

December 18, 2014

BY EMAIL AND HAND DELIVERY

Mr. Christopher Tracy
Project Manager
Boston Redevelopment Authority
One City Hall Square, 9th Floor
Boston, MA 02201-1007

Re: First Amendment to Amended and Restated Development Plan for Planned
Development Area No. 84
Copley Place Residential Addition and Retail Expansion Project

Dear Christopher:

In accordance with Section 80C-5 of the Boston Zoning Code (the "Code"), and on behalf of Copley Place Associates, LLC (the "Proponent"), we are pleased to enclose for filing 10 copies of a First Amendment to Amended and Restated Development Plan for Planned Development Area No. 84 (the "First Amendment"), Copley Place Residential Addition and Retail Expansion Project (the "Project"). In connection with this filing, please also find the following:

1. Fact Sheet with attached Map Amendment Application (10 copies); and
2. Public Notice that the Proponent will place in the Boston Herald within the next five days, as required by Section 80A-2 of the Code.

As the design of the Project has progressed from conceptual design, it has been determined that minor elements of the Project encroach onto areas not included within the original PDA Site. The purpose of the First Amendment is to include these encroachment areas within the PDA Site, so that, as revised, all areas of the Project will be within the PDA Site. This First Amendment also provides that certain determinations relative to groundwater conservation may be made by the Boston Water and Sewer Commission consistent with the standards of Article 32-6 of the Code. The design and uses of the Project will remain consistent with the Project as approved by the BRA.

We look forward to working with you toward the Authority's approval of the First Amendment.

Very truly yours,



Michael J. Flannery

Mr. Christopher Tracy
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MJF
Enclosures

cc: (with enclosures; by e-mail)
Ms. Heather Campisano
Mr. Erico Lopez
Marybeth Pyles, Esq.
Mr. Patrick Peterman
Mr. Steven Bozek
Ms. Donna Camiolo
Marilyn L. Sticklor, Esq.

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**FIRST AMENDMENT TO AMENDED AND RESTATED 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, Massachusetts**

Dated: _____, 2015

Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the “**Code**”), this plan constitutes the First Amendment to Amended and Restated Development Plan for Planned Development Area No. 84 (the “**First Amendment**”).

I. THE EXISTING PDA DEVELOPMENT PLAN FOR PDA NO. 84

Pursuant to Section 3-1A of the Code, the Boston Redevelopment Authority (the “**Authority**”), by a vote taken on November 17, 2011, approved the Development Plan (the “**Original Development Plan**”) for Planned Development Area No. 84 (“**PDA No. 84**”) filed by Copley Place Associates, LLC (the “**Proponent**”) in connection with Copley Place and the Copley Place Residential Addition and Retail Expansion Project (the “**Project**”). On December 14, 2011, the Zoning Commission of the City of Boston (the “**Commission**”) approved the Original Development Plan and Map Amendment No. 538 (the “**Original Map Amendment**”) establishing PDA No. 84, which Original Development Plan and associated Original Map Amendment were effective December 15, 2011.

The Authority, by a vote taken on October 17, 2013, approved an Amended and Restated Development Plan for Planned Development Area No. 84 (the “**Amended and Restated Development Plan**”). On November 13, 2013, the Commission approved the Amended and Restated Development Plan, which became effective November 18, 2013.

The PDA Site, as described in the Original Map Amendment and the Amended and Restated Development Plan, consists of approximately 264,423 square feet (approximately 6.07 acres) of air rights over the MassPike bounded generally by Huntington Avenue, Stuart Street, Dartmouth Street, and Southwest Corridor and Harcourt Street (the Marriott Hotel and a cooperative housing development are not part of the PDA Site or the Amended and Restated Development Plan).

The Amended and Restated Development Plan includes Existing Copley Place and contemplates approximately 690,000 square feet of new residential space, including a sky lobby with residential amenities and associated support areas for approximately 542 residential units, 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 interior, four-season atrium uses with associated support areas.

II. FIRST AMENDMENT TO AMENDED AND RESTATED DEVELOPMENT PLAN FOR PDA NO. 84

1. This First Amendment, and an associated Map Amendment, amend the Amended and Restated Development Plan to expand the Site to include areas not included within the Original Map Amendment to reflect the design of the Project as it has progressed from conceptual design and to eliminate encroachments onto areas beyond the PDA Site, as described in the Original Map Amendment and the Amended and Restated Development Plan. The PDA Site, as modified by this First Amendment and an associated Map Amendment, consists of approximately 272,310 square feet (approximately 6.251 acres) of air rights over the MassPike bounded generally by Huntington Avenue, Stuart Street, Dartmouth Street, and Southwest Corridor and Harcourt Street (the Marriott Hotel and a cooperative housing development are not part of the PDA Site or the Amended and Restated Development Plan).

A revised PDA Site Description is hereby attached as **Exhibit A**, which shall be substituted for Exhibit A of the Amended and Restated Development Plan, and a revised PDA Site Plan is hereby attached as **Exhibit B**, which shall be substituted for Exhibit B of the Amended and Restated Development Plan.

2. The section of the Amended and Restated Development Plan appearing on page 10 entitled “Compliance with Groundwater Conservation Overlay District” is hereby amended by inserting the following sentence after the third sentence of such section: “Consistent with the provisions of Article 32-6 of the Code, the BWSC may base its determination on a reduction of the standards and requirements of Article 32 if, and to the extent that (a) the Proponent demonstrates that such standards and requirements cannot feasibly be achieved using techniques and materials appropriate to the Project and the Site, and additionally provides appropriate alternate mitigation; and (b) provision that the Project results in no negative impact on groundwater levels within the Site or adjacent lots, subject to the terms of any (i) dewatering permit or (ii) Cooperation Agreement, to the extent that such agreement provides standards for groundwater protection during construction.”

List of Exhibits

Exhibit A – PDA Site Legal Description

Exhibit B – PDA Site Plan

Exhibit A

PDA Site Legal Description

(Attached)

EXHIBIT A

LEGAL 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 "_____, Copley Place, Boston, Massachusetts", consisting of __ sheets, dated _____, 2014, prepared by Feldman Land Surveyors, and recorded with the Suffolk County Registry of Deeds (the "Registry") in Book _____, Page _____, said parcels being bounded and described as follows and as shown on the Plan:

First Parcel

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

Beginning at a point on the southwesterly sideline of Dartmouth Street, at the intersection of said street and the northwesterly sideline of the Southwest Corridor;

Thence running S 41°42'17" W, a distance of 548.27 feet to a point;

Thence turning and running N 48°18'20" W, a distance of 327.75 feet to a point;

Thence turning and running N 41°41'40" E, a distance of 5.80 feet to a point;

Thence turning and running N 48°18'20" W, a distance of 57.30 feet to a point;

Thence turning and running N 41°41'40" E, a distance of 2.75 feet to a point;

Thence turning and running N 48°18'20" W, a distance of 20.50 feet to a point;

Thence turning and running S 86°41'40" W, a distance of 59.46 feet to a point;

Thence turning and running N 70°33'00" W, a distance of 1.43 feet to a point;

Thence turning and running N 03°18'20" W, a distance of 89.55 feet to a point of non-tangency;

Thence running along a curve to the right having a radius of 138.92 feet, with a length of 18.89 feet to a point to a point of compound curvature;

Thence running along a curve to the right having a radius of 1938.42 feet, with a length of 129.39 feet to a point of non-tangency;

Thence running along a curve to the right having a radius of 554.00 feet, with a length of 200.60 feet to a point of tangency;

Thence running N 71°59'45" E, a distance of 6.38 feet to a point;

Thence turning and running S 27°00'53" E, a distance of 41.67 feet to a point of non-tangency;

Thence running along a curve to the right having a radius of 1390.00 feet, with a length of 218.60 feet to a point of tangency;

Thence running N 71°59'45" E, a distance of 82.00 feet to a point of tangency;

Thence running along a curve to the right having a radius of 90.00 feet, with a length of 31.79 feet to a point of compound curvature;

Thence running along a curve to the right having a radius of 40.00 feet, with a length of 47.10 feet to a point of non-tangency;

Thence turning and running N 69°42'25" E, a distance of 1.10 feet to a point;

Thence turning and running S 20°17'35" E, a distance of 221.20 feet to the point of beginning.

Said parcel having an area of 263,389 square feet, 6.046 acres, and lying above elevation 90.00 (Project Vertical Datum), or minus 4.35 on Boston City Base.

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 (Project Vertical Datum) and line L-M at elevation 124.48 (Project Vertical Datum), as shown on sheets ___ and ___ of the Plan:

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

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

Third Parcel - Level 2A Lease Area

Those portions of the following described parcel from elevation 90.00 to elevation 121.00 (Project Vertical Datum), as shown on sheets ___ and ___ of the Plan;

Beginning at point "F" as shown on sheet ___ 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,
N 63° 46' 00" W,
N 17° 04' 21" W
N 07° 19' 11" E,
N 82° 40' 49" W,

a distance of 39.41 feet to point "E"; thence,
a distance of 7.54 feet to a point "R"; thence,
a distance of 15.26 feet to point "S", thence,
a distance of 3.52 feet to point "T", thence,
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;

Fourth Parcel - Level 2B Lease Area

Those portions of the following described parcel from elevation .90.00 (Project Vertical Datum) to elevation 121.00 (Project Vertical Datum) and above elevation 145.83 (Project Vertical Datum), as shown on sheets ___ and ___ of the Plan:

Beginning at point "K" as shown on sheet ___ 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,
N 63° 46' 00" W,
N 03° 18' 20" W,

a distance of 41.58 feet to point "G"; thence,
a distance of 1.34 feet to a point "E"; thence,
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;

Fifth Parcel - Level 2C Lease Area

That portion of the following described parcel from elevation 90.00 (Project Vertical Datum) to elevation 117.00 (Project Vertical Datum) and above elevation 145.83 (Project Vertical Datum), as shown on sheets ___ and ___ of the Plan:

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

S 63° 46' 00" E,
S 03° 18' 20" E,
N 70° 33' 00" W,

a distance of 1.34 feet to point "G"; thence,
a distance of 47.96 feet to point "H"; thence,
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;

Sixth Parcel - Level 3 Lease Area

That portion of the following described parcel from elevation 90.00 (Project Vertical Datum) to elevation 136.50 (Project Vertical Datum), as shown on sheets ___ and ___ of the Plan:

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

S 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,

S 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;

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 "_____ 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 Project Vertical 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," shown as " _____ " on the Plan.

• Turnpike Area

The "Turnpike Arch" 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 legal description refer to the Project Vertical 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.

Seventh Parcel – Atrium Lease Area

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

Commencing at a point on the southwesterly sideline of Dartmouth Street, at the intersection of said street and the northwesterly sideline of the Southwest Corridor;

Thence running S 41°42'17" W, a distance of 48.34 feet to the point of beginning;

Thence turning and running S 19°54'47" E, a distance of 39.90 feet to a point;

Thence turning and running S 41°43'13" W, a distance of 31.04 feet to a point;

Thence turning and running S 86°39'20" W, a distance of 49.67 feet to a point;

Thence turning and running N 41°42'17" E, a distance of 85.16 feet to the point of beginning;

Said parcel having an area of 2,039 square feet;

Having an upper vertical limit of 170.00 and a lower vertical limit of 123.50 (Project Vertical Datum), or 75.65 and 29.15 on Boston City Base.

Eighth Parcel – Canopy Lease Area

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

Commencing at a point on the southwesterly sideline of Dartmouth Street, at the intersection of said street and the northwesterly sideline of the Southwest Corridor;

Thence running S 41°42'17" W, a distance of 136.71 feet to the point of beginning;

Thence turning and running S 04°27'55" E, a distance of 8.29 feet to a point;
Thence turning and running S 41°39'37" W, a distance of 112.58 feet to a point;
Thence turning and running S 87°52'42" W, a distance of 8.41 feet to a point;
Thence turning and running N 41°42'17" E, a distance of 124.15 feet to the point of beginning;
Said parcel having an area of 713 square feet;
Having an upper vertical limit of 138.00 and a lower vertical limit of 131.00 (Project Vertical Datum), or 43.65 and 36.65 on Boston City Base.

Ninth Parcel – Air Rights Parcel 1 (Dartmouth Street)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street at the intersection of the northwesterly sideline of the Southwest Corridor;

Thence running N 41°42'17" E, a distance of 2.31 feet to a point;

Thence turning and running S 19°59'58" E, a distance of 3.87 feet to a point;

Thence turning and running S 68°58'00" W, a distance of 2.03 feet to a point;

Thence turning and running N 20°18'55" W, a distance of 2.81 feet to the point of beginning.

Said parcel contains an area of 7 square feet.

Having an upper limit of 57.5 and a lower limit of 54.0 on Boston City Base, or 151.8 and 148.3 on the Project Vertical Datum.

Tenth Parcel – Air Rights Parcel 2A (Dartmouth Street)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street at the intersection of the northwesterly sideline of the Southwest Corridor;

Thence running N 20°17'35" W, a distance of 68.97 feet to a point;

Thence turning and running N 69°46'53" E, a distance of 2.39 feet to a point;

Thence turning and running S 19°59'58" E, a distance of 67.88 feet to a point;

Thence turning and running S 41°42'17" W, a distance of 2.31 feet to the point of beginning.

Said parcel contains an area of 152 square feet.

Having an upper limit of 57.5 and a lower limit of 54.0 on Boston City Base, or 151.8 and 148.3 on the Project Vertical Datum.

Eleventh Parcel – Air Rights Parcel 2B (Dartmouth Street)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street, 68.97 feet from the northwesterly sideline of the Southwest Corridor;

Thence running N 20°17'35" W, a distance of 2.50 feet to a point;

Thence turning and running N 69°46'53" E, a distance of 2.40 feet to a point;

Thence turning and running S 19°59'58" E, a distance of 2.5 feet to a point;

Thence turning and running S 69°46'51" W, a distance of 2.39 feet to the point of beginning.

Said parcel contains an area of 6 square feet.

Having an upper limit of 57.5 and a lower limit of 29.6 on Boston City Base, or 151.8 and 124.0 on the Project Vertical Datum.

Twelfth Parcel - Air Rights Parcel 3 (Dartmouth Street)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street, 90.69 feet from the northwesterly sideline of the Southwest Corridor;

Thence running N 20°17'35" W, a distance of 2.47 feet to a point;

Thence turning and running S 67°26'18" E, a distance of 1.73 feet to a point;

Thence turning and running S 24°40'56" E, a distance of 1.20 feet to a point;

Thence turning and running S 65°19'04" W, a distance of 1.36 feet to the point of beginning.

Said parcel contains an area of 2 square feet.

Having an upper limit of 43.5 and a lower limit of 42.0 on Boston City Base, or 137.9 and 136.4 on the Project Vertical Datum.

Thirteenth Parcel – Air Rights Parcel 4 (Dartmouth Street)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street, 90.98 feet from the northwesterly sideline of the Southwest Corridor;

Thence running N 20°17'35" W, a distance of 42.73 feet to a point of non-tangency;

Thence running along a curve to the right having a radius of 109.50 feet, and a length of 43.01 feet to the point of beginning.

Said parcel contains an area of 60 square feet.

Having an upper limit of 73.6 and a lower limit of 71.6 on Boston City Base, or 168.0 and 166 on the Project Vertical Datum.

Fourteenth Parcel – Air Rights Parcel 5 (Dartmouth Street)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street, 90.87 feet from the northwesterly sideline of the Southwest Corridor;

Thence running N 20°17'35" W, a distance of 64.47 feet to a point;

Thence turning and running S 24°40'56" E, a distance of 49.99 feet to a point;

Thence turning and running N 65°19'04" E, a distance of 6.67 feet to a point;

Thence turning and running S 24°40'56" E, a distance of 9.00 feet to a point;

Thence turning and running S 65°19'04" W, a distance of 6.67 feet to a point;

Thence turning and running S 24°40'56" E, a distance of 5.29 feet to a point;

Thence turning and running S 65°19'04" W, a distance of 4.93 feet to the point of beginning.

Said parcel contains an area of 219 square feet.

Having an upper limit of 43.1 and a lower limit of 41.6 on Boston City Base, or 137.5 and 136.0 on the Project Vertical Datum.

Fifteenth Parcel – Air Rights Parcel 6 (Dartmouth Street)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street, 183.00 feet from the northwesterly sideline of the Southwest Corridor;

Thence running N 20°17'35" W, a distance of 38.02 feet to a point;

Thence turning and running N 69°42'25" E, a distance of 3.63 feet to a point of non-tangency;

Thence running along a curve to the left having a radius of 55.70 feet, and a length of 23.75 feet to a point of tangency;

Thence running S 37°57'04" E, a distance of 11.36 feet to a point;

Thence turning and running S 45°16'36" W, a distance of 8.84 feet to the point of beginning.

Said parcel contains an area of 160 square feet.

Having an upper limit of 72.7 and a lower limit of 69.7 on Boston City Base, or 167.0 and 164.0 on the Project Vertical Datum.

Sixteenth Parcel - Air Rights Parcel 7 (Dartmouth Street)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street, 205.08 feet from the northwesterly sideline of the Southwest Corridor;

Thence running N 20°17'35" W, a distance of 11.80 feet to a point of non-tangency;

Thence running along a curve to the right having a radius of 7.50 feet, and a length of 13.59 feet to the point of beginning.

Said parcel contains an area of 24 square feet.

Having an upper limit of 36.7 and a lower limit of 25.7 on Boston City Base, or 131.0 and 120.0 on the Project Vertical Datum.

Seventeenth Parcel - Air Rights Parcel 8 (Dartmouth and Stuart Streets)

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

Beginning at a point on the southwesterly sideline of Dartmouth Street, 1.10 feet southwesterly of the intersection of the southwesterly sideline of Dartmouth Street and the southeasterly sideline of Stuart Street;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 47.10 feet to a point of compound curvature;

Thence running along a curve to the left having a radius of 90.00 feet, and a length of 31.79 feet to a point of tangency;

Thence running S 71°59'45" W, a distance of 82.00 feet to a point of tangency;

Thence running along a curve to the left having a radius of 1390.00 feet, and a length of 19.99 feet to a point of non-tangency;

Thence turning and running N 21°57'14" W, a distance of 19.06 feet to a point;

Thence turning and running S 84°06'26" E, a distance of 17.34 feet to a point of tangency;

Thence running along a curve to the left having a radius of 40.51 feet, and a length of 35.88 feet to a point of reverse curvature;

Thence running along a curve to the right having a radius of 54.70 feet, and a length of 41.57 feet to a point of non-tangency;

Thence turning and running S 14°36'48" E, a distance of 4.18 feet to a point;

Thence turning and running N 83°22'21" E, a distance of 56.79 feet to a point of non-tangency;

Thence running along a curve to the right having a radius of 68.61 feet, and a length of 49.63 feet to a point of non-tangency;

Thence turning and running S 69°42'25" W, a distance of 4.71 feet to the point of beginning.

Said parcel contains an area of 2,327 square feet.

Having an upper limit of 72.7 and a lower limit of 69.7 on Boston City Base, or 167.0 and 164.0 on the Project Vertical Datum.

Eighteenth Parcel - Subsurface and Air Rights Parcel 9A (Stuart Street)

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

Commencing at a point on the southwesterly sideline of Dartmouth Street, 1.10 feet southwesterly of the intersection of the southwesterly sideline of Dartmouth Street and the southeasterly sideline of Stuart Street;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 20.81 feet to a point of compound curvature and the point of beginning;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 26.49 feet to a point of compound curvature;

Thence running along a curve to the left having a radius of 90.00 feet, and a length of 31.79 feet to a point of tangency;

Thence running S 71°59'45" W, a distance of 50.01 feet to a point;

Thence running N 06°38'30" W, a distance of 12.14 feet to a point;

Thence turning and running N 83°21'30" E, a distance of 103.65 feet to a point;

Thence turning and running S 06°38'30" E, a distance of 13.75 feet to the point of beginning.

Said parcel contains an area of 524 square feet.

Having an upper limit of 25.2 and a lower limit of 22.7 on Boston City Base, or 119.5 and 117.0 on the Project Vertical Datum.

TOGETHER WITH:

Nineteenth Parcel - Subsurface and Air Rights Parcel 9B (Stuart Street)

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

Commencing at a point on the southwesterly sideline of Dartmouth Street, 1.10 feet southwesterly of the intersection of the southwesterly sideline of Dartmouth Street and the southeasterly sideline of Stuart Street;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 20.81 feet to a point of compound curvature;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 26.49 feet to a point of compound curvature;

Thence running along a curve to the left having a radius of 90.00 feet, and a length of 31.79 feet to a point of tangency;

Thence turning and running S 71°59'45" W, a distance of 50.01 feet to a point;

Thence running N 06°38'30" W, a distance of 12.14 feet to a point;

Thence turning and running N 83°21'30" E, a distance of 10.33 feet to the point of beginning;

Thence turning and running N 06°37'39" W, a distance of 9.50 feet to a point;

Thence turning and running N 83°22'21" E, a distance of 80.50 feet to a point;

Thence turning and running S 06°37'39" E, a distance of 9.48 feet to a point;

Thence turning and running S 83°21'30" W, a distance of 80.50 feet to a point;

Said parcel contains an area of 764 square feet.

Having an upper limit of 23.2 and a lower limit of 13.7 on Boston City Base, or 117.5 and 108.0 on the Project Vertical Datum.

Twentieth Parcel - Air Rights Parcel 10 (Stuart Street)

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

Commencing at a point on the southwesterly sideline of Dartmouth Street, 1.10 feet southwesterly of the intersection of the southwesterly sideline of Dartmouth Street and the southeasterly sideline of Stuart Street;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 47.10 feet to a point of compound curvature;

Thence running along a curve to the left having a radius of 90.00 feet, and a length of 31.79 feet to a point of tangency;

Thence running S 71°59'45" W, a distance of 15.78 feet to the point of beginning;

Thence running S 71°59'45" W, a distance of 66.22 feet to a point of tangency;

Thence running along a curve to the left having a radius of 1390.00 feet, and a length of 10.00 feet to a point of non-tangency;

Thence turning and running N 21°56'54" W, a distance of 7.45 feet to a point;

Thence turning and running S 87°16'22" E, a distance of 6.77 feet to a point of non-tangency;

Thence running along a curve to the left having a radius of 52.31 feet, and a length of 37.37 feet to a point of reverse curvature;

Thence running along a curve to the right having a radius of 44.76 feet, and a length of 38.27 feet to a point of non-tangency;

Thence turning and running S 14°53'38" E, a distance of 13.06 feet to the point of beginning.

Said parcel contains an area of 709 square feet.

Having an upper limit of 70.2 and a lower limit of 24.7 on Boston City Base, or 164.5 and 119.0 on the Project Vertical Datum.

Twenty-first Parcel - Air Rights Parcel 11 (Stuart Street)

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

Commencing at a point on the southwesterly sideline of Dartmouth Street, 1.10 feet southwesterly of the intersection of the southwesterly sideline of Dartmouth Street and the southeasterly sideline of Stuart Street;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 47.10 feet to a point of compound curvature;

Thence running along a curve to the left having a radius of 90.00 feet, and a length of 31.79 feet to a point of tangency;

Thence running S 71°59'45" W, a distance of 20.37 feet to the point of beginning;

Thence running S 71°59'45" W, a distance of 28.56 feet to a point of non-tangency;

Thence running along a curve to the right having a radius of 32.45 feet, and a length of 29.58 feet to the point of beginning.

Said parcel contains an area of 64 square feet.

Having an upper limit of 128.5 and a lower limit of 24.7 on Boston City Base, or 222.8 and 119.0 on the Project Vertical Datum.

Twenty-second Parcel - Subsurface and Air Rights Parcel 12A (Stuart Street)

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

Commencing at a point on the southwesterly sideline of Dartmouth Street, 1.10 feet southwesterly of the intersection of the southwesterly sideline of Dartmouth Street and the southeasterly sideline of Stuart Street;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 47.11 feet to a point of compound curvature;

Thence running along a curve to the left having a radius of 90.00 feet, and a length of 31.79 feet to a point of tangency;

Thence running S 71°59'45" W, a distance of 82.00 feet to a point of curvature;

Thence running along a curve to the left having a radius of 1390.00 feet, and a length of 24.60 feet to the point of beginning;

Thence running along a curve to the left having a radius of 1390.00 feet, and a length of 144.21 feet to a point;

Thence turning and running N 00°39'20" W, a distance of 11.70 feet to a point;

Thence turning and running N 65°22'35" E, a distance of 140.04 feet to a point;

Thence turning and running N 21°57'14" E, a distance of 17.33 feet to the point of beginning.

Said parcel contains an area of 1,818 square feet.

Having an upper limit of 31.2 and a lower limit of 25.7 on Boston City Base, or 125.5 and 120.0 on the Project Vertical Datum.

TOGETHER WITH:

Twenty-third Parcel - Subsurface and Air Rights Parcel 12B (Stuart Street)

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

Commencing at a point on the southwesterly sideline of Dartmouth Street, 1.10 feet southwesterly of the intersection of the southwesterly sideline of Dartmouth Street and the southeasterly sideline of Stuart Street;

Thence running along a curve to the left having a radius of 40.00 feet, and a length of 47.11 feet to a point of compound curvature;

Thence running along a curve to the left having a radius of 90.00 feet, and a length of 31.79 feet to a point of tangency;

Thence running S 71°59'45" W, a distance of 82.00 feet to a point of curvature;

Thence running along a curve to the left having a radius of 1390.00 feet, and a length of 24.60 feet to a point of non-tangency;

Thence turning and running N 21°57'14" W, a distance of 6.34 feet to the point of beginning;

Thence turning and running N 21°57'14" W, a distance of 9.00 feet to a point;

Thence turning and running N 68°2'39" E, a distance of 12.50 feet to a point;

Thence turning and running S 21°57'14" E, a distance of 9.00 feet to a point;

Thence turning and running S 68°02'39" W, a distance of 12.50 feet to the point of beginning.

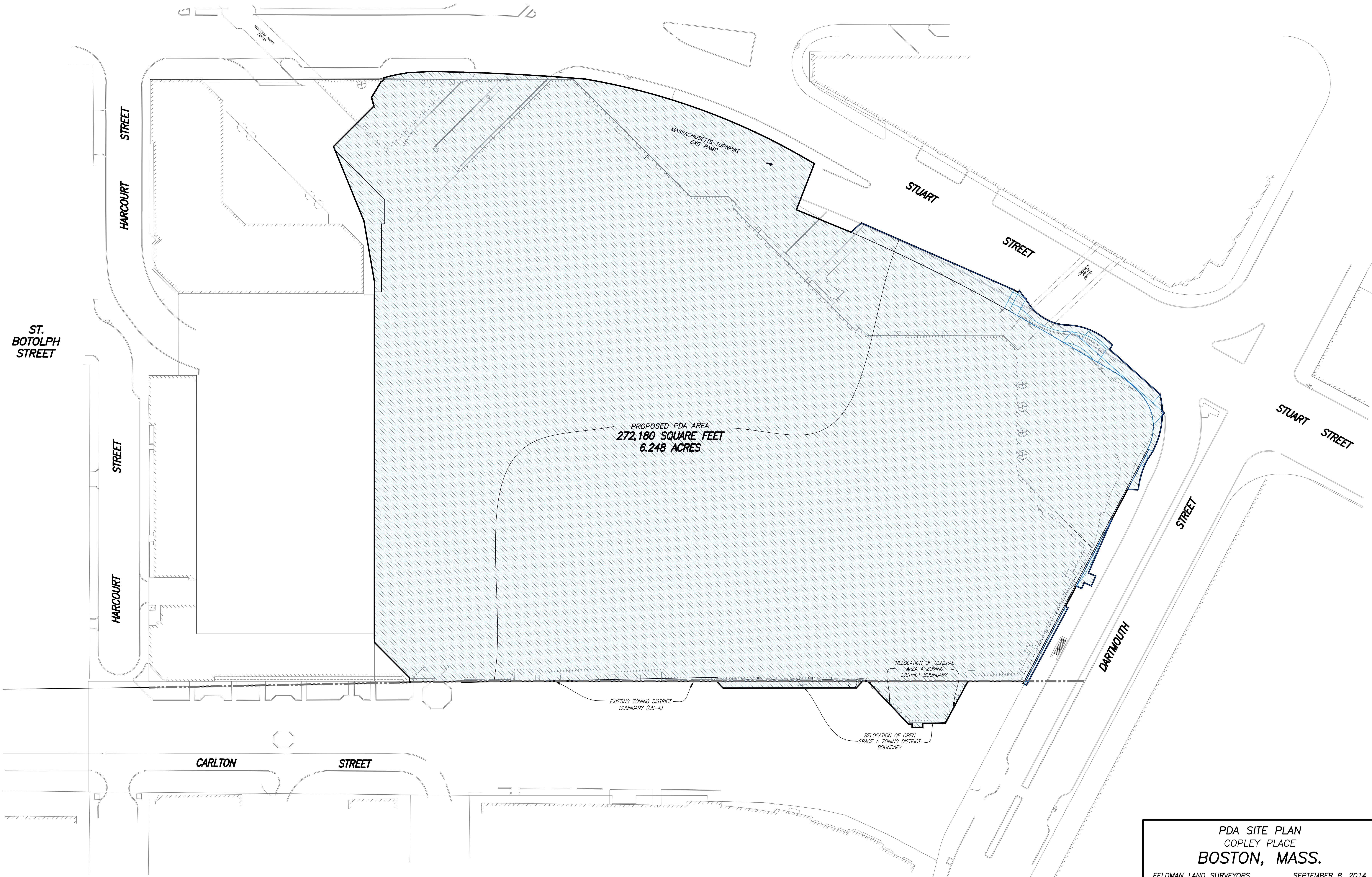
Said parcel contains an area of 113 square feet.

Having an upper limit of 30.0 and a lower limit of 16.2 on Boston City Base, or 124.3 and 110.5 on the Project Vertical Datum.

Exhibit B

PDA Site Plan

(Attached)



PDA SITE PLAN
COPLEY PLACE
BOSTON, MASS.

FELDMAN LAND SURVEYORS 112 SHAWMUT AVENUE BOSTON, MASS. 02118
 SEPTEMBER 8, 2014 PHONE: (617)357-9740 www.feldmansurveyors.com



RESEARCH	FIELD CHIEF	PROJ. MGR. PRF	APPROVED	SHEET NO. 1 OF 1
CALC	CADD TRA	FIELD CHECKED	CRD FILE	JOB NO. 13848
FILENAME: S:\PROJECTS\13800a\13848\DWG\Exhibit Plans\13848-ZONING-EXHIBIT.dwg				

FACT SHEET

**FIRST AMENDMENT TO AMENDED AND RESTATED DEVELOPMENT PLAN FOR
PLANNED DEVELOPMENT AREA NO. 84**

**COPLEY PLACE AND THE COPLEY PLACE RESIDENTIAL ADDITION AND RETAIL
EXPANSION PROJECT**

PROPONENT

Copley Place Associates, LLC

**EXISTING PDA
DEVELOPMENT PLAN AND
PROJECT DESCRIPTION**

PDA No. 84 was approved in 2011 and the Development Plan for PDA No. 84 was amended and restated in 2013. The Development Plan for PDA No. 84 includes existing Copley Place and approves approximately 690,000 square feet of new residential space, including a sky lobby with residential amenities and associated support areas for approximately 542 residential units, 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 interior, four-season atrium uses with associated support areas.

The design and uses of the Project will remain consistent with the Project as approved by the BRA. This First Amendment provides that certain determinations relative to groundwater conservation may be made by the Boston Water and Sewer Commission consistent with the standards of Article 32-6.

PDA SITE

The PDA Site, as approved in 2011, consists of approximately 264,423 square feet (approximately 6.07 acres) of air rights over the MassPike bounded generally by Huntington Avenue, Stuart Street, Dartmouth Street, and Southwest Corridor and Harcourt Street (the Marriott Hotel and a cooperative housing development are not part of the PDA Site or the Amended and Restated Development Plan).

As the design of the Project has progressed from conceptual design, it has been determined that minor elements of the Project encroach onto areas not included within the original PDA Site. The purpose of the First Amendment is to include the encroachment areas also within the PDA Site, so that, as revised, all areas of the Project will be within the PDA Site. Accordingly, this First Amendment will expand the PDA Site by approximately 264,423 square feet to a total of approximately 272,310 square feet (approximately 6.251 acres) of air rights.

**DESCRIPTION OF AREA
INVOLVED**

PDA No. 84 was approved by Map Amendment No. 538. It is proposed that the area of PDA No. 84 be expanded as shown on an Application for Map Amendment filed by Proponent. A copy of the Application for Map Amendment is attached to this Fact Sheet.

Map Amendment Application No. ____
Boston Redevelopment Authority
Map 1D
Huntington Avenue / Prudential Center
District

TO THE ZONING COMMISSION OF THE CITY OF BOSTON:

The Boston Redevelopment Authority hereby petitions the City of Boston Zoning Commission to amend "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 changing the boundary line between the General Area and the Air Right Open Space Subdistrict, as shown on Exhibit A.
2. By adding to the area of PDA IV, as shown on Exhibit B.
3. By adding the suffix "D," indicating a Planned Development Area Overlay District, to the entirety of PDA IV in Boston Proper, as described in Exhibit C and shown on Exhibit D.

Petitioner: Boston Redevelopment Authority

By: _____
Brian P. Golden, Acting Director

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

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

Date: _____
As authorized by the BRA Board on _____,
2015.

Exhibit A

(see attached)

Exhibit B

(see attached)

Exhibit C

(see attached)

Exhibit D

(see attached)

LEGAL NOTICE

The Boston Redevelopment Authority (“**BRA**”), pursuant to Article 80 of the Boston Zoning Code (the “**Code**”), hereby gives notice that, pursuant to Section 80C-5 of the Code, a First Amendment to Amended and Restated Development Plan for Planned Development Area No. 84 (“**PDA Amendment**”) was submitted on Thursday, December 18, 2014, by Copley Place Associates, LLC, in connection with the Development Plan for existing Copley Place including the proposed retail expansion and residential addition project (the “**Project**”). The First Amendment would amend the boundary of the PDA Site to include areas beyond the boundaries of the existing PDA Site based on the final design of the Project and contain provisions relative to groundwater conservation. Approvals are requested of the BRA pursuant to Article 80 to approve the PDA Amendment and to authorize the Director of the BRA to petition to the Zoning Commission to approve the PDA Amendment. The PDA Amendment may be reviewed at the Office of the Secretary of the BRA, Boston City Hall, Room 910, Boston, MA 02201, between 9:00 AM and 5:00 PM, Monday through Friday except legal holidays. Public comments on the PDA Amendment, including the comments of public agencies, should be submitted in writing to Christopher Tracy, Project Manager, at the address stated above by February 1, 2015.

BOSTON REDEVELOPMENT AUTHORITY
Theresa Donovan, Acting Executive Secretary