

**THIRD AMENDMENT TO DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 11**

ONE POST OFFICE SQUARE

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

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

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

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

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

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

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

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

This Third Amendment amends the existing Development Plan to provide for minor alterations to the ground floor level of the office building on Lot "O", including increased square footage at the ground level facing Pearl Street, and the elimination of the arcade on Pearl Street (the "Office Building/Garage Project").

1. Developers: One Post Office Square, LLC is the successor to One Post Office Square Associates, as developer of the Office Building/Garage Project.
2. Architect: The proposed modifications for the Office Building/Garage Project, as contemplated by this Third Amendment, are being designed by CBT Architects, Inc.
3. Proposed location and appearance of structures: The proposed modifications to the Office Building/Garage Project shall be as shown on the drawings prepared by CBT Architects, Inc., attached as Exhibit A, subject only to modifications approved by the Authority in the design review process. The proposed modifications increase the size of the ground level lobby on Pearl Street by approximately two thousand and three hundred (2,300) square feet and increase the height of the lobby to thirty (30) feet. The proposed modifications also eliminate the arcade at the base of the office tower on Pearl Street. The arcade over the private sidewalk on Milk Street will remain. The proposed modifications are intended to increase the public presence and vitality of the lobby and activate the streetscape on Pearl Street.
4. Open Spaces and Landscaping: The arcade over the private sidewalk on Pearl Street will be eliminated. The arcade over the private sidewalk on Milk Street will remain.
5. Density: The maximum permitted floor area ratio for the overall PDA No. 11 is 14.6. The FAR for the office building/garage portion of PDA No. 11, Lot "O", would change from the existing FAR of 21.56 to 21.62 and remain within the permitted FAR of 21.97. The FAR of the entire Planned Development Area No. 11 would change to 14.3, remaining within the permitted FAR of 14.6. The schedule of project areas, gross floor areas, and square footage by floor set forth in the Development Plan shall be deemed modified to reflect the Office Building/Garage Project.
6. Proposed Dimensions of Structures: The proposed modifications to the dimensions of the office building/garage shall be substantially as shown in the schematic drawings listed in Exhibit A attached hereto. The listing of drawings set forth in the Development Plan shall be deemed modified to reflect the Office Building/Garage Project.

7. Zoning: The Site is located within (i) the B-10-D District under the Zoning Code; (ii) the Interim Planning Overlay District; and (iii) the Restricted Parking Overlay District.

Although the Site is included in the boundaries of the Downtown IPOD under Article 27 of the Zoning Code, under Section 27-D-5.3 of the Zoning Code, the requirements of Article 27D do not apply to sites for which an application for approval of a PDA development plan was submitted before July 11, 1987. Subsequent modifications of the Development Plan are included within this exemption.

8. Miscellaneous:

Development Review: The proposed modifications to the Project will be subject to review and approval by the Authority in accordance with its Development Review Procedures. The final specifications and plans, as approved by the Authority pursuant to the Development Review Procedures under Article 80 will be deemed to be consistent with this Development Plan. Minor changes may be made to the schematic drawings and plans associated with the proposed modifications set forth in this Third Amendment to PDA No. 11; however, these changes may not exceed the maximum height limitations, square footage, FAR and uses specified in the Development Plan, as amended by this Third Amendment to the Development Plan (collectively the "Amended Development Plan"), nor will any proposed minor changes significantly alter the general appearance of any element of the Amended Development Plan and the proposed modifications set forth herein.

Subsequent to completion of these proposed modifications, further proposed modifications which are minor in nature and within the approved use and dimensional limitations set forth in the Development Plan will be eligible to receive a Certification of Consistency evidencing consistency with the Amended Development Plan, subject to design review approval, and any other necessary approvals, by the Authority.

Certifications of Consistency: Compliance of the Office Building/Garage Project and of the hotel element with the requirements of the Amended Development Plan may be determined on an individual basis rather than a Site-wide basis, and each building may be eligible to receive its own Certification of Consistency. The non-compliance of any building shall not affect the compliance of the other building within the Amended Development Plan.

Amendment of Plan: Any owner of the Office Building/Garage Project and of the hotel element may seek amendment of this Amended Development Plan as to such building, in accordance with the procedures prescribed by the Zoning Code without the consent of the owner of the other building. In the event that any amendment to this Amended Development Plan proposed by the owner of a building is approved, and such amendment affects the overall compliance of the Project with the Amended Development Plan, the Development Plan shall be deemed amended with respect to the Project as a whole to the extent necessary for the overall Project to comply with this Amended Development Plan.

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

Third Amendment to Planned Development
Area No. 11 (One Post Office Square)

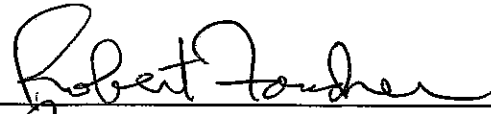
Boston Redevelopment Authority on behalf of
One Post Office Square, LLC


THIRD AMENDMENT TO
PLANNED DEVELOPMENT AREA NO. 11
ONE POST OFFICE SQUARE


The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Third Amendment to Development Plan for Planned Development Area No. 11 dated December 20, 2007, and approved by the Boston Redevelopment Authority on December 20, 2007.

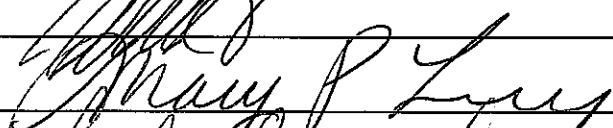
Planned Development Area No. 11 was originally designated on "Map 1, Boston Proper," of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 154, adopted by the Zoning Commission on May 18, 1979, effective May 18, 1979.


Third Amendment to Planned Development Area No. 11, One Post Office Square, Boston


Chairman

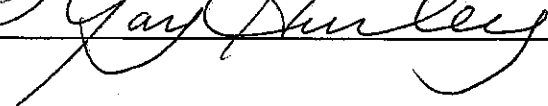

Vice Chairman





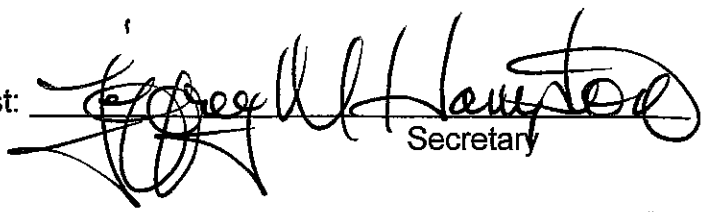







In Zoning Commission

Adopted: January 9, 2008

Attest: 
Secretary

Third Amendment to Planned Development Area No. 11, One Post Office Square, Boston



Mayor, City of Boston

Date: 1/9/08

The foregoing Third Amendment to Planned Development Area No. 11 was presented to the Mayor on JANUARY 9, 2008 and was signed by him on JANUARY 9, 2008 whereupon it became effective on JANUARY 9, 2008 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

FACT SHEET

ONE POST OFFICE SQUARE 3rd AMENDMENT TO DEVELOPMENT PLAN FOR PDA NO. 11

Project Description

PDA 11 was approved in 1979. The PDA Area comprises the entire block that is bounded by Pearl Street, Milk Street, Oliver Street, and Franklin Street. The Development Plan for PDA No. 11 approved development of both the office building at One Post Office Square, which is located at the corner of Pearl Street and Milk Street, and the adjacent Langham Hotel. The current Project consists of an expansion to the ground floor lobby area of the office building and elimination of the arcade on Pearl Street.

Physical Design

The physical design of the modified office building will remain substantially consistent as to siting, massing and design with the office building that is currently located on the site. The physical design of the parking garage and hotel will not be modified. The office building will remain 41 stories, with retail, lobby functions and common area on the first floor. CBT Architects, Inc. will serve as architects for the lobby expansion to the office building at One Post Office Square. Design modifications from the original office building result in increased square footage at the ground level on Pearl Street by two thousand and three hundred (2,300) square feet, increased lobby height to thirty (30) feet, and elimination of the arcade at the base of the office tower on Pearl Street.

Project Uses and Design Features

The use of the office building and parking garage will remain unchanged as follows:

- Office use in 41 story office building.
- Retail catering and lobby use at lobby level
- Parking for employees of the office building and adjacent hotel, and public parking in parking garage.

Specific Project Benefits

The improved office building at One Post Office Square will increase the public presence and vitality of the lobby by enclosing the lobby in glass materials and eliminating the arcade at the base of the office building at Pearl Street.

Project Sponsorship

The proponent is One Post Office Square, LLC, the owner of the office building and parking garage at One Post Office Square, which is an affiliate of Blackstone Group. Blackstone Group is a leading real estate private equity investor which makes significant investments to acquire, redevelop, manage, own and operate major urban office buildings, lodging, residential properties, and distribution and warehouse centers. Blackstone has recently acquired various properties in the City of Boston and currently owns and manages thirteen properties within the City.

Description of Area Involved

PDA No. 11 was approved by Map Amendment No. 154. A copy of the Map Amendment is attached to this Fact Sheet.

MEMORANDUM

DECEMBER 20, 2007

TO: BOSTON REDEVELOPMENT AUTHORITY AND
JOHN F. PALMIERI, DIRECTOR

FROM: JAMES M. TIERNEY, INTERIM DIRECTOR OF ECONOMIC
DEVELOPMENT
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
DAVID CARLSON, SENIOR ARCHITECT
KRISTIN KARA, PROJECT MANAGER

SUBJECT: PUBLIC HEARING TO CONSIDER THE THIRD AMENDMENT TO THE
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO.
11, ONE POST OFFICE SQUARE

SUMMARY: This Memorandum requests, as part of the scheduled Public Hearing regarding the One Post Office Square Project, located in the Financial District of Downtown Boston, that the Boston Redevelopment Authority ("Authority") (i) approve and adopt the Third Amendment to the Development Plan for Planned Development Area No. 11 ("PDA No. 11"), pursuant to Section 80C of the Boston Zoning Code (the "Code"), in substantial accord in the form presented to the Authority's Board on December 20, 2007; (ii) authorize the Director to petition the Zoning Commission for the approval of the Third Amendment to PDA No. 11, *in* substantial accord with the form presented to the Authority's Board on December 20, 2007; and (iii) issue a Certification of Consistency under Section 80C-8 of the Code upon successful completion of the Planned Development Area Review process.

PROPOSED PROJECT

On October 22, 2007, One Post Office Square, LLC, an affiliate of the Blackstone Group (the "Proponent") filed a Third Amendment to the Development Plan for Planned Development Area No. 11 ("PDA No. 11") with the Boston Redevelopment Authority (the "Authority") in connection with the proposed improvements to the office building located at One Post Office Square, which is within a portion of PDA No. 11.

Pursuant to Section 80A-2 and 80C-5 of the Boston Zoning Code (the "Code"), notice regarding the filing of the Third Amendment to the Development Plan for PDA No. 11

("Third Amendment") was published in the *Boston Herald* on October 25, 2007, which initiated a 45-day public comment period that ended on December 7, 2007.

Additionally, pursuant to Section 80A-3 and 80C-5 of Code, notice of receipt of the Third Amendment, as well as a copy of the Third Amendment, were sent to the City of Boston's public agencies, to the Speaker of the House Salvatore DiMasi, State Senator Anthony Petrucci, and to City Councilor Salvatore LaMattina.

The Development Plan for PDA No. 11 encompasses approximately 77,791 square feet and is bounded by Pearl Street, Milk Street, Oliver Street, and Franklin Street (the "Site"). The Site includes the One Post Office Square office building and a parking garage, which are collectively referred to as Lot "O", as well as a Lot "H", which is commonly known as the Langham Hotel.

The proposed Third Amendment would provide for minor alterations to the ground floor level of the office building located on Lot "O", including increased square footage at the ground level facing Pearl Street, and the elimination of the arcade on Pearl Street (the "Proposed Project"). The physical design of the modified office building will remain substantially consistent as to siting, massing and design with the office building that is currently located on the Site. The physical design of the parking garage and hotel will not be modified. The office building will remain 41 stories, with retail, lobby functions and common area on the first floor. CBT Architects, Inc. will serve as architects for the Proposed Project. Design modifications from the original office building will result in an increased square footage at the ground level on Pearl Street by approximately two thousand and three hundred (2,300) square feet, increased lobby height to thirty (30) feet, and the elimination of the arcade at the base of the office building on Pearl Street. The Floor Area Ratio ("FAR") for Lot "O" will change from the existing FAR of 21.56 to 21.62 and remain within the permitted FAR of 21.97 for Lot "O". The FAR of the entire PDA No. 11 will increase to 14.3, and remain within the permitted FAR of 14.6. The Proposed Project will be subject to design review and approval by the Authority.

Attached to this Board Memorandum is both the proposed form of the Third Amendment and the Fact Sheet regarding the Third Amendment.

PDA NO. 11 BACKGROUND

The Development Plan for PDA No. 11 ("Original Development Plan") contemplated development of the Site into an office building and parking garage on a portion of the Site referred to as Lot "O", and a hotel on the remainder of the Site referred to as Lot "H". Implementation of the Original Development Plan was begun in 1979-1980 by Post Office Square Company and Pearl Street Company, and was continued in the early 1980s by One Post Office Square Associates and Oliver Street Associates. Construction of the office building and garage on Lot "O" commonly known as One Post Office

Square and of the hotel on Lot "H," commonly known as the Langham Hotel, has been completed.

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

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By votes taken on June 20, 1984 and August 9, 1984, the Authority approved a Second Amendment to the Original Development Plan ("Second Amendment") in connection with the addition of a two-story structure above the parking garage adjacent to the office building, and the addition of a swimming pool on the roof of the hotel. On July 25, 1984, the Commission approved the Second Amendment, which Second Amendment was effective August 15, 1984. Zoning relief for the Second Amendment was granted by the Board in Decision BZC-7159 dated August 21, 1984. The work contemplated by the Second Amendment has not been undertaken. The Second Amendment and the zoning relief related thereto approved an FAR of 21.97 for Lot "O" and an FAR of 14.6 for the Site.

RECOMMENDATION

It is therefore recommended that the Authority approve the Proposed Project and authorize the Director to (i) approve and adopt the Third Amendment to the Development Plan for PDA No. 11, pursuant to Section 80C of the Code, in substantial accord with the form presented to the Authority's Board on December 20, 2007; (ii) authorize the Director to petition the Commission for the approval of the Third Amendment to PDA No. 11, in substantial accord with the form presented to the Authority's Board on December 20, 2007; and (iii) issue a Certification of Consistency

under Section 80C-8 of the Code upon successful completion of the Planned Development Area Review process.

Appropriate votes follow:

VOTED: That the Boston Redevelopment Authority ("Authority") hereby finds and determines that the Third Amendment to the Development Plan for Planned Development Area No. 11 (the "Third Amendment") complies with Section 80C-4(a)-(e), Standards for Planned Development Area Review Approval of the Boston Zoning Code; and


FURTHER

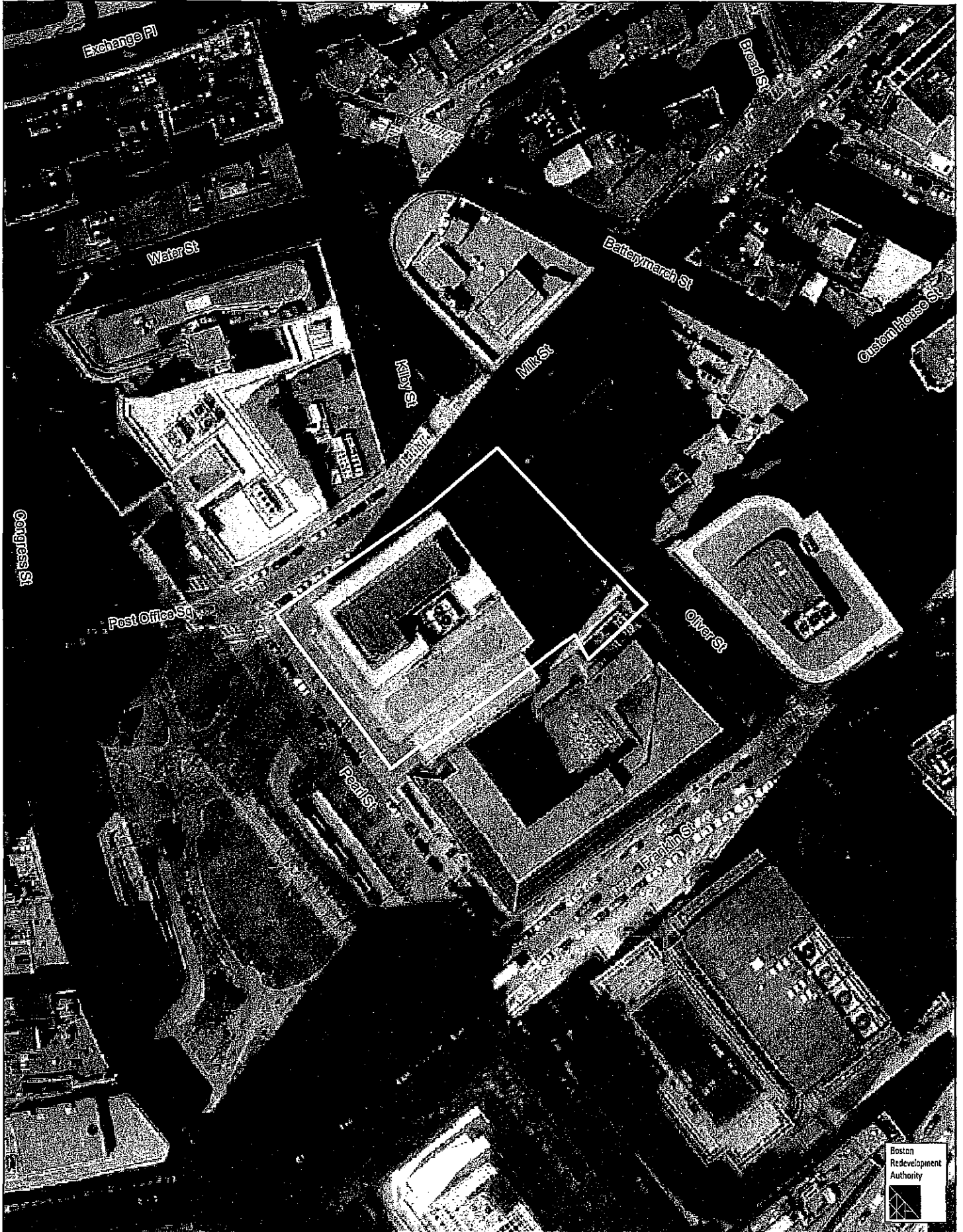
VOTED: That pursuant to the provisions of Section 3-1A.a and Article 80C of the Boston Zoning Code, the Authority hereby approves and adopts the Third Amendment and authorizes the Director to petition the Zoning Commission for approval of the Third Amendment, in substantial accord with the form of Third Amendment submitted to the Authority and attached hereto; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Consistency for the One Post Office Square Project ("Proposed Project") under Section 3-1A.a and Article 80C-8 of the Code when the Director finds that: (a) the Proposed Project is described accurately in the Third Amendment; (b) the Proposed project is consistent with the Third Amendment; and (c) the third Amendment has been approved by the Authority and the Zoning Commission.

One Post Office Square Project

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2003 BWCS aerial



One Post Office Square Project

1:1,200

