

MEMORANDUM

BOARD APPROVED

Doc # 29
7719
NOVEMBER 16, 2017

TO: **BOSTON REDEVELOPMENT AUTHORITY**
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY (BPDA)*
AND BRIAN P. GOLDEN, DIRECTOR

FROM: JONATHAN GREELEY, DIRECTOR OF DEVELOPMENT REVIEW
MICHAEL CHRISTOPHER, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW AND GOVERNMENT AFFAIRS
MICHAEL ROONEY, PROJECT MANAGER
COREY ZEHNGEBOT, SENIOR ARCHITECT
LAUREN SHURTLEFF & COURTNEY SHARPE, PLANNER

SUBJECT: PUBLIC HEARING TO CONSIDER THE AMENDED AND RESTATED
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 2, BACK
BAY/SOUTH END GATEWAY PROJECT, LOCATED IN THE BACK
BAY/SOUTH END NEIGHBORHOODS OF BOSTON AND TO CONSIDER
THE BACK BAY/SOUTH END GATEWAY PROJECT A DEVELOPMENT
IMPACT PROJECT

SUMMARY: This Memorandum requests, in connection with the public hearing on the proposed Back Bay/South End Gateway Project, located in the Back Bay/South End neighborhoods of Boston (the "Proposed Project"), that the Proposed Project be considered as a Development Impact Project and that the Boston Redevelopment Authority (the "BRA") d/b/a Boston Planning & Development Agency ("BPDA") (1) approve the Amended and Restated Development Plan for Planned Development Area No. 2, Back Bay/South End Gateway Project and 200 Clarendon Street (the "Amended and Restated Development Plan") pursuant to Section 80C of the Boston Zoning Code (the "Code"); (2) authorize the Director of the BRA to petition the Boston Zoning Commission for approval of the Amended and Restated Development Plan, pursuant to Sections 3-1A.a and 80C of the Code; (3) authorize the Director of the BRA to issue a Preliminary Adequacy Determination waiving the requirement of further review pursuant to Section 80B-5.4(c)(iv) of the

* Effective October 20, 2016, the BRA commenced doing business as BPDA.

Code for the Proposed Project; (4) authorize the Director of the BRA to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Proposed Project pursuant to Section 80B-6 of the Code, upon successful completion of the Article 80 Large Project Review process; (5) authorize the Director of the BRA to issue one or more Certifications of Consistency or Partial Certifications of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code, upon successful completion of the Article 80C Planned Development Area Review process; and (6) take any and all actions and execute any and all documents deemed necessary and appropriate by the Director of the BRA in connection with the foregoing, including, without limitation, executing and delivering one or more Cooperation Agreement(s), Boston Residents Construction Employment Plan Agreement(s), Off-Site Affordable Housing Agreement(s) or Off-Site Affordable Rental Housing Agreement and Restriction(s), and a Development Impact Project Agreement, along with any and all other agreements and documents that the Director deems appropriate and necessary in connection with the Proposed Project and the Amended and Restated Development Plan

PROJECT SITE

The Project Site, consisting of approximately 5.2 acres, is roughly bounded by Dartmouth Street to the west, Stuart Street and Trinity Place to the north, Trinity Place and Clarendon Street to the east, and the southerly boundary line of the Back Bay Station Parcel to the south. Approximately three quarters of the Project Site is on air rights development above the Massachusetts Turnpike ("Turnpike") and railroad tracks owned by the Massachusetts Bay Transportation Authority ("MBTA"), and the remaining approximately one quarter of the Project Site is on land owned or controlled by the Proponent.

The Project Site is above and adjacent to but does not include the existing Back Bay Station or the Turnpike, except to the extent required to locate infrastructure necessary to support the project. The Project Site is currently improved with a parking garage (the "Existing Garage"), a MBTA ventilation tower and the MBTA bus drop off area that serves the existing Back Bay Station.

DEVELOPMENT TEAM

The development team includes:

Proponent	<u>BP Hancock LLC</u> <u>c/o Boston Properties Limited Partnership</u> Michael Cantalupa, Melissa Schrock
Legal Counsel	<u>Nutter McClennen & Fish</u> Mary Marshall, James Ward
Permitting & Transportation	<u>VHB</u> Elizabeth Grob, Kyle Greaves
Civil	<u>WSP Parsons Brinckerhoff</u> Andy Boyd
Survey	<u>Feldman Land Surveyors</u> Paul Foley
Sustainable Design	<u>ARUP</u> Brian Swett
Landscape Architecture	<u>The Office of James Burnett</u> Simon Beer
Geotechnical Engineer & Environmental Engineer	<u>Haley & Aldrich</u> Rebecca Higgins
Residential Market Consultant	<u>The Collaborative Companies</u> Sue Hawkes
Community Engagement	<u>The Strategy Group</u> Susan Tracy, David Newman
Public Relations	<u>Denterlein</u> Geri Denterlein, Diana Pisciotta

Code Compliance

JENSEN HUGHES
Eric H. Cote, PE

Garage West / Garage East / Station East Development Team**Architect**

Pelli Clarke Pelli Architects
Rafael Pelli

Structural Engineer

Magnusson Klemencic Associates
Ron Klemencic, Peter Somers

WSP | Parsons Brinckerhoff
Mohammad Haidar

MEP Engineer

Bard, Rao + Athanas
Allan Ames, Kenneth Moore

Station West Development Team**Architect**

Arrowstreet, Inc.
Jim Batchelor, Claes Andreasen

Structural Engineer

McNamara Salvia
Adam McCarthy

MEP Engineer

AHA Consulting Engineers
Dan Campia

DESCRIPTION AND PROGRAM

The Proponent occupies and utilizes a majority of the Project Site pursuant to the MassDOT Lease, which authorizes future air rights development and subdivides the Project Site into four Air Rights Development Parcels. These Air Rights Development Parcels include adjacent terra firma controlled by the Proponent, creating the following four parcels: Garage West, Garage East, Station East and Station West. The Proposed Project has been planned and designed as four distinct and severable but interconnected components described as follows:

Garage West Parcel, located at the corner of Dartmouth and Stuart Streets, includes the demolition of the westernmost Garage entry drum and a portion of the Existing Garage and the construction of a new 26-story building of up to 668,470 square feet, containing a new entrance and pedestrian connection to the Station from Stuart Street, and which is currently proposed to contain up to approximately 582,500 square feet of commercial office space, up to approximately 23,700 square feet of ground floor retail or restaurant space fronting on Dartmouth and Stuart Streets, and the reconstruction of approximately 207,700 gross square feet of the Existing Garage to be architecturally screened from Dartmouth and Stuart Streets. The reconfigured Garage will contain parking spaces to serve all uses in the Proposed Project.

A westbound On-Ramp to the Turnpike, which is accessed from Clarendon Street by way of a MassDOT-controlled service road, is located under the Existing Garage. In the event that the On-Ramp is permanently closed by MassDOT, the Proponent proposes an alternate design for the Garage West Parcel that would also involve the demolition of the westernmost parking drum and a portion of the Existing Garage and the construction of a new 26-story building of up to 681,670 square feet containing a new entrance and pedestrian connection to Back Bay Station from Stuart Street. This alternate design for the Garage West Parcel is currently anticipated to contain approximately 591,800 square feet of commercial office space, approximately 26,400 square feet of ground floor retail or restaurant space fronting on Dartmouth and Stuart Streets, and the reconstruction of approximately 205,620 gross square feet of the Existing Garage to be architecturally screened from Dartmouth and Stuart Streets. To be responsive to possible permitting and feasibility constraints, either one of the two proposed options for the Garage West Parcel are authorized.

Garage East Parcel, located on Clarendon Street, involves the demolition of the easternmost Garage exit drum and the construction of a new 28-story residential building of up to 244,310 square feet, and which is currently proposed to contain up to approximately 240 units and up to approximately 222,100 square feet along the eastern end of the Garage, which will remain. Irrespective of the potential On-Ramp closure, it is anticipated that the existing vehicular access from Clarendon Street which passes under the Garage will remain, and therefore, only one scheme is presented for this parcel.

Station East Parcel, located on the existing bus drop-off along Clarendon Street, involves the relocation of the terminus of Bus 39 and the removal of the existing

MBTA ventilation tower, subject to MBTA approval, in order to construct a new 35-story residential building of up to 425,700 square feet, containing a new entrance and pedestrian connection to the Station from Clarendon Street, and which is currently proposed to contain up to approximately 360 units and up to approximately 381,900 square feet of residential space, and up to approximately 5,100 square feet of ground and second floor retail space. In addition, with the construction of the Station East Parcel, the Proposed Project includes the creation of a new approximately 11,000 square foot public plaza off Clarendon Street and the addition of a new redundant elevator to the Orange Line adjacent to the existing elevator within the Station. The possible reactivation of the Commuter Rail head house located on the south side of Columbus Avenue in order to provide redundant elevators to Tracks 1/3 and Track 2, if determined to be feasible, is also contemplated as part of the development of the Station East Parcel.

Station West Parcel, located on Dartmouth Street above the existing Station Concourse, involves the vertical expansion of the Station, creating up to approximately 33,000 square feet of additional retail opportunities to serve both transit customers and the adjacent neighborhoods. In coordination with the separate Station Concourse Improvements project described below, the Proposed Project adds a single level of retail space on either side of the Station's central hall connected to the Station Concourse below. In addition, with the construction of the Station West Parcel, the Proposed Project includes the relocation and expansion of the existing pedestrian crosswalk and the upgrading of the open space in front of the Station on Dartmouth Street to create a welcoming and inviting public plaza at the terminus of the Southwest Corridor Park.

ARTICLE 80 REVIEW PROCESS

On March 29, 2016, the Proponent submitted a Project Notification Form ("PNF") to the BRA, initiating Large Project Review under Article 80B the Code. This filing was followed by a 30-day public comment period, which was extended by the Proponent, and ultimately closed on June 17, 2016. The BRA reviewed the PNF pursuant to the Code and issued a Scoping Determination on August 30, 2016 that required the filing of a DPIR.

On January 31, 2017, the Proponent submitted a joint DEIR and DPIR to the BPDA. The filing initiated a 75-day public comment period, which closed on April 17, 2017. The BPDA issued a Request for Supplemental Information on July 5, 2017.

In response to the BPDA's Request for Supplemental Information, the Proponent submitted a Supplemental Information Document ("SID") on August 18, 2017 as well as the draft Amended and Restated Development Plan, initiating a 45-day public comment period. In addition, the SID responded to the many public comments received on the DPIR.

All of the above noted project filings triggered a series of BPDA-sponsored meetings with both the general public and the CAC in which the Proposed Project and its related components were discussed and reviewed. Below is a list of the BPDA-sponsored public meetings that were held to date on the Proposed Project:

PNF Filing: March 29, 2016

CAC Meeting: April 28, 2016
CAC Meeting: May 12, 2016
CAC Meeting: May 26, 2016
CAC Meeting: June 15, 2016
CAC Meeting: June 29, 2016
CAC Meeting: July 13, 2016
CAC Meeting: October 6, 2016
Public Meeting: May 11, 2016
Public Meeting: May 18, 2016
Public Meeting: September 26, 2016

DPIR Filing: January 31, 2017

CAC Meeting: February 23, 2017
CAC Meeting: March 13, 2017
CAC Meeting: March 29, 2017
CAC Meeting: April 06, 2017
CAC Meeting: April 13, 2017
Public Meeting: March 01, 2017
Public Meeting: April 04, 2017
Public Meeting: May 03, 2017

SID Filing: August 18, 2017

CAC Meeting: September 18, 2017
CAC Meeting: October 05, 2017
CAC Meeting: November 2, 2017
Public Meeting: September 13, 2017

ZONING

The BRA approved the Development Controls for Planned Development District #1 in the Back Bay on July 11, 1968 (the “Initial PDA Plan”), establishing the zoning controls for Planned Development Area No. 1 (“PDA No. 1”) and Planned Development Area No. 2 (“PDA No. 2”) in the City of Boston. On July 23, 1968, the Zoning Commission for the City of Boston (the “Zoning Commission”) approved the Initial PDA Plan and Code Map Amendment No. 49 (the “Original Map Amendment”) establishing PDA No. 1 and PDA No. 2. The Initial PDA Plan was subsequently amended by the Amendment to Development Plan for Planned Development Areas No. 1 and No. 2 approved by the BRA on August 5, 1982 (the “Initial PDA Plan Amendment”). The Initial PDA Plan, as amended by the Initial PDA Plan Amendment, is hereinafter referred to as the “Original PDA Plan.” This Amended and Restated Development Plan does not amend PDA No. 1.

The area governed by the Original PDA Plan is located in the Back Bay neighborhood of Boston, and included PDA No. 1 (comprised of Parcel 1 and Parcel 2) and PDA No. 2 (comprised of Parcel 3, Parcel 4, Parcel 4A and portions of Trinity Place, Stuart Street, Clarendon Street and Dartmouth Street), all as shown on the plan entitled “Planned Development District No. 1 in the Back Bay” attached to the Original PDA Plan. The Amended and Restated Development Plan amends and restates only the provisions applicable to PDA No. 2 and adds provisions applicable to the air rights above and adjacent to Back Bay Station, which is being added to PDA No. 2. Specifically, the Amended and Restated Development Plan (a) modifies the boundaries of Parcel 4 and expands the geographic boundaries of Parcel 4A to include land adjacent to the boundaries of existing Parcel 4A on Stuart Street and the air rights above and adjacent to Back Bay Station, which is located on a parcel of land identified as Tax Parcel 0400575000 by the City of Boston Assessing Department (the “Back Bay Station Parcel”) and certain terra firma on the Back Bay Station Parcel, (b) amends and restates the provisions applicable to Parcel 3, also known as 200 Clarendon Street, which is currently improved with a 62-story building, and (c) sets forth the proposed location and appearance of structures, open spaces and landscaping, uses, densities and dimensions of structures, traffic circulation, parking and loading facilities, access to public transportation and other zoning applicable to the Project on the Project Site (which includes the modified boundaries of Parcel 4 and the expanded boundaries of Parcel 4A).

According to Zoning Map 1S, Parcel 3 is located within Area 1 of the Stuart Street Zoning District and the Project Site is located within Area 4 of the Stuart Street Zoning District. Pursuant to Section 3-1A of the Code, Planned Development Areas

are permitted within the Stuart Street District. This Amended and Restated Development Plan will comply with such zoning provisions concerning PDAs in the Code. Parcel 3 and the Project Site are located within the Groundwater Conservation Overlay established by Article 32 of the Code and the Restricted Parking Overlay District.

The Project has been designed to be respectful of the spirit of the newly-enacted Article 48 and the Stuart Street Planning Guidelines, including designing the buildings to be responsive to the height and FAR regulations, designing the buildings in accordance with the 2-hour shadow limitation on Copley Square, designing the buildings to minimize wind and shadow impacts on the surrounding neighborhood and civic and historic resources, creating a vibrant street level pedestrian experience, creating innovative new workplace opportunities for a variety of business types connected to multiple transportation modes, and designing multiple ground level pedestrian through-block connections to create permeability through the Project Site, and connectivity to the surrounding Back Bay, South End and Bay Village neighborhoods.

DEVELOPMENT IMPACT PROJECT EXACTIONS

Based on the plans for the Proposed Project, the Proponent will provide estimated linkage funds as follows for Housing and Jobs pursuant to the provisions of Article 80, Section 80B-7 of the Code:

If Proposed Project Includes Base Scheme on Garage West Parcel

Housing Linkage:

DIP Uses	642,800 square feet
Exclusions	<u>(100,000)</u>
	542,800
	<u>x \$8.34 / square foot</u>
	\$4,526,952

Jobs Linkage:

DIP Uses	642,800 square feet
Exclusions	<u>(100,000)</u>
	542,800
	<u>x \$1.67 / square foot</u>
	\$906,476

If Proposed Project Includes Alternate Scheme on Garage West Parcel

Housing Linkage:

DIP Uses	654,800 square feet
Exclusions	<u>(100,000)</u>
	554,800
	x <u>\$8.34</u> / square foot
	\$4,627,032

Jobs Linkage:

DIP Uses	654,800 square feet
Exclusions	<u>(100,000)</u>
	554,800
	x <u>\$1.67</u> / square foot
	\$926,516

DIP exactions and exclusions will be allocated among the four components of the Proposed Project.

MITIGATION & PUBLIC BENEFITS

The Proposed Project will substantially revitalize the Project Site and serve to integrate and connect the surrounding Back Bay, South End, and Bay Village historic neighborhoods through the creation of a vibrant, sustainable, mixed-use and transit-oriented development. The Proposed Project will deliver numerous public benefits, including considerable urban design, accessibility and public realm improvements, a mix of new job and housing opportunities, and new tax revenues.

Additional public benefits for the surrounding neighborhoods and the City are summarized in the following subsections.

Urban Design and Public Realm

Improved Street and Pedestrian Environment

- The Proposed Project will create a high-quality continuous street frontage activated by vibrant and engaging ground floor uses, such as retail and restaurant spaces, and residential and commercial building lobbies. Through the use of glass facades wherever possible, the

Proposed Project will provide transparency and create an inviting and safe ground-level experience for pedestrians.

- The Proposed Project will provide a greatly improved street-level experience with the removal of the two existing concrete parking drums on the Garage West Parcel and Garage East Parcel, the removal of a section of deck along Stuart Street, and the rationalization of the existing service and parking area located under the Garage at the rear of abutting properties along Stuart Street.
- The Proposed Project will provide a significantly upgraded streetscape on all parcels, including new sidewalks, crosswalks, street lighting, landscaping and other public amenities along Dartmouth, Stuart and Clarendon Streets, consistent with BTDC's Complete Streets guidelines.
- With the development of the Garage West Parcel, the Proposed Project will create a new Station entrance on Stuart Street and a new indoor, weather-protected accessible through-block connection to the Station from Stuart Street, flanked by new retail improvements, thus increasing neighborhood connectivity and improving public safety within the district.
- With the development of the Garage East Parcel or Station East Parcel (whichever is first), the Proposed Project will reconfigure the crosswalks at Stanhope and Clarendon Streets, reduce and realign the Existing Garage drive width, and increase the pedestrian zone under the Existing Garage overhang.
- With the development of the Station East Parcel, the Proposed Project will create a new Station entrance on Clarendon Street and a new indoor, weather-protected accessible through-block connection to the Station from Clarendon Street, flanked by new retail improvements, thus increasing neighborhood connectivity and improving public safety within the district.
- With the development of the Station East Parcel, a new approximately 11,000 gross square foot public plaza will be delivered off Clarendon Street, adding to the neighborhood's inventory of open space and creating connections to other area parks, including the Southwest Corridor Park and Frieda Garcia Park.

- With the development of the Station East Parcel, the sidewalk immediately adjacent to the existing Orange Line head house on Clarendon Street will be improved.
- With the development of the Station West Parcel, the existing open space on Dartmouth Street will be improved to offer an attractive public plaza connected to an expanded and relocated crosswalk, dramatically improving the connection with the Southwest Corridor Park and creating a welcoming civic entrance to the Station.

Improved Accessibility

- The Proposed Project will enhance accessibility throughout the Project Site by re-grading sidewalk slopes where possible, providing generous sidewalk widths that meet or exceed BTD's Complete Street Guidelines, and delivering the aforementioned fully-enclosed, accessible connections from Stuart and Clarendon Streets to the Station with the development of the Garage West Parcel and Station East Parcel, respectively.
- With the development of the Garage West Parcel, the Proposed Project will create a new accessible drop-off lane along Stuart Street, in proximity to the future new Station entrance.
- With the development of the Station East Parcel, the Proposed Project will create a new accessible drop-off lane serving both the Proposed Project and the Station, in proximity to the future new Station entrance.
- With the development of the Station East Parcel, accessibility to the Station will be significantly improved through the addition of redundant elevators to the MBTA Orange Line and Commuter Rail tracks 1/3 and 2, where feasible.
- With the development of the Station East Parcel, should it be developed in advance of the Garage West Parcel, a new outdoor lift or elevator will be delivered near the corner of Stuart Street and Trinity Place along with cosmetic and code-required accessibility improvements to the existing Stuart Street connector.

- With the development of the Station West Parcel, the Proposed Project will enlarge the Dartmouth Street crosswalk, significantly improving pedestrian safety and enhancing the link between the Station and the Southwest Corridor Park.

Architecture

- The Proposed Project proposes high quality architecture that is responsive to the surrounding context, while creating signature buildings that add to Boston's inventory of progressive architecture.
- The Proposed Project reinforces the urban "high spine" planning strategy, while designing the buildings to minimize wind and shadow impacts on surrounding neighborhood public open space resources such as Copley Square, the Southwest Corridor Park, and Frieda Garcia Park.

Preservation of Historic Resources

- The Proponent will contribute \$3 million to assist with the ongoing historic preservation needs of the surrounding area. The historic resources eligible to receive funding include Trinity Church, New Old South Church, YWCA Boston, Youth's Companion Building, Boston Public Library McKim Building, Back Bay Historic District, South End Historic District, Park Square-Stuart Street Historic District, and other historic assets within a half-mile of the Back Bay South End Gateway Project. These funds will be administered by the BPDA in consultation with the historic preservation community. Payment of said funds shall be made as follows: \$1 million shall be paid at the time the first building permit is issued for each of the Garage West, Garage East or Station East project component(s) as the same are described in the Amended and Restated Development Plan, for a total contribution of \$3 million.

Social and Economic

Housing and Job Creation

- Provide a variety of new high-quality housing opportunities, in compliance with the applicable Inclusionary Development Policy of the City of Boston.

- Create approximately 2,500 construction jobs and approximately 3,200 permanent jobs across all four air rights development parcels.
- Contribute approximately \$4,625,000 in housing linkage and \$925,000 in jobs linkage payments in accordance with the terms and provisions of Section 80B-7 of the Code.

Enhanced Tax Revenues

- Generate approximately \$15.3 million annually in new real estate tax revenues for the City of Boston across all four air rights development parcels assuming that all four components of the Proposed Project reach stabilization by 2022.

Innovative Office Space

- Provide innovative new workplace opportunities for a variety of business types.

Enhanced Retail Opportunities

- Provide new and diverse retail opportunities for neighborhood residents, transit customers and the public at large.

Transit and Transportation

Transit Mitigation

- With the development of the Garage West Parcel, the Proposed Project will deliver:
 - A new Station entrance from Stuart Street linked to the Station via a through-block connector, providing transit customers an accessible and weather-protected path.
 - A dedicated bus pull-off area adjacent to the new Station entrance, making commuter connections safer and more convenient.
 - A new bike sharing station to be located off-site, in proximity to the Project Site at a location to be jointly agreed upon with BTS, adding to the multi-modal nature of the Station.

- With the development of the Station East Parcel, the Proposed Project will deliver:
 - A new Station entrance from Clarendon Street linked to the Station via a through-block connector, providing transit customers an accessible and weather-protected path.
 - A new public plaza serving as a forecourt to the new Station entrance, reinforcing the civic nature of the new Station entrance.
 - Improved sidewalk immediately adjacent to the existing Clarendon Street Orange Line exit head house.
 - A new bike sharing station located in proximity to the new Station entrance from Clarendon Street, adding to the multi-modal nature of the Station.
 - A new stair and fare gates to the Orange Line in proximity to the new Station entrance.
 - A new redundant elevator to the Orange Line adjacent to the existing Orange Line elevator, doubling the existing capacity and increasing reliability for transit customers. New redundant elevators will also be delivered to Tracks 1/3 and Track 2, if determined to be feasible.
- With the development of the Station West Parcel:
 - The existing Dartmouth Street crosswalk will be relocated and expanded to align with the future Station entrance, improving commuter safety and access to the Station.
 - The existing open space on Dartmouth Street will be enhanced to create an inviting public plaza that welcomes transit customers and reinforces the civic nature of the existing Station entrance enhancing the link between the Station and the Southwest Corridor Park.

Roadway Improvements

- The Proponent has evaluated potential roadway improvements that will increase the overall performance of the mitigated intersections and improve the flow of vehicles in the roadway network, including intersection signal timing modifications, and other possible mitigation options for further evaluation in coordination with BTM.

MBTA Revenue

- The Proposed Project-generated transit trips are estimated to contribute approximately \$4.6 to 5.8 million in additional annual revenue for the MBTA based on current fare levels.

Station Concourse Improvements

- Through a separate but related project, the Proponent has committed \$37,000,000 to make significant functional and aesthetic improvements to, and has assumed property management responsibilities of, the Station concourse in an effort to dramatically improve customer experience, comfort, and safety.

Pedestrians

- The Proposed Project will improve the pedestrian environment significantly through the enhancement of sidewalks in the vicinity of the Project Site, the creation of new open space, and the introduction of new pedestrian connections including the new station entrances on Stuart and Clarendon Streets and the Trinity Place Pedestrian Bridge Connection.

Bicycle Accommodations and Parking

- The Proposed Project will incorporate bicycle accommodations to encourage cycling and walking, as strong transportation modes.
- As described above, with the development of the Station East Parcel, the Proposed Project will locate a new bike sharing station on the Clarendon Street plaza near the new Station entrance.
- As described above, with the development of the Garage West Parcel, the Proposed Project will locate a new bike sharing station off-site, in proximity to the Project Site.

TDM Program

- The Proposed Project will implement a robust program of TDM strategies to take full advantage of its multiple mobility options and its synergy with the surrounding vibrant mixed-use neighborhoods.

No Net New Parking

- No net new parking is proposed as part of the Proposed Project.

Transportation Monitoring Program

- The Proponent will conduct an annual Transportation Monitoring Program.

Sustainability/Environmental

Area Revitalization

- The Proposed Project revitalizes an underutilized urban site, uses land efficiently by increasing density in immediate proximity to public transportation, and encourages the use of non-automotive modes of transportation.

LEED Certification

- In addition to compliance with Article 37, the Proposed Project will certify each building under the LEED Version 3 rating system which provides verification of green building design.

Resource Conservation

- By utilizing sustainable design strategies, the Proposed Project will exceed code requirements for reducing energy and water consumption as well as minimize impacts to regional infrastructure and water resources.

Greenhouse Gas Emissions

- The Proposed Project will achieve a minimum 10 percent reduction in stationary source CO2 emissions by reducing overall energy consumption by a minimum of 10 percent through the implementation of energy optimizing building design and systems.

Air Quality

- The Proposed Project will conform to the National Ambient Air Quality Standards, as well as with local, state, and federal air quality requirements on a mesoscale level, and will not have an adverse impact on local air quality.

Verification and Benchmarking

- Monitoring and verification of ongoing energy and water performance will also be possible through the enrollment of each building in ENERGY STAR Portfolio manager.

Renewable Energy

- The viability of implementing clean and renewable energy sources will continue to be evaluated as the Proposed Project design develops.

Improved Wellness

- Through a variety of design strategies, the Proposed Project will promote health and wellness, assist in improving indoor air quality, and reduce the urban heat island effect. The Proposed Project will provide improved pedestrian facilities and bicycle accommodations to support healthy alternate modes of transport.

Climate Resilience

- The Proposed Project will integrate strategies that reduce vulnerability to future climate change impacts related to flooding, severe precipitation and extreme heat.

Stormwater Management

- The Proposed Project will comply with the MassDEP Stormwater Management Standards, in accordance with the Massachusetts Wetlands Protection Act Regulations (310 CMR 10.00) and Water Quality Certification Regulations (314 CMR 9.00).
- The Proposed Project will implement a treatment train of Best Management Practices to improve water quality, reduce runoff volumes, and reduce peak discharge rates of runoff in comparison to

pre-development conditions for the Garage West Parcel, Garage East Parcel and Station East Parcel.

- Provision for groundwater recharge by installing a recharge system designed to infiltrate clean stormwater runoff, in accordance with the standards articulated in the GCOD requirements, for the Garage West Parcel and Garage East Parcel.
- Provision of phosphorous removal for stormwater runoff from the Project Site, in accordance with Boston Water and Sewer Commission ("BWSC") design guidelines for the Garage West Parcel and Garage East Parcel.
- Potential provision for on-site retention and water reuse applications in lieu of on-site provisions for groundwater recharge for the Station East \ Parcel.
- Potential opportunities for reasonable off-site mitigation options in lieu of on-site provisions for groundwater recharge for the Station West Parcel.
- The Proposed Project will comply with the requirements of the BWSC's 4:1 inflow and infiltration mitigation program.

INCLUSIONARY DEVELOPMENT POLICY

The Proposed Project is subject to the Inclusionary Development Policy, dated September 27, 2007 ("IDP"). The IDP requires that the number of income restricted units ("On-Site IDP Units") equals at least fifteen (15) percent of the market rate units within the proposed development, or, if the developer is proposing to create the units in a separate location ("Off-Site IDP Units"), the developer would be required to create the number of units that would meet or exceed fifteen (15) percent of the total units in the Proposed Project. In addition, the Proponent has agreed to adhere to the increased affordability principles of the Stuart Street Zoning guidelines of seventeen and a half (17.5) percent, as more particularly set forth below.

The Proponent has requested that the IDP requirement be met through a combination of Off-Site IDP Units and a contribution to the IDP Fund. Given that the total number of the units in the Proposed Project is approximately 600 units, the

required number of units to be created through Off-Site IDP Units and/or a contribution will be approximately 105 units. After a review of the Proposed Project's financials and feasibility, BPDA staff recommend that the Proponent be allowed to meet their IDP obligation through the creation of approximately ninety (90) Off-Site Units (fifteen percent of the total units), and a payment to the IDP Fund for approximately fifteen (15) units (two and a half percent of the total units), for a total of seventeen and a half (17.5) percent.

The final number of Off-Site IDP Units and the IDP Fund contribution will be determined based on final Project unit count. Recognizing that the Proposed Project will be phased in construction, the Off-Site IDP Unit count and the IDP Fund contribution commitments will be tied to the total unit count for each phase, though the Proponent can choose to provide a larger than expected proportion of Off-Site IDP Units or contribution in the first residential phase. Should the calculation result in a remainder of 0.5 or above, an additional Off-Site IDP Unit shall be required. Should the remainder be below 0.5, a contribution to the IDP Fund shall be required in an amount equal to the remainder times \$200,000.

Off-Site IDP Units

BPDA staff will review any proposed location of the Off-Site IDP Units, which may be located in the Back Bay, Bay Village, Chinatown, the East Fenway, the Mid-Town Cultural District, or the South End, all of which are all or wholly within a 0.75 mile radius of the Proposed Project. The final allocation of any Off-Site IDP Units will be approved by the BPDA Director. The Off-Site IDP Units may be created through the construction of new units, or through the purchase and income restriction of existing units. The Developer must obtain the initial full building permit for the Off-Site IDP Units prior to receipt of either a temporary or permanent Certificate of Occupancy on the relevant phase of the Proposed Project. If the initial full building permit is not obtained for the Off-Site IDP Units before the receipt of the Certificate of Occupancy, On-Site units shall be required in an amount sufficient to satisfy the IDP requirements. All Off-Site IDP Units shall be completed within one year after issuance of the Certificate of Occupancy for the corresponding residential development of the Garage East Parcel or Station East Parcel. Upon request, the BPDA may grant a written one-year extension to allow for the completion of Off-Site IDP Units.

The Off-Site IDP Units may be either rental or homeownership units. Recognizing that the Off-Site IDP Units may be of a different size and/or mix than the residential units in the Project, the total square footage of the Off-Site IDP Units shall be comparable to what would have been expected if unit sizes and types within the

off-site development had been comparable to the Proposed Project. In determining the number of required Off-Site IDP Units, BPDA staff may factor in credit for units rented at lower incomes than what would have been required on-site at the Proposed Project. In no case will the Proponent be allowed to create fewer units than the total number of required Off-Site IDP Units. All Off-Site IDP Units must meet or exceed the City's Department of Neighborhood Development ("DND") construction guidelines for affordable housing. The Proponent may create the Off-Site IDP Units themselves, or they may work with a third-party developer to create the Off-Site IDP Units. The BPDA and the Proponent will have an Off-Site IDP Unit Agreement ("the Off-Site Agreement"), which will spell out the responsibilities of the Proponent. The Off-Site IDP Units themselves will be outlined in an Affordable Rental Housing Agreement and Restriction ("ARHAR"), or an Affordable Housing Agreement ("AHA"), and rents, sales prices, and income limits will be adjusted according to BPDA published maximum rents and income limits, as based on HUD AMIs, available at the time of the initial rental or sale of the Off-Site IDP Units.

The Off-Site Agreement must be executed along with, or prior to, the issuance of the Certification of Compliance for the Proposed Project. The ARHAR or AHA must be executed prior to the issuance of the full Building Permit of the Off-Site development. The Proponent must also submit an Affirmative Marketing Plan (the "Plan") to the Boston Fair Housing Commission and the BPDA. Preference will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Boston resident; and
- (2) Household size (a minimum of one (1) person per bedroom).
- (3) First Time Homebuyers (where applicable).

Where a unit is built out for a specific disability (e.g., mobility or sensory), a preference also will be available to households with a person whose need matches the build out of the unit. The City of Boston Disabilities Commission may assist the BPDA in determining eligibility for such a preference.

The Off-Site IDP Units will not be marketed prior to the submission and approval of the Plan. Homeownership units may not be rented prior to sale to an eligible buyer. A deed restriction or covenant will be placed on the IDP Units to maintain affordability for a total period of fifty (50) years (this includes thirty (30) years with a BPDA option to extend for an additional period of twenty (20) years). The household income of any subsequent renter or buyer of the IDP Units during this

fifty (50) year period must fall within the applicable income for each IDP Unit. The BPDA or its assigns or successors will monitor the ongoing affordability of the IDP Units. If the Off-Site IDP Units are created through the purchase and restriction of existing units, the Developer of the Off-Site IDP Units shall be required to submit a Tenant Relocation Plan prior to the issuance of a full Building Permit for the Off-Site IDP Units.

IDP Fund Contribution

For the Proposed Project, the contribution is based on two and a half (2.5) percent of the total units in each phase of the Proposed Project, multiplied by \$200,000. Given that the Proposed Project will be approximately 600 units, the IDP Contribution would be for approximately fifteen (15) units, for an approximate IDP Contribution of \$3,000,000. In consultation with DND, BPDA and DND have agreed to make these funds available for homeownership units, with a preference for use in the central Boston neighborhoods. In order to facilitate the use of funds for homeownership, the Proponent has agreed to make the contribution for each phase as lump sum payments , made to the City's Treasury Department (the "Treasury"), within 30 days after the issuance of the initial Building Permit for each phase by the City's Inspectional Services Department ("ISD").

RECOMMENDATION

Based on the foregoing, BPDA staff recommends that the Board find and determine that the Proposed Project is a Development Impact Project, and: (1) approve the Amended and Restated Development Plan pursuant to Section 80C of the Code; (2) authorize the Director to petition the Boston Zoning Commission for approval of the Amended and Restated Development Plan pursuant to Sections 3-1A.a and 80C-6 of the Code; (3) authorize the Director to issue a Preliminary Adequacy Determination waiving the requirement of further review pursuant to Article 80, Section 80B-5.4(c)(iv) of the Code for the Proposed Project; (4) authorize the Director to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Proposed Project pursuant to Section 80B-6 of the Code, upon successful completion of the Article 80 Large Project Review process; (5) authorize the Director to issue one or more Certifications of Consistency or Partial Certifications of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code, upon successful completion of the Article 80C Planned Development Area Review process; and (6) take any and all actions and execute any and all documents

deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, executing and delivering one or more Cooperation Agreement(s), Boston Residents Construction Employment Plan Agreement(s), Off-Site Affordable Housing Agreement(s) or Off-Site Affordable Rental Housing Agreement and Restriction(s), and a Development Impact Project Agreement, along with any and all other agreements and documents that the Director deems appropriate and necessary in connection with the Proposed Project and the Amended and Restated Development Plan.

Appropriate votes follow:

VOTED: That, in connection with the Amended and Restated Development Plan for Planned Development Area No. 2, Back Bay/South End Gateway Project and 200 Clarendon Street (the “Amended and Restated Development Plan”) and the Back Bay/South End Gateway Project (the “Proposed Project”), located in the Back Bay/South End neighborhoods of Boston, presented at a public hearing, duly held at the offices of the Boston Redevelopment Authority (the “BRA”) on November 16, 2017, and after consideration of evidence presented at, and in connection with, the hearing on the Amended and Restated Development Plan and the Proposed Project, the BRA finds, in accordance with Section 80C of the Boston Zoning Code (the “Code”), that: (a) such Amended and Restated Development Plan is not for a location or Proposed Project for which Planned Development Areas are forbidden by the underlying zoning; (b) the Proposed Project in such Amended and Restated Development Plan complies with the provisions of the underlying zoning that establish use, dimensional, design and other requirements for Proposed Projects in Planned Development Areas; (c) such Amended and Restated Development Plan complies with any provisions of underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) such Amended and Restated Development Plan conforms to the plan for the district, subdistrict or similar geographic area in which the Planned Development Area is located, and to the general plan for the City as a whole; and (e) on balance, nothing in such Amended and Restated Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and

FURTHER

VOTED: That the BRA hereby approves, pursuant to Section 3-1.A.a and Section 80C of the Code, the Amended and Restated Development Plan in substantial accord with the Amended and Restated Development Plan presented to the BRA at its public hearing Board on November 16, 2017; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to petition the Boston Zoning Commission for approval of the Amended and Restated Development Plan, pursuant to Section 3-1A.a and Section 80C of the Code, in substantial accord with the same as presented to the BRA at its public hearing on November 16, 2017; and

FURTHER

VOTED: That the BRA hereby finds and determines in accordance with 80B-4(3) of the Code that the Proposed Project, as described in the Draft Project Impact Report ("DPIR") and Supplemental Information Document ("SID"), conforms to the general plan for the City as a whole, and that nothing in the Proposed Project will be injurious or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Preliminary Adequacy Determination under Section 80B-5.4(c)(iv) of the Code, which: (i) finds that the DPIR adequately describes the potential impacts arising from the Proposed Project, and provides sufficient mitigation measures to minimize these impacts; and (ii) waives further review of the Proposed Project under subsections 4 and 5 of Section 80B-5 of the Code, subject to continuing design review by the BRA; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Proposed Project pursuant to Section 80B-6 of the Code upon successful completion of the Article 80 Large Project Review process; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue one or more Certifications of Consistency or Partial Certifications of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code, when appropriate; and

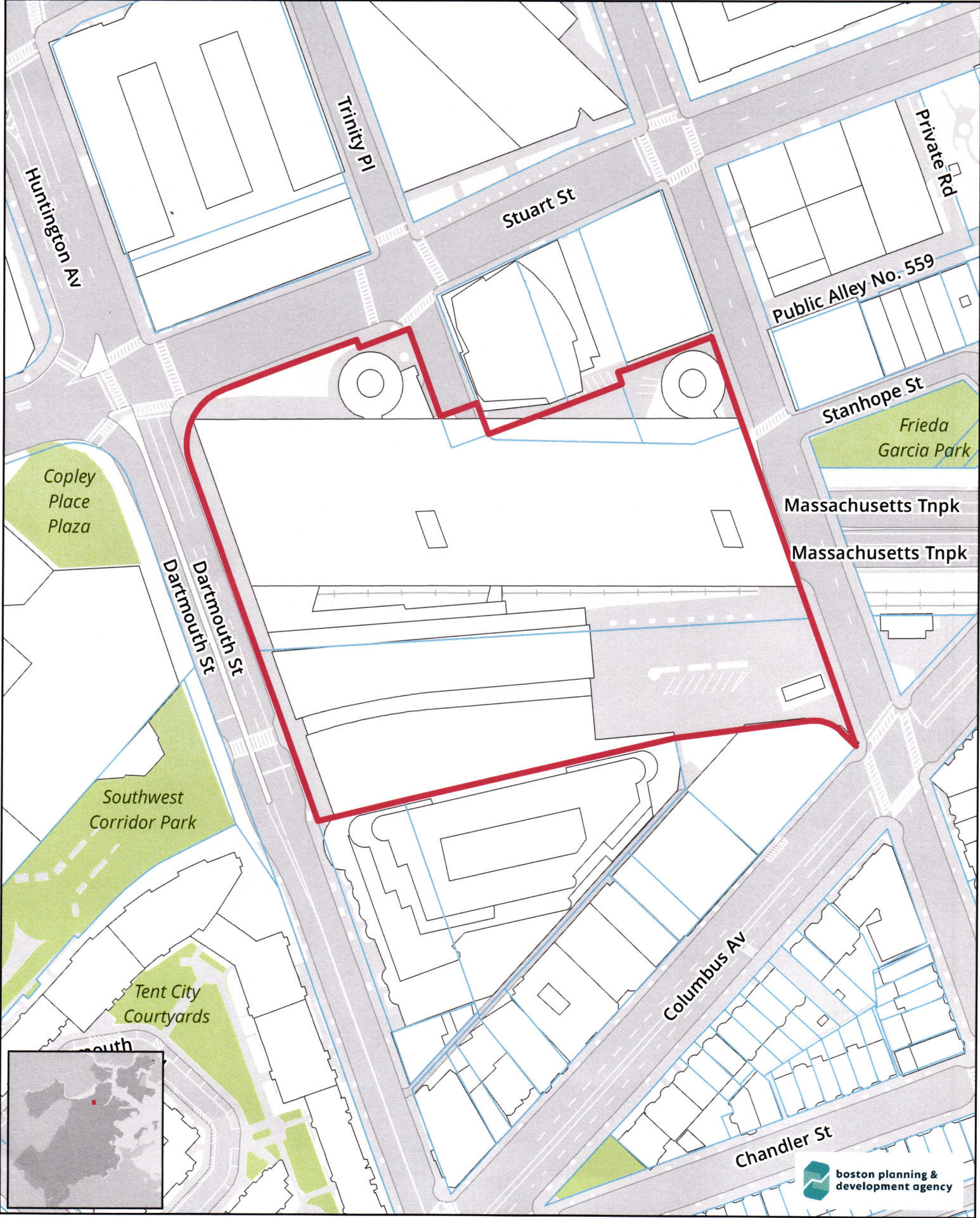
FURTHER

VOTED: That the Director be, and hereby is, authorized to take any and all actions and execute any and all documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, executing and delivering one or more Cooperation Agreement(s), Boston Residents Construction Employment Plan Agreement(s), Off-Site Affordable Housing Agreement(s) or Off-Site Affordable Rental Housing Agreement and Restriction(s), and a Development Impact Project Agreement, along with any and all other agreements and documents that the Director deems appropriate and necessary in connection with the Proposed Project and the Amended and Restated Development Plan, all upon terms and conditions determined to be in the best interests of the BRA.

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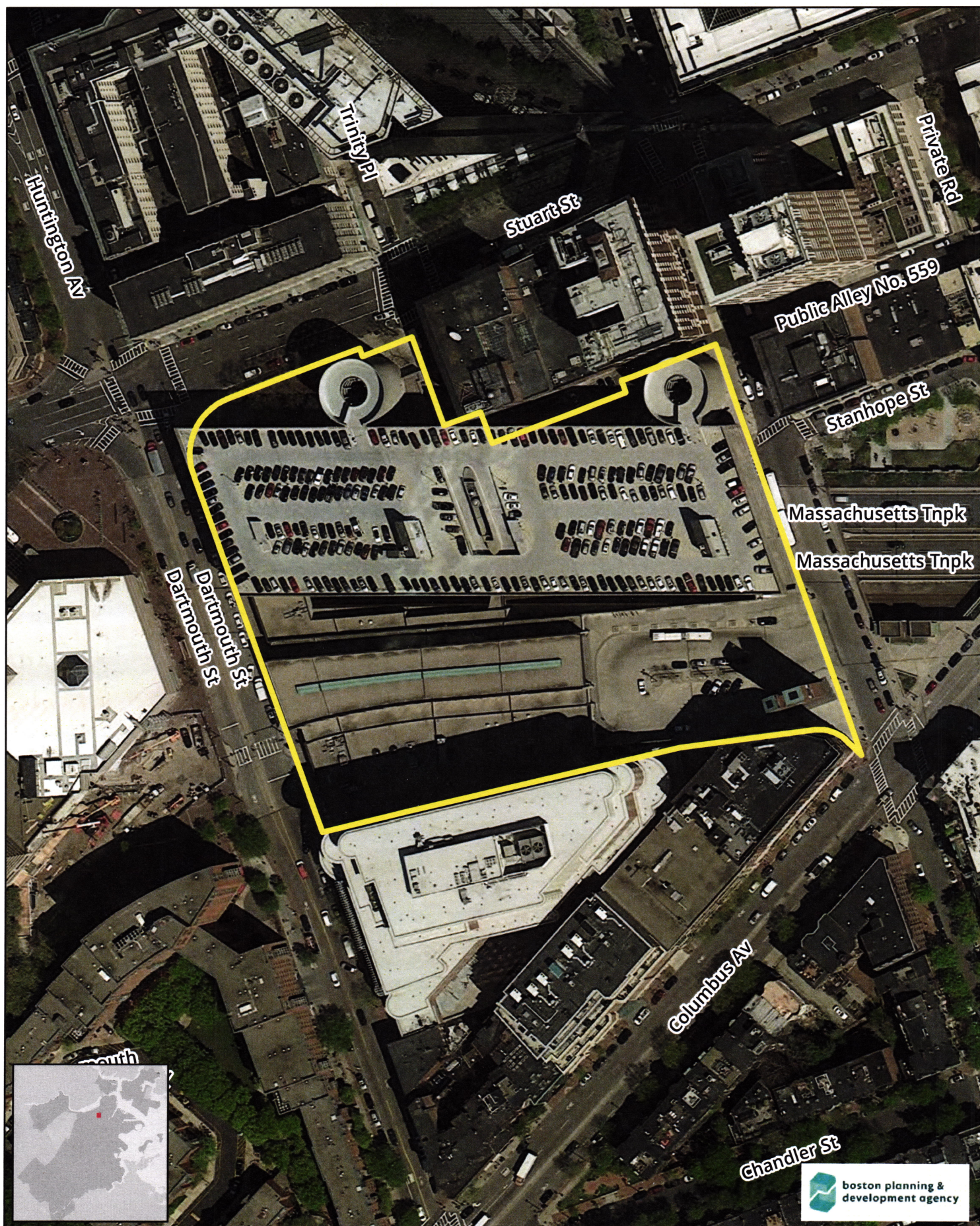
Back Bay/South End Gateway

1:1,500



Back Bay/South End Gateway

1:1,500



BOSTON REDEVELOPMENT AUTHORITY

CHARIMAN'S STATEMENT

November 16, 2017

This is a public hearing before the Boston Redevelopment Authority d/b/a the Boston Planning & Development Agency, being held in conformance with Article 80 of the Boston Zoning Code, to consider the Amended and Restated Development Plan for Planned Development Area No. 2, Back Bay/South End Gateway Project and 200 Clarendon Street. The proposed project consists of a new office building, two new residential buildings, and a one level expansion of Back Bay Station.

The hearing was duly advertised on November 2, 2017 in the Boston Herald.

In a Boston Planning & Development Agency hearing on a proposed petition by the Agency, staff members will first present their case and are subject to questioning by members of the Authority. Thereafter, others who wish to speak in favor of the proposed petition are afforded an opportunity to do so under the same rules of questioning. Following that, those who wish to speak in opposition may do so, again under the same rules of questioning. Finally, the proponents are allowed a period of five to ten minutes for rebuttal if they so desire.

In an effort to accommodate all who would like to speak about this proposal, each person will be given up to two minutes to comment. BPDA staff will indicate when thirty seconds remain. At that time, please conclude your remarks so that the hearing may continue and others may be heard.

Mr. Rooney will present.

BOSTON REDEVELOPMENT AUTHORITY
AMENDED AND RESTATED DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 2
THE BACK BAY/SOUTH END GATEWAY PROJECT
AND 200 CLARENDON STREET

Boston, Massachusetts

Dated: _____, 2017

Pursuant to Section 3-1A, Article 48, and Article 80C of the Zoning Code of the City of Boston (the “Code”), this plan constitutes the Amended and Restated Development Plan for Planned Development Area No. 2 (the “Amended and Restated PDA Plan”). This Amended and Restated PDA Plan (i) amends the boundaries of Planned Development Area No. 2 to add additional land, including the air rights above and adjacent to Back Bay Station, (ii) approves a mixed-use development project not to exceed 1.38 million square feet within the amended boundaries of Planned Development Area No. 2, and (iii) amends and restates the provisions applicable to the existing building at 200 Clarendon Street.

I. The Existing PDA Development Plan for PDA No. 1 and No. 2

The Boston Redevelopment Authority d/b/a Boston Planning & Development Agency (the “BRA”) approved the Development Controls for Planned Development District #1 in the Back Bay on July 11, 1968 (the “Initial PDA Plan”), establishing the zoning controls for Planned Development Area No. 1 (“PDA No. 1”) and Planned Development Area No. 2 (“PDA No. 2”) in the City of Boston. On July 23, 1968, the Zoning Commission for the City of Boston (the “Zoning Commission”) approved the Initial PDA Plan and Code Map Amendment No. 49 (the “Original Map Amendment”) establishing PDA No. 1 and PDA No. 2. The Initial PDA Plan was subsequently amended by the Amendment to Development Plan for Planned Development Areas No. 1 and No. 2¹ approved by the BRA on August 5, 1982 (the “Initial PDA Plan Amendment”). The Initial PDA Plan, as amended by the Initial PDA Plan Amendment, is

¹ As noted in the Initial PDA Plan Amendment, the “Development Controls for Planned Development District #1 in the Back Bay” and the “Development Plan for Planned Development Areas No. 1 and No. 2” are the same document, just renamed. Although the Development Plans and Planned Development Areas for PDA No. 1 and PDA No. 2 are set forth in the same document, they are separate. This Amended and Restated PDA Plan does not amend and leaves separate the Development Plan and Planned Development Area for PDA No. 1.

hereinafter referred to as the “Original PDA Plan.” The Original PDA Plan, as amended by this Amended and Restated PDA Plan, is hereinafter referred to as the “Development Plan.”²

The area governed by the Original PDA Plan is located in Back Bay neighborhood of Boston, and included PDA No. 1 (comprised of Parcel 1 and Parcel 2) and PDA No. 2 (comprised of Parcel 3, Parcel 4, Parcel 4A and portions of Trinity Place, Stuart Street, Clarendon Street and Dartmouth Street), all as shown on the plan entitled “Planned Development District No. 1 in the Back Bay” attached to the Original PDA Plan. This Amended and Restated PDA Plan amends and restates only the provisions applicable to PDA No. 2 and adds provisions applicable to the air rights above and adjacent to Back Bay Station, which is being added to PDA No. 2.

II. Overview of Amended and Restated PDA Plan

This Amended and Restated PDA Plan (a) modifies the boundaries of Parcel 4 and expands the geographic boundaries of Parcel 4A to include land adjacent to the boundaries of existing Parcel 4A on Stuart Street and the air rights above and adjacent to Back Bay Station, a multi-modal transit station serving the MBTA Commuter Rail, Orange Line and local buses, and AMTRAK (the “Existing Back Bay Station”) which is located on a parcel of land identified as Tax Parcel 0400575000 by the City of Boston Assessing Department (the “Back Bay Station Parcel”) and certain terra firma on the Back Bay Station Parcel, (b) amends and restates the provisions applicable to Parcel 3, also known as 200 Clarendon Street, which is currently improved with a 62-story building (the “Existing Parcel 3 Building”), and (c) sets forth the proposed location and appearance of structures, open spaces and landscaping, uses, densities and dimensions of structures, traffic circulation, parking and loading facilities, access to public transportation and other zoning applicable to a mixed-use development project not to exceed 1.38 million square feet of commercial office, retail and restaurant space, residential units, and the partial reconstruction, alterations and improvements to the existing 2,013 space parking garage (the “Existing Garage”)(collectively the “Project”) on the Project Site (as hereinafter defined), all as more fully described below.

As part of the Project, the Proponent intends to construct three new buildings as well as a one-story addition above the Existing Back Bay Station building. This Amended and Restated PDA Plan sets forth information on the Project including the proposed location and appearance of structures, open spaces and landscaping, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, as well as the dimensional, use and other zoning applicable to the Project. Furthermore, in accordance with the applicable provisions of the Code, including Section 80C, the Amended and Restated PDA Plan herein addresses the applicable underlying zoning requirements.

Once this Amended and Restated PDA Plan is approved, the Development Plan will constitute permanent zoning for PDA No. 2 in accordance with Section 3-1A and Section 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for the

² The Proponent notes that PDA No. 1 was further amended and restated pursuant to an Amended and Restated Development Plan for Planned Development Area No. 1 dated November 10, 2015, approved by the BRA on November 10, 2015 and the Zoning Commission on December 9, 2015.

Project, the Existing Parcel 3 Building, or any portion or phase thereof, will be issued until the BRA has issued a Certification of Consistency under Section 80C-8 of the Code for the Project or the Existing Parcel 3 Building, or any phase thereof, as applicable. To the extent that the Director of the BRA certifies consistency with this Development Plan, the Project or any phase thereof, will be deemed to be in compliance with the requirements of the Code. By approval of this Amended and Restated PDA Plan, the BRA certifies that the Existing Parcel 3 Building is consistent with this Development Plan, as the Existing Parcel 3 Building exists as of the Zoning Commission's approval date of this Development Plan.

This Amended and Restated PDA Plan consists of 24 pages of text plus attachments designated Exhibits A through H.

III. Proponent

The Project will be developed by BP Hancock LLC and its successors and assigns (the "Proponent"), an affiliate of Boston Properties, Inc., a self-administered and self-managed real estate investment trust that is one of the largest owners, managers, and developers of first-class office properties in the United States. The Proponent owns Parcel 3 and the Parcel 3 Building and is the ground lessee or owner of the Project Site (as hereinafter defined) and Existing Garage as set forth in Section V below.

The business address, telephone number and designated contact for the Proponent is:

BP Hancock LLC
c/o Boston Properties Limited Partnership
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103
Attention: Michael Cantalupa, Melissa Schrock
(617) 236-3300

The Proponent will file with the BRA a Disclosure Statement in the form mandated by Section 80B-8 of the Code.

Members of the Development Team are identified on Exhibit D attached hereto.

IV. Planned Development Area No. 2

PDA No. 2 currently includes Parcel 3, Parcel 4 and Parcel 4A and portions of Trinity Place, Stuart Street, Clarendon Street and Dartmouth Street, all as shown on the plan entitled "Planned Development District No. 1 in the Back Bay" attached to the Original PDA Plan.

This Development Plan does not modify the boundaries of Parcel 3, which is shown on Exhibit A. The current boundaries of Parcel 4 within PDA No. 2 are hereby amended as shown on Exhibit A ("Modified Parcel 4"). Parcel 4A within PDA No. 2 is hereby expanded from the current boundaries to include all land and air rights shown on Exhibit A ("Expanded Parcel 4A"). Parcel 3 is more particularly described in Exhibit B-1. Modified Parcel 4 is more particularly described in Exhibit B-2. Expanded Parcel 4A is more particularly described in Exhibit B-3.

PDA No. 2 is also amended to include the Trinity Place Pedestrian Bridge Connection (as such term is defined in Section VI.A of this Development Plan). PDA No. 2, as modified and expanded herein by virtue of this Amended and Restated PDA Plan and Map Amendment No. _____ approved by the Zoning Commission in conjunction herewith, consists of approximately 296,546 square feet (71,645 sf within Parcel 3, 14,694 sf within Modified Parcel 4, and 210,207 within Expanded Parcel 4A), not including areas within public streets or areas within the Trinity Place Pedestrian Bridge Connection (as such term is defined in Section VI.A of this Development Plan). For avoidance of doubt, the plan attached hereto as Exhibit A showing Parcel 3, Modified Parcel 4 and Expanded Parcel 4A is hereby substituted for the portion of the plan previously depicting Parcel 3, Parcel 4 and Parcel 4A attached to the Original PDA Plan.

This Development Plan sets forth the applicable use and dimensional requirements for the Project Site and Parcel 3.

V. Project Site Description/Project Area

The Project will be developed on an approximately 5.2 acre site in the Back Bay area of Boston as shown on the site plan attached hereto as Exhibit B-4 and described in Exhibit B-5 (the “Project Site”). The Project Site is roughly bounded by Dartmouth Street to the west, Stuart Street and Trinity Place to the north, Trinity Place and Clarendon Street to the east, and the southerly boundary line of the Back Bay Station Parcel to the south. Approximately three-quarters of the Project Site is on air rights development above the Massachusetts Turnpike (the “Turnpike”) and railroad tracks owned by the Massachusetts Bay Transportation Authority (“MBTA”), and the remaining approximately one-quarter of the Project Site is on land owned or controlled by the Proponent.

The Project Site includes Modified Parcel 4 and Expanded Parcel 4A. The Project Site also includes adjacent streets including Trinity Place, as shown on Exhibit B-4 and the Trinity Place Pedestrian Bridge Connection (as hereinafter defined). The Project Site is above and adjacent to but does not include the Existing Back Bay Station or the Turnpike, except to the extent required to locate infrastructure necessary to support the Project. The Project Site is currently improved with the Existing Garage, a MBTA ventilation tower and the MBTA bus drop-off area that serves the Existing Back Bay Station. The Proponent occupies the majority of the Project Site and the Existing Garage pursuant to an existing Ground and Air Rights Lease with the Commonwealth of Massachusetts Department of Transportation (“MassDOT”) which authorizes four future ground and air rights components within the Project Site, as described below. The Proponent also owns a portion of the Project Site. The ownership of the Project Site is more particularly described in Exhibit C.

The Project contemplates the development of as many as four air rights development projects, containing a mix of uses, on four air rights development parcels. Each of these air rights development parcels may in the future be owned and developed by individual developers. After the major discretionary permits for the Project have been obtained, the development of each of these air rights development parcels may proceed as the Proponent, which term shall include each and every successor in interest to the original Proponent, in its sole discretion determines is appropriate due to market conditions and other factors. The approximate location of each of the four air rights development parcels are shown on the plan attached hereto as

Exhibit E-1 and legal descriptions of each redevelopment parcel are attached hereto as Exhibit E-2 (the “Garage West Redevelopment Parcel”), Exhibit E-3 (the “Garage East Redevelopment Parcel”), Exhibit E-4 (the “Station East Redevelopment Parcel”) and Exhibit E-5 (the “Station West Redevelopment Parcel”).

According to Zoning Map 1S, Parcel 3 is located within Area 1 of the Stuart Street Zoning District and the Project Site is located within Area 4 of the Stuart Street Zoning District. Parcel 3 and portions of the Project Site (i.e. existing Parcel 4 and existing Parcel 4A) are also currently within PDA No. 2 as set forth above. Pursuant to Section 3-1A of the Code, Planned Development Areas (“PDAs”) are permitted within the Stuart Street District. This Amended and Restated PDA Plan will comply with such zoning provisions concerning PDAs. Parcel 3 and the Project Site are located within the Groundwater Conservation Overlay (“GCOD”) established by Article 32 of the Code and Restricted Parking Overlay District (“RPOD”).

The Existing Garage and the MBTA ventilation tower are the only existing buildings within the Project Site. Portions of the Existing Garage and the entire MBTA ventilation tower, subject to MBTA approval, will be demolished as part of the Project. While the Existing Garage is located within the Massachusetts Historical Commission’s Inventory of Historic and Archaeological Assets of the Commonwealth (BOS.2366), the Existing Garage does not meet the 50-year age threshold commonly used in the evaluation of historic significance and the Existing Garage has not been recommended as eligible for listing on the National Register of Historic Places or Commonwealth of Massachusetts Register of Historic Places. The Project Site does not include any structure, site, or building listed or potentially eligible for listing on the National Register of Historic Places or Commonwealth of Massachusetts Register of Historic Places. Review of such demolition in accordance with the provisions of Article 85 of the Code may be required, but, as discussed below, preliminary consultation with the Boston Landmarks Commission suggests that such review will not be necessary. The Project Site is located in close proximity to various historic structures and historic districts in the Back Bay, South End and Bay Village neighborhoods. The Proponent has initiated, and will continue, discussions with the Massachusetts Historical Commission, MassDOT, and the Boston Landmarks Commission to avoid, minimize, or mitigate any impacts to historic resources in these areas.

VI. General Description of Proposed Development

The various components of the Project are shown on the plans, elevations and drawings attached hereto as Exhibit F (collectively, the “Project Plans”), and the four air rights redevelopment projects on four air rights development parcels are more particularly described as follows (each a “Project Component” and collectively, the “Project Components”):

A. The Garage West Redevelopment on the Garage West Redevelopment Parcel involves the demolition of the westernmost parking drum and a portion of the Existing Garage and the construction of a new 26-story building of up to 668,470 square feet³ containing a new entrance and pedestrian connection to Back Bay Station from

³ Unless labeled otherwise, all areas provided herein are described in gross floor area as such term is used in the definition of “Floor Area Ratio” in the Code; therefore, such areas specifically exclude floor area devoted to garage use, whether or not in the basement of a building or serving residential uses, mechanical equipment, storage, service and loading areas, and areas serving as access to, egress from or use by public transit services, whether directly or

Stuart Street. As shown on the Project Plans, the Garage West Redevelopment is currently anticipated to contain approximately 582,500 square feet of commercial office space, approximately 23,700 square feet of ground floor retail or restaurant space fronting on Dartmouth and Stuart Streets, and the reconstruction of approximately 207,770 gross square feet of the Existing Garage to be architecturally screened from Dartmouth and Stuart Streets.

A westbound On-Ramp to the Turnpike, which is accessed from Clarendon Street by way of a MassDOT-controlled service road, is located under the Existing Garage. In the event that the On-Ramp is permanently closed by MassDOT, the Proponent proposes an alternate design for the Garage West Redevelopment that would also involve the demolition of the westernmost parking drum and a portion of the Existing Garage and the construction of a new 26-story building of up to 681,670 square feet containing a new entrance and pedestrian connection to Back Bay Station from Stuart Street. This alternate design for the Garage West Redevelopment is currently anticipated to contain approximately 591,800 square feet of commercial office space, approximately 26,400 square feet of ground floor retail or restaurant space fronting on Dartmouth and Stuart Streets, and the reconstruction of approximately 205,620 gross square feet of the Existing Garage to be architecturally screened from Dartmouth and Stuart Streets. To be responsive to possible permitting and feasibility constraints, this plan authorizes either one of the two proposed options for the Garage West Redevelopment.

The Garage West Redevelopment may include a pedestrian bridge connection across Trinity Place between the through-block connector at the Garage West Redevelopment Parcel and the second floor of the proposed 40 Trinity Place as shown on Exhibit B-4 (the "Trinity Place Pedestrian Bridge Connection").

B. The Garage East Redevelopment on the Garage East Redevelopment Parcel involves the demolition of the easternmost parking exit drum of the Existing Garage and the construction of a new 28-story residential building of up to 244,310 square feet above a portion of the Existing Garage. As shown on the Project Plans, the Garage East Redevelopment is currently anticipated to contain up to approximately 240 residential units comprising approximately 222,100 square feet along the eastern end of the Existing Garage, which will remain.

C. The Station East Redevelopment on the Station East Redevelopment Parcel is located on the existing MBTA bus drop-off area and involves the relocation of the drop-off function, as well as the removal of the existing MBTA ventilation tower, subject to MBTA approval, in order to construct a new 35-story residential building of up to 425,700 square feet. As shown on the Project Plans, the Station East Redevelopment is currently anticipated to contain a total of 387,000 square feet of development including approximately 360 units comprising approximately 381,900 square feet, containing a new

indirectly as part of the overall Project. Please note that given the fact that the majority of the Project Site is on and over air rights, it is not possible to reconstruct parking spaces beneath one or more of the buildings, and thus this Development Plan expressly excludes the square footage allocated to such parking for the purposes of calculating FAR.

entrance and pedestrian connection to Back Bay Station from Clarendon Street, and approximately 5,100 square feet of ground and second floor retail space. In addition, the Station East Redevelopment includes the creation of a new approximately 11,000 square foot public plaza off Clarendon Street and the addition of a new redundant elevator to the Orange Line adjacent to the existing elevator within the Existing Back Bay Station. The Proponent also contemplates the possible reactivation of the MBTA Commuter Rail head house located on the south side of Columbus Avenue in order to provide redundant elevators to MBTA Commuter Rail Tracks 1/3 and Track 2, if determined to be feasible. The Station East Redevelopment will extend under and into the Station West Redevelopment Parcel as shown on the Project Plans.

D. The Station West Redevelopment on the Station West Redevelopment Parcel entails the vertical expansion above the Existing Back Bay Station of up to 33,000 square feet of additional space. As shown on the Project Plans, the Station West Redevelopment is currently anticipated to contain approximately 30,000 square feet of additional retail opportunities serving both the adjacent neighborhoods and transit customers using the Project Site. The Station West Redevelopment will extend over and into the Station East Redevelopment Parcel as shown on the Project Plans.

In order to provide certain flexibility during the development review procedures, this Development Plan sets forth the maximum gross floor area of improvements and the maximum floor area ratio ("FAR"), which is greater than the gross floor areas and FAR shown on the Project Plans. Consistent with Section XXIII of this Development Plan, final gross floor area of improvements and uses and FAR of the Project and each Project Component shall be subject to approval by the BRA in accordance with its Development Review Procedures.

The final square footages devoted to each of the uses within the Project Components on the Project Site will vary depending on market conditions from time to time, but will include only uses permitted under the Development Plan and the dimensions and densities of the Project shall not exceed those that are permitted under the Development Plan. Without limiting the foregoing, adjustments of the boundaries of Project Components that do not expand the boundary of the Project Site, shall require notice to the BRA but shall not be subject to BRA approval.

It is contemplated that each Project Component may be separately owned, constructed and financed or that portions or all of each Project Component may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Project Components may be combined to create one single parcel or a condominium ownership structure may be created for all or part of the Project Site, all without further BRA action. This Amended and Restated PDA Plan approves any zoning nonconformity created or increased by the separation of ownership of individual Project Components, or by the subdivision, re-subdivision, combination, or submission to condominium ownership or other forms of ownership of the Project Components, provided that (a) the use requirements of this Amended and Restated PDA Plan are met by the resulting parcel or parcels, (b) the Project's Site-wide FAR does not exceed the maximum density permitted under this Amended and Restated PDA Plan for the Project Site as a whole, (c) the open space, parking and loading space requirements of this Amended and Restated PDA Plan are met with respect to the Project Site as a whole, and (d) the public benefit obligations required by this Amended and Restated PDA Plan and any other

agreements entered into by the Proponent as a condition to the BRA's Article 80 approval of the Project are not modified, nor their implementation changed, without the prior written consent of the Director of the BRA, and the scope of the public benefit obligations required by this Amended and Restated PDA Plan and any other agreement entered into by the Proponent as a condition of the BRA's Article 80 approval of the Project are not diminished. Compliance of each Project Component with the requirements of this Development Plan shall be determined on an individual Project Component rather than a Project Site-wide basis, except as otherwise expressly provided in this Development Plan, and each Project Component will be eligible to receive its own Certification of Consistency. The compliance or non-compliance of any one Project Component shall not affect the compliance of any other Project Component.

This Amended and Restated PDA Plan does not propose any modifications to the Existing Parcel 3 Building.

VII. Proposed Location and Appearance of Structures

The proposed location and appearance of structures on the Project Site are shown in more detail on the Project Plans attached hereto as Exhibit F. The Project has been designed to be respectful of the spirit of the newly-enacted Article 48 and the Stuart Street Planning Guidelines, including designing the buildings to be responsive to the height and FAR regulations, designing the buildings in accordance with the 2-hour shadow limitation on Copley Square, designing the buildings to minimize wind and shadow impacts on the surrounding neighborhood and civic and historic resources, creating a vibrant street level pedestrian experience, creating innovative new workplace opportunities for a variety of business types connected to multiple transportation modes, and designing multiple ground level pedestrian through-block connections to create permeability through the Project Site, and connectivity to the surrounding Back Bay, South End and Bay Village neighborhoods, all as more particularly shown on the Project Plans.

The design, layout, internal boundaries between Project Components and general appearance of the Project may evolve during ongoing design review with the BRA and the Boston Civic Design Commission ("BCDC") and the Project Plans may be further refined, revised and approved pursuant to review by the BRA and other applicable agencies and authorities, including MassDOT. The plans, schedules and descriptions of the improvements constructed on the existing Parcel 4 and/or Parcel 4A set forth in the Original PDA Plan shall be deemed modified as necessary in order to conform to the modifications approved in this Amended and Restated PDA Plan.

VIII. Location and Appearance of Open Space and Landscaping

The design for the Project's open spaces and landscaping is shown on the Project Plans at Exhibit F, as such Project Plans may be further refined, revised and approved pursuant to review by the BRA and other applicable agencies and authorities. The landscaping will consist of trees and plant materials suited for the New England climate. Plant materials will be carefully selected to provide interest year-round, through the seasons, with special consideration to accommodating plant life in the urban condition of the City. Specific improvements to the public realm include new sidewalks and streetscape amenities along the Project's street frontage on Dartmouth, Stuart and Clarendon Streets, a new public plaza fronting on Clarendon Street,

and new publicly accessible interior walkways connecting Dartmouth Street and Clarendon Street and Stuart Street and Back Bay Station, which will greatly enhance the pedestrian experience and pedestrian connectivity in the area of the Project Site. These improvements will be constructed in phases and completed with the applicable Project Component as shown on Exhibit G.

For Parcel 3 open space, all paving and landscaping shall remain as is, subject to further modification through approval by the BRA under its Development Review Guidelines.

IX. Proposed Uses

As indicated above, the Project will include office, multi-family residential uses, commercial, retail and restaurant uses, and service, loading and parking facilities (as accessory, ancillary, and principal uses), and related improvements on the Project Site. The uses will also include additional residential amenities such as fitness facilities, meeting rooms and roof terraces or roof decks as appropriate.

In addition to the uses listed above, all of the uses listed in Exhibit H shall be permitted at Parcel 3 and the Project Site.

X. Density of Structures

This Amended and Restated PDA Plan establishes a maximum FAR for the Project of 6.10,⁴ or if the Garage West Redevelopment alternative is pursued, a maximum FAR of 6.16. In addition to the maximum FAR for the Project, each Project Component shall also have a maximum FAR. The maximum FAR for the Garage West Redevelopment component is 9.71, or if the Garage West Redevelopment alternative is pursued, 9.90, the maximum FAR for the Garage East Redevelopment component is 4.61, the maximum FAR for the Station East Redevelopment component is 11.08, and the maximum FAR for the Station West Redevelopment component is 0.51.

For Parcel 3, the maximum FAR is 25.5.

XI. Height of Structures

As described in more detail in Exhibit F, the maximum height⁵ of the Garage West Redevelopment component is 365 feet, the maximum height of the Garage East Redevelopment

⁴ In calculating the Project's FAR or the FAR of a Project Component under the Code, the gross floor area specifically excludes floor area devoted to garage use, whether or not in the basement of a building or serving residential uses, mechanical equipment, storage, service and loading areas, and areas serving as access to, egress from or use by public transit services, whether directly or indirectly as part of the overall Project. Please note that given the fact that the majority of the Project Site is on and over air rights, it is not possible to reconstruct parking spaces beneath one or more of the buildings, and thus this Development Plan expressly excludes the square footage allocated to such parking for the purposes of calculating FAR. In defining "Lot Area" for the Project and each Project Component under the Code, "Lot Area" shall include any sidewalks, places or squares within the Project Site even if the Proponent or a successor in title grants an easement or other rights to the City of Boston in such sidewalks, places or squares.

⁵ Notwithstanding the definition of "Building Height" set forth in the Code, with respect to each development parcel, the following shall be the "grade" for each: (i) Garage West Development Parcel: 20'-6" BCB; (ii) Garage East

component is 305 feet, the maximum height of the Station East Redevelopment component is 400 feet, and the maximum height of the Station West Redevelopment component is 42 feet. In all instances, the Proponent shall be permitted to locate habitually unoccupied space devoted to mechanical equipment above the height permitted in this section.

The maximum height for Parcel 3 is 800 feet.

XII. Dimensions of Structures

The Project Plans attached as Exhibit F set forth various additional dimensional requirements (other than maximum FAR and building height) for the Project.

For Parcel 3, (a) the building coverage shall not exceed 50,000 square feet, (b) no setback is permitted along Trinity Place, (c) the major surface of the building shall not be set back more than 17 feet from the property line along St. James Avenue for a distance of at least 100 feet from Trinity Place, (d) setback of the major surface shall not exceed 32 feet from the Stuart Street property line along its entire length, and (e) building envelope requirements are not applicable.

XIII. Schedule

The Proponent expects to commence development of one or more of the Project Components in 2019.

XIV. Urban Design Objectives

The Project is planned to be a vibrant mixed-use development, combining high-quality sustainable architecture with a design that complements the urban fabric at multiple scales - city, district and pedestrian.

The Project's addition of the commercial building at the intersection of Dartmouth and Stuart Streets, as well as the two residential buildings along Clarendon Street, will reinforce Boston's "high spine" planning strategy, which was developed to preserve the character of the City's historic neighborhoods by concentrating growth between them and using new development to stitch disconnected neighborhoods together into a continuous urban fabric. Although being planned and designed holistically, the buildings will be visually distinct and will contribute to the varied skyline of Boston. The Project will also reinforce the improvements of surrounding recently completed and planned developments along the Stuart Street corridor.

At the same time, at the district scale, the Project is highly responsive to the vision and planning goals established in the recently-enacted Stuart Street Zoning District. The Project fills

Development Parcel: 19'-2" BCB; (iii) Station East Development Parcel: 31'-6" BCB; (iv) Station West Development Parcel: 29'-2" BCB; and the "Building Height" shall be the vertical distance from said "grade" to the top of the structure of the last occupied floor. Provided further that any elevator penthouse, stairway bulkhead or any other roof structure built for the purpose of accessing a roof deck or roof terrace as well as said roof decks and roof terraces and other roof top amenities themselves, shall be excluded from the calculation of Building Height under this Development Plan.

in existing urban voids with vibrant and active uses, defines street walls aligned with the surrounding context, improves transit access, creates public open space, and strongly improves the District's architectural quality and physical character. Urban vitality originating from this thriving and vibrant mixed-use Project will create an improved quality for living and working in the District.

At the pedestrian scale, in order to foster a positive street-level experience, neighborhood connectivity and convenience, and support public safety, the Project provides permeability throughout the Project Site wherever possible. New entrances and through-block connectors from Stuart and Clarendon Streets into the Station simultaneously improve Station identification and access, create porosity through the Project Site and help to knit together the adjacent neighborhoods. Furthermore, the Project incorporates specific design strategies to limit wind and shadow impacts on sidewalks and nearby public open spaces, such as Southwest Corridor Park and Frieda Garcia Park, and it wholly conforms to the 2-hour shadow limitation on Copley Square, preserving, and even improving the quality of the pedestrian experience.

The podium of the commercial building at the Garage West Redevelopment Parcel as well as the low-rise portion of the residential building at the Garage East Redevelopment Parcel will define a pedestrian-friendly street wall and complement existing proportions and urban alignments of surrounding buildings. The existing formless corner at Dartmouth and Stuart Streets, as well as the space currently occupied by the Existing Garage exit drum, will be infilled with thoughtfully scaled street frontage. On the Station East Redevelopment Parcel, the existing gap in the urban fabric created by the expansive and largely vacant bus drop-off will be transformed into an active public plaza along Clarendon Street, providing a vibrant and civic entrance into the Station. In addition, the one-story vertical expansion of the Station will give it a more appropriate scale in relationship to existing and proposed surrounding buildings.

XV. Proposed Traffic Circulation

The Project Site is truly transit-oriented, being located directly adjacent to and over the Back Bay/South End Station with immediate access to multiple public transportation services, including MBTA Commuter Rail, Orange Line, local bus routes, and AMTRAK. In addition, it enjoys excellent local and regional roadway access due to its central location in Back Bay and the proximity of one ramp from I-90 eastbound and several ramps to I-90 westbound.

The mix of residential, commercial and retail uses in the Project will benefit from excellent transit accessibility, resulting in a high proportion of transit-trips rather than vehicle-trips. Further, the capture of internal trips between different Project uses will result in a reduction of vehicle trips and create opportunities to control parking demand through the sharing of parking spaces by different types of users according to the time of day. Accordingly, no new parking is proposed as part of the Project, and the Garage will maintain the ability to provide up to the existing permitted capacity of 2,013 spaces should it be warranted to meet demand.

The Existing Garage is served by an entry/exit driveway located on Clarendon Street accessible by all users, and a pair of drum speed-ramps limited to parking pass holders only. The entry drum (located on the Garage West Redevelopment Parcel) is accessed from Stuart Street via Trinity Place, and the exit drum (located on the Garage East Redevelopment Parcel) connects

to the MassDOT service road from Clarendon Street (under the Existing Garage), which in turn leads to the I-90 On-Ramp and also connects to Stuart Street via Trinity Place.

The entry and exit drums will be eliminated to allow for the development of the Garage West Redevelopment and the Garage East Redevelopment, but the Existing Garage driveway on Clarendon Street will remain, providing a right-in, right-out connection to Clarendon Street. This driveway presently functions as the main entry and, therefore, traffic patterns will not be substantially affected by the elimination of the entry drum. For those exiting to points south and east, this driveway will continue to offer the most convenient exit. In addition, for those exiting to points north and west, the Project will provide a new exit in order to maintain convenient access to I-90 westbound and avoid adverse traffic impacts to the surrounding neighborhoods. The location of the new exit is dependent upon the outcome of the potential On-Ramp closure, and will be either onto Dartmouth Street or onto Trinity Place. Either location will provide easy access to the Huntington Avenue and Arlington Street I-90 on-ramps for those travelling west and to Stuart Street for those bound for Storrow Drive and points north.

For Parcel 3, vehicular access for parking and loading shall be from Trinity Place and must be more than fifty (50) feet in from the intersection of Trinity Place and Stuart Street and Trinity Place and St. James Street. A curb cut for pedestrian drop-off shall be permitted only on Clarendon Street and must be a minimum distance of thirty (30) feet from St. James Avenue and sixty (60) feet from Stuart Street.

XVI. Parking and Loading Facilities

As allowed under the Downtown Parking Freeze Permit and Private Parking Space Exemption issued by the Boston Air Pollution Control Commission (APPC), the Existing Garage can accommodate up to 2,013 parking spaces. As permitted, the Existing Garage is currently subject to certain parking lease commitments and additionally provides a limited amount of parking to the general public. The Project will require the partial demolition and reconstruction of the Existing Garage in order to accommodate the future proposed uses on the Garage West Redevelopment Parcel and the Garage East Redevelopment Parcel. In its reconstructed state, under a managed parking scenario the garage will have the ability to provide up to the existing permitted capacity of 2,013 spaces, maintaining the existing up to 576 spaces which have been permitted for use by the general public.

However, building upon the strongly transit-oriented nature of the Project's location and in response to local transportation goals, the Project will seek to minimize dependence on auto travel, and will implement a comprehensive package of transportation demand management ("TDM") strategies to reduce auto trips and parking demand. As part of TDM, and management of the Garage in general, the proposed parking supply will reflect the limited parking ratios and incorporation of shared parking between residential and commercial uses that is currently being employed at similar urban, mixed-use, transit-oriented developments throughout the City of Boston.

Car sharing spaces are currently located in the Existing Garage. In addition, the Project is also in close proximity to other car sharing spaces and bike sharing stations. The Proponent is proposing to include a new on-site bike sharing station as part of the Station East Redevelopment

and a new off-site bike sharing station as part of the Garage West Redevelopment. The Proponent will also provide both short-term and long-term bicycle racks within the Project.

Loading, service and trash removal for each Project Component will take place from loading bays in the areas shown on the Project Plans at Exhibit F, as they may be further refined, revised, amended and approved pursuant to review by the BRA and other applicable agencies and authorities.

For Parcel 3, no parking is required. Parking for 176 spaces is permitted within the Existing Parcel 3 Building. All loading and unloading for Parcel 3 shall be within the Existing Parcel 3 Building, and a minimum of four (4) loading bays are required.

XVII. Signage

Signage for the Project shall consist of those signs permitted by Article 11 of the Code, and any additional signage approved by the BRA under its Development Review Guidelines.

For Parcel 3, new exterior signs will be subject to design review regarding their location, size, design, illumination, color and materials.

XVIII. Access to Public Transportation

The Project Site is located immediately over and adjacent to Back Bay Station, with immediate access to multiple transportation services, including commuter rail, rapid transit, bus service and rail. The Project's location in downtown Boston also allows for customers, residents and employees living in and around Boston to walk and ride their bikes to the Project.

Back Bay Station includes four commuter rail lines (Franklin Line, Needham Line, Providence/Stoughton Line, and Framingham/Worcester Line) and the Orange Line. Back Bay Station also is served by AMTRAK, providing regular service to New York City, Washington, D.C. and Chicago.

Within a five minute walk from the Project Site are the Copley Station and Arlington Station MBTA rapid transit stops of the Green Line. MBTA bus routes 9, 10, 39, 55, 170, 502 Express, 503 Express, 504 Express, and 553 Express provide service in close proximity to PDA No. 2. Private commuter bus lines also service the area around PDA No. 2.

In addition to the above, the Proponent will implement robust TDM strategies to take full advantage of its multiple mobility options and its synergy with the vibrant mixed-use surrounding neighborhood.

XIX. Public Benefits from the Project

The Project will substantially revitalize the Project Site and serve to integrate and connect the surrounding Back Bay, South End, and Bay Village historic neighborhoods through the creation of a vibrant, sustainable, mixed-use and transit-oriented development. The Project will deliver numerous public benefits, including considerable urban design, accessibility and public realm improvements, a mix of new job and housing opportunities, and new tax revenues.

Additional public benefits for the surrounding neighborhoods and the City are summarized in the following subsections.

Urban Design and Public Realm

Improved Street and Pedestrian Environment

- The Project will create a high-quality continuous street frontage activated by vibrant and engaging ground floor uses, such as retail and restaurant spaces, and residential and commercial building lobbies. Through the use of glass facades wherever possible, the Project will provide transparency and create an inviting and safe ground-level experience for pedestrians.
- The Project will provide a greatly improved street-level experience with the removal of the two existing concrete parking drums on the Garage West Redevelopment Parcel and Garage East Redevelopment Parcel, the removal of a section of deck along Stuart Street, and the rationalization of the existing service and parking area located under the Garage at the rear of abutting properties along Stuart Street.
- The Project will provide a significantly upgraded streetscape on all parcels, including new sidewalks, crosswalks, street lighting, landscaping and other public amenities along Dartmouth, Stuart and Clarendon Streets, consistent with BTB's Complete Streets guidelines.
- With the development of the Garage West Redevelopment Parcel, the Project will create a new Station entrance on Stuart Street and a new indoor, weather-protected accessible through-block connection to the Station from Stuart Street, flanked by new retail improvements, thus increasing neighborhood connectivity and improving public safety within the district.
- With the development of the Garage East Redevelopment Parcel or Station East Redevelopment Parcel (whichever is first), the Project will reconfigure the crosswalks at Stanhope and Clarendon Streets, reduce and realign the Existing Garage drive width, and increase the pedestrian zone under the Existing Garage overhang.
- With the development of the Station East Redevelopment Parcel, the Project will create a new Station entrance on Clarendon Street and a new indoor, weather-protected accessible through-block connection to the Station from Clarendon Street, flanked by new retail improvements, thus increasing neighborhood connectivity and improving public safety within the district.
- With the development of the Station East Redevelopment Parcel, a new approximately 11,000 gross square foot public plaza will be delivered off Clarendon Street, adding to the neighborhood's inventory of open space and

creating connections to other area parks, including the Southwest Corridor Park and Frieda Garcia Park.

- With the development of the Station East Redevelopment Parcel, the sidewalk immediately adjacent to the existing Orange Line head house on Clarendon Street will be improved.
- With the development of the Station West Redevelopment Parcel, the existing open space on Dartmouth Street will be improved to offer an attractive public plaza connected to an expanded and relocated crosswalk, dramatically improving the connection with the Southwest Corridor Park and creating a welcoming civic entrance to the Station.

Improved Accessibility

- The Project will enhance accessibility throughout the Project Site by re-grading sidewalk slopes where possible, providing generous sidewalk widths that meet or exceed BTD's Complete Street Guidelines, and delivering the aforementioned fully-enclosed, accessible connections from Stuart and Clarendon Streets to the Station with the development of the Garage West Redevelopment Parcel and Station East Redevelopment Parcel, respectively.
- With the development of the Garage West Redevelopment Parcel, the Project will create a new accessible drop-off lane along Stuart Street, in proximity to the future new Station entrance.
- With the development of the Station East Redevelopment Parcel, the Project will create a new accessible drop-off lane serving both the Project and the Station, in proximity to the future new Station entrance.
- With the development of the Station East Redevelopment Parcel, accessibility to the Station will be significantly improved through the addition of redundant elevators to the MBTA Orange Line and Commuter Rail tracks 1/3 and 2, where feasible.
- With the development of the Station East Redevelopment Parcel, should it be developed in advance of the Garage West Redevelopment Parcel, a new outdoor lift or elevator will be delivered near the corner of Stuart Street and Trinity Place along with cosmetic and code-required accessibility improvements to the existing Stuart Street connector.
- With the development of the Station West Redevelopment Parcel, the Project will enlarge the Dartmouth Street crosswalk, significantly improving pedestrian safety and enhancing the link between the Station and the Southwest Corridor Park.

Architecture

- The Project proposes high quality architecture that is responsive to the surrounding context, while creating signature buildings that add to Boston's inventory of progressive architecture.
- The Project reinforces the urban "high spine" planning strategy, while designing the buildings to minimize wind and shadow impacts on surrounding neighborhood public open space resources such as Copley Square, the Southwest Corridor Park, and Frieda Garcia Park.

Social and Economic

Housing and Job Creation

- Provide a variety of new high-quality housing opportunities, in compliance with the applicable Inclusionary Development Policy of the City of Boston.
- Create approximately 2,500 construction jobs and approximately 3,200 permanent jobs across all four air rights development parcels.
- Contribute approximately \$4,625,000 in housing linkage and \$925,000 in jobs linkage payments in accordance with the terms and provisions of Section 80B-7 of the Code.

Enhanced Tax Revenues

- Generate approximately \$15.3 million annually in new real estate tax revenues for the City of Boston across all four air rights development parcels assuming that all four Project Components reach stabilization by 2022.

Innovative Office Space

- Provide innovative new workplace opportunities for a variety of business types.

Enhanced Retail Opportunities

- Provide new and diverse retail opportunities for neighborhood residents, transit customers and the public at large.

Transit and Transportation

Transit Mitigation

- With the development of the Garage West Redevelopment Parcel, the Project will deliver:
 - A new Station entrance from Stuart Street linked to the Station via a through-block connector, providing transit customers an accessible and weather-protected path.

- A dedicated bus pull-off area adjacent to the new Station entrance, making commuter connections safer and more convenient.
- A new bike sharing station to be located off-site, in proximity to the Project Site at a location to be jointly agreed upon with BTD, adding to the multi-modal nature of the Station.
- With the development of the Station East Redevelopment Parcel, the Project will deliver:
 - A new Station entrance from Clarendon Street linked to the Station via a through-block connector, providing transit customers an accessible and weather-protected path.
 - A new public plaza serving as a forecourt to the new Station entrance, reinforcing the civic nature of the new Station entrance.
 - Improved sidewalk immediately adjacent to the existing Clarendon Street Orange Line exit head house.
 - A new bike sharing station located in proximity to the new Station entrance from Clarendon Street, adding to the multi-modal nature of the Station.
 - A new stair and fare gates to the Orange Line in proximity to the new Station entrance.
 - A new redundant elevator to the Orange Line adjacent to the existing Orange Line elevator, doubling the existing capacity and increasing reliability for transit customers. New redundant elevators will also be delivered to Tracks 1/3 and Track 2, if determined to be feasible.
- With the development of the Station West Redevelopment Parcel:
 - The existing Dartmouth Street crosswalk will be relocated and expanded to align with the future Station entrance, improving commuter safety and access to the Station.
 - The existing open space on Dartmouth Street will be enhanced to create an inviting public plaza that welcomes transit customers and reinforces the civic nature of the existing Station entrance enhancing the link between the Station and the Southwest Corridor Park.

Roadway Improvements

- The Proponent has evaluated potential roadway improvements that will increase the overall performance of the mitigated intersections and improve the flow of vehicles in the roadway network, including intersection signal timing

modifications, and other possible mitigation options for further evaluation in coordination with BTD.

MBTA Revenue

- The Project-generated transit trips are estimated to contribute approximately \$4.6 to 5.8 million in additional annual revenue for the MBTA based on current fare levels.

Station Concourse Improvements

- Through a separate but related project, the Proponent has begun making significant functional and aesthetic improvements to, and has assumed property management responsibilities of, the Station concourse in an effort to dramatically improve customer experience, comfort, and safety.

Pedestrians

- The Project will improve the pedestrian environment significantly through the enhancement of sidewalks in the vicinity of the Project Site, the creation of new open space, and the introduction of new pedestrian connections including the new station entrances on Stuart and Clarendon Streets and the Trinity Place Pedestrian Bridge Connection.

Bicycle Accommodations and Parking

- The Project will incorporate bicycle accommodations to encourage cycling and walking, as strong transportation modes.
- As described above, with the development of the Station East Redevelopment Parcel, the Project will locate a new bike sharing station on the Clarendon Street plaza near the new Station entrance.
- As described above, with the development of the Garage West Redevelopment Parcel, the Project will locate a new bike sharing station off-site, in proximity to the Project Site.

TDM Program

- The Project will implement a robust program of TDM strategies to take full advantage of its multiple mobility options and its synergy with the surrounding vibrant mixed-use neighborhoods.

No Net New Parking

- No net new parking is proposed as part of the Project.

Transportation Monitoring Program

- The Proponent will conduct an annual Transportation Monitoring Program.

Sustainability/Environmental

Area Revitalization

- The Project revitalizes an underutilized urban site, uses land efficiently by increasing density in immediate proximity to public transportation, and encourages the use of non-automotive modes of transportation.

LEED Certification

- In addition to compliance with Article 37, the Project will certify each building under the LEED Version 3 rating system which provides verification of green building design.

Resource Conservation

- By utilizing sustainable design strategies, the Project will exceed code requirements for reducing energy and water consumption as well as minimize impacts to regional infrastructure and water resources.

Greenhouse Gas Emissions

- The Project will achieve a minimum 10 percent reduction in stationary source CO2 emissions by reducing overall energy consumption by a minimum of 10 percent through the implementation of energy optimizing building design and systems.

Air Quality

- The Project will conform to the National Ambient Air Quality Standards, as well as with local, state, and federal air quality requirements on a mesoscale level, and will not have an adverse impact on local air quality.

Verification and Benchmarking

- Monitoring and verification of ongoing energy and water performance will also be possible through the enrollment of each building in ENERGY STAR Portfolio manager.

Renewable Energy

- The viability of implementing clean and renewable energy sources will continue to be evaluated as the Project design develops.

Improved Wellness

- Through a variety of design strategies, the Project will promote health and wellness, assist in improving indoor air quality, and reduce the urban heat island effect. The Project will provide improved pedestrian facilities and bicycle accommodations to support healthy alternate modes of transport.

Climate Resilience

- The Project will integrate strategies that reduce vulnerability to future climate change impacts related to flooding, severe precipitation and extreme heat.

Stormwater Management

- The Project will comply with the MassDEP Stormwater Management Standards, in accordance with the Massachusetts Wetlands Protection Act Regulations (310 CMR 10.00) and Water Quality Certification Regulations (314 CMR 9.00).
- The Project will implement a treatment train of Best Management Practices to improve water quality, reduce runoff volumes, and reduce peak discharge rates of runoff in comparison to pre-development conditions for the Garage West Redevelopment Parcel, Garage East Redevelopment Parcel and Station East Redevelopment Parcel.
- Provision for groundwater recharge by installing a recharge system designed to infiltrate clean stormwater runoff, in accordance with the standards articulated in the GCOD requirements, for the Garage West Redevelopment Parcel and Garage East Redevelopment Parcel.
- Provision of phosphorous removal for stormwater runoff from the Project Site, in accordance with Boston Water and Sewer Commission (“BWSC”) design guidelines for the Garage West Redevelopment Parcel and Garage East Redevelopment Parcel.
- Potential provision for on-site retention and water reuse applications in lieu of on-site provisions for groundwater recharge for the Station East Redevelopment Parcel.
- Potential opportunities for reasonable off-site mitigation options in lieu of on-site provisions for groundwater recharge for the Station West Redevelopment Parcel.
- The Project will comply with the requirements of the BWSC’s 4:1 inflow and infiltration mitigation program.

XX. Other Approvals

The Project is subject to Large Project Review under Article 80B of the Code. The Proponent filed a Letter of Intent with the BRA on December 30, 2015. The Proponent filed a

Project Notification Form on March 29, 2016 to formally commence the Large Project Review process, the BRA issued a Scoping Determination on August 30, 2016, and the Proponent filed a Draft Project Impact Report on January 31, 2017. As the Project will result in the establishment of more than 100,000 square feet of Gross Floor Area of Development Impact Uses, as defined in Section 80B-7 of the Code, the Project will be subject to Development Impact Project Exactions under Section 80B-7 of the Code.

The Project will require design approval by the BCDC pursuant to Article 28 of the Code.

The Proponent intends to seek a determination from the Boston Landmarks Commission, pursuant to Article 85 of the Code, that no further review by the commission is required with respect to the proposed demolition of a portion of the Existing Garage in connection with the Garage West Redevelopment. Preliminary consultation with the Boston Landmarks Commission has confirmed that given the location of the Project and that the fact that only partial demolition is contemplated, Article 85 review is not required.

The Project Site is located within the GCOD, as established by Article 32 of the Code. The Project will include facilities to capture stormwater runoff and direct it to retention and reuse or infiltration systems consistent with the requirements of Article 32, with the goal of replenishing the groundwater table. However, approximately three-quarters of the Project Site is located on air rights located over transportation facilities and infrastructure that are at an elevation below the desired groundwater recharge elevation. Therefore, it is not possible to infiltrate the first inch of runoff over the entire post-development impervious area for the entire Project. To provide groundwater recharge, to the maximum extent practicable, the proposed stormwater management system will include injection wells designed to infiltrate runoff over a 72-hour period for the Garage West Redevelopment Parcel and Garage East Redevelopment Parcel. In addition, the proposed recharge system will provide stormwater treatment for the Garage West Redevelopment Parcel and Garage East Redevelopment Parcel in the form of phosphorous removal, in accordance with BWSC design guidelines. Both the Station East Redevelopment Parcel and Station West Redevelopment Parcel are air rights development parcels over the Existing Back Bay Station (track and/or concourse levels) and both the Station East Redevelopment Parcel and Station West Redevelopment Parcel are constrained by the absence of terra firma and their frontage on the bridge sections of Dartmouth Street and Clarendon Street. Therefore, it is not feasible to provide on-site infiltration for groundwater recharge for the Station East Redevelopment Parcel and Station West Redevelopment Parcel. The Proponent will provide the BRA, BWSC and Boston Groundwater Trust a letter stamped by a professional engineer registered in Massachusetts that details how the GCOD criteria will be achieved to the maximum extent practicable for each of the Project Components prior to the issuance of a building permit in compliance with the requirements of this Amended and Restated PDA Plan. Accordingly, the Project shall be deemed to be in compliance with Article 32 of the Code and the Project shall not need a conditional use permit from the Board of Appeal under Article 32. The Original PDA Plan predates adoption of the GCOD requirements. Accordingly, such requirements do not apply to Parcel 3 or the Existing Garage on the Project Site.

The Project will comply with the requirements of Article 37 of the Code regarding Green Buildings. In addition to compliance with Article 37, the Project will certify each building under the LEED rating system which provides verification of green building design. The Original

PDA Plan predates adoption of Article 37 and subsequently promulgated regulations. Therefore, such requirements and regulations do not apply to Parcel 3 or the Existing Garage on the Project Site.

The Proponent has prepared wind and shadow studies which have been submitted to the BRA in connection with the review and approval of the Project under Article 80 of the Code. The wind studies indicated that the Project will not result in any new unacceptable or unsafe wind conditions in or around the Project Site. Preliminary wind analysis results indicate that the majority of the area surrounding the Project Site will remain comfortable at the pedestrian level, with some areas experiencing improved wind conditions due to the Project.

Shadow impacts have been minimized to the extent practicable to avoid noticeable pedestrian impacts, and are in compliance with the specific requirements of the Stuart Street Zoning District, including the 2-hour shadow limitation on Copley Square. Based upon studies that have been performed by the Proponent and submitted and reviewed by the BRA in connection with the review of the Project under Article 80, the Project complies with the requirements of Chapter 362 of the Acts of 1990, as recently amended by Chapter 57 of the Acts of 2017 entitled "An Act protecting sunlight and promoting economic development in the City of Boston." Consistency of the Project or any portion thereof with this Amended and Restated PDA Plan shall constitute compliance with all applicable wind and shadow requirements, including, without limitation, those set forth in the Code and those pursuant to which the BRA is the permit granting authority.

The Project Site is within the RPOD. Approval of this Amended and Restated PDA Plan shall constitute compliance with any and all applicable RPOD requirements. The Original PDA Plan predates adoption of the RPOD requirements. Therefore, the RPOD requirements do not apply to Parcel 3 or the Existing Garage on the Project Site.

The Project Site is located within the Stuart Street Zoning District. While the Project is not anticipated to contain any day care facilities, due to the substantial benefits to the public associated with this Project, approval of this Amended and Restated PDA Plan shall constitute compliance of the Project with any and all day care requirements set forth in the Code, including, without limitation, Section 48-7.2. Moreover, the Original PDA Plan predates the adoption of Article 48 of the Code. Therefore, the day care requirements of Article 48 do not apply to land within PDA No. 2 including Parcel 3 and the Project Site.

Various other permits and approvals will also be required for the Project and will be obtained by the Proponent at the appropriate time. Modifications to the Project may be required as a result of these review processes. To the extent they are subject to BRA review, minor modifications of the Project that are consistent with the dimensional limitations and public benefit obligations herein, will be subject to the approval of the Director of the BRA under this Amended and Restated PDA Plan without further BRA action.

XXI. Casualty/Reconstruction of Pre-Existing Structures

Any structure located within PDA No. 2 (including, without limitation, structures on Parcel 3 and the Project Site) in existence as of the date of this Amended and Restated PDA Plan

may be reconstructed in conformity with the Development Plan in event of fire or other casualty, notwithstanding the provisions of underlying zoning, including, without limitation, the as-of-right building height and FAR.

In addition, notwithstanding the provisions of underlying zoning, the reconstruction of a structure located within PDA No. 2 (including, without limitation, structures on Parcel 3 and the Project Site) in existence as of the date of the approval of this Amended and Restated PDA Plan, or a structure constructed pursuant to this Amended and Restated PDA Plan, shall be determined by the BRA to be consistent with the Development Plan, provided that reconstruction is substantially similar to the original structure.

XXII. Applicability

In accordance with Section 80C-9 of the Code, consistency of the Project or any Project Component or subcomponent thereof with the Development Plan (as evidenced by one or more Certifications of Consistency) constitutes compliance with the density, dimensional, use and other requirements of the Code to the extent such requirements have been addressed in the Development Plan. For purposes of the application of Section 80C-9 of the Code, as addressed herein, underlying zoning shall be the zoning in effect as of the date of approval of this Amended and Restated PDA Plan. In the event of a conflict between the terms of this Amended and Restated PDA Plan and the Original PDA Plan, the terms of this Amended and Restated PDA Plan shall control.

XXIII. Minor Modifications to Plans

This Amended and Restated PDA Plan sets forth the dimensional, use and other zoning requirements for the Project and the Project Site, to the extent such requirements have been addressed in this Amended and Restated PDA Plan. Once this Amended and Restated PDA Plan is approved, final plans and specifications for the Project will be submitted to the BRA pursuant to Section 80C and 80B of the Code for final design review approval and certification as to consistency with this Amended and Restated PDA Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in this Amended and Restated PDA Plan, minor changes may occur to the Project's design described in this Amended and Restated PDA Plan without requiring a further PDA amendment.

XXIV. Amendment of Development Plan

Any owner of the Building 3 Parcel, Garage West Redevelopment Parcel, Garage East Redevelopment Parcel, Station East Redevelopment Parcel, Station West Redevelopment Parcel, or any sub-parcel or building within a parcel or sub-parcel covered by this Development Plan may seek a further amendment of this Development Plan as to such parcel, sub-parcel or building, in accordance with the procedures prescribed by the Code without the consent of all other owners of parcels, sub-parcel or building. In the event any amendment to this Development Plan proposed by the owner of a parcel, sub-parcel or building is approved, and such amendment affects the overall compliance of the Project with this Development Plan, this

Development Plan shall be deemed amended with respect to the Project as a whole to the extent necessary for the overall Project to comply with this Development Plan.

XXV. Proponent's Obligations to Proceed with Project

Notwithstanding anything set forth herein to the contrary, under no circumstances shall the Proponent be obligated to proceed with all or any portion of the Project or a Project Component.

XXVI. Ratification

Except as amended hereby, the Original PDA Plan remains unmodified and in full force and effect.

Nothing in this Amended and Restated PDA Plan shall in any way be deemed to amend or modify the provisions in the Development Plan applicable to PDA No. 1 or Parcel 1 or Parcel 2 identified in PDA No. 1.

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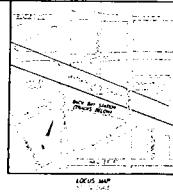
LIST OF EXHIBITS

Exhibit A	PDA Plan
Exhibit B-1	Legal Description of Parcel 3
Exhibit B-2	Legal Description of Modified Parcel 4
Exhibit B-3	Legal Description of Expanded Parcel 4A
Exhibit B-4	Plan of Project Site
Exhibit B-5	Legal Description of Project Site
Exhibit C	Ownership/Easement Plan
Exhibit D	Development Team
Exhibit E-1	Plan Showing Four Air Rights Development Parcels
Exhibit E-2	Legal Description of Garage West Redevelopment Parcel
Exhibit E-3	Legal Description of Garage East Redevelopment Parcel
Exhibit E-4	Legal Description of Station East Redevelopment Parcel
Exhibit E-5	Legal Description of Station West Redevelopment Parcel
Exhibit F	Project Plans
Exhibit G	Phasing Plan of Improvements
Exhibit H	Uses

EXHIBIT A

PDA Plan

[see attached]



DARTMOUTH STREET (PUBLIC - 40' WIDE)

TRINITY PLACE (PUBLIC - 37' WIDE)

CLARENDON STREET (PUBLIC - 40' WIDE)

BOYLSTON STREET (PUBLIC - 80' WIDE)

SAINT JAMES AVENUE (PUBLIC - 50' WIDE)

STUART STREET (PUBLIC - VARIABLE WIDTH)

BERKELEY STREET (PUBLIC - 80' WIDE)

PARCEL 3

PARCEL 4

PARCEL 4A

AREA OF PARCELS
3, 4 AND 4A =
296,546 SQ. FT.
(6.808 ACRES)

NOTES:

EXHIBIT PLAN A - PDA BOUNDARY PLAN
100 CLARENDON GARAGE &
BACK BAY SOUTH END STATION
BOSTON, MASS.
FELDMAN LAND SURVEYORS OCTOBER 28, 2016
152 HAMPSHIRE STREET PHONE: (617) 337-9740
BOSTON, MASS. 02119 www.feldmansurveyors.com

FELDMAN
LAND SURVEYORS

SCALE: 1" = 40'

REVISION	DATE	BY	CHKD	APP'D
1	10/28/16	JL	JS	JS

EXHIBIT B-1

Legal Description of Parcel 3

(200 Clarendon Street)

A CERTAIN PARCEL OF LAND WITH THE BUILDINGS THEREON SITUATED IN THE CITY OF BOSTON, SUFFOLK COUNTY, COMMONWEALTH OF MASSACHUSETTS, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY SIDELINE OF ST. JAMES AVENUE AND THE WESTERLY SIDELINE OF CLARENDON STREET;

THENCE RUNNING S 20°02'02" E ALONG THE SAID WESTERLY SIDELINE OF CLARENDON STREET, A DISTANCE OF 284.06 FEET TO THE INTERSECTION OF THE NORTHERLY SIDELINE OF STUART STREET AND THE SAID WESTERLY SIDELINE OF CLARENDON STREET;

THENCE TURNING AND RUNNING S 70°05'38" W ALONG THE SAID NORTHERLY SIDELINE OF STUART STREET, A DISTANCE OF 73.64 FEET;

THENCE TURNING AND RUNNING S 65°19'43" W ALONG THE SAID NORTHERLY SIDELINE OF STUART STREET, A DISTANCE OF 174.90 FEET TO THE INTERSECTION OF THE EASTERLY SIDELINE OF TRINITY PLACE AND THE SAID NORTHERLY SIDELINE OF STUART STREET;

THENCE TURNING AND RUNNING N 20°02'10" W ALONG THE SAID EASTERLY SIDELINE OF TRINITY PLACE, A DISTANCE OF 298.11 FEET TO THE INTERSECTION OF THE SOUTHERLY SIDELINE OF ST. JAMES AVENUE AND THE SAID EASTERLY SIDELINE OF TRINITY PLACE;

THENCE TURNING AND RUNNING N 69°58'59" E ALONG THE SAID SOUTHERLY SIDELINE OF ST. JAMES AVENUE, A DISTANCE OF 247.99 FEET TO THE POINT OF BEGINNING;

CONTAINING AN AREA OF 71,645 SQUARE FEET OR 1.645 ACRES OF LAND.

TOGETHER WITH THE BENEFIT OF THE EASEMENT RESERVED IN A GRANT TO THE CITY OF BOSTON FOR STREET PURPOSES BY JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, DATED AUGUST 13, 1973, RECORDED AT BOOK 8658, PAGE 519, AND RESERVED IN TAKING BY THE CITY OF BOSTON, PUBLIC IMPROVEMENT COMMISSION, FOR THE WIDENING AND CONSTRUCTION OF ST. JAMES AVENUE, RECORDED SEPTEMBER 10, 1973, AT BOOK 8658, PAGE 533, AS AMENDED BY AN INSTRUMENT RECORDED AT BOOK 8666, PAGE 160.

TOGETHER WITH THE BENEFIT OF RESTRICTIONS IMPOSED IN A DEED FROM JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY TO THE BOSTON COPLEY PLAZA HOTEL CORPORATION, DATED DECEMBER 27, 1988, RECORDED AT BOOK 15264, PAGE 257.

TOGETHER WITH THE BENEFIT OF THE FOLLOWING LICENSES:

1. LICENSE, MAINTENANCE AND INDEMNIFICATION AGREEMENT FOR SIDEWALK IMPROVEMENTS, DATED JULY 25, 2002, RECORDED AT BOOK 30387, PAGE 1, AS AFFECTED BY ASSIGNMENT AND ASSUMPTION OF SIDEWALK LICENSE AGREEMENT, DATED MARCH 13, 2003, RECORDED AT BOOK 30858, PAGE 106.

2. TERMS AND PROVISIONS OF A LICENSE AGREEMENT WITH THE CITY OF BOSTON, PUBLIC IMPROVEMENT COMMISSION, REGARDING A VAULT UNDER STUART STREET, RECORDED AUGUST 1, 1997 AT BOOK 21613, PAGE 278, AS AFFECTED BY ASSIGNMENT AND ASSUMPTION OF TANK LICENSE AGREEMENT, DATED MARCH 13, 2003, RECORDED AT BOOK 30858. PAGE 130;

3. TERMS AND PROVISIONS OF A LICENSE AGREEMENT WITH THE CITY OF BOSTON FOR CONDUITS UNDER STUART STREET, RECORDED AT BOOK 12742, PAGE 229, AS AFFECTED BY ASSIGNMENT AND ASSUMPTION OF ELECTRIC CONDUIT LICENSE AGREEMENT, DATED MARCH 13, 2003, RECORDED AT BOOK 30858, PAGE 147.

4. TERMS AND PROVISIONS OF A LICENSE AGREEMENT (UNRECORDED) WITH THE CITY OF BOSTON FOR A TUNNEL UNDER CLARENDON STREET, AS AFFECTED BY ASSIGNMENT AND ASSUMPTION OF TUNNEL LICENSE AGREEMENT, DATED MARCH 13, 2003, RECORDED AT BOOK 30858, PAGE 165.

EXHIBIT B-2

Legal Description of Modified Parcel 4

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY SIDELINE OF CLARENDON STREET, SAID POINT BEING S 20°18'49" E, A DISTANCE OF 157.61 FEET FROM THE INTERSECTION OF SAID CLARENDON STREET AND THE SOUTHERLY SIDELINE OF STUART STREET;

THENCE RUNNING S 20°18'49" E ALONG SAID CLARENDON STREET, A DISTANCE OF 94.81 FEET TO A POINT;

THENCE TURNING AND RUNNING S 69°36'49" W, A DISTANCE OF 44.52 FEET TO A POINT;

THENCE TURNING AND RUNNING S 89°37'58" W, A DISTANCE OF 213.09 FEET TO A POINT OF NON-TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 16.01 FEET, WITH A LENGTH OF 10.29 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG THE WESTERN SIDELINE OF TRINITY PLACE S 20°18'57" E, A DISTANCE OF 19.98 FEET TO A POINT;

THENCE TURNING AND RUNNING N 89°41'37" E, A DISTANCE OF 58.36 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'23" E, A DISTANCE OF 93.19 FEET TO A POINT;

THENCE TURNING AND RUNNING N 20°18'57" W, A DISTANCE OF 12.50 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'23" E, A DISTANCE OF 99.94 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 14,694 SQUARE FEET.

EXHIBIT B-3

Legal Description of Expanded Parcel 4A

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EASTERLY SIDELINE OF DARTMOUTH STREET, SAID POINT BEING N 20°17'35" W, A DISTANCE OF 404.87 FEET FROM THE INTERSECTION OF SAID DARTMOUTH STREET AND THE NORTHWESTERLY SIDELINE OF COLUMBUS AVENUE;

THENCE RUNNING N 20°17'35" W ALONG SAID DARTMOUTH STREET, A DISTANCE OF 387.88 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 50.00 FEET, WITH A LENGTH OF 42.53 FEET TO A POINT OF NON-TANGENCY;

THENCE TURNING AND RUNNING N 25°23'48" W, A DISTANCE OF 15.45 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'28" E, A DISTANCE OF 34.22 FEET TO A POINT;

THENCE TURNING AND RUNNING ALONG THE SOUTHERN SIDELINE OF STUART STREET N 69°40'59" E, A DISTANCE OF 156.09 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°42'12" E, A DISTANCE OF 14.68 FEET TO A POINT;

THENCE TURNING AND RUNNING S 15°14'14" E, A DISTANCE OF 8.03 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'59" E, A DISTANCE OF 40.27 FEET TO A POINT;

THENCE TURNING AND RUNNING ALONG THE WESTERN SIDELINE OF TRINITY PLACE S 20°18'57" E, A DISTANCE OF 97.65 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°41'03" E, A DISTANCE OF 40.00 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°18'57" E, A DISTANCE OF 34.42 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 16.01 FEET, WITH A LENGTH OF 10.29 FEET TO A POINT OF NON-TANGENCY;

THENCE TURNING AND RUNNING N 89°37'58" E, A DISTANCE OF 213.09 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°36'49" E, A DISTANCE OF 44.52 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°18'49" E, A DISTANCE OF 252.72 FEET TO A POINT;

THENCE TURNING AND RUNNING S 21°02'38" E, A DISTANCE OF 84.71 FEET TO A POINT. THE PREVIOUS TWO COURSES ALONG THE WESTERN SIDELINE OF CLARENDON STREET;

THENCE TURNING AND RUNNING N 47°48'50" W, A DISTANCE OF 20.89 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 40.00 FEET, WITH A LENGTH OF 34.58 FEET TO A POINT OF TANGENCY;

THENCE TURNING AND RUNNING S 82°39'10" W, A DISTANCE OF 141.80 FEET TO A POINT;

THENCE TURNING AND RUNNING S 76°59'00" W, A DISTANCE OF 378.13 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 210,207 SQUARE FEET.

EXHIBIT B-4

Plan Showing Project Site

[see attached]

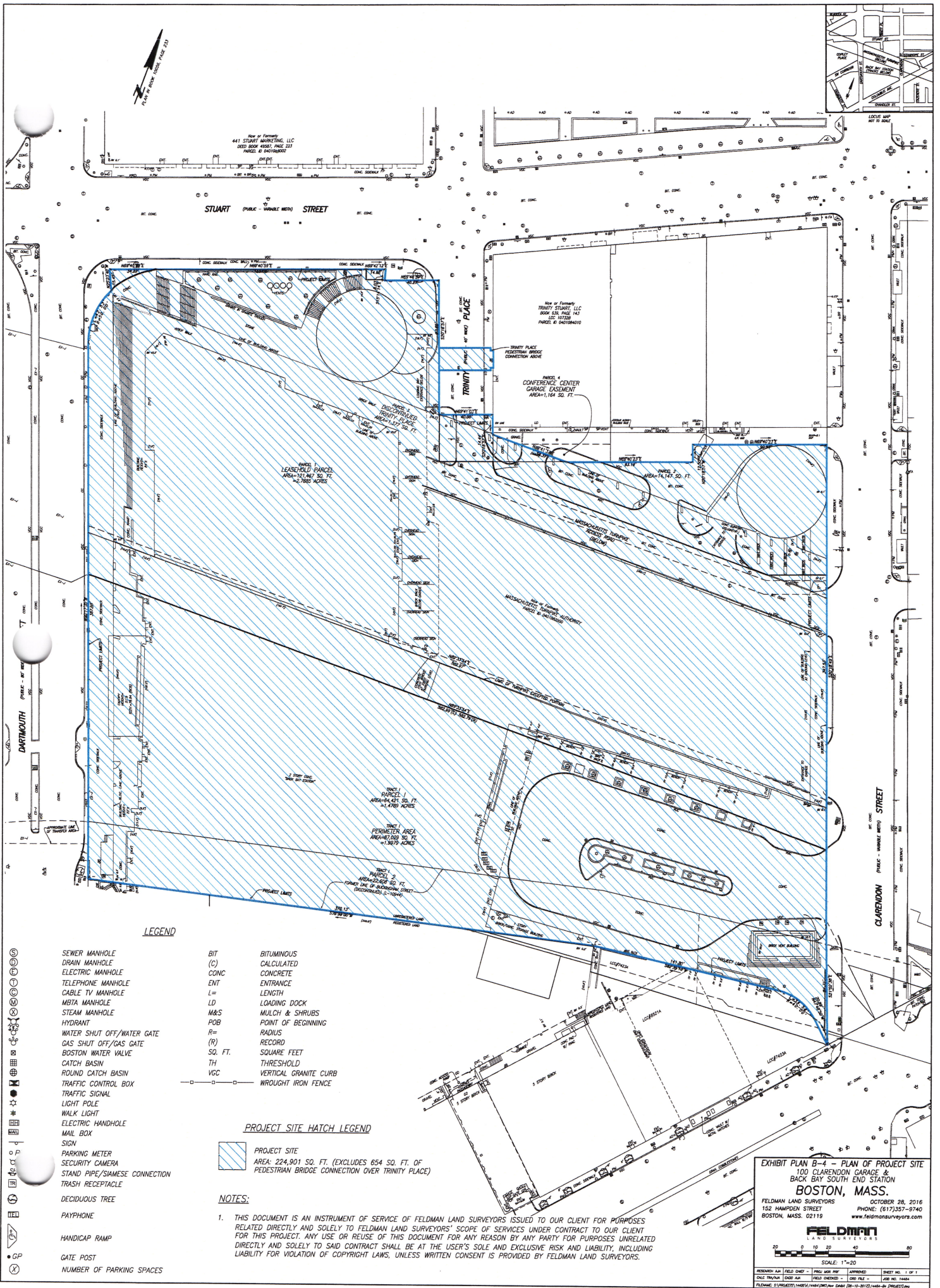


EXHIBIT B-5

Legal Description of Project Site

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EASTERLY SIDELINE OF DARTMOUTH STREET, SAID POINT BEING N 20°17'35" W, A DISTANCE OF 404.87 FEET FROM THE INTERSECTION OF SAID DARTMOUTH STREET AND THE NORTHWESTERLY SIDELINE OF COLUMBUS AVENUE;

THENCE RUNNING N 20°17'35" W ALONG SAID DARTMOUTH STREET, A DISTANCE OF 387.88 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 50.00 FEET, WITH A LENGTH OF 42.53 FEET TO A POINT OF NON-TANGENCY;

THENCE TURNING AND RUNNING N 25°23'48" W, A DISTANCE OF 15.45 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'28" E, A DISTANCE OF 34.22 FEET TO A POINT;

THENCE TURNING AND RUNNING ALONG THE SOUTHERN SIDELINE OF STUART STREET N 69°40'59" E, A DISTANCE OF 156.09 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°42'12" E, A DISTANCE OF 14.68 FEET TO A POINT;

THENCE TURNING AND RUNNING S 15°14'14" E, A DISTANCE OF 8.03 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'59" E, A DISTANCE OF 40.27 FEET TO A POINT;

THENCE TURNING AND RUNNING ALONG THE WESTERN SIDELINE OF TRINITY PLACE S 20°18'57" E, A DISTANCE OF 97.65 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°41'03" E, A DISTANCE OF 40.00 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°18'57" E, A DISTANCE OF 14.44 FEET TO A POINT;

THENCE TURNING AND RUNNING N 89°41'37" E, A DISTANCE OF 58.37 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'23" E, A DISTANCE OF 93.19 FEET TO A POINT;

THENCE TURNING AND RUNNING N 20°18'57" W, A DISTANCE OF 12.50 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'23" E, A DISTANCE OF 99.94 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°18'49" E, A DISTANCE OF 347.53 FEET TO A POINT;

THENCE TURNING AND RUNNING S 21°02'38" E, A DISTANCE OF 84.71 FEET TO A POINT. THE PREVIOUS TWO COURSES ALONG THE WESTERN SIDELINE OF CLARENDON STREET;

THENCE TURNING AND RUNNING N 47°48'50" W, A DISTANCE OF 20.89 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 40.00 FEET, WITH A LENGTH OF 34.58 FEET TO A POINT OF TANGENCY;

THENCE TURNING AND RUNNING S 82°39'10" W, A DISTANCE OF 141.80 FEET TO A POINT;

THENCE TURNING AND RUNNING S 76°59'00" W, A DISTANCE OF 378.13 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 224,901 SQUARE FEET.

Trinity Street Pedestrian Bridge Connection

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY SIDELINE OF TRINITY PLACE, SAID POINT BEING S 20°18'57" E, A DISTANCE OF 49.00 FEET FROM THE INTERSECTION OF SAID TRINITY PLACE AND THE SOUTHERLY SIDELINE OF STUART STREET;

THENCE TURNING AND RUNNING N 69°40'59" E, A DISTANCE OF 38.47 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°19'01" E, A DISTANCE OF 1.96 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'59" E, A DISTANCE OF 2.00 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°19'01" E, A DISTANCE OF 12.63 FEET TO A POINT;

THENCE TURNING AND RUNNING S 69°40'59" W, A DISTANCE OF 2.00 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°19'01" E, A DISTANCE OF 1.75 FEET TO A POINT;

THENCE TURNING AND RUNNING S 69°40'59" W, A DISTANCE OF 38.47 FEET TO A POINT;

THENCE TURNING AND RUNNING N 20°18'57" W A DISTANCE OF 16.33 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 654 SQUARE FEET.

EXHIBIT C

Ownership/Easement Plan

[see attached]



EXHIBIT PLAN C - OWNERSHIP/EASEMENT PLAN
100 CLARENDON GARAGE &
BACK BAY SOUTH END STATION
BOSTON, MASS.

FELDMAN LAND SURVEYORS
152 HAMPODEN STREET
BOSTON, MASS. 02119

OCTOBER 28, 2016
PHONE: (617) 357-9740
WWW.FELDMANLANDSURVEYORS.COM

FELDMAN
LAND SURVEYORS

SCALE: 1"=20'

REVISION A: FIELD CHECK - FIELD WORK REV. APPROVED: SHEET NO. 1 OF 1
DATE: 10/10/16 DSD: AJP FIELD CHECKED: CSD: FILE: JOB NO. 14444
FELDMAN, 2 (PROJECTS) 14444 (1) 14444 (2) 14444 (3) 14444 (4) 14444 (5) 14444 (6) 14444 (7) 14444 (8) 14444 (9) 14444 (10) 14444 (11) 14444 (12) 14444 (13) 14444 (14) 14444 (15) 14444 (16) 14444 (17) 14444 (18) 14444 (19) 14444 (20) 14444 (21) 14444 (22) 14444 (23) 14444 (24) 14444 (25) 14444 (26) 14444 (27) 14444 (28) 14444 (29) 14444 (30) 14444 (31) 14444 (32) 14444 (33) 14444 (34) 14444 (35) 14444 (36) 14444 (37) 14444 (38) 14444 (39) 14444 (40) 14444 (41) 14444 (42) 14444 (43) 14444 (44) 14444 (45) 14444 (46) 14444 (47) 14444 (48) 14444 (49) 14444 (50) 14444 (51) 14444 (52) 14444 (53) 14444 (54) 14444 (55) 14444 (56) 14444 (57) 14444 (58) 14444 (59) 14444 (60) 14444 (61) 14444 (62) 14444 (63) 14444 (64) 14444 (65) 14444 (66) 14444 (67) 14444 (68) 14444 (69) 14444 (70) 14444 (71) 14444 (72) 14444 (73) 14444 (74) 14444 (75) 14444 (76) 14444 (77) 14444 (78) 14444 (79) 14444 (80) 14444 (81) 14444 (82) 14444 (83) 14444 (84) 14444 (85) 14444 (86) 14444 (87) 14444 (88) 14444 (89) 14444 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EXHIBIT D

Development Team

Development Team Contact Information	
Proponent	BP Hancock LLC c/o Boston Properties Limited Partnership 800 Boylston Street, Suite 1900 Boston, MA 02199 Contact: Michael A. Cantalupa, Melissa Schrock Tel: (617) 236-3300
Legal Counsel	Nutter McClennen & Fish LLP Seaport West 155 Seaport Boulevard Boston, MA 02210 Contacts: Mary Marshall, James Ward Tel: (617) 439-2000
Permitting & Transportation	VHB 99 High Street, 10 th Floor Boston, MA 02110 Contacts: Elizabeth Grob, Kyle Greaves Tel: (617) 728-7777
Civil	WSP/Parsons Brinckerhoff 75 Arlington Street Boston, MA 02116 Contact: Andy Boyd, Brian Fairbanks Tel: (617) 348-2950
Survey	Feldman Land Surveyors 112 Shawmut Avenue Boston, MA 02118 Contact: Paul Foley Tel: (617) 357-9740
Sustainable Design	ARUP 955 Massachusetts Avenue Cambridge, MA 02139 Contact: Brian Swett, Rebecca Hatchadorian Tel: (617) 864-2987
Geotechnical Engineer & Environmental Engineer	Haley & Aldrich 465 Medford Street, Suite 2200 Boston, MA 02129 Contact: Mark Haley, Rebecca Higgins Tel: (617) 886-7400
Residential Market Consultant	The Collaborative Companies 20 Park Plaza, Suite 833 Boston, MA 02116 Contact: Sue Hawkes Tel: (617) 236-0060
Community Engagement	The Strategy Group 40 Court Street, 11 th Floor Boston, MA 02108 Contact: Susan Tracy, David Newman Tel: (617) 263-3311

Public Relations	Denterlein 3 Post Office Square, Suite 701 Boston, MA 02109 Contacts: Geri Denterlein, Diane Pisciotta Tel: (617) 482-0042
Code Compliance	Jensen Hughes 1661 Worcester Road, Suite 501 Framingham, MA 01701 Contacts: Eric H. Cote, PE Tel: (508) 620-8900
Garage West/Garage East/Station East Development Team	
Architect	Pelli Clarke Pelli Architects 322 8 th Avenue 11 th Floor New York, NY 10001 Contact: Rafael Pelli, Tobias Hahne Tel: (212) 417-9496
Structural Engineer	Magnusson Klemencic Associates 1301 Fifth Avenue, Suite 3200 Seattle, WA 98101 Contact: Ron Klemencic, Peter Somers Tel: (206) 292-1200 WSP/Parsons Brinckerhoff 75 Arlington Street Boston, MA 02116 Contact: Mohammad Haidar Tel: (617) 348-2950
MEP Engineer	Bard, Rao + Athanas Consulting Engineers 10 Guest Street, 4 th Floor Boston, MA 02135 Contact: Allan Ames, Kenneth Moore Tel: (617) 254-0016
Station West Development Team	
Architect	Arrowstreet, Inc. 10 Post Office Square Boston, MA 02109 Contacts: Jim Batchelor, Claes Andreasen Tel: (617) 623-5555
Structural Engineer	McNamara Salvia 160 Federal Street, 5 th Floor Boston, MA 02110 Contact: Adam McCarthy Tel: (617) 737-0040
MEP Engineer	AHA Consulting Engineers, Inc. 700 Technology Square, Suite 402 Cambridge, MA 02139 Contact: Dan Campia Tel: (781) 372-3000

EXHIBIT E-1

Plan Showing Air Rights Development Parcels

[see attached]

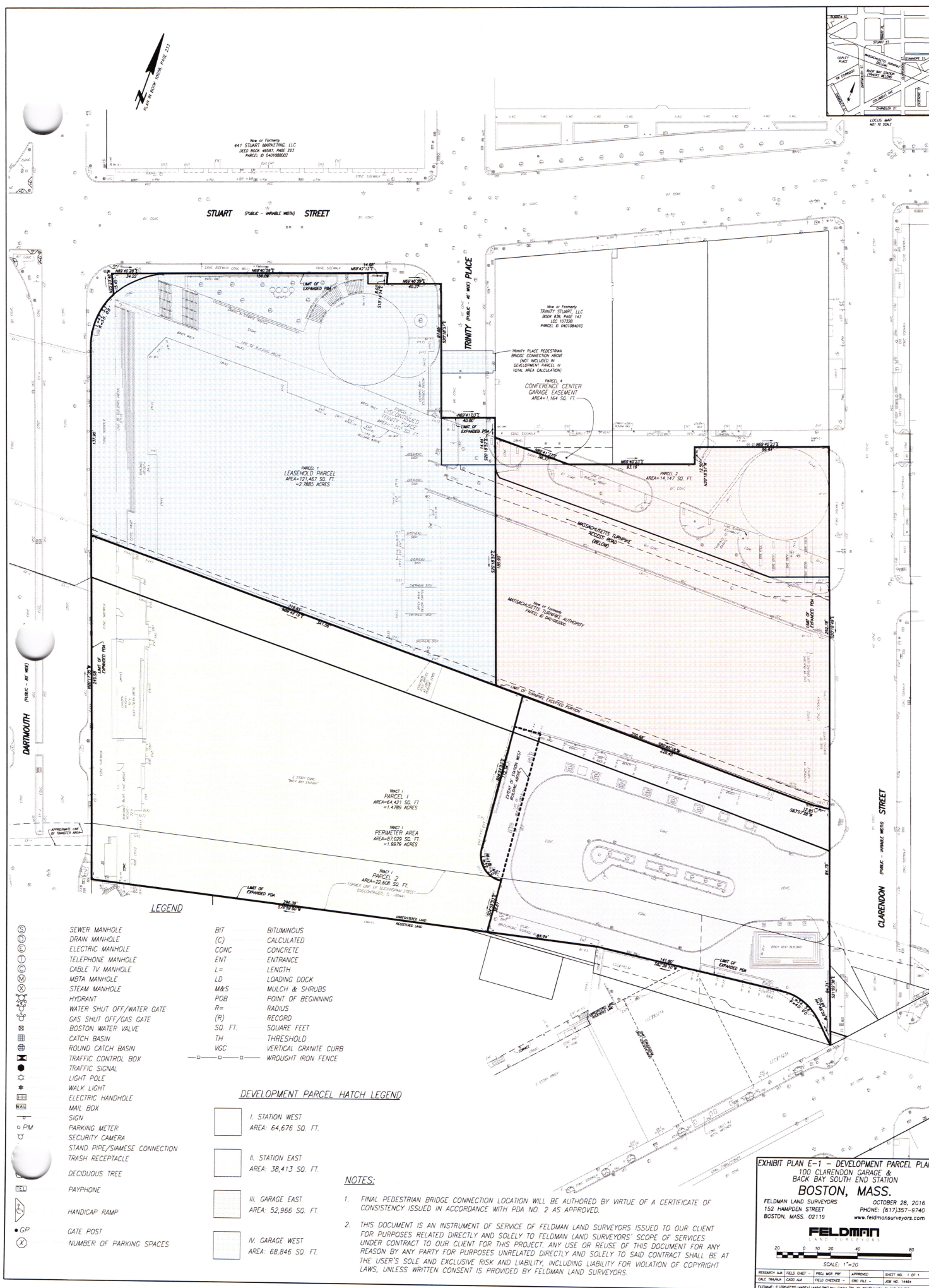


EXHIBIT E-2

Legal Description of Garage West Redevelopment Parcel

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EASTERLY SIDELINE OF DARTMOUTH STREET, SAID POINT BEING N 20°17'35" W, A DISTANCE OF 654.84 FEET FROM THE INTERSECTION OF SAID DARTMOUTH STREET AND THE NORTHWESTERLY SIDELINE OF COLUMBUS AVENUE;

THENCE RUNNING N 20°17'35" W ALONG SAID DARTMOUTH STREET, A DISTANCE OF 137.90 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 50.00 FEET, WITH A LENGTH OF 42.53 FEET TO A POINT OF NON-TANGENCY;

THENCE TURNING AND RUNNING N 25°23'48" W, A DISTANCE OF 15.45 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'28" E, A DISTANCE OF 34.22 FEET TO A POINT;

THENCE TURNING AND RUNNING ALONG THE SOUTHERN SIDELINE OF STUART STREET N 69°40'59" E, A DISTANCE OF 156.09 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°42'12" E, A DISTANCE OF 14.68 FEET TO A POINT;

THENCE TURNING AND RUNNING S 15°14'14" E, A DISTANCE OF 8.03 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'59" E, A DISTANCE OF 40.27 FEET TO A POINT;

THENCE TURNING AND RUNNING ALONG THE WESTERN SIDELINE OF TRINITY PLACE S 20°18'57" E, A DISTANCE OF 97.65 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°41'03" E, A DISTANCE OF 40.00 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°18'57" E, A DISTANCE OF 195.34 FEET TO A POINT;

THENCE TURNING AND RUNNING S 89°49'19" W A DISTANCE OF 319.83 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 68,846 SQUARE FEET.

Trinity Street Pedestrian Bridge Connection

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY SIDELINE OF TRINITY PLACE, SAID POINT BEING S 20°18'57" E, A DISTANCE OF 49.00 FEET FROM THE INTERSECTION OF SAID TRINITY PLACE AND THE SOUTHERLY SIDELINE OF STUART STREET;

THENCE TURNING AND RUNNING N 69°40'59" E, A DISTANCE OF 38.47 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°19'01" E, A DISTANCE OF 1.96 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'59" E, A DISTANCE OF 2.00 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°19'01" E, A DISTANCE OF 12.63 FEET TO A POINT;

THENCE TURNING AND RUNNING S 69°40'59" W, A DISTANCE OF 2.00 FEET TO A POINT;

THENCE TURNING AND RUNNING S 20°19'01" E, A DISTANCE OF 1.75 FEET TO A POINT;

THENCE TURNING AND RUNNING S 69°40'59" W, A DISTANCE OF 38.47 FEET TO A POINT;

THENCE TURNING AND RUNNING N 20°18'57" W A DISTANCE OF 16.33 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 654 SQUARE FEET.

EXHIBIT E-3

Legal Description of Garage East Redevelopment Parcel

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY SIDELINE OF CLARENDON STREET, SAID POINT BEING S 20°18'49" E, A DISTANCE OF 157.61 FEET FROM THE INTERSECTION OF SAID CLARENDON STREET AND THE SOUTHERLY SIDELINE OF STUART STREET;

THENCE RUNNING S 20°18'49" E ALONG SAID CLARENDON STREET, A DISTANCE OF 262.78 FEET TO A POINT;

THENCE TURNING AND RUNNING S 83°07'28" W, A DISTANCE OF 12.95 FEET TO A POINT;

THENCE TURNING AND RUNNING S 89°49'19" W, A DISTANCE OF 250.68 FEET TO A POINT;

THENCE TURNING AND RUNNING N 20°18'57" W, A DISTANCE OF 180.90 FEET TO A POINT;

THENCE TURNING AND RUNNING N 89°41'37" E, A DISTANCE OF 58.37 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'23" E, A DISTANCE OF 93.19 FEET TO A POINT;

THENCE TURNING AND RUNNING N 20°18'57" W, A DISTANCE OF 12.50 FEET TO A POINT;

THENCE TURNING AND RUNNING N 69°40'23" E, A DISTANCE OF 99.94 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 52,966 SQUARE FEET.

EXHIBIT E-4

Legal Description of Station East Redevelopment Parcel

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY SIDELINE OF CLARENDON STREET, SAID POINT BEING S 20°18'49" E, A DISTANCE OF 420.39 FEET FROM THE INTERSECTION OF SAID CLARENDON STREET AND THE SOUTHERLY SIDELINE OF STUART STREET;

THENCE RUNNING S 20°18'49" E ALONG SAID CLARENDON STREET, A DISTANCE OF 84.76 FEET TO A POINT;

THENCE TURNING AND RUNNING ALONG SAID CLARENDON STREET S 21°02'38" E, A DISTANCE OF 84.71 FEET TO A POINT;

THENCE TURNING AND RUNNING N 47°48'50" W, A DISTANCE OF 20.89 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 40.00 FEET, WITH A LENGTH OF 34.58 FEET TO A POINT OF TANGENCY;

THENCE RUNNING S 82°39'10" W, A DISTANCE OF 141.80 FEET TO A POINT;

THENCE TURNING AND RUNNING S 76°59'00" W, A DISTANCE OF 81.74 FEET TO A POINT;

THENCE TURNING AND RUNNING N 04°55'53" W, A DISTANCE OF 38.61 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 18.43 FEET, WITH A LENGTH OF 32.30 FEET TO A POINT OF TANGENCY;

THENCE RUNNING N 04°51'53" W, A DISTANCE OF 112.34 FEET TO A POINT;

THENCE TURNING AND RUNNING N 89°49'19" E, A DISTANCE OF 229.45 FEET TO A POINT;

THENCE TURNING AND RUNNING N 83°07'28" E, A DISTANCE OF 12.95 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 38,413 SQUARE FEET.

EXHIBIT E-5

Legal Description of Station West Redevelopment Parcel

A CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF BOSTON, COUNTY OF SUFFOLK AND THE COMMONWEALTH OF MASSACHUSETTS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EASTERLY SIDELINE OF DARTMOUTH STREET, SAID POINT BEING N 20°17'35" W, A DISTANCE OF 404.87 FEET FROM THE INTERSECTION OF SAID DARTMOUTH STREET AND THE NORTHWESTERLY SIDELINE OF COLUMBUS AVENUE;

THENCE RUNNING N 20°17'35" W ALONG SAID DARTMOUTH STREET, A DISTANCE OF 249.98 FEET TO A POINT OF TANGENCY;

THENCE TURNING AND RUNNING N 89°49'19" E, A DISTANCE OF 341.06 FEET TO A POINT;

THENCE TURNING AND RUNNING S 04°51'53" E, A DISTANCE OF 112.34 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 18.43 FEET, WITH A LENGTH OF 32.30 FEET TO A POINT OF NON-TANGENCY;

THENCE TURNING AND RUNNING S 04°55'53" E, A DISTANCE OF 38.61 FEET TO A POINT;

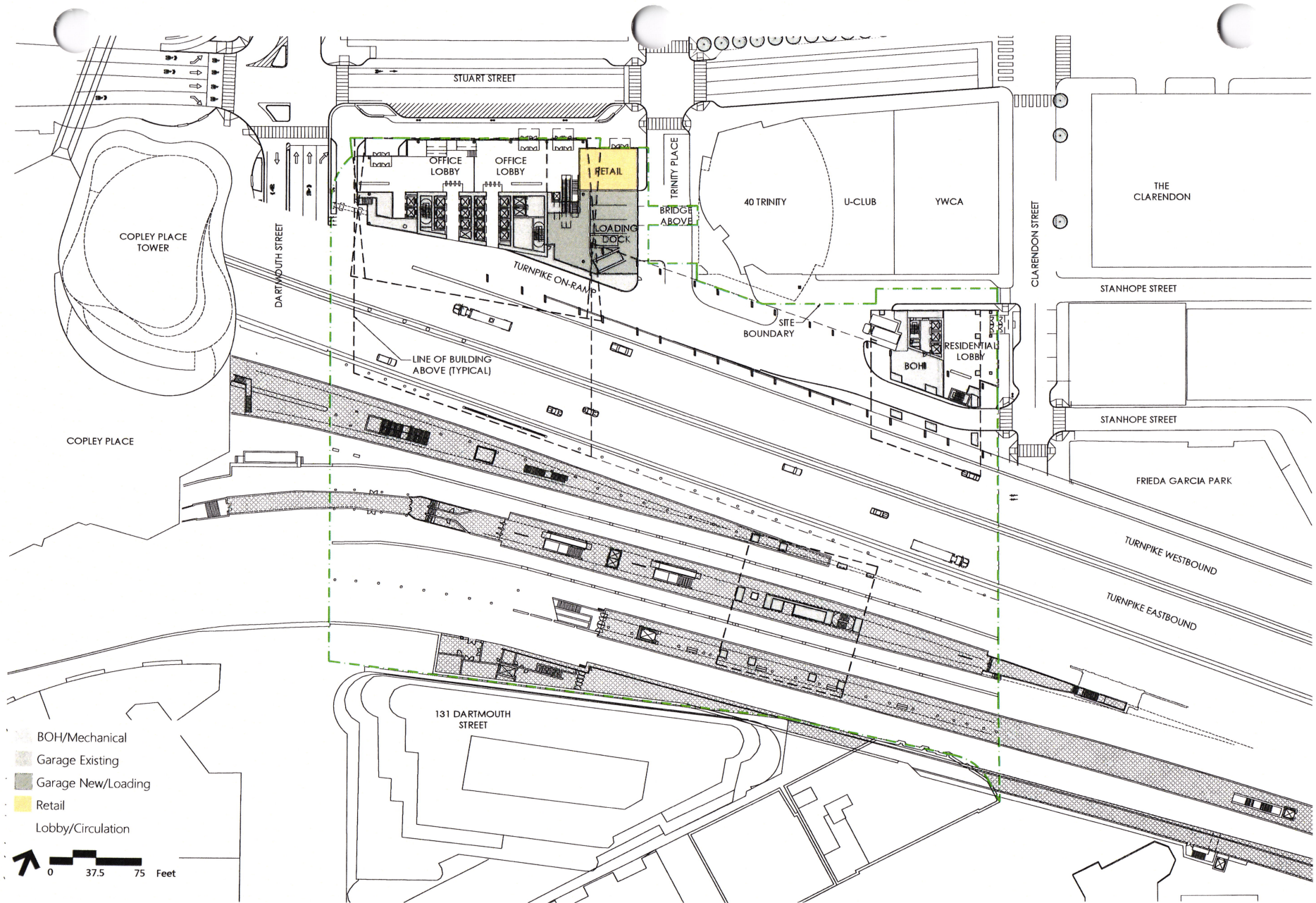
THENCE TURNING AND RUNNING S 76°59'00" W, A DISTANCE OF 296.39 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 64,676 SQUARE FEET.

EXHIBIT F

Project Plans

[see attached]



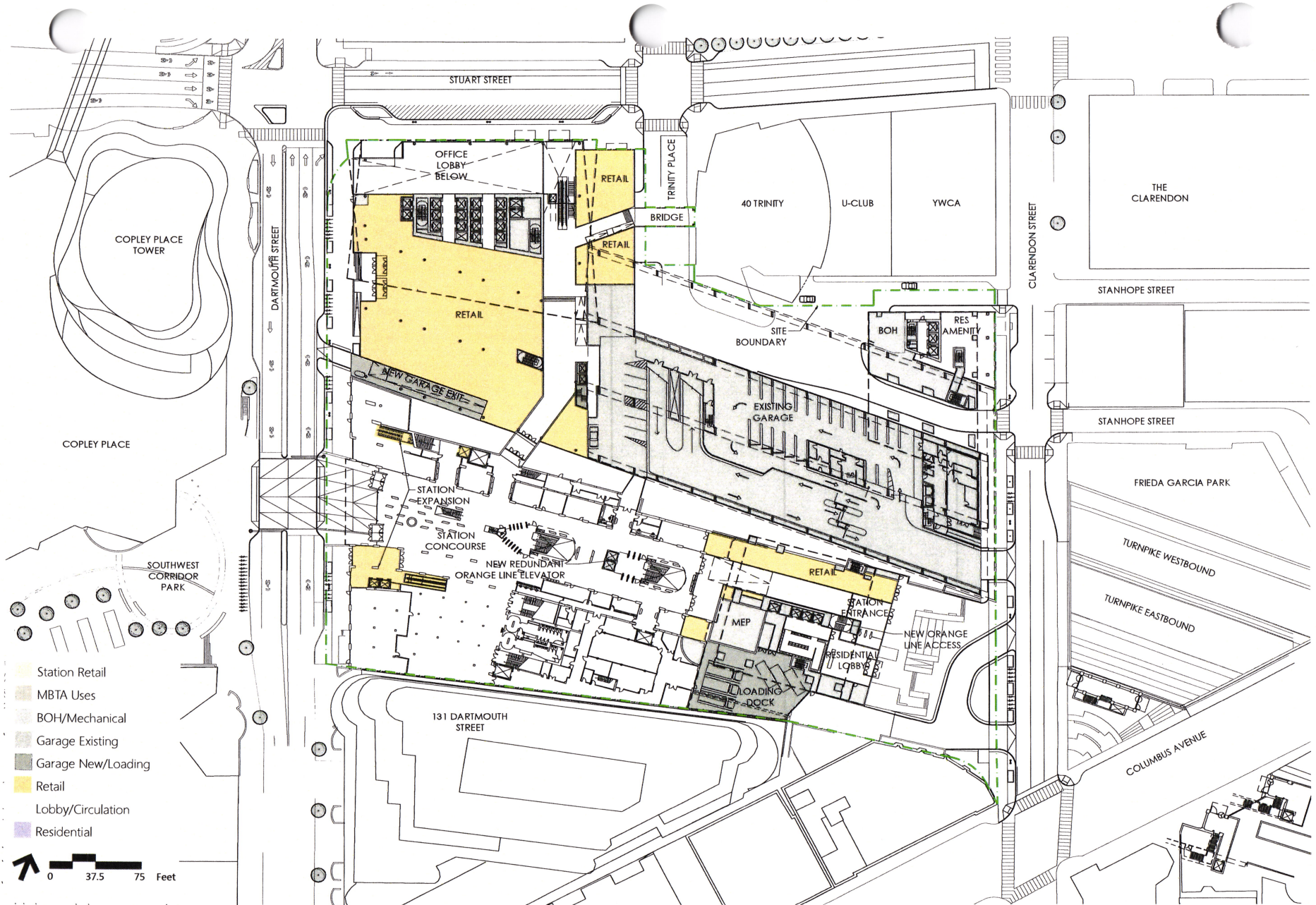
The Back Bay / South End Gateway Project

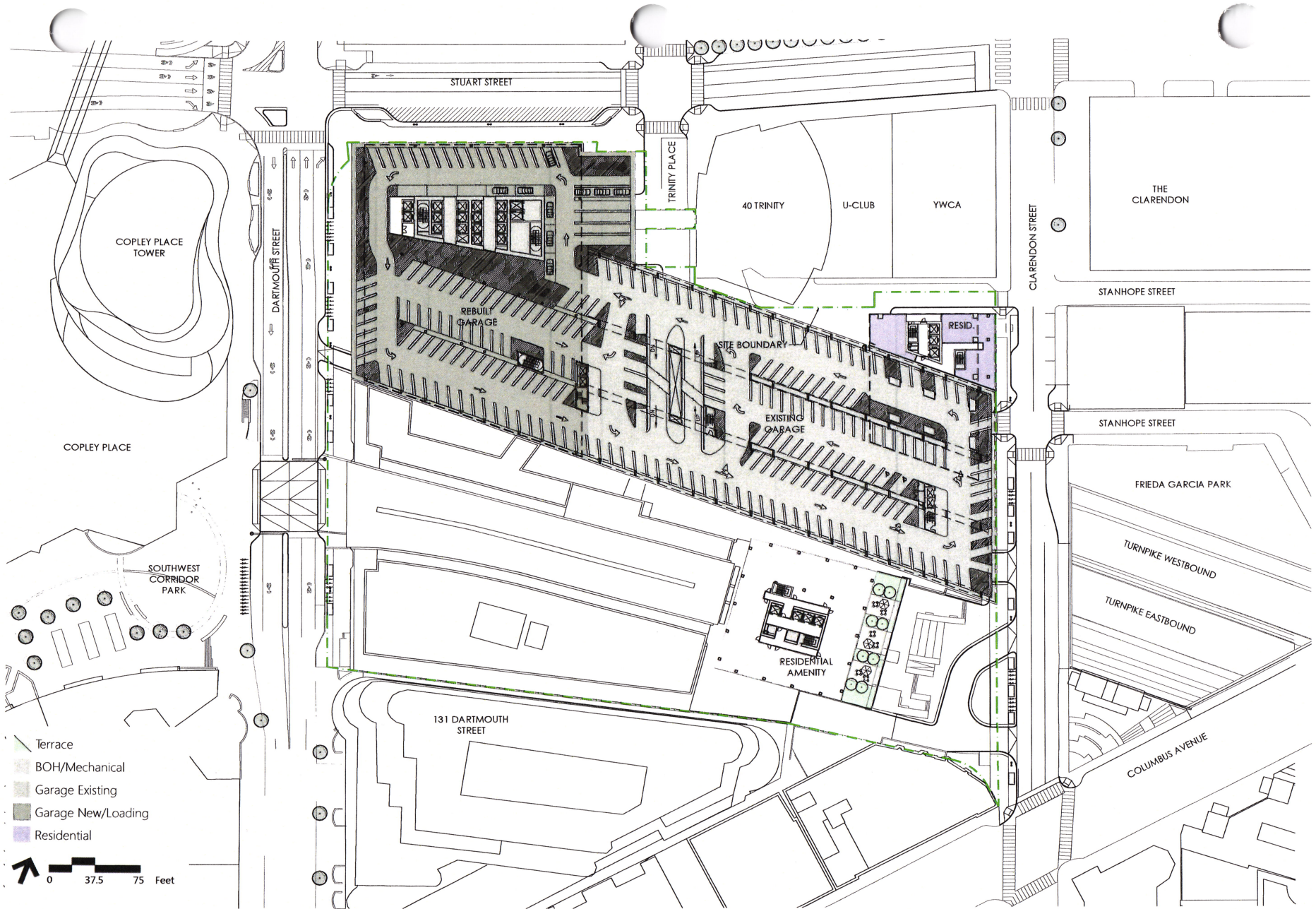
Exhibit F

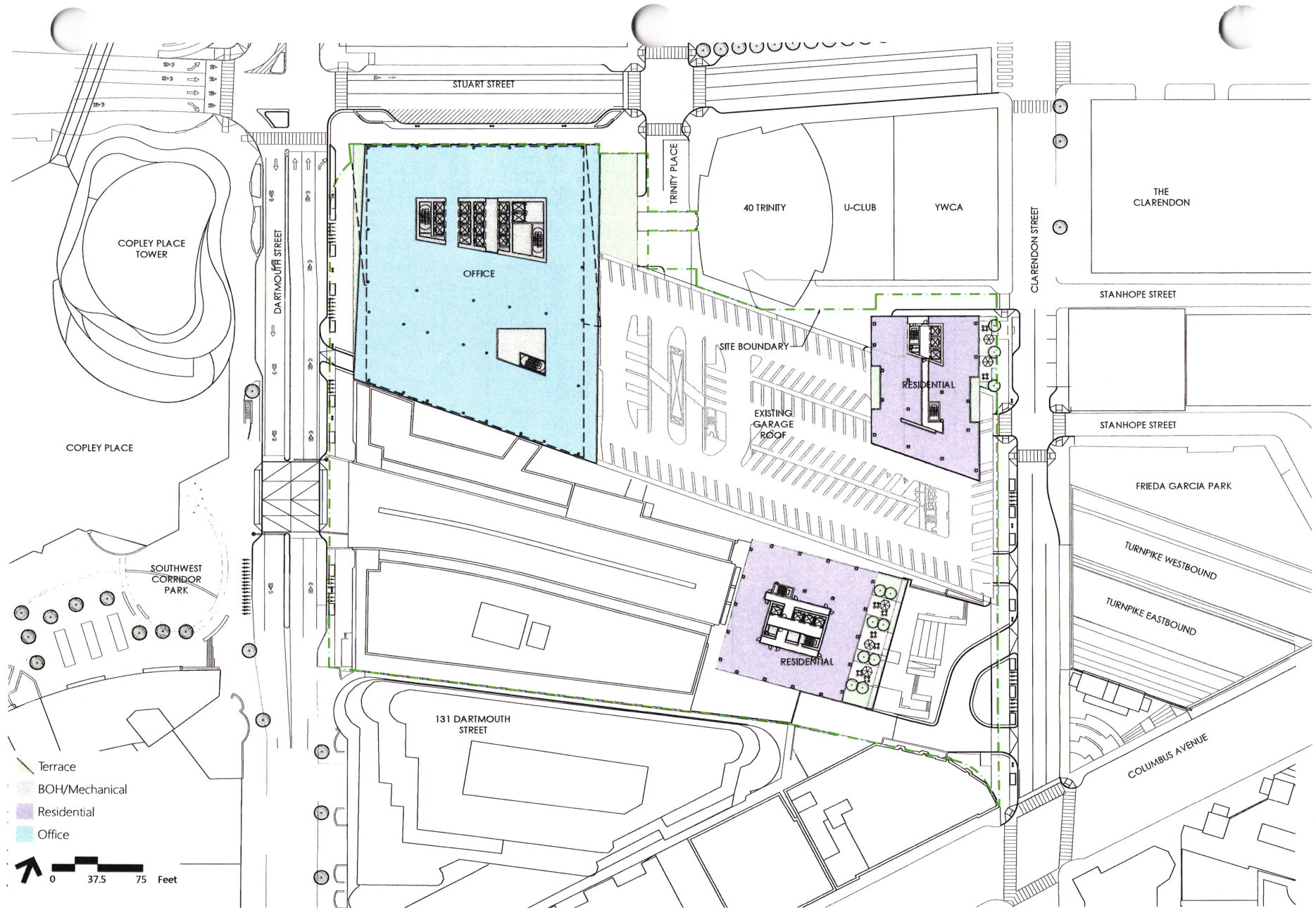
BOSTON PROPERTIES

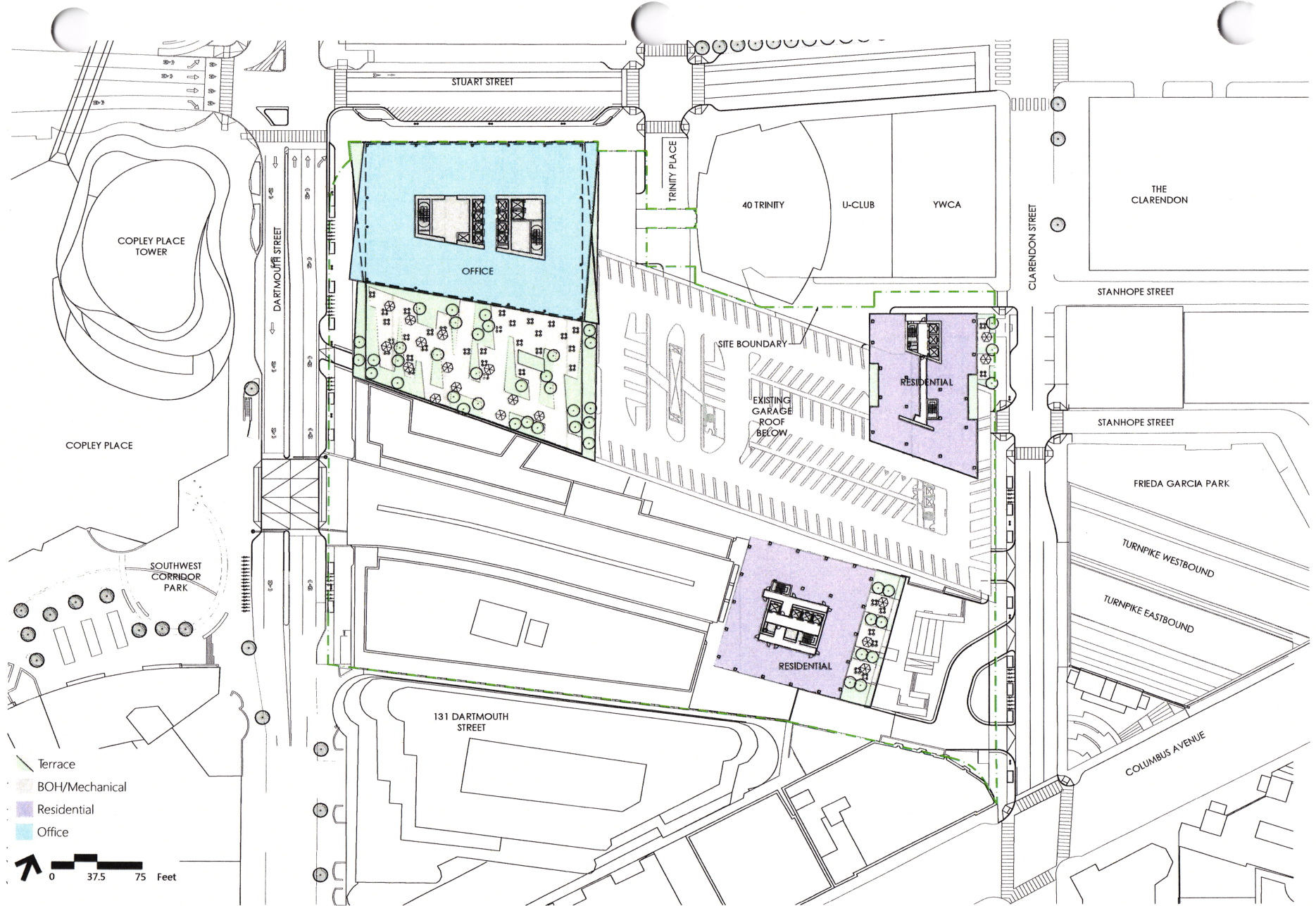
Overall Plan - Garage West Base Scheme
 GW: Stuart Street Level • GE: Clarendon Street Level • SE: Platform Level • SW: Platform Level

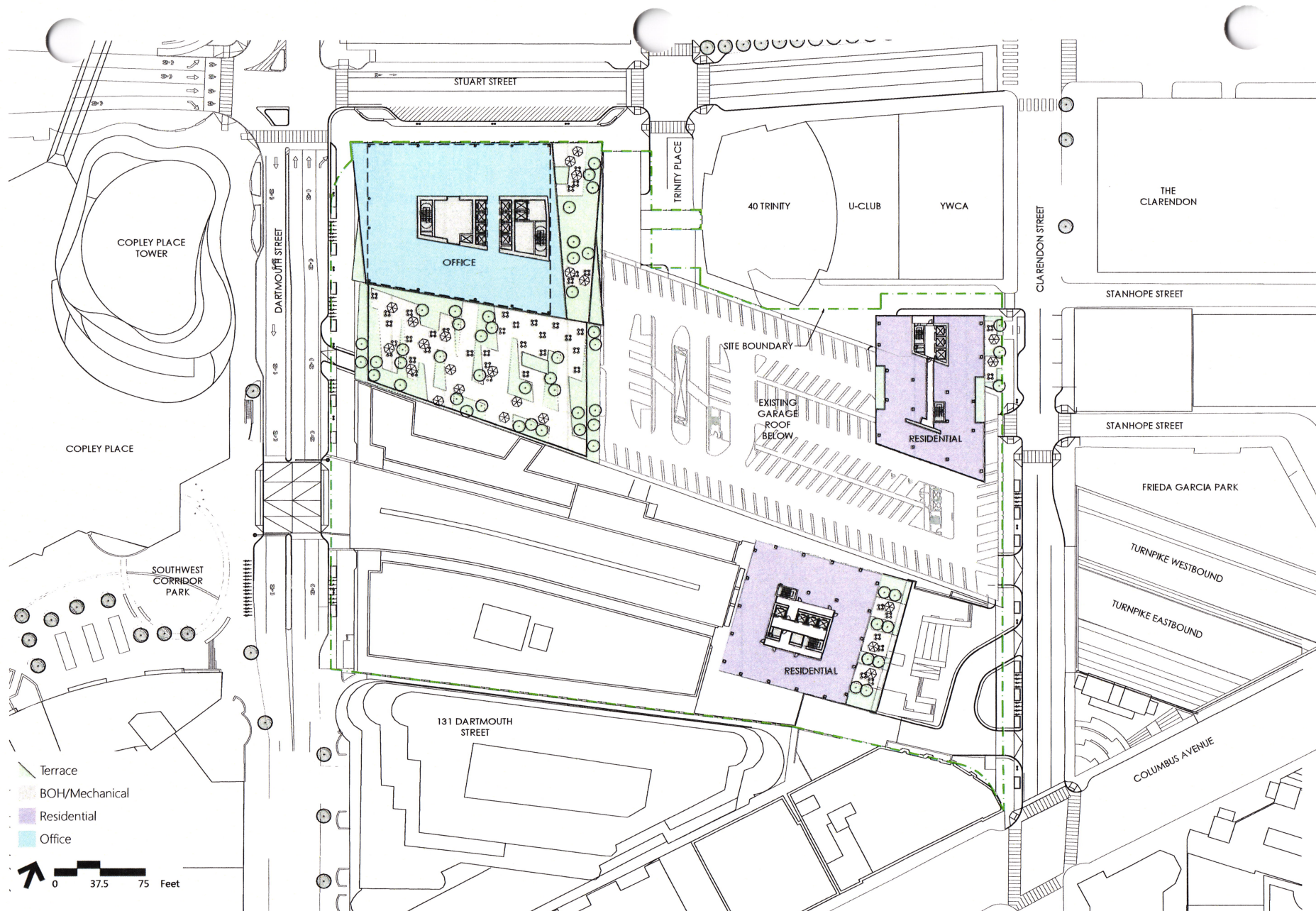
Pelli Clarke Pelli Architects

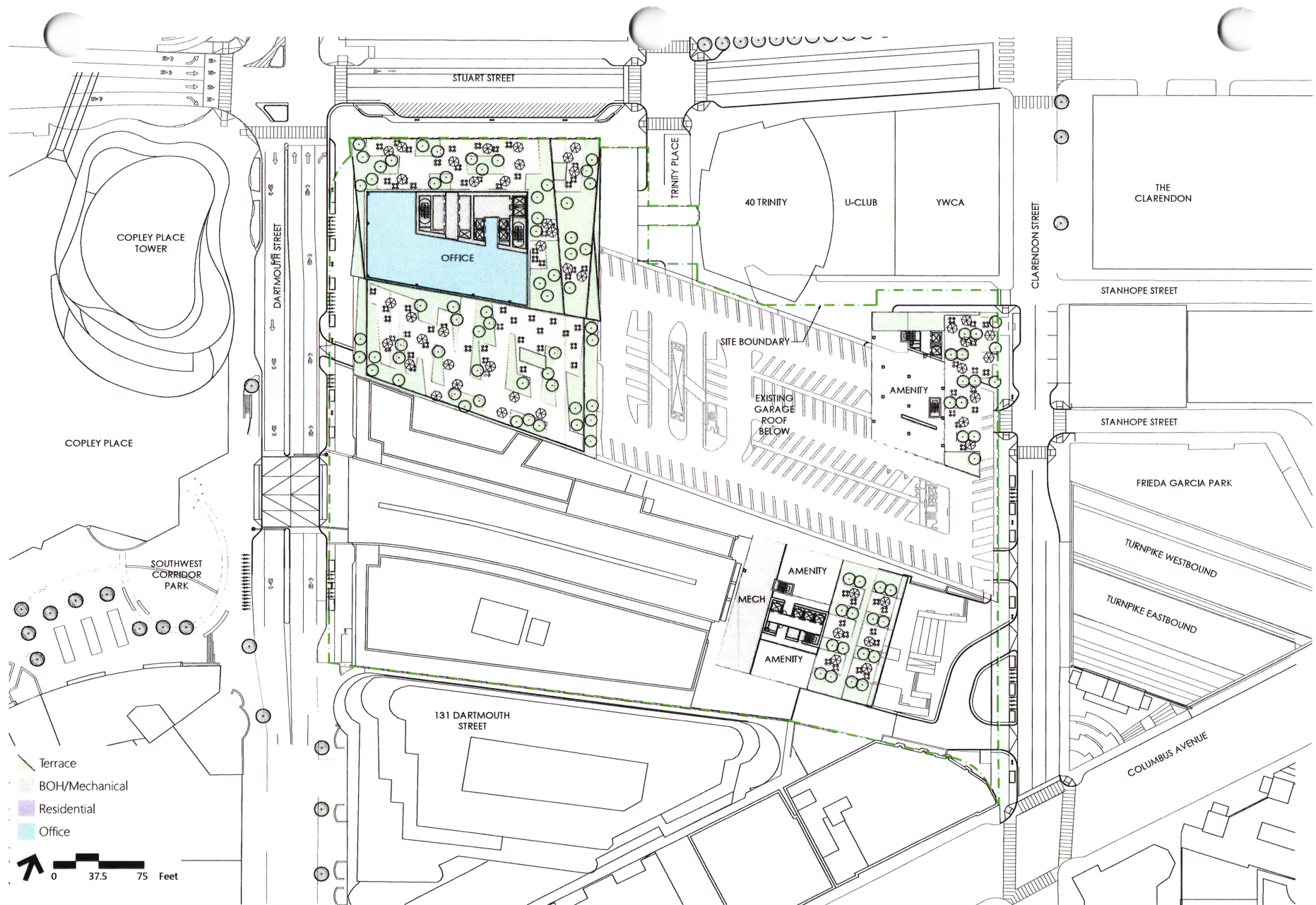


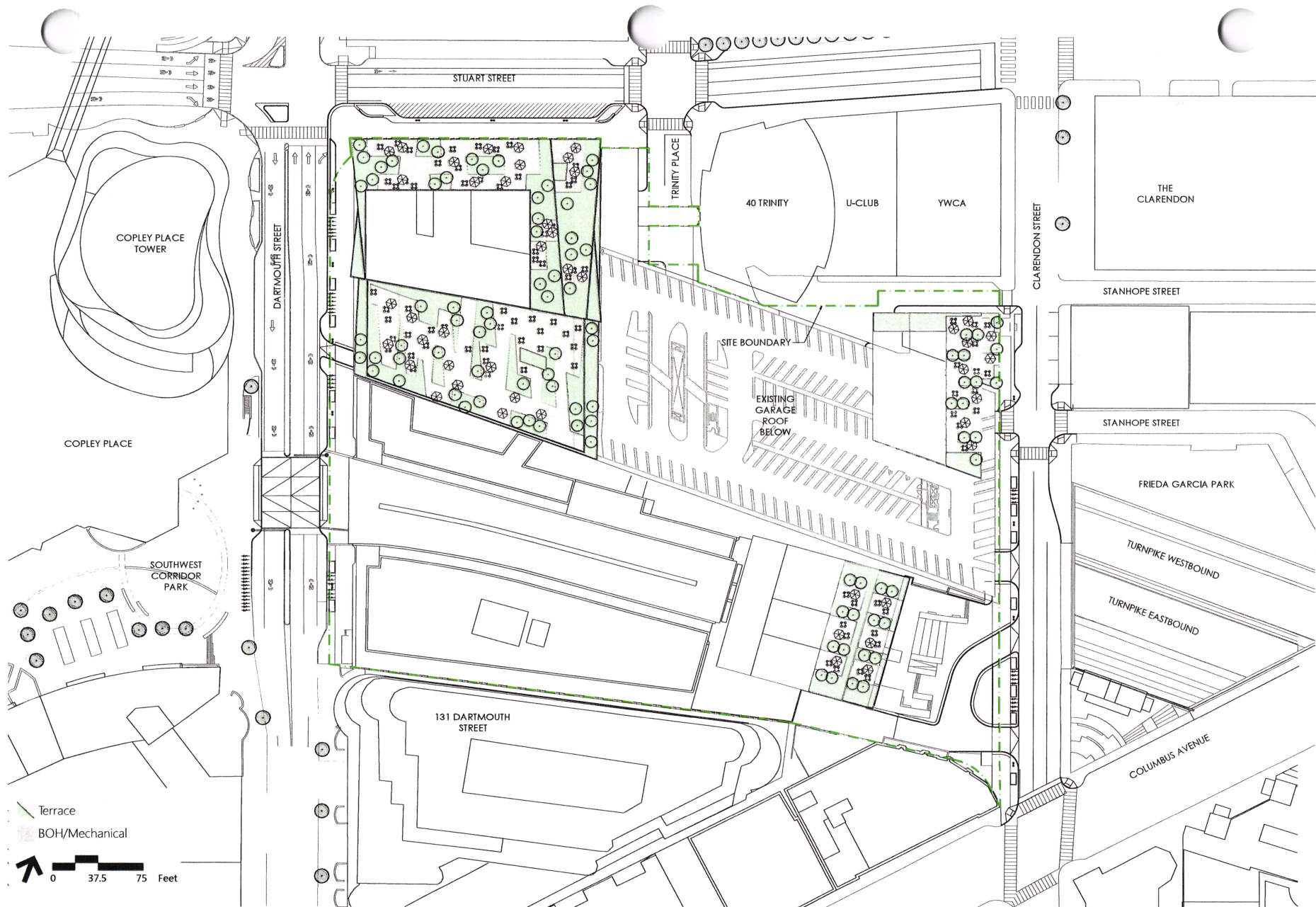


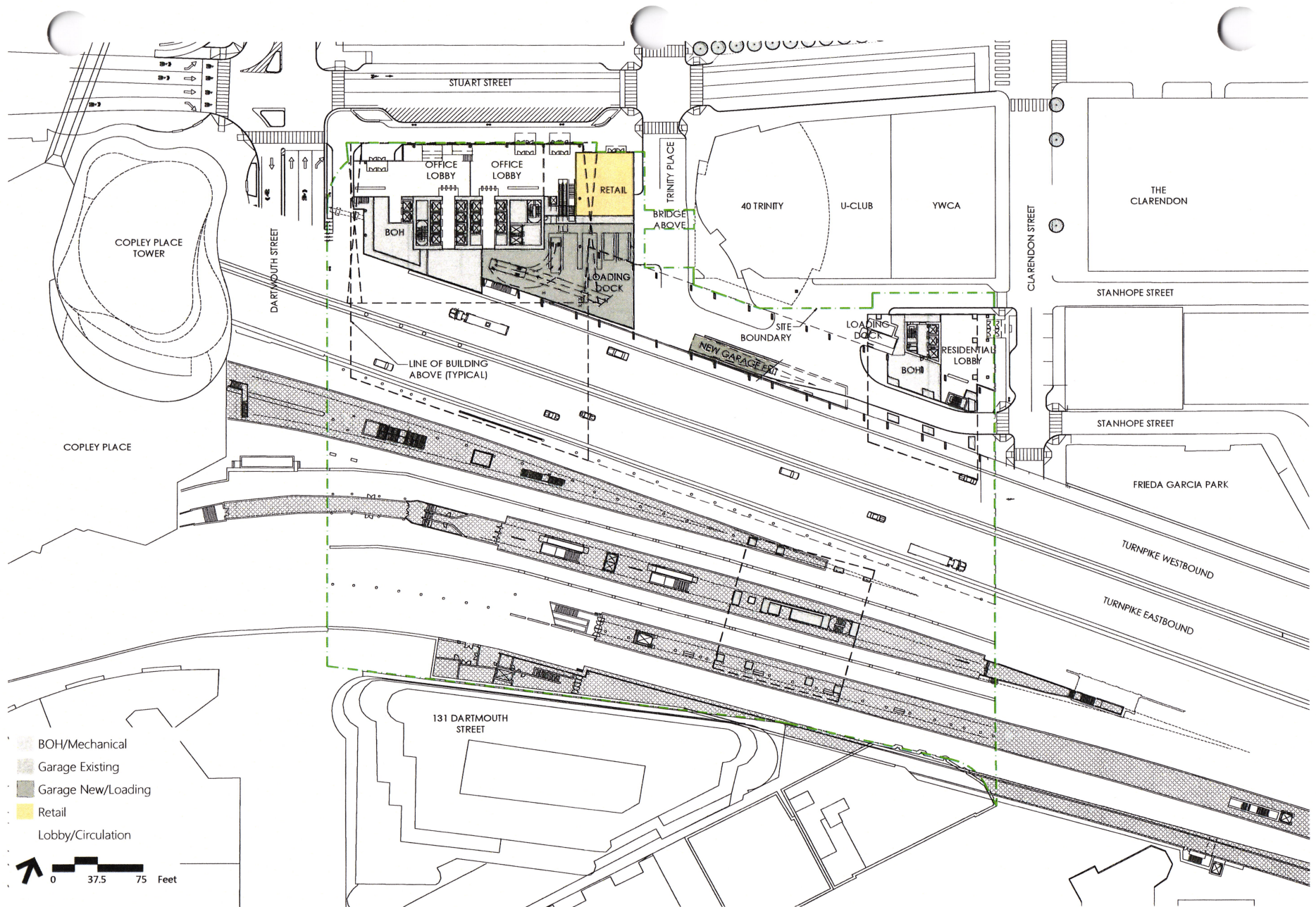


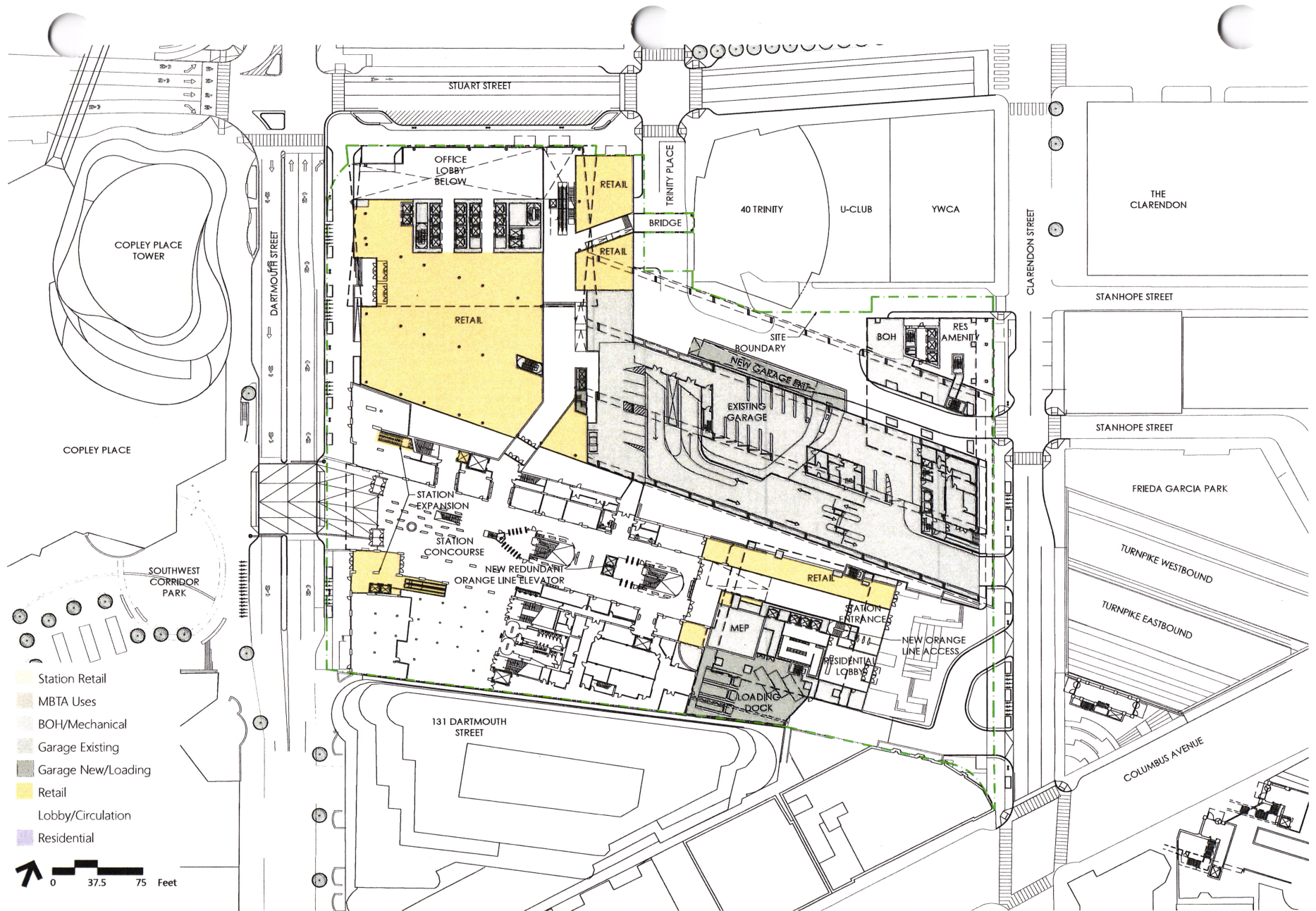


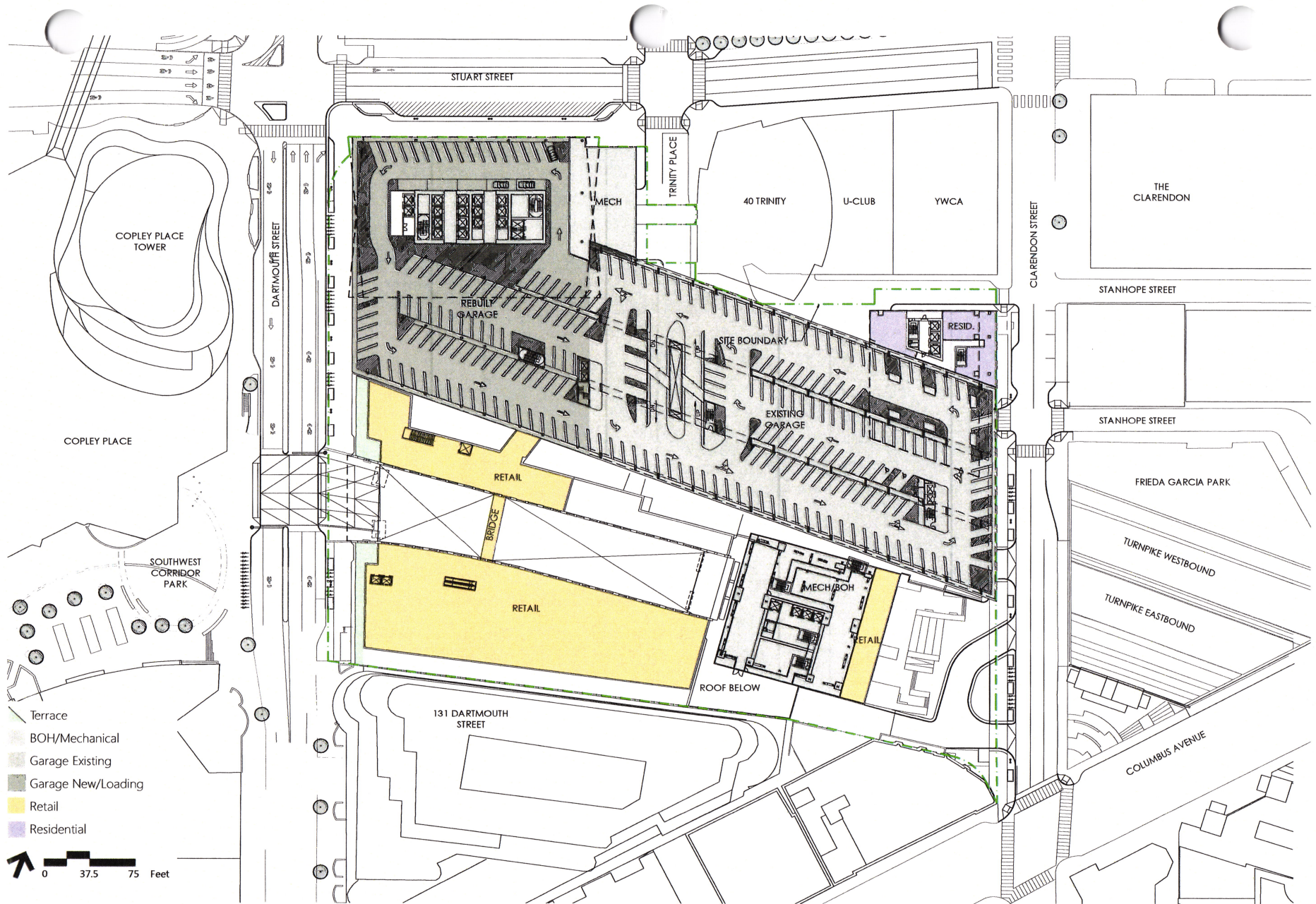


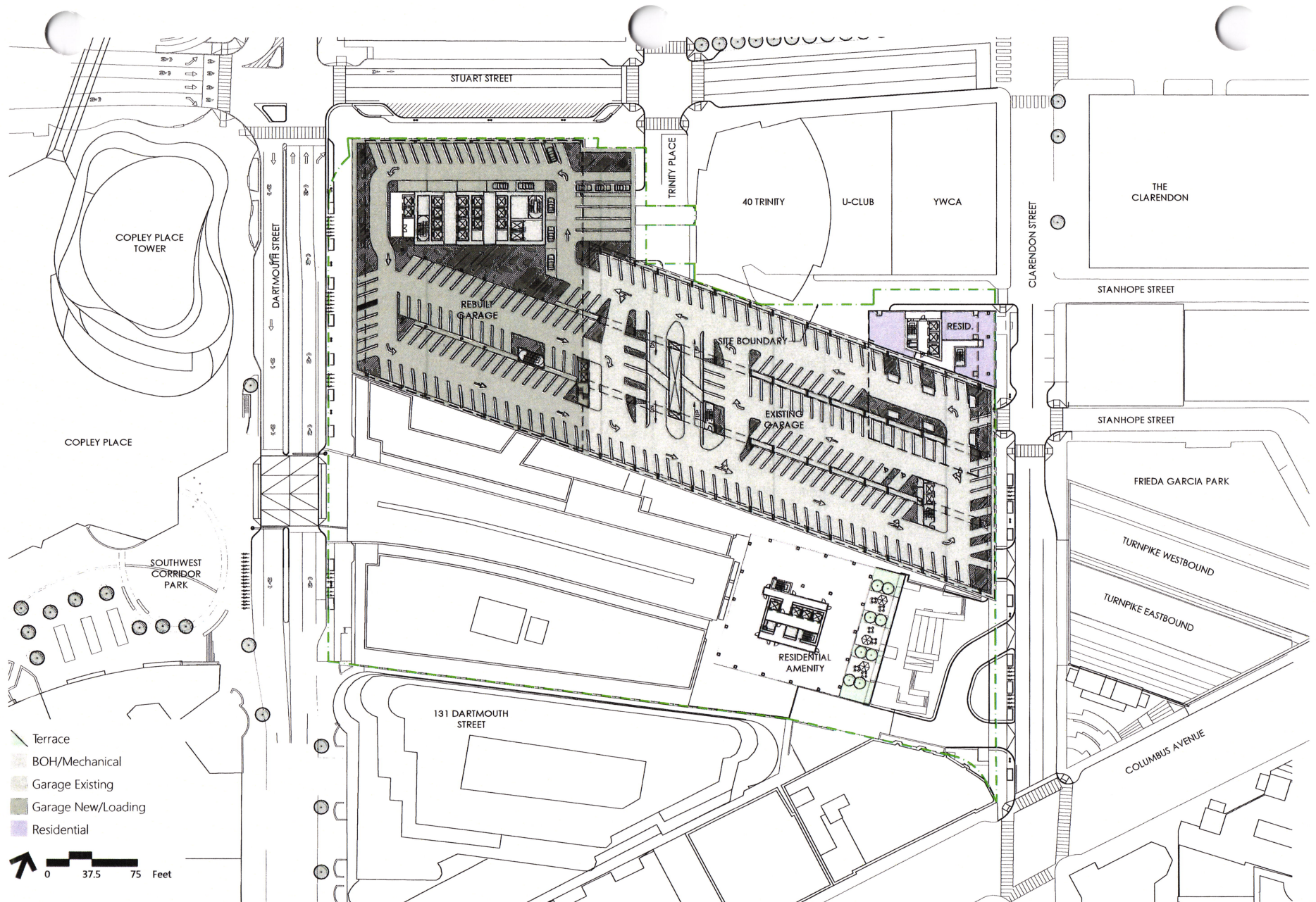


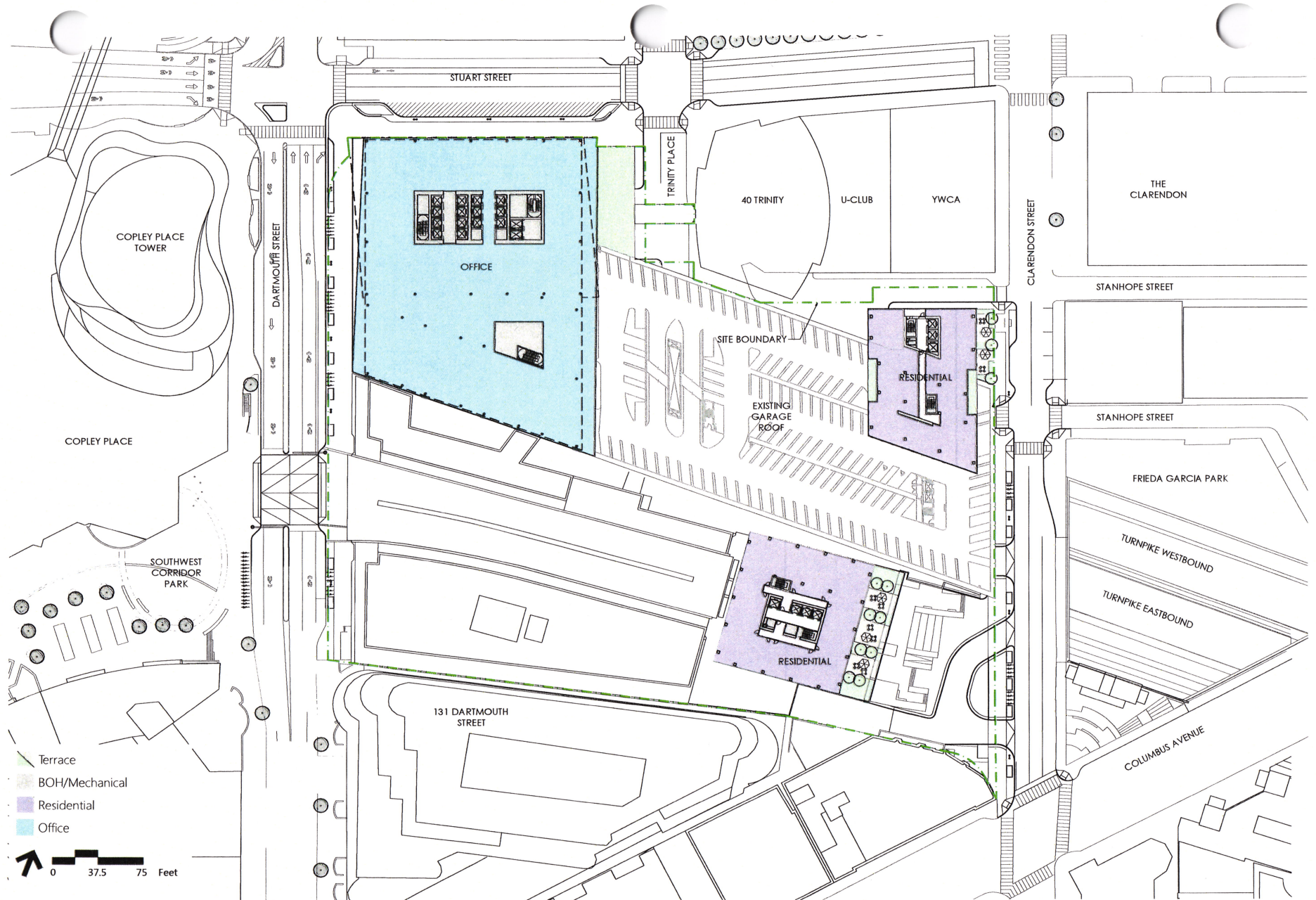


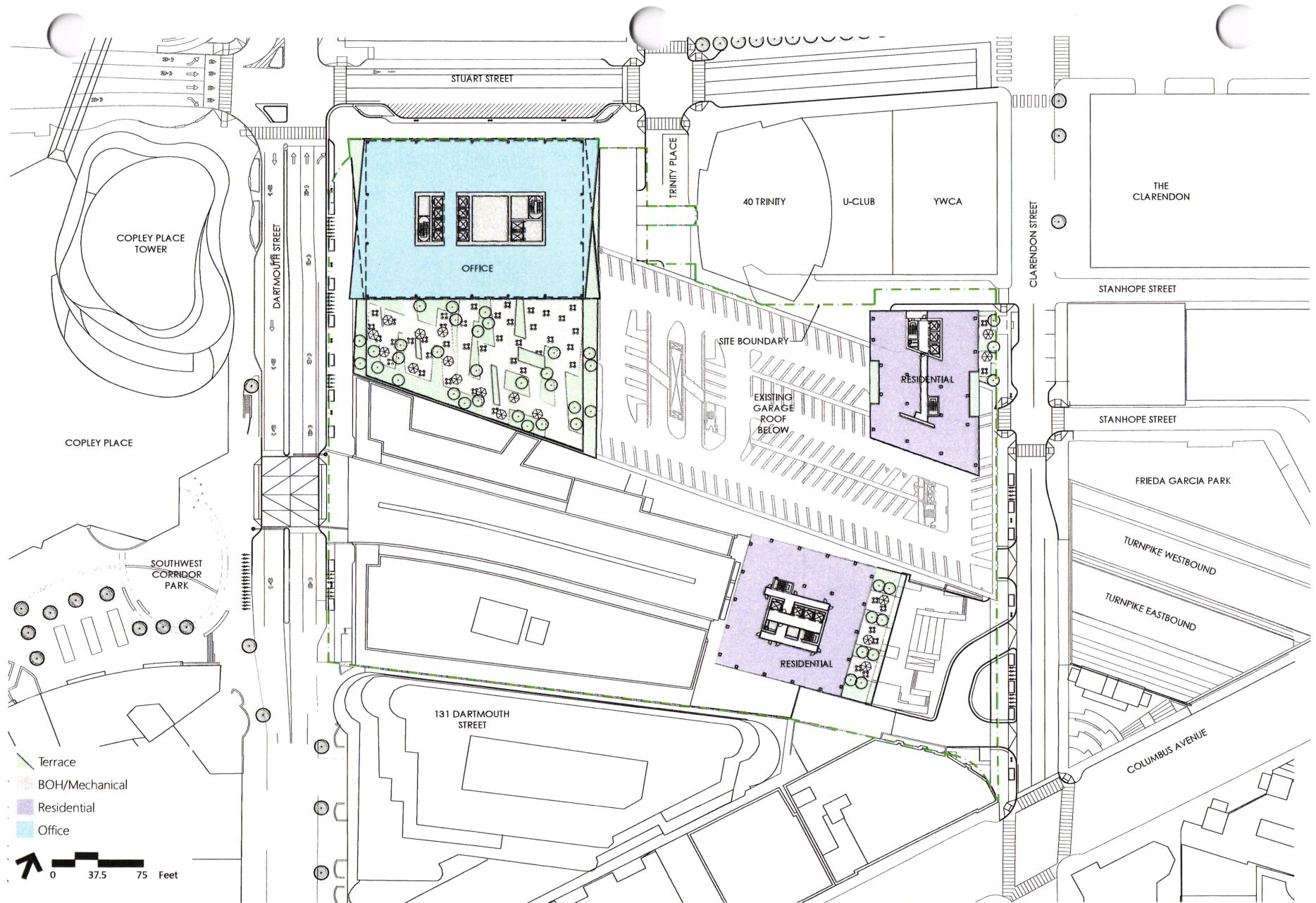


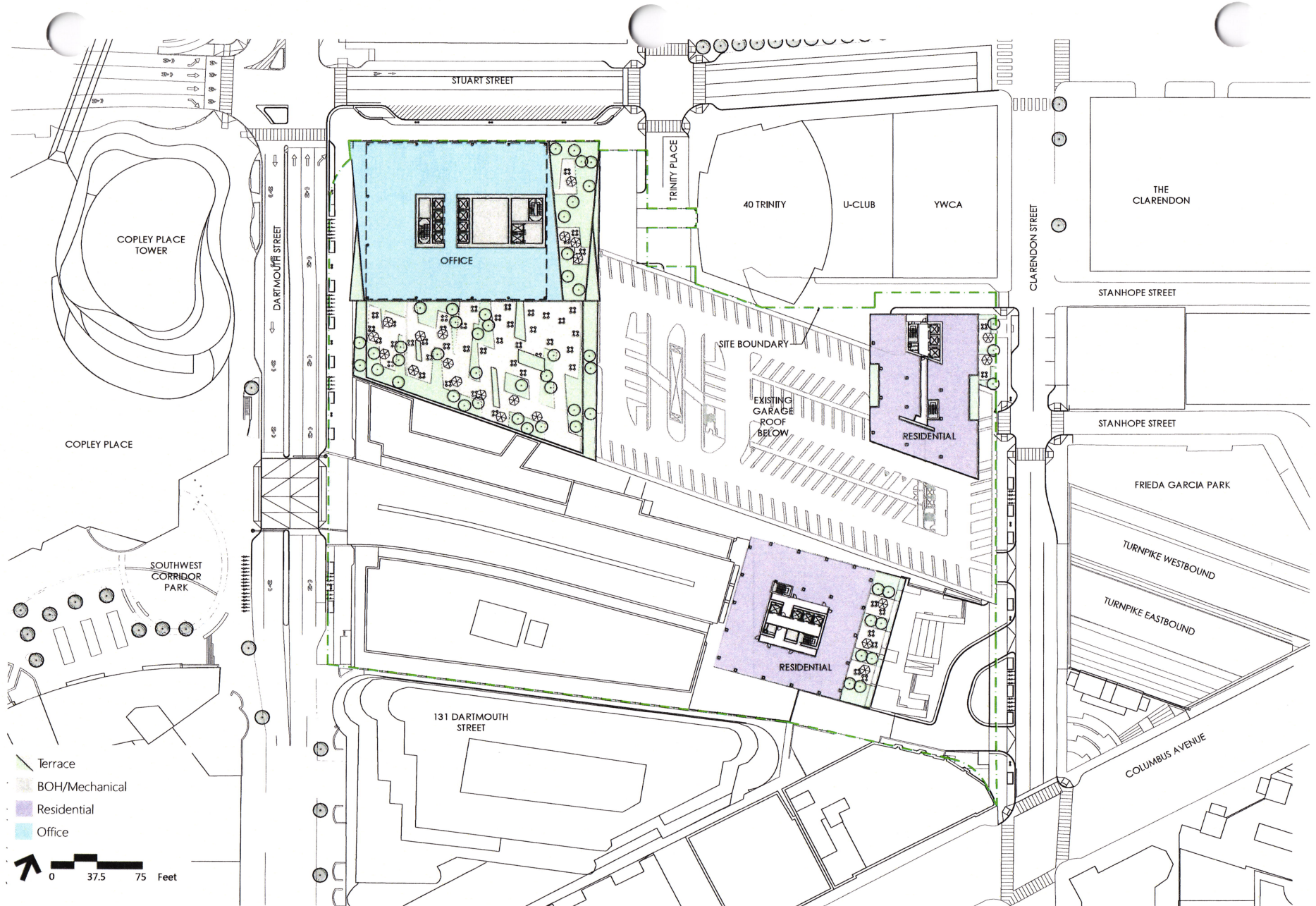


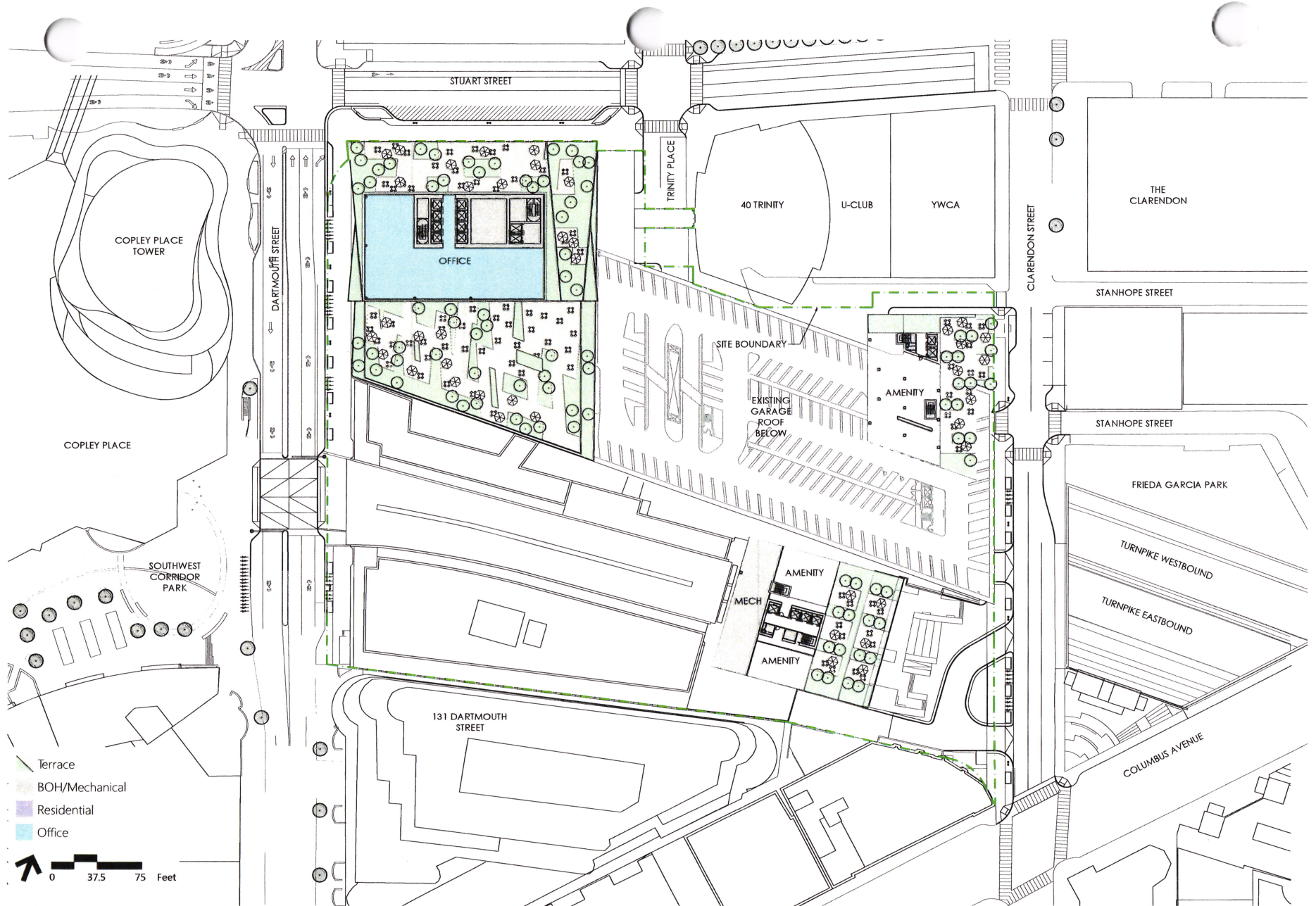


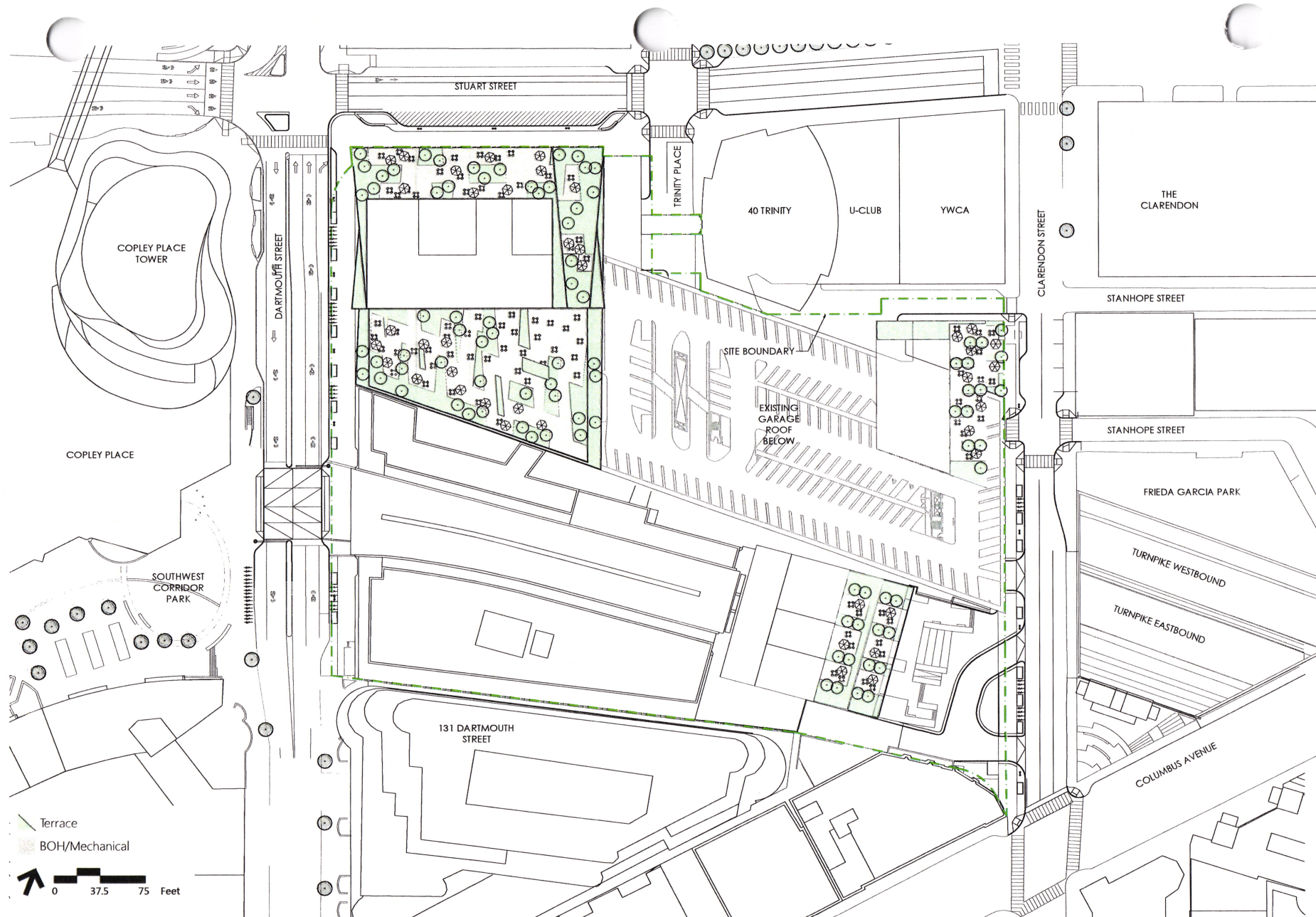


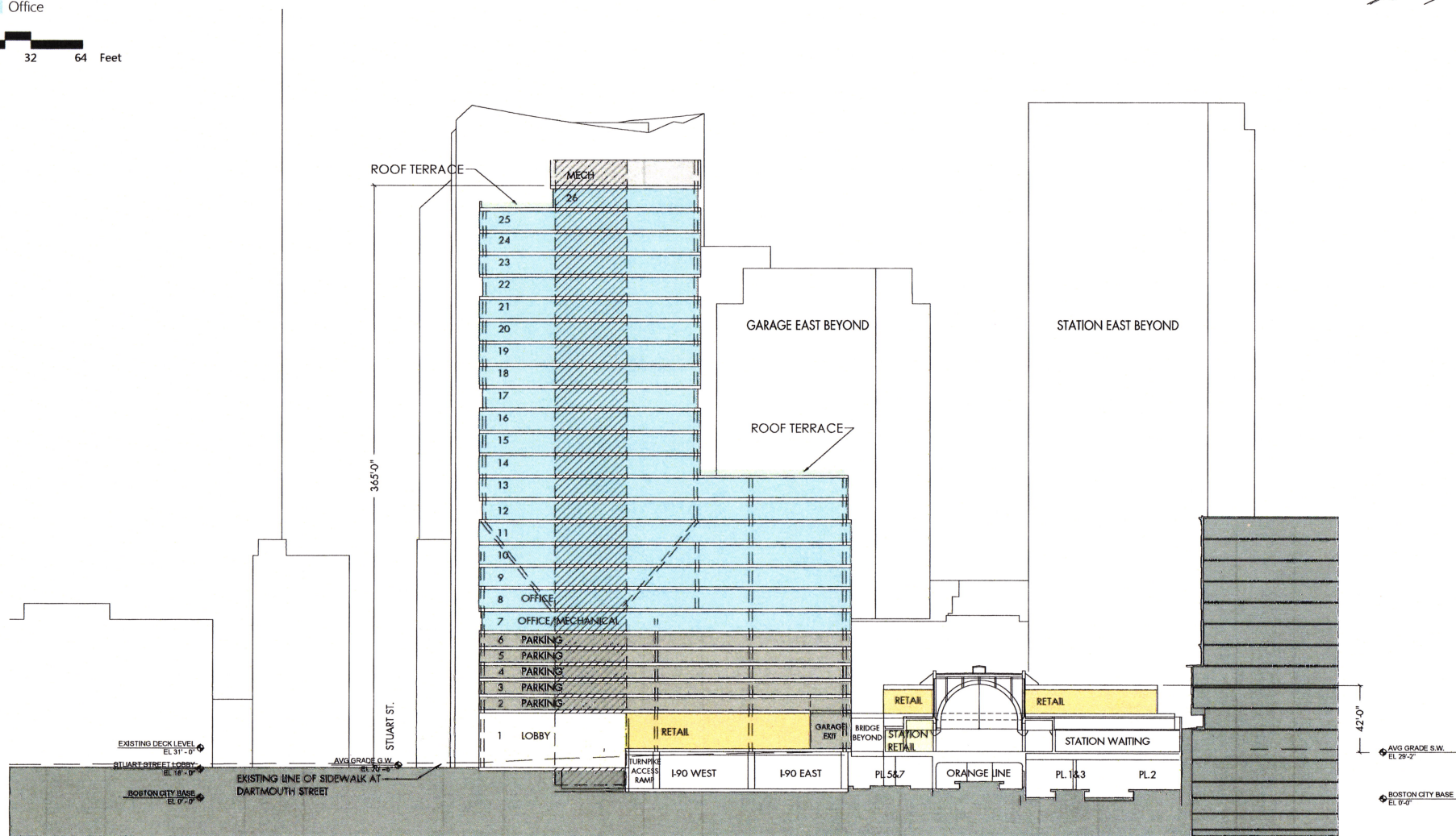
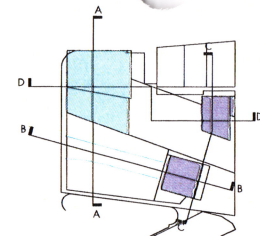
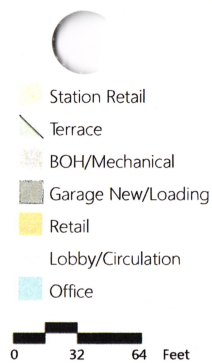


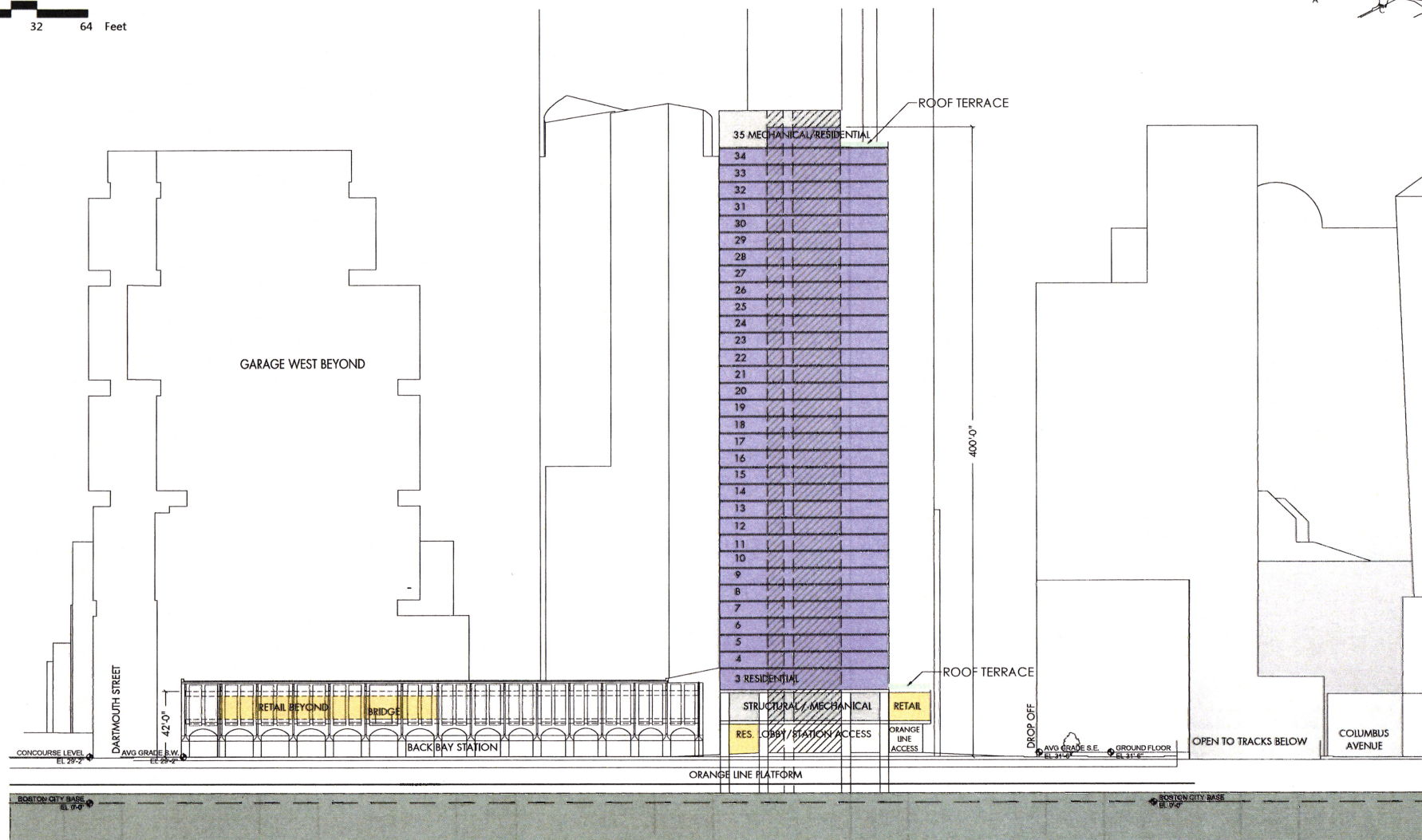
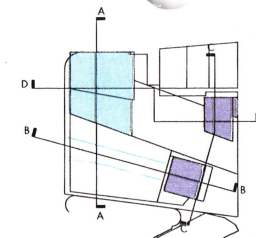
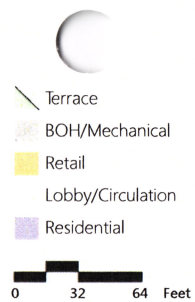


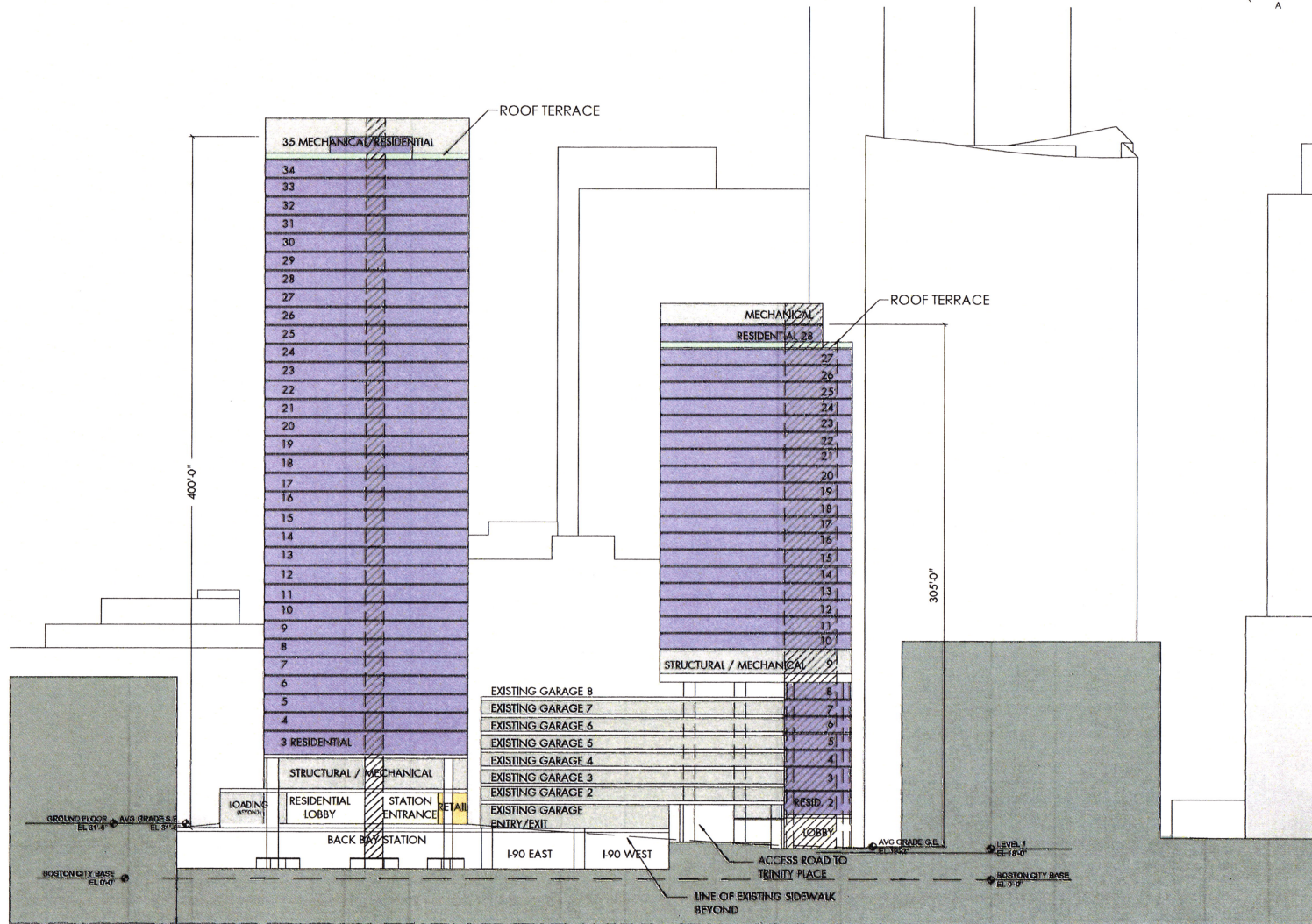
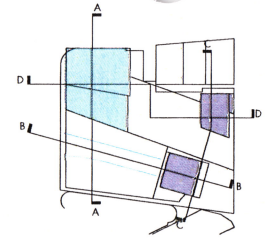


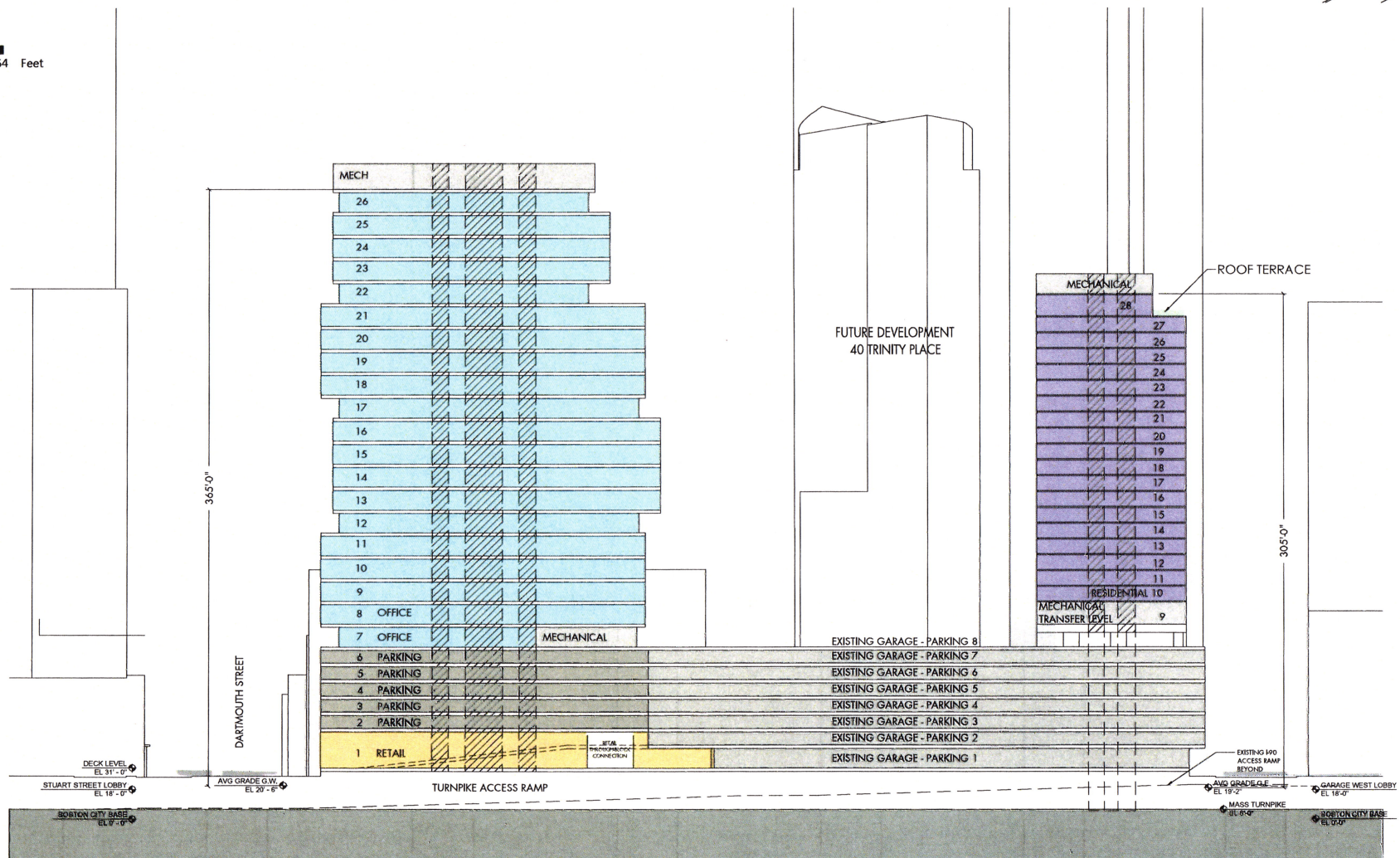
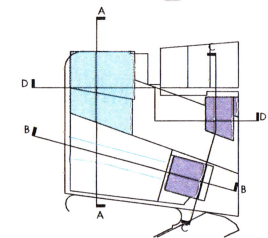


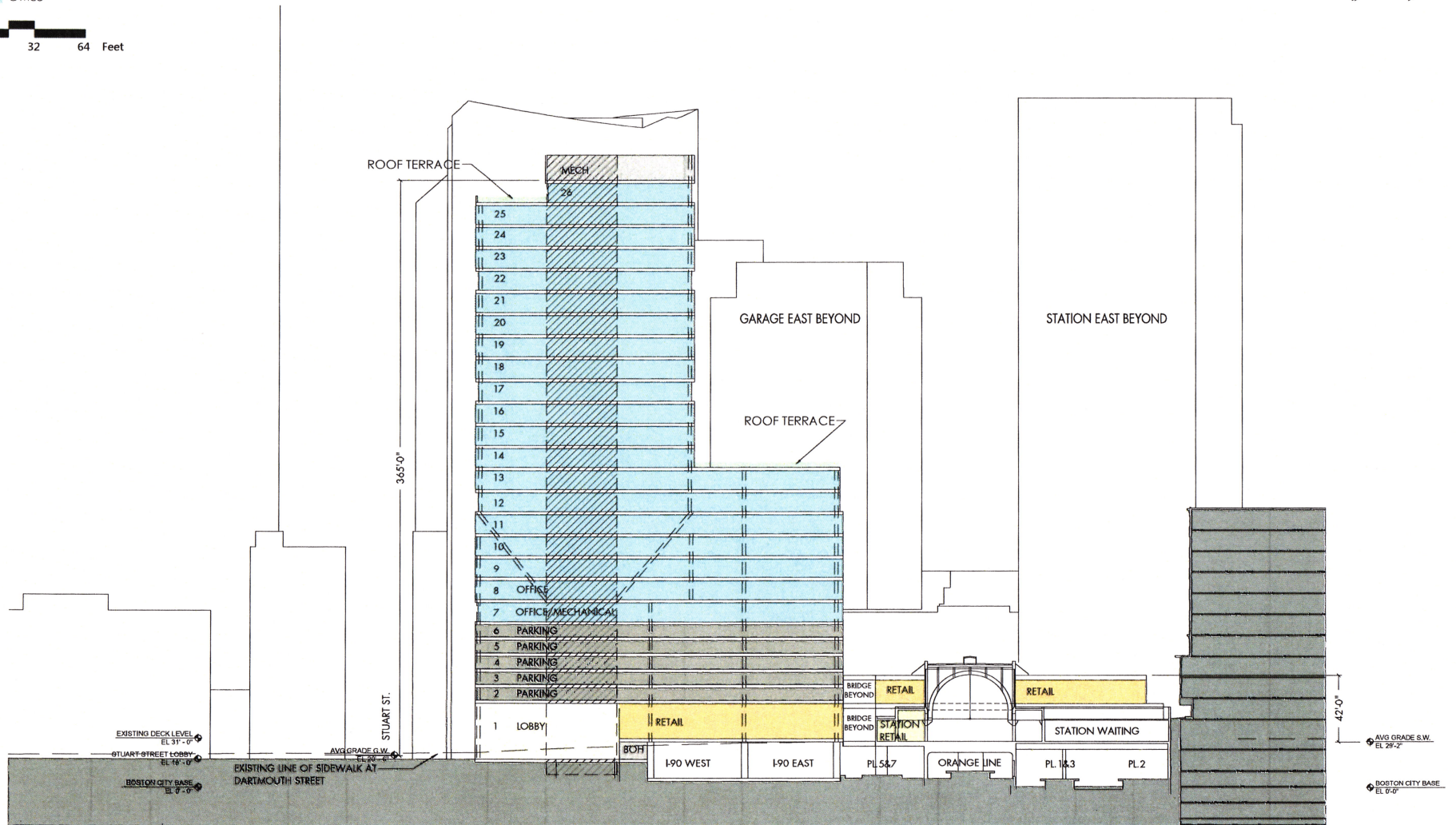
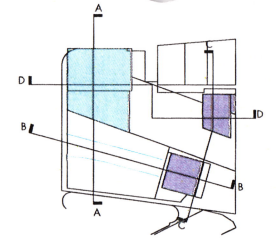
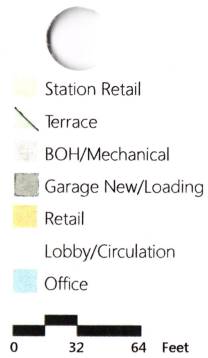


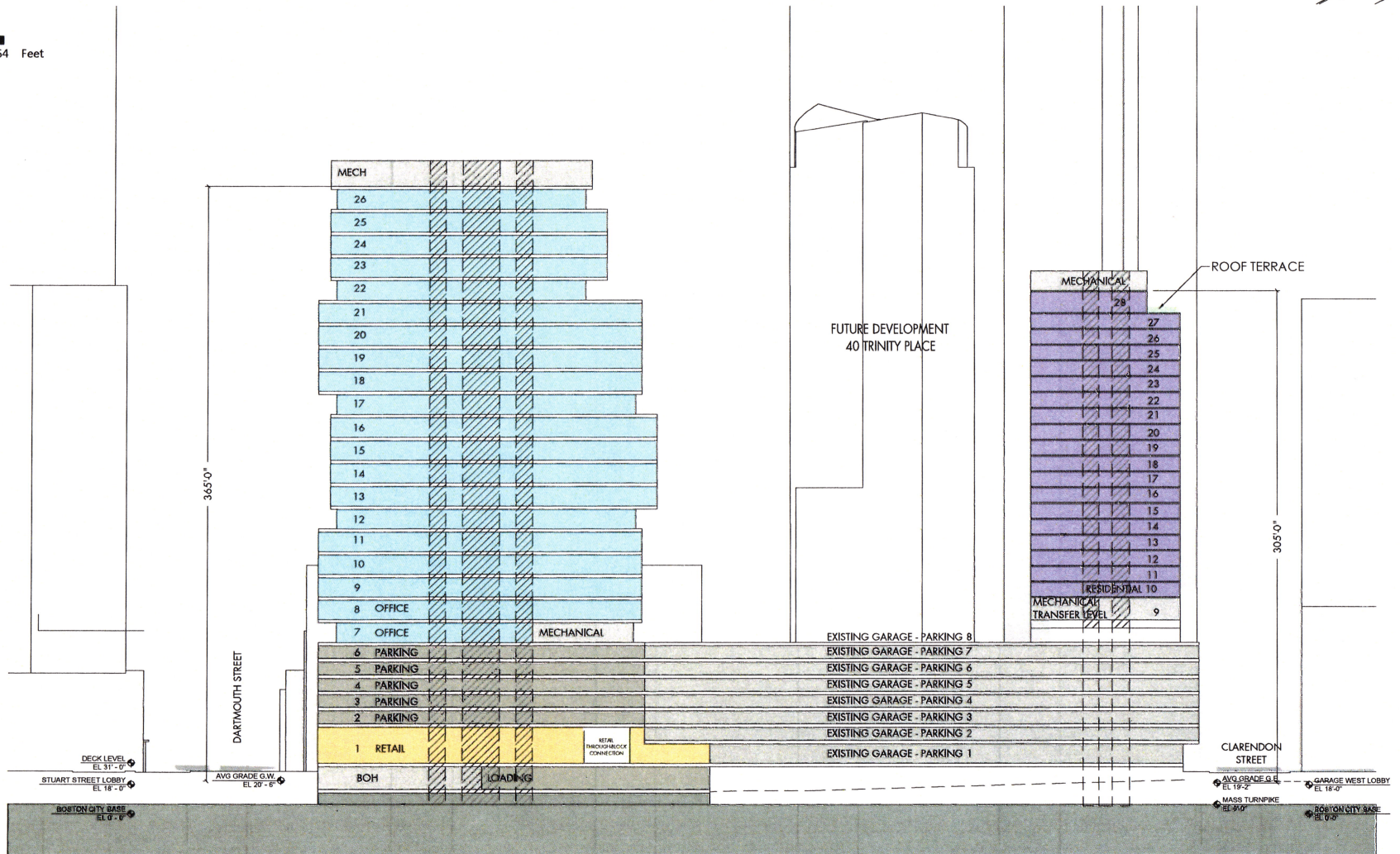
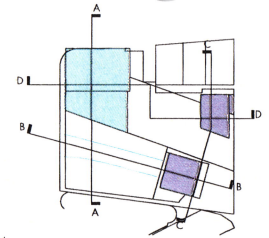


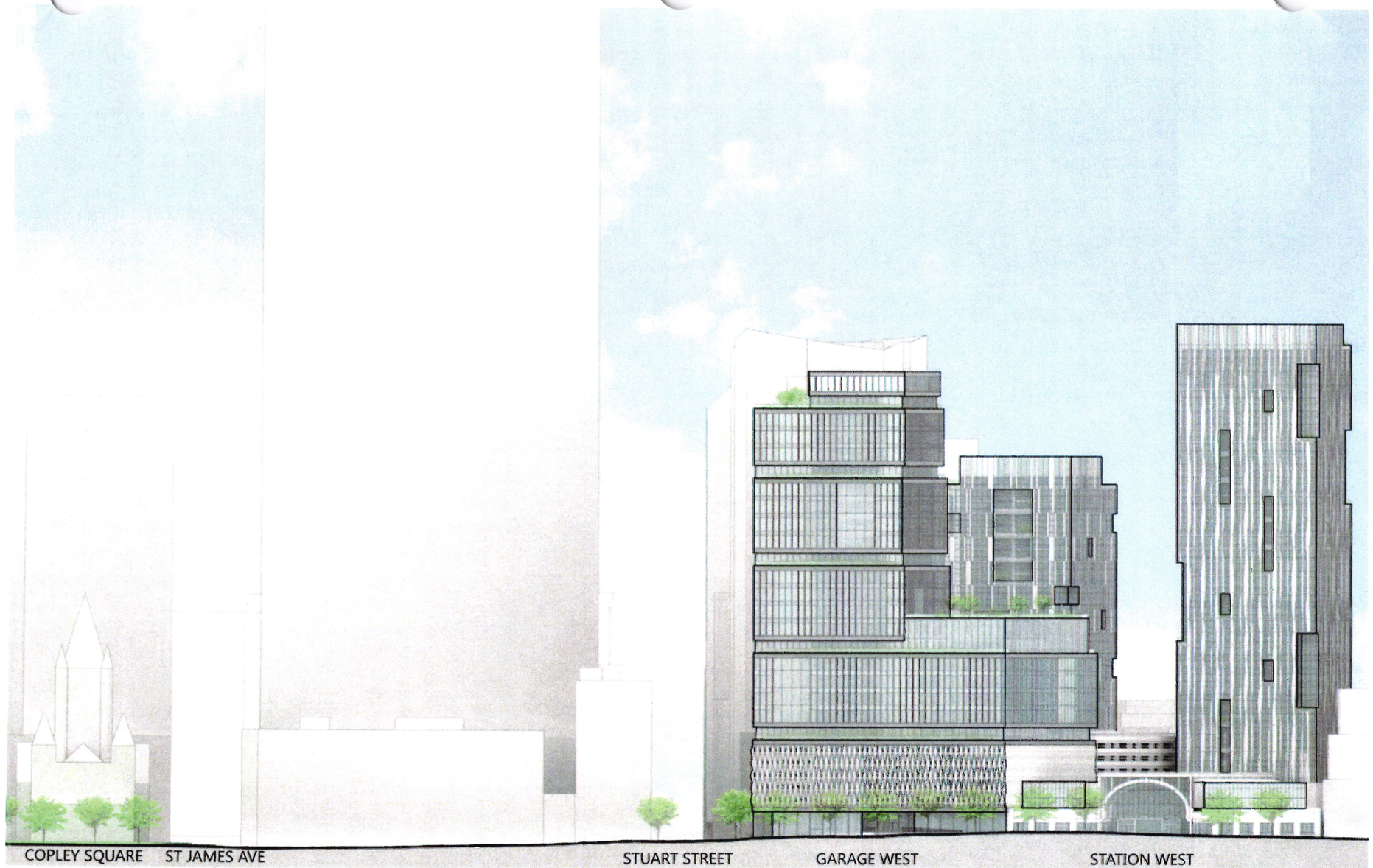


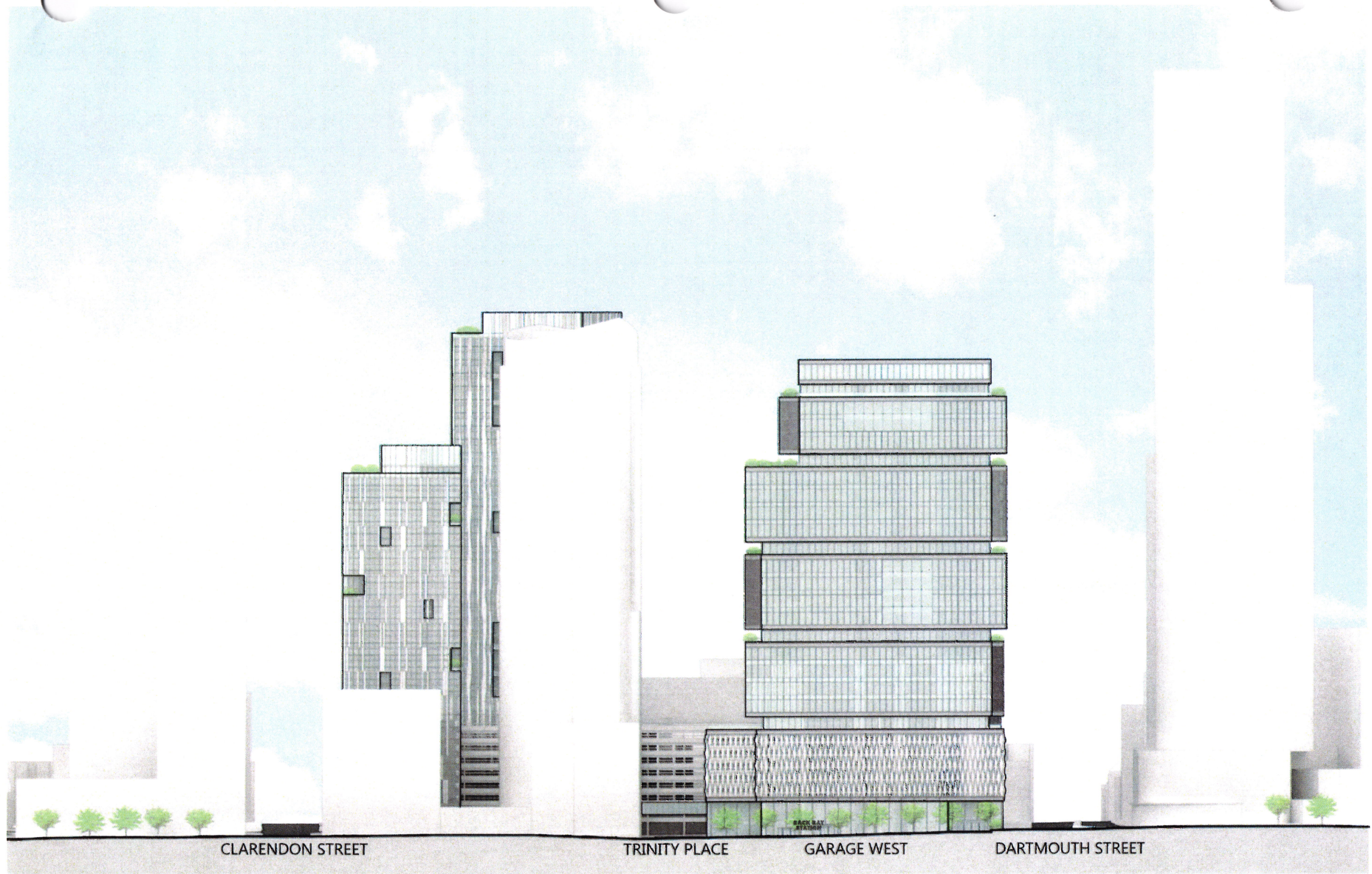


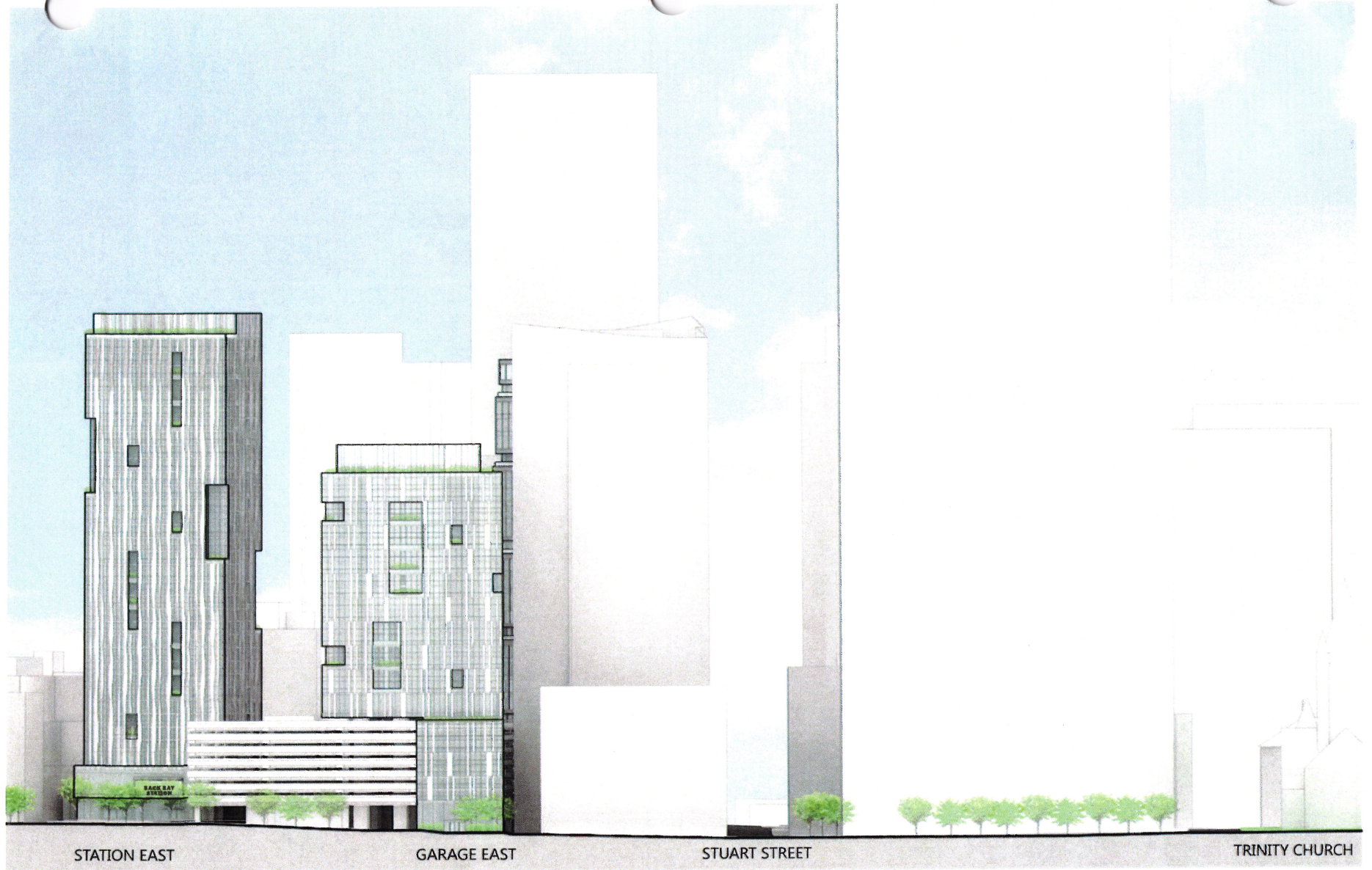












DIMENSIONAL ZONING REQUIREMENTS FOR THE PROJECT SITE

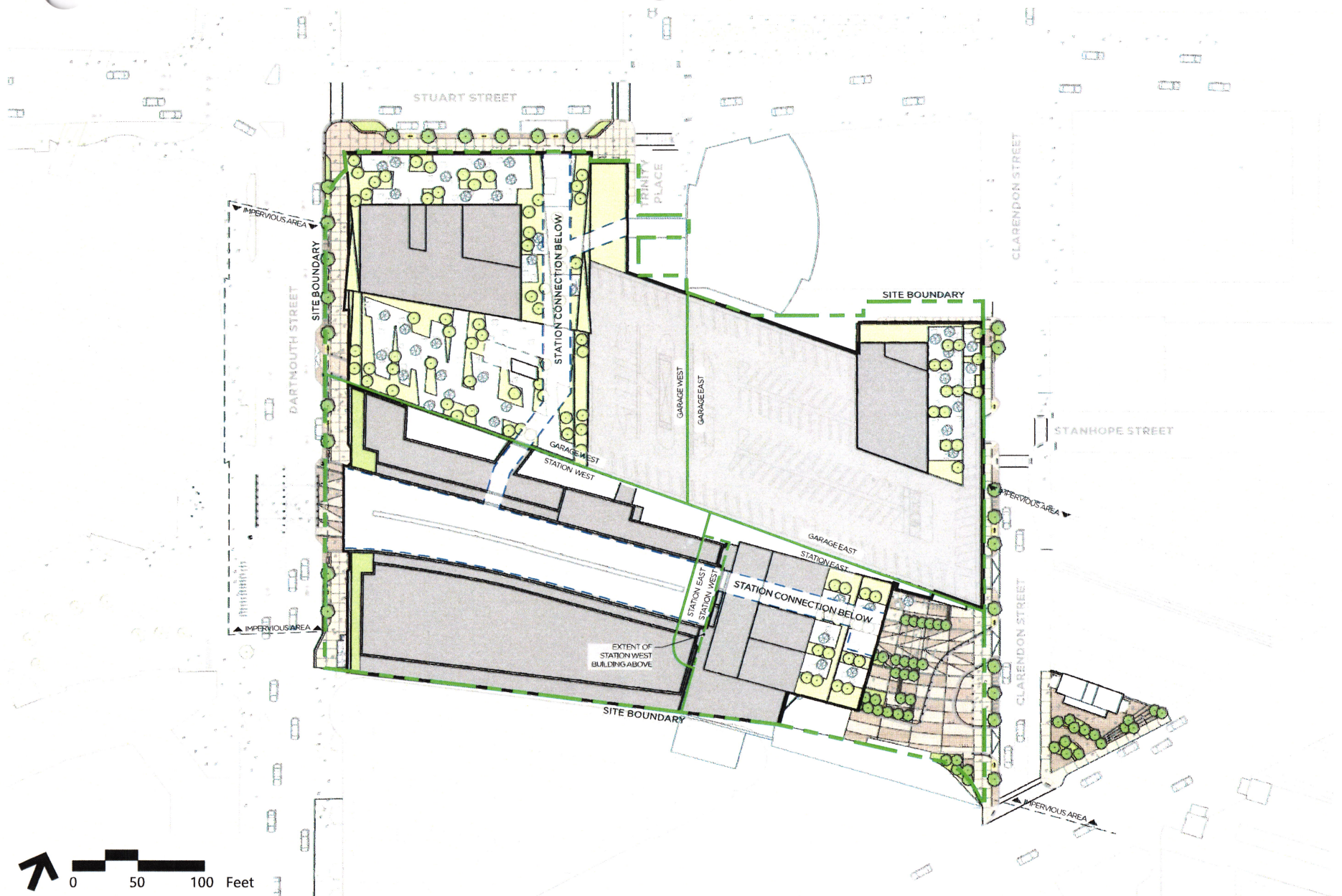
Minimum Lot Size	None
Minimum Lot Area for Each Additional Dwelling Unit	None
Minimum Lot Width	None
Maximum Floor Area Ratio	<i>See Development Plan, §X*</i>
Maximum Building Height (feet)	<i>See Development Plan, §XI*</i>
Maximum Building Height (stories)	None
Minimum Usable Open Space per Dwelling Unit	None
Minimum Front Yard	None
Minimum Rear Yard	None
Minimum Setback of Parapet from Lot Line	None
Maximum Occupancy of Accessory Buildings in Rear Yard	None
Minimum Number of Off-street Parking Spaces	None
Maximum Number of Off-Street Parking Spaces	2,013
Minimum Number of Off-Street Loading Bays	<i>See Development Plan, §XVI</i>

* As the FAR and height for the Project are established by Section X and Section XI of this Development Plan and not pursuant to Section 48-5 of the Zoning Code, Section 48-6 and Section 48-8 of the Code are not applicable to the Project

EXHIBIT G

Phasing Plan of Improvements

[see attached]



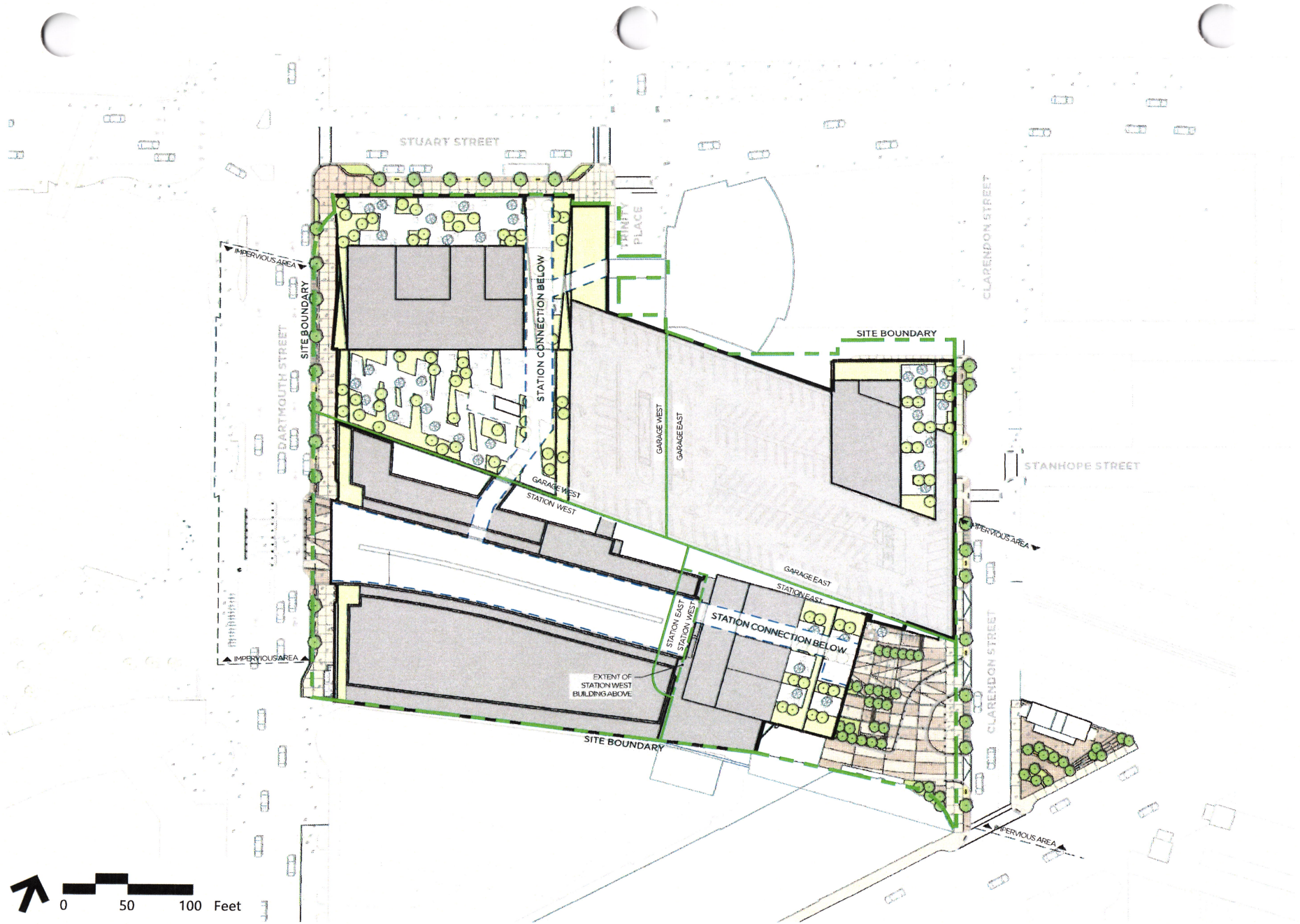
Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Proposed Conditions Site Plan - Base Scheme

Exhibit G
OJB



Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Proposed Conditions Site Plan - Alternate Scheme

Exhibit G
OJB



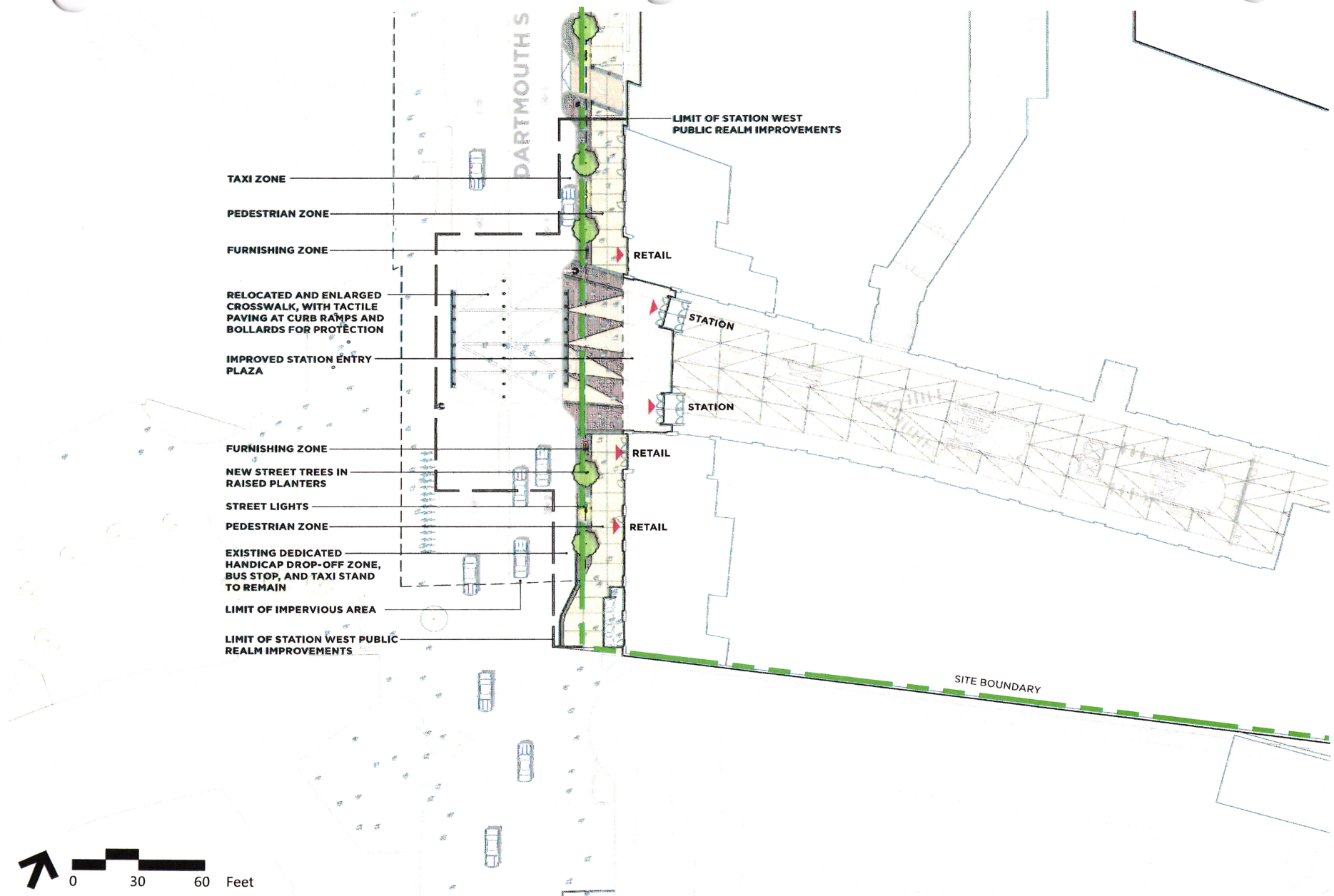
Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Phasing Plan of Public Realm Improvements

Exhibit G
OJB



Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Public Realm Improvements Plan - Station West

Exhibit G
OJB

NEW OFF SITE HUBWAY STATION TO BE
LOCATED IN PROXIMITY TO GARAGE WEST
PARCEL IN CONSULTATION WITH BTS

RECONFIGURED CROSSWALK

NEW DROP-OFF AREA AND BUS STOP

NEW PLANTING AREA

NEW STREET TREES

WIDENED SIDEWALK

LIMIT OF IMPERVIOUS
AREA

NEW STREET TREES IN
RAISED PLANTERS

FURNISHING ZONE

PEDESTRIAN ZONE

STREET LIGHTS

RECONFIGURED RAMP AND STAIRS

NEW ACCESSIBLE THROUGH-BLOCK
CONNECTION TO STATION

FLUSH PEDESTRIAN CROSSING AT
NEW GARAGE EXIT

LIMIT OF GARAGE WEST PUBLIC
REALM IMPROVEMENTS

STUART STREET

OFFICE
ENTRY

OFFICE
ENTRY

NEW STATION ENTRANCE

RETAIL

RETAIL

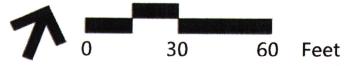
RECONFIGURED
CROSSWALKS

LIMIT OF GARAGE WEST PUBLIC
REALM IMPROVEMENTS

TRINITY
PLACE

SITE BOUNDARY

DARTMOUTH STREET



Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Public Realm Improvements Plan - Garage West Base Scheme

Exhibit G
OJB

NEW OFF SITE HUBWAY STATION TO BE
LOCATED IN PROXIMITY TO GARAGE WEST
PARCEL IN CONSULTATION WITH BTD

RECONFIGURED CROSSWALK

NEW DROP-OFF AREA AND BUS STOP

NEW STREET TREES

WIDENED SIDEWALK

LIMIT OF IMPERVIOUS
AREA

NEW STREET TREES IN
RAISED PLANTERS

FURNISHING ZONE

PEDESTRIAN ZONE

STREET LIGHTS

RECONFIGURED RAMP AND STAIRS

NEW ACCESSIBLE THROUGH-BLOCK
CONNECTION

LIMIT OF GARAGE WEST PUBLIC
REALM IMPROVEMENTS

STUART STREET

OFFICE
LOBBY

OFFICE

NEW STATION ENTRANCE

RETAIL

RETAIL

RECONFIGURED CROSSWALKS

LIMIT OF GARAGE WEST PUBLIC
REALM IMPROVEMENTS

TRINITY
PLACE

SITE BOUNDARY

0 30 60 Feet

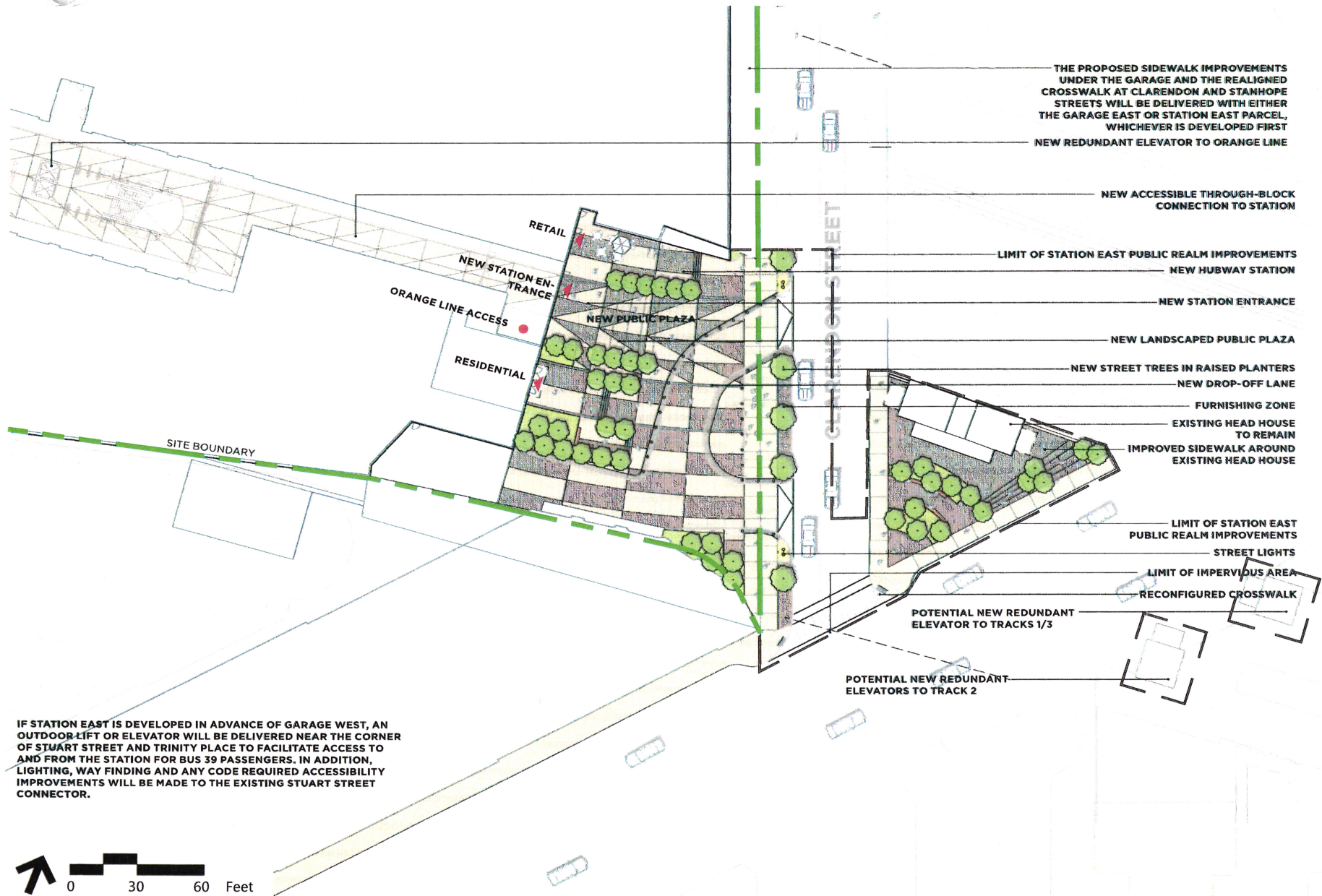
Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Public Realm Improvements Plan - Garage West Alternate Scheme

Exhibit G
OJB



Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

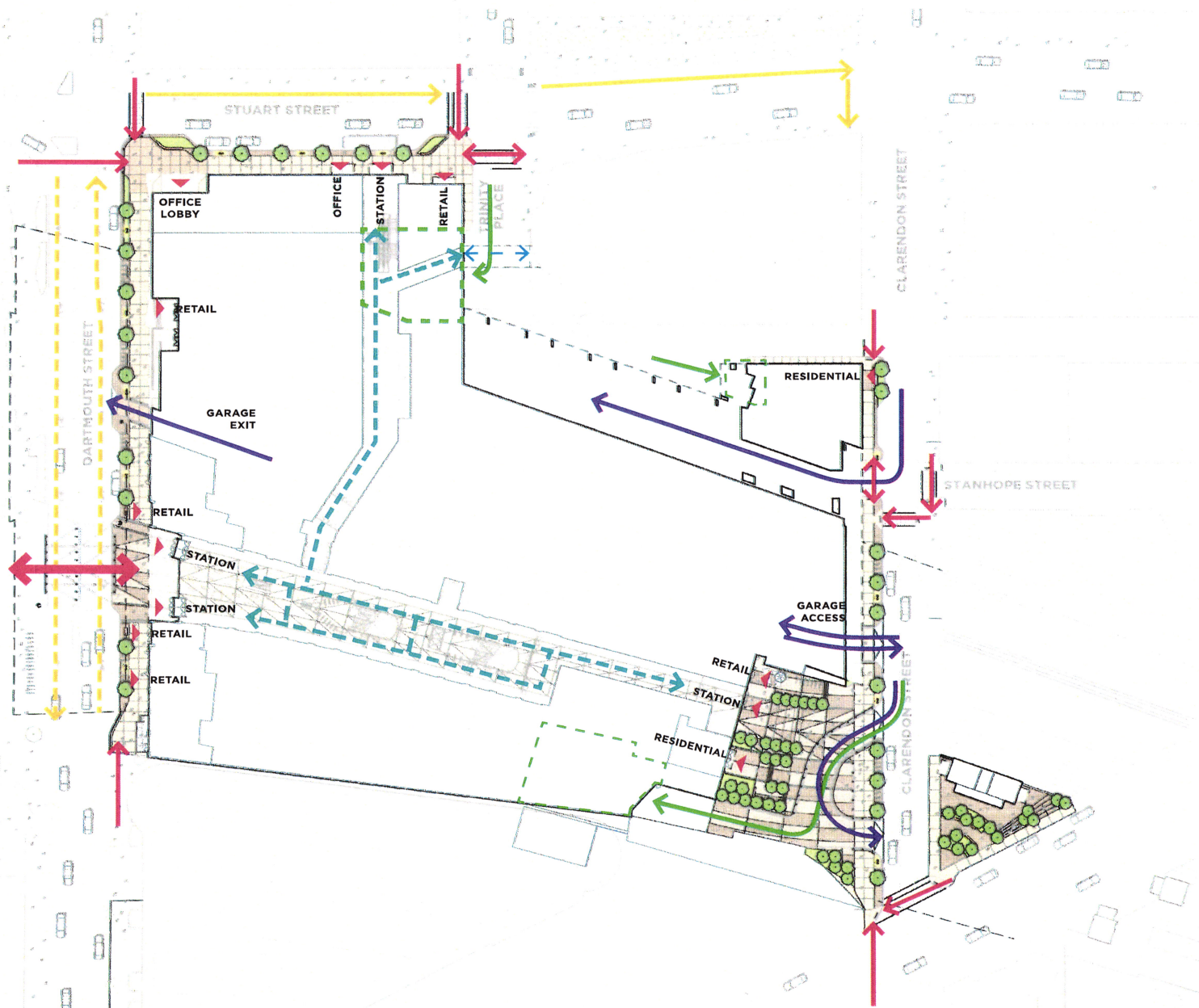
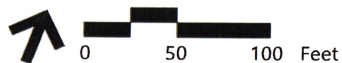
The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Public Realm Improvements Plan - Station East

Exhibit G
OJB

- ▼ Building Entry
- ➔ Pedestrian Access
- ➔ Internal Access
- ➔ Future Potential Bridge Connection
- ➔ Vehicular Access
- ➔ Loading Access
- ➔ Loading, Service, and Delivery Locations
- ➔ Bike Lane (by Others)
- ➔ Sharrow (by Others)












Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

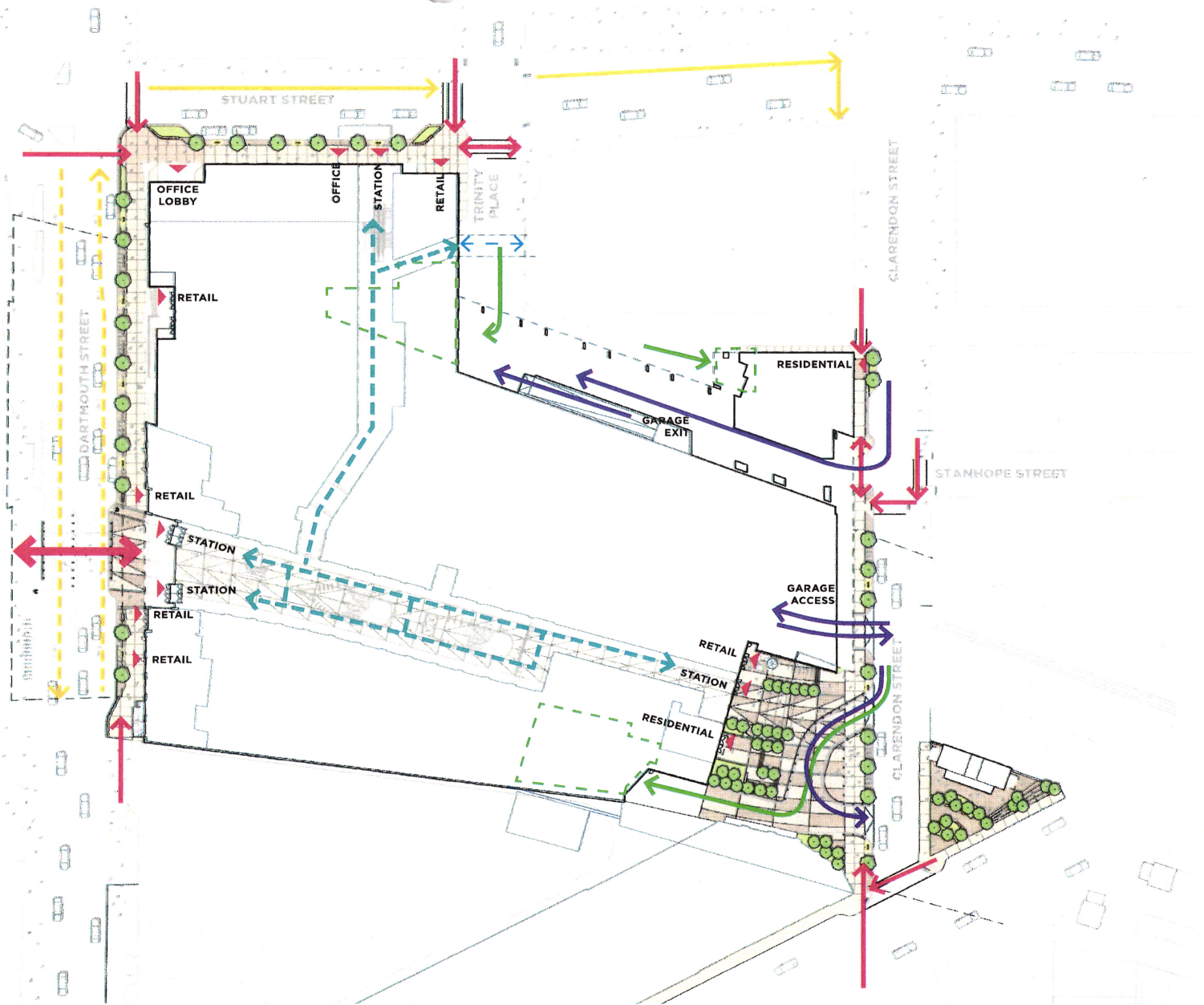
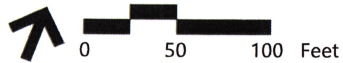
The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Circulation and Access Plan - Base Scheme

Exhibit G
OJB

-  Building Entry
-  Pedestrian Access
-  Internal Access
-  Future Potential Bridge Connection
-  Vehicular Access
-  Loading Access
-  Loading, Service, and Delivery Locations
-  Bike Lane (by Others)
-  Sharrow (by Others)



Source: OJB / PCPA / Arrowstreet / Parson Brinkerhoff

The Back Bay / South End Gateway Project

BOSTON PROPERTIES

Circulation and Access Plan - Alternate Scheme

Exhibit G
OJB

EXHIBIT H

Uses

The following uses shall be permitted as of right anywhere at Parcel 3 or the Project Site:

(a) Residential Uses: Multifamily dwelling, artists' live/work space, apartment hotel, lodging or boarding house, temporary housing shelters, group residence, limited, elderly housing, congregate living complex, and any dwelling converted for more families where structures after conversion will conform to this code. Residential uses include any Affordable dwelling units, including but not limited to Affordable dwelling units which are rental units, condominiums, or limited equity share cooperatives.

(b) Restaurant, Entertainment Uses and Fast Food Restaurants: Retail catering establishments, restaurant, lunchroom, cafeteria, bakery, café, coffee shop, delicatessen, diner, pastry shop or other place for the service or sale of food or drink for on-premises or off-premises consumption; lounge or bar with or without any of the following: dancing or entertainment, billiards and/or pool facilities and/or video and/or other electrical or mechanical amusement game machines; auditorium; concert hall; historical exhibits; theater, commercial or nonprofit (including motion picture or video theater, but not drive-in theater); art galleries, nonprofit or for profit; public art, display space; studios for music, dancing, visual arts, or theatrical; ticket sales.

(c) Office Uses: General office; offices of cultural groups; offices of community service organizations; business or professional offices; real estate, insurance, or other agency or government office; office building; post office; bank (other than drive-in bank) or similar establishment; dance, Theater, or music rehearsal studio; artist studio or work space.

(d) New Economy Uses: Basic research; research and development; product development or prototype manufacturing; biomedical technology; pharmaceutical research and development; non-institutional research and medical laboratories.

(e) Light manufacturing uses.

(f) Hotel or motel.

(g) Day care center, family care center, nursery school, kindergarten, elementary or secondary school, or community health center or clinic.

(h) Recreational and Community Uses: Private grounds for games and sports; parks, public or private; other social, recreational, or sports center conducted for profit or not for profit; skating rinks, outdoor ice; private club (including quarters of fraternal or sororal organizations) operated for members only; dance halls, public; adult education center or community center building; settlement house; the maintenance and operation of any amusement game machine in a private club, dormitory, fraternity or sorority house, or similar noncommercial establishment, or in any commercial establishment; private or public health club.

(i) Service Uses: Video or film production studio; barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or dry-cleaner; tailor shop; hand laundry; dry-cleaning shop; framer's studio; caterer's establishment; laundromats; locksmith shops; musical instruments, repair; optician and optometrist establishments; photographer's studio; printing plant; radio or television studio; shoe repair and shoeshine shops; tailor shops, custom; television repair shops; or similar use provided that in laundries and cleaning establishments, only nonflammable solvents are used for cleaning; animal hospital or clinic.

(j) Retail Uses: Store primarily serving the local retail business needs of the neighborhood; antique stores; appliance, sales; athletic goods stores; artist supply and music store; bicycle shops, sales, rental or repair; book stores and card stores; candy stores; cigar stores; clock sales or repair shops; clothing retail establishments; clothing stores (men's, women's, children's apparel); department stores; dressmaking shops, custom; drug stores; dry goods stores; fabric stores; florist shops; food stores, including supermarkets, produce and grocery stores, markets, health foods, delicatessens, prepared food/special food, spices and herbs, coffees, teas, meat, fish poultry, and cheese stores; furniture store, general merchandise mart or other store serving the general retail business needs of a major part of the city, including accessory storage; gift shops; hair products or headwear; hardware stores; hobby shops; houseware stores; household appliance repair shops; ice cream stores; interior decorating establishments; jewelry shops; kitchenware stores; lamp shops; leather goods stores; luggage stores; millinery shops; music stores; newsstands, enclosed; office or business machine stores: sales or rental; orthopedic stores; paint stores; party shops; perfume shops; pet shops; photographic equipment stores; photographic supply stores; picture framing stores; printing establishments; record stores; sewing machine stores selling household machines; shoe stores; sign painting shops; sporting goods stores; sports shops; stamp stores; stationary stores; telegraph offices; tobacco stores; tour operators; toy stores; variety or convenience stores; video or motion picture store, sales or rentals; watch sales or repair shops.

(k) Outdoor sale or display of garden sales, agricultural produce, flowers and the like, and outdoor display of sculpture or art.

(l) Parking lot or parking garage.

(m) Transportation Uses: Bus terminal, bus station, subway station or railroad passenger station, airline shuttle service, garage with dispatch, and accessory purposes such as retail and services related thereto; rental motor vehicle and trailer agency whether or not accessory to a hotel, provided that no rental vehicles or trailers are parked on the street.

(n) Telecommunications Uses: Telecommunications and wireless communications equipment, including antennas, communications dishes and other equipment mounting structures.

(o) Accessory Uses: Garage or parking space for occupants, employees, students, and visitors; a swimming pool, health club, spa or tennis court; the storage of flammable liquids and gases incidental to a lawful use; the manufacture, assembly, or packaging of products sold on the lot; automated teller machines; the maintenance and operation of amusement game