

Block 8

Assembly Row

Somerville, Massachusetts

PREPARED FOR

Owner/Applicant:
SRI Assembly Row B8, LLC.
1626 East Jefferson Street
Rockville, MD 20852
617.684.1500

PREPARED BY



101 Walnut Street
PO Box 9151
Watertown, MA 02471
617.924.1770

February 2017



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Executive Summary

SRI Assembly Row B8, LLC, on behalf of Federal Realty Investment Trust its sole member, (the “Proponent”), in partnership with the City of Somerville, is working to transform the area known as Assembly Square into a thriving and integral part of the City.

The Proponent is pleased to now apply to the Planning Board for a final level approval of the proposed Block 8 building (the “Project”) described within the *Planned Unit Development (PUD) Preliminary Master Plan, Assembly Square, Somerville, MA* which was approved by the Planning Board on December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014.

The Project will be built on a parcel of approximately 98,999 square feet (SF) of land in the Assembly Row area of Somerville, Massachusetts (the “project area”) bordered by Foley Street to the North, Great River Road to the East, Revolution Drive to the South, and Assembly Row to the West. The Project consists of the construction of a 525,300 GSF building (709,300 GSF including parking garage) on Block 8 to be used as a multi-level project with 500 residential units and approximately 26,500 GSF of retail / restaurant space. The Project also includes 500 structured parking spaces within the proposed building of which 500 are designated for residential use. The 36 retail/restaurant required parking spaces per zoning have been accommodated in the surrounding previously built parking garages and surface parking lots throughout Assembly Square.

The project area is currently being used as a construction staging and material storage area for the construction of Block 6.

The Proponent is now submitting appropriate City of Somerville applications for a new Special Permit with Site Plan Review-A. This application is focused on the multi-family residential, streetscape elements and structured parking component of the proposed Project. Details regarding design of ground floor retail storefronts will be included in a future submission for city review.

Article 16: Planned Unit Development (PUD), Section 16.8.3 of the Somerville Zoning Ordinance (SZO) provides that applications for Final Level Approval of a phase of a PUD Preliminary Master Plan be submitted as an application for Special Permit with Site Plan Review-A (SPSR-A). The provisions for the application include requirements from Section 5.2.3 of Article 5: Special Permits, Special Permits with Site Plan Review, Site Plan Approval and Variances and Sections 6.47 and 6.48 of Article 6: Establishment of Zoning Districts.



Additionally, the proponent prepared and coordinated review of an Inclusionary Housing Implementation Plan with City Staff in order to comply with Article 13 Inclusionary Housing.

The Project marks the next milestone in the development and rebirth of the Assembly Square area into a vibrant transit-oriented waterfront district along the enhanced Mystic River. The Project helps to advance a broadly recognized Long Term Vision for the entire Assembly Square District, which prioritizes commercial office and R&D development; continues a walkable, mixed-use development pattern; improves connections to the surrounding districts, including Draw 7 Park, and incorporates significant open space.

The key goals of the Long Term Vision are:

Prioritizing commercial office and R&D development to optimize the tax base and job opportunities in Somerville – the long term vision anticipates that, overall, the district can accommodate up to 5,000,000 square feet of office space (including the 2,800,000 square feet of office/R&D included in the approved PUD master plan).

Creating a transit-oriented, mixed-use development – in addition to the commercial office component, the future development of the district is envisioned to accommodate up to 1,400,000 square feet of retail (including the 645,000 square feet of retail, restaurant and theater uses in the approved PUD master plan); 3,000,000 square feet of residential and 1,000,000 square feet of flex space, which could accommodate some combination of office, R&D, hospitality and civic uses. All of these uses will be served by a new MBTA Orange Line station.

A pedestrian-oriented urban design with improved connections to the surrounding districts and incorporating significant open space amenities – the vision combines an expanded riverfront park on the Mystic River, improved access to Draw 7 Park, smaller pocket parks, green roofs and system-wide trails.

The proposed Block 8 project advances the goal of creating revenue-generating uses within the district by creating space for ground floor retail and restaurant uses. Development of Block 8 mixed-use space was previously anticipated and does not preclude commercial office and R&D development from occurring on nearby blocks within the district. The Project continues a synergy of mixed-use development that will help to support the new MBTA Orange Line Station and create a vibrant waterfront urban environment. As illustrated in the PUD-PMP and this application, the urban design and layout of Block 8 will help to create a lively new streetscape and attract visitors to the Assembly Square District to shop and recreate. The ample space dedicated for pedestrians around the building, the pedestrian-scale building design, multiple entries into the ground floor uses and building elevation treatment further enhance the pedestrian-oriented vision previously anticipated for the district. Block 8, in compliance with Article 13 Inclusionary Housing, will help to advance the City's goal of new affordable housing creation. The Project is another important step to achieving the long term goals and visions of the City, the state and the community for this area.



APPLICATION
 For Planning Board and Zoning Board of Appeals Approval

CITY OF SOMERVILLE
 Joseph A. Curtatone, Mayor
 Office of Strategic Planning and Community Development (OSPCD)
 City Hall . 93 Highland Avenue . Somerville, MA 02143
 617.625.6600 ext. 2500

City Clerk Stamp

Office Use: Case #	PB Date	ZBA Date	Filing Fee	Ad Fee
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Please review the application information sheet. Complete applications must be submitted to the City Clerk's Office. Failure to submit all required information is grounds for denial of the request. If this form does not provide adequate space for your response, please attach additional sheets of paper.

1. Property Information							
Street Address(es) 300-398 Assembly Row		Zoning District(s) ASMD	Overlay District(s), if any PUD-A and WOD	Ward Ward 1			
Assessor's: <table border="1"> <tr> <td>Map 99</td> <td>Block A</td> <td>Lot 14</td> </tr> </table>		Map 99	Block A	Lot 14	If there are multiple MBLs, enter the remainder in Section 7.		
Map 99	Block A	Lot 14					
Please indicate the name of the individual, individuals, corporation or trust that owns the property:							
Property Owner's Name SRI Assembly Row B8, LLC.		Complete Mailing Address 1626 East Jefferson Street Rockville, MD 20852	Phone Number(s) (301) 998-8100	Email dbriggs@federalrealty.com			
Please indicate the name of the individual, individuals, corporation or trust that is applying (please note that the applicant should be the intended user or developer):							
Applicant's Name SRI Assembly Row B8, LLC.		Complete Mailing Address 1626 East Jefferson Street Rockville, MD 20852	Phone Number(s) (301) 998-8100	Email dbriggs@federalrealty.com			
Please indicate the contact information for any agent, engineer or architect that will represent this application who may represent the owner and/or applicant in this application review process:							
Agent's Name (if applicable) Attorney or Other Agent Robert A. Fishman, Esq.		Complete Mailing Address 155 Seaport Boulevard Boston, MA 02210	Phone Number(s) (617) 439-2204	Email rfishman@nutter.com			
Architect's Name (if applicable) Stantec Principal: James Gray		Complete Mailing Address 311 Summer Street Boston, MA 02210	Phone Number(s) (617) 234-3100	Email James.Gray@stantec.com			
Engineer's Name (if applicable) Dale Horsman VHB		Complete Mailing Address 101 Walnut Street PO Box 9151 Watertown, MA 02471	Phone Number(s) (617) 924-1770	Email dhorsman@vhb.com			

2. Submission Type	
Check all that apply.	
<input type="checkbox"/>	Variance
<input type="checkbox"/>	Special Permit (SP)
<input type="checkbox"/>	Special Permit with Design Review (SPD)
<input checked="" type="checkbox"/>	Special Permit with Site Plan Review (SPSR)
<input type="checkbox"/>	Planned Unit Development (PUD) – Preliminary Master Plan Submission (PMP) / Special Permit with Site Plan Review (SPSR)
<input type="checkbox"/>	Subdivision or other Site Plan Approval
<input type="checkbox"/>	Comprehensive Permit under MGL Chapter 40B – Inclusionary Housing Development (follow SPSR submission and contact the Housing Director at 617.625.6600 ext. 2560)
<input type="checkbox"/>	Revision to Special Permit (only if certificate of occupancy or final sign-off is not yet received)
<input type="checkbox"/>	Administrative Appeal
<input type="checkbox"/>	Extension of Approval

Office of Strategic Planning and Community Development
 City Hall 3rd Floor . 93 Highland Ave . Somerville, MA 02143
 617.625.6600 ext. 2500
 M-W 8:30am-4:30pm, Th 8:30am-7:30pm, F 8:30am-12:30pm

APPLICATION For Planning Board and Zoning Board of Appeals Approval

3. Required Signatures		
NOTE: NO APPLICATION SHALL BE ACCEPTED AS COMPLETE WITHOUT THE REQUIRED SIGNATURES		
Owner Signature (if the project site has more than one owner, please supply additional copies of this page if necessary):		
As Owner, I make the following representations:		
1)	I hereby certify that I am the owner of the property at 85 _____ A _____ 12	
2)	I hereby certify that the applicant named on this application form has been authorized by me to apply to develop and/or use the property listed above for the purposes indicated in this application	
3)	I hereby certify that the agent, engineer and/or architect listed on this application form have been authorized to represent this application before the Planning Staff, the Planning Board and/or the Zoning Board of Appeals.	
4)	I will permit Planning Staff to conduct site visits on my property.	
5)	Should the ownership of this parcel change before the board(s) have acted on this application, I will provide updated information and new copies of this signature page.	
<div style="display: flex; justify-content: space-between; align-items: center;"> (sign here) </div>		
This property is owned by (check one):		
<input type="checkbox"/>	An individual	<ul style="list-style-type: none"> attach deed application to be signed by owner
<input type="checkbox"/>	More than one individual, or a partnership	<ul style="list-style-type: none"> attach deed application to be signed by all owners
<input checked="" type="checkbox"/>	A corporation or LLC	<ul style="list-style-type: none"> attach deed and corporate articles of organization application to be signed by an officer authorized to do so by the corporation
<input type="checkbox"/>	A trust	<ul style="list-style-type: none"> attach deed and certificate of trust application to be signed by authorized trustee
Applicant Signature (if the applicant is the owner, the owner should also sign below):		
As Applicant, I make the following representations:		
1.)	The information supplied on and with this application form is accurate to the best of my knowledge.	
2.)	If the current use of the property is a nonconforming use, I will furnish proof to the satisfaction of the SPGA that the nonconforming use is legal.	
3.)	I will make no changes to the approved project plans without the prior approval of the SPGA.	
4.)	If the proposed project is subject to linkage (SZO Article 15), I will sign all documents required by the Planning Staff/SPGA governing the amount and the method of payment of the linkage fee.	
5.)	I will return the notice sign or pay for its replacement.	
6.)	I will pay the fees associated with advertising the case in the newspaper and mailing notices to abutters.	
7.)	I hereby certify that the agent, engineer and/or architect listed on this application form have been authorized by me to represent me before the Planning Staff, the Planning Board and/or the Zoning Board of Appeals as it relates to the development and/or use of this property.	
<div style="display: flex; justify-content: space-between; align-items: center;"> (sign here) </div>		
Indicate applicants relationship to owner:		
This applicant is (check one):		
<input type="checkbox"/>	An individual	<ul style="list-style-type: none"> application to be signed by applicant
<input type="checkbox"/>	More than one individual, or a partnership	<ul style="list-style-type: none"> application to be signed by all applicants
<input checked="" type="checkbox"/>	A corporation or LLC	<ul style="list-style-type: none"> application to be signed by an officer authorized to do so by the corporation attach corporate articles of organization
<input type="checkbox"/>	A trust	<ul style="list-style-type: none"> application to be signed by authorized trustee attach certificate of trust

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4. Applicable Section(s) of Zoning Ordinance and Prior Zoning Approvals
You may refer to the Inspectional Services Denial Letter for the section of the Zoning Ordinance cited.
Applicable sections of the SZO include portions of Articles 5, 6, 9, 12, 13, 15, and 16. Prior zoning approvals include PB#2006-59/R07-2010, PB#2012-14 and PB#2014-34.
5. Met with Planning Department Staff to review application requirements.
Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> If yes, date 02/15/2017.
6. Met with Engineering Department Staff to review application requirements.
Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> If yes, date
7. Existing Conditions Description
Briefly describe existing structure(s) and/or use(s). Include number of employees, occupants and hours of operation, if applicable.
The existing lot is currently being used as a construction staging and material storage area for the construction of adjacent blocks.
8. Proposal Description
A. Briefly describe any changes in the structure(s) and/or use(s). Include whom the project is intended to serve, expected number of employees, and/or occupants and hours of operation, if applicable. In the CCD or TOD districts also include the square footage that will be allocated to each use cluster and associated parking.
The building on Block 8 is new construction consisting of approximately 500 residential units, approximately 26,500 SF retail, and approximately 500 parking spaces. The units would house approximately 950 people and would employ a 6 person staff. The retail spaces would employ approximately 190 people and could be open from 10AM to 2AM depending on the specific retailer or restaurant.
B. Explain any green building practices that you are using. Please consult the Environmental Protection Agency's Residential Green Building Guide for ideas (www.epa.gov/ne/greenbuildings).
The Project will, at a minimum, be LEED Certifiable. A LEED Checklist is included.
C. Is the proposal for a multi-family residence of three or more units, or for a place of public accommodation? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> If yes, submit an Accessibility Narrative listed under Checklist of Required Information.
D. Are you demolishing a commercial structure or moving soil? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
E. Identify and list any 21E reports and other environmental assessments, analysis, clean-up studies, enforcement actions and any other environmental documentation that is available for the property, including documentation on underground storage tanks. Attach copies of all identified documents. Failure to identify and attach these documents, if applicable, will result in an application being deemed incomplete.
See the attached list for all existing 21E/MCP reports. Identified documents will be made available upon request.
If you discover an underground storage tank you must call the Somerville Fire Department immediately.

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9. Zoning Data						
Refer to the SZO § 2.2 Definitions and SZO § 8 Dimensional Requirements for more information.						
Data	Existing	Proposed	Allowed	Existing or Permitted Nonconformity	New Violation	SZO Section Cited
	Fill in both columns: numbers must match those on plans and other attached documentation.		Office Use			
A. Use	Construction Laydown Lot	Residential, Retail and Restaurant				
B. # of Dwelling Units*	0 units	500 units				
C. Lot Area	98,999 square feet	98,999 square feet				
D. Lot Area ÷ # of Dwelling Units	0 sf per du	197.9 sf per du				
E. Gross Floor Area of Footprints of All Buildings	0 square feet	83,222 square feet				
F. Ground Coverage (E. ÷ C.)	0 %	83.9 %				
G. Landscaped Area (landscaped area ÷ C.)	0.0 %	16.0 %				
H. Pervious Area (pervious area ÷ C.)	50 %	0.0 %				
I. Net Floor Area** / *** (sum of all usable square feet)	n/a square feet	709,300 with parking 525,300 GSF w/o parking square feet				
J. Floor Area Ratio (FAR) (I. ÷ C.)	n/a	7.16 with parking 5.31 without parking				
K. Building Height	n/a feet	244'-0" feet				
L. Front Yard Setback	0 feet	11.00 feet				
M. Rear Yard Setback	0 feet	0.58 feet				
N. Side Yard Setback (left when you face property)	0 feet	6.63 feet				
O. Side Yard Setback (right when you face property)	0 feet	13.57 feet				
P. Street Frontage	0 feet	373.19 feet				
Q. # of Parking Spaces	0	500				
R. # of Bicycle Parking Spaces	0	171				
S. # of Loading Spaces	0	3				
* 8 or more dwelling units - determine if Inclusionary Housing, Article 13, applies ** In CCD and TOD use GROSS floor area *** 30,000+ square feet - determine if Linkage, Article 15, applies						

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10. Checklist of Required Information								
<p>This checklist will help you determine what you need to submit with this application form. Find the column for your submission type. The rows contain the number of copies of each item that you must submit and "Y" indicates include one copy. For each item check the column 'included' if you are submitting it or the 'Waiver Requested' column for items that are not applicable to your proposal. Planning Staff may contact you to submit items for which you are requesting a waiver. If your application includes more than one type, submit the greatest number of copies listed. Please submit plans and other documentation electronically on a CD, flash drive or via email in addition to hard copies noted below.</p>								
<p>Checklist key: # = # of copies Y = include 1 copy I/A = if applicable include 1 copy N/A = not applicable SPSR-A = SPSR in Assembly Sq. Mixed-Use District TOD = Transit Oriented District CCD = Corridor Commercial District †† = within 500 feet of property</p>	Variance	SP / SPD	SPSR	PUD PMP	Subdivision	Revision to SP	Included	Waiver Requested
Application Form & Supplemental Questions	3	3	3	3	3	3	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Denial Letter from Inspectional Services Division – if you received one	I/A	I/A	I/A	N/A	N/A	N/A	N/A	<input type="checkbox"/>
Recorded Deed(s) to all properties involved in the project	1	1	1	N/A	1	N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Fees for Filing, Advertising & Abutter List. See fee schedule on application information sheet. Submit 3 separate checks or money orders payable to the City of Somerville or cash.	Y	Y	Y	Y	Y	Y	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Abutter List from neighboring municipality if your property is less than 300' from the Somerville boundary. Obtain list from neighboring municipality of the property owners' names and addresses that are within 300' of your property.	I/A	I/A	I/A	I/A	I/A	I/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Site Plans ➤ See appropriate Site Plan Review Checklists: (located in forms library under Planning and Zoning and Engineering): <ul style="list-style-type: none"> alterations with no change in footprint & no site work alterations with no change in footprint & site work residential additions or structures with <250 sf footprint residential additions or structures with >250 sf footprint and all commercial additions or structures ➤ If substantially altering a nonconforming structure, indicate the location of where the existing nonconformity will be maintained.	3	3	3	3	3	3		
	3 hard copies at initial filing, 8-10 copies at final filing							
Elevations front, side and rear of building(s) and signage with vertical height - measure from either lowest point between building and lot line, or 15' from building, to the highest point of roof beam, deck line of a mansard roof or average height between the plate and ridge of a gable, hip or gambrel roof – and description of proposed materials and colors. Include proposed mechanical and electrical system components, exhaust / ventilation systems, transformers, and satellite dishes and method of screening	3	3	3	N/A	N/A	3	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	3 hard copies at initial filing, 8-10 copies at final filing							
Conceptual Floor Plans with square footage and # of units	Y	Y	Y	N/A	N/A	Y	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Neighborhood Context Map showing the neighborhood in which the tract lies and any impacts upon the area (scale no less than 1"=100')	N/A	Wire-less only ††	SPS R-A only	Y	Y	N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Photographs showing the development site and surrounding parcels	Y	Y	Y	Y	Y	Y	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Traffic/Parking Analysis	3	3	3	3	3	N/A		
Traffic Study (if less than 25,000 square feet) estimate peak hour traffic volumes generated by proposed use, relation to existing volumes and projected future conditions	N/A	I/A	I/A, Y in TOD	I/A	I/A	N/A	N/A	<input type="checkbox"/>
Traffic Impact Analysis (if 25,000 square feet or more) prepared by a professional traffic engineer who is registered with the Commonwealth of Massachusetts as a professional engineer in either traffic or transportation engineering, or any individual who has been certified by the Transportation Professional Certification Board, Inc. as a Professional Traffic Operations Engineer (PTOE). No other professional registration or qualification shall substitute for this requirement	N/A	I/A	I/A, Y in TOD	I/A	I/A	N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Transportation Demand Management Plan	N/A	N/A	SPS R-A & TOD only	I/A	I/A	N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Parking Optimization Plan	N/A	N/A	TOD only	I/A	I/A	N/A	N/A	<input type="checkbox"/>

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(Checklist of Required Information Continued)	Variance	SP / SPD	SPSR	PUD PMP	Subdivision	Revision to SP	Included	Waiver Requested
Checklist key: # = # of copies Y = include 1 copy I/A = if applicable include 1 copy N/A = not applicable SPSR-A = SPSR in Assembly Sq. Mixed-Use District TOD = Transit Oriented District CCD = Corridor Commercial District †† = within 500 feet of property								
Building Shadow Analysis	I/A, Y in CCD/ TOD	I/A, Y in CCD/ TOD	Y	Y	I/A	N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Accessibility Narrative For multi-family residences of three or more units, and for places of public accommodation: describe the major accessibility requirements, if any, for the proposed project under federal or state law(s), as well as the applicant's strategies for meeting those requirements. If your project is exempt from any accessibility requirements due to scoping parameters in the applicable standard(s), be sure to explain how and why. Please consult the Americans with Disabilities Act (ADA), the Fair Housing Act (FHA), the regulations of the Massachusetts Architectural Access Board (MAAB), and other accessibility standards as necessary. This narrative may take the form of a brief memo, prepared by a licensed architect or code consultant.	I/A	I/A	I/A	I/A	I/A	I/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Housing Projects including 4 or more Units Explain measures taken to provide for, protect, or increase the affordability of housing units within the proposed structure; the degree of such affordability to households of low or moderate income, as defined by HUD; and the duration of legal assurances of such affordability.	I/A	I/A	I/A	I/A	I/A	I/A	N/A	<input type="checkbox"/>
LEED Worksheet (if greater than 10,000 square feet)	N/A	N/A	SPS R-A & TOD only	N/A	N/A	N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Conceptual 3-D Model of the Master Plan at 20 scale or alternate scale acceptable to the SPGA. In CCD and TOD include abutting properties.	I/A	I/A	SPS R-A, CCD & TOD only	I/A	I/A	I/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Rendering or Computer-Simulated Photograph (from at least 2 prominent locations along the surrounding rights-of-way)	N/A	Wire- less only	N/A	N/A	N/A	N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>

11-17. Supplemental Questions
Answer the supplemental questions for the permit you are seeking.

APPLICATION

For Planning Board and Zoning Board of Appeals Approval

Electronic version available:
<http://www.somervillema.gov>
Forms Library

Supplemental Questions for:

Planned Unit Developments (PUD) Preliminary Master Plan (PMP) /
Planned Unit Developments (PUD) Special Permit with Site Plan Review (SPSR)

14. PUD PMP/SPSR Supporting Statements
Address each of the following items. Attach to application form.
A. Explain if and how the proposal is compatible with the characteristics of the built and unbuilt surrounding area and land uses.
As a part of a mixed-use development that includes retail opportunities and entertainment to attract visitors and create a lively pedestrian-friendly destination, the Project is compatible with the propose plans for the Assembly Square District and the approved PUD-PMP.
B. Explain any impacts that the proposed use, structure, or activity will have on the surrounding area from noise, light, glare, dust, smoke, or vibration.
The Project will not create adverse impacts and will be consistent with the construction of a typical mixed-use building. Any impacts will be minimized to the maximum extent practicable.
C. Explain any impacts that the proposed use, structure, or activity will have on the surrounding area from emission or noxious or hazardous materials.
The Project will incorporate reasonable and feasible emission reduction mitigation measures (physical and/or operational).
D. Explain any impacts that the proposed use, structure, or activity will have on the surrounding area from pollution of waterways or ground water.
The Project will not create adverse impacts and will incorporate all required pollution prevention measures (physical and operational) for discharges to waterways.
E. Explain the impact on the public systems: sanitary sewer system, storm drainage system, public water supply, and recreational system. Document the status of Department of Environmental Management and/or other sewage permits.
The Project will not create adverse impacts to public systems. Improvements to the public systems are discussed in the attached Utility & Management section. The proposed improvements to the stormwater system are discussed in the attached Stormwater Management Supplemental Memo.
F. Give a general summary of existing and proposed easements or other burdens now existing or to be placed on the property.
The locations of all existing and proposed easements are shown in the planset on the Existing Conditions Plans of Land and the Layout and Materials plans. Required private utility easements will be coordinated with the corresponding private utility company when final alignments are confirmed and are not shown on the plan at this time. Required access and other easements will be granted under a recorded declaration of covenants, conditions and restrictions.
G. See SZO §16.7 PUD Design Guidelines. Explain any discrepancies between your proposal and the Design Guidelines.
The Project is consistent with the SZO Section 16.7 PUD Design Guidelines.

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H. Explain any impacts that the proposed use, structure, or activity will have on the surrounding area from the transmission of signals that interfere with radio or television transmission.
No material transmission of signals are proposed for the Project and no adverse impacts will be made.
I. Explain any changes to the vehicular and pedestrian circulation patterns.
All vehicular and pedestrian circulation patterns have been improved and/or coordinated within the Project. No new traffic impacts are anticipated from the Project. Traffic patterns will remain consistent with the approved PUD Preliminary Master Plan (PUD PMP). See attached Transportation Narrative.
J. Explain any measures taken to preserve and protect natural resources (such as wetlands, steep slopes, floodplains, hilltops, vegetation, sun and wind exposure). If there is any wetland, pond or surface water body on the subject property, as defined under Wetlands Protection Act, MGL Chapter 131, Sec. 40, explain the project's wetland permitting status and plans for protection of these features.
The subject property does not contain any wetlands resources subject to the Wetlands Protection Act.
K. Explain the demolition and construction procedures including movement of soil, impact mitigation measures, and an estimate of the time period required for completion of the development. Please consult the Mass Department of Environmental Protection's regulations (www.mass.gov/dep/).
There is no demolition on this site. Movement of soil will be minimized to the maximum extent practicable and will meet applicable State and local standards. Project completion is anticipated to be Fall 2018.
L. Explain proposed method for solid waste disposal (how waste will be collected and stored, who will be responsible for pick-up and maintenance, recycling efforts, etc.) and for screening of disposal facilities.
<p>The apartment building utilizes a trash room on every floor. Tenants sort trash from recycling and utilize a chute extending to the main trash room on the ground floor. The trash room is located off an internal loading dock and is picked up several times a week by a vendor.</p> <p>Retail and restaurant trash is taken to a dumpster located in the internal loading dock and picked up several times per week.</p>
M. Identify any historic sites or structures on the project site, or on neighboring properties, and explain any measures to protect historic features. Note that structures over 50 years old may require Historic Preservation Commission review before demolition or substantial alteration occurs.
Based on Historical Survey conducted by VHB in 2005 for the Yard 21 parcel, no properties included in the State of National Registers of Historic Places are located in the Project limits. Two buildings, one at 99 Foley Street and the other at 34 Sturtevant Street, were included in the Massachusetts Historical Commission's (MHC) "Inventory of Historic and Archaeological assets of the Commonwealth", however, due to extensive prior renovations that compromised each building's integrity, they were deemed by the MHC to be not eligible for inclusion in the National register of Historic Places. Both structures have since been demolished.

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12.1. Planned Unit Development – Preliminary Master Plan Submission – Additional Supporting Statements
Address each of the following in order to submit a PUD Preliminary Master Plan.
A. State what the general impact of the PUD will be upon the neighborhood.
<p>The Project is a phase (Block 8) of the approved PUD Preliminary Master Plan (PUD PMP). The Project (proposed mixed-use) is consistent with previous local and state approvals, including M.G.L. c.91. A separate license will follow this SPSR-A for the Block 8 Chapter 91 compliance.</p>
B. Explain the landscaping and maintenance provisions for all open space and drainage areas.
<p>Ownership and maintenance of useable open space within the Project area will be the responsibility of the Applicant.</p>
C. Explain the water supply and sewage disposal systems. For structures served by sewage disposal systems, document the status of Departmental of Environmental Management and/or other sewage permits.
<p>The Project is not proposing to utilize any sewage disposal system structures. All sewage waste will be handled by private contractors. The proposed building water lines are proposed to connect to the existing water lines within the abutting roadways.</p>

APPLICATION
For Planning Board and Zoning Board of Appeals Approval

12.2. Special Permit with Site Plan Review for a PUD – Additional Supporting Statements
Address each of the following items in order to apply for a Special Permit with Site Plan Review for a PUD.
A. State the project's relationship to the approved PUD Preliminary Master Plan. Note the phase and any departure from the approved plan.
<p>The Project is a phase of the amended PUD Preliminary Master Plan (PUD PMP) submitted for approval in parallel with this SPSR-A application. Previously approved final phases of the PUD-PMP include Phase 1-AAA (granted on March 16, 2007), Phase 1-AA (granted on August 20, 2009), Block 10 (granted on June 30, 2011), Block 1 (granted on October 6, 2011), Block 3 (granted on October 20, 2011), Block 4 (granted on October 6, 2011), Blocks 2A&2B (granted on February 21, 2013), Block 6 (granted on October 2, 2014), Block 5 (granted on May 13, 2015), Parcel 11A (granted on July 10, 2014 and revised on February 18, 2016), Assembly Line Park (granted on September 22, 2016).</p>
B. Explain the provisions for the ownership and maintenance of usable open space as appropriate.
<p>Ownership and maintenance of usable open space within the Project area will be the responsibility of the Applicant.</p>
C. Explain the deed restrictions or covenants requiring compliance of all development with the PUD master plan, and any architectural or other guidelines or standards.
<p>The following are additional guidelines and covenants beyond the requirements as set forth in the SZO:</p> <ol style="list-style-type: none">1. Conform to standards set in the Unifying Design Guidelines for the Public Realm2. Open Space Covenant for public access to all areas designated as useable open space may be required by the City. <p>Because this proposal is the temporary parking lots within the PUD there are no designated useable open space areas and no improvements that are subject to the Unifying Design Guidelines for the Public Realm.</p>

APPLICATION

For Planning Board and Zoning Board of Appeals Approval

Electronic version available:
<http://www.somervillema.gov>
Forms Library

Supplemental Questions for:

Planned Unit Developments (PUD) Preliminary Master Plan (PMP) /
Planned Unit Developments (PUD) Special Permit with Site Plan Review (SPSR)

14. PUD PMP/SPSR Supporting Statements
Address each of the following items. Attach to application form.
A. Explain if and how the proposal is compatible with the characteristics of the built and unbuilt surrounding area and land uses.
As a part of a mixed-use development that includes retail opportunities and entertainment to attract visitors and create a lively pedestrian-friendly destination, the Project is compatible with the propose plans for the Assembly Square District and the approved PUD-PMP.
B. Explain any impacts that the proposed use, structure, or activity will have on the surrounding area from noise, light, glare, dust, smoke, or vibration.
The Project will not create adverse impacts and will be consistent with the construction of a typical mixed-use building. Any impacts will be minimized to the maximum extent practicable.
C. Explain any impacts that the proposed use, structure, or activity will have on the surrounding area from emission or noxious or hazardous materials.
The Project will incorporate reasonable and feasible emission reduction mitigation measures (physical and/or operational).
D. Explain any impacts that the proposed use, structure, or activity will have on the surrounding area from pollution of waterways or ground water.
The Project will not create adverse impacts and will incorporate all required pollution prevention measures (physical and operational) for discharges to waterways.
E. Explain the impact on the public systems: sanitary sewer system, storm drainage system, public water supply, and recreational system. Document the status of Department of Environmental Management and/or other sewage permits.
The Project will not create adverse impacts to public systems. Improvements to the public systems are discussed in the attached Utility & Management section. The proposed improvements to the stormwater system are discussed in the attached Stormwater Management Supplemental Memo.
F. Give a general summary of existing and proposed easements or other burdens now existing or to be placed on the property.
The locations of all existing and proposed easements are shown in the planset on the Existing Conditions Plans of Land and the Layout and Materials plans. Required private utility easements will be coordinated with the corresponding private utility company when final alignments are confirmed and are not shown on the plan at this time. Required access and other easements will be granted under a recorded declaration of covenants, conditions and restrictions.
G. See SZO §16.7 PUD Design Guidelines. Explain any discrepancies between your proposal and the Design Guidelines.
The Project is consistent with the SZO Section 16.7 PUD Design Guidelines.

APPLICATION
For Planning Board and Zoning Board of Appeals Approval

H. Explain any impacts that the proposed use, structure, or activity will have on the surrounding area from the transmission of signals that interfere with radio or television transmission.
No material transmission of signals are proposed for the Project and no adverse impacts will be made.
I. Explain any changes to the vehicular and pedestrian circulation patterns.
All vehicular and pedestrian circulation patterns have been improved and/or coordinated within the Project. No new traffic impacts are anticipated from the Project. Traffic patterns will remain consistent with the approved PUD Preliminary Master Plan (PUD PMP). See attached Transportation Narrative.
J. Explain any measures taken to preserve and protect natural resources (such as wetlands, steep slopes, floodplains, hilltops, vegetation, sun and wind exposure). If there is any wetland, pond or surface water body on the subject property, as defined under Wetlands Protection Act, MGL Chapter 131, Sec. 40, explain the project's wetland permitting status and plans for protection of these features.
The subject property does not contain any wetlands resources subject to the Wetlands Protection Act.
K. Explain the demolition and construction procedures including movement of soil, impact mitigation measures, and an estimate of the time period required for completion of the development. Please consult the Mass Department of Environmental Protection's regulations (www.mass.gov/dep/).
There is no demolition on this site. Movement of soil will be minimized to the maximum extent practicable and will meet applicable State and local standards. Project completion is anticipated to be Fall 2018.
L. Explain proposed method for solid waste disposal (how waste will be collected and stored, who will be responsible for pick-up and maintenance, recycling efforts, etc.) and for screening of disposal facilities.
<p>The apartment building utilizes a trash room on every floor. Tenants sort trash from recycling and utilize a chute extending to the main trash room on the ground floor. The trash room is located off an internal loading dock and is picked up several times a week by a vendor.</p> <p>Retail and restaurant trash is taken to a dumpster located in the internal loading dock and picked up several times per week.</p>
M. Identify any historic sites or structures on the project site, or on neighboring properties, and explain any measures to protect historic features. Note that structures over 50 years old may require Historic Preservation Commission review before demolition or substantial alteration occurs.
Based on Historical Survey conducted by VHB in 2005 for the Yard 21 parcel, no properties included in the State of National Registers of Historic Places are located in the Project limits. Two buildings, one at 99 Foley Street and the other at 34 Sturtevant Street, were included in the Massachusetts Historical Commission's (MHC) "Inventory of Historic and Archaeological assets of the Commonwealth", however, due to extensive prior renovations that compromised each building's integrity, they were deemed by the MHC to be not eligible for inclusion in the National register of Historic Places. Both structures have since been demolished.

APPLICATION
For Planning Board and Zoning Board of Appeals Approval

12.1. Planned Unit Development – Preliminary Master Plan Submission – Additional Supporting Statements
Address each of the following in order to submit a PUD Preliminary Master Plan.
A. State what the general impact of the PUD will be upon the neighborhood.
<p>The Project is a phase (Block 8) of the approved PUD Preliminary Master Plan (PUD PMP). The Project (proposed mixed-use) is consistent with previous local and state approvals, including M.G.L. c.91. A separate license will follow this SPSR-A for the Block 8 Chapter 91 compliance.</p>
B. Explain the landscaping and maintenance provisions for all open space and drainage areas.
<p>Ownership and maintenance of useable open space within the Project area will be the responsibility of the Applicant.</p>
C. Explain the water supply and sewage disposal systems. For structures served by sewage disposal systems, document the status of Departmental of Environmental Management and/or other sewage permits.
<p>The Project is not proposing to utilize any sewage disposal system structures. All sewage waste will be handled by private contractors. The proposed building water lines are proposed to connect to the existing water lines within the abutting roadways.</p>

APPLICATION
For Planning Board and Zoning Board of Appeals Approval

12.2. Special Permit with Site Plan Review for a PUD – Additional Supporting Statements
Address each of the following items in order to apply for a Special Permit with Site Plan Review for a PUD.
A. State the project's relationship to the approved PUD Preliminary Master Plan. Note the phase and any departure from the approved plan.
<p>The Project is a phase of the amended PUD Preliminary Master Plan (PUD PMP) submitted for approval in parallel with this SPSR-A application. Previously approved final phases of the PUD-PMP include Phase 1-AAA (granted on March 16, 2007), Phase 1-AA (granted on August 20, 2009), Block 10 (granted on June 30, 2011), Block 1 (granted on October 6, 2011), Block 3 (granted on October 20, 2011), Block 4 (granted on October 6, 2011), Blocks 2A&2B (granted on February 21, 2013), Block 6 (granted on October 2, 2014), Block 5 (granted on May 13, 2015), Parcel 11A (granted on July 10, 2014 and revised on February 18, 2016), Assembly Line Park (granted on September 22, 2016).</p>
B. Explain the provisions for the ownership and maintenance of usable open space as appropriate.
<p>Ownership and maintenance of usable open space within the Project area will be the responsibility of the Applicant.</p>
C. Explain the deed restrictions or covenants requiring compliance of all development with the PUD master plan, and any architectural or other guidelines or standards.
<p>The following are additional guidelines and covenants beyond the requirements as set forth in the SZO:</p> <ol style="list-style-type: none">1. Conform to standards set in the Unifying Design Guidelines for the Public Realm2. Open Space Covenant for public access to all areas designated as useable open space may be required by the City. <p>Because this proposal is the temporary parking lots within the PUD there are no designated useable open space areas and no improvements that are subject to the Unifying Design Guidelines for the Public Realm.</p>

REQUESTED WAIVERS

The following items are being sought for relief from the Somerville Zoning Ordinance by the Proponent:

1. Section 5.2.3 – Information Required for Special Permits with Site Plan Review

The Applicant is seeking a waiver from the inclusion of the following items required under Section 5.2.3:

5.3.2.10 (pursuant to Section 10.6) – Landscaping and screening, including trees, stones, walls, fences and other features to be retained and removed, as well as color, size, and type of landscaped surface materials.

The Applicant requests that the site landscaping and screening be reviewed and approved by staff based on subsequent detailed design submittals. The finished streetscape, sidewalk design and landscaping, including raised planters and tree pits, will be provided in a future submission for city review.

2. Section 6.4.14 Signage in the Assembly Square District [pursuant to Section 6.4.12]

The Applicant is seeking a waiver from the height limit above finished Grade. As shown on the signage elevation plans, the proposed height limit of the banner signs, parking garage screening signage and signage on upper levels along the Great River Road façade facing the MBTA Orange Line is above 35 feet from finish Grade. In order to emphasize the entry features of the residential lobbies, signage at upper levels of the proposed building are proposed. Please see the Signage Elevations for more detail.

3. Section 13.3.5 Disposition and SPGA Right of First Refusal/Option to Purchase

The Applicant is seeking a waiver of any right of first refusal or option to purchase the Planning Board might have under Section 13.3.5 of the Zoning Ordinance, or otherwise, in connection with the Project. The Applicant requests that the Planning Board's approval of the Project's Special Permit with Site Plan Review also approve such waiver and that the Planning Board, upon such approval, execute the Waiver of Right of First Refusal. This form has been reviewed by the Director of Housing in the Mayor's Office of Strategic Planning and Community Development.

4. Section 16.10.2 – Number of Affordable Units

The Applicant is requesting a waiver under Section 16.10.2 for the proposed project to be reviewed and governed by the inclusionary housing provisions of the Zoning Ordinance in effect at the time the Planned Unit Development (PUD) Preliminary Master Plan, Assembly Square, Somerville, MA was approved by the Planning Board on December 14, 2006, as amended on

August 5, 2010 and again on June 19, 2014 (the "Approved PMP"). The inclusionary housing requirement of Section 13.3.4 of the Zoning Ordinance in effect at the time of the Approved PMP, and upon which the Applicant has relied in planning and financing the overall project, required that 12.5% of the units in any residential development be affordable. In May 2016, this requirement was increased to 20% for residential developments over eighteen units.

As the Planning Board is aware, the Applicant has proceeded in a thoughtful manner for over ten (10) years to implement the mixed-use development at Assembly Square first reviewed and accepted by this Planning Board in the Approved PMP. To date, the Applicant is building or has constructed over 1,107 residential units, including 127 affordable units, 802,827 square feet of office and 159 key hotel commercial uses and 481,373 square feet of retail, restaurant and entertainment uses.

Pursuant to Section 16.10.2 of the Zoning Ordinance, a developer such as the Applicant subject to an approved Planned Unit Development "may seek waiver of any new zoning regulation through the special permit with site plan review process before the SPGA. In granting any waiver, the SPGA shall ... be fully satisfied that the PUD is in full compliance with the intent of the Ordinance and being developed in a manner at or exceeding the level of compliance effective at the time of PUD preliminary master plan approval."

The present Application for Block 8 provides for 500 residential units, 12.5% of which will be affordable pursuant to Article 13 of the Zoning Ordinance. This percentage of affordable units meets the requirement of the Zoning Ordinance in effect at the time of the Approved PMP and is fully consistent with the ongoing planning and development of Assembly Square as proposed in the Approved PMP. Accordingly, a waiver is warranted since the affordable housing in the proposed project shall be provided in a manner and at the level of compliance in effect at the time of the last amendment to the Approved PMP.

Current 21E/MCP Reports

Phase I Initial Site Investigation Report & Method 1 Risk Characterization in Support of a Class A-2 RAO (RTNs 3-18995, 3-19163 and 3-19164), 99 Foley Street, Somerville, MA, prepared by ENSOL, Inc. dated November 2000

Phase I Environmental Site Assessment, Yard 21, dated March 2003, prepared by Woodard & Curran

Environmental Site Assessment Report, Yard 21, dated June 23, 2005, prepared by Resource Control Associates, Inc.

Phase I Environmental Site Assessment, 147 Foley Street, dated December 13, 2005, prepared by Woodard & Curran

Phase I Environmental Site Assessment, 123 Foley Street, dated January 2007, prepared by Woodard & Curran

Phase I Initial Site Investigation Report, Yard 21 (RTN 3-4082), dated April 2007, prepared by Woodard & Curran

Phase II Scope of Work for Comprehensive Site Assessment, Yard 21 (RTN 3-4082), July 16, 2007 prepared by Woodard and Curran

Immediate Response Action Plan, Yard 21 (RTN 3-28993), dated April 2010, prepared by Woodard & Curran

Phase II Comprehensive Site Assessment, Yard 21 (RTN 3-4082), prepared by Woodard & Curran dated July 2010

Phase III Remedial Action Plan, Yard 21 (RTN 3-4082), prepared by Woodard & Curran dated July 2010

Phase I Environmental Site Assessment with Subsurface Investigations, 99 Foley Street, prepared by Sanborn Head & Associates dated September 2010.

Interim Status Report, Phase IA Release Abatement Measure, Assembly Row, Somerville, Massachusetts, RTNs 3-649, 3-28993, 3-434, 3-29665, 3-4082, 3-11886, and 3-14763, prepared by Sanborn, Head & Associates, Inc., dated April 12, 2011.

Release Abatement Measure Plan, Assembly Row, Somerville, Massachusetts, RTNs 3-649, 3-28993, 3-434, 3-29665, 3-4082, 3-11886, and 3-14763, prepared by Sanborn, Head & Associates, Inc., dated August 9, 2011.

Phase IV Remedy Implementation Plan Modification, Yard 21, Somerville, Massachusetts (RTN 3-4082), prepared by Sanborn Head & Associates dated August 17, 2011.

Release Abatement Measure Status and Remedial Monitoring Report No. 1, Assembly Row, Somerville, Massachusetts, RTNs 3-649, 3-28993, 3-434, 3-29665, 3-4082, 3-11886, and 3-14763, prepared by Sanborn, Head & Associates, Inc., dated December 19, 2011.

Tier II Classification Extension Submittal, Yard 21, Foley Street, Somerville, Massachusetts, RTN 3-04082, prepared by Sanborn, Head & Associates, Inc., dated March 15, 2012.

Release Abatement Measure Plan, Block 10, Portion of 133 Middlesex Avenue, Somerville, Massachusetts, RTNs 3-14763 and 3-21217, prepared by Sanborn, Head & Associates, Inc., dated March 23, 2012.

Interim Status Report, Phase IA Release Abatement Measure, Assembly Row, Somerville, Massachusetts, RTNs 3-649, 3-28993, 3-434, 3-29665, 3-4082, 3-11886, and 3-14763, prepared by Sanborn, Head & Associates, Inc., dated April 12, 2012.

Phase IV Final Inspection Report and Completion Statement, Yard 21 Property, Somerville, Massachusetts, RTN 3-4082, prepared by Sanborn, Head & Associates, Inc., dated May 4, 2012.

Release Abatement Measure Status and Remedial Monitoring Report No. 2, Assembly Row, Somerville, Massachusetts, RTNs 3-649, 3-28993, 3-434, 3-29665, 3-4082, 3-11886, and 3-14763, prepared by Sanborn, Head & Associates, Inc., dated June 13, 2012.

Phase V Status Report and Remedial Monitoring Report, Yard 21 Property, Somerville, MA, RTN 3-4082, Prepared by Sanborn Head & Associates dated November 2012.

Release Abatement Measure Status and Remedial Monitoring Report, Assembly Row, Somerville, Massachusetts, RTNs 3-434, 3-649, 3-14763, 3-11886, 3-4082, 3-28993 and 3-29665, prepared by Sanborn, Head & Associates, Inc., dated December 18, 2012.

Activity and Use Limitation for RTN 3-4082, prepared by Sanborn, Head & Associates, Inc., recorded on May 1, 2013.

Phase V Completion and Remedial Monitoring Report and Class A-3 Response Action Outcome Statement, Yard 21, Somerville, Massachusetts, RTN 3-4082 prepared by Sanborn, Head & Associates, Inc., dated May 3, 2013.

Release Abatement Measure Status Report, Assembly Row, Somerville, Massachusetts, RTNs 3-0434, 3-0649, 3-14763, 3-11886, 3-4082, 3-28993 and 3-29655, prepared by Sanborn, Head & Associates, Inc., dated June 14, 2013.

Release Abatement Measure Status Report, Assembly Row, Somerville, Massachusetts, RTNs 3-0434, 3-0649, 3-14763, 3-11886, 3-4082, 3-28993 and 3-29655, prepared by Sanborn, Head & Associates, Inc., dated December 13, 2013.

Release Abatement Measure Status Report, Assembly Row, Somerville, Massachusetts, RTNs 3-0434, 3-0649, 3-14763, 3-11886, 3-4082, 3-28993 and 3-29655, prepared by Sanborn, Head & Associates, Inc., dated June 13, 2014.

Release Abatement Measure Status Report, Assembly Row, Somerville, Massachusetts, RTNs 3-0434, 3-0649, 3-14763, 3-11886, 3-4082, 3-28993 and 3-29655, prepared by Sanborn, Head & Associates, Inc., dated June 10, 2015.

Release Abatement Measure Status Report, Assembly Row, Somerville, Massachusetts, RTNs 3-0434, 3-0649, 3-14763, 3-11886, 3-4082, 3-28993 and 3-29655, prepared by Sanborn, Head & Associates, Inc., dated December 17, 2015.

Release Abatement Measure Status Report, Assembly Row, Somerville, Massachusetts, RTNs 3-0434, 3-0649, 3-14763, 3-11886, 3-4082, 3-28993 and 3-29655, prepared by Sanborn, Head & Associates, Inc., dated June 11, 2016.

Release Abatement Measure Status Report, Assembly Row, Somerville, Massachusetts, RTNs 3-0434, 3-0649, 3-14763, 3-11886, 3-4082, 3-28993 and 3-29655, prepared by Sanborn, Head & Associates, Inc., dated December 14, 2016.

After recording return to:

Deborah S. Horwitz, Esq.
Goulston & Storrs
400 Atlantic Avenue
Boston, MA 02110

QUITCLAIM DEED

FR STURTEVANT STREET, LLC, a Delaware limited liability company, **STREET RETAIL, INC.**, a Maryland corporation, **SRI ASSEMBLY ROW B2, LLC**, a Delaware limited liability company, **SRI ASSEMBLY ROW B3, LLC**, a Delaware limited liability company, **SRI ASSEMBLY ROW B5, LLC**, a Delaware limited liability company, **SRI ASSEMBLY ROW B6, LLC**, a Delaware limited liability company, **SRI ASSEMBLY ROW B7, LLC**, a Delaware limited liability company, **SRI ASSEMBLY ROW B8, LLC**, a Delaware limited liability company, and **SRI ASSEMBLY ROW B9, LLC**, a Delaware limited liability company (collectively, the “Grantors”), each with an address of c/o Federal Realty Investment Trust, 1626 East Jefferson Street, Rockville, Maryland 20852, for nominal consideration of Ten Dollars (\$10.00) paid, grant to **SRI ASSEMBLY ROW B8, LLC**, a Delaware limited liability company, having an address of c/o Federal Realty Investment Trust, 1626 East Jefferson Street, Rockville, Maryland 20852 (“Grantee”),

With **QUITCLAIM COVENANTS**, Grantors’ interests in the premises situated in Somerville, Middlesex County, Massachusetts, being more particularly described in Exhibit A attached hereto (the “Property”).

Grantors hereby certify that none of them is classified for the current taxable year as a corporation for federal income tax purposes.

The Property is conveyed together with the benefit of, and subject to, all rights, easements and restrictions of record, if any, insofar as the same are in force and applicable.

A portion of the Property is subject to that certain Notice of Activity and Use Limitation made as of May 1, 2013 by Street Retail, Inc., recorded with the Middlesex South District Registry of Deeds (“Registry”) in Book 55630, Page 131 with respect to DEP Release Tracking Number (“RTN”) 3-4082. All use of the Property conveyed herein shall be in accordance with all of the terms, provisions, obligations and conditions set forth in the AUL and all applicable Laws, including without limitation the provisions of Chapter 21E of the Massachusetts General Laws, the Massachusetts Contingency Plan, 310 CMR 40.0000 *et seq.*

The Grantors hereby acknowledge and confirm that the Tenants in Common Agreement dated July 5, 2010, as amended to date, has been terminated and is no longer in force and effect as of the date hereof.

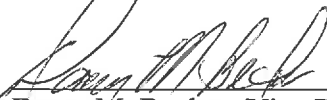
For Grantors' title see: (1) Deed from FR Sturtevant Street LLC and Street Retail, Inc. dated July 6, 2010, recorded with the Registry in Book 54960, Page 476 (See also Confirmatory Deed in Book 55630, Page 131), (2) Deed from FR Assembly Square, LLC dated December 5, 2011 and recorded with the Registry in Book 58025, Page 91, and (3) Deed dated September 15, 2010 recorded with the Registry in Book 55394, Page 470.

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EXECUTED as a sealed instrument this 31st day of July, 2014.

STREET RETAIL, INC., a Maryland corporation,
in its individual capacity and as authorized
signatory on behalf of SRI Assembly Row B2,
LLC, SRI Assembly Row B3, LLC, SRI Assembly
Row B5, LLC, SRI Assembly Row B6, LLC, SRI
Assembly Row B7, LLC, SRI Assembly Row B8,
LLC, and SRI Assembly Row B9, LLC, each a
Delaware limited liability company

By:

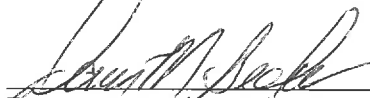


Dawn M. Becker, Vice President
and Chief Operating Officer

FR STURTEVANT STREET, LLC

By: FR Sturtevant Street, Inc., a Delaware
corporation, its sole member

By:

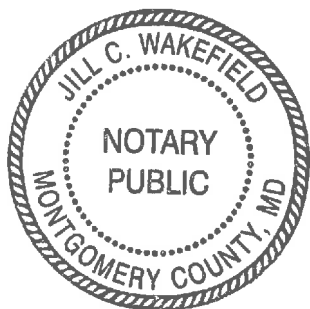


Dawn M. Becker, Vice President
and Chief Operating Officer

STATE OF MARYLAND

Montgomery County, ss

On this 31st day of July, 2014, before me, the undersigned notary public, personally appeared Dawn M. Becker, as Vice President and Chief Operating Officer of Street Retail, Inc., and as Vice President and Chief Operating Officer of FR Sturtevant Street, Inc., the sole member of FR Sturtevant Street, LLC, proved to me through satisfactory evidence of identification which was personally known to me to be the person whose name is signed on the preceding document, and acknowledged to me that she signed it voluntarily, in such capacity for its stated purpose on behalf of Street Retail, Inc., a Maryland corporation, in its individual capacity and as authorized signatory on behalf of FR Sturtevant Street, LLC, SRI Assembly Row B2, LLC, SRI Assembly Row B3, LLC, SRI Assembly Row B5, LLC, SRI Assembly Row B6, LLC, SRI Assembly Row B7, LLC, SRI Assembly Row B8, LLC, and SRI Assembly Row B9, LLC, each a Delaware limited liability company and on behalf of FR Sturtevant Street, Inc., as sole member of FR Sturtevant Street, LLC.



Jill C. Wakefield

Notary Public

My Commission Expires: _____

JILL C WAKEFIELD
NOTARY PUBLIC STATE OF MARYLAND
COUNTY OF MONTGOMERY
My Commission Expires April 14, 2018

EXHIBIT A

LEGAL DESCRIPTION

PARCEL 32

A certain parcel of land situated in Somerville, Middlesex County, Massachusetts, being shown as Parcel 32 on a plan of land entitled "Subdivision Plan of Land in Somerville, Massachusetts", Prepared For: Street Retail, Inc., prepared by Vanasse Hangen Brustlin, Inc., dated November 18, 2011, recorded with the Middlesex County Southern District Registry of Deeds as Plan No. 880 of 2011, and containing 111,290 square feet of land according to said plan. Said Parcel is conveyed together with any and all appurtenant rights and easements of record.



MEMORANDUM

22 February 2017

Assembly Row Block 8 - Application for SPSR-A

Accessibility Narrative

To the best of our professional knowledge and belief, the Block 8 project will be designed to meet the applicable sections of the Massachusetts Architectural Access Board (MAAB) Rules and Regulations. In addition the housing must be designed to meet the requirements of the Federal Housing Design Manual as published by The Fair Housing Act (FHA).

Features include accessible routes, housing amenities, sidewalks, parking including van spaces, access to retail, and Group 1 and Group 2A apartment units.

James Gray, AIA
Senior Principal