

FIRST AMENDMENT TO AMENDED AND RESTATED DEVELOPMENT PLAN
AND DEVELOPMENT IMPACT PROJECT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 17
500 BOYLSTON STREET / 222 BERKELEY STREET

Dated: [BRA Board Date]

Pursuant to Section 3-1A and Article 80, Section 80C of the Zoning Code of the City of Boston (the “Code”) this amendment (the “PDA Plan Amendment”) constitutes the First Amendment to the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 17 (the “Original PDA Plan”).

The Original PDA Plan was approved by the Boston Redevelopment Authority (the “BRA”) on April 21, 1988, and the Boston Zoning Commission (“BZC”) on May 11, 1988, and went into effect on May 31, 1988. The Original PDA Plan contemplated the construction of two project components, one referred to in the Original PDA Plan as the “Western Component”, which is now commonly known as 500 Boylston Street (“500 Boylston Street”), and the other referred to in the Original PDA Plan as the “Eastern Component”, which is now commonly known as 222 Berkeley Street (“222 Berkeley Street”). Both the “Western Component” and “Eastern Component” described in the Original PDA Plan were constructed in accordance with the Original PDA Plan, as evidenced by the Certificate of Completion for 500 Boylston Street issued by the BRA on February 10, 1989, and recorded in the Suffolk County Registry of Deeds (“Registry”) in Book 15502, Page 309, and the Certificate of Completion for 222 Berkeley Street issued by the BRA on January 23, 1998, and recorded in the Registry in Book 22137, Page 239.

AMENDMENT TO ORIGINAL PDA PLAN

This PDA Plan Amendment, as set forth below, amends the Original PDA Plan to incorporate a new project within Planned Development Area No. 17, a portion of which will be located at 500 Boylston Street and a portion of which will be located at 222 Berkeley Street. The Original PDA Plan as amended by this PDA Plan Amendment is hereinafter referred to as the “Development Plan”.

1. Project Site.

As more particularly described in the Original PDA Plan, 500 Boylston Street and 222 Berkeley Street (collectively, the “Premises”) are located in the Back Bay neighborhood of Boston and are bounded by Boylston Street to the north, St. James Avenue to the south, Berkeley Street to the east, and Clarendon Street to the west.

According to Map 1 (Boston Proper) of the City of Boston Zoning Maps, the Premises is located within the B-8 Business District. The Premises is also within the Restricted Parking Overlay District established by Section 3-1A.c of the Code and the Groundwater Conservation Overlay District (“GCOD”) established by Article 32 of the Code. The Premises is within an area in which PDA designations are allowed pursuant to Section 3-1A.a of the Code.

2. Owners/Developers.

The owners of the Western Component and the Eastern Component continue to be Five Hundred Boylston West Venture and Two Twenty Two Berkeley Venture (collectively, the “Proponent”), now affiliates of Equity Office Properties.

3. Proposed Project.

The Proponent proposes to construct a maximum 79,300 square foot of Gross Floor Area, maximum 90 feet (approximately 6 stories) addition to the existing building located at 500 Boylston Street, that will infill the existing outdoor courtyard space adjacent to Boylston Street, and to relocate the building’s Boylston Street entrance to Clarendon Street, with an associated vestibule addition and lobby improvements (collectively, the “500 Boylston Component”). The 500 Boylston Component infill addition will be integrated with the existing 500 Boylston Street building at each of its six stories, with retail space on the first two or three floors, office space on the upper floors and a roof deck above the fifth floor. The 500 Boylston Component also includes the conversion of up to 50,000 square feet of space in the existing building at 500 Boylston Street from office uses to retail uses. The final square footages devoted to each use in the 500 Boylston Component will vary depending on market conditions from time to time, but will include only uses permitted under the Development Plan.

The Proponent proposes to construct two new ground and second floor vestibules adjacent to the entrance of 222 Berkeley Street, together containing a maximum of 700 square feet of Gross Floor Area (the “222 Berkeley Component”). One vestibule will expand an existing retail space and the other will provide stairs and/or a lift leading to an existing approximately 8,350 square foot office space that may be converted to a restaurant. The final square footages devoted to each use in the 222 Berkeley Component will vary depending on market conditions from time to time, but shall continue to include only uses permitted under the Development Plan. The 500 Boylston Component and the 222 Berkeley Component are hereinafter referred to, collectively, as the “Proposed Project”.

4. Location and Appearance of Structures.

The proposed location and appearance of the 500 Boylston Component is shown on the plans and elevations that are included in Exhibit A attached hereto. The proposed location and appearance of the 222 Berkeley Component is shown on the plans and elevations that are included in Exhibit B attached hereto. Such plans and elevations may be further refined, revised and approved pursuant to review by the BRA and other applicable agencies and authorities, but shall not exceed the dimensional limitations set forth in the Development Plan. The plans, schedules and descriptions of the improvements constructed on the Premises set forth in the Original PDA Plan shall be deemed modified as necessary in order to conform to the modifications approved in this PDA Plan Amendment.

5. Location and Appearance of Open Spaces and Landscaping.

The design for the Proposed Project’s open spaces and landscaping (to the extent applicable) is shown on the plans included in Exhibit A and Exhibit B attached hereto, as said plans may be

further refined, revised and approved pursuant to review by the BRA and other applicable agencies and authorities. The 500 Boylston Component, and its associated open spaces and landscaping, will be provided in lieu of the existing exterior courtyard fronting on Boylston Street that was described in the Original PDA Plan. The 500 Boylston Component's new landscape and open space designs are intended to improve the pedestrian experience along the sidewalks abutting 500 Boylston Street by creating a cohesive urban streetscape that is coordinated with the City of Boston's plans for the development of the Boylston Street corridor in the Back Bay neighborhood.

6. Proposed Uses.

The Proposed Project is intended to be used for office, retail, service, restaurant, and other uses accessory thereto, including, without limitation, all uses listed as allowed and conditional in Exhibit II to the Original PDA Plan. It is acknowledged that the uses for the Proposed Project will vary depending on market conditions from time to time but shall continue to include only uses permitted under the Development Plan.

7. Dimensions and Densities.

This PDA Plan Amendment sets forth the maximum Floor Area Ratio ("FAR") for the Western Component as improved by the 500 Boylston Component (the "500 Boylston FAR"), the Eastern Component as improved by the 222 Berkeley Component (the "222 Berkeley FAR") and for the entire Project as improved by the Proposed Project (the "Total FAR"), all as detailed in Exhibit C attached hereto. The actual dimensions and densities of the 500 Boylston Component and the 222 Berkeley Component, respectively and together, as such dimensions may be further refined, revised and approved pursuant to review by the BRA and other applicable agencies and authorities, shall comply with the maximum FARs set forth in Exhibit C, and other dimensional limitations set forth in the Development Plan. Accordingly, all references to the FAR of the Western Component and/or Eastern Component and/or the two components combined in the Original PDA Plan, in the Section entitled "Density" in the Original PDA Plan, Exhibit IV of the Original PDA Plan or otherwise, are all hereby deleted in their entirety and superseded by the permitted FAR set forth in Exhibit C. The height of the Proposed Project shall not exceed the maximum heights established for the Western Component and Eastern Component in the Original PDA Plan.

8. Parking and Loading Facilities.

The Proposed Project will utilize the existing parking and loading facilities at the Premises and will not increase the number of parking spaces beyond the number already allowed under the Original PDA Plan.

9. Proposed Building Elevations.

The proposed building elevations and other design elements of the Proposed Project will conform with the plan included in Exhibit A and Exhibit B attached hereto, as they may be further refined, revised, amended and approved pursuant to review by the BRA and other

applicable agencies and authorities, and in accordance with the FAR requirements set forth in Exhibit C attached hereto, and other dimensional limitations set forth in the Development Plan.

10. Signage.

Signage for the Proposed 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 Procedures.

11. Public Benefits.

The Proposed Project represents a substantial investment by the Proponent that will provide significant benefits to the Back Bay community and the City of Boston, including new jobs creation, urban design improvements, and additional tax revenues. As a result of this investment, an underused courtyard will be replaced by a vibrant, attractive and highly visible mixed-use building that enhances the pedestrian and retail and residential vitality, as well as the urban design and architectural character, of the Back Bay area. The Proposed Project's specific public benefits include the following:

- ◆ Provision of new ground floor retail space along Boylston Street that will bring life to the sidewalks in the vicinity of the Premises and replace the underused and unwelcoming exterior courtyard located at 500 Boylston Street.
- ◆ Compliance of the 500 Boylston Component with Article 37 of the Boston Zoning Code by being Leadership in Energy and Environmental Design (LEED) certifiable anticipated at the Silver level.
- ◆ Improvement of the existing indoor connection from Berkeley Street to Clarendon Street.
- ◆ Creation of a welcoming lobby at the new Clarendon Street entrance with amenities such as a fireplace, sofa seating, café, wifi and views of the Trinity Church.
- ◆ Creation of approximately 125 construction jobs and 228 permanent full- and part-time jobs.
- ◆ Provision of property tax revenues to the City of Boston by increasing the assessed value of the Premises.

12. Relationship Between 500 Boylston Street and 222 Berkeley Street.

Except with respect to the requirements for Total FAR, which burden and benefit both 500 Boylston Street and 222 Berkeley Street, the requirements of the Development Plan with respect to 500 Boylston Street shall be calculated independently of 222 Berkeley Street and the requirements of the Development Plan with respect to 222 Berkeley Street shall be calculated independently of 500 Boylston Street.

Accordingly, (a) any dimensional or bulk requirements with respect to 500 Boylston Street shall be inapplicable to 222 Berkeley Street, and shall be calculated independent of 222 Berkeley Street, and any dimensional or bulk requirements with respect to 222 Berkeley Street shall be inapplicable to 500 Boylston Street and shall be calculated independently of 500 Boylston Street; (b) no public benefit or mitigation requirements related to 500 Boylston Street shall be applicable to 222 Berkeley Street and no public benefit or mitigation requirements related to 500 Boylston Street shall be applicable to 222 Berkeley Street; and (c) no right or obligation set forth in any agreement between the BRA and the 500 Boylston Owner shall be applicable to the 222 Berkeley Owner and no right or obligation set forth in any agreement between the BRA and the 222 Berkeley Owner shall be applicable to the 500 Boylston Owner.

Any non-compliance by 500 Boylston Street shall not affect the compliance of 222 Berkeley Street, and any non-compliance by 222 Berkeley Street shall not affect the compliance of 500 Boylston Street. The 500 Boylston Owner (and its successors and assigns) shall be responsible only for those obligations under the Development Plan that relate to 500 Boylston Street, and the 222 Berkeley Owner (and its successors and assigns) shall be responsible only for those obligations under the Development Plan relating to 222 Berkeley Street.

13. Other Approvals and Review Procedures.

The Proposed Project is subject to Large Project Review under Article 80B of the Code. The Proponent filed a Letter of Intent with the Boston Redevelopment Authority on March 13, 2015. A Project Notification Form (“PNF”) relating to the Proposed Project was filed on or about June 3, 2015, to formally commence the Large Project Review process. The Proposed Project will not 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. Accordingly, the Development Impact Project Exactions under Section 80B-7 of the Code do not apply to the Proposed Project.

The Premises is located within the GCOD governed by Article 32 of the Code. The Proponent will incorporate into the Proposed Project groundwater conservation systems that meet the standards set forth in Article 32 of the Code, that are acceptable to the Boston Water and Sewer Commission (“BWSC”) and the Boston Groundwater Trust (“BGT”) and that comply with the requirements of Article 32 of the Code. The Proponent shall obtain a written determination from BWSC as to the Proposed Project’s meeting the standards and requirements of Article 32. The Proponent shall provide a copy of the written determination from BWSC to the BRA and the BGT prior to the issuance of a Certification of Consistency for the Proposed Project. Accordingly, the Proponent shall not be required to obtain a conditional use permit from the Board of Appeal, and the Proposed Project shall be deemed to be in compliance with Article 32 of the Code.

The Proposed Project shall be constructed in accordance with Article 37, Green Buildings, of the Code.

Various other permits and approvals may also be required for the Proposed Project and will be obtained at the appropriate time. Modifications to the Proposed Project may be required as a

result of the review processes in connection with the required permits and approvals. To the extent they are subject to BRA review, minor modifications of the Proposed Project design, consistent with the dimensional limitations and public benefit obligations herein, will be subject to the approval of the Director under this PDA Plan Amendment without further BRA action.

14. Applicability.

In accordance with Section 80C-9 of the Code, consistency of the Proposed Project with the Development Plan (as evidenced by one or more Certifications of Consistency) constitutes compliance with the dimensional, use and all other requirements of the Code to the extent such requirements have been addressed in the Development Plan. To the extent that any aspect of proposed uses and proposed structures complying with the Development Plan are in conflict with any requirement of the Code not specifically addressed in the Development Plan, such requirements shall be deemed to be waived upon approval of the Development Plan and issuance of one or more Certifications of Consistency.

15. No Duty to Develop the Proposed Project.

Notwithstanding anything set forth in the Development Plan to the contrary, under no circumstances will the Proponent be obligated to proceed with the Proposed Project.

16. Definitions.

Capitalized terms in this PDA Plan Amendment, unless otherwise defined herein, shall be defined as set forth in the Original PDA Plan. Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meaning set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter

17. Amendment.

From and after the effective date of this PDA Plan Amendment, the provisions of the Development Plan relating to 500 Boylston Street may be amended upon the petition of the 500 Boylston Owner alone and the provisions of the Development Plan relating to 222 Berkeley Street may be amended upon the petition of 222 Berkeley Owner alone. In the event that any amendment to the Development Plan proposed by the owner of one of 500 Boylston Street or 222 Berkeley Street, which amendment affects the overall compliance of the Premises with the Development Plan, the Development Plan may be amended upon the request of such proposing owner (without any consent required of the other owner) with respect to the Premises as a whole to the extent necessary for the overall Premises to comply with the Development Plan.

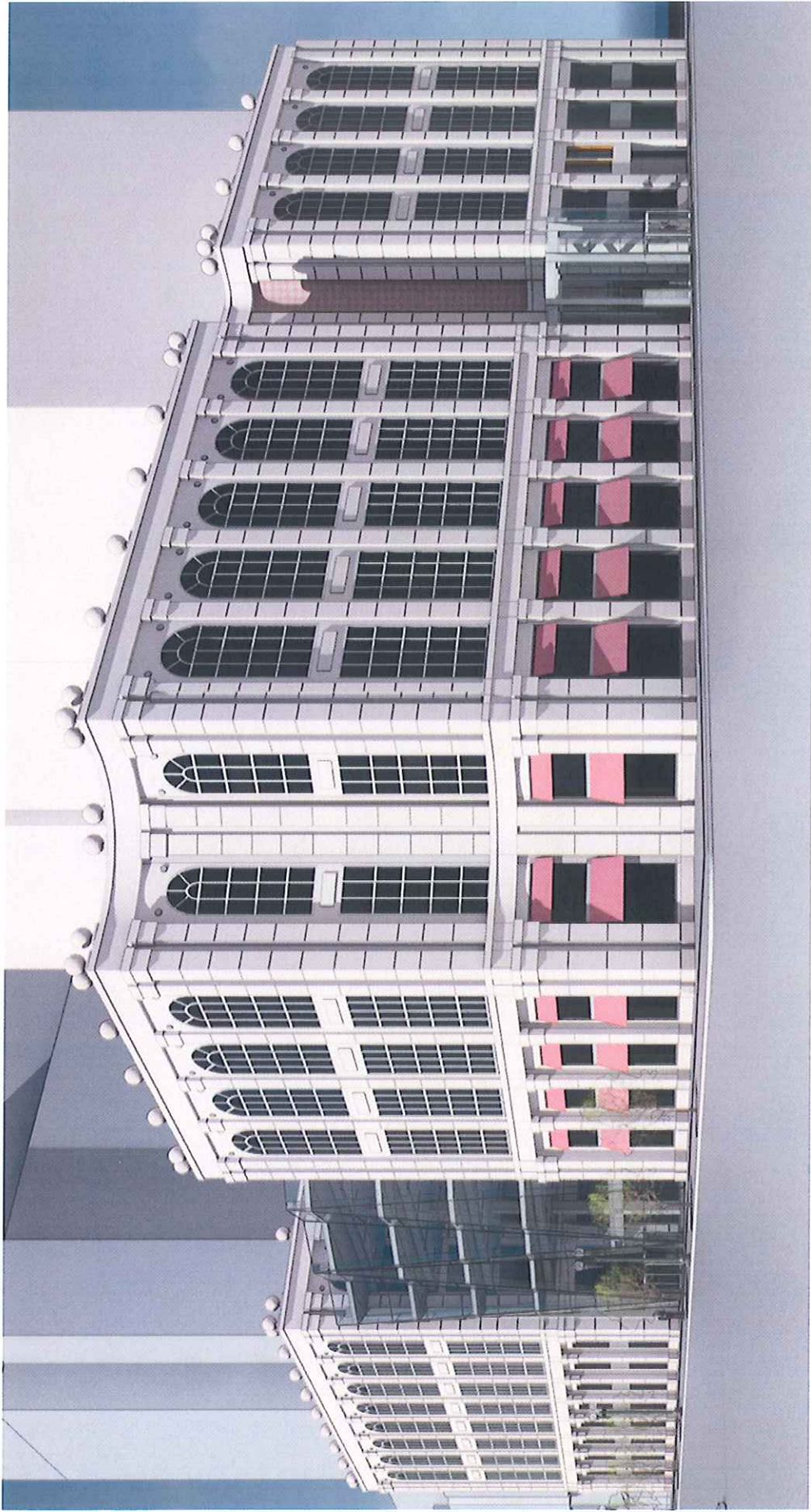
18. Ratification.

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

EXHIBIT A

500 BOYLSTON PLANS

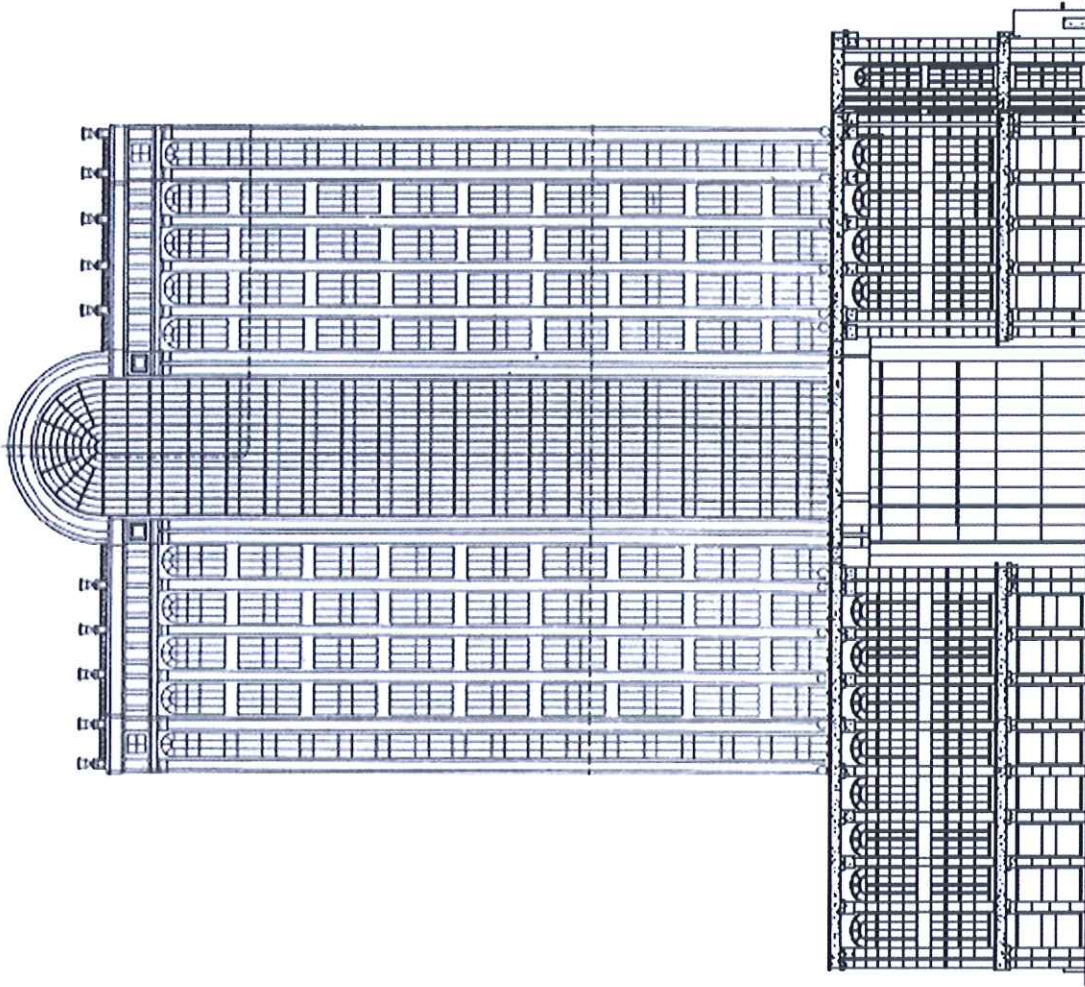
[see attached]



500 Boylston Street Boston, Massachusetts

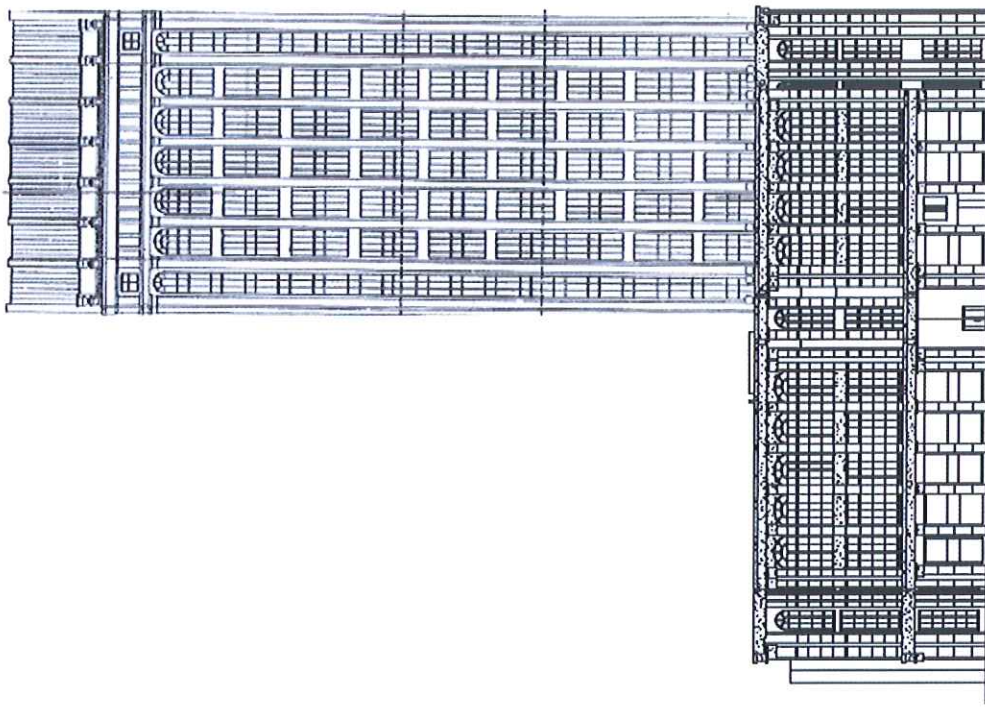
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Figure 1-5
View from the Corner of Boylston and Clarendon Streets

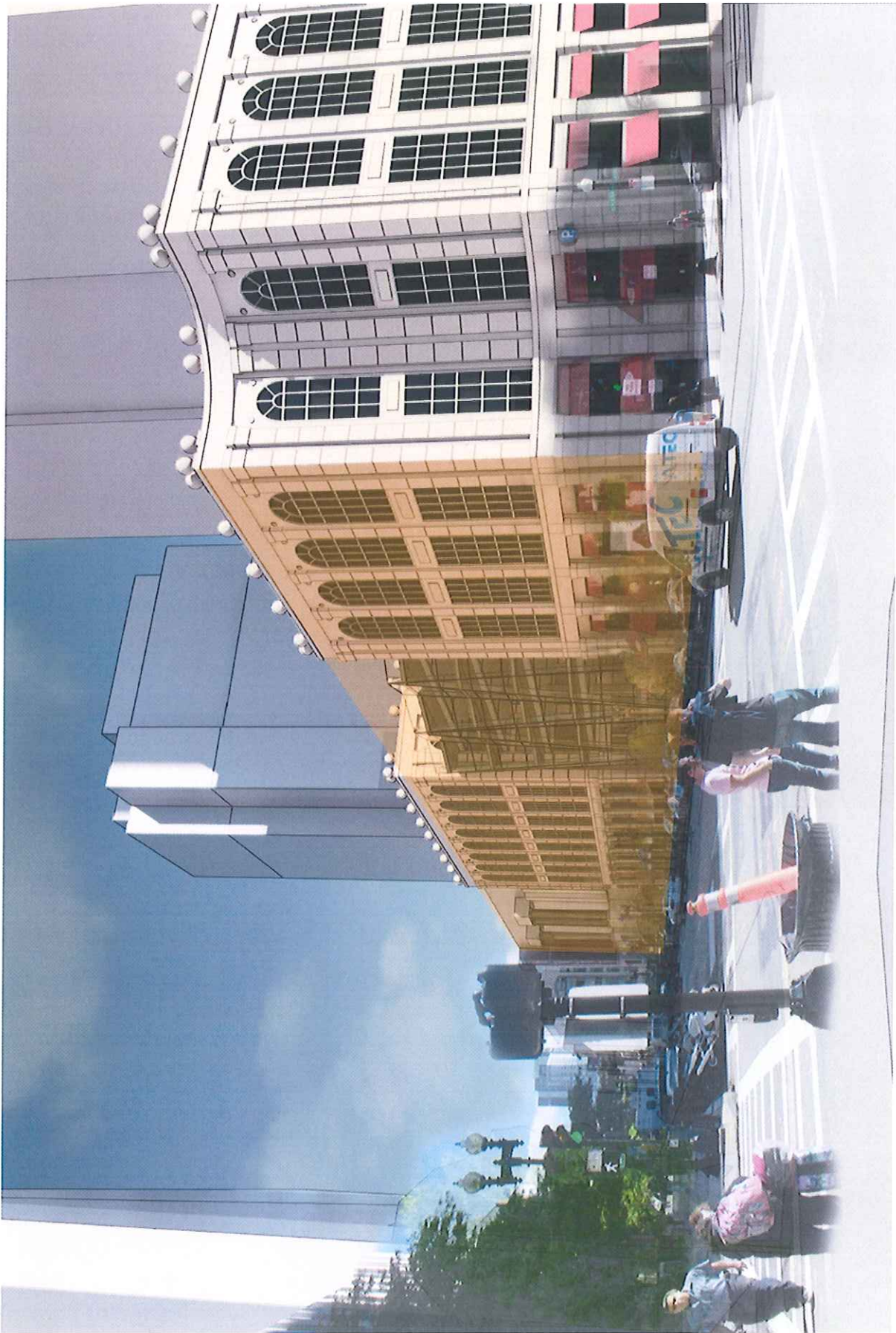


Boylston St Elevation

500 Boylston Street Boston, Massachusetts



Clarendon St Elevation



500 Boylston Street Boston, Massachusetts



500 Boylston Street Boston, Massachusetts

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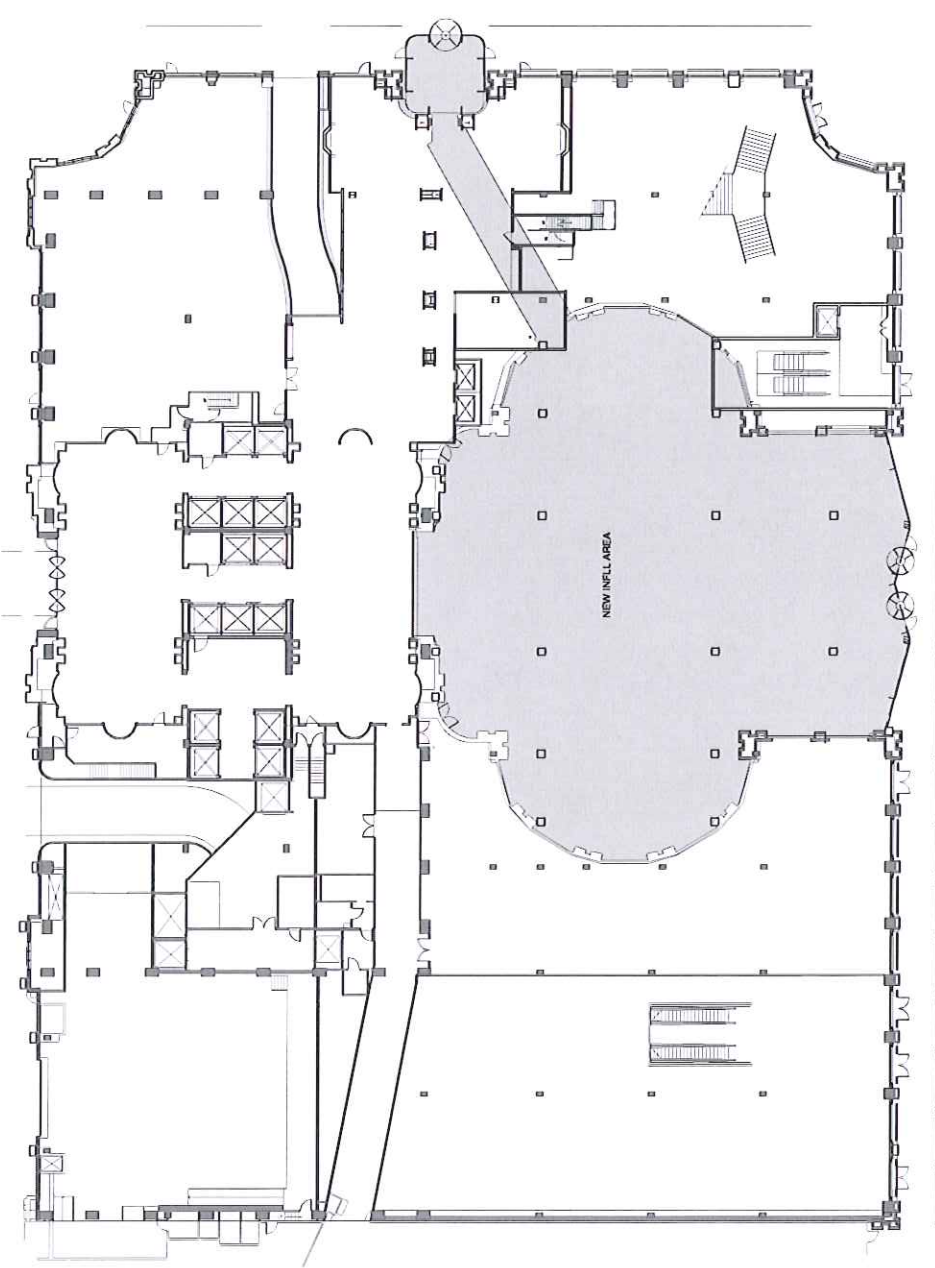
Figure 5-3
Boylston Street Façade



500 Boylston Street Boston, Massachusetts

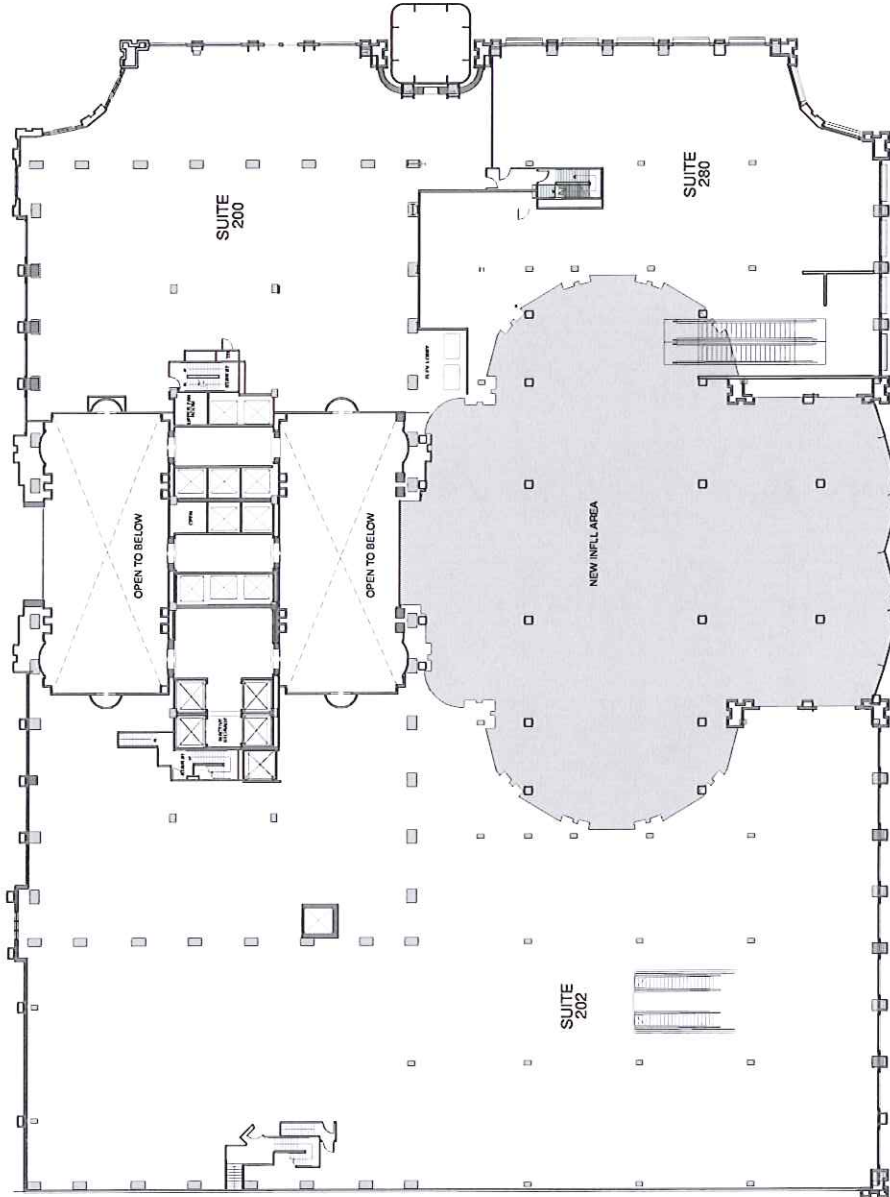
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Figure 5-4
Proposed Clarendon Street Entrance



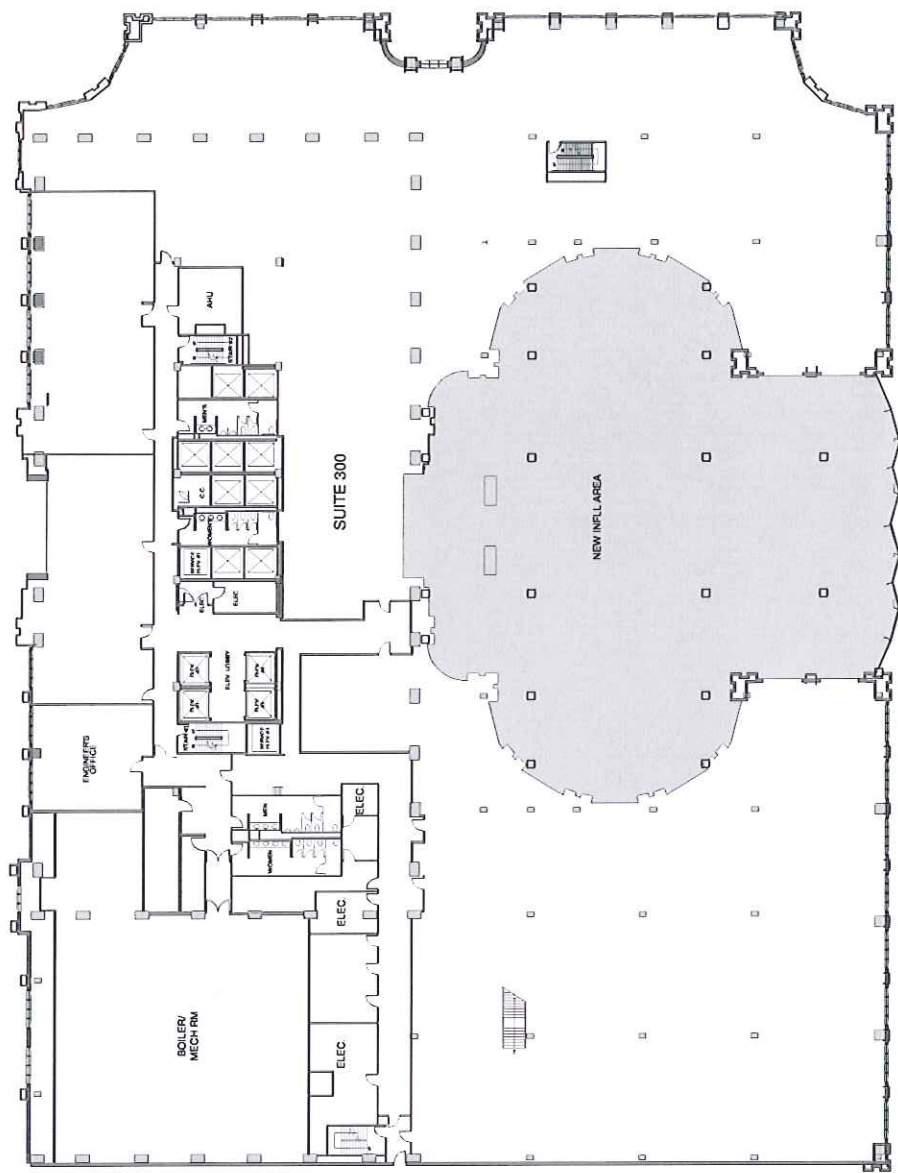
LEVEL 1 - Pricing
 1/2" = 1'-0"

1st FLR NEW



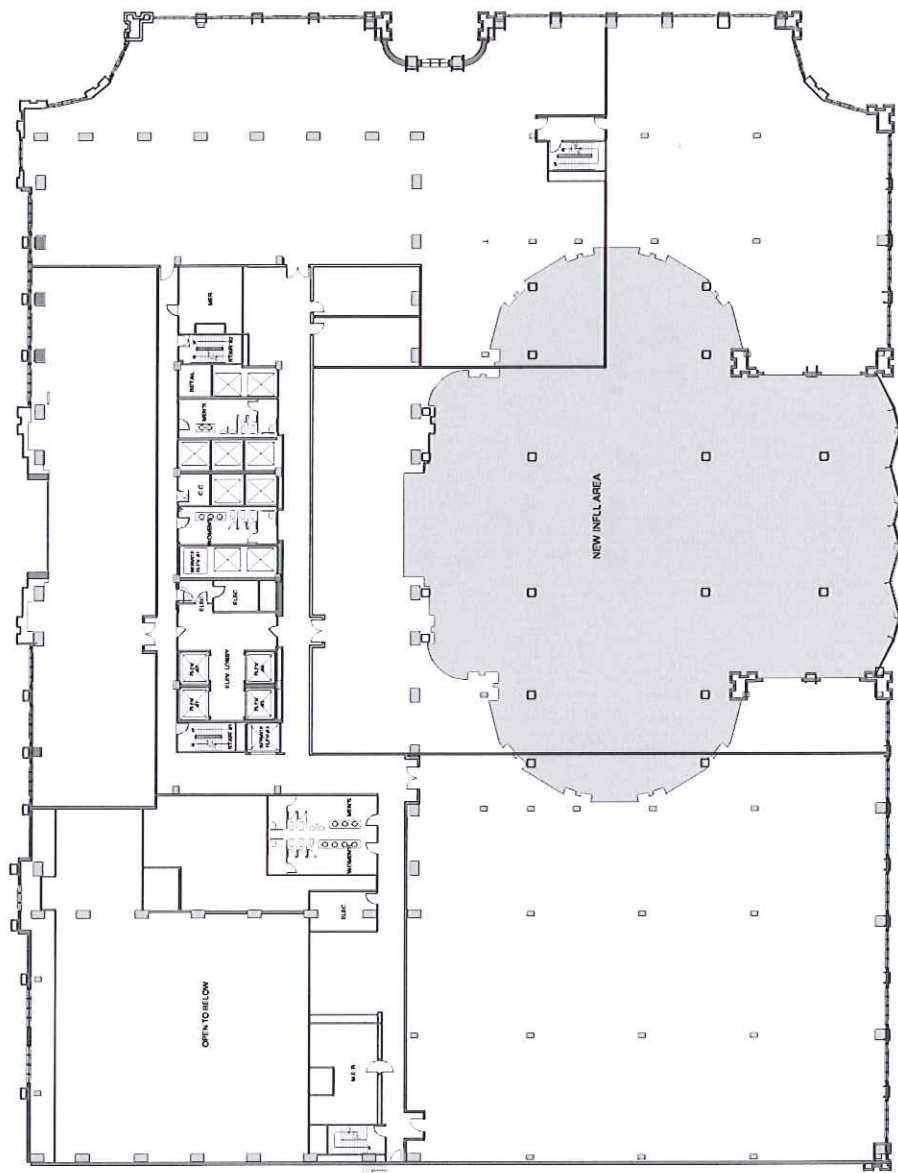
LEVEL 2 - Pricing
 1/20" = 1'-0"

2nd FLR NEW



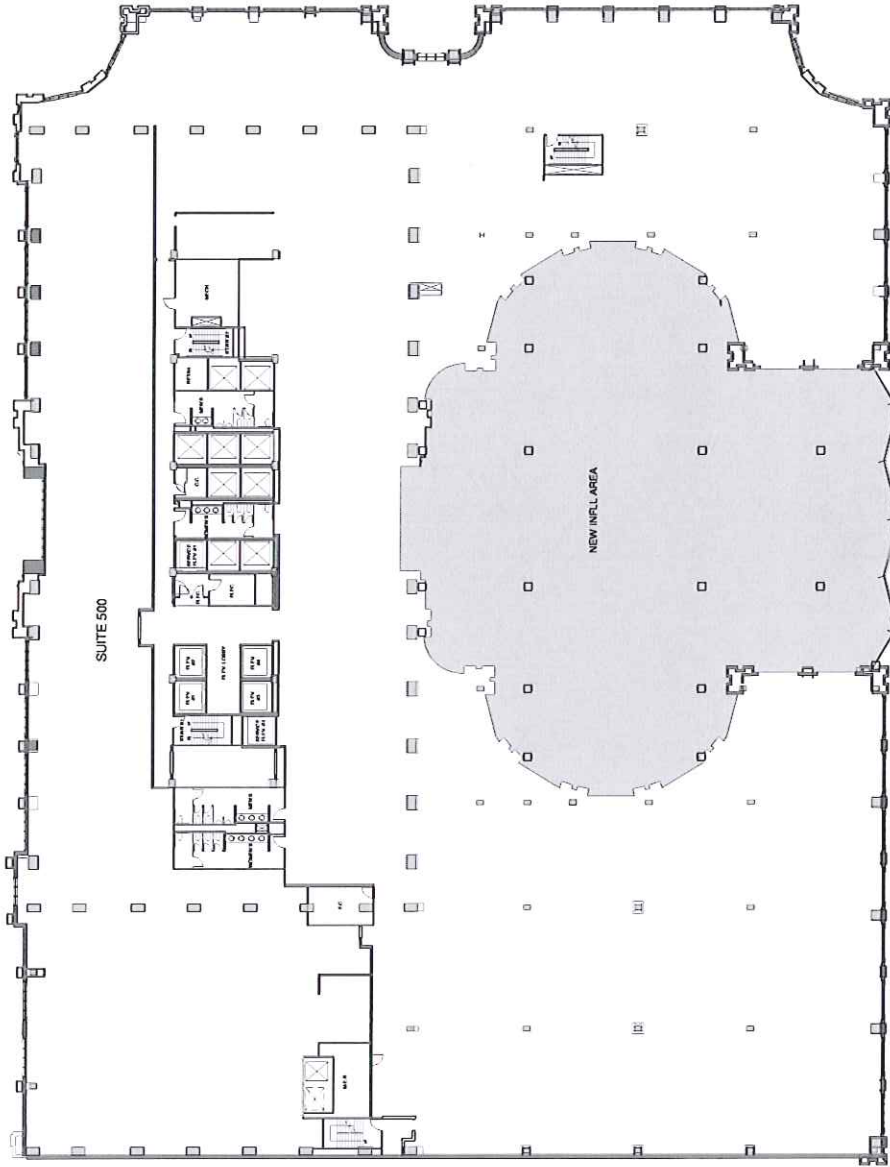
LEVEL 3 - Pricing
1/25' = 1'-0"

3rd FLR NEW



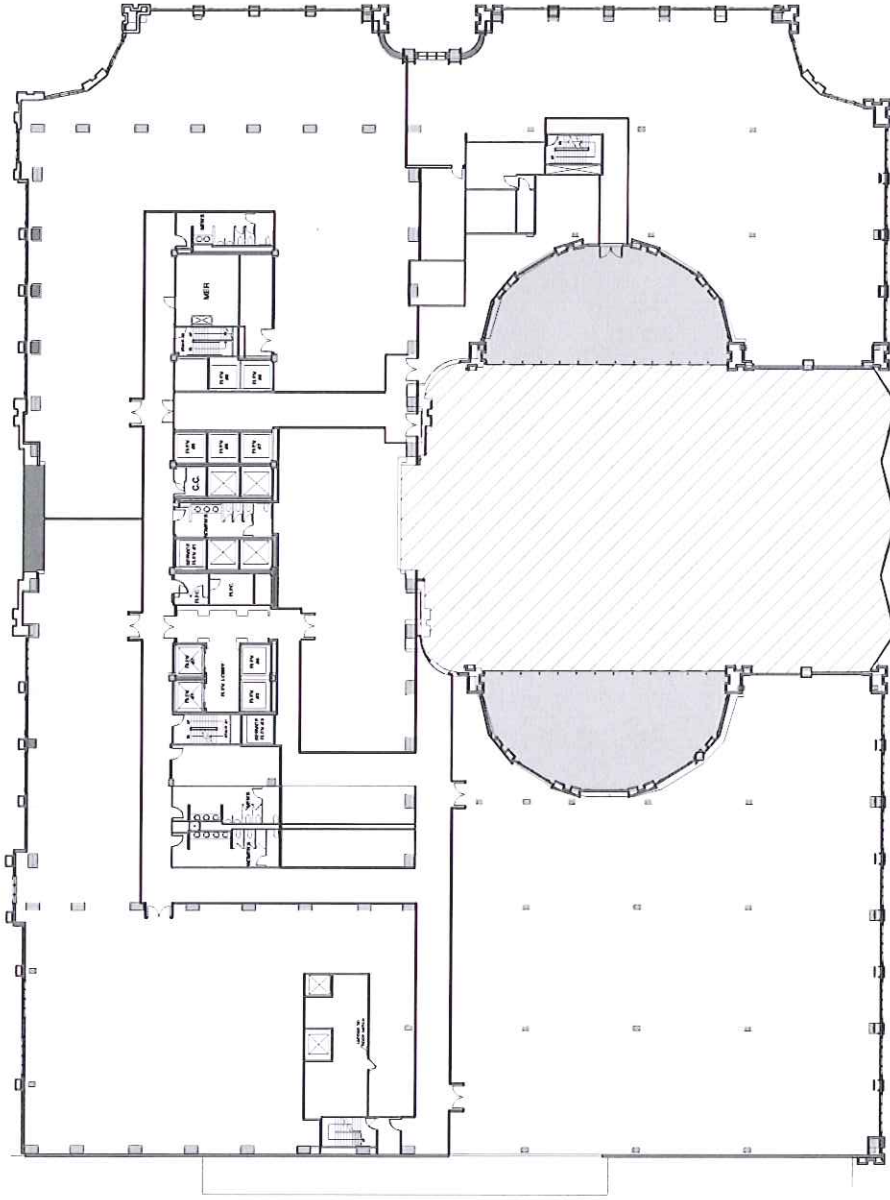
LEVEL 4 - Pricing
 1/32" = 1'-0"

4th FLR NEW



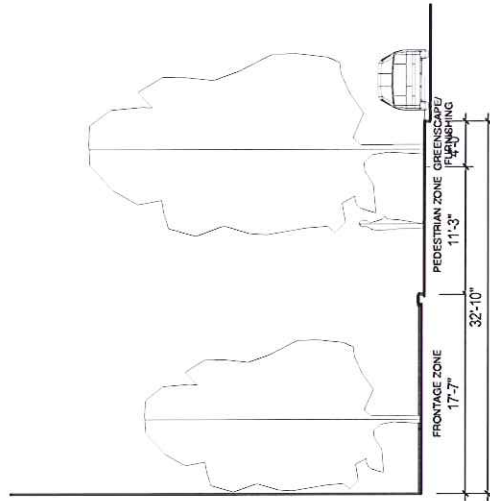
LEVEL 5 - Pricing
1/32" = 1'-0"

5th FLR NEW

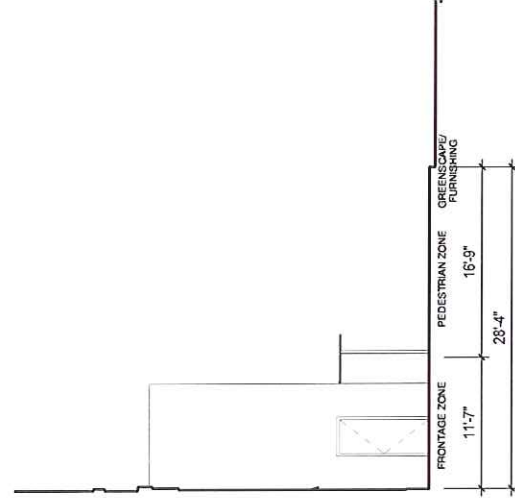


LEVEL 6 - Pricing
1/22" = 1'-0"

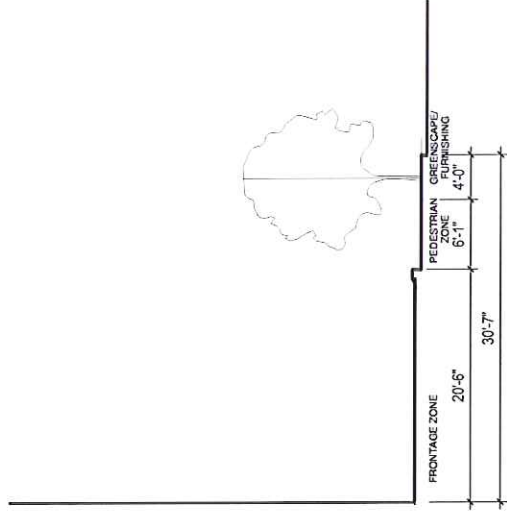
6th FLR NEW



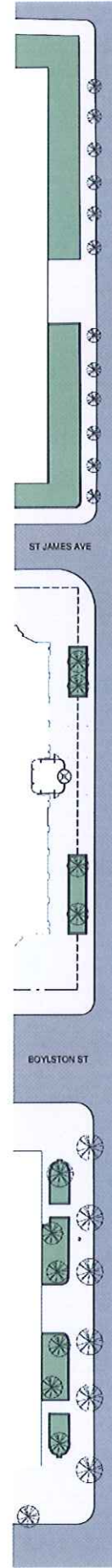
SIDEWALK SECTION BTWN BOYLSTON & NEWBURY -
EXISTING TO REMAIN
3/25" = 1"=0"



SIDEWALK SECTION BTWN BOYLSTON & ST JAMES -
PROPOSED
3/25" = 1"=0"



SIDEWALK SECTION BTWN ST JAMES & STUART -
EXISTING TO REMAIN
3/25" = 1"=0"



PROPOSED SIDEWALK

EXHIBIT B

222 BERKELEY PLANS

[see attached]



500 Boylston Street Boston, Massachusetts



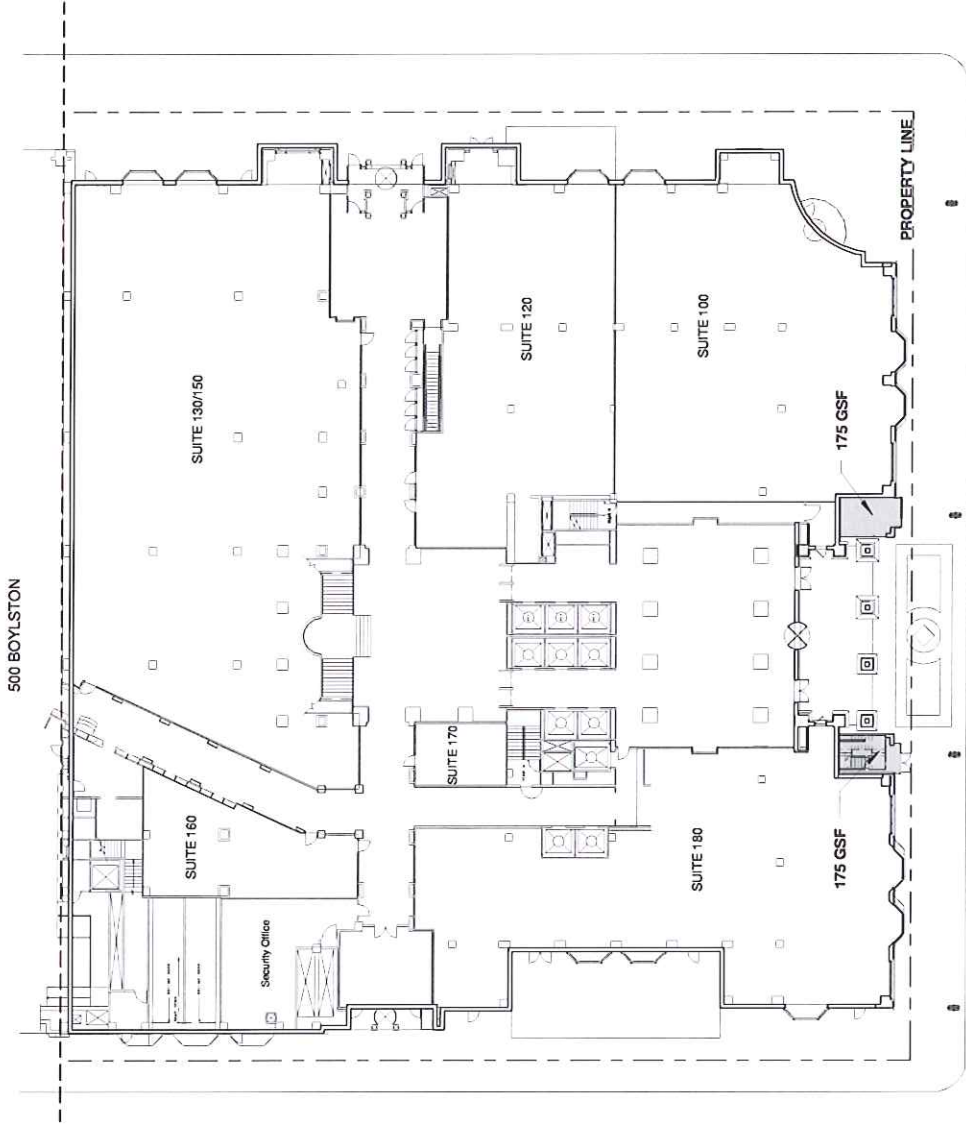
Figure 5-5
Berkeley Street Vestibules



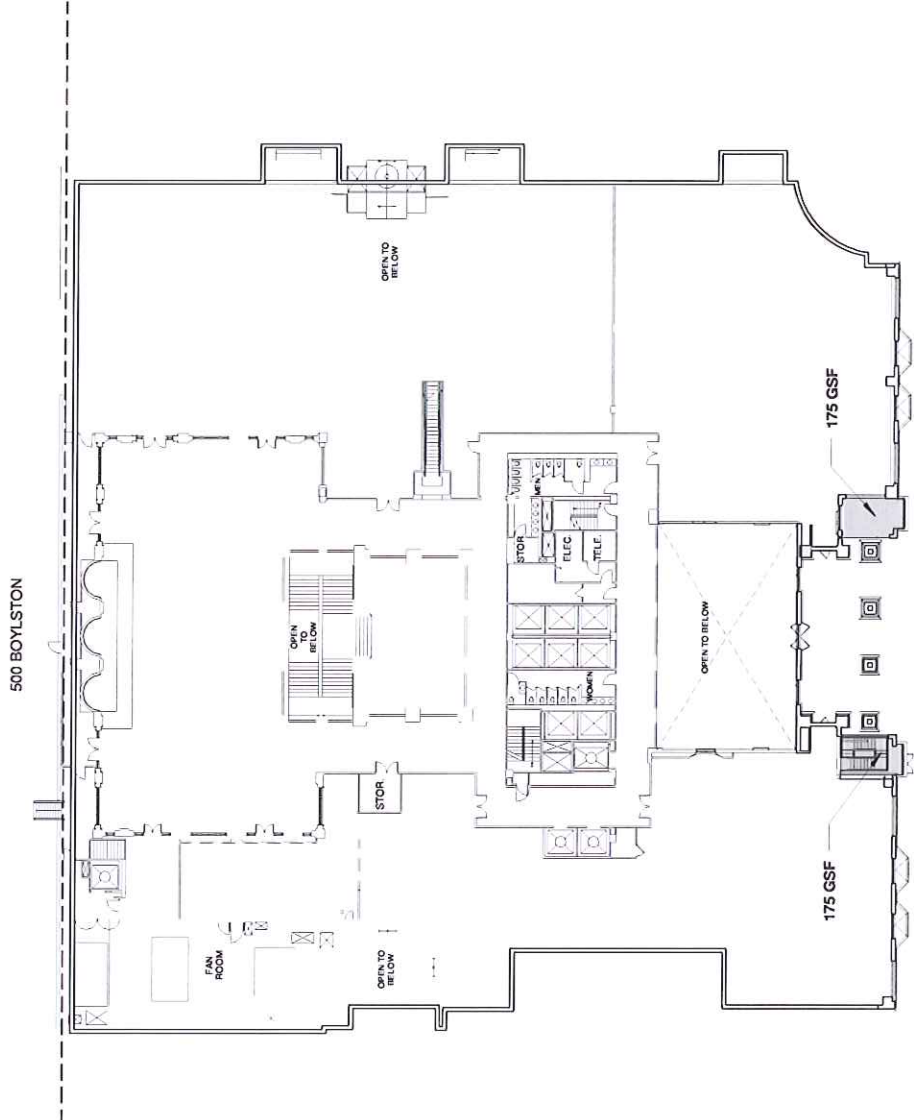
500 Boylston Street Boston, Massachusetts

cbt

Figure 5-6
Berkeley Street Vestibules



1 Level 1 - Program Diagram
1/32" = 1'-0"



2 Level 2 - Program Diagram
 1/32" = 1'-0"

EXHIBIT C

Maximum FAR for PDA No. 17

500 Boylston FAR	9.65
222 Berkeley FAR	9.0
Total FAR	9.4