



October 13, 2020

BY HAND

Town of Needham Planning Board Members
Public Service Administration Building
500 Dedham Avenue
Needham, MA 02492
Attn: Ms. Lee Newman

Re: Center 128 West - 66B Street, 380 First Avenue, 410 First Avenue, 2B
Street and 37A Street (collectively, the “Property”)

Dear Planning Board Members:

We are counsel to The Children’s Hospital Corporation (the “Applicant”, or “Children’s”), 300 Longwood Avenue, Boston, Massachusetts 02115, an affiliate of Boston Children’s Hospital.

Boston Children’s Hospital is the nation's premier pediatric academic medical center with a commitment to being the worldwide leader in the advancement of children’s health. Boston Children's Hospital is the #1 ranked pediatric hospital in the nation for the seventh year in a row according to U.S. News & World Report’s 2020-21 Best Children’s Hospitals Honor Roll. It is home to the world’s largest pediatric research enterprise, and it is the leading recipient of pediatric research funding from the National Institutes of Health.

Founded in 1869 as a 20-bed hospital for children, Boston Children’s Hospital has grown significantly and has a legacy of firsts that have improved the practice of pediatric care across the world with a clear focus on four interwoven missions: providing the best clinical care to children, researching new cures for diseases, training the next generation of pediatric caregivers, and improving the health and well-being of children with a special emphasis on making the communities it serves a better place for families to live, work, and play.

In order for Boston Children’s Hospital to continue delivering premier care, research and teaching on which it has built its reputation and address its growth in patients and employees, it is imperative that Boston Children’s Hospital increase its

outpatient clinical care capacity within the surrounding local communities, as well as its supporting office and administrative space requirements.

To that end, the Applicant has been working diligently with the Town of Needham for over a year to facilitate the development of a 224,000 sq. ft. pediatric medical facility at 380 First Avenue (the “Project”). As a result of these collaborative efforts, the Town unanimously voted at its annual Town Meeting on June 8, 2020, to amend the New England Business Center zoning district (the “NEBC”) to allow a Pediatric Medical Facility use upon the issuance of a special permit by the Planning Board (the “Board”). Additionally, despite its exemption from paying taxes as non-profit, the Applicant agreed with the Town to pay real estate taxes and make additional financial contributions to support child health and wellness services in the Town.

Pursuant to Chapter 40A of the Massachusetts General Laws, the Needham Zoning By-Law, the Board Rules and Section 4.2 of Major Site Plan Special Permit No. 2012-07, dated October 16, 2012 (as amended), enclosed is an Application for Further Site Plan Review and Special Permit Amendment in connection with the Project (the “Application”). In support of the Application, the Applicant is submitting the following materials and information (*5 copies of each unless otherwise indicated*):

1. Application for Further Site Plan Review;
2. Letter from Tetra Tech dated September 24, 2020, outlining the key changes as outlined on the Site Overlay Plan;
3. Plan Set titled “Boston Children’s Hospital - Needham Satellite Project” (the “Plan Set”), which includes the following (*1 additional 11x17 copy mailed directly to each Board member*):
 - a. Existing Site and Surrounding Area Photographs;
 - b. Building and Garage Elevations;
 - c. Site Plan Overlay;
 - d. Revisions to the following sheets approved by the Existing Special Permit:
 - i. Sheet C-3 Layout and Materials Plan;
 - ii. Sheet C-4 Grading and Drainage Plan;
 - iii. Sheet C-5 Drainage Schedules;
 - iv. Sheet C-6 Utilities Plan;
 - v. Sheet D-4 Construction Details;
 - vi. Sheet LT-1 Site Lighting Plan;

- vii. Interim Condition Site Plan;
 - viii. Sheet L-1 Landscape Plan; and
 - ix. Sheet L-2 Landscape Details;
 - e. Basement Overall Plan;
 - f. Levels 1 – 5 Overall Plans;
 - g. Roof Plan;
 - h. South East Elevation;
 - i. South West Elevation;
 - j. North West Elevation;
 - k. South East Elevation;
 - l. Building Section – East West;
 - m. Building Section – East/West at Drop Off; and
 - n. Building Section – North South.
- 4. Traffic Impact Report prepared by Vanasse Hangen Brustlin, Inc., dated September 25, 2020;
 - 5. A fully compiled copy of the Existing Special Permit (hereinafter defined); and
 - 6. Check payable to the Town of Needham in the amount of \$1,000.00 representing the filing fee for an Amendment to Major Project Site Plan Review Decision.

The Applicant hereby requests pursuant to Zoning By-Law Section 7.4.4 that the Board waive the submission by Applicant of any of the required information not submitted herewith.

* * *

ZONING ANALYSIS DISCUSSION:

Background:

On October 16, 2012 the Board issued a Major Project Site Plan Special Permit, which approved a multi-phased project to construct multiple office/research and development buildings, a hotel, multiple parking garages, surface parking and associated landscaping and driveways at the Property (the “Original Decision”). The Original Decision has been amended by subsequent decisions issued by the Board on April 2, 2013, September 17, 2013, January 6, 2015, April 28, 2015, November 10, 2015 and

April 25, 2016 (collectively, the “Amendments” and, together with the Original Decision, the “Existing Special Permit”).¹

The development program approved by the Existing Special Permit consists of: (a) four office/research and development buildings with a total combined square footage of approximately 740,000 sq. ft.; (b) two free standing parking garages (to contain a combined 3,525 parking spaces); (c) 117 surface parking spaces; (d) a hotel comprising approximately 89,740 sq. ft. and containing 128 guest units, approximately 1,240 sq. ft. of conference/function space, a guest dining area, lounge/bar area, indoor pool, exercise room and other hotel amenities, together with (e) associated driveways, landscaping and other associated site improvements. Additionally, the approved development program included the consolidation of the four (4) separate parcels into one (1) new parcel, which has encouraged pedestrian activity within the site, streamlined traffic activity in certain areas, and overall, has supported the “campus-like” environment envisioned by both the Applicant and the Board.

Each of the four office buildings are identified in the Existing Special Permit in the following manner: “Building 1” is the building to be located at 380 First Avenue; “Building 2” is the building to be located at 2 B Street; “Building 3” is the building located at 410 First Avenue; “Building 4” is the building to be located at 37 A Street; “Garage A” is the parking structure to be constructed with a total of 925 parking spaces; and “Garage B” is the parking structure to be constructed with a total of 2,600 parking spaces. We note that per the terms of the Existing Special Permit, a Reciprocal Parking and Access Easement Agreement has been executed and recorded in the land records to reflect the requirement that 857 parking spaces located in Parking Garage B have been allocated for use by the adjacent Center 128 East. As further discussed below, there will be sufficient parking at the Proposed Development to accommodate the Project without use of these 857 spaces that have been allocated to Center 128 East as required by the Existing Special Permit, and satisfy the zoning requirements applicable to all of the uses at the Property and Center 128 East.

A portion of the development has been constructed, which includes the hotel, Building 3 (currently occupied by TripAdvisor, Inc.), a portion of Garage B and 153 surface parking spaces (collectively, the “Constructed Improvements”). Accordingly, three (3) office buildings (Buildings 1, 2 and 4) with an aggregate of approximately 452,000 sq. ft., Garage A, a portion of Garage B, 153 surface parking spaces, and the remaining associated landscaping, driveways and other site improvements have yet to be developed (the “Remaining Development Rights”). The Project, together with the previously-approved Remaining Development Rights, are hereinafter referred to as the “Proposed Development”.

¹ We note that the Existing Special Permit refers to this site as 360 First Avenue, though the current address is 380 First Avenue.

Proposed Project:

Use

The Applicant is seeking to construct Building 1 as an approximately 224,000 sq. ft. Pediatric Medical Facility. Building 2 and Building 4 are expected to be constructed at a later date and the approved use is currently expected to remain office as set forth in the Existing Special Permit. Pursuant to Section 3.2.4 of the Town of Needham Zoning Bylaw (the “Bylaw”), a Pediatric Medical Facility is allowed upon issuance of a special permit from the Board. Accordingly, a special permit is required to construct Building 1 as a Pediatric Medical Facility in lieu of an office building.

Building Size

Additionally, the Applicant is seeking to increase the approved size of Building 1 by approximately 34,491 sq. ft. by reducing the size of Building 4 by 34,491 sq. ft. and reallocating this square footage to Building 1. Accordingly, the Existing Special Permit must be amended to reflect the following changes:

Building #	Street Address	Approved in Existing Special Permit	Proposed
Building 1	380 First Ave.	189,509 sq. ft. 5 Stories / 84 feet	224,000 sq. ft. 5 Stories / 84 feet
Building 2	2 B Street	127,145 sq. ft. 5 Stories / 72 feet	No change
Building 4	37 A Street	135,000 sq. ft. 5 Stories / 70 feet	100,509 sq. ft. 4 Stories / 56 feet

Parking

The Applicant plans to construct 530 additional spaces to be located in an addition to Garage B and construct an interim surface parking lot with 105 spaces at 37 A Street as shown on the Interim Condition Site Plan. Additionally, there is currently a surplus of 264 spaces at the Property (i.e., 264 spaces greater than what is required under zoning for the all uses at the Property). Pursuant to Section 5.1.2 of the Bylaw, one (1) parking space is required per 290 sq. ft. of floor area in a Pediatric Medical Facility. In this case, 773 parking spaces are required for the Project, resulting in an overall parking requirement of 2,732 spaces (inclusive of the 857 spaces allocated to Center 128 East). Accordingly, the parking to be constructed, together with 138 of the existing surplus spaces, is sufficient to satisfy zoning.

The following chart demonstrates that, upon completion of the Project, the number of parking spaces at the Property will be sufficient to satisfy all of the uses:

Use	Space Required by Zoning	Existing Parking Spaces	Proposed Parking Spaces
Hotel	140 spaces <i>(1 space per sleeping unit, plus one space for each 200 sq. ft. of function or conference area, plus one space for each 3 employees on the largest shift)</i>		
Office (Building 3)	962 spaces <i>(1 space per 300 sq. ft.)</i>		
Pediatric Medical Facility	773 spaces <i>(1 space per 290 sq. ft.)</i>		
Center 128 East	857 ²		
<u>Total</u>	2,732	2,223 (2,070 in Garage B and 153 surface spaces)	2,858 (2,600 in Garage B and 258 surface spaces)

² Per the terms of the Existing Special Permit, 857 parking spaces located in Parking Garage B are allocated to the adjacent Center 128 East and satisfy the parking requirements for the development of Center 128 East under the special permit, as amended, that has been issued for Center 128 East.

Additionally, the following chart demonstrates that, upon completion of the Proposed Development, the number of parking spaces at the Property will be sufficient to satisfy all of the uses:

Use	Space Required by Zoning	Existing Parking Spaces	Proposed Parking Spaces
Hotel	140 spaces <i>(1 space per sleeping unit, plus one space for each 200 sq. ft. of function or conference area, plus one space for each 3 employees on the largest shift)</i>		
Office <i>(Buildings 2 - 4)</i>	1721 spaces <i>(1 space per 300 sq. ft.)</i>		
Pediatric Medical Facility	773 spaces <i>(1 space per 290 sq. ft.)</i>		
Center 128 East	857 ³		
<u>Total</u>	3,491	2,223 (2,070 in Garage B and 153 surface spaces)	3,642 (925 in Garage A, 2,600 in Garage B and 117 surface spaces)

³ See footnote #2.

Dimensional Requirements

The following chart, together with the Plan Set, demonstrates that Building 1, upon completion of the Project, will comply with the dimensional requirements applicable to the Property pursuant to the terms of the Existing Special Permit:

Item	Required	Approved under Existing Special Permit	Current Proposal	Compliance with Zoning
Minimum Lot Area	40,000 sf	596,000 sf	596,000 sf	YES
Minimum Lot Frontage	100 ft	450 ft	450 ft	YES
Minimum Floor Area Ratio	1.0	1.39	1.39	YES; relief previously granted in Existing Special Permit to increase FAR to 1.39
Minimum Front Yard	15 ft	15 ft	15 ft	YES
Minimum Side Yard	20 ft	20 ft 6 in.	20 ft 6 in	YES
Minimum Rear Yard	20 ft	15 ft 7 in	15 ft 7 in	YES; relief previously granted in Existing Special Permit to reduce side setback to 15 ft 7 in
Maximum Lot Coverage	65%	48%	52.3%	YES
Maximum Building Height	72 ft	84 ft	84 ft	YES; relief previously granted in Existing Special Permit to increase building height to 84 ft
Minimum Open Space	25%	23%	23%	YES; relief previously granted in Existing Special Permit to reduce open space to 23%
Maximum Uninterrupted Façade Length	300 ft	352 ft	337 ft	YES; relief previously granted in existing special Permit to allow uninterrupted façade length of up to 352 ft for Garage B ⁴
Minimum Street Trees	1 per 40 ft	1 per 40 ft	1 per 40 ft	YES

⁴ Amendment proposed to increase façade length for Garage A from 315' to 337', for which a special permit is being requested.

Other Requirements of the Existing Special Permit

Certain terms and conditions of the Existing Special Permit must be modified in connection with the Project. Specifically, Section 3.9 regarding permitted buildout and quantity of on-site parking and Section 3.11 regarding permitted uses must be amended to reflect the change in use from office to Pediatric Medical Facility in Building 1. Section 3.38 regarding Design Guidelines must be amended to reflect the change in use from office to Pediatric Medical Facility and to reflect the currently proposed design of Building 1. Section 4.6 regarding the permitted buildout period must be extended to allow for commencement of construction of the Project and subsequent construction of later phases. Each of the above Sections refer to the First Amended and Restated Major Site Plan Special Permit dated April 2, 2013.

Relief Requested:

Based on the foregoing analysis and in accordance with Section 7.4 of the Bylaw and Section 4.2 of the Existing Special Permit, the following items of zoning relief are requested:

1. Special Permit, in accordance with Bylaw Section 3.2.4 and Article II of the Board Rules for a Pediatric Medical Facility Use in the NEBC district.
2. Amendments to the Existing Special Permit decision, as follows:
 - a. Amendment to replace the previously governing special permit plan set with the Plan Set attached hereto;
 - b. Amendment to reallocate 34,491 sq. ft. from Building 4 to Building 1;
 - c. Amendment to Section 3.9 of the Existing Special Permit to reflect the change in proposed use and subsequent changes to buildout plans and parking;
 - d. Amendment to Section 3.11 of the Existing Special Permit to reflect the change in use from office to Pediatric Medical Facility in Building 1 and to provide that the incorporation at the Property of any uses permitted as-of-right in the NEBC will be allowed without any further amendment to the special permit (provided that parking ratios applicable to any such use can be satisfied using the number of spaces already approved in the Existing Special Permit);
 - e. Amendment to Section 3.38 of the Existing Special Permit to reflect the change in proposed use and current design of Building 1;

- f. Amendment to Section 4.6 of the Existing Special Permit to extend the date for commencement of construction of the Project and subsequent construction of later phases from November 14, 2022 to December 31, 2029;
- g. Amendment to Existing Special Permit to extend relief previously granted to allow for uninterrupted façade length in excess of 300 ft to apply to the 337 ft proposed for Garage A;
- h. Such other amendments to the Existing Special Permit as the Board deems necessary to accommodate the Project;
- i. For the sake of clarity, the Applicant notes that the Existing Special Permit is separate and distinct from the special permit previously granted for Center 128 East, and in granting the relief requested by the Applicant, the Applicant requests that the Board expressly find that the amendment of Existing Special Permit shall not be construed as an amendment or modification to the special permit granted previously for Center 128 East; and
- j. Additionally, the Applicant is presenting the enclosed Plan Set as an alternative to the plans previously filed and approved by the Board in the Existing Special Permit. The Applicant requests that in the unlikely event that Plan Set is approved by the Board, but the Applicant's purchase of the Property does not occur on or before March 31, 2021, then the Existing Special Permit shall remain in full force and effect without modification, with the following exceptions: 1) the termination date of the Existing Special Permit shall become December 31, 2029, unless further extensions are granted, and 2) the requested special permit to grant the uninterrupted façade length of Garage A from 315 feet to 337 feet shall continue to be in full force and effect.

Satisfaction of Criteria for Granting Relief Requested:

In accordance with Section 7.4.6 of the Bylaw the Project satisfies each of the following requirements for Site Plan Review, as follows:

- (a) **The adjoining premises are protected against seriously detrimental uses by provision of sufficient surface water drainage, sound and sight buffers and preservation of views, light and air;**

The adjoining premises will be protected against any seriously detrimental uses

on the Property through the provision of surface water drainage, sound and sight buffers, and preservation of views, light and air. The Property will in fact be configured such that the majority of proposed parking will be structured parking, which results in an increase in open space and a corresponding increase in groundwater recharge. The proposed location of buildings in relation to open space and parking purposefully create a campus-like environment minimizes negative impacts to adjacent premises. Surface water that is not recharged directly into the ground will be collected via a series of catch basins and drains. The undeveloped portions of the Property will be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented.

- (b) The convenience and safety of vehicular and pedestrian movement within the site and on adjacent streets, the location of driveway openings in relation to traffic and adjacent to streets, and regulations application to handicapped, minors and the elderly have all been adequately addressed;**

Convenience and safety of vehicular and pedestrian traffic will not be adversely affected by the Project. The parking garages and other parking areas proposed to be created will contain at least the number of parking spaces required by the Bylaw and will comply with the design criteria set forth in Section 5.1.3 of the Bylaw. Instead of the continuation of four separate parcels, each containing its own building and parking area, curb cuts and the like, the consolidated new parcel will streamline the parking and traffic to and from (as well as within) the Property, improve the convenience and safety of vehicular and pedestrian movement within the site and on adjacent streets, and the location of driveway openings in relation to traffic and adjacent streets will be enhanced. The Project also complies with other regulations for the handicapped, minors and the elderly.

- (c) The arrangement of parking and loading spaces in relation to the proposed use of the premises is adequate;**

Parking and loading spaces have been adequately arranged in relation to the proposed uses on the premises. The number of parking spaces required by the Bylaw will be provided. The bulk of the parking will be structured parking, which will protect employees and visitors to the site from the elements.

- (d) The methods of disposal of refuse and other wastes resulting from the uses permitted on the site are more than sufficient;**

Adequate methods for disposal of refuse and waste will be provided by the Project. Solid waste and refuse will be disposed of in compliance with all applicable rules and regulations. The waste-water system is connected to the

municipal sewer system and will continue to do so.

- (e) The relationship of structures and open spaces to the natural landscape, existing buildings and other community assets in the area has been thoughtfully planned and is favorable;**

The relationship of the structures to be constructed to those in the surrounding area will substantially improve the present condition of the Property. The addition of the world-class Pediatric Medical Facility will bring a valuable asset and significant economic resource to the Town of Needham and will complement the existing hotel and office uses on the Property. The creation of a campus-like environment and structured parking will enhance the relationship of structures and open space on the site. The Project will comply with the off-street parking requirements of Section 5.1.2 of the Bylaw as well as the parking design criteria set forth in Section 5.1.3 of the Bylaw.

- (f) Any adverse impacts on the Town's resources, including the effects on the Town's water supply and distribution system, sewer collection and treatment, fire protection, and streets, have all been adequately mitigated.**

The Project will not have any adverse impact on the Town's water supply and distribution system, sewer collection and treatment, fire protection and streets. The Project will not have any adverse impact on the Town's water or wastewater infrastructure. Sufficient pump stations, including the Reservoir B station, the Kendrick Street station, and a third pump station enhanced in connection with the Charles River Landing project all provide support for the area. With respect to fire protection, the new Building 1 will be fully accessible for the Town's firefighting apparatus. The maximum height of the proposed Building 1 is 84 feet, plus mechanicals, and all buildings will be properly accessible to fire-fighting equipment.

The special permit granting authority for the approvals required in connection with this Application is the Board. Pursuant to Section 7.6.1 of the Bylaw, the procedures and decision criteria for the Board are the same as specified in Section 7.5.2 for special permits acted on by the Board of Appeals. Thus, the criteria outlined in Section 7.5.2.1 for the granting of special permits, as outlined below, is applicable here. The application satisfies the Special Permit criteria outlined in Section 7.5.2.1 of the By-Law as follows:

- (a) Complies with such criteria or standards as set forth in the section this Bylaw which refers to the granting of the requested special permit;**

There are no additional criteria set forth in the Bylaw for the requested special permit.

(b) Is consistent with:

1) The general purposes of this Bylaw as set forth in subparagraph 1.1, and

The Project is consistent with the general purposes of the Bylaw, including the promotion of health, safety, convenience, morals or welfare for Needham residents. The addition of a state-of-the-art Pediatric Medical Facility will provide a valuable public health resource to residents, in addition to generating a source of employment for Needham residents and a significant economic benefit.

2) The more specific objectives and purposes of applicable to the requested special permit which may be set forth elsewhere in this Bylaw, such as, but not limited to, those at the beginning of the various sections;

There are no additional criteria set forth in the Bylaw for the requested special permit.

(c) Is designed in a manner that is compatible with the existing natural features of the site and is compatible with the characteristics of the surrounding area;

As described above, the Project is compatible with the existing natural features of the site and with the characteristics of the surrounding area. The orientation of the buildout with the parking garages located near the “rear” of the Property will result in limited visibility of the structures from the major surrounding roads, including Route 128, A Street, B Street and First Avenue. Trees and landscaping will complement existing features of the Property and surrounding area. The undeveloped portions of the Property will be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented.

(d) The circulation patterns for motor vehicles and pedestrians which would result from the use or structure which is the subject of the special permit will not result in conditions that unnecessarily add to traffic congestion or the potential for traffic accidents on the site or in the surrounding areas;

As described in the traffic management plan submitted in connection with this Application, motor vehicle traffic will be accommodated on the Property in such a way that compliments and encourages pedestrian activity and does not

result in additional traffic congestion. A series of pedestrian walkways will connect various buildings and parking garages, contributing to the “campus-like” environment of the Property.

(e) The proposed use, structure or activity will not constitute a demonstrable adverse impact on the surrounding area resulting from:

- 1) Excessive noise, level of illumination, glare, dust, smoke or vibration which are higher than levels now experienced from uses permitted in the surrounding area,**
- 2) Emission or discharge of noxious or hazardous materials or substances, or**
- 3) Pollution of water ways or groundwater.**

The proposed use, structure and activity at the Property will not have a demonstrable adverse impact on the surrounding area. Any minimal noise, illumination or glare associated with the Project will be mitigated with the design features such as landscaping and lighting, as more particularly demonstrated in the Plan Set submitted in connection with this Application. No noxious or hazardous substances are anticipated to be emitted as a result of the Project, and no waterways or groundwater will be polluted.

Finally, we believe this proposal and application is consistent with the goals set forth in the “Goals of the June 2001 New England Business Center, Highland Avenue Corridor, and Wexford/Charles Street Industrial District Plan”, as adopted by the Board on December 11, 2001 (the “Goals of the District Plan”), as follows:

(a) Create a high-quality office park that meets the space and infrastructure needs of the regional office market.

Overall, the Proposed Development replaces an underutilized commercial site with a modern, highly efficient and very attractive Pediatric Medical Facility, sophisticated hotel, and Class-A suburban office buildings of the design and quality sought after by the market. The Project will help to create a high-quality office and medical park that meets the space and infrastructure needs of the regional market. With structured parking and functional open space, the Proposed Development will cater to a wide variety of high-quality tenants looking to establish themselves in Needham. The visibility and prominence along Route 128 will further enhance the attraction of the Proposed Development to prospective tenants. The combination of uses on the Property will also enhance the attractiveness of the office park and will complement the business expected to locate at the Property.

(b) Create a “campus-like” character for the district through the design of buildings, streets and public spaces.

The Project will contribute to the “campus-like” character for the district through the design of buildings, streets and/or public spaces. The Proposed Development has been designed specifically to create a “campus-like” character. The consolidation of the four lots into a single lot with interior walking areas, and vibrant, functional plazas has served to connect the buildings through the use of open space. The placement of the proposed structured parking in relation to the buildings will maximize convenience for visitors. The incorporation of strategically located driveways and landscaped interior “streets” further promotes the campus ideal. The existing hotel on the campus increases the viability and success of the campus and serves to decrease vehicle trips for those business people doing business in the NEBC.

(c) Increase the amount of pervious surface and green space throughout the district.

The design of the Project will increase the amount of pervious surface and green space throughout the district as a result of the Project’s campus environment and shared parking structures. The vast majority of the parking servicing the Property will be structured parking. This will increase the amount of area available for open green space and pervious surfaces.

(d) Improve pedestrian access and views to the Charles River and Cutler Lake.

This goal is inapplicable to the Project.

(e) Design streets and open spaces to create a “sense of address” in each of the sub-areas along Route 128, in the center of the site, and along the river.

The Proposed Development will create a “sense of address” in the sub-area along Route 128. The Project will take advantage of First Avenue as the leading visible edge of the NEBC. By orienting the buildings perpendicular to First Avenue and Route 128, the Proposed Development will invite views not only into the Project itself and its carefully landscaped interiors, but views into the NEBC as a whole. The existing hotel located on B Street is also partially visible from Route 128 and increases the attractiveness and draw to the “campus”. The Project will enhance the NEBC’s strategic location in the highly competitive suburban office market and will facilitate a broader range of economic activity within the area and the Town of Needham.

(f) Locate parking garages on the interior of blocks and away from public open spaces.

By locating the structured parking towards the rear and interior of the site and with the use of strategic landscaping, the Project effectively screens the visual impact of the garages on the open public space. The buildings, not the garages, are located along the public roads.

(g) Design sidewalks, landscaping, lighting, signage, and street furnishings to create a unified sense of character and define a clear hierarchy of streets throughout the district.

The Project helps to create a unified sense of character and defines a clear hierarchy of streets throughout the district. Establishing First Avenue as a primary street will be accomplished not only with the orientation of the buildings themselves, but also by carefully treating the perimeter of the Proposed Development with appropriate levels of landscaping and streetscapes. Native trees and shrubs will compliment high-quality street furnishings and lighting elements throughout the Property. First Avenue will benefit from its visibility and innovative design to signify its primary street focus. In addition, the attractive state-of-the-art hotel on B Street, together with the landscaping and architectural elements visible from B Street, increases the attractiveness of the entire campus.

(h) Create a consistent edge to the district that provides an attractive face to Route 128.

The Project helps to create a consistent edge to the district that provides an attractive face to Route 128. The perpendicular orientation of the proposed buildings to Route 128 and First Avenue will provide an attractive face and sense of quality to motorists on Route 128. This orientation allows for excellent visibility into the Property from Route 128. Incorporating modern design and materials, the buildings will signify a new era for the NEBC, one that denotes progress and opportunity.

(i) Permitting taller buildings with the massing and height appropriate to the scale of the highway.

The Project proposes an 84 foot-tall building, with massing and height appropriate to the scale of the highway. The Project will contribute to the goal of permitting taller buildings along the Route 128 highway edge of the NEBC.

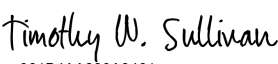
(j) Create spaces between buildings that allow views into the site from Route 128.

The Project will create spaces between buildings that allow views into the Property from Route 128. By situating the buildings perpendicular to Route 128 and First Avenue, a more thorough campus setting has been created that allows for excellent visibility into the site from Route 128.

The Applicant is hereby submitting a copy of these applications to the Town Clerk. We submitted materials to and met with the Design Review Board on September 14, 2020, and their feedback and comments have been incorporated into this application. We appreciate your attention to this matter and look forward to meeting on November 17, 2020 or the soonest available meeting thereafter.

Thank you for your cooperation.

Very truly yours,

DocuSigned by:

961B4AA880A9461...
Timothy W. Sullivan
Attorney for The Children's
Hospital Corporation

Enclosures



**Boston Children's Hospital
Needham Satellite Project
Needham Special Permit Submission
October 7, 2020**

NEEDHAM SATELLITE





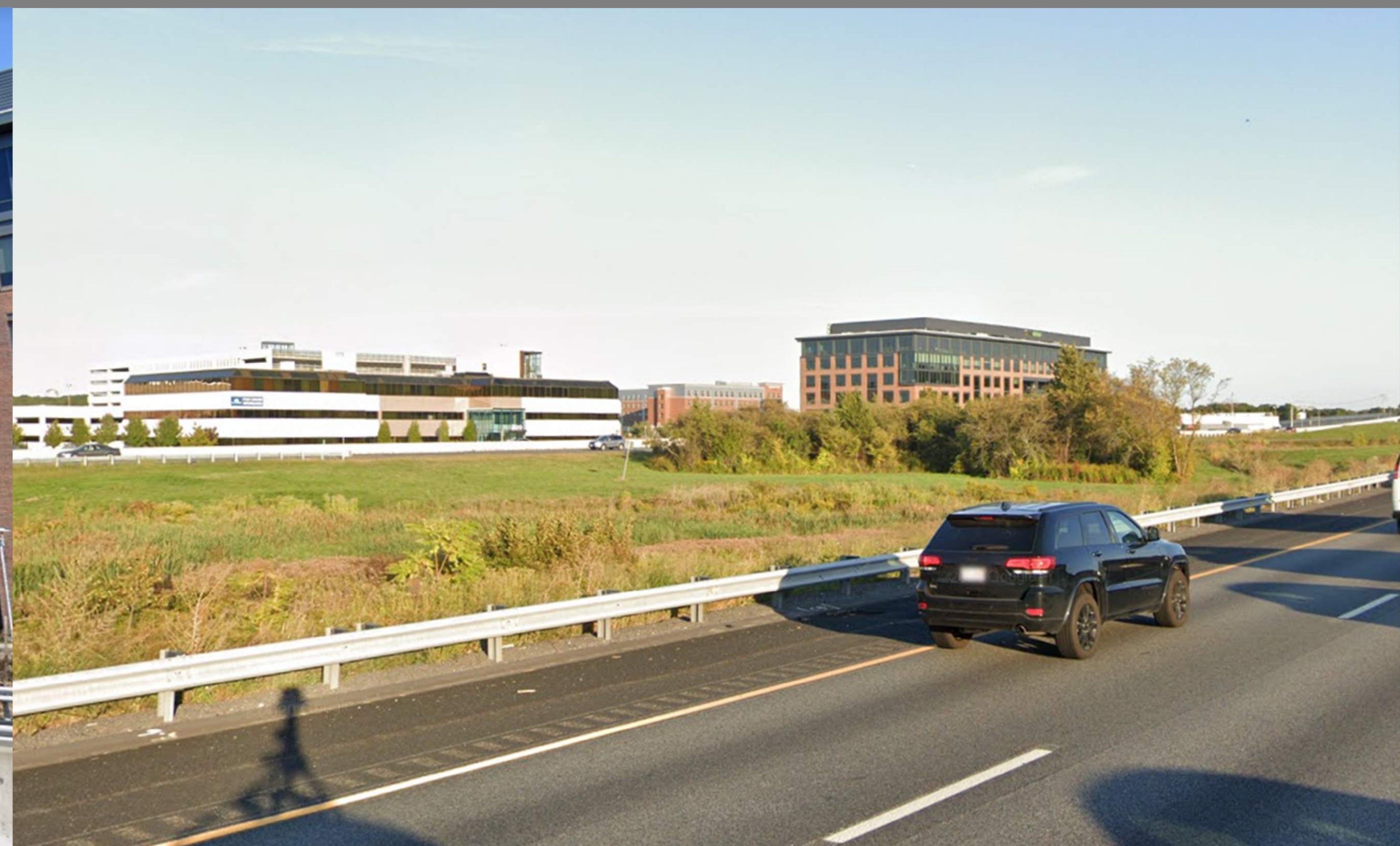
SITE VIEW - FOUNDER'S DRIVE FROM B STREET



SITE VIEW – OFF FOUNDER'S DRIVE



SITE VIEW - 128 FROM SOUTH TRAVELING NORTH



SITE VIEW - 128 FROM NORTH TRAVELING SOUTH





Boston Children's Hospital
Until every child is well

DROP-OFF FAÇADE – OFF FOUNDER'S DRIVE

PAYETTE







CEDAR WOODS



GARAGE

PAYETTE





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LT-1 – SITE LIGHTING PLAN

INTERIM CONDITION SITE PLAN

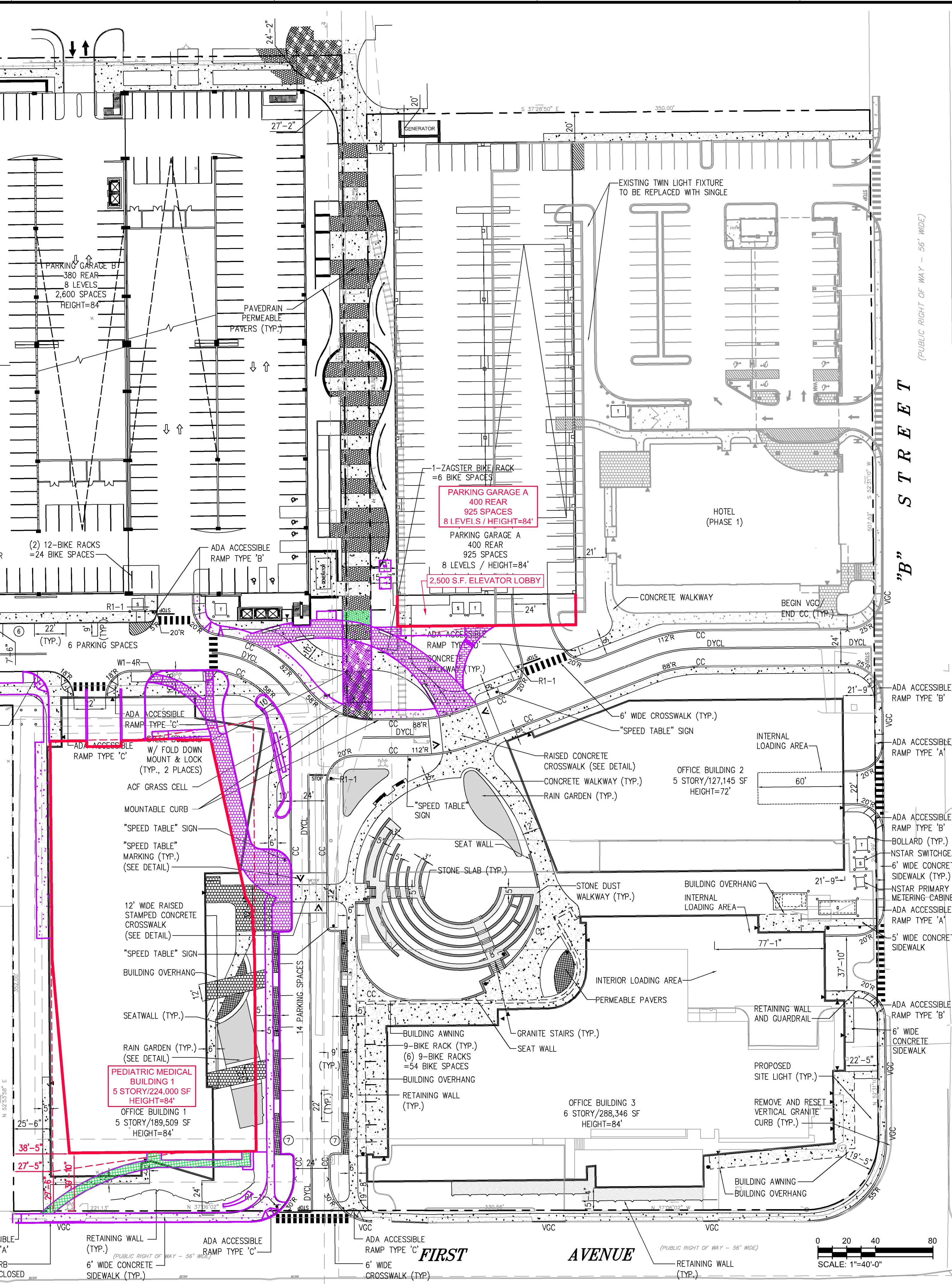
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A3.04 – SOUTH EAST ELEVATION
A3.10 – BUILDING SECTION – EAST WEST
A3.11 – BUILDING SECTION – EAST / WEST AT DROP OFF
A3.12 – BUILDING SECTION – NORTH SOUTH

DRAWINGS

FULL BUILD ZONING TABULATION					
NEEDHAM ZONING CLASSIFICATION: NEW ENGLAND BUSINESS CENTER (NEBC)					
PROPOSED USE: PEDIATRIC MEDICAL FACILITY, HOTEL, PROFESSIONAL, BUSINESS, ADMINISTRATIVE OFFICE AND/OR RESEARCH AND DEVELOPMENT					
DIMENSIONAL REQUIREMENTS					
ITEM	REQUIRED (NEBC)	EXISTING SPECIAL PERMIT	COMPLIANCE W/ ZONING	PROPOSED SPECIAL PERMIT AMENDMENT	PROPOSED CHANGE
MINIMUM LOT AREA	40,000 SF	596,000 SF	✓	596,000 SF	NO CHANGE
MINIMUM LOT FRONTAGE	100'	450'	✓	450'	NO CHANGE
MAXIMUM FLOOR AREA RATIO	1.00	1.39	(1)	1.39	NO CHANGE
MINIMUM FRONT YARD	15'	15'-0"	✓	15'-0"	NO CHANGE
MINIMUM SIDE YARD	20'	20'-6"	✓	20'-6"	NO CHANGE
MINIMUM REAR YARD	20'	15'-7"	(2)	15'-7"	NO CHANGE
MAXIMUM LOT COVERAGE	65%	48%	✓	52.3%	+4.3% COMPLIES
MAXIMUM BUILDING HEIGHT	72'	84'	(3)	84'	NO CHANGE
MINIMUM OPEN SPACE	25%	23%	(4)	23%	NO CHANGE
MAXIMUM UNINTERRUPTED FACADE LENGTH	300'	352'	(5)	337'	(5)
MINIMUM STREET TREES	1 PER 40'	1 PER 40'	(6)	1 PER 40'	NO CHANGE

- (1) SPECIAL PERMIT PREVIOUSLY GRANTED TO INCREASE MAXIMUM FLOOR AREA RATIO FROM 1.00 TO 1.39
(2) SPECIAL PERMIT PREVIOUSLY GRANTED FOR REAR SETBACK AT GARAGE A
(3) SPECIAL PERMIT PREVIOUSLY GRANTED TO INCREASE MAXIMUM BUILDING HEIGHT FROM 72' TO 84'
(4) SPECIAL PERMIT PREVIOUSLY GRANTED TO REDUCE MINIMUM OPEN SPACE BY 25% TO 18.75% (23% OPEN SPACE PROVIDED)
(5) SPECIAL PERMIT PREVIOUSLY GRANTED FROM ZONING SECTION 4.8.1 (6) FOR GARAGE A & B
(5) PROPOSED AMENDED SPECIAL PERMIT TO INCREASE PARKING GARAGE A UNINTERRUPTED FACADE LENGTH FROM 315' TO 337'. PARKING GARAGE B UNINTERRUPTED FACADE LENGTH OF 352' TO REMAIN AS APPROVED.
(6) SPECIAL PERMIT REQUIRED FOR STREET TREE SPACING ALONG SECTIONS OF B STREET AND FIRST AVENUE

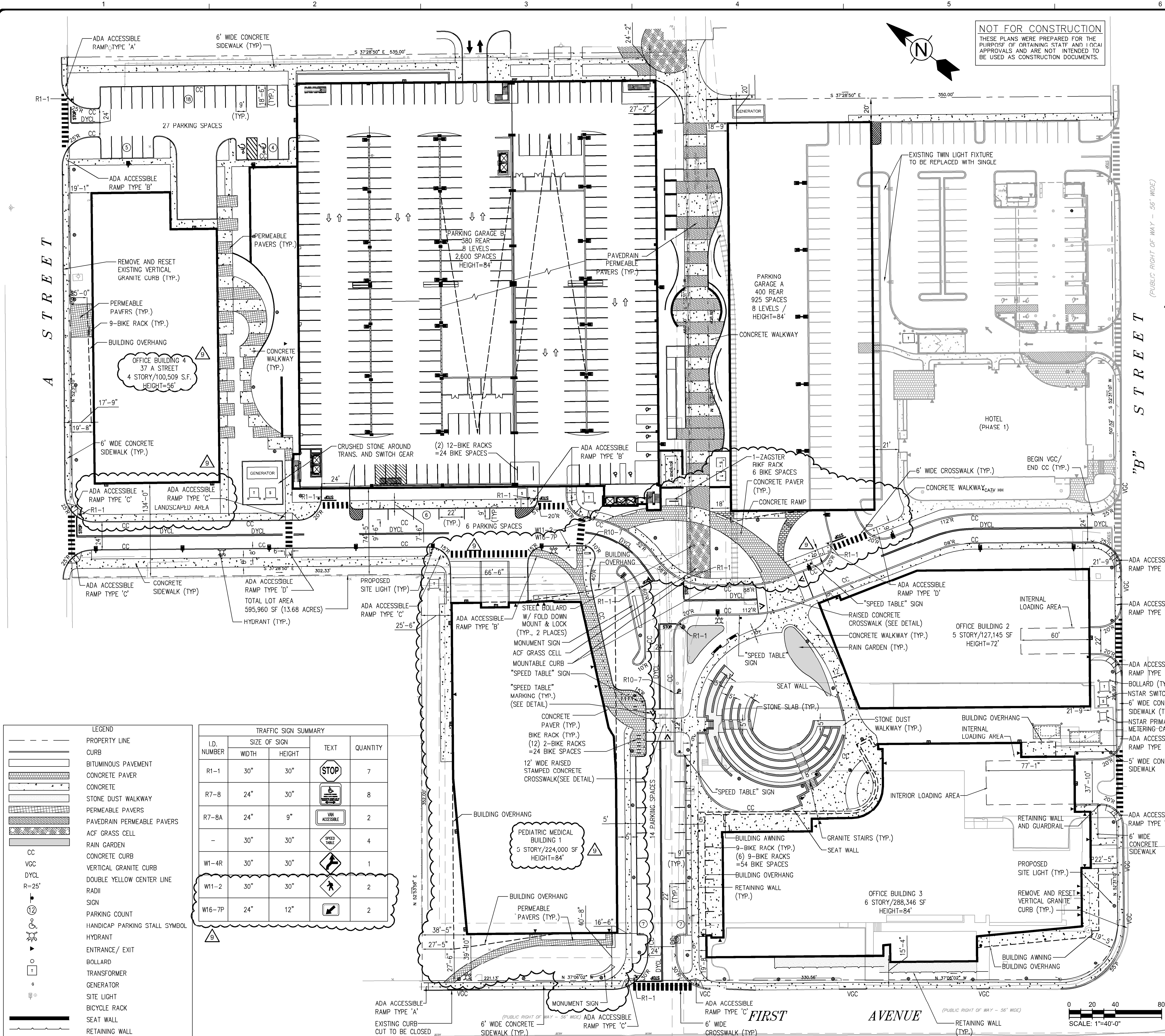


LEGEND-PROPOSED MODIFICATIONS

- PROPOSED CURB, SIGNS
- PROPOSED CONCRETE SIDEWALKS
- PROPOSED CONCRETE PAVER SIDEWALKS
- PROPOSED ACF GRASS CELL
- PROPOSED BUILDINGS
- PROPOSED LANDSCAPE AREA
- PROPOSED PERMEABLE PAVERS
- PROPOSED PAVE DRAIN PERMEABLE PAVERS

LEGEND-APPROVED SITE FEATURES

- PROPERTY LINE
- CURB
- BITUMINOUS PAVEMENT
- STAMPED CONCRETE
- CONCRETE
- STONE DUST WALKWAY
- PERMEABLE PAVERS
- PAVEDRAIN PERMEABLE PAVERS
- ACF GRASS CELL
- RAIN GARDEN
- CONCRETE CURB
- VERTICAL GRANITE CURB
- DOUBLE YELLOW CENTER LINE
- RADI
- SIGN
- PARKING COUNT
- HANDICAP PARKING STALL SYMBOL
- HYDRANT
- ENTRANCE/ EXIT
- BOLLARD
- TRANSFORMER
- GENERATOR
- SITE LIGHT
- BICYCLE RACK
- SEAT WALL
- RETAINING WALL



NOT FOR CONSTRUCTION
THESE PLANS WERE PREPARED FOR THE PURPOSE OF OBTAINING STATE AND LOCAL APPROVALS AND ARE NOT INTENDED TO BE USED AS CONSTRUCTION DOCUMENTS.

FULL BUILD ZONING TABULATION			
NEEDHAM ZONING CLASSIFICATION: NEW ENGLAND BUSINESS CENTER (NEBC)			
PROPOSED USE: PEDIATRIC MEDICAL FACILITY, HOTEL, PROFESSIONAL, BUSINESS, ADMINISTRATIVE OFFICE AND/OR RESEARCH AND DEVELOPMENT			
DIMENSIONAL REQUIREMENTS			
ITEM	REQUIRED (NEBC)	PROPOSED	COMPLIANCE W/ ZONING
MINIMUM LOT AREA	40,000 SF	596,000 SF	✓
MINIMUM LOT FRONTAGE	100'	450'	✓
MAXIMUM FLOOR AREA RATIO	1.00	1.39	(1)
MINIMUM FRONT YARD	15'	15'-0"	✓
MINIMUM SIDE YARD	20'	20'-6"	✓
MINIMUM REAR YARD	20'	15'-7"	(2)
MAXIMUM LOT COVERAGE	65%	52.3%	✓
MAXIMUM BUILDING HEIGHT	72'	84'	(3)
MINIMUM OPEN SPACE	25%	23%	(4)
MAXIMUM UNINTERRUPTED FACADE LENGTH	300'	352'	(5)
MINIMUM STREET TREES	1 PER 40'	1 PER 40'	(6)

(1) SPECIAL PERMIT PREVIOUSLY GRANTED TO INCREASE MAXIMUM FLOOR AREA RATIO FROM 1.00 TO 1.39
(2) SPECIAL PERMIT PREVIOUSLY GRANTED FOR REAR SETBACK AT GARAGE A
(3) SPECIAL PERMIT PREVIOUSLY GRANTED TO INCREASE MAXIMUM BUILDING HEIGHT FROM 72' TO 84'
(4) SPECIAL PERMIT PREVIOUSLY GRANTED TO REDUCE MINIMUM OPEN SPACE BY 25% TO 18.75% (23% OPEN SPACE PROVIDED)
(5) SPECIAL PERMIT PREVIOUSLY GRANTED FROM ZONING SECTION 4.8.1 (6) FOR GARAGE A & B
(6) SPECIAL PERMIT REQUIRED FOR STREET TREE SPACING ALONG SECTIONS OF B STREET AND FIRST AVENUE

PARKING SUMMARY TABLE			
DESCRIPTION	UNITS/AREA	REQUIRED	PROVIDED
HOTEL - PHASE 1			
(1 SP/UNIT)	128 UNITS	128 SP	
(1 SP/3 EMPLOYEES)	15 EMP	5 SP	
(1 SP/200 SF CONFERENCE)	1,300 SF	7 SP	
BUILDING 1-PEDIATRIC MEDICAL (1 SP/290 SF)	224,000 SF	773 SP	
BUILDING 2-OFFICE (1 SP/300 SF)	177,145 SF	424 SP	
BUILDING 3-OFFICE (1 SP/300 SF)	288,346 SF	962 SP	
BUILDING 4-OFFICE (1 SP/300 SF)	100,509 SF	335 SP	
TOTAL PARKING AT CENTER 128 WEST		2,634 SP	3,642*
* 3,642 TOTAL SPACES PROVIDED AT CENTER 128 WEST BASED ON THE FOLLOWING BREAKDOWN: 925 SPACES IN PARKING GARAGE A (400 REAR) 2,600 SPACES IN PARKING GARAGE B (380 REAR) 117 SURFACE SPACE (70 HOTEL + 47 OFFICE)			
NET NUMBER OF SPACES FOR USE BY CENTER 128 WEST		2,785**	
** 2,785 NET SPACES FOR USE BY CENTER 128 WEST BASED ON THE FOLLOWING BREAKDOWN: 3,642 TOTAL SPACES PROVIDED AT CENTER 128 WEST -857 SPACES IN PARKING GARAGE B DESIGNATED FOR USE BY CENTER 128 EAST			
***BICYCLE SPACES (1 PER 20 PARKING SP)		140	140
***117 BICYCLE SPACES ARE PROVIDED ON SITE. THE REMAINING ARE WITHIN THE OFFICE BUILDINGS.			

ZONING BY-LAW OF THE TOWN OF NEEDHAM SECTION 5.1.3: PARKING PLAN AND DESIGN REQUIREMENTS			
ITEM	REQUIRED (TOWN OF NEEDHAM)	PROPOSED LOT	COMPLIANCE
PARKING LOT ILLUMINATION	AVERAGE ILLUMINATION LEVEL OF 1 FC REQUIRED FOR ALL PARKING AREAS	AVERAGE ILLUMINATION LEVEL OF 1 FC PROVIDED FOR ALL PARKING AREAS	✓
LOADING REQUIREMENTS	PROVIDE OFF-STREET LOADING FACILITIES FOR NEW CONSTRUCTION	OFF-STREET LOADING FACILITIES PROVIDED AT PROPOSED BUILDINGS	✓
HANDICAPPED PARKING	PROVIDE HANDICAPPED PARKING IN ACCORDANCE W/ AAB REGULATIONS	HANDICAPPED PARKING SHOWN IN ACCORDANCE W/ AAB REGULATIONS	✓
DRIVEWAY OPENINGS	LOCATION SHALL MINIMIZE CONFLICT W/ TRAFFIC ON STREETS	OPENING LOCATIONS MINIMIZE CONFLICT W/ TRAFFIC ON STREETS	✓
COMPACT CARS	UP TO 50% OF OFF-STREET PARKING SPACES MAY BE COMPACT (8'X16')	LESS THAN 50% OF OFF-STREET PARKING SPACES ARE COMPACT	✓
PARKING SPACE SIZE	ALL NON-COMPACT PARKING SPACES SHALL BE 9'X18.5'	ALL NON-COMPACT PARKING SPACES ARE 9'X18.5'	✓
BUMPER OVERHANG	NO MORE THAN 1 FOOT OF AREA AT FRONT OR REAR OF SPACE ALLOWED	NO MORE THAN 1 FOOT OF AREA AT FRONT OR REAR OF SPACE SHOWN	✓
PARKING SPACE LAYOUT	PARKING AREAS SHALL BE DESIGNED SO THAT NO MOVEMENT OF OTHER VEHICLES IS REQUIRED	PARKING AREAS ARE DESIGNED SO THAT NO MOVEMENT OF OTHER VEHICLES IS REQUIRED	✓
WIDTH OF MANEUVERING AISLE	MINIMUM WIDTH OF MANEUVERING AISLES SHALL OBEY SECTION 5.1.3(i) OF THE ZONING BY-LAW	MINIMUM WIDTH OF MANEUVERING AISLES OBEYS SECTION 5.1.3(i) OF THE ZONING BY-LAW	✓
PARKING SETBACKS	MINIMUM 20' FROM ALL FRONT LOT LINES AND 4' FROM ALL SIDE AND REAR LOT LINES	PARKING SETBACKS FROM ALL FRONT, SIDE, AND REAR LOT LINES MEET THE MINIMUM CRITERIA	✓
LANDSCAPED AREAS	LANDSCAPED AREAS SHALL OBEY SECTION 5.1.3(k) OF THE ZONING BY-LAW	LANDSCAPED AREAS OBEY SECTION 5.1.3(k) OF THE ZONING BY-LAW	✓
TREES	ONE TREE SHALL BE PROVIDED FOR EVERY 10 PARKING SPACES	ONE TREE IS PROVIDED FOR EVERY 10 PARKING SPACES	✓
LOCATION	OFF-STREET PARKING SHALL BE ON EITHER THE SAME LOT AS THE PRINCIPAL USE OR ON A LOT WITHIN 300' & UNDER THE SAME OWNERSHIP	OFF-STREET PARKING IS LOCATED ON THE SAME LOT AS THE PRINCIPAL USE	✓
BICYCLE RACKS	PARKING AREAS OF 40 OR MORE SPACES, BICYCLE RACKS SHALL BE PROVIDED TO ACCOMMODATE 1 BICYCLE PER 20 PARKING SPACES	BICYCLE RACKS ARE PROVIDED	✓

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COMMONWEALTH OF MASSACHUSETTS
GLEN K. DOUGHERTY
CHIEF ENGINEER
NO. 3722
REGISTERED PROFESSIONAL ENGINEER

DATE DESCRIPTION
08/23/13 PLAN MODIFICATIONS
09/11/13 LOADING DOCK REVISIONS
07/10/15 SPECIAL PERMIT AMENDMENT #5
08/14/20 SPECIAL PERMIT AMENDMENT #6

MARK BY
DATE DESCRIPTION
08/24/12 LAYOUT AND TABLE REVISIONS
09/19/12 TOWN COMMENTS
10/02/12 TOWN COMMENTS
11/07/12 PLAN MODIFICATIONS
03/01/13 PLAN MODIFICATIONS
04/12/13 TOWN COMMENTS

Amended Phase 2: Major Project Site Plan Review
Center 128 West
Needham, MA
Layout and Materials Plan
Project No.: 143-11218-20001
Designed By: GKD
Drawn By: JLP
Checked By: GKD
C-3
Bar Measures 1 inch

CATCH BASIN SCHEDULE

STRUCTURE	RIM	INVERTS
CB-36	108.1	INVERT IN= 104.25 (DMH-34)
CB-38	107.5	INVERT OUT= 104.65 (DMH-36)
CB-39	108.0	INVERT OUT= 104.55 (DMH-36)
CB-41	108.8	INVERT OUT= 105.20 (DMH-40)
CB-42	109.0	INVERT OUT= 106.95 (DMH-40)
CB-85	106.4	INVERT OUT= 103.00 (DMH-2R)
CB-87	108.0	INVERT OUT= 103.50 (DMH-10R)
CB-89	109.7	INVERT OUT= 105.70 (DMH-88)
CB-90	112.3	INVERT OUT= 108.30 (DMH-88)
* CB-95	117.3	INVERT OUT= 113.00 (EXISTING CB)
* CB-96	108.0	INVERT OUT= 104.00 (EXISTING DMH)
* CB-97A	111.3	INVERT IN= 107.80 (LD-102)
		INVERT OUT= 107.70 (CB-98)
* CB-98	110.6	INVERT IN= 106.90 (CB-97A)
		INVERT OUT= 106.80 (EXISTING CB)
CB-99	108.65	INVERT OUT= 108.12 (DMH-98)
CB-101	108.6	INVERT OUT= 106.12 (DMH-34)
CB-1R	106.8	INVERT OUT= 99.71 (DMH-8R)

* TO BE TOWN STANDARD CATCH BASIN

IRRIGATION STORAGE/ CISTERN SCHEDULE

CISTERN	RIM	INVERTS
1A	112.5±	INVERT IN= 107.00 (RD-67)
		INVERT OUT= 106.75 (INFILTRATION SYSTEM #1)
1B	113.8±	INVERT IN= 107.00 (RD-69)
		INVERT OUT= 106.75 (INFILTRATION SYSTEM #1)
2	110.0±	INVERT IN= 105.20 (RD-57)
		INVERT OUT= 104.95 (INFILTRATION SYSTEM #2)
3A	114.3±	INVERT IN= 109.65 (RD-53)
		INVERT OUT= 109.40 (DMH-52)
3B	113.5±	INVERT IN= 106.70 (RD-60)
		INVERT OUT= 106.45 (INFILTRATION SYSTEM #3)
4A-R	108.5±	INVERT IN= 104.30 (RD-2R)
		INVERT OUT= 104.05 (INFILTRATION SYSTEM #4)

DRAIN MANHOLE SCHEDULE

STRUCTURE	RIM	INVERTS
DMH-34	109.0	INVERT IN= 104.05 (DMH-98)
		INVERT IN= 105.93 (CB-101)
		INVERT OUT= 103.95 (DMH-34A)
DMH-34A	110.1	INVERT IN= 103.40 (DMH-34)
		INVERT OUT= 103.30 (EXDMH-32)
		INVERT IN= 105.40 (RD-37)
DMH-36	108.0	INVERT IN= 105.40 (TD-36)
		INVERT IN= 105.60 (CB-100)
		INVERT OUT= 105.40 (DMH-98)
		INVERT IN= 105.15 (CB-41)
		INVERT IN= 106.55 (CB-42)
DMH-40	108.9	INVERT IN= 105.15 (DMH-88)
		INVERT OUT= 105.15 (DMH-98)
DMH-43	109.1	INVERT IN= 104.00 (DMH-44)
		INVERT OUT= 103.90 (DMH-43A)
DMH-43A	110.0	INVERT IN= 103.30 (DMH-43)
		INVERT OUT= 103.20 (EXDMH-40)
DMH-44	109.0	INVERT IN= 104.80 (DMH-60C)
		INVERT IN= 104.80 (OCS-45)
		INVERT OUT= 104.70 (DMH-43)
DMH-52	112.4	INVERT IN= 108.40 (CISTERN-3A)
		INVERT OUT= 108.30 (FES-51)
		INVERT IN= 104.75 (OCS-56)
DMH-55	110.6	INVERT OUT= 104.65 (EXISTING DMH)
DMH-58B	110.6	INVERT IN= 104.40 (DMH-89)
		INVERT OUT= 104.30 (EXIST DMH)
DMH-60	110.5	INVERT IN= 105.95 (OCS-62)
		INVERT OUT= 105.85 (DMH-44)
DMH-70	106.1	INVERT IN= 102.10 (OCS-71)
		INVERT IN= 100.45 (OCS-72)
		INVERT IN= 99.00 (WQU-73)
		INVERT OUT= 98.50 (EXISTING DMH)
DMH-77B	109.0	INVERT IN= 102.20 (RD-77)
		INVERT IN= 102.20 (DMH-9R)
		INVERT OUT= 102.10 (DMH-77A)
DMH-84	108.1	INVERT IN= 102.90 (CB-85)
		INVERT OUT= 102.25 (CB-87)
		INVERT OUT= 102.15 (DMH-80)
		INVERT IN= 105.65 (CB-89)
DMH-88	109.9	INVERT IN= 105.90 (CB-90)
		INVERT OUT= 105.55 (DMH-40)
		INVERT IN= 105.55 (OCS-59)
		INVERT IN= 105.55 (WQU-100)
		INVERT IN= 106.90 (PD)
		INVERT OUT= 105.45 (DMH-58B)
		INVERT IN= 104.80 (DMH-40)
		INVERT IN= 105.20 (DMH-36)
		INVERT IN= 106.00 (CB-99)
DMH-98	109.0	INVERT OUT= 104.70 (DMH-34)
		INVERT IN= 102.85 (DMH-10R)
DMH-1R	109.0	INVERT IN= 103.00 (LD-1)
		INVERT OUT= 102.75 (DMH-2R)
DMH-2R	106.8	INVERT IN= 101.87 (DMH-1R)
		INVERT IN= 102.85 (CB-85)
		INVERT OUT= 101.77 (DMH-3R)
DMH-3R	109.0	INVERT IN= 101.12 (DMH-2R)
		INVERT OUT= 101.07 (DMH-4R)
DMH-4R	107.1	INVERT IN= 100.92 (DMH-3R)
		INVERT OUT= 100.87 (DMH-7R)
		INVERT IN= 100.90 (DMH-77B)
DMH-5R	108.0	INVERT IN= 102.14 (RD-1)
(FORMER DMH-77A)		INVERT OUT= 100.90 (DMH-6R)
		INVERT IN= 100.55 (DMH-5R)
DMH-6R	108.0	INVERT OUT= 100.55 (DMH-7R)
		INVERT IN= 100.34 (DMH-6R)
DMH-7R	107.5	INVERT IN= 99.90 (DMH-4R)
		INVERT OUT= 99.90 (DMH-8R)
		INVERT IN= 99.65 (DMH-7R)
DMH-8R	106.9	INVERT IN= 99.65 (CB-1R)
		INVERT OUT= 99.65 (WQU-73)
DMH-9R	108.0	INVERT IN= 102.92 (LD-1R)
		INVERT OUT= 102.82 (DMH-77B)
DMH-10R	108.9	INVERT IN= 103.25 (TD-10)
		INVERT IN= 103.17 (CB-87)
		INVERT OUT= 103.12 (DMH-1R)

ROOF DRAIN SCHEDULE

ROOF DRAIN	INVERTS
RD-37	INVERT OUT= 104.85 (DMH-36)
RD-53	INVERT OUT= 110.00 (CISTERN-3A)
RD-57	INVERT OUT= 105.30 (CISTERN-2)
RD-60	INVERT OUT= 107.10 (CISTERN-3B)
RD-67	INVERT OUT= 107.25 (CISTERN-1A)
RD-69	INVERT OUT= 107.25 (CISTERN-1B)
RD-77	INVERT OUT= 102.30 (DMH-77B)
RD-1R	INVERT OUT= 102.30 (DMH-5R)
RD-2R	INVERT OUT= 104.50 (CISTERN-4A-1)

*INVERT ELEVATIONS AT BUILDING

WATER QUALITY UNIT SCHEDULE

STRUCTURE	RIM	INVERTS
WQU-73	106.0	INVERT IN= 99.00 (DMH-74)
		INVERT OUT= 99.00 (DMH-70)
WQU-100	109.75	INVERT IN= 105.70 (DMH-89)
		INVERT OUT= 105.70 (DMH-89)

OUTLET CONTROL SCHEDULE

STRUCTURE	RIM	INVERTS
OCS-45	109.4	INVERT IN= 105.00 (FES-46)
		INVERT OUT= 105.00 (DMH-44)
OCS-56	111.0	INVERT IN= 104.85 (INFILTRATION SYSTEM #2)
		INVERT OUT= 104.85 (DMH-58B)
OCS-59	112.0	INVERT IN= 106.40 (INFILTRATION SYSTEM #3)
		INVERT OUT= 106.40 (DMH-80)
OCS-62	112.8	INVERT IN= 106.55 (INFILTRATION SYSTEM #1)
		INVERT OUT= 106.55 (DMH-60)
OCS-63	113.6	INVERT IN= 109.00 (FES-64)
		INVERT OUT= 109.00 (INFILTRATION SYSTEM #1)
		INVERT IN= 101.48 (MANFOLD INFLT. SYS. #4)
OCS-1R	106.5	INVERT IN= 101.48 (DMH-70)
		INVERT = 102.00 (WEIR)
		INVERT = 101.40 (4" ORIFICE)

FLARED END SECTION SCHEDULE

STRUCTURE	DIAMETER (IN.)	INVERTS
FES-46	12"	INVERT= 105.30
FES-49	12"	INVERT= 107.65
FES-50	12"	INVERT= 108.00
FES-51	12"	INVERT= 108.00
FES-64	12"	INVERT= 109.10
FES-65A	12"	INVERT= 109.10
FES-65B	12"	INVERT= 109.30
FES-66	12"	INVERT= 109.30

LANDSCAPE DRAIN SCHEDULE

STRUCTURE	RIM	INVERTS
LD-101	111.9	INVERT OUT= 108.80 (LD-102)
LD-102	111.7	INVERT IN= 108.55 (LD-101)
		INVERT OUT= 108.45 (CB-97A)
LD-1R	106.7	INVERT OUT= 103.94 (DMH 9R)

TRENCH DRAIN SCHEDULE

STRUCTURE	RIM	INVERTS
TD-83	106.50	INVERT OUT= 102.50 (DMH-82)
TD-99	109.5	INVERT OUT= 105.80 (WQU-100)
TD-10	107.20	INVERT OUT= 104.00 (DMH-10R)
TD-36	106.30	INVERT OUT= 105.58 (DMH-36)

PIPE SCHEDULE

PIPE	DIAMETER (IN.)	LENGTH (FT.)	SLOPE (FT./FT.)
P-34	24"	108'	0.005
P-36	18"	36'	0.006
P-37	15"	21'	0.010
P-40	18"	52'	0.007
*P-41	12"	4'	0.013
*P-42	12"	77'	0.005
P-43	18"	114'	0.005
P-44	18"	133'	0.005
P-45	12"	18'	0.011
P-46	12"	22'	0.014
*P-50	12"	62'	0.006
*P-51	12"	20'	0.015
P-52	12"	100'	0.010
P-53	12"	34'	0.010
P-56	12"	9'	0.011
P-57A	12"	4'	0.025
P-57B	12"	5'	0.020
P-59A	12"	83'	0.010
P-59B	12"	44'	0.010
P-60	15"	57'	0.007
P-60A	12"	18'	0.022
P-60B	12"	2'	0.025
P-60C	15"	66'	0.008
P-62	15"	120'	0.005
P-63	12"	50'	0.044
P-64	12"	16'	0.006
P-65	12"	12'	0.005
P-66	12"	5'	0.028
P-67	12"	18'	0.014
P-68	12"	5'	0.028
P-69	12"	50'	0.005
P-70	30"	11'	0.024
P-73	24"	6'	0.067
P-77B	18"	151'	0.008
*P-77C	18"	8'	0.012
P-84	15"	65'	0.008
P-85	12"	6'	0.017
P-87	12"	221'	0.006
P-88	12"	77'	0.005
P-89	12"	5'	0.010
P-90	12"	107'	0.022
P-95	12"	67'	0.015
P-96	12"	97'	0.015
P-97A	12"	80'	0.010
P-97B	12"	12'	0.008
P-98	24"	128'	0.005
P-99	6"	5'	0.020
P-100	8"	13'	0.012
P-101	12"	50'	0.005
P-102	12"	130'	0.005
P-103	12"	30'	0.020
P-104	6"	10'	0.010
P-105	12"	60'	0.005
P-106	12"	90'	0.005
P-107	12"	12'	0.010
P-108	6"	18'	0.010
P-109	12"	19'	0.010

* PIPE TO BE DUCTILE IRON

PIPE SCHEDULE

PIPE	DIAMETER (IN.)	LENGTH (FT.)	SLOPE (FT./FT.)
P-1R	12"	60'	0.006
P-2R	12"	176'	0.005
P-3R	12"	30'	0.005
P-4R	15"	126'	0.005
P-5R	15"	30'	0.005
P-6R	15"	194'	0.005
P-7R	24"	41'	0.005
P-8R	24"	70'	0.005
P-9R	15"	8'	0.020
P-10R	15"	124'	0.005
P-11R	12"	204'	0.005
P-12R	24"	40'	0.006
P-13R	12"	11'	0.005
P-14R	24"	94'	0.007
P-15R	12"	10'	0.020
P-16R	12"	154'	0.007
P-17R	12"	8'	0.030
P-18R	12"	44'	0.006

PIPE SCHEDULE

PIPE	DIAMETER (IN.)	LENGTH (FT.)	SLOPE (FT./FT.)
P-1S	12"	76'	0.010
P-2S	12"	126'	0.010
P-3S	12"	242'	0.010
P-4S	12"	9'	0.010
P-5S	12"	70'	0.010
P-6S	12"	44'	0.010
P-7S	12"	12'	0.010

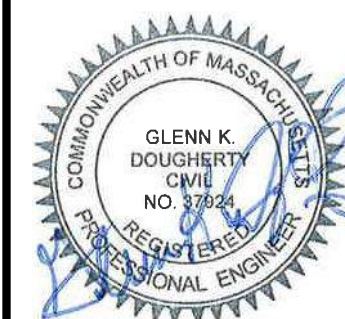
LANDSCAPE DRAIN SCHEDULE

STRUCTURE	RIM	INVERTS
LD-1	111.0	INVERT IN= 104.26 (LD-2)
		INVERT OUT= 104.26 (DMH-1R)
LD-2	111.0	INVERT IN= 106.68 (LD-4)
		INVERT OUT= 106.68 (LD-1)
LD-3	111.0	INVERT IN= 107.25 (P-4S)
LD-4	111.0	INVERT IN= 107.38 (LD-2)
		INVERT OUT= 107.38 (LD-5)
LD-5	111.0	INVERT OUT= 107.82 (LD-4)
LD-6	111.0	INVERT OUT= 107.72 (P-6S)

NOT FOR CONSTRUCTION

THESE PLANS WERE PREPARED FOR THE PURPOSE OF OBTAINING STATE AND LOCAL APPROVALS AND ARE NOT INTENDED TO BE USED AS CONSTRUCTION DOCUMENTS.

TETRA TECH



MARK	DATE	DESCRIPTION
9	08/11/13	REMOVE CLOUDS
9	07/11/15	SPECIAL PERMIT AMENDMENT #5
9	08/11/20	SPECIAL PERMIT AMENDMENT #6

Amended Phase 2: Major Project Site Plan Review

Center 128 West
Needham, MA

Drainage Schedules

Project No.: 143-11218-20001

Designed By: GKD

Drawn By: JLP

Checked By: GKD

C-5

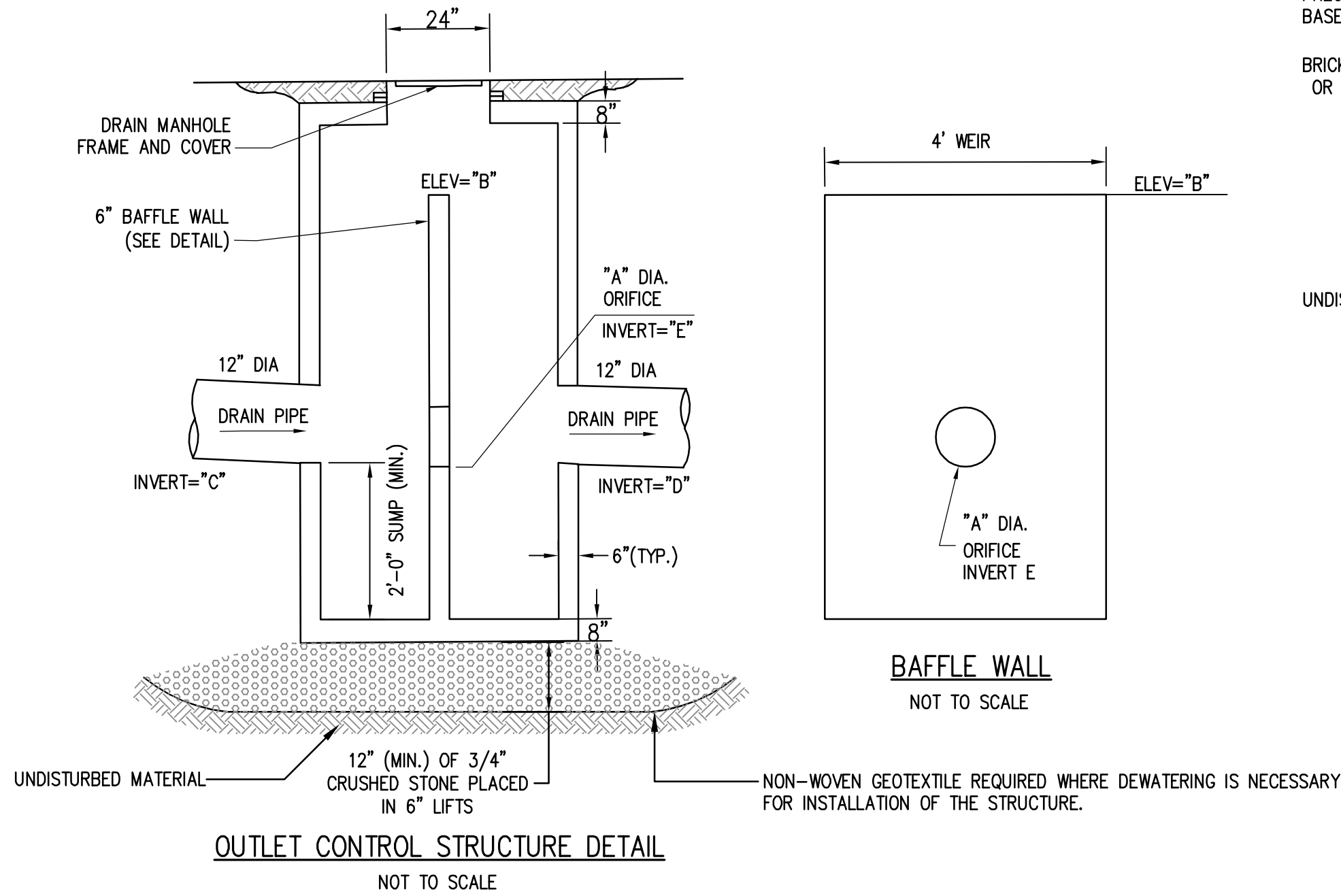
Bar Measures 1 inch

8/14/2020 9:55:30 AM - P:\112181143-11218-20001\CAD\SHEETFILES\C-DETAILS PHASE 2.DWG - PAPPAS, JUD

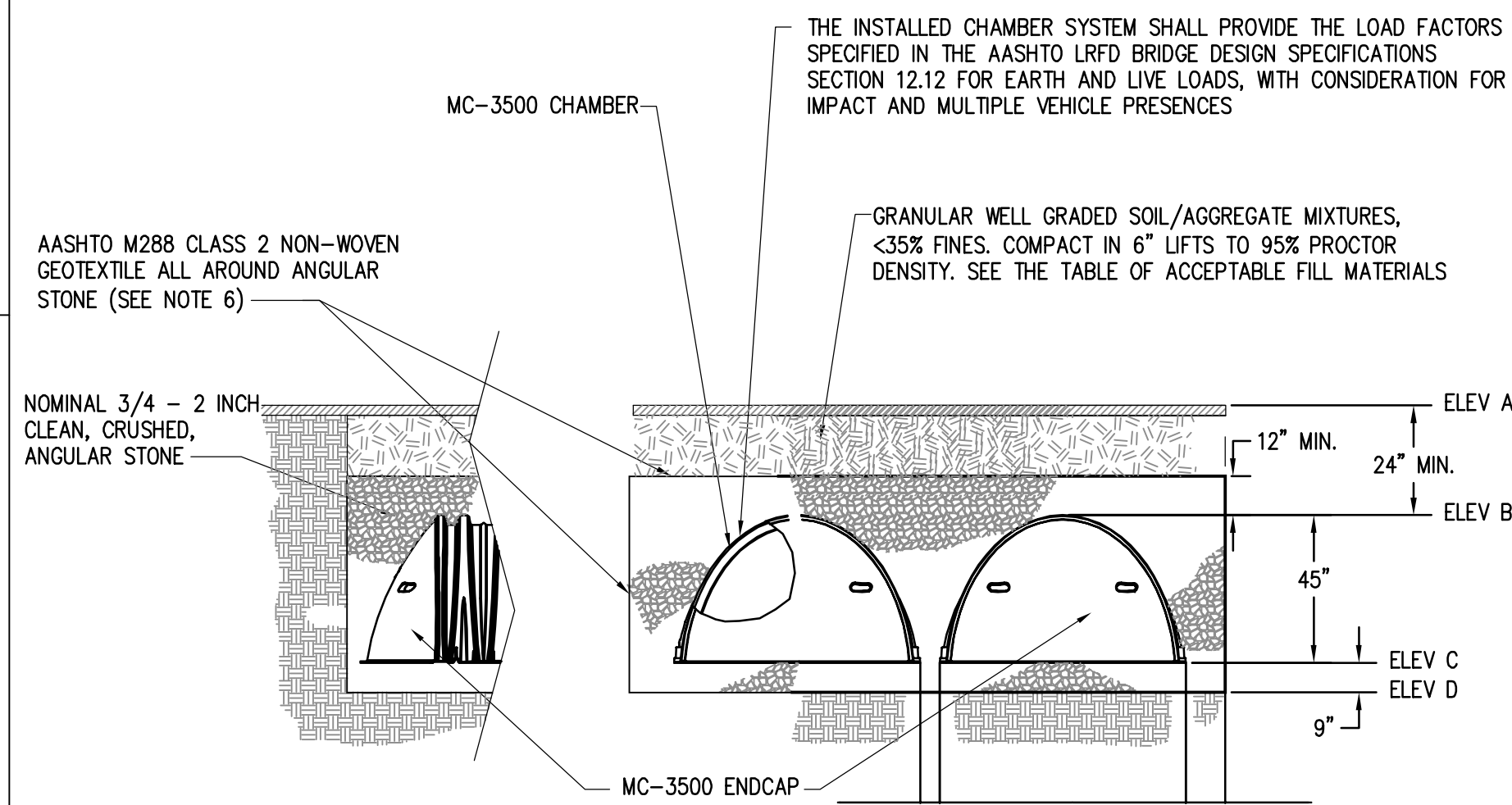
OCS	A	B	C	D	E
OCS-45	8"	108.10	105.00	105.00	105.00
OCS-56	8"	107.55	104.85	104.85	104.85
OCS-59	8"	109.60	106.40	106.40	106.40
OCS-62	8"	108.80	106.80	106.80	106.80
OCS-63	6"	112.00	109.00	109.00	109.00
OCS-71	4"	106.50	103.70	103.70	103.70
OCS-72	4"	107.25	101.40	101.40	101.40

I.D. (MIN)	A	B	D (MAX)
4'-0"	6"	5"	12'-18"
5'-0"	8"	6"	18'-24"
6'-0"	8"	6"	24'-30"

NOTES:
1. MANHOLE SHALL BE PRECAST CEMENT CONCRETE MANUFACTURED IN ACCORDANCE WITH ASTM C-478 DESIGNED FOR H-20 LOADING.
2. SEE GENERAL PLANS FOR PIPE SIZES, LINES AND GRADES.



OUTLET CONTROL STRUCTURE DETAIL
NOT TO SCALE



- NOTES:
- ALL DESIGN SPECIFICATIONS FOR STORMTECH MC-3500 CHAMBERS SHALL BE IN ACCORDANCE WITH THE STORMTECH MC-3500 DESIGN MANUAL.
 - THE INSTALLATION OF STORMTECH MC-3500 CHAMBERS SHALL BE IN ACCORDANCE WITH THE LATEST STORMTECH MC-3500 INSTALLATION INSTRUCTIONS.
 - THE CONTRACTOR IS ADVISED TO REVIEW AND UNDERSTAND THE INSTALLATION INSTRUCTIONS PRIOR TO BEGINNING SYSTEM INSTALLATION. CALL 1-888-892-2694 OR VISIT WWW.STORMTECH.COM TO RECEIVE A COPY OF THE LATEST STORMTECH MC-3500 INSTALLATION INSTRUCTIONS.
 - CHAMBERS SHALL MEET THE DESIGN REQUIREMENTS AND LOAD FACTORS SPECIFIED IN SECTION 12.12 OF THE LATEST EDITION OF THE AASHTO LRFD BRIDGE DESIGN SPECIFICATIONS.

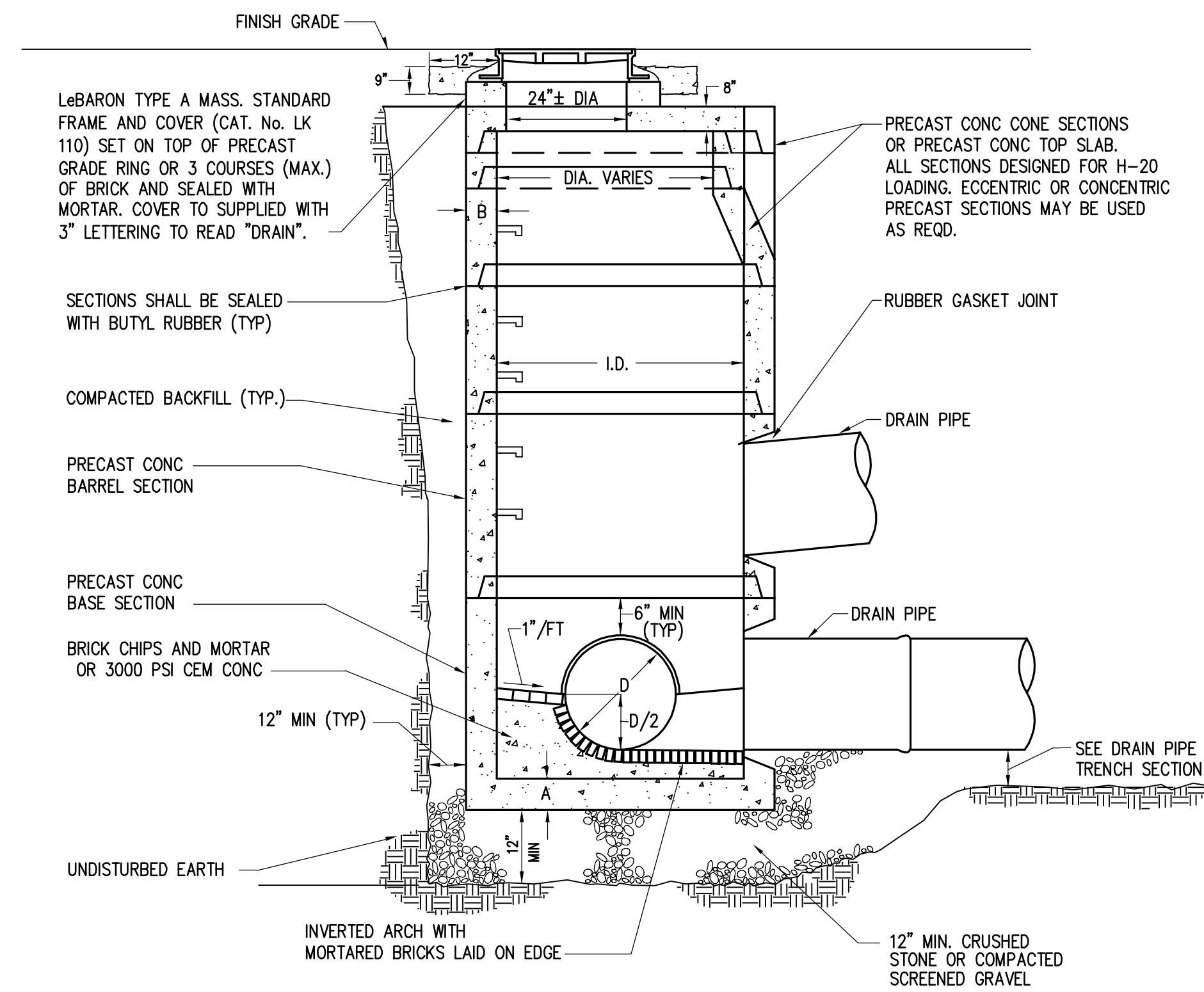
INFILTRATION AREA	ELEV A	ELEV B	ELEV C	ELEV D	*ESHW
#1	112.7-113.5	110.25	106.50	105.75	100.00
#2	110.7-111.0	108.60	104.85	104.10	95.50
#3	112.1-113.1	110.15	106.40	105.65	99.00
#4	107.2-107.7	105.15	101.40	100.65	94.00

*ESHW - ELEVATION OF ESTIMATED SEASONAL HIGH WATER TABLE

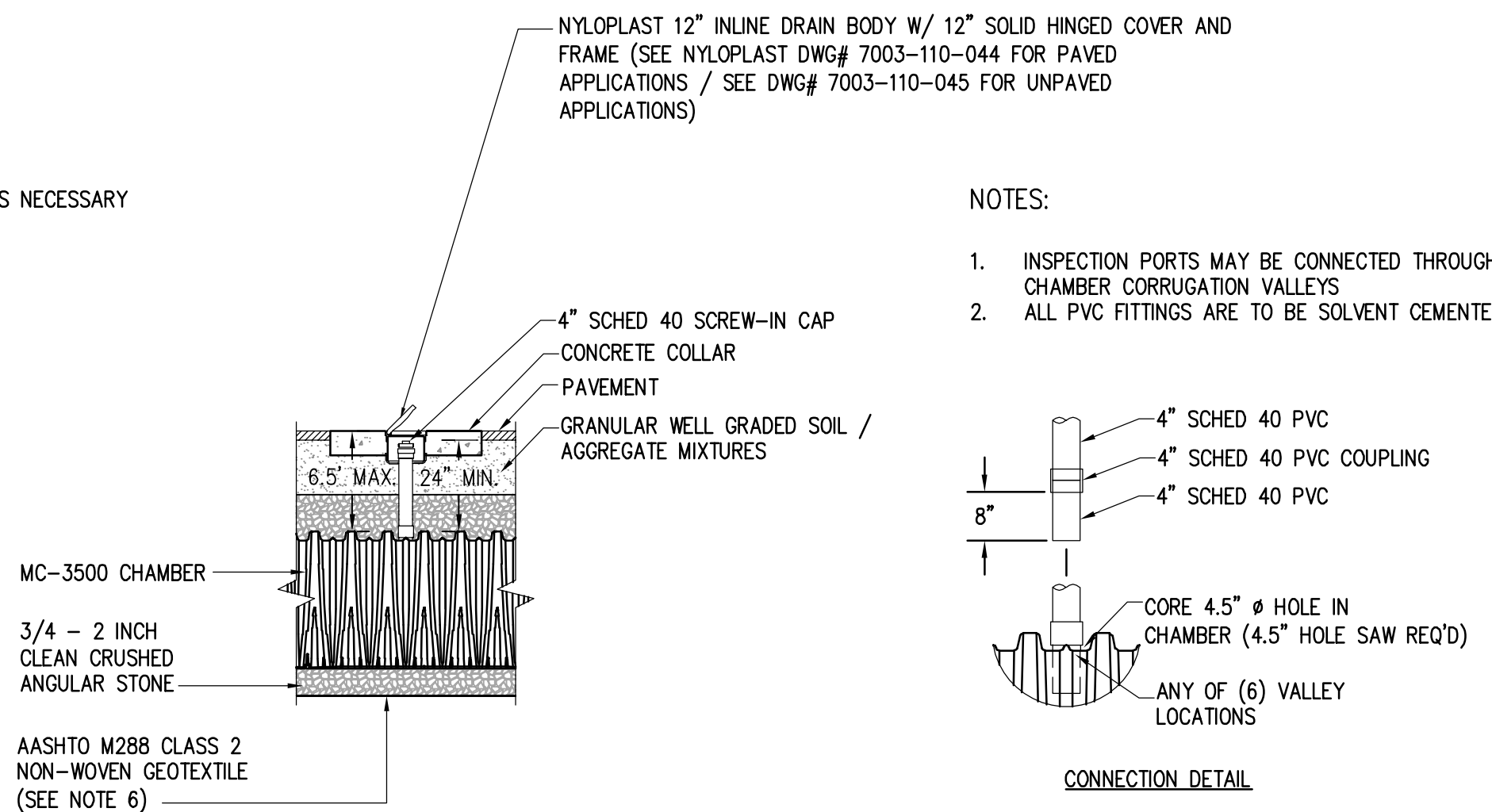
INFILTRATION AREA #1 MC-3500 CHAMBER ELEVATIONS LOWERED BY 0.25 FEET

TYPICAL SUBSURFACE INFILTRATION AREA CROSS SECTION

NOT TO SCALE

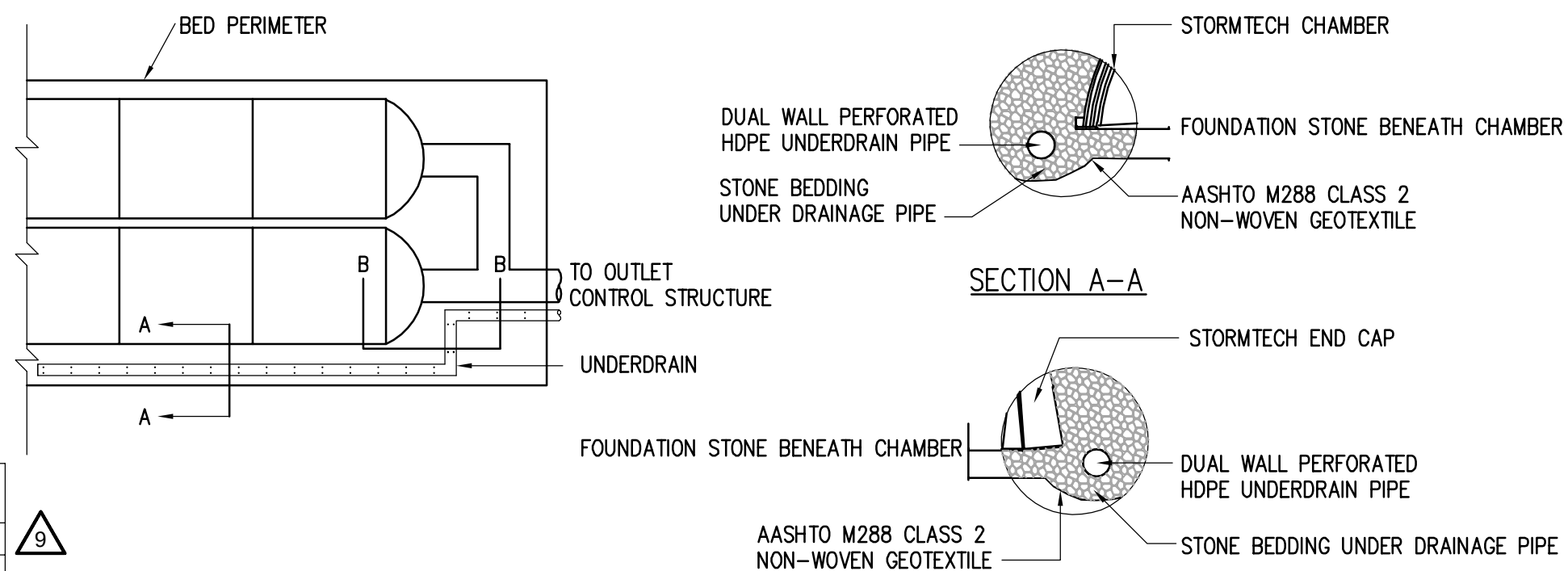


PRECAST CONCRETE DRAIN MANHOLE DETAIL
NOT TO SCALE



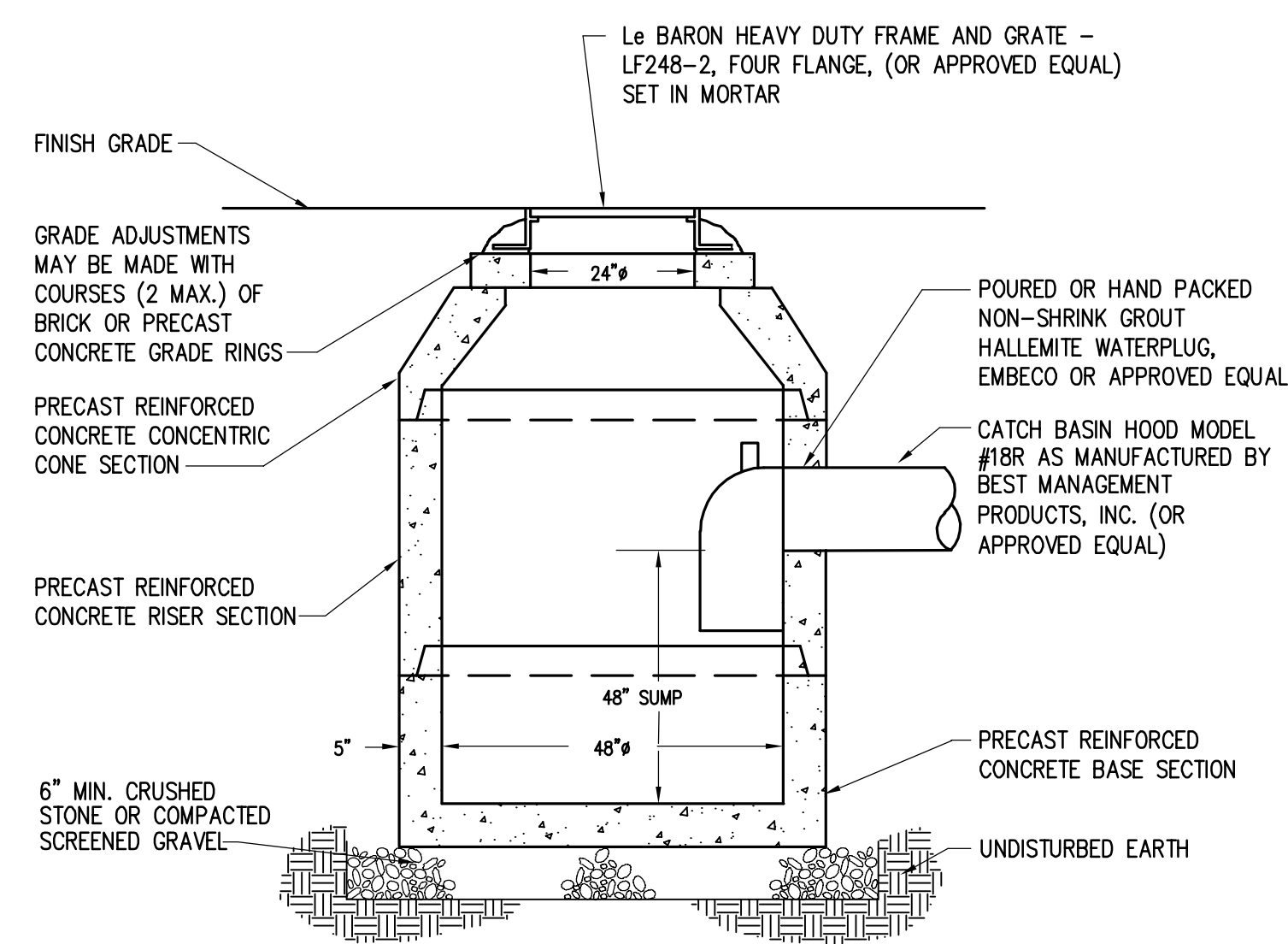
SUBSURFACE INFILTRATION AREA INSPECTION PORT DETAIL

NOT TO SCALE



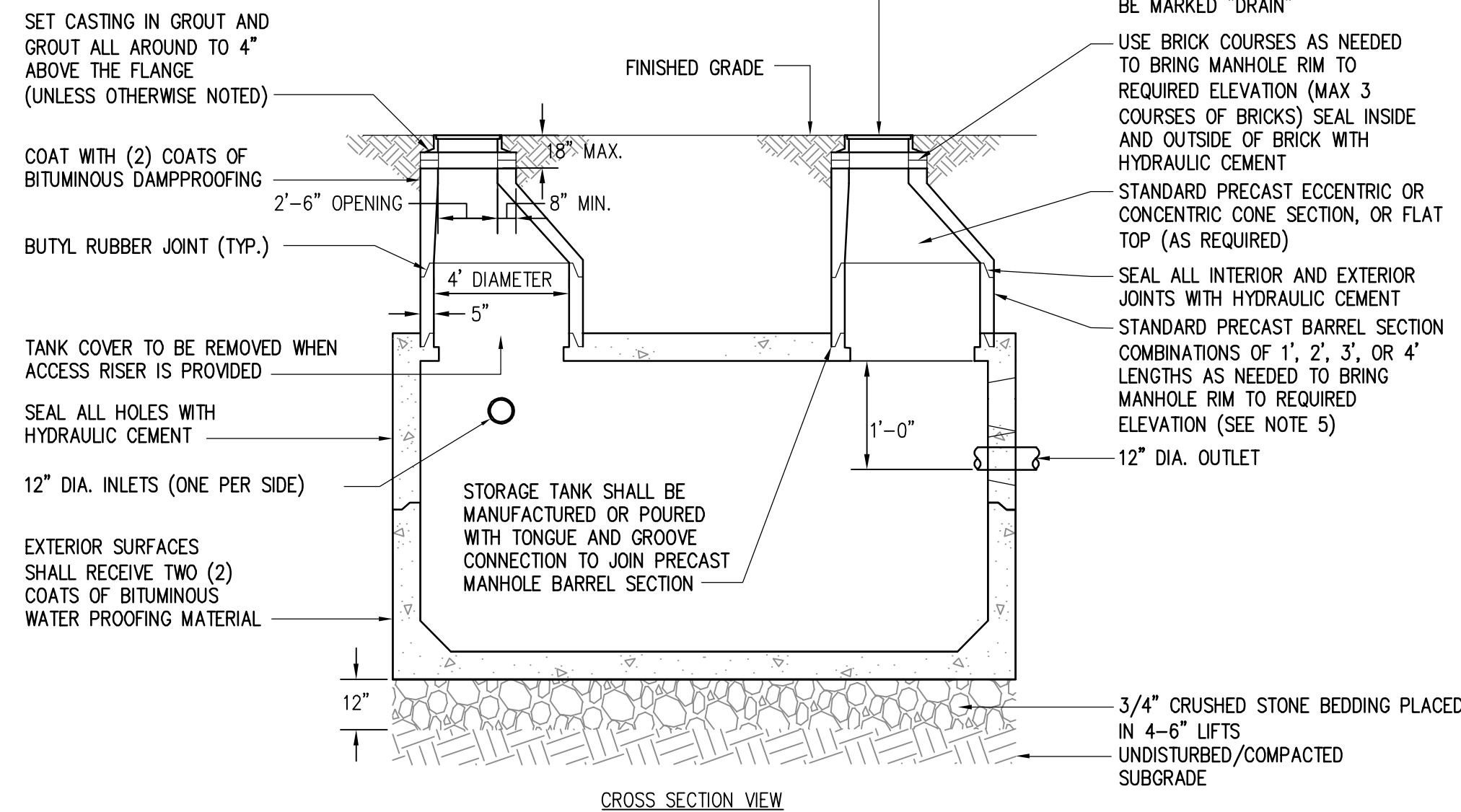
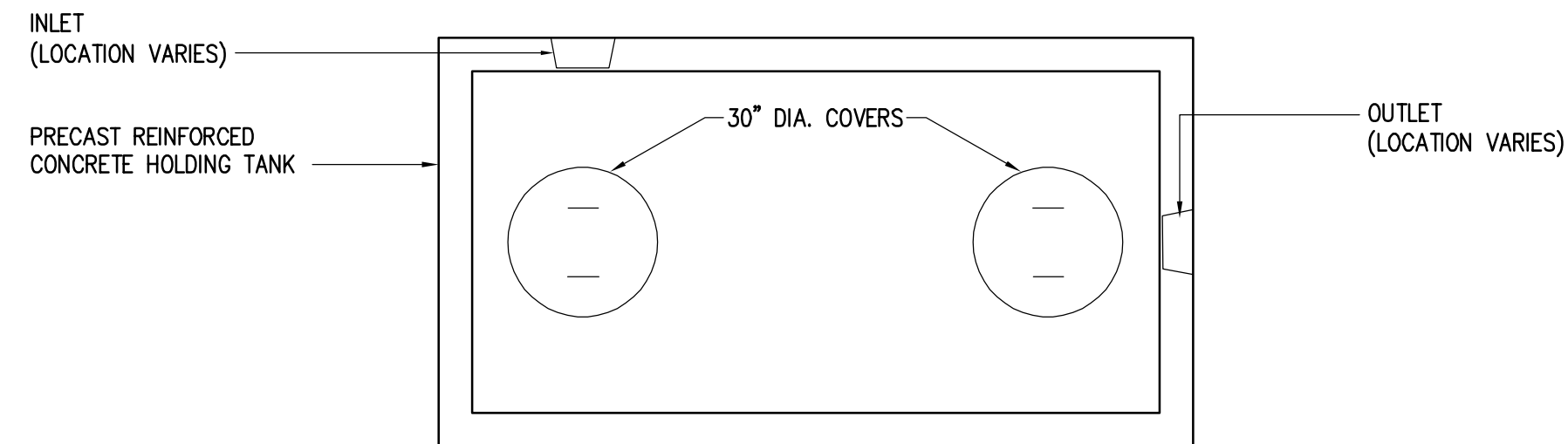
SUBSURFACE INFILTRATION AREA OUTLET/UNDERDRAIN DETAIL

NOT TO SCALE



PRECAST CONCRETE CATCH BASIN DETAIL (SITE)

NOT TO SCALE



- NOTES:
- TANK SHALL BE PRECAST REINFORCED CONCRETE.
 - CONCRETE SHALL BE MINIMUM STRENGTH OF 5,000 PSI @ 28 DAYS.
 - STEEL REINFORCEMENT - ASTM A-165 GR. 60, A-185, OR A-497.
 - REQUIRED DESIGN LOAD OF AASHTO HS20-44.
 - PRECAST REINFORCED CONCRETE BOX SECTIONS MANUFACTURED IN ACCORDANCE WITH PRECAST REINFORCED STORAGE TANK.
 - STORAGE TANK WALL, ROOF, AND SLAB THICKNESS TO BE DESIGNED BY THE MANUFACTURER IF PRECAST.
 - PUMPS FOR IRRIGATION SYSTEM TO BE DESIGNED BY THE IRRIGATION CONSULTANT.

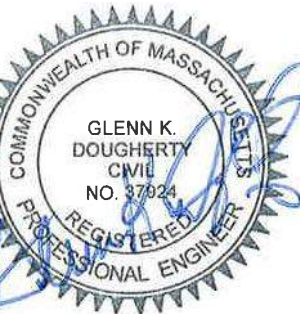
CISTERN DETAIL

NOT TO SCALE

NOT FOR CONSTRUCTION

THESE PLANS WERE PREPARED FOR THE PURPOSE OF OBTAINING STATE AND LOCAL APPROVALS AND ARE NOT INTENDED TO BE USED AS CONSTRUCTION DOCUMENTS.

TETRA TECH



www.tetratech.com
100 Nickerson Road
Marlborough, Massachusetts 01752
PHONE: 508.786.2200 FAX: 508.786.2201

Amended Phase 2: Major Project Site Plan Review

Center 128 West
Needham, MA

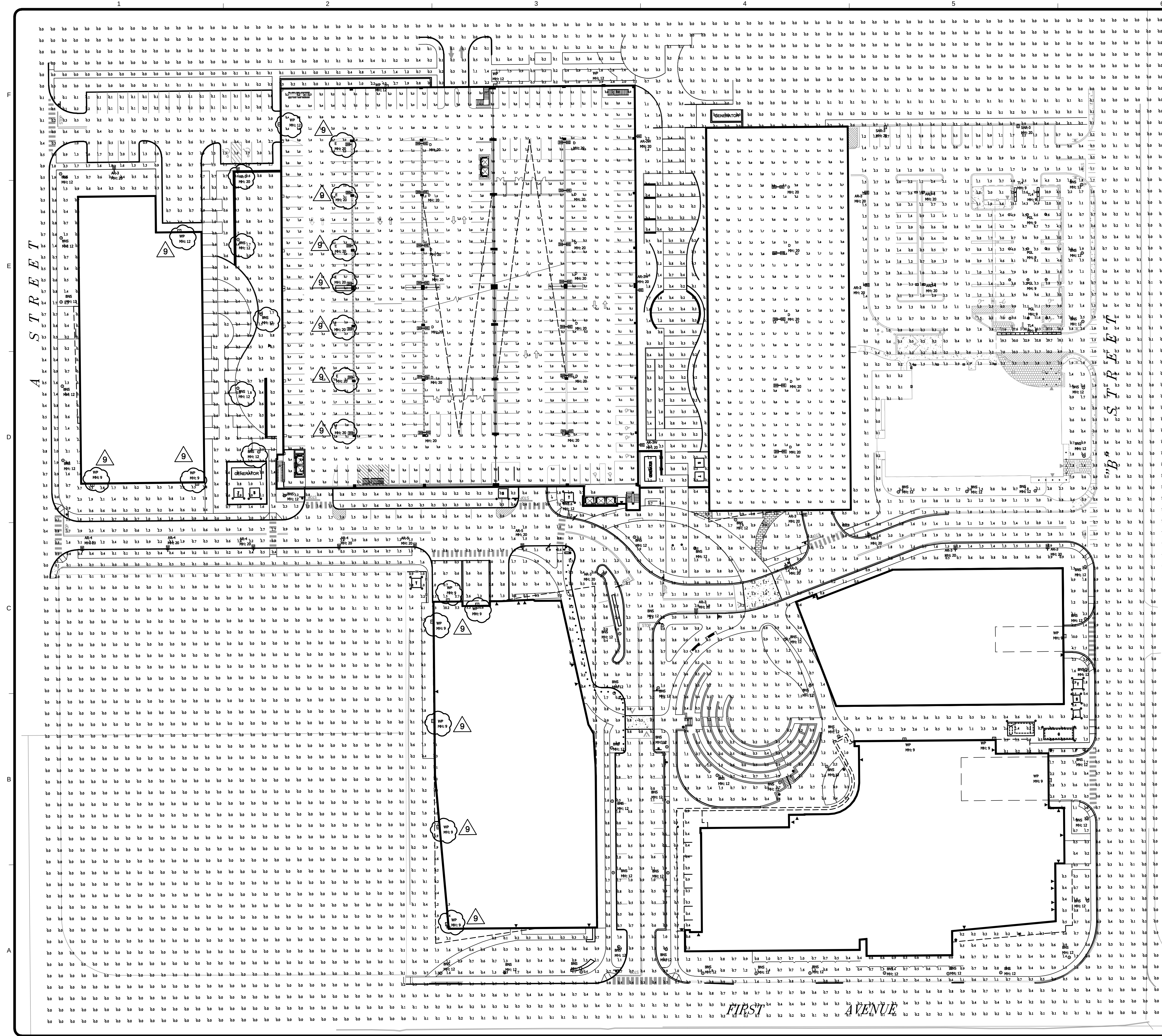
Construction Details

Project No.: 143-11218-20001
Designed By: KWC
Drawn By: SCV
Checked By: KWC

D-4

Bar Measures 1 inch

Copyright: Tetra Tech



Luminaire Schedule					
Symbol	Qty	Label	Arrangement	LLF	Description
	10	AR-3	20' - 0" AFG	0.882	AR3/LED-5100K
	3	AR-3W	20' - 0" AFG	0.882	AR3/LED-5100K
	4	AR-4	20' - 0" AFG	0.882	AR4/LED-5100K
	3	AR-5	20' - 0" AFG	0.882	AR5/LED-5100K
	2	ARD-4	20' - 0" AFG	0.882	AR4/LED-5100K
	56	BNS	12' - 0" AFG	0.855	BNS5-60L5K
	17	CL	12' - 0" AFG	0.850	D4LED4-4D9LED435K8FL35MFC
	6	LAS	Ground Mounted	0.584	OTHER
	12	PGL	9' - 0" AFG	0.882	PGL72N/LED-5100K
	2	SAR-3	20' - 0" AFG	0.882	SAR3/LED-5100K
	17	TL4	9' - 0" AFG	0.850	OTHER
	17	WP	9' - 0" AFG	0.855	WD14D3/LED-5100K
	19	D	20' - 0" AFG	0.850	AR4/LED-5100K
	7	E	20' - 0" AFG	0.850	AR4/LED-5100K

Calculation Summary						
Label	CalcType	Units	Avg	Max	Min	Avg/Min
Center 128	Illuminanc	Fc	0.68	32.9	0.0	N.A.
Paved Area	Illuminanc	Fc	1.61	32.9	0.1	16.10

- THIS LIGHTING DESIGN IS BASED ON LIMITED INFORMATION SUPPLIED BY OTHERS TO HUBBELL LIGHTING. SITE DETAILS PROVIDED HEREON ARE REPRODUCED ONLY AS A VISUALIZATION AID. FIELD DEVIATIONS MAY SIGNIFICANTLY AFFECT PREDICTED PERFORMANCE. PRIOR TO INSTALLATION, CRITICAL SITE INFORMATION (POLE LOCATIONS, ORIENTATION, MOUNTING HEIGHT, ETC.) SHOULD BE COORDINATED WITH THE CONTRACTOR AND/OR SPECIFIER RESPONSIBLE FOR THE PROJECT.
- LUMINAIRE DATA IS TESTED TO INDUSTRY STANDARDS UNDER LABORATORY CONDITIONS. OPERATING VOLTAGE AND NORMAL MANUFACTURING TOLERANCES OF LAMP, BALLAST, AND LUMINAIRE MAY AFFECT FIELD RESULTS.
- CONFORMANCE TO FACILITY CODE AND OTHER LOCAL REQUIREMENTS IS THE RESPONSIBILITY OF THE OWNER AND/OR THE OWNER'S REPRESENTATIVE.

BIDDER'S NOTE:
FOR FIXTURE CLARIFICATION, SPECIFICATION SHEETS AND PRICING,
CONTRACTOR'S SHOULD CONTACT MELISSA MITCHELL WITH HUBBELL LIGHTING.
(540) 381-0406



TETRA TECH

www.tetrattech.com
100 Nickerson Road
Marlborough, Massachusetts 01752
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GLENN K. DOUGHERTY
NO. 13454
STATE OF MASSACHUSETTS
PROFESSIONAL ENGINEER

Amended Phase 2: Major Project Site Plan Review

Center 128 West
Needham, MA

Site Lighting Plan

Project No.: 143-11218-20001

Designed By: GKD

Drawn By: JLP

Checked By: GKD

LT-1

DATE DESCRIPTION MARK BY

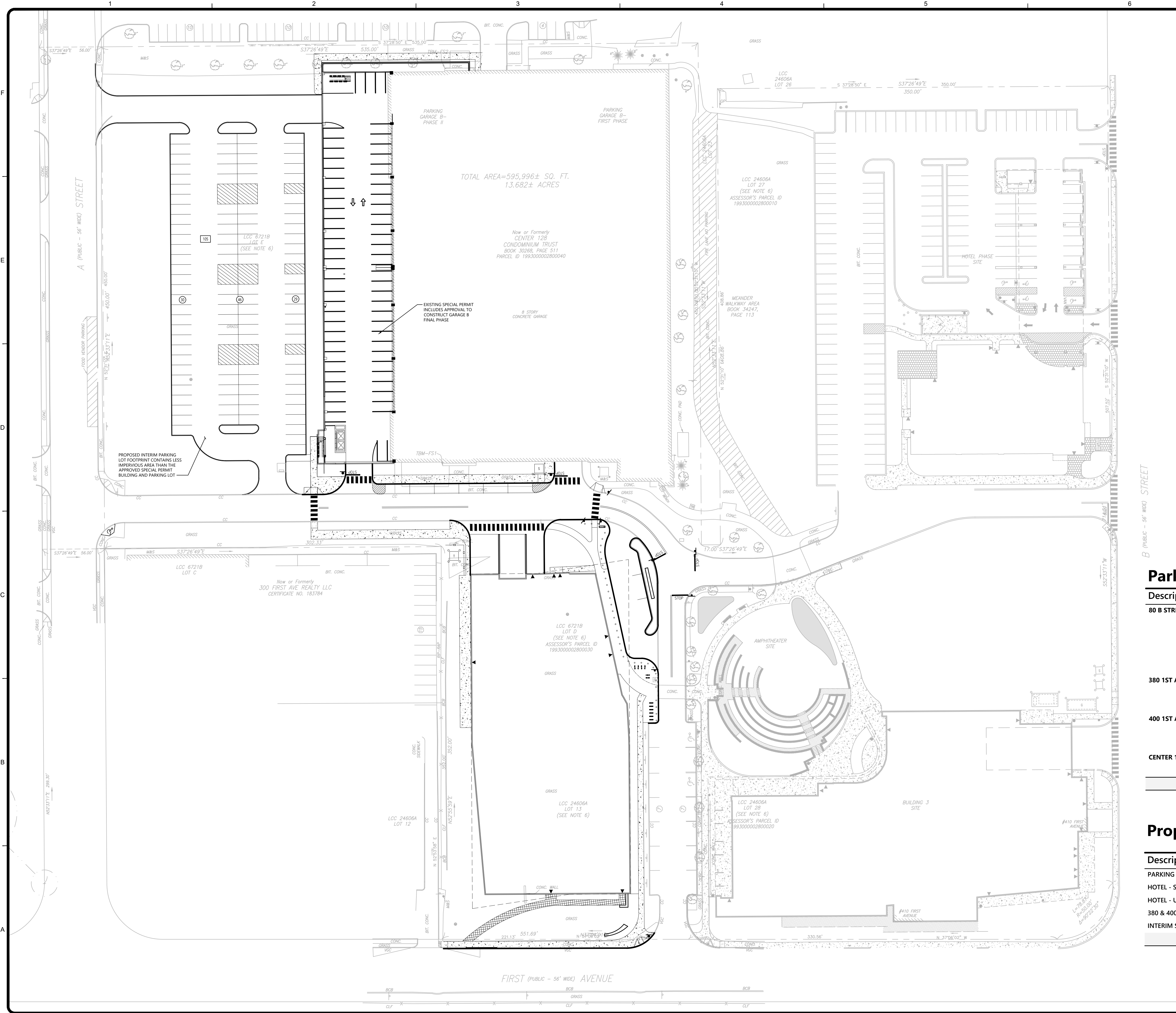
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10/02/13	TOWN COMMENTS	2	
11/01/12	PLAN MODIFICATIONS	3	
03/01/13	PLAN MODIFICATIONS	4	
04/22/13	TOWN COMMENTS	5	
08/23/13	PLAN MODIFICATIONS	6	
09/11/13	LOADING DOCK REVISION	7	

DATE DESCRIPTION MARK BY

08/11/13	LOADING DOCK REVISIONS	8	
07/01/15	SPECIAL PERMIT AMENDMENT #6	9	
08/14/20	SPECIAL PERMIT AMENDMENT #6	10	

Bar Measures 1 inch

Copyright: Tetra Tech



Parking Summary Chart - Zoning

Description	Required	
80 B STREET - HOTEL (MARRIOTT)		
1 SPACE / UNIT	128 UNITS	128 SPACES
1 SPACE / 3 EMPLOYEES	15 EMPLOYEES	5 SPACES
1 SPACE / 200 SF CONFERENCE ROOMS	1,300 SF	7 SPACES
380 1ST AVE - PEDIATRIC MEDICAL FACILITY		
1 SPACE / 290 SF	224,000 SF	773 SPACES
400 1ST AVE - OFFICE (TRIP ADVISOR)		
1 SPACE / 300 SF	288,346 SF	962 SPACES
CENTER 128 EAST		
	PER SPECIAL PERMIT	857 SPACES
TOTAL SPACES		2,732 SPACES

Proposed Parking

Description	Provided
PARKING GARAGE B	2,600 SPACES
HOTEL - SURFACE LOT	118 SPACES
HOTEL - UNDER BUILDINGS	21 SPACES
380 & 400 1ST AVE SURFACE SPACES	14 SPACES
INTERIM SURFACE LOT	105 SPACES
TOTAL	2,858 SPACES



VHB

VANASSE HANGEN BRUSTLIN

NICHOLAS J. SKOLY

CIVIL

No. 52877

REGISTERED

PROFESSIONAL ENGINEER

101 Walnut Street

Watertown, Massachusetts 02472

Phone: 617.924.1770

DESCRIPTION	BY
SPECIAL PERMIT MODIFICATION	BY
DATE	9/25/20
MARK	

Amended Phase 2: Major Project Site Plan Review

Center 128 West
Needham, MA

Interim Condition Site Plan

Project No.:

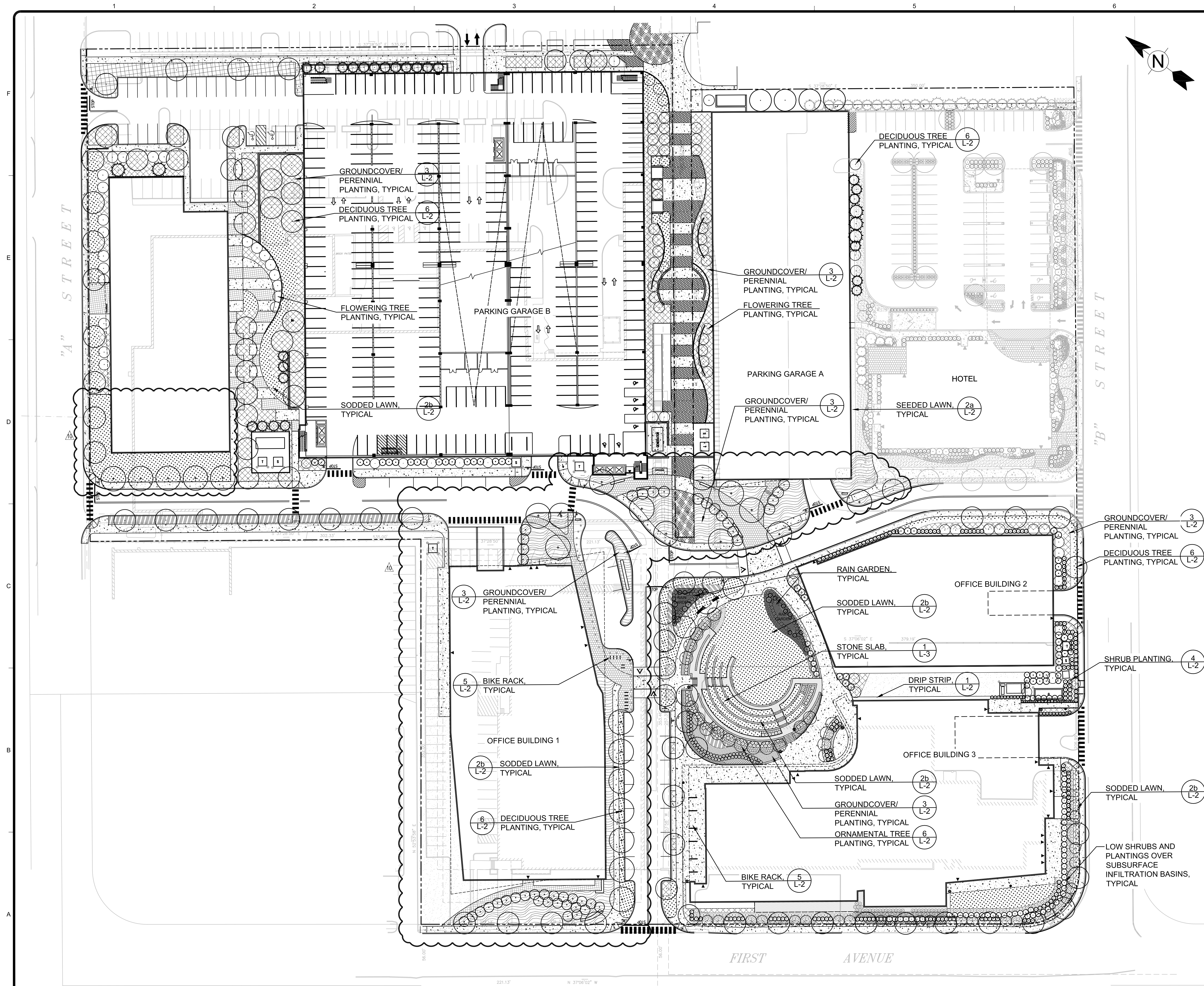
14631.00

Designed By:

Drawn By:

Checked By:

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GENERAL NOTES

REQUIRED ZONING AND SETBACK REQUIREMENTS TO BE VERIFIED PRIOR TO CONSTRUCTION.

HANDICAP ACCESSIBILITY SHALL BE PER MASSACHUSETTS STATE CODE AND THE AMERICANS WITH DISABILITIES ACT (ADA) ACCESSIBILITY GUIDELINES (WHICHEVER IS MORE STRINGENT).

ALL PLANT MATERIAL SHALL CONFORM TO THE MINIMUM GUIDELINES ESTABLISHED BY THE AMERICAN STANDARD FOR NURSERY STOCK PUBLISHED BY THE AMERICAN ASSOCIATION OF NURSERYMEN, INC.

ANY PROPOSED SUBSTITUTIONS OF PLANT MATERIAL SHALL BE MADE WITH MATERIAL EQUIVALENT TO THE DESIRED MATERIAL IN OVERALL FORM, HEIGHT, BRANCHING HABIT, FLOWER, LEAF, COLOR, FRUIT AND CULTURE.

ALL PLANTING BEDS TO BE FILLED WITH SOIL TO A MINIMUM DEPTH OF 18" AND CROWNED ABOVE ADJACENT LAWN OR IMPROVED AREAS. PLANTING BEDS SHALL BE MULCHED WITH AGED PINE BARK MULCH, TO A DEPTH OF TWO (2) INCHES. PROVIDE CONTINUOUS MULCH BED AROUND SHRUB PLANTINGS.

VERIFY ALL EXISTING UTILITY LINES PRIOR TO PLANTING AND REPORT ANY CONFLICTS TO THE OWNER OR HIS REPRESENTATIVE.

ALL PLANT MATERIALS SHALL BE GUARANTEED FOR ONE YEAR FOLLOWING THE DATE OF FINAL ACCEPTANCE.

THE LANDSCAPE CONTRACTOR SHALL FURNISH TOPSOIL. TOPSOIL SHALL BE FERTILE, FRIABLE, NATURAL AND PRODUCTIVE TOPSOIL OF GOOD CLAY-LOAM TYPE. IT SHALL BE FREE OF WEED SEEDS. TOPSOIL SHALL BE WITHOUT ADMIXTURE OF SUBSOIL AND SHALL BE REASONABLY FREE OF STONES, LUMPS, ROOTS, STICKS AND OTHER FOREIGN MATTER. TOPSOIL SHALL NOT BE WORKED OR APPLIED IN A MUDDY OR WET CONDITION.

PLANT MATERIAL IS TO BE MAINTAINED BY THE LANDSCAPE CONTRACTOR WHILE THE PROJECT IS UNDERWAY.

PLANT QUANTITIES NOTED IN THE PLANT SCHEDULE ARE APPROXIMATE AND ARE PROVIDED FOR THE CONVENIENCE OF THE CONTRACTOR. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE FURNISHING AND INSTALLATION OF ALL PLANT MATERIALS NOTED ON THE PLANTING PLAN.

LEGEND

- EXISTING DECIDUOUS TREE | SHRUB TO REMAIN
- EXISTING EVERGREEN TREE | SHRUB TO REMAIN
- PROPOSED DECIDUOUS TREE | SHRUB
- PROPOSED EVERGREEN TREE | SHRUB
- SOD HATCH
- SEED HATCH
- PERENNIAL HATCH
- PERENNIAL HATCH 2

TETRA TECH

www.tetrattech.com
One Grant Street
Framingham, Massachusetts 01701
Phone: 508.903.2000 Fax: 508.903.2001

MASSACHUSETTS
LANDSCAPE ARCHITECT
No. 1216
[Signature]

MARK	DATE	DESCRIPTION
A	08/23/13	PLAN MODIFICATIONS
A	08/11/13	LOADING DOCK REVISION
A	10/15/14	PLANT SPECIES REVISION
A	07/10/15	SPECIAL PERMIT AMENDMENT #5
A	08/14/20	SPECIAL PERMIT AMENDMENT #6

Phase 2: Major Project Site Plan Review

Center 128
Needham, MA

Landscape Plan

Project No.: 127-21127-12001

Designed By: JC_KAC

Drawn By: PH

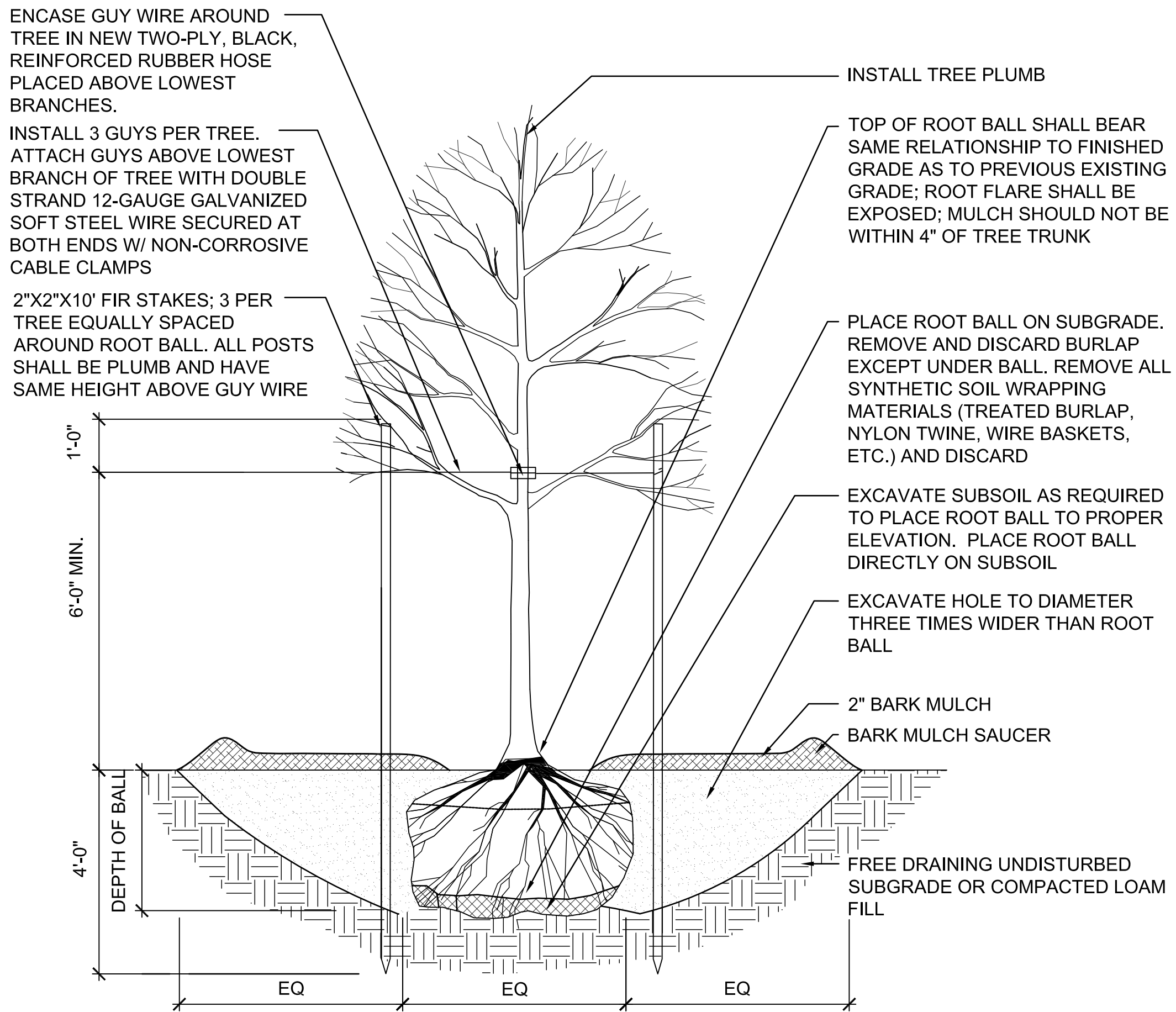
Checked By: JC_KAC

L-1

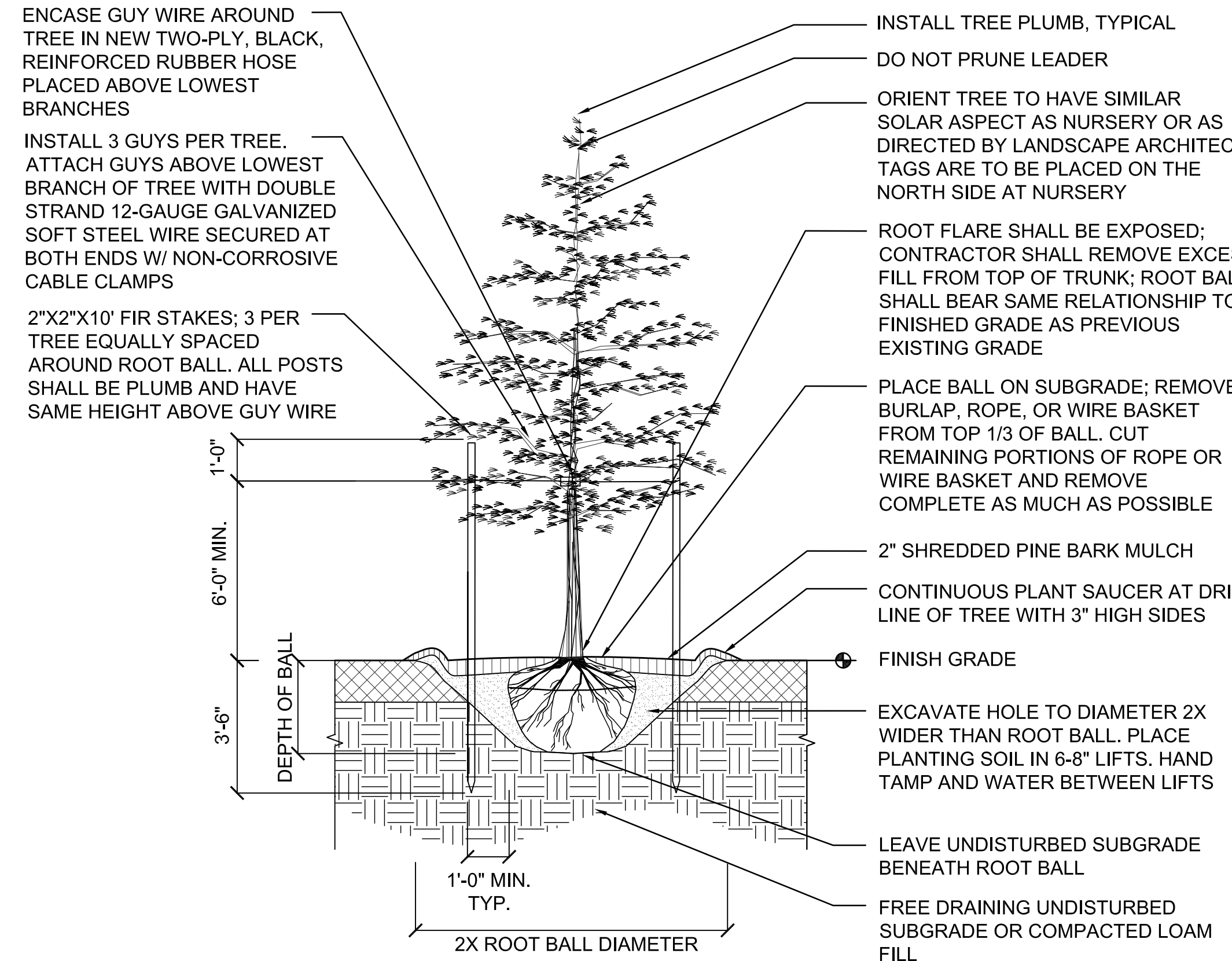
Bar Measures 1 inch

Copyright: Tetra Tech

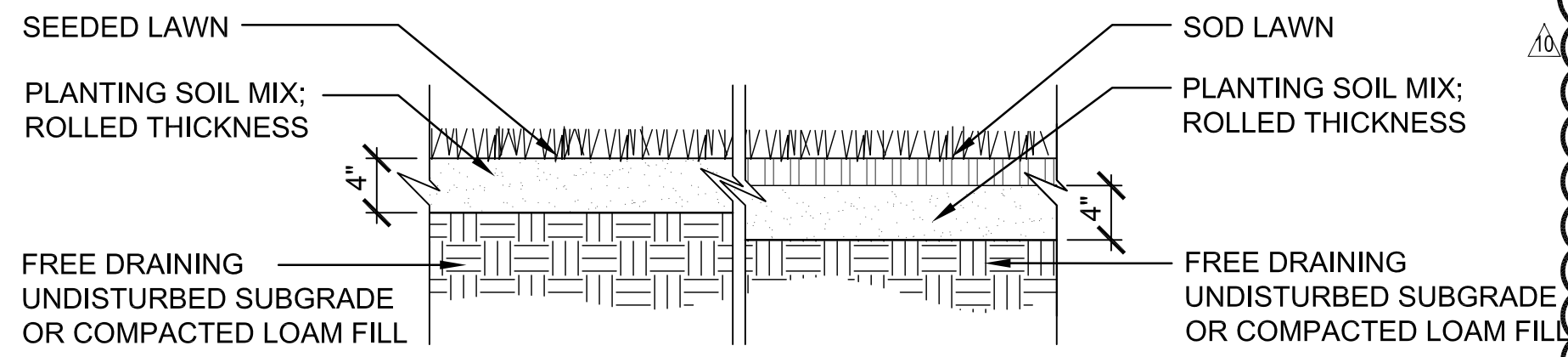
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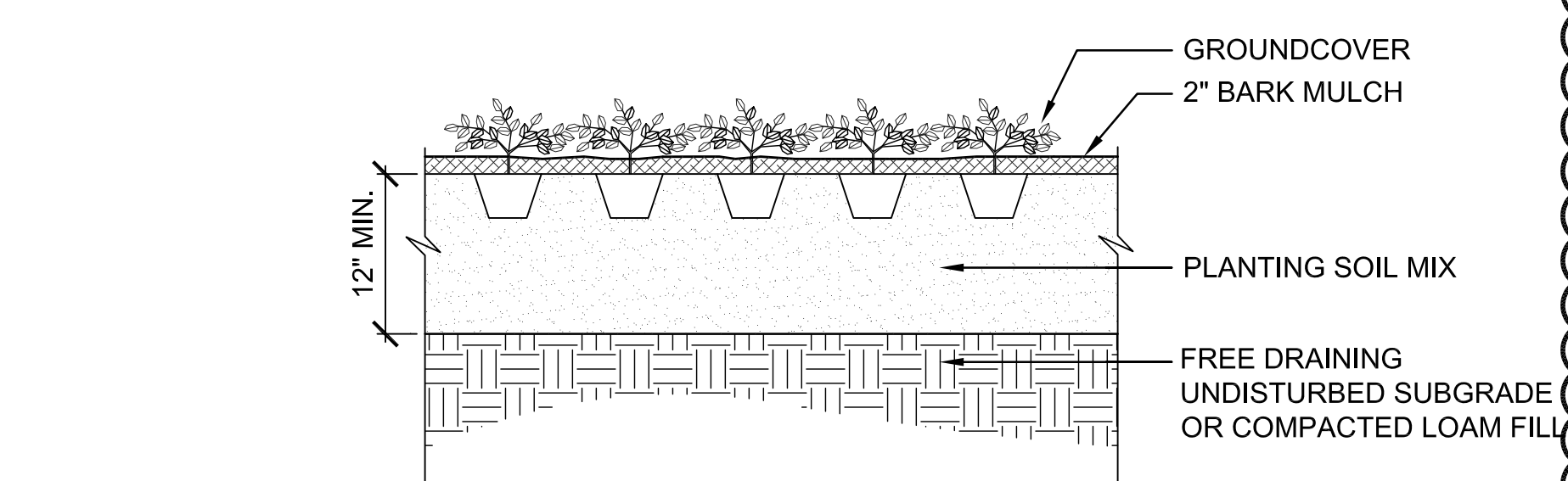
6 DECIDUOUS TREE PLANTING
SCALE: N.T.S.



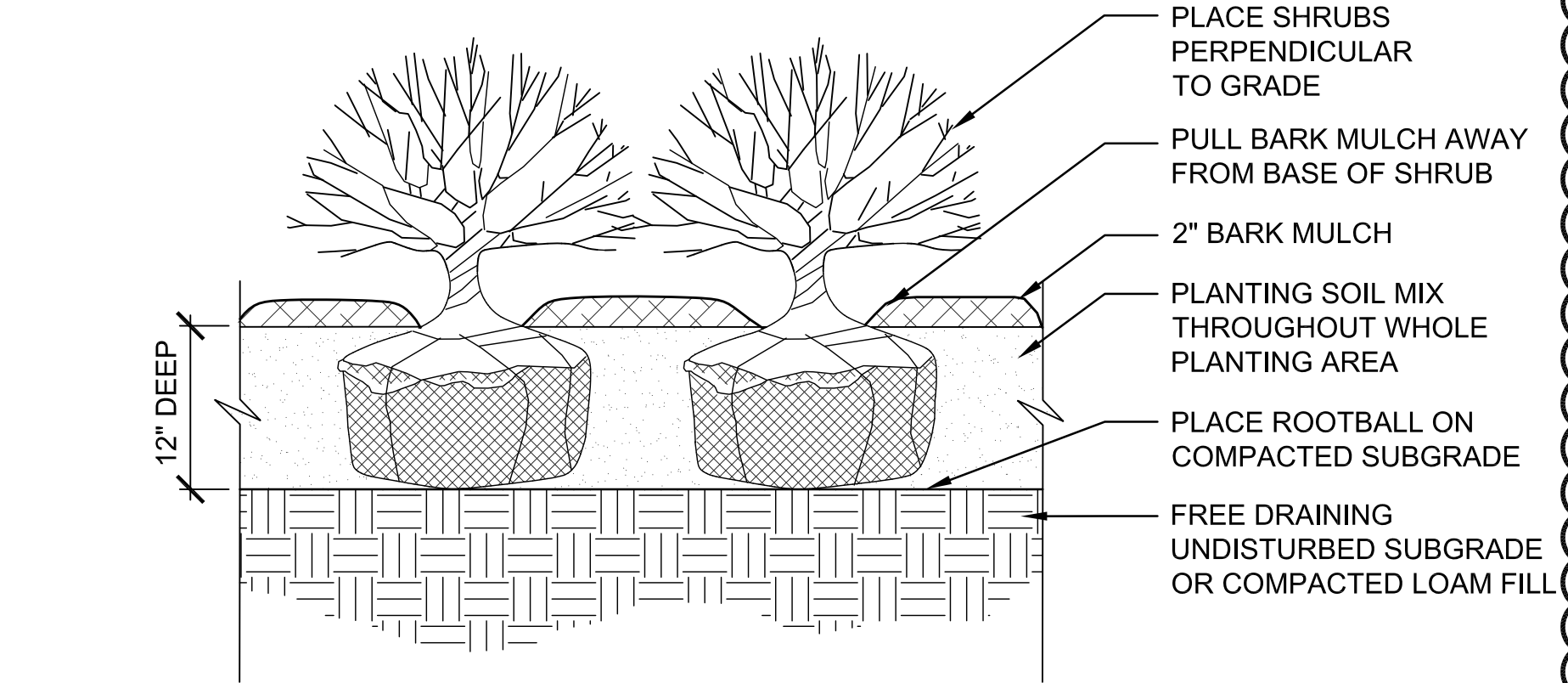
7 EVERGREEN TREE PLANTING
SCALE: N.T.S.



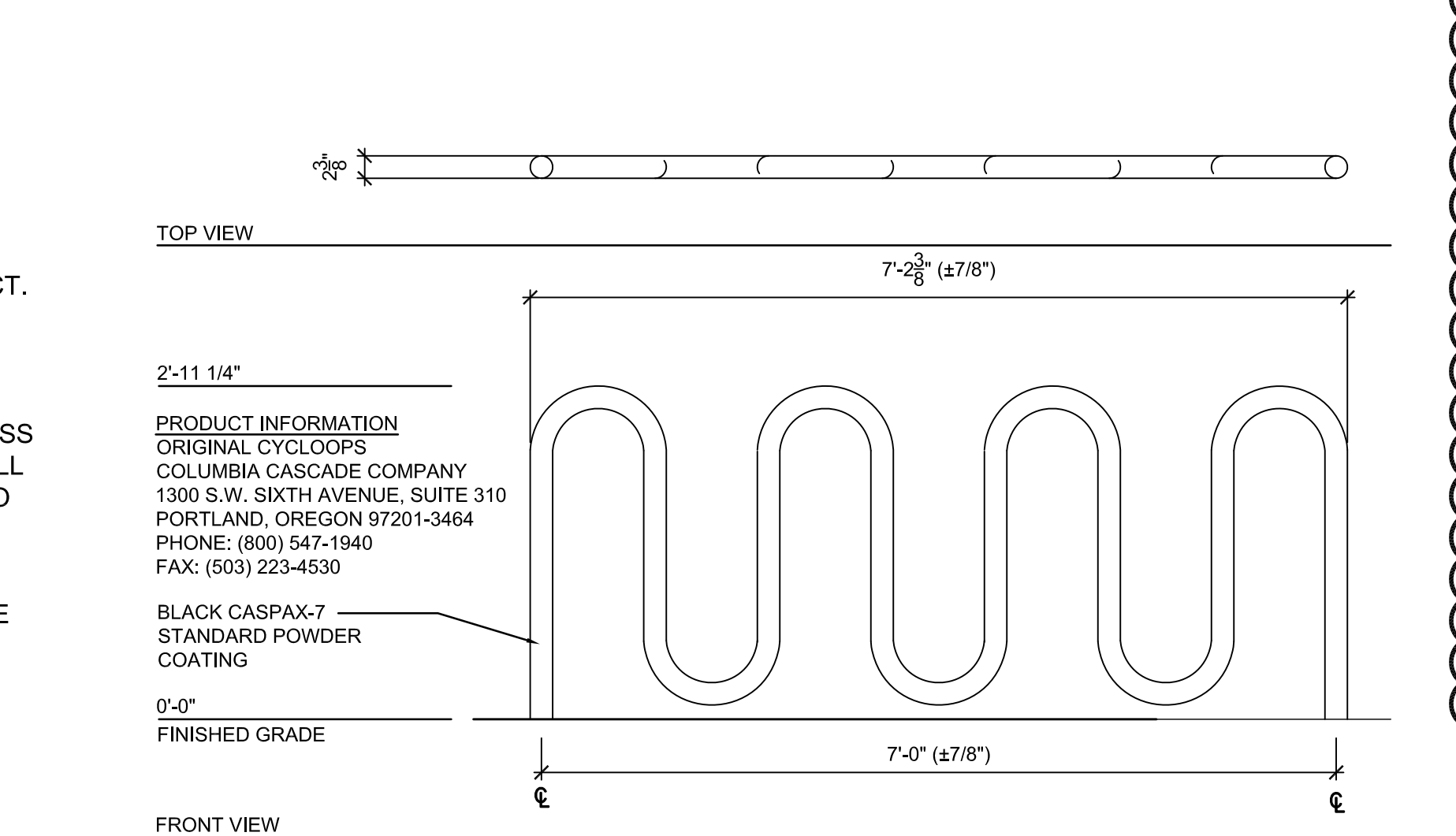
2a SEEDING LAWN
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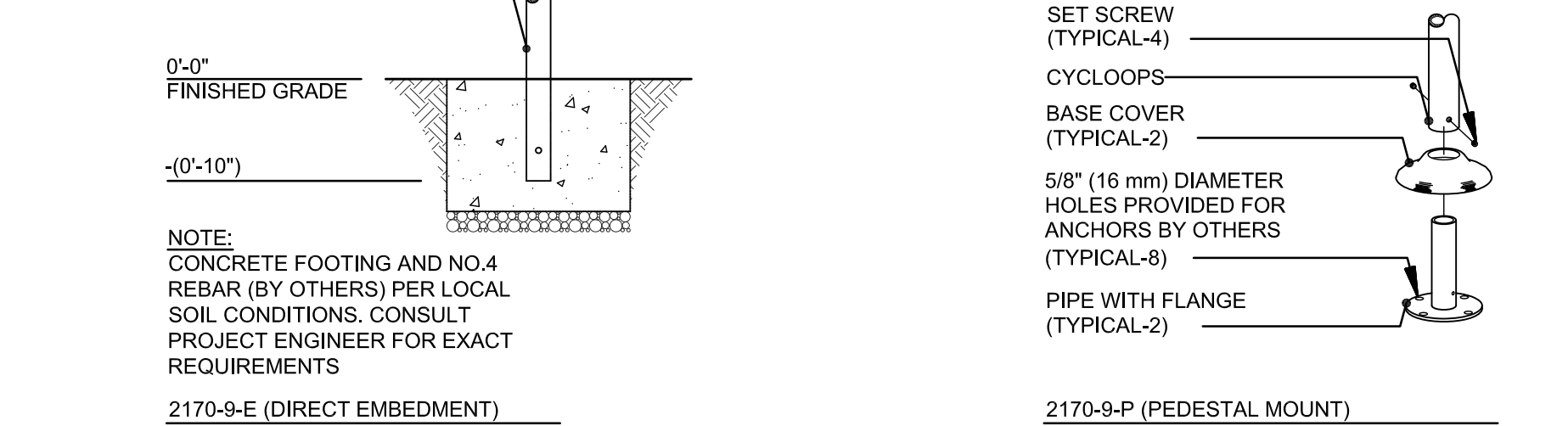
2b SODDED LAWN
SCALE: N.T.S.



3 GROUND COVER/PERENNIAL PLANTING
SCALE: N.T.S.



4 SHRUB PLANTING
SCALE: N.T.S.



5 BIKE RACK - 9 BIKES
SCALE: N.T.S.

PLANT SCHEDULE - SHEET L-1 TREES

QTY	KEY	BOTANICAL NAME	COMMON NAME	SIZE	ROOT	NOTES
46	AR	ACER RUBRUM 'RED SUNSET'	RED SUNSET RED MAPLE	2" CAL.	B&B	40' O.C. (N)
20	CC	CARPINUS CAROLINIANA	AMERICAN HORNBEAM	2.5"-3" CAL.	B&B	15' O.C. (N)
45	CK	CORNUS KOUSA - MULTI STEM	MULTI STEM KOUSA DOGWOOD	8'-10' HT.	B&B	10' O.C.
32	LS	LIQUIDAMBAR STYRACIFLUA	AMERICAN SWEETGUM	2"-2.5" CAL.	B&B	25' O.C. (N)
75	MA	MALUS 'SPRING SNOW'	SPRING SNOW CRABTREE	2"-2.5" CAL.	B&B	10' O.C.
10	PG	PICEA GLAUCA	WHITE SPRUCE	10'-12' HT.	B&B	12' O.C. (N)
30	PXA	PRUNUS SUB. 'AUTUMNALIS'	AUTUMN FLOWERING CHERRY	2.5"- 3" CAL.	B&B	15' O.C.
29	QB	QUERCUS BICOLOR	SWAMP WHITE OAK	2.5"- 3" CAL.	B&B	25' O.C. (N)
12	TN	THUJA OCCIDENTALIS 'NIGRA'	DARK AMERICAN ARBORVITAE	10'-12' HT.	B&B	10' O.C. (N)
14	TO	THUJA OCCIDENTALIS 'MISSION'	MISSION ARBORVITAE	8'-10' HT.	B&B	12' O.C. (N)
8	TS	THUJA OCCIDENTALIS 'SMARAGD'	EMERALD AMERICAN ARBORVITAE	8'-10' HT.	B&B	10' O.C. (N)

EVERGREEN SHRUBS

50	BS	BUXUS MICROPHYLLA 'GREEN VELVET'	GREEN VELVET BOXWOOD	18"-24" HT.	#3 CONT.	2' O.C.
56	IG	ILEX GLABRA 'COMPACTA'	COMPACT INKBERRY	24"-30" HT.	#7 CONT.	4' O.C. (N)
50	IM	ILEX MESERVAE 'BLUE HOLLIES'	BLUE HOLLY	24"-30" HT.	#7 CONT.	4' O.C.
50	IP	ILEX PEDUNCULOSA	LONGSTALK HOLLY	24"-30" HT.	#7 CONT.	4' O.C.
50	JH	JUNIPERUS HORIZONTALIS 'BAR HARBOR'	BAR HARBOR JUNIPER	18"-24" SP.	#3 CONT.	3' O.C. (N)
50	RP	RHODODENDRON 'PJM'	PJM RHODODENDRON	24"-30" HT.	#7 CONT.	4' O.C.
50	RY	RHODODENDRON 'YAKU-PRINCESS'	YAKU PRINCESS RHODODENDRON	18"-24" HT.	#5 CONT.	3' O.C.
90	TM	TAXUS MEDIA 'EVERLOW'	EVERLOW SPREADING YEW	24"-30" SP.	B&B	3' O.C.

DECIDUOUS SHRUBS

50	CA	CLETHRA ALNIFOLIA 'HUMMINGBIRD'	HUMMINGBIRD SUMMERSWEET	15"-18" HT.	#3 CONT.	4' O.C. (N)
50	CF	CALYCANTHUS FLORIDUS	COMMON SWEETSHRUB	24"-30" HT.	#7 CONT.	5' O.C. (N)
7	CS	CORNUS SERICEA	REDOSIER DOGWOOD	3'-4' HT.	#7 CONT.	5' O.C. (N)
100	FG	FOTHERGILLA GARDENII	DWARF FOTHERGILLA	15"-18" HT.	#3 CONT.	3' O.C. (N)
350	RA	RHUS AROMATICA 'GRO-LOW'	GRO-LOW FRAGRANT SUMAC	15"-18" HT.	#3 CONT.	3' O.C. (N)
50	SJ	SPIRAEA JAPONICA 'LITTLE PRINCESS'	LITTLE PRINCESS JAP. SPIREA	15"-18" HT.	#3 CONT.	2' O.C.
50	SB	SPIRAEA BUMALDA 'ANTHONY WATERER'	ANTHONY WATERER SPIREA	18"-24" HT.	#3 CONT.	4' O.C.
18	SM	SYRINGA MEYERI 'PABLIN'	MISS KIM DWARF LILAC	30"-36" HT.	#7 CONT.	4' O.C.
60	VD	VIBURNUM DENTATUM 'CHRISTOM'	BLUE MUFFIN VIBURNUM	3'-4' HT.	#7 CONT.	5' O.C. (N)
50	VT	VIBURNUM TRILOBUM	CRANBERRY VIBURNUM	3'-4' HT.	#7 CONT.	5' O.C. (N)

PERENNIALS | GROUND COVER

265	AF	ATHYRIUM FILIX-FEMINA	LADY FERN	NA	#2 CONT.	24" O.C. (N)
100	AG	ALLIUM 'GLOBEMASTER'	GLOBEMASTER GIANT ONION	NA	BULB	12" O.C.
2080	AR	AJUGA REPTANS	BUGLEWEED	NA	#1 CONT.	12" O.C.
21	EPW	ECHINACEA PURPUREA 'WHITE SWAN'	WHITE SWAN CONEFLOWER	NA	#2 CONT.	24" O.C. (N)
350	HK	HOSTA KROSSA REGAL	KROSSA REGAL HOSTA	NA	GALLON	36" O.C.
1537	HS	HEMEROCALLIS X 'STELLA D'ORO'	STELLA D'ORO DAYLILY	NA	#2 CONT.	18" O.C.
1000	HXI	HEMEROCALLIS X 'ICE CARNIVAL'	ICE CARNIVAL DAYLILY	NA	#2 CONT.	18" O.C.
300	IC	IRIS CRISTATA	CRESTED IRIS	NA	#2 CONT.	18" O.C. (N)
265	NF	NEPETA FAASSENII 'WALKER'S LOW'	WALKER'S LOW CATMINT	NA	#2 CONT.	24" O.C.
232	PA	PENNISETUM ALOPECUR. 'HAEMEL'	DWARF FOUNTAIN GRASS	NA	#2 CONT.	24" O.C.
34	PD	PLEIOPLASTUS DISTICHUS 'MINI'	DWARF FERNLEAF BAMBOO	NA	#2 CONT.	30" O.C.
265	RF	RUDBECKIA FULGIDA VAR. 'GOLDSTURM'	GOLDSTURM BLACK EYE SUSAN	NA	#2 CONT.	24" O.C. (N)
265	SA	SEDUM X 'AUTUMN JOY'	AUTUMN JOY STONECROP	NA	#2 CONT.	24" O.C.
2080	VL	VIOLA LABRADORICA	LABRADOR VIOLET	NA	#2 CONT.	12" O.C. (N)
2080	VM	VINCA MINOR 'BOWLES VARIETY'	BOWLES PERIWINKLE	NA	#1 CONT.	12" O.C.
265	WF	WALDSTEINIA FRAGAROIDES	BARREN STRAWBERRY	NA	#2 CONT.	24" O.C. (N)

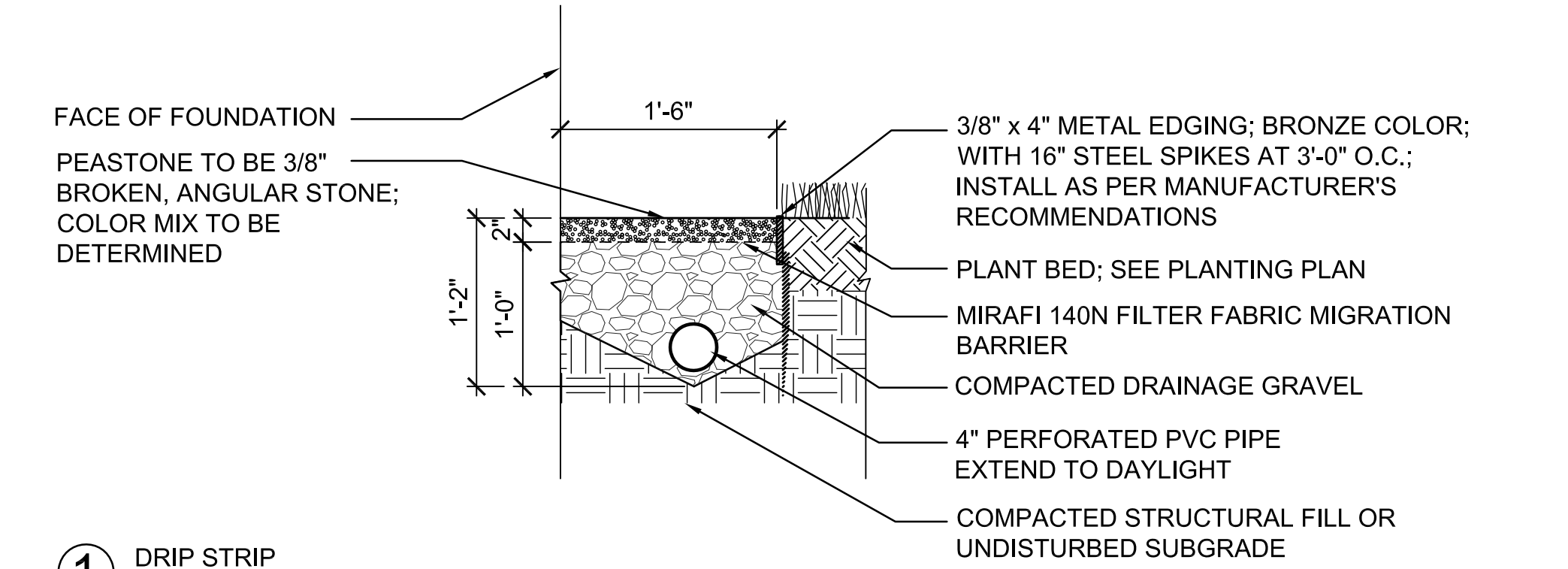
RAIN GARDEN

41	R-CA	CLETHRA ALNIFOLIA 'HUMMINGBIRD'	HUMMINGBIRD SUMMERSWEET	18"-24" HT.	#2 CONT.	5' O.C. (N)
13	R-CS	CORNUS SERICEA 'ALLEMAN'S COMPACTA'	ALLEMAN'S COMPACT DOGWOOD	18"-24" HT.	#2 CONT.	5' O.C. (N)
15	R-IG	ILEX GLABRA 'COMPACTA'	COMPACT INKBERRY	18"-24" HT.	#2 CONT.	5' O.C. (N)
34	R-MG	MYRICA GALE	SWEETGALE	15"-18" HT.	#2 CONT.	5' O.C. (N)
75	R-AN	ASTER NOVAE-ANGLIAE	NEW ENGLAND ASTER	NA	#1 CONT.	2' O.C. (N)
180	R-CM	CAREX MORROWII 'ICE DANCE'	ICE DANCE SEDGE	NA	#1 CONT.	2' O.C.
87	R-IV	IRIS VERSICOLOR	BLUE FLAG	NA	#1 CONT.	2' O.C. (N)

15,000 SF	LOGRO FESCUE SEED MIX; NATIVE HARD AND CREEPING RED FESCUES	SUMMIT SEED; MANTENO, IL; (815) 468-7333
23,900 SF	50 / 50 TURF TYPE TALL FESCUE SOD; NATIVE FESCUE BLEND	SODCO; SLOCUM, RI; (800) 341-6900

O.C. = ON-CENTER SPACING
(N) = NATIVE SPECIES

NOTE: ALL PERMITTING DOCUMENT PLANT QUANTITIES ARE APPROXIMATE AND WILL BE FURTHER REFINED IN THE CONSTRUCTION DOCUMENTS



1 DRIP STRIP
SCALE: N.T.S.

TETRA TECH



www.tetrattech.com
One Grant Street
Framingham, Massachusetts 01701
Phone: 508.903.2000 Fax: 508.903.2001



MARK	DATE	DESCRIPTION
1	10/15/14	PLANT SPECIES REVISIONS
2	07/10/15	SPECIAL PERMIT AMENDMENT #6
3	08/14/20	SPECIAL PERMIT AMENDMENT #6
BY	DATE	DESCRIPTION
1	08/24/12	ADD PLANT QUANTITIES
2	09/18/12	TOWN COMMENTS
3	03/01/13	PLANT SCHEDULE REVISIONS
4	03/12/13	TOWN COMMENTS
5	08/23/13	PLAN MODIFICATIONS
6	09/11/13	REMOVED CLOUDS

Phase 2: Major Project Site Plan Review
Center 128
Needham, MA

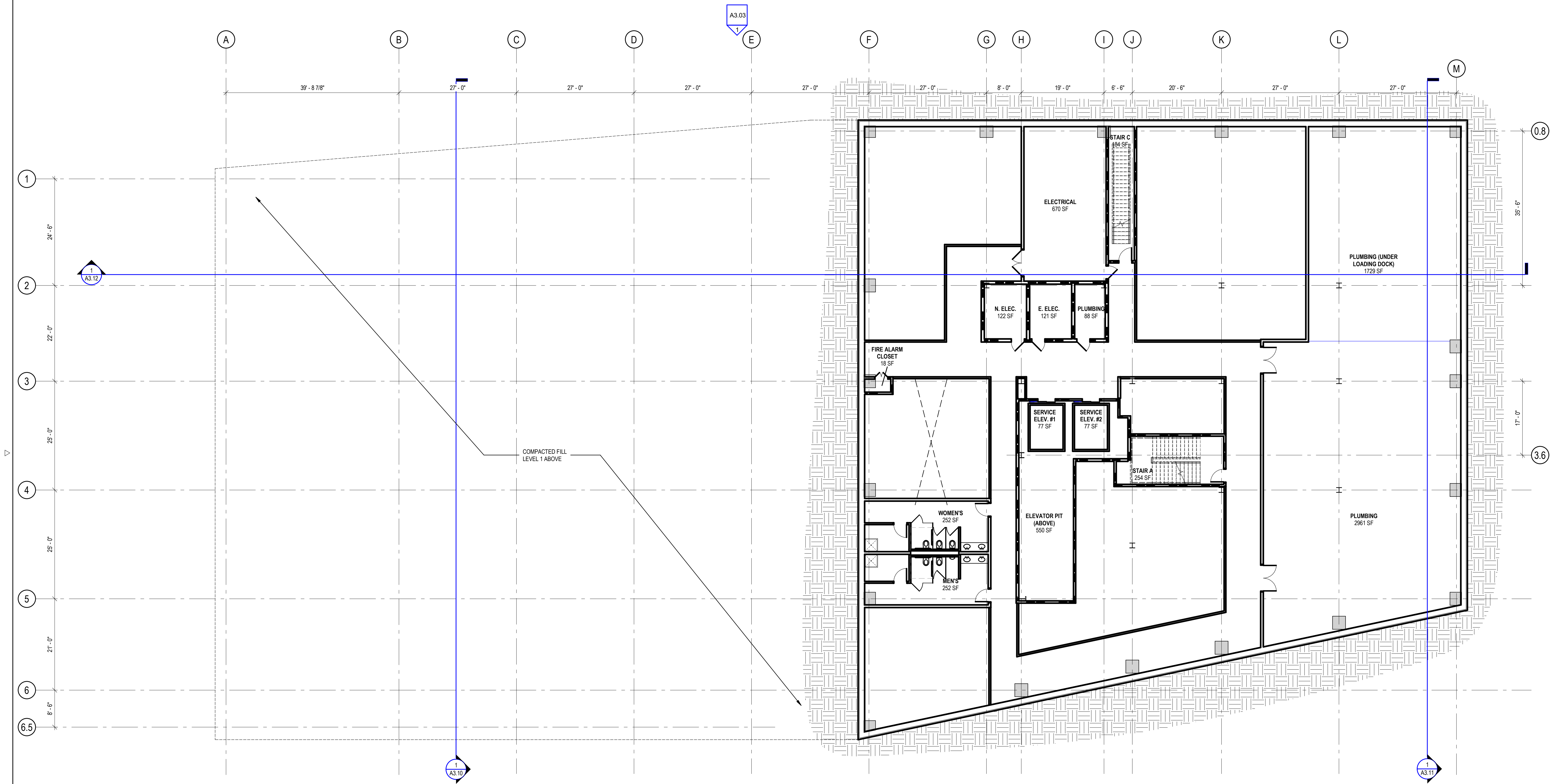
Landscape Details

Project No.:	127-21127-12001
Designed By:	JC_KAC
Drawn By:	PH
Checked By:	JC_KAC

L-2

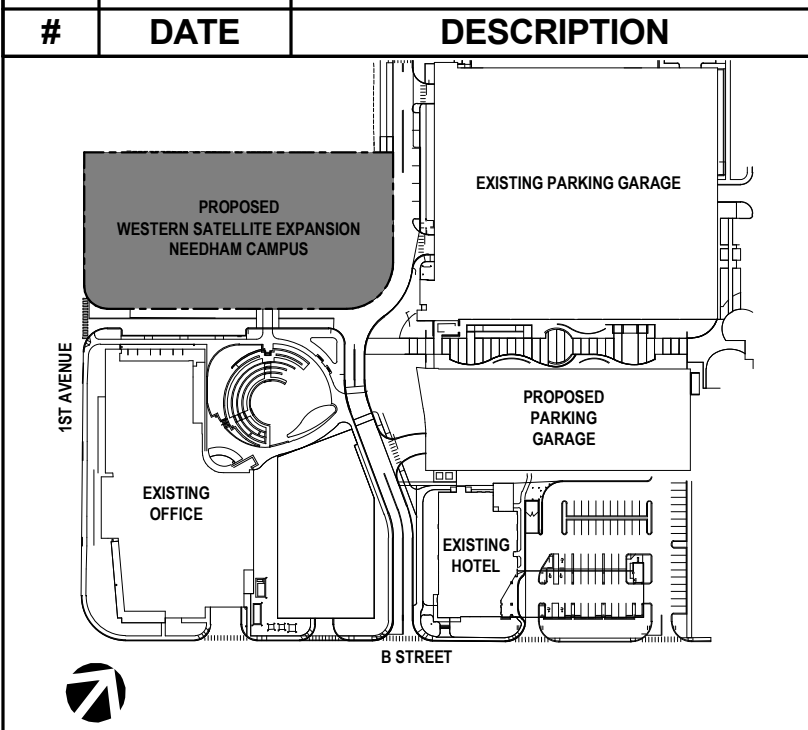
Bar Measures 1 inch

Architect Payette Associates Inc. 290 Congress Street, Fifth Floor Boston, MA 02210-1005 Tel: 617-895-1000	
Civil Engineer VHB 99 High St #10 Boston, MA 02110 Tel: 617-728-7777	Structural Engineer McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
HVAC/Elec/LV Engineer BR+A 10 Guest St 4th Floor Boston, MA 02135 Tel: 617-254-0016	Plumbing/FP Engineer RW Sullivan 526 Main St #203 Boston, MA 02129 Tel: 617-523-8227
Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275
Parking Structure Walker Consultants 20 Park Plaza Boston, MA 02116 Tel: 617-350-5040	



1 BASEMENT
SCALE: 3/32" = 1'-0"

NOT FOR CONSTRUCTION

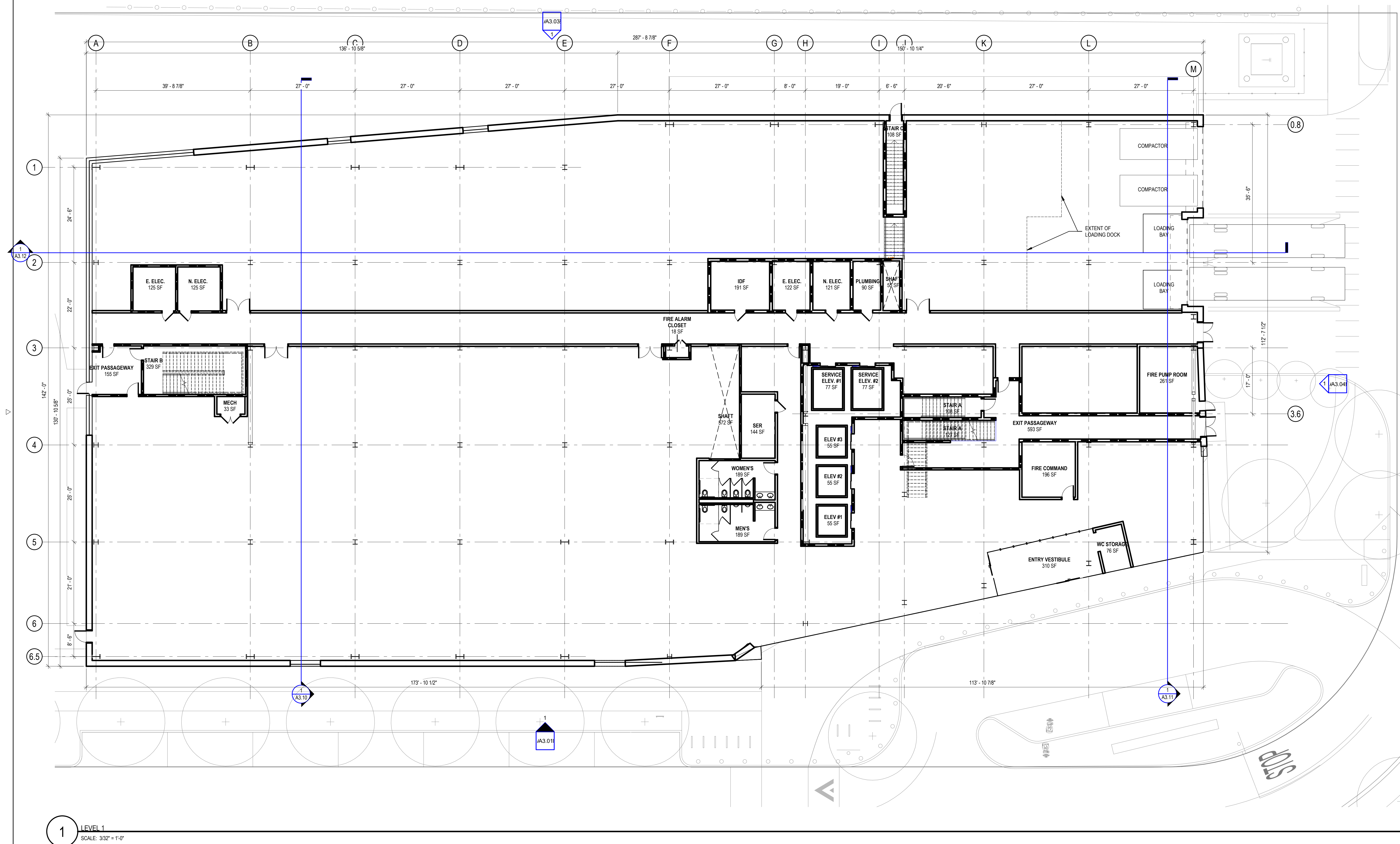


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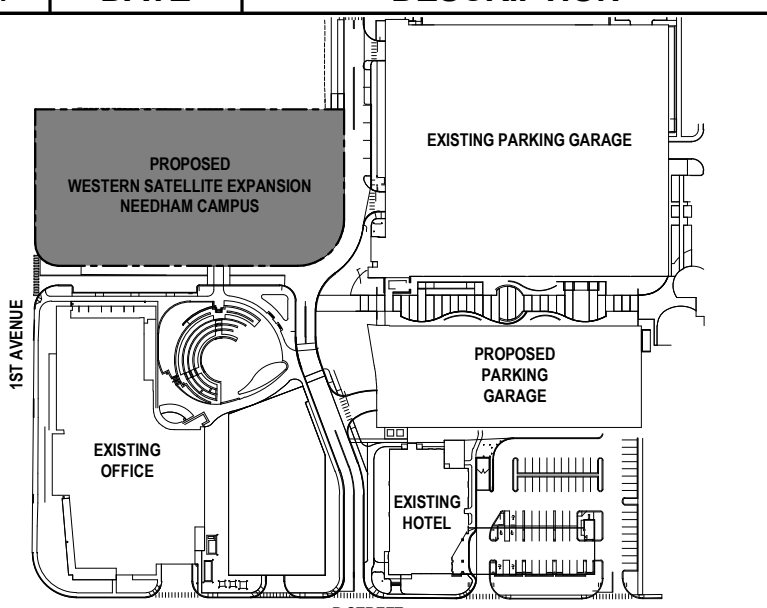
BASEMENT
OVERALL PLAN

Drawing Scale 3/32" = 1'-0"	
Project Number 25790.00	
Date Issued 12 JUNE 2020	

Civil Engineer	Structural Engineer
HB 9 High St #10 Boston, MA 02135 Tel: 617-728-7777	McNamara Salvia 161 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
HVAC/Elec/LV Engineer	Plumbing/FP Engineer
R+A 60 Guest St 4th Floor Boston, MA 02135 Tel: 617-254-0016	RW Sullivan 526 Main St #203 Boston, MA 02129 Tel: 617-523-8227
Code Consultant	Equipment Consultant
Sensen Hughes Lincoln Street Boston, MA 02111 Tel: 617-620-8900	C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275
	Parking Structure
	Walker Consultants 20 Park Plaza Boston, MA 02116 Tel: 617-350-5040



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NEEDHAM SATELLITE PROJECT

SCHEMATIC DESIGN

LEVEL 1 OVERALL PLAN

Drawing Scale 3/32" = 1'-0"	
Project Number 25790.00	
Date Issued 12 JUNE 2020	

A1.01

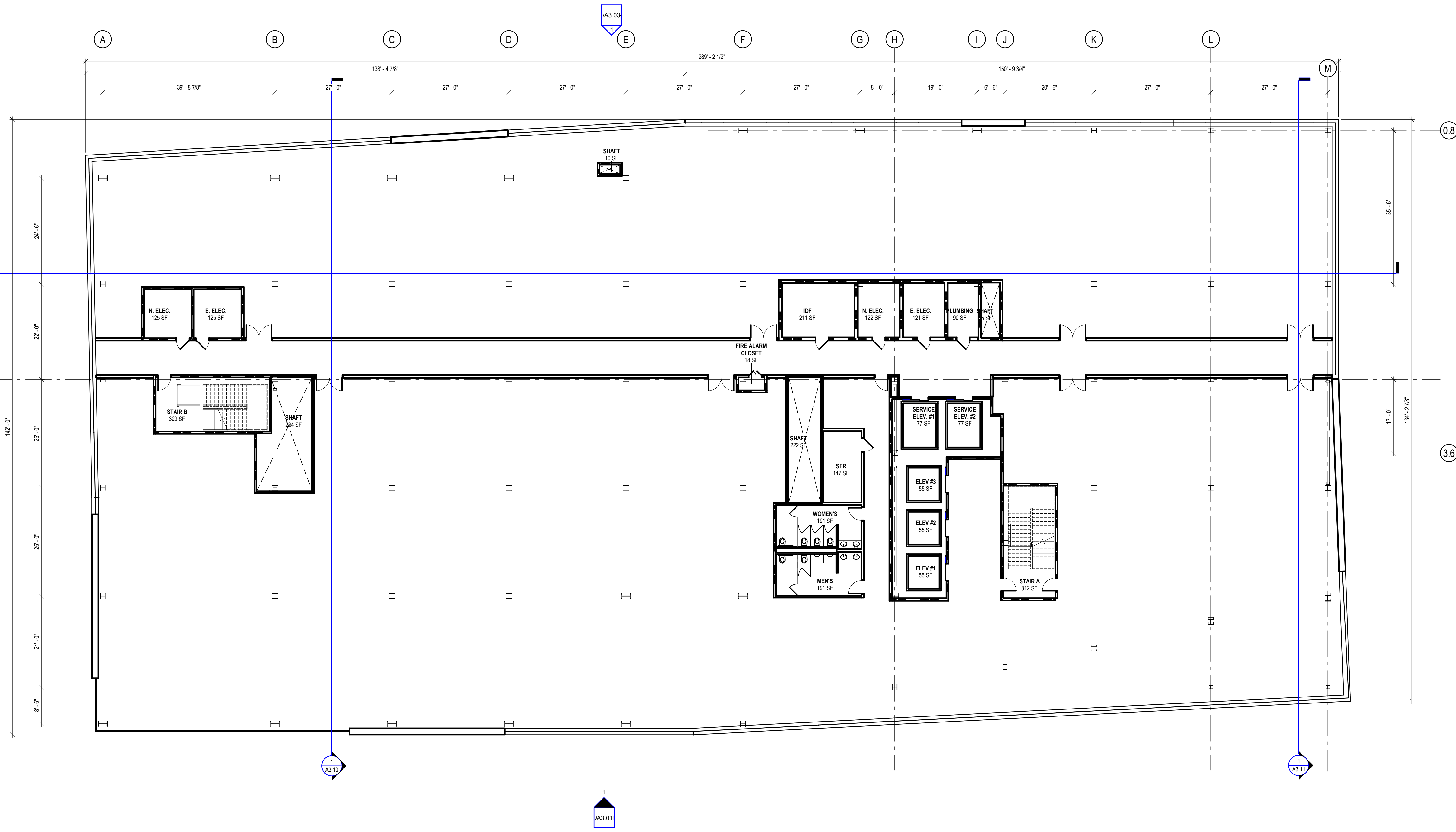
Architect
Payette Associates Inc.
290 Congress Street, Fifth Floor
Boston, MA 02210-1005
Tel: 617-895-1000

Civil Engineer VHB 99 High St #10 Boston, MA 02110 Tel: 617-728-7777	Structural Engineer McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
--	---

HVAC/Elec/LV Engineer BR+A 10 Guest St 4th Floor Boston, MA 02135 Tel: 617-254-0016	Plumbing/FP Engineer RW Sullivan 526 Main St #203 Boston, MA 02129 Tel: 617-523-8227
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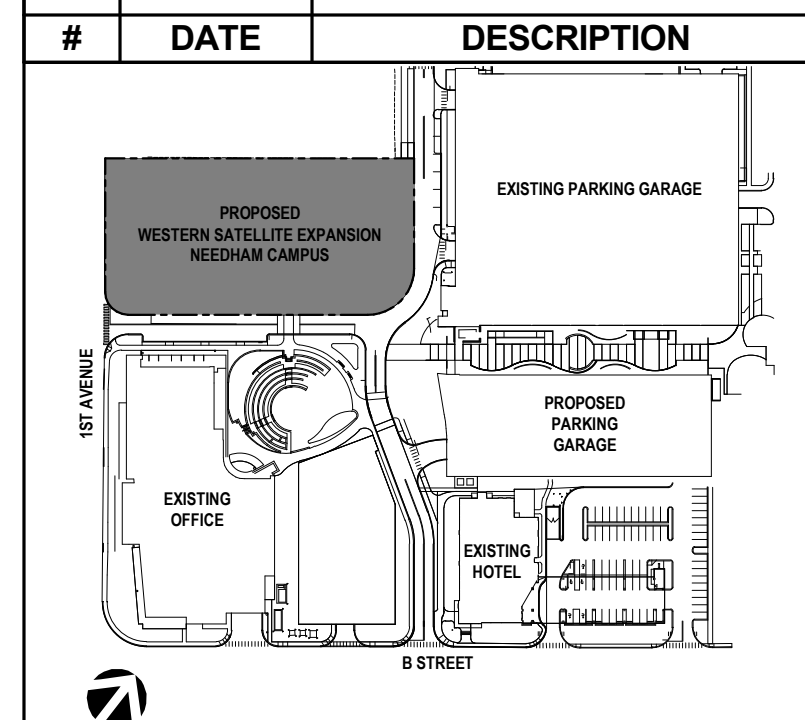
Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275
---	--

	Parking Structure Walker Consultants 20 Park Plaza Boston, MA 02116 Tel: 617-350-5040
--	---



1 LEVEL 2
SCALE: 3/32" = 1'-0"

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LEVEL 2
OVERALL PLAN

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Tel: 617-895-1000

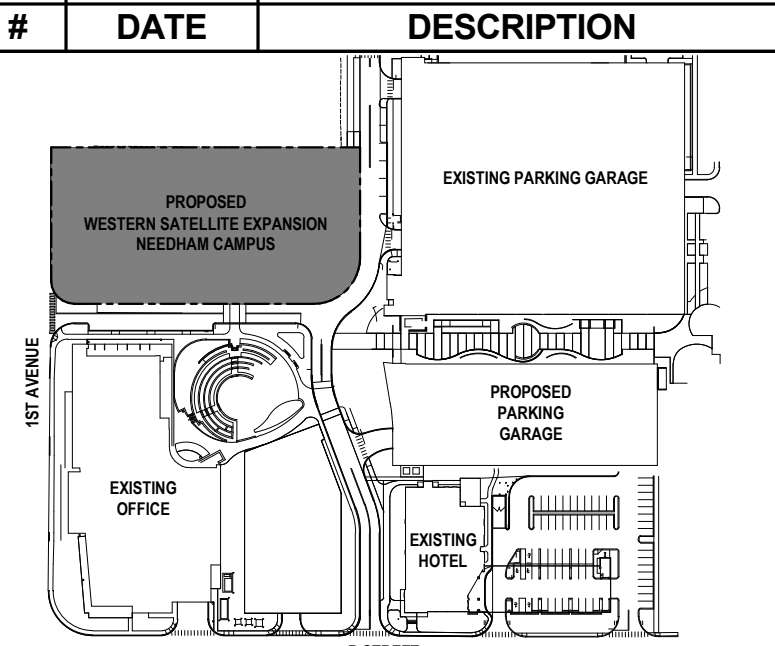
Civil Engineer VHB 99 High St #10 Boston, MA 02110 Tel: 617-728-7777	Structural Engineer McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
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HVAC/Elec/LV Engineer BR+A 10 Guest St 4th Floor Boston, MA 02135 Tel: 617-254-0016	Plumbing/FP Engineer RW Sullivan 526 Main St #203 Boston, MA 02129 Tel: 617-523-8227
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Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275
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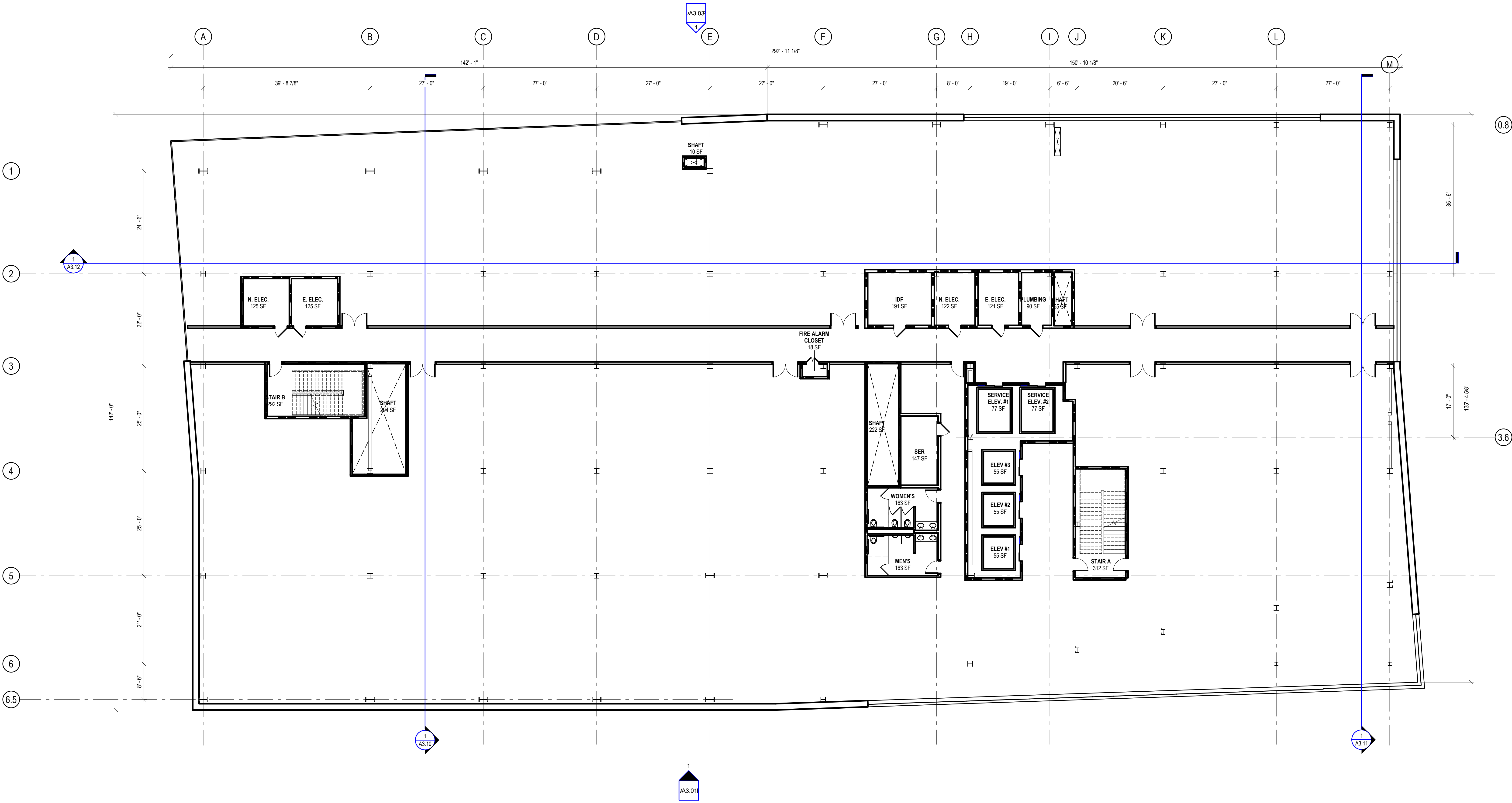


NEEDHAM SATELLITE PROJECT
SCHEMATIC DESIGN

LEVEL 3
OVERALL PLAN

Drawing Scale 3/32" = 1'-0"	
Project Number 25790.00	
Date Issued 12 JUNE 2020	

A1.03



1 LEVEL 3
SCALE: 3/32" = 1'-0"

A1.04

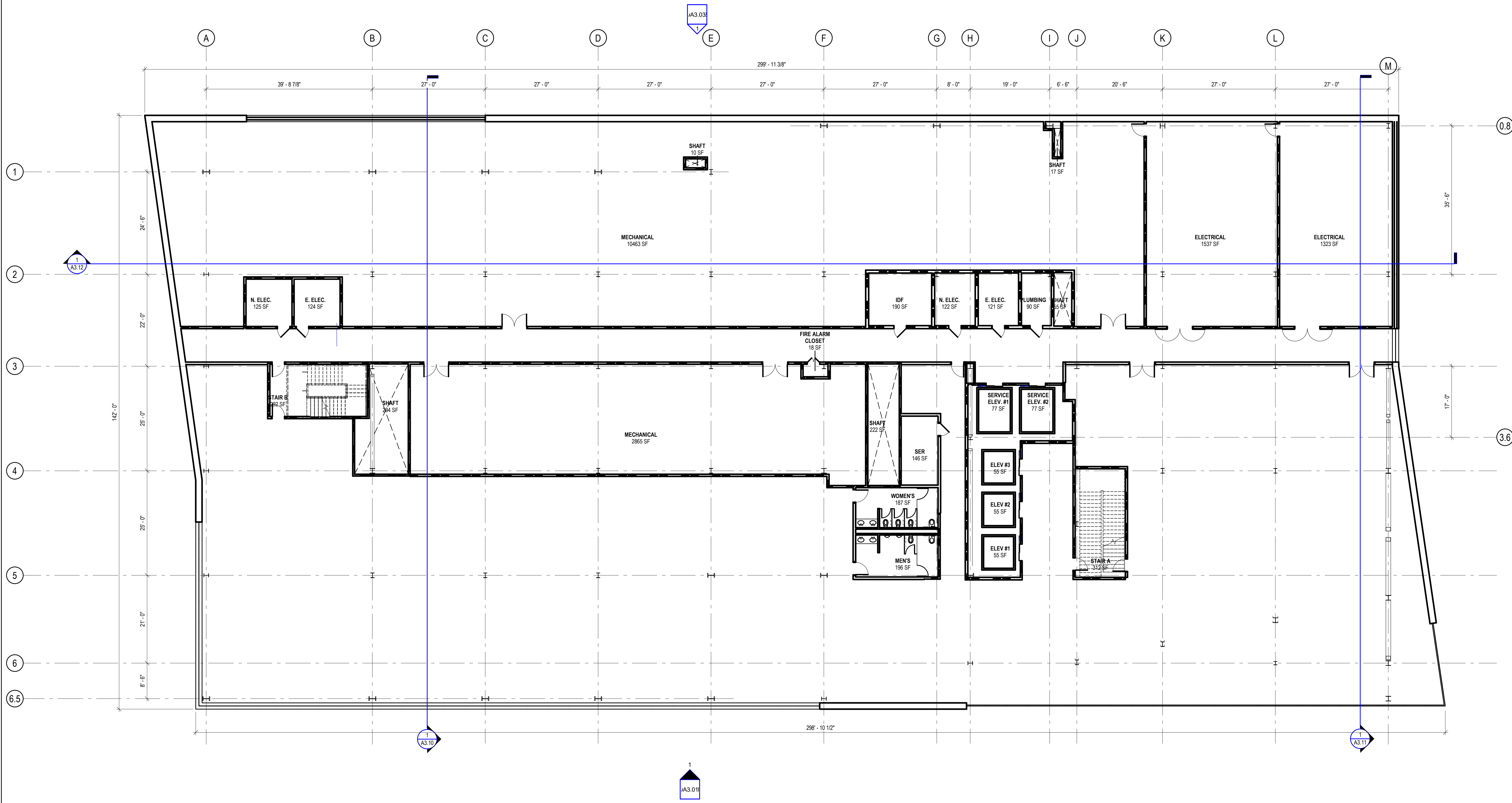
Architect
Payette Associates Inc.
290 Congress Street, Fifth Floor
Boston, MA 02210-1005
Tel: 617-895-1000

Civil Engineer VHB 99 High St #10 Boston, MA 02110 Tel: 617-728-7777	Structural Engineer McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
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HVAC/Elec/LV Engineer BR+A 10 Guest St 4th Floor Boston, MA 02135 Tel: 617-254-0016	Plumbing/FP Engineer RW Sullivan 526 Main St #203 Boston, MA 02129 Tel: 617-523-8227
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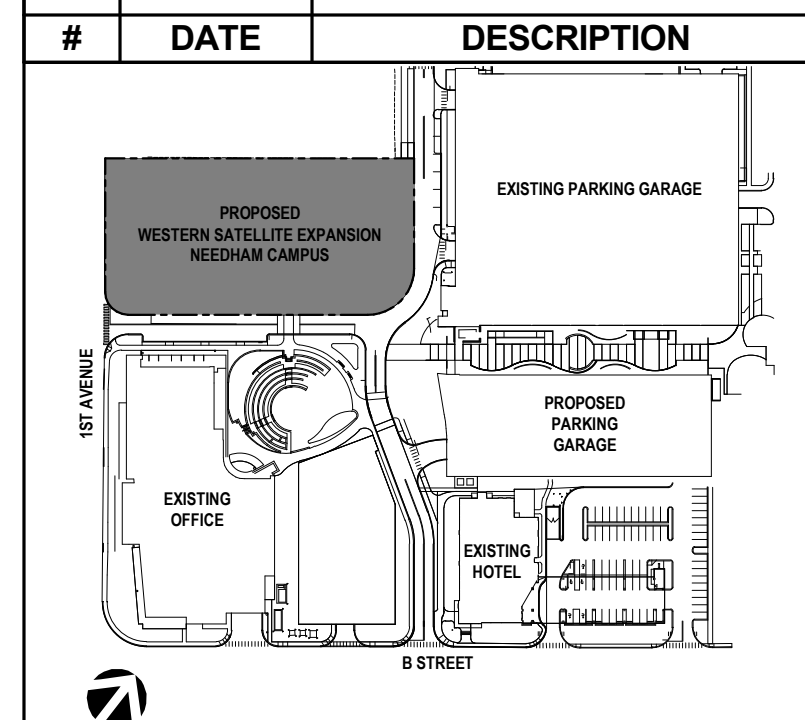
Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275
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	Parking Structure Walker Consultants 20 Park Plaza Boston, MA 02116 Tel: 617-350-5040
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1 LEVEL 5
SCALE: 3/32" = 1'-0"

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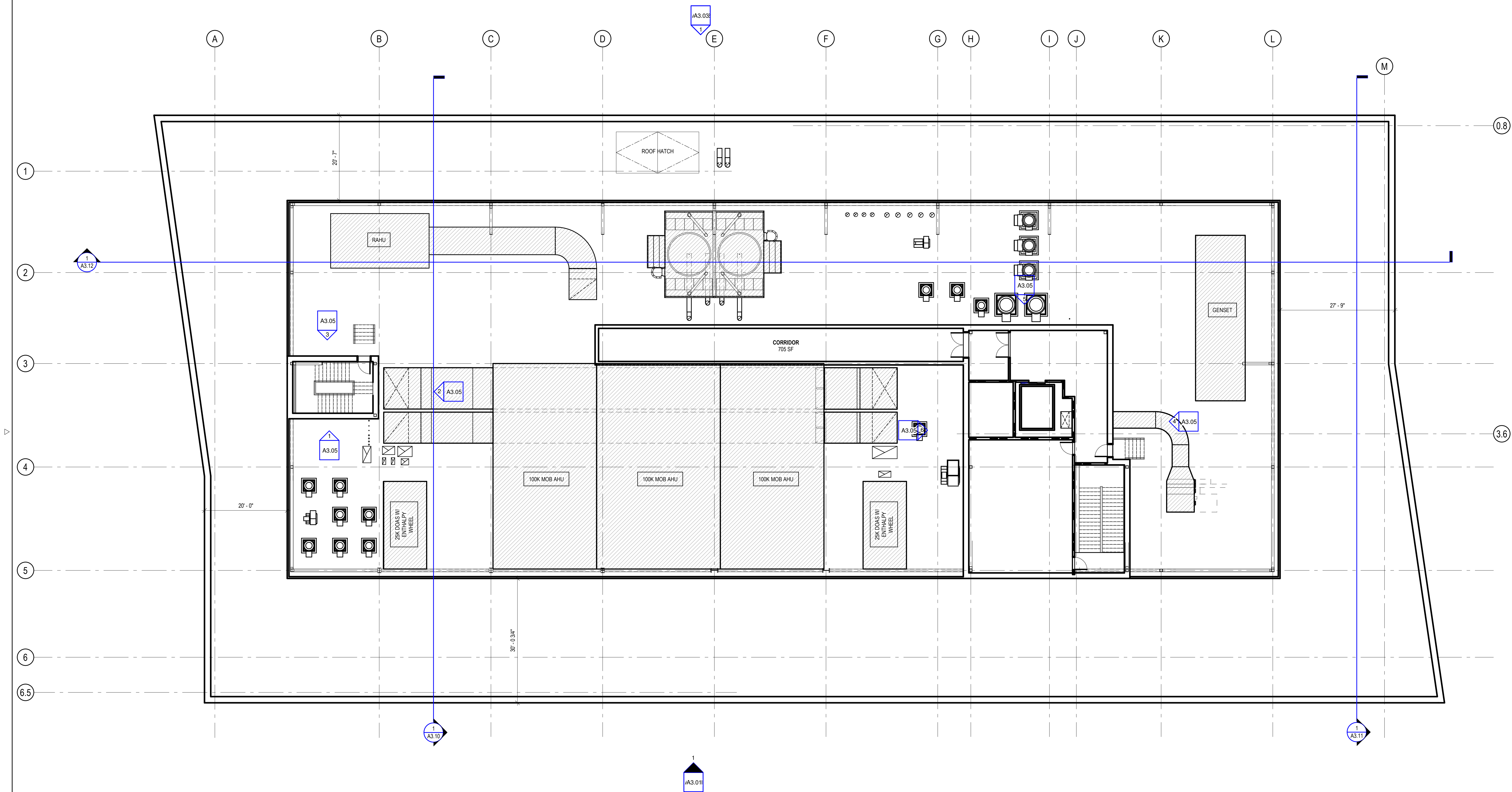
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SCHEMATIC DESIGN

LEVEL 5
OVERALL PLAN

Drawing Scale 3/32" = 1'-0"	
Project Number 25790.00	
Date Issued 12 JUNE 2020	

A1.05

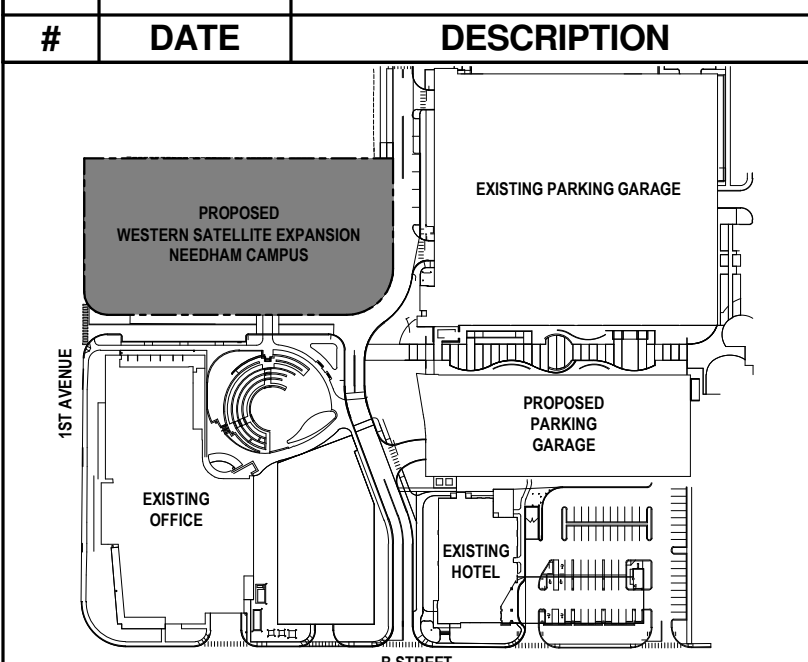
Architect Payette Associates Inc. 290 Congress Street, Fifth Floor Boston, MA 02210-1005 Tel: 617-895-1000	
Civil Engineer VHB 99 High St #10 Boston, MA 02110 Tel: 617-728-7777	Structural Engineer McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
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Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275
Parking Structure Walker Consultants 20 Park Plaza Boston, MA 02116 Tel: 617-350-5040	



ROOF TOP EQUIPMENT.
ALL ROOF TOP EQUIPMENT TO BE LESS THAN 25% ROOF COVERAGE

1 ROOF PLAN
SCALE: 3/32" = 1'-0"

NOT FOR CONSTRUCTION



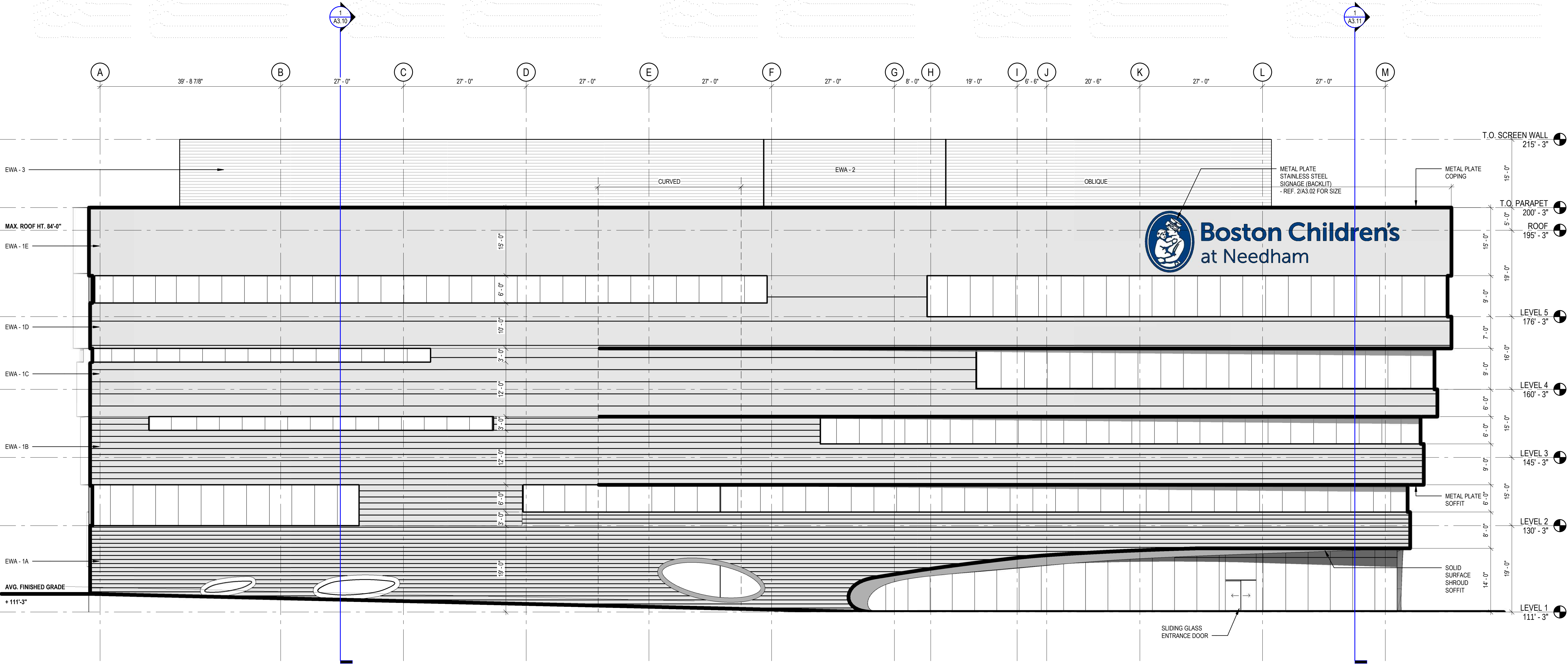
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ROOF PLAN

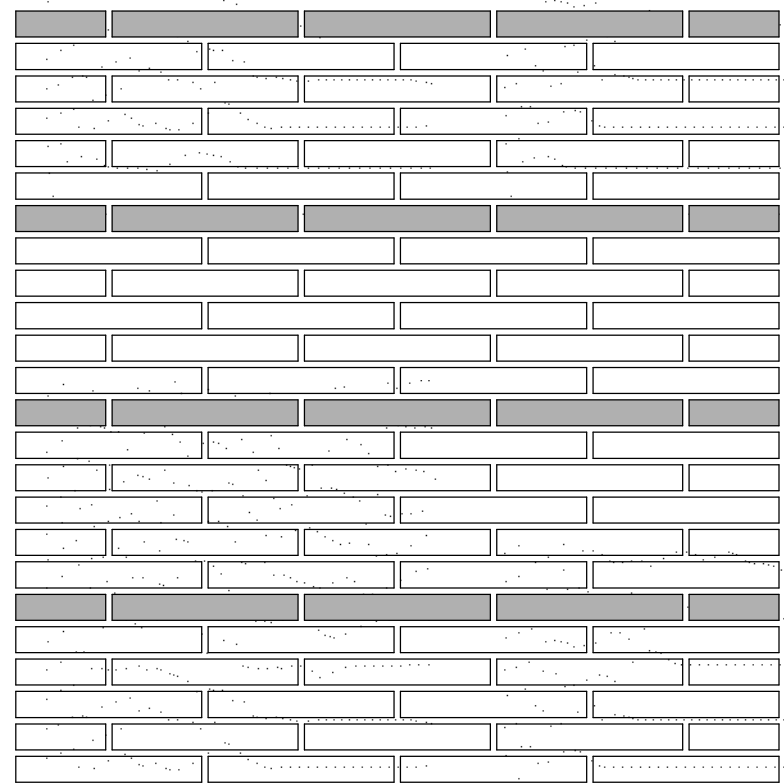
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Project Number 25790.00	
Date Issued 12 JUNE 2020	

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Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275

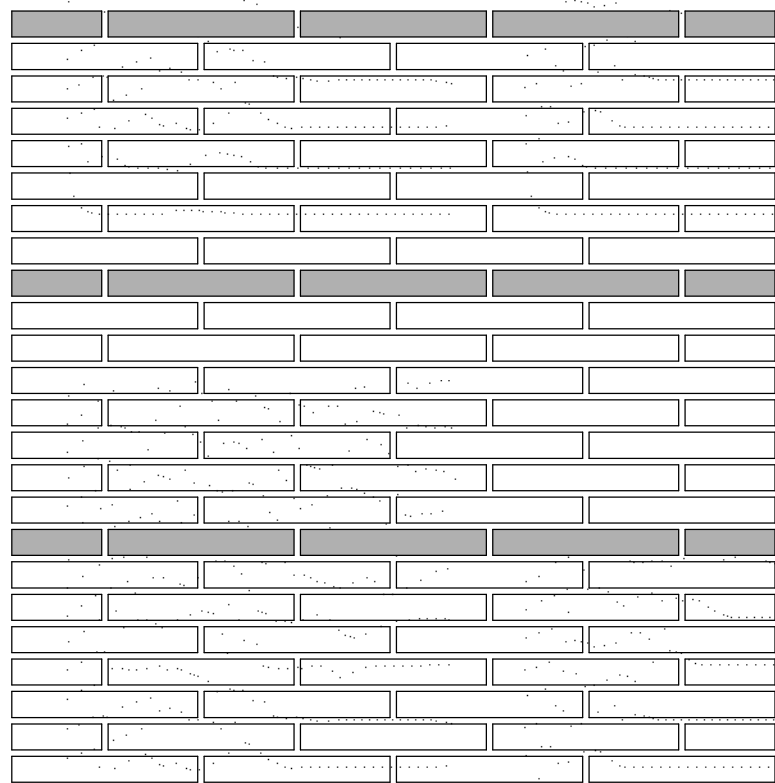
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Walker Consultants
20 Park Plaza
Boston, MA 02116
Tel: 617-350-5040



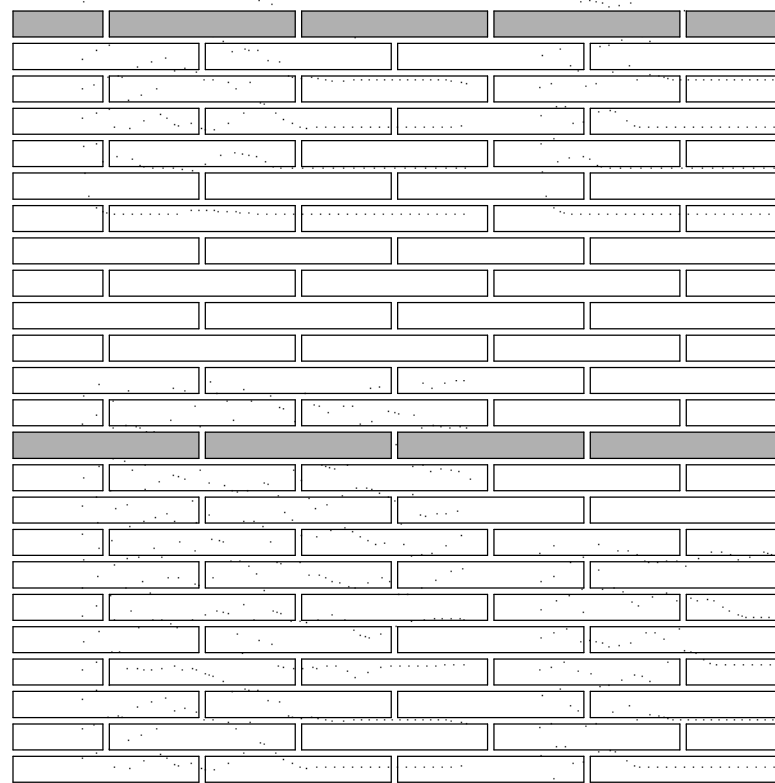
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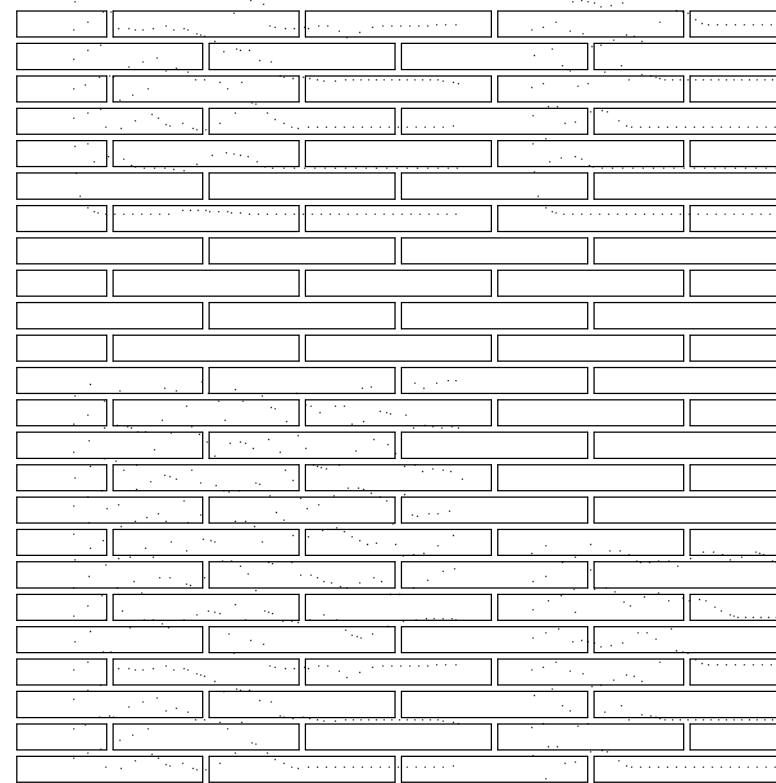
EWA - 1B



EWA - 1C



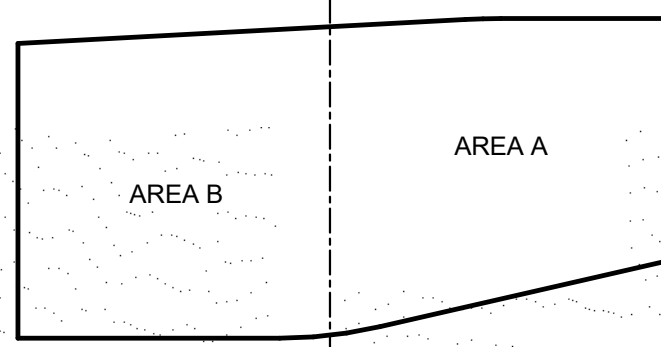
EWA - 1D



EWA - 1E

2 BRICK PATTERNS
SCALE: 1" = 1'-0"

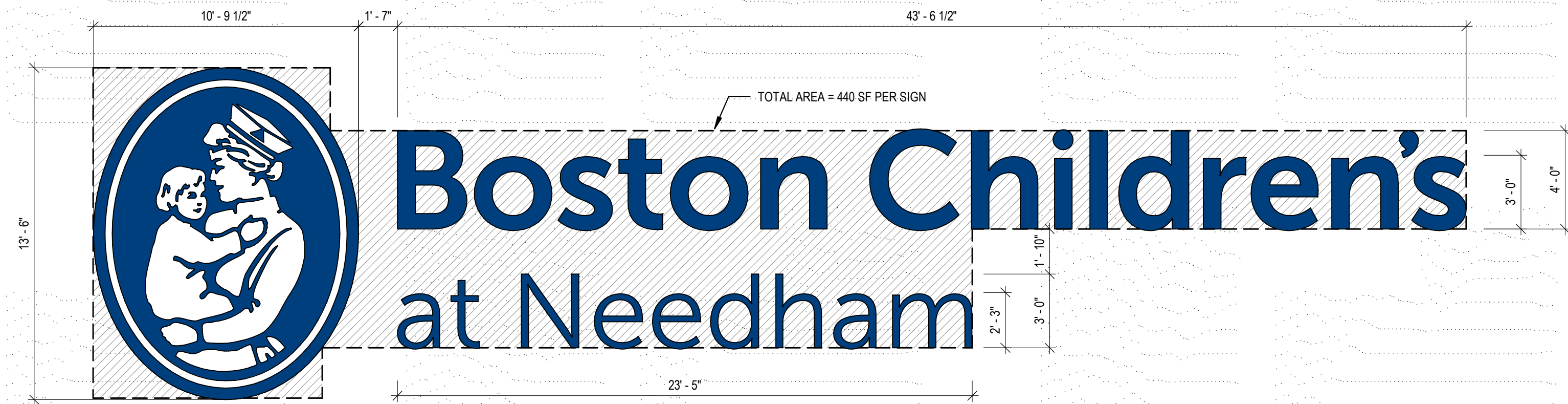
NOT FOR CONSTRUCTION



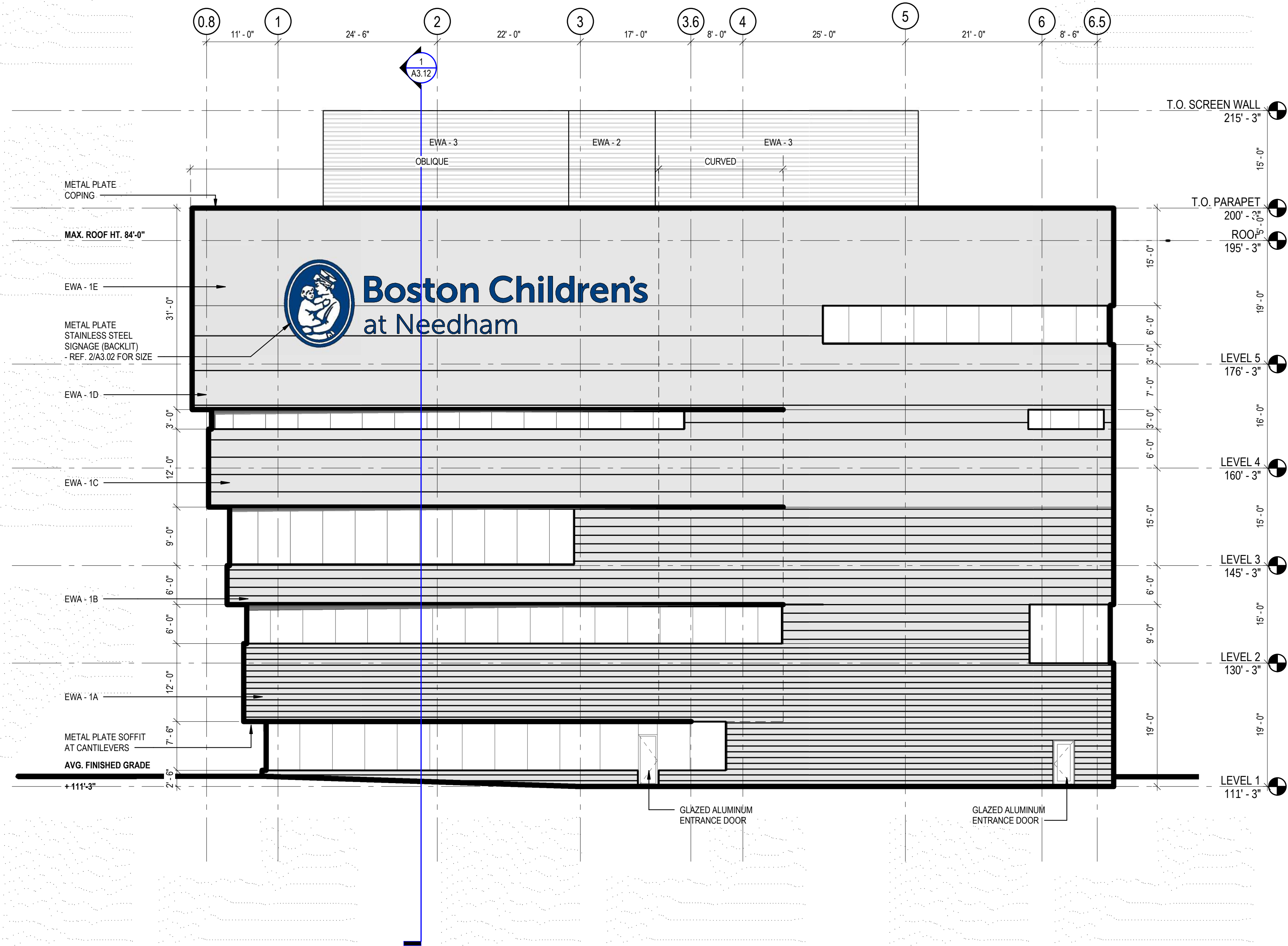
NEEDHAM SATELLITE PROJECT
SCHEMATIC DESIGN

SOUTH EAST ELEVATION

Drawing Scale As indicated	
Project Number 25790.00	
Date Issued 12 JUNE 2020	



2 BCH NEEDHAM TYPICAL BUILDING SIGNAGE ELEVATION
SCALE: 1/4" = 1'-0"



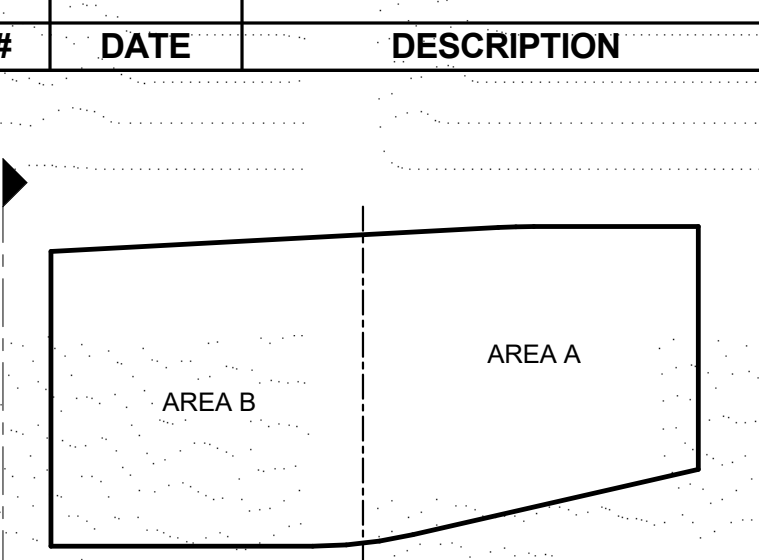
SIGNAGE LEGIBILITY CHART	
LETTER HEIGHT	LEGIBLE VIEWING DISTANCE
9"	300' (FOOTBALL FIELD LENGTH)
12"	395'
14"	440'
18"	560'
24"	750'
36"	1130' (1/5 OF A MILE)
48"	1500'
72"	2230'
96"	3000' (3/5 OF A MILE)

PAYETTE

Architect Payette Associates Inc. 290 Congress Street, Fifth Floor Boston, MA 02210-1005 Tel: 617-895-1000	
Civil Engineer VHB 99 High St #10 Boston, MA 02110 Tel: 617-728-7777	Structural Engineer McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
HVAC/Elec/LV Engineer BR+A 10 Guest St 4th Floor Boston, MA 02135 Tel: 617-254-0016	Plumbing/FP Engineer RW Sullivan 526 Main St #203 Boston, MA 02129 Tel: 617-523-8227
Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275

Parking Structure
Walker Consultants
20 Park Plaza
Boston, MA 02116
Tel: 617-350-5040

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SOUTH WEST ELEVATION

Drawing Scale As indicated	
Project Number 25790.00	
Date Issued 12 JUNE 2020	

A3.02

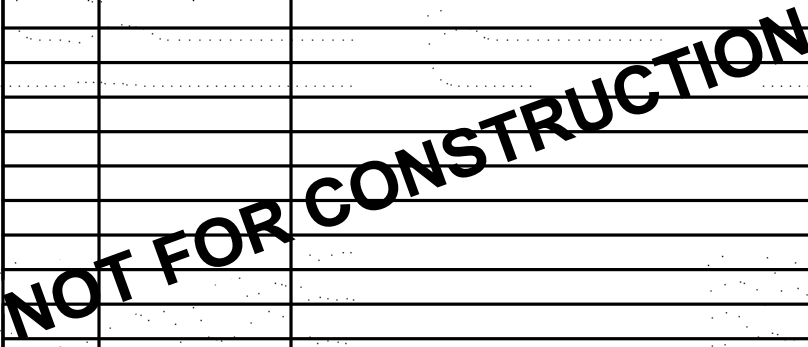
architect
Payette Associates Inc.
 90 Congress Street, Fifth Floor
 Boston, MA 02210-1005
 Tel: 617-895-1000

Civil Engineer	Structural Engineer
HB 9 High St #10 Boston, MA 02110 Tel: 617-728-7777	McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040

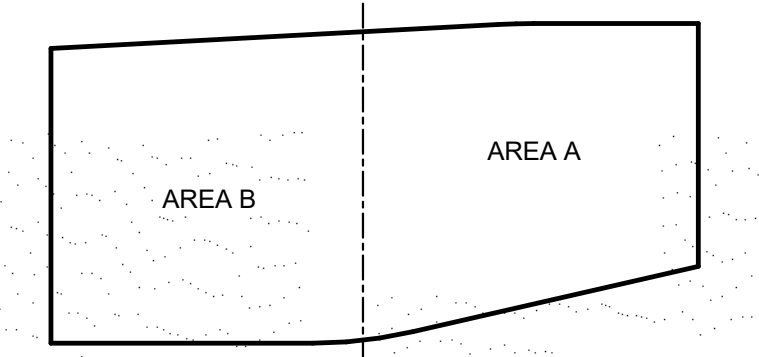
VAC/Elec/LV Engineer	Plumbing/FP Engineer
R+A	RW Sullivan
10 Guest St 4th Floor	526 Main St #203
Boston, MA 02135	Boston, MA 02129
Tel: 617-254-0016	Tel: 617-523-8227

Code Consultant	Equipment Consultant
ensen Hughes Lincoln Street oston, MA 02111 el: 617-620-8900	C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275

Parking Structure
Walker Consultants
20 Park Plaza
Boston, MA 02116
Tel: 617-350-5040



#	DATE	DESCRIPTION
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NEEDHAM SATELLITE PROJECT

SCHEMATIC DESIGN

NORTH WEST ELEVATION

Drawing Scale 3/32" = 1'-0"	
Project Number 25790.00	
Date Issued 12 JUNE 2020	

A3.03

A3.04

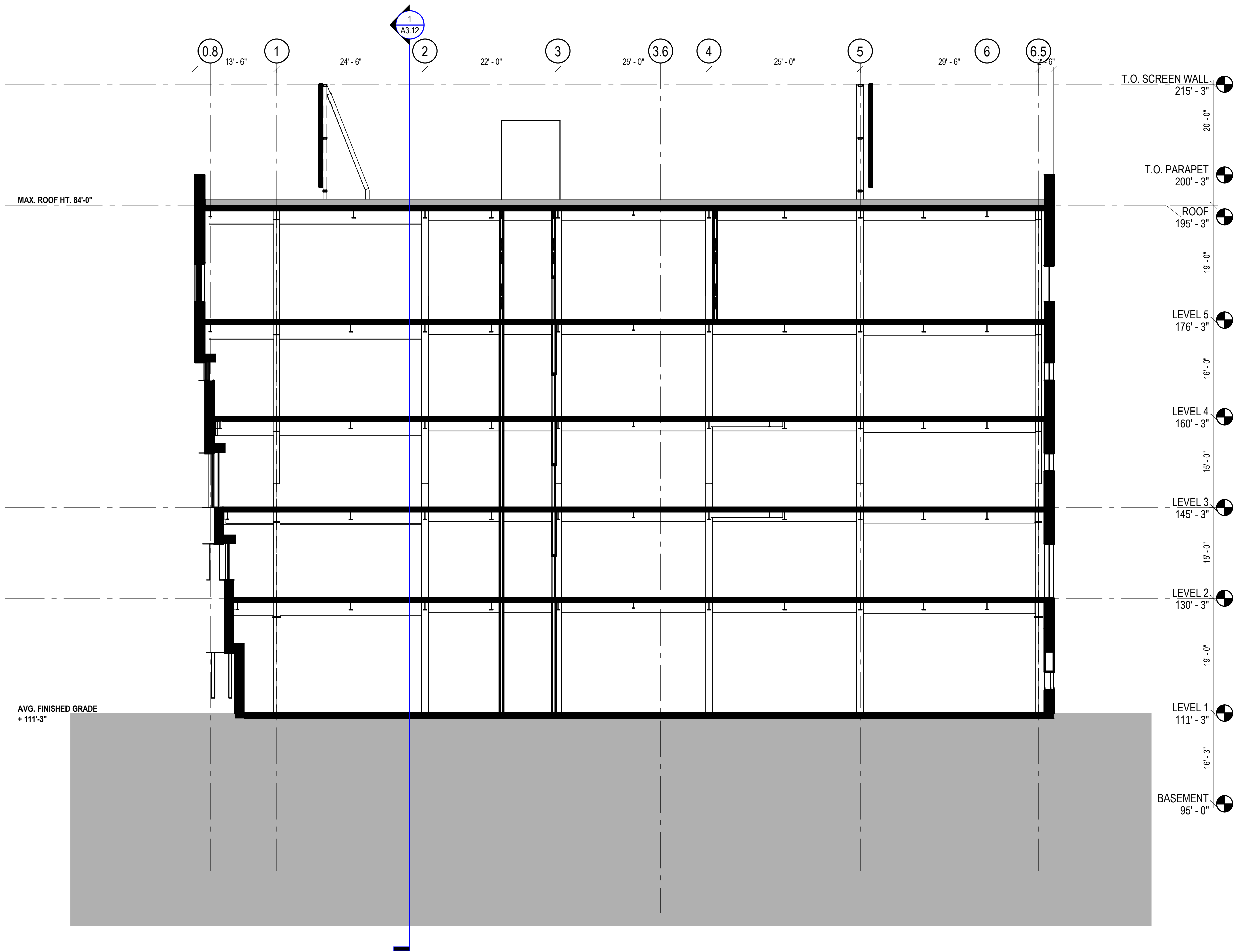
Architect
Payette Associates Inc.
290 Congress Street, Fifth Floor
Boston, MA 02210-1005
Tel: 617-895-1000

Civil Engineer VHB 99 High St #10 Boston, MA 02110 Tel: 617-728-7777	Structural Engineer McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
--	---

HVAC/Elec/LV Engineer BR+A 10 Guest St 4th Floor Boston, MA 02135 Tel: 617-254-0016	Plumbing/FP Engineer RW Sullivan 526 Main St #203 Boston, MA 02129 Tel: 617-523-8227
---	--

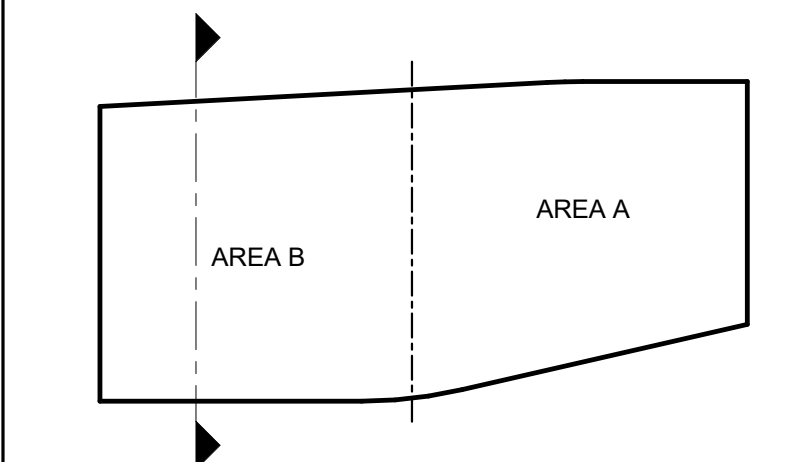
Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275
---	--

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--	---



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#	DATE	DESCRIPTION
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NEEDHAM SATELLITE PROJECT
SCHEMATIC DESIGN

BUILDING SECTION - EAST WEST

Drawing Scale 3/32" = 1'-0"	
Project Number 25790.00	
Date Issued 12 JUNE 2020	

A3.10

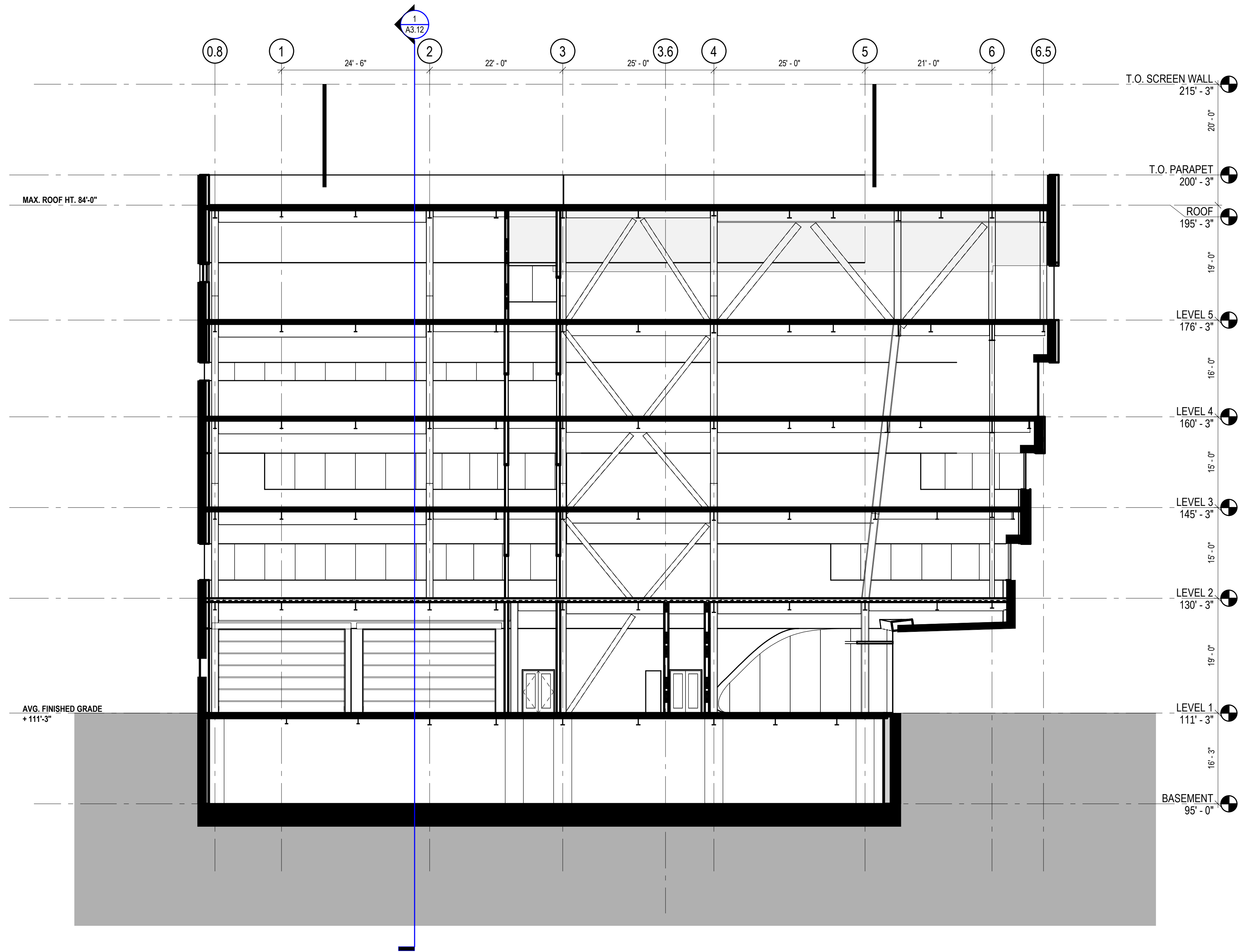
Architect
Payette Associates Inc.
290 Congress Street, Fifth Floor
Boston, MA 02210-1005
Tel: 617-895-1000

Civil Engineer VHB 99 High St #10 Boston, MA 02110 Tel: 617-728-7777	Structural Engineer McNamara Salvia 101 Federal St #1100 Boston, MA 02110 Tel: 617-737-0040
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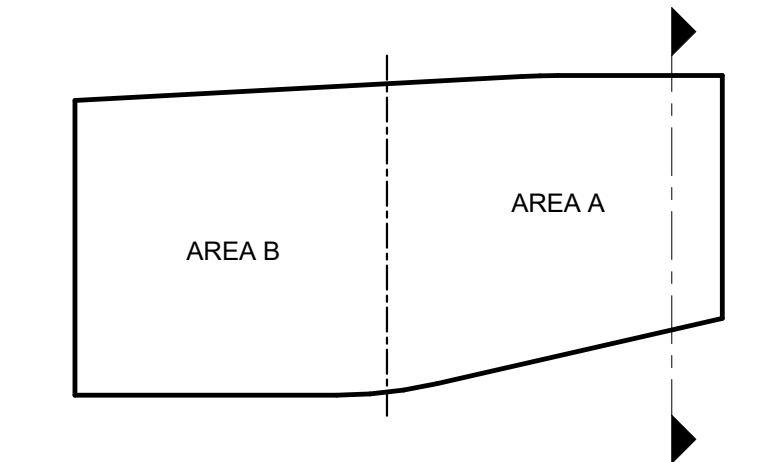
Code Consultant Jensen Hughes 1 Lincoln Street Boston, MA 02111 Tel: 617-620-8900	Equipment Consultant C/W Design Group 57 Bedford St, Ste 207 Lexington, MA 02420 Tel: 781-274-7275
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#	DATE	DESCRIPTION
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NEEDHAM SATELLITE PROJECT
SCHEMATIC DESIGN

**BUILDING SECTION -
EAST/WEST AT DROP OFF**

Drawing Scale 3/32" = 1'-0"	
Project Number 25790.00	
Date Issued 12 JUNE 2020	

A3.12



TOWN OF NEEDHAM, MA

RECEIVED TOWN CLERK
NEEDHAM, MA 02492

RECEIVED AND RECORDED
SUFFOLK COUNTY
REGISTRY OF DEEDS
NEEDHAM, MA

PLANNING AND COMMUNITY
DEVELOPMENT DEPARTMENT
OFFICIAL

2012 06 24 PM 12:56

Needham, MA 02492
781-455-7500

COPY

COPY

CERTIFY

DECISION

PLANNING MAJOR SITE PLAN SPECIAL PERMIT

Normandy Real Estate Partners

Application No. 2012-07

October 16, 2012

Decision of the Planning Board (hereinafter referred to as the Board) on the petition of Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts 02110 (hereinafter referred to as the Petitioner) for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, Needham, Massachusetts (hereinafter referred to as the Property). The Property is owned by Normandy GAP-V Development Needham, LLC (hereinafter referred to as the Property Owner). Said Property is shown on Needham Town Assessor's Plan No. 300 as parcels 15, 16, 28 and 29 and contains 595,960 square feet.

This Decision is in response to an application submitted to the Board on August 24, 2012, by the Petitioner for: (1) a Major Project Site Plan Special Permit under Section 7.4 of the Needham Zoning By-Law (hereinafter the "By-Law"), Article II of the Planning Board Rules, and Section 4.1 of the Site Plan Special Permit No. 2012-03, dated April 23, 2012; (2) a Special Permit pursuant to Section 4.8(1) of the By-Law to increase the maximum height of the four buildings and the two garages from 72 to 84 feet; (3) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the By-Law to permit the facades of both garages to exceed 300 ft. of uninterrupted facade length; (4) a Special Permit pursuant to Section 4.8.3 of the By-Law to reduce the rear setback of Garage A from 20 ft. to 18 ft.; (5) a Special Permit pursuant to Section 4.8(6) of the By-Law to increase the floor-area ratio from 1.00 allowed as a matter of right to 1.39 allowed by special permit, or such other number as is required to accommodate 829,740 sq. ft. of development to include office/research and development space in the four proposed buildings and the hotel on the Property; (6) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirement contained in Section 4.8.1(2) ("where appropriate street trees shall be planted at least every 40 ft. along the frontage") to the extent that there are two gaps along B Street in front of Building 3 where the 40 ft. requirement is not met due to the existence of storm water chambers that need to be constructed at those locations; (7) a Special Permit pursuant to Section 3.2.4.2 (d) of the By-Law for a hotel in the New England Business Center Zoning District. The Board previously granted a Special Permit for a hotel use on the Property in Major Site Plan Special Permit No. 2012-03, dated April 23, 2012, 2012 (the "Hotel Decision"). Petitioner requests that Special Permit No. 2012-03 be incorporated by reference into this Decision, as though fully restated here, to ensure that the zoning relief granted in the Hotel Decision is carried over to this Decision, except to the extent specifically modified by this Decision. In connection with this request, the Petitioner requests that the Board make a finding and determination that the Hotel Decision remain in full force and effect until such time as the Board grants the relief requested for the Project, all applicable appeal periods have expired without any appeals being filed, and all other conditions precedent to the issuance of a Building Permit for the first office/research and development building have been satisfied, and finally, that the Building Permit already issued by the Building Department for the Hotel pursuant to the Hotel Decision remain in full force and effect. The Petitioner further requests the right to design and/or modify floor plans of the office/research and development buildings and garages without further Board review or approval provided that (a) the number of parking spaces in such garage is not reduced, and/or (b) the footprint and total square footage of the subject office/research and development building has been approved.

The requested Major Project Site Plan Special Permit, would, if granted, permit the Petitioner to redevelop the present single parcel of 596,000 sq. ft. (approximately 13.68 acres, formerly comprising 66 B Street, 360 First Avenue, 410 First Avenue, and 370 A Street) to (a) construct a hotel comprising approximately 89,740 sq. ft. and containing 128 guest units (116 studio units, 8 one-bedroom units, and 4 two-bedroom units), approximately 13,240 sq. ft. of conference/function space, a guest dining area, lounge/bar, indoor pool, exercise room and other hotel amenities, parking for 140 vehicles, landscaping and associated improvements as more particularly described and approved in the "Hotel Decision"; (b) the construction of four office/research and development buildings with a total square footage not to exceed 740,000 sq. ft., two parking garages (Garage A to contain 700 parking spaces; Garage B to contain 1900 parking spaces (the latter to be constructed in phases)), 134 surface parking spaces and associated infrastructure, improvements and landscaping (collectively, the "Project"). Each building shall be considered as a separate phase of the Project with the hotel being considered as Phase 1 of the Project. The Project has been engineered based on "full build" assumptions, as more specifically set forth herein, taking into account such items as storm water management, sewage disposal, utilities, internal driveways, landscaping and other improvements, parking and traffic. Each building within the Project is intended to be independent of every other building within the Project, allowing each to be separately owned and financed, and each to have its own certificate of occupancy regardless of the state of completion or compliance of any other component of the Project. While each building comprising the Project shall be considered a separate phase of the Project, upon completion of the improvements comprising an individual phase, such phase shall be entitled to a permanent certificate of occupancy, notwithstanding the state of the other phases comprising the Project.

After causing notice of the time and place of the public hearing and of the subject matter thereof to be published, posted and mailed to the Petitioner, abutters and other parties in interest as required by law, the hearing was called to order by the Chairman, Bruce T. Eisenhut, on Monday, September 24, 2012, at 7:30 p.m. at the Selectmen's Chambers, Needham Town Hall, 1471 Highland Avenue, Needham, Massachusetts. The hearing was continued to Tuesday, October 16, 2012, at 7:00 p.m. in the Charles River Room at the Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts. Board members Bruce T. Eisenhut, Martin Jacobs, Jeanne S. McKnight, Sam Bass Warner and Ronald W. Ruth were present throughout the September 24, 2012 and October 16, 2012 proceedings. The record of the proceedings and the submissions upon which the Decision is based may be referred to in the office of the Town Clerk or the office of the Board.

Submitted for the Board's deliberation prior to the close of the public hearing were the following exhibits:

- Exhibit 1** Properly executed Application for (1) Major Project Site Plan Review under Section 7.4 of the By-Law, Article II of the Planning Board Rules and Section 4.1 of the Site Plan Special Permit No. 2012-03, for a Special Permit pursuant to Section 4.8(1) to increase the maximum height of the four buildings and the two garages from 72 ft. to 84 ft.; (2) a Special Permit pursuant to Section 4.8.1 of the By-Law to increase the maximum height of the four buildings and the garages from 72 to 84 feet; (3) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the By-Law to permit the facades of both garages to exceed 300 ft. of uninterrupted façade length; (4) a Special Permit pursuant to Section 4.8.3 of the By-Law to reduce the rear setback of Garage A from 20 ft. to 18 ft.; (5) a Special Permit pursuant to Section 4.8(6) of the By-Law to increase the floor-area ratio from 1.00 allowed as a matter of right to 1.39 allowed by special permit, or such other number as is required to accommodate 829,740 sq. ft. of development to include office/research and development space in the four proposed buildings and the hotel on the Property; (6) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirement contained in Section 4.8.1(2) ("where appropriate street trees shall be planted at least every 40 ft. along the frontage") to the extent that there are two gaps along B Street in

front of Building 3 where the 40 ft. requirement is not met due to the existence of storm water chambers that need to be constructed at those locations; (7) a Special Permit pursuant to Section 3.2.4.2 (d) of the By-Law for a hotel in the New England Business Center Zoning District. The Board previously granted a Special Permit for a hotel use on the Property in Major Site Plan Special Permit No. 2012-03, dated April 23, 2012 (the "Hotel Decision"). Petitioner requests that Special Permit No. 2012-03 be incorporated by reference into this Decision, as though fully restated here, to ensure that the zoning relief granted in the Hotel Decision is carried over to this Decision, except to the extent specifically modified by this Decision. In connection with this request, the Petitioner requests that the Board make a finding and determination that the Hotel Decision remain in full force and effect until such time as the Board grants the relief requested for the Project, all applicable appeal periods have expired without any appeals being filed, and all other conditions precedent to the issuance of a Building Permit for the first office/research and development building have been satisfied, and finally, that the Building Permit already issued by the Building Department for the Hotel pursuant to the Hotel Decision remain in full force and effect. Petitioner further requests the right to design and/or modify floor plans of the office/research and development buildings and garages without further Board review or approval provided that (a) the number of parking spaces in such garage is not reduced, and/or (b) the footprint and total square footage of the subject office/research and development building has been approved.

- Exhibit 2** Two letters from Roy A. Cramer, Esq. to the Planning Board Members, both dated August 24, 2012.
- Exhibit 3** Two letters from Roy A. Cramer, Esq. to the Planning Board Members, dated October 2, 2012 and October 11, 2012.
- Exhibit 4** Traffic impact study entitled "Traffic Impact Study Center 128 Needham, Massachusetts" prepared by Tetra Tech, 1 Grant Street, Framingham, Massachusetts 01701, dated August 24, 2012.
- Exhibit 5** Stormwater Management Report entitled "Stormwater Management Report Center 128-Full Build, First Avenue, A Street and B Street, Needham, Massachusetts" prepared by Tetra Tech, 1 Grant Street, Framingham, Massachusetts 01701, dated August 24, 2012.
- Exhibit 6** Two letters from Keith Curran, PE to Lee Newman, dated August 24, 2012 and October 10, 2012, regarding compliance with NPDES requirements.
- Exhibit 7** Letter from Keith Curran, PE to Anthony DelGaizo, dated September 18, 2012, regarding engineering comments provided on September 13 regarding the review of the Center 128 – Phase II development.
- Exhibit 8** A set of plans entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington, MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 37 sheets: Sheet 1, Cover Sheet, dated August 20, 2012; Sheet 2, Sheet C-2, entitled "Abbreviations and Notes," dated August 20, 2012; Sheet 3, Sheet C-3, entitled "Layout and Materials Plan," dated August 20, 2012; Sheet 4, Sheet C-4, entitled "Grading and Drainage Plan," dated August 20, 2012; Sheet 5, Sheet C-5, entitled "Drainage Schedules," dated August 20, 2012; Sheet 6, Sheet C-6, entitled "Utilities Plan," dated

August 20, 2012; Sheet 7, Sheet LT-1, entitled "Site Lighting Plan," dated August 20, 2012; Sheet 8, Sheet L-1, entitled "Landscape Plan," dated August 20, 2012; Sheet 9, Sheet L-2, entitled "Landscape Details," dated August 20, 2012; Sheet 10, Sheet D-1, entitled "Construction Details," dated August 20, 2012; Sheet 11, Sheet D-2, entitled "Construction Details," dated August 20, 2012; Sheet 12, Sheet D-3, entitled "Construction Details," dated August 20, 2012; Sheet 13, Sheet D-4, entitled "Construction Details," dated August 20, 2012; Sheet 14, Sheet D-5, entitled "Construction Details," dated August 20, 2012; Sheet 15, Sheet D-6, entitled "Construction Details," dated August 20, 2012; Sheet 16, entitled "360 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 17, entitled "410 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 18, entitled "66 B Street, Existing Conditions Plan," dated January 18, 2012; Sheet 19, entitled "37 A Street, existing Conditions Plan," dated January 18, 2012; Sheet 20, entitled "37 A Street, existing Conditions Plan," dated January 18, 2012; Sheet 21, Sheet A0, Office #1, entitled "Cover Sheet," dated August 20, 2012; Sheet 22, Sheet A1.1, Office #1, entitled "First Floor Plan," dated August 20, 2012; Sheet 23, Sheet A1.2, Office #1, entitled "Second Floor Plan," dated August 20, 2012; Sheet 24, Sheet A1.3, Office #1, entitled "Third Floor Plan," dated August 20, 2012; Sheet 25, Sheet A1.4, Office #1, entitled "Fourth Floor Plan," dated August 20, 2012; Sheet 26, Sheet A1.5, Office #1, entitled "Roof Plan," dated August 20, 2012; Sheet 27, Sheet A2.0, Office #1, entitled "Exterior Elevations," dated August 20, 2012; Sheet 28, Sheet A3.0, Office #1, entitled "Building Sections," dated August 20, 2012; Sheet 29, Sheet A0, Garage A, entitled "Cover Sheet," dated August 20, 2012; Sheet 30, Sheet A1.1, Garage A, entitled "First Level Plan," dated August 20, 2012; Sheet 31, Sheet A1.2, Garage A, entitled "Second Level Plan," dated August 20, 2012; Sheet 32, Sheet A1.3, Garage A, entitled "Third Level Plan," dated August 20, 2012; Sheet 33, Sheet A1.4, Garage A, entitled "Fourth Level Plan," dated August 20, 2012; Sheet 34, Sheet A1.5, Garage A, entitled "Fifth Level Plan," dated August 20, 2012; Sheet 35, Sheet A1.6, Garage A, entitled "Sixth Level Plan," dated August 20, 2012; Sheet 36, Sheet A2.1, Garage A, entitled "Exterior Elevations," dated August 20, 2012; Sheet 37, Sheet A3.1, Garage A, entitled "Building Sections," dated August 20, 2012.

Exhibit 9 A set of plans entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington, MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 37 sheets: Sheet 1, Cover Sheet, dated August 20, 2012; Sheet 2, Sheet C-2, entitled "Abbreviations and Notes," dated August 20, 2012, revised August 24, 2012; Sheet 3, Sheet C-3, entitled "Layout and Materials Plan," dated August 20, 2012, revised August 24, 2012; Sheet 4, Sheet C-4, entitled "Grading and Drainage Plan," dated August 20, 2012, revised August 24, 2012; Sheet 5, Sheet C-5, entitled "Drainage Schedules," dated August 20, 2012, revised August 24, 2012; Sheet 6, Sheet C-6, entitled "Utilities Plan," dated August 20, 2012, revised August 24, 2012; Sheet 7, Sheet LT-1, entitled "Site Lighting Plan," dated August 20, 2012; Sheet 8, Sheet L-1, entitled "Landscape Plan," dated August 14, 2012, revised August 24, 2012; Sheet 9, Sheet L-2, entitled "Landscape Details," dated August 14, 2012, revised August 24, 2012; Sheet 10, Sheet D-1, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012; Sheet 11, Sheet D-2, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012; Sheet 12, Sheet D-3, entitled "Construction Details," dated August 20, 2012; Sheet 13, Sheet D-4, entitled "Construction Details," dated August 20, 2012; Sheet 14, Sheet D-5, entitled "Construction Details," dated August 20, 2012; Sheet 15, Sheet D-6, entitled "Construction Details," dated August 20, 2012; Sheet 16, entitled "360 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 17, entitled "410 First Avenue, Existing Conditions Plan," dated January 18,

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Exhibit 10 A set of plans entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington, MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 37 sheets: Sheet 1, Cover Sheet, dated August 20, 2012; Sheet 2, Sheet C-2, entitled "Abbreviations and Notes," dated August 20, 2012, revised August 24, 2012; Sheet 3, Sheet C-3, entitled "Layout and Materials Plan," dated August 20, 2012, revised August 24, 2012 and September 18, 2012; Sheet 4, Sheet C-4, entitled "Grading and Drainage Plan," dated August 20, 2012, revised August 24, 2012; Sheet 5, Sheet C-5, entitled "Drainage Schedules," dated August 20, 2012, revised August 24, 2012 and September 18, 2012; Sheet 6, Sheet C-6, entitled "Utilities Plan," dated August 20, 2012, revised August 24, 2012 and September 18, 2012; Sheet 7, Sheet LT-1, entitled "Site Lighting Plan," dated August 20, 2012, revised September 18, 2012; Sheet 8, Sheet L-1, entitled "Landscape Plan," dated August 14, 2012, revised August 24, 2012 and September 18, 2012; Sheet 9, Sheet L-2, entitled "Landscape Details," dated August 14, 2012, revised August 24, 2012 and September 18, 2012; Sheet 10, Sheet D-1, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012 and September 18, 2012; Sheet 11, Sheet D-2, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012 and September 18, 2012; Sheet 12, Sheet D-3, entitled "Construction Details," dated August 20, 2012; Sheet 13, Sheet D-4, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012; Sheet 14, Sheet D-5, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012; Sheet 15, Sheet D-6, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012; Sheet 16, entitled "360 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 17, entitled "410 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 18, entitled "66 B Street, Existing Conditions Plan," dated January 18, 2012; Sheet 19, entitled "37 A Street, existing Conditions Plan," dated January 18, 2012; Sheet 20, entitled "37 A Street, existing Conditions Plan," dated January 18, 2012; Sheet 21, Sheet A0, Office #1, entitled "Cover Sheet," dated August 20, 2012; Sheet 22, Sheet A1.1, Office #1, entitled "First Floor Plan," dated August 20, 2012; Sheet 23, Sheet A1.2, Office #1, entitled "Second Floor Plan," dated August 20, 2012; Sheet 24, Sheet A1.3, Office #1, entitled "Third Floor Plan," dated August 20, 2012; Sheet 25, Sheet A1.4,

Office #1, entitled "Fourth Floor Plan," dated August 20, 2012; Sheet 26, Sheet A1.5, Office #1, entitled "Roof Plan," dated August 20, 2012; Sheet 27, Sheet A2.0, Office #1, entitled "Exterior Elevations," dated August 20, 2012; Sheet 28, Sheet A3.0, Office #1, entitled "Building Sections," dated August 20, 2012; Sheet 29, Sheet A0, Garage A, entitled "Cover Sheet," dated August 20, 2012; Sheet 30, Sheet A1.1, Garage A, entitled "First Level Plan," dated August 20, 2012; Sheet 31, Sheet A1.2, Garage A, entitled "Second Level Plan," dated August 20, 2012; Sheet 32, Sheet A1.3, Garage A, entitled "Third Level Plan," dated August 20, 2012; Sheet 33, Sheet A1.4, Garage A, entitled "Fourth Level Plan," dated August 20, 2012; Sheet 34, Sheet A1.5, Garage A, entitled "Fifth Level Plan," dated August 20, 2012; Sheet 35, Sheet A1.6, Garage A, entitled "Sixth Level Plan," dated August 20, 2012; Sheet 36, Sheet A2.1, Garage A, entitled "Exterior Elevations," dated August 20, 2012; Sheet 37, Sheet A3.1, Garage A, entitled "Building Sections," dated August 20, 2012.

Exhibit 11 A set of plans entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington, MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 37 sheets: Sheet 1, Cover Sheet, dated August 20, 2012; Sheet 2, Sheet C-2, entitled "Abbreviations and Notes," dated August 20, 2012, revised August 24, 2012; Sheet 3, Sheet C-3, entitled "Layout and Materials Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012 and October 2, 2012; Sheet 4, Sheet C-4, entitled "Grading and Drainage Plan," dated August 20, 2012, revised August 24, 2012 and October 2, 2012; Sheet 5, Sheet C-5, entitled "Drainage Schedules," dated August 20, 2012, revised August 24, 2012, September 18, 2012 and October 2, 2012; Sheet 6, Sheet C-6, entitled "Utilities Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012 and October 2, 2012; Sheet 7, Sheet LT-1, entitled "Site Lighting Plan," dated August 20, 2012, revised September 18, 2012 and October 2, 2012; Sheet 8, Sheet L-1, entitled "Landscape Plan," dated August 14, 2012, revised August 24, 2012, September 18, 2012 and October 2, 2012; Sheet 9, Sheet L-2, entitled "Landscape Details," dated August 14, 2012, revised August 24, 2012 and September 18, 2012; Sheet 10, Sheet D-1, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012 and September 18, 2012; Sheet 11, Sheet D-2, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012 and September 18, 2012; Sheet 12, Sheet D-3, entitled "Construction Details," dated August 20, 2012; Sheet 13, Sheet D-4, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012; Sheet 14, Sheet D-5, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012; Sheet 15, Sheet D-6, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012; Sheet 16, entitled "360 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 17, entitled "410 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 18, entitled "66 B Street, Existing Conditions Plan," dated January 18, 2012; Sheet 19, entitled "37 A Street, existing Conditions Plan," dated January 18, 2012; Sheet 20, entitled "37 A Street, existing Conditions Plan," dated January 18, 2012; Sheet 21, Sheet A0, Office #1, entitled "Cover Sheet," dated August 20, 2012; Sheet 22, Sheet A1.1, Office #1, entitled "First Floor Plan," dated August 20, 2012; Sheet 23, Sheet A1.2, Office #1, entitled "Second Floor Plan," dated August 20, 2012; Sheet 24, Sheet A1.3, Office #1, entitled "Third Floor Plan," dated August 20, 2012; Sheet 25, Sheet A1.4, Office #1, entitled "Fourth Floor Plan," dated August 20, 2012; Sheet 26, Sheet A1.5, Office #1, entitled "Roof Plan," dated August 20, 2012; Sheet 27, Sheet A2.0, Office #1, entitled "Exterior Elevations," dated August 20, 2012; Sheet 28, Sheet A3.0, Office #1, entitled "Building Sections," dated August 20, 2012; Sheet 29, Sheet A0, Garage A, entitled "Cover Sheet," dated August 20, 2012; Sheet 30, Sheet A1.1, Garage A, entitled "First Level Plan," dated August 20, 2012; Sheet 31, Sheet A1.2, Garage A,

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- Exhibit 12** Plan entitled, "Center 128, Phase 2: Major Project Site Plan Review, prepared by Tetra Tech, One Grant Street, Framingham, MA 01701 consisting of 1 sheet: Sheet LT-1, entitled "Site Lighting Plan," dated August 20, 2012, revised September 18, 2012.
- Exhibit 13** Lighting Cut Sheets as detailed on the plan described under Exhibit 10 above and consisting of the following: Kim Lighting Specification No. BNS1-LED comprising 11 sheets; Kim Lighting Specification No. WD14 comprising 8 sheets; Kim Lighting Specification No. PGL7-LED comprising 8 sheets; Kim Lighting Specification No. SAR-LED comprising 5 sheets; and Kim Lighting Specification No. AR-Led comprising 5 sheets.
- Exhibit 14** Letter to the Needham Planning Board from Mark H. Rubin, Maric Incorporated, dated October 15, 2012.
- Exhibit 15** Application and Report stamped "Approved" by the Town of Needham Design Review Board dated August 20, 2012. Project plans approved by Design Review Board are described under Exhibit 8 above.
- Exhibit 16** Application and Report stamped "Approved" by the Town of Needham Design Review Board dated October 1, 2012. Lighting Plan and Lighting Details approved by Design Review Board are described under Exhibits 12 and 13 above.
- Exhibit 17** Application and Report stamped "Approved" by the Town of Needham Design Review Board of Project Design Guidelines said approval dated October 1, 2012.
- Exhibit 18** Letter from Roy A. Cramer, Esq. to Lee Newman, Director of Planning and Community Development, dated October 16, 2012.
- Exhibit 19** Letter to the Needham Planning Board from Kate Fitzpatrick, Town Manager, dated October 16, 2012.
- Exhibit 20** Letter to the Needham Planning Board from Thomas J. Phillips, Brown Rudnick LLP, dated October 16, 2012.
- Exhibit 21** Interdepartmental Communications (IDC) to the Board from Paul F. Buckley, Needham Fire Department dated September 18, 2012; IDC to the Board from Lieutenant John H. Kraemer, Needham Police Department dated September 20, 2012; IDC to the Board from Janice Burns, Needham Health Department dated September 13, 2012; IDC to the Board from Anthony L. Del Gaizo, Assistant Director of Public Works dated September 13, 2012 and October 11, 2012.

Exhibits 1, 2, 3, 4, 5, 6, 11, 13 and 18 are hereinafter referred to as the Plan.

N O FINDINGS AND CONCLUSIONS

A N A N

Based upon its review of the Exhibits and the record of proceedings, the Board found and concluded that:

- C O P Y C O P Y
- 1.1 The Property is located in the New England Business Center Zoning District. The Property consists of a new single parcel that merged four parcels that are currently shown on Needham Town Assessors Map 300, parcels 15, 16, 28 and 29. The new parcel contains approximately 595,960 square feet. All parcels are presently owned by Normandy GAP-V Development Needham LLC, c/o Normandy Real Estate Partners, 99 Summer Street, Boston, MA 02110.
 - 1.2 The Property was originally comprised of four separate parcels, each of which contained one building and a parking area. The Petitioner demolished three of the four buildings in late 2011 and early 2012. The three buildings totaled 152,906 sq. ft. and provided 408 surface parking spaces. 360 First Avenue was a 1.79 acre parcel that contained a 35,435 sq. ft. one story brick building; 410 First Avenue was a 2.23 acre parcel that contained a 36,247 sq. ft. one story brick building; 66 B Street was a 4.13 acre parcel that contained an 81,224 sq. ft. one story brick building; and 37 A Street is a 5.52 acre parcel that contains a one story industrial building of approximately 99,223 sq. ft. and 205 parking spaces. The demolished buildings were located at 360 First Avenue, 410 First Avenue and 66 B Street.
 - 1.3 A portion of the Property, comprising 8.16 acres, (360 First Avenue, 410 First Avenue and 66 B Street) was previously permitted for a three phase development that included three new buildings, containing 150,000 square feet, 150,000 square feet, and 90,000 square feet, respectively, for a total of 390,000 square feet, together with a multi-level parking garage ultimately containing 1,343 parking spaces, an underground parking garage containing 50 parking spaces, and surface parking with 107 spaces. That project was never constructed. (See Major Project Site Plan Special Permit No. 2008-03 dated June 16, 2008.)
 - 1.4 At the Fall, 2011 Needham Special Town Meeting, the By-Law was amended to relax a number of the dimensional restrictions in effect in the New England Business Center ("NEBC") Zoning District. The principal purpose of the rezoning was to encourage development in the NEBC. Despite a rezoning effort in 2001 that created the NEBC (formerly the Industrial Park Zoning District), no new buildings have been constructed in the NEBC since the NEBC was created, except a Chapter 40B project that was exempt from compliance with the requirements of the By-Law.
 - 1.5 On April 23, 2012, the Planning Board issued Major Project Site Plan Special Permit No. 2012-03 that permitted the redevelopment of 360 First Avenue, 410 First Avenue and 66B Street into one parcel comprising approximately 8.16 acres and to construct a hotel comprising approximately 89,740 sq. ft. and containing 128 guest units (116 studio units, 8 one bedroom units and 4 two bedroom units), approximately 13,240 sq. ft. of conference/function space, a guest dining area, lounge/bar area, indoor pool, exercise room and other hotel amenities, parking for 140 vehicles, landscaping and associated improvements (the "Hotel Decision"). The Board in the Hotel Decision acknowledged that the Petitioner intended to further develop the 8.16 acre parcel, together with the adjacent 5.3 acre parcel located at 37 A Street. That decision also stated that when that further development occurred, the hotel development would be considered Phase 1 of the larger project.
 - 1.6 Findings and Conclusions Specific to the Hotel.

In the Hotel Decision, the Board made Findings and Conclusions in Sections 1.5 to 1.8, 1.11, 1.15, 1.16 and 1.17 of that Decision which Findings and Conclusions are incorporated herein by referenced, as if fully restated here.

O F F I C I A L

- C O P Y C O P Y
- 1.7 The Petitioner proposes to construct four new office buildings having a total square footage not to exceed 740,000 sq. ft. The Petitioner intends that the four new buildings will be utilized for professional, business or administrative offices and for laboratories engaged in scientific research and development. Building 1 will be a four story, 150,000 sq. ft. structure. Building 2 will be a six story, 175,000 sq. ft. structure. Building 3 will be a six story, 240,000 sq. ft. structure. Building 4 will be a five story, 175,000 sq. ft. structure. Notwithstanding the foregoing, the buildings may be modified pursuant to Section 3.37 ("Design Guidelines") of this Decision. At the completion of the project there will be two, free-standing garages. The first will contain spaces for 700 vehicles and the second will be built in stages and eventually contain space for 1,900 vehicles. There will also be surface parking for 134 vehicles, for a total of 2,734 parking spaces. The undeveloped portions of the site will be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented.
 - 1.8 The four separate parcels (66 B Street, 360 First Avenue, 410 First Avenue and 37 A Street) have been consolidated into a single 13.68 acre parcel. Construction of the hotel has begun and the building located at the former 37 A Street parcel is presently vacant. A permanent certificate of occupancy may be issued for the hotel irrespective of whether the building at the former 37A Street parcel remains standing or has been demolished. It is anticipated that 37 A Street will be demolished prior to the issuance of a certificate of occupancy for the first of the four office/research and development buildings to be constructed.
 - 1.9 The Traffic Impact Study that was prepared for this Project and filed as part of the Application assumes a "full build" condition of 740,000 sq. ft. of office/research and development space and the 128 unit hotel, together with 2,734 parking spaces. It is anticipated that Garage A as shown on the Plans will be fully constructed at one time, while Garage B will be constructed in several phases, depending on the timing of the construction of the four office buildings. The Petitioner has requested that each building be considered a separate phase of the Project with the required parking provided to service the intended use. The Project has been engineered based on "full build" assumptions, as more specifically set forth in the application materials filed herewith, taking into account such items as storm water management, sewage disposal, utilities, internal driveways, landscaping and other improvements, parking and traffic.
 - 1.10 It is anticipated that ownership of buildings or portions of buildings will be based on a condominium model of ownership, as contemplated in the Hotel Decision. A condominium has already been created pursuant to Massachusetts General Laws Chapter 183A and has been filed at the Norfolk Registry District of the Land Court as Document No. 1259666 and recorded at the Norfolk Registry of Deeds at Book 30268, Page 511.
 - 1.11 The Petitioner has requested that the Hotel Decision continue in full force and effect until the Decision is issued by the Board with respect to this Project, all applicable appeal periods have expired and all other terms and conditions required for final Planning Board approval of the Project have been satisfied and evidence thereof having been transmitted to the Building Department and other Town departments. The hotel development will be considered to be Phase 1 of this Project, governed by the terms of this Decision and that the Hotel Decision will be superseded by this Decision after the occurrence of the events described above. As described in the Hotel Decision, and reiterated in this Decision, upon completion of the hotel and improvements described in the Hotel Decision, the Hotel will be entitled to a permanent

certificate of occupancy regardless of the extent of future development authorized by this Decision and the level of completion, or commencement, or subsequent phases, and said Permanent Certificate of Occupancy shall not be revocable. I C I A L

- 1.12 The Petitioner has stated that it is critical that the hotel building and associated improvements be allowed to stand on its own and upon completion of the Hotel and such associated improvements, that a Permanent Certificate of Occupancy be issued, regardless of the state of the Project and the state of completion or incompleteness of any other phases of that Project. It is also critical that if future phases of the Project are commenced prior to the completion of the Hotel and that the loaming and seeding required by the Hotel Decision is disturbed to make way for future construction activities, that such event shall have no impact on or delay the issuance of said Permanent Certificate of Occupancy of the Hotel project. It is also critical that each subsequent phase be allowed to stand on its own and upon completion of each phase a Permanent Certificate of Occupancy be issued for such phase, notwithstanding the status of other phases of the Project, which may not have been commenced or not completed. The Petitioner has stated that for each of the phases of the Project there will be parking spaces available equal to or in excess of what is required pursuant to the By-Law. The Board finds it appropriate that the Project may be divided into separate phases, authorizes the issuance of separate permanent certificates of occupancy upon completion of each individual phase, and grants the Petitioner the discretion to initially determine and subsequently modify the location and sequence of individual phases without further Board review except as described in Section 3.37 of the Decision, provided further that each phase include the construction of a structure and parking spaces equal to or in excess of what is required pursuant to the By-Law. The plans for each phase shall include the limits of the phase, and to the extent not already shown on the Plan approved by this Decision, the landscaping, walkways, and other hardscape and utility connections.
- 1.13 The Petitioner has requested a Major Project Site Plan Special Permit under Section 7.4 of the By-Law, Article II of the Planning Board Rules and Section 4.1 of Site Plan Special Permit No. 2012-03, dated April 23, 2012.
- 1.14 The proposed buildings and the proposed project will conform to zoning requirements as to height, front, side and rear setbacks, maximum lot coverage, maximum floor-area ratio and minimum open space, with the exception of the Special Permits that have been requested by the Petitioner. The lot conforms to zoning requirements as to size and frontage.
- 1.15 Under the provisions of Section 5.1.2 of the By-Law a total of 2,608 parking spaces are required for the Project and a total of 2,734 parking spaces are provided. The parking requirement for hotel use is the following: "One space for each sleeping unit plus one space for each 200 square feet of function or conference area, plus one space for each three employees on the largest shift." Accordingly, the parking requirement for the hotel use is 140 parking spaces computed as the sum of (a) 128 sleeping units equals 128 parking spaces; (b) 1,306 square feet of conference/function space equals 7 parking spaces; and (c) 15 employees on the largest shift equals 5 parking spaces. Under the provisions of Section 5.1.2 of the By-Law, the parking requirement for an office use is "One parking space per 300 square feet of floor area". Accordingly, the parking requirement for the office use is 2,468 computed as the sum of $150,000/300 + 175,000/300 + 240,000/300 + 175,000/300 = 2,468$.
- 1.16 When Garage A is constructed a number of the surface parking spaces at the rear of the hotel will be eliminated but will be replaced on an interim basis by other surface parking on the property. Upon completion of Garage A, the balance of the parking space required for the hotel to comply

with the By-Law will be located in Garage A and shared with other users of Garage A. At all times 140 parking spaces will be available to serve the hotel use.

- 1.17 ^{O F F I C I A L} ^{O F F I C I A L} Adjoining premises will be protected against any seriously detrimental uses on the site through provision of surface water drainage, sound and sight buffers, and preservation of views, light and air. Four separate parcels will be consolidated into one larger parcel. Until recently each parcel contained a free-standing building with surface parking. In late 2011, the office buildings at 360 First Avenue, 410 First Avenue and 66 B Street were demolished. The three buildings located on those parcels contained a total of 152,906 sq. ft. and was served by 408 parking spaces. 37 A Street presently contains a one story industrial building of approximately 99,223 sq. ft., together with additional surface parking for 205 vehicles. It is anticipated that the building at 37 A Street will be demolished prior to the issuance of the Certificate of Occupancy for the first of the four new office/research and development buildings to be constructed.

A hotel comprised of approximately 89,740 sq. ft., together with 140 parking spaces and associated improvements was approved by this Board by Major Site Plan Special Permit No. 2012-03, dated April 23, 2012. Of the 140 parking spaces, approximately 22 of those spaces will be located under the hotel at grade level. The balance of the parking spaces serving the hotel will be surface parking, until the construction of Garage A, at which time a number of the surface parking spaces at the rear of the hotel will be eliminated and additional parking will be made available for use by the hotel employees, guests and visitors in the garage.

Four new office buildings will be constructed with a total square footage not to exceed 740,000 sq. ft. Building 1 will be a four story, 150,000 sq. ft. structure. Building 2 will be a six story, 175,000 sq. ft. structure. Building 3 will be a six story, 240,000 sq. ft. structure. Building 4 will be a five story, 175,000 sq. ft. structure. Notwithstanding the foregoing, the buildings may be modified pursuant to Section 3.37 ("Design Guidelines") of this Decision. At the completion of the project there will be two, free-standing garages. The first will contain spaces for 700 vehicles and the second will be built in stages and eventually contain space for 1,900 vehicles. There will also be surface parking for 134 vehicles, for a total of 2,734 parking spaces. The undeveloped portions of the site will be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented.

The existing site will be reconfigured such that the majority of the proposed parking will be contained in two parking garages. Due to this reconfiguration of parking, there will be an increase in open space and a corresponding increase in groundwater recharge. Surface water that is not recharged directly into the ground will be collected via a series of catch basins and drains. These drains will connect into the existing storm drains located in A Street and B Street as shown on the proposed site plans. Once the Project is constructed, the existing storm water infrastructure in First Avenue, A Street and B Street will see a significant decrease in the rate and volume of storm water runoff. The storm water drainage system is designed in accordance with the Massachusetts DEP's Stormwater Management Policy and the Town's requirements for storm water. (See Stormwater Management Report filed with this Application)

- 1.18 Convenience and safety of vehicular and pedestrian traffic will not be adversely affected by the project. The parking garages and other parking areas proposed to be created will contain at least the number of parking spaces required by the By-Law and will comply with the design criteria set forth in Section 5.1.3 of the By-Law. Instead of the continuation of four separate parcels, each containing its own building and parking area, curb cuts and the like, the consolidated new parcel will rationalize the parking and traffic to and from (as well as within) the site, improve the convenience and safety of vehicular and pedestrian movement within the site and on adjacent

streets and location of driveway openings in relation to traffic and adjacent streets will be enhanced. The project also complies with other regulations for the handicapped, minors and the elderly.

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- 1.19 Parking and loading spaces have been adequately arranged in relation to the proposed uses on the premises. The number of parking spaces required by the By-Law will be provided. The bulk of the parking will be in two parking garages which will protect employees and visitors to the site from the elements. As described in 1.12 above, in each of the phases of the Project there will be parking spaces available equal to or in excess of what is required pursuant to the By-Law.
 - 1.20 Adequate methods for disposal of refuse and waste will be provided by the project. Solid waste and refuse will be disposed of in compliance with all applicable rules and regulations. The waste water system is and will continue to be connected to the municipal sewer system.
 - 1.21 The relationship of the structures to be constructed to those in the surrounding area will substantially improve the present condition of the site in that four old buildings, each with its own parking area, will be replaced by four new office buildings and an attractive, state-of-the-art multi-storied hotel. The creation of a campus-like environment and structured parking will enhance the relationship of structures and open space on the site. The proposed project will comply with the off street parking requirements of Section 5.1.2 of the By-Law as well as the parking design criteria set forth in Section 5.1.3 of the By-Law. The addition of a hotel in the New England Business Center will provide an amenity that will stimulate and encourage further growth in the New England Business Center Zoning District. Community assets in the area will be improved as a result of the contribution by the Petitioner of a Traffic Improvement Fee to the Traffic Mitigation Fund established pursuant to Section 6.8 of the By-Law.
 - 1.22 The proposed Project will not have any adverse impact on the Town's water supply and distribution system, sewer collection and treatment, fire protection and streets. The proposed project will not have any adverse impact on the Town's water or wastewater infrastructure. The Reservoir B Sewer Pump Station is presently being reconstructed and upgraded by the Town of Needham and is expected to be complete and operational in the near future.
- The Kendrick Street Pump Station was upgraded in conjunction with the Charles River Landing project. A third pump was added to the station which not only mitigated the increased flows from the Charles River Landing project, but also increased the capacity of the station.
- With respect to fire protection, each new building will be accessible for the Town's firefighting apparatus. The maximum height of the proposed buildings is 84 feet, and all buildings will be properly accessible to fire fighting equipment.
- 1.23 Because the Petitioner is requesting an increase in the floor-area ratio (FAR) above 1.0 in the New England Business Center District, the criteria set forth in Section 6.8.1(b) of the By-Law are applicable.
 - 1.24 The existing public infrastructure is able to adequately service the proposed facility without negatively impacting existing uses, including but not limited to water supply, drainage and sewage services. The site currently fronts First Avenue, A Street and B Street. All roadways are public and contain water drainage and sewage infrastructure. The water, drainage, sewer and utility infrastructure in the public roadways are capable of supporting the proposed Project.

- 1.25 The Project proposes to provide parking spaces in excess of the number of spaces required under the By-Law. In addition, as described in the Traffic Impact Study filed with and made a part of this Application, the fees to the Town of Needham generated by the Traffic Improvement Fee described in the By-Law will total \$930,000.00. The funds will be spent at the discretion of the Town of Needham. The Petitioner has offered to accelerate payments over what is required under the By-Law, which will enable the Town to improve traffic conditions to maximize the benefit on traffic conditions made possible by the contribution.

The impact on traffic conditions at the site, on adjacent streets and in nearby neighborhoods, including the adequacy of roads and major intersections to safely and effectively provide access to and from the areas included in the New England Business Center, Highland Avenue Corridor, and Wexford/Charles Street Industrial District Plan, dated June 2001 (District Plan) and the areas immediately adjacent to said areas, will be addressed by the Kendrick Street Interchange associated with the I-95/I-93 (Route 128) Transportation Improvement Project and the Highland Avenue Improvement Project. In addition, the Petitioner will pay a Traffic Improvement Fee to the Traffic Mitigation Fund, to be spent at the discretion of the Town of Needham. Within a 1.0 FAR as allowed as a matter of right, the 13.68 acres (595,960 sq. ft.) property could be developed with approximately 595,960 sq. ft. of office space. At the rate of one parking space per 300 sq. ft. of office space, the site would require 1,987 parking spaces. The proposed building program includes four office buildings with a total of 740,000 sq. ft. and a hotel of approximately 80,000 sq. ft. with 128 units. The proposed Project comprised of 740,000 sq. ft. of office space (computed at one space per 300 sq. ft.) and 140 spaces for the hotel equals 2,607 parking spaces. The difference in parking spaces (2,607-1,987) is 620 spaces. The Traffic Improvement Fee is \$1,500 per excess parking space. Accordingly, the Traffic Improvement Fee for the project is \$930,000.00. The Petitioner has offered to accelerate the payments over what is required under the By-Law, by paying the entire fee for the full-build Project (\$930,000.00) upon the issuance of a building permit for the first office building planned to be constructed at the Property. The Petitioner requests that the \$930,000 be used in part to mitigate traffic and related impacts of the Project, including but not limited to (and as a priority) at the 4th Street and Kendrick Street intersection.

In addition to the Traffic Improvement Fee described above, the Petitioner has offered to make a gift to the Town of Needham in the amount of \$75,000.00, payable in or within thirty days after expiration of the Planning Board Special Permit decision appeal period (without any appeal having been made) for the purpose of hiring a traffic engineer to assist the Town to evaluate traffic measures that ought to be implemented to improve traffic conditions in the geographical area subject to the Traffic Mitigation Fund, either on an intermediate or long-term basis.

- 1.26 The environmental implications of the proposal are positive in that the creation of a campus environment will allow the construction of two free-standing parking garages to accommodate the vast majority of the parking requirements, thereby substantially reducing surface parking and the amount of impervious surface that would otherwise be required. The Project is also consistent with open space and conservation plans adopted by the Town. By consolidating four existing parcels and adopting a higher density approach to the design and development of the Project featuring multi-level structured parking, the Project will increase the amount of open space that would otherwise exist, and in doing so, decrease the amount of impervious surface area that would otherwise be necessary.
- 1.27 The Board has considered the long term and short term fiscal implications of the Project to the Town of Needham and finds that the Project will be beneficial to the Town. The New England Business Center is a principal generator of income to the Town of Needham. In addition to

substantial payments to the Town and the Traffic Improvement Fee, it is anticipated that the Project will generate substantial net additional annual property taxes to the Town of Needham.

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- 1.28 The Project is consistent with the goals of the New England Business Center, Highland Avenue Corridor, and Wexford/Charles Street Industrial District Plan dated June 2001 and set forth in the document entitled "Goals of the June 2001 New England Business Center, Highland Avenue Corridor, and Wexford/Charles Street Industrial District Plan", as adopted by the Planning Board on December 11, 2001 (Goals of the District Plan).
 - 1.29 The Project will help to create a high quality office park that meets the space and infrastructure needs of the regional office market. The existing structure (37 A Street) and the recently demolished structures (360 First Avenue, 410 First Avenue and 66 B Street) no longer meet the needs of the modern, regional office market. The proposed Project will replace them with four modern, highly efficient and very attractive Class-A suburban office buildings of the design and quality sought after by the market. With structured parking and functional open space, the proposed buildings will cater to a wide variety of high-quality tenants looking to establish themselves in Needham. The unparalleled visibility and prominence along Route 128 will further enhance the attraction of the Project to prospective tenants. The eventual completion of the Add-a-Lane project, including the construction of the Kendrick Street intersection, will, in the future, increase the desirability of the New England Business Center as a high quality office park. The construction of a hotel on the Property will also enhance the attractiveness of the office park and will complement the business expected to locate at the Property.
 - 1.30 The Project will create a "campus-like" character for the district through the design of buildings, streets and/or public spaces. The Project has been designed specifically to create a "campus-like" character. The consolidation of four lots into a single lot with interior walking areas, and vibrant, functional plazas will serve to connect the buildings through the use of open space. The placement of garages in relation to the buildings will maximize convenience for visitors. The incorporation of strategically located driveways and landscaped interior "streets" further promotes the campus ideal. The construction of a hotel on the campus will increase the viability and success of the campus, serves to decrease vehicle trips for those business people doing business in the NEBC from out of town and will add an element of diversity of use in the "campus".
 - 1.31 The design of the Project will increase the amount of pervious surface and green space throughout the district as a result of the Project's campus environment and shared parking structures. As currently proposed, the Project will entail the complete demolition of four buildings and existing surface parking areas associated with each of those buildings and replace the vast majority of the parking within structured parking garages. This Decision will dramatically increase the amount of area available for open green space and pervious surfaces. As currently designed, the Project will provide the required 25% of open space.
 - 1.32 One of the criteria listed in the District Plan is whether the Project "improves pedestrian access and views Charles River and Cutler Lake". This goal is inapplicable to the Project, due to its location on the opposite side of the District as the aforementioned amenities.
 - 1.33 The Project, which has been branded "Center 128", will create a "sense of address" in each of the sub areas along Route 128, in the center of the site and along the river. The Project will take advantage of First Avenue as the leading visible edge of the New England Business Center. By orienting four of the new buildings perpendicular to First Avenue and Route 128, the Project will invite views not only into the Project itself and its carefully landscaped interiors, but views into

the New England Business Center as a whole. The proposed hotel located on B Street will also be partially visible from Route 128 and increase the attractiveness and draw to the "campus". In doing so, the Project will enhance the NEBC's strategic location in the highly competitive suburban office market.

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- 1.34 By locating the structured parking garages towards the rear of the site and with the use of strategic landscaping, the Project effectively screens the visual impact of the garage on the open public space. The buildings, not the garages, are located along the public roads.
- 1.35 The Project helps to create a unified sense of character and defines a clear hierarchy of streets throughout the district. Establishing First Avenue as a primary street will be accomplished not only with the orientation of the buildings themselves, but also by carefully treating the perimeter of the Project with appropriate levels of landscaping and streetscapes. The hotel along B Street will also include a high level of landscaping and further enhance the streetscape of B Street. Native trees and shrubs will compliment high quality street furnishings and lighting elements throughout the site. First Avenue will benefit from its visibility and innovative design to signify its primary street focus. In addition, the attractive state-of-the-art hotel on B Street, together with the landscaping and architectural elements visible from B Street, will increase the attractiveness of the entire campus. As B Street feeds into Third Avenue, it leaves open the possibility of Third Avenue evolving into another primary street for the New England Business Center.
- 1.36 The Project helps to create a consistent edge to the district that provides an attractive face to Route 128. The perpendicular orientation of the proposed buildings to Route 128 and First Avenue will provide an attractive face and sense of quality to motorists on Route 128. The orientation to be created allows for excellent visibility into the Property from Route 128. The addition of an attractive state-of-the-art hotel on B Street that will be visible from Route 128 will add to the attractive face to Route 128. Incorporating modern design and materials, the buildings will signify a new era for the New England Business Center, one that denotes progress and opportunity.
- 1.37 The Project permits taller buildings with massing and height appropriate to the scale of the highway by replacing the existing one story structures with multi-story structures. The Project will exemplify this goal of permitting taller buildings along the Route 128 highway edge of the New England Business Center.
- 1.38 The Project will create spaces between buildings that allow views into the site from Route 128. By situating four of the new buildings perpendicular to Route 128 and First Avenue, a more thorough campus setting has been created that allows for excellent visibility into the site from Route 128. The proposed new building at 37 A Street has been situated to maximize its attractiveness in relation to A Street.
- 1.39 Both the Hotel Project and the present Project have been approved by the Design Review Board.
- 1.40 Under Section 7.4 of the By-Law, a Major Project Site Plan Special Permit may be granted in the New England Business Center Zoning District, if the Board finds that the proposed project complies with the standards and criteria set forth in the provisions of the By-Law. On the basis of the above findings and criteria, the Board finds that the project plan, as conditioned and limited herein for Site Plan Review, to be in harmony with the purposes and intent of the By-Law to comply with all applicable By-Law requirements, to have minimal adverse impact and to have proposed a development which is harmonious with the surrounding area.

- 1.41 Under Section 3.2.42(d), a Special Permit may be granted for a hotel in the New England Business Center Zoning District, provided the Board finds that the proposed use is in harmony with the general purposes and intent of the By-Law and is designed in a manner that is compatible with the existing natural features of the site and is compatible with the characteristics of the surrounding area. The Board finds that the proposed development plan as conditioned and limited herein to be in harmony with the general purposes and intent of the By-Law and to comply with all applicable By-Law requirements.
- 1.42 Under Section 4.8(1), a Special Permit may be granted to increase the maximum height of buildings in the New England Business Center to 84 ft. provided that the proposed structures are properly accessible to fire fighting equipment. The Board finds that the proposed structures are properly accessible to fire fighting equipment.
- 1.43 Under Section 4.8.3 of the By-Law, a Special Permit may be granted to waive any or all dimensional requirements set forth in Section 4.8 of the By-Law, by relaxing each by up to a maximum of 25% if it finds that, given the particular location and/or configuration of a project in relation to the surrounding neighborhood, such waivers are consistent with the public good, that to grant such waivers does not substantially derogate from the intent and purposes of the By-Law or the Goals of the District Plan cited in Section 6.8.1(b) of the By-Law, and that such waivers are consistent with the requirements of Section 6.8. The requested waivers are as follows:
- (a) The Applicant has requested Special Permits under Section 4.8.3 to waive the requirements of Sections 4.8.1(6) of the By-Law ("maximum uninterrupted façade lengths shall be 300 ft. or 200 ft. if within 350 ft. of a General Residence District Zoning Boundary, a river or a lake"). Two facades of both garages will exceed 300 ft. of uninterrupted facade length.
 - (b) The Petitioner has also requested a Special Permit pursuant to Section 4.8.3 to reduce the rear setback of Garage A from 20 ft. to 18 ft. and to waive the requirement contained in Section 4.8.1(2), which states "Where appropriate street trees shall be planted at least every 40 ft. along the frontage."
 - (c) The Petitioner has also requested pursuant to Section 4.8.3, that there are two gaps along B Street in front of Building 3 where the 40 ft. requirement is not met due to the existence of storm water chambers that need to be constructed at those locations.

The Board finds that given the particular location and/or configuration of the Project in relation to the surrounding neighborhood, the three requested waivers are consistent with the public good and that to grant such waivers does not substantially derogate from the intent and purposes of the By-Law or the Goals of the District Plan cited in Section 6.8.1(b) of the By-Laws, and that such waivers are consistent with the requirements of Section 6.8. As relates the waiver request described in paragraph (a) above, the Board notes that the two affected facades are located along a side lot line abutting a strip of land previously utilized for railroad purposes and that said facades do not face or front on a street upon which such extended facade length would be visible. As relates the waiver request described in paragraph (b) above, the Board notes that the setback waiver for Garage A is from a strip of land previously utilized for railroad purposes and that said parcel is unbuildable. The Board further notes that with the noted side line setback waiver, Garage A complies with the setback standards for structured parking from adjacent buildings which requires the garage's placement at least 20 feet from any adjacent building.

- 1.44 Under Section 4.8.6(6) of the By-Law, a Special Permit may be granted to increase the floor-area ratio from 1.0 to 1.5. The Board has examined the factors described in Section 6.8.1 of the By-Law, acknowledges that the Petitioner has agreed to the payment of the traffic improvement fee described in Section 6.8.1(d) of the By-Law. The Board finds that the proposed development plan as conditioned and limited herein to be in harmony with the general purposes and intent of the By-Law and to comply with all applicable By-Law requirements.

On the basis of the above findings and conclusions, the Board finds the proposed project and plan, as modified by this Decision and as conditioned and limited herein, to meet these requirements, to be in harmony with the general purposes and intent of the By-Law, to comply with all applicable By-Law requirements, and will not be a detriment to the Town's and neighborhood's inherent use of the surrounding area.

THEREFORE, the Board voted 5-0 to GRANT:

- (1) the requested Special Permit for Major Project Site Plan Review under Section 7.4 of this By-Law; (2) the requested Special Permit under Section 4.8(1) to increase the maximum height of the buildings and garages from 72 ft. to 84 ft.; (3) the requested Special Permits under Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the By-Law relative to maximum uninterrupted façade length, to reduce the rear setback of Garage A to 20 ft. to 18 ft. and to waive the requirement contained in Section 4.8.1(2) regarding street trees, to the extent requested; (4) the requested Special Permit pursuant to Section 4.8(6) of the By-Law to increase the floor-area ratio above 1.00 to 1.39. (5) the requested Special Permit pursuant to Section 3.2.4.2(d) of the By-Law for a hotel in the New England Center Business District; (6) the requested finding that the Board has previously issued a Special Permit under Section 3.2.4.2(d) for a hotel on the Property in Major Project Site Plan Special Permit No. 2012-03, dated April 23, 2012 (the "Hotel Decision"), which is incorporated herein by reference, except to the extent modified by this Decision, and specifically authorizes: (i) the requested right to condominiumize the Property (but not the hotel into a condominium hotel) or to enter into ground leases between Petitioner and third parties without further Board action or approval, as approved in the Hotel Decision and incorporated herein by reference, except to the extent modified by this Decision; and (ii) the requested right to revise the floor plans and the unit mix of the hotel without the need for additional hearings or approvals from the Board, provided that the square footage of the hotel does not exceed 89,740 sq. ft., the total number of guest units does not exceed 128, and the approximately 13,240 sq. ft. of first floor conference/function space, guest dining area, lounge-bar area, indoor pool, exercise room and other hotel amenities uses remains; (7) the requested right to approve specific building design and other site changes without further public hearings provided that said plans and/or changes fall within the design guidelines described herein; (8) the requested right to divide the Project into separate phases without further public hearings, and to initially determine and subsequently modify the location and sequence of individual phases subject to Board review and approval as described in Section 3.37 of this Decision, provided that each phase includes the construction of a structure and parking spaces equal to or in excess of what is required pursuant to the By-Law; (8) the requested right to modify floor plans of the office/research and development building and garages without further Board review or approval, provided that (a) the number of parking spaces in such garage is not reduced, and/or (b) the footprint and total square footage of the subject office/research and development building has been approved.

PLAN MODIFICATIONS

Prior to the issuance of a building permit or the start of any construction on the Site, the Petitioner shall

cause the Plan to be revised to show the following additional, corrected, or modified information. The Building Inspector shall not issue any building permit nor shall he permit any construction activity on the Site to begin on the site until and unless he finds that the Plan is revised to include the following additional, corrected, or modified information. Except where otherwise provided, all such information shall be subject to the approval of the Building Inspector. Where approvals are required from persons other than the Building Inspector, the Petitioner shall be responsible for providing a written copy of such approvals to the Building Inspector before the Inspector shall issue any building permit or permit for any construction on the Site. The Petitioner shall submit nine copies of the final Plans as approved for construction by the Building Inspector to the Board prior to the issuance of a Building Permit.

- 2.1 The Plan shall be modified to include the requirements and recommendations of the Board as set forth below. The modified plans shall be submitted to the Board for approval and endorsement. All requirements and recommendations of the Board, set forth below, shall be met by the Petitioner.
 - a) The Plan shall be modified so that both Building 1 and Building 2 have a public entrance on First Avenue in compliance with Section 4.8.1(5) of the By-Law.
 - b) The Plan shall be modified so that the zoning table references "maximum uninterrupted facade length" rather than "minimum uninterrupted facade length".

CONDITIONS

The following conditions of this approval shall be strictly adhered to. Failure to adhere to these conditions or to comply with all applicable laws and permit conditions shall give the Board the rights and remedies set forth in Section 3.45 hereof.

I. Conditions pertaining specifically to the Hotel

- 3.1 This permit is issued for a hotel comprising approximately 89,740 square feet and containing 128 guest units (116 studio units, 8 one bedroom units and 4 two bedroom units), approximately 13,240 square feet of conference/function space, a guest dining area, lounge/bar area, indoor pool, exercise room, and other hotel amenities, parking for 140 vehicles, landscaping and associated improvements. Ancillary to the hotel use each guest unit may have a self contained kitchen area with some or all of the following: a refrigerator with freezer, dishwasher, a two-burner cook top, microwave and sink. A conference/function space may be provided for hotel guest use and that of outside parties. A guest dining area, lounge/bar area, indoor pool, exercise room, and other hotel amenities may be provided for the exclusive use of hotel guests and their invitees. Notwithstanding the above, the mix of guest units between urban studios, one-bedroom units and two-bedroom units within the footprint of the square footage designated for said unit use on the building's second, third, fourth and fifth floors as shown on the Plan shall be allowed (including associated halls and support functions) without further review or approvals by the Planning Board, provided that the square footage of the hotel does not exceed 89,740 square feet, the total number of guest units does not exceed 128 and the use of the approximately 13,240 square feet of first floor conference/function space, guest dining area, lounge/bar area, indoor pool, exercise room, and other hotel amenities uses remains unchanged.
- 3.2 No services commonly associated with transitional housing or short term residential studio units, including but not limited to provision of case management, or counseling, may be provided to hotel clients on-site.

- 3.3 The hotel shall only be used by transients and shall not be used as a residence and shall at all times be licensed under Massachusetts General Laws Chapter 140, Section 6 as a hotel. All guests shall be licensees under Massachusetts law and not tenants. To ensure that the hotel is used solely for transient or overnight occupancy and not as a permanent residence, multi-family residence or rooming house, the hotel's marketing shall disclose that the hotel does not provide residences (notwithstanding that the hotel name may use the word "residence") but provides only hotel-room or hotel-suite accommodations for transient or overnight occupancy, and the hotel shall be operated so that the majority of guest-nights per calendar year are provided to guests whose stay is not longer than thirty days and no guest shall be allowed to stay for ninety continuous days in any one calendar year. The Petitioner shall provide to the Board pre-opening copies of its marketing materials, and shall, forthwith after one full calendar year of operation and for each year thereafter, provide to the Board both its then-current marketing materials and a written report based on its guest log, without disclosure of guest names, giving number of guests and number of nights for each unit. If marketing or occupancy history indicates that the hotel is marketed or used for other than transient occupancy, the Petitioner shall revise its marketing materials and business practices to the satisfaction of the Board so as to ensure transient occupancy.
- 3.4 The following hotel operational procedures shall be followed: the operator shall provide the furnishings and utilities; the hotel shall provide maid service; the operator shall provide the keys or means of access, there shall be a front desk (staffed 24 hours) and a centralized reservation system. The hotel's license with the guest shall prohibit the guest from using the hotel address for voter or automobile registration.
- 3.5 The hotel shall be limited to one hundred twenty-eight 128 guest units. The staffing for the hotel shall be limited to fifteen (15) employees on-site during the largest shift.
- 3.6 One hundred forty (140) parking spaces shall be provided for the hotel at all times in accordance with the final Plan and there shall be no parking of motor vehicles off the Property at any time except in designated legal on-street parking areas. Upon construction of Garage A certain surface parking spaces to the rear of the hotel shall be eliminated. Temporary parking spaces shall be made available during construction and Hotel guests will be permitted to utilize Garage A in common with others entitled thereto, such that at least 140 parking spaces shall be available for hotel use at all times.
- 3.7 The hotel building, parking area, driveways, walkways, landscaped area, and other site and off-site features shall be constructed in substantial accordance with the Plan, as modified by this Decision. Any changes, revisions or modifications to the Plan, as modified by this Decision shall require approval by the Board.
- 3.8 Notwithstanding the provisions of Section 3.36 relative to condominiumization of the Property, nothing in this Decision shall constitute permission for the Hotel to be converted to a condominium hotel. Neither shall the ground lease nor the Project condominium plans and documents allow allocation of the 140 hotel parking spaces to other property tenants or unit owners. The parking spaces in Garage A shall be shared with others entitled to use Garage A. No specific Garage A spaces will be designated for the exclusive use of the Hotel.

II. General Conditions

- 3.9 The proposed buildings, parking areas, driveways, landscape areas, and other site and off-site features shall be constructed in substantial accordance with the Plan as modified by this Decision

and shall contain the dimensions and be located on that portion of the Property as shown on the Plan and in accordance with applicable dimensional requirements of the By-Law, except as may be approved by this Board in accordance with the terms of this Decision. Upon completion of the project a total of 2,734 parking spaces shall be provided to service the Project. All off-street parking shall comply with the requirements of Section 5.1.2 and 5.1.3 of the By-Law, as shown on the Plan, as modified by this Decision or as may be waived in the future by this Board.

- 3.10 The proposed buildings and support services shall contain the dimensions and shall be located on that portion of the locus as shown on the Plan, as modified by this Decision and as modified and/or approved pursuant to Section 3.37 of this Decision, and in accordance with the applicable dimensional requirements of the By-Law as have been waived as modified by this Decision or as may be waived in the future by this Board.
- 3.11 This permit is issued for professional, business or administrative offices, laboratories engaged in scientific research and development, and hotels. Any changes of such above-described uses shall be permitted only by amendment of this Approval by the Board. Notwithstanding the above, the Board may permit on the first floor of a multi-story office building the uses contemplated under Section 3.2.4/1(j) of the By-Law following such notice and hearing, if any, as the Board, in its sole and exclusive discretion, shall deem due and sufficient.
- 3.12 The Petitioner has prepared and filed with the Board and the Norfolk County Registry of Deeds a plan which shows Assessor's Plan 300, Parcels 15, 16 and 29 merged, using customary surveyor's notation. Except (a) as a result of the condominiumization of the Property, or (b) the Property being ground leased, all buildings and land constituting the Property shall remain under single ownership.
- 3.13 All required handicapped parking spaces shall be provided including above-grade signs at each space that include the international symbol of accessibility on a blue background with the words "Handicapped Parking Special Plate Required Unauthorized Vehicles May Be Removed At Owners Expense". The quantity and design of spaces, as well as the required signage shall comply with the M.S.B.C. 521 CMR Architectural Access Board Regulation and the Town of Needham General By-Laws, both as may be amended from time to time.
- 3.14 Sufficient parking shall be provided on the site at all times in accordance with the final Plan and there shall be no parking of motor vehicles off the site at any time except in designated legal on-street parking areas. The leasing plan shall not allow the allocation of parking spaces to tenants in excess of the available number.
- 3.15 The Petitioner shall provide or make available shuttle service between the Project buildings and public transportation stations during the hours of 7:00 a.m.-9:00 a.m. and 4:00-6:00 p.m. Monday through Friday.
- 3.16 The Petitioner shall undertake a transportation demand management program (TDM) program to facilitate carpooling, transit usage and parking management. A copy of the TDM program plan as described above shall be submitted to the Board for review and approval for compliance with the terms of the permit prior to the issuance of the occupancy certificate for each project phase.
- 3.17 The Petitioner shall pay a Traffic Improvement Fee to the Traffic Mitigation Fund, to be spent at the discretion of the Town of Needham. The Traffic Improvement Fee for the entire project is \$930,000.00. The Petitioner shall pay the entire fee for the full-build Project (\$930,000.00) upon the issuance of a building permit for the first office building planned to be constructed at the

Property.

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- 3.18 In addition to the Traffic Improvement Fee described in Section 3.17 above, the Petitioner shall make a gift to the Town of Needham in the amount of \$75,000.00, payable in or within thirty days after expiration of the Planning Board Special Permit decision appeal period for the purpose of hiring a traffic engineer to assist the Town to evaluate traffic measures that ought to be implemented to improve traffic conditions in the geographical area subject to the Traffic Mitigation Fund, either on an intermediate or long-term basis. Notwithstanding the above, said contribution shall not be required in the circumstance where an appeal has been taken within the 20 day appeal period for this Decision until satisfactory resolution of such appeal.

- 3.19 The Petitioner shall undertake the following measures:

- (a) The Petitioner shall make a contribution in the amount of \$1,000,000 to a New England Business Center owners' association (the "Association") to be created and to be comprised of owners of real estate within the New England Business Center Zoning District (the "NEBC") who wish to join the association. The \$1,000,000 shall be available for the association to use to address traffic and related issues that exist or which may exist in the future at any or all intersections in and around the NEBC as the Association shall deem advisable. Petitioner shall cooperate with the Association in connection with the Association's application of the \$1,000,000.00. The Petitioner will make an initial payment of \$100,000 to the Association within thirty (30) days after the appeal period has expired for this Decision with no appeal having been filed or if an appeal has been filed, within thirty (30) days after satisfactory resolution of such appeal. The balance of the funds shall be paid in four annual installments, each in the amount of \$225,000. Said payments shall commence one year after the original \$100,000 payment described above is due.
- (b) Petitioner shall not request the Board to modify the \$930,000 payment to the Traffic Mitigation Fund as described in this Decision, and the \$75,000 gift offered to the Town of Needham pursuant to this Decision. Petitioner shall cooperate with the Association and the Town.
- (c) Petitioner will encourage its prospective tenants and/or purchasers of the proposed new office buildings to provide that ground floor retail uses in the office/R&D buildings (including, but not limited to retail establishments, restaurants, cafeterias, daycare, indoor athletic and exercise facilities) shall be open to the public.
- (d) Petitioner shall provide a bike share program for the NEBC (such as Zagster or similar programs).
- (e) The Transportation Demand Management program (TDM program) described in Section 3.16 of the Decision shall include (a) provisions for Zipcar parking spaces and (b) participation in the 128 Business Council's shuttle service, as more particularly described in Section 3.15 of the Decision.
- (f) Petitioner shall propose a commemorative historical exhibit and signage within the NEBC recognizing the NEBC as the first industrial park in the United States and shall use reasonable efforts to obtain approval for said exhibit and signage by the Design Review Board and other applicable Town boards or departments whose approval is required.

(g) Petitioner shall provide up to \$100,000 to fund a new ingress and egress signage package for the NEBC. The Association to be created shall provide that it shall be responsible for payment of all costs and expenses related to said signage package, including permitting and installation in excess of such \$100,000.

- 3.20 All deliveries and trash dumpster pick up shall occur only between the hours of 7:00 a.m. and 6:00 p.m., Monday through Saturday, not at all on Sundays and holidays. The trash shall be picked up no less than two times per week or as necessary.
- 3.21 All lights shall be shielded during the evening hours to prevent any annoyance to the neighbors and to minimize light pollution.
- 3.22 All new utilities, including telephone and electrical service, shall be installed underground from the street line or from any off-site utility easements, whichever is applicable. If installed from an off-site utility easement the utility shall be installed underground from the source within the easement.
- 3.23 All solid waste shall be removed from the Property by a private contractor. Snow shall also be removed or plowed by private contractor. All snow shall be removed or plowed such that the total number and size of required parking spaces remain available for use.
- 3.24 The Petitioner shall seal all abandoned drainage connections and other drainage connections where the Petitioner cannot identify the sources of the discharges. Sealing of abandoned drainage facilities and abandonment of all utilities shall be carried out as per Town requirements.
- 3.25 The Petitioner shall connect the sanitary sewer line only to known sources. All sources which cannot be identified shall be disconnected and properly sealed.
- 3.26 The Petitioner shall secure from the Needham Department of Public Works a Sewer Connection Permit and shall pay an impact fee, if applicable.
- 3.27 The Petitioner shall secure from the Needham Department of Public Works a Street Opening Permit.
- 3.28 The Storm Water Management Policy form shall be submitted to the Town of Needham signed and stamped and shall include construction mitigation and an operation and maintenance plan as described in the policy.
- 3.29 The construction, operation and maintenance of the subsurface infiltration facility, on-site catch basins and pavement areas, shall conform to the requirements outlined in the EPA's Memorandum of Understanding signed by the Needham Board of Selectmen.
- 3.30 The Petitioner shall implement the following maintenance plan:
 - (a) Parking lot sweeping - sweep twice per year; once in spring after snowmelt, and early fall.
 - (b) Catch basin cleaning - inspect basins twice per year; in late spring and fall. Clean basins in spring.
 - (c) Oil/grit separators - inspect bi-monthly and clean four times per year of all oil and grit.

secondary condominium is created for a particular building Unit authorized by this Special Permit, following the issuance of a permanent certificate of occupancy for the core and shell of that building Unit. Temporary and permanent certificates of occupancy may be issued for individual units within the secondary condominium unit. Except for condominiumization of the Property and/or to base ownership on ground lease arrangements, the buildings and land constituting the Property shall remain under a single ownership. Nothing herein shall constitute permission for the hotel to be converted into a condominium hotel.

- 3.37 Design Guidelines. The Board approves the plans for the site, Building 1, and Garage A, as filed. The Board approves Buildings 2, 3, and 4, and Garage B with general size, massing and locations of the buildings at a conceptual level as described in the application and using the plans for Building 1, and Garage A as a template. As a prerequisite for final approval and the issuance of a building permit, each new building (and modifications to Building 1, and Garage A) shall be subject to design review by the Planning Board to determine conformance to the following Design Guidelines. Design approval shall be granted by the Planning Board for final plans that are consistent with the Design Guidelines and the applicable requirements of the By-Law. Design Review approval by the Planning Board shall constitute the Planning Board's determination that the proposed plans are consistent with the Decision and meet all applicable standards of review for the Project.

Design Guidelines

- 1) There shall be four office buildings and two free-standing garages. The total square footage of the four office buildings shall not exceed 740,000 sq. ft.
- 2) The buildings will be designed in a first class manner and Class A commercial building standards consistent with the Central Route 128 office market.
- 3) Building 1 is approximately 35% opaque. Of this amount, 60 to 70% may be precast concrete, natural or manufactured stone, brick or similar masonry material. The remainder may be metal, wood, ceramic, glass fiber reinforced concrete, fiber cement or similar panelized material to be used as part of wall and curtain wall systems. Synthetic stucco (EIFS) is prohibited.
- 4) Building 1 is approximately 65% transparent. Of this amount 60 to 70% may be glazing in a punched or ribbon arrangement. The remainder may be aluminum storefront or curtain wall systems. Vision glass will be low-e, minimally reflective and may be tinted for aesthetic effect without significantly reducing transparency. Mirrored or highly reflective glass is prohibited.
- 5) Building 1 shall serve as a template for Buildings 2, 3, and 4. Quality design and construction will be carried through to all buildings. While there may be shared architectural elements and materials between the buildings, some variation is encouraged. Primary materials identified for Building 1 in a generic sense and assigned a proportional range of façade area will be carried through, with some variation, to Buildings 2, 3, and 4.
- 6) Each building can be increased or decreased by not more than one floor.
- 7) The location of the building footprint may be moved not more than 15 ft. in any direction, as long as the minimum setbacks, site distances and required open space requirements are maintained.

8) The shape of the footprint of each building can be modified no more than 15 ft. in any direction, as long as the minimum setbacks, site distances, and required open space requirements are maintained.

O F F I C I A L O F F I C I A L

9) The total square footage of each building shall not vary more than 15% than what is described hereinabove, except that a larger variation is acceptable if an additional floor is added to the building pursuant to Design Guideline (6) above and if the shape of the footprint of the building is modified pursuant to Design Guideline (8) above.

10) The 15 ft. variation in shape, size and location shall be applicable to Garage A and Garage B to the same extent as they are applicable to the office buildings as described in 1, 2 and 3 above.

11) Site changes, including landscaping, may be modified without further public hearing to accommodate changes in building shape, location and size described above.

The proposed plans and an application for review shall be filed with the Planning Board. At the same time application materials shall also be submitted to the Design Review Board along with an application for design review. Within 20 days of receipt of the Design Review application, the Design Review Board shall hold a public meeting, to which the Applicant shall be invited for the purpose of determining whether the proposed plans fall within the Design Guidelines described above. Within 15 days of the meeting the Design Review Board shall transmit its determination as to the plans' compliance with the Design Guidelines described above and its design review report to both the Planning Board and Applicant. The Planning Board shall review said plans with the Applicant at its next public meeting following receipt of said recommendation from the Design Review Board provided such recommendation is received at least 7 days prior to the next scheduled meeting. If the Planning Board finds that the plans do fall within said Design Guidelines, the Planning Board shall approve and endorse said plans and transmit its decision to the Applicant and Building Inspector via memorandum. If the Planning Board finds that the plans do not fall within said Design Guidelines, the Applicant may modify said plans or file a Request for Further Site Plan Review with the Board. The Planning Board shall make its determination within 60 days of receipt of said plans from the Petitioner.

3.38 Project Phasing: The Planning Board approves the division of the Project into separate phases. The Board grants the Petitioner the discretion to initially determine and subsequently modify the location and sequence of individual phases subject to Board review and approval as described in Section 3.37 of this Decision and the provisions of this section and further provided that each phase includes the construction of a structure and parking spaces equal to or in excess of that which is required pursuant to the By-Law. The plans for each phase shall include the limits of the phase, and to the extent not already shown on the Plan approved by this Decision, the landscaping, walkways, and other hardscape and utility connections. Approval of a Project phase shall be granted by the Planning Board for plans that are consistent with the above-noted requirements and the applicable requirements of the By-Law. Approval of a Project phase by the Planning Board shall constitute the Planning Board's determination that the proposed phasing plans are consistent with the Decision and meet all applicable standards of review for the Project.

3.39 No building permit shall be issued for individual phases of the Project or the entirety of the Project in the pursuance of this Decision until:

(a) The final plans shall be in conformity with those previously approved by the Board, or approved by the Board as provided in the Design Guidelines section of this Decision and

a statement certifying such approval has been filed by this Board with the Building Inspector.

- (b) A phasing plan shall have been submitted to the Board for their review and approval pursuant to Section 3.38 of this Decision.
- (c) A construction management and staging plan shall have been submitted to the Police Chief and Building Inspector for their review and approval.
- (d) The Petitioner shall prepare and file with the Board and the Norfolk County Registry of Deeds a plan which shows assessor's Plan 300, Parcels 15, 16, 28 and 29 merged, using customary surveyors notation.
- (e) The Town shall have received the portion of the Traffic Mitigation fee due as described in paragraph 3.17 of this Decision.
- (f) The Petitioner shall have recorded with the Norfolk County Registry of Deeds a certified copy of this approval with the appropriate reference to the Book and Page number of the recording of the Petitioner's Title, Deed or Notice endorsed thereon.

3.40 No building or structure, or portion thereof for any phase of the Project and subject to this Decision shall be occupied until:

- (a) An as-built plan supplied by the engineer of record certifying that the on-site and off-site Project improvements pertaining to the applicable phase of the Project were built according to the approved documents has been submitted to the Board and Department of Public Works. The as-built plan shall show the building, all finished grades and final construction details of the driveways, parking areas, drainage systems, utility installations, and sidewalk and curbing improvements in their true relationship to the lot lines for the applicable phase of the Project. In addition, the as-built plan for the applicable phase of the Project shall show the final location, size, depth, and material of all public and private utilities on the site and their points of connection to the individual utility, and all utilities which have been abandoned for the applicable phase of the Project. In addition to the engineer of record, said plan shall be certified by a Massachusetts Registered Land Surveyor.
- (b) There shall be filed, with the Building Inspector and Board, a statement by the registered professional engineer of record certifying that the finished grades and final construction details of the driveways, parking areas, drainage systems, utility installations, and sidewalk and curbing improvements on-site and off-site, have been constructed to the standards of the Town of Needham Department of Public Works and in accordance with the approved Plan for the applicable phase of the Project.
- (c) There shall be filed with the Board and Building Inspector an as-built Landscaping Plan showing the final location, number and type of plant material, final location, number and type of plant material, final landscape features, parking areas, and lighting installations for the applicable phase of the Project. Said plan shall be prepared by the landscape architect of record and shall include a certification that such improvements were completed according to the approved documents.
- (d) The proposed new sidewalks on A Street, B Street and First Avenue shall have been

built to Town of Needham specifications to the extent that the relevant portions of the sidewalks are part of the applicable phase of the Project.

- (e) There shall be filed with the Board and Building Inspector a Final Affidavit signed by a registered architect upon completion of construction for the applicable phase of the Project.
 - (f) A copy of the TDM program as described in paragraph 3.16 of this Decision shall have been submitted to and approved by the Board for each Phase of the Project.
 - (g) Notwithstanding the provisions of Section a, b, and c hereof, the Building Inspector may issue one or more certificates for temporary occupancy of all or portions of the building in each Phase prior to the installation of final landscaping and other site features, provided that the Petitioner shall have first filed with the Board a bond in an amount not less than 135% of the value of the aforementioned remaining landscaping or other work to secure installation of such landscaping and other site and construction features for such Phase of the Project.
- 3.41 In addition to the provisions of this Decision, the Petitioner must comply with all requirements of all state, federal, and local boards, commission or other agencies, including, but not limited to the Building Inspector, Fire Department, Department of Public Works, Conservation Commission, Police Department, and Board of Health.
- 3.42 The proposed new sidewalks on A Street, B Street and First Avenue shall be built to Town of Needham specifications to the extent that the relevant portions of the sidewalks are part of the applicable phase of the Project.
- 3.43 The building and parking area authorized for construction by this Decision (including the portion or phase that is the subject of such request) shall not be occupied or used, and no activity except the construction activity authorized by this permit shall be conducted within said area until a Certificate of Occupancy and Use or a Certificate of Temporary Occupancy and Use for said building or parking area has been issued by the Building Inspector.
- 3.44 The Petitioner, by accepting this Decision, warrants that the Petitioner has included all relevant documentation, reports, and information available to the Petitioner in the application submitted, and that this information is true and valid to the best of the Petitioner's knowledge.
- 3.45 Violation of any of the conditions of this Decision shall be grounds for revocation of any building permit or certificate of occupancy granted hereunder as follows: In the case of violation of any conditions of this Decision, the Town will notify the owner of such violation and give the owner reasonable time, not to exceed thirty (30) days, to cure the violation. If, at the end of said thirty (30) day period, the Petitioner has not cured the violation, or in the case of violations requiring more than thirty (30) days to cure, has not commenced the cure and prosecuted the cure continuously, the permit granting authority may, after notice to the Petitioner, conduct a hearing in order to determine whether the failure to abide by the conditions contained herein should result in a recommendation to the Building Inspector to revoke any building permit or certificate of occupancy granted hereunder. This provision is not intended to limit or curtail the Town's other remedies to enforce compliance with the conditions of this Decision including, without limitation, by an action for injunctive relief before any court of competent jurisdiction. The Petitioner agrees to reimburse the Town for its reasonable costs in connection with the enforcement of the conditions of this Decision if the Town prevails in such enforcement action.

The authority granted to the ^{C O P Y}Petitioner by this Decision is limited as follows: ^{C O P Y}

- Given the size of the Project, and its anticipated duration of full build out, the precise time for each subsequent building to commence construction cannot be established with any certainty at the time of the granting of this Special Permit. Therefore, the Board establishes the following conditions and limitations:

- 28-

within the ten (10) years provided, and if not how much additional time might be required.

- c) It is the intention of the Board that this Special Permit shall not lapse, and shall continue in effect, during the ten (10) year period, as long as the Permittee continues to report to the Board under subparagraph (b) above.

Any further requests for an extension of the time limit set forth herein must be in writing to the Board at least thirty (30) days prior to the expiration of this Special Permit. The Board herein reserves its rights and powers to grant or deny such extension without a public hearing. The Board, however, shall not grant an extension as herein provided unless it finds that the use of the property in question or the construction of the site has not begun except for good cause.

- 4.7 This Decision shall be recorded in the Norfolk District Registry of Deeds. This Major Site Plan Special Permit shall not take effect until a copy of this Decision bearing the certification of the Town Clerk that twenty (20) days have elapsed after the Decision has been filed in the Town Clerk's office or that if such appeal has been filed, that it has been dismissed or denied and the Decision is recorded with Norfolk District Registry of Deeds and until the Petitioner has delivered a certified copy of the recorded document to the Board.

The provisions of this Major Site Plan Special Permit shall be binding upon every owner or owners of the lots and the executors, administrator, heirs, successors and assigns of such owners, and the obligations and restrictions herein set forth shall run with the land, as shown on the Plan, as modified by this Decision, in full force and effect for the benefit of and enforceable by the Town of Needham.

Any person aggrieved by this Decision may appeal pursuant to the General Laws, Chapter 40A, Section 17, within twenty (20) days after filing of this Decision with the Needham Town Clerk.

Witness our hands this 16th day of October, 2012.

NEEDHAM PLANNING BOARD
OFFICIAL
COPY

OFFICIAL
COPY

Bruce T. Eisenhut, Chairman

Martin Jacobs
Martin Jacobs

Sam Bass Warner
Sam Bass Warner

Jeanne S. McKnight
Jeanne S. McKnight

Ronald W. Ruth
Ronald W. Ruth

COMMONWEALTH OF MASSACHUSETTS

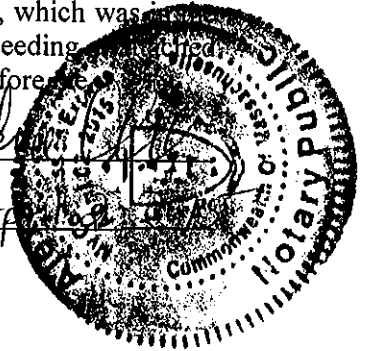
Norfolk, ss

Oct. 16 2012

On this 16 day of October, 2012, before me, the undersigned notary public, personally appeared Bruce Eisenhut, one of the members of the Planning Board of the Town of Needham, Massachusetts, proved to me through satisfactory evidence of identification, which was in form of a state issued drivers license, to be the person whose name is signed on the proceeding document, and acknowledged the foregoing to be the free act and deed of said Board before me.

Alexander
Notary Public

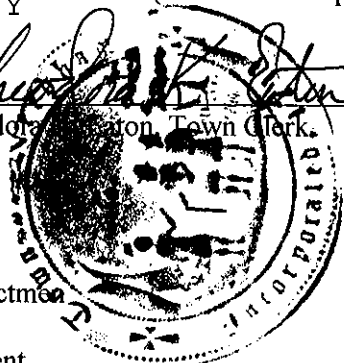
My Commission Expires: April 16, 2014



TO WHOM IT MAY CONCERN: This is to certify that the 20-day appeal period on the approval of the Project proposed by Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts, for property located at 360 First Avenue, 410 First Avenue, 371 A Street and 66 B Street, Needham, Massachusetts, has passed, and there have been no appeals made to this office. (All Judicial Appeals taken from this Decision have been dismissed.)

November 14, 2012
Date

Theodore K. Eaton
Theodore K. Eaton, Town Clerk.



Copy sent to:

Petitioner-Certified Mail # _____
Town Clerk
Building Inspector
Director, PWD
Board of Health
Conservation Commission
Design Review Board

Board of Selectmen
Engineering
Fire Department
Police Department
Roy A. Cramer
Parties in Interest



RECEIVED TOWN CLERK
NEEDHAM, MA 02492
TOWN OF NEEDHAM, MA
PLANNING AND COMMUNITY
DEVELOPMENT DEPARTMENT
2013 APR 9 PM 12:56
C O P Y C O P Y

500 Dedham Ave
Needham, MA 02492
781-455-7500

PLANNING

DECISION

FIRST AMENDED AND RESTATED MAJOR SITE PLAN SPECIAL PERMIT

Normandy Real Estate Partners
Application No. 2012-07
April 2, 2013

RECEIVED AND RECORDED
NORFOLK COUNTY
REGISTRY OF DEEDS
DEDHAM, MA

CERTIFY

William P. O'Donnell
WILLIAM P. O'DONNELL, REGISTER

Decision of the Planning Board (hereinafter referred to as the Board) on the petition of Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts 02110 (hereinafter referred to as the Petitioner) for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, Needham, Massachusetts (hereinafter referred to as the Property). The Property is owned by Normandy GAP-V Development Needham, LLC (hereinafter referred to as the Property Owner). Said Property is shown on Needham Town Assessor's Plan No. 300 as parcels 15, 16, 28 and 29 and contains 595,960 square feet. On October 16, 2012, the Board issued Major Site Plan Special Permit No. 2012-07 (the "Original Decision").

The Original Decision allowed construction of an 89,740+/- square foot hotel plus four office/research and development buildings containing up to 740,000 square feet and two garages over a 10-year period. Each building was authorized to proceed as a separate phase. Phase I was comprised of the hotel and associated parking (the "Hotel"), and is nearing completion. After the issuance of the Original Decision the Petitioner secured a prospective tenant namely TripAdvisor, LLC (hereinafter "TripAdvisor") who is interested in occupying Building 3, with an option to occupy Building 2. However, TripAdvisor has requested that Building 3 be a six-story building comprised of approximately 287,855 sq. ft. (as opposed to the six-story 240,000 sq. ft. structure authorized in the Original Decision) and that Building 2 be a five-story building comprised of approximately 127,145 sq. ft. (as opposed to the six-story 175,000 sq. ft. structure authorized in the Original Decision). TripAdvisor has also requested a change in orientation of Buildings 2 and 3 with respect to First Avenue and B Street.

In order to address TripAdvisor's requests, the Petitioner, in this Application (as hereinafter defined), is presenting an alternate set of plans ("Alternate Plan Set" or "Alternate Plan") as an alternative to the plans previously filed with the Board and approved in the Original Decision. As described below, in this First Amendment (as hereinafter defined), the Board has granted certain zoning relief, made certain findings and approved the Alternate Plan Set, in addition to the plans approved and the relief granted in the Original Decision, subject to the conditions set forth in this First Amendment. If for any reason a building permit for Building 3 and Garage B as described in the Alternate Plan Set is not issued for TripAdvisor, then the Original Decision will remain in full force and effect without modification, except as specifically set forth herein. If the Petitioner obtains a building permit for Building 3 and Garage B as described in the Alternate Plan Set, then the Alternate Plan Set shall become the operative plans under this First Amendment and Restated Major Site Plan Special Permit (the "First Amendment"), and this First Amendment shall supersede the Original Decision.

In addition, Building 3 as depicted on the Alternate Plan Set does not fall within all of the Design Guidelines set forth in Section 3.37 of the Original Decision. As a result, the Alternate Plan Set is subject

to further site plan review.^N The public hearing conducted^N by the Board in connection with this Application had two components.^N (1) to consider certain requested^N zoning relief and requested findings as described below; and (2) to approve^N detailed plans of Building 3 and Garage B, which, together with other associated improvements described in the Alternate Plan Set and the Phasing Plan, would constitute the next Phase of the Project.

This First Amendment is in response to the application submitted to the Board on March 11, 2013, by the Petitioner (the "Application") requesting:

- (1) an amendment to the Major Project Site Plan Special Permit under Section 7.4 of the Needham Zoning By-Law (hereinafter the "By-Law"), Article II of the Planning Board Rules, and Section 4.2 of the Site Plan Special Permit No. 2012-07, dated October 16, 2012; to approve the Alternative Plan Set described in this First Amendment, to approve the detailed plans of Building 3 and Garage B, together with associated landscaping and other site improvements as shown on the Alternative Plan Set, and to approve Phase 2A of the Project, as shown on the phasing plans described in Exhibit 7 of this First Amendment.
- (2) a Special Permit pursuant to Section 4.8(1) of the By-Law to increase the maximum height of the four buildings and the two garages from 72 to 84 feet;
- (3) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the By-Law to permit the facades of both garages to exceed 300 ft. of uninterrupted façade length;
- (4) a Special Permit pursuant to Section 4.8.3 of the By-Law to reduce the rear setback of Garage A from 20 ft. to 15 ft.;
- (5) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirement contained in Section 4.8.1(2) ("where appropriate street trees shall be planted at least every 40 ft. along the frontage") to the extent that there are two gaps along B Street in front of Building 3 where the 40 ft. requirement is not met due to the existence of storm water chambers that need to be constructed at those locations and one gap along First Avenue in front of Building 3 where the 40 ft. requirement is not met due to a proposed significant architectural feature (a large bay window) in the location where one of the trees would otherwise be placed, and a finding that the Special Permit granted in the Original Decision relative to the two gaps along B Street remains in full force and effect;
- (6) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirement contained in Section 4.8.1(2) ("where appropriate, street trees shall be planted at least every 40 ft. along the frontage") to the extent that the requirements of said section shall not be applicable to the portions of the site that are not subject to Phase I or the current phase of the Project, so that street trees shall not be required to be planted until the applicable portion of the frontage is included in a subsequent phase of the Project;
- (7) a finding that the Petitioner have the discretion to increase the number of parking spaces and levels in Garage A, and to decrease the number of parking spaces and levels in Garage B, without further Board review or approval, and without further review or approval of the Design Review

¹ As set forth in this First Amendment, the plans for Garage B do fit within the Design Guidelines set forth in Section 3.37 of the Original Decision.

Board, provided that the design features of the garages remain unchanged, and provided further that the total number of parking spaces on the property is 2,714;

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(8) a determination that in all other respects the special permits granted in the Original Decision and the findings and approvals contained in the Original Decision, shall remain in full force and effect pursuant to this First Amendment, and that the relief granted in this First Amendment be considered as additional relief authorizing construction of the Project in accordance with the Alternate Plan Set filed with this Application if that course is pursued by the Petitioner for TripAdvisor;

(9) a modification of the Design Guidelines contained in the Original Decision to reflect the above-described flexibility set forth in request (7);

(10) a finding that the Special Permit granted in the Original Decision pursuant to Section 4.8(6) of the By-Law to increase the floor-area ratio from 1.00 allowed as a matter of right to 1.39 allowed by special permit, or such other number as is required to accommodate 829,740 sq. ft. of development to include office/research and development space in the four proposed buildings and the hotel on the Property, remains in full force and effect;

(11) a finding and determination that the Special Permit pursuant to Section 3.2.4.2(d) of the By-Law for a hotel use in the New England Business Center Zoning District granted by Major Site Plan Special Permit No. 2012-03, dated April 23, 2012, (the "Hotel Decision"), and other relief granted by the Original Decision with respect to the Hotel Decision be extended to and made applicable to this First Amendment. By way of background, the Board incorporated the Hotel Decision into the Original Decision as though fully restated in the Original Decision to ensure that the zoning relief granted in the Hotel Decision is carried over to the Original Decision, except to the extent specifically modified by the Original Decision. The Petitioner further requested that the Board make a finding and determination that the Hotel Decision remained in full force and effect until such time as (a) the Board granted the relief requested for the Project; (b) all applicable appeal periods expired without any appeals being filed; (c) all other conditions precedent to the issuance of a Building Permit for the first office/research and development building were satisfied; and (d) the Building Permit already issued by the Building Department for the Hotel pursuant to the Hotel Decision would remain in full force and effect. The Board granted those requests in the Original Decision. Because construction of the Hotel remains a work in progress, Petitioner requests that the Board determine that the Original Decision shall remain in full force and effect until such time as: (a) the Board grants the relief requested for the Project by this Application; (b) all applicable appeal periods from this First Amendment have expired without any appeals being filed; (c) all other conditions precedent in this First Amendment to issuance of a Building Permit for the first office/research and development building have been satisfied; and (d) the Building Permit already issued by the Building Department for the Hotel pursuant to the Hotel Decision shall remain in full force and effect;

(12) the right to design and/or modify floor plans of the office/research and development buildings and garages without further Board review or approval provided that (a) the total number of parking spaces contained in the garages in the aggregate is not reduced below 2620, and/or (b) the footprint and total square footage of the subject office/research and development building has been approved;

(13) a determination that if, as and when a building permit for Building 3 as shown on the Alternate Plan Set is issued by the Town of Needham, that the Alternate Plan Set shall be deemed

to have superseded the plans approved in the Original Decision for purposes of this First Amendment and the Original Decision; and

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(14) the requested relief that Building 1 be modified from a four-story, 150,000 sq. ft. building to a five-story, 190,000 sq. ft. building, and a consequent decrease in Building 4 from a five-story, 175,000 sq. ft. building to a four-story 135,000 sq. ft. building.

The requested Amendment to Major Project Site Plan Special Permit, would, if granted, permit the Petitioner to redevelop the present single parcel of 596,000 sq. ft. (approximately 13.68 acres, formerly comprising 66 B Street, 360 First Avenue, 410 First Avenue, and 37 A Street) to construct:

(a) a hotel comprising approximately 89,740 sq. ft. and containing 128 guest units (116 studio units, 8 one-bedroom units, and 4 two-bedroom units), approximately 13,240 sq. ft. of conference/function space, a guest dining area, lounge/bar, indoor pool, exercise room and other hotel amenities, parking for 140 vehicles, landscaping and associated improvements as more particularly described and approved in the Hotel Decision;

(b) four office/research and development buildings with a total square footage not to exceed 740,000 sq. ft., two parking garages (Garage A to contain 580 parking spaces; Garage B to contain 2040 parking spaces (the latter to be constructed in phases)), 114 surface parking spaces and associated infrastructure, improvements and landscaping ((a) and (b) (collectively, the "Project")). The total number of parking spaces on the property, including the 140 parking spaces for the hotel, shall not be less than 2,734.

Each building would be considered as a separate phase of the Project with the hotel being considered as Phase 1 of the Project. The Project has been engineered based on "full build" assumptions, as more specifically set forth herein, taking into account such items as storm water management, sewage disposal, utilities, internal driveways, landscaping and other improvements, parking and traffic. Each building within the Project is intended to be independent of every other building within the Project, allowing each to be separately owned and financed, and each to have its own certificate of occupancy regardless of the state of completion or compliance of any other component of the Project. While each building comprising the Project shall be considered a separate phase of the Project, upon completion of the improvements comprising an individual phase, such phase shall be entitled to a permanent certificate of occupancy, notwithstanding the state of the other phases comprising the Project.

After causing notice of the time and place of the public hearing and of the subject matter thereof to be published, posted and mailed to the Petitioner, abutters and other parties in interest as required by law, the hearing was called to order by the Chairman, Bruce T. Eisenhut, on Tuesday, April 2, 2013, at 7:30 p.m. at the Public Services Administration Building, Charles River Room, 500 Dedham Avenue, Needham, Massachusetts. Board members Bruce T. Eisenhut, Martin Jacobs, Jeanne S. McKnight, Sam Bass Warner and Ronald W. Ruth were present throughout the April 2, 2013 proceedings. The record of the proceedings and the submissions upon which this First Amendment is based may be referred to in the office of the Town Clerk or the office of the Board.

Submitted for the Board's deliberation prior to the close of the public hearing were the following exhibits:

Exhibit 1 Properly executed Application for (1) an amendment to the Major Project Site Plan Special Permit under Section 7.4 of the Needham Zoning By-Law, Article II of the Planning Board Rules, and Section 4.2 of the Site Plan Special Permit No. 2012-07, dated October 16, 2012; to approve the Alternative Plan Set described in this First Amendment, to approve the

detailed plans of Building 3 and Garage B, together with associated landscaping and other site improvements as shown on the Alternative Plan Set, and to approve Phase 2A of the Project, as shown on the phasing plans described in Exhibit 7 of this First Amendment;

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(2) a Special Permit pursuant to Section 4.8(1) of the By-Law to increase the maximum height of the four buildings and the two garages from 72 to 84 feet;

(3) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the By-Law to permit the facades of both garages to exceed 300 ft. of uninterrupted façade length;

(4) a Special Permit pursuant to Section 4.8.3 of the By-Law to reduce the rear setback of Garage A from 20 ft. to 15 ft.;

(5) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirement contained in Section 4.8.1(2) ("where appropriate street trees shall be planted at least every 40 ft. along the frontage") to the extent that there are two gaps along B Street in front of Building 3 where the 40 ft. requirement is not met due to the existence of storm water chambers that need to be constructed at those locations and one gap along First Avenue in front of Building 3 where the 40 ft. requirement is not met due to a proposed significant architectural feature (a large bay window) in the location where one of the trees would otherwise be placed and a finding that the Special Permit granted in the Original Decision relative to the two gaps along B Street remains in full force and effect;

(6) a Special Permit pursuant to Section 4.8.3 of the By-Law to waive the requirement contained in Section 4.8.1(2) ("where appropriate, street trees shall be planted at least every 40 ft. along the frontage") to the extent that the requirements of said section shall not be applicable to the portions of the site that are not subject to Phase I or the current phase of the Project, so that street trees shall not be required to be planted until the applicable portion of the frontage is included in a subsequent phase of the Project;

(7) that the Board make a finding that the Petitioner have the discretion to increase the number of parking spaces and levels in Garage A, and to decrease the number of parking spaces and levels in Garage B, without further Board review or approval, and without further review or approval of the Design Review Board, provided that the design features of the garages remain unchanged, and provided further that the total number of parking spaces on the property is 2,734;

(8) a request that in all other respects the special permits granted in the Original Decision and the findings and approvals contained in the Original Decision, shall remain in full force and effect with respect to this First Amendment, and that the relief granted in this First Amendment be considered as additional relief granted that is necessary to construct the Project in accordance with the Alternate Plan Set filed with this Application;

(9) a request that the Design Guidelines contained in the Original Decision be modified to reflect the above-described flexibility set forth in request (7);

(10) a finding and determination that a Special Permit granted in the Original Decision pursuant to Section 4.8(6) of the By-Law to increase the floor-area ratio from 1.00 allowed as a matter of right to 1.39 allowed by special permit, or such other number as is required to accommodate 829,740 sq. ft. of development to include office/research and development

space in the four proposed buildings and the hotel on the Property, remains in full force and effect;

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(11) a finding that the Special Permit granted in the Original Decision pursuant to Section 3.2.4.2(d) of the By-Law for a hotel in the New England Business Center Zoning District remains in full force and effect. The Board previously granted a Special Permit for a hotel use on the Property in the Hotel Decision. Petitioner requested in the Original Decision that the Hotel Decision be incorporated into the Original Decision as though fully restated in the Original Decision to ensure that the zoning relief granted in the Hotel Decision is carried over to the Original Decision, except to the extent specifically modified by this the Original Decision and such request was granted by the Board in the Original Decision. In connection with this request, the Petitioner further requested that the Board make a finding and determination that the Hotel Decision remain in full force and effect until such time as the Board grants the relief requested for the Project, all applicable appeal periods have expired without any appeals being filed, and all other conditions precedent to the issuance of a Building Permit for the first office/research and development building have been satisfied, and finally, that the Building Permit already issued by the Building Department for the Hotel pursuant to the Hotel Decision remain in full force and effect. The Board granted said requests in the Original Decision. The Petitioner in this Application makes the same request with respect to the Hotel Decision that was made by Petitioner in connection with the Original Decision;

(12) The Petitioner further requests the right to design and/or modify floor plans of the office/research and development buildings and garages without further Board review or approval provided that (a) the total number of parking spaces contained in the garages in the aggregate in such garage is not reduced below 2620, and/or (b) the footprint and total square footage of the subject office/research and development building has been approved;

(13) a request for determination that if, as and when a building permit for Building 3 as shown on the Alternate Plan Set is issued by the Town of Needham, that the Alternate Plan Set shall be deemed to have superseded the plans approved in the Original Decision for purposes of this First Amendment and the Original Decision; and

(14) the requested relief that Building 1 be modified from a four-story, 150,000 sq. ft. building to a five-story, 190,000 sq. ft. building, and a consequent decrease in Building 4 from a five-story, 175,000 sq. ft. building to a four-story, 135,000 sq. ft. building.

- Exhibit 2** One letter from Roy A. Cramer, Esq. to the Planning Board Members, dated February 28, 2013.
- Exhibit 3** Traffic impact letter prepared by Tetra Tech, 1 Grant Street, Framingham, Massachusetts 01701, dated February 28, 2013.
- Exhibit 4** Stormwater Management Report entitled "Stormwater Management Report Center 128-Full Build, First Avenue, A Street and B Street, Needham, Massachusetts" prepared by Tetra Tech, 1 Grant Street, Framingham, Massachusetts 01701, dated August 24, 2012, revised March 1, 2013.
- Exhibit 5** A set of plans entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261,

Arlington, MA 02475, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 38 sheets: Sheet 1, Cover Sheet, dated August 20, 2012, revised March 1, 2013; Sheet 2, Sheet C-2, entitled "Abbreviations and Notes," dated August 20, 2012, revised August 24, 2012, and March 1, 2013; Sheet 3, Sheet C-3, entitled "Layout and Materials Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, and March 1, 2013; Sheet 4, Sheet C-4, entitled "Grading and Drainage Plan," dated August 20, 2012, revised August 24, 2012, October 2, 2012, November 1, 2012, and March 1, 2013; Sheet 5, Sheet C-5, entitled "Drainage Schedules," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, and March 1, 2013; Sheet 6, Sheet C-6, entitled "Utilities Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, and March 1, 2013; Sheet 7, Sheet LT-1, entitled "Site Lighting Plan," dated August 20, 2012, revised September 18, 2012, October 2, 2012, November 1, 2012, and March 1, 2013; Sheet 8, Sheet L-1, entitled "Landscape Plan," dated August 14, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, and March 1, 2013; Sheet 9, Sheet L-2, entitled "Landscape Details," dated August 14, 2012, revised August 24, 2012, September 18, 2012, and March 1, 2013; Sheet 10, Sheet L-3, entitled "Landscape Details," dated March 1, 2013; Sheet 11, Sheet D-1, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012, September 18, 2012 and March 1, 2013; Sheet 12, Sheet D-2, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012, September 18, 2012, and March 1, 2013; Sheet 13, Sheet D-3, entitled "Construction Details," dated August 20, 2012; Sheet 14, Sheet D-4, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, and March 1, 2013; Sheet 15, Sheet D-5, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, and March 1, 2013; Sheet 16, Sheet D-6, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, and March 1, 2013; Sheet 17, entitled "360 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 18, entitled "410 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 19, entitled "66 B Street, Existing Conditions Plan," dated January 18, 2012; Sheet 20, entitled "37 A Street, existing Conditions Plan," dated January 18, 2012; Sheet 21, entitled "37 A Street, existing Conditions Plan," dated January 18, 2012; Sheet 22, Sheet A-000 (Building #3), entitled "Cover Sheet," dated March 1, 2013; Sheet 23, Sheet A-101 (Building #3), entitled "First Floor Plan," dated March 1, 2013; Sheet 24, Sheet A-102 (Building #3), entitled "Second Floor Plan," dated March 1, 2013; Sheet 25, Sheet A-103 (Building #3), entitled "Third Floor Plan," dated March 1, 2013; Sheet 26, Sheet A-104 (Building #3), entitled "Fourth Floor Plan," dated March 1, 2013; Sheet 27, Sheet A-105 (Building #3), entitled "Fifth Floor Plan," dated March 1, 2013; Sheet 28, Sheet A-106 (Building #3), entitled "Sixth Floor Plan," dated March 1, 2013; Sheet 29, Sheet A-107 (Building #3), entitled "Roof Plan," dated March 1, 2013; Sheet 30, Sheet A-201 (Building #3), entitled "Building Elevations," dated March 1, 2013; Sheet 31, Sheet A-202 (Building #3), entitled "Building Elevations," dated March 1, 2013; Sheet 32, Sheet A-301 (Building #3), entitled "Building Sections," dated March 1, 2013; Sheet 33, Sheet A-000 (Garage B), entitled "Cover Sheet," dated March 1, 2013; Sheet 34, Sheet A-101 (Garage B), entitled "First Level Plan," dated March 1, 2013; Sheet 35, Sheet A-102 (Garage B), entitled "Second to Seventh Level Plan," dated March 1, 2013; Sheet 36, Sheet A-103 (Garage B), entitled "Eighth Level Plan," dated March 1, 2013; Sheet 37, Sheet A-201 (Garage B), entitled "Exterior Elevations," dated March 1, 2013; Sheet 38, Sheet A-202 (Garage B), entitled "Exterior Elevations," dated March 1, 2013; Sheet 39, Sheet A-301 (Garage B), entitled "Building Sections," dated March 1, 2013.

Exhibit 6 A set of plans entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc. 32 Turnpike Road, Southborough, MA 01772, Aterrank, Inc., P.O. Box 261, Arlington, MA 02476, Elkus Manfredi Architects, 300 VA Street, Boston, MA 02210, consisting of 37 sheets: Sheet 1, Sheet A0, Office #1, entitled "Cover Sheet," dated August 20, 2012; Sheet 2, Sheet A1.1, Office #1, entitled "First Floor Plan," dated August 20, 2012; Sheet 3, Sheet A1.2, Office #1, entitled "Second Floor Plan," dated August 20, 2012; Sheet 4, Sheet A1.3, Office #1, entitled "Third Floor Plan," dated August 20, 2012; Sheet 5, Sheet A1.4, Office #1, entitled "Fourth Floor Plan," dated August 20, 2012; Sheet 6, Sheet A1.5, Office #1, entitled "Roof Plan," dated August 20, 2012; Sheet 7, Sheet A2.0, Office #1, entitled "Exterior Elevations," dated August 20, 2012; Sheet 8, Sheet A3.0, Office #1, entitled "Building Sections," dated August 20, 2012; Sheet 9, Sheet A0, Garage A, entitled "Cover Sheet," dated August 20, 2012; Sheet 10, Sheet A1.1, Garage A, entitled "First Level Plan," dated August 20, 2012; Sheet 11, Sheet A1.2, Garage A, entitled "Second Level Plan," dated August 20, 2012; Sheet 12, Sheet A1.3, Garage A, entitled "Third Level Plan," dated August 20, 2012; Sheet 13, Sheet A1.4, Garage A, entitled "Fourth Level Plan," dated August 20, 2012; Sheet 14, Sheet A1.5, Garage A, entitled "Fifth Level Plan," dated August 20, 2012; Sheet 15, Sheet A1.6, Garage A, entitled "Sixth Level Plan," dated August 20, 2012; Sheet 16, Sheet A2.1, Garage A, entitled "Exterior Elevations," dated August 20, 2012; Sheet 17, Sheet A3.1, Garage A, entitled "Building Sections," dated August 20, 2012.

Exhibit 7 Lighting Cut Sheets as detailed on the plan described under Exhibit 5 above and consisting of the following: Kim Lighting Specification No. BNS1-LED comprising 11 sheets; Kim Lighting Specification No. WD14 comprising 8 sheets; Kim Lighting Specification No. PGL7-LED comprising 8 sheets; Kim Lighting Specification No. SAR-LED comprising 5 sheets; and Kim Lighting Specification No. AR-Led comprising 5 sheets.

Exhibit 8 Phasing plan entitled "Center 128 Phase 2A: Major Project Site Plan Review", prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, consisting of 3 sheets: Sheet C-1 entitled "Cover Sheet"; Sheet C-2 entitled "Layout and Materials Plan" dated March 1, 2013; Sheet L-1, entitled "Landscape Plan", dated March 1, 2013.

Exhibit 9 Application and Report stamped "Approved" by the Town of Needham Design Review Board dated March 18, 2013. Project plans approved by Design Review Board are described under Exhibit 5 above.

Exhibit 10 Interdepartmental Communications (IDC) to the Board from Paul F. Buckley, Needham Fire Department dated March 27, 2013 and March 27, 2013; IDC to the Board from Lieutenant John H. Kraemer, Needham Police Department dated April 27, 2013, received April 2, 2013; IDC to the Board from Janice Burns, Needham Health Department dated March 25, 2013; IDC to the Board from Anthony L. Del Gaizo, Assistant Director of Public Works dated April 2, 2013.

Exhibits 1, 2, 3, 4, 5, 6, 7 and 8 are hereinafter referred to as the Alternate Plan Set.

FINDINGS AND CONCLUSIONS

Based upon its review of the Exhibits and the record of proceedings, the Board found and concluded that:

- 1.1 The Property is located in the New England Business Center Zoning District. The Property consists of a new single parcel that merged four parcels that are currently shown on Needham

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five story, 127,145 sq. ft. structure. Building 3 will be a six story, 287,855 sq. ft. structure. Building 4 will be a four story, 135,000 sq. ft. structure. Notwithstanding the foregoing, the buildings may be modified pursuant to Section 3E7I ("Design Guidelines") of this First Amendment. At the completion of the Project there will be two free-standing garages. The first will contain spaces for 580 vehicles and the second will be built in stages and eventually contain space for 2,040 vehicles. There will also be surface parking for 114 vehicles, for a total of 2,734 parking spaces. The undeveloped portions of the site will be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented. The Board finds that the plans filed with this Application with respect to Garage B fall within the Design Guidelines set forth in Section 3.37 of the Original Decision.

- 1.8 The four separate parcels (66 B Street, 360 First Avenue, 410 First Avenue and 37 A Street) have been consolidated into a single 13.68 acre parcel. Construction of the hotel has begun and the building located at the former 37 A Street parcel is presently vacant. A permanent certificate of occupancy may be issued for the hotel irrespective of whether the building at the former 37A Street parcel remains standing or has been demolished. It is anticipated that 37 A Street will be demolished prior to the issuance of a certificate of occupancy for the first of the four office/research and development buildings to be constructed.
- 1.9 The Traffic Impact Study that was prepared for this Project and filed as part of the Application assumes a "full build" condition of 740,000 sq. ft. of office/research and development space and the 128 unit hotel, together with 2,734 parking spaces. It is anticipated that Garage A as shown on the Alternate Plan Set will be fully constructed at one time, while Garage B will be constructed in several phases, depending on the timing of the construction of the four office buildings. The Petitioner has requested that each building be considered a separate phase of the Project with the required parking provided to service the intended use. The Project has been engineered based on "full build" assumptions, as more specifically set forth in the application materials filed herewith, taking into account such items as storm water management, sewage disposal, utilities, internal driveways, landscaping and other improvements, parking and traffic.
- 1.10 It is anticipated that ownership of buildings or portions of buildings will be based on a condominium model of ownership, as contemplated in the Hotel Decision. A condominium has already been created pursuant to Massachusetts General Laws Chapter 183A and has been filed at the Norfolk Registry District of the Land Court as Document No. 1259666 and recorded at the Norfolk Registry of Deeds at Book 30268, Page 511.
- 1.11 The Petitioner has requested that the Hotel Decision, as affected by the Original Decision, continue in full force and effect until this First Amendment is issued by the Board with respect to this Project, all applicable appeal periods have expired and all other terms and conditions required for final Planning Board approval of the Project have been satisfied and evidence thereof having been transmitted to the Building Department and other Town departments. The Hotel development will be considered to be Phase 1 of this Project, governed by the terms of the Original Decision. The Original Decision will be superseded by this First Amendment after the occurrence of the events described above. As described in the Hotel Decision, and reiterated in the Original Decision, upon completion of the Hotel and improvements described in the Hotel Decision, as affected by the Original Decision, the Hotel will be entitled to a permanent certificate of occupancy regardless of the extent of future development authorized by this First Amendment and the level of completion, or commencement of subsequent phases, and said Permanent Certificate of Occupancy shall not be revocable.

- 1.12 The Petitioner has stated that it is critical that the hotel Building and associated improvements be allowed to stand on its own and upon completion of the Hotel and such associated improvements, that a Permanent Certificate of Occupancy be issued, regardless of the state of the Project and the state of completion or non-completion of any other phases of the Project. It is also critical that if future phases of the Project are commenced prior to the completion of the Hotel and that the loaming and seeding required by the Hotel Decision is disturbed to make way for future construction activities, that such event shall have no impact on or delay the issuance of said Permanent Certificate of Occupancy of the Hotel. It is also critical that each subsequent phase be allowed to stand on its own and upon completion of each phase a Permanent Certificate of Occupancy be issued for such phase, notwithstanding the status of other phases of the Project, which may not have been commenced or not completed. The Petitioner has stated that for each of the phases of the Project there will be parking spaces available equal to or in excess of what is required pursuant to the By-Law. The Board finds it appropriate that the Project may be divided into separate phases, authorizes the issuance of separate permanent certificates of occupancy upon completion of each individual phase, and grants the Petitioner the discretion to initially determine and subsequently modify the location and sequence of individual phases without further Board review except as described in Section 3.37 of this First Amendment, provided further that each phase include the construction of a structure and parking spaces equal to or in excess of what is required pursuant to the By-Law. The plans for each phase shall include the limits of the phase, and to the extent not already shown on the Alternate Plan approved by this First Amendment, the landscaping, walkways, and other hardscape and utility connections.
- 1.13 The Petitioner has requested an amendment to the Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, under Section 7.4 of the By-Law, Article II of the Planning Board Rules and Section 4.2 of Major Project Site Plan Special Permit.
- 1.14 The Petitioner proposes to place two emergency back-up generators in the front yard areas (B Street and First Avenue) of the buildings. The Petitioner has stated that the emergency generators will be designed and operated to comply with all applicable Federal, state and local regulations, including those addressing sound attenuation to protect the adjoining adjacent properties.
- 1.15 The proposed buildings and the proposed Project will conform to zoning requirements as to height, front, side and rear setbacks, maximum lot coverage, maximum floor-area ratio and minimum open space, with the exception of the Special Permits that have been requested by the Petitioner. The lot conforms to zoning requirements as to size and frontage.
- 1.16 Under the provisions of Section 5.1.2 of the By-Law a minimum of 2,608 parking spaces are required for the Project and a total of 2,734 parking spaces are provided. The parking requirement for hotel use is the following: "One space for each sleeping unit plus one space for each 200 square feet of function or conference area, plus one space for each three employees on the largest shift." Accordingly, the parking requirement for the hotel use is 140 parking spaces computed as the sum of (a) 128 sleeping units equals 128 parking spaces; (b) 1,306 square feet of conference/function space equals 7 parking spaces; and (c) 15 employees on the largest shift equals 5 parking spaces. Under the provisions of Section 5.1.2 of the By-Law, the parking requirement for an office use is "One parking space per 300 square feet of floor area". Accordingly, the parking requirement for the office use is 2,468 computed as the sum of $190,000/300 + 127,145/300 + 287,855/300 + 135,000/300 = 2,468$.
- 1.17 When Garage A is constructed a number of the surface parking spaces at the rear of the hotel will be eliminated but will be replaced on an interim basis by other parking on the property. Upon completion of Garage A, the balance of the parking spaces required for the hotel to comply with

the By-Law will be located in Garage A and shared with other users of Garage A. At all times 140 parking spaces will be available to serve the hotel use.

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- 1.18 Adjoining premises will be protected against any seriously detrimental uses on the site through provision of surface water drainage, sound and sight buffers, and preservation of views, light and air. Four separate parcels will be consolidated into one larger parcel. Until recently each parcel contained a free-standing building with surface parking. In late 2011, the office buildings at 360 First Avenue, 410 First Avenue and 66 B Street were demolished. The three buildings located on those parcels contained a total of 152,906 sq. ft. and was served by 408 parking spaces. 37 A Street presently contains a one story industrial building of approximately 99,223 sq. ft., together with additional surface parking for 205 vehicles. It is anticipated that the building at 37 A Street will be demolished prior to the issuance of the Certificate of Occupancy for the first of the four new office/research and development buildings to be constructed.

A hotel comprised of approximately 89,740 sq. ft., together with 140 parking spaces and associated improvements was approved by this Board by Major Site Plan Special Permit No. 2012-03, dated April 23, 2012. Of the 140 parking spaces, approximately 22 of those spaces will be located under the hotel at grade level. The balance of the parking spaces serving the hotel will be surface parking, until the construction of Garage A, at which time a number of the surface parking spaces at the rear of the hotel will be eliminated and additional parking will be made available for use by the hotel employees, guests and visitors in the garage.

Four new office buildings will be constructed with a total square footage not to exceed 740,000 sq. ft. Building 1 will be a five story, 190,000 sq. ft. structure. Building 2 will be a five story, 127,145 sq. ft. structure. Building 3 will be a six story, 287,855 sq. ft. structure. Building 4 will be a four story, 135,000 sq. ft. structure. Notwithstanding the foregoing, the buildings may be modified pursuant to Section 3.37 ("Design Guidelines") of this First Amendment. At the completion of the Project there will be two, free-standing garages. The first will contain spaces for 580 vehicles and the second will be built in stages and eventually contain space for 2,040 vehicles. There will also be surface parking for 114 vehicles, for a total of 2,734 parking spaces. The undeveloped portions of the site will be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented.

The existing site will be reconfigured such that the majority of the proposed parking will be contained in two parking garages. Due to this reconfiguration of parking, there will be an increase in open space and a corresponding increase in groundwater recharge. Surface water that is not recharged directly into the ground will be collected via a series of catch basins and drains. These drains will connect into the existing storm drains located in A Street and B Street as shown on the proposed site plans. Once the Project is constructed, the existing storm water infrastructure in First Avenue, A Street and B Street will see a significant decrease in the rate and volume of storm water runoff. The storm water drainage system is designed in accordance with the Massachusetts DEP's Stormwater Management Policy and the Town's requirements for storm water. (See Stormwater Management Report filed with this Application)

- 1.19 Convenience and safety of vehicular and pedestrian traffic will not be adversely affected by the project. The parking garages and other parking areas proposed to be created will contain at least the number of parking spaces required by the By-Law and will comply with the design criteria set forth in Section 5.1.3 of the By-Law. Instead of the continuation of four separate parcels, each containing its own building and parking area, curb cuts and the like, the consolidated new parcel will rationalize the parking and traffic to and from (as well as within) the site, improve the convenience and safety of vehicular and pedestrian movement within the site and on adjacent

streets and location of driveway openings in relation to traffic and adjacent streets will be enhanced. The project also complies with other regulations for the handicapped, minors and the elderly.

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- 1.20 Parking and loading spaces have been adequately arranged in relation to the proposed uses on the premises. The number of parking spaces required by the By-Law will be provided. The bulk of the parking will be in two parking garages which will protect employees and visitors to the site from the elements. As described in 1.12 above, in each of the phases of the Project there will be parking spaces available equal to or in excess of what is required pursuant to the By-Law.
 - 1.21 Adequate methods for disposal of refuse and waste will be provided by the Project. Solid waste and refuse will be disposed of in compliance with all applicable rules and regulations. The waste water system is and will continue to be connected to the municipal sewer system.
 - 1.22 The relationship of the structures to be constructed to those in the surrounding area will substantially improve the present condition of the site in that four old buildings, each with its own parking area, will be replaced by four new office buildings and an attractive, state-of-the-art multi-storied hotel. The creation of a campus-like environment and structured parking will enhance the relationship of structures and open space on the site. The proposed Project will comply with the off street parking requirements of Section 5.1.2 of the By-Law as well as the parking design criteria set forth in Section 5.1.3 of the By-Law. The addition of a hotel in the New England Business Center will provide an amenity that will stimulate and encourage further growth in the New England Business Center Zoning District. Community assets in the area will be improved as a result of the contribution by the Petitioner of a Traffic Improvement Fee to the Traffic Mitigation Fund established pursuant to Section 6.8 of the By-Law.
 - 1.23 The proposed Project will not have any adverse impact on the Town's water supply and distribution system, sewer collection and treatment, fire protection and streets. The proposed Project will not have any adverse impact on the Town's water or wastewater infrastructure. The Reservoir B Sewer Pump Station is presently being reconstructed and upgraded by the Town of Needham and is expected to be complete and operational in the near future.
- The Kendrick Street Pump Station was upgraded in conjunction with the Charles River Landing project. A third pump was added to the station which not only mitigated the increased flows from the Charles River Landing project, but also increased the capacity of the station.
- With respect to fire protection, each new building will be accessible for the Town's firefighting apparatus. The maximum height of the proposed buildings is 84 feet, and all buildings will be properly accessible to fire fighting equipment.
- 1.24 Because the Petitioner requested an increase in the floor-area ratio (FAR) above 1.0 in the New England Business Center District and the Board granted said request in the Original Decision, the criteria set forth in Section 6.8.1(b) of the By-Law are applicable.
 - 1.25 The existing public infrastructure is able to adequately service the proposed facility without negatively impacting existing uses, including but not limited to water supply, drainage and sewage services. The site currently fronts First Avenue, A Street and B Street. All roadways are public and contain water drainage and sewage infrastructure. The water, drainage, sewer and utility infrastructure in the public roadways are capable of supporting the proposed Project.

- 1.26 The Project proposes to provide parking spaces in excess of the number of spaces required under the By-Law. In addition, as described in the Traffic Impact Study filed with and made a part of this Application, the fees to the Town of Needham generated by the Traffic Improvement Fee described in the By-Law will total \$930,000.00. The funds will be spent at the discretion of the Town of Needham. The Petitioner has offered to accelerate payments over what is required under the By-Law, which will enable the Town to improve traffic conditions to maximize the benefit on traffic conditions made possible by the contribution.

The impact on traffic conditions at the site, on adjacent streets and in nearby neighborhoods, including the adequacy of roads and major intersections to safely and effectively provide access to and from the areas included in the New England Business Center, Highland Avenue Corridor, and Wexford/Charles Street Industrial District Plan, dated June 2001 (District Plan) and the areas immediately adjacent to said areas, will be addressed by the Kendrick Street Interchange associated with the I-95/I-93 (Route 128) Transportation Improvement Project and the Highland Avenue Improvement Project. In addition, the Petitioner will pay a Traffic Improvement Fee to the Traffic Mitigation Fund, to be spent at the discretion of the Town of Needham. Within a 1.0 FAR as allowed as a matter of right, the 13.68 acres (595,960 sq. ft.) property could be developed with approximately 595,960 sq. ft. of office space. At the rate of one parking space per 300 sq. ft. of office space, the site would require 1,987 parking spaces. The proposed building program includes four office buildings with a total of 740,000 sq. ft. and a hotel of approximately 80,000 sq. ft. with 128 units. The proposed Project comprised of 740,000 sq. ft. of office space (computed at one space per 300 sq. ft.) and 140 spaces for the hotel equals 2,607 parking spaces. The difference in parking spaces (2,607-1,987) is 620 spaces. The Traffic Improvement Fee is \$1,500 per excess parking space. Accordingly, the Traffic Improvement Fee for the project is \$930,000.00. The Petitioner has offered to accelerate the payments over what is required under the By-Law, by paying the entire fee for the full-build Project (\$930,000.00) upon the issuance of a building permit for the first office building planned to be constructed at the Property.

In addition to the Traffic Improvement Fee described above, the Petitioner has made a gift to the Town of Needham in the amount of \$75,000.00 for the purpose of hiring a traffic engineer to assist the Town to evaluate traffic measures that ought to be implemented to improve traffic conditions in the geographical area subject to the Traffic Mitigation Fund, either on an intermediate or long-term basis.

- 1.27 The environmental implications of the proposal are positive in that the creation of a campus environment will allow the construction of two free-standing parking garages to accommodate the vast majority of the parking requirements, thereby substantially reducing surface parking and the amount of impervious surface that would otherwise be required. The Project is also consistent with open space and conservation plans adopted by the Town. By consolidating four existing parcels and adopting a higher density approach to the design and development of the Project featuring multi-level structured parking, the Project will increase the amount of open space that would otherwise exist, and in doing so, decrease the amount of impervious surface area that would otherwise be necessary.
- 1.28 The Board has considered the long term and short term fiscal implications of the Project to the Town of Needham and finds that the Project will be beneficial to the Town. The New England Business Center is a principal generator of income to the Town of Needham. In addition to substantial payments to the Town and the Traffic Improvement Fee, it is anticipated that the Project will generate substantial net additional annual property taxes to the Town of Needham.

- 1.29 The Project is consistent with the goals of the New England Business Center, Highland Avenue Corridor, and Wexford/Charles Street Industrial District Plan dated June 2001 and set forth in the document entitled "Goals of the June 2001 New England Business Center, Highland Avenue Corridor, and Wexford/Charles Street Industrial District Plan", as adopted by the Planning Board on December 11, 2001 (Goals of the District Plan).
- 1.30 The Project will help to create a high quality office park that meets the space and infrastructure needs of the regional office market. The existing structure (37 A Street) and the recently demolished structures (360 First Avenue, 410 First Avenue and 66 B Street) no longer meet the needs of the modern, regional office market. The proposed Project will replace them with four modern, highly efficient and very attractive Class-A suburban office buildings of the design and quality sought after by the market. With structured parking and functional open space, the proposed buildings will cater to a wide variety of high-quality tenants looking to establish themselves in Needham. The unparalleled visibility and prominence along Route 128 will further enhance the attraction of the Project to prospective tenants. The eventual completion of the Add-a-Lane project, including the construction of the Kendrick Street intersection, will, in the future, increase the desirability of the New England Business Center as a high quality office park. The construction of a hotel on the Property will also enhance the attractiveness of the office park and will complement the business expected to locate at the Property.
- 1.31 The Project will create a "campus-like" character for the district through the design of buildings, streets and/or public spaces. The Project has been designed specifically to create a "campus-like" character. The consolidation of four lots into a single lot with interior walking areas, and vibrant, functional plazas will serve to connect the buildings through the use of open space. The placement of garages in relation to the buildings will maximize convenience for visitors. The incorporation of strategically located driveways and landscaped interior "streets" further promotes the campus ideal. The construction of a hotel on the campus will increase the viability and success of the campus, serves to decrease vehicle trips for those business people doing business in the NEBC from out of town and will add an element of diversity of use in the "campus".
- 1.32 The design of the Project will increase the amount of pervious surface and green space throughout the district as a result of the Project's campus environment and shared parking structures. As currently proposed, the Project will entail the complete demolition of four buildings and existing surface parking areas associated with each of those buildings and replace the vast majority of the parking within structured parking garages. This First Amendment will dramatically increase the amount of area available for open green space and pervious surfaces. As currently designed, the Project will provide the required 25% of open space.
- 1.33 One of the criteria listed in the District Plan is whether the Project "improves pedestrian access and views Charles River and Cutler Lake". This goal is inapplicable to the Project, due to its location on the opposite side of the District as the aforementioned amenities.
- 1.34 The Project, which has been branded "Center 128", will create a "sense of address" in each of the sub areas along Route 128, in the center of the site and along the river. The Project will take advantage of First Avenue as the leading visible edge of the New England Business Center. The proposed hotel located on B Street will also be partially visible from Route 128 and increase the attractiveness and draw to the "campus". In doing so, the Project will enhance the NEBC's strategic location in the highly competitive suburban office market.

- 1.35 By locating the structured parking garages towards the rear of the site and with the use of strategic landscaping, the Project effectively screens the visual impact of the garage on the open public space. The buildings, not the garages, are located along the public roads.

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- 1.36 The Project helps to create a unified sense of character and defines a clear hierarchy of streets throughout the district. Establishing First Avenue as a primary street will be accomplished not only with the orientation of the buildings themselves, but also by carefully treating the perimeter of the Project with appropriate levels of landscaping and streetscapes. The hotel along B Street will also include a high level of landscaping and further enhance the streetscape of B Street. Native trees and shrubs will compliment high quality street furnishings and lighting elements throughout the site. First Avenue will benefit from its visibility and innovative design to signify its primary street focus. In addition, the attractive state-of-the-art hotel on B Street, together with the landscaping and architectural elements visible from B Street, will increase the attractiveness of the entire campus. As B Street feeds into Third Avenue, it leaves open the possibility of Third Avenue evolving into another primary street for the New England Business Center.
- 1.37 The Project helps to create a consistent edge to the district that provides an attractive face to Route 128. The orientation of the proposed buildings to Route 128 and First Avenue will provide an attractive face and sense of quality to motorists on Route 128. The addition of an attractive state-of-the-art hotel on B Street that will be visible from Route 128 will add to the attractive face to Route 128. Incorporating modern design and materials, the buildings will signify a new era for the New England Business Center, one that denotes progress and opportunity.
- 1.38 The Project permits taller buildings with massing and height appropriate to the scale of the highway by replacing the existing one story structures with multi-story structures. The Project will exemplify this goal of permitting taller buildings along the Route 128 highway edge of the New England Business Center.
- 1.39 The Project will create spaces between buildings that allow views into the site from Route 128. By situating one of the new buildings perpendicular to Route 128 and First Avenue, a more thorough campus setting has been created that allows for visibility into the site from Route 128. The proposed new building at 37 A Street has been situated to maximize its attractiveness in relation to A Street.
- 1.40 Both the Hotel Project as described in the Hotel Decision, the Project described in the Original Decision and the present Project have been approved by the Design Review Board.
- 1.41 Under Section 7.4 of the By-Law, a Major Project Site Plan Special Permit may be granted in the New England Business Center Zoning District, if the Board finds that the proposed project complies with the standards and criteria set forth in the provisions of the By-Law. On the basis of the above findings and criteria, the Board finds that the Alternative Plan Set, as conditioned and limited herein for Site Plan Review, to be in harmony with the purposes and intent of the By-Law to comply with all applicable By-Law requirements, to have minimal adverse impact and to have proposed a development which is harmonious with the surrounding area.
- 1.42 Under Section 3.2.4.2(d), a Special Permit may be granted for a hotel in the New England Business Center Zoning District, provided the Board finds that the proposed use is in harmony with the general purposes and intent of the By-Law and is designed in a manner that is compatible with the existing natural features of the site and is compatible with the characteristics of the surrounding area. The Board finds that the proposed development plan shown on the

Alternative Plan Set as conditioned and limited herein, to be in harmony with the general purposes and intent of the By-Law and to comply with all applicable By-Law requirements.

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- 1.43 Under Section 4.8(1) a Special Permit may be granted to increase the maximum height of buildings in the New England Business Center to 84 ft. provided that the proposed structures are properly accessible to fire fighting equipment. The Board finds that the proposed structures are properly accessible to fire fighting equipment.
- 1.44 Under Section 4.8.3 of the By-Law, a Special Permit may be granted to waive any or all dimensional requirements set forth in Section 4.8 of the By-Law, by relaxing each by up to a maximum of 25% if it finds that, given the particular location and/or configuration of a project in relation to the surrounding neighborhood, such waivers are consistent with the public good, that to grant such waivers does not substantially derogate from the intent and purposes of the By-Law or the Goals of the District Plan cited in Section 6.8.1(b) of the By-Law, and that such waivers are consistent with the requirements of Section 6.8. The requested waivers are as follows:
- (a) The Applicant has requested Special Permits under Section 4.8.3 to waive the requirements of Sections 4.8.1(6) of the By-Law ("maximum uninterrupted façade lengths shall be 300 ft. or 200 ft. if within 350 ft. of a General Residence District Zoning Boundary, a river or a lake"). Two facades of both garages will exceed 300 ft. of uninterrupted facade length.
 - (b) The Petitioner has also requested a Special Permit pursuant to Section 4.8.3 to reduce the rear setback of Garage A from 20 ft. to 15 ft. and to waive the requirement contained in Section 4.8.1(2), which states "Where appropriate street trees shall be planted at least every 40 ft. along the frontage."
 - (c) The Petitioner has also requested a waiver under Section 4.8.3, authorizing two gaps along B Street in front of Building 3 where the 40 ft. requirement is not met due to the existence of storm water chambers that need to be constructed at those locations and one gap along First Avenue in front of Building 3 where the 40 ft. requirement is not met due to a proposed significant architectural element (a large bay window) in the location where one of the trees would otherwise be placed. The Petitioner has also requested a finding that the Special Permit granted in the Original Decision relative to the two gaps along B Street remain in full force and effect.
 - (d) The Petitioner has also requested a waiver pursuant to Section 4.8.3 to waive the requirement contained in Section 4.8.1(2) ("where appropriate street trees shall be planted at least every 40 ft. along the frontage") to the extent that the requirements of said section shall not be applicable to the portions of the site that are not subject to Phase I or the current phase of the Project, so that street trees shall not be required to be planted until the applicable portion of the frontage is included in a subsequent phase of the Project.
 - (e) The Petitioner has also requested that the Board make certain findings, as described in this First Amendment.

The Board finds that given the particular location and/or configuration of the Project in relation to the surrounding neighborhood, the four requested waivers are consistent with the public good and that to grant such waivers does not substantially derogate from the intent and purposes of the By-Law or the Goals of the District Plan cited in Section 6.8.1(b) of the By-Laws, and that such

waivers are consistent with the requirements of Section 6.8. With respect to the waiver request described in paragraph (a) above, the Board notes that the two affected facades are located along a side lot line abutting a strip of land previously utilized for railroad purposes and that said facades do not face or front on a street upon which such extended facade length would be visible. With respect to the waiver request described in paragraph (b) above, the Board notes that the setback waiver for Garage A is from a strip of land previously utilized for railroad purposes and that said parcel is unbuildable. The Board further notes that with the noted side line setback waiver, Garage A complies with the setback standards for structured parking from adjacent buildings which requires the garage's placement at least 20 feet from any adjacent building. The Board further finds that with respect to the requested findings described above, that given the particular location and/or configuration of the Project in relation to the surrounding neighborhood, the requested findings are consistent with the public good and that to grant such relief and/or to make said findings does not substantially derogate from the intent and purposes of the By-Law or the Goals of the District Plan cited in Section 6.8.1 of the By-Laws and that such findings are consistent with the requirements of Section 6.8.

- 1.45 Under Section 4.8.6(6) of the By-Law, a Special Permit may be granted to increase the floor-area ratio from 1.0 to 1.5. In the Original Decision, the Board examined the factors described in Section 6.8.1 of the By-Law, acknowledges that the Petitioner has agreed to the payment of the traffic improvement fee described in Section 6.8.1(d) of the By-Law. The Board finds the Alternative Plan Set, as conditioned and limited herein, to be in harmony with the general purposes and intent of the By-Law and to comply with all applicable By-Law requirements.

On the basis of the above findings and conclusions, the Board finds the proposed Project and Alternative Plan Set, as modified by this First Amendment and as conditioned and limited herein, to meet these requirements, to be in harmony with the general purposes and intent of the By-Law, to comply with all applicable By-Law requirements, and will not be a detriment to the Town's and neighborhood's inherent use of the surrounding area.

THEREFORE, the Board voted 5-0 to GRANT:

- (1) the requested amendment to a Special Permit for Major Project Site Plan Review under Section 7.4 of this By-Law; to approve the Alternative Plan Set described in this First Amendment, to approve the detailed plans of Building 3 and Garage B, together with associated landscaping and other site improvements as shown on the Alternative Plan Set, and to approve Phase 2A of the Project, as shown on the phasing plans described in Exhibit 7 of this First Amendment;
- (2) the requested Special Permit under Section 4.8(1) to increase the maximum height of the buildings and garages from 72 ft. to 84 ft.;
- (3) the requested Special Permits under Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the By-Law relative to maximum uninterrupted facade length to permit the facades of both garages to exceed 300 feet;
- (4) the requested Special Permit under Section 4.8.3 of the By-Law, to reduce the rear setback of Garage A to 20 ft. to 15 ft.;
- (5) the requested Special Permit under Section 4.8.3 of the By-Law to waive the requirement contained in Section 4.8.1(2) regarding street trees, to the extent requested;

- (6) the requested Special Permit under Section 4.8.3 of the By-Law to waive the requirement contained in Section 4.8N(2) to the extent that the requirements of said Section shall not be applicable to the portions of the site that are not subject to Phase 1 or the current phase of the Project so that street trees shall not be required to be planted until the applicable portion of the frontage is included in a subsequent phase of the Project;
- (7) the requested finding that the Petitioner have the discretion to increase the number of parking spaces and levels in Garage A, and to decrease the number of parking spaces and levels in Garage B, without further Board review or approval, and without further review or approval of the Design Review Board provided that the total number of parking spaces on the property is 2,734;
- (8) the requested finding that in all other respects the Special Permits granted in the Original Decision and the findings and approvals contained in the Original Decision shall remain in full force and effect, including but not limited to:
 - (a) the requested right to approve specific building design and other site changes without further public hearings provided that said plans and/or changes fall within the design guidelines described herein, and
 - (b) the requested right to divide the Project into separate phases without further public hearings, and to initially determine and subsequently modify the location and sequence of individual phases subject to Board review and approval as described in Section 3.37 of this First Amendment, provided that each phase includes the construction of a structure and parking spaces equal to or in excess of what is required pursuant to the By-Law and that the relief granted in this First Amendment be considered as additional relief granted that is necessary to construct the Project in accordance with the Alternate Plan Set filed with this Application if that course is pursued by the Petitioner;
- (9) the requested finding that the Design Guidelines contained in the Original Decision be modified to reflect the above-described flexibility set forth in Finding 7 above;
- (10) the requested finding that the Special Permit granted in the Original Decision pursuant to Section 4.8(6) of the By-Law to increase the floor-area ratio above 1.00 to 1.39 remain in full force and effect;
- (11) the requested findings and determinations that the Special Permit granted in the Original Decision pursuant to Section 3.2.4.2(d) of the By-Law for a hotel in the New England Center Business District remain in full force and effect; the requested finding that the Special Permit previously issued in the Original Decision, specifically, the Special Permit under Section 3.2.4.2(d) for a hotel on the Property in the Hotel Decision which, as modified by the Original Decision, is incorporated herein by reference, except to the extent modified by this First Amendment, and specifically authorizes: (i) the requested right to condominiumize the Property (but not the hotel into a condominium hotel) or to enter into ground leases between Petitioner and third parties without further Board action or approval, as approved in the Hotel Decision and incorporated herein by reference, except to the extent modified by the Original Decision remain in full force and effect; and (ii) the requested right to revise the floor plans and the unit mix of the hotel without the need for additional hearings or approvals from the Board, provided that the square footage of the hotel does not exceed 89,740 sq. ft., the total number of guest units does not exceed 128, and the approximately 13,240 sq. ft. of first floor conference/function space, guest dining area, lounge-bar area, indoor pool, exercise room and other hotel amenities uses remains in full force and effect;

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- (12) the requested right to ~~Amend~~ modify floor plans of the office/research and development building and garages without further Board review or approval ~~provided that~~ (a) the aggregate number of parking spaces in the garages is not reduced below 2620, and/or (b) the footprint and total square footage of the subject office/research and development building has been approved and that the Alternate Plan Set with respect to Garage B falls within the Design Guidelines set forth in Section 3.37 of the Original Decision;
- (13) the requested determination that if, as and when a building permit for Building 3 as shown on the Alternate Plan Set is issued by the Town of Needham, that the Alternate Plan Set be deemed to have superseded the plans approved in the Original Decision for purposes of this First Amendment and the Original Decision; and
- (14) the requested relief that Building 1 be modified from a four-story, 150,000 sq. ft. building to a five-story, 190,000 sq. ft. building, and a consequent decrease in Building 4 from a five-story, 175,000 sq. ft. building to a four-story, 135,000 sq. ft. building.

PLAN MODIFICATIONS

Prior to the issuance of a building permit or the start of any construction on the Site, the Petitioner shall cause the Alternative Plan Set to be revised, if necessary, to show the following additional, corrected, or modified information. The Building Inspector shall not issue any building permit nor shall he permit any construction activity on the Site to begin on the site until and unless he finds that the Alternative Plan Set contains or is revised to include the following additional, corrected, or modified information. Except where otherwise provided, all such information shall be subject to the approval of the Building Inspector. Where approvals are required from persons other than the Building Inspector, the Petitioner shall be responsible for providing a written copy of such approvals to the Building Inspector before the Inspector shall issue any building permit or permit for any construction on the Site. The Petitioner shall submit nine copies of the final plans as approved for construction by the Building Inspector to the Board prior to the issuance of a Building Permit.

- 2.1 The Alternative Plan Set shall be modified to include the requirements and recommendations of the Board as set forth below. The modified plans shall be submitted to the Board for approval and endorsement. All requirements and recommendations of the Board, set forth below, shall be met by the Petitioner.

- (a) The Plan shall be revised to show a temporary "Fire Lane" along the north side, and adjacent to, Parking Garage B. The lane shall be a minimum of 18 feet wide and shall extend the entire length of the structure, with sufficient radiuses for fire apparatus at the proposed curb. The lane shall be constructed with a type of reinforced material that would support fire apparatus (including outriggers for aerial trucks) such as asphalt. The Plan shall show such area marked as "Fire Lane No Parking", as well as show signage for the same.
- (b) The Plan shall be revised to eliminate the section of walkway and landscaping located between the two proposed garages and located on property not owned by the Petitioner.
- (c) The Plan shall be revised to show the inside of the loading docks and shall provide the proposed grades.
- (d) The Plan shall be revised to provide the contours of the proposed rain gardens.
- (e) The Plan shall be revised to include a note indicating that the cisterns will be used for irrigation purposes.
- (f) The Plan shall be revised to show proposed tree locations relocated so that they are not

- located on top of the utilities and infiltration system. N O T
- (g) The Plan shall be revised to show the Grease Tank relocated to provide a 10-foot offset to the proposed infiltration system. O F F I C I A L
- (h) The Plan shall be revised to correct the sewer and drain pipe conflicts in the area of Building Number 2 by relocating the infiltration drainage system or raising/relocating the building sewer.

CONDITIONS

The following conditions of this approval shall be strictly adhered to. Failure to adhere to these conditions or to comply with all applicable laws and permit conditions shall give the Board the rights and remedies set forth in Section 3.48 hereof.

I. Conditions pertaining specifically to the Hotel

- 3.1 This permit is issued for a hotel comprising approximately 89,740 square feet and containing 128 guest units (116 studio units, 8 one bedroom units and 4 two bedroom units), approximately 13,240 square feet of conference/function space, a guest dining area, lounge/bar area, indoor pool, exercise room, and other hotel amenities, parking for 140 vehicles, landscaping and associated improvements. Ancillary to the hotel use each guest unit may have a self contained kitchen area with some or all of the following: a refrigerator with freezer, dishwasher, a two-burner cook top, microwave and sink. A conference/function space may be provided for hotel guest use and that of outside parties. A guest dining area, lounge/bar area, indoor pool, exercise room, and other hotel amenities may be provided for the exclusive use of hotel guests and their invitees. Notwithstanding the above, the mix of guest units between urban studios, one-bedroom units and two-bedroom units within the footprint of the square footage designated for said unit use on the building's second, third, fourth and fifth floors as shown on the Hotel plan shall be allowed (including associated halls and support functions) without further review or approvals by the Planning Board, provided that the square footage of the hotel does not exceed 89,740 square feet, the total number of guest units does not exceed 128 and the use of the approximately 13,240 square feet of first floor conference/function space, guest dining area, lounge/bar area, indoor pool, exercise room, and other hotel amenities uses remains unchanged.
- 3.2 No services commonly associated with transitional housing or short term residential studio units, including but not limited to provision of case management, or counseling, may be provided to hotel clients on-site.
- 3.3 The hotel shall only be used by transients and shall not be used as a residence and shall at all times be licensed under Massachusetts General Laws Chapter 140, Section 6 as a hotel. All guests shall be licensees under Massachusetts law and not tenants. To ensure that the hotel is used solely for transient or overnight occupancy and not as a permanent residence, multi-family residence or rooming house, the hotel's marketing shall disclose that the hotel does not provide residences (notwithstanding that the hotel name may use the word "residence") but provides only hotel-room or hotel-suite accommodations for transient or overnight occupancy, and the hotel shall be operated so that the majority of guest-nights per calendar year are provided to guests whose stay is not longer than thirty days and no guest shall be allowed to stay for ninety continuous days in any one calendar year. The Petitioner shall provide to the Board pre-opening copies of its marketing materials, and shall, forthwith after one full calendar year of operation and for each year thereafter, provide to the Board both its then-current marketing materials and a written report based on its guest log, without disclosure of guest names, giving number of guests

and number of nights for each unit. If marketing or occupancy history indicates that the hotel is marketed or used for other than transient occupancy, the Petitioner shall revise its marketing materials and business practices to the satisfaction of the Board so as to ensure transient occupancy.

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- 3.4 The following hotel operational procedures shall be followed: the operator shall provide the furnishings and utilities; the hotel shall provide maid service; the operator shall provide the keys or means of access, there shall be a front desk (staffed 24 hours) and a centralized reservation system. The hotel's license with the guest shall prohibit the guest from using the hotel address for voter or automobile registration.
- 3.5 The hotel shall be limited to one hundred twenty-eight 128 guest units. The staffing for the hotel shall be limited to fifteen (15) employees on-site during the largest shift.
- 3.6 One hundred forty (140) parking spaces shall be provided for the hotel at all times in accordance with the final plan and there shall be no parking of motor vehicles off the Property at any time except in designated legal on-street parking areas. Upon construction of Garage A certain surface parking spaces to the rear of the hotel shall be eliminated. Temporary parking spaces shall be made available during construction and Hotel guests will be permitted to utilize Garage A in common with others entitled thereto, such that at least 140 parking spaces shall be available for hotel use at all times.
- 3.7 The hotel building, parking area, driveways, walkways, landscaped area, and other site and off-site features shall be constructed in substantial accordance with the plan. Any changes, revisions or modifications to the plan shall require approval by the Board.
- 3.8 Notwithstanding the provisions of Section 3.37 relative to condominiumization of the Property, nothing in this First Amendment shall constitute permission for the Hotel to be converted to a condominium hotel. Neither shall the ground lease nor the Project condominium plans and documents allow allocation of the 140 hotel parking spaces to other property tenants or unit owners. The parking spaces in Garage A shall be shared with others entitled to use Garage A. No specific Garage A spaces will be designated for the exclusive use of the Hotel.

II. General Conditions

- 3.9 The proposed buildings, parking areas, driveways, landscape areas, and other site and off-site features shall be constructed in substantial accordance with the Alternative Plan Set as modified by this First Amendment and shall contain the dimensions and be located on that portion of the Property as shown on the plan and in accordance with applicable dimensional requirements of the By-Law, except as may be approved by this Board in accordance with the terms of this First Amendment. Upon completion of the project a total of 2,734 parking spaces shall be provided to service the Project. All off-street parking shall comply with the requirements of Section 5.1.2 and 5.1.3 of the By-Law, as shown on the plan, or as may be waived in the future by this Board.
- 3.10 The proposed buildings and support services shall contain the dimensions and shall be located on that portion of the locus as shown on the Alternative Plan Set, as modified and/or approved pursuant to Section 3.38 of this First Amendment, and in accordance with the applicable dimensional requirements of the By-Law as have been waived as modified by this First Amendment or as may be waived in the future by this Board.

- 3.11 This permit is issued for professional, business or administrative offices, laboratories engaged in scientific research and development, and hotels. Any changes of such above-described uses shall be permitted only by amendment of this Approval by the Board. Notwithstanding the above, the Board may permit on the first floor of a multi-story office building the uses contemplated under Section 3.2.4/1(j) of the By-Law following such notice and hearing, if any, as the Board, in its sole and exclusive discretion, shall deem due and sufficient.
- 3.12 The Alternative Plan Set, as modified by this First Amendment is approved for the TripAdvisor complex. In the event that TripAdvisor does not go forward with its option on Building 3, then the Original Decision shall remain in full force and effect without modification..
- 3.13 The Petitioner has prepared and filed with the Board and the Norfolk County Registry of Deeds a plan which shows Assessor's Plan 300, Parcels 15, 16, 28 and 29 merged, using customary surveyor's notation. Except (a) as a result of the condominiumization of the Property, or (b) the Property being ground leased, all buildings and land constituting the Property shall remain under single ownership.
- 3.14 All required handicapped parking spaces shall be provided including above-grade signs at each space that include the international symbol of accessibility on a blue background with the words "Handicapped Parking Special Plate Required Unauthorized Vehicles May Be Removed At Owners Expense". The quantity and design of spaces, as well as the required signage shall comply with the M.S.B.C. 521 CMR Architectural Access Board Regulation and the Town of Needham General By-Laws, both as may be amended from time to time.
- 3.15 Sufficient parking shall be provided on the site at all times in accordance with the Alternative Plan Set and there shall be no parking of motor vehicles off the site at any time except in designated legal on-street parking areas. The leasing plan shall not allow the allocation of parking spaces to tenants in excess of the available number.
- 3.16 The Petitioner shall provide or make available shuttle service between the Project buildings and public transportation stations during the hours of 7:00 a.m.-9:00 a.m. and 4:00-6:00 p.m. Monday through Friday.
- 3.17 The Petitioner shall undertake a transportation demand management program (TDM) program to facilitate carpooling, transit usage and parking management. A copy of the TDM program plan as described above shall be submitted to the Board for review and approval for compliance with the terms of the permit prior to the issuance of the occupancy certificate for each project phase.
- 3.18 The Petitioner shall pay a Traffic Improvement Fee to the Traffic Mitigation Fund, to be spent at the discretion of the Town of Needham. The Traffic Improvement Fee for the entire project is \$930,000.00. The Petitioner shall pay the entire fee for the full-build Project (\$930,000.00) upon the issuance of a building permit for the first office building planned to be constructed at the Property.
- 3.19 In addition to the Traffic Improvement Fee described in Section 3.18 above, the Petitioner has made a gift to the Town of Needham in the amount of \$75,000.00, for the purpose of hiring a traffic engineer to assist the Town to evaluate traffic measures that ought to be implemented to improve traffic conditions in the geographical area subject to the Traffic Mitigation Fund, either on an intermediate or long-term basis.
- 3.20 The Petitioner shall undertake the following measures:

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- (a) The Petitioner shall make a contribution in the amount of \$1,000,000 to a New England Business Center Owners' Association (the "Association") to be created and to be comprised of owners of real estate within the New England Business Center Zoning District (the "NEBC") who wish to join the association. The \$1,000,000 shall be available for the association to use to address traffic and related issues that exist or which may exist in the future at any or all intersections in and around the NEBC as the Association shall deem advisable. Petitioner shall cooperate with the Association in connection with the Association's application of the \$1,000,000.00. The Petitioner made an initial payment of \$100,000 to the Association within thirty (30) days after the appeal period expired on the Original Decision with no appeal having been filed or if an appeal has been filed, within thirty (30) days after satisfactory resolution of the appeal. The balance of the funds shall be paid in four annual installments, each in the amount of \$225,000. Said payments shall commence one year after the original \$100,000 payment described was made.
- (b) Petitioner shall not request the Board to modify the \$930,000 payment to the Traffic Mitigation Fund as described in this First Amendment. Petitioner shall cooperate with the Association and the Town to ensure that the \$930,000 shall be used in part to mitigate traffic and related impacts of the Project, including but not limited to (and as a priority) the 4th Street and Kendrick Street intersection.
- (c) Petitioner will encourage its prospective tenants and/or purchasers of the proposed new office buildings to provide that ground floor retail uses in the office/R&D buildings (including, but not limited to retail establishments, restaurants, cafeterias, daycare, indoor athletic and exercise facilities) shall be open to the public.
- (d) Petitioner shall provide a bike share program for the NEBC (such as Zagster or similar programs).
- (e) The Transportation Demand Management program (TDM program) described in Section 3.17 of this First Amendment shall include (a) provisions for Zipcar parking spaces and (b) participation in the 128 Business Council's shuttle service, as more particularly described in Section 3.15 of this First Amendment.
- (f) Petitioner shall propose a commemorative historical exhibit and signage within the NEBC recognizing the NEBC as the first industrial park in the United States and shall use reasonable efforts to obtain approval for said exhibit and signage by the Design Review Board and other applicable Town boards or departments whose approval is required.
- (g) Petitioner shall provide up to \$100,000 to fund a new ingress and egress signage package for the NEBC. The Association to be created shall provide that it shall be responsible for payment of all costs and expenses related to said signage package, including permitting and installation in excess of such \$100,000.
- 3.21 All deliveries and trash dumpster pick up shall occur only between the hours of 7:00 a.m. and 6:00 p.m., Monday through Saturday, not at all on Sundays and holidays. The trash shall be picked up no less than two times per week or as necessary. Notwithstanding the above, there shall be a prohibition against tractor-trailer deliveries in the loading dock area of Building 2 and

Building 3 between the hours of 7:00 a.m. to 9:00 a.m. and between the hours of 4:00 p.m. and 6:00 p.m.

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- 3.22 All lights shall be shielded during the evening hours to prevent any annoyance to the neighbors and to minimize light pollution.
- 3.23 All new utilities, including telephone and electrical service, shall be installed underground from the street line or from any off-site utility easements, whichever is applicable. If installed from an off-site utility easement the utility shall be installed underground from the source within the easement.
- 3.24 All solid waste shall be removed from the Property by a private contractor. Snow shall also be removed or plowed by private contractor. All snow shall be removed or plowed such that the total number and size of required parking spaces remain available for use.
- 3.25 The Petitioner shall seal all abandoned drainage connections and other drainage connections where the Petitioner cannot identify the sources of the discharges. Sealing of abandoned drainage facilities and abandonment of all utilities shall be carried out as per Town requirements.
- 3.26 The Petitioner shall connect the sanitary sewer line only to known sources. All sources which cannot be identified shall be disconnected and properly sealed.
- 3.27 The Petitioner shall secure from the Needham Department of Public Works a Sewer Connection Permit and shall pay an impact fee, if applicable.
- 3.28 The Petitioner shall secure from the Needham Department of Public Works a Street Opening Permit.
- 3.29 The Storm Water Management Policy form shall be submitted to the Town of Needham signed and stamped and shall include construction mitigation and an operation and maintenance plan as described in the policy.
- 3.30 The construction, operation and maintenance of the subsurface infiltration facility, on-site catch basins and pavement areas, shall conform to the requirements outlined in the EPA's Memorandum of Understanding signed by the Needham Board of Selectmen.
- 3.31 The Petitioner shall implement the following maintenance plan:
- (a) Parking lot sweeping - sweep twice per year; once in spring after snowmelt, and early fall.
 - (b) Catch basin cleaning - inspect basins twice per year; in late spring and fall. Clean basins in spring.
 - (c) Oil/grit separators - inspect bi-monthly and clean four times per year of all oil and grit.
- 3.32 The maintenance of parking lot landscaping and site landscaping, as shown on the plan, shall be the responsibility of the Petitioner. The undeveloped portions of the site shall be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented.

3.33 In constructing and operating the proposed building and parking area on the Property pursuant to this First Amendment, due diligence shall be exercised and reasonable efforts be made at all times to avoid damage to the surrounding areas or adverse impact on the environment.

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Excavation material and debris, other than rock used for walls and ornamental purposes and fill suitable for placement elsewhere on the Property, shall be removed from the Property.

3.35 All construction staging shall be on-site. No construction parking shall be on public streets. Construction parking shall be all on-site or a combination of on-site and off-site parking at locations in which the Petitioner can make suitable arrangements. Construction staging plans shall be included in the final construction documents prior to the filing of a Building Permit and shall be subject to the review and approval of the Building Inspector.

3.36 The following interim safeguards shall be implemented during construction:

- (a) The hours of construction shall be 7:00 a.m. to 8:00 p.m. Monday through Saturday.
- (b) The Petitioner's contractor shall provide temporary security chain-link or similar type fencing around the portions of the Project Property which require excavation or otherwise pose a danger to public safety.
- (c) The Petitioner's contractor shall designate a person who shall be responsible for the construction process. That person shall be identified to the Police Department, the Department of Public Works, the Building Inspector, and the abutters and shall be contacted if problems arise during the construction process. The designee shall also be responsible for assuring that truck traffic and the delivery of construction material does not interfere with or endanger traffic flow on B Street, A Street, First Avenue and Second Avenue, or the adjacent roads.
- (d) The Petitioner shall take the appropriate steps to minimize, to the maximum extent feasible, dust generated by the construction including, but not limited to, requiring subcontractors to place covers over open trucks transporting construction debris and keeping B Street, A Street, and First Avenue clean of dirt and debris and watering appropriate portions of the construction site from time to time as may be required.

3.37 Condominiumization of the Property. The Board hereby acknowledges that the land comprising the property and the improvements thereon were submitted to the provisions of Massachusetts General Laws Chapter 183A by the recording of the "Master Deed of Center 128 Condominium, Needham, Massachusetts," with the Norfolk County Registry of Deeds at Book 30268 and Page 511 (the "Master Deed"), thereby creating Center 128 Condominium (the "Condominium"). It is anticipated that the Master Deed of the Condominium will be amended to add, as additional Units, each new building constructed pursuant to this Special Permit.

The Master Deed specifically provides that each Unit Owner may submit its Unit to the provisions of Chapter 183A and establish a secondary condominium. In the event that a secondary condominium is created for a particular building/Unit authorized by this Special Permit, following the issuance of a permanent certificate of occupancy for the core and shell of that building/Unit, temporary and permanent certificates of occupancy may be issued for individual units within the secondary condominium unit. Except for condominiumization of the property and/or to base ownership on ground lease arrangements, the buildings and land

constituting the property shall remain under a single ownership. Nothing herein shall constitute permission for the hotel to be converted into a condominium hotel.

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- 3.38 Design Guidelines The Board approves the plans for the site, Building 1, Building 3, Garage A and Garage B, as filed. The Board approves Buildings 2, and 4, with general size, massing and locations of the buildings at a conceptual level as described in the application and using the plans for Building 1 as a template. As a prerequisite for final approval and the issuance of a building permit, each new building (and modifications to Building 1, Building 3, and Garage A and Garage B) shall be subject to design review by the Planning Board to determine conformance to the following Design Guidelines. Design approval shall be granted by the Planning Board for final plans that are consistent with the Design Guidelines and the applicable requirements of the By-Law. Design Review approval by the Planning Board shall constitute the Planning Board's determination that the proposed plans are consistent with this First Amendment and meet all applicable standards of review for the Project.

Design Guidelines

- 1) There shall be four office buildings and two free-standing garages. The total square footage of the four office buildings shall not exceed 740,000 sq. ft.
- 2) The buildings will be designed in a first class manner and Class A commercial building standards consistent with the Central Route 128 office market.
- 3) Building 1 is approximately 35% opaque. Of this amount, 60 to 70% may be precast concrete, natural or manufactured stone, brick or similar masonry material. The remainder may be metal, wood, ceramic, glass fiber reinforced concrete, fiber cement or similar panelized material to be used as part of wall and curtain wall systems. Synthetic stucco (EIFS) is prohibited.
- 4) Building 1 is approximately 65% transparent. Of this amount 60 to 70% may be glazing in a punched or ribbon arrangement. The remainder may be aluminum storefront or curtain wall systems. Vision glass will be low-e, minimally reflective and may be tinted for aesthetic effect without significantly reducing transparency. Mirrored or highly reflective glass is prohibited.
- 5) Building 1 shall serve as a template for Buildings 2 and 4. Quality design and construction will be carried through to all buildings. While there may be shared architectural elements and materials between the buildings, some variation is encouraged. Primary materials identified for Building 1 in a generic sense and assigned a proportional range of façade area will be carried through, with some variation, to Buildings 2 and 4.
- 6) Each building can be increased or decreased by not more than one floor.
- 7) The location of the building footprint may be moved not more than 15 ft. in any direction, as long as the minimum setbacks, site distances and required open space requirements are maintained.
- 8) The shape of the footprint of each building can be modified no more than 15 ft. in any direction, as long as the minimum setbacks, site distances, and required open space requirements are maintained.

9) The total square footage of each building shall not vary more than 15% than what is described hereinabove. Except that a larger variation is acceptable if an additional floor is added to the building pursuant to Design Guideline (6) above and if the shape of the footprint of the building is modified pursuant to Design Guideline (8) above. P Y

10) The 15 ft. variation in shape, size and location shall be applicable to Garage A and Garage B to the same extent as they are applicable to the office buildings as described in 7, 8 and 9 above.

11) Site changes, including landscaping, may be modified without further public hearing to accommodate changes in building shape, location and size described above.

12) Notwithstanding the foregoing, the Board finds that the Petitioner has the discretion to increase the number of parking spaces and levels in Garage A, and to decrease the number of parking spaces in Garage B without further Board review or approval, and without further Design Review Board review or approval, provided that the total number of parking spaces on the property remains at 2,734 spaces. Such changes are deemed to be consistent with the Design Guidelines set forth herein.

The proposed plans and an application for review shall be filed with the Planning Board. At the same time application materials shall also be submitted to the Design Review Board along with an application for design review. Within 20 days of receipt of the Design Review application, the Design Review Board shall hold a public meeting, to which the Applicant shall be invited for the purpose of determining whether the proposed plans fall within the Design Guidelines described above. Within 15 days of the meeting the Design Review Board shall transmit its determination as to the plans' compliance with the Design Guidelines described above and its design review report to both the Planning Board and Applicant. The Planning Board shall review said plans with the Applicant at its next public meeting following receipt of said recommendation from the Design Review Board provided such recommendation is received at least 7 days prior to the next scheduled meeting. If the Planning Board finds that the plans do fall within said Design Guidelines, the Planning Board shall approve and endorse said plans and transmit its decision to the Applicant and Building Inspector via memorandum. If the Planning Board finds that the plans do not fall within said Design Guidelines, the Applicant may modify said plans or file a Request for Further Site Plan Review with the Board. The Planning Board shall make its determination within 60 days of receipt of said plans from the Petitioner.

- 3.39 Project Phasing: The Planning Board approves the division of the Project into separate phases. The Board grants the Petitioner the discretion to initially determine and subsequently modify the location and sequence of individual phases subject to Board review and approval as described in Section 3.37 of this First Amendment and the provisions of this section and further provided that each phase includes the construction of a structure and parking spaces equal to or in excess of that which is required pursuant to the By-Law. The plans for each phase shall include the limits of the phase, and to the extent not already shown on the Alternative Plan Set approved by this First Amendment, the landscaping, walkways, and other hardscape and utility connections. Approval of a Project phase shall be granted by the Planning Board for plans that are consistent with the above-noted requirements and the applicable requirements of the By-Law. Approval of a Project phase by the Planning Board shall constitute the Planning Board's determination that the proposed phasing plans are consistent with this First Amendment and meet all applicable standards of review for the Project.

3.40 No building permit shall be issued for individual phases of the Project or the entirety of the Project in the pursuance of this First Amendment until: A N

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- (a) The final plans shall be in conformity with those previously approved by the Board, or approved by the Board as provided in the Design Guidelines section of this First Amendment and a statement certifying such approval has been filed by this Board with the Building Inspector.
- (b) A phasing plan shall have been submitted to the Board for their review and approval pursuant to Section 3.39 of this First Amendment. The Board acknowledges that said phasing plan has been submitted to and approved by the Board for construction of the Hotel phase, and the phase consisting of Building 3 and associated parking as shown on the Alternative Plan Set.
- (c) A construction management and staging plan shall have been submitted to the Police Chief and Building Inspector for their review and approval.
- (d) The Town shall have received the portion of the Traffic Mitigation fee due as described in paragraph 3.18 of this First Amendment
- (e) The Plan shall be revised to include the specifications for the emergency back-up generator installed on B Street serving the building for which a building permit is being requested. A noise analysis shall be provided demonstrating that the back-up emergency generator for the affected building has been designed and will operate in compliance with all applicable Federal, state and local regulations, including those addressing sound attenuation to protect the adjoining adjacent properties. Said plan and noise analysis shall be submitted to and approved by the Board.
- (f) The Petitioner shall have recorded with the Norfolk County Registry of Deeds a certified copy of this approval with the appropriate reference to the Book and Page number of the recording of the Petitioner's Title, Deed or Notice endorsed thereon.

3.41 No building or structure, or portion thereof for any phase of the Project and subject to this First Amendment shall be occupied until:

- (a) An as-built plan supplied by the engineer of record certifying that the on-site and off-site Project improvements pertaining to the applicable phase of the Project were built according to the approved documents has been submitted to the Board and Department of Public Works. The as-built plan shall show the building, all finished grades and final construction details of the driveways, parking areas, drainage systems, utility installations, and sidewalk and curbing improvements in their true relationship to the lot lines for the applicable phase of the Project. In addition, the as-built plan for the applicable phase of the Project shall show the final location, size, depth, and material of all public and private utilities on the site and their points of connection to the individual utility, and all utilities which have been abandoned for the applicable phase of the Project. In addition to the engineer of record, said plan shall be certified by a Massachusetts Registered Land Surveyor.
- (b) There shall be filed, with the Building Inspector and Board, a statement by the registered professional engineer of record certifying that the finished grades and final construction details of the driveways, parking areas, drainage systems, utility installations, and

sidewalk and curbing improvements on-site and off-site, have been constructed to the standards of the Town of Needham Department of Public Works and in accordance with the approved plans for the applicable phase of the Project. A L

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- (c) There shall be filed with the Board and Building Inspector an as-built Landscaping Plan showing the final location, number and type of plant material, final location, number and type of plant material, final landscape features, parking areas, and lighting installations for the applicable phase of the Project. Said plan shall be prepared by the landscape architect of record and shall include a certification that such improvements were completed according to the approved documents.
 - (d) The proposed new sidewalks on A Street, B Street and First Avenue shall have been built to Town of Needham specifications to the extent that the relevant portions of the sidewalks are part of the applicable phase of the Project.
 - (e) There shall be filed with the Board and Building Inspector a Final Affidavit signed by a registered architect upon completion of construction for the applicable phase of the Project.
 - (f) A copy of the TDM program as described in paragraph 3.17 of this First Amendment shall have been submitted to and approved by the Board for each Phase of the Project.
 - (g) The proposed roadways between A Street, B Street and First Avenue, shall have been completed to a stage where fire apparatus can easily maneuver throughout the proposed project. Water mains and fire hydrants shall be fully functional.
 - (h) There shall be filed by the Petitioner a supplemental letter from the Petitioner's acoustical Engineer certifying that the emergency back-up generator installed on B Street serving the building for which a certificate of occupancy is being requested has been installed such that its operation at any time of the day or night shall not exceed the applicable Commonwealth of Massachusetts and Town of Needham noise regulations.
 - (i) Notwithstanding the provisions of Section a, b, and c hereof, the Building Inspector may issue one or more certificates for temporary occupancy of all or portions of the building in each Phase prior to the installation of final landscaping and other site features, provided that the Petitioner shall have first filed with the Board a bond in an amount not less than 135% of the value of the aforementioned remaining landscaping or other work to secure installation of such landscaping and other site and construction features for such Phase of the Project.
- 3.42 At the time occupancy is granted for Building 3 and the southern side of Parking Garage B a safety zone having a minimum width of 25 feet on all sides of the structure shall be established where no flammable materials may be stored or staged.
- 3.43 The temporary "Fire Lane" located along the north side, and adjacent to, Parking Garage B shall be kept clear at all times, and shall be cleared of snow/ice during the winter months.
- 3.44 In addition to the provisions of this First Amendment, the Petitioner must comply with all applicable requirements of all state, federal, and local boards, commission or other agencies, including, but not limited to the Building Inspector, Fire Department, Department of Public Works, Conservation Commission, Police Department, and Board of Health.

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- 3.45 The proposed new sidewalks on A Street, B Street and First Avenue shall be built to Town of Needham specifications to the extent that the relevant portions of the sidewalks are part of the applicable phase of the Project.

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- 3.46 The building and parking area authorized for construction by this First Amendment (including the portion or phase that is the subject of such request) shall not be occupied or used, and no activity except the construction activity authorized by this permit shall be conducted within said area until a Certificate of Occupancy and Use or a Certificate of Temporary Occupancy and Use for said building or parking area has been issued by the Building Inspector.
- 3.47 The Petitioner, by accepting this First Amendment, warrants that the Petitioner has included all relevant documentation, reports, and information available to the Petitioner in the application submitted, and that this information is true and valid to the best of the Petitioner's knowledge.
- 3.48 Violation of any of the conditions of this First Amendment shall be grounds for revocation of any building permit or certificate of occupancy granted hereunder as follows: In the case of violation of any conditions of this First Amendment, the Town will notify the owner of such violation and give the owner reasonable time, not to exceed thirty (30) days, to cure the violation. If, at the end of said thirty (30) day period, the Petitioner has not cured the violation, or in the case of violations requiring more than thirty (30) days to cure, has not commenced the cure and prosecuted the cure continuously, the permit granting authority may, after notice to the Petitioner, conduct a hearing in order to determine whether the failure to abide by the conditions contained herein should result in a recommendation to the Building Inspector to revoke any building permit or certificate of occupancy granted hereunder. This provision is not intended to limit or curtail the Town's other remedies to enforce compliance with the conditions of this First Amendment including, without limitation, by an action for injunctive relief before any court of competent jurisdiction. The Petitioner agrees to reimburse the Town for its reasonable costs in connection with the enforcement of the conditions of this First Amendment if the Town prevails in such enforcement action.

LIMITATIONS

The authority granted to the Petitioner by this First Amendment is limited as follows:

- 4.1 This First Amendment applies only to the Property improvements, which are the subject of this First Amendment. All construction to be conducted on-site and off-site shall be conducted in accordance with the terms of this First Amendment and shall be limited to the improvements on the approved plans. There shall be no further development of this Property without further site plan approvals as required under Section 7.4 of the By-Law.
- 4.2 The Board, in accordance with M.G.L., Ch. 40A, S.9 and said Section 7.4, hereby retains jurisdiction to (after hearing) modify and/or amend the conditions to, or otherwise modify, amend or supplement, this First Amendment to clarify the terms and conditions of this First Amendment.
- 4.3 This First Amendment applies only to the Original Decision, the requested Amendment to Major Project Site Plan Review Special Permit and related special permits and approvals specifically granted herein. Other permits or approvals required by the By-Law, other governmental board, agencies or bodies having jurisdiction should not be assumed or implied by this First Amendment.

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- 4.4 No approval of any indicated signs or advertising devices ~~is implied~~ by this First Amendment.

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- 4.5 The foregoing restrictions are stated for the purpose of emphasizing their importance but are not intended to be all-inclusive or to negate the remainder of the By-Law.

- 4.6 This special permit shall be governed by the provisions of Chapter 40A and Section 7.5.2 of the By-Law, which establish the time within which construction authorized by the Original Decision, as amended by this First Amendment must commence. Construction of one of either the hotel, one parking garage, or office building must commence within two years of the date of filing of the Original Decision with the Town Clerk. In addition, if commencement of construction of the hotel is begun prior to the issuance of this Original Decision (by virtue of it being approved by the Hotel Decision), the requirements of the preceding sentence shall be deemed to have been satisfied.

Given the size of the Project, and its anticipated duration of full build out, the precise time for each subsequent building to commence construction cannot be established with any certainty at the time of the granting of this First Amendment. Therefore, the Board establishes the following conditions and limitations:

- a) All authorized construction of buildings and required site improvements, infrastructure and mitigation measures shall be constructed or under construction (or authorized by the issuance of a Building Permit), installed, or put into operation within ten (10) years of the date of filing of the Original Decision with the Town Clerk. Extension of the ten (10) year time period shall be permitted only for good cause.
- b) Should the Applicant or Permittee not seek design approval for a building for a period of two years from design approval for the preceding building, the Permittee shall report to the Board at the end of that two year period, updating the Board on the anticipated schedule for future construction, difficulties encountered in executing the balance of the Project, and whether the Permittee believes that the entire Project can be fully constructed within the ten (10) years provided, and if not how much additional time might be required.
- c) It is the intention of the Board that this First Amendment shall not lapse, and shall continue in effect, during the ten (10) year period, as long as the Permittee continues to report to the Board under subparagraph (b) above.

Any further requests for an extension of the time limit set forth herein must be in writing to the Board at least thirty (30) days prior to the expiration of the Original Decision. The Board herein reserves its rights and powers to grant or deny such extension without a public hearing. The Board, however, shall not grant an extension as herein provided unless it finds that the use of the property in question or the construction of the site has not begun except for good cause.

- 4.7 This First Amendment shall be recorded in the Norfolk District Registry of Deeds. This First Amendment shall not take effect until (1) a copy of this First Amendment bearing the certification of the Town Clerk that twenty (20) days have elapsed after this First Amendment has been filed in the Town Clerk's office or that if such appeal has been filed, that it has been dismissed or denied and (2) this First Amendment is recorded with Norfolk District Registry of Deeds, (3) the Petitioner has delivered a certified copy of the recorded document to the Board;

and (4) that a building permit has been issued to the Petitioner by the Town of Needham for Building 3 as shown on the Alternative Plan Set for TripAdvisor.

O F F I C I A L O F F I C I A L

The provisions of this Major Site Plan Special Permit shall be binding upon every owner or owners of the lots and the executors, administrator, heirs, successors and assigns of such owners, and the obligations and restrictions herein set forth shall run with the land in accordance with their terms, in full force and effect for the benefit of and enforceable by the Town of Needham.

Any person aggrieved by this First Amendment may appeal pursuant to the General Laws, Chapter 40A, Section 17, within twenty (20) days after filing of this First Amendment with the Needham Town Clerk.

Witness our hands this 2nd day of April, 2013.

N O T

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NEEDHAM PLANNING BOARD

O F F I C I A L

C O P Y

C O P Y

Bruce T. Eisenhut, Chairman

Martin Jacobs

Sam Bass Warner

Jeanne S. McKnight

Ronald W. Ruth

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss

April 2 2013

On this 2 day of April, 2013, before me, the undersigned notary public, personally appeared Bruce Eisenhut, one of the members of the Planning Board of the Town of Needham, Massachusetts, proved to me through satisfactory evidence of identification, which was in the form of a state issued drivers license, to be the person whose name is signed on the proceeding or attached document, and acknowledged the foregoing to be the free act and deed of said Board before me.

Alexandra Allen
Notary Public

My Commission Expires: April 2, 2015

TO WHOM IT MAY CONCERN: This is to certify that the 20-day appeal period on the approval of the Project proposed by Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts, for property located at 360 First Avenue, 410 First Avenue and 66B Street, Needham, Massachusetts, has passed, and there have been no appeals made to this office. (All Judicial Appeals taken from this First Amendment have been dismissed.)

April 30, 2013
Date

Helen B. Robinson
Theodora K. Eason, Town Clerk
Helen B. Robinson, Asst. Town Clerk

Copy sent to:

Petitioner-Certified Mail # _____
Town Clerk
Building Inspector
Director, PWD
Board of Health
Conservation Commission
Design Review Board

Board of Selectmen
Engineering
Fire Department
Police Department
Roy A. Cramer
Parties in Interest



Bk 31806 P465 #119616
10-07-2013 @ 11:34a

**TOWN OF NEEDHAM, RECEIVED TOWN CLERK
NEEDHAM, MA 02492**

N O T
A N PLANNING AND COMMUNITY A N
O F F I C E DEVELOPMENT DEPARTMENT I A L
C O P Y C O P Y

2013 SEP 25 PM 4:13

500 Dedham Ave
Needham, MA 02492
781-455-7500

PLANNING

MAJOR PROJECT SITE PLAN SPECIAL PERMIT

Amendment

September 17, 2013

Normandy Real Estate Partners

Application No. 2012-07

(Original Decision dated October 16, 2012, amended and restated April 2, 2013)

RECEIVED AND RECORDED
NORFOLK COUNTY
REGISTRY OF DEEDS
DEDHAM, MA

CERTIFY

William P. O'Donnell
WILLIAM P. O'DONNELL, REGISTER

DECISION of the Planning Board (hereinafter referred to as the Board) on the petition of Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts 02110 (hereinafter referred to as the Petitioner), for property located 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, Needham, Massachusetts. The property is shown on Assessor's Map 300 as parcels 15, 16, 28 and 29 and contains 595,960 square feet in the New England Business Center Zoning District.

This Decision is in response to an application submitted to the Board on September 11, 2013, by the Petitioner pursuant to the Design Guidelines Section of the Decision by the Board dated October 16, 2013 (Section 3.37), amended and restated April 2, 2013 (Section 3.38). The requested amendment would, if granted, approve a modified Building three and garage B together with modified civil plans and landscaping plans associated therewith. Request was also made for a finding that the modified plans are consistent with the design guidelines set forth in the Special permit and the applicable requirements of the Zoning By-Law.

The changes requested are deemed minor in nature and extent and do not require a public notice or a public hearing, as they are submitted pursuant to the Design Guidelines Section of the Decision by the Board dated October 16, 2013 (Section 3.37), amended and restated April 2, 2013 (Section 3.38). Testimony and documentary evidence were presented to the Board on September 17, 2013, at the Charles River Room, Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts at 7:30 p.m. Board members Bruce T. Eisenhut, Sam Bass Warner, Martin Jacobs, Jeanne S. McKnight and Elizabeth J. Grimes were present throughout the proceedings. Testimony and documentary evidence were presented and the Board took action on the matter.

EVIDENCE

Submitted for the Board's review were the following exhibits:

- Exhibit 1 - Application Form for Site Plan Review completed by the applicant dated September 11, 2013.
- Exhibit 2 - Letters from Attorney Roy A. Cramer to the Planning Board Members, dated August 30, 2013 and September 12, 2013.
- Exhibit 3 - Letter from Keith Curran, Tetra Tech, to Roy Cramer, dated September 4, 2013.

MARGINAL REFERENCE

BOOK 31283 PAGE 474

Exhibit 4 - Letter from Brian Roessler, Elkus Manfredi Architects, dated August 23, 2013.

Exhibit 5 - O Plan entitled, "Center 128, Phase 2 Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 21 sheets: Sheet 1, Cover Sheet dated August 20, 2012, revised March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 2, Sheet C-2, entitled "Abbreviations and Notes," dated August 20, 2012, revised August 24, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 3, Sheet C-3, entitled "Layout and Materials Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 4, Sheet C-4, entitled "Grading and Drainage Plan," dated August 20, 2012, revised August 24, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 5, Sheet C-5, entitled "Drainage Schedules," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 6, Sheet C-6, entitled "Utilities Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 7, Sheet LT-1, entitled "Site Lighting Plan," dated September 18, 2012, revised October 2, 2013, November 1, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 8, Sheet L-1, entitled "Landscape Plan," dated August 14, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 9, Sheet L-2, entitled "Landscape Details," dated August 14, 2012, revised August 24, 2012, September 18, 2012, March 1, 2013, March 12, 2013 and August 23, 2013; Sheet 10, Sheet L-3, entitled "Landscape Details," dated March 1, 2013, revised August 23, 2013; Sheet 11, Sheet D-1, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012, September 18, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 12, Sheet D-2, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012, September 18, 2012, March 2, 2013, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 13, Sheet D-3, entitled "Construction Details," dated August 20, 2012, revised March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 14, Sheet D-4, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 15, Sheet D-5, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 16, Sheet D-6, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013 and August 23, 2013; Sheet 17, Sheet D-7, entitled "Construction Details," dated August 23, 2013; Sheet 18, entitled "360 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 19, entitled "410 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 20, entitled "66 B Street, Existing Conditions Plan," dated January 18, 2012; Sheet 21, entitled "37 A Street, Existing Conditions Plan," dated January 18, 2012; and Sheet 22, entitled "37 A Street, Existing Conditions Plan," dated January 18, 2012.

Exhibit 6 - Plan entitled, "Trip Advisor, Center 128 Building 3," prepared Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 11 sheets: Sheet 1,

Sheet A-000, Building #3 entitled "Cover Sheet," dated March 1, 2013, revised August 23, 2013; Sheet 2, Sheet A-101, Building #3, entitled "First Floor Plan," dated March 1, 2013, revised August 23, 2013; Sheet 3, Sheet A-102, Building #3, entitled "Second Floor Plan," dated March 1, 2013, revised August 23, 2013; Sheet 4, Sheet A-103, Building #3, entitled "Third Floor Plan," dated March 1, 2013, revised August 23, 2013; Sheet 5, Sheet A-104, Building #3, entitled "Fourth Floor Plan," dated March 1, 2013, revised August 23, 2013; Sheet 6, Sheet A-105, Building #3, entitled "Fifth Floor Plan," dated March 1, 2013, revised August 23, 2013; Sheet 7, Sheet A-106, Building #3, entitled "Sixth Floor Plan," dated March 1, 2013, revised August 23, 2013; Sheet 8, Sheet A-107, Building #3, entitled "Roof Plan," dated March 1, 2013, revised August 23, 2013; Sheet 9, Sheet A-201, Building #3, entitled "Building Elevations," dated March 1, 2013, revised August 23, 2013; Sheet 10, Sheet A-202, Building #3, entitled "Building Elevations," dated March 1, 2013, revised August 23, 2013; and Sheet 11, Sheet A-301, Building #3, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013.

- Exhibit 7 - Plan entitled, "Center 128 Garage B," prepared Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 7 sheets: Sheet 1, Sheet A-000, Garage B, entitled "Cover Sheet," dated March 1, 2013, revised August 23, 2013; Sheet 2 Sheet A-101, Garage B, entitled "First Level Plan," dated March 1, 2013, revised August 23, 2013; Sheet 3, Sheet A-102, Garage B, entitled "Second to Seventh Level Plan," dated March 1, 2013, revised August 23, 2013; Sheet 4, Sheet A-103, Garage B, entitled "Eighth Level Plan," dated March 1, 2013, revised August 23, 2013; Sheet 5, Sheet A-201, Garage B, entitled "Exterior Elevations," dated March 1, 2013, revised August 23, 2013; Sheet 6, Sheet A-202, Garage B, entitled "Exterior Elevations," dated March 1, 2013, revised August 23, 2013; and Sheet 7, Sheet A-301, Garage B, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013.
- Exhibit 8 - Phasing plan entitled "Center 128 Phase 2A: Major Project Site Plan Review", prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, consisting of 3 sheets: Sheet C-1 entitled "Cover Sheet" dated March 1, 2013, revised April 12, 2013 and August 23, 2013; Sheet C-2 entitled "Layout and Materials Plan" dated March 1, 2013, revised April 12, 2013 and August 23, 2013; Sheet L-1, entitled "Landscape Plan", dated March 1, 2013, revised April 12, 2013 and August 23, 2013.
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- Exhibit 12 - Phasing plan entitled "Center 128 Phase 2A: Major Project Site Plan Review", prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, consisting of 3 sheets: Sheet C-1 entitled "Cover Sheet" dated March 1, 2013, revised April 12, 2013, August 23, 2013 and September 11, 2013; Sheet C-2 entitled "Layout and Materials Plan" dated March 1, 2013, revised April 12, 2013, August 23, 2013 and September 11, 2013; Sheet L-1, entitled "Landscape Plan", dated March 1, 2013, revised April 12, 2013, August 23, 2013 and September 11, 2013.
- Exhibit 13 - Design Review Board Approval dated September 9, 2013.
- Exhibit 14 - Letter from E. Stephen Tanner, Town of Needham Design Review Board, dated September 11, 2013.
- Exhibit 15 - Interdepartmental Communication (IDC) to the Board from Thomas Ryder, Assistant Town Engineer, dated September 17, 2013; IDC to the Board from Lieutenant John H. Kraemer, Police Department, dated September 17, 2013; and IDC to the Board from Chief Paul Buckley, Fire Department, dated September 17, 2013.

FINDINGS AND CONCLUSIONS

The findings and conclusions made in Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2013, amended and restated April 2, 2013, were ratified and confirmed except as follows:

1. The Board hereby approves the modifications as described under Exhibits 1, 2, 3, 4, 9, 10, 11, and 12. These plans constitute the final approved plan set for this project.

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2. The proposed changes are consistent with the Design Guidelines set forth in the Decision and the applicable requirements of the By-Law, all as more particularly described in the Decision and, in particular, Section 3.38 of the Decision.

PLAN MODIFICATIONS

Prior to the issuance of a building permit or the start of any construction pertaining to this Decision, the Petitioner shall cause the Plan to be revised to show the following additional, corrected, or modified information. The Building Inspector shall not issue any building permit for the work proposed in this Decision nor shall he permit any construction activity pertaining to this Decision to begin on the site until and unless he finds that the Plan is revised to include the following additional corrected or modified information. Except where otherwise provided, all such information shall be subject to the approval of the Building Inspector. Where approvals are required from persons other than the Building Inspector, the Petitioner shall be responsible for providing a written copy of such approvals to the Building Inspector before the Inspector shall issue any building permit or permit for any construction on the site. The Petitioner shall submit four copies of the final Plans as approved for construction by the Building Inspector to the Board prior to the issuance of a Building Permit.

1. No Plan Modifications required.

CONDITIONS AND LIMITATIONS

The plan modifications, conditions and limitations contained in Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2013, amended and restated April 2, 2013, are ratified and confirmed except as modified herein.

DECISION

NOW THEREFORE, by unanimous vote of the Planning Board, the Board votes that:

1. The proposed changes are made pursuant to the Design Guidelines Section of the Major Project Site Plan Special Permit No. 2012-07 Decision by the Board dated October 16, 2013 (Section 3.37), amended and restated April 2, 2013 (Section 3.38) and do not require a public notice or a public hearing. No 20-day appeal period from this Amendment of Decision is required.
2. The requested modifications are granted.

This approval shall be recorded in the Norfolk District Registry of Deeds. This Major Site Plan Special Permit amendment shall not take effect until the Petitioner has delivered written evidence of recording to the Board.

Witness our hands this 17th day of September, 2013.

NEEDHAM PLANNING BOARD

N O T
A N
O F F I C I A L
C O P Y

Bruce T. Eisenhut, Chairman

Sam Bass Warner

Martin Jacobs

Jeanne S. McKnight

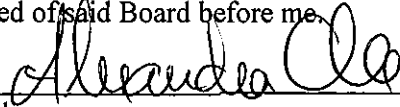
Elizabeth J. Grimes

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss

Sep. 17 2013

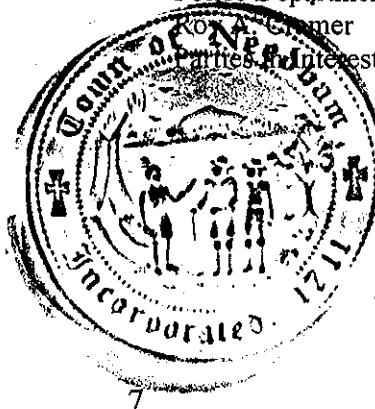
On this 17 day of September, 2013, before me, the undersigned notary public, personally appeared Bruce Eisenhut, one of the members of the Planning Board of the Town of Needham, Massachusetts, proved to me through satisfactory evidence of identification, which was in the form of a state issued drivers license, to be the person whose name is signed on the proceeding or attached document, and acknowledged the foregoing to be the free act and deed of said Board before me.


 Notary Public
My Commission Expires: April 2, 2015

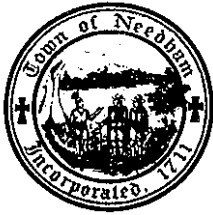
Copy sent to:

Petitioner-Certified Mail # _____
 Town Clerk
 Building Inspector
 Director, PWD
 Board of Health
 Conservation Commission
 Design Review Board

Board of Selectmen
 Engineering
 Fire Department
 Police Department
 Zoning Board
 Board of Health
 Conservation Commission
 Design Review Board



This is to certify that no appeal has been filed within the 20 day statutory appeal period. No Appeal Required
 Date 10/4/13 Sherrona K. Eaton
 Town Clerk



TOWN OF NEEDHAM, MA
PLANNING AND COMMUNITY
DEVELOPMENT
OFFICE
C O P Y

RECEIVED TOWN OF NEEDHAM, MA
JAN 16 2015 PM 12:55

500 Dedham Ave
Needham, MA 02492
781-455-7500

PLANNING

**DECISION
MAJOR SITE PLAN SPECIAL PERMIT
AMENDMENT
January 6, 2015**

RECEIVED AND RECORDED
NORFOLK COUNTY
REGISTRY OF DEEDS
DEDHAM, MA

CERTIFY

William P. O'Donnell
WILLIAM P. O'DONNELL, REGISTER

Normandy Real Estate Partners
Application No. 2012-07

(Original Decision dated October 16, 2012, amended and restated April 2, 2013 and amended on September 17, 2013)

DECISION of the Planning Board (hereinafter referred to as the Board) on the petition of Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts 02110 (hereinafter referred to as the Petitioner) for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, Needham, Massachusetts. The property is shown on Assessor's Map 300 as parcels 15, 16, 28 and 29 and contains 595,960 square feet in the New England Business Center Zoning District.

This Decision is in response to an application submitted to the Board on December 18, 2014, by the Petitioner. The requested Amendment would, if granted, approve the installation of a generator on the roof of Building 3, a fuel storage tank adjacent to Building 3 (together with associated piping and the like) and associated landscaping.

The changes requested are deemed minor in nature and extent and do not require a public notice or a public hearing. Testimony and documentary evidence were presented to the Board on January 6, 2015 at the Charles River Room, Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts at 7:30 p.m. Board members Bruce T. Eisenhut, Sam Bass Warner, Martin Jacobs, Jeanne S. McKnight and Elizabeth J. Grimes were present throughout the proceedings. Testimony and documentary evidence were presented and the Board took action on the matter.

EVIDENCE

Submitted for the Board's review are the following exhibits:

- Exhibit 1** Application form for Further Site Plan Review completed by the Applicant dated December 15, 2014.
- Exhibit 2** Letter from Attorney Roy A. Cramer, Esq. to the Planning Board Members and the Planning Director, dated December 15, 2014.
- Exhibit 3** Phasing plan entitled "Center 128 Phase 2A: Major Project Site Plan Review", prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, consisting of 3 sheets: Sheet C-1 entitled "Cover Sheet" dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013, and December 15, 2014; Sheet C-2 entitled "Layout and Material Plan" dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013 and

December 15, 2014; Sheet L-1, entitled "Landscape Plan", dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013 and December 15, 2014.

Exhibit 4 ~~O F F I C I A L~~ ~~O F F I C I A L~~ Plan entitled "Trip Advisor, Center 128 Building 3" prepared by Elkus Manfredi Architects, 300 A Street, Boston, MA 02210 consisting of two sheets: Sheet 1, Sheet A-107, Building 3 entitled "Roof Plan" dated March 1, 2013, revised August 23, 2013, September 11, 2013 and December 15, 2014; Sheet 2, Sheet A-301, Building 3 entitled "Building Sections", dated March 1, 2013, revised August 23, 2013, September 11, 2013 and December 15, 2014.

Exhibit 5 Specifications for fuel oil storage tank and accessories (including cut sheet), consisting of two sheets, prepared by Waldman Sales Assoc., Inc., 1817 Eaton Rd., Framingham, MA 01701 and Mechanical Innovations of New England, P.O. Box 400, Exeter, NH 03833.

Exhibit 6 Plan entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 21 sheets: Sheet 1, Cover Sheet dated August 20, 2012, revised March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 2, Sheet C-2, entitled "Abbreviations and Notes," dated August 20, 2012, revised August 24, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 3, Sheet C-3, entitled "Layout and Materials Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 4, Sheet C-4, entitled "Grading and Drainage Plan," dated August 20, 2012, revised August 24, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 5, Sheet C-5, entitled "Drainage Schedules," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 6, Sheet C-6, entitled "Utilities Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 7, Sheet LT-1, entitled "Site Lighting Plan," dated September 18, 2012, revised October 2, 2013, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 8, Sheet L-1, entitled "Landscape Plan," dated August 14, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 9, Sheet L-2, entitled "Landscape Details," dated August 14, 2012, revised August 24, 2012, September 18, 2012, March 1, 2013, March 12, 2013, August 23, 2013 and September 11, 2013; Sheet 10, Sheet L-3, entitled "Landscape Details," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 11, Sheet D-1, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012, September 18, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 12, Sheet D-2, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012, September 18, 2012, March 2, 2013, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 13, Sheet D-3, entitled "Construction Details," dated August 20, 2012, revised March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 14, Sheet D-4, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 15, Sheet D-5, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 16, Sheet D-6, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 17, Sheet D-7, entitled "Construction Details," dated August 23, 2013 revised September 11, 2013; Sheet

18, entitled "360 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 19, entitled "410 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 20, entitled "66 B Street, Existing Conditions Plan," dated January 18, 2012; Sheet 21, entitled "37 A Street, Existing Conditions Plan," dated January 18, 2012; and Sheet 22, entitled "37 A Street, Existing Conditions Plan," dated January 18, 2012.

- Exhibit 7** Plan entitled, "Trip Advisor, Center 128 Building 3," prepared Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 11 sheets: Sheet 1, Sheet A-000, Building #3 entitled "Cover Sheet," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 2, Sheet A-101, Building #3, entitled "First Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 3, Sheet A-102, Building #3, entitled "Second Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 4, Sheet A-103, Building #3, entitled "Third Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 5, Sheet A-104, Building #3, entitled "Fourth Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 6, Sheet A-105, Building #3, entitled "Fifth Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 7, Sheet A-106, Building #3, entitled "Sixth Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 8, Sheet A-107, Building #3, entitled "Roof Plan," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and December 15, 2014; Sheet 9, Sheet A-201, Building #3, entitled "Building Elevations," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 10, Sheet A-202, Building #3, entitled "Building Elevations," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; and Sheet 11, Sheet A-301, Building #3, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and December 15, 2014.
- Exhibit 8** Plan entitled, "Center 128 Garage B," prepared Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 7 sheets: Sheet 1, Sheet A-000, Garage B, entitled "Cover Sheet," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 2, Sheet A-101, Garage B, entitled "First Level Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 3, Sheet A-102, Garage B, entitled "Second to Seventh Level Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 4, Sheet A-103, Garage B, entitled "Eighth Level Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 5, Sheet A-201, Garage B, entitled "Exterior Elevations," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 6, Sheet A-202, Garage B, entitled "Exterior Elevations," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; and Sheet 7, Sheet A-301, Garage B, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013 and September 11, 2013.
- Exhibit 9** Phasing plan entitled "Center 128 Phase 2A: Major Project Site Plan Review", prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, consisting of 3 sheets: Sheet C-1 entitled "Cover Sheet" dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013 and December 15, 2014; Sheet C-2 entitled "Layout and Materials Plan" dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013 and December 15, 2014; Sheet L-1, entitled "Landscape Plan", dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013 and December 15, 2014.
- Exhibit 10** Design Review Board Approval dated December 15, 2014.
- Exhibit 11** Letter from Acentech to Baker Design Group, Inc. dated December 17, 2014.

Exhibit 12 Interdepartmental Communications (IDC) to the Board from Lieutenant John H. Kraemer, Police Department, dated December 26, 2014; IDC to the Board from Anthony L. Del Gaizo, Assistant Director of Public Works, dated January 2, 2015, and IDC to the Board from Dennis Condon, Needham Fire Department, dated January 5, 2015.

FINDINGS AND CONCLUSIONS

The findings and conclusions made in Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 and amended September 17, 2013, were ratified and confirmed except as follows:

1. The Board hereby approves the modifications as described under Exhibits 1, 2, 3, 4, 5 and 11. The plans described under Exhibits 3, 4, 5, 6, 7, 8, 9, and 11 constitute the final approved plan set for this project.

PLAN MODIFICATIONS

Prior to the issuance of a building permit or the start of any construction pertaining to this Decision, the Petitioner shall cause the Plan to be revised to show the following additional, corrected, or modified information. The Building Inspector shall not issue any building permit for the work proposed in this Decision nor shall he permit any construction activity pertaining to this Decision to begin on the site until and unless he finds that the Plan is revised to include the following additional corrected, or modified information. Except where otherwise provided, all such information shall be subject to the approval of the Building Inspector. Where approvals are required from persons other than the Building Inspector, the Petitioner shall be responsible for providing a written copy of such approvals to the Building Inspector before the Inspector shall issue any building permit or permit for any construction on the site. The Petitioner shall submit four copies of the final Plans as approved for construction by the Building Inspector to the Board prior to the issuance of a Building Permit.

No Plan Modifications required.

CONDITIONS AND LIMITATIONS

The plan modifications, conditions and limitations contained in Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013, and further amended on September 17, 2013, are ratified and confirmed except as modified herein.

1. Prior to the issuance of the occupancy permit for Building 3, there shall be filed by the Petitioner a supplemental letter from the Petitioner's acoustical Engineer certifying that the emergency generator installed on the roof of Building 3 has been installed such that its operation at any time of the day or night will not exceed the applicable Commonwealth and Town of Needham noise regulations.

DECISION

NOW THEREFORE, by unanimous vote of the Planning Board, the Board votes that:

1. The proposed changes are deemed minor in nature and do not require a public notice or public hearing. No 20-day appeal period from this Amendment of Decision is required.
2. The requested modifications are granted.

Witness our hands this 6 ^{N O T} _{A N} day of January ^{N O T} _{A N} 2015.

NEEDHAM PLANNING BOARD
O F F I C I A L
C O P Y

O F F I C I A L
C O P Y

Martin Jacobs
Martin Jacobs, Chairman

Jeanne S. McKnight
Jeanne S. McKnight

Sam Bass Warner
Sam Bass Warner

Bruce T. Eisenhut
Bruce T. Eisenhut

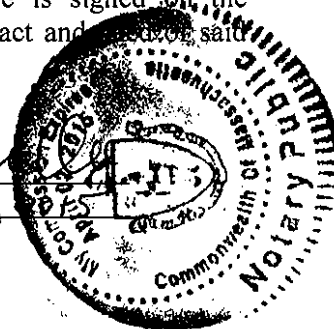
Elizabeth J. Grimes
Elizabeth J. Grimes

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss

Jan. 6 2015

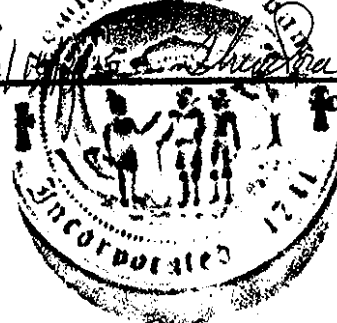
On this 6 day of January, 2015, before me, the undersigned notary public, personally appeared Martin Jacobs, one of the members of the Planning Board of the Town of Needham, Massachusetts, proved to me through satisfactory evidence of identification, which was personally known to me, to be the person whose name is signed on the proceeding or attached document, and acknowledged the foregoing to be the free act and deed of said Board before me.

Notary Public: AlexanderMy Commission Expires: April 2, 2015

Copy sent to:

Petitioner - Certified Mail #
Town Clerk
Building Inspector
Director, PWD
Board of Health
Conservation Commission
Design Review Board
Board of Selectmen
Engineering
Fire Department
Police Department
Roy A. Cramer
Parties in Interest

^{Required}
This is to certify that no appeal has been ^{YKE}
filed within the ~~20~~ day statutory appeal
period.

Date 1/6/15

Town Clerk

Dep. Assn 30675-333



TOWN OF NEEDHAM, MA

PLANNING AND COMMUNITY
DEVELOPMENT DEPARTMENT
OFFICIAL COPY

RECEIVED TOWN CLERK
NEEDHAM, MA 02492

APR 30 PM 12:30

500 Dedham Ave
Needham, MA 02492
781-455-7500

PLANNING

**DECISION
MAJOR SITE PLAN SPECIAL PERMIT
AMENDMENT
April 28, 2015**

RECEIVED AND RECORDED
NORFOLK COUNTY
REGISTRY OF DEEDS
DEDHAM, MA

CERTIFY

William P. O'Donnell
WILLIAM P. O'DONNELL, REGISTER

Normandy Real Estate Partners
Application No. 2012-07

(Original Decision dated October 16, 2012, amended and restated April 2, 2013
and amended on September 17, 2013 and January 6, 2015)

DECISION of the Planning Board (hereinafter referred to as the Board) on the petition of Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts 02110 (hereinafter referred to as the Petitioner) for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, Needham, Massachusetts. The property is shown on Assessor's Map 300 as parcels 15, 16, 28 and 29 and contains 13.68 acres in the New England Business Center Zoning District.

This Decision is in response to an application submitted to the Board on April 7, 2015, by the Petitioner. The requested Amendment would, if granted, allow the Petitioner to: to (a) modify the language of Section 3.20 (e) so that TripAdvisor shall have the option of operating its own shuttle service instead of becoming a member of the 128 Business Council and participating in the 128 Business Council's shuttle service, provided that its shuttle service includes shuttle service between the TripAdvisor building(s) and both the MBTA Green line and Red line during the times described in Section 3.16 of the Decision; (b) modify the second sentence of Section 3.32 of the Decision that presently reads "The undeveloped portions of the site shall be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented" by adding at the end of the sentence "except that the temporary parking area, two construction/marketing trailers and chain link fence shown on the plan filed with this application be permitted to remain on the site until completion of the Project."; and (c) substitute the plan filed with this application for the currently approved Sheet L-1, entitled "Landscape plan," dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013 and December 15, 2014, which plan is part of the phasing plan entitled "Center 128 Phase 2A: Major Project Site Plan Review," prepared by Tetra Tech, One Grant Street, Framingham, Mass 01701.

The changes requested are deemed minor in nature and extent and do not require a public notice or a public hearing. Testimony and documentary evidence were presented to the Board on April 28, 2015 at the Charles River Room, Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts at 7:30 p.m. Board members Martin Jacobs, Bruce T. Eisenhut, Jeanne S. McKnight, Elizabeth J. Grimes and Paul S. Alpert were present throughout the proceedings. Testimony and documentary evidence were presented and the Board took action on the matter.

N O T

A N

- Changes are deemed minor in nature and do not require

C O P Y

C O P Y PLAN MODIFICATIONS C O P Y

No Plan Modifications required.

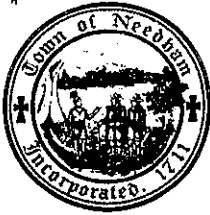
CONDITIONS AND LIMITATIONS

The plan modifications, conditions and limitations contained in Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 and January 6, 2015, and further amended on September 17, 2013 and January 6, 2015, are ratified and confirmed except as modified herein.

DECISION

NOW THEREFORE, by unanimous vote of the Planning Board, the Board votes that:

1. The proposed changes are deemed minor in nature and do not require a public notice or public hearing. No 20-day appeal period from this Amendment of Decision is required.
2. The requested modifications are granted.



TOWN OF NEEDHAM, MA

RECEIVED TOWN CLERK
NEEDHAM, MA 02492
2015 NOV 18 PM 1:35
PLANNING AND COMMUNITY DEVELOPMENT DEPARTMENT
C O P Y C O P Y

500 Dedham Ave
Needham, MA 02492
781-455-7500

PLANNING

AMENDMENT DECISION MAJOR SITE PLAN SPECIAL PERMIT

Normandy Real Estate Partners

Application No. 2012-07

November 10, 2015

(Original Decision dated October 16, 2012, amended and restated April 2, 2013
and amended on September 17, 2013, January 6, 2015 and April 28, 2015)

RECEIVED AND RECORDED
NORFOLK COUNTY
REGISTRY OF DEEDS
DEDHAM, MA

CERTIFY

William P. O'Donnell
WILLIAM P. O'DONNELL, REGISTER

Decision of the Planning Board (hereinafter referred to as the Board) on the petition of Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts 02110 (hereinafter referred to as the Petitioner) for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, Needham, MA 02494 (hereinafter referred to as the Property). The Property is owned by Normandy GAP-V Development Needham, LLC (hereinafter referred to as the Property Owner). Said Property is shown on Needham Town Assessor's Plan No. 300 as parcels 15, 16, 28 and 29 and contains 13.68 acres. On October 16, 2012, the Board issued Major Site Plan Special Permit No. 2012-07 (the "Original Decision"). The Decision was then Restated and Amended on April 2, 2013. It was further amended on September 17, 2013, January 6, 2015 and April 28, 2015.

This decision is in response to an application submitted to the Board on July 28, 2015, by the Petitioner for: (1) a Major Project Site Plan Review Amendment under Section 7.4 of the Needham Zoning By-Law (hereinafter the By-Law) and Further Site Plan Review under Section 4.2 of Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012 and last amended April 28, 2015; (2) a Special Permit under Section 4.8(1) of the By-Law to (a) increase the maximum height of the proposed Garage B addition from 72 feet to 84 feet (the applicant notes that zoning relief for the originally contemplated Garage B has already been approved in prior decisions) and (b) to increase the maximum height of the proposed Garage A from 72 to 84 feet; (3) a Special Permit under Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the By-Law (maximum uninterrupted façade length shall be 300 feet, or 200 feet within 350 feet of a general residence district zoning boundary, a river or a lake); (4) a Special Permit under Section 4.8.3 of the By-Law to waive the minimum open space requirement from 25% to 23%; and (5) a Special Permit under Section 5.1.1.5 of the By-Law to waive strict adherence to the provisions of Section 5.1.3(m) to allow 857 parking spaces to be located in Garage B to be utilized for the benefit of the adjacent project at Center 128 East on a non-exclusive basis.

The requested Major Project Site Plan Special Permit, would, if granted, permit the Petitioner to: (1) Increase the size and capacity of Garage B so that the number of parking spaces increases from 2,040 to 2,600; (2) Increase the size and capacity of Garage A so that the number of parking spaces increases from 580 to 925; (3) Increase the number of surface parking spaces from 114 to 117; (4) Increase the total number of parking spaces on the site from 2,734 as described in the decision to 3,642 spaces. (5) Obtain approval for the addition of non-structural screen systems to be mounted on Garage B; (6) Modify the area between Garage A and Garage B, as well as certain other areas on the site, in accordance with the plans filed with this Application; (7) Allow 857 parking spaces located in the expanded Garage B to be utilized for the benefit of businesses located in the adjacent "Center 128 East" parcel. The spaces will not be designated as such but will be on a "first come-first served" basis; (8) Allow 51 of the 908 additional

parking spaces created as a function of this application to be allocated to "Center 128 West" so that the total allocation for "Center 128 West" increases from 2,734 to 2,785; and (9) Reduce the minimum 25% open space requirement to 23%.

There are two principal reasons for the Petitioner's requests contained in this application. The adjacent property formerly owned by General Dynamics and now owned by Needham Nine Owner, LLC, a Delaware limited liability company, is being redeveloped. (The adjacent property is now known as "Center 128 East" and the property that is the subject of this application is known as "Center 128 West"). After discussions with Needham Town officials, it was determined that Garage A and Garage B should be expanded to be able to accommodate the parking of vehicles associated with Center 128 East in Garage B. A parking easement between the respective owners of Center 128 East and Center 128 West will be prepared, executed and recorded at the Norfolk Registry of Deeds to evidence and memorialize said parking rights. An underlying rationale for this proposal is to be able to eliminate the construction of a new parking garage on the Center 128 East site so that the parking garages serving both Center 128 East and Center 128 West will be clustered together in the interior portion of the property and not fronting on any public ways.

The second principal reason for Petitioner's requests is to improve the route for pedestrian traffic moving between Center 128 East and Center 128 West. Architectural elements will be added to garages located on the property and a path, with associated landscaping, will be constructed that will be user-friendly and aesthetically pleasing. It is also intended to encourage the utilization of the proposed retail space in Center 128 East by employees and visitors to Center 128 West.

After causing notice of the time and place of the public hearing and of the subject matter thereof to be published, posted and mailed to the Petitioner, abutters and other parties in interest as required by law, the hearing was called to order by the Chairman, Jeanne S. McKnight, on Tuesday, September 8, 2015 at 7:30 p.m. in the Charles River Room, Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts. The hearing was continued to Tuesday, September 29, 2015, at 7:30 p.m. in the Charles River Room at the Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts. The hearing was continued to Tuesday, October 6, 2015, at 9:00 p.m. in the Charles River Room at the Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts. The hearing was further continued to Tuesday, October 27, 2015, at 9:00 p.m. in the Powers Hall, at the Needham Town Hall, 1470 Highland Avenue, Needham, Massachusetts and until Tuesday, November 10, 2015, at 7:30 p.m. in the Charles River Room at the Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts. The October 27, 2015 and November 10, 2015 continued public hearings were kept open for the limited purpose of allowing the Petitioner to reach agreement with the property owner at 300 First Avenue on certain site changes so that they could be incorporated into the decision or noted as a plan modification. Board members Jeanne S. McKnight, Bruce T. Eisenhut, Elizabeth J. Grimes and Paul S. Alpert were present throughout the September 8, 2015, September 29, 2015, October 6, 2015, October 27, 2015 and November 10, 2015 proceedings. Board member Martin Jacobs was present for all of the proceedings except the hearing occurring on October 27, 2015. Pursuant to Massachusetts General Laws Chapter 39, Section 23D, Adjudicatory Hearing, adopted by the Town of Needham in May of 2009, Mr. Jacobs examined all evidence received at the missed session and listened to an audio recording of the meeting. The record of the proceedings and the submissions upon which the decision is based may be referred to in the office of the Town Clerk or the office of the Board.

Submitted for the Board's deliberation prior to the close of the public hearing were the following exhibits:

Exhibit 1 Properly executed Application for (1) a Major Project Site Plan Review Amendment under Section 7.4 of the Needham Zoning By-Law (hereinafter the By-Law) and Further Site Plan Review under Section 4.2 of Major Project Site Plan Special Permit No. 2012-

07, dated October 15, 2012 and last amended April 28, 2015; (2) a Special Permit under Section 4.8(1) of the By-Law to (a) increase the maximum height of the proposed Garage B addition from 72 feet to 84 feet (the Applicant notes that zoning relief for the originally contemplated Garage B has already been approved in prior decisions) and (b) to increase the maximum height of the proposed Garage A from 72 to 84 feet; (3) a Special Permit under Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the Zoning By-Law (maximum uninterrupted façade length shall be 300 feet, or 200 feet within 350 feet of a general residence district zoning boundary, a river or a lake); (4) a Special Permit under Section 4.8.3 of the By-Law to waive the minimum open space requirement from 25% to 23%; (5) a Special Permit under Section 5.1.1.5 of the By-Law to waive strict adherence to the provisions of Section 5.1.3(m) to allow 857 parking spaces to be located in Garage B to be utilized for the benefit of the adjacent project at Center 128 East on a non-exclusive basis; (6) Increase the size and capacity of Garage B so that the number of parking spaces increases from 2,040 to 2,600; (7) Increase the size and capacity of Garage A so that the number of parking spaces increases from 580 to 925; (8) Increase the number of surface parking spaces from 114 to 117; (9) Increase the total number of parking spaces on the site from 2,734 as described in the decision to 3,642 spaces. (10) Obtain approval for the addition of non-structural screen systems to be mounted on Garage B; (11) Modify the area between Garage A and Garage B, as well as certain other areas on the site, in accordance with the plans filed with this Application; (12) Allow 857 parking spaces located in the expanded Garage B to be utilized for the benefit of businesses located in the adjacent "Center 128 East" parcel. The spaces will not be designated as such but will be on a "first come-first served" basis; (13) Allow 51 of the 908 additional parking spaces created as a function of this application to be allocated to "Center 128 West" so that the total allocation for "Center 128 West" increases from 2,734 to 2,785; and (14) Reduce the minimum 25% open space requirement to 23%, with Exhibit A, dated July 28, 2015.

- Exhibit 2** Letter from Attorney Roy A. Cramer to the Planning Board Members, dated July 20, 2015.
- Exhibit 3** Memorandum, prepared by Nancy B. Doherty, Tetra Tech, 100 Nickerson Road, Marlborough, MA 01752, dated July 10, 2015.
- Exhibit 4** Stormwater Management Report, Center 128 West-Full Build, prepared by Tetrattech, dated August 24, 2012, revised March 1, 2013 and July 10, 2015.
- Exhibit 5** Plan entitled "Amended Phase 2 Major Project Site Plan Review, Center 128 West, Preliminary Phasing Plan," prepared by Tetra Tech, 100 Nickerson Road, Marlborough, MA 01752, dated July 10, 2015.
- Exhibit 6** Plan entitled, "Center 128, Amended Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 17 sheets: Sheet 1, Cover Sheet dated August 20, 2012, revised March 1, 2013, April 12, 2013, August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 2, Sheet C-2, entitled "Abbreviations and Notes," dated August 20, 2012, revised August 24, 2012, March 1, 2013, April 12, 2013, August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 3, Sheet C-3, entitled "Layout and Materials Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 4, Sheet C-4, entitled

"Grading and Drainage Plan," dated August 20, 2012, revised August 24, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 5, Sheet C-5, entitled "Drainage Schedules," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, March 1, 2013, April 12, 2013, August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 6, Sheet C-6, entitled "Utilities Plan," dated August 20, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 7, Sheet LT-1, entitled "Site Lighting Plan," dated September 18, 2012, revised October 2, 2013, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 8, Sheet L-1, entitled "Landscape Plan," dated August 14, 2012, revised August 24, 2012, September 18, 2012, October 2, 2012, November 1, 2012, March 1, 2013, April 12, 2013, August 23, 2013, September 11, 2013, October 15, 2014 and July 10, 2015; Sheet 9, Sheet L-2, entitled "Landscape Details," dated August 14, 2012, revised August 24, 2012, September 18, 2012, March 1, 2013, March 12, 2013, August 23, 2013, September 11, 2013, October 15, 2014 and July 10, 2015; Sheet 10, Sheet A-000, Garage B, entitled "Cover Sheet," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 11 Sheet A-101, Garage B, entitled "First Level Plan," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 12, Sheet A-102, Garage B, entitled "Second to Seventh Level Plan," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 13, Sheet A-103, Garage B, entitled "Eighth Level Plan," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 14, Sheet A-201, Garage B, entitled "Exterior Elevations," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 15, Sheet A-202, Garage B, entitled "Exterior Elevations," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and July 10, 2015; Sheet 16, Sheet A-301, Garage B, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and July 10, 2015; and Sheet 17, Sheet A-302, Garage B, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and July 10, 2015.

Exhibit 7 Phasing plan entitled "Center 128 Phase 2A: Major Project Site Plan Review", prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, consisting of 3 sheets: Sheet C-1 entitled "Cover Sheet" dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013, and December 15, 2014; Sheet C-2 entitled "Layout and Material Plan" dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013 and December 15, 2014; Sheet L-1, entitled "Landscape Plan", dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013, December 15, 2014 and January 27, 2015.

Exhibit 8 Plan entitled "TripAdvisor, Center 128 Building 3" prepared by Elkus Manfredi Architects, 300 A Street, Boston, MA 02210 consisting of two sheets: Sheet 1, Sheet A-107, Building 3 entitled "Roof Plan" dated March 1, 2013, revised August 23, 2013, September 11, 2013 and December 15, 2014; Sheet 2, Sheet A-301, Building 3 entitled "Building Sections", dated March 1, 2013, revised August 23, 2013, September 11, 2013 and December 15, 2014.

Exhibit 9 Specifications for fuel oil storage tank and accessories (including cut sheet), consisting of two sheets, prepared by Waldman Sales Assoc., Inc., 1817 Eaton Rd., Framingham, MA 01701 and Mechanical Innovations of New England, P.O. Box 400, Exeter, NH 03833.

Exhibit 10 Plan entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land

Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 12 sheets: Sheet 1, Sheet L-3, entitled "Landscape Details," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 2, Sheet D-1, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012, September 18, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 3, Sheet D-2, entitled "Construction Details," dated August 20, 2012, revised August 24, 2012, September 18, 2012, March 2, 2013, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 4, Sheet D-3, entitled "Construction Details," dated August 20, 2012, revised March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 5, Sheet D-4, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 6, Sheet D-5, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 7, Sheet D-6, entitled "Construction Details," dated August 20, 2012, revised September 18, 2012, March 1, 2013, April 12, 2013, August 23, 2013 and September 11, 2013; Sheet 8, Sheet D-7, entitled "Construction Details," dated August 23, 2013 revised September 11, 2013; Sheet 9, entitled "360 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 10, entitled "410 First Avenue, Existing Conditions Plan," dated January 18, 2012; Sheet 11, entitled "66 B Street, Existing Conditions Plan," dated January 18, 2012; Sheet 12, entitled "37 A Street, Existing Conditions Plan," dated January 18, 2012; and Sheet 22, entitled "37 A Street, Existing Conditions Plan," dated January 18, 2012.

Exhibit 11 Plan entitled, "Trip Advisor, Center 128 Building 3," prepared Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 11 sheets: Sheet 1, Sheet A-000, Building #3 entitled "Cover Sheet," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 2, Sheet A-101, Building #3, entitled "First Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 3, Sheet A-102, Building #3, entitled "Second Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 4, Sheet A-103, Building #3, entitled "Third Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 5, Sheet A-104, Building #3, entitled "Fourth Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 6, Sheet A-105, Building #3, entitled "Fifth Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 7, Sheet A-106, Building #3, entitled "Sixth Floor Plan," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 8, Sheet A-107, Building #3, entitled "Roof Plan," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and December 15, 2014; Sheet 9, Sheet A-201, Building #3, entitled "Building Elevations," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; Sheet 10, Sheet A-202, Building #3, entitled "Building Elevations," dated March 1, 2013, revised August 23, 2013 and September 11, 2013; and Sheet 11, Sheet A-301, Building #3, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and December 15, 2014.

Exhibit 12 A set of plans entitled, "Center 128, Phase 2: Major Project Site Plan Review, August 20, 2012," prepared by Tetra Tech, One Grant Street, Framingham, MA 01701, Precision Land Surveying Inc., 32 Turnpike Road, Southborough, MA 01772, Terraink, Inc., P.O. Box 261, Arlington, MA 02476, Elkus Manfredi Architects, 300 A Street, Boston, MA 02210, consisting of 37 sheets: Sheet 1, Sheet A0, Office #1, entitled "Cover Sheet," dated August 20, 2012; Sheet 2, Sheet A1.1, Office #1, entitled "First Floor Plan," dated August 20, 2012; Sheet 3, Sheet A1.2, Office #1, entitled "Second Floor Plan," dated August 20, 2012; Sheet 4, Sheet A1.3, Office #1, entitled "Third Floor Plan," dated August 20, 2012; Sheet 5, Sheet

A1.4, Office #1, entitled "Fourth Floor Plan," dated August 20, 2012; Sheet 6, Sheet A1.5, Office #1, entitled "Roof Plan," dated August 20, 2012; Sheet 7, Sheet A2.0, Office #1, entitled "Exterior Elevations," dated August 20, 2012; Sheet 8, Sheet A3.0, Office #1, entitled "Building Sections," dated August 20, 2012; Sheet 9, Sheet A0, Garage A, entitled "Cover Sheet," dated August 20, 2012; Sheet 10, Sheet A1.1, Garage A, entitled "First Level Plan," dated August 20, 2012; Sheet 11, Sheet A1.2, Garage A, entitled "Second Level Plan," dated August 20, 2012; Sheet 12, Sheet A1.3, Garage A, entitled "Third Level Plan," dated August 20, 2012; Sheet 13, Sheet A1.4, Garage A, entitled "Fourth Level Plan," dated August 20, 2012; Sheet 14, Sheet A1.5, Garage A, entitled "Fifth Level Plan," dated August 20, 2012; Sheet 15, Sheet A1.6, Garage A, entitled "Sixth Level Plan," dated August 20, 2012; Sheet 16, Sheet A2.1, Garage A, entitled "Exterior Elevations," dated August 20, 2012; Sheet 17, Sheet A3.1, Garage A, entitled "Building Sections," dated August 20, 2012.

Exhibit 13 Letter from Acentech to Baker Design Group, Inc. dated December 17, 2014.

Exhibit 14 Supplemental Draft Environmental Impact Report (containing only the Transportation component), prepared by Epsilon Associates, Inc., 3 Clock Tower Place, Suite 250, Maynard, MA, 01754, dated August 31, 2015.

Exhibit 15 Interdepartmental Communications (IDC) to the Board from Chief Dennis Condon, Needham Fire Department dated September 2, 2015 and October 5, 2015; IDC to the Board from Lieutenant John H. Kraemer, Needham Police Department dated August 26, 2015; IDC to the Board from Anthony L. Del Gaizo, Assistant Director of Public Works dated September 3, 2015.

FINDINGS AND CONCLUSIONS

The findings and conclusions made in Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 and amended September 17, 2013, January 6, 2015 and April 28, 2015, were ratified and confirmed except as follows:

- 1.1 The Board approves the modifications as described under Exhibits 1, 2, 3, 4, 5, 6 and 14 of this Decision to: 1) Increase the size and capacity of Garage B so that the number of parking spaces increases from 2,040 to 2,600; (2) Increase the size and capacity of Garage A so that the number of parking spaces increases from 580 to 925; (3) Increase the number of surface parking spaces from 114 to 117; (4) Increase the total number of parking spaces on the Property from 2,734 as described in the April 2, 2013 decision to 3,642 spaces. (5) Obtain approval for the addition of non-structural screen systems to be mounted on Garage B; (6) Modify the area between Garage A and Garage B, as well as certain other areas on the site, in accordance with the plans filed with this application; (7) Allow 857 parking spaces located in the expanded Garage B to be utilized for the benefit of businesses located in the adjacent Center 128 East parcel. The spaces will not be designated as such but will be on a "first come-first served" basis; (8) Allow 51 of the 908 additional parking spaces created as a function of this application to be allocated to Center 128 West so that the total allocation for Center 128 West increases from 2,734 to 2,785 spaces; and (8) Reduce the minimum 25% open space requirement to 23%. The plans described under Exhibits 3, 4, 5, 6, 7, 8, 9, 10, 11, 12 and 14 of this Decision shall constitute the final approved plan set for this project.

The Board acknowledges two principal reasons for the Petitioner's requests contained in this application. The adjacent property formerly owned by General Dynamics and now owned by Needham Nine Owner, LLC, a Delaware limited liability company, is being redeveloped. After

discussions with Needham Town officials, it was determined that Garage A and Garage B should be expanded to be able to accommodate the parking of vehicles associated with Center 128 East in Garage B. A parking easement between the respective owners of Center 128 East and Center 128 West will be prepared, executed and recorded at the Norfolk Registry of Deeds to evidence and memorialize said parking rights. An underlying rationale for this proposal is to be able to eliminate the construction of a new parking garage on the Center 128 East site so that the parking garages serving both Center 128 East and Center 128 West will be clustered together in the interior portion of the property and not fronting on any public ways. Accordingly, the Board finds that 857 parking spaces located in Garage B may be utilized for the benefit of businesses located on the adjacent Center 128 East parcel presently owned by Needham Nine Owner, LLC.

The second principal reason for Petitioner's requests is to improve the route for pedestrian traffic moving between Center 128 East and Center 128 West. Architectural elements will be added to garages located on the property and a path, with associated landscaping, will be constructed that will be user-friendly and aesthetically pleasing. It is also intended to encourage the utilization of the proposed retail space in Center 128 East by employees and visitors to Center 128 West.

- 1.2 Section 1.7 of Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 is modified to read as follows:

"The Petitioner proposes to construct four new office buildings having a total square footage not to exceed 740,000 sq. ft. The Petitioner intends that the four new buildings will be utilized for professional, business or administrative offices and for laboratories engaged in scientific research and development. Building 1 will be a five story, 189,509 sq. ft. structure. Building 2 will be a five story, 127,145 sq. ft. structure. Building 3 will be a six story, 288,346 sq. ft. structure. Building 4 will be a four story, 135,000 sq. ft. structure. Notwithstanding the foregoing, the buildings may be modified pursuant to Section 3.37 ("Design Guidelines") of this First Amendment. At the completion of the project there will be two, free-standing garages. The first will contain spaces for 925 vehicles and the second will be built in stages and will eventually contain space for 2,600 vehicles. There will also be surface parking for 117 vehicles, for a total of 3,642 parking spaces. Of the 3,642 total parking spaces 857 parking spaces located in Garage B will be utilized for the benefit of the businesses located on the adjacent Center 128 East site owned by Needham Nine Owner LLC. The parking spaces in Garage B will not be specifically designated as such but will be available on a "first come, first served basis. The remainder parking spaces on the site (2,785) will be available for the exclusive use of Center 128 West. The undeveloped portions of the site will be loamed and seeded on a temporary basis until future phases of work on the property are approved and implemented except as provided in Amendment to Major Site Plan Special Permit, dated January 28, 2015. The Board finds that the plans filed with this application with respect to Garage B fall within the Design Guidelines set forth in Section 3.37 of the Original Decision."

- 1.3 Section 1.9 of Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 is modified to read as follows:

"The Traffic Impact Study that was prepared for this project and filed as part of the application assumes a "full build" condition of 740,000 sq. ft. of office/research and development space and the 128 unit hotel, together with 2,785 parking spaces for "Center 128 West". It is anticipated that Garage A as shown on the plan approved by this Decision will be fully constructed at one time, while Garage B will be constructed in phases, depending on the timing of the construction of the four office buildings and the build-out of the adjacent Center 128 East development. The Petitioner has requested that each building be considered a separate phase of the project with the

required parking provided to service the intended use. The project has been engineered based on "full build" assumptions, as more specifically set forth in the application materials filed herewith, taking into account such items as storm water management, sewage disposal, utilities, internal driveways, landscaping and other improvements, parking and traffic.

- 1.4 Section 1.16 of Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 is modified to read as follows:

"Under the provisions of Section 5.1.2 of the By-Law a minimum of 2,608 parking spaces are required for the project and a total of 2,785 parking spaces are provided for the Center 128 West project. The parking requirement for hotel use is the following: "One space for each sleeping unit plus one space for each 200 square feet of function or conference area, plus one space for each three employees on the largest shift." Accordingly, the parking requirement for the hotel use is 140 parking spaces computed as the sum of (a) 128 sleeping units equals 128 parking spaces; (b) 1,306 square feet of conference/function space equals 7 parking spaces; and (c) 15 employees on the largest shift equals 5 parking spaces. Under the provisions of Section 5.1.2 of the By-Law, the parking requirement for an office use is "One parking space per 300 square feet of floor area". Accordingly, the parking requirement for the office use is 2,468 computed as the sum of $189,509/300 + 127,145/300 + 288,346/300 + 135,000/300 = 2,468$."

- 1.5 Section 1.18 of Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 is modified to read as follows:

"Adjoining premises will be protected against any seriously detrimental uses on the site through provision of surface water drainage, sound and sight buffers, and preservation of views, light and air. Four separate parcels will be consolidated into one larger parcel. Until recently each parcel contained a free-standing building with surface parking. In late 2011, the office buildings at 360 First Avenue, 410 First Avenue and 66 B Street were demolished. The three buildings located on those parcels contained a total of 152,906 sq. ft. and was served by 408 parking spaces. 37 A Street presently contains a one story industrial building of approximately 99,223 sq. ft., together with additional surface parking for 205 vehicles. It is anticipated that the building at 37 A Street will be demolished prior to the issuance of the Certificate of Occupancy for the first of the four new office/research and development buildings to be constructed."

A hotel comprised of approximately 89,740 sq. ft., together with 140 parking spaces and associated improvements was approved by this Board by Major Site Plan Special Permit No. 2012-03, dated April 23, 2012. Of the 140 parking spaces, approximately 22 of those spaces will be located under the hotel at grade level. The balance of the parking spaces serving the hotel will be surface parking, until the construction of Garage A, at which time a number of the surface parking spaces at the rear of the hotel will be eliminated and additional parking will be made available for use by the hotel employees, guests and visitors in the garage.

Four new office buildings will be constructed with a total square footage not to exceed 740,000 sq. ft. Building 1 will be a five story, 189,509 sq. ft. structure. Building 2 will be a five story, 127,145 sq. ft. structure. Building 3 will be a six story, 288,346 sq. ft. structure. Building 4 will be a four story, 135,000 sq. ft. structure. Notwithstanding the foregoing, the buildings may be modified pursuant to Section 3.37 ("Design Guidelines") of the decision. At the completion of the Project there will be two, free-standing garages. The first will contain space for 925 vehicles and the second will be built in stages and eventually will contain space for 2,600 vehicles. There will also be surface parking for 117 vehicles, for a total of 3,642 parking spaces of which 2,785 spaces will serve Center 128 West and 857 spaces will serve Center 128 East. The undeveloped portions

of the site will be ~~landed~~ and seeded on a temporary basis until future phases of work on the property are approved and implemented. A N

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The existing site will be reconfigured such that the majority of the proposed parking will be contained in two parking garages. The concept for the garage is derived from the desire to provide for a centralized parking facility serving both Center 128 East and Center 128 West that is not fronting on any public ways and to provide an overall attractive aesthetic. A nonstructural screen system will be mounted on Garage B to improve the overall garage aesthetic. Due to this reconfiguration of parking, there will be an increase in open space and a corresponding increase in groundwater recharge. Surface water that is not recharged directly into the ground will be collected via a series of catch basins and drains. These drains will connect into the existing storm drains located in A Street and B Street as shown on the proposed site plans. Once the Project is constructed, the existing storm water infrastructure in First Avenue, A Street and B Street will see a significant decrease in the rate and volume of storm water runoff. The storm water drainage system is designed in accordance with the Massachusetts DEP's Stormwater Management Policy and the Town's requirements for storm water. (See Stormwater Management Report filed with this application)."

- 1.6 Section 14 of Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 is modified to read as follows:

"the requested relief that Building 1 be modified from a four-story, 150,000 sq. ft. building to a five-story, 189,509 sq. ft. building, and a consequent decrease in Building 4 from a five-story, 175,000 sq. ft. building to a four-story, 135,000 sq. ft. building."
- 1.7 Under Section 7.4 of the By-Law and Section 4.2 of Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012 and last amended April 28, 2015, a Major Project Site Plan Special Permit Amendment may be granted in the New England Business Center Zoning District, if the Board finds that the proposed project complies with the standards and criteria set forth in the provisions of the By-Law. On the basis of the above findings and criteria, the Board finds that the Approved Plan Set, as conditioned and limited herein for Site Plan Review, to be in harmony with the purposes and intent of the By-Law to comply with all applicable By-Law requirements, to have minimal adverse impact and to have proposed a development which is harmonious with the surrounding area.
- 1.8 Under Section 4.8(1) of the By-Law, a Special Permit may be granted to (a) increase the maximum height of the proposed Garage B addition from 72 feet to 84 feet (the Board notes that zoning relief for the originally contemplated Garage B has already been approved in prior decisions) and (b) to increase the maximum height of the proposed Garage A from 72 to 84 feet provided that the proposed structures are properly accessible to firefighting equipment. The Board finds that the proposed structures are properly accessible to firefighting equipment.
- 1.9 Under Section 4.8.3 of the By-Law, a Special Permit may be granted to waive any or all dimensional requirements set forth in Section 4.8 of the By-Law, by relaxing each by up to a maximum of 25% if it finds that, given the particular location and/or configuration of a project in relation to the surrounding neighborhood, such waivers are consistent with the public good, that to grant such waivers does not substantially derogate from the intent and purposes of the By-Law or the Goals of the District Plan cited in Section 6.8.1(b) of the By-Law, and that such waivers are consistent with the requirements of Section 6.8. The requested waivers are as follows:

- (a) The Applicant has requested Special Permits under Section 4.8.3 to waive the requirements of Sections 4.8.1(6) of the By-Law ("maximum uninterrupted façade lengths shall be 300 ft. or 200 ft. if within 350 ft. of a General Residence District Zoning Boundary, a river or a lake").
- (b) The Petitioner has also requested a Special Permit under Section 4.8.3 of the By-Law to waive the minimum open space requirement from 25% to 23%.

The Board finds that given the particular location and/or configuration of the project in relation to the surrounding neighborhood, the two requested waivers are consistent with the public good and that to grant such waivers does not substantially derogate from the intent and purposes of the By-Law or the Goals of the District Plan cited in Section 6.8.1(b) of the By-Laws, and that such waivers are consistent with the requirements of Section 6.8. The Board further finds that with respect to the requested findings described above, that given the particular location and/or configuration of the project in relation to the surrounding neighborhood, the requested findings are consistent with the public good and that to grant such relief and/or to make said findings does not substantially derogate from the intent and purposes of the By-Law or the Goals of the District Plan cited in Section 6.8.1 of the By-Laws and that such findings are consistent with the requirements of Section 6.8.

- 1.10 Under Section 5.1.1.5 of the By-Law, a Special Permit to waive strict adherence with the requirements of Section 5.1.3 (parking plan and design requirements) may be granted in the New England Business Center Zoning District provided the Board finds that:

- (a) the issuance of a Special Permit will not be detrimental to the Town or to the general character and visual appearance of the surrounding neighborhood and abutting uses, and is consistent with the intent of the By-Law;
- (b) the ability to provide parking and design in accordance with the particular requirements of Section 5.1.3 was considered, and
- (c) the granting of a Special Permit under the Section shall not exempt a structure, use or lot from future compliance with the provisions of Section 5.1.2 and/or 5.1.3.

The Petitioner has requested a Special Permit under Section 5.1.1.5 of the By-Law to waive strict adherence to the provisions of Section 5.1.3(m) to allow 857 parking spaces to be located in Garage B to be utilized for the benefit of the adjacent project at Center 128 East on a non-exclusive basis. On the basis of the above findings and conclusions, the Board finds the proposed project and plan, as conditioned and limited herein, to meet these requirements, to be in harmony with the general purposes and intent of the By-Law, to comply with all applicable By-Law requirements, and will not be a detriment to the town's and neighborhood's inherent use of the surrounding area.

DECISION

Therefore the Board voted 5-0 to GRANT: (1) The requested amendment to a Special Permit for Major Project Site Plan Review under Section 7.4 of this By-Law and under Section 4.2 of Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012 and last amended April 28, 2015; to approve the modifications as described under Exhibits 1, 2, 3, 4, 5, 6 and 13 of this Decision. The plans described under Exhibits 3, 4, 5, 6, 7, 8, 9, 10, 11, and 13 of this Decision shall now constitute the final approved plan set for this project; (2) The requested Special Permit under Section 4.8(1) of the By-Law to (a) increase the maximum height of the proposed Garage B addition from 72 feet to 84 feet and (b) to

increase the maximum height of the proposed Garage A from 72 to 84 feet; (3) The requested Special Permit under Section 4.8.3 of the By-Law to waive the requirements of Section 4.8.1(6) of the By-Law (maximum uninterrupted facade length shall be 300 feet or 200 feet within 350 feet of a general residence district zoning boundary, a river or a lake); (4) The requested Special Permit under Section 4.8.3 of the By-Law to waive the minimum open space requirement from 25% to 23%; and (5) The Special Permit under Section 5.1.1.5 of the By-Law to waive strict adherence to the provisions of Section 5.1.3(m) to allow 857 parking spaces to be located in Garage B to be utilized for the benefit of the adjacent project at Center 128 East on a non-exclusive basis; subject to the following plan modifications, conditions and limitations.

PLAN MODIFICATIONS

Prior to the issuance of a building permit or the start of any construction on the Site, the Petitioner shall cause the Alternative Plan Set to be revised, if necessary, to show the following additional, corrected, or modified information. The Building Inspector shall not issue any building permit nor shall he permit any construction activity on the Site to begin on the site until and unless he finds that the Alternative Plan Set contains or is revised to include the following additional, corrected, or modified information. Except where otherwise provided, all such information shall be subject to the approval of the Building Inspector. Where approvals are required from persons other than the Building Inspector, the Petitioner shall be responsible for providing a written copy of such approvals to the Building Inspector before the Inspector shall issue any building permit or permit for any construction on the Site. The Petitioner shall submit nine copies of the final plans as approved for construction by the Building Inspector to the Board prior to the issuance of a Building Permit.

2.1 No Plan modifications are required.

CONDITIONS

The plan modifications, conditions and limitations contained in Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 and January 6, 2015, and further amended on September 17, 2013, January 6, 2015 and April 28, 2015, are ratified and confirmed except as modified herein.

- 3.1 A permanent parking easement shall be prepared, executed and recorded at the Norfolk Registry of Deeds granting employees, visitors, invitees, etc. to 128 Center East Project the right to use 857 spaces in Garage B at 128 Center West on a non-exclusive basis. Said easement shall be reviewed and approved by the Board. The Petitioner shall record the noted permanent parking easement at the Norfolk Registry of Deeds prior to the issuance of the Certificate of Occupancy for the 857 Center 128 East parking spaces located in Garage B.
- 3.2 The Petitioner will file a proposal with the Board to reduce or redirect light emanating from the portion of Garage B that currently exists on the property that may adversely affect neighboring residences. The Board shall view both a) current conditions and b) conditions that exist after implementation of the light reduction/redirect proposal. If the Board determines that such proposal is acceptable, the Petitioner will implement similar measures for the proposed expansion areas of Garage B. Said approval by the Board shall be a condition precedent to the issuance of a building permit for the expansion of Garage B.
- 3.3 Section 3.9 of the decision is modified to read as follows:

N O T

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"The proposed buildings, parking areas, driveways, landscape areas, and other site and off-site features shall be constructed in substantial accordance with the plans described under Exhibits 3, 4, 5, 6, 7, 8, 9, 10, 11, and 13 of this Decision and shall contain the dimensions and be located on that portion of the Property as shown on the plan and in accordance with applicable dimensional requirements of the By-Law, except as may be approved by this Board in accordance with the terms of this decision. Upon completion of the project a total of 3,642 parking spaces shall be provided on the Property of which 2,785 spaces shall serve Center 128 West and 857 shall serve Center 128 East. All off-street parking shall comply with the requirements of Section 5.1.2 and 5.1.3 of the By-Law, as shown on the plan, or as may be waived in the future by this Board."

3.4 Section 3.38, Design Guidelines, of the decision is revised to read as follows:

Design Guidelines. The Board approves the plans for the site, Building 1, Building 3, and Garage B, as filed. The Board approves Buildings 2, and 4, with general size, massing and locations of the buildings at a conceptual level as described in the application and using the plans for Building 1 as a template. The Board approves Garage A at a conceptual level as described in Exhibit 12 and using the plans for Garage B as a guide to inform the façade treatment of Garage A. As a prerequisite for final approval and the issuance of a building permit, Building 2, Building 4 and Garage A (and modifications to Building 1, Building 3, and Garage B) shall be subject to design review by the Planning Board to determine conformance to the following Design Guidelines. Design approval shall be granted by the Planning Board for final plans that are consistent with the Design Guidelines and the applicable requirements of the By-Law. Design Review approval by the Planning Board shall constitute the Planning Board's determination that the proposed plans are consistent with this First Amendment and meet all applicable standards of review for the Project.

Design Guidelines

- 1) There shall be four office buildings and two free-standing garages. The total square footage of the four office buildings shall not exceed 740,000 sq. ft.
- 2) The buildings will be designed in a first class manner and Class A commercial building standards consistent with the Central Route 128 office market.
- 3) Building 1 is approximately 35% opaque. Of this amount, 60 to 70% may be precast concrete, natural or manufactured stone, brick or similar masonry material. The remainder may be metal, wood, ceramic, glass fiber reinforced concrete, fiber cement or similar panelized material to be used as part of wall and curtain wall systems. Synthetic stucco (EIFS) is prohibited.
- 4) Building 1 is approximately 65% transparent. Of this amount 60 to 70% may be glazing in a punched or ribbon arrangement. The remainder may be aluminum storefront or curtain wall systems. Vision glass will be low-e, minimally reflective and may be tinted for aesthetic effect without significantly reducing transparency. Mirrored or highly reflective glass is prohibited.
- 5) Building 1 shall serve as a template for Buildings 2 and 4. Quality design and construction will be carried through to all buildings. While there may be shared architectural elements and materials between the buildings, some variation is encouraged. Primary materials identified for Building 1 in a generic sense and assigned a proportional range of façade area will be carried through, with some variation, to Buildings 2 and 4.

N O T

- 6) Each building can be increased or decreased by not more than one floor.

O F F I C I A L

- 7) The location of the building footprint may be moved not more than 15 ft. in any direction, as long as the minimum setbacks, site distances and required open space requirements are maintained.

- 8) The shape of the footprint of each building can be modified no more than 15 ft. in any direction, as long as the minimum setbacks, site distances, and required open space requirements are maintained.

- 9) The total square footage of each building shall not vary more than 15% than what is described hereinabove, except that a larger variation is acceptable if an additional floor is added to the building pursuant to Design Guideline (6) above and if the shape of the footprint of the building is modified pursuant to Design Guideline (8) above.

- 10) The 15 ft. variation in shape, size and location shall be applicable to Garage A and Garage B to the same extent as they are applicable to the office buildings as described in 7, 8 and 9 above.

- 11) Site changes, including landscaping, may be modified without further public hearing to accommodate changes in building shape, location and size described above.

- 12) An architectural façade design treatment shall be provided on all sides of Garage A using the treatment afforded to Garage B as a guide. The goal shall be to provide aesthetic interest through the use of a variety of materials and colors other than precast concrete or block to better mask the building's function as a parking garage. Without limiting the Petitioner's discretion, in order to achieve that outcome on the exterior of the parking garage, the following five methods are examples of incorporating design elements to achieve a successful architectural façade on the parking structure which may be considered: architectural compatibility with the principle building when appropriate; exterior landscaping to screen the structure within the setback; exterior façade coverings on the concrete panels to add "skin" to the concrete panels "bones" of the parking garage; exterior architectural articulation and color composition to provide aesthetic interest; and fenestrations for the openings and control over the design of the openings. The examples described above are not intended to limit the Petitioner's discretion in accomplishing the stated goal but rather to offer strategies for its accomplishment.

The proposed plans and an application for review shall be filed with the Planning Board. At the same time application materials shall also be submitted to the Design Review Board along with an application for design review. Within 20 days of receipt of the Design Review application, the Design Review Board shall hold a public meeting, to which the Applicant shall be invited for the purpose of determining whether the proposed plans fall within the Design Guidelines described above. Within 15 days of the meeting the Design Review Board shall transmit its determination as to the plans' compliance with the Design Guidelines described above and its design review report to both the Planning Board and Applicant. The Planning Board shall review said plans with the Applicant at its next public meeting following receipt of said recommendation from the Design Review Board provided such recommendation is received at least 7 days prior to the next scheduled meeting. If the Planning Board finds that the plans do fall within said Design Guidelines, the Planning Board shall approve and endorse said plans and transmit its decision to the Applicant and Building Inspector via memorandum. If the Planning Board finds that the plans do not fall within said Design Guidelines, the Applicant may modify said plans or file a

Request for Further Site Plan Review with the Board. The Planning Board shall make its determination within 60 days of receipt of said plans from the Petitioner.

O F F I C I A L O F F I C I A L

The Board acknowledges that Building 3 (known as the Trip Advisor Building) and the Hotel (known as the Marriot Residence Inn) have been approved by the Planning Board and constructed in accordance with the submitted plans. ”

LIMITATIONS

The plan modifications, conditions and limitations contained in Major Project Site Plan Special Permit No. 2012-07, dated October 16, 2012, amended and restated April 2, 2013 and January 6, 2015, and further amended on September 17, 2013, January 6, 2015 and April 28, 2015, are ratified and confirmed.

The provisions of this Major Site Plan Special Permit Amendment shall be binding upon every owner or owners of the lots and the executors, administrator, heirs, successors and assigns of such owners, and the obligations and restrictions herein set forth shall run with the land in accordance with their terms, in full force and effect for the benefit of and enforceable by the Town of Needham.

Any person aggrieved by this First Amendment may appeal pursuant to the General Laws, Chapter 40A, Section 17, within twenty (20) days after filing of this First Amendment with the Needham Town Clerk.

Witness our hands this 10th day of November, 2015.

A N
NEEDHAM PLANNING BOARD I A L

N O T
A N
O F F I C I A L
C O P Y

Jeanne S. McKnight
Jeanne S. McKnight, Chairman

Paul S. Alpert
Paul S. Alpert

Bruce T. Eisenhut
Bruce T. Eisenhut

Elizabeth J. Grimes
Elizabeth J. Grimes

Martin Jacobs
Martin Jacobs

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss

Nov. 10, 2015

On this 10 day of November, 2015, before me, the undersigned notary public, personally appeared Jeanne McKnight, one of the members of the Planning Board of the Town of Needham, Massachusetts, proved to me through satisfactory evidence of identification, which was personally known to me, to be the person whose name is signed on the proceeding or attached document, and acknowledged the foregoing to be the free act and deed of said Board before me.

Alexander K. Eaton
Notary Public

My Commission Expires: March 8, 2022

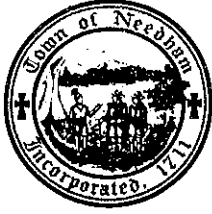
TO WHOM IT MAY CONCERN: This is to certify that the 20-day appeal period on the approval of the Project proposed by Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts, for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, Needham, MA 02494, has passed, and there have been no appeals made to this office all Judicial Appeals taken from this Decision have been dismissed, ordered. (TK2) or

March 8, 2016
Date

Theodora K. Eaton
Theodora K. Eaton, Town Clerk

Copy sent to: N O T
 A N
 O F F I C I A L
 C O P Y
Petitioner-Certified Mail
Town Clerk
Building Inspector
Director, PWD
Board of Health
Conservation Commission
Design Review Board

 N O T
 A N
 O F F I C I A L
 C O P Y
Board of Selectmen
Engineering
Fire Department
Police Department
Roy A. Cramer
Parties in Interest



TOWN OF NEEDHAM, MA

RECEIVED TOWN CLERK
NEEDHAM, MA 02492

2016 APR 28 PM 2:58

NOT PLANNING AND COMMUNITY DEVELOPMENT DEPARTMENT
OFFICE OF THE TOWN CLERK
COPY500 Dedham Ave
Needham, MA 02492
781-455-7550

PLANNING

MAJOR PROJECT SITE PLAN SPECIAL PERMIT

Amendment
April 25, 2016

MARGINAL REFERENCE

Normandy Real Estate Partners
Application No. 2012-07

BOOK 30675 PAGE 353

(Original Decision dated October 16, 2012, amended and restated April 2, 2013, amended September 17, 2013, January 6, 2015 and April 28, 2015)

DECISION of the Planning Board (hereinafter referred to as the Board) on the petition of Normandy Real Estate Partners, 99 Summer Street, Boston, Massachusetts 02110 (hereinafter referred to as the Petitioner), for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, Needham, Massachusetts. The property is shown on Assessor's Map 300 as parcels 15, 16, 28 and 29 and contains 13.68 acres in the New England Business Center Zoning District.

This Decision is in response to an application submitted to the Board on March 21, 2016, by the Petitioner pursuant to the Design Guidelines Section of the Decision by the Board dated October 16, 2012 (Section 3.37), amended and restated April 2, 2013 (Section 3.38), amended September 17, 2013, January 6, 2015 and April 28, 2015. The requested amendment would, if granted, approve a modified Garage B together with modified plans associated therewith. Request was also made for a finding that the modified plans are consistent with the design guidelines set forth in the Special permit and the applicable requirements of the Zoning By-Law.

The changes requested are deemed minor in nature and extent and do not require a public notice or a public hearing, as they are submitted pursuant to the Design Guidelines Section of the Decision by the Board dated October 16, 2012 (Section 3.37), amended and restated April 2, 2013 (Section 3.38), amended September 17, 2013, January 6, 2015 and April 28, 2015. Testimony and documentary evidence were presented to the Board on April 11, 2016, at the Charles River Room, Public Services Administration Building, 500 Dedham Avenue, Needham, Massachusetts at 7:00 p.m. Board members Jeanne S. McKnight, Martin Jacobs, Elizabeth J. Grimes, and Paul S. Alpert were present throughout the proceedings. Testimony and documentary evidence were presented and the Board took action on the matter.

EVIDENCE

RECEIVED AND RECORDED
NORFOLK COUNTY
REGISTRY OF DEEDS
DEDHAM, MA

Submitted for the Board's review were the following exhibits:

CERTIFY

- Exhibit 1 - Application Form for Site Plan Review completed by the applicant dated March 21, 2016, with Exhibit A.
- Exhibit 2 - Letter from Attorney Roy A. Cramer to the Planning Board Members, dated March 15, 2016.

William P. O'Donnell
WILLIAM P. O'DONNELL, REGISTER

5

- Exhibit 3 - N O T Copy of Design Review Board Application. N
- Exhibit 4 - O F F I C I A L O F F I C I A L Site Observation Report, prepared by Horton Lees Brogden Lighting Design, consisting of 4 sheets, dated March 15, 2016.
- Exhibit 5 - Plan entitled, "Center 128 Garage B," prepared Elkus Manfredi Architects, 25 Dry Dock Avenue, Boston, MA, consisting of 7 sheets: Sheet 1, Sheet A-000, Garage B, entitled "Cover Sheet," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and March 9, 2016; Sheet 2 Sheet A-101, Garage B, entitled "First Level Plan," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and March 9, 2016; Sheet 3, Sheet A-102, Garage B, entitled "Second to Seventh Level Plan," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and March 9, 2016; Sheet 4, Sheet A-103, Garage B, entitled "Eighth Level Plan," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and March 9, 2016; Sheet 5, Sheet A-201, Garage B, entitled "Exterior Elevations," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and March 9, 2016; Sheet 6, Sheet A-202, Garage B, entitled "Exterior Elevations," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and March 9, 2016; Sheet 7, Sheet A-301, Garage B, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and March 9, 2016; and Sheet 8, Sheet A-302, Garage B, entitled "Building Sections," dated March 1, 2013, revised August 23, 2013, September 11, 2013 and March 9, 2016.
- Exhibit 6 - Plan entitled, "Center 128, Garage B, Phase 2B: Major Project Site Plan Review, March 1, 2013," prepared by Tetra Tech Inc., 100 Nickerson Rd. Ste. 200, Marlborough, MA 01752, Terraink, 7 Central Street, Arlington MA 02476, consisting of 3 sheets: Sheet C-1, Cover Sheet dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013, December 15, 2014 and March 9, 2016; Sheet 2, Sheet C-2, entitled "Layout and Materials Plan," dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013, December 15, 2014 and March 9, 2016; Sheet 3, Sheet L-1, entitled "Landscape Plan," dated March 1, 2013, revised April 12, 2013, August 23, 2013, September 11, 2013, December 15, 2014, January 27, 2015 and March 9, 2016
- Exhibit 7 - Memorandum from Carrie Hawley, Horton Lees Brogden Lighting Design, dated March 9, 2016.
- Exhibit 8 - Plans entitled "380B 1st Ave, Garage Remediation," prepared by Horton Lees Brogden Lighting Design, 233 Lewis Wharf, Boston, MA 02110, consisting of 2 sheets: Sheet 1, entitled "Site Observation Report, Existing Conditions, Calculations," dated March 18, 2016; Sheet 2, entitled "Site Observation Report, Remediation, Calculations," dated March 18, 2016.
- Exhibit 9 - Design Review Board Approval dated March 22, 2016.
- Exhibit 10 - Interdepartmental Communication (IDC) to the Board from Thomas Ryder, Assistant Town Engineer, dated April 20, 2016; IDC to the Board from Tara Gurge, Health Department, dated April 8, 2016.

O F F I C I A L O F F I C I A L

Approved by the Board of Directors on 12/10/2013

- stated April 2, 2013, amended September 17, 2013.

confirmed except as follows:

- approves the modifications as described under

cribed under Exhibits 4, 5, 6, 7, and 11 in

nder Exhibit 3 in the April 28, 2015 Decision,

6 and 8 in this Decision constitute the approval

on.

This approval shall be recorded in the Norfolk District Registry of Deeds. This Major Site Plan Special Permit amendment shall not take effect until the Petitioner has delivered written evidence of recording to the Board.

O F F I C I A L
C O P Y

O F F I C I A L
C O P Y

Witness our hands this 25th day of April, 2016.

NEEDHAM PLANNING BOARD
OFFICIAL

N O T
A N
O F F I C I A L
C O P Y

Jeanne S. McKnight
Jeanne S. McKnight, Chairman

Elizabeth J. Grimes
Elizabeth J. Grimes

Martin Jacobs
Martin Jacobs

Paul Alpert
Paul Alpert

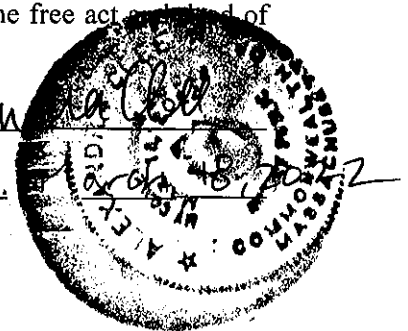
COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss

April 25, 2016

On this 25 day of April, 2016, before me, the undersigned notary public, personally appeared Jeanne McKnight, one of the members of the Planning Board of the Town of Needham, Massachusetts, proved to me through satisfactory evidence of identification, which was personally known to me, to be the person whose name is signed on the proceeding or attached document, and acknowledged the foregoing to be the free act and deed of said Board before me.

Alexander
Notary Public
My Commission Expires: April 25, 2017



Copy sent to:

Petitioner-Certified Mail # _____
Town Clerk
Building Inspector
Director, PWD
Board of Health
Conservation Commission
Design Review Board

Board of Selectmen
Engineering
Fire Department
Police Department
Roy A. Cramer
Parties in Interest