

EXHIBIT A

SPECIAL PERMIT



FRAMINGHAM PLANNING BOARD

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2003 APR 17 P 1:07

TOWN CLERK
FRAMINGHAM, MA

Planning Board Members:
Helen Lemoine, Chairman
Laurence W. Marsh, Vice Chairman
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Carol Spack
James M. Lagerbom, Associate Member

Planning Board Staff:
John W. Grande, AICP, Administrator
Karen S. Margolis, Senior Planner

TOWN OF FRAMINGHAM PLANNING BOARD

Notice of Decision

Regarding the Application of National Development
for Special Permit for Planned Unit Development for
The Villages at Danforth Farm off Danforth Street.

Notice is hereby given, in accordance with M.G.L. Ch. 40A, that an application for Special Permit for Planned Unit Development was filed by National Development pursuant to Sections III.J. and V.E of the Framingham Zoning By-Law and Massachusetts General Laws chapter 40, §1C. The Application was filed in connection with the Applicant's plan to construct a Planned Unit Development off Danforth Street consisting of 698 units. Said parcel is shown on the Framingham Assessor's Plan Sheet 292, Block 184, Lot 6A; Sheet 293, Block 184, Lot 1; Sheet 301, Block 208, Lots 1A, 1D, 1K, 19A and 21; Sheet 302, Block 211, Lots 1, 3, 4 and 7 located in the Planned Unit Development Zoning District. Following publication of a Hearing Notice in the TAB on April 26, 2002, and May 3, 2002, and the mailing of notices to parties of interest under the By-Law and M.G.L. c. 40A, the Planning Board opened the public hearing on May 14, 2002, at which time the Board continued the Public Hearing. The public hearing was re-advertised in the Tab on May 31, 2002 and June 7, 2002, and the mailing of notices to parties of interest under the By-Law and M.G.L. c. 40A the Planning Board opened the re-advertised public hearing on June 18, 2002. Continued sessions of the Public Hearing were held on August 6, 2002, August 20, 2002, September 17, 2002, October 1, 2002, October 22, 2002, October 29, 2002, November 12, 2002, December 10, 2002, January 3, 2003, January 21, 2003, February 11, 2003, February 18, 2003, March 11, 2003, March 25, 2003 and March 31, 2003, at which time the Board closed the Public Hearing.

On April 15, 2003 the Planning Board **GRANTED** approval of said application for Special Permit for a Planned Unit Development consisting of 665 units and a **NOTICE OF DECISION** was filed in the office of the Town Clerk on April 17, 2003.

Helen Lemoine, Chairperson
FRAMINGHAM PLANNING BOARD

Any appeal from the Decision shall be made pursuant to G.L. Ch. 40A, Sec. 17 and must be filed within twenty (20) days after the date of filing of this Decision in the office of the Town Clerk.

Precincts 2 and 3

2003 APR 17 P 1:08

**DECISION OF THE
FRAMINGHAM PLANNING BOARD ON THE APPLICATION OF
NATIONAL DEVELOPMENT
FOR SPECIAL PERMIT FOR
PLANNED UNIT DEVELOPMENT ("P.U.D.")
THE VILLAGES AT DANFORTH FARM
OFF DANFORTH STREET**

TOWN CLERK
FRAMINGHAM

Date of Decision: April 15, 2003

STATEMENT OF FACTS

On March 20, 2002, the Applicant National Development. (hereinafter "National"), filed with the Planning Board in its capacity as the Special Permit Granting Authority an Application for Special Permit for Planned Unit Development pursuant to Sections III.J. and V.E. of the Framingham Zoning By-Law (hereinafter "By-Law"). The Application was filed in connection with the Applicant's plan to construct a Planned Unit Development off Danforth Street consisting of 698 units. The Applicant filed with the Planning Board the assent of all the owners of property included within the PUD Project. The area of the Planned Unit Development is shown on Assessor's Plans Sheet 292, Block 184, Lot 6A; Sheet 293, Block 184, Lot 1; Sheet 301, Block 208, Lots 1A, 1D, 1K, 19A and 21; Sheet 302, Block 211, Lots 1, 3, 4 and 7. The Premises is located in a Planned Unit Development Zoning District.

Following publication of a Hearing Notice in the TAB on April 26, 2002, and May 3, 2002, and the mailing of notices to parties of interest under the By-Law and M.G.L. c. 40A, the Planning Board opened the public hearing on May 14, 2002, at which time the Board continued the Public Hearing. The public hearing was re-advertised in the Tab on May 31, 2002 and June 7, 2002, and the mailing of notices to parties of interest under the By-Law and M.G.L. c. 40A the Planning Board opened the re-advertised public hearing on June 18, 2002. Continued sessions of the Public Hearing were held on August 6, 2002, August 20, 2002, September 17, 2002, October 1, 2002, October 22, 2002, October 29, 2002, November 12, 2002, December 10, 2002, January 3, 2003, January 21, 2003, February 11, 2003, February 18, 2003, March 11, 2003, March 25, 2003 and March 31, 2003, at which time the Board closed the Public Hearing.

The Applicant has filed with the Planning Board all the plans and reports required under Sections III.J. and V.E. and other applicable provisions of the By-Law. During the review process, the Applicant and its consultants also submitted various revisions to same along with various supplemental memoranda and correspondence in response to questions from the Planning Board, the Planning Board's Consultants, the Design Review Committee, various departments within the Town of Framingham, residents of the Town of Framingham and the Town of Wayland. In addition, the Planning Board received various comments from local agencies and officials, including the Traffic and Roadway Safety Committee. All of the plans, reports, minutes and correspondence are contained in the Planning Board file and are hereby incorporated into this Decision by reference. Included with the Applicant's submittal and items 6 and 7 which were submitted later, were the following:

- 1) Application for Special Permit for Planned Unit Development dated March 8, 2002.

- 2) Site Plans prepared by Metrowest Engineering, Inc. dated February 25, 2002, Sheets 1 - 6.
- 3) Sites Plans entitled "The Villages at Danforth Farm" prepared by Vanasse, Hangen, Brustlin, Inc. dated March 1, 2002, and revised February 25, 2003, Sheets 1 - 10 (hereinafter the "Plan").
- 4) Storm Water Management Report prepared by Vanasse, Hangen, Brustlin, Inc. dated March, 2002.
- 5) Traffic Report prepared by Vanasse, Hangen, Brustlin, Inc. dated April, 2002.
- 6) Site Plan by DiMella/Schaffer dated January 9, 2003, (hereinafter the "Design Plan").
- 7) PUD Phasing Plan prepared by VHB dated March 31, 2003, (hereinafter the "Phasing Plan").

The Board also reviewed correspondence from the Police Department, Fire Department, Engineering Department, Board of Health Agent, Conservation Commission, Department of Public Works and Planning and Economic Development Department of the Town of Framingham together with reports from Art Scarneo of Greenman-Pedersen, Inc. (GPI), the consultant retained by the Planning Board to review the traffic impacts from the proposed development, Paul Brinkman from SEA Consultants, Inc. (SEA), the consultant retained by the Planning Board to review the sewer and water impacts from the proposed development and Thomas Ryan, Ryan Associates, Inc., the consultant retained by the Planning Board to review the site design and layout of the proposed development. The Board also received correspondence from MetroWest Growth Management dated March 27, 2003. The aforementioned correspondence is contained in the Planning Board files and are incorporated into this Decision by reference.

HEARING

In accordance with the requirements of Section III.J.9., the Applicant, in February of 2002, filed a Letter of Intent to apply for a Special Permit for a Planned Unit Development and requested a Pre-Application Conference. The Pre-Application Conference was held with department heads in February of 2002. A meeting was also held with the Planning Board on January 8, 2002. With the Letter of Intent was a plan of the proposed development and a Pre-Application Narrative describing the Planned Unit Development (PUD). On March 20, 2002, the Special Permit Application was filed with the Planning Board.

During the course of the Public Hearing, the following individuals made appearances on behalf of the Applicant: Scott Weiss and Michael Tucker from Vanasse, Hangen, Brustlin, Inc. (VHB), Peter R. Barbieri from The Law Office of Peter R. Barbieri, Frank DiMella from DiMella/Schaffer Associates, Inc. and John J. O'Neil III and Doug Straus from National Development. In addition, Art Scarneo from GPI, Paul Brinkman from SEA and Thomas Ryan from Ryan Associates, Inc., who were hired by the Planning Board to review the plans for the PUD, made presentations to the Board.

The Applicant's representatives explained the historical use of the site, which began in the early 1900s as a sand and gravel operation. That use continues along with work associated with the excavation for the Massachusetts Water Resources Authority Metrowest Water Supply Tunnel. The Applicant's representative explained that the site consists of approximately 170 acres of which approximately 129.8 acres are within the Planned Unit Development Overlay. The underlying zoning of the PUD is general manufacturing, which would allow for the development of

approximately 1,500,000 square feet of commercial space (129.8 acres x 43,560 s.f. x .32 = 1,809,308 s.f.).

In 1987, the owner of the property received approval from the Planning Board for the construction on a portion of the site of three research and development/office buildings having a Gross Floor Area of 255,000 square feet. As a result of Town concerns over the approval of that Project as well as the possible further development of the site under the manufacturing zoning, the Town and the owner of the property entered into extensive discussions related to the rezoning of the property for residential use. In 1989, Town Meeting voted to amend the Zoning By-law to allow for Planned Unit Developments. The Town also amended the Zoning Map to create the overlay zoning of the property to allow for the Planned Unit Development Use at the New England Sand & Gravel Site. With the Town Overlay approval, Town Meeting authorized a density of 735 units for the site, as set forth in its vote of May 30, 1989.

The PUD Project, as revised during the permitting process includes the development of 665 units. The Applicant also detailed the development of two single-family residential subdivisions on land zoned R1 outside of the Planned Unit Development District. The information on the entire development was provided to afford the Town the opportunity to understand the full impact from the development of the entire site.

PROJECT

The PUD was designed to comply with the Project as described to the Town in 1989 with the exception of a reduction in the number of units from 735 to 665. In addition, the Plan and the Design Plan, as noted, were changed to provide for additional entrances/exits. During the review process the Planning Board determined to limit access from Meadow Street to utilities, and emergency and pedestrian access and, to eliminate vehicular access from Derby Street altogether thereby establishing an access plan that is consistent with the 1989 Plan.

The Applicant's representatives explained the proposed Project, which as submitted, included 698 units. As required under the By-Law, the Applicant proposes to provide 10% of the units as affordable units, as defined under the By-Law. The proposal, as originally submitted, was to develop 140 rental apartment units, 84 units of age qualified housing, 10 single-family residences and 464 condominium units. During the course of the Public Hearing, the composition of the PUD was modified to provide for 140 units of rental apartments, 167 units of age qualified housing, 10 single-family residences and 348 condominium units, for a total of 665 units. The condominium units are a mix of duplexes, attached town houses and multi-family units. The exact number of each will be determined at the time the Definitive Development Plans are reviewed by the Planning Board.

In response to questions relating to the density of the site, the buffering of adjoining properties and traffic, the layout of the PUD was revised. The Plan and the Design Plan were revised to incorporate open space areas dispersed throughout the site to establish more functional and accessible open space along the main boulevard. The proposed buffering of the existing abutting single-family residences remains unchanged. The housing layout provides for a hierarchy of uses and heights that buffer the abutting residential uses. Specifically, the abutting existing residential homes are buffered by the single-family houses on the Meadow and Derby Street extensions and the

rental apartments along the residential properties on Hialeah Lane. Further into the site, the size of some of the buildings and their heights increase.

The maximum height of the higher density units, including the age qualified housing will maintain the height limitation of three stories or 40 feet. In addition, in accordance with the conditions of the By-Law, all structures within the PUD will have a minimum setback of 50 feet from the PUD District Boundary Line, except for the single family homes within the PUD along Meadow Street Extension. As part of the neo-traditional design theme, some of the structures will be proposed to have a setback of less than 30 feet from any street line. All buildings within the PUD will have a setback of at least 30 feet from all other buildings. The final design and location of each of the buildings will be detailed on the required Definitive Development Plan for each phase of the Project. The design is intended to satisfy the dimensional and location requirements of the By-Law, except for the location of the Meadow Street single family residences and the location of some of the buildings, which will have a setback from the street of less than 30 feet.

The Applicant's representatives explained the proposed density of the PUD. As noted, Town Meeting approved a density of up to seven units per developable acre, not to exceed 735 units. As noted, the proposed density is 70 units less than what has been authorized, a 10% reduction. The representatives also explained that the PUD will consist of approximately 1,375,000 gross square feet which establishes a Floor Area Ratio of .29, which complies with the .32 Floor Area Ratio Limitation for the District.

The Applicant's representatives also explained the proposed development of the site and the provision for open space. The developable area of the site as defined in the By-Law is 129.8 acres less wetland acreage of 22.2 acres = 107.6 acres. The ground coverage, based upon the submitted Plan is approximately 18% of the PUD Developable Area, thereby satisfying the maximum coverage limitation of 40%. The proposed PUD Design also includes neighborhood commercial uses of 4,000 square feet for the convenience of the residents of the PUD. It is anticipated that the use of the commercial space would most likely be by residents of the PUD, however, the stores will be open to the public. The ground coverage of the proposed commercial space will be less than the two percent allowed under the By-Law.

Based upon the submitted Plan, 77.4 acres of Common Open Space is to be provided. Public Open Space is defined under the By-Law as, significant areas of land within the PUD District which are not developable and are classified as wetlands, consisting of 22.2 acres, in accordance with the Massachusetts Wetland Protection Act and the Regulations of the D.E.Q.E. promulgated thereunder. Common Open Space is defined under the By-Law as a minimum of 25% of the total developable land within the PUD District, exclusive of land set aside for streets within the district. Developable land is defined under the By-Law as not including wetlands ("Public Open Space"). The Common Open Space constitutes approximately 71% of the total PUD Developable Area, which satisfies the requirement for a minimum of 25% of Common Open Space. Based upon the Plan, at least 50% of the required Common Open Space is suitable for passive and active recreational use. The Applicant proposed a parking area and a landing area for canoe access to the Sudbury River, which along with the trail system, will be open to all residents and the public. Public access will be available at certain points along the trail including the two crossings over the Aqueduct.

The Applicant's representatives also explained the phasing of the PUD and submitted to the Planning Board the Phasing Plan, attached hereto as Exhibit D. The Phasing Plan depicts the phasing of the Project and identifies the timing for the completion of the off-site water and sewer improvements. It is anticipated that the development will have five phases, as outlined in Exhibit D, and be developed over a period of 10 to 12 years. The actual number of phases and development period will be determined by market conditions, and as required under the By-Law, detailed development plans will be filed for each Phase of the PUD. Each Definitive Development Plan will detail the location and size of the buildings and the roadway layout, all of which will comply with the requirements of the By-Law. The Plan identifies and the Definitive Development Plans will require waivers from the Planning Board for parking on the roadways, the building locations of the Meadow Street single family residences and the street setback requirements. The approval of the waivers from the Planning Board, are at the discretion of the Planning Board.

During the various meetings with the Board, the traffic impacts from the PUD were analyzed and described to the Board by the Applicant and the Board's Consultants. In response to requests from the Planning Board, GPI, members of the public and the Town of Wayland, the study area was substantially enlarged from 12 to 25 intersections. The Applicant's representatives explained the impact to each of the intersections and the proposed mitigation. Specifically, a number of off-site improvements are proposed including the installation of new signals, roadway widenings and improvements and new sidewalks along Old Connecticut Path. Sidewalks are to be incorporated into the design of the other off-site improvements, as appropriate. In addition to the reports and comments by the Applicant's representatives, Art Scarneo from GPI made presentations and submitted various documents to describe the impact of the Project. The report (Exhibit A) also included recommendations on the off-site mitigation proposals.

The Applicant's representatives explained the manner in which parking is to be provided for units in the PUD. Sufficient parking to serve all units shall be provided. The specific design, location and layout of such parking shall be determined during the review of the Definitive Development Plan for each phase. It is anticipated that parking will be located in garages, driveways (for two vehicles), small parking lots and roadways.

The Applicant's representatives also detailed the impacts from the PUD and the construction of the single-family residences upon the Town's water and sewer systems. In connection therewith, the Town retained SEA to review the potential impacts to the sewer and water systems. Paul Brinkman, on behalf of SEA, made a number of presentations to the Board and submitted various reports relating to the impacts and the proposed improvements to the water and sewer systems.

As to the water system, the Applicant proposes improvements to the water system outside the Planned Unit Development, which when completed, will provide appropriate services to the Planned Unit Development and also provide upgrades to the municipal water system. At the request of the DPW, the Applicant also agreed to limit the number of water meters in the PUD.

As to the sewer system, the Applicant's representative and the Town's consultant completed a thorough review of the proposed impacts from the Project. Specifically, it was determined that a pump system will be required to service the site as a result of the existing topography which prohibits gravity flow from the site to the Town's Sewer System. The Applicant proposed significant improvements within the area, which will result in a benefit to the area. The improvements include removal of a number of residential sewer connections from a section of the

system which presently flows through a siphon at Concord Street. The relocation of the flow from the siphon to the new line will have a benefit to the municipal system for the area. In addition, the Applicant is proposing to relocate the sewer line from under the Historic Danforth Bridge to the new Danforth Bridge. The relocation will result in a higher elevation of the sewer lines so as to avoid any conflict with canoeists on the Sudbury River. The Applicant's consultant and the Town's consultant established a list of conditions relating to the design and monitoring of the sewer system so as to protect the municipal system.

The Applicant's representatives explained that 10% of the Project would be affordable, as required and defined pursuant to Section III.J.3. of the By-Law. The affordable units (rental and sale) would be controlled to provide a preference to Framingham residents.

The Applicant's representatives explained that upon issuance of the Special Permit, a Subdivision Plan to create lots for financing purposes and the Definitive Development Plan for Phase I would be filed.

FINDINGS

After having reviewed all the plans and reports filed by the Applicant and its representatives, having considered the correspondence from the various departments within the Town of Framingham and the consultants hired by the Planning Board to review the Project, having considered comments and testimony from residents and other public officials and having viewed the site, the Planning Board has determined that the Special Permit Application complies with the requirements of Sections III.J. and V.E. and other Sections of the By-Law. Specifically, the Planning Board makes the following findings:

Section III.J.9.J. Objectives of the PUD

A. Purpose and Intent

The Board finds that the intent of the Planned Unit Development District including the preservation of open space, the design of the housing project in harmony with the natural features of the environment, the provision for a variety of housing types, the provision for affordable housing units, the provision for a limited commercial area, the provision for recreational facilities, the protection of natural features, and historical sites and structures of importance are satisfied by the design of the Planned Unit Development, which as noted include up to 4,000 sf feet of commercial space. As to the objectives relating to the preservation of natural features on the site and the preservation for open space, the Plan minimizes the impact to the remaining natural features of the site to achieve those goals. Specifically, the area of the site proposed to be developed is essentially the area of the site that has been substantially disturbed by the gravel operations. The Plan, as approved, allows for only limited impact upon wetland resource areas (floodplain and buffer areas). No wetland filling is required to complete the Project. The impacts to the resource areas relate to the development of the trail system and access to the Sudbury River. Minor encroachments may be necessary for grading for the development. These details will be determined during the Definitive Planning Stages. Because the development will be in areas that have already been disturbed as a result of the gravel operations, the development of the Project will reestablish open space and landscaped areas, which will enhance the environment. In addition, there will be over 77 acres of Common Open Space, which will be used for passive and active recreation, including a significant trail system, a parking

area for cars and a canoe landing area. The Common Open Space does not include the wetland areas, which consist of an additional 22.2 acres. These improvements will achieve the Objectives of the By-Law, which is to design a Project, which is in harmony with the site and provides for protection of the natural resources.

Through the review process an area of archeological significance was identified. The area, as outlined in the Environmental Impact Reports filed for the Project, will be protected as outlined by the Massachusetts Historical Commission. Offsite, the historic Danforth Bridge will benefit by the removal of the sewerline it presently carries. There are no structures or other areas on the site of historical significance.

The Board finds that the provision for 10% affordable units, which will be dispersed throughout the Project, with the 10% provision maintained in each Phase, satisfies the Objectives of the Planned Unit Development District. The provision for 167 units of age qualified housing, 140 units of rental housing, 10 single-family units and 348 units of multi-family housing will add a unique blend of housing types within the Town. The administration of the affordable units shall be determined by the Planning Board during its review of each Definitive Phase.

The intent of the Project is that the proposed architecture of the units will be in harmony with the residential character of the neighborhood and will not detract from the qualities of the environment of the site, which, as noted, has been substantially disturbed. The layout of the open space within each of the Phases, the provision for walking trails in each of the Phases, and the provision for sidewalks through each of the Phases will enhance the quality of life for residents living in the development and the Town in general. The Applicant will implement, to the extent feasible, the recommendations by Ryan Associates in its letter of March 23, 2003 (Exhibit B). In conclusion, in order to promote within the PUD, a sense of neighborhood and connection to Saxonville, the Board finds that the Project shall be designed to preserve and protect the remaining natural features on the site and is to be constructed in a manner which satisfies the purposes and intent of the Planned Unit Development District. The Board reserves the right, during the Definitive Design Phases, to review and make changes, where appropriate, to ensure the design promotes the sense of neighborhood and connectivity to the greater Saxonville neighborhood.

B. Traffic Standards

Based upon the Traffic Reports prepared by VHB which have been thoroughly reviewed by GPI, the Board finds that the levels of service of some intersections within 1,000 feet of the site if not improved, will continue to be inadequate. These inadequate intersections exist today and will continue to deteriorate over time. The Applicant has proposed roadway improvements to a number of intersections including intersections well beyond a distance of 1,000 feet from the Project Boundary. One of the improvements includes the signalization of an intersection in the Town of Wayland. The proposed mitigation, including the estimated cost thereof, was reviewed and accepted by GPI. Based upon the implementation of the improvements, the Applicant and the Town's Consultant concluded that the impacts from the Project, which is to be built in Phases over a 10 to 12 year period, will be mitigated, as required by the By-Law. The completion of the traffic mitigation as set forth on Exhibit A by the Applicant within the period identified on Exhibit A will satisfy the requirements of the By-Law.

During the course of the review and based upon the comments received, the Planning Board requested, and the Applicant agreed, to revise its plan to provide for only two vehicular access points to the PUD. Specifically, the Board requested and the Applicant agreed to the limitation of the use of Meadow Street for only utility, emergency vehicles and pedestrian access. The Final Design has no utility or vehicular access to Derby Street. The Final Design, with the improvement of Riverpath Drive and Hialeah Lane to Town specifications is in accordance with the requirements of the By-Law and will provide for safe access to and from the site. The Board, however, reserves the right to review during the Definitive Design Phases whether additional or alternative access from adjoining streets may be appropriate.

C. Environmental Impact Standards

The Board finds that the PUD Design will not substantially impact the remaining natural features of the site. With the exception of the work for the trails and access to the Sudbury River and minor grading, the remaining work will not encroach any further upon any resource area. The Applicant is required, as part of the Definitive Development Plan process to obtain Conservation Commission approval of the work within the buffer areas. The Board therefore finds that the PUD has been designed to minimize the destruction of the natural features and the potential of any adverse environmental impact.

- The plans reviewed by various departments in the Town and SEA show a preliminary design of the stormwater management system, including potential locations of detention basins. The drainage system will adequately protect abutting properties and will not result in erosion, flooding or sedimentation. The Board conditions its approval and will include in the approvals for each Phase a requirement for the use of Best Management Practices in the Massachusetts Department of Environmental Protection Stormwater Management Policy Handbook and Best Management Practices Standards, as confirmed by the Department of Public Works, to ensure that there are no flooding, erosion or sedimentation problems.

The Project has been designed to locate the larger density buildings towards the center of the site. The PUD Design buffers the adjacent residential properties from any adverse impact. The development of the two residentially zoned properties for single-family dwellings will buffer the Project from its abutters. In addition, the Plan depicts the provision of a buffer of at least 50 feet along the Planned Unit Development Boundary Line for all buildings, with the exception of the single family homes on the north side of the Meadow Street Extension. These lots are bisected by the Planned Unit Development District and are the subject of a setback waiver. Ten of the single family dwellings are on those lots and these units are included in the Density Calculations for the PUD. All other buildings within the PUD have a minimum setback of 50 feet from the District Boundary. Due to the location of the buildings and their limited heights, the Project will not have any impact on temperature levels or wind velocities on the site or adjoining properties. As the Project is residential, even with the higher density buildings, the lighting, which will be similar to standard street lighting, will not impact neighboring properties. The final lighting design will be reviewed through the Definitive Development Plan for each Phase. Accordingly, the Board finds that the Project satisfies the Environmental Impact Standards of the By-Law.

D. Fiscal Impact Standards

Based upon the information provided, the Applicant anticipates a positive net fiscal impact for the Project. The estimated cost of construction of the entire Project upon completion is \$90 million. The Applicant has provided detailed information relative to the impact of the PUD upon the School System. A survey was conducted in cooperation with the School Department to determine how many students reside in multi-family developments in Framingham. Twenty-three (23) Framingham housing developments totaling approximately 4,700 units were surveyed and the information was cross checked against statistics provided by the School Department. One hundred and sixty-seven (167) of the proposed density of 698 units within the PUD are to be age qualified, and as such, no students are anticipated to reside in those units. Therefore, the analysis was based on 531 units and resulted in a projection of 57 new students from the PUD units. Based upon per student cost of \$8,700 (confirmed by the Town's Chief Financial Officer) there will be a cost of approximately \$495,900 annually.

Non-educational town expenditures were also analyzed to determine the PUD's impact on the Town budget. The existing per household cost was adjusted downward to reflect the fact that the PUD will maintain its own roadways, street lighting, snowplowing and trash removal. This resulted in a conservative project of \$948,000 for additional PUD related municipal costs.

The additional tax revenue projected from the full build out of the 698 units is anticipated to be approximately \$2,580,000 annually. Accordingly, even with the school and municipal costs impacts, there will be a significant annual positive net tax surplus of approximately \$1,142,000 to the Town from the PUD. The Fiscal Impact Analysis was reviewed by the Town's Chief Financial Officer, the Chief Assessor and the Superintendent of Schools, who confirmed the assumptions and the results of the analysis. The further reduction in the number of units to 665 will not significantly impact the above analysis. Accordingly, the Board finds that the Project satisfies the Fiscal Impact Standards of the By-Law.

E. Community Impact Standards

The PUD is designed to be consistent with the character and scale of the neighboring properties as required by the By-Law. As previously noted, the buildings proposed to be located adjacent to the properties to the south (developed area) of the site are consistent with the scale of the abutting dwellings. Specifically, the Meadow Street Residences will be visually buffered by the single-family residential development proposed. The Derby Street Residences will also be buffered by the single-family dwellings proposed with the extension of Derby Street. The existing residential properties along Hialeah Lane and Jay Drive will be buffered by landscaping and smaller scale apartment buildings. In addition, as required under the By-Law, all buildings within the PUD will have a minimum 50 foot building setback from the Planned Unit Development District Boundary (except Meadow Street). The boundaries of the District to the east are adjacent to the Town of Framingham Well Fields and Town of Wayland Conservation Commission Land. The layout includes a buffer area of 400 feet as required by the Department of Environmental Protection for the Well Field. To the north, the property is buffered by the Oxbow Land, which is to be conveyed to a nonprofit group. To the west, the property is abutted by the Sudbury River. The properties to the east are fully buffered, as there are no buildings within 200 feet of the District Boundary. Accordingly, the development affects only those properties to the south, which are buffered by the development of single-family houses and buildings which are of similar scale.

The Planning Board and its consultant Thomas Ryan of Ryan Associates, Inc. discussed the conceptual architectural styles and density characteristics of the proposed development and determined that the proposed designs, which will be further detailed in the Definitive Development Plan for each Phase will be consistent with the character and scale of the neighboring properties. Specifically, the architectural designs for each Phase will be residential in character.

The PUD is consistent with the Town's rezoning of the property. Specifically, at the time of rezoning in 1989, the conceptual plan provided to and approved by Town Meeting provided for density of 735 units. The agreed-upon density, which is consistent with the 1989 Plan, provides for a density of only 665 units, 70 units fewer than authorized and is therefore consistent with the Master Plan for the site as approved by Town Meeting. The report of Ryan Associates (Exhibit B) concluded that a proposed density of 698 units was appropriate for the site.

As to the impact from the construction, as shown on the Existing Condition Plans, the completion of the Project will result in a significant improvement of the site. The site will be regraded to address the impacts from the gravel operations. With the regrading, significant areas of open space, appropriately landscaped will be provided. Accordingly, the Project as designed minimizes the impact to existing features and the Board finds that the PUD satisfies the Community Impact Standards of the By-Law.

F. Parking Standards

The PUD as shown on the Plan will provide for the number of parking spaces per unit as required under the By-Law. The design and layout of the parking for each unit will be detailed in the Definitive Development Plan for each Phase. The Project includes proposed parking along the street and tandem parking to create a typical New England style residential development. Because this is a departure from the Rules and Regulations Governing the Subdivision of Land in the Town of Framingham, which establishes the design layout for roadways, the Applicant intends to seek a waiver from these regulations. As shown on the submitted plans, a significant number of the parking spaces will be under or within the buildings and it is not anticipated that there will be any large parking areas visible from the abutting residential properties. The roadway and driveway layouts provide for appropriate access for emergency vehicles. In conclusion, the Board finds that the PUD as designed, subject to the issuance of waivers for the parking along streets and in tandem style, which are to be addressed during the review of each Definitive Phase, complies with the Parking Standards of the By-Law.

Section III.J.9.k. Planned Unit Development Regulations

Pursuant to Section III.J.9.k. of the By-Law, the Planning Board is to establish and regulate various matters associated with the Planned Unit Development. In connection, therewith, the Planning Board incorporates as part of this Decision the following regulations for the construction of the Planned Unit Development.

- 1) Location of Primary Streets and Ways within the Development. The location of the primary streets and ways within the Development shall be substantially as shown on the Plan. The Applicant shall seek to incorporate the recommendations of Ryan Associates in connection with modifications to the primary road providing access to Riverpath Drive. The

specific details of the roadways shall be fully depicted on the Definitive Development Phasing Plans and shall conform to the Rules and Regulations Governing the Subdivision of Land in the Town of Framingham, except as may be waived by the Planning Board.

2) Location of Significant Areas of Public Open Space and Common Open Space. The Plan identifies the Public Open Space Areas (defined as not developable and classified as wetland areas in accordance with Massachusetts Wetland Protection Act). The Common Open Space Areas are also depicted on the plans presented and the Common Open Space constitutes well in excess of a minimum of 25% of the total developable land, as required. The final layout of the Common Open Space, which shall be fully depicted on the Definitive Development Plans, shall be reviewed by the Planning Board and the Planning Board's 593 Consultant. Similarly the layout of the trails and recreational uses are to be shown on the Definitive Development Plans. The Open Space Area for passive or active recreational use by residents of the PUD shall be in excess of 50% of the Common Open Space, as required.

3) Lot Boundaries. The plans presented, specifically those completed by Metrowest Engineering, depict the lot boundaries of the Planned Unit Development. As noted, the Planned Unit Development abuts other property proposed for development by the Applicant. The proposed development of those areas requires the submission and approval of a Subdivision Plan creating ten lots off Meadow Street, which will include land both within and outside of the Planned Unit Development District. The boundaries of those lots will be depicted on the Subdivision Plan, and will comply with the frontage and lot area requirements of the R-1 Zone. The lots created by the Subdivision Plans shall be included in the Development Phasing Plan for that area of the Planned Unit Development.

The Applicant has also indicated that for financing purposes it will submit a Subdivision Plan to create lots within the Planned Unit Development Project. The lots will be fully depicted on the Subdivision Plans and the Development Phasing Plans for the applicable area.

4) Overall Project Density. This Decision is restricted to the development of 665 units. The issuance of Building Permits shall be specifically regulated during the approval of each Phase. In no event, however, shall more than 70 Building Permits be issued in any one 12-month period.

5) Location and Boundaries of Each Development Phase. The Applicant has provided the Phasing Plan (Exhibit D) depicting the anticipated Phases of the PUD. The plan depicts the location and boundaries of each Phase. The Board recognizes and accepts that the boundaries are preliminary and may change with the submission of the Definitive Development Plan for each Phase. This approval, however, is conditioned upon, as noted, the maximum provision of 665 units.

6) Location of Commercial Establishments. The Applicant has depicted the proposed location of a commercial facility of up to 4,000 square feet. The Board has received a recommendation from its Design Consultant suggesting a relocation of the commercial facility. The Applicant has agreed to seek to incorporate the recommendation as to the location of the commercial facility in its design of the Definitive Development Phase Plan

for the age qualified units. The exact location shall be shown on the Definitive Development Plan for Phase I.

7) Development Timetable. As noted, the Applicant anticipates a development period of between ten and twelve years. The Applicant has agreed to the recommendations of SEA and GPI (attached to this Decision as Exhibits D and A, respectively), as to the timeframes for completion of the off site improvements.

8) Off Site Traffic Improvements and Environmental Mitigation Measures. As referenced in the conditions of this Decision, specific off site improvements are required. In addition, as specified in the Exhibits A, C, and D to the Decision, the timeframes for their completion are stated so that the off site improvements are to be completed at the time that the impact from the use of the units is to be realized.

9) Regulation of Other Uses. The Board acknowledges that the MWRA has not completed the construction of the Metrowest Supply Tunnel Project and upon its completion will occupy a building on an acre of land for the ongoing maintenance of the Tunnel. The Board acknowledges and accepts this use as an ongoing operation.

The Board also acknowledges that at the present time there is a sand and gravel operation on the premises. The Board authorizes the continued use of the sand and gravel operation. Upon issuance of the Building Permit for Phase I, all sand and gravel operations will cease. In connection with the sand and gravel operations, the appropriate release of all rights to the gravel operations and any other use of the land that has received Definitive Development Plan Approval for commercial or industrial use shall be recorded in the Middlesex Registry of Deeds.

10) Other Conditions. Other conditions imposed by the Board are set forth in the conditions 1 – 42 of this Decision.

Section V.E.3. Special Permit Findings

A) The site is an appropriate one for such a use or structure.

The property was rezoned to allow for a Planned Unit Development in 1989. The authorization has previously been extended by Town Meeting. The density authorized by Town Meeting allows for 735 units. The development, as approved, only includes 665 units. The PUD provides for 10% affordable units in each of the Phases, as required. The PUD provides for 20% rental units as allowed. The PUD includes approximately 1,375,000 square feet for a Floor Area Ratio of .29, which is well under the authorized .32 F.A.R. Accordingly, the density of the Project is consistent with the density allowed within the District and the density as authorized by Town Meeting. The density and the impacts therefore are also substantially less than from the development of the site for commercial purposes as authorized by the underlying zoning. The Board also finds that the provision of up to 4,000 sf of commercial space, which has ground coverage of less than 1% of the site as limited by the By-Law will provide for services as intended by the By-Law.

B) Adequate and appropriate facilities will be provided for the proper operation of the proposed use including adequate off street parking.

The Project, as proposed, will provide for a minimum of two parking spaces per single-family dwelling, two parking spaces per dwelling unit for two family and multi-family units or one bedroom, whichever is greater, and a minimum of one parking space per bedroom plus one parking space for visitor parking per 10 spaces of required parking, for age-qualified units, as required. As noted, a significant number of the parking spaces are proposed to be located within buildings and therefore will be screened from other units within the Planned Unit Development and abutting properties. With the exception of the proposed parking along the streets and tandem parking for individual units, for which the Applicant may seek a waiver, the provision for parking (locations, dimensions and numbers of spaces) will comply with the requirements of the By-Law. Parking is also to be provided for the commercial space in accordance with the requirements of the By-Law. The final design for the Project, which will be specifically reviewed through the approval of the Definitive Development Plans will comply with the parking design requirements of the By-Law.

C) The use and structure as developed will not create a hazard to abutters, vehicles or pedestrians.

As noted, the Project was redesigned at the request of the Planning Board to limit the number of access points as to minimize traffic conflict. In addition, the proposed layout complies with the Rules and Regulation Governing the Subdivision of Land in the Town of Framingham, which may be waived by the Planning Board if determined necessary through any Definitive Development Plan Review. The Definitive Development Plans will fully detail the roadway layout and the parking. The Board finds that the roadway designs provide for adequate access throughout the site for emergency vehicles and the widths of the roadways shall comply with the Rules and Regulations Governing the Subdivision of Land in the Town of Framingham. Further the Board finds that the increase in commercial space of up to 4,000 sf will provide a service to the residents of the PUD and reduce the number of off-site trips. Accordingly, the Board finds that the Project as designed will not create a hazard to abutters, vehicles or pedestrians.

D) The structure or use is consistent with the Intent of the District in which the use is proposed, and with the Purpose and Intent of this By-Law.

As noted, the density of the Project is below the authorized density of the District. In addition, the Proposed Floor Area Ratio is substantially below that which is authorized under the By-Law and will be detailed on the future Definitive Development Plans. Further, the percentage of the unit types is within the limits of the By-Law. The Project, as designed, will result in a significant improvement to the property as compared to the existing condition of the property. The Common Open Space will provide for passive and active recreation for residents of the Planned Unit Development. The Public Open Space areas are to be preserved in perpetuity in accordance with the requirements of the By-Law. In conclusion, the Board finds that the purpose and intent of the Planned Unit Development District is satisfied.

E) All municipal services to meet the needs of the proposed use must be adequate and sufficient.

A significant review by the Town of Framingham and SEA was conducted of the proposed impacts from the Project upon the municipal water and sewer system. The Board finds that the requirements of the Department of the Public Works relating to the sewer and water system as set forth in the Exhibits to this Decision, will mitigate the impact from the PUD. Accordingly, the Board finds that the municipal services that will service the site are adequate.

CONDITIONS OF APPROVAL

Based upon the above findings and conclusions and subject to the conditions herein, the Board finds that the Applications and Plans submitted by the Applicant comply with the applicable requirements of Sections III.J. and V.E. and other applicable provisions of the By-Law. Accordingly, the Board votes to grant this Application for Special Permit for Planned Unit Development subject to the following conditions:

General Provisions

1. Prior to the commencement of authorized site activity, the Applicant and the general contractor shall meet with Planning Board Office Staff to review this Approval.
2. Prior to the commencement of authorized site activity for any phase of the development, the Planning Board Office shall be given 48 hour written notice. If the activity on site ceases for longer than 30 days, not less than 48 hour written notice shall be given to the Planning Board Office prior to restarting work.
3. Prior to the commencement of authorized site activity, the Applicant shall provide to the Planning Board Office the name, address and business phone number of the individual who shall be responsible for all activities on site.
4. A copy of this Decision shall be kept on site.
5. All plans shall be revised to reflect the conditions of this Decision. In the event of a discrepancy between the Decision and the plans, the Decision shall take precedence over the plans.
6. No corrections, additions, substitutions, alterations, or any changes shall be made in any plans, proposals, and supporting documents approved and endorsed by the Planning Board without the written approval of the Planning Board except as approved in the Definitive Phase Plan. Any request for modification of this approval shall be made in writing to the Planning Board for review and approval and shall include a description of the proposed modification, reasons the modification is necessary, and any supporting documentation.
7. Members or agents of the Planning Board shall have the right to enter the site and to gather all information, measurements, photographs or other materials needed to ensure compliance with this approval. Members or agents of the Planning Board entering onto the site for these purposes shall comply with all safety rules, regulations and directives of the Applicant and the Applicant's contractors.

8. The Applicant shall record this Decision with Exhibits at the South Middlesex County Registry of Deeds within thirty days of the approval from the Land Court of the recording of the Decision and shall submit proof of recording to the Planning Board. Failure to record the decision or comply with the conditions of approval herein shall render this Special Permit null and void.

Traffic/Parking

9. The Applicant shall complete the two phases of traffic improvements identified on Exhibit A. Phase I shall be completed prior to the issuance of the occupancy permit for the first unit and Phase II shall be completed prior to the issuance of the occupancy permit for the 333rd unit (50% of the units plus 1).

At least 30 days in advance of the Applicant's request for the Certificate of Occupancy of the first unit in Phase I as identified on Exhibit A, the Applicant shall notify the Planning Board in writing concerning any potential delay or postponement of any Phase I improvement identified in Exhibit A, which also includes correspondence from GPI dated March 31, 2003. If the improvements are not substantially complete, the Applicant shall provide as part of the status report for Planning Board's review and approval specific actions the Applicant will make to mitigate the anticipated traffic impacts. The Planning Board is entitled to impose its own mitigation if such specific actions proposed by the Applicant are not acceptable to the Board provided that the Applicant shall not be required to spend in excess of the amount as set forth in Exhibit A.

In the event that the Town of Wayland, prior to the receipt of a Building Permit for the first building in Phase I, does not approve the traffic improvement proposed for the intersection of West Plain Street and Old Connecticut Path, then the Planning Board shall, within 30 days of written notice from the Applicant of the Town of Wayland's inaction, review with the Applicant and GPI the proposed mitigation plan to determine the appropriate alternate location of a signal.

The Planning Board retains jurisdiction over all the improvements to assure that the improvements are completed. The Applicant shall be responsible for the completion of the improvements regardless of the cost of the improvements, except in the event the Applicant demonstrates that the Town of Framingham, the Commonwealth of Massachusetts or the Town of Wayland substantially changes the scope of the work as approved in this decision. The Applicant shall, prior to the issuance of a Building Permit for the first unit in Phase I, obtain all necessary permits for the Phase I traffic improvements and provide a performance bond in a form acceptable to the Planning Board and Town Counsel equal to the value of the traffic improvements associated with Phase I. The Board further retains jurisdiction to determine whether additional or alternate access from adjoining streets would be appropriate.

In connection with the commencement of Phase II as defined on Exhibit A, the Applicant shall, prior to the issuance of a Building Permit for the first unit in Phase II, obtain all necessary permits for the Phase II traffic improvements and provide a performance bond in a form acceptable to the Planning Board and Town Counsel equal to the value of the Phase II improvements. At least 30 days in advance of the Applicant's request for the Certificate of Occupancy of the first unit in Phase II as identified on Exhibit A, the Applicant shall notify the Planning Board in writing concerning any potential delay or postponement of any Phase II improvement identified in Exhibit A, which also includes correspondence from GPI dated March 31, 2003.

The Applicant shall complete the improvements specified on Exhibit A, which is estimated to cost \$2.3 million. The sum of \$400,000 shall be made available by the Applicant for the costs of the improvements specified in Conditions 37 and 38, and any additional "future mitigation" required on Exhibit A. The use of any remaining funds shall be at the discretion of the Planning Board for other project impacts. In the event the Planning Board determines not to make the improvements in either conditions 37 and 38 and/or "future mitigation," the Applicant's obligations there under shall terminate and the available funds shall similarly be made available for use by the Board in its discretion for other project impacts. In the event an improvement on Exhibit A is not approved, then the Planning Board shall have the right to reallocate the funds associated with the improvements to other intersections in the area.

10. The Applicant shall, as part of each Definitive Development Phase, show on the Plans the roadway system, pedestrian access and the trail system.

11. If applicable, the Applicant shall secure from the Framingham Board of Selectmen and the Traffic and Roadway Safety Committee any approval required to work on streets in the Town. Any areas on public or private property which are disturbed during roadway related construction activities will be restored at the expense of the Applicant. All utilities to be installed in Town streets shall be completed prior to the paving of the street.

Environment

12. The Applicant agrees to minimize the use of salt on the roadways and in the parking areas and the use of pesticides and soil/landscape treatments to mitigate any negative impacts to vegetation or ground water.

13. The stormwater drainage system for the Project shall be in accordance with the Massachusetts Department of Environmental Protection Stormwater Policy Handbook and Best Management Practices Standards relating to water quality and flood control and as approved by the Framingham Conservation Commission, using Best Management Practices as the standard of performance.

Site Construction

14. Prior to the issuance of the building permit for the first unit, the Applicant shall provide all documents and information requested by the Planning Board or Planning Board Administrator demonstrating that the Applicant has complied with to satisfaction of the Planning Board, or will comply with, all conditions of this approval.

15. The Applicant shall, on each Definitive Phase Plan, identify the limits of construction.

16. The Applicant shall perform daily clean up of construction debris, including soil, on Town Streets within 200 yards from the entrance of the site driveways, caused by the site construction.

Special Provisions/Periodic Conformance Reporting and Review

17. Prior to the issuance of any occupancy permit in each Phase as approved by the Board, the Applicant must demonstrate that the Project improvements required for the Phase are substantially complete at the ninety percent level. The written request for an occupancy permit must be

accompanied by appropriate information to demonstrate substantial completion and must be submitted three weeks prior to issuance of the certificate of occupancy. The Applicant shall submit a statement certifying that all conditions of approval of this Decision have been met for each Phase or in the case of non-completion, the items not completed and a schedule for their completion.

18. This approval is limited to 665 residential units and this condition shall be included in the deed of each initial conveyance for each unit.

19. All notices and other communications required or permitted hereunder shall be in writing and mailed postage prepaid by registered mail, in the case of Applicant to:

National Development
John J. O'Neil, III
2310 Washington Street
Newton Lower Falls, MA 02462

With copy to:

Peter R. Barbieri, Esq.
1300A Worcester Road
Framingham, MA 01702

And in the case of the Board to:

Framingham Planning Board
Town of Framingham
Memorial Building
Framingham, MA 01702

Or in the case of any party to such other address as shall be designated by written notice given to the other parties. Any notice or communication shall be deemed given, if mailed as aforesaid, when deposited with the U.S. Postal Service.

20. Roadwork construction hours are to be between 7:00 a.m. and 6:00 p.m. Monday through Friday and 8:00 a.m. through 4:30 p.m. on Saturday with no construction on Sunday unless in an emergency. There shall be no idling of trucks on public streets prior to 7:00 am.

Establishment of Homeowner's Association/Maintenance Obligations

21. Prior to the issuance of an occupancy Permit for a unit in each Phase, the Applicant shall establish a homeowner's association in form substantially consistent with this Decision, which shall be approved as to form and content by both the Planning Board and the Planning Board's Town Counsel, for the purposes of the operation and maintenance in perpetuity of the following improvements and for other obligations, improvements and purposes that may be set forth herein:

- a. The stormwater management system that will serve the PUD in accordance with the stormwater operation and maintenance plan to be approved as part of each Phase and shown on the Definitive Development Plans;
- b. all landscaping;

- c. the roads (including the emergency access road and River Path Drive), traffic control signs, sidewalks, traffic pavement markings, and snow removal;
- d. the common utilities, including the pumping station, but excluding private utility services to individual residences;
- e. the Common Open Space and the trail system, and including the canoe landing, as shown.
- f. provisions for the establishment and monitoring of the age qualified and affordable units; and
- g. all requirements set forth in the PUD Agreement.

22. A reference to the Homeowner's Association shall be placed in the deed for each unit. Prior to the conveyance of any unit or the recording or sale of any lot within the PUD, a copy of said deed in final form shall be submitted to the Planning Board for review.

23. The Homeowner's Association shall engage a Professional Engineer licensed in Massachusetts to inspect the PUD improvements including the roadway, drainage, water and sewer systems, including the pump station, on a semi-annual basis or as otherwise required by the Dept. of Public Works. A copy of the Engineer's Report documenting the conditions of the systems and recommendations shall be provided to the Planning Board, Department of Public Works and the Town Engineer. This is a perpetual condition.

24. The Applicant shall grant an easement to the Town for use by the public of the Public Open Space, walking trails and canoe launch area as ultimately designed on the Definitive Development Plan for each Phase. Such easement shall be in a form acceptable to Town Counsel.

Phase Lot Design

25. The Applicant shall submit Definitive Development Plans for approval for each Phase as required by Section III.J.10.c. of the By-Law.

26. The Applicant shall, to the extent feasible, incorporate into the Definitive Development Plans the recommendations set forth in the correspondence of Ryan Associates dated March 23, 2003 (Exhibit B).

Site Construction

27. The Applicant shall complete the off site water improvements described in the letter of VHB dated July 16, 2002. The Applicant shall comply with the requirements of the Town of Framingham as specified in the letter of SEA, Inc. dated March 31, 2003 (Exhibit C). The improvements shall be completed prior to the occupancy of any units, unless otherwise authorized by the Department of Public Works.

28. The Applicant shall complete the off site sewer improvements as described in the letter of VHB dated January 3, 2003. The Applicant shall comply with the requirements of the Town of Framingham as specified in the letter of SEA, Inc. dated March 31, 2003 (Exhibit C). The improvements shall be completed prior to the occupancy of any units, unless otherwise authorized by the Department of Public Works.

Open Space

29. The Public Open Space Areas shall be available for passive recreational activities by members of the general public and the Homeowner's Association. There shall be no camping, hunting, or loitering. No motorized vehicle use shall be permitted except for maintenance.
30. The Applicant, upon approval of the Framingham Conservation Commission, shall complete the trail system, canoe landing and associated parking as shown on the Plan. The Homeowner's Association Documents shall include a provision for guaranteed public access to the Public Open Space. The exact location of the trail shall be determined in the field and detailed on each Definitive Phase Plan. The Trail shall not require the removal of any mature vegetation, unless approved by the Conservation Commission. The Trail shall be a minimum of five feet in width and have a clear height of 7-8 feet. To the extent feasible, the trail system or portions thereof shall be handicapped accessible.
31. The Applicant shall maintain the Public and the Common Open Space Areas and Trail System. The use and maintenance of the Common Open Space Area within the Well Buffer Area shall be subject to the approval of the Department of Environmental Protection and a Conservation Restriction, which shall be drafted by the Applicant and reviewed and approved by Town Counsel and shall conform to M.G.L. c. 184, Sections 31-32. Subject to the conditions of the PUD Agreement, the Well Buffer Area shown on the Plan shall be subject to an option to the Town of Framingham, entitling the Town to acquire the Well Buffer Area for One Dollar. In such event, the land shall be conveyed, subject to the Conservation Restriction and the conveyance shall not affect the continued compliance of the PUD from the Requirement of the By-Law. The Applicant shall provide the Conservation Restriction.
32. The Applicant shall implement to the extent feasible the objectives of the Framingham Open Space and Recreation Plan as may be applicable.
33. With the approval of each phase the Planning Board shall determine whether the Public Open Space is to be conveyed to the Conservation Commission of the Town of Framingham or to a non-profit organization whose principal purpose is the conservation of open space, or whether the Public Open Space is to be protected by means of a conservation restriction imposed on the land pursuant to M.G.L. Chapter 184, Section. In all cases, the Public Open Space is to be preserved as open space in perpetuity.

Fire Protection

34. The Applicant shall install an emergency gate at the end of Meadow Street. The gate shall include keys and/or breakaway devices to enable the Fire Department to gain emergency access through the right of way. The Applicant shall be responsible for the maintenance of the emergency right of way along with the PUD improvements and shall be responsible for snow plowing operations to keep the roadway, including the emergency access open for use. Keys to any gates shall be provided to the Framingham Fire Department and Framingham Police Department for emergency use. The Applicant shall comply with the requirements of the Framingham Fire Department as specified in their letter to the Planning Board dated March 25, 2003.

Affordable Housing Units

35. The Applicant during each Phase of the Project shall provide Affordable Housing Units equal to 10% of the units in the Phase. The residents of Framingham shall be given preference to the units. The Applicant shall provide annual reports as to the maintenance of the Affordable Rental Units in compliance with the affordability requirements in accordance with the Local Initiative Program 760 CMR 45.00. As to the Affordable Sales Units, the Applicant shall record a deed restriction applicable to each Affordable Sales Unit to maintain the affordable requirement. The restriction shall be submitted to the Board and its Town Counsel for review and approval prior to the sale of any Affordable Unit. The administration of the Affordable Housing Units shall be reviewed and determined by the Planning Board during each Definitive Phase Review. The definition of affordable shall be defined by the then current State or Federal Guidelines.
36. The installation of irrigation wells, if any, will be shown on the Definitive Development Plans and will be subject to the receipt of all necessary local and state permits.
37. The Applicant shall investigate the possibility of creating a pedestrian connection from the PUD over the land previously conveyed to the Town of Framingham on Stearns Road. If determined feasible and subject to the receipt of all necessary approvals, the Applicant shall install the connection.
38. The Applicant as part of its off-site mitigation shall install, subject to the receipt of all necessary approvals, a sidewalk from West Plain Street to Lake Street.
39. The Applicant shall be responsible for the payment of 593 design review fees in connection with the review of the Definitive Development Plans.
40. Prior to the commencement of any site construction activity, the Applicant shall submit a proposed truck route for construction vehicles to the Planning Board and Traffic Safety Officer for review and approval. The Applicant shall provide each contractor with a copy of the established route.
41. The Applicant shall fulfill all of its obligations to the Town relating to the Agreement between the Town, National Development Associates of New England, Inc., New England Sand and Gravel, Inc. and Riverpath Associates dated March 19, 2003 ("PUD Agreement"). Failure to fulfill such obligations shall entitle the Planning Board to revoke this special permit.
42. The Applicant shall develop a TDM program in conjunction with the TMA and shall file said TDM program concurrently with each Definitive Development Phase.

WAIVERS

- a. Section III.J.6.e.(1) Setback abutting other Districts. Due to the Zoning District splitting of lots, the Board grants a waiver from Section III.J.6.e.(1) authorizing the location of the single family dwellings on the Meadow Street Extension within 50 feet of the District Boundary. The specific waiver will be issued after review of the house locations, which are to be shown on the Definitive Phase Plan and will be part of the Definitive Approval for that Phase of the PUD.

VOTE

The vote in favor of granting Special Permit for Planned Unit Development is as follows

2003 APR 17 P 1:07
TOWN CLERK
FRAMINGHAM

Special Permit for Planned Unit Development

Helen Lemoine.....Yes
Laurence W. Marsh.....Yes
Thomas F. Mahoney.....Yes
Ann V. Welles.....Yes

By: Helen Lemoine
Helen Lemoine, Chairman, Framingham Planning Board

Date of Signature: 4/17/03

I, John J. O'Neil, III, as representative for National Development accept and agree to comply in all respects with the foregoing conditions of approval for the use of land off Old Connecticut Path, Framingham. It is understood that the approvals and the Conditions contained herein, shall be binding upon any heirs, successors, transferees or assigns of the Applicant and shall run with the land. Furthermore, I represent that the Planning Board has relied on true and accurate information in granting this approval.

In addition, I recognize that, in accordance with Section V.C. of the By-Law, the Planning Board must acknowledge its approval prior to the issuance of any temporary or permanent occupancy permit for this proposed project from the Building Commissioner. To ensure compliance with the provisions and intent of Section V.C., the Applicant agrees to notify the Building Department and the Planning Board at least three (3) weeks prior to applying for any such occupancy Permit, to request the Town's inspection of the premises to confirm that all improvements as prescribed in the above Conditions and as shown on the approved plans have either been completed or are subject to an adequate performance bond.

Signature of Applicant/Owner: [Signature]

Date of Signature: 4/17/03

EXHIBIT A

Intersection(s)	Mitigation	Phase of Construction	VHB Cost Estimate	GPI Cost Estimate	LOS between Build and Build with Mitigation (AM/PM)
1. Old Connecticut Path at West Plain Street (Wayland)	<ul style="list-style-type: none"> Install fully actuated traffic signal Southbound left-turn lane on OCP 	I	\$401,260	agrees	LOS F/F to LOS C/C
2. Concord Street at School Street	<ul style="list-style-type: none"> Install fully actuated traffic signal School St realigned to form a standard T-type intersection Concord St southbound approach to provide an exclusive left-turn lane School St westbound approach to provide a shared through/left-turn lane and a channelized right-turn lane Concord St northbound to provide an exclusive right-turn lane 	I	\$420,275	agrees	LOS E/F to LOS C/D
3. Old Connecticut Path at Riverpath Drive	<ul style="list-style-type: none"> Riverpath Drive to be widened to provide an 18-to-22-foot wide approach Recommended that proponent monitor intersection and commit to future mitigation, if necessary 	I	\$144,825	\$0 since this is the projects' "front door"	LOS F/F and remains at F
4. Old Connecticut Path at Danforth Street	<ul style="list-style-type: none"> Danforth St to be widened to provide an 18-to-22-foot wide approach Recommended that proponent monitor intersection and commit to future mitigation, if necessary 	I	\$144,170	\$100,000	LOS F/F and remains at F
5. Old Connecticut Path at Hamilton Street	<ul style="list-style-type: none"> OCP northbound approach to provide an exclusive left-turn lane 	I	\$46,840	agrees	LOS F/F and remains at F

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Intersection(s)	Mitigation	Phase of Construction	VHB Cost Estimate	GPI Cost Estimate	LOS between Build and Build with Mitigation (AM/PM)
6. Concord Street/Elm Street at Central Street and Water Street at Central Street (McGrath Square)	<ul style="list-style-type: none"> • Upgrade traffic signal equipment • Update signal timings • Install a fiber optic sign to allow the Elm St southbound right-turns to turn right on red when possible 	II	\$655,850	agrees	LOS F/F to LOS E/D LOS F/B to LOS C/A
7. School Street at Hamilton Street	<ul style="list-style-type: none"> • Provide an exclusive right-turn lane on the School St eastbound approach • Recommended that proponent monitor intersection and commit to future mitigation, if necessary 	II	\$190,460	\$120,000	LOS F/F and remains at F
8. Old Connecticut Path at School Street	<ul style="list-style-type: none"> • Install fully actuated traffic signal • Appropriate exclusive turning lanes should also be provided 	II	\$336,350	agrees	LOS F/F to LOS B/A

9. Phase I is defined as completion of 50 percent of the units. Phase II is defined as the balance of units.

10. Phase I, the Applicant shall provide a sidewalk from West Plain Street to Lake Road where sufficient right-of-way width is available.

11. Phase I, the Applicant shall develop a mutually acceptable plan with the property owner of the Walgreen Shopping Center on School Street to facilitate closing of the driveway entrance at the intersection of School Street and Hamilton Street.

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GPI Greenman - Pedersen, Inc.

Engineers, Architects, Planners, Construction Engineers & Inspectors

Offices
Throughout the
United States

Ref: 02570

March 31, 2003

Ms. Helen Lemoine
Framingham Planning Board
Memorial Building
150 Concord Street, Room B37
Framingham, MA 01701

Re: The Villages at Danforth Farm

Dear Helen:

Greenman-Pedersen, Inc. (GPI) has reviewed the suggested mitigation measures for The Villages at Danforth Farm project to be located in the Saxonville area of Framingham, Massachusetts. The mitigation measures were presented in a letter prepared by GPI dated January 30, 2003. In addition, there has also been a Planning Board meeting on February 25, 2003 to discuss the above-mentioned document.

It has been brought to GPI's attention that there is a concern of delaying improvements to the McGrath Square intersections until Phase II of the proposed project. Again, as stated in our January 30th letter, although we recognize that the development may be constructed in more than two phases, GPI has broken down the mitigation into two separate phases. We recommend that Phase I be completed prior to occupancy of any units and Phase II should be considered when 50 percent of the development has been occupied. It is still our recommendation that McGrath Square improvements be held off until Phase II of the project based on the trip distribution and trip generation established for the development. The estimates made for both trip generation and trip distribution are conservative. Trip distribution is based on existing travel patterns through the area as well as census data that emphasizes the use of local roads. The following table shows the expected amount of traffic through McGrath Square.

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Ms. Helen Lemoine
 March 31, 2003
 Page 2

Table 1
PROJECTED TRAFFIC VOLUME IMPACTS ON MCGRATH SQUARE

Time Period/Direction	PUD Project Total Trips (Phase I and II)	Anticipated McGrath Square Traffic (22 Percent)	PUD 50 Percent Occupied (Phase I)	Anticipated McGrath Square Traffic (22 Percent)	PUD Percent increase over 2014 No-Build Volumes
Weekday AM Peak Hour:					
<i>In</i>	85	19	43	10	0.3
<i>Out</i>	<u>350</u>	<u>77</u>	<u>175</u>	<u>39</u>	<u>1.5</u>
<i>Total</i>	435	96	218	49	0.9
Weekday PM Peak Hour:					
<i>In</i>	420	92	210	46	1.7
<i>Out</i>	<u>220</u>	<u>48</u>	<u>110</u>	<u>24</u>	<u>1.0</u>
<i>Total</i>	640	140	320	70	1.3

As shown in the table, it is expected that 22 percent of the site-generated traffic will use McGrath Square during the peak hours, which represents a maximum of 70 trips (46 entering and 24 exiting) throughout Phase I of the project. It is shown in the traffic studies prepared by Vanasse Hangen Brustlin, Inc. (VHB) that other intersections within the study area, where improvements have been suggested, are expected to have a higher percentage of traffic impacts. McGrath Square is expected to see the least amount of site-generated traffic. However, as an interim safety improvement, the scored concrete barrier should be installed at the Concord Street and Danforth Street intersection to enhance operations at McGrath Square.

As stated by GPI at past Planning Board Meetings, if the town of Wayland does not accept a traffic signal at the intersection of Old Connecticut Path and West Plain Street then the mitigation commitments would have to be revisited in order to determine the new locations of two traffic signals proposed along Old Connecticut Path.

A-4

Ms. Helen Lemoine
March 31, 2003
Page 3

We hope that this letter aids the Planning Board in their review of the proposed development project. Should you have any questions or comments, please do not hesitate to call.

Sincerely,

GREENMAN-PEDERSEN, INC.



Arthur N. Scarneo
Vice President



Heather L. Monticup
Project Engineer

A-5

Exhibit 3

R Y A N

A S S O C I A T E S

LANDSCAPE ARCHITECTURE AND PLANNING

March 23, 2003

Helen La Mouine
Chairman Framingham Planning Board
Memorial Building
150 Concord Street
Framingham, MA 01702

9 DUDLEY STREET PLACE
ARLINGTON, MA 02476

PH: 781-641-2062

FX: 781-641-2294

ra@ryan-assoc.com

Re: Site Plan Review
Villages at Danforth Farms, Framingham, MA

Dear Helen,

We have reviewed the plans submitted by National Development for the Danforth Farms Project. In final review, the plans at this phase of the development process meet the requirements of the Planned Unit Development Use and development regulations. Many of the requirements and regulations refer to items that will be addressed at later stages in the approval process. The elements shown in the plans, at this stage of the process, will not preclude meeting the regulations of the ordinance in later stages.

In reviewing the area and dimensional requirements, we have reviewed and spot-checked the calculations provided by VHB, but we have not reproduced their work.

I. PURPOSE AND INTENT

- The plan confines itself primarily to the area disturbed by the gravel operation and preserves the rest.
- The project is primarily housing and of a density that should allow for more than adequate protection of nearby water-based resources. The existing woods will also be retained.
- The project contains a variety of housing types and prices.
- The project provides a limited commercial facility.
- The site plan provides river access for boats, tennis courts, swimming pools, and walking paths.
- The site plan provides for efficient use of the parcel.
- The plan preserves an existing archeologically significant site.
- The concentration of units around public open space, in the area well separated from the existing single family homes, should not detract from the ecological or visual quality of the development or the town in general.

B-1

2. APPLICABILITY

- The site plan appears to meet all the requirements of the Applicability section of the ordinance.

3. PERMITTED USES

- The site plan meets the requirements for housing types, percentages of rental units, and affordable units.
- The commercial development proposed for the site meets the 4,000sf limitation.
- The private recreation facilities meet the use restrictions of the ordinance.

4. DIMENSION AND AREA REQUIREMENTS

- The site plan meets the requirements for applicability to the entire area within the PUD District.
- The planned density is below the limit of 7 units per developable acre of land within the District. The developable area, defined as the total area less wetlands, and the total area within the District includes all land (including the MWRA land) within district boundaries.
- The planned floor area ratio is below the limit of 32% of developable land within the District.
- The planned ground coverage is below the limit of 40% of land within the District. The planned ground coverage of the commercial area and associated parking is below the limit of 2% of land within the District.
- The setbacks from property lines and other districts, as well as the separation between buildings, meets or exceeds the requirements of the ordinance.
- All proposed buildings are below the maximum height requirements of the ordinance.
- The final spacing of buildings and landscape can optimize solar orientation within the intent of this plan. Specifics must be refined in later phases of the design.

5. OPEN LAND REQUIREMENTS

- The wetlands identified on the plan are incorporated into the project open space.
- The common open space indicated on the plan meets the minimum regulation requirements and is appropriately shaped and sufficiently large to accommodate park, passive recreation, or conservation use in a more developed plan.

6. OWNERSHIP OF COMMON AREA REQUIREMENTS

- The ownership will be designated in later phases of the process, when the exact configurations of the Common Areas are determined.

B-2

2. APPLICABILITY

- The site plan appears to meet all the requirements of the Applicability section of the ordinance.

3. PERMITTED USES

- The site plan meets the requirements for housing types, percentages of rental units, and affordable units.
- The commercial development proposed for the site meets the 4,000sf limitation.
- The private recreation facilities meet the use restrictions of the ordinance.

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6. OWNERSHIP OF COMMON AREA REQUIREMENTS

- The ownership will be designated in later phases of the process, when the exact configurations of the Common Areas are determined.

B-3

7. PARKING AND LOADING REQUIREMENTS

- The exact configuration of site parking and loading will be designated in later phases of the process.

8. PUD SPECIAL PERMIT DOCUMENT REQUIREMENTS

- The streets and ways within the project are shown on the plans.
- The locations of the open spaces within the project are shown on the plans.
- The lot boundaries within the project are shown on the plans.
- The unit density within the project is shown on the plans. The unit sales per month have not been indicated.
- The development phases have not been precisely indicated and should be resolved in the next phase of the review process.
- The location of the commercial establishment has been shown on the plans.
- The development timetable is not indicated on the plans.
- The off-site traffic improvements are not indicated on the plans.
- Land sale instruments are outside the scope of our review.

9. PRELIMINARY DEVELOPMENT PLAN

- We have not reviewed the formal submittal of the preliminary development plan.

10. PLAN REVIEW COMMENTS

We have met separately with the developer, the Board and the design review committee and we have the following suggestions for modifications to the plan:

- Increase the density at the core of the project and decrease the density at the west loop south of the MWRA property and at the periphery of the project (to the west of the boat launch and east of the power lines)
- Move the main entry road west at the 400' well setback line to allow for an uninterrupted row of units from the start of the development to the densest core of the project.
- Relocate the retail area to the densest core area.
- Add a road, alley, or fire lane, parallel to, and southeast of the main road, to provide a second access from the western loop to the southern rental area.
- Vary the housing types north of the MWRA property.
- Consider a pedestrian/bike access from the new end of Derby Street into the project.
- Consider locating the tennis courts adjacent to the MWRA fencing.
- Add a third road connection over the MWRA property at the west end of the project (contingent upon MWRA approval).
- Add sidewalks to both sides of the roads that cross the MWRA property (contingent upon MWRA approval).
- Relocate the MWRA access easement from Meadow Street to follow planned roadways, and add housing in the area of the present easement (contingent upon MWRA approval).

B-4

We have very much enjoyed working with you, the board, Jay, and the design review committee to further the progress of this project. We look forward to assisting you in the future.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tom Ryan', with a stylized flourish extending to the right.

Thomas R. Ryan ASLA
Principal

B-5

Exhibit C



SEA Consultants Inc.
Scientists/Engineers/Architects

March 31, 2003

Ms. Helen Lemoine, Chair Framingham Planning Board
150 Concord Street
Memorial Building
Framingham, MA 01702-83802

RE: The Villages at Danforth Farms
S E A Reference No.: 2002448.01-A

Dear Ms. Lemoine:

S E A Consultants has provided peer engineering review services for the aforementioned project with regards to the water supply/distribution, wastewater collection/transport, and town owned well field environmental considerations. This letter report summarizes the proposed development requirements, infrastructure upgrades, and measures required to mitigate the impact of the development's activities on the Town. The report summarizes previous submittals and meetings with the Town, S E A, and the developer, National Development.

Specific documents used as part of the creation of this report include sewer plans dated January 3, 2003, and water improvement schematics submitted by the developer, and reports developed by others as part of the well investigation and environmental remediation efforts on the site. The proponent, National Development, Department of Public Works and Engineering Department personnel, and S E A met on Friday March 28, 2003 to discuss the details of the project. The issues described herein represent a review of the current subdivision plans dated January 3, 2003. No detailed plans of the development utilities have been provided at this point. These details shall be reviewed as definitive plans become available.

1. Wastewater Facilities

A. Description

i. Offsite Improvements

The proponent is proposing to convey all the development's wastewater, estimated at 170,000 gallons per day average daily flow, through an upgraded gravity sewer on Meadow Street, down Hillside Street, and crossing over to the Danforth Street (new) bridge in the Sudbury River valley. The new offsite sewers will increase capacity for the development's flows and renew the sewers. The connection to the Framingham sewer system will occur at the end of Meadow Street, although the upgraded sewers extend about 2500 feet further into the Town's sewer system. The development relies upon several existing sewer pipes and a town wastewater pumping station to convey its wastewater to the MWRA facilities at Arthur Street. The Town facilities include sewers on Mechanic Street, Concord Street, and Watson Place as well as the Saxonville wastewater pumping station and force main.

The new offsite sewer upgrades include the Meadow Street sewer, which will be replaced and lowered by approximately 7 feet along Meadow Street to allow a portion of the development to be connected directly to the gravity sewer. The lowered municipal sewer

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C-1

will allow two other local sections of the sewer system to be reconfigured to allow wastewater from several houses along Hillside and Meadow Street to be serviced by the new sewer and reduce total sewer flows from the area to the Concord Street siphon.

As previously stated, the improved municipal gravity sewer system is proposed to cross the Sudbury River via the new Danforth Street Bridge. The proposed sewer has been raised to cross at an elevation greater than 129 Feet. The raised sewer profile serves two purposes, one to raise the sewer above the flood elevation and second, to decrease the aesthetic disturbance caused by the suspended gravity sewer pipe.

Another connection to the Derby Street sewer is required to connect several single family homes that are planned for development at a later stage. These residences are proposed to use several existing Town sewers ultimately discharging to School Street, Concord Street, and the Saxonville wastewater pumping station.

ii. Onsite Systems

The proposed system to provide sewer service in the development is a gravity sewer system with a wastewater pumping station. With the negative attributes associated with the installation of a sewage pumping station, at our request, the proponent's engineer, VHB, analyzed two other sewer alignments and depths to provide sewer service to the property on gravity basis only. The two analyzed alternatives did not eliminate the need for a pump station. Also, we have assessed the feasibility of servicing the site completely by a gravity sewer system. We determined that this couldn't be accomplished on the site of the proposed development for two reasons. The elevation of the land around the MWRA aqueduct is lower than the influent sewer to the Saxonville pumping station and the aqueduct structure itself presents a barrier to installing sewers for part of the site. Thus, the development remains as originally proposed with a single wastewater pump station to convey sewage to the municipal system on Meadow Street. This appears to be the most logical and feasible option.

B. Final Definitive Plan Submittal Requirements

- The existing sewer mains on Meadow and Hillside Streets shall be properly plugged and abandoned after all existing house service connections are made to the new pipe. Properties along the route of the new sewer that are not serviced by the sewer and/or have not been developed will receive sewer service laterals to the property line. The final project will receive trench patch and complete curb-curb pavement overlay. Cold-planing will be provided in areas to maintain proper drainage and curb reveal.
- The final design will require details of onsite improvements, using design standards and details consistent with Town standards, approved projects and applicable codes. Peer review consultants at the developer's cost will provide further reviews.
- All new sewers shall be tested in accordance with ASTM requirements, including field testing for deflection, vacuum, and pressure of installed infrastructure.
- The existing gravity pipe proposed for replacement on Hillside Street

exceeds the normal slope criteria for gravity sewers. The definitive off-site mitigation plans will incorporate drop manholes to reduce sewage velocities. Also the manhole located at the bottom of the slope will require special construction consideration to minimize the turbulence generated at the change in sewer flow.

- Preliminary schematics for odor and corrosion control equipment were provided on the plans and still need to be detailed. The wet well design will similarly require detailed design before formal approval for construction. Also, an operation and maintenance (O&M) manual shall be developed to address chemical applications and sulfide mitigation under varying conditions.
- Sewer monitoring at the force main discharge location from the development for hydrogen sulfide shall be required. Remote monitoring of the gas levels at an on-site data information center shall be provided. The gas monitoring will ensure the development is not increasing the level of odor and corrosion at the point of discharge to the local sewer system.
- The offsite sewer improvements shall include internal sewer inspection of the existing sewers not proposed for upgrade to ensure that assumptions concerning the reuse of specific pipes are consistent with the long-term use. Although on a theoretical basis these sewers appear to have capacity, it is imperative that the additional wastewater volumes do not overburden the Town's sewer system and cause overflows and backups.

C. Covenant Agreement

The Framingham collection system and DPW need to be protected from damage and expenses as a result of the addition of the development's sewer system. The agreement should include limits on the quality and quantity of sewage from the development including limits on inflow and infiltration volumes from the development's sewer system. It should also include detailed language and protections requiring minimum operation and maintenance regimens, contingency plans, and indemnification of the Town from the failure of the development to maintain facilities.

D. Mitigation

The Town is currently in the midst of a comprehensive study to develop a master plan of the sewer system and provide a long-term capital improvement plan. When complete, the plan will address several aspects of the sewer system and mitigate common problems in the sewer such as infiltration/inflow (leaks), inadequate capacity, and odors and corrosion. The study fulfills part of an agreement between the Town and the MWRA requiring the Town to mitigate the sulfide generation in its sewer system, while allowing the Town ample time to comprehensively mitigate the system through short-term techniques (operation and maintenance regimens and chemical addition) and create a long-term, sustainable solution to the odor and corrosion problem in the Town's sewer system through changes in the configuration of the wastewater collection system.

The area of the Town that the proposed development lies in is tributary to the Saxonville pumping station. This area has consistently exceeded the municipal limit of 0.3 mg/l of sulfides that the MWRA has imposed. Prior studies have identified this area as one of the largest contributors of sulfide in the Framingham sewer system, due largely to the length and size of the force main from the pumping station. Although the wastewater collection system proposed for installation by the developer will include systems to mitigate and eliminate the creation of sulfide in the on-site wastewater collection system, it is clear from our prior wastewater studies that the overall configuration of the Town system contributes to the odor and corrosion problems. The wastewater studies also established a clear link between wastewater pumping stations and the creation of sulfide. This creation of sulfide is exacerbated in conditions where the configuration of the collection system uses pumping stations in series (pumping stations discharging to systems that require other pumping stations to convey the wastewater to the MWRA). It is essential that the proposed development, which contributes additional flows to the pumping station, also proportionally contribute to mitigation of this problem.

The proposed development has been calculated to increase the loadings to the Saxonville Pumping Station by approximately 10%. Although the sewage from the development must be free from odor and corrosion causing substances at the point where it discharges to the Town's system, this does not eliminate the creation of additional sulfide in other downstream Town facilities. Specifically, the Saxonville pumping station has been identified to contribute fully one half of the total sulfide discharged to the MWRA facility at Arthur Street. We have estimated the total project cost for structural reconfiguration of the sewer to reduce the sulfide generated by the Saxonville pumping station to be \$10,000,000. This cost includes preliminary studies, detailed design of new sewer facilities, permitting, construction, and administration of the project. The project is likely to take approximately 5 years to complete.

Therefore the proponent should contribute a proportionate amount of funds to mitigate the additional sulfide from the development. A suggested use of the funds is as follows:

- The Town is implementing a strategy to reduce the number of sewage pumping stations in the collection system. This meets the Town's goal of creating a more efficient and less labor-intensive wastewater collection system, while reducing the potential for sulfide corrosion. We have identified the Lakeview sewage pumping station as a potential candidate for removal from the system. The proponent should be required to remove this pump station from the Framingham sewer collection system. The removal of this pump station will serve to provide a net decrease of sulfide generation within the local Framingham wastewater collection system. The pumping station is located within the same wastewater sub-basin (Saxonville area) as the development. The station has reached the end of its useful life and is scheduled for upgrade or removal. Preliminary analysis of the area topography and sewer system profile indicate the station can be removed and connected with a deep-cut gravity sewer along Chouteau Avenue.
- Additionally, the proponent should be required to contribute towards the long-term capital improvement plan established for the Saxonville pumping station. The project will determine and implement the optimal sewer configuration to meet the long-term needs, while reducing the sulfide generated in the sewer

system. This work will include detailed sewer mapping, monitoring, evaluation, design, permitting and ultimately construction.

The additional flows in the collection system, as proposed by the developer, will require additional operation and maintenance procedures to be performed by the DPW to ensure the constant flow of sewage without interruption in service. Any interruption in service will impact the Framingham residents through the overflow of sewage on Town roads and backups into homes. To support the additional operation and maintenance requirements the developer shall make a contribution towards the purchase sewer-cleaning equipment. The sewer-cleaning equipment shall also enable the DPW to clean other facilities, such as siphons and pump station wet wells that will be impacted by the development and reduce other sources of sulfide in the Town. These cleaning tasks are required to mitigate sulfide as a requirement of the Town's agreement with the MWRA.

The proponent will be responsible to pay the Town infiltration and inflow fee of \$4.25 per gallon of flow contributed to the system.

E. Future Permitting Requirement

A project of this size and magnitude can have long-term impacts, especially if substandard construction materials and practices are employed. The Town shall review all design submittals and inspect all sewer utility construction. These ongoing services shall be paid for by the developer until the system is completed. These services will be required as part of future Town permitting requirements.

2. Water System

A. Description

i. Offsite Improvements

The project developer has proposed several upgrades to existing Town water pipes to service the development. The specific upgrades are located on sections of Old Connecticut Path, Riverpath Drive, and Danforth Road. The upgrades consist of the replacement of the existing 6-inch water main with a new CLDI 8-inch main for a total of approximately 2500 feet.

B. Final Definitive Plan Submittal Requirements

- The existing 6-inch mains shall be properly abandoned after all existing house services and hydrant connections are made to the new pipe. Properties along the route of the new pipes that are not serviced by the new water main and/or have not been developed shall receive water services with curb-boxes to the property line. The final project shall receive trench patch and complete curb-curb pavement overlay. Cold-planing will be provided in areas to maintain proper drainage and curb reveal.
- Looping of onsite water systems will be incorporated into the final design.
- The final design will require details of onsite improvements, using design

standards and details consistent with Town approved projects and applicable codes. Peer review consultants at the developer's cost will provide further reviews.

- Air release valves shall be installed at selected high points in proposed water main.
- New water mains shall be ductile iron and disinfected and pressure tested in accordance with AWWA standards.
- All valves shall be resilient wedge gate valves.
- A connection on Meadow Street instead of Hialeah Lane is preferred. Greater distance between connection points more evenly distributes demand loads and decreases the risk of impacts to service in the event of a localized shutdown. Additionally, the sewer work proposed on Meadow Street will require disturbance to existing utilities for installation and the water mains may require replacement at that time.

C. Covenant Agreement

The Framingham water supply and distribution system and DPW need to be protected from damage and expenses as a result of the addition of the development's water distribution system. It should also include detailed language and protections requiring minimum operation and maintenance regimens, contingency plans, and indemnification of the Town from the failure of the development to maintain its facilities.

D. Mitigation

- Water Demands. The proponent is making limited upgrades to the off-site local water distribution system. Although these upgrades appear to mitigate the impacts of the additional water usage of the development, this was only estimated on a limited desktop basis. Computerized water system modeling should occur during the assessment of a development of this size. The developer shall contribute funds towards the development of a water system model.
- The Town will be responsible for the installation of the town-owned water main on Riverpath Drive. The installation shall take place prior to the roadway resurfacing; the proponent will be responsible for complete refurbishment of the roadway surface at no cost to the Town.

E. Future Permitting Requirement

A project of this size and magnitude can have long-term impacts, if substandard construction practices are employed. The Town shall review all submittals and inspect all water utility construction. These ongoing services shall be paid for by the developer until the system is completed. These services will be required as part of future Town permitting requirements.

3. Water Supply

A. Description

The proposed development site is located adjacent to an existing Town-owned well field. A portion of the site currently falls within the Zone 1 wellhead protection area, which is defined as the land encompassed by a 400-foot radius circle from the existing withdrawal (wellhead). The developer has agreed to provide a conservation restriction for the Zone 1.

Storm water discharges are generated by runoff from land and impervious areas such as paved streets, parking lots, and building rooftops during rainfall and snow events that often contain pollutants in quantities that could adversely affect water quality.

Additionally, several site activities that have occurred in the last 60 years have impacted the surface of the site within the Zone 1 and 2 areas. Most recently, the landowner permitted the staging of an underground water distribution tunnel construction project and the disposal and storage of mined materials. These materials may decrease the recharge of water into the Zone 1 and the composition of the materials may impact the water quality. The developer has committed to removing these materials and replacing the soil with approved material within the Zone 1.

Other past site activities have led to releases of pollutants such as the perchloroethylene (PCE) and introduced other undetermined impacts on the property. This includes the use of the land for airport roadway materials testing and underground storage tanks for various purposes.

B. Final Definitive Plan Submittal Requirements

- Signage shall be placed at 100-foot intervals along the 400-foot Zone 1 well head protection area to warn residents of restrictions on the use of the area. Where the Zone 1 radius meets the established property line, signage shall continue at 100-foot intervals along the common property line between the development and the PUD.
- No staging of construction materials and equipment may occur within the Zone 1 wellhead protection area.
- All soils brought on site shall meet established usage and contact regulations according to the Massachusetts Contingency Plan. Soils brought in for the Zone 1 wellhead protection area shall be approved by the DEP and DPW as a condition of the conservation restriction.
- Storm water management BMPs shall be detailed and all discharge points shall be located as far as practicable from the well site and none shall be discharged within the Zone 1.
- Sub-basins within a construction zone shall meet 80% removal of total suspended solids (TSS) prior to discharge of storm water to a receiving body. The proponent must indicate the projected TSS removal rate for each sub-basin. The Town should be provided with this information

during subsequent review.

- The developer, as part of the build-out of the property, shall locate, remove, and document the abandoned storage vessels and other sources of potential sources of contamination.
- The developer shall not locate any irrigation wells within 800-feet of the well site.

C. Covenant Agreement

The covenant shall include minimum operation and maintenance requirements, consequences for failures to meet the requirements, and BMPs for the PUD for the prevention of water supply contamination. Limitations shall include the application of fertilizers, chemicals, and other landscaping features and the handling of run-off from landscaping, vehicle maintenance, and storm water.

The proponent's best management practices (BMP's) will require careful review to ensure that the Birch Road wells and other site resources are not adversely affected by storm water discharges. Framingham should require the opportunity to inspect storm water best management practices (BMP's), including construction-phase erosion and sedimentation controls in order to provide for adequate protection of the Birch Road well field. The developer should finalize an agreement relative to construction-phase inspection personnel and procedures during activities that have the potential to adversely impact the well field.

D. Mitigation

The developer shall provide documentation to the Town for all soil sources proposed for use on-site during construction including independent verification testing. This is required to protect the wells from contamination due to the use of substandard soil materials. The costs of this program shall be borne by the developer.

4. Value of Mitigation

The total value of mitigation for sulfide, wastewater flows, and water system impacts is \$1,200,000. These funds should be distributed to the DPW for the appropriate mitigation of the developments impacts on these systems. We suggest the funds be allocated in the following manner:

- Sulfide Mitigation	\$1,125,000
Sewer Cleaning Equipment	
Lakeview pump station removal	
Saxonville long-term improvements	
- Water System Modeling	\$ 75,000

5. Implementation

The off-site improvements to the water and sewer systems must be completed prior to the issuance of the first occupancy permit. The off-site improvements include; the upgrade of the sewer system on Meadow Street, Hillside Street and Danforth Road; the upgrade of the water lines on Old Connecticut Path, Riverpath Drive, and Danforth Road. Integral to the issuance of these permits is the construction oversight of the off-site and on-site infrastructure.

The funds for the sewer cleaning equipment and water system modeling shall be provided to the Town prior to issuance of necessary permits for the construction of off-site improvements. These improvements, estimated at \$335,000 are to be paid by January 1, 2004 or at such time as the issuance of a building permit.

The funds for pump station removal, estimated at \$500,000, are due January 1, 2005 and Saxonville long-term improvements for off-site sulfide mitigation must be distributed to the DPW January 1, 2006. The distribution of these funds is not to occur prior to the issuance of a building permit.

6. Comprehensive Covenant Agreement

Although specific covenant agreement considerations were identified above, there are several other areas that should be considered when producing a comprehensive covenant agreement. A project of this complexity and magnitude requires a comprehensive covenant agreement to establish clear lines of rights and responsibilities. The agreement should provide indemnification to the Town for services required by the development and cost recovery for services provided by the Town during emergency conditions. The agreement must also cover issues covering the operation and maintenance of private facilities and provide protection to offsite Town resources. The following items represent a partial list of needs for an agreement for the development.

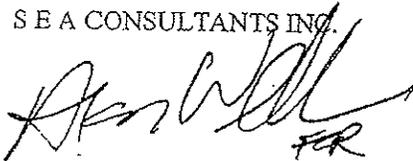
- Wastewater systems operation and maintenance.
- Water facilities operation and maintenance.
- Water and wastewater billing.
- Water supply protection.
- Roadway maintenance. Snowplowing, sanding, repairs.
- Solid waste, yard waste, and recycled materials; collection and disposal.
- Landscaping maintenance.
- Property appearance.

Ms. Helen Lemoine
March 31, 2003
Page 10

Further reviews of the PUD plans may be required as the project becomes finalized. If you have any questions please feel free to contact me at (617) 498-4678.

Respectfully yours,

S E A CONSULTANTS INC.



Stephen H. Geribo, P.E.
Senior Vice President

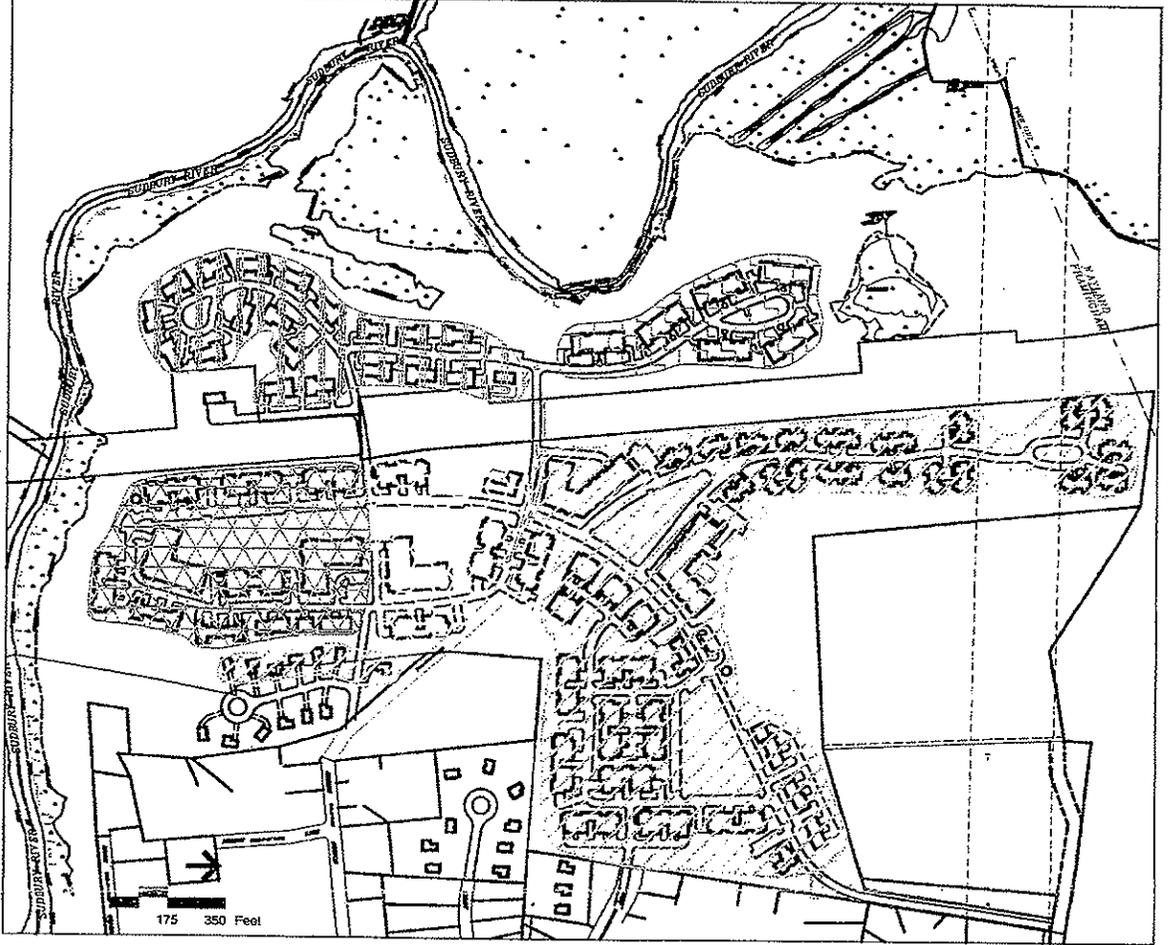


Paul Brinkman
Senior Project Engineer

cc: Mr. Jack O'Neil, National Development, 2310 Washington Street,
Newton Lower Falls, MA 02462
Mr. Douglas Straus, National Development
Mr. Michael Tucker, VHB, Inc., 101 Walnut Street, P.O. Box 9151,
Watertown, MA, 02471-9151
Mr. Peter Sellers, Town of Framingham
Mr. Abdul Alkhatib, Town of Framingham
Mr. John Bertorelli, Town of Framingham
Mr. Jay Grande, Town of Framingham
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PUD Phasing Chart

Phase	Construction		Traffic Mitigation	Utility Mitigation
	START	FINISH		
PHASE I 331 UNITS  140 RENTAL UNITS 17 ATTACHED VILLAS 167 AGE-QUALIFIED UNITS 7 SINGLE FAMILY HOMES	03/04	02/07	<ul style="list-style-type: none"> • OLD CONNECTICUT PATH AT WEST PLAIN STREET • CONCORD STREET AT SCHOOL STREET • OLD CONNECTICUT PATH AT RIVERPATH DRIVE • OLD CONNECTICUT PATH AT DANFORTH STREET • OLD CONNECTICUT PATH AT HAMILTON STREET 	<ul style="list-style-type: none"> • OFF-SITE SEWER IMPROVEMENTS • OFF-SITE WATER IMPROVEMENTS • SULFIDE MITIGATION COMMENCEMENT
PHASE II 117 UNITS  117 MULTI-FAMILY UNITS	03/07	02/10	<ul style="list-style-type: none"> • MCGRATH SQUARE • SCHOOL STREET AT HAMILTON STREET • OLD CONNECTICUT PATH AT SCHOOL STREET 	<ul style="list-style-type: none"> • ONGOING SULFIDE MITIGATION
PHASE III 188 UNITS  14 TOWNHOUSES 10 ATTACHED VILLAS 164 MULTI-FAMILY UNITS	03/10	02/13		<ul style="list-style-type: none"> • ONGOING SULFIDE MITIGATION
PHASE IV 24 UNITS  24 TOWNHOUSES	03/13	02/14		<ul style="list-style-type: none"> • ONGOING SULFIDE MITIGATION
PHASE V 38 UNITS  38 DUPLEXES	03/14	02/15		<ul style="list-style-type: none"> • ONGOING SULFIDE MITIGATION

698 TOTAL PUD UNITS

Exhibit D

March 31, 2003

PUD Phasing Plan

The Villages at Danforth Farm
 Framingham, MA