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September 27, 2010

VIA HAND DELIVERY

John F. Palmieri, Director
Boston Redevelopment Authority
One City Hall Plaza, 9th Floor
Boston, MA 02201

Re: Notice of Project Change
Article 80B - Large Project Review and Approval
Article 80C - Planned Development Area No. 60, PDA Development Plan
The Kensington, Midtown Cultural District

Dear Director Palmieri:

This letter constitutes a notice given pursuant to Section 80A-6 of the Boston Zoning Code ("Code") on behalf of Kensington Investment Company, Inc. and its affiliate, KP Residences LLC ("Kensington") of a project change in connection with the Article 80B approval of the Final Project Impact Report and the Article 80C approval of the Planned Development Area No. 60 Development Plan ("2003 Development Plan"), both granted by the Boston Redevelopment Authority ("BRA") on September 11, 2003 for the Project now known as: The Kensington (formerly: "The Residences at Kensington Place"), located in the Midtown Cultural district of Boston.

History of Project Approvals

On December 10, 2001, Kensington filed with the BRA a Project Notification Form for Large Project Review under Article 80 of the Code for the Project. On March 5, 2002, the BRA issued a Scoping Determination setting forth the submission requirements for a Draft Project Impact Report ("DPIR"). On July 10, 2002, Kensington filed the DPIR, which responded to the Scoping Determination and the concerns raised during the preceding months. On January 28, 2003, the BRA issued a Preliminary Adequacy Determination ("PAD") and in response thereto, Kensington submitted a Final Project Impact Report ("FPIR") to the BRA on March 10, 2003.

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On September 11, 2003, the BRA voted authorization for the Director to issue a Final Adequacy Determination for the Project and to make the following findings: that the FPIR responded to comments on the DPIR and that the Project successfully completed the Article 80B process subject to continuing design review by the BRA. The BRA also authorized the Director to issue a Certification of Compliance upon the successful completion of the Article 80 process, and to enter into various agreements, including a Cooperation Agreement, an Affordable Housing Agreement, a Boston Residents Construction Employment Plan and any and all other agreements and documents which the Director in his sole discretion deems appropriate and necessary.

On January 7, 2004, the BRA issued a Final Adequacy Determination for the Project requiring that the following documentation be fully executed by the Proponent prior to the issuance of a Certification of Compliance and a Certification of Consistency under Article 80 of the Code: Cooperation Agreement, Development Impact Project Agreement, Affordable Housing Agreement, Boston Residents Construction Employment Plan, First Source Agreement and Memorandum of Understanding, Transportation Access Plan Agreement and Construction Management Plan. On November 23, 2004, the BRA issued a Certificate of Consistency to the Boston Inspectional Services Department allowing for the issuance of one or more Demolition Permits to demolish buildings located on the Project site. No further action has been taken with respect to the execution of agreements, which remain unexecuted, nor did the BRA issue any additional Certifications of Consistency or Certifications of Compliance under Article 80C and Article 80B respectively.

Additionally, on June 27, 2003 Kensington filed the 2003 Development Plan with the BRA in compliance with Section 3-1A and Article 80C of the Code for the Project and notice was published in the Boston Herald on July 1, 2003. The 45 day comment period for the 2003 Development Plan expired on August 11, 2003. Two public meetings were held on July 23, 2003 and July 30, 2003. On September 11, 2003, the BRA after a public hearing approved the 2003 Development Plan and recommended to the Zoning Commission the approval of the 2003 Development Plan and the designation of Planned Development Area No. 60. On December 17, 2003 the Zoning Commission approved Map Amendment Application No. 485, which amended Map No. 1A, Midtown Cultural District, of the Zoning Maps of the City of Boston by adding the designation "D" indicating a Planned Development Area Overlay District to the area of land generally bounded by Washington Street, LaGrange Street and Boylston Square and comprising approximately 45,457 square feet of land to be known as Planned Development Area No. 60, and approved the 2003 Development Plan. The approval by the Zoning Commission of both Planned Development Area No. 60 and the 2003 Development Plan was approved by the Mayor of the City of Boston on December 22, 2003 and became effective on December 22, 2003.

On January 25, 2006, Kensington filed with the BRA an NPC requesting a determination waiving the requirement of further review pursuant to Section 80A-6 of the Code for project

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changes described in the NPC of January 25, 2006 including, but not limited to: a change in the mix of affordable units within the Project, and certain other project design changes as depicted on the plans prepared by The Architectural Team entitled: "The LDA Design Drawings" dated December 15, 2006. On January 26, 2006, the BRA Board authorized the Director to issue a determination waiving the requirements of further review pursuant to Section 80A-6 of the Code in connection with the NPC submitted on January 25, 2006 ("2006 NPC Approval"). The LDA Design Drawings were reviewed by the BRA design staff and were found to be generally consistent with the 2003 Development Plan. Thus, no amendment or change was made to the 2003 Development Plan by the BRA Board with the approval of the NPC on January 26, 2006. In connection with the Planned Development Area No. 60 approval and 2003 Development Plan approval, the BRA authorized the Director to issue a Certification of Consistency under Article 80C when appropriate.

On January 26, 2006, the BRA board also authorized the Director to execute and deliver a certain Land Disposition Agreement ("LDA") which would contain restrictions and requirements regarding the provision of sixty-one (61) on-site affordable housing units and which would fulfill the redeveloper's obligation to enter into an Affordable Housing Agreement and a Boston Residents Construction Employment Plan. On February 10, 2006, the BRA and Kensington entered into the LDA recorded at Suffolk Registry of Deeds ("Suffolk Deeds") at Book 39014, Page 140 in connection with the transfer of the project site to Kensington together with other covenants and conditions set forth in the LDA. On the same date (February 10, 2006), the BRA conveyed to Kensington by Quitclaim Deed recorded at Suffolk Deeds at Book 39014, Page 116, the project site including those areas taken by the BRA by two Orders of Taking approved by the BRA on January 26, 2006 and consisting of an Order of Taking for Parcel HB-G in the Park Plaza Urban Renewal Area recorded with Suffolk Deeds at Book 39014, Page 106 and the Order of Taking for Parcels HB-A, HB-B, HB-C, HB-D, HB-E and HB-F in the Park Plaza Urban Renewal Area recorded at Suffolk Deeds at Book 39014, Page 110.

Subsequently, on November 9, 2006 and November 10, 2006 Kensington agreed with the BRA that in lieu of constructing on-site affordable housing, Kensington would provide a contribution to the Hong Lok House project in the amount of \$6,026,272 for construction financing and \$1,000,000 for operating funds. Additionally, in the summer of 2008 at the request of the BRA, Kensington agreed to provide \$350,000 to the BRA for repairs to the Hong Lok House project site. This amount was paid in two installments on January 15, 2009 and June 25, 2009. The total amount off-site housing contributions thus equals approximately \$7,350,000 which commitment is still in effect.

Prior Project

The prior Project consisted of the demolition of the existing structures located on the Project Site and the construction thereon of a 30-story residential building consisting of: (a) up to

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404,367 square feet of residential floor area comprising up to 350 residential units; (b) up to 7,378 square feet of ground-floor area fronting on Boylston Square, Washington Street and LaGrange Street to be used for retail, service, restaurant and related uses; (c) up to 2,000 square feet of floor area on the Project's first two floors above grade for office use; (d) a four-level below-grade parking garage containing up to 245 off-street parking spaces, accessory to Project uses and not available to the general public; (e) new and upgraded open space, including an improved Boylston Square, accessible from LaGrange Street, Washington Street and Boylston Street, as well as a refurbished Liberty Tree Park; (f) an improved LaGrange Street to be widened from Washington Street to the Project driveway to improve vehicular access to and egress from the Project's garage; (g) improvements to Boylston Square by creating a new sidewalk entryway to the building's lower atrium level; and (h) contributions toward capital funding for the restoration, improvement and annual maintenance of Liberty Tree Park.

Proposed Changes

This Notice of Project Change ("2010 NPC") is being filed in connection with certain modifications to the design and unit composition of the Project, which would constitute changes to the 2003 BRA approvals of the FPIR under Article 80B, Large Project Review, the 2006 NPC Approval and the 2003 Development Plan approved under Article 80C, Planned Development Area Review, as modified by the 2006 NPC Approval. Additionally, this 2010 NPC is being filed as a result in the delay in the financing of the prior Project, which has resulted in a delay of the issuance of a full building permit for the prior Project, since the issuance of the January 7, 2004 Final Adequacy Determination, the November 23, 2004 Certificate of Consistency, and the January 26, 2006 Approval of the NPC, all occurring more than four years prior to this date. The modifications or changes to the Project are described in narrative below, set forth in the Project Drawings and Illustrations, attached hereto as Exhibit A, and incorporated in the Amended and Restated Development Plan dated September 27, 2010, attached hereto as Exhibit B.

Kensington remains the Proponent of the Project. The Project Site contains approximately 30,227 square feet of area and consists of former assessor parcels numbered 4896, 4897, 4898, 4900, 4901, 4902, and Boylston Square. The Project now consists of the development of a 29-story residential building at a height of 290 feet containing: (a) up to 398,000 square feet of residential gross floor area comprising up to 395 residential units; (b) up to 7,200 square feet of ground-floor gross floor area fronting on Washington Street and LaGrange Street for retail/office, service, restaurant and related uses; (c) a two-level (2 level) below-grade and three-level (3 level) above-grade parking garage containing up to 160 off-street parking spaces, which are required as accessory to the Project residential uses and will not be available to the general public; (d) new and upgraded open space areas, including an improved Boylston Square, as well as a refurbished Liberty Tree Park, and (e) an improved LaGrange Street. The Project will also benefit the adjacent China Trade Center building, a designated Boston Landmark owned by the Authority by improving Boylston Square and by contributing

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toward the capital funding required for the restoration and improvement, as well as annual maintenance, of Liberty Tree Park, which qualifies as a public benefit criteria in accord with Section 38-14(b) of the Code (the "Project").

Since the approval of the prior Project, and the conveyance of the Project Site in 2006, the only construction activity on the site has been the demolition of the buildings on LaGrange Street and Washington Street. The Project has been severely impacted by the downturn in financial markets which has halted numerous national, regional and local development projects both for office and residential uses. With the restructuring of the financial institutions and an eventual stabilization of the lending market, the Proponent is now in a position to re-enter the financial market with a project tailored to the real estate market of the forthcoming decade: 2010 to 2020. Thus, in lieu of the mixed rental/condominium and affordable unit project, the Proponent has proposed a 100% rental project. Kensington's financing proposal for the Project is set forth below in the Section of the NPC entitled: "Financing Program".

At the same time, the Proponent has recommitted to the BRA the commitment made in November, 2006, to fund up to \$7,350,000 of construction and operating costs for the Hong Lok House project to be located on Essex Street in Chinatown. By a transfer of the on-site affordable housing commitment to this off-site project, the Proponent and the developers of the Hong Lok House project will insure the development of elderly housing, which is sorely needed in the Chinatown community.

The project changes from the 2003 Development Plan and 2006 NPC Approval are summarized as follows:

- The building height will be in substantial accord with the height limitations of PDA IV and the 2003 Development Plan of 290 feet.
- The number of stories has been reduced from 30 stories to 29 stories.
- The parking garage of 4 below-grade levels containing 245 parking spaces at a parking ratio of 0.7 has been changed to 2 levels below grade and 3 levels above grade containing up to 160 parking spaces at a parking ratio of approximately 0.4.
- The project will contain up to 395 dwelling units which is a 50 unit increase above the 350 residential units approved on September 11, 2003 and a 100 unit increase above the 300 residential units approved on January 26, 2006.
- The FAR of 15.0 will not change.
- The on-site affordability of 61 units has been converted to an off-site housing contribution to Hong Lok House of \$7,350,000.

Project Change Impacts

Design Narrative:

The revised Kensington project is proposed as a twenty-nine story rental apartment building with mixed use retail and non-profit office spaces on the first floor level and a resident parking garage both below and above grade. The project is bounded by LaGrange Street to the south (presently a quasi-service road), Washington Street to the East, and Boylston Square, a 20-foot wide alley separating the parcel from the China Trade Center to the north. The China Trade Center, the immediate northern neighbor, is a designated Boston Landmark of approximately 85 feet in height. The nearest neighbor to the south is the Hayden Building, another historic building of approximately 60 feet in height. To the east, across Washington Street, is Archstone Boston Common, a recently opened rental tower of approximately 300 feet in height. On the next block to the North, beyond the China Trade Center, Millennium Towers, provides a very tall and dense urban background, with towers of more than 400 feet in height. The recently completed W Hotel provides another significant contextual datum, with a completed height of approximately 280 feet.

The changes or revisions to the Kensington project from the previously approved design submission in December of 2005 mainly focus on redistribution of the parking garage to reduce the depth of excavation required, reconfiguration of the typical floor plan to allow an additional unit per floor, relocation of service areas to the north façade of the building and adjustment of the massing and form to increase the available area of exterior wall above grade. The proposed 160 parking spaces are now located on two levels below grade and three levels above grade. Access to the residential parking remains off of LaGrange Street in a similar location. The revised design allows for a significant staging and drop-off component within the footprint of the building at the first floor, rather than using LaGrange for staging. The upper levels of parking at the second through fourth floors, are concealed from the street façade by either residential units (facing Washington Street) or corridors and accessory uses facing LaGrange Street. The parking does engage the portion of the façade facing Boylston Square. Service, loading and trash removal have been relocated from the LaGrange Street parking area entrance to the portion of the building directly opposite the China Trade Building loading and trash area at Boylston Square. The service area is designed with an overhead door which will allow complete concealment of the service area and small to medium size delivery trucks. All services are located interior to the building façade and when the service area door is closed, Boylston Square may become an attractive pedestrian path. The design will allow for any type of loading or deliver at the China Trade Building or the Kensington building to occur without impeding pedestrian access or the service requirements of the other building.

The building mass remains as two towers of differing elevation on the south and north portions of the site. The south tower is now twenty-seven levels and remains as the more solid form, sheathed in a solid material with more punched window openings. The north tower, while more angular and deeper than previously designed, remains as a 290' tall component, with the same 22' mechanical screen on top. The north tower will be twenty-nine levels and sheathed in significantly larger proportions of curtain wall glazing, similar in concept to the recent buildings in the area which illustrate a "folded glass" appearance.

Environmental - Solar Glare, Wind and Shadow:

The originally approved façade for the Kensington project included a clear transparent curtainwall glazing system at the north tower component and a blue-green transparent curtainwall glazing system at the south tower, with masonry veneer at the base of the building. At the time of the project approval, it was accepted that solar glare in the surrounding areas was not an area of significant concern, based on building orientation, faceting, and glass tinting. The 2006 NPC Approval modified the south tower façade to a pre-cast concrete veneer with punched windows, further reducing concerns regarding solar glare, based on a significant reduction in the percentage of highly reflective façade material. The current project, as proposed, slightly modifies the geometry and façade materials, based on the revised project program, ultimately resulting in further reduction of the potential for solar glare issues in the surrounding neighborhood. Based on the proposed design, it is not expected that there will be any adverse solar glare impacts from the Project at any time of year.

An analysis of pedestrian level wind impact was provided in the FPIR. At the time, the analysis made assumptions for both the Kensington project as well as the then un-built Archstone project across Washington Street. Based on the proposed design of the Archstone Boston Common building, and the proposed Kensington building, the analysis indicated that the design of the two projects would not result in significant pedestrian level wind changes or require mitigation for wind velocity. Subsequently, the Archstone Boston Common project has been completed and no significant adverse wind impacts have been noted as a result of that building's completion. The base of the revised Kensington project does not significantly vary from the base of the building as originally designed. The higher planes of the project have become less smooth and curved, and more angular and variegated. The result of the plane modifications at the upper levels and limited adjustments at the lower levels should be a reduction in any potential pedestrian level wind impacts on the surrounding streets. The smoother curved façade would have allowed for greater wind speeds across the building than the angular façade. Based on the revised modifications and the as-built condition of the Archstone Boston Common building, no adverse pedestrian level wind conditions are anticipated as a result of the project modifications.

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The original design of the project was determined to have minimal shadow impact on the surrounding neighborhood, pedestrians, Boston Common and the Public Garden and was consistent with a densely built urban environment. The revised design for the Project does not increase any shadow impact from the previous design approval. The majority of shadows cast by the Project continue to fall onto rooftops of the China Trade building and other buildings adjacent to the Project Site. The revised design will not cast any shadow on the Liberty Tree Park. The revised design does not change the amount or quantity of shadow being cast on the Boston Common from the previous design, and the project design remains in compliance with Article 38 of the Boston Zoning Code and the relevant state shadow protection statutes by not casting a new shadow on the Boston Common for more than two hours between the hours of 8:00 AM and 2:30 PM between March 21st and October 21st. The majority of shadow cast on the Boston Common by the original and revised designs falls before 10:00 AM, and is not expected to adversely impact the use of the common by pedestrians and visitors.

Financing Program

Kensington intends to finance the development of the Project with a combination of debt and equity financing. The debt financing will fund up to 65% of total project costs, which percentage represents a moderate debt level in comparison to historical norms and a currently achievable level given the general market optimism for well-located, urban Boston apartment projects where construction is scheduled to start in late 2011.

Kensington has identified several potential debt financing sources, including a consortium of commercial banks, one or more union labor affiliated pension plans or life insurance companies, or a government-insured loan arrangement administered by the U.S. Department of Housing and Urban Development under the Section 220 Program ("FHA/HUD Section 220 Program").

The equity financing will consist of cash, the land upon which the Project will be built and the development rights or entitlements which authorize the construction of the Project. Kensington owns the land and the development rights or entitlements free and clear of any debt. Kensington's own financial resources result from its ownership and management of significant travel-related assets in addition to commercial real estate, venture capital and private equity investments. Kensington is the wealth management office for the Family of Alan and Harriet Lewis. The Family's most valuable asset is its travel business (Grand Circle Travel and Overseas Adventure Travel), which provides packaged tours of international discovery for older Americans. The travel business owns a fleet of river and oceangoing ships and generates in excess of \$500 million in annual revenue by moving 120,000 American travelers on ship and land-based itineraries touching every part of the world. Both the travel business and Kensington are headquartered in Boston at 347 Congress Street and employ approximately 2,500 persons worldwide. The primary banking relationships for the travel business and Kensington are with

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Capital One and Wells Fargo, who provide the businesses with a wide range of credit, cash management, foreign exchange and merchant credit card products. Both of those banks represent prime candidates to participate in the construction financing for the Project, if a conventional financing approach is utilized.

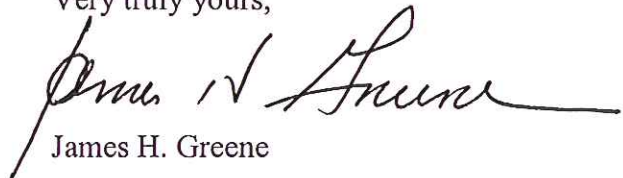
Additionally, if an FHA/HUD financing approach is utilized, Kensington would work with Ellen Kantrowitz, Managing Director of CW Capital, to arrange construction/permanent financing under the FHA/HUD Section 220 program. In July, 2010 CW Capital financed through the FHA/HUD 220 program \$151,000,000 for a new construction 469 unit residential project in the "NoMa" neighborhood of Washington, D.C. (North of Massachusetts Avenue and Union Station), offering residential amenities similar to The Kensington. Kensington is confident that based upon either of these financing approaches, Kensington would be in a position in the second quarter of 2011 to complete the final construction plans and close on the financing for the Project.

Conclusion

In summary, Kensington believes that the foregoing changes set forth in this NPC and in the attached Amended and Restated Development Plan, which are necessary to implement the Project, will result in negligible increases in potential impacts beyond those discussed in the FPIR and the 2006 NPC Approval.

Thank you for your consideration of this NPC.

Very truly yours,



James H. Greene

JHG/sw
Enclosures-Exhibits A and B
cc: Edward Lewis
James O'Brien
J. Ralph Cole
FX Jacoby
Tai Lim

EXHIBIT A

to

Notice of Project Change

Project Drawings and Illustrations.

Please see attached



Kensington | Original Scheme Rendering View

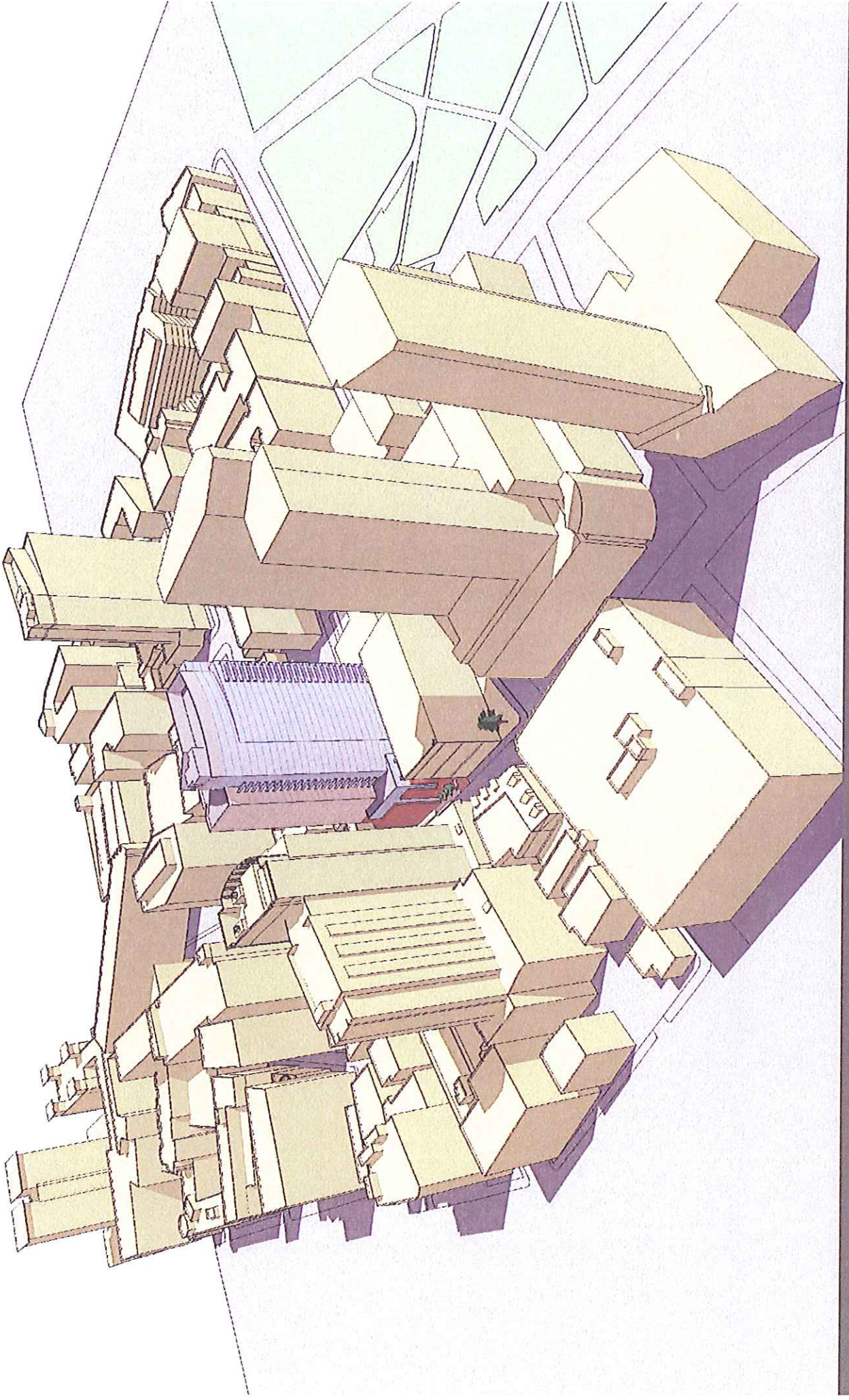
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Kensington | Modified Scheme Rendering View 7.15.2010

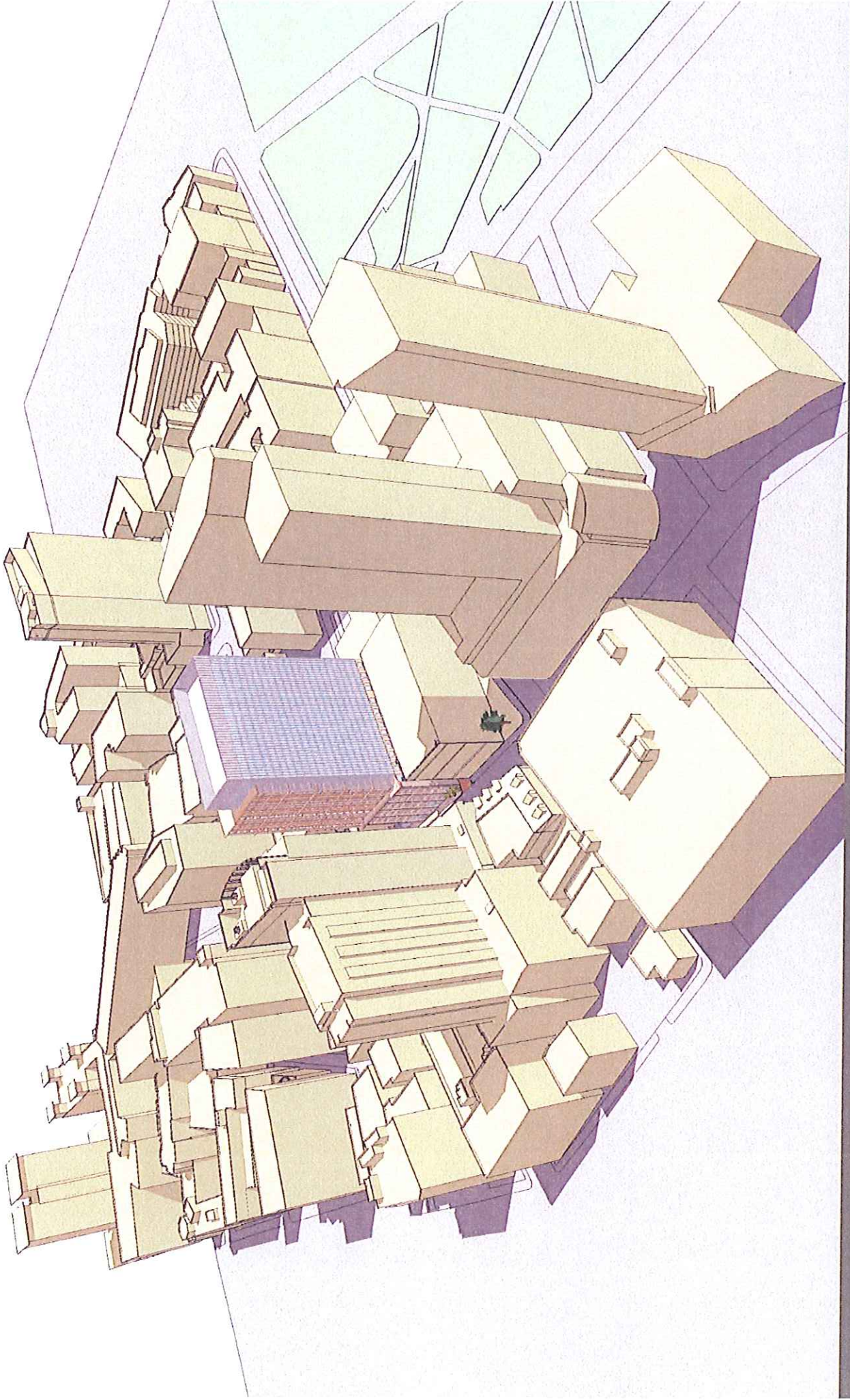
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Kensington | Original Scheme

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Kensington | Original Scheme

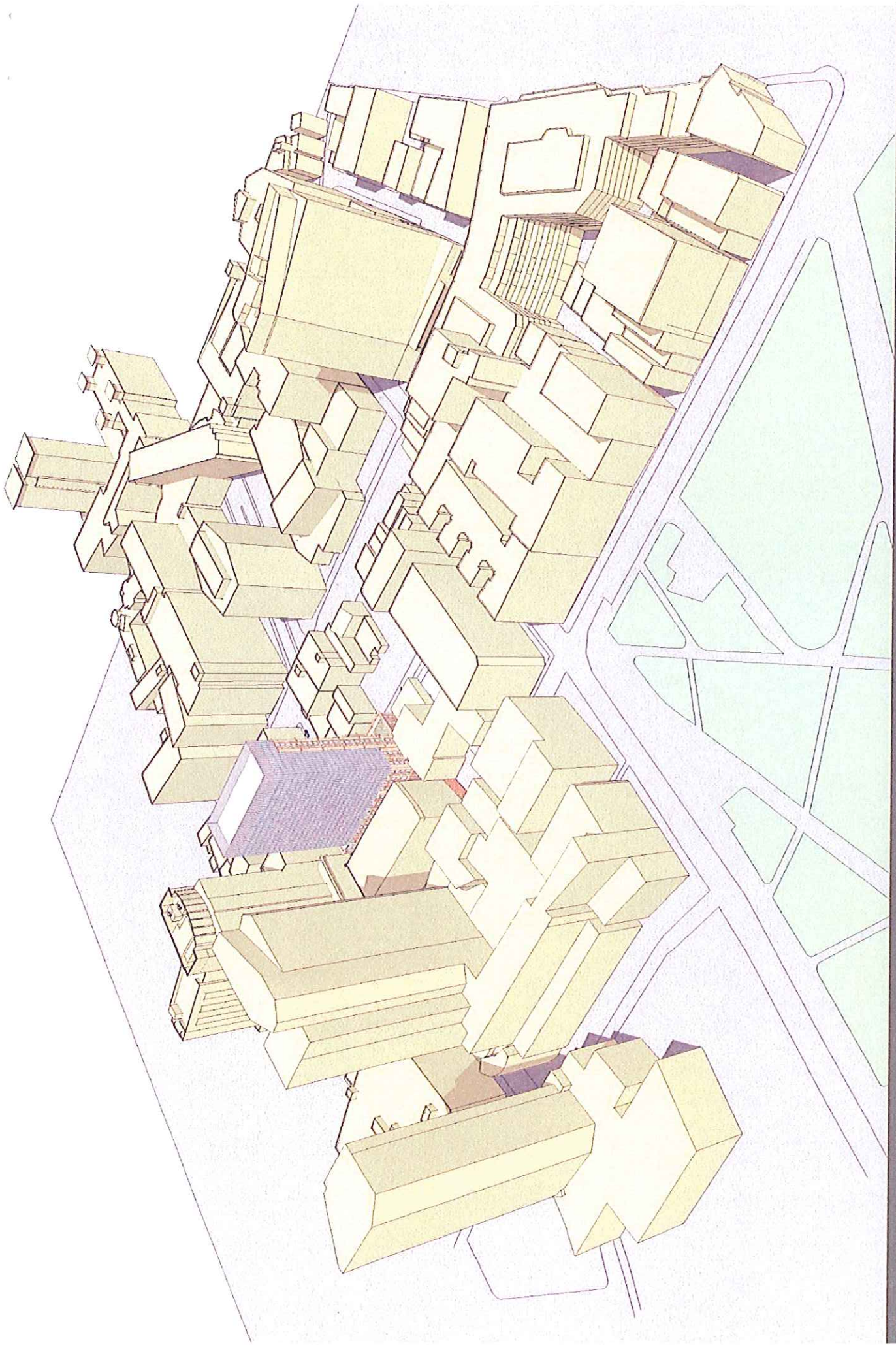
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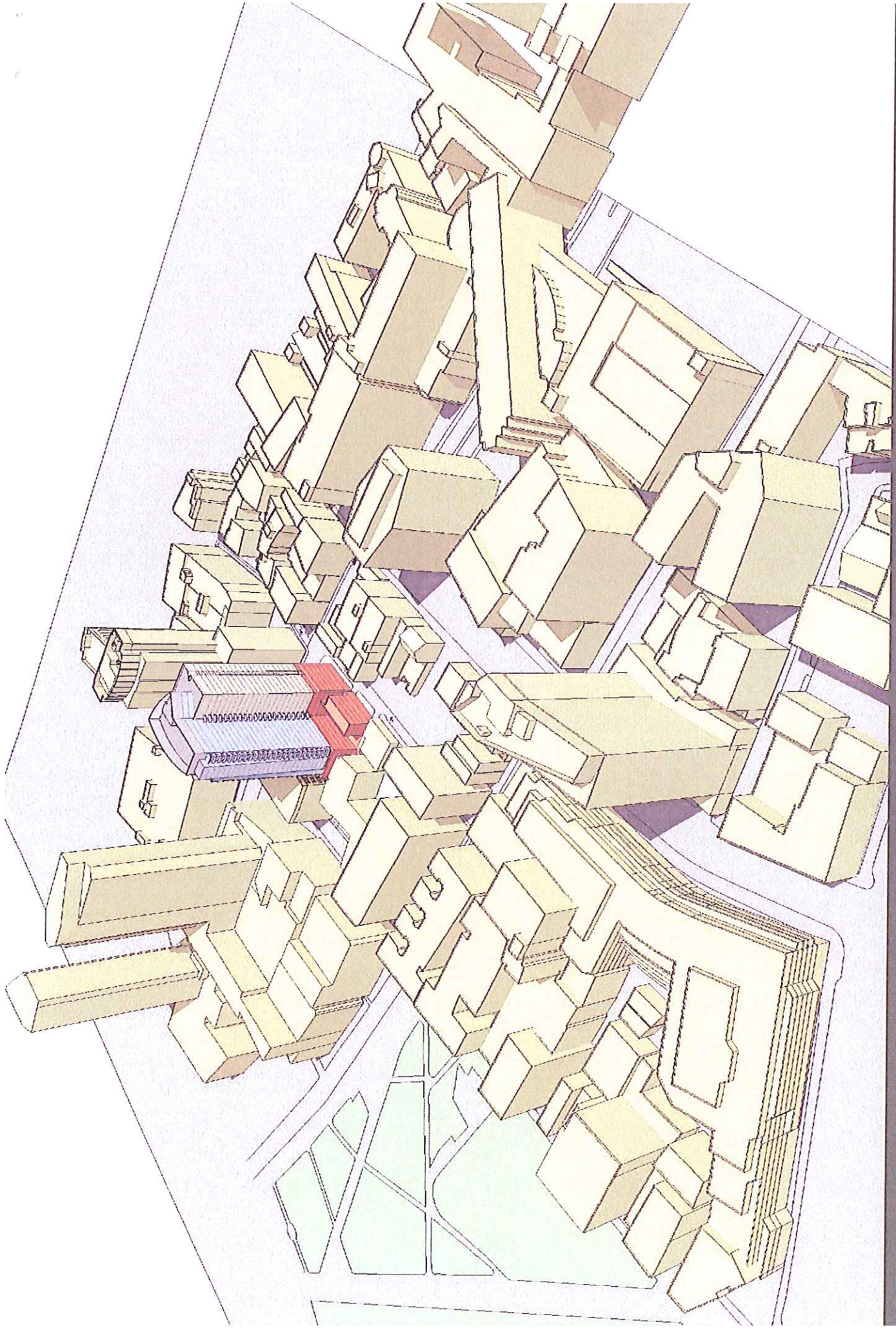
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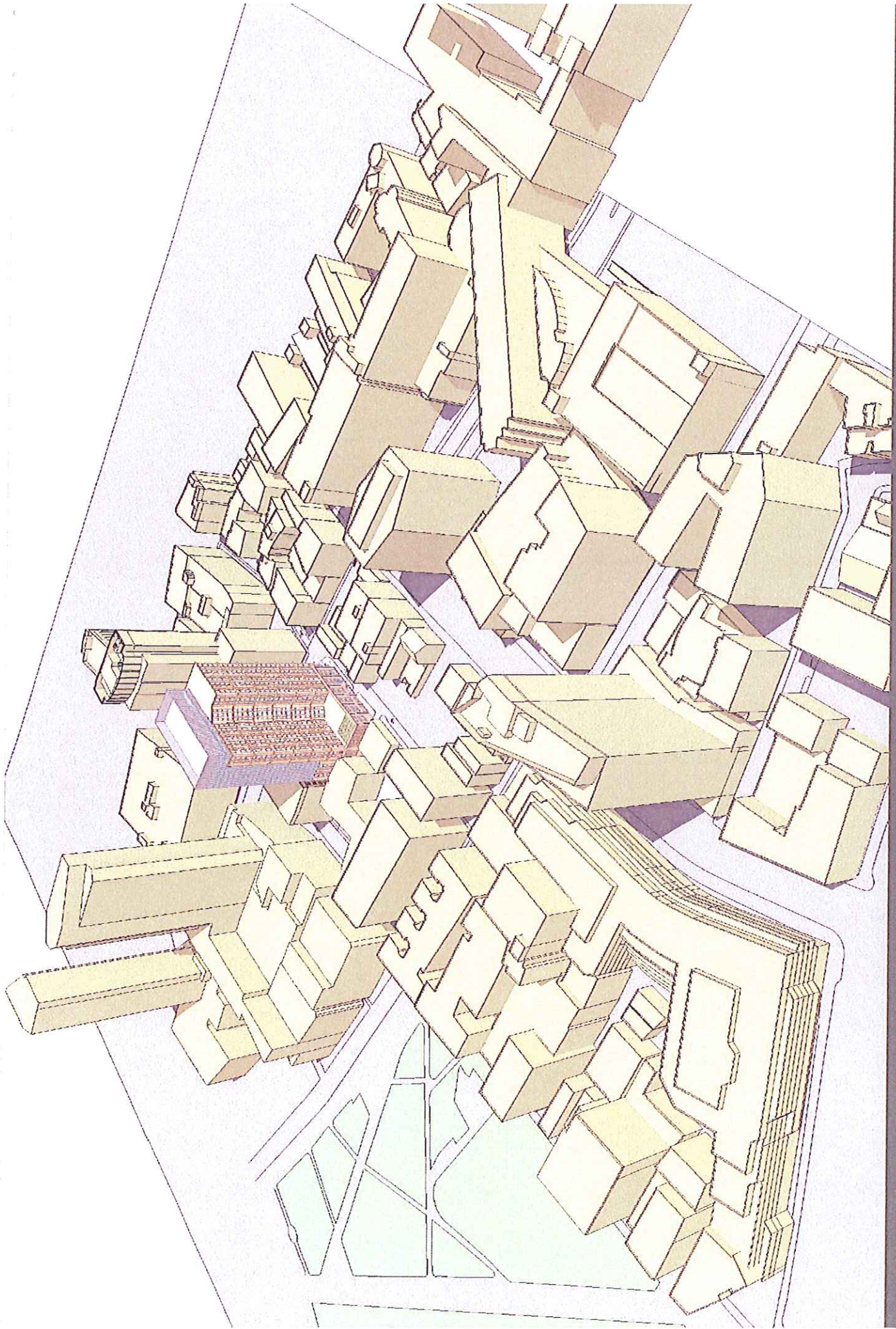
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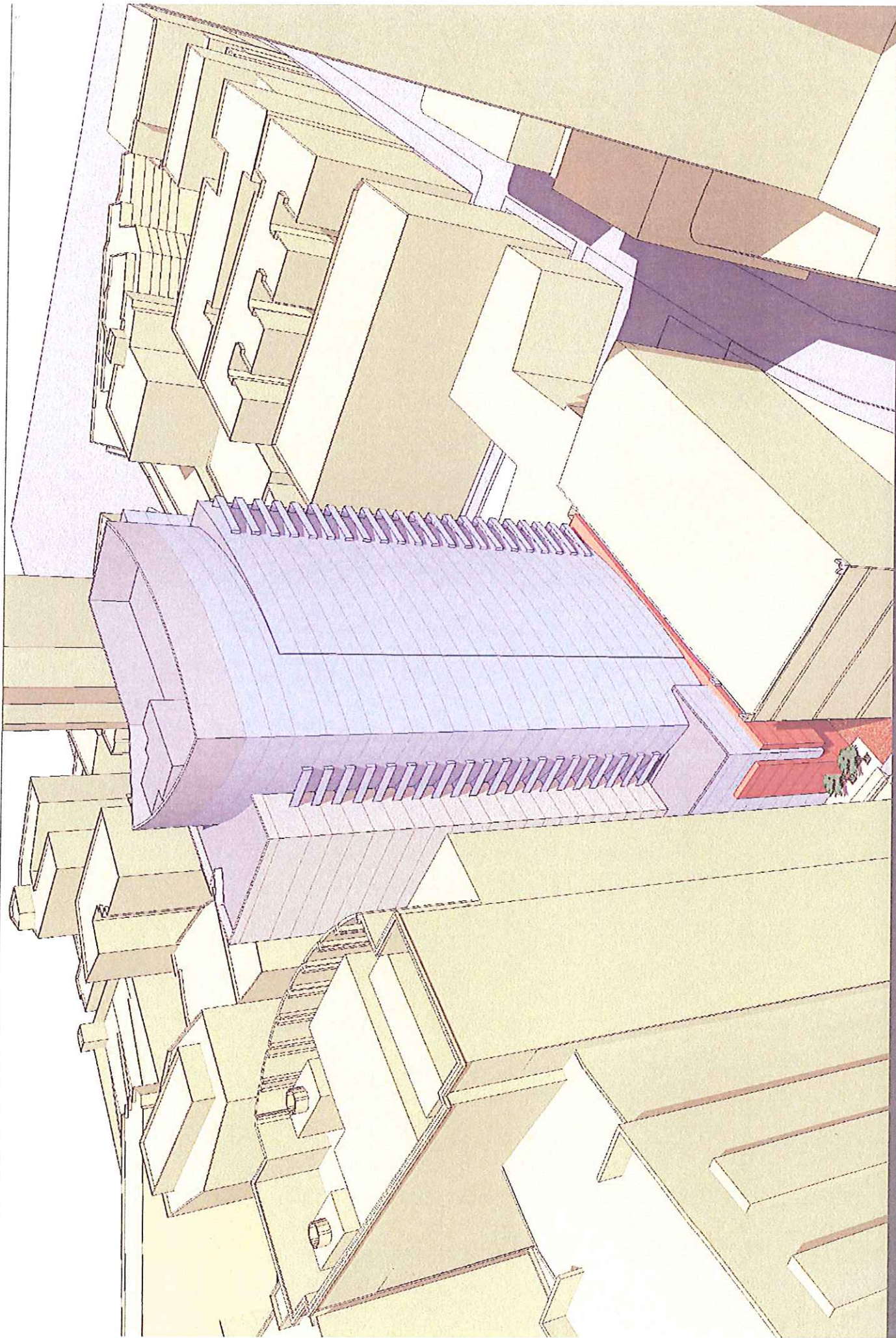
Kensington | Original Scheme

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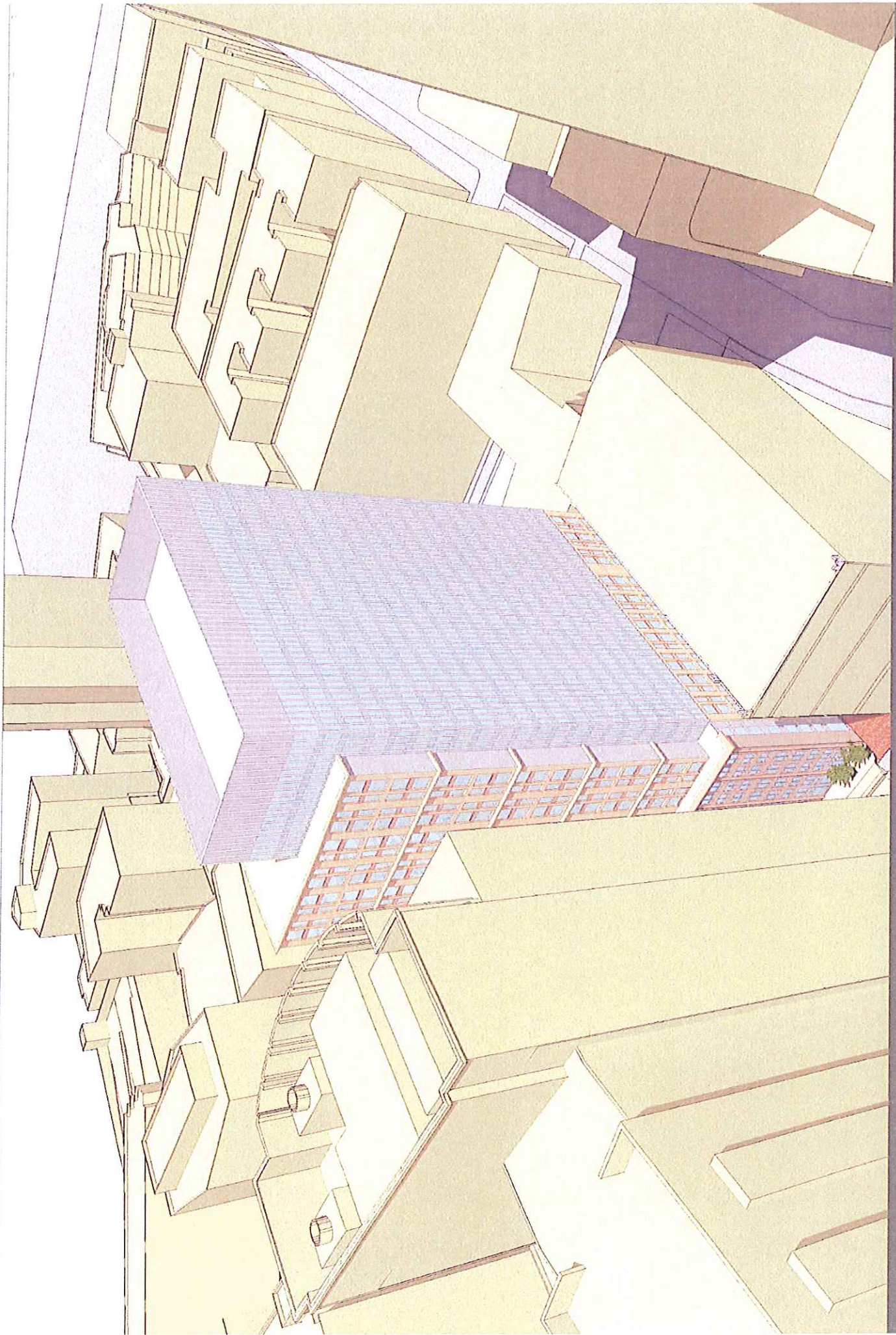
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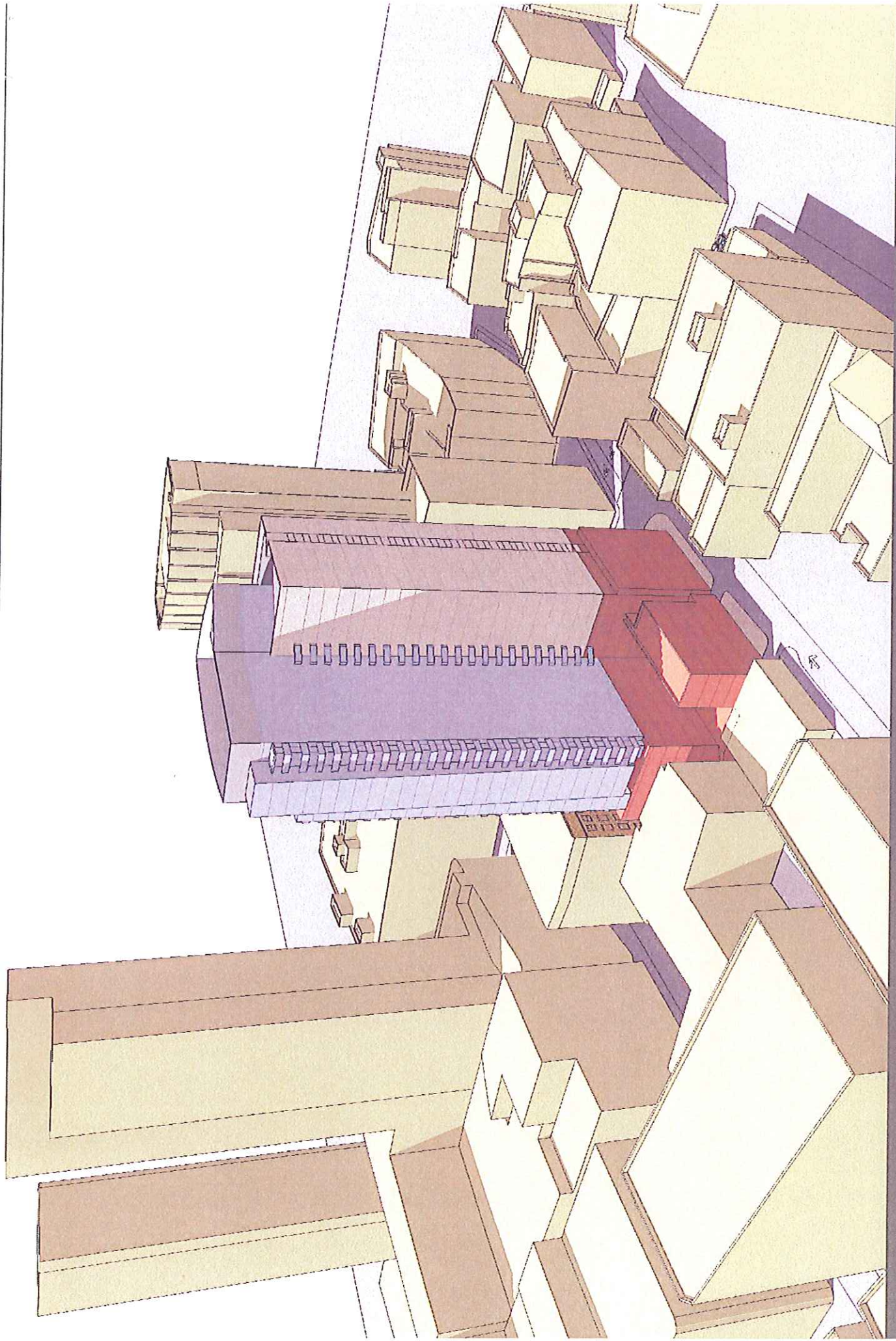
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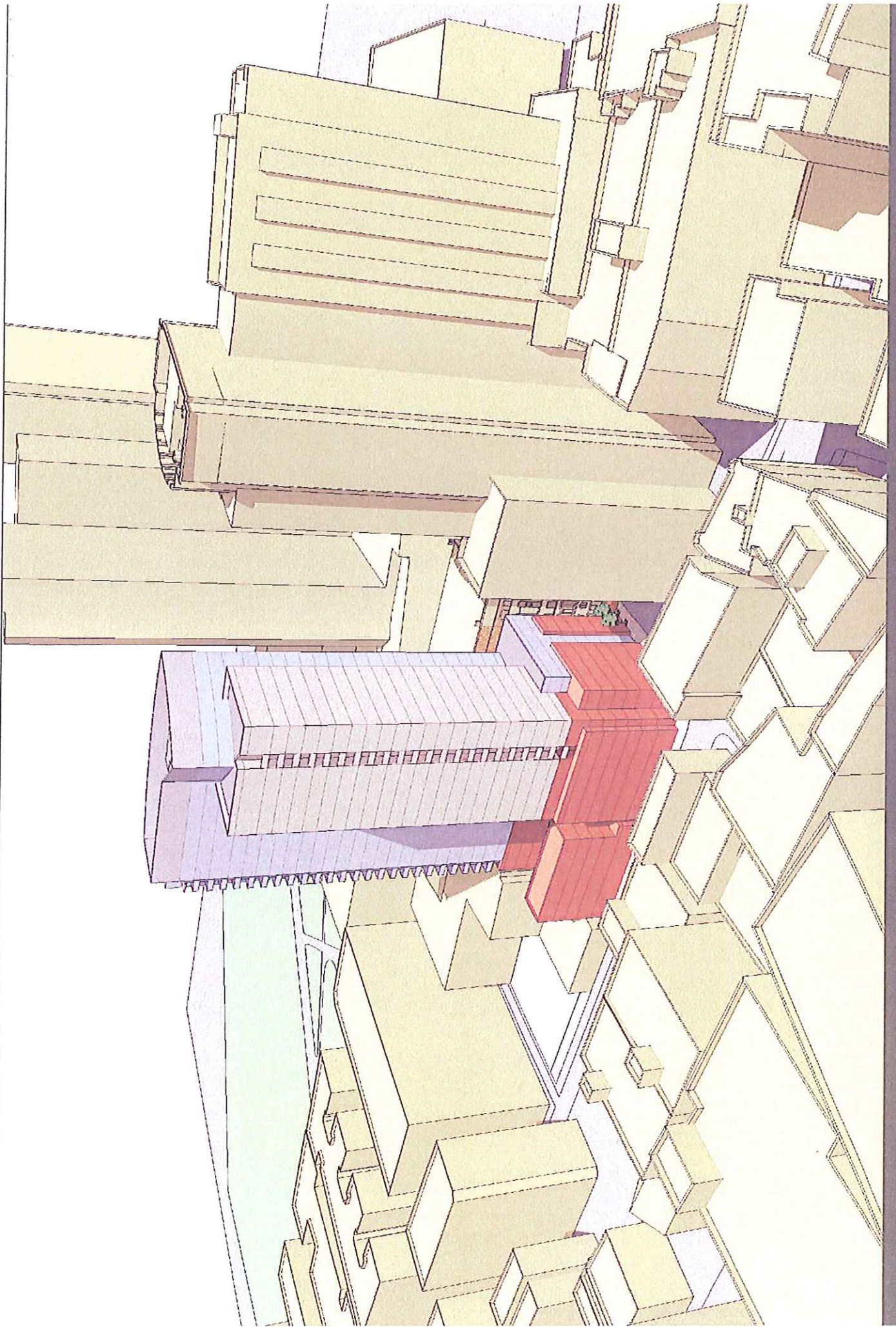
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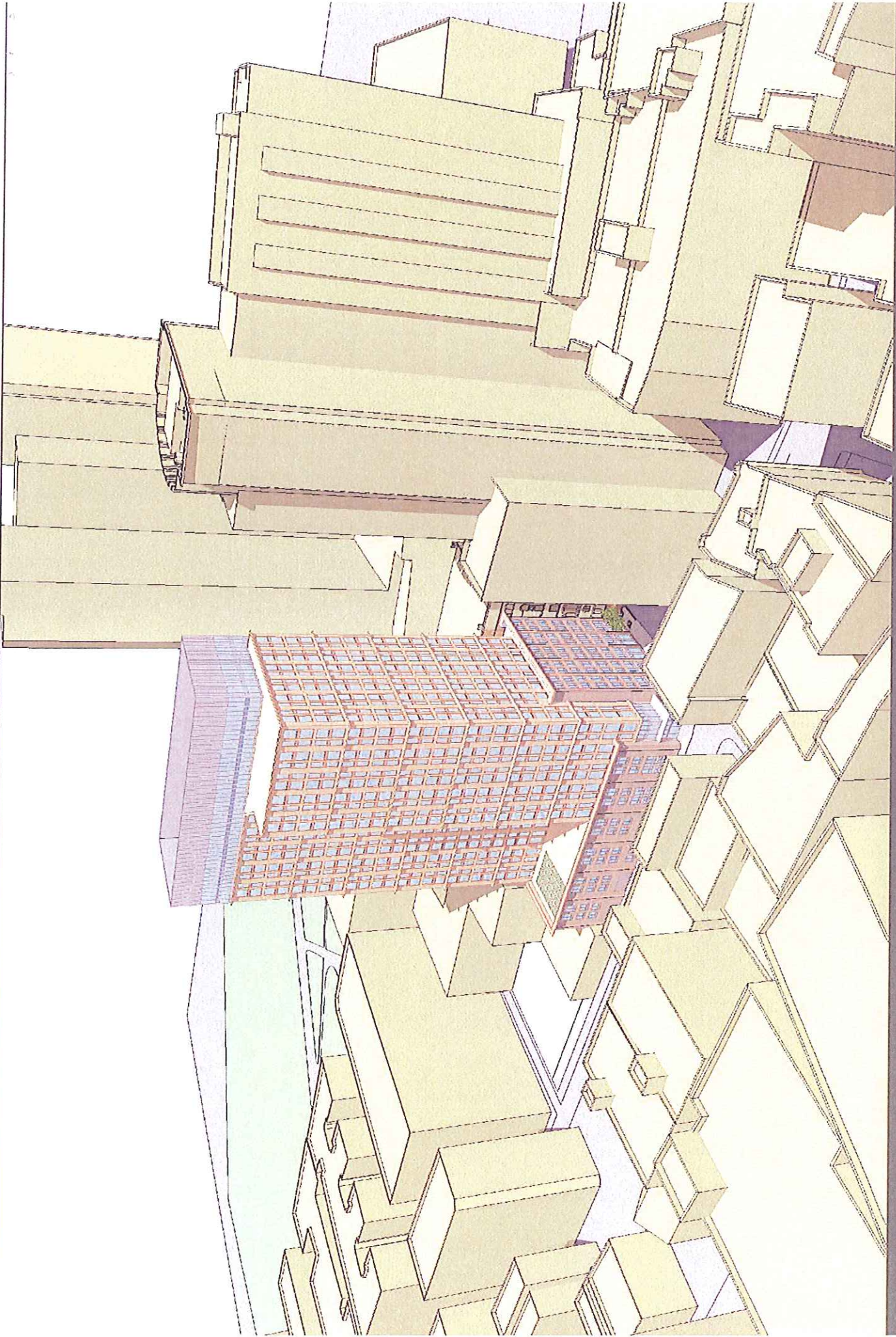




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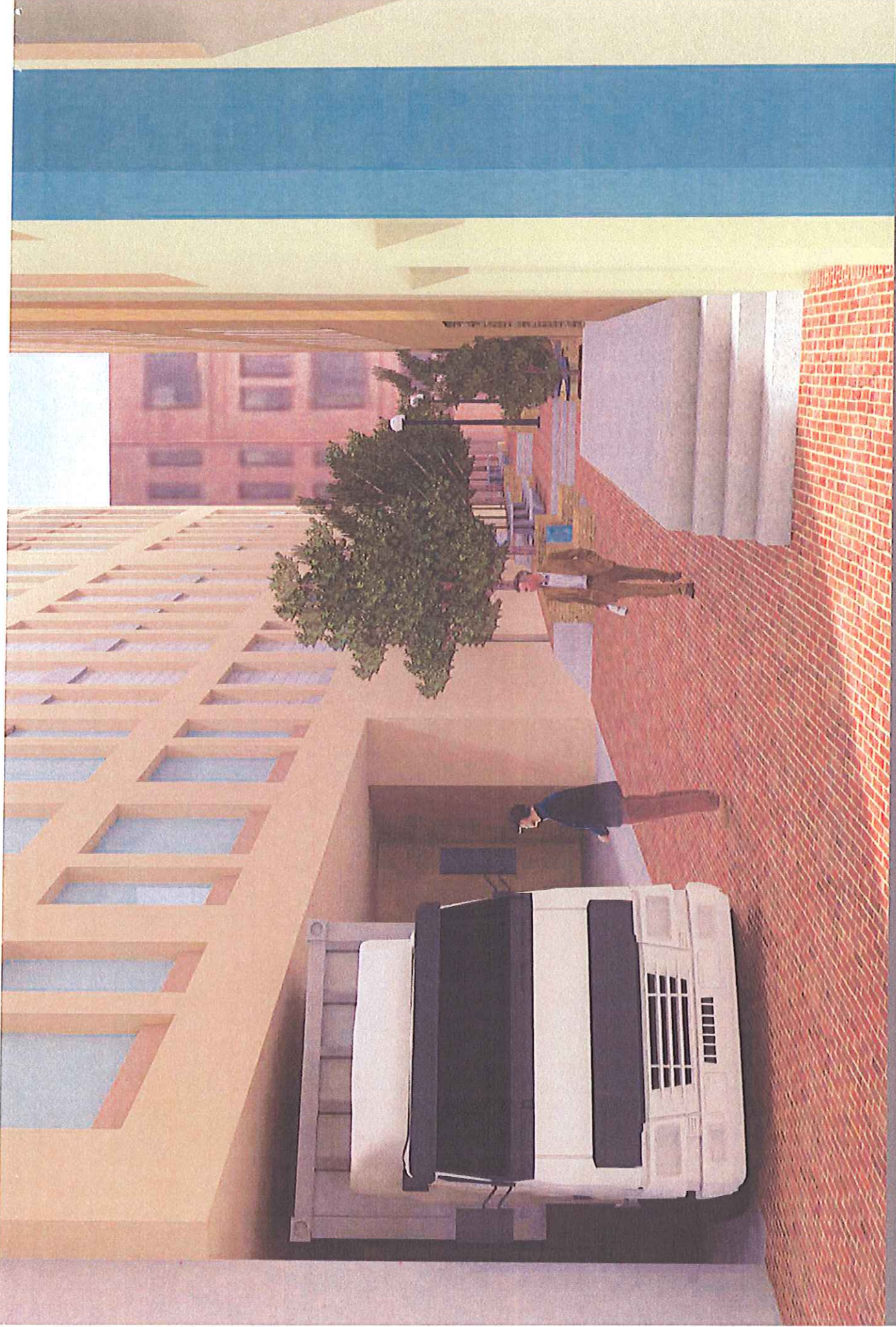
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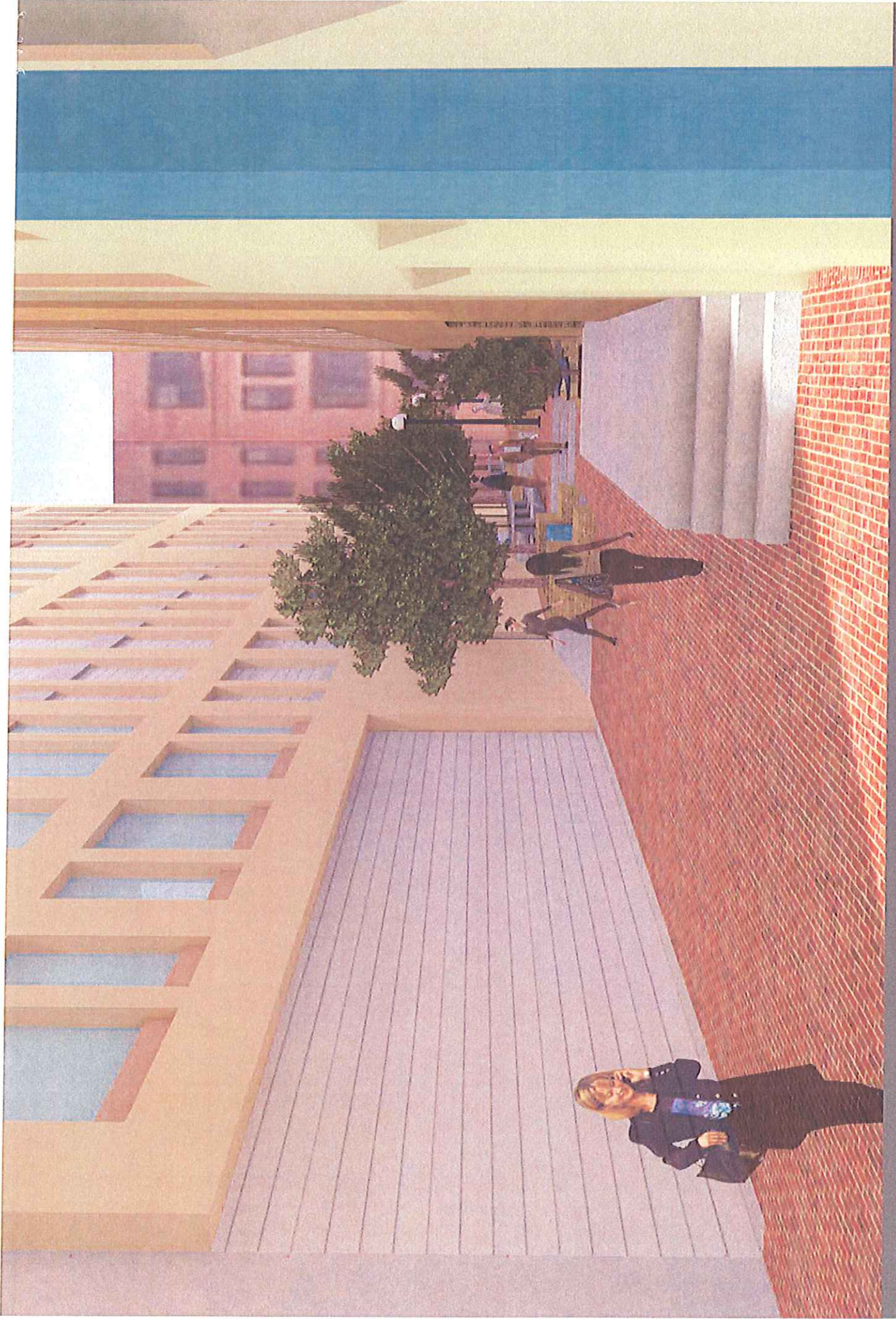


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Kensington | Perspective with loading area open



Kensington | Perspective with loading area closed

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EXHIBIT B

to

Amended and Restated Development Plan

dated September 27, 2010

Please see attached.

BOSTON REDEVELOPMENT AUTHORITY
AMENDED AND RESTATED DEVELOPMENT PLAN

FOR

PLANNED DEVELOPMENT AREA NO. 60

THE KENSINGTON

Dated: September 27, 2010

1. **Amended and Restated Development Plan.** Pursuant to Article 3, Section 3-1A.a, Article 38 and Article 80C of the Zoning Code of the City of Boston (the “Code”), this plan constitutes the Amended and Restated Development Plan (this “Amended and Restated Development Plan”) for the development of a hereinafter described project within Planned Development Area No. 60. Planned Development Area No. 60 constitutes a Planned Development Area Overlay District containing approximately 45,557 square feet of area, which is located in the Lower Washington Street section of downtown Boston as described in Exhibit A-1 attached hereto, and as shown on the plan attached hereto as Exhibit A-2 (the “Planned Development Area No. 60 Plan”). Planned Development Area No. 60 is comprised of several contiguous parcels of land and certain portions of adjoining public and private ways within which Kensington Investment Company, Inc., a Boston-based real estate development company (along with its affiliate, KP Residences LLC, the owner of the Project Site, collectively, the “Proponent”) intends to construct a residential development with retail/office, open space and accessory off-street parking uses, all as more fully described below (the “Project”). This

Amended and Restated Development Plan sets forth the proposed location, appearance, density and dimensions of structures, proposed open space and landscaping, proposed uses, proposed traffic circulation, access to public transportation and proposed parking and loading facilities as well as the historic resources located within the boundaries of Planned Development Area No. 60.

This Amended and Restated Development Plan consists of nineteen (19) pages of text and Exhibits A-I through E. All references to this Amended and Restated Development Plan contained herein shall pertain to such pages and exhibits. This Amended and Restated Development Plan represents a stage in the planning process prior to the stage at which final plans and specifications for the Project are submitted to the Boston Redevelopment Authority (“Authority”) pursuant to Section 3-IA and Article 80C of the Code for final design review approval and certification as to consistency with this Amended and Restated Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in Exhibit D to this Amended and Restated Development Plan, minor changes may be made to the building design described in this Amended and Restated Development Plan. In accordance with Section 80C-9 of the Code, consistency of the Project with this Amended and Restated Development Plan constitutes compliance with the underlying requirements of the Code, referenced herein, including but not limited to: use, dimensional, design or other requirements to the extent such requirements have been addressed in this Amended and Restated Development Plan.

2. **Planned Development Area No. 60.** Planned Development Area No. 60 comprises approximately 45,557 square feet (1.046 acres) in area and includes the Project Site, as defined below (exclusive of that portion of Boylston Square lying outside of the PDA-IV Area

established under Article 38), a portion of Washington Street abutting the Project Site and a portion of LaGrange Street abutting the Project Site. Planned Development Area No. 60 also includes a portion of the property located adjacent to the Project Site owned by the Boston Young Men's Christian Union (the "BYMCU Site" and "BYMCU," respectively) and a portion of LaGrange Street abutting the BYMCU Site, as shown on the Planned Development Area No. 60 Plan. Planned Development Area No. 60 is located in the "general area" of the Midtown Cultural District and within the PDA-IV Area established under Article 38. Map Amendment No. 425 adopted by the Boston Zoning Commission on December 17, 2003 and approved by the Mayor on December 22, 2003, along with Development Plan for Planned Development Area No. 60, established the boundaries of Planned Development Area No. 60 in a manner consistent with the Code.

3. **Proponent and Project Site.** Kensington Investment Company, Inc. and its affiliate, KP Residences LLC, is the Proponent of the Project. The Project Site is shown on that certain plan entitled: "Boston Redevelopment Authority Taking Plan Boylston Square, Washington Street, & LaGrange Street Boston Proper", dated December 23, 2005, prepared by Harry R. Feldman, Inc. and recorded with Suffolk County Registry of Deeds at Plan Book 2006, Page 114, a copy of which is attached hereto as Exhibit A-3 (the "Site Plan"). The Project Site contains approximately 30,227 square feet of area and consists of former assessor parcels numbered 4896, 4897, 4898, 4900, 4901, 4902, and Boylston Square. The Project Site was acquired by the Proponent from the Authority by Deed dated February 10, 2006 and recorded with Suffolk County Registry of Deeds at Book 39014, Page 116.

4. **Project.** The Proponent proposes to construct a 29-story residential building (the "Building") containing: (a) up to 398,000 square feet of residential gross floor area comprising

up to 395 residential units; (b) up to 7,200 square feet of ground-floor gross floor area fronting on Washington Street and LaGrange Street for retail/office, service, restaurant and related uses; (c) a two-level (2 level) below-grade and three-level (3 level) above-grade parking garage containing up to 160 off-street parking spaces, which are required as accessory to the Project residential uses and will not be available to the general public; (d) new and upgraded open space areas, including an improved Boylston Square, as well as a refurbished Liberty Tree Park, as described in more detail in Section 7 herein; and (e) an improved LaGrange Street. The Project will also benefit the adjacent China Trade Center building, a designated Boston Landmark owned by the Authority by improving Boylston Square and by contributing toward the capital funding required for the restoration and improvement, as well as annual maintenance, of Liberty Tree Park, which qualifies as a public benefit criteria in accord with Section 38-14(b) of the Code.

5. **Proposed Location and Appearance of Structures.** The plans attached hereto as Exhibit B show ground floor, second floor, representative garage levels and upper floor layouts of the Project. The selected elevations attached hereto as Exhibit C illustrate the Project's general appearance. Subject to the dimensional limitations established in this Amended and Restated Development Plan, the final design, massing and appearance of the Project are expected to evolve, and will be subject to ongoing design review by the Authority and by the Massachusetts Historical Commission (the "MHC") and the Boston Landmarks Commission (the "BLC") under a Memorandum of Agreement ("MOA") regarding impacts to historic resources.

6. **Proposed Density and Dimensions of Structures.** As set forth in the Large Project Review requirements of Article 80B of the Code and as confirmed by the Authority's approval of the Final Project Impact Report dated March, 2003 ("FPIR"), as modified by the

2006 and 2010 Notices of Project Change (“NPC”) submitted to and approved by the Authority, the Project is in Substantial Accord with the General Design and Environmental Impact Standards for Planned Development Areas under Section 38-16 of the Code, including, but not limited to the following: Section 38-16.1, Section 38-16.2, Section 38-16.3, Section 38-16.4, Section 38-16.5, Section 38-16.6 and Section 38-16.7. The Project’s consistency with the dimensional requirements applicable to Planned Development Areas and the Article 38 underlying zoning, is further described below:

(a) Building Height. The Building has a maximum building height of 29 stories and 290 feet above grade determined in accordance with Article 2 of the Code. Section 38-11.2 of the Code allows a proposed project within a PDA in the Midtown Cultural District to attain zoning compliance by being in “Substantial Accord” with the building height for such PDA areas established by Section 38-11.2 of the Code. The “Substantial Accord” building height within PDA-IV, within which the Planned Development Area No. 60 is located, is 290 feet (275 feet plus a “Substantial Accord” allowance of 15 feet set forth in Appendix E. 21 to Article 38). Thus, the Project height of 290 feet is accordingly in “Substantial Accord” with the maximum building height standard established by Section 38-11.2 of the Code.

(b) Floor Area Ratio. The Project’s FAR is comprised of two components: (i) the maximum FAR of 7.0 allowed on the 1,657 square foot portion of the Project Site located within Boylston Square and outside of the Planned Development Area No. 60; and (ii) the maximum FAR of 14.0 with “Substantial Accord” allowed on the remaining portion of the Project Site. The maximum FAR for the 1,657 square feet of Project Site within a portion of Boylston Square is 7.0. Without giving effect to the Transition

Zoning provisions of Section 12-1 of the Code, this maximum FAR of 7.0 results in 11,599 square feet of allowed gross floor area (1,657 sf x 7.0 = 11,599 sf). The Project accordingly proposes to allocate 11,599 square feet of gross floor area, as defined by the Code, to this portion of the Project Site. The remaining portion of the Project Site within Planned Development Area No. 60 has an area of 28,570 square feet (Site Area of 30,227 sf less 1657 sf equals 28,570 sf), which has the benefit of the allowable FAR of 15.0 (14.0 with "Substantial Accord" of +1.0) within PDA-IV Area pursuant to Section 38-11.2 of the Code.¹ The maximum allowed gross floor area for this portion of the Project Site is 428,550 sf, which combined with the maximum allowed gross floor area of the portion of Boylston Square of 11,599 sf, results in a total allowed gross floor area for the project of 440,149 sf. The Project, as presently designed, has a total of approximately 404,000 sf (403,291 sf) of gross floor area, as defined by the Code, which results in a Project FAR of less than 15.0 (13.7) on that portion of the Project Site within Planned Development Area No. 60.² This results in an additional allowance of 1.3 FAR up to the maximum FAR of 15.0 provided for in Section 38-11.2 of the Code. Thus, the Project's present maximum FAR within Planned Development Area No. 60 is in accord with Section 38-11.2 of the Code and may increase to a maximum FAR of 15, as noted above,

¹ The Code defines "Lot" as a parcel of land "in single ownership." The area of Boylston Square is included in the calculation of the Project's FAR because it is owned by the Proponent as a result of its purchase from the Authority by the Proponent. Although Boylston Square is listed in the records of the City of Boston Public Works Department as a private way open to public travel, public travel is, in fact, currently prevented by locked gates at both ends of the alleyway. This Development Plan assumes that Boylston Square is not a public way for purposes of calculating the Project's FAR, notwithstanding the Proponent's intention to reopen it to limited public access as part of the Project. The Lot Area includes the entire area of the Lot without exclusion of area which may be used as a restricted access driveway along LaGrange Street.

² The gross floor area of the project as defined under Article 2A of the Code is calculated based upon the gross floor area of the residential, office and retail uses of the Project and excludes, pursuant to Article 2A definitions applicable to Article 80C-PDA projects, that portion of the floor area allocated for accessory residential parking which is required to meet the off-street parking requirements of the Project pursuant to Article 80 Large Project Review.

in Substantial Accord with the maximum FAR allowed therein.

(c) Skyplane Setback. Section 38-16 of the Code requires that proposed projects submitted for approval as part of an application for Development Plan Approval under Planned Development Area Review shall be in “substantial accord” with the General Design and Environmental Impact Standards with respect to shadow criteria, wind, transportation access, skyline plan, landmarks and historic buildings, enhancement of pedestrian environment and Boston Civic Design Commission review. The Project is in substantial accord with such applicable General Design and Environmental Impact Standards described herein and reviewed by the Authority pursuant to Article 80 Large Project Review, as outlined in the Article 80 Documentation.

Along both the LaGrange Street and Washington Street frontages of the Building, Section 38-19.4 of the Code requires a minimum average building setback of ten (10) feet from the street wall height (which cannot exceed 90 feet) up to a height of 155 feet, and then an additional setback of five feet (for a total setback of 15 feet) above 155 feet. The proposed Project design, as depicted in the elevations attached hereto as Exhibit C, presently provides for street wall heights of less than ninety (90) feet, which range from 42 feet and 75 feet along Washington Street and LaGrange Street. The average setbacks above the proposed street wall heights along Washington Street will be ten (10) feet, thirteen (13) feet and nineteen (19) feet up to the top of the tower element. Along LaGrange Street, the average setbacks above the proposed street wall heights will be seven (7) feet, thirty-eight (38) and forty-nine (49) feet up to the top of the tower element. All proposed street wall heights and minimum average setbacks are subject to continuing Authority design review in accordance with Article 80B and Article 80C of the Code.

(d) Skyline Plan. Section 38-16.4 of the Code requires that any proposed project within a PDA established within the Midtown Cultural District be “generally consistent in height and form” with the modified high spine/cluster skyline plan (the “Skyline Plan”) set forth in the Midtown Cultural District Plan. This section further requires that building elements of more than 155 feet in height be separated from each other by at least 125 feet. In reviewing this requirement, the Authority is instructed to take into consideration all existing structures, structures for which the Board of Appeal has granted relief and structures for which the Authority has granted development plan approval. Within the Midtown Cultural District the Project is more than 125 feet distant from other high-rise buildings, such as the Millennium Ritz complex and the W hotel project. To the extent that this requirement is intended to apply to the separation distance from buildings outside of the Midtown Cultural District such as Archstone Boston Common, which is located within the Chinatown district, the high-rise elements of the Project will generally be at least 120 feet from any high-rise elements of the Archstone Boston Common project. Thus, the Project is in Substantiated Accord with the General Design and Environmental Impact Standards of Section 38-16 of the Code.

(e) Street Wall Continuity. Section 38-19.1 of the Code specifies that, unless there are no other buildings on the same block, the street wall of any new building must be coextensive with at least 80% of the Existing Building Alignment of the block on which the building fronts, as defined by Section 18-2 of the Code. The Project fronts on Washington Street and thus, pursuant to Section 38-19.1 of the Code, the street wall of the Project is to be co-extensive with at least 80% of the existing Building Alignment of the block between Boylston Street and LaGrange Street. The only building on the block

between Boylston Street and LaGrange Street is the China Trade Building which is adjacent to the Project Site and shares Boylston Square access. The proposed Project design, as depicted in Exhibits B and C, provides for the Washington Street and LaGrange Street facades to be located on their respective property lines. The street wall of the Building along Washington Street will be generally coextensive with the Existing Building Alignment of the China Trade Center building, the only other building on the block facing Washington Street. Due to the proposed widening of LaGrange Street, the proposed street wall of the Building will be further back than the Existing Building Alignment, which is solely determined by a one-story BYMCU building. But for the proposed widening of LaGrange Street, the Building would be consistent with the Existing Building Alignment along LaGrange Street. The street wall of the building on LaGrange Street, which will not be a front yard as defined in Section 18-2 of the Code, will be set back to allow for the provision of vehicular access from Washington Street along a Project right-of-way which would include a portion of LaGrange Street and the Project Site. The only building within the block bounded by Washington Street and Tamworth Street is a one-story structure utilized by BYMCU for an athletic facility. Such structure does not front on LaGrange Street but is part of the building which fronts on Boylston Street. Therefore, the street wall continuity does not apply on LaGrange Street.

(f) Display Window Area. Consistent with Section 38-19.3 of the Code, the ground floor retail space to be included in the proposed Project design depicted on the plans and elevations attached hereto as Exhibits B and C will provide a certain level of transparency, attractiveness to pedestrians, continuity and usage for any portion of the

Building between two feet and 14 feet from ground level and within four feet of the Street Wall.

(g) Small Business Expansion Area. Consistent with Section 38-19.5 of the Code, within the ground floor of the building, the maximum building frontage along Washington Street that is to be occupied by any single use shall not exceed 50 feet and the maximum floor area devoted to such single use will not exceed 3,000 square feet.

(h) Shadow Criteria. Consistent with Section 38-16.1 of the Code, the Project will be designed, as described in the DPIR and FPIR, as amended by the Article 80 Notice of Project Change (“NPC”), referred to in Section 14 of this Amended and Restated Development Plan, in such a way as to limit the casting of shadow on certain Shadow Impact Areas as defined by Article 38 of the Code.

(i) Wind Impacts. As described in more detail in the DPIR and FPIR, as amended by the Article 80 Notice of Project Change (“NPC”), referred to in Section 14 of this Amended and Restated Development Plan, the Project’s pedestrian level winds will be in substantial accord with the provisions of Section 38-16.2 of the Code and its accompanying Table B.

A summary of the dimensional requirements applicable to the Project is set forth in Exhibit D hereto.

7. **Article 38 Public Benefits Criteria.** Pursuant to Section 38-14 of the Code, the Project provides the following public benefit, referred to in such section as the “Public Benefit Criteria”. The provision thereof complies with the requirement of the Code that the

Amended and Restated Development Plan meet the requirement of Section 80C-4 (Standards for Planned Development Plan Review Approval) for compliance with the applicable planning and development criteria of Article 38 of the Code, and is thereby eligible for approval by the Authority and adoption by the Zoning Commission. As described herein, the Amended and Restated Development Plan fulfills the following public benefit criteria under Section 38-14.7 of the Code:

(a) Development of New Usable Open Space in the Hinge Block. The Amended and Restated Development Plan will also provide the open space benefits required by Section 38-14.7 of the Code. The Proponent will provide sufficient assistance for the successful development of useable open space, including the provision of assistance for maintenance, programming or other assistance for the Liberty Tree Park as identified in the Midtown Cultural District Plan. Additionally, although the Proponent will also provide the benefits identified in Section 38-14(c) of the Code (Affordable Housing), it will do so by devoting more than 75% of the Project's gross floor area to residential uses and by providing a substantial off-site affordable housing contribution of approximately \$7,350,000 to assist in the creation of affordable units at the Hong Lok House project, which contribution exceeds the value of on-site affordable units.

8. Proposed Open Space and Landscaping. The existing Liberty Tree Park at the southeast corner of Boylston Street and Washington Street will be extensively renovated, with a substantial capital funding contribution by the Proponent. The current plan for this park, sponsored by Chinatown Main Streets, calls for new hard- and softscape, the focus of which will be a new Liberty Tree and an obelisk displaying engravings by Paul Revere.

9. **Proposed Uses.** The Project may be used for those residential, accessory off-street parking and loading and lower-floor commercial uses listed in Exhibit E attached hereto. Section 38-18 of the Code provides that the Project is subject to the following use restrictions:

(a) **Ground Level and Cultural Uses.** Pursuant to Section 38-18.1 of the Code, uses with street frontage located on the ground level or entered by stairs from a sidewalk entry (excluding lobby entrances, which may occupy a maximum of 40 feet of street frontage) are limited to the Ground Level and Cultural Uses listed in Appendix B to Article 38.

(b) **Neighborhood Business Opportunities.** Section 38-18.3 affords certain neighborhood businesses opportunities in any proposed project in the Midtown Cultural District that will contain 50,000 or more square feet of space available for lease. As proposed, the Project design will include a total of up to 4,400 square feet of space to be leased for non-residential uses. The requirements of Section 38-18.3 of the Code are therefore inapplicable.

10. **Proposed Traffic Circulation.** The Project will have a single driveway on LaGrange Street, which will lead to the below-grade and above-grade parking garage, and a loading area on Boylston Square. The Project driveway is located as far as possible from Washington Street in order to minimize disruption to traffic operations at the intersection of LaGrange Street with Washington Street. In addition, the Proponent proposes to improve LaGrange Street to allow for a dedicated access lane from Washington Street to the Project driveway for use by Project occupants and not the general public. Mitigation measures to address any such traffic impacts will be the subject of the Transportation Access Plan Agreement

between the Proponent and BTB.

11. **Proposed Parking and Loading Facilities.** Up to 160 off-street parking spaces will be provided in a two-level below-grade and three level above-grade parking garage as part of the Project. The parking ratio for the Project will be not more than 0.40 spaces per residential unit, which meets the new acceptable standards of BTB for residential parking facilities in the Midtown Cultural District. The Proponent seeks to encourage the use of shared motor vehicles, such as ZIP car and to promote the widely available public transportation network of the Midtown. All spaces will be accessory to the Project's residential occupants and will not be available to the public at large. The internal loading area will be accessed from Boylston Square.

12. **Access to Public Transportation.** The Project is located within walking distance of three MBTA rapid transit lines: (a) the Orange Line, which can be accessed from the Chinatown station across Boylston Street from the Project; (b) the Green Line, which can be accessed from the Boylston Street station one block from the Project; and (c) the Silver Line, which runs along Washington Street past the Project Site. In addition, five MBTA bus routes currently run along the Project Site on Washington Street or one block away on Tremont Street. Together, these public transportation facilities provide convenient access to most of Greater Boston from the Project, and reduce the need for additional parking spaces.

13. **Historic Resources within the Planned Development Area No. 60.** Impacts of the proposed Project design on nearby historic resources have been analyzed pursuant to Large Project Review.

14. **Development Review Procedures.** All aspects of the Project design have been and will continue to be subject to ongoing development review and approval by the Authority.

Such development review and approval is being conducted in accordance with Large Project Review pursuant to Article 80 of the Code, and has taken into consideration the following Article 80 Documentation:

- (a) A Project Notification Form initiating the Large Project Review process was filed by the Proponent with the Authority on December 10, 2001;
- (b) The Authority issued a Scoping Determination for the Project on March 5, 2002;
- (c) In response to the areas of review described in the Scoping Determination, the Proponent submitted a Draft Project Impact Report (“DPIR”) on July 10, 2002;
- (d) The Authority issued a Preliminary Adequacy Determination (“PAD”) with respect to the DPIR on January 27, 2003;
- (e) The Proponent submitted a Final Project Impact Report (“FPIR”) on March 7, 2003;
- (f) The Authority board voted on September 11, 2003, to authorize the issuance of a Final Adequacy Determination (“FAD”) with respect to the FPIR;
- (g) The Proponent submitted a Notice of Project Change to the Authority on January 25, 2006 (“2006 NPC”);
- (h) The Authority board voted on January 26, 2006 to approve the 2006 NPC;
- (i) The Proponent submitted a Notice of Project Change to the Authority on September 27, 2010 (“2010 NPC”); and

(j) The Authority board voted on _____, 2010 to approve the 2010 NPC.

15. **Public Benefits.** This Amended and Restated Development Plan conforms to the plan for the geographic area in which the Project Site is located and to the general plan for the City as a whole. In addition, nothing in this Plan will be injurious to the neighborhoods surrounding the Project or otherwise detrimental to the public welfare, weighing all the benefits and burdens. In the course of the review process described under Section 14 of this Amended and Restated Development Plan, above, the impacts of the Project upon existing performing and visual arts facilities located in the Midtown Cultural District, upon the surrounding neighborhoods and upon the public welfare generally have been fully addressed, and appropriate mitigation has been proposed and incorporated into the Project. The public benefits of the Project include those described below.

(a) **New Housing.** It is anticipated that the Project will provide up to 395 new units of rental housing. Furthermore, the Project's proposed unit breakdown anticipates a wide variety of unit types ranging from studios and one- and two-bedroom units. The Proponent will enter into an Affordable Housing Agreement with the Authority to provide substantial off-site contribution of \$7,350,000.00 to the development of the Chinatown Hong Lok House project.

(b) **Area Retail Enhancement.** The Project design calls for retaining and bolstering an active retail presence along Washington Street. The Project's proposed up to 4,400 square feet of new retail space will be available for community-oriented retail and service uses.

(c) Office Space for Local Organizations. The Project design will reserve up to 15% of the ground floor retail space of the Building for use at below-market rents by local non profit organizations.

(d) Street Upgrades. As part of the proposed Project, if approved by BTM, LaGrange Street will be improved and, if necessary, a two-way access from Washington Street to the Project driveway may be introduced in the project design so that the access to the Project driveway may be used by Project occupants only without interfering with the present direction of traffic on LaGrange Street. The Project will result in improvement to LaGrange Street and transform an under-utilized side street into a primary street address. In addition, Boylston Square will be improved with new paving and service areas.

(e) Ground Plane and Open Space Improvements. Significant improvements will be made to Liberty Tree Park as described in Section 7, above, including an extensive renovation of the park, with a capital funding contribution by the Proponent in the amount of \$407,000. The current plan, sponsored by Chinatown Main Streets, calls for new hard- and softscape, the focus of which will be a new Liberty Tree and an obelisk displaying engravings by Paul Revere. In addition to the foregoing open space enhancements within and adjacent to the Project Site, the Proponent will make a contribution of \$300,000 to the upkeep of the Boston Common Tree Fund of The Friends of the Public Garden.

(f) Pedestrian, Bicycle and Car-sharing Improvements. The Project will provide bicycle and pedestrian improvements consistent with the Chinatown

Transportation Study. One (1) parking space will also be provided in the Project garage for use by a local car sharing program.

(g) Cultural and Arts Funding. The Proponent has already committed and provided \$50,000 in funding for restoration of the Paramount Theater on Washington Street as well as an additional \$50,000 in Project funds for cultural uses within the Midtown Cultural District.

(h) Increased Property Tax Revenue. The Project is anticipated to increase property tax revenue significantly for the City of Boston once fully constructed.

(i) Construction Job Creation. The Project is anticipated to create approximately 400 full- and part-time construction jobs.

16. Groundwater Conservation Overlay District Compliance. The Project Site is located within the recently enacted (February 15, 2006) Groundwater Conservation Overlay District (“GCOD”), Article 32 of the Code. Article 32 provides that a proposed project is required to comply with the requirements of Section 32-6, Standards, of the Code, which require, inter alia, that the project capture within a suitable designed system a volume of rainfall as provided in such section, and that the Project will not result in negative impact on groundwater levels within the Project Site or adjacent lots. Such compliance with Section 32-6 Standards may be demonstrated by a certification from the Boston Water and Sewer Commission (“BWSC”). In accordance with Article 32 of the Code, the Proponent will incorporate systems into the Project that will meet the Section 32-6 Groundwater Conservation Standards. The Proponent will obtain a written determination from BWSC as to whether said standards are met and will provide a copy of such certification to the Authority and the Boston Groundwater Trust prior to

the issuance of the Certificate of Consistency. Accordingly, based upon the Project's compliance with the requirements of Article 32 of the Code, the Proponent will not be required to obtain a Conditional Use Permit from the Board of Appeal for the Project.

17. **Green Buildings.** Pursuant to Section 37-3.3 of the Code, the Project's location within Planned Development Area No. 60 exempts the project from compliance with the provisions of Article 37 of the Code, Green Buildings. Notwithstanding such exemption, the Proponent has incorporated the LEED Building Rating System criteria in the design of the Project. As a result, the Project has been designed to achieve LEED certification, which incorporates the following Green Building attributes:

- Sustainable Site Credit with respect to site location, development density and community connectivity, public transportation access, bicycle storage and changing rooms, parking capacity, storm water design and light pollution reduction.
- Water Efficiency Credit with respect to efficient landscaping.
- Energy and Atmospheric Credit with respect to optimizing energy performance.
- Materials and Resources Credit with respect to construction waste management and reuse of materials.
- Indoor Environmental Quality Credit with respect to air delivery monitoring system, construction IAQ Management Plan, use of low emitting materials.

18. **Inclusion of the BYMCU Site.** The Boston Young Men's Christian Union (together with its successors and assigns, the "BYMCU"), incorporated in 1851, has occupied its

current Boston Landmark headquarters building on Boylston Street since its construction in about 1875. As discussed in Section 2 of this Amended and Restated Development Plan, above, the BYMCU has included the portion of its adjoining property that is located within the PDA-IV area established by Article 38 of the Code, referred to herein as the “BYMCU Site,” within the Planned Development Area overlay district. The BYMCU encourages the significant investment in the area that the Project represents. Moreover, the inclusion of the BYMCU Site in the Planned Development Area overlay district will facilitate integrated planning and development by the BYMCU and the Proponent of the significant portion of the block shared by their respective abutting properties. For example, the BYMCU supports and will actively benefit from the transformation of Boylston Square, which abuts the property of both parties, from a blighted, underused alleyway into an improved passageway open to Boylston and Washington Streets. The BYMCU Site currently contains one- and two-story buildings housing handball courts. This Amended and Restated Development Plan proposes no alterations to these existing structures and uses. Accordingly, while future development of the BYMCU Site will require an amendment to this Amended and Restated Development Plan, no Certification of Consistency will be required for interior alterations to the structures currently located on the BYMCU Site, or for ordinary maintenance and repair to their exteriors, and any such improvements shall be deemed to be consistent with this Amended and Restated Development Plan.

List of Attachments

Exhibit A-1	Planned Development Area No. 60 Perimeter Description
Exhibit A-2	Planned Development Area No. 60 Plan
Exhibit A-3	Survey
Exhibit B	Representative Layout Plans
Exhibit C	Massing Illustrations and Elevations
Exhibit D	Summary of Applicable Dimensional Requirements
Exhibit E	Allowed Uses

EXHIBIT A-1

to

Amended and Restated Development Plan

Planned Development Area No. 60 Perimeter Description

A certain area of land situated in the City of Boston, County of Suffolk, Commonwealth of Massachusetts bounded and described as follows:

Beginning at the intersection of the centerlines of Washington Street and LaGrange Street and thence running northwesterly, along the centerline of LaGrange Street, a distance of 299.00 feet more or less;

Thence turning and running northeasterly, a distance of 15,31 feet more or less to the northerly sideline of LaGrange Street;

Thence continuing northeasterly, by land now or formerly of Peter S. Dane Trust and Norma Byrnes Trust, a distance of 49.32 feet more or less;

Thence turning and running northwesterly, by land now or formerly of Peter S. Dane Trust and Norma Byrnes Trust, a distance of 0.67 feet more or less;

Thence turning and running northeasterly, by land now or formerly of Peter S. Dane Trust and Norma Byrnes Trust, a distance of 41.83 feet more or less to the southwesterly sideline of Lowell Court;

Thence turning and running northeasterly, a distance of 15.36 feet more or less to the northeasterly sideline of Lowell Court;

Thence turning and running southeasterly, along the northeasterly sideline of Lowell Court, a distance of 33.69 feet more or less;

Thence turning and running southwesterly, along the southeasterly terminus of Lowell Court, a distance of 15.40 feet more or less;

Thence turning and running southeasterly, by land now or formerly of Boston Young Men's Christian Union, a distance of 45.86 feet more or less;

Thence turning and running northeasterly, by land now or formerly of Boston Young Men's Christian Union, a distance of 25.68 feet more or less, to the westerly most corner of Boylston Square;

Thence turning and running northeasterly, along the northwesterly sideline of Boylston Square, a distance of 19.55 feet more or less;

Thence turning and running southeasterly, to the southeasterly sideline of Boylston Square, a distance of 20.08 feet more or less;

Thence continuing southeasterly, along the northeasterly sideline of Boylston Square, a distance of 182.30 feet more or less, to the northwesterly sideline of Washington Street;

Thence continuing southeasterly, to the centerline of Washington Street, a distance of 27.55 feet more or less;

Thence turning and running southwesterly, along the centerline of Washington Street, a distance of 163.99 feet more or less, to the point of beginning.

Containing an area of 45,557 S.F. or 1.046 Acres.

EXHIBIT A-2

to

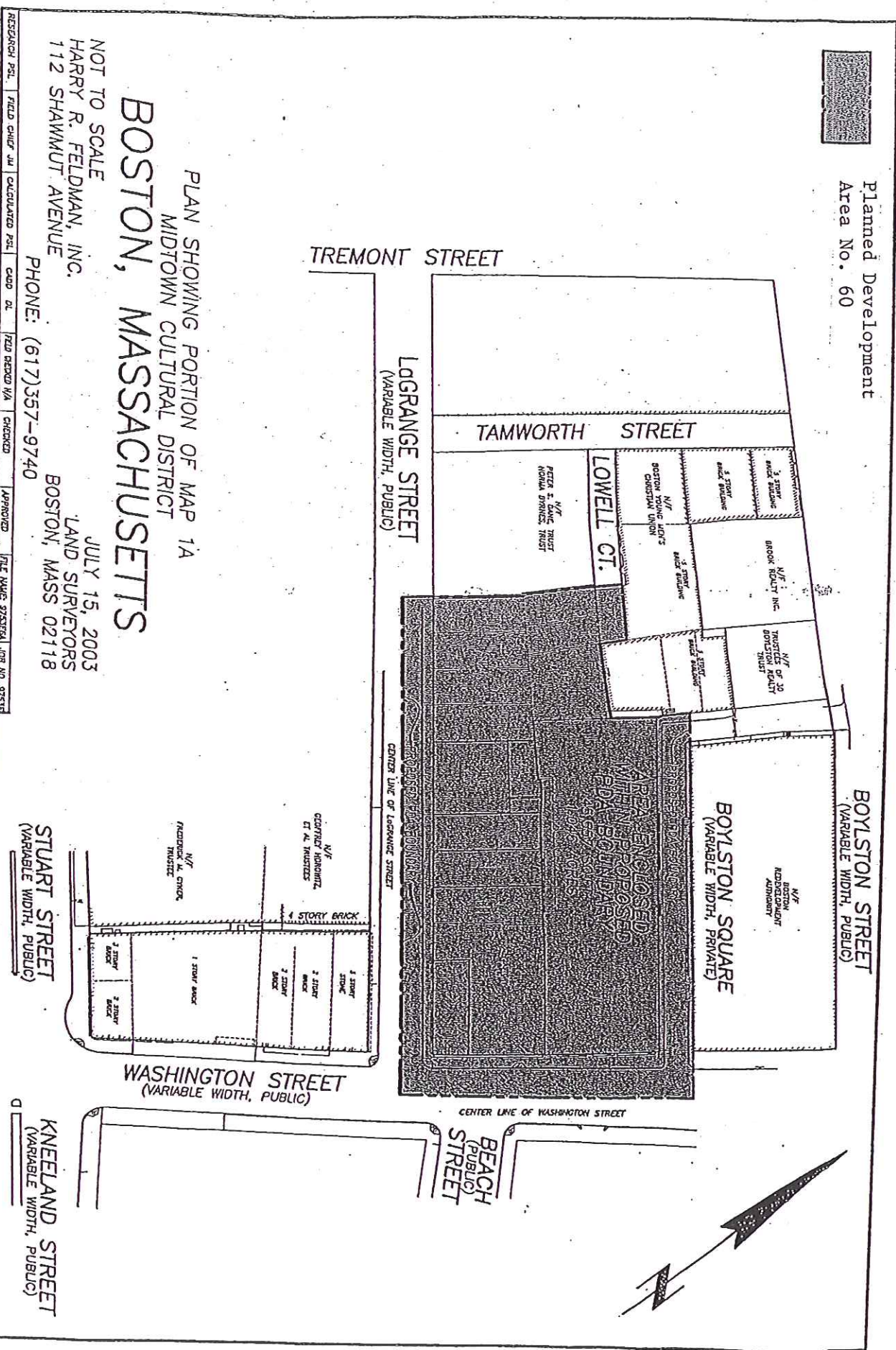
Amended and Restated Development Plan

Planned Development Area No. 60 Plan

Please see attached.



Planned Development
Area No. 60



PLAN SHOWING PORTION OF MAP 1A
MIDTOWN CULTURAL DISTRICT
BOSTON, MASSACHUSETTS

NOT TO SCALE
HARRY R. FELDMAN, INC.
112 SHAWMUT AVENUE
PHONE: (617)357-9740
JULY 15, 2003
LAND SURVEYORS
BOSTON, MASS 02118

RESEARCH PSL. FIELD CHGFR JH. CALCULATED PSL. CAD. AL. PLOD RECD. VA. CHECKED. APPROVED. FILE NAME: 9725261. JOB NO. 97255

EXHIBIT A-3

to

Amended and Restated Development Plan

Survey

Please see attached.

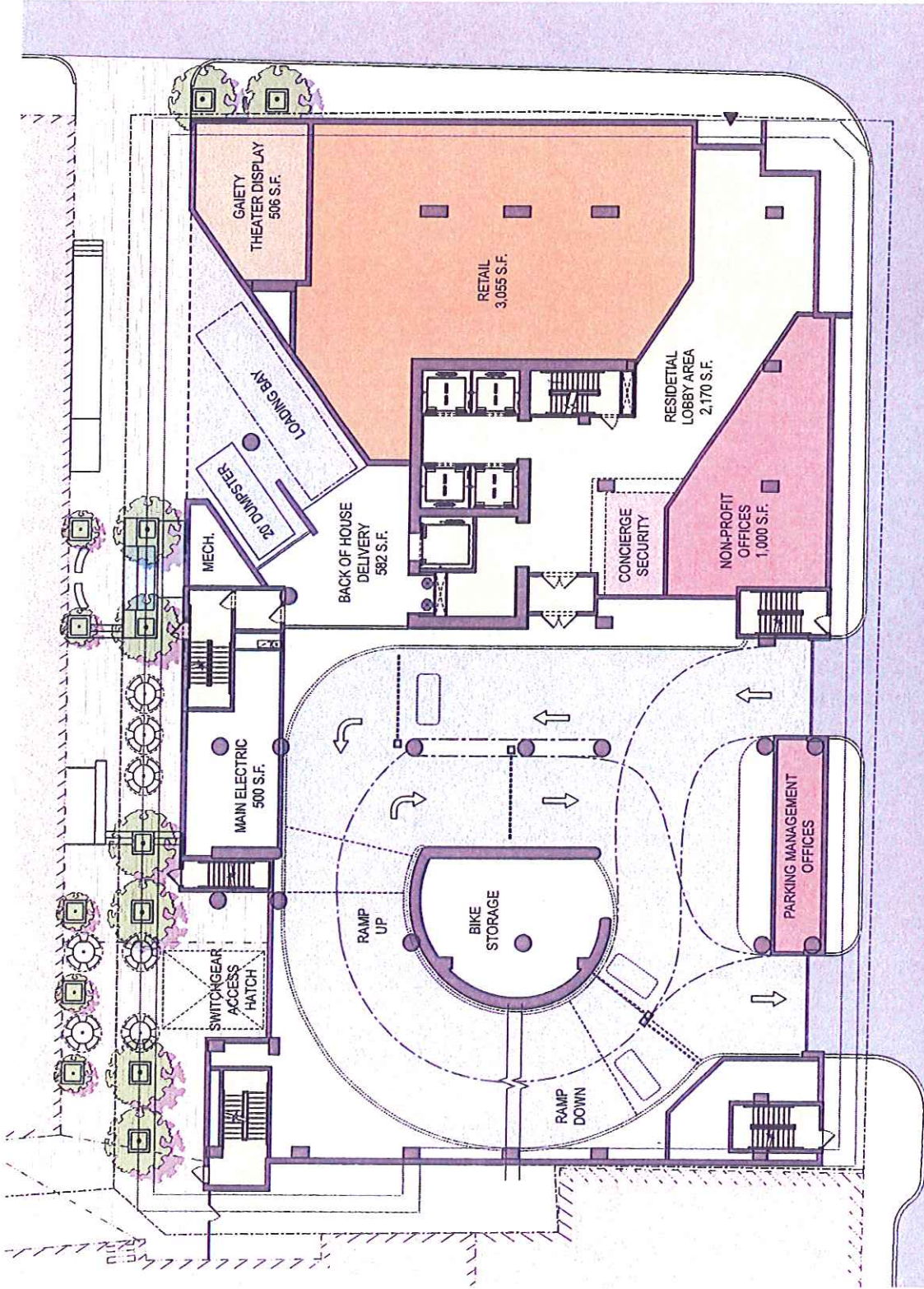
EXHIBIT B

to

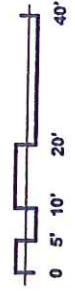
Amended and Restated Development Plan

Representative Layout Plans

Please see attached



- Public/Office
- Commercial
- Private/Residential
- Amenity
- Egress
- Mechanical / Parking

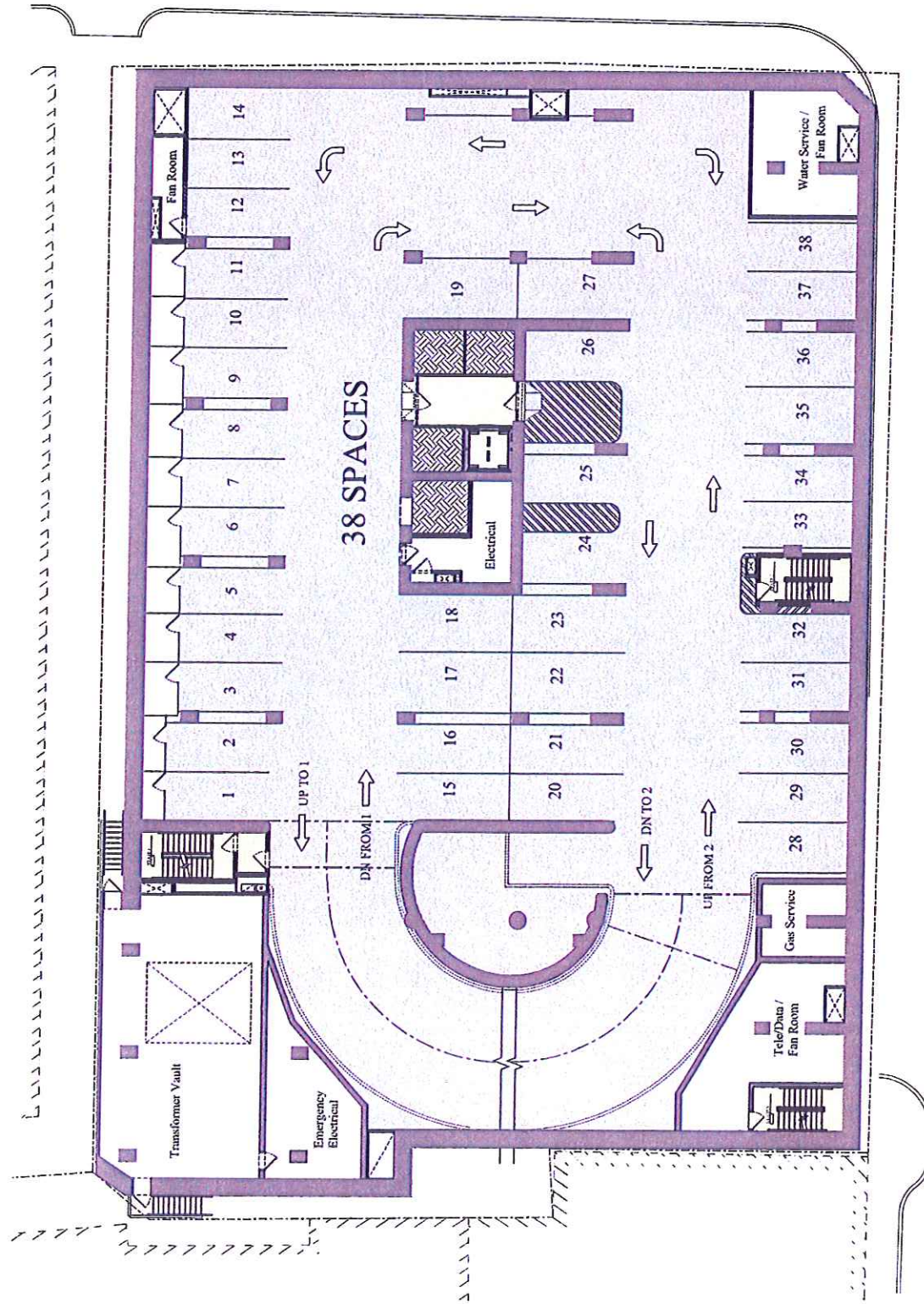


Kensington
Boston MA

First Floor

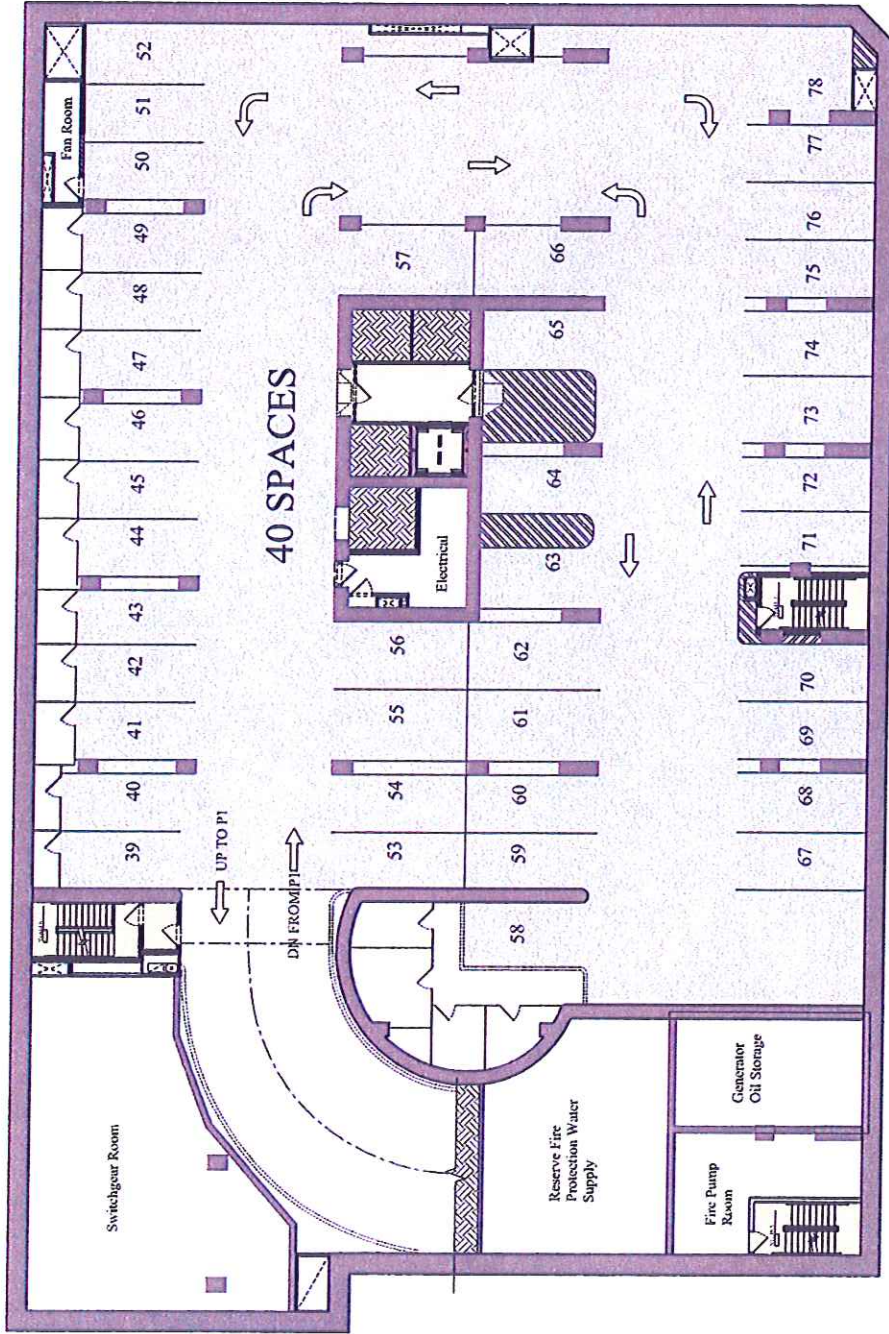
August 30, 2010
 DEVELOPER : Kensington LLC
 ARCHITECT : The Architectural Team

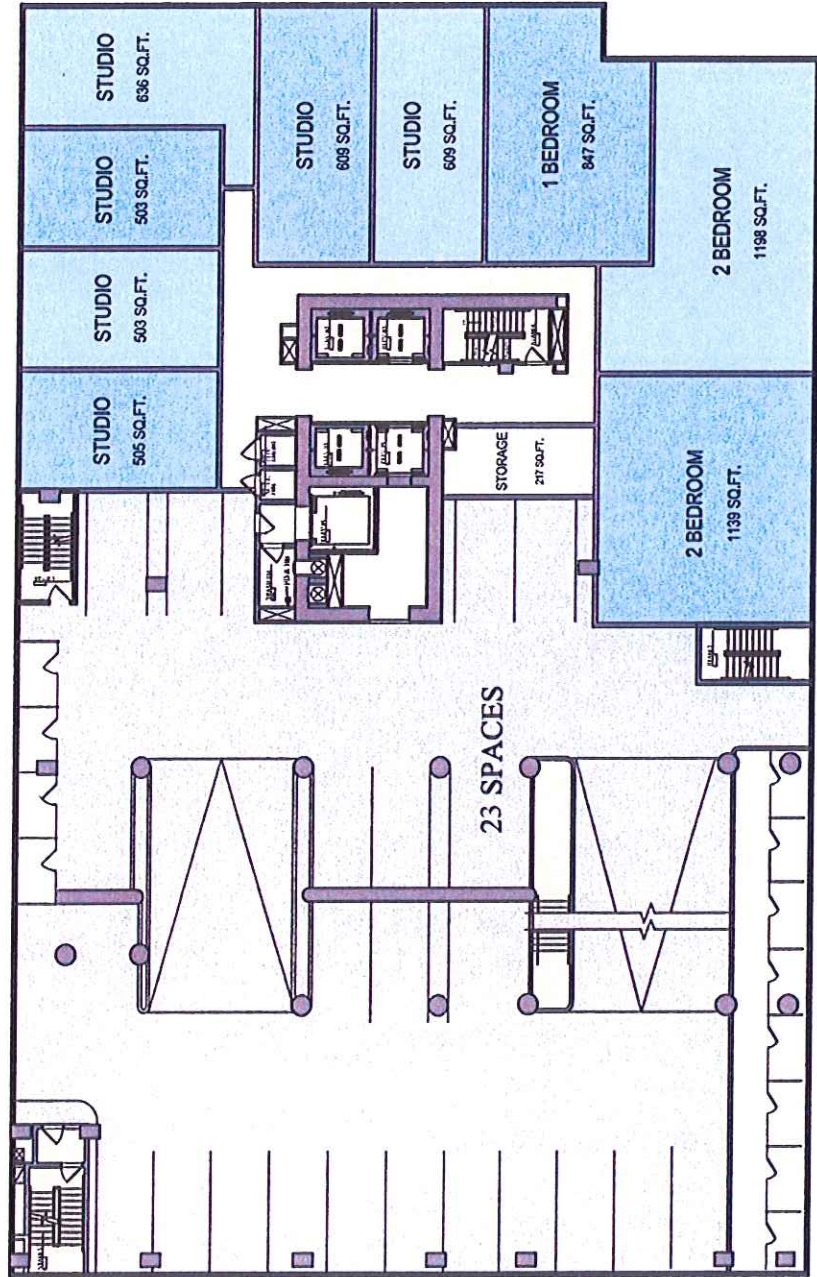
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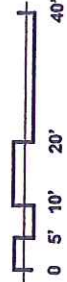
- Public/Office
- Commercial
- Private/Residential
- Amenity
- Egress
- Mechanical / Parking

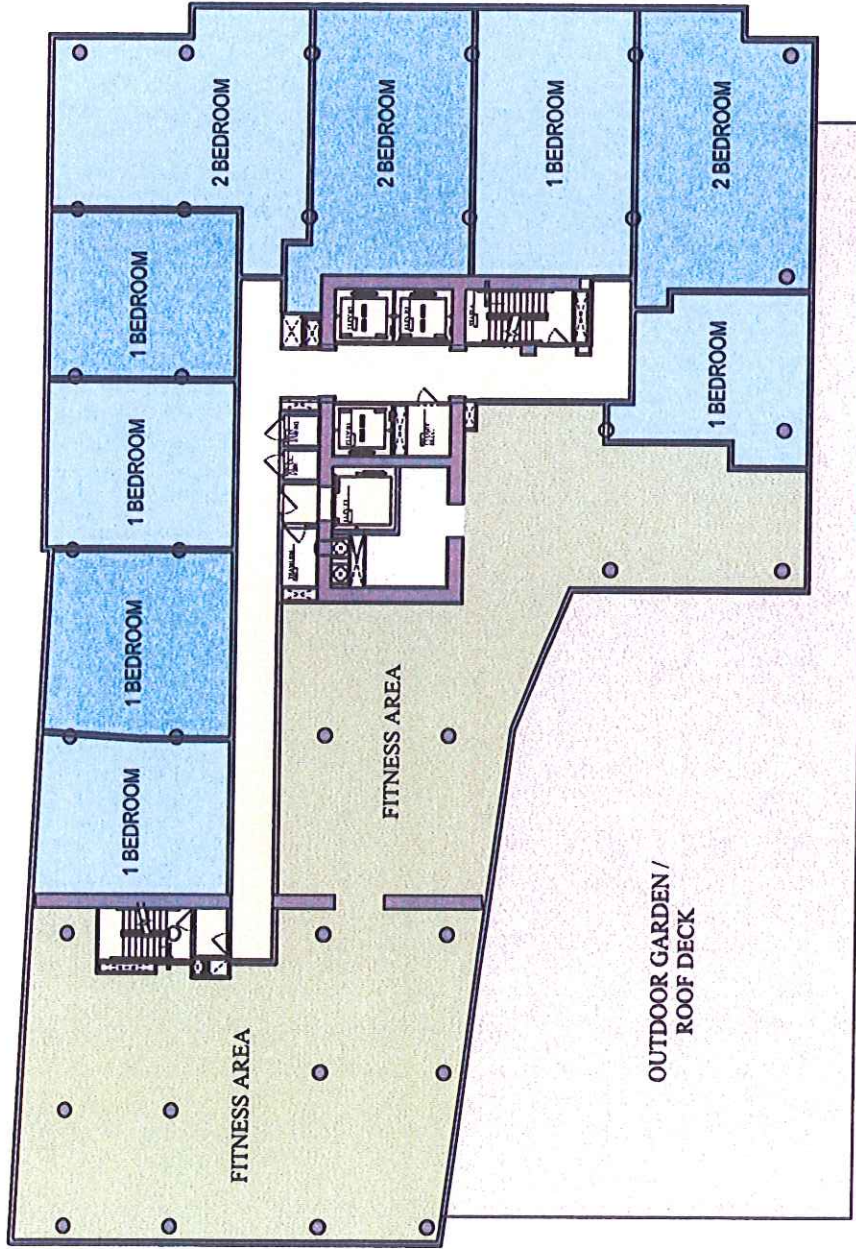






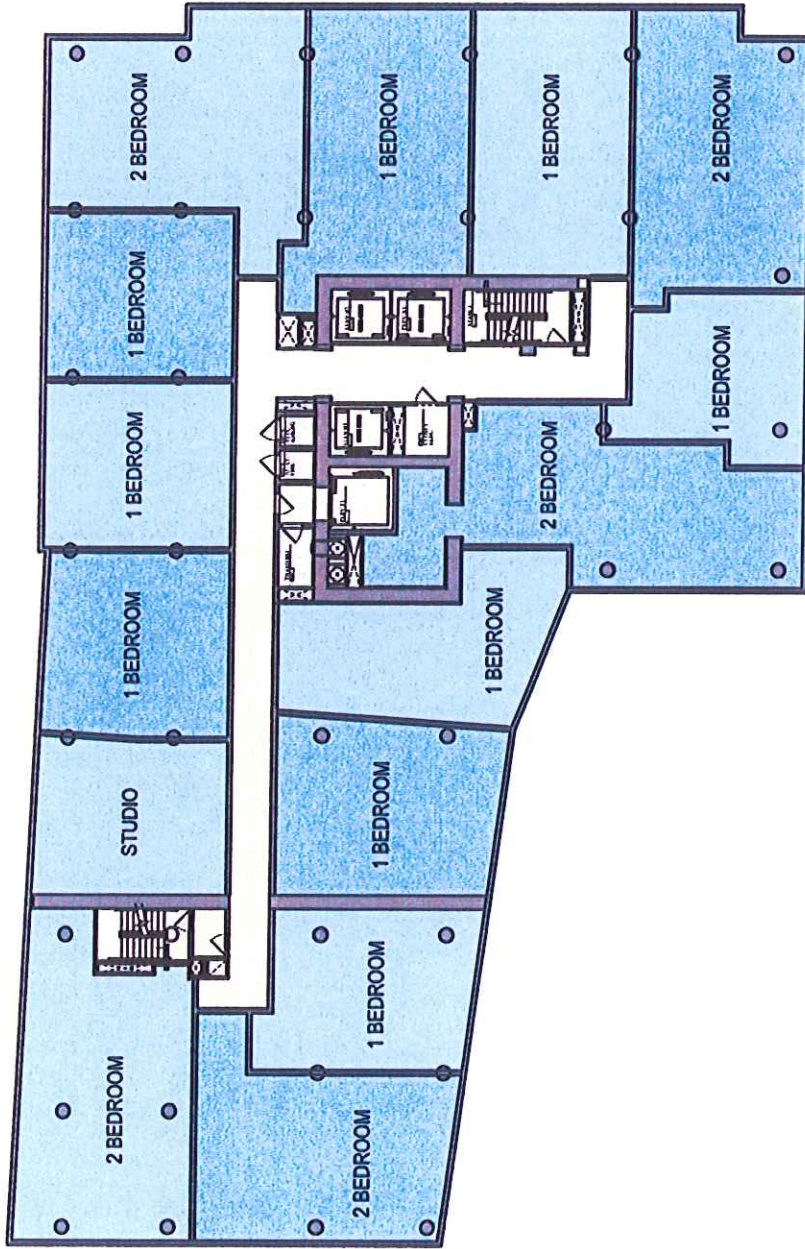
- Public/Office
- Commercial
- Private/Residential
- Amenity
- Egress
- Mechanical / Parking



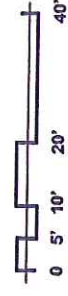


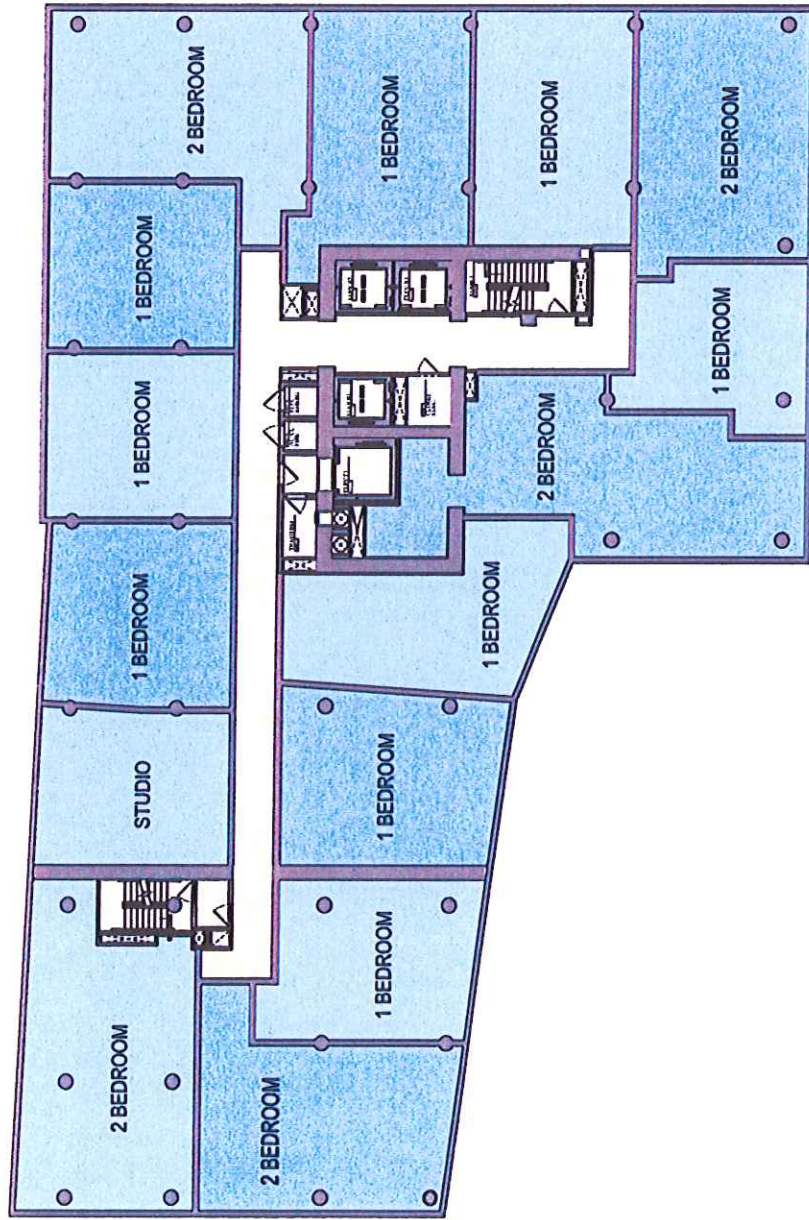
- Public/Office
- Commercial
- Private/Residential
- Amenity
- Egress
- Mechanical / Parking



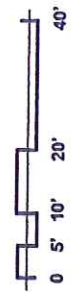


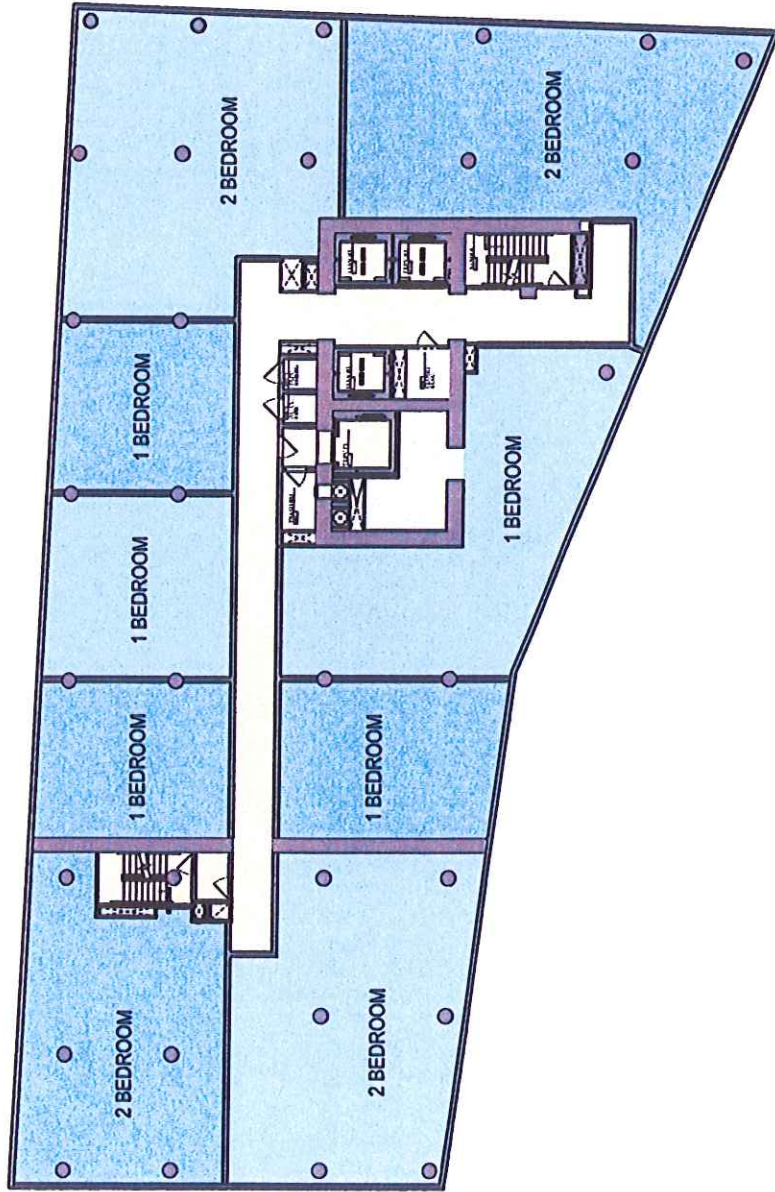
- Public/Office
- Commercial
- Private/Residential
- Amenity
- Egress
- Mechanical / Parking





- Public/Office
- Commercial
- Private/Residential
- Amenity
- Egress
- Mechanical / Parking





- Public/Office
- Commercial
- Private/Residential
- Amenity
- Egress
- Mechanical / Parking



Kensington
Boston MA

28th - 29th Floors

August 30, 2010
DEVELOPER : Kensington LLC
ARCHITECT : The Architectural Team

tat | the architectural team

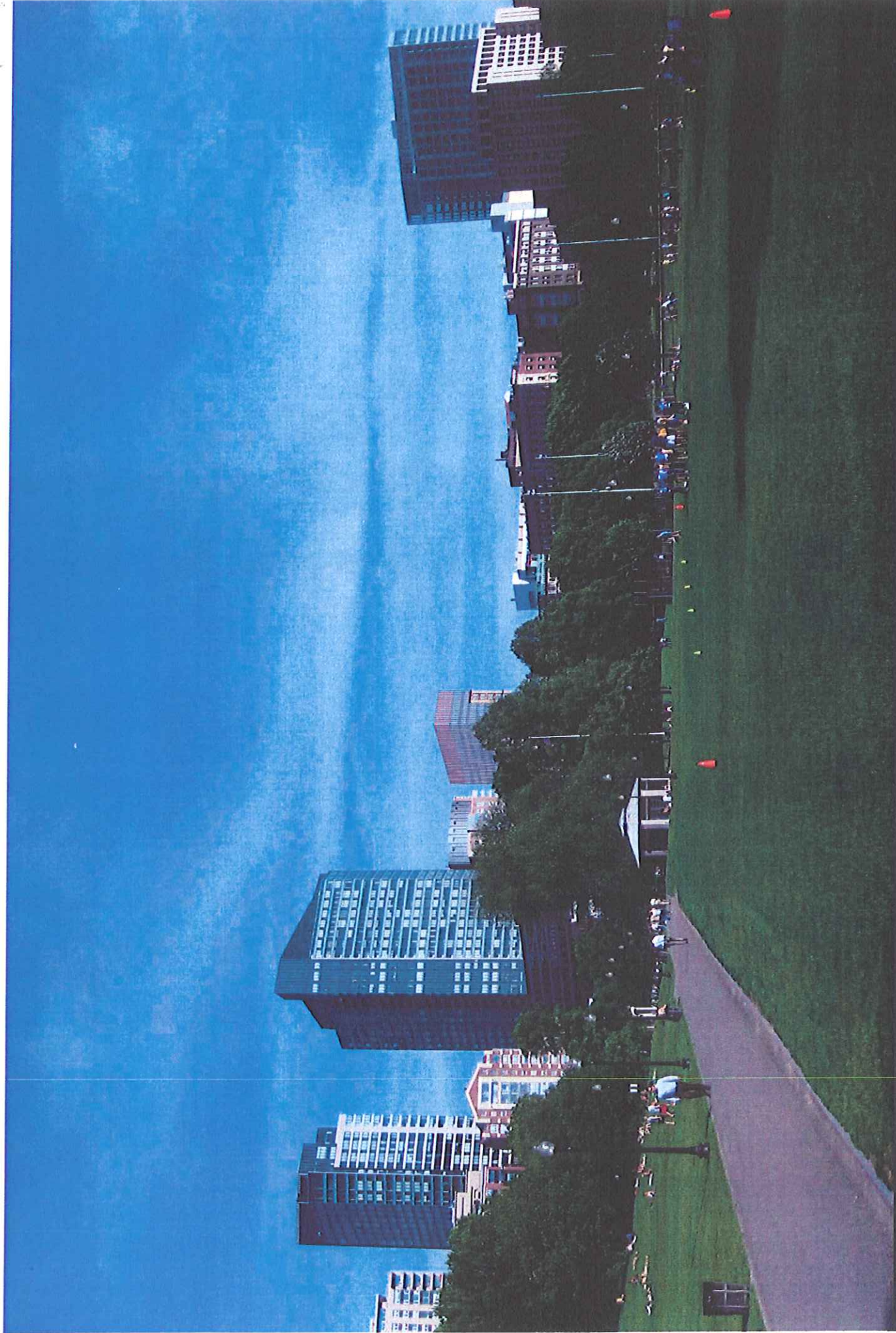
EXHIBIT C

to

Amended and Restated Development Plan

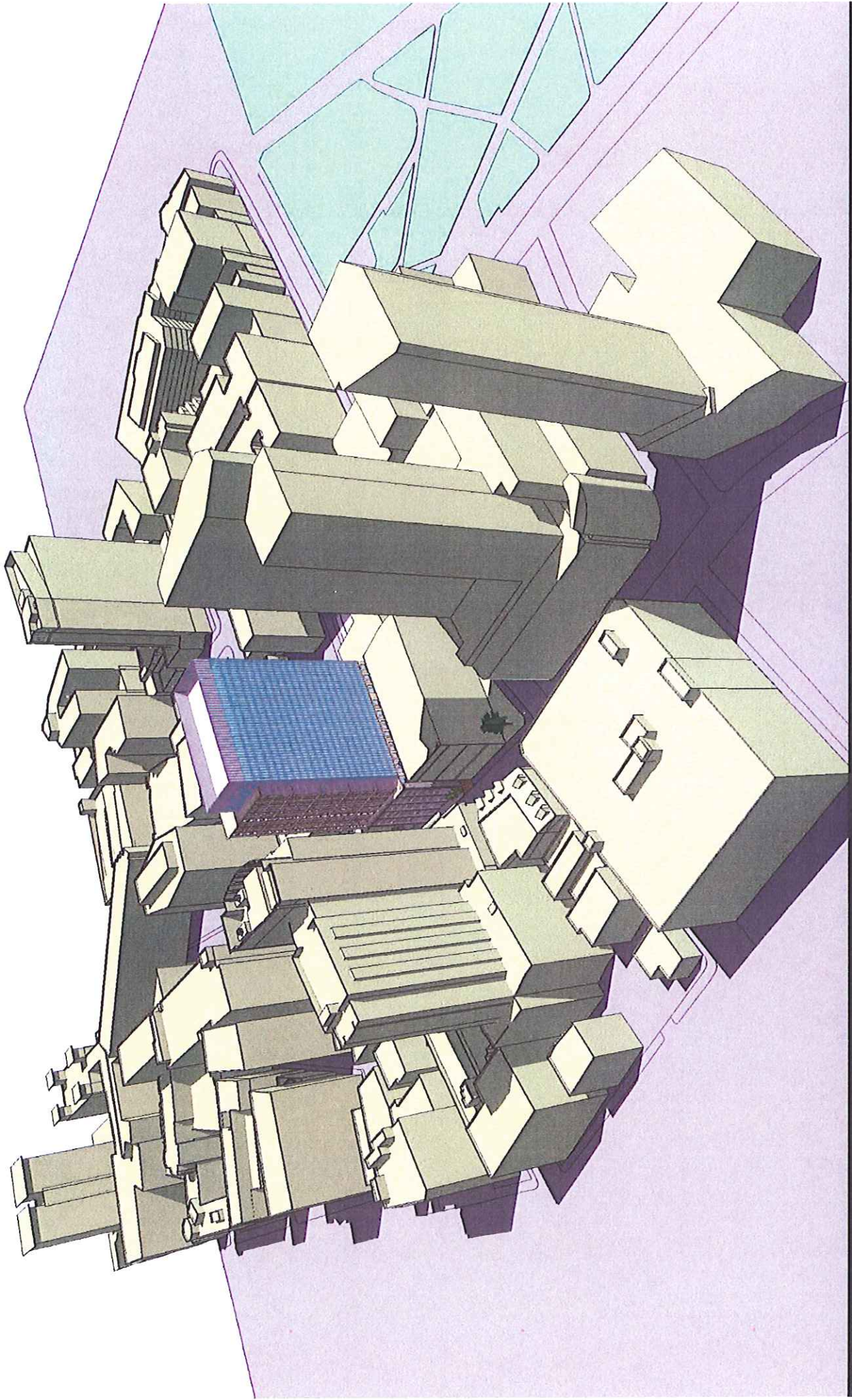
Selected Massing Illustrations and Elevations

Please see attached.



Kensington | Modified Scheme Rendering View 7.15.2010

September 2010
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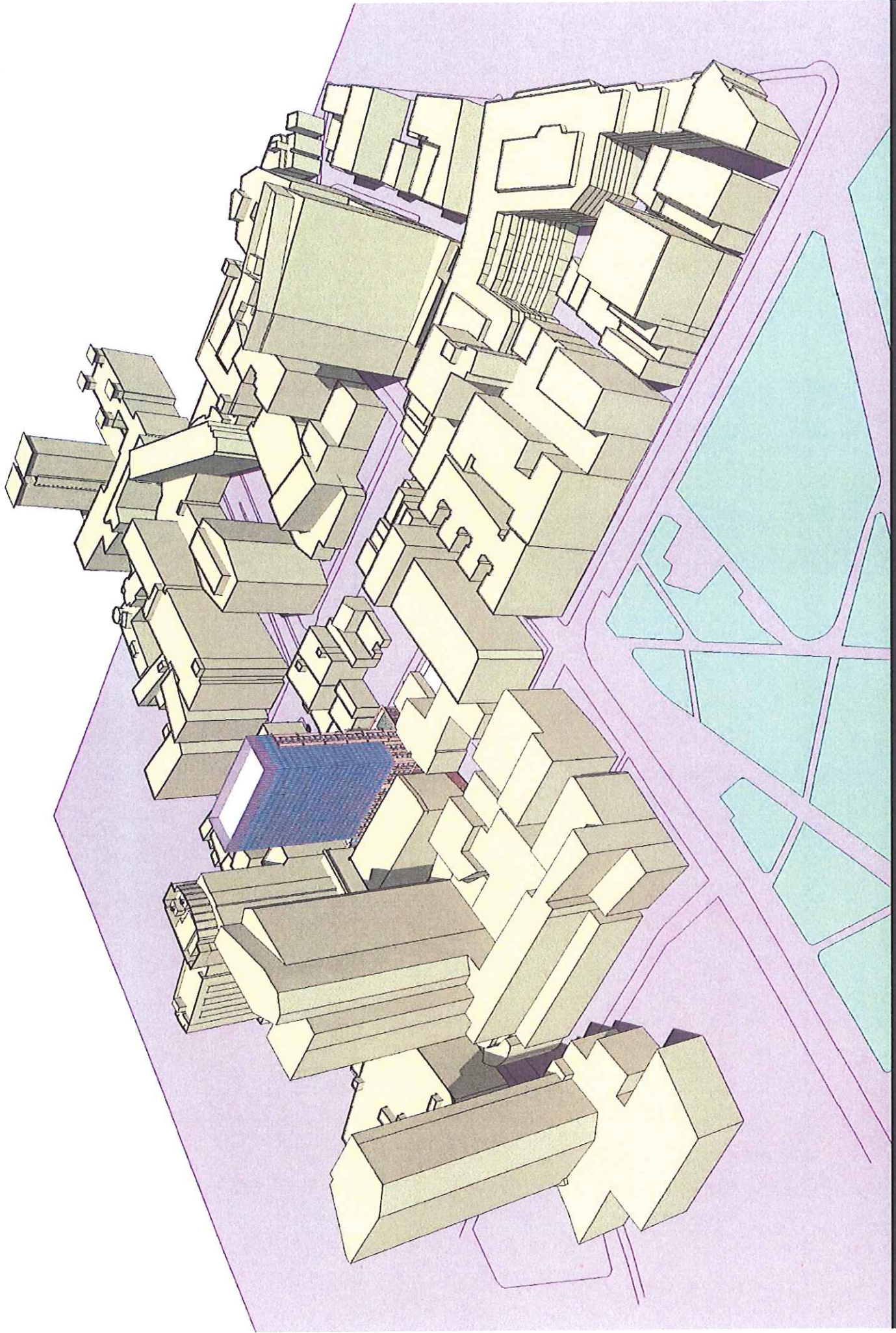
Kensington | Modified Scheme 7.15.2010

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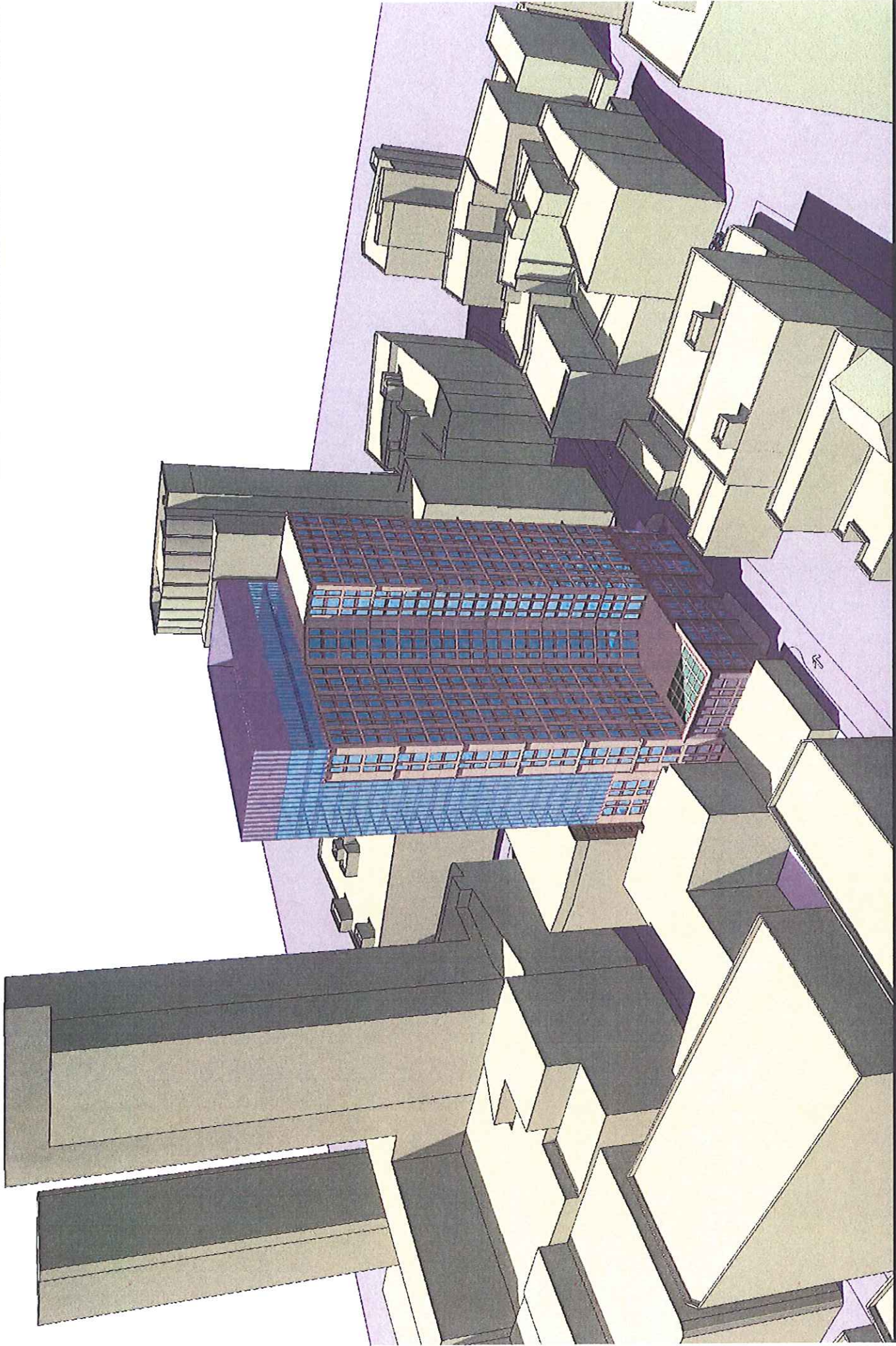
Kensington | Modified Scheme 7.15.2010

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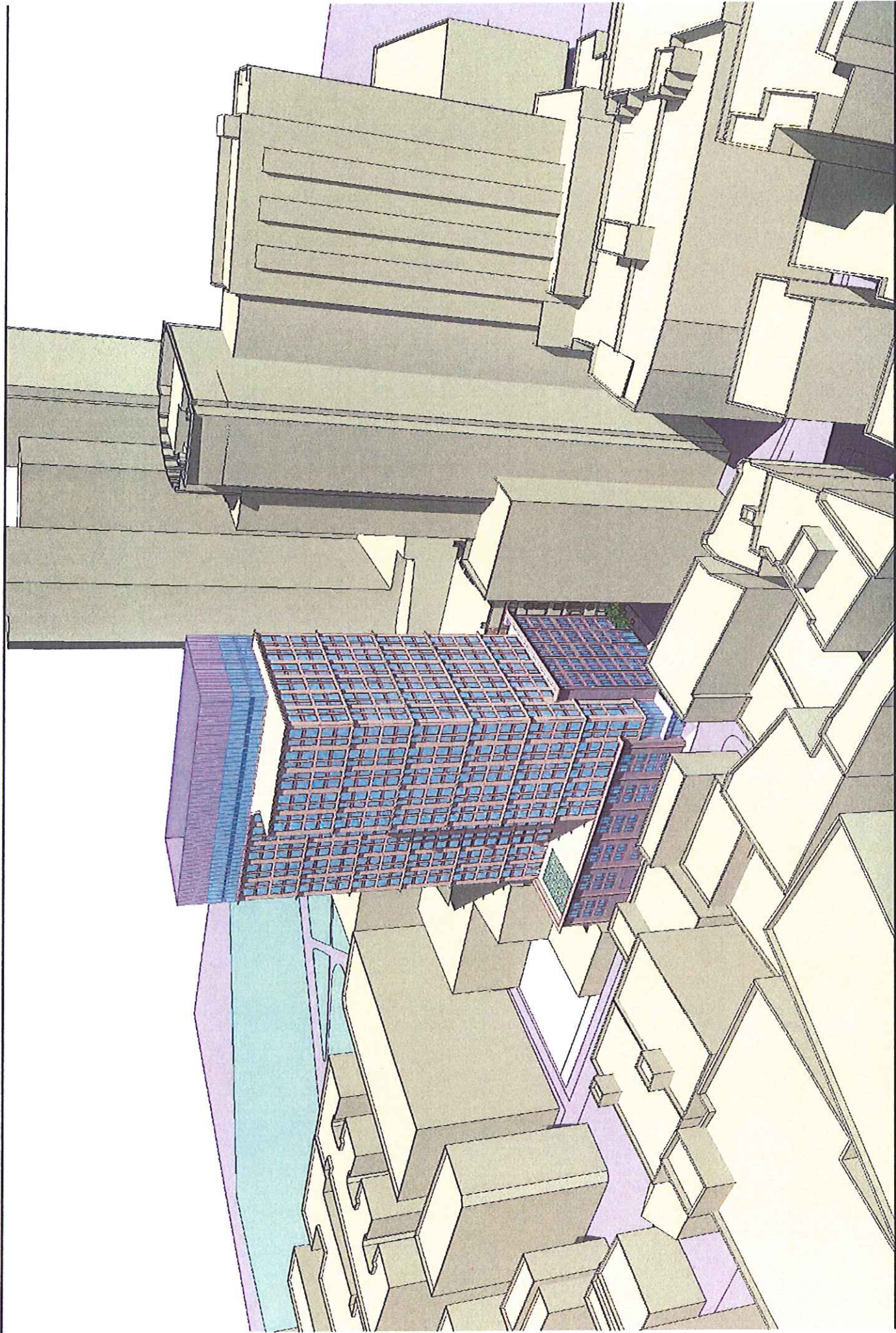
Kensington | Modified Scheme 7.15.2010

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EXHIBIT D

to

Amended and Restated Development Plan

Summary of Applicable Dimensional Requirements

<u>Zoning Requirement</u>	<u>Permitted by Underlying Zoning in PDA-IV</u>	<u>Permitted by Amended and Restated Development Plan</u>
Maximum Building Height	290 feet (275 feet plus 15 feet with Substantial Accord allowance)	290 Feet, subject to Authority Design Review.
Maximum Floor Area Ratio	14.0 plus Substantial Accord allowance of 1.0	15.0, subject to Authority Design Review.
Skyplane Average Minimum Setbacks	For Washington Street and LaGrange Street frontages only: <ul style="list-style-type: none">• 0 feet up to Street Wall Height (maximum of 90 feet)• 10 feet from Street Wall height to 155 feet• 15 feet above 155 feet	Washington Street frontage: <ul style="list-style-type: none">• The average setbacks above the street wall height of 9 feet, 13 feet and 17 feet up to the top of the Tower element, all as shown on the Project plans, subject to Authority Design Review. LaGrange Street Frontage: <ul style="list-style-type: none">• The average setbacks above the street wall height of 7 feet, 9 feet, 65 feet and 23 feet up to the top of the Tower element, all as shown on the Project plans, subject to Authority Design Review.
Skyline Plan Consistency	Generally consistent with a minimum 125 feet of separation between all structural elements in excess of 155 feet in height	High-rise elements of the Project will generally be at least 125 feet from any high-rise elements within the Midtown Cultural District, and at least 120 feet from the Archstone Boston Common

<u>Zoning Requirement</u>	<u>Permitted by Underlying Zoning in PDA-IV</u>	<u>Permitted by Amended and Restated Development Plan</u>
		project, all as shown on the Project plans, subject to Authority Design Review.
Street Wall Continuity	Must be coextensive with at least 80% of the Existing Building Alignment of the block on which the building fronts, as defined by Section 18-2 of the Code.	<ul style="list-style-type: none"> • Washington Street and LaGrange Street facades will be located on their respective property lines, all as shown on the Project plans, subject to Authority Design Review.. • The proposed street wall of the Building on LaGrange Street may be further back than the Existing Building Alignment, which is solely determined by the one-story BYMCU squash court building, all as shown on the Project plans, subject to Authority Design Review.

EXHIBIT E

to

Amended and Restated Development Plan

Allowed Uses

Uses allowed as-of-right within the Planned Development Area No. 60 shall be the following uses:

Residential Uses

Multi-family residential.

Office Uses

Office uses including, but not limited to, office uses of cultural groups, community service organizations and banks.

Service Uses (ground floor only)

All local service uses, including, but not limited to, barber shop, beauty shop, dressmaker shop, framer's studio, laundry or dry-cleaner (pick-up/delivery), photographer's studio, shoe repair shop, tailor (custom) shop and video or motion picture store (sale or rental).

Retail Uses (ground floor only)

Any store primarily serving the local retail business needs of the neighborhood, including, but not limited to, antique store, artists' supply and music store, book store, drug store, florist shop, grocery store, ice cream store, interior decorating establishment, newsstand (enclosed) and yarn store.

Cultural Uses (ground floor only)

Art gallery (commercial or nonprofit), art needle workshop, costume rental establishment, historical exhibit, musical instrument repair, public art display space, studios (music, dancing, visual arts or theatrical) and ticket sales.

Restaurant and Food Service Uses (ground floor only)

Bakery, cafe, coffee shop, delicatessen, diner, restaurant or other place for the service or sale of food or drinks for on- or off-premises consumption.

Accessory Uses

Subject to the limitations and restrictions of Article 10 of the Code: (i) accessory loading; (ii) a garage, including parking spaces, for residents and visitors; (iii) swimming pool, health club or tennis court; (iv) the storage of flammable liquids and gases incidental to a lawful use; and (v) any use ordinarily incidental to a lawful main use, provided that any such use shall be subject to the same restrictions, conditions, limitations, provisos and safeguards as the use to which it is accessory.

Park, public or private

Telecommunications Uses

Telecommunications and wireless communications equipment, including antennas, communications dishes and other equipment mounting structures.