

BPA APPROVAL: 9/29/98
ZC APPROVAL: 10/21/98
EFFECTIVE: 10/23/98

**AMENDMENT NO. 2 TO DEVELOPMENT PLAN
AND
DEVELOPMENT IMPACT PROJECT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 37

PRUDENTIAL CENTER REDEVELOPMENT**

I. PRELIMINARY STATEMENT

The Boston Redevelopment Authority ("Authority") by a vote adopted January 18, 1990 approved the Development Plan and Development Impact Project Plan (the "Original Development Plan") for Planned Development Area No. 37 ("PDA") in connection with the redevelopment of Prudential Center (the "Prudential Center"). On March 20, 1990, the Zoning Commission of the City of Boston (the "Commission") amended the Boston Zoning Code by inserting Article 41, "Huntington Avenue/Prudential Center District," and approved the Development Plan and Map Amendment No. 236 establishing PDA No. 37.

By a vote adopted December 8, 1994 the Authority approved an Amendment to the Development Plan ("Amendment No. 1 to Development Plan") in connection with the sale of the Sheraton Hotel. On December 14, 1994, the Commission approved the Amendment to the Development Plan. (The Original Development Plan, as amended by Amendment No. 1 to Development Plan, is referred to as the "Development Plan").

II. DEVELOPMENT SCHEDULE

The Development Plan presents Approximate Start Dates and Approximate Finish Dates in Table 1. Section IV (pp. 7-8) recognizes that completion of the project within the planned timetable noted will depend on the continued market demand for the uses included, the availability of construction labor and materials, and stability in the larger economy. Accordingly, the Development Plan permits portions of a single phase to be constructed in subphases in accordance with these considerations.

During the period 1990-1993, The Prudential Insurance Company of America ("Prudential") substantially completed construction of Phase 1b and completed construction of certain retail and common areas in Phases 1a, 3, 4a, 4b and 5. Since 1990 to date, Prudential has taken steps in a continuous sequence to advance the project. However, due to market forces, Prudential was unable to secure commitments from potential tenants sufficient to justify construction of additional portions of the project since 1993.

In order to accomplish the implementation of the project by the new owners who acquired the project area in July, 1998, the Approximate Start Dates and Approximate Finish Dates in Table 1 (excepting Phase 1b which has been substantially completed) shall be revised so that the Approximate Start Dates for the phases of the Project originally proposed to commence in 1990 will be updated to 1999, and the Approximate Start Dates and Approximate Finish Dates

for all phases of the Project shall be adjusted proportionally. Accordingly, by way of example, the Approximate Start Date for Phase 1a (the Huntington Avenue Office Building) shall be revised to 1999 and the Approximate Finish Date for such phase shall be revised to 2002, and the Approximate Start Date for Phase 3 shall be revised to 2001. The portions of Table 1 pertaining to Approximate Start Dates and Approximate Finish Dates, as so revised, are attached hereto as Exhibit A.

So long as construction on any phase or subphase (additional to Phase 1b) commences within two years of the dates set forth in Table 1, as so adjusted, the issuance of the first permit for such phase or subphase shall be deemed to be the issuance of a permit for the entire project for the purpose of applying Section 5 of Chapter 665 of the Acts of 1956, as amended. The foregoing shall not derogate from the remaining provisions of the Development Plan, including the second paragraph of Section IV thereof.

III. CONFIRMATION OF INCLUSION OF EXHIBITS "A" AND "B", AND CORRECTION OF EXHIBIT "B" IN PRIOR AMENDMENT TO DEVELOPMENT PLAN

It is confirmed that Exhibit "A" and Exhibit "B" to the Amendment to the Development Plan approved by the Authority by a vote adopted December 8, 1994 and approved by the Commission on December 14, 1994, effective December 19, 1994, in connection with the sale of the Sheraton Hotel, as attached hereto, are made part of said Amendment. Exhibit "B" to such prior amendment is deleted and the legal description attached hereto as Exhibit B is substituted therefor as Exhibit "B" to such prior amendment.

IV. SEPARATION OF THE COMMERCIAL AND DEVELOPMENT SITE AND THE EXISTING RESIDENTIAL SITE

The Sales:

Prudential has sold the commercial portions within Prudential Center (excluding the Sheraton Hotel which was sold in 1994 and is owned by Sheraton Boston Corporation) (the "Commercial and Development Site") to an affiliate of Boston Properties, Inc., has sold the existing residential portions within Prudential Center (the "Existing Residential Site") to Avalon Bay BFG Limited Partnership ("Avalon", which term shall include its successors and assigns) and has sold the development rights at Prudential Center to a partnership between Boston Properties, Inc. and Prudential in which Boston Properties, Inc. has a 50% controlling interest (the affiliate of Boston Properties, Inc. and the partnership between Boston Properties, Inc. and Prudential are collectively referred to as "Boston Properties", which term shall include its successors and assigns). The Development Plan provides in Article XI (p. 19) that the Prudential Center may be "severed into several parcels". The site and appurtenant rights and easements now owned by Boston Properties are described in Exhibit C attached hereto (the "Commercial and Development Site") and the site and appurtenant rights and easements now owned by Avalon are described in Exhibit D attached hereto (the "Existing Residential Site"). Boston Properties will retain all of the development rights and obligations with respect to the Proposed Project as set forth in the Development Plan and related documents.

Separation:

Boston Properties and Avalon desire that (a) any future development of the Commercial and Development Site, including without limitation, the Proposed Project and any Development Review pursuant to the Development Plan with respect thereto, will be reviewed separately from any future review of the Existing Residential Site, and (b) any future development of the Existing Residential Site will be reviewed and considered separately from the Commercial and Development Site.

In order to accomplish the foregoing, Boston Properties will continue to be the owner and "Developer" of the Commercial and Development Site and retain all of the rights and obligations set forth in the Development Plan with respect to the Commercial and Development Site. Avalon will become the owner of the Existing Residential Site and as such will observe the terms of the Development Plan as it pertains to the Existing Residential Site. Any future changes proposed by Avalon to the existing buildings or improvements on the Existing Residential Site which affect site improvements, exterior facades, roofscape and interior and exterior public spaces will be subject to the approval of the Authority, unless the Director determines that the changes are not consistent with the Development Plan, as amended by this Amendment No. 2 to Development Plan, as it pertains to the Existing Residential Site. If it is determined that the proposed changes are not consistent with the Development Plan, as amended by this Amendment No. 2 to Development Plan, Avalon shall prepare an amendment to the Development Plan pertaining exclusively to the Existing Residential Site for approval by the Authority and the Commission pursuant to Sections 41-11 through 41-16 and Subsection 3-1A of the Boston Zoning Code. The development plan applicable to the Existing Residential Site (the "Existing Residential Site Development Plan") will be the Development Plan, as amended by this Amendment No. 2 to Development Plan and by any future amendments applicable to the Existing Residential Site. The development plan applicable to the Commercial and Development Site (the "Commercial and Development Site Development Plan") will be the Development Plan, as amended by this Amendment No. 2 to Development Plan and by any future amendments applicable to the Commercial and Development Site. Future amendments to the Existing Residential Site Development Plan will not affect the Commercial and Development Site Development Plan or the rights of Boston Properties, and future amendments to the Commercial and Development Site Development Plan will not affect the Existing Residential Development Plan or the rights of Avalon.

Development Review Procedures:

All Development Review and any proposed amendments to the Development Plan with respect to the Commercial and Development Site and any consistency reviews with respect to the Commercial and Development Site shall be reviewed and considered separately from the Existing Residential Site.

Any changes to the existing buildings and improvements on the Existing Residential Site which are determined by the Director of the Authority not to be consistent with the Development Plan as it pertains to the Existing Residential Site and which require an amendment to the Existing Residential Site Development Plan shall be reviewed and considered separately from the Commercial and Development Site and the Commercial and Development Site Development Plan with respect to the Commercial and Development Site and no such changes nor reviews or approvals required thereby will be deemed to affect or amend the Commercial and Development Site Development Plan with respect to the Commercial and Development Site.

Section 41-12, Subsection 2 of the Boston Zoning Code provides for a maximum FAR in the PDA of six (6.0) and that the FAR shall be computed as though the land within the PDA were in single ownership notwithstanding actual ownership patterns or changes in ownership occurring after the approval of the Development Plan. The FAR on the Existing Residential Site alone without any changes to the existing buildings and improvements thereon will be 22.29 for the combined parcels within the Existing Residential Site (the "Existing Residential Site FAR"). The FAR on the Prudential Center (including the Hotel Site, the Existing Residential Site and the Commercial and Development Site) after completion of the development of the Proposed Project will be less than six (6.0). In order to preserve the development of the Proposed Project and any subsequent approved changes thereto with respect to the Commercial and Development Site, and in order to preserve the conformity of the existing buildings on the Existing Residential Site with the overall FAR requirements of the PDA, (a) no new building or change to the existing buildings on the Existing Residential Site shall be allowed which would either (i) exceed a maximum building height of 155 feet (except with respect to reconstruction of a structure as provided in Section 41-11(2) of the Boston Zoning Code) or (ii) increase the existing gross floor area on the Existing Residential Site, and no amendment to the Existing Residential Site Development Plan with respect thereto shall be approved, and (b) no new building or changes to the existing buildings or the Proposed Project on the Commercial and Development Site will be allowed if such new building or changes would cause the FAR of the combined PDA to exceed six (6.0), unless and until in each such case, an amendment of said Section 41-12, Subsection 2 is adopted which increases the maximum building height and/or FAR within the PDA to provide for such a proposed change on one site without adversely impacting the other site.

EXHIBIT A TO AMENDMENT NO. 2 TO DEVELOPMENT PLAN

PHASE	APPROX. START	APPROX. FINISH
1a	1999	2002
1b	1990	1992
2	1999	2001
3	2001	2003
4a	2001	2004
4b	2001	2004
5	2004	2006

EXHIBIT B TO AMENDMENT NO. 2 TO DEVELOPMENT PLAN

EXHIBIT B TO AMENDMENT NO. 1 TO DEVELOPMENT PLAN

HOTEL SITE LEGAL DESCRIPTION

A parcel of land situated in the City of Boston, Suffolk County, Commonwealth of Massachusetts, and being more particularly bounded and described as follows:

Beginning at the intersection of the northerly line of Belvidere Street and the easterly line of Dalton Street;

THENCE running along said easterly line of Dalton Street N 20° 18' 30" W, a distance of 268.68 feet, to a point at land now or formerly of Massachusetts Convention Center Authority.

THENCE running by land of said Authority N 69° 44' 37" E, a distance of 320.28 feet to a point at land now or formerly of Prudential Insurance Company of America;

THENCE running by land of said Prudential Insurance Company of America, on the following seven (7) courses:

S 20° 15' 23" E, a distance of 137.40 feet, to a point,
S 69° 44' 37" W, a distance of 2.86 feet, to a point,
S 20° 15' 23" E, a distance of 174.70 feet, to a point,
N 69° 44' 37" E, a distance of 7.12 feet, to a point,
S 20° 15' 23" E, a distance of 18.70 feet, to a point,
S 69° 44' 37" W, a distance of 7.12 feet, to a point,
and S 20° 15' 23" E, a distance of 133.13 feet to a point on the aforesaid northerly line of Belvidere Street

THENCE running along said northerly line of Belvidere Street N 78° 38' 20" W, a distance of 372.46 feet to the point of beginning.

The above described parcel containing 116,743 square feet, more or less, or 2.680 acres, more or less.

Together with the appurtenant rights and easements in Easement Area No. PL-2 and the other Easement Areas described in that Cross-Easement, Operations, Parking and Common Area Agreement dated December 29, 1994 between Prudential Insurance Company of America and State Street Bank and Trust Company, not in its individual capacity but solely as Trustee of 1994 Sheraton Boston Hotel Trust, recorded on said date in the Suffolk Registry of Deeds at Book 19527, Page 82, and in the Suffolk County Registry District of the Land Court as Instrument No. 335, and in Certificate of Title No. 98691 in Registration Book 489, Page 91, which insofar as they affect the Hotel Site Easement Area PL-2 is more particularly bounded and described as follows:

EASEMENT AREA NO. PL-2

Beginning at a point on the division line between land of Massachusetts Convention Center Authority, and land, now or formerly, of the Prudential Insurance Company of America, said point being N 69° 44' 37" E, and a distance of 320.28 feet from the easterly line of Dalton Street;

THENCE running by land of said Authority on the following two (2) courses:

N 69° 44' 37" E, a distance of 22.00 feet to a point;
and S 20° 15' 23" E, a distance of 77.00 feet to a point at land, now or formerly, of the Prudential Insurance Company of America;

THENCE running through land now or formerly of the Prudential Insurance Company of America on the following nine (9) courses:

S 20° 15' 23" E, a distance of 272.03 feet to a point;
S 69° 44' 37" W, a distance of 24.86 feet to a point;
N 20° 15' 23" W, a distance of 18.23 feet to a point;
N 69° 44' 37" E, a distance of 7.12 feet to a point;
N 20° 15' 23" W, a distance of 18.70 feet to a point;
S 69° 44' 37" W, a distance of 7.12 feet to a point;
N 20° 15' 23" W, a distance of 174.70 feet to a point;
N 69° 44' 37" E, a distance of 2.86 feet to a point;
and N 20° 15' 23" W, a distance of 137.40 feet to the point of beginning.

The above described parcel extends vertically from elevation 36.2± feet, to elevation 61.3± feet, excepting for the following described parcel:

Beginning at northeasterly corner of the above described parcel.

THENCE running by land of the Massachusetts Convention Center Authority S 20° 15' 23" E, and a distance of 42.57 feet to the True Point of Beginning;

THENCE continuing, in part by said Authority, and in part through land, now or formerly, of the Prudential Insurance Company of America, S 20° 15' 23" E, a distance of 64.07 feet to a point;

THENCE running through land of said Prudential on the following eleven (11) courses:

S 69° 44' 37" W, a distance of 9.15 feet to a point;
N 20° 15' 23" W, a distance of 9.87 feet to a point;
S 69° 44' 37" W, a distance of 9.87 feet to a point;
N 20° 15' 23" W, a distance of 3.67 feet to a point;
S 69° 44' 37" W, a distance of 2.98 feet to a point;
N 20° 15' 23" W, a distance of 37.10 feet to a point;
N 69° 44' 37" E, a distance of 2.98 feet to a point;
N 20° 15' 23" W, a distance of 3.56 feet to a point;
N 69° 44' 37" E, a distance of 9.87 feet to a point;

N 20° 15' 23" W, a distance of 9.87 feet to a point;
and N 69° 44' 37" E, a distance of 9.15 feet to the True Point of Beginning.

Said excepted parcel extends vertically from elevation of 36.2± feet to elevation 61.3± feet. The above elevations are referred to Boston City Base:

EXHIBIT C TO AMENDMENT NO. 2 TO DEVELOPMENT PLAN
COMMERCIAL AND DEVELOPMENT SITE LEGAL DESCRIPTION

REGISTERED LAND

LOT 12

Beginning at a point on the southeasterly line of Boylston Street, said point being S 69° 44' 37" W and a distance of 100.00 feet from the intersection of said line with the southwesterly line of Exeter Street;

THENCE running S 20° 16' 43" E, along land now or formerly of Hotel Lenox of Boston, Inc., a distance of 156.00 feet, to a point, said line being the middle line of a 20 foot wide passageway;

THENCE turning and running N 89° 44' 37" E, along land of said Hotel Lenox of Boston, Inc. a distance of 100.00 feet to a point on the aforesaid southwesterly line of Exeter Street, said line being the middle line of a 20 foot wide passageway;

THENCE turning and running S 20° 16' 43" E, along said southwesterly line of Exeter Street, a distance of 388.52 feet, to a point at other land of Prudential insurance Company of America;

THENCE running S 41° 41' 32" W, in part through land of Prudential Insurance Company of America and in part along the northwesterly line of Huntington Avenue, a distance of 1200.44 feet, to a point on the northeasterly line of Belvidere Street;

THENCE turning and running N 47° 45' 56" W, along said northeasterly line of Belvidere Street, a distance of 131.08 feet, to a point;

THENCE running through land of Prudential Insurance Company of America on the following three (3) courses:

N 47° 45' 56" W, a distance of 85.86 feet, to a point;

N 80° 43' 56" W, a distance of 69.01 feet, to a point;

and S 41° 41' 57" W, a distance of 48.13 feet, to a point on the aforesaid northeasterly line of Belvidere Street;

THENCE turning and running N 78° 38' 20" W, along said northeasterly line of Belvidere Street, a distance of 69.09 feet, to a point at land, now or formerly of Sheraton Boston Hotel Trust;

THENCE running by land of said Sheraton Boston Hotel Trust on the following seven (7) courses:

N 20° 15' 23" W, a distance of 133.13 feet, to a point;

N 69° 44' 37" E, a distance of 7.12 feet, to a point;

N 20° 15' 23" W, a distance of 18.70 feet, to a point;

COMMERCIAL AND DEVELOPMENT SITE LEGAL DESCRIPTION

UNREGISTERED LAND

Two (2) unregistered parcels of land situated in The City of Boston, Suffolk County, Commonwealth of Massachusetts, being more particularly bounded and described as follows:

First Parcel

Beginning at a point on the southwesterly line of Exeter Street, said point being S 20° 16' 43" E and a distance of 544.2 feet from the intersection of said southwesterly line of Exeter Street with the southeasterly line of Boylston Street;

THENCE running S 20° 16' 43" E along said southwesterly line of Exeter Street, a distance of 7.25 feet, to a point of curvature;

THENCE running southerly, on a curve to the right, having a radius of 20.00 feet, an arc distance of 21.64 feet, to a point of tangency on the northwesterly line of Huntington Avenue;

THENCE running S 41° 41' 43" W, along said northwesterly line of Huntington Avenue, a distance of 222.91 feet, to a point of curvature.

THENCE running southwesterly along said northwesterly line of Huntington Avenue, on a curve to the right, having a radius of 290.00 feet, an arc distance of 99.79 feet, to a point;

THENCE turning and running N 41° 41' 32" E, through land of Prudential Insurance Company of America, a distance of 341.80 feet, to the point of beginning.

The above described parcel containing 5,162 square feet, more or less, is shown on a plan titled "Complied Plan of Land by New England Survey Service, Inc." dated June 23, 1965 Recorded at Suffolk County Registry of Deeds in Book 8167 Page 251.

Second Parcel

Beginning at a point on the northeasterly line of Belvidere Street, said point being N 47° 45' 56" W and a distance of 131.08 feet from the intersection of said northeasterly line of Belvidere Street with the northwesterly line of Huntington Avenue;

THENCE running N 78° 38' 20" W, along said northeasterly line of Belvidere Street, a distance of 166.96 feet, to a point;

THENCE running through land of Prudential Insurance Company of America on the following three (3) courses:

N 41° 41' 57" E, a distance of 48.13 feet, to a point;

S 80° 43' 56" E, a distance of 69.01 feet, to a point;

and S 47° 45' 56" E, a distance of 85.86 feet, to the point of beginning.

The above described parcel containing 5,080 square feet, more or less, and is shown on a plan titled "Plan of Land dated March 10, 1959" by New England Survey Service, Inc. Recorded at Suffolk County Registry of Deeds in Book 7387, Page 192.

EXHIBIT D TO AMENDMENT NO. 2 TO DEVELOPMENT PLAN

EXISTING RESIDENTIAL SITE LEGAL DESCRIPTION

REGISTERED LAND

LOTS 9, 10 and 11

Being Lot 9 containing 14,029 square feet, more or less, as shown on L.C. Plan 28611E, to be recorded.

Being Lot 10 containing 13,955 square feet, more or less, as shown on L.C. Plan 28611E, to be recorded.

Being Lot 11 containing 13,966 square feet, more or less, as shown on L.C. Plan 28611E, to be recorded.

Second Amendment to Development Plan and
Development Impact Project Plan for Planned
Development Area No. 37, Prudential Center

Boston Redevelopment Authority on behalf of
BP Prucenter Acquisition LLC and BP
Prucenter Development LLC

*Effective:
October 23, 1998

SECOND AMENDMENT TO THE
DEVELOPMENT PLAN AND DEVELOPMENT IMPACT PROJECT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 37
THE COMMONWEALTH OF MASSACHUSETTS
CITY OF BOSTON
IN ZONING COMMISSION

The Zoning Commission of the City of Boston for its approves the Second Amendment to the Development Plan and Development Impact Project Plan for Planned Development Area No. 37, Prudential Center.

Said amendment amends "Amendment to Development Plan and Development Impact Project Plan for Planned Development Area No. 37, Prudential Center Redevelopment", approved by the Authority on December 8, 1994, and approved by the Zoning Commission on December 14, 1994. Planned Development Area No. 37 was designated on "Map 1, Boston Proper" and "Map 1D, Huntington Avenue/Prudential Center District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 236, adopted by the Zoning Commission on February 22, 1990, effective March 20, 1990.

Second Amendment to the Development Plan and Development Impact Project Plan for
Planned Development Area No. 37, Prudential Center Redevelopment

R. L. Ward

Chairman

Robert Jordan

Vice Chairman

Ralph Lopez

Jim Statton

William Taylor

Don Bean

Ron M. McGrath

In Zoning Commission

Adopted: October 21, 1998

Attest:

[Signature]

Secretary

Second Amendment to the Development Plan and Development Impact Project Plan for
Planned Development Area No. 37, Prudential Center Redevelopment



Mayor, City of Boston

Date: 10/23/98

The foregoing amendment to the development plan was presented to the Mayor on OCTOBER 21, 1998, and was signed by him on OCTOBER 23, 1998, whereupon it became effective on OCTOBER 23, 1998, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

MEMORANDUM

SEPTEMBER 29, 1998

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

FROM: JAMES G. KOSTARAS, AIA, AICP, REGIONAL DEPUTY

SUBJECT: AMENDMENT NO. 2 TO THE PRUDENTIAL CENTER
PLANNED DEVELOPMENT AREA PLAN (CONTINUED FROM
AUGUST 13, 1998 BOARD HEARING)

SUMMARY: This memorandum requests that, in the matter of the application by BP Prucenter Acquisition LLC and BP Prucenter Development LLC, the Boston Redevelopment Authority approve the portion of Amendment No. 2 to the Development Plan for Planned Development Area No. 37 for the redevelopment of the Prudential Center which updates the development schedule contained in the Development Plan.

Introduction

This matter is a continuation of the hearing held before the Boston Redevelopment Authority (the "Authority") on August 13, 1998.

BP Prucenter Acquisition LLC, an affiliate of Boston Properties, Inc. (which is the current owner of Prudential Center, excluding the three residential apartment buildings and the Sheraton) and BP Prucenter Development LLC, a partnership between Boston Properties, Inc. and The Prudential Insurance Company of America (which is the current holder of development rights at Prudential Center) (BP Prucenter Acquisition LLC and BP Prucenter Development LLC are collectively referred to as "Boston Properties") propose to amend the Development Plan and Development Impact Project Plan for the Prudential Center Development Project approved by the Boston Redevelopment Authority (the "Authority") on January 18, 1990, and approved by the City of Boston Zoning Commission (the "Zoning Commission") on February 22, 1990, effective March 20, 1990, as amended by Amendment No. 1 ("Amendment No. 1") approved by the Authority on December 8, 1994 and approved by the Zoning Commission on December 14, 1994, effective December 19, 1994 (collectively, the "Development Plan").

At its meeting of August 13, 1998, the Board voted to approve the portion of Amendment No. 2 to the Development Plan for Planned Development Area No. 37 ("Amendment No. 2") containing two (2) of the proposed changes, specifically (i) correction of the legal description of the Hotel Site in Amendment No. 1; and (ii) creation of a separate parcel for the existing residential apartment buildings and for the commercial and development site. The Board voted to consider clarification of the Development Schedule at the September 10, 1998 meeting of the Authority, which was continued to September 29, 1998.

Development Activities by Prudential

During its period of ownership, Prudential Insurance Company of America ("Prudential") completed the Phase One-Retail portion of the Development Plan (which specifically consisted of substantial completion of Phase 1b and of a portion of the retail and common areas in Phases 1a, 3, 4a, 4b and 5). This phase of the redevelopment, including the pedestrian circulation, retail arcades and infrastructure improvements, has been very successful. Due to the downturn in the real estate market, however, Prudential was unable to secure commitments from potential tenants sufficient to justify construction of additional portions of the project since 1993, and did not proceed with the remaining phases of the Development Plan.

Development Activities by Boston Properties

Boston Properties acquired the Project in July, 1998. Boston Properties, as the new owner, has indicated its intention to implement the approved future phases of the Development Plan, and, in particular, to proceed as soon as possible with the Phase One--Office Tower portion of the Development Plan (the 465' office tower on Huntington Avenue).

For the last six months, starting before the closing on the acquisition in July, Boston Properties has been moving "full steam ahead" with the development work on the Phase One - Office Tower. Boston Properties has engaged a full project team (including CBT as architect) to update the original building plans, and has been expending nearly \$500,000 per month in this effort. The architects have met with the design staff of the Authority to review design issues, and are working to develop better ways to articulate the top of the Tower. Boston Properties is actively marketing tenancies at the Office Tower. It is anticipated that construction of the Office Tower on Huntington Avenue will commence in 1999, and it is targeted to have the building open for occupancy in the summer of 2001.

Adjustment of Development Schedule

In order to accomplish the continued implementation of the Development Plan by the new owner and the investment of substantial additional funds, the planned timetable noted in the Development Plan (excepting the Phase One -- Retail portion which has been substantially completed) is proposed to be updated so that portions of the Project originally proposed to commence in 1990 will be updated to 1999, and the Approximate Start Dates and the Approximate Finish Dates for all phases of the Project will be adjusted proportionally. A copy of the planned timetable included in the Development Plan is included with this memorandum for the Board's reference. A copy of the planned timetable as adjusted is attached as Exhibit "A".

Zoning Commission Approval

This amendment will require the approval of the Zoning Commission in compliance with Section 3-1A of the Code. This action includes approving an amendment to the Development Plan and Development Impact Project Plan for Planned Development Area No. 37, as amended by Amendment No. 1, which were approved by the Zoning Commission on March 20, 1990 and December 14, 1994.

Conclusion

It is recommended that the Board approve the inclusion in Amendment No. 2 to the Development Plan and Development Project Impact Plan for Planned Development Area No. 37, Prudential Center Redevelopment of the updating of the Development Schedule.

VOTED: That the Authority hereby approves the inclusion of the following in Section II of the Amendment No. 2 to the Development Plan and Development Impact Project Plan related to Planned Development Area No. 37, Prudential Center Redevelopment (the remainder of such Amendment having been approved by the Authority on August 13, 1998):

"In order to accomplish the implementation of the project by the new owners who acquired the project area in July 1998, the Approximate Start Dates and Approximate Finish Dates in Table 1 (excepting Phase 1b which has been substantially completed) shall be revised so that the Approximate Start Dates for the phases of the Project originally proposed to commence in 1990 will be updated to 1999, and the

Approximate Start Dates and Approximate Finish Dates for all phases of the Project shall be adjusted proportionately. Accordingly, by way of example, the Approximate Start Date for Phase 1a (the Huntington Avenue Office Building) shall be revised to 1999 and the Approximate Finish Date for such phase shall be revised to 2002, and the Approximate Start Date for Phase 3 shall be revised to 2001. The portions of Table 1 pertaining to Approximate Start Dates and Approximate Finish Dates, as so revised, are attached hereto as Exhibit 'A'.

So long as construction on any phase or subphase (additional to Phase 1b) commences within two years of the dates set forth in Table I, as so adjusted, the issuance of the first permit for such phase or subphase shall be deemed to be the issuance of a permit for the entire project for the purpose of applying Section 5 of Chapter 665 of the Acts of 1956, as amended. The foregoing shall not derogate from the remaining provisions of the Development Plan, including the second paragraph of Section IV thereof."

VOTED: That the Director is hereby authorized to petition the Boston Zoning Commission to adopt the proposed Section II of Amendment No. 2 to the Development Plan and Development Impact Project Plan related to Planned Development Area No. 37, the Prudential Center Redevelopment.

EXHIBIT "A"

PHASE	APPROX. START	APPROX. FINISH
1a	1999	2002
1b	1990	1992
2	1999	2001
3	2001	2003
4a	2001	2004
4b	2001	2004
5	2004	2006