REUSE PLAN FOR NAVAL AIR STATION SOUTH WEYMOUTH

(As Approved by the Corporation on May 5, 2005)

I. OVERVIEW

A. BACKGROUND

1. Early Planning

The former Naval Air Station South Weymouth (the "Base") covers approximately 1,439 acres of the Towns of Abington, Rockland and Weymouth, Massachusetts (the "Towns"), located approximately 12 miles southeast of downtown Boston. The Department of Defense ("DOD") closed the Base as a result of the 1995 Base Realignment and Closure ("BRAC") process.

In response to DOD's decision, the Towns drew on a locally-initiated effort and requested that the Governor of Massachusetts establish the Naval Air Station Planning Committee ("NASPC"), which was created by Executive Order 378 of 1995. Representing local, state and federal interests, as well as the private sector and organized labor, the NASPC adopted a Final Reuse Plan on January 27, 1998 (the "1998 Reuse Plan") for reuse of the Base. The 1998 Reuse Plan featured economic growth and job creation in balance with environmental protection and recreational enhancement. By adopting the 1998 Reuse Plan, the Towns were able to retain local control over the future redevelopment of the Base and enhance the opportunity for creating economic development and new tax revenues.

To implement the 1998 Reuse Plan, the NASPC developed a strategy that included the following recommendations, each of which was promptly implemented following adoption of the 1998 Reuse Plan:

- Establishment of a proposed Local Redevelopment Authority ("LRA") that would acquire the site from DOD to ensure orderly, locally controlled redevelopment of the Base;
- Adoption of proposed Zoning By-Laws which would ensure local control of development while addressing the need to create a unified permitting process; and
- Creation of a financing plan structured to ensure that the Towns would not be exposed to adverse fiscal impact from the provision of municipal services or from bond repayment obligations for the redevelopment.

2. Establishment of South Shore Tri-Town Development Corporation

The NASPC's LRA Subcommittee developed proposed enabling legislation to create the LRA, to be known as South Shore Tri-Town Development Corporation (the "Corporation"), which was adopted by the Massachusetts General Court on August 14, 1998 as Chapter 301 of the Massachusetts Acts and Resolves of 1998 (the "Enabling Legislation"). With the adoption of the Enabling Legislation, the Corporation succeeded the NASPC as the sole entity responsible for pursuing the acquisition and redevelopment of the Base. As described in the Enabling Legislation, "[t]he primary purpose of [the Corporation] is to secure the redevelopment of [the Base] to the greatest benefit of the [Towns]."

The powers, purposes and governing structure of the Corporation are fully set forth in the Enabling Legislation. Among the powers granted in the Enabling Legislation, the Corporation is charged with administering licenses, building permits and zoning approvals in the central area of the Base (the "Central

Redevelopment Area"). Local Town boards are charged with administering the licenses, building permits and zoning approvals on the perimeter of the Base (the "Perimeter Area"). The Corporation is also charged with collecting tax revenue from development within the Base. After payment of all its operating, investment and financing obligations, including all debt service, reserves and other such payments as may be required by the applicable documentation for the Corporation's bonds or other borrowing, the Corporation is required to distribute all remaining tax revenues (the "Excess Revenues") to the Towns according to the formula set forth in the Enabling Legislation.

3. Zoning By-Laws

Zoning and Land Use By-Laws for the Base (the "Zoning By-Laws") were approved by the Towns in May 1998 in accordance with the procedures set forth in the Enabling Legislation. The Zoning By-laws were drafted to promote the development of the Base in accordance with the 1998 Reuse Plan. As provided in the Enabling Legislation, the Corporation administers the Zoning By-Laws within the Central Redevelopment Area, acting as building inspector, planning board, zoning board of appeals, conservation commission, board of health and other municipal agencies.

4. 1998 Reuse Plan

The 1998 Reuse Plan was the NASPC's formula for returning the Base to its place as a critical component of the surrounding community. The 1998 Reuse Plan envisioned a development of approximately 3.5 million square feet, including 2.1 million square feet of retail, 1.4 million square feet of office, research & development and light manufacturing and 500-700 units of senior housing. The 2.1 million square feet of retail space was included in the 1998 Reuse Plan to accommodate a large retail/entertainment center proposed by a national retail mall developer. The 1998 Reuse Plan anticipated that a significant parcel of land encompassing approximately 200 acres would be developed for the retail/entertainment center and that the retail/entertainment center would be the focal point for development at the Base. Because of the mix of uses proposed in the 1998 Reuse Plan, it was expected that more economic benefit and jobs could be secured from civilian reuse than previously occurred during the Base's military usage.

5. Interim Plan

In December 2000, the Corporation terminated its agreement with the developer of the proposed retail/entertainment center due to many factors, including concerns over traffic congestion and other impacts. As a result of the termination of this agreement, the redevelopment plans for the Base were refocused to a business campus development comprised of greater amounts of high technology, office and research and development uses. The retail component was refocused away from a large retail/entertainment center to retail that would support an office complex, with such elements as specialty stores, hotel, restaurants and a conference/convention center. This "updated" version of the 1998 Reuse Plan was the basis for the Navy's determination, or Record of Decision, with respect to environmental impacts under the National Environmental Policy Act.

6. Land Conveyances

Portions of the Base were conveyed to the Corporation in 2003. On March 7, 2003, the National Park Service and the United States Department of the Interior approved a Public Benefit Conveyance ("PBC") of approximately 381 acres of land to the Corporation. This Reuse Plan ensures that all improvements required by the PBC will be completed in a timely manner. On January 23, 2003, the United States Navy approved a "no cost" Economic Development Conveyance ("EDC") to the Corporation. On May 13, 2003, portions of the real property covered by the PBC and the EDC were conveyed to the Corporation.

This Reuse Plan assumes the same mix of PBC and EDC acreage as were presented in the applications that formed the basis for the PBC and EDC conveyances.

7. Changing Conditions

Following the "updated" 1998 Reuse Plan, a number of factors have contributed to the need for a revised Reuse Plan. These factors include the following, among others:

- Community opposition to the traffic estimated to be generated by the development contemplated by the 1998 Reuse Plan;

- Growing recognition that development based on Smart Growth principles (i.e., compact, mixed-use, transit-oriented and pedestrian-friendly development) is good for the economy, the environment and the community;

- The issuance by the Massachusetts Secretary of Environmental Affairs in August of 2002 of his Environmental Certificate on the draft Environmental Impact Report ("EIR") for the Base in accordance with the Massachusetts Environmental Policy Act ("MEPA"), in which the Secretary directed the Corporation to incorporate the principles of Smart Growth and mixed-use in subsequent reuse proposals;

- Comments from the U.S. Environmental Protection Agency ("EPA") on the EIR, which emphasized the need for consistency with Smart Growth principles, and called for a revision of the 1998 Reuse Plan "using Smart Growth principles and sustainable development as its foundation;"

- The adoption of several policies by the Massachusetts Office of Commonwealth Development promoting Smart Growth and mixed-use principles and awarding preferential treatment to communities that adopt and implement these principles;

- Changed market and economic conditions, which eliminated the demand for some of the intended types and quantities of uses specified in the 1998 Reuse Plan, leading to the conclusion that the 1998 Reuse Plan would need to be changed to create revenue-generating redevelopment of the Base in the near future;

- The recognition that the development of housing, including affordable housing, as part of the reuse plans for the Base is necessary to realize the economic and job creation goals of the 1998 Reuse Plan and this Reuse Plan;

- The selection of a Master Developer in October of 2002 committed to the redevelopment of the Base consistent with Smart Growth and sustainable development principles and strategies; and

- The signing of a Disposition and Development Agreement in May 2004 with the designated Master Developer, which required the Master Developer to prepare and submit a master plan for the Base.

The Reuse Plan is designed to respond to these factors and supercedes the 1998 Reuse Plan.

B. GOALS AND OBJECTIVES; HIGHLIGHTS OF THE REUSE PLAN

The Reuse Plan is designed to transform the Base into a welcoming place where people can live, work and play. It reflects a strong commitment to economic development, job creation, the expansion of the local tax base and sustainability, while preserving and enhancing the site's environmental and recreational resources.

The following are the key goals, objectives and elements of the Reuse Plan:

1. Generate significant fiscal benefits.

The Reuse Plan is an opportunity to stimulate growth and generate revenues for the Towns. All fiscal analyses performed to date indicate that this Reuse Plan will generate income for the Towns, even after all expenses for municipal services, including education, are paid.

2. Create jobs and welcome commercial and retail businesses.

Commercial land use will create the jobs and tax base necessary to enhance the economic health of the Towns. Current projections indicate that the Reuse Plan will result in an estimated 6,000 to 12,000 construction jobs and 2,000-3,000 permanent jobs. The Reuse Plan includes 900,000 to 2.0 million square feet of commercial development, of which no more than 500,000 will be for retail uses. The commercial space will be designed to attract quality businesses, progressive industries (such as high technology, biotechnology and pharmaceutical), local start-up businesses and incubator programs.

3. Ensure smart growth and sustainable development.

The Reuse Plan is based on Smart Growth principles of compact development, ample open spaces, a mix of housing and commercial development, and transportation choices. Shops, restaurants, offices and homes are designed to be located within walking distance of each other, or even in the same building. Sustainable and environmentally-friendly development is also integrated into the Reuse Plan with water conservation and re-use, building designs that will comply with generally accepted "green" design standards, and environmentally-sensitive open space and golf course design.

4. Invest in infrastructure.

In order for the Base to be re-used, substantial investments will be made in constructing roads, water systems, wastewater systems and other infrastructure, all as further described in later sections of the Reuse Plan. The Reuse Plan is designed to leverage the private financing and federal and state resources available for infrastructure development to ensure that the Towns do not bear any costs to provide the necessary infrastructure for the Base redevelopment.

5. Preserve open space.

The Reuse Plan is designed to preserve approximately 72% of the Base for open space and recreation, including forests, grasslands and wetlands. The open space will protect important habitat and species, while also providing access to the public via a network of nature trails for walking and bicycling.

Numerous recreational facilities, including parks, indoor and outdoor recreational centers, athletic fields, ball fields, a public golf course, bike paths, picnic areas and nature trails are incorporated into the Reuse Plan.

6. Offer diverse housing options to support smart growth and attract employers to the commercial development.

The Reuse Plan will provide a mix of housing for different lifestyles, such as senior housing, traditional apartments, condominiums, townhouses, and single-family homes, phased-in over approximately 14 years. Many of the housing units will satisfy state requirements for affordability. In view of the shortage of affordable housing in Massachusetts, the creation of additional housing options is expected to facilitate economic development.

7. Reduce traffic by offering transportation choices on site.

The Reuse Plan incorporates a number of options for on-site transportation, including a network of pedestrian and bike paths, a parkway spanning east to west and frequent shuttle service to the adjacent commuter rail station. These on-site transportation improvements are designed to reduce the amount of off-site traffic generated by the development by 50%, as compared to the 1998 Reuse Plan.

8. Enhance environmental and ecological conditions.

The Reuse Plan will improve environmental conditions on the Base through improved water quality, enhanced wetlands and habitat protection, remediation of contaminated soils and other improvements.

9. Create a phased and workable build-out.

The Reuse Plan is designed to be built in three phases over a period of approximately 14 years. Early phases will focus on constructing commercial development and many of the transportation, open space and recreational amenities, along with some of the housing. Additional housing, retail and other development will be added over time, depending on market conditions and only as infrastructure is constructed. This phased approach will also enable better integration of the redeveloped Base into the fabric of the affected communities.

10. Ensure that the development is sustainable.

The Reuse Plan offers flexibility and adaptability so that it can thrive over generations, even in the face of changing circumstances.

II. PLANNING PROCESS

The Reuse Plan has emerged from a planning process over the past two years involving the Towns, local, regional, state and federal planning experts, agencies, elected officials, municipal leaders, the general public and others. As a consequence, the Reuse Plan has emerged as a thoughtful, environmentally-sensitive and community-focused development. From January 2003 to May 2004, the Corporation, together with the designated Master Developer of the Base, hosted a series of public meetings during which participants:

- Crafted a series of Smart Growth goals for the redevelopment plan;
- Identified site opportunities and challenges;
- Developed a range of development options; and
- Tested these options against their goals and the EPA's Smart Growth INDEX evaluation tool.

Upon the adoption of the Reuse Plan by the Corporation's Board of Directors and the Towns, the Corporation, in accordance with the Enabling Legislation, will also present to the Towns for adoption revisions to the Zoning By-Laws that are consistent with the Reuse Plan. Because conventional zoning typically results in conventional, strip commercial and single family subdivisions, a different approach to the Zoning By-Laws will be required to accommodate the Smart Growth goals of the Reuse Plan.

III. REUSE PLAN

A. OVERVIEW

The Development Program (as hereinafter defined) described herein was endorsed by the Corporation on May 5, 2005. It reflects the Smart Growth goals and objectives of the Reuse Plan and is sufficiently flexible to allow for changes over time.

B. DEVELOPMENT PROGRAM AND PHASING

One of the strengths of the Development Program of the Reuse Plan is that it is designed to be built in phases over a period of approximately 14 years. This phased approach provides a number of benefits. First, phasing gives the Towns sufficient opportunity to adjust to and absorb the impacts of the Base re-use. Second, phasing ensures that the infrastructure for roads, water supply and wastewater treatment will be able to keep pace with growing demands. Third, phasing ensures that re-use of the Base will be responsive to changing market conditions in both the residential and commercial sectors, thereby enabling the creation of a successful community and asset for the Towns and providing greater assurance of success than the 1998 Reuse Plan.

The Reuse Plan contemplates that the redevelopment of the Base will unfold over the following phases:

- Pre-development phase, focused on securing needed zoning and environmental approvals as well as environmental remediation and infrastructure improvements for the Base;
- Phase I, in which the majority of the planned open space and recreational amenities, roughly one-third of the planned commercial space (including retail and office space) and roughly one-third of the planned residential units will be developed;
- Phase II, in which the remainder of the planned open space and recreational amenities (excluding certain parks associated with third-phase housing), another roughly one-third of the planned commercial space (including retail space and office space) and another roughly one-third of the planned residential units will be developed; and
- Phase III, in which the remaining planned commercial and residential development will be completed.

The planned program of development for the Base (the "Development Program") and the intended phasing thereof are set forth in the following table:

DEVELOPMENT PROGRAM							
PHASE[1]	**RESIDENTIAL DEVELOPMENT**			**COMMERCIAL DEVELOPMENT**			**OPEN SPACE AND RECREATION**
	Type[2]	**Target Range[3]**	**Maximum/ Minimum**	**Type[4]**	**Target Range[5]**	**Maximum/ Minimum**	
PHASE I: Issuance of MEPA Certificate plus four (4) years	**Phase I Total**	**800 – 1,000 units**	**1,000 units max**	**Phase I Total**	**300,000 – 650,000 sf**	**300,000 sf min**	Build all PBC Improvements Build all parks, recreation areas and public amenities depicted in Phase I of the Amenities Plan attached hereto as **Exhibit B**
	Apartments	200 – 350 units	na	Retail	100,000 – 300,000 sf	na	
	Condos	150 – 200 units	na	Light Industrial	100,000 – 300,000 sf	na	
	Townhouses	400 – 500 units	na	Office	25,000 – 50,000 sf	na	
	Single family (-5,000 sf lot)	50 – 150 units	na				
	Single family (+5,000 sf lot)	0 – 100 units	100 max				
	Senior Housing	150 units	150 min				
PHASE II: Phase I completion plus four (4) years	**Phase II Total**	**800 – 1,000 units**	**1,000 units max**	**Phase II Total**	**300,000 – 650,000 sf**	**300,000 sf min**	Build all parks, recreation areas and public amenities depicted in Phase II of the Amenities Plan attached hereto as **Exhibit B**
	Apartments	200 – 300 units	na	Retail	100,000 – 300,000 sf	na	
	Condos	150 – 250 units	na	Light Industrial	100,000 – 300,000 sf	na	
	Townhouses	350 – 450 units	na	Office	25,000 – 50,000 sf	na	
	Single Family (-5,000 sf lot)	150 – 200 units	na				
	Single family (+5,000 sf lot)	50-100 units	100 max				
	Senior Housing	150 units	150 min				
Phase III: Phase II completion plus four (4) years	**Phase III Total**	**300 – 855 units**	**855 units max**	**Phase III Total**	**300,000 – 700,000 sf**	**300,000 sf min**	Build all parks, recreation areas and public amenities depicted in Phase III of the Amenities Plan attached hereto as **Exhibit B**
	Apartments	0 – 400 units	na	Retail	0 – 100,000 sf	na	
	Condos	0 – 100 units	na	Light Industrial	100,000 – 500,000 sf	na	
	Townhouses	200 – 300 units	na	Office	0 – 100,000 sf	na	
	Single family (-5,000 sf lot)	100 – 200 units	na				
	Single family (+5,000 sf lot)	0-75 units	75 max				
	Senior Housing	100 units	100 min				
PROJECT TOTAL		**2,300 –2,855 units**	**2,855 units max**		**900,000 – 2,000,000 sf**	**900,000 sf min (2,000,000 sf max)**	

[1] The timing for each Phase provided above is illustrative only and may vary.

[2] The mix of residential unit types provided above is illustrative only and may vary; provided, however, that not less than 400 units shall be for senior housing and not more than 275 units will be for larger single family homes (+5,000 sf lot).

[3] The Target Range of residential units provided above is illustrative only and may vary. The maximum number of all residential units in each phase is binding.

[4] The mix of commercial unit types provided above is illustrative and may vary; provided, however, that not more than 500,000 square feet will be used for retail purposes.

[5] The Target Range of commercial units provided above is illustrative only and may vary. The minimum number of square feet of commercial development in each phase is binding.

While the precise timing of each Phase of the Development Program and the mix and range of development in each Phase is flexible and subject to change, the maximum and minimum development requirements of each Phase is fixed and binding. Additionally, the overall maximum and minimum development requirements of the Development Program is fixed and binding.

With respect to the residential component of the Development Program, the maximum number of units is established at 2,855 units. A minimum of 400 of the 2,855 units will be for Senior Housing. A maximum of 275 units will be for larger single family homes (+5,000 sf lot).

With respect to each Phase of the Development Program, the residential development component and the commercial development component shall be built proportionately. With respect to Phase I of the Development Program, for each 500 units of residential development, at least 150,000 square feet of commercial development shall occur. With respect to Phase II of the Development Program, for each 1,000 units of residential development, at least 300,000 square feet of commercial development shall occur. With respect to Phase III of the Development Program, for each 425 units of residential development, at least 150,000 feet of commercial development shall occur.

Certain elements of the Development Program can be accelerated, but other cannot. The commercial development and open space and recreation improvements of Phases II or III may be commenced at any point in time, even if the residential development component of a prior phase has not been completed. Before proceeding, however, with the residential development component of Phases II or III of the Development Program, all elements of the earlier phases must be completed.

Any elements of an earlier phase of the Development Program that are optional and are not constructed in an earlier phase will be added to the next succeeding phase of the Development Program (e.g., if only 500 units of the residential component are constructed in Phase I, the residential component of Phase II will be increased by 500 units and the maximum number of residential units for Phase II will increase to 1,500 units). Further, any commercial development in a phase constructed in excess of the minimum required for that phase will be credited toward the minimum requirement in the next phase (e.g., if 400,000 square feet of commercial development is constructed in Phase I, the 100,000 square feet in excess of the minimum would be applied to Phase II to reduce the Phase II requirement to 200,000 square feet).

For purposes of the Development Program, the following terms shall have the meanings noted below:

Apartments:	Multi-family rental apartment buildings, which may include ground floor commercial uses in some locations.
Condos:	For-sale units in multi-family buildings similar in structure to apartments, which may include ground floor commercial uses in some locations.
PBC Improvements:	Those improvements to the land conveyed, or are to be conveyed, by the National Park Service to the Corporation via the PBC.
Single Family:	Detached, single-family houses on individual lots.
Senior Housing:	Units of housing (being any of the above) designated for occupancy by persons over the age of 55.
Square Feet (or sf):	The sum of the gross horizontal area of all the floors of a building measured from the exterior face of the exterior walls or the centerlines of party walls.

Townhouses: Attached row houses, with entrances facing either a street or pedestrian common area, with individual parking spaces accessed from a rear alley, and which may include ground floor commercial uses in some locations.

Unit: A dwelling or residence, designed for occupancy by one family.

C. PROPOSED LAND USES

Building on Smart Growth principles, the Reuse Plan calls for a mixed-use development of the Base as follows:

- Commercial Uses: The Reuse Plan contemplates the development of approximately 900,000 to 2.0 million square feet of commercial development, of which no more than 500,000 square feet will be used for retail purposes. An integral component of this will be the development of office and research, manufacturing and light industrial facilities for high technology, biotechnology and other industries. Other allowed commercial uses will also include retail, restaurant, office and hotel uses.

- Residential Uses: The Reuse Plan provides for diverse housing types and options, including senior housing, apartments, condominiums, townhouses and single-family homes. A portion of those units will be located above retail uses to create a dynamic village center, a key component of mixed use development. A minimum of 400 units will be dedicated to senior housing. The Reuse Plan can also accommodate a new school on the Base. An affordable housing plan will be developed to ensure that approximately 20% of the housing units, including apartments, condos and townhouses, will be affordable to a range of low and moderate income households.

- Golf Course: A significant portion of the Base will be designated for the development of a public golf course. Whether or not the golf course is built, the only allowable uses of this portion of the Base will be for a golf course, open space, outdoor recreational fields and a structure for use as a golf course clubhouse or other appropriate recreational use.

- Open Space/Recreation: Approximately 1,000 acres of land will be publicly accessible and permanently preserved open space and recreational facilities, including the golf course, passive recreation areas, biking and walking trails, outdoor and indoor active recreation facilities and formal open spaces areas.

- Institutional/Homeless Providers: The Corporation is required by federal law to accommodate homeless assistance providers on the Base. In compliance with the homeless assistance obligations of the Base Closure Community Redevelopment and Homeless Assistance Act of 1994 (Pub. L. 103-421) (the "Redevelopment Act"), the NASPC identified the following four homeless service providers who serve the region's at-risk population: (i) Bay Cove Human Services, Inc.; (ii) Work, Inc.; (iii) Road to Responsibility, Inc.; and (iv) Quincy Community Action Programs, Inc. (collectively, the "Providers"). As required by the Redevelopment Act, the NASPC entered into "legally binding agreements" with each of the Providers in June of 1998 (collectively, the "Provider Agreements"). Pursuant to Section 7(b) of the Enabling Legislation, the Corporation is obligated to assume the obligations of the NASPC under the Provider Agreements. The obligations under the Provider Agreements will be assumed and performed by the Master Developer.

The map attached hereto as **Exhibit A** (dated March 7, 2005) shows the intended locations for these uses and will provide the basis for a new zoning map to be presented to the Towns, together with the revised Zoning By-Laws, for review and approval in accordance with the procedures set forth in the Enabling Legislation.

D. OPEN SPACE AND RECREATION

The site's open space and recreation facilities are integral elements of the Reuse Plan. Approximately 1,000 acres of land will be publicly accessible and permanently preserved open space and recreational facilities. The Reuse Plan is designed to create a naturally balanced, healthy and livable community by:

- preserving and enhancing open space, natural habitats and wetland areas;
- creating a diversity of open spaces ranging from natural wilds to formal parks; and
- making substantial investments in a variety of recreational facilities.

1. Open Space

The Reuse Plan is intended to preserve significant amounts of open space, including:

- approximately 383 acres of wetlands, rivers, streams and wetland resource areas;
- large areas of buffering land that lie between developed areas of the Base and surrounding neighborhoods in the Towns;
- areas within the golf course, where large areas are set aside as natural habitat and connected to adjacent habitat; and
- parks and landscaped areas that beautify and help define neighborhoods.

2. Recreation Areas

A range of public recreational areas and amenities is proposed to meet the needs of on-site residents and the Towns, including:

- Passive Recreational Areas: The passive recreational areas will allow people to connect with the natural environment. The centerpiece will be a publicly accessible trail system running throughout the Base that includes wooded spaces, wetland buffers and spots for sitting, picnicking and wildlife observation.
- Outdoor Sports Facilities: The outdoor sports facilities will include several multi-purpose playing fields and hard courts for activities such as baseball, basketball, biking, football, soccer, softball and tennis.
- Indoor Sports Facility: An indoor sports facility will provide a venue for indoor sports such as soccer, lacrosse, ice and floor hockey, basketball, handball and weight training. The facility will provide a year-round option for team sports and individual training. In addition, a separate wellness facility may house offices for dietary consultations, sports medicine, physical therapy and other related activities. An indoor pool will be constructed on-site.

- Golf Course: The Reuse Plan includes an environmentally-sensitive public golf course, including a clubhouse and pro shop. Preserved and enhanced wetlands and wooded areas and environmentally-sensitive maintenance protocols will help to make the course environmentally sustainable, while enhancing the golfing experience. The golf course design will strive to comply with Audubon International standards.

IV. INFRASTRUCTURE IMPROVEMENTS

A. OVERVIEW

The phased Development Program of the Reuse Plan will also require phased construction of the infrastructure necessary to support the planned development. The tentative phasing schedule for infrastructure improvements (which remains subject to further permitting and review) is shown on the following table and is discussed more fully below:

PHASE[6]	TRANSPORTATION IMPROVEMENTS	WATER SUPPLY AND DISTRIBUTION IMPROVEMENTS	WASTEWATER COLLECTION AND TREATMENT IMPROVEMENTS
Phase I Issuance of MEPA Certificate plus four (4) years	• Route 18 intersection improvements (five locations) • Route 18 widening from Route 3 to Shea Memorial Drive • Route 18 widening from Shea Memorial Drive to Route 139 • Trotter Road improvements • Temporary access to Route 3 • East-West Parkway from Route 18 to Route 3 under construction • Until the earlier of the completion of the East-West Parkway or improvements are completed to the Sharp St. entrance, a temporary east/west access point will be constructed by the Master Developer for general vehicle use, at Reservoir Drive or a point south thereof, by the end of Phase I.	• Construct offsite line (assumes MWRA alternative) • Construct new on-site lines to serve Phase I • Develop on-site well to meet irrigation and other needs	• Construct wastewater treatment facility • Construct backbone + Phase I stormwater management facilities • Construct on-site wastewater collection lines to serve Phase I
Phase II Phase I completion plus four (4) years	• Completion of East-West Parkway from Route 18 to Route 3 and improvements to local streets • Activation of on-site transit system	• Construct new on-site lines to serve Phase II	• Construct on-site wastewater collection lines to serve Phase II • Construct Phase II stormwater management facilities
Phase III Phase II completion plus four (4) years		• Construct new on-site lines to serve Phase III	• Expand wastewater treatment facility to build-out capacity • Construct on-site wastewater collection lines to serve Phase III • Construct Phase III stormwater management facilities

[6] The timing and extent of infrastructure improvements needed for each Phase provided above is illustrative only and may vary.

B. TRANSPORTATION IMPROVEMENTS

In the early stages of redevelopment, access to the Base will be from two roads that connect with Route 18 – Shea Memorial Drive and Trotter Road, both of which will be improved to enhance vehicular, bicycle and pedestrian traffic flow, subject to obtaining any necessary approvals. In addition, the Massachusetts Highway Department plans to widen Route 18 to a four lane road with dedicated turning lanes at all signalized intersections.

Site access and traffic flow will be enhanced by construction and improvement of the following roads:

- Trotter Road – Trotter Road provides access to the Base at the adjacent train station, but is not currently open to the public. Subject to obtaining any necessary approvals, Trotter Road will be opened to provide public access to the Base and to provide access from the Base to the train station.

- Route 18 – Improvements to four miles of Route 18, from Route 3 in Weymouth to Route 139 in Abington, are being designed by MassHighway. The improvements are necessary to create a more viable gateway to the Base by improving traffic operations and safety through a historically congested area.

- Parkway – An east-west Parkway will be built across the Base in the corridor indicated in the map attached as Exhibit A. The Parkway will be a 4-lane regional arterial road and will be designed to be consistent with the Commonwealth's Historic Parkways Initiative guidelines and "green" or sustainable design principles. The Parkway will provide a connection from Route 18 to the heart of the redevelopment. The Parkway will also extend to the east boundary of the Base, where it will connect with existing public ways. The Parkway will benefit the Towns by providing a more direct connection to and through the Base and by diverting some of the existing neighborhood traffic to the new Parkway. Working with the legislative representatives of the Towns, efforts will be made to expedite the construction of the Parkway as soon as possible in the Development Program. Subject to finalizing an agreement with the Towns, the Reuse Plan contemplates additional, alternative access to the Base while the Parkway is under construction.

- Road Network East of Base – Improvements to the road network east of the Base will enhance access to and from Route 3 and communities to the East. The off-site improvements will include the addition of turning lanes on certain existing streets. Traffic signals will be added at key intersections, if warranted. It is also likely that portions of existing streets will be widened. The goal of the off-site improvements will be to improve traffic flow for the entire area, including new traffic associated with the redevelopment.

- Traffic Management Plan – During the construction phase of the development, a traffic management plan will be implemented to limit access to the Base for construction vehicles to certain designated times and routes, to reduce disturbances to the surrounding neighborhoods.

Additional on-site improvements will include the development of pedestrian and bicycle friendly roads and pathways, an on-site transit system to minimize automobile use on the Base and an on-site inter-modal transportation center that will connect the on-site transit system, walkers and cyclists with commuter trains and any local and/or commuter buses. Moreover, the following design features will be encouraged:

- Neighborhoods that are made up of grids of small streets and avenues to encourage walking;
- Sidewalks to encourage walking;
- Trails connecting destinations in developed areas via scenic routes through open spaces;
- Bicycle paths to encourage bicycle use between the various neighborhoods;
- Bicycle lanes on main roads to encourage bike trips over longer distances; and
- Low traffic speeds on local streets to encourage bicycle use in the travel lanes and pedestrian-friendly crossing.

By incorporating Smart Growth elements and providing for a mix of land uses – jobs, housing, recreation, shopping – and different ways to access them, it is anticipated that the development will generate approximately half as many off-Base vehicle trips as the 1998 Reuse Plan.

C. WATER SUPPLY AND DISTRIBUTION

At full build-out, it is anticipated that the development under the Reuse Plan will require approximately 1.3 million gallons of water per day. Several options for securing a reliable, affordable, permanent long-term water supply for the Base are being explored. Among these options (and in no particular order) are on-site sources, municipal sources, regional and private agreements, three desalination options and the Massachusetts Water Resources Authority ("MWRA"). Additionally, numerous water conservation measures will be undertaken to reduce water demand. The water system on the Base will be designed to prevent inflow and infiltration issues to the Towns' existing water systems. All options will undergo permitting review and will be further considered, investigated and evaluated during the environmental review process.

D. WASTEWATER COLLECTION AND TREATMENT

Since 1978, all sanitary wastewater generated on the Base has been discharged to Weymouth, Rockland and MWRA treatment systems. It is the goal of the Reuse Plan to implement an environmentally sustainable approach, consistent with the proposed re-use of the Base, that would use existing infrastructure, that would adhere to the principles of Smart Growth and that would capture, treat and reuse wastewater on-site. These principles will contribute to the overall goal of improved environmental and ecological conditions on the Base.

Several options are currently being considered to satisfy this goal, including (and in no particular order) (a) treating wastewater at one or more community-based systems and discharging to groundwater, and (b) conveying wastewater (i) to the Rockland Wastewater Treatment Plan, (ii) through a direct connection to the MWRA system, (iii) through the existing system to Weymouth and ultimately to the MWRA, or (iv) to a new, on-site advanced wastewater treatment facility for treatment and discharge to wetlands and surface waters on the Base. All options will undergo permitting review and will be further considered, investigated and evaluated during the environmental review process.

E. WETLANDS CONSIDERATIONS

The local Conservation Commissions of the Towns have reviewed and approved boundaries for approximately 383 acres of wetlands ecosystems located on the Base, including bordering and isolated vegetated wetlands, isolated land subject to flooding and riverfront areas, most of which were disturbed by construction of the former Naval Air Station and/or its operation. These wetlands areas provide

natural buffers between uses on the site and surrounding neighborhoods. The wetland areas also complement other adjacent open space areas that will be used for public recreation, including the proposed golf course. The Reuse Plan has been structured to minimize impacts on wetland systems. Some impacts, however, will result from the construction or improvement of roadways needed for access to developable areas of the Base and from adhering to the Smart Growth principle of maximizing density in areas suitable for growth. Impacts to wetlands areas will be mitigated through wetlands replication elsewhere on the site. Moreover, new wetlands will be created as a component of future stormwater and wastewater management programs.

V. FISCAL AND ECONOMIC IMPACT

The Reuse Plan is designed to stimulate economic growth, generate substantial benefits to the area's economy and generate significant revenue for the Towns. The Smart Growth, mixed-use approach of the Reuse Plan maximizes the job generating potential of the Base by combining commercial development with housing that will make the site more attractive to companies needing assurance that their workers will have access to a range of housing choices. Other elements of the Reuse Plan are designed to provide revenues for the Towns without bearing increased costs associated with Base re-use.

A. TAX REVENUES

All fiscal analyses performed to date indicate that the Reuse Plan will generate positive revenue flows for the Towns, even after all expenses for municipal services, including schools, are paid.

Additional revenue may be available to the Towns through existing or planned state programs. For example, Chapter 40R of the Massachusetts General Laws was designed to promote "smart growth housing" by rewarding municipalities that zone for, and then build, such housing, with payments from the Commonwealth of Massachusetts to such qualifying municipalities. If Chapter 40R is determined to apply to the redevelopment of the Base, the new law can generate additional payments for the Towns.

While the Corporation remains in existence, a portion of the tax revenues will be used to fund the operating, financing and investment obligations of the Corporation. Excess Revenues will be distributed to the Towns in accordance with the Enabling Legislation. At the termination of the Corporation, any accumulated operating income remaining, after funding of operating and capital reserves, will be used to retire outstanding debt. Remaining funds will be distributed to the Towns in accordance with the Enabling Legislation.

B. EMPLOYMENT IMPACTS

Implementation of the Reuse Plan will generate both construction and permanent jobs. Approximately 6,000 to 12,000 construction jobs should be generated by the construction of the infrastructure and mixed-use development contemplated by the Reuse Plan over the approximately 14-year build-out period. In addition, the 900,000 to 2,000,000 square feet of commercial development contemplated by the Reuse Plan should generate an estimated 2,000-3,000 permanent jobs.

Based upon current projections, and assuming that a mix of retail, office, light manufacturing, hotel and golf facilities are constructed under the Development Program, the Reuse Plan, at full build-out, should create approximately 2,500 permanent jobs on-site, with an additional 6,000 permanent jobs generated on a regional basis. Currently, it is anticipated that more than one-half of the on-site jobs and nearly two-thirds of the regional jobs would result from construction of the light manufacturing facilities.

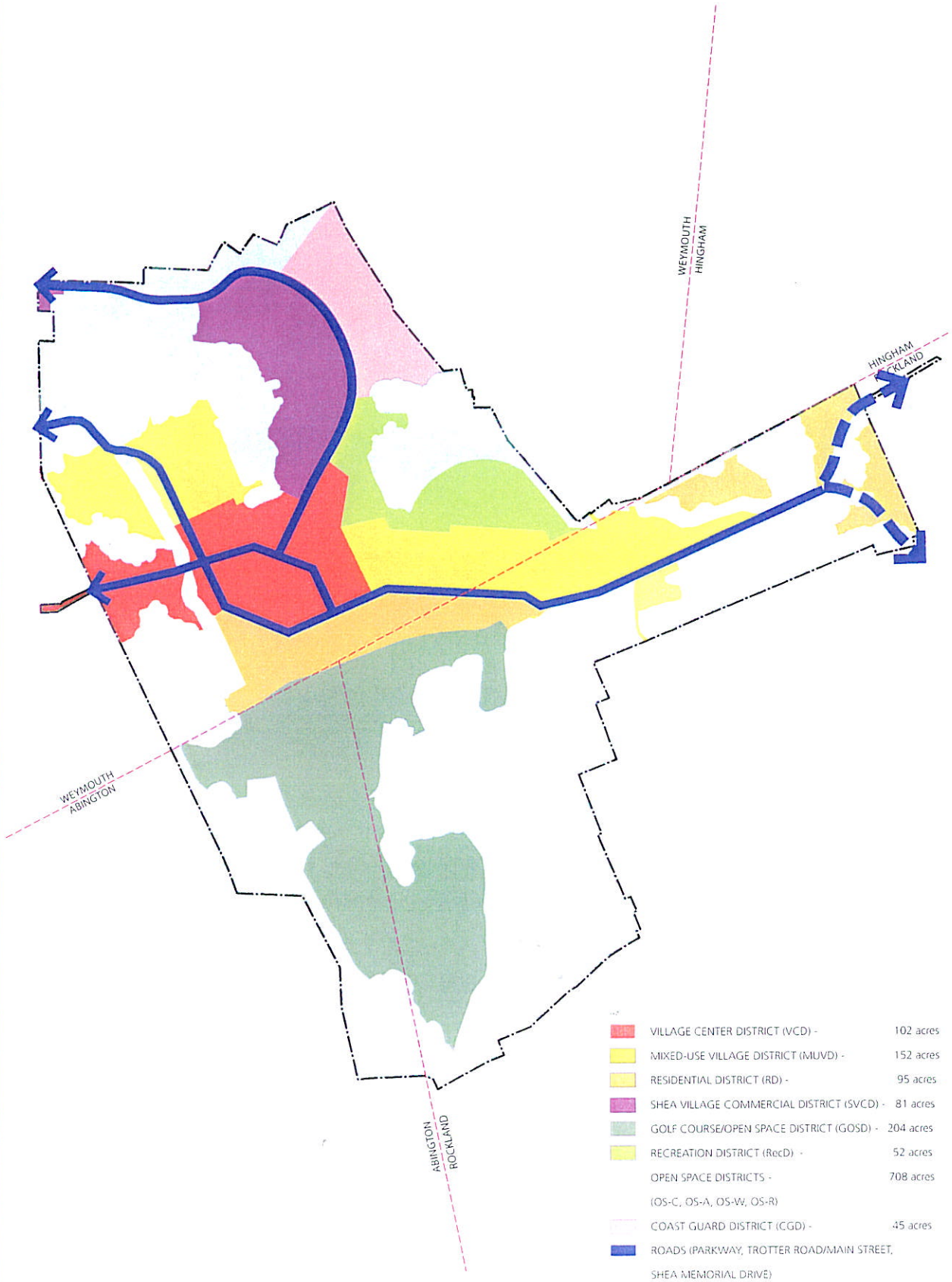
VI. REVISIONS

This Reuse Plan may only be revised in accordance with the Enabling Legislation. Pursuant to the Enabling Legislation, "substantial" revisions require approval by the Towns. All other revisions require approval by the Corporation, as further provided in the Enabling Legislation.

A proposed revision to the Reuse Plan shall be considered to be "substantial" for purposes of the Enabling Legislation only if it entails a proposed change to the Development Program (other than the precise timing of any Phase, the mix of development types or the Target Ranges) or to the map attached hereto as **Exhibit A**. Changes in the exact locations of roads and/or other infrastructure improvements, changes to any other exhibits attached to this Reuse Plan, changes to any non-binding language included in this Reuse Plan (including, for example, language concerning projection of fiscal, economic or infrastructure impacts) or changes to other aspects of this Reuse Plan (particularly to the extent required by state or federal regulatory authorities in connection with permitting review) shall not be considered "substantial" revisions.

EXHIBIT A

Land Use Plan



NAS South Weymouth

Reuse Plan

7 March, 2005

EXHIBIT B

Amenities Plan

Amenity Number (see Amenity Plan map)	Amenity Name	Brief Description	Public or Private?	Phase
PBC Amenities				
1	Wildlife Viewing Area	Easily accessible area for quiet observation of nature	Public	I
2	Tot Lot	Playground-like facility for younger children	Public	I
3	Canoe Launch	Facility for gaining canoe access to the Old Swamp River	Public	I
4	Picnic Area	Area with tables provided for picnicking	Public	I
5	Scout Camp	Low impact camp site for use by area Boy Scouts and Girl Scouts	Public	I
6	Overlook	Viewing area for some of the scenic parts of the PBC open space parcels including interpretive signage	Public	I
See Amenity Plan map	PBC Pedestrian/ Bicycle Trails	Trails and paths creating an integrated network for pedestrians and cyclists, including required connections to streets	Public	I
Public Parks and Recreation Facilities				
7	Shea Memorial Grove	The existing Shea Memorial Grove would be left in place	Public	I
8	Site for Fitness/Wellness Center	Site allocated for privately-built fitness/wellness center (site only, not the facility, included in the Amenity Plan)	Public (Facility is private)	I
9	Recreation Complex Playing Fields*	Outdoor (public) portions include 5 soccer fields, 4 baseball/softball diamonds, 13 courts and 1 tot lot	Public	I
9	Site for Recreation Center	Site allocated for privately-built indoor soccer and recreation facilities (site only, not the facilities, included in the Amenity Plan)	Public (Facility is private)	I
See Amenity Plan map	Public parks	35 acres of public parks and fields outside the Recreation Complex boundaries, include 2 parkland fields, 16 courts and 3 tot lots/playgrounds	Public	Phase associated w/develop. program
See Amenity Plan map	Village parks	Parks in villages (exact location to be determined during permitting) with a minimum of 2.5 acres of parks in Village Center zoning district, 3.7 acres of parks in mixed-use village zoning district and 1.4 acres of parks in residential zoning districts	Private	Phase associated w/develop. program
Site in Shea Science Park	Corporate softball field	Softball field for use by adult corporate leagues	Private	Phase associated w/develop. program

Amenity Number (see Amenity Plan map)	Amenity Name	Brief Description	Public or Private?	Phase
Other Amenities				
10	Grassland Nature Preserve	An area of at least 30 acres of grassland designed to mitigate impacts of relocating sensitive species when the Golf Course is constructed	Public	III
11	Outdoor Winter Park	Seasonal ice skating facility and x-country skiing area constructed in connection with golf course water feature adjacent to clubhouse	Public	III
Transportation and Civic Amenities				
12	Multi-Modal Transportation Center and Shuttle System	Facility to allow pedestrians, bicyclists, commuter rail users and shuttle bus users to transfer from one transportation mode to another; will include bicycle storage facilities and loading/unloading areas for shuttles; amenity also includes clean-fuel shuttle system with routes to be determined	Public	II
13	Site for Civic/ Community Facility	Site allocated for future use as civic or community facility (site only, not the facility, included in the Amenity Plan)	Public	I
14	Site for Public School	Site allocated for future use as civic or community facility (site only, not the facility, included in the Amenity Plan)	Public	I
15	Village Center Parking	Surface parking lots to support first floor and other small-scale retail, restaurant and other non-residential uses in The Village Center.	Private	I or II (depending on need)
See Amenity Plan map	Non-PBC Pedestrian Trails	Trails, including both nature trails and pedestrian trails, to be used by pedestrians for enjoying nature, exercise and mobility (but not open to bicycles)	Public	Phase associated w/develop. program

* In addition to the 9 Recreation Complex Playing Fields specified above, if deemed necessary by the Corporation, the Master Developer will construct up to 4 additional playing fields of a type to be determined based on community need. If necessary to provide space for these fields, it shall be permissible for the Master Developer to reasonably locate these fields at sites otherwise set aside for open space, tennis/basketball courts, parkland fields, tot lots or playgrounds.

Public Benefit Conveyance (381 acres)
1. Wildlife Viewing Area
2. Tot Lot
3. Canoe Launch
4. Picnic Area
5. Scout Camp
6. Overlook

Public Parks (approximately 90 acres)
7. Shea Memorial Grove
8. Fitness/Wellness Center
9. Recreation Center/Fields

10. Grassland Nature Preserve (30 acres)

Golf Course (SSTTDC--approximately 208 acres)
11. Outdoor Ice Skating

Civic Uses
12. Multi-Modal Center and Shuttle System
13. Community Facilities
14. Site for Public School
15. Village Center Parking

PBC Pedestrian/Bicycle Trails

Non-PBC Pedestrian Trails

NOTE: APPROXIMATELY 300 ACRES OF PROTECTED WETLANDS AND BUFFERS OUTSIDE OF THE PBC AREA ARE NOT INCLUDED IN THIS AMENITIES PLAN

NORTH

NAS South Weymouth

Figure C: Amenity Plan

7 March, 2005

architecture
interiors
planning
graphic design