

First Amendment to the Development Plan for
Planned Development Area No. 53,
The Channel Center Project, South Boston

Boston Redevelopment Authority on behalf of
the Beacon Capital Partners

**FIRST AMENDMENT TO THE DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 53, THE CHANNEL CENTER PROJECT**

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 First Amendment to the Development Plan for Planned Development Area No. 53, The Channel Center Project, dated October 19, 2006, and approved by the Boston Redevelopment Authority on October 19, 2006.

Said First Amendment amends "Development Plan for Planned Development Area No. 53, Midway, South Boston," approved by the Authority on December 20, 2001, and approved by the Zoning Commission on February 27, 2002, effective, March 1, 2002.

Planned Development Area No. 53 was designated on "Map 4, South Boston" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 398, adopted by the Zoning Commission on February 27, 2002, effective March 1, 2002.

BRA APPROVAL: 10/19/06
ZC APPROVAL: 11/8/06
EFFECTIVE: 11/9/06

FIRST AMENDMENT TO DEVELOPMENT PLAN

For

PLANNED DEVELOPMENT AREA NO. 53

THE CHANNEL CENTER PROJECT

Dated: October 19, 2006

Pursuant to Section 3-1A and Article 80, Section 80C of the Zoning Code of the City of Boston (the "Zoning Code"), this amendment constitutes the First Amendment to Development Plan for Planned Development Area No. 53 (the "First PDA Plan Amendment").

The Original PDA Development Plan for PDA No. 53: On or about December 20, 2001, the Boston Redevelopment Authority (the "BRA") approved a Map Amendment application creating Planned Development Area No. 53 ("PDA No. 53") as well as a Development Plan for Planned Development Area No. 53. This Map Amendment and Development Plan (together, the "Original PDA Plan") were approved by the Boston Zoning Commission on February 27, 2002. The Original PDA Plan, as amended by this First PDA Plan Amendment, is referred to herein as the "PDA Plan."

The PDA Plan encompasses an approximately 7.09 acre site in the South Boston section of Boston, Massachusetts, as described in Exhibit A of the Original PDA Plan and as more particularly shown on the survey plan attached as Exhibit B to the Original PDA Plan (the "Site"), currently comprising ten (10) parcels of land owned by affiliates of Beacon Capital Partners, Inc. and certain other parties. The Original PDA Plan provides for the construction of a mixed-use development, including residential, live/work, office, commercial retail, restaurant and parking uses (the "Channel Center Project") and also referred to herein as the "Project"). As set forth in the PDA Plan, the Project is expected to involve the construction on the Site of approximately 1,550,000 square feet of total floor area devoted to a mix of Office Uses (as defined in the PDA Plan), Residential Uses (as defined in the PDA Plan), and Other Uses (as defined in the PDA Plan). The Project is expected to include a total of approximately 1010 parking spaces, including approximately 990 structured parking spaces located in one or more garages and approximately 20 surface parking spaces located along Channel Center Street and/or Medallion Avenue.

The First PDA Plan Amendment: This First PDA Plan Amendment, as set forth below, amends the Original PDA Plan to update certain of its provisions to allow residential and live/work uses to occur on certain additional portions of the Site. Capitalized terms in this First PDA Plan Amendment, unless otherwise defined herein, shall be defined as set forth in the Original PDA Plan.

The Original PDA Plan hereby is amended as follows:

1. The second paragraph of the Section entitled "General Description of Proposed Development and Use Allocation" on pages 8 and 9 of the Original PDA Plan is hereby deleted in its entirety and replaced with the following paragraph:

"In order to allow the Project to be used for a variety of purposes consistent with its mixed-use character, this Plan requests approval for the use of each Project Component for any one or more of the following uses in addition to any uses permitted by underlying zoning: (i) office and research and development uses (collectively, "Office Uses"); (ii) retail, service, eating and drinking establishments (including take-out restaurants), gallery uses, open space, educational uses, cultural uses, entertainment uses, fitness center, automatic teller machine, day care center, telecommunications use and wireless communications equipment use (collectively, "Other Uses"); and (iii) accessory parking and parking garage uses (collectively, "Parking Uses"). In addition, this Plan seeks approval of the use of all portions of the Site other than the portion of the Site shown on Exhibit J attached hereto and made a part hereof (the "Non-Residential Area") for live/work, artists' mixed use, and multi-family residential uses (collectively, "Residential Uses"); provided, however, that residential roof decks shall not be permitted uses within that portion of the Site shown on Exhibit J attached hereto and made a part hereof (the "Residential Roof Deck Restricted Area"). All of the foregoing permitted uses are collectively referred to herein as the 'Allowed Uses'."

2. The third paragraph of the Section entitled "General Description of Proposed Development and Use Allocation" on page 9 of the Original PDA Plan is hereby deleted in its entirety and replaced with the following paragraph:

"The Project is expected to involve the following uses which will comprise the following approximate square footages of the Project; provided however, this Plan seeks approval for changes in the amount of square footage devoted to each use described below due to market demand and other factors:

Total square footage:	1,550,000 square feet
Residential Uses	not less than 183,500 square feet; up to 1,383,300 square feet
Office Uses	not less than 50,000 square feet; up to 1,249,800 square feet
Other Uses	96,700 square feet
Gallery	20,000 square feet"

3. The first bulleted item in the fourth paragraph of the Section entitled "General Description of Proposed Development and Use Allocation" on page 9 of the Original PDA Plan is hereby deleted in its entirety and replaced with the following:

“not less than approximately 183,500 square feet of space, and up to 1,383,300 square feet of space, devoted to Residential Uses;”

4. In Exhibit G, each of Exhibit G-2 (other than the Non-Residential Area) through Exhibit G-11 shall be amended so that the Allowed Uses shall include Residential Uses.

5. Exhibit J attached hereto and made a part hereof is hereby attached to the PDA Plan.

6. Except as the Original PDA Plan is amended by Sections 1 through 2 above of this First PDA Plan Amendment, the Original PDA Plan remains unmodified and in full force and effect.

EXHIBIT J

PLAN SHOWING NON-RESIDENTIAL AREA

[See attached.]

EXHIBIT "J"

To PDA Development Plan for Channel Center

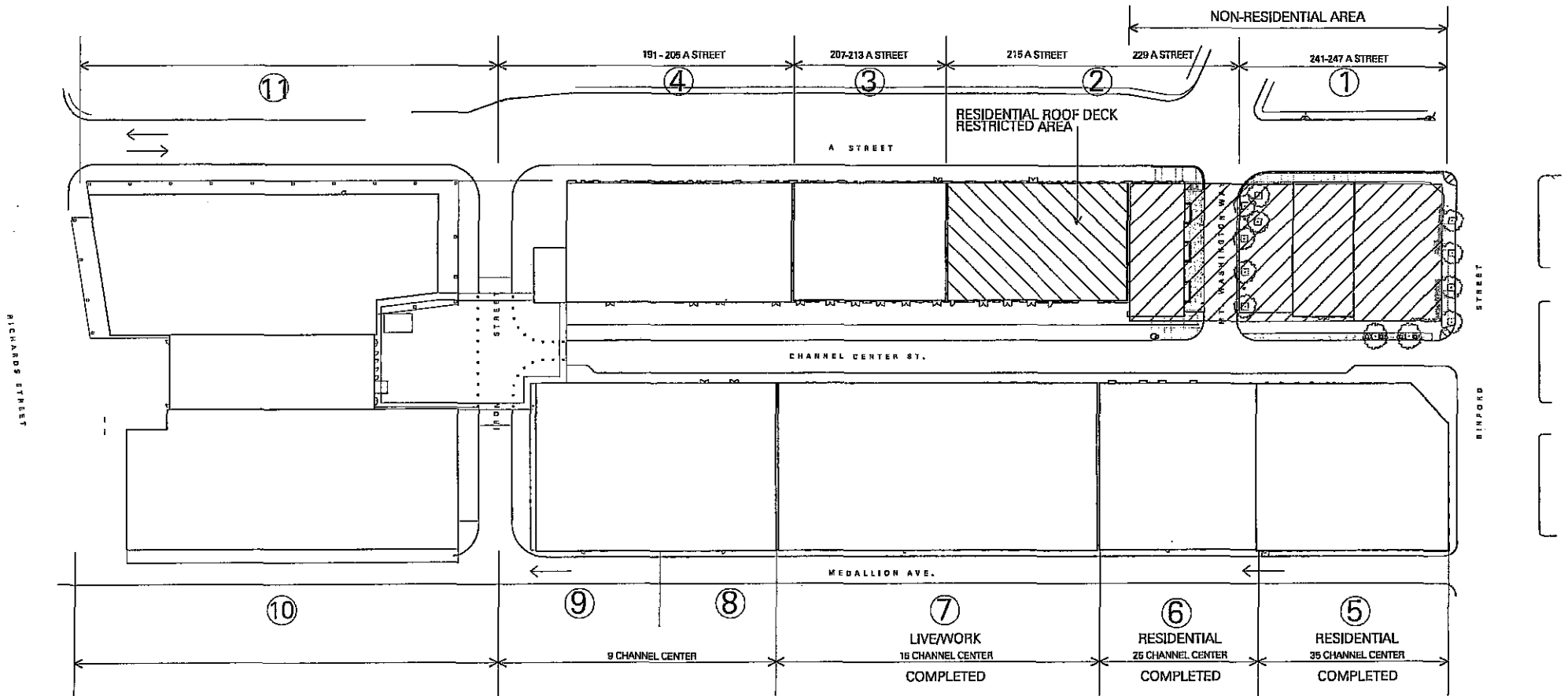
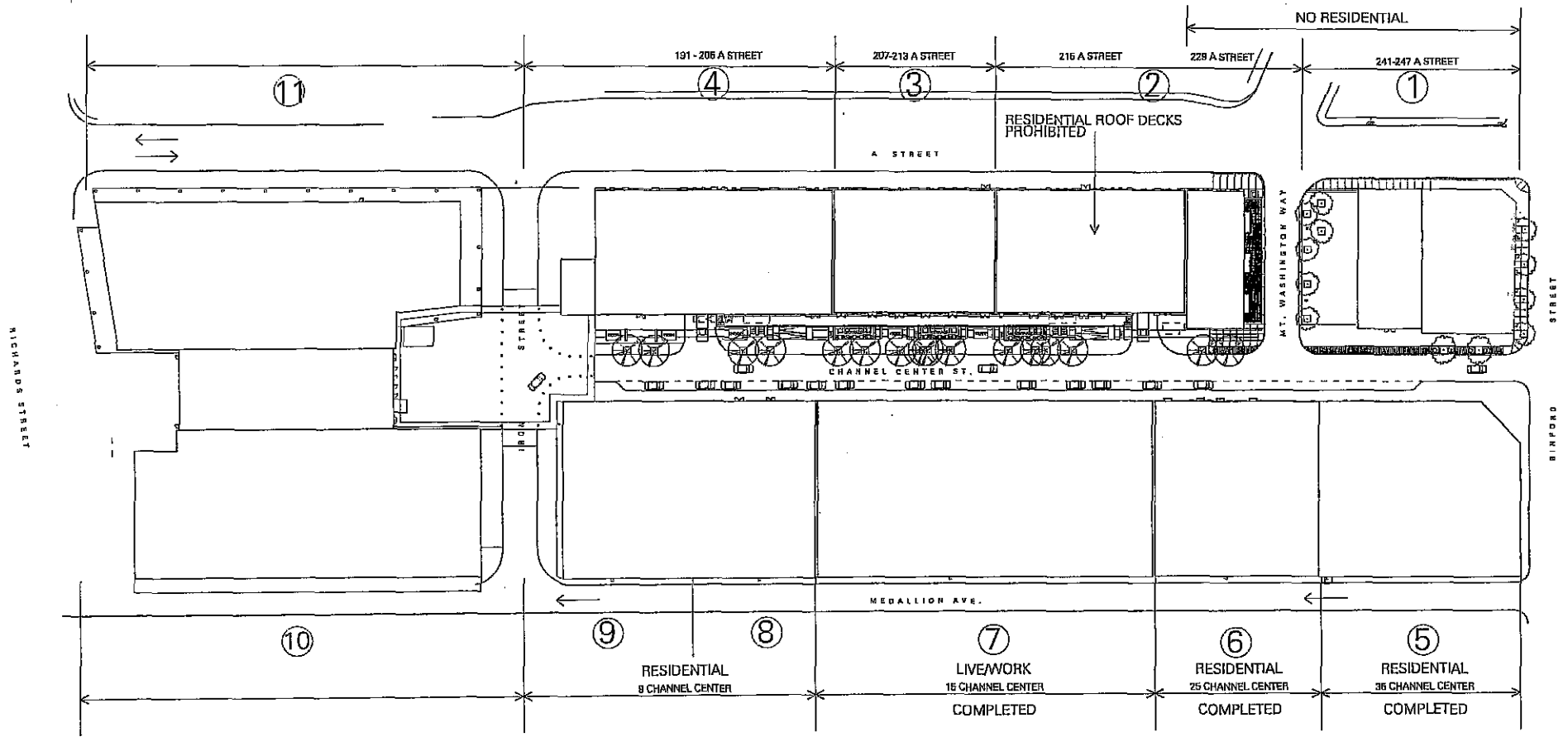


EXHIBIT K

PLAN SHOWING RESIDENTIAL ROOF DECK RESTRICTED AREA



CHANNEL CENTER

First Amendment to Planned Development Area No. 53, The Channel Center Project,
South Boston

R. L. Maw

Chairman

Robert Jordan

Vice Chairman

[Handwritten signatures of committee members]

In Zoning Commission

Adopted: November 8, 2006

Attest:

[Handwritten signature of Secretary]

Secretary

First Amendment to Planned Development Area No. 53, The Channel Center Project,
South Boston

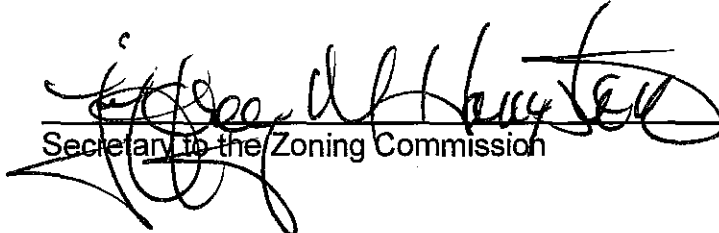


Mayor, City of Boston

Date: 11/9/06

The foregoing First Amendment was presented to the Mayor on NOVEMBER 8, 2006
and was signed by him on NOVEMBER 9, 2006, whereupon it became effective on
NOVEMBER 9, 2006, in accordance with Section 3 of Chapter 665 of the Acts of 1956,
as amended.

Attest:



Secretary to the Zoning Commission