

**FIRST AMENDMENT TO AMENDED AND RESTATED DEVELOPMENT PLAN
FOR
PLANNED DEVELOPMENT AREA NO. 7
AREAS F AND 2A
WEST END, BOSTON**

Dated: _____

Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the “Zoning Code”), this amendment constitutes the First Amendment to the Amended and Restated Development Plan for Planned Development Area (“PDA”) No. 7 dated January 14, 2016 (the “Amended and Restated Plan”; this amendment is the “First Amendment”). The entire PDA site includes approximately 9.2 acres of land bordered by Martha Road, Lomasney Way, Staniford Street and Thoreau Path as shown on the plans attached to the Amended and Restated Plan as Exhibit B thereto.

The Original Development Plan

- A. The Original Development Plan for the PDA Site was approved by the Boston Redevelopment Authority (“BRA”) on January 6, 1972, and by the Boston Zoning Commission (“BZC”) on January 31, 1972, effective on February 16, 1972. The PDA Site is currently developed with two high-rise apartment buildings with underground parking, a medical office building with below-grade parking at 50 Staniford Street, a one-story commercial/retail building on Staniford Street, the approximately 150-unit Amy Lowell apartment building on Martha Road, a five-story, 650-space above-grade parking garage, a one story wooden structure formerly used as the Boston Children's School Annex, and resident outdoor recreational facilities, including a swimming pool and tennis courts (the “1972 Project”). The PDA Site has been built out in accordance with the original 1972 development plan.
- B. The property described in the Original Development Plan included both Area 2A and Area F with the total of said areas being about 401,448 square feet. All as shown on a plan entitled Plan of Land in Boston Parcel 2-1E-1F of West End Land Assembly and Redevelopment Place scale 1” = 40’ prepared by Hayden, Harding and Buchanan, Inc. dated 4/2/71 and revised 11/1/71.

The Amended and Restated Development Plan

- A. The Amended and Restated Development Plan for the PDA Site was approved by the BRA on February 11, 2016, and by the BZC on June 8, 2016, effective on June 16, 2016. The project proponent was Equity Residential, the entity that controls Charles River Park

“D” Company, the legal owner of the PDA Site. The Amended and Restated Development Plan approved a new project of a 44-story building with approximately 470 units of housing and a below-grade parking garage with 775 parking spaces on approximately 3.02 acres within the PDA Site (the “2016 Project”).

The First Amendment to the Amended and Restated Development Plan

- A. RAR2-50 Staniford LLC (the “Owner/Developer”) proposes to renovate the existing 10-story medical office building with a structured parking facility located at 50 Staniford Street in Boston’s West End neighborhood (the “Premises”). The Owner/Developer proposes to perform the following scope of work and changes at the Premises: an addition of approximately 19,500 square feet of floor area to the building (mostly by filling in the ground level of the existing structure, but with some expansion); façade, site, parking/loading, pedestrian and vehicular access improvements, including a new defined drop-off area for vehicles and new loading area off William Cardinal O’Connell Way, improved utilization of the existing courtyard area for vehicular and pedestrian access, parking and building entry; and, the addition of commercial, office, accessory retail, restaurant with take-out and other allowed uses on the expanded ground floor area (collectively, the “Proposed Project”). As a result, the Proposed Project will therefore enhance the existing building with a minor expansion of uses, enliven the Premises and ground floor and improve pedestrian and vehicular/service access.
- B. The PDA Site continues to be located within an H-3 (Residential, Apartments) district. It is also located within the West End Land Assembly and Renewal Project Area, and is therefore also governed by the 1957 West End Urban Renewal Plan, which establishes the basic guidelines for land use and development in the West End Project Area. The PDA Site is also located within a Restricted Parking Overlay District (“RPOD”). The PDA Site is located within an area where PDAs are allowed under the Code.

The Amended and Restated Development Plan is hereby amended by this First Amendment, as follows:

PDA Uses

1. This First Amendment hereby deletes Exhibit E attached to the Amended and Restated Development Plan and replaces it with the new “Exhibit E – Allowed Uses” attached hereto.

Proposed Dimensions

1. The Amended and Restated Development Plan sets forth “Proposed Dimensions” of Existing Longfellow Place in Section VIII.A. and the 2016 Project Dimensions in Section IX.B.

2. This First Amendment hereby adds Exhibit G to the Amended and Restated Development Plan attached hereto, dated January 5, 2017.

Floor Area Ratio (“FAR”)/Density

1. The Amended and Restated Development Plan sets forth the FAR on page 5 as not to exceed 4.27.
2. This First Amendment sets forth a maximum FAR not to exceed 4.35 (actual 4.33) due to the addition of up to 19,500 new square feet which includes the following proposed phasing: (1) an approximately 2,988 square foot basement addition and an approximately 11,590 square foot addition, which includes a building addition at the Basement and First Floor extending east towards Staniford Street and south towards William Cardinal O’Connell Way, infilling the overhang of the tower above and expanding the first floor and basement footprint, with said scope referenced in Exhibit D, dated January 6, 2017, drawings A-400A and A-400B (“Proposed Project Phase I”); and (2) an approximately 4,704 square foot addition, which includes a further building addition at the First Floor extending west and south to William Cardinal O’Connell Way, infilling the overhang of the tower above and expanding the first floor footprint, with said scope referenced in Exhibit D, dated January 6, 2017, drawing A-400C (“Proposed Project Phase II”). The Proposed Project will add this additional floor area mostly by filling in the ground level of the existing structure but with some expansion. The First Amendment hereby deletes the table of “Proposed Project Dimensions” set forth in Section IX.B of the Amended and Restated Development Plan and inserts in its place the below table of “Proposed Project Dimensions.”

Structures	Existing	2016 Project	Proposed Project Phase I	Proposed Project Phase II
Office Building	214,251sf	-	-	-
First Floor	-	-	11,590sf	4,704sf
Basement	-	-	2,988sf	-
Towers 1 & 2	855,776sf			
Garage Structures	264,936sf	(264,936sf)		
2016 Project		522,169sf		
Retail Stores	11,241sf			
Elderly Building	101,515sf			

Kiosk	1,000sf			
Subtotal Per Phase	1,448,719sf	257,233sf	14,578sf	4,704sf
Total Gross Floor Area	1,448,719sf	1,705,952sf	1,720,530sf	1,725,234sf
Lot Size (PDA)	399,828sf	399,828sf	399,828sf	399,828sf
Maximum FAR	3.65	3.97 (of Project Site) 1.31 (of PDA Site)	4.32	4.33
Combined Maximum FAR		4.27 (combined FAR for the Existing Project and the 2016 Project)		

Proposed Location and Appearance of Structures

The location and appearance of the Proposed Project shall be as shown by the attached drawings prepared by Margulies Perruzzi Architects for the Owner/Developer. The Proposed Project will be located on approximately 1.202+/- Acres (52,363 +/- square feet of land) within the PDA Site, bordered by William Cardinal O’Connell Way to the south and southwest, Staniford Street to the east, Thoreau Path to the northwest and Longfellow Place to the north, all as more specifically depicted on the Project Site Plan attached here to as Exhibit G, dated January 5, 2017.

Again, the Proposed Project consists of an addition of up to 19,500 square feet of floor area to the building (mostly by filling in the ground level of the existing structure, but with some expansion); façade, site, parking/loading, pedestrian and vehicular access improvements, including a new defined drop-off area for vehicles and new loading area off William Cardinal O’Connell Way, improved utilization of the existing courtyard area for vehicular and pedestrian access, parking and building entry; and, the addition of commercial, office, accessory retail, restaurant with take-out and other allowed uses on the expanded ground floor area. As a result, the Proposed Project will therefore enhance the existing building with a minor expansion of uses, enliven the Premises and ground floor and improve pedestrian and vehicular/service access. Plans showing the location and appearance of the Proposed Project are attached hereto as Exhibit G, dated January 5, 2017.

Open Space and Landscaping

1. The Amended and Restated Development Plan sets forth the Open Space and Landscaping Plan on page 6 and created an approximate one (1) acre of new open space

for a total of 2.52 acres of open space, including planting areas, pedestrian walkways, sidewalks, and recreation areas.

2. This First Amendment sets forth no new open space, increase the building coverage by approximately 7,892 square feet and increases the paving coverage by approximately 9,460 square feet, totaling an approximately 17,352 square foot reduction in open area. As a result, the Premises will be enlivened on the ground floor and the Proposed Project will improve the pedestrian and vehicular/service access, as shown on the new and amended Project Site Plan attached hereto as Exhibit G, dated January 5, 2017.

Proposed Traffic Circulation

1. The Amended and Restated Development Plan sets forth the Proposed Traffic Circulation on page 6 where it replaced an existing 650 space above-grade garage with a new approximately 775-space underground parking garage for residential, employee and public use. The below grade parking garage is listed as approximately 367,000 square feet and maintains the existing vehicular connection between the new parking garage and the existing Longfellow Place garage.
2. This First Amendment sets forth the Proposed Project's proposed traffic circulation as continuing to be provided by the public streets contiguous with the Premises, however with revised access to the office building on the Premises from Staniford Street to William Cardinal O'Connell Way, along with a defined drop off area for vehicles and new loading area off William Cardinal O'Connell Way, and improved utilization of the existing courtyard area for vehicular and pedestrian access, parking and building entry, all as shown on the updated traffic and circulation plan attached hereto as Exhibit G, dated January 5, 2017.

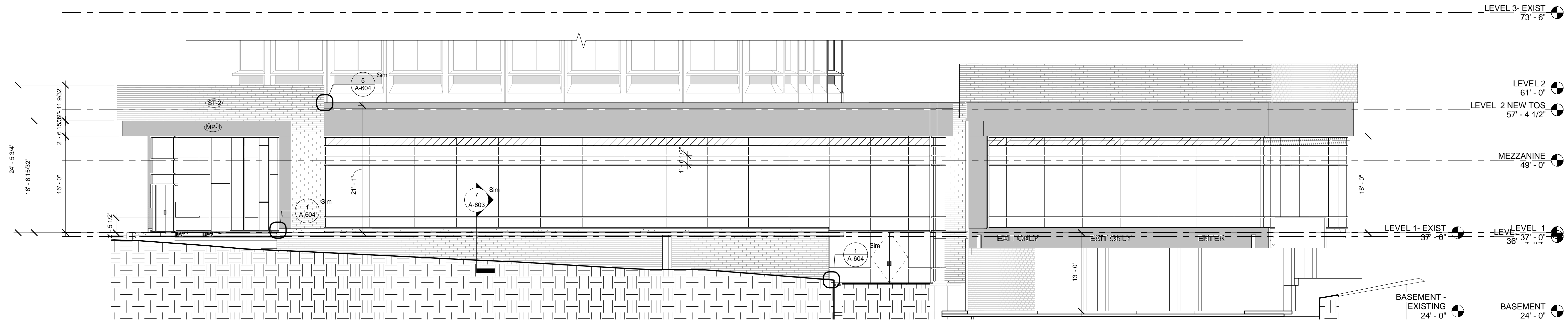
Parking and Loading Facilities

1. The Amended and Restated Development Plan sets forth the Proposed Parking and Loading Facilities on page 6 and stated that it would replace an existing 650 space above-grade garage with a new approximately 775-space underground parking garage for residential, employee and public use. It also stated that there would be an enclosed loading area adjacent to the existing Longfellow Place service area, located beneath the courtyard of the adjacent West End Place development. Access to this service area to be provided on Lomasney Way via an existing driveway between the 2016 Project Site and West End Place.
2. This First Amendment sets forth the Proposed Project's Parking and Loading Facilities, including loading bays remaining at the service area with access from Lomasney Way, but modified to include a new loading/receiving area off of William Cardinal O'Connell Way and a defined drop off area for vehicles, providing improved utilization of the existing courtyard area for vehicular and pedestrian access, parking and building entry, as well as the addition of five (5) new parking spots at the Premises, as shown on the updated traffic and circulation plan attached hereto as Exhibit G, dated January 5, 2017.

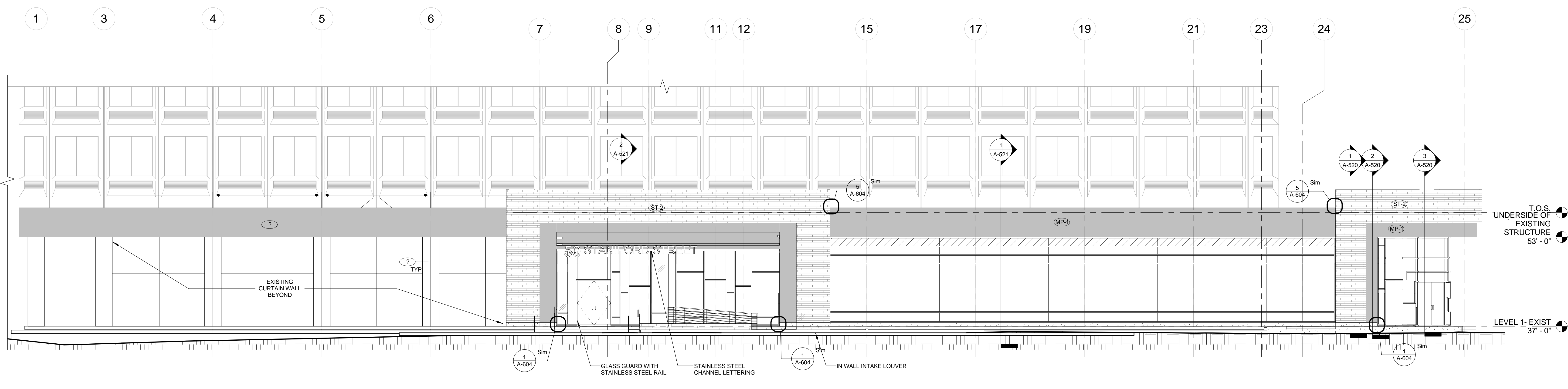
Proposed Building Elevations and Schematic Layout Drawings

1. The Amended and Restated Development Plan does not set forth any changes to the Proposed Building Elevations.
2. This First Amendment does not change the building heights but does set forth the Project's Proposed Building Elevations for the office building as shown on the updated Plan and drawing references attached hereto as Exhibit D, dated January 6, 2017.

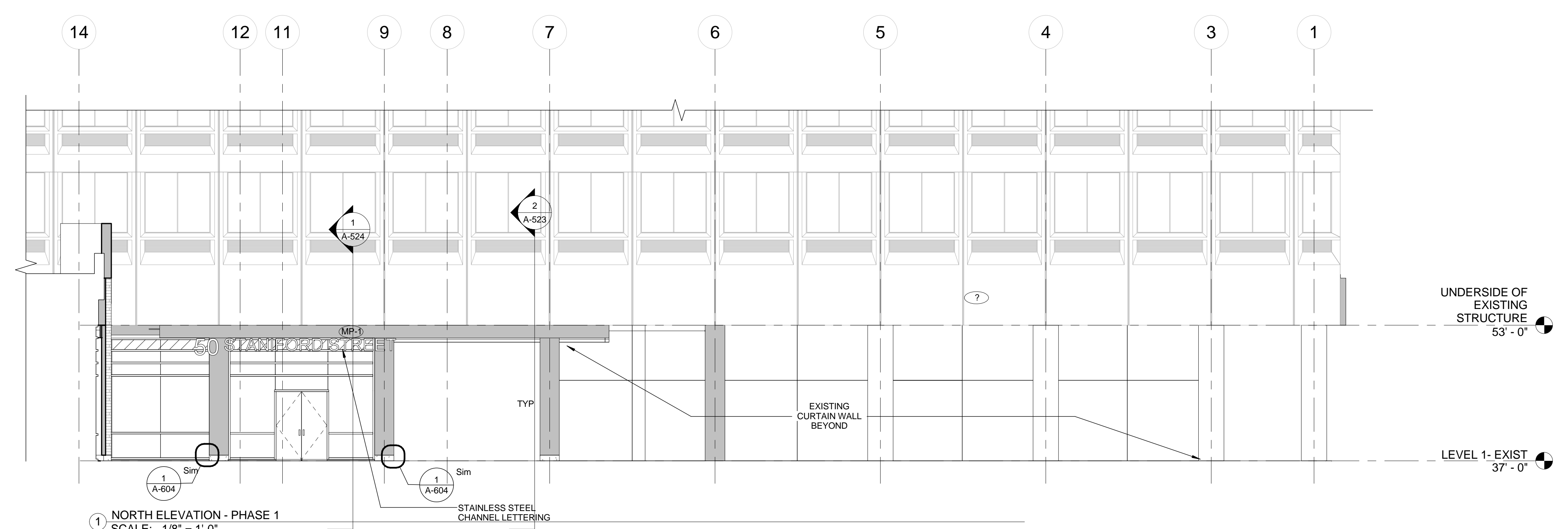
Except as amended by this First Amendment, the Amended and Restated Plan remains unmodified and in full force and effect.



3 EAST ELEVATION - PHASE 1
SCALE: 1/8" = 1'-0"



2 SOUTH ELEVATION - PHASE 1
SCALE: 1/8" = 1'-0"



1 NORTH ELEVATION - PHASE 1
SCALE: 1/8" = 1'-0"

GENERAL NOTES:
ALL NEW EXPOSED EXTERIOR CURTAIN WALL MULLIONS TO RECEIVE CUSTOM EXTRUDED 4" CAP EXTENSIONS.

MATERIAL KEY

- (ST-2) STONE VENEER CLADDING
- (MP-1) COMPOSITE METAL PANEL
- SPANDREL GLASS
- CLEAR GLASS

MPA MARGULIES PERRUZZI ARCHITECTS
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RARZ-50 STANFORD LLC
50 STANFORD BOSTON, MA 02114

CONSULTANT INFORMATION

ENVELOPE
SIMPSON GIMPEREZ & HEGER
100 STATE STREET, SUITE 500
WALTHAM, MA 02453
(978) 907-9000

HANDWARE
HARRIS
1 CLOCK TOWER PLACE
MAYNARD, MA 01754
(978) 999-9827

FRAMING
BAM GROUP, INC.
43 SOUTH STREET, SUITE 200
BOSTON, MA 02115
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CIVIL
MITCH ENGINEERING
100 STATE STREET, SUITE 410
BOSTON, MA 02108
(617) 338-0863

LANDSCAPE
LANDSCAPE ARCHITECTS
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USINGS
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295 HUNTINGTON AVE # 305
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MEP
BARD, BAO & ATHANAS
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FRAMINGHAM, MA 01701
(617) 500-7633

STRUCTURAL
MCNAMARA/SALVA INC.
101 FEDERAL STREET, 11TH FLOOR
BOSTON, MA 02110
(617) 737-5000

REVISIONS

NUMBER	DESCRIPTION	DATE

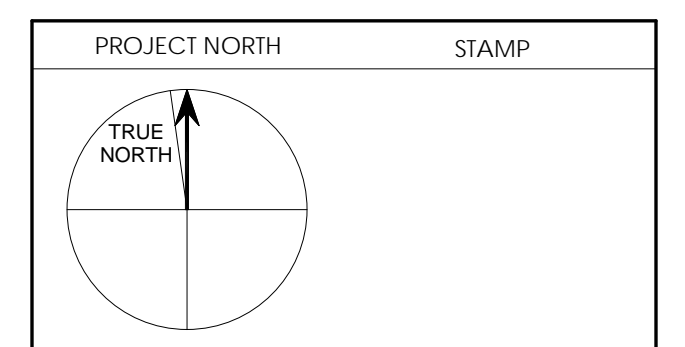
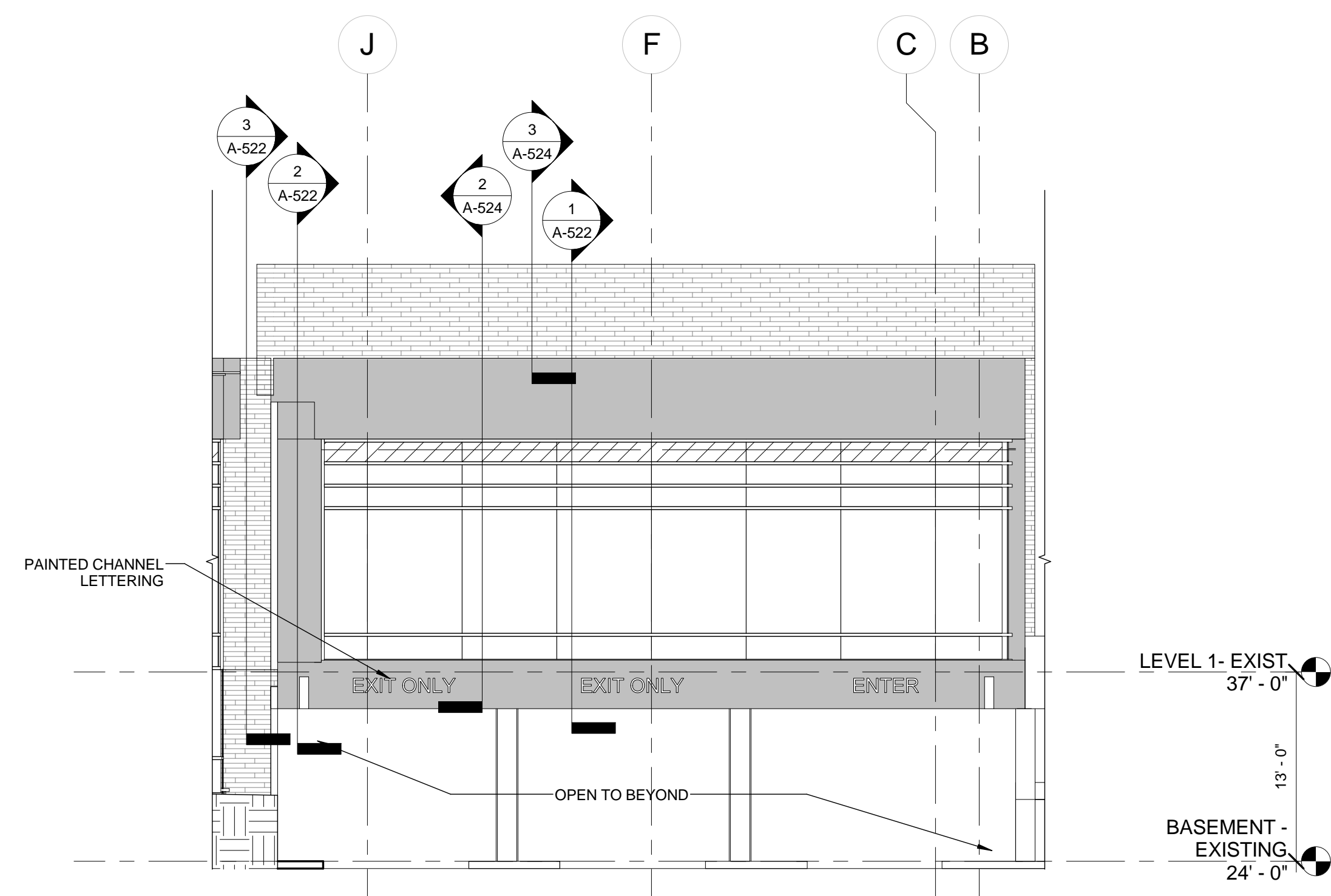


EXHIBIT 'D'- 01/06/2017 PDA AMENDMENT

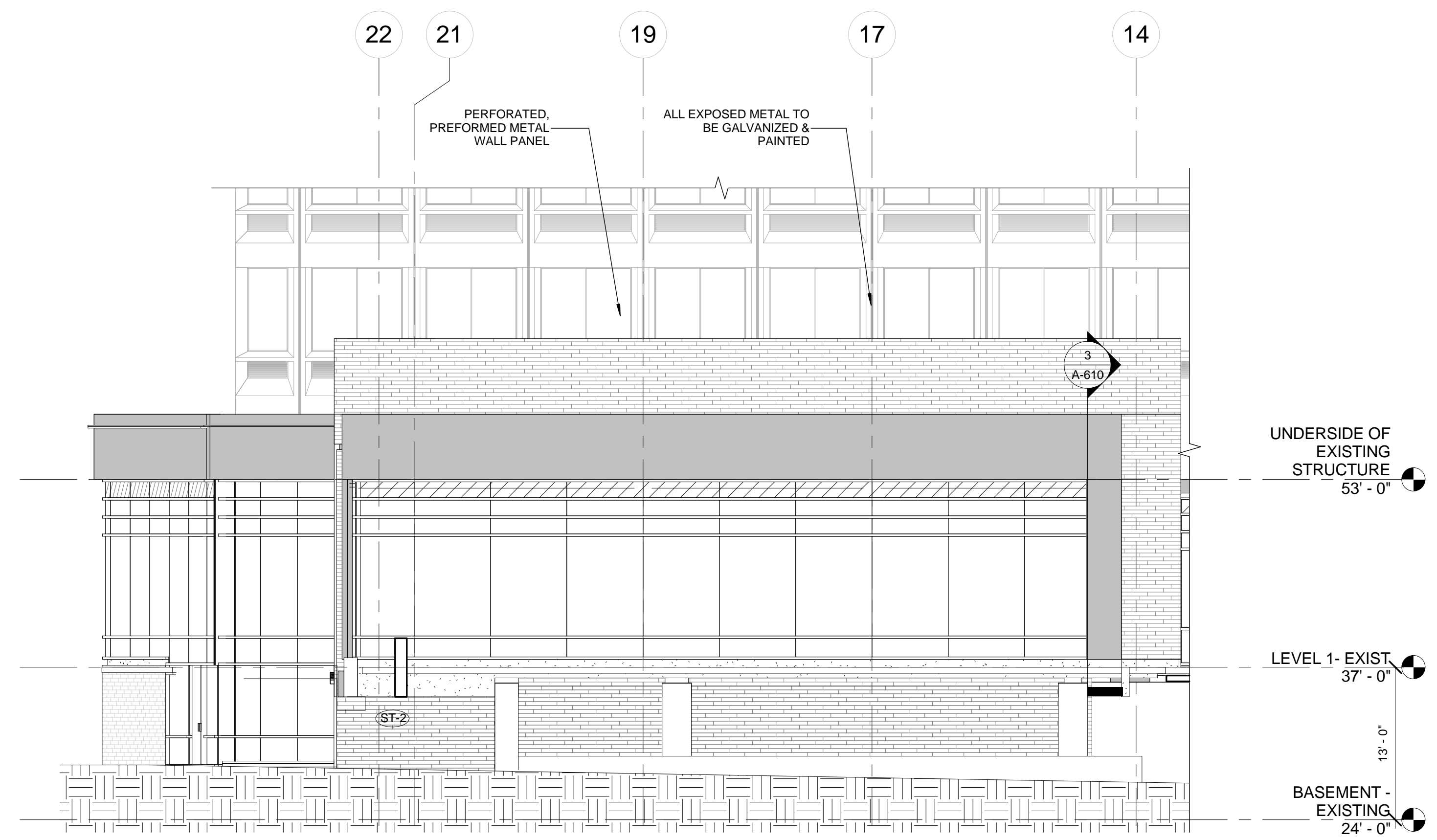
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A-400A
DRAWING NUMBER

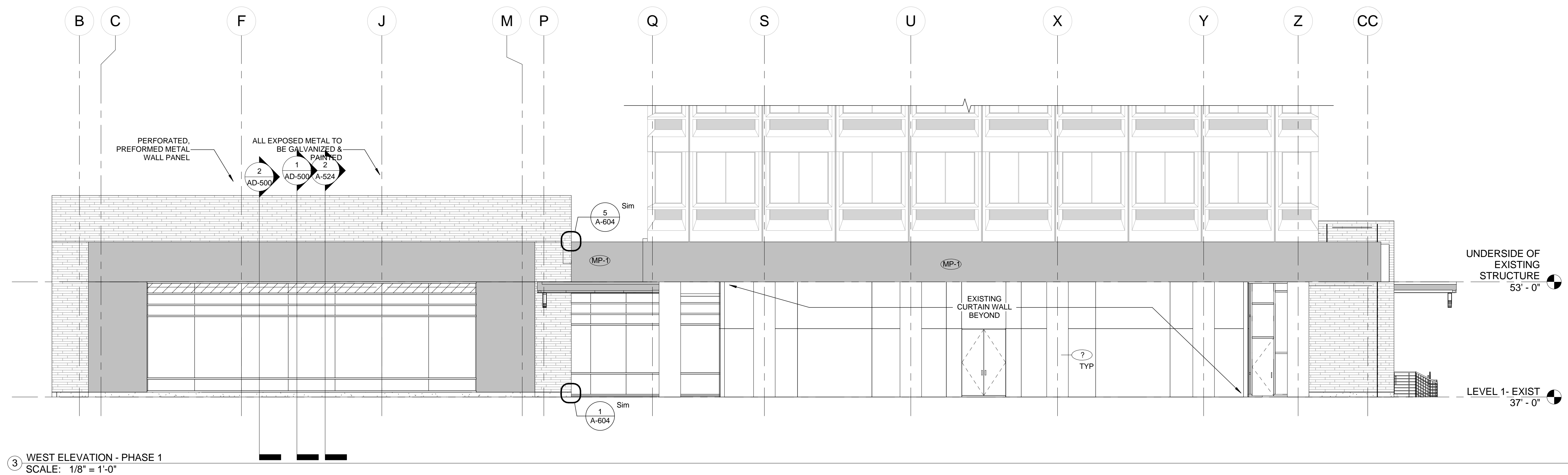
DESIGN DEVELOPMENT - PART 1



1 EAST ELEVATION - ANNEX - PHASE 1
SCALE: 1/8" = 1'-0"



2 NORTH ELEVATION - ANNEX - PHASE 1
SCALE: 1/8" = 1'-0"



3 WEST ELEVATION - PHASE 1
SCALE: 1/8" = 1'-0"

- GENERAL NOTES:
ALL NEW EXPOSED EXTERIOR CURTAIN WALL MULLIONS TO RECEIVE CUSTOM EXTRUDED 4" CAP EXTENSIONS.
- MATERIAL KEY
- (ST-2) STONE VENEER CLADDING
 - (MP-1) COMPOSITE METAL PANEL
 - SPANDREL GLASS
 - CLEAR GLASS

REVISIONS		
NUMBER	DESCRIPTION	DATE

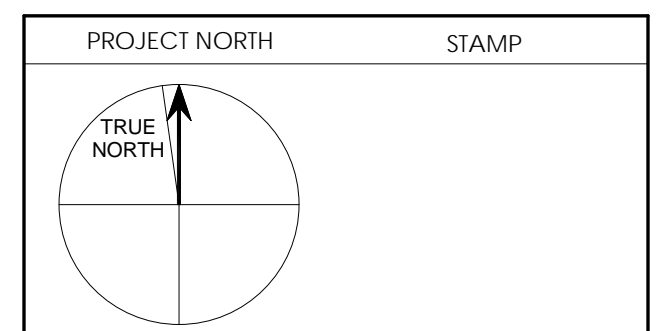


EXHIBIT 'D'- 01/06/2017
PDA AMENDMENT

KEY PLAN
DATE: 01/06/17
SCALE: 1/8" = 1'-0"
DRAWN BY: CZ
PROJECT NUMBER: RRF15A.00
DRAWING TITLE
EXTERIOR ELEVATIONS - PHASE 1

A-400B
DRAWING NUMBER

DESIGN DEVELOPMENT - PART 1

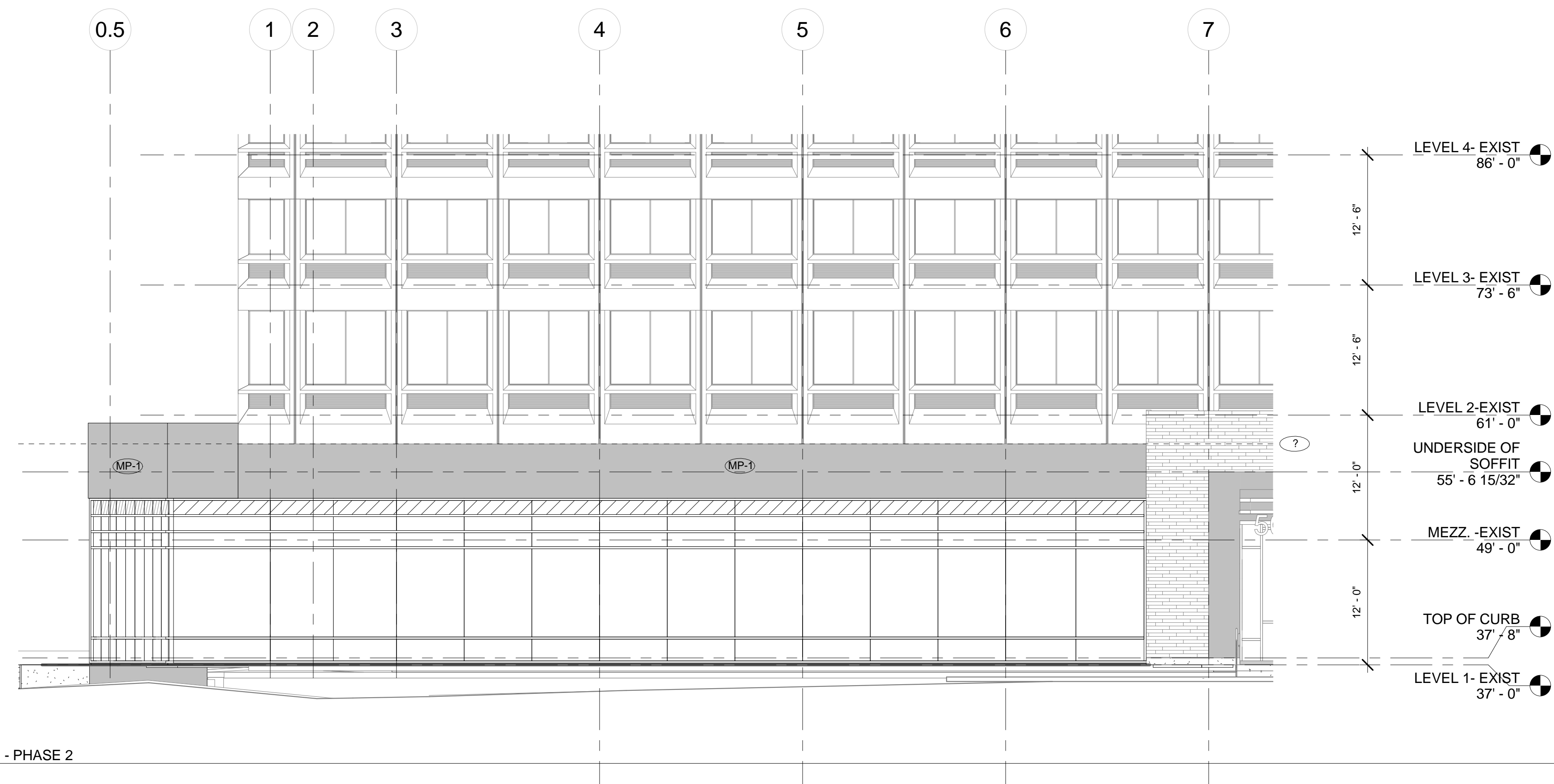
CONSULTANT INFORMATION

MP: BARD, BAO - ATHANAS, BOSTON, MA 02135 (617) 254-8016
 ENVELOPE: SIMPSON GIMPEREZ & HEGER, SUITE 500, WALTHAM, MA 02453 (781) 907-9000
 CIVIL: MITCH ENGINEERING, SUITE 410, BOSTON, MA 02108 (617) 338-0063
 LANDSCAPE: LANDSCAPE ARCHITECTS, 133 LEVINS SQUARE, BOSTON, MA 02110 (617) 725-0011
 STRUCTURAL: MCNAMARA/SALVA INC., 101 FEDERAL STREET, 11TH FLOOR, BOSTON, MA 02110 (617) 261-5000

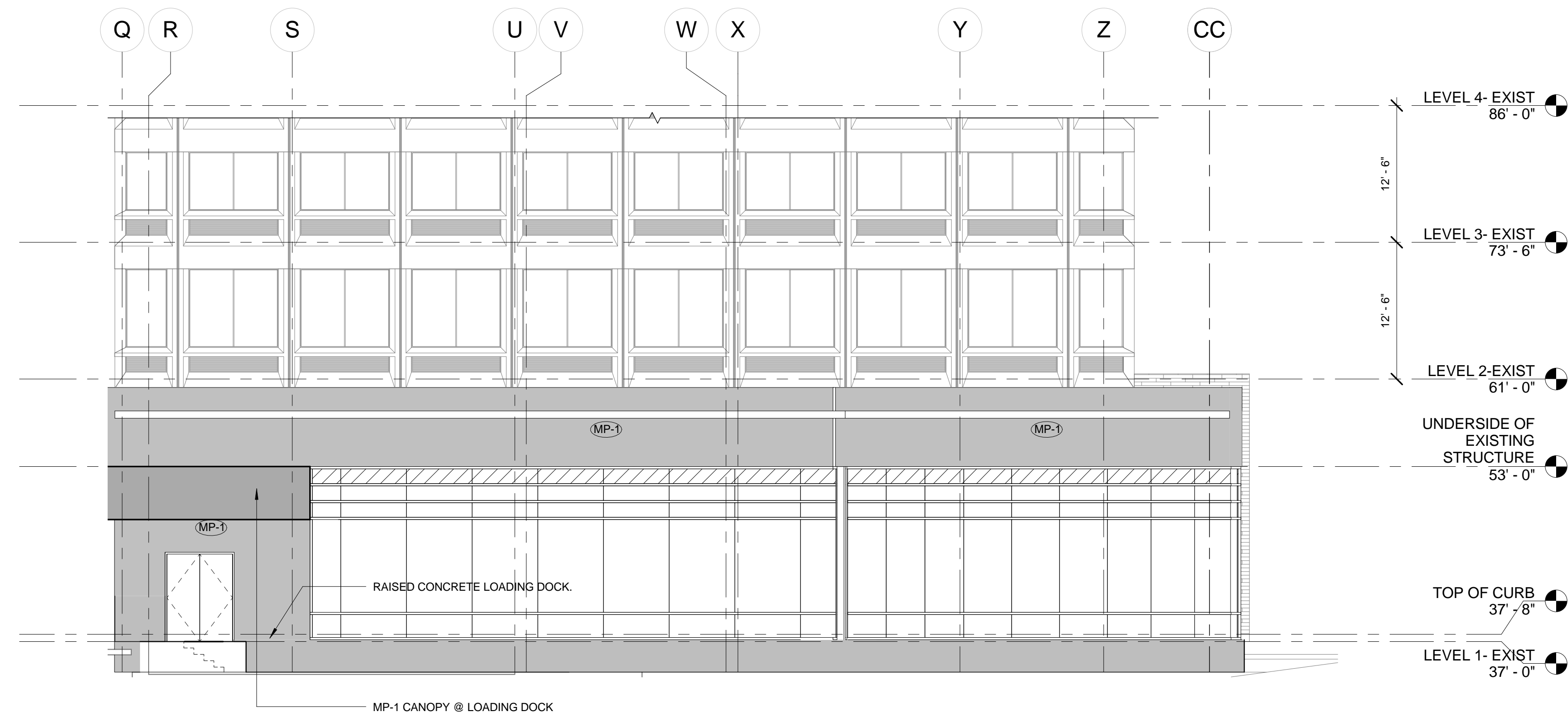
CODE: RRF CONSULTANTS, 1881 WORCESTER RD, SUITE 201, FRAMINGHAM, MA 01701 (617) 500-7633
 HARDWARE: HANSON, 1 CLOCK TOWER PLACE, MAYNARD, MA 01754 (978) 999-9827
 BRASSING: BAM GROUP, INC., 63 SOUTH STREET, SUITE 200, BOSTON, MA 02114 (508) 435-5300
 LUSHING: SLADEN FRIESTEN INTEGRATED, 295 HUNTINGTON AVE # 305, BOSTON, MA 02115 (617) 261-9500

RAR2-50
STANFORD LLC
50 STANFORD
BOSTON, MA 02114

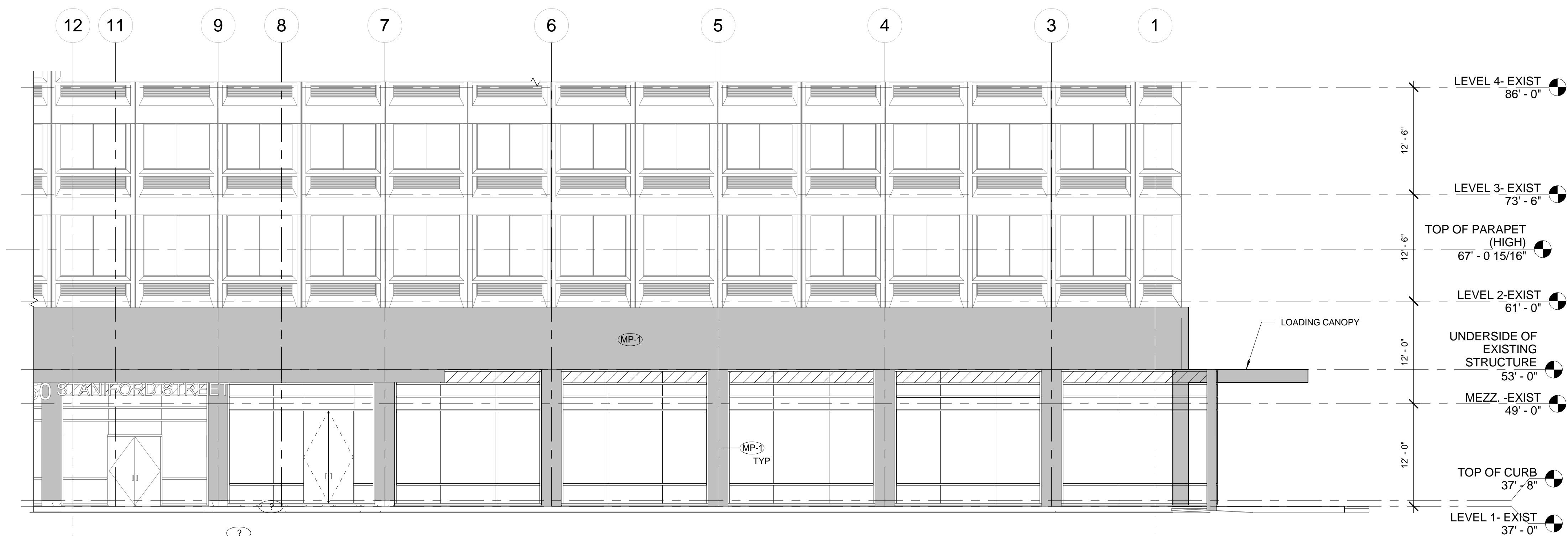
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2X SOUTH ELEVATION - PHASE 2
SCALE: 1/8" = 1'-0"



2 WEST ELEVATION - PHASE 2
SCALE: 1/8" = 1'-0"



1 NORTH ELEVATION - PHASE 2
SCALE: 1/8" = 1'-0"

- GENERAL NOTES:**
ALL NEW EXPOSED EXTERIOR CURTAIN WALL MULLIONS TO RECEIVE CUSTOM EXTRUDED 4" CAP EXTENSIONS.
- MATERIAL KEY**
- (ST-2) STONE VENEER CLADDING
 - (MP-1) COMPOSITE METAL PANEL
 - SPANDREL GLASS
 - CLEAR GLASS

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RARZ-50 STANFORD LLC
50 STANFORD BOSTON, MA 02114

CONSULTANT INFORMATION

ENVELOPE SIMPSON CUMPRILEZ & HEGER 100 STATE STREET, SUITE 500 WALTHAM, MA 02453 (978) 907-9000	HARDWARE HARRIS 1 CLOCK TOWER PLACE MAYNARD, MA 01754 (978) 999-8827	IRRADIANCE BAM GROUP, INC. 63 SOUTH STREET, SUITE 200 BOSTON, MA 02115 (617) 261-9500
CIVIL MITCH ENGINEERING 100 STATE STREET, SUITE 410 BOSTON, MA 02108 (617) 338-0063	LANDSCAPE LUSK & ASSOCIATES 135 LEVINS SQUARE BOSTON, MA 02110 (617) 725-0011	LUSKING SLAIDEN FERSTEN INTEGRATED 295 HUNTINGTON AVE # 305 BOSTON, MA 02115 (617) 261-9500
MEP BARD, BAO & ATHANAS 100 STATE STREET, SUITE 410 BOSTON, MA 02115 (617) 254-8016	CODE B&B CONSULTANTS 1881 WORCESTER RD, SUITE 201 FRAMINGHAM, MA 01701 (617) 500-7633	STRUCTURAL MCNAMARA/SALVA INC. 101 FEDERAL STREET, 11TH FLOOR BOSTON, MA 02110 (617) 237-0400

REVISIONS

NUMBER	DESCRIPTION	DATE

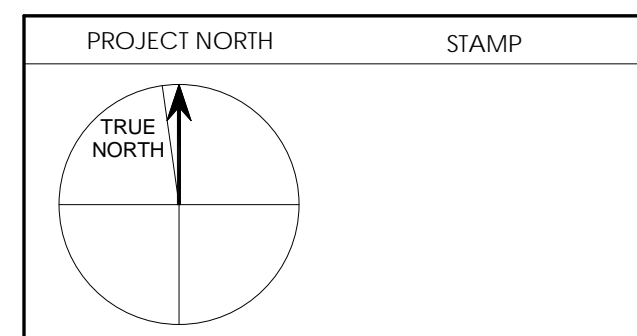


EXHIBIT 'D'- 01/06/2017 PDA AMENDMENT

KEY PLAN
DATE: 1/6/17
SCALE: 1/8" = 1'-0"
DRAWN BY: TB
PROJECT NUMBER: RRF15A.00
DRAWING TITLE
EXTERIOR ELEVATIONS - PHASE 2

A-400C
DRAWING NUMBER

DESIGN DEVELOPMENT - PART 1

FIRST AMENDMENT TO AMENDED AND RESTATED DEVELOPMENT PLAN FOR
PLANNED DEVELOPMENT AREA NO. 7, AREAS F AND 2A, WEST END, BOSTON

Exhibit E – Allowed Uses

- Multi-family residential
- Residential management office, common area and amenity space
- Elderly housing
- Office
- Medical office (non-Institutional)
- Urgent Care
- Retail
- Parking garage
- Swimming pool
- Tennis courts
- Ice skating rink
- Kiosk
- Private grounds for games and sports accommodating spectators
- Private club
- Restaurant
- Take-Out Restaurant - Use Item No. 36A under the Zoning Code for “Retail Catering - Sale over the counter, not wholly incidental to a use listed under Use Item No. 34 or Use Item No. 37 or Use Item No. 50, of on-premises prepared food or drink for off-premises consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out.”
- Service establishments
- Accessory newsstand
- Public art

- ▶ Civil Engineering
- ▶ Land Surveying
- ▶ Transportation Engineering
- ▶ Structural Engineering
- ▶ Green Infrastructure
- ▶ Planning
- ▶ GIS

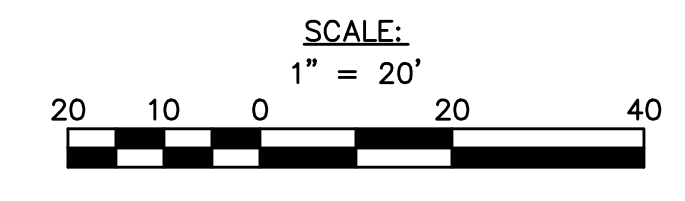
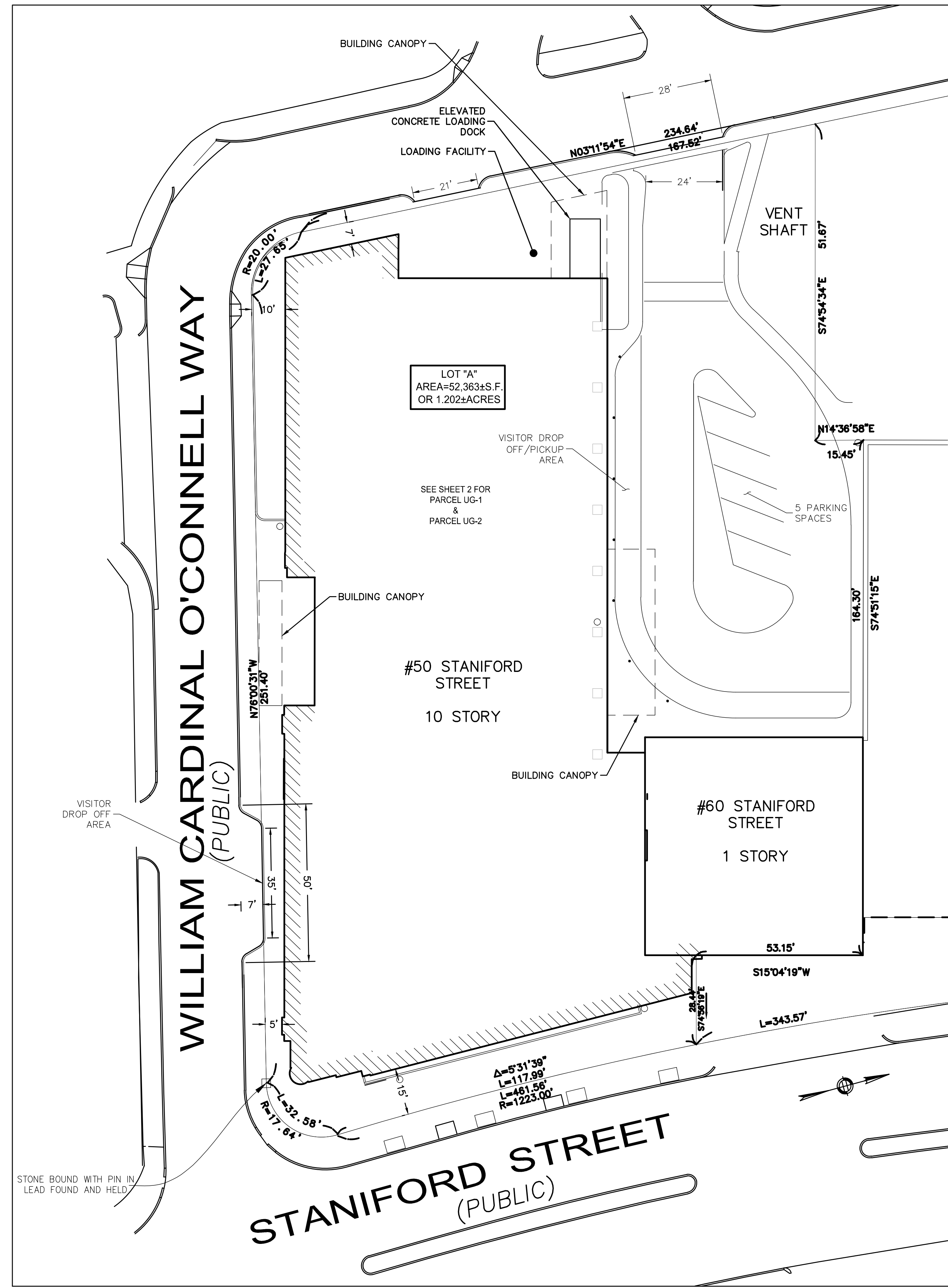
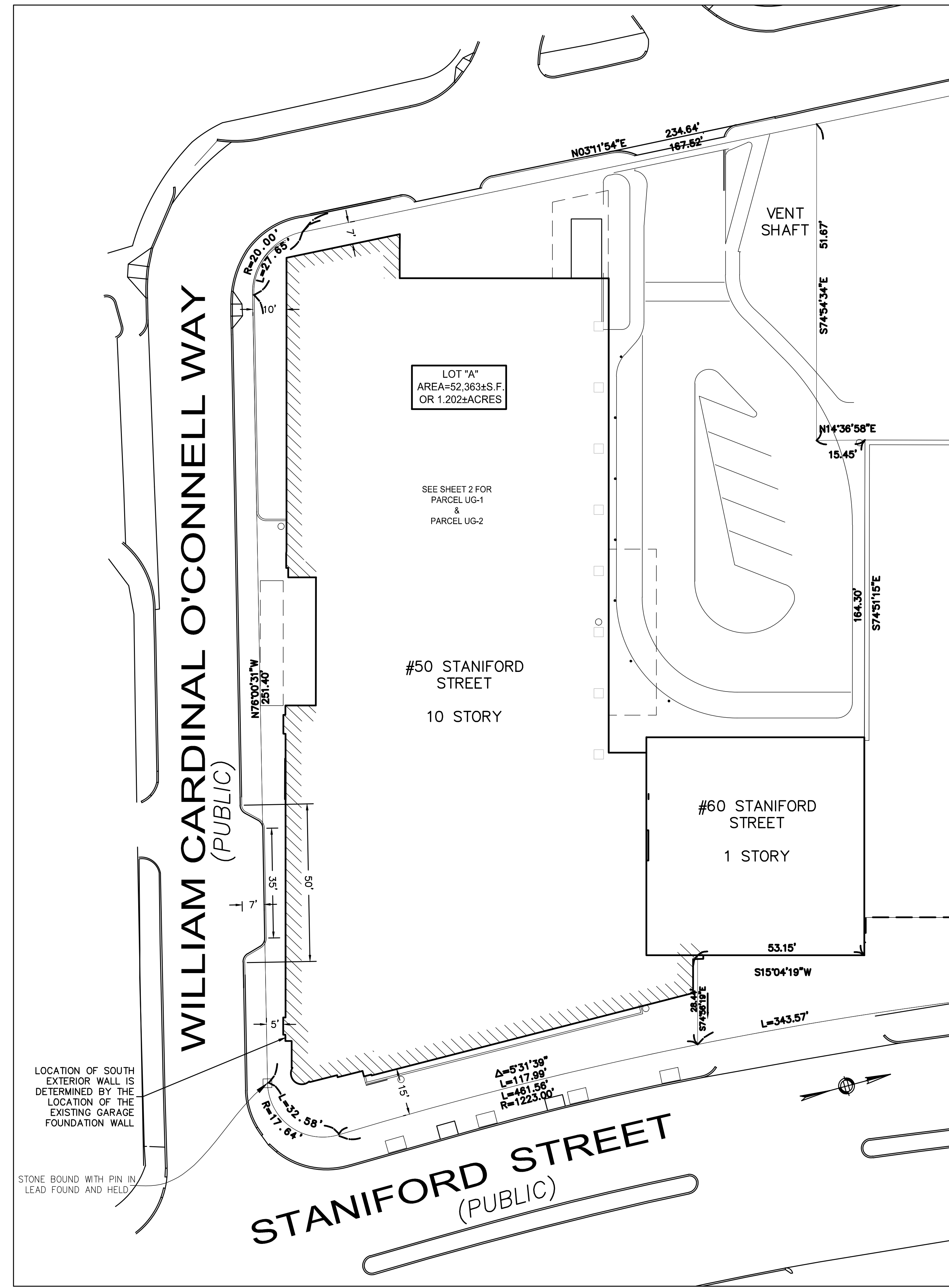


EXHIBIT G
 PDA No. 7

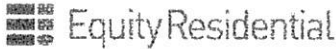
PREPARED FOR:
STANIFORD LLC
 50 STANIFORD STREET, BOSTON, MASSACHUSETTS 02114

REV.	COMMENTS	DATE

PROJECT # 10282.4
 FILE: 10282.4-pda.dwg
 SCALE: 1" = 20'
 DATE: 01/05/2017
 DES./COMP: SV
 FIELD BOOK:
 DRAFTED BY: BV
 CHECKED BY:

SHEET:

EXHIBIT G



Equity Residential
Two North Riverside Plaza
Suite 400
Chicago, IL 60606

312-928-1164
mwakenight@eqr.com
EquityApartments.com

April 10, 2017

Boston Planning & Development Agency
One City Hall Square
Boston, MA 02201-1007
Attn: Brian P. Golden, Director

Zoning Commission
One City Hall Square
Boston, MA 02201-1007
Attn: Mr. Robert L. Fondren, Chairman

**RE: Owner: Charles River Park "D" Company
Address: 1-4 Longfellow Place, Boston, MA 02115 (50 Staniford Street)
Parcel ID: 0300470000
First Amendment to Amended and Restated Development Plan for 50
Staniford Street within Planned Development Area No. 7, Development Area F**

To Whom It May Concern:

On behalf of the owner of the above-referenced property, the proponent of the Amended and Restated Development Plan for PDA Area No. 7, Areas F and 2A (Longfellow Place) dated January 14, 2016, and as effective June 16, 2016, I hereby provide authorization for RAR2-50 Staniford LLC, through their counsel and agents, including, but not limited to, McDermott, Quilty & Miller LLP, 28 State Street, Suite 802, Boston, MA 02109 and Margulies Perruzzi Architects, 308 Congress Street, Boston, MA 02210 (the "Proponent"), to file the attached First Amendment to Amended and Restated Development Plan for 50 Staniford Street within Planned Development Area No. 7, Development Area F (the "Plan"). Please be aware that: (i) any changes, revisions or amendments to the attached Plan will require further authorization from us; and (ii) we request that upon approval of the Plan, as it may be changed, revised or amended (as authorized by us), you confirm to use the actual amount of approved additional square feet of floor area for the Project (as defined in the Plan), which shall be in accordance with the additional square footage approved by us. By signing this letter below, the Proponent acknowledges and agrees that it shall comply with clauses (i) and (ii) above.

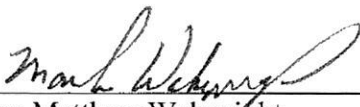
Parcel ID: 030047000

April 10, 2017

Page 2


Sincerely,

CHARLES RIVER PARK "D" COMPANY, a
Massachusetts limited partnership
By: ERP Operating Limited Partnership,
an Illinois limited partnership, its general partner
By: Equity Residential, a Maryland real estate
investment trust, its general partner

By: 
Name: Matthew Wakenight
Title: Senior Vice President

Agreed to:

RAR2- 50 Staniford LLC, a Delaware limited liability company

By: 
V.P., Asset Management