

BRA Approval: June 29, 1989
ZC Approval: July 27, 1989
effective: Aug. 17, 1989

Development Plan
and
Development Impact Project Plan
For
Planned Development Area No. 32

Boston Crossing
Boston, Massachusetts

June 15, 1989

I. Introduction

The following constitutes the Development Plan and the Development Impact Project Plan for the development of Planned Development Area No. 32, Boston Crossing, Boston, Massachusetts (the "Site") and the construction of the improvements described herein (the "Project"). In accordance with Section 3-1A and Articles 26A and 26B of the Boston Zoning Code, this Development Plan and Development Impact Project Plan sets forth information about the Project including the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, projected number of employees, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures. Also, in accordance with Section 38-14 of the Boston Zoning Code, this Development Plan and Development Impact Project Plan sets forth a plan for public benefits consistent with the Midtown Cultural District Plan.

This Development Plan and Development Impact Project Plan consists of twelve pages of text and tables plus Exhibits A through G. All references to the Development Plan and Development Impact Project Plan contained herein shall pertain only to such twelve pages and Exhibits.

II. Developer

The developer of the Project is Boston Crossing Limited Partnership, a Massachusetts limited partnership (the "Developer"). The address of and contact persons for the Developer are:

Boston Crossing Limited Partnership
Campeau Massachusetts, Inc., General Partner
One Avenue de Lafayette
Boston, Massachusetts 02111
(617) 367-1800
Contact persons: Mr. Lenard B. McQuarrie
Mr. Carl Geupel

III. Architects

The Architects for the Project are:

Skidmore, Owings & Merrill
220 East 42nd Street
New York New York 10017
(212) 309-9525
Contact Persons: David Childs, Design Partner
Karen Alschuler, Planning Partner

and

RTKL Associates, Inc.
400 East Pratt Street
Baltimore, Maryland 21202
(301) 528-8600
Contact Person: George Pillorage

IV. Description of Planned Development Area

The site consists of the Al-Jordan Parcel, the Lafayette Retail Parcel, the Avenue de Lafayette Parcel, the Hayward Parcel and the Cornice Parcel; the Hayward Parcel includes certain subsurface areas in a reconfigured Harrison Avenue Extension and Hayward Place. The site is described in Exhibit A and shown on the plans included as Exhibit A-1. The site contains approximately 7.5 acres. The site is bounded generally by Washington Street, Summer Street, Chauncy Street, Avenue de Lafayette, and a reconfigured Harrison Avenue Extension and Hayward Place.

V. General Description of Proposed Development and Proposed Uses

The Boston Crossing development (the "Project") planned by the Developer is a mixed-use development with approximately 1,425,000 square feet of retail space, 1,450,000 square feet of office space and an additional 700 to 900 subsurface parking spaces. Other uses include proposed museum space, an athletic club and restaurants as further described in Exhibit E. Day care will be provided as required by Section 38-18.4 of the Boston Zoning Code.

The Project will include a rebuilt Jordan Marsh department store at the northern end of the site that will tie into a rebuilt and enlarged specialty retail center not to exceed six levels where the Lafayette Place Retail Center is now located. An office structure

will be located above Jordan Marsh accessed via a street-level entrance on Summer Street and a second-level office lobby.

A five-story, full-service department store, presently anticipated to be Bloomingdale's, will anchor the southern end of the site. The new parking garage will be located below this department store and a second office structure, designed to complement the proposed Commonwealth Center development on the other side of Washington Street, will be constructed above the department store at such time as the Developer determines that the market will support such development.

The Project will be separated into different legal components for each of such principal uses: the North Retail Component, North Office Component, Central Retail Component, South Garage Component, South Retail Component and South Office Component.

VI. Proposed Location and Appearance of Structures

The proposed location and appearance of the structures will be as shown on the plans listed on Exhibit B (the "Project Plans"). The Project Plans are subject to further design review and refinement by the Authority in accordance with the Design Review Procedures set forth in a Sale and Construction Agreement to be entered into by the City, the Authority and the Developer. The Project Plans, as they may be so modified, are incorporated herein by reference.

The Project will apply brick, granite, glazing and precast concrete building materials in a variety of colors that will be compatible with surrounding buildings. The Developer will work with the Authority through the design review process to ensure that the architecture, signage, and street scape design are consistent with the guidelines for Downtown Crossing and the Midtown Cultural District.

VII. Estimated Construction Time

Construction activity is expected to commence within two years after the closing of financing for the construction of the Phase I Improvements consisting of the South Garage Component, South Retail Component and the westerly side of the North Retail Component; within three years after the closing of financing for the construction of the Phase II Improvements consisting of the Central Retail Component and the easterly side of the North Retail Component; and six months after one-

half of the tenant space in the North Retail Component has been pre-leased for the construction of the Phase III Improvements, consisting of the North Office Components; provided that in each case all initial building permits and other required permits have been issued and all other prerequisites have been satisfied. Subject to unforeseen delays, the construction period for the Project, with the exception of the South Office Component, is expected to last approximately five years.

VIII. Projected Number of Employees

It is estimated that the Project will generate approximately 6750 construction jobs. Once construction is completed, the Project will provide an estimated 11,000 permanent jobs.

IX. Development Impact Project Contribution

The Project is a "Development Impact Project" under Sections 26A and 26B of the Boston Zoning Code and, as required thereunder, the Developer will enter into a Development Impact Project Agreement (the "DIP Agreement") with the Boston Redevelopment Authority (the "Authority") and the Neighborhood Housing Trust. Under Sections 26A and 26B and the DIP Agreement, the Developer shall be responsible for making a Development Impact Project Contribution (the "DIP Contribution") and a Jobs Contribution Grant (the "Jobs Contribution") with regards to the Project.

The DIP Contribution may be made, at the Developer's option, by (i) the payment by the Developer of a sum of money, payable at the times and in the manner and under the conditions specified in the DIP Agreement (referred to in Section 26A-3 of the Boston Zoning Code as the "Housing Contribution Grant"), (ii) by the creation of low and moderate income housing units at a cost equal to the amount of the Housing Contribution Grant and under the conditions specified in the DIP Agreement (referred to in said Section 26A-3 as the "Housing Creation Option") or (iii) a combination of items (i) and (ii) above.

Subject to the approval of the Neighborhood Housing Trust, the Developer intends to elect to make its DIP Contribution by means of the Housing Creation Option. More specifically, the Developer intends to make available the value of the amounts which would be payable as the Housing Creation Grant for each of the North Retail Component, North Office Component, Central Retail Component, South Retail Component and South Office Component of the Project either as (a) all or

part of the net present value, calculated in accordance with the Housing Creation Regulations adopted by the Authority pursuant to Section 26A-2.3.(a) of the Zoning Code, as and when construction of each such separate Component commences pursuant to a building permit or partial building permit issued therefor, or (b) in seven equal annual installments as would have been required by the Housing Payment Option, payable with respect to each such Component beginning as and when each such separate Component commences pursuant to a building permit or a partial building permit issued therefore. Payments shall be to the development entity or entities to be formed for the purpose of undertaking two separate affordable housing developments on Parcels A, B and C of the South Cove Urban Renewal Area, with accessory parking and supportive community facilities (the "Affordable Housing Projects"). Such funds shall be paid in escrow to the Authority or the Neighborhood Housing Trust to be made available in the form of loans to and/or contributions to the capital of such development entity or entities in proportion to the total amount approved by the Authority and the Neighborhood Housing Trust for application to each such Affordable Housing Project, and the right to repayment of such loans or capital, as the case may be, shall be assigned by the Developer to the Authority or the Neighborhood Housing Trust, as may be agreed upon by such governmental agencies.

Contingencies to the making and continuation of such Housing Creation Option election are more specifically addressed in the DIP Agreement, but shall include, without limitation, the following: (i) approval of a housing creation proposal by the Authority and the Neighborhood Housing Trust, and (ii) adherence by the developers of the Affordable Housing Projects to a reasonable timetable for obtaining financing for, and the commencement of construction of, the Affordable Housing Projects.

Should the Developer be unable to proceed with the Affordable Housing Projects, the Developer may pursue other opportunities under the Housing Creation Option and/or pay the Housing Opportunity Contribution all as shall be in accordance with Article 26A of the Zoning Code.

As required under Article 26B of the Zoning Code, and as required by the DIP Agreement, the Developer shall also be responsible for making a Jobs Contribution with respect to each element of the Project as and when construction of each such separate element commences pursuant to a building permit or partial building permit

issued therefor, in the manner and under the conditions specified in the DIP Agreement. The Developer intends, subject to the approval of the Mayor's Office of Community Jobs and Services and the Neighborhood Jobs Trust, to use all or part of its its Jobs Contribution as a Jobs Creation Contribution for jobs training and language programs, including the following:

- a) The establishment of a Retail Jobs Academy in conjunction with the Authority and the Office of Jobs and Community Services, to train entry-level retail workers. The Project is expected to generate approximately 4,000 positions in retailing.
- b) Funding and organization of English as a Second Language Programs in conjunction with the chinatown Neighborhood Council Social Services Subcommittee.
- c) Funding for the Women in Building Trades pre-apprenticeship construction training program.

If a building permit or partial building permit is not issued for the Project or any separate element of the Project, or if the Project or any separate element of the Project is abandoned prior to commencement of substantial construction thereof after a building permit or partial building permit therefor has been issued, or if for any reason a building permit or partial building permit for the Project or any separate element of the Project has lapsed prior to commencement of substantial construction thereof, then the Developer shall have no responsibility for any DIP Contribution or Jobs Contribution with respect to the Project or such element, as the case may be.

X. Building Dimensions

It is proposed that the Project components will have the following approximate building heights and areas :

	<u>Height¹</u>	<u>Gross Square Feet²</u>
North Office Component	478'	840,500
Jordan Marsh Component	96'	473,000
Central Retail Component	110'	694,500
South Garage Component	—	—
South Retail Component	90'	258,000
South Office Building	406'	609,000

The areas allocated for project uses are described more fully in Exhibit E. The dimensions will be further developed during the Development Review Process of the Authority under Article 31 of the Code.

The heights of the North and South Office Buildings exceed the maximum height range of 155 feet to 400 feet in Section 38-11.2.b and Table A of Article 38 of the Code, but are consistent with a proposed amendment to Section 38-11.2.b and Table A of Article 38 authorizing a single building having a height substantially in accord with a maximum height of 465 feet within a PDA of more than three acres.

The current design of the Project improvements is as shown on the Project Plans.

¹Height is calculated in accordance with the definition of "height of buildings" in Section 2-1(23) of the Boston Zoning Code.

²Gross Square Feet is calculated in accordance with the definition of "floor area, gross" in Section 2-1 (21) of the Boston Zoning Code, including without limitation the exclusion of shafts, voids, atria and similar non-floor areas. The additional 700 to 900 subsurface parking spaces are not included in Gross Square Feet or FAR calculations.

XI. Proposed Traffic Circulation

The roadways providing east-west local access to and from the site are Stuart/Kneeland Streets, Boylston Street, Essex Street (eastbound only), Avenue de Lafayette (westbound only to Harrison Avenue Extension), Bedford Street (westbound only) and Summer Street. The roadways providing north-south local access to and from the site are Surface Artery, Kingston Street (southbound only) Chauncy Street (northbound only except between Bedford Street and Avenue de Lafayette), Harrison Avenue/Harrison Avenue Extension (southbound only), Washington Street (northbound only to the auto-restricted zone) and Tremont Street (southbound only).

To improve westbound traffic flow in the area, the Developer proposes to widen both Harrison Avenue Extension and Hayward Place. In addition, the Developer is currently working with the developers of Commonwealth Center, the Boston Transportation Department and the Authority to establish road alignments that will accommodate westbound traffic from Washington Street to Tremont Street.

A great majority of the Project's users will arrive by public transportation. Improvements proposed by the Developer include the upgrading of facilities at the Project and of the Chinatown MBTA station at the corner of Hayward Place and Washington Street and a joint upgrading of the Downtown Crossing station with the nearby Kennedy's Department Store.

Existing pedestrian access to the Site is primarily from West Street. The Project is designed to maximize entrances and connections to all surrounding districts. At the northwest corner of the Project, major entrances to Jordan Marsh will be rebuilt. An entrance on the northeast corner of the site at Summer Street and Chauncy Street will be easily accessible to pedestrians walking from the Financial District on Summer, Arch and Hawley Streets. Major entrances to the department store on the southern end of the Site will also be featured at Avenue de Lafayette, Washington Street and Avery Street.

The Project will provide for ground floor pedestrian passage through the Project on an east/west axis with Boston's existing street grid in the area. The plans include an east-west connection between West Street and Chauncy Street. A second passageway known as "Opera Way" will establish a two-story passage within the southern retail building starting at the corner of Avenue de Lafayette and Harrison Avenue Extension and running through the building to Washington Street across from the

Opera House. Such pedestrian passages will be available to pedestrians during normal retail hours of the facilities within which they are located.

Off-street truck docks will be designed to minimize the impact of loading and unloading activities on the local traffic circulation system.

XII. Parking and Loading Facilities

The proposed subsurface parking facility will provide an estimated an additional 700 to 900 subsurface parking spaces. The new parking facility will use the existing entrances to the Lafayette Place garage at Chauncy Street and Avenue de Lafayette. The facility will be managed to emphasize use by department store patrons and other shoppers. As described more fully in the traffic plans to be approved by the Boston Transportation Department, the Project will provide reduced rates for up to 150 spaces between the hours of 8:00 P.M. and 7:00 A.M., preferential parking rates during off-peak hours, and establish further reduced rates for neighborhood residents who desire to park in the garage during snow emergencies and to facilitate street cleaning. By providing off-peak hours parking in conjunction with major cultural institutions, on-street parking demand should be reduced for residents of Chinatown. Preferential parking will be provided solely for bona-fide permanent residents of Chinatown. Mass transit will continue to serve as the dominant transportation mode - a tendency that will be reinforced with management and marketing policies as well as improvements to the adjacent MBTA stations.

It is anticipated that the Project will have up to seven subsurface loading docks for off-street loading and unloading of delivery vehicles on the Hayward Parcel to supplement the existing subsurface loading docks on the Al-Jordan Parcel. Access to the loading area will be from the existing entrance on Chauncy Street and a proposed new entrance on Harrison Avenue Extension. Sufficient room for truck maneuvering will be provided internally.

Tenant delivery vehicles will be encouraged to use off-peak hours.

XIII. Access to Public Transportation

The Project will be located in the center of MBTA subway and trolley lines. Access to three of the four lines (Red, Green and Orange) is available from the site. The remaining line (Blue) is accessed either by the Orange Line or a short walk to State Street. The site is also within one stop on the MBTA's Red line of South Station,

currently a multimodal transportation center with commuter rail lines to the south, express busses, and AMTRAK trains. Express busses also board and disembark passengers with destinations west of the City at a bus stop on nearby Otis Street. The availability of these public transportation amenities will increase transit use by patrons of the retail establishments and employees of the office uses.

XIV. Open Spaces and Landscaping

The Proposed Project will cover virtually the entire site. The Developer will provide streetscape improvements such as planters, benches, public art and vending-cart locations. Sidewalk improvements along Washington Street will include paving, street lighting and other materials consistent with guidelines established by the Midtown Cultural District Plan. A highly finished interior courtyard will be skylit at the intersection of the pedestrian way from West Street to Chauncy Street and the cross axis connecting Jordan Marsh and the southern retail component. Pedestrian amenities and a grand, civic environment will enhance the space.

XV. Public Benefits

The Developer has proposed an extensive public benefits package, including a variety of innovative programs. The proposal by the Developer to develop two 199-seat black box theaters and to provide other public benefits is contained in the Plan for Public Benefits under Section 38-14 of the Code included as Exhibit C.

XVI. Environmental Review

The Project is subject to the development review procedures of Article 31 of the Boston Zoning Code as well as the Massachusetts Environmental Policy Act ("MEPA"). A Project Notification Form was submitted to the Boston Redevelopment Authority on October 4, 1988, and amended on January 23, 1989. A Scoping determination was issued by the Boston Redevelopment Authority on April 12, 1989, and a Draft Project Impact Report was submitted by the Developer to the Boston Redevelopment Authority on May 12, 1989.

Notice of submission of a change to a previously filed Environmental Notification Form for the Project was published in The Environmental Monitor in October, 1988. A scoping letter was issued by the MEPA Unit on May 15, 1989.

XVII. Compliance with Approved Drawings

The Developer will construct the Project in accordance with the Project Plans, as such plans may be modified pursuant to the Boston Redevelopment Authority's Development Review Requirements under Article 31 of the Boston Zoning Code with respect to Schematic Plans and in accordance with the Design Review Procedures described in the Sale and Construction Agreement with respect to design development drawings, contract drawings and changes.

XVIII. Development Review Procedures

All design plans for the Project are subject to ongoing development review and approval by the Boston Redevelopment Authority. Such review will be conducted in accordance with the Boston Redevelopment Authority's Development Review Procedures under Article 31 of the Boston Zoning Code, and in accordance with the Design Review Procedures described in the Sale and Construction Agreement. Final working drawings and specifications approved by the Boston Redevelopment Authority shall be conclusively deemed to be in conformity with this Plan.

XIX. Zoning

The Site is located in the Midtown Cultural District within "PDA-II." PDA-II is one of the locations in which planned development areas are permitted in the Midtown Cultural District. Upon approval by the BRA and the Zoning Commission of the PDA zoning designation, the Site will be designated by a "D". The Site is also located within a restricted parking district. The Project will require exceptions and conditional use permits from the Board of Appeal for various Boston Zoning Code requirements under the procedures set forth in Article 6A and Section 38-13 of the Boston Zoning Code. Exhibit D contains a list of zoning requirements for which exceptions and conditional use permits are anticipated at this time. Other and different zoning relief may be required as a result of the Development Review Process.

XX. Density

The Floor Area Ratio ("FAR") of the Project is calculated by dividing the gross floor area (as previously defined) of the buildings which will be located on the Site by the lot area of the Site. The Developer currently estimates that the Project's FAR will be approximately 10.4 and in no event will exceed 10.5. Section 38-11 of the Boston Zoning Code allows, by exception, a maximum FAR of 14. The Developer will seek an exception for FAR under Article 6A and Section 38-11 of the Boston Zoning Code.

The method used in calculating the approximate FAR of the Project is shown on Exhibit E.

XXIII. Additional Zoning Provisions

At the request of the Developer and following (a) receipt by the Boston Redevelopment Authority of a certificate from the Developer that the work on the Project has commenced and is diligently proceeding and (b) a finding by the Director of the Boston Redevelopment Authority that the Project has commenced and is diligently proceeding in accordance with this Development Plan and Development Impact Project plan, the Boston Redevelopment Authority shall issue to the Commissioner of the Inspectional Services Department of the City of Boston a certificate pursuant to Article 6A, Section 6A-1 of the Boston Zoning Code (a "6A Certificate") stating that the work within the PDA has commenced and is diligently proceeding. This certificate shall be issued as provided for in Section 6A-1 of the Boston Zoning Code. The approval by the Boston Redevelopment Authority of this Development Plan or the issuance by the Authority of the 6A Certificate shall be conclusive evidence to the Commissioner of the Inspectional Services Department that work on the Project is diligently proceeding.

At the request of the Developer and following a finding by the Director of the Boston Redevelopment Authority that the Project has been completed in substantial conformity with this Development Plan and Development Impact Project Plan, the Boston Redevelopment Authority shall issue to the Developer a certificate stating that construction work under the building permit(s) proceeded continuously to completion. The issuance of such a Certificate by the Authority shall be conclusive evidence that construction work under the building permit(s) proceeded continuously to completion.

XXIV. Permits

In addition to Article 31 development review and the MEPA process, a number of permits and approvals are required for the Project, including those listed on Exhibit F hereto.

XXV. Community Participation

The Project has been subject to extensive review by various state agencies, community organizations, and public interest groups in the Midtown District and Chinatown during the past nine months. A list of organizations, agencies and groups with which the Developer has met and discussed the Project is attached

hereto as Exhibit G. The public has been provided many opportunities to discuss and comment upon the Project and significant changes have been made since the initial Project design in response to community suggestions and concerns.

Exhibit A

Site Description

AL-JORDAN PARCEL

PARCEL I

ALL that certain lot, piece or parcel of land with the buildings and improvements thereon, situate, lying and being in the City of Boston, County of Suffolk and Commonwealth of Massachusetts, shown at Lot 1 on a plan entitled "Plan of Land in Boston, Massachusetts," dated December 3, 1976, by William S. Crocker, Inc., Civil Engineers and Surveyors, recorded with Suffolk County Registry of Deeds, Book 8923, Page 571, and bounded and described as follows:

- WESTERLY by Washington Street two hundred seventy-two and 72/100 (272.72) feet;
- NORTHERLY by Summer Street by two lines measuring together one hundred fifty and 46/100 (150.46) feet;
- EASTERLY by Lot 2 as shown on said plan ninety and 56/100 (90.56) feet;
- NORTHERLY by the same twenty-five and 17/100 (25.17) feet;
- WESTERLY by the same ninety and 43/100 (90.43) feet;
- NORTHERLY again by said Summer Street by six lines measuring together two hundred fifty-one and 47/100 (251.47) feet;
- EASTERLY by Chauncy Street by two lines measuring together two hundred forty-nine and 62/100 (249.62) feet;
- SOUTHERLY by the northerly sideline of the former Avon Street eighty-six and 95/100 (86.95) feet;
- EASTERLY by the same seven-one-hundredths (7/100) of a foot; and
- SOUTHERLY again, by the same, by four lines measuring together three hundred thirty-three and 76/100 (333.76) feet;

containing 107,817 square feet of land, more or less, according to said plan.

Portions of said Lot 1 comprise registered land shown respectively on Land Court registration plans 13646A, 15285A, and 19416A, reference for title to the same being made to Certificate of Title No. 87798, issued by Suffolk Registry District of the Land Court; said Lot 1 having been conveyed to Al-Jordan Realty Corp. by deed of Alstores Realty Corporation dated December 19, 1975 recorded in Suffolk Deeds, Book 8842, Page 243 and filed with said Registry District as Document No. 326762.

PARCEL II

All that parcel of land with the buildings thereon situate and now numbered 15 and 17 on Summer Street in Boston, Suffolk County, Massachusetts, bounded and described as follows:

- NORTHEASTERLY on Summer Street, twenty-five feet, two inches;
- SOUTHEASTERLY on land now or late of Salisbury's trustees, ninety and 43/100 feet;
- SOUTHWESTERLY on land now or late of Ebenezer T. Andrews, twenty-five feet, two inches, and
- NORTHWESTERLY on land now or late of Benjamin R. Nichols, ninety and 56/100 feet.

Or however otherwise said premises may be bounded or described and be all or any of said measurements more or less. The premises are also shown as Lot 2 on plan filed with said Deeds, Book 10176 Page 208.

LAFAYETTE RETAIL PARCEL

The Lafayette Retail Parcel, consists of the real property retained by Lafayette Place Associates in the grant by Lafayette Place Associates to Lafayette Place Hotel Associates by Deed dated November 1, 1984, recorded with the Suffolk County Registry of Deeds (the "Registry") in Book 11238, Page 226, and is more particularly described as the following volumes of space and the rights and easements appurtenant thereto, together with the improvements therein.

Parcel One -

Parcel One shall consist of the air rights parcel lying above and between (i) the horizontal planes (the "Base Plane") at the several elevations above the City of Boston Base (as defined below) shown as Level +1 on Sheet 1 of the plans having eight sheets (the "Plans") entitled "Lafayette Place Hotel Project, Boston (Suffolk Co.), Massachusetts," dated October 24, 1984, by Harry R. Feldman, Inc., recorded with the Registry in Book 11238, Page 226, and (ii) the horizontal planes at the several elevations above the City of Boston Base shown as Level +3 on Sheet 3 of the Plans and located within the vertical planes of the perimeter of property more particularly described as follows:

Beginning at the intersection of the northerly sideline of Avenue de Lafayette and the easterly sideline of Washington Street as shown on such plans;

thence running the following courses and distances along the easterly sideline of said Washington Street;

N 34°-20'-52" E 83.42 feet;

N 35°-48'-52" E 87.14 feet;

N 36°-46'-53" E 34.07 feet;

N 38°-19'-38" E 168.25 feet;

N 37°-19'-12" E 32.67 feet;

thence turning and running S 51°-19'-24" E a distance of 79.76 feet;

thence turning and running S 47°-17'-14" E a distance of 118.20 feet;

thence turning and running S 47°-06'-44" E a distance of 68.98 feet;

thence turning and running S 47°-23'-04" E a distance of 66.82 feet;

thence turning and running N 36°-55'-06" E a distance of 0.07 feet;

thence turning and running S 47°-20'-14" E a distance of 86.95 feet to the westerly sideline of Chauncy Street;

thence turning and running the following courses and distances along the westerly sideline of said Chauncy Street;

S 39°-40'-43" W 34.01 feet;

S 39°-56'-30" W 17.35 feet;

S 35°-18'-40" W 93.07 feet;

S 35°-27'-33" W 37.15 feet;

S 33°-33'-22" W 160.00 feet to the northerly sideline of Avenue de Lafayette;

thence turning and running N 56°-44'-33" W along the northerly sideline of said Avenue de Lafayette as shown on said plans a distance of 429.06 feet to the point of beginning;

Excepting and reserving in the above described parcel an easement area for public passage in Avenue de Lafayette at its intersection with Chauncy Street as described in the Order for the Laying Out and Construction of Avenue de Lafayette, Boston Proper, dated October 11, 1979, recorded with the Registry in Book 9288, Page 173 and filed with the Suffolk County Registry District of the Land Court as Document Nos. 347421 and 347422, said easements being more particularly described as follows:

The airspace from the Base Plane upward to elevation 44.13 above the City of Boston Base within the area bounded and described as follows:

Beginning at the intersection of the northerly sideline of Avenue de Lafayette and the westerly sideline of Chauncy Street;

thence running S 33°-08'-04" W a distance of 9.95 feet;

thence turning and running N 56°-44'-33" W a distance of 9.95 feet;

thence turning and running easterly by a curved line to the left of radius 10.00 feet a distance of 15.66 feet to the point of beginning.

containing 21 square feet of land.

Parcel Two -

Parcel Two shall consist of the air rights parcel lying on and between (i) the horizontal planes at the several elevations above the City of Boston Base shown as Level +3 on Sheet 3 of the Plans and (ii) the horizontal planes at the several elevations above the City of Boston Base shown as Level +4 on Sheet 4 of the Plans, and located within the vertical planes of the perimeter of the area bounded and described according to Sheet 3 of the Plans as follows:

Beginning at the easterly intersection of the southeasterly sideline of Washington Street and the northeasterly sideline of Avenue De Lafayette;

thence running N 34° -20' -52" E along the southeasterly sideline of Washington Street a distance of 83.42 feet;

thence N 35° -48' -52" E continuing along the southeasterly sideline of Washington Street a distance of 87.14 feet;

thence N 36° -46' -53" E continuing along the southeasterly sideline of Washington Street a distance of 34.07 feet;

thence N 38° -19' -38" E continuing along the southeasterly sideline of Washington Street a distance of 168.25 feet;

thence N 37° -19' -12" E continuing along the southeasterly sideline of Washington Street a distance of 32.67 feet;

thence turning and running S 51° -19' -24" E a distance of 79.76 feet;

thence turning and running S 47° -17' -14" E a distance of 118.20 feet;

thence turning and running S 47° -06' -44" E a distance of 68.98 feet;

thence turning and running S 47° -23' -04" E a distance of 66.82 feet;

thence turning and running N 36° -55' -06" E a distance of 0.07 feet;

thence turning and running S 47° -20' -14" E a distance of 86.95 feet to the westerly sideline of Chauncy Street;

thence turning and running S 39° -40' -43" W along the westerly sideline of Chauncy Street a distance of 34.01 feet;

thence turning and running S 39° -56' -30" W along the westerly sideline of Chauncy Street a distance of 17.35 feet;

thence turning and running S 35° -18' -40" W along the westerly sideline of Chauncy Street a distance of 91.29 feet (93.07 feet less 1.78 feet);

thence turning and running N 56° -26' -38" W a distance of 17.29 feet;

thence turning and running N 33° -33' -22" E a distance of 134.42 feet;

thence turning and running N 56° -26' -38" W a distance of 44.62 feet;

thence turning and running S 33° -33' -22" W a distance of 1.49 feet;

thence turning and running N 56° -26' -38" W a distance of 5.65 feet;

thence turning and running S 33° -33' -22" W a distance of 4.67 feet;

thence turning and running N 56° -26' -38" W a distance of 29.97 feet;

thence turning and running N 33° -33' -22" E a distance of 3.31 feet;

thence turning and running N 56° -26' -38" W a distance of 14.90 feet;

thence turning and running S 33° -33' -22" W a distance of 18.80 feet;

thence turning and running N 56° -26' -38" W a distance of 29.15 feet;

thence turning and running S 33° -33' -22" W a distance of 9.50 feet;

thence turning and running N 56° -26' -38" W a distance of 30.63 feet;

thence turning and running S 33° -33' -22" W a distance of 27.90 feet;

thence turning and running S 56° -26' -38" E a distance of 37.45 feet;

thence turning and running S 33° -33' -22" W a distance of 63.20 feet;

thence turning and running N 56° -26' -38" W a distance of 1.85 feet;

thence turning and running S 33° -33' -22" W a distance of 28.30 feet;

thence turning and running N 56° -26' -38" W a distance of 14.70 feet;

thence turning and running S 33° -33' -22" W a distance of 2.00 feet;

thence turning and running S 56° -26' -38" E a distance of 1.55 feet;

thence turning and running S 33° -33' -22" W a distance of 30.25 feet;

thence turning and running S 56° -26' -38" E a distance of 32.30 feet;

thence turning and running S 33° -33' -22" W a distance of 27.45 feet;

thence turning and running N 56° -26' -38" W a distance of 25.50 feet;

thence turning and running S 33° -33' -22" W a distance of 23.75 feet;

thence turning and running N 56° -26' -38" W a distance of 0.50 feet;

thence turning and running S 33° -33' -22" W a distance of 1.33 feet;

thence turning and running N 56° -26' -38" W a distance of 6.67 feet;

thence turning and running N 33° -33' -22" E a distance of 1.33 feet;

thence turning and running N 56° -26' -38" W a distance of 0.50 feet;

thence turning and running N 33° -33' -22" E a distance of 4.00 feet;

thence turning and running N 56° -26' -38" W a distance of 3.00 feet;

thence turning and running S 33° -33' -22" W a distance of 104.12 feet to the northeasterly sideline of Avenue De Lafayette;

thence turning and running N 56° -44' -33" W along the northeasterly sideline of Avenue De Lafayette a distance of 276.72 feet to the southeasterly sideline of Washington Street and the point of beginning.

Parcel Two is also shown as The Lafayette Retail Parcel on an unrecorded plan entitled "As Built Plan, Lafayette Place Retail Project, Boston (Suffolk County), Mass., Level +3, Elev. 68.87", by Harry R. Feldman, Inc., dated December 10, 1984.

Parcel Three -

Parcel Three shall consist of the air rights parcel lying on and above the horizontal planes at the several elevations above the City of Boston Base shown as Level +4 on Sheet 4 of the Plans and located within the vertical planes of the perimeter of the area bounded and described according to the Plans as follows:

Beginning at the easterly intersection of the southeasterly sideline of Washington Street and the northeasterly sideline of Avenue De Lafayette;

thence running N 34° -20' -52" E along the southeasterly sideline of Washington Street a distance of 83.42 feet;

thence N 35° -48' -52" E continuing along the southeasterly sideline of Washington Street a distance of 87.14 feet;

thence N 36° -46' -53" E continuing along the southeasterly sideline of Washington Street a distance of 34.07 feet;

thence N 38° -19' -38" E continuing along the southeasterly sideline of Washington Street a distance of 168.25 feet;

thence N 37° -19' -12" E continuing along the southeasterly sideline of Washington Street a distance of 32.67 feet;

thence turning and running S 51° -19' -24" E a distance of 79.76 feet;

thence turning and running S 47° -17' -14" E a distance of 118.20 feet;

thence turning and running S 47° -06' -44" E a distance of 68.98 feet;

thence turning and running S 47° -23' -04" E a distance of 66.82 feet;

thence turning and running N 36° -55' -06" E a distance of 0.07 feet;

thence turning and running S 47° -20' -14" E a distance of 86.95 feet to the westerly sideline of Chauncy Street;

thence turning and running S 39° -40' -43" W along the westerly sideline of Chauncy Street a distance of 34.01 feet;

thence turning and running S 39° -56' -30" W along the westerly sideline of Chauncy Street a distance of 17.35 feet;

thence turning and running S 35° -18' -40" W along the westerly sideline of Chauncy Street a distance of 91.29 feet (93.07 feet less 1.78 feet);

thence turning and running N 56° -26' -38" W a distance of 17.29 feet;

thence turning and running N 33° -33' -22" E a distance of 134.42 feet;

thence turning and running N 56° -26' -38" W a distance of 197.34 feet;

thence turning and running S 33° -33' -22" W a distance of 93.27 feet;

thence turning and running along a curve of radius 59.14 feet as it turns to the right a distance of 83.53 feet;

thence turning and running S 33° -33' -22" W a distance of 28.34 feet;

thence turning and running N 56° -26' -38" W a distance of 3.31 feet;

thence turning and running S 33° -33' -22" W a distance of 33.33 feet;

thence turning and running S 56° -26' -38" E a distance of 14.50 feet;

thence turning and running S 33° -33' -22" W a distance of 120.78 feet to the northeasterly sideline of Avenue De Lafayette;

thence turning and running N 56° -44' -33" W along the northeasterly sideline of Avenue De Lafayette a distance of 276.72 feet to the southeasterly sideline of Washington Street and the point of beginning.

Parcel Three is also shown as "Lafayette Retail Parcel" on an unrecorded plan entitled "As Built Plan, Lafayette Place Retail Project, Boston (Suffolk County), Mass.", Level +4 Elev. 83.98 by Harry R. Feldman, Inc., dated December 10, 1984.

As used in this description of premises, the term "City of Boston Base" means the vertical datum plane that is 5.65 feet below the mean sea level datum of 1929, now known as the National Geodetic Vertical Datum.

AVENUE DE LAFAYETTE PARCEL

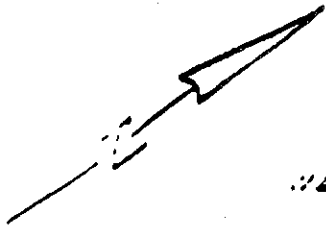
A certain parcel of land situated in the City of Boston, Suffolk County, Commonwealth of Massachusetts, shown as Avenue de Lafayette Parcel on a plan included herewith as Exhibit A-1-6.

HAYWARD PARCEL

Two certain parcels of land situated in the City of Boston, Suffolk County, Commonwealth of Massachusetts, including the parcel of land and improvements thereon located on Washington Street, shown as Parcel A on a plan included herewith as Exhibit A-1-6, and the parcel consisting of the subsurface areas below grade to be acquired from the City of Boston in the areas of Harrison Avenue Extension and Hayward Place shown as Parcel B on a plan included herewith as Exhibit A-1-6.

CORNICE PARCEL

The Cornice parcel shall consist of the air space over Washington Street, Summer Street, Chauncy Street, Avenue de Lafayette, Harrison Avenue Extension and Hayward Place as such public ways are adjacent to the Project at or above an elevation of eighteen feet over grade, extending eighteen inches horizontally into such streets.



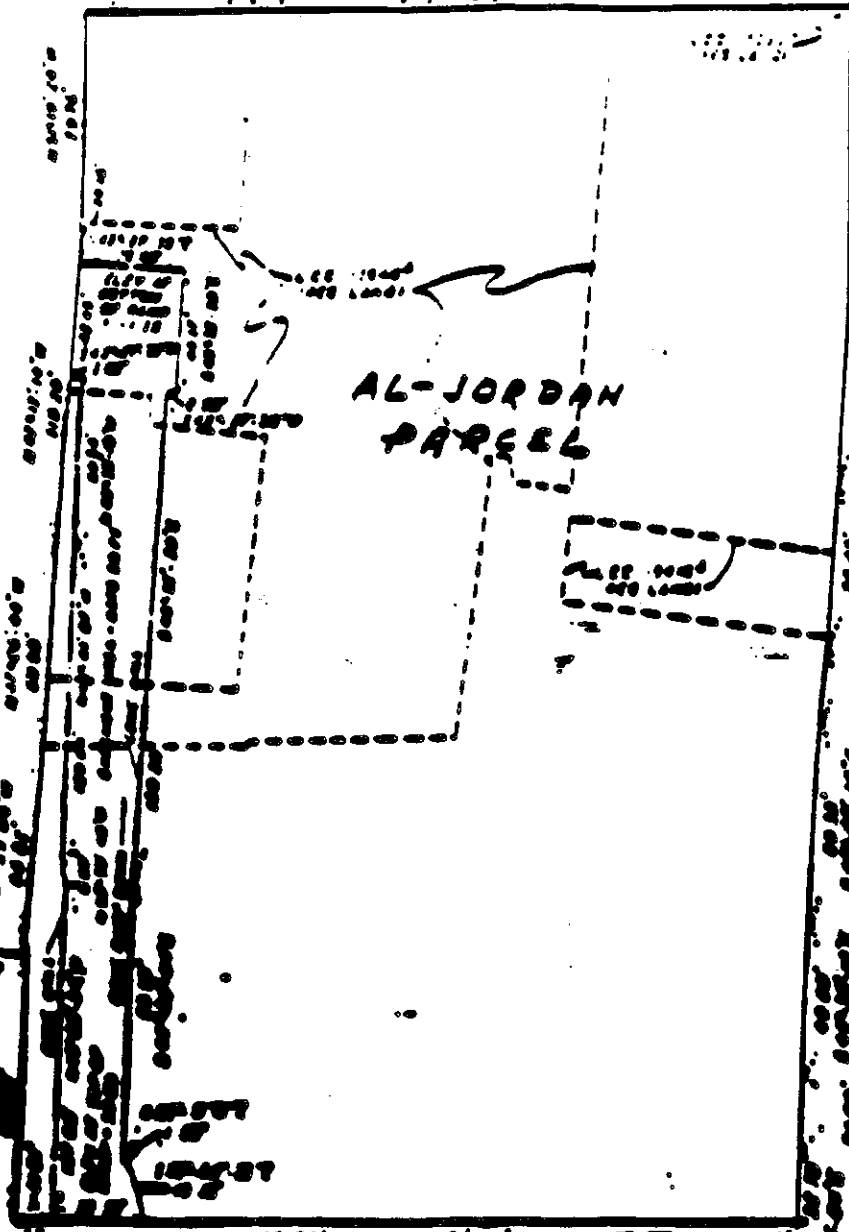
WASHINGTON STREET

ANON STREET

SUMMER STREET

CHAUNCEY STREET

AL-JORDAN PARCEL



A-1 - 1

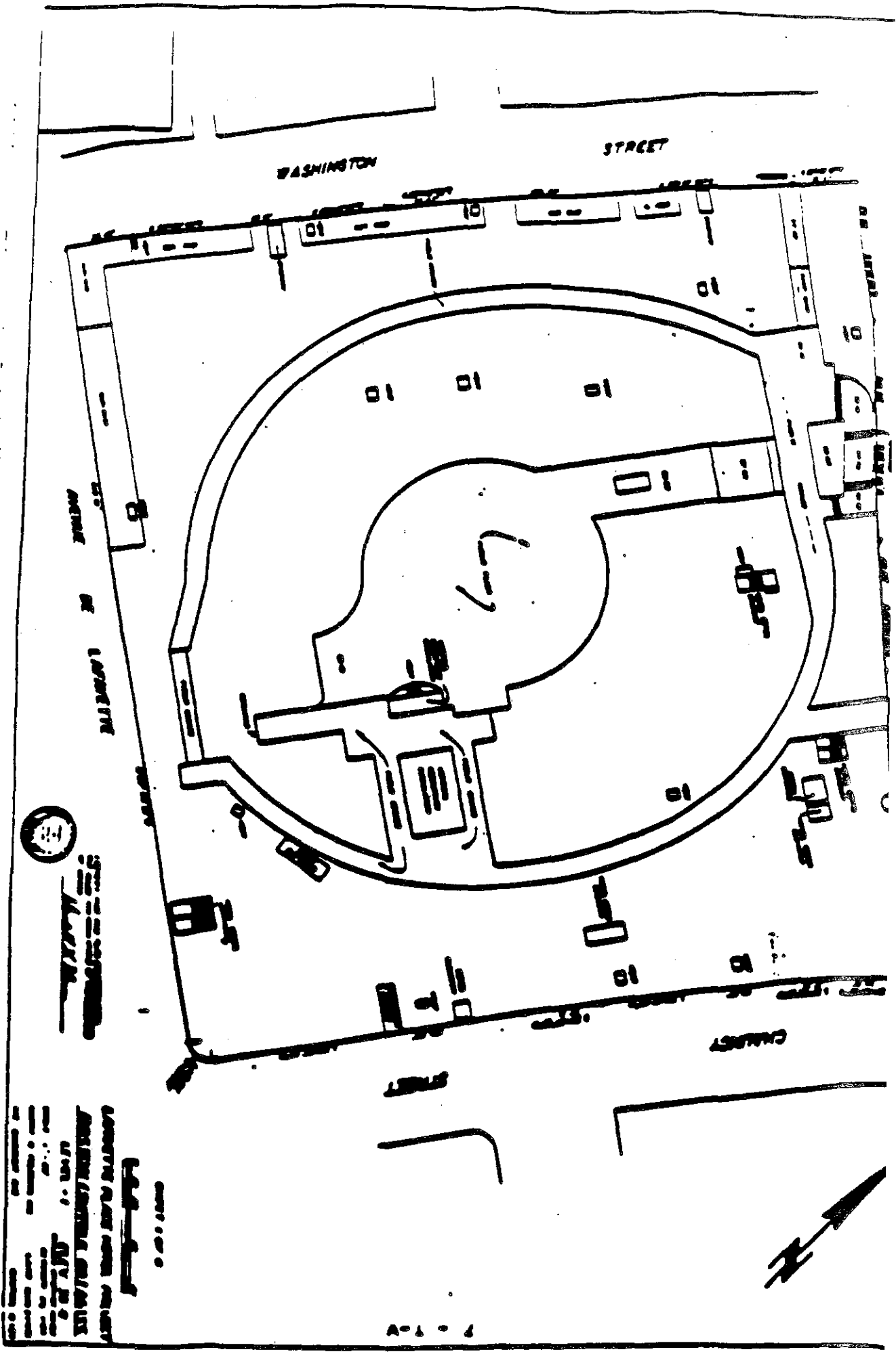
PLAN OF THE
LAND OF THE
CITY OF BOSTON
AND GREENE

MADE BY THE CITY ENGINEER IN THE YEAR
1850 AND THE CITY ENGINEER HAS THE HONOR
TO SIGN AND SEAL OF THE CITY OF BOSTON

1. 1850



PLAN OF THE
CITY OF BOSTON



WASHINGTON STREET

STREET

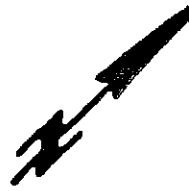
AVENUE DE LA REPUBLIQUE

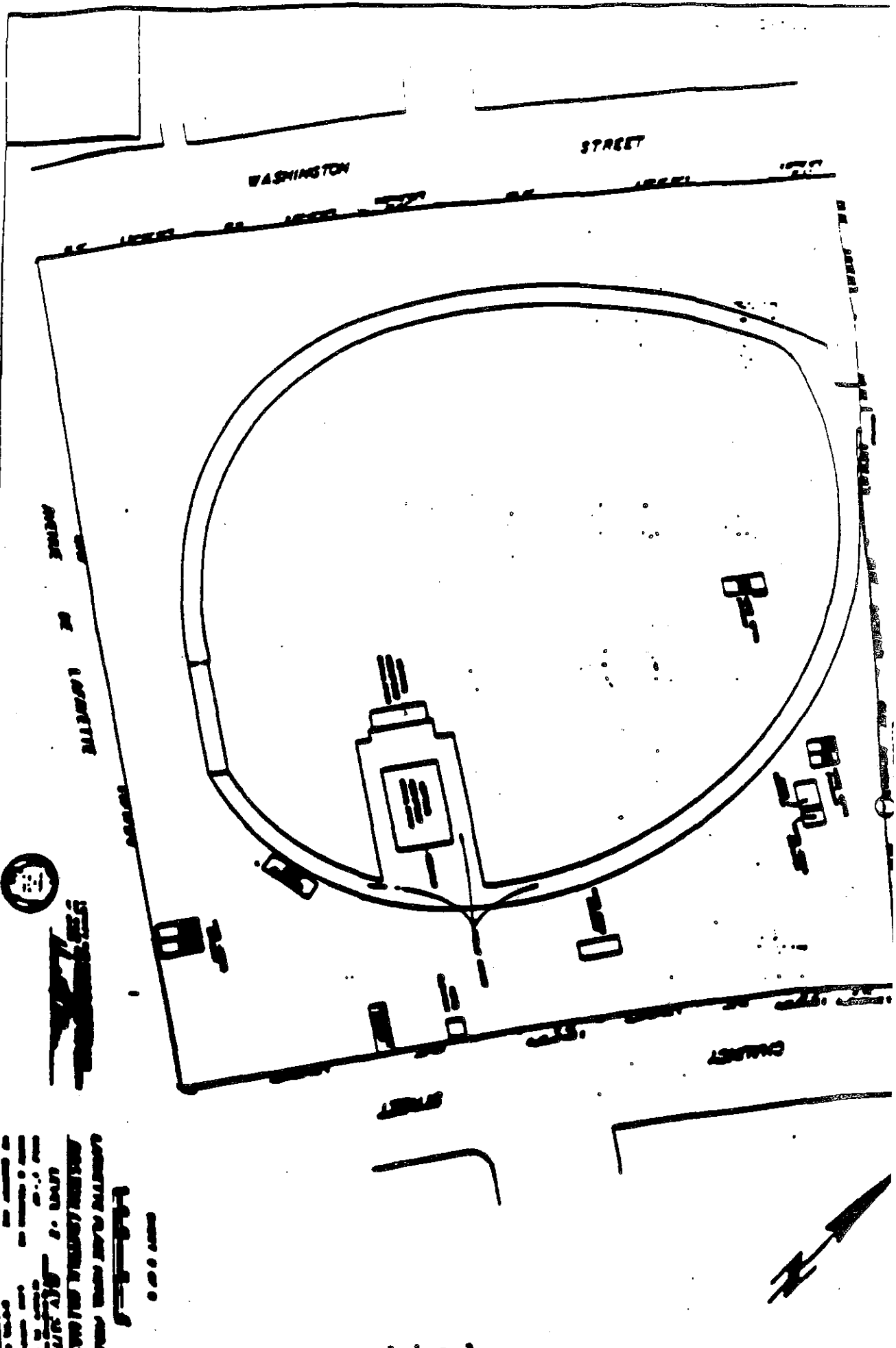
CHARENTAIS STREET



STATION DE LA GARE
 1870-1875
 1875-1880
 1880-1885
 1885-1890
 1890-1895
 1895-1900
 1900-1905
 1905-1910
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 2020-2025
 2025-2030
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 2040-2045
 2045-2050

LABORATORY PLANT FROM PROJECT
 ANTI-ATOMIC BOMB
 1945-1946
 1946-1947
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 2020-2021
 2021-2022
 2022-2023
 2023-2024
 2024-2025





WASHINGTON STREET

STREET

OFFICE OF THE COMMISSIONER



STADIUM

CANTON STREET

ARCHITECTURAL DRAWING
 OF THE
 STADIUM
 AND
 SURROUNDING
 AREAS
 DRAWN BY
 J. H. [Name]
 1917



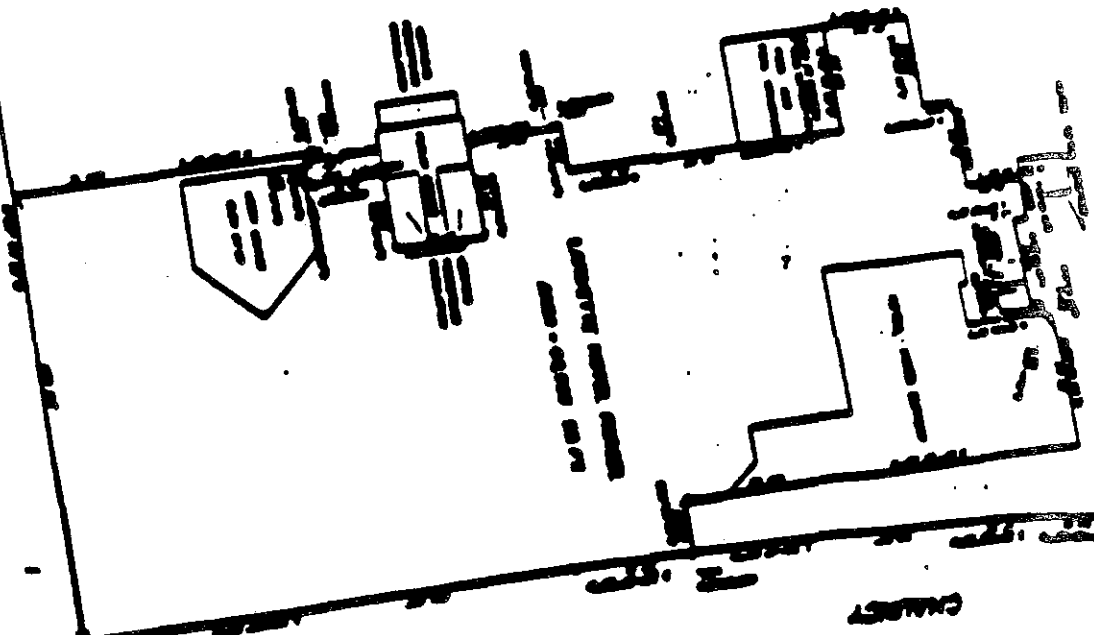
WASHINGTON

STREET

STREET OF LAURENCE



STREET OF LAURENCE



CHURCH

STREET

LEGEND
SYMBOLS FOR
STREETS
BUILDINGS
AND OTHER
FEATURES

WASHINGTON

(Public-Variable Width)

HAYWARD (Public-36.00' Wide) PLACE

Hayward Parcel
Parcel A

Public-Variable Width

STREET

AGLN. OF LINES

DO NOT SCALE OR MEASURE FROM THIS DRAWING
ALL DIMENSIONS ARE AS SHOWN

HARRISON AVENUE
(Public-Variable Width)

Hayward Parcel
Parcel B

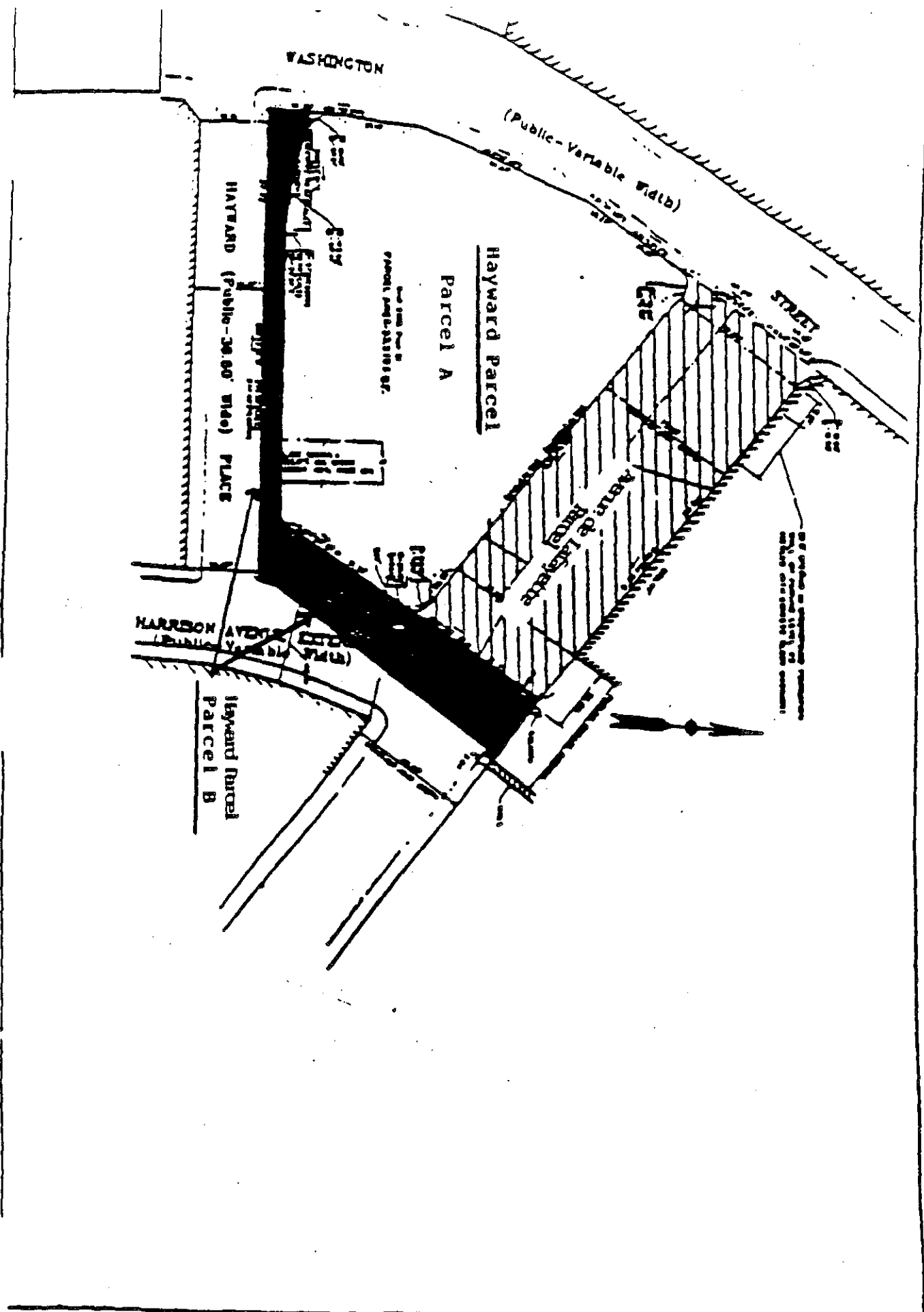


Exhibit B

Boston Crossing Schematics Package

List of Drawings

1. Axonometric Looking Southeast
2. Roof Plan in Context 1"=50'
3. Ground Plan in Context 1"=50'
4. Ground Plan 1"=20'
5. Pedestrian View A
6. Pedestrian View B
7. Pedestrian View C
8. Pedestrian View D
9. Pedestrian View E
10. Pedestrian View F
11. Pedestrian View G
12. Pedestrian View H
13. City-Site Section A & B 1"=50'
14. City-Site Section C & D 1"=50'
15. North Tower Massing Alternatives
16. South Tower Massing Alternatives
17. Phasing Diagram
18. Relationship to Surrounding Area
19. Opera Way Plan 1"=8'
20. Section at Opera Way 1"=8'
21. Opera Way Perspective
22. Jordan Marsh Second Basement Plan

23. Jordan Marsh First Basement Plan
24. Jordan Marsh Ground Floor Plan
25. Jordan Marsh Second Floor Plan
26. Jordan Marsh Third Floor Plan
27. Jordan Marsh Fourth Floor Plan
28. North Tower Sixth Floor Plan
29. North Tower Low Rise Plan
30. North Tower Mid/High Rise Plan
31. Bloomingdale's Second Basement Plan
32. Bloomingdale's First Basement Plan
33. Bloomingdale's Ground Floor Plan
34. Bloomingdale's Second Floor Plan
35. Bloomingdale's Third Floor Plan
36. South Tower Sixth Floor Plan
37. South Tower Low Rise Plan
38. South Tower Mid/High Rise Plan
39. Transverse Section at Jordan Marsh
40. Longitudinal Section at Jordan Marsh
41. Longitudinal Section at Jordan Marsh
42. Longitudinal Section at Bloomingdale's
43. Washington Street Elevation
44. Washington Street West Elevation
45. Summer Street Elevation
46. Chauncy Street Elevation
47. Site Survey

Supplemental Materials

- o Black and White Site Photos
- o Massing Model Photographs -
massing model supplied separately
- o Schedule
- 50. P-1 Parking Level
- 51. Ground Level Plan
- 52. Second Level Plan
- 53. Third Level Plan
- 54. Fourth Level Plan
- 55. Fifth Level Plan
- 56. Sixth Level Plan
- 57. Roof Plan
- 58. Ground Level Paving Plan
- 59. Washington Street Elevation
- 60. Chauncy Street Elevation
- 61. Transverse Building Section
- 62. Longitudinal Building Section 1"=8'
- 63. Chauncy Street Entrance and Retail Arcade Sections
- 64. Washington Street Building Sections

Exhibit C

Public Benefits

The Developer proposes to provide the following public benefits in connection with its development of the Boston Crossing complex on Washington Street in downtown Boston.

o Linkage (Articles 26a and 26b)

Use of the linkage funds generated by the Project will enable Boston residents to benefit from the City's expanding economy. Boston Crossing will succeed only if the residential and commercial interests of the City's population can share in the economic benefits. Boston Crossing's linkage contribution, by far the largest the City will have received to date, will establish job training programs and create affordable housing consistent with the goals of the Midtown Cultural District.

The Developer intends to satisfy its obligation for housing linkage funds under Article 26A of the Zoning Code by making available the value of the amounts which would be payable as the Housing Creation Grant for each of the Boston Crossing Components that are dedicated to the uses enumerated in Article 26A as and when construction of such Component commences pursuant to a building permit or partial building permit. With respect to each component of the Project, such funds shall be made available either in seven annual installments, as would have been required by the Housing Payment Option, or as the net present value thereof, calculated in accordance with the Housing Creation Regulations. The amounts and timing of the Developer's obligations with respect to linkage are described in more detail under the caption in the Development Plan and Development and Impact Project Plan entitled "Development Impact Project Contribution", and shall be set forth in a Development Impact Project Agreement between the Developer and the Authority.

o Real Estate Taxes

Following substantial completion of construction, the annual real property taxes for the Boston Crossing development are projected to be approximately \$11,000,000 above the current estimated annual real property and 121A taxes for the Jordan Marsh store and Lafayette Place facilities. This increase will be a direct benefit to the City, on an annual basis, from the development of Boston Crossing.

- o Cultural Facilities

The Developer proposes to create two black box theaters to be located either within the Project or in a small ladder block building within the Midtown Cultural District which would be rehabilitated by the Developer for such purposes. Included with the theaters will be ancillary spaces, including green rooms, dressing rooms, storage, a service elevator, control booths, wardrobes, offices and restroom facilities.

The theaters will be of a useful condition, size and type to contribute to the balance of cultural facilities responsive to the needs of the Midtown Cultural District.

The Developer intends to sell, lease or otherwise transfer the theaters to the City of Boston or its designee to operate them pursuant to Article 38 of the Code.

- o Opportunities for Local Businesses

The Developer intends to work with Chinatown-based organizations to establish an affirmative marketing plan targeted towards neighborhood businesses. In addition, through the assistance of these organizations, the Developer intends to reach out to the community through advertising and community forums to facilitate access to business opportunities within the Boston Crossing project on terms comparable to those for other potential users of such space.

The Developer will work with Chinatown-based organizations in an attempt to identify appropriate businesses and prospective start-ups that will fit not only into the Boston Crossing merchandising plan, but prove to be successful ventures, both for the tenant owners and the landlord. The Developer's leasing and operations staff will also provide advice on business planning, merchandising, design, budgeting, staffing and financing.

- o Bull Market Merchandising

A concept which has been tried and proven at Faneuil Hall Marketplace is that of pushcart and "bullmarket" merchandising. Such a program would offer an economically attractive venture to a person wishing to enter the field of retailing. The carts would be rented on a monthly basis with minimal investment in fixtures and equipment.

Through this approach, small business entrepreneurs would not have to assume the financial risks involved when entering into a long-term lease agreement. The only capital investment that would be needed to undertake this type of business would be for the purchase of specialized inventory.

Boston Crossing will provide space for at least twenty pushcarts within the specialty retail center. The Developer will purchase the carts and rent them to vendors on a monthly basis. The pushcarts will be located throughout the retail center. The leasing and operations staff of Boston Crossing will provide advice on business planning, merchandising, designing, signage, budgeting, staffing, and financing.

- o Day Care

The Developer plans to offer an innovative, developmental day care program. The Developer is currently exploring potential locations for approximately 12,000 square feet of day care space. At least 4,000 square feet of day care space will be provided within the Project, and the remaining 8,000 square feet will be located within the Midtown District. The Developer plans to budget funds comparable to the cost of creating first-class office space towards the creation of day care facilities.

- o Boston Resident Construction Employment Plan

During the construction of the Project, the Developer will strive to ensure that 50 percent of the total employee work hours shall be by Boston residents, at least 25 percent of the total employee work hours shall be by minorities, and at least 10 percent of the total employee work hours shall be by women.

- o Boston Resident Voluntary Employment Plan

Upon completion of the Project, the Boston Crossing development team will encourage tenants to make available at least 50 percent of employment opportunities created by the Project to Boston residents, at least 30 percent to minorities and at least 50 percent to women.

- o Transportation

Transportation improvements proposed by the Developer include the upgrading of facilities at the Project end of the Chinatown MBTA station at the corner of

Hayward Place and Washington Street and a joint upgrading of the Downtown Crossing station with the nearby Kennedy's Department Store.

The Developer is working with other area developers and the Boston Transportation Department (BTD) to improve the flow of westbound traffic by widening Hayward Place and the Harrison Avenue Extension and establishing a Transportation Management Association for the Midtown/Downtown South Area to improve vehicular and pedestrian traffic in the area.

Boston Crossing will provide for pedestrian passage through the Project on an east/west axis with Boston's existing street grid in the area. The plans include an east-west connection between West Street and Chauncy Street. A second passageway known as "Opera Way" will establish a two-story a passage within the southern retail building between the corner of Avenue de Lafayette and Harrison Avenue Extension through the building to Washington Street across from the Opera House. Such pedestrian passages will be available to pedestrians during the normal retail hours of the facility in which they are located.

- o Employment

During the construction phase of Boston Crossing, it is estimated that approximately 6,750 direct jobs will be generated at the construction site. Upon completion of construction, it is estimated that the Project will provide approximately 11,000 permanent jobs, compared with current jobs of approximately 1,800.

- o Visual Arts

In recognition of the City's goal to broaden the exposure of visual arts in the Midtown Cultural District, the Boston Crossing team will be creating new visual arts opportunities. The Developer will select artists to advise the project architects in the design of the lobby, the marquee, the facades, and other components of the theater project and in the identification of appropriate spaces for temporary and permanent public art in Boston Crossing and in the surrounding streetscape. The Developer intends to establish a program within the Specialty Retail Center for the exhibition of works by local artists.

EXHIBIT D

ANTICIPATED ZONING EXCEPTIONS

XXVI. USES:

It is currently anticipated that conditional use permits or exceptions for the following uses will be required.

Section 8-7; Use No. 72; Accessory Parking Garage

Because the Site is located in a restricted parking district, a conditional use permit for the Project's parking garage will be required.

XXVII. DIMENSIONAL ASPECTS:

Height and FAR

Under Section 38-11 of the Code, the height and FAR standards in PDA-II allow the Project, by PDA exception, to be in substantial accord with a maximum building height range of 155 to 400 feet and maximum FAR range of 10 to 14.

The building heights of the Boston Crossing Project based on Section 2-1 of the Boston Zoning Code will be higher than "as-of-right" building height of 155 feet for this area under Section 38-7 of the Boston Zoning Code. Thus the Project will require a PDA exception for building height. The northern office component will have an approximate height of 478 feet and the southern office component will be approximately 406 feet in height. The Boston Redevelopment Authority is proposing an amendment to Section 38-11.2.b and Table A of Article 38 to authorize a single building within a PDA of more than three acres to be substantially in accord with a maximum height of 465 feet. Provided that such proposed amendment is adopted, both towers will be in substantial accord with the maximum height standard under Article 38 as so amended.

The FAR for the Project, taking into account the floor area of the existing Lafayette Place Hotel (not a part of the Project but existing above the Lafayette Place retail Center), is anticipated to be less than 10.5. The Project will require an exception under Section 38-11, to allow for an increased FAR.

Street Wall Height and Setbacks

Section 38-19.2 of the Code provides that the "street wall height" of any proposed Project shall not exceed 90 feet. For Projects on north-south streets, Section 38-19.4(a) of the Code requires 25-foot setbacks above the applicable street wall height, and 35-foot setbacks above 155 feet. For east-

west streets, Section 38-19.4(a) requires 15-foot setbacks above the street wall height up to 235 feet, and 35-foot setbacks above 235 feet. Section 38-19.4(c) of the Code permits the principal facade of a building to violate the setback requirements up to the 155-foot level, for the greater of 35 feet horizontally, one bay, or thirty percent of total horizontal length of the principal facade. This, in effect, increases the applicable street wall height for portions of a building's principal facade.

It is anticipated that exceptions will be required from the setback requirements of Section 38-19.4(a) of the Code for the Project along Washington Street, Summer Street, Chauncy Street, and Harrison Avenue Extension. Along Washington Street, it is anticipated that a street wall height exception will be required for not more than 35% of the length of the facade, with a maximum height along that length of the facade of not more than the permitted 155 feet. Along each of Summer and Chauncy Street, it is anticipated that a street wall height exception will be required for not more than 30% of the length of the facade, with a maximum height along that length of the facade that is not more than 30% above the permitted 155 feet. The facade along Chauncy Street does not include the separately owned hotel. Along Harrison Avenue Extension (to the extent buildings along this street are subject to the setback requirements), it is anticipated that exceptions will be required for the Project's street wall height and skyplane setbacks at the streetwall height, 155-foot and 235-foot levels, to accommodate the office tower to be built on the Hayward Place parcel furthering the public benefit attendant to the setback of this tower of more than 35 feet from Washington Street.

Maximum Floor Plates

Section 38-14.4(b) of the Code provides that above a height of 125 feet, the average gross floor area per floor of separate elements of a proposed Project shall not exceed 22,500 square feet and the maximum floor area of any single floor shall not exceed 25,000 square feet.

If the height of 125 feet is measured from the ground, it is anticipated that the maximum floor plate of the north office component will be approximately 44,000 square feet and that the average floor plate above 125 feet will be approximately 22,500 square feet; and that the maximum floor plate of the southern office component will be approximately 31,000 square feet and that the average floor plate above 125 feet will be approximately 22,500 square feet.

Minimum Distance Between Buildings

Section 38-16.4 of the Code requires separate building elements of more than 155 feet in height to be separated by at least 125 feet. Existing structures, structures for which the Board of Appeal has granted zoning relief and structures for which development plan approval has been granted by the Authority are to be considered. It is anticipated that, as separate building elements, the Project's office components will require exceptions from this requirement. It is anticipated that the closest point of the base of the Project's southern office component will be approximately 95 feet from Commonwealth Center's north tower; and that the closest point of the Project's southern office tower will be approximately 125 feet from the proposed Commonwealth Center structure. It is anticipated that the closest point of the base of the Project's northern office component will be 80 feet from the base 101 Arch Street; and the closest point of the Project's northern office tower will be more than 125 feet from 101 Arch Street.

Streetwall Continuity

Section 38-19.1(a) of the Code requires that the streetwall of any proposed Project be built co-extensive with at least 80% of the existing building alignment of the block on which the Project fronts. It is anticipated that the Boston Crossing Project will not require an exception from this requirement. Section 38-19.1(b) of the Code provides that recesses are to be limited to 20% of the aggregate street wall surface area and that no recess may be deeper than 15 feet. It is anticipated that an exception will be required for a recess to be located along Hayward Place.

Display Window Area

Section 38-19.3 of the Code requires proposed Projects to comply with certain provisions relating to display window area and streetwall transparency, continuity, and usage. As the Project design is more fully developed in the Article 31 process, exceptions may be required from this section.

Corner Conditions for Corner Lot Buildings

Section 38-19.4(d) of the Code provides that for buildings located on street corners, the corner of the building may either be a continuous curve or a notched setback at the intersection of the two facade planes. For notched setbacks, the maximum horizontal dimension of the notch is not to exceed the lesser of one bay or 35 feet from the intersection of the two planes. It is anticipated that the Project will require an exception from these requirements for the portion of the Project located at the intersection of Washington Street and Hayward Place.

Other Exceptions

Other or different exceptions than those described in this exhibit may be required as a result of Project changes during the Article 31 or design review process.

Exhibit E

Method of Calculating the Project's Floor Area Ratio ¹

I. Approximate gross floor area of proposed uses

1. Office (Total)	1,450,000
2. Retail (Total)	1,425,500
3. Hotel	413,000
4. Daycare, athletic facility, museum and other uses permitted as of right or by exception under Article 38 of the Code.	<u>77,000</u>

TOTAL: 3,365,000

II. Total Area of the Site 324,773

III. Floor Area Ratio: 10.36.

NOTE: These calculations include the gross floor area of the Lafayette Hotel which is not part of the Project.

¹Gross Square Feet is calculated in accordance with the definition of "floor area, gross" in Section 2-1(21) of the Boston Zoning Code, including without limitation the exclusion of shafts, words, atria and similar non-floor areas. The additional 700 to 900 subsurface parking are not included in Gross Square Feet or FAR calculations.

Exhibit F

Anticipated Permits Required for the Project

Anticipated Permit

A. Federal

1. Federal Aviation Administration approval of project exceeding 200 ft. in height

B. State

1. Massachusetts Historical Commission determination of effect on properties listed or eligible for listing in the State Register of Historic Places
2. Massachusetts Environmental Policy Act
 - (a) Draft EIR
 - (b) Final EIR
3. DEQE Division of Water Pollution Control sewer discharge permit
4. Massachusetts Architectural Access Board Variances (if needed)
5. MBTA approval of relocation of easement area
6. [DEQE approval of plans and operating procedure of fossil fuel utilization facilities with an energy input capacity greater than 3,000,000 BTU per hour]
7. Notice of commencement of construction to DEQE

C. Local

1. Boston Air Pollution Control Commission Parking Freeze Permit

2. Boston Redevelopment Authority
Boston Zoning Code Article 31
Review
 - (a) Draft PIR
 - (b) Final PIR
3. Boston Public Facilities Commission
Designation of Developer
 - (a) Tentative
 - (b) Final
4. Real Property Board approval of
conveyances to Applicant
5. Boston Water and Sewer Commission
connection and/or extension permit
and dewatering drainage discharge
permit
6. Boston Public Safety Commission
Committee on Licenses parking
garage license and final storage
permit
7. Boston Public Improvement Commission
approval of discontinuance of
Avenue de Lafayette between
Harrison Avenue Extension and
Washington Street, and various
spaces above, within, and below
Hayward Place, Harrison Avenue
Extension and Washington Street
for widening of public ways and
specific Project uses
8. Boston Department of Public Works
curb cut permits
9. Building Permit

Exhibit G

List of Organizations, Agencies and Groups

<u>Date</u>	<u>Group</u>	<u>Topic</u>
4/1/88	A.W. Perry	Presentation of project concept to abutters
4/27/88	Downtown Crossing	Annual Meeting
5/12/88	Boston Transportation Department (BTD) Richard Dimino	Presentation of project concept and transportation issues
6/16/88	Boston Redevelopment Authority (BRA) meeting with staff	Preliminary discussion
7/11/88	The Druker Co. Ronald Druker	Midtown Cultural District
7/11/88	Midtown Cultural District (MCD) Task Force, Larry Murray	Midtown Zoning
7/13/88	Councillor James Kelly	Preliminary discussion of Boston Crossing and jobs benefits
7/14/88	BRA Board Meeting	Midtown Cultural District Zoning
7/19/88	BRA	Design Review
7/19/88	Office of Arts and Humanities (OAH) Bruce Rossley	Cultural Benefits
7/26/88	MCD Task Force	Bi-monthly MCD Task Force meeting
7/27/88	Office of Jobs & Community Services	Community Benefits
8/2/88	MCD Task Force	Zoning
8/3/88	Ben Thompson Architects	Presentation of MCD Plan and Boston Crossing program

8/5/88	Office of Jobs & Community Services	Community Benefits
8/9/88	MCD Task Force	Trust and Funding Meeting
8/11/88	MBTA, Peter Scarpignato	Transportation
8/12/88	Downtown Crossing	Issues Forum
8/16/88	BRA Staff and Robert Brannigan	Theatre
8/18/88	MCD Transportation Subcommittee	Transportation
8/22/88	BRA Staff	Project Related Issues
8/24/88	BRA Staff & F.D. Rich	Joint Design Review
8/25/88	Chinese Neighborhood Council (CNC)	Community Benefits
8/26/88	MCD Task Force	Zoning
8/29/89	BRA	Community Benefits
9/7/88	MCD Task Force Design and Development Subcommittee	Design and Development
9/7/88	BRA Staff	Project Notification Form
9/9/88	BRA Director	Project Notification Form
9/13/88	MCD Trust and Funding Subcommittee	Trust and Funding
9/16/88	BRA Staff	Project Notification Form
9/19/88	Boston BTB Richard Dimino	Westbound Demand
9/20/88	MCD Task Force Facilities Subcommittee	Cultural Facilities
9/22/88	BTB Staff	Westbound Demand
9/22/88	BRA Board	Chinatown R-3/R-3A

9/27/88	F.D. Rich	Presentation of Commonwealth Center
9/29/88	MCD Task Force Leaders Larry Murray Judee Shupe	Presentation of Boston Crossing
10/3/88	Swissotel (Nissan, Chovanec)	Presentation of Boston Crossing
10/3/88	MCD Task Force Design & Development Subcommittee	Presentation of Boston Crossing
10/4/88	Lafayette Place Tenants	Presentation of Boston Crossing
10/7/88	MCD Task Force Design & Development Subcommittee	Design and Development
10/10/88	Office of Neighborhood Services, Yon Lee	Presentation of Boston Crossing
10/11/88	MCD Task Force, Trust and Funding	Trust and Funding
10/12/88	Chinese Consolidated Benevolent Association (CCBA)	Transportation Impacts of MCD on Chinatown
10/12/88	Downtown Athletic Club	Presentation of Boston Crossing and possible location of the Club in the Boston Crossing project
10/13/88	Chinese Neighborhood Council Business Leaders	Presentation of Boston Crossing
10/14/88	Boston Preservation Alliance	Presentation of Boston Crossing
10/14/88	BRA Staff	Zoning
10/18/88	MCD Task Force Facilities Subcommittee	Cultural Facilities
10/19/88	Downtown Crossing	Downtown Issues Forum Wallance Floyd Plan
10/21/88	Downtown Crossing	Presentation of Boston Crossing

10/24/88	BRA Staff	Presentation of Boston Crossing
10/25/88	Office of Neighborhood Services Yon Lee, Don Gillis, John Riordan	Presentation of Boston Crossing
10/26/88	Downtown Crossing Board	Presentation of Boston Crossing
10/28/88	MBTA and BRA	Green Line Station at Bloomingdale's
11/1/88	Boston Preservation Alliance	Presentation of Boston Crossing
11/1/88	Leslie Larson, Historic Preservationist	Presentation of Boston Crossing
11/1/88	BRA Staff	Project Update
11/7/88	BRA Staff	Presentation of Boston Crossing Community Benefits
11/8/88	MBTA	Possibility of MBTA Station at Boston Crossing
11/8/88	Office of Jobs and Community Service	Job Training Programs
11/8/88	Friends of the Public Garden	Presentation of Boston Crossing
11/9/88	MBTA and Ira Sutton of Hub Club	Presentation of Boston Crossing
11/9/88	Labor Unions - Labor Leaders	Increase in Construction Jobs
11/10/88	CNC Social Service Subcommittee	Social Service Programs
11/15/88	BRA Staff	Development Issues
11/16/88	MCD Task Force	Presentation of Boston Crossing

11/17/88	Boston Jobs Academy	Employment training
11/18/88	F.D. Rich and Traffic Consultants	Traffic
11/19/88	BRA	Midtown Zoning
11/21/88	BRA	Design Review
11/22/88	MCD Task Force Facilities Subcommittee	Cultural Facilities
11/29/88	MCD Task Force Design and Development Subcommittee	Design and Development
11/29/88	Boston Society of Architects Committee, Todd Lee, Chairman	Presentation of Boston Crossing
11/29/88	Lincoln Properties/ Metropolitan Life	Presentation
11/29/88	MCD Task Force	Chinatown Planning
11/30/88	Kingston Bedford, F.D. Rich	Areawide Transportation Issues
12/1/88	MCD Task Force	Zoning Review, Cultural Facilities Subcommittee
12/1/88	Midtown Developers at Bruce Campbell Association	Transportation Impacts
12/6/88	MCD Task Force, Facilities Subcommittee	Cultural Facilities
12/7/88	BRA, MCD Task Force	Stephen Coyle Presentation to Task Force
12/8/88	BRA, Stephen Coyle	Public Benefits
12/8/88	BRA Board Meeting	Public Hearing on Zoning
12/13/88	MCD Facilities Subcommittee	Presentation of Boston Crossing
12/16/88	MCD Task Force Design and Development Subcommittee	Design and Development

12/16/88	Midtown Developers	Areawide Linkage Contributions
12/19/88	MCD Task Force Facilities Subcommittee	Cultural Facilities
12/22/88	Councillor Kelly	Construction Jobs
1/6/89	W. T. Chandler	Review of Proposed Zoning Impact on Boston Crossing
1/10/89	Chinatown Neighborhood Council	Discussion of Community Benefits
1/10/89	Mayor Flynn with Robert Campeau	Project Update
1/12/89	Labor Unions	Presentation of Boston Crossing
1/12/89	BRA Board	Public Hearing on Zoning
1/17/89	BRA Staff	Review of Chinatown Benefits Package
1/17/89	Chinatown Community Meeting	Presentation of Boston Crossing
1/19/89	Tremont-on-the-Common	Presentation of Boston Crossing
1/19/89	Metropolitan Structure & F.D. Rich	Development Issues
1/31/89	Tremont-on-the-Common Residents	Presentation of Boston Crossing
1/31/89	Office of Jobs & Community Services & Boston Jobs Academy	Retail Training Programs
2/2/89	MCD Leaders Judee Shupe, Dona Sommers	Boston Crossing's Theater Contribution
2/9/89	Chinese Economic Development Council	Review of Parcel R-3/R-3A
2/9/89	BRA Staff	Public Benefits

2/9/89	Building Owners and Managers	Child Care
2/10/89	BRA Staff	Design & Benefits Review
2/10/89	MCD Task Force Subcommittee	Cultural Facilities
2/13/89	MCD Task Force Subcommittee	Cultural Facilities
2/13/89	BRA Staff	Opera House Update
2/15/89	Jordan Marsh	Presentation of the Boston Crossing Jordan Marsh Plan
2/22/89	Office of Arts and Humanities	Update on Theater Contribution
2/23/89	MBTA - Joe Aiello	Public Transit
2/23/89	Met Structures and F.D. Rich	Chinatown Business Association
2/24/89	BRA Staff	Project Review
2/28/89	BRA Staff	Project Review
3/1/89	Downtown Crossing Association	Seminar on Future Improvements of Area
3/2/89	Asian CDC	Project Update on R-3/R-3A
3/2/89	MIT	Tour of "The Cube" Theater
3/3/89	BRA Staff	Project Review
3/7/89	Massachusetts Historical Commission	Introduction to the Boston Crossing Project
3/8/89	MBTA	Garage Venting
3/9/89	BRA	Project Review
3/10/89	Steinert Hall	Tour of Steinert Hall
3/14/89	BRA - Staff	Project Review

3/15/89	BRA	Design Review
3/16/89	MCD Task Force Subcommittee	Design Development Meeting
3/31/89	BRA Staff	Project Update
3/31/89	American Collegiate Retailers Associates	Presentation of Boston Crossing
4/4/89	Bill Moy	Chinatown Issues
4/7/89	BRA Staff	Design Review
4/7/89	Midtown Developers'	
4/11/89	BRA Child Care Subcommittee	Child Care
4/12/89	MCD Task Force Design and Development Subcommittee	Cultural Facilities
4/13/89	Lyric Stage, Thalia Tringo	Presentation of Boston Crossing
4/15/89	Action for Boston Community Development	Job Training Skills
4/18/89	Lafayette Hotel Management	Presentation of Boston Crossing
4/19/89	BRA/BSA Focus Team	Focus Meeting
4/24/89	Training, Inc. YMCA	Job Training
4/26/89	Downtown Crossing Association	Stephen Coyle, Future Plans for Boston
4/27/89	Museum of Fine Arts, Alan Shestark	Presentation of Boston Crossing
4/28/89	BRA Staff	Design Review
5/1/89	Boston Jobs Academy Jim Marshall	
5/2/89	BRA Child Care Subcommittee	Child Care

5/2/89	BRA Staff	Design Review
5/2/89	BRA Staff	Facilities Presentation
5/5/89	BRA Staff	Presentation of Draft Project Impact Report (shadows, daylight)
5/8/89	Office of Jobs and Community Services	Job Training Program
5/8/89	Larry Murray	Cultural Facilities
5/9/89	Dona Sommers, Judee Shupe	Cultural Facilities
5/10/89	Child Care Subcommittee	Child Care
5/10/89	BRA Staff	Design Review
5/11/89	Boston Delegation	BX Presentation
5/11/89	BRA & BTD Staff	Transportation
5/12/89	Office of Arts & Humanities	Cultural Facilities
5/15/89	BRA Staff	DPIR Review - Infrastructure
5/15/89	Chinatown Neighborhood Council	Public Benefit
5/16/89	Child Care Subcommittee	Child Care
5/22/89	BRA Staff	Project Review/Update
5/23/89	BRA Staff/Landmarks Commission	Shadow/Daylight
5/24/89	BRA & BSA Review	Design Review
5/26/89	BRA Staff	DPIR Review - Historic Resources
5/30/89	MTCD Task Force - Facilities Committee	Cultural Facilities
5/31/89	BRA & Boston Transportation Dept.	DPIR Review - Transportation & Air Quality

5/31/89	BRA Staff	Visual Arts
6/1/89	Midtown Cultural District Task Force	Boston Crossing Presentation
6/1/89	Friends of the Public Garden	Shadow Impacts
6/2/89	BSA Review	Design Review
6/5/89	Stearns Building Tenants	Boston Crossing Presentation
6/6/89	BRA Staff	DPIR Review - Wind
6/6/89	Labor Union Leaders	Boston Crossing Update
6/6/89	Stephen Coyle	Review Presentation Material
6/6/89	Chinatown Social Service Committee	Public Benefits
6/7/89	Downtown Crossing Association	Boston Crossing Presentation
6/7/89	Massachusetts Historic Commission	Project Review
6/7/89	BRA Staff	Design Review
6/7/89	Stephen Coyle	Boston Crossing
6/8/89	Tremont on the Common	Project Review
6/8/89	Friends of the Public Garden	Shadow Impact
6/9/89	Neighborhood Jobs Trust	Jobs Linkage
6/9/89	Boston Preservation Alliance	Project Review
6/12/89	Chinatown Neighborhood Council	Project Review
6/13/89	Child Care Subcommittee	Child Care Regulations

BOSTON CROSSING
FACT SHEET AND PROJECT DESCRIPTION

DEVELOPMENT TEAM

Developer: Campeau Massachusetts, Inc.
Architect: Skidmore, Owings & Merrill
RTKL
Counsel: Palmer & Dodge
Ropes & Gray
McCormack & Putziger

PARCEL DESCRIPTION

Location: Bounded by Washington Street, Summer Street, Chauncy Street, Avenue de Lafayette, Harrison Avenue, Extension, and Hayward Place in the Midtown Cultural District.

The site is presently occupied by Jordan Marsh, the Lafayette Place Mall and Parking Garage and the Lafayette Hotel.

Size: 324,773 square feet (7.46 acres)

PROPOSAL

The Proposal involves a mixed-use development with approximately 1,425,000 square feet of retail space, 1,450,000 square feet of office space and an additional 700 to 900 subsurface parking spaces. Other uses include day care space and museum space and may include an athletic club and restaurants.

The Project will include a rebuilt Jordan Marsh department store at the northern end of the site that will tie into a rebuilt and enlarged specialty retail center not to exceed six levels where the Lafayette Place Retail Center is now located. An office structure will be located above Jordan Marsh accessed via a street-level entrance on Summer Street and a second-level office lobby.

A five-story, full service department store, presently anticipated to be Bloomingdale's, will anchor the southern end of the site. The new parking garage will be located below this department store and a second office structure, designed to complement the proposed Commonwealth Center development on the other side of Washington Street, will be constructed above the department store at such time as the Developer determines that the market will support such development.

Height: North 478'/Central 110'/South 406'

TOTAL SQUARE FEET:		2,952,000
OFFICE:		1,450,000
Northern Component:	840,592	
Southern Component:	609,408	
RETAIL:		1,425,000
Jordan Marsh:	473,000	
Specialty Retail:	694,000	
Bloomingdales	258,000	
DAYCARE:		12,000 *
HEALTH CLUB:		55,000
GALLERY/MUSEUM:		10,000
PARKING:	700-900 net new	

FAR: 10.36 **

* 6000 SF is to be located on-site and 6000 SF is off-site

** Existing 413,00 GSF Lafayette Place Hotel is not part of the Boston Crossing project but is located on the site and is included in FAR calculations

FINANCING

Estimated total development cost: \$750 million

SCHEDULE

Phase I Estimated Start: 1st quarter 1990
Phase I Estimated Completion: 2nd quarter 1993

Phase II Estimated Start: 2nd quarter 1993
Phase II Estimated Completion: 2nd quarter 1995

BENEFITS

Annual Taxes: \$14,000,000

Employment:

Construction Jobs: 6,750
Permanent Jobs: 11,000 total; 9,000 net new

Housing Linkage: \$14,200,000

Housing Creation Proposal:

Chinatown Parcel R3/R3A affordable housing
Chinatown Parcel C Community Center

Jobs Linkage: \$2,840,000

Jobs Creation Proposal:

Retail Jobs Academy

English as a Second Language Program

Pre-apprenticeship Construction Training Programs

Cultural Benefits:

Construction of two black box theatres in a renovated building in the Ladder Block district or within the project.

Other Benefits:

Neighborhood Business Opportunities

Retail Start Up Program

MBTA Station Improvements

Neighborhood Evening Parking Spaces

Childcare Centers: 12,000 SF (total on- and off-site)

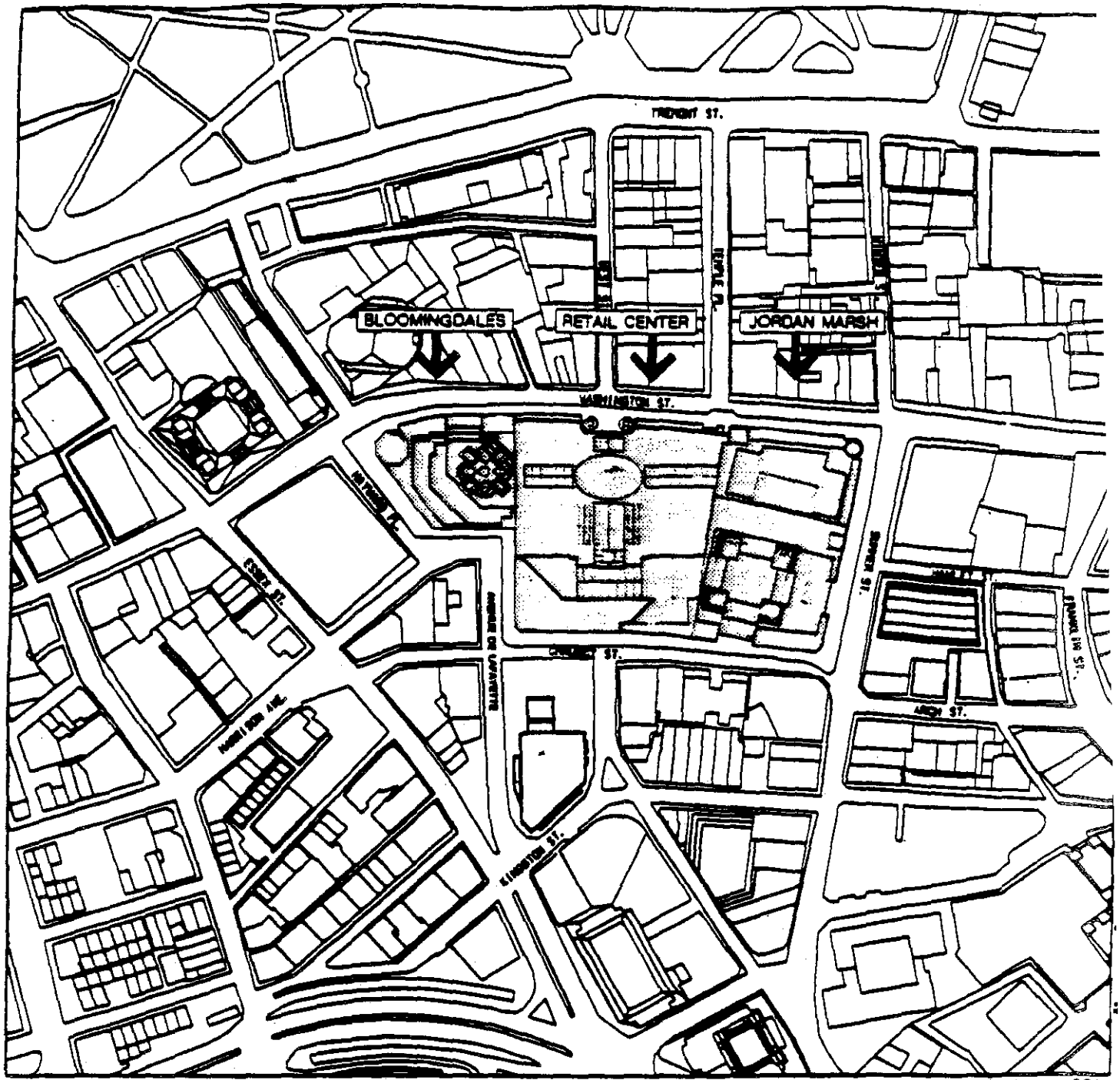


FIGURE II-1
SITE LOCATION



II-2



Map Amendment Application No. 286
Planned Development Area No. 32
Boston Redevelopment Authority in
behalf of Boston Crossing Limited
Partnership
Midtown Cultural District: Boston
Crossing
PDA II: "D" Designation

MAP AMENDMENT NO. 227

EFFECTIVE
August 17, 1989†

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956 as amended, after due report, notice, and hearing, and after due consideration of the findings adopted by the Boston Redevelopment Authority on June 29, 1989, does hereby approve the Development Plan for Planned Development Area No. 32 and amend "Map 1A/Midtown Cultural District" of the series of maps entitled "Zoning Districts City of Boston", dated August 15, 1962, as follows:

By granting the designation "D," indicating a Planned Development Area overlay district, to the parcel in the Midtown Cultural District of Boston Proper which is bounded generally by Washington Street, Summer Street, Chauncy Street, Avenue de Lafayette, and a reconfigured Harrison Avenue Extension and Hayward Place. Said designation, which includes certain subsurface areas within Avenue de Lafayette and the reconfigured Harrison Avenue Extension and Hayward Place, and may include other subsurface areas within streets adjacent to the project, and excludes the Lafayette Hotel parcel and the Lafayette Place Parking Garage parcel, is more particularly described in Exhibit A attached hereto.

[Exhibit A is available from the Zoning Commission office upon request.]

†Date of public notice: July 17, 1989 (see St. 1956, c. 665, s.5).

Richard B. Fowler
Chairman

Robert L. Mann
Vice Chairman

Edmund L. Carr

Joseph W. Joyce

John M. McLaughlin
Architect

Robert F. Jordan

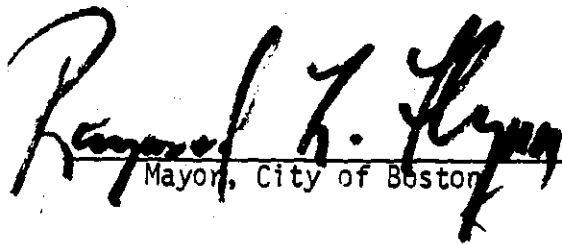
Ana Maria Perez

Edward J. D. Apostol

In Zoning Commission

Adopted July 27, 1989

Attest: Marquette Hillbrand
Secretary



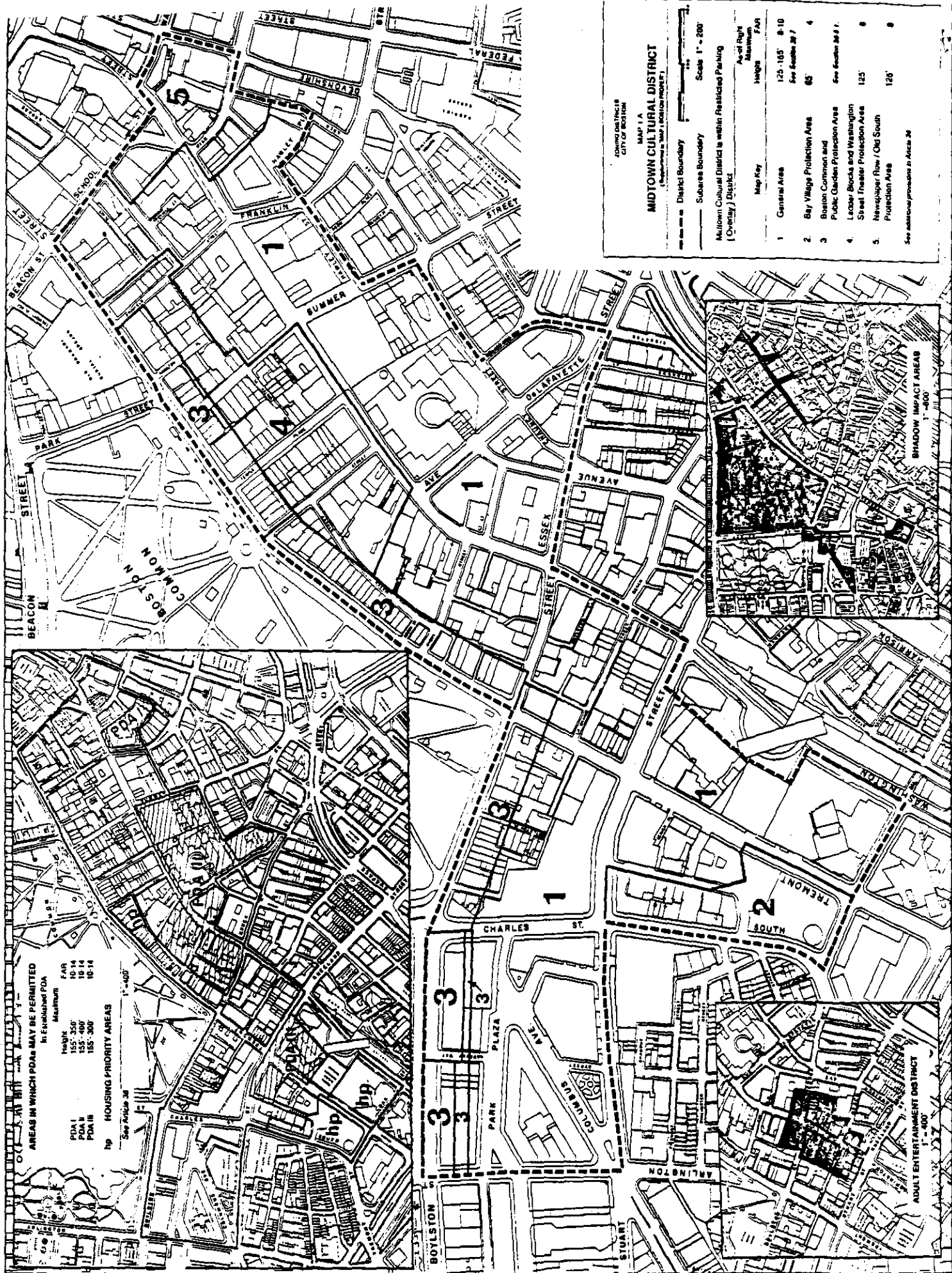
Mayor, City of Boston

Date: Aug. 17, 1989

The foregoing amendment was presented to the Mayor on August 4, 1989, and was signed by him on August 17, 1989, whereupon it became effective on August 17, 1989, in accordance with the provisions of Section 3 of Chapter 665 of the Acts of 1956.

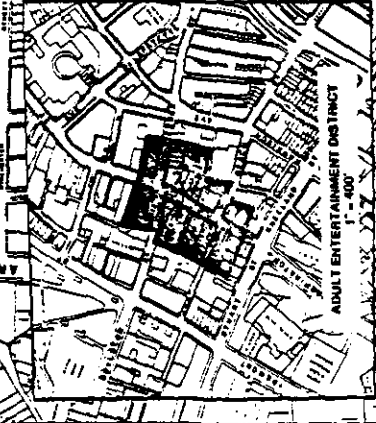
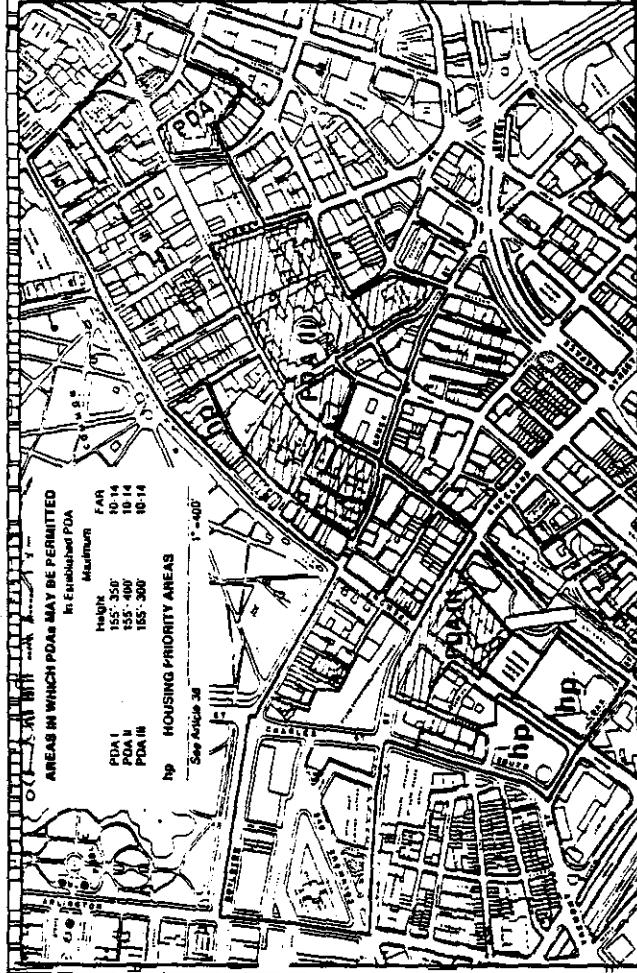
Attest: 

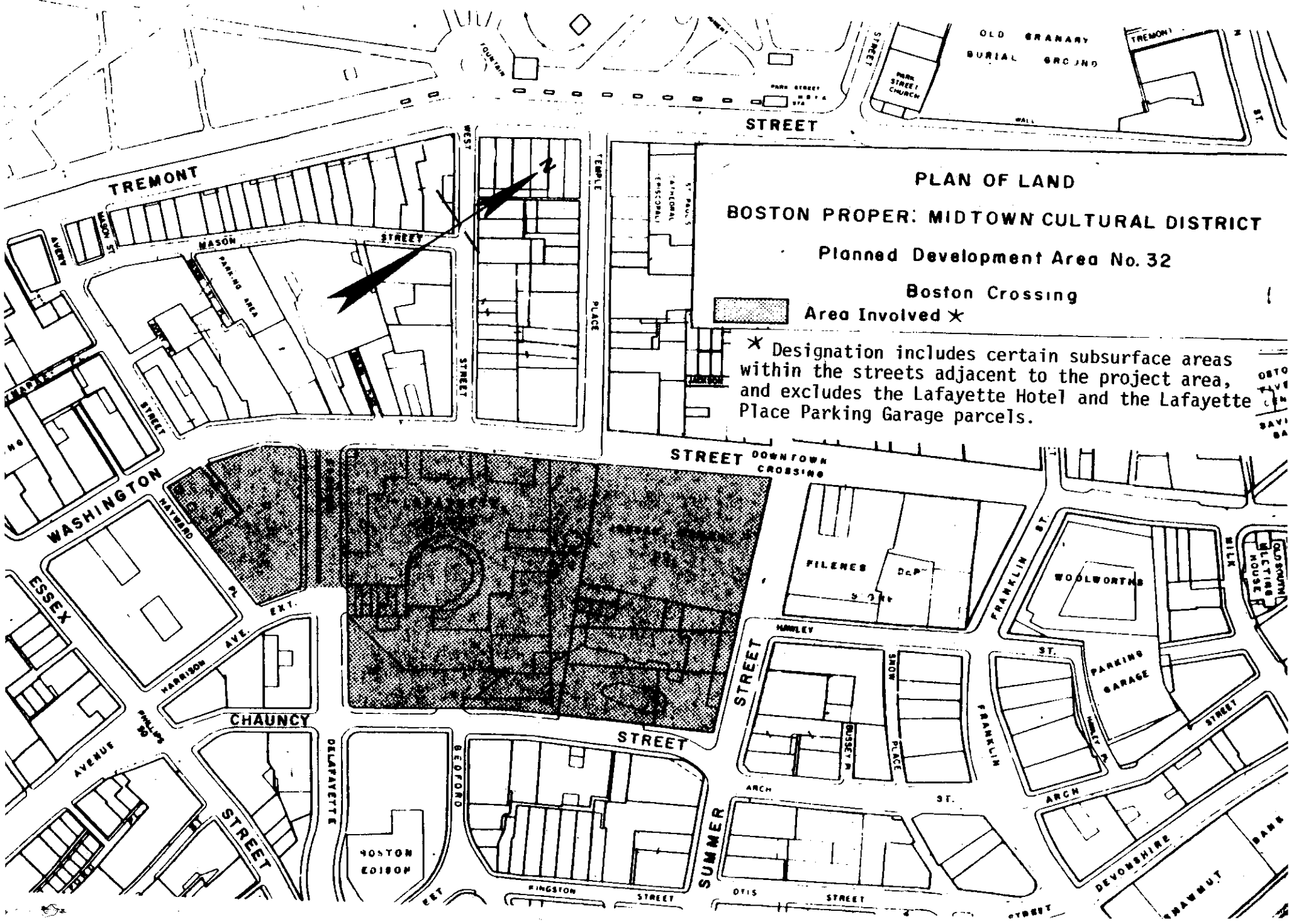
Secretary



MAP 1.A
 MIDTOWN CULTURAL DISTRICT
 (Subarea in West End District)
 City of Boston
 Planning Department
 Scale 1" = 200'
 District Boundary
 Subarea Boundary
 Midtown Cultural District is within Restricted Parking (Overlay) District
 Map Key
 General Area: 125' - 165' 8" - 10
 Bay Village Protection Area: 65' 4'
 Boston Common and Public Garden Protection Area: See Section 26.11
 Lander, Books and Washington Street Theater Protection Area: 125' 6"
 Newspaper Row / Old South Protection Area: 120' 6"

See address provisions in Article 24
 See Section 26.11





PLAN OF LAND
BOSTON PROPER: MIDTOWN CULTURAL DISTRICT
 Planned Development Area No. 32
 Boston Crossing
 Area Involved *

* Designation includes certain subsurface areas within the streets adjacent to the project area, and excludes the Lafayette Hotel and the Lafayette Place Parking Garage parcels.

BOSTON
 PLATE
 PLAN
 SAVIN
 BA

