

**SWNAS Development Plan Application:
*Phase 1A, Third Revision***

Submitted to the South Shore Tri-Town Development Corporation
by LNR South Shore, LLC
August 12, 2010

The layout of buildings and streets indicated in the Development Plan application is a general indication of how the buildings will be arranged on the site. As per SSTTDC regulations, final design of these elements will be included in the Site Plan application submittal, including minor modifications in building and street layout, as appropriate.

The general layout of streets in the Development Plan application conforms to the street types designated in Chapter 3, Section 4 of the SRRNASSW and is consistent with the amended subdivision plans. The general layout of buildings conforms with all applicable provisions of the adopted Zoning By-Laws and the Regulations.

1. Preliminary site construction plans showing the tentative locations of proposed buildings, lot lines, blocks, streets, parking areas and open space, along with zoning district boundaries.

See attached "Proposed Plan" and "Preliminary Site Construction Plan—Zoning" Diagrams.

2. A proposed mix of uses, Building Forms and development program:

The lots will contain buildings used for several purposes. A portion of the development will contain up to 221 residential units of senior housing (i.e. housing for use and residency by persons who have achieved a minimum age requirement for residency of fifty-five years or older) in an independent living residence facility. The independent living residence will look much like any other apartment building, and residents will have their own dwelling units. As the Zoning and Land Use By-Laws state, the facility provides "residential accommodations".

The second use at the premises is a long term care facility, which is very different from the independent living residence facility. While the independent living residence facility provides "residence", the long term care facility provides "care". The individuals at the long term care facility may formerly have been residents of the independent living facility, but they may also come from other towns and communities. While residents at the independent living facility reside there long term, patients in the long term care facility may be located there for relatively short time periods.

In short, the long term care facility is a licensed institution providing nursing care, convalescent or chronic care under medical supervision. Licensing approves a certain number of beds, not residential units.

The long term care facility is classified as "Residential" under the Zoning and Land Use By-Laws. This classification makes sense when using zoning for planning purposes to determine appropriate locations at SouthField and dimensional requirements. However, classifying a long term care facility as "residential" is less appropriate when trying to apply the distinction made in the Reuse Plan and elsewhere between "residential units" and "commercial space."

Equating a large multi-function licensed, institutional long term care facility to a number of "residential units" is difficult at best. The number of beds in such a facility is a function of licensing, and could fluctuate substantially without even the need for building permits, by

increasing or decreasing the number of beds in a room. In addition, if such a facility counted against “residential units” and not “commercial space”, then developers could construct large long term care facilities without any of the space “counting” against the commercial space limits contained in the Reuse Plan and SSTTDC’s other regulations.

Accordingly, applicant suggests that the proposed development be treated as follows:

Independent Living Facility – 221 Residential Units – no building form

Long Term Care Facility – 40,000 sq. ft. of commercial space – no building form

See attached “Proposed Development Program” Diagram.

The land being combined with parcel R3E is zoned MUVD, uses and building forms have not yet been determined.

3. Tables showing total land area and wetlands and compliance with applicable dimensional and parking requirements:

Approximate acreage for the areas indicated on the attached “Proposed Subdivision Plan”

| Parcel | Developable Area (ac) | Wetlands (ac) | Total Area (ac) |
|------------|-----------------------|---------------|-----------------|
| R3E | 6.12 ac | .01 ac | 6.13 ac |
| R5A | 9.36 ac | .03 ac | 9.39 ac |
| R5B | 0 ac | .01 ac | 1.92 ac |
| Streets | | | .58 ac |
| Open Space | 1.78 ac | | |

Each proposed land use will comply with the dimensions and parking requirements set forth in the Zoning and Land Use bylaws for NAS South Weymouth.

4. An analysis of the circulation system and its consistency with any Applicable Street Plan approved by the Corporation pursuant to the Subdivision Regulations.

See attached “Street Type” Diagram.

The main ingress/egress to the site will be provided by an east-west 45’ Narrow Neighborhood Street (“NNS”) located along the frontage of Parcel R5A. The western portion of this roadway was partially constructed with the Phase 1A Definitive Subdivision Plan and served as a 15’ wide, paved access drive to the pump station. This section of road will be improved to meet the required width of the NNS section and the remaining required components (curb, sidewalks, lighting, irrigation, landscaping) will also be installed. This street connects to Parkview Street, a two-lane, 13’ travel lane roadway divided by an 80’ wide green space area. In addition, a north-south Narrow Neighborhood Street is provided along the east side of Parcel R5A. All together, this network provides three access points to the parcel and is consistent with the roadway master plan and previous Development Plan submittals for SouthField.

Traffic Analysis

Parcel build-outs within SouthField require internal, secondary street networks that provide access to the primary streets, such as Memorial Grove Avenue and Parkview Street. The current secondary street layout considers the potential traffic movements of the development and how the total number of vehicle trips from will be distributed across the secondary streets.

Average daily traffic (ADT) volumes, or vehicle trips, for the development area were calculated using *ITE Trip Generation* software which determines traffic volumes based on the type and quantity of development units. These volumes were then distributed across the secondary streets to ensure the proposed street sections provided adequate capacity. Each proposed secondary street section was evaluated using the *Transportation Research Board Highway Capacity Manual* to determine the available capacity of the street section. This capacity was then compared to the anticipated ADT of each street, which verified the street sections were adequate.

The northern section of parcel R3E and parcel R5A generate a total of approximately 1,200 ADT. It is anticipated this volume will be evenly split across the east and west access points to the parcels and the associated Narrow Neighborhood streets. The minimum capacity of a Narrow Neighborhood Street, based on the SRRNASSW, is 700 ADT which is greater than the anticipated 600 ADT distribution. Therefore, the secondary street and primary street network appear to have adequate capacity to serve the development. These numbers are considered a conservative estimate since they do not take into account alternate travel methods such as public transit, bicycling, or walking which will reduce the total VPD.

This is a general review of the secondary street layout, based on the Current Development Plan, and the approximate number of internal vehicle trips within this specific area. This preliminary review is not intended to be a detailed traffic model or report illustrating all possible traffic movements and volumes across the Development or volumes entering and leaving the Base area. Individual developers will be responsible to ensure that the final secondary street layout for their respective parcel provides adequate access and capacity to serve each development unit.

5. An analysis of transportation, utility, drainage, and other required infrastructure systems and their consistency with applicable Infrastructure and Utility Plans approved by the Corporation pursuant to the Subdivision Regulations.

See attached "Site Infrastructure" Diagram.

Infrastructure utilities include transportation facilities, stormwater runoff conveyance and treatment, sanitary sewer conveyance and treatment, potable water service, irrigation, and various franchise utilities such as gas, power, and cable. All master utilities, whether private or public, have been designed according to the specifications and guidelines contained within SRRNASSW and the regulations of the applicable governing authorities of the Commonwealth of Massachusetts.

Stormwater Infrastructure

The SRRNASSW requires controlled conveyance and treatment of stormwater runoff from the proposed parcels. The stormwater conveyance system proposed to capture and distribute runoff from portions of certain parcels to the designated stormwater treatment facilities will mainly utilize underground pipe networks. The previously constructed Phase 1A public improvements included underground reinforced concrete pipe stubs at the north, east, and west sides of the current terminus of Parkview Street. These pipe stubs were part of the original, approved Phase 1A infrastructure plans and were adequately sized to collect stormwater runoff from the R3E and R5A parcels. All stormwater infrastructure complies with Chapter 3, Section 1 of the SRRNASSW and is consistent with the approved Phase 1A definitive subdivision plans dated April 9, 2007.

The parcel developer will be required to provide documentation and calculations that demonstrate that either the flow entering the system, through the pipe stubs, is less than the amount master planned for the particular parcel in question or that the flow entering the Parkview drainage system does not cause negative impacts to the downstream storm system. If additional flows are to enter the system, it must be shown that the receiving retention pond is properly sized to both adequately contain and treat the new flow amount.

The pipe stubs serving Parcel R5A and R3E outfall to the previously constructed Phase 1A "West Retention Basin", which serves as the primary water quality detention facility for the Parkview Street right-of-way and a majority of development in this area. The developer of each individual parcel of the SouthField North Village will be responsible to ensure that all runoff entering fringe wetlands, receiving channels, or otherwise exiting the parcel has been properly conveyed and treated before leaving the overall SouthField development.

Water Service Infrastructure

Water service for parcel R5A and R3E is provided by an underground water main along Memorial Grove Avenue and Parkview Street. The main begins as a 16" PVC conduit where it connects via a combination meter to the existing Town of Weymouth 12" water main along Shea Drive. Before the intersection of Parkview Street and Memorial Grove Avenue, the water main reduces to a 12" PVC underground pipe and continues until the pipe is looped and stubbed at the north end of Parkview Street. Water pipe stubs are currently in place at the north, east, and west sides of the current terminus of Parkview Street. These pipe stubs were part of the original, approved Phase 1A infrastructure plans and were installed to serve R5A, R3E, and surrounding development. Although it is anticipated that these supply stubs should provide sufficient service to the parcels for peak fire and domestic demands, the individual developer will be responsible to provide documentation demonstrating the adequacy of their onsite water system. Water service infrastructure complies with Chapter 3 Section 1 of the SRRNASSW and is consistent with the approved Phase 1A definitive subdivision plans dated April 9, 2007.

Sanitary Sewer Infrastructure

Sanitary sewer service to Parcel R5A and R3E is provided by existing 8" PVC gravity sewer stubs located at the north and east end of Parkview Street immediately in front of Parcel R5A. These gravity stubs connect to the gravity sewer main in Parkview Street and flow to the existing pump station constructed with the Phase 1A improvements. The existing pump station and sewer stub were designed to accommodate flows from Parcel R5A and R3E which is located within the overall service area of the pump station.

All sanitary sewer infrastructure complies with Chapter 3 Section 2 of the SRRNASSW and is consistent with the approved Phase 1A definitive subdivision plans dated April 9, 2007.

6. Evidence of compliance with the applicable provisions of the Regulations, including, without limitation, the Architectural and Urban Design Standards and Sustainable Design Standards and, for any Development Plan involving a residential uses, the Affordable and Workforce Housing Requirements.

Architectural and Urban Design Standards

The proposed Building Forms and layout conform to the following mandatory requirements in the Architectural and Urban Design Standards:

ARTICLE II – GENERAL PROVISIONS APPLICABLE TO ALL BUILDINGS

2.2.1 Principal Façade

All buildings shall have a principal façade and entry (with operable doors) facing a street or open space. Buildings may have more than one principal façade and/or entry.

All buildings will have a principal façade and entry (with operable doors) facing a street or open space.

2.2.3 Orientation of Buildings

Loading docks, service areas and trash disposal facilities shall not face open space or a street.

Loading docks, service areas, and trash disposal facilities will not face open space or a street.

2.3.2 Building Walls

1. Blank walls adjacent to streets or open spaces shall not be permitted; provided however that Large Footprint Buildings for Indoor Commercial Recreation, General or Indoor Commercial Recreation, Concentrated uses and buildings in the Shea Village Commercial District may have a blank wall adjacent to a street or open space.

There will be no blank walls facing streets or open spaces outside of the Shea Village Commercial District.

2. Where more than one material is used, traditionally heavier materials (stone, brick, concrete with stucco, etc.) shall be located below lighter materials (wood, fiber cement board, siding, etc). The change in material shall occur along a horizontal line, preferably at the floor level.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

3. Where side façades are built of a different material than the front façade, the front façade material shall extend around the corner and along the side façade for a minimum of 18 inches.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

2.3.6 Minimum Brick and Stone Detailing (except in the Shea Village Commercial District)

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

2.4.1 Colonnades/Arcades

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

ARTICLE III – SPECIFIC PROVISIONS APPLICABLE TO RESIDENTIAL BUILDINGS

3.2.1 Residential Variety along a Street

Adjacent buildings shall be visually distinct from each other.

Buildings will be varied along streets.

3.2.2 Common Open Space

1. Rear yards facing common open space shall not be permitted.

Rear yards do not face common open space.

2. Common open spaces shall be a minimum of 20 feet wide.

Common open spaces shall be a minimum of 20 feet wide.

The following mandatory regulations are not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted:

- 3.2.3 Garden Walls, Fences and Hedges
- 3.3.2 Entries
- 3.3.4 Stoops
- 3.3.5 Windows, Skylights, and Doors
- 3.3.6 Roof Forms

ARTICLE IV – SPECIFIC PROVISIONS APPLICABLE TO RETAIL BUILDINGS

There are no Retail Buildings included in this Development Plan Application.

ARTICLE V – SPECIFIC PROVISIONS APPLICABLE TO OFFICE AND COMMERCIAL BUILDINGS

5.2.2 Create variety along the street.

1. Continuous length of flat walls shall not be permitted.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

3. Stepbacks, setbacks, and height changes shall be a minimum of 2 feet in depth.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

5.3.2 Windows

1. Except in the Shea Village Commercial District, clear, un-tinted and non-reflective glass shall be used at street level to allow maximum visual interaction between pedestrians and the interior of the building.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

2. Each floor of any building façade facing a street shall contain transparent windows encompassing a minimum of 15% of the wall area.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

3. Reflective glass shall not be permitted.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

ARTICLE VI – SPECIFIC PROVISIONS APPLICABLE TO BIOPHARMACEUTICAL MANUFACTURING AND LIGHT INDUSTRIAL BUILDINGS

There are no Biopharmaceutical Manufacturing/Light Industrial Buildings included in this Development Plan Application.

ARTICLE VII - PARKING

7.3 Dimensions

1. The following parking space dimensions and provisions shall apply:
 - a. Head-in or diagonal parking spaces: 9 feet by 18 feet.
 - b. Parallel parking spaces: 7 feet by 20 feet minimum.
 - c. Drive aisles in parking lots: 24 feet wide for two-way circulation and to provide adequate backup space for 90 degree head-in parking.

All surface parking lots comply with the parking space dimension requirements.

2. Landscaping shall be provided in accordance with the provisions of the Subdivision Rules and Regulations for NAS South Weymouth pertaining to landscaping in parking areas.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

7.4 Parking

1. If no alley exists, then residential garage doors shall be positioned no closer to streets or open space than 20 feet behind the principal plane of the building frontage.
2. Two-car garages with one single door shall not be used, except on alleys.
3. Garage doors shall not exceed 10 feet in width and the driveway shall be a maximum of 10 feet wide in front of the principal plane of the building.
4. Garages facing open space or a street are limited to one car width.
5. Where space permits, garage doors shall face the side or the rear, not the front of a building.
6. Circular driveways are prohibited, except they may be used for civic buildings.

All garages and driveways in this proposed development plan will comply with the above requirements.

7.5 Off-Street surface parking lots

1. On Main Street in the Village Center District, parking lots shall be located behind buildings, such that buildings separate parking areas from Main Street. Outside of the Village Center District, parking lots shall be located behind or to the side of buildings, such that buildings or landscaping separate parking areas from the street. Off-street parking areas shall be set back a minimum of 10 feet from property lines along rights-of-way, excluding alleys. Out buildings serving as garages facing alleys shall be permitted within this setback.
2. Ground level parking facing streets or open spaces shall be screened from the sidewalk and the open space. Screening may include buildings and/or landscaping.
3. The minimum width for a landscaping area to screen parking shall be 5 feet

Surface parking is located behind and to the side of buildings, separated from the street by a minimum of 10 feet and will be screened from the sidewalk. Visitor parking faces the street and will be screened by landscaping as per the requirements.

7.6 Structured parking

1. Parking structures shall conceal views of parked autos from streets and open spaces.
2. Ground level parking facing streets or open spaces shall be screened from the sidewalk and open spaces. Screening may include buildings and/or landscaping.
3. The minimum width for a landscaping area to screen parking shall be 5 feet.
4. The minimum depth for buildings used to screen parking shall be 20 feet.

There are no proposed parking structures in this Development Plan Application.

ARTICLE IX – SIGNAGE

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

Sustainable Design Standards

The proposed Building Uses and layout conform to the following mandatory requirements in the Sustainability Standards and Guidelines:

ARTICLE 2 – SUSTAINABLE SITE PLANNING

2.2 Multi-modal Transportation Opportunities

Applicants shall commit to participating in any existing or planned transportation management association and providing support for transit and shared vehicle use.

Applicant commits to participating in the planned transportation management association and providing support for transit and shared vehicle use.

2.3 Parking Demand Management

For parking lots associated with non-residential development (office, light industrial or biopharmaceutical manufacturing), applicants shall designate at least five percent (5%) of all parking spaces as Preferred Parking that are reserved for carpools or car sharing service.

Applicant will designate at least 5% of all parking lots associated with non-residential development as Preferred Parking reserved for carpools or car sharing services.

2.4 Pedestrian and Bicycling Facilities

1. Pedestrian facilities (sidewalks and trails) and bicycle facilities (including bicycle lanes) shall be provided as required by Article III of the Subdivision Regulations.

Pedestrian facilities (sidewalks and trails) and bicycle facilities (including bicycle lanes) are provided as required by Article III of the SRRNASSW.

2. Buildings with office uses shall provide bicycle racks for five percent (5%) of all "Full-Time Equivalent" building occupants; multi-family residential buildings shall provide covered bicycle storage facilities such that fifteen percent (15%) of all bedrooms can store one (1) bicycle.

Not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted.

2.5 Green Streets

1. Potable Water use for irrigation of street trees and planting strips shall be reduced by fifty percent (50%) of calculated Baseline Water Use through use of rainwater, Graywater, Reclaimed Water, non-potable groundwater, non-potable surface water, plant selection and irrigation efficiency. Interim or temporary use of Potable Water for irrigation should be reduced to the extent practicable.

Potable water use for irrigation of street trees and planting strips is reduced by 50% of calculated Baseline Water Use.

2. Bioswales and planting buffers shall be used along streets as required by Article III of the Subdivision Regulations in order to mitigate stormwater runoff and promote natural irrigation.

Bioswales and planting buffers are included along streets as required by Article III of the Subdivision Regulations.

2.6 Pedestrian Access to Open Space

All buildings will be located within one-half (1/2) mile of a Public Open Space or Common Open Space.

All buildings are located within 1/2 mile of a Public Open Space or Common Open Space.

ARTICLE 3—NATURAL RESOURCE CONSERVATION AND ENVIRONMENTAL PROTECTION

The following mandatory regulations are not applicable for Development Plan application—compliance will be demonstrated when Site Plan review applications are submitted:

- 3.2 Construction Waste Management
- 3.3 Materials Reuse and Recycled Materials
- 3.4 Water Use Reduction
- 3.5 Air Quality Protection
- 3.6 Heat Island Reduction
- 3.7 Impervious Surfaces and Stormwater Runoff

When surface parking is permitted, there shall be no more than one row of parking between the principal façade of the building and the street.

There is no more than one row of parking between the principal façade of any building and a street.

Affordable and Workforce Housing Requirements

Pursuant to the approved Development Plan for Phase 1A dated August 23, 2007, as amended on August 26, 2008 and August 9, 2010, a Memorandum of Understanding dated November 13, 2007 between LNR South Shore LLC and South Shore Tri-Town Development Corporation was recorded with the Norfolk County Registry of Deeds. The Memorandum of Understanding provides in part that the Phase 1B Land shall contain “(a) Affordable Housing Units (as defined in the Housing Regulations) such that the total number of Affordable Housing Units (as defined in the Housing Regulation) in Phase 1 shall be at least 10% of the aggregate number of housing units produced in Phase 1; and (b) Work Force Housing Units (as defined in the Housing Regulations) such that the total number of Work Force Housing Units (as defined in the Housing Regulations) in Phase 1 shall be at least 10% of the aggregate number of housing units produced in Phase 1”.

In connection with this application, a portion of the Phase 1B Land will become part of Phase 1A Land. Accordingly, in connection with the approval of this revision to the proposed Development Plan, applicant proposes that the Memorandum of Understanding be amended and restated in the form attached hereto.

7. Evidence of compliance with the applicable Street, Infrastructure and Utility, Landscape and Lighting Plans approved by the Corporation pursuant to the Subdivision Regulations.

See Sections 4 and 5 above. Additionally, the Development Plan will comply with the definitive subdivision plans.

8. To the extent known, a timetable for the construction of each development component.

See attached “Development Timetable” Diagram

9. An analysis showing the relationship of the proposed use(s), Building Forms and development program with adjacent development within NAS South Weymouth for which Development Plans, Special Permits or site plans have previously been approved or issued.

There is one approved Development Plan for Phase 1A that has been revised twice by action of the SSTTDC Board. These Development Plans as approved are reflected in the "Approved Development Plans" diagram. This proposed development plan revision is consistent with the range of residential development approved on adjacent parcels.

10. Summary of amenities as set forth in the Reuse Plan. Surveyed maps of all proposed public parks shall be provided.

The Phase 1A Development includes the following amenities which are not located on the subdivision lots that are being developed for residential or commercial use and which will be the responsibility of the Master Developer, LNR South Shore LLC, as outlined in the Reuse Plan:

1. Shea Memorial Grove—approximately 1.47 acres.
2. Village Parks—approximately 1.67 acres.
3. Public Parks—approximately 5.1 acres, inclusive of stormwater detention pond. Approximately 1.44 acres exclusive of stormwater detention pond.

This Phase 1A Development Plan, Third Revision includes the following additional amenities which are not located on the subdivision lots that are being developed for residential or commercial use and which will be the responsibility of the Master Developer, LNR South Shore LLC, as outlined in the Reuse Plan:

4. Public Parks—approximately 1.78 acres (see attached metes and bounds map).

Phase 1A Development Plan, Third Revision—August 12, 2010
Dimensional Standards Table
Page 1 of 1

| Proposed Use | Lot Area Minimum | | Lot Occupation | | Building Setbacks Required | | | Building Setbacks | | | Frontage Required | Frontage | Building Height Required | | Building Height | |
|------------------------------|------------------|----------|----------------|----------|----------------------------|-----------|-----------|-------------------|----------|----------|-------------------|----------|--------------------------|--------------|--------------------|--------------|
| | Area | Coverage | Area | Coverage | Front | Side | Rear | Front | Side | Rear | | | Principal Building | Out Building | Principal Building | Out Building |
| | | | | | | | | | | | | | | | | |
| Independent Living Residence | 800 | 90% | Complies | Complies | 5 ft | None req. | None req. | Complies | Complies | Complies | 20 ft min | Complies | 65 ft max | 35 ft max | Complies | Complies |
| Long-Term Care Facility | 800 | 90% | Complies | Complies | 5 ft | None req. | None req. | Complies | Complies | Complies | 20 ft min | Complies | 65 ft max | 35 ft max | Complies | Complies |



Development
Plan Area

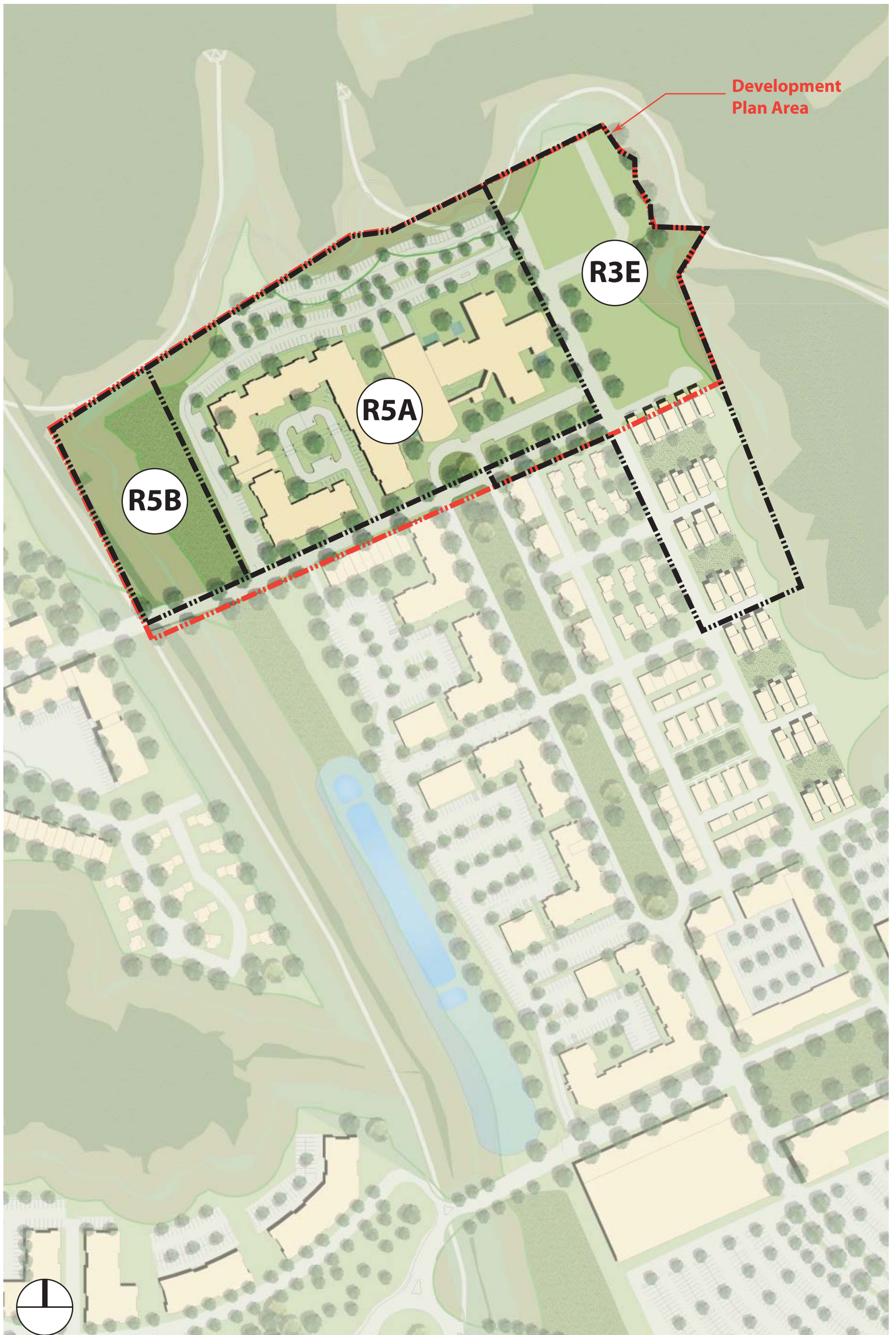


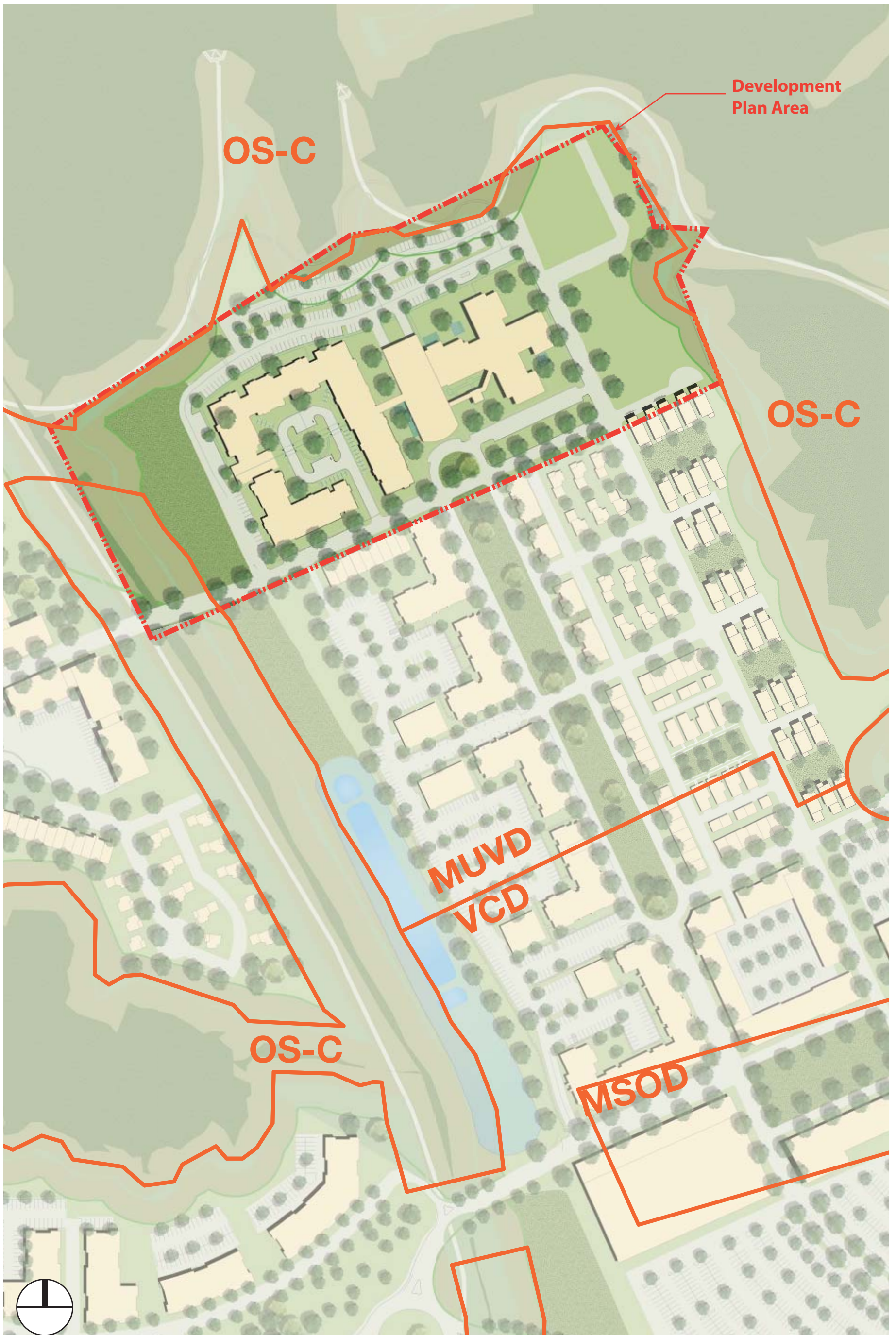


Development
Plan Area

- Independent Living Residence-221 Units
- Long-Term Care Facility--40,000 sf







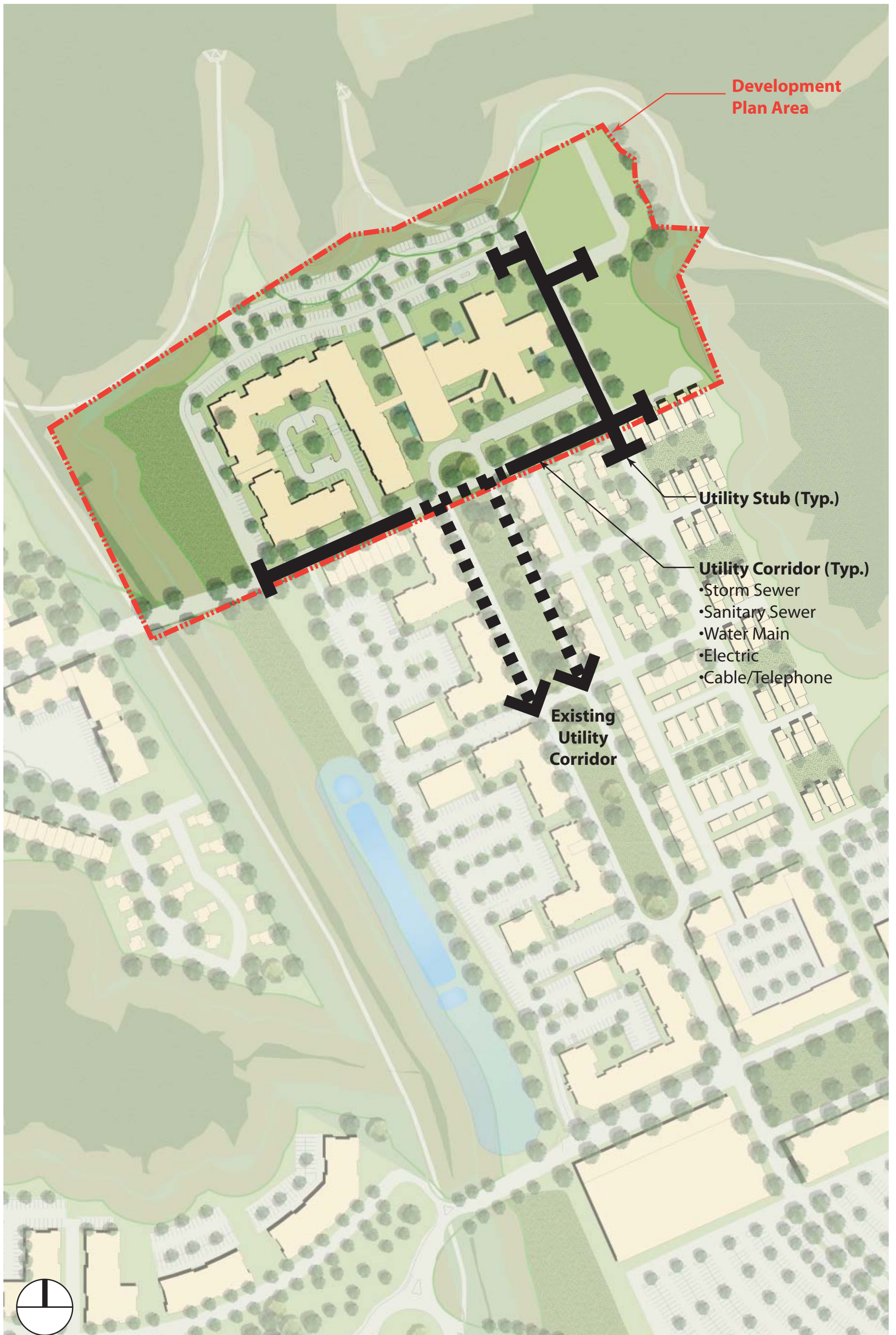


Development
Plan Area

45' Narrow Neighborhood Street

45' Narrow Neighborhood Street









AMENDED AND RESTATED MEMORANDUM OF UNDERSTANDING

This Amended and Restated Memorandum of Understanding (“Amended MOU”) is entered into as of the ____ day of September, 2010 by and between South Shore Tri-Town Development Corporation, a body politic and corporate established by and pursuant to Chapter 301 of the 1998 Massachusetts Acts and Resolves,, as amended by Chapter 303 of the 2008 Massachusetts Acts and Resolves (“Corporation”) and LNR South Shore, LLC, a Delaware limited liability company, having a principal place of business and mailing at 1900 Crown Colony Drive, Quincy, Massachusetts 02169 (“LNR”).

RECITALS:

1. The Corporation issued a certain Decision on Application for Development Plan Approval with respect to “Phase 1A, Southfield” dated August 23, 2007, recorded with the Norfolk County Registry of Deeds (the “Registry”) in Book 25184, Page 27 (the “Original Decision”).

2. Condition A of the Original Decision required that LNR record a Memorandum of Understanding (“Initial MOU”) in the Registry, as required by Section 6.1(C)(b)(3) of the Affordable and Work Force Housing Regulations for NAS South Weymouth (the “Housing Regulations”).

3. The Initial MOU was recorded with the Registry in Book 25327, Page 22.

4. An Affidavit and Certificate under Massachusetts General Laws, Chapter 183, Section 53 with respect to the Initial MOU was recorded with the Registry in Book 25380, Page 500 (“Affidavit”). (The Initial MOU, as affected by the Affidavit, is referred to herein as the “Original MOU”).

5. The Corporation issued a Decision on Revisions to Application for Development Plan Approval dated August 26, 2008 and recorded with the Registry in Book 26182, Page 315, which amended the Original Decision (the “First Amendment”) and issued a Decision on Addition Revisions to Application for Development Plan Approval dated <> and recorded with the Registry in Book ____, Page ____, which further amended the Original Decision and the First Amendment (the “Second Amendment”).

6. Condition ____ of the Second Amendment requires that LNR record this Amended MOU in the Registry, as required by Section 6.1(C)(b)(3) of the Housing Regulations.

7. LNR is the current owner of those certain parcels of land shown as Lots R1, R2B, R2C, R2D, R3B, R3C, R3D, R4, R5, R6, R7, R8, R9, R10, R11, R12, C1 and C2 on a Definitive Subdivision Plan entitled “Southfield—Phase 1A” dated April 6, 2007, recorded with the Registry in Plan Book 569, Page 1, as affected by Definitive Subdivision Plan entitled “Southfield—Phase 1A” dated June 27, 2008, recorded with the Registry in Plan Book 589, Page 1, as affected by a plan entitled “Approval-Not-

Required Plan of Land, Southfield Phase 1A, Naval Air Station, South Weymouth, MA,” dated June 28, 2010 and recorded with the Registry in Plan Book ____, Page ____, as affected by a plan entitled “Approval-Not-Required Plan <>,” dated August <>, 2010 and recorded with the Registry herewith (the “Phase 1A Land”).

8. LNR is the current owner of that certain property shown as “Phase 1B” on the plan attached hereto and incorporated herein by reference as Exhibit A (the “Phase 1B Land”).

9. For purposes of this MOU, the term “Phase 1” shall mean the development of the Phase 1A Land and the Phase 1B Land.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, LNR and the Corporation hereby agree as follows:

1. LNR, its successors and assigns shall cause the following to be constructed on Lots R1, R2B, R2C, R2D, R3B, R3C, R3D, R6, R7, R8, R9, R10, R11, R12, C1 and C2 and on the Phase 1B Land:

- (a) Affordable Housing Units (as defined in the Housing Regulations) such that the total number of Affordable Housing Units (as defined in the Housing Regulations) in Phase 1 shall be at least 10% of the aggregate number of housing units produced in Phase 1; and
- (b) Work Force Housing Units (as defined in the Housing Regulations) such that the total number of Work Force Housing Units (as defined in the Housing Regulations) in Phase 1 shall be at least 10% of the aggregate number of housing units produced in Phase 1;

2. This Amended MOU shall run with the Phase 1A Land (excluding Lots 2A and 3A) and the Phase 1B Land and be binding on LNR, its successors and assigns, and any and all future owner(s) of the Phase 1A Land (excluding Lots 2A and 3A) and the Phase 1B Land.

Upon the request of LNR, from time to time, the Corporation shall release this Amended MOU on a portion or portions of the Phase 1A Land and the Phase 1B Land which are still subject to this Amended MOU if LNR can demonstrate to the reasonable satisfaction of the Corporation that the requirements of Section 1 above will be satisfied through a combination of (a) Affordable Housing Units (as defined in the Housing Regulations) which have been constructed or proposed in an approved site plan and Workforce Housing Units (as defined in the Housing Regulations) which have been constructed or proposed in an approved site plan and (b) anticipated construction on the Phase 1A Land and the Phase 1B Land.

3. This MOU may be executed in any number of counterparts, which when taken together, shall constitute one in the same instrument.

4. This MOU may not be amended or modified except in a writing signed by both parties.

5. This MOU and the performance thereof shall be governed, interpreted and regulated by the laws of the Commonwealth of Massachusetts.

6. If any provision of this MOU shall be found invalid for any reason, such invalidity shall be construed as narrowly as possible and the balance of this MOU shall be deemed to be amended to the minimum extent necessary to provide to LNR and the Corporation substantially the benefits set forth in this MOU.

[signatures on following page]

IN WITNESS WHEREOF, the parties have caused this Memorandum of Understanding to be executed under seal as of the date first written above.

LNR SOUTH SHORE, LLC, a Delaware limited liability company

By: LNR Development Properties, LLC, a Delaware limited liability company, its sole member

By: _____
Name:
Title:

SOUTH SHORE TRI-TOWN DEVELOPMENT CORPORATION

By: _____

By: _____

By: _____

By: _____

APPROVED AS TO FORM:

By: _____
Counsel to Tri-Town Development Corporation

CALIFORNIA ALL-PURPOSE
CERTIFICATE OF ACKNOWLEDGEMENT

State of California
County of Orange, ss.

On this ____ day of _____, 2010, before me, _____, Notary Public, personally appeared _____

personally known to me – or –
proved to me on the basis of satisfactory evidence:
form(s) of identification _____
credible witness(es) _____
the undersigned notary public, personally appeared _____,

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(Seal)

Signature of Notary Public

COMMONWEALTH OF MASSACHUSETTS

Norfolk , ss.

On this ____ day of _____, 2010, before me, the undersigned notary public, personally appeared _____ proved to me through satisfactory evidence of identification, which was personal knowledge, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that they signed it voluntarily for its stated purpose, as Directors of South Shore Tri-Town Development Corporation.

Notary Public
Print Name:
My Commission Expires: _____

EXHIBIT A
PLAN OF PHASE 1B LAND

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