

BEA APPROVAL: 11/17/11
ZC APPROVAL: 12/14/11
EFFECTIVE: 12/15/11

DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 84
COPLEY PLACE
AND
THE COPLEY PLACE RESIDENTIAL ADDITION AND RETAIL EXPANSION
PROJECT
HUNTINGTON AVENUE/PRUDENTIAL CENTER DISTRICT, BOSTON

November 17, 2011

Development Plan: Pursuant to Section 3-1A and Section 80C of the Boston Zoning Code (the “Code”), this development plan constitutes the Planned Development Area Development Plan (the “Development Plan”) for the existing building components and the development of new project components on the parcel of land bordered generally by Huntington Avenue, Stuart Street, Dartmouth Street, the Southwest Corridor, and Harcourt Street (the Marriott Hotel and a cooperative housing development is not part of this Development Plan) in the Back Bay neighborhood of Boston’s Huntington Avenue/Prudential Center District containing approximately 6.07 acres described in Exhibit A attached hereto and as shown on the plan attached hereto as Exhibit B and referred to as the PDA Site. This Development Plan sets for the project’s location and appearance of structures, open spaces and landscaping, proposed uses and appearance of structures, dimensions of structures, density of structures, proposed traffic circulation, parking and loading facilities, access to public transportation as well as the dimensional, use and other zoning applicable to the Project. Furthermore, in accordance with the applicable provisions of the Code, including Section 80C, the Development Plan herein

addresses the applicable Underlying Zoning requirements. As further described herein and as set forth on the appendices included herewith, the Development Plan includes the Existing Component, hereinafter referred to as: “Existing Copley Place”, and the New Proposed Project Component, hereinafter referred to as “Copley Place Retail Expansion and Residential Addition Project” or “Proposed Project”.

Upon approval, this Development Plan will constitute zoning for the PDA Site in accordance with Sections 3-1A and 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for the Proposed Project or for any part of the Proposed Project or any phase thereof will be issued until the Boston Redevelopment Authority (the “BRA”) has issued a Certification of Consistency under Section 80C-8 of the Code for the Proposed Project or phase, including the Existing Copley Place Component, as applicable. To the extent that the Director of the BRA (the “Director”) certifies consistency with this Development Plan, the Proposed Project or phase, including the Existing Copley Place Component, will be deemed to be in compliance with the requirements of the Code, to the extent that such requirements are addressed in this Development Plan, pursuant to Section 80C-9 of the Code.

This Development Plan consists of 17 pages of text plus attachments designated Exhibits A through F. All references to this Development Plan contained herein shall pertain to such pages and exhibits.

Proponent: The Proposed Project will be developed by Copley Place Associates, LLC, a limited liability company formed under the laws of Delaware (c/o Simon Property Group, the largest U.S. retail REIT). Further information regarding the Proponent and the Development Team for the Proposed Project is included on Exhibit D attached hereto.

Project Overview: Originally constructed on air rights above the MassPike in the early 1980s, Copley Place, as described herein, has contributed significantly to the commercial success of Boston's historic Back Bay neighborhood. Copley Place Associates, LLC, owner of Copley Place and the largest U.S. retail REIT, endeavors to refine and enhance the Existing Copley Place by expanding the existing Neiman Marcus anchor store and other retail components, adding residential programming, and enriching the pedestrian access and environment of the overall PDA Site. The Copley Place Retail Expansion and Residential Addition Project ("the Proposed Project") will incorporate sustainable, transit-oriented, aesthetically contextual, and smart growth design principles that will ultimately ensure that Copley Place maintains its status as the most attractive retail destination in the Boston metropolitan area, and will position Copley Place to play an important role in Boston's future economic development just as it did when it was first built in the 1980s.

Planned Development Area Site: The PDA Site consists of air-rights over the MassPike, bounded generally by Huntington Avenue, Stuart Street, Dartmouth Street, the Southwest Corridor, and Harcourt Street (the Marriott Hotel and a cooperative housing development is not part of the PDA Site or the Development Plan), Boston, Suffolk County, Massachusetts, and containing approximately 264,423 square feet (approximately 6.07 acres) as shown on that certain plan entitled "PDA Site Plan in Boston, Massachusetts" prepared by DGT Survey Group ("PDA Site Plan"), as shown on Exhibit B attached hereto and as more particularly bounded and described on Exhibit A attached hereto.

Development Plan Components:

Existing Copley Place: In the 1960's the Massachusetts Turnpike (MassPike) was extended from Route 128 into downtown Boston. The extension was built on an open tract of land from an existing railroad right-of-way that had separated neighborhoods from each other on either side of the tracks since the mid-19th century. Copley Place was constructed on air rights above the Boston Extension of the MassPike in the early 1980s. This was a pioneering project as its location above a MassPike interchange presented significant design and structural challenges. By bridging over the MassPike off-ramps in the block bounded by Harcourt Street, Stuart Street, Dartmouth Street, and the Southwest Corridor, Copley Place played an important role in repairing and infilling the open space left by the former railroad right-of-way. This provided significant urban design and social benefits by linking the Back Bay and South End communities and stimulating economic growth.

The original development included 3.4 million square feet of retail, office, and hotel uses. Housing was also included and located facing Harcourt Street and the Southwest Corridor adjoining South End and Saint Botolph Street residential areas. This housing represented a very small portion of the overall Copley Place program: approximately 85,000 square feet, or only 2.5% of the total project program.

At that time, success of in-town retail was far from assured, especially as Copley Place was situated at the edge of the Back Bay commercial core. But Copley Place did succeed and it helped stimulate the revitalization of the surrounding area. It accomplished significant city planning objectives by mending the hole in the urban fabric created by the MassPike interchange and linking the Back Bay and the South End neighborhoods. It created a vibrant retail environment that drew people to in-town shopping. Hotel, office, and residential uses provided activity extending beyond the retail experience.

The Existing Copley Place consists of three (3) levels of parking containing approximately 860 parking spaces, three (3) levels of retail with shops and restaurants containing approximately 520,000 square feet of retail space, seven (7) levels of office space containing approximately 770,000 square feet of office space, and accessory and ancillary mechanical and support space, including connecting bridges and appurtenances for a total area (excluding parking) of approximately 1,290,000 square feet, all as shown on the plans attached hereto as Exhibit E. Although part of the Existing Copley Place, the Proponent also plans to undertake approximately 115,000 square feet of renovations to the existing Neiman Marcus store in conjunction with the Proposed Project. There will be no exterior additions or expansions to the Existing Copley Place, as described above, without an amendment to this Development Plan being approved by the BRA Board and the Boston Zoning Commission in accordance with Section 80C of the Code.

Copley Place Retail Expansion and Residential Addition Project – The Proposed Project:

The Copley Place Retail Expansion and Residential Addition Project is located within the Copley Place Central Area and at the southwest corner of Stuart and Dartmouth Streets. This location was not built upon as part of the initial Copley Place construction because it was located directly above the main artery of the MassPike. The site currently functions as a large brick paved entry plaza for Neiman Marcus and Copley Place. The Copley Place Retail Expansion and Residential Addition Project presents an opportunity to improve the public realm adjoining Copley Place along Dartmouth Street and Stuart Street, as well as developing a more inviting entrance from the Southwest Corridor. It is immediately adjacent to office, commercial, and residential uses, and has immediate access to a variety of mass transit and vehicular

transportation systems. The Copley Place Retail Expansion and Residential Addition Project also presents an opportunity to add residential programming to the Existing Copley Place, further strengthening the connection between the Back Bay and the South End neighborhoods, and will take advantage of the PDA Site's proximity to several mass transit facilities. The Proposed Project will significantly improve conditions along Stuart and Dartmouth Streets by enlarging sidewalks and channeling traffic in a more pedestrian friendly manner. Expansion of the retail base podium will bring activity to the street edge and provide a generous interior Wintergarden for four-season use.

The Proposed Project building program will total up to 785,000 square feet of retail and residential uses including two components:

1. approximately 115,000 square feet of new retail and restaurant space (including 40,000 square feet expansion of the existing Neiman Marcus store and 75,000 square feet of new retail, restaurant and Wintergarden uses with associated support areas) ("Retail Expansion Component")
2. approximately 670,000 square feet of new residential space, including a Sky Lobby with residential amenities and associated support areas for approximately 318 residential units ("Residential Addition Component").

All as shown on the plans attached hereto as Exhibit F.

Proposed Project's Design Program: Two central features comprise the Proposed Project's design and include: the Retail Expansion Component will be a retail base extension into the plaza at Stuart and Dartmouth Streets; and the Residential Addition Component will be a residential building positioned atop the retail base. First, extending the retail base into the brick-paved plaza defines the street edge at the intersection of Stuart and Dartmouth Streets. The new,

active retail façade, consisting of transparent glass, provides welcoming views of the Wintergarden that will draw pedestrians into a multi-story atrium. This atrium then connects to the existing main retail galleries. The redesign of the entry to Copley Place from the Southwest Corridor will be more inviting to the public and will encourage pedestrian circulation through the building to the Wintergarden and outward to make connections to Stuart Street and beyond. The Copley Place Retail Expansion and Residential Addition Project will significantly improve conditions of the public realm at Stuart and Dartmouth Streets by enlarging sidewalks and channeling traffic in a more pedestrian friendly manner.

The introduction of new residential programming to Copley Place capitalizes on the PDA Site's proximity to several mass transit facilities and further strengthens the connection between the Back Bay and South End neighborhoods. The Dartmouth Street entrance will serve as the primary residential access, enlivening the current blank wall at the pedestrian level. The maximum 47 story Proposed Project building (Retail Expansion Component and Residential Addition Component) features slender, elegant massing providing a floorplate design well-suited to residential design and usage.

Proposed Location and Appearance of Structures for the Copley Place Retail Expansion and Residential Addition Project: At street level, the Proposed Project incorporates a new entry and enclosed Wintergarden space at the corner of Stuart Street and Dartmouth Street. The new entrance is intended to convey a more inviting presence for Copley Place at that location in the public realm. The curved entrance, positioned closer to the street edge, will provide a clearer, more user-friendly entrance to the PDA Site. The new interior four-season Wintergarden will replace the underutilized brick plaza and will be a grand gathering space that serves as the

“living room” for Copley Place for the community to enjoy. Complemented by beautiful landscaping and comfortable seating, it is designed to provide a relaxed setting for shoppers, pedestrians, and the general public to enjoy throughout the changing seasons. Natural light, two levels of retail and restaurant venues, carts and kiosks, café seating, flower stands, wi-fi access, and other comfortable seating will enliven the Wintergarden creating a significant node of activity. Transparent vertical glazing encompasses the Wintergarden and enhances the pedestrian experience by establishing visual connections between the interior and exterior. This, in turn, creates an inviting entrance to the site. The glazing follows along the back edge of the expanded sidewalk and reinforces the street wall of the surrounding urban context. Along Dartmouth Street, the entrance to the Residential Addition Component comprised of the new residential building creates activity along the street and provides a more visually attractive street façade at this location. Elevators in the street-level residential lobby allow access to the sixth floor Sky Lobby where residential amenities can be found. A proposed vehicular pull-off for drop-off only is also located on Dartmouth Street. At the southeast corner of the PDA Site, the Proposed Project includes upgraded access from street level to the retail gallery level at the Southwest Corridor entry. Façade improvements create a more welcoming arrival sequence and encourage access to and through Copley Place at this location. The existing single width escalators will be expanded to double width. Handicap accessibility features improve entry conditions and circulation from the Southwest Corridor. Along Stuart Street, façade improvements and landscaping define the street edge while the residential building, set back from the podium below, rises above the urban fabric.

Retail Expansion Component and Residential Addition Component of the Proposed Project:

Mezzanine Level: Visible within the multi-story volume of the Wintergarden, the mezzanine level expansion adds variety and depth to the space and enriches the Wintergarden experience. Enhancements to the mezzanine level include new restaurant and retail venues that activate this area. A residential entrance enables convenient access to Copley Place and the extended circulation system. The expanded mezzanine space allows additional seating for pedestrians moving to and from Copley Place and the Westin Hotel.

Gallery Levels: The new Stuart Street entrance serves as the primary access to the first gallery level. The grand stair, escalator, and elevator provide vertical circulation. This level features additional retail space for Neiman Marcus and other retail and restaurant tenants. The improved escalators from the Southwest Corridor entry also arrive at this first gallery level. The second gallery level contains additional Neiman Marcus space.

Level 6 – Sky Lobby: The elevators from the residential entry at Dartmouth Street open into the residential sky lobby at Level 6. This space includes basic lobby functions, user amenities, a seating area, and residential units. The elevator core serving the upper residential floors originates at this level.

Upper Levels: The upper levels of the new building include residential units of varying sizes. The floor plate design contains geometric and dimensional variations at different levels. As the Proposed Project building ascends, the sinuous floor plan evolves to present a more slender elevation profile at higher levels of the building.

Proposed Project Uses: The proposed uses may include one or more of the uses as set forth on Exhibit C attached hereto, including: Residential, Restaurant (including take-out) and Entertainment, Office, Hotel or motel, Daycare center, family care center, Elementary or

Secondary School, Recreational and Community, Service, Retail, Non-institutional Professional School, Parking garage, Fast food restaurant, Transportation uses, and accessory or ancillary uses.

Proposed Project Dimensions: The dimensional requirements for the Existing Copley Place and the Copley Place Retail Expansion and Residential Addition Project are as set forth below:

Dimensions	Existing Copley Place	Copley Place Residential Addition and Retail Expansion Project – Proposed Project	Combined
PDA Site			6.07 acres (264,423 GSF)
Gross Floor Area, excluding parking	1,290,000 GSF (existing)	785,000 GSF (proposed)	2,075,000 GSF maximum
Maximum FAR (existing)			10.0 maximum (7.9 proposed)
Maximum Height	200 ft (existing)	625 ft.	
Parking and Loading	Existing	As set forth in PDA Plan	
Open Space	Existing	As set forth in PDA Plan	

Zoning History: The development of the Existing Copley Place in 1980 was exempt from the Code pursuant to the Legislation authorizing the Massachusetts Turnpike Authority (“MTA”) to lease air rights for the Existing Copley Place Project. Recognizing this exemption and in accordance with Section 7 of Chapter 3 of the Acts of 1997, the City of Boston, acting by and through the BRA, entered into a Memorandum of Understanding (“MOU”) with the MTA on June 1, 1997, which provided for BRA review of the air-rights development proposals and established a process for project review, including the provisions for mitigation and, in accordance with the Executive Order of Mayor Thomas M. Menino of October 20, 2000, as

amended by the Executive Order of April 3, 2001, the establishment of a Citizen's Advisory Committee ("CAC"). Notwithstanding the foregoing, in 2010, the Legislature adopted Chapter 302 of the Acts of 2010 and made the Existing Copley Place and the Copley Place Retail Expansion and Residential Addition Project subject to the Code. As a result, the PDA Site is located within the Huntington Avenue/Prudential Center District, Article 41 of the Code, which regulates the use, dimensions and design of projects.

Current Zoning: On August 10, 2011, the Boston Zoning Commission ("BZC") approved an amendment to Article 41 of the Code to allow for the establishment of Planned Development Area ("PDA") zoning for Copley Place. Such zoning amendment allowed PDAs within Copley Place in order to: to establish a more flexible zoning law and encourage large-scale private redevelopment of the obsolete Prudential Center and other sites including Copley Place, while ensuring high-quality design by providing planning and design controls; to provide a secure economic base and encourage economic growth for office, hotels, convention and hospitality economies; and to encourage residential and economic development which knits together the surrounding neighborhoods through a new urban design in a vibrant, mixed use manner. As set forth in the approved amendment, the dimensional requirements for a project within the Copley Place PDA area: PDA-IV, are to be set forth in a development plan.

Parking, Loading and Access to Transportation:

Parking: In total, the Proponent controls 1,558 parking spaces in the Existing Copley Place garage and the adjacent Dartmouth Street garage. In the Existing Copley Place garage, 860 commercial spaces are permitted by the Air Pollution Control Commission. Of these spaces, 267 are currently committed on monthly leases either to tenants or other parties. The remaining 593

spaces are available for public use and include the spaces for Neiman Marcus customers. In the Dartmouth Street garage, 276 commercial spaces, 293 employee exempt spaces, and 129 residential exempt spaces are permitted, for a total of 698 spaces. Zipcar uses ten spaces in the Dartmouth Street garage. In the interest of sustainability and transportation demand management, no new parking will be provided as part of the Proposed Project. Parking for the Existing Copley Place and the Retail Expansion and Residential Addition Project will be accommodated in the Existing Copley Place garage and the Dartmouth Street garage.

Residential parking will be supplied at the rate of one space per dwelling unit (318 total spaces). One level of the Existing Copley Place garage will accommodate 143 reserved spaces for residential units in the building. The remaining 175 spaces for the other residential units will be served by a valet at the entrance to the Existing Copley Place garage, but parked in the Dartmouth Street garage.

Loading and Service: Loading, service, and trash removal for the Retail Expansion Component of the Proposed Project and for the new residential units in the Residential Addition Component of the Proposed Project will take place from the loading docks of the Existing Copley Place accessed from Harcourt Street. A new service elevator will connect the new residential building to the loading dock.

Access to Public Transportation: The PDA Site is convenient to the MBTA public transportation system. It is within a five minute walk (or a quarter of a mile) of the Green Line Copley Station and directly across Dartmouth Street from the Orange Line, commuter rail, and Amtrak Back Bay/South End Station. The Green Line provides service on its four branches between Lechmere Station to the north and Boston College, Cleveland Circle, Riverside, and Heath stations to the west. From Back Bay Station, commuter rail trains serve the Worcester,

Needham Heights, Providence and Stoughton lines. Additional commuter rail service from South Station provides access to Plymouth, Kingston, Middleborough/ Lakeville and Forge Park/I-495. In addition to MBTA Orange Line and Green Line subway service, various MBTA buses operate within a five- to 10-minute walk from the PDA Site (a quarter to one-half mile). MBTA bus routes #10 and #170 run adjacent to the PDA Site along Dartmouth Street. Less than a five-minute walk from the PDA Site are bus routes #9, #10, #39, #55, #502, #503.

Public Benefits: The Proposed Project provides a number of public benefits to the City of Boston, as previously summarized and further described below:

Projected Number of Jobs: It is anticipated that the Proposed Project will generate approximately 1,700 construction jobs and approximately 250-270 permanent jobs.

Economic Development: The Proposed Project will ensure that Copley Place retains its pre-eminence as a regional retail destination by providing Neiman Marcus with an opportunity to expand, which will help sustain the character and draw of Copley Place into the future. This will be beneficial not only to other retailers in Existing Copley Place but also to those in the Commercial Back Bay. An expanded Neiman Marcus and related retailers will complement the City's tourist economy. The Proposed Project will contribute to the overall future economic health of the entire City by significantly reinvesting in and upgrading an asset rather than allowing it to be overtaken by newer investments made outside of Boston.

Housing: The Proposed Project will add approximately 318 residential units in an area of the City that is well served by public transit. It will help balance the current mix of uses at the Existing Copley Place that is now more heavily weighted to retail and office uses. Introducing residential uses as part of a predominantly commercial development

increases variety and activity for a greater number of hours during the day and into the evening. This, in turn, enhances the overall safety and comfort for users. The Proponent will comply with the Mayor's Executive Order relative to the City's Inclusionary Development Policy, as amended on May 16, 2006.

Housing and Jobs Linkage: The Proposed Project will also generate approximately \$1,023,000 in housing linkage funds and \$204,000 in jobs linkage funds.

Smart Growth / Sustainable Development: The Proposed Project embodies the major principles of Smart Growth development by:

- Redeveloping an underutilized corner in an urban core location as part of an attractive mixed-use development;
- Increasing density of development directly adjacent to public transit;
- Promoting walking as a means of transport;
- Reusing and rehabilitating existing infrastructure;
- Providing sustainability and green building features in building design;
and
- Increasing job opportunities near transportation options.

Public Realm Improvements: The Proposed Project has been designed to improve the public realm by:

- Creating a more active and transparent pedestrian level façade by locating the entrance to the residential component along Dartmouth Street, bringing the major Copley Place entrance closer to pedestrian activity at the corner of Stuart and Dartmouth Streets, offering a welcoming Wintergarden space, and enhancing the streetscape along Stuart Street;

- Providing new landscaping and paving for surrounding sidewalks and expanding the sidewalk at the corner of Stuart and Dartmouth Streets by converting to space that is currently used for automobile travel to pedestrian use;
- Enhancing open space resources in the project area in cooperation with neighbors, the City and non-profit groups;
- Channelizing, with the City's concurrence, automobile travel with decreased lane widths at the Stuart and Dartmouth Street intersection in conjunction with the Copley Place sidewalk expansion to enhance overall pedestrian comfort and safety; and
- Reconfiguring the entrance from the Southwest Corridor to Copley Place with more commodious escalators and a new handicapped accessible elevator that will enhance circulation from the South End and Back Bay Station to and through Copley Place.

New Property Tax Revenue: The Proposed Project will generate approximately \$7.2 million in new annual property taxes for the City of Boston.

Phasing of New Project Component: Nothing in this Development Plan shall be construed as an undertaking by the Proponent to construct or complete the Copley Place Retail Expansion and Residential Addition Project. If and to the extent that the Copley Place Retail Expansion and Residential Addition Project is undertaken by the Proponent, the sole obligation of the Proponent is to adhere to the provisions of the Development Plan and the Article 80B documents applicable to such project, to the extent provided herein.

Compliance with the Groundwater Conservation Overlay District: The PDA Site is located within the Groundwater Conservation Overlay District. The Proponent will incorporate systems into the Proposed Project that meet the groundwater conservation standards of Article 32 and the Proponent will obtain a written determination from the Boston Water and Sewer Commission as to whether said standards are met. The Proponent will provide a copy of this letter to the BRA and Boston Groundwater Trust prior to the issuance of a Certification of Consistency. Accordingly, the Proponent will not be required to obtain a conditional use permit from the Board of Appeal, and shall be deemed to be in compliance with Article 32.

Green Building: The Proposed Project shall comply with Article 37, Green Buildings, of the Code. The Proponent has incorporated the LEED Building Rating System criteria in the design of the Copley Place Retail Expansion and Residential Addition Project. As a result, the Copley Place Retail Expansion and Residential Addition Project has been designed to meet LEED standards, which incorporates the following Green Building Attributes:

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

Development Review Procedures: All design plans for the project components are subject to on-going development review and approval of the Authority. Such review is to be conducted in accordance with Article 80 of the Code and the BRA Development Review Guidelines, dated 2006.

**LIST OF EXHIBITS
TO
DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 84
COPLEY PLACE
AND
THE COPLEY PLACE RESIDENTIAL ADDITION AND RETAIL EXPANSION
PROJECT**

EXHIBIT	A	PDA Site Description
EXHIBIT	B	PDA Site Plan
EXHIBIT	C	Project Uses
EXHIBIT	D	Proponent and Development Team Information
EXHIBIT	E	Floor Plans and Elevations-Existing Copley Place
EXHIBIT	F	Floor Plans and Elevations-Proposed Project

Amendments to the above together with additional drawings, perspectives and plans described in the Development Plan will be provided to the Authority for review in compliance with the Design Review Process.

EXHIBIT A

PDA Site Description

Leased Premises

Air rights and appurtenant interests in, upon and over those certain parcels of real estate in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated at Huntington Avenue and Stuart and Dartmouth Streets and shown on the plan (the "Plan") entitled "Plan of Property Owned by Massachusetts Turnpike Authority Sublease Air Rights to UIDC of Massachusetts, Inc. (Central Development), Copley Place, Boston, Massachusetts", consisting of 6 sheets, dated August 18, 1982, most recently revised September 2, 1982, prepared by Cullinan Engineering Co., Inc., and recorded with the Suffolk County Registry of Deeds (the "Registry") in Book 10056, Page 233, said parcels being bounded and described as follows and as shown on the Plan:

First Parcel

That portion of the following described parcel lying above elevation 90.00, as shown on sheet 1 of the Plan:

Measuring from a point, as shown on sheet 1 of the Plan, at the intersection of the northeasterly sideline of Harcourt Street and the southeasterly sideline of Huntington Avenue, said point having a north coordinate of 491049.72 and an east coordinate of 713555.39 referred to the Massachusetts Coordinate System, thence,

N 41° 41' 32" E,

along the southeasterly sideline of Huntington Avenue, a distance of 192.31 feet to a point; thence,

NORTHEASTERLY

along said southeasterly sideline of Huntington Avenue, by a curve to the right having a radius of 138.92 feet, an arc distance of 26.62 feet to the True Point of Beginning;

From said True Point of Beginning, thence

NORTHEASTERLY

along said southeasterly sideline of Huntington Avenue, by a curve to the right having a radius of 138.92 feet, an arc distance of 18.92 feet to a point of intersection with another curve; thence,

NORTHEASTERLY	along said southeasterly sideline of Huntington Avenue, by a curve to the right having a radius of 1938.42 feet, an arc distance of 129.39 feet to a point of intersection with another curve; thence,
NORTHEASTERLY	along the southeasterly sideline of the merge of Huntington Avenue with Stuart Street, by a curve to the right having a radius of 554 feet, an arc distance of 200.60 feet to a point of tangency; thence,
N 71° 59' 45" E,	a distance of 6.38 feet to a point; thence,
S 27° 00' 53" E,	a distance of 41.67 feet to a point; thence,
NORTHEASTERLY	along the southeasterly sideline of Stuart Street, by a curve to the right having a radius of 1390.00 feet, an arc distance of 218.60 feet to a point of tangency; thence,
N 71° 59' 45" E,	a distance of 82.00 feet to a point of curvature; thence
NORTHEASTERLY	along the southerly sideline of the intersection of said Stuart Street and Dartmouth Street by a curve to the right having a radius of 90.00 feet, an arc distance of 31.79 feet to a point of intersection with another curve; thence,
SOUTHEASTERLY	along said southerly sideline of the intersection of Stuart Street and Dartmouth Street by a curve to the right having a radius of 40.00 feet, an arc distance of 47.10 feet to a point of tangency on the southwesterly sideline of Dartmouth Street; thence,
S 20° 17' 35" E,	a distance of 221.61 feet to a point; thence,
S 41° 41' 40" W,	a distance of 547.11 feet to a point; thence,
N 48° 18' 20" W,	a distance of 327.70 feet to a point; thence,
N 41° 41' 40" E,	a distance of 5.80 feet to a point; thence,
N 48° 18' 20" W,	a distance of 57.30 feet to a point; thence,

N 41° 41' 40" E, a distance of 2.75 feet to a point; thence,
N 48° 18' 20" W, a distance of 20.50 feet to a point; thence,
S 86° 41' 40" W, a distance of 59.46 feet to a point; thence,
N 70° 33' 00" W, a distance of 1.43 feet to a point; and thence,
N 03° 18' 20" W, a distance of 89.54 feet to the True Point of
Beginning;

Containing 263,087 square feet, more or less, according to the Plan.

Second Parcel - Level 2 Lease Area

That portion of the following described parcel from elevation 90.00 to a plane between line K-J at elevation 119.94 and line L-M at elevation 124.48, as shown on sheets 1 and 3 of the Plan:

Beginning at point "J", as shown on sheet 3 of the Plan; thence,

N 41° 41' 40" E, a distance of 14.26 feet to point "K"; thence,
S 48° 18' 20" E, a distance of 57.30 feet to point "L"; thence,
S 41° 41' 40" W, a distance of 5.80 feet to point "M"; thence,
N 48° 18' 20" W, a distance of 8.32 feet to point "C"; and thence,
N 58° 06' 01" W, a distance of 49.70 feet to point "J", the point
of beginning;

Containing 540 square feet, more or less, according to the Plan.

Third Parcel - Level 2A Lease Area

Those portions of the following described parcel from elevation 90.00 to elevation 121.00, as shown on sheets 1 and 3 of the Plan:

Beginning at point "F" as shown on sheet 3 of the Plan, said point being on the southeasterly sideline of Huntington Avenue and the northerly most point of the parcel herein described; thence,

S 03° 18' 20" E, a distance of 39.41 feet to point "E"; thence,

N 63° 46' 00" W, a distance of 7.54 feet to point "R"; thence,
N 17° 04' 21" W, a distance of 15.26 feet to point "S"; thence,
N 07° 19' 11" E, a distance of 3.52 feet to point "T"; thence,
N 82° 40' 49" W, a distance of 1.66 feet to point "U"; being on
the southeasterly sideline of Huntington
Avenue; and thence,

NORTHEASTERLY by a curve to the right, having a radius of
138.92 feet, an arc distance of 20.46 feet along
said southeasterly sideline of Huntington
Avenue to point "F", being the point of
beginning;

Containing 275 square feet, more or less, according to the Plan.

Fourth Parcel - Level 2B Lease Area

Those portions of the following described parcel from elevation 90.00 to elevation 121.00 and
above elevation 145.83, as shown on sheets 1 and 3 of the Plan:

Beginning at point "K" as shown on sheet 3 of the Plan, said point being on the southeasterly
sideline of Huntington Avenue, and the northerly most point of the parcel herein described;
thence,

S 03° 18' 20" E, a distance of 41.58 feet to point "G"; thence,
N 63° 46' 00" W, a distance of 1.34 feet to point "E"; thence,
N 03° 18' 20" W, a distance of 39.41 feet to point "F"; and
thence,

NORTHEASTERLY by a curve to the right having a radius of
138.92 feet, an arc distance 1.90 feet along said
southeasterly sideline of Huntington Avenue to
point "K", being the point of beginning;

Containing 47 square feet, more or less, according to the Plan.

Fifth Parcel - Level 2C Lease Area

That portion of the following described parcel from elevation 90.00 to elevation 117.00 and above elevation 145.83, as shown on sheets 1 and 3 of the Plan:

Beginning at point "E" as shown on sheet 3 of the Plan, thence

S 63° 46' 00" E,	a distance of 1.34 feet to point "G"; thence,
S 03° 18' 20" E,	a distance of 47.96 feet to point "H"; thence,
N 70° 33' 00" W,	a distance of 1.27 feet to point "A"; and thence,
N 03° 18' 20" W,	a distance of 48.13 feet to point "E", being the point of beginning;

Containing 54 square feet, more or less, according to the Plan.

Sixth Parcel - Level 3 Lease Area

That portion of the following described parcel from elevation 90.00 to elevation 136.50, as shown on sheets 1 and 3 of the Plan:

Beginning at point "N" as shown on sheet 3 of the Plan, thence,

N 86° 41' 40" E,	a distance of 59.46 feet to point "P"; thence,
S 48° 18' 20" E,	a distance of 20.50 feet to point "Q"; thence,
S 41° 41' 40" W,	a distance of 17.01 feet to point "J"; thence,
N 58° 06' 01" W,	a distance of 2.33 feet to point "B"; and thence,
N 70° 33' 00" W,	a distance of 65.09 feet to point "N", being the point of beginning;

Containing 947 square feet, more or less, according to the Plan.

There is excepted from the above six (6) parcels both (i) the Excepted Portion A described below and (ii) the Excepted Portion B described below.

Excepted Portion A

The "Excepted Portion A" consists of: (a) the Turnpike Area defined in the Lease and below, including those volumes described in both plan and profile elevation views on said Plan as

"Excepted Portion - Turnpike Area," "Excepted Portion Ramp B (relocated)," "Excepted Portion Ramp D, (relocated)," and "Excepted Portion Ramp B and D," (b) the Railroad Easement Area as defined below, including the volume described in both plan and profile elevation views on said Plan as "Consolidated Rail Corp. Easement" or "Excepted Portion -- R.R. Easement," and (c) those parts of the Leased Premises lying below the plane which is at an elevation of (i) plus ninety feet (+90') referred to the Massachusetts Turnpike Datum, (ii) minus ten feet (-10') referred to the National Geodetic Vertical Datum and (iii) minus four and 35/100 feet (-4.35') referred to the Boston City Base.

Excepted Portion B

The "Excepted Portion B" consists of the following: Air rights and appurtenant interests in, upon and over that certain parcel of real estate in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as "Sublease Area = 527 S.F.±" on that certain plan entitled "The Residences At Copley Place, Transfer of Air Rights From Central Area, Copley Place, Boston, Massachusetts", consisting of 1 sheet, dated October 3, 1984, prepared by Cullinan Engineering Co., Inc., and recorded with the Registry in Book 11479, Page 339.

Defined Terms

As used herein, the following terms have the following definitions:

•Railroad Easement Area

The "Railroad Easement Area" shall refer to the volume described in (b) of the definition of "Excepted Portion A," as further described in a Deed of Easement from Massachusetts Turnpike Authority to New York Central Railroad Company (n/k/a CSX) dated December 27, 1962 recorded with the Registry in Book 7710 page 182, as amended to date.

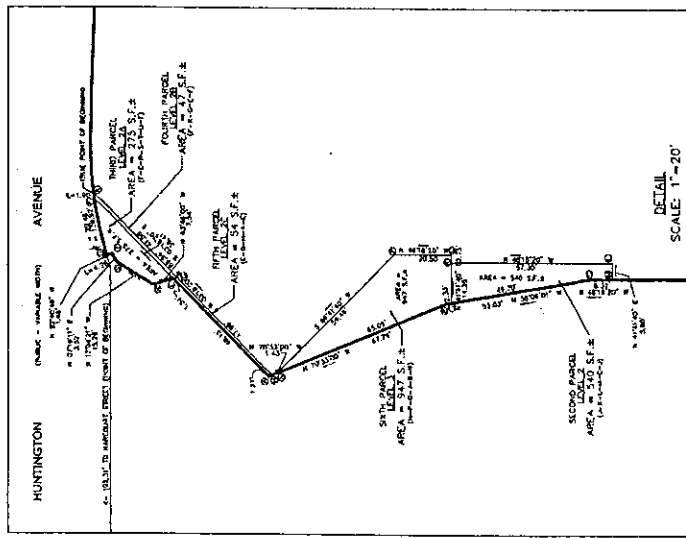
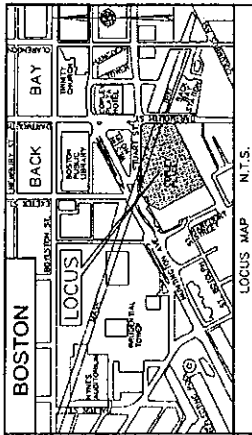
•Turnpike Area

The "Turnpike Area" shall refer to the traveled roadways and ramps within the volumes described in clause (a) of the definition of "Excepted Portion A" above, including, without limitation, all tunnel structures, of the Massachusetts Turnpike and certain retaining walls and support structures which pertain to such roadways and ramps.

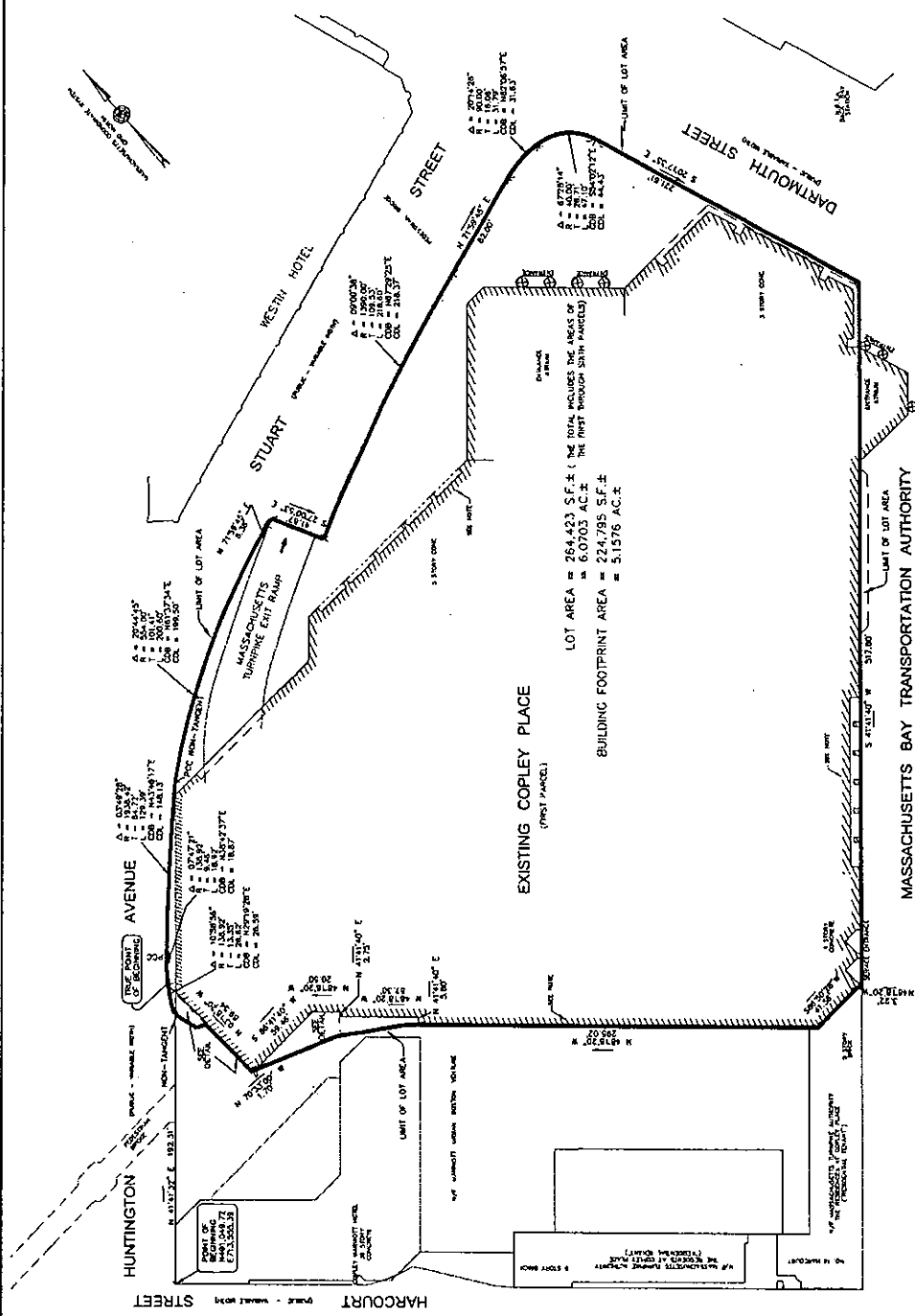
•Elevations

The elevations to which reference is made in this Exhibit A refer to the Massachusetts Turnpike Datum, which is 100 feet below the National Geodetic Vertical Datum (mean sea level datum of 1929) and 94.35 feet below Boston City Base.

EXHIBIT B



RESEARCH DATE	FIELD NO.	CALCULATION	DATE	CHECK	APPROVED
2013	203	1/14/13	1/14/13	W. HARRISON	W. HARRISON
<p>STUART STREET AND DARTMOUTH STREET PDA SITE PLAN IN BOSTON, MASSACHUSETTS SUFFOLK COUNTY</p> <p>PREPARED FOR: COPLEY PLACE</p> <p>PREPARED BY: DGT SURVEY GROUP A DIVISION OF DIGITAL GEOSPATIAL TECHNOLOGIES, INC. 803 SUMNER STREET 1ST FLOOR BOSTON, MA 02127 TEL: 617-278-0841 FAX: 617-278-0843 www.dgtgroup.com</p>					



BY	DATE	REV.
1	1/14/13	1
DRAWING NO.: PDA-SITE-REV-2013		

SCALE: 1" = 40'

0 20 40

NOTICE:
 THE HATCHING INDICATES THE EXISTING BUILDING FOOTPRINT OF COPLEY PLACE
 LIMIT OF COPLEY PLACE LOT AREA

OWNER: COPLEY PLACE ASSOCIATES, LLC

- REFERENCES
- 1) PLAN ENTITLED "PLAN OF PROPERTY OWNED BY MASSACHUSETTS BUREAU OF PUBLIC WORKS AND SUBJECT TO CURFEW IN BOSTON, MASSACHUSETTS, INC. DATED SEPTEMBER 27, 1987 BY COLLIER ENGINEERING CO., INC. AND RECORDED AT BOOK 1100, PAGE 23 (SEE SHEETS) OWNED BY MASSACHUSETTS BUREAU OF PUBLIC WORKS AND SUBJECT TO CURFEW IN BOSTON, MASSACHUSETTS, INC. DATED SEPTEMBER 27, 1987 BY COLLIER ENGINEERING CO., INC. AND RECORDED AT BOOK 1100, PAGE 23 (SEE SHEETS)
 - 2) PLAN ENTITLED "PLAN OF PROPERTY OWNED BY MASSACHUSETTS BUREAU OF PUBLIC WORKS AND SUBJECT TO CURFEW IN BOSTON, MASSACHUSETTS, INC. DATED SEPTEMBER 27, 1987 BY COLLIER ENGINEERING CO., INC. AND RECORDED AT BOOK 1100, PAGE 23 (SEE SHEETS)
 - 3) PLAN ENTITLED "PLAN OF PROPERTY OWNED BY MASSACHUSETTS BUREAU OF PUBLIC WORKS AND SUBJECT TO CURFEW IN BOSTON, MASSACHUSETTS, INC. DATED SEPTEMBER 27, 1987 BY COLLIER ENGINEERING CO., INC. AND RECORDED AT BOOK 1100, PAGE 23 (SEE SHEETS)
 - 4) PLAN ENTITLED "UTILITY PLAN OF URSVA EASEMENT AND JOINDERMENT OF COPLEY PLACE BOSTON, MASSACHUSETTS, INC. DATED FEBRUARY 1989 BY COLLIER ENGINEERING CO., INC. AND RECORDED AT BOOK 1100, PAGE 23 (SEE SHEETS)
 - 5) PLAN ENTITLED "RECORDS AT COPLEY PLACE, BOSTON, MASSACHUSETTS, DATED OCTOBER 1988 BY COLLIER ENGINEERING CO., INC. AND RECORDED AT BOOK 1100, PAGE 23 (SEE SHEETS)

**EXHIBIT C
ALLOWED USES**

RESIDENTIAL USES

RESTAURANT AND ENTERTAINMENT USES

OFFICE USES (which may also include office space leased by a hospital for investment purposes or office space occupied by a hospital not having a use that is substantially related to the provision of in-patient or out-patient health care, including care for those with acute illnesses or injuries, and which shall not be deemed to be a hospital use merely by reason of such occupancy, and which does not qualify as a Institutional Use pursuant to the definition of Hospital Use as defined in Article 2A of the Code)

HOTEL OR MOTEL

DAY CARE CENTER, FAMILY CARE CENTER, NURSERY SCHOOL, KINDERGARTEN,
ELEMENTARY OR SECONDARY SCHOOL

RECREATIONAL AND COMMUNITY USES

SERVICE USES

RETAIL USES

NON-INSTITUTIONAL PROFESSIONAL SCHOOL

COMMUNICATION USES

URBAN PLAZAS

ACCESSORY USES

PARKING GARAGE

FAST FOOD RESTAURANT USES

TRANSPORTATION USES

EXHIBIT D

Proponent

Copley Place Associates, LLC
c/o Simon Property Group
225 W. Washington Street
Indianapolis, IN 46204

Primary contacts:
Michael E. McCarty
William Jackson

**Development
Project Manager**

Collaborative Partners, Inc.
330 Congress Street
Boston, MA 02210
617-778-0900

Primary contacts:
Jack Hobbs
Donna Camiolo
Kristi Dowd

Architects

Elkus Manfredi Architects
300 A Street
Boston, MA 02210
617-426-1300

Primary contacts:
Howard Elkus
Rob Halter

Permitting Consultants

Epsilon Associates, Inc.
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978-897-7100

Primary contact:
Elizabeth Grob

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Primary contacts:
Marya Gorczyca

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Primary contact:
Andrew Boyd

Structural Engineer

Le Messurier Consultants
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Cambridge, MA 02139
617-868-1200

Primary contact:
Peter Cheever

MEP Engineer

RG Vanderweil Engineers
274 Summer Street
Boston, MA 02210
617-423-7423

Primary contact:
Alex Vanderweil



1.5 Project Team

Proponent

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c/o Simon Property Group
225 W. Washington Street
Indianapolis, IN 46204

Primary contacts:
Michael E. McCarty
William Jackson

Development Project Manager

Collaborative Partners, Inc.
330 Congress Street
Boston, MA 02210
617-778-0900

Primary contacts:
Jack Hobbs
Donna Camiolo
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Architects

Elkus Manfredi Architects
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Boston, MA 02210
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Primary contacts:
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3 Clock Tower Place, Suite 250
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Civil Engineer

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75 Arlington Street, 9th Floor
Boston, MA 02116
617-426-7330

Primary contact:
Andrew Boyd

Structural Engineer

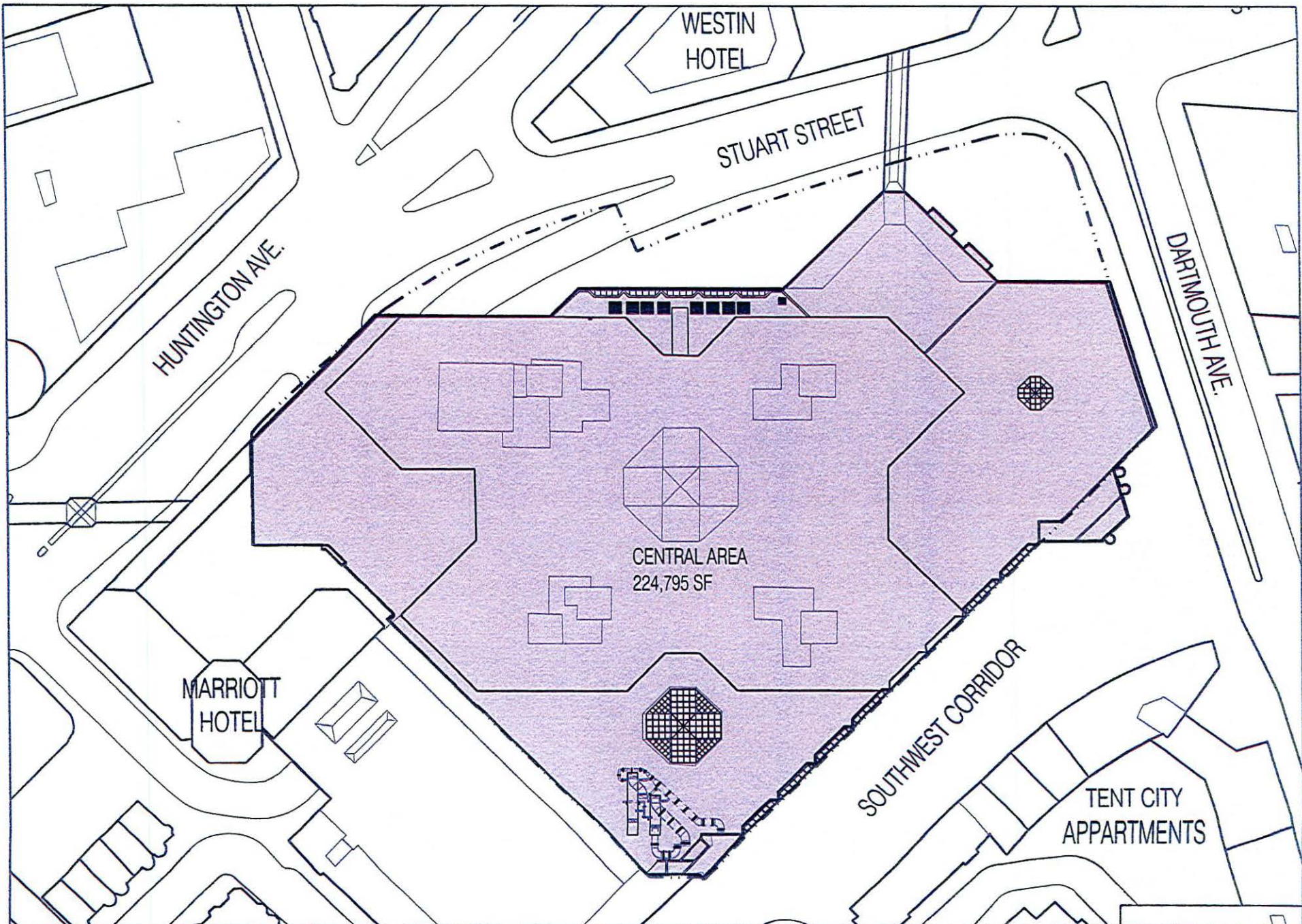
Le Messurier Consultants
675 Massachusetts Avenue
Cambridge, MA 02139
617-868-1200

Primary contact:
Peter Cheever

MEP Engineer

RG Vanderweil Engineers
274 Summer Street
Boston, MA 02210
617-423-7423

Primary contact:
Alex Vanderweil

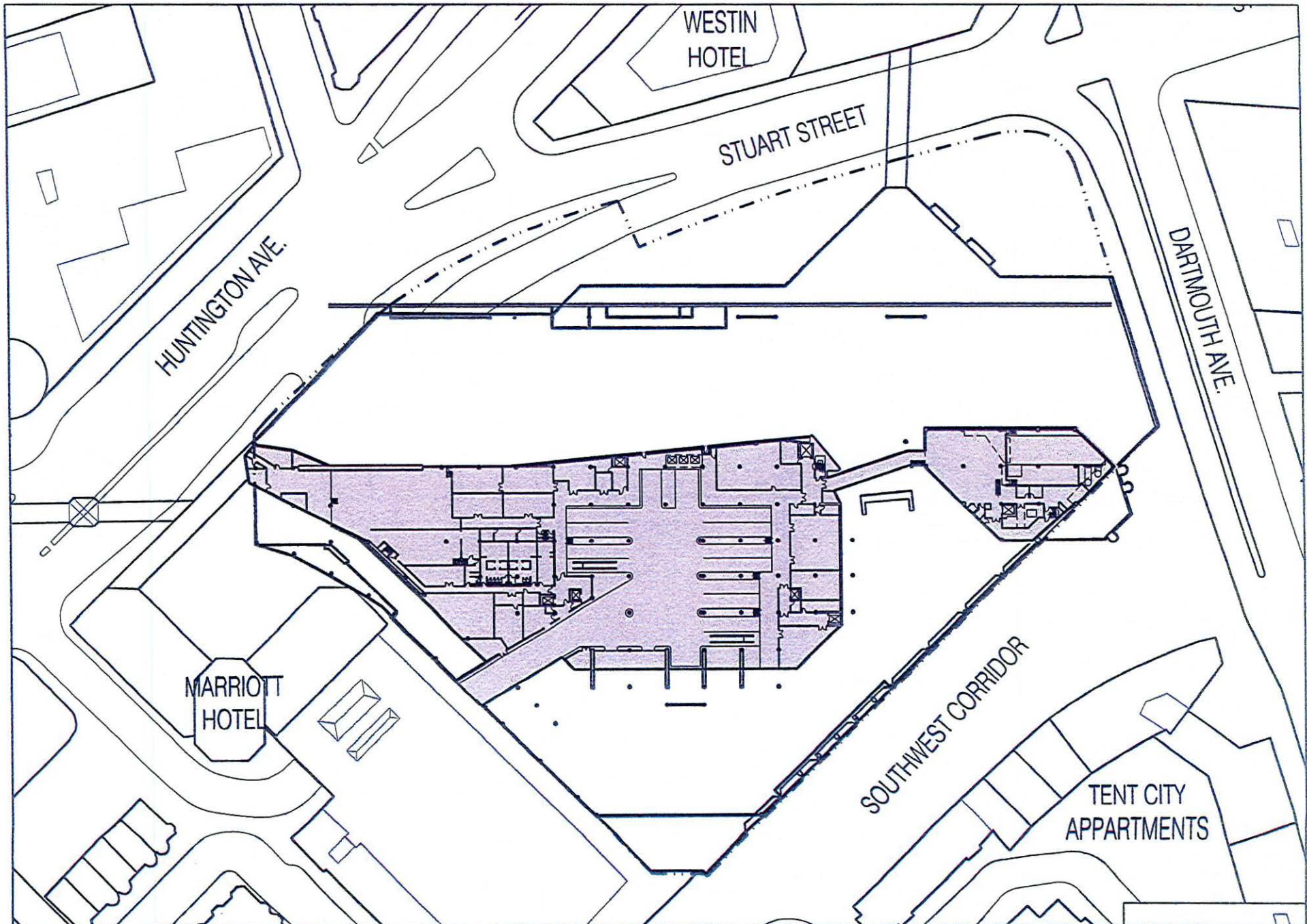


COPLEY PLACE

RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING COPLEY PLACE SITE PLAN

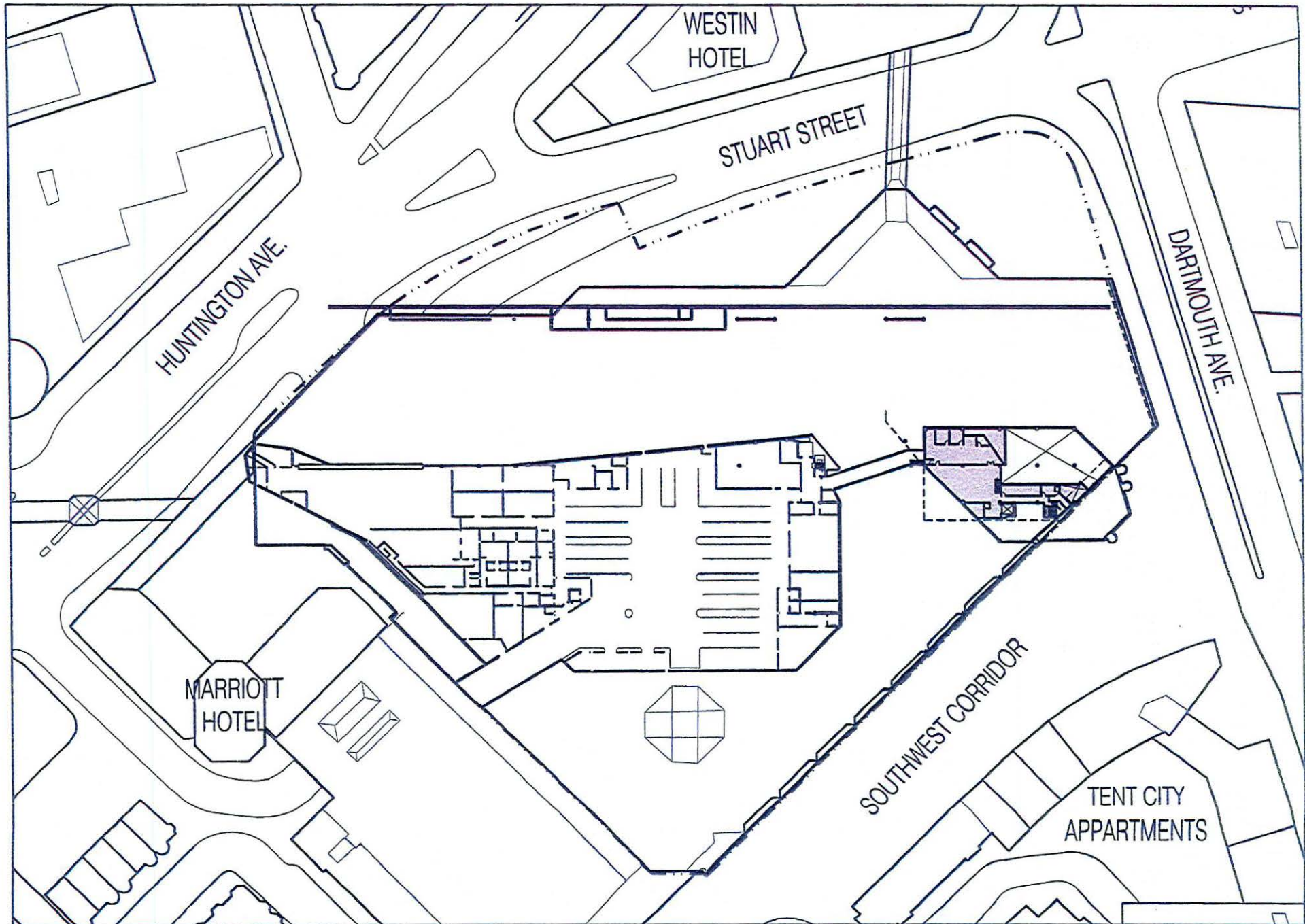
ELKUS MANFREDI
ARCHITECTS



COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING BASEMENT - B1 LEVEL 100'-0"

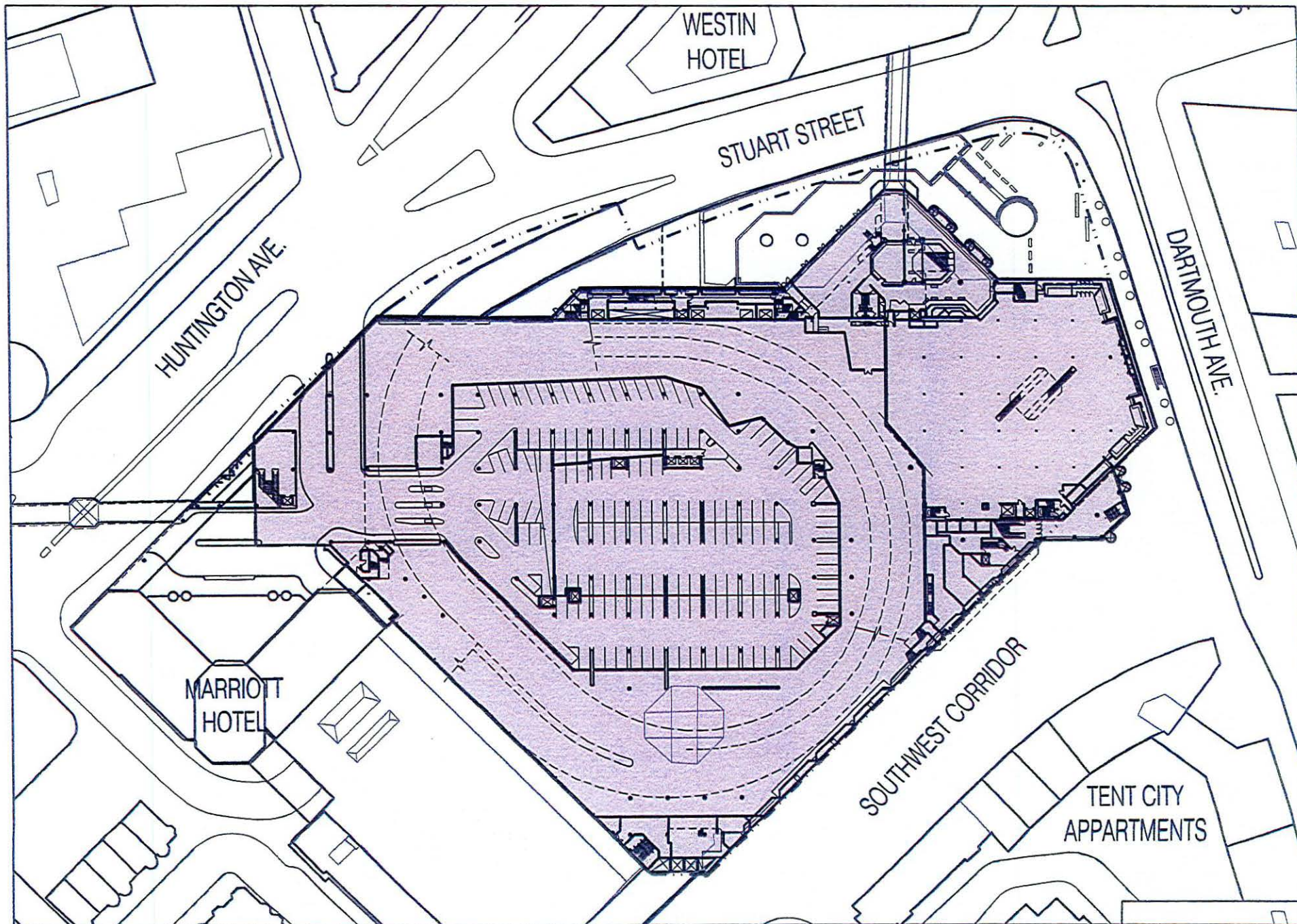
ELKUS MANFREDI
ARCHITECTS



COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING BASEMENT MEZZANINE - B1M LEVEL 113'-0"

ELKUS MANFREDI
ARCHITECTS

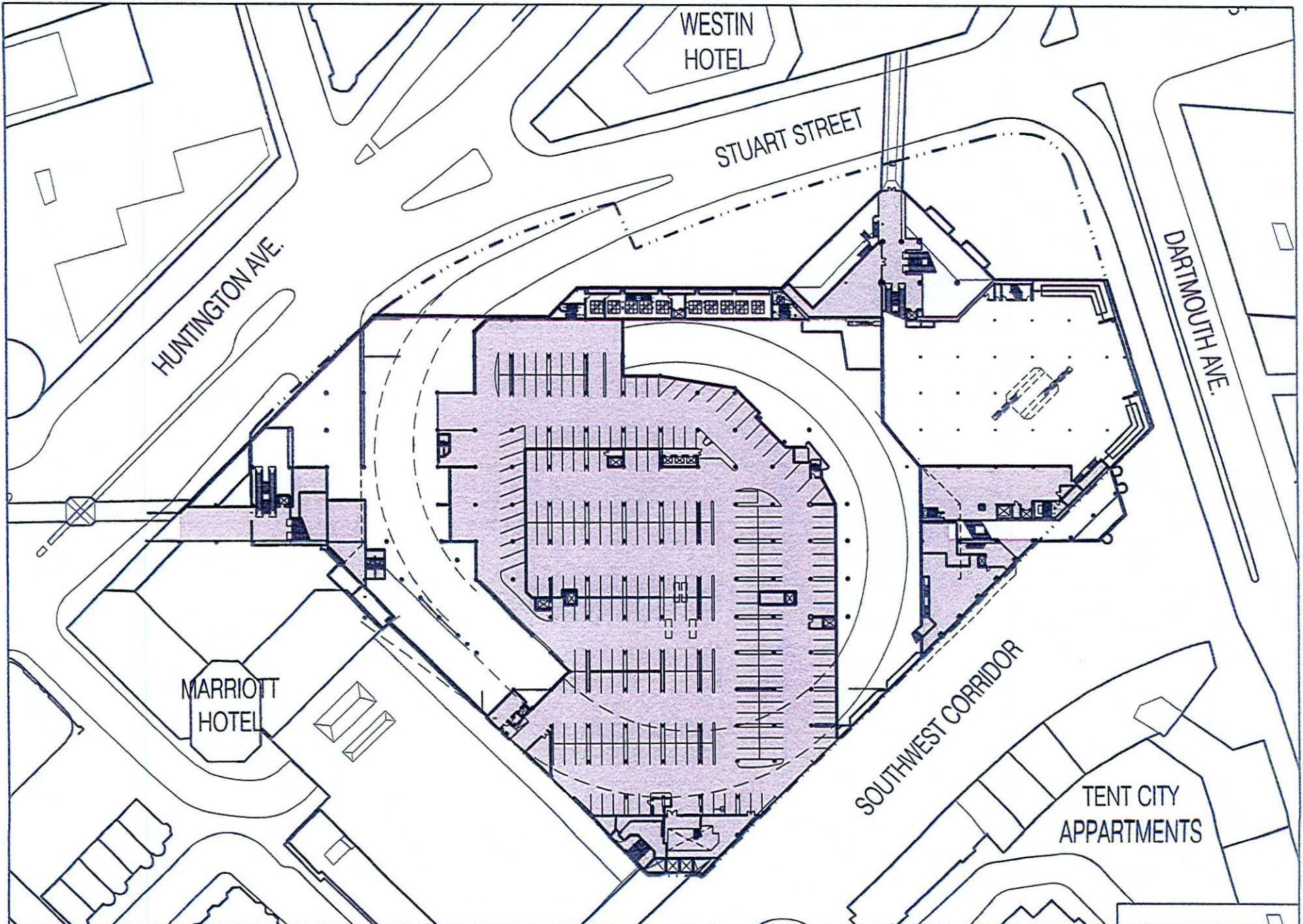


COPLEY PLACE
 RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING GROUND FLOOR - ELVATION 124'-0"

ELKUS MANFREDI
 ARCHITECTS

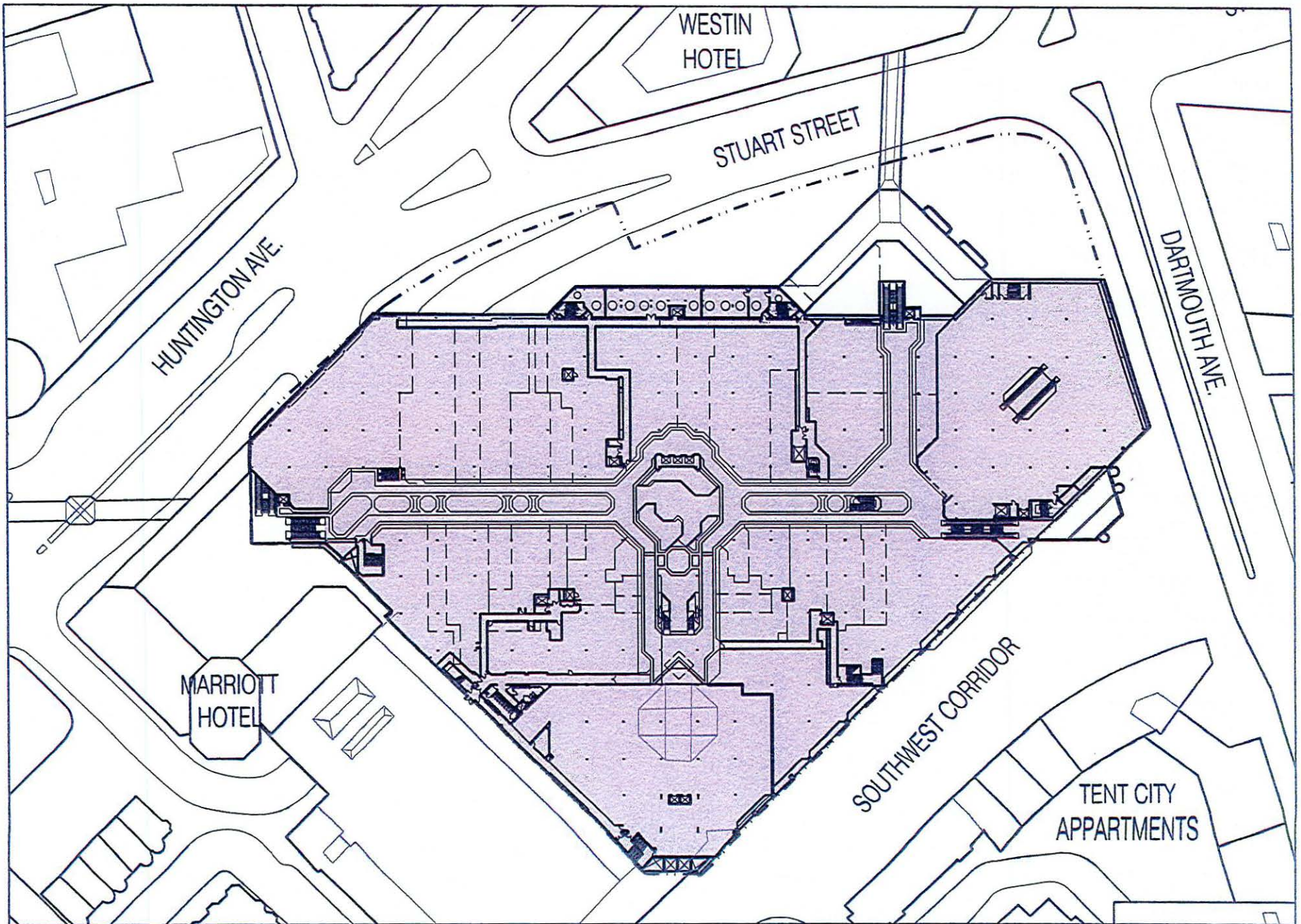
L E T T E R S



COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING GROUND FLOOR MEZZANINE - LEVEL 138'-0"

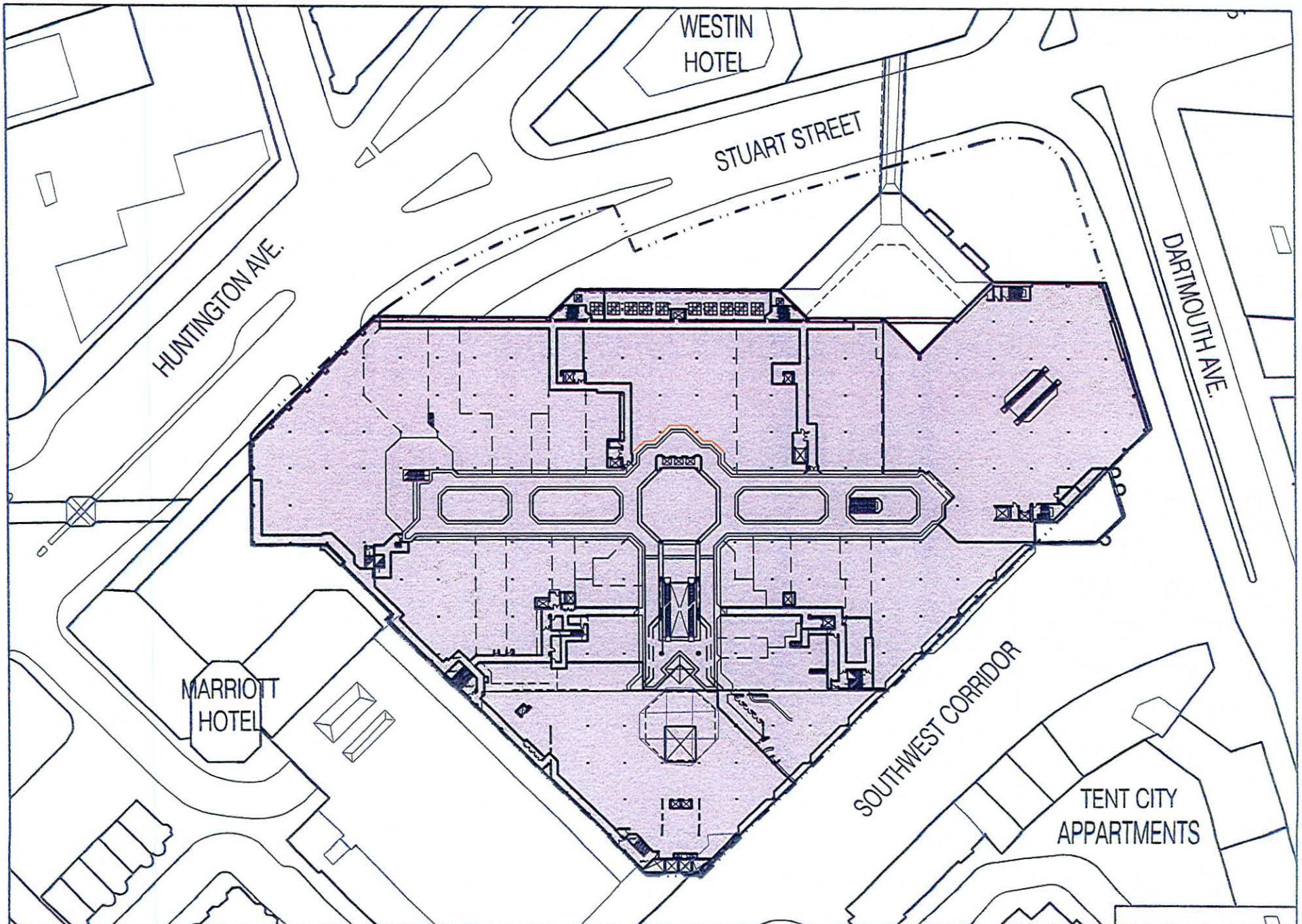
ELKUS MANFREDI
ARCHITECTS



COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING LEVEL 2- GALLERY LEVEL 1 151'-3 1/2"

ELKUS MANFREDI
ARCHITECTS



COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING LEVEL 3 - GALLERY LEVEL 2 170'-0"

ELKUS MANFREDI
ARCHITECTS

EXHIBIT B - 1

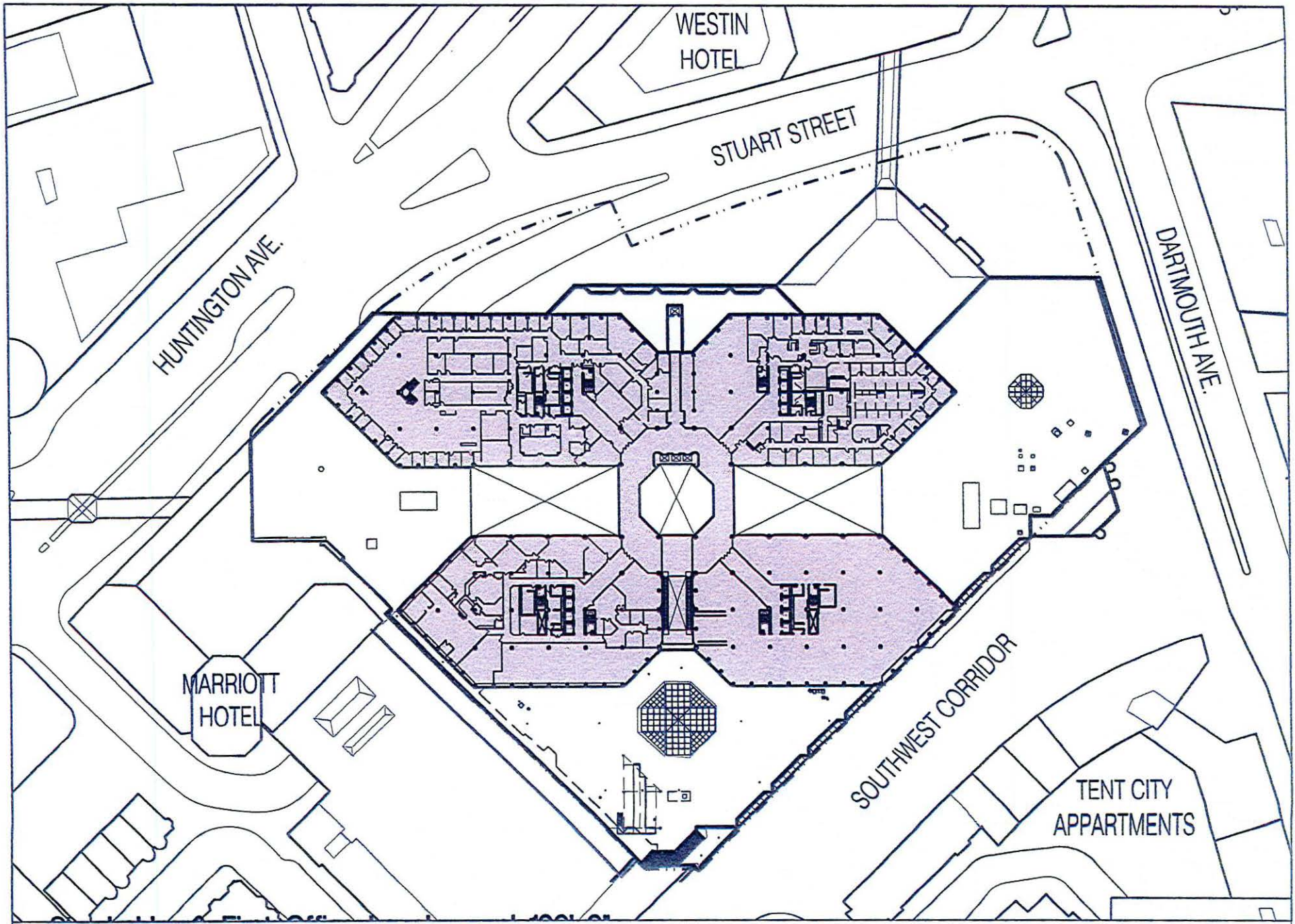


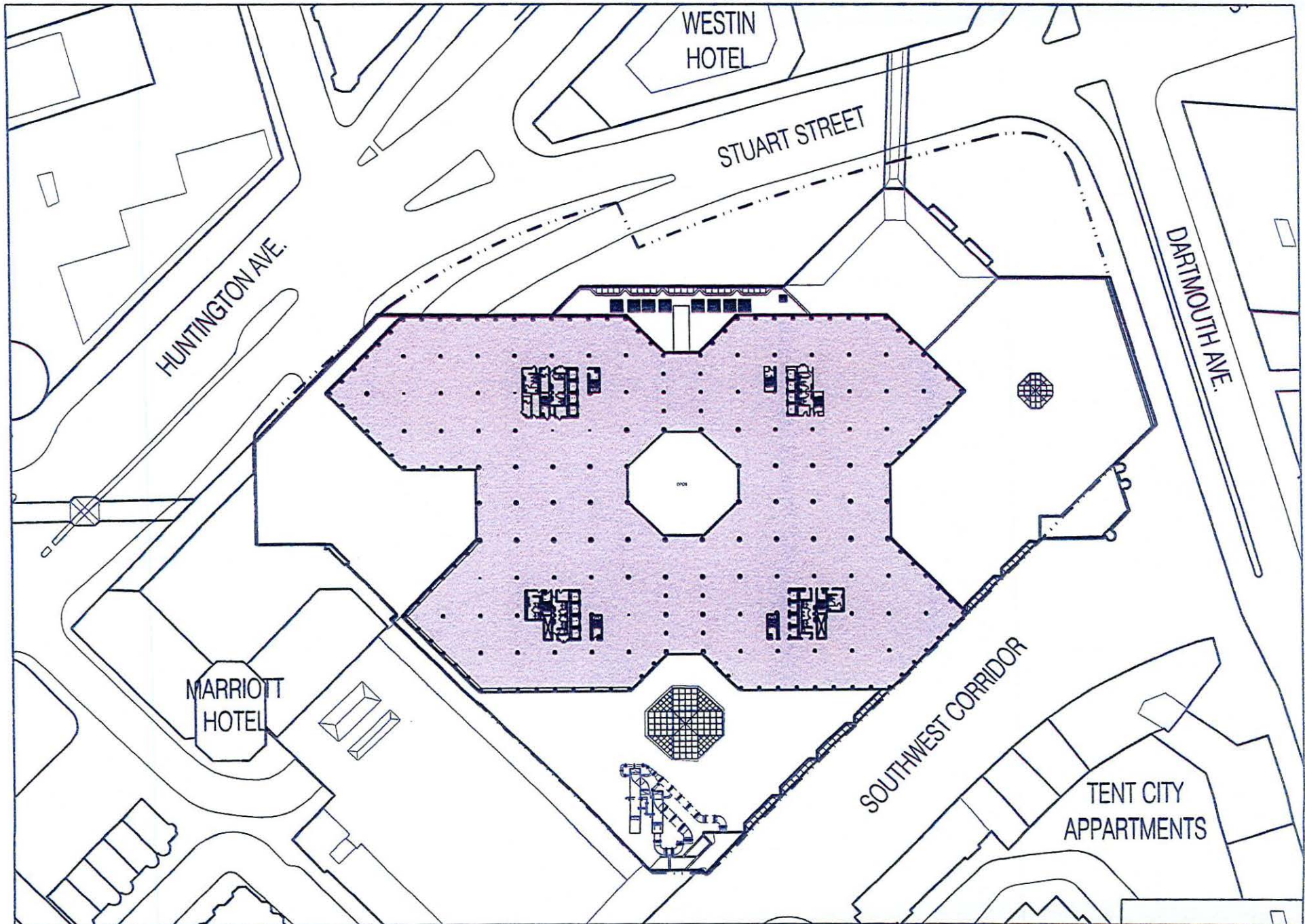
EXHIBIT E - 0

COPLEY PLACE

RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING LEVEL 4 - OFFICE SKYLOBBY 190'-0"

ELKUS MANFREDI
ARCHITECTS

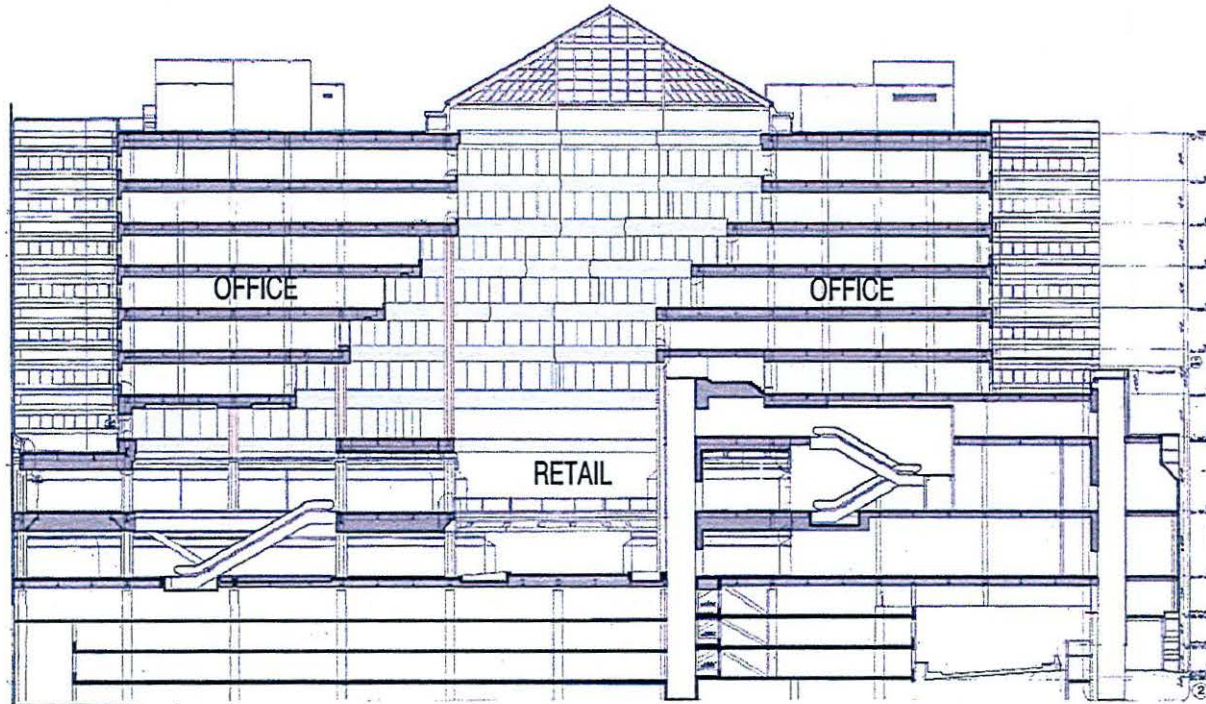


COPLEY PLACE

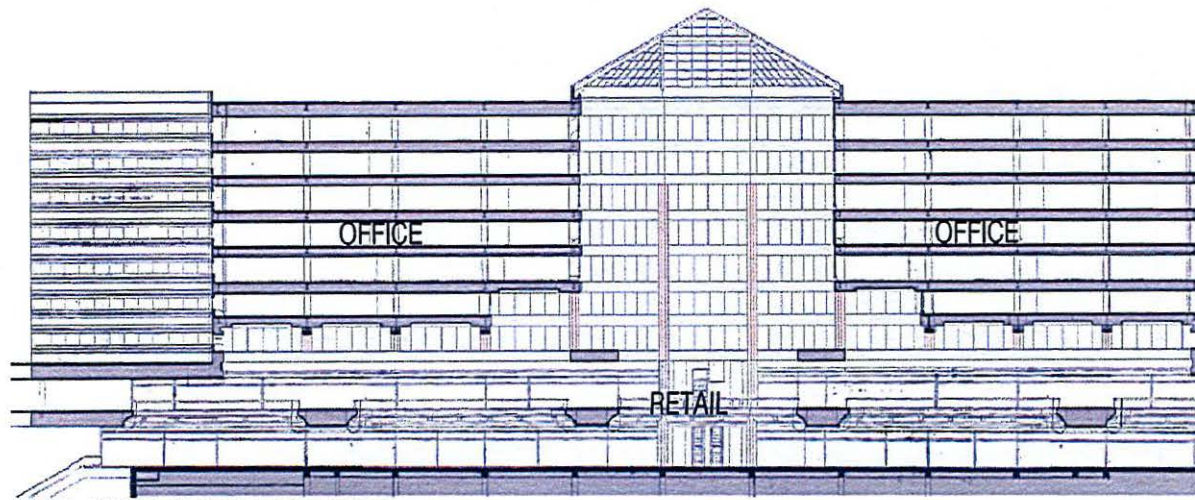
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING LEVEL 5-10 - TYPICAL

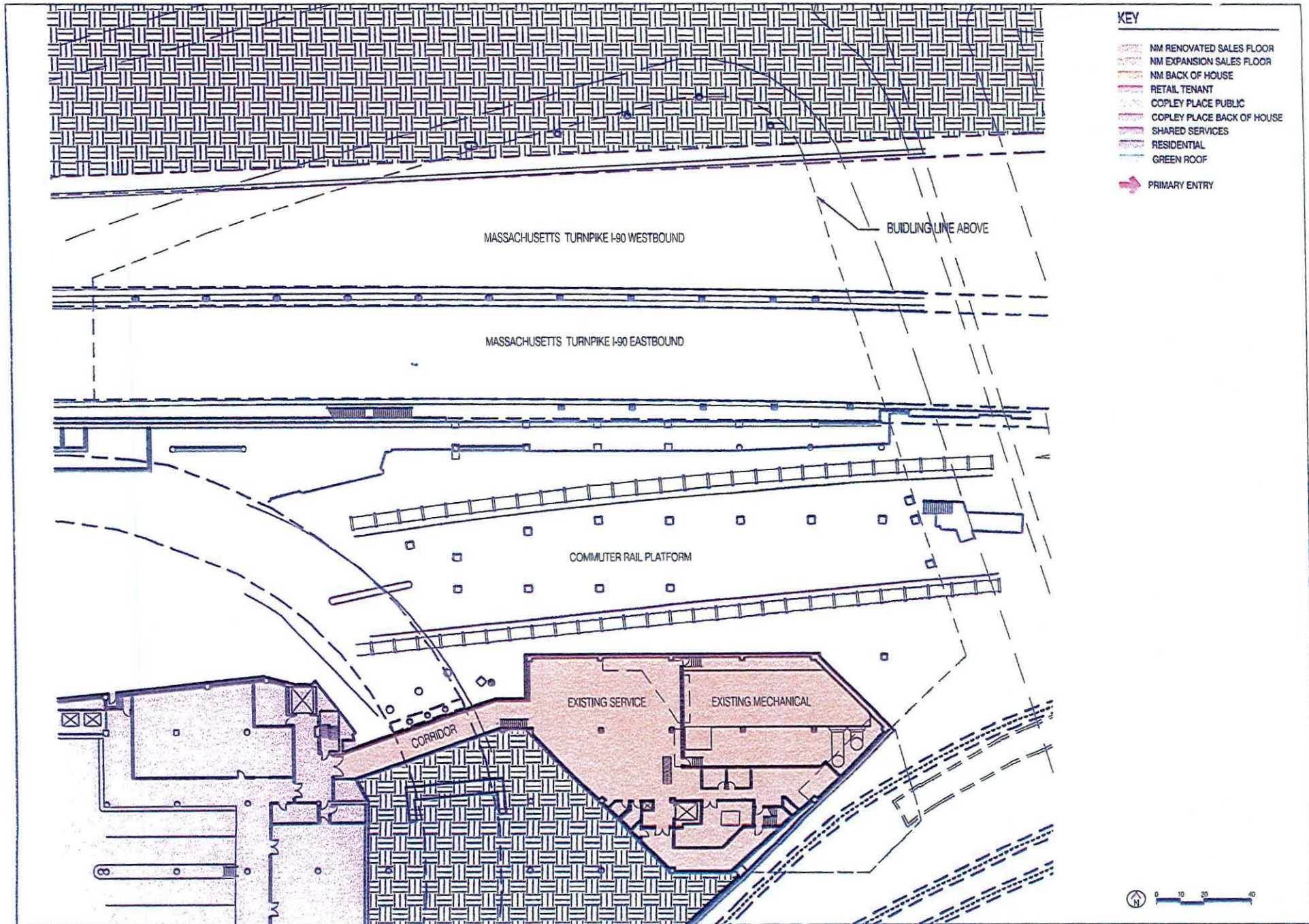
ELKUS MANFREDI
ARCHITECTS



NORTH - SOUTH BUILDING SECTION

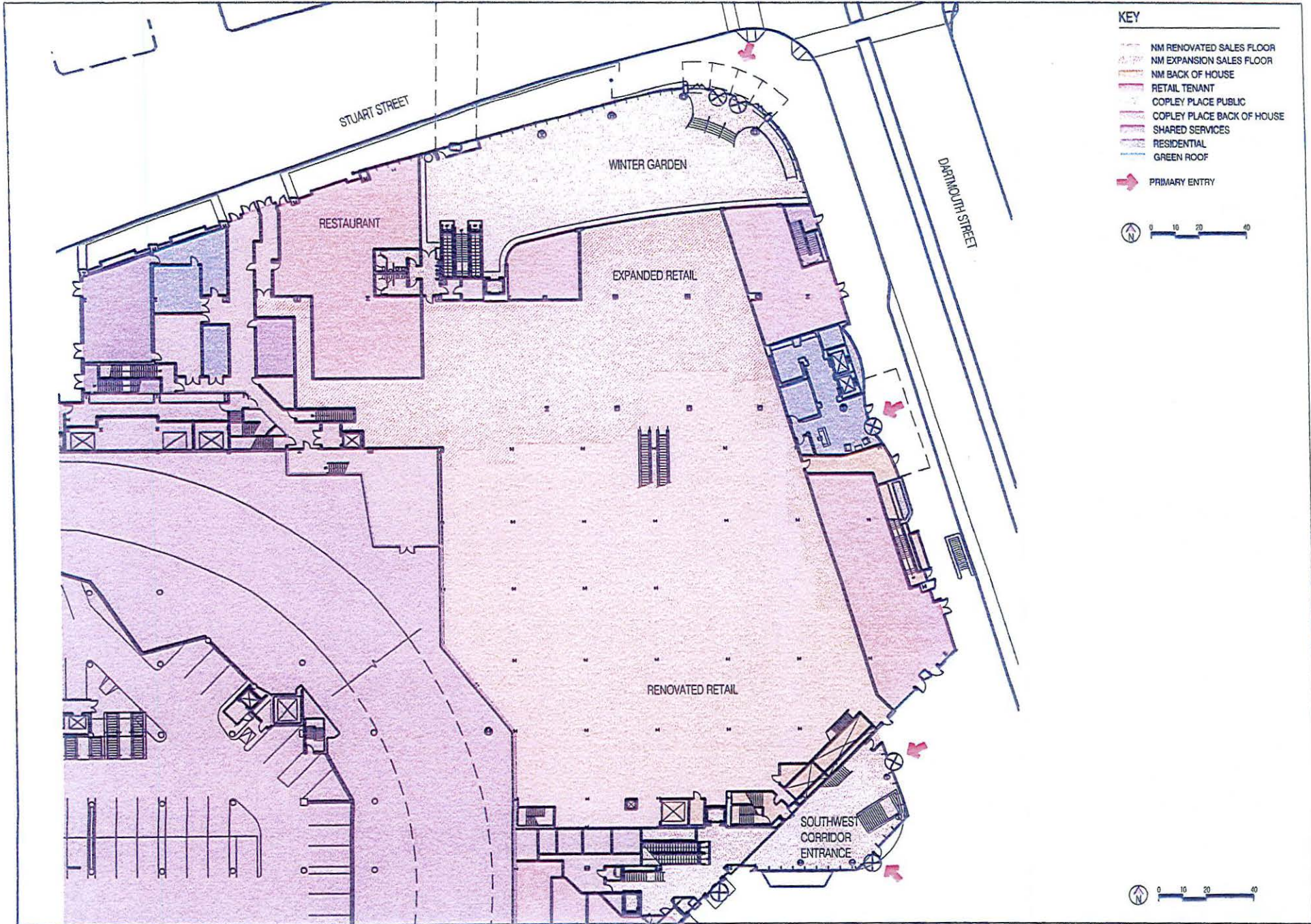


EAST - WEST BUILDING SECTION



COPLEY PLACE
 RETAIL EXPANSION AND RESIDENTIAL ADDITION

FIGURE A-1 BASEMENT LEVEL

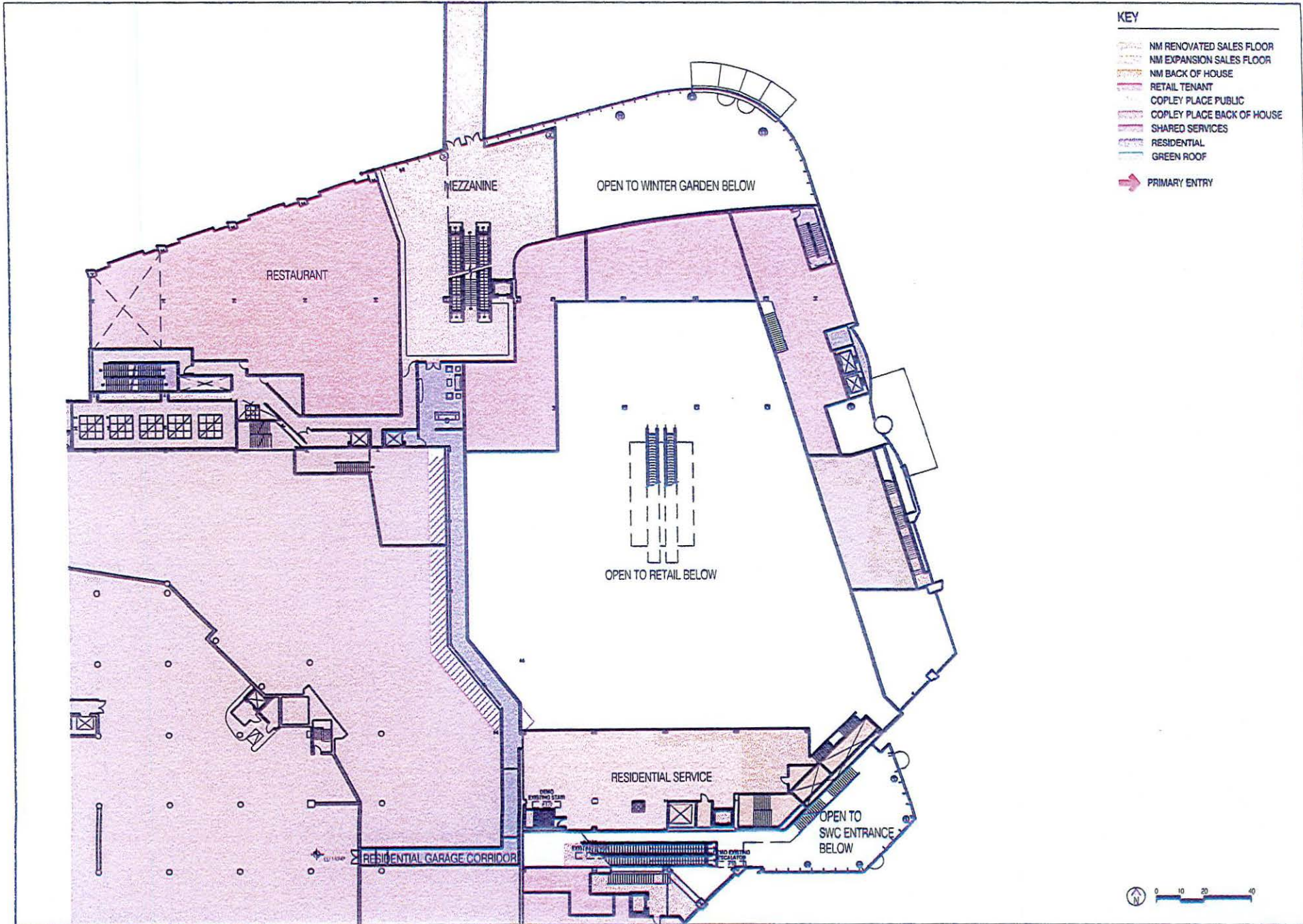


COPLEY PLACE
 RETAIL EXPANSION AND RESIDENTIAL ADDITION

FIGURE A-2 STREET LEVEL

ELKUS MANFREDI
 ARCHITECT

7 - TTTTTTTT

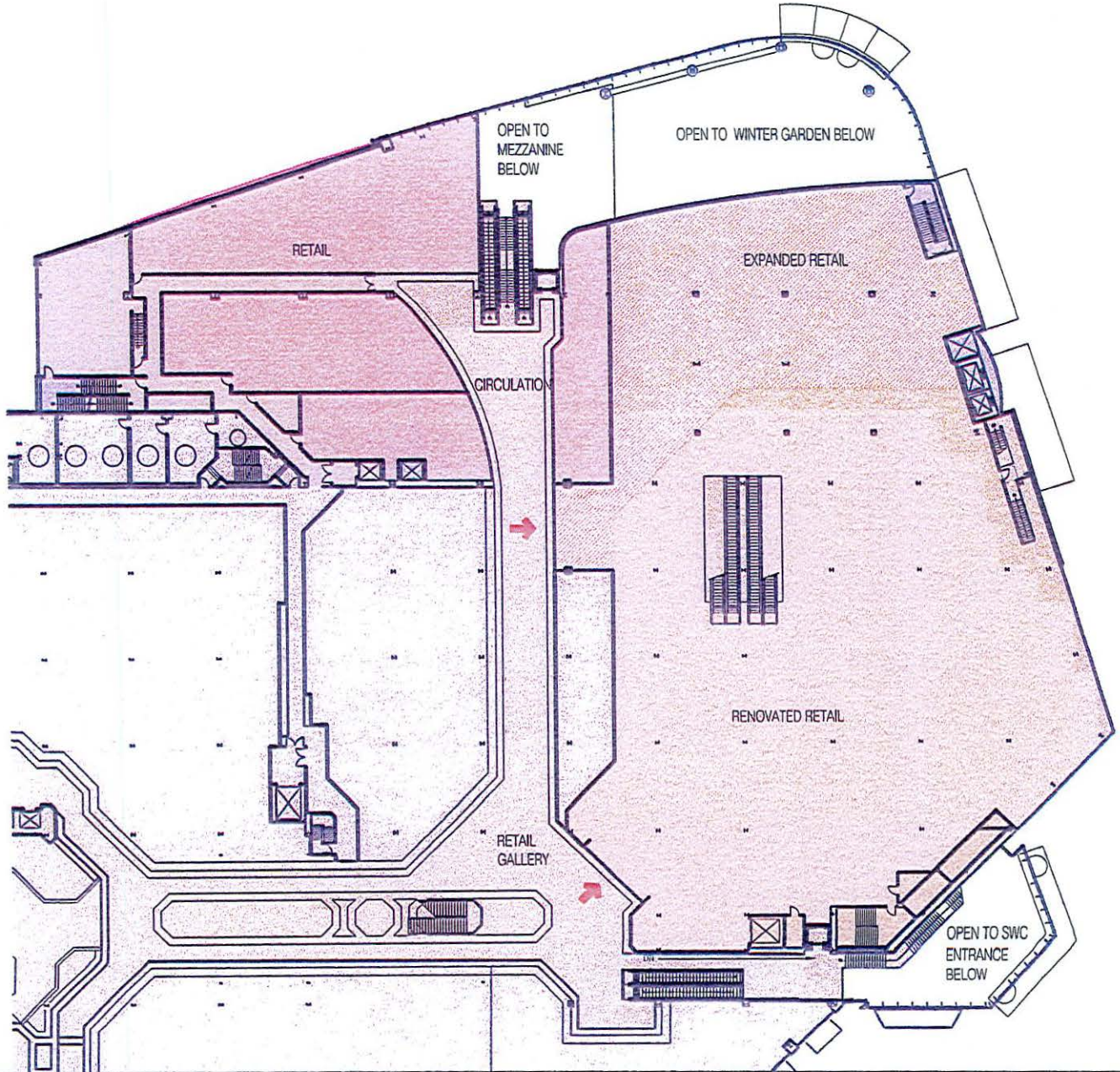


COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

FIGURE A-3 MEZZANINE LEVEL

KEY

-  NM RENOVATED SALES FLOOR
-  NM EXPANSION SALES FLOOR
-  NM BACK OF HOUSE
-  RETAIL TENANT
-  COPLEY PLACE PUBLIC
-  COPLEY PLACE BACK OF HOUSE
-  SHARED SERVICES
-  RESIDENTIAL
-  GREEN ROOF
-  PRIMARY ENTRY

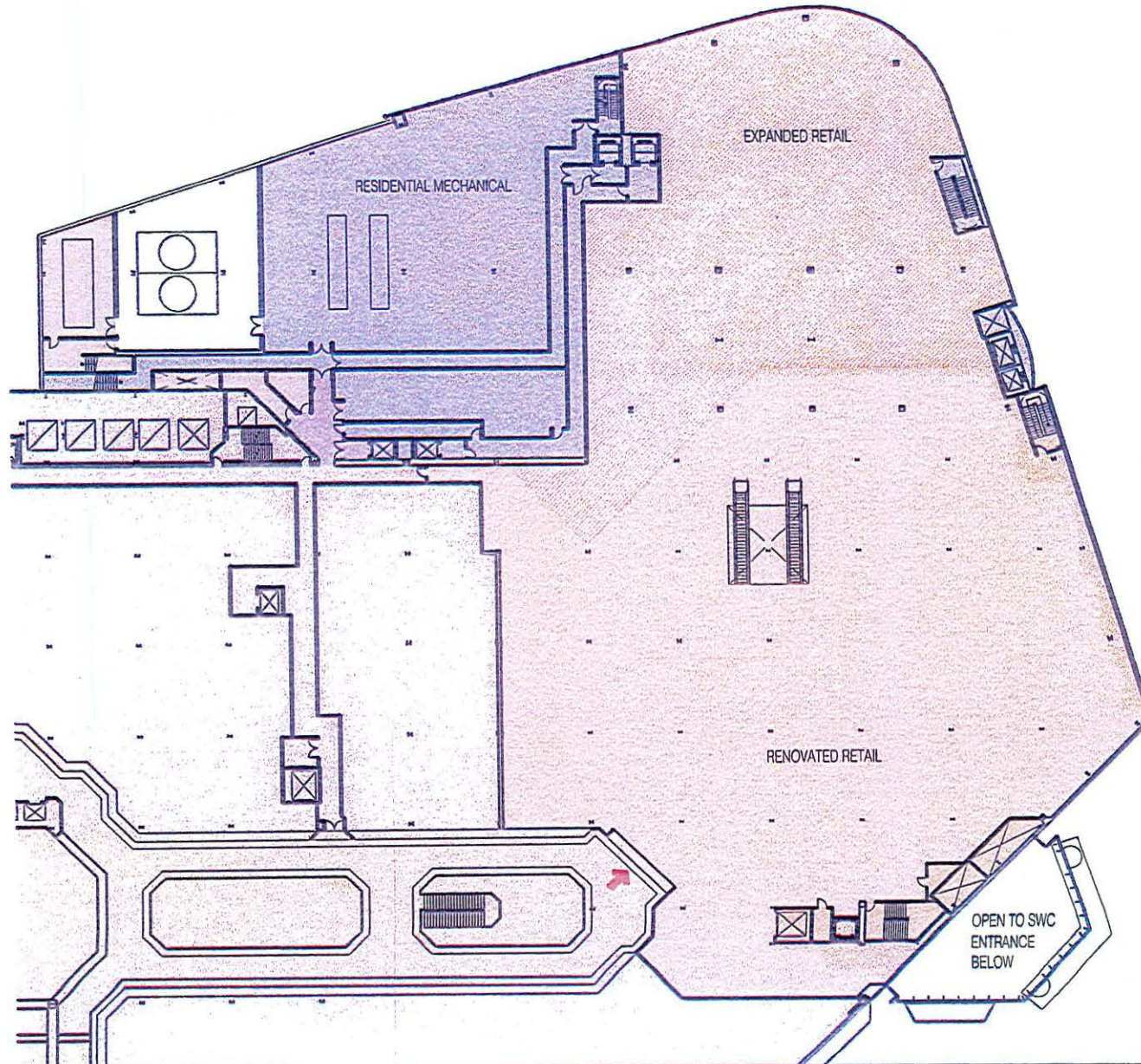






COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

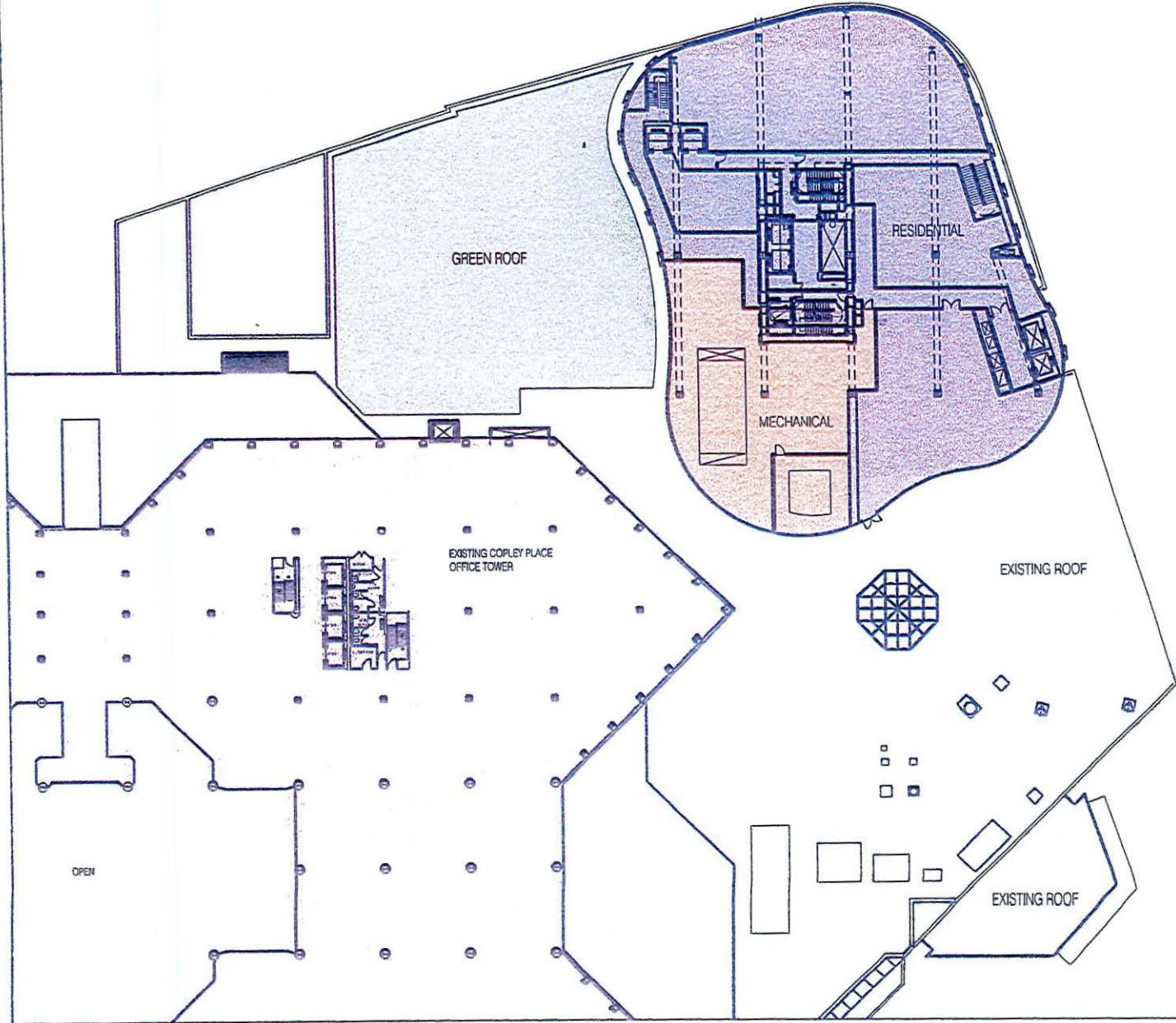
FIGURE A-4 RETAIL GALLERY LEVEL ONE

KEY

-  NM RENOVATED SALES FLOOR
-  NM EXPANSION SALES FLOOR
-  NM BACK OF HOUSE
-  RETAIL TENANT
-  COPLEY PLACE PUBLIC
-  COPLEY PLACE BACK OF HOUSE
-  SHARED SERVICES
-  RESIDENTIAL
-  GREEN ROOF
-  PRIMARY ENTRY

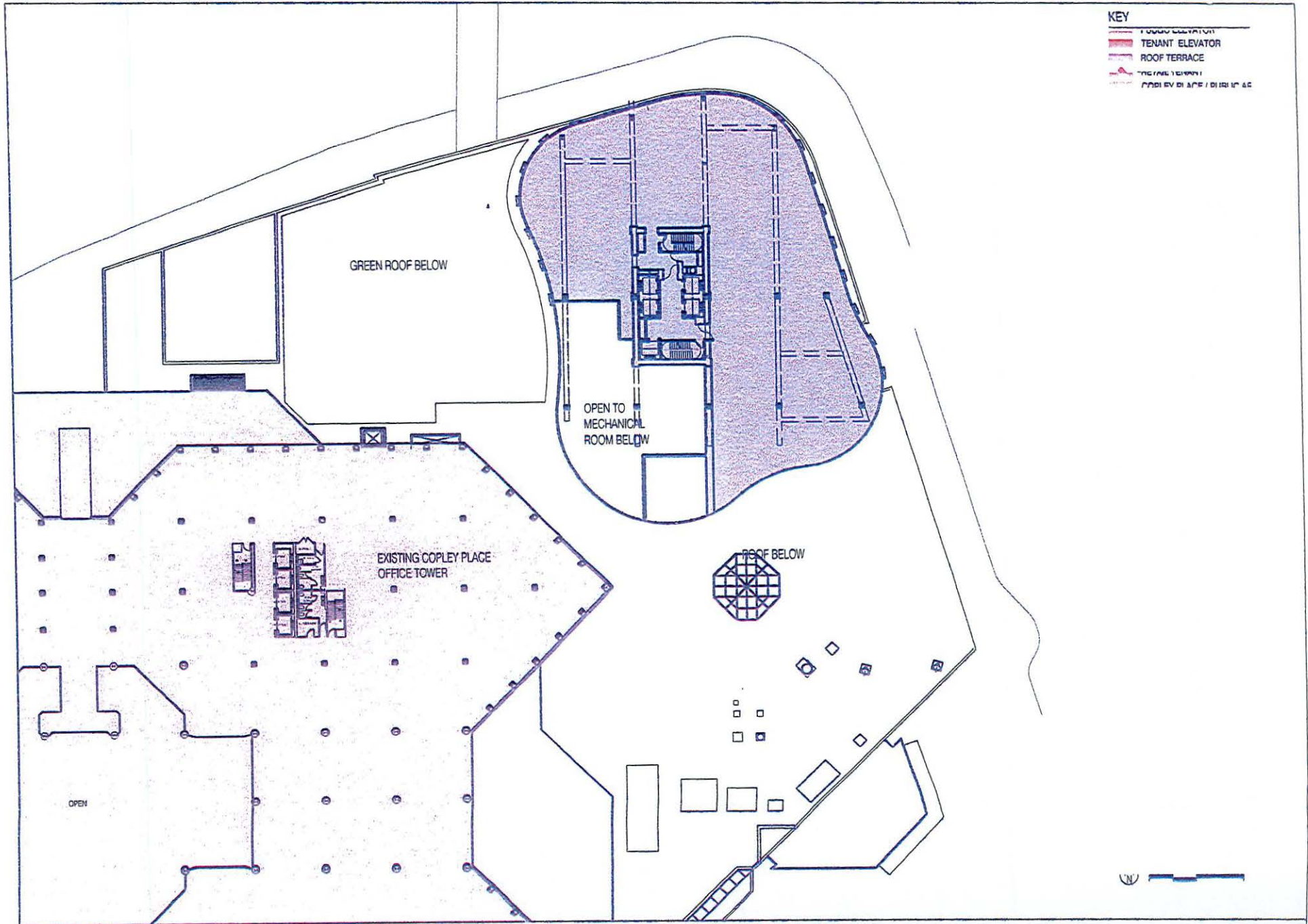


- KEY**
-  RESIDENTIAL
 -  GREEN ROOF
 -  ROOF TERRACE
 -  NM BACK OF HOUSE



COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

FIGURE A-6 RESIDENTIAL LEVEL FOUR







- KEY**
- TERRACE ELEVATOR
 - TENANT ELEVATOR
 - ROOF TERRACE
 - ROOF ELEVATOR / STAIR W/ AC

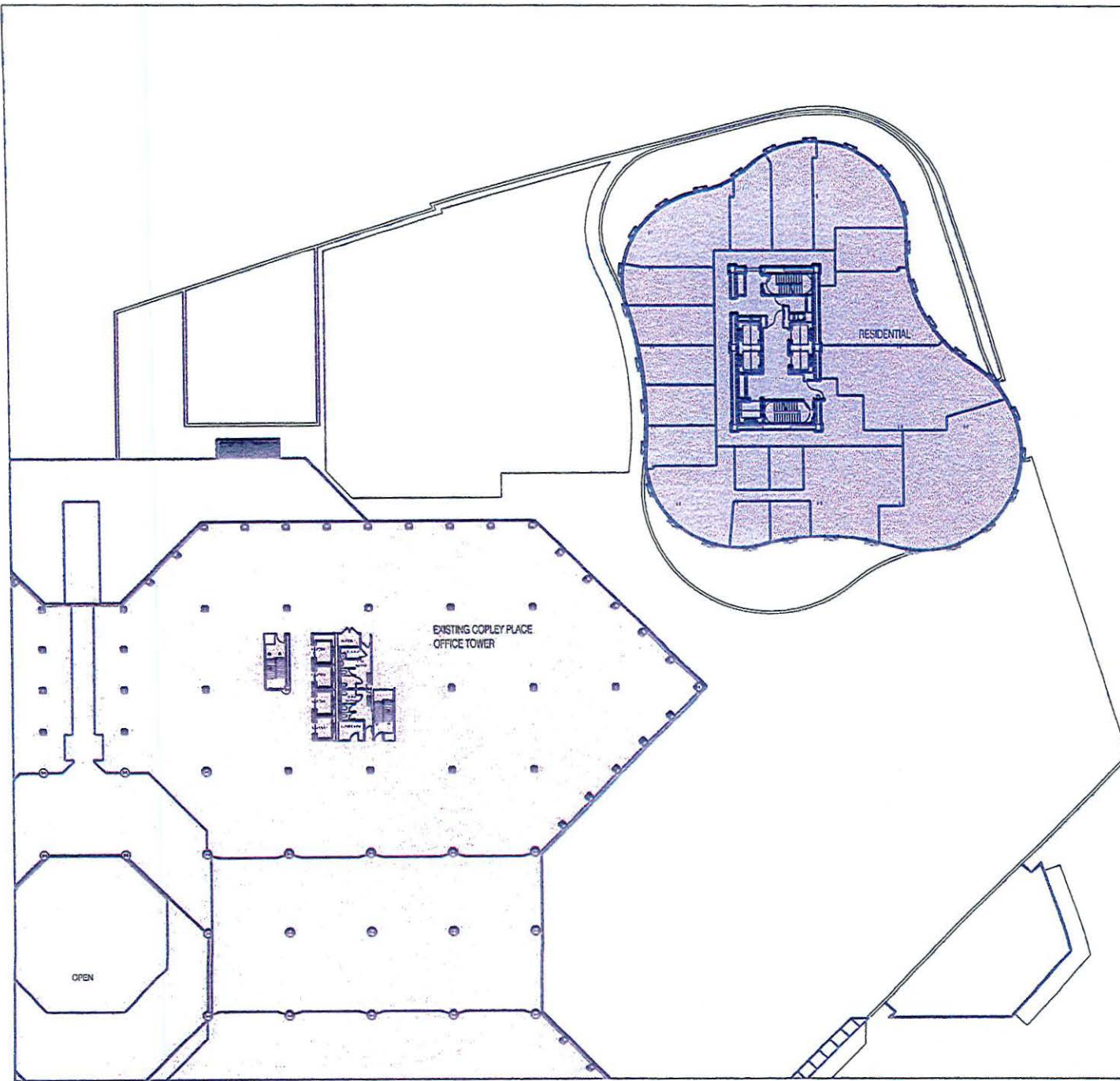
COPLEY PLACE
 RETAIL EXPANSION AND RESIDENTIAL ADDITION

FIGURE A-7 RESIDENTIAL LEVEL FIVE

ELKUS MANFREDI

KEY

	RESIDENTIAL
	GREEN ROOF
	ROOF TERRACE
	NM BACK OF HOUSE



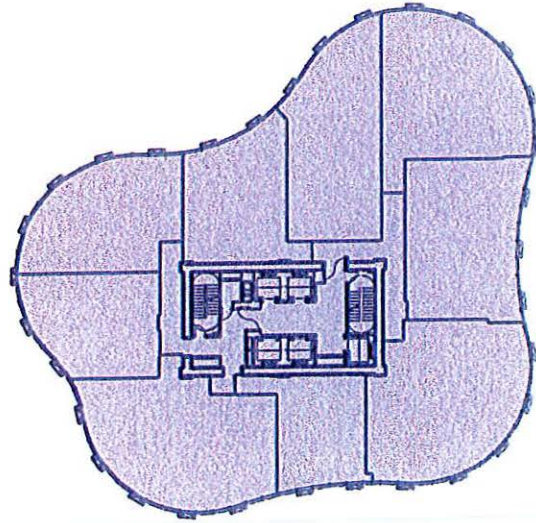
COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

FIGURE A-8 RESIDENTIAL LEVEL SIX - SKY LOBBY

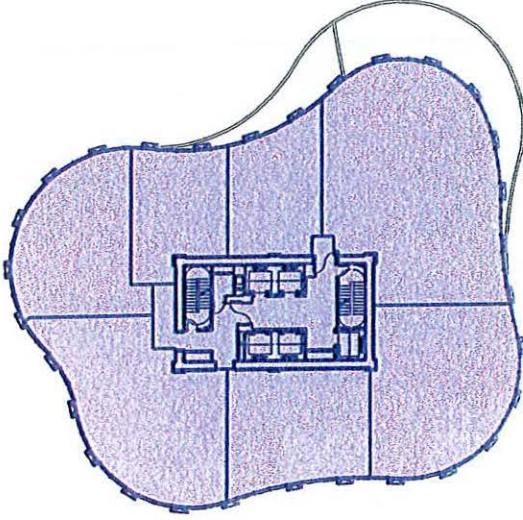
ELKUS MANFREDI
ARCHITECTS

KEY

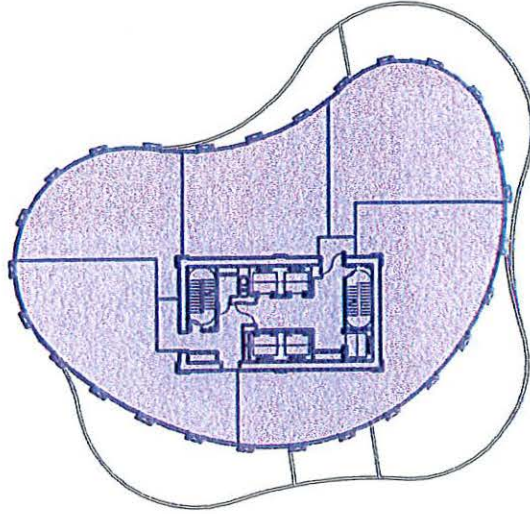
RESIDENTIAL



RESIDENTIAL FLOOR PLANS 07-23

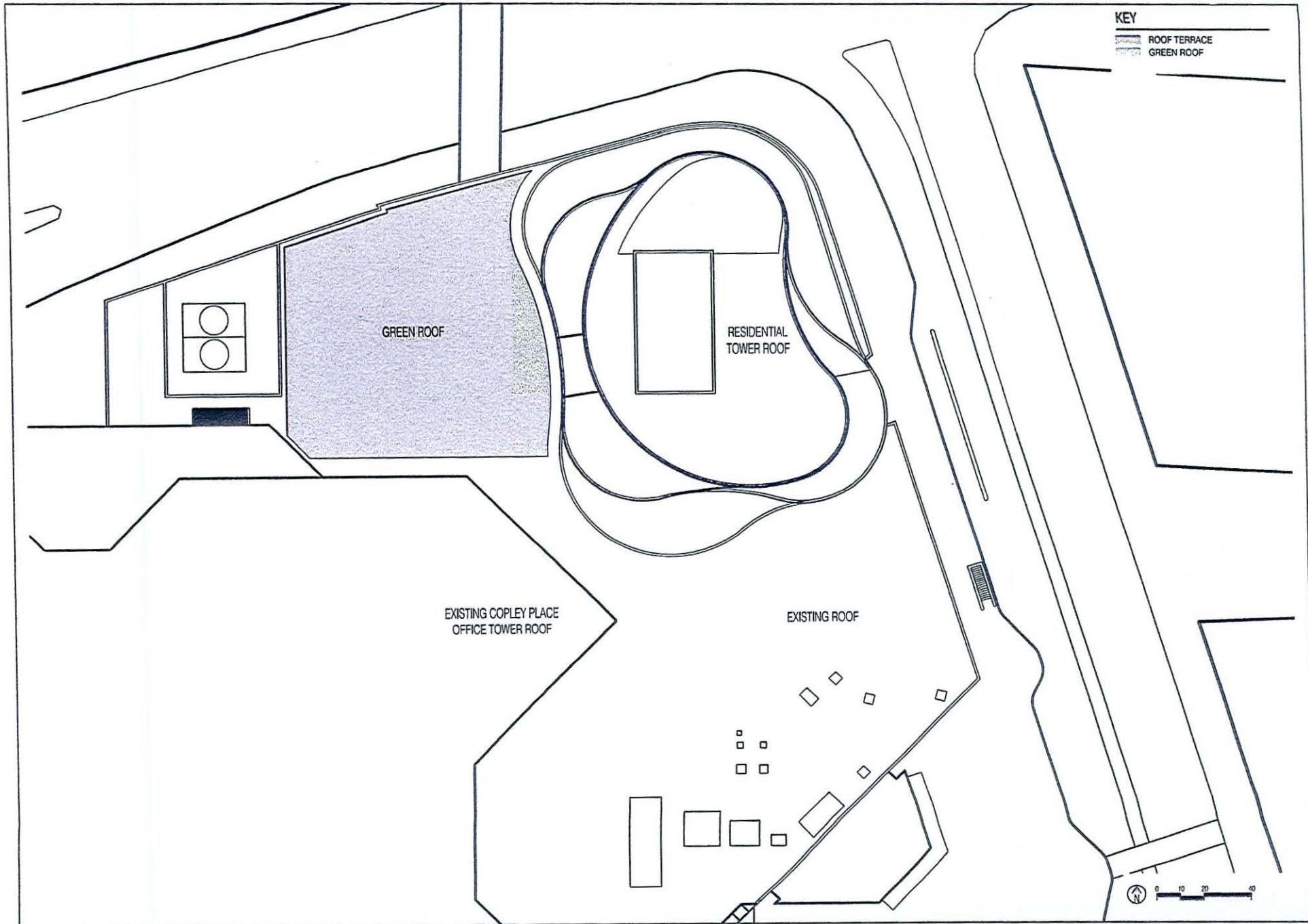


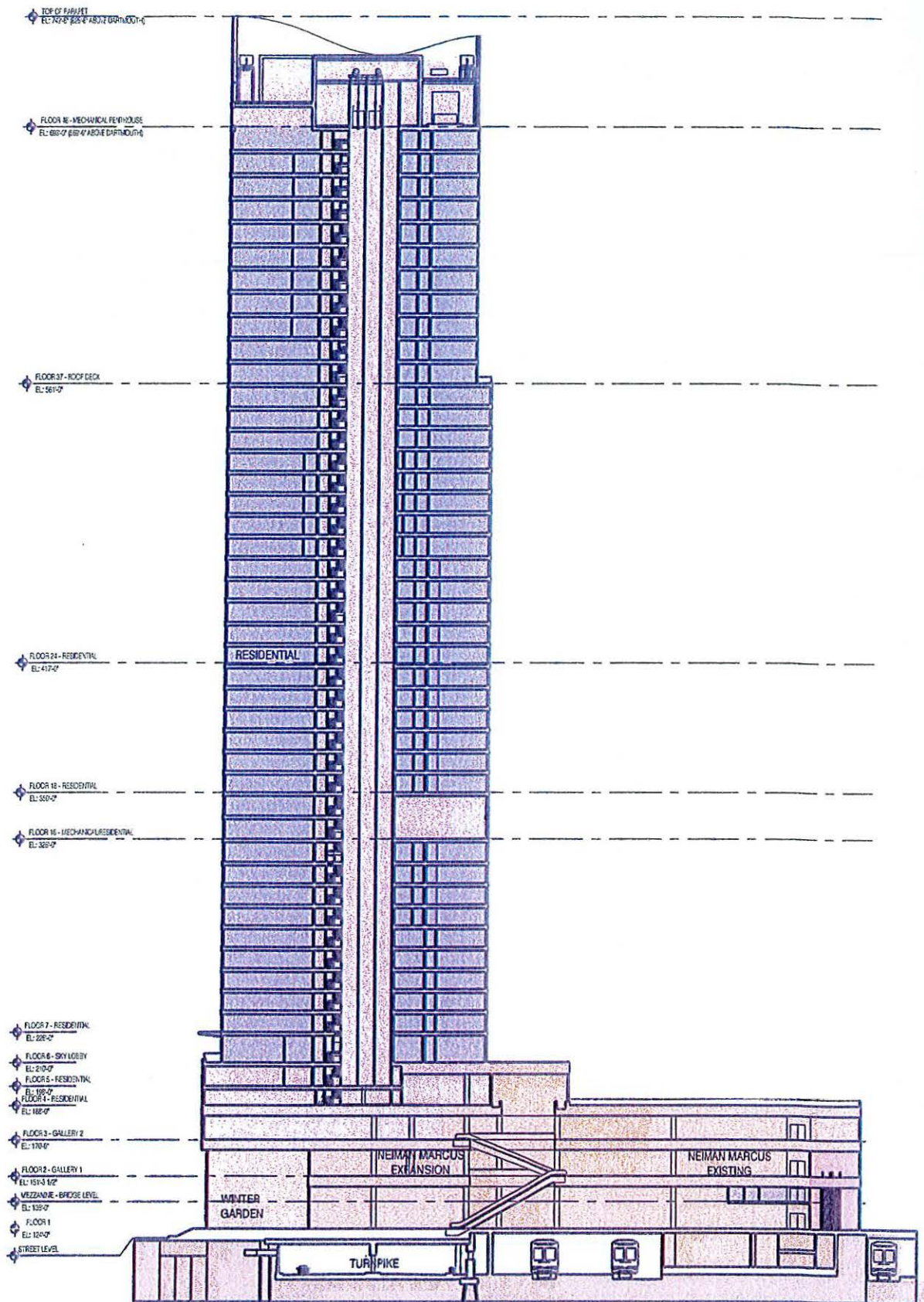
RESIDENTIAL FLOOR PLANS 24-36



RESIDENTIAL FLOOR PLANS 37-47

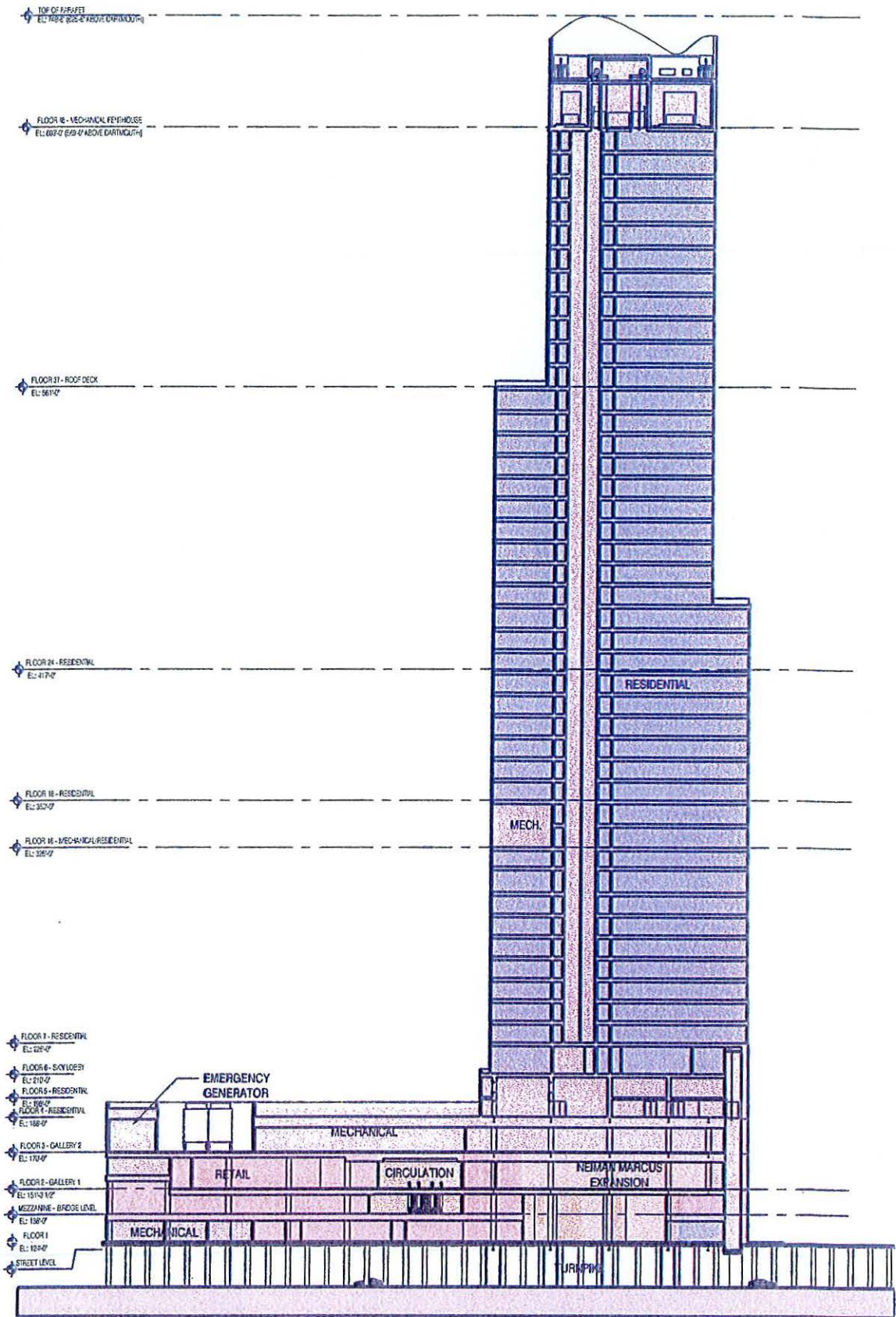






COPLEY PLACE
 RETAIL EXPANSION AND RESIDENTIAL ADDITION

FIGURE A-11 NORTH/SOUTH SECTION



COPLEY PLACE
 RETAIL EXPANSION AND RESIDENTIAL ADDITION

FIGURE A-12 EAST/WEST SECTION

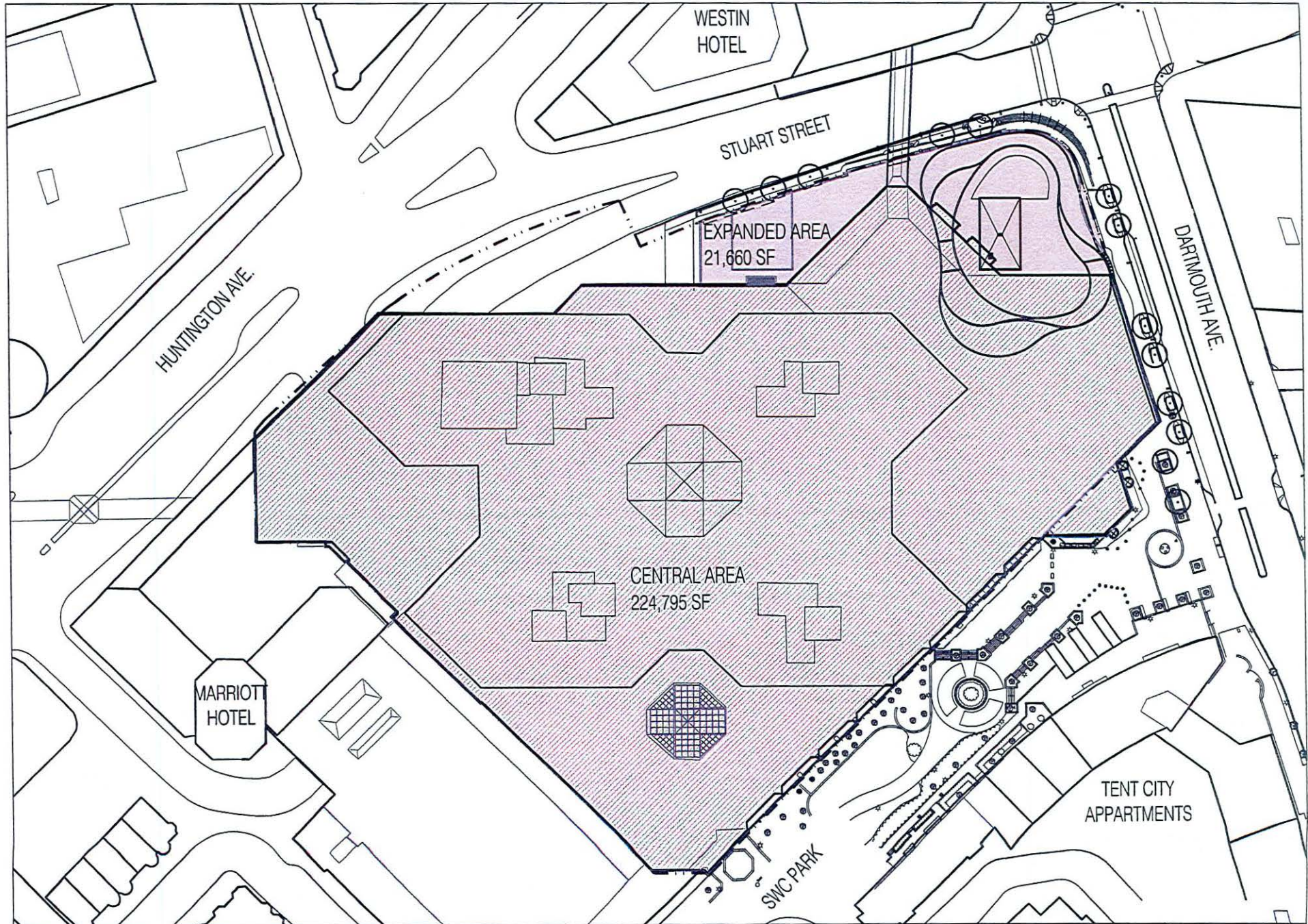
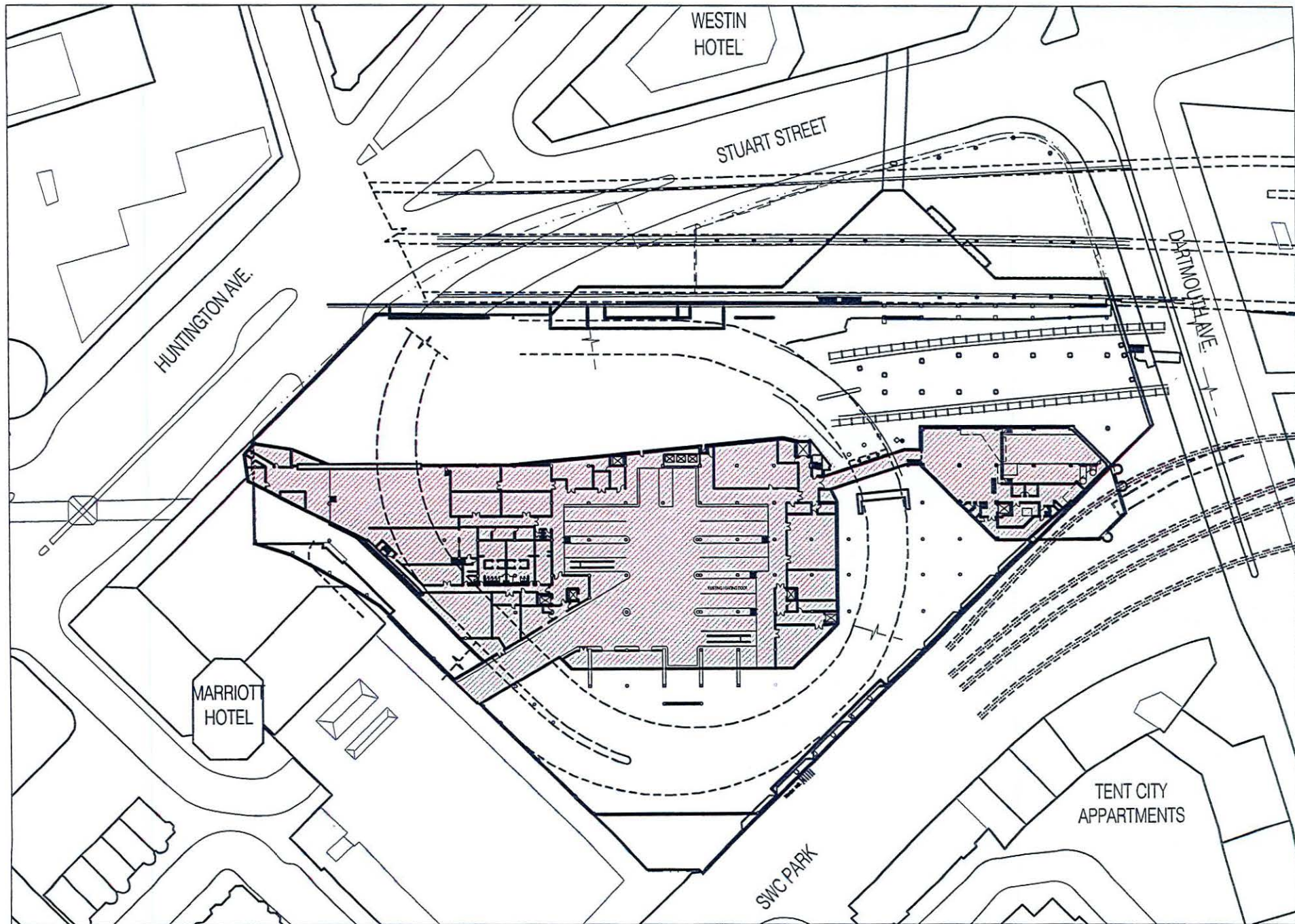


EXHIBIT E - 1 C

COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING & PROPOSED COPLEY PLACE SITE PLAN

ELKUS MANFREDI
ARCHITECTS

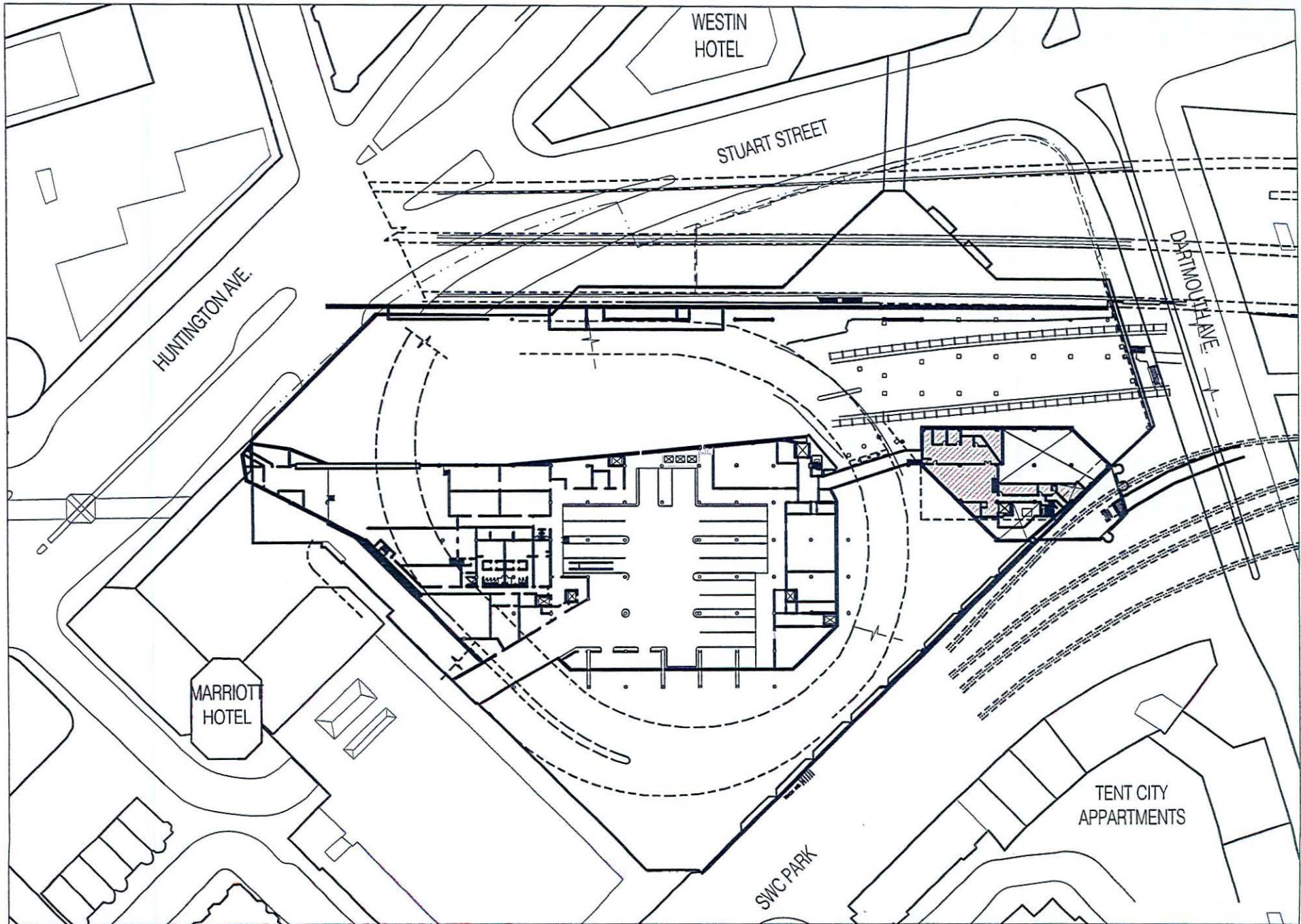


DATE: 11/11/11

COPLEY PLACE
 RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING & PROPOSED BASEMENT - B1 LEVEL 100'-0"

ELKUS MANFREDI
 ARCHITECTS

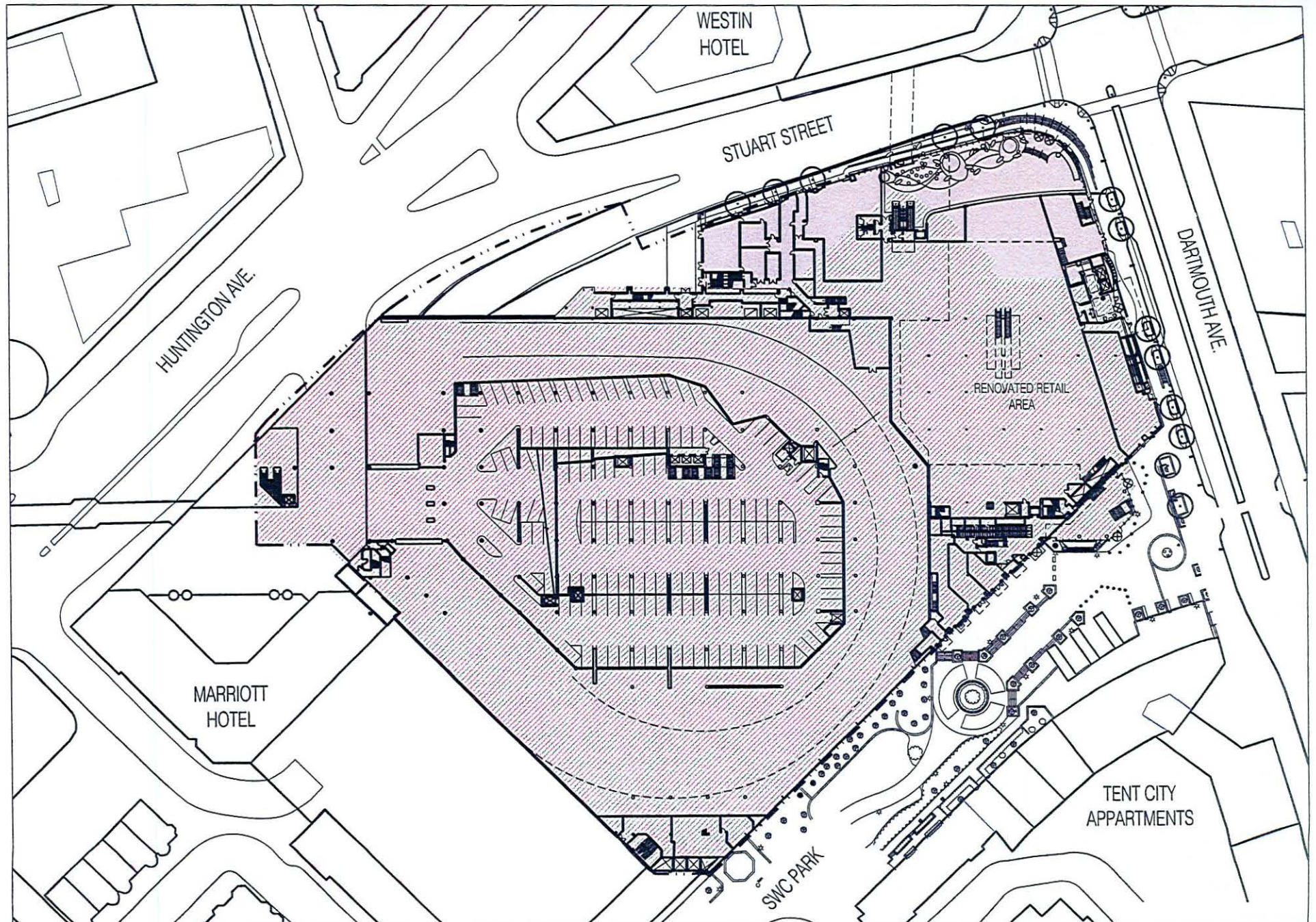


COPLEY PLACE

RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING & PROPOSED BASEMENT MEZZANINE - B1M LEVEL 113'-0"

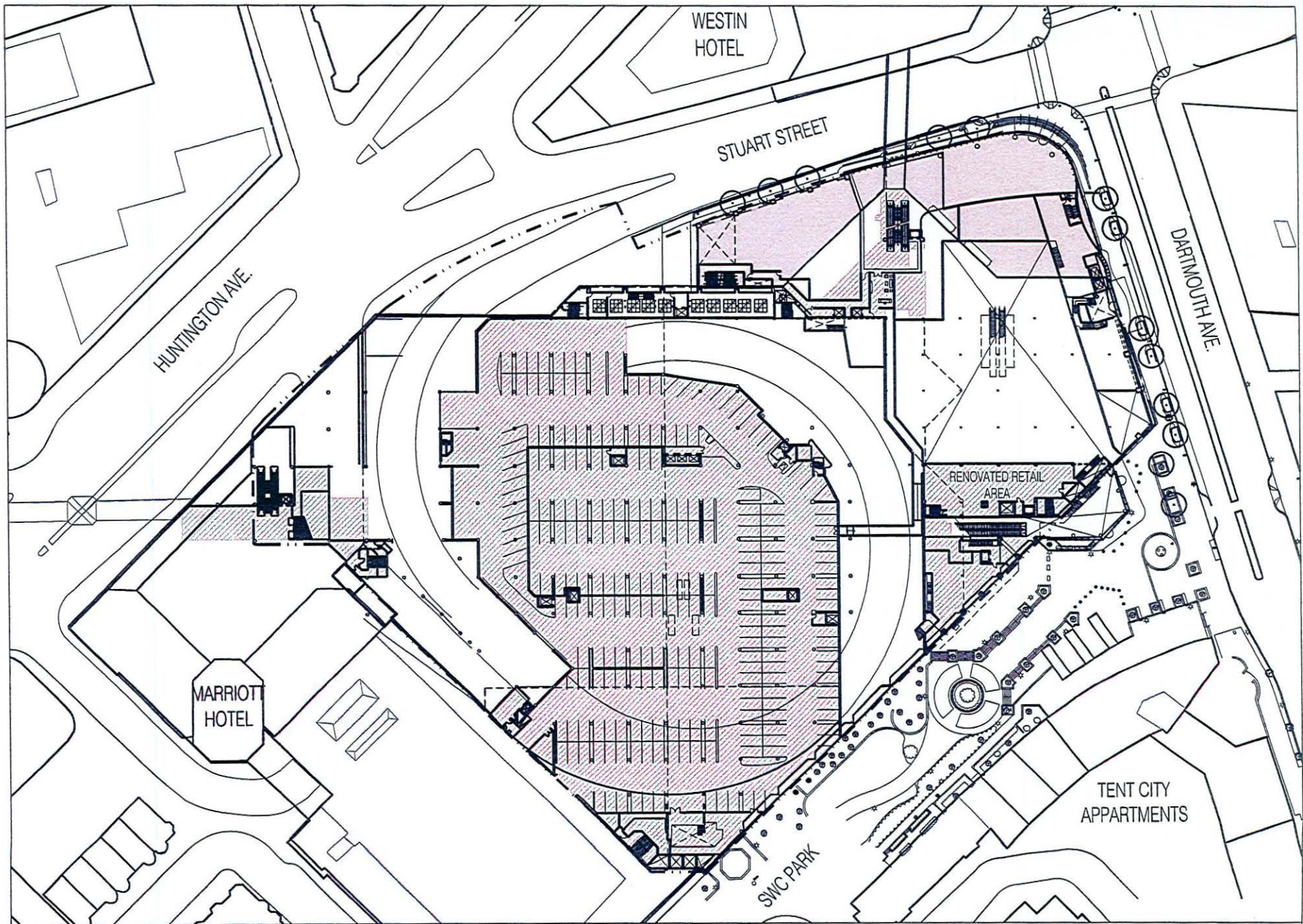
ELKUS · MANFREDI
ARCHITECTS



COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING AND PROPOSED STREET LEVEL - ELEVATION 124'-0"

ELKUS MANFREDI.
ARCHITECTS

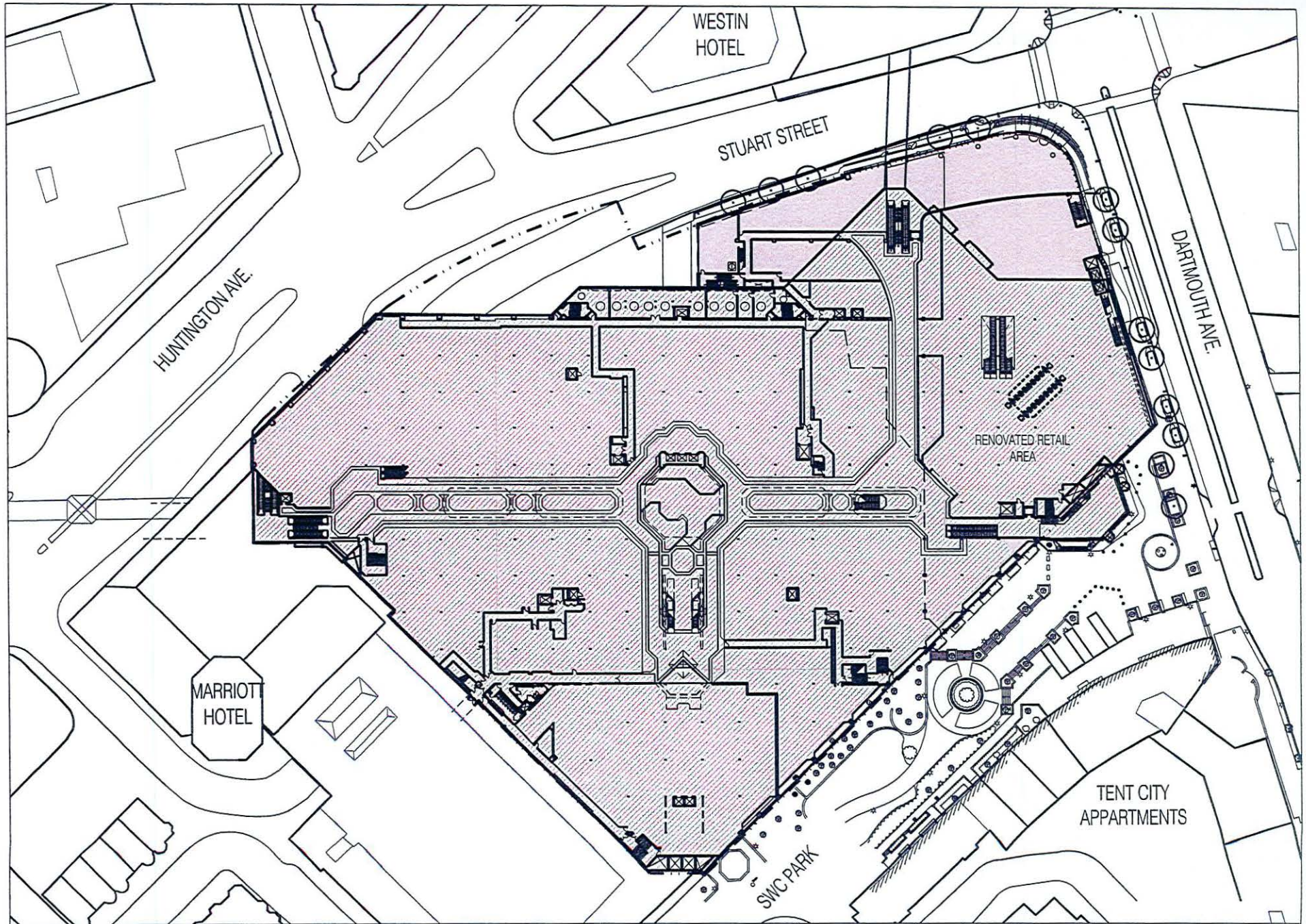


COPLEY PLACE

RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING AND PROPOSED STREET LEVEL MEZZANINE - ELEVATION 138'-0"

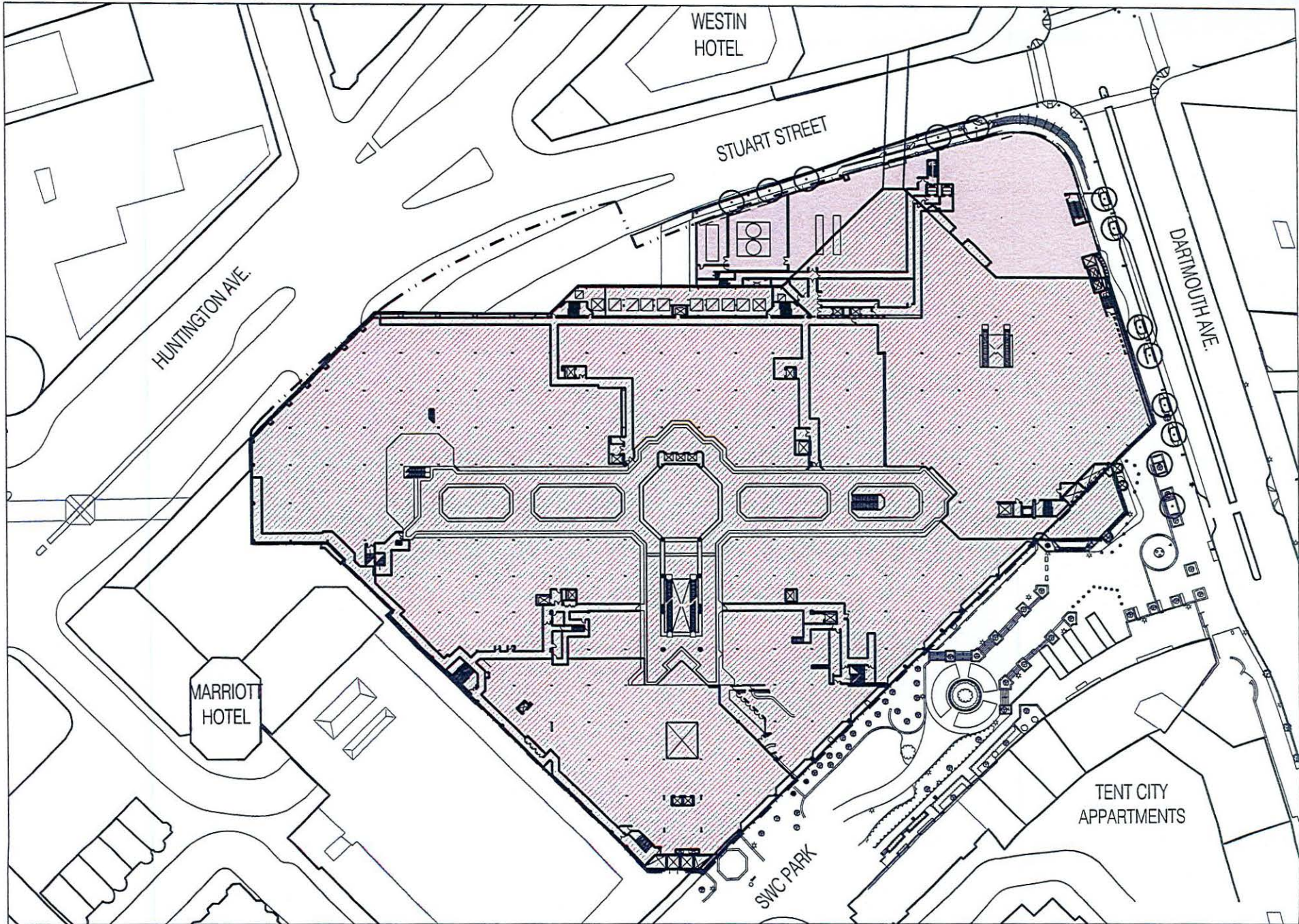
ELKUS MANFREDI
ARCHITECTS



COPLEY PLACE
RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING AND PROPOSED GALLERY LEVEL 1 - ELEVATION 151'3 1/2"

ELKUS MANFREDI
ARCHITECTS



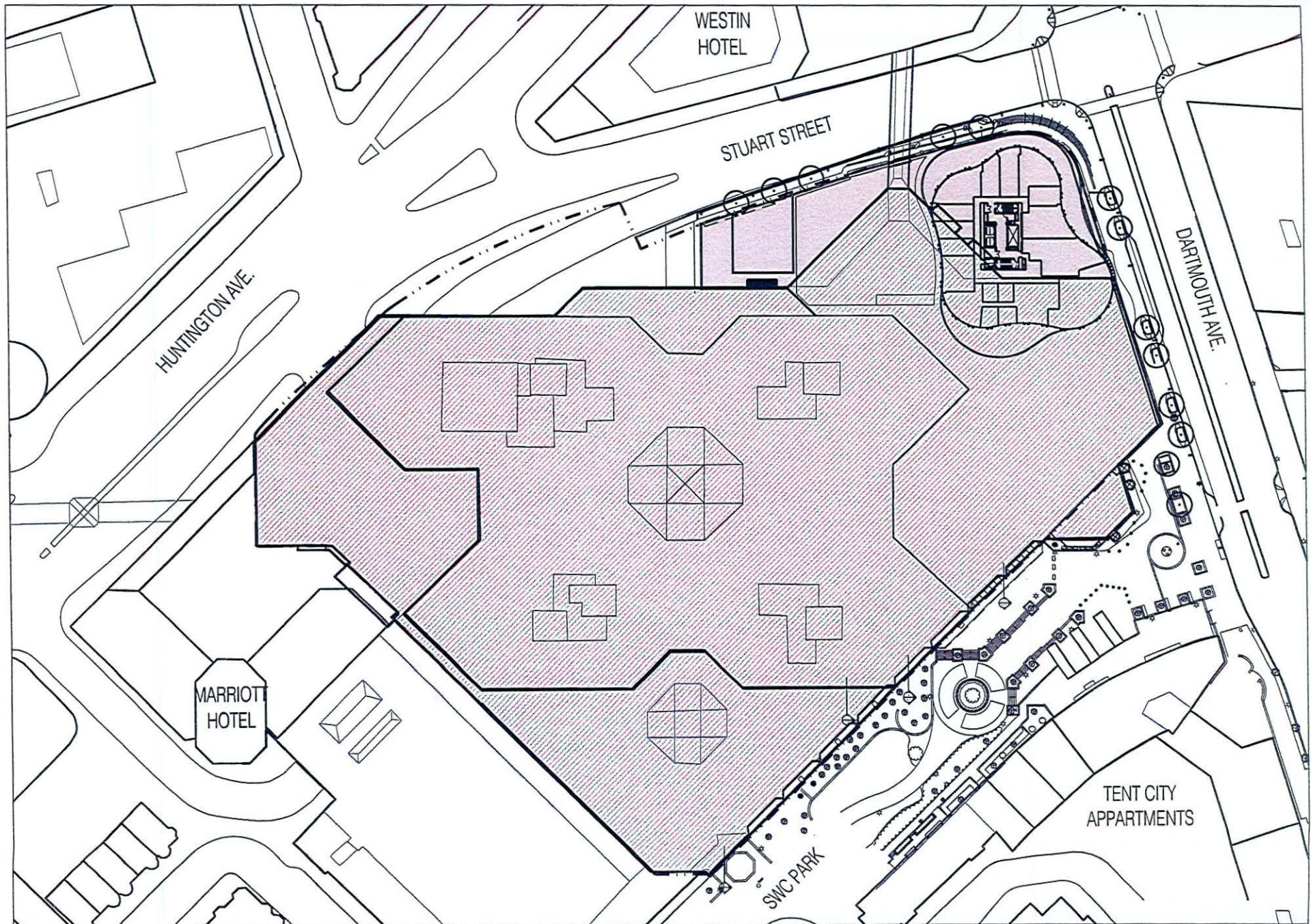
COPLEY PLACE

RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING AND PROPOSED GALLERY LEVEL 1 - ELEVATION 151'-3 1/2"

ELKUS MANFREDI
ARCHITECTS

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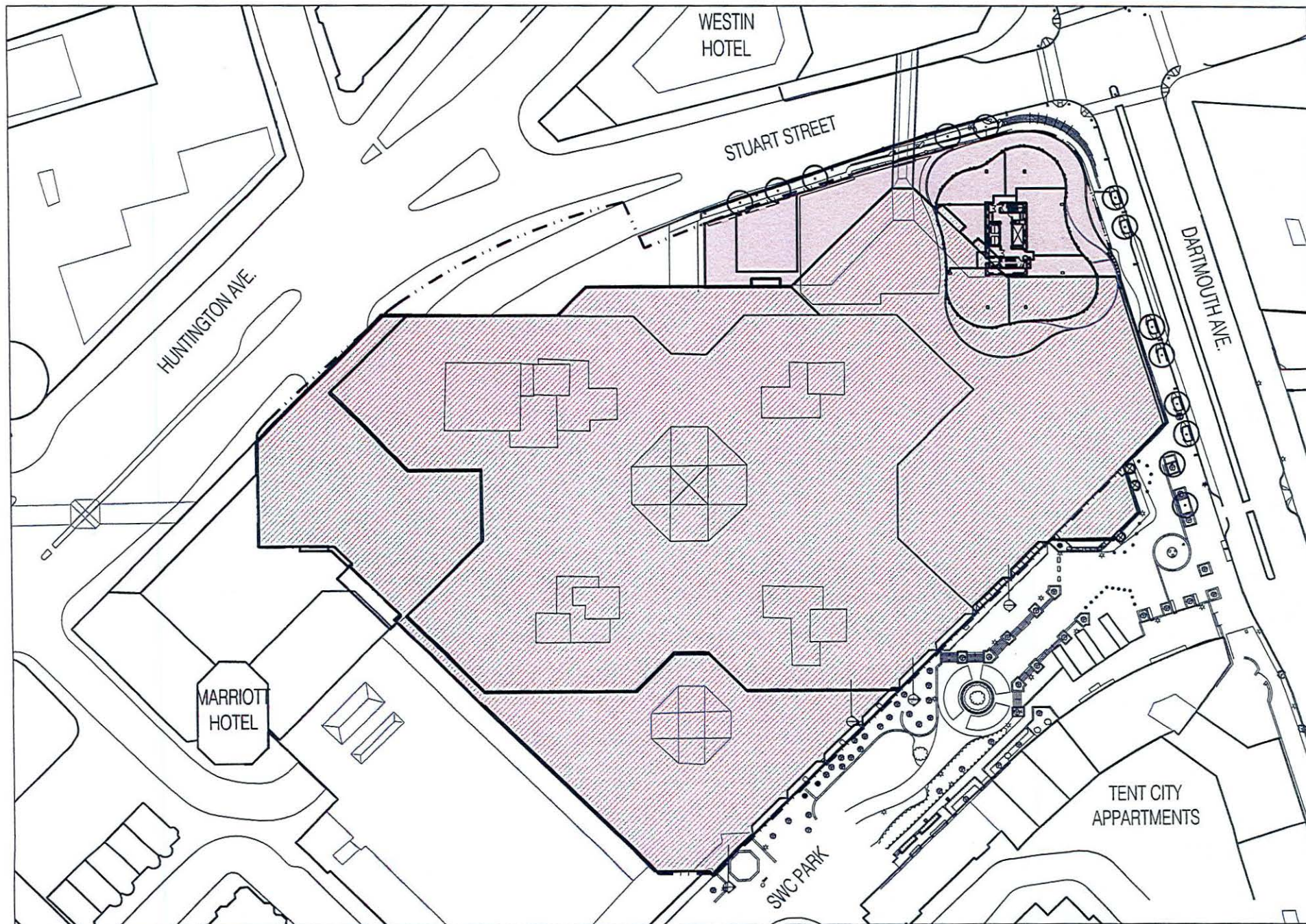


COPLEY PLACE

RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING & PROPOSED COPLEY PLACE RESIDENTIAL SKYLOBBY

ELKUS MANFREDI
ARCHITECTS

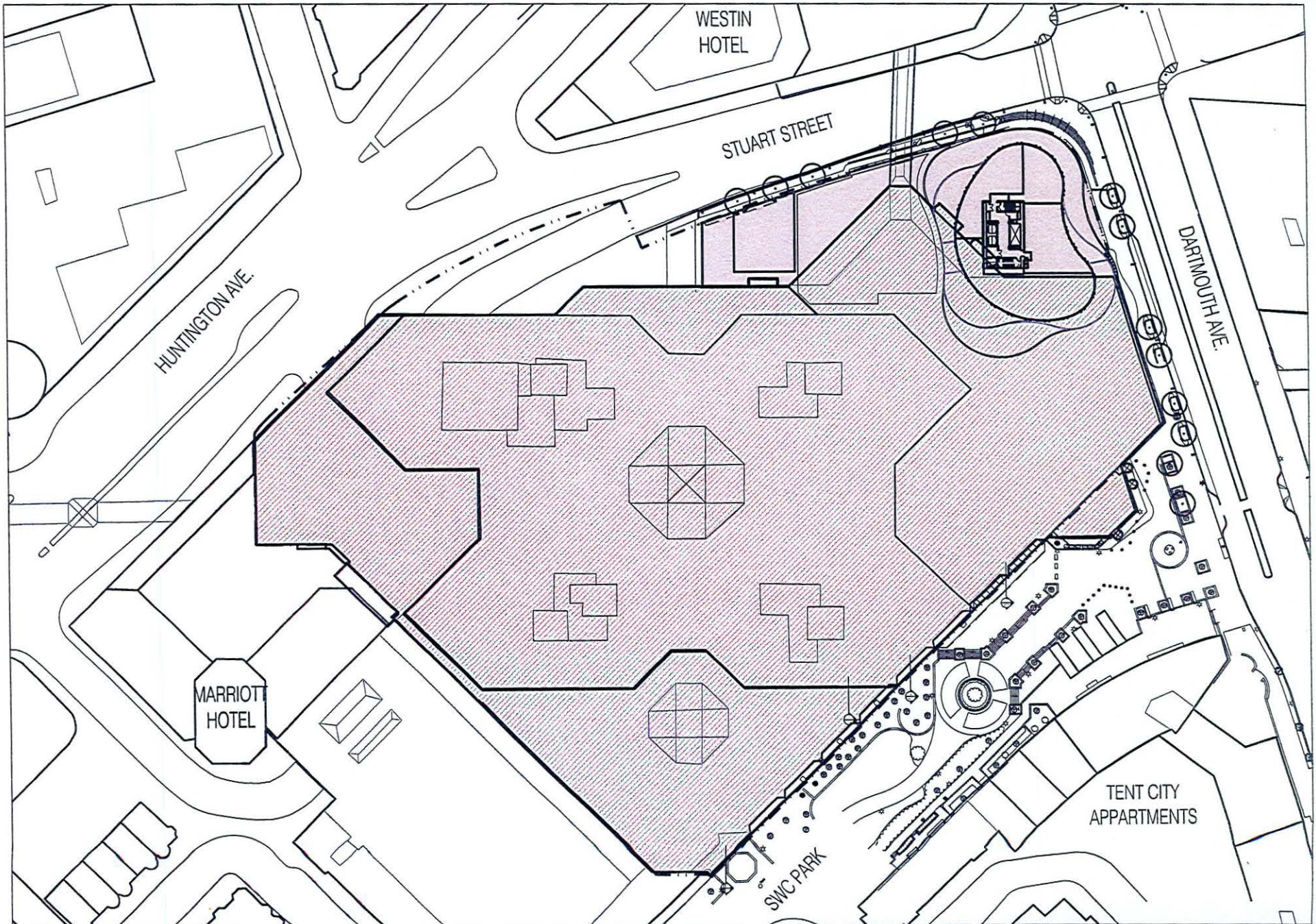


COPLEY PLACE

RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING & PROPOSED COPLEY PLACE RESIDENTIAL LEVELS 18-37

ELKUS MANFREDI
ARCHITECTS



COPLEY PLACE

RETAIL EXPANSION AND RESIDENTIAL ADDITION

EXISTING & PROPOSED COPLEY PLACE RESIDENTIAL LEVELS 38-47

ELKUS MANFREDI
ARCHITECTS

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**CHAIRMAN'S STATEMENT
COPLEY PLACE PROJECT**

November 17, 2011

This is a Public Hearing before the Boston Redevelopment Authority, being held in accordance with Article 80B-7 of the Boston Zoning Code, to consider the Copley Place Residential Addition and Retail Expansion project in Back Bay as a Development Impact Project and to consider the proposed Development Plan for Planned Development Area No. 84, Copley Place, Back Bay. Copley Place Associates, LLC (c/o Simon Property Group) is proposing a total development program of approximately 785,000 square feet of new residential and retail uses, including the expansion of the retail space at the Street Level, Mezzanine Level, Gallery Level 1, and Gallery Level 2 of Copley Place. In addition, approximately 115,000 square feet of existing Neiman Marcus retail space will be renovated, including 40,000 square feet of new retail space to be added to the existing Neiman Marcus retail space, and 75,000 square feet of new retail, restaurant, and wintergarden space for use by the public which will be constructed adjacent to Neiman Marcus. The residential component contains approximately 670,000 square feet and involves the construction of a residential skylobby with residential amenity space and supporting residential uses for approximately 318 units.

This hearing was duly advertised in the Boston Herald on November 3, 2011.

In a hearing before the Authority, the developer will first present their case and are subject to questioning by Members of the Authority only. Thereafter, those who wish to speak in favor of the proposed project will be afforded an opportunity to do so under the same rules of questioning. Following that, those who wish to speak in opposition to the proposed project will be afforded an opportunity to do so, again under the same rules of questioning. Finally, the proponents are allowed a brief period for rebuttal, if they so desire.

Mr. FitzGerald will now begin the presentation.

MEMORANDUM

NOVEMBER 17, 2011

TO: BOSTON REDEVELOPMENT AUTHORITY AND
PETER MEADE, DIRECTOR

FROM: BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
RANDI LATHROP, DEPUTY DIRECTOR FOR COMMUNITY
PLANNING
DAVID CARLSON, SENIOR ARCHITECT, URBAN DESIGN
MARY KNASAS, SENIOR PLANNER III
LAUREN SHURTLEFF, PLANNER II
JOHN FITZGERALD, PROJECT MANAGER

SUBJECT: PUBLIC HEARING ON THE COPLEY PLACE AND THE COPLEY
PLACE RESIDENTIAL ADDITION AND RETAIL EXPANSION
PROJECT IN THE BACK BAY TO BE CONSIDERED AS A
DEVELOPMENT IMPACT PROJECT AND TO CONSIDER THE
DEVELOPMENT PLAN FOR PLANNED DEVELOPMENT AREA
NO. 84, HUNTINGTON AVENUE/PRUDENTIAL CENTER DISTRICT,
BOSTON

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority ("BRA" or "Authority") authorize the Director to: (1) issue a Preliminary Adequacy Determination waiving the requirement of further review pursuant to Section 80B-5.4(c)(iv) of the Boston Zoning Code (the "Code"); (2) approve the Development Plan for Planned Development Area No. 84, the Copley Place and the Copley Place Residential Addition and Retail Expansion Project, Huntington Avenue/Prudential Center District (the "Development Plan") and associated Map Amendment, and authorize the Director to petition the Zoning Commission for the approval of the Development Plan and the associated Map Amendment; (3) approve the Copley Place Residential Addition and Retail Expansion Project (the "Proposed Project") as a Development Impact Project within the meaning of Section 80B-7 of the Code; (4) issue a Certification of Compliance for the Proposed Project under Section 80B-6 upon successful completion of the Article 80 review process; (5) issue a Certification of Consistency for the Proposed Project, pursuant to Section 80C-8 of the Code, upon successful completion of the Article 80 Large Project Review and Planned Development Area Review processes; and (6) execute and deliver a

Cooperation Agreement, an Affordable Housing Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and any and all other agreements and documents that the Director deems appropriate and necessary in connection with the Proposed Project.

PROJECT SITE AND HISTORY

The Copley Place site as it exists today consists of three levels of parking containing approximately 860 parking spaces, three levels of retail with shops and restaurants containing approximately 520,000 square feet, seven levels of office space containing approximately 770,000 square feet, and accessory and ancillary mechanical support space including connecting bridges and appurtenances for a total area of approximately 1,290,000 square feet, excluding parking (the "Project Site"). The Project Site is located within the Huntington Avenue/Prudential Center District, within Article 41 of the Boston Zoning Code (the "Code").

The BRA has had a review and approval role in the development of the original Copley Place project since its inception in 1978. Subsequent to the original Copley Place project in the late 1970s and early 1980s, the review and approval mechanism for developments on Massachusetts Turnpike Authority ("MTA") air rights has been the subject of both legislative and contractual actions. In accordance with Section 7 of Chapter 3 of the Acts of 1997 entitled "An Act Relative to the Massachusetts Turnpike Authority and the Metropolitan Highway System" ("Act"), the City of Boston, acting by and through the BRA, entered into a Memorandum of Understanding ("MOU") with the MTA on June 1, 1997. This MOU provided for BRA review regarding other areas of the Turnpike extension into Boston.

The Copley Place Residential Addition and Retail Expansion Project (the "Proposed Project") will add to the original Copley Place project, which was initially built on air rights above the Boston Extension of the Massachusetts Turnpike (the "MassPike") in the early 1980's. The MassPike was extended from Route 128 into downtown Boston in the 1960's. Except in the case of the Prudential Center, the MassPike extension was built in an open cut created by an existing railroad right-of-way that separated neighborhoods on either side of the tracks since the mid-19th century.

By bridging over the MassPike off-ramps in the block bounded by Harcourt Street, Stuart Street, Dartmouth Street and the Southwest Corridor, the original Copley Place project played an important role in repairing the open cut of the former railroad right-of-way, and provided significant urban design and social benefits by linking the Back Bay and South End communities, as well as stimulating economic growth. The original Copley Place project includes approximately 3.4 million square feet of retail, office and

hotel uses. Housing was also included and located facing Harcourt Street and the Southwest Corridor, adjoining the South End and Saint Botolph Street residential areas.

The Proposed Project will occupy a portion of the Project Site at the southwest corner of Stuart and Dartmouth Streets that was not built upon as part of the original Copley Place project, as it was located directly above the main artery of the MassPike. This portion of the Project Site currently functions as a large brick-paved entry plaza for Neiman Marcus and Copley Place.

DEVELOPMENT TEAM

Proponent: Copley Place Associates, LLC
Simon Property Group, Inc.
225 W. Washington Street
Indianapolis, IN 46204
Michael E. McCarty; William Jackson

Development
Project Manager: Collaborative Partners, Inc.
330 Congress Street
Boston, MA 02210
Jack Hobbs; Donna Camiolo; Kristi Dowd

Architects: Elkus Manfredi Architects
300 A Street
Boston, MA 02210
Howard Elkus; Rob Halter

Permitting
Consultants: Epsilon Associates, Inc.
3 Clock Tower Place, Suite 250
Maynard, MA 01754
Elizabeth Grob

Transportation
Consultants: Howard/Stein-Hudson, Inc.
38 Chauncy Street, 9th Floor
Boston, MA 02111
Jane Howard

Legal Counsel: Rubin and Rudman LLP
50 Rowes Wharf
Boston, MA 02110
James H. Greene; Paula Devereaux

Geotechnical
Consultant: Haley & Aldrich
465 Medford Street
Boston, MA 02129
Marya Gorczyca

Civil Engineer: Parsons Brinckerhoff
75 Arlington Street, 9th Floor
Boston, MA 02116
Andrew Boyd

Structural
Engineer: Le Messurier Consultants
675 Massachusetts Avenue
Cambridge, MA 02139
Peter Cheever

MEP Engineer: RG Vanderweil Engineers
274 Summer Street
Boston, MA 02210
Alex Vanderweil

ARTICLE 80 REVIEW

On March 19, 2008, the Proponent filed a Letter of Intent in accordance with the Authority's policy regarding Provision of Mitigation by Development Projects in Boston. Subsequently, and in accordance with the MOU, nominations were solicited from neighborhood community organizations and constituencies for the purpose of forming a Citizen's Advisory Committee ("CAC"). Nomination request letters were sent in April of 2008 and in May of 2008 the Mayor appointed an eleven (11)-member CAC.

On Monday June 23, 2008, the Proponent filed a Project Notification Form ("PNF") for the Proposed Project, which proposed an addition of approximately 54,000 square feet to the existing 115,000 square foot Neiman Marcus store, an addition of approximately 60,000 square feet of other retail/restaurant space and a four-season "wintergarden" and the construction of an approximately 660,000 square foot residential tower.

Notice of the receipt by the BRA of the PNF was published in the Boston Herald on Monday June 23, 2008. At the request of the Proponent the comment period was extended an additional fifteen (15) days, ending Friday, August 8, 2008. The notice and the PNF were sent to the City's public agencies pursuant to Section 80A-2 of the Code. Pursuant to Section 80B-5.3 of the Code, a Scoping Session was held on Wednesday, July 16, 2008 with the City's public agencies, BRA staff, and the CAC where the Proposed Project was reviewed and discussed. Copies of the PNF were made available for public review at the BRA, the Copley Square branch and the South End branch of the Boston Public Library. During the comment period for the PNF, the BRA sponsored one (1) publicly-advertised meeting on Tuesday, July 15, 2008 at the Copley Square branch of the Boston Public Library located at 700 Boylston Street in Boston.

Based on the comments received on the PNF, the BRA issued a Scoping Determination on Monday, August 25, 2008. The Scoping Determination represents a comprehensive response to all of the written comments received from BRA staff, City agencies, elected officials, the CAC and members of the public. In response to the Scoping Determination, the Proponent filed a Draft Project Impact Report ("DPIR") on August 15, 2011. Subsequently, on September 16, 2011, the Proponent filed the Development Plan.

Notice of receipt by BRA of the DPIR was published in the Boston Herald on August 15, 2011, which initiated a 75-day public comment period with a closing date of October 31, 2011. Notice of receipt by BRA of the Development Plan was published in the Boston Herald on September 16, 2011, which initiated a 45-day public comment period with a closing date of October 31, 2011.

The Proponent made an initial presentation before the Boston Civic Design Commission ("BCDC") on Tuesday, August 5, 2008 and was voted to subcommittee. After the submission of the DPIR, the Proponent had several meetings with the subcommittee. On November 1, 2011, the Proponent appeared before the BCDC and a vote was taken to approve the Proposed Project.

PROPOSED PROJECT

The Proposed Project as presented in the DPIR calls for the construction of up to 785,000 square feet of new retail and residential uses, including approximately 115,000 square feet of new retail and restaurant space which includes an approximately 40,000 square foot expansion of the existing 115,000 square foot Neiman Marcus store, which will be renovated, and approximately 75,000 square feet of new retail, restaurant and "wintergarden" uses with associated support areas, and approximately 670,000 square feet of new residential space, including a sky lobby with residential amenities and associated support areas for approximately 318 residential units. The maximum height for the Proposed Project is 625 feet.

The Proposed Project has a total development cost of approximately \$500 million and is anticipated to begin construction during the 4th quarter of 2012 with a completion date expected during the 4th quarter of 2015.

The Proponent is also considering a phased approach to construction:

- Phase 1: improvements to the Southwest Corridor entry
- Phase 2: foundations and the retail podium
- Phase 3: residential tower

AFFORDABLE HOUSING

The Proponent is required to provide forty-eight (48) units of affordable housing in connection with the Proposed Project. Ten (10) of the three hundred eighteen (318) residential units within the Proposed Project will be created as on-site affordable housing and will be affordable to households earning between 80% and 100% of area median income at the time of the lease and based upon US Department of Housing and Urban Development ("HUD") guidelines. Of these ten units, seven (7) will be studio units and three (3) will be one bedroom units. In addition to the on-site component, the Proponent is also proposing to provide approximately thirty-five (35) affordable homeownership units in the South End. The remaining three (3) units will also be located off-site in the South End or Back Bay (the "Affordable Housing Component").

In the event that the Proponent is unsuccessful in fulfilling the affordable housing proposal as set forth above, the required affordable housing units will be provided on-site within the Proposed Project as affordable rental units in accordance with the Mayor's Executive Order Relative to the "Inclusionary Development Policy's Income Policy" dated September 27, 2007. The Proponent will not seek the BRA's assent to the buyout option as outlined in the Inclusionary Development Policy.

The Proponent will enter into an Affordable Housing Agreement with the BRA for the Affordable Housing Component. The Affordable Housing Agreement must be executed along with, or prior to, issuance of Certification of Compliance. The Proponent must submit an Affirmative Marketing Plan for the Affordable Units (the "Marketing Plan") to the Boston Fair Housing Commission and the BRA for approval. Preference will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Boston resident;
- (2) Household size (a minimum of one (1) person per bedroom); and
- (3) First-time homebuyers (for-sale affordable units only).

The affordable units may not be marketed prior to the submission and approval of the Marketing Plan. A deed restriction will be placed on the affordable units to maintain affordability for a total period of fifty (50) years (this includes thirty (30) years with an option to extend for an additional period of twenty (20) years). The household income of any subsequent purchaser of the for-sale affordable units during this fifty (50) year period may not exceed the maximum incomes as set forth herein.

ZONING

On September 16, 2011 the Proponent filed a proposed Development Plan which outlines the zoning for an area consisting of air rights over the MassPike, bounded generally by Huntington Avenue, Stuart Street, Dartmouth Street, the Southwest Corridor and Harcourt Street, containing approximately 264,423 square feet (approximately 6.07 acres); this area does not include the Marriott Hotel or the cooperative housing development (the "PDA Site").

The development of the original Copley Place project in 1980 was exempt from the Code for air rights only, pursuant to the Legislation authorizing the Massachusetts Turnpike Authority ("MTA") to lease air rights. In accordance with Section 7 of Chapter 3 of the Acts of 1997, the City of Boston, acting by and through the BRA entered into an MOU, as previously described in the Project Site and History section of this memorandum. Notwithstanding the foregoing, in 2010, the Legislature adopted Chapter 302 on the Acts of 2010 and made the original Copley Place project and the Proposed Project subject to the Code. As a result, the Project Site is located within the Huntington Avenue/Prudential Center District, Article 41 of the Code.

On August 10, 2011, the Boston Zoning Commission approved an amendment to Article 41 of the Code to allow for the establishment of Planned Development Area ("PDA") zoning for Copley Place and for the use and dimensional requirements to be set forth in the applicable Development Plan.

The PDA Site is located within the Groundwater Conservation Overlay District. The Proponent will incorporate systems into the Proposed Project that meet the groundwater conservation standards of Article 32 and the Proponent will obtain a written determination from the Boston Water and Sewer Commission as to whether said standards are met. The Proponent will provide a copy of this letter to the BRA and Boston Groundwater Trust prior to the issuance of a Certification of Consistency. Accordingly, the Proponent will not be required to obtain a conditional use permit from the Board of Appeal, and shall be deemed to be in compliance with Article 32.

In addition, the Proponent has incorporated the LEED Building Rating System criteria in the design of the Proposed Project. As a result, the Proposed Project has been

designated to meet LEED standards and shall comply with the requirements of Article 37, Green Buildings, of the Code.

PUBLIC PROCESS

The Copley Place Expansion Citizens Advisory Committee (“CAC”) is made up of eleven (11) members, including residents, business owners, community organizations, and professionals. The CAC was appointed by Mayor Menino in 2008 to review and guide the Proposed Project. In coordination with the BRA, the CAC has reviewed and provided feedback on all the major elements of the Proposed Project, including but not limited to urban design, transportation impacts, and mitigation. To date, nineteen (19) CAC meetings have been held, all of which were open to the public and all of which were held on the mezzanine level of the Copley Place mall. In addition, two BRA-sponsored public meetings were held at the Copley Branch of the Boston Public Library on July 15, 2008 and September 29, 2011 to present and discuss the PNF and DPIP/PDA Plan, respectively.

CAC Membership:

David Berarducci South End Resident	Meg Mainzer-Cohen Back Bay Association
John Connolly Back Bay Association	Ted Pietras South End Business Alliance
Dan d’Heilly St. Botolph Neighborhood Association	Mark L. Schmid Trinity Church
Nikki Fortes Tent City Corporation	Judith Wright, Chairperson Pilot Block Neighborhood Association
Anthony Gordon Ellis South End Neighborhood Association	Eugene F. Kelly Back Bay Resident
Zeina Grinnell Neighborhood Association of the Back Bay	

Ex-Officio Membership:

City Councilor William Linehan	State Representative Byron Rushing
City Councilor Michael Ross	State Representative Marty Walz
State Senator Sonia Chang-Diaz	

MITIGATION AND PUBLIC BENEFITS

- The creation of 318 units of housing, including 48 affordable units;
- The Proponent will contribute up to \$1,000,000 toward public art. The Proponent will also be engaged in the art selection process along with a designee of the CAC and other appropriate agencies, etc.;
- A \$250,000 contribution toward the Friends of Copley Square;
- A \$250,000 contribution toward the Southwest Corridor Park Conservancy (This amount was derived based on a present value calculation of an annual contribution of \$20,000 over 99 years (the term of the lease with MassDOT) applying an 8% discounted rate.);
- With respect to the maintenance of the Southwest Corridor Park, the Proponent will enter into a Memorandum of Understanding (MOU) memorializing all maintenance agreements and meetings to be held in collaboration with the Massachusetts Bay Transportation Authority (MBTA) as owner of site, and including the Department of Conservation and Recreation (DCR) and the Parkland Management Advisory Committee (PMAC);
- With respect to the so-called "wintergarden" public space on the ground floor of the Proposed Project, the Proponent will include language in the Cooperation Agreement, which will cover issues such as: operating hours, programming of the space and maintenance and cleaning responsibilities of the Proponent. This language must allow the Proponent the flexibility to address any liability and legal concerns. i.e. threats of security and safety, emergency repairs, etc;
- The Proponent will continue to work with the Boston Transportation Department and MassDOT to find feasible traffic calming measures on the Massachusetts Turnpike off-ramp for Exit 22 and in the area where the off-ramp merges onto Stuart Street. The Proponent will also work with the CAC Traffic Committee to find solutions to these two issues;
- The Proponent will rename the so-called "wintergarden" so as to reflect its four-season use and to indicate that it is open and accessible to the public in accordance with rules and regulations adopted by the Proponent. The Proponent will also investigate additional entry points to the "wintergarden" and will explore the possibility of sliding window walls that would further articulate the accessibility and open nature of the space;
- The Proponent will review the Transportation Access Plan Agreement and the Construction Management Plan with the CAC during and after construction;

- The Proponent will review the Construction Management Plan with the CAC;
- The Proponent is committed to improving the congestion at the Harcourt Street loading dock and will provide feedback to the CAC on this matter;
- The Proponent will set up a website dedicated to the Proposed Project and update it regularly with construction related plans to keep the community aware and informed of the project details and allow for residents to plan around the project construction. In addition, the Proponent will compile a list of residents and send email weekly updates regarding progress and construction plans once the project commences. An email address and telephone number will be available to which residents can address complaints and/or concerns;
- The Proponent agrees to provide a landscaping plan that will allow for unobstructed site lines to the community retail spaces on both sides of the Southwest Corridor. The Proponent also agrees to incorporate signage/instructional elements identifying the Southwest Corridor Park and additional signage elements to ensure that community retailers are identified and to program active uses around the community retail to further attract pedestrian traffic to the community retail;
- With respect to the Southwest Corridor Park, the Proponent will incorporate active uses into the landscaping plan. The Proponent will also install dig sanitary stations at regular intervals along the corridor to Massachusetts Avenue as well as low fencing as dog barriers between Dartmouth and Harcourt Streets;
- The Proponent will install bicycle racks along the Southwest Corridor, preferably over the MBTA vent grills at the entrance to the Southwest Corridor Park, if permitted by MassDOT and BTB;
- The Proponent will upgrade the irrigation and watering systems on the block between Harcourt and Dartmouth Streets;
- The Proponent will coordinate with the Commissioner of Persons with Disabilities for the City of Boston to ensure compliance with Americans with Disabilities Act (ADA) standards;
- The creation of approximately 1,700 construction jobs and 250-279 permanent jobs;
- The generation of approximately \$7.2 million in annual property tax revenues to the City of Boston, upon stabilized occupancy;
- The generation of approximately \$1,023,100 in housing linkage funds and \$204,100 in jobs linkage.

DEVELOPMENT IMPACT PROJECT ("DIP") EXACTION

The Proposed Project constitutes a Development Impact Project ("DIP Project") under Article 80B-7 of the Code, and in accordance with Section 80B-5.4(c)(iv) and Section 80A-2 of the Code, the Authority published notice of this hearing in the Boston Herald on November 3, 2011. Based on the present plans, the Proponent will provide the Neighborhood Housing Trust payment contribution of approximately \$1,023,100 and a Neighborhood Jobs Trust payment contribution of \$204,100. These estimated linkage payments are calculated as follows:

Housing Linkage:

DIP Uses	230,000 square feet
Exclusion:	<u>- 100,000</u>
	130,000
	<u>x \$7.87 /square foot</u>
	\$1,023,100

Jobs Linkage:

DIP Uses	230,000 square feet
Exclusion	<u>-100,000</u>
	130,000
	<u>x \$1.57 /square foot</u>
	\$204,100

RECOMMENDATIONS

Authority staff believes that the DPIR meets the criteria for the issuance of a Preliminary Adequacy Determination waiving further review. It is therefore recommended that the Authority approve the Proposed Project and authorize the Director to: (1) issue a Preliminary Adequacy Determination waiving the requirement of further review pursuant to Section 80B-5.4(c)(iv) of the Boston Zoning Code (the "Code"); (2) approve the Development Plan for Planned Development Area No. 84, the Copley Place and the Copley Place Residential Addition and Retail Expansion Project, Huntington Avenue/Prudential Center District (the "Development Plan") and associated Map Amendment, and authorize the Director to petition the Zoning Commission for the approval of the Development Plan and the associated Map Amendment; (3) approve the Copley Place Residential Addition and Retail Expansion Project (the "Proposed Project") as a Development Impact Project within the meaning of Section 80B-7 of the Code; (4) issue a Certification of Compliance for the Proposed Project under Section 80B-6 upon successful completion of the Article 80 review process; (5) issue a Certification of Consistency for the Proposed Project, pursuant to Section 80C-8 of the Code, upon successful completion of the Article 80 Large Project Review

and Planned Development Area Review processes; and (6) execute and deliver a Cooperation Agreement, an Affordable Housing Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and any and all other agreements and documents that the Director deems appropriate and necessary in connection with the Proposed Project

Appropriate votes follow:

VOTED: That the Director be, and hereby is, authorized to issue a Preliminary Adequacy Determination waiving further review under Section 80B-5.4(c)(iv) of the Boston Zoning Code (the "Code"), which (i) finds that the Draft Project Impact Report adequately describes the potential impacts arising from the Copley Place Residential Addition and Retail Expansion Project in the Back Bay (the "Proposed Project") as described in the Development Plan for Planned Development Area No. 84, Copley Place and the Copley Place Residential Addition and Retail Expansion Project, Huntington Avenue/Prudential Center District (the "Development Plan"), and provides sufficient mitigation measures to minimize these impacts, and (ii) waives further review of the Proposed Project under subsections 4 and 5 of Section 80B-5 of the Code, subject to continuing design review by the Boston Redevelopment Authority ("BRA"); and

**FURTHER
VOTED:**

That, in connection with the Development Plan presented at a public hearing, duly held at the offices of the BRA on November 17, 2011, 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 BRA finds that: (a) the Development Plan is not for a location or Proposed Project for which Planned Development Areas are forbidden by the underlying zoning; (b) the Development Plan complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (c) 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; (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 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

FURTHER

VOTED: That the BRA approves the Development Plan and the associated Map Amendment in substantial accord with that presented at the November 17, 2011 hearing; and

FURTHER

VOTED: That the BRA approve the Proposed Project as a Development Impact Project within the meaning of Section 80B-7 of the Code and hereby finds and determines that the Proposed Project conforms to the general plan for the City of Boston, as a whole, and that nothing in the Proposed Project will be injurious to the neighborhood or otherwise detrimental to the public welfare; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Compliance for the Proposed Project pursuant to Section 80B-6 of the Code and upon the successful completion of all Article 80 processes; and

FURTHER

VOTED: That upon approval of the Development Plan by the Zoning Commission and successful completion of the Article 80 Large Project Review and Planned Development Area Review processes, that the Director be, and hereby is, authorized to issue a Certification of Consistency for the Proposed Project pursuant to Section 80C-8 of the Code; and

FURTHER

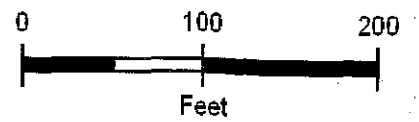
VOTED: That the Director be, and hereby is, authorized to petition the Boston Zoning Commission (the "Zoning Commission") for the approval of the Development Plan for the Proposed Project pursuant to Section 80C of the Code and associated Map Amendment in substantial accord with the Development Plan presented to the BRA Board on November 17, 2011; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to execute a Cooperation Agreement, an Affordable Housing Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and any and all other agreements and documents which the Director deems appropriate and necessary in connection with the Proposed Project and the Development Plan, all upon terms and conditions determined to be in the best interests of the BRA.



Copley Place Retail Expansion and Residential Addition





Huntington Av

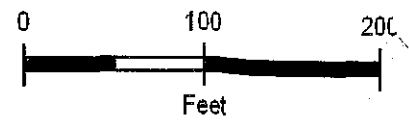
Harcourt St

Yarmouth

Copley Place Retail Expansion and Residential Addition



Boston
Redevelopment
Authority



Map Amendment Application No. 604
Boston Redevelopment Authority
Planned Development Area No. 84
Map 1D, Huntington Avenue/Prudential
Center District

MAP AMENDMENT NO. 538

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. 84, Copley Place and The Copley Place Residential Addition and Retail Expansion Project, and amends "Map 1D, Huntington Avenue/Prudential Center District", of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

1. By adding the suffix "D", indicating a Planned Development Area overlay district, to approximately 264,423 square feet (approximately 6.07 acres) of area, in Boston Proper, as described in Exhibit A hereto and shown on Exhibit B hereto.

EXHIBIT A

PDA Site Description

Leased Premises

Air rights and appurtenant interests in, upon and over those certain parcels of real estate in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated at Huntington Avenue and Stuart and Dartmouth Streets and shown on the plan (the "Plan") entitled "Plan of Property Owned by Massachusetts Turnpike Authority Sublease Air Rights to UIDC of Massachusetts, Inc. (Central Development), Copley Place, Boston, Massachusetts", consisting of 6 sheets, dated August 18, 1982, most recently revised September 2, 1982, prepared by Cullinan Engineering Co., Inc., and recorded with the Suffolk County Registry of Deeds (the "Registry") in Book 10056, Page 233, said parcels being bounded and described as follows and as shown on the Plan:

First Parcel

That portion of the following described parcel lying above elevation 90.00, as shown on sheet 1 of the Plan:

Measuring from a point, as shown on sheet 1 of the Plan, at the intersection of the northeasterly sideline of Harcourt Street and the southeasterly sideline of Huntington Avenue, said point having a north coordinate of 491049.72 and an east coordinate of 713555.39 referred to the Massachusetts Coordinate System, thence,

N 41° 41' 32" E,

along the southeasterly sideline of Huntington Avenue, a distance of 192.31 feet to a point; thence,

NORTHEASTERLY

along said southeasterly sideline of Huntington Avenue, by a curve to the right having a radius of 138.92 feet, an arc distance of 26.62 feet to the True Point of Beginning;

From said True Point of Beginning, thence

NORTHEASTERLY

along said southeasterly sideline of Huntington Avenue, by a curve to the right having a radius of 138.92 feet, an arc distance of 18.92 feet to a point of intersection with another curve; thence,

NORTHEASTERLY

along said southeasterly sideline of Huntington Avenue, by a curve to the right having a radius of 1938.42 feet, an arc distance of 129.39 feet to a point of intersection with another curve; thence,

NORTHEASTERLY

along the southeasterly sideline of the merge of Huntington Avenue with Stuart Street, by a curve to the right having a radius of 554 feet, an arc distance of 200.60 feet to a point of tangency; thence,

N 71° 59' 45" E,

a distance of 6.38 feet to a point; thence,

S 27° 00' 53" E,

a distance of 41.67 feet to a point; thence,

NORTHEASTERLY

along the southeasterly sideline of Stuart Street, by a curve to the right having a radius of 1390.00 feet, an arc distance of 218.60 feet to a point of tangency; thence,

N 71° 59' 45" E,

a distance of 82.00 feet to a point of curvature; thence

NORTHEASTERLY

along the southerly sideline of the intersection of said Stuart Street and Dartmouth Street by a curve to the right having a radius of 90.00 feet, an arc distance of 31.79 feet to a point of intersection with another curve; thence,

SOUTHEASTERLY

along said southerly sideline of the intersection of Stuart Street and Dartmouth Street by a curve to the right having a radius of 40.00 feet, an arc distance of 47.10 feet to a point of tangency on the southwesterly sideline of Dartmouth Street; thence,

S 20° 17' 35" E,

a distance of 221.61 feet to a point; thence,

S 41° 41' 40" W,

a distance of 547.11 feet to a point; thence,

N 48° 18' 20" W,

a distance of 327.70 feet to a point; thence,

N 41° 41' 40" E,

a distance of 5.80 feet to a point; thence,

N 48° 18' 20" W,

a distance of 57.30 feet to a point; thence,

N 41° 41' 40" E, a distance of 2.75 feet to a point; thence,
N 48° 18' 20" W, a distance of 20.50 feet to a point; thence,
S 86° 41' 40" W, a distance of 59.46 feet to a point; thence,
N 70° 33' 00" W, a distance of 1.43 feet to a point; and thence,
N 03° 18' 20" W, a distance of 89.54 feet to the True Point of
Beginning;

Containing 263,087 square feet, more or less, according to the Plan.

Second Parcel - Level 2 Lease Area

That portion of the following described parcel from elevation 90.00 to a plane between line K-J at elevation 119.94 and line L-M at elevation 124.48, as shown on sheets 1 and 3 of the Plan:

Beginning at point "J", as shown on sheet 3 of the Plan; thence,

N 41° 41' 40" E, a distance of 14.26 feet to point "K"; thence,
S 48° 18' 20" E, a distance of 57.30 feet to point "L"; thence,
S 41° 41' 40" W, a distance of 5.80 feet to point "M"; thence,
N 48° 18' 20" W, a distance of 8.32 feet to point "C"; and thence,
N 58° 06' 01" W, a distance of 49.70 feet to point "J", the point
of beginning;

Containing 540 square feet, more or less, according to the Plan.

Third Parcel - Level 2A Lease Area

Those portions of the following described parcel from elevation 90.00 to elevation 121.00, as shown on sheets 1 and 3 of the Plan:

Beginning at point "F" as shown on sheet 3 of the Plan, said point being on the southeasterly sideline of Huntington Avenue and the northerly most point of the parcel herein described; thence,

S 03° 18' 20" E, a distance of 39.41 feet to point "E"; thence,

N 63° 46' 00" W, a distance of 7.54 feet to point "R"; thence,
N 17° 04' 21" W, a distance of 15.26 feet to point "S"; thence,
N 07° 19' 11" E, a distance of 3.52 feet to point "T"; thence,
N 82° 40' 49" W, a distance of 1.66 feet to point "U"; being on
the southeasterly sideline of Huntington
Avenue; and thence,

NORTHEASTERLY by a curve to the right, having a radius of
138.92 feet, an arc distance of 20.46 feet along
said southeasterly sideline of Huntington
Avenue to point "F", being the point of
beginning;

Containing 275 square feet, more or less, according to the Plan.

Fourth Parcel - Level 2B Lease Area

Those portions of the following described parcel from elevation 90.00 to elevation 121.00 and above elevation 145.83, as shown on sheets 1 and 3 of the Plan:

Beginning at point "K" as shown on sheet 3 of the Plan, said point being on the southeasterly sideline of Huntington Avenue, and the northerly most point of the parcel herein described; thence,

S 03° 18' 20" E, a distance of 41.58 feet to point "G"; thence,
N 63° 46' 00" W, a distance of 1.34 feet to point "E"; thence,
N 03° 18' 20" W, a distance of 39.41 feet to point "F"; and
thence,

NORTHEASTERLY by a curve to the right having a radius of
138.92 feet, an arc distance 1.90 feet along said
southeasterly sideline of Huntington Avenue to
point "K", being the point of beginning;

Containing 47 square feet, more or less, according to the Plan.

Fifth Parcel - Level 2C Lease Area

That portion of the following described parcel from elevation 90.00 to elevation 117.00 and above elevation 145.83, as shown on sheets 1 and 3 of the Plan:

Beginning at point "E" as shown on sheet 3 of the Plan, thence

S 63° 46' 00" E,	a distance of 1.34 feet to point "G"; thence,
S 03° 18' 20" E,	a distance of 47.96 feet to point "H"; thence,
N 70° 33' 00" W,	a distance of 1.27 feet to point "A"; and thence,
N 03° 18' 20" W,	a distance of 48.13 feet to point "E", being the point of beginning;

Containing 54 square feet, more or less, according to the Plan.

Sixth Parcel - Level 3 Lease Area

That portion of the following described parcel from elevation 90.00 to elevation 136.50, as shown on sheets 1 and 3 of the Plan:

Beginning at point "N" as shown on sheet 3 of the Plan, thence,

N 86° 41' 40" E,	a distance of 59.46 feet to point "P"; thence,
S 48° 18' 20" E,	a distance of 20.50 feet to point "Q"; thence,
S 41° 41' 40" W,	a distance of 17.01 feet to point "J"; thence,
N 58° 06' 01" W,	a distance of 2.33 feet to point "B"; and thence,
N 70° 33' 00" W,	a distance of 65.09 feet to point "N", being the point of beginning;

Containing 947 square feet, more or less, according to the Plan.

There is excepted from the above six (6) parcels both (i) the Excepted Portion A described below and (ii) the Excepted Portion B described below.

Excepted Portion A

The "Excepted Portion A" consists of: (a) the Turnpike Area defined in the Lease and below, including those volumes described in both plan and profile elevation views on said Plan as

"Excepted Portion - Turnpike Area," "Excepted Portion Ramp B (relocated)," "Excepted Portion Ramp D, (relocated)," and "Excepted Portion Ramp B and D," (b) the Railroad Easement Area as defined below, including the volume described in both plan and profile elevation views on said Plan as "Consolidated Rail Corp. Easement" or "Excepted Portion -- R.R. Easement," and (c) those parts of the Leased Premises lying below the plane which is at an elevation of (i) plus ninety feet (+90') referred to the Massachusetts Turnpike Datum, (ii) minus ten feet (-10') referred to the National Geodetic Vertical Datum and (iii) minus four and 35/100 feet (-4.35') referred to the Boston City Base.

Excepted Portion B

The "Excepted Portion B" consists of the following: Air rights and appurtenant interests in, upon and over that certain parcel of real estate in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, shown as "Sublease Area = 527 S.F.±" on that certain plan entitled "The Residences At Copley Place, Transfer of Air Rights From Central Area, Copley Place, Boston, Massachusetts", consisting of 1 sheet, dated October 3, 1984, prepared by Cullinan Engineering Co., Inc., and recorded with the Registry in Book 11479, Page 339.

Defined Terms

As used herein, the following terms have the following definitions:

•Railroad Easement Area

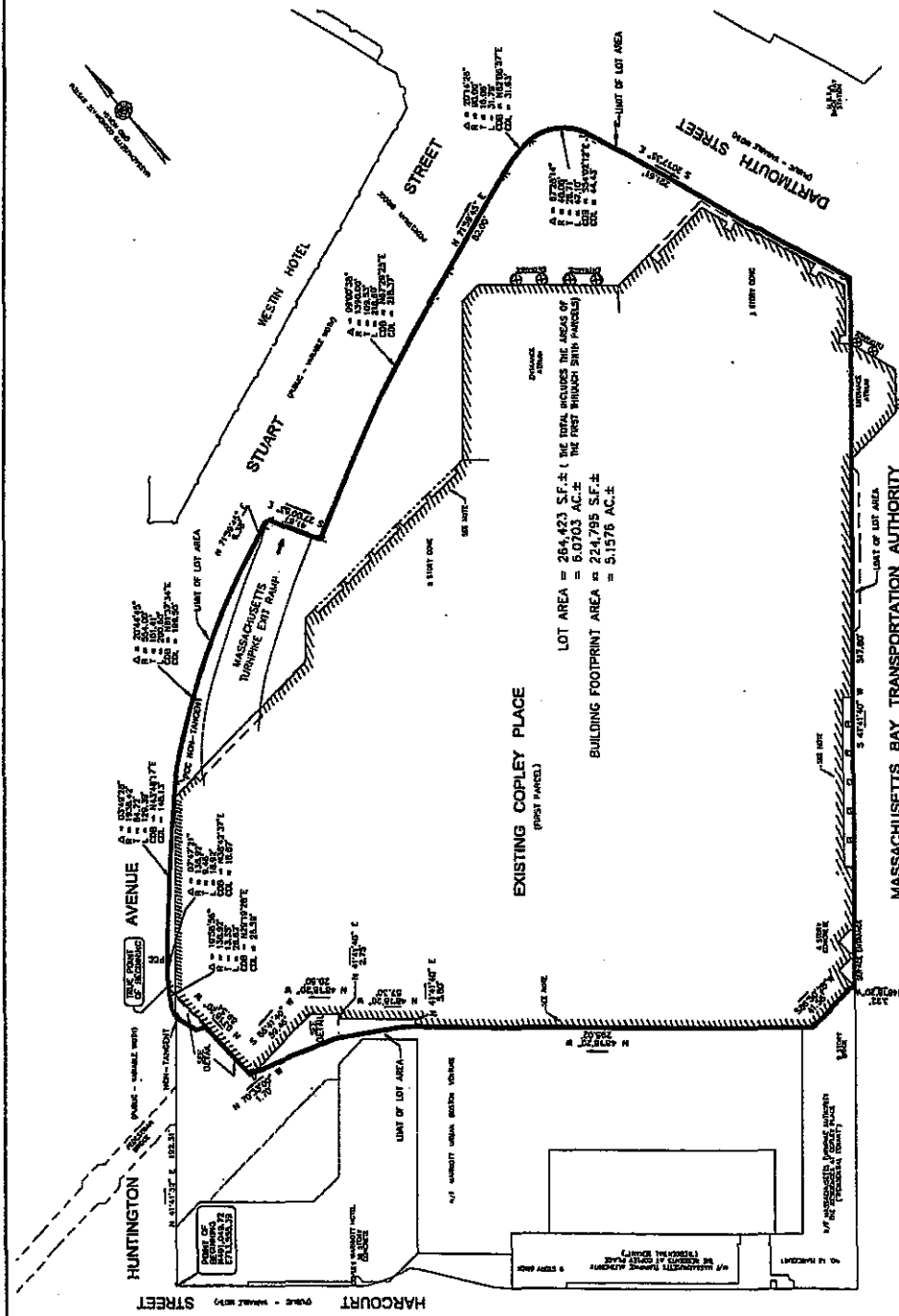
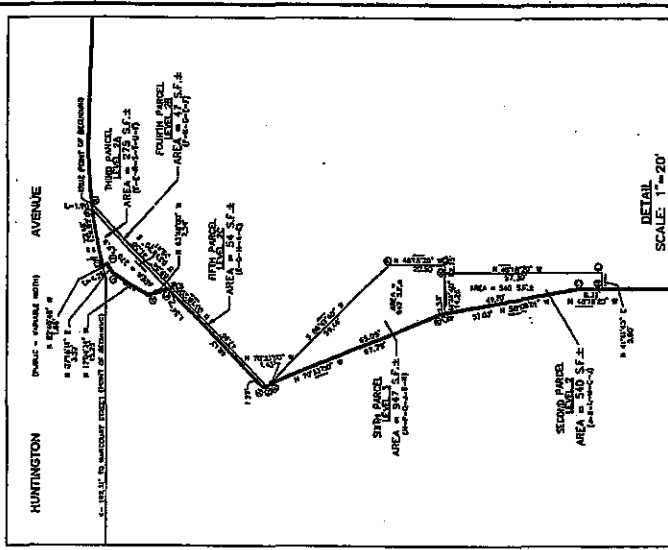
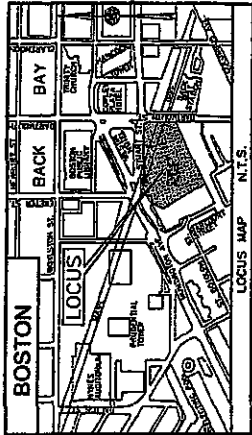
The "Railroad Easement Area" shall refer to the volume described in (b) of the definition of "Excepted Portion A," as further described in a Deed of Easement from Massachusetts Turnpike Authority to New York Central Railroad Company (n/k/a CSX) dated December 27, 1962 recorded with the Registry in Book 7710 page 182, as amended to date.

•Turnpike Area

The "Turnpike Area" shall refer to the traveled roadways and ramps within the volumes described in clause (a) of the definition of "Excepted Portion A" above, including, without limitation, all tunnel structures, of the Massachusetts Turnpike and certain retaining walls and support structures which pertain to such roadways and ramps.

•Elevations

The elevations to which reference is made in this Exhibit A refer to the Massachusetts Turnpike Datum, which is 100 feet below the National Geodetic Vertical Datum (mean sea level datum of 1929) and 94.35 feet below Boston City Base.



PREPARED BY: DGT SURVEY GROUP	PROJECT NO.:
DESIGNED BY: W. W. WILSON	DATE:
CHECKED BY: W. W. WILSON	SCALE:
PROJECT MANAGER: W. W. WILSON	PROJECT NO.:
DATE: 10/20/09	PROJECT NO.:
DRAWN BY: W. W. WILSON	PROJECT NO.:
DATE: 10/20/09	PROJECT NO.:
PROJECT NO.:	PROJECT NO.:

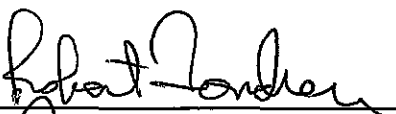
STUART STREET AND DARTMOUTH STREET
PDA SITE PLAN
IN
BOSTON, MASSACHUSETTS
SUFFOLK COUNTY
PREPARED FOR:
COPLEY PLACE
PREPARED BY:
DGT SURVEY GROUP
A DIVISION OF DIGITAL GEOSPATIAL TECHNOLOGIES, INC.
803 SUMNER STREET
1ST FLOOR
BOSTON, MA 02127
TEL: 617-574-0841
FAX: 617-574-0840
WWW.DGTSURVEY.COM


NOTES:
THE MATCHING SHOWS THE EXISTING BUILDING FOOTPRINT OF COPLEY PLACE
DASHED LINE INDICATES THE UNIT OF COPLEY PLACE LOT AREA
OWNER: COPLEY PLACE ASSOCIATES, LLC

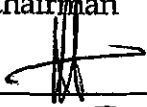
- REFERENCES**
- 1) PLAN ENTITLED "PLAN OF PROPERTY OWNED BY MASSACHUSETTS TURNPIKE AUTHORITY AND MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, SUFFOLK COUNTY, MASSACHUSETTS, AND TO GENERAL RECORDS IN SUFFOLK COUNTY, MASSACHUSETTS, AS TO BOOK 188A, PAGE 101 (SEE SCHEDULE 'A' ATTACHED HERETO).
 - 2) PLAN ENTITLED "PLAN OF PROPERTY OWNED BY MASSACHUSETTS TURNPIKE AUTHORITY AND MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, SUFFOLK COUNTY, MASSACHUSETTS, AS TO BOOK 188A, PAGE 101 (SEE SCHEDULE 'A' ATTACHED HERETO).
 - 3) PLAN ENTITLED "PLAN OF PROPERTY OWNED BY MASSACHUSETTS TURNPIKE AUTHORITY AND MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, SUFFOLK COUNTY, MASSACHUSETTS, AS TO BOOK 188A, PAGE 101 (SEE SCHEDULE 'A' ATTACHED HERETO).
 - 4) PLAN ENTITLED "PLAN OF URBAN STREETWORK AND DEVELOPMENT IN THE AREA OF THE INTERSECTION OF STUART STREET AND HUNTINGTON AVENUE, SUFFOLK COUNTY, MASSACHUSETTS, AS TO BOOK 188A, PAGE 101 (SEE SCHEDULE 'A' ATTACHED HERETO).
 - 5) PLAN ENTITLED "THE RESOURCES AT COPLEY PLACE, TRANSFER OF AIR RIGHTS FROM COPLEY PLACE ASSOCIATES, LLC TO MASSACHUSETTS TURNPIKE AUTHORITY AND MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, SUFFOLK COUNTY, MASSACHUSETTS, AS TO BOOK 188A, PAGE 101 (SEE SCHEDULE 'A' ATTACHED HERETO).


DATE: 10/20/09
DRAWN BY: W. W. WILSON
SCALE: 1" = 40'

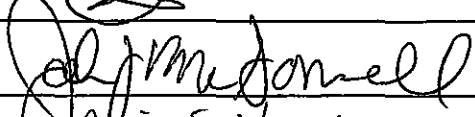
PROJECT NO. 09010
SHEET NO. 02 OF 02

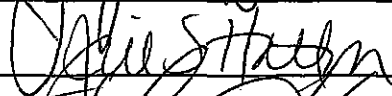

Chairman

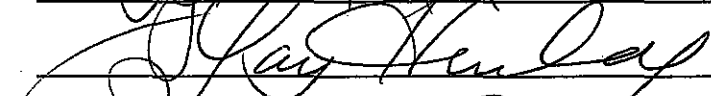

Vice Chairman

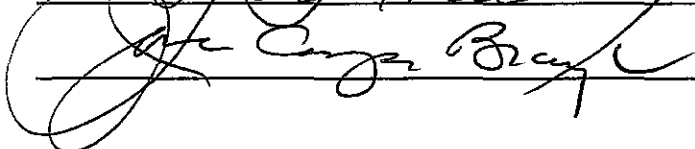








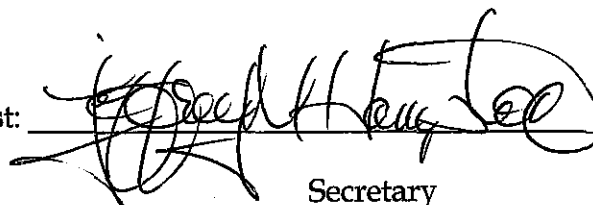





In Zoning Commission

Adopted: December 14, 2011

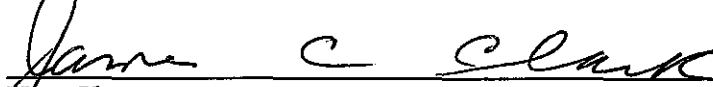
Attest:


Secretary

Development Plan for Planned Development Area No. 84, Copley Place Expansion

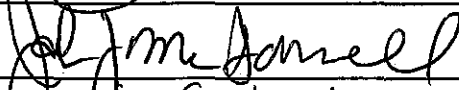


Chairman

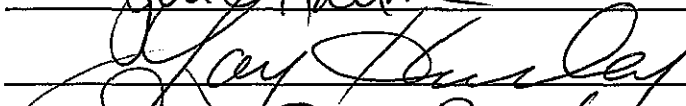


Vice Chairman







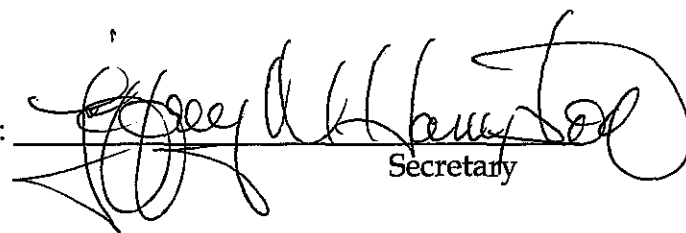




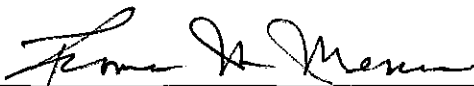
In Zoning Commission

Adopted: December 14, 2011

Attest:



Secretary

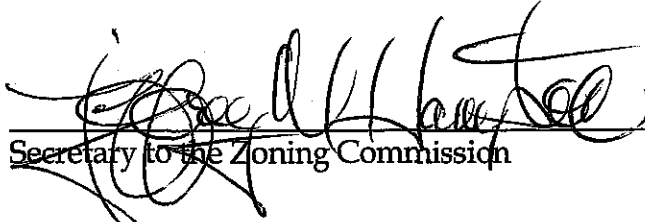


Mayor, City of Boston

Date: 12/15/11

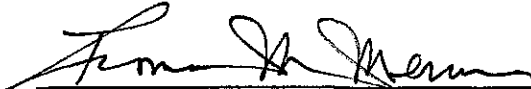
The foregoing amendment was presented to the Mayor on ~~DECEMBER 15, 2011~~ and was signed by him on ~~DECEMBER 15, 2011~~, whereupon it became effective on ~~DECEMBER 15, 2011~~ in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission


Development Plan for Planned Development Area No. 84, Copley Place Expansion



Mayor, City of Boston

Date: 12/15/11

The foregoing Development Plan, was presented to the Mayor on ~~DECEMBER 15, 2011~~ DECEMBER 15, 2011 and was signed by him on ~~DECEMBER 15, 2011~~ DECEMBER 15, 2011 whereupon it became effective on ~~DECEMBER 15, 2011~~ DECEMBER 15, 2011 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest: 

Secretary to the Zoning Commission