

Zoning Compliance Narrative

This section briefly describes how the Applicant has fulfilled the various submission requirements as described in Article 5 - Special Permits, Special Permits with Site Plan Review, Site Plan Approval and Variances and Article 6 – Establishment of Zoning Districts of the Somerville Zoning Ordinance adopted March 23, 1990 and amended through February 25, 2016, as reflected on the City of Somerville website, as well as the approval conditions of the Planned Unit Development (PUD) Preliminary Master Plan, dated December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014.

ARTICLE 5: SPECIAL PERMITS, SPECIAL PERMITS WITH SITE PLAN REVIEW, SITE PLAN APPROVAL AND VARIANCES

5.2.3.1 Name, addresses, and telephone numbers of the applicant, the owner, if other than the applicant, and other agents for the applicant, such as the architect, engineer and/or attorney and the name and address of the proposed project:

Applicant/Owner:

SRI Assembly Row B8, LLC.
1626 East Jefferson Street
Rockville, MD 10852
tel: (301) 998-8100
contact: Don Briggs

Applicant's Engineer:

Vanasse Hangen Brustlin, Inc.
101 Walnut Street
Watertown, MA 02471
tel: (617) 924-1770
contact: Dale Horsman, P.E.

Applicant's Architect:

Stantec.
311 Summer Street
Boston, MA 02210
tel: (617) 234-3100
contact: Jim Gray

Applicant's Attorney:

Nutter McClennen & Fish LLP
155 Seaport Boulevard

Boston, MA 022110
tel: (617) 439-2204
contact: Robert A. Fishman Esq.

5.2.3.2 Plot plan certified by land surveyor indicating total land area, boundaries, angles and dimensions of the site and a north arrow:

The Layout and Materials Plan, certified by Dale Horsman, PE, depicts boundaries, angles and dimensions for the proposed Block 8 project area (the "Site").

5.2.3.3 Scaled site plan(s) certified by a registered land surveyor, architect, landscape architect or engineer showing:

a) Present and proposed use of the existing land and existing buildings, if any:

The use of the proposed Block 8 project (the "Project") is anticipated to include ground floor retail/restaurant and upper floor residential. The proposed Block 8 building and its associated site improvements, are shown on the Overall Site Plan, Layout and Materials Plan, Grading and Drainage Plan, and the Utility Plan, all certified by Dale Horsman, PE. Building elevations are shown on Elevations prepared by Stantec.

b) Dimensions of existing and proposed building(s) or other structures including height, setback(s) from property lines and total square footages of all floors:

The proposed Block 8 footprint is shown on the Layout and Materials Plan. The total gross square footage is approximately 709,300 square feet (525,300 square feet not including parking). The proposed Block 8 building height is 244'-0" to top of the residential roof. A Zoning Summary chart listing the required and provided dimensional requirements is located on the Layout and Materials Plan.

c) Locations and dimensions of any easements and public or private rights of way, or other burdens, existing and proposed:

The existing easements and rights of way are shown on the Existing Conditions Plan of Land.

d) at-grade parking and loading areas showing number, location, and dimensions of the parking and loading spaces, driveways, access and sidewalks:

The proposed Block 8 building includes the construction of 500 structured garage parking spaces within the building. The Project will include 11 accessible spaces, 2 van accessible spaces, and 171 bicycle spaces for bicycle parking. 167 of the bicycle spaces will be provided within the parking garage. The loading area for the proposed Block 8, accessed from Great River Road, is situated within the building and will contain three loading spaces. Standard parking spaces will be 9-feet by 18-feet, standard accessible parking spaces will be 13-feet by 18-feet, and van accessible space will be 16-feet by 18-feet. Drive aisles within the garage will be 24-feet wide.

Access to the proposed Block 8 building is provided via Revolution Drive along the south side of the building, Great River Road along the east side of the building, adjacent to the proposed driveway on the south side of the building, and Assembly Row on the West side of the building. Details regarding sidewalks surrounding the proposed Block 8 building will be provided in a future submission for city review.

5.2.3.4 A brief written description of the proposed project, such as proposed construction or demolition, all uses, which the project is intended to serve, expected number of employees and/or occupants and methods and hours of operation, as applicable:

The proposed Block 8 project consists of high-rise apartments, low-rise apartments over retail,

and a multi-story parking garage. Construction types include steel and concrete plank construction, wood construction over a steel podium, and precast concrete at the garage. There is a mechanical penthouse on the tower roof with equipment screening.

Access to the structured parking garage is off of Revolution Drive and Great River Road. Access to the residential space through the garage will be provided in a central core elevator/stairs.

Pedestrian access to the retail and residential units are provided along Revolution Drive, Foley Street, Great River Road, and Assembly Row.

Loading and servicing is located in the back of house via the parking garage entrances. Trash is in the middle of the first-floor parking behind the western retail space.

The proposed building will create approximately 195 jobs. The apartments will be open 24/7.

Details about ground floor uses will be provided in a future submission for city review. Hours of operation for the ground floor uses will be determined based on tenant selection which is unknown at the moment.

5.2.3.5 The total floor area and ground coverage ratio of each proposed building and structure:

Dimensional requirements and site conditions are summarized in the Zoning Summary Chart on the Layout and Materials Plan. The total net floor area of the proposed Block 8 building, is approximately 709,300 square feet, including parking. The project area is approximately 98,999 square feet, resulting in a Floor to Area Ratio (FAR) of up to 7.16, well below the maximum allowed FAR of 10.0.

Open Space and Usable Open Space requirements within the Assembly Square Mixed Use District are 25% and 12.5% respectively. The Preliminary Master Plan approved by the Planning Board on December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014, provides that the Open Space and Usable Open Space requirements may be met in the aggregate over the entire PUD area without each individual parcel being required to meet the otherwise applicable standards. In order to arrange the Open Space and Usable Open Space in the most appropriate way, some parcels within the PUD area may exceed the open space requirements, while others may, within their individual property lines, contain less than the otherwise prescribed open space area. The Master Plan strives to locate the open space in proximity to the water and in aggregated areas that provide connection from the development to the water. As such, the majority of the open space within the PUD is located closer to the water.

The total land area within the Master Plan is approximately 2.67 million square feet. The proposed configuration of the full-build Block 8 building was anticipated at the time of the last PUD Amendment. As a result, the amount of Open Space and Usable Open Space within the Master Plan has increased from the previously reviewed PUD at 28.4%, and the Usable Open Space at 22.0%.

The total area of the proposed Block 8 building project area is approximately 98,999 square feet. The area of Open Space on the full-build Block 8 building site is anticipated to be approximately 12,001 square feet. The area of Usable Open Space on the full-build Block 8 building site is anticipated to be approximately 7,610 square feet. Therefore, Open Space is 12.1% of the total proposed Block 8 building project area and Usable Open Space is 7.6% of the total proposed Site.

5.2.3.6 Front, side and rear elevations:

Elevations of the front, side and rear of the Project are shown on the Elevations plans.

5.2.3.7 Existing and proposed contour elevations in two foot increments:

The existing ground elevations are shown in one-foot contour intervals on the Existing

Conditions Plan of Land. The project area is generally flat with elevations ranging from 11 feet to 14 feet and is at the same relative elevation as the surrounding area.

The proposed project area grading is shown on the Grading, Drainage and Erosion Control plan by spot grades. The proposed site elevations range from elevation 11.25 feet to 14.0 feet with the average elevation of the Site being between elevations 12.0 feet to 14.0 feet.

5.2.3.8 Provisions for vehicular and pedestrian circulation:

Pedestrian sidewalks of varying widths will run along the perimeter of the Site connecting points along Revolution Drive, Assembly Row, Foley Street, and Great River Road. Review of plans of proposed sidewalks around the proposed Block 8 building will occur in a future submission to the city.

5.2.3.9 Color, materials, and exterior features of proposed structures:

The materials for Block 8 vary between the low-rise, tower, and garage. The low-rise component consists of brick masonry with metal cornices and decorative accents. The high-rise is clad in precast and metal panels. The garage is precast concrete with decorative and advertising banners.

Retail facades are designed to be variable, pending tenant selection and will be comprised of curtain-wall glass systems, signage and canopies where needed.

5.2.3.10 Landscaping and screening, including trees, stones, walls, fences and other features to be retained and removed as well as color, size and type of landscape surface materials:

The proposed lot area is currently a construction staging and material storage area. In the full-build condition, the Block 8 building will be laid out along the lot line. The Project will include landscaping in the form of street trees and raised planting beds. Parking and service areas will be entirely within the proposed building, screening of such elements from the public way will be achieved.

5.2.3.11 Measures taken to preserve and protect natural resources:

There are no unspoiled natural resources located within the Site. Remediation of several current Brownfield areas by virtue of this Project is a clear environmental benefit of the Project. In addition, the Applicant has taken LEED under consideration by completing and submitting a LEED checklist. See attached LEED checklist.

5.2.3.12 Outdoor lighting, including location and intensity of lighting facilities:

Outdoor lighting associated with the Project is proposed as street lighting along the four perimeter streets and lighting the exterior of the building facade. Details of street lighting were approved in a previous submission to the city staff. Lighting along the exterior of the building façade will include wall wash lighting elements strategically placed for a variety of functions such as to accent key monument features, cornices, entries, walkways and loading and service areas.

5.2.3.13 Dimensions and locations of signs, proposed and existing:

There is no existing signage within the project area.

Location and approximate dimensions of proposed signage is depicted on the signage elevation plans. Signage is proposed at the entries of the residential lobbies and the parking garage. The Applicant is seeking a Special Permit for Signage for a waiver to allow for an increased banner height and parking garage screening signage above finished grade as well as to allow for signage on upper levels along the Great River Road façade facing the MBTA Orange Line. Parking garage signage will comply with Section 12.5.1 Parking Garage Signage.

5.2.3.14 Location and significance of historic structures:

Based on a Historical Survey conducted by Vanasse Hangen Brustlin in 2005, no properties included in the State or National Registers of Historic Places are located within the Project limits.

5.2.3.15 Method of handling solid waste disposal, and screening of disposal facilities:

Solid waste disposal will be handled by licensed private contractors, presenting no additional burden to the City. Disposal facilities (dumpsters and compactors) will be located within the proposed building and screened from public view.

5.2.3.16 Description and location of all proposed mechanical and electrical system components including exhaust and ventilation system, transformers and satellite dishes:

The electrical transformer will be located in an enclosed vault within the 1st floor of the building.

Most of the mechanical equipment such as air handlers, energy recovery units, generators, exhaust fans and cooling towers, will be located on rooftops and mostly screened.

Service areas are interior to the building.

5.2.3.17 Locations of and adequacy of existing and proposed on-site public utilities, facilities, and conditions (water, sewerage, and drainage), showing size and direction of flows:

The existing utilities are shown on the Existing Conditions Plan of Land. The proposed utilities and drainage systems for the Project are shown on the Grading, Drainage and Erosion Control Plan and on the Utility Plan. The utility infrastructure improvements (water, sewer, drainage) within Revolution Drive, Assembly Row, Great River Road, and Foley Street have been designed to accommodate the full build out of the Master Plan and have been constructed under previous local and state approvals. The constructed utility infrastructure is sufficient to service the proposed Block 8 building. The design information for utilities is contained in the "Utility Design & Management" section of this application.

5.2.3.18 Demolition and construction procedures including impact mitigation measures; an estimate of the time period required for the completion of the development:

The Project does not involve any building demolition. The estimated completion date for the project is Fall 2018.

5.2.3.19 A traffic study including estimated peak hour traffic volumes generated by the proposed use in relation to existing volumes and projected future conditions or, if the project is 25,000 square feet or more, a traffic impact analysis which is prepared by a professional traffic engineer:

This application contains a section titled "Transportation". Multiple traffic studies previously prepared by VHB for the Assembly Square Mixed-Use Redevelopment project all were conducted assuming development scenarios for Block 8 that are entirely consistent with that currently proposed. This includes the recently prepared 2014 Traffic Impact and Access Study for the nearby Block 11A development. That evaluation contained analysis of the full build-out of the Assembly Square Mixed-Use Redevelopment, including the current Block 8 proposal, which considered changes planned in conjunction with the Block 11A development at key locations on Grand Union Boulevard. Accordingly, in the absence of any notable changes to the development proposal, trip generation or surrounding transportation network an updated traffic analysis should not be required beyond that presented in the Transportation section. With the Block 8 trip generation being consistent with previous proposals, trip distribution remaining unchanged, and the completion of nearby roadway improvements associated with the overall Assembly Square Mixed-Use Redevelopment project, the Block 8 development should not significantly impact traffic conditions in the area. The new MBTA Orange Line Station project approximately adjacent Block 8 opened in September 2014. This will help to further reduce the burden on the

roadway network by providing an alternative to visitors wishing to visit Block 8 and the surrounding new development area without having to drive.

5.2.3.20 General summary of existing and proposed easements or other burdens now existing or to be placed on the property:

The existing easements and rights of way are shown on the Existing Conditions Plan of Land and the Layout and Materials plan.

5.2.3.21 Wetlands, ponds, and surface water bodies, as defined under the Wetlands Protection Act, M.G.L. chapter 131, Section 40, and rules promulgated there under, 310 C.M.R. 10.00:

Existing resource areas are shown on the Existing Conditions Plan of Land. There are no wetlands or lands subject to flooding on the project area.

5.2.3.22 Photographs of at least eight (8) by ten (10) inches, showing the development site and surrounding parcels:

Site photographs showing current conditions are included in the application booklet showing the site from the northerly, easterly, southerly and westerly directions and the surrounding uses.

5.2.3.23 Names and addresses of all property owners within three hundred (300) feet of the site boundaries:

A check requesting a copy of the Certified Abutter's list from Somerville is included with the application.

ARTICLE 6: ESTABLISHMENT OF ZONING DISTRICTS

6.4.7. A.1 Transportation Analysis. All new developments shall conform to the requirements set forth in any Transportation Study, subject to the approval of the SPGA.

As noted in section 5.2.3.19, the Transportation section included with the current application considers the traffic impacts associated with the Project. The findings of the analysis are that the Block 8 residential and retail/restaurant uses will generate traffic volumes that are consistent with those anticipated for this area to date. The recently completed roadway improvements throughout Assembly Square will be more than adequate to accommodate the expected traffic impacts associated with the project without the need for further mitigation.

6.4.7. A.2 Parking Requirements. Developments shall meet the parking requirements set forth in Section 9.15.

Section 9.15, Bicycle Access and Parking, requires that 171 bicycle parking spaces be provided on the site. A portion of the bicycle parking will be located near the retail entrances for short term use. The remainder of the bicycle parking will be located in the parking garage easily accessible by apartment tenants for long term use.

Section 9.16 of the Somerville Zoning Ordinance requires that at least 500 parking spaces for residential uses within the proposed Block 8 building. The applicant is proposing a shared parking approach in the mixed-use development area for the 36 parking spaces are required for the retail/ restaurant uses. The parking spaces required will be supplied by adjacent street parking on Assembly Row and adjacent parking garages.

6.4.7. A.3 Landscaping Requirements. Developments shall conform to the applicable landscaping requirements set forth in Article 10. Open spaces shall be contiguous to the extent practical, in the opinion of the SPGA.

The Block 8 building was laid out along the lot line. The Project will include landscaping in the form of street trees and raised planting beds conforming to the requirements set forth in Article 10. The landscaping and sidewalk design will be submitted in a future submission for city review.

6.4.7. A.4 Pedestrian Connections. Continuous pedestrian connections shall be supported between all major points of pedestrian activity on the Development Site, including, but not limited to, connections to the Mystic River waterfront, connections to all public and private ways abutting the Development Site, and any transit stops. Developments shall support improved access between the ASMD and the Ten Hills and East Broadway neighborhoods by means of sidewalk connections, crosswalks, landscaping, traffic signalization and traffic calming methods as appropriate...

The proposed design includes ground floor retail or restaurant on the Revolution Drive, Assembly Row and Foley Street sides of the building and will allow for pedestrian access to retail spaces as well as the structured parking. All four sides of the building will have continuous pedestrian connections originating from Grand Union Boulevard and the Mystic River Reservation into the Assembly Square District area. Streetscape and sidewalk elements along the four streets will be reviewed in a future submission for city review.

6.4.7. B Design Guidelines. In reviewing a Development of more than 10,000 square feet, the SPGA/DRC shall consider the following design guidelines. These guidelines are intended to serve as a general basis for the SPGA and Applicant alike to discuss the design merits of a Development, but are not intended to inhibit design creativity when the application otherwise conforms to all other substantive review criteria. These guidelines are not intended to discourage innovative architectural design solutions. Rather, they provide general standards for the massing, siting and articulation of Buildings for developers and architects to work from. They also provide parameters for dialogue between the Applicant and SPGA on design issues for Developments. These Guidelines are intended to supersede the guidelines set forth in Section 5.2.4. It is understood that existing Buildings and Structures will not be able to comply with all of the following Guidelines:

6.4.7. B.1 Street and Sidewalk Design. Street and sidewalk design shall be based on the Assembly Square Public Realm Design Guidelines and applicable engineering standards, provided that any street shown in such Guidelines as running through an existing Building is not required to be constructed until such Building is demolished.

The Project does not include construction of any new streets. It will include sidewalk construction. Details regarding new sidewalks surrounding the proposed Block 8 building will be included in a future submission for city review.

6.4.7. B.2 Building Design. Buildings shall be designed to the highest architectural standards and shall be sited appropriately on the Lot. Specifically, all construction shall:

6.4.7. B.2.a Be located to create a presence on existing street edges or along major internal circulation routes. Maximum building setbacks of five feet shall be encouraged, except in special circumstances, where greater setbacks would enhance the pedestrian-friendly experience of the ASMD, such as dedicated open space. Buildings shall be located to reinforce both existing and future circulation patterns that may serve more than one Site:

The proposed Block 8 project consists of a high-rise apartment building along Great River Road, as well as low-rise apartment buildings and retail storefront along Foley Street, Assembly Row and Revolution Drive. Maximum setback of 5 feet is provided along all major pedestrian walks to hold existing street edges. Retail storefronts are located in close proximity to other retails and open spaces in the development to support the overall activities of the streetscape.

- 6.4.7. B.2.b Create interesting entrance areas that are visible and directly accessible from major public access points, streets and circulation patterns. Extensive areas of glass and window, providing visual access to interior uses, shall be part of all street facades and will accompany building entrances. Multiple and frequent entrances oriented to streets are encouraged. Building entrances shall be clearly defined, through the use of elements such as canopies, porticos, overhangs, peaked roof forms, arches. Entries set back from the street shall have outdoor patios, tile work, moldings, integral planters or wing walls with landscaped areas, or places for sitting:**

The apartments have two pedestrian entrances. The tower apartments can be accessed from the lobby on Foley Street, adjacent to the MBTA head house, and directly across the street from the secondary apartment entrance of Block. The low-rise apartments can be access from lobby on Assembly Row close to Foley Street, one of the most active thoroughfares of the development. Both entrances will be highly visible, accentuated by building massing, transparent materials, entrance canopies and signage. Aside from residential lobby entrances, Foley St, Assembly Row and a large portion of Revolution Drive are lined with retail storefront windows.

- 6.4.7. B.2.c Clearly define the pattern of bays, rhythms, and dimensions to create continuous visual interest and variety in the design of all faces:**

The low-rise apartment building is divided into multiple massing blocks to create a variety of façade expressions. The architecture on the two Assembly Row street corners is emphasized with strong vertical rhythms, intricate brick details, and large window openings. The Street walls are further broken up into smaller segments using setbacks and changes in façade materials. Human-scale elements, including Juliette balconies, setback terraces, and graphic banners are created an intimate but lively mixed-use environment. Massing of the tower is placed along Great River Rd to maintain the pedestrian scale of Assembly Row. The scale of the tower is further broken down into smaller segments with different roof heights to create interest in the skyline.

- 6.4.7. B.2.d Break down the overall scale of development to respond to the pedestrian-scale use of Open Space:**

The low-rise apartment building is divided into multiple massing blocks to create a variety of façade expressions. The architecture on the two Assembly Row street corners is emphasized with strong vertical rhythms, intricate brick details, and large window openings. The Street walls are further broken up into smaller segments using setbacks and changes in façade materials. Human-scale elements, including Juliette balconies, setback terraces, and graphic banners are created an intimate but lively mixed-use environment. Massing of the tower is placed along Great River Rd to maintain the pedestrian scale of Assembly Row. The scale of the tower is further broken down into smaller segments with different roof heights to create interest in the skyline.

- 6.4.7. B.2.e Use materials and colors consistent with traditional Buildings in the area with historic merit:**

The material palette of Block 8 consists of brick, metal panel, fiber cement panel, and curtain wall system on the low-rise. On the tower, the materials include precast concrete, metal panel and curtain wall system. Both buildings employ the same warm, neutral and light color palettes.

- 6.4.7. B.2.f Locate building equipment and service areas away from Public Ways or major interior circulation routes and provide screening. Enclose all storage of inventory unless it is completely screened from public view with architectural elements meeting these guidelines:**

All mechanical and service access locations are tucked away from major pedestrian ways, and these areas are masked with garage doors. Large roof top mechanical equipment is screened, and smaller equipment is placed far away from the edge of the building edges to avoid sightline from streets.

6.4.7. B.2.g Show preference for vertical integration of uses. Developments shall ensure that development patterns provide active uses on the Ground Floor that take advantage of the waterfront views and open spaces, and that add presence to public Ways and sidewalks:

The apartments have two pedestrian entrances. The tower apartments can be accessed from the lobby on Foley Street, adjacent to the MBTA head house, and directly across the street from the secondary apartment entrance of Block. The low rise apartments can be access from lobby on Assembly Row close to Foley Street, one of the most active thoroughfares of the development. Both entrances will be highly visible, accentuated by building massing, transparent materials, entrance canopies and signage. Aside from residential lobby entrances, Foley St, Assembly Row and a large portion of Revolution Drive are lined with retail storefront windows.

The low-rise apartment building is divided into multiple massing blocks to create a variety of façade expressions. The architecture on the two Assembly Row street corners is emphasized with strong vertical rhythms, intricate brick details, and large window openings. The Street walls are further broken up into smaller segments using setbacks and changes in façade materials. Human-scale elements, including Juliette balconies, setback terraces, and graphic banners are created an intimate but lively mixed-use environment. Massing of the tower is placed along Great River Rd to maintain the pedestrian scale of Assembly Row. The scale of the tower is further broken down into smaller segments with different roof heights to create interest in the skyline.

6.4.7. B.2.h Not have any uninterrupted or unfenestrated length of its façade exceeding thirty-five (35) horizontal feet. Facades greater than one hundred (100) feet in length, measured horizontally, shall incorporate wall plane projections or recesses having a depth of at least three (3) percent of the length of the façade and extending at least twenty (20) percent of the length of the façade; and

The low-rise apartment building is divided into multiple massing blocks to create a variety of façade expressions. The architecture on the two Assembly Row street corners is emphasized with strong vertical rhythms, intricate brick details, and large window openings. The Street walls are further broken up into smaller segments using setbacks and changes in façade materials. Human-scale elements, including Juliette balconies, setback terraces, and graphic banners are created an intimate but lively mixed-use environment. Massing of the tower is placed along Great River Rd to maintain the pedestrian scale of Assembly Row. The scale of the tower is further broken down into smaller segments with different roof heights to create interest in the skyline.

6.4.7. B.2.i Have windows providing visual access to the interior space, arcades, display windows, entry areas, awnings, or other such features no less than seventy (70) percent of their horizontal length on all Ground Floor facades that face Public Ways or the Mystic River. Forty percent (40%) of this activated façade area on the Ground Floor of Building walls along primary and secondary streets shall consist of windows or doors meant for public entry and exit.

The apartments have two pedestrian entrances. The tower apartments can be accessed from the lobby on Foley Street, adjacent to the MBTA head house, and directly across the street from the secondary apartment entrance of Block. The low-rise apartments can be access from lobby on Assembly Row close to Foley Street, one of the most active thoroughfares of the development. Both entrances will be highly visible, accentuated by building massing, transparent materials, entrance canopies and signage. Aside from residential lobby entrances, Foley St, Assembly Row and a large portion of Revolution Drive are lined with retail storefront windows.

The low-rise apartment building is divided into multiple massing blocks to create a variety of façade expressions. The architecture on the two Assembly Row street corners is emphasized with strong vertical rhythms, intricate brick details, and large window openings. The Street walls are further broken up into smaller segments using setbacks and changes in façade materials. Human-scale elements, including Juliette balconies, setback terraces, and graphic banners are created an intimate but lively mixed-use environment. Massing of the tower is placed along Great River Rd to maintain the pedestrian scale of Assembly Row. The scale of the tower is further broken down into smaller segments with different roof heights to create interest in the skyline.

6.4.7. B.3 Parking Lot Design.

Refer to Section 9.15 for parking requirements. Parking lots shall avoid large expanses that are unbroken by Buildings or substantial landscaped Open space, as set forth in Section 10.4 of this Ordinance.

The Project does not propose any surface parking lots. All parking spaces located on the Site are located within an enclosed parking garage.

6.4.7. B.4 Open Space.

6.4.7. B.4.a Landscaping strips required in parking areas (Article 10) shall not apply to Usable Open Space calculations.

The Project does not propose any surface parking, therefore there are no landscaping strips.

6.4.7. B.4.b Developments are encouraged to make significant contributions to Open Space along the Mystic River adjacent to the ASMD. These contributions shall be designed and developed with special attention to the provision of wildlife habitat and contiguous migration corridors, and to help reduce the level of stormwater runoff into the Mystic River.

The PUD Preliminary Master Plan approved on December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014 identifies areas within the master plan area that are significant areas of open space adjacent to the Mystic River. Those parks and open space adjacent to the Mystic River have been designed and constructed in coordination with the Massachusetts Department of Conservation and Recreation (DCR) and in conjunction with phases of the development that are adjacent to them so that the design is cohesive with the adjoining uses

6.4.7. B.5 Efficiency of Design.

All Developments within the ASMD in excess of 10,000 square feet shall be required to complete a Leadership in Energy & environmental Design (LEED) worksheet and submit the worksheet to the SPGA with permit application materials. This worksheet shall be considered in evaluating whether a proposed Development meets the applicable standards set forth elsewhere in this Ordinance. However, consistency with the LEED standards shall not be a factor in whether or not to permit a Development.

The Applicant completed a LEED worksheet and included the worksheet in the application booklet. The LEED worksheet reflects current design assumptions and may be revised slightly as design progresses.

6.4.7. B.6 Contributions.

Contributions for Infrastructure and Open Space related to a Development made by an Applicant to the City or its constituent agencies in other agreements or permits shall be credited by the SPGA toward any applicable requirements hereunder for a Special Permit.

As part of the PUD-PMP Approval for the overall project, the Proponent and its development partners have committed to make significant contributions to the City and to the Commonwealth for infrastructure and open space related to the Project and the overall development of the Assembly Square area.

To date, the following contributions have been paid to the City:

- \$1 million for design and construction of Trum Field, Hodgkins-Curtin Park, Harris Playground, Grimmons Playground, North Street Playground, Central Hill Playground, or other municipal purposes, upon execution of an Amended and Restated Assembly Square Development Covenant By and Between Federal Realty Investment Trust, IKEA Property, Inc., City of Somerville, and Somerville Redevelopment Authority and a Master Land Disposition Agreement By and

Between Somerville Redevelopment Authority and Federal Realty Investment Trust.

- \$1 million for municipal purposes, upon receipt of a fully vested Certificate of Occupancy for the Assembly Square Marketplace.
- \$250,000 for the study, design and implementation of circulation improvements within and/or affecting Assembly Square area.
- \$250,000 for design and construction of improvements to that portion of the Department of Conservation and Recreation park along the Mystic River abutting the development area.
- \$250,000 for the Somerville Affordable Housing Trust Fund.
- \$100,000 to study the feasibility of a new MBTA Orange Line station at Assembly Square.
- \$100,000 for construction of pedestrian walkways to mitigate traffic in the Assembly Square area.
- \$100,000 to study the feasibility of a Rt. 28 pedestrian crossing/undercarriage.
- \$75,000 for public art to be installed on the Mystic River park.
- \$50,000 for East Somerville neighborhood improvements.
- \$50,000 for Ward 4 neighborhood improvements.
- \$30,000 for the repair of a traffic signal at the intersection Foley St. and Middlesex Ave.
- IKEA contributed \$1 million for municipal purposes upon issuance of a fully vested Special Permit with Site Plan Review – A for the IKEA store.
- IKEA contributed \$100,000 for traffic mitigation and improvements on and near lower Broadway upon issuance of a fully vested Special Permit with Site Plan Review – A for the IKEA store.
- The Owner will contribute \$1 million for municipal purposes upon securing all necessary approvals, authorizations and appropriations for funding pursuant to certain public infrastructure financing programs.
- The Owner will contribute \$600,000 for municipal purposes upon issuance of a building permit for any building that is part of the PUD Preliminary Master Plan, excluding the IKEA store and the Assembly Square Marketplace.

Furthermore, the Proponent has paid \$15 million for the design and construction of the new MBTA Orange Line station at Assembly Square.

The Owner provided \$100,000 to the City for the design of a new Mystic River pedestrian/bicycle connection underneath Route 28 connecting Assembly Square and the Ten Hills neighborhood and funded its construction as part of an up to \$2 million commitment to pedestrian/bicycle/riverfront park enhancements on DCR land. The design, permitting and construction of the walkway are the responsibilities of the City of Somerville and the DCR.

6.4.7. B.7 Loading Spaces.

To the extent possible, loading spaces shall be located away from major Public Ways, the Mystic River and other highly visible locations. Every effort shall be made to incorporate creative design to reduce the negative visual impacts of the Loading space.

Loading spaces proposed for the Block 8 building are located within the building and not visible from major Public ways. As such, negative visual impacts from the loading are not anticipated.

6.4.8 Development Standards and Design Guidelines for Large Developments

A Large Development in the ASMD shall be regulated as a Planned Unit Development-A (PUD), and the procedures for such Large Development shall be those set forth in Article 16, as augmented by this Subsection. No Large Development shall be permitted in the ASMD under any other provision of this Ordinance except those qualifying for the Priority Development Process. Priority Permitted Uses are not subject to this Section 6.4.8.

The development standards and design guidelines for Large Developments shall be as set forth in this Section 6.4.8. In addition to the submission requirements of Article 16, all applicants for Large Developments must also provide the Special Permit Granting

Authority (SPGS) or its designee with the additional submissions listed below in order for any application for the PUD-A Master Plan to be considered complete. Large Developments, which do not qualify as Priority Permitted Uses but are submitted as part of a Priority Development Process, shall also conform to the standards and guidelines set forth in this Section 6.4.8 even though they are not required to be regulated as a PUD-A.

6.4.8. A Traffic Access and Impact Study, including a Transportation Demand Management Plan.

This application contains a section titled “Transportation”. Multiple traffic studies previously prepared by VHB for the Assembly Square Mixed-Use Redevelopment project all were conducted assuming development scenarios for Block 8 that are entirely consistent with that currently proposed. This includes the recently prepared 2014 Traffic Impact and Access Study for the nearby Block 11A development. That evaluation contained analysis of the full build-out of the Assembly Square Mixed-Use Redevelopment, including the current Block 8 proposal, which considered changes planned in conjunction with the Block 11A development at key locations on Grand Union Boulevard. Accordingly, in the absence of any notable changes to the development proposal, trip generation or surrounding transportation network an updated traffic analysis should not be required beyond that presented in the Transportation section. With the Block 8 trip generation being consistent with previous proposals, trip distribution remaining unchanged, and the completion of nearby roadway improvements associated with the overall Assembly Square Mixed-Use Redevelopment project, the Block 8 development should not significantly impact traffic conditions in the area. The new MBTA Orange Line Station opened in September 2014 and should help to further reduce the burden on the roadway network by providing an alternative to visitors wishing to visit Block 8 and the surrounding new development area without having to drive. The study also noted the availability of general Transportation Demand Management (TDM) measures that will be implemented to minimize or lessen the impact of vehicular traffic to an area. Most of the typically benefits associated with a TDM should already inherently be provided at Block 8 due to the mixed-use, transit-oriented environment in which the Project will be located. The provision of on-site bicycle parking spaces, pedestrian walkways and proximity to public transportation all should help minimize the need for vehicular travel. Combined with other planned bike accommodations within the roadways in and around Assembly Square these measures will help to promote bicycle travel to and from the site. The proximity of Block 8 to the new MBTA Orange Line Station and to existing bus routes along will help to promote non-vehicular travel to and from the site.

6.4.8. B Model. A conceptual three-dimensional scale model of the Master Plan at 20 scale or alternative scale acceptable to the SPGA or its designee. If the proposed development in its entirety consists of no more than one building, the SPGA or its designee has the option of waiving this requirement.

The Assembly Square Development has already created a conceptual three-dimensional scale model, which can be found within the development. Photos of the conceptual model are included in the application.

6.4.8. C Urban Block Plan. The PUD Preliminary Master Plan should reflect a future street grid orientation substantially in conformity with the ASD Plan, and outline street blocks substantially consistent with the average street blocks in the City of Somerville (3.5 acres without streets, 4.5 acres to the middle of streets).

The PUD Preliminary Master Plan does reflect a street grid orientation substantially in conformity with the ASD Plan. The Site is consistent with other constructed buildings within the street grid. The project area on which the Project sits is the minimum size capable of fitting the building footprint given its shape constraints.

6.4.8. D Development Standards. Except for Priority Permitted Uses, all Large Developments shall meet the development standards set forth above in Section 6.4.7.A for Developments, as well as consider the design guidelines set forth above in Section 6.4.7.B. In addition, Large Developments shall be consistent with the following additional standards.

6.4.8. D.1.a, b, c Result in a net reduction in level of service of intersections equivalent to one full letter grade; result in an increase of 10 seconds of delay to a signalized or unsignalized intersection to level-of-service C or lower; or result in a net increase in traffic volumes of 10% or more at an intersection that has an accident history of more than 5 accidents in the last three years for which data is available.

The Transportation narrative provided as part of this application summarizes the potential traffic impacts associated with the proposed Block 8 building. As noted in that section the trip generation for Block 8 is expected to be comparable to that which was estimated during the original PUD approval process. Other prior traffic studies, including the recent 2014 evaluation for the nearby Block 11A development, all were conducted assuming similar trip generation levels for Block 8. With no notable changes to the Block 8 trip generation and trip distribution, and the implementation of the recent roadway improvements throughout Assembly Square, the Block 8 development should not significantly impact traffic conditions in the area. The new MBTA Assembly Square Orange Line Station opened in September 2014 and should help to further reduce the burden on the roadway network by providing an alternative to visitors wishing to visit Block 8 and the surrounding new development area without having to drive. Accordingly, the vastly improved transportation infrastructure that will be available for Block 8 will readily be able to accommodate the traffic generated by the Project, as well as the other planned uses as part of the overall PUD project area. In the absence of any notable changes to the development proposal, trip generation or surrounding transportation network an updated traffic analysis should not be required beyond that presented in the Transportation section.

6.4.8. D.2 Large Retail Projects. Any Large Development in which any single Retail Use is more than 50,000 square feet of gross floor area shall also be deemed a Large Retail Project, except for those Developments qualifying as Priority Permitted Uses, and shall be subject to the following additional standards:

6.4.8. D.2.a Non retail Component. No Large Retail Project, as defined above, shall be permitted in the ASMD unless permitted as part of a PUDA which includes 1.5 net square feet of non retail uses for every square foot over 50,000 net square feet of Retail Use in the Large Retail Project. For example, a PUD-A with 100,000 square feet of Retail use must also include at least 75,000 square feet of non retail uses.

Details regarding design of ground floor retail uses will be included in a future submission for city review.

6.4.8. D.2.b Ground Level Retail Size Cap. In a Large Retail Project, not more than 50,000 square feet of Gross Floor Area of any single Retail Use shall be located on the Ground Floor of any Building included in the PUD-A.

The proposed Block 8 building does not contain a Large Retail Project.

6.4.8. D.3 Landscaping. A minimum of fifty percent of the Landscaped Area in a new Large Development shall be Usable Open Space. The SPGA shall have final discretion in deciding if land constitutes Open Space for the purposes of determining whether this requirement has been met. The Open Space requirement may be met with land that is part of the Large Development, or with land that is outside of the Large Development area but is located within the ASMD that was not already Usable Open Space, provided that the conditions of paragraph 2 of Section 16.6.1 of the Ordinance relating to public dedication of such usable Open Space are met.

Open Space and Usable Open Space requirements within the Assembly Square Mixed Use District are 25% and 12.5% respectively. The Preliminary Master Plan approved by the Planning Board on December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014, provides that the Open Space and Usable Open Space requirements may be met in the aggregate over the entire PUD area without each individual parcel being required to meet the otherwise applicable standards. In order to arrange the Open Space and Usable Open Space in the most appropriate way, some parcels within the PUD area may exceed the open space requirements,

while others may, within their individual property lines, contain less than the otherwise prescribed open space area. The Master Plan strives to locate the open space in proximity to the water and in aggregated areas that provide connection from the development to the water. As such, the majority of the open space within the PUD is located closer to the water.

The total land area within the Master Plan is approximately 2.67 million square feet. The proposed configuration of the full-build Block 8 building was anticipated at the time of the last PUD Amendment. As a result, the amount of Open Space and Usable Open Space within the Master Plan has increased from the previously reviewed PUD at 28.4%, and the Usable Open Space at 22.1%.

The total area of the proposed Block 8 building project area is approximately 98,999 square feet. The area of Open Space on the full-build Block 8 building site is anticipated to be approximately 12,001 square feet. The area of Usable Open Space on the full-build Block 8 building site is anticipated to be approximately 7,609 square feet. Therefore, Open Space is 12.1% of the total proposed Block 8 building project area and Usable Open Space is 7.7% of the total proposed Site.

6.4.8. E Design Guidelines. In addition to the design guidelines set forth in Section 6.4.7 for Developments, the SPGA shall also consider the following additional guidelines in their review of Large Developments as part of a PUD-A or as part of a Priority Development Process to the extent such Large Developments are not Priority Permitted Uses. These guidelines augment Article 16 guidelines. These guidelines are intended to serve as a general basis for the SPGA and Applicant alike to discuss the design merits of a Development, but are not intended to inhibit design creativity when the application otherwise conforms to all other substantive review criteria. These guidelines are not intended to discourage innovative architectural design solutions. Rather, they provide general standards for the massing, siting and articulation of Buildings for developers and architects to work from. They also provide parameters for dialogue between the Applicant and SPGA on design issues:

6.4.8. E.1 Structured Parking. Due to the size and scope of Large Developments, every effort shall be made to provide as much parking as possible underground and/or in structures. Refer to Section 9.15 for parking requirements.

All vehicular parking at Block 8 is located within the 7 story parking garage. Storage for a the 171 bicycles are located within the garage. Additional bicycle racks may be distributed on site around the perimeter of the retail areas. The Client will coordinate with the City the locations of these perimeter located bicycle racks at a later date.

ARTICLE 13: INCLUSIONARY HOUSING

13.3.1 Implementation Plan. Those developers seeking special permits with site plan review for projects subject to compliance with this Article shall submit a full, written proposal of the methods to be used in providing affordable dwelling units that conform with all requirements herein.

The Applicant has met with representatives from the Somerville Office of Housing and Community Development and drafted an Inclusionary Housing Implementation Plan (included in this Application) that, with the exception of the waivers request described below, complies with the applicable requirements of Article 13 of the zoning ordinance.

The Applicant is seeking a waiver of any right of first refusal or option to purchase the Planning Board might have under Section 13.3.5 of the Zoning Ordinance, or otherwise, in connection with the Project. The Applicant requests that the Planning Board's approval of the Project's Special Permit with Site Plan Review also approve such waiver and that the Planning Board, upon such approval, execute Waiver of Right of First Refusal. This form has been reviewed by the Director of Housing in the Mayor's Office of Strategic Planning and Community Development.

As the Planning Board is aware, the Applicant has proceeded in a thoughtful manner for over ten (10) years to implement the mixed-use development at Assembly Square first reviewed and accepted by this Planning Board in the Approved PMP. To date, the Applicant is building or has constructed over 1,1017 residential units, including 127 affordable units, 802,827 square feet of office and 159 key hotel commercial uses and 481,373 square feet of retail, restaurant and entertainment uses.

Pursuant to Section 16.10.2 of the Zoning Ordinance, a developer such as the Applicant subject to an approved Planned Unit Development "may seek waiver of any new zoning regulation through the special permit with site plan review process before the SPGA. In granting any waiver, the SPGA shall ... be fully satisfied that the PUD is in full compliance with the intent of the Ordinance and being developed in a manner at or exceeding the level of compliance effective at the time of PUD preliminary master plan approval."

The present Application for Block 8 provides for 500 residential units, 12.5% of which will be affordable pursuant to Article 13 of the Zoning Ordinance. This percentage of affordable units meets the requirement of the Zoning Ordinance in effect at the time of the Approved PMP and is fully consistent with the ongoing planning and development of Assembly Square as proposed in the Approved PMP. Accordingly, a waiver is warranted since the affordable housing in the proposed project shall be provided in a manner and at the level of compliance in effect at the time of the last amendment to the Approved PMP.

ARTICLE 16: SPECIAL PERMITS, SPECIAL PERMITS WITH SITE PLAN REVIEW, SITE PLAN APPROVAL AND VARIANCES

16.8.3. PUD Final Level Application

The scope of the proposed Block 8 building application is in conformance with the previously approved Master Plan.

16.12 Denial Letter

After submission of the initial Preliminary Master Plan application, no further denial letter shall be required for modifications to, or phases of, the Master plan, or for any permit application (including an SPSR-A) related to the PUD.

PLANNED UNIT DEVELOPMENT PRELIMINARY MASTER PLAN (PMP) **APPROVAL CONDITIONS**

The following represents the applicable conditions listed in *Appendix E: Assembly Square PMP Revision 05-2014: Conditions* within the Planning Board Decision for the Amended PUD-PMP from June 2014. Applicable conditions shown below are those that reference SPSR-A within the Timeframe for Compliance.

Condition 3.1: Applicant shall submit revised attachments and updated amendments (based upon design changes in this amendment) to the Long Term Maintenance Agreement to be reviewed and approved by City Staff. The Agreement will provide for the Proponent's commitments to the City relative to maintenance of the elements of the public right of ways including sidewalk treatments, street trees, landscaping, finishes, street furniture and other amenities. The City will not maintain anything that is not consistent with City standard, unless otherwise approved by the City Engineer. [Timeframe for Completion: Prior to BP of Blocks 5,6,7,8,9,11 whichever is first.]

The Owner/Applicant will continue to work with the City to revise and update the Long Term Maintenance Agreement as the second phase of blocks begin construction.

Condition 3.2: Applicant shall submit a revised Easement Agreement, based upon design changes in this amendment (originally entered into as of Nov 29, 2012) to be reviewed by the City. [Timeframe for Completion: Prior to BP of Blocks 5,6,7,8,9,11 whichever is first.]

The Owner/Applicant will continue to work with the City to revise Easement Agreement as the second phase of blocks begin construction.

Condition 4: Pursuant to #3 above, design of sidewalk treatments, street trees, landscaping, finishes, street furniture and other amenities that are to be maintained by the Applicant will not be subject to City approval but shall be submitted to the City Engineer and Planning Director for comment.

The sidewalk treatments, street trees, landscaping, finishes, and street furniture will be included in a future submission to the City.

Condition 5: Applicant will work with the City to develop the long term maintenance agreement for the Usable Open Space as required in Article 17 of the SZO. The agreement shall specify the requirements for public access and private maintenance of usable open space in the plan, as required by the SZO. The applicant shall build out and maintain all of the open space and allow public access to all of the usable open space in the plan as required by the SZO. The applicant will submit 100% construction plans for open space to the City for review and comment. [Timeframe for Completion: Prior to Approval of first SPSR-A]

At this time, the City and the Owner/Applicant have executed a maintenance agreement for the usable open space.

Condition 5.1: Applicant shall submit revised attachments and updated amendments to the long term maintenance for the Usable Open Space agreement to be reviewed and approved by the City Staff. The new green space on Block 11 shall be included in a new or amended Usable Open Space agreement. [Timeframe for Completion: Prior to CO of Blocks 5,6,7,8,9,11 whichever is first.]

The Owner/Applicant will continue to work with the City to revise and update the long term maintenance for the Usable Open Space agreement as the second phase of blocks begin to open.

Condition 6: The applicant will submit a plan amendment to subdivide all public roadway right of way from development blocks, to be approved by the Planning Board per the SZO, and filed with the Middlesex South Registry of Deeds. Any minor plan changes to this initial subdivision will be reviewed for approval by the Planning Director and Director of Traffic and Parking as a minor plan change. [Timeframe for Completion: Prior to 1st SPSR-A for mixed use area]

The Owner/Applicant filed the plan 'Subdivision Plan of Land in Somerville, Massachusetts' dated November 18, 2011. Middlesex Registry of Deeds, Southern District Registry Plan No. 880 of 2011, recorded 12-28-2011.

Condition 10.1: Applicant shall review parking supply and demand data with the Traffic and Parking Division and Planning Division staff on an annual basis. Based on the data, the Applicant shall work with the Planning Division staff in circumstances where parking is not being used, to encourage shared parking for uses within the same structures and uses on other blocks in the development site. [Timeframe for Completion: Addressed with each SPSR-A application]

The Owner/Applicant will work with the Traffic and Parking Division and Planning Division staff to comply with this condition.

Condition 14: Applicant shall work with the MBTA and the City of Somerville to identify and provide the necessary roadway/infrastructure for a bus route through the site to provide safe and convenient access to the MBTA Station, the Assembly Row neighborhood including Baxter Park, Partners and the Marketplace. Applicant shall design, construct, and/or reconstruct up to 8 accessible bus stops (4 in each direction) within and surrounding Blocks 1,2,3,4,5,6,7,8,11 per MBTA's Bus Design Guidelines. Up to 1 stop in each direction must provide for a layover location. Plans for the right of way development shall not preclude having a bus stop at Assembly Square 'T' Station. Any change to the roadway plans to provide bus stops, including the removal of on-street parking spaces, shall require approval of the City Engineer and Planning Director. [Timeframe for Completion: Not Given]

The Owner/Applicant continues to work with the City and the MBTA to identify bus routes and stops.

Condition 15.2: The applicant shall provide short term bicycle parking spots in quantities and locations consistent with the requirements of the SZO. Bicycle parking on the sidewalk shall be provided as follows unless the City Staff waive the requirements based on a technical limitation to a location. Bike parking on the sidewalk should be within 50' of each entrance with a minimum of 1 spot per 40,000 sf; OR 19% of the bicycle parking shall be provided within 50' of the main egress point of the building, whichever is greater. Short term bicycle parking not accommodated directly at the entrance must be easily visible or clearly signed in parking garage. Public covered long term bike parking within the garage or bicycle room must be provided at ground level and signed from public entrance. At least half of racks must conform to standard city design guidelines, while the other half of long term may be hanging type bicycle storage. [*Timeframe for Completion: Continuous*].

The Owner/Applicant will provide storage for 217 bicycles located within dedicated secured spaces in the garage.

Condition 25: All SPSR-A submissions shall include profiles of the proposed sewer system. Applicant must ensure that there are no conflicts with other proposed utilities. [*Timeframe for Completion: Addressed with each SPSR-A*]

No proposed sewer mains are proposed Existing profiles of the sewer system have been reviewed and approved by the City Engineer.

Condition 26: Applicant shall submit details of proposed pipe materials for review and approval during each SPSR-A process. [*Timeframe for Completion: Addressed with each SPSR-A*]

Details of the proposed pipe materials have been reviewed and approved by the City Engineer.

Condition 39.2: Design Guidelines for Blocks 5, 7, 8, phase 2 of Block 11 shall be reviewed by the DRC and reviewed and approved by the Planning Board prior to the Planning Staff entertaining the SPSR-A applications for these blocks. [*Timeframe for Completion: Prior to SPSR-A submission for Blocks 5, 7, 8, Phase II of Block 11*].

Phase 2 of Block 11 (Partner's Child Care Center) was approved by the Planning Board.

Condition 47: As part of each site plan review submittal, the Applicant shall calculations showing that the percentage of open space and usable open space meets the zoning requirement for a PUD-A within the ASMD. [*Timeframe for Completion: Addressed with each SPSR-A application*]

A Revised Amended PMP – Assembly Row PUD open space plan is provided in this application.

Condition 62: The applicant shall use reasonable efforts to secure LEED-ND approval for the project. [*Timeframe for Completion: Prior to CO for first development in Mixed Use area*]

The Owner/Applicant is considering a LEED-ND application for the mixed-use project.

Condition 63: Each individual building or block must provide interior disposal and storage systems for trash and recycling. These systems must be detailed in the SPSR-A applications. [*Timeframe for Completion: Addressed with each SPSR-A application*]

The design plans of the proposed Block 8 building, provided within this application, include areas for interior disposal and storage systems for trash and recycling.

Condition 65: Applicant shall provide street lights that meet City standards on all public streets where lights are to be maintained by the City.

The Owner/Applicant is providing street lights on all four public sides of Block 8 that will be in conformance with City standards. The type and locations are consistent with the rest of Assembly Row.

Condition 65.1: The Applicant shall provide the City's Department of Lights and Lines with 24 hour access to the street light control cabinets located in each block. [Timeframe for Completion: Addressed with each SPSR-A application]

The Owner/Applicant will provide Lights and Lines with 24-hour access to the light control cabinet located in Block 8.

Condition 65.2: The applicant shall request addresses for each Block of PMP from the Engineering Department prior to applying for a Special Permit with Site Plan Review. [Timeframe for Completion: Addressed with each SPSR-A application]

The Owner/Applicant has requested street addresses from the Engineering Department for the residential components of Block 8. The retail components will request and be assigned addresses at a later date.

Condition 66: SPSR-A applications under the PMP shall include information required to ensure compliance with this PMP decision, including but not limited to information noted as required in the findings (Appendix A, S, C and D). [Timeframe for Completion: Addressed with each SPSR-A application]

Compliance with conditions and appendices is provided in applicable sections of this Zoning Compliance Narrative.

Condition 67: The applicant has identified in the zoning analysis for Section 6.4.7B the process by which the design guidelines may be used to review SPSR-A applications. The applicant, or successors and assigns, shall submit proposals for SPSR-A that are consistent with these design guidelines. The SPSR-A application shall identify any deviation between the guidelines and the submission and explain the need for these differences. The DRC and Planning Board will determine if the proposed solution is within the spirit of the guidelines. If not, an amendment to the PMP may be required. All SPSR-A submissions shall meet or exceed the minimum acceptable standard of quality identified in the design guidelines. [Timeframe for Completion: Addressed with each SPSR-A application]

See previous sections of this Zoning Compliance Narrative and applicable sections of this application.

Condition 70: The applicant shall meet the obligations required by Article 13 and Article 15 of the SZO, as modified by a certain Amended and Restated Assembly Square Development Covenant dated December 14, 2006 by and between Federal Realty Investment Trust, IKEA Property, Inc., the City of Somerville, and the Somerville Redevelopment Authority, as amended by First, Second and Third Amendments, and as further amended from time to time. [*Timeframe for Completion: Addressed with each SPSR-A application*]

The Applicant for the proposed Block 8 building has been coordinating review of an Inclusionary Housing Implementation Plan as required by Article 13 Inclusionary Housing of the SZO. Project contributions associated with the ground floor retail uses are provided within the PUD-PMP submissions.



Transportation

This current transportation evaluation builds upon the prior extensive analyses conducted for the Planned Unit Development (PUD) Preliminary Master Plan, Assembly Square, Somerville, MA which was approved by the Planning Board on December 14, 2006, and amended on August 5, 2010. The Traffic Impact and Access Study for the nearby Block 11A development also was considered as part of this current evaluation.

This section provides an evaluation of the new Block 8 development which will include approximately 500 new residential apartment units and 26,500 square feet (sf) of supporting street-front retail/restaurant space (the "Project"). While this area previously was considered to be used as a temporary surface parking lot it currently is being used only for construction staging. The specific potential traffic impacts associated with this current development project, as described in the following section, is also evaluated as part of this current assessment.

Proposed Block 8 Development Program

The Block 8 development will be constructed within an approximately 98,999 square foot (2.27 acre) parcel of land in the Assembly Row District of Somerville, Massachusetts (the "Site"). This parcel is bordered by Foley Street, Great River Road, Revolution Drive, and the northerly segment of the adjacent Assembly Row roadway. The Project involves the construction of a new 23-story mixed-use building including approximately 500 residential apartment units and 26,500 sf of accompanying retail/restaurant space. This commercial component of Block 8 is expected to be street-front oriented with multiple separate tenant spaces around the ground floor of the building. Parking needs for the building will be accommodated by 500 total parking spaces to be provided within structured parking within the building. This supply falls slightly below the 536-space supply required by the City of Somerville Zoning Ordinance but still meets the anticipated functional needs of the proposed uses. In addition to the on-site parking supply within the building there also is ample on-street parallel parking provided on multiple roads in the vicinity of the Site.

The proposed development for Block 8 is consistent with the initial overall developments plans originally anticipated for Block 8 within the Assembly Square PUD. The anticipated trip generation associated with this proposed development is discussed in detail later in this chapter.



Vehicular Access and Circulation

Vehicular access to Block 8's 500-space structured parking supply will be provided by a single full-access driveway to be located on Revolution Drive opposite the existing driveway to the Partner's development on Block 11. This new driveway will feature single entering and exiting lanes and will be open to both residents and visitors to the Site.

Pedestrian/Bicycle Accommodations

As part of the multi-modal environment of Assembly Row there are significant pedestrian accommodations in place near Block 8. Grand Union Boulevard features 8-foot wide sidewalks along both sides of the roadway, with crosswalks provided at key locations along the roadway. Specifically, crosswalks currently are provided on each leg of the nearby Grand Union Boulevard intersection with Foley Street. As part of the upcoming traffic signal installation at this intersection a push-button actuated exclusive pedestrian phase also will be provided.

With the crosswalks located at the Grand Union Boulevard/Foley Street intersection to the north and the Grand Union Boulevard/Revolution Drive intersection to the south there are ample opportunities for pedestrians to walk to and from Block 8 and the surrounding area. The clearly marked crosswalks at the major intersections within the Assembly Row development area results in a pedestrian-friendly environment which help to promote walking in this area.

The Somerville Zoning Ordinance requires 171 bicycle parking spaces for the proposed Block 8 development. To satisfy this requirement, the project design includes 171 bicycle storage spaces within the inside of the building which will be easily accessible by visitors to the Site.

Loading

Loading within Block 8 will be accommodated at the northeasterly end of the building by a curb cut to be provided on Great River Road. This driveway will be restricted to loading activity only and will not provide access to the parking garage on this Site. This loading area will consist of three separate 12-foot wide/30-foot long loading spaces. From a functional perspective, this amount of loading spaces also should readily accommodate the anticipated Site demand. Individual tenant use of the loading bays by the primary uses will be for supply deliveries and may be from smaller trucks rather than longer trailer trucks. Accordingly, some shorter-term deliveries will be able to occur with two small vans simultaneously utilizing a loading area only allocated for one larger truck per the zoning standards. Most deliveries will likely occur



in the weekday morning hours. Regardless, as part of the overall site management, deliveries being made to Block 8 will be scheduled to help minimize any shared loading conflicts.

Deliveries will be made by trucks entering Block 8 from Great River Road and backing into the internal loading area from the roadway. Through the design and location of this area loading vehicles will be parked entirely within the building after maneuvering from the street. After completing a delivery, trucks will exit Block 8 from this same driveway and use Great River Road to return to Grand Union Boulevard, which in turn can be used to reach Route 28, Mystic Avenue, or Route I-93.

Sight Distance Evaluation

Sight distance measurements and analyses were performed in conformance with guidelines of the American Association of State Highway and Transportation Officials (AASHTO)¹ for the proposed Block 8 Site driveways on Revolution Drive.

Stopping sight distance (SSD) is the distance required for a vehicle traveling along a roadway to perceive, react, and come to a complete stop before colliding with an object in the path of travel. SSD is measured along each major approach to unsignalized intersections to determine if vehicles can safely exit from a minor street or driveway approach. In this respect, SSD can be considered as the minimum visibility criterion for the safe operation of an unsignalized intersection.

Intersection sight distance (ISD) is based on the time required for perception, reaction, and completion of the desired critical exiting maneuver (a right-turn for both of the site driveways) once the driver on a minor street approach (or a driveway) decides to execute the maneuver. In this context, ISD is a desirable visibility criterion for the safe operation of an unsignalized intersection.

The required SSD and ISD for the proposed Block 8 driveway were calculated using AASHTO guidelines. Table 1 summarizes the available and required sight distances.



¹ A Policy on the Geometric Design of Highways and Streets; American Association of State Highway and Transportation Officials; Washington, D.C.; 2011.



Table 1
Sight Distance Analysis Summary

Driveway	Stopping Sight Distance			Intersection Sight Distance		
	Traveling	Required*	Measured	Looking	Desired	Measured
Revolution Drive driveway	Eastbound	155 feet	700+feet	Right	280'	700+ feet
	Westbound	155 feet	75 feet ¹	Left	280'	75 feet ¹

* Calculated sight distance based on 25 mph design speed.

1 Clear sight lines are available between the proposed Block 8 driveway and Great River Road located approximately 75 feet to the east.

As can be seen in Table 1, the measured sight distances for the proposed Block 8 driveway exceed the critical minimum SSD requirement looking to the east arriving from Grand Union Boulevard. Likewise, motorists looking to the right from the new driveway have a clear line of sight looking to the west towards Grand Union Boulevard. While the measured sight lines looking to and from the east fall below the AASHTO levels specified these are actually the measured distances from the driveway to Great River Road. Due to the almost 90-degree angle of these intersecting roadways traffic turning from Great River Road will be doing so at low speeds so that adequate sight lines still will be available. With the proposed new building being set back sufficiently from the roadway edge, and featuring a chamfered corner, there are no physical obstructions which will impede the driver's sight lines from the Block 8 driveway.

Trip Generation Summary

The trip generation analysis presented during the 2010 Amended PUD approval process was a complex in nature partly due to the timing of the new MBTA Orange Line station relative to the phased construction of the various proposed uses. The MBTA station now has been in operation since September 2014, and almost all of the required PUD development roadway improvements have been constructed. Therefore, with this transportation infrastructure being in place this current evaluation focusses on its ability to accommodate the current Block 8 proposal in addition to the other surrounding Assembly Row development. Trip generation for Block 8 was calculated for this assessment using the same Institute of Transportation Engineers (ITE)² based methodology used in prior studies within the Assembly Square area.



2 Trip Generation Manual; Ninth Edition; Institute of Transportation Engineers; Washington, D.C.; 2012.

Block 8 Trip Generation Summary

The unadjusted trip generation estimates for the current Block 8 development proposal are summarized in Table 2 for the proposed residential and retail/restaurant uses.

Table 2
Block 8 Trip Generation –
Total Unadjusted Trips

Time Period	Apartments: 500 units ¹ +	Retail/Restaurant: 26,500 sf ²	= Total
Weekday Daily (vpd)	3,030	570	3,600
Weekday Morning Peak (vph)			
Enter	49	7	56
Exit	<u>196</u>	<u>4</u>	<u>200</u>
Total	245	11	256
Weekday Evening Peak (vph)			
Enter	179	26	205
Exit	<u>96</u>	<u>28</u>	<u>124</u>
Total	275	54	329
Saturday Daily (vpd)	3,926	722	4,648
Saturday Midday Peak (vph)			
Enter	103	38	141
Exit	<u>103</u>	<u>35</u>	<u>138</u>
Total	206	73	279

vpd Vehicles per day

vph Vehicles per hour

1 Source: Trip Generation Manual: Ninth Edition; Institute of Transportation Engineers; Washington, D.C.; 2012.LUC 220 (Apartments).

2 Source: Ibid; LUC 820 (Shopping Center) for 26,500 sf of additional retail/restaurant building space compared to existing total of 763,061 sf (including 328,806 sf of Assembly Square Marketplace retail, and 29,731 sf of retail space proposed as part of the concurrent Block 5B development proposal).

The trip generation estimates summarized in Table 2 are the raw, unadjusted trips that could be generated by the proposed uses without any consideration for transit use, travel by bicycles and pedestrians, shared trips and other factors inherent within the mixed-use context of the surrounding area. For instance, as documented in the prior Block 11A traffic evaluation, approximately 15-percent of the overall weekday daily traffic generated by the full Assembly Square build-out would be in the form of shared trips between the various uses within the site. In this instance, those shared trips could



be in the form of Site residents walking to a nearby retail shop or restaurant within Block 8 or elsewhere within Assembly Square. In the absence of this mixed-use environment workers on site would need to drive-off site to visit these other uses. The exact amount of trip sharing is largely depending on the amount and type of surrounding uses, both of which will be continually changing as Assembly Row continues its development. As such, varying levels of trip sharing also expect through various time of day and on weekends.

The amount of automobile traffic generated by Block 8 should be limited due to the availability of public transportation. While only five-percent of the retail customers are assumed to utilize public transportation approximately 47-percent of Site residents are expected to use the MBTA Orange Line or bus service.

Furthermore, retail uses typically attract a significant percentage of their customers in the form of "pass-by" trips consisting of vehicles already on the adjacent roadway that are attracted to a retail use when passing the Site. The primary destination of this traffic is elsewhere and the primary trip will be resumed following a stop at the proposed development. As with previous evaluations in this area, a 25-percent pass-by rate was used to determine the pass-by trip credit for the retail trips. This results in a slightly conservative estimate of the number of "new" trips generated by the Site as ITE has documented 34- and 26-percent pass-by rates for shopping centers during the respective weekday evening and Saturday midday peak hours.

These factors, combined with the internal trip sharing with other nearby uses, will reduce the amount of vehicle traffic associated with the new Block 8 development. Once these factors have been appropriately considered, the resulting vehicular traffic on the surrounding roadways can be estimated. Table 3 summarizes the Block 8 trip generation considering internal shared trips and mode splits.



Table 3
Block 8 Trip Generation –
Net New Vehicle Trips

Time Period	Total Unadjusted ¹	- Shared/Transit/ Bike/Pedestrian ²	= Total Net
Weekday Daily (vpd)	3,600	2,418	1,182
Weekday Morning Peak (vph)			
Enter	56	27	29
Exit	<u>200</u>	<u>103</u>	<u>97</u>
Total	256	129	127
Weekday Evening Peak (vph)			
Enter	205	130	75
Exit	<u>124</u>	<u>97</u>	<u>27</u>
Total	329	227	102
Saturday Daily (vpd)	4,648	3,524	1,124
Saturday Midday Peak (vph)			
Enter	141	85	56
Exit	<u>138</u>	<u>90</u>	<u>48</u>
Total	279	175	104

vpd Vehicles per day

vph Vehicles per hour

1 Source: Table 2.

2 Source: Adjustments to trip generation based on methodology outlined in Trip Generation Manual; Ninth Edition; Institute of Transportation Engineers; Washington, D.C.; 2012.

As shown in Table 3, once transit use, internal shared trips, and travel to and from the Project site by biking and walking are properly considered the resulting trip generation ranges from 102 to 127 total peak hour trips. As noted earlier, the amount of “new” trips added to the surrounding roadway network should be slightly lower due to the occurrence of pass-by traffic. However, with most of the Block 8 traffic being associated with the apartments and not the retail uses, the reduction in trips due to pass-by traffic should be fewer than 10 trips per hour compared to the volumes shown in Table 2. The street-front retail uses are expected to be heavily oriented towards nearby residents, workers, or shoppers already visiting other locations within Assembly Row. Because of that, the amount of new retail traffic generated by the new stores and restaurants should be minimized. Likewise, Block 8 should experience notable transit ridership as the new Orange Line Station is conveniently immediately to the east of the Site. Block 8 traffic is expected to follow the same general travel patterns to and from the site as that summarized for the major site components in the



Block 11A traffic evaluation referenced earlier. Once these trips have been distributed onto the surrounding roadway network this level of additional traffic should not have a notable impact on the operation of the surrounding roadways or intersections.

Traffic Mitigation Overview

The prior Amended PUD Transportation analysis identified several transportation-related improvements both within the Assembly Square District and in the surrounding area. These improvements have since almost entirely been constructed. As noted below, the only remaining significant infrastructure improvement to be built is the new Mystic Avenue u-turn connection. That mitigation is planned to be constructed during the 2017 construction season. The following section summarizes this soon to be constructed mitigation and other substantial roadway improvements which already have been implemented both within the Assembly Square District and on the surrounding study area roadways and intersections as part of the overall Assembly Square development to date.

Grand Union Boulevard

Grand Union Boulevard was constructed in 2011 as part of significant roadway improvements (known as the Assembly Square Access Improvements "ASAI" Project) funded through the American Recovery and Reinvestment Act (ARRA). As part of these improvements, Grand Union Boulevard was constructed from Route 28 extending south to Mystic Avenue. This roadway now serves as the primary north-south access to the various intersecting side streets within the overall Assembly Square Mixed-Use Redevelopment. The two-lane landscaped roadway (with additional turn lanes at prominent intersections and on-street parking) accommodates bicycle lanes and pedestrian sidewalks as well as vehicular traffic in a "Complete Streets" setting. Immediately to the northwest of Block 1 is a roundabout at Grand Union Boulevard's intersection with Great River Road. This gateway location provides access to Great River Road, which serves Block 1 as well as future additional waterfront development further to the east in Block 2, while also providing an improved connection to the existing Draw 7 Park to the east of the Project site. Other elements of the significant transportation infrastructure in this area are summarized below.

Assembly Square Off-Site Transportation Mitigation

In addition to the new Grand Union Boulevard, a comprehensive off-site traffic mitigation program was implemented as part of the ASAI project. Specifically, the following off-site improvements have been implemented and are now fully operational:



- **Mt. Vernon Street/Lombardi Street at Broadway/ Mystic Avenue Southbound/ Grand Union Boulevard (4 locations):** Mitigation to this interchange consisted of improvements to the existing signalized intersections of Mystic Avenue northbound/Lombardi Street/Grand Union Boulevard and at Broadway/ Lombardi Street/Mount Vernon Street. The Route I-93/Mystic Avenue southbound off-ramp intersection with Lombardi Street also was signalized along with the Mystic Avenue southbound U-turn underpass to Mystic Avenue northbound with all of these signals constructed to operate as part of an interconnected closed-loop system.
- **Mystic Avenue Northbound at New Road:** Improvements at this location involved installing new signal equipment to return this location to its original fully-operative signalized condition.
- **Middlesex Avenue at Foley Street:** The previously inoperative traffic signal at this location was replaced with new equipment to make the intersection fully functional.
- **Route 28 at Grand Union Boulevard and Middlesex Avenue:** The former Assembly Square Drive intersection with Route 28 was reconfigured to allow exiting left turns from the newly named Grand Union Boulevard. In conjunction with this work, new signal equipment and geometric improvements also were implemented at Route 28/Middlesex Avenue. Due to the proximity of both intersections, both locations operate under a single traffic signal controller.
- **Route 28 at Mystic Avenue Northbound Traffic Signal:** New signal equipment was installed at this location to improve the visibility of traffic on both Route 28 and Mystic Avenue at this location.
- **Kensington Avenue:** Safety and accessibility improvements were implemented at an existing pedestrian crossing connecting the northbound and southbound segments of Mystic Avenue under Route I-93.

The design of the locations listed above also featured extensive pedestrian and/or bicycle related improvements to address existing deficiencies. Those included new signalized crosswalks, bicycle detection at traffic signals, dedicated bicycles lanes, and other measures to promote multi-modal travel within Assembly Square.

Grand Union Boulevard at New Road/Revolution Drive

In conjunction with the Block 11A Partners development changes were proposed to the signal operation at the Grand Union Boulevard/New Road/Revolution Drive intersection. These changes are limited to the signal operation itself and do not require any additional travel lanes, widening or other notable physical changes at this location.



Currently this intersection features a southbound “lead-phase” in which southbound left-turns run unopposed along with the adjacent Grand Union Boulevard southbound traffic. Following that phase, Grand Union Boulevard traffic runs in both directions with left-turns being allowed permissively onto either New Road or Revolution Drive. This signal operation will be modified shortly to provide an initial protected left-turn signal phase in both directions on Grand Union Boulevard instead of just the southbound advance phase currently provided. This will require that the green-arrow signal heads facing southbound traffic be switched to the northbound approach, along with other associated changes to signal equipment that are required.

Grand Union Boulevard at Foley Street

As noted earlier, the Grand Union Boulevard/Foley Street intersection will be signalized during the 2017 construction season. Lane use will remain unchanged, with single through-/right-turn lanes provided in both directions on Grand Union Boulevard along with exclusive left-turn lanes. These left-turn lanes now will operate with an initial protected phase followed by permissive left-turns being allowed. The eastbound Foley Street approach will function with two shared lanes, while the westbound approach will consist of a single shared left-through lane and an exclusive right-turn lane. Both approaches will operate during the same signal phase, with a right-turn only phase being provided for westbound right-turns during the protected southbound left-turn phase for Grand Union Boulevard. A new push-button actuated exclusive pedestrian phase also will be provided with the new signal operation.

Route 28 at Mystic Avenue Northbound – U-turn Slot

A new at-grade signalized U-turn slot will be constructed underneath Route I-93 to the east of the Route 28/Mystic Avenue intersection. This construction will occur shortly at the start of the 2017 construction season. This will allow for traffic traveling north on Mystic Avenue to reverse direction and access the I-93 southbound on-ramp without having to pass through the signalized Route 28/Mystic Avenue interchange. The benefit to this measure is that traffic exiting the Assembly Square District wishing to return to Route I-93 would have this option as opposed to having to exit onto Route 28, travel south to the signal at Mystic Avenue, and then access the Mystic Avenue on-ramp leading to Route I-93 south. This will allow motorists to bypass two Route 28 signals, which will help minimize congestion and delays in this area. From Assembly Row, this route can be reached via exiting from either Grand Union Boulevard at Mystic Avenue/Lombardi Street, New Road at Mystic Avenue, or by turning left from Foley Street onto Middlesex Avenue. This mitigation will involve the following elements:

- Construct the at-grade U-turn slot underneath the Route I-93 overpass to the east of the Route 28/Mystic Avenue intersection. The entry point for this turn



slot would be just east of the point where the Route I-93 off-ramp intersects with Mystic Avenue.

- Install a new actuated traffic signal at the point where the U-turn slot intersects the Route 28 southbound to I-93 southbound on-ramp. The signal will operate in a dependent manner to the Route 28/Mystic Avenue northbound intersection. This measure will result in traffic turning onto Mystic Avenue from the new U-turn slot only running during the signal phase where Route 28 southbound traffic is stopped at the Route 28/Mystic Avenue intersection.

Transportation Demand Management (TDM) Plan

Transportation Demand Management (TDM) refers to measures that can be put in place to minimize or lessen the impact of vehicular traffic to an area. TDM plans are generally most effective with residential or office developments, where the same people are regularly at a given site. While orienting TDM measures toward retail traffic is more difficult, there still are opportunities for TDM success due to the mixed-use and transit-orientated nature of Assembly Row. The most important objective in implementing the TDM program is to provide appropriate alternatives to the single-occupant motor vehicle as the principal travel mode to and from the site. Most of the typically benefits associated with a TDM should already inherently be provided at Block 8 due to the surrounding mixed-use, transit-oriented environment. Several of the TDM measures to be implemented for the entire site should also be attractive to visitors in this area. Specifically, the provision of on-site bicycle parking spaces, pedestrian walkways and proximity to MBTA public transportation should help minimize the need for private automobile travel. Combined with other bike accommodations within the roadways in and around Assembly Row these measures will help to promote bicycle travel to and from the site. As noted earlier, the new Block 8 retail/restaurant uses also should be attractive to residents who wish to stay within Assembly Row for their shopping, dining or entertainment needs. The proximity of Block 8 to the new MBTA Orange Line Station directly adjacent to the Site, as well as existing bus routes along Grand Union Boulevard, will help to promote non-vehicular travel to and from the Site.

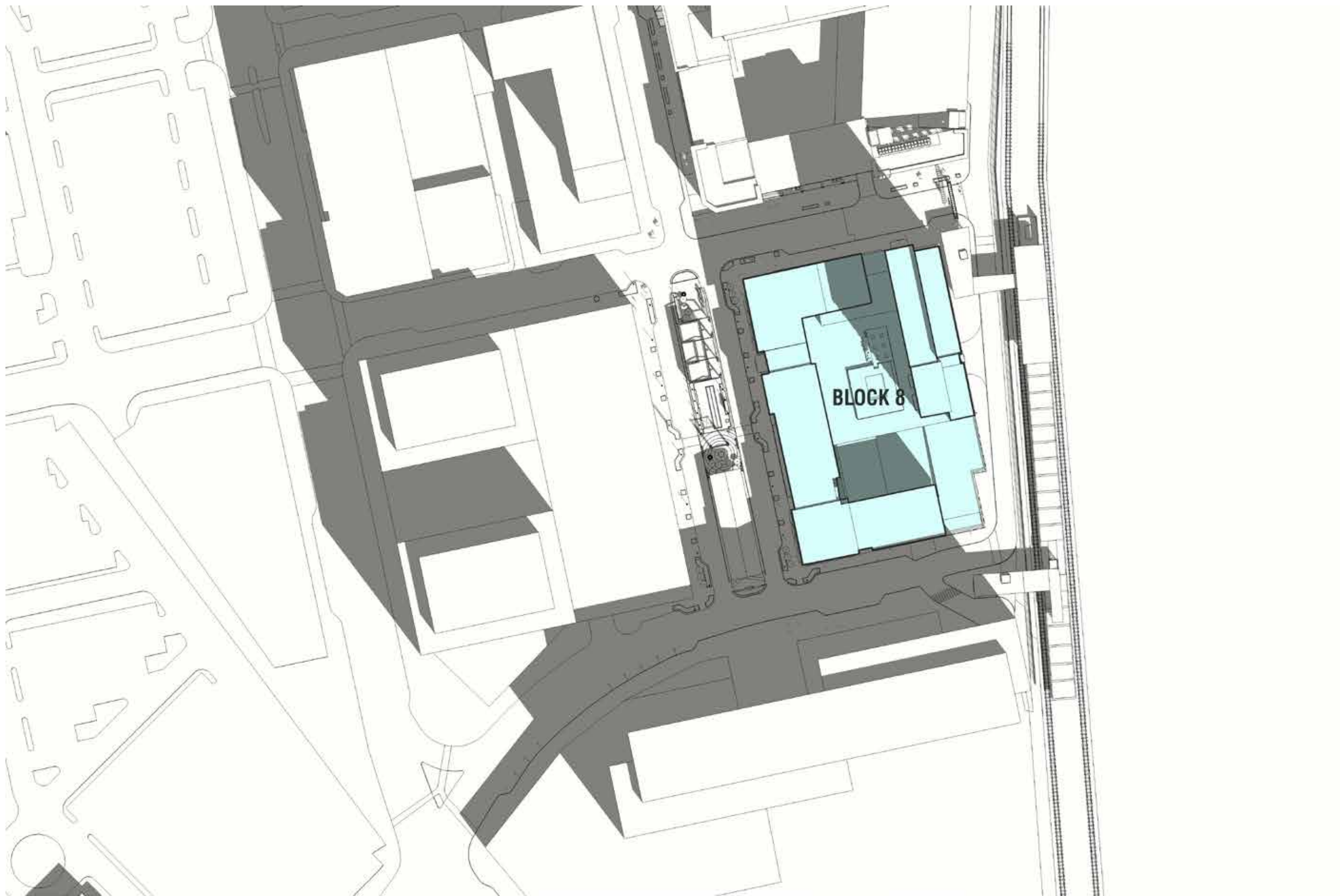
Conclusion

The proposed Block 8 development will involve the construction of approximately 500 new residential apartment units and 26,500 sf of accompanying ground-floor retail/restaurant space. Trip generation for this development was estimated using the same ITE-based methodology utilized for prior traffic analyses for the overall Assembly Row redevelopment. The resulting trip generation is expected to range from

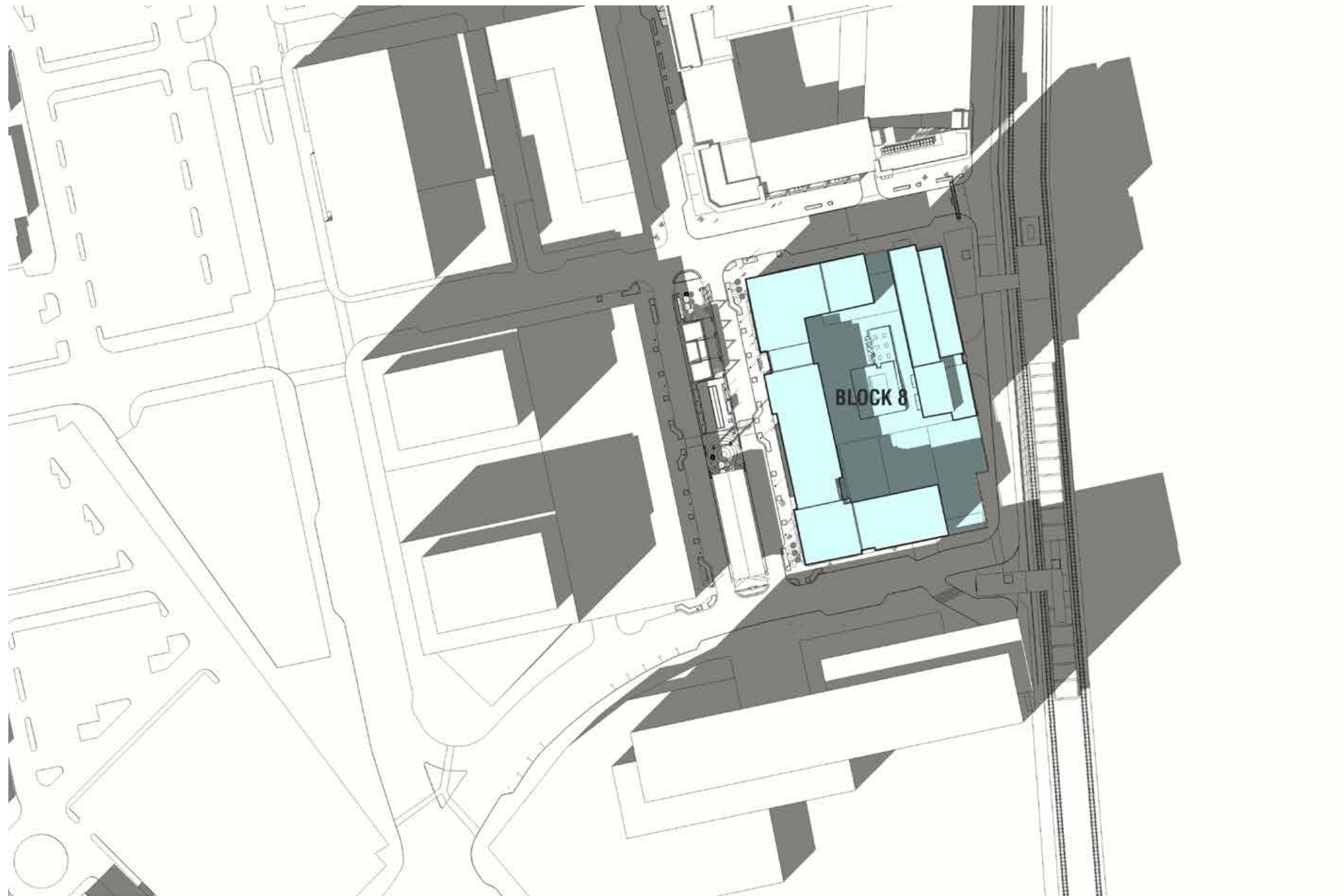


102 to 127 total peak hour trips on the surrounding roadway network. Once these trips have been distributed onto the surrounding roadway network this level of additional traffic should not have a notable impact on the operation of the surrounding roadways or intersections. The trip generation associated with Block 8 falls within the previously estimated levels for this area, so there should not be any changes in the anticipated impacts which were considered in designing the surrounding roadway infrastructure. Accordingly, further detailed traffic analyses should not be necessary for this currently proposed development. Signal phasing/timing changes will soon be implemented at Grand Union Boulevard's intersection with Revolution Drive/New Road. At the same time as that improvement the Grand Union Boulevard/Foley Street intersection will be signalized. With these improvements in place traffic flow in the area should be enhanced even with the additional traffic generated by Block 8.

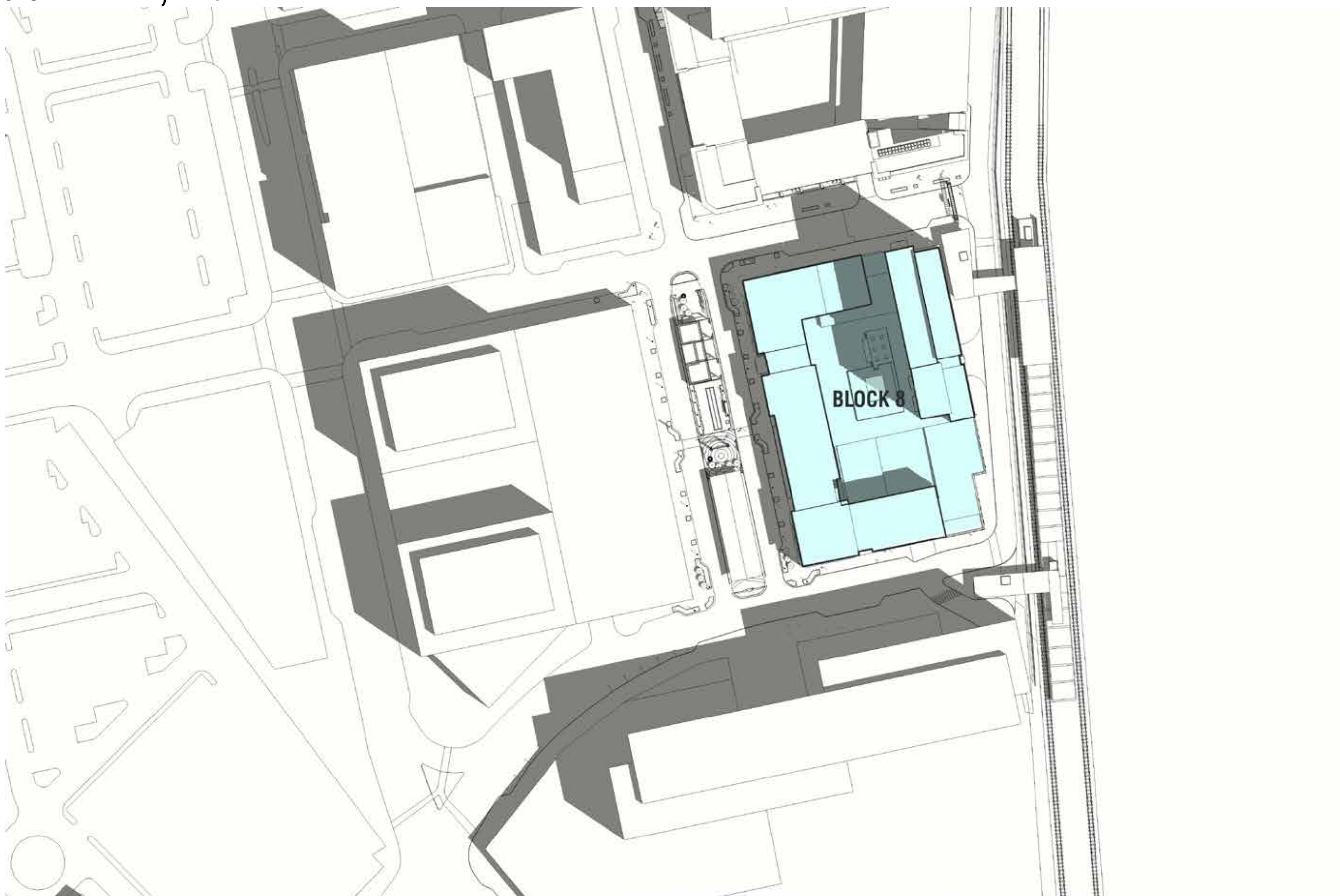
MARCH 21, 10 AM



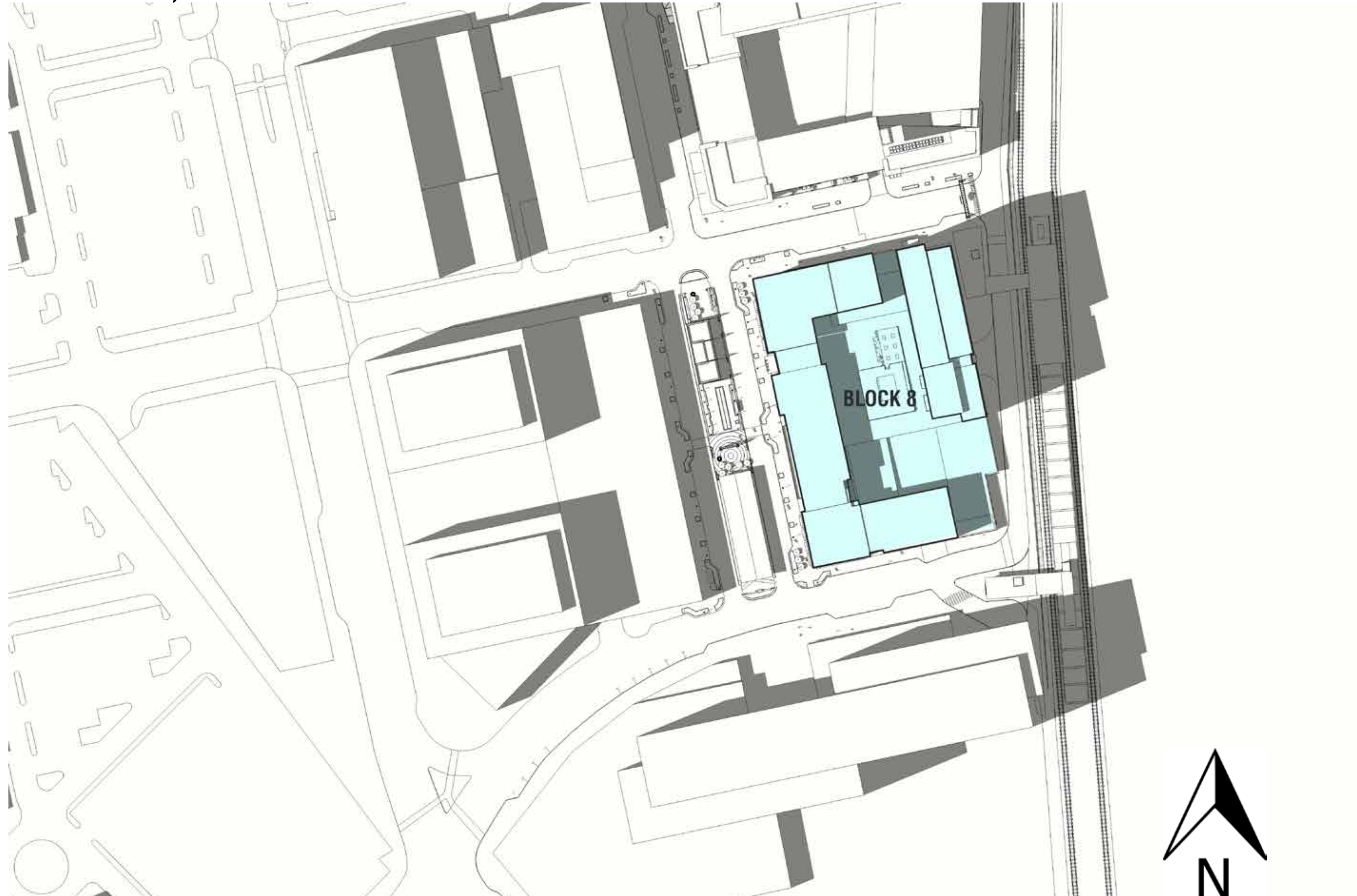
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JUNE 21, 10 AM



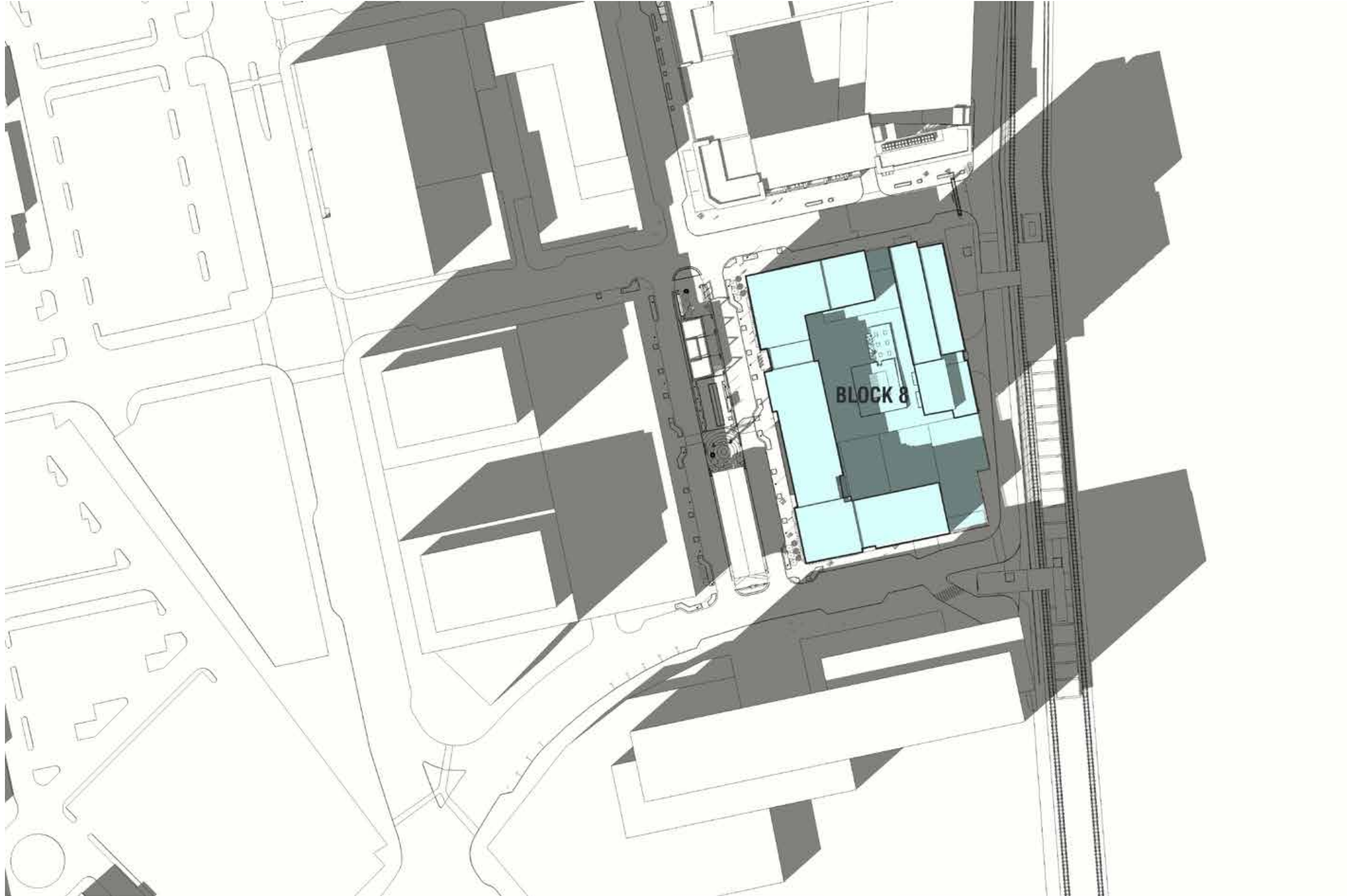
JUNE 21, 2 PM



SEPTEMBER 21, 10 AM



SEPTEMBER 21, 2 PM



DECEMBER 21, 10 AM



DECEMBER 21, 2 PM





LEED v4 for BD+C: New Construction and Major Renovation

Project Checklist

Project Name: Assembly Row - Block 8

Date: 16-Feb-17

Y ? N

1			Credit	Integrative Process	1
---	--	--	--------	---------------------	---

13	3	16	Location and Transportation		16
		16	Credit	LEED for Neighborhood Development Location	16
1			Credit	Sensitive Land Protection	1
	2		Credit	High Priority Site	2
5			Credit	Surrounding Density and Diverse Uses	5
5			Credit	Access to Quality Transit	5
1			Credit	Bicycle Facilities	1
	1		Credit	Reduced Parking Footprint	1
1			Credit	Green Vehicles	1

6	1	3	Sustainable Sites		10
Y			Prereq	Construction Activity Pollution Prevention	Required
1			Credit	Site Assessment	1
2			Credit	Site Development - Protect or Restore Habitat	2
1			Credit	Open Space	1
		3	Credit	Rainwater Management	3
2			Credit	Heat Island Reduction	2
	1		Credit	Light Pollution Reduction	1

5	2	4	Water Efficiency		11
Y			Prereq	Outdoor Water Use Reduction	Required
Y			Prereq	Indoor Water Use Reduction	Required
Y			Prereq	Building-Level Water Metering	Required
2			Credit	Outdoor Water Use Reduction	2
2	1	3	Credit	Indoor Water Use Reduction	6
	1	1	Credit	Cooling Tower Water Use	2
1			Credit	Water Metering	1

11	6	16	Energy and Atmosphere		33
Y			Prereq	Fundamental Commissioning and Verification	Required
Y			Prereq	Minimum Energy Performance	Required
Y			Prereq	Building-Level Energy Metering	Required
Y			Prereq	Fundamental Refrigerant Management	Required
2	4		Credit	Enhanced Commissioning	6
8	1	9	Credit	Optimize Energy Performance	18
		1	Credit	Advanced Energy Metering	1
		2	Credit	Demand Response	2
		3	Credit	Renewable Energy Production	3
1			Credit	Enhanced Refrigerant Management	1
	1	1	Credit	Green Power and Carbon Offsets	2

5	0	8	Materials and Resources		13
Y			Prereq	Storage and Collection of Recyclables	Required
Y			Prereq	Construction and Demolition Waste Management Planning	Required
		5	Credit	Building Life-Cycle Impact Reduction	5
1		1	Credit	Building Product Disclosure and Optimization - Environmental Product Declarations	2
1		1	Credit	Building Product Disclosure and Optimization - Sourcing of Raw Materials	2
1		1	Credit	Building Product Disclosure and Optimization - Material Ingredients	2
2			Credit	Construction and Demolition Waste Management	2

8	5	3	Indoor Environmental Quality		16
Y			Prereq	Minimum Indoor Air Quality Performance	Required
Y			Prereq	Environmental Tobacco Smoke Control	Required
1		1	Credit	Enhanced Indoor Air Quality Strategies	2
2		1	Credit	Low-Emitting Materials	3
1			Credit	Construction Indoor Air Quality Management Plan	1
	2		Credit	Indoor Air Quality Assessment	2
1			Credit	Thermal Comfort	1
1		1	Credit	Interior Lighting	2
	3		Credit	Daylight	3
1			Credit	Quality Views	1
1			Credit	Acoustic Performance	1

3	1	2	Innovation		6
2	1	2	Credit	Innovation	5
1			Credit	LEED Accredited Professional	1

2	0	2	Regional Priority		4
1			Credit	Regional Priority: WEc2 Indoor Water use Reduction	1
1			Credit	Regional Priority: EAc2 Optimize Energy Performance	1
		1	Credit	Regional Priority: Specific Credit	1
		1	Credit	Regional Priority: Specific Credit	1

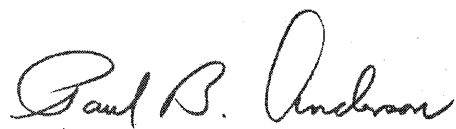
54	18	54	TOTALS	Possible Points: 110
Certified: 40 to 49 points, Silver: 50 to 59 points, Gold: 60 to 79 points, Platinum: 80 to 110				

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT STREET RETAIL, INC., INCORPORATED DECEMBER 19, 1994, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 01, 2011.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

GENERAL POWER OF ATTORNEY

Each of the undersigned entities (each an "Entity" and collectively, the "Entities") and Street Retail, Inc., a Maryland Corporation ("SRI") own the real property commonly known as Assembly Row at Assembly Square located in Somerville, Massachusetts ("Property") and hereby, makes, constitutes, appoints and by these presents does make, constitute, and appoint SRI, the sole owner, directly or indirectly, of each of the Entities as the true and lawful Attorney-in-Fact for each Entity and in each of the Entities name, place, and stead to execute and deliver on behalf of each of the Entities whatever documents and instruments are necessary and appropriate in connection with the ownership, development, use, operation, management, leasing, financing and disposition of the Property.

Each Entity gives and grants to SRI as its Attorney-in-Fact full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in connection with the ownership, development, use, operation, management, leasing, financing and disposition of the Property. In furtherance and not in limitation of the foregoing appointment, SRI is specifically authorized and empowered to execute, acknowledge and deliver such deeds, easements, leases, contracts, financing documents, plats, subdivisions, permits, licenses, instruments, affidavits, certificates, statements and other documents, and to make, issue or endorse any checks or other instrument to pay all or any part of any fees or costs associated with the ownership, development, use, operation, management, leasing, financing and disposition of the Property, and to do and perform all acts and things requisite to consummate the ownership, development, use, operation, management, leasing, financing and disposition of the Property, all in the name of and on behalf of each of the Entities, as fully and to all intents and purposes as the Entities might or could do if personally presented through its officers or members or any or all of them, and the Entities ratifies and confirms all that said Attorney-in-Fact shall have lawfully done pursuant hereto.

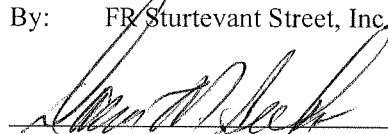
This instrument is to be construed and interpreted as a general power of attorney within the powers expressed herein. This General Power of Attorney shall not be revoked or terminated as to any Entity unless and until revoked in writing by such Entity in which case the General Power of Attorney shall be terminated as to such entity and remain in full force and effect as to all other Entities. Any person, who without actual knowledge or actual notice of the revocation or termination of this General Power of Attorney, has acted or acts in good faith, under or in reliance upon this power-of-attorney or agency, and any action so taken, unless otherwise invalid or unenforceable, shall be binding upon each of the Entities and its successors and assigns.

IN TESTIMONY WHEREOF, each of the Entities has caused this General Power of Attorney to be executed by an authorized officer on and effective as of July 8, 2010.

FR STURTEVANT STREET, LLC

By: FR Sturtevant Street, Inc., its sole member

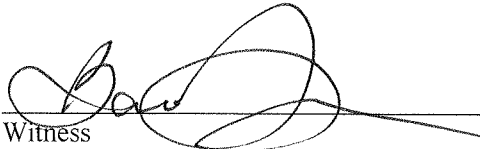

Witness



By: Dawn M. Becker

Its: Vice President-General Counsel
and Secretary

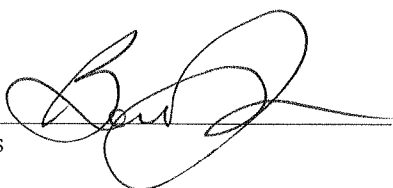
SRI ASSEMBLY ROW B2, LLC

By: Street Retail, Inc., its sole member

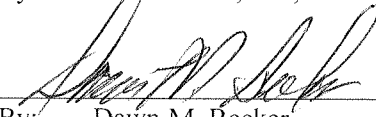

Witness


By: Dawn M. Becker

Its: Vice President-General Counsel
and Secretary

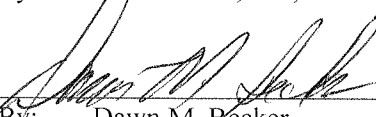
Witness 


SRI ASSEMBLY ROW B3, LLC
By: Street Retail, Inc., its sole member


By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary

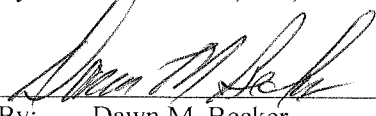
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SRI ASSEMBLY ROW B5, LLC
By: Street Retail, Inc., its sole member


By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary

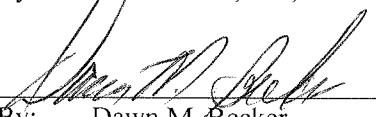
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SRI ASSEMBLY ROW B6, LLC
By: Street Retail, Inc., its sole member


By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary

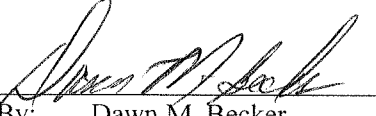
Witness 

SRI ASSEMBLY ROW B7, LLC
By: Street Retail, Inc., its sole member


By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary

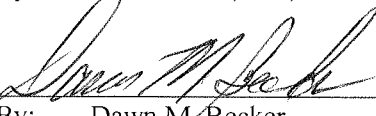
Witness 

SRI ASSEMBLY ROW B8, LLC
By: Street Retail, Inc., its sole member


By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary

Witness 

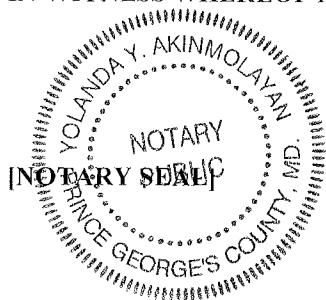
SRI ASSEMBLY ROW B9, LLC
By: Street Retail, Inc., its sole member



By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary

STATE OF MARYLAND)
)
COUNTY OF MONTGOMERY) ss.

On this, the 8th day of July, 2010, before me, the undersigned officer, personally appeared Dawn M. Becker, the Vice President-General Counsel and Secretary of FR Sturtevant Street, Inc. and Street Retail, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that, being authorized to do so, she executed the foregoing instrument for the purposes therein contained by signing the name of FR Sturtevant Street, Inc. and Street Retail, Inc. by herself as Vice President-General Counsel and Secretary.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.





Notary Public
My Commission Expires: _____
YOLANDA Y. AKINMOLAYAN
NOTARY PUBLIC STATE OF MARYLAND
COUNTY OF PRINCE GEORGE'S
My Commission Expires May 12, 2012

RESIDENT AGENT'S NOTICE OF CHANGE OF ADDRESS

I certify that I, CSC-Lawyers Incorporating Service Company

am the resident agent of & NOW YOU KNOW ENTERPRISES, LLC
(Name of Entity)

(See attached list for additional entities)

organized under the laws of _____ My address as resident
(State)

agent has changed from 11 East Chase Street
Baltimore, MD 21202

to 7 St. Paul Street, Suite 1660
Baltimore, MD 21202

☐ (CHECK IF APPLICABLE) The old and new addresses of the resident agent
are also the old and new addresses of the principal office of this entity in Maryland.

The above named entity has been advised by me in writing of this change.

CSC-Lawyers Incorporating Service Company

John H. Pelletier
Resident Agent

Mail to: State Department of Assessments & Taxation
301 W. Preston Street
Room 801
Baltimore, MD 21201-2395
JOHN H. PELLETIER
ASST. VICE PRESIDENT
CUST ID: 0001076009
WORK ORDER: 0001319047
DATE: 11-20-2008 09:24 AM
AMT. PAID: \$50,000.00

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 11-15-11

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature] Custodian
This stamp replaces our previous certification system. Effective: 6/95

PROGRAM: WJSGPAGEC
PAGE 154

STY PRODUCTIONS, INC.
2075 94765
STYLIA COSTUMES, INC.

[illegible]

DOCUMENT CODE 82

BUS

W11297900

Close _____ Stock _____

Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Now Name _____

1000361933931520

ID H W11297900 NCK H 1000361933931520
LIBER: 801035 FOLIO: 1909 PAGES: 0188
A NOW YOU KNOW ENTERPRISES, LLO

11/20/2008 AT 09:24 A NO H 8001319447

FEE REMITTANCE

Base Fee: 25

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 25

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s) _____

edit Card _____

Check _____

Cash _____

Code 049

Documents on _____ Checks _____

Attention: _____

Mail: Name and Address

GSC-LAWYERS INCORPORATING SERVICE COMPANY
7 ST. PAUL STREET, SUITE 1500
BALTIMORE MD 21202

used By: 012

(By: _____)

SENT(S): _____

Stamp Work Order and Customer Number HERE

CUST ID: 0001076009
WORK ORDER: 8001319447
DATE: 11-20-2008 09:24 AM
AMT. PAID: \$50,000.00

ARTICLES OF MERGER**OF****DELAWARE GPO 10, INC. INTO STREET RETAIL, INC.**

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and Delaware GPO 10, Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
Delaware GPO 10, Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub, a Maryland corporation, and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on January 27, 2000 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(a)(5) of the MGCL, the board of directors of Merger Sub adopted a resolution on July 28, 2004 unanimously approving the Agreement and Plan of Merger (the "Merger Agreement") and the transactions contemplated thereby on substantially the terms and conditions set forth in the resolution. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections 252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption

\\addition\www\10\pages\articles of merger (Maryland) 8

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6/9/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated as of July 28, 2004.

SIXTH: The Merger shall become effective upon acceptance for filing of these Articles of Merger by the State Department of Assessments and Taxation (the "Effective Time").

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the authorized shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

Delaware GPO 10, Inc.

Class	Common Stock
Number of Authorized Shares	20,000
Number of Shares Outstanding	400
Par Value Per Share	\$0.01
Aggregate Par Value	\$200.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:


- (a) At the Effective Time, each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be converted into 1/400th of the total consideration to be paid to the GPO stockholders in connection with the Merger (the

"Merger Consideration"). The Merger Consideration shall consist of the aggregate number (the **"Merger Shares"**) of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the **"REIT Shares"**) that is the holder of all of the common stock of Merger Sub (**"Federal Realty"**), issuable at the Effective Time in accordance with Section 3.1 of the Merger Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) From and after the Effective Time, all shares of GPO shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing a share of GPO common stock shall, by virtue of the Merger, represent 1/400th of the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 16th day of November, 2004.

WITNESS:



STREET RETAIL, INC.,
a Maryland corporation

By: 

Name:

Dawn M. Becker

Title:

Vice President-General
Counsel and Secretary

WITNESS:

Nicholas V. Morosoff
Secretary

DELAWARE GPO 10, INC.,
a Delaware corporation

By: _____

Name: Avraham Shemesh

Title: President

11/11/2004 18:00 FAX 3238804901

CIM GROUP

+ NICK MOROSOFF 004/010

IN WITNESS WHEREOF, the parties to these Articles of Merger
have executed these Articles of Merger as of this 15th day of November,
2004.

WITNESS:

STREET RETAIL, INC.,
a Maryland corporation

By: _____

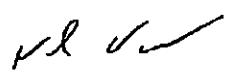
Name: Dawn M. Becker
Title: Vice President-General
Counsel and Secretary

WITNESS:

DELAWARE GPO 10, INC.,
a Delaware corporation

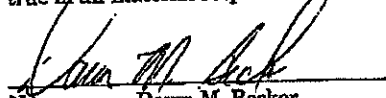
By: _____

Name: Avraham Shemesh
Title: President



Nicholas V. Morosoff
Secretary

THE UNDERSIGNED, VICE PRESIDENT-GENERAL COUNSEL AND SECRETARY of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of her knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Dawn M. Becker

Vice President-General
Counsel and Secretary

THE UNDERSIGNED, PRESIDENT of DELAWARE GPO 10, INC., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Avraham Shemesh
PRESIDENT

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (~~Transferor~~) Delaware GPO 10, Inc.
(DE)



1000361990567152

ID # D04031688 ACK # 1000361990567152
LIBER: B00725 FOLIO: 1024 PAGES: 0008
STREET RETAIL, INC.

11/15/2004 AT 01:46 P WO # 0000972102

Surviving (~~Transferee~~) Street Retail, Inc.
D04031688

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: _____

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 150

Credit Card _____ Check ☒ Cash _____

Documents on 1 Checks _____

Approved By: (D)

Keyed By: _____

COMMENT(S): _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 604

Attention: _____

Mail to Address: _____

CUST ID: 0001517408
WORK ORDER: 0000972102
DATE: 11-15-2004 03:04 PM
AMT. PAID: \$1,529.00

Stomer Number HERE

ARTICLES OF MERGER

OF

GPO I INC. INTO STREET RETAIL, INC.

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and GPO I Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
GPO I Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on December 16, 1996 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(b) of the MGCL, the board of directors of Merger Sub adopted a resolution on February 14, 2001 declaring the advisability of the Agreement and Plan of Merger (the "Merger Agreement") on substantially the terms and conditions set forth in the resolution and directing the submission of the Merger Agreement for consideration by the sole stockholder. In accordance with Section 3-105(e) of the MGCL, the sole stockholder of Merger Sub adopted resolutions on February 14, 2001 approving the Merger Agreement. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections

<p style="text-align: center;">STATE OF MARYLAND</p> <p>I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: <u>6/15/95</u></p> <p style="text-align: right;">By: <u>[Signature]</u>, Custodian</p>	<p style="text-align: center;">STATE DEPARTMENT OF ASSESSMENTS AND TAXATION</p> <p>This stamp replaces our previous certification system. Effective: 6/95</p>
--	--

252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated March 1, 2001.

SIXTH: The Merger shall become effective upon the filing of these Articles of Merger.

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

GPO I Inc.

Class	Common Stock
Number of Authorized Shares	1,000
Number of Shares Outstanding	250
Par Value Per Share	\$0.01
Aggregate Par Value	\$10.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

- (a) Each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for 1/250th of the consideration to be paid to the GPO stockholders in connection with

the Merger (the "Merger Consideration"), which shall consist of (1) the aggregate number (the "Fixed Shares") of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the "REIT Shares") and the holder of all of the common stock of Merger Sub ("Federal Realty"), issuable at the Effective Time in accordance with Section 3.1.B of the Merger Agreement, (2) the number of REIT Shares issuable from time to time as additional merger consideration (the "Earnout Shares"; together with the Fixed Shares, the "Merger Shares") as provided in that certain Put Agreement, dated March 2, 2001, by and among Street Retail West GP, Inc., Merger Sub, C.I.M. Group LLC, Federal Realty, GPO, GPM I Inc., GPO II Inc. and GPM II Inc., and (3) the cash payable to the GPO stockholders as additional merger consideration as provided in Article II of the Put Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) After the Effective Time, all shares of GPO shall no longer be outstanding and shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing shares of GPO common stock will be deemed for all purposes to represent the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall exist and continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.


[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this ____ day of June, 2001.

WITNESS:

Dean M Beck

STREET RETAIL, INC.,
a Maryland corporation

By: 
Name: Ron D. Kepleman
Title: Vice President

WITNESS:

Shaul Kuba
Secretary

GPO I INC.,
a Delaware corporation

By: _____
Name: Richard S. Ressler
Title: President

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 14th day of June, 2001.

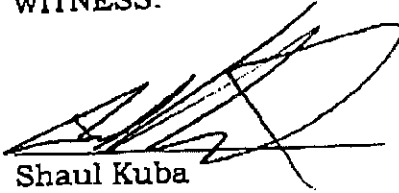
WITNESS:


STREET RETAIL, INC.,
a Maryland corporation

By: _____
Name:
Title:

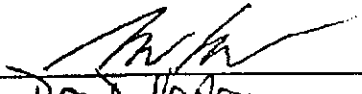
WITNESS:

GPO I INC.,
a Delaware corporation

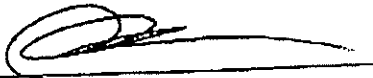

Shaul Kuba
Secretary

By: 
Name: Richard S. Ressler
Title: President

THE UNDERSIGNED, VICE PRESIDENT of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Don D. Kaplan
VICE PRESIDENT

THE UNDERSIGNED, PRESIDENT of GPO I Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Richard S. Ressler
PRESIDENT

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0000662679
WORK ORDER: 0000464918
DATE: 06-19-2001 04:28 PM
AMT. PAID: \$103.00

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) BPO I Inc.

Surviving (Transferee) Street

Retail, Inc.

(De)

(Md) LT 4031688

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

100 Certified Copies: _____

Copy Fee: 13

Certificates: _____

Certificate Fee: _____

Other: _____

TOTAL FEES: 103

Credit Card _____ Check ☒ Cash _____

1 Documents on 2 Checks

APPROVED BY: [Signature]

KEYED BY: _____

COMMENT(S):

ID # D04031688 ACK # 1000346324000000
LIBER: B00266 FOLIO: 1209 PAGES: 0008
STREET RETAIL, INC.

06/19/2001 AT 04:28 P WD # 0000464918

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

CODE 007

ATTENTION: _____

MAIL TO ADDRESS: _____

252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated March 1, 2001.

SIXTH: The Merger shall become effective upon the filing of these Articles of Merger.

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

GPO II Inc.

Class	Common Stock
Number of Authorized Shares	1,000
Number of Shares Outstanding	680
Par Value Per Share	\$0.01
Aggregate Par Value	\$10.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

- (a) Each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for 1/680th of the consideration to

be paid to the GPO stockholders in connection with the Merger (the "Merger Consideration"), which shall consist of the aggregate number (the "Merger Shares") of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the "REIT Shares") and the holder of all of the common stock of Merger Sub ("Federal Realty"), issuable at the Effective Time in accordance with Section 3.1 of the Merger Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) After the Effective Time, all shares of GPO shall no longer be outstanding and shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing shares of GPO common stock will be deemed for all purposes to represent the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall exist and continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this ____ day of June, 2001.


WITNESS:



WITNESS:

Shaul Kuba
Secretary

STREET RETAIL, INC.,
a Maryland corporation

By: 
Name: Don D. Kaplan
Title: Vice President

GPO II INC.,
a Delaware corporation

By: _____
Name: Richard S. Ressler
Title: President

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 19th day of June, 2001.

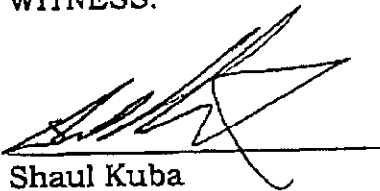
WITNESS:

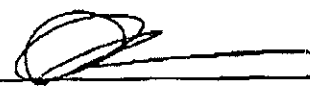
STREET RETAIL, INC.,
a Maryland corporation

By: _____
Name:
Title:

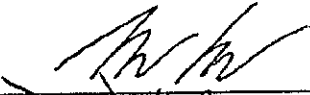
WITNESS:

GPO II INC.,
a Delaware corporation


Shaul Kuba
Secretary

By: 
Name: Richard S. Ressler
Title: President

THE UNDERSIGNED, VICE PRESIDENT of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Ron S. Kaplan
VICE PRESIDENT

THE UNDERSIGNED, PRESIDENT of GPO II Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Richard S. Ressler
PRESIDENT

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

STATE OF MARYLAND
DEPT. OF ASSESSMENTS AND TAXATION
CUST ID: 0000862670
WORK ORDER: 0000464913
DATE: 06-19-2001 04:25 PM
AMT. PAID: \$103.00

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) SPD II Inc.

Surviving (Transferee) Street

Retail Inc.

(ml) D 4031688

(hl)

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

100 Certified Copies: 13

Copy Fee: _____

Certificates: _____

Certificate Fee: _____

Other: _____

TOTAL FEES: 103

Credit Card _____ Check ☒ Cash _____

Documents on _____ Checks _____

APPROVED BY: [Signature]

KEYED BY: _____

COMMENT(S): _____

ID # D04031688 ACK # 1000359908000000
LIBER: B00279 FOLIO: 0736 PAGES: 0008
STREET RETAIL, INC.

06/19/2001 AT 04:25 P WO # 0000464913

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s) _____

CODE 007

ATTENTION: _____

MAIL TO ADDRESS: _____

CERTIFIED
COPY MADE

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 23, 1997 AT 3:02 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D4031688

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office dated: 9-15-97

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: *[Signature]* BALTIMORE MD 21202

This stamp replaces our previous certification system. Effective: 06/23/1997

A 574243



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3975
1326
④

DOMESTIC CORPORATION

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT

State Department of Assessments
and Taxation
Baltimore, Maryland

72678532

Pursuant to the provisions of Section 2-108 of the Maryland General Corporation Law, the undersigned Maryland corporation hereby notifies the State Department of Assessments and Taxation of Maryland:

(1) That under resolution adopted by the Board of Directors of the corporation on September 11, 1997, a certified copy of which is filed herewith, the resident agent of the corporation in the State of Maryland has been changed to CSC-Lawyers Incorporating Service Company whose post office address is 11 East Chase Street, Baltimore, Maryland 21202. The resident agent so designated is a corporation of the State of Maryland.

STREET RETAIL, INC.

By

Charles Garner,

(VICE) PRESIDENT

Dated: September 16, 1997

The undersigned, being the duly elected and acting Secretary of **STREET RETAIL, INC.**, hereby certifies that at a meeting of the Board of Directors duly called and held on September 11, 1997, the following resolutions were duly adopted and are now in full force and effect:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

9/23/97 at 3:02 P.M.

WDC. 537518-020
O. Hays
4773416

"RESOLVED, that CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 be and it hereby is designated as Resident Agent of the Corporation in lieu of STEVEN J. GUTTMAN and that the proper officer of the corporation is authorized to file a Notice to that effect."

I, Deborah A. Colson, certify under the penalties of perjury that to the best of my knowledge, information, and belief, the foregoing resolution is true and correct in all material respects.

Deborah A. Colson,

(ASST) SECRETARY



Street Retail, Inc.

1626 East Jefferson Street, Rockville, MD 20852-4041 Phone 301-998-8100

CERTIFIED RESOLUTION

I HEREBY CERTIFY that I am the Secretary of Street Retail, Inc., a Maryland corporation ("Corporation") and that on September 11, 1997, the Board of Directors adopted the following resolution which is now in full force and effect and is not inconsistent with the Corporation's Articles of Incorporation or Bylaws:

RESOLVED, that CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 be and it hereby is designated as Resident Agent of the Corporation in lieu of Steven J. Guttman and that the proper officer of the Corporation is authorized to file a Notice to that effect.

Deborah A. Colson
Secretary

Date: September 16, 1997

ARTICLES OF AMENDMENT
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 31, 1996 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D4031688

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this FILE NUMBER and complete copy of the
page document on file in ERIS office, DATED:
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: A. J. JONES ROCKVILLE, MARYLAND 20852 4061, Custodian
This stamp replaces our previous certification system. Effective: 6/95

089C3109111

A 539219



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3870

1241

③

no

ARTICLES OF AMENDMENT 10-31-96 926a
(INCLUDING CHANGE OF PRINCIPAL OFFICE
AND CHANGE OF ADDRESS OF RESIDENT AGENT)
TO THE
ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

63058242

Street Retail, Inc., a Maryland corporation having its principal office in Montgomery County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Third and inserting in lieu thereof the following:

026111
"THIRD: The purposes for which the Corporation is formed are as follows:

1. Acquisition of existing buildings located in downtown urban and suburban areas throughout the United States, providing that those areas serve densely populated and stable residential communities.
2. Conduct of any other lawful business for which corporations may be organized under the laws of the State of Maryland.
3. The Corporation is further authorized to have and exercise any and all powers or privileges now or hereafter conferred by the General Corporation Law of the State of Maryland or under any Act amendatory thereof or supplemental thereto or in substitution therefor."

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

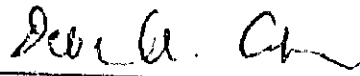
THIRD: The post office address of the principal office of the Corporation in Maryland and the post office address of its resident agent in Maryland are changed to be the following:

1626 East Jefferson Street
Rockville, Maryland 20852-4041

✓

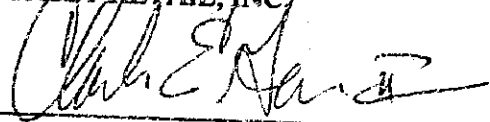
IN WITNESS WHEREOF: Street Retail, Inc. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on October 28, 1996.

ATTEST:



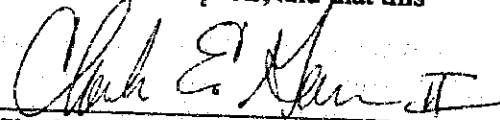
Deborah Colson
Secretary

STREET RETAIL, INC.



Charles Garner
Vice President

THE UNDERSIGNED, President (or Vice President) of Street Retail, Inc., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, and that this statement is made under the penalties for perjury.



Charles Garner
Vice President

ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 19, 1994 AT 11:47 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ 20.00

\$ 20.00

\$

D4031688

XX

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND

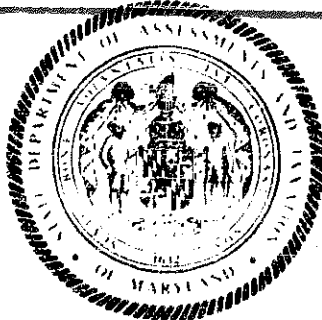
I hereby certify that PATRICIA LANKENAU true and complete copy of the
page document on 2600 VIRGINIA AVE NW STE 1111
WASHINGTON DC 20037
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Alfonsoles gvm, Custodian

This stamp replaces our previous certification system. Effective: 6/95

12163084226

A 473026



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN FEBRUARY 1995

3673
1547
③

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

at a.m.
ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

12-19-94 11:47 a

FIRST: The undersigned, Patricia A. Lankenau, whose post office address is Suite 1111, 2600 Virginia Avenue, N.W., Washington, DC 20037, being at least eighteen (18) years of age, does hereby form a corporation under the General Corporation Law of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Street Retail, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. Acquisition of existing buildings located in downtown urban and suburban areas throughout the United States, providing that those areas serve densely populated and stable residential communities.

2. The Corporation is further authorized to have and exercise any and all powers or privileges now or hereafter conferred by the General Corporation Law of the State of Maryland or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

FOURTH: The post office address of the principal office of the Corporation in Maryland is:

4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814

FIFTH: The name and post office address of the resident agent of the Corporation in Maryland is:

Steven J. Guttman
4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814

Said resident agent is an individual actually residing in the State of Maryland.

I.D. NO# D4031688
ACKN. NO. - 121C3084226
STREET RETAIL, INC.

ARTICLES.DOC

NO. OF CERTIFIED COPIES - 0

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one million (1,000,000) shares of one class of common stock with a par value of \$.01. The aggregate par value of all stock the Corporation has authority to issue is Ten Thousand Dollars (\$10,000).

SEVENTH: The number of initial directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation and the names of the directors who shall act until the first annual meeting or until their successors are elected and qualified are:

Steven J. Guttman
Hal A. Vasvari
M.J. Morrow

EIGHTH: Provisions limiting or denying to stockholders the preemptive right to acquire additional shares of capital stock of the Corporation are as follows: No holder of capital stock shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of capital stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money, or by way of dividend.

NINTH: The provisions for the regulation of the internal affairs of the Corporation are to be stated in the Bylaws of the Corporation, as the same may be amended from time to time.

I have signed these Articles of Incorporation on December 12, 1994, acknowledging it to be my act and that the matters and facts set forth herein are true in all material respects.

Patricia A. Lankenau
Patricia A. Lankenau

RESIDENT AGENT'S NOTICE OF CHANGE OF ADDRESS

I certify that I, CSC-Lawyers Incorporating Service Company

am the resident agent of & NOW YOU KNOW ENTERPRISES, LLC
(Name of Entity)

(See attached list for additional entities)

organized under the laws of _____ My address as resident
(State)

agent has changed from 11 East Chase Street
Baltimore, MD 21202

to 7 St. Paul Street, Suite 1660
Baltimore, MD 21202

☐ (CHECK IF APPLICABLE) The old and new addresses of the resident agent
are also the old and new addresses of the principal office of this entity in Maryland.

The above named entity has been advised by me in writing of this change.

CSC-Lawyers Incorporating Service Company

John H. Pelletier
Resident Agent

Mail to: State Department of Assessments & Taxation
301 W. Preston Street
Room 801
Baltimore, MD 21201-2395
JOHN H. PELLETIER
ASST. VICE PRESIDENT
CUST ID: 0001076009
WORK ORDER: 0001319047
DATE: 11-20-2008 09:24 AM
AMT. PAID: \$50,000.00

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 11-15-11

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature] Custodian
This stamp replaces our previous certification system. Effective: 6/95

PROGRAM: WJSGPAGEC
PAGE 154

STY PRODUCTIONS, INC.
2075 94765
STYLIA COSTUMES, INC.

[illegible]

DOCUMENT CODE 82

BUS

W11297900

Close _____ Stock _____

Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Now Name _____

1000361933931520

ID H W11297900 NCK H 1000361933931520
LIBER: 801035 FOLIO: 1909 PAGES: 0188
A NOW YOU KNOW ENTERPRISES, LLO

11/20/2008 AT 09:24 A NO H 8001319447

FEES REMITTED

Base Fee: 25

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 25

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s) _____

edit Card _____

Check _____

Cash _____

Code 049

Documents on _____ Checks _____

Attention: _____

Mail: Name and Address

GSC-LAWYERS INCORPORATING SERVICE COMPANY
7 ST. PAUL STREET, SUITE 1500
BALTIMORE MD 21202

used By: 012

(By: _____)

SENT(S): _____

Stamp Work Order and Customer Number HERE

CUST ID: 0001076009
WORK ORDER: 8001319447
DATE: 11-20-2008 09:24 AM
AMT. PAID: \$50,000.00

ARTICLES OF MERGER**OF****DELAWARE GPO 10, INC. INTO STREET RETAIL, INC.**

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and Delaware GPO 10, Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
Delaware GPO 10, Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub, a Maryland corporation, and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on January 27, 2000 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(a)(5) of the MGCL, the board of directors of Merger Sub adopted a resolution on July 28, 2004 unanimously approving the Agreement and Plan of Merger (the "Merger Agreement") and the transactions contemplated thereby on substantially the terms and conditions set forth in the resolution. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections 252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption

\\addition\www\10\pages\articles of merger (Maryland) 8

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6/9/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated as of July 28, 2004.

SIXTH: The Merger shall become effective upon acceptance for filing of these Articles of Merger by the State Department of Assessments and Taxation (the "Effective Time").

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the authorized shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

Delaware GPO 10, Inc.

Class	Common Stock
Number of Authorized Shares	20,000
Number of Shares Outstanding	400
Par Value Per Share	\$0.01
Aggregate Par Value	\$200.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:


- (a) At the Effective Time, each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be converted into 1/400th of the total consideration to be paid to the GPO stockholders in connection with the Merger (the

"Merger Consideration"). The Merger Consideration shall consist of the aggregate number (the **"Merger Shares"**) of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the **"REIT Shares"**) that is the holder of all of the common stock of Merger Sub (**"Federal Realty"**), issuable at the Effective Time in accordance with Section 3.1 of the Merger Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) From and after the Effective Time, all shares of GPO shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing a share of GPO common stock shall, by virtue of the Merger, represent 1/400th of the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 16th day of November, 2004.

WITNESS:



STREET RETAIL, INC.,
a Maryland corporation

By: 

Name:

Dawn M. Becker

Title:

Vice President-General
Counsel and Secretary

WITNESS:

Nicholas V. Morosoff
Secretary

DELAWARE GPO 10, INC.,
a Delaware corporation

By: _____

Name: Avraham Shemesh

Title: President

11/11/2004 18:00 FAX 3238804901

CIM GROUP

+ NICK MOROSOFF

004/010

IN WITNESS WHEREOF, the parties to these Articles of Merger
have executed these Articles of Merger as of this 15th day of November,
2004.

WITNESS:

STREET RETAIL, INC.,
a Maryland corporation

By: _____

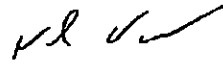
Name: Dawn M. Becker
Title: Vice President-General
Counsel and Secretary

WITNESS:

DELAWARE GPO 10, INC.,
a Delaware corporation

By: _____

Name: Avraham Shemesh
Title: President



Nicholas V. Morosoff
Secretary

THE UNDERSIGNED, VICE PRESIDENT-GENERAL COUNSEL AND SECRETARY of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of her knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Dawn M. Becker

Vice President-General
Counsel and Secretary

THE UNDERSIGNED, PRESIDENT of DELAWARE GPO 10, INC., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Avraham Shemesh
PRESIDENT

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (~~Transferor~~) Delaware GPO 10, Inc.
(DE)



1000361990567152

ID # D04031688 ACK # 1000361990567152
LIBER: B00725 FOLIO: 1024 PAGES: 0008
STREET RETAIL, INC.

11/15/2004 AT 01:46 P WO # 0000972102

Surviving (~~Transferee~~) Street Retail, Inc.
D04031688

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: _____

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 150

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Designation of Resident Agent _____

and Resident Agent's Address _____

Change of Business Code _____

Adoption of Assumed Name _____

Other Change(s) _____

Credit Card _____ Check ☒ Cash _____

Documents on 1 Checks _____

Approved By: (D)

Keyed By: _____

COMMENT(S): _____

Code 604

Attention: _____

Mail to Address: _____

CUST ID: 0001517408
WORK ORDER: 0000972102
DATE: 11-15-2004 03:04 PM
AMT. PAID: \$1,529.00

Stomer Number HERE

ARTICLES OF MERGER

OF

GPO I INC. INTO STREET RETAIL, INC.

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and GPO I Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
GPO I Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on December 16, 1996 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(b) of the MGCL, the board of directors of Merger Sub adopted a resolution on February 14, 2001 declaring the advisability of the Agreement and Plan of Merger (the "Merger Agreement") on substantially the terms and conditions set forth in the resolution and directing the submission of the Merger Agreement for consideration by the sole stockholder. In accordance with Section 3-105(e) of the MGCL, the sole stockholder of Merger Sub adopted resolutions on February 14, 2001 approving the Merger Agreement. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6/15/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

By: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated March 1, 2001.

SIXTH: The Merger shall become effective upon the filing of these Articles of Merger.

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

GPO I Inc.

Class	Common Stock
Number of Authorized Shares	1,000
Number of Shares Outstanding	250
Par Value Per Share	\$0.01
Aggregate Par Value	\$10.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

- (a) Each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for 1/250th of the consideration to be paid to the GPO stockholders in connection with

the Merger (the "Merger Consideration"), which shall consist of (1) the aggregate number (the "Fixed Shares") of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the "REIT Shares") and the holder of all of the common stock of Merger Sub ("Federal Realty"), issuable at the Effective Time in accordance with Section 3.1.B of the Merger Agreement, (2) the number of REIT Shares issuable from time to time as additional merger consideration (the "Earnout Shares"; together with the Fixed Shares, the "Merger Shares") as provided in that certain Put Agreement, dated March 2, 2001, by and among Street Retail West GP, Inc., Merger Sub, C.I.M. Group LLC, Federal Realty, GPO, GPM I Inc., GPO II Inc. and GPM II Inc., and (3) the cash payable to the GPO stockholders as additional merger consideration as provided in Article II of the Put Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) After the Effective Time, all shares of GPO shall no longer be outstanding and shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing shares of GPO common stock will be deemed for all purposes to represent the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall exist and continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.


[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this ____ day of June, 2001.

WITNESS:

Dean M Beck

STREET RETAIL, INC.,
a Maryland corporation

By: 
Name: Ron D. Keyhan
Title: Vice President

WITNESS:

Shaul Kuba
Secretary

GPO I INC.,
a Delaware corporation

By: _____
Name: Richard S. Ressler
Title: President

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 14th day of June, 2001.

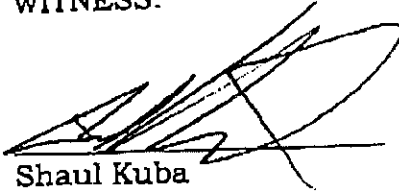
WITNESS:

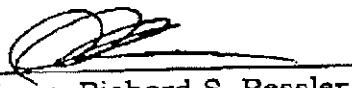
STREET RETAIL, INC.,
a Maryland corporation

By: _____
Name:
Title:

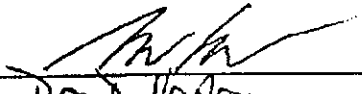
WITNESS:

GPO I INC.,
a Delaware corporation

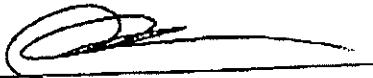

Shaul Kuba
Secretary

By: 
Name: Richard S. Ressler
Title: President

THE UNDERSIGNED, VICE PRESIDENT of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Don D. Kaplan
VICE PRESIDENT

THE UNDERSIGNED, PRESIDENT of GPO I Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Richard S. Ressler
PRESIDENT

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0000662679
WORK ORDER: 0000464918
DATE: 06-19-2001 04:28 PM
AMT. PAID: \$103.00

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) BPO I Inc.

Surviving (Transferee) Street

Retail, Inc.

(De)

(Md) LT 4031688

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: _____
Expedite Fee: 70
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
100 Certified Copies: _____
Copy Fee: 13
Certificates: _____
Certificate Fee: _____
Other: _____

TOTAL FEES: 103

Credit Card _____ Check ☒ Cash _____

1 Documents on 2 Checks

APPROVED BY: [Signature]

KEYED BY: _____

COMMENT(S):

ID # D04031688 ACK # 1000346324000000
LIBER: B00266 FOLIO: 1209 PAGES: 0008
STREET RETAIL, INC.

06/19/2001 AT 04:28 P WD # 0000464918

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
_____ and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s) _____

CODE 007

ATTENTION: _____

MAIL TO ADDRESS: _____

252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated March 1, 2001.

SIXTH: The Merger shall become effective upon the filing of these Articles of Merger.

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

GPO II Inc.

Class	Common Stock
Number of Authorized Shares	1,000
Number of Shares Outstanding	680
Par Value Per Share	\$0.01
Aggregate Par Value	\$10.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

- (a) Each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for 1/680th of the consideration to

be paid to the GPO stockholders in connection with the Merger (the "Merger Consideration"), which shall consist of the aggregate number (the "Merger Shares") of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the "REIT Shares") and the holder of all of the common stock of Merger Sub ("Federal Realty"), issuable at the Effective Time in accordance with Section 3.1 of the Merger Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) After the Effective Time, all shares of GPO shall no longer be outstanding and shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing shares of GPO common stock will be deemed for all purposes to represent the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall exist and continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties to these Articles of Merger
have executed these Articles of Merger as of this ____ day of June, 2001.


WITNESS:



WITNESS:

Shaul Kuba
Secretary

STREET RETAIL, INC.,
a Maryland corporation

By: 

Name: Don D. Kaplan
Title: Vice President

GPO II INC.,
a Delaware corporation

By: _____
Name: Richard S. Ressler
Title: President

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 19th day of June, 2001.

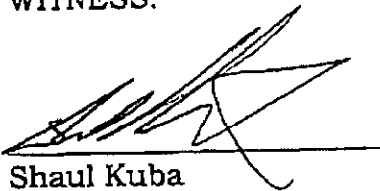
WITNESS:

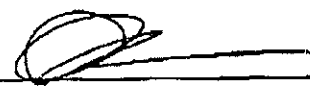
STREET RETAIL, INC.,
a Maryland corporation

By: _____
Name:
Title:

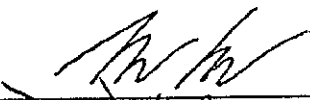
WITNESS:

GPO II INC.,
a Delaware corporation


Shaul Kuba
Secretary

By: 
Name: Richard S. Ressler
Title: President

THE UNDERSIGNED, VICE PRESIDENT of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Ron S. Kaplan
VICE PRESIDENT

THE UNDERSIGNED, PRESIDENT of GPO II Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Richard S. Ressler
PRESIDENT

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

STATE OF MARYLAND
DEPT. OF ASSESSMENTS AND TAXATION
CUST ID: 0000862670
WORK ORDER: 0000464913
DATE: 06-19-2001 04:25 PM
AMT. PAID: \$103.00

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) SPD II Inc.

Surviving (Transferee) Street

Retail Inc.

(ml) D 4031688

(hl)

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

100 Certified Copies: 13

Copy Fee: _____

Certificates: _____

Certificate Fee: _____

Other: _____

TOTAL FEES: 103

Credit Card _____ Check ☒ Cash _____

Documents on _____ Checks _____

APPROVED BY: [Signature]

KEYED BY: _____

COMMENT(S): _____

ID # D04031688 ACK # 1000359908000000
LIBER: B00279 FOLIO: 0736 PAGES: 0008
STREET RETAIL, INC.

06/19/2001 AT 04:25 P WO # 0000464913

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s) _____

CODE 007

ATTENTION: _____

MAIL TO ADDRESS: _____

COPIES
CERTIFIED
MADE

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 23, 1997 AT 3:02 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D4031688

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office, dated:
THE PRENTICE-HALL CORPORATION of MD
SYSTEM, MARYLAND:

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
111 DE CHASSEMENTS

BY: *[Signature]* BALTIMORE MD 21202 *[Signature]*, Custodian

This stamp replaces our previous certification system. Effective: 06/23/1987

A 574243



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3975
1326

4

DOMESTIC CORPORATION

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT

State Department of Assessments
and Taxation
Baltimore, Maryland

72678532

Pursuant to the provisions of Section 2-108 of the Maryland General Corporation Law, the undersigned Maryland corporation hereby notifies the State Department of Assessments and Taxation of Maryland:

(1) That under resolution adopted by the Board of Directors of the corporation on September 11, 1997, a certified copy of which is filed herewith, the resident agent of the corporation in the State of Maryland has been changed to CSC-Lawyers Incorporating Service Company whose post office address is 11 East Chase Street, Baltimore, Maryland 21202. The resident agent so designated is a corporation of the State of Maryland.

STREET RETAIL, INC.

By

Charles Garner,

(VICE) PRESIDENT

Dated: September 16, 1997

The undersigned, being the duly elected and acting Secretary of **STREET RETAIL, INC.**, hereby certifies that at a meeting of the Board of Directors duly called and held on September 11, 1997, the following resolutions were duly adopted and are now in full force and effect:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

9/23/97 at 3:02 P.M.

WDC. 537518-020
O. Hays
4773416

"RESOLVED, that CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 be and it hereby is designated as Resident Agent of the Corporation in lieu of STEVEN J. GUTTMAN and that the proper officer of the corporation is authorized to file a Notice to that effect."

I, Deborah A. Colson, certify under the penalties of perjury that to the best of my knowledge, information, and belief, the foregoing resolution is true and correct in all material respects.

Deborah A. Colson,

(ASST) SECRETARY



Street Retail, Inc.

1626 East Jefferson Street, Rockville, MD 20852-4041 Phone 301-998-8100

CERTIFIED RESOLUTION

I HEREBY CERTIFY that I am the Secretary of Street Retail, Inc., a Maryland corporation ("Corporation") and that on September 11, 1997, the Board of Directors adopted the following resolution which is now in full force and effect and is not inconsistent with the Corporation's Articles of Incorporation or Bylaws:

RESOLVED, that CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 be and it hereby is designated as Resident Agent of the Corporation in lieu of Steven J. Guttman and that the proper officer of the Corporation is authorized to file a Notice to that effect.

Deborah A. Colson
Secretary

Date: September 16, 1997

ARTICLES OF AMENDMENT
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 31, 1996 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D4031688

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this FILE NUMBER and complete copy of the
page document on file in ERIS office, DATED:
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: A. J. JONES ROCKVILLE, MARYLAND 20852 4061, Custodian
This stamp replaces our previous certification system. Effective: 6/95

089C3109111

A 539219



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3870
1241

3

no

ARTICLES OF AMENDMENT 10-31-96 926a
(INCLUDING CHANGE OF PRINCIPAL OFFICE
AND CHANGE OF ADDRESS OF RESIDENT AGENT)
TO THE
ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

63058242

Street Retail, Inc., a Maryland corporation having its principal office in Montgomery County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Third and inserting in lieu thereof the following:

2096
"THIRD: The purposes for which the Corporation is formed are as follows:

1. Acquisition of existing buildings located in downtown urban and suburban areas throughout the United States, providing that those areas serve densely populated and stable residential communities.
2. Conduct of any other lawful business for which corporations may be organized under the laws of the State of Maryland.
3. The Corporation is further authorized to have and exercise any and all powers or privileges now or hereafter conferred by the General Corporation Law of the State of Maryland or under any Act amendatory thereof or supplemental thereto or in substitution therefor."

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

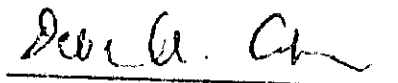
THIRD: The post office address of the principal office of the Corporation in Maryland and the post office address of its resident agent in Maryland are changed to be the following:

1626 East Jefferson Street
Rockville, Maryland 20852-4041

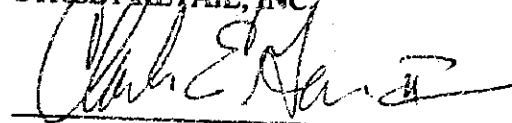
✓

IN WITNESS WHEREOF: Street Retail, Inc. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on October 28, 1996.

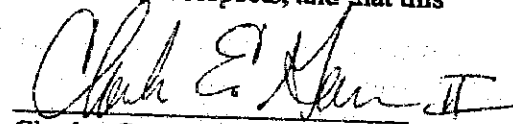
ATTEST:


Deborah Colson
Secretary

STREET RETAIL, INC.


Charles Garner
Vice President

THE UNDERSIGNED, President (or Vice President) of Street Retail, Inc., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, and that this statement is made under the penalties for perjury.


Charles Garner
Vice President

ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 19, 1994 AT 11:47 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ 20.00

\$ 20.00

\$

D4031688

XX

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL INDORSMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND

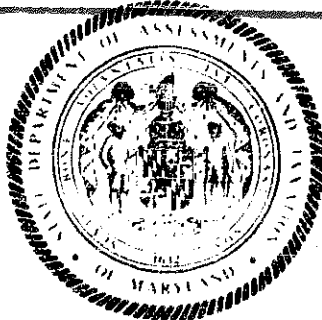
I hereby certify that PATRICIA LANKENAU true and complete copy of the
page document on 2600 VIRGINIA AVE NW STE 1111
WASHINGTON DC 20037
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Alfonsoles gvm, Custodian

This stamp replaces our previous certification system. Effective: 6/95

12163084226

A 473026



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN FEBRUARY 1995

3673
1547
③

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

at a.m.
ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

12-19-94 11:47 a

FIRST: The undersigned, Patricia A. Lankenau, whose post office address is Suite 1111, 2600 Virginia Avenue, N.W., Washington, DC 20037, being at least eighteen (18) years of age, does hereby form a corporation under the General Corporation Law of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Street Retail, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. Acquisition of existing buildings located in downtown urban and suburban areas throughout the United States, providing that those areas serve densely populated and stable residential communities.

2. The Corporation is further authorized to have and exercise any and all powers or privileges now or hereafter conferred by the General Corporation Law of the State of Maryland or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

FOURTH: The post office address of the principal office of the Corporation in Maryland is:

4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814

FIFTH: The name and post office address of the resident agent of the Corporation in Maryland is:

Steven J. Guttman
4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814

Said resident agent is an individual actually residing in the State of Maryland.

I.D. NO# D4031688
ACKN. NO. - 121C3084226
STREET RETAIL, INC.

ARTICLES.DOC

NO. OF CERTIFIED COPIES - 0

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one million (1,000,000) shares of one class of common stock with a par value of \$.01. The aggregate par value of all stock the Corporation has authority to issue is Ten Thousand Dollars (\$10,000).

SEVENTH: The number of initial directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation and the names of the directors who shall act until the first annual meeting or until their successors are elected and qualified are:

Steven J. Guttman
Hal A. Vasvari
M.J. Morrow

EIGHTH: Provisions limiting or denying to stockholders the preemptive right to acquire additional shares of capital stock of the Corporation are as follows: No holder of capital stock shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of capital stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money, or by way of dividend.

NINTH: The provisions for the regulation of the internal affairs of the Corporation are to be stated in the Bylaws of the Corporation, as the same may be amended from time to time.

I have signed these Articles of Incorporation on December 12, 1994, acknowledging it to be my act and that the matters and facts set forth herein are true in all material respects.

Patricia A. Lankenau
Patricia A. Lankenau