

BZA APPROVAL: 3/10/11
CC APPROVAL: 4/16/11
EFFECTIVE: 4/16/11

BOSTON REDEVELOPMENT AUTHORITY

AMENDED AND RESTATED DEVELOPMENT PLAN

FOR

PLANNED DEVELOPMENT AREA NO. 60

THE KENSINGTON

Dated March 10, 2011

1. **Amended and Restated Development Plan.** Pursuant to Article 3, Section 3-1A.a, Article 38 and Article 80C of the Zoning Code of the City of Boston (the “Code”), this plan constitutes the Amended and Restated Development Plan (this “Amended and Restated Development Plan”) for the development of a hereinafter described project within Planned Development Area No. 60. Planned Development Area No. 60 constitutes a Planned Development Area Overlay District containing approximately 45,557 square feet of area, which is located in the Lower Washington Street section of downtown Boston as described in Exhibit A-1 attached hereto, and as shown on the plan attached hereto as Exhibit A-2 (the “Planned Development Area No. 60 Plan”). Planned Development Area No. 60 is comprised of several contiguous parcels of land and certain portions of adjoining public and private ways within which Kensington Investment Company, Inc., a Boston-based real estate development company (along with its affiliate, KP Residences LLC, the owner of the Project Site, collectively, the “Proponent”) intends to construct a residential development with retail/office, open space and accessory off-street parking uses, all as more fully described below (the “Project”). This

Amended and Restated Development Plan sets forth the proposed location, appearance, density and dimensions of structures, proposed open space and landscaping, proposed uses, proposed traffic circulation, access to public transportation and proposed parking and loading facilities as well as the historic resources located within the boundaries of Planned Development Area No. 60.

This Amended and Restated Development Plan consists of nineteen (19) pages of text and Exhibits A-I through E. All references to this Amended and Restated Development Plan contained herein shall pertain to such pages and exhibits. This Amended and Restated Development Plan represents a stage in the planning process prior to the stage at which final plans and specifications for the Project are submitted to the Boston Redevelopment Authority (“Authority”) pursuant to Section 3-1A and Article 80C of the Code for final design review approval and certification as to consistency with this Amended and Restated Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in Exhibit D to this Amended and Restated Development Plan, minor changes may be made to the building design described in this Amended and Restated Development Plan. In accordance with Section 80C-9 of the Code, consistency of the Project with this Amended and Restated Development Plan constitutes compliance with the underlying requirements of the Code, referenced herein, including but not limited to: use, dimensional, design or other requirements to the extent such requirements have been addressed in this Amended and Restated Development Plan.

2. **Planned Development Area No. 60.** Planned Development Area No. 60 comprises approximately 45,557 square feet (1.046 acres) in area and includes the Project Site, as defined below (exclusive of that portion of Boylston Square lying outside of the PDA-IV Area

established under Article 38), a portion of Washington Street abutting the Project Site and a portion of LaGrange Street abutting the Project Site. Planned Development Area No. 60 also includes a portion of the property located adjacent to the Project Site owned by the Boston Young Men's Christian Union (the "BYMCU Site" and "BYMCU," respectively) and a portion of LaGrange Street abutting the BYMCU Site, as shown on the Planned Development Area No. 60 Plan. Planned Development Area No. 60 is located in the "general area" of the Midtown Cultural District and within the PDA-IV Area established under Article 38. Map Amendment No. 425 adopted by the Boston Zoning Commission on December 17, 2003 and approved by the Mayor on December 22, 2003, along with Development Plan for Planned Development Area No. 60, established the boundaries of Planned Development Area No. 60 in a manner consistent with the Code.

3. **Proponent and Project Site.** Kensington Investment Company, Inc. and its affiliate, KP Residences LLC, is the Proponent of the Project. The Project Site is shown on that certain plan entitled: "Boston Redevelopment Authority Taking Plan Boylston Square, Washington Street, & LaGrange Street Boston Proper", dated December 23, 2005, prepared by Harry R. Feldman, Inc. and recorded with Suffolk County Registry of Deeds at Plan Book 2006, Page 114, a copy of which is attached hereto as Exhibit A-3 (the "Site Plan"). The Project Site contains approximately 30,227 square feet of area and consists of former assessor parcels numbered 4896, 4897, 4898, 4900, 4901, 4902, and Boylston Square. The Project Site was acquired by KP Residences LLC from the Authority by Deed dated February 10, 2006 and recorded with Suffolk County Registry of Deeds at Book 39014, Page 116.

4. **Project.** The Proponent proposes to construct a 27-story residential building (the "Building") containing: (a) up to 345,000 square feet of residential gross floor area comprising

up to 385 residential units; (b) up to 4,000 square feet of ground-floor gross floor area fronting on Washington Street and LaGrange Street for retail/office, service, restaurant and related uses; (c) a four -level (4 level) above-grade parking garage containing up to 110 off-street parking spaces, which are required as accessory to the Project residential uses and will not be available to the general public; (d) new and upgraded open space areas, including an improved Boylston Square, as well as a refurbished Liberty Tree Park, as described in more detail in Section 7 herein; and (e) an improved LaGrange Street. The Project will also benefit the adjacent China Trade Center building, a designated Boston Landmark owned by the Authority, by improving Boylston Square and by contributing toward the capital funding required for the restoration and improvement, as well as annual maintenance, of Liberty Tree Park, which qualifies as a public benefit criteria in accord with Section 38-14(b) of the Code.

5. **Proposed Location and Appearance of Structures.** The plans attached hereto as Exhibit B show first, second, fifth, sixth, twenty-sixth, twenty-seventh and typical floor plans of the Project. The selected elevations attached hereto as Exhibit C illustrate the Project's general appearance. Subject to the dimensional limitations established in this Amended and Restated Development Plan, the final design, massing and appearance of the Project are expected to evolve, and will be subject to ongoing design review by the Authority and by the Massachusetts Historical Commission (the "MHC") and the Boston Landmarks Commission (the "BLC") under a Memorandum of Agreement ("MOA") regarding impacts to historic resources.

6. **Proposed Density and Dimensions of Structures.** As set forth in the Large Project Review requirements of Article 80B of the Code and as confirmed by the Authority's approval of the Final Project Impact Report dated March, 2003 ("FPIR"), as modified by the 2006 and 2010 Notices of Project Change ("NPC") submitted to and approved by the Authority,

the Project is in Substantial Accord with the General Design and Environmental Impact Standards for Planned Development Areas under Section 38-16 of the Code, including, but not limited to the following: Section 38-16.1, Section 38-16.2, Section 38-16.3, Section 38-16.4, Section 38-16.5, Section 38-16.6 and Section 38-16.7. The Project's consistency with the dimensional requirements applicable to Planned Development Areas and the Article 38 underlying zoning, is further described below:

(a) Building Height. The Building has a maximum building height of 27 stories and 290 feet above grade determined in accordance with Article 2 of the Code. Section 38-11.2 of the Code allows a proposed project within a PDA in the Midtown Cultural District to attain zoning compliance by being in "Substantial Accord" with the building height for such PDA areas established by Section 38-11.2 of the Code. The "Substantial Accord" building height within PDA-IV, within which the Planned Development Area No. 60 is located, is 290 feet (275 feet plus a "Substantial Accord" allowance of 15 feet set forth in Appendix E. 21 to Article 38). Thus, the Project height of 290 feet is accordingly in "Substantial Accord" with the maximum building height standard established by Section 38-11.2 of the Code.

(b) Floor Area Ratio. The Project's FAR is comprised of two components: (i) the maximum FAR of 7.0 allowed on the 1,657 square foot portion of the Project Site located within Boylston Square and outside of the Planned Development Area No. 60; and (ii) the maximum FAR of 14.0 with "Substantial Accord" allowed on the remaining portion of the Project Site. The maximum FAR for the 1,657 square feet of Project Site within a portion of Boylston Square is 7.0. Without giving effect to the Transition Zoning provisions of Section 12-1 of the Code, this maximum FAR of 7.0 results in

11,599 square feet of allowed gross floor area (1,657 sf x 7.0 = 11,599 sf). The Project accordingly proposes to allocate 11,599 square feet of gross floor area, as defined by the Code, to this portion of the Project Site. The remaining portion of the Project Site within Planned Development Area No. 60 has an area of 28,570 square feet (Site Area of 30,227 sf less 1657 sf equals 28,570 sf), which has the benefit of the allowable FAR of 15.0 (14.0 with “Substantial Accord” of +1.0) within PDA-IV Area pursuant to Section 38-11.2 of the Code.¹ The maximum allowed gross floor area for this portion of the Project Site is 428,550 sf, which combined with the maximum allowed gross floor area of the portion of Boylston Square of 11,599 sf, results in a total allowed gross floor area for the project of 440,149 sf. The Project, as presently designed, has a total of approximately 352,000 gsf (350,947 sf) of gross floor area, as defined by the Code, which results in a Project FAR of less than 15.0 (11.9) on that portion of the Project Site within Planned Development Area No. 60.² This results in an additional allowance of 3.1 FAR up to the maximum FAR of 15.0 provided for in Section 38-11.2 of the Code. Thus, the Project’s present maximum FAR within Planned Development Area No. 60 is in accord with Section 38-11.2 of the Code and may increase to a maximum FAR of 15, as noted above, in Substantial Accord with the maximum FAR allowed therein.

¹ The Code defines “Lot” as a parcel of land “in single ownership.” The area of Boylston Square is included in the calculation of the Project’s FAR because it is owned by the Proponent as a result of its purchase from the Authority by the Proponent. Although Boylston Square is listed in the records of the City of Boston Public Works Department as a private way open to public travel, public travel is, in fact, currently prevented by locked gates at both ends of the alleyway. This Development Plan assumes that Boylston Square is not a public way for purposes of calculating the Project’s FAR, notwithstanding the Proponent’s intention to reopen it to limited public access as part of the Project. The Lot Area includes the entire area of the Lot without exclusion of area which may be used as a restricted access driveway along LaGrange Street.

² The gross floor area of the project as defined under Article 2A of the Code is calculated based upon the gross floor area of the residential, office and retail uses of the Project and excludes, pursuant to Article 2A definitions applicable to Article 80C-PDA projects, that portion of the floor area allocated for accessory residential parking which is required to meet the off-street parking requirements of the Project pursuant to Article 80 Large Project Review. If the excluded parking area of approximately 59,383 sf is included in the FAR calculation, the FAR would equal 13.9, which is still in substantial accord with Section 38-11.2 of the Code.

(c) Skyplane Setback. Section 38-16 of the Code requires that proposed projects submitted for approval as part of an application for Development Plan Approval under Planned Development Area Review shall be in “substantial accord” with the General Design and Environmental Impact Standards with respect to shadow criteria, wind, transportation access, skyline plan, landmarks and historic buildings, enhancement of pedestrian environment and Boston Civic Design Commission review. The Project is in substantial accord with such applicable General Design and Environmental Impact Standards described herein and reviewed by the Authority pursuant to Article 80 Large Project Review, as outlined in the Article 80 Documentation.

Along both the LaGrange Street and Washington Street frontages of the Building, Section 38-19.4 of the Code requires a minimum average building setback of ten (10) feet from the street wall height (which cannot exceed 90 feet) up to a height of 155 feet, and then an additional setback of five feet (for a total setback of 15 feet) above 155 feet. The proposed Project design, as depicted in the elevations attached hereto as Exhibit C, presently provides for street wall height setbacks, in addition to the 90 feet and 155 feet heights, at 42 feet, 75 feet, 120 feet and 268 feet along Washington Street and LaGrange Street. The average setbacks above such proposed street wall heights along Washington Street will be approximately four (3.59) feet, fifteen (15.02) feet and twenty (20.87) feet up to the top of the tower element. Along LaGrange Street, the average setbacks above the proposed street wall heights will be approximately six (6.36) feet, thirty-three (33.46) and forty-six (46.66) feet up to the top of the tower element. All proposed street wall heights and minimum average setbacks are subject to continuing Authority design review in accordance with Article 80B and Article 80C of the Code.

(d) Skyline Plan. Section 38-16.4 of the Code requires that any proposed project within a PDA established within the Midtown Cultural District be “generally consistent in height and form” with the modified high spine/cluster skyline plan (the “Skyline Plan”) set forth in the Midtown Cultural District Plan. This section further requires that building elements of more than 155 feet in height be separated from each other by at least 125 feet. In reviewing this requirement, the Authority is instructed to take into consideration all existing structures, structures for which the Board of Appeal has granted relief and structures for which the Authority has granted development plan approval. Within the Midtown Cultural District the Project is more than 125 feet distant from other high-rise buildings, such as the Millennium Ritz complex and the W hotel project. To the extent that this requirement is intended to apply to the separation distance from buildings outside of the Midtown Cultural District such as Archstone Boston Common, which is located within the Chinatown district, the high-rise elements of the Project will generally be at least 120 feet from any high-rise elements of the Archstone Boston Common project. Thus, the Project is in Substantiated Accord with the General Design and Environmental Impact Standards of Section 38-16 of the Code.

(e) Street Wall Continuity. Section 38-19.1 of the Code specifies that, unless there are no other buildings on the same block, the street wall of any new building must be coextensive with at least 80% of the Existing Building Alignment of the block on which the building fronts, as defined by Section 18-2 of the Code. The Project fronts on Washington Street and thus, pursuant to Section 38-19.1 of the Code, the street wall of the Project is to be co-extensive with at least 80% of the existing Building Alignment of the block between Boylston Street and LaGrange Street. The only building on the block

between Boylston Street and LaGrange Street is the China Trade Building which is adjacent to the Project Site and shares Boylston Square access. The proposed Project design, as depicted in Exhibits B and C, provides for the Washington Street and LaGrange Street facades to be located on their respective property lines. The street wall of the Building along Washington Street will be generally coextensive with the Existing Building Alignment of the China Trade Center building, the only other building on the block facing Washington Street. Due to the proposed widening of LaGrange Street, the proposed street wall of the Building will be further back than the Existing Building Alignment, which is solely determined by a one-story BYMCU building. But for the proposed widening of LaGrange Street, the Building would be consistent with the Existing Building Alignment along LaGrange Street. The street wall of the building on LaGrange Street, which will not be a front yard as defined in Section 18-2 of the Code, will be set back to allow for the provision of vehicular access from Washington Street along a Project right-of-way which would include a portion of LaGrange Street and the Project Site. The only building within the block bounded by Washington Street and Tamworth Street is a one-story structure utilized by BYMCU for an athletic facility. Such structure does not front on LaGrange Street but is part of the building which fronts on Boylston Street. Therefore, the street wall continuity does not apply on LaGrange Street.

(f) Display Window Area. Consistent with Section 38-19.3 of the Code, the ground floor retail space to be included in the proposed Project design depicted on the plans and elevations attached hereto as Exhibits B and C will provide a certain level of transparency, attractiveness to pedestrians, continuity and usage for any portion of the

Building between two feet and 14 feet from ground level and within four feet of the Street Wall.

(g) Small Business Expansion Area. Consistent with Section 38-19.5 of the Code, within the ground floor of the building, the maximum building frontage along Washington Street that is to be occupied by any single use shall not exceed 50 feet and the maximum floor area devoted to such single use will not exceed 3,000 square feet.

(h) Shadow Criteria. Consistent with Section 38-16.1 of the Code, the Project will be designed, as described in the DPIR and FPIR, as amended by the Article 80 Notice of Project Change (“NPC”), referred to in Section 14 of this Amended and Restated Development Plan, in such a way as to limit the casting of shadow on certain Shadow Impact Areas as defined by Article 38 of the Code.

(i) Wind Impacts. As described in more detail in the DPIR and FPIR, as amended by the Article 80 Notice of Project Change (“NPC”), referred to in Section 14 of this Amended and Restated Development Plan, the Project’s pedestrian level winds will be in substantial accord with the provisions of Section 38-16.2 of the Code and its accompanying Table B.

A summary of the dimensional requirements applicable to the Project is set forth in Exhibit D hereto.

7. Article 38 Public Benefits Criteria. Pursuant to Section 38-14 of the Code, the Project provides the following public benefit, referred to in such section as the “Public Benefit Criteria”. The provision thereof complies with the requirement of the Code that the

Amended and Restated Development Plan meet the requirement of Section 80C-4 (Standards for Planned Development Plan Review Approval) for compliance with the applicable planning and development criteria of Article 38 of the Code, and is thereby eligible for approval by the Authority and adoption by the Zoning Commission. As described herein, the Amended and Restated Development Plan fulfills the following public benefit criteria under Section 38-14.7 of the Code:

(a) Development of New Usable Open Space in the Hinge Block. The Amended and Restated Development Plan will also provide the open space benefits required by Section 38-14.7 of the Code. The Proponent will provide sufficient assistance for the successful development of useable open space, including the provision of assistance for maintenance, programming or other assistance for the Liberty Tree Park as identified in the Midtown Cultural District Plan. Additionally, although the Proponent will also provide the benefits identified in Section 38-14(c) of the Code (Affordable Housing), it will do so by devoting more than 80% of the Project's gross floor area to residential uses and by providing a substantial off-site affordable housing contribution of approximately \$7,350,000 to assist in the creation of affordable units at the Hong Lok House project, which contribution exceeds the value of on-site affordable units.

8. **Proposed Open Space and Landscaping.** The existing Liberty Tree Park at the southeast corner of Boylston Street and Washington Street will be extensively renovated, with a substantial capital funding contribution by the Proponent. The current plan for this park, sponsored by Chinatown Main Streets, calls for new hard- and softscape, the focus of which will be a new Liberty Tree and an obelisk displaying engravings by Paul Revere.

9. **Proposed Uses.** The Project may be used for those residential, accessory off-street parking and loading and lower-floor commercial uses listed in Exhibit E attached hereto. Section 38-18 of the Code provides that the Project is subject to the following use restrictions:

(a) **Ground Level and Cultural Uses.** Pursuant to Section 38-18.1 of the Code, uses with street frontage located on the ground level or entered by stairs from a sidewalk entry (excluding lobby entrances, which may occupy a maximum of 40 feet of street frontage) are limited to the Ground Level and Cultural Uses listed in Appendix B to Article 38.

(b) **Neighborhood Business Opportunities.** Section 38-18.3 affords certain neighborhood businesses opportunities in any proposed project in the Midtown Cultural District that will contain 50,000 or more square feet of space available for lease. As proposed, the Project design will include a total of up to 4,000 square feet of space to be leased for non-residential uses. The requirements of Section 38-18.3 of the Code are therefore inapplicable.

10. **Proposed Traffic Circulation.** The Project will have a single driveway on LaGrange Street, which will lead to the below-grade and above-grade parking garage, and a loading area on Boylston Square. The Project driveway is located as far as possible from Washington Street in order to minimize disruption to traffic operations at the intersection of LaGrange Street with Washington Street. In addition, the Proponent proposes to improve LaGrange Street to allow for a dedicated access lane from Washington Street to the Project driveway for use by Project occupants and not the general public. Mitigation measures to address any such traffic impacts will be the subject of the Transportation Access Plan Agreement

between the Proponent and BTM.

11. **Proposed Parking and Loading Facilities.** Up to 110 off-street parking spaces will be provided in a four level above-grade parking garage as part of the Project. The parking ratio for the Project will be not more than 0.28 spaces per residential unit, which meets the new acceptable standards of BTM for residential parking facilities in the Midtown Cultural District. The Proponent seeks to encourage the use of shared motor vehicles, such as ZIP car and to promote the widely available public transportation network of the Midtown. All spaces will be accessory to the Project's residential occupants and will not be available to the public at large. The internal loading area will be accessed from Boylston Square.

12. **Access to Public Transportation.** The Project is located within walking distance of three MBTA rapid transit lines: (a) the Orange Line, which can be accessed from the Chinatown station across Boylston Street from the Project; (b) the Green Line, which can be accessed from the Boylston Street station one block from the Project; and (c) the Silver Line, which runs along Washington Street past the Project Site. In addition, five MBTA bus routes currently run along the Project Site on Washington Street or one block away on Tremont Street. Together, these public transportation facilities provide convenient access to most of Greater Boston from the Project, and reduce the need for additional parking spaces.

13. **Historic Resources within the Planned Development Area No. 60.** Impacts of the proposed Project design on nearby historic resources have been analyzed pursuant to Large Project Review.

14. **Development Review Procedures.** All aspects of the Project design have been and will continue to be subject to ongoing development review and approval by the Authority.

Such development review and approval is being conducted in accordance with Large Project Review pursuant to Article 80 of the Code, and has taken into consideration the following Article 80 Documentation:

- (a) A Project Notification Form initiating the Large Project Review process was filed by the Proponent with the Authority on December 10, 2001;
- (b) The Authority issued a Scoping Determination for the Project on March 5, 2002;
- (c) In response to the areas of review described in the Scoping Determination, the Proponent submitted a Draft Project Impact Report (“DPIR”) on July 10, 2002;
- (d) The Authority issued a Preliminary Adequacy Determination (“PAD”) with respect to the DPIR on January 27, 2003;
- (e) The Proponent submitted a Final Project Impact Report (“FPIR”) on March 7, 2003;
- (f) The Authority board voted on September 11, 2003, to authorize the issuance of a Final Adequacy Determination (“FAD”) with respect to the FPIR;
- (g) The Proponent submitted a Notice of Project Change to the Authority on January 25, 2006 (“2006 NPC”);
- (h) The Authority board voted on January 26, 2006 to approve the 2006 NPC;
- (i) The Proponent submitted a Notice of Project Change to the Authority on September 27, 2010 (“2010 NPC”); and

(j) The Authority board has schedule a vote on March 10, 2011 to approve the 2010 NPC.

15. **Public Benefits.** This Amended and Restated Development Plan conforms to the plan for the geographic area in which the Project Site is located and to the general plan for the City as a whole. In addition, nothing in this Plan will be injurious to the neighborhoods surrounding the Project or otherwise detrimental to the public welfare, weighing all the benefits and burdens. In the course of the review process described under Section 14 of this Amended and Restated Development Plan, above, the impacts of the Project upon existing performing and visual arts facilities located in the Midtown Cultural District, upon the surrounding neighborhoods and upon the public welfare generally have been fully addressed, and appropriate mitigation has been proposed and incorporated into the Project. The public benefits of the Project include those described below.

(a) **New Housing.** It is anticipated that the Project will provide up to 385 new units of rental housing. Furthermore, the Project's proposed unit breakdown anticipates a wide variety of unit types ranging from studios and one- and two-bedroom units. The Proponent will enter into an Affordable Housing Agreement with the Authority to provide substantial off-site contribution of \$7,350,000.00 to the development of the Chinatown Hong Lok House project.

(b) **Area Retail Enhancement.** The Project design calls for retaining and bolstering an active retail presence along Washington Street. The Project's proposed up to 4,400 square feet of new retail space will be available for community-oriented retail and service uses.

(c) Office Space for Local Organizations. The Project design will reserve portions of the ground floor retail space of the Building for use at below-market rents by local non profit organizations.

(d) Street Upgrades. As part of the proposed Project, if approved by BTM, LaGrange Street will be improved and, if necessary, a two-way access from Washington Street to the Project driveway may be introduced in the project design so that the access to the Project driveway may be used by Project occupants only without interfering with the present direction of traffic on LaGrange Street. The Project will result in improvement to LaGrange Street and transform an under-utilized side street into a primary street address. In addition, Boylston Square will be improved with new paving and service areas.

(e) Ground Plane and Open Space Improvements. Significant improvements will be made to Liberty Tree Park as described in Section 7, above, including an extensive renovation of the park, with a capital funding contribution by the Proponent in the amount of \$400,000. The current plan, sponsored by Chinatown Main Streets, calls for new hard- and softscape, the focus of which will be a new Liberty Tree and an obelisk displaying engravings by Paul Revere. In addition to the foregoing open space enhancements within and adjacent to the Project Site, the Proponent will make a contribution of \$300,000 to the upkeep of the Boston Common Tree Fund of The Friends of the Public Garden. Additionally, due to the increase in project costs since 2003, the Proponent estimates that additional contributions will be made to the Authority of approximately \$400,000.

(f) Pedestrian, Bicycle and Car-sharing Improvements. The Project will provide bicycle and pedestrian improvements consistent with the Chinatown Transportation Study. One (1) parking space will also be provided in the Project garage for use by a local car sharing program.

(g) Cultural and Arts Funding. The Proponent has already committed and provided \$50,000 in funding for restoration of the Paramount Theater on Washington Street as well as an additional \$50,000 in Project funds for cultural uses within the Midtown Cultural District.

(h) Increased Property Tax Revenue. The Project is anticipated to increase property tax revenue significantly for the City of Boston once fully constructed.

(i) Construction Job Creation. The Project is anticipated to create approximately 400 full- and part-time construction jobs.

16. **Groundwater Conservation Overlay District Compliance.** The Project Site is located within the recently enacted (February 15, 2006) Groundwater Conservation Overlay District (“GCOD”), Article 32 of the Code. Article 32 provides that a proposed project is required to comply with the requirements of Section 32-6, Standards, of the Code, which require, inter alia, that the project capture within a suitable designed system a volume of rainfall as provided in such section, and that the Project will not result in negative impact on groundwater levels within the Project Site or adjacent lots. Such compliance with Section 32-6 Standards may be demonstrated by a certification from the Boston Water and Sewer Commission (“BWSC”). In accordance with Article 32 of the Code, the Proponent will incorporate systems into the Project that will meet the Section 32-6 Groundwater Conservation Standards. The Proponent

will obtain a written determination from BWSC as to whether said standards are met and will provide a copy of such certification to the Authority and the Boston Groundwater Trust prior to the issuance of the Certificate of Consistency. Accordingly, based upon the Project's compliance with the requirements of Article 32 of the Code, the Proponent will not be required to obtain a Conditional Use Permit from the Board of Appeal for the Project.

17. **Green Buildings.** Pursuant to Section 37-3.3 of the Code, the Project's location within Planned Development Area No. 60 exempts the project from compliance with the provisions of Article 37 of the Code, Green Buildings. Notwithstanding such exemption, the Proponent has incorporated the LEED Building Rating System criteria in the design of the Project. As a result, the Project has been designed to achieve LEED certification, which incorporates the following Green Building attributes:

- Sustainable Site Credit with respect to site location, development density and community connectivity, public transportation access, bicycle storage and changing rooms, parking capacity, storm water design and light pollution reduction.
- Water Efficiency Credit with respect to efficient landscaping.
- Energy and Atmospheric Credit with respect to optimizing energy performance.
- Materials and Resources Credit with respect to construction waste management and reuse of materials.
- Indoor Environmental Quality Credit with respect to air delivery monitoring system, construction IAQ Management Plan, use of low emitting materials.

18. **Inclusion of the BYMCU Site.** The Boston Young Men’s Christian Union (together with its successors and assigns, the “BYMCU”), incorporated in 1851, has occupied its current Boston Landmark headquarters building on Boylston Street since its construction in about 1875. As discussed in Section 2 of this Amended and Restated Development Plan, above, the BYMCU has included the portion of its adjoining property that is located within the PDA-IV area established by Article 38 of the Code, referred to herein as the “BYMCU Site,” within the Planned Development Area overlay district. The BYMCU encourages the significant investment in the area that the Project represents. Moreover, the inclusion of the BYMCU Site in the Planned Development Area overlay district will facilitate integrated planning and development by the BYMCU and the Proponent of the significant portion of the block shared by their respective abutting properties. For example, the BYMCU supports and will actively benefit from the transformation of Boylston Square, which abuts the property of both parties, from a blighted, underused alleyway into an improved passageway open to Boylston and Washington Streets. The BYMCU Site currently contains one- and two-story buildings housing handball courts. This Amended and Restated Development Plan proposes no alterations to these existing structures and uses. Accordingly, while future development of the BYMCU Site will require an amendment to this Amended and Restated Development Plan, no Certification of Consistency will be required for interior alterations to the structures currently located on the BYMCU Site, or for ordinary maintenance and repair to their exteriors, and any such improvements shall be deemed to be consistent with this Amended and Restated Development Plan.

List of Attachments

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|-------------|---|
| Exhibit A-1 | Planned Development Area No. 60 Perimeter Description |
| Exhibit A-2 | Planned Development Area No. 60 Plan |
| Exhibit A-3 | Survey |
| Exhibit B | Representative Layout Plans |
| Exhibit C | Massing Illustrations and Elevations |
| Exhibit D | Summary of Applicable Dimensional Requirements |
| Exhibit E | Allowed Uses |

EXHIBIT A-1

to

Amended and Restated Development Plan

Planned Development Area No. 60 Perimeter Description

A certain area of land situated in the City of Boston, County of Suffolk, Commonwealth of Massachusetts bounded and described as follows:

Beginning at the intersection of the centerlines of Washington Street and LaGrange Street and thence running northwesterly, along the centerline of LaGrange Street, a distance of 299.00 feet more or less;

Thence turning and running northeasterly, a distance of 15,31 feet more or less to the northerly sideline of LaGrange Street;

Thence continuing northeasterly, by land now or formerly of Peter S. Dane Trust and Norma Byrnes Trust, a distance of 49.32 feet more or less;

Thence turning and running northwesterly, by land now or formerly of Peter S. Dane Trust and Norma Byrnes Trust, a distance of 0.67 feet more or less;

Thence turning and running northeasterly, by land now or formerly of Peter S. Dane Trust and Norma Byrnes Trust, a distance of 41.83 feet more or less to the southwesterly sideline of Lowell Court;

Thence turning and running northeasterly, a distance of 15.36 feet more or less to the northeasterly sideline of Lowell Court;

Thence turning and running southeasterly, along the northeasterly sideline of Lowell Court, a distance of 33.69 feet more or less;

Thence turning and running southwesterly, along the southeasterly terminus of Lowell Court, a distance of 15.40 feet more or less;

Thence turning and running southeasterly, by land now or formerly of Boston Young Men's Christian Union, a distance of 45.86 feet more or less;

Thence turning and running northeasterly, by land now or formerly of Boston Young Men's Christian Union, a distance of 25.68 feet more or less, to the westerly most corner of Boylston Square;

Thence turning and running northeasterly, along the northwesterly sideline of Boylston Square, a distance of 19.55 feet more or less;

Thence turning and running southeasterly, to the southeasterly sideline of Boylston Square, a distance of 20.08 feet more or less;

Thence continuing southeasterly, along the northeasterly sideline of Boylston Square, a distance of 182.30 feet more or less, to the northwesterly sideline of Washington Street;

Thence continuing southeasterly, to the centerline of Washington Street, a distance of 27.55 feet more or less;

Thence turning and running southwesterly, along the centerline of Washington Street, a distance of 163.99 feet more or less, to the point of beginning.

Containing an area of 45,557 S.F. or 1.046 Acres.

EXHIBIT A-2

to

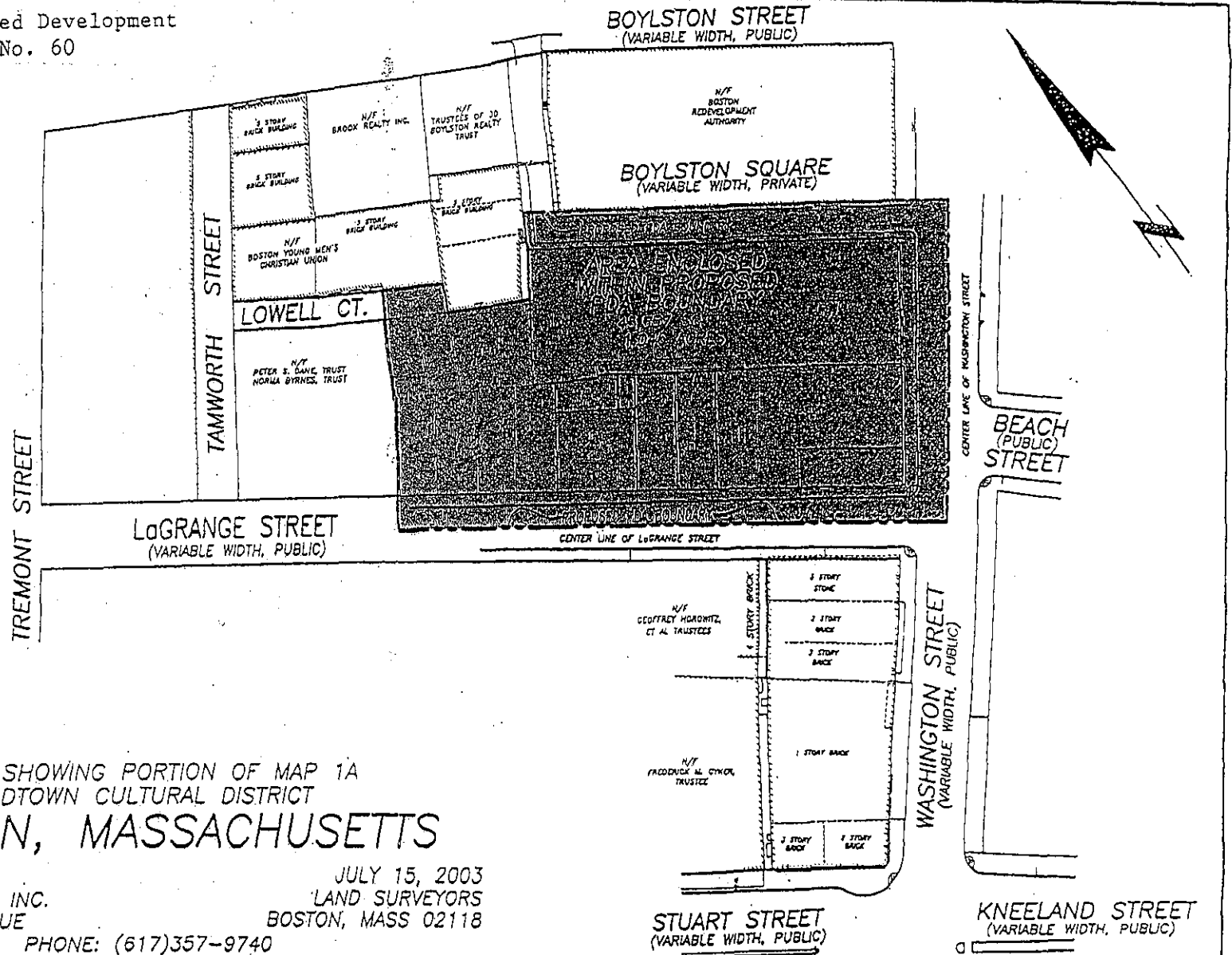
Amended and Restated Development Plan

Planned Development Area No. 60 Plan

Please see attached.

EXHIBIT A-2
TO AMENDED AND RESTATED DEVELOPMENT PLAN

Planned Development
Area No. 60



PLAN SHOWING PORTION OF MAP 1A
MIDTOWN CULTURAL DISTRICT
BOSTON, MASSACHUSETTS

NOT TO SCALE
HARRY R. FELDMAN, INC.
112 SHAWMUT AVENUE

JULY 15, 2003
LAND SURVEYORS
BOSTON, MASS 02118

PHONE: (617)357-9740

| | | | | | | | | |
|--------------|----------------|----------------|---------|------------------|---------|----------|--------------------|---------------|
| RESEARCH PSL | FIELD CHIEF JH | CALCULATED PSL | CADD DL | FIELD CHECKED NA | CHECKED | APPROVED | FILE NAME: 9753E64 | JOB NO. 9753E |
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EXHIBIT A-3

to

Amended and Restated Development Plan

Survey

Please see attached.

Parcel HB-A

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

Beginning at the point of intersection of the northwesterly side of Washington Street and the southeasterly side of Boylston Square, thence running S33°53'40"W, along said side of Washington Street, a distance of 65.39 feet to a point;

Thence turning and running N54°46'49"E, a distance of 40.00 feet to a point;

Thence turning and running N55°32'28"W, a distance of 33.22 feet to a point;

Thence turning and running S35°43'29"E, a distance of 0.50 feet to a point;

The preceding three courses run by land now or formerly of 679 Washington Corp., Trustee;

Thence turning and running N55°53'43"W, partly by land now or formerly of 679 Washington Corp., Trustee and partly by land now or formerly of Boston Redevelopment Authority, a distance of 48.85 feet to a point;

Thence turning and running S33°42'58"W, a distance of 0.50 feet to a point;

Thence turning and running N55°18'35"W, a distance of 24.75 feet to a point;

The preceding two courses run by land now or formerly of Boston Redevelopment Authority;

Thence turning and running N48°13'00"W, a distance of 9.04 feet to a point;

Thence turning and running N60°21'13"W, a distance of 10.73 feet to a point;

Thence turning and running S33°46'29"E, a distance of 1.14 feet to a point;

The preceding three courses run by land now or formerly of 679 Washington Corp., Trustee;

Thence turning and running N59°18'20"W, partly by land now or formerly of 679 Washington Corp., Trustee and partly by land now or formerly of YWCA, a distance of 36.45 feet to a point;

Thence turning and running N33°56'44"E, a distance of 70.39 feet to a point on the southeasterly side of Boylston Square;

Thence turning and running S55°14'17"E, along said side of Boylston Square, a distance of 200.63 feet to the point of beginning;

Containing an area of 13,320 square feet more or less.

Parcel HB-B

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

Beginning at the point of intersection of the northwesterly side of Washington Street and the southeasterly side of LaGrange Street, thence running N54°40'08"W, along said side of LaGrange Street, a distance of 55.28 feet to a point;

Thence turning and running N32°53'20"E, a distance of 19.57 feet to a point;

Thence turning and running N54°36'53"W, a distance of 36.32 feet to a point on the northwesterly side of Washington Street;

Thence turning and running S35°56'20"W, along said side of Washington Street, a distance of 19.50 feet to the point of beginning;

Containing an area of 1,090 square feet more or less.

Parcel HB-C

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

Commencing at the point of intersection of the northwesterly side of Washington Street and the northwesterly side of LaGrange Street, thence running N54°40'08"W, along said side of LaGrange Street, a distance of 55.28 feet to the point of beginning;

Thence continuing N54°40'08"W, along said side of LaGrange Street, a distance of 44.02 feet to a point;

Thence turning and running N34°42'18"E, by land now or formerly of Boston Redevelopment Authority, a distance of 60.02 feet to a point;

Thence turning and running S55°53'43"E, a distance of 27.40 feet to a point;

Thence turning and running N35°43'29"E, a distance of 0.50 feet to a point;

Thence turning and running S55°32'28"E, a distance of 33.22 feet to a point;

Thence turning and running S54°46'49"E, a distance of 40.00 feet to a point on the northwesterly side of Washington Street;

The preceding four courses run by land now or formerly of 665 Washington Street Limited Partnership;

Thence turning and running S35°56'20"W, along said side of Washington Street, a distance of 42.19 feet to a point;

Thence turning and running N54°36'53"W, a distance of 36.32 feet to a point;

Thence turning and running S32°53'20"E, a distance of 19.57 feet to the point of beginning;

The preceding two courses run by land now or formerly of Boston Redevelopment Authority;

Containing an area of 3,027 square feet, more or less.

Parcel HB-D

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

Commencing at the point of intersection of the northwesterly side of Washington Street and the northwesterly side of LaGrange Street, thence running N54°40'08"W, along said side of LaGrange Street, a distance of 59.30 feet to the point of beginning;

Thence continuing N54°40'08"W, along said side of LaGrange Street, a distance of 22.00 feet to a point;

Thence turning and running N34°42'47"E, by land now or formerly of Boston Redevelopment Authority, a distance of 59.00 feet to a point;

Thence turning and running S55°18'35"E, a distance of 2.75 feet to a point;

Thence turning and running N33°42'58"E, a distance of 0.50 feet to a point;

Thence turning and running S55°53'43"E, a distance of 18.25 feet to a point;

The preceding three courses run by land now or formerly of 665 Washington Street Limited Partnership;

Thence turning and running S34°42'18"E, by land now or formerly of 679 Washington Corp., Trustee, a distance of 60.02 feet to the point of beginning;

Containing an area of 1,314 square feet, more or less.

Parcel HB-E

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

Commencing at the point of intersection of the northwesterly side of Washington Street and the northwesterly side of LaGrange Street, thence running N54°40'08"W, along said side of LaGrange Street, a distance of 121.30 feet to the point of beginning;

Thence continuing N54°40'08"W, along said side of LaGrange Street, a distance of 22.00 feet to a point;

Thence turning and running N34°42'46"E, by land now or formerly of 679 Washington Corp., Trustee, a distance of 58.83 feet to a point;

Thence turning and running S55°18'35"E, by land now or formerly of 665 Washington Street Limited Partnership, a distance of 22.00 feet to a point;

Thence turning and running S34°42'47"E, by land now or formerly of Boston Redevelopment Authority, a distance of 59.00 feet to the point of beginning;

Containing an area of 1,297 square feet, more or less.

Parcel HB-F

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

Commencing at the point of intersection of the northwesterly side of Washington Street and the northwesterly side of LaGrange Street, thence running N54°40'08"W, along said side of LaGrange Street, a distance of 143.30 feet to the point of beginning;

Thence continuing N54°40'08"W, along said side of LaGrange Street, a distance of 44.00 feet to a point;

Thence turning and running N34°45'16"E, by land now or formerly of YWCA, a distance of 55.67 feet to a point;

Thence turning and running S59°19'20"E, a distance of 24.37 feet to a point;

Thence turning and running N33°46'29"E, a distance of 1.14 feet to a point;

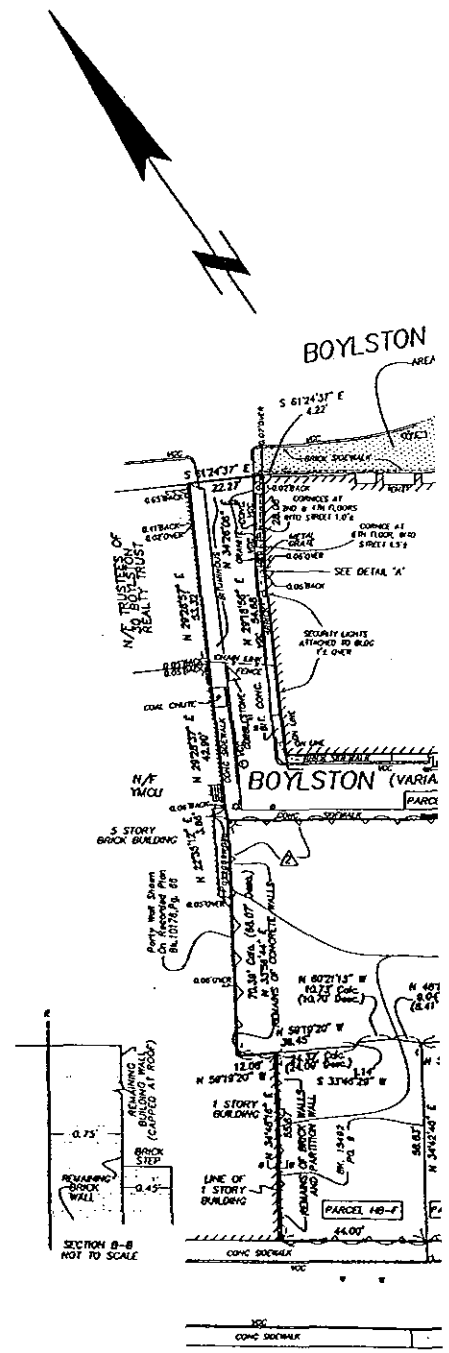
Thence turning and running S60°21'13"E, a distance of 10.73 feet to a point;

Thence turning and running S48°13'00"E, a distance of 9.04 feet to a point;

The preceding four courses run by land now or formerly of 665 Washington Street Limited Partnership;

Thence turning and running S34°42'46"E, a distance of 58.83 feet to the point of beginning;

Containing an area of 2,344 square feet, more or less.



| ASSESSOR PARCELS | ADDRESS |
|------------------|--|
| 4806 | 656-665 WASHINGTON STREET |
| 4807 | 7-8 & 11-13 LaGRANGE STREET 669-679 WASHINGTON ST N.W. CORNER OVER 177-401 WASHINGTON STREET |
| 4808 | 477-478 WASHINGTON ST. 1-3 LaGRANGE ST. |
| 4800 | 15-17 LaGRANGE STREET |
| 4801 | 18, 21 & 21A LaGRANGE STREET |
| 4802 | 25 LaGRANGE STREET |
| | BOYLSTON SQUARE |

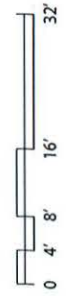
EXHIBIT B

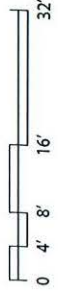
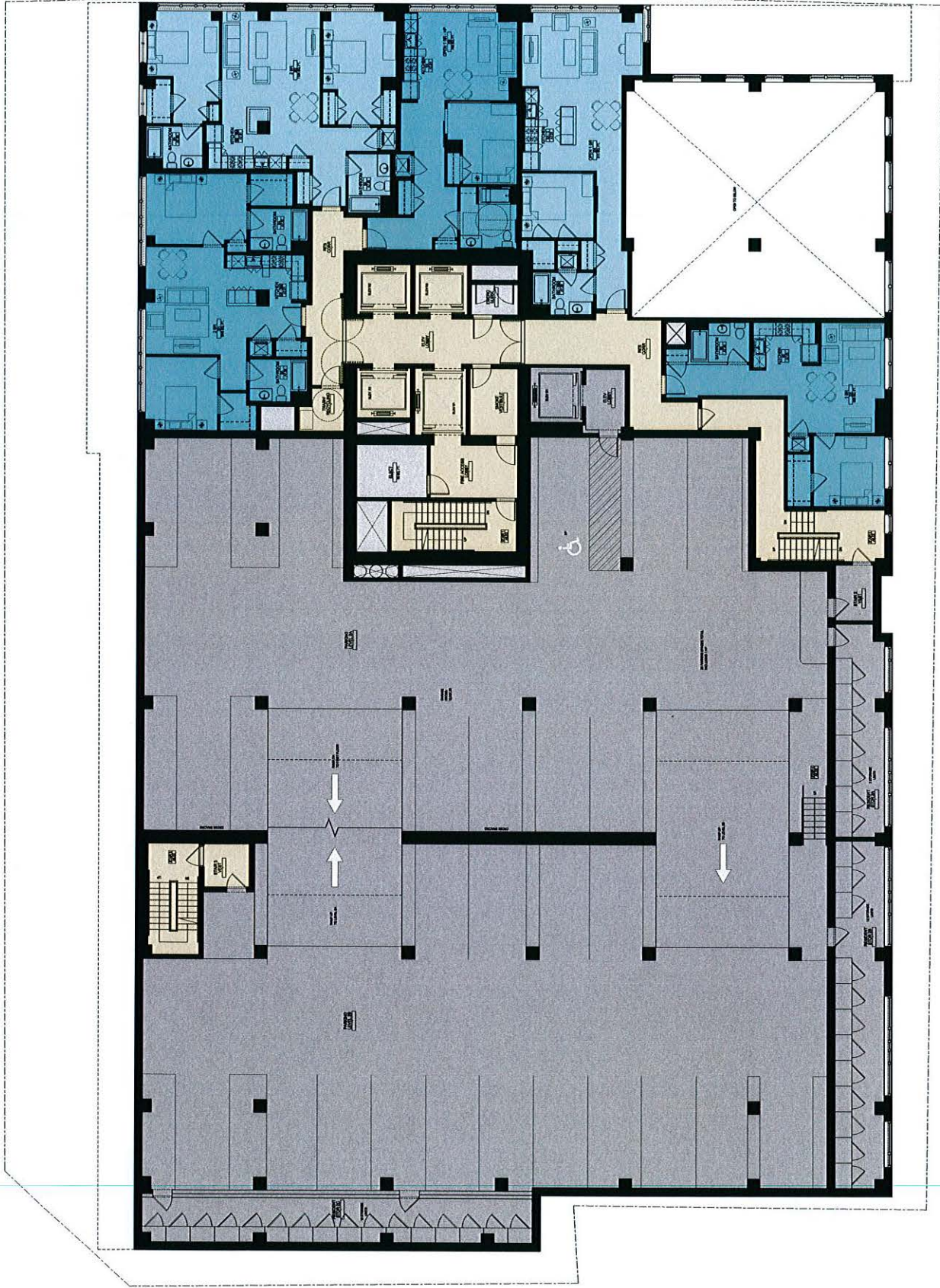
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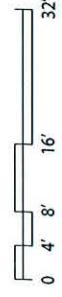
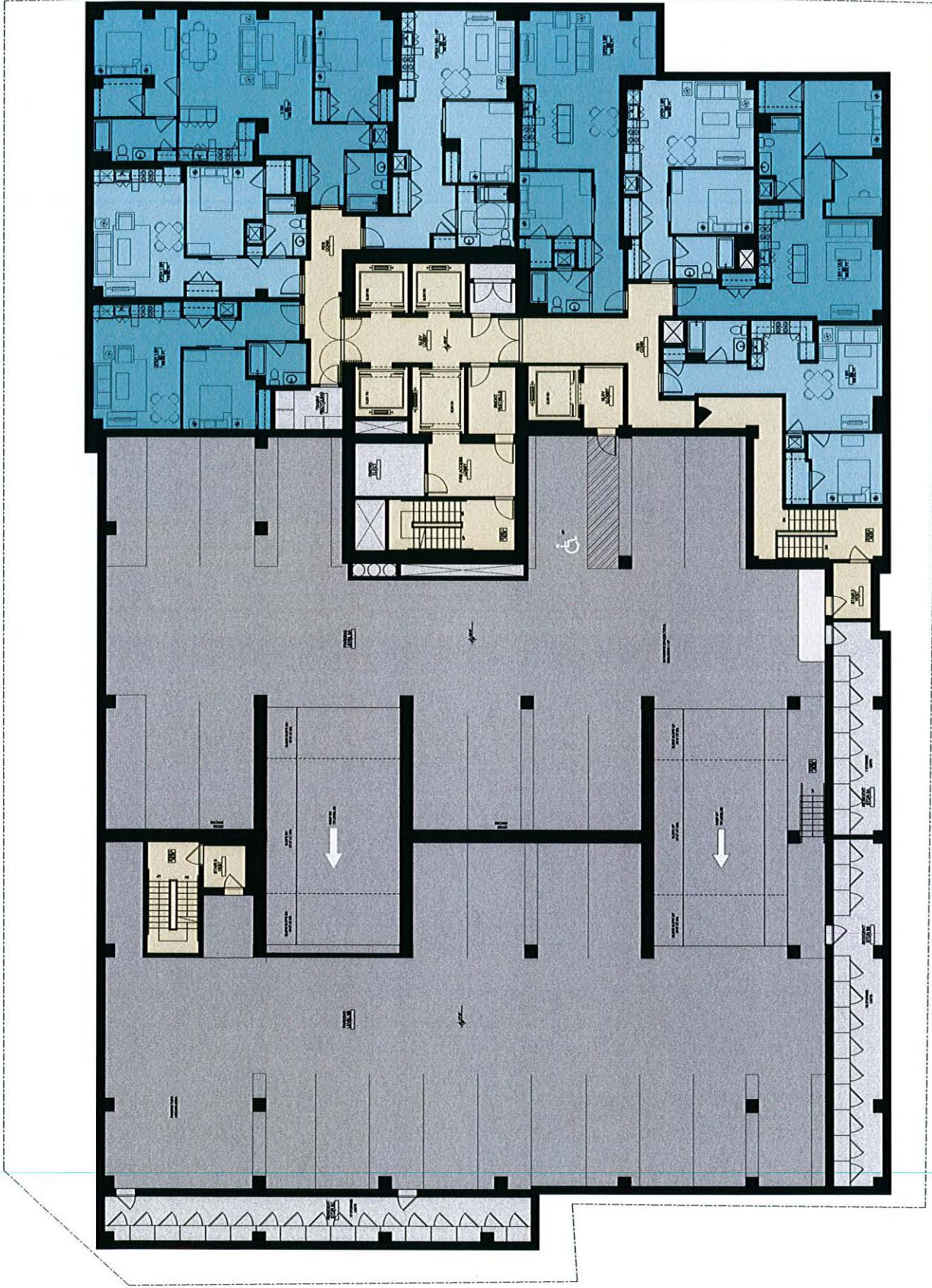
Amended and Restated Development Plan

Representative Layout Plans

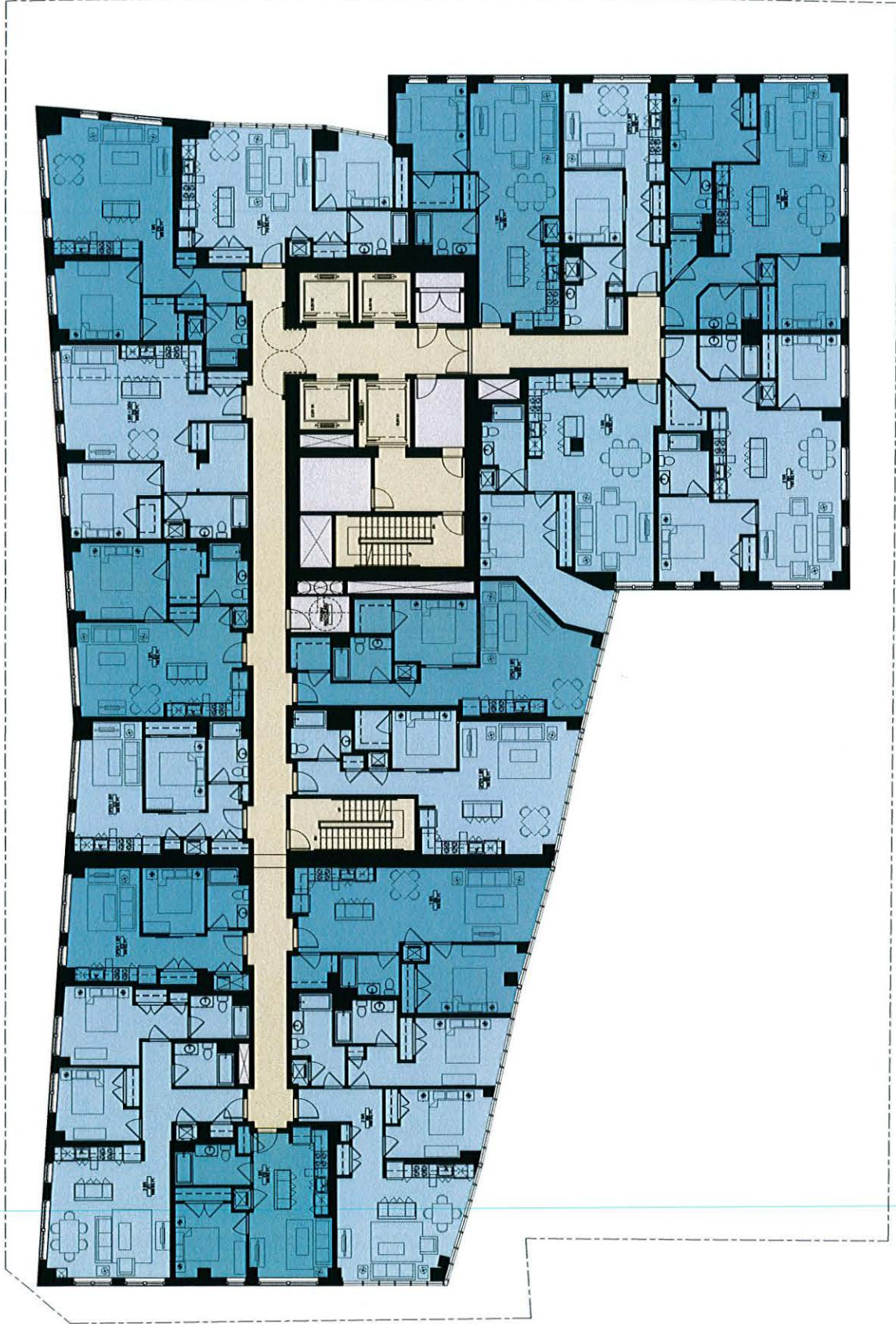
Please see attached











February 16, 2011

DEVELOPER : Developer Name

ARCHITECT : The Architectural Team

Typical Floor Plan

Kensington
Boston MA

tat | the architectural team

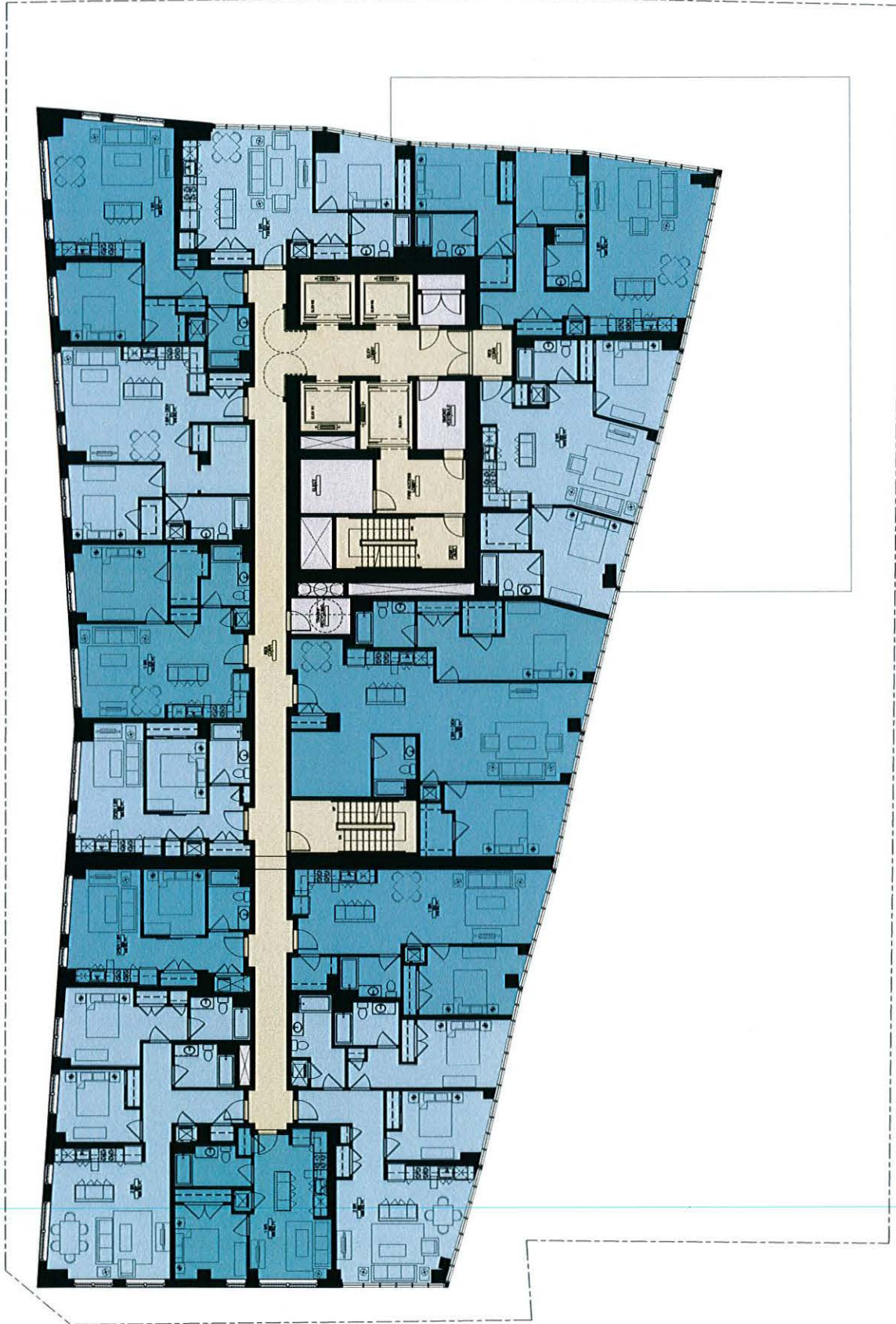


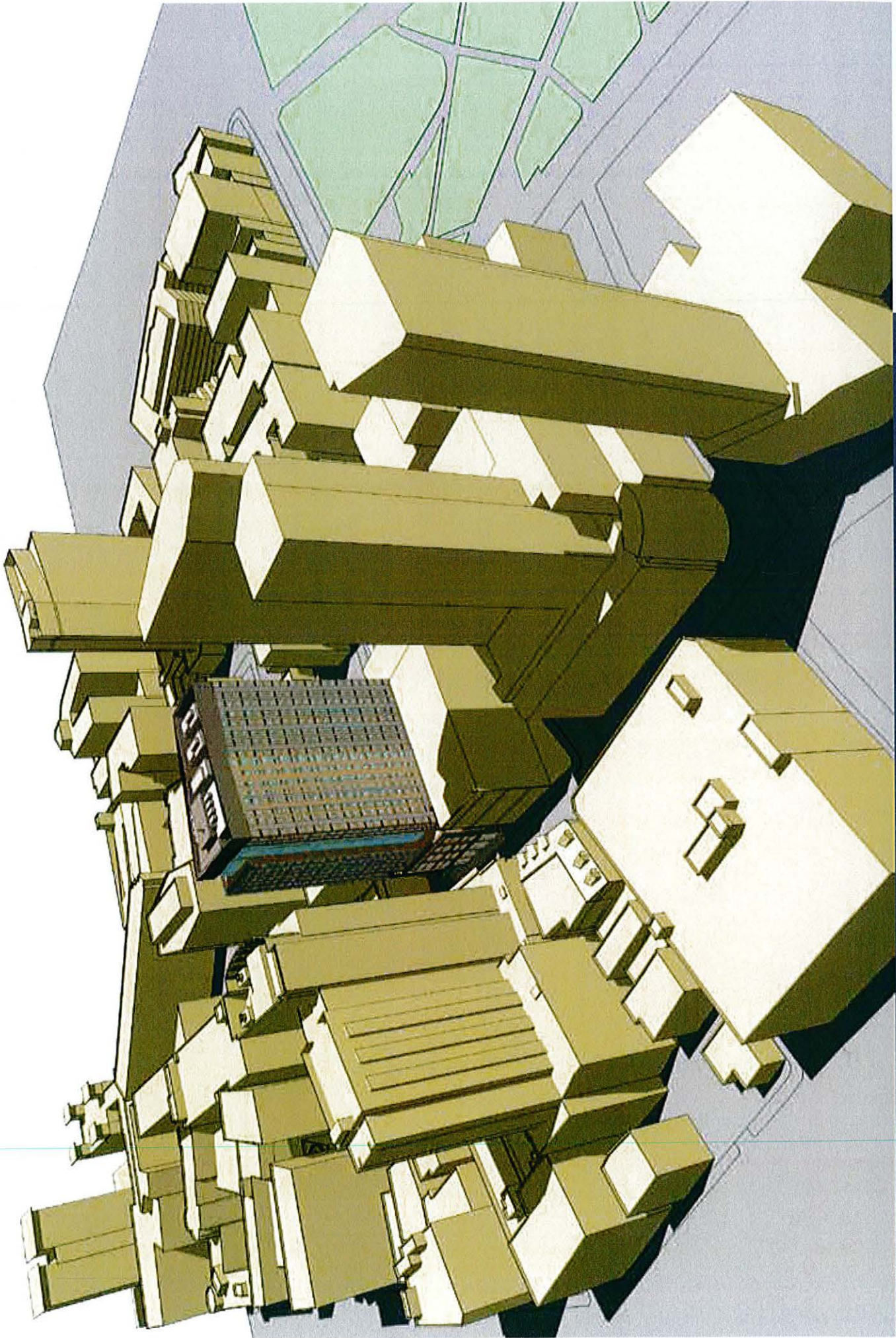
EXHIBIT C

to

Amended and Restated Development Plan

Selected Massing Illustrations and Elevations

Please see attached.



Kensington
Boston MA

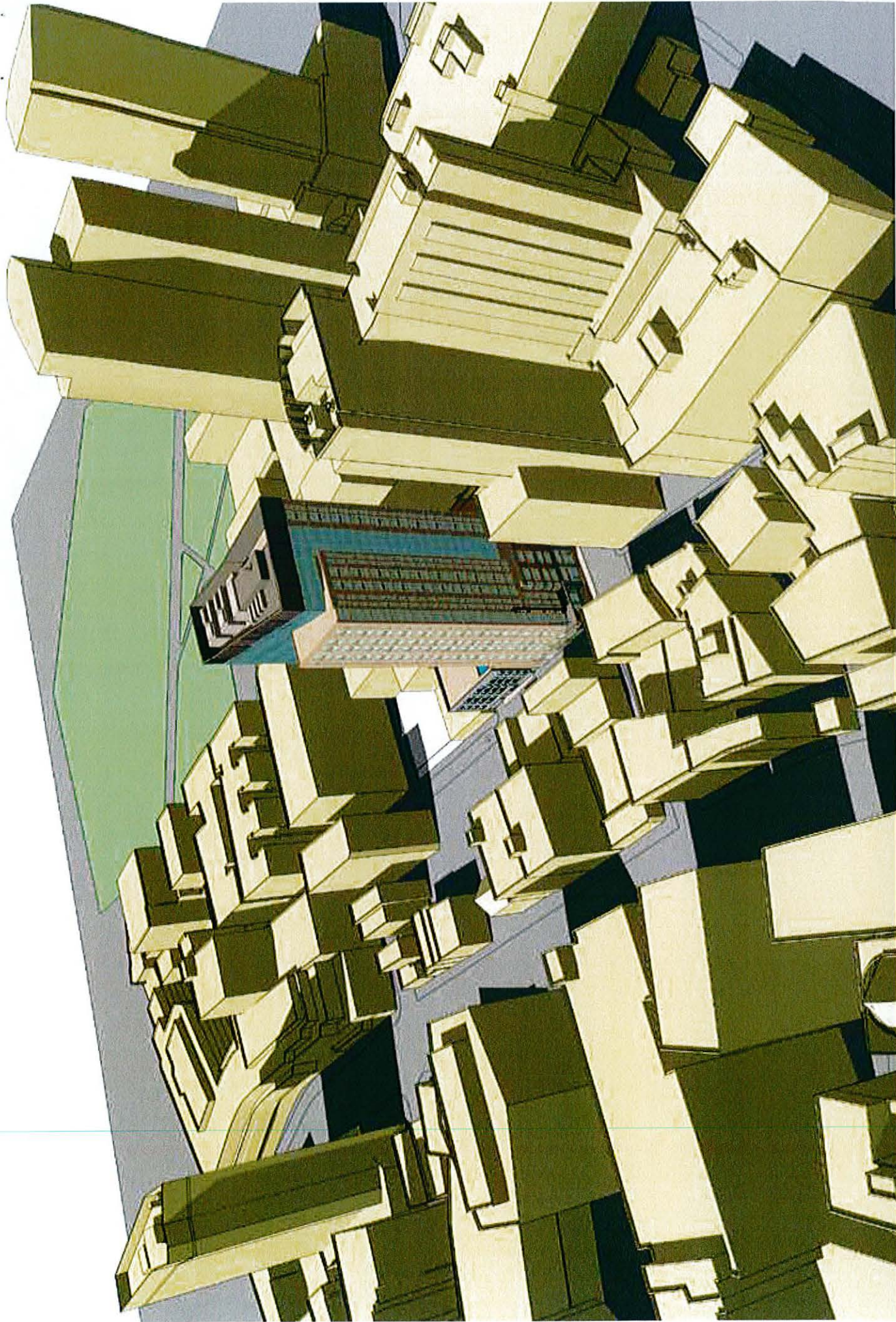
Aerial Perspective 1

February 16, 2011

DEVELOPER : Developer Name

ARCHITECT : The Architectural Team

tat | the architectural team



Kensington
Boston MA

Aerial Perspective 2

February 16, 2011

DEVELOPER : Developer Name

ARCHITECT : The Architectural Team

tat | the architectural team



February 16, 2011

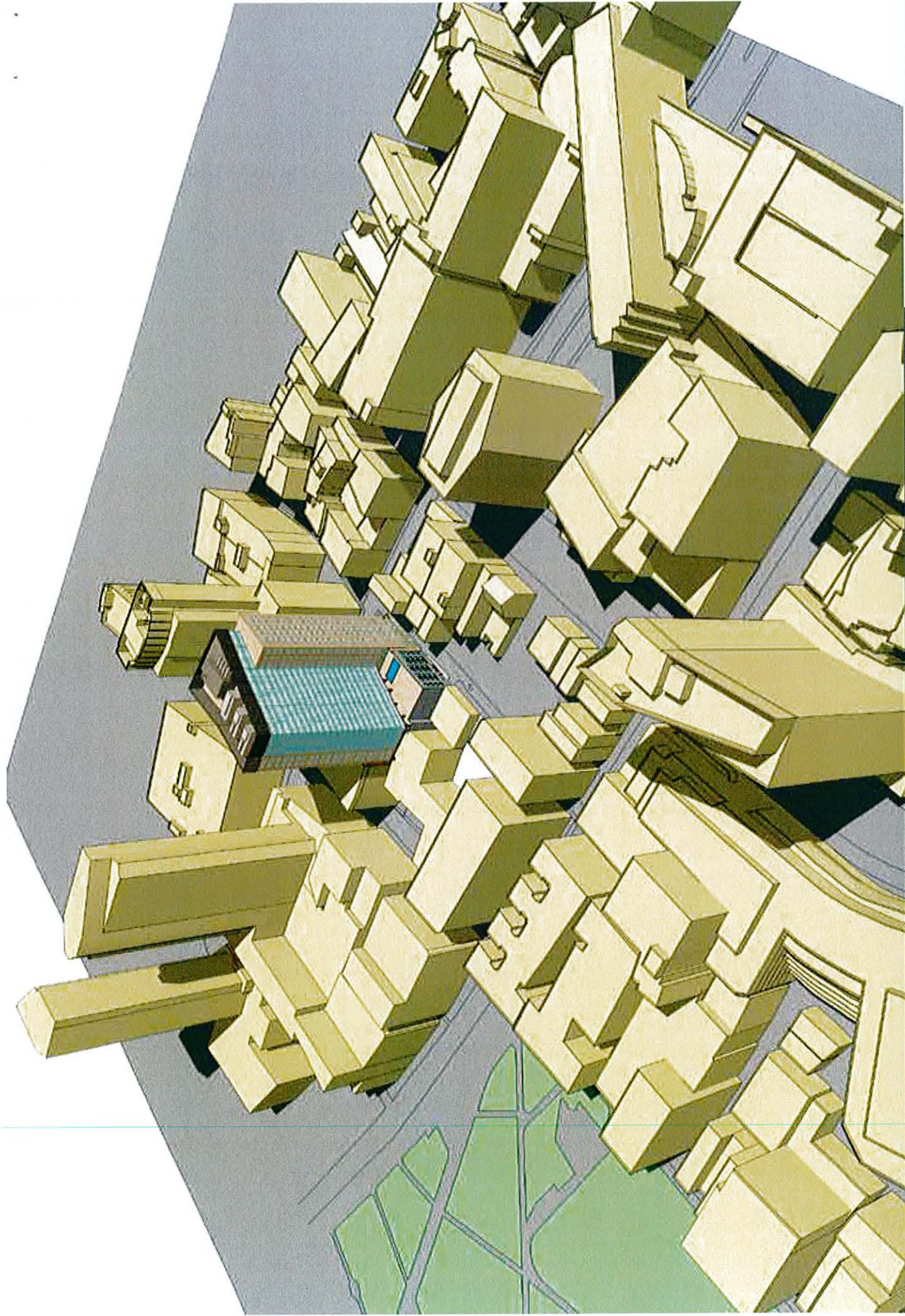
DEVELOPER : Developer Name

ARCHITECT : The Architectural Team

Aerial Perspective 3

Kensington
Boston, MA

tat | the architectural team



Kensington
Boston MA

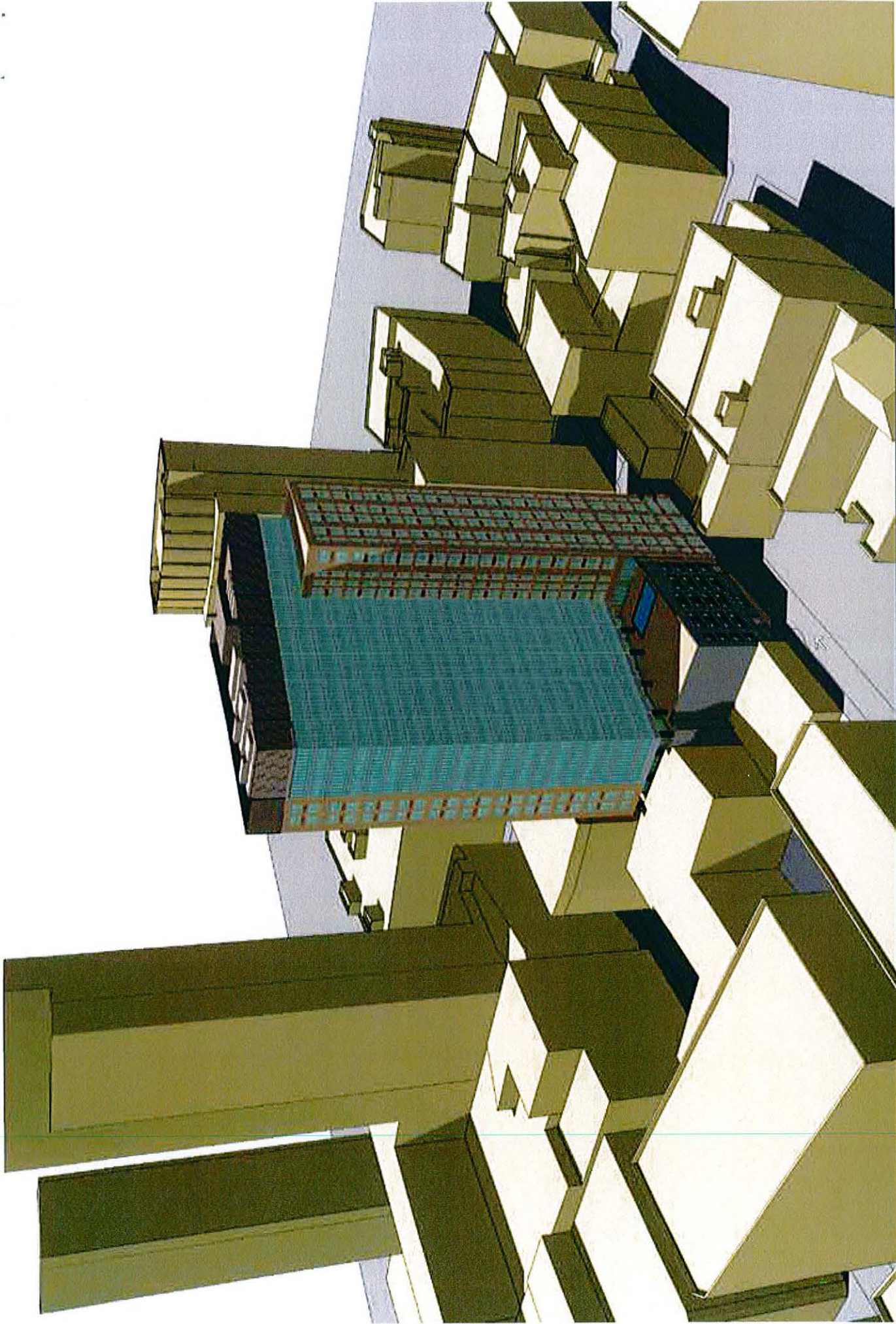
Aerial Perspective 4

February 16, 2011

DEVELOPER : Developer Name

ARCHITECT : The Architectural Team

tat | the architectural team



Kensington
Boston MA

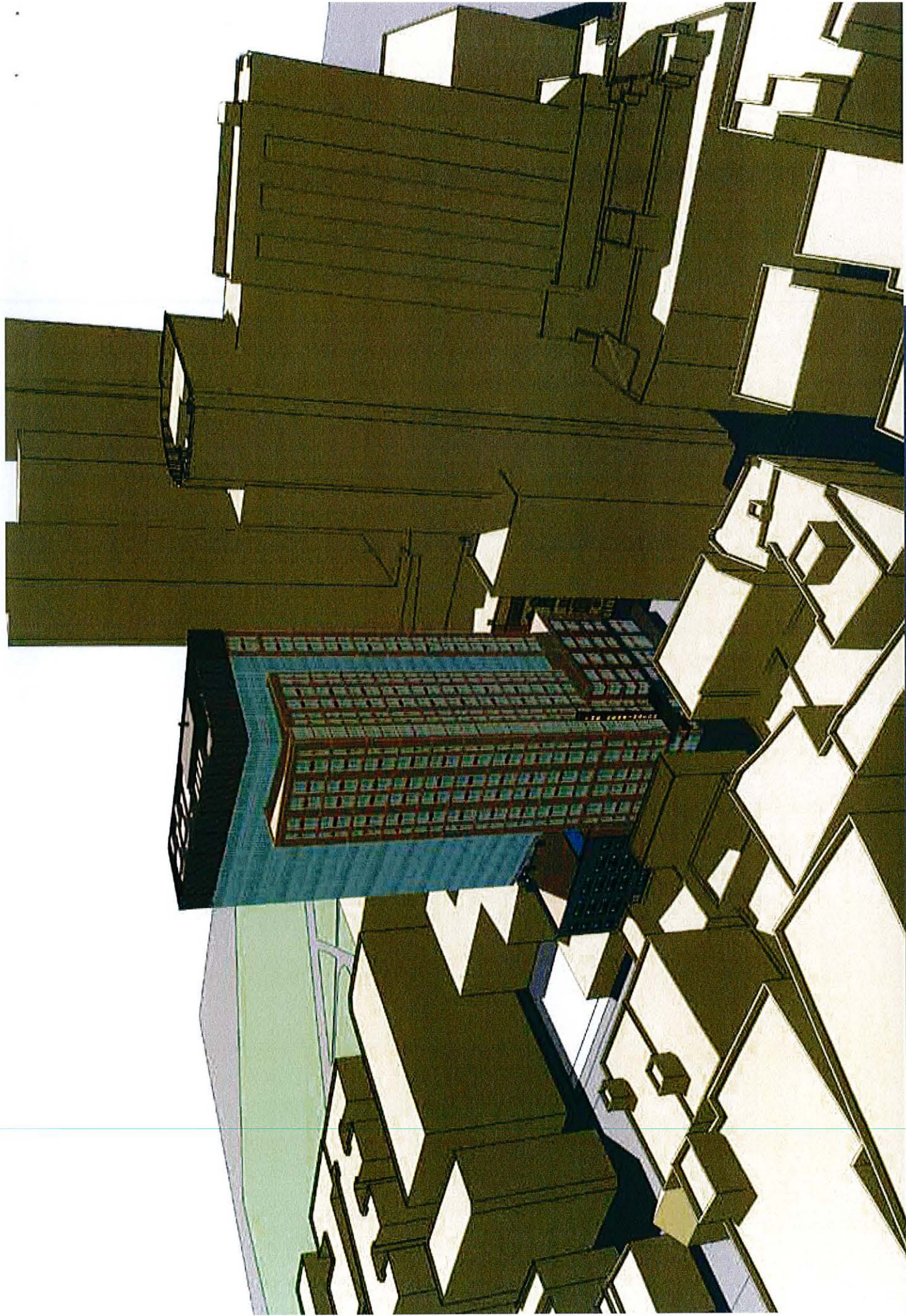
Aerial Perspective 5

February 16, 2011

DEVELOPER : Developer Name

ARCHITECT : The Architectural Team

tat | the architectural team



Kensington
Boston MA

Aerial Perspective 6

February 16, 2011

DEVELOPER : Developer Name

ARCHITECT : The Architectural Team

tat | the architectural team



Kensington
Boston MA

Aerial Perspective 7

February 16, 2011

DEVELOPER : Developer Name

ARCHITECT : The Architectural Team

tat | the architectural team

Amended and Restated Development Plan for
Planned Development Area No. 60,
The Kensington

Boston Redevelopment Authority on behalf of
KP Residences, LLC

AMENDED AND RESTATED DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 60, THE KENSINGTON, BOSTON

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 for Planned Development Area No. 60, The Kensington, dated March 10, 2011, and approved by the Boston Redevelopment Authority on March 10, 2011.

Said Amended and Restated Development Plan amends "Development Plan for Planned Development Area No. 60, The Residences at Kensington Place," approved by the Authority on September 11, 2003, and approved by the Zoning Commission on December 17, 2003, effective, December 22, 2003. Planned Development Area No. 60 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. 425, adopted by the Zoning Commission on December 17, 2003, effective December 22, 2003.

Amended and Restated Development Plan for Planned Development Area No. 60, The Kensington



Chairman

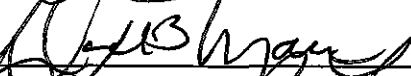


Vice Chairman

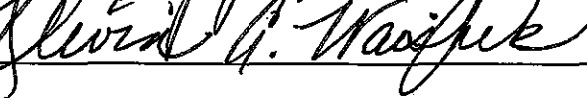












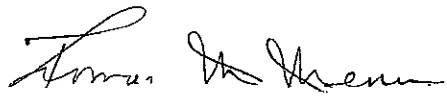
In Zoning Commission

Adopted: April 6, 2011

Attest:


Secretary

Amended and Restated Development Plan for Planned Development Area No. 60, The Kensington



Mayor, City of Boston

Date: 4-6-11

The foregoing Amended and Restated Development Plan, was presented to the Mayor on April 6, 2011, and was signed by him on April 6, 2011, whereupon it became effective on April 6, 2011, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

MEMORANDUM

MARCH 10, 2011

TO: BOSTON REDEVELOPMENT AUTHORITY AND
JOHN F. PALMIERI, DIRECTOR

FROM: BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
DAVID CARLSON, SENIOR ARCHITECT/URBAN DESIGNER
SUE KIM, SENIOR PLANNER
TAI Y. LIM, SENIOR PROJECT MANAGER

SUBJECT: AMENDED AND RESTATED DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 60, AND A SECOND NOTICE OF PROJECT
CHANGE, THE KENSINGTON PROJECT

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority ("BRA"), as part of the scheduled Public Hearing concerning the Kensington Project ("Proposed Project") to be located on a 45,557 square foot area at Washington Street, LaGrange Street, and Boylston Square in the Midtown Cultural District of Boston, which will be undertaken by Kensington Investment Company, Inc. and its affiliate, KP Residences LLC (collectively the "Proponent"), (1) adopt of the attached Resolution which authorizes the minor modification to the Park Plaza Urban Renewal Plan, in order to permit the construction of the Proposed Project; and (2) authorize the Director to: (A) issue a Determination in connection with the Notice of Project Change ("NPC") submitted on September 27, 2010 by the Proponent, pursuant to Section 80A-6 of the Boston Zoning Code (the "Code"), subject to continuing design review by the BRA for the Proposed Project; (B) approve the Amended and Restated Development Plan for Planned Development Area No. 60 relating to the Proposed Project pursuant to Section 80C of the Code for the Proposed Project; (C) petition the Boston Zoning Commission for the approval of the Amended and Restated Development Plan for Planned Development Area No. 60 pursuant to Article 80C of the Code; (D) issue a Certification of Compliance under Article 80 Large Project Review pursuant to Section 80B-6 of the Code upon completion of the Article 80 review process for the Proposed Project; (E) issue a Certification of Consistency under Article 80C of the Code when appropriate for the Proposed Project; and (F) execute and deliver a Cooperation Agreement, an Affordable Housing Contribution Agreement, a Boston Residents Construction Employment

Plan, an Amended and Restated Land Disposition Agreement, an Agreement, Release and Declaration of Covenants, and such other agreements and documents as the Director deems appropriate and necessary to construct the Proposed Project as modified by the NPC submitted on September 27, 2010.

LOCATION AND BACKGROUND

The Proposed Project is to be located on a site formerly comprised of seven (7) parcels: Parcel HB-A; HB-B; HB-C; HB-D; HB-E; HB-F; and HB-G bounded by LaGrange Street, Washington Street, and Boylston Square in the Midtown Cultural District section of the City of Boston (the "Project Site").

The Project Site is located within Planned Development Area No. 60, which comprises approximately 45,557 square feet (1.046 acres) in area and includes the Project Site (exclusive of that portion of Boylston Square lying outside of the PDA IV Area established under Article 38). The Planned Development Area No. 60 also includes a portion of the property located adjacent to the Project Site owned by the Boston Young Men's Christian Union (the "BYMCU Site") and portions of adjacent streets, as shown on the Zoning Map Amendment Plan (the "PDA Site"). The PDA Site is located in the "general area" of the Midtown Cultural District and within the PDA IV Area established under Article 38.

On December 10, 2001, Kensington Investment Company, Inc. ("Kensington") filed with the BRA a Project Notification Form for Large Project Review under Article 80 of the Code for a new development that consisted of a mixed-use project of approximately 346 units of residential space, approximately 7,378 square feet of retail space, approximately 2,000 square feet of office space, and approximately 240 parking spaces and with a total building area equaling approximately 413,000 square feet ("Original Plan"). Additionally, on June 27, 2003 Kensington filed the 2003 Development Plan with the BRA in compliance with Section 3-1A and Article 80C of the Code for the Project and notice was published in the Boston Herald on July 1, 2003. The 45 day comment period for the 2003 Development Plan expired on August 11, 2003. Two public meetings were held on July 23, 2003 and July 30, 2003.

On September 11, 2003, the BRA after a public hearing approved the 2003 Development Plan and recommended to the Zoning Commission the approval of the 2003 Development Plan and the designation of Planned Development Area No. 60. On December 17, 2003 the Zoning Commission approved Map Amendment Application No. 485, which amended Map No. 1A, Midtown Cultural District, of the Zoning Maps of the City of Boston by adding the designation "D" indicating a Planned Development Area Overlay District to the area of land generally bounded by Washington Street,

LaGrange Street and Boylston Square and comprising approximately 45,557 square feet of land to be known as Planned Development Area No. 60, and approved the 2003 Development Plan. The approval by the Zoning Commission of both Planned Development Area No. 60 and the 2003 Development Plan was approved by the Mayor of the City of Boston on December 22, 2003 and became effective on December 22, 2003.

On September 11, 2003, the BRA also voted authorization for the Director to issue a Final Adequacy Determination for the Project. On January 7, 2004, the BRA issued a Final Adequacy Determination for the Project. On November 23, 2004, the BRA issued a Certification of Consistency to the Boston Inspectional Services Department allowing for the issuance of one or more Demolition Permits to demolish buildings located on the Project site.

On January 25, 2006, Kensington filed with the BRA a first Notice of Project Change ("First NPC") requesting a determination waiving the requirement of further review pursuant to Section 80A-6 of the Code for project changes described in the First NPC of January 25, 2006 including, but not limited to: a change in the mix of affordable units, a change in the allocation of rental (224 units) and for-sale (76 units) units within the Project, and certain other project design changes as depicted on the plans prepared by The Architectural Team entitled: "The LDA Design Drawings" dated December 15, 2005. On January 26, 2006, the BRA approved Kensington's First NPC, which called for a reduction of the total number of units from approximately 346 to approximately 300 units. Also, the First NPC included a change in unit mix: 76 for-sale condo units (including 2 affordable units) and 224 rental units (including 59 affordable units). The BRA Board authorized the Director to issue a determination waiving the requirements of further review pursuant to Section 80A-6 of the Code in connection with the First NPC submitted on January 25, 2006 ("2006 NPC Approval"). The LDA Design Drawings were reviewed by the BRA design staff and were found to be generally consistent with the 2003 Development Plan. Thus, no amendment or change was made to the 2003 Development Plan by the BRA Board with the approval of the First NPC on January 26, 2006. In connection with the Planned Development Area No. 60 approval and 2003 Development Plan approval, the BRA authorized the Director to issue a Certification of Consistency under Article 80C when appropriate.

DEVELOPMENT TEAM

The development team consists of Kensington Investment Company, Inc. and its affiliate, KP Residences LLC, as the owner of the Project Site, represented by J. Ralph Cole, as the redeveloper; National Development, represented by Thomas Alperin and Sherry Clancy, as the development manager; Michael Liu of The Architectural Team, Inc., as the project architect; Jane Howard of Howard/Stein-Hudson as the traffic/transportation consultant; and James Greene of Rubin & Rudman as the project attorney.

SECOND NOTICE OF PROJECT CHANGE AND AMENDED AND RESTATED DEVELOPMENT PLAN

On September 27, 2010, Kensington and its affiliate, KP Residences LLC, (collectively the "Proponent") filed a second Notice of Project Change ("Second NPC"), which included a proposed Amended and Restated Development Plan for PDA No. 60, for the Kensington Project.

The project changes contained in the Second NPC as a result of a five (5) month review process from the 2003 Original Plan and 2006 NPC approval are listed as follows:

- The building height will be in substantial accord with the height limitations of PDA IV and the 2003 Development Plan of 290 feet.
- The number of stories has been reduced from 30 stories to 27 stories.
- The parking garage of 4 below-grade levels containing 245 parking spaces at a parking ratio of 0.7 has been changed to 4 levels above grade containing up to 110 parking spaces at a parking ratio of approximately 0.28.
- The project will contain up to 385 rental dwelling units which is a 39 unit increase above the 346 residential rental units approved on September 11, 2003 and an 85 unit increase above the 300 residential rental and for-sale units approved on January 26, 2006.
- The on-site affordability of 61 units has been converted to an off-site housing affordable housing contribution of \$7,026,272 that will be used for the On Luck Chapter 121A Project.
- While most of the vehicles will access from LaGrange Street, loading and service vehicles will enter from the front portion of Boylston Square from Washington Street. The Proponent has met with the Boston Transportation Department ("BTD") during the comment period, and the time of loading, delivery, and service access will be carefully set, and be memorialized in the Transportation Access Plan Agreement.

In summary, as of the Second NPC, the Proposed Project is a 27-story new development, which consists of up to 385 market-rate residential rental units, up to 4,000 square feet of commercial/office/retail space, including office space for local non-profit organizations, approximately 110 structured parking spaces, and related site improvements on the Project Site.

The submission of the proposed Amended and Restated Development Plan for PDA No. 60, for the Kensington Project called for a 45-day comment period until November 12, 2010. The comment period was voluntarily extended by the Proponent

to December 7, 2010. During the comment period, BRA hosted two public meetings at the Metropolitan Community Room, located at 38 Oak Street in Chinatown, respectively, on October 28, 2010 and November 30, 2010. In addition, the Proponent has reached out to Chinatown/South Cove Neighborhood Council, Chinatown Safety Committee, Chinatown Resident Association, Park Plaza Citizen's Advisory Committee, and the Chinatown Coalition. The BRA has received letters of support from Chinatown/South Cove Neighborhood Council, Chinatown Resident Association, Chinatown Main Street, Tai Tung Village Tenants Association, Chinese Consolidated Benevolent Association of New England, and the Boston Park Plaza Hotel & Towers. Also, over 240 signed a petition of support submitted by Greater Boston Chinese Golden Age Center.

On December 7, 2010, Boston Civic Design Committee voted to approve the design of the Proposed Project.

PARK PLAZA URBAN RENEWAL PLAN MINOR MODIFICATION

The Park Plaza Urban Renewal Plan, which was adopted by the BRA on July 15, 1971, and subsequently amended, sets forth certain goals for the redevelopment of the Park Plaza Urban Renewal Area, which is generally bounded by Boylston, Essex, Arlington, Stuart and Kneeland Streets and Harrison Avenue, and encompasses approximately 35 acres of land. By vote of the BRA on November 14, 2003, certain modifications were made to the Park Plaza Urban Renewal Plan in connection with development of the proposed residential project known as "The Kensington" on Parcel D (or 4) in the Park Plaza Urban Renewal Area.

To effectuate the Proposed Project as set forth in the Second NPC, it is necessary that a further minor modification to the Park Plaza Urban Renewal Plan be adopted. This present modification amends Section F.4 of the Park Plaza Urban Renewal Plan regarding Parcel D (or 4) to clarify whether pedestrian easements or connections through Parcel 4 are required.

PUBLIC BENEFITS

As mentioned, in lieu of creating 61 affordable units on-site, the Proponent will contribute to the BRA's Inclusionary Development Fund an affordable housing contribution in the amount of \$7,026,272, which will be transferred to the On Luck Chapter 121A Project to aid the construction and operating cost.

Other public benefits of the Proposed Project shall consist of the following benefits:

- **Area Retail Enhancement**: The approximately 4,000 square feet of new retail space will be focused on providing space for community-oriented retail and service uses.

- Office Space for Local Organizations: The Proposed Project design reserves floor area on the lower floors of the building for use by local non-profit organizations.
- Street Upgrades: As part of the Proposed Project, if approved by the Boston Transportation Department, LaGrange Street will be widened and made a two-way street from Washington Street to the Proposed Project driveway and improved from an under-utilized side street into a primary street address. In addition, Boylston Square will be improved from a gated and unimproved service alleyway into a repaired, lighted and accessible passageway for pedestrians and vehicular/loading access.
- Liberty Tree Park: Significant improvements will be made to Liberty Tree Park, including an extensive renovation of the park, with substantial capital funding proposed by Kensington in the amount of \$400,000. Kensington will also contribute over \$300,000 to the Friends of the Public Garden payable over the next 10 years.
- Additional Urban Renewal 1% Payment: In addition to the contributions to Liberty Tree Park in the amount of \$400,000 and the contribution to the Friends of the Public Garden in the amount of \$300,000, payable over the next 10 years, due to the increase in project construction costs over 2003, it is expected that Kensington will contribute an additional \$400,000 to the BRA.
- Pedestrian and Bicycle Improvements: The Proposed Project is expected to provide bicycle and pedestrian improvements consistent with the Chinatown Transportation Study.
- Cultural and Arts Funding: Consistent with 2003 mitigation, the Proponent provided \$50,000 in funding for restoration of the Paramount Theater on Washington Street as well as an additional \$50,000 in funds, which was set aside for cultural uses within the Midtown Cultural District.
- Increased Property Tax Revenue: The Proposed Project is anticipated to significantly increase property tax revenue for the City of Boston once fully constructed.
- Construction Job Creation: The Proposed Project is anticipated to create approximately 400 full- and part-time construction jobs.

RECOMMENDATION

Based on the foregoing, BRA staff recommends that the BRA Board: (1) adopt of the attached Resolution which authorizes the minor modification to the Park Plaza Urban Renewal Plan, in order to permit the construction of the Proposed Project; and (2) authorize the Director to: (A) issue a Determination in connection with the NPC submitted on September 27, 2010 by the Proponent, pursuant to Section 80A-6 of the Code, subject to continuing design review by the BRA for the Proposed Project; (B) approve the Amended and Restated Development Plan for Planned Development

Area No. 60 relating to the Proposed Project pursuant to Section 80C of the Code for the Proposed Project; (C) petition the Boston Zoning Commission for the approval of the Amended and Restated Development Plan for Planned Development Area No. 60 pursuant to Article 80C of the Code; (D) issue a Certification of Compliance under Article 80 Large Project Review pursuant to Section 80B-6 of the Code upon completion of the Article 80 review process for the Proposed Project; (E) issue a Certification of Consistency under Article 80C of the Code when appropriate for the Proposed Project; and (F) execute and deliver a Cooperation Agreement, an Affordable Housing Contribution Agreement, a Boston Residents Construction Employment Plan, an Amended and Restated Land Disposition Agreement, an Agreement, Release and Declaration of Covenants, and such other agreements and documents as the Director deems appropriate and necessary to construct the Proposed Project as modified by the NPC submitted on September 27, 2010.

Appropriate votes follow:

VOTED: That the Resolution entitled "RESOLUTION OF THE BOSTON REDEVELOPMENT AUTHORITY RE: MODIFICATION OF THE URBAN RENEWAL PLAN FOR THE PARK PLAZA URBAN RENEWAL AREA, WITH RESPECT TO PARCEL D (or 4)" be, and hereby is, adopted; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Determination for the Kensington Project ("Proposed Project") in connection with the Notice of Project Change ("NPC") submitted by Kensington and its affiliate, KP Residences LLC, (collectively the "Proponent") that such NPC adequately describes the impacts of the Proposed Project to be built in an area generally bounded by LaGrange Street, Washington Street, and Boylston Square in the Midtown Cultural District in accordance with the provisions of Section 80A-6 of the Boston Zoning Code ("Code"), subject to continuing design review by the Boston Redevelopment Authority ("BRA"); and

FURTHER

VOTED: That the BRA hereby finds and determines that (a) the proposed Amended and Restated Development Plan for PDA No. 60, for the Proposed Project, located within the block bounded by LaGrange Street, Washington Street, and Boylston Square in the Midtown Cultural District, and as described in the Amended and Restated Development Plan for PDA No. 60, for the Proposed Project, dated March 10, 2011 ("Amended Plan"), submitted by the Proponent, conforms to the general plan for the City of Boston as a whole, (b) the Amended Plan is not for a location or project for which Planned Development Areas are forbidden by the

underlying zoning; (c) the Amended Plan complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; and (d) on balance, nothing in the Amended Plan for Proposed Project will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and

FURTHER

VOTED: That the BRA approves the Amended Plan for the Proposed Project; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to petition the Boston Zoning Commission for the approval of the Amended Plan for the Proposed Project pursuant to Section 80C of the Code in substantial accord with the Amended Plan presented to the BRA Board on March 10, 2011; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Compliance for the Proposed Project, a 27-story new development, which consists of up to 385 market-rate residential rental units, up to 4,000 square feet of commercial/ office/retail space, including office space for local non-profit organizations, approximately 110 structured parking spaces, and related site improvements, upon the successful completion of the Article 80 process of the Code, subject to continuing design review by the BRA; and

FURTHER

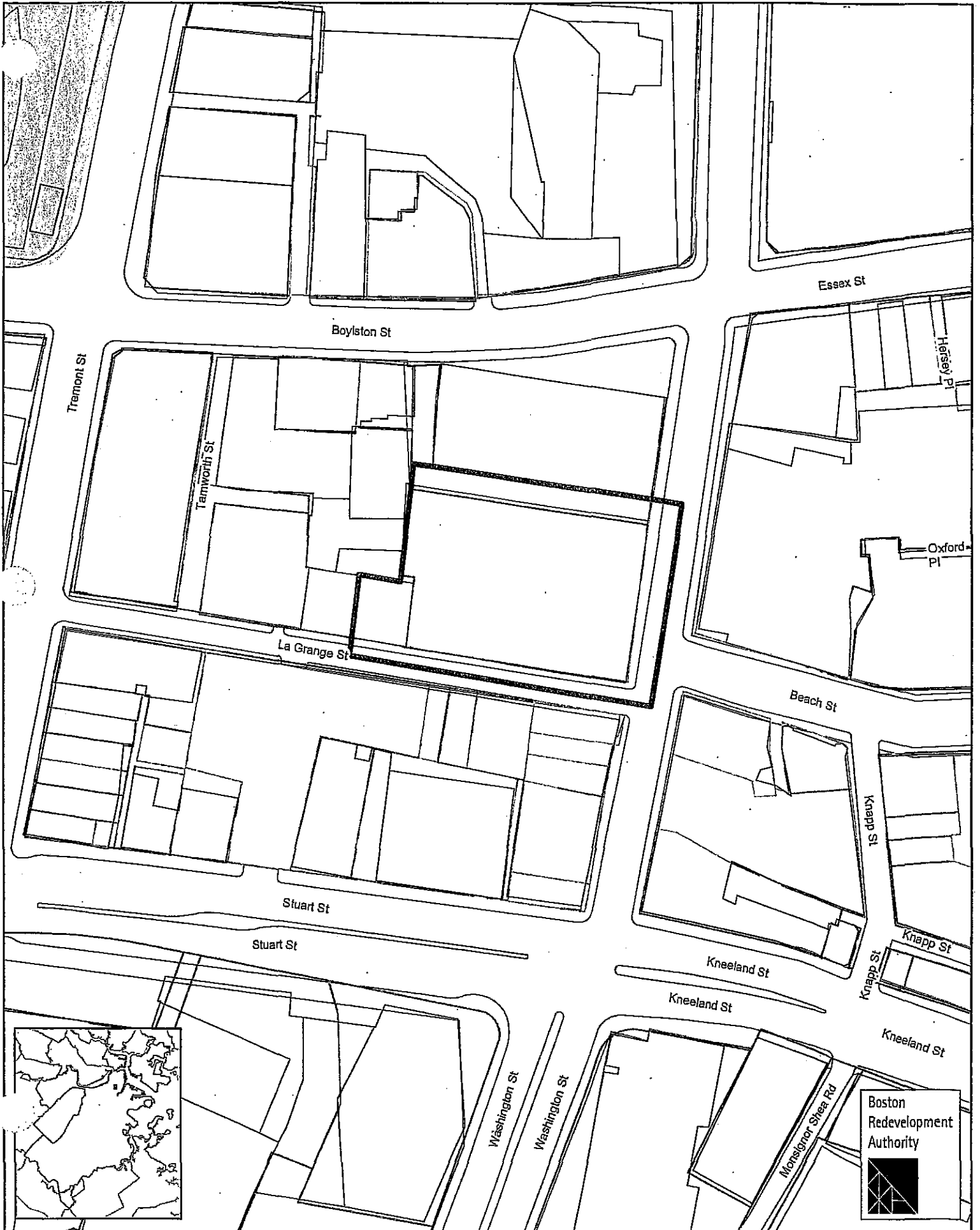
VOTED: That the Director be, and hereby is, authorized to issue a Certification of Consistency for the Proposed Project under Section 80C-8 when appropriate; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute a Cooperation Agreement, an Affordable Housing Contribution Agreement, a Boston Residents Construction Employment Plan, an Amended and Restated Land Disposition Agreement, an Agreement, Release and Declaration of Covenants, and such other agreements and documents as the Director deems appropriate and necessary, and upon terms and conditions determined to be in the best interest of the BRA in connection with the Proposed Project.

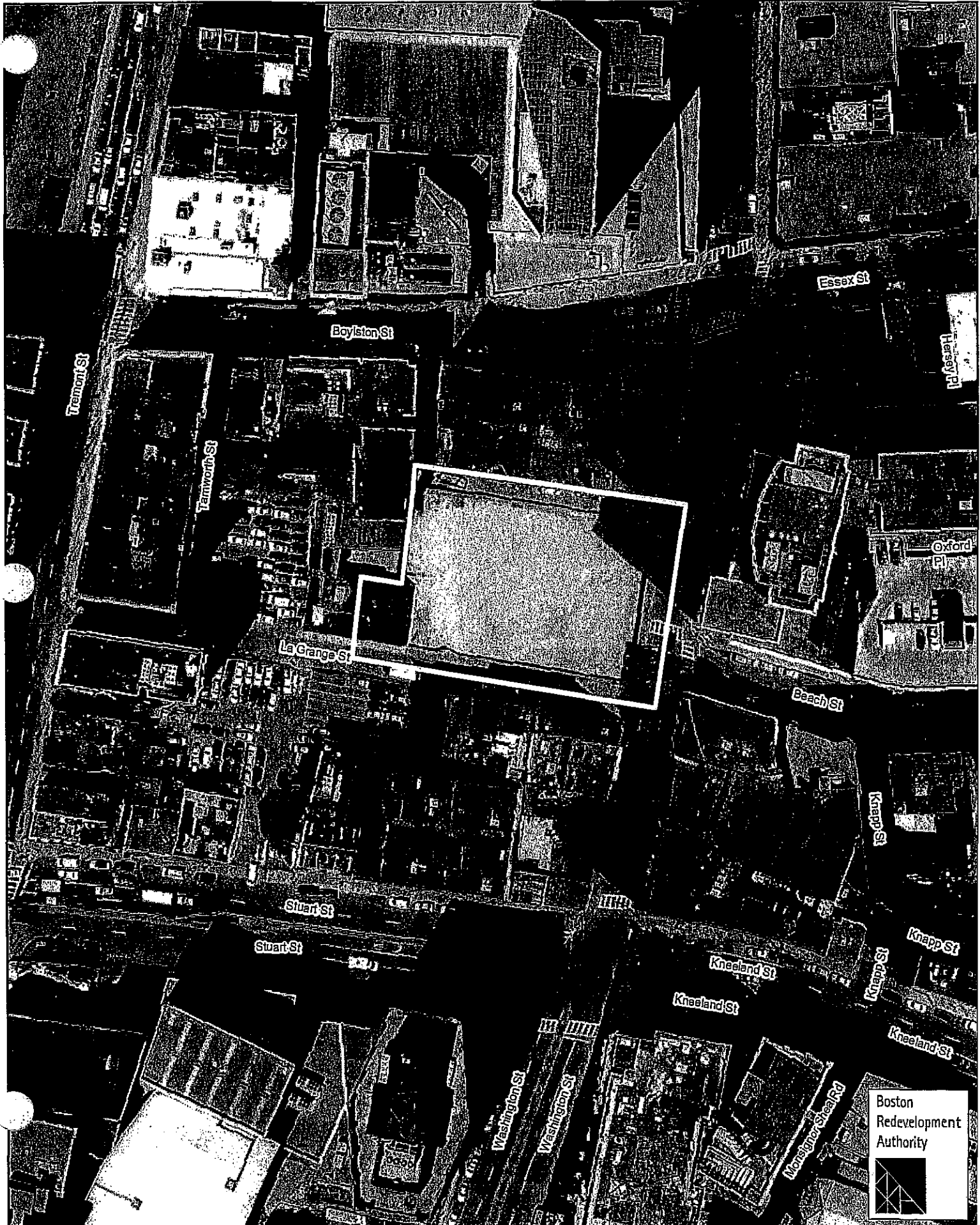
Kensington Project, Midtown Cultural District

1:1,200



Kensington Project, Midtown Cultural District

1:1,200
2008 USGS Aerial



Boston
Redevelopment
Authority

