

May 13, 2008

Laurence R. Pizer, Town Clerk
Town of Plymouth
11 Lincoln Street
Plymouth, MA 02360

**RE: GRANTING OF MASTER CONCEPT PLAN SPECIAL PERMIT FOR RIVER
RUN, PLANNING BOARD FILE NO. B542 MP**

Dear Mr. Pizer:

In exercise of its discretionary powers, after a public hearing held on March 10, 2008, continued to March 31, 2008, April 14, 2008, and May 5, 2008 and concluded on that date, the Plymouth Planning Board (Messrs. MacGregor, Garrett, Grandy and McAlduff) voted unanimously on May 5, 2008 to GRANT the Petition of ADM AGAWAM DEVELOPMENT LLC (the "Petitioner") for (i) Master Concept Plan Special Permit for a Traditional Rural Village Development ("TRVD")(including Intended Uses set forth in a letter to the Director of Inspectional Services dated November 29, 2007) per Section 205-72 of the Zoning By-Law of the Town of Plymouth (the "Zoning By-Law"), (ii) a Special Permit for Inclusionary Housing per Section 205-71 of the Zoning Bylaw, and various waivers and (iii) other relief as described herein on property of Petitioner located on and off Wareham and Bourne Roads in Plymouth, Massachusetts and shown as Map 111, Lots 1C-9 & 1C-12; Map 114, Lot 5; Map 114, Lots 7 and 8 [a/k/a Lot 7Z]; Map 115, Lots 1B, 1-1 thru 1-51; Map 116, Lots 4-3 thru 4-15; Map 117, Lots 4A, 4-16 thru 4-36; and Map 120, Lots 1-255, 1-273A thru 1-276A, 1-265 thru 1-272 of the Assessors' Plats dated January 1, 2007 in a Rural Residential Zone identified in the Petitioner's filing as a Rural Residential Receiving Area (the "Project Site").

Petitioner/Owner:	ADM AGAWAM DEVELOPMENT LLC
Case No.	B542 MP
Project Name:	River Run
Title Reference:	Book 33354, Page 194-202
Date of Public Hearing:	March 10, 2008, continued to March 31, 2008, April 14, 2008 and May 5, 2008 and concluded on that date.

The purpose of the Petition (as defined herein) is to adopt a master plan filed with the Planning Board (collectively with accompanying figures as shown in the Petition, the "Master Plan"), for a TRVD for the Project Site,

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

which Master Plan is on file with the Planning Board and to seek the other approvals and waivers described in Section II hereof.

SECTION I - PROJECT DESCRIPTION AND HISTORY

A. River Run

River Run (the “Project”) is designed as a traditional rural village community comprised of up to 1,175 new dwelling units (based on the anticipated Base Density and Transfer of Development Rights, as more fully described in the Petition and herein), up to 60,000 square feet of commercial space, a community recreational facility not to exceed 75,000 square feet, and related accessory uses including structures necessary to supply appropriate utility and emergency services, including a wastewater treatment facility and water storage facility (collectively, the “Intended Uses”), and in addition to the Intended Uses potential municipal educational, recreational and public safety uses. The Project Site is 959± acres in size and is bisected by approximately two miles of Wareham Road and is generally bounded by the Wareham Town boundary to the south, Bourne Road and White Island Pond to the east, the Agawam River and undeveloped land to the west, and residential uses near Halfway Pond Road to the north.

The Project is intended to include a mixture of housing types (including single-family homes, multi-family homes, town homes, apartments, and an assisted living facility as described in more detail on Page I-5 of Volume I of the Petition (as defined herein), including affordable and work-force housing components, along with significant open space, fitness/recreation trails, clubhouse for residents, and commercial/retail uses to serve the residents and surrounding community. In addition, River Run is intended to include up to 60,000 square feet of community based retail, office and service uses and a community recreational facility not to exceed 75,000 square feet, providing recreational and community programs, with such facility to be located in the Village Mixed-Use Area. A private wastewater treatment facility and water supply system will also be developed with full capacity to support the residential and commercial uses at River Run. Further, the Project will include significant amounts of permanently protected open space (i.e. a minimum of 390 acres) within the RRRA as more fully described in the Petition.

B. Zoning History

The Project Site is located within Plymouth’s Rural Residential (“RR”) Zoning District and portions of the Project Site are located within the Aquifer Protection Overlay District and the Buttermilk Bay Overlay District. Pursuant to a vote of the Planning Board on October 29, 2007, the Project Site was designated as a Rural Residential Receiving Area (“RRRA”), with a base density of 336 dwelling units (the “Base Density”). The Project Site is eligible to receive Development Rights from Sending Parcels within the RR zoning district pursuant to Section 205-70 of the Zoning By-Law regarding Transfer of Development Rights (“TDR”). To wit, 248 Certificates of Transferable Development Rights were approved by votes of the Planning Board on November 20, 2006 and October 29, 2007 for potential transfer from Sending Parcels within the RR district to the Project Site under Section 205-70 of the Zoning By-Law. It is anticipated that additional Certificates of Transferable Development Rights may be identified (outside the RRRA) and used, in addition to the Base Density, to develop the Project.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

C. Filing

The Petitioner has filed the following in support of the Petition:

- TRVD Special Permit application form.
- Three (3) volume narrative with appendices, dated February, 2008 and prepared by Vanasse, Hangen & Brustlin, Inc. of Watertown, Massachusetts entitled “Traditional Rural Village Development Special Permit Application, River Run, Plymouth, Massachusetts.”
- Materials submitted at various public hearings:
 - Design Examples for Village and Residential Use Areas prepared by Apagnolo Gisness & Associates, Inc. received by the Planning Board on April 14, 2008;
 - PowerPoint Slides from all hearings entitled “River Run, Presentation to the Plymouth Planning Board, March 10, 2008, March 31, 2008, April 14, 2008, and May 5, 2008.”
- Updated Figure 1.4 as received by the Planning Board on May 2, 2008.
- Master Concept Trail Plan, dated as of May 1, 2008.
- River Run Affordable Housing by Phase Table, dated as of January 20, 2008.
- January 29, 2008 correspondence RE: “Proposed Water Supply System for Wareham Road Mixed Use Development” from AD Makepeace to Roger Hammond, DPW Director.
- Letter from Curtis Quitzau, PE, of Vanasse Hangen Brustlin, Inc. certifying the plans and documents contained within the River Run filing, dated April 9, 2008.
- Letters from Jeff Dirk of Vanasse & Associates dated April 9, 2008 to Lee Hartmann, Director of Planning & Development, regarding traffic patterns; dated February 14, 2008 regarding certification of the Traffic Impact Assessment contained within the River Run filing; dated March 4, 2008 regarding refinements to the Traffic Impact Assessment; dated April 28, 2008 regarding Belluche comments; dated May 2, 2008 regarding traffic calming.
- TRVD Rules & Regulations, as prepared by Curtis Quitzau, P.E. of Vanasse, Hangen & Brustlin, Inc.

The above are collectively referred to herein as the “Petition”.

SECTION II- REQUEST

The Petitioner requests the following:

A. Master Concept Plan Special Permit

The Petitioner requests a Master Concept Plan Special Permit for a TRVD for land within a RRRA, subject to the criteria set forth in Sections 205-72 and 205-9(B) and the environmental design conditions and standards set forth in Section 205-9(C).

B. Inclusionary Housing Special Permit

The Petitioner requests a Special Permit and associated waivers, pursuant to Section 205-71.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

C. Waivers

As permitted by Section 205-72 of the Zoning By-Law, the Petitioner requests waivers (further described in the Petition) from Section 205-9(C)(3)(a) relating to the scale of the Master Plan; Section 205-9(C)(3)(b) relating to contour plans; Section 205-9(C)(3)(c) relating to aerial photographs; Section 205-9(C)(3)(d) relating to required submittals; Section 205-9(C)(3)(f) relating to planting proposals and easements.

D. Other Waivers

As described above, the water supply system for the Project will include an elevated storage facility to be located in the northeast portion of the Project Site and anticipated to be built as part of the early phases of the Project. Section 205-72(F) of the Zoning By-Law provides that the bulk and dimensional controls applicable to lots, buildings and structures within a TRVD shall be as described in the Master Plan. The Petitioner therefore requests approval of the height (130 feet) of such elevated water storage facility in this Decision.

SECTION III- FINDINGS

The Plymouth Planning Board (the “Planning Board”) finds the following facts:

A. Compliance with Town of Plymouth Comprehensive Master Plan

Priority Goals

The Comprehensive Master Plan of the Town of Plymouth (the “Town’s Master Plan”) establishes six (6) fundamental priority goals. As more fully set forth below, the Project fully complies with the fundamental goals of the Master Plan.

The following is a brief summary of how this proposal complies with the priorities and goals of Town’s Master Plan.

River Run...

- Includes a walkable village center
- Directs growth to only 400 acres of the land owned by Petitioner
- Protects wildlife and priority habitat
- Utilizes private infrastructure with Town

CONTROL SPRAWL

Approach: Control sprawl by guiding future growth to Town-designated growth areas and by restricting development in areas with priority natural resources. Focus infrastructure spending within the growth areas and avoid extension of new municipal infrastructure outside the village and commercial/industrial growth areas. Infrastructure investment in growth areas shall include investment in water/sewer facilities to accommodate increased density. Invest in the transportation network that serves the Village Centers and provides a convenient and reliable alternative to automobile use.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

control of future service area expansions

- Includes a modest but economically positive commercial component
- Maintains the Town's agricultural opportunities in the form of the cranberry industry, an important component of Plymouth's overall economy

ENCOURAGE ECONOMIC DEVELOPMENT

Approach: Encourage new commercial development through expanded commercial zones. Significantly enhance the tourism industry by investing resources in new tourist attractions and accommodations, especially along the waterfront, and by developing a single entity to coordinate tourism initiatives and promote Plymouth as a travel destination. Encourage redevelopment of major opportunity sites.

- Includes private infrastructure
- Provides affordable housing

BALANCE COSTS AND GROWTH

Approach: Limit extension of infrastructure into rural areas and encourage compact development. Encourage construction of housing which is less costly to service than single family residences on large lots.

- Protects the Agawam River corridor
- Preserves cranberry bogs (important visual icons of Plymouth's historic semi-rural character)

PRESERVE CHARACTER

Approach: Preserve and promote historic resources so that Plymouth's rich history is more readable in the environment. Create a coalition of the historic preservation groups in Plymouth and work with groups to create a coordinated approach to the preservation and marketing of Plymouth's historic resources. Preserve scenic roads and encourage compatible design in Village Centers and near historic resources.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

- Substantial acres of Pine Barren habitat will be preserved and managed
- Significant acres of open space will be set-aside
- With the adoption of the TRVD Bylaw (as defined herein), the Town, the property owner and the environmental community worked closely to create a project that protects priority resources
- Includes a centralized wastewater treatment facility

PROTECT ENVIRONMENT

Approach: Restrict development in areas with valuable natural resources. Work collaboratively with private and nonprofit entities to preserve priority resources with a focus on areas of greatest environmental sensitivity, including rare species habitats and Pine Barren forests. Develop a program of transferable development rights (TDR). Mitigate stormwater discharges into wetlands, ponds, and coastal waters. Prevent degradation of groundwater and surface water from inappropriate land use. Pursue wastewater planning. Pursue wildlife management planning.

- Provides public access to waterways
- A proposed community recreational facility will be constructed within the Village Mixed-Use Area
- Land will be made available for municipal and public recreation facilities.
- Includes publicly accessible walking trails

IMPROVE QUALITY OF LIFE

Approach: Expand coastal and pond access, increase recreation options, improve the appearance and vitality of Village Centers, and increase the number and variety of cultural venues.

Based on the foregoing and as indicated below, the Project complies with the specific goals of the Town's Master Plan:

1. Land Use/Development Patterns

- Create pleasant, safe, and desirable residential neighborhoods, village centers, commercial, and industrial areas with an emphasis on fostering a sense of community for residents and property owners.
- Use incentives and land use controls to prevent conversion of open lands and discourage sprawling patterns of development.
- Support a balanced and sustainable mix of housing, shopping, and employment opportunities, community and cultural facilities, and natural systems.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

2. Open Space

- Increase the supply of well-maintained public and private permanent open space.
- Increase public access to open space, including coastal and inland water bodies, in locations where public access will not adversely impact the protection of priority natural resources.
- Set aside large tracts of permanently-protected, contiguous open spaces linked via trails and open space corridors.
- Preserve open space parcels within or near every village and residential neighborhood.

3. Recreation

- Increase the supply and accessibility of active and passive recreational facilities throughout town.
- Maintain existing and develop new recreational facilities for residents and visitors.
- Increase access to water-related recreation facilities.

4. Environmental Protection/Natural Resources

- Protect natural and scenic features, including air, land, plant, wildlife, and water resources, and improve their conditions. Preserve the town's scenic beauty.
- Encourage and support energy, water, and soil conservation by residents, businesses, and governmental agencies.
- Minimize pollution.
- Protect wildlife habitats from growth pressures.
- Protect drinking water quality.

5. Village Centers

- Plan infrastructure to support growth, including parking, walkable streets, and neighborhood-scaled open space.

6. Transportation

- Maintain automobile, pedestrian, and bicycle routes throughout town to ensure safety and attractiveness.
- Reduce dependence on the private automobile by building community facilities and services.
- Minimize road expansion.

7. Housing

- Provide housing choices for various age and income groups, with housing for different age and income groups located throughout town.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

8. History and Cultural Resources

- Recognize, preserve, and enhance the historic and cultural heritage of Plymouth and the surrounding region.¹

9. Public Facilities and Services

- By providing on-site, privately owned and operated infrastructure facilities, lessen the burden on public facilities.

10. Economic Development

- Create and sustain adequate organizational and resource capacity in the town to implement long term economic development strategies.²

B. Compliance with Section 205-72 (the “TRVD Bylaw”)

1. Purpose

The purpose of the TRVD Bylaw is to allow an alternative form of land use development consistent with the design principles of “traditional” neighborhoods and villages. This purpose is accomplished by the Project which, by creating a variety of different traditional neighborhoods and a small-scale downtown village, achieves a diverse variety of land uses (ranging from dwelling units to retail, restaurant, community facilities, and active and passive open space) within close proximity to one another enabling many of the daily needs of people in the area to be met in one place.

2. Goals

The Project achieves the goals of the TRVD Bylaw by locating residential areas within the Project Site in close proximity to the Village Mixed-Use Area so that residents of the Project may engage in many of their daily activities within walking distance of their homes. To further facilitate this type of pedestrian connectivity, the Project will provide dedicated walking/bicycle trails and/or sidewalks linking various areas of the Project to one another and to the Village Mixed-Use Area. Additionally, as suggested by the TRVD Bylaw, the Project is designed to provide a wide variety of housing types at various price points, including single family and multi-family homes, townhouses and apartment dwellings, an assisted-living facility, and work places to facilitate the creation of an authentic village community. Lastly, the Project complies with the third goal of the TRVD Bylaw to preserve natural features and minimize development envelopes designing portions of the Project in cluster-style, low-impact development, as further described in these findings.

¹ The preservation of cranberry bogs and cranberry farming supports this goal.

² AD Makepeace contributed substantial funds over a multi-year period to the Department of Planning and Development to help support the Town in implementing various long-term development and planning activities.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

3. Requirements

As required by Section 205-72 of the Zoning By-Law, the Project consists of four (4) Use Areas: a Conservancy Area (“CA”), Residential Areas (“RAs”), Village Residential Areas (“VRAs”), and a Village Mixed-Use Area (“VMA”). Each Use Area is depicted in a general manner in the Master Plan, Volume I, Figure 1.4 “Master Concept Plan.”, as updated as of May 2, 2008.

In accordance with 205-72(J), the Petitioner has submitted to the Planning Board (and the Planning Board has separately adopted) modifications to the Subdivision Rules and Regulations that will apply to and govern development in the TRVD. These modifications are appropriate given the size and design of the Project and in a case such as this Project where impacts to the natural environment have been heavily examined and the Project’s design seeks to minimize these impacts. Further, the proposed modifications do not derogate from the intent and goals of Section 205-72 of the Zoning By-Law.

C. Compliance with Environmental Design Conditions applicable to Special Permits under Section 205-9(C)(4)

The Project is designed in accordance with the Environmental Design Conditions of Section 205-9(C)(4) by minimizing, where possible, the disruption of existing natural features, clustering uses to promote the preservation of significant areas of protected open space, and including a variety of uses and structures that are compatible with the design and character of the surrounding area and the Town of Plymouth. The Project complies with each specific Environmental Design criteria as follows:

1. Natural Features Conservation.

In accordance with the requirements of Section 205-9(C)(4)(a), disruption of existing site features has been kept to a practical minimum and the Master Plan of the Project Site has been designed such that contours resemble the natural characteristics of the Project Site. While disruption is necessary within the development areas, the Project is designed to preserve valuable natural resources on the Project Site, such as significant buffers to the Agawam River corridor and wetlands resources. Further, portions of the Project are designed as a cluster-style development providing significant amounts of open space. The Project is designed to include a Conservancy Area, comprised of the open space components of the Project Site (and more fully depicted on Figure 1.4, dated as of May 2, 2008, of the Petition, dated as of May 2, 2008), which will provide permanently protected open space, through the use of conservation restrictions on the Sending Areas, and recreational opportunities, including public walking trails. Further, ADM has been working with the Massachusetts Department of Fisheries and Wildlife’s Natural Heritage and Endangered Species Program (“NHESP”) to identify the rare species habitat areas within and around the Project Site that will be permanently protected from future development. In addition to the conservation restrictions placed on parcels identified as Sending Areas, additional acreage may be placed under a conservation restriction as a result of

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

mitigation commitments resulting from requirements of a Conservation Management Permit from the NHESP. Proposed bicycle and walking trails will utilize existing bog access roads, to the extent feasible, throughout the Project Site to reduce impacts on the existing landscape, in keeping with the Master Concept Trail Plan. Water quality will be enhanced by the high quality of wastewater treatment proposed by the Project which provides the best protection of environmental and water resources for the Project. Natural contours and existing vegetation will be preserved, to the extent feasible, through the Design Guidelines (as defined herein) within the development areas. Predominant wildlife corridors are minimally impacted by the Project as depicted in Volume II of the Master Plan (Appendix 3).

2. Relation to Surroundings

The design of the Project, including the location, scale and characteristics of the uses and design and siting of structures, is in harmony with surrounding properties and land uses in accordance with the requirements of Section 205-9(C)(4)(b). The area surrounding the Project Site is predominated by open space and residential neighborhoods with Bourne Road and White Island Pond to the east, the Agawam River and undeveloped land to the west, and residential uses near Halfway Pond Road to the north. The Project has been designed to complement the uses of the neighboring parcels and incorporates significant amounts of open space, including active and passive open space areas, waterways and cranberry bogs. Further, the design of certain residential components of the Project is focused in clusters, in accordance with the goals of the TRVD Bylaw, to simulate a traditional rural village, similar to the neighborhoods surrounding the Project Site.

3. Vehicular and Pedestrian Circulation.

In accordance with the requirements of Section 205-9(C)(4)(c), the Project's vehicular and pedestrian circulation system is thoughtfully designed with respect to the characteristics and nature of the Project Site and the circulation network provides a clear and efficient system for wayfinding through and around the Project Site.

Vehicular circulation through the Project Site is designed to be provided via the Bourne Road Connector, which will connect Bourne Road to Wareham Road, providing efficient circulation through the Project Site and a by-pass for traffic that currently uses the unpaved portions of Wareham Road north of the Project Site to reach Halfway Pond Road. In addition to the Bourne Road Connector, direct access within the Project is to be provided by way of a series of new roadways that will intersect with (a) the current alignment of Wareham Road at several locations and with (b) the Bourne Road Connector at several locations. The new neighborhood roadways and drives will be privately-owned and maintained.

Pedestrian and bicycle circulation throughout the Project Site will be accommodated via nature trails and sidewalks, designed to encourage pedestrian and bicycle, rather than vehicular, movement within the Project Site. This network will provide access to various points of interest within the Project Site, including the Village Mixed-Use Area, recreational areas and

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

scenic vistas, in addition to linking to existing and potential future off-site, public open space areas and trails. The specific design of trails will be submitted with individual Use Area Plans in future phases; however, the Master Concept Trail Plan is incorporated as a reference to show the intended trails. The trails will be designed to respect the natural characteristics of the Project Site and will typically be surfaced with natural materials, such as bark chips, gravel, or stone dust to blend with the surrounding areas.

4. Siting of Structures

In accordance with the requirements of Section 205-9(C)(4)(d), the overall design of the Project is such that building locations and roadways will work in concert with the topography by following existing land features thereby minimizing disruption of the topography. For example, to the extent practical, in the Residential Areas, neighborhoods with single-family homes will be designed such that the homes will be set back from the roadway allowing preservation of existing trees and mature landscape vegetation. Further, by preserving naturally formed depressions and utilizing existing contours in the topography, the Project's design facilitates the use of natural surface contours to manage drainage in these sandy soils. As each Use Area Plan is developed, the design of each area and the location of buildings therein will follow these general design patterns and principles thereby further reducing the disruption of the natural landscape and facilitating natural stormwater flows.

5. Design of Structures

While design of individual buildings will be reviewed during administrative site plan approval of or within each Use Area Plan, the overall design of the Project will provide for construction of buildings which are of a high design and construction quality, created to be compatible with the design of structures in the surrounding area and the Town of Plymouth, in accordance with Section 205-9(C)(4)(e). While maintaining compatibility with the character of southeastern New England towns, the Project will provide a wide-variety of architectural styles for different uses and differing types of residential dwellings. The Project's architecture will seek to find a balance between local and traditional forms in the area and the agrarian nature of the Project Site.

6. Surface Water Drainage

In accordance with Section 205-9(C)(4)(f), the Project is designed to minimize the impact to the natural environment and to promote natural drainage on the Project Site by incorporating roadway designs that follow the existing topography and utilizing naturally existing depressions as an alternative to constructing areas to hold and dispose of stormwater where possible.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

7. Utilities

In accordance with Section 205-9(C)(4)(g), the Project, as shown in Figure 5.1 of the Petition, is designed such that all utility lines (with limited exceptions for certain connection areas, the remote areas of the Project, the water storage facility and the wastewater treatment facility) will be constructed underground and, in a coordinated fashion to minimize the locations where the natural topography must be disturbed to install such utilities.

8. Signs

Signage for the Project will be developed and approved for compliance with an approved Signage Master Plan and the requirements of Section 205-72 of the Zoning By-Law and will be designed to effectively direct residents and guests of the Project Site to appropriate destinations in accordance with Section 205-9(C)(4)(h). Further, the design of such signage will be in harmony with other types of signage found in the neighboring developments and the Town of Plymouth.

9. Other Site Features

While the specific design of service areas, loading areas, mechanical and other support facilities will be reviewed as a component of the administrative site plan approval of or within each Use Area, the Project is generally designed to site and screen such support uses in a way that does not create visual hazards or other nuisances as required by Section 205-9(C)(4)(i). Further, accessory facilities which are located in visible locations are designed to be compatible with their surroundings and enhance the visual character of the space.

D. Other Findings

1. Overlay Districts

Portions of the Project Site are located within the Aquifer Protection (AA) Overlay District and the Buttermilk Bay (BB) Overlay District. The limits of the AA and BB Overlay Districts are as shown on the plans accompanying a letter from the Petitioner to the Director of Inspectional Services dated as of November 29, 2007 (on file with the Director of Inspectional Services and Planning Board). The Intended Uses of the TRVD are allowed in the AA and BB Overlay Districts.

2. Sufficiency of Filing

The Petition, subject to the waivers granted hereby and the conditions included herein, is in accordance with the requirements of the Zoning By-Law, including, without limitation, Section 205-9 (Special Permits), 205-71 (Inclusionary Housing) and 205-72 (TRVD). With specific regard to the requirements of the TRVD Bylaw, the Petition includes a graphic and narrative description of the entire TRVD and depicts, in a general manner, the location, size and

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

boundaries of the TRVD as defined within the RRRRA. Further, the boundaries of the TRVD are designed based on an analysis of the natural features, the man-made features, and the Use Areas of the TRVD. Lastly, the Petition includes a general description of the anticipated phasing of the TRVD.

3. Height of the Water Storage Facility

No separate Special Permit is required from the Zoning Board of Appeals under Section 205-17(I) of the Zoning By-Law, or otherwise, on account of the height of the proposed water storage facility (130 feet), and approval of such height may be granted pursuant to Section 205-72.

4. Waivers

The waivers requested by the Petitioner, as described more fully in the Petition and as set forth in Section II of this Decision, are of high standards and do not violate the intent of the Zoning By-Law. Further, no other waivers are required.

E. Compliance with the Necessary Conditions of Section 205-9(B)(1)

Based upon the foregoing, as required by Section 205-9(B)(1), this Master Concept Plan Special Permit may be granted, subject to compliance with the hereinafter mentioned conditions, as the Petitioner has satisfied the following conditions:

1. The proposed TRVD use is appropriate in a Rural Residential Receiving Area of the Rural Residential zone pursuant to Section 205-72 of the Zoning By-Law and is the most appropriate use of the Project Site to achieve the goals of the Town's Master Plan, as more fully described in Section III(A) hereof.
2. As set forth in the Petition and presented by the Petitioner at the public hearings, adequate and appropriate facilities will be provided for proper operation of the TRVD, including water and wastewater facilities, pedestrian and vehicular circulation system and other utilities.
3. As set forth in the Petition and presented by the Petitioner at the public hearings, there will be no hazard to pedestrians or vehicles caused by the TRVD.
4. As set forth in the Petition and presented by the Petitioner at the public hearings, there will be no nuisance or adverse effect upon the neighborhood caused by the TRVD.

SECTION IV – ADVISORY

1. Fire Department. Comment e-mails from Michael Young of March 6, 2008 and Martin Enos of April 28, 2008, copies of which are on file with Planning Board.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

2. Board of Selectmen. No written comments were received.
3. Board of Health. Comment e-mail from Susan Merrifield of April 16, 2008, a copy of which is on file with Planning Board.
4. Conservation Commission. No written comments were received.
5. Department of Public Works. Comment email of May 2, 2008 copy of which is on file with the Planning Board.
6. School Department. No written comments were received.
7. Police. No written comments were received.
8. Cedarville Steering Committee. Report dated June 13, 2007, see Planning Board file.
9. Community Services Department. No written comments were received.
10. Library. No written comments were received.
11. Jacobs, Edwards and Kelcey, Traffic Peer Review Consultant for the Town:
 - a. Technical Memoranda dated July 17, 2007, March 24, 2008, April 25, 2008, and May 2, 2008, and correspondence dated May 1, 2008.

SECTION V– GRANT OF APPLICATION AND WAIVERS

The Planning Board, as the Special Permit Granting Authority, pursuant to Sections 205-71 and 72 of the Zoning By-Law, hereby grants to Petitioner, subject to the requirements of the Zoning By-Law and the conditions contained herein, a Master Concept Plan Special Permit for a TRVD (including the construction of related infrastructure for water, wastewater, roadways and stormwater), approval of the Master Plan as submitted, and a Special Permit for Inclusionary Housing pursuant to Section 205-71. In connection with the Special Permit for Inclusionary Housing, the Board hereby also grants the following incentives, pursuant to Section 205-71(C)(8) of the Zoning By-Law: affordable units may be smaller than the market rate units and may have different interior finishes and features than market rate units so long as the interior features are durable, of good quality, and consistent with current State Building Code standards for new housing; and, further, no transfer of development rights are needed for the creation of affordable units.

Having found that the waivers requested are of high standards and do not violate the intent of the Zoning By-Law, the Planning Board, pursuant to Section 205-9(C)(6) and 205-72(K), also hereby grants waivers from Sections 205-9(C)(3)(a), (b), (c), (d) and (f) of the Zoning By-Law as more fully described in the Petition. Further, the Board approves the height of the water storage facility at one hundred thirty feet (130') and location of the water storage facility as described in the Petition. Further, as described more fully in Section VI(E) below, the Planning Board grants relief with regard to certain Site infrastructure lots. Lastly, the Master Plan depicts certain roadways that may exceed 500 feet (500') in length but that will have appropriate emergency access, and acknowledges that waivers may be granted in the event that a future subdivision filing is received by the Town with

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

respect to these roadway lengths in keeping with the intent and design standards described herein and consistent with the TRVD Bylaw.

SECTION VI- CONDITIONS

The granting of this Petition is subject to the following conditions:

A. Uses/Density

Subject to the remaining conditions of this Decision, the Project may include up to 1,175 dwelling units (based on the anticipated Base Density and Transfer of Development Rights, as more fully described in the Petition and herein), which may be comprised of a diverse variety of housing types including, without limitation, single and multi-family homes, town-houses, apartments, and assisted living units. The number and mix of housing types will be subject to market demand and will not be established until approval is sought for each Use Area (as referenced in Section 205-72 of the Zoning By-Law) containing such dwelling units.

Currently, the Project Site has a Base Density of 336 units within the RRRRA and is eligible to receive the previously created 248 Certificates of Transferable Development Rights under Section 205-70 of the Zoning By-Law as determined through previous votes of the Planning Board. It is anticipated that additional Certificates of Transferable Development Rights will be identified (outside the RRRRA) and used, in addition to the Base Density, to develop the Project. As stated in the Petition, the Project, as currently designed, will first utilize the previously approved Certificates of Transferable Development Rights from the, so-called, Halfway Pond West Sending Area; after the Halfway Pond West Sending Area is utilized, the next Sending Area, not required for NHESP mitigation, shall be the previously approved Certificates of Transferable Development Rights for the Halfway Pond East Sending Area, so-called, (with the exception of ten (10) Certificates of Transferable Development Rights, equivalent to ten (10) single-family dwelling lots (the "10 Lots"), as identified in the Petition), which transfers may occur in phases until such Certificates (excepting those for the 10 Lots) are fully utilized.

The Project may also include, in the Village Mixed-Use Area, up to 60,000 square feet of commercial uses, which uses may include all uses listed as items (i) through (p) for the Village Mixed-Use Area under Section 205-72(E) of the Zoning By-Law, with no one user listed as items (i) through (p) to exceed 25,000 square feet of net floor area. As provided for in Section 205-72(E), the Planning Board may increase such commercial density upon an administrative review of impacts of such increase on utilities, vehicular and pedestrian circulation, and open space. The Project may also include a community recreation facility not to exceed 75,000 square feet.

The Project may include such other accessory uses and structures as are required to support the primary uses on the Project Site, including roadways and walkways, utility lines, poles,

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

transformers, water supply and wastewater treatment facilities, and other appurtenances necessary to supply appropriate utility and emergency services to the TRVD.

B. Process

1. Use Area Plans

Pursuant to Section 205-72 of the Bylaw, the Petitioner must submit Use Area Plans to the Planning Board for its approval as consistent with this Decision prior to applying for a zoning permit for each phase of the Project.

As described below and pursuant to Section 205-72 of the Zoning-Bylaw, the Project will be developed in phases and by Use Area in accordance with the Master Plan. The Petitioner must obtain approval from the Planning Board for each Use Area Plan (or neighborhood or project within such Use Area) through administrative site plan approval, which Use Area Plan shall be approved if in compliance with the provisions of Sections 205-72(H) of the Zoning By-law and substantially in accordance with the Master Plan.

In reviewing an application for site plan approval of any part of a Use Area Plan, the Planning Board and/or its staff, on behalf of the Planning Board (whose review shall be limited to cases where the Use Area Plan is in substantial compliance with this Decision), shall apply the criteria set forth in Section 205-32 of the Zoning By-Law, as the same criteria are modified by the TRVD and this Decision. The Town Engineer, Fire Chief, Department of Public Works, and Design Review Board (the "Advisory Reviewers") shall be given an opportunity to review and make written recommendations to the Planning Board within thirty (30) days of forwarding to such Advisory Reviewers regarding the Use Area Plans prior to the final approval by the Planning Board, pursuant to the provisions and requirements of the Zoning By-Law.

In addition to the items enumerated in Section 205-72(H), the Use Area Plan shall also include a submittal which adequately addresses the following items to ensure consistency with the conditions of this Decision:

- Phasing Plan, as described further below, which shall address stormwater management; erosion and sedimentation control, dust suppression, utility installation, off-site mitigation improvements, updated construction routes, emergency access, roadway construction and building construction.
- Full-size drawings, details, text and specifications for drainage, utilities, roadways, as prepared by a Professional Engineer; landscaping as prepared by a Registered Landscape Architect; building design, colors, construction materials, and walkways.
- A tabulation of the number of units proposed (including the number per phase if the Use Area is to be developed in phases); the number of units constructed and occupied to

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

date within the TRVD; and the number of Development Rights (under Section 205-70) then applicable to the Project Site;

- Master Concept Trail Plan, Lighting Plan, and Viewshed Protection Plan, as approved by the Planning Board;
- Design Guidelines, as approved by the Planning Board;
- Master Signage Plan, as approved by the Planning Board;
- Form and timing of Conservation Restrictions for Sending Parcels under the TDR to be recorded for that Use Area, where applicable; and
- Evidence of compliance with Inclusionary Housing requirements applicable to the Project.

The Planning Board shall review the Use Area Plan submittals at an informal public meeting and shall approve, or approve with conditions, the Use Area Plan if a majority of the members of the Planning Board in attendance determine that such Use Area Plan is in substantial compliance with this Decision. If the Planning Board determines that the Use Area Plan is not in substantial compliance with this Decision, the Planning Board will deny the Use Area Plan. The Planning Board may approve variations in the location and design of buildings, parking areas, or other elements that do not amount to a substantial modification of the Project.

The Planning Board or Staff shall evidence its approval of a Use Area Plan by providing the Petitioner with a certificate of such approval, which certificate must accompany all zoning permit applications the Building Department.

Administrative site plan approval shall not be required for non-primary accessory structures, including, without limitation, water or wastewater treatment facilities, and utilities or other appurtenances.

2. Conservation Restrictions on Sending Parcels. Pursuant to the terms of Section 205-70 of the Zoning By-Law, Sending Parcels from which density is drawn for the RRRA must be subjected to a Conservation Restriction. The form of Conservation Restriction must be submitted during review of each Use Area Plan for approval by the Planning Board and subject to review and approval by Town Counsel, as described in paragraph B(1) above, and no building permit may be issued for any residential dwelling unit in a given Use Area which requires a TDR until a Conservation Restriction has been recorded on the Sending Parcel.

Notwithstanding the foregoing, issuance of site plan approval or zoning permits for any portion of the Project in no way requires the Petitioner to construct the Project or any portion thereof or issue conservation restrictions.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

C. Phasing

In accordance with Section 205-72(G) of the Zoning By-Law, the Project will be developed by Use Area and in phases and will be developed under one or more building permits and occupancy permits. A Phasing Plan must be presented as a component of the administrative site plan approval for each Use Area (or neighborhood or project within such Use Area). Any violation of the terms of this Decision or any approval related hereto shall apply only to the lot, structure, or use and the owner of said lot, structure or use to which such violation can be attributed (to the extent of such owner's interest therein), and shall not result in a violation by any other lot, structure, or use within the Project.

D. Traffic

1. *Mitigation.* As more fully set forth in the Petition, the Petitioner shall, subject to receipt of all necessary permits, approvals and available right of way, complete the traffic mitigation, including traffic calming measures as may be agreed upon with the Town and pursuant to that certain correspondence of Vanasse & Associates, Inc. dated as of May 2, 2008, substantially as outlined in Attachment A. Work depicted on property outside of the RRRA shall be performed under the purview of the Town of Plymouth Board of Selectmen acting as Highway Commissioners for the Town of Plymouth and through the Department of Public Works ("DPW"). Evidence that said mitigation has been completed and is acceptable to DPW shall be provided to the Planning Board. Off-site mitigation shall be consistent, where feasible, with a priority of maintaining rural character while optimizing public safety and maximizing intersection reserve capacity.

2. *Monitoring.* All monitoring of traffic counts shall be conducted in May-June of any calendar year unless otherwise authorized by the Planning Board in consultation with its consulting engineer.

3. *Increase in Projected Traffic Volumes and/or Trip-Distribution Patterns.* In the event the actually experienced total number of vehicle trips to and from the Project, monitored not less than every two (2) years during the Project build-out and at a point one (1) year after the completion of the Project, exceeds the anticipated number of vehicle trips as described in the Petition for the portion of the Project completed at the time that the monitoring is performed by more than ten percent (10%) and/or the trip-distribution pattern for the Project as measured at the Bourne/Bourne Road Connector, Bourne Road/Halfway Pond Road, and Halfway Pond Road/Long Pond Road intersections varies by more than ten percent (10%) from the projected Project trip-distribution patterns described in the Petition, additional mitigation measures may be required. Should Project traffic volume exceed 10% of the volume anticipated for the portion of the Project completed at the time that the monitoring is performed and/or the Project trip distribution vary by more than ten percent (10%) of the projected trip distribution patterns, the Petitioner shall meet with the Planning Board to identify reasonable, additional mitigation measures, which measures shall be undertaken or funded by the Petitioner as may be

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

reasonably deemed appropriate by the Planning Board in order to off-set and/or correct the variation, which may include improvements to the Clark/Long Pond Road intersection.

Nothing contained herein shall derogate from the obligation of the Petitioner to perform other monitoring required in Attachment A or pursuant to other permits or approvals (i.e. MEPA).

4. *Performance Guarantee.* The Town acknowledges that certain off-site traffic improvements and conditions as may have been required by this Decision may not be fully completed or satisfied at the time of issuance of the certificate of occupancy for the portions of the Project as referenced in Attachment A. In addition, certain conditions may be ongoing requirements which are unable to be satisfied prior to the issuance of certificates of occupancy for portions of the Project. In those instances when conditions requiring construction of an improvement are not so satisfied prior to issuance of a certificate of occupancy due to delays or other matters beyond Petitioner's control, the Petitioner shall agree with the Planning Board on the amount and nature of a bond or deliver other adequate security (which may include a limit on the amount of future building permits which may be issued until such work is completed) to insure completion of those conditions not yet satisfied and the Inspectional Services Department, upon notification that such bond or security is satisfactory, shall issue the applicable certificates of occupancy. Such performance guarantee or bond may include the securitization of landscape and other off-site improvements requiring replacement as a result of Project construction traffic. The Town Counsel shall approve such bond or other security instrument as to form and sufficiency.

E. Subdivision

The roadway network depicted in the Master Plan is conceptual in nature and proposed newly-constructed roadways within the Project Site will be subject to review and approval in accordance with the Subdivision Rules and Regulations of the Town of Plymouth (as the same may be modified as provided in Section V hereof). The Petitioner shall be required to enter into a Covenant with the Planning Board to be recorded with the Plymouth County Registry of Deeds for the future Subdivision Plan(s), and the Petitioner shall comply with the terms and conditions of the Covenant, as same may be amended or extended, with respect to completion of certain work necessary to adequately serve certain lots prior to the conveyance of such lots or adequate security shall be posted to guarantee the installation of such work.

The Town acknowledges that certain lots and associated roadways intended only for Project related infrastructure may not meet the requirements of the Subdivision Rules and Regulations. The Petitioner shall be permitted to have certain non-buildable lots on the Project Site to the extent the same are used solely for such Project infrastructure or access to Project infrastructure. There may be a Plan of Division of Land filing on the Project Site under the Approval Not Required Process under Subdivision Control Law to create such lots. The Planning Board waives strict compliance with respect to dimensional and access requirements

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

for such lots and finds that this is consistent with the Master Plan and this Decision and the Project Site as a whole is configured in a manner consistent with the Master Plan for this Project.

The Petitioner will work with the Fire Department to develop a pattern of the names of Subdivision roadways to improve emergency response time.

F. Trails/Open Space/Municipal Uses

1. *Trails.* Public access will be provided, pursuant to an operational plan describing the nature of such public access, to and around the Project Site via a system of trails as generally shown on Figure 1.6 of the Petition and in the Master Plan and, to the extent feasible, the Petitioner has agreed to extend the north-south “spine” trail southerly to the edge of the Project Site (at Besse Bog Road) so that it may, in the event the Town constructs trails systems on Town owned land, be connected to the Red Brook conservation area per the Master Concept Trail Plan. The trail network depicted on the Master Concept Trail Plan is conceptual in nature and construction of the trails will be subject to administrative site plan approval for each Use Area Plan and related phase. The Planning Board acknowledges that construction and use of pedestrian trails may be subject to the review and approval of NHESP. Wherever possible and appropriate, trails will be provided within the common open space areas of the Project Site and in those circumstances will take the place of sidewalks where feasible. These trails shall not exceed grades of fifteen percent (15%). Any portion of the trail network not within a development phase shall be constructed pursuant to a Trail Phasing Plan to be submitted on an annual basis as described in Condition (B) above and shall include a construction schedule. Trail Phasing Plan shall also include parking areas and non-motorized boat access, including two (2) boat launches and two (2) parking areas as shown on the Master Concept Trail Plan. Motorized vehicles in open space will be prohibited, with exceptions for maintenance and emergency access. Any trails shown to serve as emergency access under subdivision control or otherwise must meet the reasonable access requirements of the Fire Chief, subject to final approval by the Planning Board. Further, the trail network shall include access to the Agawam River and the Petitioner agrees to provide for a canoe access ramp at Agawam Reservoir and Kennard Reservoir.

2. *Open Space.* As a part of the Project, portions of the Use Areas may include additional Open Space (exclusive of the Conservancy Areas or properties which will be subject to a Conservation Restriction through the TDR process). This additional open space will be dependent upon the actual configuration of the Use Area Plan. The management and allowed uses of such open space areas shall be a subject to approval by the Planning Board through the Use Area Plan review process.

3. *Wildlife Sanctuary.* As part of the Project, the Petitioner shall investigate the feasibility of providing a wildlife sanctuary on the Project Site in the vicinity of the Agawam Reservoir, which sanctuary would include active habitat management areas and walking trails, viewing

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

areas, bird blinds and educational exhibits. Petitioner agrees to submit the details of such wildlife sanctuary to the Planning Board for review and approval.

4. *Municipal Use.*

A. In order to address potential municipal needs in the Town of Plymouth, the Petitioner has agreed, at the time of the issuance of the first building permit for the Project, to provide the following:

1. Land for Municipal Services

To set aside an area of land, substantially as shown on Attachment B (which location may be changed at the Petitioner's discretion), up to twenty (20) acres in size for use by the Town for a municipal facility (i.e. recreational, educational, public safety) (the "Municipal Land"). The Petitioner is permitted to locate access roadways, install utilities and create easements as may be necessary to service the elevated water storage facility, other infrastructure and the Project. Such Municipal Land will be conveyed to the Town, at no cost to the Town, upon the Town's (i) designating a municipal project, (ii) obtaining all necessary permits and approvals for the municipal project and (iii) funding all project design and construction costs. The construction of municipal project shall be subject to reasonable approval by Petitioner with respect use, design and access. Petitioner shall explore the possibility of water and sewer connections for such Municipal Land, subject to a mutually acceptable agreement between the Town and the Petitioner regarding the same. Notwithstanding the foregoing, in the event the municipal project is not funded, permitted and approved, as aforesaid, within five (5) years of the date of this Decision, Petitioner shall have no further obligations to provide all or a portion of such Municipal Land.

B. In order to improve fire safety systems in the area of South Plymouth

1. Fire Station Transmitter:

To fund, the Petitioner has agreed, prior to the issuance of the 101st building permit for the Project, to provide the following: an amount not to exceed \$50,000 so that the Plymouth Fire Department can purchase a transmitter, so-called, to service the southern area of Plymouth in the area of River Run, pursuant to the Fire Department's e-mail, dated April 28, 2008.

C. In order to address potential wastewater needs for the South Elementary School, the Petitioner has agreed to provide the following:

1. Sewer Capacity

The Petitioner agrees to work cooperatively with the Town of Plymouth to provide, at its wastewater treatment facility, when and if constructed, and subject to the approval of the Massachusetts Department of Environmental

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

Protection, sufficient capacity to process the current demands for sewer flow of the South Elementary School; provided, that, it will be the responsibility of the Town to obtain all necessary permits and approvals and to fund and engage related engineering, construction, and consultancy services and costs. (The anticipated sewer demand will serve approximately 760 students and faculty and is approximately 6,500 gallons per day).

D. Further, for use by the residents of the Town of Plymouth for recreational activities (subject to reasonable rules and regulations reasonably acceptable to the Petitioner and the Town), the Petitioner has agreed to provide the following:

1. Playing Field at Community Recreational Facility
An area of approximately two (2) acres in size for regulation size soccer/multi-use playing fields at the site of the community recreational facility upon completion of such community recreational facility.
2. Playing Field in the Village Mixed-Use Area
An area of approximately two (2) acres in size for regulation size soccer/multi-use playing fields following substantial completion of the Village Mixed-Use Area.
3. Playground in the Village Mixed- Use Area
A playground in the Village Mixed-Use Area following substantial completion of the Village Mixed-Use Area.
4. South Elementary School Baseball Field
For the benefit of the South Elementary School, South Plymouth Little League, and other recognized youth sports organizations, to renovate (i.e., regrade and reseed the existing field, install new irrigation, backstop, fencing and small bleacher area) and maintain, in cooperation and consultation with appropriate Town officials, that certain baseball field located on the southern side of the entryway to the South Elementary School. Petitioner's maintenance obligation will include regular, ongoing field maintenance; provided, however, the Petitioner shall neither own, control, or be liable for ongoing activities, programming, or capital improvements for such baseball field after the initial renovation. The Petitioner agrees to commence the renovation prior to the issuance of the 101st building permit for the Project.
5. *View Sheds.* A Viewshed Protection Plan, where applicable and consistent with the Viewsheds depicted in the Master Plan Figure 1.6 "Scenic Vistas.", shall be provided to the Planning Board as part of the administrative site plan approval of each Use Area.

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

G. Inclusionary Housing

In accordance with the requirements of Section 205-71 of the Zoning By-Law, as the same apply in a TRVD pursuant to Section 205-72, the Project is required to provide affordable housing units in an amount equal to 10% of the number of market rate dwelling units created in the TRVD as a result of the Transfer of Development Rights under Section 205-70. As described in the Petition, the Petitioner is required to provide (subject to Petitioner's right to modify the same depending on Project build-out and phasing) approximately 74 units of affordable housing. However, as a condition of this Decision and subject to the Petitioner exercising its rights under this Decision, the Petitioner shall provide, by full Project build-out, 103 units of affordable housing (the "Affordable Units") in accordance with the terms of this Decision and any and all agreements (which may also include a Memorandum of Understanding) entered into between the Petitioner and the Town of Plymouth's Community Development Office with advisory review by Affordable Housing Committee. The Petitioner has withdrawn its request to obtain a waiver for the first phase of the Project with respect to providing inclusionary housing units. The Affordable Units shall be designed and constructed in such a way that the units may be included on the state Department of Housing and Community Development's Subsidized Housing Inventory and the Town agrees to make such filings with the state as may be required for such units to be so included.

H. Utilities/Stormwater

1. *Water.* Water service to the Project will be provided by a privately owned and operated water system to be constructed on the Project Site at the Petitioner's sole cost and expense. The Town shall have the right to access the water supply system improvements to inspect the improvements and access to the elevated water storage facility on the Project Site to install and maintain emergency community repeaters or other similar equipment as determined by the Fire Chief. The color of the elevated water storage facility will require approval by the Planning Board which approval shall not be unreasonably withheld, conditioned or delayed. Any wording or signage on the elevated water storage facility shall be approved by the Planning Board or shall be called out for approval within the Signage Master Plan for the Use Area in which said facility is located. The Petitioner has agreed to provide copies of the filings with the state for the water system so that the Town may offer comment on the proposed permits from the Department of Environmental Protection. Pursuant to Petitioner's letter of January 29, 2008, the Petitioner agreed to certain protocols with respect to development of the water infrastructure improvements and hereby reaffirms those protocols, with the exception of item 1 in said letter.

2. *Wastewater.* Wastewater service will be provided to the Project pursuant to a privately owned and operated sewer treatment facility to be constructed on the Project Site. The private sewer company may elect to serve any land shown within the Project Site or owned by Petitioner in Plymouth and may also provide wastewater treatment to any development, external to the Project Site and within the Town of Plymouth, approved for connection by the Town of Plymouth and the Petitioner, provided such connections are approved by the Petitioner

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

and the Department of Environmental Protection. The Petitioner may elect to use private or shared Title V septic systems to serve the initial one hundred (100) units of the Project. Given that the Petitioner intends to connect such septic units to the sewer treatment facility, these will not be de-nitrification septic systems. The Petitioner has agreed to provide copies of the filings with the state for the wastewater treatment plant so that the Town may offer comment on the proposed permits from the Department of Environmental Protection.

3. *Stormwater.* The design of the stormwater system for the Project shall be substantially consistent with the “Town of Plymouth Design Guidelines for Stormwater Drainage,” as the provisions of the same may be amended and/or waived.

I. Outdoor Lighting

In keeping with the rural character of the planned vehicular and pedestrian circulation patterns, the Petitioner shall develop site lighting designs appropriate to the natural setting and in compliance with Section 205-65 of the Zoning By-Law regarding Prevention of Light Pollution. Further, the number and location of outdoor lighting fixtures shall be reviewed at the time of submission of a Use Area Plan or a Definitive Subdivision Plan.

J. Project Architecture and Design Guidelines

In addition to the design details provided in the Petition, detailed design guidelines (the “Design Guidelines”) governing architectural design for the Project shall be developed by the Petitioner and subject to the review and approval of the Planning Board with advisory review by applicable boards, for compliance with Section 205-72, prior to the filing of an application for approval of an individual Use Area Plan. The Design Guidelines shall also address bicycle paths, turning radii, common driveways, alley widths and similar issues and may be different for each Use Area, provided the same are presented for review and approval as a component of the Use Area Plan submission. Following approval of the Design Guidelines, compliance of each primary building with these Design Guidelines will be reviewed by the Planning Board during the site plan approval process for each individual Use Area. The Planning Board may approve some variations in the location and design of buildings, parking areas, or other elements that do not amount to a substantial modification of the Project. Given the varying nature of the many different use areas and proposed neighborhoods, the Planning Board shall have the authority to amend/waive the requirements of the Design Guidelines as it deems appropriate. The Design Guidelines shall include, in addition to information on architectural styles, the following provisions designed for fire safety protection:

- a. Wood roofs shall not be permitted, and fire resistant materials shall be used in construction of the home as much as practicable;
- b. Fine mesh shall be provided over any intakes into the home to minimize ash intrusion; wire mesh shall be provided over roof gutters to minimize leaf and debris build-up; all underbrush within a minimum of 100 feet shall be cleared around the home; and
- c. For new landscaping provided around the home, no plantings shall be closer than four

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

(4') feet from the home, and no trees with a height in excess of ten (10') feet shall be planted within a radius of fifteen (15') feet of the home.

K. Signage

Signage within the Project Site will be designed in accordance with a Signage Master Plan, subject to the review and approval of the Planning Board, with advisory review by the Design Review Board, for compliance with Section 205-72 of the Zoning By-Law, prior to the issuance a Certificate of Occupancy for the first residential unit. The Signage Master Plan should show the proposed location and sizes of wayfinding and business/entrance signs.

L. Modifications/Amendments

The Petitioner (including Petitioner's successors and assigns) may, from time to time, petition the Planning Board for amendments or modifications to this Decision, notwithstanding separate ownership of any portion of the Project Site. The Planning Board may grant requests for a modification or an amendment at the request of Petitioner as it deems appropriate and/or necessary to facilitate the completion of the Project, provided the same do not derogate from the purposes and intent of the Zoning By-Law and this Decision. Minor modifications and/or amendments may be approved by the Planning Board at any regularly scheduled informal public meetings, without the need to hold a public hearing. Substantial modifications or amendments to the Project shall require a publicly noticed hearing of the Planning Board and shall be treated as modifications of this Decision.

M. Enforcement

Commencing after the issuance of the first building permit for the Project, prior to September 1 of each calendar year until such time one (1) year after the Project is completed, an electronic and full-size paper map of the Project shall be submitted to the Planning Board with a brief narrative depicting:

- A tabulation of the number and types of units constructed, approved and occupied (including affordable units);
- Completed portions of the: Trail Plan, roadway network and Use Areas;
- An update to the Phasing Plan and traffic mitigation status; and
- Status of TDRs/CRs within the Project.

Prior to the release of lots or units for sale or construction, the following documents are to be submitted to the Planning Board for approval: (i) sample purchase and sale agreement which shall be used for the purchase of the individual lots and/or units; and (ii) documents creating the landowner's association, the bylaws and rules and regulations of the landowner's association, any management policies or proposed management policies then contemplated, any restrictions or covenants running with the land, and the prospectus which shall be a summary in layperson's language of the information contained in the filed documents

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

(including continuing agricultural activities) and which shall serve as notice to prospective landowners of permitting restrictions, including those in this Decision.

If at any time, the Planning Board believes there is an alleged violation of any condition of this Decision in the development or operation of the Project, the Planning Board shall notify the Petitioner in writing, providing the details of any such alleged violation and provide Petitioner a reasonable opportunity to cure such alleged violation. To facilitate the Town in the enforcement and administration of this Decision, in recognition of the fact that different parts of the Project Site may be vested in different ownership, Petitioner shall designate, in a Use Area Plan, the responsible party(s) to whom the Planning Board shall direct any enforcement action affecting such parcel. Any violation of the terms of this Special Permit shall apply only to the lot, structure, or use and the corresponding owner of such lot, structure, or use to which such violation can be attributed, and shall not result in a violation by any other lot, structure, or use within the TRVD.

N. Continued Cranberry Operations and Integrated Pest Management Techniques

Given that the Project will be developed in proximity to existing cranberry bogs, the Petitioner agrees to promote, in those areas adjacent to development, and located in a Zone II pursuant to applicable Department of Environmental Protection Regulations, the use of Integrated Pest Management Techniques, as outlined in the Department of Agriculture's guidelines entitled "Integrated Pest Management (IPM) Techniques Required for Regulations Governing Protection of Groundwater Sources of Public Drinking Water Supplies from Non-point Pesticide Contamination".

O. Misc.

The Petitioner shall comply with all applicable rules, regulations and ordinances of the Town of Plymouth, Commonwealth of Massachusetts and Federal Agencies as they may apply to the construction, maintenance and operation of the Project, including, without limitation, compliance with the requirements in a final certificate issued by the state Executive Office of Energy and Environmental Affairs and those matters set forth in the Petition (as the same are modified or supplemented hereby). Copies of major permits shall be supplied to the Planning Board upon issuance.

This Decision shall apply (except as set forth below) to and be binding upon all successors, heirs and assigns of the Petitioner, including but not limited to any subsequent property owners of the Site, and, except as provided herein, the same shall be responsible for all the Petitioner's obligations hereunder. Petitioner may transfer its rights and obligations under this Agreement without the consent of the Town, provided such assignee assumes all the rights and obligations of this Decision. Notwithstanding the foregoing, nothing contained herein shall require or obligate residential purchasers to assume any of the obligations of this Decision.

1 DEVELOPMENT LLC

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

Appeals from this Decision, if any, shall be made pursuant to General Laws, Chapter 40A, Section 17, and shall be filed within 20 days after the date of the filing of this Decision in the office of the Town Clerk.

The Planning Board should be notified immediately of any appeal to the Superior Court, the Land Court or the District Court of the Commonwealth of Massachusetts of this Decision made within the statutory twenty (20) day appeal period.

This Decision shall not take effect until (a) a copy of this Decision certified by the Town Clerk to the effect that twenty (20) days have elapsed since the Decision was filed in the Office of the Town Clerk without any appeal having been filed or that any appeal filed has been dismissed or denied has been recorded in the Plymouth County Registry of Deeds and (b) a certified copy of said recording with the Registry is transmitted to the Board of Appeals by the Registry.

If substantial use of the Project permitted by this Master Concept Plan Special Permit has not commenced within two (2) years from the date on which a copy of this Decision is filed with the Town Clerk, excluding the amount of time required for the appeal period to expire and the amount of time required to pursue and await the determination of any such appeal, then this Master Concept Plan Special Permit shall expire. It shall be deemed a "substantial use" of a special permit if such applicant obtains a building permit for any portion of a Use Area Plan (as defined in Section 205-72) under such special permit within said period. The Planning Board is authorized to grant extensions of such period in appropriate circumstances.

I hereby certify that copies of this Decision were filed with the Town Clerk and the Building Commissioner on _____.

PLYMOUTH PLANNING BOARD

Malcolm A. MacGregor, Chairman

Marc Garrett, Vice Chairman

Paul McAlduff, Clerk Pro-Tem

ADM DEVELOPMENT LLC

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

Timothy Grandy, Alternate

CC: Paul Mcauliffe, Director of Inspectional Services
Roger Hammond, Director of Public Works
Michael Hogan, President and CEO of A.D. Makepeace Company
Tom Berkley, RLA, Director of Land Development, ADM Agawam Development LLC
Judith T. Kohn, RLA, Director of Planning, Plymouth, ADM Agawam Development LLC
John E. Twohig, Esq. Goulston & Storrs
Richard Serkey, Esq., Winokur, Serkey & Rosenberg
Felipe Schwarz, AICP and Curtis Quitzau, P.E., Vanasse, Hangen & Brustlin
Jeffrey S. Dirk, P.E., Vanasse & Associates, Inc.

I hereby certify that twenty (20) days have elapsed since the foregoing Decision was filed in the office of the Town Clerk and no appeal has been filed with respect to such Decision.

Town Clerk

Date

Attachment A

Traffic Mitigation Table

[attached behind]

Location	Improvement Description	Responsible Party	Schedule of Completion	Anticipated Commencement Date of Construction (Dependent on Project Absorption)	Comments
1. Bourne Road Connector	Design and construct the Bourne Road connector. ^a	ADM	Initial Site development.	Commensurate with Initial Project Construction	
2. Bourne Road/Bourne Road Connector	Realign Bourne Road and construct Bourne Road/Bourne Road Connector intersection. ^a	ADM	Initial Site development.	Commensurate with Initial Project Construction	ADM to provide Town with dedication of layout (right-of-way) for the relocated portion of Bourne Road.
3. Internal Roadway Network	Install Traffic Calming Features (medians, raised intersections/crosswalks, roundabouts, neckdowns, chicanes, etc.)	ADM	Commensurate with the Project build-out	Year 1	Traffic calming measures to be defined and located as a part of the subdivision approval for each neighborhood.
4. Wareham Road	1) Upgrade Wareham Road cross-section, travel surface, sight lines, and add drainage improvements; pave with temporary binder course. ^a 2) Final improvements to Wareham Road to Town standards; install signs and pavement markings.	ADM	1) Initial Site development. 2) Commensurate with the Project build-out along Wareham Road.	1) Commensurate with Initial Project Construction 2) Year 3 to Project Completion	Improvements to the northern portion of Wareham Road will be undertaken on behalf of the Town subject to receipt of rights of access and other approvals/permits. Design plans to be reviewed and approved by the Department of Public Works.
5. Long Pond Road	Design and construct traffic calming measures at defined locations along the segment of Long Pond Road between Clark Road and Halfway Pond Road. The location and specific traffic calming feature will be defined by the Department of Public Works in conjunction with ADM.	ADM	Design prior to building permit issuance for the 101st residential unit or 20,000 sf of commercial space; construction prior to issuance of a Certificate of Occupancy for the 200 th residential unit or 75,000 sf of commercial space.	Year 2	Traffic calming measures to be defined, reviewed and approved by the Department of Public Works and the Board of Selectmen. Monies to complete these improvements will be provided through a reallocation of costs from other defined improvements to be completed by ADM and shall be limited thereto.
6. Bourne Road	Design and construct traffic calming measures at defined locations along the segment of Bourne Road south of the Bourne Road Connector. The location and specific traffic calming feature will be defined as a part of the Old Colony Planning Council Bourne Road Corridor Study and will be reviewed by the Department of Public Works in conjunction with ADM.	ADM	Design prior to building permit issuance for the 101st residential unit or 20,000 sf of commercial space; construction prior to issuance of a Certificate of Occupancy for the 200 th residential unit or 75,000 sf of commercial space.	Year 2	Traffic calming measures to be defined, reviewed and approved by the Department of Public Works and the Board of Selectmen. Monies to complete these improvements will be provided through a reallocation of costs from other defined improvements to be completed by ADM and shall be limited thereto.
7. Long Pond Road/ Clark Road	Design and construct a single-lane modern roundabout. ^a	ADM	Initial Site development.	Commensurate with Initial Project Construction	Improvements to include pedestrian and bicycle accommodations. Design to be reviewed and approved by the Department of Public Works and the Board of Selectmen. Roundabout to include landscaped center island.

Location	Improvement Description	Responsible Party	Schedule of Completion	Anticipated Commencement Date of Construction (Dependent on Project Absorption)	Comments
8. Long Pond Road/Ship Pond Road/Herring Way	Design and reconstruct intersection to improve geometry per Town selected option subject to Town's ability to obtain necessary property rights/transfers and approvals. ^a	ADM	Initial site development subject to Town's ability to obtain necessary property rights/transfers and approvals.	Commensurate with Initial Project Construction subject to Town's ability to obtain necessary property rights/transfers and approvals.	Improvements to include pedestrian and bicycle accommodations. Design to be reviewed and approved by the Department of Public Works and the Board of Selectmen.
9. Long Pond Road/ Halfway Pond Road/ Bloody Pond Road	1) Upgrade signs and pavement markings. ^a 2) Prepare Functional Design Report and design plans; construct a single-lane modern roundabout. ^a	ADM	Initial Site development.	Commensurate with Initial Project Construction	Improvements to include pedestrian and bicycle accommodations. Design to be reviewed and approved by the Department of Public Works and the Board of Selectmen. Roundabout to include landscaped center island.
10. Halfway Pond Road/Bourne Road	Reconstruct/realign intersection and place the Halfway Pond west leg under Stop-sign control; prepare Traffic Signal Warrants Analysis, Functional Design Report and design plans; construct a traffic control signal, roundabout, or other appropriate traffic control (i.e., all-way stop, etc.). ^a	ADM	Initial Site development.	Commensurate with Initial Project Construction	Improvements to include pedestrian and bicycle accommodations. Design to be reviewed and approved by the Department of Public Works and the Board of Selectmen.
11. Herring Pond Road/Long Pond Road/Tamarack Road**	1) Upgrade signs and pavement markings and prepare a Traffic Signal Warrants Analysis. 2) If warranted prepare a Functional Design Report and 25% design plans for roundabout or traffic signal control of the intersection. ^b	ADM	1) Prior to issuance of a Certificate of Occupancy for the 101st residential unit or 20,000 sf of commercial space. 2) Prior to issuance of a Certificate of Occupancy for the 400 th residential unit or 105,000 sf of commercial space.	1) Year 2 2) Year 3	Improvement and cost may be reallocated to complete traffic calming measures along Long Pond Road and Bourne Road.
12. Halfway Pond Road/ Wareham Road/ Mast Road	Upgrade signs and pavement markings; improve sight lines.	ADM	Prior to issuance of a Certificate of Occupancy for the 101st residential unit or 20,000 sf of commercial space.	Year 2	To be completed in conjunction with the Wareham Road north improvements.
13. Halfway Pond Road/West Long Pond Road	Improve sight lines and install signs and pavement markings.	ADM	Prior to issuance of a Certificate of Occupancy for the 101st residential unit or 20,000 sf of commercial space.	Year 2	To be completed in conjunction with the Wareham Road north improvements.

Location	Improvement Description	Responsible Party	Schedule of Completion	Anticipated Commencement Date of Construction (Dependent on Project Absorption)	Comments
14. Halfway Pond Road/Justine Road	Monitor motorist delays during the weekday peak hours one-year after implementation of Halfway Pond Road/Bourne Road improvements and provide results to Town; design and implement improvement measures if measured delays for motorists exiting Justine Road exceed 35 seconds (LOS D) during any one-hour period between 7 and 9 AM or 4 to 6 PM on an average weekday as a direct result of Project-related traffic.	ADM	1-year after completion of the Halfway Pond Road/Bourne Road improvements.	Year 2	
15. Herring Pond Road/ Route 3 Northbound Ramps**	1) Upgrade signs and pavement markings. ^b	1) ADM	1) Prior to issuance of a Certificate of Occupancy for the 101st residential unit or 20,000 sf of commercial space.	1) Year 2	Improvement and cost may be reallocated to complete traffic calming measures along Long Pond Road and Bourne Road.
	2) Install traffic control signals and improve intersection geometry	2) Others	2) Pursuant to State and/or Local Approvals.	2) Year 2 (Estimated)	
16. Herring Pond Road/ Route 3 Southbound Ramps**	1) Upgrade signs and pavement markings. ^b	ADM	1) Prior to issuance of a Certificate of Occupancy for the 101st residential unit or 20,000 sf of commercial space.	1) Year 2	Improvement and cost may be reallocated to complete traffic calming measures along Long Pond Road and Bourne Road.
	2) Prepare a Traffic Signal Warrants Analysis.		2) Prior to issuance of a Certificate of Occupancy for the 101st residential unit or 20,000 sf of commercial space.	2) Year 2	
	3) If warranted prepare a Functional Design Report and 25% design plans for traffic signal control of the intersection ^b		3) Prior to issuance of a Certificate of Occupancy for the 200 th residential unit or 75,000 sf of commercial space.	3) Year 2	
17. Plymouth Lane/Head of the Bay Road	Upgrade signs and pavement markings.	ADM	Prior to issuance of a Certificate of Occupancy for the 101st residential unit or 20,000 sf of commercial space.	Year 2	Improvements to be completed subject to receipt of the necessary permits and approvals from the Town of Bourne.
18. Clark Road/Route 3 Ramps	Install traffic control signals and improve intersection geometry (2 locations).	Others	Pursuant to State and/or Local Approvals.	Year 2 (Estimated)	
19. State Road at Herring Pond Road**	1) Upgrade signs and pavement markings. ^b	1) ADM	1) Prior to issuance of a Certificate of Occupancy for the 101st residential unit or 20,000 sf of commercial space.	1) Year 2	Improvement and cost may be reallocated to complete traffic calming measures along Long Pond Road and Bourne Road.
	2) Install traffic control signals and improve intersection geometry.	2) Others	2) Pursuant to State and/or Local Approvals.	2) Year 2 (Estimated)	

Location	Improvement Description	Responsible Party	Schedule of Completion	Anticipated Commencement Date of Construction (Dependent on Project Absorption)	Comments
20. State Road at Hedges Pond Road	Install traffic control signals and improve intersection geometry	Others	Pursuant to State and/or Local Approvals	Year 2 (Estimated)	
21. Bourne Road/South Elementary School	Subject to receipt of the necessary permits and approvals and the Town's ability to obtain any required property rights/transfers, construct a sidewalk along Bourne Road between the Bourne Road Connector and the existing sidewalk serving the Plymouth South Elementary School; subject to meeting the necessary warrants, install a pedestrian actuated traffic signal at an appropriate location between the Bourne Road Connector and the South Elementary School for pedestrians to cross Bourne Road or, if not warranted, install traffic calming features and appropriate school zone pedestrian crossing enhancements.	ADM	Initial Site development.	Commensurate with Initial Project Construction	Design to be reviewed and approved by the Department of Public Works and the Board of Selectmen.

^aImprovement measure to be completed commensurate with the initial construction phase of the Project.

^bIf improvements required as a part of the Cedarville Commons project are not completed.

** - The cost equivalent value of the stated improvement to be completed by ADM may be reallocated to the completion of traffic calming measures along Long Pond Road and/or Bourne Road.

Notes:

1. Shaded items are committed improvements that are to be completed by others in conjunction with an associated approved development unrelated to the Project.
2. The selection of a preferred traffic control measure (i.e., traffic control signal vs. modern roundabout) shall maximize the available reserve capacity of the intersection while maintaining the rural character of the surrounding environment. Roundabouts shall include a landscaped center island.
3. The design of roadway and intersection improvements shall be based on current traffic conditions established at the time that the improvement is warranted.
4. The completion of the stated improvements are subject to receipt of all necessary permits, rights and approvals as may be required.
5. ADM will provide, at no cost to the Town, the layout and associated plans for the roadway and intersection improvements to be completed within properties under ADM control. At those locations where improvements are planned outside of ADM controlled properties (including all of Wareham Road and Ship Pond Road/Long Pond Road intersections to the overpass of Route 3 provided the Town supplies survey work), layout plans will be prepared as a part of the design drawings for the associated improvement for Town use.

1 DEVELOPMENT LLC

Case No. B542 MP
Project Name: River Run
Title Reference: Book 33354, Page 194-202

[Attachment B](#)

[Municipal Uses](#)

[attached behind]