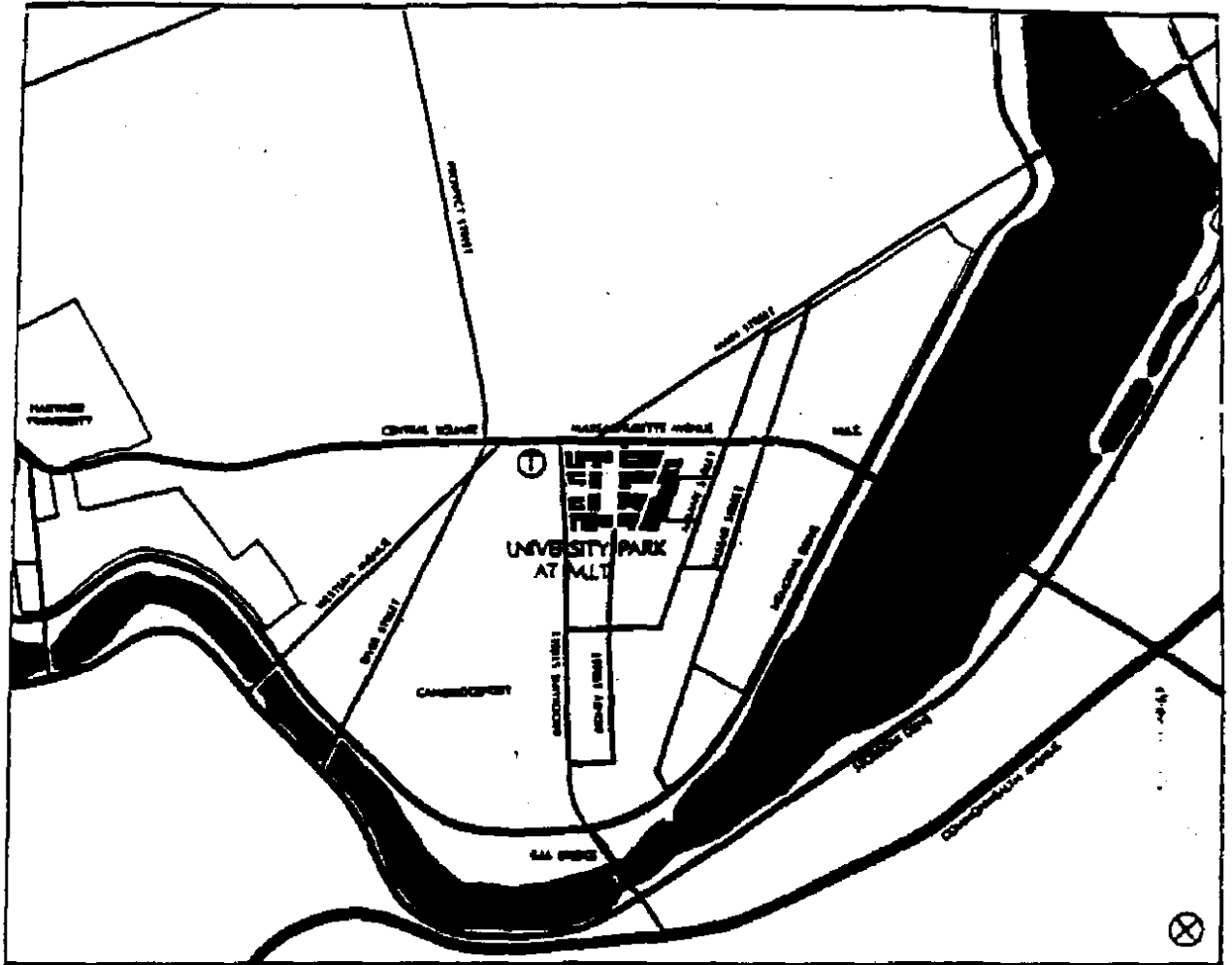


EXHIBIT A
TO
AGREEMENT FOR DESIGN REVIEW GUIDELINES

FINAL



UNIVERSITY
PARK
AT M·I·T

URBAN DESIGN
GUIDELINES

OCTOBER 2, 1987

REVISION: DECEMBER 22, 1987

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A. PRIMARY USE PATTERNS AND GENERAL PLAN

COMMENTARY & OBJECTIVES

The development of University Park at M.I.T. offers a rare opportunity to create a new working and living environment in Cambridge which achieves its own unique identity while, at the same time, becomes a vital and integral part of the Cambridge community. In general, the achievement of these two goals involves:

1. An Emphasis on Street Oriented Development.

The urban street network -- the building defined pedestrian and vehicular spaces of the city -- is recognized as a primary element of urban structure and organization. The street focuses activities, defines circulation and provides continuity with the surrounding city.

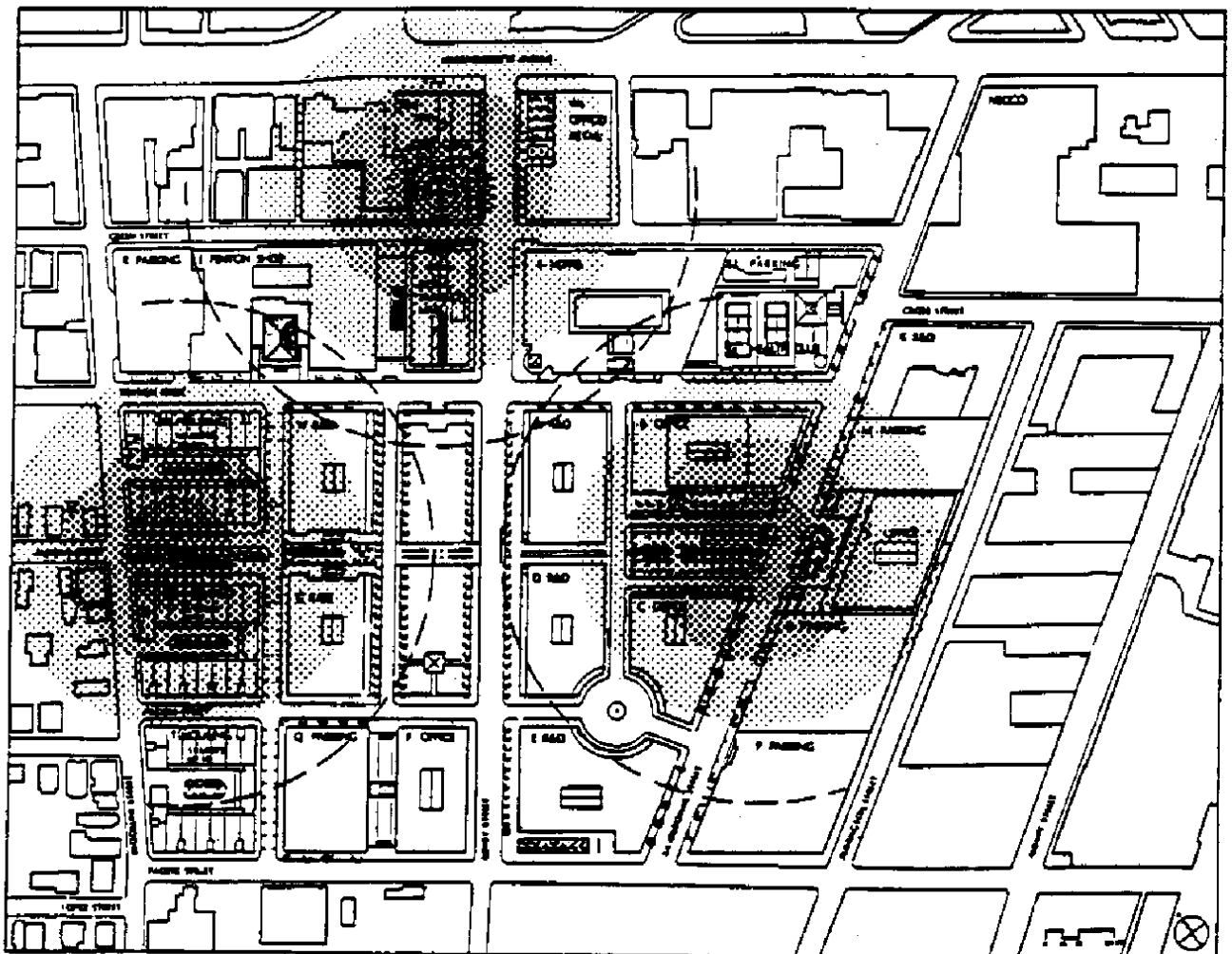
2. The Formation of Useful and Meaningful Public Use Space.

Outdoor spaces accessible to the public at University Park will become an integral part of Cambridge's public life and patterns of public activities, a number of public spaces, all different in configuration, identity and probable use patterns, will be located at University Park.

PRIMARY USE PATTERNS

Individual building uses are anticipated to relate to a more generalized pattern of activity concentrations and focal points across the site.

1. The western portion of the site along Brookline Street, centering at



Auburn Square, will become a center of residential uses. An element of housing will be included along the northwestern edge of University Park Common to the extent possible as discussed in the Cambridgeport Blue Ribbon Committee Report.

In any new residential construction, units designed for family occupancy in buildings designed primarily for such uses shall have separate entries and accessible private outdoor space. In addition, the pathways in and around the housing shall connect easily to public open space in the area.

2. Retail uses are anticipated to be focused at the Gateway/Market Square, adjacent to the intersection of Massachusetts Avenue and Sidney Street. As the retail presence in the district evolves, street level retail uses could develop along Green and Franklin Streets, along the eastern and western edge of University Park Common, and elsewhere with special attention to avoidance of conflicts with residential uses. This notion of a variable and potentially expandable retail presence allows for the accommodation of future, currently unpredictable, retail opportunities.

The retail portion of University Park is intended to strengthen the retail presence in Central Square and improve its position vis-a-vis other retail centers -- not to compete with Central Square.

Under the terms of these guidelines, 100,000 square feet of retail* will be allowed. As provided in the preamble, by written consent of all parties, this may be amended upwards to the 150,000 square feet ceiling stipulated in the Ordinance, provided it can be demonstrated that the additional retail uses will not adversely affect the retail climate of Central Square.**

*plus cinemas and theaters

**and provided further that the Planning Board shall consider the mix

3. Office and research/development uses are anticipated to find a major center at the major open space to be provided in the vicinity of Landsdowne Street (i.e. Landsdowne Quadrangle equivalent). This eastern-most area of the site is most suitable for a major concentration of these uses in its accessibility from both Sidney and Landsdowne Streets, its remoteness from smaller scale residential areas to the west of the site, and, as such, its capacity to accept taller and larger scale structures.

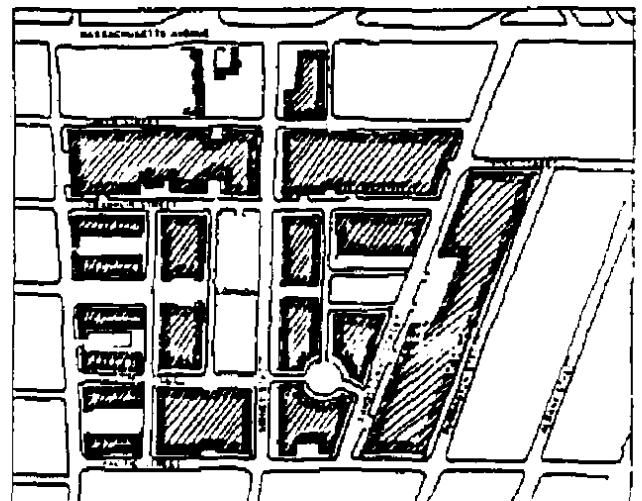
These areas of focused activities are then all related to the University Park Common, an urban space which, in its scale and central location, becomes a center of all activities in the district.

The presence of these focal areas will, across the development period of University Park, affect specific uses of individual sites. The vital presence of these various activities will, in other words, contribute to the dynamic development of University Park.

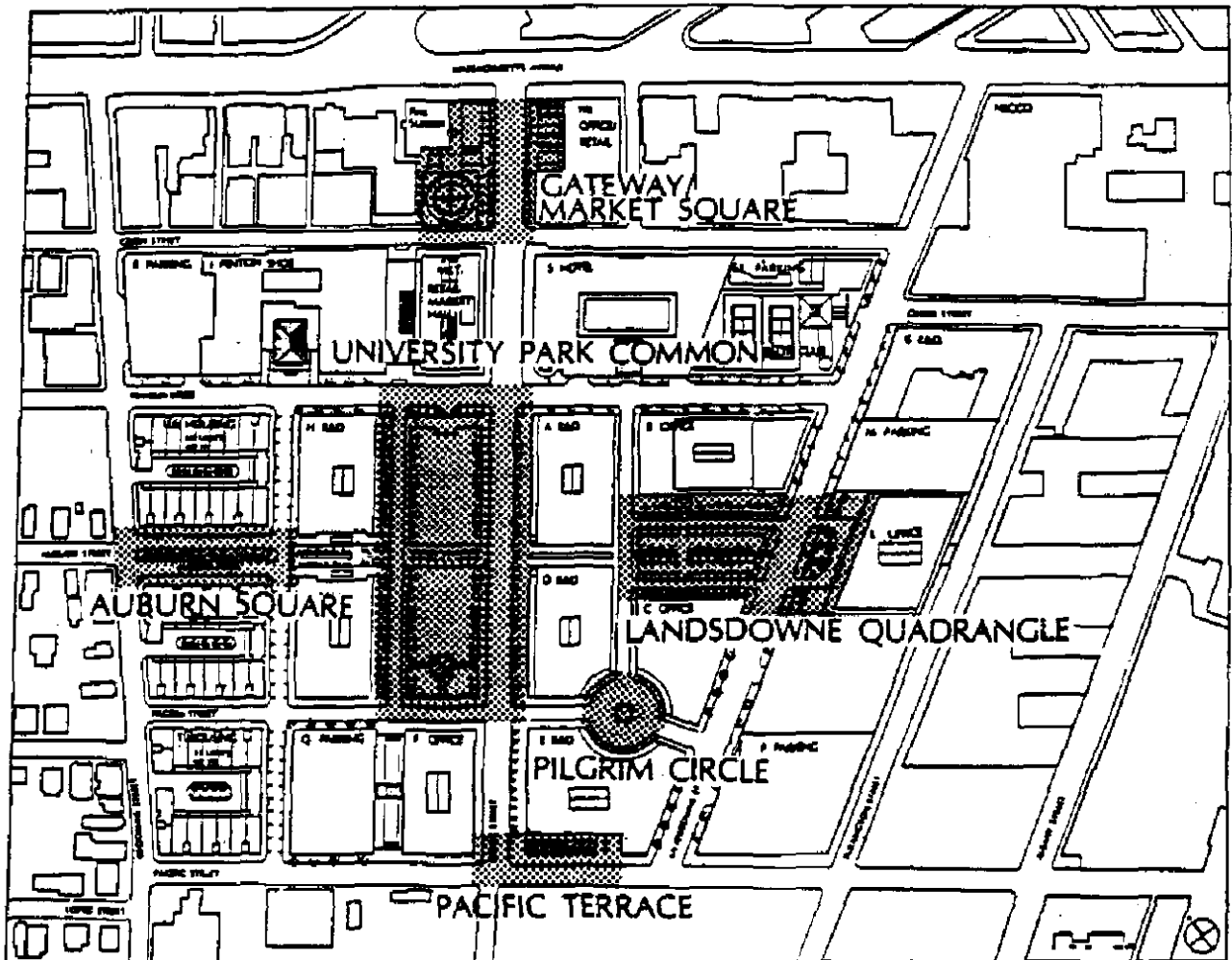
GENERAL PLAN

The General Plan of the University Park Project, shown here, indicates the proposed pattern of building locations and major open spaces.

Building footprints indicate the overall intent to reinforce streetscape definition by requiring the vast majority of building faces to be flush with sidewalk and right-of-way edges. Exceptions are generally limited to major passages between structures linking to major open spaces or setbacks integral to the formation of major open spaces.



B. OPEN SPACES AND STREETSCAPE



OPEN SPACES AND STREETSCAPE

University Park is organized around a street system and interlocking open space system, which together constitute a framework around which development will occur.

The overall design goal is ease of pedestrian flow all the way from the Brockline Street neighborhood edge, through the new mixed-use development, across the railroad tracks where feasible, and to the Charles River open space system.

OPEN SPACES

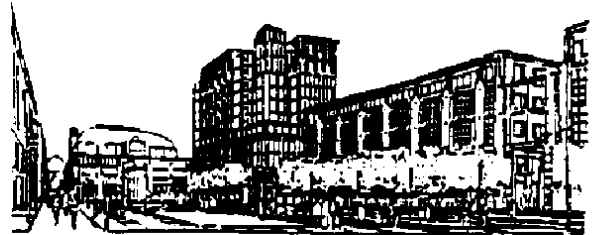
Open spaces at University Park are to be developed in coordination with the street system and are intended to help support and focus the various activities which surround them. Design and programming of the open space should reflect the zoning ordinance requirement that such space be publicly beneficial and accessible.

These open spaces will be developed and programmed in detail as they are brought to realization individually over time. However, the following elements have been identified for the Gateway/Market Square, University Park Common, and Auburn Square.

UNIVERSITY PARK COMMON

University Park Common will be constructed at the westerly side of Sidney Street between Franklin and Pilgrim Streets and is required to have a minimum size of one acre. This space is intended to be the centerpiece of the entire District and to act as a focus for all its surrounding activities -- such as retail, office, hotel, residential and research/development uses. The size of the space and its central location are intended to allow for a wide variety of uses -- passive recreation, exhibitions, concerts, festivals, kiosk retail, cafes, etc. Specific uses are expected to change across time and to be affected by the eventual uses of the Common's surrounding buildings. The space is not intended as an active sports area, but as a relatively passive setting which can accommodate various uses depending upon the specific uses of its surrounding buildings, particularly at ground level. If, for instance, retail uses such as cafes find locations along the Common's western frontage, that area of the Common could accommodate outdoor eating areas, food kiosks, and the like. Provision might also be made for public events such as concerts and exhibitions within the commons bounds. The space will have a combination of planted green and hard-surfaced areas, and tree plantings.

Trees will be selected from among the trees set forth in the Large, Small, Lawn, Bosque tree categories, or similar trees. (See STREETScape: TREE PLANTING.) The paved area will be designed and positioned to accommodate various uses as the development evolves.



THE GATEWAY/MARKET SQUARE

The Gateway/Market Square will be located at the intersection of Massachusetts Avenue and Sidney Street. It is intended as both a major entrance space to University Park and a likely primary center of retail activities. The ground plane of the Gateway/Market Square will be finished primarily in hard surfaces consistent with the materials of Type I Pedestrian Paving. This dominant hard surface treatment is intended to allow for temporary and pushcart retail, public gatherings, outdoor entertainment and a variety of related uses. In addition, the space will include planting of shade trees. Trees are to be

selected from among the trees included in the Large, Small, Lawn, and Bosque tree categories, or similar trees. (See STREETScape: TREE PLANTING.)



AUBURN SQUARE

Auburn Square will be constructed at a portion of the District's Brookline Street frontage near the continuation of Auburn Street and will have a minimum width of 90 feet between building faces. It will be constructed amid residential surroundings and is conceived of as a neighborhood related open space as well as a western pedestrian entry into the University Park area. As a small neighborhood green space, Auburn Square is intended as passive space, possibly with benches and areas suitable for small children's play. The specific design chosen for this space will not encourage active

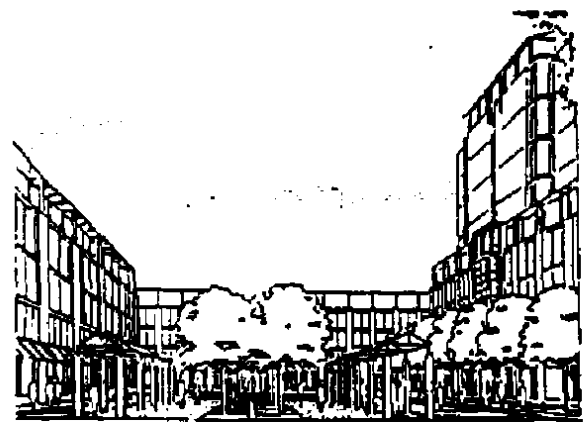
sports uses. The ground plan of this space may possibly include paved pedestrian/drive ways in addition to planted green space. The green space will contain trees selected from among the trees set forth in the Large, Small, Lawn, and Bosque tree categories, or similar trees. (See STREETScape: TREE PLANTING.)



LANDSDOWNE QUADRANGLE

Landsdowne Quadrangle will be located along the Auburn Street alignment at Landsdowne Street. This space will provide a focus for office and research/development uses. It will be less active than the Common; this space is intended primarily as a convenient amenity for the immediately surrounding buildings and as a counterpoint to any tall buildings nearby.

The ground plane of Landsdowne Quadrangle will be furnished primarily in hard surfaces consistent with the materials of Type 1 Pedestrian Paving.



ADDITIONAL OPEN SPACE

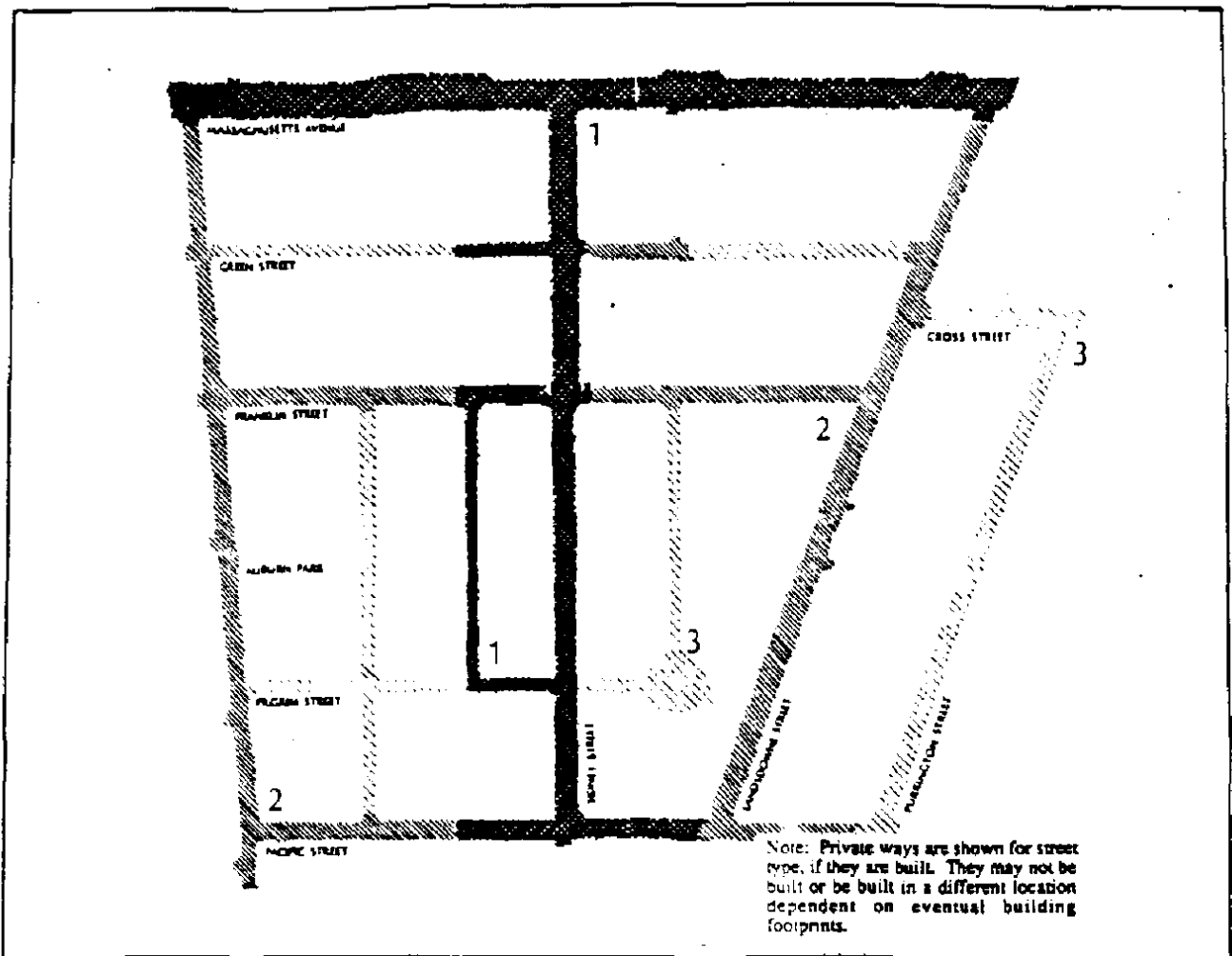
Additional open space will be provided in other locations. The locations, dimensions, and configuration of each such space remain to be determined. Among the possibilities are the following:

- Pilgrim Circle -- small circular area on Pilgrim Street providing a unique point of identification for the surrounding buildings.
- Pacific Terrace -- a shallow space set back along Pacific Street at Sidney Street. This space could be the southern entrance

to University Park and provide drop-off areas for buildings.



STREETSCAPE



STREETSCAPE

Streetscape consists of all portions of street-related areas other than carriage ways dedicated to vehicular traffic, parking and loading.

CATEGORIZATION OF STREET TYPES

Streetscapes in University Park have been allocated to three categories: Types 1, 2 and 3.

STREETSCAPE TYPE 1

Type 1 refers to streetscape along the primary streets or portions thereof: Sidney Street, running north and south through the complex, Massachusetts Avenue along the northern boundary of the project, Pacific Street at its

intersection with Sidney Street, Green Street bordering the Gateway/Market Square, and the streets are expected to carry the greatest amounts of vehicular and pedestrian traffic and thus to form the most active links to and from the overall community. As such, they require the greatest carriage widths, greatest sidewalk dimensions, and most articulated lighting. Carriage ways are anticipated to be typically 36 to 48 feet wide.

STREETSCAPE TYPE 2

Type 2 refers to streetscape along streets or portions thereof which are expected to carry lesser traffic flow within the overall complex and connecting to the immediate surrounding community. These streets include Landsdowne Street, Brookline Street, those portions of Franklin Street and Pacific Street not designated

as Streetscape Type 1, and Green Street between Sidney Street and Blanche Street. Carriage-ways are anticipated to be typically 24 to 32 feet wide.

STREETSCAPE TYPE 3

Type 3 refers to streetscape along the remaining streets or portions thereof, which are expected to carry the least amount of traffic and/or to provide primarily service access. Carriage-ways are anticipated to be as narrow as 18 feet.

There are three aspects of Streetscape here considered: Pedestrian Paving, Street Lighting, and Street Trees.

PEDESTRIAN PAVING

Required widths are established in these Design Guidelines relative to the type of street and consequent amount of pedestrian traffic anticipated. Permitted paving materials are established in these Design Guidelines to provide a sense of continuity with the anticipated fabric of new and existing buildings, and patterns within paving permitted to reflect building modules and indicate building entries, street crossings, and other significant events.

All pedestrian paving will be separated from carriage-ways by granite curbing. This granite curb provides a constant line of material and dimension along all edges between roadway and pedestrian surface, while pedestrian surfaces themselves are permitted to be differentiated according to Streetscape type. Pedestrian Paving Type 1 is required for Streetscape Type 1. Pedestrian Paving Type 1 and Pedestrian Paving Type 2 are permitted for Streetscape Type 2. Pedestrian Paving Type 1, Pedestrian Paving Type 2, and Pedestrian Paving Type 3 are each permitted for Streetscape Type 3.

LIGHTING

Street lighting will serve both to provide an aesthetic quality and identity for the project and to provide suitable light levels for safety and

to provide suitable light levels for safety and security. Both functional and aesthetic goals will be met with fixtures intended to provide distinction without incompatibility with surrounding neighborhoods.

TREE PLANTING

One of the primary goals of University Park is to provide a vital, pleasant, and inviting amenity by ample provision of tree planting.

STREETSCAPE: PEDESTRIAN PAVING

Pedestrian paving may be differentiated by street types relative to traffic flow and prominence of the streets.

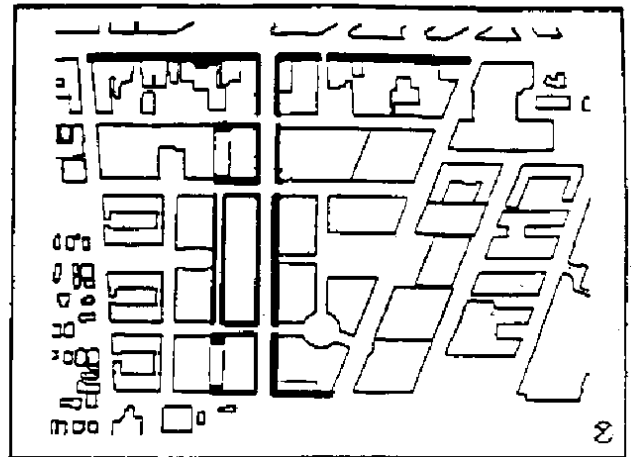
TYPE 1 PEDESTRIAN PAVING

Type 1 pedestrian paving will generally be at least twelve feet in width, inclusive of curb and planting areas, or greater where the angle of the street to the adjacent building face creates varying pavement widths.

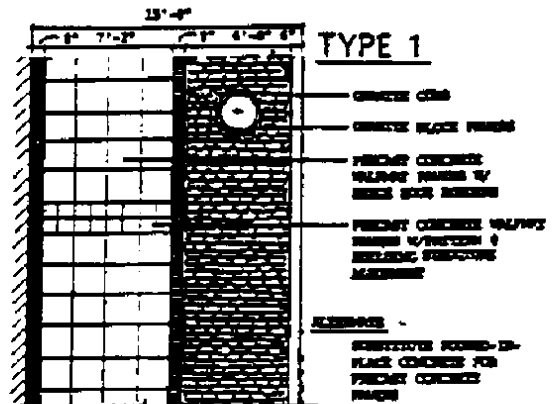
Type 1 pedestrian paving is the most highly articulated and finished. It includes two rows of brick edging, one at the intersection of the sidewalk and building face, a second between the pedestrian and planting "zones"; a pedestrian zone of pre-cast pavers or scored concrete, and a zone of cobblestones immediately adjacent to the curb.

The brick edging provides continuity with building surfaces; the pre-cast pavers or concrete provides the dominant walking surface with a material both visually pleasant and flexible. The pattern of pre-cast pavers or concrete will be articulated in response to building wall modules and further articulated by bricked areas at building entries and connection to pedestrian street crossings. The cobblestone "zone" accepts tree planting and provides a location for the majority of street furniture. Tree grates (not less than four feet square) may be provided as an alternative within the cobbled zones.

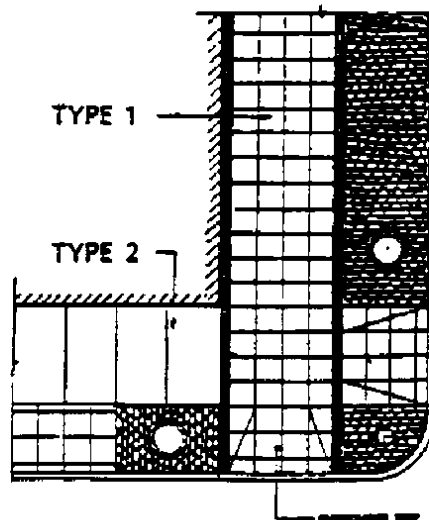
The area of cobbles (and tree grates, if provided) will be continuous so far as is practicable so as to provide water infiltration and root space for the accommodation of tree planting.



TYPE 1 PAVING



ILLUSTRATIVE PLAN

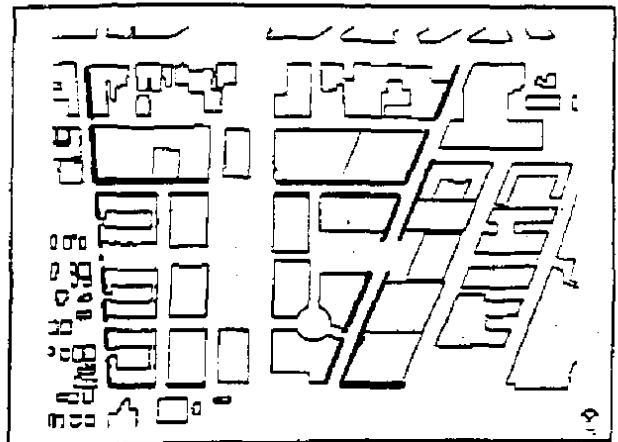


TYPE 1-TYPE 2 CORNER

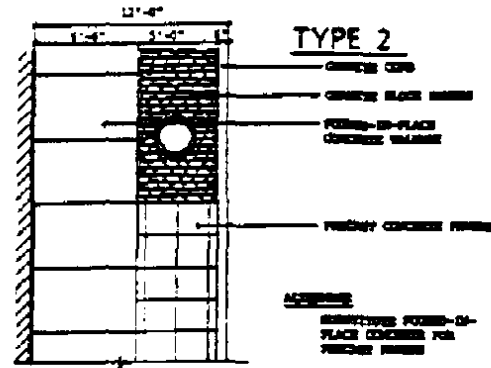
TYPE 2 PEDESTRIAN PAVING

Type 2 pedestrian paving will typically be twelve feet wide. Type 2 pedestrian paving has two of the same materials as Type 1: pre-cast pavers or scored concrete and a cobbled tree planting zone.

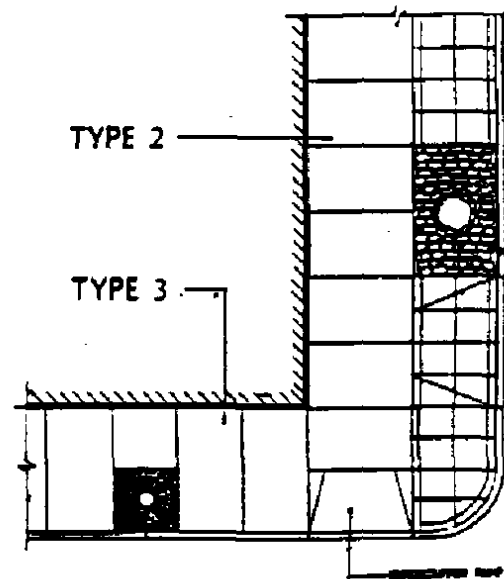
The cobble zone on Type 2 pedestrian paving may be segmented rather than continuous, reflecting a diminished requirement for water filtration to the species of trees being accommodated. These discontinuous cobbled tree pits would be separated by pre-cast concrete with a smaller module than that of the pedestrian ways. The pre-cast paving or concrete will be dimensioned to reflect building modules and may be articulated with brick paving at some building entrances. Tree grates (not less than four feet square) may be provided as an alternative or in addition to the cobbled tree pits.



TYPE 2 PAVING



ILLUSTRATIVE PLAN

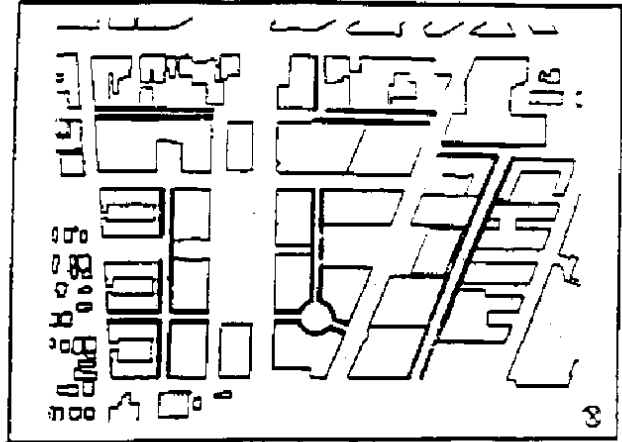


TYPE 2-TYPE 3 CORNER

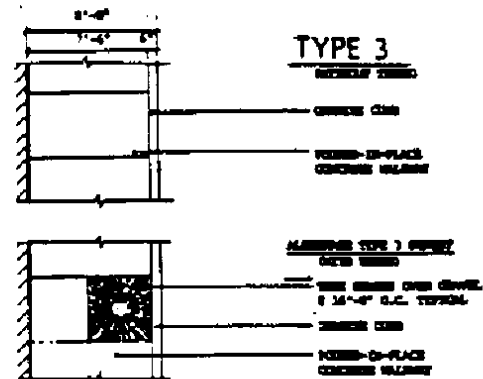
TYPE 3 PEDESTRIAN PAVING

Type 3 pedestrian paving is intended for relatively light traffic and its dimension is limited to a typical eight foot width, not divided into paving and cobble zones. The cobble zone is eliminated as are the brick accent strips leaving the dominant material the paving itself, poured-in-place concrete on Type 1 and Type 2 pedestrian paving.

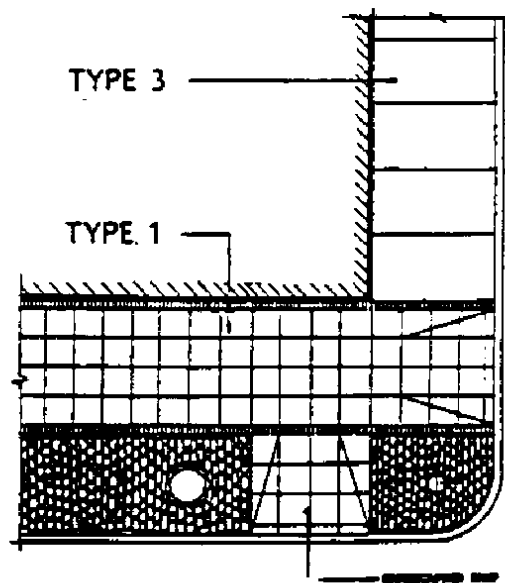
There is also a variant of Type 3 pedestrian paving which allows tree planting, and an alternate paving pattern is established using four foot square tree grates set within the basic pattern of poured-in-place concrete.



TYPE 3 PAVING



ILLUSTRATIVE PLAN



TYPE 3-TYPE 1 CORNER

PEDESTRIAN STREETSCAPE: STREET LIGHTING

Street lighting at University Park is to be provided by three distinct fixture types.

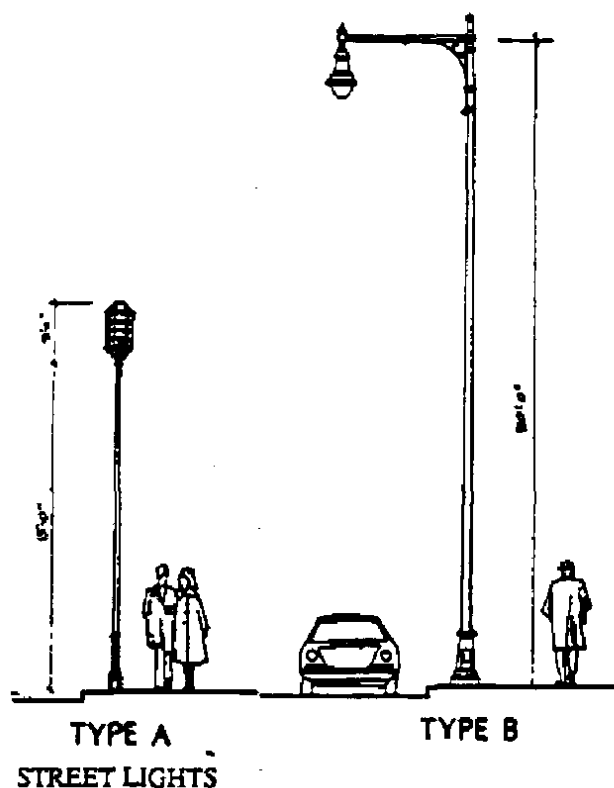
The Type A will be high pressure sodium lights at a mounting height of approximately fifteen feet. Fixture and pole will be selected from the following: Wellsbach's Manhattan, Commonwealth, or Londonderry with limited modifications mounted on Wellsbach Clifton poles or Poulsen's satellite maxi/mini on Poulsen's aluminum poles. These lights form the primary source of street lighting on all streets.

In recognition of potential blockage of some light on the pedestrian surface by tree planting, these lights may possibly be augmented by building "spill light" and/or building mounted lights. This second form of lighting would allow the first to be focused primarily on the carriage-ways, while assuring that the pedestrian areas are also well lit. These fixtures would be selected on a building-by-building basis.

The Type B lighting fixture is a high pressure sodium fixture (Cambridge standard at Memorial Drive) at a mounting height of approximately thirty feet. These fixtures will be used to emphasize the projects most important street intersections, providing both aesthetic emphasis and an appropriate additional safety measure. The intersections which will receive these fixtures include all of those along Sidney Street as well as those flanking University Common opposite Sidney Street. This lighting may also be placed at other intersections.

Additional lighting may also be provided as accents to particular areas or buildings.

The typical light pattern will be interrupted for loading docks, service entries, etc., and replaced in these instances with building mounted lights.



LIGHTING AT TYPE 1 STREETScape

The widest carriage-ways (36 to 48 feet) require the greatest density of lighting. Consequently, fixtures at Type 1 Streetscape will typically be placed directly opposite one another across the carriage-way width, on a fifty foot grid.

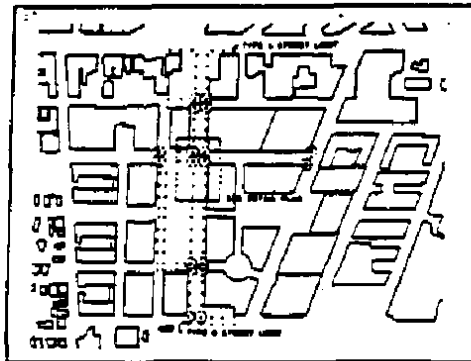
LIGHTING AT TYPE 2 STREETScape

Carriage-ways of lesser width (typically 24 to 32 feet) require a lesser density of light. Consequently, fixtures at Type 2 Streetscape will typically be placed at thirty-two foot

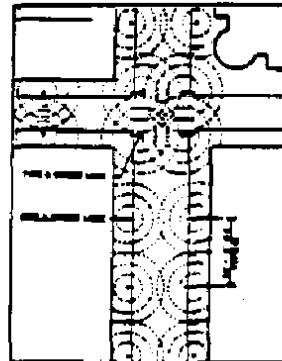
intervals along the length of the street, but in this case will be provided by lights on alternating sides of the street in a staggered pattern, thus typically accommodating a single fixture for every thirty-two feet of length along the carriage-way.

LIGHTING AT TYPE 3 STREETScape

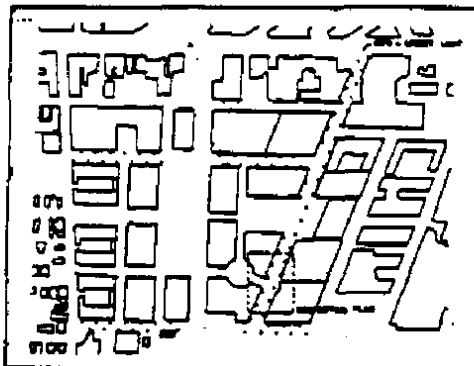
Carriage-ways having the most limited widths require the least density of light. Consequently, Type 2 Streetscapes will be lit by a single row of fixtures, typically at intervals of fifty feet on one side of the street.



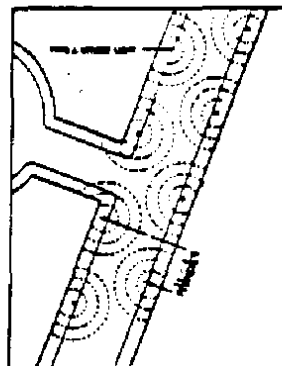
TYPE 1 STREET LIGHTING



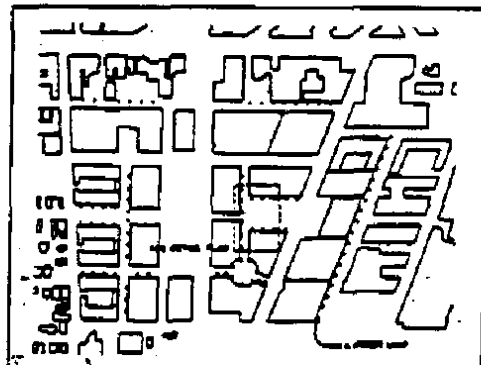
TYPE 1 PLAN DETAIL



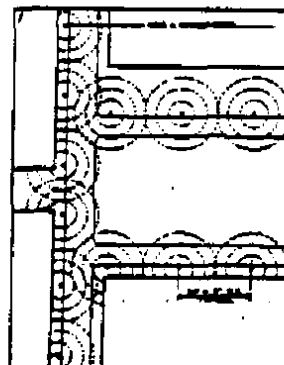
TYPE 2 STREET LIGHTING



TYPE 2 PLAN DETAIL



TYPE 3 STREET LIGHTING



TYPE 3 PLAN DETAIL

**PEDESTRIAN STREETScape:
TREE PLANTING**

The three dimensional scale and impact of tree lined streets and open spaces are important aspects of University Park. The grid of tree rows formed by street planting is intended to form green links to the planted open spaces of the project. Trees planted for permanent installation will be at a minimum of 3-1/2" caliper.

Various species of trees have been considered for use within the overall system, defined as to their appropriate use, and classified accordingly.

These classifications divide the trees into large scale street trees (referred to as "Large" trees); small scale street trees (referred to as "Small" trees); "Bosque" trees, and "Lawn" trees. It is intended that trees in like applications be of the same or complementary species and that trees be selected as appropriate for each particular application.

Trees within each classification have been analyzed in terms of form, height and spread, texture, color, salt resistance and urban suitability. The classes are as follows (see next page):

Large Trees

Green Ash (*Fraxinus Lanceolata* Pennsylvania)
 Red Maple (*Acer Rubrum*)
 Ginkgo (*Ginkgo Biloba*)
 Honey Locust (*Gleditsia Triacanthos*)
 London Plane (*Platanus Acerifolia* 'Bloodgood')
 White Oak (*Quercus Alba*)
 Red Oak (*Quercus Borealis*)
 Scholar Tree (*Sophora Japonica*)
 Littleleaf Linden (*Tilia Cordata*)
 Silver Linden (*Tilia Tomentosa*)

Small Trees

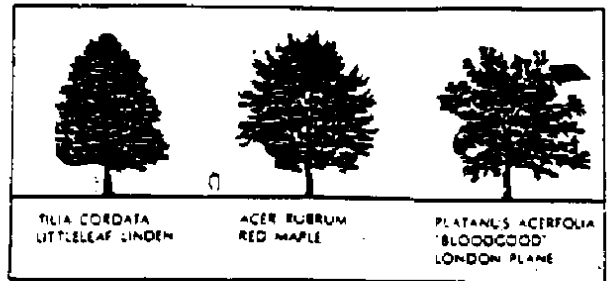
Red Maple (*Acer Rubrum* 'Armstrong')
 Hackberry (*Celtis Occidentalia*)
 Japonica Katsura (*Cercidophyllum*)
 Ginkgo 'Sentry' (*Ginkgo Biloba Fastigiata*)
 Goldenrain Tree (*Koelreutaria Paniculata*)
 Dawn Redwood (*Metasequoia Glyptostroboides*)
 Sargent's Cherry (*Prunus Sargentii*)
 Callery Pear (*Pyrus Calleryana* 'Bradford')
 Bald Cypress (*Taxodium Distichum*)
 Japanese Zelkova (*Zelcova Serrata*)

Bosque Trees

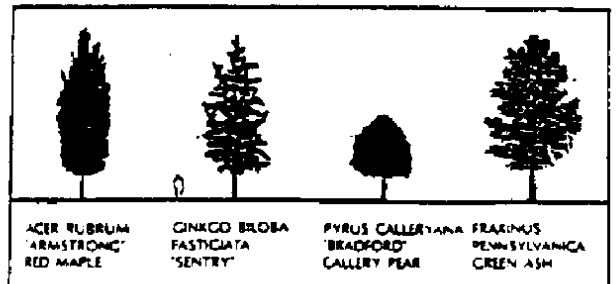
River Birch (*Betula Nigra*)
 European Hornbeam (*Carpinus Betulus*)
 Hawthorne (*Crataegus Species*)
 Honey Locust (*Gleditsia Triacanthos*)
 Kentucky Coffee Tree (*Gymnocladus Dioecious*)
 Goldenrain Tree (*Koelreutaria Paniculata*)
 Dawn Redwood (*Metasequoia Glyptostroboides*)
 'Bradford' Callery Pear (*Pyrus Calleryana*)
 Scarlet Oak (*Quercus Coccinea*)
 American Elm (*Ulmus Parvifolia*)
 Chinese Elm (*Ulmus Parvifolia*)

Lawn Trees

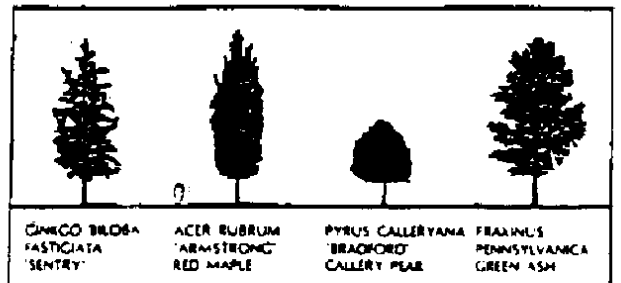
Vine Maple (*Acer Circinatum*)
 Sugar Maple (*Acer Saccharum*)
 Shadblow (*Amelanchier Canadensis*)
 Horsechestnut (*Aesculus Hippocastanum*)
 River Birch (*Betula Nigra*)
 Canoe Birch (*Betula Papyrifera*)
 Japonica Katsura (*Cercidophyllum*)
 Northern Catalpa (*Catalpa Speciosa*)
 Redbud (*Cercis Canadensis*)
 Pagoda Dogwood (*Cornus Kousa*)
 European Beech (*Fagus Sylvatica*)
 'Merrill' (*Magnolia Loebneri*)
 Crabapple (*Malus Florabunda*)
 Sargent's Cherry (*Prunus Sargentii*)
 Showbell (*Styrax Japonica*)



SOME STREET TREES FOR TYPE 1 STREETSCAPES



SOME STREET TREES FOR TYPE 2 STREETSCAPES



SOME STREET TREES FOR TYPE 3 STREETSCAPES

TREES AT OPEN SPACES

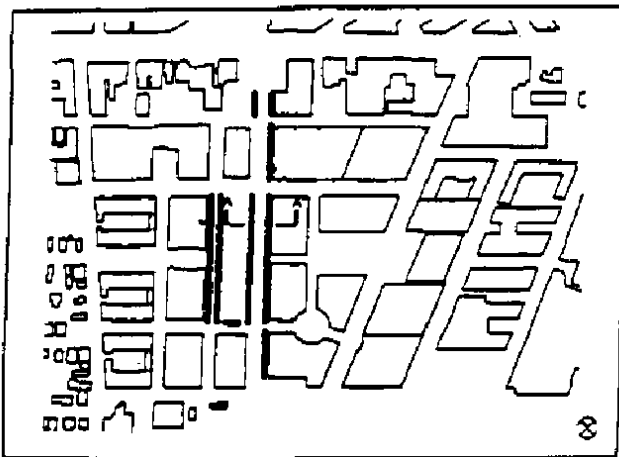
Trees for open spaces will be selected from those included in the categories of Large trees, Small trees, Bosque trees, and Lawn trees, and similar trees.

Since many of the open spaces in the overall plan are closely knit with carriage-ways, care should be taken to assure that tree selections reflect suitable durability to be hardy within these constraints.

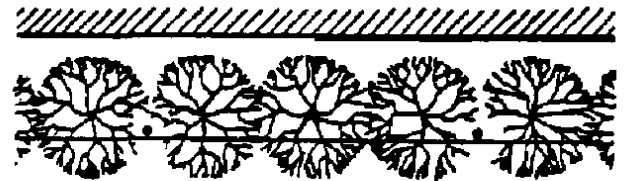
STREET TREES ON TYPE 1 STREETSCAPE

Because Type 1 Streetscape has the widest carriage-ways and pedestrian ways, and the largest areas dedicated to planting strips, providing a significant area for water infiltration and root growth, trees for Type 1 Streetscape will be selected from those included in the category of Large trees, and similar trees. These large trees will be planted approximately five meters on center, in order to provide a dense, overlapping growth.

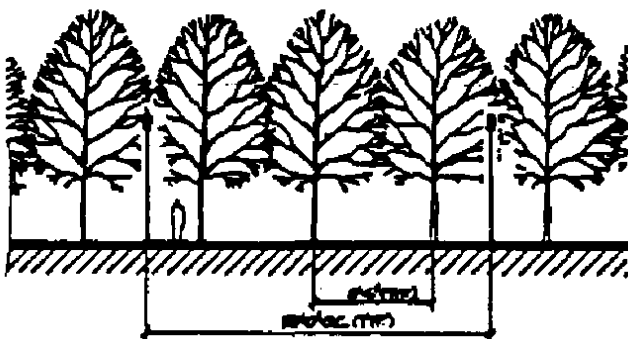
This dense planting scheme is intended to give Sidney Street the quality of an urban boulevard and reinforce the identity and spatial definition of the Common.



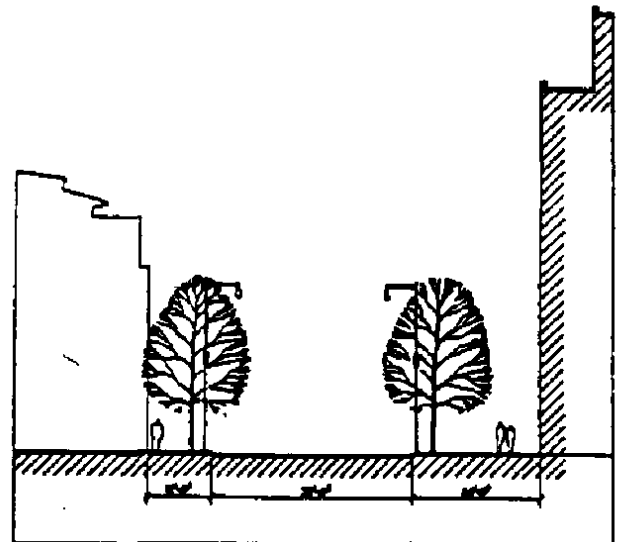
TYPE 1 TREE PLANTING



TYPE 1 PLAN



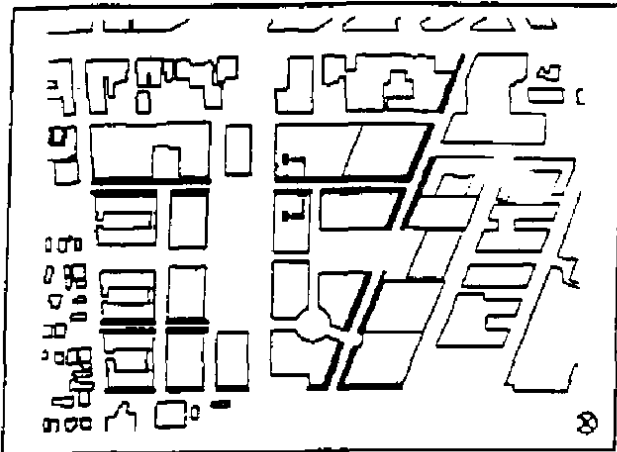
TYPE 1 ELEVATION



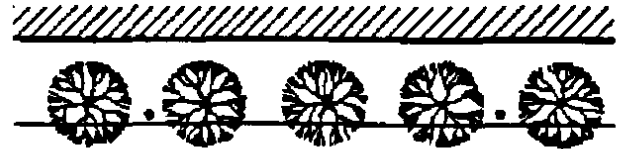
TYPE 1 SECTION A-A

STREET TREES ON TYPE 2 STREETScape

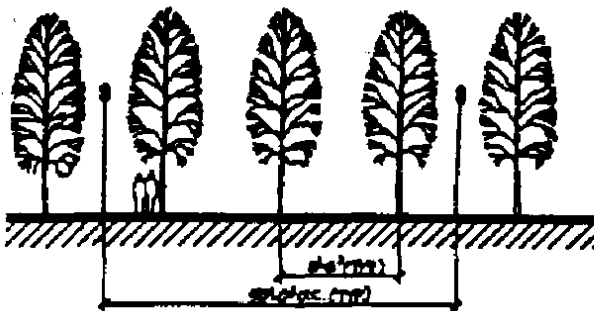
Because Type 2 Streetscape has carriage-ways, pedestrian ways, and planting areas somewhat more limited than those of Type 1 Streetscape, trees for Type 2 Streetscapes will be selected from those included in the category of Small trees, and similar trees, whose spread will not conflict with available dimensions.



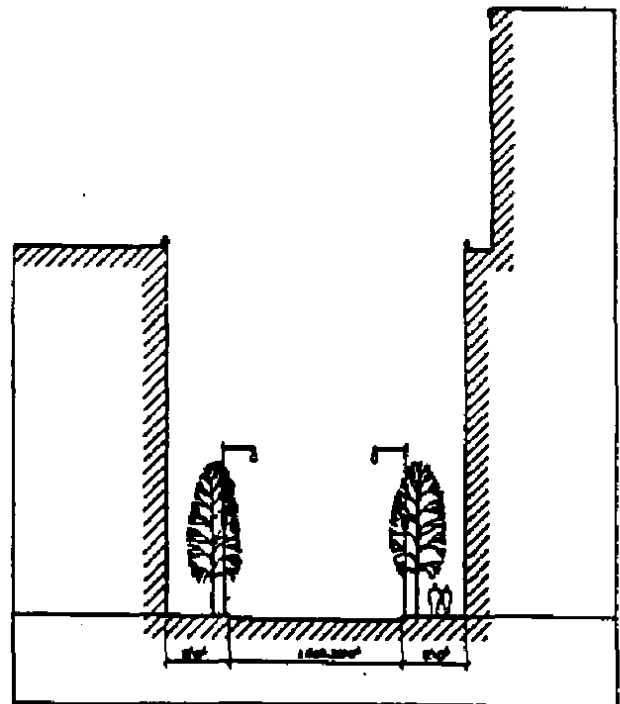
TYPE 2 TREE PLANTING



TYPE 2 PLAN



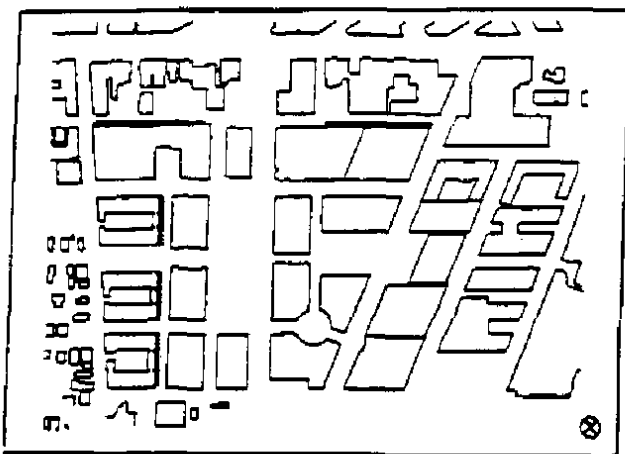
TYPE 2 ELEVATION



TYPE 2 SECTION B-B

STREET TREES ON TYPE 3 STREETSCAPE

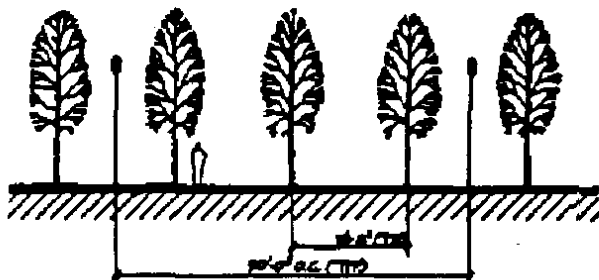
Type 3 Streetscapes have the most limited carriage-way and pedestrian paved widths, and are expected to be the least travelled links between various points of the project. They will only receive tree planting in certain ways. Due to the limited area available, trees on the Type 3 Streetscapes will be of species that can grow within the limitation of four foot square tree pits and which are more columnar in shape, to be selected from those included in the category of Small trees, and similar trees.



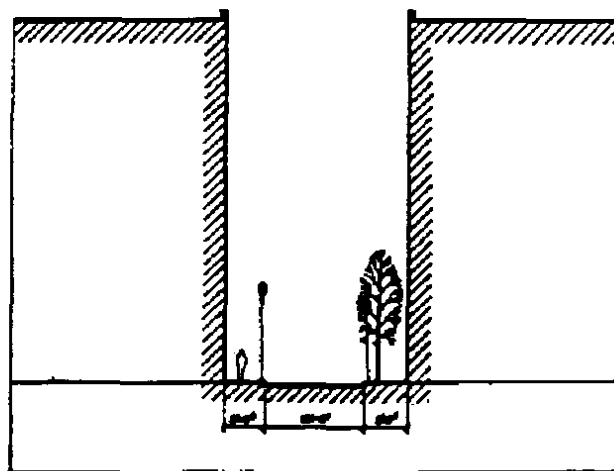
TYPE 3 TREE PLANTING



TYPE 3 PLAN

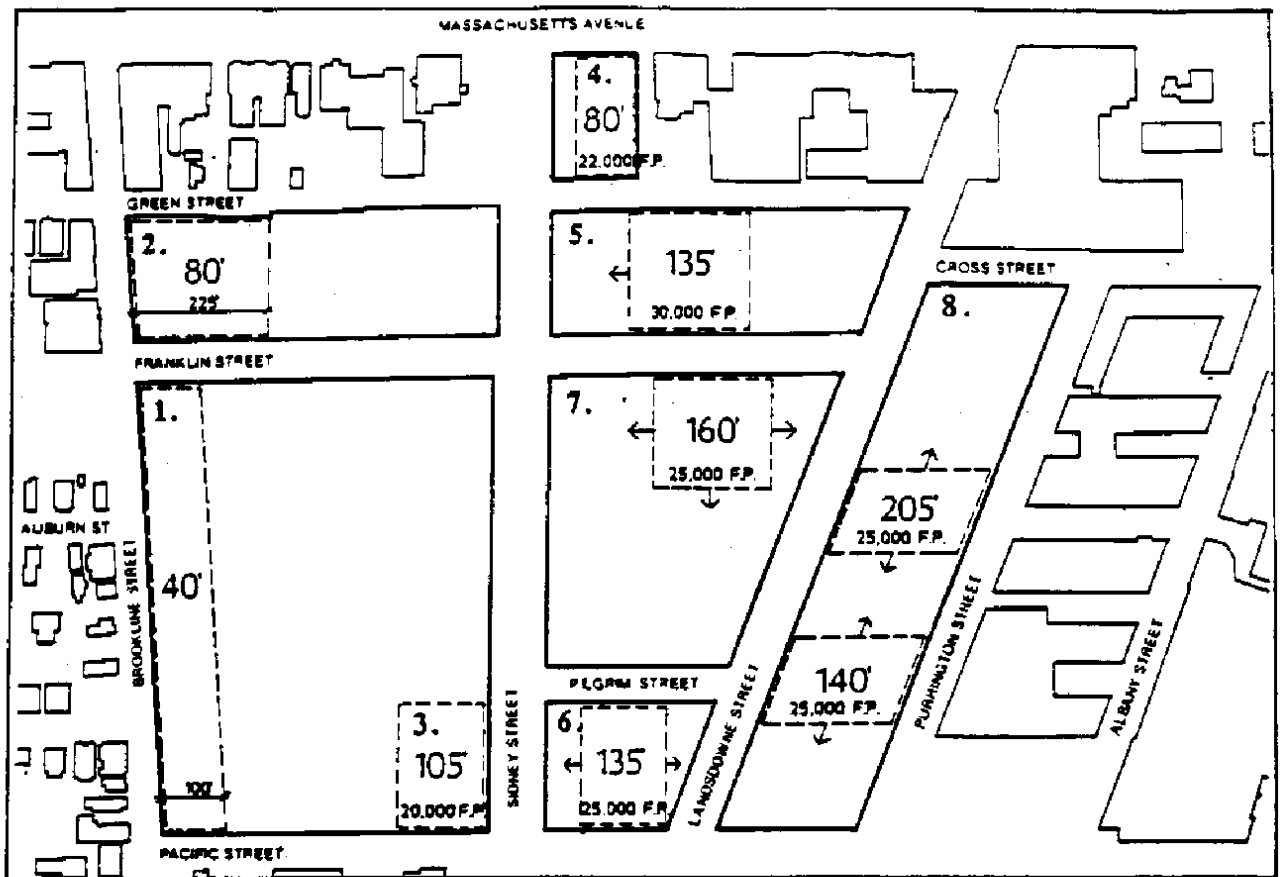


TYPE 3 ELEVATION



TYPE 3 SECTION C

C. BUILDING HEIGHTS



Building heights in University Park are governed by the Cambridge Zoning Ordinance, which provides for a basic building height limitation of seventy feet with a greater building height allowed in limited instances.

The locations of these higher buildings and other factors with respect thereto have not been finally determined. However, some of the possible locations for buildings in excess of seventy feet are those generally indicated in the diagram above. These sites for higher structures related to the major open spaces of University Park are as follows: At the University Park Common, taller structures are contemplated at the space's northern and southern ends. At these locations, taller buildings would help mark the limits of the Common, while reducing the impact of building shadow patterns on the space and its surrounding buildings. Sites along Landsdowne Street and Massachusetts Avenue are also contemplated for taller buildings. In each case, ease of access and distance from the smaller scale building fabric of the

Cambridgeport residential community are important factors in the selection of these locations. In addition, taller structures in the Landsdowne Street area would serve as

important elements of orientation and identification for those approaching the District from the east and south.

Heights should be modulated from the forty foot limitation along Brookline Street to the seventy foot maximum in the adjacent area so as to avoid an abrupt transition.

As a further elaboration on the intent of the height limitations in the Ordinance, the maximum building height within the District shall be seventy (70) feet with the following exceptions:

1. Within one hundred (100) feet of the easterly sideline of Brookline Street south of Franklin Street the maximum height shall be forty (40) feet.
2. Within two hundred twenty-five (225) feet of the easterly sideline of Brookline Street north of Franklin Street the maximum height shall be eighty (80) feet.

3. The maximum building height within two hundred (200) feet westerly of the westerly sideline of Sidney Street shall be one hundred and five (105) feet provided the floor plate of any portion of the building exceeding seventy (70) feet shall be no greater than twenty thousand (20,000) square feet. Further, the building mass bounded by Sidney, Pacific and Pilgrim Streets must align with the westerly sideline of Sidney Street.
4. The maximum building height in the area bounded by Massachusetts Avenue, Sidney, Green and Blanche Streets shall be eighty (80) feet provided the floor plate of any portion of the building exceeding seventy (70) feet shall be no greater than twenty two thousand (22,000) square feet.
5. The maximum building height in the area bounded by Franklin Green, Landsdowne and* Sidney Streets shall be one hundred thirty-five (135) feet for one building only, provided the floor plate of any portion of the building exceeding seventy (70) feet shall be no greater than thirty thousand (30,000) square feet.
6. The maximum building height in the area bounded by Sidney, Landsdowne, Pilgrim and Pacific Streets shall be one hundred and thirty five (135) feet for one building only, provided the floor plate of any portion of the building exceeding seventy (70) feet shall be no greater than twenty-five thousand (25,000) square feet.
7. The maximum building height in the area bounded by Sidney, Landsdowne, Franklin and Pilgrim Streets shall be one hundred sixty (160) feet for one building only, abutting Franklin Street, provided the floor plate of any portion of

the building exceeding seventy (70) feet shall be no greater than twenty-five thousand (25,000) square feet.

8. The maximum building height in the area bounded by Landsdowne, Cross, Purrington and Pacific Streets shall be one hundred and forty (140) feet for one building and two hundred and five (205) feet for another building provided the floor plate for any portion of a building exceeding seventy (70) feet shall be no greater than twenty-five thousand (25,000) square feet.

No more than seven hundred and seventy-five thousand (775,000) square feet of gross floor area shall be permitted in buildings or portions of buildings above seventy (70) feet for those areas identified in paragraphs 5,6,7, and 8 above.

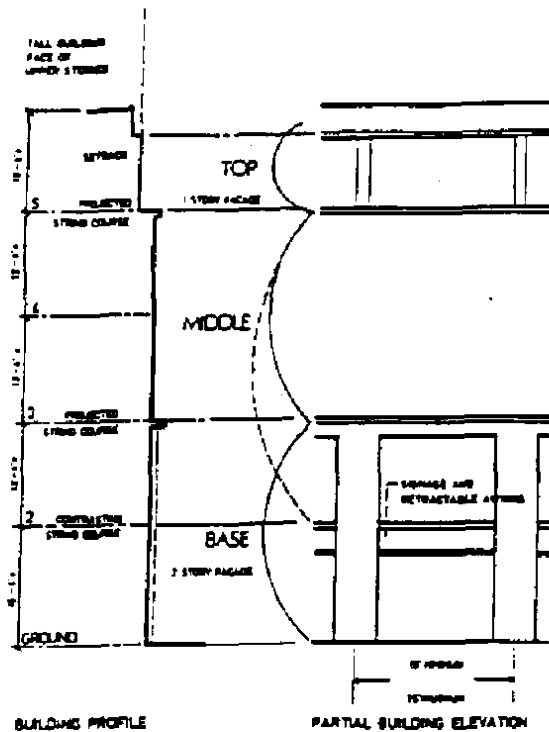
Facades extending above the 70' general height limit shall be designed and articulated to diminish apparent mass. Such facades will be articulated so as to limit horizontal continuity of plane and/or wall treatment to a maximum length of 100'.

As provided in the preamble to the guidelines, upon agreement by all parties to the contract, these provisions may be relaxed up to the maximum levels in the Ordinance.

Mechanical equipment or other penthouse structures will be located so as to be minimally visible from adjoining public open spaces or adjacent street, unless integral to the architectural design of the building.

*within 350 feet of

D. THE BUILDING WALL



TYPE A / 2 STORY BASE

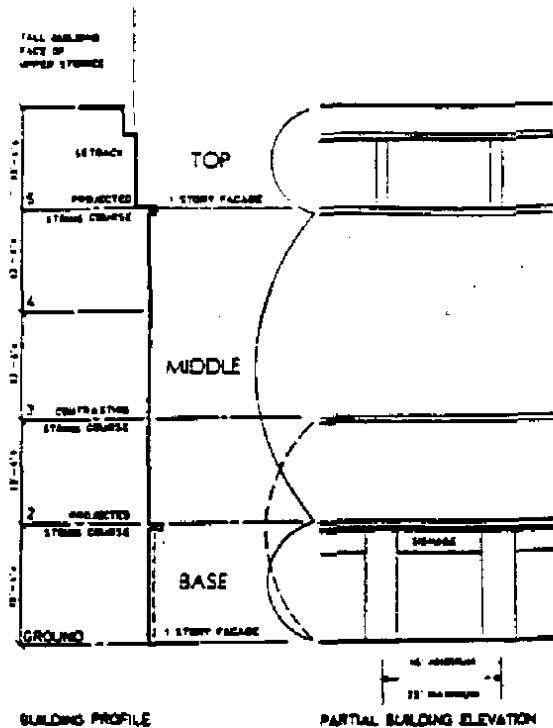
FACADE

Along with adherence to applicable height limitations, building design on each development parcel where new construction will occur, is also required to incorporate particular horizontal divisions within the vertical building wall. Such divisions adhere to the concept that urban building walls have, in general terms, three vertical divisions: "Bases," "Middles," and "Tops." The Top may also itself contain a division called a "Cap."

At University Park, the particulars of these divisions are intended to relate to the scale and desired character of the various public spaces and streets to which the given building wall relates. Each division will be distinguished from adjoining divisions.

The following requirements will apply to building wall design:

1. Each Base will be composed of the first floor or first two floors on the building.



TYPE B / 1 STORY BASE

2. Each Base, in its entirety, will be designed to give the appearance of greater height than any single floor in the Middle.
3. The Middle will be between the Base and the Top.
4. The architectural treatment of the Top will be designed to create a sense of distinctly finishing the dominant architectural theme of the Middle of the building. This architectural finish may be accomplished by change in the window rhythm, change in apparent floor height, setback, or use of alternate materials or a combination of these elements.
5. Setbacks extending the horizontal length of a facade will typically not occur in the Base and Middle divisions. The Top section, however, may be designed so that it is set back from the Middle division.

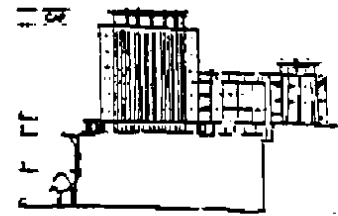
6. Distinctive corner and entry treatments may differ from the Base, Middle, and Top guidelines of this section in order to enhance the building facades.

The design of buildings more than five stories in height will follow the concept of horizontal divisions outlined above. The lower five floors of these buildings will adhere to the basic horizontal divisions of the five story structure discussed above with upper floors forming a vertical mass rising above this five story structure. The Top of buildings above five stories may have a "cap" set back above the previous floor. The Cap is a large building element distinctive in shape and smaller than the previous floor.

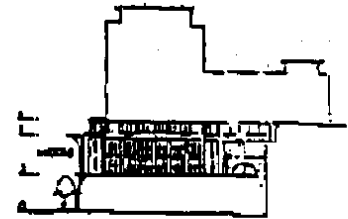
Rooftop elements such as mechanical penthouses and elevator overruns will be screened with fence or wall enclosures which, in their configuration, materials, coloration and surface design are compatible with the exterior wall design below.

Signage will conform to relevant city ordinances. Bases should be designed to accommodate signage in an orderly and attractive manner.

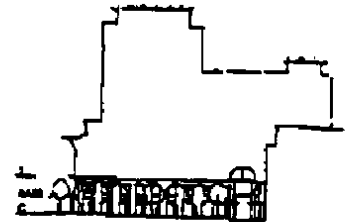
The following illustrates how some possible buildings interrelate:



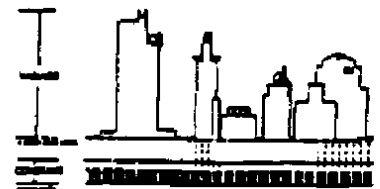
TOP



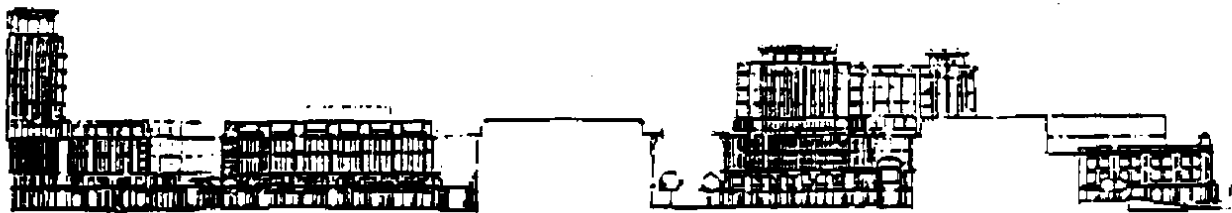
MIDDLE



BASE



SOME POSSIBILITIES FOR CAPS



SOUTH ELEVATION AT AUBURN STREET



WEST ELEVATION AT SIDNEY STREET

WINDOWS

Continuous strip or ribbon windows will be avoided. Glass curtain walls are permitted to be included as components of Middle divisions where combined with masonry piers, or included as components of building floors (other than Caps) above the fifth floor where combined with major vertical elements. Nothing herein shall limit the use of expansive areas of glass in Bases of buildings containing retail or hotel uses in order to encourage transparency at ground floors and animate the streets, sidewalks and open spaces at ground level.

Walls lacking window openings facing public and private streets will be avoided at ground level except in those areas designed for building services and vehicle access and egress.

MATERIALS

Buildings of five stories or less, with the exceptions of housing and parking structures, will use brick and/or stone masonry as the major facade material.

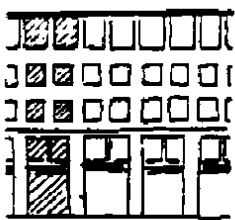
The proportion of brick and/or stone masonry in the facade of higher buildings may be reduced above the fifth story, provided that brick and/or stone masonry continues to be an important visual element in the facade above the fifth story. Stone masonry is hereby defined as granite, limestone, marble or other naturally occurring stone or cast stone of high architectural quality. Glass fiber reinforced concrete is not acceptable.

The facades of parking structures will consist of brick and/or stone masonry, concrete or steel or a combination of these elements. Those facades that front on large public open spaces, or Brookline, Pacific, Sidney, Green or Franklin Streets will use brick and/or stone masonry as their primary material.

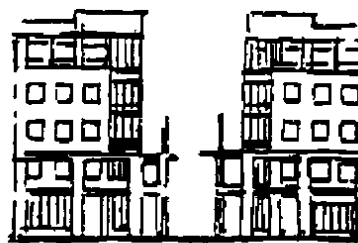
The facades of residential buildings which are four stories or less in height will include as primary facade materials, brick, wood, stucco or a combination of these elements.

Building penthouses and building Caps above the last full floor will not be required to use brick and/or stone masonry as the major facade material.

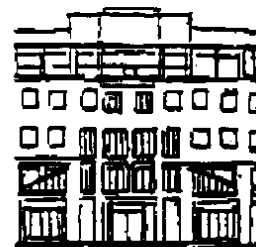
The following illustrates some possible building facades:



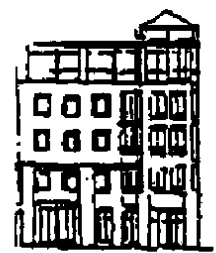
BASIC WALL TYPE



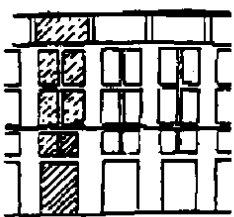
GATEWAY



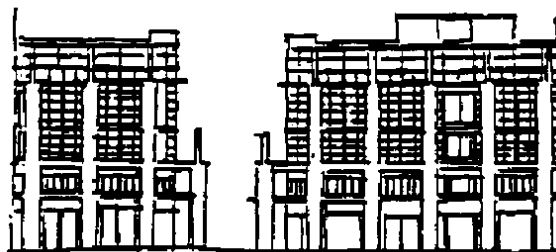
BUILDING ENTRY



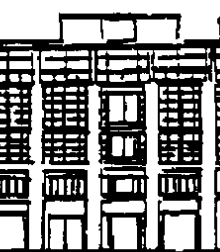
BUILDING CORNER



BASIC WALL TYPE



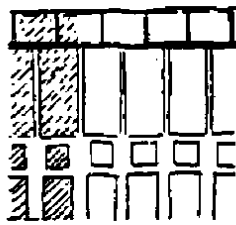
GATEWAY



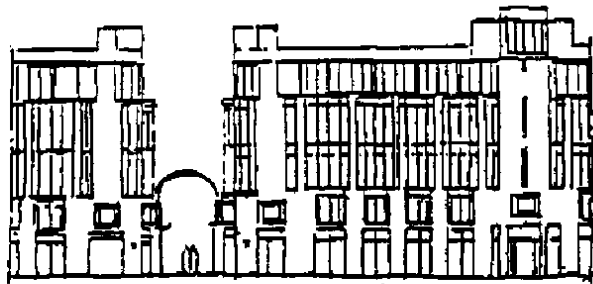
BUILDING ENTRY



BUILDING CORNER



BASIC WALL TYPE

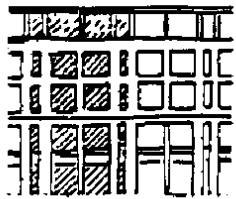


GATEWAY



BUILDING CORNER

BUILDING ENTRY



BASIC WALL TYPE



GATEWAY



BUILDING CORNER

BUILDING ENTRY

These guidelines are intended to outline objectives regarding the use of materials, relative scale, and creation of a human-scaled environment at the pedestrian level. They are not intended to impose a strict limitation on the architectonics of building form and style. Of particular concern are the buildings surrounding the Common, where there is a special need for a coherent sense of place.

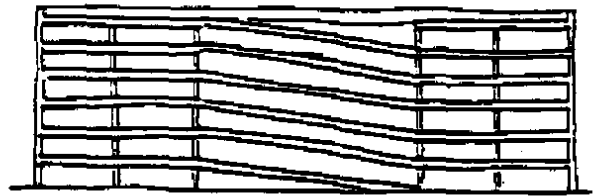
E. PARKING AND CIRCULATION

As the overall development and construction continues at University Park, parking requirements will increasingly be met by structured parking. The final arrangement of parking structure is expected to have the largest concentration of parking occurring in the southeastern quadrant of the site along Landsdowne Street. The area is also expected to contain the largest concentration of office and research/development uses.

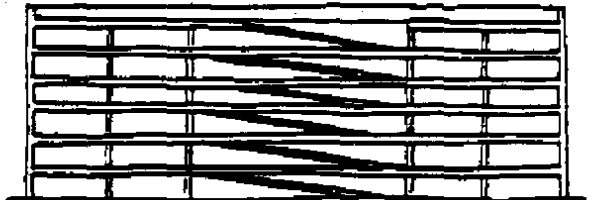
One specific area potentially available for a parking structure is at the West End of the existing Fenton Shoe Building, fronting Brookline Street. If located here, parking structures will be limited to 60' in height; landscaping and careful architectural treatment will be necessary; and retail or other active uses will be required to animate the ground floor.

Facades of parking structures which face Type 1 or Type 2 Streetscapes, major open space, or residential uses will be designed with horizontal perimeter floors and will not contain continuous horizontal strip openings.

Temporary surface parking will comply with local ordinances.



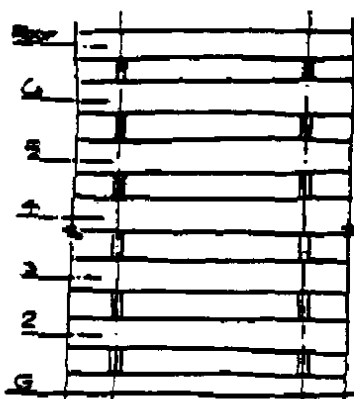
ACCEPTABLE ONLY FACING TYPE 3 STREETSCAPE



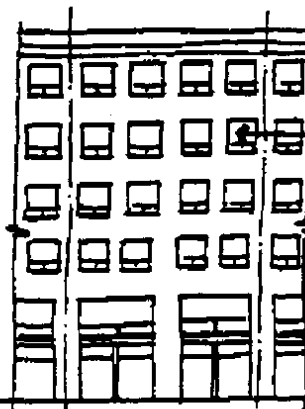
ACCEPTABLE IN ALL LOCATIONS

SECTIONS

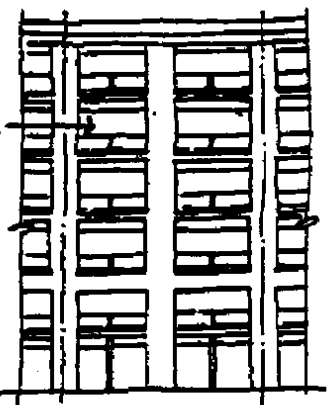
To minimize the impact of parking, underground facilities should be considered to the greatest extent possible throughout the District, subject to engineering and financial considerations. In particular, such facilities are preferred in residential areas.



ACCEPTABLE ONLY FACING
TYPE 3 STREETSCAPE



ACCEPTABLE IN ALL
LOCATIONS



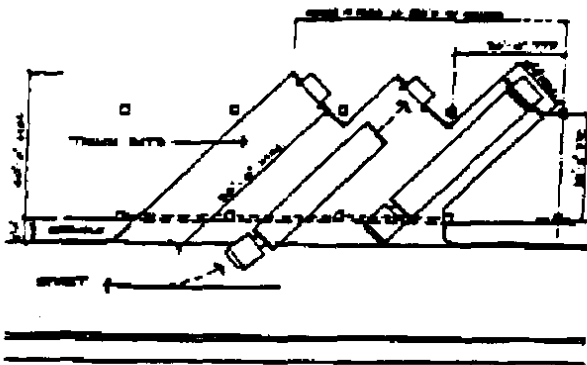
ACCEPTABLE IN ALL
LOCATIONS

PARTIAL ELEVATIONS

SERVICE AREAS

Building service locations are important to individual building function and to service circulation patterns to and through the district. No service areas are to be allowed along Sidney Street or Brookline Street and should be minimized along Franklin Street and Landsdowne Street. Preferred service locations are along Green Street away from any existing or future residential uses and along internal ways such as the extension of former Blanche Street to the east of the Common and first private way parallel to the east of Brookline Street. Service areas facing onto residential areas shall be suitably screened to minimize impacts.

All service docks will be internal to the building envelope, equipped with closable overhead doors and screened architecturally or with landscaping. Bays will be dimensioned so that, during use, trucks will not project into the vehicular street space. Service bay sizes and quantities will adhere to Cambridge zoning requirements.

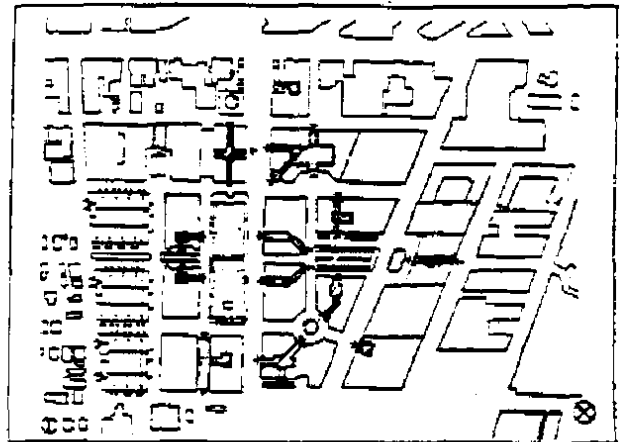


BUILDING ENTRIES

Where feasible, main building entries will be located on Sidney, Franklin, Green, Landsdowne or Pacific Streets or adjoining open spaces to help animate the major public ways and open spaces.

Building entrance size will be limited to maintain leasable street front area but must provide a clear indication of entry location.

The following illustrates some possible entries and through-block connections:



AMENDMENT TO AGREEMENT FOR
DESIGN REVIEW GUIDELINES

Reference is made to that certain Agreement for Design Guidelines for University Park at MIT in the Cambridgeport Revitalization Development District, Cambridge, Massachusetts, dated as of January 11, 1988 (the "Agreement"), by and among the City of Cambridge, Massachusetts (the "City"), the Massachusetts Institute for Technology ("MIT"), and Forest City Rental Properties Corporation (the "Developer"). Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Agreement.

For good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, the City, MIT, and the Developer hereby amend the Agreement, the Design Guidelines, and the Requirements to provide that it shall not be a violation of the Requirements, the Design Guidelines, or the Agreement for access to the loading/refuse area serving 129 Franklin Street to be provided from Brookline Street in accordance with the plans for the 129 Franklin Street project submitted to the Planning Board pursuant to the Agreement. Should a day care center be located adjacent to such loading/refuse area, such access shall be carefully isolated and screened in order to avoid a safety hazard with respect to the use of such adjacent space for day care. As so modified, the Agreement is ratified and remains in full force and effect.

Executed as a sealed Massachusetts instrument this 20th day
of April, 1989.

Attest: (Seal)

CITY OF CAMBRIDGE

By: *Robert W. Healy*
Robert W. Healy, City Manager

Attest: (Seal)

Patricia A. Devine
PATRICIA A. DEVINE
Notary Public
My Commission Expires March 16, 1986

By: *Michael H. Rosenberg*
Michael H. Rosenberg,
Assistant City Manager for
Community Development

Attest: (Seal)

By: CAMBRIDGE PLANNING BOARD

Frances M. Pullen
Frances M. Pullen, Notary Public
My Commission Expires
December 2, 1994

By: *Paul Dietrich*
Paul Dietrich, Chairman

Attest: (Seal)

MASSACHUSETTS INSTITUTE OF
TECHNOLOGY

By: *Philip A. Tunell*

Attest: (Seal)

FOREST CITY RENTAL PROPERTIES
CORPORATION

Ann Marie Tona, Notary Public
My Commission Expires
May 18, 1995

By: *Meivin Roebuck*
Meivin Roebuck, Senior Vice
President

XP-2781/E

**SECOND AMENDMENT TO THE
AGREEMENT FOR DESIGN REVIEW GUIDELINES**

THIS SECOND AMENDMENT TO AGREEMENT FOR DESIGN REVIEW GUIDELINES ("Amendment") is made and entered into by and among the City of Cambridge, Massachusetts (the "City"), the Massachusetts Institute of Technology ("M.I.T."), Forest City Rental Properties Corporation ("Forest City") and Homeowners Rehab, Inc. ("HRI").

WHEREAS, the City, M.I.T. and Forest City entered into the Agreement for Design Review Guidelines for University Park at M.I.T. dated as of the 11th day of January, 1988 to establish requirements for, and to give general direction to, the design for development in the Cambridgeport Revitalization Development Zoning District (the "District") of Cambridge, Massachusetts;

WHEREAS, the City, M.I.T. and Forest City entered into an Amendment to Agreement for Design Review Guidelines dated April 20, 1989 (the "First Amendment").

WHEREAS, pursuant to the Development Agreement dated December 21, 1989 by and between HRI and Forest City as superseded by the Memorandum of Agreement for Phase II of Brookline Street Housing by and between HRI and First Forest City Brookline Street, Inc. dated January __, 1995, as amended, HRI has been appointed to develop Phase II of the Brookline Street Housing, as defined in the Housing Plan submitted to the Cambridge City Counsel on January 22, 1988 with respect to the District, as the same may have been amended;

WHEREAS, Section 1 of the Agreement for Design Review Guidelines states that the design guidelines set forth in boldface type shall be deemed requirements for development in the District;

WHEREAS, Section B, Open Spaces and Streetscape, of Exhibit A of the Agreement for Design Review Guidelines states in boldface type that "Auburn Square will be constructed at a portion of the District's Brookline Street frontage near the continuation of Auburn Street and will have a minimum width of 90 feet between building faces";

WHEREAS, HRI as developer of Phase II of Brookline Street Housing (also known as Auburn Court Housing) desires to construct Auburn Square at a portion of the District's Brookline Street frontage to have a minimum width of sixty-five (65) feet between building faces, as shown on the Planting Plan, Drawing L5 prepared by ICON Architecture, Inc. dated June 4, 1999 attached hereto as Attachment 1 (the "Site Plan");

WHEREAS, the City, M.I.T. and Forest City have agreed to amend the Agreement for Design Review Guidelines to allow HRI to construct the portion of Auburn Square at the

District's Brookline Street frontage to have a minimum width of sixty-five (65) feet between building faces as shown on the Site Plan;

NOW, THEREFORE, in consideration of the mutual promises and covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The first sentence of the section entitled "Auburn Square" in Section B of Exhibit A to the Agreement for Design Review Guidelines is hereby deleted and the following inserted in its place in boldface type:

"Auburn Square will be constructed at a portion of the District's Brookline Street frontage near the continuation of Auburn Street, will have a minimum width of ninety (90) feet between building faces except for that portion of Auburn Square having a minimum dimension of less than ninety (90) feet as shown on the Site Plan.

2. This Amendment to the Agreement for Design Review Guidelines is null and void if the location and extent of the reduced minimum dimension changes from what is shown on the Site Plan.

3. All other terms and conditions of the Agreement for Design Review Guidelines as amended by the First Amendment shall remain in full force and effect and are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement under seal as of the 29 day of October, 1999.

CITY OF CAMBRIDGE

By: Robert W. Healy
Robert W. Healy, City Manager

By: Beth Rubenstein
Beth Rubenstein, ~~Acting~~ Assistant City
Manager for Community Development

By: CAMBRIDGE PLANNING BOARD

By: Florrie Darwin ^{CHAIR}
~~Paul~~ Dietrich, Chairman
Florrie Darwin

MASSACHUSETTS INSTITUTE OF
TECHNOLOGY

By: Allan Bufferd
Allan Bufferd, Treasurer

FOREST CITY RENTAL PROPERTIES
CORPORATION

By: Gayle W. Friedland
Gayle W. Friedland, Vice President

HOMEOWNER'S REHAB, INC.

By: Peter Daly
Peter Daly, Executive Director