

BRA Approval: Jan. 18, 1990
ZC " Feb. 22, 1990
effective: Mar. 20, 1990

DEVELOPMENT PLAN AND
DEVELOPMENT IMPACT PROJECT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 37
PRUDENTIAL CENTER REDEVELOPMENT

TABLE OF CONTENTS

	<u>Page</u>
I Developer	2
II Site Description	3
III General Description of Proposed Project	5
IV Phasing Plan	7
V Pedestrian Circulation Plan	8
VI Vehicular Circulation Plan	9
VII Parking and Loading Facilities	11
VIII Access to Public Transportation	13
IX Improvements to Open Spaces and Streetscapes	14
X Form, Dimensions, and Appearances of Buildings	16
XI Development Review Procedures	18
XII Development Impact Project Contributions	20
XIII Additional Public Benefits	21
Exhibit A - Legal Description	
Exhibit B - List of Drawings	
Exhibit C - List of Permitted Uses	
Exhibit D - Calculation of Linkage Payments	
Exhibit E - List of Public Benefit Projects	
Exhibit F - Infrastructure Improvements	

DEVELOPMENT PLAN
AND
DEVELOPMENT IMPACT PROJECT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 37
PRUDENTIAL CENTER REDEVELOPMENT
JANUARY 18, 1990

I. DEVELOPER

The developer of the project is The Prudential Insurance Company of America, a New Jersey corporation.

The business address, telephone number and designated contract for the developer are:

The Prudential Insurance Company of America
Suite 4800, Prudential Tower
800 Boylston Street
Boston, MA 02199
(617) 236-3867

Contact persons:

Robert J. Walsh, Vice President
Gregory P. Winter, Project Manager

In addition to owning Prudential Center, the developer currently has a 50 percent interest in the office structure at One Federal Street and owns the office structure at One Beacon Street in Boston.

The planners and architects for the site are as follows:

Planning Consultants:

Carr, Lynch, Hack and Sandell
1385 Cambridge Street
Cambridge, MA 02139

Coordinating Architects:

Sikes, Jennings, Kelly and Brewer
Suite 270
Prudential Center
800 Boylston Street
Boston, MA 02119

Phase I Architects
 Childs Bertman Tseckares & Casendino, Inc.
 306 Dartmouth Street
 Boston, MA 02116

II. SITE DESCRIPTION

The site encompasses the area occupied by the current Prudential Center, wholly owned by The Prudential Insurance Company of America, as evidenced by Certificate of Title #64667. The site is 1,080,211 sq.ft., or approximately 24.8 acres. It is generally bounded by Boylston Street on the north, Exeter Street on the east, Huntington Avenue on the south, and Belvidere Street and Dalton Street on the west, excluding the properties within those boundaries which are owned by the Massachusetts Convention Center Authority and the Lenox Hotel. A property map is included as drawing DP-1 and the boundaries are more particularly described in Exhibit A, attached hereto. Permanent easements have been granted across the site to the Massachusetts Turnpike Authority and to the Boston and Albany Railroad (succeeded by Conrail).

The entire site owned by The Prudential Insurance Company of America is proposed to be included in PDA No. 37.

The site currently contains approximately 4.3 million sq.ft. of space, as shown on drawing DP-2, consisting of:

	sq.ft. (000)*	height**
Offices		
Prudential Tower	1,132	743
101 Huntington Offices	570	371
Retail Uses	467	varies
Hotel (1,200 rooms)	1,170	302
Apartments (781 units)		
Boylston Apartments	315	275
Fairfield Apartments	315	275
Gloucester Apartments	<u>305</u>	297
TOTAL	4,274	

* All building areas in this Plan are indicated in terms of "gross floor area" consistent with Section 2-1(21) of the Boston Zoning Code as in effect on November 1, 1989. Excluded from floor area calculations are parking areas located below deck or plaza level.

** All building heights in this Plan are expressed consistent with Section 2-1(23) of the Boston Zoning Code, as amended through May 22, 1989.

Not included in the floor areas above is a portion of the original Prudential Center site, which contained approximately 65,000 sq.ft. of retail uses as well as parking spaces, which was taken by eminent domain in 1984 for expansion for the Hynes Convention Center.

In addition, the site currently contains 3,028 parking spaces, located in an enclosed three level garage which covers much of the site. The main pedestrian level of the complex is currently located approximately 20 feet above the average elevations of Boylston Street and Huntington Avenue. There are three private ways on the site: North Ring Road (which is discontinuous as a result of the expansion of the Hynes Convention Center out toward Boylston Street), East Ring Road and South Ring Road.

Over the years, a number of the original features of the Prudential Center have proven to be problems, which the Development Plan seeks to remedy. These problems include:

- o a lack of continuity with surrounding development, and the absence of street level activity along Huntington Avenue and Boylston Street.
- o poorly defined entrances and stairways, poor connections to Copley Place, and difficult handicapped access.
- o high winds in pedestrian plazas, the absence of sunlight in the North Plaza, and unheated pedestrian passageways.
- o poor differentiation between public circulation routes and leased spaces such as in the lobbies of office structures where main pedestrian ways pass through elevator lobbies.
- o large areas of unusable outdoor space, frequently cut up by roadways or level transitions, and often located in places that are unlikely to be used.
- o a retail layout which is one-sided and not sufficiently concentrated to support effective retailing.
- o undersized community retailing areas, such as the current supermarket.
- o underuse of the site, particularly on its perimeter.
- o poor relationships of built forms to their surroundings, such as the absence of buildings framing the east end of

the Christian Science Plaza and the lack of definition of street walls along Boylston Street and Huntington Avenue.

III. GENERAL DESCRIPTION OF PROPOSED PROJECT

The Development Plan proposes the addition of new offices, retail spaces and housing to the site through selective redevelopment of existing areas and the creation of new structures. The location and form of structures shall generally conform to the site plan of the proposed development included as drawing DP-3 in Exhibit B.

Existing Structures to Remain

The Development Plan proposes the retention of the existing multi-story structures on the site:

- o The Prudential Tower will be retained, with its lobby reconfigured to integrate it into the new complex.
- o The 101 Huntington office building will be retained, with its lobby reconfigured to integrate it into the new complex.
- o The Sheraton Boston Hotel and Towers will be retained in its current form.
- o The Saks Fifth Avenue and Lord & Taylor stores will be retained with changes to entrances to integrate them into the new complex.
- o The Fairfield, Boylston and Gloucester apartments will be retained, with their ground level, plaza and mezzanine levels reconfigured to integrate them with the new complex.

All of the retail spaces on the site, with the exception of the Boston Edison space, will be demolished, as will portions of the parking structures, to create sites for new buildings. A number of the ramps to the parking garage will be removed and replaced by new or expanded entrances. The outbound entrances to the Prudential Green Line Station on Huntington Avenue will be replaced by new entrances integrated with the design of the complex.

Development Program

A total of 1,834,000 net new sq.ft. will be added to the site. In addition, 143,000 sq.ft. of existing retail space will be demolished and reconstructed. The breakdown by use is as follows:

PRUPLAN.RPT

Square Feet (000)

	<u>Existing On-Site</u>	<u>Demo- lished</u>	<u>Recon- structed</u>	<u>New Areas</u>	<u>Total After</u>
Office Space	1,702	0	0	991	2,693
Retail and Community Services Space	467	143	143	263	730
Housing Space	935	0	0	422	1,357
Hotel	1,170	0	0	0	1,170
Public Space*	0	0	0	158	158
	-----	-----	-----	-----	-----
TOTAL	4,274	143	143	1,834	6,108

* None of the current public space is fully enclosed

In addition to these areas, existing garage and service areas totalling approximately 300,000 sq.ft. will be demolished to create sites for new construction and will be replaced by an approximately equal area of garage and service spaces on levels below the new structures.

A number of community service spaces will be included on the site. These include two child care centers (7,000 and 7,800 sq.ft.), a chapel (3,600 sq.ft.), and space for the Greater Boston Convention and Visitors Bureau (8,000 sq.ft.).

Drawings DP-4 through DP-8 in Exhibit B indicate the plans for the basement, street, mezzanine, deck and typical upper floor levels, and construction shall generally conform to these plans.

Two new office structures will be constructed on the site: a 36-story structure on Huntington Avenue and an 11-story structure on Boylston Street. A new 11-story housing structure will be constructed on Belvidere Street, and two new housing structures, each 11 stories, will be build on Boylston Street. New retail spaces will be located at both the main pedestrian level and at street level along Huntington Avenue, Belvidere Street and Boylston Street. A new neighborhood shopping area, containing an enlarged supermarket and other shops intended to serve residents of adjacent neighborhoods, will be constructed to front on East Ring Road and Huntington Avenue.

PRUPLAN.RPT

Pedestrian passageways will be reconstructed on the site to provide weather protected and heated ways between the main destinations -- from the Copley Place bridge to the south entrance of the Hynes Convention Center, and between Boylston Street and the corner of Huntington Avenue and Belvidere Street. Secondary indoor pedestrian ways will connect to a new street level entrance on Belvidere Street at the end of the Christian Science Plaza, and will provide an indoor link at the deck level between the main retail areas of the complex and the Lord & Taylor store. Pedestrian passageways will be designed to provide direct access through the site on a twenty-four hour basis. These *passageways will be lined with active uses, such as retail stores, will have streetwalls generally 1 1/2 stories in height, and will be finished in a manner consistent with the high quality of materials utilized in the Center's buildings. The roof of these passageways will be structured of light, steel trusses and glazed to the maximum extent possible as permitted by the State Building Code. The roof will rise from the top of the streetwall to heights of 45 feet and greater. A series of generous indoor public spaces will be provided at the entrances to the complex and at nodes on the passageway system, to become the focus for programmed and spontaneous activity at Prudential Center. Each space will have a distinct character and activities. A direct indoor connection will be provided to the Prudential Green Line subway station.

Sidewalks on both Boylston Street and Huntington Avenue will be reconstructed generally following the streetscape guidelines for the two streets. Outdoor sidewalks will also be reconstructed on Belvidere, East Ring Road and Exeter Street, and all open spaces on the site will be renovated to improve the urban environment.

Permitted Uses

The list of permitted uses on the site is included in Exhibit C, attached hereto.

IV. PHASING PLAN

The redevelopment of the site will proceed generally from the south side of the site to the north side, as a continuous construction process. However, the project will be broken into a series of discrete construction phases in order to minimize the disruption to existing activities on the site. Throughout the process the center will need to continue to function, albeit with some temporary dislocation of activities. Key pedestrian flows will be maintained; in particular the north-south route from Boylston Street to Huntington Avenue and the east-west route from Copley Place to the east entrance of the Sheraton Boston Hotel. The two garages will continue to function, although some current

PRUPLAN.RPT

parkers will need to be relocated if their current areas are in the path of construction, and permanent or temporary loading docks will be maintained to all functioning areas. The phasing plan is designed to ensure that important services, such as the supermarket currently located on Boylston Street, are maintained until replacement facilities are in place.

Completion of the project within the planned timetable noted above will depend upon continued market demand for the uses included, the availability of construction labor and materials, and stability in the larger economy. Portions of a single phase may be constructed in sub-phases in accordance with these considerations. So long as construction on any phase or sub-phase commences within two years of the dates set forth in Table 1, the issuance of the first permit for the project 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. Delays arising from litigation challenging project permits or approvals or similar proceedings brought against or affecting the project or the Developer shall extend the schedule for a period equal to the delay.

The phasing plan, shown on drawing DP-23, is summarized on Table 1.

V. PEDESTRIAN CIRCULATION PLAN

Pedestrian ways serve as the main structure of the site, providing access between adjacent districts of the city and connecting the main destinations on and off the site. The primary indoor pedestrian routes are designed to be accessible and secure 24 hours a day, with secondary routes open during retail business hours. Areas requiring security during evening hours, such as the lobbies of office and residential structures, have been separated from public pedestrian ways. Drawing DP-11 indicates the indoor and outdoor pedestrian passageways and indicates the hours they will be maintained open to the public.

The major north-south and east-west public pedestrian ways will be a minimum of 27 feet in width and will be two stories in height to give them the scale of urban arcades. Wherever they do not pass under the structures, the roof will be glazed to the maximum extent possible, as permitted by codes. At intersections, the pedestrian areas will be expanded to become major indoor plazas. Public seating will be provided in these indoor plazas. From the Center Court to the Huntington Avenue/Belvidere Street corner, the pedestrian way will have an expanded width of approximately 60 feet, to become a linear landscaped indoor park.

TABLE 1

The phasing plan, shown in DP-23, is summarized on Table 1 as follows:

PHASE	MAJOR BUILDINGS	APPROX. GSF	APPROX. START	APPROX. FINISH	IMPROVEMENTS	OPEN SPACES AND PEDESTRIAN WAYS	STREETSCAPE	OTHER
1a	Huntington Offices/ South Retail	814	1990	1993	Eliminate South Ring Road New Huntington Entrances to Garage, Widen Huntington Ave.	North-South Passageway from Northern edge of tower	Huntington Ave., East Ring Road to Belvidere Street	Childcare #1
1b	Retail- to Pru Tower to Copley Place Entrance	152	1990	1992		Central Court; East-West passage to Copley Place Entrance; Southward Copley Entrance; West side East Ring Road Huntington to Saks		
2	Neighborhood Shopping Area	53	1990	1992	New Exeter Street Loading Area	Gloucester Courtyard Rooftop Open space arcade East Ring Road	Huntington Avenue Exeter to East Ring Road (East side) of East Ring Road	Childcare #2
3	Belvidere Housing West Retail	179	1992	1994	Widen Belvidere Street	South Courtyard	Belvidere Street	Convention and Visitor Bureau
4a	Boylston Offices/ North Retail	257	1992	1995	Eliminate North Ring Road	Boylston Entry Plaza	Boylston-across face of phase	
4b	West Boylston Housing and Retail	157	1992	1995		North - South passageway from Central Court Northward		Chapel
5	East Boylston Housing and Retail	214	1995	1997	New Boylston Garage Entry	East - West Passageway to Lord & Taylor; Residential Courtyard East - West	Balance of Boylston Street	

Outdoor pedestrian ways will also be improved and reconfigured. East Ring Road will be reconstructed as a major pedestrian street with walkways on each side during Phase 2. Along the face of the neighborhood shopping area, a covered arcade will provide protection for pedestrians. The South Plaza will be kept open for public use with access available to the extent that is reasonable during the construction of Phases 1 and 3.

VI. VEHICULAR CIRCULATION PLAN

The principal access to and from the site shall be from Boylston Street, East Ring Road, Exeter Street, Huntington Avenue, Belvidere Street and Dalton Street as indicated on drawing DP-12 in Exhibit B. In order to facilitate the flow of traffic in the area of the site, a number of changes will be made to the bordering streets, including the following:

- o South Ring Road will be eliminated and Huntington Avenue will be widened by one lane from the mouth of the Massachusetts Turnpike exit westward to Belvidere Street to accommodate the increased traffic. (Phase 1)
- o Huntington Avenue will be narrowed by approximately 6 feet between East Ring Road and Exeter Street to provide for landscaping along the street, while maintaining three moving lanes and left and right turn lanes. (Phase 2)
- o Belvidere Street will be widened by one lane in the northbound direction from the Huntington Avenue intersection to Dalton Street. (Phase 3)
- o Traffic signals will be modified at the Huntington Avenue intersections with West Newton Street, Belvidere Street and East Ring Road. (Phases 1, 2 and 3)
- o Traffic exiting the Prudential Garage onto Belvidere during evening peak hours will be restricted to making right turns to lessen the flow of automobiles onto Huntington Avenue and West Newton Street. (Phase 3)
- o North Ring Road will be eliminated and new entrances will be created to the garage from Boylston Street. (Phase 4)
- o Curb lane parking on the south side of Boylston Street will be removed to improve flows of traffic at East Ring Road and at the new garage entrance. (Phase 4)

Each of these improvements will be constructed at the time that development occurs on adjacent sites, as noted. With these changes, streets surrounding the site are expected to be able to

handle the increased flows projected as a result of background growth of traffic and new development at Prudential Center.

Access Locations

New development on the north and south sides of the site will require reconfiguration of the pattern of entrances and exits to the garages and service areas on the site. Service areas will also be expanded commensurate with the new development. Exits and entrances will be provided in the following locations:

- o Boylston Street service entrance/exit -- located between Gloucester and Fairfield Streets, this current access point will be maintained.
- o Boylston Street garage entrance/exit -- a new entrance will be created to serve the mezzanine and basement levels of the parking garage, located to the east of Fairfield Street. (Phase 5)
- o East Ring Road apartment access roads -- current access driveways will be maintained to the Fairfield/Boylston apartments and the Gloucester apartments and their associated parking at the mezzanine level.
- o Boylston apartment loading area -- this facility will be maintained in its current location on East Ring Road.
- o Exeter/Lord & Taylor loading area -- this facility will be maintained in its current location.
- o Exeter Street garage entrance/exit - this access point to the street and basement levels of the parking garage will be maintained.
- o Exeter Street apartment and shopping area loading area -- a new loading area will be created on Exeter Street between Blagden Street and Huntington Avenue. (Phase 2)
- o Huntington Avenue/East Ring Road garage entrance/exit -- this current exit will be reconfigured and expanded to become the major access to the mezzanine level of the garage from Huntington Avenue. The entrance will be widened and connected directly to Huntington Avenue, necessitating further decking over the Massachusetts Turnpike exit ramp. (Phase 1)
- o Huntington Avenue garage entrance and service entrance/exit -- this current access location will be reconfigured to separate autos and trucks entering the South Garage from the Massachusetts Turnpike ramp from

trucks entering or exiting from Huntington Avenue. Exiting traffic from this location will be limited to service trucks. (Phase 1)

- o Belvidere Street garage exit and service entrance/exit -- this access point will continue to function as it does today. However, vehicles will be restricted to making right turns when exiting the garage during evening peak hours. (Phase 3)
- o The Sheraton Boston dropoff -- this access point will remain in use as it is currently.
- o Dalton Street garage entrance/exit -- this access point will continue to function as it does today.

VII. PARKING AND LOADING FACILITIES

A Transportation Access Plan will be implemented in part to reduce parking demands and to ensure that loading facilities are used efficiently. Drawings DP-13, DP-4, DP-5, and DP-6 attached hereto, indicate the plans for each of the parking levels; the drawings also indicate the location and size of loading areas.

Parking Plan

The North and South Garages, each three levels, currently accommodate a total of 3,028 automobiles, all in self-park configurations. Five areas are currently cordoned off for reserve use; the apartments parking area on the basement level, apartments parking areas at the mezzanine level adjacent to the three apartment structures; the Sheraton Boston area on the basement level; and the reserved parking area on the street level. Two additional areas -- adjacent to the garage entrances to Lord & Taylor and Saks Fifth Avenue -- are currently withheld from use until after 9:30 a.m. to ensure that spaces are available for shoppers. The balance of the parking spaces are available for hourly and monthly parkers.

The two garages will remain approximately the same physical size after redevelopment as at present. Through management changes the capacity of the two garages will be increased to a total of 3,828 spaces, largely the result of converting self-park areas into attended stacked, tandem and valet parking areas. The capacity of the garages will be as follows:

	<u>Current Capacity</u>	<u>Future Capacity</u>
<u>NORTH GARAGE</u>		
Reserved	502	928
Public & Tenant Parking*		
Self Park	751	421
Attendant & Valet**	<u>0</u>	<u>250</u>
TOTAL	1,253	1,599
<u>SOUTH GARAGE</u>		
Reserved	206	389
Public & Tenant Parking*		
Self Park	1,569	680
Attendant & Valet**	0	1,160
TOTAL	<u>1,775</u>	<u>2,229</u>
TOTAL BOTH GARAGES	<u>3,028</u>	<u>3,828</u>

* Includes all parking in undesignated spaces available to tenants of space at Prudential Center and to the general public on an hourly basis.

** With attendant parking, vehicles may be parked two or three deep by their occupants or an attendant and moved, if necessary, by staff to allow drivers of blocked cars to leave. With valet parking, staff take cars from their owners from a drop off point, park them and return them on call.

The increase in capacity of the garages will coincide with the occupancy of individual phases of the project. At the completion of each phase, the garage capacity will be, as follows:

<u>Phase</u>	<u>Garage Capacity</u>
1	3,535
2	3,560
3	3,660
4	3,735
5	3,828

Flexibility will be needed in the management of parking areas to allow parking spaces to be taken out of public use during the construction period for use as staging areas or for construction vehicles. Thus, management changes will generally be made at the beginning of each phase, although full capacity for public use will only be achieved upon completion of the phase noted.

Loading Areas

Existing loading areas will be expanded to serve the additional lease space to be constructed on the site and one new service area will be created on Exeter Street as follows:

	<u>Existing</u> <u>Load-</u> <u>ing</u>	<u>Bays</u> <u>Dump-</u> <u>sters</u>	<u>Future</u> <u>Load-</u> <u>ing</u>	<u>Bays</u> <u>Dump-</u> <u>sters</u>
Boylston	5	2	10	5
Exeter/Lord & Taylor	2	1	2	1
Exeter/Local Shopping	-	-	3	1
Boylston Apts./ East Ring Road	1	0	1	0
Huntington	6	2	8	5
Belvidere	<u>11</u>	<u>2</u>	<u>13</u>	<u>4</u>
TOTAL	25	7	37	16

The new loading area on Exeter Street to be constructed during Phase 2 will be carefully designed to minimize traffic disruption on the street and noise transmission to the Gloucester apartments and adjacent properties. The loading area will be fitted with a turntable to allow vehicles to enter and leave the loading area without backing up. An electronically controlled automatic operating roll-down door will minimize sound transmission from the dock as well as screen operations from views at the pedestrian level. The dock will have a roof so that it is fully enclosed.

VIII. ACCESS TO PUBLIC TRANSPORTATION

Prudential Center is accessible via three subway lines: the Green Lines (B, C and D trains) from Auditorium Station or Copley Station; the Green Line E train from Prudential Station; and the Orange Line from Back Bay Station. In addition, commuter rail service is available at Back Bay Station. While traditionally the Auditorium Station has received the largest transit volumes from Prudential Center, it has recently been overtaken by those travelling on the Orange Line via Back Bay Station.

Two improvements are planned to encourage further use of transit facilities and relieve some of the overcrowding at the Auditorium Station. The entrance to Prudential Station on the north side of Huntington Avenue will be reconstructed during Phase 1 of this project to provide an indoor route from Prudential Center to the station and new external entry points. This should have the effect of encouraging additional transit riders, particularly those travelling to and from eastbound destinations, to use this station instead of Auditorium Station. As well, the creation of an enclosed indoor route from Prudential Center to the Back Bay, via Copley Place, also constructed in Phase 1, is expected to encourage even greater ridership on the Orange Line and commuter rail services.

IX. IMPROVEMENTS TO OPEN SPACES AND STREETScape

After redevelopment, five major public outdoor open spaces totalling 3.7 acres will be located on the site, each landscaped to accommodate activities by users and residents of the site and the adjacent neighborhoods. These will include:

- o Gloucester Courtyard (.65 acres) -- this courtyard will be re-landscaped to become a passive seating area surrounded by seasonal planting, as an appropriate forecourt to the Gloucester apartments and child care center. (Phase 2)
- o South Courtyard (1.0 acres) -- the major deck level open space, connected to the indoor center court and main north-south pedestrian route across the site. It will have a green lawn at its center, with terraces of seating and trees around its edge. It will be designed for outdoor performances in good weather. New structures adjacent to this space have been carefully sited to ensure that the area receives sunlight during the critical noon hour period. (Phase 3)
- o Boylston Plaza (.45 acres) -- a street level plaza, designed as an extension of the activity of the street at the important entrances to the Hynes Convention Center and the Prudential Center. It will be a hard surfaced space with landscaped planters and seating and a location for seasonal displays such as the annual Christmas tree. (Phase 4)
- o Residential Courtyard (1.0 acres) -- this courtyard will be re-landscaped to become a green respite and passive open space, with a lawn at the center and seating areas at the perimeter. The area will be designed to be able to be closed to the public during evening hours, when it may be entered through the apartment lobbies. (Phase 5)

- o East-West Mews (.75 acres) -- this walkway, a link in the east-west walkway to Blagden Street, will be improved with new landscaping and lighting. A children's play space will be located along the mews immediately west of the Boylston Apartments. (Phase 5)

In addition to these public spaces, two private outdoor spaces will be created on rooftops in the area of the Gloucester apartments. East of the apartments, on the roof over the service area, a play space will be created to serve the child care center. South of the apartments, on a portion on the roof of the neighborhood commercial area, an outdoor terrace will be created to serve residents of the Gloucester building to compensate for the loss of the ground level open area currently present. This space will be accessible via the elevator lobby on level 2 of the Gloucester apartments. The balance of the roof will be landscaped to improve its appearance.

The plan will result in improvements to all sidewalks surrounding the site to improve the pedestrian environment, as indicated on drawing DP-14 in Exhibit B. Along Boylston Street, new sidewalks will be constructed generally in accordance with the Boylston Streetscape Guidelines during Phases 4 and 5, when buildings along the street are completed. Curbs and predominant paving materials will be of granite, with brick accents at entrances to key buildings on the site. Trees will be planted at 30 foot spacing along the street, and acorn light fixtures will continue the pattern of lighting begun elsewhere on the street.

New streetscape will also be installed along Huntington Avenue during Phases 1 through 3. The predominant sidewalk material will be brick, with granite curbs and carriage strips, and granite accents at major building entrances. Trees will be installed generally on 30 foot centers, where possible structurally. Lighting will correspond to the standard fixtures established by the BRA for Huntington Avenue.

Benches, trash receptacles and seasonal flower plantings will be included in the streetscape plan. The proposed sidewalk materials will extend along the designated streets and to the extent practical for safety and maintainability, will not be interrupted in front of garage and loading dock entrances. Other sidewalks surrounding and crossing the site will be improved in the same phase as the construction of structures adjacent to them, using a palette of materials similar to Boylston Street and Huntington Avenue.

Plans of the open spaces and streetscapes on the site may be found on drawings DP-14 and DP-15.

X. FORM, DIMENSIONS AND APPEARANCE OF BUILDINGS

The project will consist of adding a series of five new structures, ranging in height from 11 to 36 stories around the perimeter of the site. These new structures will have two floors of retail uses at their base, at street and deck level. The plan has the dual advantage of renewing the pedestrian levels of Prudential Center, currently in need of upgrading, while adding street-oriented buildings along the bordering streets to create a better connection with the neighborhoods surrounding the site.

The dimensions of the five proposed buildings are as follows:

	<u>Building Height</u>	<u>Approx. Tower Area*</u>	<u>Typ. Floor**</u>
	<u>(ft)</u>	<u>(000 sq.ft.)</u>	<u>(000 sq.ft)</u>
Huntington Office	465	814	22.5
Belvidere Housing	130	124	19
Boylston Offices	155	178	21
West Boylston Housing	120	114	11
East Boylston Housing	120	184	21

* Excludes retail and public spaces at street and deck level.

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

Of the five structures, only one exceeds 155 feet. With the Prudential Tower (705 ft.) and the John Hancock Building (771 ft.) representing the tallest tier of structures in the Back Bay, the Huntington office building is sized to be within the range of other second tier structures nearby: the Christian Science Administration Building, the Sheraton Boston towers, 101 Huntington, the Westin Hotel and the Marriot Hotel, all between 300 and 450 feet. It was considered desirable to differentiate the height of the Huntington office building from that of 101 Huntington in order to avoid direct comparisons of the two structures. Each of the proposed structures is designed to respond to its immediate context so as to make a contribution to the task of knitting the site into its surroundings. Drawings DP-16 through DP-22 show the elevations of the proposed structures along Huntington Avenue, Belvidere Street, East Ring Road and Boylston Street, respectively.

The tower of the Huntington office building will be set back from the property line over 80 feet so as to minimize the sense of its height for pedestrians along Huntington Avenue. The tower itself will be stepped to reduce its apparent bulk and will have an ornamented top. A street wall of less than 115 feet in height will provide a north edge to Huntington Avenue of a similar scale to structures on the south side. Retail uses will be located at street and deck level for as much of the frontage as possible, to encourage pedestrian flow along Huntington Avenue. A glazed rotunda near the intersection of Huntington Avenue and Belvidere Street will provide a monumental entrance to the Prudential Center site, with direct access to the Prudential Green Line subway station from both indoors and outside. The lower levels of the Huntington office building will be constructed of masonry and glass, with solid materials predominating. On the upper levels, glass will predominate to minimize the sense of bulk.

The Belvidere housing building will consist of two curves to relate to its context. The lower portion will have a concave shape (to the exterior), thus completing the Christian Science Plaza with a structure approximately the same height as the Colonnade Building (65 feet) which borders the north side of the Plaza. Above that height, the structure will be convex, completing the sweep around the Huntington/Belvidere corner, to meet the lower portions of the Huntington office building. With a major rotunda at the corner, a smaller one will provide a secondary entrance to the complex at the end of the Christian Science Colonnade. The Belvidere housing building will be predominately masonry to match the lower portions of the Huntington office building.

At Huntington and East Wing Road a new glazed rotunda will provide both a street level entrance and deck level landing for the bridge to Copley Place. The neighborhood shopping area will have frontage and active uses on both East Ring Road and Huntington Avenue. The Huntington facade is divided into several distinct masses to break the horizontality of the one-story structure. Along East Ring Road, a pedestrian arcade will provide weather protection while unifying the facade.

Structures along Boylston Street will take somewhat different forms from those on Huntington Avenue, in keeping with their context. The Boylston office building will be somewhat smaller in scale to the Ingalls Building on the north side of Boylston Street. Like its counterpart, it is planned to be constructed of brick with masonry trim, with punched openings in keeping with the predominant pattern along the street. These structures are shown on Drawing DP-25 in Exhibit B.

As with the two south side entrances, the major entrance on Boylston Street will consist of a multi-story, glazed structure, extended to the Boylston streetwall, inviting pedestrians into the complex.

The two housing structures will be limited to 120 feet in height, so as to minimize the disruption of existing views from the Boylston and Fairfield apartments, and to correspond to the scale of taller structures along Boylston Street. They will be constructed of brick with masonry trim, and their horizontal dimensions will be subdivided into 30-foot modules, as recommended by the Boylston Street Guidelines. Internal setbacks on the facades will break down the scale of the structures. The structures will be separated by approximately 55 feet corresponding to the north side of the Fairfield apartments, to allow residents continued views to Boylston Street and beyond.

Within the site itself, new retail areas on the deck will be a single story in height because of structural constraints. However, in order to lend a more street-like character to the pedestrian passageway, a clerestory will be created above the retail areas, admitting light and raising the glazed roof to a height of approximately 27 feet above the pedestrian plane. Retail shops will have fronts similar to outdoor fronts on Newbury Street and other Boston shopping streets. The roof system and its supports will lend a sense of continuity between the pedestrian ways crossing the site. At main intersections and at the south entrance to the Hynes Convention Center, large indoor pedestrian courts will provide space for casual meetings and programmed activities.

XI. DEVELOPMENT REVIEW PROCEDURES

Development Review

The design of the project is subject to review under Article 31 by the Boston Redevelopment Authority (the "Authority"), in accordance with its Development Review Procedures, dated 1985 as revised in 1986. Because it is a phased project on which design development will proceed sequentially, it is anticipated that development review will occur at different times for each phase. Concurrent with consideration of the PDA, the schematic design has been submitted for Phase 1, 2 and 3 of the project, seeking schematic review approval under Development Review Procedures adopted by the Authority.

Schematic designs for successive stages will occur within the design framework established by the drawings included as Exhibit B. As is in the case with any project of this scope, and as a result of the various reviews of the Project to be undertaken in connection with the securing of all permits and

approvals required, changes to the Project may need to be made. Any such changes which affect site improvements, exterior facades, roofscape and interior and exterior public spaces will be subject to the approval of the director of the Authority pursuant to the Development Review Procedures, without further Board action unless the director determines the changes are not consistent with the Development Plan.

The Memorandum of Understanding between the Authority and PruPAC dated October 31, 1988, as amended, provides that the PruPAC will continue to advise the Authority in connection with planning of the Project and will review implementation of these plans until construction of the Project is completed.

The Project will also be subject to review by the Boston Civic Design Commission, under Article 28 of the Boston Zoning Code.

Zoning

The site is located partially within Subdistrict K of the Downtown Interim Planning Overlay District established under Article 27D of the Zoning Code and is located partially within the B-8-120c Zoning District. The zoning district underlying Subdistrict K is the B-8 Zoning District. New zoning regulations for the portion of the site located in Subdistrict K were considered by the Authority in the form of a new Article 41 of the Boston Zoning Code at a public hearing held on December 14, 1989. Notice of this public hearing was published in the Boston Herald on December 1, 1989.

If the project is constructed in accordance with this Development Plan, and if Article 41 is adopted by the Zoning Commission, no exceptions from the Zoning Code will be required under Article 6A. The FAR of the completed project will be 5.62 which is below the maximum of FAR 6 permitted under Article 41, and which is below FAR 8.0 permitted under the B-8-120c Zoning District. All building heights and dimensions in the Development Plan comply with the provisions of Article 41 and the B-8-120c district.

Possible Future Severance

The site may need to be further severed into several parcels in the future to permit registration of condominiums or to permit entering into financial arrangements on individual components, or for other reasons. For the purpose of zoning, any such severance shall be deemed consistent with the development plan. In the case of any such severance, individual parcel lot lines which may be created shall be disregarded for the purpose of the zoning.

XII. DEVELOPMENT IMPACT PROJECT CONTRIBUTIONS

DIP Contribution

As required under Section 26A-3 of the Boston Zoning Code, the Developer will enter into a Development Impact Project Agreement with the BRA (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, at the Developer's option, by: (i) the grant and payment by the Developer of a sum of money payable at the times and in the manner and under the conditions specified in the DIP Agreement (referred to in said Section 26A-3 as the "Housing Contribution Grant"), (ii) the creation by the Developer of low and moderate income housing units at a cost at least equal to the amount of the Housing Contribution Grant and under the conditions specified in the DIP agreement (referred to in said Section 26A-3 as the "Housing Creation Option"), or (iii) a combination of items (i) and (ii) above. Subject to approval of the Neighborhood Housing Trust and the BRA, the Developer anticipates making the DIP Contribution utilizing the Housing Creation Option.

Should the Developer's obligation with regard to the DIP Contribution for all of the buildings included in this plan be satisfied solely in the form of a Housing Contribution Grant, total payments from the developer would equal approximately \$7,275,000 calculated as indicated in Exhibit D.

Based on current average assistance levels, the Housing Contribution Grant would allow approximately 385 affordable housing units to be created or assisted.

Jobs Contribution

As required under Section 26B-3 of the Boston 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 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 all of the buildings will equal approximately \$1,455,000, calculated as shown on Exhibit D.

Affordable Housing Contributions

Under Section 41-14(1) of proposed Article 41 of the Boston Zoning Code, permanent zoning for the Huntington Avenue/Prudential Center District, the Developer is required either (i) to ensure that at least ten percent of the dwelling units proposed in the Development Plan are Affordable, or (ii)

make grants for the construction, preservation, or rehabilitation of housing units off-site equivalent to twenty percent of the number of market rate housing units constructed on the site. The housing units proposed for the site will be sold at market rates and none of the units are expected to meet the definition of "Affordable" included in Appendix C of proposed Article 41.

The Developer therefore will provide an affordable housing grant of approximately \$1,116,000 to be paid as stipulated in the Cooperation Agreement. The Applicant has proposed that certain of these funds be used for the creation, rehabilitation and/or preservation of housing by Boston Aging Concerns (BAC-YOU) and Morville House, as provided in the Cooperation Agreement.

Child Care Facilities

In accordance with proposed Article 41, the Developer must provide 12,000 sq.ft. of new child care facilities either (i) on-site or (ii) off-site in the vicinity of the project either in the zoning district, South End or Back Bay. The Developer proposes to provide the facilities for and oversee the operation of two child care centers on-site in space totalling 14,800 sq.ft.

Transportation Improvements

The Developer will make grants totaling \$1,000,000 to reimburse the Boston Transportation Department for the costs of planning studies, projects and actions taken to mitigate off-site impacts of the development. Subject to the applicable provisions of the Cooperation Agreement, the specific programs to be funded are indicated on Exhibit E.

Other Neighborhood and City Wide Initiatives

In recognition of the impacts which the development will have on adjacent neighborhoods and the City of Boston, the developer will make available voluntary contributions totaling \$1,384,000 for projects intended to maintain the vitality of the impacted neighborhoods and improve the quality of life in the city. Subject to the applicable provisions of the Cooperation Agreement, the specific projects proposed to be funded are indicated on Exhibit E. The schedule of payments is set forth in Exhibit E.

XIII. ADDITIONAL PUBLIC BENEFITS

Job Creation

A total of 2,200 construction worker years of labor will be created by the development amounting to approximately \$118.7

million dollars in earnings. Because the project will be phased over a seven-year period, job opportunities will be relatively stable over a long period. When completed, the project will add 5,600 jobs to the Prudential Center site, which currently has approximately 10,000 employees within the complex.

An aggressive program for recruiting Boston residents, minorities and women for both construction and permanent jobs will ensure that benefits flow to those most in need of employment opportunities.

Fiscal Benefits

Over the next 10 years, taxes received by the City of Boston will increase by \$93 million, or an average of \$9.3 million per year, as a result of the project. Municipal service costs for Prudential Center are expected to increase by only \$0.8 million per year when the project is complete and occupied.

Traffic and Transportation Improvements

The developer, Boston Transportation Department and the BRA have agreed upon a comprehensive program of transportation improvements to be funded by the developer which will benefit more broadly the Back Bay area and surrounding neighborhoods.

The developer will take the lead in creating and assuring the funding for a Back Bay Transportation Management Association. A Prudential Center Transportation Coordinator has been appointed to initiate demand reduction programs and coordinate all transportation activities for the Prudential Center site.

Pedestrian crossings will be improved on Huntington Avenue, Boylston Street, East Ring Road and Belvidere Street. Construction of the project will result in improved access to the Prudential Green Line transit station. Overnight parking will be provided in the Prudential garages at reduced rates for residents of adjacent neighborhoods.

The program of transportation improvements and the timing of such improvements are set forth in Exhibit E. The transportation improvements applicable to each phase of the Project shall be completed prior to the issuance of the last certificate of occupancy for such phase. For the purposes of this paragraph, Phases 1 and 2 shall be considered as a single phase.

Groundwater Monitoring

The Developer will also prepare and implement a groundwater monitoring plan acceptable to the Authority and consistent with the applicable provisions of the FPIR/FEIR for the Project. This

plan will provide for the prompt release of monitoring data, upon request, to the members of the general public. The Cooperation Agreement will require that a proposed plan be submitted by the Developer to the Authority for approval.

Streetscape and Open Space Improvements

As described in Section IX the project will include new sidewalks, street trees and street furniture on the north side of Huntington Avenue, south side of Boylston Street, east side of Belvidere Street, and west side of Exeter Street. As well, the entire right-of-way along East Ring Road will be improved for pedestrians and drivers.

Infrastructure Improvements

Major improvements will be made, at the developer's cost, to the Boston Water and Sewer Commission distribution network in the area of the site, including a new 24" sanitary sewer line along Huntington Avenue which will permit the abandonment of the sewer syphon system that currently passes under the Prudential Center and Massachusetts Turnpike. Water lines will be looped in the area of the site. On site, the developer will take significant measures to conserve electrical energy and reduce steam consumption, and to encourage the recycling of solid wastes. A detailed description of infrastructure improvements is set forth in Exhibit F.

EXHIBIT A TO THE DEVELOPMENT PLAN

LEGAL DESCRIPTION OF PROPERTY

EXHIBIT A TO DEVELOPMENT PLAN

Description of Project Site

A certain parcel of land situated in Boston, Suffolk County, Massachusetts, shown on a plan entitled "Prudential Center Plan of Land in Boston, Massachusetts Suffolk County", Dated August 23, 1989 by Gunther Engineering, Inc. and bounded and described according to said plan as follows:

NORTHERLY	by Boylston Street, 996.88 feet;
WESTERLY	by Lot 5 shown on Land Court Plan No. 28611-C, 125.34 feet;
NORTHERLY	again by Lot 5, 8 feet;
WESTERLY	again by Lot 5, 241.42 feet;
NORTHERLY	again by Lot 5, 28.58 feet;
WESTERLY	again by Lot 5, 120.58 feet;
NORTHERLY	again by Lot 5, 153.92 feet;
EASTERLY	again by Lot 5, 77.00 feet;
NORTHERLY	by John B. Hynes Veteran's Memorial Auditorium, 342.28 feet;
WESTERLY	by Dalton Street, 257.40 feet;
SOUTHERLY	by Belvidere Street, 567.77 feet;
SOUTHWESTERLY	again by Belvidere Street, 21.18 feet;
SOUTHWESTERLY	by a curved line having a radius of 135.96 feet, a distance of 49.58 feet by Belvidere Street;
SOUTHWESTERLY	again by Belvidere Street, 3.86 feet;
SOUTHERLY	by Belvidere Street at the intersection with Huntington Avenue, by a curved line having a radius of 108.14 feet, a distance of 122.41 feet;
SOUTHEASTERLY	by Huntington Avenue, a distance of 791.66 feet;

SOUTHEASTERLY again by Huntington Avenue, by a curved line having a radius of 290 feet, a distance of 99.79 feet;

SOUTHEASTERLY again by Huntington Avenue, 222.91 feet;

EASTERLY by the intersection of Huntington Avenue and Exeter Street, by a curved line having a radius of 20 feet, a distance of 21.63 feet;

EASTERLY by Exeter Street, 395.77 feet;

NORTHWESTERLY by land now or formerly of Hotel Lenox of Boston, 100 feet;

EASTERLY by land now or formerly of Hotel Lenox of Boston, 156 feet.

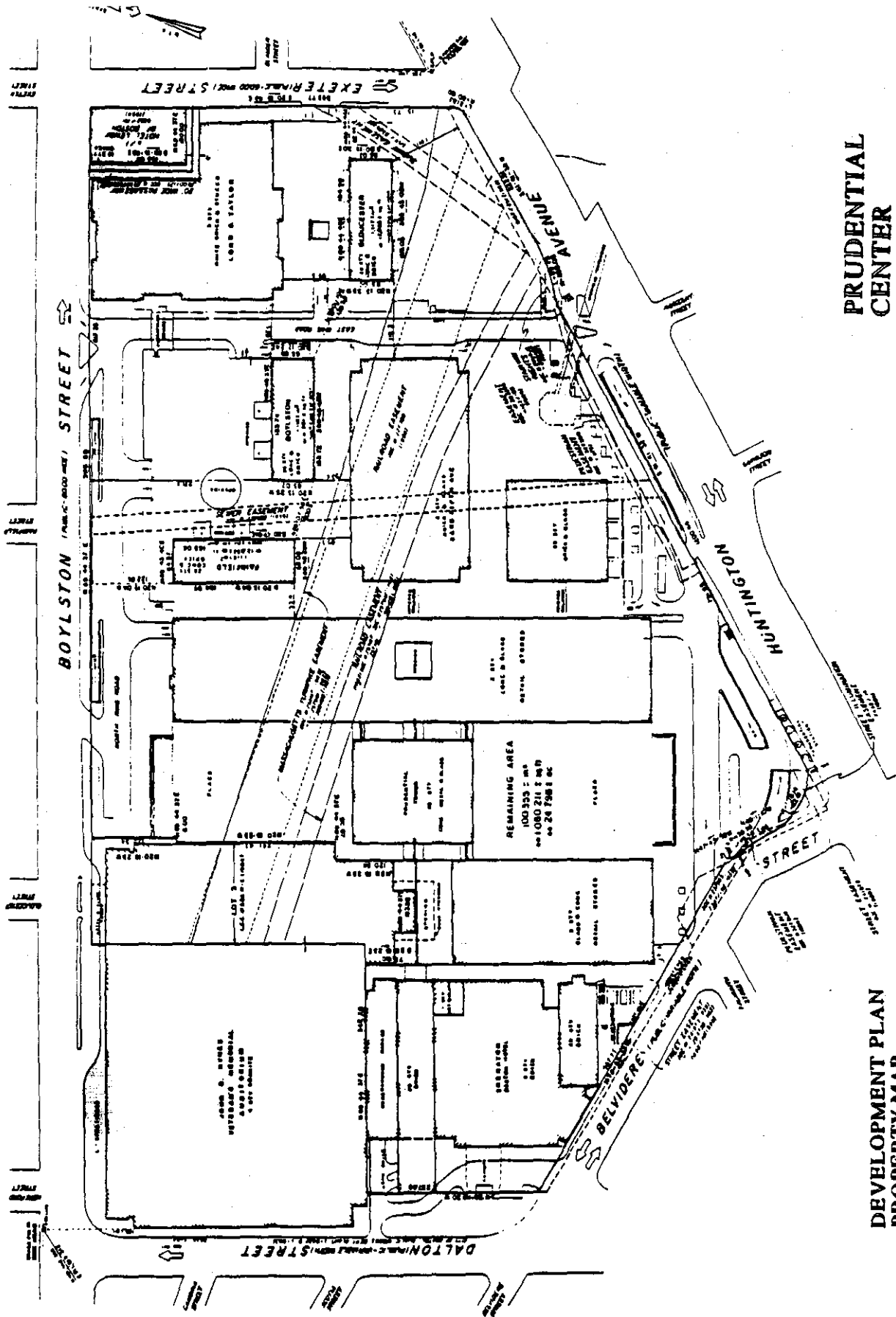
Containing, according to said plan, 1,080,211 square feet, more or less, or 24.798 acres, more or less.

Together with all rights, easements and appurtenances thereto.

EXHIBIT B TO THE DEVELOPMENT PLAN

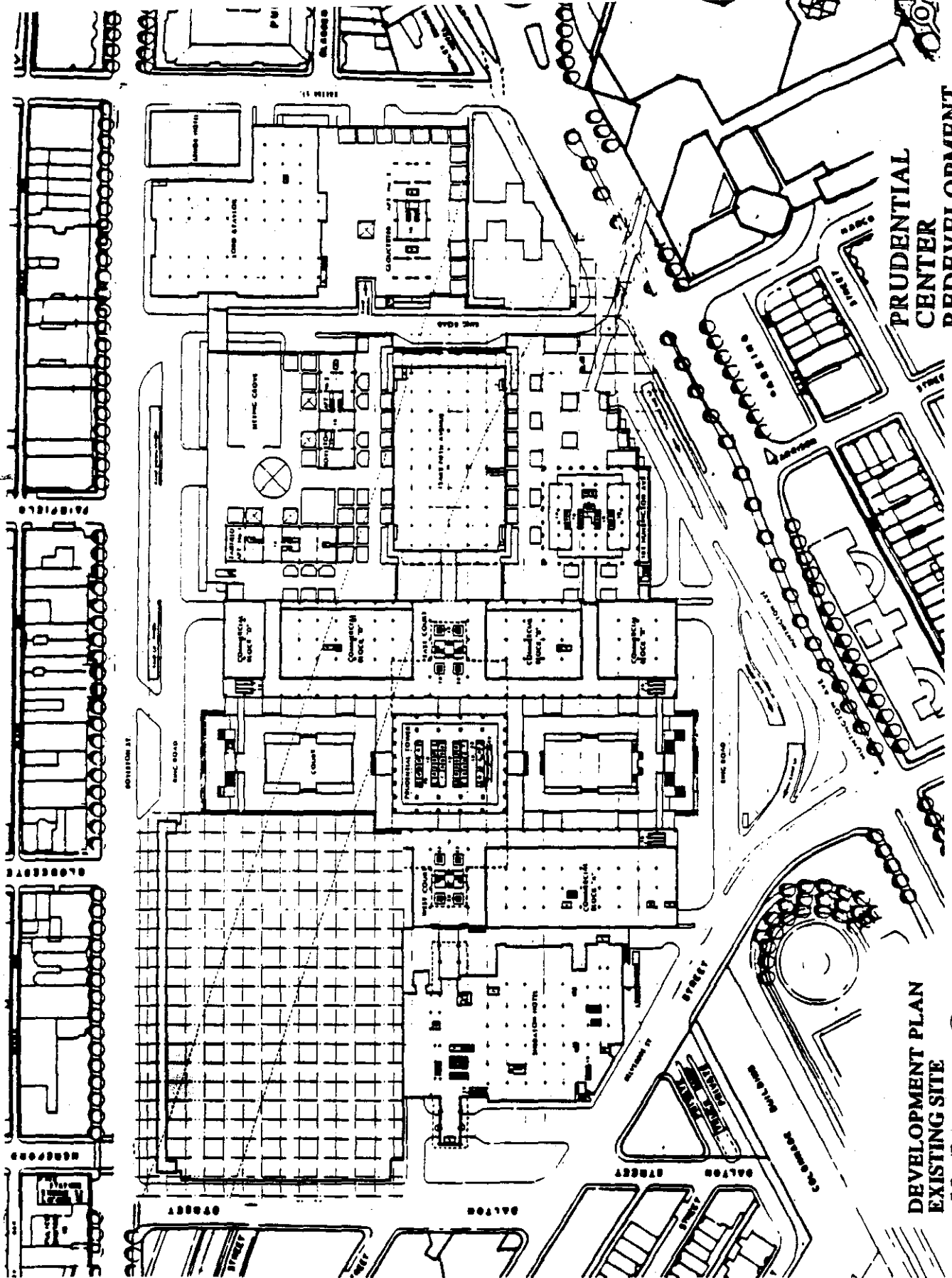
LIST OF DRAWINGS

DP-1 Property Map - Prudential Center
DP-2 Existing Site - Prudential Center
DP-3 Site Plan - Proposed Development
DP-4 Basement Plan
DP-5 Street Level Plan
DP-6 Mezzanine Level Plan
DP-7 Deck Level Plan
DP-8 Typical Upper Floor Plan
DP-9 North-South Section Through Site
DP-10 East-West Section Through Site
DP-11 Pedestrian Circulation System
DP-12 Vehicular Circulation System
DP-13 Loading Area Plan
DP-14 Plan of Open Spaces and Streetscape
DP-15 Plan of Open Space on Roof of Neighborhood Shopping Area
DP-16 Elevations - Huntington Avenue
DP-17 Elevations - South Facade Huntington Building
DP-18 Elevations - Belvidere Building
DP-19 Section/Elevation - West (Facade Huntington Bldg.)
DP-20 Preliminary Wall Section/Elevation
DP-21 Elevation East Ring Road Area
DP-22 Elevation - Boylston
DP-23 Phasing Plan
DP-24 Model Photographs - Huntington Avenue & Christian
Science Center
DP-25 Model Photographs - Boylston Street
DP-26 Model Photographs - Huntington/Belvidere
DP-27 South Plaza Perspective
DP-28 Perspective - Looking East on Huntington Avenue
DP-29 Perspective - Looking East on Boylston Street



**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

**DEVELOPMENT PLAN
PROPERTY MAP**
10/20/2008 (REV)

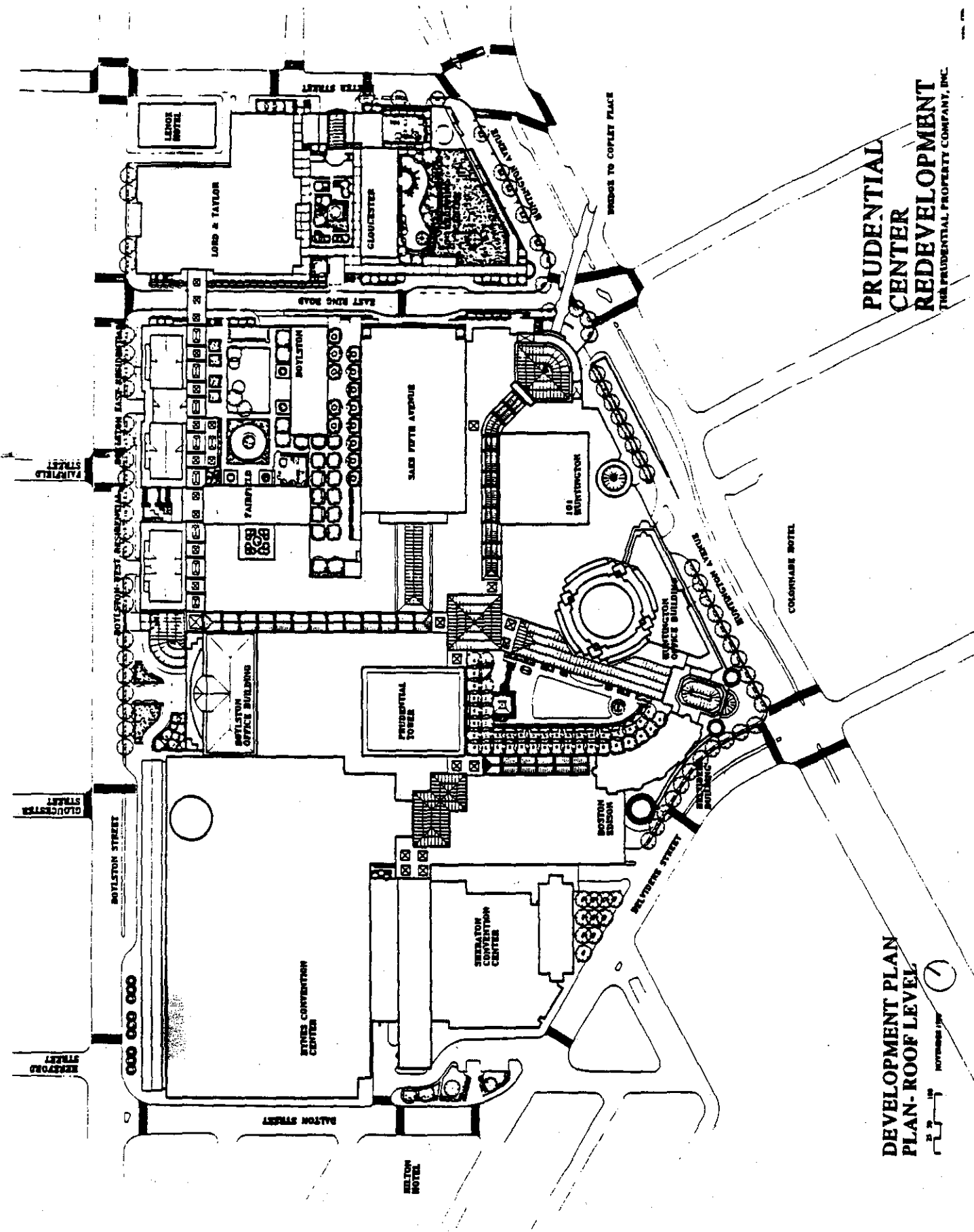


**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

**DEVELOPMENT PLAN
EXISTING SITE**



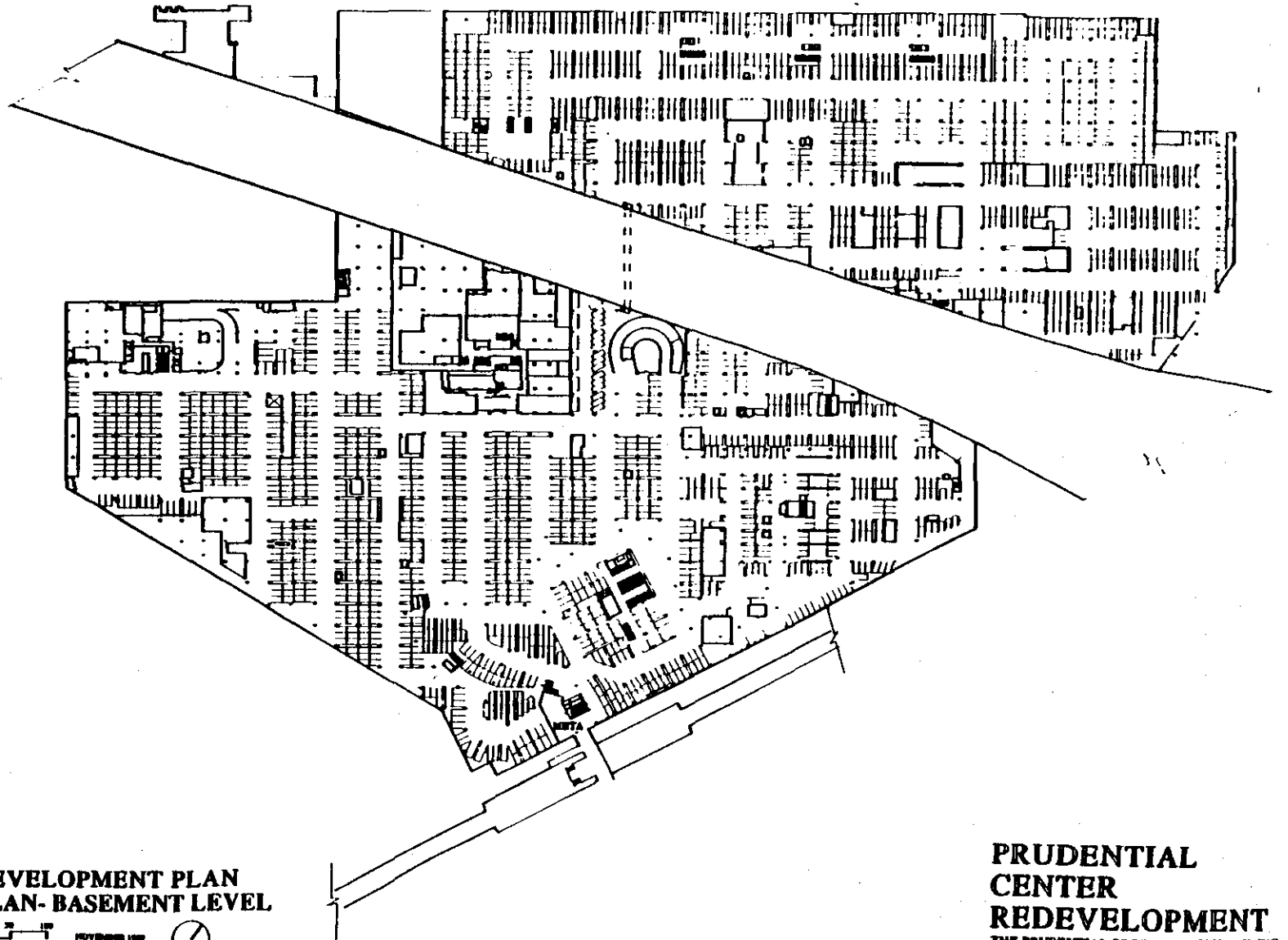
NOVEMBER 1988



**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

**DEVELOPMENT PLAN
PLAN- ROOF LEVEL**

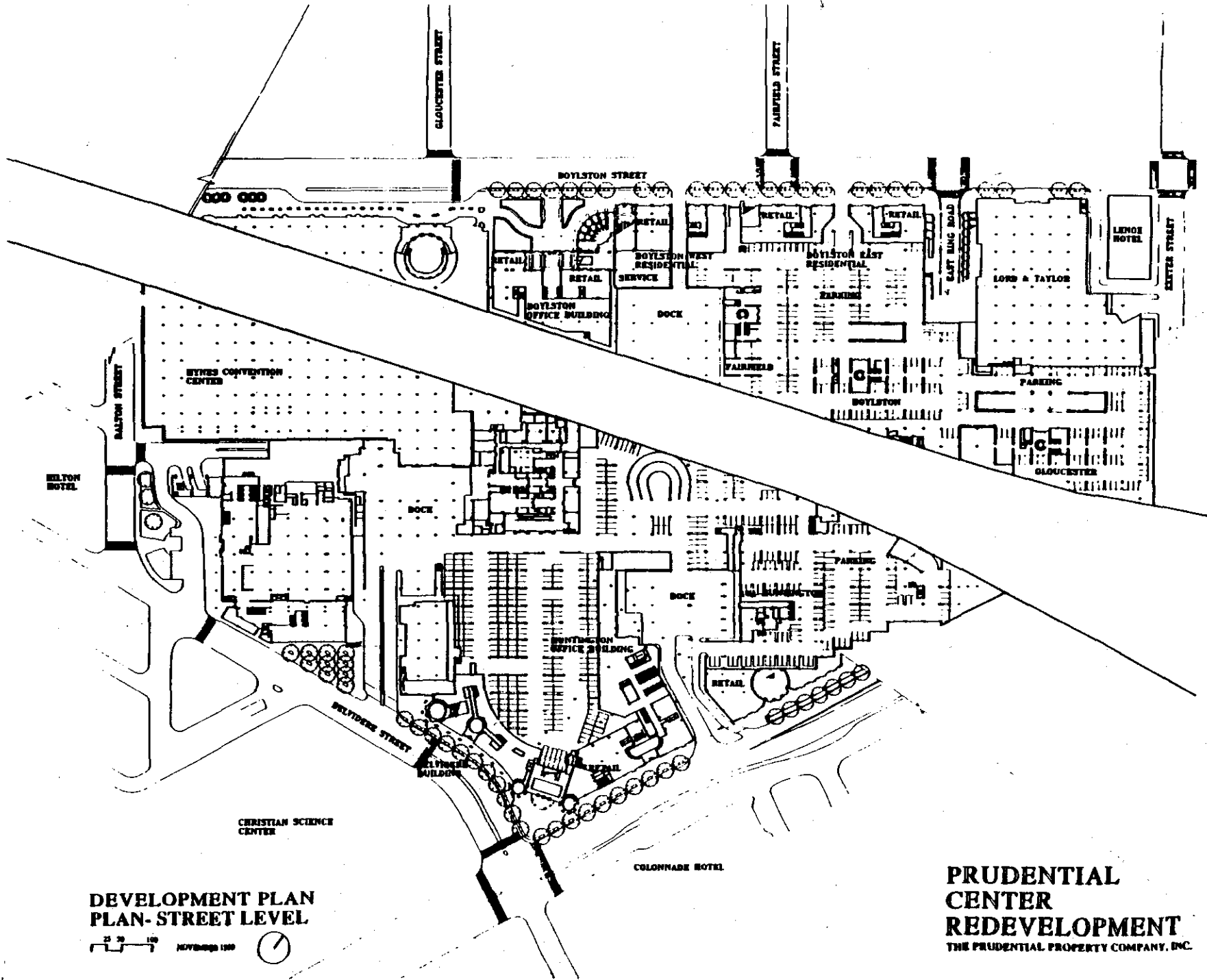
NOVEMBER 1988



**DEVELOPMENT PLAN
PLAN- BASEMENT LEVEL**



**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.



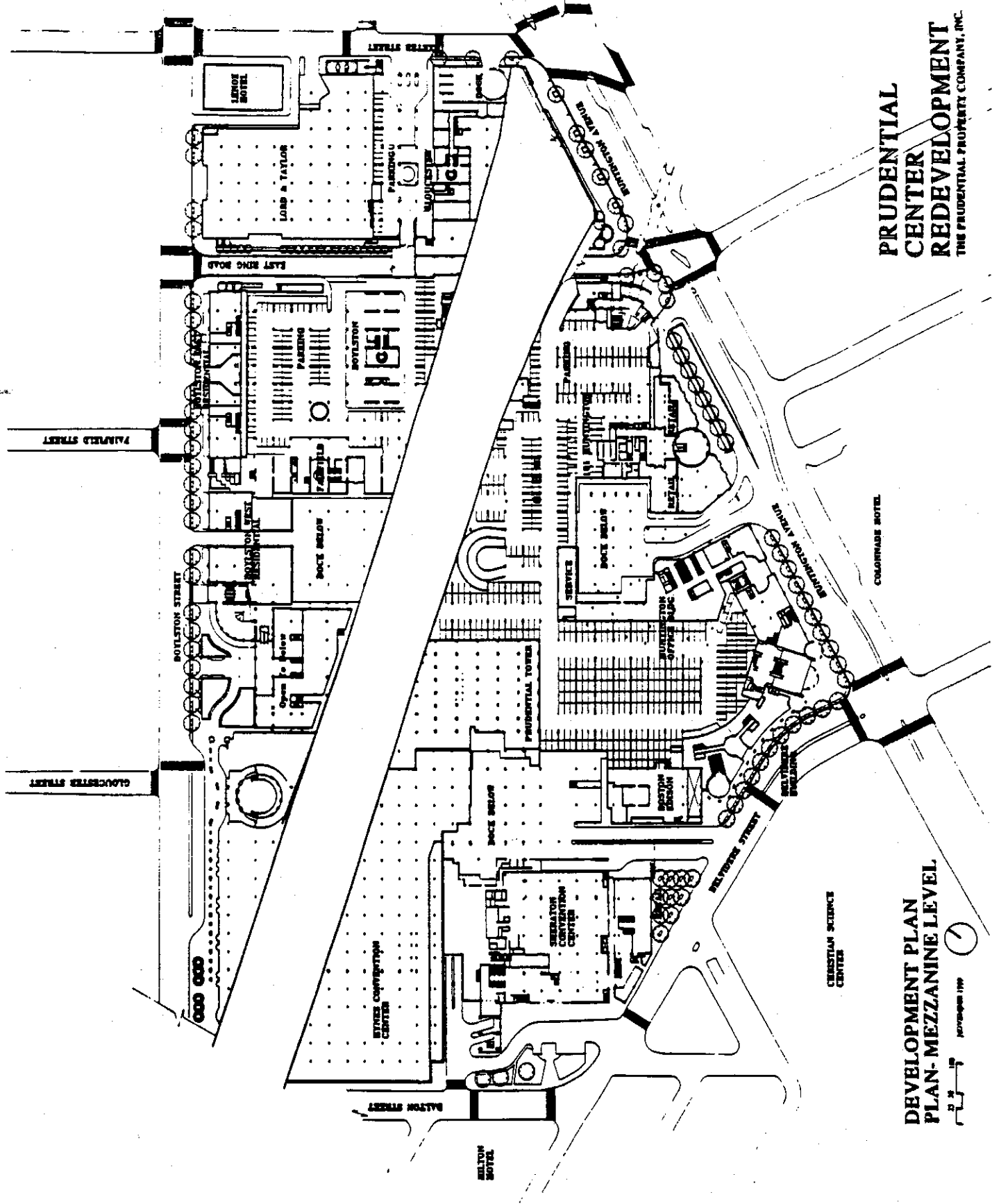
**DEVELOPMENT PLAN
PLAN-STREET LEVEL**

25 50 100 NOVEMBER 1989

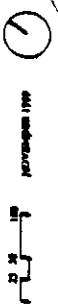
**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

PRUDENTIAL CENTER REDEVELOPMENT

THE PRUDENTIAL PROPERTY COMPANY, INC.



DEVELOPMENT PLAN PLAN - MEZZANINE LEVEL



CHRISTIAN SCIENCE CENTER

COURTYARD HOTEL

MELTON HOTEL

BALTON STREET

MELROSE STREET

EAST RING ROAD

PRUDENTIAL TOWER

GENERATION CENTER

DOCK BELOW

SERVICE

DOCK BELOW

PRUDENTIAL HOTEL

DOCK BELOW

BUSINESS CENTER

DOCK BELOW

PRUDENTIAL WEST

PARKING

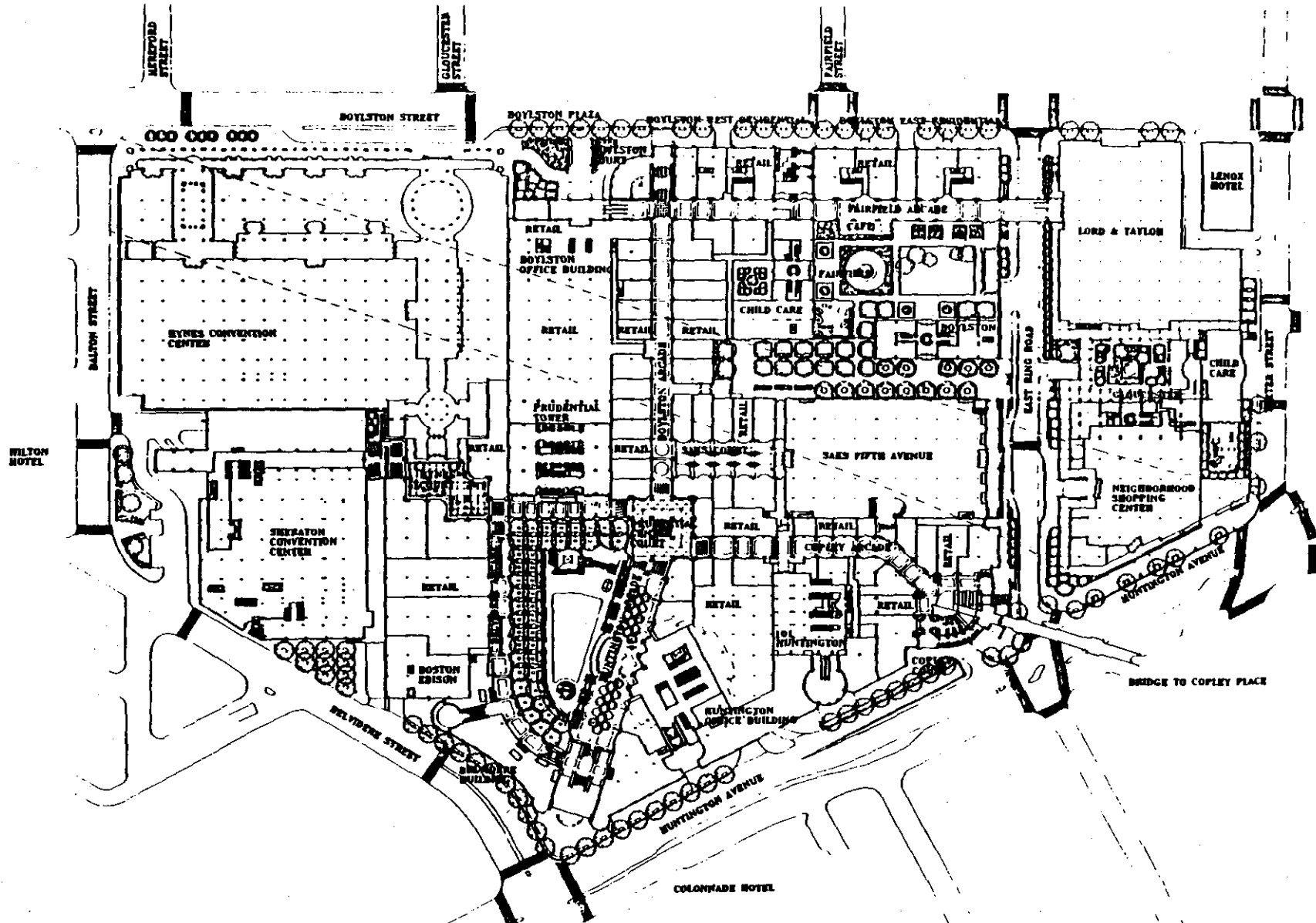
LOAD & TAYLOR

LENOX HOTEL

GLoucester STREET

South STREET

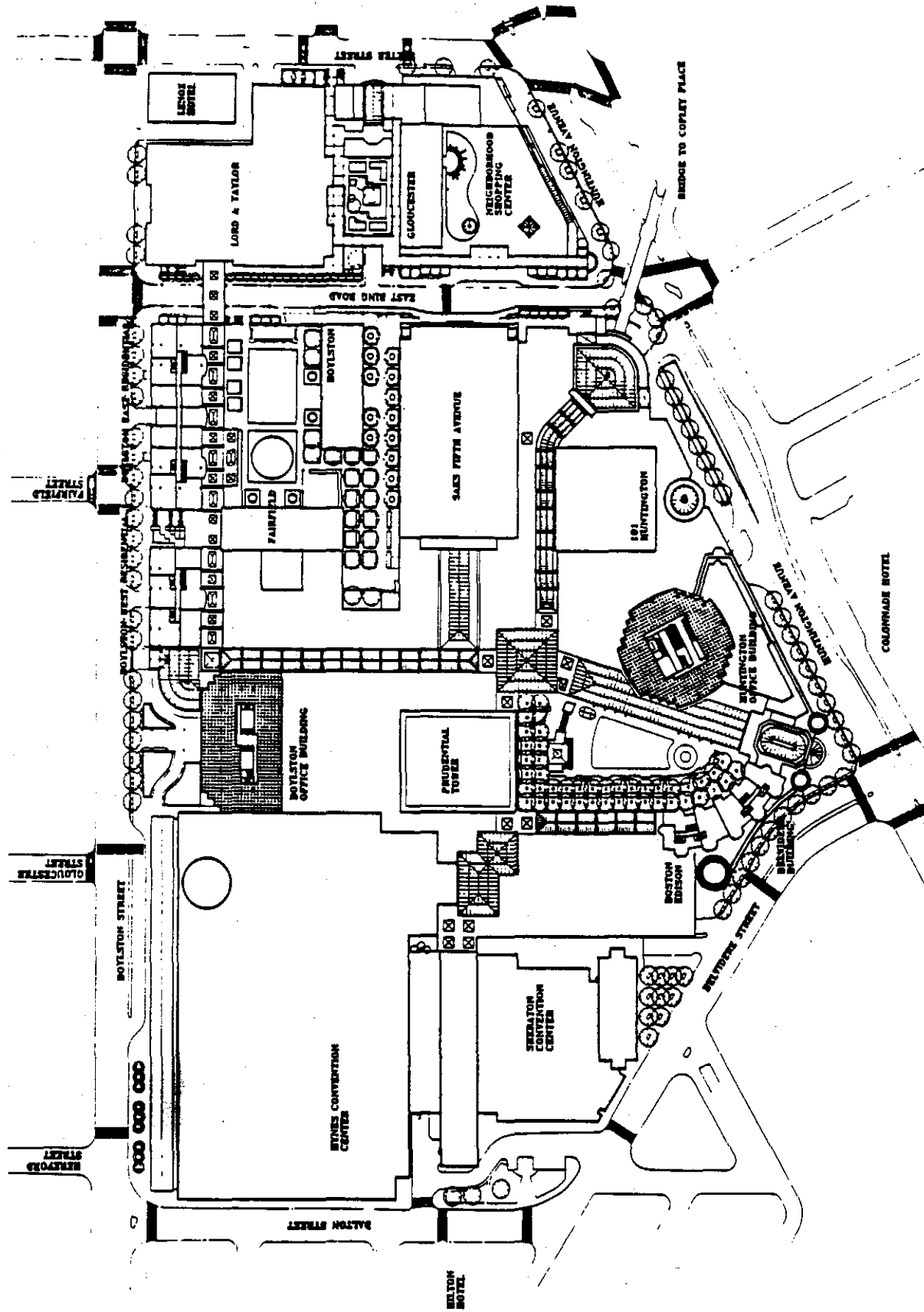
EAST RING ROAD



**DEVELOPMENT PLAN
PLAN- DECK LEVEL**



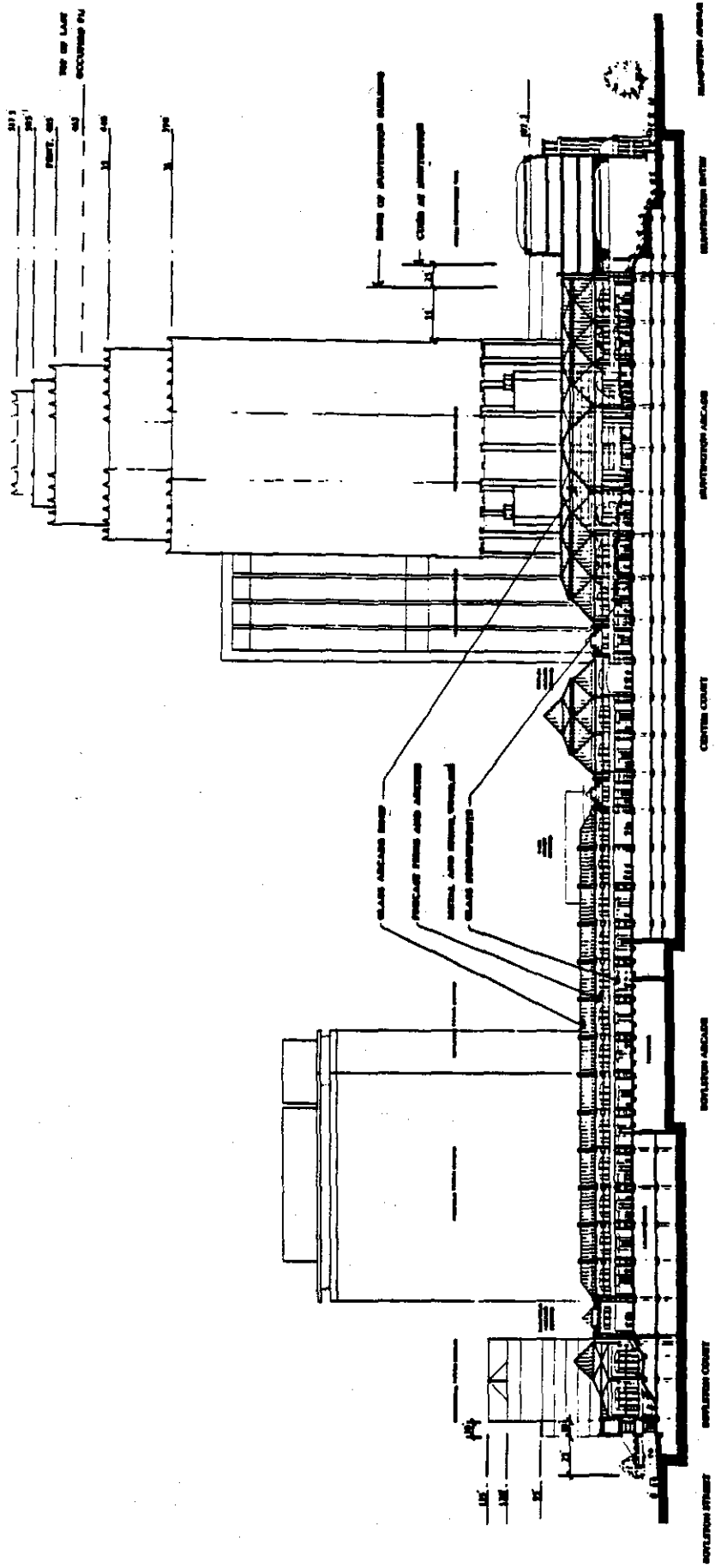
**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.



**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

**DEVELOPMENT PLAN
PLAN - TYPICAL UPPER LEVEL**



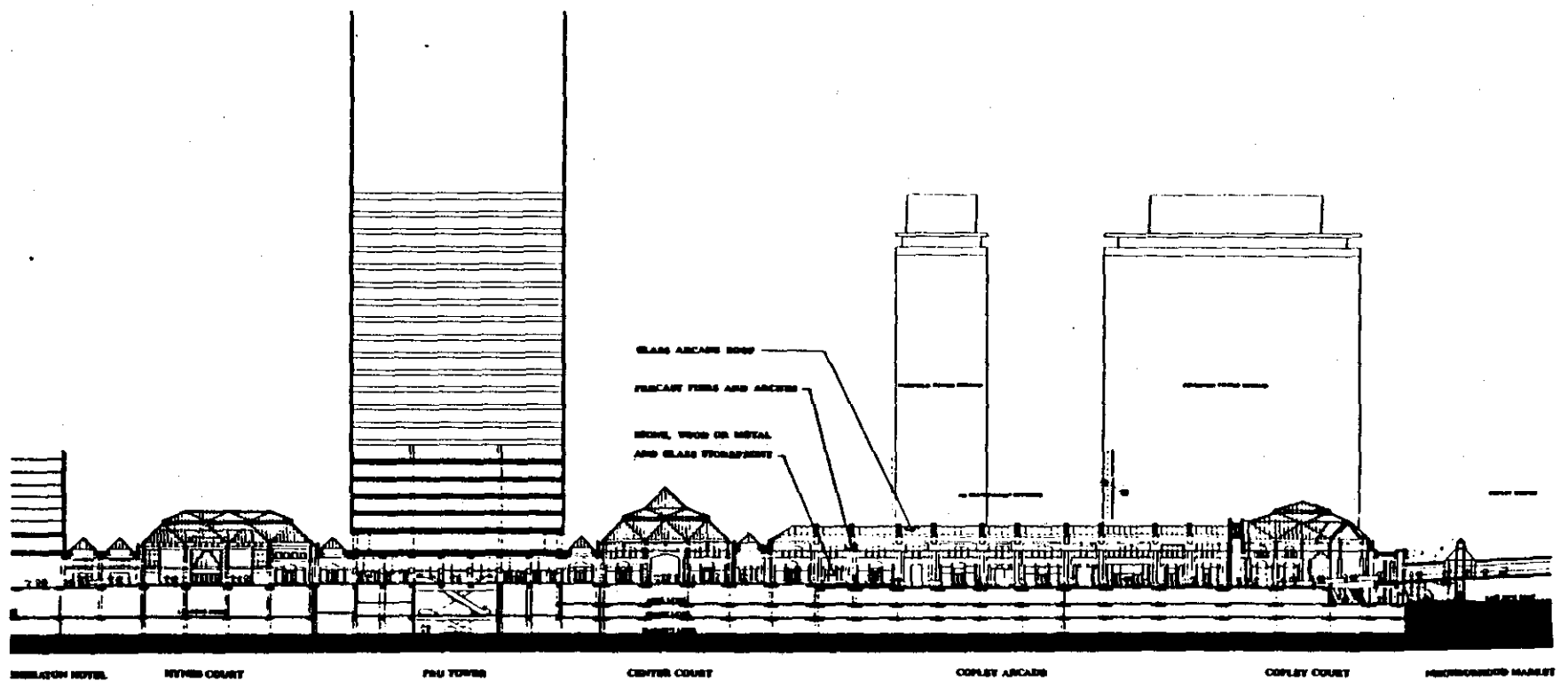


DEVELOPMENT PLAN
SECTION- NORTH/SOUTH, BOYLSTON TO HUNTINGTON

FEBRUARY 1970



PRUDENTIAL
CENTER
REDEVELOPMENT
 THE PRUDENTIAL PROPERTY COMPANY, INC.

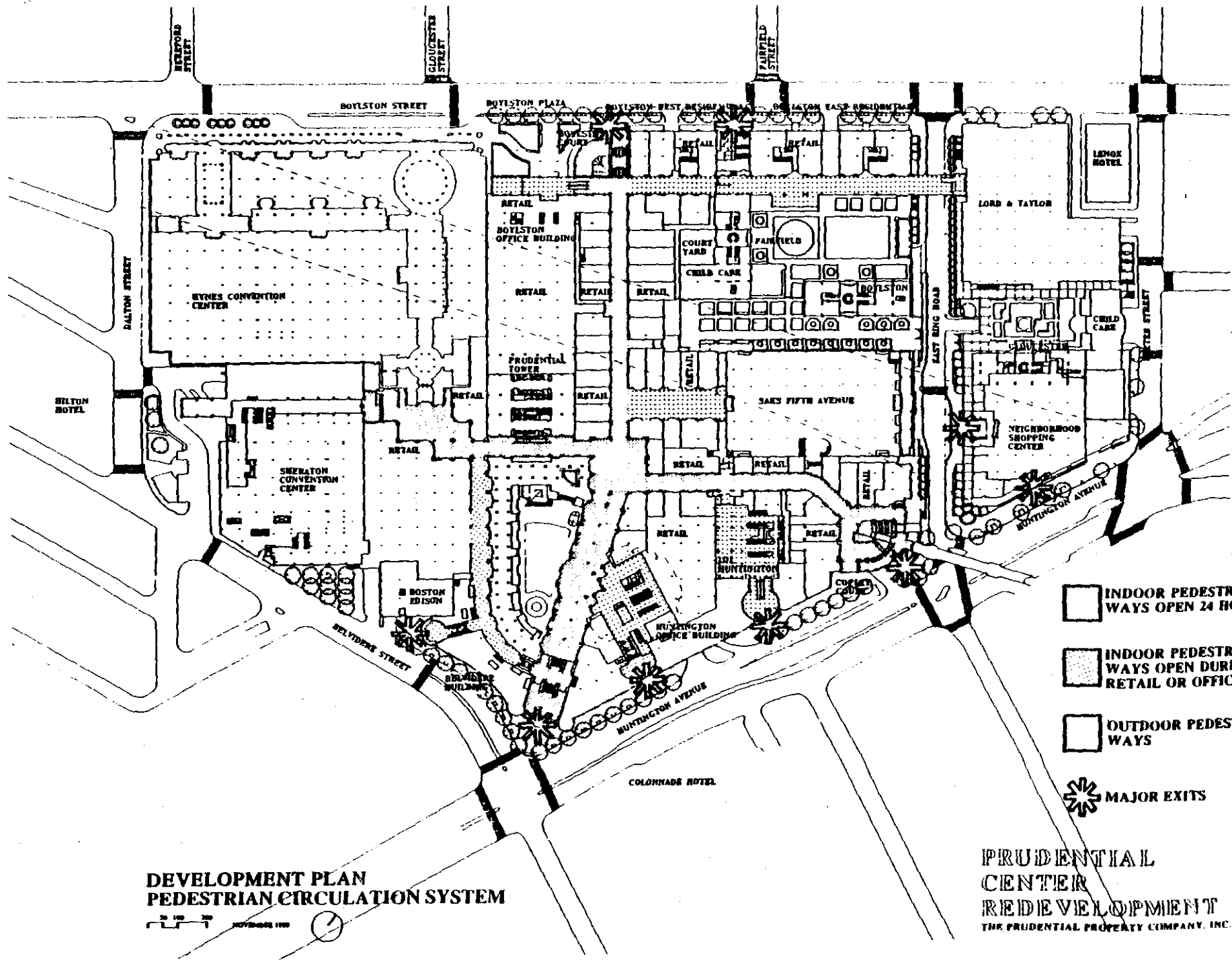


**DEVELOPMENT PLAN
SECTION- EAST/WEST, SHERATON TO COPLEY BRIDGE**

NOVEMBER 1988







**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

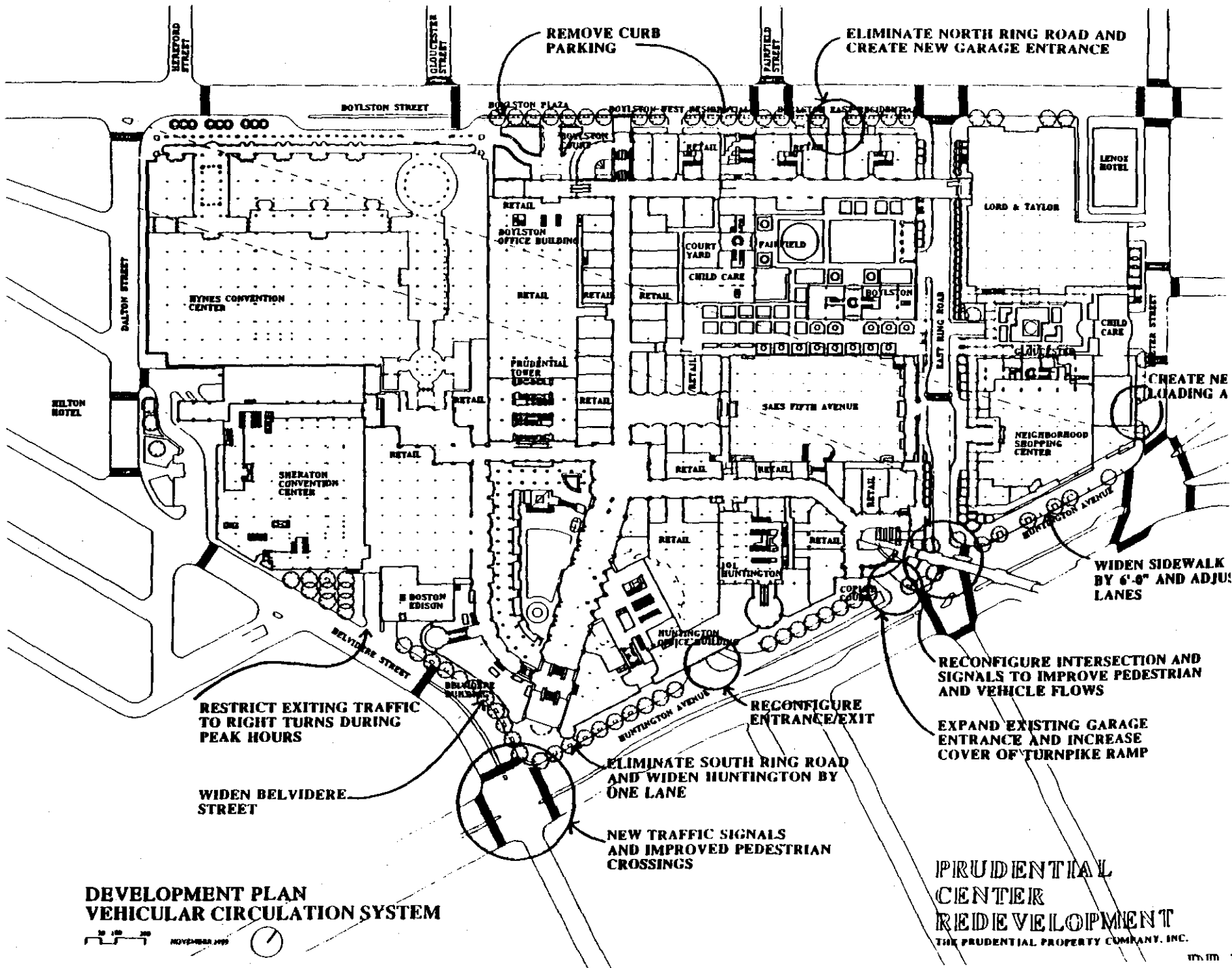


**DEVELOPMENT PLAN
PEDESTRIAN CIRCULATION SYSTEM**

NOVEMBER 1988

-  INDOOR PEDESTRIAN WAYS OPEN 24 HOURS
-  INDOOR PEDESTRIAN WAYS OPEN DURING RETAIL OR OFFICE HOURS
-  OUTDOOR PEDESTRIAN WAYS
-  MAJOR EXITS

**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.



REMOVE CURB PARKING

ELIMINATE NORTH RING ROAD AND CREATE NEW GARAGE ENTRANCE

CREATE NEW LOADING AREA

WIDEN SIDEWALK BY 6'-0" AND ADJUST LANES

RECONFIGURE INTERSECTION AND SIGNALS TO IMPROVE PEDESTRIAN AND VEHICLE FLOWS

EXPAND EXISTING GARAGE ENTRANCE AND INCREASE COVER OF TURNPIKE RAMP

ELIMINATE SOUTH RING ROAD AND WIDEN HUNTINGTON BY ONE LANE

NEW TRAFFIC SIGNALS AND IMPROVED PEDESTRIAN CROSSINGS

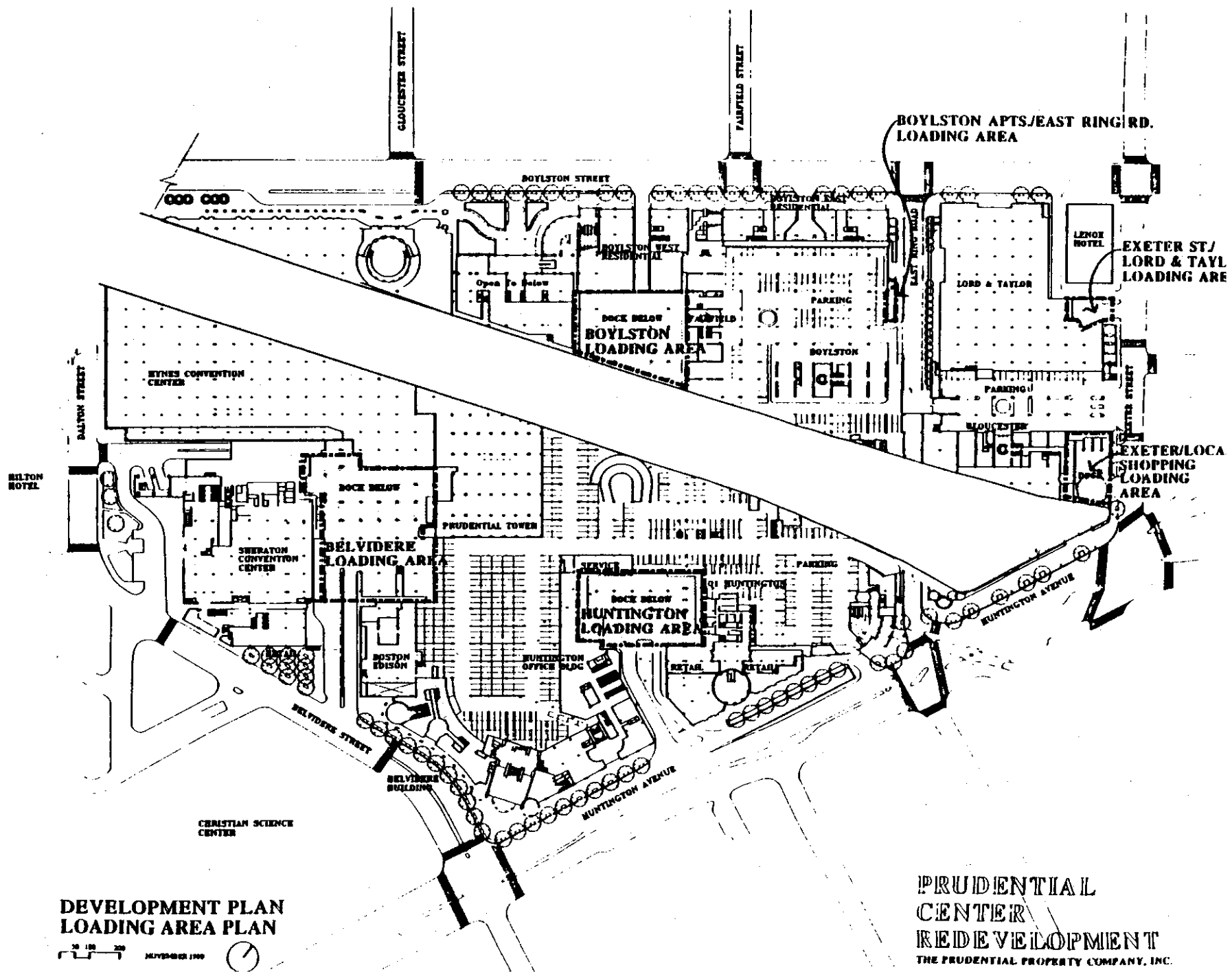
RESTRICT EXITING TRAFFIC TO RIGHT TURNS DURING PEAK HOURS

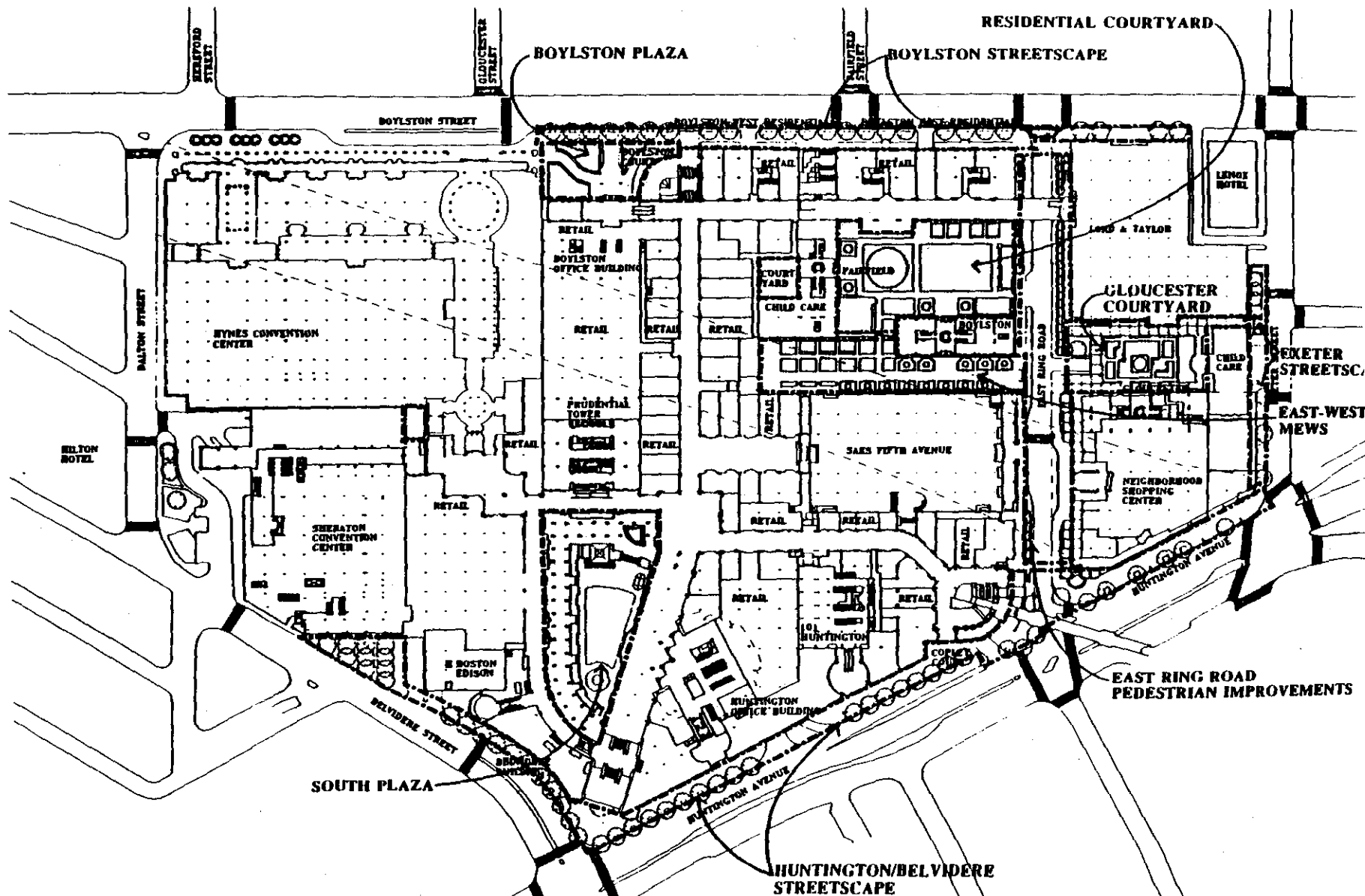
WIDEN BELVIDERE STREET

**DEVELOPMENT PLAN
VEHICULAR CIRCULATION SYSTEM**

NOVEMBER 1999

**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

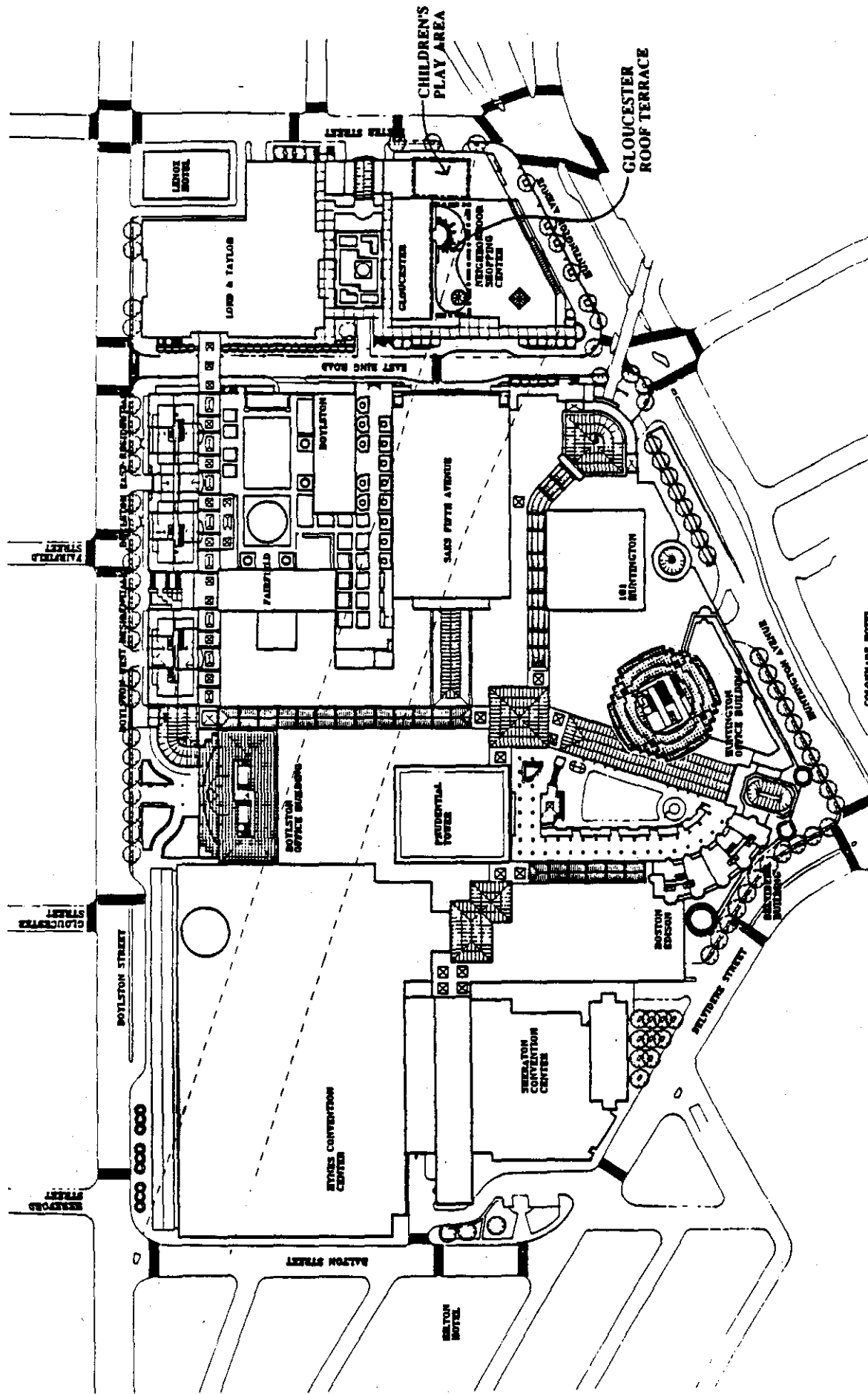




**DEVELOPMENT PLAN
OPEN SPACE AND STREETScape PLAN**

NOVEMBER 1998

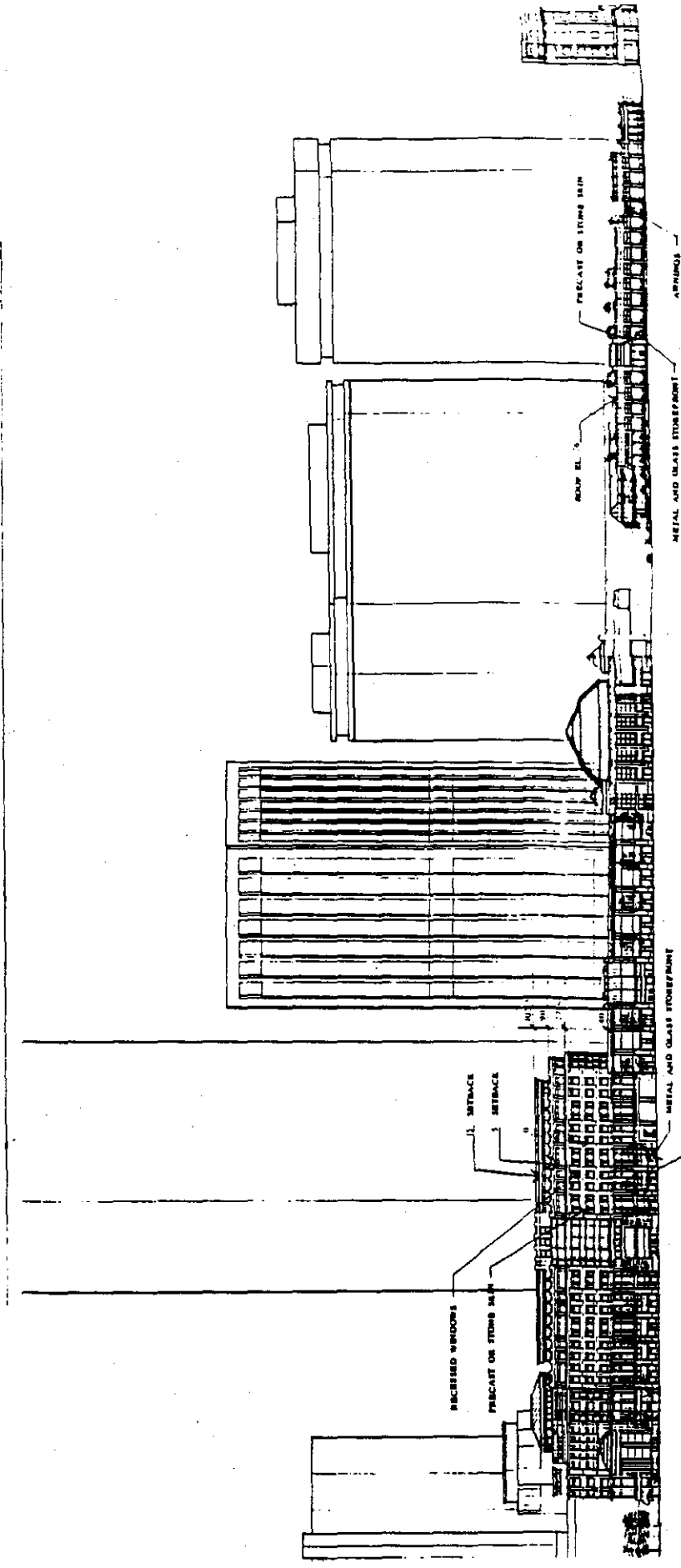
**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.



PRUDENTIAL
 CENTER
 REDEVELOPMENT
 THE PRUDENTIAL PROPERTY COMPANY, INC.

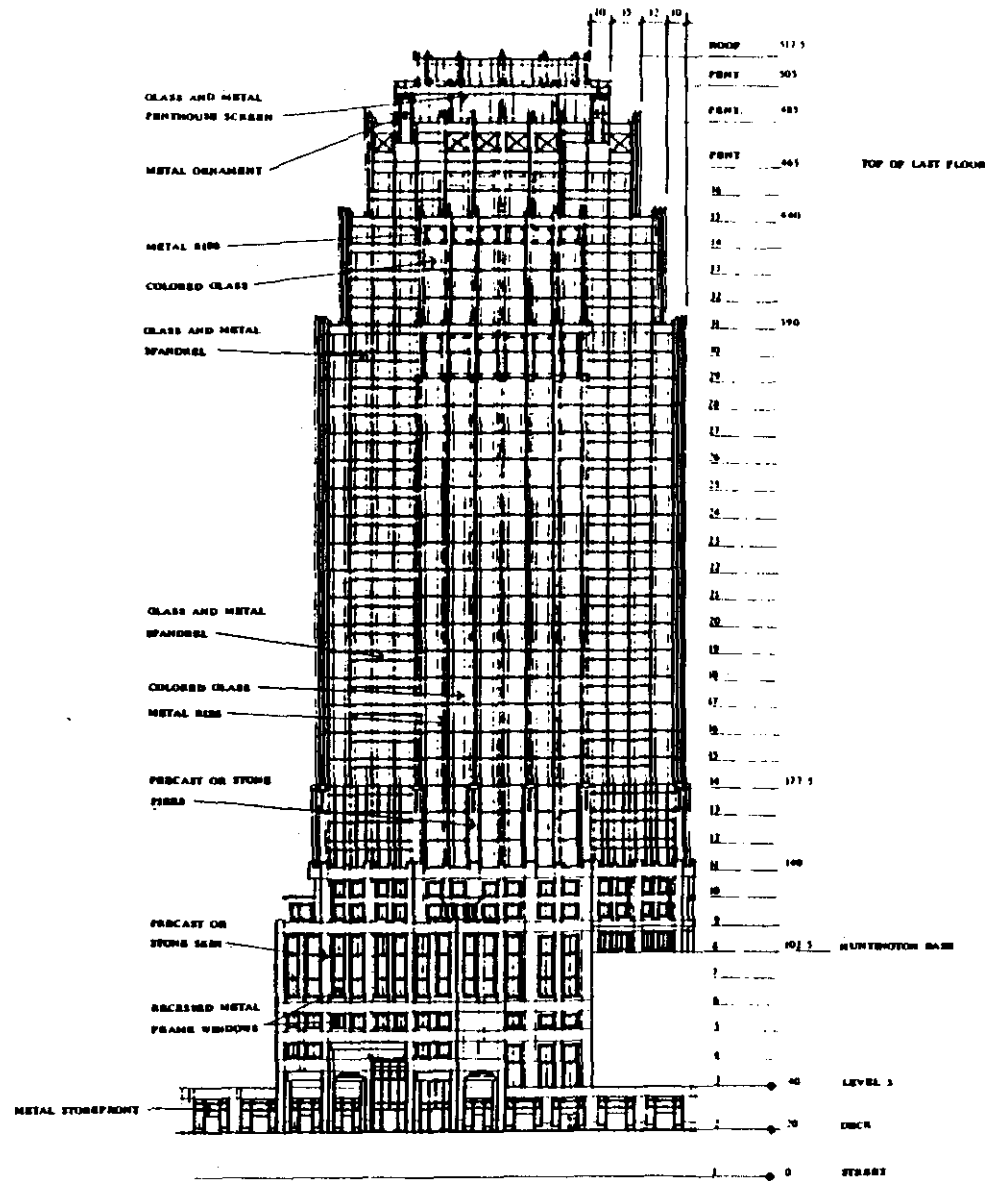
DEVELOPMENT PLAN
 OPEN SPACE ROOF, NEIGHBORHOOD SHOPPING AREA





HUNTINGTON OFFICE BUILDING
 BELVIDERE RESIDENTIAL BUILDING
 ELEVATION-HUNTINGTON

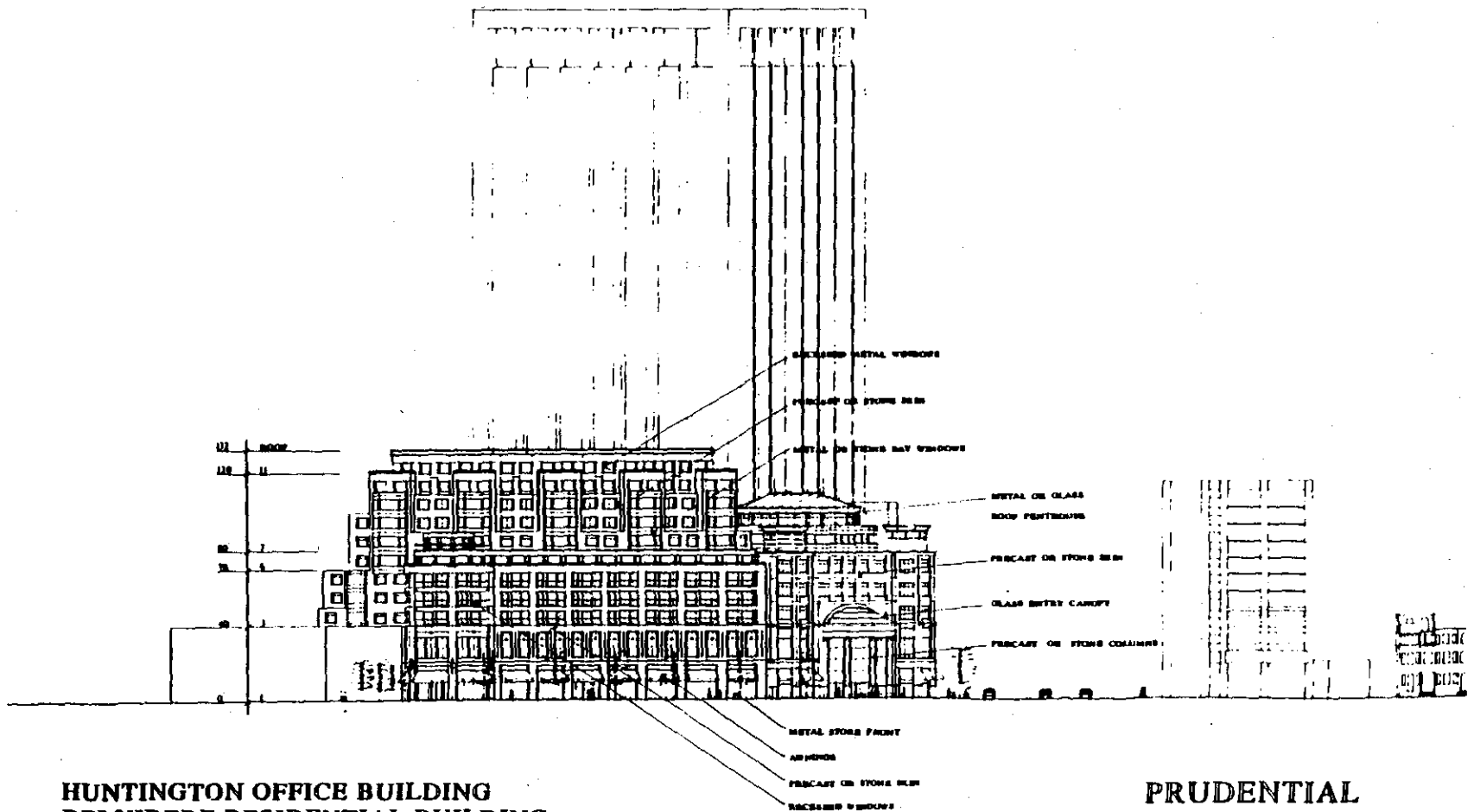
PRUDENTIAL
 CENTER
 REDEVELOPMENT
 THE PRUDENTIAL FINANCIAL COMPANY, INC.



**DEVELOPMENT PLAN
ELEVATION - SOUTH FACADE HUNTINGTON BUILDING**

MAY 24 1968 1969

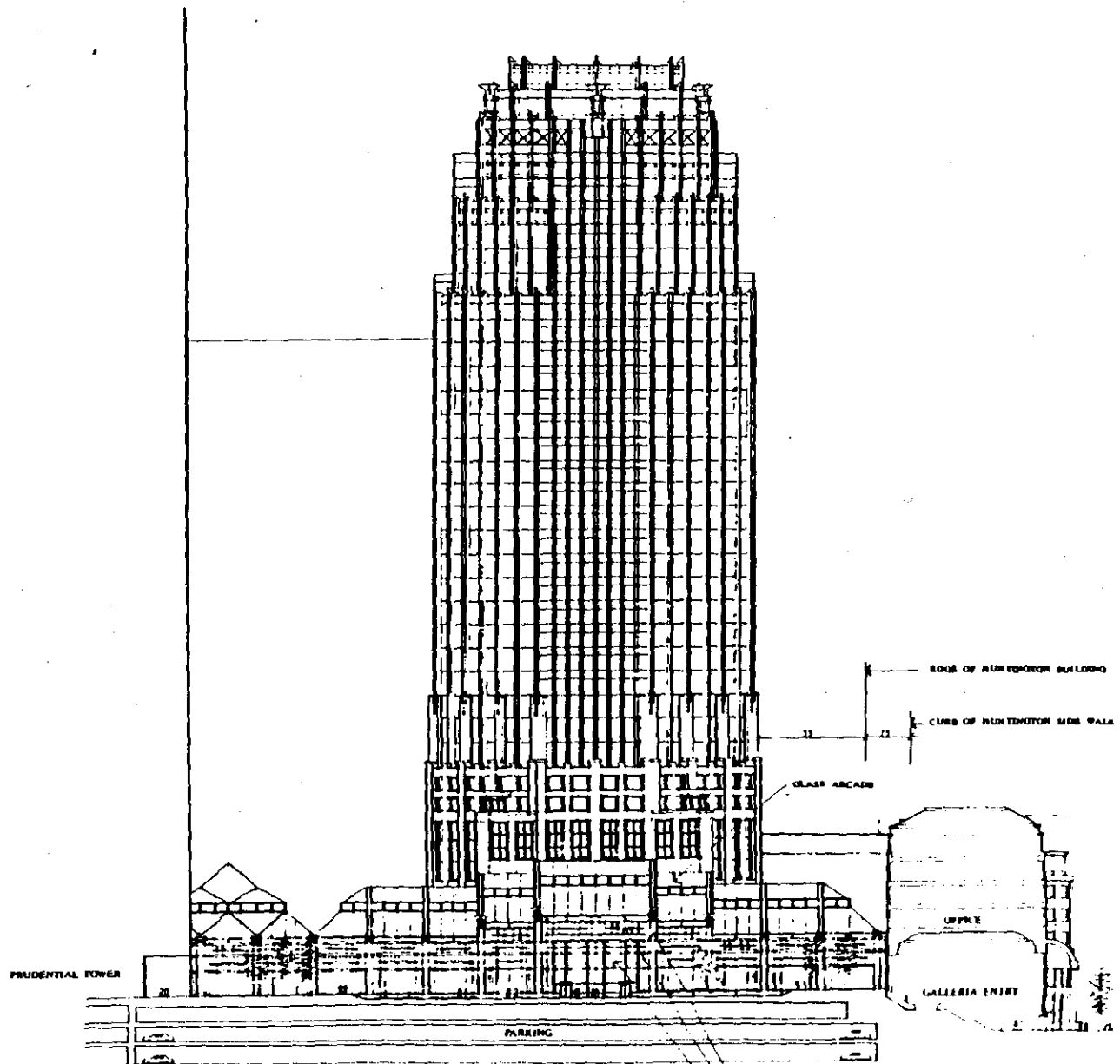
**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.



**HUNTINGTON OFFICE BUILDING
 BELVIDERE RESIDENTIAL BUILDING
 ELEVATION- BELVIDERE BUILDING**

NOVEMBER 1969

**PRUDENTIAL
 CENTER
 REDEVELOPMENT**
 THE PRUDENTIAL PROPERTY COMPANY, INC.

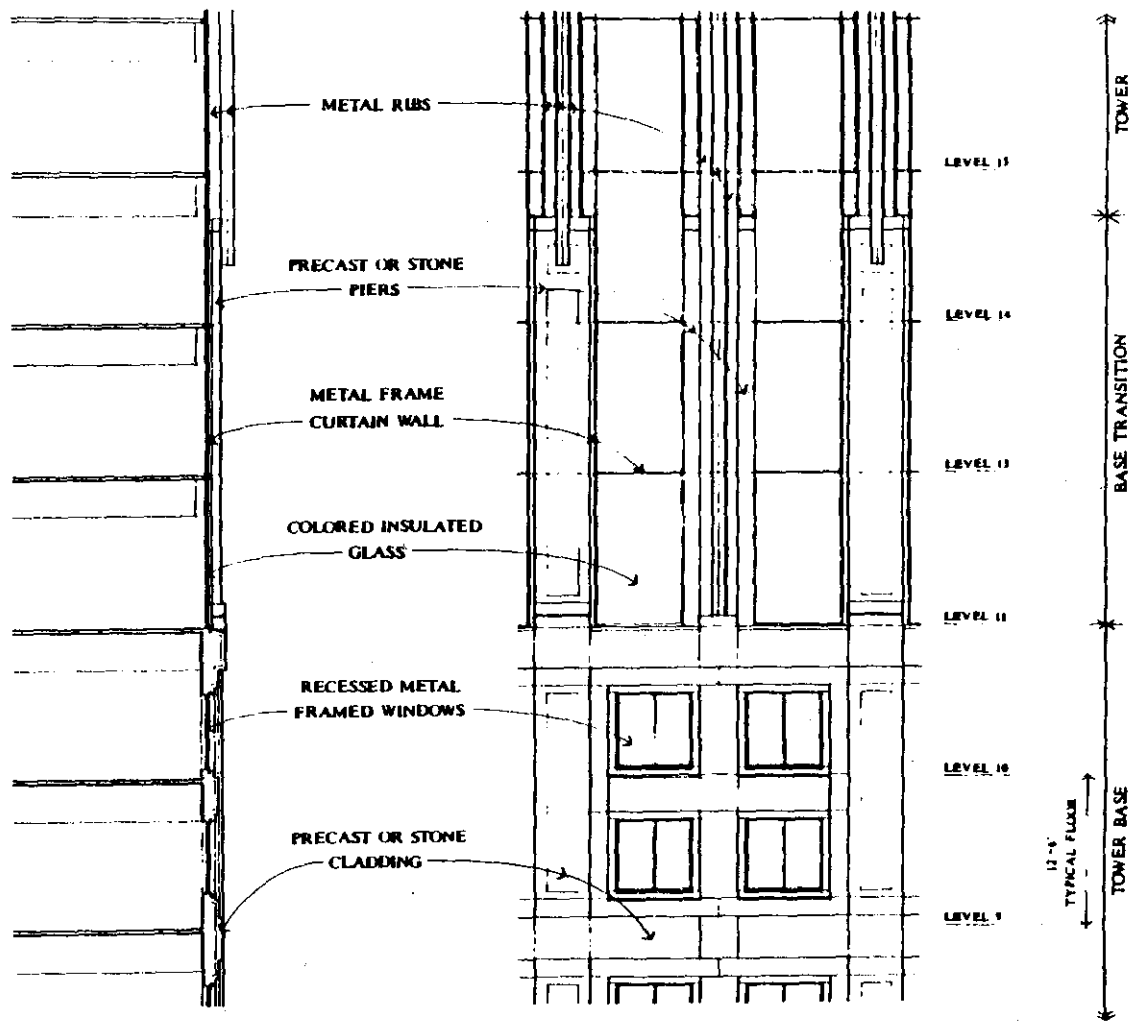


**HUNTINGTON OFFICE BUILDING
 BELVIDERE RESIDENTIAL BUILDING
 SECTION/ELEVATION- WEST FACADE HUNTINGTON BUILDING**

NOVEMBER 1979

**PRUDENTIAL
 CENTER
 REDEVELOPMENT**
 THE PRUDENTIAL PROPERTY COMPANY, INC.

PRELIMINARY MATERIAL SELECTION:

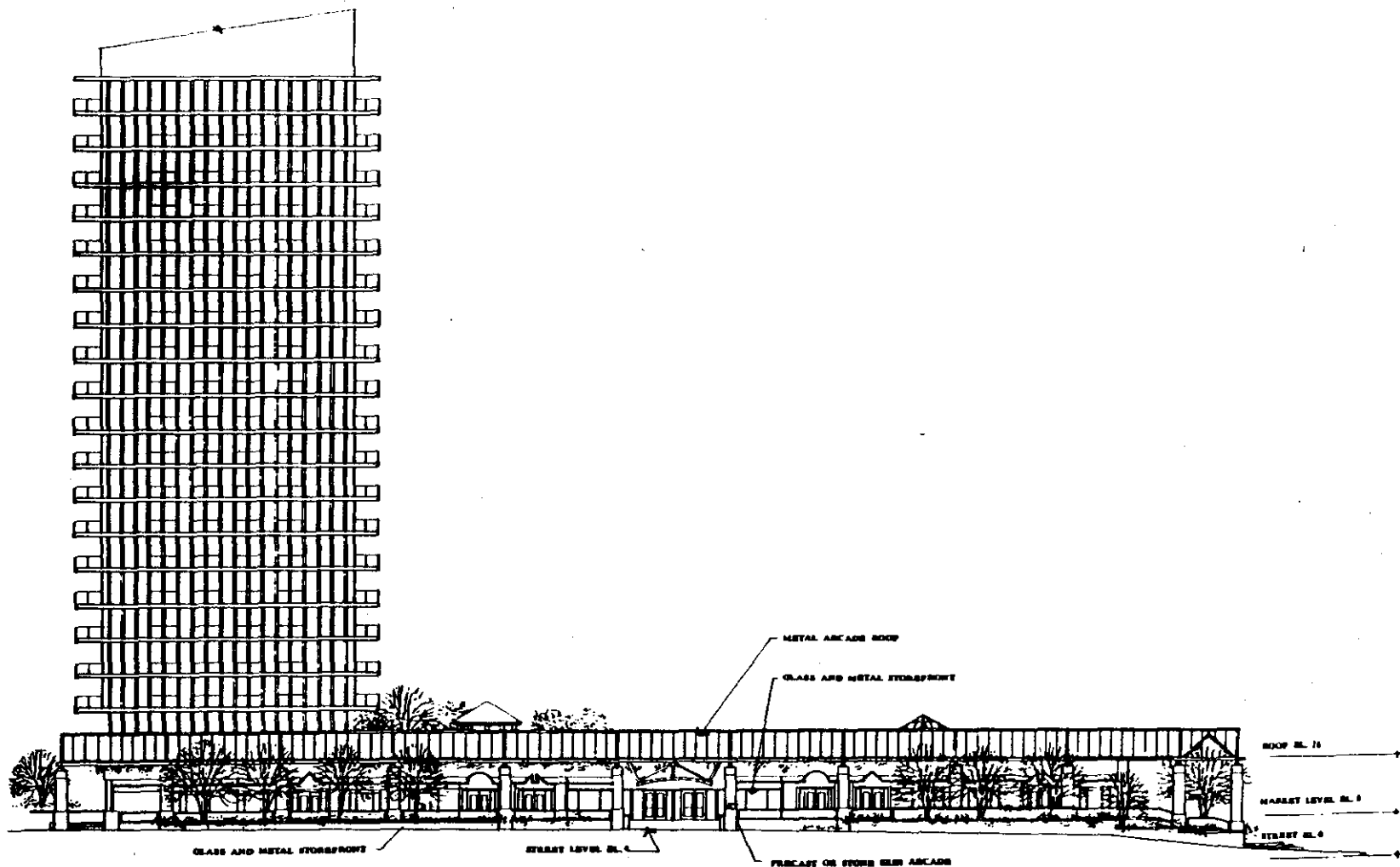


PARTIAL WALL SECTION
SCALE 1/4"=1'-0"

PARTIAL TOWER ELEVATION
SCALE 1/4"=1'-0"

HUNTINGTON OFFICE BUILDING
PRELIMINARY WALL SECTION/ELEVATION
NOVEMBER 1988

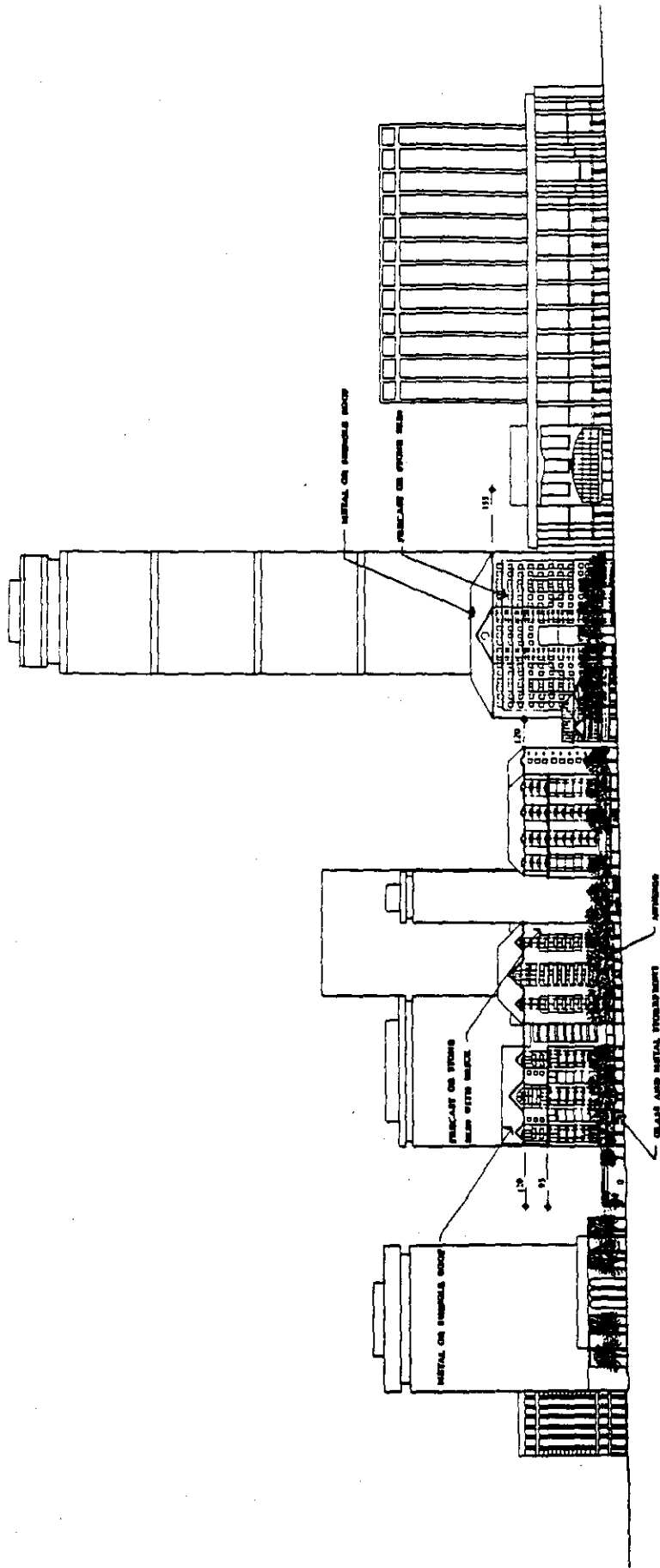
PRUDENTIAL
CENTER
REDEVELOPMENT
THE PRUDENTIAL PROPERTY COMPANY, INC.



**DEVELOPMENT PLAN
ELEVATION- EAST RING ROAD, SHOPPING CENTER**

10 20 30
 NORTH

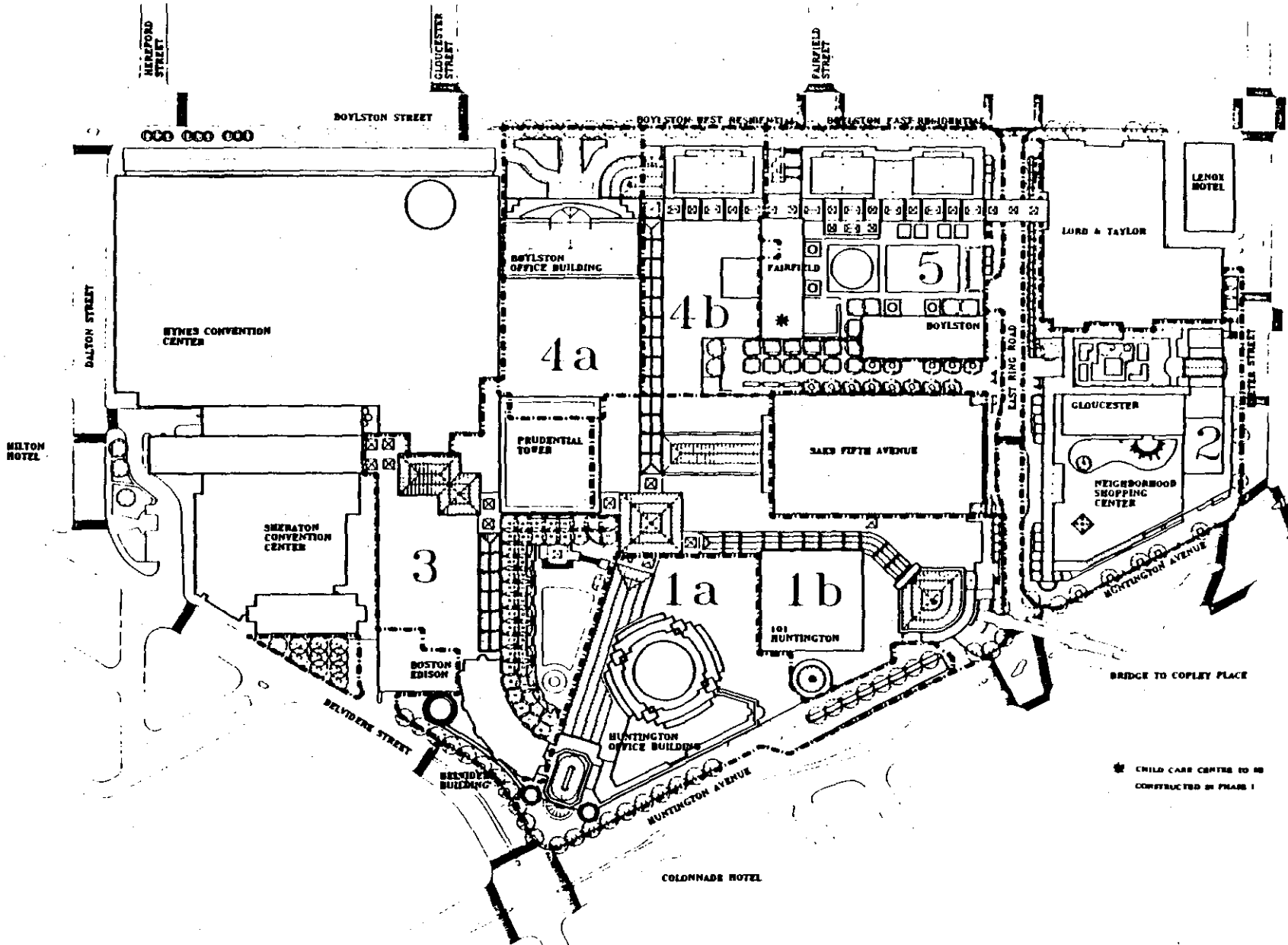
**PRUDENTIAL
CENTER
REDEVELOPMENT**
 THE PRUDENTIAL PROPERTY COMPANY, INC.



**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

**DEVELOPMENT PLAN
ELEVATION-BOYLSTON**

NOVEMBER 1970

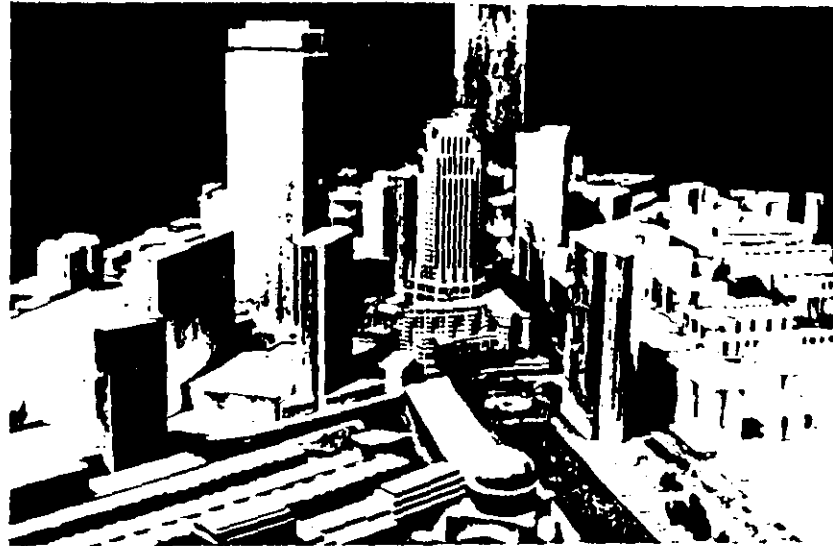


**DEVELOPMENT PLAN
PLAN- PHASING**

NOVEMBER 1999



**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.



A. Christian Science View East



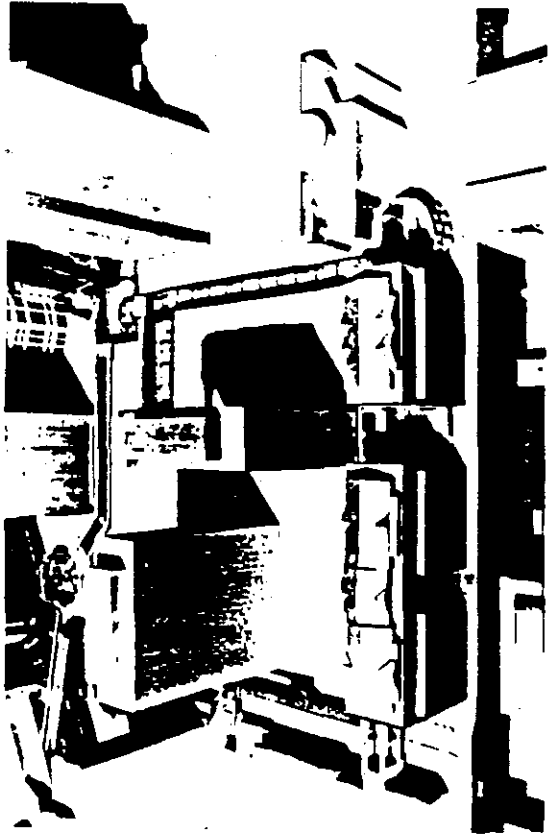
B. Huntington Aerial



C. Huntington Aerial

DEVELOPMENT PLAN
MODEL PHOTOGRAPHS
NOVEMBER 1969

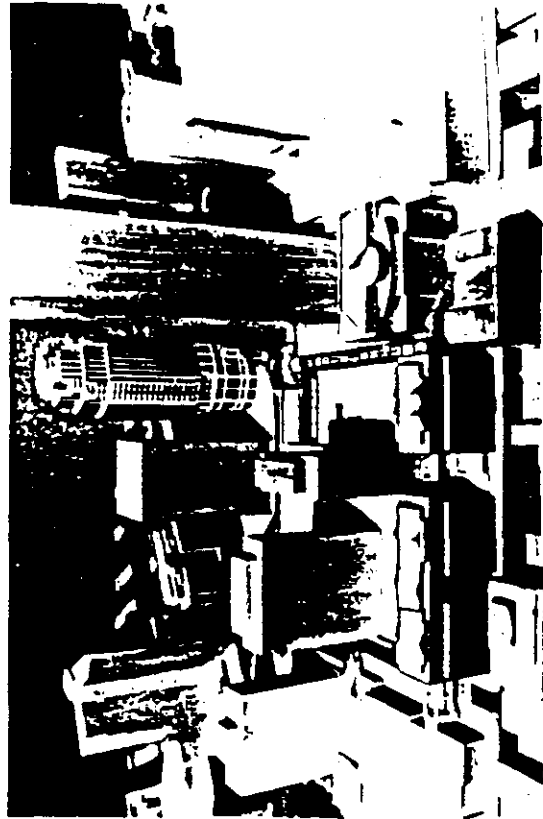
PRUDENTIAL
CENTER
REDEVELOPMENT
THE PRUDENTIAL PROPERTY COMPANY, INC.



A. Boylston View South



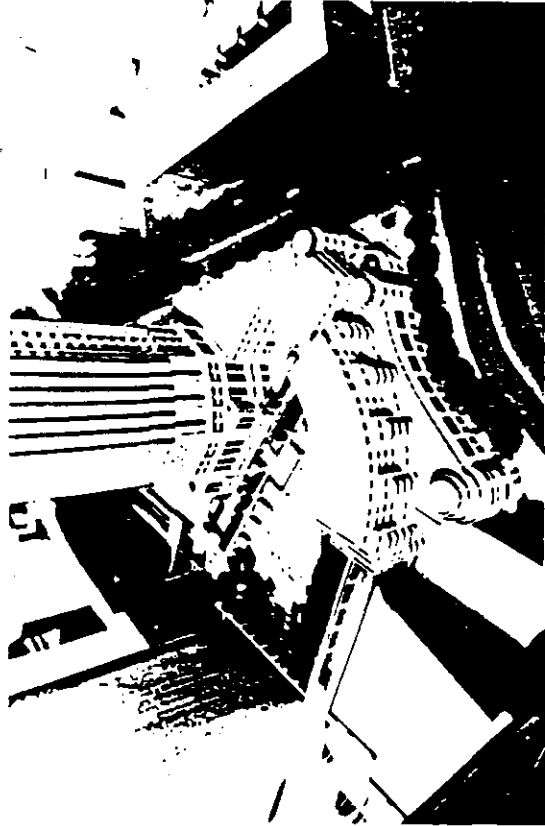
B. Boylston Aerial



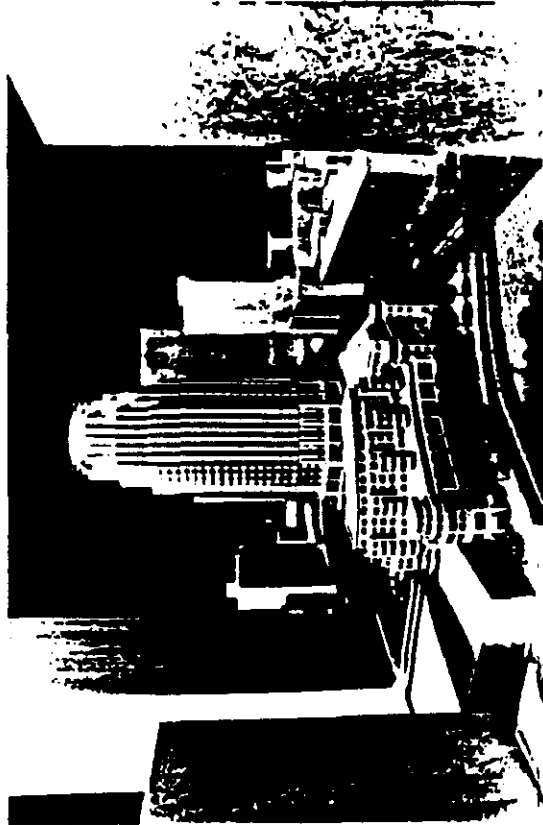
C. Boylston View South

DEVELOPMENT PLAN II
MODEL PHOTOGRAPHS
NOVEMBER 1962

PRUDENTIAL
CENTER
REDEVELOPMENT
THE PRUDENTIAL PROPERTY COMPANY, INC.



A. Belvidere Aerial



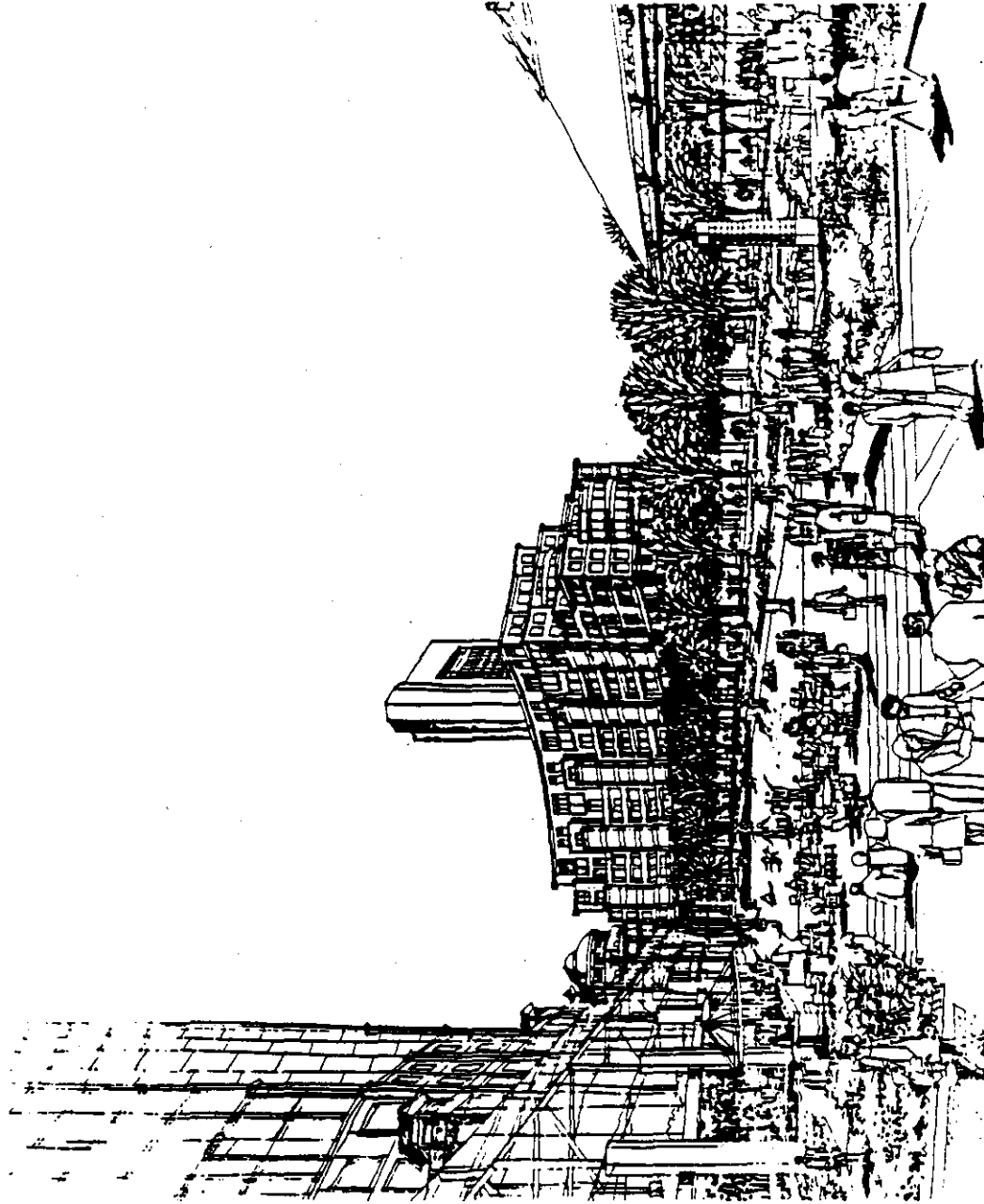
B. Huntington/Belvidere Building



C. Huntington/Belvidere Building

DEVELOPMENT PLAN
MODEL PHOTOGRAPHS
NOVEMBER 1967

PRUDENTIAL
CENTER
REDEVELOPMENT
THE PRUDENTIAL PROPERTY COMPANY, INC.

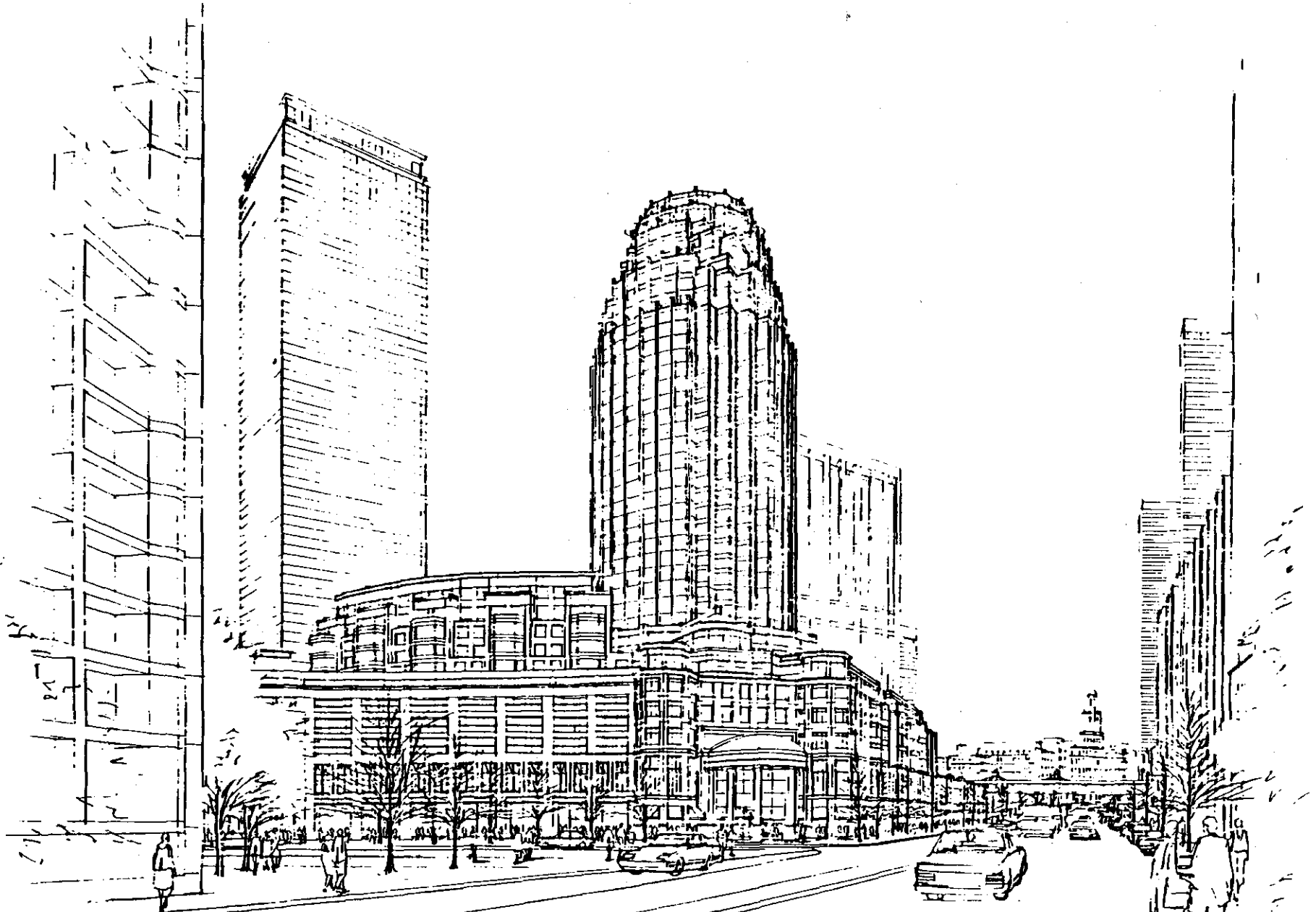


DEVELOPMENT PLAN
SOUTH PLAZA PERSPECTIVE

NOVEMBER 1960

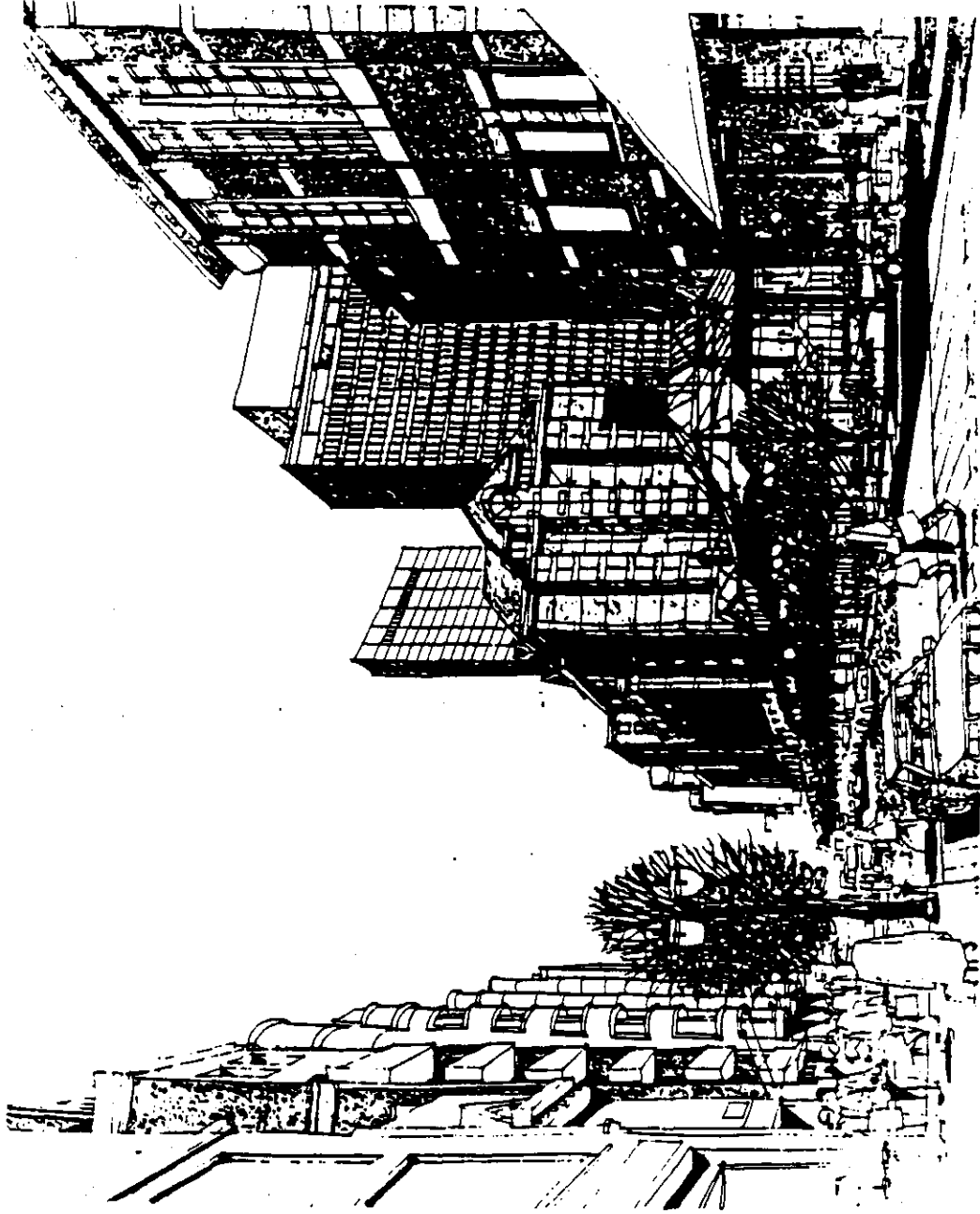


PRUDENTIAL
CENTER
REDEVELOPMENT
THE PRUDENTIAL PROPERTY COMPANY, INC.



**HUNTINGTON OFFICE BUILDING
BELVIDERE RESIDENTIAL BUILDING
PERSPECTIVE-LOOKING EAST ON HUNTINGTON**
NOVEMBER 1989

**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.



PERSPECTIVE- LOOKING EAST ON BOYLSTON
NOVEMBER 1978

**PRUDENTIAL
CENTER
REDEVELOPMENT**
THE PRUDENTIAL PROPERTY COMPANY, INC.

EXHIBIT C TO THE DEVELOPMENT PLAN

PERMITTED USES

- (a) Residential Uses. Multifamily dwellings and dwellings converted for more families, artists' live/work space, apartment hotel, lodging or boarding house, and temporary housing shelters.
- (b) Restaurant and Entertainment Uses. The service or sale of food or drink for on-premises consumption whether or not dancing or entertainment is provided; concert hall; theater, commercial or nonprofit (including motion picture or video theater, but not drive-in theater); art galleries, nonprofit or for profit, other social or recreational or sports center conducted for profit.
- (c) Fast Food Restaurant Uses. Sale over the counter not wholly incidental to a use listed under paragraph (b) or (m) of this Exhibit, of on-premises prepared food or drink for off-premises consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out, provided that a use under this paragraph (c) shall be conditional if any portion of such use, including signage, faces onto a public street.
- (d) Office Uses. Offices of community service organizations; business or professional offices; clinics; medical or dental offices; health maintenance organizations; real estate, insurance, or other agency or government office; office building; post office; bank including automatic teller machines, and foreign currency exchange (other than drive-in bank) or similar establishment; dance, theater, or music rehearsal studio; artist studio or work space.
- (e) Hotel or Motel.
- (f) Group Care Residence. Limited, as defined by clause 22B of Section 2-1 of the Boston Zoning Code, provided that a cooperation agreement exists relating to the location and operation of such facilities between the Boston Redevelopment Authority, the City of Boston, and the agency of the Commonwealth operating, licensing, or regulating such facilities.
- (g) Day care center, family care center, nursery school, kindergarten, elementary or secondary school, or community health center or clinic.

- (h) Trade, professional, or other school.
- (i) Recreational and Community Uses. Private grounds for games and sports not conducted for profit; other social, recreational, or sports center conducted for profit; private club (including quarters of fraternal or sororal organizations) operated for members only; adult education center or community center building; college granting degrees by authority of the Commonwealth, but only if such authority is accorded to an adult education facility existing within the Prudential Center prior to the effective date of this Development Plan; settlement house.
- (j) Public Service Uses. Public service pumping station, substation, or automatic telephone exchange, subject to St. 1956, c. 665, s. 2.
- (k) Wholesale Uses. Office or display or sales space of a wholesale, jobbing, or distributing house; and provided that not more than twenty-five percent (25%) of gross floor area devoted to this use is used for assembling, packaging, and storing merchandise.
- (l) Service Uses. Video or film production studio; barber shop; beauty shop; shoe repair shop; self-service laundry; pick-up and delivery station of laundry or dry-cleaner; tailor shop; hand laundry; drycleaning shop; framer's studio; caterer's establishment; photographer's shop; printing plant; electrician's shop; plumber's shop; radio and television repair shop; key and lock shop; express mail operation and drop box; ticket outlet; funeral home; undertaker's establishment; mortuary; radio or television studio; or similar use provided that in laundries and cleaning establishments, only nonflammable solvents are used for cleaning; animal hospital or clinic, warehouse, storage.
- (m) Retail Uses. Stores primarily serving the local retail business needs of the neighborhood; grocery store; neighborhood bakery; department store, furniture store, general merchandise mart or other store serving the general retail business needs of the city, including accessory storage.
- (n) Institutional Uses. Place of worship, monastery, convent, or parish house; elderly care facility; nonprofit library or museum, not accessory to another institutional use.
- (o) Parking Garage and uses accessory thereto including car wash, valet service and automobile repair provided that such accessory uses are located entirely within such parking garage.

- (p) Communications Uses. Communications relay station and terminals; operation of fiber optic and other related communication equipment, operation of telecommunications operation; data retrieval and transmission operations.
- (q) Accessory Uses. Subject to the limitations and restrictions of Article 10 of the Boston Zoning Code, limited to: (i) a swimming pool or tennis court; (ii) the storage of flammable liquids and gases incidental to a lawful use; (iii) the maintenance and operation of not more than four amusement game machines accessory to eating and drinking establishments; (iv) any use ancillary to, and ordinarily incident to, a lawful main use, provided that any such use shall be subject to the same restrictions, conditions, limitation, provisos, and safeguards as the use to which it is accessory.
- (r) Rental motor vehicle agency accessory to a hotel or motel, provided that such accessory use is located entirely within the buildings and parking structures of the Project site.

EXHIBIT D TO THE DEVELOPMENT PLAN

CALCULATION OF LINKAGE CONTRIBUTIONS

Housing Contribution Grant:

Total gross square footage of uses enumerated in Table D of Article 26A of the Code	1,555,000 gsf
Less exemption	100,000 gsf
Net gross square footage for purposes of payment	1,455,000 gsf
	<u>x \$5.00</u>
Total Housing Contribution Grant	\$7,275,000

Jobs Contribution Grant:

Total gross square footage of uses included in Table E of Article 26B of the Code	1,555,000 gsf
Less exemption	100,000 gsf
Net gross square footage for purposes of payment	1,455,000 gsf
	<u>x \$1.00</u>
Total Jobs Contribution Grant	\$1,455,000

EXHIBIT E TO THE DEVELOPMENT PLAN

LIST OF PUBLIC BENEFITS PROJECTS

I.	Transportation Improvements	
	A. Capital Improvements	\$ 424,000
	B. Traffic Control Efforts	526,000
	C. South End Transportation Planning Efforts	<u>50,000</u>
	TOTAL	\$1,000,000

II.	Community Benefits Fund - Designated Recipients *	
	Commonwealth Avenue Mall	\$ 140,000
	South End Land Trust	100,000
	Southwest Corridor Parkland Fund	40,000
	Westland Triangle Park	40,000
	Copley Square Maintenance Fund	75,000
	St. Botolph Street Improvements	275,000
	Boylston Street Improvements	150,000
	IBA Daycare (Escuelita Taino)	100,000
	Community Music School	50,000
	Boston Center For the Arts	150,000
	Ground Water Trust	50,000
	Women's Educational & Industrial Union	39,000
	Metropolitan Symphony	36,000
	Youth Related Services	55,000
	Central Boston Elderly Services	30,000
	To Be Allocated	<u>54,000</u>
	TOTAL	\$1,384,000

* The Moreville House and BAC-YOU grant proposals are proposed to be funded through the inclusionary housing payments to be made available pursuant to section 41-14(1) of the Zoning Code.

III.	Community Benefit Funds - Payment Schedule	
	Payment made on issuance of building permit for:	
	Huntington Office (Phase 1 and 2)	\$ 755,868
	Belvidere Residential (Phase 3)	159,394
	Boylston Office Building (Phase 4A)	195,831
	Boylston West Residential (Phase 4B)	113,254
	Boylston East Residential (Phase 5)	<u>159,653</u>
	TOTAL	\$1,384,000

EXHIBIT F TO THE DEVELOPMENT PLAN

INFRASTRUCTURE IMPROVEMENTS

A. Water Distribution System Improvements

Boston Water and Sewer Commission (BWSC) water mains are located on all sides of the Prudential Center. Service from both Southern High Service (SHS) and Southern Low Service (SLS) is available.

In an effort to improve the distribution system and mitigate the impacts of the proposed redevelopment, the developer shall install two water main sections along Boylston Street as shown in Figure 7-1 of the Final Project Impact Report for the Project ("FPIR"). Each begins near the intersection of Boylston Street and Exeter Street and extends along Boylston Street.

One section of new water main will complete the SHS system loop and the other will complete the SLS system loop. Installation of these water mains will provide additional system interconnection of the SHS and SLS systems around the Prudential Center. These improvements will result in an important benefit by enhancing system flow characteristics and increasing both safety and convenience in the event of a water main break.

Specific service point locations will be determined as the design proceeds. In general, connections to the water distribution system will be located so as to minimize impacts on system performance.

B. Sewer System Improvements

The developer shall improve the sewer system servicing the southern portion of the Prudential Center and the Garrison Street/Harcourt Street/St. Botolph Street neighborhood of the Back Bay. The existing combined sewer 30-inch twin siphon system under the Prudential Center shall be abandoned and a new separated system shall be installed along Huntington Avenue to divert both existing and proposed Prudential Center flows, and Back Bay area flows. System improvements via installation of separate sewer systems is in line with expected BWSC and MWRA long-term goals.

The proposed improvements are shown in Figures 7-2 and 7-3 of the FPIR. To provide for the possibility of future

separated systems in the area, a flow separation structure will connect to the existing 24-inch by 31-inch combined sewer inlet and the proposed 24-inch sanitary sewer and 48-inch storm drain outlets. It will function to divert dry weather flows to the sanitary sewer and wet weather flows to the storm drain.

The separated system will run inside the basement level of the Prudential Center garage to the southwest portion of the site. The storm drain will connect to the existing 54-inch storm drain in Belvidere Street with the sanitary sewer connecting directly to the West Side Interceptor (WSI). The system has been designed to mitigate the impacts of the proposed redevelopment. Connecting the proposed sanitary sewer downstream of the existing connection at the intersection of Fairfield Street with Beacon Street, and the reversed slope section of the WSI located beneath the turnpike, will decrease the existing flows of combined sewage at the siphon and the amount of sanitary flow subject to overflowing to the Boston Marginal Conduit.

This improvement will exceed the MWRA's policy of 2 for 1 reduction of flows in sewer lines through curtailment of infiltration and inflow. The proposal will result in a 78:1 ratio of reduction in inflow of storm flows to the projected new sanitary sewage new flows. The proponent will continue to coordinate with BWSC until plans are finalized.

C. Water Conservation

The State Building Code requires use of water conserving fixtures in all new construction. Both interior and exterior landscaping design will consider the minimization of irrigation requirements as one of the major design criteria. All fountains will be designed to recycle water to the extent feasible and will be designed to minimize the water lost to overspray and evaporation. Condensate return flows will be used to the greatest extent possible for cooling tower makeup.

D. Energy Conservation

The energy conservation measures that are either already incorporated into the project plan or are being evaluated include:

1. Heavily insulated walls and roofs.

2. State-of-the-art insulating glass, units with special coating and low heat transfer values.
3. Light wattage reduced to 1.5 - 2.0 watts per square foot.
4. Water side economizer to reduce chiller operation during the winter.
5. Use of ventilation air to provide cooling for interior spaces in winter.
6. Reclamation of heat from lights with perimeter fan boxes.
7. Monitoring and controlling of all building functions with state-of-the-art DDC controls.
8. Utilization of variable air volume system design in office spaces.
9. Utilization of high efficiency motors.

FACT SHEET

PRUDENTIAL CENTER REDEVELOPMENT

DEVELOPMENT PLAN
and
DEVELOPMENT IMPACT PROJECT PLAN
for
PROPOSED PLAN DEVELOPMENT AREA

DEVELOPMENT TEAM:

Developer: The Prudential Insurance Company of America

Planning
Consultants: Carr Lynch Hack & Sandell

Architects: Sikes Jennings Kelly & Brewer

Childs Bertman Tseckares & Casendino

SITE:

The Prudential Center, 24.8 acres bounded by Boylston Street, Exeter Street, Huntington Avenue, Belvidere Street and Dalton Street, on the west, excluding the properties owned by the Massachusetts Convention Center Authority and the Lenox Hotel. The site currently contains 4.3 million square feet of building area and is entirely owned by the Prudential Insurance Company of America.

PROPOSAL:

The Development Plan calls for the redevelopment of the existing center by adding approximately 1.8 million sq. ft. of new office, retail and residential space. The redevelopment would begin with the construction of a new office tower on the southern side (Huntington Ave.) of the site. The south side of the site would be completed first including a new supermarket adjacent to the Gloucester Apartments, a residential structure at Belvidere and Huntington, and an enlarged and redefined south plaza. The construction would proceed to the Boylston Street side of the Center where a new, 155 foot office building and two, 120 foot residential buildings will be developed. The retail concourses will be reconstructed, providing pedestrian shopping arcades

connecting St. Botolph to Back Bay, and Copley Place to the Hynes Auditorium.

The redevelopment program includes:

Office	991,000 SF
Retail	263,000 SF
Housing	422,000 SF
Public Space	158,000 SF

Approximately 143,000 square feet of existing retail space will be demolished and reconstructed and approximately 800 parking spaces will be added to the existing garage through management changes.

SCHEDULE:

The redevelopment will be done in five phases with the first phase beginning in November 1990 and completion of all phases by April 1996.

	<u>Construction Start</u>	<u>Construction Completion</u>
Phase I Huntington Office Tower	1990	1993
Phase II Neighborhood Shopping Area	1990	1992
Phase III Belvidere St. Housing	1992	1994
Phase IV Boylston Housing and Retail	1992	1995
Phase V	1994	1996

ESTIMATED PROJECT COST:

\$384,000.000 including streetscape improvements and public benefits package.

PUBLIC BENEFITS:

Housing Linkage:

\$7,275,000 for Housing Creation or Housing Contribution.

TMII/PRU.FAC

Jobs Linkage: \$1,455,000 for Jobs Creation or Jobs Contribution.

Affordable Housing: \$1,116,000 for off-site affordable housing.

Childcare: Two facilities totalling 14,800 square feet will be provided.

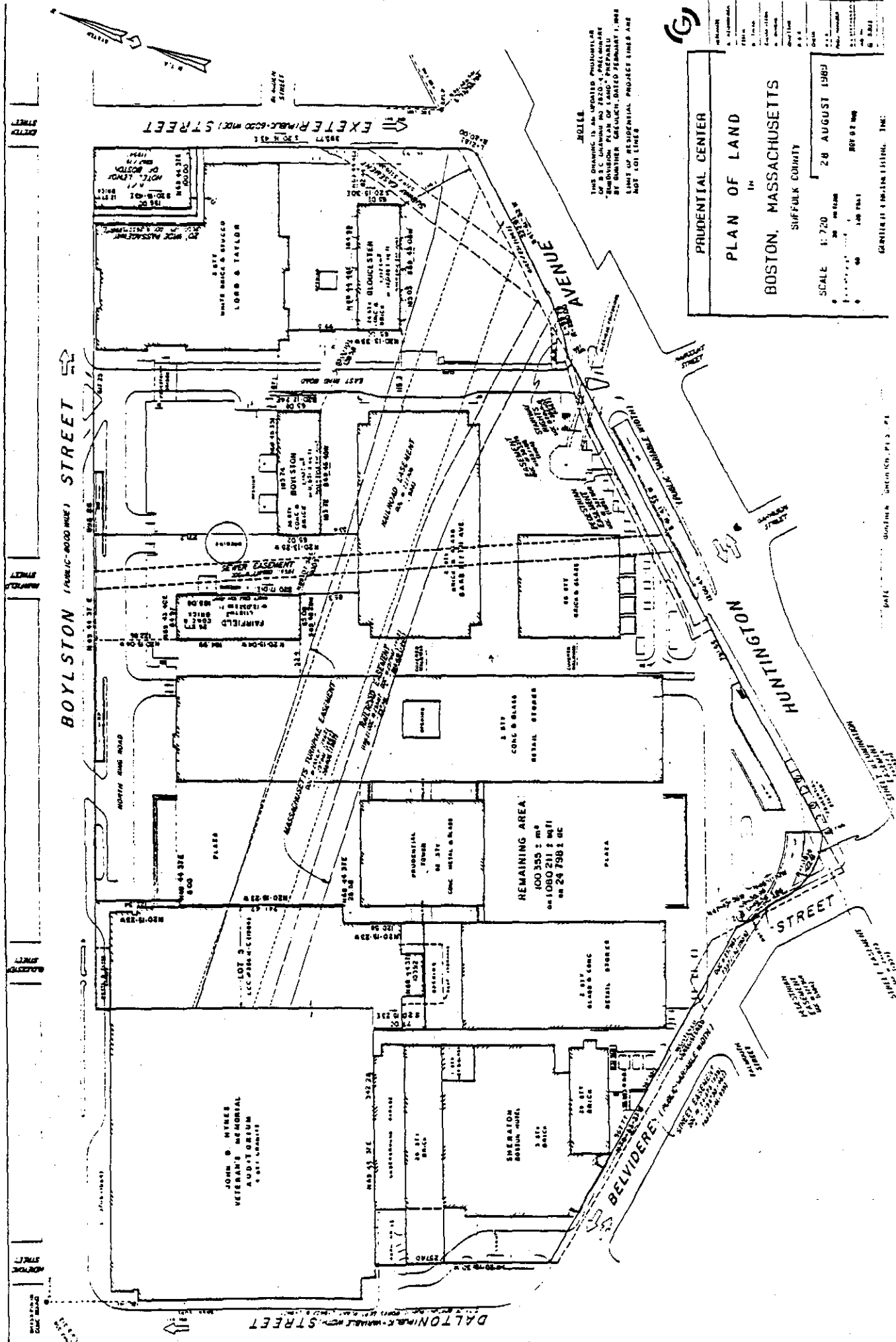
Neighborhood and Citywide Initiatives: A voluntary contribution of \$1,384,000 will be made available for projects intended to maintain the vitality of the impacted neighborhoods and improve the quality of life in the city.

Job Creation: 2,200 construction worker years of labor.

Fiscal Benefits: \$9,300,000 per year.

Transportation Improvements: \$1,000,000 for traffic enforcement and roadway capital improvements.

ZONING: The site is currently located partially within the B-8-12c Zoning District and partially within Subdistrict K of the Interim Planning Overlay District regulated by Article 27D of the Boston Zoning Code. The Zoning District underlying Subdistrict K is the B-8 Zoning District. New Zoning regulations for the portion of the site located in Subdistrict K have been submitted as a new Article 41 of the Zoning Code. The project is designed to comply with the provisions of proposed Article 41.



NOTICE
 THIS DRAWING IS AN UPDATED PRODUCTION OF THE "BOSTON PLAN OF LAND" PREPARED BY QUINCY GELUCH, DATED FEBRUARY 1, 1982. THE LIMITS OF RESIDENTIAL PRODUCT LINES ARE NOT LOT LINES.

PRUDENTIAL CENTER
PLAN OF LAND
 IN
BOSTON, MASSACHUSETTS
 SUFFOLK COUNTY

SCALE 1:720
 DATE 28 AUGUST 1989

DATE: 08/28/89
 DRAWN BY: [Name]
 CHECKED BY: [Name]
 PROJECT NO.: [Number]

M E M O R A N D U M

JANUARY 18, 1990

TO: BOSTON REDEVELOPMENT AUTHORITY AND
STEPHEN COYLE, DIRECTOR

FROM: PAMELA WESSLING, ASSISTANT DIRECTOR FOR
URBAN DESIGN AND DEVELOPMENT
VICTOR KAREN, DEPUTY DIRECTOR OF HARBOR PLANNING
AND DEVELOPMENT
THOMAS MAISTROS, PROJECT MANAGER
SCOTT FOWLER, PLANNING ASSISTANT

SUBJECT: THE PRUDENTIAL CENTER REDEVELOPMENT PROJECT:
DEVELOPMENT PLAN APPROVAL AND RELATED MATTERS

EXECUTIVE
SUMMARY:

This memorandum requests that, in the matter of the application by the Prudential Insurance Company of America for Planned Development Area approval in connection with its Prudential Center Redevelopment, an approximately 1.8 million square foot mixed-use project, the Boston Redevelopment Authority (1) adopt the attached findings and resolutions approving the Development Plan, (2) authorize the Director to petition the Zoning Commission for the designation of a Planned Development Area for the project site, (3) authorize the Director to execute an Adequacy Determination for the Final Project Impact Report upon the Director's determination that the FPIR fully satisfies the requirements of Article 31, and (4) authorize the Director to cause the term of the Memorandum of Understanding establishing the Prudential Project Advisory Committee to be extended through the completion of the project.

The Prudential Insurance Company of America ("Prudential") filed an application on November 27, 1989 seeking approval of a Development Impact Project Plan and Planned Development Area ("PDA") Development Plan for the Prudential Center Redevelopment, a proposed mixed-use development located in the Back Bay (the "Project"). This memorandum requests that the Boston Redevelopment Authority:

- (1) Adopt the attached findings and resolutions approving the Development Plan;

- (2) Authorize the Director to petition the Zoning Commission for the designation of a Planned Development Area for the project site;
- (3) Authorize the Director to execute an Adequacy Determination for the Final Project Impact Report ("FPIR") upon the Director's determination that the FPIR fully satisfies the requirements of Article 31; and
- (4) Authorize the Director to cause the term of the Memorandum of Understanding, dated October 31, 1988, establishing the Prudential Project Advisory Committee ("PruPAC"), to be extended through the completion of the project.

DEVELOPMENT PLAN APPROVAL AND RECOMMENDATION TO ZONING COMMISSION

Planned Development Area/Development Impact Project Requirements

Prudential has requested several actions from the BRA Board necessary for the project to proceed. Because the developer is seeking a PDA zoning designation for the site, a development plan is required to be submitted to and approved by the BRA Board and the BRA must make a recommendation to the Zoning Commission regarding the PDA designation. In addition, Articles 26, 26A and 26B of the Boston Zoning Code require that the BRA approve a Development Impact Project Plan providing essentially the same information as the Development Plan. These two documents, the Development Plan and the Development Impact Project Plan, are combined into a single document and attached in Tab 5.

The Planned Development Area Proposal

The proposed redevelopment project involves the construction of approximately 1.8 million square feet including two new office buildings, new and redeveloped retail space, 282 residential units, two on-site childcare centers, and reconfigured below-grade parking to create 800 additional spaces. The heights of these new buildings range from 120 feet for the Boylston residential buildings to 465 feet to the parapet of the new Huntington Avenue office tower.

The redevelopment of the site will proceed in five phases, generally from the south side of the site to the north side, in order to minimize the disruption to existing activities on the site. Throughout the process the center will continue to function and key pedestrian flows will be maintained. The phasing plan is designed to ensure that important services, such

January 18, 1990

as the supermarket currently located on Boylston Street, are maintained until replacement facilities are in place.

- o Phase 1 includes the new Huntington Avenue office building/south retail complex of approximately 966,000 gross square feet, and is estimated to start construction in 1990 and to be completed in 1993.
- o Phase 2 includes the 53,000 square foot neighborhood shopping area (including supermarket) which is scheduled to begin construction in 1990 and to be completed in 1992.
- o Phase 3 includes the 179,000 square foot Belvidere housing and west retail component which is scheduled to begin construction in 1992 and to be completed in 1994.
- o Phase 4 includes the Boylston Street offices, north retail, and West Boylston Street housing component. Phase IV will be approximately 415,000 gross square feet and is estimated to start construction in 1992 and to be completed in 1995.
- o Phase 5 includes the 214,000 gross square feet East Boylston Street housing/retail component which is scheduled to begin construction in 1995 and to be completed in 1997.

As the Project is proposed as a Planned Development Area, Prudential must show, and the BRA must find prior to approval, that nothing in the Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens. A comprehensive schedule of public benefits and mitigation measures is described herein in the proposed Development Plan and in a proposed Cooperation Agreement governing the Project, attached in Tab 7.

Site Description

The area proposed to be a Planned Development Area is 1,080,211 square feet, or approximately 24.8 acres, and is generally bounded by Boylston Street on the north, Exeter Street on the east, Huntington Avenue on the south, and Belvidere Street and Dalton Street on the west, excluding properties owned by the Massachusetts Convention Center Authority and the Lenox Hotel. The area is further described in the Development Plan. Permanent easements have been granted across the site to the Massachusetts Turnpike Authority and to the Boston Albany Railroad (succeeded by Conrail).

January 18, 1990

least ten percent of the dwelling units proposed in the Development Plan are affordable, or (2) make grants to enable the construction of, or construct or cause the construction of housing units off-site equivalent to twenty percent of the number of market rate housing units constructed on the site.

Prudential therefore will provide an affordable housing grant of \$1.116 million to the Neighborhood Housing Trust or such other entity as may be designated by the BRA. PruPAC, Prudential and the BRA are working to establish the timing of these payments.

Employment Benefits

The employment benefits that the Prudential Center redevelopment proposal brings to Boston are extensive. Approximately 2,200 construction jobs will be generated by the project. The developer has agreed to comply with the City's hiring policies and will codify this through the execution of a Residents Construction Employment Plan Agreement with the Mayor's Office of Jobs and Community Services ("OJCS"), as stated in the Cooperation Agreement.

Prudential Center redevelopment also brings benefits in the form of permanent jobs. When completed, the project will add space for approximately 5,600 permanent jobs. The developer has agreed to comply with the City's hiring policies and will codify this through the execution of a First Source Agreement with OJCS, as stated in the Cooperation Agreement.

In addition, the center will provide two child care facilities to serve employees and local residents. The two centers will total approximately 14,800 sq. ft. in size.

Transportation Impacts

The developer will provide \$1,000,000 to the Boston Transportation Department for the costs of planning studies, projects and actions taken to mitigate off site transportation impacts of the development. The mitigation plan includes a comprehensive program of transportation improvements to benefit the Back Bay area and surrounding neighborhoods. Measures include a series of capital improvements along Massachusetts Avenue, Huntington Avenue, and Belvidere Street to improve traffic flows. These funds will also be used to provide traffic enforcement officers at key Back Bay intersections. Other transportation benefits to be provided include improved pedestrian crossings on Huntington Avenue, Boylston Street, East Ring Road and Belvidere Street. Construction of the project will

January 18, 1990

result in improved access to the Prudential Green Line transit station. In addition, overnight parking will be provided in the Prudential Center garages at reduced rates for residents of adjacent neighborhoods.

DEVELOPMENT REVIEW REQUIREMENTS

On June 28, 1988, Prudential submitted a Project Notification Form to the Boston Redevelopment Authority and an Environmental Notification Form to MEPA. On September 1, 1988, the Boston Redevelopment Authority issued a Scoping Determination for the project.

On April 12, 1989, Prudential submitted to the Boston Redevelopment Authority a Draft Project Impact Report/Draft Environmental Impact Report ("DPIR/DEIR") describing the impacts of the proposed project. On that same day, the proponent submitted the DPIR/DEIR to MEPA.

On August 30, 1989, the Boston Redevelopment Authority staff completed its review of the DPIR and issued a Preliminary Adequacy Determination.

On November 13, 1989 the Proponent submitted a Final Project and Environmental Impact Report ("FPIR/FEIR") to the BRA and MEPA. On January 2, 1990, MEPA issued a Certificate on the FEIR.

The BRA staff has reviewed the FPIR and solicited comments from other city agencies, PruPAC, abutters, and other interested parties. The BRA staff requests that the BRA Board authorize the Director to issue the Adequacy Determination on his determination that the FPIR fully meets the requirements set forth in Article 31.

PRUDENTIAL PROJECT ADVISORY COMMITTEE

In 1986, the Mayor established the Prudential Project Advisory Committee (PruPAC) to advise the City in the review of the Project.

On May 3, 1988, PruPAC formally adopted a set of guidelines (the "PruPAC Guidelines") as a statement of the criteria that PruPAC intended to use in evaluating the Project. On October 31, 1988, the PruPAC and the BRA entered into a Memorandum of Understanding formalizing the advisory role of the PruPAC to the BRA. The Memorandum of Understanding includes the following clause:

PRUPDA.MMO

January 18, 1990

"WHEREAS, the Authority accepts the Guidelines as the standard against which the Project and its potential impacts shall be evaluated."

The Memorandum of Understanding allows PruPAC to notify the Authority in writing if a staff recommendation to the Board regarding the project does not conform to the PruPAC Guidelines. Further, it contains a procedure for reconciling any conflicting positions between PruPAC and the BRA staff prior to formal presentation of a staff recommendation regarding the Project to the Board.

Information presented in the Development Plan, the FPIR for the Project, and other relevant materials in connection with the Project reviewed by staff indicates that the Project conforms to the PruPAC Guidelines.

One of the PruPAC Guidelines, regarding traffic, requires special mention. It states: "The development must not increase the volume of traffic on residential streets." The Boston Transportation Department ("BTD") carried out extensive computer modelling of traffic flows in connection with the Project. The results of this modelling are described in a letter from Commissioner Richard Dimino of the BTD to Frederick Casselman of the Neighborhood Association of the Back Bay. The letter is attached hereto as Exhibit A.

In that letter, Commissioner Dimino states his conclusion that the PruPAC Guidelines with regard to transportation impacts on the residential area of the Back Bay are adequately met by, among other things, enforcement activities by the City to increase parking turnover and traffic capacity on major corridors such as Massachusetts Avenue, Boylston, Newbury, Stuart, and St. James Streets. The BTD has, in fact, already implemented such an enforcement program in the Back Bay. Some reduction in enforcement activities by the City could ultimately occur without affecting traffic flows, because of changed driver behaviors as a result of intensive ticketing. However, a significant level of continued enforcement activity or other mitigation with similar effect on traffic flow is necessary to assure adequate traffic flow over major corridors and, therefore, to assure no increase in traffic on residential streets, as provided in the above-quoted PruPAC Guideline.

January 18, 1990

On January 2, 1990, the PruPAC voted unanimously to adopt the following resolution:

That PruPAC supports approval of the four items on the BRA Board Agenda for January 18, 1990 (Huntington Avenue/Prudential Center Permanent Zoning, Prudential Planned Development Area, Prudential Cooperation Agreement, and Prudential Center Chapter 121A Separation and Termination) substantially in the form presented at the PruPAC meeting on January 2, 1990 with the assumption that outstanding issues will be negotiated in good faith.

Input from and dedication of the PruPAC has been invaluable in improving the project to reflect community concerns. PruPAC review resulted in substantial improvements to the proposal, including the location of specific uses, height and massing of buildings, quality and design of public spaces, environmental mitigation measures, and public benefits.

In order to ensure continued community review, the BRA staff recommends that PruPAC continue to advise the BRA regarding Project review and requests appropriate BRA Board action extending the terms of the Memorandum of Understanding between PruPAC and the BRA.

CONCLUSION

The three year review process of weekly meetings among PruPAC, the Prudential, the BRA, the Boston Transportation Department, the Mayor's Office of Neighborhood Services and other interested community representatives has resulted in a reduction of the building program from approximately 3 million square feet to 1.8 million square feet of new space. The PDA proposal is the result of this review which was carried out in conjunction with the Article 31 review process. The process has enabled the community to review and advise on the development proposal, and the result has been a project that is sensitive to the interests of the surrounding neighborhoods.

On November 30, 1989, a public hearing was held regarding the proposed Development Plan and Planned Development Area. After said hearing, the BRA voted to take the matter under advisement and allow the submission of written comments, to be incorporated into the public record, until January 5, 1990 at 5:00 P.M.

PRUPDA.MMO

January 18, 1990

Several letters were submitted to the BRA by the close of the public comment period. These letters are attached in Tab 12 of the Board package. The letters raised specific issues of concern which were either already addressed in the FPIR, or in the review of the FPIR.

The appended documents incorporate extensive review by the PruPAC, City agencies, the general public, and the BRA and represent the evolution of the Prudential Center redevelopment project over a number of years.

Accordingly, the BRA staff recommends: that the Boston Redevelopment Authority Board (1) adopt attached findings and resolutions approving the Development Plan, (2) authorize the Director to petition the Zoning Commission for the designation of a Planned Development Area for the project site, (3) authorize the Director to execute an Adequacy Determination for the Final Project Impact Report upon the Director's determination that the FPIR fully satisfies the requirements of Article 31, and (4) cause the term of the Memorandum of Understanding dated October 31, 1988 establishing the Prudential Project Advisory Committee, to be extended through the completion of the project.

Appropriate votes follow:

VOTED That the Boston Redevelopment Authority hereby adopts the resolutions entitled "Resolutions of the Boston Redevelopment Authority Regarding the Prudential Center Redevelopment Project Development Plan and Development Impact Project Plan" and dated January 18, 1990, consisting of 17 pages, and the BRA specifically adopts the findings incorporated therein, and specifically adopts the Resolves that are set forth in the last 4 pages of said resolution; and further

VOTED That the Director be and hereby is authorized to issue an Adequacy Determination for the Final Project Impact Report ("FPIR") submitted by the applicant on November 13, 1989 upon final completion of the review of the FPIR and the Director's determination that the FPIR fully satisfies the requirements of Article 31; and further

January 18, 1990

VOTED That the Director be and hereby is authorized to cause the term of the Memorandum of Understanding, dated October 31, 1988, between the Prudential Project Advisory Committee and the Boston Redevelopment Authority be extended through the completion of the project.

ATTACHMENTS:

Exhibit A:	BTD letter to N.A.B.B.
Tab 5:	Development Plan and Development Impact Project Plan
Tab 6:	Development Impact Project Agreement
Tab 7:	Cooperation Agreement

January 12, 1990

Mr. Frederick Casselman, Chairman
Neighborhood Association of the Back Bay
214 Beacon Street
Boston, MA 02116

Dear Mr. Casselman:

The purpose of this letter is to outline the status of various actions to address current and future transportation issues in the Back Bay, as they relate to the Prudential Development project and the Back Bay Transportation Strategies project.

As you know, the BTD has completed its review of the Prudential FPIR and determined that the PRUPAC guidelines pertaining to transportation impacts in the residential area of the Back Bay are adequately met by the proposed set of mitigation measures. These measures include:

- o Demand reduction strategies by the developer and the tenants of the development to increase the transit use and vehicle occupancy rates.
- o An enforcement program in the Back Bay to increase parking turnover and traffic capacity on major corridors such as Mass Ave., Boylston, Newbury, Stuart and St. James.
- o Traffic circulation and operational improvements, such as:
1) the establishment of a Traffic Relief Program on Mass Ave. corridor to provide two travel lanes in each direction with left turn lanes at appropriate intersections; 2) a one-way St. Botolph from Albemarle to Mass Ave. and truck restrictions in the St. Botolph neighborhood; and, 3) intersection design improvements at Belvidere and Dalton.
- o Provisions for traffic control officers at key intersections to control traffic and reduce the likelihood of gridlock.

In addition, we have already experienced a significant reduction in double parking, with associated traffic flow improvement along streets such as Boylston and Newbury through the enforcement program that has been recently implemented in the Back Bay.

The City's efforts to address the Back Bay neighborhood concerns about traffic extends well beyond our work that is related to the review of the Prudential Development project. For example, the recommendations from the Back Bay Strategies project will include a wide array of strategies to address current and future transportation issues in the Back Bay. These areas include improvements to directional signage and circulation changes in the area, as well as measures to improve pedestrian mobility, transit service, parking management, the management of special events and the overall management of transportation resources in the area.

One circulation change package option which appears feasible at this time is the potential addition of a westbound off-ramp from Storrow Drive to Massachusetts Avenue southbound. This option will have significant benefits of reducing traffic volumes in the residential areas. In addition, we are developing a comprehensive package of signage improvements. The objective of this program is to direct motorists to major arterials (such as Massachusetts Avenue, Boylston Street, and the Bowker Overpass) for access to or egress from the Back Bay.

Recently, we also completed computer modeling for a package presented by your organization, which includes the following three elements:

- 1) The closing of the Clarendon Street eastbound off-ramp from Storrow Drive; and
- 2) The closing of the Berkeley Street eastbound on-ramp to Storrow Drive.
- 3) The prohibition of left turns from Boylston Street to Dartmouth Street in the P.M. peak.

The preliminary computer modeling indicates that there would be some traffic reduction in the residential areas. At this time, no apparent shift of traffic to other streets in residential areas within the project area has been identified. We will evaluate this option with the Working Committee that was established for the Back Bay Transportation Strategies project.

DRAFT

In addition, we will investigate the feasibility of the other suggestions you made to improve traffic circulation in the Back Bay. The suggestions are:

- 1) Install a traffic signal at the intersection of Marlborough and Hereford Street.
- 2) Install a street direction sign on Boylston Street facing Dalton Street for left and right turn movements.

As you know, to provide an objective test of the effectiveness of the sign at Boylston and Dalton, this action should be taken after the Mass Ave. project is implemented.

Public review and, in some cases (such as proposals that affect State highways), State approval will be needed to implement proposals outlined in the Back Bay Transportation Strategies project. This approach was successful in our past efforts with the MDC to close the Dartmouth Street exit from Storrow Drive to address safety issues and to redesign Charles Circle to improve traffic flow. We are committed to implement or support those projects that are feasible and are supported by the community.

Your cooperation is greatly appreciated. The BTM will continue to work with you to finalize the Back Bay Strategies project in the near future. This project is expected to be completed by the spring of this year. I am sure that we can reach a mutually acceptable solution to these matters.

Sincerely,

Richard A. Dimino
Commissioner

7235T

Map Amendment Application No. 295
Planned Development Area No. 37
Boston Redevelopment Authority in
behalf of The Prudential
Insurance Company of America
Huntington Avenue/Prudential
Center District and B-8-120c
District:
Prudential Center Redevelopment
"D" Designation

MAP AMENDMENT NO. 236
THE COMMONWEALTH OF MASSACHUSETTS
CITY OF BOSTON
IN ZONING COMMISSION

EFFECTIVE
March 20, 1990*

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, and after due consideration of the findings adopted by the Boston Redevelopment Authority on January 18, 1990, does hereby approve the Development Plan for Planned Development Area No. 37, and amend "Map 1 Boston Proper and Map ID Huntington Avenue/Prudential Center District," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as follows:

By granting the designation "D", indicating a Planned Development Area overlay district, to the parcel of land in the Back Bay, to be known as "Planned Development Area No. 37." Planned Development Area No. 37 is divided by the district boundary line for the Huntington Avenue/Prudential Center District and a portion is located in said District and a portion is located in the B-8-120c Zoning District along Boylston Street. The status as a Planned Development Area of the portion located in the Huntington Avenue/Prudential Center District shall be indicated by the designation "D (PDA)" on the aforementioned Map 1D. The status as a Planned Development Area of the portion located in the B-8-120c Zoning District shall be indicated by adding the suffix "D" to the designation B-8-120c on the aforementioned Map 1.

The Planned Development Area is generally bounded by Boylston Street on the north, Exeter Street on the east, Huntington Avenue on the south, and Belvidere Street and Dalton Street on the west, excluding the properties within those boundaries which are owned by the Massachusetts Convention Center Authority and the Lenox Hotel, and is more particularly bounded and described as follows:

*Date of public notice: February 10, 1990 (see St. 1956, c. 665, s. 5).

A certain parcel of land situated in Boston, Suffolk County, Massachusetts, shown on a plan entitled "Prudential Center Plan of Land in Boston, Massachusetts Suffolk County", dated August 28, 1989 by Gunther Engineering, Inc. and bounded and described according to said plan as follows:

NORTHERLY by Boylston Street, 996.88 feet;

WESTERLY by Lot 5 shown on Land Court Plan No. 28611-C, 125.34 feet;

NORTHERLY again by Lot 5, 8 feet;

WESTERLY again by Lot 5, 241.42 feet;

NORTHERLY again by Lot 5, 28.58 feet;

WESTERLY again by Lot 5, 120.58 feet;

NORTHERLY again by Lot 5, 153.92 feet;

EASTERLY again by Lot 5, 77.00 feet;

NORTHERLY by John B. Hynes Veteran's Memorial Auditorium, 342.28 feet;

WESTERLY by Dalton Street, 257.40 feet;

SOUTHERLY by Belvidere Street, 567.77 feet;

SOUTHWESTERLY again by Belvidere Street, 21.18 feet;

SOUTHWESTERLY by a curved line having a radius of 135.96 feet, a distance of 49.58 feet by Belvidere Street;

SOUTHWESTERLY again by Belvidere Street, 3.86 feet;

SOUTHERLY by Belvidere Street at the intersection with Huntington Avenue, by a curved line having a radius of 108.14 feet, a distance of 122.41 feet;

SOUTHEASTERLY by Huntington Avenue, a distance of 1,200.44 feet;

SOUTHEASTERLY again by Huntington Avenue, by a curved line having a radius of 290 feet, a distance of 99.79 feet;

SOUTHEASTERLY again by Huntington Avenue, 222.91 feet;

EASTERLY by the intersection of Huntington Avenue and Exeter Street, by a curved line having a radius of 20 feet, a distance of 21.63 feet;

EASTERLY by Exeter Street, 395.77 feet;

NORTHWESTERLY by land now or formerly of Hotel Lenox of Boston, 100 feet;

EASTERLY by land now or formerly of Hotel Lenox of Boston, 156 feet.

Containing, according to said plan, 1,080,211 square feet, more or less, or 24.798 acres, more or less.

XP-8289/o

Richard Fowler
Chairman

R. L. Mann
Vice Chairman

Joseph W. Joyce

Matthew Bernard Welsh

Robert Louden

H. J.

Edward D. Agostini

In Zoning Commission

Adopted February 22, 1990

Attest: Marguerite Feldbrand
Secretary

Development Plan for
Planned Development Area No. 37
Map Amendment Application No. 295

Map Amendment No. 236

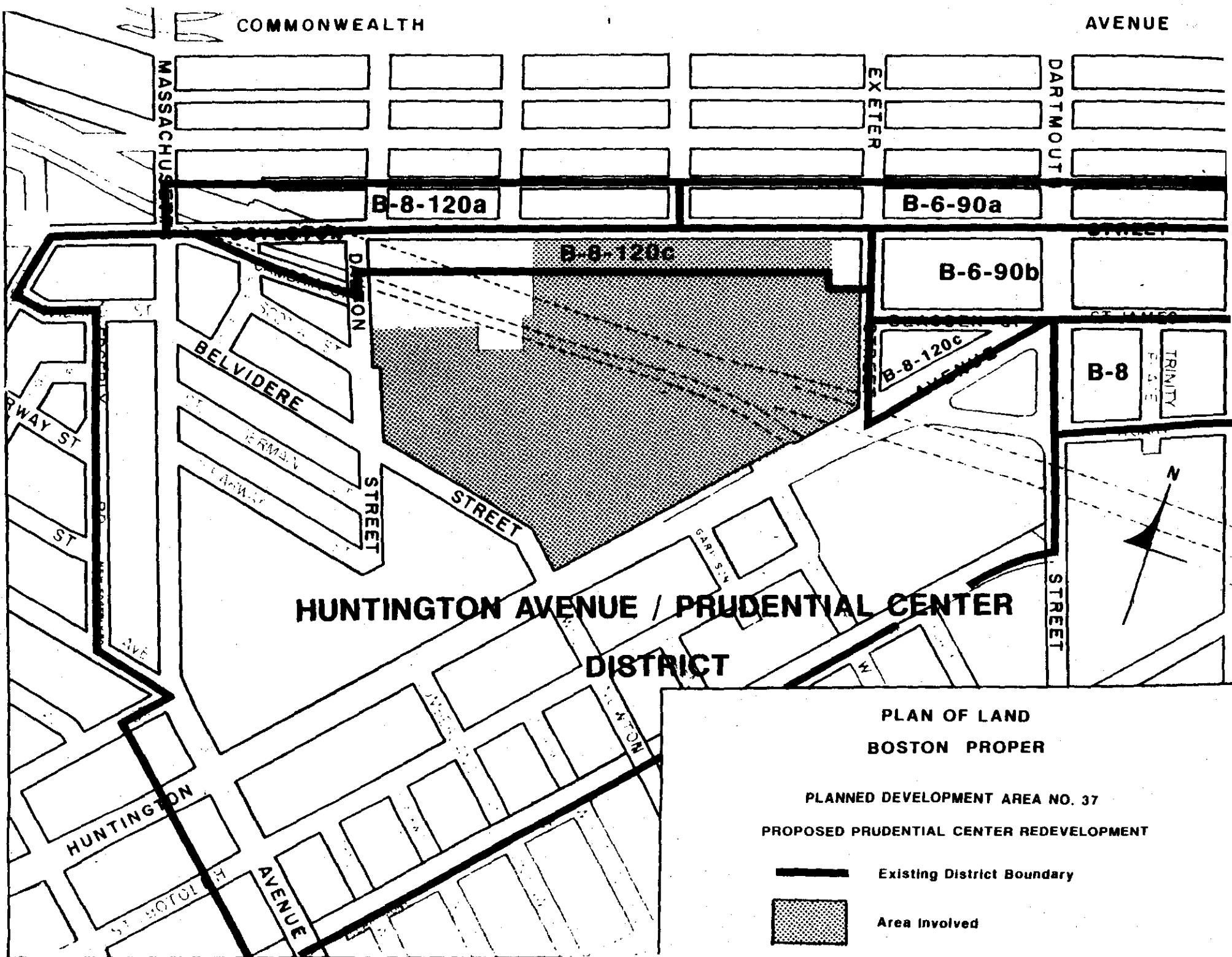
Mayor, City of Boston

Date: _____

The foregoing amendment was presented to the Mayor on March 1, 1990, and was not returned by him with objections thereto in writing within fifteen days thereafter. The foregoing amendment, therefore, became effective on March 20, 1990, in accordance with the provisions of Section 3 of Chapter 665 of the Acts of 1956.

Attest: _____


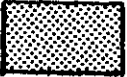
Margaret Hildbrand
Secretary



HUNTINGTON AVENUE / PRUDENTIAL CENTER DISTRICT

**PLAN OF LAND
BOSTON PROPER**

PLANNED DEVELOPMENT AREA NO. 37
 PROPOSED PRUDENTIAL CENTER REDEVELOPMENT

-  Existing District Boundary
-  Area Involved