

Town of Sudbury

Planning and Community Development Department

Flynn Building
278 Old Sudbury Rd
Sudbury, MA 01776
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Jody A. Kablack, Director

<http://www.sudbury.ma.us/services/planning>
kablackj@sudbury.ma.us

TO: Planning Board
Zoning Board of Appeals
Design Review Board

FROM: Jody Kablack, Planning and Community Development Director

RE: Grocery Store at Meadow Walk Site Plan – National Development
526/528 Boston Post Road

DATE: December 4, 2015

Applications for Site Plan Review, Stormwater Management, ZBA Special Permits and Design Review have been received from National Development for construction of a new 45,000 sq. ft. retail grocery store, parking, landscaping, lighting and other site amenities. Site Plan Review is required under section 6300 of the Zoning Bylaw. Special Permits from the ZBA are required for a Major Commercial Project (any commercial building >20,000 sq. ft.) and for signage that is larger than allowed under section 3200 of the Zoning Bylaw. Design Review is required for exterior architectural elements of commercial buildings, lighting, landscaping and signage.

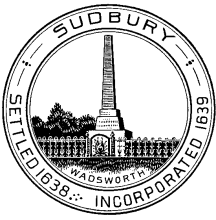
The plans submitted with the applications consist of Site Plans prepared by VHB dated November 10, 2015, containing 11 sheets showing the proposed development (Legend; Site Plan; Site Preparation Plan; Layout and Materials Plan; Grading, Drainage and Erosion Control Plan; Utility Plan; Site Details; Planting Plan; Planting Notes and Details; Existing Conditions; and Site Lighting and Photometric Plan); Building Plans, color elevations and materials plans dated November 10, 2015 prepared by Jacobs.

Also included in the application submittals are the Owner's Consent Letter, narrative statements regarding the project and each specific application, peer review fees for stormwater and traffic review, Traffic Memorandum prepared by VHB dated November 10, 2015, Stormwater Memorandum prepared by VHB dated November 10, 2015, Building Coverage and Open Space calculations, and parking calculations.

The site is a 50+/- acre parcel of land in the Limited Industrial Zoning District (including a small portion of the property in the A-Residential Zoning District). Retail use is a permitted use in the Zoning Bylaw in this district. The site is also within Zone II of the Water Resource Protection District. The site is currently improved with approximately 550,000 sq. ft. of office in several buildings, 2040 parking spaces, a 50,000 gallon/day capacity wastewater treatment plant and stormwater management system. The existing buildings and impervious surfaces are proposed to be demolished.

The subject application project proposes the construction of a 45,000 sq. ft. grocery store and 298 parking spaces on a portion of the property. Additional phases of development contemplated for this site include future construction of several additional retail buildings (up to 100,000 sq. ft. in total), future construction of a 50+/- bed specialty care facility, and future construction of 50-60 age-restricted condominium complex, all by National Development. Avalon Bay is also proposing the future construction of a 250 unit rental development.

A new main entrance into the site on Route 20 is being proposed which will be signalized (pending MassDOT approval). The existing westernmost Raytheon access driveway will be utilized as a secondary access. The existing 50,000 gallon/day wastewater treatment plant will service the retail building (as well



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as all the future development). The existing stormwater management system and retention basin will service the development as well, however upgrades to the stormwater management system are contemplated to make it more compliant with current standards.

I have reviewed the application materials and offer the following comments and recommendations:

1. The Zoning Summary included in the application indicates all zoning requirements have been met.
2. Hours of operation and number of prospective employees should be included in the project narrative.
3. The development proposes 48 parking spaces greater than the minimum required (250 required, 298 proposed). In order to reduce impervious surface on the site it is recommended to reduce the total number of spaces. 7 spaces located along the main access road should be removed at this time, and the decision regarding on-street parking should be taken up once the overall development plan has been proposed. 25 spaces shown in the parking lot at the eastern edge could be removed to provide a wider landscape buffer (and the inclusion of a pedestrian walkway along this side of the main road). Up to 75 spaces could be approved as Reserved Spaces and not constructed until needed.

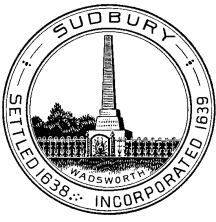
It is noted that the 14 spaces located adjacent to the building have been determined by the Building Inspector to be compliant with the bylaw, as the intent is to prohibit parking within the front yard setback of buildings. These spaces will be located greater than 250 feet from Boston Post Road, and will be behind the fire station.

It is questioned if the 19 existing parking spaces in the front of the site will remain.

4. Outdoor lighting is shown on the site plan and consists of 18, 31' high pole lights (4 triple fixture, 6 double fixture and 8 single fixture), and 19, 18' high light poles (all single fixture). A comparison of the height of the poles across the street at the Shaw's Plaza should be submitted. The applicant is requested to confirm compliance with section 3427(f) of the Zoning Bylaw. Any additional lighting fixtures must be shown on the Detail sheet.

The Board may want the applicant to describe compliance with the Night Sky Initiative. The new development proposes more lighting than what currently exists on the site. It is questioned if somewhat more ornamental lighting is desired. The Boards may also want to have a peer review of the lighting plan to determine its impact on the surrounding properties. However, this may be more applicable during review of the remaining retail sites which are closer to Route 20 than this initial building.

5. The frontage of the property contains significant trees that screen the rear of the site. Many of these will be removed when the remaining retail is constructed. Any existing trees along the



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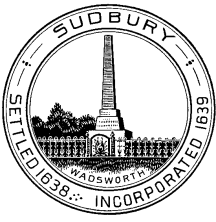
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frontage of the property that could be preserved should be shown and labeled on the site plan. The large oak tree close to the fire station is one tree that may be able to be preserved.

6. The western property line should be reviewed to determine if adequate screening exists between this site and the adjacent residential property. Section 3531 of the Zoning Bylaw requires a 30' buffer, however if existing vegetation is not appropriate or adequate, the Board should require additional plantings.
7. Plantings throughout the site as shown on the Landscape Plan include 106 evergreen and deciduous trees. These will be planted along the roads and driveways, and along the aisles in the parking lot. Shrubs and ornamental grasses are also proposed in the aisle areas.
8. The engineer of record should document compliance with section 3540 of the Zoning Bylaw regarding the minimum amount of landscaping in the parking lot. The requirement is to install 150 sq. ft. of planting per 1000 sq. ft. of parking area (including aisles).
9. Signage proposed consists of 3 internally-illuminated wall signs (2 along the east elevation and 1 along the south elevation). The signs are significantly larger than allowed under the bylaw. The signs require DRB review, as well as special permits from the ZBA. The plans should indicate the location for signs "A", "B" and "C".

A freestanding sign at the development entrance will be submitted for review and approval at a later date.

10. The Traffic Memorandum only supplies traffic impacts for the grocery store. The applicant should be required to submit estimated traffic figures for the entire development to allow the Town to ascertain impacts.
11. The Conservation Commission has approved the wetland delineation on the property, as well as the demolition of the first phase of buildings. Additional approvals will be required for construction.
12. MassDOT approval is needed for the signal, however no plans have been submitted to the Town at this date. A separate public process for the signal will be dictated by MassDOT once the 25% design plan is completed.
13. This proposal will require a Water Resource Special Permit from the Planning Board, as the amount of impervious surface exceeds 15%. The application states that impervious surface will be reduced by 2-3 acres overall across the property, and open space will be increased from 42% to 52% across the entire property.
14. A Stormwater Management Permit application has been submitted, but no stormwater report has been received to date. The deadline for action on the Stormwater Permit is February 12, 2016. The Applicant will be requested to extend that deadline commensurate with the amount of time



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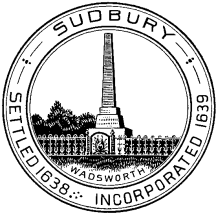
between the filing date and the submittal of a complete application so that there is adequate time for review.

15. Signature blocks for the Planning Board, Director of Planning and Community Development, Building Inspector and DPW Director must be added to all plan sheets.

16. For additional information, a Phase 1 Site Assessment with Subsurface Investigation has been prepared by Sanborn, Head & Associates dated August 2015, for the Raytheon property is on the Town's website in the Avalon Bay Project Eligibility Application (available on the Town's website). This report gives historical information on any hazardous material releases from the property. The Executive Summary from the report states there is 1 known disposal site subject to the Mass. Contingency Plan present on the property, identified in 1990-1991, which has been monitored by Raytheon. This is a condition of chlorinated volatile organic compounds present in groundwater sampling in the northeastern portion of the property.

As a condition of the recent Conservation Commission Order of Conditions requires the applicant to submit proof that DEP found "No Further Action" necessary regarding the reported releases on the site, as well as a statement from a Licensed Site Professional addressing the Commission's concern for the infiltration of runoff in new areas of the site.

17. As noted above, pedestrian connectivity does not extend along the main driveway down to Route 20. The applicant should consider the construction of walkways along both sides of the main driveway.
18. The applicant should also consider a pedestrian connection to the adjacent industrial park (Chiswick Park). Employees from that property will shop at the grocery store more frequently if a convenient and easy access is provided. Additionally, any walking trails proposed on the National Development property could link with the Emerson Medical Building conservation trail in Chiswick Park to provide a longer recreation loop.
19. It is assumed all new utilities onto the property will be installed underground. The applicant should consider undergrounding the existing utilities along the frontage of the property to provide a cleaner, more modern look to the new development.
20. The Board of Selectmen will be negotiating mitigation for the entire development. If the Boards have any strong desires about mitigation, these thoughts should be communicated directly to the Selectmen.
21. A pre-application meeting with department heads was held on October 28, 2015. The notes from that meeting are attached.
22. The Zoning Board should review the Special Permit Criteria in section 6220 of the Zoning Bylaw when making its determination as to the appropriateness of the Major Commercial Project, and the Criteria in section 3290 when deciding on the sign permits (attached).



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23. The Planning Board should review the Site Plan Criteria in section 6380 of the Zoning Bylaw when making its decisions on the Site Plan application (attached).
24. It is recommended to schedule a site visit to the property before the hearings are closed.
25. The 120 day time limit to issue a Site Plan decision expires on March 12, 2016.
26. The deadline to issue the Special Permits is 90 days after the close of the public hearing.

Attachments

cc: Building Inspector
Conservation Coordinator
DPW Director
Health Director
Fire Chief
Police Chief
Sudbury Water District
Board of Selectmen
Applicant

National Development at Raytheon, Pre-Application Meeting

10/28/15

11:00 am

DPW Building

Present: Debbie Dineen, John Whalen, Bill Place, Bill Murphy, Bill Miles, Jody Kablack, Becky McEnroe, Mark Herweck, Jen Koffel (DRB)

Developer Team: Jack O'Neil, Steve Senna, Rich Hollworth, Karen Staffier

Steve Senna, National Development - Master Plan of multiple uses, needs rezoning for several pieces, as of right development is a proposed grocery store. Demo and abatement permits will be filed this week with Conservation and Building Dept. Hoping to file permits for grocery store in November with Conservation, Planning, ZBA, DRB. Hoping to get some feedback today and revise plans accordingly for submission plan set.

Rich Hollworth - some design is dictated by the tenant; access and stormwater is designed to function for entire site. Route 20 access will be constructed early before the rest of development is permitted. VHB has done a lot of data collection and wetland delineation.

Jack O'Neil - phasing: grocery store will begin construction in spring; eastern Raytheon buildings will be demolished in early 2017; full occupancy of grocery store in summer 2017. National Dev. will be installing shell of building, parking lot, stormwater. Tenant will complete interior of building.

Debbie - met on Monday with VHB and National Dev. Went over overall wetlands and since site is fully developed she doesn't see any big wetland issues. Most concerns are for phased development and separate permits. Commission will hire Dave Burke to assist due to amount of wetlands. Wetland filing fee will be used first, overage will be paid by applicant. Irrigation well will need to be reviewed as it is non-conforming.

Becky McEnroe, Sudbury Water District - still concerned for phasing and water line use in back building. New SWD policy requires any development using >2500 gpd to submit a water impact report to review issues relative to new Water Management Permit. Details of policy being refined. Needs to be implemented prior to permit for water meter. Would like to review fire line reuse with VHB at a separate meeting.

Response: Mostly new water lines. Existing irrigation well on site, but not sure of condition. Not sure about landscape irrigation at this time.

Jen Koffel - DBR has not reviewed yet, but items they will be concerned with: design along Route 20 and other buildings, including pedestrian improvements.

Response: 3 curb cuts on Route 20 will be consolidated to 2. Main entrance will be across from Shaw's and will be signalized. Pedestrian network will be developed and presented.

John Whalen/Bill Miles - Traffic signal will need control for Station 2. Apparatus has OptiCon but not sure it will be effective. Need traffic plan to alleviate conflicts during construction. Busiest engine resides at this station and is deployed approx. 2200 times/year. Incidents with Raytheon have been dealt with professionally because the facility is always manned and well coordinated. Fire Station improvements are needed here. 1962 construction - needs replacement, not improvement. Best scenario would be for the ability to construct without moving out (need for additional land).

Response: Cranshaw Construction will be submitting some details soon for demo phase. Can find interim land for use by Fire Dept. during construction, but who will pay for new station?

Bill Place - Stormwater Permit necessary, concurrently with either ConCom or Planning Board. Will site be curbed (yes, most of it). Depth to water table? Some areas of shallow groundwater. Walkway along Route 20 needs an easement (on private property). Westerly access may need to be restricted to right turn only. Town installed a leach pit on Raytheon property to capture runoff from Fire Station - should be connected or upgraded.

Response: Net reduction in impervious surface. Most improvements will be in conveyance system and water quality. Will be well documented. Grocery store phase has limited opportunity for LID, but other aspects of the site will use. Westerly access point is being designed for full access. Left turn in approaching from the west should not be problematic.

Bill Murphy - major food supplier should do comprehensive food plan. Paying close attention to anything that will produce odors or noise in proximity to residential units - trash compactors, dumpsters, grease traps, wastewater treatment plant housing, etc.

Mark Herweck - How many general contracts (4 - interior of grocery store, site improvements and shell of grocery store/senior housing, 40B). Ownership - National will own retail, age restricted and senior housing; Avalon Bay will own rental units. Possible concern for number of subcontractors. May need peer review for compliance review. Ok with zoning issues discussed with National Development lawyer for first phase of project (location of parking, front yard setback, commercial parking with 1000 feet of residences, need for a WRSP). Length of time to remove the building? Estimated 1 month of abatement. Will get back with additional information on length of time.

Jody Kablack:

Parking seems consistent with current zoning - tenant mandate of 255, expect some overlap with other tenants. They will not be seeking a variance to reduce parking.

WRSP - still reviewing for need

DOT curb cut - 25% design plan planned for Feb. 2015. Needs MEPA review, filing in mid-Dec.

Peer review - any other dept. that needs peer review should identify that soon. Planning, Conservation, Building, Fire will all need help.

All utilities underground? Yes, in first phase. Route 20 utilities will remain. May be requested as mitigation by Planning Board.

Site Walk? Once applications are submitted.

DRB applications should include architectural, signage, landscaping.

Site Plan must include coverage, open space calculations, traffic impacts, earth removal, height of buildings, signs, dumpster locations.

National Development asked if it made sense to combine the Planning Board and DRB meetings since they are on the same night.

** Debbie - consultant for stormwater peer review should be the same as for Planning Board. Concern for overlapping jurisdiction. They like Fred King from Schofield. Any plantings within 100' of a jurisdictional wetland needs to be native from their list. If any barrier is proposed along western property line, needs to be identified due to potential wetland impacts, and wildlife barrier. ENF? Yes, not an EIR.

Response: Not proposing any barrier along the lot line at this time.

No other comments.

3290A. Design Guidelines. The following are further means by which the objectives for signs stated at the beginning of Section 3200 can be served. These guidelines are not mandatory, but degree of compliance with them may be considered by the Design Review Board and by the Special Permit Granting Authority in acting upon permits authorized under this section, as may consistency with the basic sign objectives cited above.

3291A. Efficient Communication.

- a. Signs should not contain selling slogans or other advertising which is not an integral part of the name or other identification of the enterprise.
- b. Signs should be simple, neat and avoid distracting elements, so that content can be quickly and easily read.

3292A. Environmental Relationship.

- a. Sign design should take into consideration the size, brightness, style, height and colors of other signs in the vicinity.
- b. Sign brightness should not be excessive in relation to background lighting levels, e.g. averaging not in excess of 100 foot-lamberts in the commercial area of similarly bright areas and not in excess of 20 foot-lamberts in unlighted outlying areas and in areas bordering on or visible from residential zones.

3293A. Building Relationship.

- a. Signs should be sized and located so as not to interrupt, obscure, or hide the continuity of columns, cornices, roof eaves, sill lines, or other elements of building structure, and where possible, should reflect and emphasize building structural form.
- b. Sign materials, colors, and lettering should be reflective of the character of the building to which the sign relates.
- c. Clutter should be avoided by not using support brackets extending above the sign or guy wire and turn buckles.

6200. SPECIAL PERMITS.

6210. Special Permit Granting Authority. Unless specifically designated otherwise, the Board of Appeals shall act as the Special Permit Granting Authority.

6220. Criteria. Unless otherwise specifically provided to the contrary, the Board of Appeals shall, before granting special permits, find that in its judgment all the following conditions are met:

- a. That the use is in harmony with the general purpose and intent of the bylaw;
- b. That the use is in an appropriate location and is not detrimental to the neighborhood and does not significantly alter the character of the zoning district;
- c. Adequate and appropriate facilities will be provided for the proper operation of the proposed use;
- d. That the proposed use would not be detrimental or offensive to the adjoining zoning districts and neighboring properties due to the effects of lighting, odors, smoke, noise, sewage, refuse materials or other visual nuisances;
- e. That the proposed use would not cause undue traffic congestion in the immediate area.

6300 Site Plan Review

6380. Approval. Site Plan approval shall be granted upon determination by the Planning Board that the plan meets the following objectives. The Planning Board may impose reasonable conditions at the expense of the applicant, including performance guarantees, to promote these objectives. Any new building construction or other site alteration shall provide adequate access to each structure for fire and service equipment and adequate provision for utilities and stormwater drainage consistent with the functional requirements of the Planning Board's Subdivision Rules and Regulations. New building construction or other site alteration shall be designed in the Site Plan, after considering the qualities of the specific location, the proposed land use, the design of building form, grading, egress points, and other aspects of the development, so as to:

6381. Minimize the volume of cut and fill, the number of removed trees 6" caliper or larger, the length of removed stone walls, the area of wetland vegetation displaced, the extent of stormwater flow increase from the site, soil erosion, and threat of air and water pollution;

6382. Maximize pedestrian and vehicular safety both on the site and egressing from it;

6383. Minimize obstruction of scenic views from publicly accessible locations;

6384. Minimize visual intrusion by controlling the visibility of parking, storage, or other outdoor service areas viewed from public ways or premises residentially used or zoned;

6385. Minimize glare from headlights and other light sources from the site onto other properties;

6386. Minimize unreasonable departure from the character, materials, and scale of buildings in the vicinity, as viewed from public ways and places;

6387. Minimize contamination of groundwater from on site waste water disposal systems or operations on the premises involving the use, storage, handling, or containment of hazardous substances; and

6388. Ensure compliance with the provisions of this Zoning Bylaw, including parking and landscaping.



To: Ms. Jody Kablack

Date: January 7, 2016

Memorandum

Project #: 13125.00

From: Karen F. Staffier, P.E.
Vinod Kalikiri, P.E.

Re: Grocery Store at Meadow Walk
Sudbury, MA

On behalf of BPR Development LLC, we respectfully offer the following responses to the comment letter prepared by Mr. Bill Place dated November 30, 2015. We have repeated each comment in italics followed by the response in bold text to facilitate the review.

1. *A cross walk should be provided from the proposed intersection across Route 20 to the Shaw Supermarket parking lot.*

The proposed signalized access improvements for the Project includes a push button actuated crosswalk across Boston Post Road.

2. *A Walkway easement will be required along the frontage of the property in order for the Town to properly maintain the walkway.*

Acknowledged.

3. *I would recommend the westerly entrance be restricted to right turns exiting the site, all other traffic should be required to use the proposed intersection.*

The recently submitted detailed traffic study includes a sight distance analysis for the westerly driveway. The analysis indicates that adequate sight lines are available per AASHTO requirements. It is expected that service/delivery vehicles will use this driveway and not the easterly signalized driveway to service the tenants on the Site. While the predominant service route is expected to be oriented to the west, limiting turns at the westerly driveway and requiring larger vehicles to exit only via the signalized driveway would significantly increase the footprint of the signalized intersection, which in turn could affect intersection operations, queue stacking lengths, abutting property impacts, pedestrian crossings, etc. The Proponent will continue to work with the DPW to review the pros and cons of imposing turn restrictions at the westerly driveway.

4. *Not sure how storm water runoff is to access vegetated swales within the parking lot with snow banks blocking the curb breaks. I would recommend installing gutter inlets.*

Water will enter the vegetated swales through breaks in the curbs. Gutter inlets will also be provided at the low points for redundancy during winter conditions. The Applicant intends to submit a set of revised Site Plan Approval drawings incorporating a variety of changes requested by the Planning Board, town

staff and other stake holders. These changes will include the addition of a detail of the curb breaks and gutter inlets on the plans to further clarify the design intent.

5. *The Traffic Analysis looked at the comparison of the 45,000 sq. ft. grocery store to the 561,000 sq. ft. R&D building, the study should look at the full build of the entire site.*

The traffic memorandum was intended as an initial submittal to support the grocery store application only as the Project team was awaiting completion of the MassDOT scoping process before preparing a full study. A detailed Traffic Impact and Access Study (TIAS) has since been prepared that includes an analysis of the full build-out of the Project. The TIAs will be submitted to the Town on 01/07/16.

6. *The layout of the proposed intersection does not appear to address Highland Avenue traffic. There will be conflict in turning movements if Highland Avenue is not considered as part of the redevelopment project.*

Evolution of the access design, after taking into account abutting property owners' needs and right of way / wetland impacts, etc. has resulted in the relocation of the proposed primary Site driveway towards the easterly end of the property and away from Highland Avenue. Please see the conceptual access improvement plan (Figure 6) included in the traffic study for the new driveway location. The Applicant acknowledges the importance of considering the impact of the proposed roadway improvements on the Highland Avenue residences and the operation of Highland Avenue and is committed to working with MassDOT, the Town of Sudbury, the Highland Avenue property owners and other abutters to ensure that adequate consideration is given to the needs of all of these stakeholders. The Applicant is currently discussing and working with the owners of the Shaw's Plaza on this topic and other related matters.

7. *Stormwater Application has not been received for review. Drainage analysis should include the exiting Fire Station with the proposed expansion.*

The Applicant has submitted a Stormwater Management Permit application to the Town of Sudbury's Planning Board. That application included an introductory memorandum regarding the proposed stormwater design for the Grocery Store, pending further development of the Master Plan for the overall project and the gathering additional ground water elevation data. A comprehensive stormwater watershed analysis report is in the process of being finalized to supplement the previously submitted Stormwater Management Permit application materials for the Grocery Store (as well as to support other permitting efforts for other uses in the Master Plan for the rest of the site). On behalf of the Applicant, VHB, anticipates submitting that report to the Town and its peer reviewer on or before January 21, 2016 in order to allow for our team to present the findings of the report in a formal manner to the Planning Board at a public hearing on January 27, 2016. The forthcoming report will include a drainage analysis

that does take into account the portion of the Fire Station property that currently drains onto the project site.

8. *The Town should inquire about the acquisition of the land west of existing Fire Station for future expansion of the station.*

Acknowledged.

9. *Sewer analysis should include possible tie in the proposed Fire Station.*

Based on the Applicant's sewer demand analysis and initial conversations with DEP related to upgrading the existing wastewater treatment plant, the Applicant does not currently expect to have any surplus wastewater treatment capacity to support uses beyond its proposed program.

10. *Traffic mitigation should include synchronizing the proposed intersection with the intersection at Nobscot Road. Other mitigation should include the installation of traffic signal at the intersection of Horsepond Road and Route 20.*

The detailed traffic impact and access study includes, among other off-site traffic mitigation items, a proposal to coordinate the new traffic signal with the existing traffic signals at the Nobscot Road and Union Avenue intersections on Boston Post Road which will certainly improve traffic operations in this section of the Route 20 corridor.

The traffic study includes analysis of the Horse Pond Road/Boston Post Road intersection both with and without the Project. As indicated in the study, compared to the reuse of the existing buildings on the Site by another office/R&D tenant, the Project can be expected to result in less peak hour traffic traveling through the intersection on weekdays. During the Saturday midday peak hours, the additional Site traffic is estimated to result in a nominal four percent increase in traffic at the intersection. The significant investment in roadway, traffic control and pedestrian and bicycle amenities along the Site frontage, coupled with the reduced weekday peak hour traffic as a result of the Project, can be expected to enhance overall corridor traffic operations.



To: Ms. Jody Kablack

Date: January 7, 2016

Memorandum

Project #: 13125.00

From: Karen F. Staffier, P.E.

Re: Grocery Store at Meadow Walk
Site Plan Comments
526/528 Boston Post Road
Sudbury, MA

On behalf of BPR Development LLC, we respectfully offer the following responses to the comment letter prepared by Ms. Jody Kablack dated November 20, 2015. We have repeated each comment in italics followed by the response in bold text to facilitate the review.

The Applicant previously responded to items #1 through #9 in a separate letter dated December 29, 2015 in preparation for a public hearing with the Zoning Board of Appeals on January 4, 2016. For easy reference, those responses are restated here verbatim.

1. *The Zoning Summary included in the application indicates all zoning requirements have been met.*

Acknowledged

2. *Hours of operation and number of prospective employees should be included in the project narrative.*

The Applicant's tenant (Whole Foods Market) has not yet developed their specific operating plan and hours for the Sudbury location, but operating hours for a Whole Foods Market store of this type (size, location and market) are typically between 7:00 AM to 11:00 PM. Similarly, Whole Foods Market has not yet developed the specific staffing plan for the store; however, similar suburban stores employ more than 200 employees (including part-time staff).

3. *The development proposes 48 parking spaces greater than the minimum required (250 required, 298 proposed). In order to reduce impervious surface on the site it is recommended to reduce the total number of spaces. 7 spaces located along the main access road should be removed at this time, and the decision regarding on-street parking should be taken up once the overall development plan has been proposed. 25 spaces shown in the parking lot at the eastern edge could be removed to provide a wider landscape buffer (and the inclusion of a pedestrian walkway along this side of the main road). Up to 75 spaces could be approved as Reserved Spaces and not constructed until needed.*

The Applicant agrees that the seven spaces located along the main access road should be removed pending further development of the Master Development Plan, which will define the approximate locations of the uses that will surround the proposed Project. Deleting those seven spaces reduces the total parking proposed for the Project (the Grocery Store) from 298 to 291. The Applicant has discussed

with its tenant the possibility of eliminating additional spaces and/or landbanking spaces. Neither scenario is acceptable to the tenant for the reasons outlined below.

The tenant's operations – which are designed to make the store a destination and to make the shopping visit an “experience” for customers – are distinctly different than a traditional grocery store often requiring more intensive customer service from employees and resulting in significantly longer average “stays” by customers. In the tenant's experience, these factors result in the need for more parking per square foot than traditional retail tenants (and, in the case of Sudbury, more than the minimum parking spaces required by Zoning for retail uses). Based on the tenant's extensive national experience with stores of similar sizes in similar locations and markets, 291 spaces are the absolute minimum required by the tenant as part of this Project.

It is noted that the 14 spaces located adjacent to the building have been determined by the Building Inspector to be compliant with the bylaw, as the intent is to prohibit parking within the front yard setback of buildings. These spaces will be located greater than 250 feet from Boston Post Road, and will be behind the fire station.

Acknowledged.

It is questioned if the 19 existing parking spaces in the front of the site will remain.

The aforementioned 19 existing Raytheon parking spaces at the front of the site will be demolished as part of the enabling and demolition work for the Project in 2017 (after Raytheon vacates buildings 1 and 5 in December 2016). [In the forthcoming revised Site Plan Approval Plans, a note will be added to clarify that these 19 existing parking spaces at the front of the site will be removed].

4. *Outdoor lighting is shown on the site plan and consists of 18, 31' high pole lights (4 triple fixture, 6 double fixture, and 8 single fixture), and 19, 18' high light poles (all single fixture). A comparison of the height of the poles across the street at the Shaw's Plaza should be submitted. The applicant is requested to confirm compliance with section 3427(f) of the Zoning Bylaw. Any additional lighting fixtures must be shown on the Detail sheet.*

The Applicant's lighting engineer visited the Shaw's Plaza site to observe the existing site lighting fixtures there. The engineer observed that Shaw's Plaza site lights are on poles that are approximately 30' tall (with 2 to 3' tall bases) and confirmed that the fixtures are not dark-sky compliant. In contrast, the proposed site light fixtures for the Project are dark-sky compliant and the overall site lighting design for the Project as proposed fully complies with 3427(f) of the Zoning Bylaw. A letter confirming the foregoing from the Project's lighting engineer is attached as Exhibit “A”.

5. *The frontage of the property contains significant trees that screen the rear of the site. Many of these will be removed when the remaining retail is constructed. Any existing trees along the frontage of the property that could be preserved should be shown and labeled on the site plan. The large oak tree close to the fire station is one tree that may be able to be preserved.*

The Applicant has been advised by our landscape architect that mature trees typically do not survive if the root system is disturbed within the radius of the widest point of its canopy. Based on this standard and given the extensive nature of the site work proposed under the Master Development Plan – including regrading for the proposed parking and pedestrian improvements, storm water improvements, rerouting of utilities on site and the widening of Route 20 to accommodate a new signalized intersection, it is not feasible to preserve any of the existing trees along the frontage of the property (including the oak tree near the fire station, which will be impacted by the roadway widening).

6. *The western property line should be reviewed to determine if adequate screening exists between this site and the adjacent residential property. Section 3531 of the zoning Bylaw requires 30' buffer, however if existing vegetation is not appropriate or adequate, the Board should require additional plantings.*

As indicated in the existing condition plans submitted with the original Application package, there is a substantial existing vegetative buffer along the western property line. This existing-to-remain vegetative buffer is more fully depicted in the photos provided in Exhibits “B” and “C” below. As shown in these photos, the buffer consists of large mature evergreens that provide a year-round thick and continuous visual screen (the existing small gaps in the screening cannot be closed due conflicts with underground utilities).

The Site Plan for the Project (see Sheet C-4 included in the Site Plans provided with the original Application) proposes to maintain the existing edge of pavement essentially putting the new western driveway in the same location as the existing driveway. This allows the existing vegetative buffer to remain “as is.” Together with the utility corridor behind the row of evergreens at the edge of the driveway, the vegetative buffer between the residential property line and the edge of pavement of the proposed driveway is more than 60 feet wide (more than double the width required by zoning). As such, the Applicant believes that maintaining the existing vegetative buffer without any additional plantings (as proposed in the proposed Site Plan) is more than appropriate and adequate to satisfy the requirements of Section 3531.

7. *Plantings throughout the site as shown on the Landscape Plan include 106 evergreen and deciduous trees. These will be planted along the roads and driveways, and along the aisles in the parking lot. Shrubs and ornamental grasses are also proposed in the aisle areas.*

Acknowledged.

8. *The engineer of record should document compliance with section 3540 of the Zoning Bylaw regarding the minimum amount of landscaping in the parking lot. The requirement is to install 150 sq. ft. of planting per 1000 sq. ft. of parking area (including aisles).*

The landscaping in the parking lot complies with section 3540 of the Zoning Bylaw, as demonstrated in the attached figure (see Exhibit "D").

9. *Signage proposed consists of 3 internally-illuminated wall signs (2 along the east elevation and 1 along the south elevation). The signs are significantly larger than allowed under the bylaw. The signs require DRB review, as well as special permits from the ZBA. The plans should indicate the location for signs "A", "B", and "C".*

The original Special Permit Application materials did include drawings that indicated the location for each of the proposed signs (both in plan and in elevation). [In the Zoning Board of Appeals binder,] please refer to Section 14 Sheets 1, 2 and 3. However, the Applicant is currently studying options to address comments from the Planning Board and Design Review Board related to architecture. While the number and type of the proposed signs is unlikely to change, the exact size and locations of these signs may. As such, we respectfully request that the Zoning Board of Appeals not take any action on the three Special Permits Applications related to the proposed signs (A, B, and C) until we are able to confirm whether or not we will be proposing any changes to the size or locations of these signs.

A freestanding sign at the development entrance will be submitted for review and approval at a later date.

The Applicant currently anticipates bringing this sign forward for approval as part of the Zoning Overlay and Master Development Plan process.

10. *The Traffic Memorandum only supplies traffic impacts for the grocery store. The applicant should be required to submit estimated traffic figures for the entire development to allow the Town to ascertain impacts.*

The traffic memorandum was intended as an initial submittal to support only the grocery store application as the Project team was awaiting completion of the MassDOT scoping process and before preparing a full study. A detailed Traffic Impact and Access Study (TIAS) has since been prepared that

includes an analysis of the full build-out of the Project. The TIAs will be submitted to the Town on 01/07/16.

- 11. The Conservation Commission has approved the wetland delineation on the property, as well as the demolition of the first phase of buildings. Additional approvals will be required for construction.*

Acknowledged.

- 12. MassDOT approval is needed for the signal, however no plans have been submitted to the Town at this date. A separate public process for the signal will be dictated by MassDOT once the 25% design plan is completed.*

Acknowledged.

- 13. This proposal will require a Water Resource Special Permit from the Planning Board, as the amount of impervious surface exceeds 15%. The application states that impervious surface will be reduced by 2-3 acres overall across the property, and open space will be increased from 42% to 52% across the entire property.*

As noted, the total amount of impervious area across the entire property will be reduced by 2-3 acres from existing conditions. Based on an initial inquiry with the Zoning Enforcement Officer, it is our understanding that, due to the net reduction in impervious area, the project is not subject to a Water Resource Special Permit.

- 14. A Stormwater Management Permit application has been submitted, but no stormwater report has been received to date. The deadline for action on the Stormwater Permit is February 12, 2016. The Applicant will be requested to extend that deadline commensurate with the amount of time between the filing date and the submittal of a complete application so that there is adequate time for review.*

The Stormwater Management Permit application included an introductory memorandum regarding the proposed stormwater design for the Grocery Store, pending further development of the Master Plan for the overall project and the gathering of additional ground water elevation data. A comprehensive stormwater watershed analysis report is in the process of being finalized to supplement this introductory memorandum (as well as to support other permitting efforts for other uses in the Master Plan for the site). On behalf of the Applicant, VHB anticipates submitting the comprehensive report to the Town and its peer reviewer on or before January 21, 2016 in order to allow for our team to present the findings of the report in a formal manner to the Planning Board at a public hearing on January 27, 2016. Applicant is not averse to granting the requested extension and will follow up in separate correspondence with the Town of Sudbury's Planning Office to memorialize this.

15. *Signature blocks for the Planning Board, Director of Planning and Community Development, Building Inspector and DPW Director must be added to all plan sheets.*

The Final Plans will be revised to reflect this requirement prior to endorsement.

16. *For additional information, a Phase 1 Site Assessment with Subsurface investigation has been prepared by Sanborn, Head & Associates dated August 2015, for the Raytheon property is on the Town's website in the Avalon Bay Project Eligibility Application (available on the Town's website). This report gives historical information on any hazardous material releases from the property. The Executive Summary from the report states there is 1 known disposal site subject to the Mass. Contingency Plan present on the property, identified in 1990-1991, which has been monitored by Raytheon. This is a condition of chlorinated volatile organic compounds present in groundwater sampling in the northeastern portion of the property.*

As a condition of the recent Conservation Commission Order of Conditions requires the applicant to submit proof that DEP found "No Further Action" necessary regarding the reported releases on the site, as well as a statement from a Licensed Site Professional addressing the Commission's concern for the infiltration of runoff in the new areas of the site.

Acknowledged.

17. *As noted above, pedestrian connectivity does not extend along the main driveway down to Route 20. The applicant should consider the construction of walkways along both sides of the main driveway.*

The sidewalk layout only on one side of the main entry drive is deliberately proposed with the goal of activating the future internal streetscape in this area, limiting impervious surfaces where possible, and maximizing open space and the existing buffer between the main access drive and abutting properties. Based on the anticipated site circulation pattern, the Applicant believes that sidewalks on both sides of the driveway would be redundant and counterproductive to some of the most important overall site planning goals of the project.

18. *The applicant should also consider a pedestrian connection to the adjacent industrial park (Chiswick Park). Employees from that property will shop at the grocery store more frequently if a convenient and easy access is provided. Additionally, any walking trails proposed on the National Development property could link with the Emerson Medical Building conservation trail in Chiswick Park to provide a longer recreation loop.*

A pedestrian connection to the existing Chiswick Park is being discussed with the abutting property owner, who has expressed some initial interest in this connection.

19. *It is assumed all new utilities onto the property will be installed underground. The applicant should consider undergrounding the existing utilities along the frontage of the property to provide a cleaner, more modern look to the new development.*

The new site utility infrastructure will be installed underground. As one of the first steps in the project in 2015, the Applicant reached out to Eversource – the owner of the utility poles along the frontage of the Site – and the telecommunication companies that share these poles to begin the process of coordinating any utility pole relocations that may be necessary to facilitate the proposed roadway improvements. Based on these initial conversations, the Applicant believes that the undergrounding of the utilities along the Route 20 frontage is not feasible due to the excessive cost and schedule impacts.

20. *The Board of Selectmen will be negotiating mitigation for the entire development. If the Boards have any strong desires about mitigation, these thoughts should be communicated directly to the Selectman.*

Acknowledged.

21. *A pre-application meeting with department heads was held on October 28, 2015. The notes from that meeting are attached.*

Acknowledged.

22. *The Zoning board should review the Special Permit Criteria in section 6220 of the Zoning Bylaw when making its determination as to the appropriateness of the Major Commercial Project, and the Criteria in section 3290 when deciding on the sign permits (attached).*

Acknowledged.

23. *The Planning Board should review the Site Plan Criteria in section 6380 of the Zoning Bylaw when making its decisions on the Site Plan application (attached).*

Acknowledged.

24. *It is recommended to schedule a site visit to property before the hearings are closed.*

The Applicant acknowledges and agrees with this recommendation, and is happy to coordinate a site visit (or visits) at any time that is convenient for Town staff and interested Board members.

25. The 120 day time limit to issue a Site Plan decision expires on March 12, 2016.

Acknowledged.

26. The deadline to issue the Special Permits is 90 days after the close of the public hearing.

Acknowledged. Given time that it has taken to develop the site plan changes that the Applicant is proposing based on feedback from the Planning Board and other stakeholders, the Applicant is not averse to granting an extension and, as indicated above, will follow up in separate correspondence with the Town of Sudbury's Planning Office to memorialize this.

Minutes

Sudbury Design Review Board

March 23, 2016

Present: Paula Hyde, Jen Koeffel, Deboraj Kruskal, Dan Martin

The Board met to review the Proposed Landscape Design for the Whole Foods/National Development site at 526 & 528 Boston Post Road and has the following recommendations (see attached notes on the site plan):

- 1) Regarding the 20 red maples lining the main entrance, the Board would like to see more diversity for both aesthetic and disease-prevention purposes. (planting 20 of the same species together could be risky if one tree gets diseased, they could all be lost at once). The Board recommends 3 groupings of trees: 6 red maples at the start, 10 red oaks in the center and 4 of another species at the end of the drive)
- 2) Regarding the left corner behind the fire station the Board would like to recommend a grouping of white pines to camouflage the concrete wall behind it.
- 3) Regarding the pin oaks lining the North and South sides of the parking lot, the Board is concerned that their low branching habit could cause an impediment for pedestrians and automobiles. The Board recommends a species with a higher branching habit to prevent future maintenance costs for limbing-up the trees as they mature.
- 4) The Board is further concerned that there is a disproportionate number of pyramidal shaped trees and that they would not provide enough shade for cars and sidewalks.
- 5) From an aesthetic standpoint, the Board would like to see more flowering trees for Spring interest (Betula Nigra is not a flowering tree) and a more varied mix of color (more oranges and yellows) for Fall interest.

The Board approved the minutes for the meetings dated February 10, 2016, February 24, 2016 and then March 9, 2016.

FLOWERING TREES	QTY	BOTANICAL NAME
BN	17	Betula nigra 'Heritage'

SHRUBS AND ORNAMENTAL GRASSES:

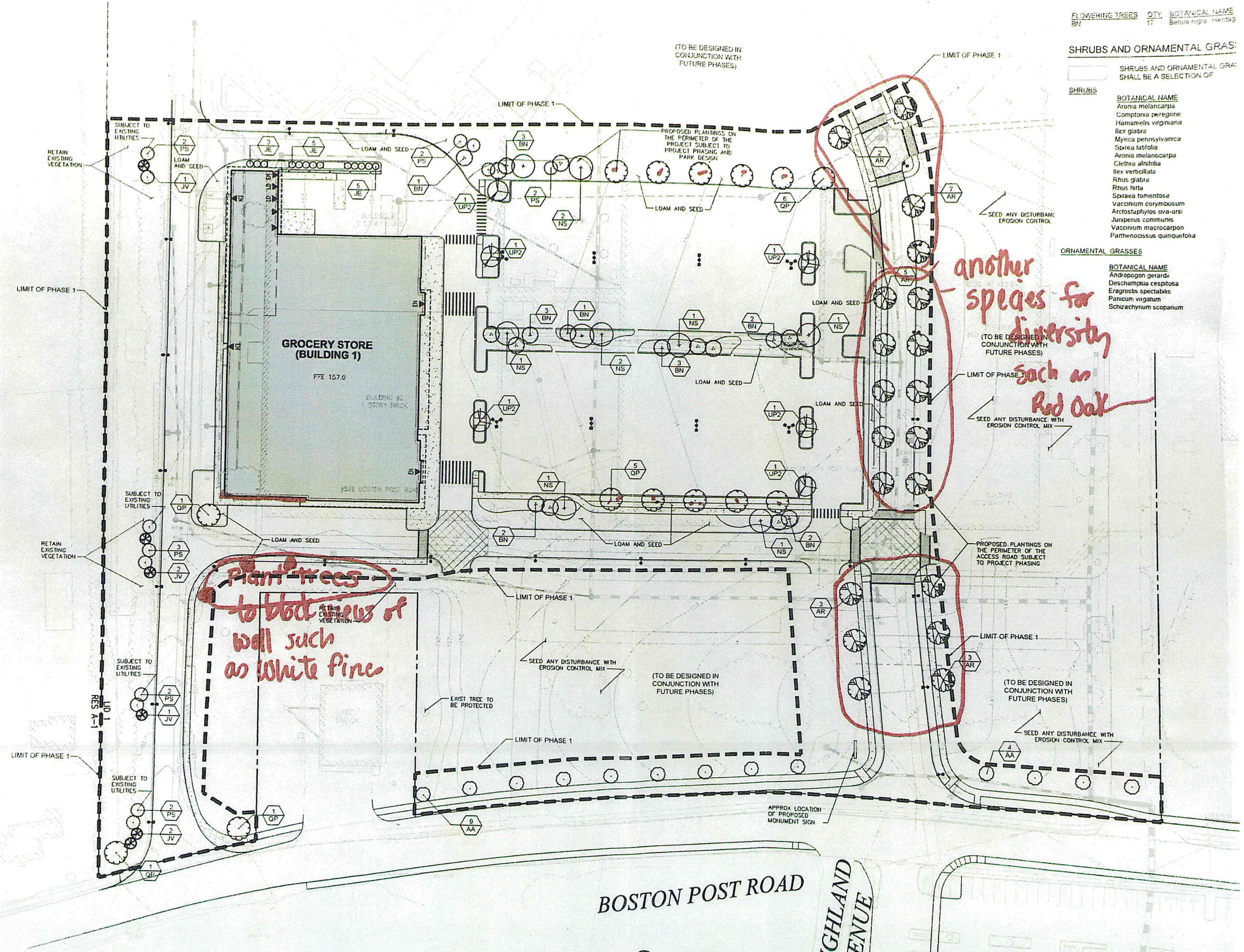
SHRUBS AND ORNAMENTAL GRASSES SHALL BE A SELECTION OF

SHRUBS

- BOTANICAL NAME**
- Aronia melanocarpa
 - Comptonia peregrina
 - Hamamelis virginiana
 - Ilex glabra
 - Myrica pennsylvanica
 - Staxea latifolia
 - Aronia melanocarpa
 - Clethra alnifolia
 - Ilex verticillata
 - Rhus glabra
 - Rhus hirta
 - Spiraea tomentosa
 - Vaccinium corymbosum
 - Arctostaphylos uva-ursi
 - Juniperus communis
 - Vaccinium macrocarpon
 - Panthenococcus quinquefolia

ORNAMENTAL GRASSES

- BOTANICAL NAME**
- Andropogon gerardi
 - Deschampsia cespitosa
 - Eragrostis spectabilis
 - Panicum virgatum
 - Schizachyrium scoparium

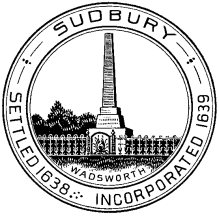


Plant trees to block views of wall such as white pine

another species for diversity such as Red Oak

BOSTON POST ROAD

GIGHLAND AVENUE



Town of Sudbury

Planning and Community Development Department

Jody A. Kablack, Director

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March 14, 2016

Secretary Matthew A. Beaton
Executive Office of Energy and Environmental Affairs
Attn: MEPA Office
100 Cambridge Street, Suite 900
Boston MA 02114

RE: 526 & 528 Boston Post Road Redevelopment, Sudbury, MA
Project #13125.00

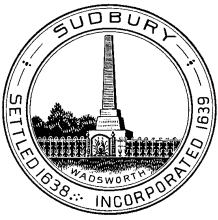
Dear Secretary Beaton:

This office provides technical review for all development applications presented to the Town of Sudbury through all the land use permitting boards, including the Zoning Board of Appeals, Planning Board and Board of Selectmen. I have been involved with the redevelopment efforts at the former Raytheon property for the last 19 months, and am very familiar with the proposal and the information submitted to date, including the Environmental Notification Form (ENF). Please accept these comments as you review the above application pursuant to the Massachusetts Environmental Policy Act.

The former Raytheon property has been a subject in many land use planning reports dating back to 2001 when Sudbury's most recent Master Plan was prepared. In that report, it was advised to create a plan for the future use of the Raytheon site if, or when, it was vacated. The 2001 Master Plan also stressed the need increase Sudbury's commercial tax base in a sustainable manner by balancing growth in all sectors, improving infrastructure, creating new bylaws to promote desirable development that does not adversely impact the character of the Town, and to find the right balance of development which provides goods and services the local population needs and wants. This redevelopment project embodies all of these strategies, and presents Sudbury with a unique opportunity to shape the future of its commercial business district.

Efforts over the last fourteen years have set the stage for this project. The Route 20 commercial corridor has been studied multiple times to determine what desirable development looks like, where it will be located, and how it will protect the groundwater which sits directly beneath the business district. New zoning bylaws have been adopted, and existing bylaws modified, to steer commercial development in a positive direction to meet goals identified in local and regional planning studies. In 2012 the former Raytheon property specifically was identified in the 495 MetroWest Development Compact Plan in 2012 as a local Priority development Area.

Fast forward to July of 2014 when Raytheon publicly announced its plans to close the Sudbury facility. Knowing the importance of being actively involved in the redevelopment scheme, the Board of Selectmen and Planning Board immediately mobilized to discuss the range of development options, ultimately unanimously voting to support a mixed use development that met several Town goals – redevelopment which acts as a catalyst for other economic development initiatives along the Route 20 corridor, the construction of rental housing to allow the Town to reach its 10% 40B goal, and the construction of age-restricted housing that minimize impacts on the school system and provides additional housing diversity for a growing senior population. This letter, dated February 25, 2015, was submitted in Appendix B of the ENF.



Town of Sudbury

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Since purchasing the property in December 2015, the project team of National Development and Avalon Bay have been working closely with the Town of Sudbury on the redevelopment plan. It is a large and complicated plan, and the Town, with the assistance, cooperation and financial support of the development team, has been carefully studying the potential impacts of the development. We have conducted a peer review of the proposed traffic signal on Route 20, and are satisfied with the draft design, particularly the reduced width of the cross section to be context sensitive along this narrow stretch of Route 20 and its proximity to groundwater supplies, farms and residences. We will be reviewing the developer's stormwater plan for compliance with DEP and local standards, and are confident that the proposed conditions will provide for significant environmental benefits over the existing use. We are writing a new mixed use overlay district zoning bylaw to allow certain aspects of the development that are currently not contemplated in the Zoning Bylaw. Public use of the property will be significantly improved and will include public parks areas, walking paths, and access to the proposed MassCentral Rail Trail. Negotiations are on-going regarding a development agreement between the parties which will mitigate identified impacts beyond the improvements planned for the property and adjacent areas.

The Town of Sudbury experiences severe wastewater disposal limitations in this sector of town which limit commercial growth, and other divisions of DEP are acutely aware of our long-standing efforts to sewer the commercial districts along Route 20. This property is unique with its own treatment plant. The opportunities to create a vibrant commercial center on this site should not be limited by the existing treatment plant capacity, but should be expanded to a safe level based on the treatment processes available and the physical limitations of the ground. My only request to your department in this regard is to investigate the installation of subsurface leaching beds (instead of open sand beds) for effluent disposal, which would provide for a much needed unstructured recreational use area within the large development.

In conclusion, the redevelopment plan is consistent with local and regional planning efforts, contemplates the redevelopment of an existing disturbed site, and proposes significant environmental benefits by bringing the new development into conformance with current environmental regulations.

Thank you for your consideration of these comments.

Sincerely,

Jody A. Kablack
Director of Planning and Community Development

cc: Steve Senna, National Development
Conservation Commission
Board of Selectmen
Planning Board