

BRA Approval: January 8, 1998
ZC Approval: Feb. 12, 1998
Effective: Feb. 18, 1998

AMENDED AND RESTATED DEVELOPMENT PLAN

and

DEVELOPMENT IMPACT PROJECT PLAN

for

PLANNED DEVELOPMENT AREA NO. 33

MILLENNIUM PLACE

Dated November 5, 1997

As Revised

Developer: New Commonwealth Center Limited Partnership, a limited partnership formed under the laws of the Commonwealth of Massachusetts (the "Developer") by New Commonwealth Center Corp., a Massachusetts corporation, as a general partner, proposes to develop the Millennium Place Project (the "Project"). The business address, telephone number and designated contact for the Developer is: New Commonwealth Center Limited Partnership, c/o MDA Associates, Inc., 75 Arlington Street, Boston, Massachusetts 02116, Telephone: 617/451-0300, Designated Contact: Anthony Pangaro.

The former approved project for this Planned Development Area was known as "Commonwealth Center" and was to be developed by Commonwealth Center Limited Partnership, a limited partnership formed under the laws of the State of Delaware whose general partner was F.D. Rich Company of Boston, Inc., a Connecticut corporation, and by

Casa Development, Inc., a Massachusetts corporation which was a wholly owned subsidiary of A.W. Perry, Inc. Subsequent to the receipt of the approvals needed for construction of Commonwealth Center, the original developers defaulted under mortgage loans held by Citicorp Real Estate, Inc., a Delaware company. On behalf of Citicorp Real Estate, Inc., the Developer, New Commonwealth Center Limited Partnership, became the owner of the Property following the mortgage foreclosure. Since the date of the foreclosure, the Developer has been and continues to be the sole legal owner of the Property.

Changed economic conditions, as well as the financing default by the original developers, caused delays in implementing the proposed development, and precipitated the need for the existing interim parking use of most of the Project site. The Developer, as successor in interest to the original developers, now plans to move forward with construction of the Project as revised in this Amended and Restated Development Plan and Development Impact Project Plan (the "PDA Plan").

New Commonwealth Center Limited Partnership is a single purpose limited partnership. Its sole general partner, New Commonwealth Center Corp., is owned by Millennium Partners LLC, a New York limited liability company. Its limited partners include LP New Commonwealth Center Corp., an affiliate of Citicorp Real Estate, Inc. (the original lender on the Commonwealth Center project) and Millennium Partners LLC. Millennium Partners Management LLC, a New York limited liability company, is the Managing Member of Millennium Partners LLC and is directing the development of Millennium Place.

Millennium Partners Management LLC is the successor in interest to Millennium Partners which was formed in 1990 to undertake the development of the Lincoln Square

complex, a 1.7 million square foot mixed-use development on Manhattan's Upper West Side. Lincoln Square, which was developed in three phases, and was substantially completed in the fall of 1996, includes a 13-screen Sony theater complex, a 140,000 square foot state-of-the-art Reebok sports club, flagship retail stores, and over 700 residential condominiums. This development complemented the existing cultural facilities of nearby Lincoln Center and has become one of Manhattan's most vibrant and exciting shopping, entertainment and living environments. Millennium Partners' business objective is to locate downtown sites in major cities which offer similar opportunities for transforming under-served neighborhoods into more desirable living environments through the combination of synergistic entertainment, sports club, and retail uses with residential and hotel facilities of the highest quality.

Millennium Partners' local development partner, MDA Associates, Inc., is a Boston-based developer of commercial real estate. Founded in 1980, MDA and its affiliate, Macomber Development Associates, have developed over \$400 million worth of projects in the Boston area, including the Four Seasons Hotel and Condominium, the 650,000 square foot Riverfront Office Park in Cambridge, the Harborside Hyatt Conference Center and Hotel at Logan Airport, and the restoration of the former Salada Tea Building on Berkeley Street in the South End. MDA currently has under development a new 530,000 square foot office building on the site of the former Greyhound bus terminal in the Back Bay, as well as a residential and hotel development on a parcel within the Park Plaza Urban Renewal Area controlled by the Boston Redevelopment Authority (the "Authority").

Development Team: The development team includes the following: Architects -- Gary Edward Handel + Associates, 1995 Broadway, New York, NY 10023, Telephone: 212-595-

4112, Designated Contact: Frank Fusaro, and Childs Bertman Tseckares, Inc., 306 Dartmouth Street, Boston, MA 02116-2201; Telephone: 617-262-4354, Designated Contact: David Hancock; Attorneys -- Goodwin, Procter & Hoar, LLP, Exchange Place, Boston, MA 02109-2881, Telephone: 617-570-1000, Designated Contact: Martin R. Healy; and Traffic and Environmental Consultants -- Vanasse Hangen Brustlin, Inc., 101 Walnut Street, Watertown, MA 02272, Telephone: 617-924-1770, Designated Contact: Robert Kaye.

Site Description/Project Area: The site encompasses major portions of two city blocks in Boston's Midtown Cultural District between lower Washington Street and the Boston Common. The first portion (the "South Block"-- also sometimes referred to as "Parcel 30") comprises approximately two-thirds of the block bounded by Tremont, Boylston, Avery and Washington Streets, and has frontage on all four streets. The second portion (the "North Block" -- also sometimes referred to as the "Keith Block") is directly to the north of the South Block across Avery Street and comprises an irregular corner site bounded by Washington, Avery and Mason Streets. The original developers acquired a parcel of land owned by the Authority consisting of approximately 6,814 square feet located at the corner of Boylston and Washington Streets, which parcel is more particularly described in Exhibit C attached hereto (the "Former Authority Parcel").

The combined site contains approximately 145,560 square feet, as more particularly described in Exhibit A attached hereto and shown on Exhibit B attached hereto (the "Site"). The Site, excluding the 10,670 square foot area occupied by the Paramount Theater, is approximately 134,890 square feet. The Site, except for that portion which lies within 100 feet of the easterly sideline of Tremont Street, is called the "PDA Site" and is located within the

area designated as PDA-II under Section 38-10 of the Boston Zoning Code (the "Zoning Code").¹ The portion of the Site lying within 100 feet of Tremont Street is located within the Boston Common and Public Garden Protection Area designated by Section 38-5 of the Zoning Code.

Most of the Site is vacant and is used on an interim basis for commercial parking. Included within the North Block portion of the Site is the Paramount Theater, which is on the National Register of Historic Places and has landmark designation from the Boston Landmarks Commission.

Urban Design Context: Washington Street, Boston's historical "Main Street," was where Bostonians lived, gathered to exchange news and views, engaged in political debate at the Old South Meeting House and along Newspaper Row, caught a vaudeville act at the B.F. Keith Bijou Theater (or a movie at the Savoy), and shopped for food and clothing at a myriad of establishments, including the region's first department stores. Washington Street continues to be the center of a vibrant mix of retail, office, residential and cultural uses. The significance of Washington Street lies in the layered multiplicity of districts it connects and defines. The significance of the Millennium Place project in turn lies in its immense potential to recapture and realize this rich variety of uses and the diversity of their setting, to conjoin again Downtown Crossing, the Theater District, Chinatown and the Boston Common.

Washington Street serves as a major path leading toward Boston's Theater District. This is emphasized by the procession of three major historic theaters (the Opera House, the Modern, and the Paramount), sleeping examples of the past glory days of the movie,

¹ See also Map 1A of the Zoning Code.

vaudeville, and performance houses, awaiting only the reawakening of development to serve as a powerful link between Downtown Crossing (and Government Center and the Financial District) and the Theater District. Placement of theater uses within the Project would maximize this synergy, drawing upon and reinforcing patterns of pedestrian flow. The sidewalks will be wide enough to handle the crowds of both passers-by and users, with maximum numbers of entries and clear glass visual connections to further animate this stream of life. Avery Street will provide an ample and welcoming pedestrian connection from and to the Boston Common. Tremont Street presents a significant face for the Project to the Boston Common, and this face will take its place appropriately among the dignified but varied array of neighborhood streetwalls that define the edge of the Common.

General Description of Proposed Development and Use Allocation: The Project will involve the construction of about 1.335 million square feet and potentially up to 1.41 million square feet of new development, to be located in two buildings of varying height, form, fenestration and materials.

The larger building, to be located on the South Block near the corner of Boylston and Washington Streets (the "South Tower") will be 400 feet tall and contain approximately 940,000 to 1,010,000 square feet, including about 360,000 square feet of residential space. The residential portion of the building will be located above a hotel containing approximately 230,000 to 300,000 square feet, a health and sports club containing approximately 100,000 square feet, a movie theater and entertainment complex with about 5000 seats and containing approximately 120,000 square feet (which includes about 25,000 square feet of projection room mezzanine and lobby areas), and a retail area containing approximately 130,000 square

feet. The movie theater and entertainment complex and retail components of the Project may contain entertainment uses, such as technology games and rides, performance venues, food service establishments, restaurants, and entertainment-related retail uses catering to moviegoers and Project patrons. The hotel may contain restaurants and other uses accessory to a hotel use.

The second building, to be located on the North Block at the corner of Avery and Washington Streets (the "North Tower"), will be 375 feet tall and contain approximately 400,000 square feet, including about 350,000 square feet of residential space and about 50,000 square feet of retail space. Adjacent to this building is the Paramount Theater, which fronts on Washington Street.

The Project's residential space will be planned to meet market demand and may include condominium units as well as rental units leased under long-term and/or short-term agreements. In each case, the residential use may be accompanied by the complete range of residential services associated with a luxury living environment, including without limitation, security, concierge, room service, and housekeeping services. The Project may contain up to 12,000 square feet of day care uses. Up to 3,000 square feet and 20 parking spaces within the Project may be devoted to not-for-profit uses.

On Washington, Boylston and Avery Streets, retail shop fronts will face the street, providing an animated pedestrian experience. The hotel, health and sports club, and residential lobbies will be oriented toward Avery Street.

Service and parking areas will be at or below grade, with separate residential and commercial entrances. General commercial access to the South Block garage will be from

Boylston Street, while access for residents, hotel guests, and health and sports club members will be from Avery Street. Public commercial parking for up to 563 vehicles will be provided in up to 8 levels below grade. In addition, up to 850 private parking spaces will be provided. A second underground parking garage may be located under the North Block to accommodate some of the parking spaces. The Project may also include a pedestrian and/or vehicular passageway beneath Avery Street connecting the North Block and South Block parking areas if the requisite permits, easements and approvals are obtained.

Location and Appearance of Structures: The location and appearance of the buildings to be constructed will generally conform with the drawings listed in Exhibit D attached hereto, as they are further refined, reviewed and approved by the Authority on January 8, 1998 (the "Schematic Plans"). The Schematic Plans are incorporated herein by reference.

Both the South Tower and the North Tower will be masonry and glass with metal detailing.

Legal Information: There are no legal judgments or actions pending which impede development of the Project. There are no tax arrearages on any property in the City of Boston owned by the Developer.

The entire Site is owned by the Developer. The Former Authority Parcel was purchased from the Authority by the Developer's predecessor-in-interest.

Building Dimensions and Uses: The dimensions of the buildings to be constructed will generally conform with the drawings listed in Exhibit D to this PDA Plan, as they are further refined to meet market conditions, with the final dimensions and distribution of uses within the Project subject to review and approval by the Authority pursuant to the Development Review

Procedures described below. The height of the South Tower will not exceed 400 feet and the height of the North Tower will not exceed 375 feet.² Certain of the proposed Project dimensions, uses, and features require adjustment of underlying zoning as specified in Exhibit E in order to establish a more appropriate relationship of the proposed structures and uses to their urban context and to better fulfill the purposes, objectives, and goals of the Midtown Cultural District Plan. In no event shall the setbacks for the Project be less than as specified in Exhibit E. In no event shall the Floor Area Ratio of the Project (excluding the Paramount Theater floor area and lot area) exceed 10.5. The setbacks and floor area ratios are calculated based on the existing property line of the Site, and do not account for the possible widening of Avery Street in connection with the Project.

Proposed Traffic Circulation: Traffic circulation in the area of the Site is provided by Tremont Street (one-way southbound), Boylston Street (one-way eastbound), Washington Street (one-way northbound), Avery Street (two-way from Tremont Street beyond Mason Street, but one-way westbound at its connection to Washington Street) and Mason Street (one-way northbound from Avery Street). Passenger car access and egress for the South Block garage will be located on Boylston Street between Tremont and Washington Streets; an additional passenger car entrance serving the residents, the hotel guests, and health and sports club members will be located on Avery Street. The primary pedestrian access to the hotel, residential, and health and sports club uses in the South Tower will be from Avery Street. Access to the cinema and entertainment complex located in the South Tower will be from

² For purposes of this PDA Plan, the term "Height of building" shall have the meaning set forth in Section 2-1(23) of the Zoning Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

Tremont Street, with entrances to retail shops located directly on the street level on Avery, Boylston, and Washington Streets. Primary access to the North Tower will be from Avery Street and Avery Place, with entrances to the retail stores located directly on the street level on Avery and Washington Streets. The South Tower will be designed to accommodate the MBTA Orange Line headhouse located at the southwest corner of Washington and Boylston Streets. If an underground parking garage is constructed on the North Block, the Project may include a pedestrian and/or vehicular passageway beneath Avery Street connecting the North Block and South Block parking areas, provided that the requisite permits, easements, and approvals are obtained.

Parking and Loading Facilities: The Site will contain up to 563 public commercial off-street parking spaces in up to eight levels below grade on the South Block. Pedestrian access to this garage will be through elevators and stairways located in the street floor lobby of the South Tower. There will be up to 850 private parking spaces provided under the South Block in up to eight levels below grade. Some portion of the parking spaces may be located below grade on the North Block as well. Pedestrian access to the North Block garage would be through elevators and stairways located in the lobby of the North Tower. The number of public commercial parking spaces or private parking spaces may be reduced, provided that the minimum number of off-street parking spaces required for the complete Project shall not be less than 800. In addition, in order to promote more efficient use of the off-street parking facilities, all or any portion of the parking facilities may be operated as valet or attendant parking with tandem parking spaces.

Up to five loading bays will be provided on the South Block on the first level below-grade or at-grade, with access and egress in the same location on Boylston Street as that provided for passenger cars. Two loading bays are planned for the North Block, with access and egress on Mason Street. The parking and loading facilities will be in general conformity with the facilities shown on drawings A-101 through A-106 listed on Exhibit D to this PDA Plan.

Projected Number of Employees: It is anticipated that the Project will generate approximately 2,000 construction-related jobs over the approximately four-year construction period (with up to 500 jobs at peak construction employment) and approximately 750 permanent jobs, principally in connection with the hotel, theater, restaurant and retail uses.

Access to Public Transportation: The Site is very well served by public transportation. The Project is across the street from the MBTA inbound Green Line Boylston Station (near the corner of Boylston and Tremont Streets). The retail entrance to the South Tower at Boylston and Washington Streets will be designed to accommodate the existing headhouse at the outbound Orange Line Chinatown Station. The other two MBTA subway lines are within walking distance of the Site: the Park Street station of the Red Line and the Green Line is about 1500 feet to the north, while the State Street Station of the Blue Line is about 3000 feet to the northeast.

In addition, the Site is well-located for bus service. The terminus of the MBTA's express bus service to the western suburbs is located only four blocks east of the Site, the MBTA's express bus service to the northern suburbs is provided at the Haymarket Station,

which is a 10-minute walk from the Site or can be reached via the Orange Line, and private commuter bus service is provided at South Station.

Substantial improvements are planned or have recently been completed for the subway and commuter rail lines serving the downtown area. These improvements, which include track and signal system upgrading, station modernization, platform lengthening, and new rolling stock, will insure that adequate system capacity exists to accommodate expected new demand from increased development and changes in commuting patterns.

In addition, the MBTA plans to introduce surface transit replacement service -- the Silver Line -- for the Washington Street corridor, which as currently envisioned will include a dedicated bus lane on Washington Street in the vicinity of the Project. This new bus service will provide ready access to the Project from neighborhoods served by the new line.

The MBTA is also planning for construction of the new South Boston Piers Transit Way, which will involve an underground transit connection from the South Boston waterfront to the Green Line's Boylston Street Station. Phase II of the Transit Way construction will extend this service from South Station to the Green Line Station at Boylston Street. As currently designed, the Transit Way may run underneath Avery Street, and include a station at Washington Street and Hayward Place, across the street from the Project. The MBTA may also construct an underground connection along Washington Street between the Orange Line Downtown Crossing Station and the new Hayward Place Station.

The Developer is working with the MBTA to design its foundation work and coordinate its construction scheduling in order to accommodate these transit improvements, which will greatly enhance the accessibility of the Project by public transportation.

Open Space and Landscaping: The sidewalk areas surrounding the Project will be paved with suitable materials including stone or brick acceptable to the Authority and compatible with the design of existing and proposed buildings. The landscaping planned for the Project will consist of trees, and street lighting located on sidewalks, generally in accordance with the Schematic Plans. In addition, the Developer will establish or contribute to a fund for improvements to and the provision of maintenance and security for the Boston Common, as described below.

Development Review Procedures: In addition to the requirements of Article 80 of the Zoning Code (described below), the design review process to be observed by the Developer and the Authority shall be as set forth in the Authority's "Development Review Procedures" dated 1985, revised 1986, namely, review of items which affect exterior site improvements, exterior facades, and the roofscape ("Development Review Procedures"). The Project has also been subject to design review by the Boston Civic Design Commission ("BCDC") under Articles 28 and 80 of the Zoning Code. The BCDC approved the Project design on January 6, 1998.

Permits: Article 80 of the Zoning Code - Pursuant to Article 31 of the Zoning Code, which has since been superseded by Article 80 of the Zoning Code, the Authority required the preparation of a Project Impact Report ("PIR") for the Project as originally conceived, which was coordinated with the preparation of an Environmental Impact Report ("EIR") under the requirements of the Massachusetts Environmental Policy Act ("MEPA") in a combined report ("PIR/EIR"). By letter dated June 1, 1988, the Authority notified the original developers that the scope of the PIR had to include the following components: a Transportation Component, an

Environmental Protection Component, an Urban Design Component, a Historic Resources Component, and an Infrastructure Systems Component. The combined Draft PIR/EIR was submitted to the Authority on May 16, 1989. A final PIR/EIR was submitted to the Authority in January, 1990, and the Authority issued an Adequacy Determination on June 29, 1989. The Authority subsequently issued both a First Revised Adequacy Determination and a Second Revised Adequacy Determination on July 19, 1991. Due to changes in the Project since 1991, and pursuant to the provisions of Article 80 of the Zoning Code, the Developer submitted a Project Notification Form to the Authority on September 11, 1997. The Article 80 Notice of Project Change and Large Project Review process for Millennium Place is underway; on October 28, 1997 the Authority acknowledged the Developer's intention to submit additional information about the Project, with the Authority anticipating the grant of a Scoping Determination Waiving Further Review pursuant to Section 80B-5(3)(d) of the Zoning Code.

MEPA: An Environmental Notification Form for the Project under MEPA was submitted to the Secretary of the Executive Office of Environmental Affairs ("EOEA") in 1988. The Secretary of the EOEA issued the scope of the EIR on June 13, 1988, requiring that an EIR be prepared, and also adopting the Authority scoping determination dated June 1, 1988 for purposes of MEPA.

The combined Draft PIR/EIR was filed with the Secretary of the EOEA on May 30, 1989 and notice thereof was published in the Environmental Monitor on June 8, 1989. A Final EIR was filed with the Secretary of the EOEA in January 1990, and notice thereof was published in the Environmental Monitor on January 26, 1990. On March 5, 1990, the Secretary of the EOEA determined that a Supplemental Final EIR was necessary to further

examine traffic impacts and groundwater dewatering issues. A Supplemental Final EIR was filed with the Secretary of the EOEA on May 3, 1990, and notice thereof was published in the Environmental Monitor on May 9, 1990. On June 15, 1990, the Secretary of EOEA determined that the Supplemental Final EIR adequately and properly complied with MEPA.

Three Notices of Project Change have been filed for the Project. Notice of Project Change I was filed with the Secretary of EOEA on December 27, 1990, for approval of an interim use of the Project site as an at-grade parking facility. On January 9, 1991, the Secretary of EOEA determined that the change in the Project would cause no significant change in environmental impacts and, therefore, no further review was necessary at that time. Notice of Project Change II was filed with the Secretary of EOEA on September 25, 1991, for approval of the relocation of 250 parking spaces from the proposed parking garage beneath the South Block to a proposed parking garage beneath the North Block, and the separation of the Paramount Theater's renovation from the Project. On November 7, 1991, the Secretary of EOEA determined that the change in the Project would cause no significant change in environmental impacts and, therefore, no further review was necessary at that time.

Notice of Project Change III was filed with the Secretary of EOEA on July 31, 1997, and supplemental data was filed on September 2, 1997. On October 16, 1997 the Secretary of EOEA determined that the change in the Project would cause no significant change in environmental impacts and, therefore, no further review is required at this time.

Sewer Connection Permit: In order to connect sewer lines to the Site, a sewer connection and extension permit will be required from the Massachusetts DEP Division of

Water Pollution Control, and a sewer use discharge permit required from the Boston Water and Sewer Commission.

Parking : The construction of the proposed parking facilities at the Project requires several permits and approvals. The Boston Air Pollution Control Commission (“**BAPCC**”) will be requested to (i) confirm an exemption for up to 850 private parking spaces, and (ii) permit use of up to 563 parking spaces within the Project as commercial public parking spaces pursuant to the BAPCC Procedures and Criteria for the Issuance of Parking Freeze Permits. The Committee on Licenses of the City’s Public Safety Commission must authorize the construction and maintenance of the enclosed garage facilities as well as the storage of flammable materials in parked cars within garages. An approval for curb cuts providing access to garages will be required from the City’s Department of Public Works.

Additional Permits and Requirements: Pursuant to Chapter 254 of the Acts of 1988, the Developer must eliminate, minimize or mitigate any adverse effects on historic structures. The Developer is working with the Massachusetts Historical Commission (“**MHC**”) toward a Memorandum of Agreement that will address the concerns of MHC. Notification to the Federal Aviation Administration must be given in connection with the construction of high-rise buildings such as the proposed buildings, which might affect navigable air space. The Massachusetts Department of Environmental Protection must approve plans for furnaces, boilers or other fuel burning equipment on the Site that would exceed a specified generating capacity, if installed at the Project. If a pedestrian and/or vehicular passageway is built beneath Avery Street to connect the North Block and South Block parking areas, the City’s Public Improvements Commission will be requested to grant approvals for such construction,

and an easement from the City may be required. Awnings or projections above streets will also require approval from the Public Improvements Commission. The operation of valet parking will require a permit from the Boston Transportation Department.

A foundation and excavation permit will be required for initial work at the Site, and one or more building permits will have to be secured for the construction of the improvements to be located on the Site. Finally, certificates of occupancy, certifying the completion of the buildings, will be obtained before the buildings are placed in use.

Compliance with Approved Plans: The construction of the Project will proceed in general conformance with the plans listed in Exhibit D. As is the case with any project of this size and scope, and as a result of the various public agency reviews of the Project to be undertaken in connection with the securing of all permits and approvals therefor, changes to the Project may be made. Any such changes which affect site improvements, exterior facades, the roofscape or interior public spaces shall be subject to the approval of the Authority pursuant to the Development Review Procedures.

Zoning: The Site is located entirely within the Midtown Cultural District as established by Article 38 of the Zoning Code. Most of the Site lies within the area designated PDA-II in Section 38-10 of the Zoning Code, except for a small portion of the Site, which lies within 100 feet of the nearest street line of Tremont Street and therefore is within the Boston Common and Public Garden Protection Area established by Section 38-5 of the Zoning Code. That portion of the Project which falls within this Protection Area will be limited to a height of 155 feet and an as of right Floor Area Ratio of 10. Since the PDA Site was designated as Planned Development Area No. 33 by the Boston Zoning Commission on July 29, 1989 (effective

August 17, 1989), Section 38-11 of the Zoning Code provides for building heights within the PDA Site of up to 465 feet and an FAR of 14.

Although both buildings will be located within Planned Development Area No. 33 (except for a portion of the building on the South Block to be located in the Protection Area), either of the buildings on the two lots separated by Avery Street (i.e., the South Tower and the North Tower), and each of the various components thereof, may be constructed, financed, leased, and/or owned independently. Each such separate component of the Project, whether completed as an air rights or parcel development, shall be deemed to comply with the Zoning Code independently of any other component of the Project if the requirements of this PDA Plan which specifically relate to such separate component are satisfied. Without limiting the generality of the foregoing, the Paramount Theater parcel on the North Block may be renovated, financed, and/or owned independently of the Project as constructed on the North Block, and treated as a separate and distinct zoning lot at the option of the Developer.

Furthermore, development of the Proposed Project will be subject to control of the Authority under an Amended and Restated Land Disposition Agreement which governs not only the Former Authority Parcel but also the entire Site of the Proposed Project. Because this PDA Plan and the Amended and Restated Land Disposition Agreement establish extensive Authority control over and involvement with design of the Proposed Project, the Developer has requested that the Authority petition the Zoning Commission to adopt a zoning amendment which provides that conformance of the Proposed Project to the PDA Plan and the Amended and Restated Land Disposition Agreement shall constitute compliance with the Boston Zoning Code for those portions of the Proposed Project located on the PDA Site and within the Boston Common and

Public Garden Protection Area, notwithstanding the deviations from zoning requirements listed on Exhibit E.

Proposed Uses: The proposed uses of the Project will include residences, retail stores, restaurants, a hotel, a motion picture theater and entertainment complex, a health and sports club, and parking. The Project will contain about 1.335 million square feet and up to 1.41 million square feet of gross floor area, approximately 710,000 square feet of which will be devoted to residential use, approximately 180,000 square feet of which will be devoted to retail use, approximately 230,000 to 300,000 square feet of which will be devoted to hotel use, approximately 120,000 square feet of which will be devoted to the cinema and entertainment complex (including about 25,000 square feet of mezzanine projection room and lobby areas), and approximately 100,000 square feet of which will be devoted to a health and sports club. The theater and entertainment complex and retail components of the Project may contain entertainment uses, such as technology games and rides, performance venues, food service establishments, restaurants, and entertainment-related retail uses catering to mover-goers and Project patrons. The residential uses may include condominium units as well as rental units leased under long-term or short-term agreements. In each case, the residential uses may be accompanied by the complete range of residential services associated with a luxury living environment, including, without limitation, security, concierge, room service, and housekeeping services. Up to 12,000 square feet of day care uses may be located within the Project. Up to 3,000 square feet and 20 parking spaces within the Project may be devoted to not-for-profit uses. The hotel may contain restaurant and other uses accessory to a hotel use. In addition, parking for at least 800 and up to 1,413 cars will be provided below grade on the

South Block and the North Block, all or any portion of which may be operated as valet or attendant parking with tandem spaces to promote more efficient use of the off-street parking facilities. The building program for the Project, and its distribution of proposed uses, will be adjusted in the future within the constraints of this PDA Plan to accommodate changed market conditions. Rooftop uses associated with the hotel portion of the Project are planned both within and outside the Protection Area, subject to review and approval by the Authority pursuant to its Development Review Procedures. While use of the Paramount Theater is not part of the Project, the PDA Plan authorizes its use or reuse for the purposes allowed by right, or with a conditional use permit, under Article 38 of the Zoning Code, subject to review and approval by the Authority pursuant to its Development Review Procedures.

Densities: The underlying zoning in the Midtown Cultural District permits a maximum floor area ratio³ (“FAR”) of 8.0, which can be increased to 10.0 if a project is subject to Large Project Review under Article 80 of the Code. The maximum permissible FAR may be further increased up to 14.0 within the area designated as PDA-II. This PDA Plan calls for a composite FAR not to exceed 10.5 (excluding the 10,670 square foot area of the Paramount Theater lot as well as the floor area of the Paramount Theater), and an FAR in the Protection Area not to exceed 10.0.

Signs: Large illuminated signs and marquees are planned along the Washington Street and Tremont Street frontages of the Project to reflect the rebirth of the Site as an entertainment

³ For purposes of this PDA Plan, the term “gross floor area” shall have the meaning given to it in Section 2-1(21) of the Zoning Code, amended as of the effective date hereof and not as the same may be amended thereafter, as affected by Section 38-8 concerning exclusions for “Ground Floor Uses,” and excluding mechanical shafts (such as smoke exhaust shafts, toilet pipe shafts, stair pressurization shafts, rain leader shafts, electrical risers and elevator shafts and overrides), electrical rooms, floor main mechanical rooms, storage areas, and structured parking.

center. Signs within the Project shall include: (a) those permitted by Article 11 of the Zoning Code; and (b) any additional signs as may be approved by the Authority under its Development Review Procedures.

Wireless Communications Equipment: Wireless communications equipment may be located on the Project in accordance with Article 86 of the Zoning Code or as otherwise approved by the Authority under its Development Review Procedures.

Development Impact Project Contribution: As required under Section 80B-7, the Developer will enter into a Development Impact Project Agreement with the Authority (the "DIP Agreement") and will be responsible for making a Development Impact Project Contribution (the "DIP Contribution") with regard to the Project. The DIP Contribution shall be made by a grant and payment by the Developer of approximately \$2,650,000, payable in installments at the times and in the manner and under the conditions specified in the DIP Agreement (referred to in said Section 80B-7(4) as the "Housing Contribution Grant"). The Housing Contribution Grant has been calculated as follows, subject to adjustment as necessary to reflect the final building plans and uses:

Total Gross Square Footage of Development Impact Uses, as defined in Section 80B-7(2) of the Zoning Code	630,000 ⁴	gsf
Less Exemption	100,000	gsf

⁴ Of the 1,335,000 to 1,410,000 estimated total gross square feet of new building floor area in the proposed Project, Development Impact Uses are expected to occupy about 630,000 square feet. These are expected to be: retail - 180,000; hotel - 230,000 to 300,000; health and sports club - 100,000; and theater and entertainment complex - 120,000 (including about 25,000 square feet of mezzanine projection room and lobby areas). The remaining approximately 710,000 square feet will be used as residential space, which is not a Development Impact Use. As discussed herein, the building program of uses within the Project is subject to change based upon market conditions.

Net Gross Square Footage for Purposes of Payment	530,000	gsf
	<u> </u>	x \$5
Total Housing Contribution Grant:	<u>\$ 2,650,000</u>	

Jobs Contribution Grant: As required under Section 80B-7(5) of the Zoning Code, the Developer will also be responsible for making a Jobs Contribution Grant with regard to the Project. The Jobs Contribution Grant shall be payable in installments at the times, in the manner and under the conditions specified in the DIP Agreement. It is anticipated that the total Jobs Contribution Grant for the Project will equal approximately \$530,000, calculated as follows, subject to adjustment as necessary to reflect the final building plans and uses:

Total Gross Square Footage of of Development Impact Uses, as defined in Section 80B-7(2) of the Code	630,000	gsf
Less Exemption	100,000	gsf
Net Gross Square Footage for Purposes of Payment	530,000	gsf
	<u> </u>	x \$1
Total Jobs Contribution Grant:	\$ 530,000	

Public Benefits:

A. **AFFORDABLE HOUSING**

Approximately \$2,650,000, adjusted as necessary to reflect the final building plans and uses, will be paid by the Developer in the form of linkage payments for the creation or support of affordable housing.

B. JOB TRAINING

Approximately \$530,000, adjusted as necessary to reflect the final building plans and uses, will be paid by the Developer in the form of linkage payments for job training and other human service initiatives.

C. TRAFFIC AND TRANSPORTATION

The Project will include at least 800 and up to 1,413 vehicle spaces for the completed Project, located within one or two underground parking garages. The garage under the South Block will have its main entrance and exit on Boylston Street, and will contain up to 563 public commercial parking spaces having hourly rates that will encourage short-term use. Another entrance to the garage under the South Block will be provided from Avery Street. If a second underground parking garage is provided on the North Block, an entrance will be provided from Avery Street.

The Developer will provide \$260,096 for off-site traffic improvements to be identified in an agreement with the Boston Transportation Department, which funds will be applied to improvement of the two Avery Street intersections adjacent to the Project Site, and two intersections or other transportation improvements within Chinatown. In addition, the Developer has committed to contributing \$50,000 toward the cost of a comprehensive traffic and transportation study of the Chinatown neighborhood to be undertaken by the City, and to working cooperatively with City agencies on a Transportation Access Plan for the Project.

Millennium Place has been designed to accommodate the Chinatown/Essex Street Orange Line headhouse at Washington and Boylston Streets, as well as improvements thereto, including installation of an elevator for handicapped access.

D. CULTURAL FACILITIES

The Project Cultural Facilities Agreement with the Authority dated May 5, 1992 sets forth the cultural facilities contribution of the Project and is incorporated herein by reference. The Cultural Facilities Agreement provided for a payment of \$200,000 on behalf of the Project to the Office of Arts and Humanities, which payment has already been made. The Project as designed will abut but not overhang the theater, as was the case with the Project as originally conceived. The Project will allow for access to and loading for the Paramount Theater to facilitate its future restoration and reuse.

Although restoration of the Paramount Theater is not part of the Project, the Developer has agreed to undertake certain improvements to the structure to stabilize and preserve it. In addition, the theater's historic facade will be restored and relit, subject to design review by the appropriate public agencies, including the Boston Landmarks Commission.

E. NEIGHBORHOOD BUSINESS OPPORTUNITIES

The Developer has submitted a Neighborhood Business Opportunity Plan in accordance with the requirements of Section 38-18(3) of the Zoning Code.

F. CHILD CARE

The Developer will: (a) establish up to 12,000 square feet of day care use at the Project in accordance with Section 38-18(4) of the Zoning Code; (b) make a contribution to a Boston-based foundation designated by the Authority and the Developer, which contribution will be used for the provision of quality child care in the Chinatown neighborhood; or (c) provide a combination of (a) and (b) above as approved by the Authority.

G. STREETSCAPE AND OPEN SPACE

The Project buildings facing the Boston Common will have lower heights to provide a visual step down to the Boston Common. The Developer will pave the sidewalks surrounding the Project with suitable materials and will install attractive and appropriate landscaping on or immediately adjacent to the Project. The Developer will contribute to a fund for improvements to and the provision of maintenance and security services for the Boston Common, providing for a contribution of up to \$50,000 for fifteen years to be derived from positive cash flow generated by the hotel use at the Project.

H. HISTORIC PRESERVATION

The Project as designed will abut but not overhang the theater, as was the case with the Project as originally conceived. The Project will allow for access to and loading for the Paramount Theater to facilitate its future restoration and reuse. Similar provisions for loading access to the Opera House will be made, to support the future restoration and reuse of that historic structure for cultural purposes. As discussed above, while the Project does not include the restoration of the Paramount Theater, certain stabilization improvements to that structure will be undertaken by the Developer, and the theater's facade will be restored and re-lit, subject to design review by the appropriate public agencies.

I. BUSINESS IMPROVEMENT DISTRICT

The Developer has contributed \$15,000 as a charter member to assist with the formation and organization of a Business Improvement District for the Downtown Crossing commercial area, and will contribute up to \$112,000 annually during the life of the Business Improvement District.

J. MIDTOWN ECONOMY/FISCAL BENEFITS

The development of Millennium Place will involve the investment of approximately \$400 million in the Midtown Cultural District, serving as an important catalyst for the area's revitalization. The Project is expected to create up to 750 new permanent jobs, chiefly in its hotel, restaurant, entertainment and retail components, and up to 2,000 construction jobs over the course of the anticipated four-year construction schedule (including about 500 jobs during the peak construction period). The Developer will enter into appropriate agreements with City agencies detailing compliance with the Boston Residents Jobs Policy with respect to both construction and entry-level permanent jobs.

Millennium Place will provide approximately 400,000 square feet of new retail, health and sports club, restaurant and entertainment space in the Midtown Cultural District, thereby extending the commercial and retail area of Downtown Crossing to the lower Washington Street area. The foregoing uses, combined with the residential and hotel uses at Millennium Place, will provide a wide variety of activities to attract residents and visitors to the Midtown Cultural District, furthering the objectives of the Midtown Cultural District Plan.

LIST OF EXHIBITS

- Exhibit A: Legal Description of the South Block and the North Block
Exhibit B: Site Plan
Exhibit C: Legal Description of Former Authority Parcel
Exhibit D: List of Drawings/Schematic Plans
Exhibit E: Zoning Calculations

EXHIBIT A

LEGAL DESCRIPTION FOR MILLENNIUM PLACE

Two certain parcels of land, with the buildings thereon, in Boston, Suffolk County, Massachusetts, comprising various parcels located on Boylston Street, Tremont Street, Mason Street, Mason St. Place, Washington Street, Avery Street, Haymarket Place, Bumstead Court and Head Place, shown on a plan in two sheets entitled "ALTA/ACSM Land Title Survey in Boston, Massachusetts, Central District, Suffolk County, dated 19 September 1997, prepared by Gunther Engineering, Inc. (together, the "Plan").

SOUTH PARCEL

A certain parcel of land in the City of Boston, Central District, Suffolk County and Commonwealth of Massachusetts. The parcel is shown on a plan entitled "PDA Plan of land in Boston, Massachusetts, Central District, Suffolk County," dated 31 October 1997, prepared by Gunther Engineering, Inc., Drawing No. 73.51M. The parcel is known as "THE SOUTH PARCEL" and is located south of Avery Street, west of Washington Street, north of Boylston Street and east of Head Place and Tremont Street. The parcel is more particularly bounded and described as follows:

Easterly	173.23 feet	by Washington Street;
Easterly	89.08 feet	by Washington Street;
Southeasterly	18.05 feet	by Washington Street and Boylston Street;
Southerly	121.24 feet	by Boylston Street;
Southerly	54.99 feet	by Boylston Street;
Westerly	21.73 feet	by land now or formerly of Boylston Center, Inc.;
Westerly	43.64 feet	by land now or formerly of Boylston Center, Inc.;
Southwesterly	9.23 feet	by land now or formerly of Boylston Center;
Southwesterly	42.31 feet	by land now or formerly of Boylston Center, Inc.;
Southerly	4.82 feet	by land now or formerly of Boylston Center, Inc.;
Westerly	0.54 feet	by land now or formerly of Boylston Center, Inc.;

Southerly	1.96 feet	by land now or formerly of Boylston Center, Inc.;
Easterly	0.90 feet	by land now or formerly of Boylston Center, Inc.;
Southerly	40.23 feet	by land now or formerly of St. Francis House, Inc.;
Easterly	100.40 feet	by lands now or formerly of St. Francis House, Inc. and now or formerly of Boylston Center, Inc.;
Southerly	44.75 feet	by Boylston Street;
Westerly	101.13 feet	by Head Place;
Southerly	9.40 feet	by a line in Head Place;
Westerly	41.50 feet	by the middle line of Head Place on lands now or formerly of the City of Boston and of Charles H. Pearson;
Northerly	9.40 feet	by land now or formerly of Charles H. Pearson;
Westerly	1.00 feet	by land now or formerly of Charles H. Pearson;
Southerly	4.90 feet	by land now or formerly of Charles H. Pearson;
Westerly	36.04 feet	by the middle of a way on land now or formerly of Albert J. Lovett, Trustee;
Northerly	4.90 feet	by a line in said way and by land now or formerly of Henry C. Brookings;
Westerly	26.16 feet	by said way;
Westerly	23.82 feet	by said way;
Southerly	10.00 feet	by said way;
Westerly	0.67 feet	by land now or formerly of Frederick Kimberk, Tr.;
Southerly	50.52 feet	by land now or formerly of Frederick Kimberk, Tr.;
Easterly	0.34 feet	by land now or formerly of Frederick Kimberk, Tr.;
Southerly	53.78 feet	by land now or formerly of Frederick Kimberk, Tr.;

Westerly 26.91 feet by Tremont Street;
Westerly 74.27 feet by Tremont Street;
Northerly 55.78 feet by Avery Street;
Northerly 32.00 feet by Avery Street;
Northerly 15.31 feet by Avery Street;
Northerly 306.23 feet by Avery Street;

Containing 97,916 square feet, or 9,097 square meters, or 2.248 acres, more or less.

NORTH PARCEL

A certain parcel of land in the City of Boston, Central District, Suffolk County, Commonwealth of Massachusetts. The parcel is shown on a plan entitled "Map of the City of Boston, Massachusetts, Central District, Suffolk County," dated 31 October 1973, by Gunther Engineering, Inc., Drawing No. 73.52M. The parcel is known as "NORTH PARCEL" and is located north of Avery Street, west of Washington Street, and east of Tremont Street. The parcel is more particularly bounded and described as follows:

Southerly 115.78 feet by Avery Street;
Southerly 29.04 feet by Avery Street;
Westerly 62.50 feet by the centerline of Avery Place;
Southerly 40.79 feet by the centerline of Avery Place;
Westerly 56.48 feet by land now or formerly of Mason Place Corporation;
Northerly 30.40 feet by land now or formerly of Mason Place Corporation;
Westerly 37.57 feet by land now or formerly of Mason Place Corporation;
Southerly 91.26 feet by land now or formerly of Mason Place Corporation;
Westerly 12.99 feet by Mason Street;
Westerly 92.03 feet by Mason Street;
Northerly 129.50 feet by land now or formerly of the Opera House, more or less.

Westerly 26.91 feet by Tremont Street;
Westerly 74.27 feet by Tremont Street;
Northerly 55.78 feet by Avery Street;
Northerly 32.00 feet by Avery Street;
Northerly 15.31 feet by Avery Street;
Northerly 306.23 feet by Avery Street;

Containing 97,916 square feet, or 9,097 square meters, or 2.248 acres, more or less.

NORTH PARCEL

A certain parcel of land in the City of Boston, Central District, Suffolk County and Commonwealth of Massachusetts. The parcel is shown on a plan entitled "PDA Plan of Land in Boston, Massachusetts, Central District, Suffolk County," dated 31 October 1997, prepared by Gunther Engineering, Inc., Drawing No. 73.52M. The parcel is known as "THE NORTH PARCEL" and is located north of Avery Street, west of Washington Street, and east of Mason Street. The parcel is more particularly bounded and described as follows:

Southerly 115.78 feet by Avery Street;
Southerly 29.04 feet by Avery Street;
Westerly 62.50 feet by the centerline of Avery Place;
Southerly 40.79 feet by the centerline of Avery Place;
Westerly 56.48 feet by land now or formerly of Mason Place Company, LPS;
Northerly 30.40 feet by land now or formerly of Mason Place Company, LPS;
Westerly 37.57 feet by land now or formerly of Mason Place Company, LPS;
Southerly 91.26 feet by land now or formerly of Mason Place Company, LPS;
Westerly 12.99 feet by Mason Street;
Westerly 92.03 feet by Mason Street;
Northerly 129.50 feet by land now or formerly of the Opera House, Inc.;

Easterly	9.14 feet	by land now or formerly of Henry H. Levin, Trustee;
Southerly	1.46 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Easterly	19.08 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Southerly	0.40 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Easterly	23.04 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Southerly	2.78 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Easterly	9.80 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Northerly	117.22 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Westerly	1.17 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Northerly	32.50 feet	by land now or formerly of Henry H. Levin, et al Trustee;
Easterly	80.36 feet	by Washington Street;
Easterly	35.07 feet	by Washington Street;
Easterly	29.37 feet	by Washington Street;
Easterly	54.34 feet	by Washington Street.

Containing 47,644 square feet, or 4,426 square meters, or 1.094 acres, more or less.

EXHIBIT B

SITE PLAN (NOT TO SCALE)

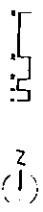
[See attached]



MILLENNIUM PLACE

SITE PLAN

DATE: DECEMBER 30, 1997



ARCHITECT:
 GARY EDWARD HANDEL & ASSOCIATE
 1995 BRADDOCK ST.
 NEW YORK, NY 10019

CLIENT:
 CHASE NATIONAL TRUSTEES INC.
 200 DARTMOUTH STREET
 BOSTON, MA 02116

OWNER:
 MDA ASSOCIATES INC.
 75 BOSTON STREET
 BOSTON, MA 02116

DESIGNER:
 MILLIEN PARTNERS
 1995 BRADDOCK ST.
 NEW YORK, NY 10019

EXHIBIT C

FORMER AUTHORITY PARCEL

That certain parcel of land situated in Boston, Massachusetts, consisting of 6,814 square feet, more or less, and shown as "n/f Boston Redevelopment Authority" on a plan of land entitled "1 - 21 Boylston St.: Plan of Land in Boston, MA" dated February 23, 1989, revised 25 September 1989, prepared by William S. Crocker Co., Survey Engineers.

EXHIBIT D

**MILLENNIUM PLACE SCHEMATIC DESIGN DOCUMENTS
PREPARED BY GARY EDWARD HANDEL + ASSOCIATES**

(All Drawings dated January 7, 1998)

<u>DWG. NO.</u>	<u>DRAWING TITLE</u>	<u>SCALE</u>
G-001	GENERAL INFORMATION	NTS
G-002	CONTEXT PHOTOGRAPHS	NTS
G-003	PROJECT VIEWS	NTS
G-004	PROJECT VIEWS	NTS
G-005	ARCHITECTURAL SITE PLAN	1"=160'
G-006	SITE SECTIONS	1"=160'
A-101	B-5 LEVEL PARKING PLAN	1/32
A-102	B-4 LEVEL PARKING PLAN	1/32
A-103	B-3 LEVEL PARKING PLAN	1/32
A-104	B-2 LEVEL PARKING PLAN	1/32
A-105	B-1 LEVEL PARKING/SERVICE	1/32
A-106	FIRST FLOOR GROUND FLOOR PLAN	1/32
A-107	LEVEL 2 RETAIL FLOOR PLAN	1/32
A-108	LEVEL 3 THEATER FLOOR PLAN	1/32
A-109	LEVEL 4 SPORTS CLUB FLOOR PLAN	1/32
A-110	LEVEL 5 BALLROOM FLOOR PLAN	1/32
A-111	LEVEL 6 HOTEL AND BALLROOM PLAN	1/32
A-112	LEVEL 7-10 HOTEL FLOOR PLAN TYPICAL	1/32
A-113	LEVEL 11-12 RESIDENTIAL FLOOR PLAN AND HOTEL ROOF PLAN	1/32
A-114	LEVEL 13-31 TYPICAL RESIDENTIAL FLOOR PLAN	1/32
A-115	LEVEL 32 RESIDENTIAL FLOOR PLAN	1/32
A-116	LEVEL 33-35 RESIDENTIAL FLOOR PLAN	1/32
A-117	LEVEL 36 ROOF PLAN	1/32
A-118	COMPOSITE ROOF PLAN	1/32
A-201	LONGITUDINAL SECTION	1/32
A-202	LONGITUDINAL SECTION	1/32
A-203	TRANSVERSE SECTION	1/32
A-204	TRANSVERSE SECTION	1/32
A-205	LONGITUDINAL SECTION	1/32
A-206	WEST ELEVATION	1/32
A-207	NORTH ELEVATION @ PARCEL 30	1/32
A-208	EAST ELEVATION	1/32
A-209	SOUTH ELEVATION	1/32
A-210	NORTH ELEVATION @ KEITH BLOCK	1/32
A-211	SOUTH ELEVATION @ KEITH BLOCK	1/32
A-212	PODIUM WALL SECTIONS	1/16
A-213	PODIUM WALL SECTIONS	1/16

SITE SURVEY SHEET 1 (DATED 25 NOVEMBER 1997)
SITE SURVEY SHEET 2 (DATED 25 NOVEMBER 1997)

EXHIBIT E

ZONING CALCULATIONS

1. **Section 38-8: Floor Area Ratio**

- Permitted in PDA-II 14.0
- Permitted in Protection Area, with Large Project Review 10.0
- Proposed Project (excluding Paramount Theater floor area and lot area) up to 10.5
- Proposed Portion of Project in Protection Area not to exceed 10.0

2. Section 38-11: Maximum Height of 400 feet for South Tower and 375 feet for North Tower complies with the 465 foot height limit.

3. Section 38-5: Maximum height of 155 feet at Tremont Street complies with the 155 foot height limit within the Protection Area.

4. **Section 38-19: Specific Design Requirements:**

	<u>Required/ Permitted</u>	<u>Project Design</u>
(a) Street Wall Height:		
(i) South Tower		
Avery Street within Protection Area	90'	100'*
Avery Street	90'	95'*
Special feature at Avery/ Washington Street	90'	110'*
Washington Street	90'	100'*
Boylston Street	90'	100'*
Special feature at Washington/ Boylston Streets	90'	110'*
Tremont Street	90'	155'*

		<u>Required/ Permitted</u>	<u>Project Design</u>
(ii)	North Tower		
	- Washington Street	90'	100'*
	- Avery Street	90'	100'*

(b) Sky Plane Setbacks⁵:

(i)	South Tower		
	- Boylston St.	Above Street Wall	15'
		Above 155'	15'
		Above 235'	35'
	- Washington St.		
	(Hotel)		
		Above Street Wall	25'
		Above 155'	35'
	(Tower)		
		Above Street Wall	25'
		Above 155'	35'
		Above 235'	35'
	- Avery Street ⁶		
	(Outside Protection Area)		
		Above Street Wall	15'
		Above 155'	15'
		Above 235'	35'
	(Within Protection Area)		
		Above Street Wall	10'
		Above 155'	15'
	- Tremont Street		
	(Within Protection Area -- Hotel)		
		Above Street Wall	10'
		Above 155'	15'

⁵ Section 38-17.4(c) of the Zoning Code provides that a principal facade for a building may intrude into the setback area up to the 155' level, up to a maximum of 35' horizontal dimension or 30% of total horizontal length of the principal facade, whichever is greater.

⁶ The setbacks along Avery Street are measured from the property line of the Site, and do not account for the potential widening of Avery Street in connection with the Project.

		<u>Required/ Permitted</u>	<u>Project Design</u>	
(ii)	North Tower			
	- Washington St.	Above Street Wall	25'	10'*
		Above 155'	35'	10'*
		Above 235'	35'	10'*
	- Avery St.	Above Street Wall	15'	25'
		Above 155'	15'	25'
		Above 235'	35'	25'*

(c) Minimum Tower Distances: Distance between South Tower and North Tower will be greater than 125 feet (minimum required: 125 feet).

5. Sections 38-18.6 and 38-22: Off-Street Parking in a Restricted Parking District is allowed with a conditional use permit.*
6. Section 38-16.6: Technology games and rides and performance venues within the theater and entertainment complex and retail areas are considered a lawful accessory use. Fast food restaurant uses; rental car facility accessory to hotel; change in use of former Essex House residence and former State Street Theater once located on the Project Site, and the Paramount Theater, to different uses; transportation use for hotel-airport shuttle; transportation use for "T" station renovations; ancillary office and/or educational uses by non-profit entities; parking garage ancillary parking; off-lot ancillary uses; and parking accessory to entertainment, restaurant and retail uses, are allowed with a conditional use permit.*
7. Section 38-16A: Up to 12,000 square feet of day care use will be provided in the Project and/or a contribution will be made to a Boston-based foundation to be designated by the Authority and the Developer for the provision of quality child care in the Chinatown neighborhood. *
8. Section 38-6: Within the Protection Area, rooftop additions for human occupancy, access or storage above 65 feet from grade are conditional uses.*
9. Section 38-17: The Display Window Area must meet certain specific requirements:
 - (1) no single lobby area may occupy more than forty feet of street frontage;*
 - (2) Display Window Area Street Wall recesses are restricted, such that any recess in the Display Window Area Street Wall shall have a maximum depth of ten feet with a maximum aggregate surface area of thirty percent, or a maximum depth of two feet with a maximum aggregate surface area of fifty percent;*

- (3) any recess above the Display Window Area Street Wall must have a maximum depth of fifteen feet and a maximum aggregate surface area of twenty percent; recesses do not include windows, which must be indented;*
10. Section 38-19.4: Maximum floor plates for separate elements above the height of 125 feet must average 22,500 square feet or less, and no single floor shall exceed 25,000 square feet. Up to four floors on the South Block above 125 feet may have a floor plate as large as 40,000 square feet.*
 11. Article 11 -- Signs: Approval will be sought as part of the Authority's Urban Design review under the Development Review Procedures for appropriate signage to meet the needs of various uses within the Project.*
 12. Article 38 -- Wireless Communications Equipment: Approval will be sought as part of the Authority's Urban Design review under the Development Review Procedures for wireless communication equipment at the Project.*
 13. Adjustments of underlying zoning in connection with the items asterisked above will be sought in association with the approval process for this PDA Plan.

Note: The above calculations are based upon the preliminary designs listed in Exhibit D to this PDA Plan, and are subject to additions or modifications as the plans for the Project are more fully developed and the design review process continues.

DOCSB\520870.11

Amended and Restated Development Plan and
Development Impact Project Plan for Planned
Development Area No. 33, Millennium Place

Boston Redevelopment Authority on behalf of
New Commonwealth Center Limited
Partnership

*Effective:
Feb. 18, 1998

AMENDED AND RESTATED DEVELOPMENT PLAN

AND

DEVELOPMENT IMPACT PROJECT PLAN

FOR PLANNED DEVELOPMENT AREA NO. 33

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, and under Section 3-1A of the Boston Zoning Code, after due report, notice, and hearing and after due consideration of the findings adopted by the Boston Redevelopment Authority on January 8, 1998, does hereby approve the "Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 33, Millennium Place." Said Amended and Restated Development Plan amends the "Development Plan and Development Impact Project Plan for Planned Development Area No. 33, Commonwealth Center" dated August 17, 1989, approved by the Boston Redevelopment Authority on June 29, 1989, and approved by the Zoning Commission on July 27, 1989. Said Planned Development Area was designated on "Map 1A, Midtown Cultural District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 228 adopted by the Zoning Commission on July 27, 1989, effective August 17, 1989.

*Date of public notice: January 20, 1998 (see St. 1956, c. 665, s. 5)

Amended and Restated Development Plan and Development Impact Project Plan for
Planned Development Area No.33, Millennium Place

A. R. Mann

Chairman

Robert Jordan

Vice Chairman

James C. Clark

J. M. Seagle

Robert Cooper

John Bean

William Taylor

Jean M. McGrath

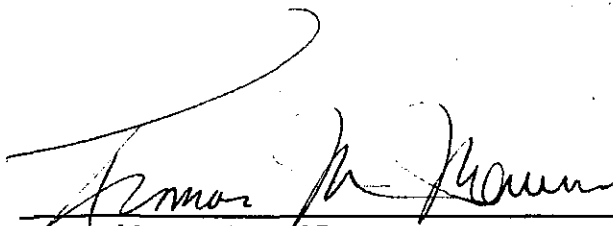
In Zoning Commission

Adopted February 12, 1998

Attest:

Jessie M. Hampton
Secretary

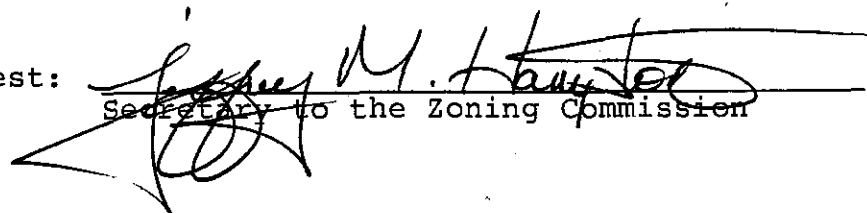
Amended and Restated Development Plan and Development Impact Project Plan for
Planned Development Area No. 33, Millennium Place



Mayor, City of Boston

Date: 2/18/98

The foregoing amendment was presented to the Mayor on February 17, 1998, and was signed by him on February 18, 1998, whereupon it became effective on February 18, 1998, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest: 

Secretary to the Zoning Commission

MEMORANDUM

JANUARY 8, 1998

TO: BOSTON REDEVELOPMENT AUTHORITY AND
THOMAS N. O'BRIEN, DIRECTOR

FROM: EDWARD C. O'DONNELL, DEPUTY DIRECTOR
FOR COMMERCIAL DEVELOPMENT
HOMER RUSSELL, DIRECTOR FOR URBAN DESIGN
ROBERT KROIN, CHIEF SENIOR ARCHITECT
DAVID CARLSON, SENIOR ARCHITECT
BIK FUNG NG, SENIOR PLANNER

SUBJECT: "MILLENNIUM PLACE",
PLANNED DEVELOPMENT AREA NO. 33
CENTRAL BUSINESS DISTRICT-BOYLSTON ESSEX
URBAN RENEWAL AREA

SUMMARY: This memorandum seeks approval of the "AMENDED AND RESTATED DEVELOPMENT PLAN AND DEVELOPMENT IMPACT PROJECT PLAN" filed by New Commonwealth Center Limited Partnership for Planned Development Area No. 33, located in the Midtown Cultural District, and in part within the Central Business District-Boylston Essex Urban Renewal Area. This memorandum further seeks authorization for the Director to execute an Amended and Restated Cooperation Agreement, an Amended and Restated Development Impact Project Agreement, an Amended and Restated Land Disposition Agreement, an Easement to the Massachusetts Bay Transportation Authority, a Boston Residents Construction Employment Plan, an Amendment to the Cultural Facilities Agreement, a Memorandum of Agreement with New Commonwealth Center Limited Partnership and the Massachusetts Historical Commission, a Community Outreach Program and other agreements which the Director, in his sole discretion, shall determine to be in the best interests of the Boston Redevelopment Authority. This memorandum further seeks authorization for the Director to enter into a Memorandum of Understanding with New Commonwealth Center Limited Partnership and Chinatown/South Cove Neighborhood Council for the purpose of formalizing the community benefits to arise from the Millennium Place project to assist the nearby Chinatown community. This memorandum further seeks authorization for the adoption of minor modifications to the Central Business District-Boylston Essex Urban Renewal Plan, approval of a petition to the Boston Zoning Commission for a map amendment, and approval of a petition to the Boston Zoning Commission to adopt an Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 33. This memorandum further seeks authorization for the Director to issue a Scoping Determination which waives further review of the Millennium

Place project, pursuant to Article 80B, Section 5.3(d) of the Boston Zoning Code, and in connection therewith, a Certification of Compliance and a Certification of Consistency.

INTRODUCTION

Planned Development Area ("PDA") No. 33 was created by action of the Boston Redevelopment Authority (the "BRA") on June 29, 1989 and by subsequent approval granted by the Boston Zoning Commission on July 27, 1989, and became effective on August 17, 1989. Commonwealth Center Limited Partnership ("CCLP"), the proponent of the original Commonwealth Center development plan, was comprised of F.D. Rich Company and a subsidiary of A.W. Perry, Inc., both of which were general partners. PDA No. 33 is divided into three parts, with a combined area of approximately 144,400 square feet. Parcel 30, the largest of the three parcels, lies mostly within PDA No. 33, but extends into the Boston Common and Public Garden Protection Area along Tremont Street. Parcel 30 is bounded by Tremont, Washington, Avery and Boylston Streets and composed of most of Parcel 30. A parcel owned by the BRA, consisting of approximately 6,814 square feet and located at the intersection of Boylston and Washington Streets, also located within PDA No. 33, was conveyed to CCLP in 1989. Finally, Parcel 27, also known as the "Keith Block", is located to the north of Parcel 30 and is bounded by Washington, Avery and Mason Streets.

The plan proposed by CCLP and approved for PDA No. 33 included a total development program of approximately 1.8 million square feet. This proposed development was comprised of two thirty-two story office buildings totaling approximately 1.3 million square feet, a thirteen story hotel and approximately 105,000 square feet of retail space. Supporting the CCLP proposal was a four-level, below grade parking facility containing approximately 1,000 commercial parking spaces.

THE PRIOR ENVIRONMENTAL REVIEW PROCESS

Review of the CCLP proposal by the BRA and by the Commonwealth of Massachusetts' (the "Commonwealth") Executive Office of Environmental Affairs/Massachusetts Environmental Policy Act ("MEPA") Unit began in May of 1988. The BRA began its review under Article 31 of the Boston Zoning Code (the "Code"), requiring the submission of a Project Impact Report ("PIR") while the MEPA Unit required the submission of an Environmental Impact Report ("EIR"). The combined EIR/PIR was submitted to both the BRA and the MEPA Unit in May, 1989. This combined report provided the BRA and the MEPA Unit with voluminous information and analysis in the areas of transportation, the environment, urban design, the infrastructure and historic resources. Based upon this information, the BRA issued an Adequacy Determination under Article 31 and approved the Development Plan and Development Impact Project Plan for Planned Development Area No. 33, as presented by CCLP, on June 29, 1989.

The MEPA Unit found the May, 1989 EIR to be adequate on July 17, 1989. The Commonwealth, however, requested further information in January of 1990, leading to the filing by CCLP in January of 1990 of a Final Environmental Impact Report ("FEIR"). The MEPA Unit found the FEIR to be adequate, issuing its approval on March 5, 1990. Finally, the Commonwealth also sought a

Supplemental Final Impact Report from CCLP, which it received in May, 1990 and approved the following month.

THE INTERIM PERIOD

As the environmental review process continued, however, the commercial real estate market in Boston was feeling the effects of the downturns which were affecting the national marketplace. In the period between 1990 and 1992, CCLP was able to take title to the property and began pre-construction activities. Existing tenancies were terminated and buildings within the project area were razed. While the site clearance effort dramatically presented the development potential of the site with its frontage on Boston Common and immediate access to Downtown Crossing, no major tenants sufficient to secure construction financing for the office component of the project could be secured. Despite the concerted efforts of CCLP and the BRA, Citicorp, as primary lender to CCLP, foreclosed on the Commonwealth Center site. By Foreclosure Deed dated October 15, 1991, title to the Commonwealth Center site was conveyed to New Commonwealth Center Limited Partnership, an affiliate of Citicorp Real Estate, Inc. On July 18, 1991, the BRA voted to amend the various documents in connection with the Commonwealth Center project to recognize the new owner and to allow the Commonwealth Center site to be used on an interim basis for surface parking. Amendments to the various documents were executed by New Commonwealth Center Limited Partnership and the BRA in 1992. Surface parking was established as an interim use until such time as the development market rebounded to a level sufficient to attract qualified and able users and tenants to the site.

Upon taking office in July of 1993, Mayor Thomas M. Menino quickly established the redevelopment of Lower Washington Street as one of his highest priorities. The BRA shared in the Mayor's intentions and established regular meetings with Citicorp in an effort to expedite the disposition and redevelopment of the Commonwealth Center site. Mayor Menino helped organize a well received "Theatre District Charette" to encourage creative thought towards the re-use of the historic theatres along Lower Washington Street. In August of 1996, the BRA published the Mayor's "Washington Street Public Realm" report, an effort by the BRA and other City departments to assemble a variety of initiatives to attract and retain investment in the immediate area. At approximately the same time, Citicorp retained the services of Spaulding & Slye in an effort to market the Commonwealth Center site to local and national developers. BRA staff met on a regular basis with representatives of Spaulding & Slye and potential developers in an effort to provide encouragement and assistance.

MILLENNIUM PARTNERS

In the Spring of 1997, representatives of Citicorp traveled to Boston to introduce the principals of Millennium Partners to the BRA. Millennium Partners, led by Mr. Christopher Jeffries, Mr. Phillip Lovett, and Mr. Phillip Aarons, is a New York based development company with a track record of successfully assembling relatively large tracts of downtrodden urban sites and transforming those sites into vibrant and exciting mixed-use developments. Millennium Partners' "Lincoln Square" project in New York City is generally credited with bringing new life to the Lincoln Center area of Manhattan. That highly successful project includes a large residential component, a unique Sony Theatres movie complex, a 140,000 square foot Reebok Sports and Health Club and high profile retail stores at the ground level.

After their success at Lincoln Square, Millennium Partners also initiated mixed use projects of similar size and nature in Washington, DC and San Francisco, both of which include a luxury hotel component.

At that initial meeting with the BRA, Millennium Partners expressed its preference for a Boston-based development partner with a proven record of being able to work successfully with the Authority and to be responsive to the legitimate concerns of community groups. The principals of Millennium Partners had a historic relationship with the principals of Macomber Development Associates ("MDA"). MDA is a well known Boston based development company with a number of successful projects in its portfolio. Those projects include the Four Seasons Hotel and Residences, the Harborside Hyatt Hotel at Logan Airport and, most recently, the proposed Park Hyatt Hotel and Residences in Park Plaza. The latter project was the subject of an extensive community-based review process, which resulted in its unanimous endorsement by the Park Plaza Civic Advisory Committee.

Millennium Partners has acquired the controlling interest in New Commonwealth Center Limited Partnership, and New Commonwealth Center Limited Partnership will be the owner/developer of the Millennium Place project. MDA, as the local development partner of New Commonwealth Center Limited Partnership, has a beneficial interest in the Millennium Place project.

"MILLENNIUM PLACE"

On July 31, 1997, Mayor Menino made a public announcement of Millennium Partners' plans for Millennium Place project. Before a gathering of Millennium Partners' principals, BRA officials, representatives of MDA and leaders from Boston's business community and the Chinatown neighborhood, plans were announced for a far smaller, less intrusive use for the project site than had been previously approved in 1989. While the original plan was dominated by two office towers with little thought or encouragement to the type of eighteen hours a day, seven days a week vitality that makes Boston so unique among American cities, the new "Millennium Place" proposal is dominated by the centerpiece of its development plan, residential units totaling up to 850 in number. In its design, Millennium Place consciously seeks to take great advantage of the adjacent Boston Common by establishing Avery Street as the residential "front door" of the development. Through landscaping and the consistent use of materials, Millennium Place will seek to evoke the look and feel of the Boston Common as one of Boston's most unique public spaces and as a premier residential address. Within the Midtown Cultural district, an area which had seen a significant loss in movie screens over the past generation, Millennium Place reintroduces that presence by means of a state of the art Sony Theatres complex with nearly 5,000 seats. A first class hotel of approximately 325 rooms, recognizing Boston's increasing importance as a tourism and convention destination, is also included. Consistent with its long history as New England's center for retail sales, approximately 180,000 square feet of new retail space will be introduced along Washington Street. A Reebok Sports and Health Club of approximately 100,000 square feet will also be a part of the varied development components of Millennium Place. The retail and theater components of Millennium Place may include entertainment-related and restaurant uses, and off-street parking will be provided in one or more underground garages containing not fewer than 800 nor more than 1,413 parking spaces (collectively, the foregoing comprises the "Proposed Project"). Not more than 563 of the parking spaces will be commercial spaces available to the public.

As set forth in the Amended and Restated Development Plan and Development Impact Plan (the "PDA/DIP Plan"), Millennium Place's total development will encompass up to 1.41 million square feet, a 22% reduction from the previously approved 1.8 million square foot Commonwealth Center proposal. Where the latter project included 1,000 commercial parking spaces, Millennium Place makes up to approximately 850 spaces available in connection with up to 850 residential units and limits the number of commercial spaces to 563. Where the Commonwealth Center proposal would, by its nature as a predominantly office complex, add to the traditional rush hour commuting traffic burden while generating precious little activity during nights and weekends, Millennium Place will create opportunities to emphasize pedestrian and public transportation commuting and create a substantial measure of activity during nights and weekends.

THE PUBLIC COMMENT AND REVIEW PROCESS

Following the July 31, 1997 announcement, the Millennium Partners/MDA team prepared a combined Notice of Project Change/ Project Notification Form ("NPC/PNF") to be submitted to the Commonwealth of Massachusetts MEPA Unit and to the BRA. That filing occurred with MEPA on September 2, 1997 and with the BRA on September 11, 1997. In its filing, Millennium Partners/MDA presented evidence that Millennium Place would have a reduced environmental impact than the previously approved Commonwealth Center project by virtue of (a) generating less traffic through a primarily residential, rather than an office use; (b) significantly reducing the overall buildout, thereby insuring no increases in wind, shadow and light; (c) eliminating the proposed cantilever construction over the Paramount Theatre; and (d) reducing by 44% the number of available commercial parking spaces from 1000 to 563.

Through consultation between the BRA and the MEPA Unit, it was decided that a joint scoping session would be held at Boston City Hall on September 24, 1997. At that time, various abutters, business concerns and neighborhood residents were invited to make their comments to BRA staff, representatives of City of Boston departments and a delegation from MEPA, headed by Mr. R.J. Lyman, Assistant Secretary of the Commonwealth's Executive Office of Environmental Affairs. After a MEPA public comment period which concluded on October 9, 1997, Secretary Trudy Coxe issued a decision on October 16, 1997, stating:

"Based on review of the NPC, including impacts of the development and proposed mitigation and consultation with the relevant agencies, I conclude that the potential impacts of this change do not warrant preparation of a Supplemental Environmental Impact Report...my decision not to require further review presumes that the proponent will take the following actions as it works with the City on project review and permitting:

- related to its Transportation Access Plan Agreement, the proponent will review its selection of analyzed intersections and the times of day for which it analyzed traffic conditions; collect and analyze accident data; commit to monitoring mode splits; and consider additional pedestrian and bicycle enhancements and traffic calming measures.

- The proponent will develop a Memorandum of Agreement with Massachusetts Historical Commission; consult with the Department of Environmental Protection regarding air quality analyses; and respond to comments on the NPC in the PIR.”

With those review conditions having been set by the Commonwealth, the BRA and the City of Boston (the “City”) set their own standards and requirements for additional information and analyses for the approval of the proposed Millennium Place project. On October 28, 1997, the BRA and the City’s Transportation Department (“BTD”), acting cooperatively with Millennium Partners/MDA, agreed upon standards for additional information and analysis to be compiled and submitted by Millennium Partners/MDA. As requested by the MEPA Unit, the information and analysis were designed to be responsive to both Secretary Coxe’s stipulations and to public comments received subsequent to the filing of the NPC/PNF.

Relative to questions of urban design, Millennium Partners/MDA commenced the review process with the BRA, with design representatives of the City’s Landmarks Commission and with the staff of the Boston Civic Design Commission (“BCDC”). Also participating in the urban design process were members of the planning staff of BTD who gave their input on issues of traffic flow likely to arise from the Proposed Project, particularly in regards to a redesigned and reconstructed Avery Street. BCDC began its review of the Proposed Project at its regularly scheduled meeting on November 3, 1997. Through a series of meetings with BCDC members, significant refinements and improvements were adopted to the Proposed Project. On December 11, 1997, the BCDC voted, “to express its support of the pre-schematic design concept for the Millennium Place Development...the Commission specifically endorses the contemporary quality of the design and the strength of this approach. The Commission believes that efforts to make the building more contextual through the use of imitative traditional building elements would negatively impact this strong design.” On January 6, 1997, BCDC met to complete its review of the Millennium Place Project and voted its final support.

During the MEPA/BRA public comment period, a large number of letters were received. Expressing their support for the Proposed Project during this period were the Chinatown/South Cove Neighborhood Council, the Conservation Law Foundation, Councilor Francis M. Roache, the Asian American Bank and Trust, Boston Asian Youth Essential Services, the Chinatown Business Association, the Chinatown Main Street Program, the Chinatown Safety Committee, the Chinese Cultural Institute, the Chinese Economic Development Council, the Cultural District Alliance, the Downtown Crossing Association, the Druker Company (a major property owner in the downtown area), Emerson College (an institution which has chosen to make a major investment in the immediate area), the Greater Boston Chinese Golden Age Center, Liberty Bank & Trust (a new tenant in the historic Hayden Building on Lower Washington Street), Liberty Tree Associates (owner of the historic Liberty Tree Building which is now being rehabilitated as the new home of the Registry of Motor Vehicles), Massachusetts Financial Services (one of the tenants in the new Lafayette Corporate Center), MassPike Towers (a major Chinatown residential complex), the National Association of Asian American Professionals, the National Trust for Historic Preservation, Patriot Games LLC (the owner of the new Lafayette Corporate Center), State Street Bank (a major tenant at the Lafayette Corporate Center), St. Francis House (a direct abutter to the Proposed Project), Suffolk University (an institution which has made significant investments in the area, including its new law school now under construction) and the Theater Management Group (developers of the nearby Opera House).

At the same time, there were those who expressed reservations about the Proposed Project, including Action for Boston Community Development ("ABCD"), the Chinatown Coalition, the Chinese Progressive Association/Workers Center and its counsel, Greater Boston Legal Services, the Coalition to Protect Chinatown, and Mason Place Associates. A common thread running through these letters to MEPA and the BRA were concerns surrounding transportation matters (particularly toward the position that both traffic flow improvements and traffic calming measures were required in response to a number of development proposals in and around the Chinatown community) and that area residents be afforded the opportunity to participate in a meaningful dialogue to help shape a community benefits package for the Chinatown community.

Beginning with the filing of the NPC/PNF on September 2, 1997, Millennium Partners/MDA, the BRA and various City departments commenced a comprehensive public meeting, discussion and negotiation process with the Chinatown community and offered affected interests. A partial listing of that public process includes the following:

- 08/1997 Millennium/MDA with Fred Kimbert, 177 Tremont
- 08/18/97 Chinatown/South Cove Neighborhood Council (with Director O'Brien)
- 08/26/97 Meeting with Chinatown representatives @ 75 Arlington Street
- 09/1997 Millennium/MDA with ABCD
- 09/1997 Millennium/MDA with Hammerstein Music Building
- 09/09/97 Millennium/MDA with Chinatown Progressives
- 09/10/97 Millennium/MDA with Chinatown Coalition Director
- 09/10/97 Millennium/MDA with the MBTA
- 09/11/97 Millennium/MDA with Tremont on the Common Trustees
- 09/15/97 Chinatown/South Cove Neighborhood Council (with Director O'Brien)
- 09/24/97 BRA/MEPA Scoping Session with abutters, community representatives, City public agencies
- 10/01/97 Millennium/MDA with Chinatown/South Cove Safety Committee Meeting
- 10/03/97 Meeting with Chinese Progressive Association/Coalition to Protect Chinatown @ BRA
- 10/07/97 Development Workshop with the Chinatown Coalition @ Quincy School (with Director O'Brien)
- 10/14/97 Meeting with Chinese Progressive Association/Coalition to Protect Chinatown (with Mayor Menino)
- 10/20/97 Chinatown/South Cove Neighborhood Council
- 10/23/97 Millennium/MDA with Parkside Condominium Trustees
- 10/29/97 Millennium/MDA with Ruth Moy/Golden Age Center
- 10/30/97 Millennium/MDA with Chinatown/BTD Traffic Meeting, Peach, Coalition to Protect Chinatown/ACDC and Others
- 11/1997 Millennium/MDA with Downtown Crossing Association
- 11/1997 Millennium/MDA with 600 Washington Street
- 11/03/97 BCDC
- 11/04/97 Millennium/MDA with Emerson College

- 11/04/97 Chinese Consolidated Benevolent Association
- 11/05/97 Millennium/MDA with Chinatown/South Cove Safety Meeting
- 11/10/97 Land Use Subcommittee, Chinatown/South Cove Neighborhood Council
- 11/11/97 BCDC (Design Committee)
- 11/13/97 Millennium/MDA with Walter Winchester, Mason Place
- 11/13/97 Millennium/MDA with St. Francis House
- 11/17/97 Chinatown/South Cove Neighborhood Council
- 11/19/97 Land Use Subcommittee, Chinatown/South Cove Neighborhood Council
- 11/20/97 Comprehensive Transportation Study Group
- 11/21/97 Meeting with Mason Place Associates @ BRA
- 11/24/97 Land Use Subcommittee, Chinatown/South Cove Neighborhood Council
- 12/1997 Millennium/MDA with Winchester and Mason Place
- 12/02/97 Meeting with Mason Place Associates @ Mason Place
- 12/02/97 BCDC
- 12/04/97 Land Use Subcommittee, Chinatown/South Cove Neighborhood Council
- 12/04/97 Comprehensive Transportation Study Group
- 12/11/97 Land Use Subcommittee, Chinatown/South Cove Neighborhood Council
- 12/11/97 Comprehensive Transportation Study Group
- 12/15/97 Chinatown/South Cove Neighborhood Council
- 12/22/97 Land Use Subcommittee, Chinatown /South Cove Neighborhood Council
- 12/23/97 Comprehensive Transportation Study Group
- 12/29/97 Boston Parks and Recreation Commission
- 12/30/97 Comprehensive Transportation Study Group
- 01/06/98 BCDC

In all of its discussions with the Chinatown community, the BRA and the City has utilized the Chinatown/South Cove Neighborhood Council (“the C/SCNC”), a body elected by popular vote within the community, as the primary contact point. Indeed, Article 80 of Code specifically refers to Neighborhood Councils as the body, “...that ordinarily reviews planning and development issues for the area...”. In no way, however, have the BRA and the City relied exclusively upon the C/SCNC as its sole forum for neighborhood discussion. The Mayor’s Office, the BRA and the City have all made a broad effort to reach out to and include often disparate elements from within the community. That outreach effort has included participating in a “neighborhood development workshop” at the Quincy School in the hope of addressing several planned or proposed projects with the potential to affect the Chinatown community. That workshop was sponsored by the Asian Community Development Corporation (“ACDC”), the Center for Community Economic Development (“CCED”), the Chinatown Coalition (“TCC”), the Chinatown Main Street program, the C/SCNC, and the Chinese Consolidated Benevolent Association (“CCBA”).

One of the first concerns expressed by the community was the aggregate effect that several planned projects and proposals might have upon Chinatown. Where one of Millennium Place’s great advantages is that the traffic patterns will differ greatly from the traditional weekday morning and evening commuting patterns, peak traffic periods in Chinatown often include periods such as Friday and Saturday evenings from 9:00PM to 12:00 AM, as well as Sunday mornings. Millennium Partners/MDA

provided technical analyses to address the impacts of the Millennium Place project on these issues. The Mayor's Office, the BRA, BTD and Millennium Partners/MDA all agreed with the Chinatown community that a comprehensive, pro-active approach should be taken on matters of traffic and transportation. As such, the BRA, the City of Boston and Millennium Partners/MDA are jointly funding a \$150,000 study to assess the potential impact of these several projects and proposals. Millennium Partners/MDA is participating in this planning effort. BTD and the BRA began meeting with concerned community representatives in early November to discuss the possible scope of a Request for Proposals ("RFP") for such a transportation study. A draft copy of an RFP was presented to the community for its comment, input and review on November 20, 1997. Public advertisement followed immediately thereafter and responses were received from Louis Berger & Associates, TAMS, and Rizzo Associates. BTD and the BRA met with the respondents and the community on December 30, 1997. On January 2, 1998, it was decided among BTD, the BRA and the Chinatown community that the proposal submitted by TAMS was most responsive to the aims contained in the scope of work. It is anticipated that TAMS will complete its work with the Chinatown community on or around June 1, 1998 and will propose a plan of action for both improvements in the flow of traffic and traffic calming measures. Millennium Partners/MDA has also committed of \$260,096 toward traffic improvements, a commitment inherited from the 1989 approvals granted to CCLP.

The second primary concern which surfaced among some elements of the community was the need for the broadest possible participation in shaping a community benefits package which truly met the needs of the Chinatown neighborhood. The C/SCNC, to its credit, recognized that need for a wide ranging approach and appointed a Land Use Subcommittee to the Council, providing that ad hoc group with the specific assignment of negotiating a community benefits package. The Land Use subcommittee, which met five times in a five week period from November 19, 1997 through December 22, 1997, was comprised of members of the C/SCNC, as well as representatives from CCBA, the Chinatown Coalition, the Coalition to Protect Chinatown, the CEDC and others. Each of the members of the Land Use Subcommittee was an active participant in the discussions, offering their thoughts and making a tremendous contribution on behalf of their community. While the specifics of the community benefit package arising from the Millennium Place project will be dealt with in greater length in subsequent sections of this memorandum, the process from which those benefits will arise can be characterized as open, fair and comprehensive.

COMMUNITY BENEFITS ARISING FROM MILLENNIUM PLACE

The proposed Millennium Place development will generate benefits in a variety of areas, including affordable housing, job training and employment opportunities, child care, construction and permanent employment for women, minorities and Boston residents. These benefits are in addition to the aforementioned contributions toward transportation improvements, the redesign and reconstruction of Avery Street, and the contribution toward the master planning study for construction related transportation impacts upon the Chinatown community. From the outset of the public review process for Millennium Place, there has been a conscious effort on the part of the BRA and the City to direct these community benefits specifically toward Chinatown. The highlights of these benefits include:

- **Housing Grant**

The Millennium Place project will generate approximately \$2,650,000 in housing linkage fees. By way of a pre-existing agreement by CCLP, the adjacent St. Francis House will be targeted for a \$100,000 grant, assuming the approval of the Neighborhood Housing Trust ("NHT"). The \$2.55 million balance in housing linkage funds will, again assuming the approval of the NHT and/or the BRA, be the subject of a Housing Payment Agreement and/or a Housing Creation Agreement which will specifically direct that the money be used to support a Chinatown affordable housing development. To that end, the BRA Board voted on December 4, 1997 to publicly advertise the availability of Parcel C in the South Cove Urban Renewal Area for re-use for housing and community benefits. The BRA has made a commitment to return to the C/SCNC on January 20, 1998 with the appropriate staff from the Department of Neighborhood Development to seek community input for re-use standards to be contained in the RFP for Parcel C. BRA staff anticipates appearing before the NHT on January 12, 1998 to formalize the process whereby housing funds generated by Millennium Place are earmarked for the benefit of the Chinatown community.

- **Job Training and Employment Opportunities**

ABCD, as a part of a 1993 settlement agreement for its litigation filed against CCLP, received various forms of consideration, including a commitment from the former developer to support ABCD's application to receive up to 57.5% of the available job training monies arising from the original Commonwealth Center project. Over the years, ABCD has contracted with the Asian American Civic Association ("ACA") to provide job training services within the Chinatown community. It is, therefore, the hope of the BRA and of Millennium Partners/MDA that as support is given to ABCD's efforts to obtain job training funds arising from the Proposed Project, that relationship will continue to accrue to the benefit of the Chinatown community.

It is anticipated that approximately \$530,000 in job linkage funds will be generated by the Millennium Place project. In meeting with the Land Use Subcommittee of C/SCNC, representatives of the Office of Jobs and Community Services ("OJCS") were invited to make a presentation on how job training funds have been spent in prior years within the Chinatown community and how these anticipated funds might also be spent. It was the consensus of the Land Use Subcommittee that ACA has been particularly effective in providing job training services, extending even into that agency's role in serving as a conduit to involving Asian youth in the building trades through the Central Artery project. The largest tenants committed to Millennium Place as of this writing—Sony Theatres and The Sports Club Company—have given written commitments to offer specific job training and employment opportunities to those living in the immediate area. Bovis Construction ("Bovis"), the general contractor for Millennium Place, has given a similar written commitment. It is further anticipated that once a hotel operator is selected, a similar commitment will be made by that hotel operator. Millennium Partners/MDA has made a commitment to the Chinatown community that they will participate in job fairs and other neighborhood based functions and entities to bring not only job training, but real jobs to the neighborhood. It is anticipated that the jobs arising from Millennium Place will range from highly skilled to unskilled, requiring English language skills in some jobs, but not in others. For its part, the Land Use Subcommittee has expressed its interest in both undertaking a neighborhood based needs assessment for job training programs, as well as engaging ABCD in a needed discussion on how and

where these funds might best be spent. Over the course of constructing Millennium Place, it is anticipated that approximately 2,000 construction jobs will result. In addition, Millennium Partners/MDA estimate that approximately 750 permanent, new jobs will be created.

Finally, Article 38 of the Code mandates that Millennium Partners/MDA implement a Neighborhood Business Opportunity Plan (submitted as part of the proposed Amended and Restated Cooperation Agreement) which will encourage Chinatown residents and business people to consider leasing space within Millennium Place at comparable terms and conditions to others within the Project Area.

- **Community Outreach Program**

Millennium Partners/MDA will enter into a Community Outreach Program agreement with the Authority to encourage voluntary action by commercial tenants and owners of Millennium Place to sponsor special events, make special arrangements for use of theater, classroom, health club, or meeting facilities, and provide parking availability for special purposes. The intent of this program is to establish mutually beneficial relationships among the tenants and owners of Millennium Place and local civic, charitable, and community organizations. An on-site coordinator for Millennium Place will provide a point of contact for the community, and will report annually to the Boston Redevelopment Authority on the year's community outreach accomplishments.

- **Transportation Improvements**

As previously mentioned, Millennium Partners/MDA is finalizing a Transportation Access Plan which will require that \$260,096 in transportation improvements be completed. In addition, Millennium Partners/MDA will make a \$50,000 contribution to the master planning study on transportation impacts in and around Chinatown. An important component of the Millennium Place project is the redesign and improvement of Avery Street, together with landscape and sidewalk improvements. On November 13, 1997, Vanasse Hangen Brustlin, Inc. ("VHB"), consultant to Millennium Partners/MDA, submitted its follow up transportation study and analysis to BTM. As an important part of the review process, BTM, Millennium Partners/MDA and VHB have been in regular contact to make needed refinements on such matters as the treatment of Avery Street, access and egress to and from the development site and the off-site transportation improvements to be undertaken and funded by Millennium Partners/MDA. On December 22, 1997, VHB submitted its final transportation and environmental report to the BRA and the City. That report also includes a response to points raised by the public during the September and October comment period. A copy of that final VHB report has been forwarded to each of the concerned parties.

- **Day Care**

Millennium Partners/MDA have worked closely with the City in regard to the project's obligation to improve the opportunities for child care services within the Midtown Cultural District. As stipulated by the Code, Millennium Partners would have the obligation to create approximately 12,000 square feet of day care facilities. In order to meet the needs of parents employed at Millennium Place, many of whom will come from the nearby Chinatown neighborhood, Millennium Partners/MDA proposes the following

arrangement: a.) approximately 4,000 square feet of day care facilities will be created on-site at Millennium Place to serve the needs of those employed there; b.) a subsidy for the support of existing day care facilities, calculated at approximately \$160,000, will be placed in an escrow account with OJCS; c.) the funds held in escrow by OJCS will be available for a variety of day care uses, whether to directly subsidize day care operations or to "write down" the cost of services to parents in Chinatown; and d.) community based day care providers will make application to OJCS for the use of these funds and OJCS will disburse the funds in cooperation and consultation with the C/SCNC.

- **Midtown Cultural District Improvements**

Recognizing that Millennium Place's proximity to the Boston Common represents both a unique opportunity and an obligation, Millennium Partners/MDA has been engaged in an ongoing discussion with the Friends of the Public Garden and the Common ("the Friends"). Issues such as the shadows to be cast upon Boston Common and their compliance with the so called "Shadow Law", which prohibits the addition of more than one additional acre of new shadows upon the Common, have been discussed at great length and to the Friends' satisfaction. Because of the unique importance of the Boston Common to Millennium Place, Millennium Partners/MDA has agreed to make an annual contribution toward improvements on the Common and for the area's ongoing maintenance and security needs. The value of Millennium Partners/MDA's contribution is calculated at approximately \$750,000, with fifteen annual payments of \$50,000, based on positive cash flow from the hotel at the Project.

One of the most important elements arising from the Mayor's 1996 "Washington Street Public Realm" report was the call for the establishment of a Business Improvement District ("BID"). Such an establishment is a voluntary association of business concerns which assume responsibility for aesthetic, maintenance and security improvements within an identified commercial area. In New York City, the use of a BID is generally credited for major improvements in the Times Square area, resulting in new investment and vitality in what had been a decaying part of the city. As a charter member of Boston's BID for the Downtown Crossing area, Millennium Partners/MDA has made its initial \$15,000 contribution. In the years to come, it is expected that Millennium Partners/MDA's annual contribution will reach up to \$112,000. In addition to the aforementioned redesigned and rebuilt Avery Street, Millennium Partners/MDA will also assume the obligation to install new public sidewalks and landscaping around the project area in an attractive and functional manner, and in compliance with City standards.

Finally, there is Millennium Partners/MDA's obligation toward the historic Paramount Theater. As plans for Millennium Place have progressed, so, too, has the interest in revitalizing the Paramount. During this period, Millennium Partners/MDA has requested that Bovis undertake a thorough assessment of the property to ascertain its physical condition and make recommendations for needed action to stabilize and preserve the structure. In total, Bovis' assessment indicates that the Paramount is in relatively good condition, particularly in the roof area. Certain portions of the building need to be made more weathertight, but Millennium Partners/MDA will undertake a series of building protection measures beginning in the first half of 1998. The most dramatic element in the improvements to the Paramount will be the relighting of the theatre's facade, an effort to brighten and restore the building as a prominent landmark along Washington Street. These improvements, while primarily done to continue that stabilization of the structure, will also include aesthetic and visual improvements to the front of the

Paramount, including a restoration of the historic facade. Millennium Partners/MDA are actively seeking a redeveloper and operator for the Paramount Theatre.

MINOR AMENDMENTS TO CENTRAL BUSINESS DISTRICT - BOYLSTON ESSEX URBAN RENEWAL PLAN

As noted above, a small parcel within the Proposed Project was conveyed to CCLP by the BRA pursuant to the provisions of the Central Business District-Boylston Essex Urban Renewal Plan (the "Plan"). In order to accommodate the changed economics of the downtown real estate market and the Proposed Project, minor modifications to the Plan are proposed. These changes would acknowledge that new downtown residential opportunities, as well as theatre and entertainment uses, are to be encouraged; and that the allowed floor area ratio (FAR) would range between 10.0 and 14.0, as allowed pursuant to Article 38 of the Code. The Plan had undergone minor modifications as part of the Commonwealth Center Project approvals, including the FAR change; the proposed FAR amendment merely acknowledges the intervening changes to Article 38 of the Code.

These proposed changes comprise minor modifications to the Plan and do not substantially or materially alter or change the Plan.

PROPOSED ZONING CHANGE

As set forth in the PDA/DIP Plan, the Proposed Project complies in most respects with the use, dimensional, and other requirements of the underlying zoning for the Project Site. However, in order to (i) achieve expeditious permitting, financing, construction, use and occupancy of the Proposed Project, and (ii) achieve the goals and objectives of the Plan, while ensuring appropriate public oversight of the Proposed Project, an amendment to Zoning Map 1A (Midtown Cultural District) is proposed. The intent of the proposed zoning amendment is to ensure that the Proposed Project, if built in accordance with the PDA/DIP Plan, will not violate any applicable zoning provisions.

Accordingly, it is recommended that the Director be authorized to petition the Boston Zoning Commission for approval of a proposed zoning change to accomplish this purpose.

MBTA EASEMENT

In its original deed of the formerly BRA-owned parcel to CCLP, the BRA reserved the right to grant an easement to the Massachusetts Bay Transportation Authority ("MBTA") for the existing Orange Line Chinatown/Essex Street headhouse, as well as to accommodate the Commonwealth Center project. Because development of the Commonwealth Center project did not proceed, the MBTA easement was never executed by the BRA.

The Proposed Project will accommodate the existing MBTA facilities. Therefore, the BRA proposes to formalize those accommodations through delivery of an easement agreement outlining the MBTA's rights.

SUMMARY AND CONCLUSIONS

Over the past six months, the news regarding the revitalization of Lower Washington Street has been extremely encouraging. In contrast to the late 1980's when major projects were announced and then fell victim to the downturn in the local and national real estate market, major projects are now going forward. Leases have been signed, construction has commenced and a sense of confidence has been instilled in Lower Washington Street. The foundations of Boston's economy—white collar employment and service sector opportunities—will be well represented within the new Lafayette Corporate Center and the new Registry of Motor Vehicles office in the revitalized Liberty Tree Building. Millennium Place represents the final linch pin in a revitalization plan for Lower Washington as a place where people will live, spend their disposable income and be entertained.

All of this growth and revitalization comes not in opposition to the needs of Boston's fast growing Chinatown, but in partnership with that community. As the population of Chinatown has grown over the past ten years and with it the number of Asian-American owned businesses, the community's need for certain basic elements in life has likewise expanded. Professional opportunities to attract and retain Chinatown's young people, skills training and real job opportunities for the next wave of immigrants likely to make Chinatown their home, affordable housing opportunities which make maximum use of Chinatown's scarcest resource—land---along with daycare providers which truly serve working families can all be realized through the development of Millennium Place and the community benefits which ensue.

The BRA staff, the City and Millennium Partners/MDA all entered into the community review and comment process with full knowledge that there were a myriad of neighborhoods groups and organizations within Chinatown, as well as widely divergent points of view. While it was never reasonably expected that a unanimity in outlook or approach would be attained, the Millennium Place proposal has won broad support from within the Chinatown community, from its neighbors in the Downtown Crossing Area and its immediate abutters. At the conclusion of the BRA's planning and review process, the staff is confident that the community benefits package for Millennium Place will be seen as the result of a tremendous amount of hard work, imagination and determination by the Chinatown community. A sincere effort was made to involve every element of the Chinatown community in this process. Millennium Place---as a development concept and as an engine for community benefits---is a better project for that effort.

In order to accomplish the needed approvals for Millennium Place, a series of actions and votes are required. Principal among these actions is the approval of the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 33, "Millennium Place", dated November 5, 1997, as revised. Pursuant to the amended PDA plan, a petition to the Boston Zoning Commission for its adoption is required. A map amendment is also required, along with a petition to the Boston Zoning Commission for its adoption. An amendment to the 1992 Cultural Facilities Agreement is required, along with authorization for the Director to issue a Certificate of Consistency.

As a part of the Article 80 review process, several actions are required. Chief among these actions are authorization for the Director to issue a Scoping Determination waiving further review of the project.

Article 80D, section 5.3(d) requires public advertisement and an additional fourteen day public comment period. If new significant information not raised during original comment period is not submitted, the Director is authorized to issue a Certificate of Compliance with the Article 80 process to the Commissioner of the City's Inspectional Services Department upon the successful completion of the Article 80 Large Project Review process. Authorization is also requested for the Director to execute a number of agreements, including an Amended and Restated Cooperation Agreement, an Amended and Restated Development Impact Project Agreement, an Amended and Restated Land Disposition Agreement, a Boston Residents Construction Employment Plan, a Neighborhood Business Opportunity Plan, a Community Outreach Program, an Easement to the Massachusetts Bay Transportation Authority, an Amendment to the Cultural Facilities Agreement, a Memorandum of Understanding regarding benefits for the Chinatown community, a Memorandum of Agreement with New Commonwealth Center Limited Partnership and the Massachusetts Historical Commission and any other agreements which the Director, in his sole discretion, shall determine to be in the best interests of the BRA. All of those agreements shall be in substantially the form attached hereto with such changes as the Director deems necessary and appropriate.

Finally, minor modifications to the Central Business District-Boylston Essex Urban Renewal Plan must be made in order to effectuate the Millennium Place project.

Appropriate votes follow.

VOTED: That the attached resolution entitled "**Resolution of the Boston Redevelopment Authority Regarding Minor Modifications to the Urban Renewal Plan for the Central Business District-Boylston Essex Urban Renewal Area, Project No. Mass. 82B**" is hereby adopted.

FURTHER

VOTED: That the attached resolution entitled "**Resolution of the Boston Redevelopment Authority Regarding the Amended and Restated Development Plan and Development Impact Project Plan for PDA No. 33, Millennium Place and Related Actions**" is hereby adopted.

FURTHER

VOTED: In connection with the Amended and Restated Development Plan and Development Impact Project Plan for PDA No. 33, Millennium Place" (the "Amended and Restated PDA/DIP Plan") presented at a public hearing duly held at the offices of the Boston Redevelopment Authority on January 8, 1998, and after consideration of (a) the evidence presented at, and in connection with, the hearing, (b) matters discussed in the memorandum of which this vote is a part, (c) the findings of the BRA set forth in the attached resolution entitled "Resolution of the Boston Redevelopment Authority Regarding the Amended and Restated Development Plan and Development Plan for PDA No. 33, Millennium Place and Related Actions" adopted above, which evidence, memorandum and findings are incorporated herein by reference, the Authority finds that the Amended and Restated PDA/DIP Plan (i) conforms to the Midtown Cultural District Plan and the general plan of the City of Boston as a whole, (ii) on balance, contains

nothing that will be injurious to the neighborhood or otherwise detrimental to the public welfare; and (iii) does adequately and sufficiently satisfy all other criteria and specifications and include such other agreements as are required for a development plan for a planned development area within the Midtown Cultural District, as set forth in the Boston Zoning Code. The Amended and Restated PDA/DIP Plan is embodied in a written document entitled "Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 33 Millennium Place," dated November 5, 1997, as revised, consisting of 25 pages of text plus attachments designated Exhibits A through E. Said document shall be on file with the Executive Director/Secretary of the BRA.

FURTHER

VOTED: The form and substance of the Amended and Restated PDA/DIP Plan, and the procedures employed in reviewing and approving the Amended and Restated PDA/DIP Plan, conform with the requirements of the Boston Zoning Code as applied to a development plan for a planned development area under Section 3-1A, Section 80B-7, and Planned Development Area Review under Article 80 of the Code.

FURTHER

VOTED: Pursuant to the provisions of Section 3-1A, Section 80B-7, and Planned Development Area Review under Article 80 of the Boston Zoning Code, the BRA hereby approves the Amended and Restated PDA/DIP Plan.

FURTHER

VOTED: That the Director be and hereby is authorized to petition the Zoning Commission of the City of Boston (the "Zoning Commission") for approval of the Amended and Restated PDA/DIP Plan presented to the Boston Redevelopment Authority on January 8, 1998.

FURTHER

VOTED: That the Director be and hereby is authorized to execute and deliver on behalf of the BRA, an Amended and Restated Development Impact Project Agreement, an Amended and Restated Cooperation Agreement, a Boston Residents Construction Employment Plan, an Amended and Restated Land Disposition Agreement, an Easement to the Massachusetts Bay Transportation Authority, a Neighborhood Business Opportunity Program, an Amendment to the Cultural Facilities Agreement, a Memorandum of Agreement with the Massachusetts Historical Commission, a Community Outreach Program, and a Memorandum of Understanding with New Commonwealth Center Limited Partnership and Chinatown/South Cove Neighborhood Council, each in substantially the forms attached hereto with such changes as the Director shall determine to be necessary and appropriate, and such other documents as may be necessary or appropriate in connection with the Millennium Place project.

FURTHER

VOTED: That the Director be and hereby is authorized to issue a Scoping Determination under Section 80B-5(3)(d) of the Boston Zoning Code which finds that the Project Notification

Form/Notice of Project Change adequately describes the potential impacts arising from the proposed Millennium Place project, provides sufficient mitigation measures to minimize those impacts and waives further review of the Millennium Place project pending an additional public comment period as provided for in Section 80B-5(3)(d) of the Boston Zoning Code.

FURTHER

VOTED: That the Director be and hereby is authorized to issue a Certification of Compliance pursuant to Section 80B-6 of the Boston Zoning Code at such time as the Director finds that the requirements of Section 80B-6 have been met.

FURTHER

VOTED: That the Director be and hereby is authorized to issue a Certification of Consistency pursuant to Section 80C-8 of the Boston Zoning Code at such time as the Director finds that the requirements of Section 80C-8 have been met.

FURTHER

VOTED: That the Director be and hereby is authorized to petition the Zoning Commission of the City of Boston for approval of the proposed map amendment to the Zoning Map 1A (Midtown Cultural District) regarding PDA No. 33 and adjacent land in the Midtown Cultural District, in substantial accord with the amendment presented to the BRA on this date.

FURTHER

VOTED: That the BRA authorizes the expenditure of \$50,000 of BRA funds to be matched by an equal amount each by New Commonwealth Center Limited Partnership and the City of Boston for the purpose of conducting a Chinatown Transportation Study.

Map Amendment Application No. 402
Boston Redevelopment Authority
Planned Development Area No. 33
Central Business District-Boylston Essex
Urban Renewal Area
Map 1A, Midtown Cultural District

MAP AMENDMENT NO. 342

*Effective:
February 18, 19

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

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 amend "Map 1A, Midtown Cultural District," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

Within the area depicted as "Area Involved, on and off Boylston, Washington and Tremont Streets" on Appendix A hereto, by adding to the existing zoning designations "1" (General Area) and "3" (Boston Common and Public Garden Protection Area) the following annotation:

Inconsistent provisions of the Boston Zoning Code notwithstanding, the applicable use, dimensional and other zoning controls shall be as set forth in the development plan for Planned Development Area No. 33, as amended, and in the Land Disposition Agreement governing land in the Central Business District-Boylston Essex Urban Renewal Area, as amended.

*Date of public notice: January 20, 1998 (see St. 1956, c. 665, s. 5)



APPENDIX A



Area Involved

On/Off Boylston, Washington and Tremont Streets

Map Amendment Application No. 402

Map Amendment No. 342

R. R. Mann

Chairman

Robert Fardien

Vice Chairman

James C. Clark

Mauro Seyle

Ralph Cooper

John Bean

William J. ...

Sean M. McGrath

In Zoning Commission

Adopted February 12, 1998

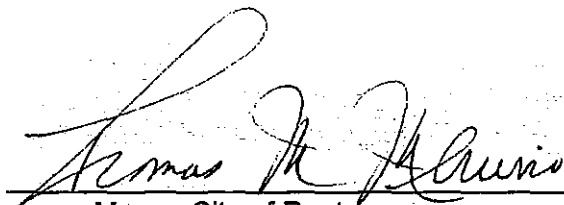
Attest:

Joseph M. Hampton

Secretary

Map Amendment Application No. 402

Map Amendment No. 342

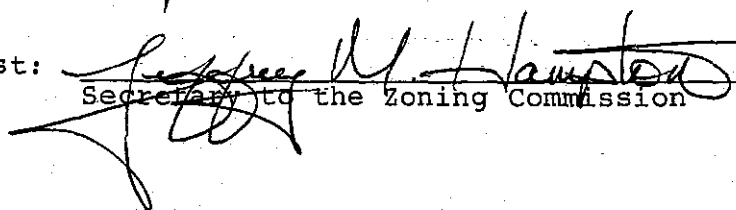


Mayor, City of Boston

Date: 2/18/98

The foregoing amendment was presented to the Mayor on February 17, 1998, and was signed by him on February 18, 1998, whereupon it became effective on February 18, 1998, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission