

Second Amendment to Development Plan for Planned Development Area No. 15
Massachusetts General Hospital
Fruit Street, Boston

Dated: March 7, 2002

Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the "Zoning Code"), this plan constitutes the Second Amendment to Planned Development Area Plan for Planned Development Area No. 15 (the "Second Amendment PDA Plan").

The Existing PDA Development Plan for PDA No. 15: On or about February 4, 1982, the Boston Redevelopment Authority (the "BRA") approved a Map Amendment application creating Planned Development Area No. 15 ("PDA No. 15") as well as a Development Plan for Planned Development Area No. 15. This Map Amendment and Development Plan (together, the "Original PDA Plan"), were approved by the Boston Zoning Commission on February 23, 1982. On or about June 28, 1984, the BRA approved an Amendment to Development Plan for Planned Development Area No. 15 (the "First Amendment PDA Plan"). The Boston Zoning Commission approved this First Amendment PDA Plan on or about August 1, 1984. The Original PDA Plan, as modified by the First Amendment PDA Plan, is referred to in this document as the "Existing PDA Plan" and the Existing PDA Plan, as modified by this Second Amendment PDA Plan is referred to as the "Plan".

The Existing PDA Plan encompasses approximately 457,517 square feet (SF) on the campus of Massachusetts General Hospital ("MGH"), bounded by Charles, Blossom, Parkman, North Grove and Fruit Streets and by land of the Massachusetts Eye and Ear Infirmary (the "Original PDA 15 Area"). The Original PDA 15 Area is described on Exhibit A and shown on Exhibit B. The Original PDA Plan provided for the construction by MGH (sometimes referred to as the "Proponent") of the Wellman Research Building on Blossom Street, an expansion of the Bartlett Building, also on Blossom Street, to house a research library, and the relocation of the Resident Physician's House to another site. All of this construction and the related actions have been completed.

The First Amendment PDA Plan provided for (i) the demolition by MGH within the Original PDA 15 Area of the following buildings: Temporary Building No. 1, Baker Building, Warren Lobby, Phillips House, Vincent/Burnham, Rehabilitation, Clinics and some other minor buildings and (ii) the construction by MGH within the Original PDA 15 Area of Inpatient Towers I and II and the related base building, and Research Building II. The construction of the foregoing buildings has been completed and all of the above-mentioned demolition has been performed, except that the Vincent/Burnham and Clinics buildings have yet to be demolished.

The Second Amendment PDA Plan: This Second Amendment PDA Plan amends the Existing PDA Plan to update certain of its provisions to reflect more accurately the current status of development on the Original PDA 15 Area and to provide for a proposed new development project that, as more fully described

below, will be located partially within the Original PDA 15 Area and partially within a contiguous parcel to be incorporated into PDA No. 15 (as described in Exhibit A and shown on Exhibit B, the “PDA 15 Expansion Area”).

This proposed new development project, as described in this Second Amendment PDA Plan, involves the two-phased development by MGH on the Original PDA 15 Area and the PDA 15 Expansion Area of an approximately 640,000 SF building (the “New Ambulatory Building” or “NAB”) devoted largely to ambulatory care and medical offices along with an approximately 725 space below-grade parking garage (the “New Garage”)(collectively, along with various other uses and improvements described herein, the “Project”). This Second Amendment PDA Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, proposed densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and proposed dimensions of structures for the Project.

To accommodate the Project, this Second Amendment PDA Plan expands PDA No. 15 to include the approximately 92,773 SF PDA 15 Expansion Area, which, as more particularly described herein, is owned by MGH and located to the south of Fruit Street. This PDA 15 Expansion Area is bounded generally by Fruit Street on the North, the MGH Fruit Street Garage to the East, portions of Cambridge Street and Cambridge Street Avenue to the South, and a portion of the Charles Street Jail to the West. The precise boundaries and square footage of the PDA 15 Expansion Area are subject to the potential, minor adjustment of the western boundary line abutting the Charles Street Jail site. Also included in this PDA 15 Expansion Area, within its easterly boundary, is a triangular sliver of air rights over the northwest corner of the Fruit Street Garage and a portion of Fruit Street (the “Fruit Street Garage Air Rights Parcel”). Excluded from this PDA 15 Expansion Area is an approximately 780 SF rectangular portion of air rights located above and along the western boundary (the “Hotel Air Rights Parcel”), which air rights are to be ground leased from MGH by the property owner/developer of the abutting Charles Street Jail Commercial Re-Use Project described below. With the addition of the PDA 15 Expansion Area, the total site area of the expanded PDA No. 15 (hereinafter, the “New PDA No. 15 Plan Area”) will be approximately 550,290 SF. This New PDA No. 15 Plan Area is described in Exhibit A and shown on Exhibit B.

This Second Amendment PDA Plan consists of 17 pages plus attachments designated as Exhibits A through H. All references to this Second Amendment PDA Plan contained herein shall pertain to such pages and exhibits. This Second Amendment PDA Plan represents a stage in the planning process prior to submission of final plans and specifications for the Project to the BRA pursuant to Section 3-1A and Article 80C of the Zoning Code for final design review approval and certification as to consistency with this Second Amendment PDA Plan. Therefore, Exhibits A through H are subject to final design, environmental and other development review by the BRA and other governmental agencies and authorities, and the Project, as described herein, is likely to evolve in the course of such final reviews. In the event of any conflict between any provision of this Second Amendment PDA Plan and any provision set forth in the Existing PDA Plan, this Second Amendment PDA Plan shall govern. Except as amended hereby, the provisions of the Existing PDA Plan remain in full force and effect.

Developer and Owner: The Massachusetts General Hospital, a not-for-profit charitable corporation organized pursuant to Chapter 94 of the Acts of 1810, doing business as the Massachusetts General Hospital, is the owner, developer, and Proponent of the Project. The Proponent’s business address is The Massachusetts General Hospital, Bulfinch 351, 55 Fruit Street, Boston, MA 02114. The Proponent is an affiliate of Partners HealthCare System, Inc. Members of the Project Team are identified on Exhibit C.

The Project Site: The Project site has two separate components: the Phase 1 Project site (the “Phase 1 Site”) and the Phase 2 Project site (the “Phase 2 Site”). The Phase 1 Project Site, located south of Fruit Street, occupies almost all of the PDA 15 Expansion Area, as shown on Exhibit B. The Phase 1 Site is bounded generally by Fruit Street on the North, the Fruit Street Garage to the east, portions of Cambridge Street and Cambridge Street Avenue to the south and a portion of the Charles Street Jail to the west. The Phase 1 Site will include the above-mentioned triangular sliver of air rights over the northwest corner of the Fruit Street Garage. The Phase 1 Site, however, will not include a portion of subsurface rights under, and air rights above, Fruit Street (the “Fruit Street Connection Rights”), which rights shall be conveyed in fee to MGH and through which will be constructed respectively an underground tunnel and an above ground enclosed bridge connecting the Phase 1 component of the NAB south of Fruit Street and the Phase 2 component of the NAB located north of Fruit Street. The foregoing Fruit Street Connection Rights, although included within the PDA 15 Expansion Area, are part of the Phase 2 Site.

The Phase 1 Site is currently occupied by the following improvements owned by MGH: (i) the Northeast Proton Therapy Center (the “Proton Center”), a two (2) story stucco building and (ii) three buildings located at 295 - 307 Cambridge Street (the “Cambridge Street Buildings”). The east wing of the Charles Street Jail, recently removed pursuant to a Memorandum of Agreement with the Massachusetts Historical Commission, was located within the Phase 1 Site. The Phase 1 Site is depicted on Exhibit B in relation to the PDA 15 Expansion Area and in relation to the New PDA No. 15 Plan Area.

The Phase 1 Site is located within the Cambridge Street North District established by Article 47A of the Boston Zoning Code (the “Code”), as shown on Map 1K of the City of Boston Zoning Maps. Certain portions of the Phase 1 Site, as shown on Exhibit D, also are located respectively within the Charles Street Jail South Protection Area, the Cambridge Street North Side Protection Area and the Charles Street North Medium Density Area, which zoning sub-districts are established under Section 47A-5 of the Code. In addition, a portion of the Phase 1 Site (the air rights sliver parcel over the Fruit Street Garage) is located within the North Grove Street Restricted Growth Area. However, as explained below, the Proponent, simultaneously with seeking the approval of this Second Amendment PDA Plan, is seeking approval of an amendment to Map 1K to conform the boundary of the Charles Street Jail North Medium Density Area with the proposed New PDA No. 15 Plan Area boundary so that no portion of the New PDA No. 15 Plan Area shall be located within the North Grove Street Restricted Growth Area.

The Phase 1 Site is located within that part of the Cambridge Street North District in which PDAs are permitted pursuant to Section 47A-6. The Phase 1 Site also is located within the Restricted Parking Overlay District established under Section 3-1A.c of the Code.

The Phase 2 Site consists of a portion of the Original PDA 15 Area as well as the aforementioned Fruit Street Connection Rights, as shown on Exhibit B in relation to the Original PDA 15 Area and in relation to the New PDA No. 15 Plan Area. The Phase 2 Site is currently occupied by the following improvements owned by MGH: (i) the nine (9) story Vincent/Burnham Building; (ii) the three (3) story Clinics Building; and (iii) the three (3) story Tilton Building. The Phase 2 Site is located within an H-4-D zoning district (an underlying residential apartments zoning district with a maximum FAR of 4.0 as modified by a designated Development Area Overlay District) and the Restricted Parking Overlay District, except for (i) that portion of the Fruit Street Connection Rights north of the center line of Fruit Street, which is located within an H-4 zoning district and the Restricted Parking Overlay District and (ii) that portion of the Fruit Street Connection rights south of the center line of Fruit Street, which is located within the Cambridge Street North District and the Charles Street Jail North Medium Density Area, as well as the Restricted Parking Overlay District.

The Proposed Project: The Project involves the construction of approximately 640,000 square feet of new ambulatory care space in two interconnected building components (the “Phase 1 NAB” and the “Phase 2 NAB”) and a 725-car below-grade six (6) level parking garage as part of Phase 1 (the “New Garage”). As explained below, all existing buildings on both the Phase 1 Site and the Phase 2 Site, except the Proton Therapy Center, have been or will be demolished to allow for the new construction. As a result, the net increase in building space upon completion of all proposed demolition and new construction will be approximately 466,700 SF. Also as explained below, certain existing parking areas will be eliminated to allow for the construction of the proposed improvements. As a result, the New Garage will result in a net gain of approximately 475 parking spaces.

The Project will be constructed in two phases. Phase 1 involves the construction of the proposed Phase 1 NAB (the portion of the NAB south of Fruit Street) and the New Garage, and the provision of certain related features, all as more particularly described below and all as more particularly shown on the plans attached hereto as Exhibit E-1 through Exhibit E-8 (the “Site Plans”) and the Schematic Plans (as hereinafter defined). The Phase 1 NAB will contain approximately 420,000 SF of building space.

As shown on the Site Plans and the Schematic Plans, the northerly portion of the Phase 1 NAB will be located on top of the Proton Center and on top of the northwest corner of the Fruit Street Garage. The southerly portion of the Phase 1 NAB will be located on top of the New Garage on the site of the recently removed east wing of the Charles Street Jail and surrounding parking area. As shown on the Site Plans and the Schematic Plans, the main entrance to the Phase 1 NAB will be a two (2) story lobby located at the midpoint of the building. This lobby will also serve as the connector to the Charles Street Jail Commercial Re-Use Project to be constructed to the west of the Phase 1 NAB. The building height of the Phase 1 NAB, as more fully described below, will step up from approximately 125 feet on Cambridge Street Avenue to approximately 141 feet near Fruit Street (not including mechanical space). To accommodate new southerly exits/entrances to both the Phase 1 NAB and the New Garage, three MGH-owned buildings located along Cambridge Street, at 295 - 307 Cambridge Street, will also be demolished.

The construction of the Phase 1 NAB and the New Garage will require that the 215 existing parking spaces on the Charles Street Jail site be relocated off-site to the Parkman Street Garage. The projection of the Phase 1 NAB over a corner of the Fruit Street Garage will result in the loss of approximately 35 parking spaces. Therefore, the 725-space New Garage will result in a net increase of approximately 475 parking spaces.

Phase 2 involves the construction of approximately 220,000 SF of building space within the Phase 2 NAB, subsurface and above-grade connectors to the Phase 1 NAB, and the provision of certain related features, all as more particularly described below and as more particularly shown on the Site Plans and the Schematic Plans. To accommodate the Phase 2 NAB, the existing Vincent/Burnham, Clinics and Tilton buildings, accounting for approximately 173,300 SF of building space, will be demolished. Therefore, Phase 2 will result in a net building space increase of approximately 46,700 SF.

The Schematic Plans for Phases I and II of the Project (the “Schematic Plans”) are listed on Exhibit F. These Schematic Plans have been delivered to the BRA under separate cover and may be modified as approved by the BRA during the design review process.

Other Approvals: The Project is subject to Large Project Review under Article 80B of the Code, and to MEPA review by the Massachusetts Executive Office of Environmental Affairs (“EOEA”). On April 28,

2000, the Proponent submitted a Project Notification Form (“PNF”) to the BRA pursuant to Article 80B of the Code with respect to the Project. On June 12, 2000, the BRA issued a Scoping Determination with respect to the Project (the “Scoping Determination”). On May 31, 2001, as required by the Scoping Determination, the Proponent submitted a Draft Project Impact Report (“DPIR”) to the BRA with respect to the Project. On August 24, 2001 the BRA issued its Preliminary Adequacy Determination (“PAD”) with respect to the DPIR. The Proponent submitted the Final Project Impact Report (the “FPIR”) for the Project on November 7, 2001 and expects to receive a Final Adequacy Determination on or about March, 2002.

As a component of Large Project Review, the Project’s parking and traffic circulation facilities have been reviewed and approved by the Boston Transportation Department (“BTD”). The Proponent intends to enter into a Transportation Access Plan Agreement with BTD describing transportation mitigation measures to be incorporated into the Project. In addition, the Proponent intends to enter into a Development Impact Project Agreement and a Cooperation Agreement with the BRA and a Boston Residents Construction Employment Plan with the Boston Employment Commission with respect to the Project.

On November, 10, 2000, the Proponent submitted an Environmental Notification Form (“ENF”) for the Project to EOEА. On January 16, 2001, the Secretary of EOEА issued the Secretary’s Certificate on the ENF. On June 15, 2001, as required by the Secretary’s Certificate on the ENF, the Proponent submitted a Draft Environmental Impact Report (“DEIR”) to the EOEА with respect to the Project. On August 24, 2001, the Secretary of EOEА issued the Secretary’s Certificate on the DEIR. The Proponent submitted the Final Environmental Impact Report (the “FEIR”) for the Project on October 1, 2001 and received a final Secretary’s Certificate on the FEIR on November 16, 2001.

The Proponent also has entered into a Memorandum of Agreement with the Massachusetts Historical Commission (“MHC”), the Boston Landmarks Commission (the “BLC”) and other interested parties, executed as of April 25, 2001 (the “MOA”), which addresses the Project’s impacts on the Charles Street Jail, a National Historic Landmark, the east wing of which will be demolished to accommodate the Phase 1 NAB and the New Garage. Pursuant to Article 85 (“Demolition Delay”) of the Code, the BLC on April 12, 2001 issued a Notice of Determination waiving demolition delay with respect to the above-referenced removal of the east wing of the Charles Street Jail. In connection with the proposed demolition of the Vincent/Burnham, Clinics and Tilton buildings, as well as the three MGH-owned Cambridge Street Buildings, the Proponent will apply to the BLC for demolition delay purposes under Article 85 of the Code.

The Project also requires Schematic Design Approval by the Boston Civic Design Commission (“BCDC”) pursuant to Article 28 of the Code. BCDC’s review of the Project is underway. Various other permits and approvals may also be required for the Project and will be obtained at the appropriate time.

Proposed Location and Appearance of Structures: The location and appearance of the Phase 1 NAB, the New Garage, the Phase 2 NAB, the subsurface and above-grade connectors between the Phase 1 NAB and the Phase 2 NAB, and the related features and improvements will be generally consistent with the Schematic Plans, which are likely to evolve in the course of continuing BRA design review. Final plans and specifications for the Project will be submitted to the BRA for certification as to consistency with this Second Amendment PDA Plan.

In connection with the Phase 1 construction of the Phase 1 NAB and the New Garage, the east wing of the Charles Street Jail and the surrounding parking areas have recently been removed and the three MGH-owned buildings fronting on Cambridge Street (295 - 307 Cambridge Street) will be demolished. As shown on

the Site Plans and the Schematic Plans, the New Garage will be located underground at the location of the recently removed east wing of the Charles Street Jail and abutting parking areas, and the Phase 1 NAB, running south to north, will be located above the New Garage, the Proton Center and a small portion of the northwesterly corner of the Fruit Street Garage.

In connection with the Phase 2 construction of the Phase 2 NAB and the subsurface and above-ground connectors, the existing Vincent/Burnham, Clinics and Tilton buildings will be demolished. As shown on the Site Plans and the Schematic Plans, the Phase 2 NAB will be located at the site of these demolished buildings. The proposed demolition of the Vincent/Burnham and Clinics buildings as part of Phase 2 of the Project under this Second Amendment PDA Plan will constitute full compliance with the provisions of the Existing PDA Plan regarding the demolition of these buildings.

Proposed Uses: The allowed uses within PDA No. 15 under the Existing PDA Plan include a hospital not providing custodial care for drug addicts, alcoholics or mentally ill or mentally deficient persons; and the following accessory uses: clinics, professional offices, scientific research and teaching laboratories, parking, the keeping of laboratory animals, research libraries, staff sleeping quarters, accessory educational uses, other accessory uses and services ordinarily found in connection with a hospital (such as gift shop, restaurant, snack bar, lunch room, cafeteria or other places for the service or sale of food or drink for on-premises consumption, pharmacy and chapel), and accessory storage of flammable liquids and gases (“Accessory Hospital Uses”).

The proposed New Ambulatory Building (NAB) will be used for hospital uses comprising clinics, medical offices, off-street parking and Accessory Hospital Uses. The proposed approximately 725-space New Garage will serve patients and visitors to the NAB and other MGH buildings as well as patrons of the planned hotel and other facilities of the Charles Street Jail Commercial Re-Use Project to be constructed in a portion of the existing Charles Street Jail building located immediately to the west of the proposed NAB and New Garage. A portion of the southwestern corner of the Phase 1 Site will contain outdoor seating accessory to the restaurant to be located in the southern wing of the Charles Street Jail Commercial Re-Use Project.

In order to allow the Project to be used for a variety of purposes consistent with underlying zoning, this Plan requests approval for all uses allowed under the Existing PDA Plan, all existing uses located within the New PDA No. 15 Plan Area as reflected in the records of the City of Boston Inspectional Services Department, all currently proposed uses as described in this Second Amendment PDA Plan, all uses that are permitted by the underlying zoning set forth in Articles 8 and 47A of the Code, as well as all uses which are set forth on Exhibit G, notwithstanding any contrary provision of the Code, but subject to the following limitation on uses in buildings fronting directly on Cambridge Street.

Section 47A-12.1 of the Code limits the use of any portion of a proposed project that has street frontage on Cambridge Street located on the ground floor or entered by a ramp or stairs from a sidewalk entry to the Ground Level Uses set forth in Appendix A of Article 47A. All other uses otherwise allowed under Section 47A-12 are conditional uses. The Project will not include any buildings with street frontage on Cambridge Street. It will, however, involve the construction of a driveway providing access off of Cambridge Street to the new parking garage and a pedestrian access way from Cambridge Street to the NAB, as well as the previously noted demolition of three MGH-owned buildings that front on Cambridge Street and contain Ground Level Uses. In addition, while it is not a part of this Project, MGH’s long-range plan is to demolish the Fruit Street Garage and construct a main entrance to its campus from Cambridge Street. This long-range plan may include the construction of a new building fronting Cambridge Street. Any such new building will contain Ground

Level Uses in the portion of such building located on the ground floor or entered by a ramp or stairs from a sidewalk entry.

Section 47A-7.2 provides that the provisions of Section 47A-12.1 concerning Ground Level Uses shall not apply within a PDA. In recognition of the importance of preserving and enhancing the existing scale of buildings and the pedestrian-friendly character of Cambridge Street, however, this Second Amendment PDA Plan does not waive all of the Ground Level Uses requirement of Section 47A-12.1 for any future infill buildings within the PDA 15 Expansion Area site which front on Cambridge Street. Instead, as set forth on Exhibit G, this Second Amendment PDA Plan seeks to allow the proposed use of vehicular and pedestrian access ways to the NAB and the New Garage off of Cambridge Street, but otherwise adopts the Ground Level Use limitations of Section 47A-12.1.

The accessory use of 10 parking spaces for ambulances is an allowed use in the Original PDA 15 Area as set forth in the First Amendment PDA Plan. As shown in Exhibit E-2, Phase 2 of the Project includes approximately 16 parking spaces for use by ambulances. This change of use is reflected in Exhibit G. This Second Amendment PDA Plan seeks approval of this change. Therefore, approval of the proposed uses set forth in Exhibit G constitutes a modification of the use provision in the Existing PDA Plan concerning accessory parking for use by ambulances.

It also should be noted that Section 47A-12(2) of the Code, entitled "Inclusion of Day Care Facilities", requires any Proposed Project (as that term is defined in the Code) which exceeds a building height of 65 feet or an FAR of 4 to create daycare facilities on-site or elsewhere within the City of Boston. The total gross floor area of daycare facilities required under Section 47A-12(2) depends on the gross floor area of the Proposed Project (not including the floor area devoted to Residential Uses, Cultural Uses or Community Uses as said uses are described in Section 47A-12). For the purpose of calculating the daycare facility gross floor area requirement, floor area devoted exclusively to restaurant, hotel, local retail or general retail uses and uses accessory thereto shall be multiplied by 0.2. For a Proposed Project with a gross floor area in excess of 500,000 square feet and no more than 1,000,000 square feet, Table B of Section 47A-12(2) requires the creation of 8,000 gross square feet of daycare facilities. MGH operates an on-site daycare facility, called the MGH Back-Up Center, which occupies approximately 5,742 SF of space in the Warren Building and provides approximately 24 daycare slots. In addition, MGH operates the MGH Children's Center occupying approximately 6,065 SF of space in the Captain's Quarters in the Charlestown Navy Yard which provides approximately 65 daycare slots. Furthermore, in 2002 MGH will begin operating an additional daycare facility, the Building 36 Center, to be located in approximately 2,750 SF of space within Building 36 in the Charlestown Navy Yard, which will have approximately 50 daycare slots. The foregoing daycare facilities shall hereinafter be referred to as the "MGH Day Care Facilities". The approval of this Second Amendment PDA Plan shall constitute approval of the MGH Day Care Facilities described above as satisfying the requirements of Section 47A-12(2) of the Code.

Proposed Density: The Phase 1 Site (which is entirely within the PDA 15 Expansion Area) is located entirely within the Cambridge Street North District established under Article 47A. As shown on Exhibit D, the northerly portion of the Phase 1 Site is located within the Charles Street Jail North Medium Density Area, the central portion of the Phase 1 Site is located within the Charles Street Jail South Protection Area, and the southerly portion of the Phase 1 Site is located within the Cambridge Street North Side Protection Area. In addition, a small sliver of the Phase 1 Site, that is located above the northwesterly corner of the Fruit Street Garage and within the North Grove Street Restricted Growth Area, will be occupied by a portion of the Phase 1 NAB. Therefore, as noted above, in order to increase the height limit allowed for this portion of the Phase 1 NAB and to simplify the zoning relief required for Phase 1 by reducing the number of separate zoning sub-

districts in which the NAB is located, the Proponent is seeking a map amendment to be approved simultaneously with this Second Amendment PDA Plan which will revise the boundary of the North Grove Street Restricted Growth Area so that no portion of the New PDA No. 15 Plan Area is located within said area.

In addition to the foregoing, one small portion of the Phase 2 Site is located within the Cambridge Street North District. More specifically, the portion of the Fruit Street Connection Rights that is south of the center line of Fruit Street is located in the Charles Street Jail North Medium Density Area.

Article 47A establishes the following maximum FAR limitations for each of these zoning sub-districts within the PDA 15 Expansion Area:

In the Charles Street Jail North Medium Density Area, a maximum FAR of 5 is allowed pursuant to Section 47A-5(3) of the Code. Section 47A-7 of the Code also provides that the maximum FAR permitted under a PDA within this area is 5.

In the Charles Street Jail South Protection Area, a maximum FAR of 5 is allowed under Section 47A-5(1)(b) of the Code. Section 47A-7 of the Code also provides that the maximum FAR permitted under a PDA within this area is 5.

In the Cambridge Street North Side Protection Area, pursuant to Section 47A-5(1)(a) of the Code, a maximum FAR of 4 is allowed, except that a maximum FAR of 5 is permitted if (i) the subject project includes, on its ground level, any of the Ground Level Uses listed in Appendix A of Article 47A, and access to such uses may be had directly from Cambridge Street, with or without a ramp or stairs, but without entering a lobby, and (ii) the project undergoes Large Project Review and has received a Certificate of Compliance pursuant to Section 80B-6 of the Code. Section 47A-7 of the Code also provides that the maximum FAR permitted under a PDA within this area is 5.

In the North Grove Street Restricted Growth Area, pursuant to Section 47A-5(2) of the Code, a maximum FAR of 4 is allowed, except that a maximum FAR of 7 is allowed if a proposed project has complied with Large Project Review and has received a Certificate of Compliance pursuant to Section 80B-6. Section 47A-7 of the Code also provides that the maximum FAR permitted under a PDA within this area is 7. However, as noted above, the Proponent is seeking a map amendment to be approved simultaneously with this Second Amendment PDA Plan which will revise the boundary of the North Grove Street Restricted Growth Area so that no portion of the New PDA No. 15 Plan Area is located within the North Grove Street Restricted Growth Area.

Virtually all of the Phase 2 Site is located within the H-4-D Zoning District and within the Original PDA 15 Area. A maximum FAR of 4.0 is allowed in an H-4 district; however, the Existing PDA Plan establishes a maximum FAR of 5.13 in the Original PDA 15 Area. As noted above, two small portions of the Phase 2 Site are not located within the H-4-D Zoning District and the Original PDA 15 Area. More specifically, the portion of the Fruit Street Connection Rights north of the center line of Fruit Street is located within the H-4 Zoning District; and the portion of the Fruit Street Connection Rights south of the center line of Fruit Street is located within the Charles Street Jail North Medium Density Area of the Cambridge Street North District. Both of these portions are within the PDA 15 Expansion Area.

As noted above, a portion of the Phase 1 NAB will be constructed within air rights over the northwesterly corner of the Fruit Street Garage. For the purpose of determining the FAR for the Project, the

gross floor area of this portion of the Phase 1 NAB has been included in the total gross floor area of the Project. However, because this portion of the Phase 1 NAB occupies only air rights, it has not been counted in determining the total lot area of the Project.

Furthermore, as noted above, the Project includes a sub-surface tunnel and an above-ground connector respectively crossing under and over Fruit Street. For the purpose of determining the FAR for the Project, the gross floor area of these two connectors has been included in the total gross floor area of the Project. In determining the total lot area of the Project, the sub-surface lot area occupied by the underground connector has been counted, but the area of the above-ground connector has not been counted. Approval of this Second Amendment PDA Plan constitutes approval of the method for determining FAR set forth in these last two paragraphs with respect to the portions of the Project located exclusively within these sub-surface or air rights.

The proposed maximum densities of the Project are set forth in Exhibit H. As noted above, the maximum FAR requirements applicable to the Project Site pursuant to the underlying zoning provisions of the Code vary because the northern portion of the Project Site is located within the underlying H-4 Zoning District and the southern portion is located within the Cambridge Street North District. Therefore, Exhibit H sets forth separately the maximum allowed FAR for each of the two parts of the Project Site: (i) the southern portion of the Project Site containing almost all of the PDA 15 Expansion Area, excluding the northerly portion of the Fruit Street Connection Rights, but including the southerly portion of the Fruit Street Connection Rights (all of which are located within the Cambridge Street North District); and (ii) the northern portion of the Project Site containing the Original PDA 15 Area and the northerly portion of the Fruit Street Connection Rights (all of which are located within the underlying H-4 District). This Second Amendment PDA Plan seeks approval of the maximum FARs for the Project, as set forth in Exhibit H.

The permitted density of 5.13 for the Original PDA 15 Area as established by the First Amendment PDA Plan was premised on the demolition of numerous buildings, including the Vincent/Burnham and Clinics buildings. Because the latter two buildings have not yet been demolished, the current FAR of the Original PDA 15 Area is approximately 5.33. These two buildings will be demolished as part of Phase 2 of the Project. Therefore, approval of the FAR's set forth in Exhibit H constitutes a modification of the density provision in the Existing PDA Plan.

The actual densities of the Project, as such densities may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities, may differ slightly from the permitted floor areas and FARs set forth in Exhibit H. However, in no event shall the actual densities of the Project, in the opinion of the Director of the BRA, substantially exceed the permitted densities set forth in Exhibit H.

Height of Proposed Improvements: With respect to the Phase 1 Site and that portion of the Fruit Street Connection Rights located within the Cambridge Street North District, Article 47A establishes the following maximum building height limitations:

Within the Charles Street Jail North Medium Density Area, pursuant to Section 47A-5(3) of the Code, a maximum building height of 125 feet is allowed, except that a maximum building height of 155 feet is allowed if a proposed project has undergone Large Project Review and has received a Certificate of Compliance pursuant to Section 80B-6 of the Code. Section 47A-7 of the Code provides that the maximum building height permitted under a PDA within this area is also 155 feet.

Within the Charles Street Jail South Protection Area, pursuant to Section 47A-5(1)(b) of the Code, a maximum building height of 125 feet is allowed. Section 47A-7 of the Code provides that the maximum building height permitted under a PDA within this area is also 125 feet.

Within the Cambridge Street North Side Protection Area, pursuant to Section 47A-5(1)(a) of the Code, a maximum building height of 65 feet is allowed. Section 47A-7 of the Code provides that the maximum building height permitted under a PDA within this area is also 65 feet.

Within the North Grove Street Restricted Growth Area, pursuant to Section 47A-5(2) of the Code, a maximum building height of 65 feet is allowed, except that a maximum building height of 100 feet is allowed if a proposed project has undergone Large Project Review and has received a Certificate of Compliance pursuant to Section 80B-6 of the Code. Section 47A-7 of the Code provides that the maximum building height permitted under a PDA within this area is 100 feet; however, as noted above, the Project is seeking a map amendment to be approved simultaneously with this Second Amendment PDA Plan which will revise the boundary of the North Grove Street Restricted Growth Area so that no portion of the New PDA No. 15 Plan Area is located within the North Grove Street Restricted Growth Area.

The Phase 2 site, except for that portion of the Fruit Street Connection Rights located within the Cambridge Street North District, is located entirely within the Original PDA 15 Area and/or the underlying H-4 District, in which there are no applicable maximum building height restrictions (under either the Existing PDA Plan or the Code).

This Second Amendment PDA Plan seeks approval of the proposed maximum building heights for the Project set forth in the Dimensional Requirements table attached hereto as Exhibit H which are consistent with the maximum building height requirements summarized above. For purposes of this Second Amendment PDA Plan, rooftop mechanical equipment, whether or not enclosed or screened, is not included in calculating building height.

The actual building heights of the Project, as such heights may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities, may differ slightly from the permitted building heights set forth in Exhibit H. However, in no event shall the actual building heights of the Project, in the opinion of the Director of the BRA, substantially exceed the permitted heights set forth in Exhibit H.

Other Dimensions of Proposed Improvements: With respect to the Phase 1 Site and that portion of the Fruit Street Connection Rights located south of the Fruit Street center line, all of which are located within the Cambridge Street North District, Article 47A establishes the following other dimensional limitations. All proposed projects within the Cambridge Street North District must comply with the design requirements, set forth in Section 47A-11, regarding Street Wall continuity, Street Wall height and Street Wall setback. For Street Wall continuity, Section 47A-11 provides that for projects subject to Large Project Review, appropriate locations for Street Walls shall be determined through the Large Project Review process. With respect to Street Wall height and setback, Sections 47A-11(2)-(3) specifically impose a maximum Street Wall height of 65 feet for projects in the Cambridge Street North District and require that every portion of a Proposed Project (including mechanical equipment) that extends above the Street Wall height shall be set back by not less than 65 feet from the Street Wall. Appendix B to Article 47A defines Street Wall as the exterior wall or portion of the

exterior wall of a Proposed Project that faces a street on which such Proposed Project is located and that is below the Street Wall height determined pursuant to Section 47A-11(2). Section 2(44) of the Code defines “street” as a public way, alley, lane, court, sidewalk and such parts of public squares and public places as form traveled parts of highways. Accordingly, pursuant to Article 47A, for those exterior walls facing Cambridge Street, Fruit Street, and the portion of Cambridge Street Avenue that is perpendicular to Cambridge Street, all of which are public ways, the Street Wall height is limited to 65 feet and in the event that any such exterior walls (and/or mechanical equipment thereon) exceed 65 feet, such walls (and/or mechanical equipment) must be set back at least 65 feet from such street. However, Section 47A-7(2) provides that the dimensional requirements for a Proposed Project within a PDA (except for height and FAR, as discussed above) shall be set forth within the PDA for such Proposed Project. The proposed dimensions for that portion of the Project located within the Cambridge Street North District are set forth in the Dimensional Requirements table attached hereto as Exhibit H.

With respect to the Original PDA 15 Area and that portion of the Fruit Street Connection Rights located north of the center line of Fruit Street, all of which are located within the H-4 District, the underlying zoning dimensional requirements of the Code are as follows: (i) minimum front yard of 15 feet; (ii) minimum side yard of 10 feet plus 1/20 of the length of the wall parallel (or within 45 degrees of parallel) to the side lot line (subject to the additional limitations of Section 19-4 of the Code); (iii) minimum rear yard of 10 plus L/20; (iv) setback of parapet of $(H + L^1)/6$; and (v) no applicable requirements as to minimum lot size, minimum lot area per dwelling unit, minimum lot widths and minimum usable open space for non-dwelling uses. It is unclear precisely how the foregoing dimensional requirements would apply to the proposed Phase 2 improvements, in particular because, for zoning purposes, all of the Original PDA 15 Area and the PDA 15 Expansion Area constitute one (1) lot. Therefore, to insure that the improvements proposed for Phase 2 of the Project may be located as proposed herein, this Second Amendment PDA Plan provides, as set forth in the Dimensional Requirements table attached hereto as Exhibit H, that no front yard, side yard, rear yard, or parapet setback requirements shall apply to that portion of the Project located within the H-4 District.

This Second Amendment PDA Plan seeks approval of the proposed dimensions for the Project as set forth on Exhibit H. The actual dimensions of the Project, as such dimensions may be further refined, revised, amended and approved pursuant to review by the BRA and other appropriate agencies and authorities, may differ slightly from the permitted dimensions set forth in Exhibit H. However, in no event shall the actual dimensions of the Project, in the opinion of the Director of the BRA, substantially exceed the permitted dimensions set forth in Exhibit H.

Design Guidelines: Section 47A-10 of the Code establishes design guidelines for the Cambridge Street North Side Protection Area. Pursuant to Section 47A-9 of the Code, the BRA shall consider these design guidelines when reviewing any portion of a proposed Development Plan for a Proposed Project (as such term is defined therein) within the Cambridge Street North Side Protection Area. No portion of the NAB will actually be located in the Cambridge Street North Side Protection Area, although the Project does include the demolition of buildings owned by MGH at 295-307 Cambridge Street, located within this Protection Area, in order to accommodate an access drive to the NAB’s proposed parking garage. Accordingly, MGH has taken these design guidelines into consideration in designing the NAB in the following respects. Section 47A-10(1)(a) encourages the retention and restoration of buildings of historic interest and architectural character listed on Appendix C of Article 47A. This list does not include any of the buildings which MGH proposes to demolish. Section 47A-10(1)(b) encourages the construction of infill buildings on vacant lots and the addition to or replacement of existing structures whose street walls are lower than 65 feet, in order to give greater visual

definition to Cambridge Street. While it is not a part of the Project, MGH's long-range plan is to demolish the Fruit Street Garage and construct a main entrance to its campus from Cambridge Street. This long-range plan will include reinforcing the street wall along Cambridge Street and will address the objectives of Article 47A regarding street walls and active street-fronting uses in these on-going design efforts. MGH has had preliminary discussions with design review staff at the Boston Redevelopment Authority and with the Boston Civic Design Commission toward this end. This subject will be addressed in more detail in the Institutional Master Planning process which will be initiated in November 2001. The remaining provisions of Section 47A-10(1), regarding windows, storefronts, building entrances and building materials for street walls facing Cambridge Street, rooftop mechanical equipment, and streetscape, landscape, vista and block pattern considerations, will be taken into account in designing any such future infill structures. The BRA has taken these design guidelines into account in reviewing the Second Amendment PDA Plan for this Project. Approval of this Second Amendment PDA Plan constitutes satisfaction of the design guidelines requirements of Section 47A-9 and Section 47A-10.

Proposed Pedestrian and Traffic Circulation: The Project is located near Charles Circle at the Cambridge Street gateway to downtown Boston. The proposed site access design of the Project, as shown on the Site Plans, has been developed with several goals in mind:

- * Improving traffic flow on Cambridge Street and on the MGH campus;
- * Minimizing new traffic impacts;
- * Promoting pedestrian safety and improved access; and
- * Addressing issues raised by neighbors in the area.

The Project, as shown on the Site Plans, provides for two new, generous landscaped areas to enhance pedestrian circulation from both the Charles Street/MGH MBTA Station and Cambridge Street. The first is between the NAB's west face and the south wing of the Charles Street Jail; it is the path for passengers from the new MBTA Station at Charles Circle to the NAB lobby. The second one is through a newly created landscaped open space between the Fruit Street Garage and Cambridge Street, MGH's long-term new "front door" on Cambridge Street. It will be designed both to hold the "street wall" with plantings, as well as define, on Cambridge Street, MGH's major pedestrian and vehicular entrance to its campus as a whole.

Pedestrian flows between the Charles/MGH MBTA Station and MGH will be improved because there will be a more direct, shorter path. Today, after crossing Cambridge Street via the pedestrian bridge, people headed to the main entrance at the White Building from Charles Circle today must travel along Cambridge Street to North Grove Street (a trip of approximately 950 feet) or travel Charles Street to Fruit Street (a trip of 1,000 feet). Under the proposed site design, as shown on the Site Plans, pedestrians leaving Charles Circle would travel approximately 300 feet to the entrance of the NAB and use internal corridors and an elevated, climate controlled connector to reach the main building. In adverse weather conditions, this trip length reduction would be a notable improvement. More importantly, people will travel in relative comfort inside the building where today it is a longer walk to MGH from the Charles/MGH MBTA Station. Exhibit E-7 shows the proposed pedestrian circulation to and from Charles Circle and through the Project site.

The other notable pedestrian circulation feature of the Project is the Fruit Street pedestrian bridge that will cross over Fruit Street. As shown on the Site Plan, the bridge connects the Phase 1 NAB to the Phase 2 NAB.

As explained more fully below, the Project's traffic circulation system, which involves construction of new on-site roadways and improvements to existing off-site roadways located elsewhere on or alongside the MGH campus, will enhance traffic circulation to the NAB and throughout the MGH campus while also improving traffic flow on Cambridge Street. Pedestrian conflicts will be minimized because vehicle movement will be limited to the east and south sides of the NAB, providing patient drop-off and access to the underground garage.

More specifically, the Project, as shown on the Site Plan attached as Exhibit E-1, includes the construction of two new roadways within the New PDA No. 15 Plan Area and two new access points into the Phase 1 Site (one of which is a relocated existing curb-cut). The two new roadways, as shown on Exhibit E-1, are the one-way Roadway 2, running south from Fruit Street to Cambridge Street Avenue and the one-way service roadway running south from Fruit Street and then turning approximately 90° to the west and running perpendicularly into Roadway 2. The proposed new curb-cut on Charles Street north of Charles Circle will serve as a right-in right-out access and egress driveway connecting to Cambridge Street Avenue and the entrance to the New Garage. The proposed relocated curb-cut on Cambridge Street between Charles Circle and North Grove Street that runs north into Cambridge Street Avenue will serve as a right-in right-out access and egress for the New Garage and the NAB. The latter curb cut is an existing curb-cut for Cambridge Street Avenue that is relocated slightly.

Parking: The Project site is located entirely within the Restricted Parking Overlay District. Within this overlay district, no-off street parking facilities are required for non-residential projects, but any such parking requires a conditional use permit. The Phase 1 Site also is located entirely within the Cambridge Street North District, in which, pursuant to Article 47A, no off-street parking facilities are required for any proposed project, including projects containing residential uses. Under Section 47A-12.4, a parking garage requires a conditional use permit in the Cambridge Street North District.

The Phase 1 Site currently contains approximately 250 off-street parking spaces, approximately 215 of which are employee parking spaces located in the parking area surrounding the site of the recently removed east wing of the Charles Street Jail and approximately 35 of which are located on the roof of the Fruit Street Garage. To accommodate the Phase 1 improvements, the 35 Fruit Street Garage rooftop spaces will be removed. In addition, the 215 employee parking spaces will be moved off-site to the Parkman Garage, thereby resulting in a loss of 215 patient/visitor spaces in the Parkman Garage. Phase 1 of the Project includes the relocation of these 215 lost patient/visitor spaces from the Parkman Garage, as well as the 35 lost Fruit Street Garage spaces, to the New Garage, which will contain a total of approximately 725 parking spaces. Therefore, Phase 1 of the Project will result in a net increase of approximately 475 off-street parking spaces. Parking spaces in the New Garage are intended for use by visitors to and patients of MGH and by patrons of the abutting Charles Street Jail Commercial Re-Use Project to be developed to the west of the Phase 1 Site.

This Second Amendment PDA Plan seeks approval of the number, location, dimensions and design of the proposed parking spaces as described herein and as depicted on the Schematic Plans, which plans may be amended through the BRA design review process. This Second Amendment PDA Plan further seeks approval, notwithstanding the provisions of the Code applicable to the Restricted Parking Overlay District, for the use of the New Garage for parking accessory to any use described in or approved by the Existing PDA Plan, as modified by this Second Amendment PDA Plan, including without limitation: (a) proposed parking accessory to Project uses; (b) proposed parking accessory to any existing MGH use within PDA No. 15; and (c) proposed parking for use by patrons of the adjacent Charles Street Jail Commercial Re-Use Project, whether or not such use is an accessory use under the Code.

In connection with the Project, no new parking spaces are proposed within the Original PDA 15 Area except for an increase of accessory parking spaces for use by ambulances. Sixteen (16) parking spaces for use by ambulances will be located on the Project Site which represents an increase of approximately 6 such spaces above the number (10) of such spaces allowed under the Existing PDA Plan. This Second Amendment PDA Plan seeks approval of such increase.

Loading: The Phase 1 Site is located entirely within the Cambridge Street North District. Under Section 47A-14, off-street loading facilities located within the Phase 1 Site must be located so as to be accessed from Fruit Street or North Grove Street. Section 47A-14 further provides that the provision and design of off-street loading facilities for the use of any structure or land that is subject to Large Project Review, and any appropriate mitigation measures, shall be determined through Large Project Review.

The Existing PDA Plan described nineteen off-street loading bays located within PDA No. 15. There are currently seven (7) loading bays within the Original PDA 15 Area. Phase 1 of the NAB Project, as shown on the Schematic Plans, will involve the construction of one new loading bay designed to accommodate two smaller trucks, such as single-unit trucks, unloading at the same time. The loading area for Phase 2 will be located approximately in the area where the Vincent-Burnham Building sits today. This loading area is envisioned to have approximately three (3) loading bays. Therefore, upon completion of the Project, there will be approximately eleven (11) loading bays within PDA No. 15. Therefore this Second Amendment PDA Plan seeks approval of the number, design and location of the loading facilities as described above and as shown on the Schematic Plans.

Public Benefits: The Project will provide the following public benefits:

- * It will help MGH fulfill its mission to enhance patient care, teaching and research.
- * It will result in linkage payments to the city of Boston in the amount of \$6.58 per SF for every zoning SF above 100,000 square feet devoted to development impact uses, which include hospital and ancillary retail uses proposed for the Project.
- * The Project will enable MGH to improve its outpatient services and its care of both its primary and specialty treatment patients, while freeing up space in existing buildings for additional research and education.
- * By freeing up additional space in existing buildings for research uses, the Project will enable MGH to continue to attract significant levels of research funding from governmental and private sources, as well as the highest quality researchers. The results of the research conducted at MGH will continue to translate directly into improved clinical care at the hospital and worldwide.
- * In connection with the Project, MGH anticipates executing a Payment In Lieu of Taxes (PILOT) Agreement with respect to the Project.
- * Based on construction employment calculations presented for similar development projects in the region, it is estimated that the construction of the Project will provide approximately 490 construction-related employment opportunities. A Boston Residents Construction Plan will be submitted in accordance with the Boston Jobs Policy. This plan will provide that the Proponent shall

make reasonable good-faith efforts to have at least 50% of the total employee work hours be for Boston residents, at least 25% of total employee work hours be for minorities and at least 10% of the total employee work hours be for women.

* The Project, based on figures calculated for recent hospital and hospital-related expansions in the region, is anticipated to result in approximately 740 permanent jobs, only a portion of which will be new to the MGH campus.

* MGH is pursuing an initiative to improve the health and social well-being of low-income, vulnerable, elderly and disabled living in the immediate surrounding neighborhood of MGH. The program, as proposed, would ensure a managed approach to neighborhood elder health care needs by coordinating hospital-based care, nursing clinics and community services.

* MGH will continue to make garage space on its campus available to Beacon Hill and West End residents for overnight parking at reduced rates and will expand the number of available spaces as appropriate.

* MGH currently sponsors two (2) ZipCars that operate out of the Fruit Street Garage. ZipCar is a relatively new member-based company that offers affordable 24-hour access to private cars for short-term, round-trip use as an added incentive for public transportation use by neighborhood residents as well as employees. With the construction of the NAB, MGH expects that the level of utilization of ZipCars will increase and MGH will continue to work with ZipCar to monitor and evaluate the demand for this service. MGH intends to provide additional parking spaces for these vehicles in the NAB or Fruit Street garages at no charge as the fleet grows.

Public Benefits Criteria: Section 47A-9 of the Code provides that the BRA may approve a PDA Development Plan as meeting the requirement of Section 80C-4 (“Standards for Planned Development Area Review Approval”) for compliance with the applicable planning and development criteria of Article 47A if the Development Plan proposes a plan for public benefits that includes the diversification and expansion of Boston’s economy in areas of economic activity that promote the development of state-of-the-art medical facilities. Section 47A-9(2) provides that a PDA Development Plan satisfies the foregoing criterion if at least twenty percent (20%) of the gross floor area of the proposed project is dedicated to or supportive of uses such as hospital uses, clinics, and medical offices and related diagnostic and treatment facilities. Because much more than twenty percent (20%) of the gross floor area of the Project’s proposed New Ambulatory Care Building will be devoted to hospital, clinic, medical office and related diagnostic and treatment uses, this Second Amendment PDA Plan satisfies the public benefits requirement of Section 47A-9 of the Code.

Access to Public Transportation: The Project site is currently served by the MBTA Red Line at the Charles Street/MGH Red Line Station. The Site also is served by local bus routes.

Proposed Location and Appearance of Open Space and Landscaping: As shown on the Site Plan and as discussed above, the Project includes generous landscaped areas to enhance the pedestrian circulation from both Cambridge Street and the Charles/MGH MBTA Station. The approach from Cambridge Street to the NAB will be through two landscaped, pedestrian spaces. One is between the NAB’s west face and the south wing of the Charles Street Jail; it is the path for passengers from the new MBTA Station at Charles Circle to the NAB lobby. The other one is through a newly created landscaped open space between the Fruit Street garage and Cambridge Street, MGH’s long-term new “front door” on Cambridge Street. It will be designed to hold the

“street wall” with plantings, as well as to define, on Cambridge Street, MGH’s future major “gateway” pedestrian and vehicular entrance to its campus as a whole which will be developed subsequent to the completion of this Project.

Applicability: In accordance with Section 80C-9 of the Code, consistency of the Project with the Existing PDA Plan as modified by this Second Amendment PDA Plan constitutes compliance with the dimensional, use and other requirements of the Code to the extent such requirements have been addressed in the Existing PDA Plan as modified by this Second Amendment PDA Plan. To the extent that any aspect of existing uses and structures on the Project site, as described in this Second Amendment PDA Plan or proposed uses and structures complying with Exhibit G and Exhibit H, as applicable, are in conflict with any requirement of the Code not specifically addressed in this Second Amendment PDA Plan, such requirements shall be deemed inapplicable to the Project and shall be deemed to be waived upon approval of this Second Amendment PDA Plan.

Miscellaneous: Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meaning set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.