

Zoning Compliance Narrative

This section briefly describes how the Applicant has fulfilled the various submission requirements as described in Article 5 - Special Permits, Special Permits with Site Plan Review, Site Plan Approval and Variances and Article 6 – Establishment of Zoning Districts of the Somerville Zoning Ordinance adopted March 23, 1990 and amended through February 25, 2016, as reflected on the City of Somerville website, as well as the approval conditions of the Planned Unit Development (PUD) Preliminary Master Plan, dated December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014.

ARTICLE 5: SPECIAL PERMITS, SPECIAL PERMITS WITH SITE PLAN REVIEW, SITE PLAN APPROVAL AND VARIANCES

5.2.3.1 Name, addresses, and telephone numbers of the applicant, the owner, if other than the applicant, and other agents for the applicant, such as the architect, engineer and/or attorney and the name and address of the proposed project:

Applicant/Owner:

SRI Assembly Row 5B, LLC.
1626 East Jefferson Street
Rockville, MD 10852
tel: (301) 998-8100
contact: Don Briggs

Applicant's Engineer:

Vanasse Hangen Brustlin, Inc.
101 Walnut Street
Watertown, MA 02471
tel: (617) 924-1770
contact: Dale Horsman, P.E.

Applicant's Architect:

Jacobs
One Broadway – 10th Floor
Cambridge, MA 02142
tel: (617) 491-6450
contact: Michael Giardina

Applicant's Attorney:

Nutter McClennen & Fish LLP
155 Seaport Boulevard

Boston, MA 022110
tel: (617) 439-2204
contact: Robert A. Fishman Esq.

5.2.3.2 Plot plan certified by land surveyor indicating total land area, boundaries, angles and dimensions of the site and a north arrow:

The Layout and Materials Plan, certified by Dale Horsman, PE, depicts boundaries, angles and dimensions for the proposed Block 5B project area (the "Site").

5.2.3.3 Scaled site plan(s) certified by a registered land surveyor, architect, landscape architect or engineer showing:

a) Present and proposed use of the existing land and existing buildings, if any:

The use of the proposed Block 5B project (the "Project") is anticipated to include ground floor retail/restaurant and upper floor office. The proposed Block 5B building and its associated site improvements, are shown on the Overall Site Plan, Layout and Materials Plan, Grading and Drainage Plan, and the Utility Plan, all certified by Dale Horsman, PE. Building elevations are shown on Elevations prepared by Street-Works Studio.

b) Dimensions of existing and proposed building(s) or other structures including height, setback(s) from property lines and total square footages of all floors:

The proposed Block 5B footprint is shown on the Layout and Materials Plan. The total gross square footage is approximately 540,757 square feet. The proposed Block 5B building height is 190'-10" to top of the penthouse roof. A Zoning Summary chart listing the required and provided dimensional requirements is located on the Layout and Materials Plan.

c) Locations and dimensions of any easements and public or private rights of way, or other burdens, existing and proposed:

The existing easements and rights of way are shown on the Existing Conditions Plan of Land.

d) at-grade parking and loading areas showing number, location, and dimensions of the parking and loading spaces, driveways, access and sidewalks:

The proposed Block 5B building includes the construction of 489 structured garage parking spaces within the building. The Project will include 10 handicap spaces, and 36 bicycle spaces for bicycle parking located within the Block 5B building. The Site has two existing loading bays, one designated for the Hotel use within Block 5A, and another designated for use by Block 5B. The Project proposes an additional 3 trash/recycling bays, one of which would be designated for the Hotel located on 5A. Standard parking spaces will be 9-feet by 18-feet, standard accessible parking spaces will be 13-feet by 18-feet, and van accessible spaces will be 16-feet by 18-feet. Drive aisles within the garage will be 24-feet wide.

Vehicular access to the proposed Block 5B building is provided via, Foley Street along the south side of the building, adjacent to the proposed driveway on the east side of the building is designated as valet access only, and Grand Union Boulevard on the west side of the building. Continuous cement concrete sidewalks are proposed adjacent to the building on Canal Street, Grand Union Boulevard and Foley Street enabling pedestrian access around the block.

5.2.3.4 A brief written description of the proposed project, such as proposed construction or demolition, all uses, which the project is intended to serve, expected number of employees and/or occupants and methods and hours of operation, as applicable:

The Project consists of high-rise and low-rise office over retail and a structured parking garage.

The structured parking lot will serve the office, retail use, and the existing hotel valet parking. Construction types include steel and concrete plank construction, wood construction over a steel podium. There is a mechanical penthouse on the tower roof with equipment screening.

Access to the structured parking garage is off of Foley Street and Grand Union Boulevard. Access to the office space through the garage will be provided in a central core elevator/stairs.

Pedestrian access to the retail and offices are provided along Canal Street, Foley Street, Grand Union Boulevard and adjacent to the driveway on the east side of the building.

Loading, trash, and servicing is located within the building via a one-way drive entered from Foley Street. The proposed building will create approximately 1,700 jobs.

Details about ground floor uses will be provided in a future submission for city review. Hours of operation for the ground floor uses will be determined based on tenant selection which is unknown at the moment.

5.2.3.5 The total floor area and ground coverage ratio of each proposed building and structure:

Dimensional requirements and site conditions are summarized in the Zoning Summary Chart on the Layout and Materials Plan. The total net floor area of the proposed Block 5B building, is approximately 267,387 square feet. The project area is approximately 71,952 square feet, resulting in a Floor to Area Ratio (FAR) of up to 3.72, well below the maximum allowed FAR of 10.0.

Open Space and Usable Open Space requirements within the Assembly Square Mixed Use District are 25% and 12.5% respectively. The Preliminary Master Plan approved by the Planning Board on December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014, provides that the Open Space and Usable Open Space requirements may be met in the aggregate over the entire PUD area without each individual parcel being required to meet the otherwise applicable standards. In order to arrange the Open Space and Usable Open Space in the most appropriate way, some parcels within the PUD area may exceed the open space requirements, while others may, within their individual property lines, contain less than the otherwise prescribed open space area. The Master Plan strives to locate the open space in proximity to the water and in aggregated areas that provide connection from the development to the water. As such, the majority of the open space within the PUD is located closer to the water.

The total land area within the Master Plan is approximately 2.67 million square feet. The proposed configuration of the full-build Block 5 building was anticipated at the time of the last PUD Amendment. As a result, the amount of Open Space and Usable Open Space within the Master Plan has increased from the previously reviewed PUD at 28.4%, and the Usable Open Space at 22.0%.

The total area of the proposed Block 5B building project area is approximately 71,952 square feet. The area of Open Space on the full-build Block 5 building site is anticipated to be approximately 11,805 square feet. The area of Usable Open Space on the full-build Block 5 building site is anticipated to be approximately 7,042 square feet. Therefore, Open Space is 16.4% of the total proposed Block 5B building project area and Usable Open Space is 9.8% of the total proposed Site.

5.2.3.6 Front, side and rear elevations:

Elevations of the front, side and rear of the Project are shown on the Elevations plans.

5.2.3.7 Existing and proposed contour elevations in two foot increments:

The existing ground elevations are shown in one-foot contour intervals on the Existing Conditions Plan of Land. The project area is generally flat with elevations ranging from 11 feet to 14 feet and is at the same relative elevation as the surrounding area.

The proposed project area grading is shown on the Grading, Drainage and Erosion Control plan by spot grades. The proposed site elevations range from elevation 11.25 feet to 14.0 feet with the average elevation of the Site being between elevations 12.0 feet to 14.0 feet.

5.2.3.8 Provisions for vehicular and pedestrian circulation:

Pedestrian sidewalks of varying widths will run along the perimeter of the Site connecting points along Canal Street, Block 5A, Assembly Row, Foley Street, and Grand Union Boulevard.

5.2.3.9 Color, materials, and exterior features of proposed structures:

The materials for Block 5B vary between the office and garage portions. The office portions of the lowrise and tower will be clad primarily with a terracotta rainscreen system and glass windows. The south end of the tower will be clad with a glass curtainwall system. The garage portion of the lowrise will be clad with perforated metal panels.

Retail facades are designed to be variable, pending tenant selection and will be comprised of storefront glass systems, signage and canopies where needed.

5.2.3.10 Landscaping and screening, including trees, stones, walls, fences and other features to be retained and removed as well as color, size and type of landscape surface materials:

The proposed lot area is currently a construction staging area. In the full-build condition, the Block 5B building will be laid out along the lot line. The Project will include landscaping in the form of street trees and raised planting beds. Parking and service areas will be entirely within the proposed building, screening of such elements from the public way will be achieved.

5.2.3.11 Measures taken to preserve and protect natural resources:

There are no unspoiled natural resources located within the Site. Remediation of several current Brownfield areas by virtue of this Project is a clear environmental benefit of the Project. In addition, the Applicant has taken LEED under consideration by completing and submitting a LEED checklist. See attached LEED checklist.

5.2.3.12 Outdoor lighting, including location and intensity of lighting facilities:

Outdoor lighting associated with the Project is proposed as street lighting along the three perimeter streets and lighting the exterior of the building facade. Details of street lighting were approved in a previous submission to the city staff. Lighting along the exterior of the building façade will include wall wash lighting elements strategically placed for a variety of functions such as to accent key monument features, cornices, entries, walkways and loading and service areas.

5.2.3.13 Dimensions and locations of signs, proposed and existing:

Location and approximate dimensions of proposed signage are detailed in the Project's Layout and Material Plan.

5.2.3.14 Location and significance of historic structures:

Based on a Historical Survey conducted by Vanasse Hangen Brustlin in 2005, no properties included in the State or National Registers of Historic Places are located within the Project limits.

5.2.3.15 Method of handling solid waste disposal, and screening of disposal facilities:

Solid waste disposal will be handled by licensed private contractors, presenting no additional burden to the City. Disposal facilities (dumpsters and compactors) will be located within the proposed building and screened from public view.

5.2.3.16 Description and location of all proposed mechanical and electrical system components including exhaust and ventilation system, transformers and satellite dishes:

The electrical transformer will be located in an enclosed vault within the 1st floor loading area.

Most of the mechanical equipment such as air handlers, energy recovery units, generators, exhaust fans and cooling towers, will be located on rooftops and mostly screened.

Service areas are interior to the building.

5.2.3.17 Locations of and adequacy of existing and proposed on-site public utilities, facilities, and conditions (water, sewerage, and drainage), showing size and direction of flows:

The existing utilities are shown on the Existing Conditions Plan of Land. The proposed utilities and drainage systems for the Project are shown on the Grading, Drainage and Erosion Control Plan and on the Utility Plan. The utility infrastructure improvements (water, sewer, drainage) within Grand Union Boulevard, Canal Street and Foley Street have been designed to accommodate the full build out of the Master Plan and have been constructed under previous local and state approvals. The constructed utility infrastructure is sufficient to service the proposed Block 5B building. The design information for utilities is contained in the "Utility Design & Management" section of this application.

5.2.3.18 Demolition and construction procedures including impact mitigation measures; an estimate of the time period required for the completion of the development:

The Project does not involve any building demolition. The estimated completion date for the project is Summer/Fall 2018.

5.2.3.19 A traffic study including estimated peak hour traffic volumes generated by the proposed use in relation to existing volumes and projected future conditions or, if the project is 25,000 square feet or more, a traffic impact analysis which is prepared by a professional traffic engineer:

This application contains a section titled "Transportation". Multiple traffic studies previously prepared by VHB for the Assembly Square Mixed-Use Redevelopment project all were conducted assuming development scenarios for Block 5B that are entirely consistent with that currently proposed. This includes the recently prepared 2014 Traffic Impact and Access Study for the nearby Block 11A development. That evaluation contained analysis of the full build-out of the Assembly Square Mixed-Use Redevelopment, including the current Block 5B proposal, which considered changes planned in conjunction with the Block 11A development at key locations on Grand Union Boulevard. Accordingly, in the absence of any notable changes to the development proposal, trip generation or surrounding transportation network an updated traffic analysis should not be required beyond that presented in the Transportation section. With the Block 5B trip generation being consistent with previous proposals, trip distribution remaining unchanged, and the completion of nearby roadway improvements associated with the overall Assembly Square Mixed-Use Redevelopment project, the Block 5B development should not significantly impact traffic conditions in the area. The new MBTA Orange Line Station project approximately 400 feet to the east of Block 5 opened in September 2014. This will help to further reduce the burden on the roadway network by providing an alternative to visitors wishing to visit Block 5B and the surrounding new development area without having to drive.

5.2.3.20 General summary of existing and proposed easements or other burdens now existing or to be placed on the property:

The existing easements and rights of way are shown on the Existing Conditions Plan of Land.

5.2.3.21 Wetlands, ponds, and surface water bodies, as defined under the Wetlands Protection Act, M.G.L. chapter 131, Section 40, and rules promulgated there under, 310 C.M.R. 10.00:

Existing resource areas are shown on the Existing Conditions Plan of Land. There are no wetlands or lands subject to flooding on the project area.

5.2.3.22 Photographs of at least eight (8) by ten (10) inches, showing the development site and surrounding parcels:

Site photographs showing current conditions are included in the application booklet showing the site from the northerly, easterly, southerly and westerly directions and the surrounding uses.

5.2.3.23 Names and addresses of all property owners within three hundred (300) feet of the site boundaries:

A copy of the Certified Abutter's list from Somerville is included in the application.

ARTICLE 6: ESTABLISHMENT OF ZONING DISTRICTS

6.4.7. A.1 Transportation Analysis. All new developments shall conform to the requirements set forth in any Transportation Study, subject to the approval of the SPGA.

As noted in section 5.2.3.19, the Transportation section included with the current application considers the traffic impacts associated with the Project. The findings of the analysis are that the Block 5B office and retail/restaurant uses will generate traffic volumes that are consistent with those anticipated for this area to date. The recently completed roadway improvements throughout Assembly Square will be more than adequate to accommodate the expected traffic impacts associated with the project without the need for further mitigation.

6.4.7. A.2 Parking Requirements. Developments shall meet the parking requirements set forth in Section 9.15.

Section 9.15, Bicycle Access and Parking, requires that 36 bicycle parking spaces be provided on the site. The 36 bicycle parking will be provided in the first floor loading area.

Section 9.16 of the Somerville Zoning Ordinance requires that at least 20 parking spaces for retail uses, 20 parking spaces for restaurant uses, and 236 parking spaces for office uses, totaling 276 spaces, be provided for the proposed Block 5 building. The design of the proposed project includes 489 structured parking spaces to be shared among the uses.

6.4.7. A.3 Landscaping Requirements. Developments shall conform to the applicable landscaping requirements set forth in Article 10. Open spaces shall be contiguous to the extent practical, in the opinion of the SPGA.

The Block 5B building will be laid out along the lot line. The Project includes landscaping in the form of street trees and raised planting beds conforming to the requirements set forth in Article 10.

6.4.7. A.4 Pedestrian Connections. Continuous pedestrian connections shall be supported between all major points of pedestrian activity on the Development Site, including, but not limited to, connections to the Mystic River waterfront, connections to all public and private ways abutting the Development Site, and any transit stops. Developments shall support improved

access between the ASMD and the Ten Hills and East Broadway neighborhoods by means of sidewalk connections, crosswalks, landscaping, traffic signalization and traffic calming methods as appropriate...

The proposed design includes ground floor retail or restaurant on the Canal Street, Grand Union Boulevard and Foley Street sides of the building and will allow for pedestrian access to retail spaces as well as the structured parking. All four sides of the building will have continuous pedestrian connections originating from Grand Union Boulevard and the Mystic River Reservation into the Assembly Square District area. Streetscape and sidewalk elements are provided as part of the Project Site Plans.

6.4.7. B Design Guidelines. In reviewing a Development of more than 10,000 square feet, the SPGA/DRC shall consider the following design guidelines. These guidelines are intended to serve as a general basis for the SPGA and Applicant alike to discuss the design merits of a Development, but are not intended to inhibit design creativity when the application otherwise conforms to all other substantive review criteria. These guidelines are not intended to discourage innovative architectural design solutions. Rather, they provide general standards for the massing, siting and articulation of Buildings for developers and architects to work from. They also provide parameters for dialogue between the Applicant and SPGA on design issues for Developments. These Guidelines are intended to supersede the guidelines set forth in Section 5.2.4. It is understood that existing Buildings and Structures will not be able to comply with all of the following Guidelines:

6.4.7. B.1 Street and Sidewalk Design. Street and sidewalk design shall be based on the Assembly Square Public Realm Design Guidelines and applicable engineering standards, provided that any street shown in such Guidelines as running through an existing Building is not required to be constructed until such Building is demolished.

The Project does not include construction of any new street. Streets were previously designed, approved and constructed. The sidewalks proposed as part of the Project match previously designed, approved and constructed sidewalks at Assembly Square. Details regarding the new sidewalks surrounding Block 5B are included in the Project site plans.

6.4.7. B.2 Building Design. Buildings shall be designed to the highest architectural standards and shall be sited appropriately on the Lot. Specifically, all construction shall:

6.4.7. B.2.a Be located to create a presence on existing street edges or along major internal circulation routes. Maximum building setbacks of five feet shall be encouraged, except in special circumstances, where greater setbacks would enhance the pedestrian-friendly experience of the ASMD, such as dedicated open space. Buildings shall be located to reinforce both existing and future circulation patterns that may serve more than one Site:

The overall massing is broken up into three distinct elements to reduce the scale of the project and to allow each corner to relate to its surroundings. Ground floor facades extend to the back of defined sidewalks and maintain a continuous street wall. On the Foley St Façade, the lowrise office portion transitions between the lower massing of the hotel on Block 5a to the tower portion at the southwest corner of Block 5. Along Grand Union and Canal St, the treatment of the garage as a distinct element breaks up the massing of the tower and provides horizontal divisions between base, middle, and top.

6.4.7. B.2.b Create interesting entrance areas that are visible and directly accessible from major public access points, streets and circulation patterns. Extensive areas of glass and window, providing visual access to interior uses, shall be part of all street facades and will accompany building entrances. Multiple and frequent entrances oriented to streets are encouraged. Building entrances shall be clearly defined, through the use of elements such as canopies, porticos, overhangs, peaked roof forms, arches. Entries set back from the street shall have outdoor patios, tile work, moldings, integral planters or wing walls with landscaped areas, or places for sitting:

The street level facades on Grand Union, Foley, and Canal Streets are mostly dedicated to retail, with storefronts awaiting tenant selection. Signage, awnings, or canopies will contribute to the street life.

6.4.7. B.2.c Clearly define the pattern of bays, rhythms, and dimensions to create continuous visual interest and variety in the design of all faces:

As described in 6.4.7.B.2.a, the low-rise is broken up into three distinct elements in order to reduce the scale of the project and to allow each corner to relate to its surroundings. In addition, these façades are broken up into several horizontal datum lines to reduce the scale.

6.4.7. B.2.d Break down the overall scale of development to respond to the pedestrian-scale use of Open Space:

The proposed Block 5B building is designed to be a welcoming pedestrian-scale building. Elements such as active ground floor retail on three sides of the building and sidewalks surrounding the building all add to the experience of pedestrians visiting the proposed building.

6.4.7. B.2.e Use materials and colors consistent with traditional Buildings in the area with historic merit:

Two buildings in the Assembly Square area were inventoried by the Massachusetts Historical Commission. One of the buildings was demolished to make way for the previously proposed IKEA store and the demolition of the other is called for by the City's urban renewal plan. Neither had historic merit.

Design of the proposed Block 5B building is consistent with the design of the mixed-use area development.

6.4.7. B.2.f Locate building equipment and service areas away from Public Ways or major interior circulation routes and provide screening. Enclose all storage of inventory unless it is completely screened from public view with architectural elements meeting these guidelines:

The electrical transformer will be located in an enclosed vault within the 1st floor loading area.

Most of the mechanical equipment such as air handlers, energy recovery units, generators, exhaust fans and cooling towers, will be located on rooftops and mostly screened.

Service areas are interior to the building

6.4.7. B.2.g Show preference for vertical integration of uses. Developments shall ensure that development patterns provide active uses on the Ground Floor that take advantage of the waterfront views and open spaces, and that add presence to public Ways and sidewalks:

Ground Floor street frontage is almost entirely devoted to Retail uses. The Block 5B office tower is integrated with the ground floor at the south west corner where it is allowed to terminate at the ground floor. The office entry has been given particular attention so that it draws your eye up towards the tower massing above.

6.4.7. B.2.h Not have any uninterrupted or unfenestrated length of its façade exceeding thirty-five (35) horizontal feet. Facades greater than one hundred (100) feet in length, measured horizontally, shall incorporate wall plane projections or recesses having a depth of at least three (3) percent of the length of the façade and extending at least twenty (20) percent of the length of the façade; and

Assembly Row is a unique architectural environment that has had the ability to develop a rich, consistent architectural vocabulary which appears at various scales of building. The proposed design of Block 5B has been carefully designed to fit within this context. Its corner location

provides an opportunity to reinforce Grand Union Boulevard as a major thorough fare and to define the corner at Foley Street. The Grand Union façade is carefully layered breaking down the overall massing into three distinct forms. The decorative garage screen wall and retail storefront reinforce the existing street wall while the richly textured upper building façade which steps back from the street wall and compliments the diversity of window types in both scale and materials. The steel and glass façade sets back from the main façade, further reinforcing the corner. this gesture creates a distinct architectural form which turns up Foley Street. The Foley Street façade celebrates the diversity of both form and materials clearly articulating each one, reducing the height away from the corner. The design of Block 5B embodies the spirit of Assembly Row by including both similar architectural elements and massing strategies found throughout Assembly Row.

- 6.4.7. B.2.i Have windows providing visual access to the interior space, arcades, display windows, entry areas, awnings, or other such features no less than seventy (70) percent of their horizontal length on all Ground Floor facades that face Public Ways or the Mystic River. Forty percent (40%) of this activated façade area on the Ground Floor of Building walls along primary and secondary streets shall consist of windows or doors meant for public entry and exit.**

The office and garage elevator entries will be glass. Greater than 70 percent of the Ground Floor façade is allocated to Retail space, the design of which will be subject of a future submission to be reviewed by the city.

- 6.4.7. B.3 Parking Lot Design.**
Refer to Section 9.15 for parking requirements. Parking lots shall avoid large expanses that are unbroken by Buildings or substantial landscaped Open space, as set forth in Section 10.4 of this Ordinance.

The Project does not propose any surface parking lots. All parking spaces located on the Site are located within an enclosed parking garage.

- 6.4.7. B.4 Open Space.**

- 6.4.7. B.4.a Landscaping strips required in parking areas (Article 10) shall not apply to Usable Open Space calculations.**

The Project does not propose any surface parking, therefore there are no landscaping strips.

- 6.4.7. B.4.b Developments are encouraged to make significant contributions to Open Space along the Mystic River adjacent to the ASMD. These contributions shall be designed and developed with special attention to the provision of wildlife habitat and contiguous migration corridors, and to help reduce the level of stormwater runoff into the Mystic River.**

The PUD Preliminary Master Plan approved on December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014 identifies areas within the master plan area that are significant areas of open space adjacent to the Mystic River. Those parks and open space adjacent to the Mystic River have been designed and constructed in coordination with the Massachusetts Department of Conservation and Recreation (DCR) and in conjunction with phases of the development that are adjacent to them so that the design is cohesive with the adjoining uses

6.4.7. B.5 Efficiency of Design.

All Developments within the ASMD in excess of 10,000 square feet shall be required to complete a Leadership in Energy & environmental Design (LEED) worksheet and submit the worksheet to the SPGA with permit application materials. This worksheet shall be considered in evaluating whether a proposed Development meets the applicable standards set forth elsewhere in this Ordinance. However, consistency with the LEED standards shall not be a factor in whether or not to permit a Development.

The Applicant completed a LEED worksheet and included the worksheet in the application booklet. The LEED worksheet reflects current design assumptions and may be revised slightly as design progresses.

6.4.7. B.6 Contributions.

Contributions for Infrastructure and Open Space related to a Development made by an Applicant to the City or its constituent agencies in other agreements or permits shall be credited by the SPGA toward any applicable requirements hereunder for a Special Permit.

As part of the PUD-PMP Approval for the overall project, the Proponent and its development partners have committed to make significant contributions to the City and to the Commonwealth for infrastructure and open space related to the Project and the overall development of the Assembly Square area.

To date, the following contributions have been paid to the City:

- \$1 million for design and construction of Trum Field, Hodgkins-Curtin Park, Harris Playground, Grimmons Playground, North Street Playground, Central Hill Playground, or other municipal purposes, upon execution of an Amended and Restated Assembly Square Development Covenant By and Between Federal Realty Investment Trust, IKEA Property, Inc., City of Somerville, and Somerville Redevelopment Authority and a Master Land Disposition Agreement By and Between Somerville Redevelopment Authority and Federal Realty Investment Trust.
- \$1 million for municipal purposes, upon receipt of a fully vested Certificate of Occupancy for the Assembly Square Marketplace.
- \$250,000 for the study, design and implementation of circulation improvements within and/or affecting Assembly Square area.
- \$250,000 for design and construction of improvements to that portion of the Department of Conservation and Recreation park along the Mystic River abutting the development area.
- \$250,000 for the Somerville Affordable Housing Trust Fund.
- \$100,000 to study the feasibility of a new MBTA Orange Line station at Assembly Square.
- \$100,000 for construction of pedestrian walkways to mitigate traffic in the Assembly Square area.
- \$100,000 to study the feasibility of a Rt. 28 pedestrian crossing/undercarriage.
- \$75,000 for public art to be installed on the Mystic River park.
- \$50,000 for East Somerville neighborhood improvements.
- \$50,000 for Ward 4 neighborhood improvements.
- \$30,000 for the repair of a traffic signal at the intersection Foley St. and Middlesex Ave.
- IKEA contributed \$1 million for municipal purposes upon issuance of a fully vested Special Permit with Site Plan Review – A for the IKEA store.
- IKEA contributed \$100,000 for traffic mitigation and improvements on and near lower Broadway upon issuance of a fully vested Special Permit with Site Plan Review – A for the IKEA store.
- The Owner will contribute \$1 million for municipal purposes upon securing all necessary approvals, authorizations and appropriations for funding pursuant to certain public infrastructure financing programs.

- The Owner will contribute \$600,000 for municipal purposes upon issuance of a building permit for any building that is part of the PUD Preliminary Master Plan, excluding the IKEA store and the Assembly Square Marketplace.

Furthermore, the Proponent has paid \$15 million for the design and construction of the new MBTA Orange Line station at Assembly Square.

The Owner provided \$100,000 to the City for the design of a new Mystic River pedestrian/bicycle connection underneath Route 28 connecting Assembly Square and the Ten Hills neighborhood and funded its construction as part of an up to \$2 million commitment to pedestrian/bicycle/riverfront park enhancements on DCR land. The design, permitting and construction of the walkway are the responsibilities of the City of Somerville and the DCR.

6.4.7. B.7 Loading Spaces.

To the extent possible, loading spaces shall be located away from major Public Ways, the Mystic River and other highly visible locations. Every effort shall be made to incorporate creative design to reduce the negative visual impacts of the Loading space.

In the full-build, loading spaces will be partially within the proposed building and fully screening of such elements from the public way will be achieved.

6.4.8 Development Standards and Design Guidelines for Large Developments

A Large Development in the ASMD shall be regulated as a Planned Unit Development-A (PUD), and the procedures for such Large Development shall be those set forth in Article 16, as augmented by this Subsection. No Large Development shall be permitted in the ASMD under any other provision of this Ordinance except those qualifying for the Priority Development Process. Priority Permitted Uses are not subject to this Section 6.4.8.

The development standards and design guidelines for Large Developments shall be as set forth in this Section 6.4.8. In addition to the submission requirements of Article 16, all applicants for Large Developments must also provide the Special Permit Granting Authority (SPGS) or its designee with the additional submissions listed below in order for any application for the PUD-A Master Plan to be considered complete. Large Developments, which do not qualify as Priority Permitted Uses but are submitted as part of a Priority Development Process, shall also conform to the standards and guidelines set forth in this Section 6.4.8 even though they are not required to be regulated as a PUD-A.

6.4.8. A Traffic Access and Impact Study, including a Transportation Demand Management Plan.

This application contains a section titled “Transportation”. Multiple traffic studies previously prepared by VHB for the Assembly Square Mixed-Use Redevelopment project all were conducted assuming development scenarios for Block 5 that are entirely consistent with that currently proposed. This includes the recently prepared 2014 Traffic Impact and Access Study for the nearby Block 11A development. That evaluation contained analysis of the full build-out of the Assembly Square Mixed-Use Redevelopment, including the current Block 5B proposal, which considered changes planned in conjunction with the Block 11A development at key locations on Grand Union Boulevard. Accordingly, in the absence of any notable changes to the development proposal, trip generation or surrounding transportation network an updated traffic analysis should not be required beyond that presented in the Transportation section. With the Block 5B trip generation being consistent with previous proposals, trip distribution remaining unchanged, and the completion of nearby roadway improvements associated with the overall Assembly Square Mixed-Use Redevelopment project, the Block 5 development should not significantly impact traffic conditions in the area. The new MBTA Orange Line Station opened in September 2014 and should help to further reduce the burden on the roadway network by providing an alternative to visitors wishing to visit Block 5 and the surrounding new development area without having to drive. The study also noted the availability of general Transportation Demand Management (TDM) measures that will be implemented to minimize or lessen the impact of vehicular traffic to an area. Most of the typically benefits associated with a TDM should already inherently be provided at Block 5 due to the mixed-use, transit-oriented environment in which the Project will

be located. The provision of on-site bicycle parking spaces, pedestrian walkways and proximity to public transportation all should help minimize the need for vehicular travel. Combined with other planned bike accommodations within the roadways in and around Assembly Square these measures will help to promote bicycle travel to and from the site. The proximity of Block 5 to the new MBTA Orange Line Station only 400 feet to the east and to existing bus routes along Grand Union Boulevard will help to promote non-vehicular travel to and from the site.

- 6.4.8. B Model. A conceptual three-dimensional scale model of the Master Plan at 20 scale or alternative scale acceptable to the SPGA or its designee. If the proposed development in its entirety consists of no more than one building, the SPGA or its designee has the option of waiving this requirement.**

The Assembly Square Development has already created a conceptual three-dimensional scale model, which can be found within the development. Photos of the conceptual model are included in the application.

- 6.4.8. C Urban Block Plan. The PUD Preliminary Master Plan should reflect a future street grid orientation substantially in conformity with the ASD Plan, and outline street blocks substantially consistent with the average street blocks in the City of Somerville (3.5 acres without streets, 4.5 acres to the middle of streets).**

The PUD Preliminary Master Plan does reflect a street grid orientation substantially in conformity with the ASD Plan. The Site is consistent with other constructed buildings within the street grid. The project area on which the Project sits is the minimum size capable of fitting the building footprint given its shape constraints.

- 6.4.8. D Development Standards. Except for Priority Permitted Uses, all Large Developments shall meet the development standards set forth above in Section 6.4.7.A for Developments, as well as consider the design guidelines set forth above in Section 6.4.7.B. In addition, Large Developments shall be consistent with the following additional standards.**

- 6.4.8. D.1.a, b, c Result in a net reduction in level of service of intersections equivalent to one full letter grade; result in an increase of 10 seconds of delay to a signalized or unsignalized intersection to level-of-service C or lower; or result in a net increase in traffic volumes of 10% or more at an intersection that has an accident history of more than 5 accidents in the last three years for which data is available.**

The Transportation narrative provided as part of this application summarizes the potential traffic impacts associated with the proposed Block 5B building. As noted in that section the trip generation for Block 5B is expected to be comparable to that which was estimated during the original PUD approval process. Other prior traffic studies, including the recent 2014 evaluation for the nearby Block 11A development, all were conducted assuming similar trip generation levels for Block 5. With no notable changes to the Block 5B trip generation and trip distribution, and the implementation of the recent roadway improvements throughout Assembly Square, the Block 5B development should not significantly impact traffic conditions in the area. The new MBTA Assembly Square Orange Line Station opened in September 2014 and should help to further reduce the burden on the roadway network by providing an alternative to visitors wishing to visit Block 5B and the surrounding new development area without having to drive. Accordingly, the vastly improved transportation infrastructure that will be available for Block 5B will readily be able to accommodate the traffic generated by the Project, as well as the other planned uses as part of the overall PUD project area. In the absence of any notable changes to the development proposal, trip generation or surrounding transportation network an updated traffic analysis should not be required beyond that presented in the Transportation section.

- 6.4.8. D.2 Large Retail Projects. Any Large Development in which any single Retail Use is more than 50,000 square feet of gross floor area shall also be deemed a Large Retail Project, except for those Developments qualifying as Priority Permitted Uses, and shall be subject to the following additional standards:**

- 6.4.8. D.2.a Non retail Component.** No Large Retail Project, as defined above, shall be permitted in the ASMD unless permitted as part of a PUDA which includes 1.5 net square feet of non retail uses for every square foot over 50,000 net square feet of Retail Use in the Large Retail Project. For example, a PUD-A with 100,000 square feet of Retail use must also include at least 75,000 square feet of non retail uses.

Details regarding design of ground floor retail uses will be included in a future submission for city review.

- 6.4.8. D.2.b Ground Level Retail Size Cap.** In a Large Retail Project, not more than 50,000 square feet of Gross Floor Area of any single Retail Use shall be located on the Ground Floor of any Building included in the PUD-A.

The proposed Block 5B building does not contain a Large Retail Project.

- 6.4.8. D.3 Landscaping.** A minimum of fifty percent of the Landscaped Area in a new Large Development shall be Usable Open Space. The SPGA shall have final discretion in deciding if land constitutes Open Space for the purposes of determining whether this requirement has been met. The Open Space requirement may be met with land that is part of the Large Development, or with land that is outside of the Large Development area but is located within the ASMD that was not already Usable Open Space, provided that the conditions of paragraph 2 of Section 16.6.1 of the Ordinance relating to public dedication of such usable Open Space are met.

Open Space and Usable Open Space requirements within the Assembly Square Mixed Use District are 25% and 12.5% respectively. The Preliminary Master Plan approved by the Planning Board on December 14, 2006 and amended on August 5, 2010 and again on June 19, 2014, provides that the Open Space and Usable Open Space requirements may be met in the aggregate over the entire PUD area without each individual parcel being required to meet the otherwise applicable standards. In order to arrange the Open Space and Usable Open Space in the most appropriate way, some parcels within the PUD area may exceed the open space requirements, while others may, within their individual property lines, contain less than the otherwise prescribed open space area. The Master Plan strives to locate the open space in proximity to the water and in aggregated areas that provide connection from the development to the water. As such, the majority of the open space within the PUD is located closer to the water.

The total land area within the Master Plan is approximately 2.67 million square feet. The proposed configuration of the full-build Block 5 building was anticipated at the time of the last PUD Amendment. As a result, the amount of Open Space and Usable Open Space within the Master Plan has increased from the previously reviewed PUD at 28.5%, and the Usable Open Space at 22.2%.

The total area of the proposed Block 5B building project area is approximately 71,952 square feet. The area of Open Space on the full-build Block 5 building site is anticipated to be approximately 11,805 square feet. The area of Usable Open Space on the full-build Block 5 building site is anticipated to be approximately 7,042 square feet. Therefore, Open Space is 16.4% of the total proposed Block 5B building project area and Usable Open Space is 9.8% of the total proposed Site.

- 6.4.8. E Design Guidelines.** In addition to the design guidelines set forth in Section 6.4.7 for Developments, the SPGA shall also consider the following additional guidelines in their review of Large Developments as part of a PUD-A or as part of a Priority Development Process to the extent such Large Developments are not Priority Permitted Uses. These guidelines augment Article 16 guidelines. These guidelines are intended to serve as a general basis for the SPGA and Applicant alike to discuss the design merits of a Development, but are not intended to inhibit design creativity when the application otherwise conforms to all other substantive review criteria. These guidelines are not intended to discourage innovative architectural design solutions. Rather, they provide general standards for the massing, sitting and articulation of Buildings for developers and architects to work from.

They also provide parameters for dialogue between the Applicant and SPGA on design issues:

6.4.8. E.1 Structured Parking. Due to the size and scope of Large Developments, every effort shall be made to provide as much parking as possible underground and/or in structures. Refer to Section 9.15 for parking requirements.

Above ground structured parking is provided for the office and retail spaces. Storage for a 36 bicycles is located within dedicated secured spaces distributed within the garage.

**ARTICLE 16: SPECIAL PERMITS, SPECIAL PERMITS WITH SITE PLAN
REVIEW, SITE PLAN APPROVAL AND VARIANCES**

16.8.3. PUD Final Level Application

The scope of the proposed Block 5 building application is in conformance with the previously approved Master Plan.

16.12 Denial Letter

After submission of the initial Preliminary Master Plan application, no further denial letter shall be required for modifications to, or phases of, the Master plan, or for any permit application (including an SPSR-A) related to the PUD.

PLANNED UNIT DEVELOPMENT PRELIMINARY MASTER PLAN (PMP) **APPROVAL CONDITIONS**

The following represents the applicable conditions listed in *Appendix E: Assembly Square PMP Revision 05-2014: Conditions* within the Planning Board Decision for the Amended PUD-PMP from June 2014. Applicable conditions shown below are those that reference SPSR-A within the Timeframe for Compliance.

Condition 3.1: Applicant shall submit revised attachments and updated amendments (based upon design changes in this amendment) to the Long Term Maintenance Agreement to be reviewed and approved by City Staff. The Agreement will provide for the Proponent's commitments to the City relative to maintenance of the elements of the public right of ways including sidewalk treatments, street trees, landscaping, finishes, street furniture and other amenities. The City will not maintain anything that is not consistent with City standard, unless otherwise approved by the City Engineer. [Timeframe for Completion: Prior to BP of Blocks 5,6,7,8,9,11 whichever is first.]

The Owner/Applicant will continue to work with the City to revise and update the Long Term Maintenance Agreement as the second phase of blocks begin construction.

Condition 3.2: Applicant shall submit a revised Easement Agreement, based upon design changes in this amendment (originally entered into as of Nov 29, 2012) to be reviewed by the City. [Timeframe for Completion: Prior to BP of Blocks 5,6,7,8,9,11 whichever is first.]

The Owner/Applicant will continue to work with the City to revise Easement Agreement as the second phase of blocks begin construction.

Condition 4: Pursuant to #3 above, design of sidewalk treatments, street trees, landscaping, finishes, street furniture and other amenities that are to be maintained by the Applicant will not be subject to City approval but shall be submitted to the City Engineer and Planning Director for comment.

The sidewalk treatments, street trees, landscaping, finishes, and street furniture are included with this application and can be found on the Site Plans and Details. They are included for City comment.

Condition 5: Applicant will work with the City to develop the long term maintenance agreement for the Usable Open Space as required in Article 17 of the SZO. The agreement shall specify the requirements for public access and private maintenance of usable open space in the plan, as required by the SZO. The applicant shall build out and maintain all of the open space and allow public access to all of the usable open space in the plan as required by the SZO. The applicant will submit 100% construction plans for open space to the City for review and comment. [Timeframe for Completion: Prior to Approval of first SPSR-A]

At this time, the City and the Owner/Applicant have executed a maintenance agreement for the usable open space.

Condition 5.1: Applicant shall submit revised attachments and updated amendments to the long term maintenance for the Usable Open Space agreement to be reviewed and approved by the City Staff. The new green space on Block 11 shall be included in a new or amended Usable Open Space agreement. [Timeframe for Completion: Prior to CO of Blocks 5,6,7,8,9,11 whichever is first.]

The Owner/Applicant will continue to work with the City to revise and update the long term maintenance

for the Usable Open Space agreement as the second phase of blocks begin to open.

Condition 6: The applicant will submit a plan amendment to subdivide all public roadway right of way from development blocks, to be approved by the Planning Board per the SZO, and filed with the Middlesex South Registry of Deeds. Any minor plan changes to this initial subdivision will be reviewed for approval by the Planning Director and Director of Traffic and Parking as a minor plan change. [Timeframe for Completion: Prior to 1st SPSR-A for mixed use area]

The Owner/Applicant filed the plan 'Subdivision Plan of Land in Somerville, Massachusetts' dated November 18, 2011. Middlesex Registry of Deeds, Southern District Registry Plan No. 880 of 2011, recorded 12-28-2011.

Condition 10.1: Applicant shall review parking supply and demand data with the Traffic and Parking Division and Planning Division staff on an annual basis. Based on the data, the Applicant shall work with the Planning Division staff in circumstances where parking is not being used, to encourage shared parking for uses within the same structures and uses on other blocks in the development site. [Timeframe for Completion: Addressed with each SPSR-A application]

The Owner/Applicant will work with the Traffic and Parking Division and Planning Division staff to comply with this condition.

Condition 11.1: Prior to occupancy of office uses within any development block, the Applicant shall submit for review and comment by the Planning staff, a Transportation Demand Management Plan designed to minimize the amount of parking demand associated with the development, reduce single-occupant vehicle trips in and around Somerville, and encourage a transportation mode split where 50% of trips are made by walking, bicycling, or public transportation. The TDM plan shall consider commitments to the implementation of automobile trip reduction measures including, but not limited to, the following:

- Ride-sharing incentives, matching services, and information dissemination
- Facilities for cyclists, including long-term bicycle storage and showers
- Preferential parking location for high-occupancy vehicles (carpools & vanpools)
- Mass-Transit information dissemination
- Incentives and/or direct subsidies for Hubway memberships and/or MBTA passes
- Direct links or pedestrian connections to mass transit stations
- Flexible working hours
- Telecommuting
- Shuttle services

The Owner / Applicant will work with the Traffic and Parking Division and Planning Division staff to comply with this condition.

Condition 14: Applicant shall work with the MBTA and the City of Somerville to identify and provide the necessary roadway/infrastructure for a bus route through the site to provide safe and convenient access to the MBTA Station, the Assembly Row neighborhood including Baxter Park, Partners and the Marketplace. Applicant shall design, construct, and/or reconstruct up to 8 accessible bus stops (4 in each direction) within and surrounding Blocks 1,2,3,4,5,6,7,8,11 per MBTA's Bus Design Guidelines. Up to 1 stop in each direction must provide for a layover location. Plans for the right of way development shall not preclude having a bus stop at Assembly Square 'T'

Station. Any change to the roadway plans to provide bus stops, including the removal of on-street parking spaces, shall require approval of the City Engineer and Planning Director. *[Timeframe for Completion: Not Given]*

The Owner/Applicant continues to work with the City and the MBTA to identify bus routes and stops.

Condition 15: Applicant shall not oppose the City renaming the portion of Great River Road that is parallel to the railroad tracks pursuant to Section 12.1 and 2-309.5 of the Code of Ordinances. Street names that are the same or similar to names already in use in Somerville shall not be permitted. *[Timeframe for Completion: Prior to opening of Block 6].*

The Owner/Applicant does not oppose renaming the addressed portion of Grand Union Boulevard.

Condition 15.2: The applicant shall provide short term bicycle parking spots in quantities and locations consistent with the requirements of the SZO. Bicycle parking on the sidewalk shall be provided as follows unless the City Staff waive the requirements based on a technical limitation to a location. Bike parking on the sidewalk should be within 50' of each entrance with a minimum of 1 spot per 40,000 sf; OR 19% of the bicycle parking shall be provided within 50' of the main egress point of the building, whichever is greater. Short term bicycle parking not accommodated directly at the entrance must be easily visible or clearly signed in parking garage. Public covered long term bike parking within the garage or bicycle room must be provided at ground level and signed from public entrance. At least half of racks must conform to standard city design guidelines, while the other half of long term may be hanging type bicycle storage. *[Timeframe for Completion: Continuous].*

The Owner/Applicant will provide storage the 36 bicycles located within dedicated secured spaces in the first floor loading area

Condition 25: All SPSR-A submissions shall include profiles of the proposed sewer system. Applicant must ensure that there are no conflicts with other proposed utilities. *[Timeframe for Completion: Addressed with each SPSR-A]*

Profiles of the proposed sewer system have been reviewed and approved by the City Engineer.

Condition 26: Applicant shall submit details of proposed pipe materials for review and approval during each SPSR-A process. *[Timeframe for Completion: Addressed with each SPSR-A]*

Details of the proposed pipe materials have been reviewed and approved by the City Engineer.

Condition 36: Applicant shall provide a detailed soil erosion control plan prior to construction of roadways and/or utilities. Soil erosion plans shall also be required with each SPSR-A application. *[Timeframe for Completion: Prior to trench permit for roadway construction and/or SPSR-A]*

An erosion control plan and details have been included in this application. This condition is not applicable to the proposed Block 5B Project. Soil erosion control will be addressed in a future submission regarding both utility and roadway construction for city review.

Condition 39.2: Design Guidelines for Blocks 5, 7, 8, phase 2 of Block 11 shall be reviewed by the DRC and reviewed and approved by the Planning Board prior to the Planning Staff entertaining the

SPSR-A applications for these blocks. [Timeframe for Completion: Prior to SPSR-A submission for Blocks 5, 7, 8, Phase II of Block 11].

A revised design guideline for Block 5 was provided in the previous submission for Block 5 on January 7, 2015 and was reviewed by the City.

Condition 47: As part of each site plan review submittal, the Applicant shall calculations showing that the percentage of open space and usable open space meets the zoning requirement for a PUD-A within the ASMD. [Timeframe for Completion: Addressed with each SPSR-A application]

A Revised Amended PMP – Assembly Row PUD open space plan is provided in this application.

Condition 62: The applicant shall use reasonable efforts to secure LEED-ND approval for the project. [Timeframe for Completion: Prior to CO for first development in Mixed Use area]

The Owner/Applicant is considering a LEED-ND application for the mixed-use project.

Condition 63: Each individual building or block must provide interior disposal and storage systems for trash and recycling. These systems must be detailed in the SPSR-A applications. [Timeframe for Completion: Addressed with each SPSR-A application]

The design plans of the proposed Block 5B building, provided within this application, include areas for interior disposal and storage systems for trash and recycling.

Condition 65: Applicant shall provide street lights that meet City standards on all public streets where lights are to be maintained by the City.

The Owner/Applicant is providing street lights on all three public sides of Block 5B that will be in conformance with City standards. The type and locations are consistent with the rest of Assembly Row.

Condition 65.1: The Applicant shall provide the City's Department of Lights and Lines with 24 hour access to the street light control cabinets located in each block. [Timeframe for Completion: Addressed with each SPSR-A application]

The Owner/Applicant will provide Lights and Lines with 24 hour access to the light control cabinet located in Block 5.

Condition 65.2: The applicant shall request addresses for each Block of PMP from the Engineering Department prior to applying for a Special Permit with Site Plan Review. [Timeframe for Completion: Addressed with each SPSR-A application]

The Owner/Applicant has requested street addresses from the Engineering Department for both the office components of Block 5B. The retail components will request and be assigned addresses at a later date.

Condition 66: SPSR-A applications under the PMP shall include information required to ensure compliance with this PMP decision, including but not limited to information noted as required in the findings (Appendix A, S, C and D). [Timeframe for Completion: Addressed with each SPSR-A application]

Compliance with conditions and appendices is provided in applicable sections of this Zoning Compliance Narrative.

Condition 67: The applicant has identified in the zoning analysis for Section 6.4.7B the process by which the design guidelines may be used to review SPSR-A applications. The applicant, or successors and assigns, shall submit proposals for SPSR-A that are consistent with these design guidelines. The SPSR-A application shall identify any deviation between the guidelines and the submission and explain the need for these differences. The DRC and Planning Board will determine if the proposed solution is within the spirit of the guidelines. If not, an amendment to the PMP may be required. All SPSR-A submissions shall meet or exceed the minimum acceptable standard of quality identified in the design guidelines. [*Timeframe for Completion: Addressed with each SPSR-A application*]

See previous sections of this Zoning Compliance Narrative and applicable sections of this application.

Condition 70: The applicant shall meet the obligations required by Article 13 and Article 15 of the SZO, as modified by a certain Amended and Restated Assembly Square Development Covenant dated December 14, 2006 by and between Federal Realty Investment Trust, IKEA Property, Inc., the City of Somerville, and the Somerville Redevelopment Authority, as amended by First, Second and Third Amendments, and as further amended from time to time. [*Timeframe for Completion: Addressed with each SPSR-A application*]

The Applicant for the proposed Block 5 building has been coordinating review of an Inclusionary Housing Implementation Plan as required by Article 13 Inclusionary Housing of the SZO. Project contributions associated with the ground floor retail uses are provided within the PUD-PMP submissions.