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The Petitioner has voluntarily agreed to contribute \$6,100,000 to the City to establish a Mitigation Fund ("Fund"). The purpose of the Fund is to provide mitigations related to the Project such as sewer and stormwater mitigations, and traffic improvements and/or mitigations that foster the desired attributes of this mixed-use/transit-oriented development, particularly those that enhance connections between modes of transportation and enhance the access to the natural features of the surroundings.

As further discussed below, the Fund may be used for the following public purposes: improvements to the sewer and stormwater systems infrastructure to reduce inflow and infiltration; traffic studies and/or traffic mitigation in the areas of Lower Falls and Auburndale impacted by the Project; and for such other public purposes as set out in this condition.

The Petitioner shall pay the \$6,0100,000 voluntary contribution to the City as follows: one quarter upon the issuance of a Building Permit for the residential building; one quarter upon the issuance of a Building Permit for the office building; one quarter upon the issuance of a Certificate of Occupancy for the residential building; and one quarter upon the issuance of a Certificate of Occupancy for the office building.

Inflow and Infiltration Allocation: Not less than \$4,1000,000 or more than \$4,800,000 of the Fund shall be dedicated to sewer improvements and stormwater improvements directed at eliminating inflow and infiltration ("I&I"). ~~The Board of Aldermen shall make I&I payments totaling \$4,000,000 from the Fund at the time each building in the Project applies for its sewer connection,~~ with the allocation among the buildings being 64.7% for the residential building, 24.1% to the office building, and 11.2% to the retail/community building. The monies placed in the I&I Allocation of the Fund shall be deemed to satisfy the Petitioner's obligation for I & I mitigation, including for purposes of sewer connection permits for all buildings in the Project, provided that the Petitioner undertakes the water conservation measures set out in this Condition.

The Petitioner has agreed to mitigate for infiltration and inflow at a rate of 8 gallons for each gallon of sanitary sewage generated by the building, at a cost of \$8.40 per gallon of mitigation. The Petitioner intends to implement water conservation measures which will result in an overall reduction of approximately 10%-30% in water use and subsequent wastewater generation from the ~~For reference only, based upon the~~ current flow schedule at 314 CMR 7.15. To secure such water conservation measures, the Petitioner has agreed to install the following: a) low-flow, high-efficient faucets (i.e., 0.5 gallons per minute (gpm)) in the office, residential, and retail/community buildings including in all restaurants; and b) low-flow water closets and urinals in the office building, ~~the I&I payments would amount to approximately \$4,800,000 for the Project.~~

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~~Accordingly, the remaining \$800,000 of potential I&I payments shall be held in the Fund pending a review of the actual measured water usage of each building following full occupancy of such building, or a partial occupancy of such building that is, in the view of the City Engineer, sufficient to reflect typical usage and therefore to calculate a reasonably accurate measurement of the building's water usage. Subject to the review and approval of the City Engineer, if the actual measured water usage shows a reduction from the calculated flow based on the flow schedule at 314 CMR 7.15, then there shall be a corresponding reduction in the I&I payment from the Fund. **[Insert example]** The Board of Aldermen shall make I&I payments out of the remaining \$800,000 as requested by the City Engineer following completion of the review of the actual measured water usage for each building. Any monies not expended for I&I payments shall be available for expenditure for the other purposes authorized in this condition.~~

Traffic and Neighborhood Improvements Allocation: ~~Not more than~~ \$2,000,000 of the Fund shall be allocated to traffic improvements or other neighborhood improvements as follow, which are offered by way of illustration and not by way of limitation: traffic studies and/or traffic mitigation in the areas of Lower Falls and Auburndale impacted by the Project; improvements to the Williams School; fire and safety equipment; a study of the Charles River Basin area in close proximity to the Site; improvements to the rail trail running over I-95 from Newton Lower Falls to the MBTA Riverside Facility; playground and/or park improvements; and similar purposes. A minimum of ~~75~~60% of this allocation will be dedicated to traffic improvements, which may be expended for such traffic improvements either prior to or subsequent to and will remain unexpended until the post-occupancy traffic studies required by this Special Permit/Site Plan Approval. If based on the post-occupancy traffic studies the Petitioner is obligated to undertake additional traffic mitigation have been completed, and a determination has been made concerning whether additional traffic mitigation measures are required to measures to fulfill the requirements of this Special Permit/Site Plan Approval, the Petitioner shall receive a credit towards. ~~If such traffic mitigation measures up to the greater of the following: a) all funds actually spend on traffic mitigations, or b) 60% of this allocation. are required, said 75% of the Traffic and Neighborhood Improvements Allocation shall be used to fund said required mitigation measures, provided, however, that n~~Nothing in this ~~e~~Condition ~~will~~shall relieve the Petitioner from paying the cost of all required post-occupancy traffic mitigations that may exceed monies available for this purpose from the Fund.

The Mitigation Fund shall be expended only with the approval of the Board of Aldermen. Requests for expenditures from the Mitigation Fund may be made by a Neighborhood Improvement Council ("NIC") to be established by the Board of Aldermen in accordance with this condition, or at the request of City officials. The NIC

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shall serve in an advisory role regarding any expenditures from the Traffic and Neighborhood Improvements Allocation. All requests for expenditures made by the NIC shall be referred to the appropriate City Department for ~~At~~review. All expenditures from the Mitigation Fund ~~other than for I&I improvements~~ shall require, in addition to the approval of the Board of Aldermen, ~~the approval by majority vote of the NIC, the approval of the Director of Planning and Development, and~~ the approval of the City ~~d~~Department, or ~~s~~State agency, if any, where the improvement is proposed.

The Board of Aldermen shall establish a ~~five~~nine-member NIC, which shall be composed as follows: ~~one~~three alderman ~~from Ward 4 and two, one of whom shall be from Ward 4, one of whom shall be a member of the Board of Aldermen Finance Committee, and one of whom shall be a member of the Board of Aldermen Public Safety and Transportation Committee; one~~ representative each from the Auburndale ~~and, Lower Falls, and Lasell Village~~ neighborhoods; ~~and one representative each from the Woodland Condominiums, Riverside Business Center, and Williams School community. Any request for expenditures made by the NIC shall require a majority vote of a~~ quorum of ~~three~~five members ~~of the NIC. will be required to vote, and vote of a majority of members present and voting will be required to approve an item., provided, however, that no vote shall be required when the NIC is providing advice to the Board of Aldermen on a request for any expenditure from the Fund.~~ The Board of Aldermen may establish terms for the community members as well as additional procedural rules for the NIC, which shall be subject to the same laws and regulations as any other City board or commission. The NIC shall be staffed by the Planning and Development Department.