

MEMORANDUM

BOARD APPROVED

MARCH 15, 2018

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

FROM: JONATHAN GREELEY, DIRECTOR OF DEVELOPMENT REVIEW
MICHAEL CHRISTOPHER, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW/GOVERNMENT AFFAIRS
MICHAEL SINATRA, PROJECT MANAGER

SUBJECT: PUBLIC HEARING TO CONSIDER THE FOURTH AMENDMENT TO
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 11, ONE
POST OFFICE SQUARE, AND TO CONSIDER THE PROPOSED ONE POST
OFFICE SQUARE PROJECT AS A DEVELOPMENT IMPACT PROJECT

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority ("BRA") d/b/a Boston Planning & Development Agency ("BPDA") authorize the Director to: (1) approve the Fourth Amendment to Development Plan for Planned Development Area No. 11, One Post Office Square (the "Fourth Amendment"), pursuant to Section 80C of the Boston Zoning Code (the "Code"); (2) petition the Zoning Commission of the City of Boston for approval of the Fourth Amendment, pursuant to Sections 3-1A.a and 80C of the Code; (3) authorize the Director of the BPDA to issue one or more Certification of Consistency or Partial Certifications of Consistency pursuant to Section 80C of the Code; (4) issue one or more Certifications of Compliance or Partial Certifications of Compliance pursuant to Section 80B-6 of the Code upon successful completion of the Article 80 review process; (5) approve the One Post Office Square Project described in the Fourth Amendment (as further described below, the "Proposed Project") as a Development Impact Project ("DIP") within the meaning of Section 80B-7 of the Code; (6) issue a Scoping Determination

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

waiving further review waiving the requirement of further review pursuant to Article 80, Large Project Review of the Code for the Proposed Project; and (7) enter into a Cooperation Agreement, Development Impact Project Agreement, Boston Residents Construction Employment Plan and related documents for the Proposed Project.

PROJECT SITE

The project site encompasses approximately 77,791 square feet and is bounded by Pearl Street, Milk Street, Oliver Street and Franklin Street, commonly known as One Post Office Square (the “Project Site”) in the Downtown neighborhood in Boston. The 41-story, 515 foot tall building, which will be upgraded as party of this project, is currently located on the Project Site. The Project Site is within close walking distance of several MBTA stations.

DEVELOPMENT TEAM

The development team includes:

Proponent: Anchorline Partners/Jones Lang LaSalle, on behalf of One Post Office Square, LLC

Andrew Maher- Anchorline

Michael Connelly- Jones Lang LaSalle

Architect: Gensler

Erin Hunt

Legal Counsel: Goulston & Storrs

Kevin Renna

Traffic Tetratech

Consultant: Rick Alfonso

MEP+FP (LV Backbone)

Consultant: RDK Engineers

Ralph DeVito

Structural

Consultant: LeMessurier
Craig Blanchet

Civil Engineer
Consultant: Tetrattech
Rick Alfonso

Air/Noise
Consultant: Tech Environmental
Marc Wallace

ADA Consultant: Code Red Consultants
James McLaughlin

Shadow/Daylight/
Solar/Wind
Consultant: RWDI
Derek Kelly

Sustainability
Consultant: Paladino and Company
Hanna Swaintek

DESCRIPTION AND PROGRAM

Anchorline Partners/Jones Lang LaSalle, on behalf of One Post Office Square, LLC (the "Proponent") proposes to upgrade the 41-story, 515 foot tall office tower, and a 6-story garage with 8 levels of parking and 371 spaces. The Fourth Amendment will include: (i) improvements to the existing office building, exterior façade replacement, recladding of upper levels and the addition of mid-level and roof amenities; and (ii) demolition of the existing parking garage containing 371 parking spaces within 2 underground and 3 above ground levels and a 15-story addition to the existing office building above the garage. The decrease in parking will result in 300 parking spaces. These changes will result in an additional 207,000 square feet of Gross Floor Area on the project site (the "Proposed Project").

The Proposed Project also includes the redesign of the street-level lobby, drive thru, retail, and drop-off areas, as well as upgrades to the elevator and the building's mechanical and electrical systems. The Proposed Project will be constructed in a single phase with multiple stages of construction.

At the completion of construction, the Proposed Project will consist of the following uses/components and approximate square footages:

Office: +/- 1,004,000 square feet

Retail: +/- 52,100 square feet

Restaurant: +/- 8,800 square feet, # of seats: 300

Parking: +/- 35,100 square feet # of spaces: 300

Total: +/- 1,100,000 square feet

The estimated total construction cost will be \$300,000,000.00

ARTICLE 80 REVIEW PROCESS

On October 11, 2017, the Proponent filed a Letter of Intent in accordance with the BPDA's policy regarding Provision of Mitigation by Development Projects in Boston. On October 11, 2017, letters soliciting nominations for the Impact Advisory Group ("IAG") were delivered to local and state elected officials. On November 21, 2017, the IAG was finalized with six (6) members.

The Proponent filed an EPNF ("Expanded Project Notification Form") and the Fourth Amendment on January 2, 2018, which initiated a forty-five day (45) public comment period with a closing date of February 20, 2018. Notice of the receipt of the EPNF by the BPDA was published in the Boston Herald on January 4, 2018. The notice and EPNF were sent to the City's public agencies/departments and elected officials. Additionally, copies of the EPNF were sent to all IAG members.

Pursuant to Section 80B-5.3 of the Code, a Scoping Session was held on Wednesday, January 17, 2018 in the BPDA Board Room with the City's public agencies, elected officials and two IAG members in attendance. The Proposed Project was reviewed and discussed during the Scoping Session.

A public meeting was held on site at One Post Office Square in the 26th Floor Conference Room on Monday, January 22, 2018 and an IAG meeting was held at the same time and location on Wednesday, January 24, 2018.

ZONING

The Project Site is located in the Downtown area of Boston. The Project Site is located in a Restricted Parking Overlay District, but is not in the Groundwater Conservation Overlay District. Planned Development Areas ("PDA") are permitted in this zoning district.

To obtain the necessary zoning to allow for the Proposed Project, the Proponent submitted the Fourth Amendment. In accordance with Sections 3-1A and 80C of the Code, the Fourth Amendment sets forth information on the Proposed Project including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, heights, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures.

MITIGATION AND COMMUNITY BENEFITS

Mitigation

The Proposed Project will provide a number of public benefits to the immediate Downtown neighborhood and the City of Boston as a whole, these include:

- Increased real estate tax revenues to the City of Boston.
- Approximately 700 construction-related jobs.
- Construction of energy-efficient and environmentally friendly buildings that will be LEED certifiable at a minimum level of "Gold."
- New tree lined streetscapes, street lighting, and sidewalks
- Improving the tenant experience
- Expanding gross leasable area
- Activating the street level environment
- Creation of unique low, mid and high level Tenant Feature Floors (TFF) to capitalize on the views of Norman Leventhal (Post Office Square) Park
- Replacing the existing garage with a new automated parking garage which will lead to decrease in parking
- Activation of the street level and creation of new retail opportunities through a "rethink" of the program of the entry lobby, adjacent drive thru and various support and hotel areas

The Proponent will provide the BPDA with evidence indicating that the above-referenced public benefits have been satisfied.

Community Benefits

The Proponent has committed a total of approximately **fifty thousand** dollars (\$**50,000.00**) toward community benefits, which is described below:

The Proponent proposes to make capital improvements at Martin's Park located at the Smith Family Waterfront in Fort Point Channel which is adjacent to the Children's Museum. The park is currently under construction by Boston parks & recreation and will be a universally accessible park and playground in honor of Martin

1. Recipient: City of Boston's Martin's Park
Smith Family Waterfront
Fort Point Channel
South Boston, MA 02127
2. Use: The contribution will be used to help with construction of the new park.
3. Amount: **\$50,000**
4. Timeline: The **\$50,000** contribution is due at building permit.

In connection with the community benefits described above, the Proponent will enter into a Community Benefit Contribution Agreement. The community benefits contribution payments shall be made to the BPDA upon issuance of the building permit by the City of Boston Inspectional Services Department ("ISD") and will be distributed as outlined above.

DIP EXACTIONS

Due to the square footage and uses within the Proposed Project, it is considered a Development Impact Project ("DIP") and is therefore subject to DIP exactions for the office/retail uses in excess of 100,000 square feet. Accordingly, there will be approximately 107,000 square feet of DIP uses subject to DIP exactions.

Pursuant to the provisions of Article 80, Section 80B-7 of the Code, the Proposed Project will provide estimated linkage funds of \$892,360 for the Housing Exaction and \$178,690 for the Jobs Exaction pursuant to the provisions of Article 80, Section 80B-7 of the Code. The estimated linkage payments are calculated as follows:

Housing Linkage:

DIP Uses:	207,000 SF
Exclusion:	-100,000 SF
	<hr/>
	107,000 SF
	X \$8.34
	<hr/>
	\$ 892,380

Jobs Linkage:

DIP Uses:	207,000 SF
Exclusion:	-100,000 SF
	<hr/>
	107,000 SF
	X \$1.67
	<hr/>
	\$ 178,690

RECOMMENDATIONS

Based on the foregoing, BPDA staff recommends that the Director: (1) approve the Fourth Amendment pursuant to Section 80C of the Code; (2) petition the Zoning Commission of the City of Boston for approval of the Fourth Amendment pursuant to Sections 3-1A.a and 80C-6 of the Code; (3) issue one or more Certification(s) of Consistency or Partial Certifications of Consistency pursuant to Section 80C of the Code; (4) issue one or more Certifications of Compliance or Partial Certifications of Compliance pursuant to Section 80B-6 of the Code upon successful completion of the Article 80 review process; (5) approve the Proposed Project as a Development Impact Project within the meaning of Section 80B-7 of the Code; (6) issue a Preliminary Adequacy Determination waiving the requirement of further review pursuant to Article 80, Section 80B-5.3(d) of the Code; and (7) execute and deliver a Cooperation Agreement, Development Impact Project Agreement, Boston Residents Construction Employment Plan, and any and all other agreements and documents that the Director deems appropriate and necessary.

Appropriate votes follow:

VOTED: That, in connection with the Fourth Amendment to Development Plan for Planned Development Area No. 11, One Post Office Square, ("Fourth Amendment") describing the One Post Office Square Development (the "Proposed Project") presented at the public hearing duly held at the offices of the Boston Redevelopment Authority ("BRA") on March 15, 2018, and after consideration of evidence presented at, and in connection with, the hearing on the Fourth Amendment and the Proposed Project, the BRA finds that, pursuant to Section 80C-4 of the Boston Zoning Code ("Code"): (a) such Fourth Amendment 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 Fourth Amendment complies with the provisions of the underlying zoning that establish use, dimensional, design and other requirements for Proposed Projects in Planned Development Areas, including one or more of the following: (i) diversification and expansion of Downtown's economy and job opportunities through economic activity; (ii) creation of new job opportunities; and (iii) improvements to the urban design characteristics and aesthetic character of the development site and its surroundings, and the enhancement of existing open space or the creation of new open space; (c) such Fourth Amendment complies with any provisions of underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) such Fourth Amendment 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 Fourth Amendment 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 approves, pursuant to Section 80C of the Code, the Fourth Amendment in substantial accord with that presented to the BRA on March 15, 2018; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to petition the Boston Zoning Commission for approval of the Fourth Amendment, pursuant to Section 3-1A.a and Section 80C of the Code in substantial accord, as presented to the BRA on March 15, 2018; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Scoping Determination waiving further review under Section 80B-5.3(d) of the Code, which 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 Certification(s) of Consistency or partial Certification(s) 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 issue one or more Certification(s) of Compliance or partial Certification(s) of Compliance for the Proposed Project pursuant to Section 80B-6 upon the successful completion of all Article 80 review processes; and

FURTHER

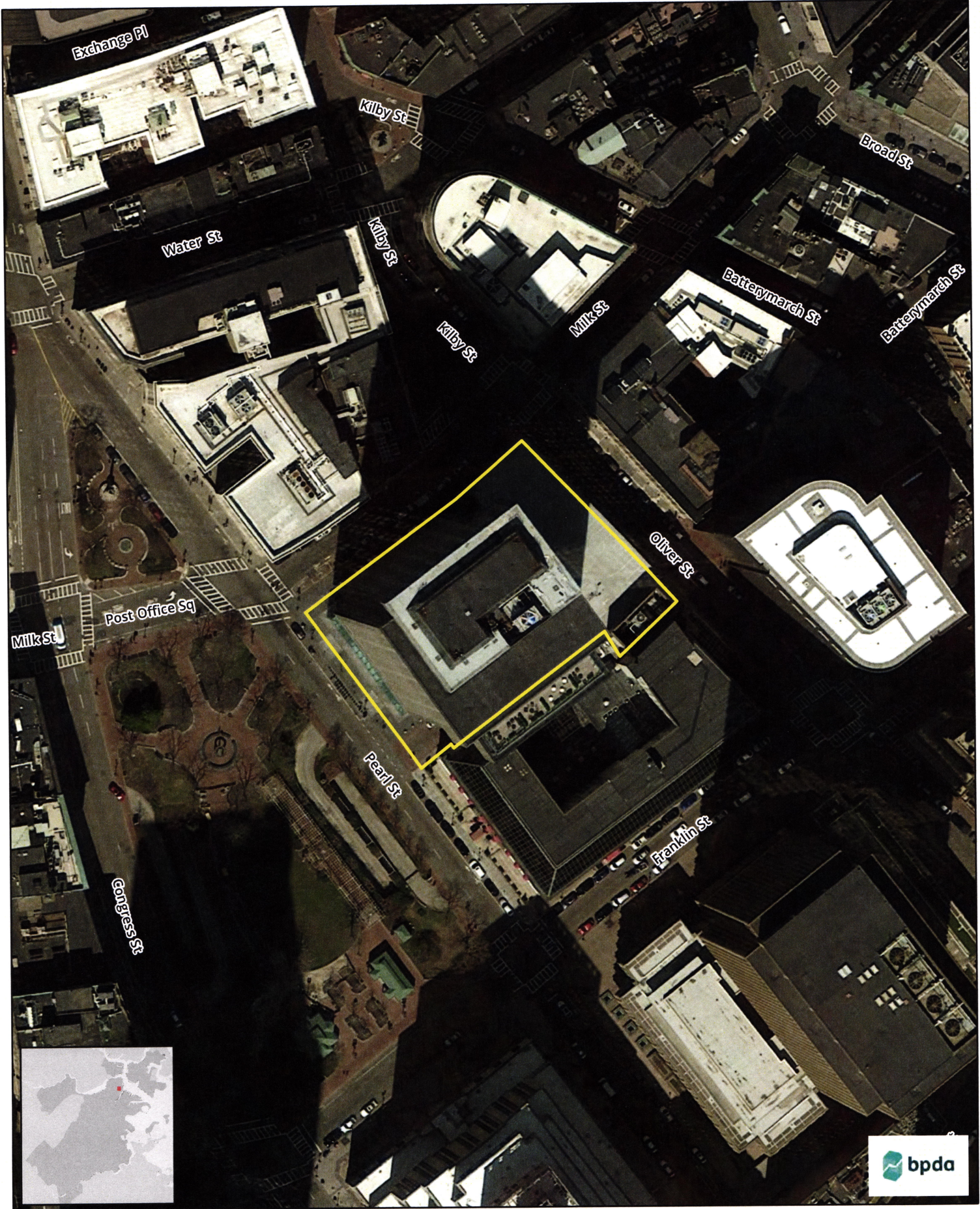
VOTED: That the BRA approve the Proposed Project as a Development Impact Project within the meaning of Section 80B-7 of the Code; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute a Cooperation Agreement, Development Impact Project Agreement, Boston Residents Construction Employment Plan and any and all other agreements and documents that the Director deems appropriate and necessary in connection with the Proposed Project and the Fourth Amendment, all upon terms and conditions determined to be in the best interests of the BRA.

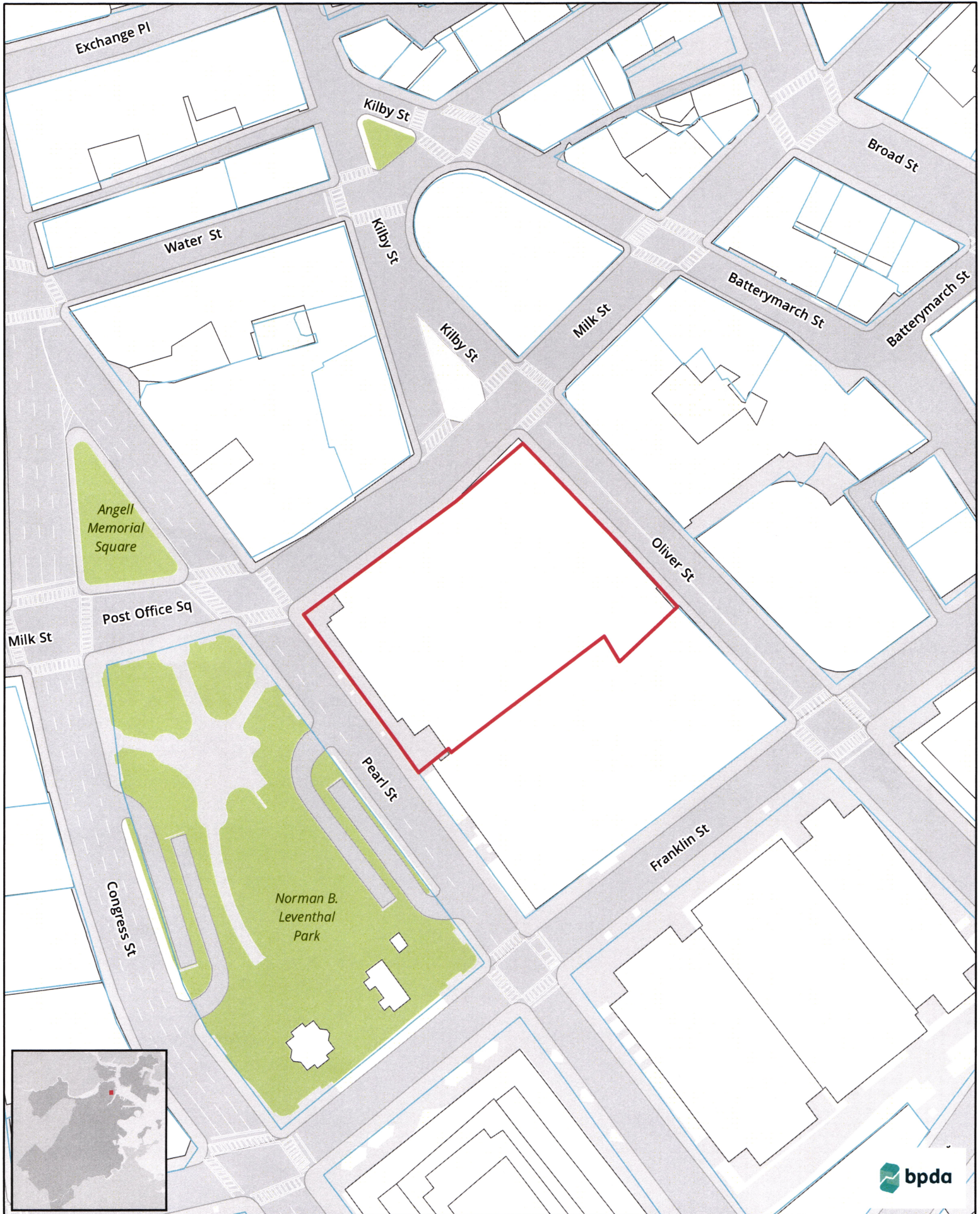
One Post Office Square

1:1,200



One Post Office Square

1:1,200



January 2, 2018

Mr. Brian P. Golden, Director
Boston Planning and Development Agency
One City Hall Square, Ninth Floor
Boston, MA 02201-1007

Re: Fourth Amendment to Development Plan for Planned Development Area No. 11
One Post Office Square

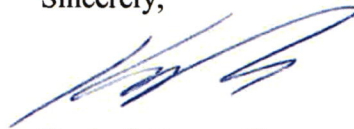
Dear Director Golden:

In accordance with Section 80C-5 of the Boston Zoning Code, and on behalf of One Post Office Square, L.L.C., a Delaware limited liability company, enclosed please find ten (10) copies of the draft Fourth Amendment to Development Plan for Planned Development Area No. 11, along with the corresponding fact sheet.

This Fourth Amendment would amend the existing Development Plan (as previously amended) for the location commonly known as One Post Office Square to provide for improvements to the existing office building (including façade replacement/recladding, amenities, and infill areas) and replacement of the existing parking garage with an automated parking garage under a 15-story addition to the existing office building. These improvements represent a substantial investment that will provide new jobs creation, urban design improvements, streetscape activation and additional tax revenues.

An Expanded Project Notification Form for Large Project Review of the same is submitted concurrently under separate cover. We look forward to working with you toward the approval of the enclosed materials in coordination with Large Project Review.

Sincerely,



Kevin J. Renna, Esq.
Attorney for One Post Office Square, L.L.C.

cc by email: Marybeth Pyles and Michael Sinatra, Boston Planning & Development Agency
Michael Connelly and David Brunelle, Jones Lang LaSalle
Andrew Maher and Brian Chaisson, Anchor Line Partners

FACT SHEET

FOURTH AMENDMENT TO DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 11 ONE POST OFFICE SQUARE

1. **Board Action**

The Proponent (as defined below) is requesting the Boston Planning & Development Agency's approval of this Fourth Amendment to Development Plan for Planned Development Area No. 11.

2. **Proponent**

Anchor Line Partners/Jones Lang LaSalle, on behalf of One Post Office Square, L.L.C., a Delaware limited liability company, the successor to One Post Office Square Associates

3. **Project Location**

Planned Development Area No. 11 encompasses approximately 77,791 square feet bounded by Pearl Street, Milk Street, Oliver Street, and Franklin Street, commonly known as One Post Office Square.

4. **Project Description**

This Fourth Amendment amends the existing Development Plan (further described below) to provide for (i) improvements to the existing office building, including exterior façade replacement of lower levels with a glass curtain wall, recladding of upper levels, the addition of mid-level and roof amenities, and infill areas below existing cantilevered corners, and (ii) demolition of the existing parking garage and construction of a replacement automated parking garage containing up to approximately 300 parking spaces within 2 underground stories and 3 above-grade stories, and a 15-story (13 occupied and 2 mechanical) addition to the existing office building above the garage, which will create an additional up to approximately 207,000 square feet of Gross Floor Area on the project site.

5. **Project Uses**

An office building; a first-class landmark hotel; underground and above ground parking; conference, meeting and function facilities; food and beverage facilities (including without limitation take-out restaurant use); a health club; commercial retail space; and other uses permitted from time to time in general business districts.

6. **Public Benefits**

The proposed improvements represent a substantial investment in the project site that will provide new jobs creation, urban design improvements, streetscape activation and additional tax revenues.

7. Existing Zoning

The project site is located within (i) the B-10 District under the Zoning Code of the City of Boston and (ii) the Restricted Parking Overlay District. However, the project site has been improved pursuant to the Development Plan for Planned Development Area No. 11, effective May 18, 1979, as amended by a First Amendment, effective September 23, 1981, a Second Amendment, effective August 15, 1984, and a Third Amendment, effective January 9, 2008.

8. Changes to Zoning

This Fourth Amendment will change certain use, open space/landscaping, density, dimensional and parking requirements applicable to the proposed improvements.

**FOURTH AMENDMENT TO DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 11
ONE POST OFFICE SQUARE**

Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston ("**Zoning Code**"), this plan constitutes the Fourth Amendment to Development Plan for Planned Development Area No. 11 ("**Fourth Amendment**").

I. THE EXISTING PDA DEVELOPMENT PLAN FOR PDA NO. 11:

Pursuant to Section 3-1A of the Zoning Code, the Boston Planning & Development Agency, formerly known as the Boston Redevelopment Authority ("**Agency**") by a vote taken on April 19, 1979 approved the Development Plan (the "**Original Development Plan**") for Planned Development Area No. 11 ("**PDA No. 11**") in connection with the development of an office building/garage project known as One Post Office Square and the adjacent hotel element (the "**Project**"). On May 18, 1979, the Zoning Commission of the City of Boston (the "**Commission**") approved the Original Development Plan and Map Amendment No. 154 ("**Map Amendment**") establishing PDA No. 11, which Original Development Plan and associated Map Amendment were effective May 18, 1979. Zoning relief for the Original Development Plan was granted by the City of Boston Board of Appeal ("**Board**") in Decisions BZC-4422 and BZC-4423, dated June 12, 1979.

By a vote taken on February 26, 1981, the Agency approved an Amendment to the Original Development Plan ("**First Amendment**") in connection with modifications to design features of the office building and hotel, with revised drawings for both buildings. On September 23, 1981, the Commission approved the First Amendment, which First Amendment was effective September 23, 1981. By a letter dated March 10, 1981, the Board determined that the modifications to the Original Development Plan contained in the First Amendment were minor in nature and primarily concerned with design features, and were consistent with the Original Development Plan, and that no additional zoning relief was required.

By votes taken on June 20, 1984 and August 9, 1984, the Agency approved a Second Amendment to the Original Development Plan ("**Second Amendment**") in connection with the addition of a two-story structure above the parking garage adjacent to the office building, and the addition of a swimming pool on the roof of the hotel. On July 25, 1984, the Commission approved the Second Amendment, which Second Amendment was effective August 15, 1984. Zoning relief for the Second Amendment was granted by the Board in Decision BZC-7159 dated August 21, 1984.

By a vote taken on December 20, 2007, the Agency approved a Third Amendment to the Original Development Plan ("**Third Amendment**") in connection with the minor alterations to the ground floor level of the office building, including increased square footage at the ground level facing Pearl Street, and the elimination of the arcade on Pearl Street. On January 9, 2008, the Commission approved the Third Amendment, which Third Amendment was effective January 9, 2008. The Original Development Plan, as amended by the First Amendment, the Second Amendment and the Third Amendment shall be referred to as the "**Development Plan**".

The Development Plan encompasses approximately 77,791 square feet (the "Site") bounded by Pearl Street, Milk Street, Oliver Street, and Franklin Street, as further described in the Original Development Plan.

The Development Plan contemplated development of the Site into an office building and parking garage on a portion of the Site referred to as Lot "O", and a hotel on the remainder of the Site referred to as Lot "H". Implementation of the Development Plan was begun in 1979-1980 by Post Office Square Company and Pearl Street Company, and was continued in the early 1980s by One Post Office Square Associates and Oliver Street Associates. Construction of the office building and garage on Lot "O" commonly known as One Post Office Square and of the hotel on Lot "H" commonly known as the Langham Hotel has been completed. The work contemplated by the Second Amendment has not been undertaken. The Development Plan and the zoning relief related thereto approved a Floor Area Ratio, as defined in Article 2A of the Zoning Code ("FAR"), of 21.97 for Lot "O" and 14.6 for the Site (i.e., Lot "O" and Lot "H" combined).

II. FOURTH AMENDMENT TO DEVELOPMENT PLAN FOR PDA NO. 11

This Fourth Amendment amends the existing Development Plan to provide for (i) improvements to the existing office building, including exterior façade replacement of lower levels with a glass curtain wall, recladding of upper levels, the addition of mid-level and roof amenities, and infill areas below existing cantilevered corners, and (ii) demolition of the existing parking garage and construction of a replacement automated parking garage containing up to approximately 300 parking spaces within 2 underground stories and 3 above-grade stories, and a 15-story (13 occupied and 2 mechanical) addition to the existing office building above the garage (the "Improvements").

1. Developers: One Post Office Square, L.L.C., a Delaware limited liability company, is the successor to One Post Office Square Associates, as developer of the Improvements.
2. Architect: The proposed modifications for the Improvements, as contemplated by this Fourth Amendment, are being designed by M. Arthur Gensler Jr. & Associates, Inc.
3. Permitted Uses: An office building; a first-class landmark hotel; underground and above ground parking; conference, meeting and function facilities; food and beverage facilities (including without limitation take-out restaurant use); a health club; commercial retail space; and other uses permitted from time to time in general business districts.
4. Proposed location and appearance of structures: The Improvements shall be substantially as shown on the drawings prepared by M. Arthur Gensler Jr. & Associates, Inc., attached as Exhibit A, subject only to modifications approved by the Agency in the design review process. The proposed modifications modernize and expand the existing office building and activate the streetscape along Pearl Street, Milk Street and Oliver Street.
5. Open Space and Landscaping: The arcade over the private sidewalk on Milk Street will be eliminated.

6. Density: The Improvements will create an additional up to approximately 207,000 square feet of Gross Floor Area on the Site. The FAR for Lot "O" will change from 21.62 to up to 26.7. The FAR of the entire Planned Development Area No. 11 will change to up to 16.7. The maximum permitted FAR for (i) Lot "O" and (ii) the entire Planned Development Area No. 11, as set forth in the Development Plan, shall be deemed modified to reflect the Improvements. Additionally, the schedule of project areas, gross floor areas, and square footage by floor set forth in the Development Plan shall be deemed modified to reflect the Improvements.

7. Proposed Height of Structures: The height of the existing office building will not increase. The height of the existing parking garage will increase to up to 225 feet to the top of the highest occupied story (excluding rooftop mechanical equipment and other rooftop elements, measured from a grade of 20 Boston City Base). The maximum permitted height of structures on Lot "O", as set forth in the Development Plan, shall be deemed modified to reflect the Improvements.

8. Parking and Loading: The total number of on-site parking spaces will be reduced from 386 spaces to up to approximately 300 spaces. The existing loading facilities will support the additional gross floor area of the Improvements.

9. Zoning: The Site is located within (i) the B-10 District under the Zoning Code and (ii) the Restricted Parking Overlay District. However, the Site has been improved pursuant to the Development Plan.

10. Public Benefits: The Improvements represent a substantial investment in the Site that will provide significant benefits to the financial district and the City of Boston, including new jobs creation, urban design improvements, activating the streetscape along Pearl Street, Milk Street and Oliver Street, and additional tax revenues.

11. Miscellaneous:

Large Project Review: The Improvements require Large Project Review under Article 80B of the Zoning Code. A Letter of Intent for the Improvements was filed with the Boston Redevelopment Authority on October 4, 2017. A Project Notification Form ("**PNF**") relating to the Improvements was filed on or about January 2, 2017, to formally commence the Large Project Review process. The Improvements 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 Zoning Code, but the Improvements are not anticipated to "substantially rehabilitate" the existing office building or the Project as a whole. Accordingly, the Development Impact Project Exactions under Section 80B-7 of the Zoning Code will apply to up to approximately 107,000 square feet of the up to approximately 207,000 square feet of Gross Floor Area anticipated to be created by the Improvements. The final specifications and plans, as approved by the Agency pursuant to Large Project Review will be deemed to be consistent with this Development Plan. Minor changes may be made to the schematic drawings and plans associated with the proposed modifications set forth in this Fourth Amendment to PDA No. 11; however, these changes may not exceed the maximum height limitations, square footage, FAR and uses specified in the Development Plan, as amended by this Fourth Amendment to the Development Plan (collectively the "**Amended Development Plan**"), nor will any proposed minor changes significantly alter the general appearance of any element of the Amended Development Plan and the proposed modifications set forth herein.

Subsequent to completion of these proposed modifications, further proposed modifications which are minor in nature and within the approved use and dimensional limitations set forth in the Development Plan will be eligible to receive a Certification of Consistency evidencing consistency with the Amended Development Plan, subject to design review approval, and any other necessary approvals, by the Agency. Notwithstanding anything set forth in the Amended Development Plan to the contrary, under no circumstances will the proponent be obligated to proceed with the Improvements.

Certifications of Consistency: In accordance with Section 80C-9 of the Code, consistency of the Improvements with the Amended Development Plan (as evidenced by one or more Certifications of Consistency) constitutes compliance with the dimensional, use and all other requirements of the Zoning Code to the extent such requirements have been addressed in the Amended Development Plan. To the extent that any aspect of proposed uses and proposed structures complying with the Amended Development Plan are in conflict with any requirement of the Zoning Code not specifically addressed in the Amended Development Plan, such requirements shall be deemed to be waived upon approval of the Amended Development Plan and issuance of one or more Certifications of Consistency. Compliance of the Improvements and of the hotel element with the requirements of the Amended Development Plan may be determined on an individual basis rather than a Site-wide basis, and each building may be eligible to receive its own Certification of Consistency. The non-compliance of any building shall not affect the compliance of the other building within the Amended Development Plan.

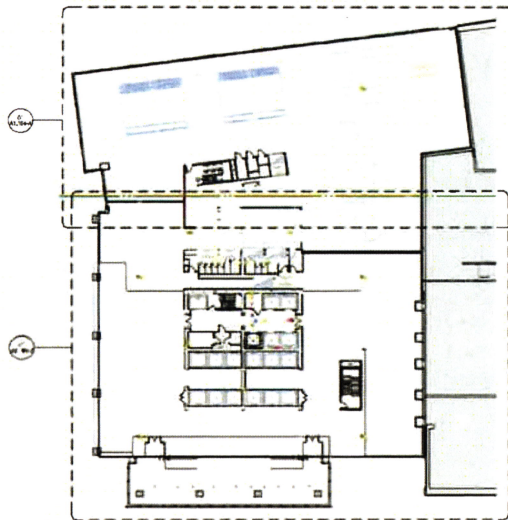
Amendment of Plan: Any owner of the Improvements and of the hotel element may seek amendment of this Amended Development Plan as to such building, in accordance with the procedures prescribed by the Zoning Code without the consent of the owner of the other building. In the event that any amendment to this Amended Development Plan proposed by the owner of a building is approved, and such amendment affects the overall compliance of the Project with the Amended Development Plan, the 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 Amended Development Plan.

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

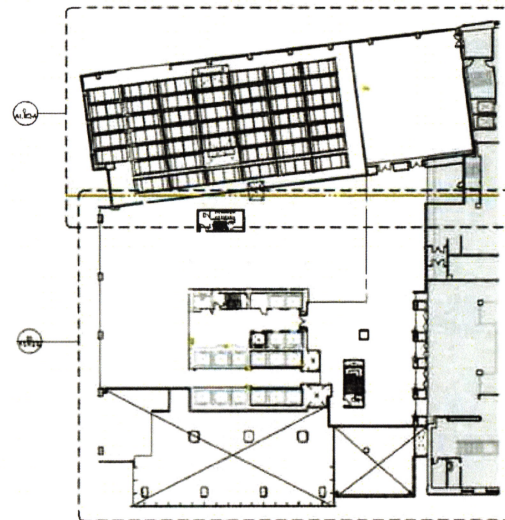
EXHIBIT A
Schematic Drawings of the Improvements



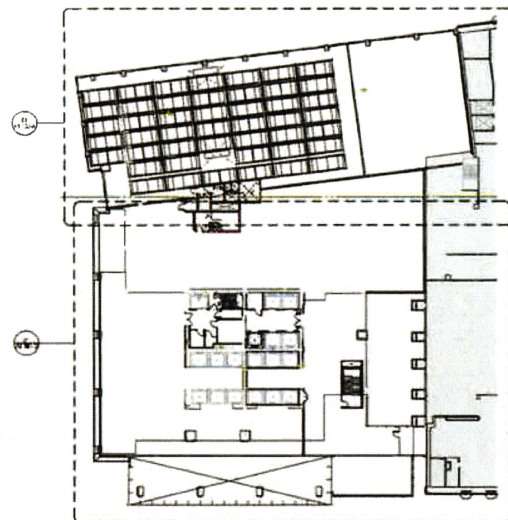
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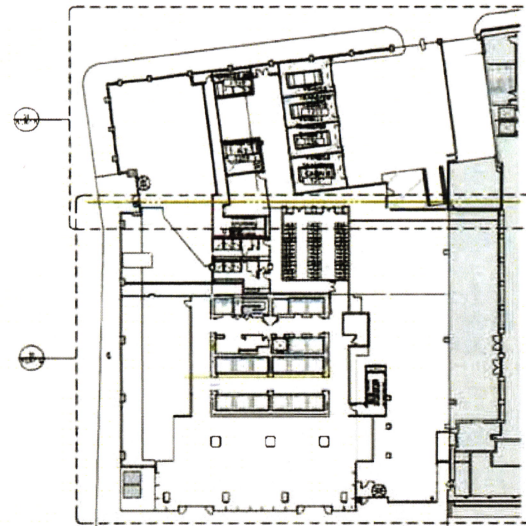
04 LEVEL 04 - OVERALL FLOOR PLAN
100'-0" x 100'-0"



02 LEVEL 02 - OVERALL FLOOR PLAN
100'-0" x 100'-0"



03 LEVEL 03 - OVERALL FLOOR PLAN
100'-0" x 100'-0"



01 LEVEL 01 - OVERALL FLOOR PLAN
100'-0" x 100'-0"

SHEET NOTES

Morgan Stanley

JLL
ANCHORSTONE
PARTNERS

**ONE POST
OFFICE SQUARE**
One Post Office Square
Boston, MA 02111

Gensler

One Post Office Square
Boston, MA 02111
100'-0" x 100'-0"

- 0000 5.00' x 10.00'
- 0000 10.00' x 10.00'
- 0000 15.00' x 10.00'
- 0000 20.00' x 10.00'
- 0000 25.00' x 10.00'
- 0000 30.00' x 10.00'

GENERAL NOTES

1. All dimensions are in feet and inches.
2. All dimensions are to the center of the line.
3. All dimensions are to the center of the line.

KEY PLAN



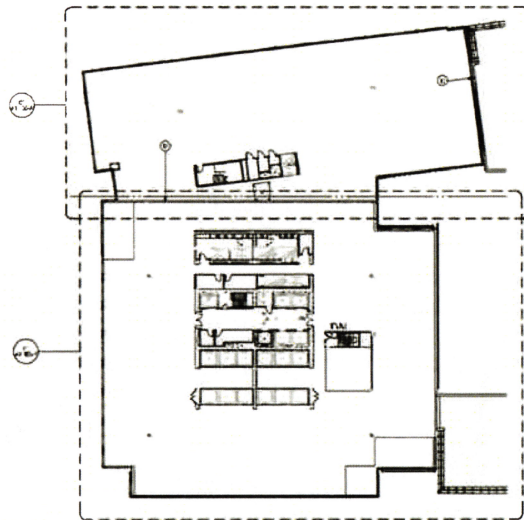
**PROGRESS SET
NOT FOR
CONSTRUCTION**

Project Name
One Post Office Square
Repositioning
Construction
11.7.08.1.000
Levels 01-04 - OVERALL PLANS

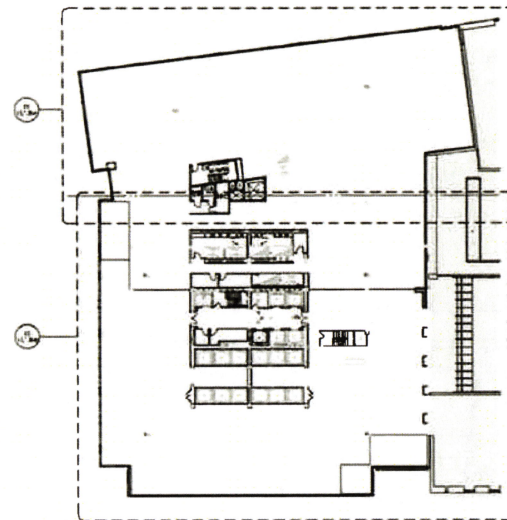
As indicated

A1.001

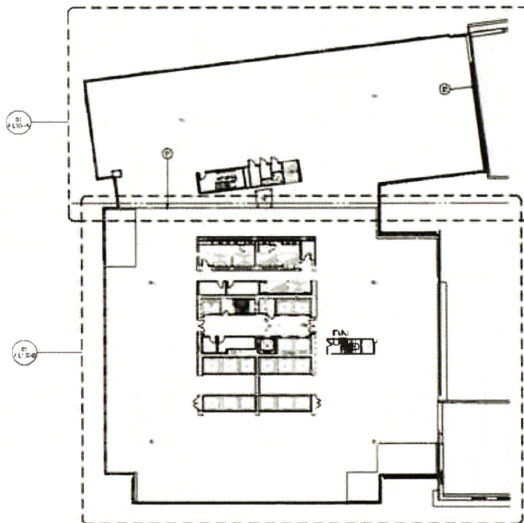
11.7.08.1.000



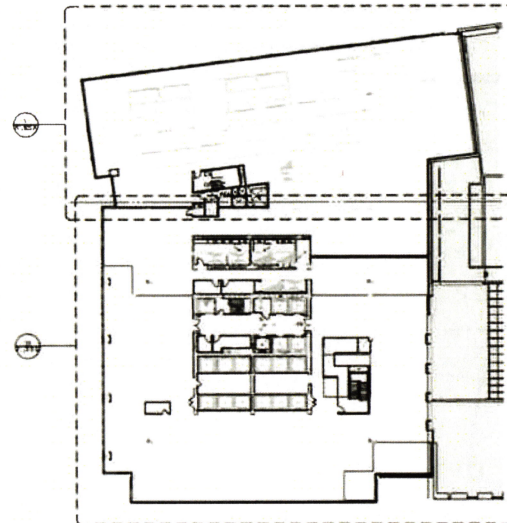
04 LEVEL 08 - OVERALL FLOOR PLAN
DATE: 10-11-17



02 LEVEL 05 - OVERALL FLOOR PLAN_addition core option 2
DATE: 10-11-17



03 LEVEL 07 - OVERALL FLOOR PLAN
DATE: 10-11-17



01 LEVEL 05 - OVERALL FLOOR PLAN_addition core option 1
DATE: 10-11-17

SHEET NOTES

- 0000 GLASS WALL
- 0000 GLASS PARTITION
- 0000 AREA PARTITION
- 0000 1/4" THICK PARTITION
- 0000 2 1/8" THICK PARTITION
- 0000 3 1/8" THICK PARTITION

GENERAL NOTES

Morgan Stanley

JLL
ANCHORSTONE
 PARTNERS

ONE POST OFFICE SQUARE
 One Post Office Square
 Boston, MA 02111

Gensler

1700 South Street
 Boston, MA 02111
 617.552.1000

Rev	Description	Drawn by	Check by
01	10-11-17	JD	MS

**PROGRESS SET
 NOT FOR
 CONSTRUCTION**

One Post Office Square
 Reprogramming
 Project Number
 11.7061.000
 Revision
 LEVELS 05-08 - OVERALL PLANS

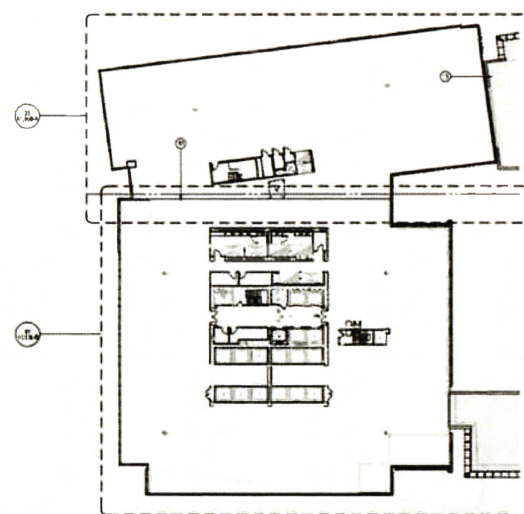
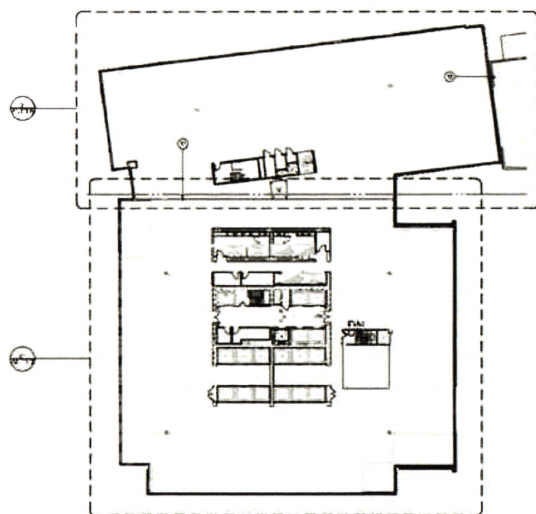
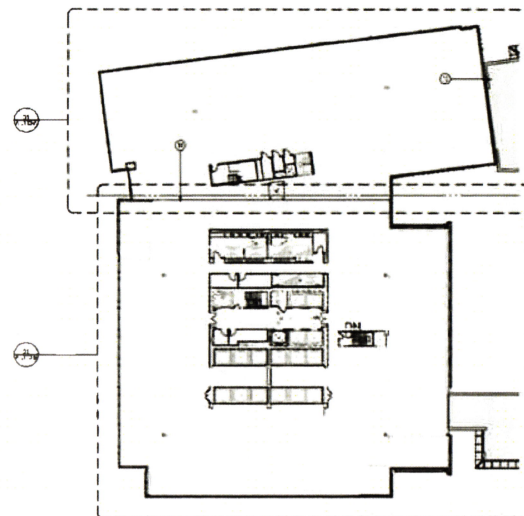
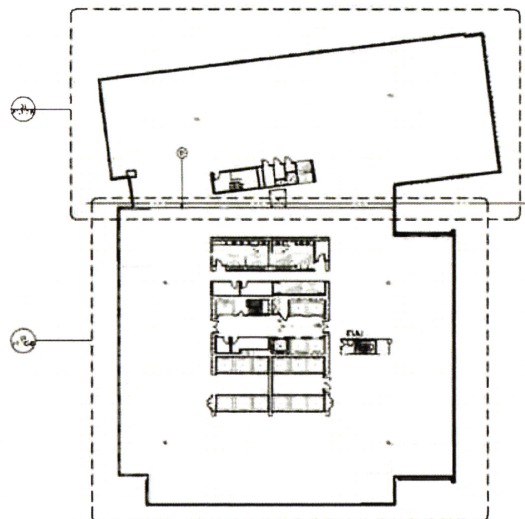
KEY PLAN



Scale
 As Indicated

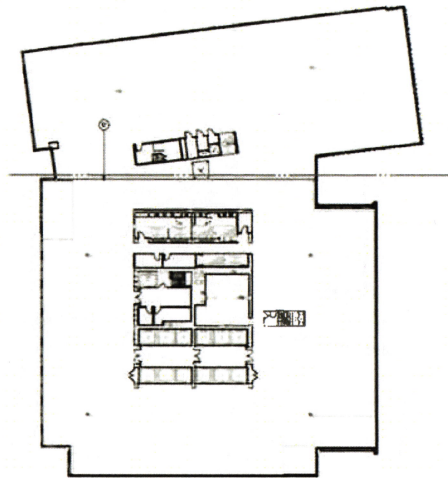
A1.005

10/11/17

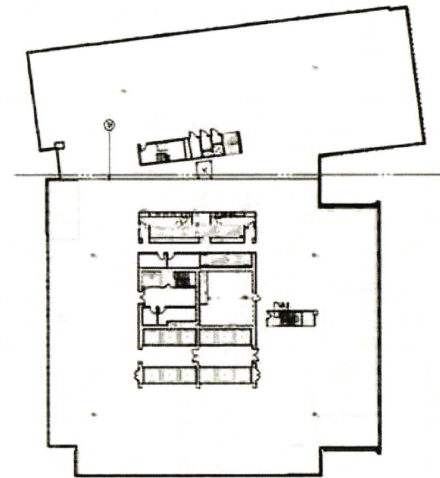


A1.009

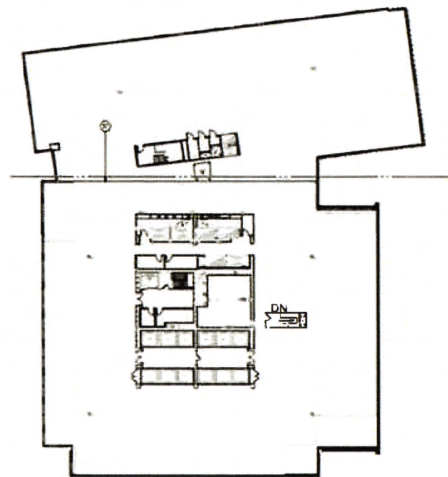
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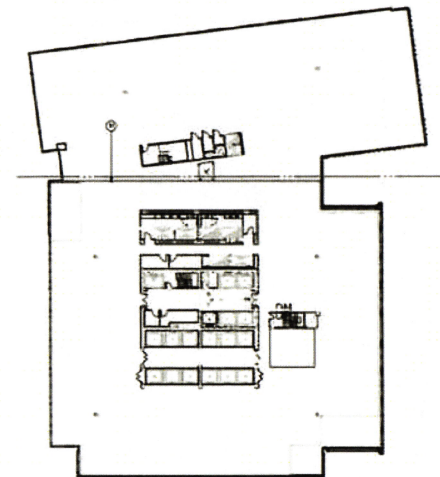
04 LEVEL 15 - OVERALL FLOOR PLAN
SCALE: 1/8" = 1'-0"



02 LEVEL 14 - OVERALL FLOOR PLAN
SCALE: 1/8" = 1'-0"



03 LEVEL 13 - OVERALL FLOOR PLAN
SCALE: 1/8" = 1'-0"



01 LEVEL 12 - OVERALL FLOOR PLAN
SCALE: 1/8" = 1'-0"

SHEET NOTES

- 001-001 WALL
- 001-002 6" CONC. FLOOR
- 001-003 4" CONC. FLOOR
- 001-004 2" CONC. FLOOR
- 001-005 1" CONC. FLOOR
- 001-006 1/2" CONC. FLOOR

GENERAL NOTES

Morgan Stanley

JLL
ANCHORLINE
PARTNERS

**ONE POST
OFFICE SQUARE**
One Post Office Square
Boston, MA 02111

Gensler

1000 Massachusetts Avenue
Boston, MA 02111
Tel: 617.452.1000
Fax: 617.452.1001
www.gensler.com

Project Name: One Post Office Square
Project Number: 11-7061-000
Revision: 11-7061-000

**PROGRESS SET
NOT FOR
CONSTRUCTION**

Project Name: One Post Office Square
Project Number: 11-7061-000
Revision: 11-7061-000

LEVELS 13-16 - OVERALL PLANS

KEY PLAN



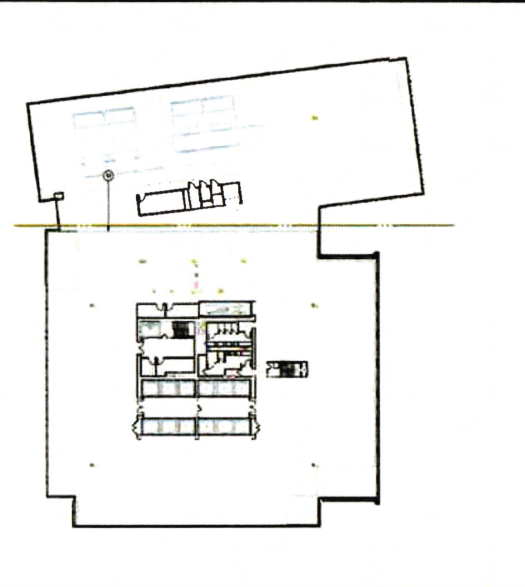
Scale: As indicated

A1.013

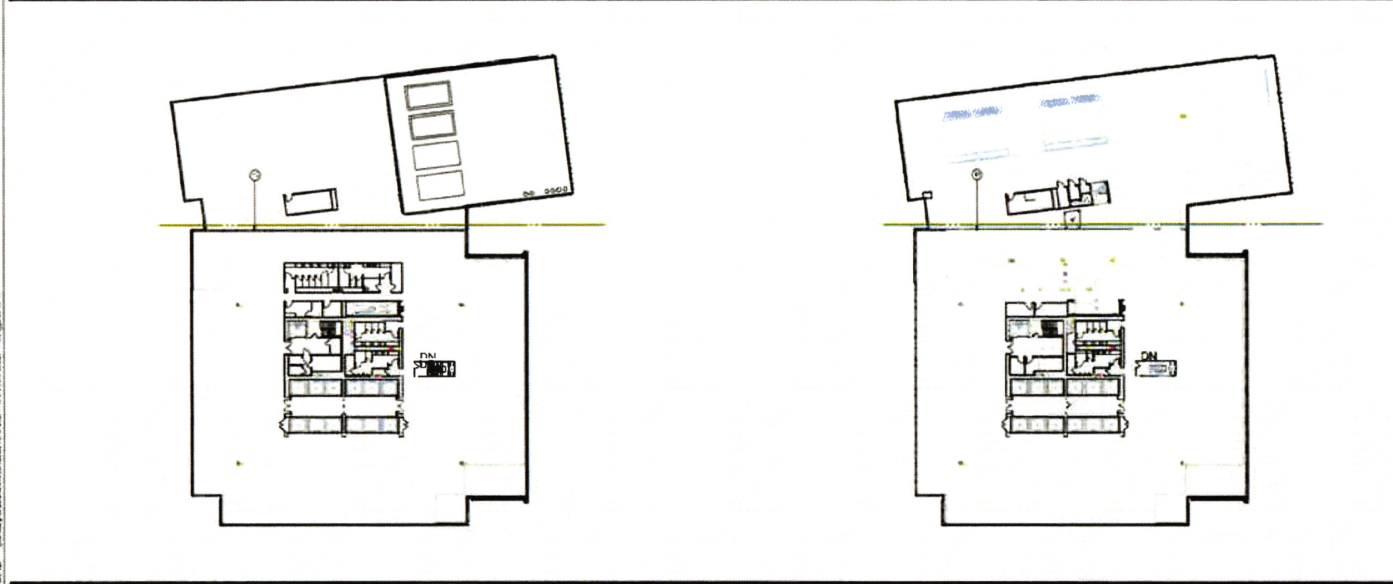
11/11/11



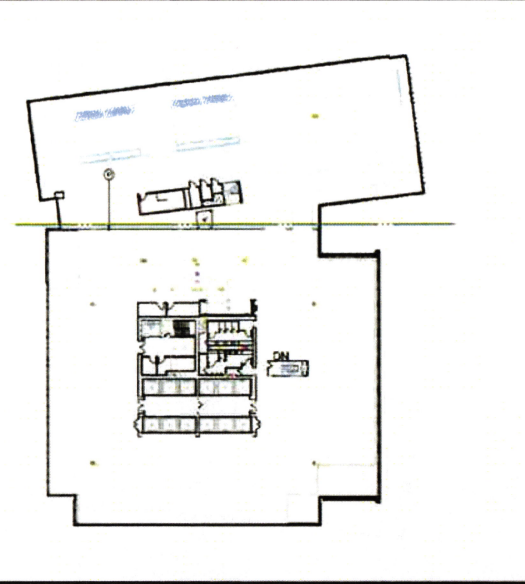
04 LEVEL 20 - OVERALL FLOOR PLAN
SCALE: 1/8" = 1'-0"



02 LEVEL 18 - OVERALL FLOOR PLAN
SCALE: 1/8" = 1'-0"



03 LEVEL 19 - OVERALL FLOOR PLAN
SCALE: 1/8" = 1'-0"



01 LEVEL 17 - OVERALL FLOOR PLAN
SCALE: 1/8" = 1'-0"

SHEET NOTES

- 1. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE BUILDING CODES AND STANDARDS.
- 2. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE BUILDING CODES AND STANDARDS.
- 3. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE BUILDING CODES AND STANDARDS.
- 4. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE BUILDING CODES AND STANDARDS.
- 5. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE BUILDING CODES AND STANDARDS.

GENERAL NOTES

DATE	DESCRIPTION	BY	CHKD BY
10/1/10	ISSUED FOR PERMIT	JL	JS

Morgan Stanley
JLL
ANCHORSTONE PARTNERS

ONE POST OFFICE SQUARE
 One Post Office Square
 Boston, MA 02111

Gensler
 27 South Street
 Boston, MA 02111
 Tel: 617.552.1000
 Fax: 617.552.1001
 Email: info@gensler.com

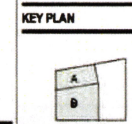
**PROGRESS SET
NOT FOR
CONSTRUCTION**

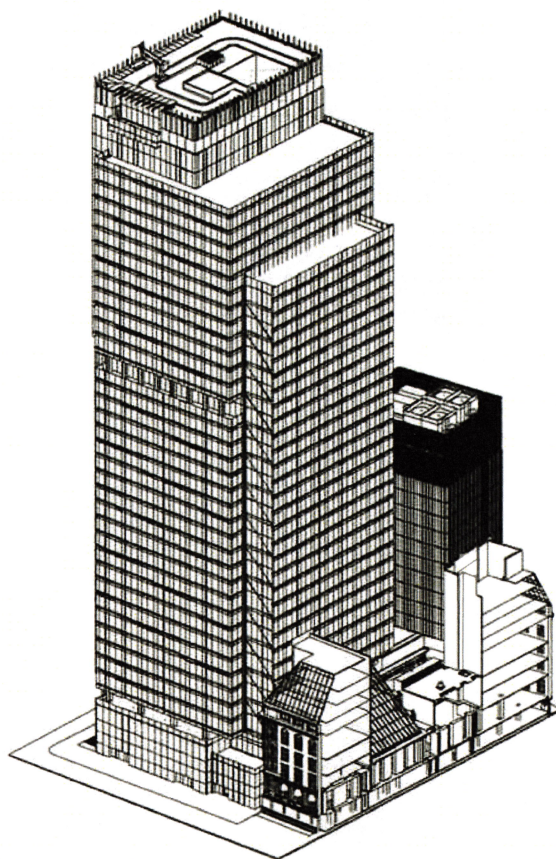
Project Name:
One Post Office Square
Repositioning
11,786,000
11/7/2010

LEVELS 17-20 - OVERALL PLANS

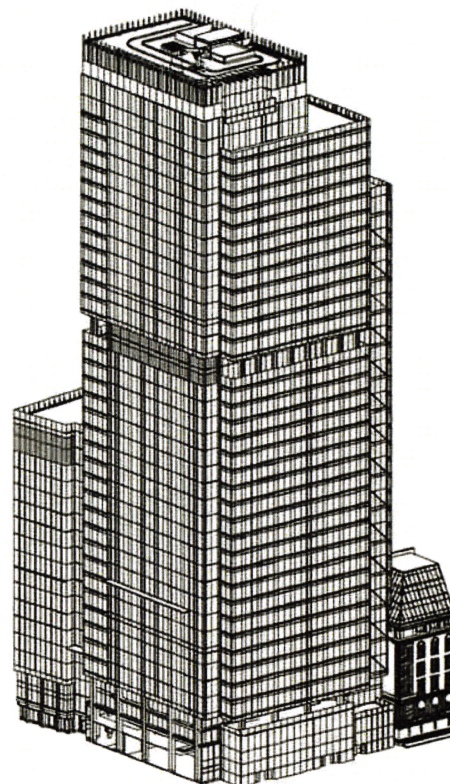
Scale:
As Indicated

A1.017





02 AXO - SE VIEW



01 AXO - SW VIEW

SHEET NOTES

Morgan Stanley

JLL
ARCHITECTS
PARTNERS

ONE POST OFFICE SQUARE

One Post Office Square
Boston, MA 02111

Gensler

City: Boston, MA
Project: One Post Office Square
Scale: 1/4" = 1'-0"

GENERAL NOTES

1. All work shall be in accordance with the latest edition of the Building Code of the City of Boston.

REVISIONS

PROGRESS SET NOT FOR CONSTRUCTION

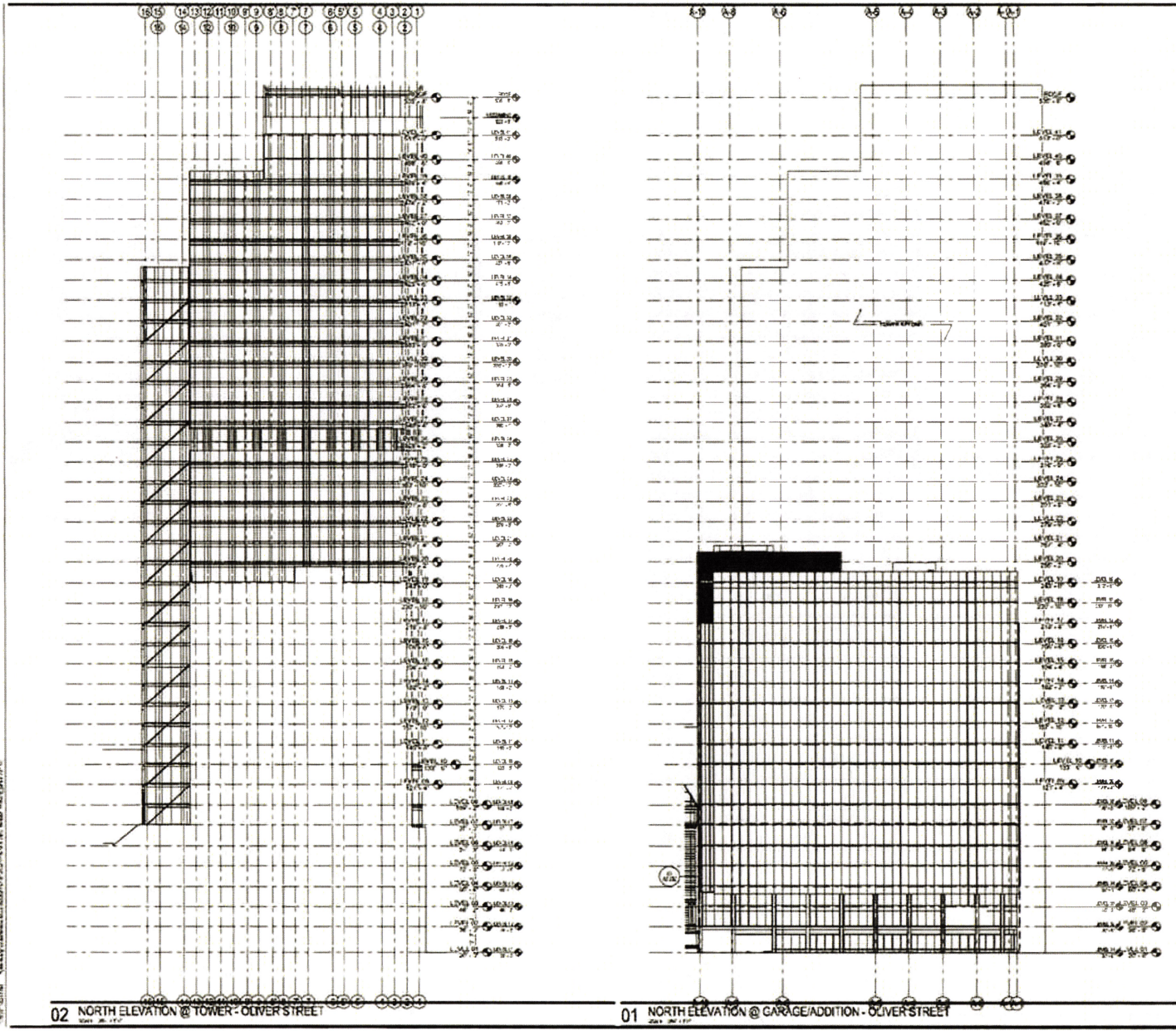
Project Name:
One Post Office Square
Repositioning
Project Number:
11 7061.000

Description:
3D AXONOMETRIC - SW/SE

Scale:

A2.002

KEY PLAN



SHEET NOTES

Morgan Stanley

JLI

ANCHORLINE

PARTNERS

ONE POST OFFICE SQUARE

One Post Office Square
Boston, MA 02191

Genster

02 Jan 2004
1st Floor
8:00 AM - 12:00 PM
Landscape

14-0136590
10-01-18-01

GENERAL NOTES

Rev	Description	Date
01	01	01

KEY PLAN

PROGRESS SET NOT FOR CONSTRUCTION

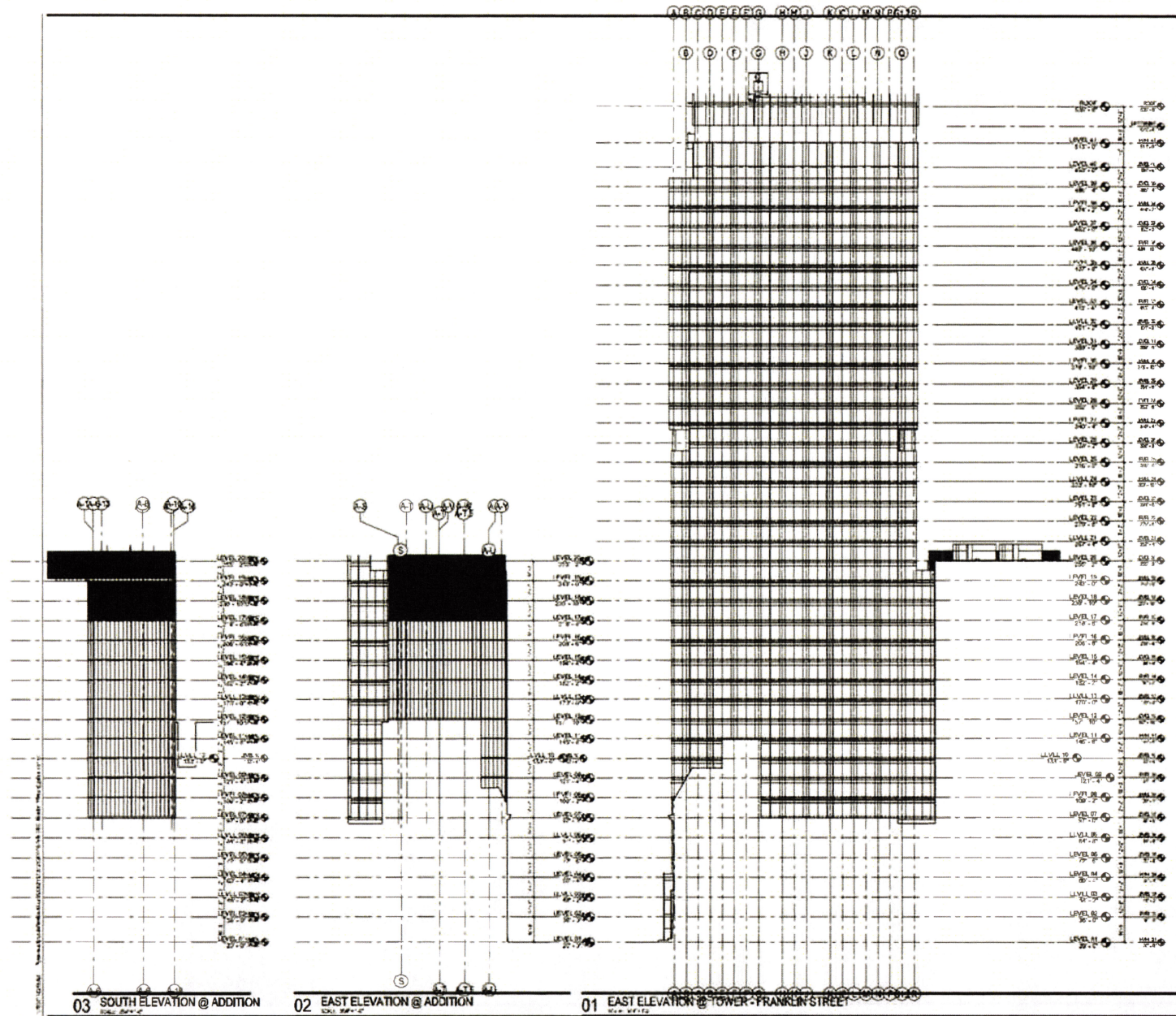
Project Name
One Post Office Square
Repositioning

Project Number
11 7081 000

Revision
BUILDING ELEVATIONS - NORTH

Scale
3/64" = 1'-0"

A2.101



SHEET NOTES

Morgan Stanley

JLL
ANCHORLINE
PARTNERS

**ONE POST
OFFICE SQUARE**
One Post Office Square
Boston, MA 02111

Gensler

270 South Street
Boston, MA 02111
Tel: 617.452.1000
Fax: 617.452.1001

GENERAL NOTES

1. See General Notes for details.
2. See General Notes for details.
3. See General Notes for details.

Drawn by:

**PROGRESS SET
NOT FOR
CONSTRUCTION**

Project Name:

One Post Office Square
Repositioning

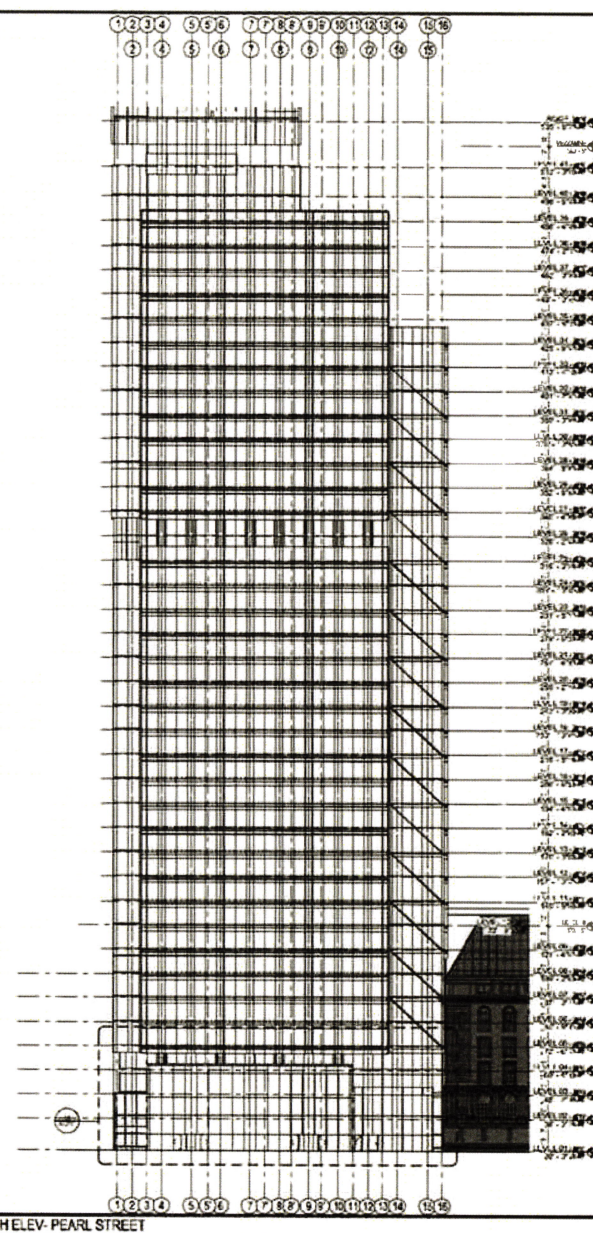
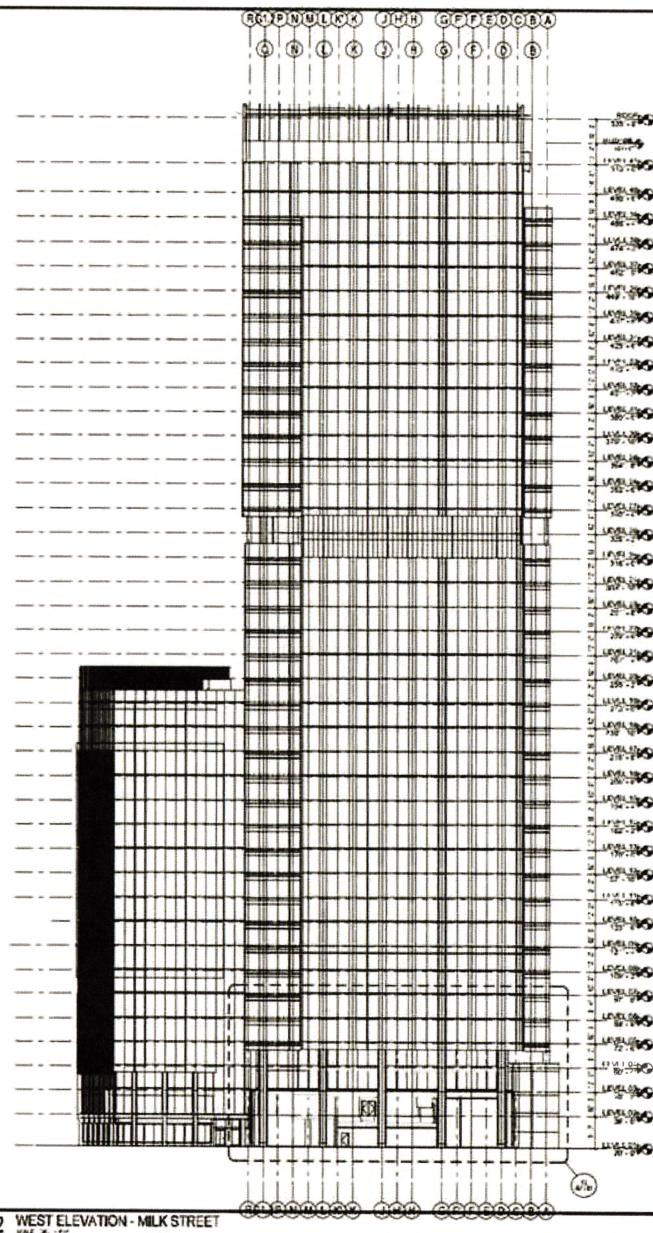
11.7061.000

BUILDING ELEVATIONS -
EAST/COUTH

Scale:
3/8" = 1'-0"

A2.102

KEY PLAN



A2.103

Bullet-Point Summary of Chapter 281 of the Acts of 2014

- Section 1 authorizes the Division of Capital Asset Management and Maintenance (“DCAMM”), in consultation with the Department of Conservation and Recreation (“DCR”), to convey by deed to the BRA the land known as Assessors' Parcel No. 0802426030. The parcel may be conveyed to the BRA for redevelopment purposes, subject to the conservation and preservation restrictions contemplated in Section 4 of the legislation.
- To ensure a no-net-loss of lands protected for natural resource purposes, Section 2 states that the consideration for the conveyance to the BRA authorized by Section 1 shall be the full and fair market value of the parcel, as determined by DCAMM based upon an independent professional appraisal. The appraisal shall be subject to the review and approval of the Inspector General (“IG”). The IG will prepare a report of its review and file such report with DCAMM; DCAMM shall subsequently file the report with the House and Senate Committees on Ways and Means and the House and Senate Committee on Bonding, Capital Expenditures, and State Assets. The consideration authorized by Section 2 and received by the Commonwealth is to be deposited in the Division of State Parks and Recreation Trust Fund and must be expended by DCR on improvements to the properties of the Roxbury Heritage State Park.
- According to Section 3, the BRA is responsible for all costs and expenses, including the costs associated with any engineering, surveys, appraisals and deed preparation related to the conveyance to the BRA authorized in Section 1.
- Section 4 states that the BRA may pay the consideration contemplated in Section 2 as follows: (1) \$1.00 at the time of the conveyance to the BRA; and (ii) at the time of subsequent sale, mortgage, lease, encumbrance or other disposition, the full appraised value minus any credits or adjustments agreed to by the parties, to DCAMM.
- Section 5 requires that any development or improvements on Assessors' Parcel No. 0802426030 must delineate and preserve the northeast corner of the parcel as public parkland. DCAMM, either through the deed or by separate instrument, must retain a perpetual preservation restriction on the land conveyed to the BRA. The restriction will either be under the care and control of DCR or the Massachusetts Historical Commission (“MHC”). DCAMM is further required to convey a perpetual conservation restriction to the City, under the care of the Conservation Commission, to run with the land conveyed to the BRA. The preservation restriction shall protect historic and archaeological resources. The conservation restriction shall require: (1) the parkland design shall be subject to the approval of DCR; (2) the park shall be constructed, operated, maintained, and reported at the sole cost of the owner of the fee interest or any lessee; (3) the park shall be subject to the rules and regulations of the City of Boston (“City”); and (4) the park shall be open to the general public.
- Section 6 permits DCAMM, in consultation with DCR, to convey by deed, for no monetary consideration, to the City, the state-owned parcel known as Assessors' Parcel

No. 0802426010. This state-owned parcel includes a portion of what is commonly referred to as the Owen Nawn Factory. Should DCAMM convey this parcel to the City, Section 8 of the legislation requires that the parcel be subject to a perpetual preservation restriction held by DCR or MHC. Section 6 states that DCAMM will establish the value of this parcel for both the highest and best use of the property as currently encumbered and for the preservation purposes authorized in Section 8.

- Section 7 simply further identifies the state-owned parcel expected to be conveyed to the City.
- Section 8 sets forth the details of the perpetual preservation restriction to be held by DCR or MHC that will encumber the state-owned land to be transferred to the City. The preservation restriction will apply to the entire Owen Nawn Factory and all of the land, whether the portion is located on Assessors' Parcel No. 0802426010 or Parcel No. 0802426020.
- Section 9 states that the DCR may undertake and fund an archaeological survey upon the state-owned land and the adjacent city-owned land involved with this project. Any disposition contemplated by this legislation cannot happen until the archaeological survey is completed. It is my understanding that all applicable surveys were completed last year.