

BRA AMENDMENT: 7/20/06
ZC AMENDMENT: 9/16/06
EFFECTIVE: 9/18/06

JULY 20, 2006

**SECOND DEVELOPMENT PLAN AMENDMENT
TO PDA #61**

**CENTER FOR LIFE SCIENCE BOSTON PHASE II
Phase of
CENTER FOR LIFE SCIENCE BOSTON PROJECT**

BOSTON, MASSACHUSETTS

Second Amendment to Planned Development Area Number 61

Introduction

In accordance with Article 80C-3 of the Code, the first phase of Planned Development Area Number 61 (as amended, "PDA #61"), relating to the Blackfan Research Center and its associated phase lot (now known as the Center for Life Science Boston Phase I, "CLSB I"), was approved by the Boston Redevelopment Authority on October 7, 2003 and adopted by the Boston Zoning Commission on December 17, 2003. The second phase of PDA #61, relating to the Longwood North Research Center and its associated phase lot (now known as the Center for Life Science Boston Phase II, "CLSB II"), was approved by the Boston Redevelopment Authority on June 10, 2004 and adopted by the Boston Zoning Commission on June 23, 2004.

PDA #61 sets forth information on each phase of the proposed project, including project area, the proposed location and appearance of the structures, open spaces and landscaping, the proposed uses for each phase, the proposed density, the proposed traffic circulation, parking and loading facilities, access to public transportation, proposed dimensions, development impact exaction, zoning, development review procedures, proposed public benefits and other aspects of each phase.

PDA #61, as applicable to CLSB II, approved the "LNRC Alternative" in light of the LMA master planning process that was pending at such time. The LNRC Alternative was comprised of eighty percent (80%) of the Developer's original proposal for CLSB II. PDA #61 also provided that the Developer would seek a further amendment to PDA #61 to provide for the CLSB II "full-build alternative", stating: "Pending the substantial completion of the LMA master planning process, the Developer intends to seek a further amendment to the Original PDA, as modified by this Second Development Plan Amendment, to permit development of the full-build alternative as originally proposed". This Second Development Plan Amendment will implement the full-build alternative.

This Second Development Plan Amendment shall only modify the following elements of CLSB II as set forth herein: proposed location and appearance of structures, proposed dimensions, proposed density, development impact exaction and parking facilities. No aspects of the CLSB I phase, now in construction, are affected by this Second Development Plan

Amendment. Except as expressly amended hereby, the provisions of PDA #61 are ratified and affirmed, and shall not be affected by this Second Development Plan Amendment. Without limitation, capitalized terms that are not defined in this Second Development Plan Amendment shall have the meanings set forth in PDA #61.

Developer

The Developer is CLSB II, LLC, a Delaware limited liability company. The Developer and its successors and assigns from time to time owning all or any portion(s) of the LNRC Phase Lot are collectively referred to herein as the “Developer,” and the Developer and such successors and assigns shall succeed to all rights, privileges and obligations hereunder.

The business address, telephone number and designated contact person for the Developer is:

CLSB II, LLC
c/o Lyme Properties LLC
101 Main Street, 11th Floor
Cambridge, Massachusetts 02141
Phone: 617.225.0909
Contact person: Robert L. Green

Proposed Location and Appearance of Structures

This Second Development Plan Amendment shall modify the proposed location and appearance of structures by increasing the total number of floors occupied above grade from 16 floors to 18 floors. This Second Development Plan Amendment also provides that the height of the building to the roof of the highest occupied floor is 298 feet. Exhibit A provides illustrations comparing CLSB II as approved in PDA #61 to the full-build alternative set forth in this Second Development Plan Amendment.

Proposed Dimensions

The dimensional table provided in PDA #61 with respect to CLSB II shall be modified as set forth below:

CLSB II	
Maximum Floor Area, Gross	440,000 square feet of gross floor area
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Proposed Density

As set forth above, CLSB II will result in the development of 440,000 gross square feet of floor area, which, with the LNRC Phase Lot area for FAR purposes of approximately 46,677 square feet, corresponds to a floor area to lot area ratio of approximately 9.43.

Development Impact Exaction

As required under Article 80B-7 of the Code, the Developer has entered into a Development Impact Project ("DIP") Agreement with the BRA and will be responsible for making a DIP Contribution with regard to CLSB II. The DIP Agreement, based upon the development described in PDA #61, provided for a Housing Exaction of \$2,527,360 and a Jobs Contribution Grant of \$506,880. On account of the increased gross square feet of floor area provided in this Second Development Plan Amendment, the amount of the Housing Exaction shall increase to \$3,219,920 (based upon \$7.18 per square foot of the previously approved 352,000 square feet of gross floor area and \$7.87 per square foot of the 88,000 square feet of gross floor area provided in this Second Development Plan Amendment) and the amount of the Jobs Contribution Grant shall increase to \$645,040 (based upon \$1.44 per square foot of the previously approved 352,000 square feet of gross floor area and \$1.57 per square foot of the 88,000 square feet of gross floor area provided in this Second Development Plan Amendment).

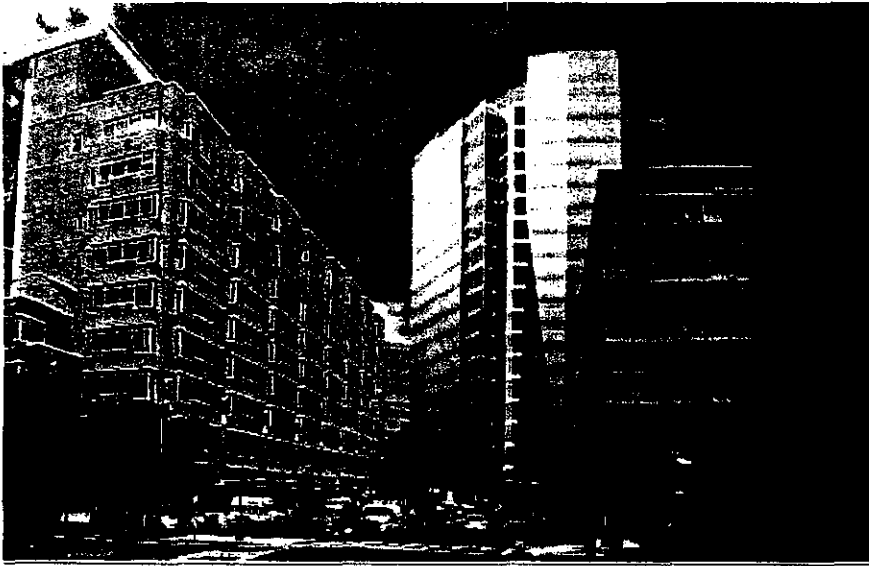
Proposed Parking Facilities

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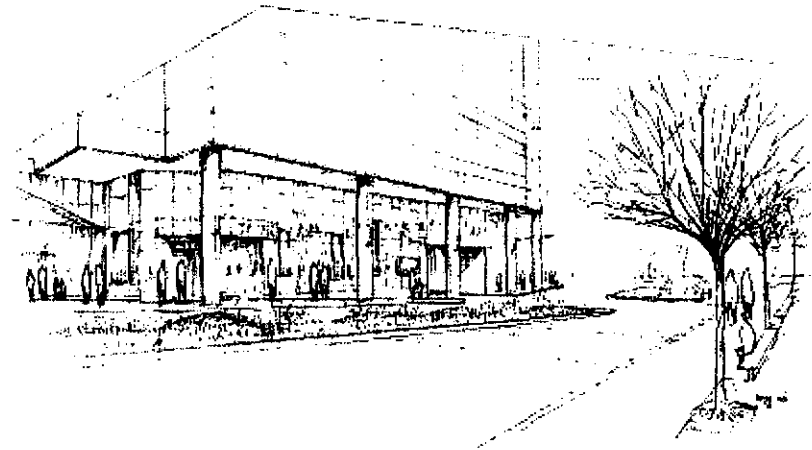
Exhibit A

Illustrations Showing Changes to Design in PDA #61

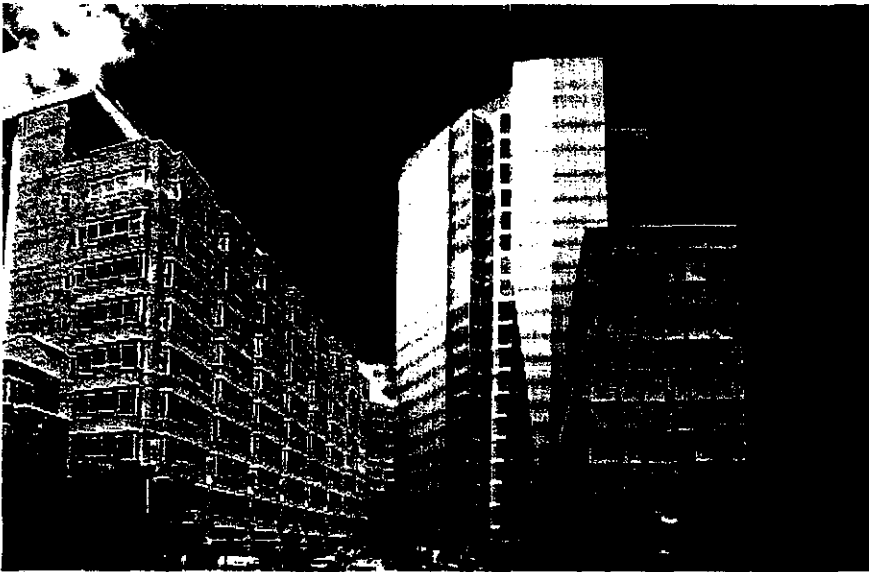
Set forth in this Second Development Plan Amendment



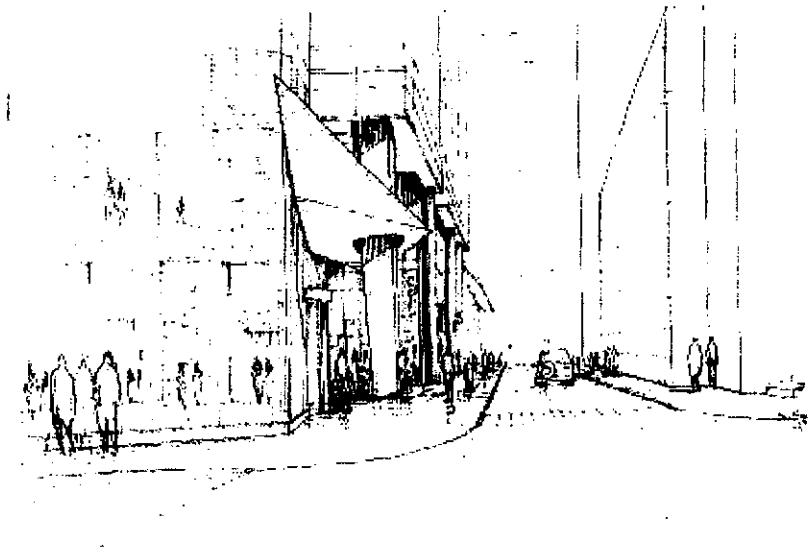
View from Binney Street and Longwood Avenue - *80% Option*



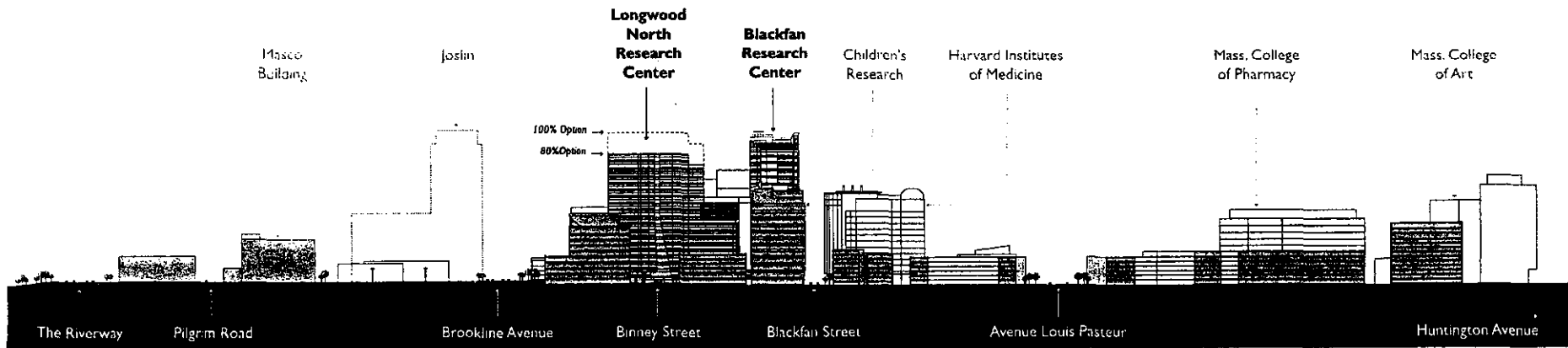
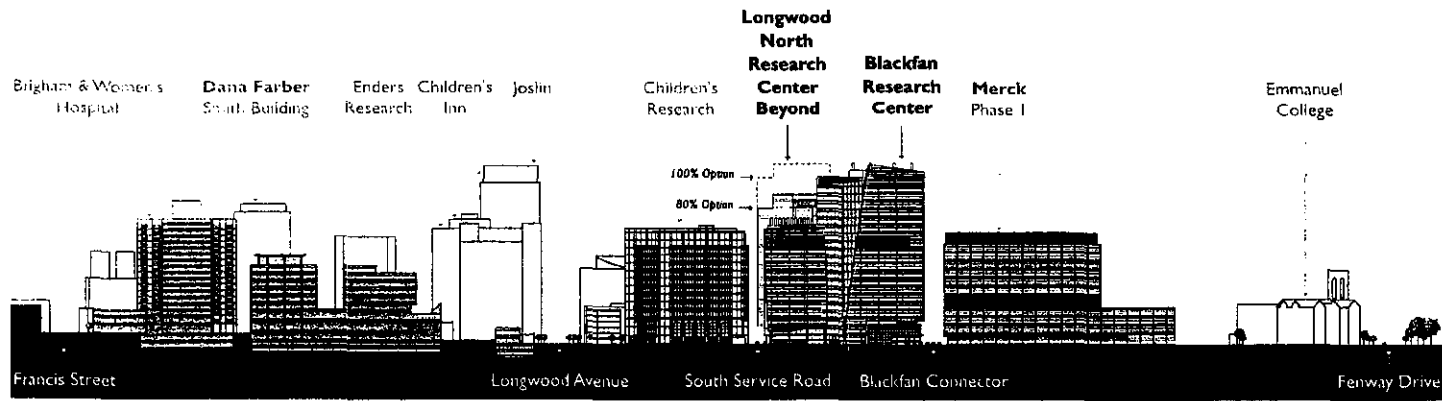
View Down Binney Connector toward Binney Street

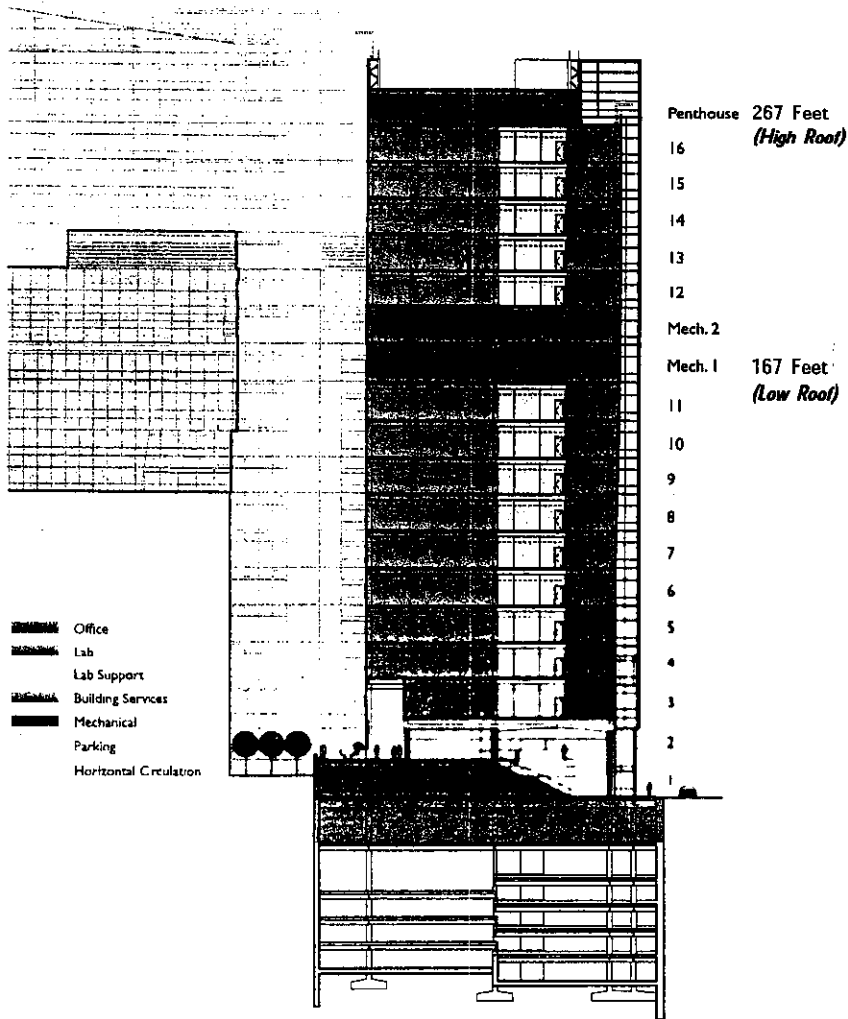


View from Binney Street and Longwood Avenue - *DPIR Proposed - 100% Option*

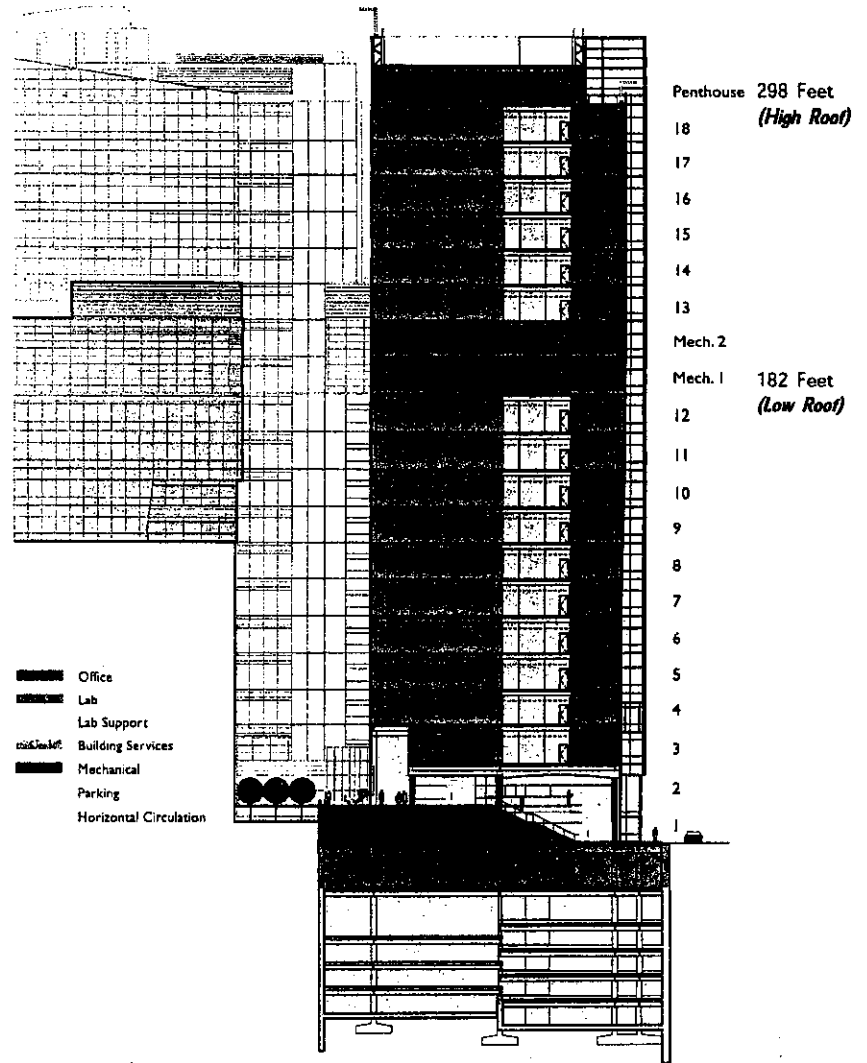


View Looking East on South Service Road *LNRC Entry @ Left*

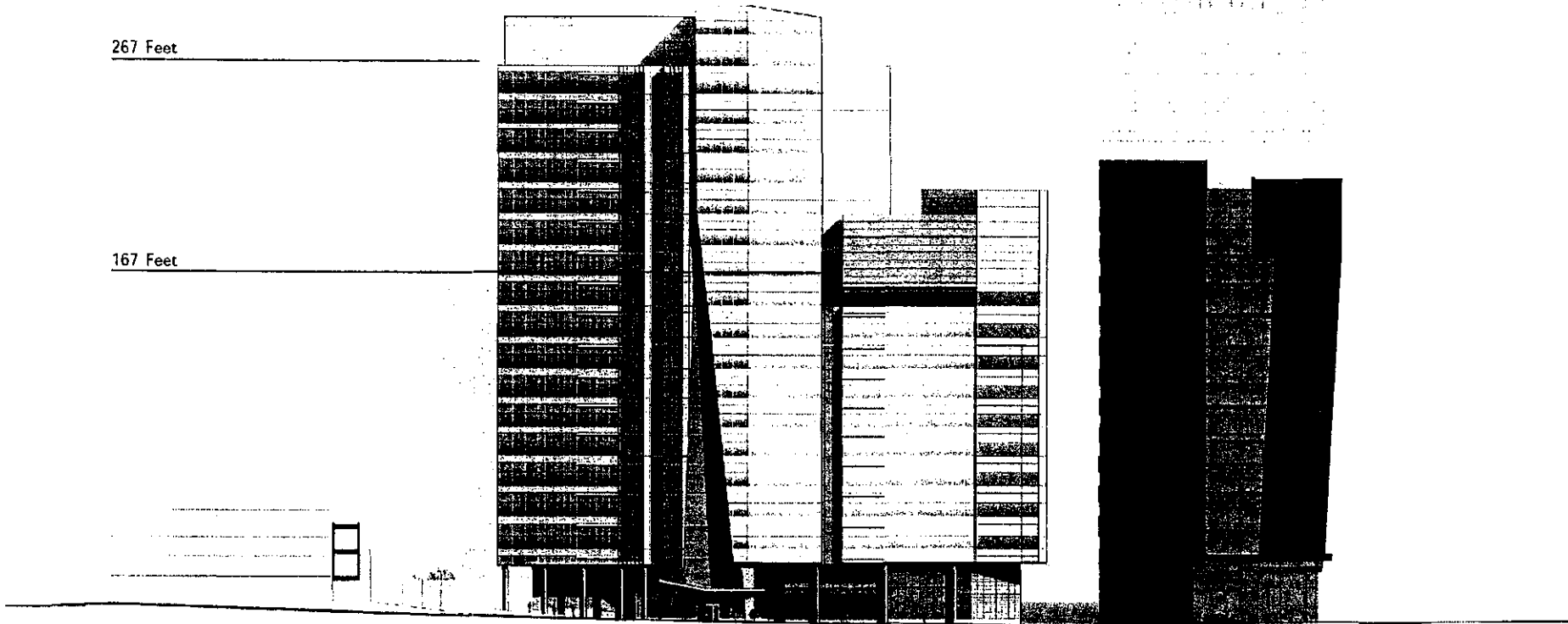


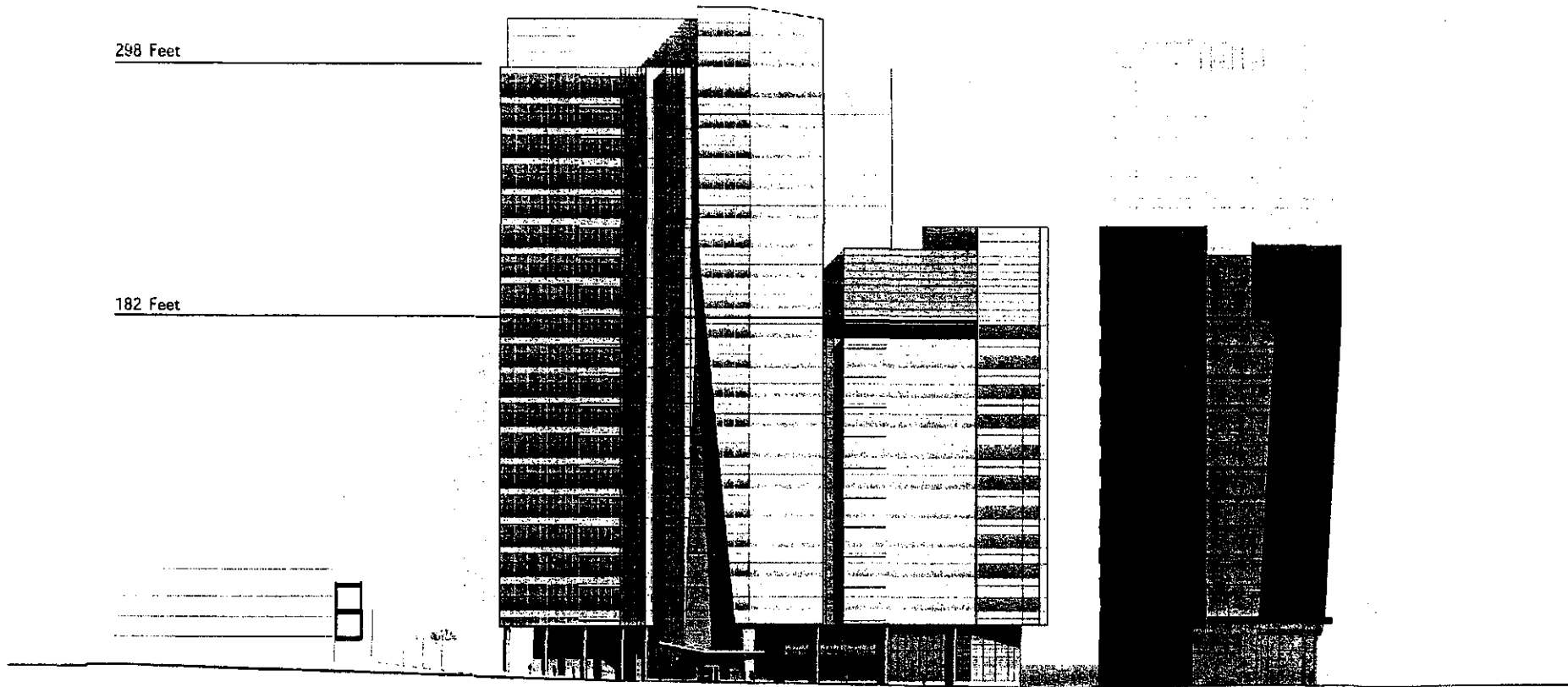


80% Option



100% Option





Brookline
Avenue

Longwood North
Research Center

Blackfan
Research
Center

Blackfan
Street

Harvard
Institutes of
Medicine



Second Amendment to Planned Development
Area No. 61 (Center for Life Science Boston
Phase II)

Boston Redevelopment Authority on behalf of
CLSB II, LLC

SECOND AMENDMENT TO THE DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 61, CENTER FOR LIFE SCIENCE BOSTON PHASE II

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 "Second Development Plan Amendment to Planned Development Area No. 61, Center for Life Sciences Phase II Phase of Center for Life Science Boston Project", dated July 20, 2006, and approved by the Boston Redevelopment Authority on July 20, 2006.

Said Second Development Plan Amendment amends "Development Plan Amendment to PDA #61, Longwood North Research Center, Phase of Blackfan-Longwood North Project", approved by the Authority on March 11, 2004, and approved by the Zoning Commission on June 23, 2004, effective June 28, 2004.

Planned Development Area No. 61 was originally designated on "Map 1, Boston Proper," of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 426, adopted by the Zoning Commission on December 17, 2003, effective December 22, 2003.

BPA APPROVAL: 7/20
ZC APPROVAL: 9/16/06
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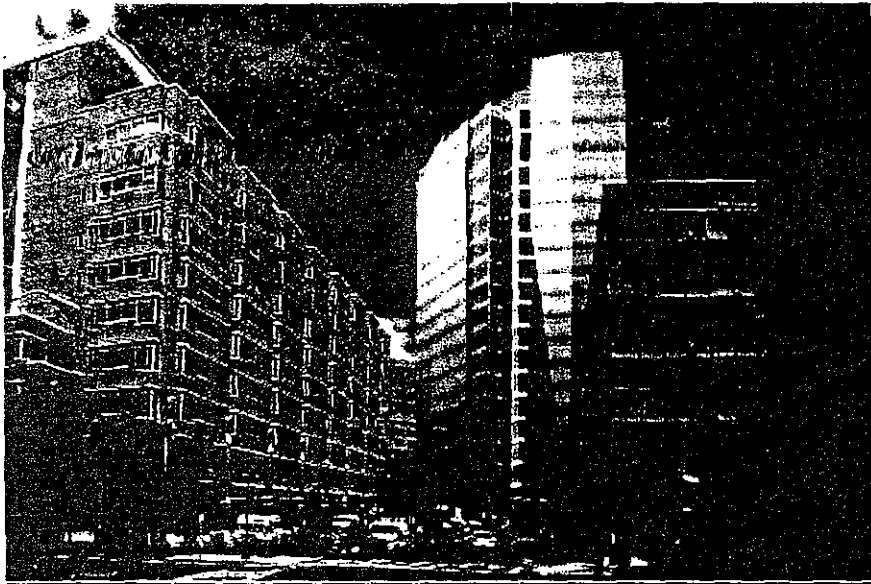
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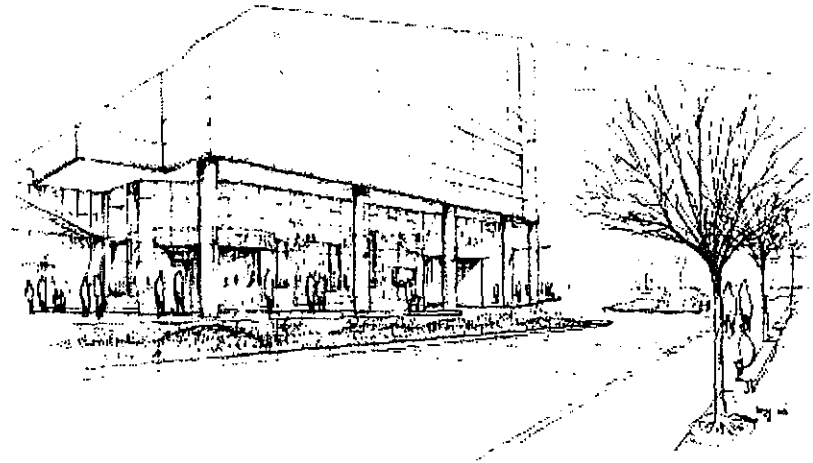
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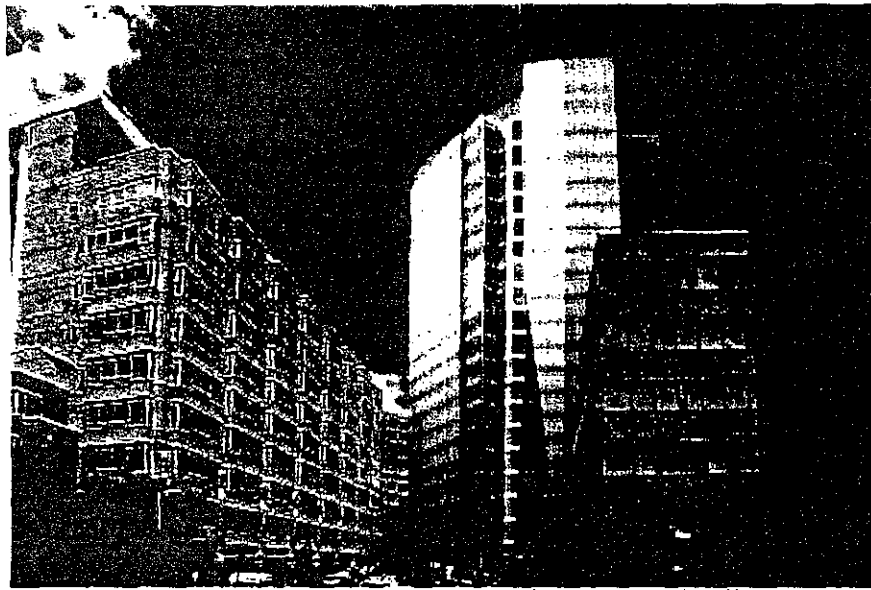
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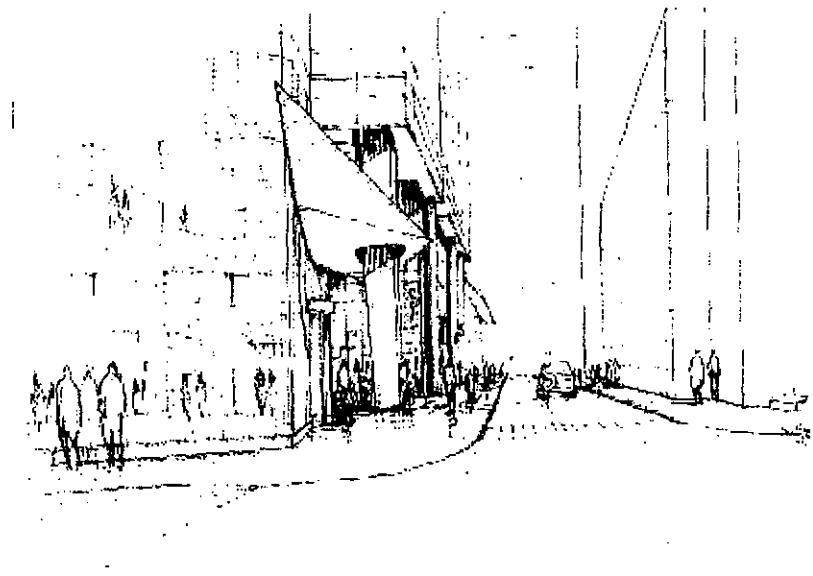
View from Binney Street and Longwood Avenue - 80% Option



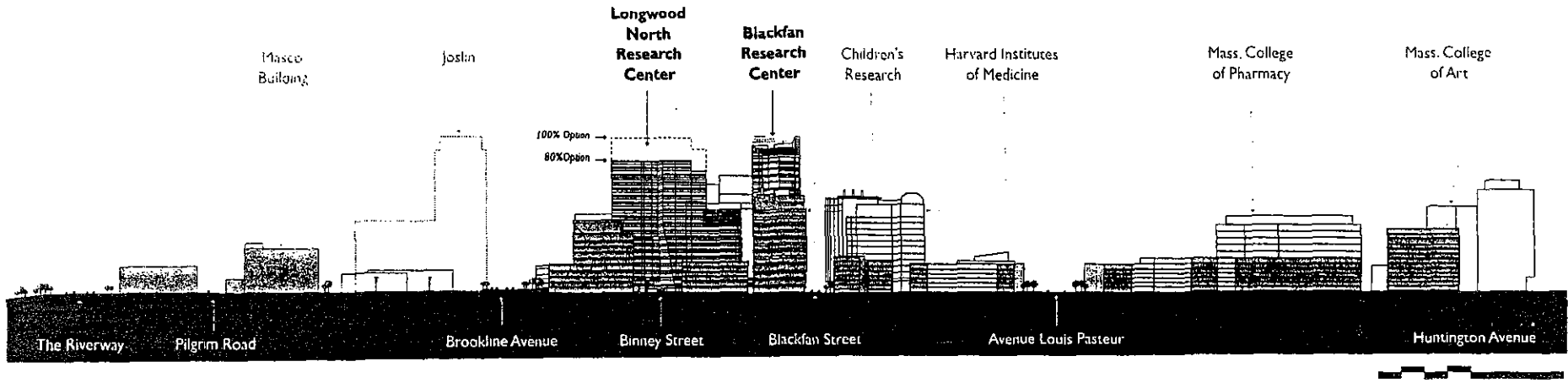
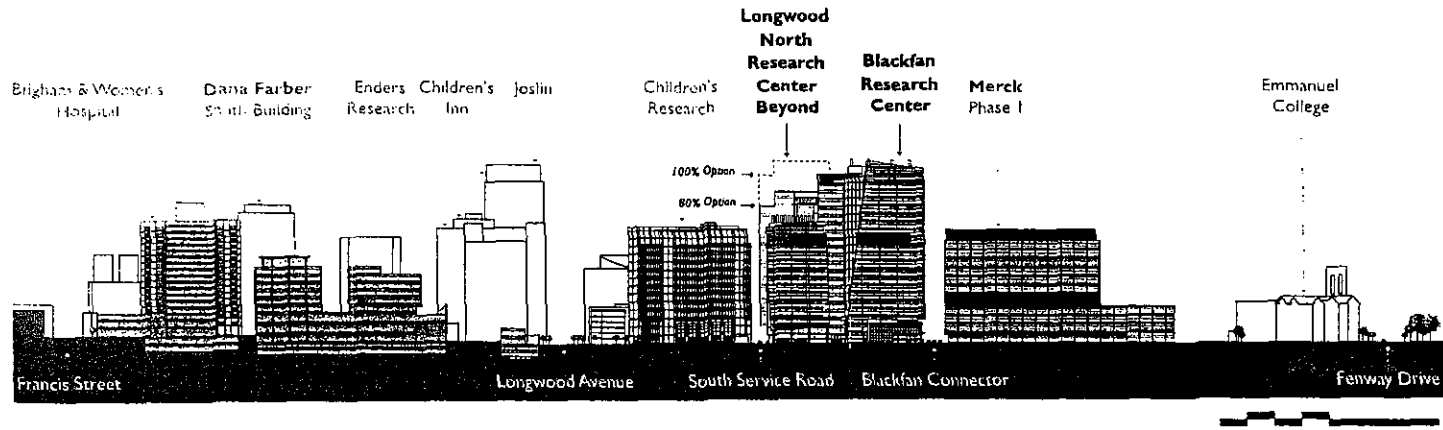
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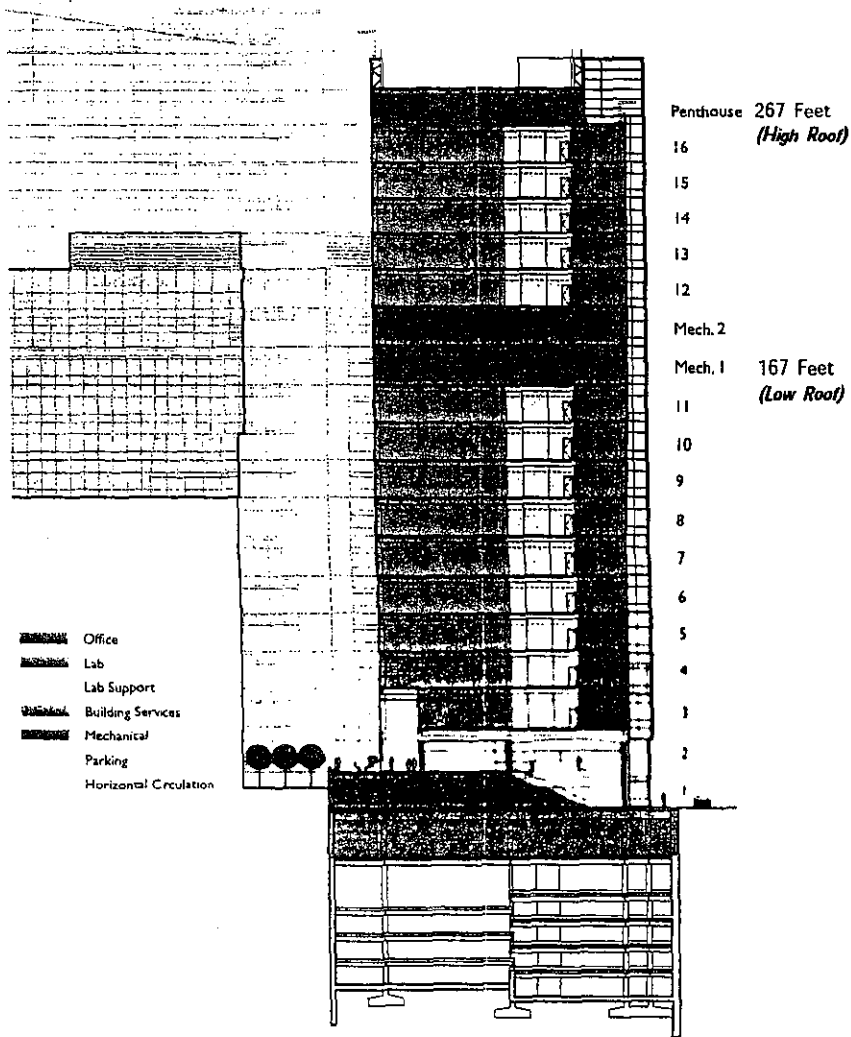


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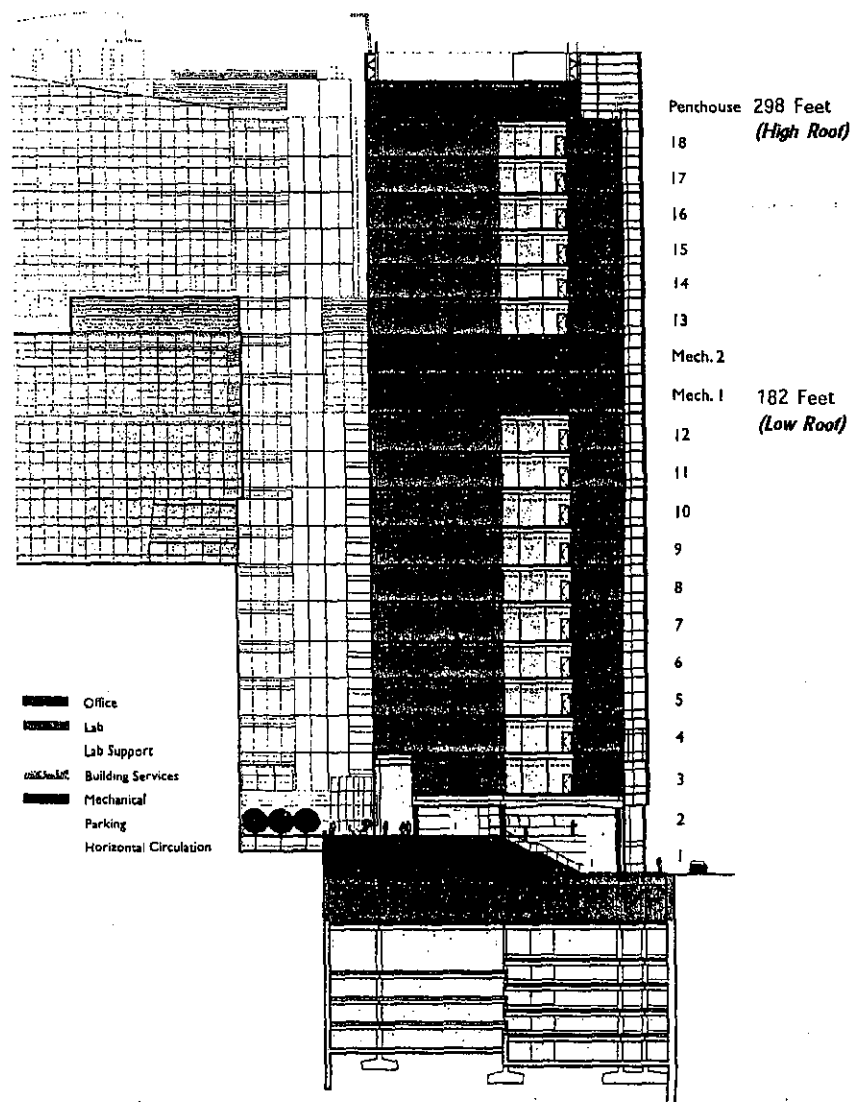


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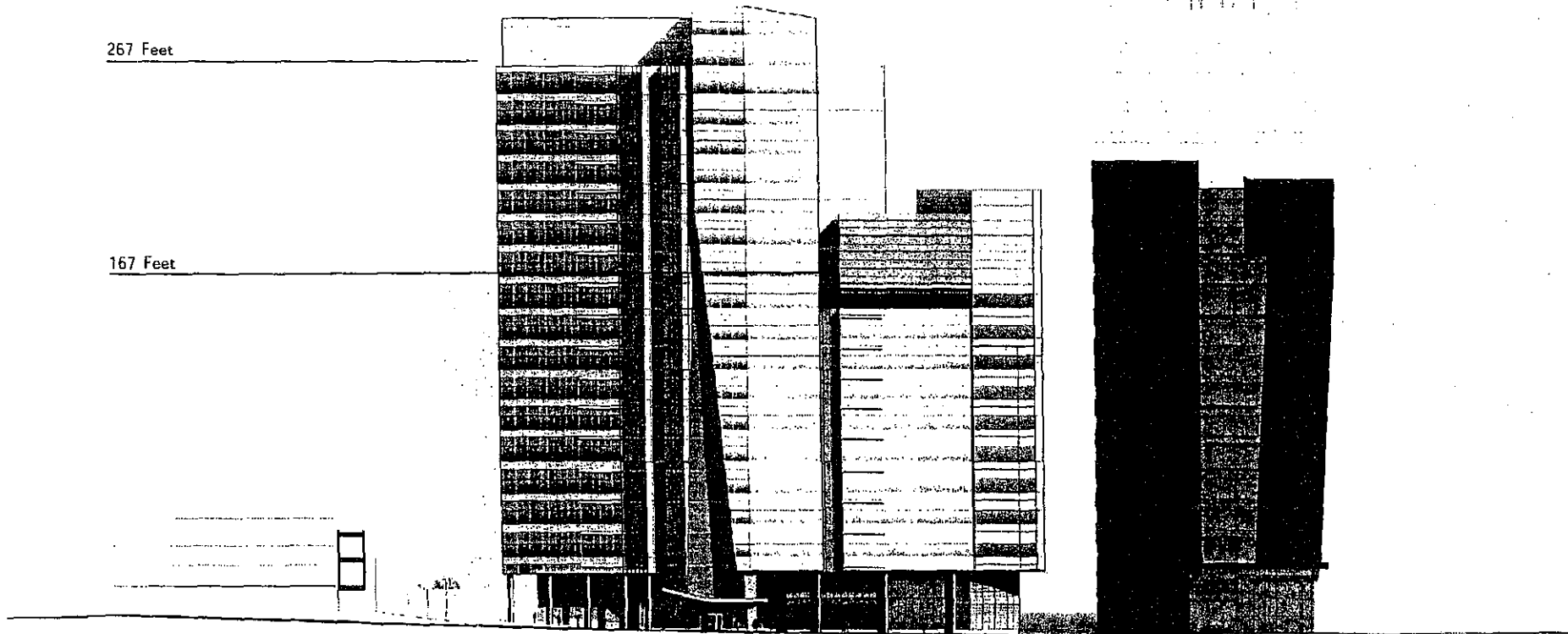




80% Option



100% Option



Brookline Avenue

Longwood North Research Center

Blackfan Research Center

Blackfan Street

Harvard Institutes of Medicine



298 Feet

182 Feet



Brookline Avenue

Longwood North Research Center

Blackfan Research Center

Blackfan Street

Harvard Institutes of Medicine



SCALE IN FEET

Second Amendment to the Development Plan for Planned Development Area No. 61,
Center for Life Sciences Phase II

R. L. Kean

Chairman

Robert Fordiner

Vice Chairman

Ken Lee

Mark J. ...
Therese ...
David ...
Jim Hatton

Jan Hulce
Jane ...
William ...

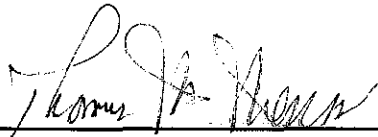
In Zoning Commission

Adopted: September 6, 2006

Attest:

[Signature]
Secretary

Second Amendment to the Development Plan for Planned Development Area No. 61,
Center for Life Sciences Phase II



Mayor, City of Boston

Date: _____

9/8/06

The foregoing Second Amendment was presented to the Mayor on ~~SEPTEMBER 7, 2006~~, and was signed by him on ~~SEPTEMBER 8, 2006~~ whereupon it became effective on ~~SEPTEMBER 8, 2006~~, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission

UPDATED DISCLOSURE STATEMENT

**Updated Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8. of the Boston Zoning Code**

- (1) Name of Project: Center for Life Science Boston II
- (2) Location: City of Boston, Longwood Medical Area, 340 Brookline Avenue
- (3) Applicant: Longwood Research Institute, Inc.
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code:

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST


<u>Name</u>	<u>Address</u>	<u>% Interest</u>
Children's Hospital Corporation, a Massachusetts non-profit corporation		100%

- (5) The undersigned also acknowledges and states that none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Asset Management.

Signed under the penalties of perjury as of the 14th day of August, 2006.

LONGWOOD RESEARCH INSTITUTE, INC.

By:



Stuart J. Novick, Authorized Signatory