000	3,210,000	160,000

The maximum heights of the various buildings to be developed at the PDA Area shall be defined by zoning subdistrict as further detailed in the Zoning Tables attached hereto. Roof structures, decks, penthouses and equipment normally built above the roof and not used and designed to be used for human occupancy, may be located on the roof of buildings (including for the purpose of implementing solar and green energy concepts such as solar panels and green roof areas) above the maximum Building Height as defined by Article 2A of the Code, subject to design review by the BPDA. The Floor Area Ratio or FAR of the Master Project as a whole will not exceed 2.3, as calculated pursuant to the Code, provided that (i) elements of the Master Project that may be located on separate lots at any time and from time to time within the PDA Area shall be treated as a single lot for purposes of calculating FAR if there is a recorded document or agreement between the owners of the PDA Area that allocates the Gross Floor Area (for purposes of the definition of Floor Area Ratio pursuant to Article 2A of the Code) of the Master Project so that the total FAR of such separate lots together does not exceed the total FAR allowable in this Master Plan and (ii) the floor area of above-grade parking and loading areas that are consistent with the final construction plans approved by the BPDA shall be deemed to constitute floor area required to meet the off-street parking requirements of the Code for purposes of the definition of Floor Area Ratio. “**Gross Floor Area**” shall have the meaning set forth in Article 2A of the Code.

Given the phased nature of the build-out of the PDA Area, interim uses and improvements may be located from time to time on portions of the PDA Area that have not been redeveloped as contemplated by the Master Project. Such interim uses may include soil stockpiling, temporary parking lots for buildings developed as part of the Master Project pending completion of shared garages to be built in later Phases, and other uses that are consistent with underlying zoning. In addition, short term public events such as festivals and performances (e.g., Cirque de Soleil), shall be permitted and be coordinated with City of Boston public safety officials.

This Master Plan and each applicable PDA Development Plan shall supersede the otherwise applicable dimensional and design requirements of the Code (including without limitation the provisions set out in Sections, 53-51.2, 53-52, 53-53, 53-54, 53-55 and 53-56 of the Code), which shall not be applicable to the Master Project and the PDA Area. Upon issuance of a Certification of Compliance and Certification of Consistency pursuant to Sections 80B-6 and 80C-8 of the Code, the buildings and other improvements subject to the same shall be deemed to be in compliance with the dimensional, design and environmental requirements applicable to the Master Project.

8. Transportation. The Master Project will involve the construction of a comprehensive network of streets, sidewalks, bicycle paths, and pedestrian walkways to serve the residents, employees and visitors to the Suffolk Downs Site, all of which shall be maintained and repaired by the Proponent and/or the association of building owners for the Master Project. The streets and sidewalks within the Suffolk Downs Site shall be subject to design and development review under Section 14 (Development Review Procedures) of each PDA Development Plan, and shall be constructed to comply with a single standard that is generally consistent with the City of Boston’s Complete Streets standards and requirements, including



requirements for accessibility and bicycle lanes, and the City of Revere's Complete Streets Guidelines. The Master Project's proposed vehicular, bicycle and pedestrian circulation patterns are depicted on the circulation plan attached as **Exhibit G**, which is expected to evolve over time and shall be further defined in accordance with the PDA Development Plan applicable to each Phase, including Section 14 (Development Review Procedures) thereunder. At the Proponent's request, the BPDA may approve changes in the location of the proposed roadways and bicycle and pedestrian paths provided that such changes are consistent with the character of the Master Project.

**Exhibit J** sets forth a proposed program of traffic mitigation and transportation improvements to be implemented within Boston and identifies additional traffic mitigation and transportation improvements to be implemented within Revere, in connection with the Master Project, including extensive roadway improvements to various roadways, a robust traffic demand mitigation program, shuttle bus service serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, and bike-sharing facilities, all to be provided as part of the Master Project. The Proponent shall work with the City of Boston, the Massachusetts Department of Transportation, the Massachusetts Department of Conservation and Recreation, and the City of Revere to finalize the details of the traffic mitigation and transportation improvements to be implemented in connection with each Phase of the Master Project and the Proponent shall enter into a Master Transportation Access Plan Agreement ("**TAPA**") for the Master Project with the Boston Transportation Department ("**BTD**") specifying the traffic mitigation, transportation improvements and transportation demand management ("**TDM**") measures consistent with this Master Plan that are required for the Master Project, prior to the issuance of the first building permit for a building in Boston. The Master TAPA shall provide that, prior to the commencement or construction of each building in the Master Project, and prior to the issuance of a Certification of Compliance and a Certification of Consistency, the owner of the applicable building shall enter into a TAPA for such building with the BTD specifying the traffic mitigation, transportation improvements, and TDM measures consistent with this Master Plan and the Master TAPA that are required for such building.

In an effort to improve livability, quality of life, sustainability, and resiliency to climate change, through the City of Boston's long range transportation plan, Go Boston 2030, the City of Boston has adopted goals for the percentage of commuters taking public transit, walking, biking, carpooling, driving alone, and other/working from home ("**Go Boston 2030 Mode Share Goals**") intended to increase the proportion of commuters who utilize sustainable modes of transportation. In order to help achieve the Go Boston 2030 Mode Share Goals, the Proponent shall establish mode share goals for the Master Project, which shall be approved by BTD and the BPDA and incorporated into the Master TAPA along with TDM measures consistent with this Master Plan that are required for the Master Project to help achieve these goals, and the Proponent shall annually monitor progress toward meeting these goals. This is intended to be achieved as follows: The Master TAPA shall require the Proponent to propose mode share goals for the Master Project that are based on the Go Boston 2030 Mode Share Goals and agreed upon by BTD ("**Target Mode Share Goals for the Master Project**"). The Master TAPA will also provide for Target Mode Share Goals for the Master Project targeting annual, incremental mode share goals. It is anticipated that under no circumstances will the average daily vehicle trips exceed the average daily vehicle trips per Phase as shown in the chart below. If the amount of traffic generated by the buildings through completion of a Phase of the Master Project exceeds

the amount of new average daily vehicle trips identified in the chart below, then the Proponent shall work with the City of Boston to implement additional TDM measures to reduce the amount of traffic to the projected level as approved by BTM.

	<b>Phase 1</b>	<b>Phase 2</b>	<b>Phase 3</b>	<b>Phase 4</b>	<b>Phase 5</b>	<b>Full Build</b>
	<b>2.76 MSF</b>	<b>3.28 MSF</b>	<b>4.38 MSF</b>	<b>4.40 MSF</b>	<b>1.38 MSF</b>	<b>16.20 MSF</b>
New Cumulative Average Daily Vehicle Trips at Completion of Phase	15,910	33,266	49,898	66,530	72,316	72,316

The Master TAPA shall be executed prior to the date that is six (6) months after the approval of this Master Plan, and shall require approval by BTM and the BPDA. The Master TAPA shall also address requirements respecting the Proponent conducting an annual survey of all tenants occupying all buildings in the Master Project to document modes of transportation used by commuters such as public transit, walking, biking, carpooling, driving alone, and other/working from home (“**Mode Choices**”) of the tenants to compare with the Mode Share Goals for the Master Project, including requirements that the survey methodology be approved in advance by BTM. The Master TAPA shall specify TDM measures consistent with this Master Plan and are generally consistent with the BTM’s most current TDM program requirements, as determined by BTM. The Master TAPA shall provide that if there is a failure to demonstrate progress toward meeting annual incremental mode share goals for the Master Project as required pursuant to the Master TAPA, then the Proponent shall work with the City of Boston to implement additional TDM efforts to demonstrate progress toward meeting such annual incremental mode share goals for the Master Project.

The Master TAPA shall provide for the Proponent to conduct and submit to BTM for review an annual count of all trips, including cars, vans, buses, and bicycles entering and exiting the Master Project, at on-site locations approved by BTM. The Proponent shall also appoint a Transportation Management Coordinator whose contact information will be kept current with BTM. Prior to completion of construction of the first building in the Master Project, the Proponent shall establish a Transportation Management Association (“**TMA**”), and the owners of each building within the Master Project shall be required to become members of the TMA. The Master TAPA shall detail the responsibilities of the TMA respecting transportation-related requirements of the Master TAPA and this Master Plan.

9. Parking and Loading. It is anticipated that there will be up to 6,760 parking spaces, to serve the entire Master Project, and adequate loading facilities will be provided, with the number and location of the parking and loading components for each Phase to be included in and approved in the PDA Development Plan for each Phase, as applicable. The parking proposed for the Master Project has been determined based on similar TOD sites situated in urban contexts

similar to the PDA Area. The following parking ratios have been used to determine the amount of parking to be provided for development in the PDA Area:

- › Office: 1.0 spaces per 1,000 SF
- › Lab: 1.0 spaces per 1,000 SF
- › Residential: 0.5 to 1 space per unit, with an overall maximum of 0.75 spaces per unit
- › Hotel: 0.5 spaces per room
- › Retail: 0.5 spaces per 1,000 SF

The Proponent has committed to monitor parking data over the build-out of the Master Project, and review the data with the BPDA and BTM prior to the commencement of each Phase after Phase 1, with the goals of adjusting/reducing the number of parking spaces in future phases and seeking to bring down parking ratios over time so they are increasingly in line with parking ratios contained in the BTM's TDM Program, as warranted, with the parking monitoring program to be detailed in the Master TAPA. The Proponent will also be utilizing shared parking concepts to reduce the actual number of parking spaces built and will closely monitor parking demand with the goal of reducing further the number of parking spaces in future construction phases, as warranted. Parking and loading demand and requirements may be satisfied, including for interim parking needs, through the construction of new parking facilities, use of existing surface parking lots, use of shared parking facilities, and the reservation of designated land areas for construction of future parking spaces on an as-needed basis.

10. Housing. The Master Project includes the development of approximately 7,474,000 square feet of residential space (including accessory uses thereto), including both for sale and rental units. The Proponent has made affordable housing commitments based upon the number of units equivalent to 20% of the anticipated 7,150 units to be created pursuant to the Master Project, in the manner described below. The Master Project shall provide 13% of the total number of units (or, at the BPDA's election as set forth below, 13% of the of the square footage of all dwelling units) as affordable units under the Mayor's Inclusionary Development Policy housing program under the Mayor's Order Relative of Inclusionary Development dated December 9, 2015 (the "IDP"). Included in the total number of affordable units (or, at the BPDA's election as set forth below, the amount of space devoted to affordable units), 13% of the senior housing units (or, at the BPDA's election as set forth below, 13% of the square feet of senior housing dwelling units) will be affordable units under the IDP. In addition, the Proponent has committed that a minimum of 30% of the housing units constructed within Phase 1 will be 2- or 3-bedroom units, a minimum of 35% of the housing units constructed within each of Phases 2-5 will be 2- or 3-bedroom units, and that at completion of the Master Project a minimum of 35% of the housing units constructed within the PDA Area will be 2- or 3-bedroom units. In addition, a minimum of 50% of affordable units will be 2- and 3-bedroom units. At least 10% of the total amount of residential space shall be senior housing. The Proponent shall enter into a Master Affordable Housing Agreement with the BPDA for the entire Master Project, which shall provide for a separate Affordable Housing Agreement to be executed by the owner of each residential building prior to issuance of a building permit for that building. Each building that

includes residential uses shall provide the affordable housing units on site as required by the IDP, or subject to the approval of the BPDA, the Proponent may redistribute the affordable housing units to other buildings or provide the affordable housing at an off-site location.

In addition, the Proponent has made the following commitments respecting affordable housing offsite in East Boston, which commitments are intended to facilitate creation of affordable housing units, based on 7% of the estimated number of dwelling units in the Master Project, in furtherance of efforts to allow the Master Project's contributions to be used to increase affordable housing associated with the Master Project from 13% to 20%, to affirmatively further fair housing:

- a. Under the IDP, the focus has been on providing a set percentage of the total units on site, and having these units be comparable in type and size to the market rate units. As a result, a significant percentage of units created under IDP are studios and one-bedroom units. Notwithstanding the above, to increase the provision of large family-friendly units (e.g., three-bedroom units), at the discretion of the BPDA, the Proponent is willing to set aside 13% of the total square footage of all dwelling units within the PDA Area, including both for sale and rental units, as affordable units under the IDP, rather than a set percentage of the total number of dwelling units within the PDA Area, in order to facilitate the provision of larger affordable units.
- b. At the discretion of the BPDA, the Proponent has agreed to provide the on-site affordable rental units at an average of 70% of Area Median Income ("AMI"), instead of providing all such units at 70% of AMI. The maximum AMI of any individual affordable unit would be no more than 100% of AMI and the minimum AMI of any individual affordable unit would be no less than 40% of AMI, except to the extent referenced in paragraph (h) below. This change from what is typical practice under the IDP is allowed in this area of the City and will assure that residents with incomes below 70% of AMI can be served and can access housing at Suffolk Downs.
- c. The Proponent has agreed to provide a contribution of \$5,000,000 toward a housing stabilization fund, which fund will be utilized to assist East Boston-based nonprofits in their efforts to purchase and then impose income restrictions on existing market-rate housing units. This fund is intended to address ongoing displacement pressures in and around East Boston, and to be similar to funding from the City's Acquisition Opportunity Program. This contribution will be funded in two equal installments, with the first installment due thirty (30) days after the date that the appeal period ends (without appeals having been filed) for the approval of this Master Plan, and the second installment due thirty (30) days after the appeal period ends (without appeals having been filed) for a building permit for the construction of the first building in the PDA Area.
- d. The Master Project is a Development Impact Project that will trigger the payment of substantial Housing Exaction payments, which the BPDA and City of Boston intend to utilize, working with East Boston-based nonprofits, to seek to facilitate

their efforts to create, or cause to be created, housing units for occupancy exclusively by low and moderate income residents of East Boston. If requested by the City, the Proponent will make linkage payments for each building when a building permit is issued rather than over seven years as allowed by the Code, applying a discount rate in accordance with customary City practices.

- e. The Proponent has agreed to support efforts by the City of Boston to seek infrastructure funding (e.g., grants, bond funding and/or other incentive programs) from the Commonwealth for the extensive roadway and infrastructure work required in connection with the Master Project. For any such funds that are received by the Proponent, the Proponent will make additional contributions of the net financial benefits to the housing stabilization fund described above on a dollar-for-dollar (1:1) basis up to a maximum amount of \$26 million.
- f. The Proponent has agreed to contribute, or cause the contribution of, land sufficient to accommodate one approximately 50,000 square foot affordable housing building, with the land to either be within the PDA Area or off-site in East Boston at Proponent's option. If contributed land is within the PDA Area, the Gross Floor Area developed thereon will not count against the development rights applicable to the Master Project or any portion thereof, or be considered in determining the permissible Gross Floor Area or calculating the Floor Area Ratio or FAR of the Master Project or any portion thereof. The Proponent would have the option (but no obligation) to manage development of the affordable housing project and would not be responsible for any costs of the project beyond Proponent's contribution of land. The contribution of land shall only be required once for the entire Master Project, and will be made prior to the issuance of the first building permit for Phase 2.
- g. In addition, if other city and/or state funds are made available for affordable housing purposes, the Proponent has agreed to work with the BPDA to seek to utilize the further funding to create additional affordable housing within East Boston.
- h. The Proponent has committed to working with the BPDA to market affordable units to tenants that hold rental vouchers, and to facilitate rental to tenants earning as low as 30% of AMI (including through use of housing voucher or subsidy funds), provided that the average rent in the aggregate for all on-site affordable rental units is based on 70% of AMI.

These commitments are intended, together with other City and Commonwealth resources, to allow for development of up to approximately 1,430 affordable units, both onsite and offsite, as follows: (i) the Proponent's agreement to set aside 13% of on-site IDP units is anticipated to facilitate the development of up to approximately 930 affordable units onsite, (ii) the Proponent's contribution of \$5,000,000 to a housing stabilization fund is anticipated to facilitate the City's creation of up to approximately 50 additional affordable units, (iii) the use of \$14,000,000 from Housing Exaction payments from the Master Project is anticipated to facilitate the City's creation of up to approximately 140 additional affordable units, (iv) the Proponent's commitment

in clause (e) above regarding potential additional contributions up to \$26,000,000 is anticipated to facilitate the City's creation of up to approximately 260 additional affordable units, and (v) the Proponent's contribution of land for a 50,000 square foot affordable housing building is anticipated to facilitate the City's creation of up to approximately 50 additional affordable units. These contributions and commitments are expected, together with other City and Commonwealth resources, to allow a total of up to approximately 1,430 affordable units to be created, which number of units is equivalent to 20% of the anticipated 7,150 units to be created pursuant to the Master Project, it being acknowledged that the same will also require the application of other City and Commonwealth funds and resources, and that the Proponent will not control the process through which additional affordable units are created and maintained.

In addition, as a further component of efforts to affirmatively further fair housing, as a requirement for the issuance of the first building permit for the construction of any building within the Master Project, the following covenant (the "**Non-Discrimination Covenant**") shall be recorded in a form approved by the General Counsel of the BPDA:

A. The Proponent, and its successors-in-interest as to the PDA Area or any part thereof, shall not discriminate upon the basis of a person's race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual orientation, gender identity, disability or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.

B. The foregoing non-discrimination covenants shall be included in a recorded declaration or other recorded document that is binding with respect to the PDA Area. It is intended and agreed that the above non-discrimination covenants shall be covenants running with the land, binding to the fullest extent permitted by law and equity for the benefit and in favor of, and enforceable by, the BPDA, its successors and assigns, and the City of Boston, both for and in its or their own right and also to protect the interest of the community and other parties, public and private, in whose favor or for whose benefit the covenants have been provided, against the Proponent, its successors-in-interest as to the PDA Area or any part thereof, and any party in possession or occupancy of the PDA Area, provided that for purposes of any breach of the non-discrimination covenants and any enforcement thereof, each parcel or unit within the PDA Area (including without limitation any individual residential units that may be created and sold), and each owner and any party in possession or occupancy, shall be treated as separate from any others, with each such owner or party to be responsible for its own compliance and actions with respect to its own portion of the PDA Area. It is further intended and agreed that the non-discrimination covenants shall remain in effect with respect to the Proponent without limitation as to time.

C. The Proponent agrees for itself, its successors and assigns, that during construction of the Master Project and thereafter, when the Proponent, its successors and assigns, develops and carries out a program of advertising for the sale and/or rental of the residential portion of the Master Project, the Proponent shall include in advertising therefor (including signs), the legend "An Open Occupancy Building," in type or lettering

of easily legible size and design. The word “Project” or “Development” may be substituted for the word “Building” where circumstances require such substitution.

D. The Proponent further agrees for itself, its successors and assigns, that during construction of the Master Project and thereafter, the Proponent and its successors and assigns, shall include in advertising for the sale or rental of any residential portion of the Master Project or any portion thereof, a statement to the effect that (a) the Master Project is open to all persons without discrimination on the basis of race, color, sex, sexual preference, religion or national origin; and (b) there shall be no discrimination in public access and use of the Master Project to the extent that it is open to the public.

E. The Proponent further agrees, for itself and its successors and assigns, that in connection with the sale, lease, or rental of individual dwelling units within the PDA Area or any part thereof, marketing will be undertaken in accordance with an affirmative fair housing marketing plan that seeks to ensure that all protected classes of persons will have a fair and affirmative chance to obtain housing within the PDA Area, including through implementing affirmative marketing efforts targeted at Spanish speakers and other persons with limited English proficiency.

In addition, to the extent that the City of Boston enacts new legal requirements respecting fair housing and non-discrimination law applicable to the Master Project, including new legal requirements respecting affirmatively furthering fair housing, the Proponent, and its successors-in-interest as to the PDA Area or any part thereof, shall be subject to and shall comply with such new legal requirements.

11. Public Benefits. The Master Project shall provide substantial public benefits to the East Boston neighborhood and the City of Boston by transforming the portion of the underutilized Suffolk Downs former racetrack facility located within PDA Area into a dynamic hub promoting innovation and commerce through development of a new neighborhood with an active, lively and appropriate mix of uses (including residential, retail, office, lab, hotel, parking and other uses), connected and supported by new Publicly Accessible Open Space, neighborhood retail and civic spaces. In line with the City of Boston’s priorities noted in the City’s *Housing a Changing City Boston 2030* plan, the Master Project shall also provide a material increase in housing units.

A comprehensive list of the specific mitigation measures for the Master Project, noting the measures to be provided for each Phase, is attached as Exhibit J. Among its many other anticipated benefits, the Master Project is expected to:

- a. Diversify and expand East Boston’s economic and job opportunities through the incorporation of commercial uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.
- b. Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families), including a substantial number of affordable units in support of the City of Boston’s Inclusionary Housing Program, with a minimum of 30% of the

housing units constructed within Phase 1 to be 2- or 3-bedroom units, a minimum of 35% of the housing units constructed within each of Phases 2-5 to be 2- or 3-bedroom units, and at completion of the Master Project a minimum of 35% of the housing units constructed within the PDA Area to be 2- or 3-bedroom units. In addition, a minimum of 50% of affordable units to be 2- and 3-bedroom units.

- c. Contribute \$5,000,000 toward a housing stabilization fund, which fund will be utilized to assist East Boston-based nonprofits in their efforts to purchase and then impose income restrictions on existing market-rate housing units, in an effort to address ongoing displacement pressures in and around East Boston, and to be similar to funding from the City's Acquisition Opportunity Program.
- d. Contribute, or cause the contribution of, land sufficient to accommodate one approximately 50,000 square foot affordable housing building, either within the PDA Area or off-site in East Boston.
- e. Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of Publicly Accessible Open Space that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities.
- f. Invest more than \$170 million in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, in addition to the funds required for construction and maintenance of 25% of the PDA Areas as Publicly Accessible Open Space, to create robust public infrastructure for the Master Project at no cost to the City of Boston.
- g. Create economic development opportunities for residents and businesses in East Boston by inclusion of an approximately 10% allocation of retail space in the Master Project to local businesses with flexible lease terms pursuant to a plan to be approved by the BPDA prior to the commencement of construction of the first building within the PDA Area.
- h. Provide the greater of (i) 40,000 square feet or (ii) 20% of the ground floor space developed for Retail Uses and/or Restaurant Uses, as Civic Use space in the Master Project (of which at least 2,500 square feet will be in Phase 1, which may be relocated within the Master Project) pursuant to a plan to be approved by the BPDA prior to the commencement of construction of the first building within the PDA Area.
- i. Generate substantial economic benefits to the City of Boston through new net tax revenue.
- j. Generate housing and jobs linkage funds to the City of Boston as required by Section 80B-7(3)(a) of the Code, in accordance with a Master Development



Impact Project Agreement to be executed by the Proponent and the BPDA (the “**Master DIP Agreement**”), and individual Development Impact Project Agreements to effectuate the terms of the Master DIP Agreement that shall be executed by the owner of each building containing Development Impact Uses prior to issuance of the building permit for such building. Each DIP Agreement will be translated into Spanish and any other language where there is a statistically significant (minimum 5%) East Boston resident need for language access, and copies will be made available to the public, including through the BPDA website. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Gross Floor Area of Development Impact Uses in the PDA Area, subject to an exception for the first 100,000 square feet of Gross Floor Area of Development Impact Project Uses in the Master Project.

- k. Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations.
- l. Apply Smart Utilities principles and implement the Smart Utilities commitments detailed on **Exhibit J**.
- m. Develop improved connections to adjacent neighborhoods of East Boston and Revere, including pedestrian and bicycle pathways within the new Publicly Accessible Open Space system and street network.
- n. Improve local and regional transportation infrastructure and services through an approximately \$61 million program of off-site improvements to multiple key streets, intersections, transit facilities and related infrastructure, including the MBTA funding commitment discussed below and significant improvements to Route 1A, to be constructed as part of the Master Project, as well as a robust traffic demand mitigation program, shuttle bus service serving the Suffolk Downs Blue Line Station, shuttle bus service to off-site locations, bicycle parking and bike-sharing facilities.
- o. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by exceeding the requirements of Article 37 of the Code, with building design criteria meeting or surpassing the LEED Silver rating for all buildings, at least 75% of the buildings in the Master Project meeting the standards for LEED Gold and at least 5% of the buildings in the Master Project meeting the standards for LEED Platinum.
- p. Advance the City of Boston’s sustainability objectives and goals to achieve carbon neutrality by 2050 by constructing all townhouses and single family homes to be Net Zero Carbon and/or E+-equivalent.
- q. If additional federal, city and/or state funds, or funds from utilities, are made available for purposes of advancing sustainability objectives and goals to

achieve carbon neutrality by 2050, the Proponent has agreed to work with the BPDA, Environment, Energy and Open Space and other applicable City departments, including as applicable in connection with the development of Phase 1, to seek to utilize the additional funding toward enhancement of building design criteria, including respecting LEED standards and increased use of Net Zero Carbon and/or E+ equivalent approaches.

- r. To advance City of Boston sustainability objectives and goals, including goals to achieve Net Zero Carbon, the Proponent agrees to work with the BPDA, Environment, Energy and Open Space and other applicable City departments to undertake a Climate Ready – Net Zero Carbon feasibility assessment, to evaluate potential strategies and costs around seeking to achieve Net Zero Carbon in Phase 1 buildings by determining key metrics respecting feasibility and cost premiums, with the assessment to evaluate design of one residential building and one commercial building in Phase 1.
- s. Advance the City of Boston’s resiliency objectives with building and site improvements designed at a minimum to meet the City’s most current requirements respecting climate resiliency policies and standards to manage storm events and be resilient to both coastal and inland flooding, including the potential impacts of extreme precipitation events due to climate change and coastal flooding due to sea level rise. These resiliency measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.
- t. Further fair housing and non-discrimination through recordation of the Non-Discrimination Covenant, which will include provisions stating that marketing of individual residential units will be undertaken in accordance with an affirmative fair housing marketing plan that seeks to ensure a fair and affirmative chance to obtain housing, including through marketing targeted at Spanish speakers and others with limited English proficiency, and provisions that expressly provide enforcement rights to the BPDA and the City of Boston, both for and in its or their own right and also to protect the interest of the community and other parties, public and private, in whose favor or for whose benefit the covenants have been provided, against the Proponent, its successors-in-interest as to the PDA Area or any part thereof, to further ensure compliance.
- u. Contribute \$20,000,000 to the MBTA to fund transit improvements that include \$1,500,000 toward a Beachmont bus study, \$4,500,000 toward design funds for Suffolk Downs station work, \$5,000,000 toward Blue Line signal design work, and \$9,000,000 toward Beachmont and Suffolk Downs station capital reconstruction work.

- v. Contribute an additional \$3,150,000, payable in \$210,000 annual payments over a 15-year period, to subsidize MBTA Blue Line operations.
- w. Fund benefits to Belle Isle Marsh, including by facilitating a third-party study respecting Belle Isle Marsh (up to a maximum amount of \$175,000) that would evaluate visitor and climate change impacts and opportunities, and by funding an additional DCR staff person (Park Ranger, Grade 1 level or equivalent) at Belle Isle Marsh, with the annual cost to be funded for ten years, with the first payment to be made prior to issuance of a certificate of occupancy for the first building in Phase 2.
- x. Design and construct, or fund design and construction of, an extension of the East Boston Greenway from Constitution Beach to the southeast corner of the PDA Area.
- y. Fund a \$1,000,000 contribution toward apprenticeship preparation training and child care programs through the Building Pathways program for low-income area residents seeking to work in the trade unions, with a portion of the funds to be used for child care to support a new initiative for advocacy, research, development and implementation of a child care program to support working mothers.
- z. Fund an additional \$1,000,000 contribution to further fund workforce training initiatives for East Boston residents, working with the City of Boston Office of Workforce Development, to invest in job training for ESL, computer training and soft skills for future commercial jobs at Suffolk Downs.

12. Language Access Plan. In connection with the development of the Master Project in accordance with this Master Plan, the Proponent shall be required to develop and implement a project-specific Language Access Plan (“**Suffolk Downs LAP**”). The Suffolk Downs LAP will be subject to BPDA approval, will be publicly disseminated, and will outline the Proponent’s strategies for community engagement and inclusion from and after the approval of this Master Plan, as the Master Project is developed. The Suffolk Downs LAP will also address requirements for translation of vital documents that are referenced in this Master Plan.

13. Other Approvals and Reporting. The design of the individual buildings will be subject to review by the Boston Civic Design Commission and the Boston Interagency Green Building Committee in accordance with Article 28 and Article 37 of the Code, respectively. Each individual building shall meet the City’s most current requirements at the time of submission of the individual building design review filing respecting updates to Article 37, USGBC’s LEED Rating Systems, and Boston Climate Resiliency and Sea Level Rise Base Flood Elevation requirements, Climate Action Plan or their successors. Aspects of the Master Project may also require approvals of other governmental agencies, such as the City of Boston’s Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of the Master Project included in this Master Plan, as the same may be amended, shall be required from the Zoning Board of Appeals. In addition, each of the Phases and the buildings

and improvements to be incorporated in them, will be subject to one or more PDA Development Plans submitted and approved in accordance with Article 80C of the Code.

Because the PDA Area is currently a dilapidated former racetrack facility, without typical infrastructure associated with development of urban mixed-use projects, the Proponent will be required to fund an extraordinary amount of project-related investment beyond typical development costs, and much of this unusual investment will need to be made early such that ensuring future predictability of development rights and requirements is critical to allowing the project to proceed. Extraordinary expenses include funding of more than \$170 million in onsite public roadways, sidewalks, bicycle and pedestrian paths, water, sewer and storm drainage facilities, all of which will create new and robust public infrastructure at no cost to the City. The Proponent will also be constructing and maintaining 25% of the PDA Area (approximately 27 acres) as Publicly Accessible Open Space, again at no cost to the City. In addition, other measures intended to avoid, mitigate and minimize impacts and to create new public benefits will also need to be funded by the Proponent, including funding of \$5 million toward a housing stabilization fund (in addition to other affordable and fair housing measures), funding approximately \$41 million in offsite roadway improvements, funding a \$20 million offsite transit mitigation package and more than \$3 million in additional transit operational subsidies, making significant expected contributions to the Boston Neighborhood Housing Trust and Neighborhood Jobs Trust as referenced above, and making anticipated I/I payments to the BWSC of approximately \$15 million and funding new MWRA improvements, including a new pump station, among other numerous commitments. To help encourage these substantial investments over a period of many years, but with many of the investments front-loaded as part of initial phases, this Master Plan and the PDA Development Plans define both the scope and extent of the Proponent's obligations and create certainty as to obligations and development rights.

Given the complexity of the Master Project and the fact that it is likely that there will be changes in circumstances as development progresses, the Proponent shall be required to provide progress reports to the BPDA (i) upon the issuance of the final building permit for development within each Phase, or upon the issuance of the final building permit for aggregate Gross Floor Area equivalent to the completion of such Phase, whichever is earlier, and (ii) every two years during development of the Master Project. Such reports shall be in writing, shall be prepared following consultation with the BPDA, and shall identify development progress to date, provide status of completion of required mitigation and public benefits (including completion of transportation mitigation, Publicly Accessible Open Space, and required improvements as applicable), give an update on status of compliance with affordable and fair housing commitments (including under the Non-Discrimination Covenant), provide an update as to transportation monitoring, including on efforts to achieve Target Mode Share Goals for the Master Project, identify any material changes to the Master Project and its development schedule, provide an update on any efforts to access other city and/or state funds made available for potential expansion of affordable housing, and evaluate the role of the Master Project respecting City of Boston housing production and affordability efforts.

In addition to such reporting, the Proponent shall also be required, (i) before the issuance of the first building permit for development where total developed Gross Floor Area exceeds 60% of the Gross Floor Area that may be developed pursuant to this Master Plan (i.e., 6,312,000 square feet), to return to the BPDA Board for review and approval prior to the issuance of such

building permit, and (ii) before the issuance of the first building permit for development where total developed Gross Floor Area exceeds 80% of the Gross Floor Area that may be developed pursuant to this Master Plan (i.e., 8,416,000 square feet), to again return to the BPDA Board for review and approval prior to the issuance of such building permit. The BPDA Board's review thereof shall be with respect to the Proponent's compliance with this Master Plan, and the BPDA Board shall review such proposed development and confirm that a Certification of Consistency or Partial Certificate of Consistency may be issued, or in the alternative shall issue findings specifying the areas of non-consistency, if any, prior to the issuance of such building permit.

14. Development Review Procedures. The Master Project is subject to Large Project Review under Section 80B of the Code. The design of all individual buildings, Publicly Accessible Open Space areas, and appropriate mitigation and community benefits will be subject to the approval process described herein and included in Section 14 (Development Review Procedures) of each individual PDA Development Plan, which shall include review and recommendation by the Boston Civic Design Commission (BCDC), review by the Interagency Green Building Committee (IGBC) and for Publicly Accessible Open Spaces the Boston Parks and Recreation Department (BPRD), and further review and approval by the BPDA of the schematic design, design development and construction drawings, pursuant to the most current requirements of the BPDA Development Review Guidelines, Articles 80B and 37 of the Code, and the other most current requirements as referenced below. Prior to the issuance of a Certification of Compliance and a Certification of Consistency for the each Project, the BPDA shall complete the Development Review Procedures, as specified in Section 14 (Development Review Procedures) of each PDA Development Plan. The BPDA shall not approve issuance of the requested Certification of Consistency and Certification of Compliance until such Development Review Procedures have been completed. The issuance of the Certification of Consistency and Certification of Compliance shall also be subject to further review and approval by the BPDA of the design development and construction drawings for individual buildings pursuant to the BPDA's most current Development Review Guidelines and Article 80B of the Code. Aspects of each Project may also require approvals of other governmental agencies, such as the City of Boston's Public Improvement Commission and the Boston Conservation Commission. No permits for any elements of any Project included in this Master Plan, as the same may be amended, shall be required from the Zoning Board of Appeals.

15. Effect of the Master Plan. This Master Plan sets forth the zoning for all elements of the Master Project for the PDA Area. Upon approval by the BPDA, each PDA Development Plan within the PDA Area that is consistent with this Master Plan will be presumed to be compliant and consistent with underlying zoning and all other provisions of the Code to the extent that such requirements have been addressed in this Master Plan or a subsequent PDA Development Plan.

In accordance with Section 80C-9 of the Code, the issuance of a Certification of Consistency or Partial Certification of Consistency confirms consistency of each applicable element of the Master Project or of a Phase thereof with this Master Plan and constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Master Plan. In order to implement the Master Project, new legal lots may be created and one or more may be leased or conveyed to be in separate ownership. Notwithstanding that legal lots may be in separate legal ownership and/or separated by streets each separate

building shall be eligible for and may receive a Certification of Consistency. Noncompliance of any building shall not affect compliance of any other building for which a Certificate of Consistency has been issued, or the right to construct any other building contemplated by this Plan.

16. Amendment of Master Plan. Any owner of an individual lot within the PDA Area may seek amendment of this Master Plan only as to such lot in accordance with the procedures prescribed by the Code without the consent of any other owner of land within the PDA Area, provided, however, that no such amendment shall affect the rights or obligations of any other owner of land in the Master PDA Area under this Master Plan or any agreements between the Proponent and the BPDA or other City agencies. Given the scope of the Master Project, and in light of the various reviews necessary to secure all required permits and approvals, the Proponent may seek to make modifications to the Phases, and the buildings and site improvements included therein. Such modifications may be approved by the BPDA as part of the development review process under a PDA Development Plan, without requiring an amendment to this Master Plan, provided that in no event, without an amendment to this Master Plan as may be determined by the BPDA, may the Total Gross Floor Area, Residential Gross Floor Area or Non-Residential Gross Floor Area for any Project within each Phase be increased or decreased by more than 10%, or may a proposed building materially deviate, without BPDA approval pursuant to Section 14 of the applicable PDA Development Plans, from the dimensional requirements and urban design parameters set forth above and in the Zoning Tables. Any proposed use within a zoning subdistrict that is not an allowed use in accordance to the applicable zoning table for such subdistrict shall require an amendment to the Master Plan and applicable PDA Development as determined by the BPDA. Notwithstanding any contrary provision of this Master Plan, no increase in the Building Height or Gross Floor Area of any buildings located within the Orient Heights Transition Zone may be made, and no building in the Orient Heights Transition Zone may be moved closer to the southern boundary of the Phase 1 Site than the distance shown on Exhibit C, without an amendment of this Master Plan.

**Exhibit A**

**Legal Description**

[see attached]

**Exhibit B**

**Master PDA Area Plan**

[see attached]



**Exhibit C**

**Site Plan**

[see attached]

**Exhibit C-1**

**Plan Showing Zoning Subdistricts**

[see attached]

## Exhibit C-2

### Summary of Requirements Applicable Within Zoning Subdistricts<sup>1</sup>

#### **Zoning Subdistrict: Mixed-use Highrise – 125 (“MUHR 125”)**

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face <sup>2</sup>	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
Commercial – 415’ Residential – 285’	Podium – 72,500	Podium – Residential - 70’ or Commercial – 85’	5’ setback are required above: Residential - 70’ or Commercial – 85’ at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial – 45,000 Residential – 22,000	Building - 125’	20% exception

<sup>1</sup> Capitalized terms used in this Exhibit C-2 and not defined herein shall have the meanings set forth in Exhibit E attached to this Master Plan.

<sup>2</sup> In these tables, references to “Commercial” or “Residential” in this Exhibit C-2 refer to primary building use, and references to podium floor plate area include Gross Floor Area for parking uses, if applicable.

**Zoning Subdistrict: Mixed-use Highrise – 140 (“MUHR 140”)**

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
320'	Podium - 50,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial - 31,000 Residential - 23,000 <sup>3</sup>	Building - 140'	20% exception
	For Residential towers, if actual Podium Floor Plate exceeds 35,000, the maximum aggregate tower floor plate GFA shall be 75% of the actual podium floor plate GFA		

**Zoning Subdistrict: Mixed-use Highrise - 175 Limited (“MUHR 175L”)**

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
325'	Podium - 82,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial - 46,000 Residential - 40,000 <sup>3</sup>	Building - 175'	20% exception
	For Residential towers, if actual Podium Floor Plate exceeds 50,000, the maximum aggregate tower floor plate GFA shall be 65% of the actual podium floor plate GFA		

**Zoning Subdistrict: Mixed-use Highrise – 175 (“MUHR 175”)**

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
300'	Podium - 70,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial - 41,000 Residential - 20,000 <sup>3</sup>	Building - 175'	20% exception
	For Residential towers, if actual Podium Floor Plate exceeds 50,000, the maximum aggregate tower floor plate GFA shall be 60% of the actual podium floor plate GFA		

***Zoning Subdistrict: Mixed-use Highrise – 175R (“MUHR 175R”)<sup>3</sup>***

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
300'	Podium - 70,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial - 41,000 Residential - 40,000 <sup>3</sup>	Building - 175'	20% exception
	For Residential towers, if actual Podium Floor Plate exceeds 50,000, the maximum aggregate tower floor plate GFA shall be 60% of the actual podium floor plate GFA		

<sup>3</sup> Portions of buildings within MUHR 175R subdistrict are planned to be located in Boston, and remainder of buildings in Revere. All dimensional requirements for MUHR 175R are applicable to portions of the applicable buildings in Boston only.

**Zoning Subdistrict: Mixed-use Highrise – 180 (“MUHR 180”)**<sup>4</sup>

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
300'	Podium – 20,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial – 15,000 Residential – 15,000 <sup>3</sup>	Building - 200'	20% exception

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<sup>4</sup> Portion of building within MUHR 180 subdistrict is planned to be located in Boston, and remainder of building in Revere. All dimensional requirements for MUHR 180 are applicable to portions of the applicable building in Boston only.



**Zoning Subdistrict: Mixed-use Highrise – 200 (“MUHR 200”)**

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face <sup>2</sup>	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
Commercial –300’ Residential – 340’ Notwithstanding above, max for Building B27 is 410’	Podium – 70,000	Podium – Residential - 70’ or Commercial – 85’	5’ stepback are required above: Residential - 70’ or Commercial – 85’ at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial – 35,000 Residential – 25,000 <sup>3</sup>	Building - 200’	20% exception
	For Residential towers, if actual Podium Floor Plate exceeds 50,000, the maximum aggregate tower floor plate GFA shall be 65% of the actual podium floor plate GFA		

**Zoning Subdistrict: Mixed-use Highrise – 220 (“MUHR 220”)**

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
300'	Podium - 55,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial - 35,000 Residential - 15,000 <sup>3</sup>	Building - 220'	20% exception
	For Residential towers, if actual Podium Floor Plate exceeds 50,000, the maximum aggregate tower floor plate GFA shall be 65% of the actual podium floor plate GFA		

**Zoning Subdistrict: Mixed-use Highrise – 220 Limited (“MUHR 220L”)**

*Allowed Uses: Residential Uses; Commercial Uses; Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area) <sup>2</sup>	Max Podium and Building Heights	Min Podium Step Back
300'	Podium - 30,000	Podium – Residential - 70' or Commercial – 85'	5' stepback required above: Residential - 70' Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: Commercial - 20,000 Residential - 15,000 <sup>3</sup>	Building - 220'	20% exception

**Zoning Subdistrict: Residential Highrise – 220 (“RHR 220”)**

*Allowed Uses: Residential Uses; Retail Uses; Restaurant Uses; Entertainment Uses; Wireless Uses; Renewable and Stored Energy Uses; Neighborhood Medical Uses; Art Uses; Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking); Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area)	Max Podium and Building Heights	Min Podium Step Back
260'	Podium – 30,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: 15,000	Building - 220'	20% exception

**Zoning Subdistrict: Residential Highrise – 190 (“RHR 190”)**

*Allowed Uses: Residential Uses; Retail Uses; Restaurant Uses; Entertainment Uses; Wireless Uses; Renewable and Stored Energy Uses; Neighborhood Medical Uses; Art Uses; Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking); Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area)	Max Podium and Building Heights	Min Podium Step Back
250'	Podium - 20,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: 15,000	Building - 190'	20% exception

**Zoning Subdistrict: Residential Highrise – 120 (“RHR 120”)**

*Allowed Uses: Residential Uses; Retail Uses; Restaurant Uses; Entertainment Uses; Wireless Uses; Renewable and Stored Energy Uses; Neighborhood Medical Uses; Art Uses; Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking); Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area)	Max Podium and Building Heights	Min Podium Step Back
300'	Podium - 50,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: 30,000	Building- 120'	20% exception
	For Residential towers, if actual Podium Floor Plate exceeds 35,000, the maximum aggregate tower floor plate GFA shall be 75% of the actual podium floor plate GFA		

**Zoning Subdistrict: Residential Highrise – 100 (“RHR 100”)**

*Allowed Uses: Residential Uses; Retail Uses; Restaurant Uses; Entertainment Uses; Wireless Uses; Renewable and Stored Energy Uses; Neighborhood Medical Uses; Art Uses; Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking); Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area)	Max Podium and Building Heights	Min Podium Step Back
300'	Podium - 56,000	Podium – Residential - 70' or Commercial – 85'	5' stepback are required above: Residential - 70' or Commercial – 85' at locations and as specified on <u>Exhibit C-5</u>
	Above podium, each tower: 35,000	Building - 100'	20% exception

**Zoning Subdistrict: Mixed-use Midrise – 85 (“MUMR 85”)**

*Allowed Uses: Residential Uses; Hotel Uses, Retail Uses; Restaurant Uses; Entertainment Uses; Wireless Uses; Renewable and Stored Energy Uses; Neighborhood Medical Uses; Art Uses; Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking); Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area)	Max Building Height
300'	40,000	85'

**Zoning Subdistrict: Residential Midrise – 85 (“RMR 85”)**

*Allowed Uses: Residential Uses; Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking); Wireless Uses; Renewable and Stored Energy Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area)	Max Building Height
300'	50,000	85'

**Zoning Subdistrict: Residential Midrise – 70 (“RMR 70”)**

*Allowed Uses: Residential Uses; Retail Uses; Restaurant Uses; Entertainment Uses; Wireless Uses; Renewable and Stored Energy Uses; Neighborhood Medical Uses; Art Uses; Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking); Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Length of Building Face	Max Floor Plate Area (Gross Floor Area)	Max Building Height
300'	19,000	70'

**Zoning Subdistrict: Residential Lowrise (“RLR”)**

*Allowed Uses: Residential Uses; Parking and Vehicular Uses (limited to parking garages, car-sharing and on-street parking); Wireless Uses; Renewable and Stored Energy Uses; Open Space and Recreational Uses*

*Dimensional Requirements:*

Max Building Height
40'

**Zoning Subdistrict: Retail 1 (“R1”)**

*Allowed Uses: Retail Uses; Restaurant Uses; Entertainment Uses; Wireless Uses; Renewable and Stored Energy Uses; Neighborhood Medical Uses; Art Uses; Parking and Vehicular Uses (limited to parking*

garages, car-sharing and on-street parking); Civic Uses; Community and Cultural Uses; Open Space and Recreational Uses

*Dimensional Requirements:*

Max Building Height
45'

**Zoning Subdistrict: Civic (“C1”)**

*Allowed Uses: 70% of Gross Floor Area may be Civic Uses only; remaining 30% of Gross Floor Area may be Community and Cultural Uses; Restaurant Uses, Retail, and/or accessory uses to any of such uses. Wireless Uses; Renewable and Stored Energy Uses; and Open Space and Recreational Uses shall also be Allowed Uses.*

*Dimensional Requirements:*

Max Building Height
45'

**Zoning Subdistrict: Open Space – Recreational**

*Allowed Uses: Open Space and Recreational Uses*



**Exhibit C-3**

**Rights-of-Way Plan**

[see attached]

**Exhibit C-4**

**Commercial and Retail Corridor Uses Plan**

[see attached]

**Exhibit C-5**

**Building Podium Stepback Plan**

[see attached]

**Exhibit C-6**

**Building Setbacks Plan**

[see attached]

**Exhibit C-7**

**Parking, Service and Loading Dock Entrance Plan**

[see attached]

**Exhibit C-8**

**Open Space Guidelines**

[see attached]



**Exhibit C-10**

**Plan Showing Anticipated Right-of-Way and Block Locations and Dimensions**

[see attached]



**Exhibit C-11**

**Plan Showing Anticipated Building Lots**

[see attached]

**Exhibit C-12**

**Plan Showing Wetland Areas**

[see attached]

**Exhibit D**

Use Plan

[see attached]

## **Exhibit E**

### **List of Allowed Uses**<sup>5</sup>

- **Residential Uses:**

- Residential Uses, including, but not limited to single family homes, town homes, multi-family residential uses and senior housing, with a mix of unit types, including smaller units as contemplated by the BPDA's Compact Living pilot program or any successor compact living policy, studios, one, two and three bedroom units and executive suite apartments.

- **Civic Uses:**

- Governmental and quasi-governmental uses, library uses, police station uses, fire station uses, learning or tutoring center, community center by governmental and quasi-governmental agencies and organizations.

- **Community and Cultural Uses:**

- Non-profit uses, house of worship uses, social services center uses, childcare, day care center and nursery school uses by non-profit agencies and organizations, learning or tutoring center, community center, art use and artists' performance space and artists workshop, arts studio, art gallery and exhibit space, historical exhibit, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

- **Commercial Uses:**

- Laboratory, Research and Development Uses:
  - Research and Development Uses and Scientific Laboratory Uses, including, but not limited to, basic laboratory; research laboratory, or prototype manufacturing or a facility devoted to the testing and analysis of scientific and applied research hypotheses through experimentation.
- Office Uses:
  - Office Uses, including, but not limited to, agency or professional office, back office, data center uses (provided that such use is in support of a commercial use within Boston, as determined by the BPDA), shared office space, general office and office uses by insurance companies, cultural groups, community service organizations, banks and offices of architects, attorneys, dentists, physicians or other professional people.

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<sup>5</sup> Capitalized terms used but not defined in this Exhibit E shall be as defined in Section 2A of the Code as in effect on the date hereof, and not as amended hereafter.

- Hotel Uses:
  - Hotel and Conference Center Uses, including, but not limited to, bed and breakfast; conference center; hotel, including extended stay hotel.
- Restaurant Uses:
  - Restaurant Uses, including, but not limited to lunchroom, restaurant with or without live entertainment, cafeteria, bar with or without live entertainment, establishments serving or not serving alcohol and/or other place for the service or sale of food and/or drink for on-premises consumption and serving or not serving alcohol, including outdoor cafes; place for sale and consumption of food and beverages and serving or not serving alcohol providing dancing or entertainment or both; in a structure, sale over the counter, not wholly incidental to a local retail business or restaurant use, of food or drink prepared on premises for off-premises consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out; bakery, café, coffee shop, delicatessen and/or diner and facility of public assembly.
- Retail Uses:
  - Retail Uses, Banking and Postal Uses, Service Uses and Wholesale Uses, including, but not limited to retail or service business, including, but not limited to, store primarily serving the local retail business or service needs of the neighborhood, including but not limited to, barber shop, beauty shop, shoe repair shop, self-service laundry, photocopying establishment, tailor, post office, pick-up and delivery station of laundry or dry cleaner, liquor store, tailor shop, hand laundry, store retailing items including, but not limited to, the following: food, alcohol, baked goods, groceries, medication, tobacco products, clothing, dry goods, books, film, video, computer software, art, flowers, paint, hardware, and small household appliances, retail uses, including, but not limited to, department store, furniture store, general merchandise mart and accessory storage, bank (not including a drive-in window), automatic teller machine and a wholesale business.
- Facility of Public Assembly Uses:
  - Facility of Public Assembly, such as auditorium, theater, concert hall, dance hall, or drive-in theater.
- Neighborhood Medical Uses:
  - Medical offices, clinic including facility for out-patient procedures, assisted living and custodial care facility.

- Educational Uses:
  - Day care facilities, and satellite facilities for professional school or trade school, or any other use that is expressly allowed under an Applicable Institutional Master Plan that has been approved by the BPDA.
- Art Uses:
  - The creation, manufacture, or assemblage of visual art, including two- or three-dimensional works of fine art or craft, or other fine art objects created, manufactured, or assembled for the purpose of sale, display, commission, consignment, or trade by artists or artisans; or classes held for art instruction.
- Parking and Vehicular Uses:
  - Parking uses, including, but not limited to, parking garages; on-street parking; vehicle cleaning services, car-sharing and/or bicycle-sharing service and vehicle rental agency principally for residents, employees and visitors to the Suffolk Downs Site and surrounding neighborhoods.
- Renewable and Stored Energy Uses:
  - Renewable and stored energy facilities and equipment, including, but not limited to, solar panels for the generation of electricity, geothermal wells for heat transfer systems, stored thermal energy (water, ice, and similar), stored electrical energy (batteries), and building integrated wind energy facilities.
- Wireless Uses:
  - Wireless communications equipment, including, but not limited to, antennae, communications dishes and other reception and transmission equipment and equipment mounting structures in connection with the wireless transmission or reception of electro-magnetic communications signals.
- Entertainment Uses:
  - Entertainment Uses, including, but not limited to, theatre, bar, fitness center and/or gymnasium.
- **Open Space and Recreational Uses:**
  - Open Space Uses, including, but not limited to, open space for active or passive recreational use and publicly accessible open space.

- **Accessory and Ancillary Uses:**

- The categories of uses set forth in this Exhibit E shall be deemed to include Accessory Uses and Ancillary Uses as defined by the Code, including, but not limited to, any use accessory or ancillary to, and ordinarily incident to, a lawful main use; the storage of flammable liquids and gases incidental to a lawful use; permanent dwellings for personnel required to be resident on a Lot for the safe and proper operation of a lawful main use; storage; accessory keeping of laboratory animals; day care center; and/or health club facility; parking in a parking garage; on-street parking car-sharing and/or bicycle-sharing service.

- **Signs:**

- Signs as permitted in accordance with the applicable PDA Development Plan shall be deemed to be an accessory use to all other uses, as applicable. Electronic Signs, as defined by the Code, are forbidden except to the extent the same are approved by BPDA staff.

In addition to the above uses, given the phased nature of the build-out of the PDA Area, interim uses and improvements may be located from time to time on portions of the PDA Area that have not been redeveloped as contemplated by the Master Project. Such interim uses may include soil stockpiling, temporary parking lots for buildings developed as part of the Master Project pending completion of shared garages to be built in later Phases, and other uses that are consistent with underlying zoning. In addition, short term public events such as festivals and performances (e.g., Cirque de Soleil), shall be permitted and be coordinated with City of Boston public safety officials.

**Exhibit F**

**Open Space Plan**

[see attached]



**Exhibit G**

**Roadway Circulation Plan**

[see attached]

**Exhibit H**

**Phasing Plan**

[see attached]

**Exhibit I**

Height Zone Map

[see attached]

**Exhibit J**

**Suffolk Downs**

**Summary of Public Benefits and Project-Related Mitigation Measures**

<b>General</b>	
Diversify and expand East Boston’s economic and job opportunities through new development with a mix of uses, including office, lab, retail and hotel uses, providing a wide range of options for a broad spectrum of residents.	All phases of construction
Create a range of housing types serving many types of existing and new residents (including young workers, empty nesters, seniors and families)	All phases of construction
Revitalize and energize the aesthetic character of the PDA Area, and connect the surrounding communities through an extensive network of publicly accessible open spaces that are developed and maintained by the Proponent, with planned programming anticipated to include festivals, farmers markets, and community events, as well as exercise and other recreational activities	All phases of construction
Invest more than \$170 million, across the entire Suffolk Downs site, in public roadways, sidewalks, bicycle paths and pedestrian paths, water, sewer and storm drainage facilities, and open space areas to create robust public infrastructure for the Master Project at no cost to the City of Boston.	All phases of construction
25% of site will be built and maintained as publicly accessible open space, with approximately 27-acres in Boston and an additional approximately 13 acres in Revere, all available to Boston residents	All phases of construction
Convey to the City fee ownership in approximately 2.5 acres and easements in approximately 3 additional acres of key open space areas, and provide shared programming rights to the City with respect to key portions of the open space system, in each case in accordance with the Master Plan.	Following completion of construction of applicable open spaces and adjacent development parcels.
Compliance with Boston’s Inclusionary Development Policy, 13% Affordability, estimated to be up to 900 Affordable Units (or 13% of onsite dwelling unit space as noted below).	All Buildings in Boston that include residential uses
At the request of the BPDA, provide affordable units in residential buildings that are equal to 13% of the dwelling unit floor area (instead of 13% of the number of units) to facilitate a larger number of family-friendly affordable housing units (e.g., three-bedroom units).	All phases of construction
Provide for a minimum of 30% of the housing units constructed within Phase 1 to be 2- or 3-bedroom units, a minimum of 35% of the housing units constructed within each of Phases 2-5 to be 2- or 3-bedroom units, and at completion of the Master Project, a minimum of	All Buildings in Boston that include residential uses

35% of all housing units constructed within the PDA Area to be 2- or 3-bedroom units	
Provide for a minimum of 50% of affordable units to be 2- and 3-bedroom units.	All Buildings in Boston that include residential uses
At the request of the BPDA, provide residential units to residents having an average income equal to 70% of AMI so that some units may be provided to residents with incomes below 70% of AMI.	All phases of construction
Contribute \$5,000,000 toward a new East Boston Neighborhood Housing Stabilization Fund, and work with the City to direct portions of future Housing Exaction Payments (Linkage Funds) to this new East Boston Neighborhood Stabilization Fund, to help address ongoing displacement pressures in and around East Boston.	Funding in 2 equal installments, (A) 30 days after the appeal period ends (without appeals having been filed) for discretionary Boston approvals, and (B) 30 days after the appeal period ends (without appeals having been filed) for a building permit for the first building in the PDA Area
Support City efforts to seek infrastructure funding for the Master Project and for any funds that are actually received by the Proponent up to an agreed-upon maximum amount, after accounting for the costs of obtaining such infrastructure funding, on a dollar-for-dollar (1:1) basis make additional contributions to the East Boston Housing Stabilization Fund described above.	Prior to completion of on-site infrastructure
Contribute, or cause the contribution of, land sufficient to accommodate one approximately 50,000 square foot affordable housing building, with the land to either be within the PDA Area or off-site in East Boston at Proponent's option	Prior to issuance of the first building permit for Phase 2B
Creation of up to 14,000 new construction jobs and 25,000 – 50,000 new permanent jobs	All phases of construction
Generate substantial economic benefits to the City of Boston through new net tax revenue.	All phases of construction
Housing and Jobs Exaction Payments (i.e. Linkage) to the City of Boston. The Housing Contribution Grant rate and the Jobs Contribution Grant rate shall be \$9.03 and \$1.78 per square foot of Development Impact Uses after the first 100,000 square feet	All Buildings in Boston that include Development Impact Uses
Create economic development opportunities for residents and businesses in East Boston by inclusion of 10% of the retail square footage in Boston to local businesses and owners with flexible lease parameters;	All phases of construction in Boston
Support local East Boston community groups by provision of the greater of (i) 40,000 square feet or (ii) 20% of the ground floor space developed for Retail Uses and/or Restaurant Uses, as Civic Use space in the Master Project (of which at least 2,500 square feet will be in Phase 1, which may be relocated within the Master Project) pursuant to a plan to be approved by the BPDA prior to the commencement of construction of the first building within the PDA Area	All phases of construction: in Boston

Inflow & Infiltration mitigation payments of \$9.64 per new gallon of sanitary flow added	All phases of construction: in Boston
Apply TOD principles through integration of the adjacent Suffolk Downs and Beachmont MBTA Blue Line stations and alternative travel modes, including new bicycle paths, bicycle parking, and public bikeshare stations, including installation of approximately 9,200 linear feet (lf) of bicycle lanes and approximately 8,100 lf of separated cycle tracks across the Master Project.	All phases of construction
Advance the City of Boston’s resiliency objectives with improvements designed at a minimum to meet the City’s most current requirements respecting climate resiliency and standards to manage storm events and be resilient to both coastal and inland flooding. These measures include storm water drainage system improvements such as improved storm water channels, infiltration chamber systems, rain gardens, and deep sump pump catch basins with oil and gas separators, as well as increased elevations of streets, increased elevations of first floors and utilities in buildings, adaptable first floor space, and garage lower levels that can be used as potential flood storage areas.	All phases of construction:
Plant over 1,500 new street trees across the entire Suffolk Downs Site	All phases of construction
Record a non-discrimination covenant prohibiting discrimination based on a person’s race, religious creed, religion, color, national origin, ancestry, age (except for senior housing that complies with applicable legal requirements), sex, sexual orientation, gender identity, disability or handicap, familial status, children, marital status, source of income, receipt of public assistance, rental assistance or housing subsidy, veteran status, or genetic information, in the sale, lease, or rental, or in the use or occupancy of the PDA Area or any part thereof.	Prior to commencement of construction of the first building in Boston
Grant right-of-way easements to the City of Boston with respect to specified rights-of-way in accordance with the Master Plan.	After completion of construction of all rights-of-way and adjacent development parcels
Fund a \$1,000,000 contribution toward apprenticeship preparation training and child care programs through the Building Pathways program for low-income area residents seeking to work in the trade unions, with a portion of the funds to be used for child care to support a new initiative for advocacy, research, development and implementation of a child care program to support working mothers.	To be funded 50% prior to first building permit for Phase 1B, and the remaining 50% prior to the first building permit for Phase 2B
Fund an additional \$1,000,000 contribution to further fund workforce training initiatives for East Boston residents, working with the City of Boston Office of Workforce Development, to invest in job training for ESL, computer training and soft skills for future commercial jobs at Suffolk Downs.	To be funded 50% prior to first building permit for Phase 1B, and the remaining 50% prior to the first building permit for Phase 2B
<b>Wetlands and Waterways</b>	
Horseshoe Pond Bank Improvements	Phase 1B Construction

**Sales Creek Culvert Daylighting	Phase 2R Construction
Vegetation Enhancement/RFA Restoration	Phases 2B, 2R, 3B, 3R, and 4R Construction
Invasive Species Management	Phase 1R Construction
**Mitigate potential temporary off-site impacts to resource areas (Bank, BVW, LUWW, RFA, LSCSF) due to interim sewer connection (partially on-site) by restoring them within the existing footprint immediately following completion of the installation.	Phase 1R Construction
Mitigate potential off-site impacts to resource areas due to traffic improvements, if necessary.	Immediately subsequent to traffic improvements
Conservation Restriction on wetland areas	Following completion of construction of adjacent buildings and roadways
<b>Stormwater Management</b>	
Construct a Stormwater Management System that will improve overall quality of storm-water runoff, includes LID, will be used for irrigation, addresses future increased storm intensity due to climate change.	During Construction of All Phases
Require all buildings and project phases to store, reuse or infiltrate levels of rainfall consistent with BWSC and the City's Smart Utilities Policy, provided that the BWSC, in consultation with the BPDA, may approve alternative stormwater management measures to be utilized in lieu of otherwise recommended or required levels of on-site storage, reuse or infiltration (e.g., as part of efforts to respond to site-specific challenges that may include high groundwater, environmental conditions, and/ or low permeability of existing soils).	During Construction of All Phases
Reduce overall impervious area throughout the site by > 10% by reducing proposed impervious area within open spaces and increasing green roof area to 20%.	During Construction of All Phases
<b>Open Space</b>	
Belle Isle Square Plaza and **Beachmont Plaza	Phase 1B/1R Construction
Central Common, **Outdoor Theater	Phase 2B/2R Construction
Green Fingers, walkways along Sales Creek, Park adjacent to Orient Heights	Phase 2B/3B/3R Construction
Completion of Active Linear Corridor	Phase 4B/4R Construction
Conservation Restriction on Central Common	Separately for the northern and southern portion of the Central Common following completion of adjacent buildings and roadways
Fund costs to complete a study (up to a maximum amount of \$175,000) that would evaluate visitor and climate change impacts and	Funding in two installments, (A) with first \$75,000 to be funded 30

opportunities respecting Belle Isle Marsh. As part of the study of climate change impacts and opportunities, the Proponent will coordinate with the BPDA respecting any previous City initiatives to study climate impacts in East Boston, including previous analysis as part of the Climate Ready East Boston initiative.	days after the appeal period ends (without appeals having been filed) for discretionary Boston approvals, and (B) remaining \$100,000 to be funded prior to issuance of a certificate of occupancy for the first building in Phase 1B, with all or a portion of these funds to be available for demonstration projects or other measures identified in initial study or other related studies.
Provide funding for an additional DCR staff person (Park Ranger, Grade 1 level or equivalent) at Belle Isle Marsh.	Annual cost to be funded for 10 years with first payment prior to issuance of a certificate of occupancy for the first building in Phase 2B
<b>Water and Wastewater</b>	
Fund sewer inflow and infiltration mitigation (4:1 in Boston, 10:1 in Revere).	All Phases of Construction: Phased as each building permit is granted
Install dedicated wastewater bypass line connecting directly to MWRA system downstream of Caruso Pump Station to allow Boston and Revere to maintain existing capacities in their local systems and MWRA to maintain existing pumping capacity in the Caruso Pump Station.	Phase 2B/2R Construction
Redirect discharge from four off-site catch basins that currently discharge to the sewer within Waldemar Ave to the Master Project dedicated storm drain system.	Phase 2B Construction
Reuse stormwater for irrigation.	Phases 1B-5B, 2R-4R Construction
<b>Transportation</b> <b>[Subject to Continuing Review by BTM and MassDOT]</b>	
Conduct Engineering & Architectural Assessment of Suffolk Downs Station and Beachmont Station.	Predevelopment - existing conditions assessment completed January 2019; future conditions completed November 2019
**Construct new Route 119 Bus Stop @ Stop & Shop and Turnaround on Tomasello Drive.	Completed 9/2/2018
Construct new Route 119 Bus Stops on the Suffolk Downs Site	As warranted by demand, based on evaluation at completion of each Phase and reasonable coordination with the MBTA, and, if in Boston, approved by the BPDA



	and BTB.
Provide privately operated on-site shuttle circulator services.	To be initiated prior to issuance of certificate of occupancy for first building in Phase 3B, with continuing service as warranted by demand
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site and key land use and transportation nodes (proposed connections to include connections to North Station, South Station, and the Seaport District).	To be initiated prior to completion of Phase 2, with continuing service as warranted by demand based on reasonable coordination with the BPDA, BTB, and the MBTA. See Exhibit K for further details.
Provide new privately-operated shuttle services providing direct transit connections between the Suffolk Downs Site and Chelsea Station.	As warranted by demand, based on reasonable coordination with the BPDA, BTB, and the MBTA.
Funding for Blue Line Operational Enhancements	Fifteen equal annual \$210,000 installments (totaling \$3,150,000), with first to be made 60 days after the issuance of the first occupancy permit for Phase 1.
Funding for MBTA Beachmont Bus Study	A \$1,500,000 payment to be funded within 60 days of issuance of a building permit for the first building in the project.
Funding for Suffolk Downs MBTA Station design work	A \$4,500,000 payment to be funded within 60 days of issuance of a building permit for the first building in the project.
Funding for \$5,000,000 toward Blue Line signal design work	A \$5,000,000 payment to be provided within 180 days of issuance of a building permit for construction of the first building in the project.
Funding for Suffolk Downs MBTA Station and Beachmont MBTA Station reconstruction	A \$9,000,000 payment to be funded within 60 days of notice from the MBTA that it has issued a notice to proceed to the MBTA's general contractor for a construction contract for a material or full reconstruction of either Beachmont or Suffolk Downs Station.
Implement Transit Signal Priority at signalized locations where traffic mitigation is proposed as part of the Master Project, onsite within proposed public rights-of-way, and offsite as part of off-site traffic	In conjunction with Traffic Mitigation Improvements

improvements within existing publicly-owned rights of way, in coordination with BTS, MBTA, the BPDA and the City of Revere.	
**Winthrop Ave. (Route 145) at MBTA/Site Drive	Prior to completion of Phase 1R
**Bennington Street at State Road/Winthrop Ave.	Prior to completion of Phase 1R
**Bennington Street at Crescent Ave.	Prior to completion of Phase 1R
**Winthrop Avenue at Fire Station (Median break and traffic signal)	Prior to completion of Phase 1R
Route 1A at Tomasello Drive	Prior to completion of Phase 1R
**Route 60 at Sigourney Street	Prior to completion of Phase 1R
**Route 60 at Charger Street	Prior to completion of Phase 1R
**Winthrop Avenue (Route 145) at Revere Beach Parkway (Route 16)/Harris Street	Prior to completion of Phase 1R
**Winthrop Ave. (Route 145) at North Shore Road	At 2,000,000 sf <sup>2</sup>
**Winthrop Ave. (Route 145) at Tomasello Drive	At 2,000,000 sf <sup>2</sup>
Route 1A at Curtis Street/Moore Street Pedestrian Crossing	Prior to Occupancy of Phase 1R
Route 1A at Tomasello Drive (Temporary Southbound Left Turn Signal)	Prior to Occupancy of Phase 1R
**Route 1A from Boardman Street to Furlong Drive Boston Improvements: Includes two southbound through lanes with exclusive left turn lane and 8' to 10' shoulder approaching Boardman, and northbound three through lanes and exclusive left turn lane. Left turn lanes are to be extended, and northbound right turn lane replaced with shared through and right turn lane for approximately 1,200 feet approaching Boardman. Shared use path is to be added northbound to Tomasello corridor, and from there continued to Revere Beach Parkway/ Winthrop Avenue corridor in Revere through along Tomasello. At Tomasello, signal control will be provided and southbound roadway will be widened to four lanes to allow for continuation of two through lanes and addition of two left turn lanes. Four-lane section will generally extend from "Jughandle" intersection near Boston/Revere City Line to Tomasello. Within this area, southbound shoulder will be eliminated and replaced with limited width curb offset. Northbound, three through lanes from Boardman intersection will be maintained with exclusive right turn lane added to access site.	Prior to 3,000,000 sf <sup>2</sup>
**Route 60 at Bell Circle (5 Intersections)	At 3,000,000 sf <sup>2</sup>
**Route 1A at Curtis Street Boston Improvements: Include realigning Route 1A southbound to formalize exit to Bennington and Curtis areas, and providing two continuous lanes for southbound through movement, creating an island within current paved area and providing stop control at ramp/Curtis Street intersection. Movement from Curtis Street to Route 1A south will continue to be in an add-lane condition.	At 3,000,000 sf <sup>2</sup>
**Route 1A at Revere Street	At 5,500,000 sf <sup>2</sup>
**Route 60 at Revere Street and Breed Street	At 5,500,000 sf <sup>2</sup>
Bennington Street at Saratoga Street Boston Improvements: Include targeted improvements that seek to	At 5,500,000 sf <sup>2</sup>

<p>resolve multimodal safety, connectivity, and operational issues in a manner that is informed by and does not preclude implementation of the preferred concept developed during the PLAN: East Boston initiative. Targeted improvements may include implementation of ADA-compliant curb ramps, reduction of pedestrian crossing distances, connection to the East Boston Greenway extension. minimization of conflicts for all users through revised signal phasing and lane assignment, and/or other strategies of similar size and scope that are at grade and within the intersection footprint and its right-of-way approaches.</p>	
<p>Day Square (Five Intersections) Boston Improvements: the Proponent will provide 100% design for Day Square based on stakeholder concerns, including concepts developed through the BPDA's PLAN East Boston initiative.</p>	At 5,500,000 sf <sup>2</sup>
Brown Circle	At 5,500,000 sf <sup>2</sup>
**Route 1/Route 16 Interchange	At 7,000,000 sf <sup>2</sup>
**Route 16 at Garfield Ave./Webster Ave.	At 7,000,000 sf <sup>2</sup>
Construct extensive on-site bicycle and pedestrian accommodations with connections to off-site infrastructure, with designs to be subject to design and development review under Section 14 (Development Review Procedures) of each PDA Development Plan.	During all phases
Design and construct, or at Proponent's option fund design and construction of, a safe and accessible extension of the East Boston Greenway from Constitution Beach to the southeast corner of the PDA Area. The concept, alignment, and general design details will be developed in coordination with the BPDA and its PLAN East Boston initiative, and may include a mixture of connected off-street path and on-street separated bike lane segments suitable for all ages and abilities, with all segments to be within existing public rights-of-way and existing bridge infrastructure as applicable. It is anticipated that the East Boston Greenway extension will follow along Saratoga Street, Bennington Street, and Walley Street, and include a designated and safe pedestrian/bicycle crossing at the intersection of Bennington Street and Walley Street protected by traffic control devices.	Prior to issuance of first certificate of occupancy for Phase 2B
Comprehensive Transportation Demand Management program to reduce dependency on single occupancy vehicles and promote alternative modes of transportation, to be detailed in Master TAPA and incorporated into future individual TAPAs for each building,	During all phases
<b>Air Quality</b>	
Implement traffic monitoring program.	During all phases
<i>See Transportation Measures above for Mobile Source GHG Mitigation.</i>	

<b>GHG Emissions</b>	
Prepare schematic designs and cost estimates of a 200,000 square foot multi-residential building for both a preferred/planned design and a Passive House design.	Phase 1R Design
All townhouses (22 total) will be Net Zero Carbon and/or E+ (Energy Positive) equivalent.	Phase 1B and 2B Construction
Construct one (1) Passive House (or equivalent) Demonstration Project of a minimum 50,000 square foot multi-family residential building.	Phase 1B Construction
Should the Demonstration Project prove to be cost-effective, design and construct the remaining three (3) low-rise residential buildings, proposed within the PDA Area (with the Demonstration Project, to include specifically buildings B-13, B-15, B-17 and B-19) as Passive House (or equivalent) standards and all-electric.	Phase 2B Construction
All single-family homes along Waldemar Avenue (12 total) will be Net Zero Carbon and/or E+ equivalent.	Phase 4B/5B Construction
Construct buildings to achieve energy usage savings as compared to current energy code requirements (9th Edition) of at least 10% in all Phase 1 buildings, with increased savings in subsequent Phases to meet the following levels of energy savings at full build-out: <ul style="list-style-type: none"> <li>• 5% of Buildings greater than 50%</li> <li>• 35% of Buildings 30%-50%</li> <li>• 55% of Buildings 18%-30%</li> <li>• 5% of Buildings 10%-18%</li> </ul>	During Construction of All Phases
Construct all buildings to be Solar Ready	During Construction of All Phases
Install a minimum of 2 MW of solar PV on building rooftops	During Construction of All Phases
Design all buildings to meet LEED certifiable standards as follows: <ul style="list-style-type: none"> <li>• Minimum of 5% LEED Platinum</li> <li>• Minimum of 75% LEED Gold</li> <li>• Maximum of 20% LEED Silver</li> </ul>	During Construction of All Phases as provided in PDA Development Plans
Designate preferred parking spaces for alternative-fuel vehicles.	All Phases
Provide 25% Electric Vehicle (EV) charging spaces or equivalent, in accordance with the BPDA's EV Readiness Policy, for all non-short-term parking spaces within permanent parking areas. An additional 75% of such spaces will be EV ready (for a total of 100%, to further reduce GHG emissions associated with vehicles.	All Phases
<i>See Transportation Measures for Mobile Source Air Quality Mitigation.</i>	
<b>Climate Change Resiliency</b>	
Provision of \$325,000 to fund a feasibility study for regional flood protection, including 10% conceptual design drawings. As part of the study the Proponent will engage with representatives of the Friends of Belle Isle Marsh and coordinate respecting the separate study (referenced above) assessing visitor and climate change impacts and	Prior to Phase 2B design

opportunities at Belle Isle Marsh, and will coordinate with the BPDA respecting any previous City initiatives to study climate impacts in East Boston, including previous analysis as part of the Climate Ready East Boston initiative.	
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 2B and 2R Construction
Construct Phase to provide no loss in flood storage for the modeled current day 1% annual exceedance floodplain.	Each of Phase 3B and 3R Construction
Facilitate installation of tide gate at eastern limits of Suffolk Downs Site.	Prior to Phase 4R Construction
Provide \$5.75 million towards Alfred H. Long (Bennington Street) Pump Station upgrades, or contribute the same amount to regional flood protection (such as a regional flood protection berm), subject to changes to such commitment as may be approved on behalf of the Commonwealth. Any changes or additions to flood control measures arising from subsequent MEPA review will be designed to comply with Boston resiliency requirements to the extent the changes affect land in Boston.	Phase 4R Design
Facilitate upgrade of Alfred H. Long (Bennington Street) Pump Station from 300 cubic feet per second (cfs) to 600 cfs.	Prior to Phase 4B Construction
Construct at-grade first floor elevations for non-critical buildings, critical buildings, infrastructure and ground floor residential space, per BPDA guidance, to provide 1 to 2 feet of freeboard above the projected 2070 Sea Level Rise BFE.	All Design Phases
Where FFEs at the Sea Level Rise Design Flood Elevation are not feasible, implement alternative flood protection measures (e.g. specifying dry or wet floodproofing materials, designing with the ability to add temporary flood barriers to building openings, and limiting first floor uses to non-residential).	All Design Phases
Select paving materials with less heat absorbing capacity and a high Solar Reflective Index to offset the effects of increasingly hot summers.	All Design Phases
Specify operable windows for residential buildings and considering them for hotel and office buildings.	All Design Phases
Use a 95°F peak day for sizing of building mechanical systems.	All Design Phases
Plant robust tree canopy within Central Common, other open space areas and within rights-of-way to mitigate heat island effect and capture/slow stormwater.	All Construction Phases
<b>Historic Resources</b>	
Develop a historic mitigation plan to be implemented as part of the Master Project.	Phase 1B Design
Undertake inventory to identify race track elements for salvage and reuse within the on-site open space system and/or donated to local museums.	Prior to Phase 1B Construction

Inventory and gather photographs, documents, paintings, and other collected horse racing memorabilia for potential inclusion on site and/or donated to local museums.	Prior to Phase 1B Construction
Develop and install an Interpretive Exhibit to be incorporated in a select area of the open space system.	Phase 2B Construction
<b>Construction Period</b>	
Develop a draft Construction Management Plan (CMP) for the Master Project based on conceptual construction logistics scenario for each phase.	At time of DEIR/DPIR filing (Complete)
Prepare CMPs for each phase to address temporary construction-related impacts detailing overall construction schedule, work hours, number of construction workers, worker transportation and parking, and number of construction vehicles and routes.	Prior to Each Phase of Construction
<b>Smart Utilities</b>	
Prepare a District Energy Microgrid master plan, identifying District Energy Microgrid-ready design elements, to update the same prior to commencement of each Phase. As part of development review of individual development projects under Section 14 of each PDA Development Plan, provide information to the BPDA regarding implementation of the District Energy Microgrid master plan, as well as any updates.	All Phases
Utilize telecom utilidors or reasonably equivalent systems within future public rights of way as each is constructed, with each to be constructed in accordance with then-current City standards and with enough capacity for reasonably anticipated future development, and with design to be subject to coordination with the BPDA and applicable City departments as part of development review of individual development projects under Section 14 of each PDA Development Plan.	All Phases
Install electric and fiber shadow conduits below sidewalks within future public rights of way, with each to be constructed in accordance with then-current City standards and with enough capacity for reasonably anticipated future development, and with design to be subject to coordination with the BPDA and applicable City departments as part of development review of individual development projects under Section 14 of each PDA Development Plan.	All Phases
Install traffic/transit/bicycle/pedestrian technology as part of traffic intersection improvements within future public rights of way, with each to be constructed in accordance with then-current BTM and City standards, and with design to be subject to coordination with the BPDA and applicable City departments as part of development review	All Phases

of individual development projects under Section 14 of each PDA Development Plan..	
Construct future public rights-of-way in accordance with then-current City Smart Utility Standards and Complete Streets Standards.	All Phases
As set forth above, require all buildings and project phases to store, reuse or infiltrate levels of rainfall consistent with BWSC and the City's Smart Utilities Policy, provided that the BWSC, in consultation with the BPDA, may approve alternative stormwater management measures to be utilized in lieu of otherwise recommended or required levels of on-site storage, reuse or infiltration (e.g., as part of efforts to respond to site-specific challenges that may include high groundwater, environmental conditions, and/ or low permeability of existing soils).	All Phases

<sup>1</sup> Based on proposed service and implementation timing.

<sup>2</sup> For all traffic improvements scheduled at a specific square footage, improvements must be completed prior to first Certificate of Occupancy after indicated square footage threshold.

\*\* Revere-only mitigation items

As used in this [Exhibit J](#), references to Phases 1B, 2B, 3B, 4B and 5B are to the five Phases of the Master Project, i.e., the Phase 1 Project, the Phase 2 Project, the Phase 3 Project, the Phase 4 Project and the Phase 5 Project, respectively, and references to Phases 1R, 2R, 3R and 4R are to phases 1 through 4 of the redevelopment of the Revere portion of the Suffolk Downs Site.

## Exhibit K

### South Station to Suffolk Downs Shuttle

The Proponent shall operate or cause the operation of a passenger shuttle between the Suffolk Downs Site and the South Boston Seaport District and South Station. This shuttle service has the following general objectives, with further details to be set forth in the Master TAPA:

- Be publicly accessible;
- Charge on-board passenger fares that do not exceed standard MBTA subway passenger fares;
- Meet Americans with Disabilities Act (ADA) guidelines and standards for passenger vehicle and bus stop accommodations;
- Utilize appropriately-sized buses based on demand;
- Have schedules published online (such as through a shuttle operator website) and with mapping software companies (such as Google Transit);
- Make passenger pick-ups/drop-offs at stops that seek to maximize walk access and are in the vicinity of the “Main Street” area of the Suffolk Downs Site, with additional potential on-site stops to be considered based upon demand, and with bus service to offer one or two stops in the Seaport District, depending on routing and stop accommodations, and a final terminus stop to be at South Station, with specific stop locations to be reviewed and reasonably approved by the BPDA and BTM;
- Subject to adjustment based on demand based on reasonable coordination with and approval by the BPDA and BTM, begin operations commencing on the first Certificate of Occupancy after the development of 2 million square feet of Gross Floor Area as part of the Master Project, with operations that are reasonable considering demand;
- Subject to adjustment based on demand based on reasonable coordination with and approval by the BPDA and BTM, increase shuttle service commencing on the first Certificate of Occupancy after each of the development of 5 million and 8 million square feet, respectively, of Gross Floor Area as part of the Master Project, with operations that are reasonable considering demand; and
- Operate or cause operation of the shuttle service for a period of 5 years commencing on the first Certificate of Occupancy after the development of 8 million square feet of Gross Floor Area as part of the Master Project, if warranted by demand.

The Proponent may, with agreement from the BPDA and BTM, in lieu of the above-referenced shuttle service, work with the MBTA to cause the operation of comparable service to the Seaport District and South Station.