



Massachusetts Housing Finance Agency  
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January 15, 2013

VIA CERTIFIED MAIL

Greendale Avenue Venture, LLC  
15 New England Executive Office Park  
Burlington, MA 01803  
Attention: Robert D. Hewitt

RE: **Needham Mews**  
**692 and 744 Greendale Avenue**  
**Needham, MA MA (#SA-12-003)**

**Project Eligibility (Site Approval) Application**

Dear Mr. Hewitt:

This letter is in response to your application for a determination of Project Eligibility ("Site Approval") pursuant to Massachusetts General Laws Chapter 40B ("Chapter 40B"), 760 CMR 56.00 and the Comprehensive Permit Guidelines issued by the Department of Housing and Community Development ("DHCD") (the "Guidelines") (collectively, the "Comprehensive Permit Rules"), under the following program (the "Program"):

- New England Fund ("NEF") Program of the Federal Home Loan Bank of Boston.

Greendale Avenue Ventures, LLC ("Applicant" or "Developer") has filed a proposal with MassHousing pursuant to Chapter 40B. The proposal is to build 300 units of rental housing (the "Project") on a 6.02-acre site at 692 and 744 Greendale Avenue (the "Site") located in Needham, Massachusetts (The "Municipality").

This letter is intended to be a written determination of Project Eligibility ("Site Approval") in accordance with the Comprehensive Permit Rules, establishing fundability by a subsidizing agency under a low or moderate-income housing subsidy program pursuant to the Guidelines which may be found at [www.mass.gov/dhcd](http://www.mass.gov/dhcd) (see "DHCD Legal Resources"). To the extent that Project funding is provided by a non-governmental entity (NEF), this letter is also intended to be a determination of Project Eligibility ("Site Approval") by MassHousing acting as Subsidizing Agency (formerly, "Project Administrator") under the Guidelines, including Part V, thereof, "Guidelines for Housing Programs In Which Funding Is Provided By Other Than A State Agency."

MassHousing staff has performed an on-site inspection of the Site, which local boards and officials were invited to attend, and has reviewed the pertinent information for the Project submitted by the Applicant, the Municipality and others in accordance with the Comprehensive

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Permit Rules. As a result of our review, we have made the following findings as required pursuant to 760 CMR 56.04(1) and (4): (a) that the proposed Project appears generally eligible under the requirements of the housing subsidy program, subject to final approval under 760 CMR 56.04(7) ("Final Approval"); (b) that the site of the proposed Project is generally appropriate for residential development taking into consideration the information provided by the Municipality regarding actions previously taken to meet affordable housing needs; (c) that the conceptual project design is generally appropriate for the site on which it is located; (d) that the proposed Project appears financially feasible within the housing market in which it will be situated based on comparable rentals; (e) that an initial pro forma, including a land value determination consistent with the Guidelines, has been reviewed, and the Project appears financially feasible and consistent with the Guidelines for cost examination and limitations on profits and distributions on the basis of estimated development costs, and the project is fundable under the Program; (f) that the Applicant would be eligible to apply as a Limited Dividend Organization in connection with an application for financing under the Program; and meets the general eligibility standards of the Program; and (g) that the Applicant controls the site. Each such finding, with supporting reasoning, is set forth in further detail on Attachment 1 hereto.

With respect to finding (c), above, MassHousing specifically notes that the Project (i) has been expressly designed to mitigate the impacts of the massing, height and density of the proposed development by utilizing the natural topography of the Site, resulting in a development proposal that transitions well from the Site to the existing neighborhood and (ii) compares favorably to another recently constructed large-scale rental development in the Municipality located on the opposite side of Route 128, that is of similar scale with respect to design and massing.

As noted, MassHousing staff has determined that the Project appears generally eligible under the requirements of the NEF Program, subject to final review of eligibility and to final approval. In order to maintain eligibility under the NEF Program the following requirements must be addressed as part of your Final Approval application submission:

1. Financing for the Project must originate from a subsidizing lender that is a member of the Federal Home Loan Bank of Boston (FHLBB); a minimum of 25% of the financing must be obtained from the NEF Program; the construction and permanent financing must be for a minimum term acceptable to the Subsidizing Agency; and other financing terms and conditions must be substantially similar to terms used by the Subsidizing Agency in its own lending programs or otherwise be commercially reasonable. Evidence of a firm commitment for financing for the Project must be provided during your request to MassHousing for Final Approval. The Regulatory Agreement shall provide that any transfer of all or a portion of the NEF lender's interest (including participations or sale of servicing rights) during the approved term of the construction loan or, if applicable, the first 5 years of the permanent financing shall be subject to the approval of the Subsidizing Agency.

2. The Applicant must offer a minimum of 25% of the units for rental to households earning not more than 80% of the area median income, adjusted for household size, as published by the U.S. Department of Housing and Urban Development (HUD). The initial maximum housing cost (rent plus applicable utility allowances) for the affordable units must be set at levels affordable to households earning not more than 80% of area median income as determined by MassHousing based on the income limits published annually by HUD as adjusted for household size (based on 1.5 persons per bedroom).
3. The Applicant must enter into a regulatory agreement acceptable to MassHousing in the form for the applicable Program. If the Project is funded through the NEF Program, MassHousing will serve as the Subsidizing Agency under the Regulatory Agreement. The legal description of the Site attached to the Regulatory Agreement must be recordable.
4. The Applicant must comply with the Land Value Policy described in Section IV (B) (1) of the Guidelines and, if applicable, MassHousing's Acquisition Value Policy. Please note that the proposed purchase price of \$8,500,000 exceeds the "As Is Market Value" of the property determined by the MassHousing commissioned independent appraisal. The maximum permissible acquisition value that can be included, for limited dividend purposes, in the Development Budget approved at Final Approval and at the time of Cost Examination/Cost Certification is the "As Is" value, determined by the MassHousing commissioned independent appraisal, of \$1,600,000 plus reasonable and verifiable carrying costs (where permitted by the Guidelines) from September 20, 2012, the date of your Site Approval application.
5. The Applicant must be a limited dividend organization and agree to limit the profit on, and the distributions from, the Project in accordance with the Comprehensive Permit Rules.
6. The Project must comply with the Commonwealth's Sustainable Development Principles embraced by DHCD.
7. The Applicant must demonstrate that the Project will comply with EPA's Energy Star guidelines or with similar standards acceptable to MassHousing. The Applicant must make an application and submit plans to the local Energy Star administrator, ICF in Lexington, Massachusetts.
8. Final plans for the Development must show the number and location of handicapped accessible rental units in compliance with all applicable state and federal regulations.
9. The affordable rent levels must comply with the then-applicable 80% of Area Median Income (AMI) rent standard as adjusted for the required utility allowances. If any utility allowances are proposed at the time of Final Approval, appropriate supporting documentation shall be provided by the Applicant.

The Municipality was given a thirty (30)-day period in which to review the proposed site approval application and submit comments to MassHousing. The Town Manager has provided a brief letter (received by MassHousing on November 5, 2012) conveying the Board of Selectmen's unanimous opposition to the project based on the number of units and overall density. The Town letter did not include comments or feedback from other Town boards or committees, and MassHousing has not received additional comments from Town residents.

Based on MassHousing's site and design review, the following issues should be addressed in your application to the local Zoning Board of Appeals ("ZBA") for a comprehensive permit and fully explored in the public hearing process prior to submission of your application for Final Approval under the Program:

1. The Applicant should provide a detailed traffic study assessing potential impacts of the project on area roadways, including traffic volumes, crash rates, and the safety and level of service (LOS) of area intersections, and identifying appropriate mitigation in compliance with all applicable state and local requirements.
2. The traffic study should also review the proposed on-site parking and circulation to ensure compliance with industry standards relative to drive-aisle widths, turning radii, etc. In particular, in light of the steep slopes that characterize this site, driveway and walkway grading should be reviewed to ensure that it can be safely and easily negotiated by pedestrians, automobiles and service vehicles, particularly during the winter months.
3. The Applicant should provide a detailed Stormwater Management Plan identifying erosion control and stormwater management measures to be implemented during and after construction. This plan should describe any special measures that will be required to prevent erosion and uncontrolled run-off from the steeper areas of the site.
4. A geotechnical study for the proposed development, prepared by Lahlaf Geotechnical Consulting, Inc. and dated June 22, 2012, provides a preliminary review of site grading and foundation design, as well as specific construction recommendations. This study includes a preliminary assessment that subsurface conditions at the site are suitable to support the proposed construction once the topsoil is removed and the subgrade prepared as recommended. The applicant should be prepared to provide further confirmation of these preliminary findings during the public hearing.
5. The site abuts Route 128 along its northeastern boundary, and will be subject to noise from passing vehicular traffic. Building and site design should address noise exposure and noise attenuation measures.

6. A Landscape Plan should be provided, including a detailed planting plan, as well as paving, lighting, and signage details, and the location of outdoor dumpsters or other waste receptacles. The Landscape Plan should include provisions for irrigation and long-term landscape maintenance.
7. Additional details should be provided to the Town about any proposed site amenities including shared community rooms, outdoor playground and seating areas, and specific information about proposed pedestrian links to nearby conservation areas.
8. Any local preference plan required by the town must conform to federal fair housing law as determined by the U.S. Department of Housing and Urban Development.

This Site Approval is expressly limited to the development of no more than 300 rental units under the NEF Program, subject to the respective minimum affordability requirements (including percentage of units for low- or moderate-income households, income eligibility standards and duration of restrictions requiring low- or moderate-income housing) and the Developer's limited dividend status requirement, all as set forth in the Comprehensive Permit Rules for financing under the NEF Program. It is not a commitment or a guarantee of MassHousing or NEF financing or state subsidies and does not constitute a site plan or building design approval. Should you consider, prior to obtaining a comprehensive permit, the use of any other housing subsidy programs, the construction of additional units or a reduction in the size of the Site, you will be required to submit a new site approval application for review by MassHousing. Should you consider a change in tenure type (rental/homeownership) or a change in building type or height, you may be required to submit a new site approval application for review by MassHousing.

For guidance on the review process for NEF applications, you are advised to consult the Guidelines. Further, we urge you to review carefully with legal counsel the M.G.L. c.40B Comprehensive Permit Regulations, 760 CMR 56.00.

This approval will be effective for a period of two years from the date of this letter. Should the Applicant not apply for a comprehensive permit within this period or should MassHousing not extend the effective period of this letter in writing, this letter shall be considered to have expired and no longer be in effect. In addition, the Applicant is required to notify MassHousing at the following times throughout this two year period: (1) when the Applicant applies to the local ZBA for a comprehensive permit, (2) when the ZBA issues a decision, and (3) if applicable, when any appeals are filed.

Should a comprehensive permit be issued, please note that prior to (i) commencement of construction of the Project or (ii) issuance of a building permit, the Applicant is required to submit to MassHousing a request for Final Approval of the Project (as it may have been amended) in accordance with the Comprehensive Permit Rules (see especially 760 CMR 56.04(07) and the Guidelines including, without limitation, Part III thereof concerning

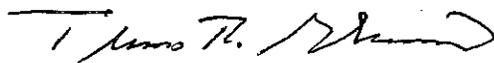
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Affirmative Fair Housing Marketing and Resident Selection). Final Approval will not be issued unless MassHousing is able to make the same findings at the time of issuing Final Approval as required at Site Approval.

**Further Opportunities for Assistance from MassHousing:** Please note that MassHousing may not issue Final Approval if the comprehensive permit contains any conditions that are inconsistent with the regulatory requirements of the applicable housing subsidy program (The New England Fund of the FHLBB, for which MassHousing serves as Subsidizing Agency), as reflected in the applicable regulatory documents. A modification of the comprehensive permit may be required. Without limitation, we note that if the comprehensive permit will contain any local preference condition, the Guidelines require that the community demonstrate that a local preference is needed and can be implemented in a way that will not have a disparate impact on protected classes. In the interest of providing for an efficient review process and in order to avoid the potential lapse of certain appeal rights, the Applicant may wish to submit a "final draft" of the comprehensive permit to MassHousing for review. Applicants who avail themselves of this opportunity may avoid significant procedural delays that can result from the need to seek modification of the comprehensive permit after its initial issuance.

If you have any questions concerning this letter, please contact Greg Watson, Manager of the Comprehensive Permits Division, at 617-854-1880.

Sincerely,



Thomas R. Gleason  
Executive Director

cc: Mr. Aaron Gornstein, Undersecretary, DHCD  
Mr. Gerald A. Wasserman, Chair, Needham Board of Selectmen  
Ms. Kate Fitzpatrick, Needham Town Manager  
Ms. Lee Newman, Director of Planning and Community Development

### Attachment 1

760 CMR 56.04      Project Eligibility: Other Responsibilities of Subsidizing Agency  
Section (4) Findings and Determinations

#### **Needham Mews, Needham MA (#SA-12-03)**

• After the close of a 30-day review period and extension, if any, MassHousing hereby makes the following findings, based upon its review of the application, and taking into account information received during the site visit and from written comments:

*(a) MassHousing finds that the proposed Project appears generally eligible under the requirements of the housing subsidy program, subject to final approval under 760 CMR 56.04(7);*

The Project is eligible under the NEF housing subsidy program, and at least 25% of units will be available to households earning at or below 80% of the Area Median Income. Rent levels for the 75 affordable units have been appropriately calculated based on 30% of 80% of Area Median Income for the Boston-Cambridge-Quincy HMFA, less a utility allowance of \$116 and \$157 for the one and two bedroom units respectively. Both the Applicant and MassHousing have estimated the utility allowance to be the same as that most recently published by the Needham Housing Authority (January 2012). A letter of interest was provided by Cambridge Savings Bank, a member bank of the Federal Home Loan Bank of Boston.

*(b) MassHousing finds that the site of the proposed Project is generally appropriate for residential development, taking into consideration information provided by the municipality or other parties regarding municipal actions previously taken to meet affordable housing needs, such as inclusionary zoning, multifamily districts adopted under c.40A, and overlay districts adopted under c.40R;*

Needham does not have a DHCD certified Housing Production Plan. According to DHCD's Chapter 40B Subsidized Housing Inventory (SHI) updated through May 10, 2012, Needham has 11,047 year-round housing units, of which 837 (7.6%) are subsidized for low or moderate income-households. If this project were to be approved, the number of affordable units would increase by 300 to 1137, representing 10.2% of Needham's housing stock.

MassHousing's Appraisal and Marketing Division reports that there is a strong demand for rental housing in this area; comparable rental properties in Needham, Dedham, Newton and Waltham have average occupancy rates of 95.3%. The need for additional *affordable* rental

housing can also be clearly demonstrated. The Needham Housing Authority currently owns a total of 288 housing units (90 Family and 198 Elderly/Disabled units). There is currently a wait list of 527 for the family units and 478 for the elderly/disabled units. The proposed development is in close proximity to nearby employment centers, shopping and community services.

*(c) MassHousing finds that the conceptual project design is generally appropriate for the site on which it is located, taking into consideration factors that may include proposed use, conceptual site plan and building massing, topography, environmental resources, and integration into existing development patterns;*

**1. Relationship To Adjacent Building Typology (Including building massing, site arrangement, and architectural details):**

The site sits between a single-family residential area and Route 128/I-95. Surrounding homes include two-story, frame-construction capes and raised ranches along with larger (three-story) new or newly renovated homes. Area homes are located relatively close to one another on approximately quarter-acre lots, fronting directly on to Greendale Ave. There is a small church located immediately to the southeast of the site.

The proposed development consists of five multi-family structures comprising a total of 300 one-and two-bedroom rental apartments. As noted by Town officials, the project has a significantly higher density than the surrounding single-family house lots, and introduces a new building type (multi-family apartment buildings) to this area. That said, the project has been designed to be compatible with the surrounding neighborhood, particularly as viewed from Greendale Avenue.

- The average height (at the eaves) of the three buildings fronting on Greendale Avenue will be 24' above the finished grade, similar to the height of surrounding 1-3 story homes.
- The massing of the three buildings fronting on Greendale Avenue is broken up by their "L"-shape configuration, with the larger portion of the building set back and separated from the street by a lawn and courtyard area.
- Buildings facades along Greendale Avenue feature elements from surrounding residential homes including gable-roofed dormers, balconies, and front entry porticos
- Buildings throughout the development are designed to be compatible with area building typology; including gable-end roofs, dormers and entry porticos;

materials proposed for the project (including asphalt roofs and clapboard siding) are all found within the surrounding neighborhood.

## **2. Relationship To Adjacent Streets:**

- The site is bounded to the north by Greendale Avenue, by Route 128 to the south, and by Hardy Street (a paper street) to the west.
- The site has 710 feet of direct frontage on Greendale Avenue. As proposed, a new sidewalk will be constructed along the site's Greendale Avenue boundary, with curb cuts for access roads into the site from the east and the west.
- The site is laid out so that the portions of the buildings fronting on Greendale Avenue are low, wood-frame structures with setbacks consistent with surrounding properties.
- The placement of Buildings A, B and C fronting directly on Greendale Avenue, combined with the drop in elevation as the site slopes northward to Route 128, will block views of the two larger-scale apartment buildings from the surrounding residential neighborhood.
- Views of the project from Route 128 will be compatible in scale with nearby commercial office properties visible from the highway.

## **3. Density**

- Average proposed site density is 49.8 units per acre, which is mid-range for garden-style apartments.
- The larger buildings and areas of highest density are located furthest away from the surrounding single-family residential neighborhood on the northern side of the site along Route 128.
- Visual impact of site density is ameliorated by the placement of lower-level buildings along Greendale Avenue, which serves to screen views of the larger buildings to the north.

## **4. Site Plan**

- The site plan includes five multi-family buildings organized around a central internal roadway that leads into the site from its eastern end, runs parallel to Greendale Avenue, and leads out to the west.
- Three 2-story buildings with one-level subsurface garages are located on the southern, higher side of the site fronting on Greendale Avenue, and three 3-story buildings with 2-level subsurface garages are located on the lower portion of the site adjacent to Route 128. The result of this layout is that the shorter buildings on Greendale Avenue will effectively block views of the larger buildings to the north.
- Individual buildings are configured around courtyard and landscaped areas.
- 470 of the site's 510 parking spaces are located below-ground, with surface parking limited to 40 on-street spaces along the site's central roadway.
- The site is laid out in a compact manner. When fully built out, proposed improvements (buildings, interior roadways, and parking areas) will cover approximately 72% of the site.

## 5. Environmental Resources

- Based on a preliminary site assessment performed by the development team, no wetlands, significant natural or cultural resources, endangered habitats or areas prone to flooding have been identified on the site.

## 6. Topography

- The site drops close to 40' in elevation from its highest points along Greendale Avenue to lower elevations closer to Route 128. The design makes effective use of this grade change by placing smaller-scale structures along the existing grade adjacent to Greendale Avenue, and the larger buildings below that point along Route 128.
- The site's sloped topography also allows for the placement of subsurface parking decks below all of the buildings, effectively eliminating the visual impact of off-street surface parking areas.
- The applicant's engineer has recommended a variety of special measures to be taken to ensure continued slope stability after the site is developed.

## 7. Proposed Use:

- Based on MassHousing staff's site inspection, internal discussions, and a thorough review of the application, MassHousing finds that the Site is suitable for residential use and development.
- Existing utilities are available for connection to the site including municipal water, sanitary sewer, storm drainage, gas, electric, telephone and cable service. Adequacy of these utilities for the proposed residential use should be confirmed by project engineers.
- The site is conveniently located in terms of road and highway access, particularly to services and employment on Route 128. Hersey Station, a commuter rail station on the MBTA's Needham Line providing service to Boston, is located .65 miles to the southwest of the site.
- The site is also in relatively close proximity to schools, churches, parks and shopping areas although, in general, private vehicles would be considered to be a necessity at this location for most households.

*(d) MassHousing finds that the proposed Project appears financially feasible within the housing market in which it will be situated (based on comparable rentals or sales figures);*

The project will include 225 market-rate units with proposed rents of \$2,100 for the one-bedroom units and \$2,500 for two-bedroom units. One and two-bedroom units are proposed in flat and townhouse configurations, and the one-bedroom is available with or without a den. While MassHousing's Appraisal and Marketing Division ("A&M") staff have determined that rents for the "flat" style one-bedroom units are higher than average, they also have determined that the townhouse units and units with a den are priced at lower than average rents. On average, therefore, rents fall within the adjusted average range and are considered achievable. A&M also noted that their assessment was based on an assumption that the proposed development would include a range of amenities standard for comparable developments in the area, including fitness center, clubhouse, etc.

*(e) MassHousing finds that an initial pro forma has been reviewed, including a land valuation determination consistent with the Department's guidelines, and the Project appears financially feasible and consistent with the Department's guidelines for Cost Examination and Limitations on Profits and Distributions (if applicable) on the basis of estimated development costs;*

MassHousing has commissioned an "As-Is" appraisal which indicates a land valuation of \$2,500,000. Based on a proposed equity investment of \$24,899,824 the application pro forma appears to be financially feasible and within the limitations on profits and

distributions.

- (f) MassHousing finds that the Applicant is a public agency, a non-profit organization, or a Limited Dividend Organization, and it meets the general eligibility standards of the housing program; and*

The Applicant must be organized as a Limited Dividend Organization prior to applying for Final Approval. MassHousing sees no reason this requirement could not be met given information reviewed to date. The Applicant meets the general eligibility standards of the NEF housing subsidy program.

- (g) MassHousing finds that the Applicant controls the site, based on evidence that the Applicant or a related entity owns the site, or holds an option or contract to acquire such interest in the site, or has such other interest in the site as is deemed by the Subsidizing Agency to be sufficient to control the site.*

**692 Greendale Avenue (Parcel 44) and 0 Greendale Avenue (Parcel 43)**

The Applicant controls this portion of the Site under a Purchase Agreement, which stipulates that the sellers will retain physical occupancy of the existing home through the purchaser's granting of a life estate or entering into a residential lease for the right to occupy the premises with redefined lot lines (a smaller portion of the existing Parcel 44's one-acre site) for so long as one or both sellers desire to remain in physical occupancy.

**744 Greendale Avenue (Parcel 42)**

The Applicant controls this portion of the Site under a Purchase Agreement.

The Applicant has submitted a Certification of Ownership from Robert D. Hewitt, indicating the names of the Applicant to be Greendale Avenue Venture, LLC with the Principals and Controlling Entities of the Applicant and its managing entities to be MCRT Northeast and Mill Creek Residential Trust LLC, and the name of the proposed ownership entity to be Greendale Avenue Venture, LLC.