



The Commonwealth of Massachusetts
Norfolk ss:

To either of the Constables of the Town of Westwood in said County, GREETING:

In the name of the Commonwealth of Massachusetts you are hereby directed to notify the inhabitants of said Town of Westwood qualified to vote in elections and town affairs to meet in the Westwood High School Gymnasium, Nahatan Street, in said Westwood on Monday, May 6, 2013 at 7:30 in the evening, there and then to act on the following Articles:

ARTICLE 1

To see if the Town will vote to approve certain amendments to the Westwood Zoning Bylaw (the "Zoning Bylaw") and Official Zoning Map (the "Zoning Map"), and vote to approve a Master Development Plan for the so-called University Station project, as follows:

- (i) To amend the Zoning Bylaw by adopting a new bylaw Section 9.8, entitled University Avenue Mixed Use District ("UAMUD"), as most recently filed with the Town Clerk;
- (ii) To amend Section 2.0 [Definitions] to remove all subsection numbers, and to add the following new definitions to the list of previously included definitions, in the appropriate alphabetical order: Commercial Parking Garage; Cultural Facility; Data Storage Facility; Educational Use, Exempt; Fast Order Restaurant; Fitness or Health Club; General Office; Medical Center or Clinic; Memory Care Facility; Office of Health Care Professional; Shuttle Service.
- (iii) To amend the Zoning Map to include a new UAMUD overlay district, the boundaries of which are shown on the plan entitled, "University Avenue Mixed Use Overlay District," prepared by Tetra Tech, as most recently filed with the Town Clerk; and
- (iv) To approve the Master Development Plan, entitled, "University Station – University Avenue Redevelopment, Master Development Plan," prepared by Tetra Tech, as most recently filed with the Town Clerk, for the UAMUD project area.

or take any other action relative thereto.

(Board of Selectmen / Planning Board)

ARTICLE 2

To see if the Town will vote to take the following several actions in furtherance of public necessity and convenience and in conjunction with certain improvements, changes and alterations to the location lines of a new roadway layout and underlying infrastructure existing or planned to serve the so-called University Station project (the "Project"):

- (A) To authorize the Board of Selectmen to take and acquire, at no expense to the Town, by purchase, gift, eminent domain or otherwise, such land or other interests in land, and to lay out as Town ways, on terms acceptable to the Board of Selectmen, the ways shown as University Avenue, Harvard Street, Rosemont Road, and Nstar Way on the layout plans prepared by Tetra Tech, as most recently filed with the Town Clerk (the "Layout Plans"), and to enter into all agreements and execute any and all instruments as may be necessary on behalf of the Town.
- (B) To authorize the Board of Selectmen to accept right of way easements for public travel and infrastructure facilities over any land necessary within the area shown on the plan entitled, "University Avenue Mixed Use Overlay District," prepared by Tetra Tech to serve, for any length of time, as rights of way until completion of applicable portions of infrastructure and roadway realignment, and to amend, terminate or release all or any aspect of any such easements as may currently exist.
- (C) To authorize the Board of Selectmen to discontinue a portion of Westwood Station Boulevard as shown on the Layout Plans, to enter into all agreements and execute any and all instruments as may be necessary on behalf of the Town to effect said discontinuance.
- (D) To authorize the Board of Selectmen to acquire, at no expense to the Town, by purchase, gift, eminent domain or otherwise, and thereafter to abandon or dispose of any private interests in land within the bounds of the following town ways (as now existing or previously discontinued): University Avenue, Rosemont Road, Marymount Avenue, NStar Way and Harvard Street, and related private slope easements and rights pertaining to said town ways substantially as shown on the Layout Plans, on terms acceptable to the Board of Selectmen, said abandonment or disposal being for no consideration, and to enter into all agreements and execute any and all instruments as may be necessary on behalf of the Town.
- (E) To authorize the Board of Selectmen to acquire, at no expense to the Town, by purchase, gift, eminent domain or otherwise, and thereafter to abandon, dispose of or relocate, certain easements, rights and interests in land related to rights of way, utilities, signs, drainage, sewer and slopes shown on the Layout Plans, so as to conform to the new roadway layout and infrastructure design approved in connection with the Project, said abandonment, disposal, or relocation being for no consideration, and to enter into all agreements and execute any and all instruments as may be necessary on behalf of the Town.

(F) To authorize the Board of Selectmen to discontinue, abandon and/or relocate, at no expense to the Town and for no consideration, those certain roadway, sidewalk, landscape, signage, drainage, sewer and infrastructure easements and rights held by the Town depicted on the Layout Plans, and to acquire, at no expense to the Town, by purchase, gift, eminent domain or otherwise, certain land and easements, rights and interests in land, on terms acceptable to the Board of Selectmen, related to mitigation of project impacts and new sewer, drainage and other municipal infrastructure so as to conform to the new roadway and intersection layouts and infrastructure design approved in connection with the Project, and to enter into all agreements and execute any and all instruments as may be necessary on behalf of the Town.

(G) To authorize the Board of Selectmen to grant, release, amend, and/or accept, on behalf of the Town, such rights of access, easements, restrictive covenants, and other interests as may be required in connection with the Project, on terms acceptable to the Board of Selectmen, and to enter into all agreements and execute any and all instruments as may be necessary on behalf of the Town.

or take any other action relative thereto.

(Board of Selectmen)

ARTICLE 3

To see if the Town will vote to authorize the Board of Selectmen to negotiate and execute a “development agreement” related to development of the so-called University Station project (the “Project”), and to negotiate and execute such other agreements with the proponents of the Project as may be deemed necessary or appropriate by the Board of Selectmen, or take any other action relative thereto.

(Board of Selectmen)

ARTICLE 4

To see if the Town will vote to amend Section 321-1 of the General Bylaws of the Town of Westwood by adding the following sentence at the end of said Section 321-1:

Notwithstanding the foregoing, nothing contained within this Chapter 321 shall be deemed to prohibit or limit a retail business from conducting interior activities that are accessory to the operation of the retail business, such as cleaning, stocking, food preparation and other supporting operations between the hours of 12:00 midnight and 6:00 am, provided that (i) truck deliveries shall not occur during the hours of 12:00 midnight to 4:00 am; (ii) during the hours of 4:00 am to 6:00 am truck deliveries shall be made solely to sealed loading docks, with no exterior loading or unloading permitted; and (iii) waste removal shall in all events not occur between 12:00 midnight and 6:00 am.

or take any other action relative thereto.

(Board of Selectmen)

ARTICLE 5

To see if the Town will vote to amend Section 179-1 of the General Bylaws of the Town of Westwood by inserting a new subsection 179-1(C), as follows:

(C) Notwithstanding any general, zoning, or other bylaw, rule or regulation to the contrary, the provisions of this Chapter 179 shall not apply to the service or consumption of alcohol within any Licensed Premises, inclusive of outdoor seating areas, that are located within the University Avenue Mixed Use District, and subject to an approved Master Development Plan under Section 9.8 of the Westwood Zoning Bylaw.

or take any other action relative thereto.

(Board of Selectmen)

ARTICLE 6

To see if the Town will vote to authorize the Board of Selectmen to approve an amendment and restatement of that certain Tax Increment Financing Agreement dated May 25, 2007, which was approved by the Massachusetts Economic Assistance Coordinating Council approval of the "Certified Project," in connection with the so-called University Station project, on terms acceptable to the Board of Selectmen, or take any other action relative thereto.

(Board of Selectmen)

ARTICLE 7

To see if the Town will vote to take the following actions, in connection with a new or amended and restated Economic Development Proposal to be submitted by the Board of Selectmen and the proponents of the so-called University Station project (the "Project") in accordance with Sections 5 through 12 of Chapter 293 of the Acts of 2006 (as amended) ("I-Cubed"), to obtain funding for infrastructure improvements that are necessary in connection with the Project:

- (i) To approve a new or amended and restated Economic Development Proposal (the "Proposal") consisting of roadway, utility, and other public infrastructure improvements required in connection with the construction of the Project;
- (ii) To authorize the Board of Selectmen to approve and the Board of Selectmen and the Town Treasurer to enter into such agreements with the developer of the Project (the "Developer"), the Commonwealth, and the Massachusetts Development Finance Agency as are necessary to implement the Proposal as the Board of Selectmen, following consultation with the Westwood Finance Commission, determine to be in the best interests of the Town;

- (iii) To acknowledge the financial obligations that the Town would be assuming in connection with the I-Cubed funding, as set forth in the Economic Development Proposal, which obligations shall not exceed \$10,000,000;
- (iv) To establish a Municipal Liquidity Reserve (as defined in I-Cubed) to hold funds received by the Town from the Developer to secure reimbursement to the Commonwealth of Massachusetts for debt service paid by the Commonwealth on bonds to be issued by the Massachusetts Development Finance Agency to provide funds for the Proposal; and
- (v) To approve the acquisition or acceptance of any property interest in the public infrastructure improvements associated with the Project to be conveyed upon completion of such improvements.


or take any other action relative thereto.

(Board of Selectmen)

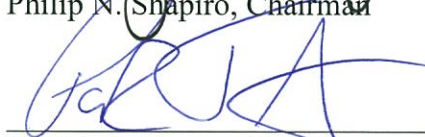
Given under our hands this
1st day of April, 2013:

SELECTMEN OF WESTWOOD

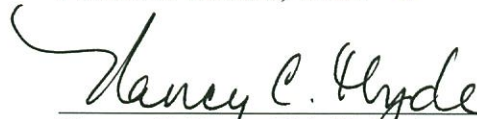
BOARD OF SELECTMEN



Philip N. Shapiro, Chairman

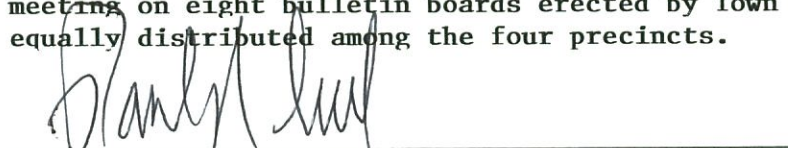


Patrick J. Ahearn, Clerk



Nancy C. Hyde, Third Member

By virtue of this warrant, I have notified and warned the legal voters of Westwood, aforesaid to meet at the time and places specified in said warrant by posting attested copies of said Warrant in said Town fourteen days at least before the day of said meeting on eight bulletin boards erected by Town and in at least eight public places equally distributed among the four precincts.



Constable

4/3

Date 2013