EXHIBIT A

DEFINITIONS

The following terms are expressly defined as follows:

"121A Payments" shall mean the payments required to be made to the City pursuant to all 121A Agreements, calculated pursuant to Section 4.03 of this Agreement.

"Allocable Land Cost" shall mean a pre-determined amount as reflected on Exhibit E and contained in the Final Reimbursement Budget on account of a portion of the price to be paid by the Redeveloper for land supporting the Public Improvements, in whole or in part, for the Step in question.

"Assisted Living Use" shall mean a facility regulated under M.G.L. c. 19D and the regulations thereunder.

"Big Box Use" shall mean a retail use with an aggregate floor area of more than 100,000 square feet and a street level floor area of more than 50,000 square feet; provided, however that one Big Box permitted without amendment of the Development Plan shall not be subject to the foregoing size limitations, but may not have more than 140,000 square feet of gross floor area on any single floor.

"Chapter 121A Agreements" and "121A Agreements" each shall mean those agreements between the City and the owner of any property within the Redevelopment Area pursuant to M.G.L. c. 121A, § 6A, as amended by the special legislation attached as Exhibit J hereto.

"City" shall mean, for purposes of approvals hereunder, the Mayor and the Director of Urban Redevelopment unless the approval of the City Council is also specified.

"City Bonds" shall mean the general obligation bonds or bond anticipation notes that the City intends to issue or does issue to fund the payment of Reimbursement Amount(s).

"Completed" or "completed" shall mean, in respect of an individual piece of construction, that it is completed subject only to punch list items as further described in Section 4.06(d).

"COC" shall mean a Certificate of Consistency issued by the Director of Urban Redevelopment pursuant to the URDP.

"DIF District" shall mean the geographic portion of the City, known as the Quincy Center District, which has been designated a District Improvement Financing District pursuant to M.G.L. c. 40Q.

"DIF Maintenance Fund Payments" shall mean those funds generated from 121A Payments that shall be used by the City to pay for any increases in municipal services, repairs or maintenance of public infrastructure or amenities within the DIF District.

"Excluded Owners" shall mean (i) existing employers within the City at the Execution Date with more than 250 employees; (ii) projects of less than 50,000 square feet of building area; and (iii) owner-occupied office buildings.

"Force Majeure Event" shall have the meaning set forth in Section 14.07.

"Interim Parking Management Plan" shall mean an interim parking plan demonstrating that, during redevelopment of a Step, there will be sufficient off-street parking capacity in the New Quincy Center Area to accommodate the then existing parking needs of the downtown area which has been approved by the Mayor and the Director of Urban Redevelopment (the "Interim Parking Plan").

"Non-Parking Public Improvements" shall mean the Implementing Public Improvements exclusive of the Parking Public Improvements.

"Nursing Home Use" shall mean any facility licensed under M.G.L. c. 111, § 71.

"Parking Public Improvements" shall mean the garages and other parking that are to be constructed as part of the Implementing Public Improvements in order to provide public parking serving the Redevelopment Area and that will be owned, operated and maintained by the City.

"Public Improvements Costs" shall mean the hard and soft costs, including certain land and financing costs for the Implementing Public Improvements. In computing the Final Reimbursement Budget, these costs shall be subject to the limitations provided for in Section 4.06(a)(iii) of this Agreement.

"Substantial Completion" or "Substantially Complete" shall mean in respect of a Step that: (1) the utilities for the Step shall be one hundred percent (100%) completed, the public parking garages shall be substantially completed (i.e., sufficient enough to qualify for a certificate of occupancy) and seventy-five percent (75%) (except in the case where the City acquires Non-Parking Public Improvements, one hundred percent (100%)) of the floor area of the buildings in the Step shall have been completed as evidenced by issuance of temporary certificates of occupancy, and (2) the payments under the Chapter 121A Agreements shall have been made for at least two (2) prior quarters.

Set forth below are other terms defined in the text of the Agreement and the applicable Section where defined:

Defined Terms	Reference
121A Default	4.06(b)
Actual Parking Revenue Surplus	Exhibit O
Additional Development Opportunity	2.04
Additional Grant Funds	Recitals, Para. D
Additional Payment	1.03
Additional Submissions	4.06
Affiliate	9.02(a)
Agreement	Recitals, Para. F
Anticipated Revenue Stream	4.06(a)(iv)(4)
Authorized Representatives	8.01
Benchmark Schedule	3.01
Calculated Debt Service	4.06(a)(iv)(4)
Certificate of Completion	11.02(a)
City Bonds	Recitals, Para. D
City Consultants	4.05
City Parcels	Recitals, Para. A
Cliveden Bridge Extension	4.04
Closing 1	1.02
Commencement Amount	Recitals, Para. D
Commencement of Construction	4.06(c)
Community Benefits Account	15.18
Construction Bidding Assessment	4.05
Consultant Escrow Account	4.05

Core Public Improvements	4.04
Default	14.01(a)
Default Notice	14.01(a)
Design Assessment	4.05
Design Development Documents	4.06(a)(i)
Design Operational Standards	4.05(c)
Design Standards	4.05(a)
Desman	4.06
Desman Study	4.06
Development Plan	Recitals, Para. B
DIF Maintenance Fund	4.03(e)
Existing Real Estate Tax Payment	4.03(d)
Federal and State Funding	4.03
Final Reimbursement Budget	4.06
Financial Submission	4.06(b)
Implementing Public Improvements	4.02
Independent Step	2.03
Monetary Default	14.01(a)
New Growth Tax Component	4.03(d)
New Quincy Center Area	Recitals, Para. A
Non-Monetary Default	14.01(a)
Outside Step Completion Date	Exhibit D
Parity Payment	4.03(h)
Parking Management Plan	15.23

Plans and Specifications	4.06(c)
Pre-Requisites	4.06(a)(i)
Private Improvements	4.05
Pro Forma Parking Revenue Surplus	Exhibit O
Project Area	Recitals, Para. A
Projected Real Estate Tax Payment	4.03(d)
Proposed Reimbursement Budget	4.06(a)(ii)
Public Improvements	Recitals, Para. C
Redevelopment Area	Recitals, Para. A
Redevelopment Project	Recitals, Para. B
Redevelopment Properties	4.03
Reimbursement Amount	4.06
Shortfall	4.03
Special Assessment Component	4.03(d)
Step or Steps	1.02
Surplus	4.06
Surplus Source Garage	Exhibit O
Target Step Completion Date	11.01
Town Brook Culvert Restoration	4.04
URDP	Recitals, Para. A