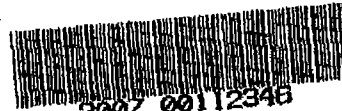


Appendix E

[Attached]



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Page: 1 of 37 10/04/2007 02:21 PM

The Commonwealth of Massachusetts



No. 11907

Whereas, Fan Pier Development LLC

of -- Boston --, in the County of -- Suffolk -- and Commonwealth aforesaid, has applied to the Department of Environmental Protection to -- construct and maintain publicly-accessible parkland and associated pavilion, a touch and go dock, pumpout station, water transportation dock, piers, pile-supported walkways, floating wave attenuator, marina and marina reconfiguration zone, other public pedestrian facilities, subsurface utilities, and a containment berm, and to relocate/recontour ("dredge") approximately 9800 cubic yards of sediment; -----

and has submitted plans of the same; and whereas due notice of said application, and of the time and place fixed for a hearing thereon, has been given, as required by law, to the -- Mayor and City Council -- of the -- City -- of -- Boston. -----

NOW, said Department, having heard all parties desiring to be heard, and having fully considered said application, hereby, subject to the approval of the Governor, authorizes and licenses the said

-- Fan Pier Development LLC --, subject to the provisions of the ninety-first chapter of the General Laws, and of all laws which are or may be in force applicable thereto, to -- construct and maintain publicly-accessible open spaces and associated pavilion, a touch and go dock, pumpout station, water transportation dock, piers, pile-supported walkways, floating wave attenuator, marina and marina reconfiguration zone, street furniture, other public pedestrian facilities, subsurface utilities and structures, and a containment berm, and to relocate/recontour ("dredge") approximately 9800 cubic yards of sediment; -----

in and over filled tidelands of -- Boston Harbor -- in the -- City -- of -- Boston -- and in accordance with the locations shown and details indicated on the accompanying DEP License Plan No. 11907 (23 sheets).

The uses of structures and fill authorized hereby shall be limited to the following: Publicly accessible open space; maritime facilities; marina; sidewalks and vehicle circulation roads, public amenities, and utilities and infrastructure serving public and private facilities.

Attested hereto
Francis M. Roache
Francis M. Roache
Register of Deeds
Suffolk District

37

Northern Ave, Boston

This License is valid for a term of 96 years from the date of issuance. By written request of the Licensee for an amendment of this License, the Department may grant a renewal for the term of years not to exceed that authorized in this License.

This License is subject to the following Special Conditions and Standard Conditions:

Special Condition 1: This license is issued pursuant to the following documents and decisions:

- a. "Decision on the City of Boston's South Boston Waterfront District Municipal Harbor Plan" issued on December 6, 2000 by the Secretary of the Executive Office of Environmental Affairs, which conditionally approved the City of Boston's submittal dated July, 2000. The Secretary's Decision and the City's submittal together constitute the "approved MHP."
- b. Consolidated Written Determination for Waterways Application No. W02-0404-N, originally issued by the Department on June 28, 2002 (CWD). The CWD became effective on November 21, 2002, after resolution of an appeal. Upon the request of the applicant, the term of the CWD has been extended to November 21, 2012.
- c. "Public Realm" c. 91 Waterways License Application dated June 6, 2007, submitted by Fan Pier Development LLC and revised application submittal dated July 19, 2007.
- d. The proposed Articles of Organization and By-Laws ("By-Laws") of Fan Pier Owners Corporation ("FPOC") and the proposed Declaration of Covenants, Easements and Restrictions (the "Declaration") submitted with the application for this License, which documents are to be executed and delivered by the Licensee in the form submitted with the application (except for non-material changes to such documents which do not pertain to the Public Realm requirements of the CWD). Such documents are collectively referred to as the "FPOC Charter Documents".

Special Condition 2: As required by the CWD, this License incorporates all elements of the Public Realm and all street and sidewalk areas and all below grade utility corridors. However, as permitted by the CWD, only the following Public Realm elements have been designed: (a) those Public Realm elements associated with the first three buildings to be constructed on the Fan Pier (the buildings proposed for Parcels F, H and I) which are shown on the license plans as the "Phase I Public Realm," (b) the streetscapes, and (c) the marina (collectively, the "Designed Components"). As permitted by the CWD, the remaining elements of the Public Realm are also shown in the attached Chapter 91 License Plans, but the design of these further elements is still schematic in nature and has not advanced beyond the design presented in the application for the CWD. Final design plans for these elements will be developed in phases consistent with the phasing schedule set forth in Special Condition 24. After review by the advisory committee, and approval by the Boston Redevelopment Authority (BRA) and the Boston Civic Design Committee (BCDC), final design plans will be submitted for the Department's review and approval

for substantial conformance with the requirements of the CWD prior to construction of each component of the Public Realm.

Although the streets, sidewalks and below grade utility corridors are licensed hereby, the construction of those improvements will occur in conjunction with the construction of buildings for which individual licenses are issued. Each such license shall designate in its license plans the portion of the streets, sidewalks and below grade utility corridors to be constructed and maintained thereunder, and upon such designation, the obligation to construct and maintain such elements shall be governed by such license.

Special Condition 3: The Licensee shall construct and maintain an approximately 1¼ acre public open space known as the Public Green, as shown generally on the final license plans. The Public Green is a Designed Component. The Public Green has been designed and shall be maintained as a generally open area adaptable to a variety of uses. The Public Green shall contain adequate lighting, seating areas, trash receptacles, signage, bicycle racks, lawn and landscaped areas, and internal pathways. As shown on the license plans, (a) a path system providing convenient pedestrian access from the west and south to the water transportation dock has been provided, (b) all major pathway elements are a minimum width of ten (10) feet clear, and (c) all secondary pathway elements are a minimum width of five (5) feet clear. The Public Green shall be constructed and maintained to preserve the view corridors between the site of the proposed water transportation dock and Old Northern Avenue and from Bond Street (formerly shown as Promenade Street) between the Buildings on Parcels E and F. The uses and programmatic activities anticipated in the Public Green, and any proposed rules and regulations, shall be incorporated into the Public Realm Management Plan required pursuant to Special Condition 11. The Public Green shall be completed and open to the public in accordance with the schedule in Special Condition 24.

Special Condition 4: The Licensee shall construct and maintain a continuous hard-surfaced, multi-use Harborwalk along the seaward portion of the site, as shown on the final license plans and in accordance with the CWD. Portions of the Harborwalk shall be located on a fixed pier boardwalk, as shown on the final license plans. The Harborwalk shall connect with the existing waterfront walkways at the adjacent courthouse and Institute of Contemporary Art sites, and with public plazas, sidewalks, and other pedestrian facilities to be constructed at the site. The Harborwalk shall in all cases have a minimum width of 12 feet, with 10 feet clear of obstructions. Those portions of the Harborwalk which are shown on the license plans as Phase 1 Public Realm, and those portions of the Harborwalk which are on a fixed pier boardwalk, are Designed Components and the license plans comply with the foregoing requirements. The final design of the Harborwalk, including any artwork deemed appropriate, shall be consistent with the City of Boston's Harborwalk standards and shall be incorporated into the final design of other open space facilities at the site, as appropriate. The uses and programmatic activities anticipated in on the Harborwalk, and any proposed rules and regulations, shall be incorporated into the Public Realm Management Plan required pursuant to Special Condition 11. The Harborwalk shall be constructed and open to the public in accordance with the schedule in Special Condition 24.

Special Condition 5: The Licensee shall construct and maintain a public water transportation dock and related amenities, as shown on the final license plans and in accordance with the CWD. The dock shall measure no less than 160 feet by 30 feet, with at least five berths for water transit vessels, and shall include a shade structure with seating and posted ferry schedules. The water transportation dock is a Designed Component and the license plans comply with the foregoing requirements (plans need to show seating if this sentence is to remain). The dock shall be reserved solely for use by public water transportation vessels, except for interim uses approved in advance by the Department for the period preceding commencement of ferry service to the site. In the event that the water transportation ticket office to be authorized in connection with Building H has not been constructed and opened to the public prior to commencement of ferry service to the site, the Licensee shall provide a temporary ticket office subject to the Department's prior review and approval for substantial conformance with the requirements of the CWD. The operational and maintenance activities associated with the water transportation dock and related facilities, including use of these facilities by private or public water transit service providers, shall be incorporated into the Public Realm Management Plan required pursuant to Special Condition 11, the Fan Pier Cove Management Plan required pursuant to Special Condition 14, or as a separate document. The water transportation dock shall be constructed and open to the public in accordance with the schedule in Special Condition 24.

Special Condition 6: The Licensee shall construct and maintain an approximately 1 ½ acre public park known as Fan Pier Park, schematically shown on the final license plans, in accordance with the requirements of the CWD. The final design of Fan Pier Park shall be developed in consultation with the advisory committee established pursuant to Special Condition 10, and submitted to the Department for its review and approval prior to construction. The uses and programmatic activities anticipated in the Public Green, and any proposed rules and regulations, shall be incorporated into the Public Realm Management Plan required pursuant to Special Condition 11. Fan Pier Park shall be completed and open to the public in accordance with the schedule in Special Condition 24.

Special Condition 7: The Licensee shall construct and maintain a publicly-accessible floating wave attenuator, as shown on the final license plans, in accordance with the requirements of the CWD. The cove side of the wave attenuator will include marina slips, while the seaward side of the wave attenuator will accommodate docking by larger vessels. The wave attenuator, other than its surface amenities, is a Designed Component and the license plans comply with the foregoing requirements. The final design of the surface amenities of the wave attenuator shall be developed in consultation with the advisory committee established pursuant to Special Condition 10, and submitted to the Department for its review and approval prior to construction. The uses and programmatic activities anticipated on the wave attenuator and any proposed rules and regulations, shall be incorporated into the Public Realm Management Plan required pursuant to Special Condition 11. The wave attenuator shall be constructed and open to the public in accordance with the schedule in Special Condition 24.

Special Condition 8: The Licensee shall construct and maintain a publicly accessible streetscape adjacent to the buildings and streets, as shown on the final license plans. The section of Marina Park Drive (formerly shown as Pier Street) adjacent to the Public Green shall be managed and maintained as a pedestrian-oriented way. The uses and programmatic activities anticipated within the streetscape, particularly the plaza adjacent to Building E, and any proposed rules and regulations, shall be incorporated into the Public Realm Management Plan required pursuant to Special Condition 11. As provided in Special Condition 2, the final approval of the streetscape elements adjacent to buildings shall be approved by the Department as part of its licensing of individual buildings, and such elements shall be constructed and open to the public no later than the issuance of a Certificate of Occupancy for the licensed building.

Special Condition 9: The Licensee is authorized to construct below-grade utilities within the utility corridors shown schematically on the final license plans, and such accessory connections thereto as may be necessary to serve improvements on the Fan Pier, including necessary utilities and associated structures that extend beyond the utility corridors. All such structures shall be shown on the as-built plans required pursuant to Special Condition 28.

Special Condition 10: The Licensee shall establish Fan Pier Owners Corporation ("FPOC") and shall transfer to FPOC from time to time upon completion of construction thereof the facilities licensed hereby. The FPOC Charter Documents set out the means by which the Common Area Entity ("CAE") shall be fully responsible for the implementation, management, maintenance, and control over the Public Realm and for compliance with the CWD and this License. The provisions of the FPOC Charter Documents that establish the CAE and provide for the implementation, management, maintenance, operation and control of the Public Realm satisfy the requirements of Sections 4(A)(1) and 4(A)(2) of the CWD. Nothing in the FPOC Charter Documents shall be construed to conflict with or supersede the requirements of the CWD or the approved Municipal Harbor Plan. If and to the extent that any of the provisions of the Declaration require the recording of extension notices in order to continue to satisfy the requirements of such Sections 4(A)(1) and 4(A)(2), Licensee shall timely record with the Registry of Deeds, in accordance with the provisions of M.G.L. c. 184, §27 (or any successor or similar statute), any such extension notices as may be required from time to time, during the term of this License. FPOC shall establish an advisory committee consisting of representatives of the on-site civic and cultural institutions, the City of Boston, neighborhood groups, and other organizations. This advisory committee shall meet regularly until all buildings and Public Realm components are constructed, and at least once per year thereafter. Broad public notice shall be given prior to each meeting of the advisory committee. The advisory committee shall review plans of the Public Realm elements before final plans are submitted to the Department, pursuant to Section 4(B)(1) of the CWD, and shall review the Public Realm Management Plan and amendments thereto before the Plan it is submitted to the Department, pursuant to Section 4(D) of the CWD and Special Condition 11 hereof. Without limiting the generality of the approval of the By-Laws, the Department has reviewed and hereby approves the provisions of said By-Laws regarding the advisory committee.

Special Condition 11: The Licensee or FPOC, as provided in the Declaration, shall be fully responsible for the implementation, management, and control of all publicly accessible park areas (hereinafter the "Public Realm") and for compliance with the requirements of the CWD and this License. The Licensee shall prepare a Public Realm Management Plan (PRMP), or an amended and updated PRMP, within 6 months of the issuance of any license, or group of licenses issued concurrently as a single construction phase, in accordance with the CWD. The PRMP shall be prepared in accordance with the CWD and shall, at a minimum, include the following elements:

- a. A description and accompanying plan identifying all exterior areas subject to the PRMP, the nature of the ownership of these areas, and the means by which the CAE will maintain control over the areas (ownership, easements, or other binding legal agreements);
- b. Consistent with all relevant requirements in the CWD, a description of the proposed signage, maintenance schedules and standards, hours of operation, and rules and regulations for all areas of the Public Realm;
- c. Job descriptions for director of public events programming and dockmaster;
- d. Consistent with all relevant requirements of the CWD, a detailed management plan, including fees, for the water transportation dock, marina, and other watersheet activities (such as transient berthing, touch and go dock, pumpout facilities);
- e. Any other information required in the CWD regarding specific aspects of individual licenses.

Special Condition 12: The Licensee shall construct and maintain a marina, pumpout facility, touch and go dock, and accessory facilities, as shown on the final license plans and in accordance with the schedule in Special Condition 24. Subject to the provision of Special Condition 20, the marina shall include a total of approximately 80 slips within Fan Pier Cove, including at least 13 slips of 30 feet in length and at least 36 slips of 40 feet in length. The touch and go dock may be provided in a temporary location, as shown on the license plans. The marina is a Designed Component and the license plans comply with the foregoing requirements. The Licensee may include a fuel dock in the marina and in connection therewith may place and maintain an underground storage tank for the storage of fuel in one of the two potential alternative locations shown in the final license plans. If such a tank is to be constructed, Licensee shall notify the Department which of these alternate locations it has selected for the underground fuel storage tank, together with a plan showing its specific location. The underground storage tank shall be placed and located such that any above-ground structures associated with the tank, and tank filling operations, have minimal impact on public use of parkland.

Special Condition 13: The pile-held floating pier along the northwest side of Fan Pier Cove shall be publicly accessible twenty-four (24) hours a day. No gates, fences or other structures may be placed in any area open to public access that impedes or discourages the free flow of pedestrian movement. Reasonable measures may be taken to restrict public access to gangways and finger piers serving recreational boats. This condition

shall not be construed to prevent the Licensee from taking reasonable measures to discourage unlawful activities by users of the area(s) intended for public passage, including but not limited to trespassing on the adjacent private areas and deposit of refuse of any kind or nature in the water or on the shore.

Special Condition 14: The marina operation and maintenance shall be subject to a Fan Pier Cove Management Plan approved by the Department. The Management Plan shall detail navigational procedures within the Cove, with priority given to the operational requirements of the water transportation dock required in Special Condition 4. With respect to the marina, the Management Plan shall: include procedures for managing transient berths and the touch and go dock; describe the duties of the dockmaster; detail procedures for recreational boaters to ensure that priority within the Cove is given to water transportation vessels; provide details regarding the number, location, and content of signage; and establish fees for long-term and transient berths, pump-out facilities, and any other necessary fees. The fees shall be based on market conditions and consistent with those assessed at comparable facilities in Boston Harbor. A touch and go dock with adequate space for temporary tie-ups (15-20 minutes) by at least two medium size boats shall be provided for use by non-commercial recreational boaters at no charge. The required signage shall note the availability of the transient slips, touch and go dock, and pumpout, provide directions for their use, and be located, and of a suitable size, so that the signs are visible to passing vessels.

Special Condition 15: All berths in the marina authorized herein shall be assigned in a fair and equitable manner, via waiting list or other appropriate, unbiased means. The Licensee may assign any berth authorized herein based upon vessel characteristics.

Special Condition 16: No berth in the marina may be assigned pursuant to any contract or other agreement that makes use of the berth contingent upon ownership or occupancy of a residence or other nonwater-dependent facility of private tenancy.

Special Condition 17: Every berth in the marina shall be made available for transient use during periods of vacancy in excess of twenty-four (24) hours. The dockmaster shall maintain a listing of available transient docks on a daily or weekly basis, and shall provide the Boston Harbormaster with an updated list on at least a weekly basis between the months of March to November. A sign at the entrance to the Cove shall state the availability of transient and touch & go docks, and provide phone numbers for the dockmaster and Boston Harbormaster.

Special Condition 18: Any contract or other agreement for exclusive use of any berthing area authorized herein shall have a maximum term of one (1) calendar year and may be renewed upon expiration on an annual basis.

Special Condition 19: Trash receptacles shall be placed at convenient and accessible locations throughout this marina facility. At a minimum, they shall be located at the end of every gangway, at fish cleaning stations, and at restroom areas.

Special Condition 20: The Licensee may reconfigure the marina docks within the reconfiguration zone shown on the final license plans upon written approval by the Department, but without further licensing action if:

- a. the Licensee submits to the Department a written request and plan for reconfiguration which does not extend beyond the delineation zone and which does not result in any increase in the area of waterway occupied from that which was original licensed
- b. the Licensee submits to the Department a statement affirming that the material submitted to the Department has, at the time of such submittal, also been sent to the Boston Conservation Commission and Boston Harbormaster, and that said Conservation Commission and Harbormaster have been informed that they have thirty (30) days to register any objections to the proposed reconfiguration plan with the Department;
- c. all other applicable permits have been obtained, including any required approval under the Wetlands Protection Act.

Subject to compliance with such limitations, the marina as so reconfigured need not comply with the numerical slip description in Special Condition 12.

Special Condition 21: At least one (1) public restroom with showers shall be provided for marina users. Said restroom and showers shall be open to the public, free of charge, twenty-four (24) hours a day.

Special Condition 22: A shoreside sewage pumpout station or pumpout vessel shall be provided as part of the marina, unless one is already provided in connection with the issuance of a Certificate of Occupancy for the fourth residential/commercial building. Signage shall be provided at the entrance to the Cove which states the availability of pumpout or and includes contact information for the dockmaster. Maintenance of the pumpout facility and any fees to be assessed for its use shall be described in the management plan required in Special Condition 13.

Special Condition 23: All lighting at the marina shall be designed to minimize interference with navigation by reflection, glare, or interference with aids to navigation.

Special Condition 24: The facilities authorized herein shall be constructed and open to the public in accordance with the phasing schedule set forth in Section 3 of the CWD and as specified in any license for a nonwater-dependent building license issued pursuant to the CWD. The issuance of a Certificate of Occupancy, rather than the issuance of a license, for a building shall serve as the trigger for provision of the public benefits identified in the CWD. Subsurface structures such as utilities or parking garages shall not serve to trigger the provision of public benefits for the purposes of this condition. The marina, except for the touch and go dock and pumpout station which shall be constructed and open to the public in accordance with the CWD, shall be constructed within 5 years of the completion of the publicly-accessible wave attenuator. Any required

or specified construction period may be extended upon written request to the Department at least sixty (60) days in advance of the deadline specified herein.

Special Condition 25: Pursuant to the Declaration, the FPOC shall maintain in good repair all fill, structures, facilities, and landscaping licensed herein for the term of this License. With the prior written approval of the Department, the obligation to maintain all or portions of such fill, structures, and facilities may be assigned to another responsible party following license issuance. A written legal agreement between the parties requesting a transfer of said maintenance responsibility shall be submitted to the Department clearly identifying the area to be maintained and the associated Waterways License number, and stating that the maintenance responsibility shall run with the term of the license, that failure to maintain said area will result in a violation of the Waterways License, and any structural alterations or changes in use to said area are subject to prior review and approval by the Department.

Special Condition 26: Exterior sidewalks, plazas, open space, wave attenuator, docks, Harborwalk, and other exterior spaces licensed herein shall be open to the public, at no charge, 24 hours a day. Reasonable measures may be taken to restrict public access to gangways and finger piers serving recreational boats. The Licensee may adopt reasonable rules for use of these areas, subject to prior review and written approval by the Department, as are necessary for the protection of public health and safety and private property, and to ensure public use and enjoyment by minimizing conflicts between user groups. No amendment to said rules shall be made without prior written approval by the Department. The exercise by the public of free on-foot passage in accordance with this condition shall be considered a permitted use to which the limited liability provisions of M.G.L. Chapter 21, Section 17(c) shall apply. Notwithstanding the foregoing, with the prior written approval of the Department this Special Condition 26 shall not be construed to prohibit the use of portions of the exterior sidewalks, plazas, and open space which are proximate to indoor restaurant spaces for seasonal outdoor restaurant/café use, charging patrons and customers for food and beverage served therein, the reservation of such portions for patrons and customers of the restaurant/café only, and the enclosure of such portions of such areas, during the period of seasonal operation, with the minimum enclosure necessary to comply with the requirements of any license for such restaurant/café issued under Chapter 138 for the service of alcoholic beverages in such outdoor areas. Any such seating shall be located so as not to unreasonably interfere with public pedestrian use of the remainder of the sidewalks, plazas and other exterior spaces.

Special Condition 27: The Licensee shall place and maintain in good repair signage in accordance with the Public Realm Management Plan required in Special Condition 11, and as additionally necessary for purposes of notifying the public about the Family Multi-cultural Center, water transportation ticket office, and other civic and cultural uses at the site. As applicable, said signage shall be in accordance with the City of Boston's Harborwalk sign standards, and shall be subject to the Department's prior approval and be in place prior to the Certificate of Occupancy. Nothing herein shall be construed to apply to signage relating to the use of any building licensed pursuant to the CWD, including without limitation the signage for any hotel, office building, residential

building, restaurant or entertainment facilities, retail sales or service facilities, spa, art galleries, sports or physical fitness facilities open to the public, or other facilities of public accommodation.

Special Condition 28: No later than sixty (60) days after issuance of the Certificate of Occupancy for any building authorized hereby, but in any case no longer than 5 years after construction of such building is required pursuant to Special Condition 24, the Licensee shall apply to the Department for a Certificate of Compliance pursuant to the Waterways Regulations, and provide the Department with an as-built plan stamped and signed by a registered professional engineer licensed to do business in the Commonwealth.

Special Condition 29: The Licensee shall provide to the Department a copy of any Certificate of Occupancy for any building licensed hereby within fourteen (14) days of its issuance.

Special Condition 30: Any structural alteration, or change in use, from that explicitly authorized herein and contained on the final license plans, shall require the prior review of the Department to determine whether additional licensing is required pursuant to MGL Chapter 91, the Public Waterfront Act, 310 CMR 9.00, the Waterways Regulations, and any valid MHP governing this area.

Special Condition 31: The Licensee shall ensure that passive recreational use by the general public of the facilities required in this License is fully and safely allowed on the site pursuant to any Activity and Use Limitations (AULs) that may be adopted in full compliance with the Massachusetts Contingency Plan, 310 CMR 40.0000. Such passive recreational use shall include that associated with public open space use involving more than casual contact with the ground, including, but not limited to, walking, strolling, bicycling, picnicking, and sitting. The Licensee shall ensure that the on-site areas specified in this License as publicly accessible open spaces, are fully remediated to levels that will not impede or prohibit the public use of open space, including passive recreational use. Any AUL adopted by the Licensee shall fully allow for such public open space and passive recreational uses. Any interpretation regarding what uses are allowed under an AUL shall be decided by the Department's Bureau of Waste Site Cleanup (BWSC) in the Northeast Regional Office.

Special Condition 32: Prior to commencement of construction, the Licensee shall provide a construction period access plan that establishes reasonable rules and regulations for access to public areas during the construction period.

Special Condition 33: The Applicant shall allow agents of the Department to enter the project sites to verify compliance with the conditions of the License prior to the completion of individual sections of the project.

Special Condition 34: The Licensee shall submit to the Department (Waterways Regulation Program) periodic compliance inspection reports at least once every five (5)

years from the date of License issuance detailing the Licensee's compliance with the Special and Standard Conditions of their License.

Special Condition 35: The total combined Occupation and Tidewater Displacement Fees for this project is \$116,095.00. This payment shall be made in a series of twenty installments of \$5,804.75. The first installment shall be made prior to license issuance. The remaining nineteen installments shall be made annually, no later than the anniversary date of the issuance of this license.

Please see pages twelve (12) and thirteen (13) for the standard conditions to this License.

Duplicate of said plan, number 11907 is on file with the Department, and original of said plan accompanies this License, and is made a part hereof.

STANDARD WATERWAYS LICENSE CONDITIONS

1. Acceptance of this Waterways License shall constitute an agreement by the Licensee to conform with all terms and conditions stated herein.
 2. This License is granted upon the express condition that any and all other applicable authorizations necessitated due to the provisions hereof shall be secured by the Licensee prior to the commencement of any activity or use authorized pursuant to this License.
 3. Any change in use or any substantial structural alteration of any structure or fill authorized herein shall require the issuance by the Department of a new Waterways License in accordance with the provisions and procedures established in Chapter 91 of the Massachusetts General Laws. Any unauthorized substantial change in use or unauthorized substantial structural alteration of any structure or fill authorized herein shall render this Waterways License void.
 4. This Waterways License shall be revocable by the Department for noncompliance with the terms and conditions set forth herein. This License may be revoked after the Department has given written notice of the alleged noncompliance to the Licensee and those persons who have filed a written request for such notice with the Department and afforded them a reasonable opportunity to correct said noncompliance. Failure to correct said noncompliance after the issuance of a written notice by the Department shall render this Waterways License void and the Commonwealth may proceed to remove or cause removal of any structure or fill authorized herein at the expense of the Licensee, its successors and assigns as an unauthorized and unlawful structure and/or fill.
 5. The structures and/or fill authorized herein shall be maintained in good repair and in accordance with the terms and conditions stated herein and the details indicated on the accompanying license plans.
 6. Nothing in this Waterways License shall be construed as authorizing encroachment in, on or over property not owned or controlled by the Licensee, except with the written consent of the owner or owners thereof.
 7. This Waterways License is granted subject to all applicable Federal, State, County, and Municipal laws, ordinances and regulations including but not limited to a valid final Order of Conditions issued pursuant to the Wetlands Protection Act, G.L. Chapter 131, s.40.
 8. This Waterways License is granted upon the express condition that the use of the structures and/or fill authorized hereby shall be in strict conformance with all applicable requirements and authorizations of the DBP, Division of Water Pollution Control.
 9. This License authorizes structure(s) and/or fill on:
 - ☐ Private Tidelands. In accordance with the public easement that exists by law on private tidelands, the licensee shall allow the public to use and to pass freely upon the area of the subject property lying between the high and low water marks, for the purposes of fishing, fowling, navigation, and the natural derivatives thereof.
 - ☒ Commonwealth Tidelands. The Licensee shall not restrict the public's right to use and to pass freely, for any lawful purpose, upon lands lying seaward of the low water mark. Said lands are held in trust by the Commonwealth for the benefit of the public.
 - ☐ Great Pond of the Commonwealth. The Licensee shall not restrict the public's right to use and to pass freely upon lands lying seaward of the high water mark for any lawful purpose.
- No restriction on the exercise of these public rights shall be imposed unless otherwise expressly provided in this license.
10. Unless otherwise expressly provided by this License, the licensee shall not limit the hours of availability of any areas of the subject property designated for public passage, nor place any gates, fences, or other structures on such areas in a manner that would impede or discourage the free flow of pedestrian movement thereon.

STANDARD WATERWAYS DREDGING CONDITIONS

1. Acceptance of this Waterways License shall constitute an agreement by the licensee to conform to all terms and conditions stated herein.
2. This license is issued upon the express condition that any and all other applicable authorizations necessitated due to the provisions hereof shall be secured by the licensee prior to the commencement of any activity hereby authorized.
3. This license shall be revocable by the Department for noncompliance with the terms and conditions set forth herein. This license may be revoked after the Department has given written notice of the alleged noncompliance to the licensee, or his agent, and those persons who have filed a written request, with the Department, for such notice and has afforded the licensee a reasonable opportunity to correct said noncompliance. Failure to correct said noncompliance after the issuance of a written notice by the Department shall render this license void.
4. This license is issued subject to all applicable federal, state, county, and municipal laws, ordinances, by-laws, and regulations, including but not limited to, a valid Order of Conditions issued pursuant to the Wetlands Protection Act, M.G.L. Chapter 131, s.40. In particular, this issuance is subject to the provisions of Sections 52 to 56, inclusive of Chapter 91 of the General Law and its Regulations 310 CMR 9.40(5), which provides, in part, that the transportation and dumping of the dredge material shall be done under the supervision of the Department, and, when required, the licensee shall provide at his/her expense a dredge inspector approved by the Department. When said inspector is required, a report certified by the dredge inspector shall be submitted to the Department within 30 days after the completion of the dredging. The report shall include daily logs of the dredging operation indicating volume of dredge material, point of origin, point of destination and other appropriate information.
5. This Waterways License is issued upon the express condition that dredging and transportation and disposal of dredge material shall be in strict conformance with all applicable requirements and authorizations of the DEP, Division of Wetlands and Waterways.
6. All subsequent maintenance dredging and transportation and disposal of this dredge material, during the term of this license, shall conform to all standards and conditions applied to the original dredging operation performed under this license.
7. After completion of the work authorized, the licensee shall furnish, to the Department a suitable plan showing the depths at mean low water over the area dredged. The dredging under this license shall be conducted as to cause no unnecessary obstruction of the free passage of vessels. In doing the dredging authorized, care shall be taken to cause no shoaling. If, however, any shoaling is caused, the licensee shall, at his expense remove the shoal areas. The licensee shall pay all costs of supervision, and if at any time the Department deems necessary a survey or surveys of the area dredged, the licensee shall pay all costs associated with such work. Nothing in this license shall be construed as to impair the legal rights of any persons, or authorize dredging on land not owned by the licensee without consent of the owner(s) of such property.
8. The licensee shall assume and pay all claims and demands arising in any manner from the work authorized herein, and shall save harmless and indemnify the Commonwealth of Massachusetts, its officers, employees, and agents from all claims, audits, damages, costs and expenses incurred by reason thereof.
9. The licensee shall, at least three days before commencing any dredging in the tide water, give written notice to the Department of the time, location and amount of the proposed work.
10. Whosoever violates any provisions of this license shall be subject to a fine of \$25,000 per day for each day such violation occurs or continues, or by imprisonment for not more than one year, or both such fine and imprisonment; or shall be subject to civil penalty not to exceed \$25,000 per day for each day such violation occurs or continues.

License 11907

Page 14

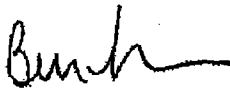
The amount of tidewater displaced by the work hereby authorized has been ascertained by the Department, and compensation thereof has been made by the said --Fan Pier Development LLC -- by paying into the treasury of the Commonwealth -- two dollars and zero cents (\$2.00) -- for each cubic yard so displaced, being the amount hereby assessed by said Department (193 cubic yards x \$2.00 = \$386.00).

Nothing in this License shall be so construed as to impair the legal rights of any person.

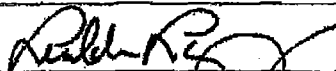
This License shall be void unless the same and the accompanying plan are recorded within 60 days from the date hereof, in the Registry of Deeds for the County of Suffolk.

IN WITNESS WHEREAS, said Department of Environmental Protection have hereunto set their hands this _____ day of _____ in the year two thousand and seven.

Program Chief



Program Director



Commissioner



Department of Environmental
Protection

THE COMMONWEALTH OF MASSACHUSETTS

This license is approved in consideration of the payment into the treasury of the Commonwealth by the said----- Fan Pier Development LLC ----of the further sum of --- one hundred and fifteen thousand and seven hundred and nine dollars (\$115,709.00)--- the amount determined by the Governor as a just and equitable charge for rights and privileges hereby granted in the land of the Commonwealth.

BOSTON

Approved by the Governor.

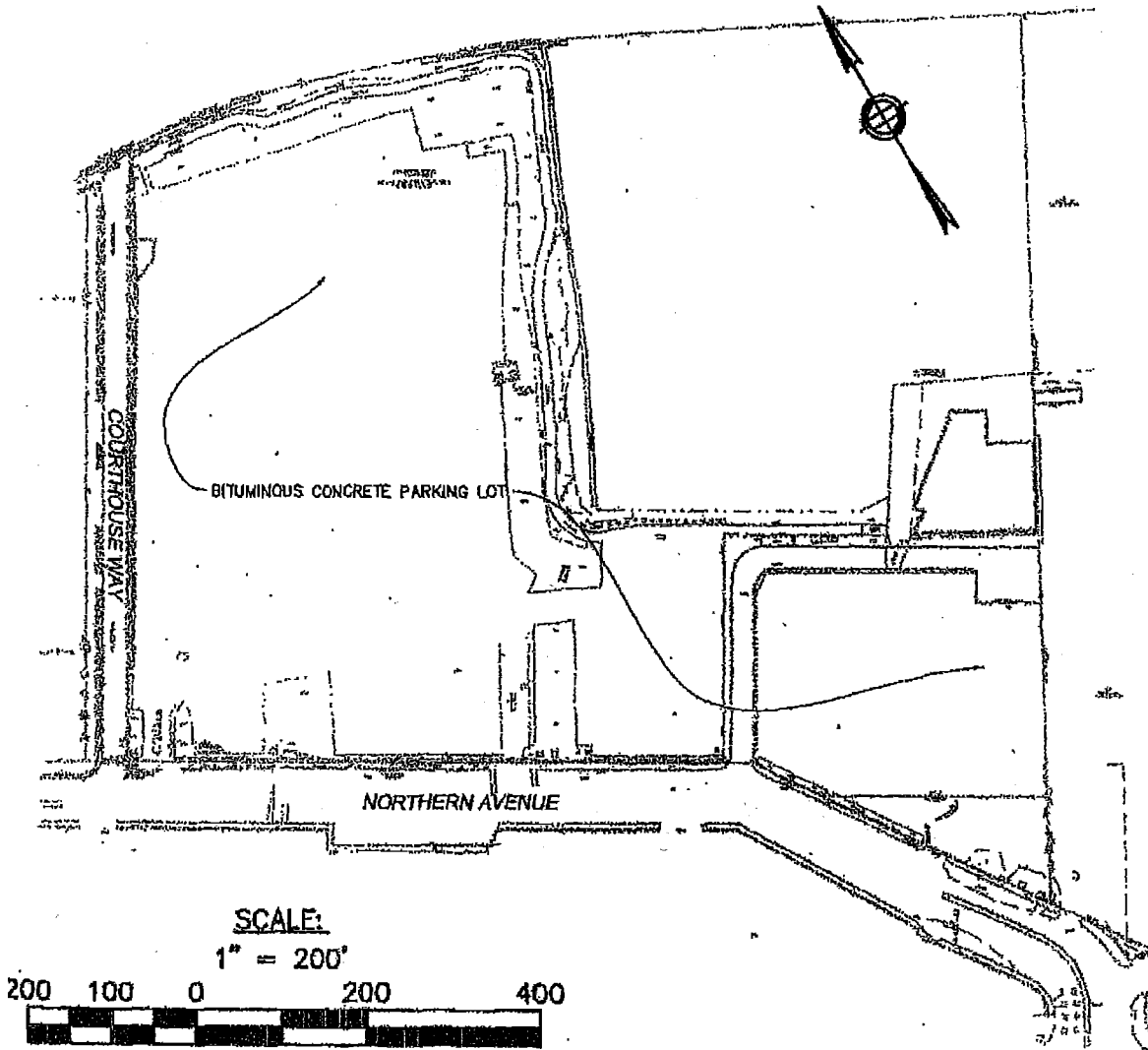
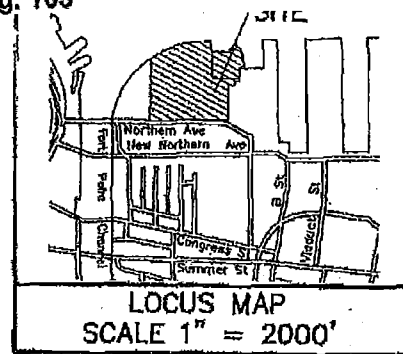


PREVIOUS DREDGING AND FILLING WORK
DONE UNDER THE FOLLOWING LICENSES:

LICENSE NO. 1681 6/11/35

LICENSE NO. 5554 5/28/69

LICENSE NO. 5882 4/21/71



PLAN ACCOMPANYING PETITION OF FAN PIER
DEVELOPMENTS, LLC TO CONSTRUCT A
PUBLIC REALM INCLUDING A PUBLIC GREEN,
STREETSCAPE, A PUBLIC WATER
TRANSPORTATION DOCK, A HARBORWALK, A
TOUCH AND GO DOCK, AND A PUBLIC PARK

STON INNER HARBOR, SUFFOLK COUNTY
STON, MASSACHUSETTS

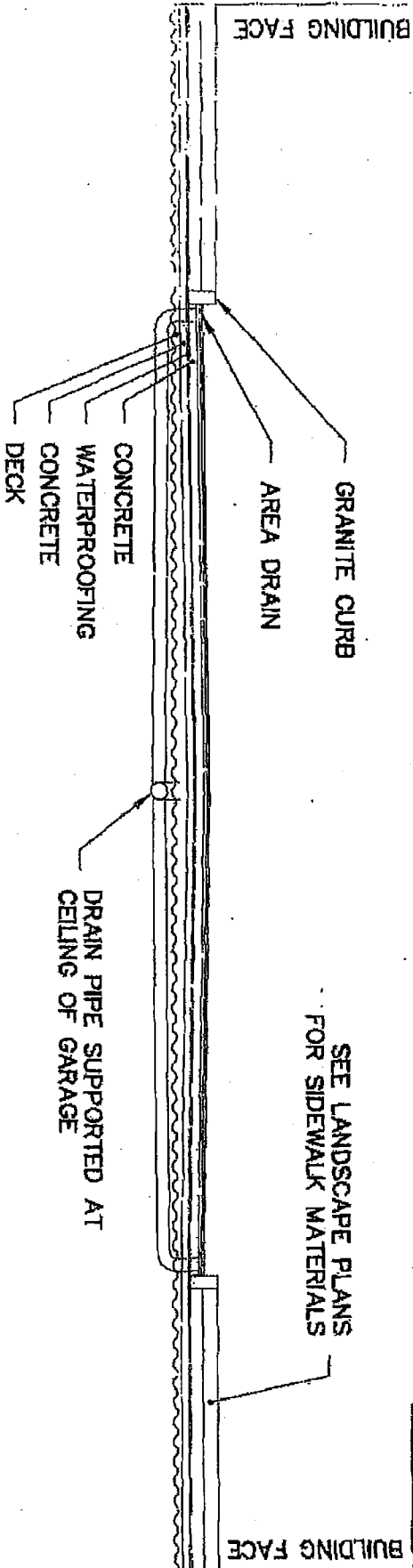
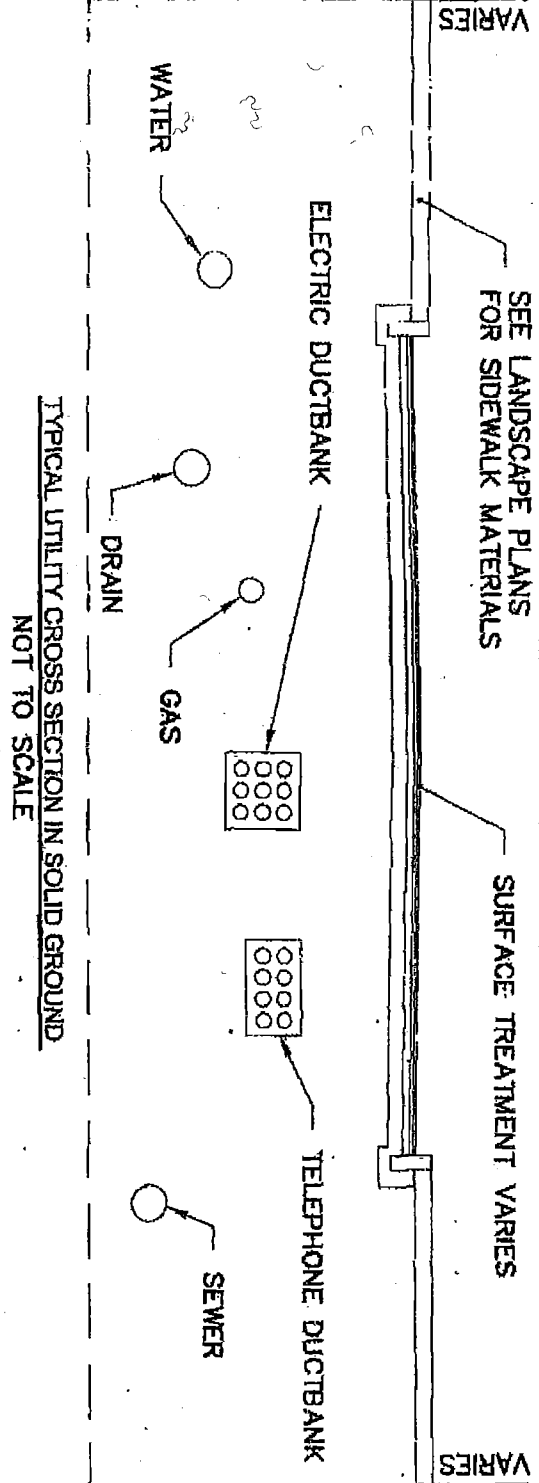
SHEET C-1 OF 23 EXISTING CONDITIONS
DATE: 7/07

LICENSE PLAN NO. 11907

Issued by Department of Environmental Protection

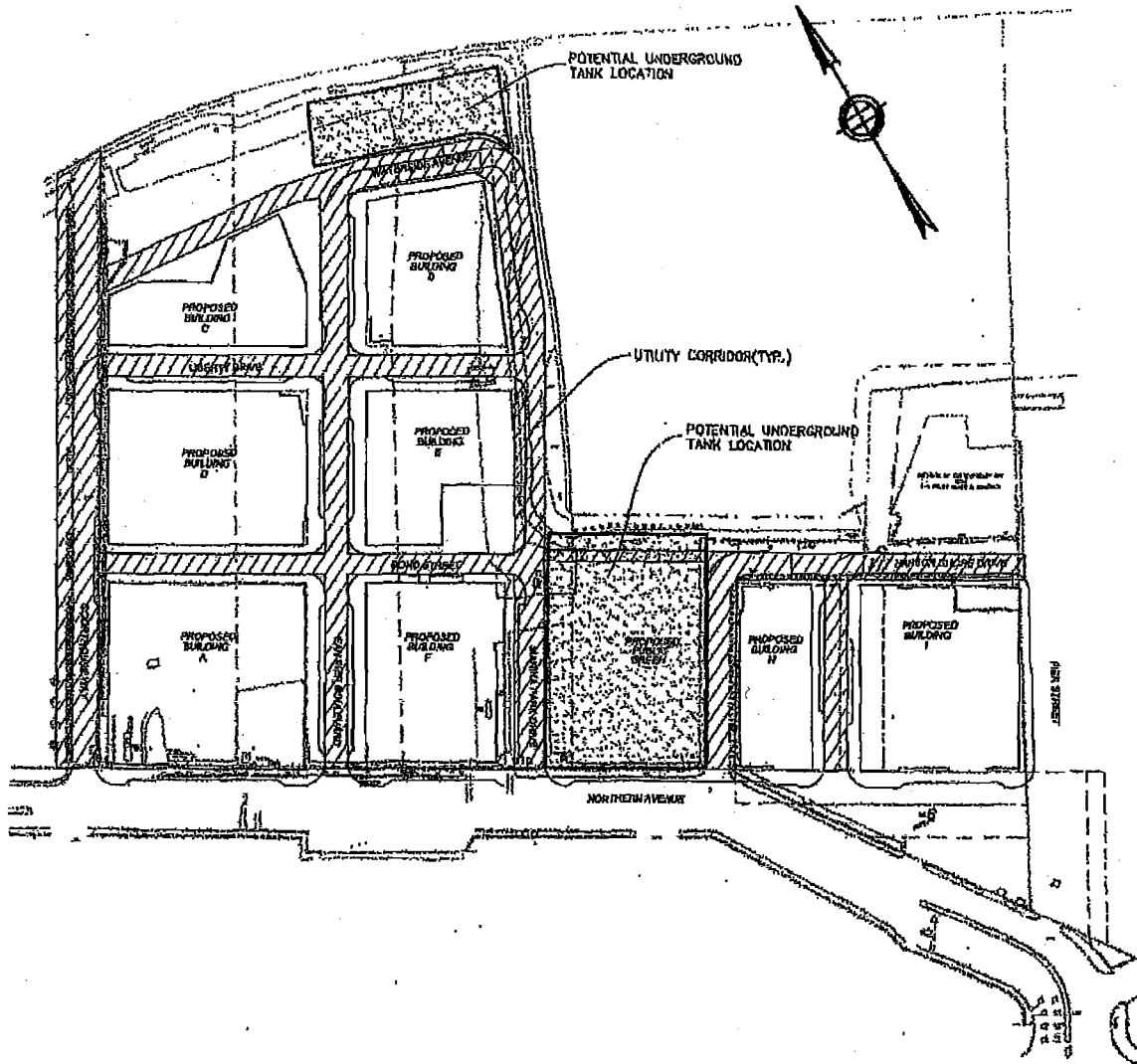
SEP 25 2007

[Handwritten signatures]

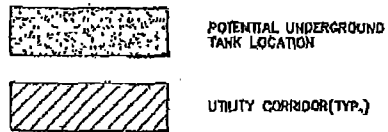
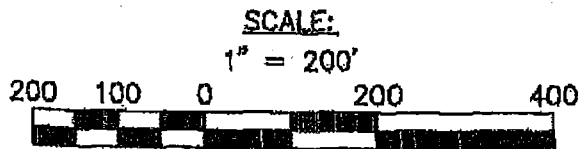


LOCATION OF UTILITIES MAY VARY IN FIELD.

LICENCE NO. 11907
Approved by Department of Environmental Protection
Date SEP 25 2007

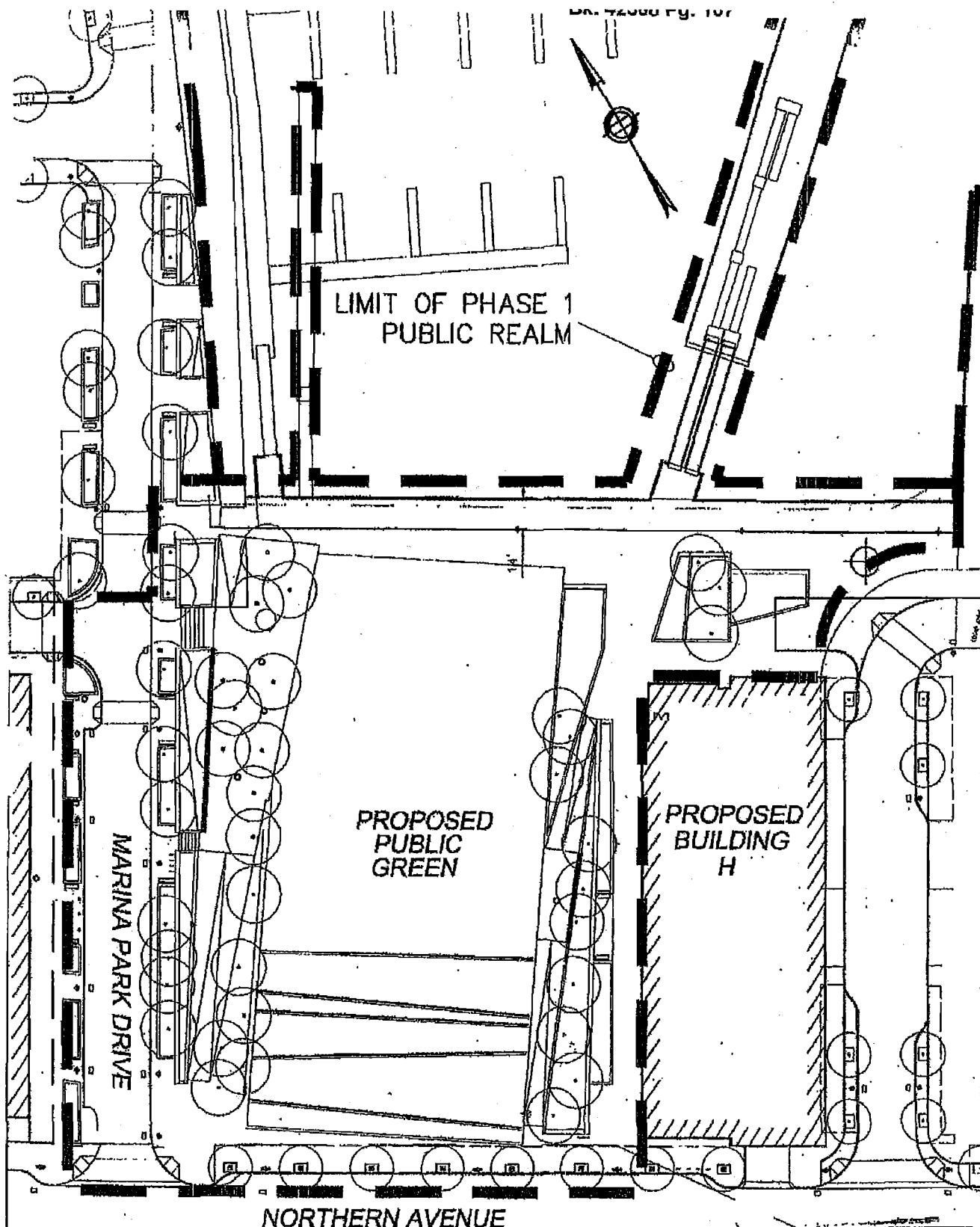


KEY



SHEET C-2 OF 23 MAJOR UTILITY CORRIDORS
AND POTENTIAL UNDERGROUND TANK LOCATIONS

LICENSING NO. 11907
Approved by Department of Environmental Protection
Date SEP 25 2007

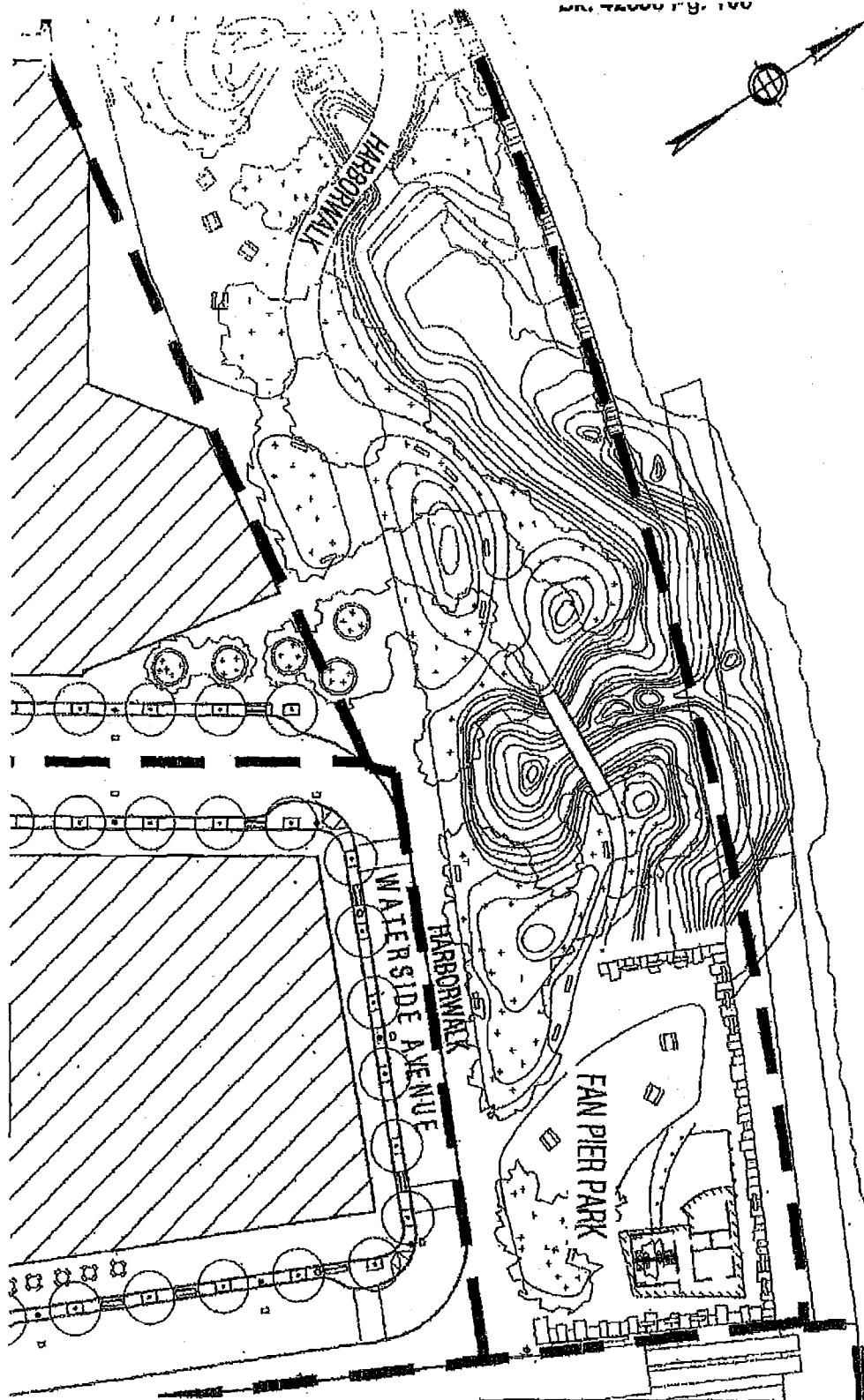


NOTE:

SEE M-SERIES DRAWINGS FOR PUBLIC
REALM WORK IN MARINA

SHEET 5 OF 23
PHASE 1 PUBLIC REALM PART PLAN

11907
Approved by Department of Environmental Protection
SEP 25 2007 SCALE
1" = 60'



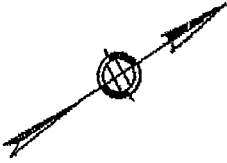
BOSTON HARBOR

License No. 11907

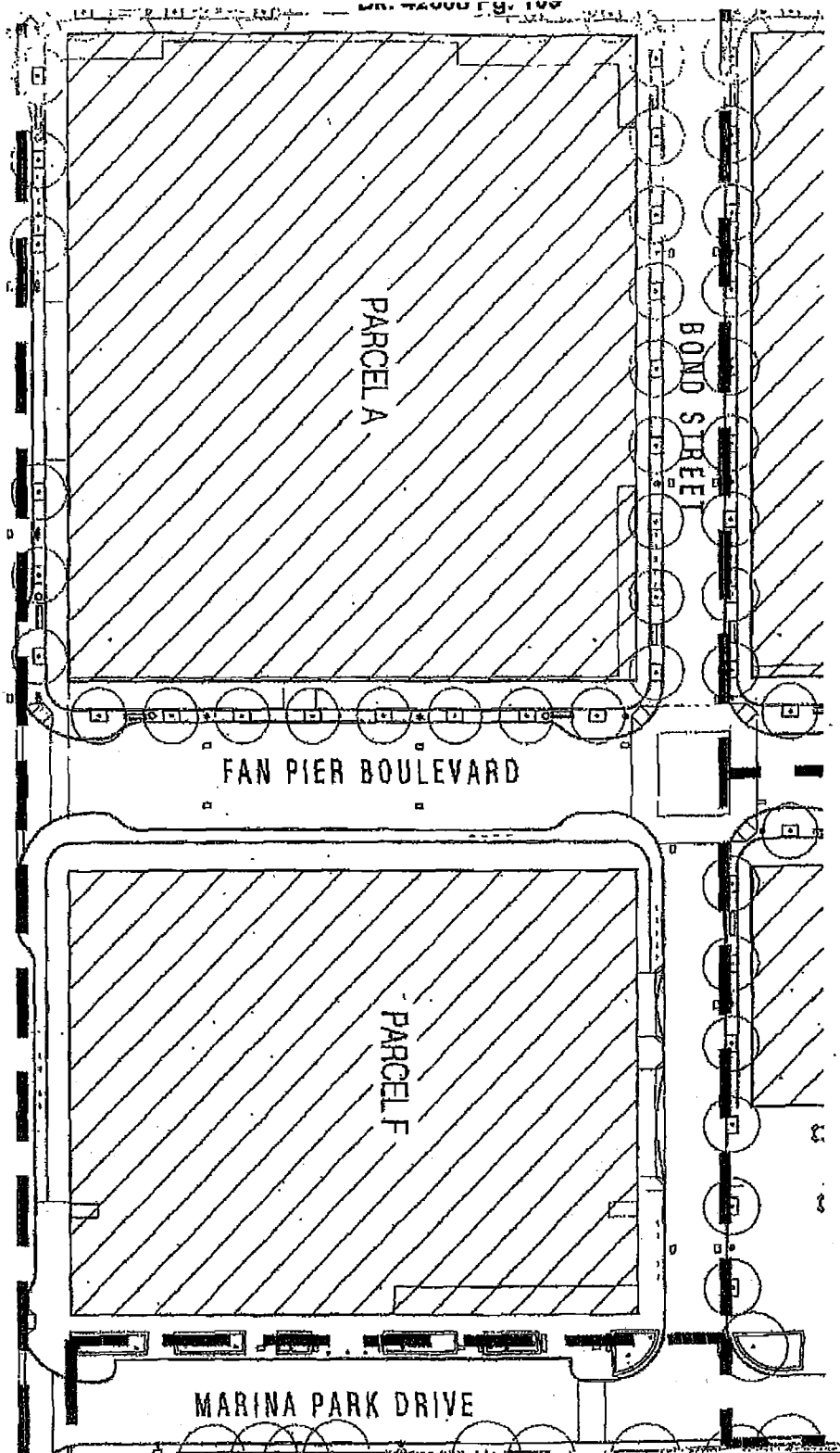
Approved by Department of Environmental Protection

Date SEP 25 2007 SCALE: 1" = 60'

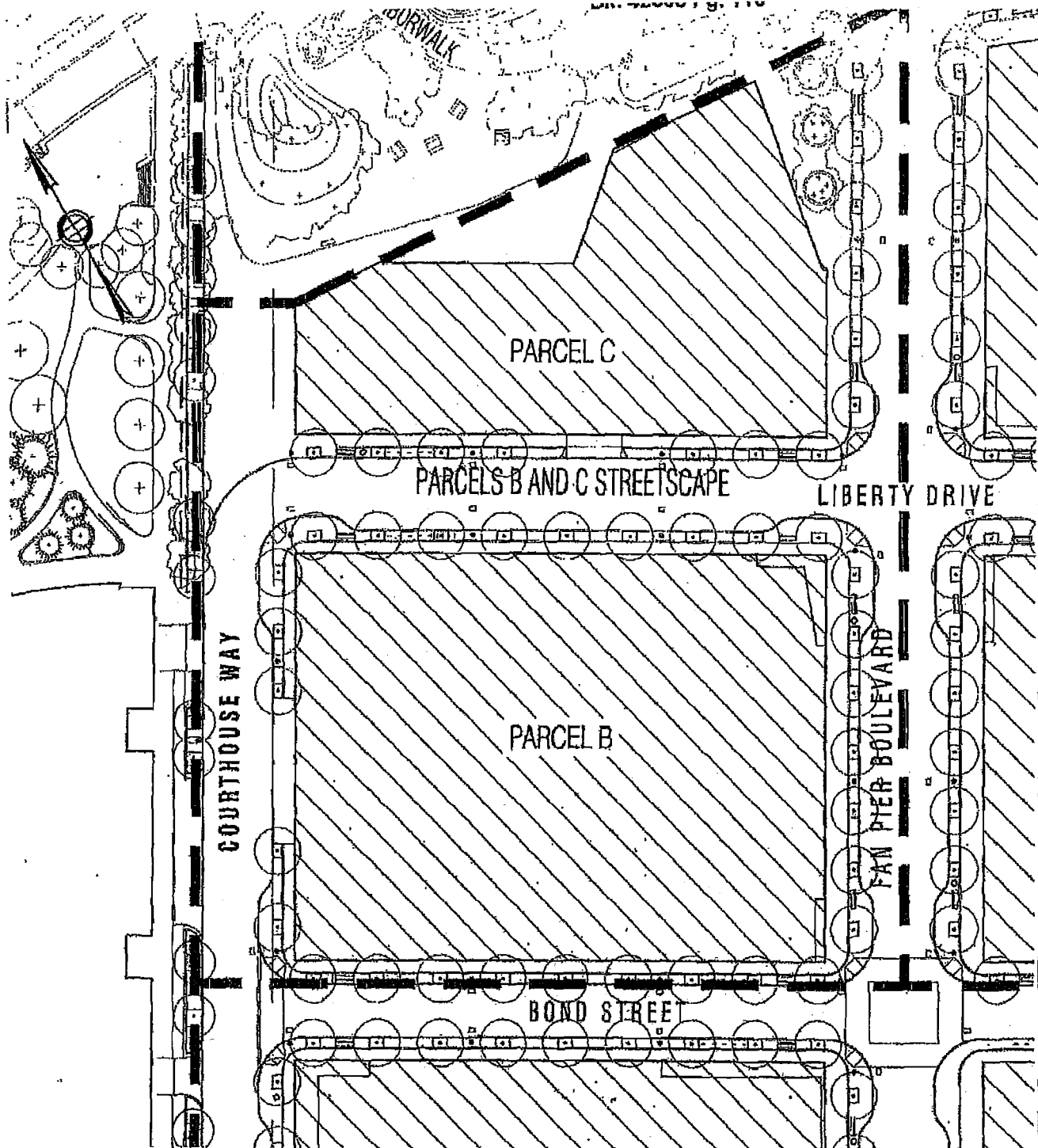




PARCELS A, F STREETSCAPE

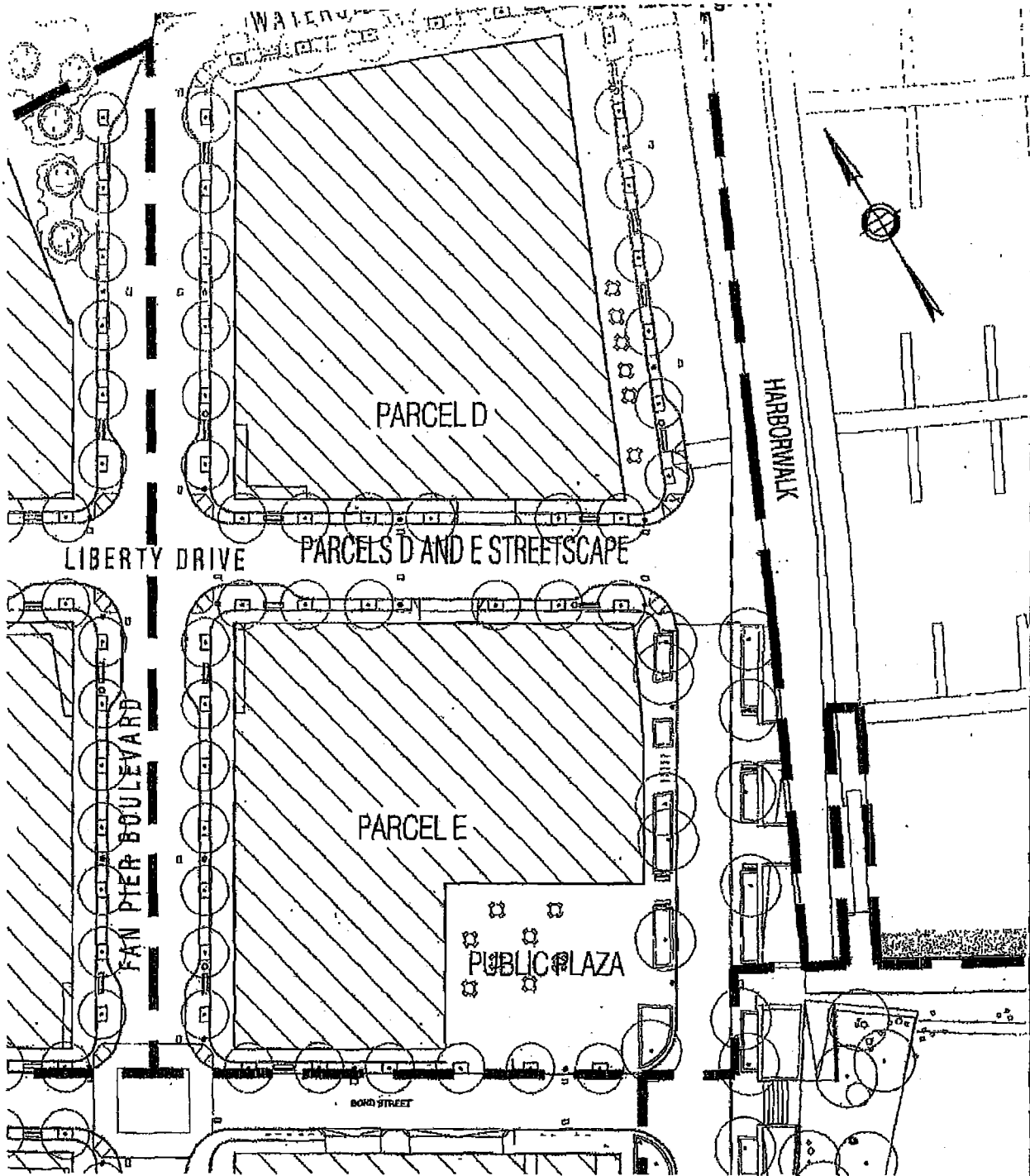


11907
Approved by Department of Public Works
SEP 25 2007
1" = 60'
60 30 0 60 120



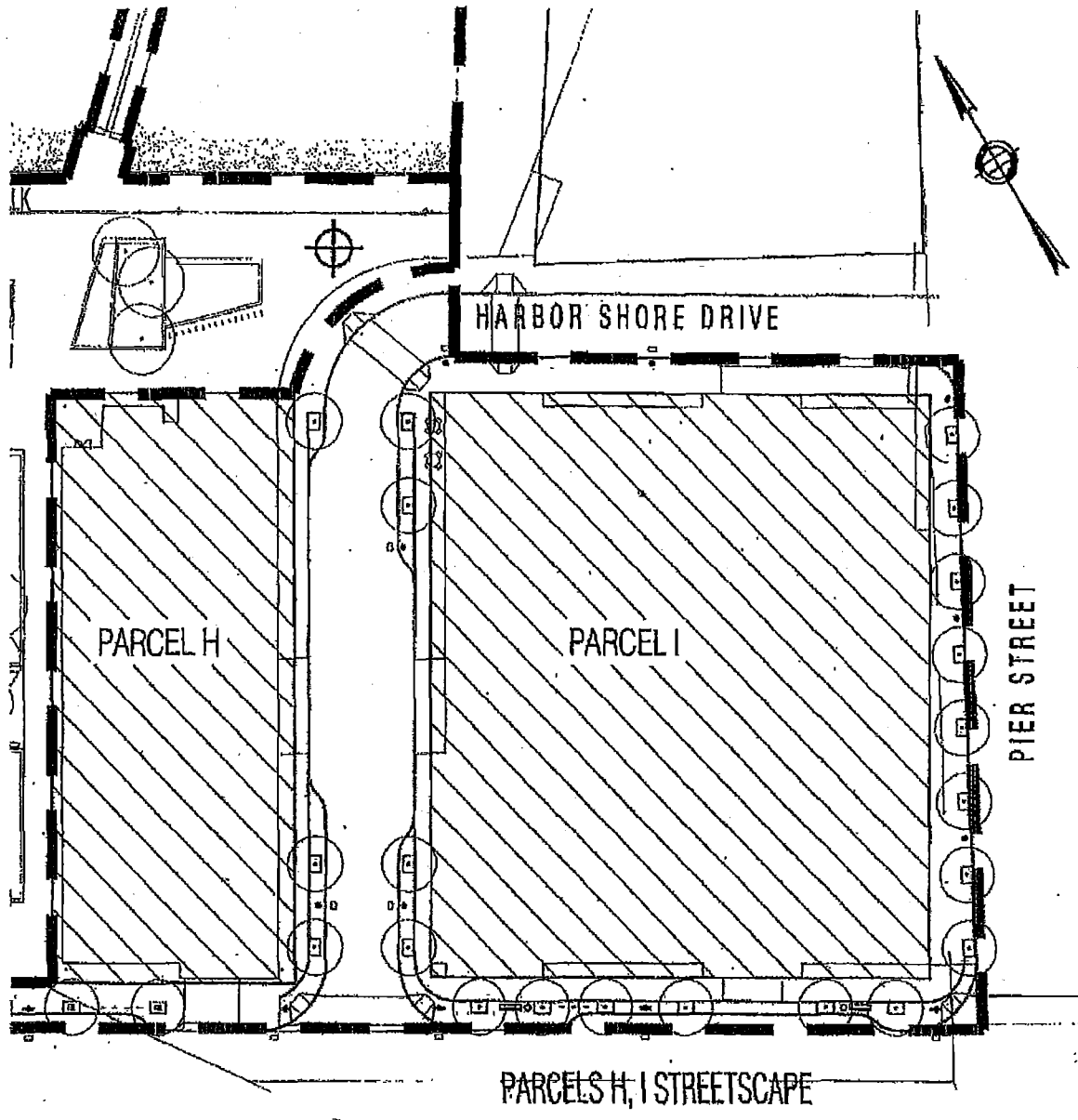
LICENSE NO. 11907
 Approved by Department of Environmental Protection
 Date SEP 25 2007
 SCALE:
 1" = 60'





ET 9 OF 23
 ARCELS D AND E STREETSCAPE PART PLAN

11907
 SEP 25 2007
 SCALE:
 1" = 60'

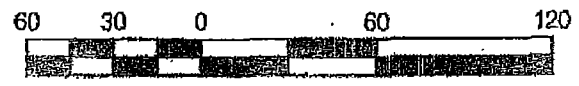


LICENSE NO. 11907

Approved by Department of Environmental Protection

Date **SEP 25 2007**

SCALE:
1" = 60'

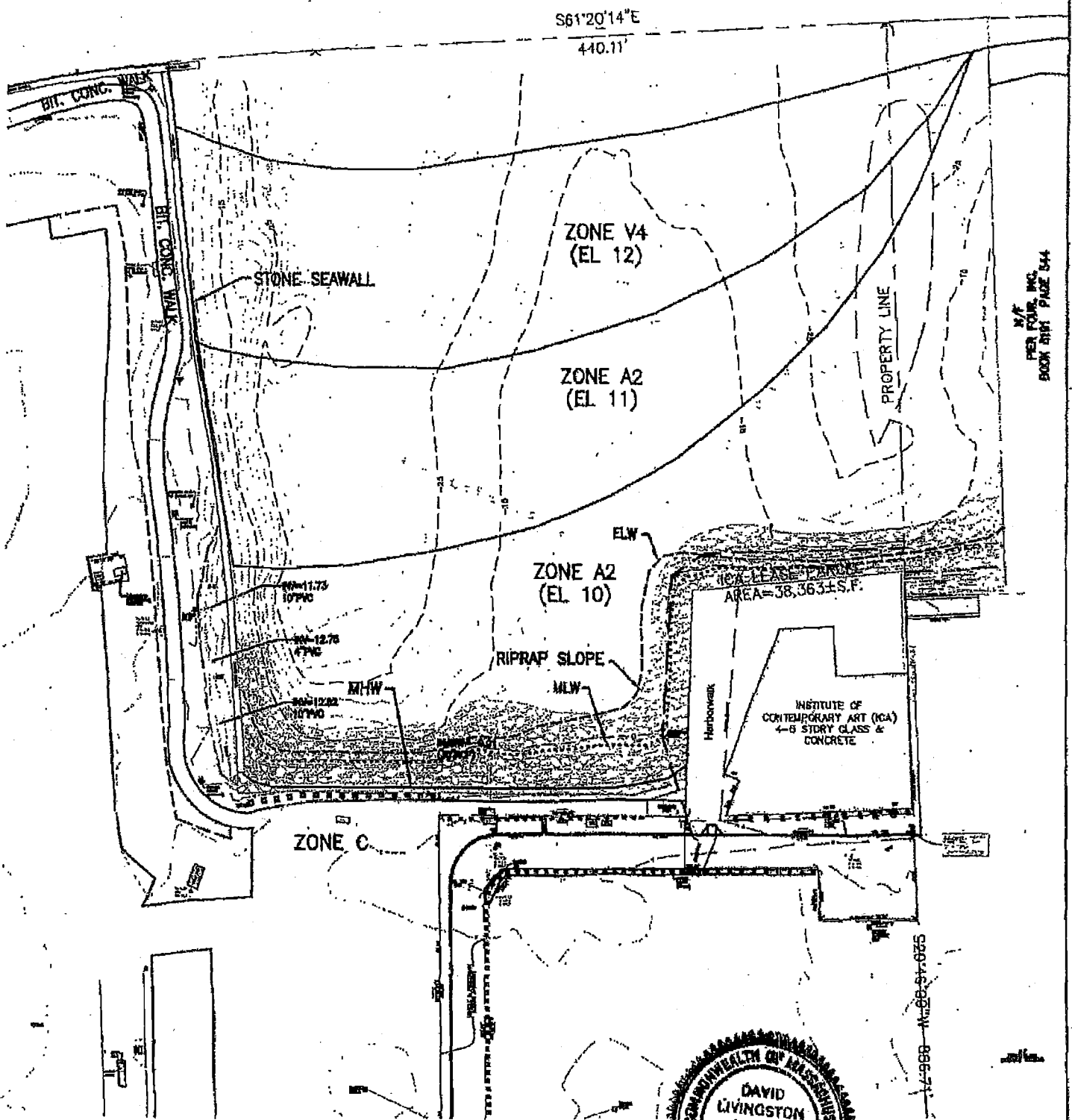




Approved by Department of Environmental Protection
Date: (EL 14)

SEP 25 2007

MHW = +5.0'
MLW = -4.5'
ELW = -6.8'

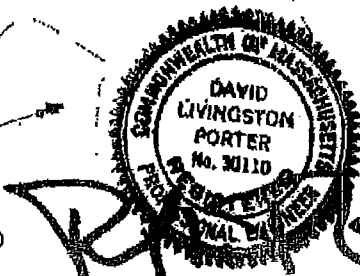


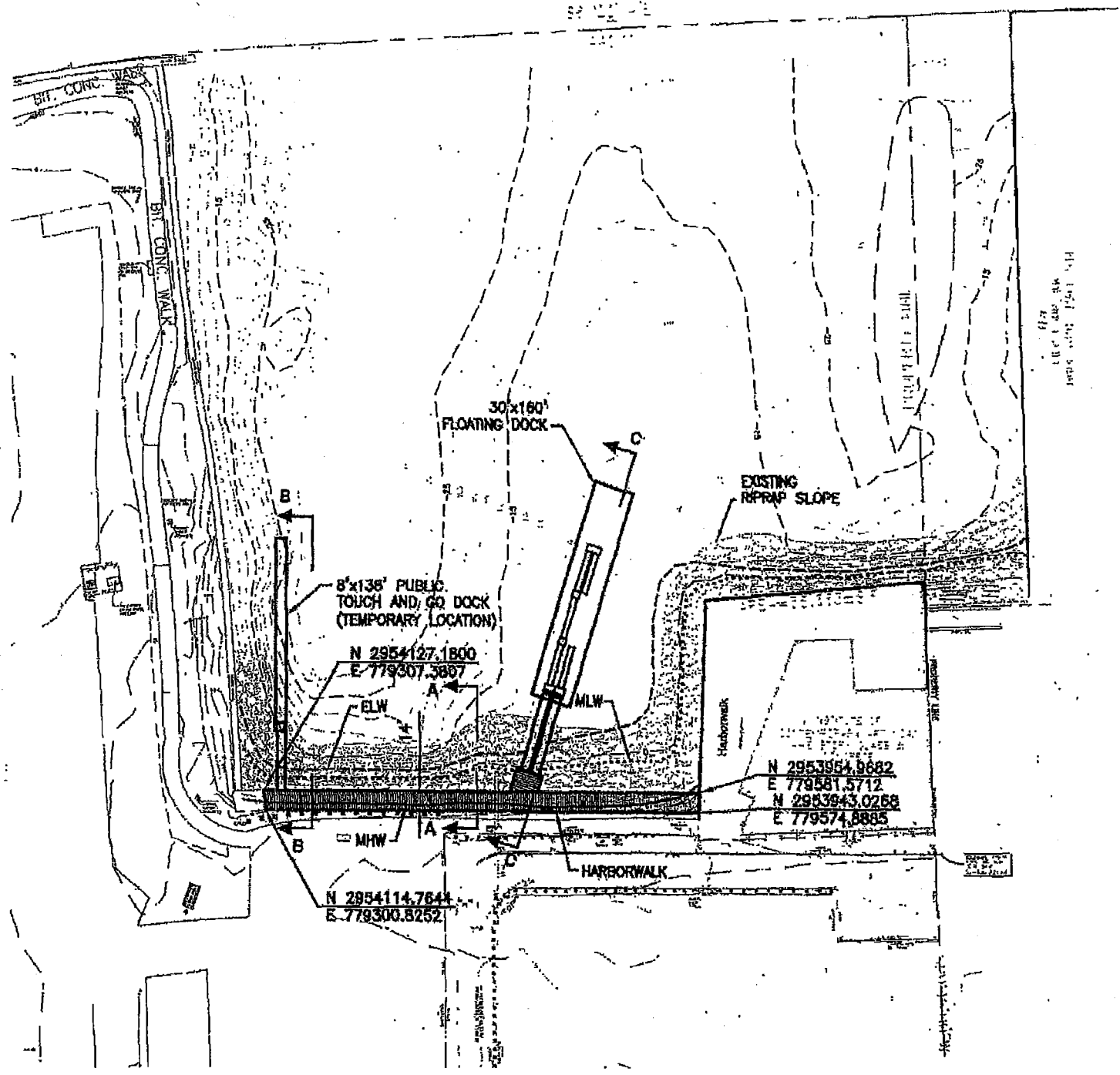
EXISTING SITE PLAN

SCALE: 1"=100'-0"

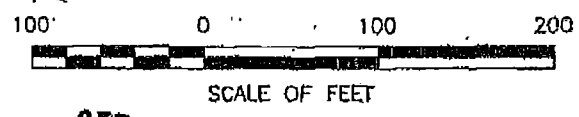


SCALE OF FEET





PROPOSED PLAN - PHASE 1
SCALE: 1"=100'-0"



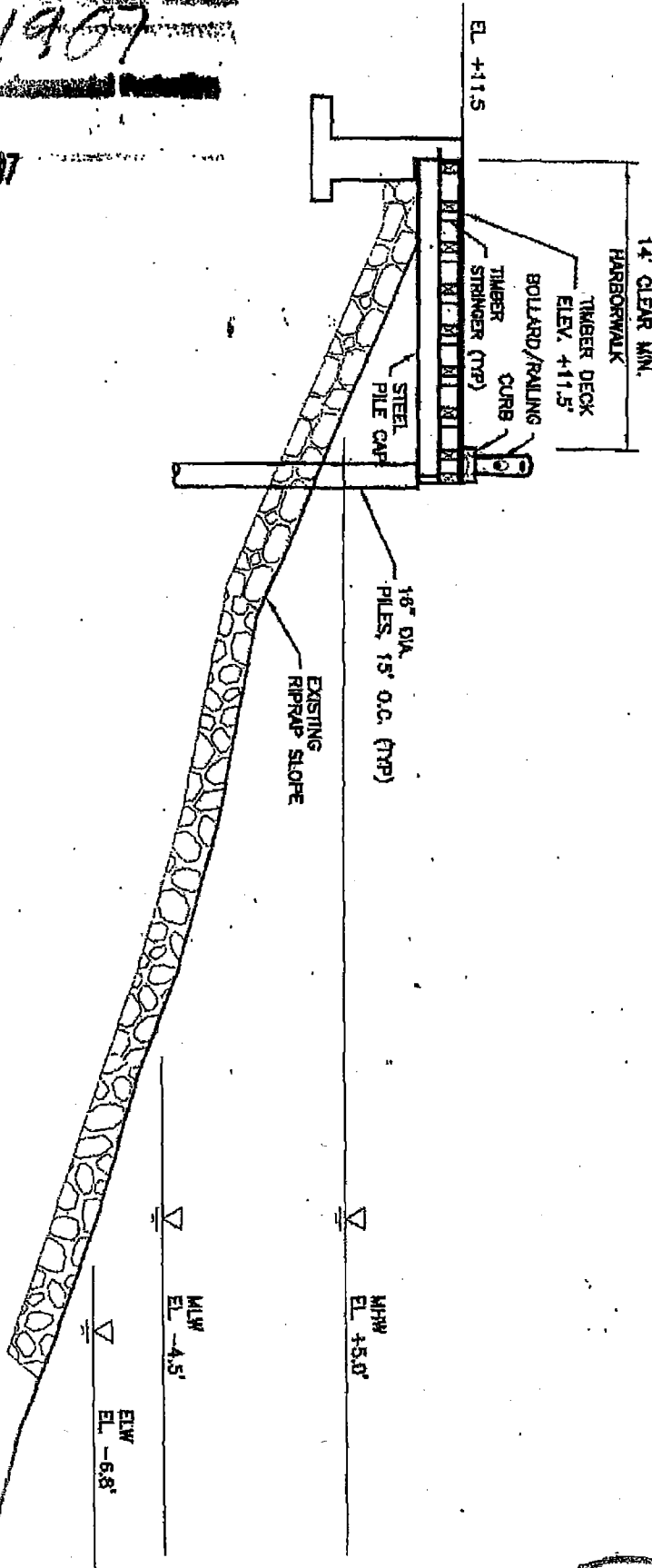
SIGNATURE

DATE

DATUM: NGVD 1929 = 0.0'

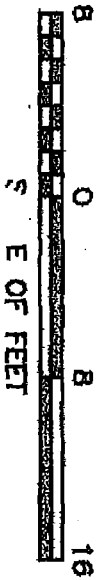
MHW = +5.0'
MLW = -4.5'
ELW = -6.8'

11907
SEP 25 2007



SECTION A-A

SCALE: 1/8"=1'-0"

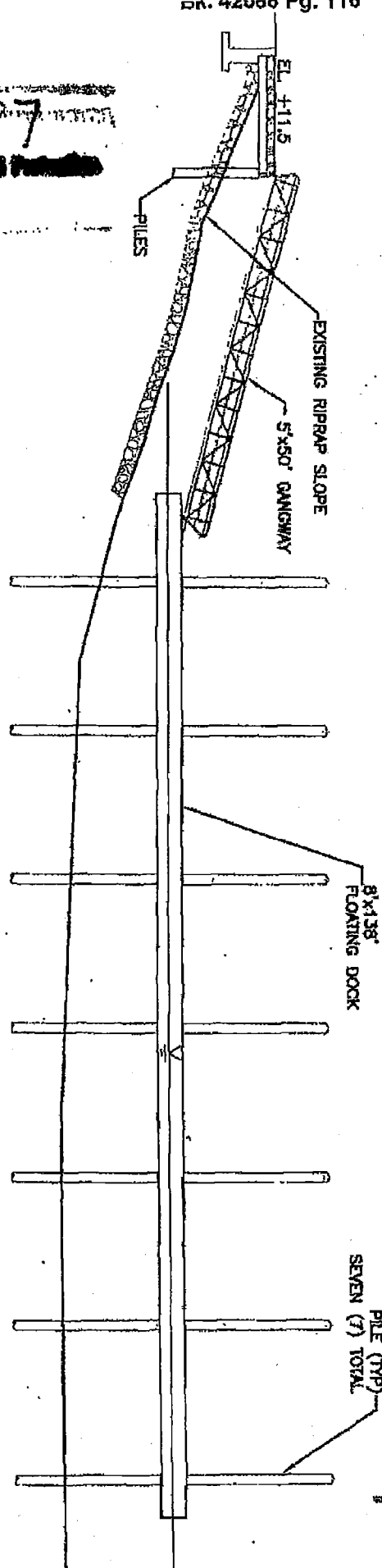


DATUM: NGVD 1929 = 0.0'
 MHW = +5.0'
 MLW = -4.5'
 ELW = -6.8'

DR. 42000 Pg. 110

~~PROJECT NO. 11907~~
~~Revised by Department of Environmental Protection~~

SEP 25 2007



DRP

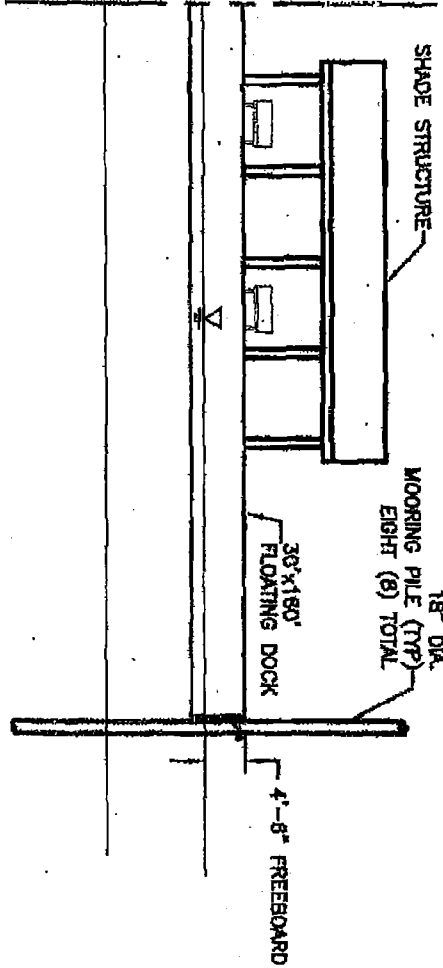
DATUM: NGVD 1929 = 0.0'

MHW = +5.0'
MLW = -4.5'
ELW = -6.8'

11907

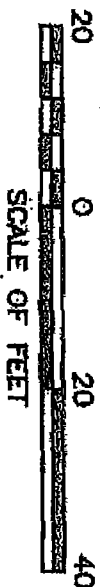
SEP 25 2007

MATCH LINE A

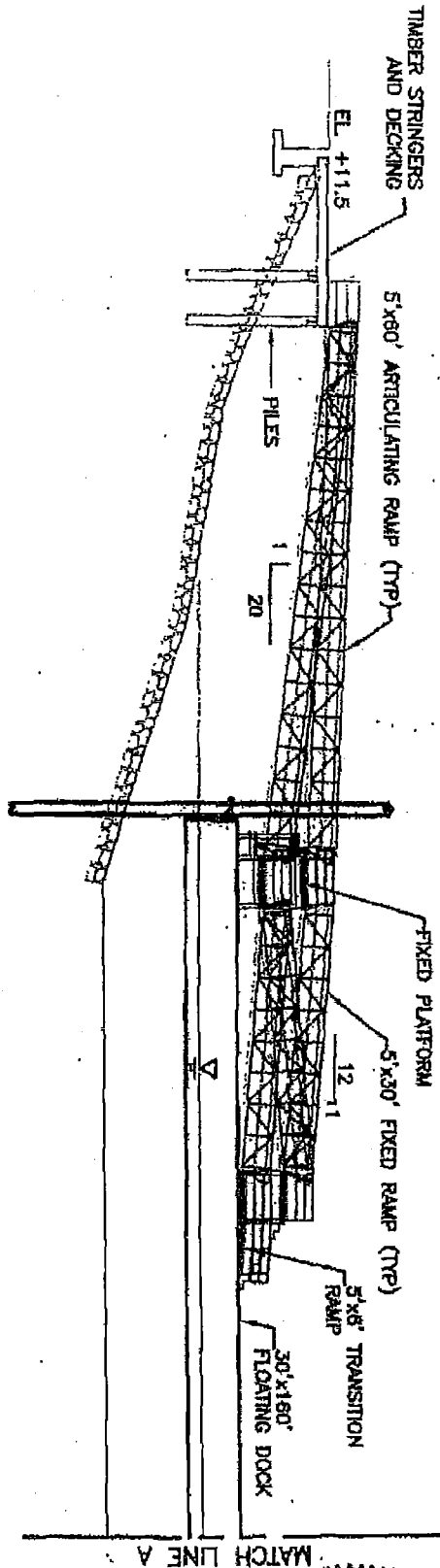


SECTION C-C

SCALE: 1"=20'-0"

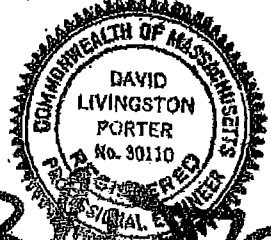


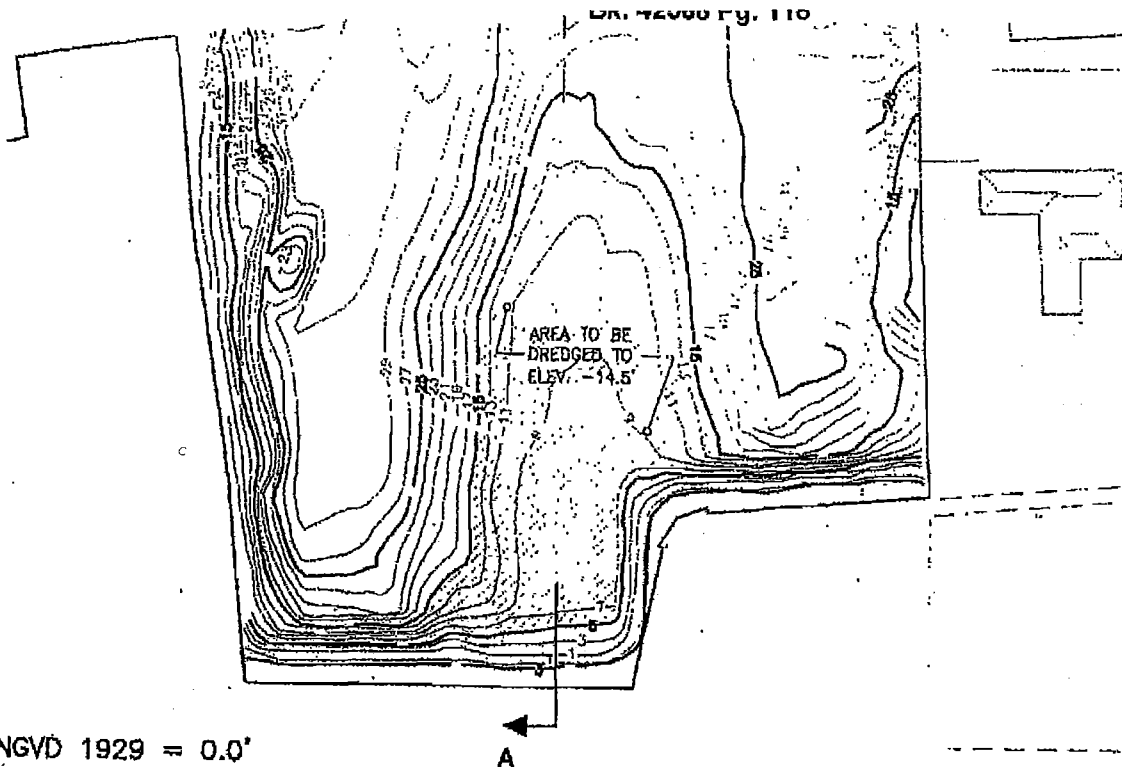
SCALE OF FEET



SECTION C-C

SCALE: 1"=20'-0"



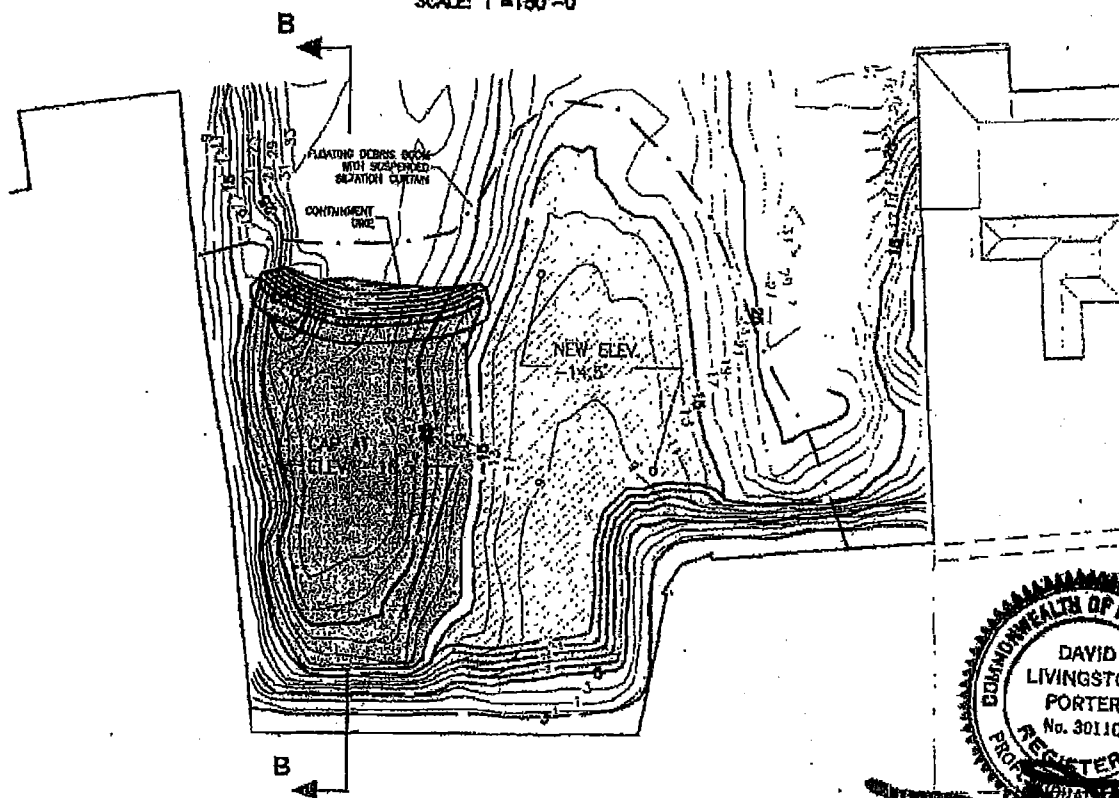


DATUM: NGVD 1929 = 0.0'

MHW = +5.0'
MLW = -4.5'
ELW = -6.8'

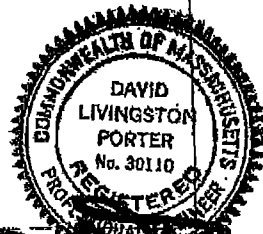
EXISTING PLAN

SCALE: 1"=150'-0"



PROPOSED PLAN

SCALE: 1"=150'-0"



SCALE OF FEET

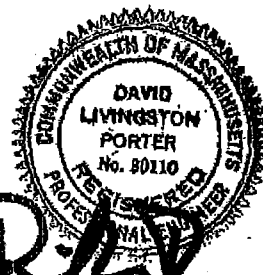
SEP 25 2007 SHEET 16 OF 23

PROJECT NO. 11907
SEP 25 2007

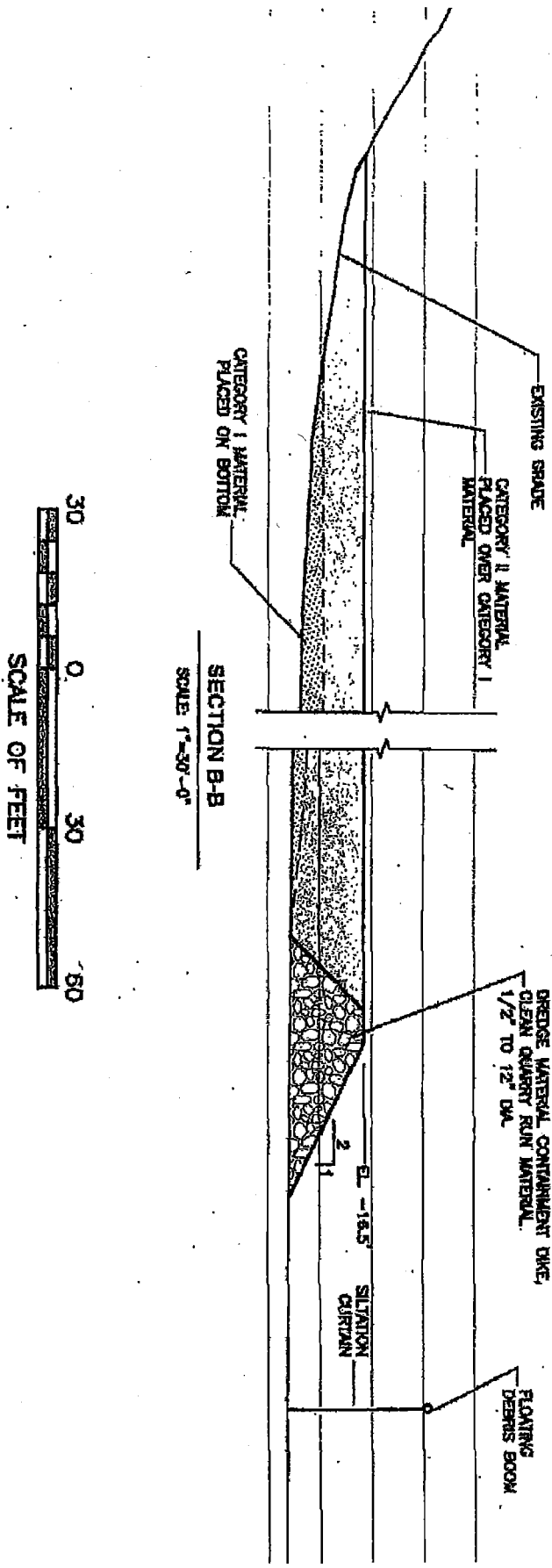
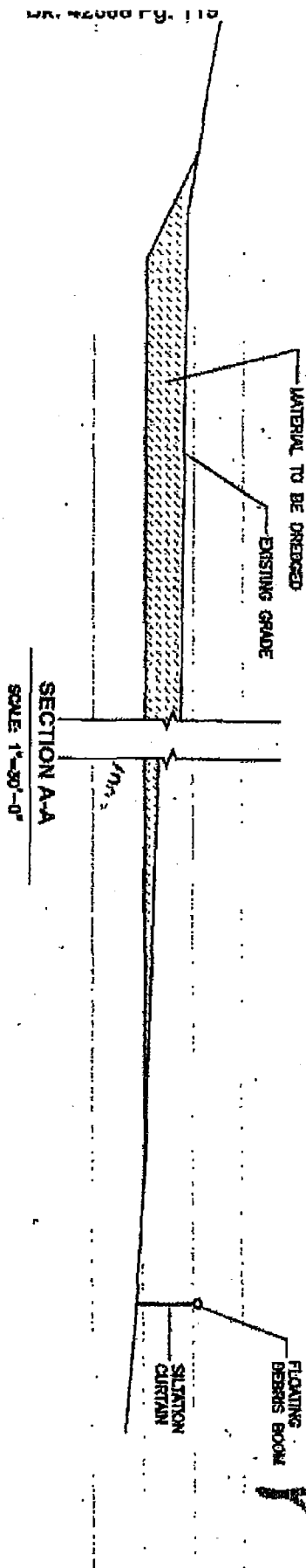
A: NGVD 1929 = 0.0'
 = +5.0'
 = -4.5'
 = -6.8'

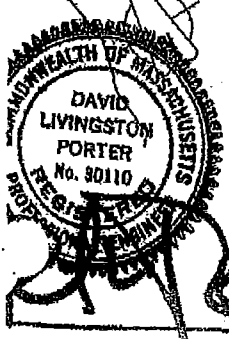
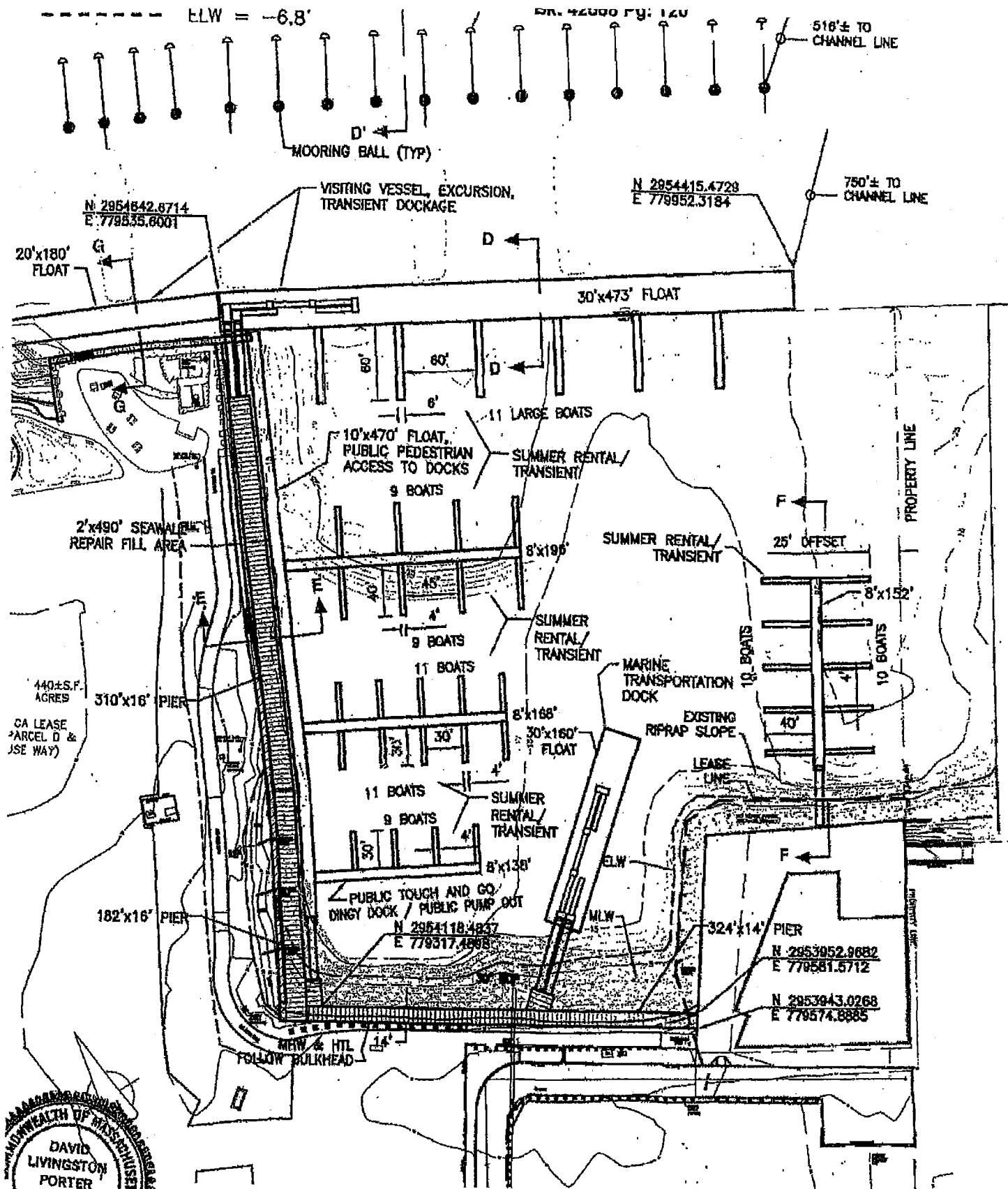
100652438

10611 ON EXISTING

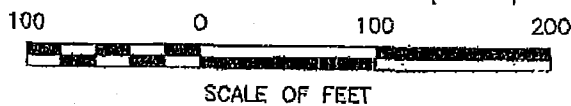


SHEET 17 OF 23





PROPOSED MARINA PLAN - FINAL
 SCALE: 1"=100'-0"

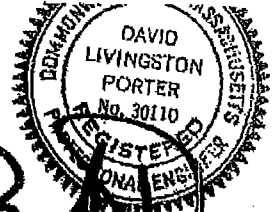


SHEET 18 OF 23

SEP 25 2007 **LICENSE NO. 11907**
 Associated Bay Department of Transportation

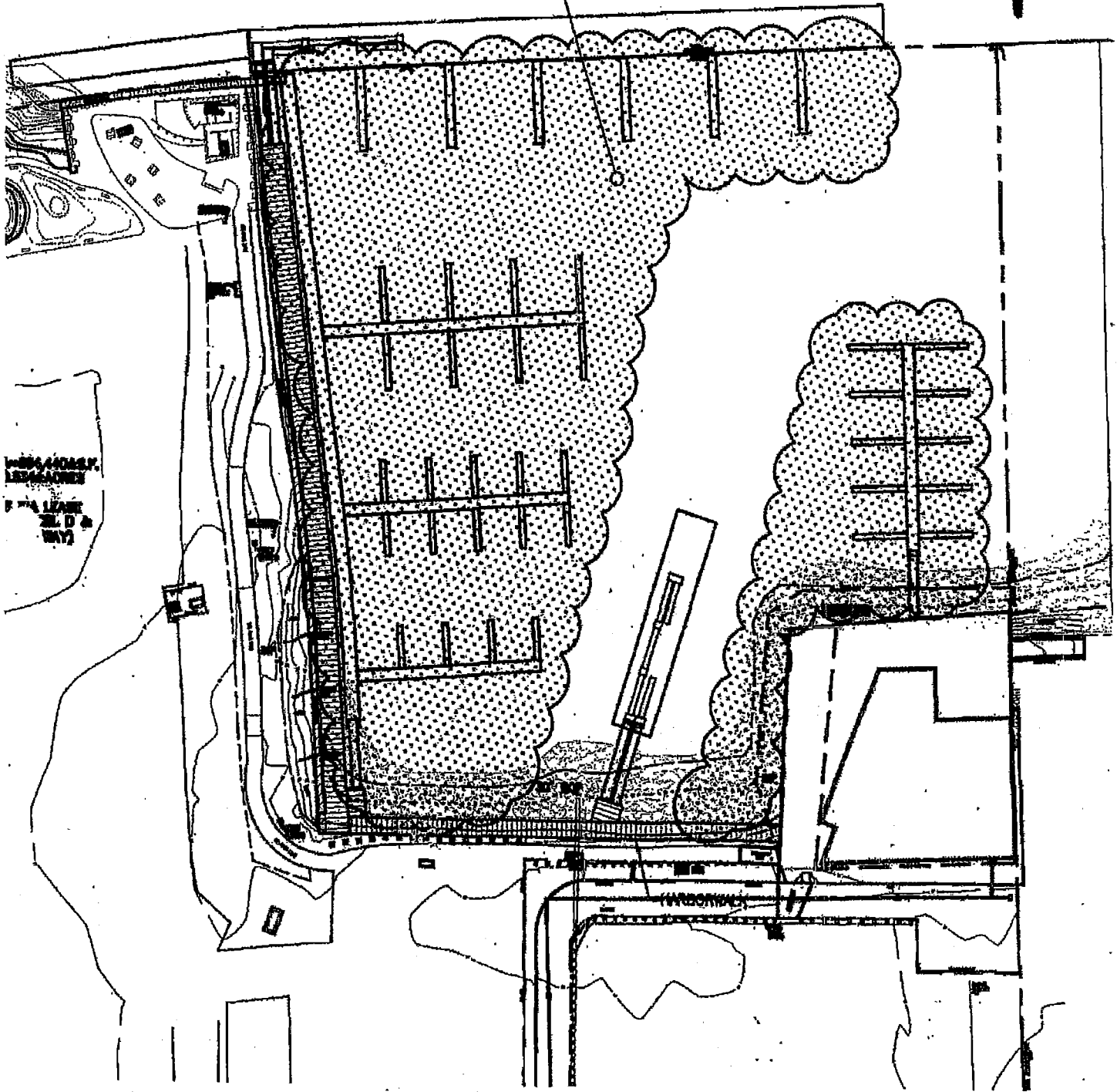
..... T.S.V.
 - - - - - MLW = -4.5'
 - - - - - ELW = -6.8'

PR. 42000 Pg: 121



Handwritten signature/initials over the seal.

MARINA RECONFIGURATION ZONE



MARINA RECONFIGURATION PLAN

SCALE: 1"=100'-0"



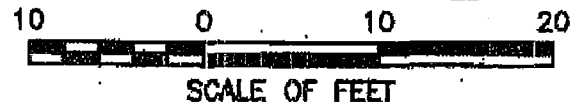
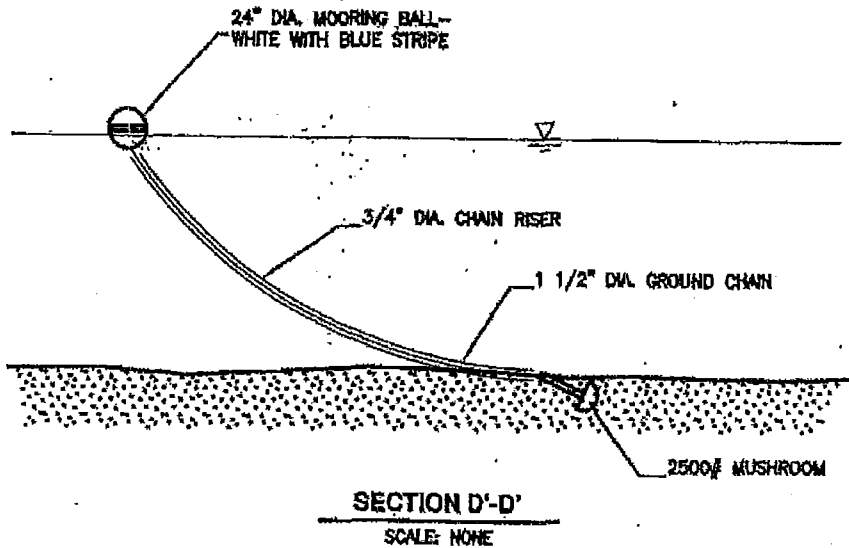
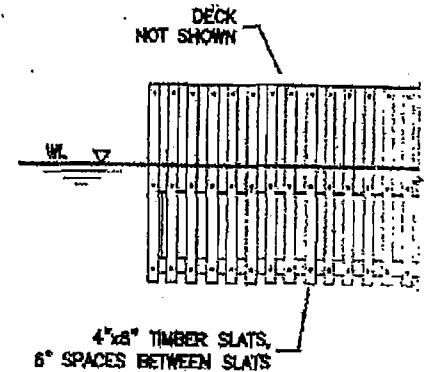
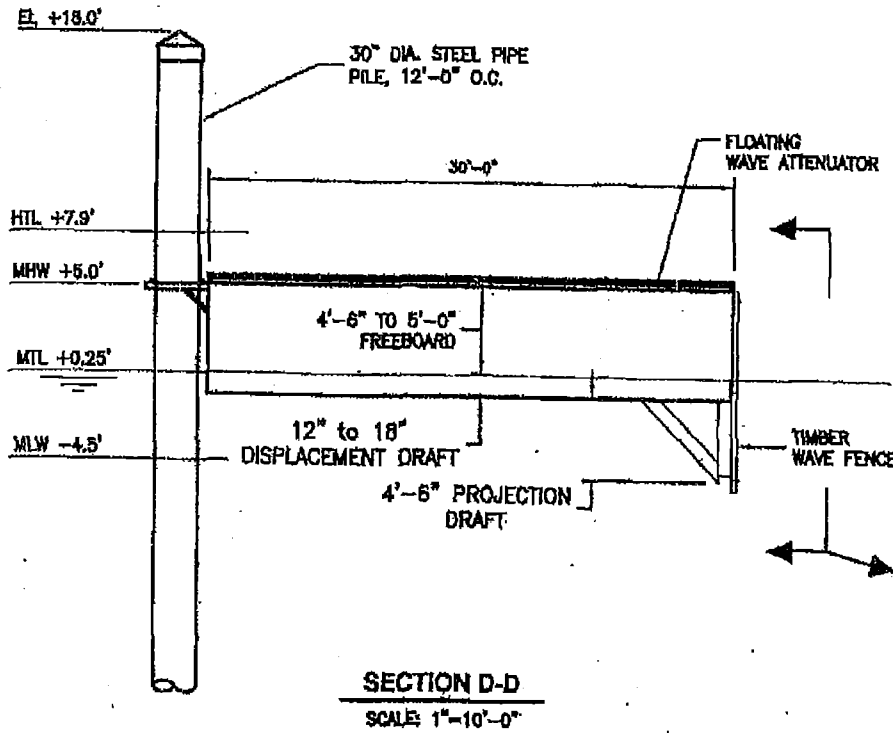
SCALE OF FEET

SEP 25 2007 SHEET 19 OF 23

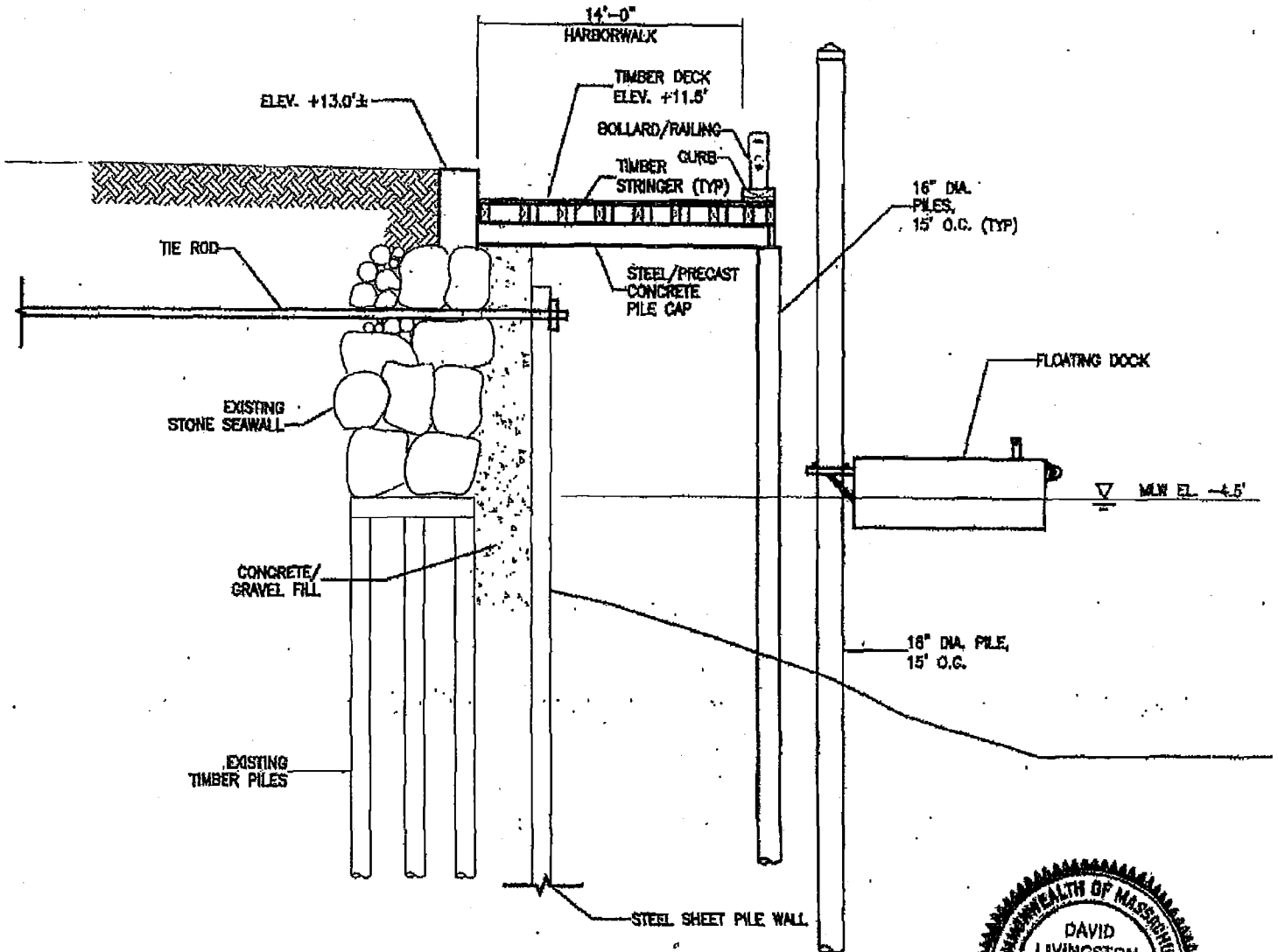
LICENSE NO. 11907

DATUM: NGVD 1929 = 0.0'

MHW = +5.0'
MLW = -4.5'
ELW = -6.8'



LICENSE NO. 11907
Approved by Department of Environment and Natural Resources
SEP 25 2007



SECTION E-E

SCALE: 1/8"=1'-0"



SCALE OF FEET



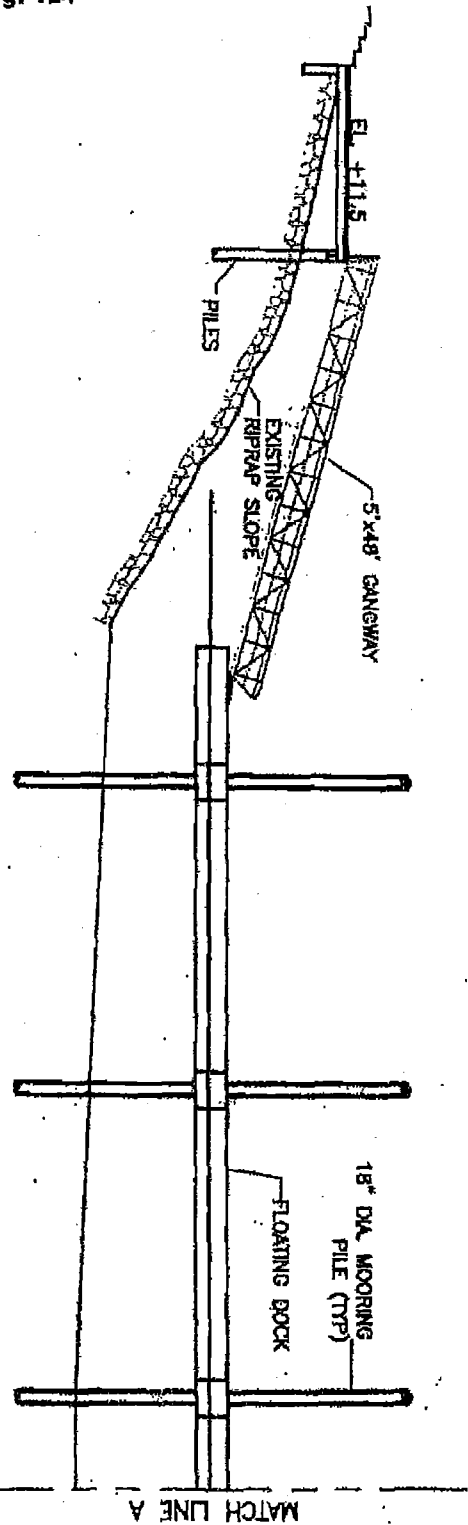
PROJECT NO. 11907

Approved by Department of Environmental Protection

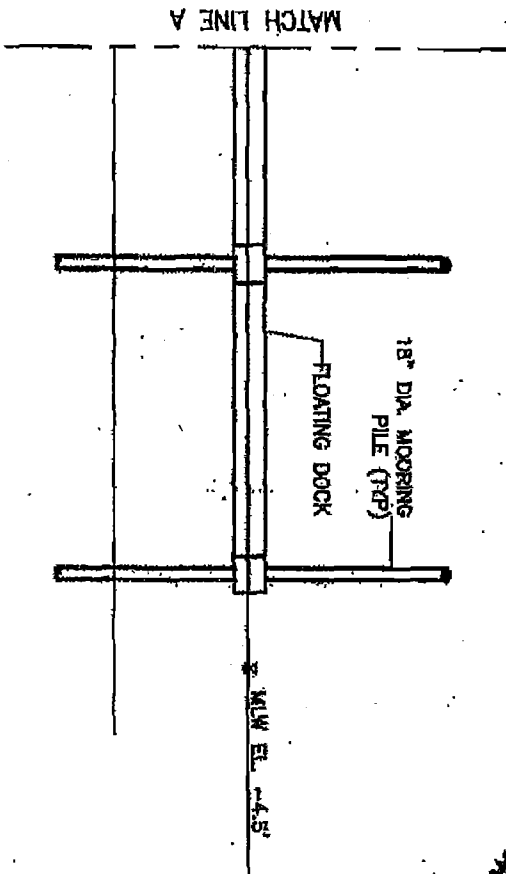
SEP 25 2007

SHEET 21 OF 23

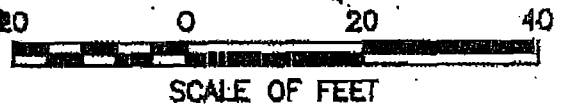
ATUM: NGVD 1929 = 0.0'
HW = +5.0'
LW = -4.5'
LW = -6.8'



SECTION F-F
SCALE: 1"=20'-0"



SECTION F-F
SCALE: 1"=20'-0"

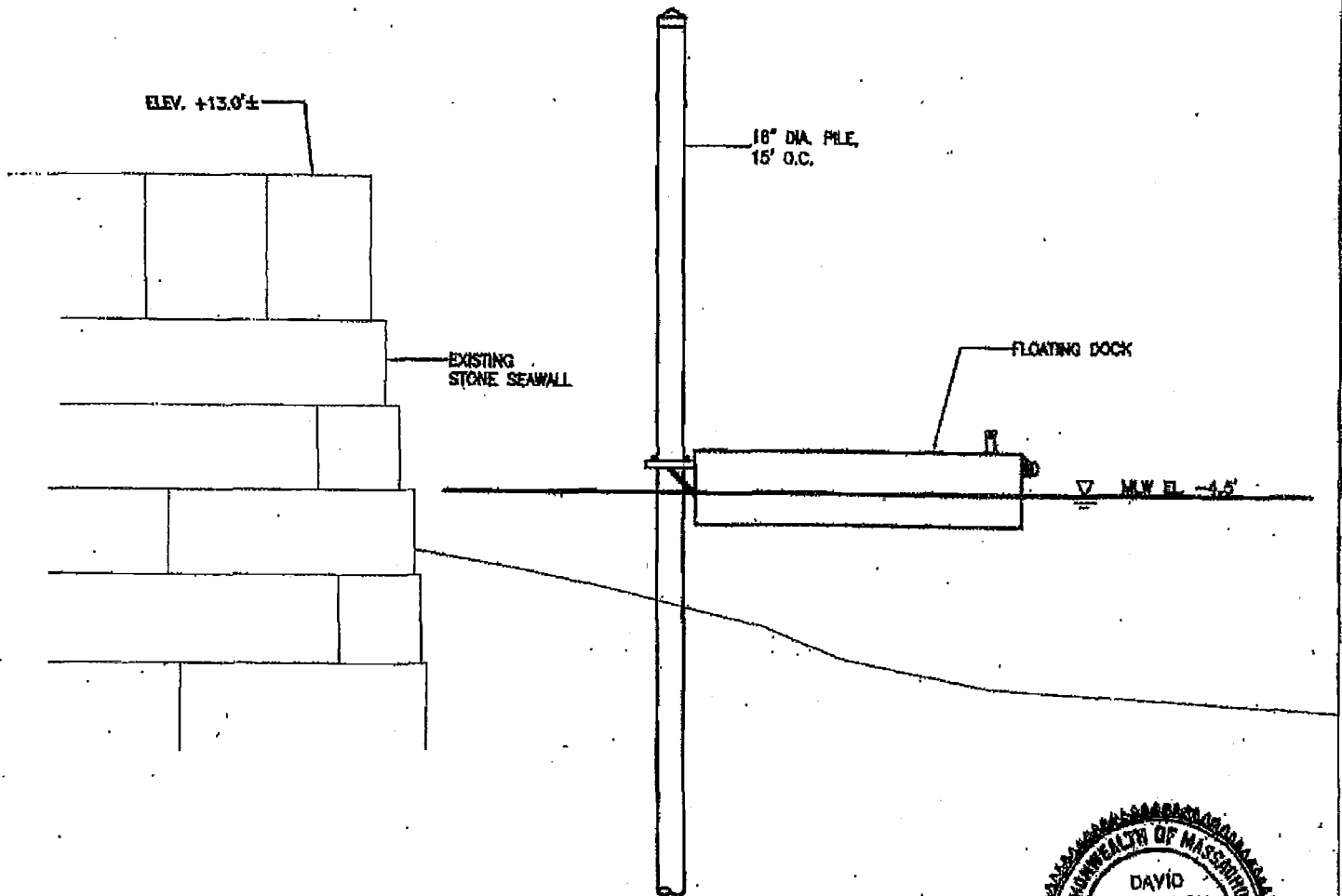


SCALE OF FEET

PROJECT NO. 11901
Approved by Department of Environmental Protection
SEP 25 2007

ELW = -6.8'

DATE: 7/20/07 BY: JAC



SECTION G-G

SCALE 1/8"=1'-0"



8 0 8 16

SCALE OF FEET

PROJECT NO. 11907

Approved by Department of Environmental Protection

Date SEP 25 2007

SHEET 23 OF 23