

University Station

A Summary by the Town of Westwood

April 2013

Executive Summary

University Station is the project proposed for 130 acres along University Avenue, Westwood's largest commercially zoned district. University Station is designed to include an anchor grocery store (Wegmans), a mix of restaurant, retail and other commercial uses, up to 650 residential units, a memory care/assisted living facility, Class A offices and hotel on what had previously been a park consisting solely of large industrial /R&D buildings. The property was acquired in April 2012 by a development team consisting of New England Development, National Development and Eastern Development.



Location

University Station is located at the southwest portion of Westwood, immediately adjacent to the MBTA/Amtrak/Route 128 train station, and the intersection of I95 and I93. This land is part of Westwood's largest commercially zoned district. The project area lies on either side of University Avenue, extending southerly from the Dedham town line, near the intersection of University Avenue and Blue Hill Drive, to the Norwood town line, near the intersection of University Avenue and Canton Street and Dedham Street.

University Station Benefits

There are numerous benefits to be derived from University Station. These include revitalization of an underutilized, blighted commercial site, a significant increase in annual property tax revenues to the Town of Westwood, millions of dollars in transportation infrastructure improvements over the course of project construction, enhanced water quality and storm water improvements, and sustainable design and renewable energy elements.

In addition to a projected increase in net annual tax revenue (above operating expense increases associated with University Station) of \$3million upon build-out of University Station, the Town has also negotiated several mitigation measures designed to offset predicted costs. The School Department will receive \$2.25 million to cover potential school related costs and an additional \$500,000 to improve fields utilized by Westwood children. The Town will receive an additional \$900,000 primarily to offset public safety related costs. The development team will also fund up to \$2.35 million in traffic mitigation measures to address both current and potential neighborhood traffic issues. (*See Development Agreement terms below for more details.*)

Town Meeting – Monday, May 6, 2013

In order for University Station to proceed, Town Meeting will have the opportunity to vote on a series of articles specifically relating to the development. The articles include a zoning bylaw amendment article, an article that establishes the roadway network for the project, an article granting permission to the Board of Selectmen to execute the Development Agreement, financing articles for Tax Increment Financing (TIF) and I-Cubed infrastructure financing, and business operations articles.

Background on Business Development in Westwood

The opportunity to create the environment for a comprehensive redevelopment of University Avenue Park has long been a goal of Town officials. The prior use of the University Avenue Park as a collection of industrial/R&D buildings contributed to a decline in the percentage of commercial property taxes received by the town. This decline began with the 1991 recession, when commercial property values dropped by an average of 35% while residential values declined by only 6.5%, beginning the shift in the tax burden onto residential property owners. While commercial property valuations were declining or tepid, residential property values went up significantly each year. Although both commercial and residential property values have now increased, the rate of increase has been much greater for residential properties than for commercial properties, continuing the shift in burden.



Westwood first addressed the problem of a declining commercial tax base by appointing a Business Development Task Force and hiring a Business Liaison in the early 1990s to review and recommend changes to the Town's approach to commercial development. The Task Force concurred with a problem perceived by the business community regarding the Town's attitude toward economic growth. Instead of being supportive of improvements in the Town's commercial areas, the Town's zoning bylaws and permitting processes imposed real limitations on commercial development and redevelopment. Business owners were wary of Westwood as the permitting process was not predictable and there was little activity in the commercial areas along Route 1 and University Avenue.

Over the next decade, the Town projected a more business-friendly attitude, revised its Zoning Bylaw, and streamlined its permitting process. NSTAR built a 385,000 square foot headquarters at the University Avenue Industrial Park, adding \$1.4 million to the Town's annual tax revenue. Town officials hoped that this new facility would spur additional office development and redevelopment activity within the park; however, this hope was not fully realized and commercial real estate values remained sluggish.

In 2004, a 20% reduction in State Aid caused Westwood to confront a growing fiscal crunch and forced the Town to choose between a decline in services and an increase in property taxes. Although increasing vacancies and underutilization had created significant opportunities for investors to convert existing light-industrial facilities into new, higher-end office uses, a weak office market continued to undermine the prospects for commercial redevelopment.

Westwood's 2004 Town Meeting agreed to a change in zoning allowing for greater density of building development on sites within University Avenue Park. It was hoped that this would result in the revitalization of the Town's largest commercial district, which would boost the town's commercial property tax revenues, while simultaneously providing for greater protection of one of the Town's water resource districts, and improvement of an aging roadway infrastructure. Even with this action, there were no changes in the status of the park and no turnaround in conditions was projected. Then, when the possibility of a concentrated mixed-use development began to surface for a significant portion of the park, the 2005 Town Meeting approved three Mixed Use Overlay Districts (MUODs) to encourage an integrated mixed-use project that included a blend of office, retail, restaurant and residential uses.

Westwood Station

Westwood Station, the first comprehensive development proposal submitted to Westwood's Planning Board through a special permit application, received the Town's support. The formal special permit application for Westwood Station, filed in late 2006 with the Planning Board, called for a large-scale redevelopment of over 144 acres. In the aggregate, Westwood Station was designed to include 4.5 million square feet of mixed uses – office, retail, residential and hotel.

The special permit process necessitated a lengthy period of review by Westwood's Planning Board, Board of Health, Zoning Board of Appeals, and Conservation Commission. The developer opted to commence site work, including building demolition, roadway realignment, utility installation and site preparation prior to the issuance of final permits. The special permit for Westwood Station was granted in late 2007, and related Subdivision and Site Plan approvals followed in 2008. Infrastructure construction continued at the site for a short time, however, the economic recession, drying up of

financing, and various lawsuits, brought the project to a complete stop in 2009. Since that time, Westwood Station was taken over by the lender through foreclosure and ultimately sold to the new development team.

University Station Announced

The new development team acquired 130 acres of the previous Westwood Station property in April 2012 and soon announced its intention to create the University Station development. Planning began immediately on a mixed-use project less than half the size of the originally permitted Westwood Station project. Conceptual plans were presented at a public meeting of multiple town boards and committees in June 2012. Over the next nine months, the Planning Board held a series of weekly public meetings, during which the development team presented its evolving plans and supporting data.

The Planning Board, advised by town staff and the town's professional, peer-review consultant team, and with significant input from the general public and the Finance and Warrant Commission's University Station sub-committee, shaped the plans and addressed various issues and concerns.

The overall development plan for University Station reflects a mix of uses including retail, office, residential, assisted living and hotel. This plan, which is less than half the proposed build-out of Westwood Station, continues to incorporate notable tenants such as Target and Wegmans along with restaurants, large and small retailers, high-end apartments, a campus setting-office component, and a hotel in close proximity to the train station.

The first phase of University Station will include approximately 600,000 square feet of retail and restaurant establishments targeted to open in fall 2014; 350 residential units in close walking distance to the train station, which are expected to begin leasing in 2015; and over 18 acres of landscaped open space.

Future phases of the project are designed to include 350,000 square feet of office space; another 70,000 square feet of village retail space; up to 100 units of assisted living and memory care; a 160-room hotel and up to a maximum of 300 additional residential units. However, additional residential units beyond the initial phase of 350 would require a special permit¹ from the Planning Board (as additional

¹ **Special Permit** – A special permit from the Planning Board is a discretionary permit that requires a positive vote from 4 of 5 board members before any subsequent residential phase can go forward.

By Right – Uses “by right” do not require a special permit or any other zoning permits. The only requirement is a building permit from the Building Inspector.

residential units are not permitted “by right²”) and the Town will have the benefit of assessing impacts from the initial phase of residential build-out before permitting any additional units.

Integration of Housing in University Station Project Proposal

The inclusion of a housing component in the project was carried over from the prior development proposal to University Station. In response to the strength in the rental housing market and the availability of financing, 350 residences, designed to attract young professionals and empty-nesters, are proposed for the first phase of the project. In close walking distance to the train station, 60 percent of the units will be one-bedroom apartments and 40 percent will be two-bedroom units. The apartments will not include any dens or offices. All units will be served by private on-site parking facilities largely shielded from the streetscape, an executive fitness club and courtyard pool, and other high-end amenities.

University Station’s residential component, consisting of two four-story, brick buildings surrounding a parking garage, will be designed and constructed by The Hanover Companies (www.hanoverco.com), a national developer of luxury apartments, including the nearby Charles River Landing in Needham. The market rate units are expected to rent for between \$2,500 and \$4,400 per month.

The Town has required, through the Development Agreement, that all housing units in the development be designed and constructed with high quality interior finishes and appointments. Further, the total number of housing units for the entire project shall not exceed 650 units.

Affordable Housing Component

As previously noted, the first phase of residential will consist of two buildings containing a total of 350 units. Twenty five percent (25%) of the first 221 residential units will be made available to residents who qualify for affordable housing, and ten percent (10%) of the remaining units will be reserved for the same, with rents paid by these qualified residents ranging from \$1,100 to \$1,300 a month.

The addition of the proposed affordability component will satisfy the State’s mandate for 10 percent of a community’s housing stock to be classified as affordable housing—defined by statute as housing that is affordable to families and individuals earning 80% of the median income for a given area. In the case of Westwood, a family of three with an annual gross income of approximately \$62,000 would qualify for affordable housing.

There are several reasons housing is incorporated into the University Station Mixed-Use Development Plan. Housing in proximity to a mass transportation node and employment centers is

fundamental to Smart Growth and transit-oriented development design principles. Housing within walking distance of a rail station promotes use of mass transit and reduces reliance on auto transportation. People residing here also provide support for the surrounding retail operations.

In future phases the Planning Board will look for a balance of retail, office and residential uses, where each use is an essential component of a true mixed-use community, including elements that would be of value both to the residents of University Station and to the community at large. Together with aesthetically designed open space, convenient and well-planned parking, and ample pedestrian and bicycle accommodations, this new village would exude a strong sense of place, unique character, a clear relationship to the overall community, and would become a destination for current Westwood residents, and a source of town pride.

Impact on Schools

As is common with large scale developments, financial analyses of impacts on services in the community have been conducted. The University Station proposal has been analyzed by Connery Associates on behalf of the development team and by Westwood's own fiscal impact consultants, Community Opportunities Group (COG). COG conducted a "peer review" of Connery's analysis to determine an anticipated level of fiscal impact from the proposed development, and to provide information for the negotiation of mitigation measures. (See section on Development Agreement.) As a part of the fiscal impact study, Connery Associates and COG each conducted research and provided professional opinions as to the impacts the proposed housing might have on the Westwood's school system. Westwood received a projection from each consultant of the number of school age children expected to come into the public school system from the Phase I residential units. The higher projection of 49 to 63 students, provided by COG, was used as the basis for obtaining appropriate mitigation (See section on Development Agreement).

Using these projections of school age children who might reside in the units constructed in the first and subsequent phases, the School Department estimated the annual operating cost impact to be around \$750,000 a year, inclusive of all education and transportation costs. These costs are netted out of new property tax revenues from University Station in order to calculate overall net tax benefits. Further, student enrollment estimates reflect a declining trend indicating sufficient capacity to absorb new students associated with the initial phase. Also noteworthy are the mitigation payments to the schools included in the development agreement. These include \$2.25 million to the School Department for any potential impacts. Uses of these funds could include the creation of new classroom and program spaces, and the

establishment of a \$1 million technology and computer fund. An additional \$500,000 will be provided to fund improvements to athletic fields.

Commercial Component

Core Retail Area

The largest portion of University Station's initial phase of development will be its Core Retail Area (CRA). Comprised of nearly 600,000 square feet of retail, restaurant and service establishments, the CRA will be located primarily on the west side of University Avenue. The project's two anchor tenants, Wegmans and Target, will be located side by side, each in its own 130,000 square foot building. A mix of small, medium and large-sized tenants, ranging from 5,000 to 50,000 square feet each, will occupy the balance of the shopping center. Stores will include an array of fashion, specialty and home furnishing retailers, along with health and beauty establishments, a pharmacy and bank. The CRA will also include several restaurants and eateries, many of which will be located in stand-alone buildings on either side of University Avenue.

All retail and restaurant buildings will be designed to complement each other architecturally, and each will have ample nearby parking within a landscaped lot. Safe pedestrian crossings will be provided to enable passage between the CRA and other portions of the University Station development and nearby train station.

Office Development

Land west of the Core Retail Area, accessible from Rosemont Road, will be reserved for office development in future phases. The development team envisions a campus-like arrangement of corporate headquarters and professional offices. The height limitations on the site will result in no office building being higher than the first floor of the existing NStar complex. All buildings will be well-designed and generously landscaped. The timing of the office phase of development will be dependent on market conditions. There will be no speculative development, which means all buildings will be designed to accommodate identified users.

Village Area

An integrated mix of office, boutique retail, hotel, and possible residential uses is planned for the proposed Village Area, which will occupy the land on the east side of University Station, nearest the train station. The development plans call for a coordinated arrangement of mixed-use buildings, including a

160-room hotel, oriented around a central park area. While the Village Area plans will undergo further design refinement prior to construction, it is currently envisioned to include a number of small ground floor retail and service establishments, with office and possibly residential above. Development of this portion of the project is expected to begin following the completion of the Core Retail Area. If any additional residential units are permitted by special permit, they will be designed as an integral part of the Village Area development.

Assisted Care

Just south of the Village Area, the development team plans to construct a combined assisted care/memory care facility. This facility, which will be taxed as a commercial building, will include up to 100 individual senior living units, served by one or more common dining rooms and resident entertainment facilities. The building will be surrounded by naturally landscaped open space and handicapped accessible walking paths to accommodate residents and visitors. Proximity to the train station will allow convenient access for friends and relatives to visit senior residents.

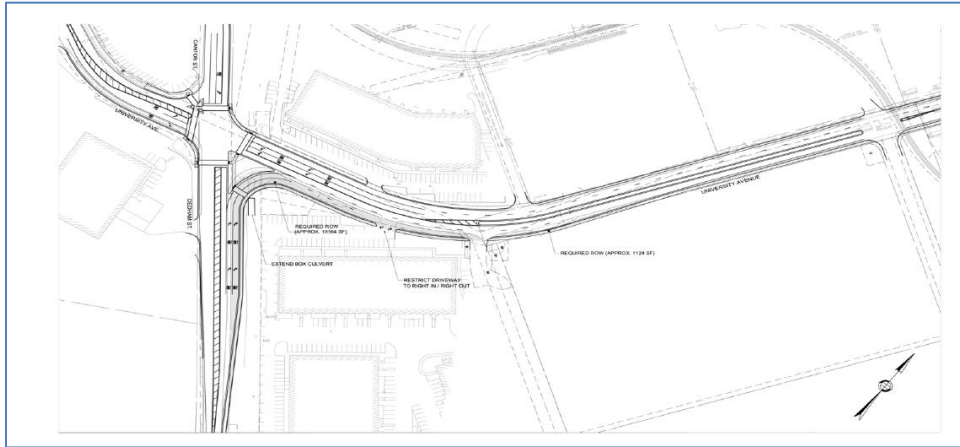
Traffic and Transportation

State Roadway System

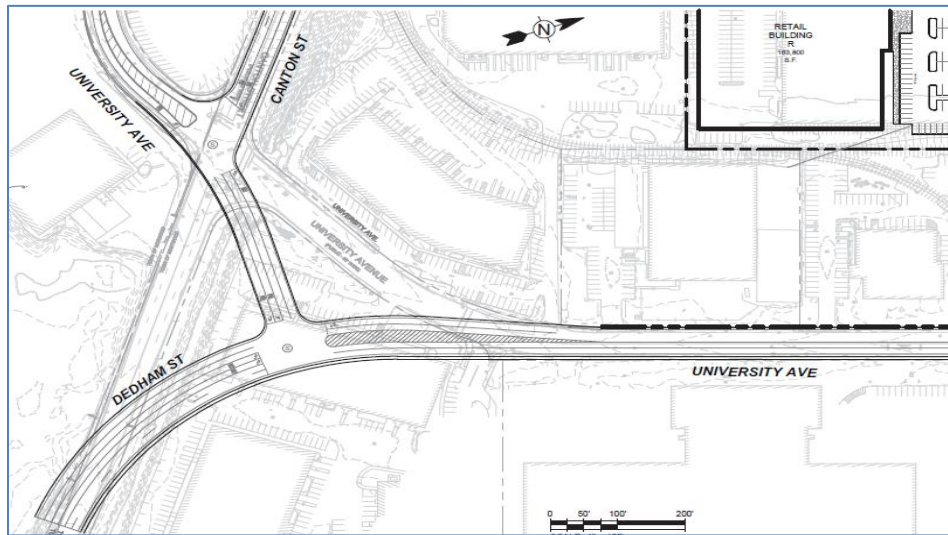
Several major changes and improvements to the roadway system near the University Station site are planned or underway. Construction plans for long-awaited I95/I93 Interchange Redesign are progressing, and related designs for construction of a new Exit 14 southbound off Route 128 at Blue Hill Drive, with a ramp extending down to University Avenue are now largely complete. The Blue Hill Drive ramp work will include the creation of a cul-de-sac at the east end of Blue Hill Drive, blocking off access from Blue Hill Drive to University Avenue. This improvement will be constructed by the State as a MassDOT project. It is expected that construction will begin within the next year.

A crucial section of the MassDOT Add-A-Lane project along I-95/I-93 between Route 9 and Route 24 was recently opened in the Canton and Westwood area, providing additional capacity. Prior to and throughout the period of construction, residents of neighborhoods bordering Canton Street reported significant increased traffic, which was believed to have accessed and exited Route 128 at the East Street Rotary to avoid traffic back-ups caused by the Add-A-Lane construction. While recent traffic count data shows there has been a reduction in traffic along Canton Street in Westwood, the eventual addition of a northbound exit ramp off I-95 N onto Dedham Street, prior to the construction of the new I-95/I-93 interchange, is of great concern to neighboring residents. Residents are concerned that the proposed new

exit will once again encourage traffic to use Canton Street during the morning rush hours. Therefore, considerable thought has gone into the University Station roadway design plans to encourage traffic travelling on Dedham Street toward University Avenue, with the intent of accessing Route 128, to head north on University Avenue and access I-95 instead of utilizing Canton Street to gain access to the East Street rotary.



Proposed design for Canton Street and University Avenue intersection



Alternative design for Canton Street and University Avenue intersection

Improvements to the Canton Street and University Avenue intersection were originally proposed as part of I-95/I-93 Interchange project, and were to be built in conjunction with the Westwood Station project. This intersection redesign is now proposed for inclusion in the University Station development

project. Alternative intersection designs will also be developed by the proponents for implementation by MassDOT prior to the construction of the Dedham Street off-ramp. The preferred alternative design would reconfigure the Canton Street and University Avenue intersection to further reinforce northbound travel to use University Avenue rather than Canton Street. In the event that such a redesigned intersection fails to meet with MassDOT approval, land is being reserved for an alternative plan that could be put in place to create a new intersection requiring a similar hard left turn further up Canton Street, which should encourage traffic to go to University Avenue to access I-95.

MassDOT's construction of the Dedham Street off-ramp is not predicated upon the construction of University Station. In fact, the ramp construction may not occur for 10-15 year or more. The University Station project provides the Town with the best opportunity to address the potential negative effects of the Dedham Street off-ramp, and to reroute an unwelcome increase in cut-through traffic away from Canton Street.

Traffic Calming in Canton/Everett/Forbes Neighborhood

Concerns about the potential for increased traffic volume on Canton Street continue to be a concern for area residents. A traffic calming plan for this area was developed as part of the Westwood Station project, but was never formally approved or implemented. The University Station traffic study confirmed that excessive speed on these streets is a continuing problem. In order to allay fears that the University Station development might exacerbate the existing speed and volume problems, the development team has agreed to the same \$2.1 million Canton-Everett-Forbes Traffic Calming Plan, and fund the construction of approximately \$600,000 in selected initial traffic calming measures prior to the opening of the proposed development. The proponent has also agreed to provide access to the balance of the \$2.1 million funding to implement further traffic calming measures in the event that pre-established thresholds of traffic volume are exceeded following the opening of University Station.

These funding agreements will be memorialized in the project Development Agreement, and will be contingent upon passage of the University Station warrant articles at the May 6th Town Meeting.

Environmental Management

Landscaped Public Open Space

Two wetland areas at the north and south ends of the project, being created as part of the stormwater management and recharge system, have been carefully designed and landscaped to provide a

park-like setting with attractive water features, walking trails, bicycle paths, and sitting areas and even skating in the winter months. A variety of plantings will include a mix of substantial deciduous and evergreen trees, along with grasses and perennials. In all, Phase 1 of the University Station development will include over 18 acres of public open space.

Water Resource Protection

University Station is located in close proximity to the Neponset River and to three of the Dedham-Westwood Water District's active wells (wells #1, #2 and #4). The Zoning Bylaw section governing the University Station development will incorporate the same stringent requirements governing the use and storage of items that could pose the potential for contamination of these drinking wells and the Neponset River Watershed that are otherwise contained in the Water Resource Protection Overlay District (WRPOD) section of the Zoning Bylaw. University Station property owners and tenants will be prohibited from using sodium chloride for de-icing, and from applying inorganic fertilizers anywhere within the development. In addition, no automobile service or repair, dispensing of fuel, or use of fuel-based generators will be permitted within the Zone 1 areas surrounding the wellheads. Stores will be permitted to sell petroleum-based cleaners and household items, but all such items must be in containers sized for individual use, and must be properly loaded and stored to prevent spillage and potential contamination.

Stormwater Management

Protection of our precious water resources is of paramount concern to the Town. As a result, the proposed development plan was held to the highest standards for the management of stormwater run-off. Plans have been carefully designed by the proponents and painstakingly reviewed by peer review consultants to ensure that all stormwater drainage flowing to and through the site is properly captured, treated and either infiltrated to recharge the drinking water wells or released to replenish the river flow. The University Station stormwater management plans have been studied and commented on not only by the town's peer review consultants, but by representatives of the Dedham-Westwood Water District and the Neponset River Watershed Association. Best management practices and low-impact design techniques were encouraged to provide the most beneficial treatment of stormwater runoff to achieve the greatest degree of removal of bacteria and other contaminants in conformance with standards of the Massachusetts Department of Environmental Protection.

Drainage plans direct clean rainwater from building rooftops to an underground storage and infiltration basin in the most sensitive Zone 1 area surrounding DWWD well #1. Parking lot runoff from

the Core Retail Area is directed through approved filtering devices, into a similar underground storage and infiltration structure located a greater distance away from drinking water wells. Two extensive created wetlands, at the north and south ends of the project, will accept and treat runoff flowing to the site from the existing residential properties between Canton Street and Blue Hill Drive. The measure of time required for stormwater to flow through the carefully orchestrated vegetated channels in these wetland structures will result in marked improvements to the quality of the water at the point of discharge and infiltration. Together, these individual stormwater components will form an integrated system, which will vastly improve both the quality and the quantity of water for recharge of the drinking water wells.

Development Agreement

The Development Agreement is a contract between the Town of Westwood and the owners of the University Station properties. The purpose of the agreement is to specify the standards and conditions that will govern development of the property, to define the agreed upon financial mitigations, and to outline terms of cooperation between the Town and the development team as the permits are sought and the project is constructed. Westwood has included conditions (mitigation measures) that must be met to assure that University Station impacts are addressed. The agreement also provides assurances to the development team that they may proceed to develop the project as set forth in the zoning bylaw amendments to be approved at the Special Town Meeting on May 6, 2013. A notice of the development agreement will be recorded with the Norfolk County Registry of Deeds and will run with the land, so that any subsequent owner seeking to avail themselves of the permits and special zoning, will also assume the obligations of the contract.

The Development Agreement clarifies what may be built in the first phase of construction, the required timing of public improvements, the development team's contribution toward funding community improvements, and other conditions.

The Development Agreement has been signed by the Board of Selectmen and is being held in escrow pending the approval of a Town Meeting article authorizing such action.

The following is a summary of terms in the development agreement:

1. Developer Obligations

- a. Canton Street Corridor Traffic Mitigation** – Developer has agreed to fund up to \$2.1M in traffic mitigation measures in the Canton Street corridor. The Development

Agreement will define the monitoring program used to determine if additional mitigation is needed beyond the installation of the initial treatments.

- b. University Avenue/Canton Street Intersection** – Developer will fund a design analysis (\$250,000) for an alternative design of the Canton Street/University Avenue intersection. Such analysis will evaluate feasible alternatives that best will direct northbound traffic on Dedham Street/Canton Street to University Avenue. Town and Developer will work cooperatively to obtain MassDOT approval of the design and construction of an alternative intersection design.
- c. Housing** – Phase 1 of the project will include no more than 350 rental housing units, in two buildings, broken down as follows:
 - i.** At least 220 of the first 221 units will be located within a single building that will include 25% affordable units. This first building will be designed to conform to state guidelines so that all units in the building will qualify for listing on the Subsidized Housing Inventory (SHI). The remaining units will be located in an adjacent building that will include at least 10% affordable units. Each of the affordable units in this second building will also qualify for listing as affordable units on the SHI. A total of 69 units will be available to renters who qualify for affordable housing, and a total of 234 units will be listed on the SHI.
 - ii.** All units in Phase 1 will be 1 and 2 bedroom units without dens or offices. At least 60% of the units in Phase 1 will be 1 bedroom units.
 - iii.** All housing units in the development will be designed and constructed with high quality interior finishes and appointments (e.g. – in today’s market - granite countertops, stainless steel appliances, upgraded flooring). The total number of housing units for the entire project site will not exceed 650 units (not including assisted living and memory care units).
 - iv.** Any residential development after Phase 1 will require a special permit from the Planning Board.
- d. Schools**
 - i.** The Developer will deposit \$2.25 million in a School Mitigation Fund to defray capital costs and other expenses that might be associated with the project.
 - ii.** The Developer will fund up to \$500,000 to be used for improvements, upgrades or repairs to the Deerfield School athletic fields.
 - iii.** Prior to issuance of a special permit authorizing additional residential units, the Developer will fund a study to be undertaken by a consultant for the Town

assessing the educational costs and impacts from the Phase I residential apartment project. The Planning Board, in consultation with the School Committee, will assure that any additional school impacts from the first phase and/or that may result from the additional proposed residential units are adequately mitigated, based on the results of the impact report and peer review analysis.

e. Municipal

The developer will contribute a sum of \$900,000 to cover the anticipated municipal expenses related to the project. These funds will be used to defray various municipal expenses, including Police and Fire Departments training costs for new staff.

f. Noise Wall

In order to mitigate the possible noise from traffic accessing the development from I-95, the Developer shall be responsible for construction and maintenance of a twelve foot high, two hundred sixty-one foot long noise wall adjacent to the Blue Hill Drive highway ramp.

g. Other Developer Obligations

Operation and Maintenance Plan – Developer will maintain the project in a manner consistent with other first class commercial developments. Developer shall be responsible for operation and maintenance of all water treatment systems, open space, and landscaping within public ways. Development of Canton Street parcel (in later phases) will include a path for pedestrians and bikes that connect Harvard Street to Canton Street.

2. Town Obligations

a. Roadway Layout and Takings. The Board of Selectmen agrees to facilitate the acceptance of the roadway layout by Town Meeting and any takings necessary for the roadway layout for the project, at no cost to the Town. The Board also agrees to use diligent efforts to secure approval of any portions of the roadway layout by the County Commissioners, if necessary.

b. Abandonment of Certain Town Easements and Other Property Rights – The Board of Selectmen agrees to cooperate with the developer in securing Town Meeting approval of abandonment of unnecessary easements and other property rights held by the Town, most of which relate to the now defunct Westwood Station road layout.

- c. **Amendment of Whitewood Parcel Restriction.** The Board of Selectmen agrees to facilitate an amendment of the restriction on the so-called Whitewood Parcel at the corner of Blue Hill Drive and University Avenue in order to accommodate the neighborhood request that a house be constructed on the site and that the restriction be amended to allow additional stormwater storage on the Whitewood Parcel.
- d. **Zoning Bylaw.** The Board of Selectmen agrees to support an amendment of the Zoning Bylaw and the Zoning Map proposed by the Planning Board, to create a new overlay district based on and in furtherance of the development project.
- e. **I-Cubed.** The Board of Selectmen agrees to support an I-Cubed application for up to \$10,000,000 to be used for construction of public infrastructure at the project.
- f. **General Bylaw Amendments.** The Board of Selectmen agrees to support amendments of the Town General Bylaws as follows:
 - i. To allow supporting uses such as truck unloading at retail establishments between 4 a.m. and 6 a.m. All activities must be conducted inside or at a sealed loading dock.
 - ii. To allow the sale of alcohol outside at restaurants. Under current Town Bylaws the sale of alcohol is prohibited on any publicly-owned land. The sidewalks at University Station will be owned by the Town, so under the current Bylaw it would be unlawful to serve alcohol at an outdoor café that uses part of the sidewalk.
- g. **Liquor Licenses.** The Town agrees to reserve one beer and wine license for a grocery store and 7 on-premises licenses for restaurants located at the project.
- h. **TIF Agreement.** The Board of Selectmen agrees to support a de minimis TIF Agreement that will enable the Developer to be eligible for state investment tax credits. It is anticipated that the lost revenue as a result of the TIF Agreement will not exceed \$10,000 annually.
- i. **Liquor License Regulations.** The Board of Selectmen agrees to consider certain amendments to their Rules and Regulations Governing the Sale of Alcoholic Beverages:
 - Authorizing the issuance of a liquor license to a cafeteria style restaurant located in the project; and
 - Authorizing that employees working within the project need only satisfy state minimum age requirements for serving or selling alcohol.

3. *Other Requirements*

- a. **Blue Hill Drive Ramp Improvements** – The Blue Hill Drive ramp improvements will be constructed by MassDOT. The Blue Hill Drive ramp improvements and associated intersection improvements must be substantially complete to the satisfaction of the Planning Board prior to issuance of the first certificate of occupancy for the project.
- b. **Building Permit Fees.** The Town will fund all costs of municipal inspections, testing, reviews, etc. of the construction of the project out of building permit fees. We anticipate that building permit fees will be approximately \$2.5 million. “Excess” building permit fees – those fees that exceed the Town’s out of pocket expenses – may be used by the developer to fund certain of its mitigation obligations.
- c. **Village Area Construction.** The Developer agrees to use reasonable efforts to develop the “Village Area” (nearest to the train station) as a mixed use development, including residential, retail, restaurant and office uses constructed to encourage pedestrian activity.
- d. **PILOT Agreement.** No part of the property will be sold to an entity that does not pay property taxes until such entity enters into a payment in lieu of taxes (PILOT) agreement with the Town.
- e. **Enforcement.** The Developer will obtain customary bonds and sureties, reasonably acceptable to the Town. The Developer will also secure construction of roads and utilities via a covenant consistent with the Subdivision Control Law.