



City of Cambridge

OFFICE OF THE MAYOR

Henrietta Davis

Mayor

March 19, 2012

To the Honorable, the City Council:

Attached for your information is a letter received from Boston Properties on March 16, 2012 transmitting commitments accompanying the request for modification of open space covenants.

Sincerely,

Henrietta Davis

Mayor, City of Cambridge



BOSTON PROPERTIES LIMITED PARTNERSHIP

**c/o Boston Properties, Inc.
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199**

March 16, 2012

Mayor Henrietta Davis
Vice Mayor E. Denise Simmons
City Councilor Leland Cheung
City Councilor Marjorie C. Decker
City Councilor Craig A. Kelley
City Councilor David P. Maher
City Councilor Kenneth E. Reeves
City Councilor Timothy J. Toomey, Jr.
City Councilor Minka vanBeuzekom
Cambridge City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

Re: Commitments accompanying the request for modification of open space covenants

Dear Mayor Davis, Vice Mayor Simmons and Councilors Cheung, Decker, Kelley, Maher, Reeves, Toomey and vanBeuzekom:

The purpose of this letter is to describe commitments and benefits which Boston Properties Limited Partnership ("Boston Properties") is prepared to offer the City of Cambridge in connection with the modification of the two open space covenants as requested by Boston Properties and certain of its affiliates in the letter to City Manager Healy dated February 22, 2012 (the "Original Request Letter"), a copy of which is attached hereto as Attachment A.

As you are aware, Boston Properties and its affiliates had originally requested that this matter be heard at the February 27, 2012 meeting of the City Council. By letter dated February 27, 2012 (a copy of which is attached hereto as Attachment B), Boston Properties subsequently requested that the matter be tabled until the City Council meeting scheduled for March 19, 2012 in order to

allow Boston Properties an opportunity to make presentations at the upcoming meetings of the East Cambridge Planning Team and the Kendall Square Central Square (K2C2) Planning Study.

Based on the input we have received since the February 27th City Council meeting, Boston Properties is prepared to make the following commitments in consideration of the modification of the Covenants as requested by the Original Request Letter:

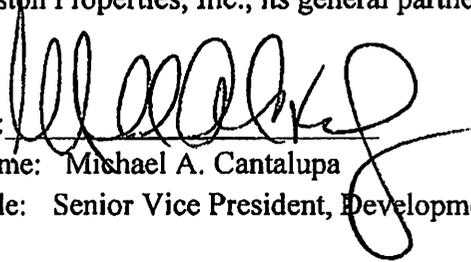
1. As stated in the Original Request Letter, the expiration date of the Covenants will be extended from the current expiration date of August 5, 2022 until August 5, 2050.
2. Boston Properties will contribute \$2,000,000.00 to the City of Cambridge towards the design and construction of a new urban at-grade park located between Broadway, Binney Street and Galileo Galilee Way on parcel(s) of land to be conveyed by the Cambridge Redevelopment Authority as per the letter attached hereto as Attachment C. Boston Properties will make this contribution upon the later to occur of (x) the issuance of a building permit for the construction of the connector building as described in the Original Request Letter (the “Connector Building”) and (y) the commencement by the City of Cambridge of the design process for the park.
3. Boston Properties will contribute \$250,000.00 to the City of Cambridge towards the design and construction of public improvements to the existing park known as Point Park and located at the intersection of Third Street, Broadway and Main Street. Boston Properties will make this contribution upon the later to occur of (x) the issuance of a building permit for the construction of the Connector Building and (y) the commencement by the City of Cambridge of the design process for the Point Park improvements.
4. Within one (1) year after the issuance of a certificate of occupancy for the Connector Building, Boston Properties will agree to submit for public review and comment a set of conceptual design plans for a residential building of approximately 200,000 square feet to be located on Ames Street.
5. Boston Properties will pursue a program to activate the newly-renovated plaza area fronting on Main Street and surrounded by the Marriott Hotel at Two Cambridge Center and the buildings located at One and Three Cambridge Center, which program will include a regular series of events to enhance the overall use of and activity on the plaza as well as outdoor seating for the food service establishments in the adjoining buildings to encourage outdoor dining.

As Boston Properties' duly authorized representative, I am pleased to make these commitments on Boston Properties' behalf.

Sincerely,

BOSTON PROPERTIES LIMITED
PARTNERSHIP

By: Boston Properties, Inc., its general partner

By: 
Name: Michael A. Cantalupa
Title: Senior Vice President, Development

Attachment A: Original Request Letter

Attachment B: February 27, 2012 Letter

Attachment C: March 16, 2012 Letter from Cambridge Redevelopment Authority

ATTACHMENT A

Original Request Letter (w/o original attachments)

BOSTON PROPERTIES LIMITED PARTNERSHIP
c/o Boston Properties, Inc.
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199

February 22, 2012

Mr. Robert Healy
City Manager
City of Cambridge
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

Re: Cambridge Center

Dear City Manager Healy:

This letter is to respectfully request that the modification of the two open space restriction covenants described below be placed on the City Manager's Agenda for transmittal to the City Council at the meeting scheduled for February 27, 2012.

This request is being made in order to allow for the construction of a new connector building containing approximately 25,000 square feet of gross floor area between the existing buildings located at Four and Five Cambridge Center. As will be discussed in greater detail below, the construction of this new connector building will require the modification of two existing open space covenants, resulting in an 18,147 square foot reduction of the public open space created by those covenants. However, the term of these covenants would be extended in connection with these modifications for an additional 28 years from the current expiration date of 2022 until 2050. In addition, a new 47,000 square foot urban park would be created as part of this process pursuant to an open space covenant with a duration of 40 years, for a net gain of 28,853 square feet of public open space in the Cambridge Center area.

By way of background, Four and Five Cambridge Center are part of Boston Properties' Cambridge Center development,¹ which began in 1979 when Boston Properties was designated as the "developer of record" for a portion of the Kendall Square Urban Renewal Area under the Kendall Square Urban Renewal Plan. The Urban Renewal Plan was adopted by the City of Cambridge in 1965 in order to facilitate redevelopment within the 42-acre project area and

¹ Four Cambridge Center is owned by BP Four CC LLC, an affiliate of Boston Properties Limited Partnership. Five Cambridge Center is owned by BP Five CC LLC, also an affiliate of Boston Properties Limited Partnership.

eliminate the blighted conditions and urban decay that had previously characterized the area. In furtherance of that goal, the City adopted Article 14 of the Cambridge Zoning Ordinance to specifically govern land use and development within the so-called "Mixed-Use Development (MXD) District of the Urban Renewal Area (a plan showing the MXD District as provided in Article 14 of the Zoning Ordinance is attached hereto as Exhibit A) in which the Cambridge Center development is located. Since its original designation in 1979, Boston Properties has completed a total of fourteen buildings and three parking garages within Cambridge Center as part of a master planning effort with the Cambridge Redevelopment Authority, with input from the City Council, Planning Board, Community Development Department and other municipal boards and neighborhood groups. The Cambridge Center development is shown on Exhibit B attached hereto.

The construction of the connector building that is the subject of this letter request is part of a larger project being undertaken in connection with the leasing of approximately 300,000 square feet to Google, Inc. in the buildings located at Three, Four and Five Cambridge Center.² Google is currently a tenant at Three and Five Cambridge Center, but has outgrown its existing space and is looking to create an urban campus configured in a manner to facilitate its work processes, enhance its unique culture and help attract the best candidates for its workforce. The ability to expand into Four Cambridge Center and connect Google's leased premises in the three buildings is an essential component of Google's campus plan, without which Google has indicated that it will have to look elsewhere to meet its space needs. We believe that our ability to retain Google will have significant benefits for the City of Cambridge and its residents, businesses and other community organizations. Google is of course an innovative technology company that is a natural fit in the knowledge-based economy of Cambridge, but at the same time offers an element of economic diversity at a time when much of the City's commercial growth has relied on the biotechnology sector. In addition, Google has been an active participant in the Kendall Square business community and has been involved with the promotion of science, technology, engineering and math (STEM) education in Cambridge schools. In short, Google is a valuable corporate citizen and is a key contributor to the atmosphere of excitement and progress that exists in Kendall Square today. It is our hope that the growth of Google in Cambridge will enable the City to realize economic and community benefits for many years to come.

In addition to being located on the Four and Five Cambridge Center properties themselves, a portion of the connector building between Four and Five Cambridge Center would be constructed over the existing garage facility known as the Cambridge Center East Garage.³

² Three Cambridge Center is owned by Three Cambridge Center Trust, of which Boston Properties Limited Partnership is the sole beneficiary.

³ The Cambridge Center East Garage is located on property owned by Two Cambridge Center Trust, of which Boston Properties Limited Partnership is the sole beneficiary. Two Cambridge Center Trust ground leases the garage site to BP East Garage LLC, an affiliate of Boston Properties Limited Partnership.

The location of the connector building is shown on Exhibit C attached to this letter. The Four Cambridge Center property is subject to an Open Space Restriction Covenant dated August 6, 1982 and recorded with the Middlesex South District Registry of Deed in Book 14692, Page 111 (the "Four CC Covenant"), a copy of which is attached to this letter as Exhibit D. The East Garage property is subject to an Open Space Restriction Covenant No. 2 dated September 25, 1986 and recorded with the Registry in Book 17438, Page 57 (the "East Garage Covenant"), a copy of which is attached to this letter as Exhibit E. The Four CC Covenant and the East Garage Covenant are sometimes hereinafter referred to collectively as the "Covenants." The Covenants were put in place in order to comply with the provisions of Section 14.42 of the Zoning Ordinance, which requires that a minimum of 100,000 square feet be reserved or designated as public open space for public use and enjoyment within the MXD District. Section 14.42 specifies a number of methods for creating the requisite amount of open space, including "dedication, by covenant or comparable legal instrument, to the community use of the residents, lessees and visitors to the District for reasonable amounts of time on a regular basis."

As shown on Exhibit C, the connector building would be constructed over portions of the Four Cambridge Center and East Garage properties that are subject to the Covenants. Accordingly, the Covenants would need to be modified in order to allow for the connector building to be located in these areas. Attached as Exhibits F and G are proposed modifications to the Covenants, together with a recordable plan showing the modified areas subject to the open space restrictions (attached hereto as Exhibit H). The result would be a reduction in the amount of open space under the Four CC Covenant by 6,494 square feet (from 13,565 square feet to 7,071 square feet) and a reduction in the amount of open space under the East Garage Covenant by 11,653 square feet (from 29,222 square feet to 18,269 square feet), for a total reduction of 18,147 square feet (from 43,487 square feet to 25,340 square feet).

In consideration of the modification of the Covenants and the reduction in open space Boston Properties Limited Partnership, together with the Cambridge Redevelopment Authority, is proposing the following:

1. the extension of the current expiration date for the dedication of the remaining open space on the East Garage roof to the public from August 5, 2022 to August 5, 2050 (as stated in Section 2 of the modifications attached as Exhibits E and F); and
2. the creation of a new at-grade urban park (as shown on Exhibit I attached hereto) on a parcel of land owned by the Cambridge Redevelopment Authority at the corner of Binney Street and Galileo Galilee Way adjacent to the "Innovation Boulevard" project funded by the Massachusetts Department of Transportation, which would be dedicated as public open space for a period of 40 years by the

covenant attached hereto as Exhibit J and which is more than twice the size of the area that is being impacted by the Google plan (approximately 47,000 square feet being added by the creation of the new park versus 18,147 square feet being removed as part of the reconfiguration of the East Garage roof park to accommodate the connector building).

There are currently 133,733 square feet of publicly dedicated open space in Cambridge Center. This plan will increase the overall amount of publicly dedicated open space to 162,586 square feet (even after taking into account the 18,147 square feet that would be removed from the rooftop park on the East Garage), and will add an exciting new amenity to the project area that will be closer and more easily accessible to the neighborhoods surrounding Cambridge Center.

The Four CC Covenant provides that it may be modified by a majority vote of the City Council with the approval of the grantor and the ground lessee of the East Garage. The East Garage Covenant similarly provides that it may be modified by a majority vote of the City Council with the approval of the grantor and the ground lessee of the East Garage. This letter is to respectfully request that the proposed modifications to the Covenants be presented to the City Council by the City Manager.

Please do not hesitate to contact us should you require any additional information in order to process this request. In the meantime, thank you for your attention.

BOSTON PROPERTIES LIMITED
PARTNERSHIP

By: Boston Properties, Inc., its general partner

By: Michael A. Cantalupa

Name: Michael A. Cantalupa

Title: Senior Vice President

[signatures continued on next page]

BP FOUR CC LLC, owner of Four Cambridge Center
(as successor-in-title to Four Cambridge Center Trust under the Four CC Covenant)

By: Boston Properties Limited Partnership, its sole member

By: Boston Properties, Inc., its general partner

By: Michael A. Cantalupa/mc

Name: Michael A. Cantalupa

Title: Senior Vice President

BP EAST GARAGE LLC, ground, lessee of the Cambridge Center East Garage
(as successor-in-title to First Cambridge Center Parking Trust under the Covenants)

By: Boston Properties Limited Partnership, its sole member

By: Boston Properties, Inc., its general partner

By: Michael A. Cantalupa/mc

Name: Michael A. Cantalupa

Title: Senior Vice President

TWO CAMBRIDGE CENTER TRUST, ground lessor of the Cambridge Center East Garage
(as successor-in-title to Four Cambridge Center Trust under the East Garage Covenant)

By: Michael A. Cantalupa/mc

Michael A. Cantalupa, for
himself and his fellow Trustees

ATTACHMENT B

February 27, 2012 Letter



MICHAEL A. CANTALUPA
Senior Vice President - Development

February 27, 2012

Cambridge City Council
Cambridge City Hall
795 Massachusetts Avenue
Cambridge, MA 02139

BOSTON, MA

NEWTON, MA

FRENCH CREEK, MA

SAN FRANCISCO, CA

WASHINGTON, D.C.

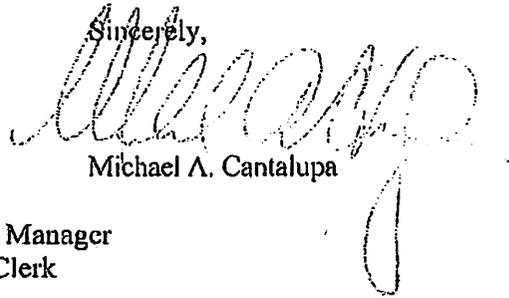
**Re: City Manager's Agenda
Item #1 - 2/27/12**

Dear Mayor Davis and Members of the City Council:

I respectfully request that at the conclusion of your discussion on the above-captioned matter this evening, the City Council move to table the item until the Council meeting scheduled for March 19, 2012. The purpose for this request is to allow Boston Properties an opportunity to make a presentation at the upcoming meetings of the East Cambridge Planning Team and the Kendall Square Central Square (K2C2) Planning Study.

Thank you for your consideration.

Sincerely,



Michael A. Cantalupa

cc: Robert W. Healy, City Manager
Margaret Drury, City Clerk

Document 1

ATTACHMENT C

March 16, 2012 Letter from Cambridge Redevelopment Authority

Cambridge Redevelopment Authority

One Cambridge Center/Fourth Floor
Cambridge, Massachusetts 02142
617 492 6800
617 492 6804 (FAX)



March 16, 2012

Mayor Henrietta Davis
Vice Mayor E. Denise Simmons
City Councilor Leland Cheung
City Councilor Marjorie C. Decker
City Councilor Craig A. Kelley
City Councilor David P. Maher
City Councilor Kenneth E. Reeves
City Councilor Timothy J. Toomey, Jr.
City Councilor Minka vanBeuzekom
Cambridge City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

Dear Mayor Davis, Vice Mayor Simmons and Councilors Cheung, Decker, Kelley, Maher, Reeves, Toomey and vanBeuzekom:

In consideration of the City Council actions requested in the letter from Boston Properties Limited Partnership ("Boston Properties") and certain of its affiliates to Cambridge City Manager Robert Healy dated February 22, 2012 (as amended by the letter from Boston Properties to the members of the Cambridge City Council dated as of the date hereof, the "Boston Properties Request Letter"), the Cambridge Redevelopment Authority hereby agrees to convey to the City of Cambridge all of its right, title and interest in and to the parcel(s) of land situated in the City of Cambridge, Middlesex County, Commonwealth of Massachusetts, bounded by Broadway, Galileo Galilei Way, Binney Street, and the railroad right of way land now or formerly of CSXT, containing an area of approximately 50,000 square feet, as depicted on the plan attached hereto.

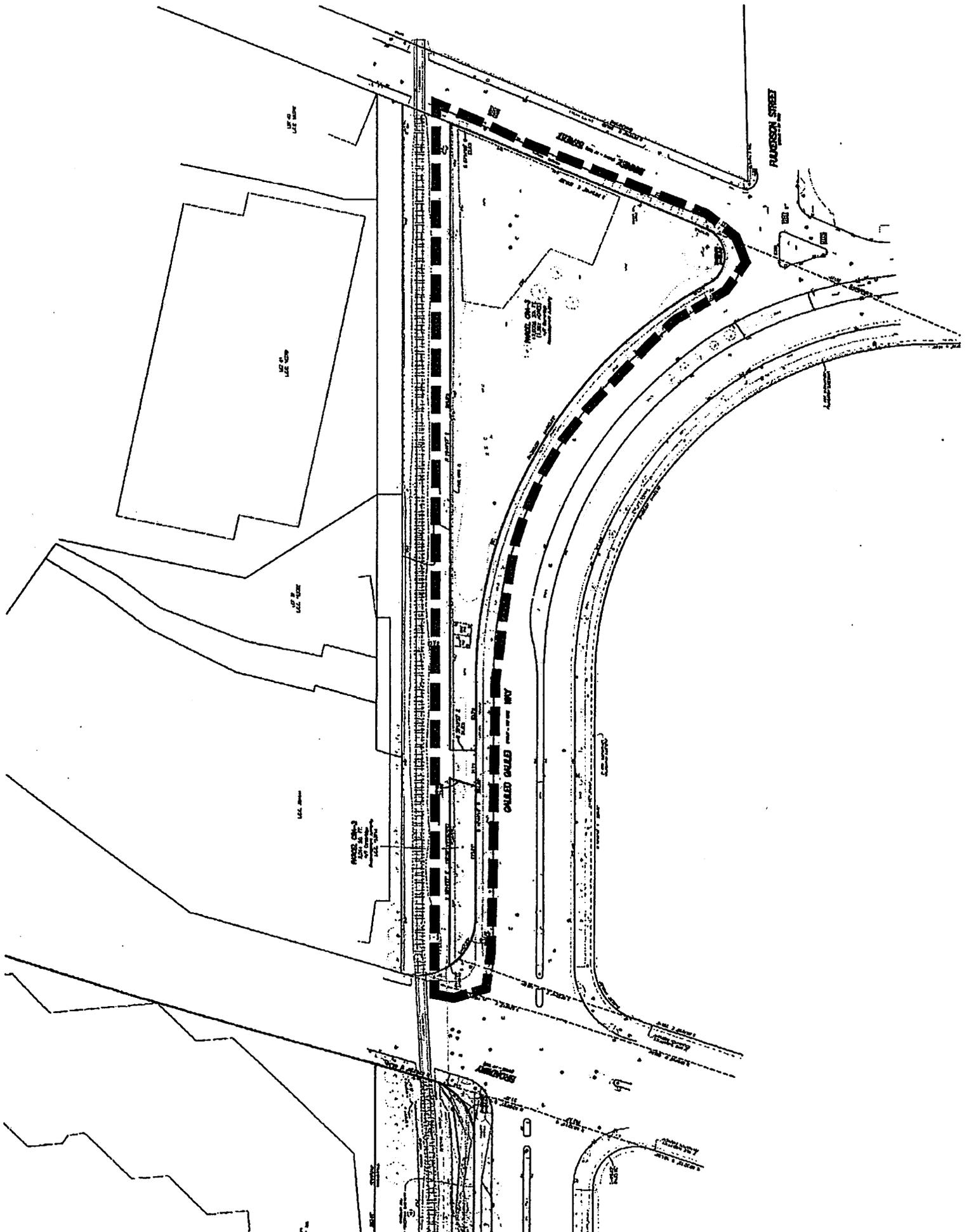
The conveyance will take place upon the issuance of a building permit for the proposed connector building as described in the Boston Properties Request Letter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Joseph F. Tulimieri".

Joseph F. Tulimieri
Cambridge Redevelopment Authority
Executive Director

cc: The Honorable Robert W. Healy
Ms. Donna P. Lopez, Interim City Clerk



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