



# AVALON

SUDBURY



COMPREHENSIVE PERMIT APPLICATION

FEBRUARY 2016

February 4, 2016

Jonathan F.X. O'Brien  
Chairman, Board of Appeals  
Town of Sudbury  
Flynn Building  
278 Old Sudbury Road  
Sudbury, MA 01776

Dear Mr. O'Brien:

Sudbury Avalon, Inc. hereby applies to the Zoning Board of Appeals of the Town of Sudbury, Massachusetts, pursuant to Massachusetts General Laws, Chapter 50B, Sections 20 through 23, as amended ("Chapter 40B"), for the issuance of a Comprehensive Permit authorizing the applicant to construct a 250-unit rental housing community to be called "Avalon Sudbury". This application and the documents, plans, exhibits and other materials submitted simultaneously herewith, all of which are incorporated herein by reference, contain a complete description of the applicant and the proposed development and constitute the complete application package required to be submitted to the Zoning Board of Appeals pursuant to: (i) Chapter 40B, (ii) the rules, regulations, and guidelines adopted by the Commonwealth of Massachusetts Department of Housing and Community Development with respect to Comprehensive Permits under Chapter 40B, including, but not limited to, the regulations set forth at 760 C.M.R. 56.00; and (iii) the Town of Sudbury Board of Appeals Supplemental Rules for Comprehensive Permits Pursuant to MGL Ch. 40B, Sections 20–23, adopted April 1, 2013.

As shown on the attached plans, Avalon Sudbury will be located on approximately 17.4 acres of land at the northwestern corner of the 49.5 acre parcel, 526 & 528 Boston Post Road in Sudbury, Massachusetts (the "Site"). Avalon Sudbury is a portion of a larger redevelopment of the Site and will be served by, and have easement rights in, access drives, signage and utility facilities across the remainder of the Site. The current Site conditions feature a generally covered property with approximately 550,000 sf of office and research buildings and large surface parking lots. The remaining Site, which is not the subject of the application, is planned to feature 75,000-100,000 sf of retail, a senior housing / memory care component and an age restricted condominium.

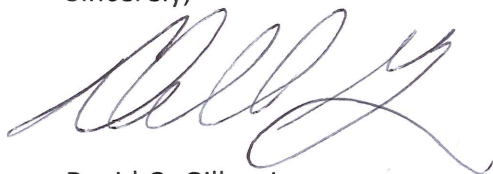
Avalon Sudbury consists of 250 new units in a combination of building types, including 2- and 3-story townhouse buildings, containing 54 units, and 3-story walk-up buildings containing 196 units. The current plan includes 124- 1 bedroom, 101- 2 bedroom and 25- 3 bedroom units. All of the units have private entries and attached garages. A separate clubhouse building and leasing center includes a clubroom, fitness center, outdoor barbeque area, and swimming pool.

The proposed site plan design gives priority to a range of outdoor landscaped open spaces and pedestrian-friendly residential streets. The plan introduces a new street lined with 2- and 3-story townhouses and direct-entry buildings and a sidewalk network across the site which reduce the scale of the community to a comfortable residential scale. Unit entry doors and porches face the new street, contributing to a walkable neighborhood. On-street parallel parking is proposed, serving to slow passing vehicular traffic and also, together with the street trees, providing a buffer between the moving vehicles and pedestrians.

The proposed architecture is reflective of the character of residential architecture in Sudbury. Front porches, bays, and balconies are proposed providing visual interest and contributing to the pedestrian-oriented streets and open spaces. Exterior building materials include stone veneer, painted cement board, vinyl siding, architectural panels and trim. Traditional sloped-roof forms, punctuated by dormers, contribute to the residential character of the buildings. Similarly, building jogs and changes in surface material and colors are incorporated to modulate the building's mass and scale. Entrances are designed to front on streets, while rear entrances and garages provide an additional convenient entrance for residents.

We appreciate the opportunity to present our plans to the Zoning Board of Appeals and look forward to working with the Town of Sudbury on the development of Avalon Sudbury.

Sincerely,

A handwritten signature in blue ink, appearing to read 'D. Gillespie', with a stylized, flowing script.

David O. Gillespie  
Vice President- Development  
AvalonBay Communities, Inc.



# AVALON

## SUDBURY

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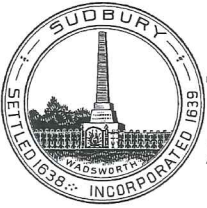




AVALON

SUDBURY

1. Town of Sudbury Application for Comprehensive Permit



# Town of Sudbury

Zoning Board of Appeals

Flynn Building  
278 Old Sudbury Rd  
Sudbury, MA 01776

<http://www.sudbury.ma.us>  
email: [appeals@sudbury.ma.us](mailto:appeals@sudbury.ma.us)

## APPLICATION FOR COMPREHENSIVE PERMIT (Ch. 40B)

Date Filed: February 4, 2016

### PART I APPLICANT INFORMATION

Applicant's Name: Sudbury Avalon, Inc. Attn: David Gillespie  
Applicant's Address: 51 Sleeper St. Suite 750 Boston, MA 02210  
Applicant's Phone Number: 617-654-9507 Email Address: david\_gillespie@avalonbay.com

### PART II OWNER INFORMATION

Owner's Name: BPR Sudbury Development LLC, Attn: Jack O'Neil and David Gillespie  
Owner's Address: c/o National Development, 2310 Washington St. Newton, MA 02462  
Owner's Phone Number: 617-557-9800 Email Address: joneil@natdev.com  
617-654-9507 david\_gillespie@avalonbay.com

### PART III PROPERTY INFORMATION

Address: 526 & 528 Boston Post Road  
Assessors Map No: K07- 0011 & 0013, Size: 17.4 acres (subdivided, Frontage: 63 feet  
from 49.5 total acres)  
Zoning District: Limited Industrial & Single  
Residence A

Applicant's Signature: 

*Materials to be submitted with the application are described in detail in the*

### SUPPLEMENTAL RULES FOR COMPREHENSIVE PERMITS

<http://sudbury.ma.us/documents/dl/4081/Supplemental40BRules070123.doc>

**and include:**

*Preliminary site development plans, Report on existing conditions, Preliminary, scaled, architectural drawings, Tabulation of proposed buildings, Preliminary subdivision and utilities plan, Jurisdictional documentation, Waivers and exceptions requested, Certified List of Abutters, Filing Fee or waiver request*



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2. Preliminary site development plans

Please see Site Plans by VHB dated January 20, 2016



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3. Report on existing conditions

Please see Existing Conditions Plan of Land by VHB dated January 25, 2016





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4. Preliminary architectural drawings

Please see Architectural Drawings by TAT dated January 20, 2016



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#### 5. Tabulation of proposed buildings

Please see Site Plans for lot area calculations and Architectural Plans for building square footage information.



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6. Preliminary subdivision plan

Please see Site Plans by VHB dated January 20, 2016



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7. Preliminary utilities plan

Please see Site Plans by VHB dated January 20, 2016



AVALON

SUDBURY

8. Jurisdictional documentation
  - a. Proof of limited dividend status
  - b. Project eligibility letter
  - c. Site control evidence

ARTICLES OF INCORPORATION

OF

SUDBURY AVALON, INC.

THIS IS TO CERTIFY THAT:

FIRST: INCORPORATION

The undersigned, Edward M. Schulman, whose post office address is AvalonBay Communities, Inc., Ballston Tower, 671 N. Glebe Road, Suite 800, Arlington, Virginia, 22203, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: NAME

The name of the corporation (the "Corporation") is:

Sudbury Avalon, Inc. 

THIRD: PURPOSE

The activities of the corporation within the Commonwealth of Massachusetts are: The sole purpose of the corporation shall be to acquire, develop, construct, improve, maintain, operate, lease, finance and otherwise deal with a multi-family residential development in Sudbury, Massachusetts initially to be known as "Avalon Sudbury West" (the "Project"). To the extent that the Project is developed in accordance with the terms of Massachusetts General Laws, Chapter 40B, §§ 20-23 and its implementing regulations as the same may be amended from time to time, the Project shall be governed by, inter alia, the terms of the so-called Comprehensive Permit for the Project and a Regulatory Agreement to be entered into with the subsidizing agency for the Development in accordance with the requirements of such subsidizing agency and all applicable law.

Distributions to shareholders shall be subject to the limitations set forth in the Regulatory Agreement with the subsidizing agency for the Project. Subject to the terms and conditions of the Regulatory Agreement, and to the extent the subsidizing agency is the Massachusetts Housing Finance Agency, no such distribution may be made by the corporation for any fiscal year to the extent such distribution exceeds the maximum amount which from time to time is permitted under the provision of Chapter 709 of the Acts of 1966 of the Commonwealth of

I hereby certify that this is a true and complete copy of the 7 page document on file in this office. DATED: 10-16-15.  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:  
BY: Anna Taylor, Custodian  
This stamp replaces our previous certification system. Effective: 6/95



Massachusetts, as amended to date and as the same may be hereafter amended from time to time."

FOURTH: PRINCIPAL OFFICE ADDRESS

The post office address of the principal office of the Corporation is c/o AvalonBay Communities, Inc., 5685 Columbia Road, Columbia, MD 21044. ✓

FIFTH: THE RESIDENT AGENT

The resident agent of the Corporation (the "Resident Agent") is The Corporation Trust Incorporated, whose address is 351 West Camden Street, Baltimore, Maryland 21201. Said Resident Agent is a Maryland corporation. ✓

SIXTH: BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of two (2) Directors, which number may be increased or decreased in accordance with the Bylaws of the Corporation, but shall never be less than the number required by Section 2-402 of the Maryland General Corporation Law, as amended from time to time. The names of the initial Directors, who shall act as such until the first annual meeting of the stockholders of the Corporation (the "Stockholders") or until their successors are duly elected and qualified, are:

Timothy J. Naughton  
Kevin P. O'Shea

SEVENTH: AUTHORIZED CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value \$.01 per share, all of one class, for an aggregate par value of \$100.00.

EIGHTH: RIGHTS OF CAPITAL STOCK

No Stockholder of the Corporation shall have any preferential or pre-emptive right to acquire additional shares of stock of the Corporation.

NINTH: RIGHTS AND POWERS OF CORPORATION, BOARD OF DIRECTORS AND OFFICERS

In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland. In furtherance and not in limitation of the powers conferred by

statute, the powers of the Corporation and of the Directors and Stockholders shall include the following:

9.1 Any Director or officer individually, or any firm of which any Director or officer may be a member, or any corporation or association of which any Director or officer may be a director or officer or in which any Director or officer may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and, in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated; provided, however, that either (i) such fact shall be disclosed or shall have been known to whomsoever among the Board of Directors, a committee thereof or Stockholders of the Corporation entitled to vote, as applicable, which approved such contract or transaction by majority vote, or (ii) the contract or transaction is fair and reasonable to the Corporation. Any Director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or were not so interested or were not a member of a firm so interested.

9.2 The Corporation reserves the right, from time to time, to make any amendment of its Articles of Incorporation, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Articles of Incorporation, of any outstanding capital stock.

9.3 Except as otherwise provided in the Articles of Incorporation or the Bylaws of the Corporation, as amended from time to time, the business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have and may exercise all the rights, powers and privileges of the Corporation except only for those that are by law, the Articles of Incorporation or the Bylaws of the Corporation, conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

9.3.1 To authorize the issuance from time to time of shares of the Corporation's capital stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as said Board of Directors deems advisable, subject to such restrictions or limitations, if any, as may be set forth in the Articles of Incorporation or in the Bylaws of the Corporation;

9.3.2 To classify or reclassify any unissued shares by fixing or altering in any one or more aspects, before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, qualifications, dividends or the terms or conditions of redemption

of those shares, including, but not limited to, the reclassification of unissued common shares to preferred shares or unissued preferred shares to common shares or the issuance of any rights plan or similar plan;

9.3.3 To borrow and raise money, without limit and upon any terms, for any corporate purposes; and, subject to applicable law, to authorize the creation, issuance, assumption, or guaranty of bonds, debentures, notes, or other evidences of indebtedness for money so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, determines, and to secure the payment of principal, interest, or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, all or any part of the properties, assets, and goodwill of the Corporation then owned or thereafter acquired.

9.3.4 To make, alter, amend, change, add to or repeal the Bylaws of the Corporation in accordance with the terms of the Bylaws adopted by the Board of Directors pursuant to Section 2-109 of the Maryland General Corporation Law; and

9.3.5 To the extent permitted by law (but subject to Article Third hereof), to declare and pay dividends or other distributions to the Stockholders from time to time out of the earnings, earned surplus, paid-in surplus or capital of the Corporation, notwithstanding that such declaration may result in the reduction of the capital of the Corporation. In connection with any dividends or other distributions upon the common stock of the Corporation, the Corporation need not reserve any amount from such dividend or other distributions to satisfy any preferential rights of any Stockholder.

#### TENTH: INDEMNIFICATION

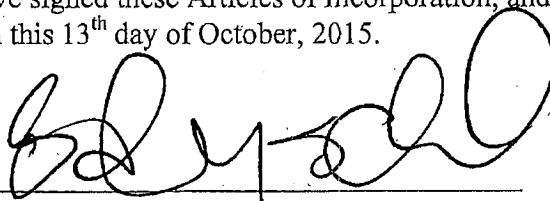
The Corporation shall have the power to indemnify, by express provision in its Bylaws, by agreement, or by majority vote of either its Stockholders or disinterested Directors, any one or more of the following classes of individuals: (1) present or former Directors of the Corporation, (2) present or former officers of the Corporation, (3) present or former agents and/or employees of the Corporation, (4) present or former administrators, trustees or other fiduciaries under any pension, profit sharing, deferred compensation, or other employee benefit plan maintained by the Corporation, and (5) persons serving or who have served at the request of the Corporation in any of these capacities for any other corporation, partnership, limited liability company, joint venture, trust or other enterprises; provided, however, that the Corporation shall not be obligated to indemnify or advance expenses to a member of the foregoing classes of individuals (an "Indemnatee") with respect to proceedings or claims initiated or brought voluntarily by Indemnatee and not by way of defense, except with respect to proceedings brought to establish or enforce a right to indemnification under these Articles of Incorporation or any other statute or law or otherwise as provided by Maryland General Corporation Law Section 2-418, but such indemnification or advancement of expenses may be provided by the Corporation in specific cases if the Board of Directors has approved the

initiation or bringing of such suit. However, the Corporation shall not have the power to indemnify any person to the extent such indemnification would be contrary to Section 2-418 of the Maryland General Corporation Law or any other applicable statute, rule or regulation.

ELEVENTH: LIMITATION OF LIABILITY

To the full extent permitted under the Maryland General Corporation Law as in effect on the date of filing these Articles of Incorporation or as the Maryland General Corporation Law is thereafter amended from time to time, no Director or officer shall be liable to the Corporation or any Stockholder for money damages for any breach of any duty owed by such Director or officer to the Corporation. Neither the amendment or the repeal of this Article, nor the adoption of any other provision in the Corporation's Article of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a Director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen, prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 13<sup>th</sup> day of October, 2015.

A handwritten signature in black ink, appearing to read 'Ed Schulman', is written over a horizontal line.

Edward M. Schulman, Incorporator



**Massachusetts  
Housing  
Partnership**

December 23, 2015

Mr. David O. Gillespie  
Avalon Sudbury, Inc.  
c/o AvalonBay Communities, Inc.  
51 Sleeper Street, Suite 750  
Boston, MA 02210

Re: Avalon Sudbury, Sudbury, MA (the "Project") - Determination of Project Eligibility under  
MHP's Permanent Rental Financing Program

Dear Mr. Gillespie:

This letter is in response to your request for a determination of Project Eligibility under the provisions of the Commonwealth of Massachusetts comprehensive permit process (M.G.L. Chapter 40B Sections 20-23, 760 C.M.R. 56, and the Massachusetts Department of Housing and Community Development's (DHCD) Comprehensive Permit Guidelines) (collectively, the "Comprehensive Permit Rules") for the above-referenced Project. The Project, as proposed in your application dated November 5, 2015, shall consist of two hundred and fifty (250) rental housing units, consisting of one hundred and twenty-seven (127) one-bedroom units, ninety-seven (97) two-bedroom units and twenty-six (26) three-bedroom units located in thirty-one (31) two and three-story buildings on 17.6 acres at 526 & 528 Boston Post Road, Sudbury, Massachusetts. Parking for 450 cars will be provided in both garage and surface spaces. The Project will also include landscaped courtyards, a clubhouse with various indoor tenant amenities.

In connection with your request, and in accordance with the Comprehensive Permit Rules, MHP has performed an on-site inspection of the Project, and has reviewed initial pro forma and other pertinent information submitted by Avalon Sudbury, Inc. ("Applicant"), and has considered comments received from the Town of Sudbury.

Issues raised by the Town relative to traffic, drinking water, groundwater and surface water resources, wastewater treatment and drainage are appropriately addressed through the comprehensive permit process. While the Town expressed a desire for units affordable at the 50% of area median income (AMI) level, a concern about the eligibility of rental assistance voucher holders to rent the 80% AMI units, and the availability of units for developmentally disabled individuals, with anticipated increases in Section 8 payment standards, it is expected that the 80% AMI units will be available to lower-income voucher holders. The affirmative fair housing marketing and resident selection plan that will be required for the Project will ensure that the units will be made widely available to all populations. Local preference will be permitted in accordance with the Comprehensive Permit Rules to the extent that satisfactory evidence of the need for local preference is demonstrated by the Town. The Town raised a concern about some of the units containing dens, however, lease terms should not permit occupancy of dens as bedrooms. The bedroom mix has been adjusted slightly so that there are now seven (7) affordable 3-bedroom units. Issues such as mitigation of school, public safety, and resident service costs are outside the scope of Chapter 40B.

160 Federal Street  
Boston, Massachusetts 02110  
Tel: 617-330-9955  
Fax: 617-330-1919

462 Main Street  
Amherst, Massachusetts 01002  
Tel: 413-253-7379  
Fax: 413-253-3002

[www.mhp.net](http://www.mhp.net)

Based upon our review, we find the following:

- (i) The Project, as proposed, appears generally eligible under the requirements of MHP's Permanent Rental Financing Program (the "Program"), certain terms of which are set forth on Exhibit A, attached hereto, subject to final approval.
- (ii) The site of the proposed Project is generally appropriate for multifamily residential development. The location on Route 20 provides access to shopping immediately across the street and the Sudbury downtown commercial and municipal services area is within 1.5 miles. Sudbury is accessible to I-495 and I-95/Route 128 employment areas as well as commuter rail service to Boston and Worcester.

The Town of Sudbury's Subsidized Housing Inventory (SHI) is 6.03%. Sudbury's 2001 Master Plan and 2011 Housing Production Plan included the subject site as appropriate for mixed-use multifamily development.

Sudbury has two bylaws to allow age-restricted housing by Special Permit, neither with affordability requirements. Apartments over retail/office is allowed by Special Permit in the Village Business district however, according to the Master Plan, the lack of wastewater infrastructure precludes that from being usable. The prior municipal actions do not warrant a conclusion that the Project site is not appropriate for residential development.

- (iii) The proposed conceptual Project design is generally appropriate for the site. The site design creates a town green center for the community with clubhouse and open space. The architecture is reflective of the residential architecture in Sudbury. Stone veneers and painted siding, balconies, and inserts provide variations and reduce massing.
- (iv) Based upon comparable rentals and potential competition from other projects, the proposed Project appears financially feasible within the Sudbury area market.
- (v) The Project appears financially feasible on the basis of estimated development and operating costs set forth in the initial pro forma provided by the Applicant and a land value determination consistent with the Comprehensive Permit Rules. In addition, the Project budgets are consistent with the Comprehensive Permit Rules relative to cost examination and limitations on profit and distributions.
- (vi) The Project will be owned by the Applicant, a single-purpose entity affiliate of AvalonBay Communities, Inc., and will be subject to MHP's limited dividend requirements. The Applicant meets the general eligibility standards of the Program; and
- (vii) The Applicant controls the site through a Purchase and Sale Agreement.

This letter is intended to be a written preliminary determination of Project Eligibility under the Comprehensive Permit Rules, establishing fundability by a subsidizing agency under a low and moderate income housing subsidy program, which qualifies the Project for consideration for a Comprehensive Permit under M.G.L. Chapter 40B.

This preliminary determination of eligibility is subject to final review of eligibility and final approval by MHP, and is expressly limited to the specific Project proposed in the request for determination



of Project Eligibility submitted to MHP and subject to the minimum affordability and additional requirements set forth in Exhibit A hereto. The requirements of the Comprehensive Permit must not result in a loan to value ratio exceeding MHP requirements. Changes to the proposed Project, including without limitation, alterations in unit mix, proposed rents, development team, unit design, development costs and/or income restrictions may affect eligibility and final approval. Accordingly, you are encouraged to keep MHP informed of the status and progress of your application for a Comprehensive Permit and any changes to the Project that may affect program eligibility and/or financial projections. In addition, MHP requires that it be notified (1) when the applicant applies to the local ZBA for a comprehensive permit; (2) when the ZBA issues a decision; and (3) when any appeals are filed.

Please note that this preliminary determination of Project Eligibility is not a commitment or guarantee of or by MHP for financing, either expressed or implied, and, in the event that you determine not to apply to MHP for permanent financing and/or in the event that your application for permanent financing with MHP is denied, this letter shall be of no further force and effect. Also, please note that this letter shall be of no force or effect if the applicant has not filed for a Comprehensive Permit within two years of the date of this letter.

Final review and approval under the Comprehensive Permit Rules will be undertaken by MHP only in conjunction with an application to MHP for permanent mortgage financing for the Project. After the issuance of a Comprehensive Permit for the Project, MHP would be pleased to entertain a request for permanent mortgage financing pursuant to and in accordance with MHP's standard underwriting process. At that time, MHP shall require a complete loan application, a copy of the decision of the ZBA and any amendments thereto, a copy of the decision, if any, by the Housing Appeals Committee and revised preliminary plans and designs, if applicable, as well as such additional documents and information as is required as part of the loan underwriting process.

Should you have any comments or questions concerning this letter, please contact David P. Rockwell, Director of Lending at 617-330-9944 x222, drockwell@mhp.net.

Sincerely,



Richard A. Mason  
Deputy Director of Lending

cc: Roberta Rubin, Chief Counsel, Department of Housing and Community Development  
Patricia Brown, Chair, Board of Selectmen, Town of Sudbury  
Jonathan F.X. O'Brien, Chair, Zoning Board of Appeals, Town of Sudbury  
Jody Kablack, Director of Planning and Community Development, Town of Sudbury

EXHIBIT A

**Affordability  
Requirements:**

At least sixty-three (63) of the units must be affordable to households earning up to eighty percent (80%) of the median area income. Such units shall include thirty-two (32) one-bedroom apartments, twenty-four (24) two-bedroom apartments and seven (7) three-bedroom apartments. The affordability requirements will be documented through an affordable housing agreement that will be recorded prior to the mortgage and shall create covenants running with the Property for a minimum period of thirty (30) years. Comprehensive permit requirements may extend the affordability requirements beyond the initial 30-year term.

**Limited  
Dividend  
Policy:**

The owner must comply with MHP's limited dividend policy.

Address of Property Conveyed: 526 and 528 Boston Post Road, Sudbury, MA.



2015 00216731  
Bk: 66564 Pg: 354 Doc: DEED  
Page: 1 of 3 12/21/2015 03:10 PM

RECORDING INFORMATION AREA

## QUITCLAIM DEED

**RAYTHEON COMPANY**, a Delaware corporation, with an address at 870 Winter Street, Waltham, Massachusetts 02451 ("Grantor"),

for consideration paid in the sum of NINE MILLION AND NO/100 DOLLARS (\$9,000,000.00),

GRANTS to **BPR SUDBURY DEVELOPMENT LLC**, a Delaware limited liability company, with an address at c/o National Development, 2310 Washington Street, Newton Lower Falls, Massachusetts 02462 ("Grantee"),

with QUITCLAIM COVENANTS, those certain parcels of land on Boston Post Road in Sudbury, Middlesex County, Massachusetts, commonly known as and numbered 526 and 528 Boston Post Road, and more particularly described as follows (the "Premises"):

### 526 Boston Post Road, Sudbury, Massachusetts:

The land in Sudbury, Middlesex County, Massachusetts shown as Lot A on a plan entitled "Plan of Land in Sudbury, Massachusetts", dated November 27, 1967, revised through February 1, 1968, by Albert A. Miller and Wilbur C. Nylander, Civil Engineers and Surveyors, and recorded with the Middlesex South Registry of Deeds in Book 11462, Page 644.

For Grantor's title see deed dated June 25, 1979 from John Hancock Mutual Life Insurance Company and recorded in the Middlesex South Registry of Deeds in Book 13723, Page 417.

### 528 Boston Post Road, Sudbury, Massachusetts

The land in Sudbury, Middlesex County, Massachusetts shown as Lot B on a plan entitled "Plan of Land in Sudbury, Massachusetts", dated November 27, 1967, revised through February 1, 1968, by Albert A. Miller and Wilbur C. Nylander, Civil Engineers and Surveyors, and recorded with the Middlesex South Registry of Deeds in Book 11462, Page 644.

For Grantor's title see deed dated June 26, 2008 from David F. Bolger and recorded in the Middlesex South Registry of Deeds in Book 51383, Page 258.

Please Return To: Jo-Ann Allan  
First American Title Insurance Company  
National Commercial Services  
800 Boylston Street, Suite 2820  
Boston, MA 02199

MASSACHUSETTS EXCISE TAX  
Southern Middlesex District ROD # 001  
Date: 12/21/2015 03:10 PM  
Ctrl# 235852 04470 Doc# 00216731  
Fee: \$41,040.00 Cons: \$9,000,000.00


Grantor hereby represents that the conveyance of the premises hereby does not constitute the sale or transfer of all or substantially all of the Grantor's assets within the Commonwealth of Massachusetts.

Massachusetts Deed Excise Tax Stamps in the amount of \$41,040.00 have been affixed hereto and canceled prior to recording.

[Signature appears on following page.]

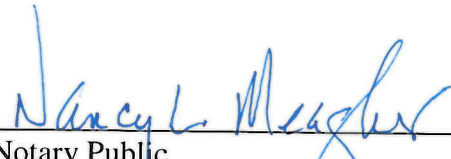
Executed under seal as of the 21<sup>st</sup> day of December, 2015.

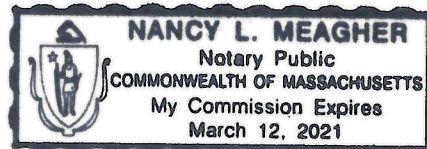
**RAYTHEON COMPANY**

By:   
Name: Robert J. Moore  
Title: Vice President – Business Services

COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF MIDDLESEX, SS.

On this 17<sup>th</sup> day of December, 2015, before me, the undersigned notary public, personally appeared Robert J. Moore, personally known to me to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose as Vice President – Business Services of Raytheon Company, a Delaware corporation.

  
Notary Public  
Printed Name: Nancy L. Meagher  
My Commission Expires: 3/12/2021  
Seal





# AVALON

## SUDBURY

9. Waivers and exceptions requested



Avalon Sudbury  
Requested Waivers to Local Bylaws and Regulations

The list below identifies the required waivers necessary from applicable local bylaws and regulations, based on the Preliminary Site Plans, in order to construct the project (the “Project”) which is the subject of this application. This list is subject to modification based on the advancement of project design and permitting and shall be deemed to include all other waivers from local bylaws and regulations required to construct the Project in accordance with the final plans.

<b>I. TOWN BYLAWS</b>			
<b>Section</b>	<b>Subject</b>	<b>Requirement</b>	<b>Requested Waiver / Project Applicability</b>
<b>A. ARTICLE V</b>			
Section 30	Driveway location	Under Article V, Section 30 and the associated Driveway Location Rules and Regulations, no new driveway or other new access to a way shall be constructed at the point of intersection with such way, unless a written permit is first obtained from the Town Engineer.	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. Driveway location to be approved by the Zoning Board of Appeal (“ZBA”).
(A)	Removal of Earth	Removal Permit required from Earth Removal Board.	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. Allow earth removal as may be required by grading shown on Preliminary Site Plans for the Project.
(F)	Stormwater Management	Under Article V(F), and the associated Stormwater Management Bylaw Regulations, Planning Board permit required for activity disturbing in excess of 40,000 sf.	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. Project shall comply with Wetlands Protection Act, MGL Ch. 131, Sec. 40 and applicable regulations at 310 CMR 10.00 et seq.
<b>B. ARTICLE IX - Zoning</b>			
2210	Structures on a Lot	One (1) principal structure per Lot.	Allow for multiple principal structures within the Project constructed on one Lot.
2230 and App. A	Use	Multi-family housing is not an allowed use in the Limited Industrial District or the Single Residence A District.	Allow for multi-family use within the Limited Industrial District and the Single Residence A District.
2310	Accessory Use	Any use permitted as a principal use is also permitted as an accessory use. Rental office and WWTP not identified as allowed principal uses.	Allow accessory use for rental office and WWTP incidental to the Project, and other accessory uses incidental to the Project.
2600 and App. B	Setback Requirements	Minimum front, side and rear yard setback requirements of between 50 and 125 feet.	Allow for setbacks as shown on Preliminary Site Plans for the Project.
2600 and App. B	Height	Maximum building height of 2 stories and 35 feet.	Allow for 3 story building height as shown on Preliminary Site Plans for the Project.
2600 and App. B	Building Coverage	Open space; maximum building coverage of 25% of the Lot.	Allow for building coverage as shown on Preliminary Site Plans for the Project.
3100	Parking Requirements	Two spaces per dwelling unit.	Allow for Project to provide less than two parking spaces per dwelling unit, with dimensions and design as shown on Preliminary Site Plans for the Project.
3200	Signs	One Residential Identification Sign permitted which shall not exceed 2 sf.	Allow for increase in number and size of monument and other signs in excess of this limitation to serve the Project.
3300	Common Driveways	In all Residential Districts, no driveway or other access to a way shall serve more than two dwellings.	Allow for one driveway to serve all dwellings, as shown on Preliminary Site Plans for the Project.
3410	General Performance Standards	Building Inspector may require technical evidence.	Comprehensive Permit shall provide all local permits per MGL Ch. 40B.
3430	Performance Standard for Erosion Control	For example, grading or construction which will result in final slopes of 15% or greater on 50% or more of lot area, or on 30,000 sf or more on a single lot, even if less than half of the lot area, shall be allowed only under special permit from the Planning Board, and no areas totaling two acres or more shall have existing vegetation clear-stripped or be filled six inches or more.	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. To the extent necessary, allow grading in which final slopes of 15% or greater which may exceed 30,000 sf on the lot, as shown on plans. Allow for site activities associated with the Project.
3440	Excavations abutting Roads	No excavation lower than the grade of any road may be made within 50 feet, and angle of repose limited.	Allow for excavation in connection with improvements shown on Preliminary Site Plans for the Project.
3500	Screening and Landscaping	Screening and landscaping requirements for, among other things, parking areas and planted areas.	Allow for screening and landscaping shown on Preliminary Site Plans for the Project.
4200	Water Resource Protection Overlay District	Use and other restrictions apply within the Water Resource Overlay Districts.	Waiver sought from Water Resource Overlay District requirements, to the extent applicable to the Project.
6300	Site Plan	Site Plan Review	Comprehensive Permit shall provide all local permits per MGL Ch.

	Review Requirements		40B. Site plan to be approved by the ZBA.
6500	Design Review Requirements	Design Review	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. Design to be approved by the ZBA.
<b>C. ARTICLE XXII &amp; Wetlands Administration Bylaw Regulations</b>			
All Sections	Wetlands Resource Area Protection	Article XXII of the Town Bylaws and the associated Wetlands Administration Bylaw Regulations grant the Conservation Commission the authority to impose conditions that exceed the requirements of the Wetlands Protection Act, MGL Ch. 131, §40 and applicable regulations at 310 CMR 10.00 et seq., or other applicable state law.	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. Waiver sought from requirements of this Article. The Project will comply with the provisions of the Wetlands Protection Act, MGL Ch. 131, §40 and applicable regulations at 310 CMR 10.00 et seq., as well as applicable MassDEP groundwater discharge requirements.
<b>D. ARTICLE XXVI – Public Access Way Permit</b>			
All Sections	Access Permit	Permit required for new access that generates substantial increase in or impacts traffic on a public way.	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. Waiver sought from requirements of this Article, to the extent applicable to the Project.
<b>E. ARTICLE XXVII – In-Ground Irrigation Systems</b>			
All Sections	Irrigation Wells	<ul style="list-style-type: none"> <li>Board of Health Approval for installation of private irrigation well.</li> <li>100' setback required from well to sewage disposal system, existing well and wetlands.</li> </ul>	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. Well design to be approved by the ZBA. Waiver sought from BOH setback and other requirements, to the extent applicable, to construct private irrigation well to serve the Project.
<b>F. ARTICLE XXVIII – Demolition of Historically Significant Buildings, Structures or Sites</b>			
All Sections	Demolition of Existing Structures	Demolition of, among other things, “structures or portions thereof constructed prior to January 1, 1940 town-wide or any building or portion thereof or structure of indeterminate age.”	Comprehensive Permit shall provide all local permits per MGL Ch. 40B, including to demolish any existing structure(s) on the property constructed prior to 1940.
<b>II. BOH RULES AND REGULATIONS GOVERNING THE SUBSURFACE DISPOSAL OF SEWAGE</b>			
All Sections	Wastewater Treatment Facility	BOH Permit and local design standards, including leaching area, minimum multifamily design flow, construction in fill requirements, as well as sewage pump prohibition.	Comprehensive Permit shall provide all local permits per MGL Ch. 40B. Project WWTP to be designed and permitted per Groundwater Discharge Permit from MassDEP. Allow for exemption from local design standards that vary from MassDEP requirements, including applicable loading rates, design flow and fill requirements, with the use of pumps.
<b>III. RULES AND REGULATIONS GOVERNING THE SUBDIVISION OF LAND</b>			
All Sections	Subdivision	MGL Ch. 41, Sections 81K-GG and Sudbury’s Rules and Regulations Governing the Subdivision of Land impose regulations regarding the subdivision of land.	Subdivision approval process requirements inapplicable. Comprehensive Permit shall provide all local permits per MGL Ch. 40B, including as necessary to create the Property as shown on Preliminary Site Plans as a subdivided lot, and the recognition of the subdivision roadway shown thereon as a “street” under the provisions of the Town of Sudbury Zoning Bylaw. Development of the remainder of the 526-528 Boston Post Road will require an additional subdivision pursuant to the terms of MGL Ch. 41, Sections 81K-GG and Sudbury’s Rules and Regulations Governing the Subdivision of Land.



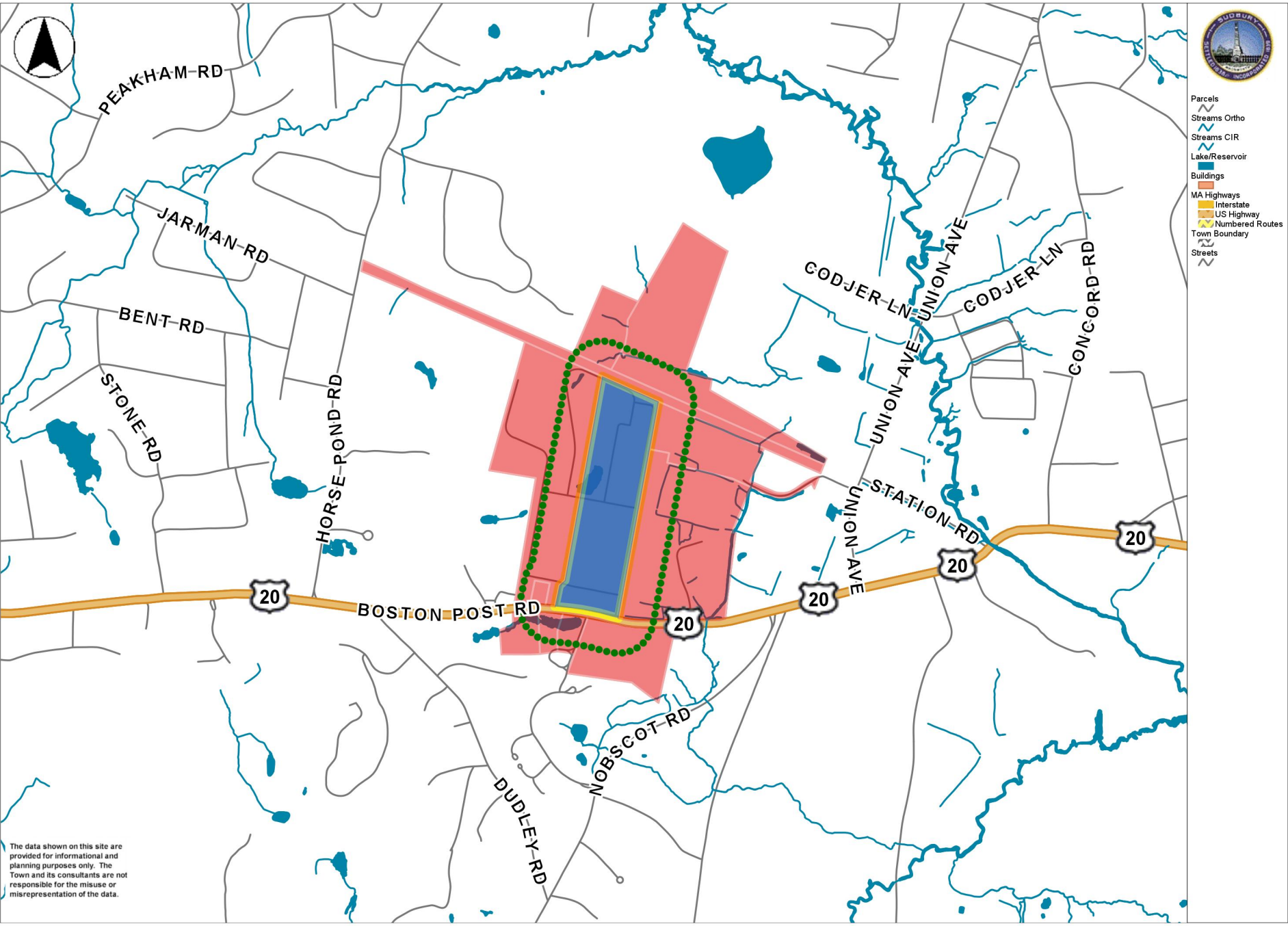
AVALON

SUDBURY

## 10. List of Abutters

526 Boston Post Road  
300' Abutters List  
January 14, 2015

abutters_id_field	abutters_owner1	abutters_owner2	abutters_address	abutters_address2	abutters_town	abutters_state	abutters_zip	abutters_bookpage	abutters_location
K07-5000	MASS BAY TRANSPORTATION		10 PARK PLAZA		BOSTON	MA	02116	13117-113	RAILWAY
J07-0012	TP FARMING LLC		110 CODJER LN		SUDBURY	MA	01776	37249-229	CODJER LN
J07-0100	TOWN OF SUDBURY	TREASURERS OFFICE	278 OLD SUDBURY RD		Sudbury	MA	01776	49332-350	TRAILSIDE CIR
K07-0003	BISSON PAUL E & KRISTEN M		55 HIGHLAND AVE		SUDBURY	MA	01776	24728-151	55 HIGHLAND AVE
K07-0005	WELLYN INC	SUDB PLAZA C/O GRAVESTAR	160 SECOND ST		CAMBRIDGE	MA	02142	1409-92	505 BOSTON POST RD
K07-0005	WELLYN INC	SUDB PLAZA C/O GRAVESTAR	160 SECOND ST		CAMBRIDGE	MA	02142	1409-92	507 BOSTON POST RD
K07-0011	BPR SUDBURY DEVELOPMENT LLC	C/O NATIONAL DEVELOPMENT	2310 WASHINGTON ST		NEWTON LOWER FALLS	MA	02462	66564-354	526 BOSTON POST RD
K07-0012	TOWN OF SUDBURY FIRE STATION #2		BOSTON POST ROAD		SUDBURY	MA	01776	9668-219	540 BOSTON POST RD
K07-0013	BPR SUDBURY DEVELOPMENT LLC	C/O NATIONAL DEVELOPMENT	2310 WASHINGTON ST		NEWTON LOWER FALLS	MA	02462	66564-354	528 BOSTON POST RD
K07-0013	BPR SUDBURY DEVELOPMENT LLC	C/O NATIONAL DEVELOPMENT	2310 WASHINGTON ST		NEWTON LOWER FALLS	MA	02462	66564-354	528-2 BOSTON POST RD
K07-0016	PAUL J CAVICCHI JR TR	P.N.J. 1995 REALTY TRUST	110 CODJER LN		SUDBURY	MA	01776	36489-033	UNION AVE
K07-0017	E B REALTY LLC		490-B BOSTON POST RD SUITE 201		SUDBURY	MA	01776	52138-522	33 UNION AVE
K07-0018	PARIS TRUST LLC		490 B BOSTON POST RD STE 201		SUDBURY	MA	01776	44473-394	31 UNION AVE
K07-0018	PARIS TRUST LLC		490 B BOSTON POST RD STE 201		SUDBURY	MA	01776	44473-394	490-B BOSTON POST RD
K07-0018	PARIS TRUST LLC		490 B BOSTON POST RD STE 201		SUDBURY	MA	01776	44473-394	490-C BOSTON POST RD
K07-0018	PARIS TRUST LLC		490 B BOSTON POST RD STE 201		SUDBURY	MA	01776	44473-394	490 BOSTON POST RD
K07-0102	BORGHANI SAEID		57 HIGHLAND AVE		SUDBURY	MA	01776	41338-412	57 HIGHLAND AVE
K07-0103	CURRAN SEAN Q & KELLY K		59 HIGHLAND AVE		SUDBURY	MA	01776	39001-023	59 HIGHLAND AVE



- Parcels
- Streams Ortho
- Streams CIR
- Lake/Reservoir
- Buildings
- MA Highways
- Interstate
- US Highway
- Numbered Routes
- Town Boundary
- Streets

The data shown on this site are provided for informational and planning purposes only. The Town and its consultants are not responsible for the misuse or misrepresentation of the data.

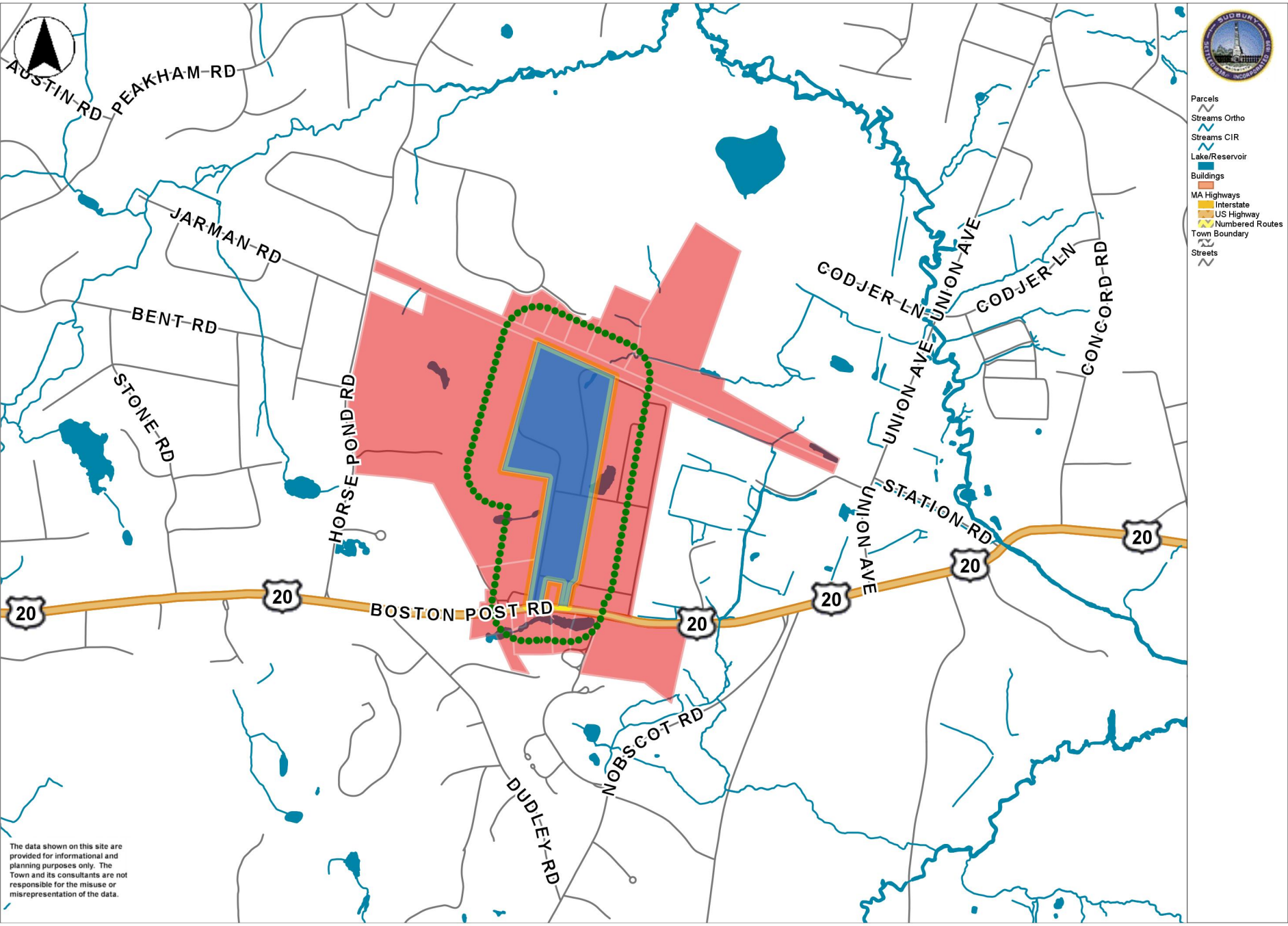
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Printed on 01/14/2016 at 06:59 AM

528 Boston Post Road, Sudbury, MA  
300' Abutters List  
January 14, 2015

abutters_id_field	abutters_owner1	abutters_owner2	abutters_address	abutters_address2	abutters_town	abutters_state	abutters_zip	abutters_bookpage	abutters_location
J07-0012	TP FARMING LLC		110 CODJER LN		SUDBURY	MA	01776	37249-229	CODJER LN
J07-0100	TOWN OF SUDBURY	TREASURERS OFFICE	278 OLD SUDBURY RD		Sudbury	MA	01776	49332-350	TRAILSIDE CIR
J07-0108	SPEROU JOHN C & CHALAT T TRUST EES	SPEROU REALTY TRUST	57 BRIDLE PATH		SUDBURY	MA	01776	26497-315	57 BRIDLE PATH
J07-0109	DEITEL HARVEY M & BARBARA S		3 TRAILSIDE CIRCLE		SUDBURY	MA	01776	27677-584	3 TRAILSIDE CIR
J07-0110	YANZHEN JENNY & CAO YONG		11 TRAILSIDE CIR		SUDBURY	MA	01776	62252-156	11 TRAILSIDE CIR
J07-0111	CRANE ROBERT		17 TRAILSIDE CIRCLE		SUDBURY	MA	01776	63814-201	17 TRAILSIDE CIR
K06-0600	STONE ANNE TRS	THE STONE FAMILY IRREVOCABLE T RUST	554 BOSTON POST RD		SUDBURY	MA	01776	30097-114	BOSTON POST RD
K06-0602	STONE ANNE		554 BOSTON POST RD		SUDBURY	MA	01776	50662-74	554 BOSTON POST RD
K07-0001	BARTLETT DOROTHY M ET AL TRS	THI TRUST	578 BOSTON POST RD		SUDBURY	MA	01776	18121-384	559 BOSTON POST RD
K07-0002	BARTLETT DOROTHY M ET AL TRS	PAS TRUST	578 BOSTON POST RD		SUDBURY	MA	01776	18121-380	555 BOSTON POST RD
K07-0003	BISSON PAUL E & KRISTEN M		55 HIGHLAND AVE		SUDBURY	MA	01776	24728-151	55 HIGHLAND AVE
K07-0005	WELLYN INC	SUDB PLAZA C/O GRAVESTAR	160 SECOND ST		CAMBRIDGE	MA	02142	1409-92	505 BOSTON POST RD
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K07-0013	BPR SUDBURY DEVELOPMENT LLC	C/O NATIONAL DEVELOPMENT	2310 WASHINGTON ST		NEWTON LOWER FALLS	MA	02462	66564-354	528-2 BOSTON POST RD
K07-0014	MCCARTHY L B, KEIGHLEY M J, BA RTLETT J P	MD8 TRUST	578 BOSTON POST RD		SUDBURY	MA	01776	27647-232	566 BOSTON POST RD
K07-0016	PAUL J CAVICCHI JR TR	P.N.J. 1995 REALTY TRUST	110 CODJER LN		SUDBURY	MA	01776	36489-033	UNION AVE
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K07-0103	CURRAN SEAN Q & KELLY K		59 HIGHLAND AVE		SUDBURY	MA	01776	39001-023	59 HIGHLAND AVE
K07-0404	OTIS PATRICIA A		24 WOODLAND RD		SUDBURY	MA	01776	22154-87	24 WOODLAND RD
K07-5000	MASS BAY TRANSPORTATION		10 PARK PLAZA		BOSTON	MA	02116	13117-113	RAILWAY





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# AVALON

SUDBURY

11. Filing and consulting fee

AvalonBay Communities, Inc.

TOWN OF SUDBURY

TOWSUD

DATE	INVOICE NO	DESCRIPTION	INVOICE AMOUNT	DEDUCTION	BALANCE
1-11-16	011116	COMPREHENSIVE PERMIT F	27000.00	.00	27000.00
1-11-16	011116A	CONSULTING FEES	10000.00	.00	10000.00
CHECK DATE	1-15-16	CHECK NUMBER	217212	TOTAL >	37000.00
					.00
					37000.00

PLEASE DETACH AND RETAIN FOR YOUR RECORDS

THE FACE OF THIS DOCUMENT HAS A COLORED BACKGROUND ON WHITE PAPER

TAC (TM) SERIAL DEC488AD-488D62-28345P 1/15/2016 14:22:16 217212 37000.00

AvalonBay Communities, Inc.

Construction Development Disbursement  
2901 Sabre Street, Suite 100  
Virginia Beach, VA 23452  
877-282-6246

BANK OF AMERICA  
Atlanta, Dekalb County, GA

64-1278  
611

DATE  
January 15, 2016

CHECK NO.  
217212

AMOUNT  
\*\$37,000.00

Pay:\*\*\*\*\*Thirty-seven thousand dollars and no cents

PAY  
TO THE  
ORDER OF

TOWN OF SUDBURY  
ZONING BOARD OF APPEALS, FLYNN  
BLDG, 278 OLD SUDBURY RD  
SUDBURY, MA 01776

Authorized Signature Required > \$15,000

*Keri P. D'Sha*

Chief Financial Officer

THE BACK OF THIS DOCUMENT CONTAINS AN ARTIFICIAL WATERMARK—HOLD UP TO LIGHT

⑈000217212⑈ ⑆061112788⑆ 329 910 2022⑈