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PLANNING & COMMUNITY DEVELOPMENT
PLANNING DIVISION

DECISION
December 22, 2022

MAJOR PROJECT SITE PLAN REVIEW SPECIAL PERMIT
557 Highland, LLC
557 Highland Avenue, Needham, MA
Application No. 2022-02

Decision of the Planning Board (hereinafter referred to as the “Board”) on the petition of 557 Highland, LLC, an affiliate of The Bulfinch Companies, Inc., 116 Huntington Avenue, Suite 600, Boston, Massachusetts 02116 (hereinafter referred to as the “Petitioner”) for property located at 557 Highland Avenue, Needham, Massachusetts (hereinafter referred to as the “Property”). The Property is owned by the Petitioner. The Property is shown on the Needham Town Assessor’s Plan No. 76 as parcels 3 and 8 and contains approximately 9.27 acres of land.

This Decision is in response to an application submitted to the Board on April 5, 2022, by the Petitioner for: (1) a Major Project Site Plan Special Review Permit under Section 7.4 of the Needham Zoning By-Law (hereinafter the “By-Law”) and Article II of the Planning Board Rules; (2) a Special Permit pursuant to Section 4.11.1(5) of the By-Law to increase the floor area ratio to 1.21 allowed by special permit; (3) a Special Permit pursuant to Section 4.11.1(1) to increase the maximum height of the North Building (defined below) to 70 feet; (4) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum number of stories of the North Building to five (5); (5) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum height of the South Building (defined below) to 42 feet; (6) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum number of stories of the South Building to three (3); (7) a Special Permit pursuant to Section 3.2.7.2(g) of the By-Law for restaurant use as part of the Project; (8) a Special Permit pursuant to Section 3.2.7.2(d) of the By-Law for retail use by a single tenant of between 5,750-10,000 square feet as part of the Project; (9) a Special Permit pursuant to Section 4.11.2(1) to increase the maximum height of the Garage (defined below) to 55 feet;¹; (10) a Special Permit pursuant to Section 5.1.1.5 of the By-Law for a deviation from the required number of parking spaces under By-Law Section 5.1.2 for the Project to provide 1,390 parking spaces; (11) a Special Permit pursuant to Section 6.11.5 of the By-Law for deviations from the design requirements for retaining walls; and (12) any additional Special Permits or zoning relief required for the permitting of the Project.

The requested Major Project Site Plan Review Special Permit, would, if granted, permit the Petitioner to redevelop the Property with approximately 465,000 square feet (sq. ft.) of office, laboratory, and research and development uses, as well as up to approximately 10,052 sq. ft. of retail and/or restaurant uses (the

¹ NTD: Please note that while the portion of the parking garage along Gould Street will be reduced to 48 ft. consistent with the design guidelines in Section 2.0 below, the portion closest to Route 128 will likely remain at 55 ft. and thus the request for relief for a total height of 55 ft. should remain.

“Project”). The Project will include two buildings, one on the northerly portion of the Property (the “North Building”) and one on the southerly portion of the Property (the “South Building”), together with a shared connector atrium (the “Atrium”). The Project will also include construction of one-level of below grade parking under the North and South Buildings and their connecting Atrium (the “Underground Parking”) and a separate stand-alone parking garage (the “Garage”). A total of 1,390 parking spaces are proposed of which 362 will be located beneath the buildings, 998 will be located in the stand-alone parking garage and 30 will be surface parking spaces. Each building (including the Garage) may be eligible for issuance of its own building permit and certificate of occupancy regardless of the state of completion of any other building contained within the Project, provided that the Petitioner has submitted a phasing plan to the Planning Board for its review and approval, has prior to any occupancy constructed sufficient parking (i.e. at a ratio of 2.92 spaces per 1,000 sq. ft.) to satisfy each applicable building, and the Project is otherwise in compliance with the conditions contained in this Decision.

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 Adam Block, on Tuesday, June 7, 2022, at 7:20 p.m. at Powers Hall, Needham Town Hall, 1471 Highland Avenue, Needham, Massachusetts and via remote meeting using Zoom ID 826-5899-3198. The hearing was continued to Thursday, July 7, 2022 at 7:15 p.m. at Powers Hall, Needham Town Hall, 1471 Highland Avenue, Needham, Massachusetts and via remote meeting using Zoom ID 826-5899-3198, continued again to Wednesday, September 7, 2022, at 7:05 p.m. at Powers Hall, Needham Town Hall, 1471 Highland Avenue, Needham, Massachusetts and via remote meeting using Zoom ID 880 4672 5264, and further continued to Monday, October 3, 2022 at 7:05 p.m. at Powers Hall, Needham Town Hall, 1471 Highland Avenue, Needham, Massachusetts and via remote meeting using Zoom ID 880 4672 5264. Board members Adam Block, Jeanne S. McKnight, Paul S. Alpert, Artie Crocker, and Natasha Espada were present throughout the June 7, 2022, July 7, 2022, September 7, 2022, and October 3, 2022 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) a Major Project Site Plan Review Special Permit under Section 7.4 of the By-Law and Article II of the Planning Board Rules; (2) a Special Permit pursuant to Section 4.11.1(5) of the By-Law to increase the floor area ratio to 1.21 allowed by special permit; (3) a Special Permit pursuant to Section 4.11.1(1) to increase the maximum height of the North Building to 70 feet; (4) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum number of stories of the North Building to five (5); (5) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum height of the South Building to 42 feet; (6) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum number of stories of the South Building to three (3); (7) a Special Permit pursuant to Section 3.2.7.2(g) of the By-Law for restaurant use as part of the Project; (8) a Special Permit pursuant to Section 3.2.7.2(d) of the By-Law for retail use by a single tenant of between 5,750-10,000 square feet as part of the Project; (9) a Special Permit pursuant to Section 4.11.2(1) to increase the maximum height of the Garage (defined below) to 55 feet; (10) a Special Permit pursuant to Section 5.1.1.5 of the By-Law for a deviation from the required number of parking spaces under By-Law Section 5.1.2 for the Project to provide 1390 parking spaces; (11) a Special Permit pursuant to Section 6.11.5 of the By-Law for deviations from the design requirements for retaining walls; and (12) any additional Special Permits or zoning relief required for the permitting of the Project, dated April 7, 2022.

- Exhibit 2 - Letter from Timothy W. Sullivan, Esq. to the Planning Board Members, dated April 5, 2022.
- Exhibit 3 - A set of plans entitled “557 Highland Avenue Needham, MA 02494 – Needham Special Permit Package”, prepared by Stantec Architecture and Engineering P.C., 311 Summer Street, Boston, Massachusetts 02210, consisting of 44 sheets all dated as of March 30, 2022: Sheet 1, Proposed Site Plan; Sheet 2, Site Aerial – Proposed; Sheet 3, Street View – Proposed, Sheet G-000, Cover Sheet; Sheet C-01, Legend and General Notes; Sheet C-02, Overall Site Plan; Sheet C-03, Drainage and Erosion Control Plan; Sheet C-04, Utility Plan; Sheet C-05, Site Details; Sheet C-06, Site Details; Sheet L-1.0, Site Plan; Sheet L-2.0, Site Grading Plan; Sheet L-3.0, Site Planting Plan; Sheet L-4.0, Site Lighting Plan; Sheet L-5.0, Site Details #1; Sheet L-5.1, Site Details #2; Sheet G-010, Zoning Gross Area Plans; Sheet A-100G1, Garage Level G1 – Overall Plan; Sheet A-101, Level 1 – Overall Plan; Sheet A-102, Level 2 – Overall Plan; Sheet A-103, Level 3 – Overall Plan; Sheet A-104, Level 4 – Overall Plan; Sheet A-105, Level 5 – Overall Plan; Sheet A-106, Level 6 – Overall Plan; Sheet A-107, Roof Plan; Sheet A-201, Building Elevations – Locator Elevations; Sheet A-202, Building Elevations – North Bldg. – North; Sheet A-203, Building Elevations – North Bldg. – South & East; Sheet A-204, Building Elevations – North Bldg. (Southwest) & South Bldg. (North & West); Sheet A-205, Building Elevations – North Bldg. (West) & South Bldg. (North & West); Sheet A-206, Building Elevations – South Bldg. – North & East; Sheet A-211, Building Sections – Overall; Sheet A-212, Building Sections – North Bldg.; Sheet A-213, Building Sections – North Bldg.; Sheet AG-100.B2, Garage Level B2; Sheet AG-100.B1, Garage Level B1; Sheet AG-101, Garage Level 1; Sheet AG-102, Garage Level 2; Sheet AG-103, Garage Level 3 (Level 4-5 Sim.); Sheet AG-105, Garage Level 6; Sheet AG-211, Garage Sections; Sheet AG-212, Garage Sections; Sheet AG-301, Elevations – North & East; Sheet AG-302, Elevations – South & West.
- Exhibit 4 - Transportation Impact and Access Study entitled “Transportation Impact and Access Study Highland Innovation Center 557 Highland Avenue, Needham, Massachusetts” prepared by Vanasse Hangen Brustlin, Inc., 101 Walnut Street, P.O. Box 9151, Watertown, Massachusetts 02471, dated March 2022.
- Exhibit 5 - Stormwater Report entitled “Stormwater Report Highland Innovation Center 557 Highland Avenue, Needham, Massachusetts” prepared by Vanasse Hangen Brustlin, Inc., 101 Walnut Street, P.O. Box 9151, Watertown, Massachusetts 02471, dated March 2022.
- Exhibit 6 - Fiscal Impact Analysis, prepared for the Town of Needham by the Barrett Planning Group, LLC of Plymouth, MA, dated March 20, 2021.
- Exhibit 7 - Fiscal Impact Analysis, prepared by Fougere Planning & Development, Inc., dated May 16, 2022.
- Exhibit 8 - Design Review Board Comments, dated May 16, 2022.
- Exhibit 9 - Transportation Impact and Access Study Traffic Peer Review Comments dated May 27, 2022, by Rebecca L. Brown, Greenman-Pedersen Inc. (GPI).
- Exhibit 10 - Letter from Kate Fitzpatrick, Town Manager, dated June 15, 2022.

- Exhibit 11 - Presentation entitled “Highland Innovation Center, Planning Board Meeting #1” prepared by Stantec, dated June 7, 2022.
- Exhibit 12 - Cover letter from Attorney Tim Sullivan, dated June 30, 2022, as well as the following documents:
 Exhibit A - Responses to Town of Needham Planning Board comments at the June 7, 2022 public hearing;
 Exhibit B - Responses to Town Department Comments;
 Exhibit C - Memorandum entitled “Response to Transportation Impact and Access Study Traffic Peer Review Comments dated May 27, 2022 by Greenman-Pedersen Inc. (GPI)” prepared by Vanasse Hangen Brustlin, Inc., 101 Walnut Street, P.O. Box 9151, Watertown, Massachusetts 02471, dated June 29, 2022;
 Exhibit D - Memorandum entitled “Response to Transportation Impact and Access Study Traffic Peer Review Comments dated June 9, 2022 By Nitsch Engineering” prepared by Vanasse Hangen Brustlin, Inc., 101 Walnut Street, P.O. Box 9151, Watertown, Massachusetts 02471, dated June 29, 2022;
 Exhibit E - Preliminary Exterior/Community Noise Evaluation/Narrative – Revision 1, prepared by Acentech Incorporated, 33 Moulton Street, Cambridge, MA 02138, dated June 28, 2022, examining compliance with MassDEP noise limits.
 Exhibit F - Presentation entitled “Highland Innovation Center, Planning Board Meeting #2” prepared by Stantec, dated July 7, 2022.
- Exhibit 13 - Massachusetts Department of Transportation, Plan of Roads in the Town of Needham, consisting of 6 sheets, recorded as Plan Book 690, Pages 34-39; and Plan entitled “ALTA/NSPS Land Title Survey, 557 Highland Avenue and 0 Gould Street, Needham, MA, prepared by Feldman Geospatial, consisting of 2 sheets, dated November 11, 2021.
- Exhibit 14 - Letter from Attorney Tim Sullivan, dated August 15, 2022.
- Exhibit 15 - Boundary Description
- Exhibit 16 - Letter from Nicholas Skoly, VHB, Inc., Re: 557 Highland Ave – Highland Innovation Center – Plan Revisions for Permitting, dated August 15, 2022.
- Exhibit 17 – Letter from Sean M. Manning, VHB, Inc., Re: Transportation Updates to Special Permit Submission, dated August 15, 2022.
- Exhibit 18 - Memorandum from Eric Joseph, Paul Finger Associates, Re: 557 Highland Ave – Special Permit Summary of Plan Revisions -01, dated August 15, 2022.
- Exhibit 19 - Memorandum from Thomas Urtz, Stantec Architecture and Engineering P.C., Re: Special Permit Package R1 (08/16/2022 for 09/07/2022 Planning Board public hearing), dated August 16, 2022.
- Exhibit 20 - Preliminary Exterior/Community Noise Evaluation/Narrative – Revision 2, prepared by Michael Bahtiarian, Acentech Incorporated, dated August 15, 2022.
- Exhibit 21 - A set of plans entitled “557 Highland Avenue, Needham, MA 02494 – Needham Special Permit Package R1 -8/15/2022 (For 09/07/2022 Planning Board Special Permit Public Hearing)”, prepared by Stantec Architecture and Engineering P.C., 311 Summer Street,

Boston, Massachusetts 02210, consisting of 50 sheets all dated as of August 15, 2022: Sheet 1, Proposed Site Plan; Sheet 2, Site Aerial – Proposed; Sheet 3, Street View – Proposed; Sheet G-000, Cover Sheet; Sheet G-005, Zoning Area Plans; Sheet C-01, Legend and General Notes; Sheet C-02, Overall Site Plan - Revision; Sheet C-02B, Overall Site Plan; Sheet C-03, Drainage and Erosion Control Plan; Sheet C-04, Utility Plan; Sheet C-05, Site Details; Sheet C-06, Site Details; Sheet TR-001, Off-Site Roadway Improvements #1; Sheet TR-002, Off-Site Roadway Improvements #2; Plan entitled “Conveyance Plan” prepared by Feldman Geospatial, 152 Hampden Street, Boston, MA 02119; Sheet EX-1.0, Conveyance; Sheet L-1.0, Site Plan; Sheet L-2.0, Grading Plan; Sheet L-3.0, Site Planting Plan; Sheet L-4.0, Site Lighting Plan; Sheet L-5.0, Site Details #1; Sheet L-5.1, Site Details #2; Sheet A-100G1, Garage Level G1-Overall Plan & Parking Legend; Sheet A-101, Level 1 – Overall Plan; Sheet A-102, Level 2 – Overall Plan; Sheet A-103, Level 3 – Overall Plan; Sheet A-104, Level 4/ South Building Penthouse – Overall Plan; Sheet A-105, Level 5/ South Building Upper Roof – Overall Plan; Sheet A-106, North Building Penthouse – Overall Plan; Sheet A-107, Full Roof Plan; Sheet A-201, Building Elev – Locator Elevations; Sheet A-202, Building Elev – North Bldg – North; Sheet A-203, Building Elev – North Bldg – South & East; Sheet A-204, Building Elev – South Bldg – South East; Sheet A-205, Building Elev – North Bldg (Southwest) & South Bldg (South); Sheet A-206, Building Elev – North Bldg (West) & South Bldg (North & West); Sheet A-207, Building Elev – South Bldg – North & East; Sheet A-211, Building Sections – Overall; Sheet A-212, Building Sections – North Bldg; Sheet A-213, Building Sections – South Bldg; Sheet AG-100B2, Garage Level B2; Sheet AG-100B1, Garage Level B1; Sheet AG-101, Garage Level 1; Sheet AG-102, Garage Level 2; Sheet AG-103, Garage Level 3 (Level 4-5 Sim.); Sheet AG-106, Garage Level 6; Sheet AG-201, Elevations – North & East; Sheet AG-202, Elevations – South & West; Sheet AG-211, Garage Sections; Sheet AG-212, Garage Sections.

- Exhibit 22 - Letter from Eric Joseph, Paul Finger Associates, dated August 30, 2022.
- Exhibit 23 - Email from Eric Joseph, Landscape Architect, Paul Finger Associates, dated August 31, 2022, as response to Building Commissioner comments, received 2:34 a.m., with two attachments: Attachment 1, Plan Sheet EX2.0, entitled “Exhibit: Emergency Access,” prepared by Paul Finger Associates dated August 30, 2022, “special permit packet R1 September 7, 2022”; Attachment 2, Plan Sheet L-1.0, entitled “Site Plan,” prepared by Paul Finger Associates, dated March 30, 2022, revised May 27, 2022, July 15, 2022, August 30, 2022, “special permit packet R1 September 7, 2022.”
- Exhibit 24 - Email from Eric Joseph, Landscape Architects, Paul Finger Associates, dated August 31, 2022, as response to Building Commissioner comments, received 11:22 a.m., with two attachments: Attachment 1, Plan Sheet EX2.0, entitled “Exhibit: Emergency Access,” prepared by Paul Finger Associates dated August 30, 2022, “special permit packet R1 September 7, 2022”; Attachment 2, Plan Sheet L-1.0, entitled “Site Plan,” prepared by Paul Finger Associates, dated March 30, 2022, revised May 27, 2022, July 15, 2022, August 30, 2022, “special permit packet R1 September 7, 2022.”
- Exhibit 25 - Email from Eric Joseph, Landscape Architects, Paul Finger Associates, dated August 31, 2022, as response to Building Commissioner comments, received 4:07 p.m., with one attachment: Plan Sheet L-5.1, entitled “Site Details #2,” prepared by Paul Finger Associates, dated March 30, 2022, revised May 27, 2022, July 15, 2022, August 30, 2022, “special permit packet R1 September 7, 2022.”

- Exhibit 26 - Email from Eric Joseph, Landscape Architects, Paul Finger Associates, dated August 31, 2022, as response to Building Commissioner comments, received 5:44 p.m., with one attachment: Plan Sheet L-1.0, entitled “Site Plan,” prepared by Paul Finger Associates, dated March 30, 2022, revised May 27, 2022, July 15, 2022, August 30, 2022, “special permit packet R1 September 7, 2022.”
- Exhibit 27 - Presentation entitled “Planning Board Meeting #3, September 7, 2022” prepared by Stantec Architecture and Engineering P.C.
- Exhibit 28 - Design Review Board Comments, dated September 12, 2022.
- Exhibit 29 - Transportation Impact and Access Study, Traffic Peer Review - Recommended Conditions of Approval, dated September 29, 2022 by Rebecca L. Brown, Greenman-Pedersen Inc. (GPI).
- Exhibit 30 - Plan Sheet SPSK-2.0, entitled “Curb Cut Enlargements,” prepared by Paul Finger Associates, dated September 28, 2022.
- Exhibit 31 - Letter from Timothy W. Sullivan, Esq. to the Planning Board Members, dated September 30, 2022.
- Exhibit 32 - Email from Mark DiOrio, Bulfinch, regarding Fiscal Impact Analysis, dated October 3, 2022.
- Exhibit 33 - Presentation entitled “Planning Board Meeting #4, October 3, 2022” prepared by Stantec Architecture and Engineering P.C.
- Exhibit 34 - Interdepartmental Communications (IDC) to the Board from David Roche, Building Commissioner dated May 25, 2022, August 23, 2022 and August 31, 2022; IDC to the Board from Chief John Schlittler, Police Department, dated June 3, 2022; IDC to the Board Chief Dennis Condon, Needham Fire Department, dated June 1, 2022; IDC to the Board Chief Tom Conroy, Needham Fire Department, dated August 31, 2022; IDC to the Board from Tara Gurge, Needham Health Department, dated May 27, 2022 and October 25, 2022; IDC to the Board from Stacey Mulroy, Director, Parks and Recreation, dated August 31, 2022; and IDC to the Board from Thomas Ryder, Town Engineer, dated June 2, 2022 and September 1, 2022.
- Exhibit 35 - Letter from James Goldstein and Tad Staley, Bay Colony Rail Trail Association, dated May 17, 2022.
- Exhibit 36 - Email from Carlos Agualimpia, Town Meeting Member - Precinct C, dated June 4, 2022.
- Exhibit 37 - Email from Steven Sussman, 30 Davenport Road, dated June 6, 2022.
- Exhibit 38 - Email from Henry Ragin, 25 Bennington Street, dated June 6, 2022.
- Exhibit 39 - Email from Casey Fedde, 16 Mills Rd, dated June 6, 2022.
- Exhibit 40 - Email from Avery, dated June 6, 2022.
- Exhibit 41 - Email from Karen Quigley, dated June 6, 2022.

- Exhibit 42 - Email from Kim Stone, 45 Greendale Ave, dated June 6, 2022.
- Exhibit 43 - Email from MaeLynn Patten, 16 Ledge Street, dated June 6, 2022.
- Exhibit 44 - Email from Valerie Maio, 15 Park Ave., dated June 6, 2022.
- Exhibit 45 - Email from Maggie Flanagan, dated June 6, 2022.
- Exhibit 46 - Email from Nicole Nasson, dated June 6, 2022.
- Exhibit 47 - Email from Brooke Reilly, 41 Pine Grove Street, dated June 6, 2022.
- Exhibit 48 - Email from Jennie Jonas, 93 Sachem Road, dated June 6, 2022.
- Exhibit 49 - Email from Shannon Shavor, dated June 6, 2022.
- Exhibit 50 - Email from Matt Flanagan, 54 Sachem Road, dated June 6, 2022.
- Exhibit 51 - Email from Holly Charbonnier, 94 Sachem Road, dated June 6, 2022.
- Exhibit 52 - Email from Joanne Garabedian, dated June 6, 2022.
- Exhibit 53 - Email from Ali Dabuzhsky, 42 Aletha Road, dated June 6, 2022.
- Exhibit 54 - Email from Ashly Scheufele, 52 Greendale Avenue, dated June 6, 2022.
- Exhibit 55 - Letter from the Needham Heights Alliance, dated June 6, 2022.
- Exhibit 56 - Email from Paul Charbonnier, 94 Sachem Road, dated June 6, 2022.
- Exhibit 57 - Email from Emily Pick, 12 Mills Road, dated June 6, 2022.
- Exhibit 58 - Email from Natalie and Eugene Ho, 21 Utica Rd, dated June 26, 2022.
- Exhibit 59 - Email from Russell Smith, dated June 6, 2022.
- Exhibit 60 - Email from Julie Tracey, Beech Street, dated June 6, 2022.
- Exhibit 61 - Email from Ada Lei Chan, dated June 6, 2022.
- Exhibit 62 - Email from Elizabeth C Rich, 323 West Street, dated June 6, 2022.
- Exhibit 63 - Email from Alanna Burke, dated June 6, 2022.
- Exhibit 64 - Email from Maureen and Jim DiMeo, 442 Central Avenue, dated June 6, 2022.
- Exhibit 65 - Email from Larry Tobin, 31 Greendale Ave, dated June 6, 2022.
- Exhibit 66 - Email from Michael Diener, dated June 7, 2022.

- Exhibit 67 - Email from Laura Ruch, dated June 7, 2022.
- Exhibit 68 - Email from Kelly Close, dated June 7, 2022.
- Exhibit 69 - Email from Robert Deutsch, dated June 7, 2022.
- Exhibit 70 - Email from Callie Curran Morrell, 2 Central Terrace, dated June 7, 2022.
- Exhibit 71 - Email from Jackie Boni, 13 Nichols Rd, dated June 7, 2022.
- Exhibit 72 - Letter from Deb Whitney, dated June 7, 2022.
- Exhibit 73 - Email from Kate Robey, dated June 7, 2022.
- Exhibit 74 - Email from Gilad & Rachel Skolnic, 33 Park Avenue, dated June 8, 2022.
- Exhibit 75 - Email from Kathleen Robey, 150 Warren Street, dated June 7, 2022.
- Exhibit 76 - Email from Kira Robinson-Kates, dated June 8, 2022.
- Exhibit 77 - Email from Ryan Ciporkin, 42 Park Avenue, dated June 9, 2022.
- Exhibit 78 - Email from Alex Boni, 13 Nichols Rd, dated June 9, 2022.
- Exhibit 79 - Email from Robert Dangel, 28 Hewitt Circle, dated June 11, 2022.
- Exhibit 80 - Email from Susan B. McGarvey, 66 Upland Road, dated June 11, 2022.
- Exhibit 81 - Email from Shari Stier, 23 Park Ave, dated June 14, 2022.
- Exhibit 82 - Email from Christine Dedek, 55 Hunting Road, dated June 28, 2022.
- Exhibit 83 - Email from Teresa Combs, 7 Utica Road, dated July 5, 2022.
- Exhibit 84 - Email from Joan E. Feeney, 74 Wayne Road, dated July 6, 2022.
- Exhibit 85 - Email from David M. Mindlin, 74 Hampton Avenue, dated July 7, 2022.
- Exhibit 86 - Email from Elizabeth Mercer, dated July 7, 2022.
- Exhibit 87 - Letter from the Needham Heights Alliance and Community, dated September 12, 2022.
- Exhibit 88 - Email from Michele Markley, dated September 12, 2022.
- Exhibit 89 - Email from Peter Schuller, 25 & 27 Mills Rd, dated September 13, 2022.
- Exhibit 90 - Email from Lauren Schuller, 25 & 27 Mills Rd, dated September 13, 2022.
- Exhibit 91 - Letter from Eugene Ho, Utica Road, dated September 15, 2022.
- Exhibit 92 - Email from Carol Richmond, Noanett Road, dated September 17, 2022.

- Exhibit 93 - Email from Kenneth Phillips, 74 Sachem Rd, dated September 18, 2022.
- Exhibit 94 - Email from Marjorie Phillips, 74 Sachem Rd, dated September 18, 2022.
- Exhibit 95 - Email from Verna Gurwitz, dated September 20, 2022.
- Exhibit 96 - Email from Carol Cohne, dated September 20, 2022.
- Exhibit 97 - Email from Henry Ragin, 25 Bennington Street, dated September 21, 2022.
- Exhibit 98 - Email from Lisa Durkin, 15 Avery Street, dated September 23, 2022.
- Exhibit 99 - Email from Beverly W. Litman, Noanett Road, dated September 25, 2022.
- Exhibit 100 - Email from Howard Breslau, 199 Evelyn Road, dated September 25, 2022.
- Exhibit 101 - Email from Fotoula Kopellas, 125 Evelyn Road, dated September 26, 2022.
- Exhibit 102 - Email from John Kopellas, 125 Evelyn Road, dated September 26, 2022.
- Exhibit 103 - Email from William Kopellas, 125 Evelyn Road, dated September 26, 2022.
- Exhibit 104 - Email from Anastasia Kopellas, 125 Evelyn Road, dated September 26, 2022.
- Exhibit 105 - Email from Judy and Larry Pelletier, 107 Gould Street, dated September 26, 2022.
- Exhibit 106 - Email from Le Truong, dated September 27, 2022.
- Exhibit 107 - Two emails from Antoinette Tigges, 122 Webster Street, dated September 27, 2022.
- Exhibit 108 - Email from Ranen S. Schechner, 50 Spring Road, dated September 29, 2022.
- Exhibit 109 - Email from Nancy L. Magier, 112 Woodbine Circle, dated September 29, 2022.
- Exhibit 110 - Email from Wei Lu, dated September 29, 2022.
- Exhibit 111 - Email from Yulia Murray, 93 Hillside Avenue, dated September 29, 2022.
- Exhibit 112 - Email from Brian O'Neill, 149 Charles River Street, dated September 30, 2022.
- Exhibit 113 - Email from Kathy Zimbone, 10 Woodbury Dr, dated September 30, 2022.
- Exhibit 114 - Email from Casey Fedde, 16 Mills Rd, dated September 30, 2022.
- Exhibit 115 - Email from Chrissy Silverman, dated September 30, 2022.
- Exhibit 116 - Email from Jeffrey D. Drucker, The Atlantic Interests Limited Partnership, 144 Gould Street, Suite 206, Needham, MA 02494, dated September 30, 2022.
- Exhibit 117 - Email from Matthew S. Ross, 41 Stewart Road, dated September 30, 2022.

- Exhibit 118 - Email from Jodi Traub, dated September 30, 2022.
- Exhibit 119 - Email from Bob Rice, dated September 30, 2022.
- Exhibit 120 - Email from Bob O'Connor, 9 Fuller Road, dated September 30, 2022.
- Exhibit 121 - Email from Thomas M Totten, 370 Central Avenue, dated September 30, 2022.
- Exhibit 122 - Email from Steven Sussman, 30 Davenport Road, dated September 30, 2022.
- Exhibit 123 - Email from Joni and Michael Schockett, 174 Evelyn Road, dated September 30, 2022.
- Exhibit 124 - Emailed letter from Moe Handel, former Planning Board and Select Board Member and Needham Heights Resident, 3 Rosemary Street, dated October 1, 2022.
- Exhibit 125 - Email from Cynthia R. Janower, 85 Riverbend Lane, dated October 1, 2022.
- Exhibit 126 - Email from Larry Tobin, 31 Greendale Ave, dated October 2, 2022.
- Exhibit 127 - Email from David A. Shaff, MD, 109 Arch Street, dated October 2, 2022.
- Exhibit 128 - Email from Wujun Qie, 43 Douglas Rd, dated October 2, 2022.
- Exhibit 129 - Email from Yun Bian, 115 Gould Street, dated October 2, 2022.
- Exhibit 130 - Email from Marvin Berkowitz, 23 Wayne Road, dated October 2, 2022.
- Exhibit 131 - Email from Edward & Barbara Shapiro, 276 Bridle Trail Road, dated October 2, 2022.
- Exhibit 132 - Email from Shari Stier, dated October 2, 2022.
- Exhibit 133 - Email from Oleg Kerbel, dated October 2, 2022.
- Exhibit 134 - Email from Dingsong Feng, 45 Plymouth Road, dated October 2, 2022.
- Exhibit 135 - Email from Jacquelyn Furman, dated October 2, 2022.
- Exhibit 136 - Email from Ben Daniels, 5 Sachem Rd, dated October 2, 2022.
- Exhibit 137 - Email from Derek Wade, 41 Riverside St, dated October 2, 2022.
- Exhibit 138 - Email from Janice Chen, dated October 2, 2022.
- Exhibit 139 - Email from Tonia Chu, dated October 2, 2022.
- Exhibit 140 - Email from Donghui Yu, dated October 2, 2022.
- Exhibit 141 - Email from Brooks Goddard, 59 Otis Street, dated October 2, 2022.
- Exhibit 142 - Email from Albert Chang, dated October 2, 2022.

- Exhibit 143 - Email from The Lu family, 90 Norwich Rd, dated October 2, 2022.
 - Exhibit 144 - Email from Hairuo Peng, dated October 2, 2022.
 - Exhibit 145 - Email from Martha Cohen Barrett, 49 Lynn Road, dated October 2, 2022.
 - Exhibit 146 - Email from Dennis Zhang, dated October 2, 2022.
 - Exhibit 147 - Email from Joe Matthews, dated October 3, 2022.
 - Exhibit 148 - Email from Matt Siciliano, dated October 3, 2022.
 - Exhibit 149 - Email from James Segel, 30 Edgewater Drive, dated October 2, 2022.
 - Exhibit 150 - Email from Yi Ding, dated October 3, 2022.
 - Exhibit 151 - Letter from the Charles River Chamber, dated October 3, 2022.
 - Exhibit 152 - Email from Emily Pick, 12 Mills Road, dated October 3, 2022.
 - Exhibit 153 - Email from Natalie T, dated October 3, 2022.
 - Exhibit 154 - Email from Michelle Saipe, 5 Sachem Road, dated October 3, 2022.
 - Exhibit 155 - Draft Environmental Impact Report, Highland Science Center, Needham Heights, Prepared by VHB; July 2022.
 - Exhibit 156 - Response to MEPA DEIR, Traffic Peer Review by Greenman-Pedersen Inc. (GPI) dated August 18, 2022, 557 Highland Avenue, Needham, Massachusetts; prepared by VHB; August 29, 2022.
- Submitted after the close of the public hearing to summarize information previously submitted to and reviewed by the Board prior to the close of the public hearing:
- Exhibit 157 - Letter from Rebecca L. Brown, Greenman-Pedersen Inc., to the Planning Board, dated December 5, 2022.
 - Exhibit 158 - Plan entitled, “Site Plan – Lot Coverage Breakdown”, prepared by Stantec Architecture and Engineering P.C., 311 Summer Street, Boston, Massachusetts 02210, dated November 22, 2022.

Exhibits 21 and 33 are hereinafter referred to as the Plan.

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 Highway Commercial 1 Zoning District (“HC-1 District”). The Property consists of a single parcel currently shown on Needham Town Assessors Map 76, parcels 3 and 8. The Property contains approximately 9.27 acres of land and is presently owned by 557

Highland, LLC, an affiliate of The Bulfinch Companies, Inc., 116 Huntington Avenue, Suite 600, Boston, Massachusetts 02116. It was most recently used as an automotive dealership and car wash making up a nearly entirely impervious surface which included parking for approximately 532 vehicles.

- 1.2 The HC-1 District was established by an amendment to the Town of Needham Zoning By-Law adopted by a 168-37 vote of Town Meeting pursuant to Article 5 of the Warrant of the Annual Town Meeting held on May 3, 2021. According to the Zoning Map, the Property is not located within any overlay districts. The creation of the HC-1 District was the result of an extensive planning effort by the Town of Needham. The Town's Council of Economic Advisors ("CEA") began an evaluation of the Town's Industrial Zoning Districts in 2013. The CEA held public meetings with residents, neighbors, public officials, businesses, and landowners (collectively, the stakeholders) in 2014 and obtained a build-out analysis and a traffic impact report. The CEA made preliminary recommendations to the public and Select Board to upgrade the zoning adjacent to I-95/Route 128 to make these areas more economically competitive.
- 1.3 The Planning Board and Select Board decided to move forward with rezoning of the former Industrial-1 Zoning District circumscribed by I-95/Route 128, Highland Avenue, Gould Street, and the MBTA right of way, and occupied by the Muzi Ford and Chevrolet dealership, a car wash, and WCVB Channel 5. An Article proposing to rezone this Industrial-1 Zoning District was developed and presented to the October 2019 Special Town Meeting, where it received a majority vote but less than the required two-thirds to pass. In response to public concerns about density, traffic impacts, permitted and special permit uses, and environmental issues, a Town-wide community meeting was held with stakeholders in January 2020 to discuss overall land use goals for the HC-1 District. A working group, including representatives from the Planning Board, Select Board, Finance Committee, and CEA was formed. The working group then commissioned an updated traffic study of the area, to analyze the ability of the Town's traffic infrastructure to accommodate development at various densities and use profiles, as well as an updated fiscal impact analysis. From these efforts, the Planning Board drafted a revised Zoning Article to establish the HC-1 District. The revised Zoning Article reduced maximum floor area ratios and building height, increased building setback distances, required additional landscape buffering along Gould Street and Highland Avenue, increased open space requirements, and established energy efficient building standards for issuance of a special permit.
- 1.4 In connection with the above process, the Town of Needham commissioned the Barrett Group's Fiscal Analysis (Exhibit 6) to study the potential financial benefit of such rezoning. Based on the Fiscal Analysis, a full-build out of the Property and the adjacent parcels at 1.35 FAR would yield an annual net financial benefit to the Town of approximately \$8,342,400. The Project proposes a build-out of approximately 60% of the HC-1 District area, which results in a prorated annual net financial benefit of approximately \$5,000,000 (based on the Fiscal Analysis) to the Town from development of the Project. The Fiscal Analysis prepared for the Petitioner by Fougere Development & Planning, Inc. (Exhibit 7) confirmed this approximate net financial benefit to the Town from the Project. Based on the foregoing and after considering the long and short-term financial impacts to the Town, the Board finds that the Project's anticipated financial and other benefits to the Town outweigh the costs and any potential adverse impacts.
- 1.5 The Petitioner proposes to redevelop the Property with approximately 465,000 square feet (sq. ft.) of office, laboratory, and research and development uses, as well as up to approximately 10,052 sq. ft. of retail and/or restaurant uses, totaling approximately 475,052 sq. ft. The Project will also include construction of one-level of below grade parking under the North and South Buildings and their connecting Atrium (the Underground Parking) and a separate stand-alone parking garage (the

Garage). The Project proposes two buildings, one on the northerly portion of the Property (the North Building) and one on the southerly portion of the Property (the South Building), together with a shared connector atrium (the Atrium). The Project will have a floor area ratio of 1.21, based on a total buildout of 475,052 sq. ft. Each building (including the Garage) may be eligible for issuance of its own building permit and certificate of occupancy regardless of the state of completion of any other building contained within the Project, provided that the Petitioner has submitted a phasing plan to the Planning Board for its review and approval, has prior to any occupancy constructed sufficient parking (i.e. at a ratio of 2.92 spaces per 1,000 sq. ft.) to satisfy each applicable building, and the Project is otherwise in compliance with the conditions contained in this Decision.

- 1.6 A breakdown of proposed uses and the approximate square footage of such uses is as follows: Office: 232,500 sq. ft.; Lab/Research and Development: 232,500 sq. ft.; Retail/Restaurant: 10,052 sq. ft.; and Accessory Parking: 1,390 parking spaces of which 362 will be located beneath the buildings, 998 will be located in the stand-alone parking garage and 30 will be surface parking spaces.
- 1.7 Pursuant to By-Law Section 3.2.7, professional, business, or administrative offices and laboratory uses are allowed by-right in the HC-1 District. Retail uses are also allowed by-right so long as no single retail establishment contains more than 5,750 square feet of gross floor area. Light-manufacturing uses, including manufacture of pharmaceutical, bio-pharmaceutical, medical, robotic, and micro-biotic products, which may be part of the Project tenants' laboratory uses, are allowed by right and also as an accessory use to any lab/research development use. The Petitioner anticipates that light-manufacturing uses accessory to research and development uses, including the production of prototypes, may be part of the Project depending upon the ultimate tenanting of the Project.
- 1.8 By-Law Section 3.2.7.1(m) allows all customary and proper uses accessory to lawful principal uses. Given that the accessory parking on the Property is intended to provide parking incidental to operation of the main uses described above, such accessory use is allowed by-right.
- 1.9 The Petitioner anticipates that the retail space may contain a tenant of approximately 6,052 sq. ft., and a restaurant of approximately 4,000 sq. ft. The restaurant is anticipated to accommodate up to 100 seats with one take-out station. Accordingly, the Petitioner has requested a Special Permit, in accordance with By-Law Section 3.2.7.2(d), for retail use by a single tenant of between 5,750 – 10,000 sq. ft. and a Special Permit, in accordance with By-Law Section 3.2.7.2 (g), for a restaurant use.
- 1.10 Because the specific square footage breakdown is subject to final tenant demands, the Petitioner has requested that the Board allow the allocation among the uses (and floor plans) to change from time to time without further Board review or approval as long as the Project maintains the number of parking spaces required by this Decision. The Petitioner further requests the ability to construct the Project in phases, including the right to obtain a certificate of occupancy for the parking garage in conjunction with either of the two buildings prior to completion of the construction of both buildings.
- 1.11 The Petitioner proposes to construct a total of 1,390 parking spaces to be provided between a one-level underground parking structure beneath the buildings (362 parking spaces), a separate above-ground parking garage with two levels of underground parking (998 parking spaces) and a surface parking lot (30 spaces). Under the provisions of Section 5.1.2 of the By-Law 1,614 parking spaces are required for the Project. Pursuant to Section 5.1.2 of the By-Law the required parking for the

office use is one space per 300 square feet of floor area. The Project proposes 232,500 sq. ft. of office use yielding a parking requirement of 775 parking spaces. Pursuant to Section 5.1.2 of the By-Law the required parking for the lab/research and development uses is one space per 300 square feet of floor area. Occupancy by a single tenant of more than 50,000 square feet of floor area shall provide one space per 300 square feet of floor area for the first 50,000 square feet and one space per 400 square feet of floor area in excess of 50,000 square feet. Assuming the Project will not have a single-tenant occupying in excess of 50,000 sq. ft., which would yield a lower parking count, based on the Project's proposed 232,500 sq. ft. of lab/research and development use this yields a parking requirement of 775 parking spaces. Finally, the Petitioner anticipates the retail space to include a retail tenant of approximately 6,052 sq. ft. and a restaurant of approximately 4,000 sq. ft. seating 100 patrons and having one take-out service station. Pursuant to Section 5.1.2 of the By-Law the required parking for the retail use is one space per 300 square feet of floor area yielding a parking requirement of 20 parking spaces. Pursuant to Section 5.1.2 of the By-Law the required parking for the restaurant use is one space per 3 seats plus ten spaces per take-out service station yielding a parking requirement of 44 parking spaces. Accordingly, the Petitioner has requested a Special Permit in accordance with By-Law Section 5.1.1.5, for a waiver of 224 parking spaces from the required number under By-Law Section 5.1.2 to be provided as part of the Project.

1.12 The parking spaces provided will comply with all design guidelines prescribed by By-Law Section 5.1.3 as shown on the Plan.

1.13 The following chart sets forth the dimensional requirements applicable to the Project:

Item	Required	Project	Compliance with Zoning?
Minimum Lot Area	20,000 sq. ft.	391,846 sq. ft.**	YES
Minimum Lot Frontage	100 ft.	At least 100 ft.	YES
Maximum Floor Area Ratio	0.70 as-of-right Up to 1.35 by special permit	1.21	YES – Special Permit Required
Front Setback from Highland Avenue and Gould Street	15 ft.	North Building: 200 ft. South Building: 50 ft.	YES
Landscape Buffer	50 ft. along Highland Ave. and Gould Street	50 ft. ***	YES
Increased Height Setback	200 ft. from Highland Ave. and Gould Street	North Building: 200ft.	YES

Item	Required	Project	Compliance with Zoning?
Side/Front Setback on Rt. 95	20 ft.	20 ft.	YES
Rear Setback	20 ft. (along TV Place)	20 ft.	YES
Maximum Lot Coverage	65%	47.2%	YES
Maximum South Building Height* (within 200 ft. height limitation zone)	35 ft. as-of-right 42 ft. by special permit	42 ft.	YES – Special Permit Required
Maximum Building North Height* (outside 200 ft. height limitation zone)	56 ft. as-of-right 70 ft. by special permit	70 ft.	YES – Special Permit Required
Maximum Garage Height*	44 ft. as-of-right 55 ft. by special permit	55 ft.	YES – Special Permit Required
Maximum Stories* (within 200 ft. height limitation zone)	2.5 stories as-of-right Up to 3 stories by special permit	3 stories (South Building)	YES – Special Permit Required
Maximum Stories* (outside 200 ft. height)	4 stories as-of-right Up to 5 stories by special permit	5 stories (North Building)	YES – Special Permit Required

Item	Required	Project	Compliance with Zoning?
limitation zone)			
Maximum Garage Footprint	42,000 sq. ft.	41,361 sq. ft.	YES
Minimum Open Space	25%	37.4%	YES
Maximum Uninterrupted Façade Length	200 ft.	200 ft.	YES
Building Parapet Height	5 ft.	5 ft.	YES
<p>*Pursuant to Section 4.11.1(e), structures erected on a building and not used for human occupancy, including mechanical equipment, may exceed the maximum building height provided that no part of such structures extends more than 15 ft. above the maximum allowable building height (e.g., 57 ft and 85 ft., respectively for the buildings) and such structures do not cover more than 25% of the building roof.</p> <p>**This area calculation is based on the reduction of the Property areas after transfer to the Town of Needham of the 12,080 sq. ft. Conveyance Area. The Petitioner’s separate property at 0 Gould Street containing approximately 7,127 sq. ft. is not included in calculation of lot area and other measurements and is not part of the Project.</p> <p>***Pursuant to Section 4.11.1(1)(d) of the By-Law, sidewalks, including the Multi-Use Walkway may be located within the 50 ft. setback buffer along Highland Avenue and Gould Street.</p>			

1.14 Based on the dimension requirements detailed in Section 1.13 above, the Project will require a Major Project Site Plan Review and other Special Permits from the Planning Board as follows: (i) to allow a maximum Floor Area Ratio of 1.21; (ii) to allow a maximum height of 70 feet for the North Building; (iii) to allow a maximum of 5 stories in height for the North Building; (iv) to allow a maximum height of 42 feet for the South Building; (v) to allow a maximum of 3 stories in height for the South Building; and (vi) to allow a maximum building height of 55 feet for Garage.

With respect to clause (i) above, pursuant to By-Law Section 4.11.1(5) the Planning Board may allow an FAR of up to 1.35 by issuance of a Special Permit. The grant of a Special Permit pursuant to this section must consider the factors detailed further below in paragraph 1.26. With respect to clauses (ii) through (vi) above, pursuant to By-Law Section 4.11.1(1), buildings within 200 ft. of

Highland Avenue and Gould Street are limited to a height of 35 ft. and 2.5 stories. The Planning Board may grant a Special Permit to increase the height of buildings within the 200 ft. height limitation zone to 42 ft. and 3 stories and may further increase the height of buildings beyond the 200 ft. height limitation zone to up to 70 ft. and 5 stories. The 200 ft. height limitation envelopes allowing for such height increases are depicted in Figure 1 and Figure 2 of By-Law Section 4.11.1(f), which provides for such figures to clarify the limits of the required setbacks and allowed envelopes. Additionally, pursuant to Section 4.11.2, the Planning Board may grant a Special Permit to increase the height of a parking structure up to 55 ft.

Accordingly, the Petitioner has requested: (i) a Major Project Site Plan Review Special Permit under Section 7.4 of the By-Law; (ii) a Special Permit pursuant to Section 4.11.1(5) of the By-Law to increase the floor area ratio to 1.21 allowed by special permit; (iii) a Special Permit pursuant to Section 4.11.1(1) to increase the maximum height of the North Building to 70 feet; (iv) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum number of stories of the North Building to five (5); (v) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum height of the South Building to 42 feet; (vi) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum number of stories of the South Building to three (3); and (vii) a Special Permit pursuant to Section 4.11.2(1) to increase the maximum height of the Garage to 55 feet.

- 1.15 The Project will also require a Special Permit to allow for retaining wall height greater than 4 ft. and other applicable design requirements for retaining walls pursuant to By-Law Section 6.11.5. The retaining wall proposed along the eastern property boundary is approximately 4-6 ft. in height and will be located along the side of the proposed fire lane/walkway and adjacent to the I-95/Route 128 off ramp. Accordingly, the Petitioner has requested a Special Permit pursuant to By-Law Section 6.11.5.
- 1.16 The Petitioner has committed to tracking the Leadership in Energy & Environmental Design (LEED) criteria, and to show that it has met (except for good cause) the LEED “Gold” standard for the Project by submitting to the Board, prior to the issuance of a building permit for the relevant building, the checklist prepared by the Project architect or other relevant consultant itemizing the LEED criteria for the proposed building, and by submitting to the Board, prior to issuance of a certificate of occupancy for the relevant building, a copy of the Project architect’s affidavit certifying, to the best of its knowledge, the building’s compliance (except for good cause) with the LEED “Gold” standard.
- 1.17 The Project has been engineered based on assumptions that both the Property and the adjacent property owned by Channel 5 and its affiliates will be fully developed, taking into account such items as storm water management, sewage disposal, utilities, internal driveways, landscaping and other improvements, parking and traffic, and off-site roadway expansion and improvements.
- 1.18 The original materials and studies submitted with the Application on April 5, 2022 assumed a “full build” condition of approximately 531,000 sq. ft. based on a maximum 1.35 FAR build-out of the Property allowed under the By-Law. However, the Project proposes only 465,000 sq. ft. of office/research and development space and 10,052 sq. ft. of retail and/or restaurant space (a total of approximately 475,052 sq. ft.), together with 1,390 parking spaces. Accordingly, traffic generated by the Project is expected to be approximately 9% less than what was studied, and the materials should be read in the context of this lesser build-out.
- 1.19 The Project will include significant transportation improvements and mitigation, including those items as shown on Sheet TR-001 entitled “Off-site Roadway Improvements#1” and Sheet TR-002

entitled “Off-site Roadway Improvements#2” of the Plan (Exhibit 13), and such other improvement as described in Exhibits 4, 9, 12C, 12D, 17, and 29 and paragraph 3.42 of this Decision (the “Traffic Improvements”). A portion of the design shows the travel lanes along Gould Street located on private property owned by the Petitioner. Said private property of the Petitioner will be conveyed to the Town for roadway purposes following successful completion of the above noted Traffic Improvements. The Petitioner shall grant an easement to the Town and shall also provide for the maintenance and snow clearing of the sidewalks and pathways fronting along Gould Street so that they remain available for their intended general public use.

- 1.20 The Petitioner will provide a shuttle between the site and nearby public transportation services, including the commuter rail at Needham Heights and the Green Line D Branch at Newton Highlands. The Petitioner will allow employees and area residents to utilize the shuttle, provided, however, the Petitioner shall not be obligated to provide on-site parking for residents or members of the public utilizing the shuttle.
- 1.21 The Project will generate a total design wastewater flow of 54,554 GPD; this is an increase of 31,501 GPD from the existing facility to the Town’s sewer system. The Petitioner has been in contact with Town of Needham representatives and understands the requirements to have a rate of four gallons for every one gallon of sewage added to the system removed through an I/I program. For the Project, four times the increased flow equates to a total of approximately 126,004 GPD I/I removal anticipated from the development. This requirement may be satisfied by either undertaking a construction project or paying a fee to the Town’s I&I program at a rate of \$8.00 per gallon required to be removed. The Petitioner has committed to satisfying this requirement prior to the issuance of the certificate of occupancy for the Project.
- 1.22 The Petitioner has proposed a number of amenities for the Project which shall be available for general public use. Pickle Ball courts and a landscaped ½ mile public multi-use fitness/access walkway is planned around the Property, with various exercise areas planned at intervals on the loop and including a pond and water feature. A 7,127 sq. ft. public park with interpretive exhibits is planned off-site on the Petitioner’s northern property at the intersection of Gould Street and T.V. Place adjacent to a future rail trail.
- 1.23 The Petitioner has requested a number of Special Permits for which the Board makes the following findings pursuant to Section 7.5.2.1 of the By-Law:
 - a) The Project generally complies with the criteria and standards for the granting of the requested Special Permit relief as set forth more particularly herein.
 - b) The Project is consistent with the general purposes of the By-Law, including the promotion of health, safety, convenience, morals, and welfare for Town of Needham residents because it will redevelop the Property from an underutilized and environmentally compromised site into an economically viable and eco-friendly development with public amenities. The Project will promote the welfare of the inhabitants of the Town through a significant increase in property tax revenues, as described above, by providing approximately \$5,000,000 (based on both the Barrett and Fougere Fiscal Analyses) in annual additional real estate and personal property taxes which will support the Town’s educational and recreational programs, housing initiatives, community and open spaces, and other Town priorities. The Project includes traffic mitigation measures, including a number of improvements to local roadways and bicycle improvements to lessen congestion on area

streets as shown more particularly on Sheet TR-001 entitled “Off-site Roadway Improvements#1” and Sheet TR-002 entitled “Off-site Roadway Improvements#2” of the Plan (Exhibit 13), of this Decision. The Project is an appropriate use of the Property and is consistent with the purposes and design guidelines set forth in the HC-1 District zoning, By-Law Section 4.11.3, as described in paragraph 1.27 of this Decision, below. The project further provides for the installation of a fitness path along the perimeter of the property and the installation and maintenance of pickle ball courts and a seasonal ice skating area.

- c) The Project will be in conformity with the By-Law upon issuance of the requested Special Permits.
- d) The Project will improve upon the existing natural features of the Property and is compatible with the characteristics of the surrounding area. The Property has few existing natural features, as it is almost entirely covered with the foundations of the former car dealership and car wash buildings and associated impervious areas used for parking and for the display of motor vehicles for sale. The location of the Garage near the “rear” of the Property will result in limited visibility of the parking structure from most of the major surrounding roads, including Highland Avenue and Gould Street as such Garage has been further mitigated by the Plan modifications detailed in paragraph 2.0. Extensive landscaping will be provided around the entire Property, including a circumferential multi-use fitness/access walkway with exercise stations for use by tenants’ employees, neighbors, and the general public.
- e) The circulation patterns for motor vehicles and pedestrians which would result from the Project will not result in conditions that unnecessarily add to traffic congestion or the potential for traffic accidents on the Property or in the surrounding area. Traffic impacts have been mitigated to a reasonable standard generally not worse than the existing condition. The Transportation Impact and Access Study prepared by VHB (Exhibit 4) (the “TIAS”) analyzed existing traffic conditions on area roadways and at area intersections, under current conditions, and under future conditions expected to exist in seven years, in the context of construction and non-construction of the Project. The TIAS recommends, and the Petitioner has committed to implement, several measures to prevent the Project from increasing traffic congestion or the potential for traffic accidents. As shown on Sheet TR-001 entitled “Off-Site Roadway Improvements#1” and Sheet TR-002 entitled “Off-Site Roadway Improvements#2” of the Plan (Exhibit 13), these measures include widening and reconfiguring Gould Street at the intersection with Highland Avenue and at the intersection with the Property entrance (opposite the Wingate Residences entrance), and construction of a shared multi-use walkway on the Property along Gould Street (the “Multi-Use Walkway”) for use by neighbors and residents. The internal circulation pattern has been designed to control vehicle speeds and to reduce vehicle-pedestrian interactions by providing wide sidewalks.
- f) The proposed use, structures and activity at the Property resulting from the Project will not have any demonstrable adverse impact on the surrounding area. Any noise, illumination or glare associated with the Project will be mitigated with thoughtful design features, including landscaping and cut-off lighting, as more particularly shown on the Plan. No noxious or hazardous substances are anticipated to be emitted as a result of the Project, and no waterways or groundwater will be polluted.

- 1.24 As shown on Sheet C-02B entitled “Overall Site Plan” of the Plan (Exhibit 13) the proposed Project will conform to zoning requirements as to front setback from Highland Avenue and Gould Street, landscape buffer, the increased height which is setback 200 ft. along Highland Avenue and Gould Street, side and front setbacks along Route 95, rear setbacks along TV Place, maximum lot coverage, maximum garage footprint, minimum open space, maximum uninterrupted façade length, and building parapet height. Subject to the granting of the requested Special Permits, the Project will conform to zoning requirements for maximum floor area ratio, maximum garage height, and maximum height and maximum stories (both within and outside the 200 ft. height limitation zone specified in By-Law Section 4.11.1), and the Project will therefore comply with all zoning requirements. The lot conforms to zoning requirements as to size and frontage. Pursuant to Section 4.11.1(1)(d) of the By-Law, sidewalks and walkways, including the Multi-Use Walkway, may be located within the 50 ft. setback buffer along Highland Avenue and Gould Street.
- 1.25 The Plan shows that certain shade structures, exercise equipment, and other non-habitable structures may be part of the landscaped buffer zone provided by the Project pursuant to the By-Law. The Board finds these features are part of the landscaping of the buffer zone and are a public benefit and as such are permitted to be located within the buffer zone pursuant to Section 4.11.1(d) of the By-Law.
- 1.26 The Petitioner has requested an increase in the floor area ratio (FAR) above 1.0 in the HC-1 District to 1.21 and therefore the Board considered the factors set forth in Section 4.11.1(5) of the By-Law and makes the following findings:
- a) As set forth in the Stormwater Report, the TIAS, and based on the Petitioner’s engineer’s independent review of the infrastructure, the existing or proposed infrastructure can adequately service the Project without negatively impacting existing uses or infrastructure, including but not limited to, water supply, drainage, sewage, natural gas, and electric services.
 - b) As set forth in the TIAS and elsewhere in this Decision, the Project will include significant off-site mitigation, including the Traffic Improvements, that will counterbalance the intersection capacity impacts of the additional Project-generated trips added to the roadway network. The Project will also include a robust Traffic Demand Management (TDM) program to incentivize reduced single occupant driving and increase use of alternative forms of transportation.
 - c) Regarding direct environmental impacts, the Petitioner will take feasible steps to reduce carbon emissions and minimize energy usage and has designed the Project accordingly. Energy modeling will evaluate several emissions mitigation measures including hybrid electric/gas heating with electric heating being the first to operate whenever capacity allows, high efficiency glycol heat recovery loop, reduced laboratory exhaust through exhaust monitoring, electric water heating, and more. The Petitioner also studied options to include photovoltaic solar panels at the roof of the Garage and roof of the North & South Buildings. In addition to these emission reduction strategies, the Project will utilize the LEED v4 BD+C rating system for the Core and Shell building components to incorporate other sustainability strategies. The Petitioner anticipates the Project will be LEED Gold certifiable with higher targets possible.
 - d) Regarding future impacts due to Sea Level Rise/Storm Surge and other climate change considerations, the Project is not exposed to Sea Level Rise/Storm Surge or Extreme

Precipitation-Riverine Flooding. Although the Property has a high risk of Extreme Precipitation-Urban Flooding and a high risk of Extreme Heat, the Project will combat these risks by including measures to reduce the threat of urban flooding from extreme precipitation and developing appropriate strategies for a changing climate in the near term, as well as planning for a longer-term adaptation strategy over the course of the Project's life span.

- e) No part of the Property has a historic structure, or a structure within a historic district listed in the State Register of Historic Places or the Inventory of Historic and Archaeological Assets of the Commonwealth.
- f) As described above, the Project is expected to result in a net annual financial benefit of approximately \$5,000,000 to the Town, plus personal property taxes which would also generate significant additional revenue as confirmed by both the Barrett and Fougere Fiscal Impact Analyses.

1.27 The Board also considered the design guidelines in Section 4.11.3 of the By-Law in connection with the request for a Special Permit under Sections 3.2.7.2 and 4.11 of the By-Law and makes the following findings:

- a) The Project will contain various pedestrian and neighborhood connections and amenities. The south end of the South Building, near the intersection of Gould Street and Highland Avenue will contain the Project's "retail zone" of approximately 10,052 sq. ft. of retail and/or restaurant use. This area is being developed with retail/restaurant plaza and landscapes visible from the public streets, making it a vibrant and cohesive part of the neighborhood. A landscaped ½ mile public multi-use fitness/access walkway is planned around the Property, with various exercise areas planned at intervals on the loop and including a pond and water feature.
- b) The Garage will be primarily constructed of structural precast concrete columns and spandrel beams with color and finish intended to coordinate with the color and finish of the North and South Buildings. In addition, the overall scale of the stand-alone Garage will be broken up through the use of fabric banners hung from the upper levels, which will result in visual interruptions and a softening of the façades onto the sides most visible to the neighborhood. The foregoing design elements of the Garage and utilization of banners will create such interruptions in the Garage façade so that uninterrupted façade lengths are less than 200 ft in compliance with Section 4.11.2(3) of the By-Law requirement. The Garage will be in the northeast corner of the site, downgradient and 200 feet from Gould Street. Its presence will be masked to the south and southwest by the North Building. The Garage will also comply with the specific dimensional criteria developed for this district to integrate with the surrounding area, as shown on Sheet C-02B entitled "Overall Site Plan" and Sheet G-005 entitled "Zoning Area Plans" of the Plan (Exhibit 13).
- c) As described above, the Project will include two buildings, the North Building on the northerly portion of the Property, and the South Building on the southerly portion of the Property and the shared Atrium to connect them. The design of the buildings will help break down the scale of the overall Project into smaller pieces. The proposed office and lab/research and development uses mixed with retail and/or restaurant use will create an active gateway condition visible from the public streets. A landscaped ½ mile multi-use/access walkway will be constructed around the perimeter of the Property, with various

exercise areas planned at intervals around the buildings, and including a pond and water feature. This will provide an opportunity for internal and external users, including the general public, to enjoy the Property.

- d) The buildings' massing was designed to take advantage of unique view corridors, interesting topography, solar orientation, and will comply with the zoning requirements outlined above. The buildings will provide flexible floorplates that are desirable for today's tenants looking for access to light and views and opportunities for shared indoor and outdoor amenities.
- e) With respect to green building standards, the Petitioner has taken all feasible steps to reduce carbon emissions and minimize energy usage in designing the Project. Energy modeling for the Project evaluated several emissions mitigation measures including hybrid electric/gas heating with electric heating being the first to operate whenever capacity allows; high efficiency glycol heat recovery loop; high efficiency chilled water plant; reduced laboratory exhaust through exhaust monitoring; electric water heating; improved envelope insulation and infiltration without thermal bridging; and high-performance lighting and controls.
- f) In addition to emission reduction strategies, the Project will utilize the LEED v4 BD+C rating system for the core and shell building components to incorporate other sustainability strategies such as: green vehicle parking; open space; rainwater management; heat island reduction; construction and demolition waste management; and building product disclosure and optimization. The Project will be Energy Star rated and certified as a WELL Building.

The WELL Building Standard takes a holistic approach to health in the built environment addressing behavior, operations and design. WELL, is a performance-based system for measuring, certifying, and monitoring features of the built environment that impact human health and well-being, through air, water, nourishment, light, fitness, comfort and mind. WELL is grounded in a body of medical research that explores the connection between the buildings where we spend more than 90 percent of our time, and the health and wellness impacts on us as occupants. WELL Certified™ spaces can help create a built environment that improves the nutrition, fitness, mood, sleep patterns and performance of its occupants.

- g) The prior use of the Property as a car wash included 1,360 peak daily vehicle trips to and from the car wash during the winter months, or roughly 600 vehicles daily during peak periods. Furthermore, the Petitioner will implement significant traffic mitigation measures as described herein, including the Traffic Improvements and the Multi-Use Walkway. As set forth above, the Project will also include a robust TDM program to incentivize reduced single occupant driving and increase use of alternative forms of transportation. Based on the TIAS, the roadway network, as improved through the Project's proposed transportation mitigation, can safely and adequately handle the trips associated with the Project.
- h) The Petitioner will provide a shuttle between the site and nearby public transportation services, including the commuter rail at Needham Heights and the Green Line D Branch at Newton Highlands. The Petitioner will allow area residents and employees to utilize the shuttle, provided, however, the Petitioner shall not be obligated to provide on-site parking for residents or members of the public utilizing the shuttle. The Petitioner will incentivize reduced single occupant driving and increased use of alternative forms of transportation.

1.28 The Petitioner is requesting a Special Permit for relief under Section 6.11.5 of the By-Law with respect to retaining walls.

- a) The retaining wall proposed along the eastern property boundary is approximately 4-6 ft. in height and will be located along the side of the proposed fire lane/walkway and adjacent to the I-95/Route 128 off ramp. The retaining wall will direct stormwater discharges toward the Property's proposed drainage system and not to the MassDOT Right-of-Way. This is a significant improvement over existing conditions, under which sheet flow drainage discharges untreated runoff off to adjacent properties and roadways. The proposed retaining wall will face the Exit 35C ramp from I-95/Route 128 to Highland Avenue. Therefore, it will have little, if any, impact on adjacent property or the public. Additionally, the retaining wall has a low profile and there is a wide vegetated shoulder from the roadway before the wall. The Petitioner and the Board have each independently considered the report of the Design Review Board in designing the retaining wall and in granting the Special Permit for relief hereunder.
- b) The Board finds that (i) the retaining wall will not cause an increase of water flow off the Property; (ii) the requested retaining wall will not adversely impact adjacent property or the public; and (iii) the report of the Design Review Board has been received and considered in making this finding.

1.29 The Board makes the following findings with respect to the Petitioner's requested Special Permit waiving strict adherence to the required number of parking spaces and parking design requirements pursuant to Section 5.1.1.5 of the By-Law.

- a) As described above, the TIAS assumed a development of approximately 531,000 sq. ft. based on a maximum 1.35 FAR build-out of the Property allowed under the By-Law. However, the Project proposes only 465,000 sq. ft. of office/research and development space and 10,052 sq. ft. of retail and/or restaurant space (approximately 475,052 sq. ft. total), together with 1,390 parking spaces. It is anticipated that the Underground Parking and the Garage as shown on the Plan will be fully constructed at one time together with the rest of the Project. The Project has been engineered as more specifically set forth in the application materials filed herewith, taking into account such items as storm water management, utilities, internal driveways, landscaping and other improvements, and parking and traffic.
- b) Under the provisions of Section 5.1.2 of the By-Law, 1,614 parking spaces are required for the Project. Pursuant to Section 5.1.2 of the By-Law the required parking for the office use is one space per 300 square feet of floor area. The Project proposes 232,500 sq. ft. of office use yielding a parking requirement of 775 parking spaces. Pursuant to Section 5.1.2 of the By-Law the required parking for the lab/research and development uses is one space per 300 square feet of floor area. Occupancy by a single tenant of more than 50,000 square feet of floor area shall provide one space per 300 square feet of floor area for the first 50,000 square feet and one space per 400 square feet of floor area in excess of 50,000 square feet". Assuming the Project will not have a single-tenant occupying in excess of 50,000 sq. ft., which would yield a lower parking count, based on the Project's proposed 232,500 sq. ft. of lab/research and development use this yields a parking requirement of 775 parking spaces. Finally, the Petitioner anticipates the retail space to include a retail tenant of approximately 6,052 sq. ft. and a restaurant of approximately 4,000 sq. ft. seating 100 patrons and having one take-out service station. Pursuant to Section 5.1.2 of the By-Law

the required parking for the retail use is “One space per 300 square feet of floor area” yielding a parking requirement of 20 parking spaces. Pursuant to Section 5.1.2 of the By-Law the required parking for the restaurant use is “One space per 3 seats plus ten spaces per take-out service station” yielding a parking requirement of 44 parking spaces. Accordingly, the Petitioner has requested a Special Permit in accordance with By-Law Section 5.1.1.5, for a waiver of 224 parking spaces from the required number under By-Law Section 5.1.2. As described in Condition 3.3 below, the foregoing uses and corresponding square footage amounts may be re-allocated among the Project’s approved uses so long as the Project does not exceed 1,390 total parking spaces and the use profile proposed does not exceed a parking requirement under Section 5.1.2 of more than 1,614 parking spaces.

- c) There are special circumstances in construction of the Project on the Property that do not warrant the minimum number of parking spaces required under Section 5.1.2. The Petitioner plans to construct a total of 1,390 parking spaces, which is less than the required amount under the By-Law of 1,614 parking spaces as shown above. The TIAS reports that actual parking demand for the Project is anticipated to be approximately 1,355 spaces. The By-Law’s required parking ratios assume a higher employee density than is typical for lab/research & development uses. The By-Law also assumes that each office employee will commute alone, by motor vehicle. The Petitioner is committed to a transportation demand management program to encourage the use of carpool, walking, biking, and public transit alternatives to single occupancy vehicle trips. Also, the By-Law’s parking ratio does not consider the potentially permanent changes in commuting patterns resulting from the COVID-19 pandemic, including hybrid/remote work programs.
- d) This Decision does not exempt the Project from future compliance with the provisions of Section 5.1.2 and 5.1.3 which may be applicable to future changes to the buildings or structures after construction of the Project pursuant to the terms and conditions hereof. This Decision adequately defines the conditions of the use of the buildings and structures of the Project so as to preclude changes that would alter the special circumstances contributing to the reduced parking need or demand.
- e) The Project will provide the Traffic Improvements detailed in paragraph 3.42.
- f) Based on the foregoing and the other findings detailed in this Decision, the Board finds it appropriate that the Project provide 244 fewer parking spaces than the required number of spaces in the By-Law and that the proposed number of 1,390 spaces is sufficient to satisfy the anticipated parking demand for the Project. The Board also finds the issuance of the requested Special Permits under Section 5.1.1.5 of the By-Law 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.

1.30 The Board makes the following findings regarding the Petitioner’s requested Major Project Site Plan Review Special Permit under Section 7.4 of the By-Law and Article II of the Planning Board Rules.

- a) The Project has adequately protected adjoining premises against serious detriment. The Project maintains a significant landscape buffer between the proposed structures and Highland Avenue and Gould Street, which streets themselves provide a buffer for the nearby residential neighborhoods and other properties. The buffer includes landscaped

berms planted with shade trees and conifers. The Project's buildings are far enough from the Property line (in conformance with By-Law setbacks) so there will be no shade cast towards any residential properties beyond the Property boundary. Except for a small surface parking lot next to Gould Street, all parking will be contained below the buildings or within the Garage. Service and loading areas are located within the buildings. As described above, the Project will provide a multi-use fitness/access walkway around the perimeter of the Property adding another buffer. Adjoining premises will be protected against any seriously detrimental uses on the Property through provision of surface water drainage, a retention pond, sound and sight buffers, and the addition of natural landscaping and green space to the Property. As detailed in the Stormwater Report, stormwater will be contained within the Property and catch basins with sumps and hoods, oil/water separators, rain gardens, and vegetated swales to improve storm water quality discharges, are provided. Stormwater will be infiltrated to mitigate storm water volumes. The retention pond is incorporated into the multi-use fitness/access walkway as an attractive feature.

- b) As described in greater detail above, the Project will provide enough parking to accommodate all vehicles on the Property and the parking spaces provided will comply with the design criteria set forth in By-Law Section 5.1.3 with deviations as necessary and granted pursuant to the Special Permit. The Project will provide a primary entrance on Gould Street, across from the existing curb cut for the Wingate senior housing community through a to-be built signalized intersection. An internal drive loop will mitigate traffic queuing in and out of the Property. There will be a secondary entrance/exit from the Garage to TV Place. The Petitioner will construct significant traffic mitigation, including the Traffic Improvements, which will widen Gould Street to better handle traffic movements and volume. Internal sidewalks and the Multi-Use Walkway connected to Gould Street will encourage multimodal transportation opportunities. Bicycle storage for short-term and long-term use is incorporated into the Project design. Handicapped parking will be provided in compliance with applicable requirements. All access walks and paths are designed with slopes of less than 5%, so no ramps will be needed. Crosswalks are proposed at the Gould Street signalized intersection.
- c) Parking and loading spaces have been adequately arranged in relation to the proposed uses on the Property.
- d) The Project will provide adequate methods for disposal of refuse and waste. Solid waste and refuse will be disposed of in compliance with all applicable rules and regulations. The wastewater system will be connected to the municipal sewer system. The Petitioner will require Tenants to comply with all applicable regulations regarding the handling and disposal of wastes.
- e) The Project will comply with the setback and landscape buffer requirements of the By-Law that were specifically developed to create an appropriate relationship between the Project and the surrounding area. As stated above, a multi-use fitness/access walkway is proposed along the perimeter of the Property, to be available for use by the general public. Fitness stations will be provided along the walkway.
- f) The Project will not have any adverse impact on the Town's water supply and distribution system, sewer collection and treatment, fire protection, or streets. The Project will not have any adverse impact on the Town's water or wastewater infrastructure. Sufficient pump

stations provide support for the area. The proposed buildings will be fully accessible for the Town's firefighting apparatus.

- g) Based on the foregoing points and other information detailed in this Decision, the Board has considered the criteria described in 7.4.6 of the By-Law in granting the Petitioner's request for a Major Project Site Plan Review Special Permit.
- h) Under Section 7.4 of the By-Law, a Major Project Site Plan Review Special Permit may be granted in the HC-1 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 findings and criteria described herein, 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.

1.31 The Project redevelops an underutilized site into an economically viable development with public amenities. The addition of the Project will be a source of employment for Town residents, will generate significant additional tax revenues for the Town, introduces uses, including retail and/or restaurant uses, which will contribute to making the Project a vibrant and cohesive part of the neighborhood and will be designed to enhance the aesthetic of a prominent entry to the Town.

1.32 The Project has been approved by the Design Review Board.

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 to 0 to GRANT: a Major Project Site Plan Review Special Permit under Section 7.4 of the By-Law and Article II of the Planning Board Rules; (2) a Special Permit pursuant to Section 4.11.1(5) of the By-Law to increase the floor area ratio to 1.21; (3) a Special Permit pursuant to Section 4.11.1(1) to increase the maximum height of the North Building to 70 feet; (4) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum number of stories of the North Building to five (5); (5) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum height of the South Building to 42 feet; (6) a Special Permit pursuant to Section 4.11.1(1) of the By-Law to increase the maximum number of stories of the South Building to three (3); (7) a Special Permit pursuant to Section 3.2.7.2(d) of the By-Law for retail use by a single tenant of between 5,750-10,000 square feet as part of the Project; (8) a Special Permit pursuant to Section 4.11.2(1) to increase the maximum height of the Garage (defined below) to 55 feet; (9) a Special Permit pursuant to Section 5.1.1.5 of the By-Law for a deviation from the required number of parking spaces under By-Law Section 5.1.2 for the Project to provide 1390 parking spaces; and (10) a Special Permit pursuant to Section 6.11.5 of the By-Law for deviations from the design requirements for retaining walls; subject to and with the benefit of 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 Plan to be revised to show the following additional, corrected, or modified information. The Building Commissioner shall not issue any building permit nor 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 Commissioner. Where approvals are required from persons other than the Building Commissioner, the Petitioner shall be responsible for providing a written copy of such approvals to the Building Commissioner before the Commissioner shall issue any building permit or permit for any construction on the Site. The Petitioner shall submit nine copies of the final Plan as approved for construction by the Building Commissioner to the Board prior to the issuance of a Building Permit.

2.0 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 revised to show the following updates to the building design as were presented to the Board by the Petitioner at the public hearings on September 7, 2022 and October 3, 2022: (1) Update the elevation at Highland Ave as follows: (i) Create 3rd floor setback to emphasize 2-story punch-window massing; (ii) Add 3rd floor material change and sunshades to emphasize the façade; (iii) Create “notch” at mid-block of Highland façade & added outdoor balcony space; (iv) Create “notch” at corner of Highland Façade to soften corner; and (v) Articulate roof screen with depth and materiality to “transition to sky” such that the façade is not on one plane. (2) Adjust glass extents on Gould Street elevation of the North Building to align with bump out. (3) Consolidate footprint of Atrium between North & South Building facing Highland Avenue/ Route 128. (4) Reduce the square footage of the Project from 490,000 sq. ft. and a 1.25 FAR to 475,052 sq. ft. and a 1.21 FAR. (5) The North and South Buildings shall be “solar ready” and, subject to Section 3.12, shall incorporate solar arrays. (6) The Garage shall be “solar ready”.
- b) The Plan shall be revised to show the following updates to the landscape design as were presented to the Board by the Board at the public hearings on September 7, 2022 and October 3, 2022: (1) Added cross walk from surface parking area to Main Entrance; (2) Shift surface parking area northerly to accommodate added cross walk; (3) Add curb cut on Gould Street and realigned fire access route as requested by Town; (4) Substantially design 7,127 sq. ft. park with interpretive exhibits on northern parcel and allow for future connection from such park to rail trail.
- c) The Plan shall be revised to show the following further updates to the landscape design as were presented to the Board by the Petitioner at public hearings on September 7, 2022 and October 3, 2022: Sheet L-1.0 Site Plan: Create walk through and cross walk at southeast corner of surface parking area to provide more direct access to Main Entrance; and Note that all of the cross walks across the drives are to be raised paver walks; Revise alignment of the fire access route and created circular water feature to promote improved emergency access. Sheet L-2.0 Grading Plan: Revise as associated with the additional site improvements as described above. Sheet L-3.0 Planting Plan: Revise as associated with the additional site improvements as described above. Sheet L-4.0 Lighting Plan: Revise as associated with the additional site improvements as described above; and Relocate path lights along fire access to be on building side of path to further reduce obstructions. Sheet L-5.1 Site Details #2: Provide curb and permeable pavement details in regard to the emergency access as requested by the Town.

- d) The Petitioner shall modify the Plan for the Garage to reduce portions of the building height closest to Gould Street to no greater than forty-eight (48) feet and incorporate additional screening for portions of the modified Garage visible from Gould Street, and submit the updated Plan, including any corresponding necessary modifications to the configuration/stripping of parking spaces to maintain 1,390 parking spaces, to the Design Review Board and Planning Board to determine conformance with the following Design Guidelines:

Design Guidelines:

(1) The height of the Garage for the portions of the Garage closest to Gould Street shall be reduced to no greater than forty-eight (48) feet and four (4) levels (the building height and levels closest to Route 128 shall be allowed a height up to 55 feet).

(2) Additional screening shall be incorporated for the portions of the modified Garage visible from Gould Street utilizing the following methods: (i) landscaping, including mature trees, vines or other vegetation for the purposes of screening the Garage; and (ii) use of metal tubing, mesh screening or other materials to enhance the aesthetic and minimize the visual impacts of the Garage. The Petitioner may supplement the above with such other reasonable means, methods and materials sufficient to provide additional screening.

(3) 1,390 parking spaces shall be provided at the Property utilizing one or more of the following methods: (i) restriping/reconfiguring the parking space layout within the modified Garage in compliance with Section 5.1.3 Parking Plan and Design Requirements of the By-Law; (ii) adding a level (or portion thereof) to the Garage below-grade in compliance with Section 5.1.3 Parking Plan and Design Requirements of the By-Law; (iii) restriping/reconfiguring the parking space layout within the below-grade parking underneath the North and/or South Buildings in compliance with Section 5.1.3 Parking Plan and Design Requirements of the By-Law; and (iv) such other reasonable means and methods to provide 1,390 parking spaces at the Property provided such alterations are within the Garage or below-grade.

The Plan shall be approved by the Design Review Board and the Planning Board if the updated Plan is consistent with the above Design Guidelines.

- e) The zoning table shall be revised to show the minimum open space calculation and the minimum interior parking landscaping percentage calculation.

2.1 The Plan shall be modified to include the requirements and recommendations of the Department of Public Works as set forth below. All requirements and recommendations of the Department of Public Works, set forth below, shall be met by the Petitioner.

- a) At the proposed South Building, the domestic water service connection shall be revised as a separate connection off the site's 10-inch water main.
- b) At the stand-alone garage, a water gate valve for the fire protection line shall be provided.
- c) The 90-degree bends of the onsite water main shall be revised to 45-degree angles.

- d) The stormwater operation and maintenance plan provided for the construction period shall be updated to reflect the correct site name for the construction Maintenance/Evaluation. The construction maintenance checklist shall be revised to state that the check list will be submitted to the Town Engineer during the construction period on a minimum quarterly basis.
- e) The maintenance plan for after the construction of stormwater systems shall be updated to include the maintenance requirements of the porous/permeable pavement that is now part of the emergency access/multi use paths, and the level spreader. A maintenance checklist of the complete stormwater system that the owner/operator will manage shall also be provided.
- f) Water Quality Unit 131 proposed in the embankment of the detention pond appears to lack sufficient grading over the unit. A slight adjustment in the location of unit shall be required as necessary. Access ports shall be shown on the Plan and noted as reference in the Operation and Maintenance manual.

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 3.41 hereof.

General Conditions

- 3.1 The proposed buildings, structures, 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 1,390 parking spaces shall be provided to service the Project, subject to any reconfiguration/stripping resulting from change contemplated by Section 2 of this Decision or as may be waived in the future by this Board. 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.
- 3.2 The proposed buildings and support services shall contain the dimensions and shall be located on that portion of the Property as shown on the Plan, as modified by 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.
- 3.3 This permit is issued for professional, business or administrative offices, laboratories engaged in scientific research and development, and retail and/or restaurant space. The laboratory/research and development uses shall be limited to Biosafety Levels 1 and 2 as established by the United States Centers for Disease Control and Prevention and shall comply with all applicable federal, state, and local regulations. The Project is anticipated to contain up to 475,052 square feet of commercial uses, which is currently anticipated to consist of 232,500 sq. ft. of laboratory/research and development uses, 232,500 sq. ft. of office uses, and 10,052 sq. ft. of retail and/or restaurant uses. The restaurant use is anticipated to accommodate up to 100 seats with one take-out station. The foregoing laboratory/research and development use and office use square footage amounts may be reallocated among these two uses as approved by this Decision, without further review by the

Board, so long as the Project maintains 1,390 parking spaces. The retail and/or restaurant uses shall be located on the ground floor of the South Building at the Highland Avenue/Gould Street intersection as shown on the Plan. Following selection of a tenant and prior to issuance of a building permit for the specific tenant improvements for the restaurant space, the tenant or the Proponent shall submit a Special Permit Amendment application to the Planning Board for a specific restaurant use as part of the Project. Said application shall be submitted for the Board's review and approval pursuant to By-Law Section 3.2.7.2(g) and shall include a description of the nature and operation of the restaurant use (e.g. hours of operation, number of employees, number of seats, take-out, and refuse disposal). Said application shall require public notice and public hearing. Any further changes of such above-described uses shall be permitted only by amendment of this Approval by the Board.

- 3.4 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.
- 3.5 The Petitioner shall implement all of the traffic mitigation measures set forth on Sheet TR-001 entitled "Off-Site Roadway Improvements#1" and Sheet TR-002 entitled "Off-Site Roadway Improvements#2" of the Plan (Exhibit 13) and paragraphs 3.42(a) and 3.42(b) prior to issuance of the Certificate of Occupancy for the Project. A portion of the design shows the travel lanes along Gould Street located on private property owned by the Petitioner. Said private property of the Petitioner shall be conveyed to the Town for roadway purposes following successful completion of the above noted Traffic Improvements.
- 3.6 The Petitioner shall prior to issuance of the Certificate of Occupancy for the Project construct the Multi-Use Walkway, Pickle Ball Courts and 7,127 sq. ft. Park with interpretive exhibits, all as shown on the Plan, as modified by this Decision, and which Multi-Use Walkway, Pickle Ball Courts and park shall be available for use by the general public.
- 3.7 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 Massachusetts State Building Code, 780 CMR, the Massachusetts Architectural Access Board Regulations, 521 CMR, and the Town of Needham General By-Laws, both as may be amended from time to time.
- 3.8 Sufficient parking shall be provided on the site at all times in accordance with the Plan, as modified by this Decision and there shall be no parking of motor vehicles off the site at any time to meet the parking requirements of this Decision. The leasing plan shall not allow the allocation of parking spaces to tenants in excess of the available number.
- 3.9 The Petitioner shall make available shuttle service between the Project and public transportation stations, including the commuter rail at Needham Heights and the Green Line D Branch at Newton Highlands during the hours of 7:00 a.m. – 9:00 a.m. and 4:00 p.m. – 6:00 p.m., Monday through Friday, such services to begin no later than issuance of the Certificate of Occupancy for the Project, or for the North or South Building. The Petitioner shall allow area residents and employees to utilize the shuttle, provided, however, the Petitioner shall not be obligated to provide on-site parking for residents or members of the public utilizing the shuttle.
- 3.10 The Petitioner shall undertake and implement a transportation demand management program (TDM) program to facilitate carpooling, transit usage, and parking management as described in

VHB's Transportation Impact and Access Study of March 2022 (Exhibit 4) and as further approved and described in GPI's letter of September 29, 2022 (Exhibit 29).

- 3.11 The Petitioner shall track the Leadership in Energy & Environmental Design (LEED) criteria for the Project and shall submit to the Building Commissioner the checklist prepared by the Project architect itemizing the LEED criteria as it relates to each proposed building prior to the issuance of the building permit. The Petitioner shall show that it has met (except for good cause) the LEED "Gold" standard of certifiability for the Project's North and South Buildings prior to the issuance of the certificate of occupancy for such building(s).
- 3.12 As a condition to issuance of a final certificate of occupancy for the Project, the Petitioner shall install one or more solar arrays as part of the North and the South Buildings, provided that (i) the installation of such solar array(s) (and all supporting equipment) on the roof of such building(s) is feasible after taking into consideration the equipment and other appurtenances to be located on such roof; (ii) the solar array(s) (and all supporting equipment) can be installed in compliance with all applicable local and state rules, regulations and requirements without the granting of variances or other relief; and (iii) the installation of such solar array(s) (and all supporting equipment) would not require the Petitioner to modify any aspects of the Project as approved by this Decision, including, without limitation, building height, building design, configuration of the desired mechanical systems, roof space available for mechanical system, screening, etc.
- 3.13 The mechanical equipment and emergency diesel fueled generator to be installed on the roof shall be designed and operated so as to comply with all applicable Federal, state and local regulations addressing sound attenuation to protect adjoining properties and the nearest inhabited residence from excessive noise, as defined in said regulations. The mechanical equipment and emergency diesel fueled generator shall also be installed and screened as far as practical to minimize the visibility of the mechanical equipment and emergency generator from Highland Avenue and Gould Street. The Petitioner shall deliver to the Building Commission for review and approval plans and specifications of said mechanical equipment and emergency diesel fueled generator, including sound attenuation components, if necessary, together with Petitioner's certification to the Building Commissioner that said mechanical equipment and emergency generator have been designed such that when they are operated they will be in compliance with the regulations described above with respect to noise, and screened in accordance with the requirements described above.
- 3.14 Prior to project occupancy, an as-built plan of the mechanical equipment and emergency generator together with a sound level analysis prepared by an acoustical engineer (if, in the opinion of the Building Commissioner, available manufacturer's specifications are insufficient to demonstrate compliance with applicable noise standards) shall be submitted to the Building Commissioner. The sound analysis shall demonstrate compliance with all applicable Federal, state and local regulations addressing sound attenuation to protect adjoining properties and the nearest inhabited residence from excessive noise, as defined in said regulations.
- 3.15 Normal maintenance and testing of the emergency generator shall be limited to one occurrence per month between the weekday hours of 9:00 a.m. and 5:00 p.m. for a period not to exceed 2 hours. The emergency generator shall not operate more than 300 hours per rolling 12-month period, including the normal maintenance and testing procedure as recommended by the manufacturer and periods when the primary power source for the Project, has been lost during an emergency, such as a power outage, an on-site disaster or an act of God.
- 3.16 All deliveries (other than the United State Postal Service, UPS, FedEx or other similar overnight carriers) 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.

- 3.17 All lights shall be shielded during the evening hours to prevent annoyance to the neighbors and to minimize light pollution. The Petitioner shall reduce its parking lot and Garage lights during the night and early morning consistent with professional safety and security protocols. No later than 11:30 p.m., the Petitioner shall reduce the parking lot lights using the lights on the building to shine down and provide basic security. The building and Garage lights shall be set at a low light level to prevent excessive lighting of the area and/or annoyance to the neighbors to the extent reasonable and practicable, consistent with safety and security requirements.
- 3.18 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.
- 3.19 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.
- 3.20 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.
- 3.21 The Petitioner shall connect the sanitary sewer line only to known sources. All sources which cannot be identified shall be disconnected and properly sealed.
- 3.22 The Petitioner shall secure from the Needham Department of Public Works a Sewer Connection Permit and shall pay an impact fee, if applicable.
- 3.23 Prior to reconnecting the building sewers to the existing sewer services at Highland Avenue and at the service that is directed towards the Mass. Highway Layout (RTE 128), the Petitioner shall CCTV the sewer line and shall provide documentation of the line's condition to Needham Sewer Division. The Sewer Division shall be contacted on the date that this camera work will be performed. The Petitioner shall make any necessary upgrades to the service that the proposed facility intends to use.
- 3.24 The Petitioner shall secure from the Needham Department of Public Works a Street Opening Permit, if applicable.
- 3.25 The Petitioner shall secure from the Needham Department of Public Works a Water Main and Water Service Connection Permit per Town Requirements.
- 3.26 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.
- 3.27 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 Town's Stormwater By-Law.

- 3.28 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.
- 3.29 The maintenance of parking lot landscaping and site landscaping, as shown on the Plan, shall be the responsibility of the Petitioner and the site and parking lot landscaping shall be maintained in good condition.
- 3.30 The maintenance of the sidewalks and bike paths along the Gould Street right-of way from Highland Avenue to the Railroad Tracks at the Massachusetts Bay Authority's property, as shown on the Plan, shall be the responsibility of the Petitioner and the sidewalks and bike paths shall be maintained in good condition. The Petitioner shall also provide for snow clearing of the above-name sidewalks and bike paths so that they remain available for their intended use.
- 3.31 The Petitioner shall comply with the Public Outreach & Education and Public Participation & Involvement control measures required under NPDES. The Petitioner shall submit a letter to the DPW identifying the measures selected and dates by which the measures will be completed
- 3.32 In constructing and operating the proposed buildings and parking area on the Property pursuant to this Decision, 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.
- 3.33 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.
- 3.34 All construction staging shall be on-site. No construction parking shall be on public streets except for the planned improvements to public roadways contemplated by the Project. 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 Commissioner.
- 3.35 The following interim safeguards shall be implemented during construction:
- a) The hours of any exterior construction shall be 7:00 a.m. to 5:00 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 Commissioner, 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 Highland Avenue or Gould Street.

- 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 Highland Avenue and Gould Street clean of dirt and debris and watering appropriate portions of the construction site from time to time as may be required.

3.36 Condominiumization of the Property. The Board hereby acknowledges that the land comprising the Site and the improvements thereon may be submitted to the provisions of Massachusetts General Laws Chapter 183A by the recording of appropriate documents with the Norfolk County Registry of Deeds thereby creating a Condominium. 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.

3.37 No building permit shall be issued for the Project, or portion thereof, in the pursuance of this Decision until:

- a) The final plans shall be in conformity with those previously approved by the Board, as modified by this Decision, and a statement certifying such approval has been filed by this Board with the Building Commissioner.
- b) A construction management and staging plan shall have been submitted to the Police Chief and Building Commissioner for their review and approval.
- c) The Board shall have received a copy of the checklist prepared by the Project architect or other relevant consultant itemizing the LEED criteria as it relates to the proposed building as described in paragraphs 1.16 and 3.11 of this Decision.
- d) The Board shall have received the traffic count information required under paragraph 3.42(a)(1) of this Decision.
- e) The Petitioner shall prepare and file with the Board and the Norfolk County Registry of Deeds a plan which shows Assessors Plan No. 76, parcels 3 and 8 merged, using customary surveyor's notation.
- f) The Petitioner shall have delivered to the Building Commissioner for review and approval plans and specifications for the mechanical equipment and emergency diesel fueled generator, including sound attenuation components as described in paragraph 3.13 of this Decision.
- g) If applicable, the Board shall have received and approved a phasing plan for the Project as described in paragraph 1.5 of this Decision. The Board prefers the South Building on Highland Avenue to be built first as a part of any Phase 1 plan.
- h) The Petitioner shall have recorded with the Norfolk County Registry of Deeds or filed for registration with the Norfolk County District of the Land Court 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.

3.38 No building or structure, or portion thereof, for 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 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. In addition, the as-built plan for 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 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 Commissioner 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 Project.
- c) There shall be filed with the Board and Building Commissioner an as-built Landscaping Plan showing the final location, number and type of plant material, final landscape features, parking areas, and lighting installations for 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) There shall be filed with the Board and Building Commissioner a Final Construction Control Document signed by a registered architect upon completion of construction for the Project, or portion or phase thereof.
- e) The Board shall have received a copy of the Project architect's affidavit certifying, to the best of its knowledge, the Project's compliance with the LEED "Gold" standard of certifiability as described in paragraphs 1.16 and 3.11 of this Decision.
- f) A copy of the TDM program for the Project as described in paragraphs 3.10 and 3.42(c) of this Decision shall have been submitted.
- g) The Petitioner shall have, subject to obtaining all necessary permits and approvals (which shall be diligently pursued by the Petitioner), implemented all of the traffic mitigation measures as described in paragraphs 3.5 and 3.42(b) of this Decision.
- h) An as-built plan supplied by the engineer of record certifying that the off-site traffic improvements were completed according to the approved documents has been submitted to and approved by the Board and Department of Public Works.
- i) There shall be filed with the Building Inspector a statement by the Board approving the final off-site traffic improvements.

- j) The Petitioner shall have conveyed to the Town for roadway purposes Parcel A comprising 12,087 sq. ft. as shown on the plan entitled “Conveyance Plan” prepared by Feldman Geospatial, 152 Hampden Street, Boston, MA, dated August 15, 2022 and shall have completed the installation of granite monuments designating the right-of-way control at Gould Street as required by the Department of Public Works.
 - k) The Petitioner shall have implemented the shuttle service as described in paragraph 3.9 of this Decision.
 - l) The Petitioner shall have completed construction of the Multi-Use Walkway, Pickle Ball Courts and Park with interpretive exhibits as described in paragraph 3.6 of this Decision.
 - m) The Petitioner shall have provided access easements to the Town for the sidewalks and bike paths proposed along the Gould Street right-of way from Highland Avenue to the Railroad Tracks at the Massachusetts Bay Authority’s property as described in paragraph 1.19 of this Decision.
 - n) The Petitioner shall have filed an as-built plan of the mechanical equipment and emergency generator and a sound level analysis prepared by an acoustical engineer as described in paragraph 3.14 of this Decision.
 - o) As described in paragraph 1.21 of this Decision, the Petitioner shall have either identified and removed infiltration and inflow (“I and I”) from the sewer lines at a rate of 4 gallons to every gallon that is expected to be generated by the Project or to have paid the normal connection rate on a per gallon basis all in accordance with the Petitioner’s sewer connection permit.
 - p) Notwithstanding the provisions of Section a, b, c, g, l, and m of this Section 3.35, the Building Commissioner may issue one or more certificates for temporary occupancy of all or portions of the buildings prior to the completion/installation of final landscaping, traffic mitigation measures, and other improvements and site features described above, provided that the Petitioner shall have first filed with the Board a bond in an amount not less than 110% of the value of the aforementioned remaining work to secure installation of such landscaping and other improvements and site features for the Project.
- 3.39 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 Commissioner, Fire Department, Department of Public Works, Conservation Commission, Police Department, and Board of Health.
- 3.40 The buildings and Garage authorized for construction by this Decision (including the portion of Project 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 Garage, or portion thereof, has been issued by the Building Commissioner.
- 3.41 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 Commissioner 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.

3.42 The Project shall comply with all of the following conditions:²

a) **Prior to commencing construction of the Project, the Petitioner shall:**

- (1) Collect existing conditions traffic volume counts along Sachem Road and Noanett Road to establish a baseline condition on these roadways. These will include a minimum of 48-hour automatic traffic recorder counts to obtain weekday daily traffic volumes on both roadways. In addition, turning movement counts will be collected during the weekday AM (7:00 AM – 9:00 AM), weekday midday (11:00 AM– 1:00 PM), and weekday PM (3:00 PM – 6:00 PM) peak periods at the following intersections:
 - Central Avenue / Noanett Road
 - Gould Street / Noanett Road
 - Hunting Road / Sachem Road
 - Highland Avenue / Mills Road
 - Highland Avenue / Utica Road

This traffic count data will be used to create a baseline condition for comparison to post-occupancy traffic counts in order to assess any increase in cut-through traffic generated by the Project on Noanett Road and Sachem Road.

b) **Prior to issuance of a certificate of occupancy for the Project, the Petitioner shall complete the following off-site improvement measures:**

- (1) Implement signal timing modifications to optimize traffic operations at the following intersections:
 - Highland Avenue/West Street
 - Highland Avenue/Webster Street
 - Highland Avenue/ 1st Avenue
 - Hunting Road/ Kendrick Street
- (2) Adjust the yellow and red clearance intervals at the Hunting Road/ Kendrick Street intersection consistent with current design standards for the geometry of the intersection to improve safety.
- (3) Install NO THRU TRAFFIC or LOCAL TRAFFIC ONLY regulatory signage at the following locations:
 - Noanett Road facing Gould Street

² These conditions are set out in the recommendations of the Town's peer-reviewer, GPI, in its letter of September 29, 2022.

- Noanett Road facing Central Avenue
 - Mills Road facing Highland Avenue
 - Utica Road facing Highland Avenue
 - Sachem Road facing Hunting Road
- (4) On Central Avenue/Gould Street:
- Install a fully-actuated traffic control signal with video detection and Opticom for emergency vehicle activation;
 - Restripe Central Avenue to provide a dedicated left-turn lane on Central Avenue westbound and single through lane in each direction;
 - Install new crosswalks with ADA-compliant curb ramps and APS pedestrian signals with countdown indications and vibro-tactile push-buttons on all three approaches; and
 - Provide dedicated signal phases for the two residential driveways within the intersection.
- (5) On Gould Street/ Noanett Road:
- Reconstruct curb ramps on the northwest and southwest corners of the intersection to provide ADA accessibility and stripe a new crosswalk across Noanett Road.
- (6) Gould Street Pedestrian and Bicycle Enhancements:
- Install a 10-foot two-way bicycle track and 8-foot sidewalk along the easterly side of Gould Street between Highland Avenue and the former railroad track approximately 150 ft. north of TV Place;
 - Provide a 4-foot bicycle accommodating shoulder along the westerly side of Gould Street between TV Place at Highland Avenue;
 - Install a crosswalk at the northerly end of the bicycle track at the former railroad crossing and install Rectangular Rapid Flash Beacons (RRFBs) with a passive detection system for pedestrians and bicyclists; and
 - Reconstruct the sidewalk along the westerly side of Gould Street between Highland Avenue and Noanett Road to provide a 6-foot ADA-compliant sidewalk.
- (7) On Gould Street and TV Place:
- Widen Gould Street to provide a left-turn lane and a through lane on the Gould Street southbound approach and a single lane on the northbound approach; and
 - Widen TV Place to provide separate left- and right-turn lanes exiting to Gould Street and a single entrance lane with 8-foot sidewalks on either side of TV Place.
- (8) On Gould Street, the Project driveway, and Wingate Driveway:
- Widen Gould Street southbound to provide a dedicated left-turn lane, a through lane, and a shared through/right-turn lane;
 - Widen Gould Street northbound to provide a 50-foot left-turn pocket, a through lane, and a right-turn lane;
 - Construct the driveway to provide a dedicated left-turn lane and a shared left/through/right-turn lane;
 - Install a fully-actuated traffic signal with video detection and Opticom for emergency vehicle activation; and

- Install cross-ways with ADA-accessible curb ramps and APS pedestrian signals with count-down indications and vibro-tactile push-buttons across all four approaches to the intersection.
- (9) On Highland Avenue, Gould Street, and Hunting Road:
- Widen the Gould Street southbound approach to provide two left-turn lanes and a shared through/right-turn lane with a minimum 4-foot bicycle-accommodating shoulder;
 - Reconstruct the median island on Highland Avenue eastbound to accommodate the left-turn onto Gould Street;
 - Reconstruct the median island on Highland Avenue westbound to accommodate the left-turn double left-turn from Gould Street onto Highland Avenue;
 - Reconstruct crosswalks and curb ramps on the Highland Avenue eastbound and Gould Street southbound approaches consistent with ADA guidelines;
 - Install new traffic signal equipment as necessary to accommodate the geometric changes to the intersection, including, but not limited to, mast arms, vehicle detection, signal heads, conduit, pull-boxes, signage, etc.;
 - Replace the existing traffic signal controls with adaptive traffic signal controls to allow for improved optimization of traffic operations; and
 - Upgrade pedestrian signals to APS signals with countdown indications and vibro-tactile push-buttons.
- (10) On Hunting Road:
- Fund the installation of two radar-embedded speed limit signs on Hunting Road as locations to be determined in coordination with the Needham Police Department to control speeds.
- c) The Petitioner shall provide the following TDM measures as part of the Project **prior to the issuance of the initial certificate of occupancy, if possible, otherwise, as soon as is reasonably practicable thereafter:**
- (1) Provide an Employee Transportation Advisor who will coordinate with the local Transportation Management Association;
 - (2) Provide up to 104 secure, covered bicycle parking spaces for tenant’s employees and up to 50 public bicycle spaces for visitors and patrons;
 - (3) Install EV charging stations at a minimum of 25 percent of the parking spaces provided within each parking lot/garage area. Provide free EV charging for all employees for at least the first five years following issuance of the first Certificate of Occupancy for the Project;
 - (4) Provide a shuttle between the site and nearby public transportation services, including the commuter rail at Needham Heights and the Green Line D Branch at Newton Highlands. The Petitioner shall allow area residents and employees to utilize the shuttle;
 - (5) Require tenants to provide a 50 percent transit pass subsidy for employees;
 - (6) Implement carpool assistance and incentives for employees;

- (7) Provide incentives and amenities for bicycling and walking;
 - (8) Provide a guaranteed ride home to all employees using public transit, walking, bicycling, or carpooling to work;
 - (9) Provide on-site locker rooms and showers for employees; and
 - (10) Display transportation-related information and tenant's employees and visitors in the main lobby.
- d) **Within one year, and at least six months following, initial certificate of occupancy for the Project, the Petitioner shall conduct a transportation monitoring program to include the following:**
- (1) With respect to trip generation:
 - Collect automatic traffic recorder or turning movement counts at the site driveway intersections with TV Place and Gould Street to verify the trip generation characteristics of the development during the weekday daily, weekday AM peak hour, and weekday PM peak hour time periods.
 - Should the actual trip generation of the site exceed the trip generation estimates contained in the Draft Environmental Impact Report (Exhibit 155) by more than 10 percent, the Petitioner shall evaluate and implement measures to reduce vehicle trip generation, including implementation of additional Transportation Demand Management (TDM) measures.
 - Should the actual trip generation of the site exceed the trip generation estimates contained in the MEPA DEIR (Exhibit 155), as adjusted to reflect the actual square footage constructed by the Project, by more than 10 percent, the Petitioner shall work with MassDOT and the Town of Needham to assess whether the Transportation Monitoring Program should be expanded to assess the Project's impacts on additional intersections.
 - (2) With respect to traffic operations:
 - Collect turning movement counts during the weekday AM (7:00 AM – 9:00 AM) and weekday PM (3:00 PM – 6:00 PM) peak periods at the following intersections:
 - Central Avenue / Gould Street
 - Gould Street / TV Place
 - Gould Street / Site Driveway / Wingate Driveway
 - Highland Avenue / Gould Street / Hunting Road
 - Conduct capacity and queue analyses to evaluate the operations of the intersections listed above during the weekday AM and PM peak hours and compare the results of the traffic operations analysis to the analysis projections contained in the August 29, 2022 *Response to Comments* prepared by VHB (Exhibit 156).
 - The Petitioner shall evaluate and implement additional measures to mitigate Project impacts should the results of the capacity and queue analyses indicate any of the following occurs:
 - Any movement at any of the study area intersections exceeds capacity (volume-to-capacity (V/C) ratio exceeds 1.00);

- Delay increased by more than ten seconds for any movement operating at level-of-service (LOS) E or F;
 - Queues in any lane exceed the storage capacity of that lane AND increased over projected queues in the *Response to Comments* by two vehicles (50 feet) or more; or
 - Queues in any lane increased over projected queues in the *Response to Comments* by four vehicles (100 feet) or more.
- (3) With respect to cut-through traffic:
- Collect a minimum of 48-hour automatic traffic recorder counts to obtain weekday daily traffic volumes on Noanett Road and Sachem at the same locations as collected as part of the Pre-Construction Study. In addition, turning movement counts will be collected during the weekday AM (7:00 AM – 9:00 AM), weekday midday (11:00 AM – 1:00 PM), and weekday PM (3:00 PM – 6:00 PM) peak periods at the following intersections:
 - Central Avenue / Noanett Road
 - Gould Street / Noanett Road
 - Hunting Road / Sachem Road
 - Highland Avenue / Mills Road
 - Highland Avenue / Utica Road
 - Compare the post-occupancy traffic volumes along Noanett Road and Sachem Road to those collected pre-construction to assess whether any measurable increase in cut-through traffic has resulted from the proposed development. Should traffic volumes on Noanett Road or Sachem Road increase by more than 10 percent over the pre-construction traffic counts, the Petitioner shall take additional measures to reduce cut-through traffic, including, but not limited to:
 - Coordination with the Needham Police Department for increase enforcement;
 - Installation of radar speed indication signage along the subject roadway;
 - Installation of traffic calming devices such as speed tables, chicanes, bump-outs, or other devices; and/or
 - Implementing signal timing modifications or other improvements at the Central Avenue / Gould Street and/or Highland Avenue / Gould Street / Hunting Road intersection, as necessary, to re-duce the apparent benefit of cut-through behavior in the neighborhoods.
 - Following implementation of any additional cut-through mitigation measures as described above, the Petitioner shall conduct additional traffic volume counts to ensure that the implemented measure(s) were effective in reducing cut-through traffic.
- (4) With respect to on-site parking utilization studies:
- Conduct a parking utilization study on weekday between 8:00 AM and 4:00 PM to assess the occupancy of each parking area within the Property, including the
 - Garage, underground garage and the surface lot. This study shall include a review of EV charging stations, compact car parking, and any provided carpool or otherwise designated parking spaces to assess the adequacy of these spaces in accommodating the peak parking demand.
 - Should the results of the parking study indicate that more than 90 percent of the EV charging stations are occupied during the peak period, the Petitioner shall

install additional EV charging stations to accommodate additional parking demand.

- Should the overall parking demand exceed 95 percent of the parking supply, the Petitioner shall identify and implement measures to reduce parking demand and perform an additional post-implementation assessment to verify the effectiveness of the implemented measures.
- Include parking management provisions into the design of the structured parking to help motorists clearly understand parking space availability on site. Structured parking areas to be monitored (by level and on an overall daily basis) in the underground parking garage so motorists can be informed prior to entering the underground parking garage when a parking area is full.

- (5) The foregoing transportation monitoring program described in this subsection d) shall continue on an annual basis for a period of five years following the issuance of an initial certificate of occupancy for the Project or phase thereof.

LIMITATIONS

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

- 4.1 This Decision applies only to the Property improvements, which are the subject of this Decision. All on-site and off-site construction shall be conducted in accordance with the terms of this Decision and shall be limited to the improvements on the Plan. 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, § 9 and said Section 7.4 of the By-Law, hereby retains jurisdiction to (after hearing resulting from either a request by the Petitioner or a violation of the terms of this Decision) modify and/or amend the conditions to, or otherwise modify, amend or supplement, this Decision to clarify the terms and conditions of this Decision.
- 4.3 This Decision applies only to the requested 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 Decision.
- 4.4 No approval of any indicated signs or advertising devices is implied by this Decision.
- 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 M.G.L. Chapter 40A and Section 7.5.2 of the By-Law, which establish the time within which construction authorized by the Special Permit must commence. The Major Project Site Plan Review Special Permit (“Special Permit”) and the other Special Permits granted herein shall be vested and exercised, with respect to the entire Project, and shall not lapse if commencement of construction (including environmental remediation and/or site work) of any portion of the Project has commenced within two years of the date of filing this Decision with the Town Clerk. 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 or filed for registration with the Norfolk County District of the Land Court, as appropriate. This Decision 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 or filed for registration with the Norfolk County District of the Land Court and until the Petitioner has delivered a certified copy of the recorded document to the Board.

The provisions of this Decision 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 22nd day of December, 2022.

NEEDHAM PLANNING BOARD

Adam Block
Adam Block, Chairman

Jeanne S. McKnight
Jeanne S. McKnight

Natasha Espada
Natasha Espada

Artie Crocker
Paul S. Alpert
Paul S. Alpert

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss

Dec. 23 ^(AC), 2022

On this 23 ^(AC) day of December, 2022 before me, the undersigned notary public, personally appeared Adam Block, 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 be the person whose name is signed on the proceeding or attached document, acknowledged the foregoing to be the free act and deed of said Board before me.

Alexandra Clee
Notary Public Alexandra Clee
My Commission Expires: March 9, 2029

TO WHOM IT MAY CONCERN: This is to certify that the 20-day appeal period on the approval of the Project proposed by 557 Highland, LLC, 116 Huntington Avenue, Suite 600, Boston, Massachusetts 02116, for property located at 557 Highland Avenue, Needham, Massachusetts, shown on Assessors Plan No. 76 as Parcels 3 and 8 containing a total of approximately 9.27 acres, has passed,

 and there have been no appeals filed in the Office of the Town Clerk or
 there has been an appeal filed.

Date

Theodora K. Eaton, Town Clerk

Copy sent to:

Petitioner-Certified Mail # _____
Design Review Board
Building Commissioner
Conservation Commission

Board of Selectmen
Engineering
Fire Department
Police Department

Board of Health
Town Clerk
Director, PWD
Parties in Interest