

**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 27<sup>th</sup> 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:

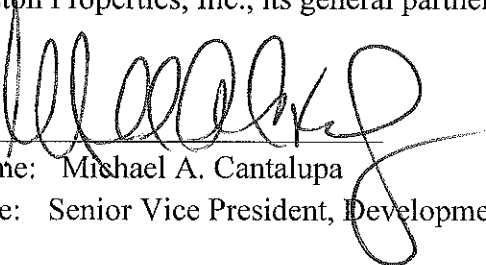
1. As stated in the Original Request Letter, the expiration date of the Covenants will be extended from the current expiration date of August 5, 2022 until August 5, 2050.
2. Boston Properties will contribute \$2,000,000.00 to the City of Cambridge towards the design and construction of a new urban at-grade 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