

TOWN OF BEDFORD
January 13, 2020
PLANNING BOARD
MINUTES

A meeting of the Bedford Planning Board was held on Monday, January 13, 2020 at the Bedford Meeting Room, 10 Meetinghouse Road, Bedford, NH. Present were: Jon Levenstein (Chairman), Chris Bandazian (Town Council), Rick Sawyer (Town Manager), Mac McMahon, Kelleigh Murphy, Charlie Fairman (Alternate), Priscilla Malcolm (Alternate), Becky Hebert (Planning Director), and Mark Connors (Assistant Planning Director)

I. Call to Order and Roll Call:

Chairman Levenstein called the meeting to order at 7:00 p.m. Harold Newberry (Vice Chairman), Karen McGinley (Secretary), Phil Greazzo (Town Council Alternate), Jeff Foote (Public Works Director), regular member Randy Hawkins, and Matt Sullivan (Alternate) were absent. Mr. Fairman and Ms. Malcolm were appointed to vote.

II. Old Business & Continued Hearings: None

III. New Business: None

IV. Concept Proposals and Other Business:

1. **ER Bedford, LLC c/o Encore Retail, LLC** (Owner) – Request for Design Review of a Site Plan for the Market & Main mixed-use development, proposing changes to eliminate proposed office uses; to reduce retail uses; to modify the hotel use; minor changes to the restaurant uses, cinema, and parking garage; and to add 200 upper level multi-family units in two buildings with associated architectural and site changes, at 125 South River Road, Lots 12-33 and 12-33-2, Zoned PZ.
2. The Planning Board will conduct the first public hearing on proposed zoning amendments submitted by the Planning Board. The full text of the amendments is available in the Town Clerk & Planning offices during normal business hours and on the Town website at www.bedfordnh.org

Mr. Connors stated staff would recommend that the Board find the application to be complete. The abutters have been notified, it is the opinion of staff that the application does not pose a regional impact. Staff would recommend that the Planning Board accept the agenda and in so doing, adopt the staff recommendation that the application is complete.

MOTION by Councilor Bandazian to accept the agenda as read. Ms. Murphy

duly seconded the motion. Vote taken – all in favor. Motion carried.

- 1. ER Bedford, LLC c/o Encore Retail, LLC (Owner) – Request for Design Review of a Site Plan for the Market & Main mixed-use development, proposing changes to eliminate proposed office uses; to reduce retail uses; to modify the hotel use; minor changes to the restaurant uses, cinema, and parking garage; and to add 200 upper level multi-family units in two buildings with associated architectural and site changes, at 125 South River Road, Lots 12-33 and 12-33-2, Zoned PZ.**

Ms. Hebert stated the design review discussion is an optional process that an applicant can pursue and it involves developing a plan a little bit more than a concept plan, but it is a discussion with the Planning Board, and there are no binding decisions that are made during design review. The process is set out in the Town's regulations as well as State law, and the design review process is often used to vest an application under the current zoning and land use regulations. The Planning Board would engage in a discussion with the applicant, and after the end of the end of the design review discussion period, provided the applicant submits a final site plan within 12 months of that period, the application is vested against further changes to our land use regulations.

Those present on behalf of the applicant: Chris Rice, TF Moran, Terry Robinson, Encore Retail, LLC, Bob Duval, TF Moran, Attorney John Bisson, Cronin Bisson and Zalinsky, and Kevin Triplett and Joel Bargmann, BH & A Architects, design team.

Mr. Rice stated we are here to get feedback from the Planning Board and the public on the revised plan that we have submitted. This is for the property located at 125 South River Road, Map 12, Lots 33 and 33-2, Performance Zone. The property is referred to as the Market & Main development.

Mr. Rice stated we have been before the Board a number of times over the last few years. Just as a refresher; what is posted on the screen is what is the currently approved site plan. Mr. Rice reviewed the buildings on the posted site plan, as indicated by letters. As a brief history; the property was purchased back in the summer of 2015, demolition of the Macy's building occurred in the spring of 2016, plans were originally approved in September of 2016, and we started construction in 2017. Buildings A and B are constructed and are operational, as well as the existing Carrabba's restaurant. The offsite improvements for the project are nearly complete; they are going to be wrapping those up in early spring this year, all of the offsite improvements, for your information, equated to approximately \$1.3 million in work, the improvements on the Carl Norwood property also have been completed, and all of the underground utilities onsite for water, sewer, electric, and drainage have been installed.

Mr. Rice continued between the construction start and early last year we had come before the Board a number of times for some minor revisions, architectural reviews, and some signage requests, so we have been before the Board a number of times on those items. As you know, the first phase of the project, which I mentioned is complete, which is basically the Trader Joe's and

the Friendly Toast. Basically, everything south of this line that I am drawing is constructed and operational, everything north of that line is what we are here to discuss this evening.

Mr. Rice continued the cinema was really the anchor tenant, which would kick off the Phase II portion of the project. Mr. Robinson can expand on this a little bit more in a moment, but basically they were negotiating with a number of possible cinema tenants for a few years and they would get close but without a signed lease, they got to the point where they started looking at what are the alternatives. We had prepared and submitted a conceptual plan to the Town, as you may recall, this was reviewed and discussed at the October 7th Planning Board hearing, and that plan had basically taken away the cinema, taken away the office building, taken away the hotel building, and proposed 290 residential units. As you know, we received a lot of feedback at that hearing, both from the public and the Planning Board, so following that meeting we went back to the drawing board and Encore went back to their leasing team and we came up with the concept plan that is before you tonight for the design review application.

Mr. Rice stated posted now is the current plan that is before you. Again, everything south of this line is remaining per the prior plan. The major changes from what you saw in October to now are basically that the cinema is back in, the hotel has been added back in in the rear, which is intended to be a Marriott Loft hotel, and we have reduced the apartments from 290 units to 200 units. Out of those 200 units there are 80 2-bedrooms and 120 studios and 1-bedrooms, and we have added in green space, I know that was a comment from the Board and staff, as shown on the posted plan next to Building D, a few island along this edge of pavement along the highway, and we have added in a dog park area. The trail near this area can connect to the Bowman Brook trail that runs through the Whole Foods property, as shown. You could walk down this trail, go across the crosswalk, the sewer access we are kind of dovetailing with also a walking path that could be used whenever the Town is not using it for their sewer maintenance, and then that connects back up to this open space area, which we have also added. There have also been numerous changes to the architectural and I will let BH & A present those shortly.

Mr. Rice stated just as a synopsis on the square footages for you; the original approved plan had approximately 357,000 square feet of development, the current plan shown has approximately 440,000 square feet. If you are comparing the previously approved plan to what is before you right now, there is approximately 60,000 square feet less retail space, the office and medical office have been removed, that totaled 100,000 square feet, the hotel is slightly larger by about 13,000 square feet, and we have added in the 200 luxury residential units, which account for 231,000 square feet.

Mr. Rice continued we have had an updated fiscal impact study prepared, and I believe now staff has a copy of that for their review and comment. I think they just got that today. Ms. Hebert responded I haven't even printed it yet. Mr. Rice stated just letting you know that it has been submitted and we expect that staff will review and get the comments back, but basically so that you know what the major findings were. Basically, it will general \$1 million in revenue each year for the Town, there is a conservative estimate of about \$300,000 a year of costs to the Town, which has a net positive impact of \$700,000 per year. This doesn't include other fees such as building permit fees, the new sewer fees that would be applicable, etc. There is also a 1-time impact fee of \$690,000 that would be paid; that includes \$152,000 recreation fee and a

\$538,000 school impact fee. And a couple of other notable items, it projects a total of 20 schoolchildren, grand total for all grades K-12, which is 13 grades, and that averages out to 1.5 kids per grade. The Police calls were reduced by 33 percent with this development as compared to what was originally approved, and the fire calls basically remain the same. With the prior approved development, it was anticipated to have 54 calls in a year, and with this proposed development, it is 56, so it is basically the same.

Mr. Rice stated we did have an informational meeting last week, just so that you are aware, and the school intendent did attend. We presented this information to him and he did agree that the number of school children seemed appropriate.

Mr. Rice stated now I will turn it over to Mr. Robinson for kind of an update on how we got here and the leasing and then we are going to go through other bits and pieces of the presentation relative to traffic, parking, architecture, the waiver requests, and then we will be happy to open it up to questions and answers.

Mr. Robinson stated members of the Board, thank you for allowing us to come back tonight and give you our update of what our plan is. Ms. Hebert and Mr. Connors, thank you for your feedback over the last three or four months as we tried to move forward with our adjusted plan.

Mr. Robinson stated as you know, I have been here for five years, starting in 2015. We purchased the property in mid-2015, made a significant investment in plans and this Board has been very receptive and very helpful along the way, very accommodating to everything that we have asked, and in return we have tried to make any adjustments that we possibly could to your requests, whether it be architecture or whatever we can do to work with this Board and you guys have been very, very accommodating since day one, and I really appreciate that.

Mr. Robinson stated in the beginning when we first had a vision for the project, it was that this be the jewel, not only of Bedford but for the State of New Hampshire, to be a destination place and we looked at the Master Plan that the Town had, some of the things that made a great place. “It is accessible and well connected to other important places in the area, the space is comfortable and projects a good image, people are drawn to participate in activities there, and as a sociable place where people like to gather and visit again and again.” That was our goal, was to make that a reality here. In the beginning, the first year, we invested in removing the old Macy’s building, we designed and had the approvals that took us to put in all of the infrastructure, the offsite improvements, and we have over \$30 million invested in the property right now. We have over a million dollars in plans that are no good and that is a reality of where we are. When Amazon purchased Whole Foods in 2017, there was a big pause in big retail box companies, they just stopped and said what are we going to do here, and that is one of the main reasons why we ended up where we are here now. We have worked through this, I have been up here time and time again over the last five years and will continue to do so, but we have a new commitment and we are asking you to consider our new alternative here to make this project a reality. Again, we have heard what you guys have to say and we are willing to do everything we can within our power to make sure that you guys believe that in the end this will be the project that we all intended it to be in the beginning and that it fits right there in the Master Plan. I am

happy to answer any questions now or wait until the end or anytime in the middle. Please let me know and I would be glad to answer anything that I can. Thank you.

Mr. Bargmann stated I am from BH & A and we do retail, mixed-use housing projects. For the presentation I wanted to start on the Main Street view because I think it says a lot about how the project is conceived and the massing of it.

Mr. Bargmann stated on the left side of the site of this image, we have the new Regal Cinema with the entry mid-block on Main Street. The cinema is an 11-screen cinema, about 1,800 seats, and there are dimensions that are required of the cinema for stadium seating, for acoustics for the large screens, and that sets a building height that you see on the left side of the screen. The cinema is actually this building from this corner and it goes all the way down Main Street. On the ground floor of the cinema is retail, restaurant, things that activate the street because, of course, the cinema itself doesn't have windows, it doesn't have doors, it is a box, so it is lifted above the street level in order to keep a vibrant street level and not have that cinema dominate the street life.

Mr. Bargmann continued what we have done with the rest of the project is to take that datum point and stay below that with the housing and retail portion on the other side of Main Street. The cinema anchors it with this higher corner that you had seen in some previous iterations of the large sign and then the attempt is to make the retail section and the residential section on the right side of Main Street smaller. We have sort of eroded this corner so that your first approaching corner on the retail/residential building, that is known as Building D, reads as a 4-story building and then the rest of the project reads a little bit higher. But the takeaway of this is here you have the Friendly Toast building that is sort of ghosted in on this drawing so you can see what is behind that architecturally. Now posted is the view that you had seen previously with Friendly Toast in the foreground, so you can see that there is not a huge difference in the architecture of the cinema and where the Regal sign is and the glass lobby frontage, so Main Street is conceived similarly on the left side, it is a little bit more detailed to the building. The right side of Main Street was previously just retail space, so that is the component that has changed.

Mr. Bargmann stated the drawing posted now is shown as you are walking up Main Street a little bit closer to it just past the Friendly Toast, and on the corner I mentioned there was retail on the ground level to activate the street and lift that blank wall of the cinema above the street life. We are conceiving it as a restaurant space on this corner that sort of anchors the corner of Main Street with a place that people want to come, that people would come more than one time, that spills out onto the sidewalk and activates that corner and creates sort of the pedestrian zone up to the Regal entry, which is marked by this glass marquee, the Regal sign and other stores along the way, all the way down Main Street on this side.

Mr. Bargmann stated posted is at the top of Main Street looking back towards Market, down Main Street. The cinema is on your right and on the left you have the first store, which is a Schwab brokerage store, there are other stores heading down towards the Friendly Toast on the left, and you can see the residential above. The top floor of the residential, for example on this corner, is recessed so that you get a smaller scale façade, and then it rises up a little bit in the

middle of the block. The block has been designed where it maybe creates a little bit of verticality and that wasn't the intent. The intent to put in the vertical elements was to break the building into roughly 20,000 square foot volume, so if you go through the largest volume we have on the site, if you take that and go back over the retail space, that represents a 20,000 square foot dimension and that is something that is discussed in the Town's master planning documents. So the emphasis on this street, again, is to make it feel like a collection of buildings. Posted now is shown fronting onto the Friendly Toast, where the town green is on your left, the large restaurant is on your right, and then Athleta is on the purple awning in the middle, and there is one more retail opportunity before you get to the residential lobby at the end of that block. You can see how the residential height is designed to tie into the cinema block. Posted now shows the eroded corners of the building where at the two ends we have always cut through on the corner so you get a 4-story appearance as opposed to the 5-story in mid-block.

Mr. Bargmann stated posted now is an overall view where you can see Trader Joe's and the parking deck that is there in the front, on the left is Whole Foods and then there is a new retail lobby to the right of Whole Foods that is designed to be the same height as the Whole Foods restaurant and then from that point on the building rises up and goes down towards the cinema element at the end of the block. That is the view from the main street.

Mr. Bargmann stated as you are on I-293 looking back, you now see the rear side and the Schwab space is at the right of the apartment housing building, the back side of the retail wraps along the back of that, but the architecture of the back side of the retail is really designed to be active so that as you drive on I-293 you are not looking at the backs of stores but you are looking at an active retail level from the back side. On the right is ghosted in the footprint of a not-yet-designed hotel that would be at the end of Main Street. So it is a very nice conclusion to the street in terms of density and in terms of bringing vitality. The residential houses and the hotel really bring a market to the cinema that is very helpful and beneficial to the pro forma, so there is very nice synergy between those two uses.

Mr. Bargmann stated now posted is a previous view where there was an office building that is now being replaced by the hotel, and then the apartment building replaces what was the hotel on the left and extends it up a little bit closer to the highway.

Mr. Bargmann stated now posted is the current version of the parking garage seen from I-293, and you can see some of the tenants that are onboard today and others that will be coming, but this is the covered parking structure that serves not only the residential units but the hotel and the retail spaces as well. Now posted is the previous view of the garage and the garage is a similar design, the only thing we have done differently on the garage is those staggered screens have been brought through to regularize, get the staggering out of that façade, and to try to get some of the angled walls and floors that are inherent in a garage structure to disappear and read more orthogonally.

Mr. Bargmann stated I would like to show a few images of what a house would look like in one of these residential buildings. This is a 1-bedroom apartment where the upper drawing shows a kitchen, they are drop in appliances, they are very high-end appliances, marble backsplashes and other components that are built into this with seating areas, the high-end flooring and ample

glass. In this market glass is key. The difference between the luxury and the non-luxury apartments is we have very large walk-in closets, large bedrooms, luxury bathrooms with floor to ceiling tile, walk-in showers, wood cabinets in the baths also. I mentioned that the windows were inherent to this property type; shown now is what is known as a studio unit and I show you that because Mr. Rice mentioned that there is a good number of studios and 1-bedrooms; and you can see while they are studios, they are high-end studios, they have bedroom alcoves, these are not inexpensive studio apartments. Lastly, showing the size of the windows and the type of spaces that are created, which are large, they are designed to a client that will support the restaurants, support the retail spaces, support the cinema that is really a synergistic relationship. The last slide I have you saw in the site plan that showed a courtyard building and I want to emphasize that this is the sized courtyard that is being proposed. The units that are facing the courtyard are ever so much desired as the units that face outside. It is a very private space, the units that are at grade at the courtyard you can see have privacy screens so that they have outdoor patios. We find in these projects that the courtyard side rents in advance of the streetside because it is such a private and highly designed space, and I just emphasize that so you don't think that that courtyard is a leave-behind to the development.

Chairman Levenstein asked do the streetside units have any patios? Councilor Bandazian asked or balconies? Mr. Bargmann replied not either.

Mr. Duval stated I am posting the site plan and then I am going to speak briefly to traffic and parking. To build on Mr. Bargmann's last comment; this is the courtyard that we are talking about, which is in the middle of Building C. It is an interior courtyard at the second level with parking under. Chairman Levenstein asked that is above the retail? Mr. Duval replied no; I have zoomed in on the Building C square, and the retail is the front 60 feet or so of the building, those retail units are on the first floor extending back about 60 feet or so on an L-shape, and then the cinema is on the second floor to the right-hand side over this big rectangle. So the first floor is retail/restaurant and then an L-shape as shown, and the second floor in the orange area is cinema over the retail, and the second floor in the brown area, up to the fifth floor, would be residential units, some facing directly out and some facing towards this interior courtyard that was just shown in the blow-up. At the ground level, at the first level of the parking garage, and at the ground level under the courtyard and the second story cinema or second story residential, is a parking field, which is as big as I am outlining with the cursor. There are 100-some-odd parking spaces in that level, I want to say 131 or something like that. Then the gray portion of the parking garage extends up ground level plus four elevated stories. So the ground level is actually occupied by parking behind the L-retail on the first floor in front and on the streetscapes, residential above here, cinema above here. On the other side of the street, just to finish the thought, is this L-shaped building also has retail/restaurant on the ground level, where in this case there is no parking under, the building is L-shaped and all the units face north, south, east, or west. None into an interior courtyard, although there is this green space here, which is on the southeast corner of Building D.

Mr. Duval stated I will now go into the shared parking analysis. We have total parking onsite of about 1,400 spaces, and there are 415 or so in the parking garage itself, there are 130-some-odd in the surface level that we just talked about, and there are 150 or so parking spaces in the Trader Joe's garage, there is another 70 or so spaces in the hotel area in the back, and then the rest of the

spaces are just surface lots scattered around the site, mostly to the south and surrounding the Carrabba's building and the area that is in front of the residential between Whole Foods and Trader Joe's, for a total of 1,400. We have done a shared parking analysis that determined that we need about 1,380 for the current site concept, and those spaces are just like they were before, they are not dedicated to individual uses, so there is no reserved parking for the residential or for the cinema or for any of the retail uses, it is all parking in common. The way the shared parking works is there is a combination of intensity of use of each of the separate uses, it varies in time, both in time across the year and time, weekday versus weekend and time of day, residential versus retail and cinema tending to be later in the day. So you put that all together in a prescribed way by the Urban Land Institute, and we have done this before this Board and this Board approved it in the prior use where there was about 1,200 spaces and now there is about 1,400 spaces.

Mr. Duval stated now I will move to traffic. We are still in the very preliminary stages here, we have submitted a traffic memorandum to the Town staff, which they have reviewed with the consultant, and that traffic report we have had some initial comments on it that has asked us to do essentially a comprehensive update of the traffic up and down the South River Road corridor. We have taken new counts to update the original study that was approved for this project, we did just receive the results back last week, we are in the process of reviewing those results right now, it is a helpful exercise that we have because before the counts included Macy's, for example, included the Wayfarer, included some of the Stop & Shop, and we had to do a lot of corrections to make sure those traffic numbers reflected the realities on the ground in 2016. But now we have I think a much more consistent and simple actual count of what is built out there, and these volumes include Trader Joe's and Friendly Toast and Carrabba's, so I think it is a much cleaner launching pad for analysis of this new concept. We will be doing that and we will be bringing that to this Board in good time. But I think the overall conclusion of trip generation is important, and our overall conclusion is that the trips generated by the residential component replacing the office component and some of the retail component are going to be much less intense, on the order of 100 or so trips less in and out at each time period, in the morning peak and the afternoon peak and the Saturday peak, so that gives us a lot of room which would essentially equate to reserve capacity, that would go back to the Town that is not being used by this development. Of course as Mr. Robinson pointed out, there has been a substantial investment in offsite improvements, over a million dollars, and offsite improvements already in the ground, the balance, which is including the right turn southbound off from South River Road onto Meeting House Lane, will be constructed as soon as the weather turns in a couple of months. So essentially these improvements are built for about 1,500 trips and we are expecting, at this point I am just going to say hundreds of trips less than this during the peak hours, so there is a benefit there to the Town. Of course, this is going to be reviewed thoroughly by VHB and by the DOT, who will be looking at making sure that the improvements that were built are going to be adequate to handle this traffic situation. So it is a good story on both traffic and parking and the new proposals being designed to accommodate what is going to be produced as a result of the full build of this development.

Mr. Rice stated I just wanted to run through the waivers really quickly, and then we can open it up to questions and comments. As you may recall, there were a number of waivers that were approved as part of the original site plan approval. A lot of these waivers that we are asking now

are the same that were asked before. Staff had suggested to us that we kind of approach this as requesting new waivers for anything that has not yet been constructed, so that is the approach that we had taken with the waivers. I don't know if you would like me to run through them all or I can give you just the ones that changed, because none of the requested waivers from before are no more burdensome now than they were then. For example: we are asking for a waiver for impervious coverage where the existing Macy's site was 86 percent impervious coverage, we had received a waiver to allow 84 percent with the original approval site plan and the current plan today is 82 percent, so we have 2 percent better but we still need the waiver for impervious coverage. We have a couple of similar waiver requests relative to structure setbacks for Building D, Building F, which if you would like me to run through those in detail I am happy to. There were some landscape standards but they are all the same waivers that were originally approved and where there are bigger ticket items to discuss tonight, I didn't know if you wanted me to bog down the Board and the public's time with those, but I can go through the new ones that are really the crux of the proposals. Chairman Levenstein responded let's hear the new ones.

Mr. Rice stated of the new ones that we are not really even sure if we need or not but we asked just to be on the safe side. That is from Section 322.2.1, minimum off-street parking spaces, which basically states that for residential development you need two parking spaces per unit and one of the spaces has to be a covered parking space. We exceed the parking requirement based on the shared parking, and with 200 residential units we would be required to have 100 covered parking spaces, and where this a shared parking setup, we have in excess of 500 covered spaces onsite, but we do not have covered parking immediately adjacent to Building D. However, Building D has a clear walkable path from the lobby to get to the parking garage, so if somebody wanted a covered space, they are welcome to use it and park in the parking garage of Building C, the Trader Joe's parking lot, or some of the podium parking that is part of the hotel. I wasn't sure if we should ask for that, but I did it just to be on the safe side. Ms. Hebert responded Mr. Rice, I think our interpretation is that because you are providing no dedicated parking to the residential use, that covered parking is available, it is not dedicated to those units, so you do need a waiver because the covered parking needs to be dedicated to the residential use. Chairman Levenstein asked are there any restrictions as far as any of the parking garages parking overnight or anything like that? Mr. Duval replied there is no formal restrictions on any of the parking, which is a key element of shared parking, so all parking is open. I think the site sort of lends itself though to some expected uses. Obviously the parking garage next to Trader Joe's mostly used by those people, but there is nothing to stop people frequently this retail from parking there if they want to or even resident parking there if they want to. It is likely that this front field here will be used by these buildings A, B and E plus the retail facing that front field, and it is much more likely that the residential uses, especially of Building C and the cinema users, will be in the parking garage where the bulk of the open spaces will be, and it is also likely that the Building D people will make use of that since the residential lobby is here, they walk straight across the street, and they are right in the ground floor of the parking garage fairly directly. So it may seem like a long way away but it is a very direct path. So we expect most of that parking here, this area here was likely to be employee parking and remote parking, and also to some extent, surface parking for the Building D folks, and then the hotel in the back is intended to be relatively self-sufficient in parking. The hotel is on a podium over a portion of the parking lot that also serves as a porte-cochère and then they have some additional surface parking here and here. I think there are some natural subdivisions of this space but no formal reservations of space.

Mr. Rice stated the other two waivers that I will let Attorney Bisson speak about, has to do with the use of the property, which is allowing a residential use with no workforce component in the Performance Zone, and the second one is relative to density where you are permitted 12 units per acre, which would equate to 172 units and we have 200 units, which equates to 13.9 per acre. Ms. Hebert stated I will say that the density calculation applies to the workforce housing, so that would apply if you are providing workforce housing in the development but would not apply to a waiver where you are essentially creating a new use that is not allowed per zoning. Mr. Duval responded agreed, technically the density would be zero I suppose, but we are just equating it to another multi-family use for sort of a point of reference. Ms. Hebert stated just to be clear with the Board.

Attorney Bisson stated I am filling in for my partner John Cronin, and I appreciate the fact that he is not here so that I can be part of this presentation because this truly is a unique property, and as I was getting ready to talk to you about the waiver requests tonight, I reviewed the Master Plan, 2010 in particular, where it talks about great places, those are your words, not mine. I think this this a great place because it meets all of the criteria, or very many of the criteria that were set forth in the 2010 Master Plan and certainly in the River Corridor District in 2012 that received overwhelming support from folks in Bedford. If you read the language in both of those, it sort of sounds like this project, the mixed use and destination and everything that is being presented here tonight. So whether we are here on one or two waivers I guess there is some issue with respect to that, but what we are looking for in particular is under Article 3, Section 275, it is the workforce housing component that we are seeking a waiver from, and that is simply because to support this development the way it is being proposed, the tenants that are necessary to make it work workforce housing doesn't line up. The minimum number to make this project work is 200 units. Below that the project doesn't work. You heard from Mr. Robinson about how much has been invested in this project and it is five years of his life, millions of dollars, they are not coming here lightly to ask for this waiver, obviously in a perfect world we wouldn't need waivers, but it is not a perfect world. I started my career as a lawyer in Coldstream Park 20-something years ago right across the street and we used to have CLE's at the Wayfarer when it was sort of the hub of activity there, and then it went through all those years of decline so what do you do with this site, and I think what you have seen tonight is an appropriate fix for that. If you look at your Master Plan promoting this cluster development in order to make it work, the workforce housing component doesn't work and the minimum number of units is 200 and that is what everything is focused on in order to sustain this. It sort of begs the question, if that doesn't work, what does. Does it stay the way that it is, sort of a partially developed site with some use but underutilized? To the extent that there is new development one of the goals of the Master Plan is to encourage development and preserve open space. If you put more units here in a site that has been historically developed for 50 years it has been developed, you are using this space for more housing, you are not putting housing someplace else in town where is an opportunity for open space and green space. This space is already pavement, it is already significantly beyond open space, so it is an appropriate use and I think it is consistent with what your Master Plan and the River Corridor District intend. While it sounds like a dramatic request, it really is consistent and an appropriate use. There has been some historic talk I guess, some of the prior hearings about bait-and-switch and how this was sort of a hide the curtain kind of approach to this development, that couldn't be further from the truth, what happens here is a landowner has a

legitimate project in the mind and the economy and the reality of what occurs changes that. No one predicted that Amazon was going to buy Whole Foods and change the entire dynamic in the retail industry. We have leasing experts here tonight who could go on at length about how that impacts the reality of leasing, but the fact of the matter is in order to productively use this space and bring a cinema to town, which is I understand a very viable and attractive part of this development to the folks in Bedford, this is what you need. That is really the essence of the waiver requests.

Mr. Duval stated I would like to add to that a little bit, especially in regard to parking and traffic. One of the reasons that mixed use development is favored in cities and towns across New Hampshire and New England is that it does a really good job of making effective use of existing infrastructure by reducing new infrastructure needs. The shared parking concept is a perfect example of this of how fewer parking spaces can serve needs, adding a residential component to a commercial development has very beneficial effects, you say it in your own Master Plan probably better than I could myself, and I have been speaking to this very issue in a number of forums for years now, that future growth should consider mixed-use and compact development particularly where infill opportunities or redevelopment of existing sites is possible. The corridor already contains, and they are talking about this corridor in particular here, a base of retail and service uses along with other businesses. Adding vertical housing as a component of new buildings will place new residents within walkable distance of these uses, reduce vehicle trips, and provide an opportunity to create a sense of place that has vitality and interest. There is no zoning amendment that has been passed or could be passed that can take away a single grain of truth from those statements. Those are true statements and in the long term interest of every community to reduce dependence of the automobile, put more uses within walkable distance and create a sense of place with vitality and interest. I think that this presentation here and this proposal that is before the Board accomplishes all of these goals and these very important overarching goals should not be overlooked, and this is a prime reason why we feel that these are reasonable waivers. In fact, I think the zoning should be reconsidered to consider the value of these mixed-use opportunities.

Chairman Levenstein requested questions or comments from the Planning Board.

Ms. Malcolm stated I am feeling a little confused at this moment, and perhaps I am stuck in the original idea of Market & Main as an area that was going to contribute to the entire Town of Bedford. Now I am told that it has to be there for the 200 apartment units; it is not for the entire Town of Bedford. We have to have 200 apartment units to support this area. I find that confusing, and I am not sure I think 200 apartments units belong there. Mr. Duval responded I think maybe a simple answer to that question would be just to consider there are 1,400 parking spaces there, so obviously on a day-to-day basis there is an expectation of a lot more than just the 200 or 300 or 400 cars that would be generated just by the apartments there. This is intended and in fact needs to be to serve an 1,800-seat cinema plus 75,000-odd feet of restaurant and retail and needs to be a significant component of the community at large to go to this place. The 200 is sort of like anchor population, if you will, sort of some build-in users of the cinema and the stores, which makes it more attractive to those tenants and makes it easier for them to sign on the dotted line, and frankly attracts a higher class of tenants to those spaces, but those people will maybe pay the light bill perhaps in order to keep these businesses going, the cinema and retail

and everything else, you need to have community there. So this is intended to be, and that is what these streetscapes are showing, that this is intended to be a vibrant place that people want to go to and linger and hang out and go from door-to-door shopping on the street fronts as well as attending the cinema and go to some of the public spaces that we are trying to incorporate into the site plans in addition to what had previously been in the site plans.

Mr. Fairman stated in December my wife wanted to go to one of the stores down on the market so I took the opportunity to go down and look at that development in Lynnfield, which is one of the developments you showed us pictures of five years ago and said this is what we are talking about. When I got there and looked at it I said this is just exactly what I was hoping we were going to have, but of course, it is not what you are showing us. Every storefront was different, every two or three storefronts the roofline was different, lots of open space, lots of green areas, much more friendly atmosphere than I see this being, so I continue to be disappointed that we are not getting what you had originally showed us that we might get. I understand retail has changed, however, in the last three years we have had a tremendous amount of new retail come into Bedford, big stores, little stores, all sized stores since Amazon bought Whole Foods, a lot of it, so I don't think that that is a totally understandable excuse to me as to why you couldn't have gotten the retail in here over the last five years. I think there are probably other factors involved. Rent costs perhaps is one of them, but whatever reason retail is not choosing to come here, it is choosing to go elsewhere.

Mr. Fairman continued while I can support some apartments in this area, I do think that you need more green space, more playgrounds, more other things. I also feel very strongly, in fact, I will state right now that I will not vote for any apartments that do not include 25 percent workforce, and the size of the structures and the number of apartments I continue to feel is too many. I can live with some apartments, can't live without workforce housing in those apartments. I think it is an important component that we need to have, and no place in Bedford will I vote for apartments that don't include workforce housing.

Ms. Murphy asked can you elaborate on what you have for incoming tenants who have signed commitments or signed leases? Who is officially onboard? Mr. Robinson replied we have Athleta, Pressed, Charles Schwab, I don't have any others, other than Regal. We have gone back to Regal after we began the new concept. Ms. Murphy asked didn't Regal pull out at one point? Mr. Robinson replied they did. Ms. Murphy stated you have gone back to them with a concept and said here is our new concept but you don't actually have a commitment from them do you? Mr. Robinson replied yes we do. Ms. Murphy asked is it in writing? Mr. Robinson replied we are very close to having a press release in the next short amount of time announcing that they will be here. Ms. Murphy asked are there conditions? You may not be able to answer these questions. Mr. Robinson replied there are always conditions. Ms. Murphy asked did they condition it on apartments? Mr. Robinson replied they were very, very pleased that the residential units would now be a part of this. Ms. Murphy replied so no. Ms. Malcolm asked how many? Mr. Robinson replied 200 is the minimum that works for them and for us. I also would like to speak to the workforce housing component. I understand and appreciate the importance of that. I do. Unfortunately, it does not work, it just flat doesn't work with this type of a project. We have carefully gone through this time and again to make sure that we have it right. The green space, we are willing to do everything that we possibly can to make those

things happen, but there are limits. With the level of this type of a project as far as finishes, as Mr. Bargmann was telling you, these are no just apartments, this not just another apartment complex, this is a concept that works in many other places and we are trying to deliver for you as best we can what we came here with five years ago and I will stand by that. The project that you looked at, we can't make it an exact replica of that one, but there are certain realities here that if these things don't come together there is no Place C, there is not one. We are sensitive to traffic, to all of the impacts that come along with type of a project and we are making sure that we accommodate for all of those. With that said, again, we are where we have to be.

Chairman Levenstein asked what are the demographics that you are looking for as far as tenants? Mr. Robinson replied on the multi-family portion is a higher-end, younger, millennial, if you will. Encore has a multi-family division group; we have a company that is multi-family and we only focus on the high-end. It is a new age now where cheap apartments are not necessarily the best investment, and with a project with this many other components to it, cost-wise and otherwise, this is just the way it fits together. I wish I could say we could do this or we could do that, but we can't. Chairman Levenstein asked what percentage are 2-bedroom? Mr. Robinson replied of the 200 units there are 80 2-bedrooms and the 120 balance are around 80 1-bedrooms and 40+/- studios. That may not be exactly right, but we have fooled with the bedrooms a little bit as well to make sure that the impact is minimal as possible to the schools and to everything else. I understand that is a concern; we have discussed that with the staff, so we are willing and would like to work with you on everything that we can. We wouldn't be here if we didn't have to be here with 200 units. We had 290 at one point and we heard you loud and clear on that and we went back and did everything we could. There is a certain level here from an investors standpoint and a lender standpoint that there is just an area that we can't deviate from and that is where we are.

Ms. Murphy stated I want to go back to Regal. Did they indicate to you that they required apartments to be part of the project to be in? Mr. Robinson replied I don't know if it was a requirement. Over the last four years we have had discussions and negotiations that started with Regal in the beginning, fell apart, moved onto another cinema, one that was local here, so they came back around. The requirement was not something that I don't think it would be in the lease or anything, but it sure helped things when it came back around because the theater itself was not and is not a real big winner financially for the project. We just felt like it was something that we had to go back and make every effort to make a part of the project and they liked the idea of having that built in clientele on site. Ms. Murphy stated I ask because a couple of minutes ago you said the minimum of number of units that we require and then you paused and you said the minimum number of units that they require was 200 and I don't think that they are requiring 200 units. Mr. Robinson replied I don't have an answer on an exact number other than the 200 was what was presented to them. Ms. Murphy stated I get that it sweetens the deal for sure, but it is not a requirement that they have negotiated with you as part of this project. Mr. Robinson replied not that I am aware of. I have not read the lease, that is in a separate group, so I don't have specifics on the lease other than to know that there is a press release forthcoming shortly, and the back and forth over all of this time that the way that this has landed is favorable for them.

Ms. Murphy stated I also want to drill down on one of the last statements you made before we started talking questions from Board members, and I think I am quoting you correctly, "There is

no option C.” So what happens if we leave design concept and you come and propose and your proposal fails to pass? Mr. Robinson replied I don’t have an answer for that, because, again, there is no third option right now. I don’t think it would be anywhere near as appealing as something like this. Again, we have over \$30 million in the ground here in plans and offsite work and so forth, so we have a significant investment here, so it is important to Encore and to our investors and lenders that we make this work. Again, if we didn’t have to be here asking for this, I know this is not a popular ask, I know that. Ms. Murphy stated it is not. Mr. Robinson responded I get that. I will tell you that the 200 units is an Encore requirement for sure to make the deal work. The specific number of units that may or may not be required on Regal, I don’t have a specific answer for that.

Mr. Robinson stated to go back to Ms. Malcolm’s comment on the use for just the residents. That doesn’t apply here. The local residents will get way more out of this than just the people who live there, so it is not just for those people. This is not something you would do, spend this type of an investment on something that would be for 200 apartment units.

Ms. Murphy stated we are in New Hampshire, we get a decent amount of snow, what is the plan for moving vehicles around residential and commercial parking lots to plow when there is inclement weather? Mr. Robinson replied we have to have a plan in place for that. I know we do now for Phase I; I don’t have specific answers on how that will work, but we know that that is requirement, so we will deal with that.

Town Manager Sawyer asked could you speak to the hotel aspect of this project. There was a name drawn out earlier; it is not designed in the architectural plans and on the site plans it says future. Mr. Robinson replied at the moment the plan, which is shown here, is to eliminate the office building and move the hotel over to that site. At the moment it is a Loft by Marriott. We also have a hospitality division, and, again, this is not something we wanted to do ourselves, but it is on the table right now and we are looking at design and so forth. That is not at all 100 percent yet, but that is where we are headed and hopefully that is where we will land on that. We will have more information on that for you as we get it. Town Manager Sawyer asked can I just clarify; the design is not 100 percent or the inclusion of a hotel is not 100 percent? Mr. Robinson responded the inclusion of the hotel is a possibility and I would say a likelihood at this point. As we all know things can change, as they have here over the course of the last five years, but that is the intent right now is to put that property there. Because, again, that is a component that makes it work, that is another piece of the puzzle that brings it back to whole again and makes it appealing to lenders and investors. Mr. Duval stated you have been soliciting design proposals. Mr. Robinson stated we have an RFP out for design of the property right now.

Ms. Hebert asked have you actively sought other anchor retail tenants because your retail spaces seem to be decreasing in size. The loss of REI was big for the community; folks were really looking forward to REI coming to Bedford. Are there other retail tenants that could fill that niche, are you pursuing changes that could maybe reduce the number of units if you were able to land a good tenant? Ted Chryssicas, broker, Executive Managing Director from Newmark Knight Frank on behalf of Encore Retail, LLC, responded to answer your question with respect to are we pursuing other people, we are actively, and to kind of just answer one of your questions about retail as a whole and what was going on with respect to Lynnfield. Lynnfield built

residential around it, it is very disjointed and they have buildings, they would rather incorporate it into the retail, it would have been better for them, if you were to ask WS, who is the developer of that project. The other issue is they had Whole Foods, but they also had Apple, they had a number of other key components and it is 400,000 square feet of retail. When you get that type of critical mass, you can attract a lot of others. So what we are trying to do is to get some critical mass here. One of the key components here was the theater, and we were after many different theaters, Regal finally came back after getting purchased by a whole other company in Europe, CineWorld purchased Regal in this whole process, delayed all of the decision making, now they are back on with a whole new design, a much more up-to-date design than the original one we were trying to pursue, so now they are much more of a relevant theater. Trying to get a theater deal in around this area, throughout Boston, throughout New England, is challenging. There are not too many new theaters here. Viewership has kind of remained stagnant, even gone down, but if you get the new product, they will come out and that is what you try to do, you try to pull them away from the living room seats and having a night out of it. I think with Regal right now the way we have it; it will be an exciting component. To answer your question with that, once we get this thing going, we will fill the rest of it very quickly, and it will be some very nice tenants and in keeping with the Town of Bedford. One of the key things here is we are trying to keep these tenants, we can go off and fill these spaces, but we are trying to get the right tenants in here. First credit, second image, and then fit the demographic of Bedford.

Mr. Chryssicas continued to answer your other question. You had a question concerning there is new retail around here. There are no new retail projects of any magnitude here. They have been basically backfilling spaces that become available. If you look at the former Bedford Mall, that was all backfill. If you look at where Hannaford's pulled out and they went and took over the old Stop & Shop, trading places, and then Boston Interior's, which we had but we couldn't deliver in time, they went over to that project and then Bed, Bath & Beyond went over to that project as a teaser. Just keep in mind here, this Regal theater is not a money maker, it is a loss leader for this project here. Theaters are extremely expensive to build and everyone wants a theater and all the theater companies are just trying to pick and choose their projects and get the best deal they can. They like this community, it consolidates what they have in and around the Manchester/Bedford area, and this, they think, will satisfy the entire area for the next 20 years. I think we can get this thing to be a very exciting project with this theater and with the number of restaurants that have expressed interest once we secure everything and put it together, but keep in mind a lot of these retailers if you don't build it, they don't come. It is very challenging to get them to sign up ahead of time when it is even just plans. They have to kind of see, feel and touch it, so for us to be at this level of leasing on the retail end of things, at this stage is very good. I could answer any other questions with regard to retail.

Mr. McMahon stated the folks out there have read and heard what you have had to say, and I think it is important that your voices be heard. If I can make an analogy; a young lady accepts a proposal from a man that she always wanted to be able to marry, both sets of parents were delighted, the family was delighted, neighbors were, and it worked out just fine until he didn't show up for the wedding. Later on as time goes on she finds someone else that she thinks is good, accepts his proposal, but at that time she, both sets of parents, and the neighborhoods are trying to think of reasons to justify why #2 was better than the original one.

Mr. McMahon stated I know there are different ways to figure out what the percentages are of children will be based on the number apartments, I don't know what is universal, national, or whether or not it can be normalized to a particular environment, but one way or the other I suspect there is going to be children and some of you have been concerned with it. What would be built into this to make it attractive for people that have children or plan on having children to come? Is there going to be any discussion about extensive playgrounds, anything in the way for instance a skateboard park, which seems to be very popular in other areas, and will that or will that not be a draw for you folks? It doesn't look like there is going to be much room but maybe I haven't looked at the plans carefully enough.

Mr. McMahon stated other than the children, I haven't been to all apartment buildings, but every one that I have been to, they have a numbered space for residents. There is a possibility up on the screen all the way to the far right where the L-shaped building is, that a young mother with a young baby and two bags of groceries may have to walk on the extreme right-hand side all the way to get to her apartment. I know you have a plan on how the shared parking is going to work, but what could you do to be able to give the residents a good possibility that when they come back from shopping, that they are going to have a spot that is as close to their apartment building that is feasible. I can only speak for myself, but I was young and had a young kid, I think I would be a lot happier knowing that that space was going to be available for me. Maybe in your experience it doesn't matter, maybe in your experience you have seen that it has always worked out, but during Christmastime and Thanksgiving, there is not going to be any space that is not going to be filled. Take a look at the mall in Manchester, there are some people that are parking in places that aren't even parking slots just so they can get in, and if this is as popular as you say it is going to be, I wonder whether or not, not all of the time but there are times where it is going to be difficult, not only for residents, for other people too. A new movie comes out that is well advertised and that place could be saturated, and if it is and there is a matinee and people come back from work, they may be looking for a parking space that is close to where they live. I may be wrong, but I would ask you to take a look at that and see whether or not there is some accommodation that could be made. And to make things even worse, I am suggesting that there be an area for the kids to play in. Mr. Robinson responded I don't work for the multi-family company; I don't have the answer for that specifically. I do know generally that the project is keyed towards a different demographic. Again, it is the young millennial or maybe the older single person. We are not looking for there to be a lot of interest from a lady with children or a family with children. It is just that this would not work for them; I think it is a situation where they would look elsewhere for a place to live that was comfortable for them and this would not be the right spot for them. This will be more of a vibrant, nightlife kind of place for the younger crowd. Again, I can't speak specifically to the numbered parking space; I am sure that our team has answers for that. We have projects all over the country, I just can't answer that for you now. Mr. McMahon asked so it is going to be an exclusive residential area targeted for a small population? Mr. Robinson replied not exactly. It is open to anyone who feels like it works for them. There is nothing exclusive, every business caters to a certain demographic and this demographic that I believe they will be after, and they certainly believe that they will have no problem filling this with that demographic, they are comfortable with that. I will definitely get you an answer for your concern. Mr. McMahon stated the millennials are slowing changing, some of the stereotypes are now gone, some of them are moving out to rural areas where we

thought they would all stay in, and two young happy people may not want to have kids, but it could be that they would.

Ms. Malcolm stated I am not sure that I like the idea of apartments that are not child friendly, that do not have abundant green space for children and for adults who actually like to get out. And I think I am going to second Mr. Fairman's comment that we need workforce housing. Mr. Robinson responded I understand the need for the workforce housing and I understand your question and concern as it relates to green space for children. We have constraints here and the project that we are proposing to you tonight it is as full as it can possibly be with what we can put there. Again, they are not catering to families, therefore, the space that would be spent on a park for the children that live there, that is put to another use that better applies to the entire project. Ms. Malcolm stated green space also has the advantage to making a property look nice. All I see in your pictures are buildings, big buildings, and I would like to see more green there. Mr. Robinson stated based on the feedback we got last time, we have added as much green space as we possibly can. Can we add more? Maybe. It just depends on where things flush out with the parking and the traffic and so forth and where we can massage it a little bit to provide that. I am all for that, it is not that we don't want it, it is just a reality, there are a number of pieces to the puzzle that have to fit together to make it work. And I will say again, if we didn't have to be here tonight, we would not be here.

Ms. Malcolm asked where would a school bus pick up children? Mr. Robinson replied we have two locations that are set for school buses right now. One is on the corner to the side of the Town green and then another one out on the corner of Upjohn. Ms. Malcolm stated that is near Carrabba's and the bank? Mr. Duval replied in front of the bank, just south of Upjohn, if it has to be on public property. Currently the school bus operator does not go into private properties, but if we can work with the school bus operator, who also is going to have to come up with a route to pick up the Wayfarer apartments as well, with Upjohn connecting through directly to both, we are thinking that it might make sense for the bus operator, even though it hasn't been their practice to onto private property, to go into the public Upjohn Street and then just continue straight through, pass in front of the Wayfarer on the way out. If that is not possible, then both of those projects would just use South River Road for a bus stop.

Ms. Malcolm stated I know that Manchester sends a bus up to Target, so there is some public bus route. Is there any discussion of having a public bus stop within this area or near this area? Mr. Robinson replied that would probably fall into our management team once the project gets further underway, but I haven't had any discussions with the Town or with any agency about that up to this point. Obviously if that is possible, it certainly would make sense to transport people in and out.

Mr. Robinson stated going back to the hotel. The hotel is not a necessity to what we are asking for here. It is not a necessity. We are working towards that to fill that void where the office building was, but I heard you say you don't like it and you don't want the hotel. Town Manager Sawyer stated I didn't say that. I am trying to make sure it is coming. Mr. Robinson stated but it is not a requirement for what we are asking here. We brought that back over there because we thought we heard that along with the theater that that was something that you were interested in. Town Manager Sawyer responded absolutely. Chairman Levenstein stated I think the concern is

that it is approved and never built. I think that is more of a concern than it not be approved or that we don't want it. Town Manager Sawyer stated it doesn't feel fully committed on the application here tonight. It is shown as proposed or future. Mr. Robinson stated it is still under study because it is not 100 percent yet. I don't want to give you the impression that it is, but I also wanted to just let you know that it is not a requirement for what we are asking here. Town Manager Sawyer stated I said the exact opposite back in October. I said cinema and hotel were all needed elements of the plans. Mr. Robinson responded that is what I thought. I just misunderstood you.

Mr. McMahon stated I am certainly not a project manager, but if we could go back to the whole purpose of it. It is really for the community, and of course, we are concerned about the residents that may or may not be there and the draw that you are going to have. Taking a look at it from the family aspect, the draw may very well be initially the theater and they could go as a family. For the kids is sort of a static entertainment and went they get out the wife may want to go in one direction, the husband may be in something, and it would be nice, that when you are building and taking a look at your retail, you guys know what preteens are looking for, what teens are looking for and what folks in different professions, and we have a pretty good spread, so I would ask you whether or not you could consider that. Once the movie has ended or if they go as a family to eat and the eating is done, when they spread, that you have retail that is broad enough. Putting the dentist in may be something good for you, I don't know whether or not that is the best, but that is up to you folks, you have a lot of retail space and I would think you have had a lot of opportunity with your past experience the number of folks that are working on this, that you might be able to fill that because families might be more willing to come in if they know that mom is doing something that she likes to do, that she can turn the kids loose in a fairly safe environment and they can keep themselves entertained. Mr. Robinson responded I understand your position. I think that is our goal in general. In any retail project is to broaden the appeal to everybody that would potentially come there. We talked in the beginning about the town green being an area for entertainment for kids or maybe some different activities out there throughout the year, even the possibility of a portable ice skating rink at certain times of the year, things like that. I think that is the goal of not only the project but to the broker or the property manager to make sure that that broad appeal is there.

Councilor Bandazian stated I think your vision is fairly compatible with the river corridor vision and in any place in town where the infrastructure would support it, I think this is probably it. Having said that, in terms of your fiscal analysis, I don't know what you are going to present or whether I will even be here representing the interests of the Town, but it would be important to me to look at your costs. The property next door where Whole Foods is, is bisected by Bowman Brook; it was a very challenging site with many uses proposed, difficult egress to the north and the south because they had to go through the Bedford Mall and through your site and your site is challenging as well. Obviously you had to pay \$12 million to buy a building and then tear it down and you have a bit of Bowman Brook going through it, but when we looked at that site and considered apartments, part of the information that was provided by the applicant was what of the different uses were going to create a deficit for developer and what the financial benefit was of adding the multi-family that made the whole project work. It is certainly one thing to come here and say that to us, I think it is another to see it on paper and see what the dollars and cents are, and I think that would be very important to me if I was deciding this.

Councilor Bandazian continued the other aspect of it would similarly be the workforce housing. I would want to see some numbers that explain to me, convincingly, why that wouldn't be feasible here where we are allowing a use that isn't allowed, we are allowing density that is greater than what is allowed. So those would be important things for me to see if I was to pass on this. It is obviously much, much closer to your original proposal; take heart Regal Cinema when it was in Bedford was the most profitable Regal Cinema in the state, so I have confidence that it will do well. If it were in the weeds, I would be interested to know about your wastewater calculations because we now have 200 kitchens and 200 toilets and probably more than that where there didn't used to be, so I don't know what your capacities are or what the capacity of the line is on South River Road to handle that degree of an increase.

Councilor Bandazian stated one of my concerns was in phasing and not wanting to see retail left on the drawing board while multi-family goes in. Certainly some of that would be impossible to build Buildings C and D without building the retail because your retail is on the first floor. I would want to see if we ever get to the point of phasing I would want to see the cinema and the parking garage built before or at the same Certificate of Occupancies are granted for residential just to make sure that all goes in as planned. Those are the major things that I would add to what has been said. As you know, the Governor has taken note of Bedford's lack of workforce housing, so it is an extremely awkward position that we are in.

Mr. Robinson responded we can provide the information that you are asking for. I will get with you after and we can set up a time or we can bring that to you as a presentation the next time we come. I think it would be best for you to have it before we met again and I am happy to do that personally or in a group setting, however you want to do it. Ms. Hebert stated it would need to be in front of the entire Planning Board.

Mr. Robinson stated with regard to the phasing. There is no intent whatsoever to have any more phases. This will all be built at one time. Building C, the theater, the parking garage, Building D, all of that will be underway at one time. There is really no way we could not do it that way to make it viable. The management company for the residential units doesn't want to take on half of them now and half of them the following year. It all works when it is all there.

Councilor Bandazian stated I would calculate based on your numbers, assuming the average child friendliness 21 to 22 students probably scattered throughout the different schools in combination with the property next door, given that enrollment is down a little bit in our schools, I don't think it would overwhelm them. The numbers that often get used or the numbers reported to the State Department of Education for the cost of a pupil and those understate what the actual cost is because they don't include things that vary amongst school districts like school bus transportation, lunches, and so forth. We will take a look at the numbers when you provide them, but I would encourage you to provide them well in advance. Mr. Duval responded those calculations and those numbers have been wrapped into the fiscal impact study that was just delivered to Ms. Hebert, so you should see that shortly. Ms. Hebert stated it came into my office around 5 o'clock today while I was prepping for the meeting. I don't accept information that late ahead of a Planning Board meeting. Councilor Bandazian stated we wouldn't have a chance to review it anyway. If all things work out the way you say, it will be at least \$0.15 reduction on

the tax rate, I think being conservative. Certainly everybody would look forward to that part of it.

Mr. McMahon asked has the Fire Chief reached accommodation with them concerning the heights of the buildings? Mr. Duval replied we do intent, as was recommended by Ms. Hebert, to reach out to Fire and Police. The purpose of this meeting was to get feedback from this Board to see which direction we should be moving in, and then we would make whatever revisions we can. We have already heard about green space and so forth, so we will take another look to see if we can do anything anywhere to provide more of these items that are being asked for tonight. I just say parenthetically, don't ignore the fact that about 25 percent of the parking here is structured parking. This project in terms of tax revenue per acre, or what have you, is already going above and beyond in terms of minimizing its footprint and to give up more green space or more parking spaces to green space would just create another deck of parking structure and very quickly gets unwieldy. There is only so far we can go in that regard. We do intend to meet with Police and Fire in the next step, and certainly we will have all of that worked out before final application is put before this Board.

Ms. Malcolm stated there is a lot of impervious pavement here. Where does the water go when there is a thunderstorm? Is this at a slope? Where does this drain to? Mr. Duval responded generally speaking the site does slope from South River Road, which is high in the west, towards this ditch that has been constructed by the State alongside I-293 and the I-293 off ramp, and since that cut off previous flow that went into Bowman Brook and into the river, that ditch loops around the top of the site and then discharges into Bowman Brook and then into some culverts that go across to the river just to the left of this area that I am indicating on the plan, just to the left of the property line. The previous site of Macy's had just a giant parking lot essentially and it collected all of the stormwater in catch basins and pipes and discharged them directly into that brook in the back without any treatment or detention, and then that went from there into Bowman Brook and across to the river. When this site was developed, it was developed with all of the new areas, new pavement, having new collection systems, which was detained and treated and then discharged into Bowman Brook and into the river at a reduction and volume and rate compared to what was existing before.

Chairman Levenstein asked for any further questions or comments from the Planning Board. There were none at this time.

The Planning Board took a 5-minute break at 8:36 p.m.

Chairman Levenstein asked for any comments or questions from the audience.

Doris Marks, 1 Oak Drive, stated I think the buildings are very attractive, they are at different heights and different types of fronts. But what bothers me is something from what I just found out, what you guys really wanted, which are the white bars going across the top, which in the drawings do not have a quality kind of look that you want to give to this operation. Your eyes are drawn to those bars instead of down below to the buildings where you could have the names of the stores on the faces of the buildings and that would break up the buildings to some extent.

If you need something up there, can you do something more subtle, is what I am saying. That just sort of hits you in face. And I am all for more green space too.

Michelle Palys, 7 Rockingham Court, stated I have a few questions that I am not sure I heard answers for. What are you looking for for rental rates? Mr. Robinson replied I don't have them exactly at this time. The 2-bedrooms would be in the \$2,200 per month range; I am not exactly sure of the number and I don't know the other two. They are high-end; they are definitely high-end. Ms. Palys asked and how many retail units are there in the project as proposed tonight? Mr. Robinson replied that could fluctuate depending on the tenant. We just kind of have it broken out in square footage, so the spaces that are there may shrink or grow depending on who the tenant is. Ms. Palys asked about how many would you estimate? Mr. Robinson replied 12 or so. Ms. Palys asked and what is the average square footage? Mr. Chryssicas replied average 3,000. Not including the Regal because that skews everything, it would be about 12 units and they are ranging anywhere from 3,000 to 6,000 square feet. There will be some down to about 1,000 or 1,500, but the majority will average about 3,000. Ms. Palys asked are there any kind of bylaws or anything for the parking. We spoke about parking but for 200 units, which I totally disagree with, I don't think we should have 200 units in this very small space, the parking is key for people to have access to their units, as alluded to at different times of the day, different times of the year, during snow, even if you don't have small kids trying to carry groceries across the parking lot, and then are there any bylaws to keep people from changing their oil in the parking lots, or parking trailers. Are there any kind of rules that are proposed to go along with this for the residents so there can be the expectation that people aren't taking up five parking spaces or parking RV's? Mr. Robinson replied there most certainly will be a set association bylaws and rules that apply not only to the residential units but to the retail portion as well. That is a component of a project this size to maintain the integrity of the entire project. Ms. Palys stated also the designated parking spaces per unit. Mr. Robinson responded I am with Encore Commercial, Encore Multi-family is a separate group and they have analyzed this over and over again and are 100 percent okay with the way it is laid out now. I don't know how they address those types of things, but they have plans to do that with the lay that it is laid out now. Chairman Levenstein asked could you have somebody come from the multi-family group when you come for final? Mr. Robinson replied absolutely.

Ms. Palys requested the full plan be posted on the screen. The way the cinema is connected to the apartment building, when these stores and retail spots have deliveries, where do the delivery trucks actually unload for the retail? Mr. Duval replied posted is a blow-up of the southwest corner of Building C, the cinema is above this, but if you look carefully, you can see that underneath that is a garage with sufficient clearance for delivery trucks. The delivery trucks are actually entering underneath the courtyard, underneath the second level residential, underneath the cinema and loading and trash removal and those sorts of operations are all carried on here in this corner for the retail and cinema users. The trash handling for the apartments is at each end of that L and those are separate. Specifically, to your question about loading and trash removal, it happens undercover in this area here. Ms. Palys asked so you can fit an 18-wheeler around those corners? Mr. Duval replied yes, and there is enough vertical clearance that they can pass under that parking bay.

Ms. Palys stated with regard to bussing. There is a potential that the bus might need to be on South River Road. Did I hear that correctly? Mr. Robinson stated on the corner of Upjohn Street and South River Road; that is one of the options. Mr. Duval stated there is an onsite option and an offsite option, depending on which is preferable to the School District. Mr. Robinson stated and we are somewhat flexible with those depending on what the school system requires and what the Town would require as well. We have two potential sites there now.

Ms. Palys asked what is in the plans, and I know this goes to the rental part, what keeps three college kids from renting a studio apartment? Mr. Robinson replied that is not the catered-to renter. Ms. Palys responded no, but you can't discriminate in rental and you can't evict easily either in rental. So whoever you get for tenants is going to be who you get for tenants. You can say we will only take these people, so there might be people who will gladly pay for their three college kids to live in a studio apartment here, near everything, all of the conveniences, while they are going to St. A's. You can have a specific demographic in your head, but we are not a big city, so we are not right outside of Boston. We are small town, we are small community, so you have more variances whereas in a city, you have large populations who want to come in and rent high-end and don't want any of the conveniences. They just want to rent and be in a nice area. I don't see how you can keep out the people who want to rent if they are not a good fit. I think that could potentially be a problem with 200 units. Mr. Robinson stated I don't have an answer for you directly on that, but at our next meeting I will bring the President of Encore multi-family who can quickly answer those. They do have a list of criteria that they manage by and select by. I would imagine there is a reasonable answer to how they maintain the level that they want for the project. Ms. Palys stated I am a realtor, you can't discriminate. Mr. Robinson responded I understand that, I understand you can't discriminate, but there are limitations and I am not sure what they are. But I know these situations come up all the time. Ms. Palys stated I just wanted it to be something the Board really considers because I think that is going to be a huge factor and not in the initial phase. I think the initial phase is going to be all shiny and sparkly and brand new, we are talking 10 years down the road, when as a Town we are looking at a project that could have been more retail, more of what was promised originally, that if we cave, we give way to something that we might not like or love in 10 to 20 years that could change the demographic of that whole project, and if the wrong people come in, or people who are not taking care of the property or the management changes or it gets sold off, it changes the whole scope, and what we don't want is people to be afraid to not want to go there if it starts to go downhill as a living community. Mr. Robinson responded, again, I will have to defer to the multi-family group on that one. I do believe that the level of this project the management company will not allow that to happen. There is too much money invested here, not only in the residential units, but in the entire project as a whole. That is a question for any apartment complex. Ms. Palys stated right, and we see some of those that don't go as planned. I live in a condo development and there are kids on bikes everywhere, and don't get me wrong, I raised two kids, but it is really a challenge to have renters follow rules. It is a whole different animal and there is a lot of entitlement these days. I just plead with the Board to just really, really look at the whole rental situation in this very small area. As the kids come in, they will begin to take over and you will have cars in parking lots and elderly jamming on their brakes and potential accidents, and if there are snow storms and the snow gets plowed into big piles, they will be sliding down the big piles in the parking lots. It happens in our community; we are a small community. So this is for the Board to really look at those things. If you don't live in a small

community, maybe take a ride through a few of them and look at what goes on with the kids in the communities now. Like I said, I love kids, but renters are sometimes not as responsible.

Ms. Palys stated with all due respect, you said this is a jewel and I think it is rather ugly. It looks more like it belongs in a city, it doesn't have a small town feel. It looks stark, and especially from I-293, it just looks very city and we are a town. Mr. Robinson stated we have and will continue to take into consideration the feedback from this Board from the staff and we have asked for that input. This architectural look here is a result of the feedback that we have gotten. We are not tied to any particular architectural style, we are very much able to listen to you and to make that something that you are all okay with. We all have our own individual opinions of things like that, but we are willing to listen to any requests or ideas that you might have to change that.

Becky Soule, 327 New Boston Road, stated Happy New Year everybody. Just to build on a couple of good points that Ms. Palys made. What are the plans if you guys don't rent out all of the units? Have you not thought of that? Mr. Robinson responded yes, that is obviously a very interesting question. It is something that is taken into consideration in the financial model and the business plan of the property. That is a question for the multi-family group. Ms. Soule stated in the city where there a lot more being offered for millennials, many, many restaurants, bars, a ballpark, civic center, Brady Sullivan has two converted mill buildings that have gorgeous apartments in them. Studio units, up to 4-bedroom units, market rate, \$1,300 a month to \$3,200 a month, I would assume for the 4-bedroom, they have empty units. In the middle of Bedford, Market and Main where basically what you are offering is a cinema and a bunch of grocery stores, you are going to be asking market rate. I am assuming that they probably won't be rented out to millennials. They probably are going to be looking at the scenario that Ms. Palys gave where you have a parent who rents and you have college kids living in them or you may have a family who can't quite get a mortgage for \$2,500 a month. You can get a mortgage for \$2,500 a month on a pretty good house, so why would you rent an apartment in the middle of grocery stores where the only thing that you are getting is a cinema? I have to say I have not been to a cinema in about 15 years. I prefer my 32-inch TV with a bowl of popcorn and the dog. The look of these apartments really don't fit in Bedford, Bedford residents changed the zoning so that we could not have this scope of apartment buildings in town. There is another building going up in the lot next door where the Wayfarer used to be and that is apartment buildings, that was approved by the Board when it actually didn't even fit the zoning, and this does not fit the zoning either. That needs to be a consideration. We need to stop slaughtering the character of Bedford.

Bill Carter, 100 New Boston Road, stated I appreciate the \$30 million that you put into the site, the million that is in the ground, that is today's dollars, I know. But what I see, and I am not for these apartments. I don't think Market & Main was ever meant to have apartments. You talked about Main Street; I look at that and the only thing that is missing is a set of Mickey Mouse ears and the Magic Kingdom. I don't think people will head down there just for the movie theater. I like the idea of a movie theater in town. I think you will get enough people. I know we are adjacent to a major city in the state of New Hampshire and you might draw people in from the surrounding area. I am concerned about the walking to your apartment if this ever gets through, with any families and things like that. I kind of pair this with what a community down in the southern tier is doing, Salem, with their Tuscan Village. They have a movie theater that just got

put in there, of course they have the Mall of New Hampshire, and about 1,200 apartments and townhouses and supermarkets like we have, plus they just picked up LL Bean. I know you probably missed out trying to get Dick's, which is over in Manchester. I think the Mall of New Hampshire has done a lot of things to make people excited about going back to the Mall of New Hampshire, but I feel that even 200 apartments is not meant for Market & Main.

Anna Giraldi, 36 Cider Mill Road, stated you said that you needed 200 apartments for the project to work, yet you don't know what the rents are. I guess you really need to explain how you came up with the 200. Mr. Robinson replied what I said was that I personally don't know what they are. I don't have the rents. Our multi-family group has spent a lot of time evaluating this and the management company has spent a lot of time evaluating this, and all of these concerns have been taken into consideration and the rents are established for the business plan. I just don't know specifically what they are. That is easy to find out; I just don't have it for you right now.

Ms. Giraldi asked have you done a traffic study to see how many cars and what kind of traffic there will be when the movies start and get out? Mr. Duval replied we completed an initial traffic study showing the difference in trips from the approved traffic study, and we have recently taken new counts and we are going to update that study with a complete new analysis of this proposal.

Ms. Giraldi stated I am not for the apartments, and since it is not approved for apartments, I certainly don't think there should be any apartments. The project needs to work it out without it. I think you need to focus on getting more restaurant in. If there is a movie theater, I think people would like to be able to go and park a car, go to a restaurant and go to the movies and the opposite.

Elizabeth Hosang, 33 Cider Mill Road, stated the residents voted this is an area where apartments aren't allowed but yet this is not the first Planning Board meeting that I'm coming to. When it is going to stop that the Board will stand up to these developers and say it is not allowed in our Town? The citizens voted and they should be listened to.

Chairman Levenstein stated the Board has to decide whether we are done with design review. Does anybody have any feelings about that?

Councilor Bandazian stated I think they have to come back for a lot more information. Mr. Fairman stated to give us a chance to see the fiscal study and some other things.

Mr. Duval stated one thing that was mentioned, but maybe not emphasized enough, is that there is a commitment to the cinema in particular with timelines that does require construction to start this spring. Chairman Levenstein asked this year or this spring? Mr. Duval replied this construction season; construction to start this construction season. We are certainly happy to come back for another design review session, but we would just ask that it be perhaps in two weeks, if we can get the information that the Board needs in that timeframe to try to keep the ball rolling. Chairman Levenstein asked Ms. Hebert, is that feasible or not? Ms. Hebert replied it is actually not feasible. They would have to go to the first meeting in February because the agenda

has already gone to the paper. The first Planning Board meeting in February is on the 10th. Mr. Duval asked that is the first one that it is feasible to get into? Ms. Hebert replied yes.

Ms. Hebert stated I would like the Board just to help staff out to be really specific what you would like to talk about at the next meeting, and if you do want to continue this design review discussion, specific changes that you would like to see made to the plan. We end up with a back-and-forth where staff is saying you need to change the design, or add more green space and then come back to the Board with the same plans. It would help me if the Board could be really specific with the changes that you would like to see if you do want it to come back for another design review.

Councilor Bandazian stated if the numbers don't justify apartments, then obviously we are talking about a drastically different design. Ms. Hebert asked do you want to just focus on the fiscal impact? Councilor Bandazian replied that is a major issue to me. Mr. McMahon stated a target plan for what type and numbers of retail that you plan on putting in. Your ideal and what the minimum would be that you would want. Chairman Levenstein asked will the traffic study be done by then? Mr. Duval replied yes. I don't know if we will have the chance to have it reviewed and back but we will have a complete study. That would all come out in the final application anyway.

Mr. Fairman stated I understand from Encore that it is not feasible for the project, but I would really like to see one story reduced, less apartments, that means less parking, and more green space. It seems ridiculous to me that you have a dog park and no playground. That seems a little crazy. Maybe in the 2-bedroom apartments you are going to have children no matter what you think. That would be what I would like to see. As I said, they have made it pretty clear that that doesn't work, but the project really doesn't work for me the way it is.

Mr. McMahon asked where did the dog park come from? Chairman Levenstein replied they showed a dog park on the plan. Town Manager Sawyer stated but who asked for it or did they just put it in. Mr. McMahon asked was it a request by the Town? Ms. Hebert responded it is actually not on the plans that went to the Board. I think it is new tonight to see the dog park and the amenities. Mr. Fairman stated I can understand why they want a dog park. You are going to have a lot of dogs in these apartments. Probably will be more dogs than kids.

Mr. Robinson stated I will also have with me at the next meeting someone from the multi-family group to address these types of questions. Again, they are very familiar with what the amenities need to be for something like this. Mr. McMahon stated and if you could maybe give us some ideas where recreation areas could be for the kids. Chairman Levenstein stated if you can come up with any. Give it a look. Mr. Robinson stated we can do that.

Ms. Malcolm stated I would like to second Mr. Fairman's idea of what would happen if you took off a story and brought it down one level. Mr. Robinson responded again, it has to be 200 units. Even the multi-family group will not participate in this at any lower level because it just doesn't work. Mr. Fairman stated just remember, Sir, we don't have to approve it. Mr. Robinson replied I fully understand that; but reducing it by one floor, reduces the number of units and that doesn't

work. That is why we are asking for what we are asking for tonight. I fully understand and sympathize with your position on that, I do, but, again, we are here where we have to be.

Ms. Soule stated two stories is what is permitted in this zone. Chairman Levenstein responded nothing is permitted in this zone. Ms. Soule stated 12 units per building with two stories. Chairman Levenstein responded that is only workforce housing. Ms. Soule stated and they are not proposing workforce housing, but how many stories is this. Chairman Levenstein replied I believe it is four stories of apartments. Ms. Soule stated five stories with the cinema. The Fire Chief has expressed concerns that we don't have equipment to service these buildings if they catch fire, and with 200 units, how do you keep millennials from drinking and cooking and all kinds of other dangerous stuff, smoking, vaping, plugging in a cell phone and leaving. We don't have a fire department that can handle this. The Board needs to say no; you need to grow a spine and say no. This does not fit our zoning, our fire department cannot handle this, the answer is no.

Ms. Giraldi stated if you don't say no now, they are going to come back with something similar that has 200 apartments. Chairman Levenstein responded what they are here for is not a yes or no answer. Ms. Giraldi replied I realize that. But if they come back, and if you lead them on and they keep thinking that it can have 200 apartments, we can go back and forth every single month unless you say we cannot have 200 apartments. They keep saying that they have to have 200 apartments to make this profitable. So if we leave today, they are going to come back next month with 200 apartments. Ms. Murphy stated it is a concept review. They haven't actually brought a plan forward for consideration yet. So what we try to do during this process is narrow the questions, concerns of the constituents, the concerns of the Board, get more information so that there is transparency so that by the time a proposal does come to the Planning Board, the information that is necessary to get out there has already been disseminated.

Ms. Palys stated you can really only focus on one thing, any of us, and if the main focus has been to figure out how to put apartments in this project, then that means the main focus has not been how do we really make this into the plan it was originally designed to be. When I came here in October, that is what I felt, and I feel like this is elongated and now with it being put out there, we need an answer by spring because they want to break ground in spring, now there is the chance we are going to lose Regal Cinema. There are these buttons that are getting pushed and it just kind of keeps the project in the way that they want instead of the way that the project was originally designed for all the townspeople of Bedford to enjoy this space. The office buildings are gone; we do need more restaurants. With the 12 retail spots, that doesn't leave a lot for restaurants. If we get back to the basics and grow from there, I believe that is a much better plan for the Town, and I am asking you as a Planning Board, you are pushing back, but let's not lead this on if it is not going to go in that direction. I feel like eventually it is just going to be pushed through because time is running out and money is being lost, whereas money could be well spent in the right direction. You can't spend money in one direction and not in the other. Why can't we just focus on what the original plan was and why are we still exploring the apartment piece when it is clearly a challenge. Chairman Levenstein responded I understand what you are saying. They own the property and they can bring up proposals however they want. We put our input in, I think we have, and you have all put your input in, but just because we approved a plan before, doesn't mean that they have to build it. It does mean that they can't build something else

other than that without the Planning Board's approval. We can't stop them if they want to come forward every month with a new plan and change it. They own the land. Ms. Palys responded I do get that. But they are saying that there is no Plan C. So I ask the question to E&R, so there is no Plan C, so you just walk away from the whole project and leave it as is if you couldn't get this through. Is that what I am hearing? Mr. Robinson responded we have \$30 million invested here. And, again, I will say, we did not enter into this decision lightly to come back and make this change and ask for this change. If we could go back and do what was proposed originally, we certainly would have been well on our way by now. This is not something that we just had an idea and thought let's go try this. This is a requirement financially for the viability of the project and that is why we are here, and we will support that with some financial data on the next time around. Ms. Palys stated right, but time is also money, so the longer this goes on and if it goes in a direction and then that doesn't all come together for you, you are actually investing in a direction that might not work at all, instead of investing in a direction that is more in line with the original project, which could get things underway quicker, which could get money back in your pocket quicker. I know you overpaid for the property and I understand there is a loss, but it is either your loss or our loss, and as a Town I don't think we should incur the loss. If we can work on this together to get it to be more of what it was originally supposed to be, we would be that much closer today.

Mr. Robinson responded we are more than happy to work with you in any way that we can within the parameters of what we have to have here. I understand the concerns and it is very difficult to navigate this. You can't just say okay let's just go back and try to figure it out. We have spent a lot of time working with a lot of experts and all of this is very well prepared, we are here to be as accommodating as we can, but I think we have asked for what we have to have. If that doesn't work, again, at this moment there is no Plan C. I don't know what that would be. And time is of the essence; timing has always been an issue. Timing lost us some of the major tenants that were planned and ready to go before. We appreciate your time tonight and look forward to getting back with you next month.

MOTION by Councilor Bandazian that the Planning Board table this design review discussion to the February 10, 2020 Planning Board meeting, and this motion is to serve as public notice. Ms. Murphy duly seconded the motion. Vote taken - all in favor. Motion carried.

Chairman Levenstein stated we received an email from Danielle Wheeler with regard to this application that will be included as part of this file.

- 2. The Planning Board will conduct the first public hearing on proposed 2020 zoning amendments submitted by the Planning Board. The full text of the amendments is available in the Town Clerk and Planning offices during normal business hours and on the Town website at www.bedfordnh.org**

Ms. Hebert stated the second public hearing on the 2020 zoning amendments will be held on Monday, January 27, 2020. Tonight the Planning Board is to generally discuss the amendments, open the public hearing for public comments and testimony, and at the second hearing on

January 27, 2020, the Planning Board would need to vote to place any and all proposed amendments on the Town's ballot.

Zoning Amendments Proposed by the Planning Board:

- *Amendment #1 modifies the Table of Dimensional Requirements, to increase the minimum frontage for lots in the Residential and Agricultural District from 150 feet to 200 feet.*

Frontage is defined in the Bedford Zoning Ordinance as the distance along the lot line dividing a lot from either:

- (1) a public highway, excepting limited access highways as defined by RSA 230:44 and Class VI highways; or*
- (2) A road shown on an approved and recorded subdivision plan.*

Frontage along cul-de-sacs is the line parallel to the front lot line, at the appropriate front yard building setback depth from the front lot line, between the points of intersection with the side lot lines.

The 150-foot frontage requirement has been in place since the 1960's and is the distance used to determine the minimum spacing between residential lots on a public street in the Residential Agricultural District. The change would make the majority of the existing lots in Bedford nonconforming with regards to lot frontage. However, landowners would not need to take any actions to increase the frontage of their existing lots and would only be impacted when applying for a lot line adjustment or subdivision.

Newly subdivided lots in the Residential and Agricultural District would need to have a minimum of 200 feet of frontage along a public street. The change would not apply to cluster residential developments which allows for a minimum lot frontage of 25 feet. However, the increased lot frontage would reduce the number of lots permitted in a cluster subdivision, because the permitted density cannot be more than what is allowed using the conventional subdivision standards.

Potential advantages for increasing the lot frontage would be to promote rural character and encourage cluster subdivisions, where the frontage requirement can be reduced to frontage as small as 25 feet. Infill subdivision development in the existing residential neighborhoods would be more difficult. Drawbacks include needing to build longer roadways to accommodate the same number of lots in a subdivision, which may result in higher costs and less efficient use of land.

The comparable zoning districts in the surrounding towns have similar frontages. Amherst requires 200 feet; Merrimack's lot frontage ranges from 150 feet to 200 feet depending upon the quality of soils; Goffstown's frontage is 200 feet; and Londonderry requires between 100 feet to 200 feet depending on how many bedrooms are proposed and the quality of soils on the lot.

Ms. Hebert stated we reviewed this frontage requirement and saw that it has been on the books for a long time. If the zoning amendment were to pass, lots that were approved under the current zoning or past zoning would become non-conforming with regard to their lot frontage. There is nothing a homeowner would have to do to correct that; it would only come into play if they were going to further subdivide their property or if they were to make a lot line adjustment, that might affect the street frontage along their lot.

Mr. Fairman stated I stated at the last meeting that I didn't like this amendment. I still don't. The reason is that basically it says in Bedford we only want big homes, not small homes, we want you to build the biggest homes, and I think that is the wrong way for us to go. I think we should be encouraging small homes, not just the big ones, and I think amendment is going in the wrong direction. Frankly I would rather see us to go 100-foot frontage. I think discourages clusters; it doesn't encourage them. I don't understand why you say that. The cluster has to have more open space because of this change, as I understand it, not less, and that is because it would reduce the number of lots in a cluster in the same acreage. I just disagree with it. I think that 150 feet has been right for a long time, and I don't see any reason to change it. I think it sends the wrong message.

Ms. Murphy stated I am really not getting the correlation between home size and lot frontage size. Mr. Fairman responded the depth of the lots in general are not going to change. When you go to 200 feet, although this does not say you are going to increase the acreage, practicality is you are increasing the acreage of the lot. The price of the lot is going up; the cost of the lot is going up. If the cost of the lot is going up, the size of the homes are going to go up so that the developer and builder can get make his profit. Increasing the frontage increases the viable size of the home that you are going to put on that because the property cost is going up. Ms. Murphy responded I think that 50 feet really isn't a lot. Councilor Bandazian made this point at the last meeting, and I think that if anything, it is aesthetically beneficial to increase the frontage and I think it is more in line with the Master Plan and with discussions that we have previously had about lot sizes in the town. I am not following all of the assumptions that are running from that. Councilor Bandazian stated the cost of a lot these days with 150 feet of frontage is about \$200,000, or close to it, and there is no way on God's green earth that somebody is going to build a 1,500 square foot house on a lot that they have paid that amount of money for. It is just not effective, Mr. Fairman, as a way of making affordable housing, and even if it is 100, frankly there is so little developable land, other than infilling and destroying the character of neighborhoods, I don't see a potential to make affordable housing in our residential zones.

Councilor Bandazian stated I do think it is important to preserve the character of our residential neighborhoods by making it more difficult to combine lots and make three out of where there used to be two. The last time I also mentioned wells, groundwater quality, it is a big concern in town, it certainly is on everything from Route 101 to the Merrimack River, any well that goes in I think presents a risk to the neighborhood and well quality given what we know now about PFAS contamination. It is also a risk in the area of the Town landfill. We don't want to be moving groundwater in and around the Town landfill. It is also a risk in the northwest corner around the Air Force tracking station. We have a number of spots that affect our groundwater that we are only beginning to fully comprehend what the impact is going to be. There is a bill before the legislature where they did a fiscal impact of what a groundwater management zone

around a landfill would cost a town, and it is somewhere between \$875,000 to \$1.73 million just to establish a groundwater management zone around a landfill, plus \$4,000 a year per resident that is affected in terms of testing and remediation. That is going to make people forget about their school bond very quickly if that gets out of control, and it is just a risk that we don't have to face. Chairman Levenstein stated I don't get the leap from raising it 50 feet to not having to do all of those things you just said. Councilor Bandazian responded every well that goes in, doesn't have to go in, creates a risk. Chairman Levenstein stated we are not going to have to create this thing around the transfer station. Councilor Bandazian responded unless two people combine a lot to make three and they put in a new well. Chairman Levenstein asked one more well is going to make us have to do that? Councilor Bandazian replied it appears to be there are legitimate risks. If you look at the map, it is a legitimate risk.

Mr. McMahan asked Ms. Hebert, if there is a highly unusual lot like an exaggerated pie, isn't a variance still available if they can make their point? They could still do this if it wasn't 200 feet? Ms. Hebert replied sure. Mr. McMahan stated so for extenuating circumstances it would satisfy and that is always an option the home builder would have or a lot owner would have, I would think. Councilor Bandazian stated I think for example we have a 28-acre parcel on a cul-de-sac, somebody came through and they wanted to use some of the frontage on the cul-de-sac to make two housing lots, that might be something that warranted a variance, you are absolutely right. I have just seen the infilling of neighborhoods over the years and I think it is time to make that a little bit more difficult. Chairman Levenstein stated I don't really see it as an issue that does enough. Maybe the well part might, I don't know enough about it, but as far as just the infill, I don't think it really destroys the character of neighborhoods. That is my opinion.

Chairman Levenstein asked Ms. Hebert, what is the rationale behind places where they have a scale based on the number of bedrooms and the slopes and soils? Ms. Hebert replied it is complicated. It is kind of similar to our soils-based lot sizing where we set a minimum lot size and then it increases from 1.5 acres depending upon your soils. Some communities slide their frontage requirements, so if you have poor soils, you might need more lot frontage.

- ***Amendment #2** creates a minimum lot size of 5 acres for the placement of new commercial ground-mounted wireless telecommunication facilities in the Residential and Agricultural and General Residential Districts. The purpose of this change is to minimize potential impacts to abutting properties.*

Ms. Hebert stated a purpose is to add one more requirement for new ground-mounted towers in our residential districts. Right now there is no minimum lot size requirement. There are spacing requirements that were adopted a few years ago and this amendment does nothing to change those spacing requirements. I believe it is 750 feet from a residential district. We don't have any changes to those spacing requirements, this is really one more layer of protection for landowners in the Residential Agricultural District and the General Residential District.

- ***Amendment #3** updates and strengthen the intent and purpose statements of the Wireless Telecommunication Facilities Ordinance. The current section is general and expanding*

the purpose statements will help to strengthen the ordinance and further clarify why it is important to Bedford with regard to the regulation of cell towers.

MOTION by Councilor Bandazian to open the public hearing on the three proposed zoning amendments. Ms. Malcolm duly seconded the motion. Vote taken - all in favor. Motion carried.

Chairman Levenstein asked for any comments or questions from the audience. There were none.

MOTION by Mr. McMahon to close the public hearing on the three proposed zoning amendments. Mr. Fairman duly seconded the motion. Vote taken - all in favor. Motion carried.

MOTION by Councilor Bandazian to reopen the public hearing on the three proposed zoning amendments. Ms. Malcolm duly seconded the motion. Vote taken - all in favor. Motion carried.

Anna Giraldi, 36 Cider Mill Road, stated I am all for the change to 200 feet of frontage.

MOTION by Mr. McMahon to close the public hearing on the three proposed zoning amendment. Town Manager Sawyer duly seconded the motion. Vote taken - all in favor. Motion carried.

V. Approval of Minutes of Previous Meetings:

There were not enough Planning Board members present who were at the December 16, 2019 Planning Board meeting to approve the minutes. The minutes will be approved at the next meeting.

VI. Communications to the Board:

Ms. Hebert stated I have an update on the Master Plan. I want to thank you all and the community for being very patient. The Master Plan is taking longer than we imagined. We are about six months behind schedule due to the change in staffing with the consulting firm and just the amount of time it has taken to go through the plan. The plan is highly graphical in nature, and that was something that the selection committee really liked about this firm. They produce a plan that is very interesting visually and has a lot of graphical components, and the consultant is in the process of laying out the draft plan with all of those fancy graphics. We hope to have a public draft available within a month. The think tank is meeting this week to talk about how to roll out the review of the public draft and we will be bringing that discussion back to the Board at the next meeting as well. Keep in mind that it is a draft plan, so this isn't a final plan. This is a working draft that we want feedback from, we want the community to review and really tell the Board and the consultants what they don't like, what they want changed, and what they like

about the plan. I feel like the community has been very patient. I know everyone is anxious to see the public draft, and I wanted to let you know that we are getting very, very close to having that available. The text that Mr. Connors and I have seen is really moving along, and I think it would be an injustice to release the draft without all of those graphical components because it is a very important part of why we selected this consultant and the plan. I think it is going to be worth the wait, and I appreciate your patience in the process.

Mr. McMahon asked will the Town incur any additional expense due to the delay? Ms. Hebert replied no. The Town will not.

VII. Reports of Committees: None

VIII. Adjournment:

MOTION by Ms. Malcolm to adjourn at 9:38 p.m. Town Manager Sawyer duly seconded the motion. Vote taken – all in favor. Motion carried.

Respectfully submitted by
Valerie J. Emmons