

BRA APPROVAL: 11/16/06
ZC APPROVAL: 12/16/06
EFFECTIVE: 12/7/06

BOSTON REDEVELOPMENT AUTHORITY
DEVELOPMENT PLAN
FOR
THE ONE FRANKLIN/FILENE'S REDEVELOPMENT
PLANNED DEVELOPMENT AREA NO. 72

426 Washington Street

426 Washington Street Owner LLC

November 16, 2006

Development Plan: In accordance with Sections 3-1A and 38-10 through 38-17 and Section 80C of the Boston Zoning Code (the "**Code**"), this Development Plan for the One Franklin/Filene's Redevelopment, Planned Development Area No. 72 (the "**Development Plan**"), sets forth information on the proposed development (the "**Project**") of the site located at 426 Washington Street, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures. This Development Plan represents a stage in the planning process for the development of the Project. The applicant will file an amendment to this Development Plan (the "**Development Plan Amendment**") when the design of the Project has progressed further and when the review process, including review by the Boston Landmarks Commission and Large Project Review under Article 80B of the Code, is nearing completion. Accordingly, construction on the Project may not proceed until the Development Plan Amendment has been submitted by the applicant and approved by the BRA Board and the Boston Zoning Commission. Based upon that process and approval of the Development Plan as amended by the Development Plan Amendment (the "**Amended Development Plan**"), final plans and specifications for the Project will be submitted to the BRA pursuant to Section 3-1A and Section 80C of the Code for final design review approval and certification as to consistency with the Amended Development Plan.

This Development Plan consists of 3 pages of text and Exhibits A, B and C. All references to this Development Plan contained herein shall pertain only to such 3 pages and Exhibits A, B and C. Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meanings set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

Developer: 426 Washington Street Owner LLC, a Delaware limited liability company, its successors and assigns (the "**Developer**"). The Developer is a joint venture created by Vornado Realty Trust, 888 Seventh Avenue, New York, NY 10019 and Gale International, LLC, One Post Office Square, Suite 3150, Boston, MA 02109.

Proposed Location: The Project will be located at the site of the former Filene's Department Store in the block surrounded by Washington, Franklin, Hawley and Summer Streets in the Downtown Crossing area of downtown Boston (the "**Project Area**"). The Project Area is

located in the Midtown Cultural District and the Restricted Parking District and consists of approximately 89,070 square feet of land area as shown on Exhibit A.

Appearance and Proposed Dimensions of Structures and Proposed Density. The Project will include the preservation of and renovations to the existing eight-story Filene's building at the corner of Washington and Summer Streets (the "**Filene's Building**") and the nine-story building at the corner of Hawley and Franklin Streets (the "**1905 Building**") and the development of a new tower containing up to thirty-eight stories for mixed use. The Project will be a maximum of 38 stories tall with a height not to exceed 495 feet. The massing will be broken up, with the structure tapering off as it gets higher, with a base through the 8th floor of approximately 60,000 square feet of area per floor, topped by floor plates containing approximately 31,000 square feet on each of floors 9 through 24 and approximately 15,950 square feet on each of floors 25 through 38. A dramatic atrium will be inserted into the existing structural grid of the Filene's building, beginning on the 4th floor and continuing through the 8th floor. The Project will contain no more than 1,250,000 square feet of gross floor area and the floor area ratio of the Project in the Project Area will not exceed 14.0. Conceptual plans, renderings and elevations of the Project are attached hereto as Exhibit B. The plans for the Project will be refined as review of the project continues, and the plans are subject to design, environmental and other development review by the BRA and other governmental agencies and authorities.

Proposed Uses of the Area. The Project will be used for retail, office, residential, hotel, underground parking and/or related uses. As currently envisioned, the Project will contain approximately 184,100 square feet of retail space, including the retention of Filene's Basement in 3 basement levels of the original Filene's building, and additional retail on floors 1 through 2 of the Project; approximately 237,600 square feet of hotel space with approximately 260 rooms on floors 1 through 8, including the entire 1905 Building; approximately 49,300 square feet of space to be used as a health spa and fitness center or additional retail space on floor 3; approximately 572,600 square feet of office space on floors 7 through 24; and approximately 206,400 square feet of condominium space with approximately 140 units on floors 25 through 38. A schematic section showing the current plan for distribution of uses in the Project is attached hereto as Exhibit C.

Proposed Traffic Circulation. Traffic circulation remains under study for the Project. Working with BRA staff and the Boston Transportation Department, the Developer will explore alternatives such as reopening portions of Franklin Street now closed to most vehicles to general traffic to serve the Project. It is expected that all access and egress to the Project's parking and loading facilities will be from Hawley Street.

Proposed Parking and Loading Facilities. Approximately 299 parking spaces will be provided in a below-grade parking garage with access and egress from Hawley Street. All loading facilities will be located on Hawley Street. Approximately 6 loading bays and 3 trash bays located inside the building will be provided to serve the Project.

Access to Public Transportation. The Project is located adjacent to the Downtown Crossing station on the MBTA's Red and Orange Lines, providing convenient access to the

Project from most of Greater Boston. In addition, Green Line and Blue Line stations are located within walking distance from the Project. Several bus routes also serve the area.

Signage. Signage for the proposed project shall include (a) those permitted by Article 11 of the Zoning Code; and (b) any additional signs as may be approved by the BRA under its development review procedures.

Development Review Procedures. All design plans for the Project are subject to ongoing design and development review and approval by the BRA. Such review will be conducted in accordance with Large Project Review under Article 80B of the Code.

Development Impact Project Exaction. The Developer will enter into a Development Impact Project Agreement with the BRA under which the Developer will make a housing contribution grant and a jobs contribution grant totaling approximately \$9,000,000 in accordance with the provisions of Section 80B-7 of the Code and other applicable requirements. As required by Section 80B-7 of the Code, the housing contribution grant is approximately \$7,500,000 based upon a payment of \$7.87 per square foot of gross floor area of the Project in excess of 100,000 square feet that is occupied by a Development Impact Use, and the jobs contribution grant is approximately \$1,500,000 based upon a payment of \$1.57 per square foot of gross floor area of the Project in excess of 100,000 square feet that is occupied by a Development Impact Use.

Urban and Public Benefits. The Project will revitalize a critical block in downtown Boston by preserving and rehabilitating two historic buildings and providing a new iconic tower in the heart of the City. It will energize and enliven an area that has increasingly fallen into disrepair, restoring Downtown Crossing as a destination for Bostonians and visitors alike. Among its many benefits, the Project will preserve and renovate both the Filene's Building and the 1905 Building for significant and creative adaptive reuse – a commitment that involves the retention of nearly 400,000 square feet of space making it the largest historic preservation project in the history of downtown Boston. The Project will also retain the historic Filene's Basement in its original location; create significant new and active retail space, including a possible supermarket to serve the growing downtown residential neighborhood; create vibrant and active 24/7 uses in a critical corner of Downtown Crossing, leading to rejuvenation of one of Boston's main streets; provide additional housing in the burgeoning downtown neighborhood; create approximately 20 affordable residential units; provide a luxury hotel to serve the downtown market in the historic 1905 Building and elsewhere in the project, including a street-level lounge, restaurant and dramatic atrium; and renovate and improve "Filene's Park" adjacent to the project. When fully operational, the Project will also produce approximately \$9,000,000 annually in real estate taxes for the City of Boston and an estimated \$2,000,000 annually in the room occupancy excise, of which over \$1,000,000 will go to the City of Boston. The construction of the Project will contribute directly to the economy of Boston by providing approximately 2,000 construction jobs and 3,000 permanent jobs with a goal of employing at least 50% Boston residents, 25% minorities and 10% women.



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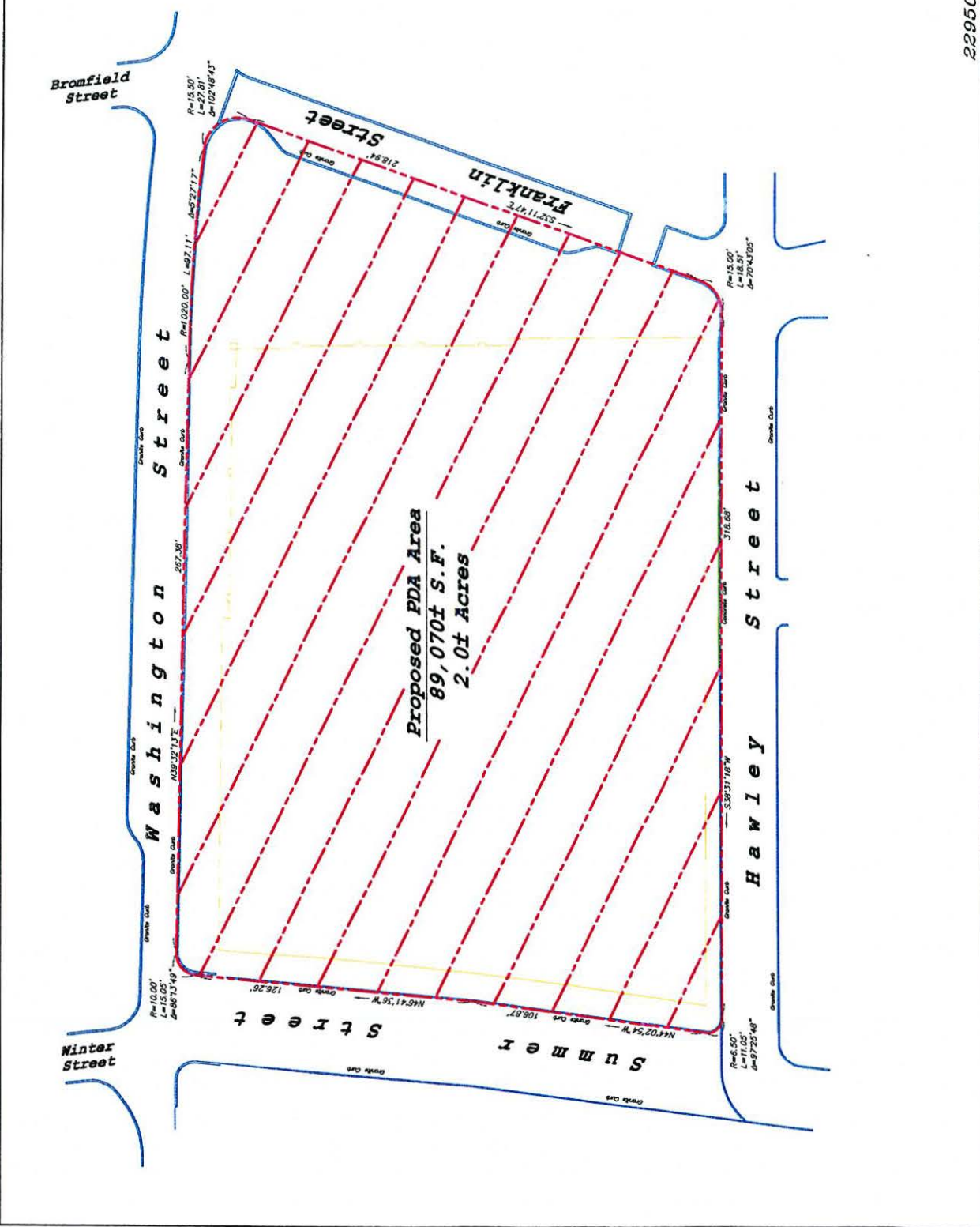


Notes

- 1.) THIS PLAN WAS PREPARED TO DELINEATE A PROPOSED PLANNED DEVELOPMENT AREA.
- 2.) PARCEL FALLS WITHIN ZONING DISTRICT MEDIUM CULTURAL DISTRICT AND RESTRICTED PARKING (CRP/CU) DISTRICT.
- 3.) ASSESSORS REFERENCE: MAP 3, MAP 304 BLOCK 281 LOTS 450 THROUGH 491.



Plan of Land for Proposed Planned Development Area, "Filene's Block" in Boston, Massachusetts
 Prepared For: **Vornado Realty Trust & Gale International, LLC**
 Scale: 1" = 20' Date: November 10, 2008
SCHOENFELD BROTHERS OF NEW ENGLAND, INC.
 REGISTERED PROFESSIONAL ENGINEER
 1071 WORCESTER ROAD
 FRAMINGHAM, MASSACHUSETTS 01701
 Telephone: (508) 879-0000 Fax: (508) 879-1797
 Email: info@schoenfeld.com
 Sheet No. 1 of 1 Project No. 200802
 COPYRIGHT 2008 BY SCHOFIELD BROTHERS OF NEW ENGLAND INC.

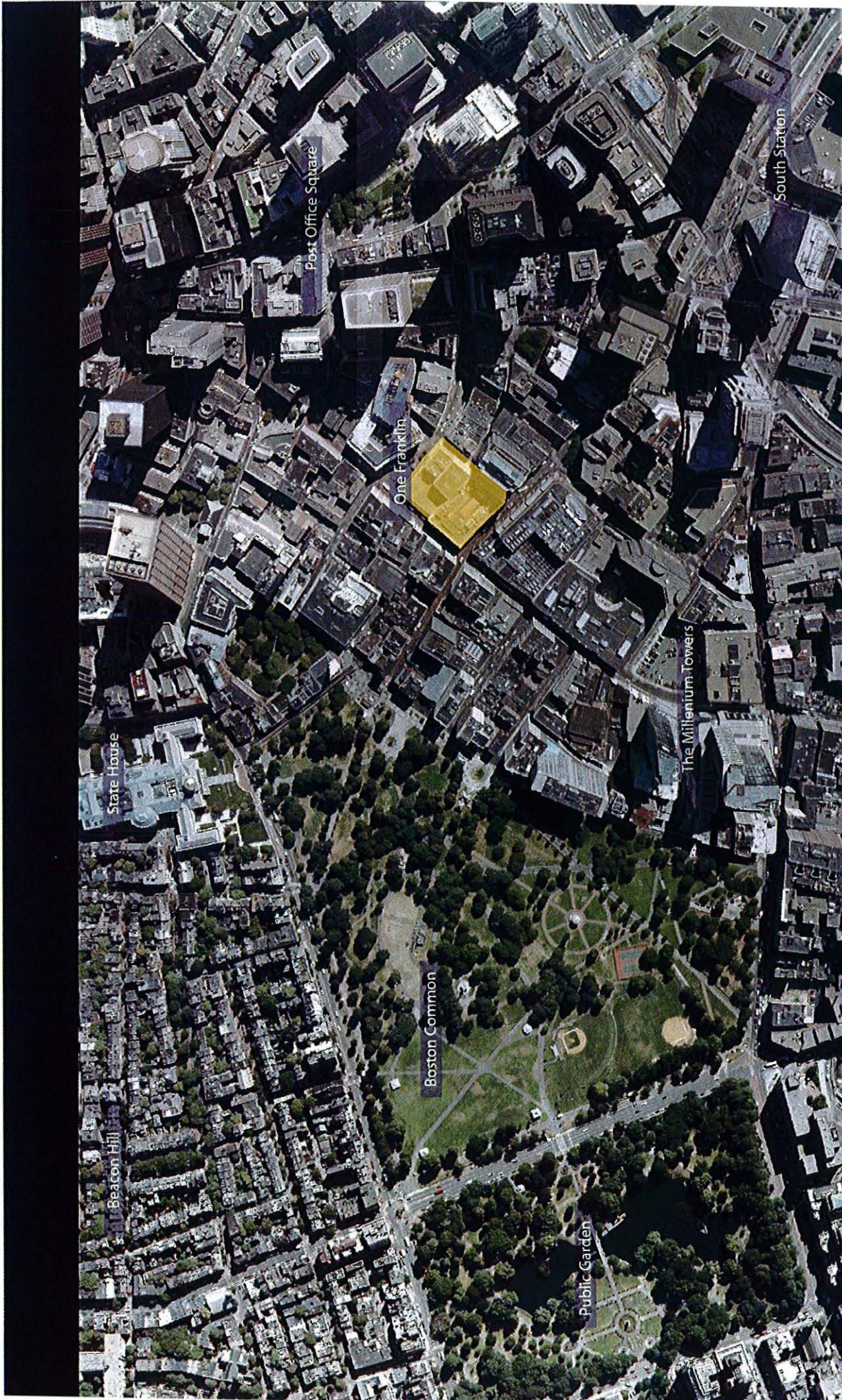


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Exhibit B

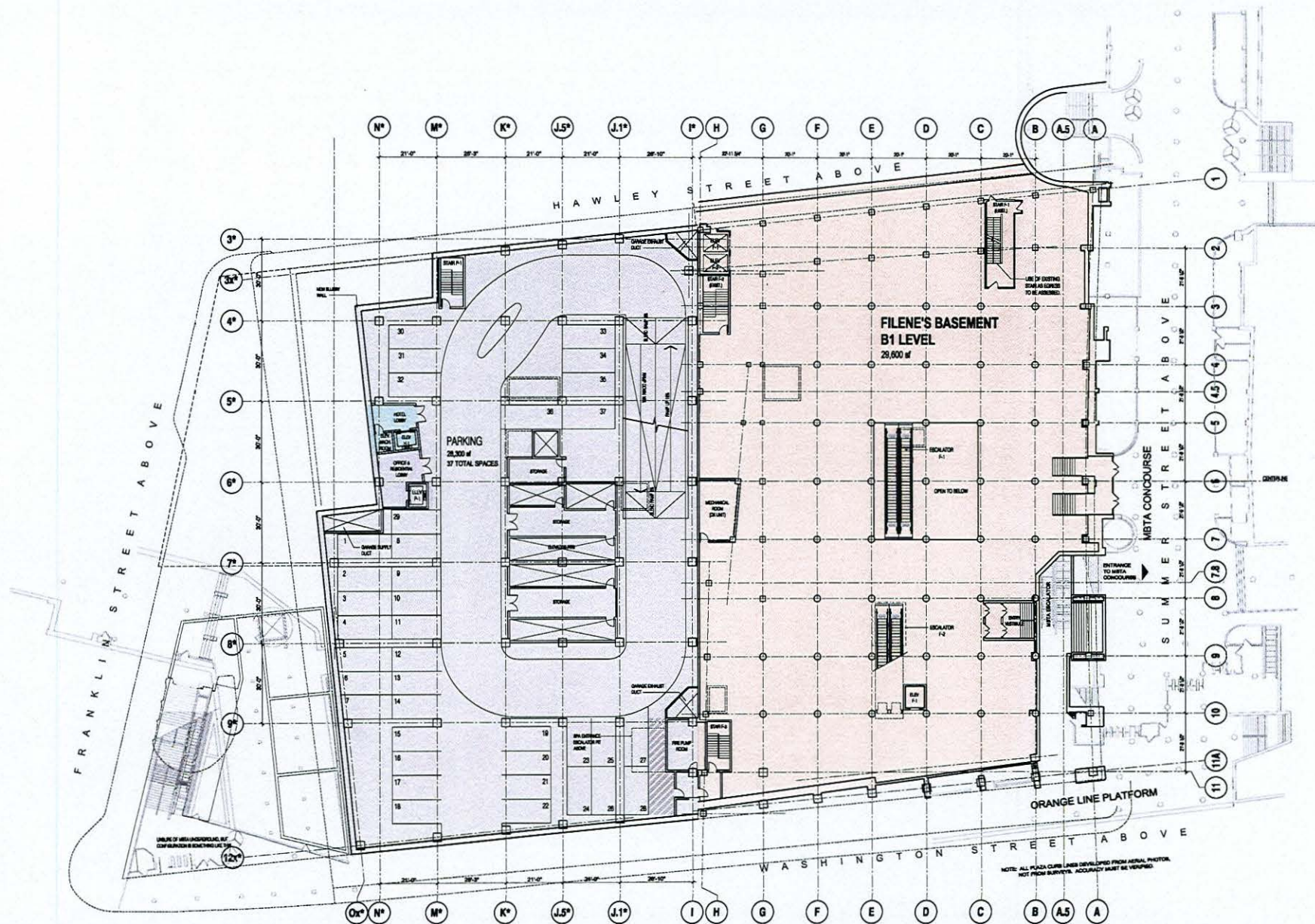
CONCEPTUAL PLANS, RENDERINGS AND ELEVATIONS

[Exhibit follows this page]



Aerial View

One Franklin / Filene's Redevelopment
Elkus/Manfredi Architects
November 07, 2006



ONE FRANKLIN / FILENE'S REDEVELOPMENT

Dorset, MA

ELKUS | MANFREDI
ARCHITECTS

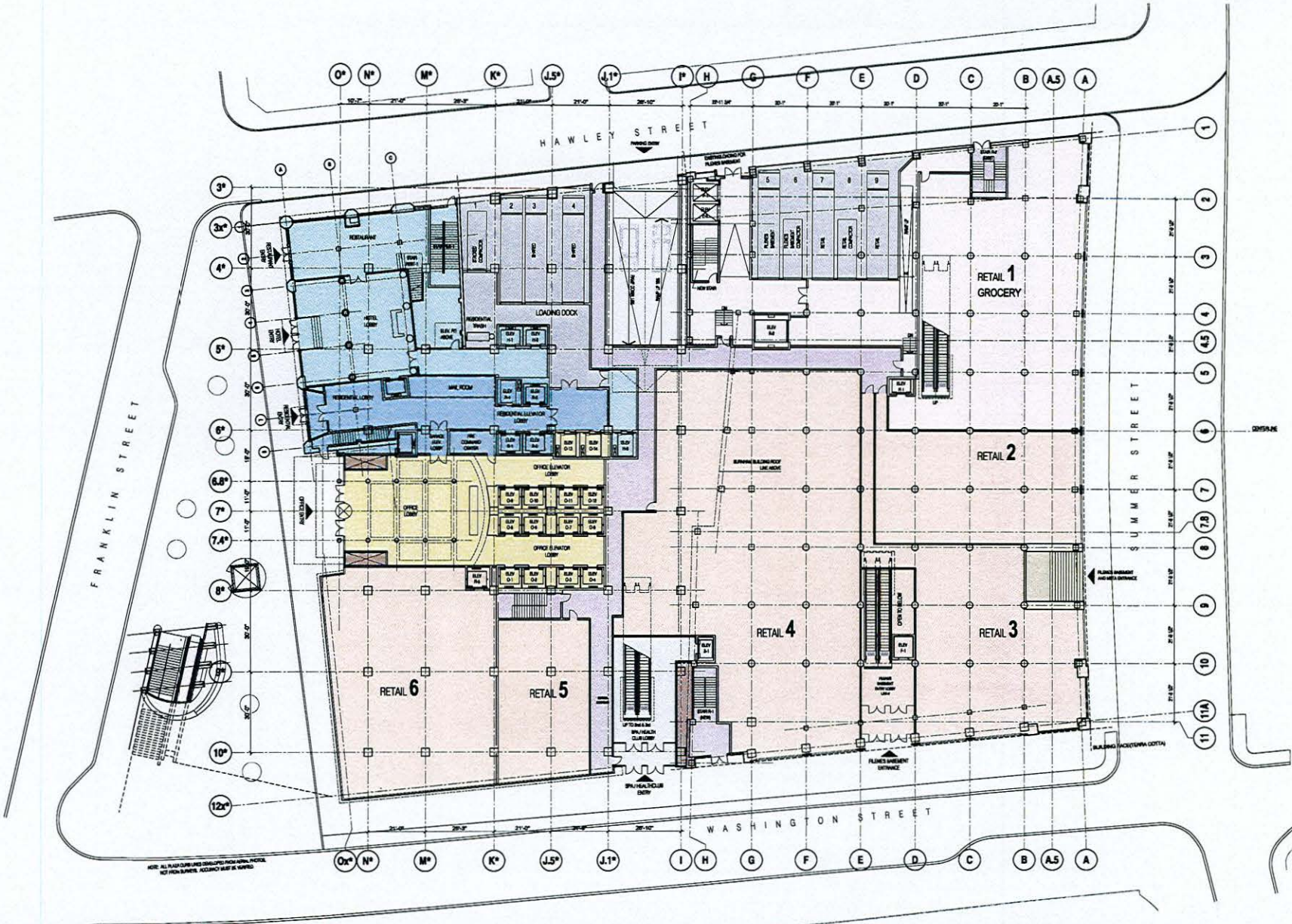
Vornado Realty Trust The Gale Company



B1 LEVEL PLAN

November 7, 2006

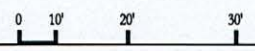




- MECHANICAL
- RESIDENTIAL
- OFFICE
- HOTEL
- SPA
- GROCERY
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF

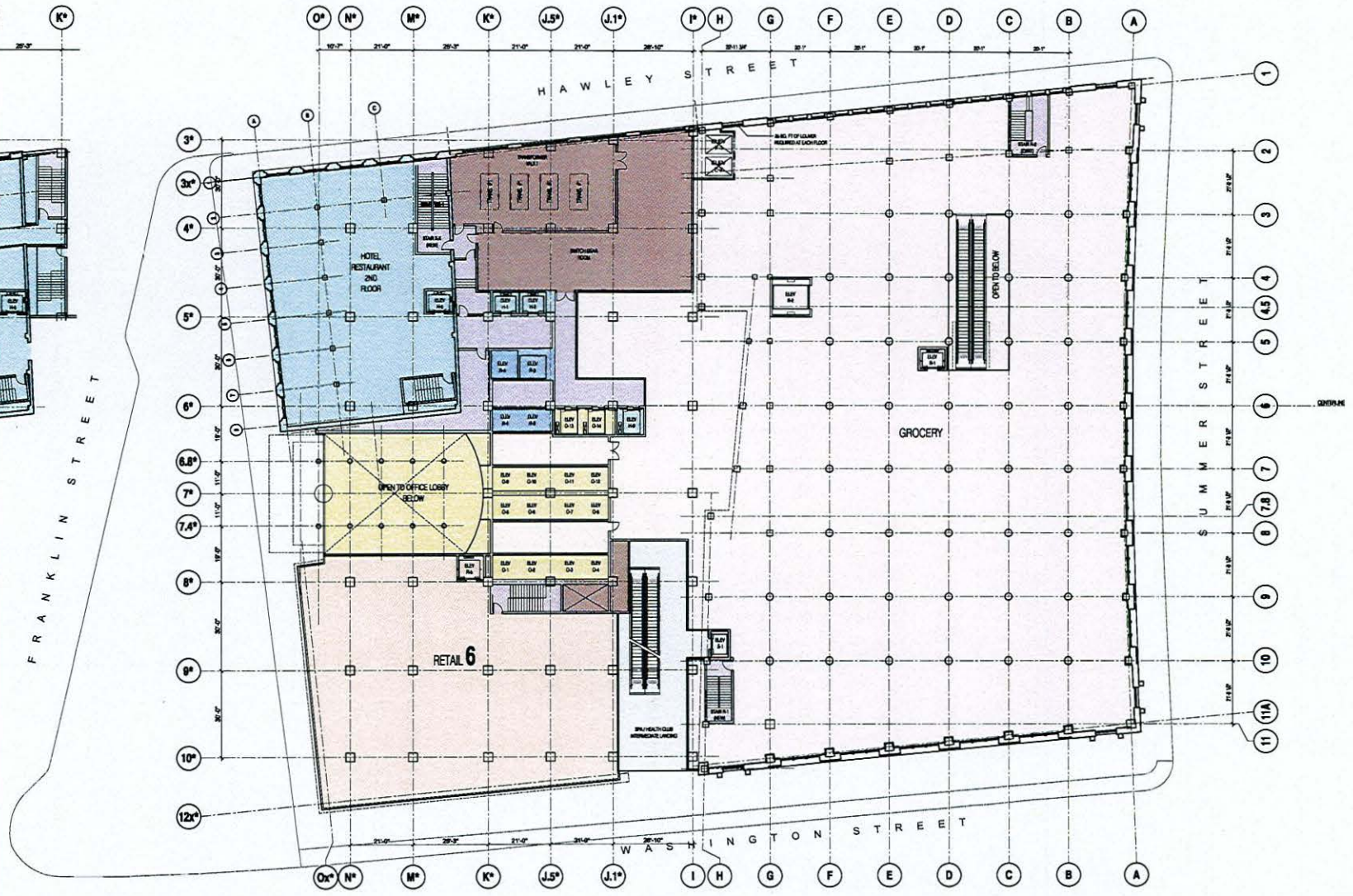
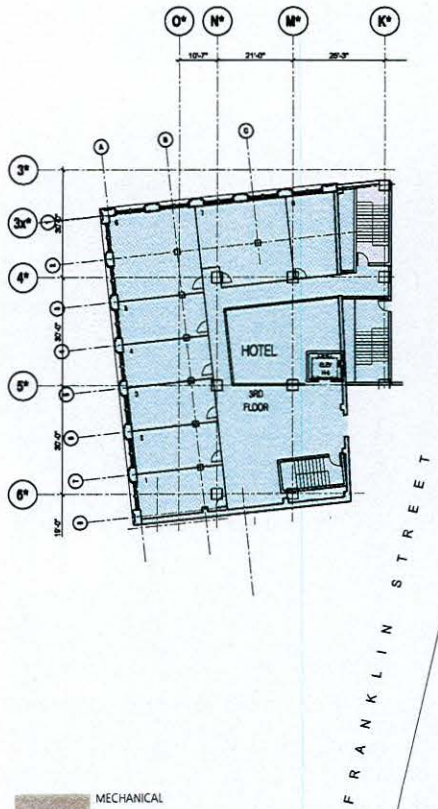
ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

ELKUS | MANFREDI ARCHITECTS Vornado Realty Trust The Gale Company



1st FLOOR PLAN
 November 7, 2006





- MECHANICAL
- RESIDENTIAL
- OFFICE
- HOTEL
- SPA
- GROCERY
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF

ONE FRANKLIN / FILENE'S REDEVELOPMENT
Boston, MA

ELKUS | MANFREDI ARCHITECTS | Vomado Realty Trust | The Gale Company

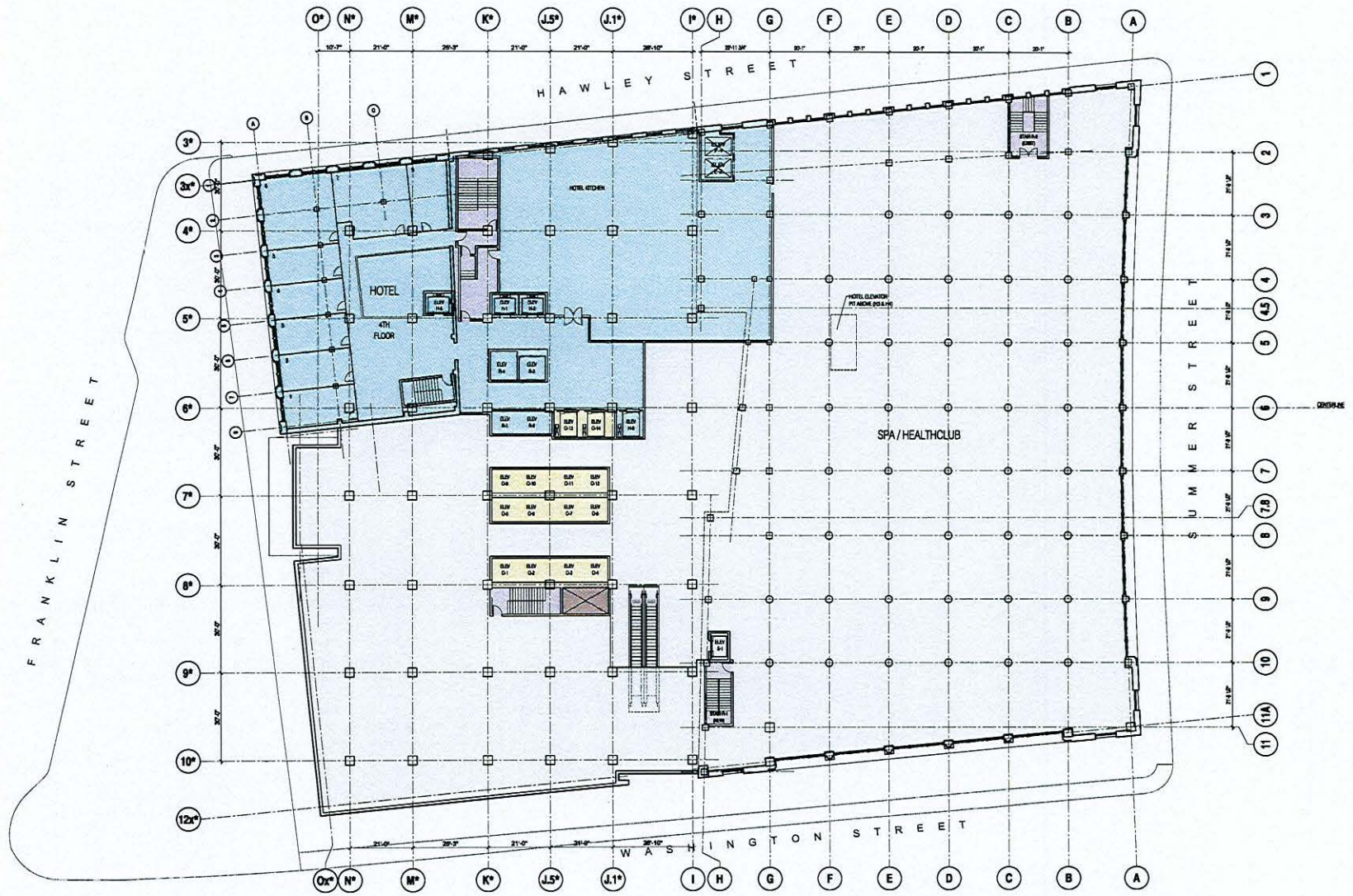


2nd FLOOR PLAN

November 7, 2006



- MECHANICAL
- RESIDENTIAL
- OFFICE
- HOTEL
- SPA
- GROCERY
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF



ONE FRANKLIN / FILENE'S REDEVELOPMENT

Rosier, MA

ELKUS | MANFREDI ARCHITECTS

Vornado Realty Trust

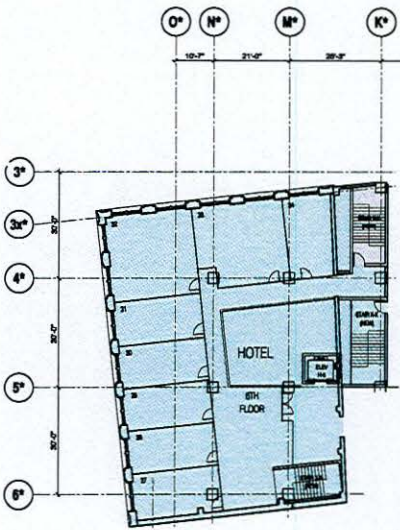
The Gale Company



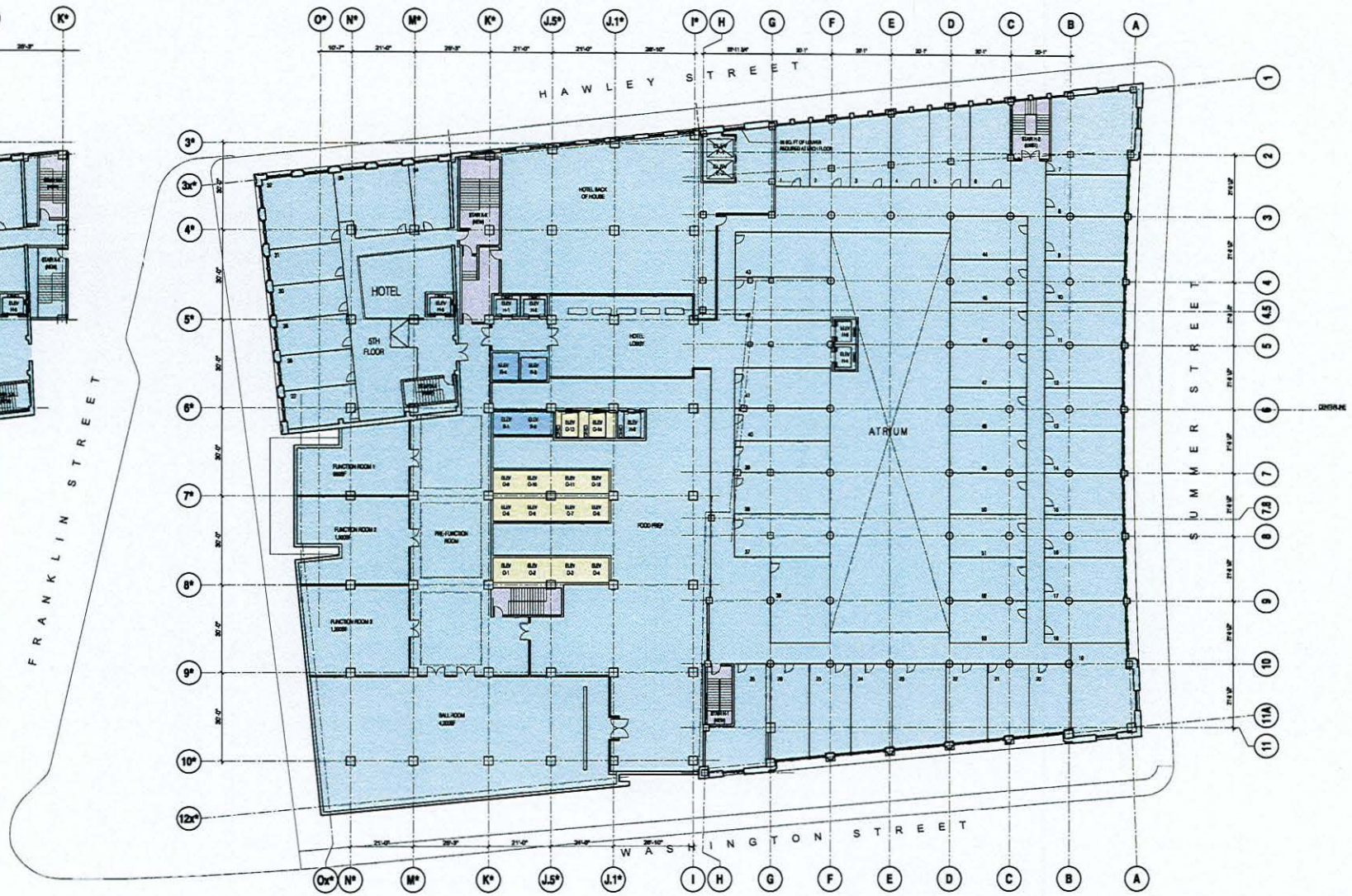
3rd FLOOR PLAN

November 7, 2006





- MECHANICAL
- RESIDENTIAL
- OFFICE
- HOTEL
- SPA
- GROCERY
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF



ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA

ELKUS | MANFREDI ARCHITECTS

Vornado Realty Trust The Gale Company

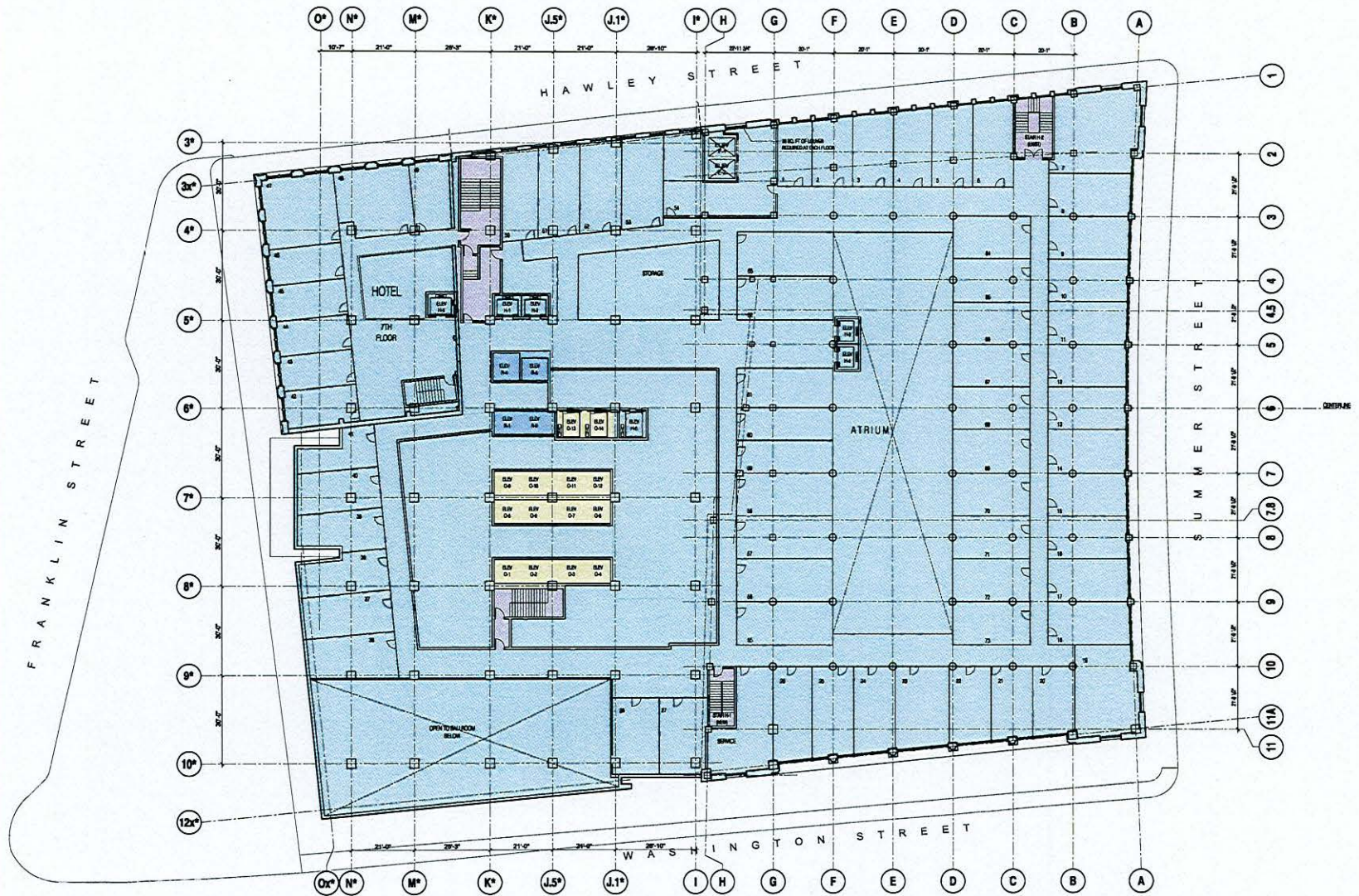


4th FLOOR PLAN

November 7, 2006



- MECHANICAL
- RESIDENTIAL
- OFFICE
- HOTEL
- SPA
- GROCERY
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF

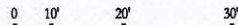


ONE FRANKLIN / FILENE'S REDEVELOPMENT

Roslin, MA

ELKUS | MANFREDI
ARCHITECTS

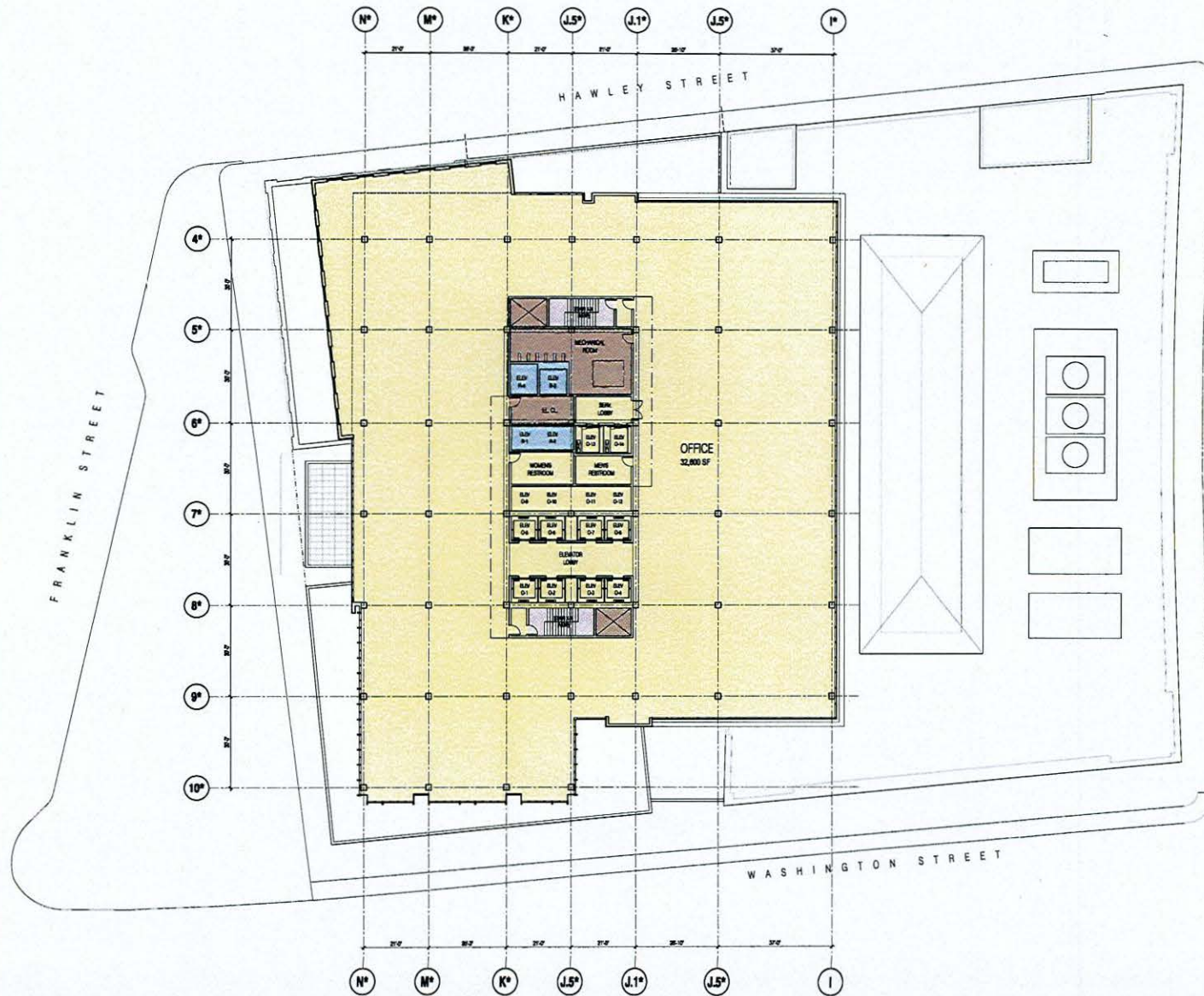
Vomado Realty Trust The Gale Company



5th FLOOR PLAN

November 7, 2006





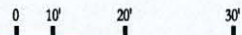
ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA

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ARCHITECTS

Vornado Realty Trust

The Gale Company

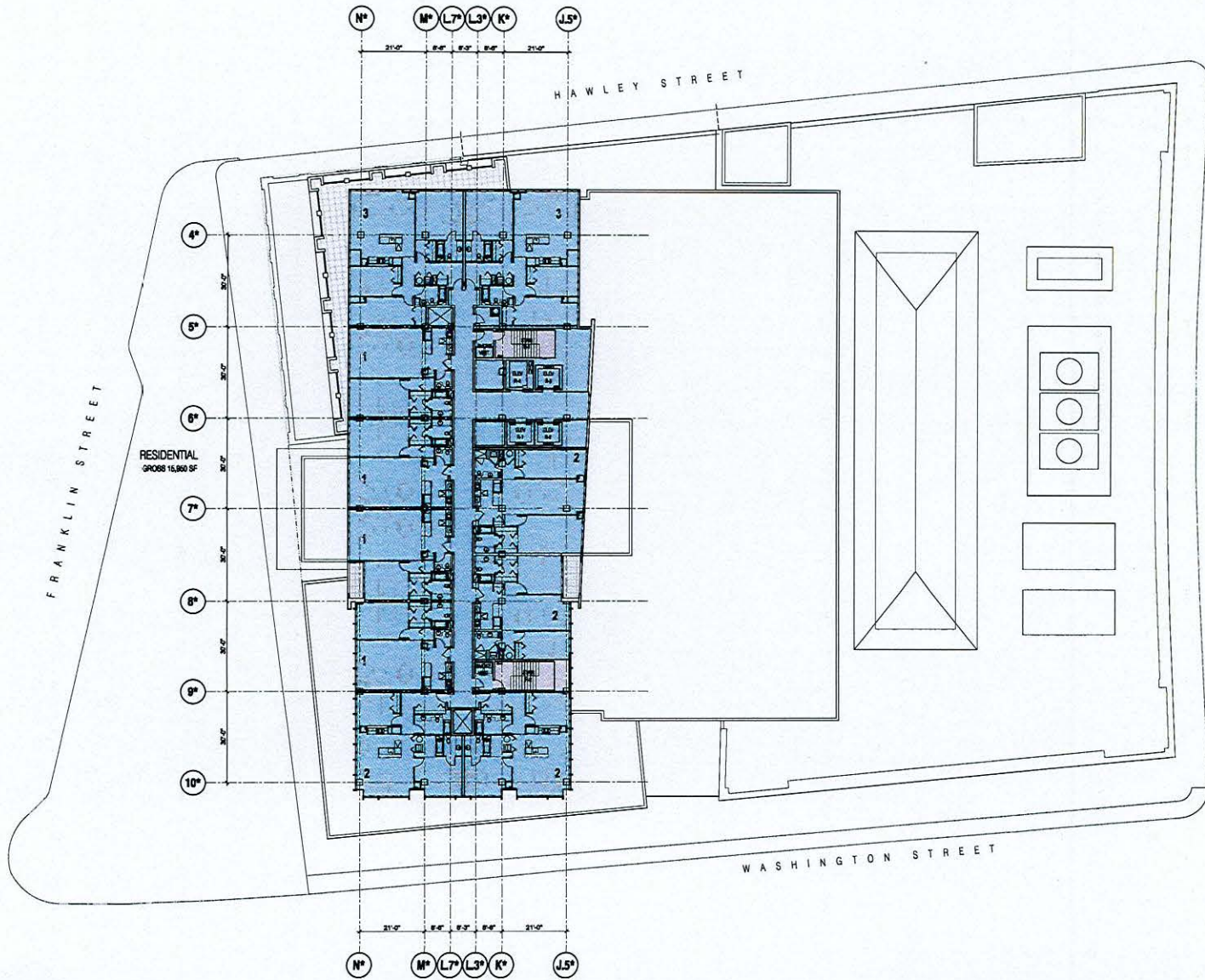


TYPICAL OFFICE FLOOR PLAN / 10th-24th

November 7, 2006



- MECHANICAL
- RESIDENTIAL
- OFFICE
- HOTEL
- SPA
- GROCERY
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF

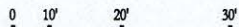


ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA

ELKUS | MANFREDI
ARCHITECTS

Vomado Realty Trust The Gale Company



TYPICAL RESIDENTIAL FLOOR PLAN / 25th - 38th

November 7, 2006







ONE FRANKLIN / FILENE'S REDEVELOPMENT
ELKUS | MANFREDI

Street Level View Looking South
Along Washington Street



ONE FRANKLIN / FILENE'S REDEVELOPMENT
ELKUS MANFREDI

Street Level View from Franklin and
Hawley Streets Looking North West







ONE FRANKLIN STREET / FILENE'S REDEVELOPMENT

LKUS MANFREDI
ARCHITECTS
November 07, 2005

View From Corner of Arlington Street and
Commonwealth Avenue Across Public Garden



ONE FRANKLIN STREET / FILENE'S REDEVELOPMENT

LKUS MANFREDI

ARCHITECTS

November 09, 2006

View From State House



Street Level View from Washington and Summer Streets

ONE FRANKLIN / FILENE'S REDEVELOPMENT

LUKAS MANFREDI
ARCHITECTS

November 07, 2006



Street Level View Looking West on Summer Street

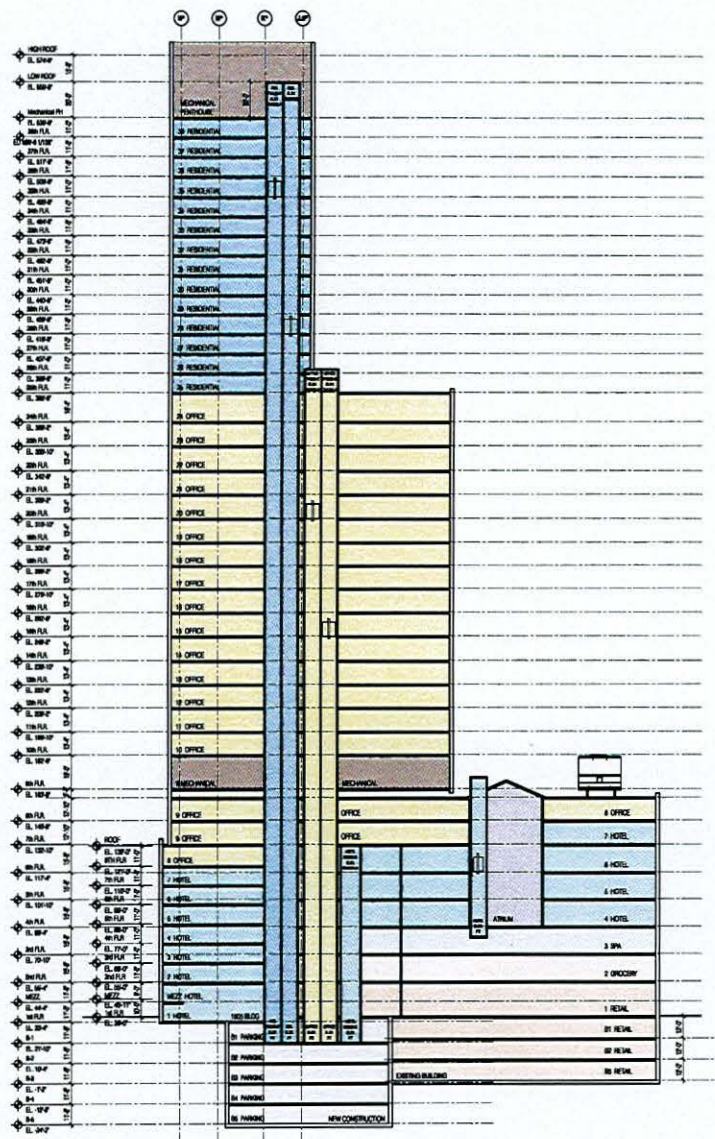
ONE FRANKLIN / FILENE'S REDEVELOPMENT

LKUS MANFREDI
ARCHITECTS
November 07, 2006

Exhibit C

SCHEMATIC SECTION SHOWING DISTRIBUTION OF USES

[Exhibit follows this page]

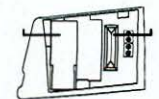


BUILDING SECTION 'A'

- MECHANICAL
- RESIDENTIAL
- OFFICE
- HOTEL
- SPA
- GROCERY
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF

ONE FRANKLIN STREET

Boston, MA
 ELKUS | MANFREDI
 ARCHITECTS



SECTION
 November 1, 2006

BOARD APPROVED

MEMORANDUM

NOVEMBER 16, 2006

TO: BOSTON REDEVELOPMENT AUTHORITY AND
MARK MALONEY, DIRECTOR

FROM: THOMAS MILLER, DIRECTOR OF ECONOMIC DEVELOPMENT
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
RICK SHAKLIK, DEPUTY DIRECTOR OF ZONING
DAVID CARLSON, SENIOR ARCHITECT
MARK MCGOWAN, SENIOR PROJECT MANAGER

SUBJECT: ONE FRANKLIN/FILENE'S REDEVELOPMENT PROJECT, 426
WASHINGTON STREET - PUBLIC HEARING TO CONSIDER
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA NO. 72

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority (the "Authority"): (i) authorize the Director of the Authority to petition the Boston Zoning Commission to approve Text Amendment Application No. 372 and Map Amendment Application No. 527, in substantial accord with the petitions presented to the Authority at its hearing on November 16, 2006; and (ii) approve the Development Plan for Planned Development Area No. 72 in the form attached to this memorandum; and (iii) authorize the Director to petition the Boston Zoning Commission to approve the Development Plan for Planned Development Area No. 72, in substantial accord with the version presented to the Authority at its hearing on November 16, 2006; and (iv) authorize the Director to enter into a Cooperation Agreement and any and all other documents as may be necessary and appropriate in connection with the Development Plan for Planned Development Area No. 72.

PROJECT DESCRIPTION

The developer, 426 Washington Street Owner LLC, a joint venture created by Vornado Realty Trust and Gale International, LLC (the "Proponent"), is proposing to redevelop the premises located at 426 Washington Street into an approximately 1,250,000 square foot mixed-use development that will include the preservation and renovation of the historic eight-story Filene's building at the corner of Washington and Summer Streets (the "Filene's Building") and the nine-story building at the corner of Hawley and Franklin Streets (the "1905 Building"), along with the construction of a new signature

tower containing up to thirty-eight (38) stories of retail, hotel, office and residential uses (collectively, the "Proposed Project").

The Proposed Project will contain a variety of uses including:

- Approximately 184,100 square feet of retail space, including the retention of the existing Filene's Basement in 3 below-grade levels of the Filene's Building, and additional retail space on floors 1 and 2;
- Approximately 49,300 square feet of space on floor 3 for a health spa and fitness center or additional retail uses;
- Approximately 237,600 square feet of hotel space, including approximately 207 hotel rooms and a large atrium on floors 1 through 7;
- Approximately 572,600 square feet of office space on floors 7 through 24; and
- Approximately 206,400 square feet of residential condominium space on floors 25 through 38, consisting of 140 residential units.

The Proposed Project is located at 426 Washington Street on an approximately 89,070 square foot block bounded by Washington, Franklin, Hawley and Summer Streets in the Downtown Crossing area of Boston (the "Project Area") and is situated within both the Midtown Cultural District and the Restricted Parking District. The Project Area is conveniently located adjacent to the MBTA Red and Orange lines and within easy walking distance of the Green, Blue and Silver lines as well as several bus routes. As a mixed-use development within close proximity to these mass transit services, the Proposed Project embodies the major tenets of a transit-oriented development. The parking and loading needs of the Proposed Project will be accommodated through the construction of no more than 299 parking spaces, 6 loading bays and 3 trash bays in a below-grade parking garage with access and egress provided from Hawley Street.

The Proposed Project will contain a maximum of 38 stories with a height not to exceed 495 feet, as measured under the Code, and will contain no more than 1,250,000 square feet of gross floor area with a floor area ratio in the Project Area that will not exceed 14.2. The massing of the Proposed Project will result in the structure tapering off steadily from the base of the buildings to the distinctive top of the new tower.

PLANNING CONTEXT

Some key goals and objectives outlined in Article 38 (which governs zoning in the Midtown Cultural District, including the Project Area), and the Midtown Cultural District Plan are to direct downtown development in a way that promotes balanced growth for Boston; to prevent overdevelopment of the Financial District and the Back Bay by promoting mixed-use development in Midtown; and to create a new residential neighborhood downtown by encouraging the development of housing which is affordable to all segments of the community.

The City's overall goal to promote economic growth and encourage residential development in Downtown, is complemented by the Downtown Crossing Economic Improvement Initiative that envisions Downtown Crossing become a more vibrant, unified district with a greater variety in the types of retailers, which will result in increased economic vitality.

ARTICLE 38 AMENDMENT

Since Article 38 of the Code does not currently permit PDAs to be established in the Project Area, BRA staff recommends that Article 38 be simultaneously amended to allow a PDA to be established in the Project Area.

The Proposed Project would serve many of the purposes outlined in Article 38 for permitting PDAs in certain areas of the Midtown Cultural District. The rehabilitation of 400,000 square feet of space contained in the Filene's and 1905 Buildings would constitute the largest historic preservation effort in the history of downtown Boston and would thereby carry out the Article 38 intention of preserving and protecting the historic resources of the Midtown Cultural District. In addition, by combining flexible zoning law to encourage private development of an underutilized site with reasonable planning and design controls to ensure a quality design, the Proposed Project would be a classic example of the type of development contemplated in a PDA under Article 38.

The Proposed Project will also revitalize and enliven this critical part of the Midtown Cultural District, thereby advancing Article 38's objective of creating a vibrant mixed-use and residential neighborhood.

In addition, the Development Plan complies with the public benefits criteria concerning Development Plans as set forth in Section 38-14 of the Code because the Proposed Project involves the substantial rehabilitation of a Landmark or Historic Building. Both the Filene's Building and the 1905 Building have been designated as Boston Landmarks by the Boston Landmark Commission. Additionally, the Filene's Building is listed on the Massachusetts State Register of Historic Places. As a result, the Filene's Building qualifies as a Historic Building under the Code and both buildings are considered Landmarks pursuant to the Code. Finally, the cost associated with the alterations and repairs to these buildings, as set forth in the Development Plan, will exceed fifty percent (50%) of the physical value of these buildings and such renovation work would therefore constitute "substantial rehabilitation."

PDA APPROVAL AND FURTHER PROJECT REVIEW

The Proponent proposes to pursue the Proposed Project by establishing a Planned Development Area ("PDA") in the Project Area. With approval of the Development Plan, the Proponent is required to return to both the Authority and the Boston Zoning

Commission upon successful completion of the Article 80 process before proceeding with the Proposed Project. The Proposed Project is subject to review by the Boston Landmarks Commission and the Boston Civic Design Commission and is subject to Large Project Review pursuant to Article 80B of the Code. As the review process nears completion and the design of the Proposed Project develops further, the Proponent is required to file with the Authority an amendment to the Development Plan (the "Development Plan Amendment"). Accordingly, construction of the Proposed Project cannot commence until the Development Plan Amendment has been submitted by the Proponent and received approval from the Authority and the Boston Zoning Commission. In accordance with this process and the approval of the Development Plan, to be amended by the Development Plan Amendment, final plans and specifications for the Proposed Project will be submitted to the Authority pursuant to Section 3-1A and Section 80C of the Code for final design review approval and certification with respect to consistency with the Amended Development Plan.

PUBLIC BENEFITS

The Proposed Project will bring a number of substantial benefits to the City of Boston, including the preservation and rehabilitation of two historic buildings, the construction of a new iconic tower in the heart of the City and the creation of a vibrant, mixed-use redevelopment which will contribute to the economic vitality of the City and the revitalization of a critical portion of the downtown area.

Specifically, the Proposed Project will provide the following public benefits:

- The development of the Proposed Project will contribute to the City's economy by providing approximately 2,000 construction jobs and approximately 3,000 full and part-time permanent jobs with a goal of employing at least 50% Boston residents, 25% minorities and 10% women.
- Once fully operational, the Proposed Project will produce approximately \$9,000,000 in new tax revenues, representing a substantial increase over tax revenues generated by the existing buildings.
- The hotel rooms in the Proposed Project will generate approximately \$2,000,000 annually in new room occupancy excise taxes, over half of which will be provided to the City of Boston.
- As part of the development process, the Proponent will make nearly \$9,000,000 in linkage payments to the City in the form of housing and jobs contribution grants.

- Through its rehabilitation of the 400,000 square feet of space contained in the Filene's and 1905 Buildings, the Proposed Project will involve the largest historic preservation project in the history of downtown Boston.
- The Proposed Project will introduce new retail space, including a possible supermarket, to serve the growing downtown population, while at the same time retaining the well known Filene's Basement in its historic location.
- The Proposed Project will provide this downtown neighborhood with much-needed residential units.
- With 140 residential units located in the middle of a commercial employment core, the Project Area will promote walking as a means of transport to and from work.
- The Proposed Project will also result in the creation of approximately 20 affordable residential units.
- The development of the Proposed Project will involve a comprehensive redesign and improvement of "Filene's Park," located in the heart of Downtown Crossing.
- The Proposed Project will introduce a luxury hotel to serve the downtown market, thereby helping to increase the supply of hotel rooms within the City of Boston.
- Through its innovative combination of active retail space, a hotel with a street level lounge and restaurant, and office and residential uses, as well as enhanced MBTA entrances, and streetscape and sidewalk improvements, the Proposed Project will bring 24-hour vitality to this critical corner of the City.

RECOMMENDATION

It is the staff recommendation that the Authority (1) authorize the Director to petition the Boston Zoning Commission to approve Text Amendment Application No. 372 and Map Amendment Application No. 527, in substantial accord with the petitions presented to the Authority at its hearing on November 16, 2006; and (2) approve the Development Plan for Planned Development Area No. 72 in the form attached to this memorandum; and (3) authorize the Director to petition the Boston Zoning Commission to approve the Development Plan for Planned Development Area No. 72, in substantial accord with the version presented to the Authority at its hearing on November 16, 2006; and (4) authorize the Director to enter into a Cooperation Agreement and any and all other documents as may be necessary and appropriate in connection with the Development Plan for Planned Development Area No. 72.

Appropriate votes follow:

VOTED: The Authority authorizes the Director to petition the Boston Zoning Commission to approve Text Amendment Application No. 372 and Map Amendment Application No. 527, in substantial accord with the petitions presented to the Authority at its hearing on November 16, 2006; and

FURTHER

VOTED: That, in connection with the Development Plan for Planned Development Area No. 72 (the "Development Plan") presented at a public hearing duly held at the offices of the Boston Redevelopment Authority (the "Authority") on November 16, 2006, and after consideration of evidence presented at, and in connection with, the hearing and in connection with the Proposed Project described in the Development Plan, the Authority finds with respect to the Development Plan that (a) the Development Plan will not be in a location or for a Proposed Project for which Planned Development Areas are forbidden by the underlying zoning once the Amendment for Article 38 is approved by the Boston Zoning Commission; (b) the Proposed Project in the Development Plan complies with any provisions of the underlying zoning that establish use, dimensional, design, or other requirements for Proposed Projects in Planned Development Areas; (c) the Development Plan complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) the Development Plan conforms to the plan for the district, subdistrict, or similar geographic area in which the Planned Development Area is located, and to the general plan for the City of Boston as a whole; and (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 complies with Boston Zoning Code (the "Code") Section 80C-4, Standards for Planned Development Area Review Approval, and otherwise complies with all applicable requirements for a Planned Development Area as set forth in the Code; and

FURTHER

VOTED: That the Authority hereby approves the Development Plan in the form presented to the Authority at its hearing on November 16, 2006, and authorizes the Director to petition the Boston Zoning Commission to approve the Development Plan for Planned Development Area No. 72, One Franklin/Filene's Redevelopment Project, in substantial accord with the Development Plan presented to the Authority at its hearing on November 16, 2006; and

FURTHER

VOTED:

That the Director be, and hereby is, authorized to execute a Cooperation Agreement, and any and all other documents deemed necessary and appropriate by the Director in connection with the Development Plan, subject to such terms and conditions as the Director deems to be in the best interest of the Authority.


EXHIBIT A

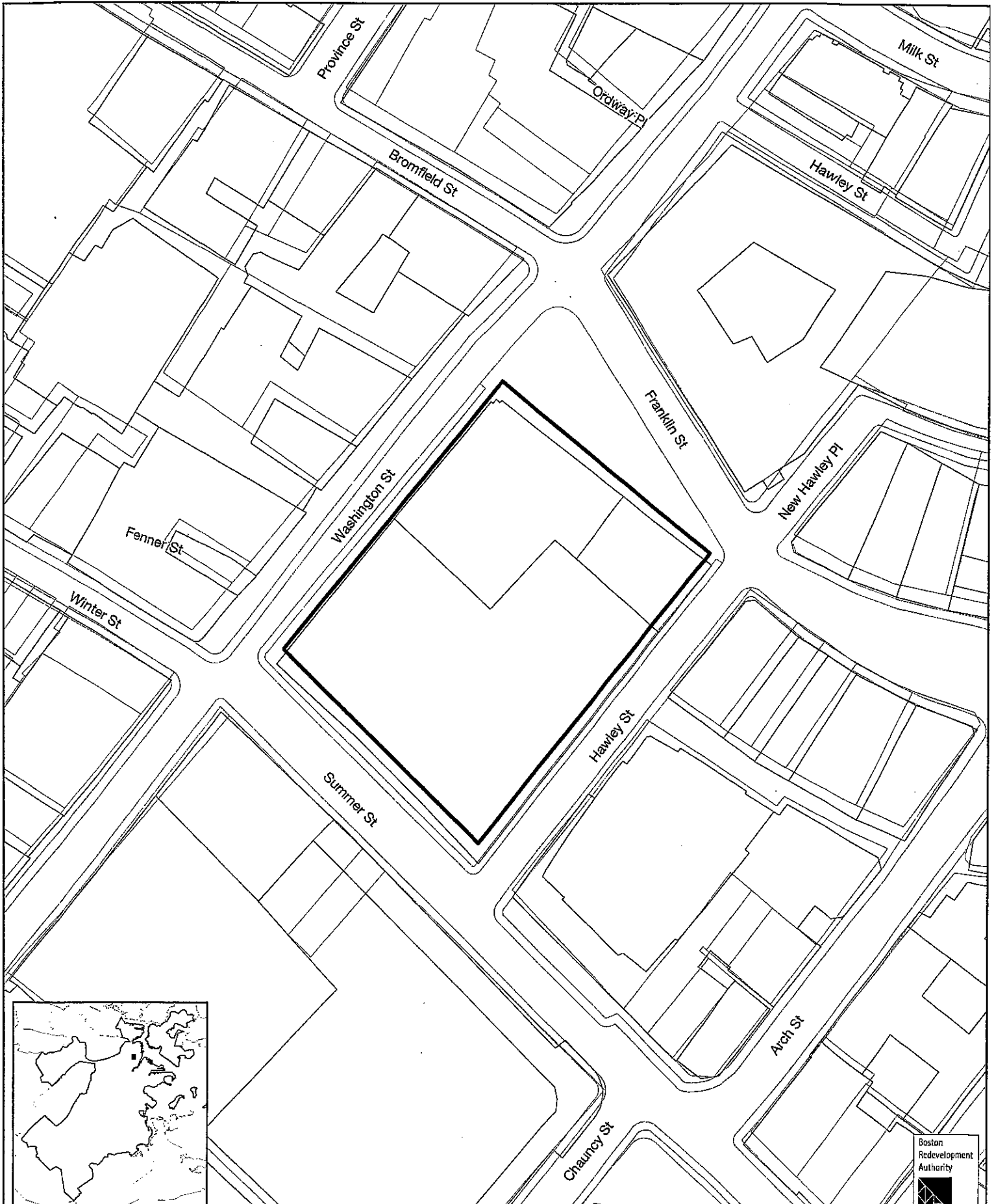
Article 38 Amendment

[see attached]


|

Filene's Redevelopment

1:1,200 



Filene's Redevelopment

1:1,200 
2003 BWCS aeri



Map Amendment Application No. 527
Planned Development Area No. 72
The One Franklin/Filene's
Redevelopment
Boston Redevelopment Authority on
behalf of Vornado Realty Trust

Maps 1A, Midtown Cultural District

TO THE ZONING COMMISSION OF THE CITY OF BOSTON:

The Boston Redevelopment Authority, acting under Section 3-1A of the Boston Zoning Code, hereby petitions the Zoning Commission to approve the Development Plan for Planned Development Area No. 72 with due consideration of the findings of the Boston Redevelopment Authority adopted on November 16, 2006, and to amend "Map 1A, Midtown Cultural District," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

1. By adding to the areas in which Planned Development Areas (PDAs) may be permitted, the site of the former Filene's Department Store in the block surrounded by Washington, Franklin, Hawley and Summer Streets in the Downtown Crossing area of Boston, and labeling that area as "PDA V" as shown on Appendix A.
2. By adding the designation "D", indicating a Planned Development Area overlay district, to the aforementioned site containing approximately 89,070 square feet of land area as shown on Appendix B.
3. By adding to the map key which shows maximum Height and FAR "In Established PDA," the following text and punctuation:

PDA V 155'-495' 10-14

as shown on Appendix C.

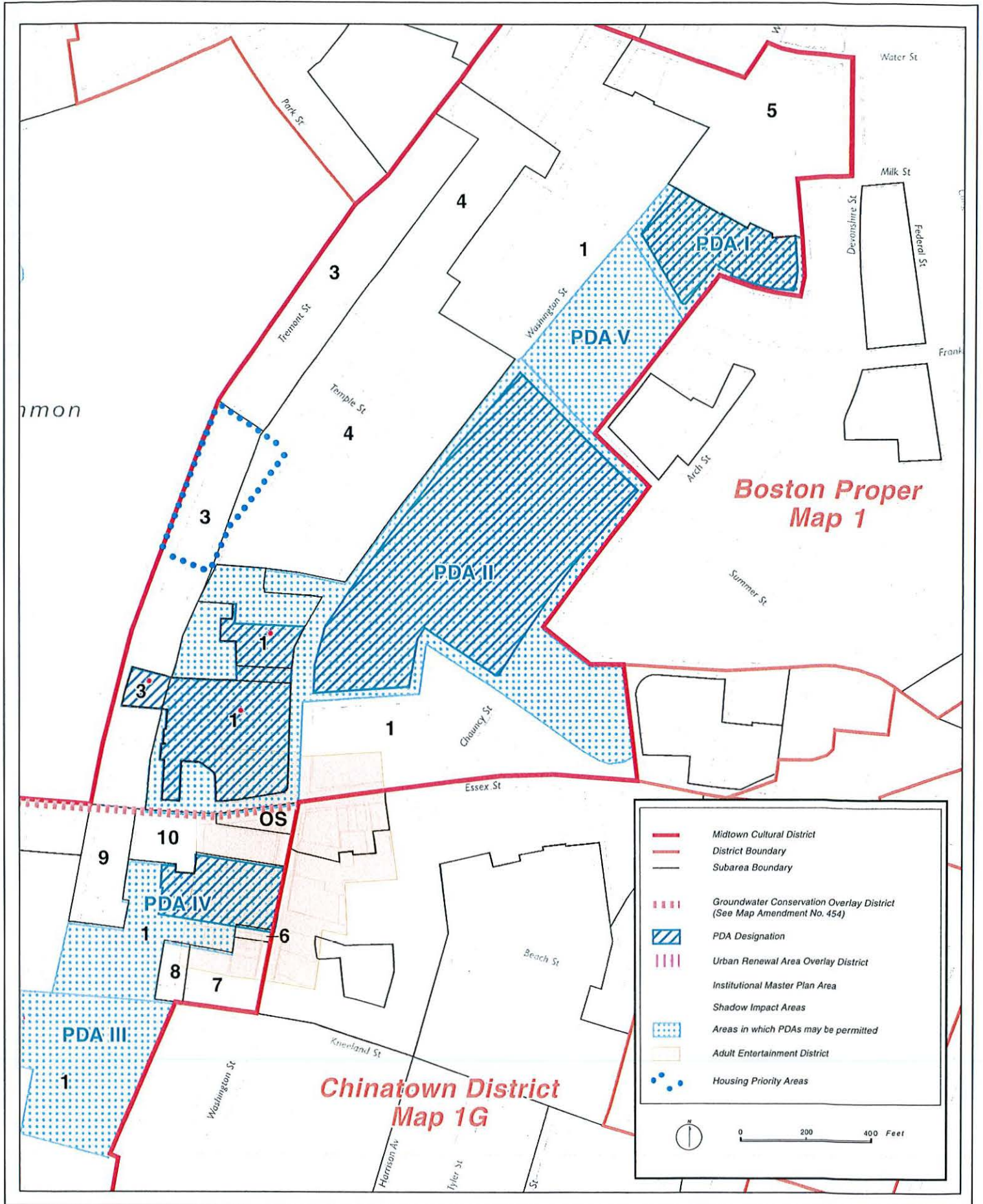
Petitioner: Boston Redevelopment Authority

By: _____
Mark Maloney, Director

Address: City Hall/9th Floor
Boston, MA 02201-1007

Tel. No.: (617) 722-4300, ext. 4308

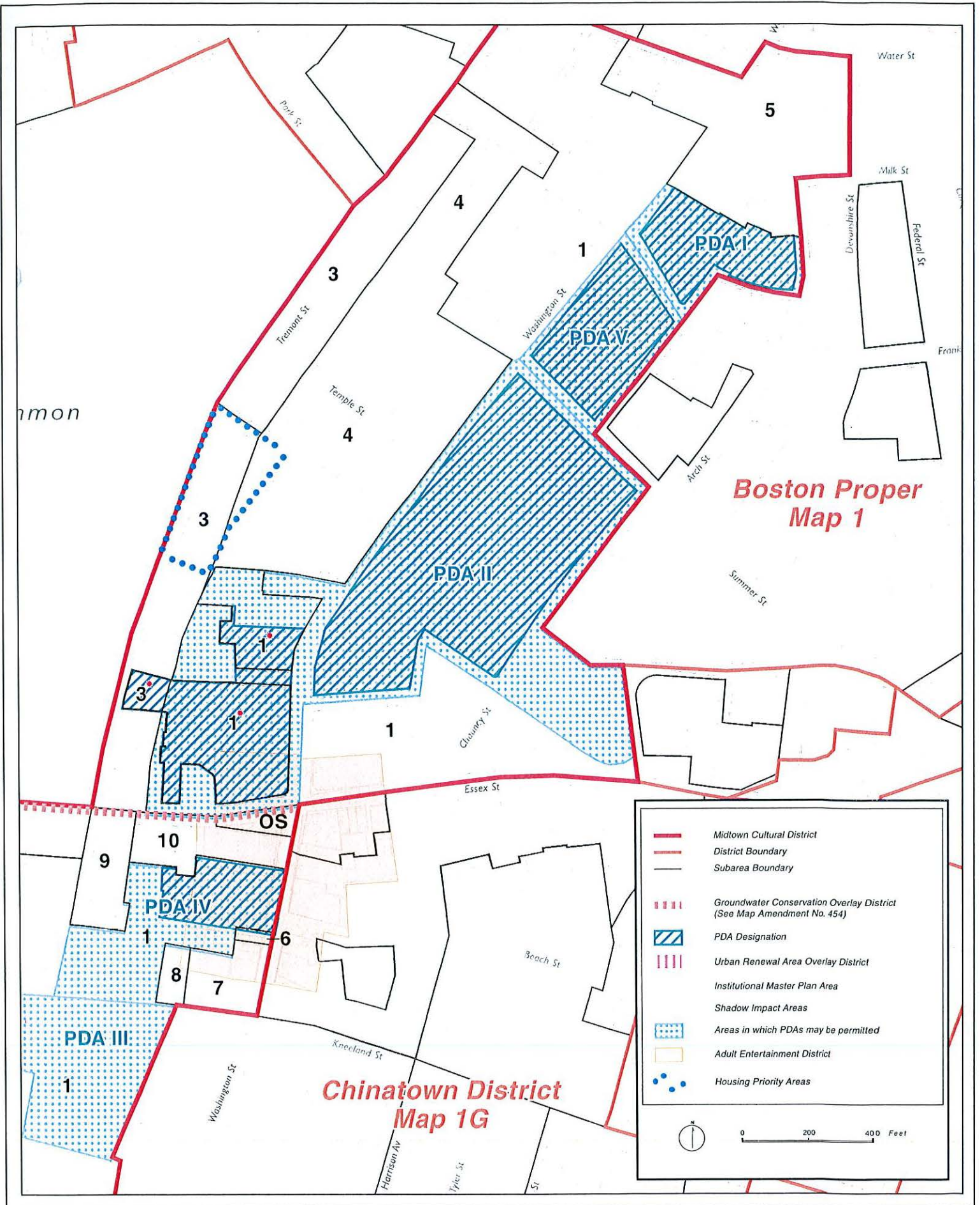
Date: _____
as authorized by the BRA Board on
November 16, 2006.



**Boston Proper
Map 1**

**Chinatown District
Map 1G**

	Midtown Cultural District
	District Boundary
	Subarea Boundary
	Groundwater Conservation Overlay District (See Map Amendment No. 454)
	PDA Designation
	Urban Renewal Area Overlay District
	Institutional Master Plan Area
	Shadow Impact Areas
	Areas in which PDAs may be permitted
	Adult Entertainment District
	Housing Priority Areas



**Boston Proper
Map 1**

**Chinatown District
Map 1G**

	Midtown Cultural District
	District Boundary
	Subarea Boundary
	Groundwater Conservation Overlay District (See Map Amendment No. 454)
	PDA Designation
	Urban Renewal Area Overlay District
	Institutional Master Plan Area
	Shadow Impact Areas
	Areas in which PDAs may be permitted
	Adult Entertainment District
	Housing Priority Areas

0 200 400 Feet

Description of Proposed Planned Development Area

A certain parcel of land located in Boston, MA Suffolk County bounded and described as follows:

Beginning at the easterly corner of the parcel to be described near the northwesterly intersection of Hawley and Franklin Streets, said point being the face of a granite curb,

THENCE: S 38-31-18 W, three hundred eighteen and sixty-eight hundredths feet (318.68') along the face of a granite curb, near the northwesterly side of Hawley Street,

THENCE: Along a curve to the right, having a radius of six and fifty hundredths feet (6.50') with an arc length of eleven and five hundredths feet (11.05') along the face of a granite curb,

THENCE: N 44-02-54 W, one hundred six and eighty-seven hundredths feet (106.87) along the face of a granite curb, near the northeasterly side of Summer Street,

THENCE: N 46-41-36 W, one hundred twenty-six and twenty-six hundredths feet (126.26') along the face of a granite curb, near said northeasterly side of Summer Street,

THENCE: Along a curve to the right, having a radius of ten and no hundredths feet (10.00') with an arc length of fifteen and five hundredths feet (15.05') along the face of a granite curb,

THENCE: N 39-32-13 E, two hundred sixty-seven and thirty-eight hundredths feet (267.38') along the face of a granite curb, near the southeasterly side of Washington Street,

THENCE: Along a curve to the right, having a radius of one thousand twenty and no hundredths feet (1,020.00') with an arc length of ninety-seven and eleven hundredths feet (97.11') along the face of a granite curb, near said southeasterly side of Washington Street,

THENCE: Along a curve to the right, having a radius of fifteen and fifty hundredths feet (15.50') with an arc length of twenty-seven and eighty-one hundredths feet (27.81') along the face of a granite curb,

THENCE: S 32-11-47 E, two hundred eighteen and ninety-four hundredths feet (218.94') partially along the face of a granite curb, near the southwesterly side of Franklin Street,

THENCE: Along a curve to the right, having a radius of fifteen and no hundredths feet (15.00') with an arc length of eighteen and fifty-one hundredths feet (18.51') along the face of a granite curb, the point of beginning.

Containing by estimation 89,070 square feet (2.0 acres).

Said Parcel is shown on a plan by Schofield Brothers of New England, Inc. entitled "Plan of Land for Proposed Planned Development Area "Filene's Block" In Boston, Massachusetts, Suffolk County, Prepared for Vornado Realty Trust & Gale International, LLC, Scale 1"=20', Date November 10, 2006".

In Established PDA

Maximum:

	Height	FAR
PDA I	155' - 350'	10 -14
PDA II	155' - 400'	10 -14
PDA III	155' - 300'	10 -14
PDA IV	155' - 275'	10 -14
PDA V	155' - 495'	10 -14

Map Key		As-of-Right Maximum Height	Floor Area Ratio (FAR)
1	General Area	125'/155' <i>See Section 38-7.</i>	8/10
2	Bay Village Protection Area	65'	4
3	Boston Common and Public Garden Protection Area	<i>See Section 38-5.1.</i>	
4	Ladder Blocks and Washington Street Theater Protection Area	125'	8
5	Newspaper Row/Old South Protection Area	125'	8
6	Hayden Building Protection Area	65'	4
7	Stuart Street/Washington Street Protection Area	100'	8
8	Jacob Wirth Protection Area	65'	4
9	Tremont Street Protection Area	125'	8
10	Boylston Street protection Area	80'	7
OS	Open Space District	<i>See Section 3-1</i>	
HP	Housing Priority Areas	<i>See Article 38</i>	
*	See Map Amendment No. 342		

See additional provisions in Article 38.

The Midtown Cultural District is within the Restricted Parking (Overlay) District.

Map Amendment Application No. 527
Planned Development Area No. 72
The One Franklin/Filene's
Redevelopment
Boston Redevelopment Authority on
behalf of Vornado Realty Trust

Maps 1A, Midtown Cultural District

MAP AMENDMENT NO. 464

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

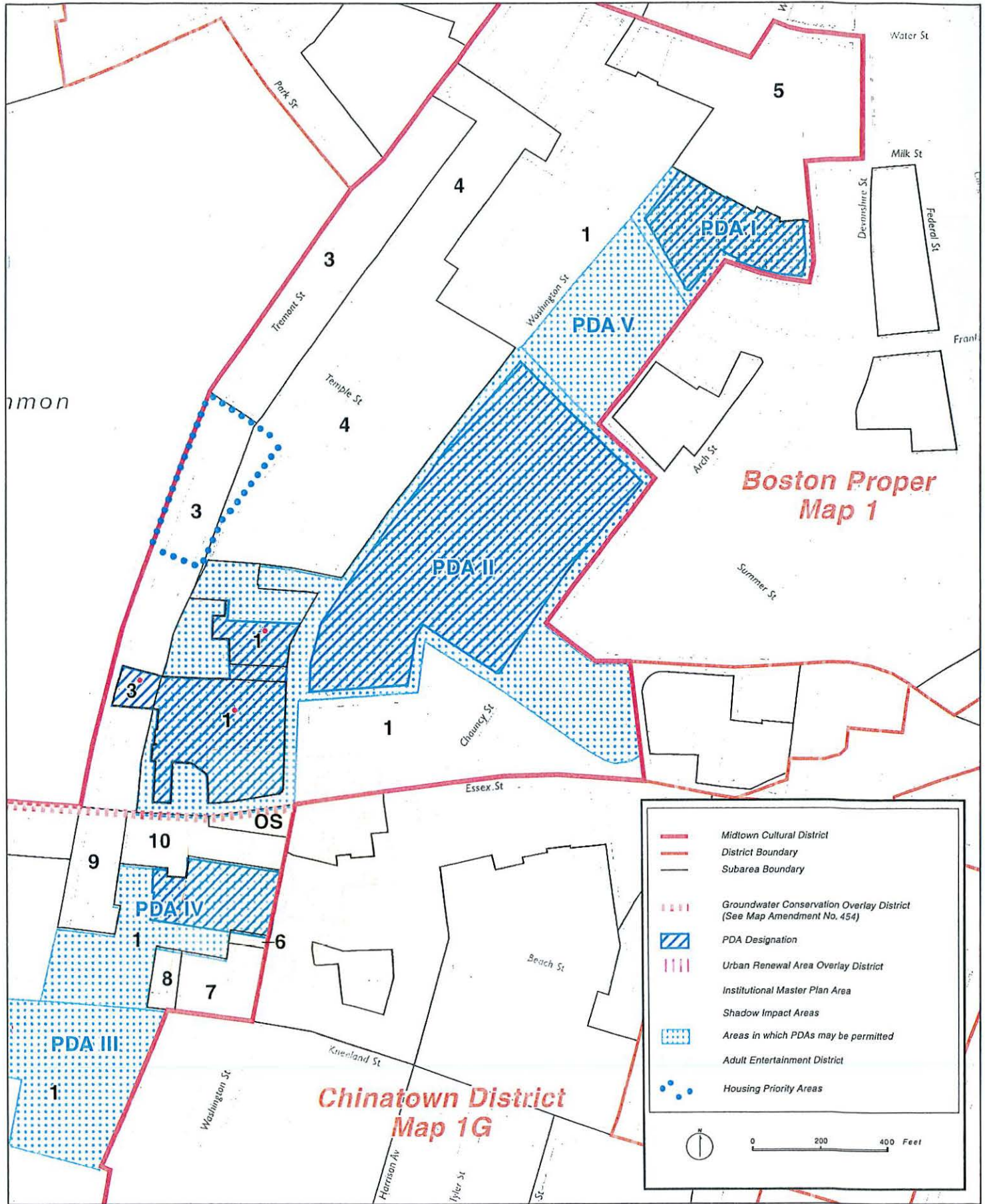
IN ZONING COMMISSION

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. 72 with due consideration of the findings of the Boston Redevelopment Authority adopted on November 16, 2006, and amends "Map 1A, Midtown Cultural District," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

1. By adding to the areas in which Planned Development Areas (PDAs) may be permitted, the site of the former Filene's Department Store in the block surrounded by Washington, Franklin, Hawley and Summer Streets in the Downtown Crossing area of Boston, and labeling that area as "PDA V" as shown on Appendix A.
2. By adding the designation "D", indicating a Planned Development Area overlay district, to the aforementioned site containing approximately 89,070 square feet of land area as shown on Appendix B.
3. By adding to the map key which shows maximum Height and FAR "In Established PDA," the following text and punctuation:

PDA V	155'-495'	10-14
-------	-----------	-------

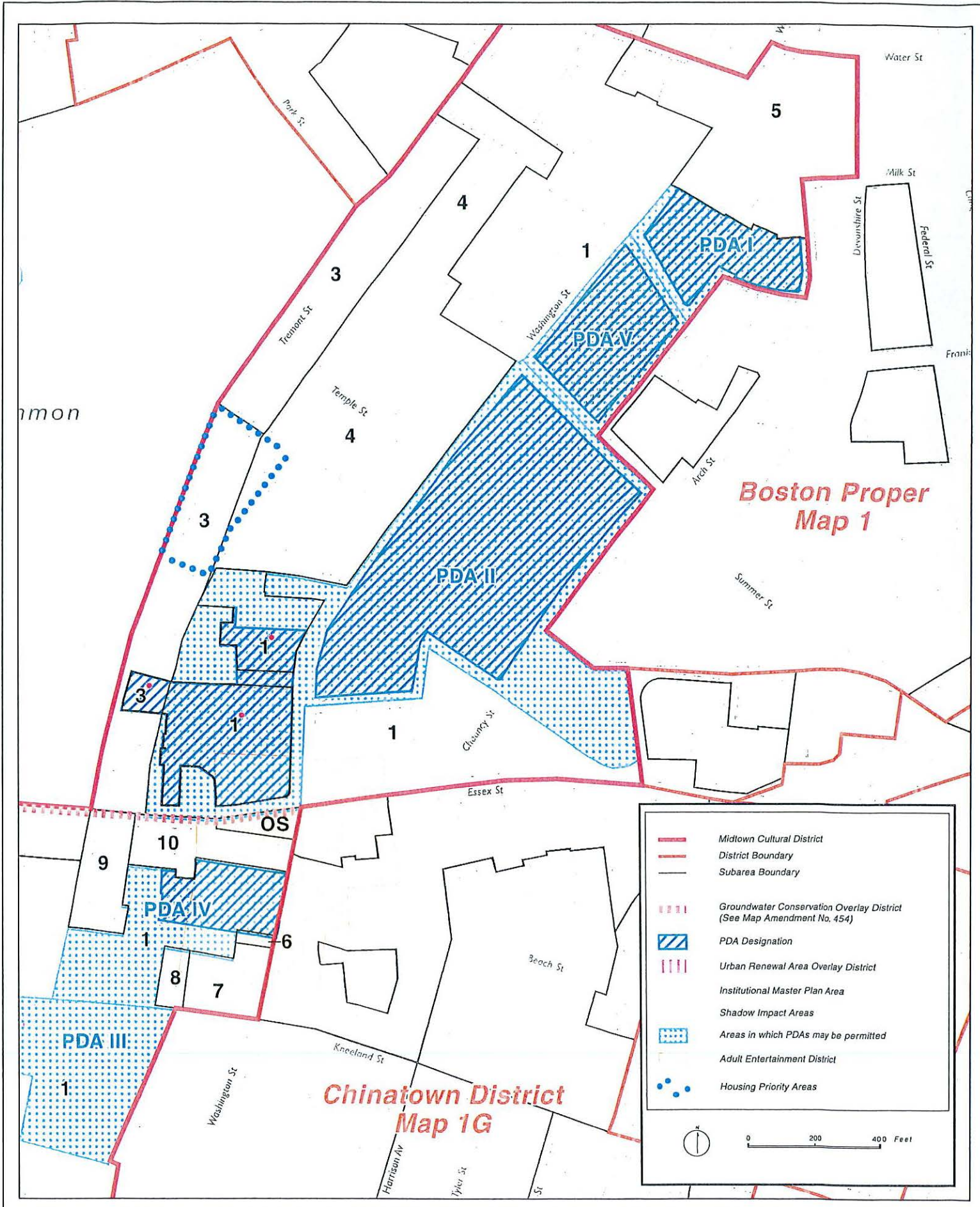
as shown on Appendix C.

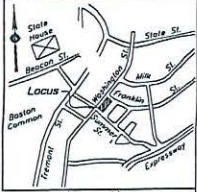
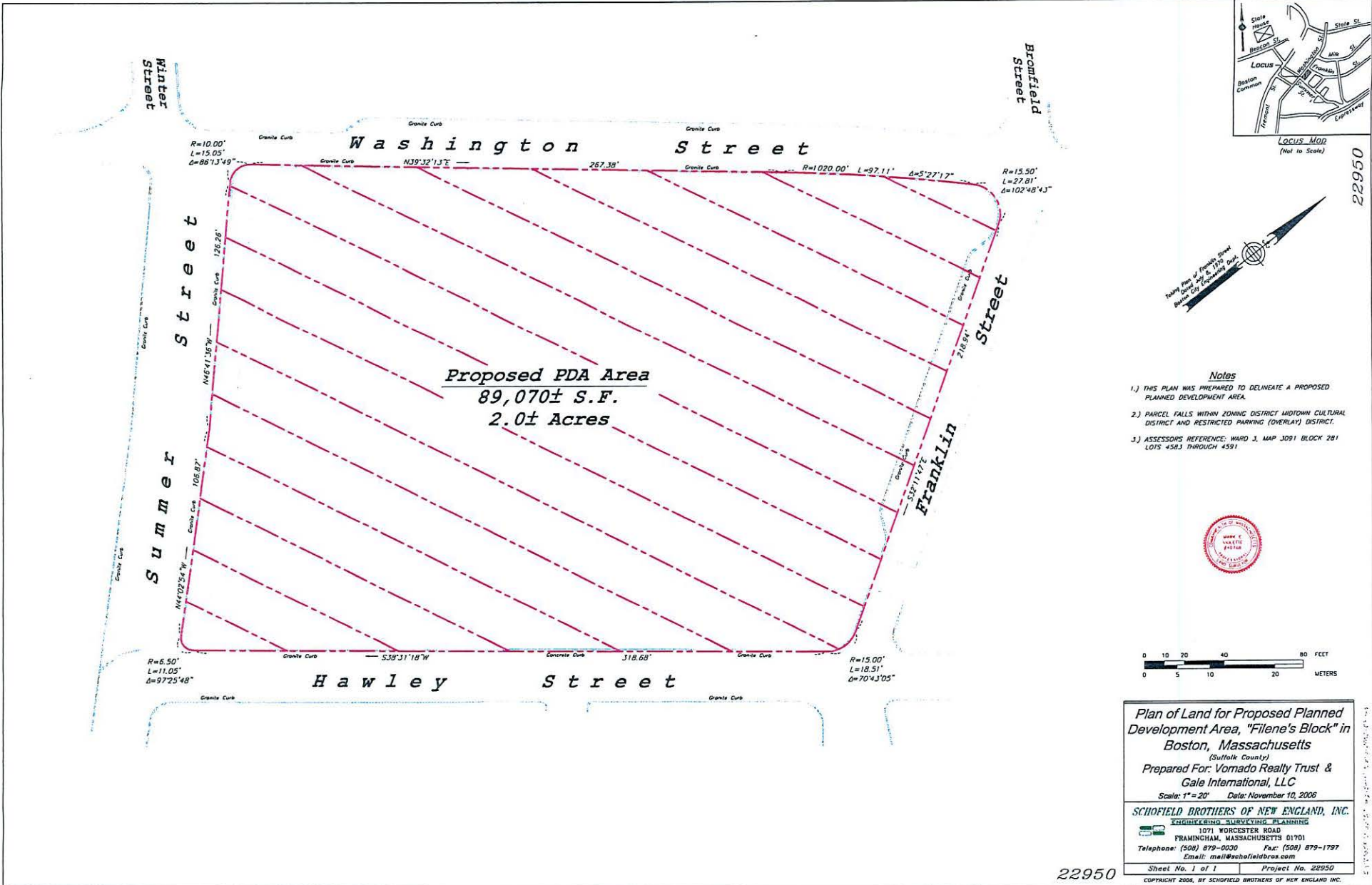


**Boston Proper
Map 1**

**Chinatown District
Map 1G**

	Midtown Cultural District
	District Boundary
	Subarea Boundary
	Groundwater Conservation Overlay District (See Map Amendment No. 454)
	PDA Designation
	Urban Renewal Area Overlay District
	Institutional Master Plan Area
	Shadow Impact Areas
	Areas in which PDAs may be permitted
	Adult Entertainment District
	Housing Priority Areas





22950

Notes

- 1.) THIS PLAN WAS PREPARED TO DELINEATE A PROPOSED PLANNED DEVELOPMENT AREA.
- 2.) PARCEL FALLS WITHIN ZONING DISTRICT MIDTOWN CULTURAL DISTRICT AND RESTRICTED PARKING (OVERLAY) DISTRICT.
- 3.) ASSESSORS REFERENCE: WARD 3, MAP 3091 BLOCK 281 LOTS 438J THROUGH 459I



Plan of Land for Proposed Planned Development Area, "Filene's Block" in Boston, Massachusetts
 (Suffolk County)
 Prepared For: Vomado Realty Trust & Gale International, LLC
 Scale: 1" = 20' Date: November 10, 2006

SCHOFIELD BROTHERS OF NEW ENGLAND, INC.
 ENGINEERING SURVEYING PLANNING
 1071 WORCESTER ROAD
 FRAMINGHAM, MASSACHUSETTS 01701
 Telephone: (508) 879-0030 Fax: (508) 879-1799
 Email: mail@schofieldinc.com

Sheet No. 1 of 1 Project No. 22950
 COPYRIGHT 2006, BY SCHOFIELD BROTHERS OF NEW ENGLAND INC.

22950

S:\Projects\22950\22950.dwg

Description of Proposed Planned Development Area

A certain parcel of land located in Boston, MA Suffolk County bounded and described as follows:

Beginning at the easterly corner of the parcel to be described near the northwesterly intersection of Hawley and Franklin Streets, said point being the face of a granite curb,

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THENCE: Along a curve to the right, having a radius of six and fifty hundredths feet (6.50') with an arc length of eleven and five hundredths feet (11.05') along the face of a granite curb,

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THENCE: Along a curve to the right, having a radius of one thousand twenty and no hundredths feet (1,020.00') with an arc length of ninety-seven and eleven hundredths feet (97.11') along the face of a granite curb, near said southeasterly side of Washington Street,

THENCE: Along a curve to the right, having a radius of fifteen and fifty hundredths feet (15.50') with an arc length of twenty-seven and eighty-one hundredths feet (27.81') along the face of a granite curb,

THENCE: S 32-11-47 E, two hundred eighteen and ninety-four hundredths feet (218.94') partially along the face of a granite curb, near the southwesterly side of Franklin Street,

THENCE: Along a curve to the right, having a radius of fifteen and no hundredths feet (15.00') with an arc length of eighteen and fifty-one hundredths feet (18.51') along the face of a granite curb, the point of beginning.

Containing by estimation 89,070 square feet (2.0 acres).

Said Parcel is shown on a plan by Schofield Brothers of New England, Inc. entitled "Plan of Land for Proposed Planned Development Area "Filene's Block" In Boston, Massachusetts, Suffolk County, Prepared for Vornado Realty Trust & Gale International, LLC, Scale 1"=20', Date November 10, 2006".

In Established PDA

Maximum:

	Height	FAR
PDA I	155' - 350'	10 -14
PDA II	155' - 400'	10 -14
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PDA IV	155' - 275'	10 -14
PDA V	155' - 495'	10 -14

Map Key	As-of-Right Maximum Height	Floor Area Ratio (FAR)
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8 Jacob Wirth Protection Area	65'	4
9 Tremont Street Protection Area	125'	8
10 Boylston Street protection Area	80'	7
OS Open Space District	<i>See Section 3-1</i>	
HP Housing Priority Areas	<i>See Article 38</i>	
* See Map Amendment No. 342		

See additional provisions in Article 38.

The Midtown Cultural District is within the Restricted Parking (Overlay) District.

R. L. Man
Chairman

Robert Jordan
Vice Chairman

Janice Gray
Jay Husley
Jay Hatton
Linda Bernard
Mark Perry

In Zoning Commission

Adopted: December 6, 2006

Attest: Joseph McHampton
Secretary

Planned Development Area No. 72, The One Franklin/Filene's Redevelopment, Boston

R. G. Mann

Chairman

Robert Jordan

Vice Chairman

Mary J. Lewis
Lynnda Bernard

Jill Stratton

Jay Hurley
Jane Cogan Bray

In Zoning Commission

Adopted: December 6, 2006

Attest:

Joseph H. Hannon
Secretary



Mayor, City of Boston

Date: 12/7/06

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

Attest:



Secretary to the Zoning Commission

Planned Development Area No. 72, The One Franklin/Filene's Redevelopment, Boston

Thomas M. Menino

Mayor, City of Boston

Date: 12/7/06

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

Attest:

Joseph H. Sawyer

Secretary to the Zoning Commission

Text Amendment Application No. 372
Boston Redevelopment Authority
Article 38, Midtown Cultural District

TO THE ZONING COMMISSION OF THE CITY OF BOSTON:

The Boston Redevelopment Authority petitions to amend the text of the Boston Zoning Code, as established under Chapter 665 of the Acts of 1956, as amended, as follows:

By amending **Article 38, Midtown Cultural District**, in the manner described below:

1. In **Section 38-10, Establishment of Areas Within Which Planned Development Areas May be Permitted**, in the first sentence of the first paragraph of said section, delete the following text:

“four”

and insert the following text in its place:

“five”
2. In **Section 38-10.1, Consistency with Section 3-1A; Review and Approval Requirements**, in the second sentence of the first paragraph of said section:
 - (a) delete the following text: “four”; and insert in its place the following text: “five”
 - (b) delete the following text and punctuation “and ‘PDA-IV.’”; and insert in its place the following text and punctuation “‘PDA-IV, and PDA-V.’”
3. In **Section 38-11.2, Dimensional Regulations**, in the last sentence of the first paragraph:
 - (a) delete the following text: “and” which appears before the letter “(d)”
 - (b) delete the period at the end of the sentence and insert in its place the following text and punctuation: “, and (e) within PDA-V, a maximum building height of one hundred fifty-five (155’) feet to four hundred ninety-five (495’) feet, and FARs of 10 to 14.”

4. In **Section 38-12, Planned Development Areas: Standards for Development Plan Approval**, in **Table A, Dimensional Regulations Planned Development Areas Midtown Cultural District**,

- (a) delete the apostrophes indicating feet designation after “10” and “14” in the forth line and in the column entitled “Maximum FAR Standards”
- (b) insert a fifth line of text at the end of Table A as follows: “PDA-V” followed by “155’-495” in the column entitled “Maximum Height Standards” and followed by “10-14” in the column entitled “Maximum FAR Standards”

5. In **Section 38-19.4.(a), Setback Requirements**, in **Table D**,

- (a) insert the text “Average” in the heading of Table D as follows: **Sky Plane Setbacks Minimum Average Depth of Setback from Street Wall**

- (b) after the line listing the setback depths for PDA-IV, under the existing respective column headings, insert the following text:

PDA-V	10'	15'	15'
-------	-----	-----	-----

- (c) after the line listing the setback depths for PDA-V, under the existing respective column headings, delete the following text:

Landmarks	35'	35'	35'
-----------	-----	-----	-----

- (d) at the end of Table D, in the footnote marked with an asterisk, delete the period at the end of the first sentence, and insert the following punctuation and language:

“, except where the Landmarks Commission has jurisdiction, in which case the street wall height and setbacks shall be determined by the Landmarks Commission. Table D governs only streets listed in Table C.”

Petitioner: Boston Redevelopment Authority

By: _____
Mark Maloney, Director

Address: City Hall/9th Floor
Boston, MA 02201-1007

Tel. No.: (617) 722-4300, ext. 4308

Date: _____
as authorized by the BRA Board on
November 16, 2006.

TEXT AMENDMENT NO. 329

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 amend the Boston Zoning Code as follows:

By amending **Article 38, Midtown Cultural District**, in the manner described below:

1. In **Section 38-10, Establishment of Areas Within Which Planned Development Areas May be Permitted**, in the first sentence of the first paragraph of said section, delete the following text:

“four”

and insert the following text in its place:

“five”

2. In **Section 38-10.1, Consistency with Section 3-1A; Review and Approval Requirements**, in the second sentence of the first paragraph of said section:

- (a) delete the following text: “four”; and insert in its place the following text: “five”

- (b) delete the following text and punctuation “and ‘PDA-IV.’”; and insert in its place the following text and punctuation “‘PDA-IV, and PDA-V.’”

3. In **Section 38-11.2, Dimensional Regulations**, in the last sentence of the first paragraph:

- (a) delete the following text: “and” which appears before the letter “(d)”
- (b) delete the period at the end of the sentence and insert in its place the following text and punctuation: “, and (e) within PDA-V, a maximum building height of one hundred fifty-five (155’) feet to four hundred ninety-five (495’) feet, and FARs of 10 to 14.”

4. In **Section 38-12, Planned Development Areas: Standards for Development Plan Approval**, in **Table A, Dimensional Regulations Planned Development Areas Midtown Cultural District**,

- (a) delete the apostrophes indicating feet designation after “10” and “14” in the forth line and in the column entitled “Maximum FAR Standards”
- (b) insert a fifth line of text at the end of Table A as follows: “PDA-V” followed by “155’-495’” in the column entitled “Maximum Height Standards” and followed by “10-14” in the column entitled “Maximum FAR Standards”

5. In **Section 38-19.4.(a), Setback Requirements**, in **Table D**,

- (a) insert the text “Average” in the heading of Table D as follows: **Sky Plane Setbacks Minimum Average Depth of Setback from Street Wall**
- (b) after the line listing the setback depths for PDA-IV, under the existing respective column headings, insert the following text:

PDA-V	10’	15’	15’
-------	-----	-----	-----

- (c) after the line listing the setback depths for PDA-V, under the existing respective column headings, delete the following text:

Landmarks	35’	35’	35’
-----------	-----	-----	-----

- (d) at the end of Table D, in the footnote marked with an asterisk, delete the period at the end of the first sentence, and insert the following punctuation and language:

“, except where the Landmarks Commission has jurisdiction, in which case the street wall height and setbacks shall be determined by the Landmarks Commission. Table D governs only streets listed in Table C.”

A. L. Mann

Chairman

Robert Linder

Vice Chairman

Mary P. Young

Lynnda Bernard

Jan Lynn Bray

Gay Hurley

Jill Statten

In Zoning Commission

Adopted: December 6, 2006

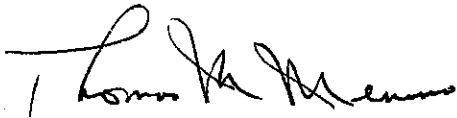
Attest:

[Signature]

Secretary

Text Amendment Application No. 372

Text Amendment No. 329



Mayor, City of Boston

Date: 12/7/06

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

Attest:



Secretary to the Zoning Commission