

BRA APPROVAL: 12/1/05
ZC APPROVAL: 1/11/06
EFFECTIVE: 1/13/06

PLAN FOR
PLANNED DEVELOPMENT AREA NO. 66
RUSSIA WHARF REDEVELOPMENT PROJECT
530 Atlantic Avenue and 270-286 Congress Street
Boston, Massachusetts

Dated: December 1, 2005

Plan. Pursuant to Sections 3-1A and Section 80C of the Boston Zoning Code (the “Code”), this plan constitutes a Planned Development Area Development Plan (the “Plan”) for the development of the site known as Russia Wharf and located at 530 Atlantic Avenue and 270-286 Congress Street (the “Site”). The Site is described in Exhibit A attached hereto and is depicted on a plan entitled “Russia Wharf Proposed Ground Floor Plan,” and a site plan entitled “Plan of Land in Boston, Massachusetts,” dated September 28, 2005, prepared by Vanasse Hangen Brustlin, Inc., copies of which are attached hereto as Exhibit B.

The Proponent (as hereinafter defined) proposes restoration and adaptive reuse of a portion of the Site, together with new construction, to create a mixed-use development that will include office, residential, retail, civic/cultural, café/performance venue, restaurant, and parking uses, with new waterfront public open space and a marina, all as more fully described below (the “Project”) on the Site. This Plan is consistent with the approvals of the Project that have been granted under Section 80B of the Code.

Capitalized terms used, but not defined, herein shall have the meanings assigned to such terms in the Code as in effect as of the date hereof, without giving effect to any subsequent amendments to the Code.

This Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and proposed dimensions of structures with respect to the Project. This Plan consists of 9 pages of text, plus attachments designated Exhibits A through E. All references to this Plan contained herein shall pertain to such pages and exhibits.

This Plan shall constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code and within the meaning of the Fort Point Downtown Municipal Harbor Plan, as approved by the Secretary of Environmental Affairs’s (the “Secretary”) Decision of March 8, 2004, and finding of consistency of August 29, 2005 (the “Municipal Harbor Plan”). No Interim Planning Permit under Section 27D-5 of the Code shall be necessary for any work at the Site in accordance with this Plan. The Project is subject to final design and other development review by the Boston Redevelopment Authority (the “BRA”) and by other governmental agencies and authorities, and the Project as described herein may evolve in the course of such review, to the extent consistent with the use and dimensional limitations and public benefit obligations set forth herein. To the extent that the Director of the BRA (the “Director”) certifies that the Project is consistent with this Plan, the Project shall be deemed to be in compliance with the requirements of underlying zoning, in accordance with Sections 27D-8 and 80C-9 of the Code. In accordance with Section 80C-8 of the Code, a building, use or occupancy permit for the

Project or for any Project Component (as hereinafter defined) shall not be issued until the BRA shall have issued a Certification of Consistency pursuant to Section 80C-8 of the Code for such Project or such Project Component.

The Site is located in Subdistrict M of the Downtown Interim Planning Overlay District (the “IPOD”) established by Article 27D of the Code. The underlying zoning district designation is M-4. In addition, the Project is located within the Restricted Parking District. The Site is located in the Financial District under the IPOD, in which commercial, retail, and residential uses that increase street-level activity, in addition to office uses, are to be promoted. The IPOD further provides that buildings in the Financial District shall “respect the historic context and be sympathetic to the historic scale” of the Financial District.

The Site is located within a designated subdistrict of the IPOD within which a Planned Development Area may be established, and, following approval of the Plan and associated map amendment by the Boston Zoning Commission, shall be located entirely within a zoning district designated “D.” This Plan complies with all requirements of Section 27D-8(2) of the IPOD with respect to the approval of PDAs, including (a) proposing a use that is necessary to retain jobs in the city or to contribute otherwise to the economic health of the city; and (b) containing provisions satisfactory to the BRA that at least thirty-three percent (33%) of the total gross floor area of the Project will be leased or used by entities identified in the Plan. The Project will contribute to the city’s economic well-being through the provision of construction and permanent jobs and the creation of much-needed affordable and market-rate housing. The presence of the Project’s residential occupants will enhance the Financial District’s 24/7 vitality, and its commercial occupants will support the overall economy of the city. Therefore, and as more particularly set forth below, the Plan adequately and sufficiently satisfies all criteria for the establishment of a PDA under Section 27D-8 of the IPOD. In addition, and as more particularly set forth below, the Plan adequately and sufficiently satisfies all criteria for the establishment of a PDA for the Site under Section 80C-4 of the Code and all other applicable provisions of the Code.

The Project, as reflected in this Plan, will serve to meet many of the goals of the IPOD and the Municipal Harbor Plan, in that it will: (i) promote investment in Boston’s Financial District as the core of the region’s economy; (ii) enhance public access to the waterfront; (iii) promote residential and mixed-use commercial activities that contribute to a lively public environment; (iv) preserve the important elements of the historic fabric of the Russia Building, Graphic Arts Building, and Tufts Building; (v) make best use of public investments in transportation infrastructure; (vi) promote the development of public waterborne transportation; (vii) create substantial new public open space along the waterfront (in place of an existing surface public parking lot); (viii) create much-needed market-rate and affordable housing opportunities; (ix) promote an appropriate density and mix of uses to create a 24-hour community, (x) promote pedestrian activity; and (xi) enhance the revitalization of the Fort Point Channel waterfront as envisioned by the Municipal Harbor Plan.

Developer. MA-Russia Wharf, L.L.C., a Delaware limited liability company, its successors and assigns (“Proponent”) has an address c/o Equity Office Properties, 100 Summer Street, Boston, MA 02110. Members of the Project team are identified on Exhibit D. The Proponent has filed with the BRA and other required City of Boston authorities a Disclosure Statement in the form required by Section 80B-8 of the Code.

Project Site. The Site consists of 95,131 square feet (approximately 2.2 acres), and is located at 530 Atlantic Avenue and 270-286 Congress Street, bounded by the Fort Point Channel to the east, Congress Street to the south, the Rose Kennedy Greenway to the west, and 500 Atlantic Avenue to the north. Russia Wharf is the site of three historic late 19th-century mercantile buildings. These seven-story masonry structures are referred to as the Russia Building (530 Atlantic Avenue), the Graphic Arts

Building (270 Congress Street), and the Tufts Building (286 Congress Street). The Site also currently includes a surface public parking lot located on the Tufts Wharf pier overlooking the Fort Point Channel.

Although the Site is currently a single lot, it may be reconfigured into several parcels, which may be under common or separate ownership and may include a condominium structure, developed sequentially or simultaneously, and separately developed and/or financed (each such parcel is referred to herein as a “**Project Component**”). Notwithstanding anything set forth herein or in the Code or the IPOD to the contrary, for purposes of this Plan, compliance of the individual Project Components with the requirements of this Plan and/or any applicable requirements of underlying zoning shall be determined on an individual Project Component, rather than a Site-wide, basis, except as otherwise expressly provided in this Plan. The compliance or non-compliance of any one Project Component shall not affect the compliance of any other Project Component. In the event the Site is divided into Project Components, a Certification of Consistency may be issued for any such Project Component.

All Project Components will be subject to a declaration of covenants, condominium documentation, or other similar control mechanism (a “**Declaration**”) which establishes, as a “Common Area Entity,” an association in which all the owners of Project Components are members. Each such owner will be required to comply with the applicable requirements of this Plan and all other permits and approvals granted with respect to the Project as applicable to the Project Component. The Declaration shall be subject to review by the BRA to confirm its compliance with this requirement.

In the future, and from time to time, one or more of the Project Components may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Project Components may be combined to create one single parcel, or a condominium ownership structure or another ownership structure may be created for all or part of the Site. This Plan approves any zoning nonconformity created or increased solely by the separation of ownership of individual Project Components, or by the subdivision, re-subdivision, combination, or submission to condominium ownership or other forms of ownership of Project Components, provided that (i) the use, height, and locational requirements of this Plan with respect to each Project Component are met by the resulting parcel or parcels; (ii) the Site-wide floor area ratio does not exceed the maximum density permitted under this Plan for the Site as a whole; (iii) the parking and loading requirements of this Plan are met with respect to the Site as a whole; and (iv) the public benefit obligations required by this Plan and any other agreements entered into by the Proponent as a condition of the BRA’s Article 80 approval of the Project are not modified, nor their implementation changed, without the prior written consent of the BRA, and the scope of the public benefit obligations required by this Plan and any other agreements entered into by the Proponent as a condition of the BRA’s Article 80 approval of the Project are not diminished.

Project Approvals. The Proponent submitted a joint Project Notification Form/Environmental Notification Form to the BRA and the Massachusetts Executive Office of Environmental Affairs under the provisions of the Massachusetts Environmental Policy Act (“MEPA”) on July 1, 2002. On September 10, 2002, the BRA issued a Scoping Determination outlining the issues to be studied in a Draft Project Impact Report. On February 28, 2003, the Proponent filed a joint Draft Environmental Impact Report/Project Impact Report with MEPA and the BRA. On June 23, 2003, the BRA issued a Preliminary Adequacy Determination in response to the Draft Project Impact Report/Environmental Impact Report. On December 30, 2003, the Proponent filed a combined Final Environmental Impact Report/Project Impact Report (the “**Final PIR/EIR**”) with MEPA and the BRA. The Project review under Article 80 was successfully completed following the BRA’s review of the Final PIR/EIR, and on May 13, 2004, the BRA Board authorized the BRA Director to issue an Adequacy Determination waiving further review and a certification of compliance for the Project. On July 8, 2005, the Proponent filed a Notice of Project Change with MEPA and the BRA. On August 11, 2005, the BRA Board authorized the BRA Director to issue an Adequacy Determination waiving further review and a certification of

compliance for the Project as described in the Notice of Project Change. Corresponding approvals of the Project have been issued under MEPA, including the issuance by the Secretary of a Certificate on August 29, 2005 finding that the Project as described in the Notice of Project Change adequately and properly complied with MEPA. In addition, the Project has been reviewed and approved by the Secretary as part of the Municipal Harbor Plan pursuant to a Certificate issued on March 8, 2004. The Secretary confirmed that the changes to the Project reflected in the Notice of Project Change were consistent with the Municipal Harbor Plan by letter dated August 29, 2005.

As a component of Article 80B Large Project Review, the Project's parking and traffic circulation facilities have been reviewed by the Boston Transportation Department ("BTD"). The Proponent will enter into a Transportation Access Plan Agreement with BTD describing transportation mitigation measures to be incorporated into the Project. In addition, the Proponent will enter into a Cooperation Agreement and an Amended and Restated Development Impact Agreement Amendment with the BRA and a Boston Residents Construction Employment Plan with the Boston Employment Commission with respect to the Project. The Proponent will also enter into an Affordable Housing Agreement with respect to the affordable residential units being developed as part of the Project. These affordable residential units will be subject to an affirmative marketing plan approved by the BRA and the Boston Fair Housing Commission.

Project Description. The proposed redevelopment of Russia Wharf includes (i) the restoration of the Russia Building into approximately 65 residential units; (ii) the adaptive reuse of the Graphic Arts Building and the Tufts Building, and the construction of an additional new floor above them, for use as approximately 135 residential units, with ground floor retail, restaurant, café/performance venue, gallery and civic space, pedestrian circulation, and other special public destination facilities; (iii) construction of a 22-story office building of approximately 500,000 square feet above a portion of the Graphic Arts and Tufts Buildings; (iv) creation of a one-third acre waterfront public open space plaza on the Fort Point Channel; (v) creation of a marina to provide boat slips, charter boat docking, public touch-and-go docking and dinghy and small craft public docking; (vi) accessory off-street loading for building service and trash removal; and (vii) accessory below-grade parking for up to 650 vehicles. This Plan further specifically approves the option, at the Proponent's discretion, of including a hotel in the combined Graphic Arts and Tufts Buildings (as to which the gross floor area dedicated to hotel rooms on floors 2-8 would not exceed fifty percent (50%) of those floors) in combination with residences in the remainder of the space.

In total, the Project will include up to approximately 861,000 square feet of floor area, including approximately 500,000 square feet of office space, approximately 330,000 square feet of residential space (and, potentially, hotel space), which will include a maximum of 240 residential units, and approximately 31,000 square feet of retail/restaurant/civic space. The Project will be served with a multi-level garage with up to 650 spaces. The Project will provide an approximately one-third-acre public open space plaza on the waterfront, with additional open pedestrian space in Nelson Court and on the northerly side of the Site adjacent to the MHD Accessway. The Project will contribute to making the Fort Point Channel Boston's next great place by creating exciting special facilities of public accommodation, including a café/performance venue, Town Square, multi-media performance facility, and a restaurant, which will take its place in the "Restaurant Row" along the Fort Point Channel contemplated by the Municipal Harbor Plan.

The site plan attached hereto as Exhibit B shows the Project, and the elevations attached hereto as Exhibit C illustrate its general appearance as currently envisioned. The final design and appearance of the Project are subject to final design and other development review by the BRA and other governmental agencies and authorities. The signage program for the Project shall also be subject to design review by the BRA, but any "sign" (as defined in the Code) approved as part of such review shall be deemed to be in compliance with this Plan.

Project Elements:

Buildings. The anticipated Project Buildings are described elsewhere in this Plan and shown on the Exhibits hereto.

Open Space and Landscaping. As shown on Exhibit B, the Project includes the creation of an approximately one-third acre public plaza on the Fort Point Channel, in a location now occupied by a parking lot. This plaza will have tables and chairs spilling out from the restaurant in good weather, will provide space for outdoor public events as well as waterfront activities, and will provide a pedestrian accessway between Congress Street and the water transportation terminal at 500 Atlantic Avenue.

Harborwalk. The Project includes a 15-foot Harborwalk along the Fort Point Channel, adjacent to the new open space plaza, as shown on Exhibit B. This link will connect with the Harborwalk at 500 Atlantic Avenue and 470 Atlantic Avenue, providing waterfront pedestrian access between the Congress Street Bridge and the Moakley Bridge.

Sidewalks/Streetscape. The Project includes the widening of the Congress Street sidewalk into an approximately 18-foot wide public promenade linking the Rose Kennedy Greenway with the Fort Point Channel, as shown on Exhibit B and approved in the Transportation Access Plan Agreement for the Project.

Parking and Loading Facilities. There are currently 131 surface parking spaces (62 commercial and 69 private) on the Site, which spaces may be maintained on an interim basis only, through the substantial completion of Project construction. The underground parking garage to be constructed in connection with the Project will contain multiple levels and will have a maximum total capacity of up to 650 cars, serving both public and tenant parking needs. Included in these spaces are 62 commercial spaces available to the public. The garage may include tandem spaces and stackers, and shall be designed so as to facilitate the achievement of its intended capacity, including compact parking spaces sized to meet site constraints. Three loading bays, two trash dumpsters, and parking for up to two to three additional vehicles are accommodated in the proposed loading dock, accessed from Congress Street.

Public Transportation Access. Russia Wharf is located only a block from South Station, at the center of the public transportation network serving Downtown Boston. This proximity to the busiest multi-modal transportation center in the region closely connects the Site with the local, regional, and national transit system. The Site is adjacent to the water transportation terminal at 500 Atlantic Avenue. The Project includes the provision of boat slips, charter boat docking, public touch-and-go docking, and dinghy and small craft docking. The redevelopment of Russia Wharf will offer many opportunities for pedestrian-level connections from this system to the waterfront, and beyond to the city at large.

Ground Floor Elements. The ground floor of the Project, except for ancillary back-of-the-house space and access and loading areas, will be publicly accessible, and will include the following:

- A "Town Square," approximately 6,300 square feet of skylit civic gathering space within the atrium area of the Graphic Arts and Tufts Buildings, with programming and promotion to be provided by the Proponent
- A Multi-Media Performance Area, approximately 3,800 square feet, providing a destination location for visitors and city residents to learn about Boston's history, culture, diversity and future
- A "Channel Concierge," providing information, maps, ticketing, and details on current events
- A Community Art Gallery

- A waterfront restaurant and café/performance venue, part of the Fort Point Channel “Restaurant Row,” providing flexible space for alternative uses and populations at different times of the day

In addition, retail and civic/cultural uses will activate the ground floor of the Project, providing a welcoming and exciting destination for Boston residents and travelers alike.

Proposed Traffic Circulation. The Russia Wharf Project will include a new underground parking garage designed and operated as a modern first class facility. Access to and egress from the underground garage will be provided via Congress Street. Traffic circulation in and out of the underground garage will be designed to prevent, to the maximum extent feasible, the on-street queuing of arriving vehicles during peak hours and thereby lessen any potential delays and other adverse traffic impacts. The curb along Congress Street is proposed to be used for residential pick-up/drop-off operations, taxi use, curbside valet for the restaurant, short-term pick-up/drop-off for shuttle buses and historic tour vehicles, and metered parking. In addition to serving approximately 135 residences, this curb will also provide a pick-up/drop-off area for the office space, the multi-media performance facility and the expanded cultural uses including the new Town Square. A residential pick-up/drop-off area on Atlantic Avenue for several vehicles will support the approximately 65 residential units proposed for the Russia Building. Providing these pick-up/drop-off areas will assist in maintaining full operational capacity of the major arterial roadways adjacent to the Site.

Zoning:

Building Height. The Russia Building is approximately 103 feet high. There will be no change in the height of the Russia Building. The Graphic Arts and Tufts Buildings are approximately 92 feet in height. A new office structure of up to 395 feet in height will be constructed over a portion of the Graphic Arts and Tufts Buildings. All references to “height” refer to its definition in the Code. For purposes of this Plan, rooftop mechanical equipment, whether or not screened, penthouses normally built above the roof and not used or designed to be used for human occupancy, and structures and facilities providing access to rooftop space shall not be included in calculating building height, provided that such structures and equipment do not exceed in the aggregate one-third of the floor area of the rooftops. Pursuant to Section 80C-9 of the Code, the Project shall be in compliance with the Code so long as the Project is consistent with this Plan.

Proposed Density. The Project will include approximately 861,000 square feet of gross floor area, of which approximately 95,000 square feet is located in the Russia Building and 766,000 square feet will be located in the Graphic Arts and Tufts Buildings and the new office structure. The maximum floor area ratio (“FAR”) for the Project will be 9.25. The redevelopment of the Project Site approved by this Plan will make possible the preservation of significant elements of its historic buildings, while accommodating new improvements providing substantial benefits to the immediate area and the city as a whole. The Project’s scale and massing are appropriate to its location in the Financial District, and its FAR is mitigated by careful planning, as well as by nearby open space resources. To the west is the Rose Kennedy Greenway, and to the east is the Fort Point Channel. To the north, the Project is adjacent to the 40-foot-wide permanent Massachusetts Highway Department Accessway, enhanced by the additional 10-foot open space on the northerly side of the Graphic Arts and Tufts Building provided by the Project. To the south is the Congress Street sidewalk, which will be widened to an approximately 18-foot wide promenade as part of the Project.

Proposed Uses. The Project includes approximately 65 new residential units in the Russia Building, approximately 135 residential units in the Graphic Arts and Tufts Buildings (possibly in combination with a hotel), an approximately 500,000 square foot office building above the Graphic Arts and Tufts Buildings, and multiple levels of below-grade parking. A mix of uses will occupy ground level

locations, including office/residential lobbies, restaurant, café/performance venue, retail spaces, gallery and civic space, pedestrian circulation, loading, and other special destination facilities. The Project's ground floor will not include hotel rooms, residential units, or offices, other than offices associated with permitted "Civic Uses" and/or accessory offices. The Project may include those uses set forth in Exhibit E attached hereto.

Municipal Harbor Plan Requirements. The Municipal Harbor Plan grants substitutions for the Project for water dependent use zone, open space, and height. The Project complies with these substitutions.

Development Review Procedures. Schematic design plans, design development plans, and final plans and specifications (i.e., contract documents) for any portion of the Project are subject to review and approval by the BRA in accordance with its Development Review Procedures. The final plans and specifications, as approved by the BRA pursuant to these Development Review Procedures, shall be deemed to have addressed all design requirements of the IPOD.

Given the complexity and scope of the proposed Project, and as a result of the various reviews of the Development necessary to secure all required permits and approvals, modifications may have to be made to it. Written requests for specific, minor modifications to the Project's design, consistent with the height and density limitations and public benefit obligations set forth herein, including without limitation modifications that affect site improvements, exterior facades, roofscape, or public spaces, will be subject to the written approval of the Director of the BRA under this Plan without further BRA action.

Public Benefits. The public benefits of the Project include the following:

- Creating construction and permanent full-time employment, including the development of high-quality office space to accommodate approximately 2,500 permanent positions, reinforcing the regional, national, and international competitive advantages of Boston's Financial District
- Advancing the goals of the Municipal Harbor Plan through the creation of a new, attractive one-third-acre public plaza and promenade that connects to the new water transportation facilities at 500 Atlantic Avenue and relocates the 62 surface commercial parking spaces that presently occupy the wharf area
- Providing a substantial monetary contribution to the creation of affordable housing in the City of Boston through the Housing Contribution Grant in the approximate amount of \$2,841,000, as well as satisfying the requirements of the City's Policy on Inclusionary Zoning by (a) providing 50% of the affordable housing units required by said policy on-site, and (b) making a payment to the BRA in an amount equal to 50% of the number of required affordable housing units, multiplied by the affordable housing cost factor of \$97,000.
- Providing a substantial monetary contribution to the creation of job training opportunities through the Jobs Contribution Grant in the approximate amount of \$569,000
- Contributing \$400,000 for the lighting design, purchase, and installation of new architectural lighting fixtures for the enhancement of the restoration of the Congress Street Bridge
- Contributing \$500,000 for the development and/or long term maintenance of a new park across the Fort Point Channel, to be known as Children's Wharf Park

- Contributing \$500,000 for a variety of public programming and events or capital improvements to help implement the Fort Point Channel Watersheet Activation Plan, administered by the Fort Point Channel Operations Board
- Contributing \$500,000 to help support ferry operations at 500 Atlantic Avenue and/or provide funding for waterborne trips by Boston school children to the Harbor Islands
- Constructing a secondary ramp system from Russia Wharf/Congress Street to Channel Walk West valued at \$225,000, promoting pedestrian access from street level to floats along the Fort Point Channel
- Providing boat slips, charter boat docking, public touch-and-go docking and dinghy and small craft public docking for a period of 99 years, consistent with the Chapter 91 license for the project
- Contributing office space to support the operations and activities of the Friends of the Fort Point Channel (or similar non-profit organization engaged in activating the Fort Point Channel, should the Friends of Fort Point Channel not need the space), for a period of ten years with renewal options to the end of the term of the Chapter 91 license
- Expanding the Congress Street Sidewalk by approximately eight feet to enhance pedestrian access and the pedestrian environment, at a value of approximately \$350,000
- Providing programming for outdoor and indoor events such as art installations, concerts, or celebrations organized with other Fort Point Channel neighbors to help create an active, vibrant atmosphere on and around the Site
- Providing public art, way-finding signage, banners, and informational services in the public “Town Square” area.
- Providing public restrooms in the public “Town Square” area
- Creating historic interpretive signage and exhibits valued at \$150,000 to document the Site’s history, consistent with the City’s Historic Piers Network Plan
- Restoring, rehabilitating and adaptively reusing the historic Russia Building, the most distinguished of the existing buildings on the Site
- Preserving and adaptively re-using the historically-significant elements of the Graphic Arts and Tufts Buildings, with flexibility to address access and feasibility concerns
- Generating increased real estate, sales, and meals tax revenues for the City of Boston
- Providing a visually attractive structure of a quality, scale, and massing appropriate to its waterfront and Financial District location
- Providing facilities of public accommodation on the first floor in accordance with Chapter 91 regulations, including restaurant/café/performance space, retail/civic/cultural space, a new Town Square, a multi-media performance facility, a channel concierge, a community art gallery, public restrooms, and waterfront access
- Locating a transit-oriented mixed use development in an area supported by significant nearby transportation and utility infrastructure

- Contributing \$100,000 for the support of the Greenway or other civic purposes as designated by the Director
- Contributing \$5,000 in recognition of the historic use of the Site for trade with Russia to the Russian Community Association of Massachusetts for its cultural, civic, and educational activities
- Contributing to the overall revitalization of the Fort Point Channel and Financial District Waterfront area
- Helping maximize the use of public investment in transportation and infrastructure in the area of the Site

The foregoing satisfy the public benefits requirements of the Code.

Development Schedule and Phasing of the Project. Project construction is anticipated to begin in the third quarter of 2006. The target date for completion of the Project is the fourth quarter of 2009, but completion of the Project, or any Project Component, will depend upon continued market demand for the uses contemplated, the availability of construction labor and materials, and stability in the larger economy. As more precise construction sequencing plans are developed, they shall be submitted to the BRA for confirmation and approval. The Project phasing plans will also incorporate measures to maintain a pedestrian accessway to the waterfront during use of the wharf for construction activities, while protecting pedestrians and other visitors. It may be necessary, for example, to temporarily reroute public access through portions of the Site to assure pedestrian safety.

This Plan approves: (i) construction of the Project Components in multiple phases or sub-phases, which phases or sub-phases may proceed sequentially or simultaneously, depending on market demand, construction sequencing strategies, and other factors; (ii) interruptions between completion of such phases or sub-phases and commencement of construction of the next phases or sub-phases; and (iii) construction of the infrastructure improvements, including portions of the Project garage, in phases as the Project proceeds.

Applicability. Consistency of the Project with this Plan constitutes compliance with the dimensional, use and other requirements of the Code, in accordance with Sections 27D-8 and 80C-9 of the Code.

Amendment of Plan. Any owner of an individual Project Component may seek amendment of this Plan as to such Project Component in accordance with the procedures prescribed by the Code without the consent of any other owner of a Project Component. In the event that any amendment affects the overall compliance of the Project with this Plan, this Plan shall be deemed amended with respect to the Project as a whole to the extent necessary for the overall Project to comply with this Plan without requiring any modifications of the requirements of this Plan as to any of the other Project Components.

Proponent's Obligations to Proceed with Project. Notwithstanding anything set forth herein to the contrary, under no circumstances shall the Proponent be obligated to proceed with all or any portion of the Project. If the Proponent proceeds with the Project, the Proponent shall satisfy the public benefit obligations described above.

ATTACHMENTS

EXHIBIT A – LEGAL DESCRIPTION

EXHIBIT B – GROUND FLOOR PLAN; SITE PLAN

EXHIBIT C – PROJECT ELEVATIONS

EXHIBIT D – PROJECT TEAM MEMBERS

EXHIBIT E – PROPOSED USES

Exhibit A

Description of Site

A certain parcel of land with the improvements thereon known as Russia W 530 Atlantic Avenue and 270-286 Congress Street, Boston, Suffolk County, Massac the southeasterly side of Atlantic Avenue and shown on a plan entitled "Plan of Land dated October 31, 1978, prepared by Boston Survey Consultants, recorded with the Deeds in Book 9122, Page End.

Exhibit A

Description of Site

A certain parcel of land with the improvements thereon known as Russia Wharf and located at 530 Atlantic Avenue and 270-286 Congress Street, Boston, Suffolk County, Massachusetts, situated on the southeasterly side of Atlantic Avenue and shown on a plan entitled "Plan of Land in Boston, Mass", dated October 31, 1978, prepared by Boston Survey Consultants, recorded with the Suffolk Registry of Deeds in Book 9122, Page End.

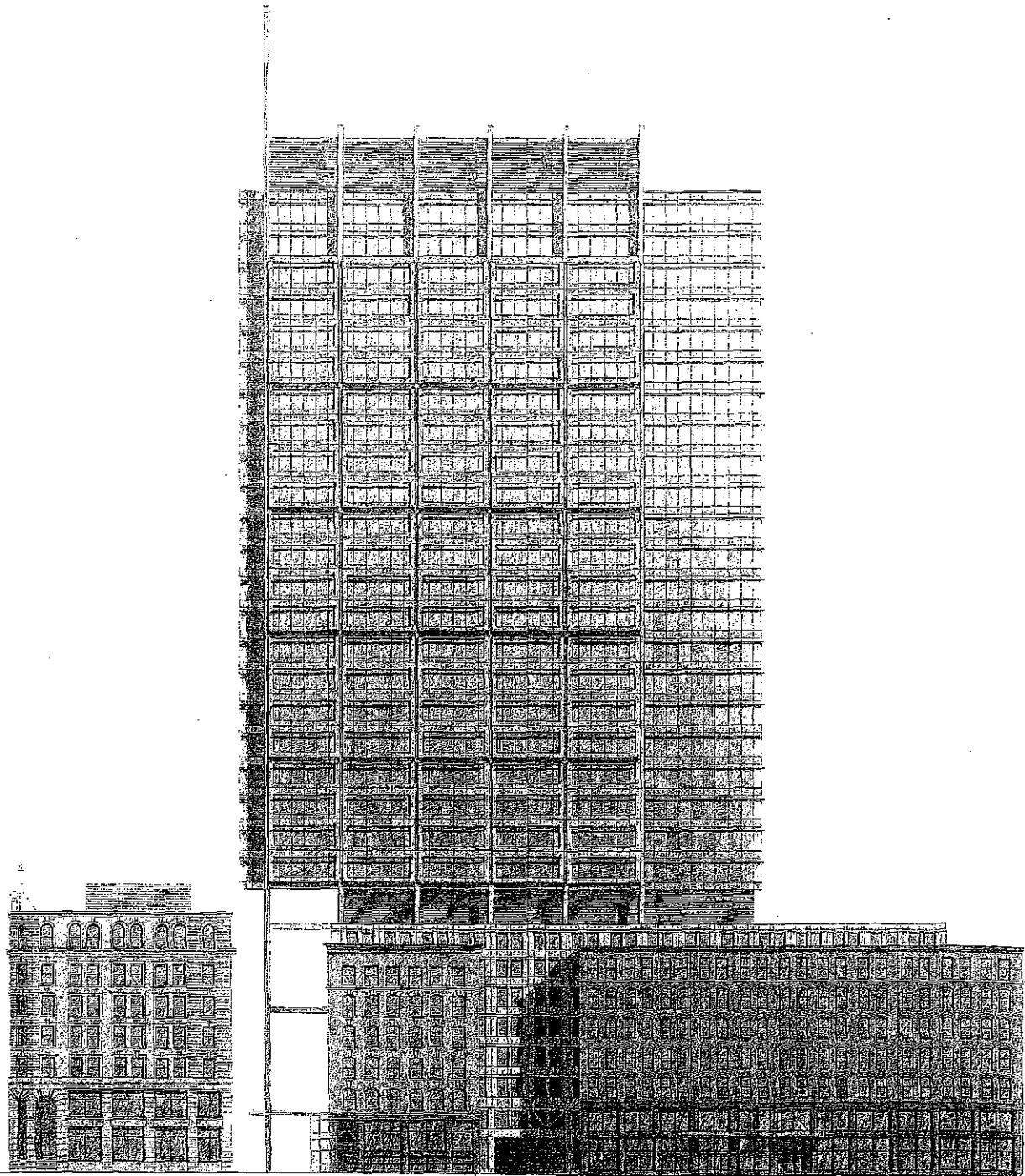
Exhibit B

Ground Floor Plan; Site Plan

See attached

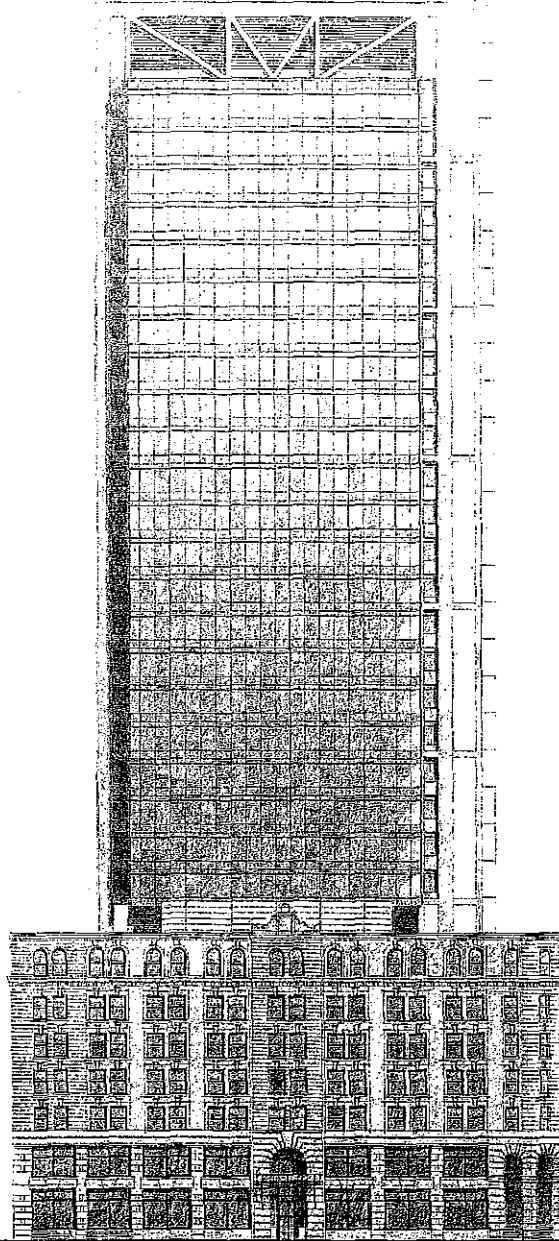
Exhibit C

Project Elevations



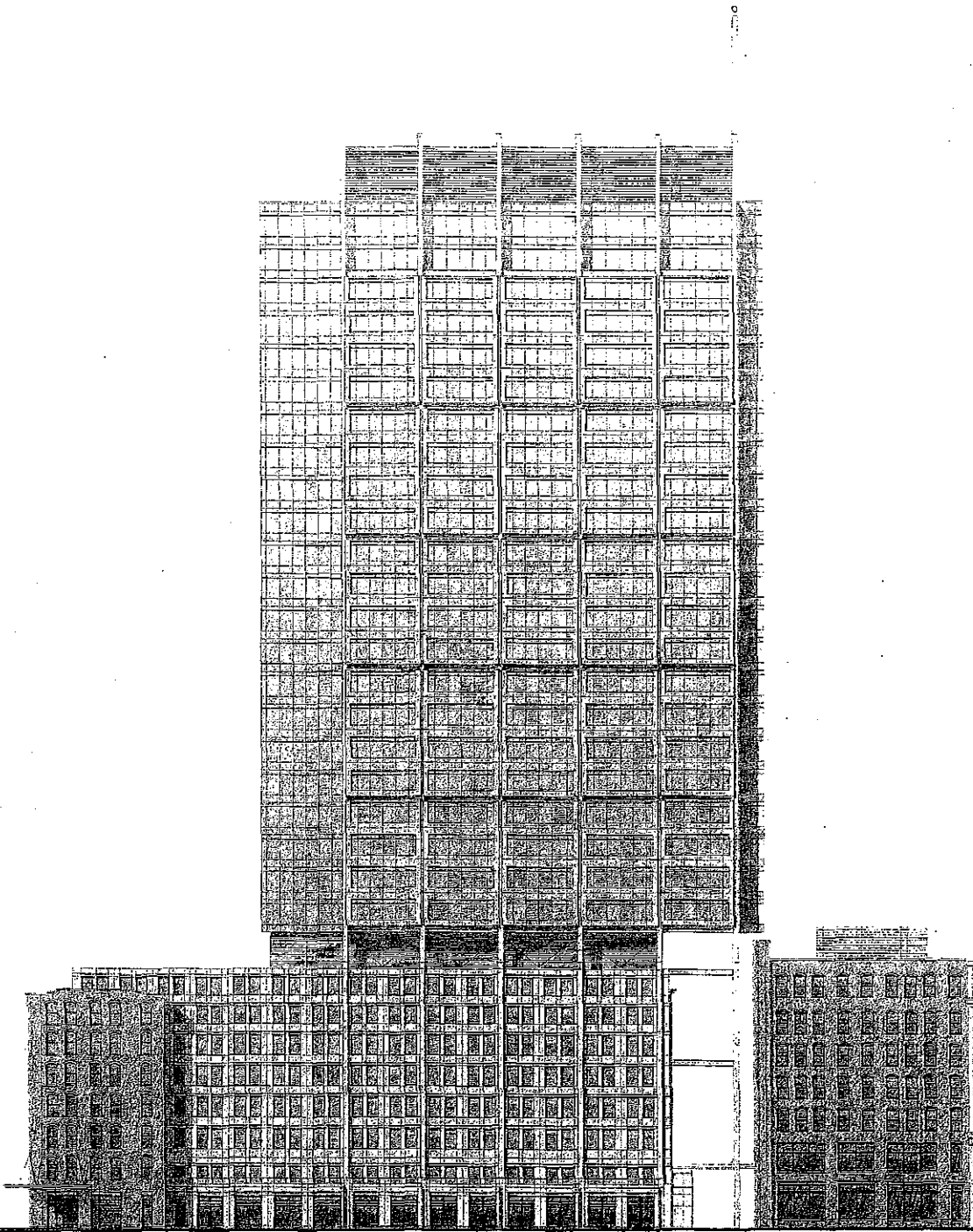
Russia Wharf Notice of Project Change

Figure 2-12
South Elevation from Congress Street



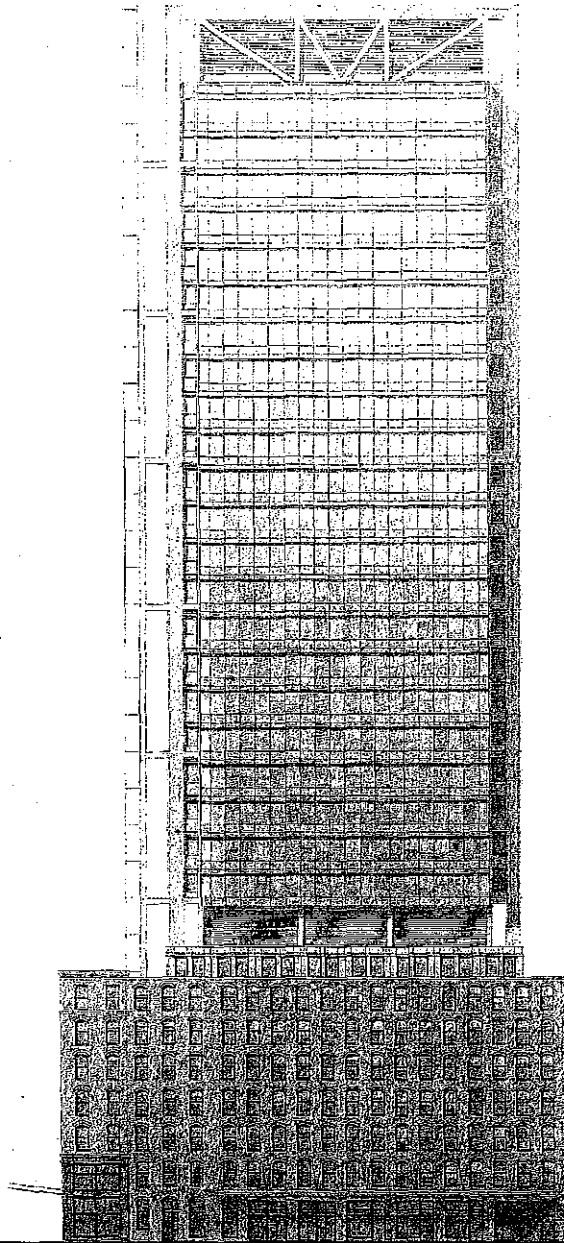
Russia Wharf Notice of Project Change

Figure 2-13
West Elevation from Atlantic Avenue



Russia Wharf Notice of Project Change

Figure 2-14
North Elevation from 500 Atlantic/Mass Highway
Access Way



Russia Wharf Notice of Project Change

Figure 2-15
East Elevation from Fort Point Channel

Exhibit D

Project Team Members

Proponent

MA-Russia Wharf, L.L.C.
(Equity Office Properties Trust)

100 Summer Street
Boston, MA 02210
617-425-7500

Regional Senior Vice President, Maryann G. Suydam
Vice President of Development, Kevin Mulhall
Russia Wharf General Manager, James L. Sheehan

Legal Counsel

Wilmer Cutler Pickering Hale and Dorr LLP

60 State Street
Boston, MA 02109

Senior Partner, Katharine E. Bachman, Esq.
Senior Partner, Robert Tuchmann, Esq.

Project Managers

Spaulding & Slye Colliers

255 State Street
Boston, MA 02109
617-523-8000

Principal, John Meyers
Senior Vice President, Daniel St. Clair

Environmental Planners

Vanasse Hangen Brustlin, Inc.

101 Walnut Street
Watertown, MA 02174

Principal, John Jennings, ASLA
Senior Planner, Carol Lurie, AICP
Senior Environmental Scientist, Daniel Padien

Urban Design/Landscape Architects

To be determined

Architects

CBT/Childs Bertman Tseckares Inc.

110 Canal Street

Boston MA 02114

Project Designer, Richard Bertman, AIA

Project Architect, Charles N. Tseckares, AIA

Project Manager, James H. McBain, AIA

Architect, Eric Jahan, AIA

Historic Resources

Building Conservation Associates

580 High Street

Dedham, MA 02026

Principal, Andrea Gilmore

Architectural Conservator, Jessica Zullinger

Historic/Archaeological Resources

PAL (Public Archaeology Laboratory, Inc.)

210 Lonsdale Street

Pawtucket, RI 02860

Principal, Deborah Cox, RPA

Architectural Historian, Virginia H. Adams

Geotechnical Engineer

Haley & Aldrich

465 Medford Street

Suite 2200

Boston, MA 02129

Principal, Mark Haley, P.E.

Project Engineer, Heather B. Scranton, P.E.

Structural Engineers

LeMessurier Consultants

675 Massachusetts Avenue
Cambridge, MA 02139
Principal, Mysore Ravindra, P.E.

Public and Community Relations

McDermott Ventures

Fifty Congress Street
Boston, MA 02109
President, Pam McDermott
Executive Vice President, Carolyn Spicer

Transportation Planning

Howard/Stein-Hudson

38 Chauncy Street
9th floor
Boston, MA 02111
Principal, Jane Howard, P.E.
Senior Traffic Engineer, Guy Busa, P.E.

Civil/Site/Infrastructure Engineer

Vanasse Hangen Brustlin, Inc.

38 Chauncy Street
Boston, MA 02111
Senior Civil Engineer, Mark Junghans, P.E.
Civil Engineer, Howard Moshier, P.E.

Air Quality and Wind

Rowan Williams Davies & Irwin, Inc.

650 Woodlawn Road West
Guelph, Ontario, Canada N1K 1B8
Principal, Project Director Colin Williams, Ph.D., P.Eng.
Project Engineer, Hanqing, Wu, Ph.D, P.Eng.
Project Manager, Deborah Near

Air Quality

ENSR International

2 Technology Park Drive
Westford, MA 01886-3140
Senior Air Quality Meteorologist, David Heinhold, C.C.M.

Mechanical Engineer

TMP Consulting Engineers

52 Temple Place

Boston, MA 02111-1306

Senior Engineer, Richard Noce, P.E.

Project Manager James Magarian, PE.

Construction Manager

Turner Construction Company

2 Seaport Lane

Boston, MA 02210

Project Executive, Philip Coleman

Exhibit E

Permitted Uses

The following uses shall constitute "Civic Uses":

Museum, exhibition space, library, gallery, theatre, performance space, auditorium, aquarium, historical exhibit, cultural exhibit, or other similar cultural or civic activities that are accessible to the general public.

The following uses shall constitute "Residential Uses":

Multifamily residential uses, including residential condominium units, residential rental units, loft-style units, extended stay rental units, and any combination of the foregoing.

The following uses shall constitute "Hotel Uses":

Hotel and conference center use.

Time-share or condominium hotel.

The following uses shall constitute "Office Uses":

Agency or professional office (including offices of professional persons, such as accountants, architects, attorneys, dentists or physicians and real estate, insurance, financial service institution, or other agency or government office).

General Office.

Post office, bank (other than drive-in bank), or similar establishment.

The following uses shall constitute "Other Uses":

Civic Uses (as defined above).

Community Uses and Cultural Uses:

Library, museum, gallery, theater, auditorium, performance space, aquarium, or historical exhibit open to public generally.

Community center, including community meeting space, office space for non-profit organizations, information booth/concierge, and ancillary retail use.

Day care center.

Fitness center/health club/spa.

Meeting facilities.

Retail/Service Uses:

Store primarily serving the retail business or service needs of the neighborhood and harbor/waterfront users, including newsstand, chandlery, barber shop, beauty shop, shoe repair shop, self-service laundry, pick-up and delivery station of laundry or drycleaner, tailor shop, hand laundry.

Store (including a department store) retailing one or more of the following: food, baked goods, groceries, packaged alcoholic beverages, drugs, tobacco products, clothing, drygoods, books, film, video, art, flowers, paint, hardware, furniture, and household appliances.

Bank.

Automatic teller machine.

Restaurant/Entertainment Uses:

Lunchroom, restaurant, cafeteria, or other place for the service or sale of food or drink for on-premises consumption, including outdoor cafes, and including establishments serving alcohol.

Place for sale and consumption of food and beverages (other than drive-in restaurants) providing dancing or entertainment or both (other than adult entertainment).

Sale over the counter, not wholly incidental to a local retail business or restaurant, of food or drink prepared on premises for off-premise consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out (other than drive-in restaurants), including take-out restaurants and catering establishments.

Café/performance venue.

Dance hall, skating rink, bowling alley, pool room, billiard parlor.

Facility providing computer access.

Educational Uses:

Marine research and/or training institute for education institution provided that water access is required for the facility or its operation.

Public Services Uses (subject to St. 1956, Chapter 665, Section 2):

Automatic telephone exchange, telecommunications facilities, wireless communications facilities.

Flood, water level, or tidal control facility.

Cable conduit, pipeline crossing, stormwater outlet, or other similar utility structure.

Place of Worship:

Place of worship; monastery; convent; parish house.

Art Uses

Water Dependent Uses and Water Related Uses:

Dock, slip, pier, wharf, marina, anchorage, or moorage for commercial vessels, charter fishing boats, and recreational vessels awaiting servicing, provisions, on or off loading of people or cargo at delivery, including fueling facilities, bait and tackle facilities, and fishing related facilities.

Water-dependent recreational facility, recreational marina, facilities for the use, hire or charter of commercial vessels, boat rental establishment, recreational sailing or boating school, yacht club.

Parks, esplanades, boardwalks, and other pedestrian facilities that promote public use and enjoyment of the water and are located at or near the water's edge.

Aquarium, including uses reasonably appurtenant thereto such as gift shop, laboratory space, classrooms, restaurant, and food service uses, office space, conference facilities, and meeting rooms.

Other cultural, educational, research, or training facilities dedicated primarily to marine purposes or water-oriented exhibits.

Waterborne passenger transportation facilities, such as those serving ferries, cruise ships, commuter and excursion boats, and water shuttles and taxis.

Navigation aids, marine police and fire stations, and other waterways public safety and law enforcement facilities.

Shore protection structures, such as seawalls, bulkheads, revetments, dikes, breakwaters, rip rap, wave deflectors, and the like.

Sale of marine hardware or boating, diving, or fishing supplies and equipment.

Fish processing facility and accessory wholesale and retail sale of fish and fish products.

Open Space/Recreational Uses:

Open space for active or passive recreational use or dedicated to the conservation of natural resources, including waterways areas, beaches, reservations, parks, public gardens, and playgrounds; nonprofit sailing center or other public recreational facility operated by a nonprofit organization; publicly accessible garden conservatory or botanical garden; or similar use.

Recreational building on an open space area that is necessary and/or appropriate to the enhanced enjoyment of the particular open space area and is open to the public (including, for example, a

nonprofit sailing center, other public recreational facility operated by a nonprofit organization, or publicly-accessible garden conservatory or botanical garden).

The following uses shall constitute "Parking Uses":

Accessory parking, interim surface parking lot, and public and private parking garage uses.

The following uses shall constitute "Loading Uses":

Loading bay uses.

The following uses shall constitute "Accessory Uses":

Subject to the limitations and restrictions of Article 10 of the Code, any use accessory or ancillary to, and ordinarily incident to, a lawful main use is allowed; provided that such use is not specifically forbidden by this Plan; and provided further that any such use shall be subject to the same restrictions, conditions, limitations, provisos and safeguards as the use to which it is accessory, including but not limited to the following:

- an office, within a building, of an accountant, architect, attorney, dentist, physician, or other professional person who resides in such building.
- an occupation for profit customarily carried on in a dwelling unit by a person residing therein provided that such occupation is carried on in a main building and requires only equipment ordinarily incident to a dwelling unit and that no nonresident help is employed and that there is no trading in merchandise.
- the keeping of marine life or laboratory animals incidental to a lawful educational or aquarium use.
- as accessory uses to Hotel Uses, restaurant, lounge, bar, newstand, health club, fitness center, swimming pool, exhibition hall, conference and meeting facilities, retail and service establishments serving guests and visitors, storage use, office use, and other uses incidental to the operation of a hotel.
- the storage of flammable liquids and gases incidental to a lawful use.
- permanent dwellings for personnel required to be resident on a lot for the safe and proper operation of a lawful main use.
- day care center.
- health club facility, tennis court, swimming pool.
- amusement games, video games.
- co-generation facility.
- storage related to permitted uses.

MEMORANDUM**DECEMBER 1, 2005**

TO: BOSTON REDEVELOPMENT AUTHORITY AND
MARK MALONEY, DIRECTOR

FROM: TOM MILLER, DIRECTOR OF ECONOMIC DEVELOPMENT
JAY RUSSO, DEPUTY DIRECTOR FOR DEVELOPMENT REVIEW
JAMES GRIBAUDO, SENIOR PROJECT MANAGER

SUBJECT: RUSSIA WHARF REDEVELOPMENT PROJECT, 270-286
CONGRESS STREET AND 530 ATLANTIC AVENUE - PUBLIC
HEARING FOR DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 66 AND REQUEST TO ESTABLISH
A DEMONSTRATION PROJECT AND EFFECT TAKINGS OF A
PORTION OF THE AIR RIGHTS OVER CONGRESS STREET AND
ATLANTIC AVENUE

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority ("BRA") (1) approve the Development Plan for Planned Development Area No. 66 ("Development Plan") and the associated map amendment in accordance with Article 80C of the Boston Zoning Code ("Code"); (2) authorize the Director of the BRA to petition the Boston Zoning Commission to approve the Development Plan and associated map amendment, both in substantial accord with the versions presented to the BRA at its hearing on December 1, 2005; (3) authorize the Director to issue a Certification of Consistency pursuant to Section 80C-8 of the Code; (4) authorize the establishment of a "Demonstration Project" under Massachusetts General Laws ("M.G.L.") Chapter 121B, Section 46(f) for the Russia Wharf Redevelopment Project; (5) authorize the adoption of a "Demonstration Project Plan" for the Russia Wharf Redevelopment Project which grants the BRA the authorization to acquire and convey to the Applicant (defined below) certain property which is located above Congress Street and Atlantic Avenue and owned by the City of Boston, which is necessary and appropriate for the Russia Wharf Redevelopment Project; (6) adopt an Order of Taking for said property located above Congress Street and Atlantic Avenue; (7) authorize the Director of the BRA to petition the City of Boston Public Improvements Commission for the discontinuance of the portions of Congress Street and Atlantic Avenue taken by the BRA; and (8) authorize the Director to execute a deed, a Cooperation Agreement in connection with the Development Plan, and any and all other documents deemed necessary and appropriate by the Director in connection with the conveyance and the control of the areas to be taken and the Development Plan.

PROJECT DESCRIPTION

MA-Russia Wharf, L.L.C. is a Delaware limited liability company affiliated with Equity Office Properties Trust ("Applicant") and the owner and redeveloper of the Russia Wharf Redevelopment Project.

The Applicant proposes to redevelop premises at 270-286 Congress Street and 530 Atlantic Avenue into an approximately 861,000 square foot mixed-use development that will include an approximately 500,000 square foot office building with twenty-two stories above the Graphic Arts and Tufts Buildings on Congress Street, approximately 135 residential condominium units (or alternatively a mix of residential and boutique hotel uses) in the Graphic Arts and Tufts Buildings, approximately 65 residential condominium units in the Russia Building, retail space, civic/cultural space, café/performance venue, restaurant space, and up to 650 parking spaces, with new waterfront public open space and a marina (the "Russia Wharf Redevelopment Project" or the "Project"). As part of the Project, the Applicant is preserving the historically significant elements of the Graphic Arts Building at 270 Congress Street, the Tufts Building at 286 Congress Street, and the Russia Building at 530 Atlantic Avenue. These buildings were constructed over 100 years ago. The existing projections of small elements of these historic buildings over the public way are sought to be preserved as part of the Project. The Project enables this historic preservation program to be carried out and facilitates the clearance of title as necessary for Project financing.

PROJECT REVIEW

The Applicant submitted a joint Project Notification Form/Environmental Notification Form to the BRA and the Massachusetts Executive Office of Environmental Affairs under the provisions of the Massachusetts Environmental Policy Act ("MEPA") on July 1, 2002. On September 10, 2002, the BRA issued a Scoping Determination outlining the issues to be studied in a Draft Project Impact Report. On February 28, 2003, the Applicant filed a joint Draft Environmental Impact Report/Project Impact Report with MEPA and the BRA. On June 23, 2003, the BRA issued a Preliminary Adequacy Determination in response to the Draft Project Impact Report/Environmental Impact Report. On December 30, 2003, the Applicant filed a combined Final Environmental Impact Report/Project Impact Report ("Final PIR/EIR") with MEPA and the BRA. The Project review under Article 80 was successfully completed following the BRA's review of the Final PIR/EIR, and on May 13, 2004, the BRA Board authorized the BRA Director to issue an Adequacy Determination waiving further review and to issue a Certification of Compliance for the Project. On July 8, 2005, the Applicant filed a Notice of Project Change with MEPA and the BRA. On August 11, 2005,

the BRA Board authorized the BRA Director to issue an Adequacy Determination waiving further review and to issue a Certification of Compliance for the Project as described in the Notice of Project Change. Corresponding approvals of the Project have been issued under MEPA, including the issuance by the Secretary of the Executive Office of Environmental Affairs (the "Secretary") a Certificate on August 29, 2005, finding that the Project as described in the Notice of Project Change adequately and properly complied with MEPA. In addition, the Project has been reviewed and approved by the Secretary as part of the Fort Point Downtown Waterfront Municipal Harbor Plan ("MHP") pursuant to a Certificate issued on March 8, 2004. The Secretary confirmed that the changes to the Project reflected in the Notice of Project Change were consistent with the MHP by letter dated August 29, 2005.

On October 3, 2005, the Applicant submitted an Application for the approval of the Development Plan for the Planned Development Area in connection with the Russia Wharf Redevelopment Project. Notice of the receipt of said Development Plan was published in the Boston Herald on October 5, 2005. The Russia Wharf Redevelopment Project was the subject of a public meeting on November 9, 2005, at which both the proposed Planned Development Area designation of the Project and its historic preservation program were reviewed. There is significant public support for the Project, as evidenced by the successful completion of the regulatory process described above. Moreover, the Project contemplated by the Demonstration Project Plan will simply confirm title to small portions of the historic buildings which have been in existence for many decades.

Based upon the foregoing, BRA staff recommends that the Application, together with the other materials that have been submitted and reviewed in connection with the approval of the Russia Wharf Redevelopment Project, demonstrates a clear and compelling public need that would be met with the approval of the Demonstration Project. The authorization of the takings required thereunder offers substantial and demonstrable public benefits to members of the community, and results in the satisfactory identification, analysis, and mitigation of expected impacts of the Russia Wharf Redevelopment Project, and finds that the proposed takings would advance the public welfare.

PUBLIC BENEFITS

The proposed Russia Wharf Redevelopment Project will bring a number of substantial benefits to the City of Boston, including revitalized historic structures which are now obsolete and beyond their useful lives, and the creation of a vibrant, mixed-use, waterfront redevelopment which will contribute to the economic vitality of the City and the revitalization of the Fort Point Downtown area.

CONCLUSION/RECOMMENDATION

It is the staff recommendation that the BRA (1) approve the Development Plan for Planned Development Area No. 66 and the associated map amendment; (2) authorize the Director to petition the Boston Zoning Commission to approve the Development Plan for Planned Development Area No. 66 and associated map amendment, both in substantial accord with the versions presented to the BRA at its hearing on December 1, 2005; (3) authorize the Director to issue a Certification of Consistency in accordance with Section 80C-8 of the Code; (4) adopt the necessary findings and determinations necessary to approve and establish, pursuant to M.G.L. Chapter 121B, Section 46(f), as amended, a Demonstration Project Designation and a Demonstration Project Plan; (5) adopt an Order of Taking for certain air rights over Congress Street and Atlantic Avenue as necessary for the Russia Wharf Redevelopment Project; (6) authorize the Director to petition the City of Boston Public Improvements Commission to discontinue such air rights over Congress Street and Atlantic Avenue; and (7) authorize the Director to execute a deed in connection with those portions of Congress Street and Atlantic Avenue, a Cooperation Agreement in connection with the Development Plan for Planned Development Area No. 66, and any and all other documents in connection with the transfer of the air rights in Congress Street and Atlantic Avenue and the Development Plan for Planned Development Area No. 66.

Appropriate votes follow:

VOTED: That, in connection with the Development Plan for Planned Development Area No. 66 ("Development Plan") presented at a public hearing duly held at the offices of the Boston Redevelopment Authority ("Authority") on December 1, 2005, and after consideration of evidence presented at, and in connection with, the hearing in connection with the proposed project described in said Development Plan, the Authority finds, pursuant to Section 80C-4 of the Boston Zoning Code (the "Code") with respect to the Development Plan, that (a) the Development Plan will not be for a location or proposed project for which a Planned Development Area ("PDA") is forbidden by the underlying zoning; (b) the proposed project complies with any provisions of the underlying zoning that establish use, dimensional, design, or other requirements for proposed projects in PDAs; (c) the Development Plan complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for PDAs; (d) the Development Plan conforms to the plan for the district, subdistrict, or similar geographic area in which the

PDA is located, and to the general plan for the city as a whole; (e) on balance, nothing in the Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and (f) the Development Plan adequately and sufficiently satisfies all other development plan criteria and specifications for a PDA as set forth in the Code; and

FURTHER

VOTED: That, pursuant to the provisions of Sections 3-1A.a and Article 80C of the Code, the Authority hereby approves the Development Plan and the associated map amendment, and authorizes the Director to petition the Boston Zoning Commission to approve the Development Plan and the associated map amendment, both in substantial accord with the versions presented to the Authority at its hearing on December 1, 2005; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Consistency in accordance with Section 80C-8 of the Code when the Director finds that: (a) the Russia Wharf Redevelopment Project ("Proposed Project") is described adequately in the Development Plan; (b) the Proposed Project is consistent with the Development Plan; (c) the Development Plan has been approved by the Authority and the Boston Zoning Commission in accordance with the applicable provisions of Section 3-1A and Article 80C, Planned Development Area Review; and

FURTHER

VOTED: That the Authority hereby finds and declares as follows:

(a) in order to prevent and/or eliminate urban blight by the undertaking of the Proposed Project, it is in the public interest of both the Authority and the City of Boston to assist MA-Russia Wharf, L.L.C. (the "Applicant") in the acquisition of certain air rights over Congress Street and Atlantic Avenue as shown on the plan entitled "Boston Redevelopment Authority Taking Plan Congress Street and Atlantic Avenue Boston Proper" dated November 10, 2005, and prepared by Vanasse Hangen Brustlin, Inc. ("Taking Plan") attached to this Board Memorandum as Exhibit A (the "Air Rights"); and

(b) that in accordance with Massachusetts General Laws Chapter 30, Section 61, a finding and/or determination is hereby made that the Proposed Project will not result in significant damage to the environment and further, that with the implementation of mitigation measures that all practicable and feasible means and measures will have been taken to avoid or minimize potential damage to the environment;

(c) the development of the Proposed Project cannot be achieved without the assistance of the Authority; and

(d) Based upon (a) and (c) above, the acquisition and conveyance of the Air Rights constitutes a "demonstration project" under Massachusetts General Laws Chapter 121B, Section 46(f), as amended, and (a) and (c) above shall collectively constitute the Demonstration Project Plan; and

FURTHER
VOTED:

That the Authority hereby adopts the resolution that states "BE IT RESOLVED by the Boston Redevelopment Authority that an ORDER OF TAKING dated December 1, 2005 relating to portions of Atlantic Avenue and Congress Street in Boston, Suffolk County, Massachusetts, be executed and made a permanent part of the proceedings, a copy of which the Secretary shall cause to be recorded in the Office of the Registry of Deeds for the County of Suffolk;" and

FURTHER
VOTED:

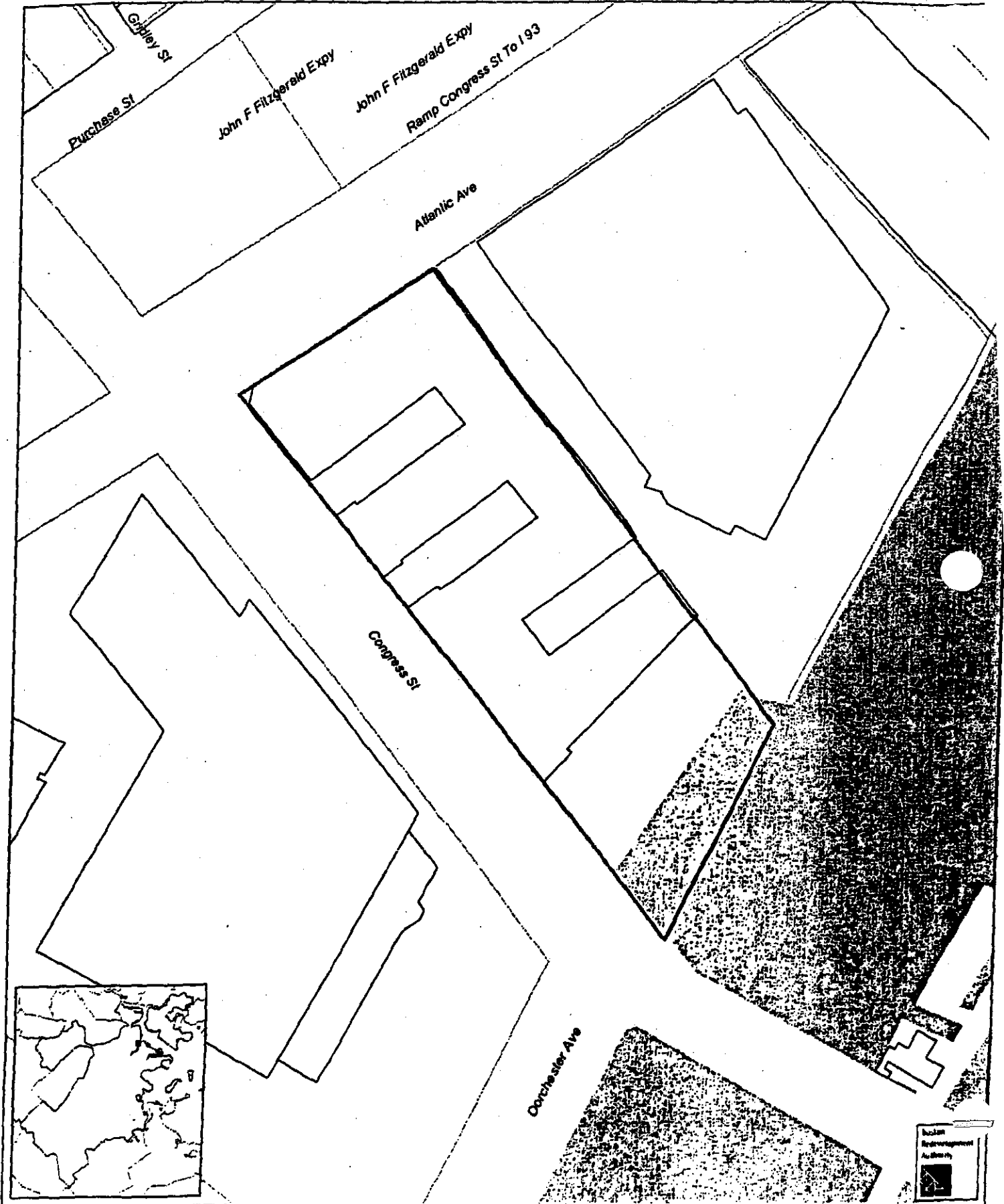
That the Authority petition the Public Improvements Commission to discontinue certain air rights in and over Congress Street and Atlantic Avenue for the Russia Wharf Redevelopment Project as shown on the Taking Plan; and

FURTHER
VOTED:

That the Director be, and hereby is, authorized to execute a deed, a Cooperation Agreement, and any and all other documents deemed necessary and appropriate by the Director in connection with the areas to be taken and the Development Plan for Planned Development Area No. 66.

Russia Wharf

1:1,200



Map Amendment Application No. 513
Planned Development Area No. 66
Russia Wharf
Boston Redevelopment Authority on
behalf of MA-Russia Wharf, LLC
Map 1, Boston Proper

MAP AMENDMENT NO. 452

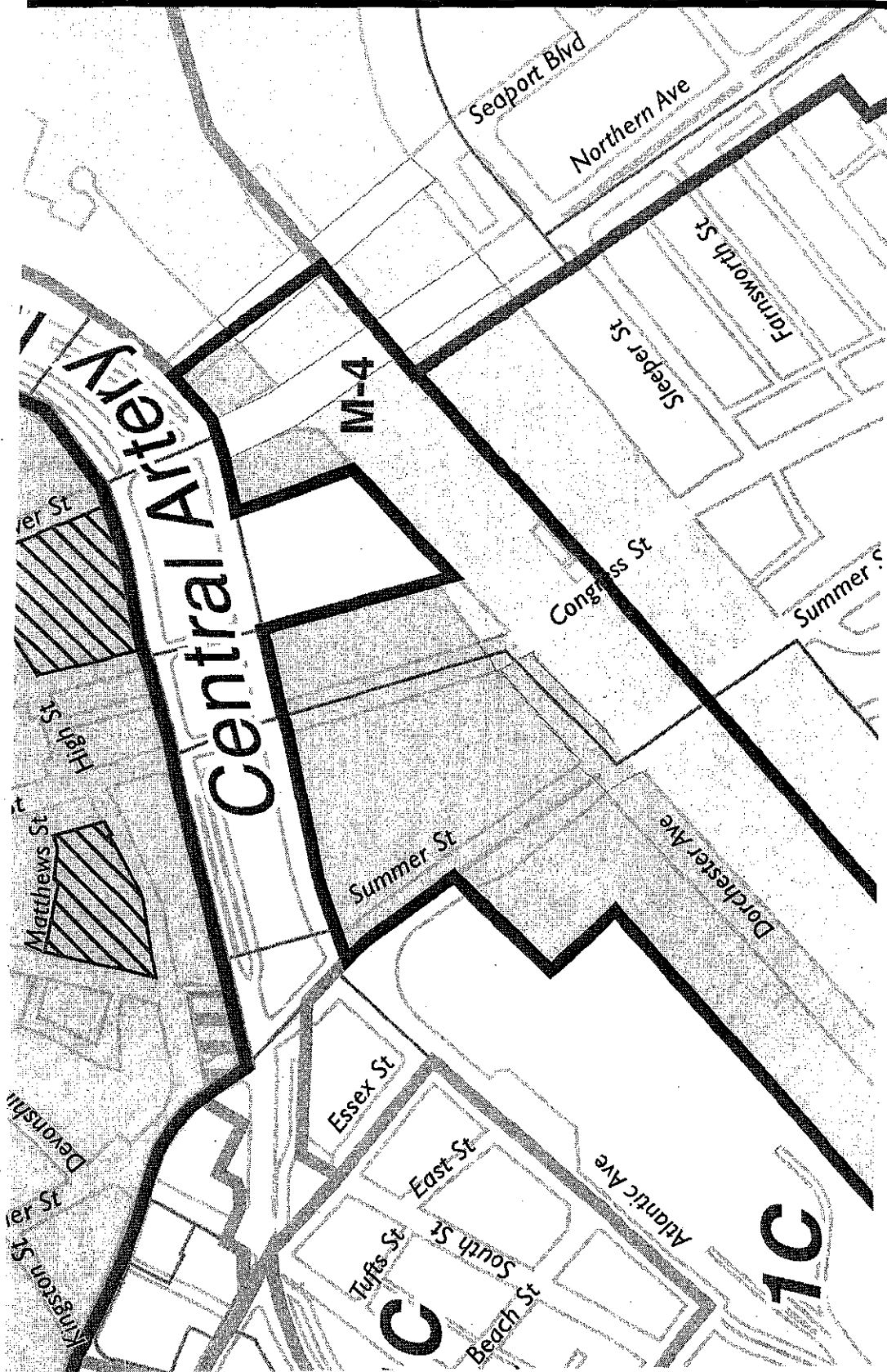
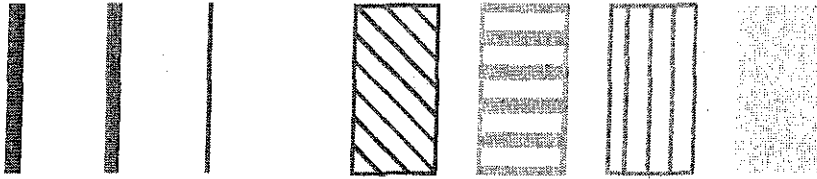
THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

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 Development Plan for Planned Development Area No. 66, Russia Wharf Redevelopment Project, and amends "Map 1, Boston Proper," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

1. By adding the designation "D", indicating a Planned Development Area overlay district, to an area in the Downtown section of Boston measuring approximately 95,131 square feet (2.2 acres) in area located at 530 Atlantic Avenue and 270-286 Congress Street, Boston. Said area is further shown on Appendix A attached hereto.



Chairman

Robert Foudier

Vice Chairman

Robert King

May Perry

Linda Bernard

Jill Stanton

Jane Ann Bray

James Clark

In Zoning Commission

Adopted: January 11, 2006

Attest:

Joseph H. [Signature]

Secretary

Development Plan for Planned Development Area No. 66, Russia Wharf Redevelopment Project

Chairman

Robert Fendren

Vice Chairman

James Clark

Jane G. Bray

Jill S. Hatton

Linda Bernard

MA

Paul C. King

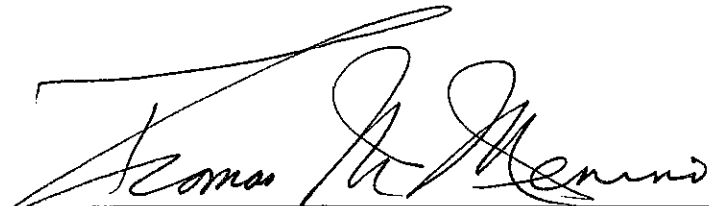
Mary J. King

In Zoning Commission

Adopted: January 11, 2006

Attest:

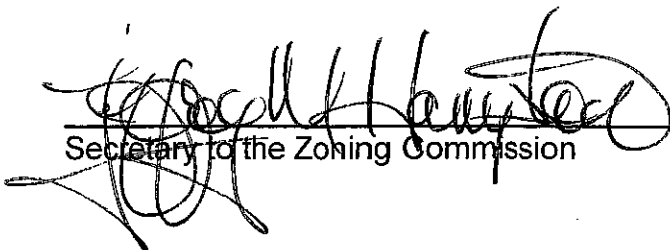
George H. Hester
Secretary



Mayor, City of Boston

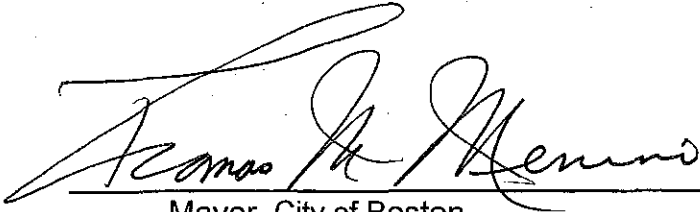
Date: 1/12/06

The foregoing amendment was presented to the Mayor on JANUARY 11, 2006, and was signed by him on JANUARY 12, 2006, whereupon it became effective on JANUARY 13, 2006, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest: 

Secretary to the Zoning Commission

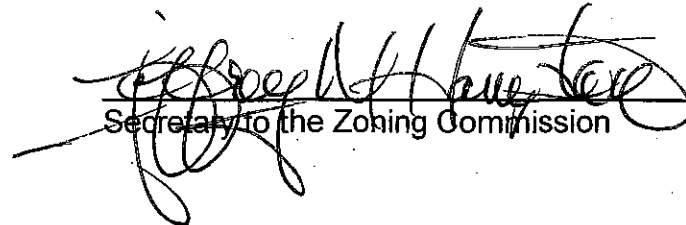
Development Plan for Planned Development Area No. 66, Russia Wharf Redevelopment Project



Mayor, City of Boston

Date: 1/12/06

The foregoing Development Plan was presented to the Mayor on JANUARY 11, 2006, and was signed by him on JANUARY 13, 2006, whereupon it became effective on JANUARY 13, 2006 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest: 

Secretary to the Zoning Commission