

CITY OF CAMBRIDGE

COMMUNITY DEVELOPMENT DEPARTMENT

City Hall Annex - Inman & Broadway - Cambridge, Mass. 02139

498-9034

TO: John E. Flynn, Deputy City Clerk
FROM: Gerald Mimno, Community Development
RE: *Agenda*
~~Council Order~~ # 25 6/25/90
DATE: August 8, 1990

Attached is the original of the City Council license referenced above. I have had it signed and notarized by the Cambridgeside Galleria Associates Trust. We now need the City's execution of this copy on page 4 (to be notarized on page 5).

You mentioned that the City should then have this original recorded and sent back to the City Clerk to be placed in the original records of this Council order.

Is there anything you would like me to do further on these steps?

GOULSTON & STORRS

A PROFESSIONAL CORPORATION

COUNSELLORS AT LAW

400 ATLANTIC AVENUE

BOSTON, MASSACHUSETTS 02110-3333

617/482-1776

TELEX 94-0428 GOULSTORRS BSN

TELECOPY/FAX 617-574-4112

THOMAS KAPLAN
MARVIN SPARROW
PHILLIP J. NEXON
RICHARD LANGERMAN
JAY E. ORLIN
STEVEN S. FISCHMAN
DONALD L. SHULMAN
ALAN W. ROTTENBERG
ALAN S. GOLDBERG
PATRICIA ANN HETZER
ARTHUR S. WALDSTEIN
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ELI RUBENSTEIN
MARILYN L. STICKLOR
JAMES F. O'BRIEN
DANIEL C. SACCO
THOMAS J. BARTORY
JORDAN P. KRASNOW
JOEL B. SHERMAN
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THOMAS G. SITZMANN
HYNRICH W. WIESCHHOFF
RUDOLPH F. PIERCE

THOMAS P. BLOCH
MARTIN A. OLAZER
WILLIAM A. LEVINE
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ROBERT S. ROSENSTEIN
WILLIAM A. HORNE
DAVID S. WEISS
KITTY SAWITZKY
JEFFREY S. WOLFSON
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RICHARD A. MARKS
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DEBORAH R. LUNDER
PHILIP R. ROSENBLATT
MATTHEW E. EPSTEIN
H. EDWARD ABELSON
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ROBERT A. WEILAND
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LESTER J. FAGEN
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CAROLE M. SCHUMAN
BARBARA E. SHAEFFER
HARRY S. DANNENBERG
PHILIP A. HERMAN
CHERYL V. REICIN
JONATHAN M. LINDSAY
STEVEN R. ASTROVE
KENNETH E. MACKENZIE
DENIS M. KING**
MICHAEL M. ROBINSON
WESLEY R. GARDENSWARTZ
PHILLIP G. LEVY
ERIC L. TAFFE

ALEXANDER S. HOPFINGER
REBECCA J. BENSON
NANCY H. DAVIDS
JOHN E. TWOHIG
BETH TOMABELLO
LINDA M. HAMEL
MARK R. TAYLOR
PETER W. HOFFMAN
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DEBRA S. LEFKOWITZ
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STANFORD I. CHESLER
ANN P. HOCHBERG
MARCELA D. CHENNISI
STEVEN SCHWARTZ
MARTIN M. FANTOZZI
KATHRYN A. MURPHY
STEVEN H. GANS
LUCIE C. AUDETTE
JOEL SKLAR

RETIRED
SAMUEL MARKELL

DAVID H. GREENBERG (1905-1988)

*ADMITTED ONLY IN DISTRICT OF COLUMBIA
**ADMITTED ONLY IN CONNECTICUT

BY HAND

August 1, 1990

Lawrence N. Scult, Esq.
Csaplár & Bok
One Winthrop Square
Boston, MA 02110

Re: CambridgeSide Galleria;
North Entrance Canopy License with
the City of Cambridge

Dear Larry:

Enclosed please find the "Council Copy" of the above-referenced License, which has been fully executed on behalf of CambridgeSide Galleria Associates Trust pursuant to your previous request.

Would you please forward this document to the City for execution and recording as soon as possible. We will need to have this document of record by the middle of this month. If we are unable to accomplish recording the document by that time, I would suggest that we arrange to have one of the "other" fully executed copies of the document for recording purposes. Please let me know should this arrangement not be satisfactory.

Sincerely,



H. Edward Abelson

HEA:fac:2688 .

Enclosure

cc w/o enc.: Messrs. Karp, Plumeri, McCabe, Stein, McKinnon,
Fischman, Rottenberg, Bloch and Hoffman

CAMBRIDGE
CITY
RECORDING
OFFICE
AUG 1 1990

LICENSE

The City of Cambridge, a body politic and corporate and political subdivision of the Commonwealth of Massachusetts (together with its successors and assigns, the "Licensor"), for One Hundred Dollars (\$100.00) paid and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Licensor, hereby grants to Stephen R. Karp, Stephen C. Plumeri and William H. McCabe, Jr., as Trustees of CambridgeSide Galleria Associates Trust, formerly known as Riverside Galleria Associates Trust, u/d/t dated as of April 1, 1985, recorded with the Middlesex South District Registry of Deeds ("Recorded") in Book 16089, Page 56, filed with the South Registry District for Middlesex County ("Filed") as Document No. 678867, noted on Certificate of Title No. 173226 in Registration Book 996, Page 76, Certificate of Title No. 179085 in Registration Book 1025, Page 135, Certificate of Title No. 183186 in Registration Book 1046, Page 36, and Certificate of Title No. 185332 in Registration Book 1056, Page 182, as affected by a Certificate of First Amendment of Declaration of Trust Establishing Riverside Galleria Associates Trust, dated May 24, 1988, Recorded in Book 19084, Page 73, and Filed as Document No. 774995, having a mailing address c/o New England Development, One Wells Avenue, Newton, Massachusetts 02159 (which Trust, together with its successors and assigns, is hereinafter referred to as the "Licensee") a license (the "License") in, on, over and under the areas owned by Licensor in the City of Cambridge, Middlesex County, Massachusetts, more fully described in Exhibits A and B attached hereto and made a part hereof and shown on the plan attached hereto and made a part hereof as Exhibit C.

The License shall be for the benefit of and as appurtenant to the land of the Licensee (the "Licensee's Land") more fully described in Exhibit D, attached hereto and made a part hereof. The License shall be in effect for one year commencing upon the date hereof provided, however, the term hereof shall automatically be extended from year to year on the anniversary of the date hereof, without the requirement for any further instrument, unless the License shall be released, discharged, abandoned, or terminated by either the Licensor or the Licensee by notice to the other, such notice to be given no less than one calendar year prior to the date of the expiration of the then current term of this License. Any such notice shall be in writing and shall be deemed to have been properly given upon receipt if delivered by hand or sent by registered or certified United States mail, postage prepaid, return receipt requested, or sent by an established private overnight delivery courier, and

1. if directed to the Licensor, addressed to:

City Manager
c/o Community Development Department
City Hall Annex
57 Inman Street
Cambridge, Massachusetts 02139

50 JUN 21 PM 2 59
CAMPBIDGE COMMUNITY DEVELOPMENT DEPARTMENT

with a copy to:

John F. Bok, Esquire
Csaplar & Bok
One Winthrop Square
Boston, Massachusetts 02110

and

City Solicitor
City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

2. if directed to Licensee addressed to:

Stephen R. Karp, Trustee
c/o New England Development
One Wells Avenue
Newton, Massachusetts 02159

with a copy to:

Steven S. Fischman, Esquire or
Thomas P. Bloch, Esquire
Goulston & Storrs
400 Atlantic Avenue
Boston, Massachusetts 02110-3333

and

Aetna Law Department
Cityplace YFFI
Hartford, Connecticut 06156
Attention: Sidney A. Keyles, Esq.

or such other address as may from time to time be specified in writing by either party hereto. Any such release, discharge, abandonment, or termination of this License shall only be effective if notice shall have been given as aforesaid and a copy of such notice shall have been filed with the Middlesex South Registry District of the Land Court.

The License in the area shown on Exhibit C as the License Canopy Area shall be for the placement, construction, operation, maintenance and repair, and replacement of an entrance canopy and doorswings for buildings and improvements on the Licensee's Land and for columns and other structural supports necessary to support such entrance canopy. Such canopy, doorswings, columns, and other structural supports are collectively referred to as the "Canopy".

The License in the two areas shown on Exhibit C as the License Areas shall be for the placement, construction, operation, maintenance and repair, and replacement of balconies, windows, doorswings, canopies,

awnings, banners, lighting, and signs (collectively, the "Overhangs"), all of which shall be associated with the buildings and improvements on the Licensee's Land.

This License has been entered into by the Licensor and Licensee as a result of requests made by the Licensor in connection with the so-called design review process associated with the design and construction of the buildings and improvements on the Licensee's Land, all in accordance with the provisions of Article 12.000 of the current Zoning Ordinances of the Licensor and the PUD Special Permit dated June 16, 1987 issued by the Cambridge Planning Board in Case No. PB#66, Recorded in Book 18391, Page 71 and Filed as Document No. 750776, as amended by Minor Amendment No. 1, dated May 3, 1988, Recorded in Book 19811, Page 161 and Filed as Document No. 798719, Minor Amendment No. 2, dated November 15, 1988, Recorded in Book 19811, Page 164, and Filed as Document No. 798720, Minor Amendment No. 3, dated April 4, 1989, Recorded in Book 19932, Page 213 and Filed as Document No. 802573, Minor Amendment No. 4, dated April 18, 1989, Recorded in Book 19932, Page 222 and Filed as Document No. 802574, Minor Amendment No. 5, dated May 16, 1989, Recorded in Book 19932, Page 226 and Filed as Document NO. 802575, and Minor Amendment No. 6, dated June 5, 1990, to be Recorded and Filed. The design for the Canopy and the Overhangs has been approved by the Licensor. Any replacement of the Canopy or the Overhangs shall be located in the same position and be of the same material, color and size as the original design therefor, unless otherwise approved in writing by the Licensor in its discretion.

The permission granted hereby concerning the Canopy and the Overhangs is exclusive to and shall be exercisable only by the Licensee, the Licensee's successors and assigns, and those claiming by, through or under the Licensee (including, without limitation, occupants, tenants, invitees, employees and customers). Without limitation, the Licensee shall have the right to assign from time to time all or a portion of such permission to any owners, occupants or tenants from time to time of the Licensee's Land or portions thereof.

By acceptance hereof, the Licensee agrees to exonerate, indemnify and hold the Licensor and all persons claiming by, through or under the Licensor, respectively, harmless of and from any and all claims, demands, actions, causes of action, suits, proceedings, damages, liabilities and costs and expenses of any nature whatsoever, including reasonable attorneys' fees, relating to any act or neglect of the Licensee and all persons claiming by, through or under the Licensee in connection with the exercise by the Licensee of the rights and obligations herein granted.

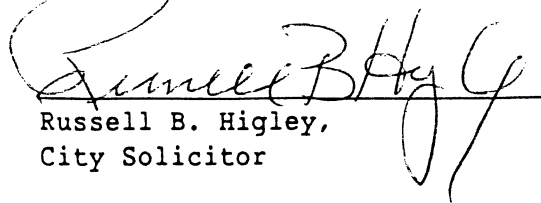
This License is made subject to all agreements, restrictions and encumbrances of record insofar as now in force and applicable.

Except as provided on Pages 1 and 2 of this License, this License may not be changed, amended or modified except by an instrument in writing executed by the parties hereto and filed with said Registry District of the Land Court.

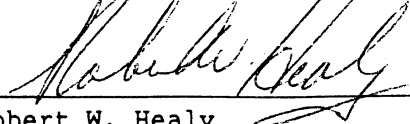
For Licensor's title, see Taking in Fee by the City of Cambridge dated November 10, 1980 and filed with the Middlesex South Registry District of the Land Court as Document No. 604478.

IN WITNESS WHEREOF, the parties hereto have executed this License as of this 24th day of June, 1990.

Approved as to form:

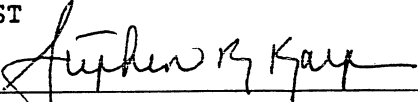

Russell B. Higley,
City Solicitor

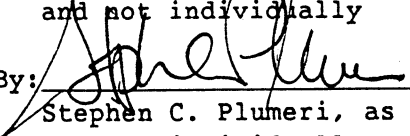
CITY OF CAMBRIDGE

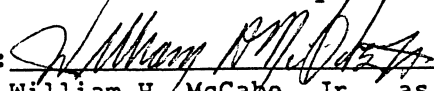
By: 
Robert W. Healy
Its City Manager

[Licensor]

CAMBRIDGESIDE GALLERIA ASSOCIATES TRUST

By: 
Stephen R. Karp, as Trustee
and not individually

By: 
Stephen C. Plumeri, as Trustee
and not individually

By: 
William H. McCabe, Jr., as
Trustee and not individually

[Licensee]

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, ss.

June __, 1990

Then personally appeared the above-named Robert W. Healy, known to me to be the City Manager of the City of Cambridge, and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of said City of Cambridge, before me.

Robert W. Healy
Notary Public
My Commission Expires: 12/14/95

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

July
~~June~~ 27, 1990

Then personally appeared the above-named Stephen R. Karp, Trustee of CambridgeSide Galleria Associates Trust, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me.

Patricia M. Culcasi
Notary Public
My Commission Expires: Notary Public
My Commission Expires April 15, 1996

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

July
~~June~~ 31, 1990

Then personally appeared the above-named Stephen C. Plumeri, Trustee of CambridgeSide Galleria Associates Trust, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me.

Sandra L. Snyder
Notary Public
My Commission Expires: Sandra L. Snyder
Notary Public
My Commission Expires July 18, 1991

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

July
~~June~~ 30, 1990

Then personally appeared the above-named William H. McCabe, Jr., Trustee of CambridgeSide Galleria Associates Trust, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me.

Patricia M. Culcasi
Notary Public
My Commission Expires: Patricia M. Culcasi
Notary Public
My Commission Expires April 15, 1996

EXHIBIT A

Subject Premises: License Canopy Area
Lechmere Canal Park, Cambridge, MA

Bounding Description

The License Canopy Area Footprint is defined as a parcel of land situated near Lechmere Canal in the City of Cambridge, Middlesex County, Commonwealth of Massachusetts, bounded and described as follows:

Southerly by land now or formerly of CambridgeSide Galleria Associates Trust thirty six and 56/100 (36.56) feet;

On land now or formerly of the City of Cambridge the following three (3) courses:

Westerly thirteen and 67/100 (13.67) feet;

Northerly thirty six and 50/100 (36.50) feet; and

Easterly thirteen and 69/100 (13.69) feet.

Said License Canopy Area Footprint contains 522 square feet, more or less, and is shown as "License Canopy Area" on a plan entitled "City of Cambridge & Karp as Trustee License Plan of Land, Lechmere Canal Park in Cambridge, Mass.", dated April 14, 1989, revised June 26, 1989 and June 12, 1990, prepared by The BSC Group - Surveying & Mapping, Inc. (Dwg. No. 2662-86).

The License Canopy Area is defined as (i) **the air rights above** the License Canopy Area Footprint, as described above, commencing at a height of 13 feet above the ground and continuing to a height of 53 feet above said ground and (ii) that portion of the License Canopy Area Footprint located above, on and below the surface of the ground necessary for doorswings and for columns and other structural supports required to support any entrance canopy located in the portion of the License Canopy Area described in clause (i) of this sentence, along with the non-exclusive right to construct, install, maintain, repair and replace doors and columns and other structural supports located within the boundaries of the License Canopy Area Footprint.

EXHIBIT B

Subject Premises: License Area
Lechmere Canal Park, Cambridge, MA

Bounding Description

A parcel of land labelled as License Area situated near Lechmere Canal in the City of Cambridge, Middlesex County, Commonwealth of Massachusetts, bounded and described as follows:

Southerly in part by land now or formerly of Edgewater Place Limited Partnership and land now or formerly of CambridgeSide Galleria Associates Trust 49.50 feet;

On land now or formerly of the City of Cambridge the following three (3) courses:

Westerly by the easterly line of the License Canopy Area as shown on a plan herein below mentioned ten and 05/100 (10.05) feet;

Northerly forty-five and 94/100 (45.94) feet; and

Easterly ten and 00/100 (10.00) feet.

Said parcel contains 477 square feet, more or less, and is shown on a plan herein below mentioned.

Also, another parcel of land labelled as License Area as shown on said plan bounded and described as follows:

Southwesterly by land now or formerly of CambridgeSide Galleria Associates Trust Two Hundred Thirty Nine and 26/100 (239.26) feet;

On land now or formerly of the City of Cambridge the following three (3) courses:

Northerly by a Temporary Construction Easement as shown on aforesaid plan ten and 10/100 (10.10) feet;

Northeasterly Two Hundred Twenty Three and 54/100 (223.54); and

Easterly by a License Canopy Area as shown on aforesaid plan Ten and 05/100 (10.05) feet.

Said parcel contains 2314 square feet, more or less, and is shown as "License Area" on a plan entitled "City of Cambridge & Karp as Trustee, License Plan of Land, Lechmere Canal Park in Cambridge, Mass.", dated April 14, 1989, revised June 26, 1989 and June 12, 1990, prepared by The BSC Group - Surveying & Mapping, Inc. (Dwg. No. 2662-86).

EXHIBIT D

SUBJECT PREMISES: Licensee's Land
First Street & Commercial Avenue,
Cambridge, Massachusetts

Running Description

A certain parcel of land being comprised of registered and unregistered land situated between First Street and Commercial Avenue in the City of Cambridge, in the County of Middlesex, Commonwealth of Massachusetts, bounded and described as follows:

Beginning At a point on the easterly sideline of First Street, which point lies N 9-28-49 E along said sideline 449.98 feet from the intersection of said sideline with the northerly sideline of Rogers Street, at a corner of the parcel herein described; thence running

N 09-28-49 E along said sideline of First Street 50.00 feet; thence turning and running

S 80-31-11 E along the Lechmere Parcel as shown on the plan herein below mentioned 217.64 feet; thence turning and running

N 09-28-49 E along said Lechmere Parcel 163.42 feet; thence turning and running

N 80-31-11 W along said Lechmere Parcel 78.27 feet; thence turning and running

N 09-28-49 E along said Lechmere Parcel 21.67 feet; thence turning and running

N 80-31-11 W along said Lechmere Parcel 26.67 feet; thence turning and running

N 09-28-49 E along said Lechmere Parcel 6.75 feet; thence turning and running

N 80-31-11 W along said Lechmere Parcel 65.67 feet; thence turning and running

S 09-28-49 W along said Lechmere Parcel 11.92 feet; thence turning and running

N 80-31-11 W along said Lechmere Parcel 47.14 feet to the easterly sideline of First Street; thence turning and running

N 09-28-49 E along said First Street sideline 273.58 feet; thence turning and running

S 80-31-11 E along the Sears Parcel as shown on aforesaid plan 172.47 feet; thence turning and running

N 09-28-49 E along the Sears Parcel 178.78 feet; thence turning and running

N 68-34-30 E along said Sears parcel 7.56 feet to a point on Lechmere Canal Park (also being land now or formerly of the City of Cambridge); thence turning and running

Southeasterly along said City of Cambridge land, by a curve to the left, having a radius of 180.00 feet, and an arc length of 253.54 feet; thence turning and running

S 12-51-36 E along the westerly line of Lot 37, as indicated on Land Court Plan 85X, said line in part by the brick face of an existing building on Lot 37, being now or formerly of Edgewater Place Limited Partnership, a distance of Sixteen and 56/100 (16.56) feet, thence turning and running

S 54-48-31 E by land now or formerly of Edgewater Place Limited Partnership, and by land now or formerly of the Commonwealth of Massachusetts, a distance of 357.44 feet to the westerly sideline of Commercial Avenue; thence turning and running

Southerly along said sideline of Commercial Avenue by a curve to the left, having a radius of 5,839.00 feet and an arc length of 15.01 feet; thence turning and running

N 54-48-31 W a distance of 184.90 feet; thence turning and running

S 35-11-29 W a distance of 66.00 feet; thence turning and running

S 09-28-49 W a distance of 102.66 feet; thence turning and running

S 54-48-31 E a distance of 138.30 feet to the westerly sideline of Commercial Avenue, the previous four courses by Lot 29 shown on Land Court Plan 85V; thence turning and running

S 35-11-29 W along said sideline of Commercial Avenue 146.85 feet, thence turning and running

Northwesterly along a curve to the right having a radius of 30.00 feet, and an arc length of 47.12 feet; thence turning and running

N 54-48-31 W a distance of 110.51 feet, thence turning and running

Southeasterly along a curve to the left having a radius of 350.00 feet and an arc length of 70.96 feet; thence turning and running

S 54-48-31 E a distance of 99.66 feet; thence turning and running

Southeasterly along a curve to the right having a radius of 30.00 feet and an arc length of 18.36 feet; the previous five courses by land now or formerly of the City of Cambridge; thence turning and running

N 80-31-11 W a distance of 44.77 feet; thence turning and running

S 09-28-49 W a distance of 11.08 feet; thence turning and running

N 82-09-49 W a distance of 40.68 feet; thence turning and running

N 80-31-11 W a distance of 47.91 feet; thence turning and running

Southwesterly along a curve to the left having a radius of 8.00 feet, and an arc length of 6.28 feet; thence turning and running

S 54-28-49 W a distance of 9.61 feet; thence turning and running

Southwesterly along a curve to the right having a radius of 7.50 feet, and an arc length of 4.27 feet; thence turning and running

S 09-28-49 W a distance of 49.35 feet, the previous eight courses by Lot 33 shown on Land Court Plan 85W, and being land now or formerly of CambridgeSide Galleria Associates Trust; thence turning and running

Northwesterly along a curve to the left having a radius of 7.50 feet, and an arc length of 1.62 feet; thence turning and running

N 80-31-11 W a distance of 71.96 feet; thence turning and running

S 09-28-49 W a distance of 236.00 feet, the previous three courses by Lot 35 shown on Land Court Plan 85W being land now or formerly of said CambridgeSide Galleria Associates Trust; thence turning and running

N 80-31-11 W a distance of 10.01 feet; thence turning and running

S 09-28-49 W a distance of 3.54 feet, the previous two courses by Lot 14 shown on Land Court Plan 85P and being land now or formerly of Lotus Development Corporation; thence turning and running

N 80-31-11 W a distance of 56.43 feet in part by Lot 14 shown on Land Court Plan 85P and unregistered land being said Lotus land; thence turning and running

N 09-28-49 E a distance of 48.54 feet; thence turning and running

N 80-31-11 W a distance of 40.00 feet; thence turning and running
N 09-28-49 E a distance of 200.00 feet, thence turning and running
N 80-31-11 W along said land of Lotus 200.00 feet to the point and
place of beginning; the previous four courses by said
Lotus land.

The above described parcel contains 291,842 square feet more or less, and is shown on a plan entitled "Title Insurance Plan of Land, Commercial Avenue, First Street in Cambridge, Mass." dated April 20, 1989, revised through May 5, 1989, prepared by the BSC Group - Surveying & Mapping, Inc. (Dwg. No. 2663-84).

The said Developer Parcel is comprised in part of the following registered land:

1. Lot 28 as shown on Land Court No. 85V filed in the Land Registration Office;
2. Lot 32 as shown on Land Court Plan No. 85W filed in the Land Registration Office;
3. Lot 5 as shown on Land Court Plan No. 19502C filed in the Land Registration Office;
4. Lot 7 as shown on Land Court Plan No. 19502D filed in the Land Registration Office;
5. Lot 36 as shown on Land Court Plan No. 85W filed in the Land Registration Office; and
6. Lot 38 as shown on Land Court Plan No. 85X filed in the Land Registration Office.

City of Cambridge

MASSACHUSETTS

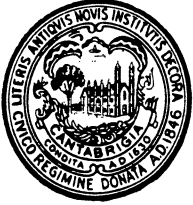
Agenda # 25 approval of a license agreement
between the CambridgeSide Galleria Associations
and the City of Cambridge.

In City Council June 25

199 0

	YEA	NAY	ABSENT	PRESENT	
Mr. Ed Cyr	✓				
Mr. Francis H. Duehay	✓				
Mr. Jonathan S. Myers	✓				
Mr. Kenneth E. Reeves	✓				
Mrs. Sheila T. Russell	✓				
Mr. Walter J. Sullivan	✓				
Mr. Timothy J. Toomey, Jr.	✓				
Mr. William H. Walsh	✓				
Mayor Alice K. Wolf	✓				

9 0 0



CITY OF CAMBRIDGE
COMMUNITY DEVELOPMENT DEPARTMENT
City Hall Annex - Inman & Broadway - Cambridge, Mass. 02139

498-9034

M E M O R A N D U M

TO: Michael Rosenberg, Assistant City
Manager for Community Development

FROM: Gerald Mimno, Economic Planning Director

SUBJECT: CambridgeSide Galleria
License concerning north entrance canopy

DATE: June 19, 1990

The CambridgeSide Galleria is nearing completion of construction and is targeting a mid September opening.

Around the crescent part of the canal area the galleria building directly abuts our city land in accordance with the urban design plan and the Development Agreement executed between the developers and the City of Cambridge. For this reason certain canopies, canopy structures, awnings, signs, door swings and window swings overhang public land.

As anticipated in the development agreement, the licenses necessary to facilitate these overhangs need to be converted from the temporary construction easement to an annual operating license granted by the City of Cambridge. The form of this license is to be self-renewing annually unless either the developer or the City notifies the other party in writing of an intent to amend, modify, or terminate the license in its current form.

Attached is a proposed license agreement which includes a plan of the license area around the crescent and the specific language necessary to execute the license. This language defines the parties making the agreement, the items covered in the license, the procedures necessary to modify or terminate the license, and the specific parties who must be notified in the event of any change in the license.

CambridgeSide Galleria
License concerning north entrance canopy
Memorandum June 19, 1990 page 2

The license text has been reviewed and recommended for approval by:

- 1) Goulston & Storrs, attorneys for the Developer.

- 2) Csaplár & Bok, attorneys for the City of Cambridge Community Development Department with regard to the East Cambridge Riverfront Revitalization District.

- 3) Community Development Staff.

The CambridgeSide Galleria is looking forward to an expeditious action on the canopies and awnings for the purpose of having licenses in place in time for the scheduled opening in mid September.

LICENSE

The City of Cambridge, a body politic and corporate and political subdivision of the Commonwealth of Massachusetts (together with its successors and assigns, the "Licensor"), for One Hundred Dollars (\$100.00) paid and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Licensor, hereby grants to Stephen R. Karp, Stephen C. Plumeri and William H. McCabe, Jr., as Trustees of CambridgeSide Galleria Associates Trust, formerly known as Riverside Galleria Associates Trust, u/d/t dated as of April 1, 1985, recorded with the Middlesex South District Registry of Deeds ("Recorded") in Book 16089, Page 56, filed with the South Registry District for Middlesex County ("Filed") as Document No. 678867, noted on Certificate of Title No. 173226 in Registration Book 996, Page 76, Certificate of Title No. 179085 in Registration Book 1025, Page 135, Certificate of Title No. 183186 in Registration Book 1046, Page 36, and Certificate of Title No. 185332 in Registration Book 1056, Page 182, as affected by a Certificate of First Amendment of Declaration of Trust Establishing Riverside Galleria Associates Trust, dated May 24, 1988, Recorded in Book 19084, Page 73, and Filed as Document No. 774995, having a mailing address c/o New England Development, One Wells Avenue, Newton, Massachusetts 02159 (which Trust, together with its successors and assigns, is hereinafter referred to as the "Licensee") a license (the "License") in, on, over and under the areas owned by Licensor in the City of Cambridge, Middlesex County, Massachusetts, more fully described in Exhibits A and B attached hereto and made a part hereof and shown on the plan attached hereto and made a part hereof as Exhibit C.

The License shall be for the benefit of and as appurtenant to the land of the Licensee (the "Licensee's Land") more fully described in Exhibit D, attached hereto and made a part hereof. The License shall be in effect for one year commencing upon the date hereof provided, however, the term hereof shall automatically be extended from year to year on the anniversary of the date hereof, without the requirement for any further instrument, unless the License shall be released, discharged, abandoned, or terminated by either the Licensor or the Licensee by notice to the other, such notice to be given no less than one calendar year prior to the date of the expiration of the then current term of this License. Any such notice shall be in writing and shall be deemed to have been properly given upon receipt if delivered by hand or sent by registered or certified United States mail, postage prepaid, return receipt requested, or sent by an established private overnight delivery courier, and

1. if directed to the Licensor, addressed to:

City Manager
c/o Community Development Department
City Hall Annex
57 Inman Street
Cambridge, Massachusetts 02139

with a copy to:

John F. Bok, Esquire
Csaplar & Bok
One Winthrop Square
Boston, Massachusetts 02110

and

City Solicitor
City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

2. if directed to Licensee addressed to:

Stephen R. Karp, Trustee
c/o New England Development
One Wells Avenue
Newton, Massachusetts 02159

with a copy to:

Steven S. Fischman, Esquire or
Thomas P. Bloch, Esquire
Goulston & Storrs
400 Atlantic Avenue
Boston, Massachusetts 02110-3333

and

Aetna Law Department
Cityplace YFFI
Hartford, Connecticut 06156
Attention: Sidney A. Keyles, Esq.

or such other address as may from time to time be specified in writing by either party hereto. Any such release, discharge, abandonment, or termination of this License shall only be effective if notice shall have been given as aforesaid and a copy of such notice shall have been filed with the Middlesex South Registry District of the Land Court.

The License in the area shown on Exhibit C as the License Canopy Area shall be for the placement, construction, operation, maintenance and repair, and replacement of an entrance canopy and doorswings for buildings and improvements on the Licensee's Land and for columns and other structural supports necessary to support such entrance canopy. Such canopy, doorswings, columns, and other structural supports are collectively referred to as the "Canopy".

The License in the two areas shown on Exhibit C as the License Areas shall be for the placement, construction, operation, maintenance and repair, and replacement of balconies, windows, doorswings, canopies,

awnings, banners, lighting, and signs (collectively, the "Overhangs"), all of which shall be associated with the buildings and improvements on the Licensee's Land.

This License has been entered into by the Licensor and Licensee as a result of requests made by the Licensor in connection with the so-called design review process associated with the design and construction of the buildings and improvements on the Licensee's Land, all in accordance with the provisions of Article 12.000 of the current Zoning Ordinances of the Licensor and the PUD Special Permit dated June 16, 1987 issued by the Cambridge Planning Board in Case No. PB#66, Recorded in Book 18391, Page 71 and Filed as Document No. 750776, as amended by Minor Amendment No. 1, dated May 3, 1988, Recorded in Book 19811, Page 161 and Filed as Document No. 798719, Minor Amendment No. 2, dated November 15, 1988, Recorded in Book 19811, Page 164, and Filed as Document No. 798720, Minor Amendment No. 3, dated April 4, 1989, Recorded in Book 19932, Page 213 and Filed as Document No. 802573, Minor Amendment No. 4, dated April 18, 1989, Recorded in Book 19932, Page 222 and Filed as Document No. 802574, Minor Amendment No. 5, dated May 16, 1989, Recorded in Book 19932, Page 226 and Filed as Document NO. 802575, and Minor Amendment No. 6, dated June 5, 1990, to be Recorded and Filed. The design for the Canopy and the Overhangs has been approved by the Licensor. Any replacement of the Canopy or the Overhangs shall be located in the same position and be of the same material, color and size as the original design therefor, unless otherwise approved in writing by the Licensor in its discretion.

The permission granted hereby concerning the Canopy and the Overhangs is exclusive to and shall be exercisable only by the Licensee, the Licensee's successors and assigns, and those claiming by, through or under the Licensee (including, without limitation, occupants, tenants, invitees, employees and customers). Without limitation, the Licensee shall have the right to assign from time to time all or a portion of such permission to any owners, occupants or tenants from time to time of the Licensee's Land or portions thereof.

By acceptance hereof, the Licensee agrees to exonerate, indemnify and hold the Licensor and all persons claiming by, through or under the Licensor, respectively, harmless of and from any and all claims, demands, actions, causes of action, suits, proceedings, damages, liabilities and costs and expenses of any nature whatsoever, including reasonable attorneys' fees, relating to any act or neglect of the Licensee and all persons claiming by, through or under the Licensee in connection with the exercise by the Licensee of the rights and obligations herein granted.

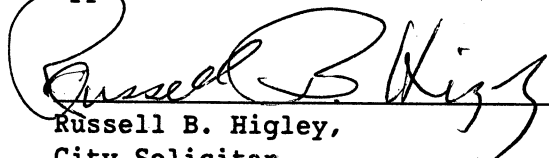
This License is made subject to all agreements, restrictions and encumbrances of record insofar as now in force and applicable.

Except as provided on Pages 1 and 2 of this License, this License may not be changed, amended or modified except by an instrument in writing executed by the parties hereto and filed with said Registry District of the Land Court.

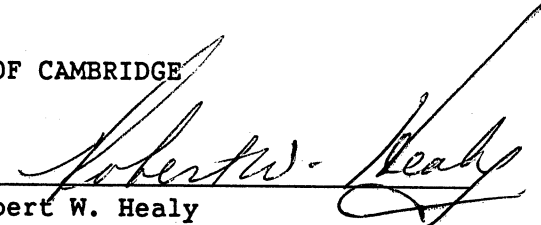
For Licensor's title, see Taking in Fee by the City of Cambridge dated November 10, 1980 and filed with the Middlesex South Registry District of the Land Court as Document No. 604478.

IN WITNESS WHEREOF, the parties hereto have executed this License as of this ____ day of June, 1990.

Approved as to form:

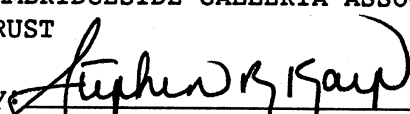

Russell B. Higley,
City Solicitor

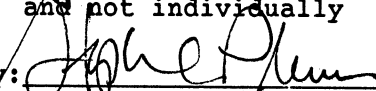
CITY OF CAMBRIDGE

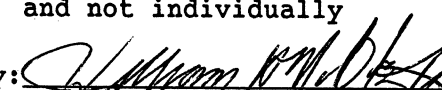
By: 
Robert W. Healy
Its City Manager

[Licensor]

CAMBRIDGESIDE GALLERIA ASSOCIATES TRUST

By: 
Stephen R. Karp, as Trustee
and not individually

By: 
Stephen C. Plumeri, as Trustee
and not individually

By: 
William H. McCabe, Jr., as
Trustee and not individually

[Licensee]

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, ss.

July 11, 1990

Then personally appeared the above-named Robert W. Healy, known to me to be the City Manager of the City of Cambridge, and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of said City of Cambridge, before me.

Patricia A. Devine
Notary Public
My Commission Expires: _____

PATRICIA A. DEVINE
Notary Public
My Commission Expires March 16, 1995

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

June *21*, 1990

Then personally appeared the above-named Stephen R. Karp, Trustee of CambridgeSide Galleria Associates Trust, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me.

Patricia M. Culcasi
Notary Public
My Commission Expires: _____

Patricia M. Culcasi
My Commission Expires April 15, 1996

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

June *29*, 1990

Then personally appeared the above-named Stephen C. Plumeri, Trustee of CambridgeSide Galleria Associates Trust, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me.

Carol E. Cook
Notary Public
My Commission Expires: _____

Carol E. Cook
Notary Public
My Commission Expires April 15, 1996

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

June *21*, 1990

Then personally appeared the above-named William H. McCabe, Jr., Trustee of CambridgeSide Galleria Associates Trust, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me.

Patricia M. Culcasi
Notary Public
My Commission Expires: _____

Patricia M. Culcasi
Notary Public
My Commission Expires April 15, 1996



1918

1918

1918

1918

EXHIBIT A

Subject Premises: License Canopy Area
Lechmere Canal Park, Cambridge, MA

Bounding Description

The License Canopy Area Footprint is defined as a parcel of land situated near Lechmere Canal in the City of Cambridge, Middlesex County, Commonwealth of Massachusetts, bounded and described as follows:

Southerly by land now or formerly of CambridgeSide Galleria Associates Trust thirty six and 56/100 (36.56) feet;

On land now or formerly of the City of Cambridge the following three (3) courses:

Westerly thirteen and 67/100 (13.67) feet;

Northerly thirty six and 50/100 (36.50) feet; and

Easterly thirteen and 69/100 (13.69) feet.

Said License Canopy Area Footprint contains 522 square feet, more or less, and is shown as "License Canopy Area" on a plan entitled "City of Cambridge & Karp as Trustee License Plan of Land, Lechmere Canal Park in Cambridge, Mass.", dated April 14, 1989, revised June 26, 1989 and June 12, 1990, prepared by The BSC Group - Surveying & Mapping, Inc. (Dwg. No. 2662-86).

The License Canopy Area is defined as (i) the air rights above the License Canopy Area Footprint, as described above, commencing at a height of 13 feet above the ground and continuing to a height of 53 feet above said ground and (ii) that portion of the License Canopy Area Footprint located above, on and below the surface of the ground necessary for doorswings and for columns and other structural supports required to support any entrance canopy located in the portion of the License Canopy Area described in clause (i) of this sentence, along with the non-exclusive right to construct, install, maintain, repair and replace doors and columns and other structural supports located within the boundaries of the License Canopy Area Footprint.

EXHIBIT B

Subject Premises: License Area
Lechmere Canal Park, Cambridge, MA

Bounding Description

A parcel of land labelled as License Area situated near Lechmere Canal in the City of Cambridge, Middlesex County, Commonwealth of Massachusetts, bounded and described as follows:

Southerly in part by land now or formerly of Edgewater Place Limited Partnership and land now or formerly of CambridgeSide Galleria Associates Trust 49.50 feet;

On land now or formerly of the City of Cambridge the following three (3) courses:

Westerly by the easterly line of the License Canopy Area as shown on a plan herein below mentioned ten and 05/100 (10.05) feet;

Northerly forty-five and 94/100 (45.94) feet; and

Easterly ten and 00/100 (10.00) feet.

Said parcel contains 477 square feet, more or less, and is shown on a plan herein below mentioned.

Also, another parcel of land labelled as License Area as shown on said plan bounded and described as follows:

Southwesterly by land now or formerly of CambridgeSide Galleria Associates Trust Two Hundred Thirty Nine and 26/100 (239.26) feet;

On land now or formerly of the City of Cambridge the following three (3) courses:

Northerly by a Temporary Construction Easement as shown on aforesaid plan ten and 10/100 (10.10) feet;

Northeasterly Two Hundred Twenty Three and 54/100 (223.54); and

Easterly by a License Canopy Area as shown on aforesaid plan Ten and 05/100 (10.05) feet.

Said parcel contains 2314 square feet, more or less, and is shown as "License Area" on a plan entitled "City of Cambridge & Karp as Trustee, License Plan of Land, Lechmere Canal Park in Cambridge, Mass.", dated April 14, 1989, revised June 26, 1989 and June 12, 1990, prepared by The BSC Group - Surveying & Mapping, Inc. (Dwg. No. 2662-86).

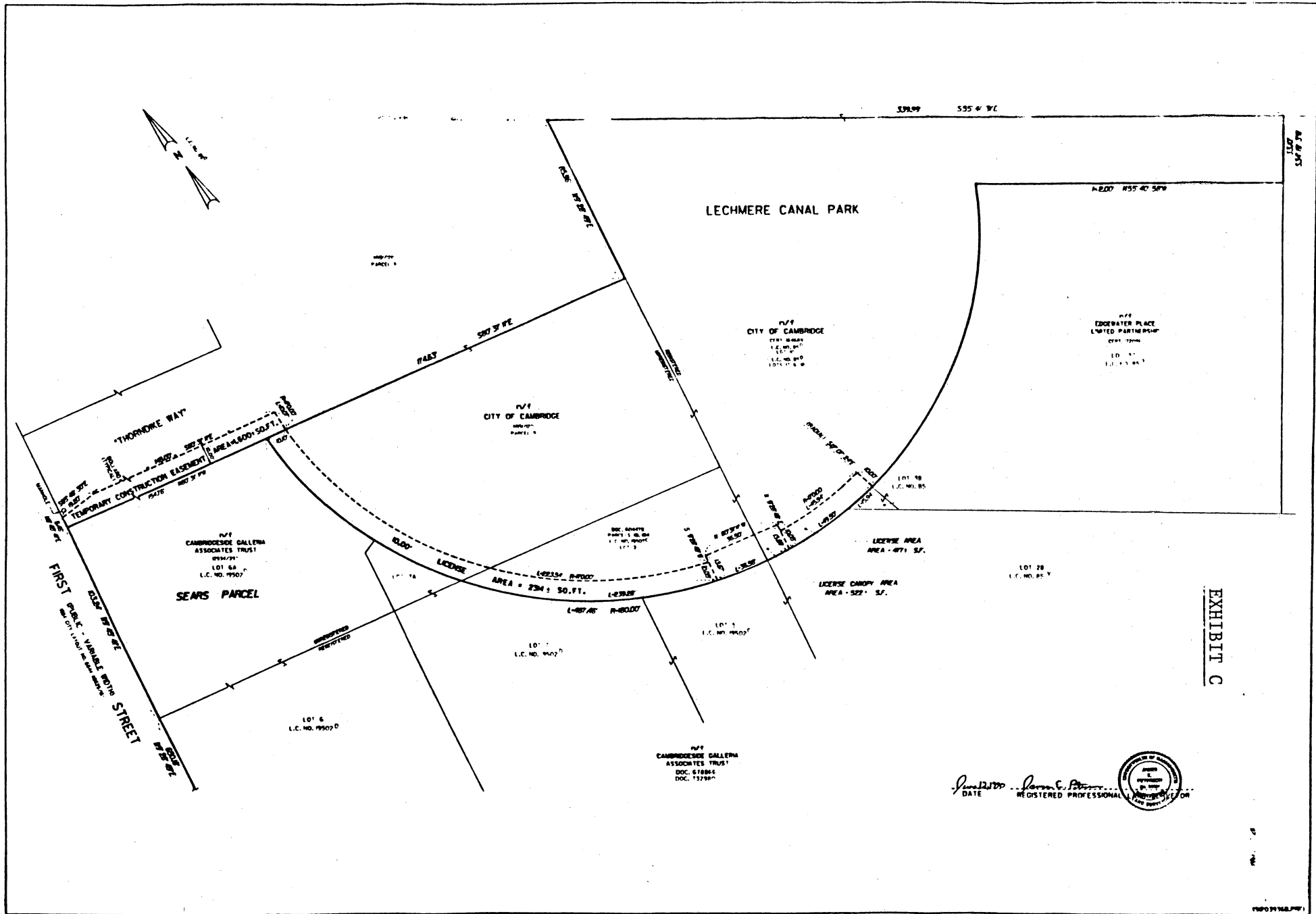


EXHIBIT C

DATE: *June 12, 1999*
 REGISTERED PROFESSIONAL LAND SURVEYOR



PREPARED FOR:
 CITY OF CAMBRIDGE &
 KAMP AS TRUSTEE
 LICENSE
 PLAN OF LAND
 LECHMERE CANAL PARK
 IN
 CAMBRIDGE, MASS.
 MIDDLESEX COUNTY

PREPARED FOR
 NEW ENGLAND DEVELOPMENT

BSC

THE BSC GROUP, INC.
 100 WASHINGTON STREET, SUITE 200
 CAMBRIDGE, MASSACHUSETTS 02142
 TEL: 617.452.1000
 FAX: 617.452.1001
 WWW.BSCGROUP.COM

SCALE: 1" = 100'
 DATE: APRIL 14, 1999
 CALL: J. PETERSON
 CHECK: S. SPRINZ
 DRAW: L. FALOWA
 RESEARCH: S. BARRIE
 PRODUCTION: S. SPRINZ
 FILE NO: 11-15-0019000000
 DOC NO: 1943-06 SHEET
 JOB NO: 1001-16 1 OF 1

EXHIBIT D

SUBJECT PREMISES: Licensee's Land
First Street & Commercial Avenue,
Cambridge, Massachusetts

Running Description

A certain parcel of land being comprised of registered and unregistered land situated between First Street and Commercial Avenue in the City of Cambridge, in the County of Middlesex, Commonwealth of Massachusetts, bounded and described as follows:

Beginning At a point on the easterly sideline of First Street, which point lies N 9-28-49 E along said sideline 449.98 feet from the intersection of said sideline with the northerly sideline of Rogers Street, at a corner of the parcel herein described; thence running

N 09-28-49 E along said sideline of First Street 50.00 feet; thence turning and running

S 80-31-11 E along the Lechmere Parcel as shown on the plan herein below mentioned 217.64 feet; thence turning and running

N 09-28-49 E along said Lechmere Parcel 163.42 feet; thence turning and running

N 80-31-11 W along said Lechmere Parcel 78.17 feet; thence turning and running

N 09-28-49 E along said Lechmere Parcel 21.67 feet; thence turning and running

N 80-31-11 W along said Lechmere Parcel 26.67 feet; thence turning and running

N 09-28-49 E along said Lechmere Parcel 6.75 feet; thence turning and running

N 80-31-11 W along said Lechmere Parcel 65.67 feet; thence turning and running

S 09-28-49 W along said Lechmere Parcel 11.92 feet; thence turning and running

N 80-31-11 W along said Lechmere Parcel 47.14 feet to the easterly sideline of First Street; thence turning and running

N 09-28-49 E along said First Street sideline 273.58 feet; thence turning and running

S 80-31-11 E along the Sears Parcel as shown on aforesaid plan 172.47 feet; thence turning and running

N 09-28-49 E along the Sears Parcel 178.78 feet; thence turning and running

N 68-34-30 E along said Sears parcel 7.56 feet to a point on Lechmere Canal Park (also being land now or formerly of the City of Cambridge); thence turning and running

Southeasterly along said City of Cambridge land, by a curve to the left, having a radius of 180.00 feet, and an arc length of 253.54 feet; thence turning and running

S 12-51-36 E along the westerly line of Lot 37, as indicated on Land Court Plan 85X, said line in part by the brick face of an existing building on Lot 37, being now or formerly of Edgewater Place Limited Partnership, a distance of Sixteen and 56/100 (16.56) feet, thence turning and running

S 54-48-31 E by land now or formerly of Edgewater Place Limited Partnership, and by land now or formerly of the Commonwealth of Massachusetts, a distance of 357.44 feet to the westerly sideline of Commercial Avenue; thence turning and running

Southerly along said sideline of Commercial Avenue by a curve to the left, having a radius of 5,839.00 feet and an arc length of 15.01 feet; thence turning and running

N 54-48-31 W a distance of 184.90 feet; thence turning and running

S 35-11-29 W a distance of 66.00 feet; thence turning and running

S 09-28-49 W a distance of 102.66 feet; thence turning and running

S 54-48-31 E a distance of 138.30 feet to the westerly sideline of Commercial Avenue, the previous four courses by Lot 29 shown on Land Court Plan 85V; thence turning and running

S 35-11-29 W along said sideline of Commercial Avenue 146.85 feet, thence turning and running

Northwesterly along a curve to the right having a radius of 30.00 feet, and an arc length of 47.12 feet; thence turning and running

N 54-48-31 W a distance of 110.51 feet, thence turning and running

Southeasterly along a curve to the left having a radius of 350.00 feet and an arc length of 70.96 feet; thence turning and running

S 54-48-31 E a distance of 99.66 feet; thence turning and running

Southeasterly along a curve to the right having a radius of 30.00 feet and an arc length of 18.36 feet; the previous five courses by land now or formerly of the City of Cambridge; thence turning and running

N 80-31-11 W a distance of 44.77 feet; thence turning and running

S 09-28-49 W a distance of 11.08 feet; thence turning and running

N 82-09-49 W a distance of 40.68 feet; thence turning and running

N 80-31-11 W a distance of 47.91 feet; thence turning and running

Southwesterly along a curve to the left having a radius of 8.00 feet, and an arc length of 6.28 feet; thence turning and running

S 54-28-49 W a distance of 9.61 feet; thence turning and running

Southwesterly along a curve to the right having a radius of 7.50 feet, and an arc length of 4.27 feet; thence turning and running

S 09-28-49 W a distance of 49.35 feet, the previous eight courses by Lot 33 shown on Land Court Plan 85W, and being land now or formerly of CambridgeSide Galleria Associates Trust; thence turning and running

Northwesterly along a curve to the left having a radius of 7.50 feet, and an arc length of 1.62 feet; thence turning and running

N 80-31-11 W a distance of 71.96 feet; thence turning and running

S 09-28-49 W a distance of 236.00 feet, the previous three courses by Lot 35 shown on Land Court Plan 85W being land now or formerly of said CambridgeSide Galleria Associates Trust; thence turning and running

N 80-31-11 W a distance of 10.01 feet; thence turning and running

S 09-28-49 W a distance of 3.54 feet, the previous two courses by Lot 14 shown on Land Court Plan 85P and being land now or formerly of Lotus Development Corporation; thence turning and running

N 80-31-11 W a distance of 56.43 feet in part by Lot 14 shown on Land Court Plan 85P and unregistered land being said Lotus land; thence turning and running

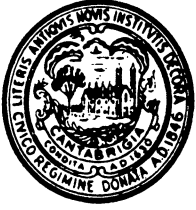
N 09-28-49 E a distance of 48.54 feet; thence turning and running

N 80-31-11 W a distance of 40.00 feet; thence turning and running
N 09-28-49 E a distance of 200.00 feet, thence turning and running
N 80-31-11 W along said land of Lotus 200.00 feet to the point and
place of beginning; the previous four courses by said
Lotus land.

The above described parcel contains 291,842 square feet more or less, and is shown on a plan entitled "Title Insurance Plan of Land, Commercial Avenue, First Street in Cambridge, Mass." dated April 20, 1989, revised through May 5, 1989, prepared by the BSC Group - Surveying & Mapping, Inc. (Dwg. No. 2663-84).

The said Developer Parcel is comprised in part of the following registered land:

1. Lot 28 as shown on Land Court No. 85V filed in the Land Registration Office;
2. Lot 32 as shown on Land Court Plan No. 85W filed in the Land Registration Office;
3. Lot 5 as shown on Land Court Plan No. 19502C filed in the Land Registration Office;
4. Lot 7 as shown on Land Court Plan No. 19502D filed in the Land Registration Office;
5. Lot 36 as shown on Land Court Plan No. 85W filed in the Land Registration Office; and
6. Lot 38 as shown on Land Court Plan No. 85X filed in the Land Registration Office.



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139

TEL. 498-9011

EXECUTIVE DEPARTMENT
ROBERT W. HEALY
City Manager

RICHARD C. ROSSI
Deputy City Manager

June 21, 1990

To the Honorable, the City Council:

I am recommending the City Council approve a license agreement by and between the CambridgeSide Galleria Associates and the City of Cambridge for the purpose of erecting and maintaining certain awnings, canopies, canopy structures, window swings and door swings at the CambridgeSide Galleria.

The request for this license is in accordance with the urban design plan for the crescent area around the Galleria and the Lechmere Canal. The proposed license is in accordance with the Development Agreement executed between the parties in 1987.

The proposed text of the license is attached and has been reviewed by attorneys for both the Developer and the City of Cambridge. The license agreement is initially for one year but would be automatically renewed each year unless either of the parties notifies the other in writing of an intent to amend or terminate the license agreement.

The reason for making the request at this time is have the licenses in place in time for the Opening of the Galleria in mid September.

Very truly yours,

Robert W. Healy
City Manager

Agenda # 25 5 634

Approval of license agreement between
the CambridgeSide Galleria Associates
and the City of Cambridge.

In City Council,

June 25, 1990

Agreement approved
9-0-0