

BRA Approval: March 16, 1999
Zoning Comm. Approval: April 14, 1999
Effective: April 15, 1999

AMENDED AND RESTATED DEVELOPMENT PLAN
and
DEVELOPMENT IMPACT PROJECT PLAN
for
PLANNED DEVELOPMENT AREA NO. 39
THIRTY-THREE ARCH STREET

DATED MARCH 16, 1999

DEVELOPER: FRANK-KING ASSOCIATES LIMITED PARTNERSHIP, a Massachusetts limited partnership (the "Developer"), is developing the Thirty-Three Arch Street project at 33 Arch Street in Boston's Midtown Cultural District (the "Project"). The Developer's general partners are Kingston Washington Associates Limited Partnership, a New York limited partnership, and NorthStar Washington Street LLC, a Delaware limited liability corporation (collectively, the "General Partners").

The business address, telephone number and designated contact for the Developer are: Frank-King Associates Limited Partnership, c/o Kingston Investors Corporation, 598 Madison Avenue, New York, New York 10022; Telephone: (212) 832-6922; Designated Contact: E. Peter Krulewitch.

SITE DESCRIPTION/PROJECT AREA: The Project site is bounded by Washington, Franklin, Hawley and Arch Streets in Boston's Midtown Cultural District. Its most easterly portion extends into the City's Financial District. The Project site consists of two parcels currently owned by the Developer (the "FKA Parcel", as is more particularly described in Exhibit A-1 attached hereto, and the "Arch Street Parcel", as is more particularly described in Exhibit A-2 attached hereto) and certain air and subsurface rights relating to three small areas adjacent and contiguous to the FKA Parcel and the Arch Street Parcel (the "Proposed Areas", as are more particularly described in Exhibit A-3 attached hereto). The Developer shall acquire the Proposed Areas from the Boston

Redevelopment Authority (the "Authority"). Together, the FKA Parcel, the Arch Street Parcel and the Proposed Areas are hereinafter referred to as the "Site". The Site on which the Project will be located contains approximately 63,920 square feet of land (the square footage calculation excludes the Proposed Areas) and is generally shown on the site plan attached as Exhibit B.

The FKA Parcel and the Arch Street Parcel were designated as Planned Development Area No. 39 within the area on Map I-A of the Boston Zoning Code (the "Code") designated as PDA-I in Section 38-10 of the Code, *see* Map Amendment No. 269 to the Code, effective August 12, 1991. This Plan incorporates the Proposed Areas into Planned Development Area No. 39.

GENERAL DESCRIPTION OF PROPOSED DEVELOPMENT AND USE

ALLOCATION: The Project consists of a 25-story office building to be constructed adjacent to the existing Woolworth's retail store and an extension of the existing parking facility over the Arch Street Parcel, and will include approximately 533,197 square feet of new development in the office building with an extension of 88,906 square feet of parking facility. The total square footage associated with the Project, *i.e.*, the office building and the existing Woolworth's building, including parking, is 923,888 square feet. The final square footage calculation may vary as the design is developed during the design review process. Any such changes, however, will be consistent with zoning requirements and the building dimensions that are approved by the Authority as part of the PDA approval for the Project. In no event shall the exterior dimensions of the building exceed those described in this Development Plan, including the exhibits hereto.

The office building will be constructed above a new rectilinear ramp to the parking facility that is to be located off Hawley Street and will include approximately 533,197 square feet of new development, which includes 524,281 square feet of office space and 8,916 square feet of lobby, lobby retail, and pedestrian concourse linking Arch and Hawley Streets and creating a mid-block pedestrian connection between the Financial

District and Downtown Crossing. The parking facility will extend over the Arch Street Parcel, and will accommodate approximately 880 total parking spaces.

The office building's location, at the easterly portion of the Site adjacent to Arch Street, will both strengthen the existing street wall in the Midtown Cultural District and proximate to the Financial District, and minimize the impact of a taller structure on the pedestrian shopping zone of Downtown Crossing.

In keeping with its transitional location and function, the base massing of the office building will be of a scale compatible with that of the surrounding retail area; its glass facades are designed to be compatible with the cornice lines and surface articulation of neighboring buildings. At the same time, the office building is designed to complement and enhance the existing skyline of the City.

The Authority will require that the existing arcade be renovated, and the lobby of the office building has been designed to include a pedestrian concourse in order to extend the arcade to Arch Street and create a new mid-block pedestrian connection between the Financial District and Downtown Crossing. Further, the Project has been designed to minimize the impact of shadows on adjacent buildings and historic structures.

The Developer proposes to remodel the Woolworth building's storefronts and arcades to implement landscaping and other improvements on Franklin Street, Washington Street, Hawley Street, and New Hawley Place, with a goal of engendering a more vibrant urban experience for shoppers and pedestrians. Additionally, the Developer proposes that portions of the Woolworth's building will be re-tenanted, revitalizing this key portion of a major retail boulevard.

The Authority may require, as part of the Project, that the parking facility's hours of operation be extended; it will be available for use by retail customers and patrons of the Midtown Cultural District's retail and cultural facilities and programs as well as tenants of the Project and their employees.

LOCATION AND APPEARANCE OF STRUCTURES: The location and appearance of the Project will conform with the drawings listed on Exhibit-C attached hereto and made a part hereof (the "Plans"). The Plans are subject to further design review and refinement.

The office building's facades will be primarily transparent glass, minimizing the effects of solar glare.

LEGAL INFORMATION: There are no legal judgments or actions pending which directly involve the Project. There are no taxes owed on the Site or any other Boston properties now owned by the Developer. The Site is owned by the Developer, except the Proposed Areas referenced herein. The Developer will acquire title to the Proposed Areas from the Authority.

BUILDING DIMENSIONS: The dimensions of the Project will conform with the Plans as set forth in Exhibit-C hereto. The Plans are subject to further design review and refinement. The Project's height, as defined in Section 2-1(23) of Article 2 of the Code (as in existence as of the date of approval of this Plan, and not as the same may thereafter be amended) and utilizing mean site elevation as grade, *see* Section 2-1(22) of Article 2 of the Code, is approximately 397 feet, and the height of the existing parking facility, including the proposed extension over the Arch Street Parcel, will not exceed its current height.

PROPOSED TRAFFIC CIRCULATION: The area street network consists of Franklin, Washington, Arch, Milk, Devonshire, Hawley and School Streets. Traffic circulation at the Site is provided by Milk Street (two-way), Hawley Street (one-way northbound), Franklin Street (one-way westbound), and Arch Street (one-way northbound). All passenger car access and egress for the Project will be via Hawley Street off Milk Street and Franklin Street.

As part of the Project, the existing circular ramp system in the parking facility will be replaced with a new rectilinear sloped ramp. In order to relieve the current traffic

burden on Arch Street, the entrance and exit to the facility will be relocated and vehicles will enter via Hawley Street from Franklin Street, and leave via Hawley Street onto Milk Street.

The primary pedestrian access to the Project will be via the office lobby entrances on Arch and Hawley Streets.

PARKING AND LOADING FACILITIES: The Project will provide up to a total of 880 spaces for the use of customers, clients and tenants of the Project, as well as for the patrons of the cultural facilities and community services in the Midtown Cultural District, as determined by the Developer accounting for the intended use of the Project by its tenants. Pedestrian access to the garage will be via elevators in the existing Franklin Street lobby and in the Tower.

The Project will be served by the existing loading area under the parking facility, which includes five (5) loading bays. The existing loading area will be expanded and two (2) additional bays provided to serve the Project.

PROJECTED NUMBER OF EMPLOYEES: The Developer anticipates that the Project will generate construction-related jobs of approximately 2,500 person-years throughout the thirty-six month projected construction period and, upon completion of construction, will provide space to accommodate approximately 2,900 permanent office and retail jobs. During construction, the Developer will participate in the Boston Residents Jobs Policy, and will use good faith efforts to help insure that construction jobs are oriented toward Boston residents. The Developer will also be a part of the Boston for Boston initiative to work toward a goal that fifty percent (50%) of all permanent jobs are held by Boston residents once the Project has been completed.

ACCESS TO PUBLIC TRANSPORTATION: The Site is very well served by existing public transportation, including MBTA subway lines, local and express bus service and commuter rail to outlying suburbs. The Project is most closely served by the Downtown Crossing Station (Orange and Red Lines), located adjacent to the Project at

Franklin Street. Other MBTA subway stations within easy walking distance include Park Street Station (Red and Green Lines), three blocks to the west, and State Street Station (Orange and Blue Lines), three blocks to the north. An MBTA bus stop is located on Washington Street in front of Woolworth's retail store at the Site.

In addition to the subway lines, the commuter rail terminals serving the southern and western suburbs are located at South Station; the commuter rail terminals serving the northern suburbs are located at the Green Line's North Station. Express commuter bus services to the suburbs stop at the intersection of Franklin and Federal Streets and at the Orange Line's Haymarket Station. Private commuter bus service is also provided at South Station. Finally, commuter boat docking facilities servicing the south shore communities are operating at Rowes Wharf and Long Wharf, a short walk from the Site.

Substantial improvements have been completed for the subway and commuter rail lines serving the downtown areas. These improvements, which include the upgrading of track and signal systems, the modernization of centrally-located subway stations, lengthening of platforms to accommodate longer trains (which can service more customers), and the acquisition of new rolling stock, will insure that adequate system capacity exists to accommodate expected new demand from increased development in downtown Boston and changes in commuting patterns.

As part of the Project, the Developer will enter into a Transportation Access Plan Agreement to implement various transportation mitigation measures (as more fully detailed in the Final Project Impact Report and the Environmental Impact Report for the Project).

OPEN SPACE AND LANDSCAPING: The sidewalk areas bordering the Project will be paved with suitable materials approved by the Authority and compatible with the design of existing buildings and the Project.

The Project's design also addresses the street environment surrounding the Site. The existing pedestrian arcade around the perimeter of the existing Woolworth's retail

store will be renovated and infilled, and pedestrians will have access to the arcade from the lobby and pedestrian concourse of the office building. As is detailed above, the office building's siting and massing are responsive to its location in the Midtown Cultural District at the junction of the Financial District and Downtown Crossing.

DESIGN REVIEW PROCEDURES: In addition to the requirements of Large Project Review under Article 80B of the Code (which superceded Article 31 of the Code), the design review process to be observed by the Developer and the Authority shall include review of items which affect site improvements, exterior facades, roofscape and interior public spaces, as set forth in the Authority's "Development Review Procedures" dated 1985 and revised in 1986 (the "Development Review Procedures").

The Design Development plans for the Project have been submitted to and conditionally approved by the Authority.

PERMITS AND APPROVALS: A Project Notification Form for the Project was filed on October 18, 1988 pursuant to Article 31 of the Code (now superceded by Large Project Review under Article 80B of the Code). Pursuant to Article 31 of the Code, the Authority required the preparation of a Project Impact Report ("PIR") for the Project, which was coordinated with the preparation of the Project's Environmental Impact Report ("EIR") under the requirements of the Massachusetts Environmental Policy Act ("MEPA") (referred to below) in a combined report ("PIR/EIR"). By letter dated February 2, 1989, the Authority notified the Developer that the scope of the PIR must include the following components: Transportation Component, Environmental Protection Component, Urban Design Component, Historic Resources Component and Infrastructure Systems Component. The Draft PIR/EIR was submitted to the Authority on November 20, 1989, and notice thereof was published in the Boston Herald on November 27, 1989. A Preliminary Adequacy Determination was issued by the Authority on May 1, 1990. A Notice of Project Change was submitted to the Authority on February 23, 1998 under Article 80 of the Code, and notice thereof was published in

the Boston Globe on February 27, 1998. A Scoping Determination was issued by the Authority on April 13, 1998, detailing the components of the Final PIR/EIR. The Final PIR/EIR was submitted to the Authority on August 17, 1998, and notice thereof was published in the Boston Herald on August 17, 1998. By letter dated November 16, 1998, the Authority has extended the time period to issue an Adequacy Determination on the Final PIR/EIR to January 15, 1999.

An Environmental Notification Form for the Project under MEPA was submitted to the Secretary of the Executive Office of Environmental Affairs ("EOEA") on November 30, 1988, and notice thereof was published in the Environmental Monitor on December 12, 1988. By letter dated January 26, 1989, the Secretary of the EOEA required that an EIR be prepared and specified that the Authority's scoping document would be adopted for purposes of MEPA requirements. The Authority issued its Scoping Determination on February 2, 1989.

The combined Draft PIR/EIR was filed with the Secretary of the EOEA on November 15, 1989 and notice thereof was published in the Environmental Monitor on November 24, 1989. The Secretary of the EOEA, by letter dated January 10, 1990, directed the Developer to respond to certain comments on the Draft PIR/EIR in the Final PIR/EIR. On March 16, 1998, a Notice of Project Change was submitted to the EOEA, and notice thereof was published in the Environmental Monitor on March 25, 1998. The Secretary of the EOEA, by letter dated April 24, 1998, determined that a Final EIR would be required. A combined Final PIR/EIR was submitted to the Secretary of the EOEA on August 17, 1998, and notice thereof was published in the Environmental Monitor on August 26, 1998. The Secretary of the EOEA, by letter dated October 2, 1998, stated that the Final EIR adequately and properly complied with MEPA and its regulations.

In order to connect sewer lines to the Site, a Sewer Connection and Extension Permit is required from the Massachusetts Department of Water Pollution Control, requiring approval by the Boston Water and Sewer Commission. An application for such

permit will be filed with the Boston Water and Sewer Commission in due course. In addition, the Massachusetts Water Resources Authority, which operates the regional sewer system serving Boston, may require a permit for construction dewatering for the Project or issue a letter waiving its requirements for the Project.

The Developer will request any necessary approvals from the Boston Air Pollution Control Commission. If required, the Developer will obtain authorization from the Boston Public Safety Commission for the storage of gasoline in the tanks of vehicles parked within a structure and the construction and maintenance of an open-air parking facility.

Notification will be given to the Federal Aviation Administration in connection with the construction of an object, such as a high-rise office building, which might affect navigable air space.

The Massachusetts Department of Environmental Protection must approve plans for certain furnaces, boilers or other fuel-burning equipment; if necessary, such approval will be obtained. The Project may require a permit from the United States Environmental Protection Agency under the National Pollution Discharge Elimination System program in connection with storm water runoff from roofs and paved areas on the Site. Massachusetts law also may require a water pollution permit issued by the Division of Water Pollution Control with regard to storm water runoff. If any of the foregoing permits are required by applicable law, the Developer will obtain such permit(s) and will comply with all requirements thereof.

Pursuant to Chapter 254 of the Acts of 1988, the Developer must “. . . eliminate, minimize or mitigate adverse effects . . .” on certain historic structures after the Massachusetts Historical Commission issues a determination concerning adverse effects, if any.

One or more demolition permits must be obtained prior to the demolition of any existing structure on the Site. Certain Building Code variances have been or will be

sought, and one or more building permits must be secured, prior to construction of the various structures to be located on the Site.

Finally, certificates of occupancy, certifying the completion of those structures, must be obtained before any structure is placed in use.

COMPLIANCE WITH PLANS: Construction of the Project will proceed in conformance with the Plans listed in Exhibit-C hereto, as such Plans may be further refined during the Authority's design review process set forth in the Development Review Procedures. As is 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 necessary permits and approvals therefor, changes to the Project may be made and any such changes which affect site improvements, exterior facades, roofscape and interior public spaces shall be subject to the approval of the Authority pursuant to the Development Review Procedures.

ZONING: The Site is located within the Midtown Cultural District established by Article 38 of the Code. The entire Site lies within the area designated PDA-I in Section 38-10 of the Code. The Site excluding the Proposed Areas was designated as Planned Development Area No. 39 by Map Amendment No. 269 effective August 12, 1991. This Plan incorporates the Proposed Areas within Planned Development Area No. 39. Within the Midtown Cultural District, Section 38-7 of the Code allows an as-of-right building height of 155 feet and an as-of-right maximum floor area ratio ("FAR") of 10 if a proposed project is subject to Large Project Review under Article 80B of the Code. Within the area designated PDA-I, Section 38-11 of the Code allows the approval of a Planned Development Area that provides for a maximum building height in Substantial Accord with 388 feet and an FAR in Substantial Accord with 14.

The Project's current height is approximately 397 feet and that the Project's FAR is not greater than 14.5. The height of 397 feet is in Substantial Accord with a height of 388 feet and the Project's FAR of 14.5 is in Substantial Accord with an FAR of 14.

Consistent with Section 80C-9 of the Code, this Plan, as approved by the Authority and the Zoning Commission, supplants underlying zoning to the extent addressed herein.

PROPOSED USES: The proposed uses of the Project include office, retail and parking uses. The Project, including the existing improvements currently located on the Site, will contain approximately 923,888 square feet of gross floor area. When completed, the Project, together with existing improvements, will contain approximately 533,197 square feet of new development, which will be devoted to office use, entrance lobby, and a pedestrian concourse, 4,208 square feet for the Woolworth's arcade, and approximately 100,510 square feet of preexisting retail use, restaurant and/or fast food service establishments, of which approximately 6,300 square feet is restaurant and/or fast food service establishments. Finally, approximately 285,973 square feet of the completed Project and existing improvements will be devoted to parking for approximately 880 vehicles; the existing parking area will be reduced by approximately 4,619 square feet by the Project.

DENSITIES: The underlying zoning in the Midtown Cultural District permits a maximum FAR of 8.0, which can be increased to 10.0 if a project is subject to Large Project Review under Article 80B of the Code, and which can be further increased up to 14 in the area designated PDA-I. This Plan calls for a composite FAR (based upon the ratio of 923,888 square feet of proposed gross floor area to 63,920 square feet of lot area on the Site). (For purposes of this Plan, the term "gross floor area" shall have the meaning given to it in Section 2-1(21) of Article 2 of the Code, as in existence as of the date of execution of this Plan, and not as the same may be amended thereafter, as affected by Section 38-8 concerning exclusions for "Ground Floor Uses." As customary, gross floor area has been determined by excluding mechanical shafts [including smoke exhaust shafts, toilet pipe shafts, stair pressurization shafts, rain leaders shafts, electrical risers and elevator shafts and overrides], electrical rooms, floor main mechanical rooms, and

below-grade parking. Further, the FAR calculation shall employ the definition of “lot,” which shall have the meaning given to it in Section 2-1(27) of Article 2 of the Code, as in existence as of the date of execution of this Plan, and not as the same may be amended thereafter, such that lot area for FAR includes the FKA Parcel and the Arch Street Parcel in their entireties.)

The proposed Project, together with the existing improvements, would comprise an aggregate FAR of not more than 14.5.

DESIGN REQUIREMENTS: Section 38-19 of Article 38 of the Code imposes certain design requirements. The sky-plane setback requirement prescribes that every portion of a Proposed Project above specified heights must be set back from listed streets by specified distances. In relation to the Project, sky-plane setbacks requirements exist, requiring in relation to Washington Street (a east-west street) a set back of at least 35 feet above a height of 90 feet, and in relation to Franklin Street (a north-south street) a set back of at least fifteen feet above a height of 90 feet, and at least thirty-five feet above a height of 235 feet. In relation to both Washington and Franklin Streets, the Project will have a set back of at least 35 feet at the height of the existing Woolworth’s building.

DEVELOPMENT IMPACT PROJECT CONTRIBUTION: As required under Section 80B-7 of the Code (which superceded Articles 26, 26A, and 26B of the Code), the Developer will enter into an Amended and Restated Development Impact Project Agreement with the Authority (the “DIP Agreement”) and will be responsible for making a Development Impact Project Contribution (the “DIP Contribution”) with regard to the Project. The DIP Contribution shall be made, at the Developer’s option and subject to the recommendation of the Neighborhood Housing Trust and the approval of the Authority, 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 Section 80B-7(4) of the Code 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 Section 80B-7(4) as the "Housing Creation Option"), or (iii) a combination of items (i) and (ii) above.

The Developer anticipates making the DIP Contribution in the form of a Housing Contribution Grant. Should the Developer's obligation with regard to the DIP Contribution be satisfied solely in the form of a Housing Contribution Grant, total payments from the Developer would equal approximately \$2,187,025.00, calculated as follows:

Item	Amount
1	\$1,000,000.00
2	\$500,000.00
3	\$500,000.00
4	\$100,000.00
5	\$100,000.00
6	\$100,000.00
7	\$100,000.00
8	\$100,000.00
9	\$100,000.00
10	\$100,000.00
11	\$100,000.00
12	\$100,000.00
13	\$100,000.00
14	\$100,000.00
15	\$100,000.00
16	\$100,000.00
17	\$100,000.00
18	\$100,000.00
19	\$100,000.00
20	\$100,000.00
21	\$100,000.00
22	\$100,000.00
23	\$100,000.00
24	\$100,000.00
25	\$100,000.00
26	\$100,000.00
27	\$100,000.00
28	\$100,000.00
29	\$100,000.00
30	\$100,000.00
31	\$100,000.00
32	\$100,000.00
33	\$100,000.00
34	\$100,000.00
35	\$100,000.00
36	\$100,000.00
37	\$100,000.00
38	\$100,000.00
39	\$100,000.00
40	\$100,000.00
41	\$100,000.00
42	\$100,000.00
43	\$100,000.00
44	\$100,000.00
45	\$100,000.00
46	\$100,000.00
47	\$100,000.00
48	\$100,000.00
49	\$100,000.00
50	\$100,000.00
51	\$100,000.00
52	\$100,000.00
53	\$100,000.00
54	\$100,000.00
55	\$100,000.00
56	\$100,000.00
57	\$100,000.00
58	\$100,000.00
59	\$100,000.00
60	\$100,000.00
61	\$100,000.00
62	\$100,000.00
63	\$100,000.00
64	\$100,000.00
65	\$100,000.00
66	\$100,000.00
67	\$100,000.00
68	\$100,000.00
69	\$100,000.00
70	\$100,000.00
71	\$100,000.00
72	\$100,000.00
73	\$100,000.00
74	\$100,000.00
75	\$100,000.00
76	\$100,000.00
77	\$100,000.00
78	\$100,000.00
79	\$100,000.00
80	\$100,000.00
81	\$100,000.00
82	\$100,000.00
83	\$100,000.00
84	\$100,000.00
85	\$100,000.00
86	\$100,000.00
87	\$100,000.00
88	\$100,000.00
89	\$100,000.00
90	\$100,000.00
91	\$100,000.00
92	\$100,000.00
93	\$100,000.00
94	\$100,000.00
95	\$100,000.00
96	\$100,000.00
97	\$100,000.00
98	\$100,000.00
99	\$100,000.00
100	\$100,000.00

Total Gross Square Footage of Uses Enumerated in Section 80B-7(2)(c) (previously Table D of Article 26A of the Code)	537,405 gross square feet
Less Exemption	(100,000) gross square feet
Net Gross Square Footage for Purposes of Payment	437,405 gross square feet <u>x \$5.00/gsf</u>

TOTAL HOUSING CONTRIBUTION GRANT \$2,187,025.00

JOBS CONTRIBUTION GRANT: As required under Section 80B-7(5) of the 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 the Project will equal approximately \$437,405.00, calculated as follows:

Total Gross Square Footage of Uses Enumerated in Section 80B-7(2)(c) (previously Table E of Article 26B of Code)	537,405 gross square feet
Less Exemption	(100,000) gross square feet
Net Gross Square Footage for Purposes of Payment	437,405 gross square feet <u>x \$1.00/gsf</u>
TOTAL JOBS CONTRIBUTION GRANT	\$437,405.00

PUBLIC BENEFITS:

A. Cultural Facilities and Benefits:

As part of the Project, the Developer will make financial contributions totaling One Million Dollars (\$1,000,000). These contributions shall be used to support programs

for the Chinatown neighborhood, to fund visual improvements to the Boston Five Cents Savings Bank Park (now the Irish Famine Memorial), to fund the rehabilitation and improvement of an historic building by Historic Boston Inc., and to support the Old South Meeting House and educational programs by Historic Boston Inc. in conjunction with Old South Meeting House (or other similar facilities at the Authority's discretion).

The Developer's Contribution shall be disbursed as follows:

Upon issuance of the initial building permit for the Project (as hereinafter defined), the Developer will deliver to the Authority or its designee the following: Fifty Thousand Dollars (\$50,000) for a Chinatown project to be determined by the Authority, Fifty Thousand Dollars (\$50,000) for the rehabilitation and improvement of an historic building by Historic Boston Inc. subject to the approval of the Authority, Fifty Thousand Dollars (\$50,000) for other Midtown Cultural District activities consistent with the provisions of Article 38 of the Code, Fifty Thousand Dollars (\$50,000) for educational programs by Historic Boston Inc. in conjunction with Old South Meeting House, and Fifty Thousand Dollars (\$50,000) for the Boston Five Cents Savings Bank Park (now the Irish Famine Memorial). In addition, the Developer will, upon issuance of the initial building permit, contribute: Seven Hundred Fifty Thousand Dollars (\$750,000) to the Authority or its designee for capital improvements, renovations and/or programming to the Old South Meeting House.

The aforementioned designees and amounts are subject to revision by the Authority, provided that the contributions, as reallocated, total \$1,000,000.00.

B. Affordable Housing:

The Developer will pay approximately \$2,187,025.00 in the form of linkage payments to be dedicated to the creation of affordable housing within the City of Boston.

C. Job Training:

The Developer will pay approximately \$437,405.00 in the form of linkage payments to be dedicated to the creation of jobs and/or job training programs.

D. Traffic and Transportation:

The Project (including existing improvements) will include an approximately 880 vehicle parking facility. The Authority may require that the facility's hours of operation be extended to allow evening and weekend use by patrons of the retail and cultural programs and facilities within the Midtown Cultural District, in addition to use during normal business hours by customers and tenants of the Project, as determined by the Developer accounting for the intended use of the Project by its tenants. The facility's entrance will be off Hawley Street. A portion of its spaces may be reserved for transient use to encourage short-term use.

E. Child Care:

As part of the Project, the Developer will contribute Five Hundred Thousand Dollars (\$500,000) to the Authority or its designee for the provision of child care facilities and services (the "Child Care Contribution"). One-half of the Child Care Contribution (\$250,000) will be due and payable upon issuance of the initial building permit for the Project; the balance of the Child Care Contribution (\$250,000) will be due and payable upon issuance of a Certificate of Occupancy for the office building. It is anticipated that this contribution will be used to provide child care facilities, which are planned to be located off-site and/or to expand existing child care services. The Child Care Contribution shall be governed by a separate agreement to be entered into between the Developer and the Authority or its designee before the issuance of the initial building permit for the Project.

To the extent that child-care facilities are required on-site by the Authority, the Developer may establish such facilities on-site in the Woolworth's building, in consultation with and subject to the approval of the Authority.

F. Neighborhood Business Opportunities:

In connection with the Project, the Developer will formulate a Neighborhood Business Opportunities Plan outlining the measures that the Developer will implement to

market space within the Project to Neighborhood Business Establishments from Chinatown (as defined in the Code). Such Plan shall be approved by the Authority prior to the issuance of the initial building permit for the Project.

G. Streetscape and Open Space:

The design for Thirty-Three Arch provides a covered through-block connection for pedestrians linking Arch and Hawley Streets and connecting the Financial District and Downtown Crossing; the development will restore the existing street patterns, and reflect the scale and composition of neighboring buildings.

H. Historic Preservation:

Pursuant to the Cultural Benefits Agreement which the Developer will enter into with the Authority, the Developer will agree to contribute One Million Dollars (as discussed herein in Section A) to support cultural programs and institutions within the Midtown Cultural District. As is discussed in more detail above, the Developer anticipates that this contribution will, among other things, be allocated to rehabilitate the Old South Meeting House, which is listed on the Massachusetts Register of Historic Places.

I. Midtown Cultural District Economy/Fiscal Benefits:

The Project involves a significant financial investment into the Midtown Cultural District by the Developer. It is anticipated that the completed Project will generate \$6,000,000 annually in real estate taxes for the City. During the projected thirty-six month construction period, the Project will be able to support construction-related jobs of 2,500 person-years; upon its completion it will be able to accommodate 2,900 new permanent jobs. In addition, the Developer intends to participate in the Boston Residents Jobs Policy and the Boston for Boston initiative.

BUILDING PERMIT: Notwithstanding anything to the contrary contained herein, it is agreed and understood that all references in this Plan to the “initial building permit for the Project” shall be deemed to refer to the first building permit issued in

connection with construction of the office building superstructure described herein (excluding any demolition, excavation, foundation or other subsurface work undertaken in connection therewith, or building of a temporary or permanent garage ramp replacement structure, or the conducting of borings, soils investigations or other similar activities, or any work undertaken in connection with the renovation of the parking facility or with the renovation of the interior of the Woolworth's building).

DOCSB\573742.6

EXHIBITS

- | | |
|-------------|--|
| EXHIBIT A-1 | Legal Description of FKA Parcel |
| EXHIBIT A-2 | Legal Description of the Arch Street Parcel |
| EXHIBIT A-3 | Legal Description of the Proposed Areas |
| EXHIBIT B | Plan of Arch Street Parcel |
| EXHIBIT C | Design Development Drawings prepared by Thomas Phifer and Partners |
| EXHIBIT D | Necessary Permits and Approvals |

EXHIBIT A-1

A certain parcel of land on Washington Street in the City of Boston, shown as Parcel A-6 on a two-sheet plan entitled Boston Redevelopment Authority Central Business District--Urban Renewal Area Project No. Mass. R-82 Boston - Suffolk County - Massachusetts Delivery Parcel Plan Parcel A-6, dated August 15, 1967, by Chas. T. Main, Inc., which plan is attached as Exhibit B to a certain Land Disposition Agreement between the Boston Redevelopment Authority and Raymond's Redevelopment Associates, dated March 20, 1967, said Plan hereinafter being referred to as "Plan, 1" and bounded and described as follows:

NORTHWESTERLY by Washington Street by two (2) lines measuring, respectively, one hundred twenty-four and $95/100$ (124.95) feet and twenty-five and $33/100$ (25.33) feet;

NORTHEASTERLY by a line in a party wall one hundred thirty-three and $80/100$ (133.80) feet;

NORTHWESTERLY by a line in a party wall three and $77/100$ (3.77) feet;

NORTHEASTERLY by a line in part in a party wall seventy-four and $00/100$ (74.00) feet;

NORTHWESTERLY fourteen and $23/100$ (14.23) feet;

NORTHEASTERLY by a line in part in a party wall sixty-three and $97/100$ (63.97) feet;

EASTERLY by a line in a party wall ten and $27/100$ (10.27) feet;

NORTHERLY twenty-five and $28/100$ (25.28) feet;

EASTERLY by other land of the Grantor one hundred twenty-one and $96/100$ (121.96) feet;

SOUTHWESTERLY by a private way shown on said Plan as "New Hawley Place" and by Hawley Street, one hundred seventy-one and $80/100$ (171.80) feet;

SOUTHEASTERLY by Hawley Street one hundred nineteen and $51/100$ (119.51) feet;

SOUTHERLY by a curved line near the intersection of Hawley Street and Franklin Street thirteen and 46/100 (13.46) feet; and

SOUTHWESTERLY by other land of the Grantor, shown on said Plan as "New Franklin Street," two hundred sixteen and 60/100 (216.60) feet.

All as shown on said Plan.

Containing 57,987 square feet of land according to said Plan.

Together with the fee to the centerline of New Hawley Place, as said New Hawley Place is more particularly shown on a plan entitled "Boston Redevelopment Authority Central Business District Urban Renewal Area Project No. Mass R-82 Boston, Suffolk County, Massachusetts Reconveyance Plan Hawley Place," dated August 15, 1967, by Chas. T. Main, Inc., recorded with Suffolk Registry of Deeds, and certain appurtenant rights as set forth in that certain Deed recorded in the Suffolk County Registry of Deeds in Book 8149, Page 271.

EXHIBIT A-2

A certain parcel of land situated in Boston, Mass., Suffolk County, bounded and described as follows:

Beginning at a point, said point being the intersection of the westerly sideline of Arch Street (a public way) and the centerline of New Hawley Place Extension, a 12 foot wide private way;

thence running in a westerly direction along the said centerline of New Hawley Place Extension, by a curved line to the right of radius 401.75 feet a distance of 39.19 feet to a point;

thence turning and running in a northerly direction by a curved line to left of radius 892.00 feet a distance of 127.97 feet to a point;

thence turning and running by a line through a brick party wall N 85 58' 13" E a distance of 33.90 feet to the said westerly sideline of Arch St.;

thence turning and running along the said westerly sideline of Arch St. by the following three courses:

S 04 01' 47" E a distance of 87.74 feet;

S 08 14" 17" W a distance of 23.90 feet;

S 15 06" 14" W a distance of 21.17 feet;

to the point of beginning.

The above-described parcel contains 5,101 square feet and is subject to 3' wide subsurface footing rights along the westerly boundary and a party wall agreement recorded in Book 1179, Page 152 and a window agreement recorded in Book 2282, Page 17 along the northerly boundary; all of which is shown on plan by HARRY R. FELDMAN, INC. entitled "Plan of Land, Boston, Mass.," scale 1 inch equals 10 feet and is dated November 6, 1990, recorded at the Suffolk Registry of Deeds at Book 16628, Page 248.

EXHIBIT A-3

Area 1:

A certain parcel of land within Hawley Street in Boston, Mass., Suffolk County, shown as 368.79 square foot and 48.44 square foot vertical taking areas on a plan entitled "Boston Redevelopment Authority-Central Business District-School Franklin Urban Renewal Area- Project No. Mass R-82 A-Boston Suffolk County Massachusetts-Taking Plan-Hawley Street", dated January 18, 1999, by Howe Surveying Associates, Inc. and bounded and described as follows:

Beginning at a point in the centerline of New Hawley Place at its intersection with Hawley Street

thence running North $37^{\circ}36'28''$ East for a distance of 12.10 feet, thence running on a curve of 395.48 feet radius and a distance of 34.75 feet to a point on the easterly sideline of Hawley Street;

thence running South $37^{\circ}14'50''$ West for a distance of 12.27 feet to a point;

thence running on a curve of 407.75 feet radius and a distance of 34.80 feet to the point of beginning.

The above-described parcel contains 417.23 square feet.

Area 2:

A certain parcel of land within Arch Street in Boston, Mass., Suffolk County, shown as a 92 square foot vertical taking area "A" on a plan entitled "Boston Redevelopment Authority-Central Business District-School Franklin Urban Renewal Area- Project No. Mass R-82 A-Boston Suffolk County Massachusetts-Taking Plan-Arch Street (Boston Proper)", dated January 18, 1999, by Howe Surveying Associates, Inc. and bounded and described as follows:

Beginning at a point at the northerly side of the intersection of New Hawley Place and Arch Street

thence running North $15^{\circ}06'14''$ East for a distance of 22.10 feet to a point;

thence running North $08^{\circ}14'17''$ East for a distance of 12.86 feet to a point;

thence running South $02^{\circ}07'10''$ West a distance of 34.42 feet to a point at the intersection of New Hawley Place and Arch Street;

thence running on a curve of 457.99 feet radius and a distance of 6.34 feet to the point of beginning.

The above-described parcel contains 92 square feet.

Area 3:

A certain parcel of land within Arch Street in Boston, Mass., Suffolk County, shown as a 139 square foot vertical taking area "B" on a plan entitled "Boston Redevelopment Authority-Central Business District-School Franklin Urban Renewal Area- Project No. Mass R-82 A-Boston Suffolk County Massachusetts-Taking Plan-Arch Street (Boston Proper)", dated January 18, 1999, by Howe Surveying Associates, Inc. and bounded and described as follows:

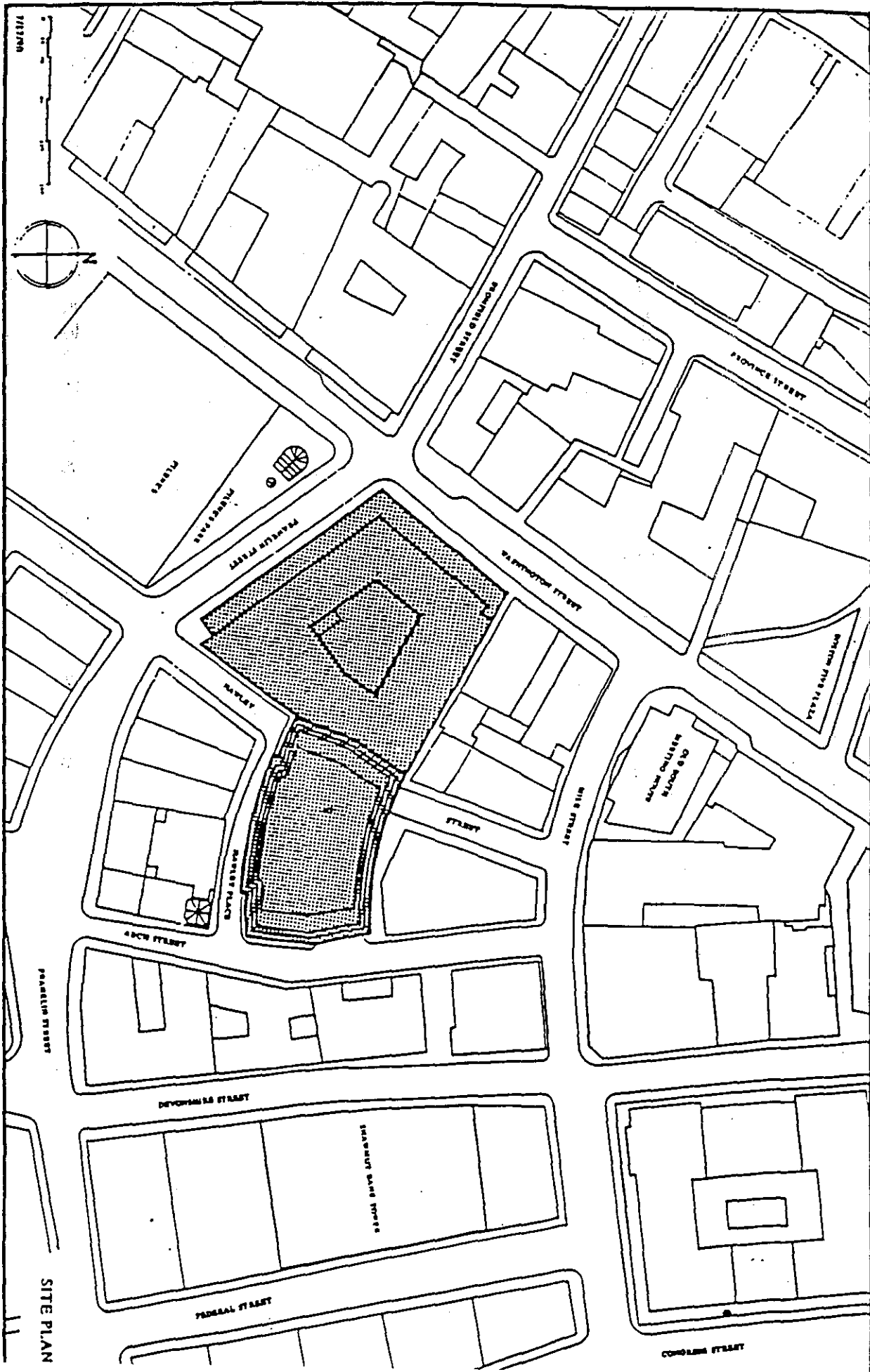
Beginning at a point approximately 45.07 feet north of the northerly side of the intersection of New Hawley Place and Arch Street

thence running North 04°01'47" West a distance of 52.29 feet to a point;

thence running on a curve of 567.76 feet radius and a distance of 6.14 feet to a point;

thence running along Arch Street South 02°07'10" West for a distance of 49.47 feet to the point of beginning.

The above-described parcel contains 139 square feet



OWNER / DEVELOPER: FRANK KIMMEL ASSOCIATES - SPECIAL OPERATIONS ADVISOR: OLD STATE MANAGEMENT CORP

33 ARCH

ARCHITECTS: SIBBLEY BULFINCH RICHARDSON AND ABBOTT

SITE PLAN

EXHIBIT C

33 Arch Street
 Conditional Design Development Approval
 March 12, 1999

Owner: Frank King Associates LP
 598 Madison Avenue
 New York, NY 10022

Architect: Thomas Phifer and partners Architects
 180 Varick Street - 11th Floor
 New York, NY 10014

Development Consultant: The Harbor Planning Group, Inc.
 13 Arlington Street
 Cambridge, MA 02140

Issue Date

Issue Date	Issue Description
10.15.98	A000 - Site Drawing List
03.01.99	A001 General Notes
00.00.00	A002 Material Key/Abbreviations
00.00.00	A003 Demolition Plan
00.00.00	A004 Site Utility Plan
00.00.00	A005 Site Plan
00.00.00	A010 Site Details
00.00.00	A011 Site Details
00.00.00	A012 Site Details
00.00.00	A013 Site Details
00.00.00	A014 Site Details
	A100 - Plans
	A100 Sub-Basement Level Plan
	A101 Basement Level Plan
	A102 Ground Floor Plan
	A103 Entry Level Parking Plan - Level P1
	A104 Parking Level Plan - Levels P2-P3
	A105 Parking Level Plan - Levels P4-P5
	A106 Parking Level Plan - Level P6
	A107 Lower Floor Plan - Office Levels 1-5
	A108 Lower Floor Plan - Office Level 6
	A109 Upper Floor Plan - Office Levels 7-25
	A110 Lower Roof Plan
	A111 Mechanical Mezzanine Plan
	A112 Upper Roof Plan
	A113 Louver Plan

33 Arch Street
Conditional Design Development Approval
March 12, 1999

Issue Date

10.15.98
03.01.99
00.00.00
00.00.00
00.00.00
00.00.00
00.00.00

	<u>A200 - Elevations</u>
• •	<u>A201</u> East Elevation
• •	<u>A202</u> South Elevation
• •	<u>A203</u> West Elevation
• •	<u>A204</u> North Elevation
•	<u>A205</u> Partial Elevations (Hawley Street Arcade, Retail Shops, Entry Ramps)
•	<u>A206</u> Partial Elevations (Mechanical Penthouse)
	<u>A300 - Sections</u>
• •	<u>A301</u> Longitudinal Section at Parking Entry
•	<u>A302</u> Longitudinal Section Through Core
• •	<u>A303</u> Transverse Section through Core
•	<u>A304</u> Transverse Section through Hawley Street
• •	<u>A305</u> Longitudinal Section through Lobby
•	<u>A306</u> Building Section at Hawley Street Arcade, Looking East
•	<u>A307</u> Building Section at Hawley Street Arcade, Looking West
•	<u>A308</u> North/South Building Section at Service Entry
•	<u>A309</u> North/South Building Section at Parking Entry
•	<u>A315</u> Building Section at Cantilever Floor 6
	<u>A400 - Reflected Ceiling Plans</u>
	<u>A401</u> Basement Level Reflected Ceiling Plan
• •	<u>A402</u> Lobby Reflected Ceiling Plan
	<u>A403</u> Entry Level Garage Reflected Ceiling Plan
	<u>A404</u> Typical Level Garage Reflected Ceiling Plan
•	<u>A405</u> P6 Level Garage Reflected Ceiling Plan
• •	<u>A406</u> Typical Lower Office Reflected Ceiling Plan
• •	<u>A407</u> Typical Upper Office Reflected Ceiling Plan
	<u>A411</u> Lighting/Ceiling Details
	<u>A412</u> Lighting/Ceiling Details
	<u>A413</u> Lighting/Ceiling Details
	<u>A414</u> Lighting/Ceiling Details
	<u>A415</u> Lobby Lighting/Ceiling Details
	<u>A416</u> Lobby Lighting/Ceiling Details
	<u>A417</u> Lobby Lighting/Ceiling Details
	<u>A418</u> Lobby Lighting/Ceiling Details
	<u>A500 - Interior Details</u>
• •	<u>A501</u> Room Finish Schedule
• •	<u>A502</u> Partition Type Details
•	<u>A503</u> Partition Type Details
	<u>A504</u> Partition Type Details
	<u>A505</u> Partition Type Details
	<u>A506</u> Door Type Schedule
	<u>A507</u> Door and Door Frame Details
	<u>A508</u> Door and Door Frame Details
	<u>A509</u> Door and Door Frame Details
	<u>A510</u> Door and Door Frame Details

33 Arch Street
 Conditional Design Development Approval
 March 12, 1999

Issue Date

10.15.98	03.01.99	00.00.00	00.00.00	00.00.00	00.00.00	00.00.00	00.00.00	
•	•							A511 Enlarged Core Plans - Basement/Ground
•	•							A512 Enlarged Core Plans - P1-P6, Office 1
•	•							A513 Enlarged Core Plans - Office 2-5,7-12; Office 6
•	•							A514 Enlarged Core Plans - Office 13, Office 14
•	•							A515 Enlarged Core Plans - Office 15, Office 16-25
•	•							A516 Enlarged Core Plans - Roof Mechanical, Mezzanine
								A517 Service Dock Plans
•	•							A521 Enlarged Stair Sections
								A522 Enlarged Stair Sections
								A523 Stair Details
								A524 Stair Details
								A525 Stair Details
								A526 Stair Details
								A527 Stair Details
								A528 Stair Details
								A529 Stair Details
								A530 Elevator Hoistway Sections
								A532 Elevator Hoistway Details
								A533 Elevator Hoistway Details
								A534 Elevator Hoistway Details
								A535 Elevator Hoistway Details
								A541 Typical Tenant Elevator Lobby Elevations and Details
•	•							A542 Section Detail at Sill Elevators 1-14
•	•							A543 Section Detail at Head Elevators 1-14
•	•							A544 Plan Detail at Jamb Elevators 1-14
•	•							A545 Elevator Cab Details
								A546 Elevator Cab Details
								A547 Typical Tenant Restroom Elevations and Details
								A548 Typical Tenant Restroom Elevations and Details
								A549 Typical Tenant Restroom Elevations and Details
								A551 Door and Hardware Schedule
								A552 Door and Door Frame Details
								A553 Door and Door Frame Details
								A554 Door and Door Frame Details
								A555 Door and Door Frame Details
								A556 Toilet Room Elevations
								A557 Toilet Room Details
								A558 Toilet Room Details
								A559 Toilet Room Details
								A560 Toilet Room Details
								A561 Toilet Room Details
								A562 Toilet Room Details
								A571 Lobby Paving Plan
	•							A572 Lobby Interior Elevations
	•							A573 Lobby Wall Section Details - Bottom of Lobby Wall
	•							A574 Lobby Wall Section Details - Top of Lobby Wall
	•							A575 Lobby Wall Plan Detail - SE Corner
	•							A576 Lobby Details

33 Arch Street
 Conditional Design Development Approval
 March 12, 1999

Issue Date

Issue Date	Item	Description
10.15.98	A641	Lower Register Plan/Section/Elevations - Service Ramp Entrance (NE Corner)
03.01.99	A642	Lower Register Plan/Section/Elevations - Lobby Level (East Side)
00.00.00	A643	Lower Register Plan/Section/Elevations - Lobby Level (SE Corner)
00.00.00	A644	Lower Register Plan/Section/Elevations - Lobby Level (Hawley Street Arcade)
00.00.00	A645	Lower Register Plan/Section/Elevations - Lobby Level (Lobby Wall @ Hawley P.)
00.00.00	A646	Lower Register Plan/Section/Elevations - Shop At Hawley Street
00.00.00	A647	Lower Register Plan/Section/Elevations - Shop At Arch Street
00.00.00	A648	Lower Register Plan/Section/Elevations - Miscellaneous
00.00.00	A649	Lower Register Plans
00.00.00	A651	Garage Wall Plan Details - North, South Side
00.00.00	A651a	Garage Wall Plan Details - P1 North, South Side
00.00.00	A652	Garage Wall Plan Details - East, West Side
00.00.00	A652a	Garage Wall Plan Details - P1 East Side
00.00.00	A653	Garage Wall Plan Details - South East Corner
00.00.00	A654	Garage Wall Plan Details - East North Corner
00.00.00	A655	Garage Wall Section Details - Bottom of Garage Wall
00.00.00	A655a	Garage Wall Section Details - Bottom of Garage Wall At Flaps
00.00.00	A656	Garage Wall Section Details - Mid-Span of Garage Wall
00.00.00	A657	Garage Wall Section Details - Typical Span of Garage
00.00.00	A658	Garage Wall Section Details - Top of Garage
00.00.00	A659	Garage Wall Plan Details - South At Woolworth
00.00.00	A660	Garage Wall Plan Details - North At Woolworth
00.00.00	A671	Office Curtain Wall Plan Details - North, South Side
00.00.00	A672	Office Curtain Wall Plan Details - East, West Side
00.00.00	A673	Office Curtain Wall Plan Details - South East Corner
00.00.00	A674	Office Curtain Wall Plan Details - North East Corner
00.00.00	A675	Office Curtain Wall Section Details - Bottom of Office Wall
00.00.00	A67F	Office Curtain Wall Section Details - Typical Span of Office Wall
00.00.00	A677	Office Curtain Wall Section Details - Top of Office
00.00.00	A678	Office Curtain Wall Section Details - West Cantilever
00.00.00	A679	Office Curtain Wall Miscellaneous Details
00.00.00	A681	Office Curtain Wall Plan Details - South At Woolworth
00.00.00	A682	Office Curtain Wall Plan Details - North At Woolworth
00.00.00	A689	Metal Panel Curtain Wall/Cladding Section Details
00.00.00	A690	Section Typical Metal Panel - Horizontal
00.00.00	A691	Typical Metal Panel Plan Detail - Vertical Joint
00.00.00	A692	Typical Metal Panel Section - Horizontal Joint
00.00.00	A693	Metal Panel Detail - Corner South At 3.8
00.00.00	A694	Metal Panel Plan Detail - Corner North At 3.8
00.00.00	A695	Metal Panel Curtain Wall/Cladding Section Details
00.00.00	A696	Metal Panel Curtain Wall/Cladding Section Details
00.00.00	A700	Lobby Wall Plan Details - Section Detail at Exterior Lobby Wall
00.00.00	A701	Roof Wall Plan Details - North, South Side
00.00.00	A702	Roof Wall Plan Details - East, West Side
00.00.00	A703	Roof Wall Plan Details - South East Corner
00.00.00	A704	Roof Wall Plan Details - East North Corner
00.00.00	A705	Roof Wall Section Details - Bottom of Roof Wall
00.00.00	A706	Roof Wall Section Details - Typical Span of Roof Wall
00.00.00	A707	Roof Wall Section Details - Top of Roof Wall

33 Arch Street
 Conditional Design Development Approval
 March 12, 1999

Issue Date

Issue Date	Item
10.15.98	A721 Lower Register Wall Plan Details
03.01.99	A722 Lower Register Wall Plan Details
00.00.00	A723 Lower Register Wall Plan Details
00.00.00	A724 Lower Register Wall Plan Details
00.00.00	A725 Lower Register Wall Plan Details
00.00.00	A726 Lower Register Wall Plan Details
00.00.00	A727 Lower Register Section Details
00.00.00	A728 Lower Register Section Details
00.00.00	A729 Lower Register Section Details
00.00.00	A730 Lower Register Section Details
00.00.00	A731 Lower Register Section Details
	A801 Metal Panel Curtain Wall At 3.8 - Basement South
	A802 Metal Panel Curtain Wall At 3.8 - Basement North
	A803 Metal Panel Curtain Wall At 3.8 - Ground Level South
	A804 Metal Panel Curtain Wall At 3.8 - Ground Level North
.	A805 Metal Panel Curtain Wall At 3.8 - P1 South
.	A806 Metal Panel Curtain Wall At 3.8 - P1 North
.	A807 Metal Panel Curtain Wall At 3.8 - P3 South
.	A808 Metal Panel Curtain Wall At 3.8 - P3 North
.	A809 Metal Panel Curtain Wall At 3.8 - P4, 5, 6 South
.	A810 Metal Panel Curtain Wall At 3.8 - P4, 5, 6 North
.	A811 Metal Panel Curtain Wall At 3.8 - Level 1 South
.	A812 Metal Panel Curtain Wall At 3.8 - Level 1 North
.	A813 Metal Panel Curtain Wall At 3.8 - Level 4 South
.	A814 Metal Panel Curtain Wall At 3.8 - Level 4 North
.	A821 Metal Panel Curtain Wall/Cladding Section Details
.	A822 Metal Panel Curtain Wall/Cladding Section Details
.	A823 Metal Panel Curtain Wall/Cladding Section Details
.	A824 Metal Panel Curtain Wall/Cladding Section Details
	A851 Penthouse Cladding/Louver Details
	A852 Penthouse Cladding/Louver Details
	A853 Penthouse Cladding/Louver Details
	A861 Entrance Door Details
	A862 Entrance Door Details
	A863 Entrance Door Details
	A864 Entrance Door Details
	A865 Entrance Door Details
.	A871 Service Ramp Door Details - Sill
.	A872 Service Ramp Door Details - Inter. St.
.	A873 Service Ramp Door Details - Head
.	A874 Garage Entry Door Details - Jamb
.	A875 Garage Entry Door Details - Jamb
.	A876 Garage Entry Door Details
.	A877 Garage Entry Door Details
.	A878 Garage Entry Door Details
	A881 Lightning Protection System Details
	A882 Lightning Protection System Details
	A891 Window Washing System Details
	A892 Window Washing System Details
	A901 Foundation Wall Sections

33 Arch Street
 Conditional Design Development Approval
 March 12, 1999

Issue Date

Issue Date	Revision	Description
10.15.98	00	A903 Garage Wall Sections
03.01.99	00	A904 Garage Wall Sections
00.00.00	00	A905 Section at Existing Structure
00.00.00	00	A906 Section at Existing Structure
00.00.00	00	A907 Retail Wall Sections
00.00.00	00	A908 Mechanical Intake Wall Sections
00.00.00	00	A909 Penthouse Wall Sections
00.00.00	00	A911 Foundation Waterproofing Details
00.00.00	00	A921 Paving and Drainage Details
00.00.00	00	A931 Hawley Street Arcade Details
00.00.00	00	A941 Trench Drain Typical at Parking Deck
00.00.00	00	A942 Trench Drain at Hawley Street
00.00.00	00	A943 Trench Drain at P1
00.00.00	00	A944 Guard Rail at Parking Level
00.00.00	00	A951 Mechanical Areaway Details
00.00.00	00	A961 Roof Perimeter Curb Detail
00.00.00	00	A962 Roof Details
00.00.00	00	A963 Guiderail and Typical Anchors for Window Washing r/g
00.00.00	00	A970 Penthouse Details
00.00.00	00	A971 Penthouse Details
00.00.00	00	A972 Penthouse Details
00.00.00	00	A973 Penthouse Details
00.00.00	00	A974 Penthouse Details
00.00.00	00	A975 Penthouse Details
00.00.00	00	A976 Penthouse Details
00.00.00	00	A977 Penthouse Details
00.00.00	00	A978 Penthouse Details
00.00.00	00	A979 Penthouse Details
00.00.00	00	A980 Penthouse Details
00.00.00	00	A981 Penthouse Details
00.00.00	00	A982 Penthouse Details
00.00.00	00	A983 Penthouse Details
00.00.00	00	A984 Penthouse Details
00.00.00	00	A985 Penthouse Details
00.00.00	00	A986 Penthouse Details
00.00.00	00	A1001 Axonometric - Corner South East @ Office1
00.00.00	00	A1002 Axonometric - Corner South East @ Office1
00.00.00	00	A1003 Axonometric - Corner East North @ Office1
00.00.00	00	A1004 Axonometric - Corner East North @ Office1

3-11-99	#SL-3	General Site Plan/Design Development Progress Print
1-26-99	#1.01	Woolworth's Building Elevations/Site Plan
1-26-99	#1.02	Woolworth's Building Perspectives/Details/Context

EXHIBIT D

PERMITS AND APPROVALS

AGENCY

Federal

Federal

Notification of construction; Approval of building lighting

Federal Aviation Administration

Commonwealth of Massachusetts

Commonwealth of Massachusetts

MEPA Certification

Massachusetts Executive Office of Environmental Affairs

Sewer Connection and Extension Permit

Massachusetts Department of Water Pollution Control

(NOTE: Approval of Boston Water and Sewer Commission also required)

Sewer Use Discharge Permit (or letter waiver)

Massachusetts Water Resources Authority

Approval of plans for furnaces, boilers or other fuel-burning equipment (if generating capacity exceeds specified levels)

Massachusetts Department of Environmental Protection

Determination of Adverse Effect

Massachusetts Historical Commission

City of Boston

City of Boston

Certifications of Compliance and Consistency

Boston Redevelopment Authority

Certificate(s) of Completion

Boston Civic Design Commission

Approval of Project Plans

Board of Appeal

Building Code variances, if necessary:

- building height
- FAR
- maximum average floor plate area
- on-site child care requirements
- street wall height

City of Boston (Con't)

- tower separation
- off-street loading
- setback requirements

Any parking-related approvals

Approval of storage of gasoline in vehicle tanks parked in a structure and any other garage-related permit

Approval of Sewer Permit

Necessary approvals related to Hawley Street

Demolition Permits

Building Permits

Certificates of Occupancy

Board of Appeal (Con't)

Boston Air Pollution Control Commission

Boston Public Safety Commission; Committee on Licenses

Boston Water and Sewer Commission

Public Improvements Commission

Inspectional Services

DOCSB\573742.8

Amended and Restated Development Plan and
Development Impact Project Plan for Planned
Development Area No. 39, Thirty-Three Arch
Street

Boston Redevelopment Authority on behalf of
Frank-King Associates Limited Partnership

Effective:
April 15, 1999

AMENDED AND RESTATED DEVELOPMENT PLAN
And
DEVELOPMENT IMPACT PROJECT PLAN
For
PLANNED DEVELOPMENT AREA NO. 39

THIRTY-THREE ARCH STREET

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing does hereby approve the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 39, Thirty-Three Arch Street.

Said amendment amends "Development Plan and Development Impact Project Plan for Planned Development Area No. 39, Thirty-Three Arch Street", approved by the Authority on September 13, 1990, and approved by the Zoning Commission on August 6, 1991. Planned Development Area No. 39 was designated on "Map 1A, Midtown Cultural District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 269, adopted by the Zoning Commission on August 6, 1991, effective August 12, 1991.

*Date of public notice: March 18, 1999 (see St. 1956, c. 665, s. 5)

Amended and Restated Development Plan and Development Impact Project Plan for
Planned Development Area No. 39, Thirty-Three Arch Street

R. H. Maw

Chairman

Vice Chairman

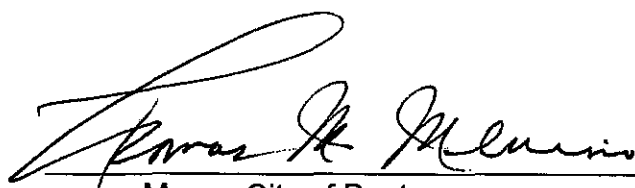
James C Clark
Ralph Cooper
W. J. Linn
Guy Stutton
John Bean
William Tucker

In Zoning Commission

Adopted: April 14, 1999

Attest: *[Signature]*
Secretary

Amended and Restated Development Plan and Development Impact Project Plan for
Planned Development Area No. 39, Thirty-Three Arch Street



Mayor, City of Boston

Date: 4/15/99

The foregoing amendment to the development plan, was presented to the Mayor on APRIL 15, 1999, and was signed by him on APRIL 15, 1999, whereupon it became effective on APRIL 15, 1999, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

BOARD APPROVED

MEMORANDUM

MARCH 16, 1999

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

**FROM: MATTHEW O'NEIL, CHIEF OF STAFF
SUSAN M. HANNON, SENIOR PROJECT MANAGER**

SUBJECT: 33 ARCH STREET

SUMMARY: This Memorandum seeks with respect to the 33 Arch Street Project (1) approval of the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area ("PDA") No. 39 and authorization to recommend approval to the Zoning Commission of said PDA No. 39; (2) authorization to petition the Zoning Commission to adopt a Map Amendment regarding the boundaries of PDA No. 39; (3) authorization to issue an Adequacy Determination for the Proposed Project to be located at 33 Arch Street, pursuant to Article 80B, Large Project Review of the Zoning Code; (4) authorization to enter into an Amended and Restated Cooperation Agreement, an Amended and Restated Development Impact Project Agreement, a Boston Residents' Construction Employment Plan, an Amended and Restated Cultural Facilities Agreement and a Child Care Facilities Agreement; (5) adoption of an Order of Taking for subsurface and air right discontinuances of certain properties located on Hawley Street and Arch Street; (6) approval of a Minor Modification to the Central Business District - School-Franklin Urban Renewal Plan; (7) authorization to amend the land disposition agreements ("LDAs") for Parcel A-1, formerly known as Parcel A-6, in the Central Business District - School-Franklin Urban Renewal Area; (8) authorization to issue a Certification of Compliance and a Certification of Consistency for the project; and (9) authorization to issue a notice of intent to take facade easements and other property interests for the building at 350 Washington Street necessary for the completion of the project.

Background

The proposed 33 Arch Street project is located in the Central Business District-School Franklin Urban Renewal Area on Parcel A-1, formerly known as Parcel A-

6, on an area generally bounded by Washington Street, Franklin Street, Hawley Street, New Hawley Place, Arch Street, and Milk Street. A Project Notification Form for a proposed development project at 40 Franklin Street was filed with the Boston Redevelopment Authority (the "Authority") by Frank-King Associates Limited Partnership (the "Developer") on October 18, 1988 under Article 31 of the Boston Zoning Code (the "Code"), the predecessor to Large Project Review, Article 80B of the Code. A Draft Project Impact Report ("DPIR") was filed on November 20, 1989. The Authority issued a Preliminary Adequacy Determination on May 1, 1990. Planned Development Area ("PDA") No. 39 in connection with the proposed project was approved by the Authority on September 13, 1990 and the Zoning Commission on August 6, 1991 and became effective August 12, 1991. The project approved consisted of a 21-story office building to be constructed over the existing structure at 350 Washington Street (Woolworth's Building and Garage) with approximately 497,785 square feet of office space and parking for an additional 196 vehicles.

Revised Project

On February 23, 1998 the Developer submitted a Notice of Project Change and on August 17, 1998 submitted a Final Project Impact Report. On November 12, 1998, the Authority voted a 60-day extension to allow the Developer time to submit an amendment to the development plan for PDA No. 39. On January 11, 1999 the Developer filed an Amended and Restated Development Plan and Development Impact Project Plan (the "Amended Development Plan") for Planned Development Area No. 39 with a comment period that ended February 25, 1999.

The Amended Development Plan reflects a project which will be 397 feet tall and consist of a 25-story office tower to be constructed adjacent to the existing Woolworth's Building and over the parking facility access (the "Revised Project"). The Revised Project reflects a new development of 533,197 square feet of office space, approximately 100,510 square feet of pre-existing retail and restaurant uses, and 285,973 square feet of parking, 197,067 square feet of which is pre-existing, for approximately 880 vehicles. The parking square footage reflects no increase in the number of parking spaces. The Revised Project also includes improvements to the Woolworth's Building and existing parking facility which includes cleaning the façade, enclosing the existing pedestrian arcade on Washington Street and Franklin Street between Washington Street and the Marshall's entrance, removal of brick on second level and replacement with windows, removal of exterior stairwell on Hawley Street and construction of a code-complaint stairwell interior of the structure. The in-fill of the arcade will provide a net increase of 4,208 square feet of retail space.

This Revised Project will create approximately 2,500 person-years of construction related jobs and 2,900 permanent retail and office jobs in the Downtown Crossing area. In addition, the Developer will be contributing \$1,000,000 worth of community benefits to organizations within the Midtown Cultural District including, Old South Meeting House, Historic Boston and Irish Famine Memorial. With regard to childcare, as is required in the Midtown Cultural District Zoning, the Developer intends to fulfill its obligations by creating a child care facility on-site to the project. If the Developer is unable to do so, a contribution will be made for childcare off-site.

The Developer also proposes as part of the Revised Project, certain ground plain improvements along Washington Street, Franklin Street and Hawley Street. The intent of these improvements is to make the area more conducive to pedestrian traffic, particularly in light of the addition of 2,900 new permanent jobs for this project alone. Another significant benefit is the re-opening to through vehicular traffic of that portion of Hawley Street between Franklin Street and Milk Street, closed since the construction of the existing parking garage. The Revised Project, once completed, will generate \$6,000,000 annually in real estate taxes to the City of Boston.

Development Impact Project (DIP) Exactions

Based on the plans for the Revised Project, the Developer will provide estimated linkage funds of \$2,187,025 for Housing and \$433,197 for Jobs pursuant to the provisions of Article 80, Section 80B-7 of the Code. These estimated linkage payments are calculated as follows:

Housing Linkage

DIP Uses	537,405 square feet
Exclusions	<u>(100,000)</u>
	437,405
	<u>X \$5.00/square foot</u>
	\$2,187,025

Jobs Linkage

DIP Uses	537,405 square feet
Exclusions	<u>(100,000)</u>
	437,405
	<u>X 1.00/square feet</u>
	\$437,405

Recommendations/ Actions

In order for the 33 Arch Street Project to proceed the following approvals are needed by the Authority:

- (1) Approval of the "Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 39" and recommendation of approval to Zoning Commission of said Amended and Restated Development Plan for PDA No. 39;
- (2) Authorization to petition the Zoning Commission to adopt a Map Amendment for the Midtown Cultural District which will expand the boundaries of the approved PDA No. 39 to reflect the properties to be taken for discontinuances under separate action and conveyed to the Developer as are necessary for construction of the project;
- (3) Authorization for the Director to enter into an Amended and Restated Cooperation Agreement, a Boston Residents Construction Employment Plan, an Amended and Restated Cultural Facilities Agreement and a Child Care Facilities Agreement;
- (4) Adoption of a Minor Modification to the Central Business District School-Franklin for Parcel A-1, formerly Parcel A-6, allowing for seven (7) bays for loading instead of eight (8) and modifying the uses for the parcel to allow commercial, including office, a maximum FAR of 14.5 from a previous maximum of 14, and parking not to exceed 880 cars;
- (5) Authorization for an amendment to the Land Disposition Agreement between Boston Redevelopment Authority and Raymond's Redevelopment Associates, predecessor in interest to the Developer, dated as March 20, 1967, necessary to reflect the change in use of the existing Woolworth's Building from retail and parking to include commercial; and
- (6) Authorization for an amendment to the Land Disposition Agreement by and between the Boston Redevelopment Authority and Frank-King Associates Limited Partnership dated as of September 28, 1990, to expand the boundaries of Parcel A-1 to include the property to be taken for discontinuance purposes under separate action and conveyed in fee to the Developer;
- (7) Authorization to enter into an Amended and Restated Development Impact Project Agreement for the payment of the \$2,624,430 in Housing and Jobs Linkage;

- (8) Authorization to issue the Article 80 approvals including an Adequacy Determination, a Certification of Consistency and a Certification of Compliance, indicating that the project impacts have been addressed adequately by the Developer;
- (8) Issuance of a notice of intent to take the facade easements and other property interests necessary for the renovations to the Woolworth's Building as contemplated in the Authority vote of January 26, 1999; and
- (9) Adoption of an Order of Taking for the subsurface and air rights discontinuances of certain areas on Arch Street and Hawley Street totaling approximately 648 square feet, necessary for the project construction of building foundations, and overhang of new office tower component.

Appropriate votes follow:

VOTED: That the Director be, and hereby is, authorized to issue an Adequacy Determination which finds that the Final Project Impact Report adequately describes the potential impacts arising from the proposed 33 Arch Street project, in accordance with Section 80B-5.5 of the Boston Zoning Code, subject to continuing design review by the Boston Redevelopment Authority and the provision of supplemental environmental impact information; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Compliance for the 33 Arch Street project upon the successful completion of all Article 80 processes for the 33 Arch Street project; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute an Amended and Restated Cooperation Agreement, a Boston Residents Construction Employment Plan, an Amended and Restated Cultural Facilities Agreement, and a Child Care Facilities Agreement and any and all other agreements and documents which the Director deems appropriate and necessary in connection with the 33 Arch Street project, all upon terms and conditions to be determined in the best interests of the Boston Redevelopment Authority; and

FURTHER

VOTED: That the Resolution entitled "Resolution of Boston Redevelopment Authority Re: Minor Modifications to the Urban Renewal Plan for the Central Business District School - Franklin Urban Renewal Area, Project No. Mass. R-82A" be and hereby is adopted; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute an amendment to the Land Disposition Agreement between Boston Redevelopment Authority and Raymond's Redevelopment Associates dated as of March 20, 1967, with terms and conditions which the Director deems in the best interests of the Boston Redevelopment Authority; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute an amendment to the Land Disposition Agreement by and between the BRA and Frank-King Associates Limited Partnership dated as of September 28, 1990, with terms and conditions which the Director deems in the best interests of the Boston Redevelopment Authority; and

FURTHER

VOTED: That the Boston Redevelopment Authority finds that the 33 Arch Street project and the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 39 conforms to the plan for the Midtown Cultural District and the general plan for the City of Boston as a whole and on balance, nothing in such plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute an Amended and Restated Development Impact Project Agreement for the 33 Arch Street project in accordance with Article 80, Section 80B-7 of the Boston Zoning Code; and

FURTHER

VOTED: That the Authority approves the "Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 39"; and further, that the Director be, and hereby is, authorized to issue a Certification of Consistency

for the 33 Arch Street project pursuant to Article 80, Section 80C-8 of the Boston Zoning Code upon the approval by the Boston Zoning Commission of the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 39 approved in accordance with Article 80 and Article 3, Section 3-1.A(a) of the Boston Zoning Code and the completion of the BRA design review; and

FURTHER

VOTED: That the Director be and hereby is authorized to petition the Zoning Commission for approval of the Amended and Restated Development Plan and Development Impact Project Plan for Planned Development Area No. 39; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to petition the Zoning Commission to adopt a map amendment to Map 1A, Midtown Cultural District, of the series of maps entitled "Zoning Districts City of Boston," as established under Chapter 665 of the Acts of 1956 as amended, expanding the boundaries of PDA No. 39 (33 Arch Street) in substantial accord with the map amendment application presented to the Authority at its hearing of March 16, 1999; and

FURTHER

VOTED: That the Secretary of the Boston Redevelopment Authority be, and he hereby is, authorized to give a notice of intent to take certain façade easements and other property interests for 350 Washington Street, under the applicable provisions of Massachusetts General Laws Chapter 79, as amended, including without limitation, by certified mail, return receipt requested, to the record owner and others, as appropriate, if necessary.

FURTHER

VOTED: That the Resolution entitled "Be it resolved by the Boston Redevelopment Authority that an ORDER OF TAKING, dated March 16, 1999 relating to a portion of the Central Business District School-Franklin Urban Renewal Area Project No. Mass. R-82A, be executed and made a permanent part of these proceedings, a copy of which the Secretary shall cause to be recorded in the Office of the Registry of Deeds for the County of Suffolk" be, and hereby is adopted.