

**TOWN OF BEDFORD**  
**September 26, 2016**  
**PLANNING BOARD**  
**MINUTES**

A meeting of the Bedford Planning Board was held on Monday, September 26, 2016 at the Bedford Meeting Room, 10 Meetinghouse Road, Bedford, NH. Present were: Jon Levenstein (Chairman), Harold Newberry (Vice Chairman), Chris Bandazian (Town Council), Jim Stanford (Public Works Director), Karen McGinley, Philip Cote, Mac McMahan, Melissa Stevens (Town Council Alternate), Charlie Fairman (Alternate), Rene Pincince (Alternate), Mark Connors (Assistant Planning Director), and Becky Hebert (Planning Director)

I. Call to Order and Roll Call

Chairman Levenstein called the meeting to order at 7:00 p.m. and introduced members of the Board. Rick Sawyer (Town Manager), Jim Scanlon (Alternate), and Alex Rohe were absent. Rene Pincince and Charlie Fairman were appointed voting members. Mr. Connors reviewed the agenda.

II. Old Business - Continued Hearings:

1. Encore Retail, LLC (Applicant), ER Bedford, LLC (Owner) – Request for final site plan approval of ‘Market and Main,’ a 355,708 square foot mixed use development including a cinema, parking garage, retail, office, medical office, hotel, and restaurant uses, with associated access, parking, and site improvements, at 125 South River Road (former Macy’s site), Lot 12-33 & 12-33-1, Zoned PZ. *(Continued from the September 12, 2016 meeting)*

III. New Business: None

IV. Concept Proposals and Other Business:

2. The Bedford Planning Board will hold an informal workshop to discuss general community planning issues.

Mr. Connors stated the applications are complete, the abutters have been notified; it is the opinion of Planning Staff that none of the items are of regional impact and the agenda is ready for the Board’s acceptance.

**MOTION by Councilor Bandazian to approve the agenda as presented. Vice Chairman Newberry duly seconded the motion. Vote taken – all in favor. Motion carried.**

1. **Encore Retail, LLC (Applicant), ER Bedford, LLC (Owner) – Request for final site plan approval of ‘Market and Main,’ a 355,708 square foot mixed use development including a cinema, parking garage, retail, office, medical office, hotel, and restaurant uses, with associated access, parking, and site improvements, at 125 South River Road (former Macy’s site), Lot 12-33 & 12-33-1, Zoned PZ. (Continued from the September 12, 2016 meeting)**

A staff report from Becky Hebert, Planning Director, dated September 26, 2016 as follows:

**I. Project Statistics:**

*Owner: ER Bedford, LLC*  
*Applicant: Encore Retail, LLC*  
*Proposal: Market and Main – a mixed use development*  
*Location: 125 South River Road (former Macy’s)*  
*Existing Zoning: “PZ” –Performance Zone*  
*Surrounding Uses: Retail, Goffe Mill Plaza, Office & Interstate 293*

**II. Project Update:**

*This project was tabled at the September 12, 2016 meeting and the full staff report from that meeting is attached. Below please find the updated information, waivers that were not yet acted on at the first meeting, and a staff recommendation. Aside from the items outlined below, staff is comfortable recommending conditional approval of the site plan. New information in this packet includes the following:*

- *Rational nexus calculation for the fair share roadway contribution;*
- *Excerpt from the original traffic study;*
- *Memo from VHB summarizing traffic impacts and need for offsite improvements;*
- *Waiver request to allow the dumpster for Building J to be within 30 feet of the property line;*
- *Letter from Roll Barresi & Associates regarding the cinema signage and waivers;*
- *Examples of signage and lighting on cinemas;*
- *Inspirational photographs for Building A;*
- *Sketch plans illustrating how the town will access the existing sewer line along the rear property line;*
- *Sketch plan to demonstrate Main Street truck access; and*
- *Tree selection plan.*

**Offsite Improvements and Fair Share Roadway Calculation**

*In addition to the offsite improvements, the Applicant will be assessed a fair share roadway contribution fee which is their proportionate share of the cost of the recent South River Road improvements, which have already been constructed by the Town. It is standard practice to assess this fee as part of new development to recoup the Town’s investment in its road infrastructure. All*

*new projects along the corridor have been charged a fee based on the “Rational Nexus Test Analysis Applicable to Town Road System Improvements.” The fee was determined to be \$175,000 (see attached). The fee is based on the estimated cost of the South River Road corridor improvements which is \$3.4 million. The Applicant may request a credit for off-site improvements that are part of the Town’s current roadway improvement plans. The recommended condition of approval allows for Staff to work with the Applicant to determine the items that may qualify for a credit and the overall amount of the credit (condition #28).*

*VHB has also prepared a memo summarizing the traffic impacts to the South River Road corridor and the proposed offsite improvements to supplement earlier review memos and the September 12<sup>th</sup> staff report.*

#### Waiver Request for Dumpster for Building J

*It was determined that the application needed an additional waiver to Section 327.2.1 of the Land Development Control Regulations (waiver #11), to allow the dumpster for Building J to be located within 30 feet of the rear property line. Staff does not object this waiver as the dumpster will be screened and the abutting property is Interstate 293.*

#### Cinema Signage and LED Lighting

*The Applicant has requested approval of a sign waiver for a high definition LED display band integrated into the proposed canopy of the cinema and a marquee-like vertical blade sign. The LED sign bank would include electronic messaging, where animated moving or flashing signs and changeable reader board signs whether electronic or manual, are prohibited in all zoning districts in Bedford.*

*Staff does not object to the marquee sign, but is recommending that the Board either deny or defer action on the waiver for the electronic changeable copy sign band until the architecture for the cinema (Building C) is finalized. It is not clear how these signs will actually be integrated into the overall design of the building or how visible the sign will be from South River Road. At this point, the Board has not approved the building elevations and the design could change between conceptual and final submittal. It should be noted that other cinemas at similar projects in New England do not have electronic message centers. If the Board decides to defer action on this waiver, they should recommend that additional information be submitted to demonstrate how this waiver is consistent with the purpose statements of the Performance Zone and how this sign is different from other possible settings or uses. If the Board approved this sign without clearly defining the unique circumstances, it may open the door to potential litigation if other property owners in Bedford request similar waivers and are denied (condition #31). Staff is concerned about setting a precedent given the state and federal court decisions on electronic changeable copy signs.*

*Staff would also recommend deferring action on the waiver for the proposed LED light strips on the cinema until the final building elevations are reviewed by the Board.*

#### Building A

*The Applicant has submitted inspirational photographs for Building A, however no additional information has been submitted regarding the signage for Building A. Staff is recommending that the plan be approved with the condition that the signage for Building A be reviewed together with the final building elevations and the Planning Board may require smaller or fewer signs other than what is otherwise permitted by tenant sign guidelines (condition #30).*

*During discussions with the Fire Department this past week, staff has become aware of a potential issue with regards to emergency access to the parking deck. As a condition of approval, the Applicant will need to coordinate with the Fire Department to address any outstanding concerns regarding emergency access to Building A and the parking deck (condition #20).*

### Sketch Plans

*The Applicant has submitted sketch plans to illustrate how the town will access the existing sewer line along the rear property line with a jet/cleaning truck and a second sketch plan to demonstrate truck access off of Main Street. Both plans were submitted to address a technical engineering comments and are currently being reviewed by VHB.*

### **III. Waiver Requests:**

***The Board approved the following waivers at their meeting on September 12<sup>th</sup> meeting (see attached minutes):***

1. *Article 275-62(A) (Table 3) of the Zoning Ordinance, to allow approximately 84% impervious coverage where 75% impervious coverage is permitted.*
2. *Article 275-62(A) (Table 3) of the Zoning Ordinance, to allow the following structure setbacks where a ratio of 1:2 is required for the front setback and 1:1 for the side setback:*
  - a. *Building A: To allow a front setback of 14.8 feet where 36 feet is required;*
  - b. *Building D: To allow a front setback of 20.7 feet where 60 feet is required;*
  - c. *Building J: To allow a rear setback of 19.5 feet where 73 feet is required;*
  - d. *Parking Deck (adjacent to building A): To allow a front setback of 8 feet where 24 feet is required and a side setback of 4 feet where 12 feet is required; and*
  - e. *Parking Garage: To allow a side setback of 4 feet where 20 feet is required.*
3. *Article 275-68 (B) (Table 6) of the Zoning Ordinance, to allow additional freestanding site signage as presented in the Applicant's Site Signage Package with the condition that the background of the site signs will be opaque in accordance with Town of Bedford guidelines.*
4. *Article 275-68 (B) (Table 6) of the Zoning Ordinance, to approve the tenant guidelines for tenant signage as has been presented by the Applicant with a deferral of a decision on Building A, subject to submission of additional information by the Applicant on Building A.*
5. *Section 326.3.1 of the Land Development Control Regulations, to allow the overhead utility line along Upjohn Street to be extended approximately 40 feet into the site.*

***The Board will need to take action on the following waivers (please see the attached letter from TF Moran):***

6. *Article 275-69 of the Zoning Ordinance, to allow light trespass in excess of 0.1 foot candles in a few locations along the perimeter of the site.*
7. *Article 275-69 of the Zoning Ordinance and to allow up-lighting in the form of LED light strips on Building C as part of the cinema façade.*
8. *Article 275-63 (E) of the Zoning Ordinance, to allow relief from the following landscape standards:*
  - a. *Article 275-63 (E)(2 & 3), Street Tree and Front Landscape Strips, to permit a street tree landscape strip and front landscape strip that is narrower than what would be required (30') and to plant fewer trees than what is required.*
  - b. *Article 275-63(E)(4&5), Side and Rear Landscape Strips and Exterior Pavement Landscape Strips, to permit narrower side, rear, and exterior pavement landscape strips and to allow for the planting of trees in the side landscape strip that are less than half the building height. The required trees adjacent to buildings H & J would need to be 34 feet tall.*
  - c. *Article 275-63(E)(6), Interior Pavement Landscape Strips, to allow up to a 3.5 foot width of the interior landscape areas and to permit the use of more shrubs, perennials and grasses in lieu of tree plantings. With this waiver, the site does comply with the minimum 5% interior landscape areas.*
  - d. *Article 275-63(E)(8), Screening of Unsightly Features, to allow some of the loading areas not to be screened.*
9. *Article 275-68 and Article 275-73(L) to permit a high definition LED display band integrated into the proposed canopy of the cinema with electronic messaging where animated moving or flashing signs and changeable reader board signs whether electronic or manual are prohibited in all zoning districts.*
10. *Article 275-68 to permit a marquee-like vertical blade sign for the cinema.*
11. *Section 327.2.1 of the Land Development Control Regulations, to allow the dumpster for Building J to be located within 30 feet of the rear property line.*

***IV. Staff Recommendations:***

***Should the Board feel they have sufficient information on the traffic, landscaping, and other aspects of the plan the following recommendations are provided. If the Board feels additional information or discussion is required regarding the offsite improvements or other aspects of the plan, then the project should be tabled to the October 10, 2016 meeting.***

***The Planning Board needs to vote on whether or not to grant the waivers from the Bedford Zoning Ordinance for Articles 275-69, 275-68, 275-73(L), 275-63(E)(2&3), 275-63(E)(4&5), 275-***

63(E)(6), 275-63(E)(8), and the Land Development Control Regulations, for Section 327.2.1 as previously described.

***The Planning Board grant final site plan approval for the redevelopment of the Macy's site, ER Bedford, LLC (Owner), 125 South River Road, Lot 12-33, Zoned PZ as shown on plans by T.F. Moran last revised September 2, 2016 with the following precedent conditions to be fulfilled within one year and prior to plan signature, and the remaining conditions of approval to be fulfilled as noted:***

1. Any waivers granted by the Planning Board shall be noted on the plans.
2. Any outstanding engineering review fees shall be paid to the Public Works Department.
3. The NHDES Alteration of Terrain and Sewer Discharge Permits shall be obtained and permit numbers noted on the plan.
4. The Planning Director and the Public Works Director shall determine that the applicant has addressed all outstanding technical review comments to the Town's satisfaction.
5. A performance guarantee in an amount approved by the Town for onsite maintenance of erosion and sedimentation controls shall be placed on file.
6. Arrangements will be made with the Planning Department regarding payment and coordination of third party inspections.
7. The Planning Director shall review and approve the color of the stamped concrete parking lot and crosswalks.
8. The off-site improvement plan shall be revised to address all outstanding technical comments to the satisfaction of the Public Works Director and Planning Director. The offsite improvements as shown on the plan prepared by TF Moran, dated September 2, 2016 shall be completed prior to issuance of the first certificate of occupancy for any building onsite.
9. The plans shall be revised to the satisfaction of the Public Works Department to accommodate access for the maintenance of the existing sewer line with a cleaning/jet truck.
10. The Upjohn Street sidewalk shall be revised to include granite curbing.
11. The Applicant shall provide documentation that NHDOT has approved the proposed offsite improvements.
12. A letter from Manchester Water Works stating that they will be able to serve this project shall be submitted to the Planning Department.
13. The Public Works Director and Planning Director shall review and approve a traffic control plan to demonstrate how access will be maintained to the Goffe Mill Plaza, Carrabba's and the existing properties off of Upjohn Street during all phases of construction.
14. The Applicant shall provide an Easement Plan and the following easement documents along with the necessary recording fees:
  - a. Proposed extension of existing access easement for the benefit of Lot 12-32;

- b. Proposed temporary construction easement on Lot 12-32 for the benefit of Lot 12-33;*
  - c. Existing grant of easement to PSNH and New England Telephone Company shall be extinguished;*
  - d. Existing limits of protected area for Carrabba's lease shall be extinguished;*
  - e. Relocation of existing sewer easement to the Town of Bedford on Lot 12-33;*
  - f. Proposed easement for overhead utilities on Lot 12-34 for the benefit of Lot 12-33;*
  - g. Existing Manchester Gas Company easement shall be extinguished;*
  - h. Proposed overhead utility easement for the benefit of Lot 12-34;*
  - i. Proposed relocation of the existing sewer easement to the Town of Bedford on Lot 12-33; and*
  - j. Existing storm sewer easement to the Town of Bedford shall be extinguished.*
- 15. The Applicant shall enter into a private agreement with the owner of Coldstream Office Park (Lot 12-30) for the proposed modifications to their driveways as shown on the offsite improvement plan.*
- 16. The South River Road/Upjohn Street intersection shall be revised to the satisfaction of the Public Works Director and Planning Director to sufficiently discourage illegal left turns onto South River Road.*
- 17. The Applicant shall provide an on-site office and dedicated parking space for the Bedford Police Department and shall coordinate with the Police and Fire Department to address land mobile radio (LMR) communication needs in Building C and the proposed parking garage to provide adequate coverage for emergency response.*
- 18. The Applicant shall provide a Maintenance Plan for the proposed stormwater treatment system, such plan shall be reviewed and approved by the Public Works Director and Planning Director and shall include with requirements for reporting maintenance activities to the Town.*
- 19. The Applicant shall submit a snow removal plan for the site which shall be reviewed and approved by the Public Works Director and Planning Director.*
- 20. The Applicant shall coordinate with the Fire Department to address all outstanding concerns regarding emergency access to Building A and the parking deck.*
- 21. A construction phasing plan shall be reviewed and approved by the Planning Director.*
- 22. Prior to a building permit being issued, the Applicant shall provide retaining wall design drawings (stamped by a licensed structural engineer) to the Town for proposed retaining walls 4 feet high or greater.*
- 23. Prior to commencing any work in the public right-of-way, a financial guarantee in an amount approved by the Director of Public Works for all public improvements shall be placed on file.*
- 24. Prior to any construction occurring, a pre-construction conference will be held with the Planning, Fire, Building, and Public Works departments.*

25. *Prior to a building permit being issued for any of the buildings, the exterior building elevation drawings shall be reviewed and approved by the Planning Board.*
26. *Prior to each building permit being issued, a sewer permit shall be obtained.*
27. *Prior to the issuance of a certificate of occupancy for each building, the sewer accessibility fee shall be paid.*
28. *Prior to the issuance of a certificate of occupancy for the first building, payment of the fair share road contribution shall be made to the Department of Public Works, if a credit for offsite improvements is requested, the amount determined eligible for a credit shall be approved by the Public Works Director.*
29. *Prior to the issuance of a certificate of occupancy for any building, all site improvements in each phase shall be completed.*
30. *The signage for Building A shall be reviewed together with building elevations and the Planning Board may require smaller or fewer signs that what is otherwise permitted by tenant sign guidelines.*
31. *Action on the waiver for the LED light strips and electronic LED display band integrated into the proposed canopy of the cinema and a marquee-like vertical blade sign also with electronic messaging shall be deferred until such time the architecture for Building C is reviewed by the Planning Board.*

Ms. McGinley recused herself from this application.

Chairman Levenstein stated this is a continuation of this application that we discussed at the September 12, 2016 Planning Board meeting.

Present were Chris Rice, T. F. Moran, Bob Duval, T. F. Moran, Terry Robinson, Encore, Laura Homich, PCA Architect, Andrew Barresi, Roll Barresi & Associates for signage design, and Attorney Steve Grill, Devine Millimet.

Mr. Rice stated as you may recall, we were here a couple of weeks ago for the main bulk of the presentation but we ran into some time constraints and some items were tabled until tonight's discussion.

Mr. Rice stated at the last hearing we did have some waivers approved. I will run through them quickly: The impervious coverage to allow 84 percent, structure setbacks were approved, site signage to allow the free standing site signs per the site signage package that we presented, with the condition that the background of site signs will be opaque, the tenant guidelines for tenant signage were approved, with the exception of Building A, and the overhead electric waiver was approved. I did want to note that because it only notes that it is for the overhead electric portion that is along Upjohn Street; there was also a small portion of overhead electric that is up in the left corner that is coming from where the service was serving Macy's, that one small piece also had to be overhead. I wasn't sure if that was tied into the approval of the waiver at the last hearing or if we needed a new motion, but I just didn't want that to be lost in the discussion. Chairman Levenstein responded I believe that was all one waiver request. Is that right? Ms. Hebert stated I think it was.

Mr. Rice stated the goals for this evening are we wanted to give you an update on a couple of site plan updates that we have made as a result of working with staff on a couple of the engineering review comments that we have received, go through the remaining waivers, and then hopefully a conditional site plan approval.

Mr. Rice continued starting with the site plan updates: There are two sketches for the Town. The first one was to address a comment relative to sewer access. There are a couple of sewer manholes at the rear of the property, which will need to be maintained from time to time. We had originally proposed a small gravel access drive to approximately the location indicated, and in discussions with DPW we agreed to provide an easier route for them to access all three of them without really having to turn around behind the building. We have provided this sketch to staff and it is our understanding they have sent it to their vendor who does the jet-vacating to make sure that this addresses all of their concerns. We do believe that it will. The second sketch that we provided had to do with truck access. There was some concern about trucks entering on Upjohn Street and for us to accommodate that; for the larger size vehicles we would have needed to cut back a portion of the median. As a result, we have shown a main truck route coming up the main entrance drive and making a right-hand turn between Building D and the existing Carrabba's building and then turning left onto Upjohn Street. That sketch has also been provided to staff for their use. Chairman Levenstein asked so you are not requesting that change at Upjohn Street now? Mr. Rice replied that is correct. There wouldn't be any modifications to the Upjohn Street entrance other than some milling and paving work to repave the road. Chairman Levenstein asked could you please show how the trucks are going to come in? Mr. Rice replied the main truck route would basically come in at the main entrance. If you were going to Whole Foods, you would take a left down Market Street; you could also make a right as shown to get to the rear of Whole Foods or you can come in the main entrance, make a right as shown, and then swing up this way. Going left you can come out Upjohn Street but you can't make a left out of Upjohn Street. If you were heading northbound, you could use Upjohn Street as an exit, but if you are heading southbound, you need to use the main entrance. Chairman Levenstein asked you don't have to make any changes for that right turn? Mr. Rice replied that is correct. That was pretty much it for the site changes, other than there was one comment in the recent staff memo that dealt with some Fire Department concerns. I met with the Fire Department last week; I think we have that worked out. It was just a clarification. Basically on our initial plan we had shown a truck movement in the area of the Building A parking deck, which was as shown. Originally it was not a deck but we showed that a truck could make the movement; we then took it off when it became a parking deck because you don't want a tractor trailer on top of that structure. So in discussions with the Fire Department we have agreed to sign that "No Trucks," put a height restriction bar at the entrance, and we did confirm that ambulances would be able to go under that parking deck. We will locate the annunciator as we work with the Fire Department to make sure that is at a location that is amenable to them. Chairman Levenstein asked Ms. Hebert, did we add a condition that they will work things out with the Fire Department? Ms. Hebert replied we do have a condition. Condition 20 addresses Building A and the need to address the Fire Department's concerns regarding emergency access.

Mr. Rice stated I will go through the remaining waiver requests:

- Article 275-69 of the Zoning Ordinance, to allow light trespass in excess of 0.1 foot candles in a few locations along the perimeter of the site.

We are going to have an excess of 0.1 foot candles in some areas along the perimeter of the site. This is pretty typical for a commercial development, we abut other commercial developments, we are encouraging pedestrian traffic, so the extra light we feel is a benefit more than a hindrance.

- Article 275-63 (E) of the Zoning Ordinance, to allow relief from the following landscape standards:
  - Article 275-63 (E)(2 & 3), Street Tree and Front Landscape Strips, to permit a street tree landscape strip and front landscape strip that is narrower than what would be required (30') and to plant fewer trees than what is required.
  - Article 275-63(E)(4&5), Side and Rear Landscape Strips and Exterior Pavement Landscape Strips, to permit narrower side, rear, and exterior pavement landscape strips and to allow for the planting of trees in the side landscape strip that are less than half the building height. The required trees adjacent to buildings H & J would need to be 34 feet tall.
  - Article 275-63(E)(6), Interior Pavement Landscape Strips, to allow up to a 3.5 foot width of the interior landscape areas and to permit the use of more shrubs, perennials and grasses in lieu of tree plantings. With this waiver, the site does comply with the minimum 5% interior landscape areas.
  - Article 275-63(E)(8), Screening of Unsightly Features, to allow some of the loading areas not to be screened.

These all have to do with landscaping items. They include the street tree and front landscape strips, the side and rear landscape strips, the interior pavement landscape strips, and screening of unsightly features. As you know, this site is a revitalization of the old Macy's site, which had very little green space. We have increased the open space for the property. Based on the Town's master plan it shows this site as being a high-dense, mixed-use development, which is what we are proposing. To start with for the landscaping design we utilized the Performance Zone requirements as a guide for the number of plantings. We do meet and exceed the number of plantings of both trees and shrubs for the project. We have added a streetscape front entrance strip along the major storefronts that is defined by a paver floor scape, it includes benches, seating walls, seating planters, granite seats, tree grade trash receptacles, and bike racks. Chairman Levenstein asked where are those located? Mr. Rice replied they are located all throughout the site. There is a landscape plan that shows a lot of these but there are predominantly a number of them along this Main Street corridor. They are difficult to see on the rendering covered by the trees. I think it works out to approximately some kind of seating wall or bench approximately every 30+/- feet along the sidewalk areas. We have been careful with our landscape selections to make sure that they are things that are going to thrive in this type of environment. We have provided a sand-based structural soil mix as part of our tree grates and that swale mix will support up to an 8-inch caliper tree. Along the back, to help screen some of the office building and the hotel, we have called for tulip trees because they are fast growing and they can reach up to 90 feet tall. The ones that we are planting are being planted at about 3.5- to 4-inch calipers, which is about 22 feet tall to start. Again, the landscaping waivers that we are asking for are mostly spatial and not for quantity. We exceed the amount of plantings required and feel that what we have provided for

this type of a development is very amenable to what we are trying to accomplish. The only other item is the screening of unsightly features. We requested this waiver because if you read the regulation, it basically states that you shouldn't be able to see any portion of a loading zone from a public right-of-way. A portion of Building A you could argue is going to be visible. We are going to have loading during off-peak hours but this is the area that really is driving that waiver request, and you could have a truck parked in this area shown and potentially the front cab would possibly be visible from Route 3. I believe that most of the loading areas on site are all obscured visibly from Route 3 by other buildings, landscaping or other features.

Mr. Rice stated the other two waivers that we are requesting I will turn it over to Ms. Homich and Mr. Barresi. They deal with the cinema blade sign, the uplighting and the accent lighting on the cinema building and the changeable message sign.

- Article 275-68 and Article 275-73(L) to permit a high definition LED display band integrated into the proposed canopy of the cinema with electronic messaging where animated moving or flashing signs and changeable reader board signs whether electronic or manual are prohibited in all zoning districts.
- Article 275-68 to permit a marquee-like vertical blade sign for the cinema.
- Section 327.2.1 of the Land Development Control Regulations, to allow the dumpster for Building J to be located within 30 feet of the rear property line.

Ms. Homich stated we put together a few more images to show what a lot of other cinemas have done in the past and tried to get something that would illustrate and give you a better understanding of what the intention is behind the various light bands that would show on the design elevations right now within the package that we presented a couple of weeks ago.

Ms. Homich stated posted are photos of a few other cinemas that we found in other places all around the country, but unfortunately none of them are nearby. I don't know if any of you had a chance to visit some of the places that were recommended. I think the general concept behind these light bands is most aptly illustrated by the one in the upper right-hand area, the Cinetopia, and you can see the light band off to the left. They are really more sort of a subtle glow that work within the architecture of the wall and are intended to be sort of a feature of interest. Many cinemas are doing this kind of thing, mostly because they are cinemas and they are about spectacle and attention and having a great time seeing a movie, which is supposed to wow you visually. Hopefully this gives you at least a little more comfort that the intention isn't to light up the sidewalk in any way, it is more to just give a glow on the façade.

Mr. Pincince stated on Drawing 45 on the streetscape, is that a pretty accurate depiction of the location of the trees, because it does kind of obscure as you are looking down the main boulevard; it softens the appearance of the vertical element and you can't see the horizontal band at all. Is that pretty accurate? Ms. Homich replied it will take some time for those trees to get to that size, but medium caliper trees will be about 20 feet when they start. Chairman Levenstein stated the depiction on Drawing 44 in the packet seems like the trees aren't as high looking at the ground level up as opposed to looking over from Route 3. Ms. Hebert stated the trees in front of the

cinema sign are likely taller than trees that would grow in that location. How tall is the building for the cinema? Ms. Homich replied at this perspective you are actually quite a ways away. You are technically in South River Road as you are driving in. The building itself was showing at around 60 feet, but I can't remember exactly how far back from the main road it is. Mr. Rice stated I think it is 400 feet or so. To follow up: the trees that are along Main Street are about 16 – 18 feet at time of planting. Ms. Homich stated so those are probably about correct in height at time of planting. Vice Chairman Newberry asked can you show on the plan approximately where this street view is situated? The reason I ask is right at the entrance I think it is downgrade, so this looks like it is pretty flat. Ms. Homich responded it does go downhill. It is hard for us to depict that as it is a gradual downhill. From the front to the back is about a 6- or 7-foot change. Depicting that gradual of a decline in a perspective you really won't see that much because you have quite a distance before you actually get down to the cinema. Mr. McMahan asked Mr. Pincince, is your question that you are afraid the trees are going to block the sign? Mr. Pincince replied no, I just think that from Route 3 looking down this boulevard you are not going to see this glaring band, it is going to be softened by the presence of trees there, and you won't get the full sensation of the signage in front of the building until you are in the property. Councilor Bandazian asked is it a deciduous tree that is planted there? Mr. Rice replied yes. Councilor Bandazian stated so in the winter it would be pretty visible. Ms. Hebert responded yes. Mr. Rice stated the changeable sign is not visible from Route 3. It is really only visible from Main Street itself. Mr. McMahan asked so there would be no anticipation in the future that you would ask to cut the tree down because it is blocking your sign? Mr. Rice replied no, we would not.

Mr. Fairman asked the LED light strips are on steady all the time and will remain the same color on any given day? It might change from day to day but each one of the lights doesn't blink or dim, it is just a steady light and it is the same color all the time. Is that correct? Ms. Homich replied that is right. It is a steady glow. Mr. Fairman stated if we approve this waiver, I think that should be a condition of the approval in the waiver that they be steady and the same color on any given day. Chairman Levenstein stated I wasn't really sold on them but one thing I do think that they do is break up that big expanse of wall, which I don't know how you really break it up and accent it in other ways. Ms. Homich stated that is what we are trying to do. We tried to find a more architectural solution, as opposed to an applied solution, like graphics or changing color, so by having something that is visually interesting and having a play of light, we thought that was a better solution than some of the other ways cinemas tend to make their buildings attractive by multiple colors and a lot more light. In the photo posted the façade has a modeled bunch of different colors although within the same sort of brown tone, which is another approach. What we are trying to propose here is more about changing texture of the material itself and then having some light flecks and glow intermingled between it. Chairman Levenstein asked what is that wall going to be made of? Ms. Homich replied a metal panel of some sort. Mr. Cote asked are these lights recessed into the face of something that is applied to the face of the wall? Ms. Homich replied that is one of the details that we will have to work out more closely and carefully as we develop a façade. I expect it to be flush, although I do think it may be interesting to play a little bit with the recess and I'm talking like 3 – 4 inches, something that would help make the façade more interesting, but for the most part I think they will be flush with the façade material. Mr. Cote stated I meant they are not surface applied. Ms. Homich replied they will be surface applied with something behind it and then the metal panel will be in the same plane as the light fixture. Councilor Bandazian asked is there a height and length that you are thinking of for each light?

Ms. Homich replied the majority of these types of light fixtures, and based on our last conversation I did start talking to people about what the fixture would be, and looking for something that is about 4 inches wide and then they come in a variety of lengths. Similar to what we show on the posted photo anywhere from 4 feet, probably to 8 feet and 10 feet, they are usually in 1- to 2-foot increments and we would want to try to vary it much like we have shown.

Mr. Fairman stated I believe you stated the marquee sign would only be used for movie information and other announcements relative to Market & Main and there would be no political, no advertising of any kind, which could include for instance the X, Y, Z Company is having a sale, which would be considered advertising. Ms. Homich replied that is correct. Mr. Fairman stated again, those should be conditions if we approve that waiver.

Ms. Homich stated I wanted to take a little closer look at Building A and give you maybe just a little more understanding of how we actually got to where we are on that building. It is a rather large building overall, and essentially what we sort of started to think about was how you break down a building of that size with a pitched roof. It will sort of naturally put us into the direction of looking at barns because those are rather large buildings with pitched roofs and how they broke them up and what some successful ones, at least in our eyes, did in order to make such a large, long by a certain amount of width, building look attractive. The images posted or images that inspired us while we were designing that building, and what these sort of show are a good use of dormers, good way of breaking up the roof and how to change the roof pitches in order to also give the building a little more expression and then try to get something that would celebrate a main entrance for the tenant. These were sort of the collection of images that best highlighted what inspired us to get to our current design. Image 6A is what faces the main parking lot for that tenant, then the elevation of the entrance, and this façade shown is quite open with a lot of glass, which is the north elevation. Image 6B is the side that faces along Market Street; it has some windows that are up high that allow natural light and glow at night depending on the time of day. This whole zone on the building is designed to hide all the mechanical equipment that would be required for this tenant. These are going to look like windows but they will be screens in order to let fresh air move in and out and allow that mechanical equipment to vent properly. Shown is the façade facing our main entrance; shown are windows along the wall, up high, again, but will allow natural light inside the building and also allow some glow outside at night. Shown now is the façade that faces South River Road, again, with windows in three locations up high and these would similarly be louvers or a screen of some sort to allow natural flow of air back and forth for the mechanical equipment. The mechanical equipment will be fully screened because I know that that is a large concern, and we want that building to look attractive as well. It is good using that upper volume to sort of capture all of that equipment that will be up there. That is a little bit information into the design thought behind Building A. Chairman Levenstein asked you are not asking for approval of the building at this time? Ms. Homich replied no; we are just giving a little more information this time around. We would come back for approval of each building as we detail it and get further along. Chairman Levenstein stated I think three of the elevations look great, but as you are coming into the development it seems to be the plainest elevation. Ms. Homich stated it could be the influence that we do have a loading zone back in here. One thing to also should keep in mind is that this building is sunk down a couple of feet. When you drive in, you will actually be up here a bit more and then our M&M sculpture is in front of it, and then we also have quite a bit of landscaping there. Chairman Levenstein stated I think it's the color but it is the fact that it is not

broken up at all. With the landscaping I may feel a lot different. Ms. Homich stated it is sunken down quite a bit, so those windows that are up high will be not as high or not seem quite as high because you will be a couple of feet above when you first enter in and then there is quite a bit of landscaping along this entrance. Ms. Hebert asked do you have a sense of what the building materials are going to be and the roof material? Ms. Homich replied yes. The tan portion and the darker gray is going to be fiber cement clapboard, like Hardy board or some other manufacturer; for all intents and purposes it looks like wood siding that you would see on a home. Similarly these vertical elements would also have a combination of different levels of trim to them. The base along the bottom will be a ground-faced CMU, which is for a number of different reasons, mostly durability, snow and everything else. We don't like to bring the fiber cement material down to grade for durability reasons. I think the roof would best served to be some sort of standing seam roof, these tan portions will also be fiber cement, the white is fiber cement trim, we will use a composite metal panel for the cornices because that is a metal panel that actually has a backing to it to keep it from oil-canning, which is when it expands and heats up too much or actually gets this rippled affect, which isn't very attractive. We always make these things out of a metal panel that has a backer to it that keeps it from doing that sort of bending with the expansion and contraction of the metal. Then the rest will be storefront windows with storefront entrances. This roof indicated will likely be asphalt shingle. Chairman Levenstein asked the metal roof is just going to be the lower portion? Ms. Homich replied I think so, but, again, we will present that again to you.

Chairman Levenstein stated as far as the cinema, are you pretty set with what those materials are going to be. Ms. Homich replied the cinema is not all by itself. The upper portion is the cinema and this zone indicated will be a combination of fiber cement trim and masonry. We do need to develop this a little bit further. We are thinking that this may be a wood textured tile potentially, but this tan portion up here would be where the metal panel is and the white is the light strips. Mr. Pincince asked the word "cinema" is going to be 8 feet tall? Ms. Hebert stated we would need to look at the site signage plan. Mr. Pincince asked tonight we are just talking about the marquee? We are not talking about the signage? Ms. Hebert stated the Board approved the waiver for the tenant signage, which I think would include the cinema wall sign. Mr. Barresi stated at this location the lettering is 5 feet, 8 inches and at that height for those words on the wall sign it is 45 feet wide, but it really is going to depend on the actual name of the cinema. It may not be that tall, it may end up being a little shorter but maybe longer, but the overall square footage is what that rectangle represents. Mr. Pincince asked it won't be 8 feet tall? Mr. Barresi replied no. Ms. Hebert stated they would be able to work with the 258 square feet that is prescribed in the tenant sign guidelines. Mr. Barresi responded that is correct. Ms. Hebert stated and they couldn't be larger than the 258 square feet.

Mr. Barresi stated just a little more information on the calculation that we talked about the last time we were here. The first step is 1.5 feet times the linear frontage, and with this it is 172 feet of linear frontage times 1.5 feet is 258 square feet, but then you want to be sure that the sign at 258 square feet isn't taking up more than 25 percent of the assignable wall zone that that sign could go on because we don't want the signage to be too massive on the building. If you use 25 percent of that wall sign area, that would come out to 731 square feet. That is more than the initial calculation of 1.5 feet times the frontage, so you go with the smaller of the two numbers and in this case it is the linear frontage calculation. In most cases it is going to actually be the 25 percent calculation.

Mr. Stanford stated but for that sign the height could vary if it wasn't as long, so it could be as high as 8 feet. Mr. Barresi responded let's say for example it is a circular logo or something like that. That logo could end up getting higher than 8 feet tall because it is just a circular emblem, for example, but it could not exceed the square footage. Mr. Stanford stated but if it was narrower and taller, it could still be within the square footage. Mr. Barresi replied yes. Mr. Pincince stated so it could be 8 feet. Mr. Stanford responded it could be higher. Mr. Barresi stated it can only get so tall. The height of the wall sign shall be scaled appropriately to the storefront. Wall signs shall not exceed 60 percent of the wall height for rectangular formats, and for square formats it is 75 percent unless otherwise noted. There are actually layers of dimensional controls, so if it was a rectangular sign, the overall height of that sign could not exceed 60 percent of the overall height of that wall, and in addition, not being able to exceed the 258 square feet. There are dimensional restrictions. Mr. Stanford asked what is the height of that wall? Mr. Pincince stated I guess the frame of reference is are you talking about the wall from grade or are you talking above the windows to the parapet. Ms. Homich stated it is to the upper part of the parapet. Mr. Barresi stated that wall zone is 17 feet high; if it is rectangular, it can't exceed 10 feet. If it is a square sign, it can't exceed 12 feet 9 inches. Ms. Homich stated if it was 12 feet, we would only give them 144 square feet of signage versus the 258 square feet if it were a circular logo, it can't exceed.

Councilor Stevens stated I'm curious if there is another type of façade that you could propose for the outside of the cinema, taking into account the signage that we have that will utilize lights and then the other lighting throughout the property. I think that the whole area is really going to have quite a bright appearance, so I'm looking for ways that we might be able to eliminate some of the lighting in the property, and where this is more design focused instead of functional, I think it would just be a good place where we could eliminate that. Ms. Homich responded this is sort of why we showed these other movie theaters, which was to demonstrate that this is what a movie theater tenant is asking for and needs in order to put their mark within a center. You have a tenant that is spending a tremendous amount of money putting a lot at risk and needs to get people to go to their movies. That is what movie theaters do, so by having something that is dramatic, that does draw attention to itself, is very important to that tenant to have that, and if we aren't able to have that, we will not get that tenant and that is a simple fact. Ms. Hebert stated of the example you shared with the Board, I couldn't find or I couldn't see that any of the cinema buildings had light strips incorporated into the façades. Are any of those that you showed from New England? Ms. Homich replied from around the area but none from New England. Our other presentations in the past had our cinema that we showed at Legacy Place and that has a very glassy façade with a lot of light that comes out of it. We have another movie theater that is at The Street in Chestnut Hill. These are in Massachusetts, again, that has a lot of light coming out of it and we have a glowing canopy. Not something like this we have proposed here, however, if you were to go out to, and I'm not saying that Bedford is Patriot Place for example, but that is a pretty dramatic light experience out there in New England, but that is not something we really wanted to replicate because it is sort of applied. We are trying to get something that has a little more architectural integrity that isn't just a bunch of flash-and-show, and that is sort why we limited it to these theaters because they weren't over-the-top. There are a lot of theaters that are quite showy, quite exuberant and have a lot going on that they almost are confusing, so this was us trying to be very mindful, very tasteful, have something that is of interest on the façade but yet not too much. That is our feeling that this isn't too much; this is sort of well integrated into the building. Vice Chairman Newberry stated I just wanted to comment that the general concept of the four you portrayed for

the cinema building in the sketches specific to the site, I think given the need of a cinema tenant, what you are proposing in concept is fine. Some of the devil will be in the details, as I think we have talked about, and understanding better what some of the concepts you are proposing for that building are and how they are going to fit in or not. I would also just point out that in the staff memo Condition 25 is prior to a building permit being issued for any of the buildings, exterior building elevation drawings shall be reviewed and approved by the Planning Board, and I read that to include that you are not proposing a sign for that elevation where you have taken the basic rule and made a 1-foot wide sign that is 75 feet high, so I think some of what I thought I heard from the Board was concern about how those guidelines were going to be applied, I think that when you come back with the elevations for the individual buildings, part of what I think I would expect to see is how you are going to identify and do signage on that building. The concept of the cinema I think is fine, but I do have some reservations about some of the details. Ms. Homich responded so do we. We need to figure these things out as well, not so much reservations, but just for something like this we would have a mock-up onsite, which is a couple of feet high panel showing a handful of the materials and how they all come together. We use those for a lot of reasons. For this one in particular we would probably test out a couple of different light fixtures before we committed to a particular one. We would likely pick the colors that we wanted for each of the materials and do the mock-up just to confirm for ourselves that that is what we want to do. It is part of our regular practice; we do this for all of our projects of this scale and even some smaller projects, because sometimes you can't quite decide 100 percent until you see everything put together in a pallet next to each other and actually build. We will approve certain things like how the cornices all come together, things like that, and that's all just part of our regular practice because we like to see it a little bit upfront before we actually commit. A detail like this is going to take considerable time for us to figure out 100 percent, and then when we have that final mock-up where we're able to actually test out a couple of light fixtures at night, is when we will finally select which fixture we want to use. Vice Chairman Newberry stated I think the staff memo also stated pretty well that it is really kind of a fine line we are trying to walk here in giving you enough latitude to work with your potential tenants without painting the Board into a corner that some of the things that we are considering might be appropriate to this site wouldn't necessarily be appropriate townwide or in a single building development. So I think that is why the Board is concerned with what the details are going to be here. I wouldn't support the waiver yet. Ms. Homich responded perhaps we write in that this type of signage is particular to a cinema tenant and leave it at that. Similar to when we get into the canopy signage how we had limiting language that made it more particular to this site at this location. We could work on language like that as well for this. Mr. Fairman stated I have no real problems with the lighting scheme, either one of them, but I do wish there was a way that we could quantify the percentage of those lights you could see from South River Road. Ms. Homich responded we could do that. Mr. Fairman stated and I understand eventually trees will block some of it but in the winter those trees aren't going to block much. One of the things on the marquee that you could perhaps do is not have it on the side, just have it on the front of the marquee, not have it come around the side so from that side view you would not see at all, it would just be a blank panel, so it wouldn't be seen from South River Road at all. You would never even know from South River Road that there was a scrolling sign. Those are the types of things I think might be beneficial if we could kind of come up with a quantification of, in all the cases, how much of that light is going to be seen in the winter, before trees grow, versus when the trees are there and so on. But as I said, I can support the waivers without a problem. Ms. Homich responded we can do a percentage of a façade and break it down. We could

make them a max limit of square footage or percentage, whichever. Mr. Fairman stated I think one of the things that would really be nice on that wall facing South River Road for the cinema would be a mural painted on that wall rather than the lights or integrated in with those lights, and I don't know if the Board would like that or not, but I think that would be kind of neat to have a mural of the mills of Manchester or something like that up on that wall that is facing South River Road to kind of break up that blank wall.

Mr. Robinson stated we very much appreciate the Board's concern with the lighting, and as you are aware from our previous presentations and updates, the tenant leasing is ongoing. The signage and the lighting for not only the cinema but for Building A as well are critical to the project, and not only are they critical it is something that we really need your blessing on tonight, if at all possible, for the main reason that for these particular tenants it is a stipulation in both cases. They are not going to sign that lease where they don't have a guarantee that they will be able to do what they need to do to make their business successful. Again, we appreciate the concerns that you have in keeping this tasteful and limited to the property, and we are here to help do that. I would just point out that on the cinema, this faces internally so why is this different and somebody else might come a lot later. This is internal to the project, it faces the other side of the street at 50, 60, 70 feet across so there are ways to tighten it up where this is exclusive and specific to this type of project. I would ask the Board consider that tonight, not only on the cinema building but on Building A as well, and I understand the position that we are in trying to move forward. Chairman Levenstein stated one thing that would help us, but it is obviously not going to happen tonight, would be if we could actually see the architectural plans of what it is going to be and where these signs are going to fit and how they are going to look and everything that is going to be done. We know that they are being represented to us that these are going to look pretty much like what you are showing us, but in particular the LED lights on the side of the cinema, not the one with the writing, I think that is still a work in progress and it is sort of hard for us to sit there and say you can have it when we don't know what it is. Personally my feeling is as far as the lights in front, which have the names of the movies, I don't know if that is the same issue but I don't have much of a problem with it because it is not going to be seen anywhere other than Main Street. But the other one, and then even Building A, it would have been helpful if we definitely knew what building A was going to be looking like. We haven't gotten to the sign yet of Building A; it just seems so big for where it is right on the street. We recently had the New Hampshire liquor store that came and put up a sign, and they don't have to answer to us, so they don't ask for our permission, but they put this huge sign up there and it was amazing how many people commented negatively about it. We have always tried to keep signs somewhat down in size. I understand the commercial aspect of it, and I think that there is no question that the Board is willing to give more than what we normally would give under our regulations. I think the sign guidelines work really well, everywhere but that building, and I think just because of that huge expanse where it is going to be that huge opening where that 25 percent is really a lot of space, but we haven't talked about that and I don't know if you planned on talking about that again tonight. Mr. Barresi stated I can go into greater detail on that. Chairman Levenstein stated we understand your issues too and we are trying to work with you. We will do our best.

Mr. Robinson stated I think Building A is fairly close as it can be without having design documents in place. What you are seeing there is pretty much what it is going to be. There won't be any substantial variations from that, so I think what I'm hearing from you is the size of the letters on

either end of the building, even though they fit within the guidelines. Chairman Levenstein stated I don't know the size of the letters per say but just the length of it. I don't have the exact figures here, but I seem to remember that sign was over 100 square feet. Ms. Hebert stated buildings that close to South River Road in Bedford would typically get 32 square feet and they could split that sign area between two sides of the building if they wanted to have two signs. Because you are so close to the road and it is a single-tenant building, that type of building would typically have very modest signs. Mr. McMahan stated just as a baseline, you have already contacted cinema companies and if you have, have you shown them what you have proposed for lighting, size, and signage, and if you have, how have they responded. Mr. Robinson replied what we are presenting to you is based on feedback we are receiving from them in our negotiations. This is what they are asking for, and what we are showing here, and my looking into this and studying this over the last several months, this is modest in comparison to what you would see where there is just a big cinema with the big flashing lights and the big letters everywhere, this is very modest in their terms. We are balancing the tasteful approach that we want to take throughout the overall development with their needs for comfort, what they will need to make their business successful here, and the same goes for Building A. Mr. McMahan asked to point if the Board approved the signage, size, lighting, that would satisfy one or more of your customers? Mr. Robinson replied yes, I think so. Mr. Fairman stated it seems to me that the signage on Building A, if you went by the size of similar signage on other buildings in the area, for instance Whole Foods, Hannaford, and other buildings like that, that this Board wouldn't have any problem if you could come in and say this sign will be no larger than the similar signs on Whole Foods for instance, then to me I think that would go a long way toward satisfying what I am looking for in these signs. Mr. Robinson responded I think what you are saying is the difference in how far it is from the road. Is that correct? Ms. Hebert replied yes; it has to do with how far the sign is set back from the roadway. Mr. Barresi stated an important aspect of the guidelines that we have set up is creating signage that is appropriate to the scale of the building and its distance from the road isn't as significant a factor, obviously, in our guidelines as it is in your sign ordinance. And I think when things start looking odd or over-scaled is when it is in relation to the building and not necessarily in relation to its proximity to the center of the road. I think that you are going to find the guidelines are really very much focused on that. In an elevation drawing it may look large but in relation to the building itself, we feel it isn't over-scaled. I will point out that the drawings you are seeing the guidelines depict a stand in a primary wall sign that is 15 letters. The tenants name is only 10 letters so while they will be of this size letter, it will be about  $\frac{3}{4}$  the size or length of what you are seeing in this drawing. In a way this drawing is disingenuous; it is not going to be that long. Again, the wall area that we are proposing is not actually this entire wall. What we have established is a conservative zone right here, a wall sign area, so that the sign size is even further limited, and it is contained within those rustications or these strips. I think what we are proposing is really quite architecturally appropriate, I don't think it is going to look over-scaled and we are also not proposing signage on the South River Road side or a major sign on the Market Street side. It is really just the two ends that we are proposing. The tenant would like very much to have a major sign on the South River Road side but asking for three signs is just not something that the guidelines are set to do. I think what we propose is appropriate, and we hope that you agree. Chairman Levenstein asked you were saying in actuality that sign was going to be how big? Mr. Barresi replied at 10 letters on a primary side, so remove the word sign and that is essentially the sign centered on that wall. Mr. Pincince asked it's not necessarily that font either? Mr. Barresi replied no; you are right. I was trying to make it look as generic as possible. Councilor Stevens

stated I understand design-wise wanting the sign to look appropriate on that expansive wall space, but that wall space could be broken up with other architectural design elements, and in there you could make the sign smaller and look just as nice in that space. Mr. Barresi responded I think that the wall has been broken up into several sections with the detailing that you are seeing there, and we are working within that detail so the sign is actually going to be limited within this very center section and isn't going to stray outside those bounds. I think that we are working within the detail of that wall, and I think that as an example I have seen this tenant in many, many places and part of their brand is about simplicity and straightforwardness, as minimal means as possible but bold. Councilor Stevens stated I think as the Chairman pointed out, we have our perimeters that we have to work within and it is just a really tough pill to swallow when we hear that this company usually does this though and this company usually wants that, that is just not how things are typically done here. When we have other businesses in town asking for things and we say no to them, it is just going to make this a very difficult task going forward if we allow all of these waivers. Mr. Robinson responded from my perspective this is a \$100+ million development that we have been working on for close to two years and we have followed the Town's prescribed development code on that property where we could have done a number of other things that would not have provided anywhere near the property taxes that this particular design is going to provide. With that said, it is somewhat appropriate for us to ask that we have some things that may be outside the lines of what you probably would approve in any other case, but this is a very large project and it will be very significant on its own to Bedford, and having said that, I appreciate your consideration on both of these tonight. Chairman Levenstein asked Ms. Hebert, how big is the Whole Foods sign? Ms. Hebert replied off the top of my head I would guess it is around 100 square feet. Mr. Barresi stated on the guidelines we are asking for 130 square feet but in reality it is going to be less than that. We will do an exact comparison between what Whole Foods has and what we are asking for. I think it is important to point out in the discussions in these meetings I think the impression is that this is a building that is an island unto itself. I think it is very important to remember that it is one of many buildings in this project and that it is in the context of those other buildings that this will exist and I think within that context it isn't divergent, it isn't a standalone. Chairman Levenstein stated I think the difference though is that those other buildings aren't going to be seen as you are driving down South River Road where this is a sign that you are definitely going to be able to see. That is the difference in my mind. If you could get it within 100 square feet, and Whole Foods is within 100 square feet, which seems okay in my mind. Ms. Hebert stated I believe the Whole Foods size is larger and taller, but we can certainly take a look at that. Mr. Stanford stated it is also set back further from South River Road. I think from a comfort level, and this is considerably outside the norm for Bedford, the years I have been here I can tell you that we have spent a lot of time talking about signs in this area and I fully appreciate what you are saying about trying to bring these tenants in, and one of the things that I think we are consistent throughout is that we have asked what this would look like from South River Road. I can name development after development, Hannaford, Target/Lowe's, where we did allow outside the norm quite a bit but they were able to show what this looked like when they came to the meeting, and I think that's one of the things that we are all struggling with, or at least I'm struggling with, had we had a perspective from South River Road, but, again, being able to see it. Mr. Robinson responded I appreciate that. He is trying to see if he can do that for you to some degree right now. Ms. Homich stated I think what we are also trying to do is approve the guidelines so that we can have comfort with our tenant, and when we do building approval, we will have the actual signage on the building for that final approval. This is just to approve the guidelines. Mr. Fairman stated one of the difficulties for us

here is it is a Catch 22. We want to see the final architecture with the right signage and you can't get that until you get an approval for these guidelines. That is a little different than we have had before in any of these other developments and we are struggling with that. Vice Chairman Newberry stated there are really two parts to any sign. The first is the square footage of it, the other is how that square footage is treated. In other words, what does it look like, not just the size of it, and I think in discussions between you folks and the Board, I think you have a pretty good sense of the Board's expectations. I think if you can work with your tenant to stay within the dimensional piece of it and then come back with the final elevations that take into account what the Board has been expressing concern over, I think if you could state tonight that you think you could make that work, that would go some towards easing the Board's concerns over granting what you are asking for with Building A.

Chairman Levenstein stated Mr. Barresi, something you said before about the guidelines, how do you determine that that box is going to be the 25 percent. Why isn't that box just the area between the two white lines where it says retail user as opposed to that line and the panels below it? Mr. Barresi replied we have identified all of the boxes on every single elevation in the guidelines so you can see exactly the boxes that we are scribing. In all instances we are trying to scribe an area of that, in some cases it is really straightforward that is kind of architecturally scribed for you in a sense, but in some cases it is about an area that proportionally fits to the overall elevation of the storefront. Having just a narrow, little strip I think is not a representative zone of that overall wall, so I think that it would create an artificially under-scaled signage element on that. Mr. Robinson asked Mr. Chairman, could you tell me again what you said you would be comfortable with? Chairman Levenstein replied I would be comfortable with 100 square feet. Mr. Robinson stated I would ask if that is what is decided tonight then put that in a motion and let's do what we can. Mr. Cote asked would you say that is a pretty close approximation of what you would end up with with different letters? Mr. Barresi replied it is going to be a little smaller than that. Chairman Levenstein stated it is actually more space than what is shown in the elevation for primary wall sign. Ms. Hebert stated I just want to point out that you also showed some supplemental signage and that is in addition to the wall signs. It looked like there were some supplemental signs that would be not sure if it was the north and south façades or if it was on the internal facing façades. Chairman Levenstein stated it says supplemental blade sign on the elevation. Mr. Fairman asked the motion you would like is to approve that sign on both ends of the building of 100 square feet? Mr. Robinson replied yes. Mr. Barresi stated supplemental signage addresses things like awnings or additional information placed on a canopy, a blade sign that is perpendicular to the sidewalk so you see what stores are in front of you as you are walking down the sidewalk, perhaps vinyl applied appliques on the glass, some tenants even like to do little murals on a panel next to their entrance. These are all elements that tenants of the caliber that we are looking for have come to expect, to create these interesting, attractive storefronts but we need to limit the square footage on what that is, so our calculation on this building is based on the linear footage calculation  $0.3 \times 100$  square feet is 30 square feet and 47 square feet for the longer sides. Because there are no awnings proposed for this building, there are limited elements in addition to that, really kind of what you are seeing here are potential zones for supplemental graphics but it is really not going to amount to very much. I think what you are seeing on these elevations is representative of what we are asking for.

Mr. Barresi stated the LED sign we are proposing to be integrated into the canopy at the entrance, we are not proposing a standalone LED sign that is applied to the side of the building, and we are proposing that it is built into the architecture of the entrance to the building. As depicted in this elevation, it is about 2 feet tall, that canopy structure is about 90 feet long and there would be graphics restricted to that band.

Mr. Barresi stated the blade sign is a double-sided sign perpendicular to the building, and we are very much interested in a traditional theater marquee blade sign with dimensional letters, dimensional accents, and decorative elements that are all accented by concealed LED lighting, similar to what is depicted in the posted elevation. In terms of the size of the blade, it is about 5.5 feet wide on average, by about 30 feet tall. That is an element that you will see as you are traveling up Main Street and you may even see the top of it from I-293, but, again, this is not something that has motion graphics involved, it is strictly lettering and some illumination. We are in fact hoping that it draws you into the site and gets you away from the perimeter. The inspiration for these signs is traditional theater signage, mid-century marquees and blades and neon, we are not proposing neon, neon is prohibited in signage on this project, we are not proposing flashing, blinking lights, but the LED will have motion and the intent of the design is that things sort of fade in, fade out, slow movement horizontally and some animation in terms of, for example, a theater type of graphic behind. Posted are some examples of those types of signs. You can see this LED integrated with the façade of the building but we would be foregoing the neon that surrounds it. Posted is a traditional blade sign with dimensional elements and with accent lighting during the evening. Posted is an example of canned letters with halo lighting, which is something that we are proposing on the blade sign, so that is kind of how the letters would glow at night on the blade sign. Chairman Levenstein asked how high is the canopy going to be? Mr. Barresi replied it is about 15 feet, almost 16 feet, off the ground and overall about 3 feet tall. Chairman Levenstein asked is that something that might be changed? Mr. Barresi replied I don't believe that is going to change. You also need to drive under it to get into the garage, so I don't imagine that will change. Mr. Fairman asked there is no noise or broadcasting from the sign? Mr. Barresi replied no. Posted are some views from I-293. You can see the blade sign might poke up above the vegetation along the highway but the LED band is concealed. Chairman Levenstein stated the concern for me is more from South River Road. Mr. Barresi stated shown now we are standing at the intersection looking down Main Street, and certainly when the trees are leafed out, it is going to be obscured, and it is perpendicular to South River Road so we really don't see visibility from South River Road being an issue. Based on these concepts, the traditional sort of blade sign, a more contemporary version of a marquee, we are hoping that all of those waivers will be approved. Vice Chairman Newberry asked how close to the final elevation do you think these two concepts are that you have depicted from your Sheets 40 and 41 from August 2016? From what you are depicting here, do you expect that to be pretty close to what your final is going to be or is this simply a concept? Mr. Barresi replied the blade sign itself will be designed by the tenant, it will have the tenant logo, the tenant name, it will have a similar type of dimensional lighting, but it won't be this same exact blade sign. Vice Chairman Newberry stated I expect some of the copy on it is going to be different. The blade sign you are saying is purely a concept, we don't really know what the final is going to look like or is this pretty close representation? Ms. Homich replied the blade sign would be designed by the tenant at some point in time with their name and logo, it will get approved by the Planning Board in your normal process, but the canopy is pretty much what we are going to do. Vice Chairman Newberry asked will the blade sign have the same basic dimensions? Ms. Homich

replied yes. Chairman Levenstein asked the same triangular shape? Mr. Barresi replied it may be just strictly rectangular or the narrowing down like that but it won't be any taller, it isn't going to be much broader, I would imagine. It is based on some blades I have seen from this tenant, but, again, we will be presenting drawings created by the tenant for your review and approval. I think what we're looking for is an understanding from the Board that this type of sign at this scale and these types of lighting elements is acceptable. Ms. Hebert stated if the Board grants the waiver and does not specify that they would like the sign to come back for further review as part of the final architectural review of the cinema building, they can just pull a building permit for that sign. The Board doesn't typically review all of the sign permits after the waiver has been granted. That is something to think about. Chairman Levenstein stated if there are particular signs that we are concerned about, we can say we want them to come back in front of the Board. Ms. Hebert replied yes, you could add a condition.

Attorney Steve Grill, Devine Millimet, stated I am here to represent the applicant. I have been listening and I want to make sure it has been said both Building A and the cinema are really critical to this project and it is a chicken and the egg. We would love to be here as if we were Lowe's knowing what Lowe's signage is, we could give you that very detailed, but we just can't because right now we **have the egg and** we are trying to get the chicken. We really do want to ask the Board to approve us tonight, which I think is what I have heard is that it is very close to what we expect but we just can't say for sure that the tenant won't ask for something a little different, so if we have to come back as part of Condition 25 or however the Board wants to do it. But the key is really to get this moving forward tonight so that we can go to these tenants and lock them up and keep this process moving. I can't stress enough how critical that is to Market & Main at this point.

Mr. McMahan stated for one I think the blade and the marquee looks great, but it is very similar to what it was in the 1950's. I think you mentioned that it is much more conservative than the ones that I have seen in different parts of the United States. I think it would go over well in this community. Councilor Bandazian stated I did my field trip and looked at this type of lighting at Legacy Place, Assembly Square Marketplace, and I'm familiar with Chestnut Hill too. Situated where it is internal to the project it is very unobtrusive and much more unobtrusive than conventional theaters that have more glow to them. Certainly the 2-foot wide marquee band I have no issue with as presented by the applicant, as well as the blade sign. To Vice Chairman Newberry's point how it all fits together in the overall architecture, I think we do have to condition our waivers, and it's not going to Condition 30, it's going to our waivers, so that you come back during architectural review. We talked about LED bands before; unfortunately those examples are not ones that let me develop a comfort level with them. There are a number of other ways that different buildings have of achieving the same effect with internal lighting, so it is not something I wouldn't consider. I have seen chartreuse glowing glass stairwells in my travels to see these, not at Legacy Place or Assembly Row, but you certainly can achieve it that way or even one of the examples given with internal glowing LED lights achieves the same effect. I'm not sure that is anything we could regulate as far as interior lighting at the Planning Board level, so I would much rather see something that we can regulate coming back as a tasteful presentation.

Mr. Rice stated another item that I just realized was a late addition; one late waiver request just had to do with a dumpster location. I just wanted to point it out to the Board that we did provide a letter to allow a dumpster in back corner of the hotel. Technically per the Bedford Land

Development Control Regulations the dumpster is supposed to be 30 feet from the property line and we are about 14 feet from this property line and 14 feet from the property line that abuts KinderCare. We think that is reasonable. We are proposing an 8-foot stockade fence along this property line with additional plantings and KinderCare's dumpsters are in approximately the same general location as ours along the back property line. I just wanted to point out that that was a late addition for a waiver request. Other than that, that is all that I have, Mr. Chairman.

Chairman Levenstein asked for comments or questions from the audience on any of the items discussed.

Attorney John Cronin, representing Cold Stream Associates, stated we have been working very well through this process with the development team. We have made a lot of significant strides regarding the traffic at Cold Stream; I know we talked about it in detail at the last meeting. It is my understanding that there may be a condition of approval tonight that is worded to work out an easement. My sense is that that is too narrow and all I'm asking is that you leave that condition broad enough so that the experts, the Town's consultants, Mr. Duval and Mr. Rice, and our folks can get together and work out the geometry, which I don't think has been resolved. And I don't think there has been resolution how to manage that right turn on Kilton Road. All other things I think we can resolve but it is just that I want to make sure that the condition isn't too narrow.

Attorney Cronin continued the other concern I have is related to the appeals position, it is the last thing that we want to do, it is a last resort, but I know in the courts there is some debate as to whether you have to bring an appeal within 30 days of a conditional approval tonight or 30 days after the condition is satisfied. I would ask you to do the latter and just state it in your findings so no one would have to rush to file an appeal while we are trying to work out issues because I think with the number of conditions it could take longer than 30 days to hammer all of those out. Attorney Grill stated I'd like to respond to Attorney Cronin. There are a number of offsite improvements and related issues and this certainly is one of them. Chairman Levenstein stated I think I would prefer to deal with the waivers and then get back to the site plan issues. Attorney Grill stated fair enough. I just wanted to find out on the traffic if you going to be discussing that again this evening. Chairman Levenstein replied yes we will.

Chairman Levenstein stated we have the waivers listed in the staff report. If somebody wants to make a motion that we approve the waivers, then we can go to each one separately. Mr. Fairman asked is there one additional waiver for the blade sign? Ms. Hebert stated that is Condition 10. Mr. Fairman asked what about the signage on Building A? Ms. Hebert replied that is already covered under the Tenant Sign Guidelines. Chairman Levenstein stated what we did last time is approved the Tenant Sign Guidelines with the exception of Building A. We would have to have another vote on whether we approve them in regard to Building A.

**MOTION by Mr. Cote that the Planning Board approve Waivers 6 - 11 listed on the staff report dated September 26, 2016, with the proviso that the Planning Board discuss and vote on each of them separately. Vice Chairman Newberry duly seconded the motion. Vote taken - all in favor. Motion carried.**

- 6. Article 275-69 of the Zoning Ordinance, to allow light trespass in excess of 0.1 foot candles in a few locations along the perimeter of the site. Vote taken - all in favor. Motion carried.**
  
- 7. Article 275-69 of the Zoning Ordinance, to allow up-lighting in the form of LED light strips on Building C as part of the cinema façade.**

Mr. Fairman stated I would like to add a condition that when the LED lights are lit on any given day that the color remain the same. Chairman Levenstein asked do we want to have that come back when they have the final architectural? Mr. Cote stated I would like to put a condition that as far as the percentage of wall area or square footage be subject to final approval of the architectural.

**Mr. Cote and Vice Chairman Newberry accept an amendment to the motion that the following conditions be added to Waiver 7:**

- a. When the LED lights are lit on any given day that they remain the same color for that entire day.**
- b. The percentage of the wall area with LED lights is subject to the final approval of the architectural for that building.**

Mr. Stanford stated I don't know how we differentiate this from anyone else that comes before the Board requesting this sort of item. Again, with all due respect to the applicant, I think just the financial viability of the project, I don't know if that is a strong enough threshold, and I am concerned that we are setting a precedent on these items. Councilor Bandazian stated I would like to defer on this one until architectural approval by the Planning Board. Vice Chairman Newberry asked can it be deferred or does it have to be denied or could we table it? Councilor Bandazian stated in my recent tour I saw cinema buildings in similar developments exist without this type of lighting. In theory I don't have great concerns but I really don't know what it is going to look like. Again, you could achieve similar effects with interior lighting and defeat the Planning Board's intent to regulate the look. I saw plenty of examples of that. Vice Chairman Newberry stated I think I agree with the concern that Mr. Stanford raises, and I guess my response to that would be that for this particular waiver request maybe what we want to see is a more detailed justification that justifies why it makes sense in this application and why this application is unique because I think otherwise, as Mr. Stanford points out, we need to be careful that we are not setting a precedent that these start turning up all over the place, which may or may not be desirable. Mr. Fairman stated from my standpoint the justification really is architectural, that wall needs to be broken up with something. I would much rather see it broken up with lights that are not particularly obtrusively glaring than just the blank wall. I think the architectural justifies it in my opinion. Mr. Pincince asked is there a way to approve this specific to this project so that we don't set a standard for other applicants at a later time coming to us? Councilor Bandazian replied I think every project is unique. Chairman Levenstein stated I think that is sort of what Vice Chairman Newberry is looking for; something that we can hang our hat on later if somebody else does come and say you did it here, how come I am not getting it. I think that is what he is looking for. Obviously anybody would come and ask for a waiver and in theory we could deny it next time. Mr. Fairman stated really that hat is that most of the lighting is shown inside the project not from a public street. Vice Chairman Newberry stated I think Mr. Fairman's point too of it being in lieu of what we would normally expect to see in an expanse of that magnitude with some kind of surface change or some

kind of architectural detail to break up the mass. Mr. Rice stated Mr. Chairman, I don't know if it is possible to just tie it to a cinema use, which is going to limit it. There are only so many parcels that can handle a cinema use and you are not going to get multiple cinema uses within one municipality typically. Mr. McMahan asked is there a possibility that we can approve and then give it to the Planning Board for final approval? Chairman Levenstein replied yes, contingent upon us approving the architecture and actually that sort of goes hand-in-hand with what Mr. Fairman is saying dealing with it as an architectural feature as opposed to a lighting type of feature. That is sort of how I was viewing it too. Mr. McMahan stated it might allow them to proceed. Chairman Levenstein stated and it would give us a chance to see what it looks like. Councilor Bandazian stated if it is somehow contingent on final architectural review, that is my concern I don't know when they will be in for that or I would just add "subject to architectural review by the Planning Board." Mr. Pincince stated would that be the same if we approve Condition 25? Mr. Fairman stated I was thinking that that was included in Condition 25. Mr. Cote stated I think it just makes it clearer. Chairman Levenstein stated this isn't a sign so this probably would have to come before for architectural final approval. Mr. Cote stated I think we can also modify Condition 31, which is action on the waiver for the LED lights. Ms. Hebert stated you may not need Condition 31 then. Chairman Levenstein stated there is a motion to approve Waiver 7 as follows:

**Mr. Cote and Vice Chairman Newberry approved amendments to Waiver 7 as follows:**

**Article 275-69 of the Zoning Ordinance and to allow up-lighting in the form of LED light strips on Building C as part of the cinema façade with the following conditions:**

- a. When the LED lights are lit on any given day they are to remain the same color for that entire day.**
- b. The final design is subject to architectural approval by the Planning Board when the final elevations are complete.**

**Vote taken on the motion as amended; motion carried, with Mr. Stanford voting in opposition.**

**8. Article 275-63(E) of the Zoning Ordinance, to allow relief from the following landscape standards:**

- a. Article 275-63(E)(2 & 3), Street Tree and Front Landscape Strips, to permit a street tree landscape strip and front landscape strip that is narrower than what would be required (30') and to plant fewer trees than what is required.**
- b. Article 275-63(E)(4&5), Side and Rear Landscape Strips and Exterior Pavement Landscape Strips, to permit narrower side, rear, and exterior pavement landscape strips and to allow for the planting of trees in the side landscape strip that are less than half the building height. The required trees adjacent to buildings H & J would need to be 34 feet tall.**
- c. Article 275-63(E)(6), Interior Pavement Landscape Strips, to allow up to a 3.5 foot width of the interior landscape areas and to permit the use of more shrubs, perennials and grasses in lieu of tree plantings. With this waiver, the site does comply with the minimum 5% interior landscape areas.**

- d. Article 275-63(E)(8), Screening of Unsightly Features, to allow some of the loading areas not to be screened.**

**Vote taken - all in favor. Motion carried.**

- 9. Article 275-68 and Article 275-73(L) to permit a high definition LED display band integrated into the proposed canopy of the cinema with electronic messaging where animated moving or flashing signs and changeable reader board signs whether electronic or manual are prohibited in all zoning districts.**

Mr. Fairman stated I'd like to add a condition to Waiver 9 that display bands shall not be used to display commercial or political advertisements. Chairman Levenstein stated I don't know whether we can do content. Ms. Hebert stated because of freedom of speech, we would not be able to restrict the messaging. Mr. Barresi stated I just want to point out that according to our tenant guidelines for this project; we do limit content to business associated with the theater, community events or programs at Market Street. Vice Chairman Newberry stated I would add as a condition that this waiver includes applying and following the conditions listed in the Roll Barresi & Associates' letter of request for a waiver of September 21, 2016. Mr. Stanford asked is there anything stating that it is internal, that you can't see it from the street? I am just going back to my original concern about setting a precedent. Councilor Bandazian replied it says it in their memo. Vice Chairman Newberry replied I think that is addressed in Condition 1 of the Roll Barresi & Associates' letter. Chairman Levenstein stated if I understand that, that would eliminate the portion of the LED lights that are on the sides of the sign. Vice Chairman Newberry stated it says in their letter, "This orientation and our analysis of use sheds, streetscape, furnishings, trees, and other obstructions, the LED marquee will not be visible from South Main Street or I-293." Mr. Barresi responded based on our analysis that is true. I felt Mr. Fairman's suggestion was interesting in that there is a curvature to this canopy and we can start the graphics a little further in to the canopy leaving that side either strictly color or tone or something like that, so I think we can limit that and still have a substantial amount of room for the graphics. Ms. Hebert stated similar to the LED light strips you may want to tie this to final review of the architecture of the building so that you know how long the sign is and where it is on the building. If a new tenant comes along and the design changes between now and final approval of the architecture, the sign band could change or shift. It is not clear yet how that is going to look.

**Mr. Cote and Vice Chairman Newberry accepted an amendment to the motion that the following conditions be added to Waiver 9:**

- a. The conditions listed in the Roll Barresi & Associates' letter dated September 21, 2016 shall apply to this waiver.**
- b. The final design is subject to architectural approval by the Planning Board when the final elevations are complete.**

**Vote taken on the motion as amended; motion carried, with Mr. Stanford voting in opposition**

- 10. Article 275-68 to permit a marquee-like vertical blade sign for the cinema.**

Mr. Cote stated I would suggest that the same condition be added to Waiver 10 that the final design is subject to architectural approval by the Planning Board when the final elevations are complete. Chairman Levenstein stated I don't know if that is necessary. Vice Chairman Newberry stated if we have it there, we have it if we need it. Chairman Levenstein asked is that in the memo from Roll Barresi & Associates too? Vice Chairman Newberry stated if we put the same final review as we did on the other two waivers, then we have that. It kind of puts them on notice that we expect to see something fairly close to what we have seen. Chairman Levenstein stated I think that is all that we are asking, that it doesn't come back with something substantially different.

**Mr. Cote and Vice Chairman Newberry accept an amendment to the motion that the following condition be added to Waiver 10:**

- a. The final design is subject to architectural approval by the Planning Board when the final elevations are complete.**

**Vote taken on the motion as amended; all in favor. Motion carried.**

**11. Section 327.2.1 of the Land Development Control Regulations, to allow the dumpster for Building J to be located within 30 feet of the rear property line.**

**Vote taken - all in favor. Motion carried.**

**MOTION by Mr. Cote that the Planning Board grant new Waiver 12 as follows:**

**12. Article 275-68(B), Table 6 of the Zoning Ordinance to approve the Tenant Sign Guidelines for tenant signage for Building A that were approved at the September 12, 2016 Planning Board meeting with the following condition:**

- a. The square footage of the signs on the gable ends shall not exceed 100 square feet.**

**Vice Chairman Newberry duly seconded the motion. Vote taken - all in favor. Motion carried.**

The Planning Board took a 5-minute break at 9:00 PM.

Chairman Levenstein stated we will finish up dealing with the site plan. Mr. Rice stated we continue to work with staff on minor comments that we have received and we do appreciate Planning staff, DPW and others making themselves available to meet with us to hash things out. Chairman Levenstein asked Ms. Hebert, any outstanding items that you and the applicant are continuing to work on in the conditions? Ms. Hebert replied all of the outstanding items that we are still working on with the applicant are listed as a specific condition or included in the technical review memos from VHB. We haven't had a resubmittal after that technical review memo that was included in your September 12, 2016 packet. We would expect all of those conditions to be addressed. Vice Chairman Newberry asked are any of those items at risk of an impasse or do they all look like they are resolvable? Mr. Rice stated coming back in two weeks cut down our time to address those items and as I was working with staff, I asked what are the most pressing and those were addressed. We have worked out the pressing issues. Ms. Hebert stated we have had phone calls and sat down to discuss the technical review comments with the engineer from VHB working on the project, and I feel comfortable that they are conditions that we can resolve. Mr. Stanford stated I would agree with that as well.

Chairman Levenstein stated now we will deal with traffic. Mr. Pincince stated I think it was the second time that you were here to talk to us that I raised the concern about the main entrance being where the majority of the traffic entering into this project and the angular parking. I was told then that it shouldn't be an issue and that particularly didn't make me any more comfortable. I have read everything from VHB and I'd like to hear from them how they feel about traffic with potentially parked vehicles on both sides of the street turning into the main thoroughfare and the result of possible stacking that will happen on South River Road. Robin Bousa, VHB, stated that will act very much like a downtown main street. If you remember with the rehabilitation of Main Street in Concord, they had something similar but you had angled parking. The site is going to be very busy, it is going to be congested in a good way so that traffic is going to act like a downtown. Mr. Pincince stated my concern is that there is stacking potentially onto South River Road, and I believe I saw a deceleration lane. Is it possible that that traffic could get stacked into that deceleration lane on South River Road? Ms. Bousa the traffic did not show any of those backups.

Vice Chairman Newberry stated one of the conditions in the staff memo was Condition 21, related to traffic. Will your mitigation project be part of an initial phase and can you talk about what you anticipate what phasing might look like for the project? Mr. Duval replied in basic terms the initial phase of the project is expected to be Buildings A, B, E is Carrabba's, C, D, and F, with H and J to follow at some later time. Chairman Levenstein asked and then as far as the offsite improvements. Mr. Duval replied the intent is that all offsite improvements will be constructed at one time. Chairman Levenstein asked where in the scheme of everything else being done? Mr. Duval replied in place for the first phase. Ms. Hebert stated Condition 8 does state that offsite improvements shall be completed prior to issuance of the first certificate of occupancy for any building onsite.

Attorney Grill stated I would like to address that because we have sort of a concept or proposal that deals with a lot of the offsite improvements, including the one Attorney Cronin mentioned, and also the ones that are at Meetinghouse Road, etc. Obviously we recognize that this is a large development that has impacts beyond its borders and we understand we have to address those, but I think it is our view that a number of the traffic conditions we are adding to but we are not creating. I have been a Bedford resident for a long time and South River Road backs up, it does now and obviously we are going to be creating an incremental addition to that. So we need to figure out for some of the improvements that Planning is recommending, we need to discuss the proportionate amount that is fair and appropriate for this developer to pay and the ones that are not. We also need to discuss which ones are going to be credited against the TIF, which we conceptually agreed will be a \$175,000 contribution from this developer and there are a number of those issues. What we would like to do is defer all of those issues, to save them in some fashion what is going to be done, how is it going to be paid for and sort of what is the funding mechanism is to make sure that it does get done as the development work gets underway. We would like to propose entering into a development agreement with the Town and that would require all concerns, in other words, Planning, Public Works, Police and Fire, because there are some suggested conditions that relate to Police and Fire as well, that would be brought before the Town Council and essentially enter into an agreement with the Town in that fashion because otherwise I think we have, and I'm getting into this a little bit late, but I think there is some significant room for disagreement over who pays. Like Condition 8 that says the work will be done prior to the issuance of the Certificate of Occupancy. We would like to tighten all of that up with a phasing plan with very detailed

understanding of what is going to be done and who is paying for what. We are not really at that point yet, so we think the best way to do that is through a development agreement, and then we basically take it off the table as part of the site plan approval other than as a condition of approval that such a development agreement be reached. So that is what we are proposing at this time. Ms. Hebert stated I would recommend not acting on your final site plan approval until we could review the potential terms of a development agreement with the Town's attorney. This is new information we are receiving just right now. It changes the clarity of the staff recommendation where we are directly tying the offsite improvements and that traffic impact with the proposed development. Chairman Levenstein stated I don't think the Town is necessarily going to want to make these improvements when your site isn't there because it doesn't get approval because you are not willing to pay for the improvements. Attorney Grill responded in other words, what we are suggesting is a condition of approval that we reach such an agreement of how it is being paid for because otherwise frankly our view is at this point claiming we are not contributing 100 percent, or I should say we are not causing 100 percent, of the traffic issues along South River Road. Many of them are in existence and we are adding to them, and I suppose we could try to come up with some way tonight to determine what that percentage ought to be, but I frankly think that is going to be difficult. We don't have that kind of proportionality study, I don't know even know that it is doable, but I also don't think it is fair to ask this developer to pay 100 percent. I'm sorry Ms. Hebert, I thought we did float this by you and maybe that wasn't clear. Ms. Hebert responded no, this is the first time I've heard about a development agreement. You did float a cost sharing arrangement, which we opposed, and we spoke with the applicant's attorney about it. It was determined that if the applicant wanted to propose a cost sharing agreement or some incentive for the project to the Town Council, that would be the appropriate body to be making that request to, but that the site plan needed to stand on its own, its traffic impacts mitigated as shown on the offsite improvement plan. Attorney Grill asked maybe I misspoke, but if I take out the part of what will be done, because I think we were all on the same page on what will be done in terms of Meetinghouse Road, the timing, none of these things are new. Chairman Levenstein stated I think the problem is that you are asking us to in a sense to bind the Town Council to go and say they are going to contribute Town money to do these things, and the Town may just take the position that we are not going to do these things and we don't care if this development gets approved or developed. Attorney Grill responded in that case we haven't met the condition. I am not suggesting we get to a place where we have an impasse and we can build anyway; that is not going to happen. Chairman Levenstein stated I'm sure you can't. Attorney Grill stated but at the same time I'm also not suggesting that it is appropriate to say we should be charged with 100 percent of these costs when we didn't create 100 percent of the problem. That is a proportionality issue. Chairman Levenstein stated I think what Ms. Hebert is saying is deal with the Town Council and then come back to us when you are done with that and we will consider the site plan at that time. Ms. Hebert stated the Town also doesn't have a practice of portioning out these offsite improvements. An example might be the Murphy's Taproom. Their additional traffic triggered a left-turn lane; that was complicated by the existing situation on Route 101 but as a condition of approval, they were required to build the left turn lane. Attorney Grill stated right, but here this isn't just a left turn lane into our development. You are asking us to ensure that improvements are made to Meetinghouse Road, which serves traffic from many other projects as well as this one. There are some issues with Kilton Road, etc. and even the thing that Attorney Cronin mentioned that is not part of our development, although we recognize there are issues with Cold Stream. We want to address those issues but we want to do it in a fair way. In other words, if you make it a

condition of approval tonight that we have to do all of these traffic improvements period, that is objectionable because it is not proportionate. Why are we being asked to pay 100 percent of improvements that we did not create the need for. We added to them, there is no doubt, but we didn't create all of the issues along South River Road or at Meetinghouse Road and that has been backing up at commuter hour for over a decade. Our thought was that there are mechanisms to ask the Town to fund part of those improvements and we would work the Town to do that. We are going to create in excess of a million dollars a year in tax revenue, which I know is not this Board's concern, but it is something that I think we would work with the Town Council and come up with a fair way to allocate that cost and to recognize that the benefits that this development provides to the Town and we thought that is the best procedure to do that. We are certainly open to suggestions if there is another procedure, but where do we fit in that discussion about proportionality. I think it has to get addressed somehow. Vice Chairman Newberry stated I agree with staff; I think this is a significant issue. We are not going to resolve it tonight, it needs to be looked at and flushed out a little bit, and I agree with staff that this should be tabled. Attorney Grill responded I guess I am a little surprised. Our number one goal frankly is to do everything we possibly can to get an approval tonight, so if I have to withdraw that position, we will work with it in some other way, I guess, as that is what I have been instructed to do, but having said that, there needs to be some method for dealing with the proportionality. Chairman Levenstein stated I think you have to come to the Town Council. You can go to them after and ask them to contribute. It is nothing we can control anyway. Attorney Grill responded I understand that. Councilor Bandazian stated I can tell you that the Town Council added from other bonds to the TIF monies to extend paving past this site to beyond Meetinghouse Road and that was three years ago, and when we did that, we did that because we felt that it adequately served the needs of the Town. I don't know how the current Town Council would be about that. I would not in any way represent that the Town Council would be receptive to this. Vice Chairman Newberry stated I think the Board should table this until there is some clarity around this question. The question being, who is going to pay for what and when, and there is obviously not clarity on it. Chairman Levenstein stated alternatively we can approve it and say they have to do it. Attorney Grill stated Condition 8 requires us to do it, and as the Chair suggested, we can take our chances with being forewarned that we are not likely to get a receptive audience, but it really is critical to the life of this project that we move forward with it tonight if at all possible. Having said that, we are putting ourselves at a disadvantage in terms of any leverage that we would have to ask for funding of concessions from the Town, but that is preferable to a denial or a tabling.

Mr. Cote stated Ms. Hebert, can you explain Condition 28 to us as far as possible credits to the fair share contribution. Ms. Hebert replied yes. We have a fair share roadway contribution, which is payment that is based on the development's proportionate fair share, it is a payment towards improvements the Town has already made to the South River Road corridor and it is based on a 5-point test, it is based on their proportionate increase in traffic that they are adding to the corridor. It is standard for the Town to review items that may be included in their offsite improvement plan if the DPW Director determines that those improvements were either part of a CIP that the Town had or a road improvement program that the Town had in place for the corridor to issue a credit for that improvement. We haven't flushed out exactly what a credit might be based on the offsite improvement plan that we have, and we were leaving that somewhat up to the discretion of the Public Works Director to work with the applicant to identify which items might qualify for a credit and what the dollar amount of that credit might be. We don't have an engineered cost estimate for

the implementation of this plan so it is a little premature to be itemizing exactly how much a credit would be. Mr. Stanford stated I would like to expand on a couple of aspects of that. First of all, it is a proportionate share to mitigate what the Town has already expended in roadway improvements. So any credit would be relative to something like, let's say we were going to complete anyway and I will give you an example. Upjohn Street we actually have in our program for a structural overlay. That has been in our plan for a number of years. If they are coming through and they are going to be doing an overlay of that area or reclaim an overlay, we could look to give a credit in that regard. I would say that at this point that is probably the only thing that has been identified and we have to look at that a little closer. The Board in the past has given staff somewhat discretion in that regard. As far as the overall scope of the \$175,000, I think that we are talking a small amount here. I would also note for the record that there is a credit essentially built into this offsite improvement calculation. The rational nexus that was done, and that has been done for probably in excess of 20 years on every project where there are mitigating impacts, within that calculation we used the estimated cost of the TIF improvements. I think that was approximately \$3.4 million, which is less than the actual improvements constructed. If we were to use the actual construction dollars, their impact would be more, so there is already a credit involved in that and that is something we would look at. Again, this came late, the discussion relative to a credit was just brought to us a couple of days ago, and we are comfortable that we can, there are probably some items in there that are credits, but I would have to match that against the dollar values as Ms. Hebert had mentioned. Ms. Bousa stated I just wanted to be on the record as your consultant that we respectfully disagree with Attorney Grill. We do feel that all of the offsite improvements that are shown on the applicant's mitigation plan are truly a result of the impact of this project. This letter came to us late last week so we haven't really had a time to formally react to it, but I believe we could give you the documentation to support our belief on that. Attorney Grill stated just to be clear, we are not disputing what Mr. Stanford said about the TIF and about the fact that we think there are some credits we are entitled to. I guess the real disagreement is probably with what Ms. Bousa just said, particularly Meetinghouse Road being the main one where there is the creation of an additional turning lane. But, again, having said that, we want to get this project approved tonight subject to whatever conditions may be appropriate. It really is critical to moving forward or not. I don't think we are at a standoff, I think there may be language changes to some conditions as they come up, but we do want to get approved.

Rick Larsen, Sebbins Pond Drive, stated I'd like to refer to the 2027 Saturday peak hour no-build numbers. Mr. Duval stated I don't know that I have that material available. Mr. Larson asked do you have the 2025 Saturday peak hour build volumes? If you compare the baseline of the 2015 – 2025 build scenarios from the Wayfarer redevelopment and when you look at those numbers, they are actually higher than the build volumes for 2027, so this is going to affect all of the calculations on all the queues of the all of the lights, and if you approve this project, now the taxpayers are going to be on the hook for all the expense of the damage.

Mr. Duval stated without having the specific numbers in front of me that we talked about, which I didn't bring because I thought we had covered traffic at the last meeting in enough detail, I would just like to remind the Board that this traffic study has been prepared for some months now and has thoroughly been reviewed by VHB. They have asked specific questions about build volumes and no-build volumes. I would also say, and I certainly would let VHB repeat their remarks of last meeting, which is they had agreed with our analysis after extensive review and many, many

hours of review on our part. In addition, these numbers were also reviewed and approved by Steve Pernaw, who is working for Mr. Norwood. In this case we have had in addition to Public Works, the Public Works consultant, a third independent consultant, plus our own review. I am comfortable the numbers are correct. Ms. Bousa stated I'm not sure what version you are looking at but the original study we have we did find one PM scenario where the no-build volumes were higher than the build volumes, and those were since corrected. He may be looking at the original traffic study, which has since been corrected. Mr. Larsen stated this one is dated July 14, 2014. Mr. Duval stated that would be the Wayfarer study. Mr. Larsen stated to get to the calculations for this project, they used the calculations from the Wayfarer project. When you look at the build volumes for the Wayfarer project, that is the baseline for this project, meaning it includes all the buildings, the apartment building out back, and when you look at those numbers, they are actually higher than the build numbers of this project. Chairman Levenstein stated Ms. Bousa, you are saying that was corrected in a later version. Ms. Bousa replied yes. Mr. Larsen stated but all of these intersections in failure and approved the project, who is going to get stuck with the bill to widen the roads and do all of the other work. You are telling me that the traffic study that the Planning Board used to approve the Wayfarer project numbers are incorrect, then I guess that is what you are telling me. Chairman Levenstein responded I'm not sure that is what we are telling you. Mr. Larsen stated you would think you would want to know the numbers. Chairman Levenstein stated I think that our consultant has already looked at the numbers. Mr. Larsen stated I just wanted to bring it to the Board's attention, and I guess it is up to you to decide what you are going to do.

Mr. Duval stated I just would like to clarify that the traffic study does not show that the corridor is in failure. In fact, it shows that we are maintaining existing levels of service, which are typically D, sometimes better for every intersection, it is not in failure, there are no improvements that need to be made other than what is already being discussed in the offsite plan. Ms. Bousa is correct; I do recall that she pointed out there was an error in the Wayfarer study, and as I recall, what that came from was a last minute addition to the model at the very end of that study where we added an analysis of the right-in/right-out to the model, which originally wasn't in the model. In doing so I think some numbers were incorrectly added to the volumes. It did not affect any of the conclusions of the Wayfarer study and did not affect this study because when it was pointed out to us, we rolled that back and corrected the numbers. In fact, the problem was not that the build numbers were too low, the problem was the no-build numbers were too high and when that was corrected, everything fell into place.

Tom Brown, Birkdale Road, stated my questions are on the site traffic itself. If you could post Map 3. I come to this late; I just became aware of this last week for another reason. I want to put it on the record that I think we have a dangerous situation here and I would hate to see someone get serious hurt or killed. My concern is all of the traffic to the right, all of the cars who wish to go south on South River Road, this design funnels these people through this parking lot. Someone said they could go all the way around but we know human nature isn't going to do this, and we know the design wants them to use this road, and it is because they built this intersection. My first concern is with pedestrians here. All of these vehicles are coming off from a road and they are going to use a parking lot as a road. Many of us with teenage drivers at one time told our kids that parking lots are for parking cars, they are not a shortcut, and parking lots are absolutely not roads. This design by default makes this parking lot a road. All of these cars will be joined by the cars

in Building E, who have to make this awkward turn coming through this intersection. These cars are going to be opposing, not dead-on, but opposing the traffic coming down Main Street, where we will have a slight head-on collision, not a full collision. So the people come around and they go into what you people call the loop. It is a 20-foot wide road. All of the pedestrians in this lot trying to get to Building B are going to be crossing this 20-foot road, wheelchairs, baby carriages, and people. These drivers have just gone through this parking lot across two opposing lanes of traffic and they are now coming around facing all of this. If you blow up the intersection I'm indicating, and you play with the cars turning left, because this single lane is actually going to be two lanes. These cars are in a situation where they are almost in a head-on collision. So I think by accepting this plan this Board is accepting a potentially dangerous situation. I didn't bring a solution, but that is not my job. My intent is to make it a public record that by accepting this plan, it is my belief that the Town is accepting a dangerous situation.

Mr. Duval responded I need to correct a few misperceptions, and this goes back to our first meeting when we first started talking about internal circulation. We had a different plan; we had a plan that had 2-way traffic on Main Street and very quickly in discussions with the Town's consultant, we determined that having a 1-way circulation on Main Street made a lot more sense, specifically because it would minimize any potential back-ups onto South River Road and would offer far fewer conflicts on site with traffic and traffic and pedestrians. Rather than most of the traffic going between Carrabba's and Building D, which is actually the less intense use of the site, most of the traffic in fact is either going to be turning left toward these anchor tenants at Building A or Whole Foods beyond, or if they do continue down Main Street, they are going to be turning into the parking garage. And again, the center of mass of this project is really in the Building C area and in the front field where shown. This is not all the way around some out of the way traffic pattern. Most traffic, even if they go down Main Street, they are going to enter this garage where on the left-hand side of Main Street that is where 2/3 of the parking spaces are, so by far the vast majority of the vehicles that are accessing the heart of this development are going to be turning left, probably parking in this garage and then the garage dumps you right out here on this east/west road on the north side of the site. So the logical place to exit the site is to go up this east/west road on the north side of the site and then take a left onto Market Street and then turn right onto the site driveway and out you go. And if you notice, there are no conflicts at all at this first intersection. Vehicles are either going left unopposed or turning right unopposed to either go south on South River Road or north on South River Road. Likewise here, we have a 1-way street, a 1-way street intersection where predominantly vehicles are going to be unopposed and making simple, safe maneuvers. There will be some traffic coming from Carrabba's or coming from Buildings D or J for that matter, but these are relatively speaking lower generators and are not going to be putting a whole lot of traffic across this site. On this project we did go one big step further than we do on a typical project and that is we modeled these main interior intersections as part of our traffic model, which is very rarely done. On one other occasion I modeled internal intersections of a development, but we did model several of these nodes just to prove that the volumes work, that there will not be back-ups, that there will not be unsafe situations created as a result of these traffic patterns. What we have, frankly from my experience of nearly 40 years of doing this, is a very clean circulation pattern that considering the volume of traffic that is being processed by this intersection and the internal intersections, there are very few conflicts and very little backup. You saw that at the last meeting and the traffic models that we showed showing that there was very little opportunity for backup at any of these key movements. That is not by chance, that was

designed that way as a result of these circulation patterns, and to make sure that in the area where there are more pedestrians interacting with vehicles, we have this pattern pavement situation to call special attention to that to make sure over and above the safety factors already built into this in terms of good, clear site distance, a visible reminder to drivers that this is a pedestrian oriented area and that pedestrians will have the right-of-way with raised crosswalks and pattern pavement to show that. This internal traffic model was shown to this Board and was, of course, part of the review by VHB throughout this process. So I think we have not just addressed conceptually, although we have addressed conceptually, the concerns raised by the last speaker, but we have actually addressed them numerically and shown that we don't have a safety hazard or any untoward problems here. Chairman Levenstein stated I think ideally you would have that road going in front of Building A all 1-way but you can't because of Whole Foods. Mr. Duval replied correct. Actually that L-shape path from the rear of Whole Foods and the front of Whole Foods, is protected by easement so there is 2-way traffic that is going this way, and with that constraint, I think the traffic actually flows very well and very safely for this development. Mr. Fairman stated I would just like to point out for the resident, this was brought up during the second meeting. I went through exactly what he said and questioned the smartness of having that traffic come around through the park. I am comfortable with it only because you have gone through the numbers and you are right that most of the traffic is coming off from the garage. I would like to see, and I don't know how you could do it, something to make the hotel traffic go up around rather than come out through there, so really you only have Carrabba's traffic coming through there and what is in that parking lot. I don't know how that could be done, but I still share his concerns by having a road going through a parking lot is never a good idea. I think we all know that, and that is exactly what you have, a road through a parking lot and then a road through a park. It is not good, but because you have shown that the traffic is low I feel more comfortable than I did before. Mr. Duval stated I would like to add that we did add guide directional signage that does direct people to that Upjohn Street extension to the north side of the site. Vice Chairman Newberry asked there will be signs in the hotel vicinity directing southbound traffic to go around the loop or around the outside? Mr. Duval replied actually to continue heading east and then north and then around the outside.

Councilor Stevens left the meeting at 10:00 PM.

Chairman Levenstein asked Attorney Cronin, is there anything else you want to add. Attorney Cronin replied I think the Board has resolved it. The proposal to send the offsite improvements to the Town Council for approval concerns me. I wouldn't want this Board to give up their jurisdiction namely because the rules of engagement, the rules of appeal are very different and we want to make sure our rights are reserved here at the Planning Board so we can work out a favorable situation, and to the extent we can't, we have preserved our statutory rights. Chairman Levenstein stated I think we are not going to give up our ability to require them if we determine that we think they are necessary. I think that as far as getting a contribution, if he wants to go to the Town Council and ask, there is nothing that would prevent him from doing it and let them deal with it because I don't think we can do it anyway. Attorney Cronin responded I have no objection to that process. I just want to make sure that it is not something where there is an approval and it is sent over to the Town Council without you maintaining jurisdiction. I certainly have no issue with their efforts to try and get some funding from the Town Council. We are happy with the way the curb cuts function now for our membership. We have been supportive of this project from the beginning on the condition that those curb cuts are addressed, and I believe the applicants have

worked with us all along in good faith to get that resolved, and I have no reason to believe it won't happen.

Mr. Brown stated you talked about volumes and your flow and I understood what you said. You didn't address the last concern that the cars coming out of the loop and the near head-on collision situation. You talked about volumes and low volumes and I am concerned with how many accidents and head-on collisions are considered acceptable and low volume. Maybe I didn't word that correctly. The cars coming out of the loop are going to be opposing near head-on the cars taking a left on Market Street. Mr. Duval stated this is a stop controlled intersection and it is actually, again, part of a 1-way network so there are fewer interactions with vehicles than at a typical T intersection that vehicles will stop, wait for an opening, and actually cross one lane of northbound traffic and then quickly enter the two lanes that are heading southbound. That was analyzed, that was shown in the model, and there is occasional queuing that will get back maybe to the corner but no more than that, so we are talking two lengths of five to six cars and levels of service in the acceptable range, the B to D range. We don't see any real problem here and the Town's consultant has had their own independent review of the situation too. Chairman Levenstein asked did you consider sending everybody down to the end of that row of parking? Instead of having them go around that loop, have them go all the way down and to the aisle next to Whole Foods? Mr. Duval replied it might solve one problem but create another. I don't know that that is any better. You are actually passing in front of more storefronts to do that. I really think this is a good solution. If some well-marked, logical crosswalks at logical places and plenty of good sight distance, as well as the reminder that you are in a pedestrian zone, so I think all of these things added together with the simplicity of the traffic circulation is going to lead to a very safe and appropriate performance.

Mr. Fairman stated as you all know, this parking lot for decades has been used as a park and ride. Presently on a daily basis there are well over 100 cars that use this parking lot. I have spoken to the Town Manager and asked him to pursue through the State getting a park and ride lot in this area. It doesn't have anything to do with this applicant, and I'm not expecting you to do anything, but I did want to get it on the record that we need to pursue a park and ride lot in that vicinity for the commuters. They deserve better than what we are giving them right now.

Chairman Levenstein asked does anybody want to address any of the conditions in the staff report. Attorney Grill stated Conditions 1 – 7 I don't have any issues with; Condition 8 is tied into the development agreement concept, so maybe I want to look at that language and see if there is anything in there that needs to be discussed. We heard earlier that Condition 9 has been addressed. Condition 14-d the way it is worded; Carrabba's, as I understand it, is a private lease arrangement and nothing is being extinguished. We may modify some of the parking area slightly, but that is all a private matter. It is a matter of lease, it is not going to affect anything in the approval. Chairman Levenstein asked what was your feeling on that? Ms. Hebert replied on the easement plan, which is in your plan set Sheet E-1, there is a note on the plan that identifies the projected area for Carrabba's and notes that it shall be extinguished so that is where this condition came from. I feel comfortable if the applicant is saying that is a private matter between Carrabba's and their lease agreement. We could probably cross that from the list but we want it removed from the easement plan as well. Attorney Grill stated Condition 15 goes to the issue Attorney Cronin raised. We would obviously prefer some different language there, but I'm not sure if the Board is going

to do that tonight. Conditions 16 and 17 are offsite improvements, and I'm just stating this for the record. Conditions 18 – 27 there are no issues. Condition 28 we have discussed and I am okay with it based on our discussion earlier. That will require some further discussion. Chairman Levenstein asked what are you looking for? Attorney Grill replied I'm just stating for the record that that requires some further discussion regarding the credit of the \$175,000 that we are paying towards the TIF and how that may be credited for some of the other offsite work that is being required. That should involve Planning as well as Public Works because right now as worded it states on Public Works but I think it is a broader discussion than that, with some relatively minor language change. I think Condition 30 is unnecessary in light of the rulings on the waivers. I think it all kind of gets rolled into Condition 25, which is to some extent the further review that will include signage as the Board has already ruled in connection with various waivers. I don't think Condition 30 is necessary, and the same thing with Condition 31. I think that has now been acted on as a result of the waivers. Conditions 30 and 31 kind of get rolled into the rulings that the Board made earlier this evening.

Mr. Cote stated the representative from Cold Stream had raised some issue with Condition 15. I would like to address that. Chairman Levenstein stated I don't think he had concerns with the condition. Attorney Cronin stated I just wanted to make sure it was broad enough and it wasn't just referring to the private easement. I have since spoken to Ms. Hebert and I think I am comfortable with it as long as you are retaining jurisdiction of it, has to be satisfied and our appeal rights don't trigger until that is resolved. That is what my main concern was. I think there has been a discussion with Bart Mayer about that and he is onboard with that approach. Ms. Hebert stated for the record, when the Board endorses the plan, that is when they are granting final approval of the site plan and all the conditions have been satisfied, so the question is whether or not they would have 30 days from action on the application tonight or from the date that the Board endorses the plan and the appeal period actually extends 30 days beyond the date the Board signs the plan.

Vice Chairman Newberry stated I thought there was some question on the applicant's part on Condition 8. Attorney Grill stated I think we are okay with that now in light of the discussion earlier.

Chairman Levenstein asked Ms. Hebert, do you agree that Conditions 30 and 31 are not necessary anymore? Ms. Hebert replied yes; I agree that based on your action on the waivers that Conditions 30 and 31 are already covered.

**MOTION by Councilor Bandazian that the Planning Board grant final site plan approval for the redevelopment of the Macy's site, ER Bedford, LLC (Owner), 125 South River Road, Lot 12-33, Zoned PZ as shown on plans by T.F. Moran last revised September 2, 2016 with the following precedent conditions to be fulfilled within one year and prior to plan signature, and the remaining conditions of approval to be fulfilled as noted:**

- 1. Any waivers granted by the Planning Board shall be noted on the plans.**
- 2. Any outstanding engineering review fees shall be paid to the Public Works Department.**

3. **The NHDES Alteration of Terrain and Sewer Discharge Permits shall be obtained and permit numbers noted on the plan.**
4. **The Planning Director and the Public Works Director shall determine that the applicant has addressed all outstanding technical review comments to the Town's satisfaction.**
5. **A performance guarantee in an amount approved by the Town for onsite maintenance of erosion and sedimentation controls shall be placed on file.**
6. **Arrangements will be made with the Planning Department regarding payment and coordination of third party inspections.**
7. **The Planning Director shall review and approve the color of the stamped concrete parking lot and crosswalks.**
8. **The off-site improvement plan shall be revised to address all outstanding technical comments to the satisfaction of the Public Works Director and Planning Director. The offsite improvements as shown on the plan prepared by TF Moran, dated September 2, 2016 shall be completed prior to issuance of the first certificate of occupancy for any building onsite.**
9. **The plans shall be revised to the satisfaction of the Public Works Department to accommodate access for the maintenance of the existing sewer line with a cleaning/jet truck.**
10. **The Upjohn Street sidewalk shall be revised to include granite curbing.**
11. **The Applicant shall provide documentation that NHDOT has approved the proposed offsite improvements.**
12. **A letter from Manchester Water Works stating that they will be able to serve this project shall be submitted to the Planning Department.**
13. **The Public Works Director and Planning Director shall review and approve a traffic control plan to demonstrate how access will be maintained to the Goffe Mill Plaza, Carrabba's and the existing properties off of Upjohn Street during all phases of construction.**
14. **The Applicant shall provide an Easement Plan and the following easement documents along with the necessary recording fees:**
  - a. **Proposed extension of existing access easement for the benefit of Lot 12-32;**
  - b. **Proposed temporary construction easement on Lot 12-32 for the benefit of Lot 12-33;**
  - c. **Existing grant of easement to PSNH and New England Telephone Company shall be extinguished;**
  - d. **The Applicant shall remove the reference to a protected area for Carrabba's lease from the Applicant's easement plan;**
  - e. **Relocation of existing sewer easement to the Town of Bedford on Lot 12-33;**

- f. Proposed easement for overhead utilities on Lot 12-34 for the benefit of Lot 12-33;**
  - g. Existing Manchester Gas Company easement shall be extinguished;**
  - h. Proposed overhead utility easement for the benefit of Lot 12-34;**
  - i. Proposed relocation of the existing sewer easement to the Town of Bedford on Lot 12-33; and**
  - j. Existing storm sewer easement to the Town of Bedford shall be extinguished.**
- 15. The Applicant shall enter into a private agreement with the owner of Coldstream Office Park (Lot 12-30) for the proposed modifications to their driveways as shown on the offsite improvement plan.**
- 16. The South River Road/Upjohn Street intersection shall be revised to the satisfaction of the Public Works Director and Planning Director to sufficiently discourage illegal left turns onto South River Road.**
- 17. The Applicant shall provide an on-site office and dedicated parking space for the Bedford Police Department and shall coordinate with the Police and Fire Department to address land mobile radio (LMR) communication needs in Building C and the proposed parking garage to provide adequate coverage for emergency response.**
- 18. The Applicant shall provide a Maintenance Plan for the proposed stormwater treatment system, such plan shall be reviewed and approved by the Public Works Director and Planning Director and shall include with requirements for reporting maintenance activities to the Town.**
- 19. The Applicant shall submit a snow removal plan for the site which shall be reviewed and approved by the Public Works Director and Planning Director.**
- 20. The Applicant shall coordinate with the Fire Department to address all outstanding concerns regarding emergency access to Building A and the parking deck.**
- 21. A construction phasing plan shall be reviewed and approved by the Planning Director.**
- 22. Prior to a building permit being issued, the Applicant shall provide retaining wall design drawings (stamped by a licensed structural engineer) to the Town for proposed retaining walls 4 feet high or greater.**
- 23. Prior to commencing any work in the public right-of-way, a financial guarantee in an amount approved by the Director of Public Works for all public improvements shall be placed on file.**
- 24. Prior to any construction occurring, a pre-construction conference will be held with the Planning, Fire, Building, and Public Works departments.**
- 25. Prior to a building permit being issued for any of the buildings, the exterior building elevation drawings shall be reviewed and approved by the Planning**

**Board, including signage as noted in the waivers granting by this Planning Board at this meeting.**

- 26. Prior to each building permit being issued, a sewer permit shall be obtained.**
- 27. Prior to the issuance of a certificate of occupancy for each building, the sewer accessibility fee shall be paid.**
- 28. Prior to the issuance of a certificate of occupancy for the first building, payment of the fair share road contribution shall be made to the Department of Public Works, if a credit for offsite improvements is requested, the amount determined eligible for a credit shall be approved by the Public Works Director and Planning staff.**
- 29. Prior to the issuance of a certificate of occupancy for any building, all site improvements in each phase shall be completed.**

**Mr. Cote duly seconded the motion. Vote taken - all in favor. Motion carried.**

- 2. The Bedford Planning Board will hold an informal workshop to discuss general community planning issues.**

Chairman Levenstein stated we are moving this item to the October 10, 2016 Planning Board meeting.

- V. Approval of Minutes of Previous Meetings:

**MOTION by Vice Chairman Newberry to approve the minutes of the September 12, 2016 Planning Board meeting as written. Councilor Bandazian duly seconded the motion. Vote taken; motion carried, with Mr. McMahan and Mr. Pincince abstaining.**

- VI. Communications to the Board: None

- VII. Reports of Committees: None

- VIII. Adjournment:

**MOTION by Vice Chairman Newberry to adjourn at 10:15 PM. Mr. Cote duly seconded the motion. Vote taken – all in favor. Motion carried.**