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EFFECTIVE: 1/7/09

**AMENDMENT NO. 4 TO DEVELOPMENT PLAN
AND
DEVELOPMENT IMPACT PROJECT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 37

PRUDENTIAL CENTER REDEVELOPMENT**

December 4, 2008

Pursuant to Section 3-1A, Section 41-14 and Article 80C of the Zoning Code of the City of Boston (the "**Zoning Code**"), this plan constitutes Amendment No. 4 to Development Plan and Development Impact Project Plan for Planned Development Area No. 37 ("**Amendment No. 4**").

I. THE EXISTING PDA DEVELOPMENT PLAN FOR PDA NO. 37

Pursuant to Section 3-1A of the Zoning Code, the Boston Redevelopment Authority ("**Authority**") by a vote taken on January 18, 1990 approved the Development Plan and Development Impact Project Plan (the "**Original Development Plan**") for Planned Development Area No. 37 ("**PDA No. 37**") in connection with the redevelopment (the "**Project**") of Prudential Center (the "**Prudential Center**"). On March 20, 1990, the Boston Zoning Code was amended by inserting Article 41, "Huntington Avenue/Prudential Center District". On February 22, 1990, the Boston Zoning Commission (the "**Commission**") approved the Original Development Plan and Map Amendment No. 236 (the "**1990 Map Amendment**") establishing PDA No. 37, which Original Development Plan and associated Map Amendment were effective March 20, 1990.

By a vote taken on December 8, 1994 the Authority approved an Amendment to the Original Development Plan ("**Amendment No. 1**") in connection with the sale of the Sheraton Hotel. On December 14, 1994, the Commission approved Amendment No. 1, which Amendment No. 1 was effective December 19, 1994. On September 29, 1998, the Authority approved a Second Amendment to the Original Development Plan ("**Amendment No. 2**") in connection with the sale of Prudential Center and with extension of the development schedule. On October 21, 1998, the Commission approved Amendment No. 2, which Amendment No. 2 was effective October 23, 1998. By a vote taken on May 9, 2002, the Authority approved a Third Amendment to the Original Development Plan ("**Amendment No. 3**"), in connection with the modification of Phases 4b and 5 of the Development Plan and the approval of a Master Plan for Phase 6. On July 24, 2002, the Commission amended Article 41 by adopting Text Amendment No. 286 and approved Amendment No. 3 and Map Amendment No. 406 ("**2002 Map Amendment**"), which Text Amendment, Amendment No. 3 and associated Map Amendment were effective July 26, 2002.

Pursuant to the authority vested in the Director under the Development Plan, modifications relating to the Project which were substantially consistent with the Development Plan were approved by the Director by letters dated March 24, 1999, February 18, 2000,

December 5, 2000, June 29, 2001, April 22, 2003, August 11, 2003, and January 21, 2005. Approvals related to design changes to improvements at the Prudential Center which pre-existed the Project were issued by the Director by letters dated March 10, 2005, June 1, 2005 and June 30, 2006 (The Original Development Plan, as amended by Amendments Nos. 1, 2 and 3 and as effected by such modification letters, are referred to collectively as the "**Development Plan**").

The Development Plan area encompasses approximately 1,116,222 square feet (SF) known as Prudential Center (the "**Site**") bounded by Boylston Street, Exeter Street, Huntington Avenue, Belvidere Street and the Hynes Convention Center.

The Development Plan contemplates a six phase project for the redevelopment of the Site. Implementation of the Development Plan was begun in the early 1990s by The Prudential Insurance Company of America ("**Prudential**"), was continued in the late 1990s by Boston Properties, Inc. and its affiliated entities ("**Boston Properties**") and is on-going. Phases 1, 2, 3, 4b and 5 have been constructed. This Amendment relates to Phase 4a.

II. AMENDMENT NO. 4 TO DEVELOPMENT PLAN AND DEVELOPMENT IMPACT PROJECT PLAN FOR PDA NO. 37

This Amendment No. 4 amends the existing Development Plan by modifying the development component of Phase 4a, the Boylston Office Building ("**888 Boylston**"), to increase the height and Gross Floor Area of the development component of Phase 4a as approved in the Original Development Plan.

The Development Plan is amended in the following respects. Section references and section titles set forth below shall refer to sections and section titles of the Original Development Plan. Other relevant Sections of the Development Plan shall be deemed modified in a consistent manner.

III. 888 BOYLSTON

This Amendment approves a modification of 888 Boylston, the development component of Phase 4a previously approved in the Original Development Plan.

I. DEVELOPER

Boston Properties or its affiliated entities is the Proponent under the Development Plan and will be the developer of Phase 4a, 888 Boylston.

The Phase 4a Architects are CBT Architects, Inc.

III. GENERAL DESCRIPTION OF PROPOSED PROJECT

This Amendment No. 4 proposes the increase in new office and retail space in the remaining undeveloped areas of Phase 4a.

888 Boylston, will be an office building 242 feet in height on Boylston Street anticipated to contain office, retail and common space of approximately 391,327 SF, subject to modification during finalization of the plans in the course of the design review process, of which

approximately 5,017 SF is existing retail and common space constructed as part of Phase 4a since 1990 and of which approximately 13,773 SF is existing retail space constructed prior to 1990, which will be demolished and reconstructed as part of 888 Boylston. 888 Boylston, along with approximately 30,725 SF in the remainder of Phase 4a which previously has been constructed, will contain approximately 422,052 SF of office, retail and common space. The primary retail space is planned for the street and arcade levels of the building. The third and fourth floors of the office building may be used alternatively for retail use or office, so that office use will range from approximately 302,000 SF to approximately 362,000 SF and retail use will range from approximately 40,000 SF to approximately 100,000 SF. However, the total area of Phase 4a will be approximately 422,052 SF, subject to modification during finalization of the plans in the course of the design review process. The portions of Phase 4a which are outside of 888 Boylston include common areas (such as seating at the food court) and retail areas totaling approximately 30,725 SF. The office space will be accessed through a two story lobby with entrances on both the street and arcade levels. Compared to the approved 2001 888 Boylston design, the current modifications increase the height of the building by 87 feet and add total area of approximately 134,559 SF to Phase 4a.

In connection with the construction of 888 Boylston, the Boylston Arcade will be remodeled to accommodate new retail and common space. A portion of the arcade is located within the Phase 4b area of the Project, and therefore, approximately 1,000 SF of common area will be added to Phase 4b.

IV. PHASING PLAN

888 Boylston will have an approximate start date in the fourth quarter of 2009 and an approximate finish date in the fourth quarter of 2011. Commencement and completion of the Project within the planned timetable will continue to be subject to continued market demand, the availability of construction labor and materials and stability in the larger economy. For the purpose of applying Section 5 of Chapter 665 of the Acts of 1956, as amended, 888 Boylston will be subject to the Zoning Code as in effect on the date of the first issuance of a building permit for 888 Boylston. Implementation of the remainder of the Development Plan shall continue to be subject to the Zoning Code as in effect as of the date determined by Amendment No. 2 to the Development Plan and, with respect to Phases 4b and 5, Amendment No. 3 to the Development Plan.

V. PEDESTRIAN CIRCULATION PLAN

Pedestrian circulation will be improved as a result of the Project. The Boylston Entry Plaza located on Boylston Street in front of 888 Boylston will be improved to increase amenities available for pedestrian use and, together with a remodeled Boylston Arcade entrance and new retail and office entries, will provide a prominent entrance into the Prudential Center from Boylston Street.

VI. VEHICULAR CIRCULATION PLAN

Vehicular access to the Prudential Center Garage area for 888 Boylston will be through the garage entrance off East Ring Road which has been constructed in connection with Phases 4b and 5. No changes to the existing access points into and out of the Prudential Center Garage are proposed in connection with the building.

VII. PARKING AND LOADING FACILITIES

888 Boylston will include the addition of up to 235 parking spaces (including 58 parking spaces approved under the Original Development Plan) through a combination of adding a mezzanine parking level within the existing Garage and using managed parking techniques. If the 3rd and/or 4th floors are used for retail rather than office use, the number of parking spaces shall be reduced by 0.65 spaces for each 1,000 SF devoted to retail use. For example, if 100,000 SF is used for retail use, 888 Boylston will include 196 rather than 235 parking spaces.

Loading services for 888 Boylston will be provided via the existing North Service Area which also services The Mandarin Oriental Boston (Phases 4b and 5), the Avalon Fairfield, and retail tenants. In addition, the Proponent may permit the North Service Area to be used by the abutting Massachusetts Convention Center property to service its retail space fronting onto the Boylston Plaza.

The total capacity of both garages (North and South) at the end of Phase 4a will be up to 4,097 parking spaces, which number may be adjusted downward if portions of the 3rd and/or 4th floors of 888 Boylston are used for retail use.

IX. IMPROVEMENTS TO OPEN SPACES AND STREETScape

888 Boylston replaces the existing North Plaza with the Boylston Plaza (.43 to .47 acres), a street level pedestrian plaza that will enliven the streetscape between the Hynes Convention Center and the entrance to the Boylston Arcade along Boylston Street. The plaza will present a prominent “front door” entrance to the Prudential Center through landscaping, seating and improved lighting. In addition, it will provide direct access to the office lobby and ground floor retail areas. A remodeling of the Boylston Arcade entrance will provide greater street presence, entrance vestibules and indoor seating overlooking the plaza.

Streetscape improvements made in connection with the building will be consistent with the Boylston Street Master Plan.

X. FORM, DIMENSIONS AND APPEARANCE OF BUILDINGS

The dimensions of 888 Boylston are as follows:

	Maximum Building Height (ft)	Approx. Tower Area* (sq. ft.)	Typ. Floor** (sq. ft)
888 Boylston	242	362,000	24,000

* Excludes retail and public spaces at street and deck level

** Above a height of 125 feet; floor areas are larger below this height.

888 Boylston, with a maximum height of 242 feet, is a contemporary glass curtainwall office tower. The façade facing Boylston Street consists of a curved clear glass curtainwall with cantilevered glass edges over a stepped two-story retail podium. The podium is clearly differentiated from the office component and relates to the pedestrian scale of the plaza in front of the building. Within the retail podium is a two story office lobby offering direct access to the office building from the plaza and arcade level. Large canopies will mark the office lobby and retail entries, again offering elements that relate to a pedestrian scale at the plaza. The plaza is envisioned primarily as a “hardscape” and consists of stone paving, seating, fountains and decorative lighting to create a pedestrian scaled amenity. Street trees and low planting near Boylston Street will buffer the plaza from vehicular traffic. Other improvements include a contemporary remodeling of Boylston Arcade Entrance consisting of clear glass curtainwall and skylight roof.

The street wall shall be built at the depth of approximately 92’ from the curb line, or as otherwise approved during the BRA Design Review process. Additionally, with respect to maximum floor plate, above the height of 155’ the structure will have an average gross floor area per floor of no more than 24,000 SF and no single floor above 155’ will exceed 25,000 SF. The office lobby entrance area may have up to 60 feet of ground level street frontage. The final dimensions of street wall height, sky plane setbacks and maximum floor plate above 155’ and the lobby entrance area will be determined during the BRA Design Review process, but in no event shall the maximum floor plate exceed 25,000 SF.

A map showing the location of 888 Boylston within PDA No. 37 is attached as **Exhibit A**. Schematic plans, elevations and drawings showing the proposed location and dimensions of structures, landscaping and other site feature for 888 Boylston are attached as **Exhibit B**.

XI. DEVELOPMENT REVIEW PROCEDURES

Zoning

Prudential Center is located within the Huntington Avenue Prudential Center District under Article 41 of the Zoning Code, except for a portion of Phase 6 located on Boylston Street to the east of East Ring Road and containing the front portion of the Lord & Taylor Building which remains located in the B-8-120C-D District. 888 Boylston is located entirely within the Huntington Avenue Prudential Center District and the D District overlay for PDA No. 37 as shown on Map 1D of the Zoning Code.

By text amendment to the Zoning Code adopted simultaneously with this Amendment No. 4, provisions of Article 41 have been amended pertaining to the Dimensional Regulations with respect to maximum height within a PDA and maximum floor plate above 155’ within a PDA.

888 Boylston shall be constructed in accordance with this Amendment No. 4. As so constructed, 888 Boylston will be consistent with the requirements of Article 41, as so amended by the foregoing text amendment. The FAR of the Prudential Center Redevelopment Project after completion of the improvements approved under this Amendment No. 4 will be below the maximum of FAR 6 permitted under Article 41.

The Prudential Center is also located within the Groundwater Conservation Overlay District pursuant to Article 32 of the Zoning Code. The Proposed Project shall comply with Article 32 of the Code as set forth below.

In accordance with Section 80C-9 of the Code, consistency of 888 Boylston with the Development Plan as modified by this Amendment No. 4 constitutes compliance with the dimensional, use and other requirements of the Code to the extent such requirements have been addressed in the Development Plan as modified by this Amendment No. 4.

XII. DEVELOPMENT IMPACT PROJECT CONTRIBUTION

DIP Contribution

Housing Linkage Payment

Calculation of Housing Linkage Payment: Phase 4a of the Project, along with the additional area to be added to Phase 4b, is estimated based upon the schematic plans to have the following estimated areas dedicated to Development Impact Uses, as defined in Article 80B-7 of the Code:

<u>Phase</u>	<u>Gross Floor Area Devoted to Development Impact Uses</u>	<u>Housing Linkage Payment</u>
4a (previously approved)	287,493 sq. ft	\$ 1,437,465.00 *
4a (additional area approved by this Amendment, including pre-1990 demolished and reconstructed area)	134,559 sq. ft	\$ 1,058,979.33 **
4b (additional area approved by this Amendment)	1,000 sq. ft	\$ 7,870.00 **

* Payable at \$5.00 / sq. ft.
 ** Payable at \$7.87 / sq. ft.

Housing Payment Dates:

The Housing Payment Dates for Phase 4a and the additional SF for Phase 4b shall be as follows:

Phase 4a and Additional Phase 4b area	The date of issuance of an initial building permit for 888 Boylston
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Jobs Contribution:

Calculation of Jobs Payment: Phase 4a of the Project, along with the additional area to be added to Phase 4b, is estimated based upon the plans to date to have the following estimated areas dedicated to Development Impact Uses, as defined in Article 80B-7 of the Code:

<u>Phase</u>	<u>Gross Floor Area Devoted to Development Impact Uses</u>	<u>Jobs Payment</u>
4a (previously approved)	287,493 sq. ft	\$ 287,493.00 *
4a (additional area approved by this Amendment, including pre-1990 demolished and reconstructed area)	134,559 sq. ft	\$ 211,257.63 **
4b (additional area approved by this Amendment)	1,000 sq. ft	\$ 1,570.00 **

* Payable at \$1.00 / sq. ft.

** Payable at \$1.57 / sq. ft.

Jobs Payment Dates:

The Jobs Payment Dates shall be the same as the Housing Payment Dates.

Other Neighborhood and City-Wide Initiatives

In recognition of the impacts which the additional development will have on adjacent neighborhood and the City of Boston, the Proponent will make a voluntary contribution of an additional \$169,449 for a total of \$365,280 (of which \$104,036 has been prepaid and of which \$261,244 will remain to be paid) for projects intended to maintain the vitality of the impacted neighborhoods and improve the quality of life in the city. The specific projects to be funded will be determined in consultation with the Prudential Project Advisory Committee ("PruPAC").

In addition, in recognition of the importance that Boylston Street has for the Prudential Center and the Back Bay, the Proponent will make a voluntary contribution of \$200,000 to be used for future or ongoing Boylston Street Improvement projects.

XIII. ADDITIONAL PUBLIC BENEFITS

Green Building Design

888 Boylston will comply with Article 37 of the Zoning Code pertaining to Green Buildings. In addition to location, development density and proximity to mass transit, the building is being designed with features to reduce energy consumption and air pollution while enhancing the interior environment with natural daylight. In addition, the building is being

designed to promote water efficiency and mitigate heat loss. Office tenants will be encouraged to continue to build on the green initiatives of the base building by specifying green products and appliances.

Groundwater Conservation

888 Boylston is located within the Groundwater Conservation Overlay District. The Proponent will incorporate groundwater conservation system(s) for the Site in connection with 888 Boylston that may be located in Exeter Street and that is(are) acceptable to the Boston Water and Sewer Commission ("BWSC") and the Boston Groundwater Trust and that comply with the purposes and intent of Article 32 of the Code as determined by BWSC. The Proponent shall obtain a written determination from BWSC as to the acceptable groundwater conservation system(s) and shall submit a copy of such determination letter to the Authority and the Boston Groundwater Trust prior to the issuance of a Certification of Consistency for 888 Boylston. Accordingly, the Proponent shall not be required to obtain a conditional use permit from the Board of Appeal, and 888 Boylston shall be deemed in compliance with Article 32 of the Code.

Infrastructure Improvements

The provisions of Exhibit F, Section A to the Original Development Plan may be modified by a written determination issued by the Boston Water and Sewer Commission ("BWSC"), confirming that the work referred to therein has previously been completed or is no longer required or that alternative options have been implemented. Upon receipt of such written determination issued by BWSC, the Director may issue a Certificate of Consistency in connection with said infrastructure improvements.

IV. PDA NO. 37 USE BREAKDOWN AND PHASING PLAN AS IN EFFECT SUBSEQUENT TO AMENDMENT NO. 4

Since its initial adoption in 1990, the Development Plan for PDA No. 37 has been subject to a number of amendments and minor modifications, which are hereby incorporated by reference. With 888 Boylston and other areas constructed under Phases 1 through 6 of the Development Plan, a total of up to approximately 2,257,720 net new square feet have been or will be added to the Site of 1,116,222 SF since 1990 (including 19,085 SF in additions to buildings pre-existing in 1990, and taking into consideration additional Demolished and Reconstructed SF consisting of 13,773 SF which formerly was street level retail space pre-existing in 1990 and is now part of Phase 4a, all shown as "Net Additions and Deductions to Pre-1990 Buildings" space in the table below).

The approximate Use breakdown of the construction, as it has evolved since 1990, is summarized on the Table below:

Square Feet					
	Existing On-Site (as of 1990)	Demolished & Reconstructed (as of 1990)	Net Additions & Deductions to Pre-1990 Buildings (post-1990)	New Areas (including additions & deductions to Post-1990 Buildings)	<u>Total Areas</u>
Office Space	1,702,000	0	0	1,173,809 *	2,875,809 *
Retail and Community Service Space	467,000	(143,000)	(6,082) ¹	406,715 *	724,633 *
Housing Space	935,000	0	1,394 ²	370,322	1,306,716
Hotel	1,170,000	0	10,000 ³	160,931	1,340,931
Public Space	0	0	0	140,631	140,631
TOTAL	4,274,000	(143,000)	5,312	2,252,408	6,388,720

* This amount assumes that 888 Boylston will consist of approximately 362,000 SF of office area and approximately 40,000 SF of retail area. The office area of 888 Boylston may range from 302,000 SF to 362,000 SF and the retail area may range from 40,000 SF to 100,000 SF, as long as the 888 Boylston building does not exceed 422,052 SF, subject to modification during finalization of the plans in the course of the design review process.

Reference is made to certain existing areas in the Newbury Arcade (formerly known as the Fairfield Arcade), the Belvidere Arcade and the Fashion Court (formerly known as the Saks Court), which are currently common areas open to the public referred to as "Public Space" on the foregoing Table. A portion of such space adjacent to such retail stores containing restaurant tenants may be used by such tenants in order to provide for additional seating and food services areas and may be leased or licensed for such purposes to Prudential Center tenants or licensees.

Also, reference is made to the South Courtyard which is an open area open to the public referenced in Section IX of the Original Development Plan. The South Courtyard may be closed to the public from 2 PM on during four days per calendar year for use by the Massachusetts Convention Center Authority for the benefit of invitees attending conventions at the Hynes Convention Center.

¹ This amount includes (i) 7,691 SF constructed during renovations of Lord & Taylor and Saks Fifth Avenue; and (ii) 13,773 SF of street level retail space, existing in 1990, which will be demolished and reconstructed as part of Phase 4a.

² This amount represents additions made to the Gloucester residential building.

³ This amount represents additions made to the existing Sheraton Hotel.

The foregoing is intended to provide an overview of the initial uses of new construction included in the redevelopment of PDA No. 37 and is not intended to limit the Permitted Uses within PDA No. 37 as set forth in Exhibit C to the Original Development Plan.

The Phasing Plan as it has evolved since 1990 is summarized on the table below.

Phase	Major Buildings	Approx. GSF
1	111 Huntington/South Retail/ Retail—Pru Tower to Copley Square Entrance	1,062,532
2	Neighborhood Shopping Center	57,235
3	Belvidere Housing/West Retail	197,412
4a	888 Boylston/North Retail	422,052
4b and 5	Boylston Street Mixed Use Project (Hotel and Residences) and 1,000 SF for Boylston Arcade	513,177
Net Additions and Deductions to pre-1990 Buildings		5,312
TOTAL		2,257,720

V. MISCELLANEOUS

Development Review: The proposed modifications to the 888 Boylston project will be subject to review and approval by the Authority in accordance with its Development Review Procedures. The final specifications and plans, as approved by the Authority pursuant to the Development Review Procedures under Article 80 will be deemed to be consistent with this Development Plan. In the course of Development Review, changes may be made to the schematic drawings and plans; however, these changes may not exceed the FAR of 6 and the maximum height limitations permitted in Article 41, as amended by the proposed text amendment, and this Development Plan, nor may any proposed changes significantly alter the general appearance of the 888 Boylston project under the Development Plan.

Subsequent to completion of the Project, modifications which are determined by the BRA Director to be minor in nature will be eligible to receive a Certification of Consistency evidencing compliance and consistency with the Development Plan.

Separation of Portions of Site with PDA No. 37:

As set forth in Amendment Nos. 1 through 3, portions of the Site (referred to as the Sheraton Site, the Existing Residential Site, the Belvidere Residences Site and the BSMUP Site) have been separately sold and financed. Further, the Development Plan provides in Article XI (p. 19) that the Prudential Center may be “severed into several parcels”. Without limiting any provisions of the Development Plan as amended through Amendment No. 3 related to separation

of such portions of the Site from other portions thereof, the following shall apply to the 2002 Development and Commercial Site, as defined in Amendment No. 3, which includes 888 Boylston and the portions of the remainder of the Prudential Center owned as of the date hereof by affiliates of Boston Properties:

Separation of Portions of Site: The Proponent may designate and establish from time to time the boundaries of any sub-parcels ("**Sub-Parcels**") within the Site by written notification to the Director without further Authority action, provided that: (1) the applicable use and height requirements of this Development Plan with respect to each Sub-Parcel are met by the resulting Sub-Parcel; (2) the parking and loading requirements applicable to the uses on a Sub-Parcel are met either on such Sub-Parcel or on a different Sub-Parcel pursuant to an easement or lease; (3) the Project taken as a whole is consistent with the provisions of the Development Plan including FAR considered on the basis of the Site as a whole; and (4) the scope of the public benefits obligations required by the Development Plan and by other agreements entered into by the Proponent are not diminished and are complied with as applicable to each Sub-Parcel. The foregoing shall not affect or detract from any obligations applicable under the Development Plan or the Code, including Article 80C, relating to approvals of new construction or exterior changes.

Specifically with respect to Dimensional Regulations, in order to insure that the FAR of PDA No. 37 will not exceed the FAR of 6 permitted for the Site taken as a whole and that the height will not exceed the height permitted by Article 41-12(2), the Gross Floor Area of Phase 4a will not be permitted to exceed 422,052 SF, subject to modification during finalization of the plans in the course of the design review process, and the maximum building height shall not exceed 242 feet.⁴

Certifications of Consistency: Compliance of each Phase or Sub-Parcel may be determined on an individual basis rather than a Site-wide basis, and each building may be eligible to receive its own Certification of Consistency. The non-compliance of any building shall not affect the compliance of the other building within the Development Plan. Any Development Review with respect to each Phase or Sub-Parcel will be reviewed separately from the remainder of the Site.

Amendment of Plan: Any owner of a Sub-Parcel may seek amendment of this Development Plan as to such Sub-Parcel, in accordance with the procedures prescribed by the Zoning Code without the consent of the owner of the other Sub-Parcel(s). In the event that any such amendment to this Plan is proposed by an owner of a Sub-Parcel and is approved, then such amendment shall only be approved as an amendment to this Development Plan in order to insure that such Project will comply with this overall Plan.

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

⁴ All references to height shall be based on Substantial Accord as defined in Appendix C to Article 41.

SCHEDULE OF EXHIBITS:

EXHIBIT A Map Showing Location of 888 Boylston
EXHIBIT B Site Plan of 888 Boylston at various elevations

EXHIBIT A

Map Showing Location of 888 Boylston

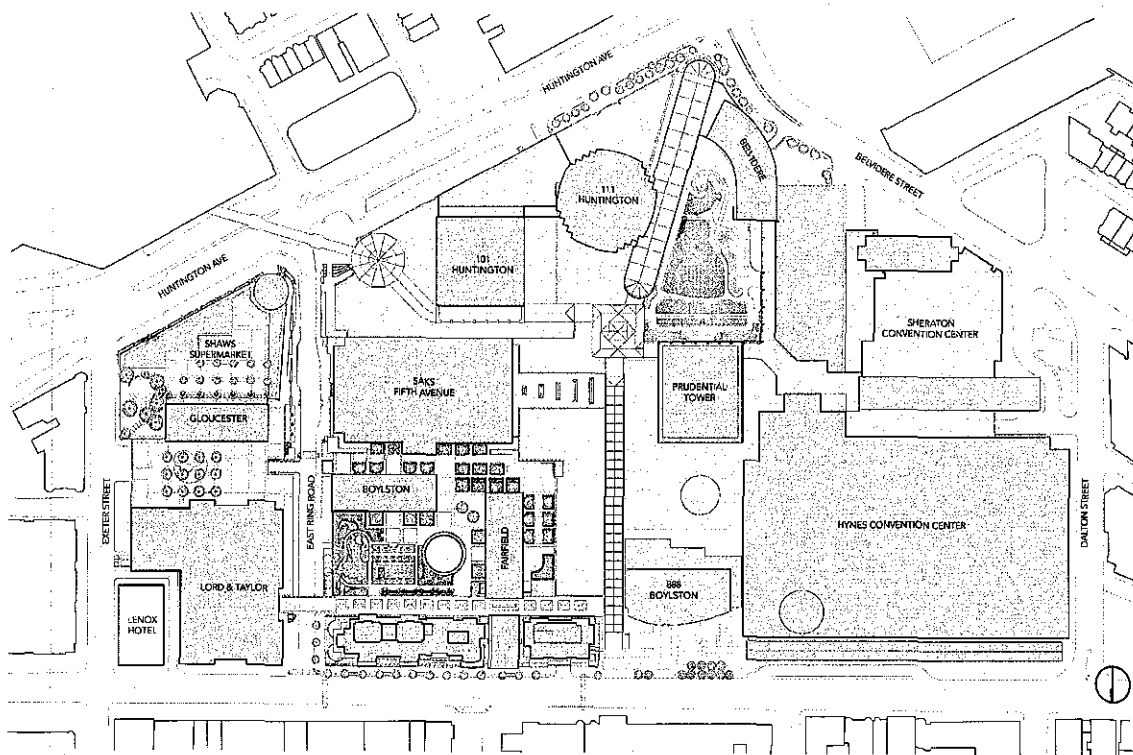


Exhibit A
888 Boylston within PDA #37 Prudential Center

EXHIBIT B

Site Plan of 888 Boylston at various elevations

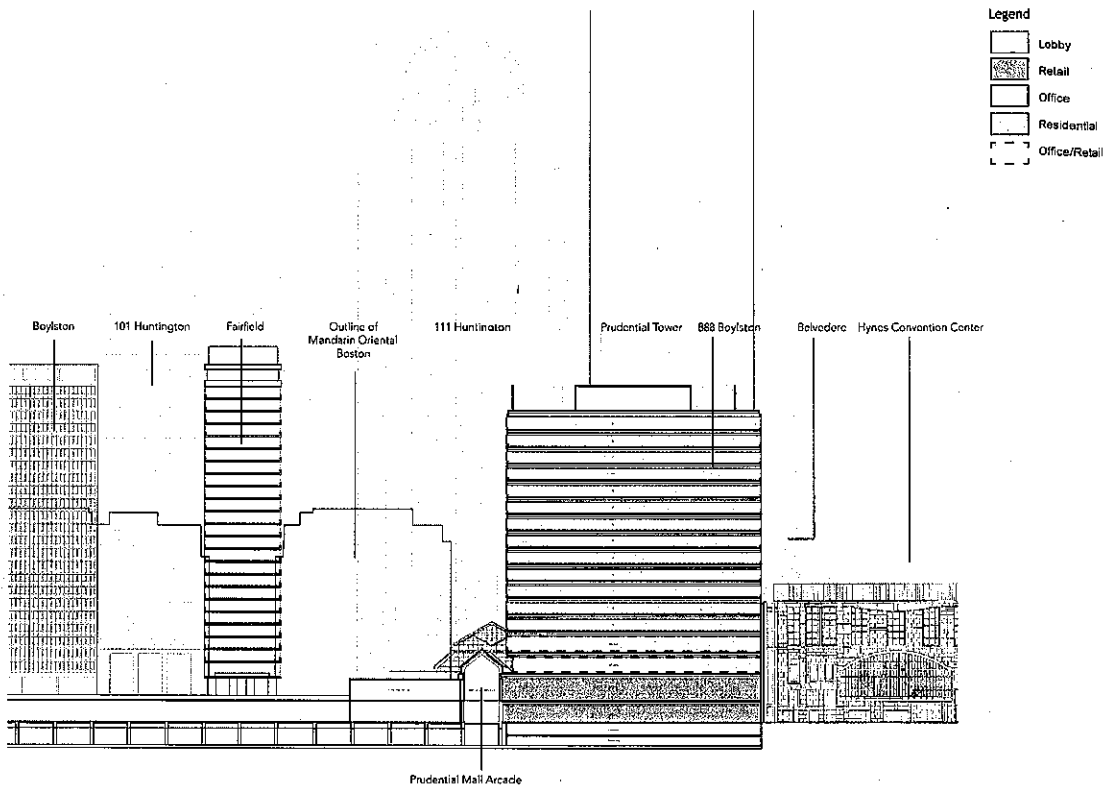


Exhibit B

BRA APPROVAL: 12/4/08
ZC APPROVAL: 1/7/09
EFFECTIVE: 1/7/09

**AMENDMENT NO. 5 TO DEVELOPMENT PLAN
AND
DEVELOPMENT IMPACT PROJECT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 37

PRUDENTIAL CENTER REDEVELOPMENT**

December 4, 2008

Pursuant to Section 3-1A, Section 41-14 and Article 80C of the Zoning Code of the City of Boston (the "**Zoning Code**"), this plan constitutes Amendment No. 5 to Development Plan and Development Impact Project Plan for Planned Development Area No. 37 ("**Amendment No. 5**").

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Pursuant to the authority vested in the Director under the Development Plan, modifications relating to the Project which were substantially consistent with the Development Plan were approved by the Director by letters dated March 24, 1999, February 18, 2000,

December 5, 2000, June 29, 2001, April 22, 2003, August 11, 2003, and January 21, 2005. Approvals related to design changes to improvements at the Prudential Center which pre-existed the Project were issued by the Director by letters dated March 10, 2005, June 1, 2005 and June 30, 2006 (The Original Development Plan, as amended by Amendments Nos. 1, 2, 3 and 4 and as effected by such modification letters, are referred to collectively as the "**Development Plan**").

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The Development Plan contemplates a six phase project for the redevelopment of the Site. Implementation of the Development Plan was begun in the early 1990s by The Prudential Insurance Company of America ("**Prudential**"), was continued in the late 1990s by Boston Properties, Inc. and its affiliated entities ("**Boston Properties**") and is on-going. Phases 1, 2, 3, 4b and 5 have been constructed. This Amendment relates to Phase 6.

II. AMENDMENT NO. 5 TO DEVELOPMENT PLAN AND DEVELOPMENT IMPACT PROJECT PLAN FOR PDA NO. 37

This Amendment No. 5 amends the existing Development Plan to approve a Development Plan for Phase 6, which was approved in 2002 only on a Master Plan level. The development component for Phase 6 will be a residential building with ground floor retail fronting on Exeter Street (the "**Exeter Residences**"). The remainder of the geographic area of Phase 6, which is located between East Ring Road and Exeter Street, includes the Lord & Taylor building, which was part of the improvements in existence prior to the adoption of the Original Development Plan.

The Development Plan is amended in the following respects. Section references and section titles set forth below shall refer to sections and section titles of the Original Development Plan. Other relevant Sections of the Development Plan shall be deemed modified in a consistent manner.

III. THE EXETER RESIDENCES

This Amendment approves the Exeter Residences to be developed as the development component of Phase 6.

I. DEVELOPER

Boston Properties has a business agreement with AvalonBay Communities, Inc., or its affiliated entities, to be the developer of the development component of Phase 6, the Exeter Residences.

The Phase 6 Architects are Elkus/Manfredi Architects, Ltd.

III. GENERAL DESCRIPTION OF PROPOSED PROJECT

This Amendment No. 5 proposes the addition of new housing in the remaining undeveloped area of the Site, thus completing the Project commenced in 1990.

The Exeter Residences will be a residential building 311 feet in height on Exeter Street anticipated to contain up to 188 residential units. The Exeter Residences will contain approximately 240,670 SF of residential space, along with approximately 1,330 SF of retail and common area, for a total of approximately 242,000 SF, subject to modification during finalization of the plans in the course of the design review process, and of which approximately 9,251 SF is existing retail space constructed prior to 1990 (as part of the Lord & Taylor building) which will be demolished and reconstructed as part of the Exeter Residences. The building will have a primary entrance on Exeter Street, a secondary entrance on the plaza level between Lord & Taylor and the Gloucester Building, and a third entrance accessed by the drop-off area under the plaza currently used for the Gloucester Building accessed via East Ring Road. Retail uses will be located on the ground level with frontage on Exeter Street.

IV. PHASING PLAN

The Exeter Residences will have an approximate start date in the fourth quarter of 2009 and an approximate finish date in the fourth quarter of 2011. Commencement and completion of the Project within the planned timetable will continue to be subject to continued market demand, the availability of construction labor and materials and stability in the larger economy. For the purpose of applying Section 5 of Chapter 665 of the Acts of 1956, as amended, the Exeter Residences will be subject to the Zoning Code as in effect on the date of the first issuance of a building permit for the Exeter Residences. Implementation of the remainder of the Development Plan shall continue to be subject to the Zoning Code as in effect as of the date determined by (i) Amendment No. 2 to the Development Plan, (ii) with respect to Phases 4b and 5, Amendment No. 3 to the Development Plan, and (iii) with respect to Phase 4a, Amendment No. 4 to the Development Plan.

V. PEDESTRIAN CIRCULATION PLAN

Pedestrian circulation will be improved as a result of the Project. The Exeter Residences will include street level retail space and a new, monumental stair and public elevator, which will provide a mid-block connection to the Prudential Center from Exeter and Blagden Streets, improving access between the Back Bay and Prudential Center.

VI. VEHICULAR CIRCULATION PLAN

Vehicular access to the parking area for the Exeter Residences will be through the existing Exeter Street Prudential Center Garage entrance. No changes to the existing access points into and out of the Prudential Center Garage are proposed in connection with the building.

VII. PARKING AND LOADING FACILITIES

The Exeter Residences will include the addition of up to 132 parking spaces through managed parking techniques and some reconfiguration of the existing residential garage nests within Prudential Center North Garage. Parking nests for the Exeter Residences' residents will be configured to allow immediate access from the Exeter Residences elevators. The parking ratio for the Exeter Residences will be not less than 0.7 parking spaces per new dwelling unit as required under Article 41 of the Zoning Code.

Loading services for the Exeter Residences will be provided via the existing Shaw's loading dock. Additionally, a new service elevator adjacent to the existing loading dock will be constructed as part of Phase 6. It will provide vertical transportation to the Blue level of the Prudential Center garage where services will travel horizontally in the garage and enter the Exeter Residences building where elevators provide access to the destination floor.

The total capacity of both garages (North and South) at the end of Phase 6 will be up to 4,229 parking spaces, which number may be adjusted downward if less than 188 units are developed at the Exeter Residences.

IX. IMPROVEMENTS TO OPEN SPACES AND STREETSCAPE

The streetscape of Exeter Street will be enlivened by the Exeter Residences which at the street level will contain retail frontage as well as a residential lobby. Streetscape improvements made in connection with the building will be consistent with the Boylston Street Master Plan.

X. FORM, DIMENSIONS AND APPEARANCE OF BUILDINGS

The dimensions of the Exeter Residences are as follows:

	<u>Maximum Building Height (ft)</u>	<u>Approx. Tower Area* (sq. ft.)</u>	<u>Typ. Floor** (sq. ft)</u>
Exeter Residences	311	240,670	9,100

* Excludes retail and public spaces at street and deck level

** Above a height of 125 feet; floor areas are larger below this height.

The Exeter Residences, with a maximum height of 311 feet, is an assemblage of discrete interlocking forms. The cast stone and glass base creates a pedestrian friendly street wall on Exeter Street that also visually anchors the tower. The tower above will be constructed of areas of textured pre-cast concrete, smooth metal panel and glass. The residential lobby entrance will contain a two-story reception and amenity area.

The street wall shall be built at the depth of approximately 8' from the curb line, or as otherwise approved during the BRA Design Review process. With respect to maximum floor plate, above the height of 155' the structure will have an average gross floor area per floor of no more than 9,100 SF and no single floor above 155' will exceed 10,500 SF. The residential lobby entrance area may have up to 50 feet of ground level street frontage. The final dimensions of street wall height, sky plane setbacks, maximum floor plate above 155' and the lobby entrance area will be determined during the BRA Design Review process, but in no event shall the maximum floor plate exceed 10,500 SF.

A map showing the location of the Exeter Residences within PDA No. 37 is attached as **Exhibit A**. Schematic plans, elevations and drawings showing the proposed location and dimensions of structures, landscaping and other site feature for the Exeter Residences are attached as **Exhibit B**.

XI. DEVELOPMENT REVIEW PROCEDURES

Zoning

Prudential Center is located within the Huntington Avenue Prudential Center District under Article 41 of the Zoning Code, except for a portion of Phase 6 outside the footprint of the Exeter Residences located on Boylston Street to the east of East Ring Road and containing the front portion of the Lord & Taylor Building which remains located in the B-8-120C-D District. The Exeter Residences is located entirely within the Huntington Avenue Prudential Center District and the D District overlay for PDA No. 37 as shown on Map 1D of the Zoning Code.

By text amendment to the Zoning Code adopted simultaneously with this Amendment, provisions of Article 41 have been amended pertaining to the Dimensional Regulations with respect to maximum height within a PDA.

The Exeter Residences shall be constructed in accordance with this Amendment No. 5. As so constructed, the Exeter Residences will be consistent with the requirements of Article 41, as so amended by the foregoing text amendment. The FAR of the Prudential Center Redevelopment Project after completion of the improvements approved under this Amendment No. 5 will be below the maximum of FAR 6 permitted under Article 41.

The Prudential Center is also located within the Groundwater Conservation Overlay District pursuant to Article 32 of the Zoning Code. The Proposed Project shall comply with Article 32 of the Code as set forth below.

In accordance with Section 80C-9 of the Code, consistency of the Exeter Residences with the Development Plan as modified by this Amendment No. 5 constitutes compliance with the dimensional, use and other requirements of the Code to the extent such requirements have been addressed in the Development Plan as modified by this Amendment No. 5.

XII. DEVELOPMENT IMPACT PROJECT CONTRIBUTION

DIP Contribution

Housing Linkage Payment

Calculation of Housing Linkage Payment: Phase 6 of the Project is estimated based upon the schematic plans to have the following estimated areas dedicated to Development Impact Uses, as defined in Article 80B-7 of the Code:

<u>Phase</u>	<u>Gross Floor Area Devoted to Development Impact Uses</u>	<u>Housing Linkage Payment</u>
6 (including pre-1990 demolished and reconstructed area)	1,330 sq. ft	\$ 10,467.10 **

** Payable at \$7.87 / sq. ft.

Housing Payment Dates:

The Housing Payment Dates for Phase 6 shall be as follows:

Phase 6	The date of issuance of an initial building permit for the Exeter Residences.
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Jobs Contribution:

Calculation of Jobs Payment: Phase 6 of the Project is estimated based upon the plans to date to have the following estimated areas dedicated to Development Impact Uses, as defined in Article 80B-7 of the Code:

<u>Phase</u>	<u>Gross Floor Area Devoted to Development Impact Uses</u>	<u>Jobs Payment</u>
6 (including pre-1990 demolished and reconstructed area)	1,330 sq. ft	\$ 2,088.10 **

** Payable at \$1.57 / sq. ft.

Jobs Payment Dates:

The Jobs Payment Dates shall be the same as the Housing Payment Dates.

Affordable Housing:

The Phase 6 Developer will exceed the requirements of the Mayor's Executive Order on Affordable Housing dated February 29, 2000, (as modified on February 3, 2005, May 16, 2006 and September 27, 2007) (the "**Executive Order**") and Article 41-14. To meet the objectives of creating Affordable Units, the number of units equivalent to approximately 27.65% percent of the number of total units developed at the Exeter Residences will be designated as Affordable Housing Units, through a combination of new onsite affordable housing construction and affordable restrictions at other residential buildings within the Prudential Center currently owned by the AvalonBay, as stipulated in an Affordable Housing Agreement to be executed between AvalonBay and the Authority in connection therewith.

Other Neighborhood and City-Wide Initiatives

In recognition of the impacts which the additional development will have on adjacent neighborhood and the City of Boston, the Phase 6 Developer will make a voluntarily contribution of \$302,500 for projects intended to maintain the vitality of the impacted neighborhoods and improve the quality of life in the city. The specific projects to be funded will be determined in consultation with the Prudential Project Advisory Committee ("**PruPAC**").

In addition, in recognition of the importance that Exeter Street has for the Prudential Center and the Back Bay, the Phase 6 Developer will make a voluntary contribution of \$200,000, to be used for future or ongoing Exeter Street Improvement projects.

XIII. ADDITIONAL PUBLIC BENEFITS

Green Building Design

The Exeter Residences will comply with Article 37 of the Zoning Code pertaining to Green Buildings. In addition to location, development density and proximity to mass transit, the building is being designed with features to reduce energy consumption and air pollution while enhancing the interior environment with natural daylight. In addition, the building is being designed to promote water efficiency and mitigate heat loss.

Groundwater Conservation

The Exeter Residences is located within the Groundwater Conservation Overlay District. The Proponent will incorporate groundwater conservation system(s) for the Site that is(are) acceptable to the Boston Water and Sewer Commission ("BWSC") and the Boston Groundwater Trust and that comply with the purposes and intent of Article 32 of the Code as determined by BWSC. The Proponent shall obtain a written determination from BWSC as to the acceptable groundwater conservation system(s) and shall submit a copy of such determination letter to the Authority and the Boston Groundwater Trust prior to the issuance of a Certification of Consistency for the Exeter Residences. Accordingly, the Proponent shall not be required to obtain a conditional use permit from the Board of Appeal, and the Exeter Residences shall be deemed in compliance with Article 32 of the Code.

IV. PDA NO. 37 USE BREAKDOWN AND PHASING PLAN AS IN EFFECT SUBSEQUENT TO AMENDMENT NO. 5

Since its initial adoption in 1990, the Development Plan for PDA No. 37 has been subject to a number of amendments and minor modifications, which are hereby incorporated by reference. With the Exeter Residences and other areas constructed under Phases 1 through 6 of the Development Plan, a total of up to approximately 2,490,469 net new square feet have been or will be added to the Site of 1,116,222 SF since 1990 (including 19,085 SF in additions to buildings pre-existing in 1990, and taking into consideration additional Demolished and Reconstructed SF consisting of 9,251 SF which formerly was part of the Lord & Taylor premises and is now part of the Exeter Residences and 13,773 SF which formerly was street level retail space pre-existing in 1990 and is now part of Phase 4a, all shown as "Net Additions and Deductions to Pre-1990 Buildings" space in the table below).

The approximate Use breakdown of the construction, as it has evolved since 1990, is summarized on the Table below:

Square Feet					
	Existing On-Site (as of 1990)	Demolished & Reconstructed (as of 1990)	Net Additions & Deductions to Pre-1990 Buildings (post-1990)	New Areas (including additions & deductions to Post-1990 Buildings)	Total Areas
Office Space	1,702,000	0	0	1,173,809 *	2,875,809 *
Retail and Community Service Space	467,000	(143,000)	(15,333) ¹	408,045 *	716,712 *
Housing Space	935,000	0	1,394 ²	610,992	1,547,386
Hotel	1,170,000	0	10,000 ³	160,931	1,340,931
Public Space	0	0	0	140,631	140,631
TOTAL	4,274,000	(143,000)	(3,939)	2,494,408	6,621,469

* This amount assumes that 888 Boylston will consist of approximately 362,000 SF of office area and approximately 40,000 SF of retail area.

The foregoing is intended to provide an overview of the initial uses of new construction included in the redevelopment of PDA No. 37 and is not intended to limit the Permitted Uses within PDA No. 37 as set forth in Exhibit C to the Original Development Plan.

The Phasing Plan as it has evolved since 1990 is summarized on the table below.

Phase	Major Buildings	Approx. GSF
1	111 Huntington/South Retail/ Retail—Pru Tower to Copley Square Entrance	1,062,532
2	Neighborhood Shopping Center	57,235
3	Belvidere Housing/West Retail	197,412

¹ This amount includes (i) 7,691 SF constructed during renovations of Lord & Taylor and Saks Fifth Avenue; (ii) (9,251 SF), formerly part of the Lord & Taylor premises, which will be demolished and reconstructed as part of the Exeter Residences, and (iii) 13,773 SF of street level retail space, existing in 1990, which will be demolished and reconstructed as part of Phase 4a.

² This amount represents additions made to the Gloucester residential building.

³ This amount represents additions made to the existing Sheraton Hotel.

Phase	Major Buildings	Approx. GSF
4a	888 Boylston/North Retail	422,052
4b and 5	Boylston Street Mixed Use Project (Hotel and Residences) and 1,000 SF for Boylston Arcade	513,177
6	Exeter Residences	242,000
Net Additions and Deductions to pre-1990 Buildings		(3,939)
TOTAL		2,490,469

V. MISCELLANEOUS

Development Review: The proposed Exeter Residences will be subject to review and approval by the Authority in accordance with its Development Review Procedures. The final specifications and plans, as approved by the Authority pursuant to the Development Review Procedures under Article 80 will be deemed to be consistent with this Development Plan. In the course of Development Review, changes may be made to the schematic drawings and plans; however, these changes may not exceed the FAR of 6 and the maximum height limitations permitted in Article 41, as amended by the proposed text amendment, and this Development Plan, nor may any proposed changes significantly alter the general appearance of the Exeter Residences under the Development Plan.

Subsequent to completion of the Project, modifications which are determined by the BRA Director to be minor in nature will be eligible to receive a Certification of Consistency evidencing compliance and consistency with the Development Plan.

Specifically with respect to Dimensional Regulations, in order to insure that the FAR of PDA No. 37 will not exceed the FAR of 6 permitted for the Site taken as a whole and that the height will not exceed the height permitted by Article 41-12(2), the Gross Floor Area of the Exeter Residences building will not be permitted to exceed 242,000 SF, subject to modification during finalization of the plans in the course of the design review process, and the maximum building height shall not exceed 311 feet.⁴

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

⁴ All references to height shall be based on Substantial Accord as defined in Appendix C to Article 41.

SCHEDULE OF EXHIBITS:

EXHIBIT A
EXHIBIT B

Map Showing Location of Exeter Residences
Site Plan of Exeter Residences at various elevations

EXHIBIT A

Map Showing Location of Exeter Residences

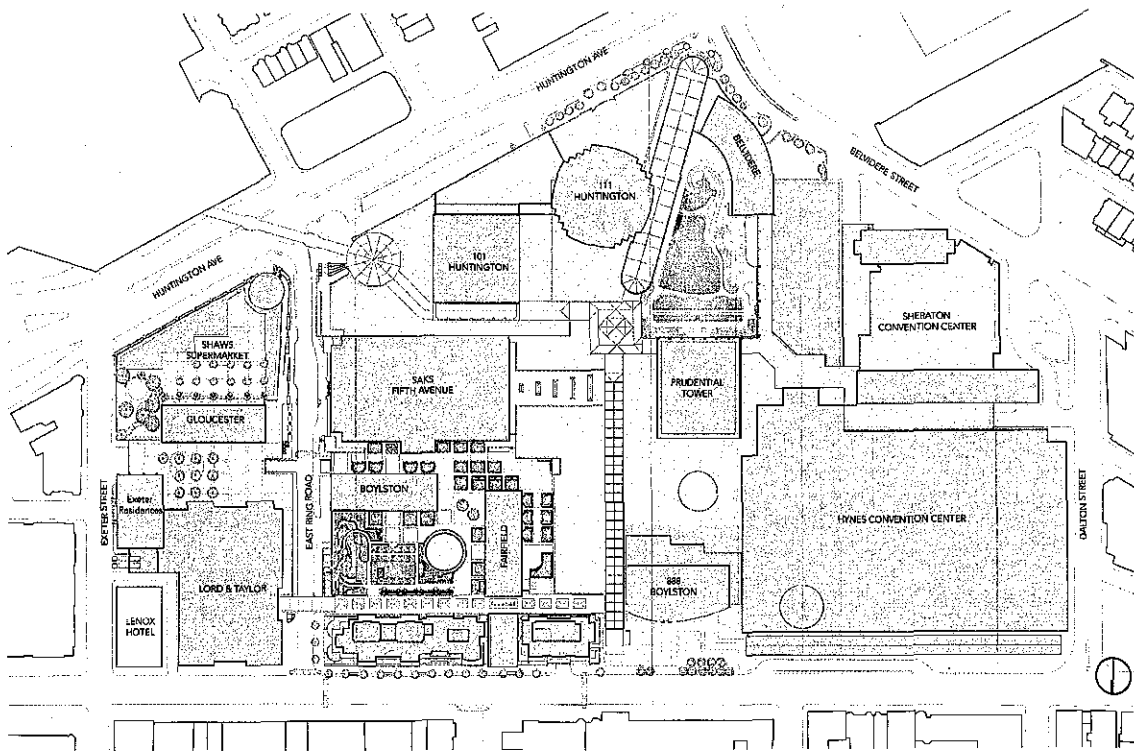


Exhibit A

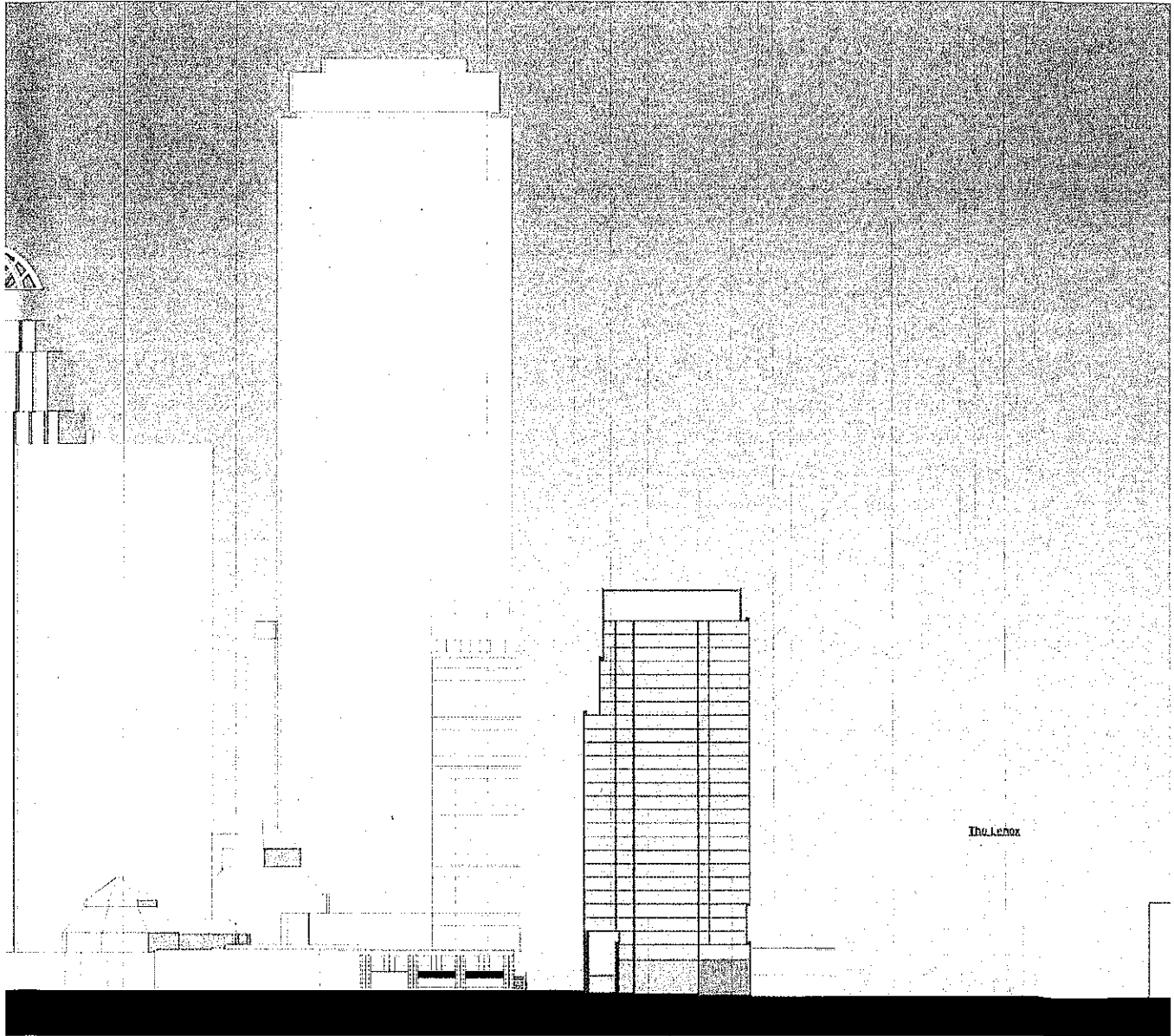
Exeter Residences within PDA #37 Prudential Center

EXHIBIT B

Site Plan of Exeter Residences at various elevations

EXHIBIT B

Site Plan of Exeter Residences at various elevations






-  Retail
-  Lobby
-  Residential

Figure
Exeter Residences - Building Section

Exeter Residences

AvalonBay
COMMUNITIES, INC.

B Boston Properties

Fourth Amendment to Planned Development
Area No. 37 (Prudential Center Redevelopment)

Boston Redevelopment Authority on behalf of
BP Prucenter Acquisition LLC

FOURTH AMENDMENT TO THE DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 37, PRUDENTIAL CENTER REDEVELOPMENT

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Fourth Development Plan Amendment to Planned Development Area No. 37 dated December 4, 2008, and approved by the Boston Redevelopment Authority on December 4, 2008.

Said Fourth Development Plan Amendment amends the Development Plan and Development Impact Project Plan for the Prudential Center Redevelopment Project approved by the Authority on January 18, 1990, and approved by the Zoning Commission on February 22, 1990, effective March 20, 1990.

Planned Development Area No. 37 was originally 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, as amended by 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, as further amended by Amendment No. 2, approved by the Authority on August 18, 1998 and September 29, 1998, and approved by the Zoning Commission on October 21, 1998, effective October 23, 1998, as further amended by Amendment No. 3, approved by the Authority on May 9, 2002 and approved by the Zoning Commission on July 24, 2002, effective July 26, 2002.

Fourth Amendment to Planned Development Area No. 37, Prudential Center
Redevelopment

Robert Jordan

Chairman

James C. Clark

Vice Chairman

James J. Brayton

Ray Hurley

Julie Statten

Abel S. Man

Mary P. Perry

M. M.

In Zoning Commission

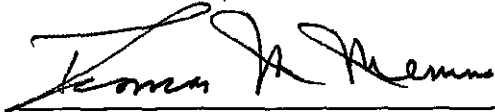
Adopted: January 7, 2009

Attest:

Joseph H. Houghton

Secretary

Fourth Amendment to Planned Development Area No. 37, Prudential Center
Redevelopment

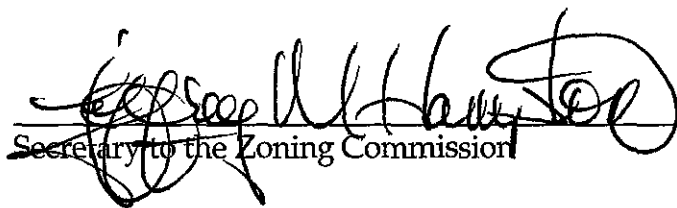


Mayor, City of Boston

Date: 1/7/09

The foregoing Fourth Amendment to Planned Development Area No. 37, Prudential Center Redevelopment, was presented to the Mayor on JANUARY 7, 2009, and was signed by him on JANUARY 7, 2009, whereupon it became effective on JANUARY 7, 2009, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission