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NORFOLK COUNTY  
REGISTRY OF DEEDS  
DEDHAM, MA

SOUTH SHORE TRI-TOWN DEVELOPMENT CORPORATION

CERTIFY

*William P. O'Donnell*  
WILLIAM P. O'DONNELL, REGISTER

DECISION ON APPLICATION FOR DEVELOPMENT PLAN APPROVAL

APPLICANT: LNR South Shore, LLC, a Delaware limited liability company

PROPERTY LOCATION: Phase 1A, Southfield, comprising land in Weymouth, Massachusetts shown as Lots R1, R2, R3, R6, R7, R8, R9, C1 and C2, and the streets and ways on a Definitive Subdivision Plan entitled "Southfield—Phase 1A" dated April 6, 2007 (the "Subdivision Plan"), recorded with the Norfolk County Registry of Deeds in Plan Book 569, Page 1 ("Premises")

By application ("Application") filed July 9, 2007 with the filing clerk of South Shore Tri-Town Development Corporation (the "Corporation"), LNR South Shore, LLC, a Delaware limited liability company ("Applicant"), petitioned the Corporation, as the Special Permit Granting Authority (as defined in the Zoning and Land Use By-Laws for NAS South Weymouth (the "By-Laws")), for approval of a development plan ("Development Plan") pursuant to Article 5 of the Administrative Rules and Regulations for NAS South Weymouth (the "Administrative Regulations") and Article 13 of the By-Laws.

The filing clerk of the Corporation received at least 15 copies of the Application including all required submissions and forwarded the Application package to the Corporation and also forwarded at least one copy of the Application to the (1) the Mayor of the Town of Weymouth and (2) the Weymouth Town Council.

The Application did not request the issuance of any Special Permit under Article 11 of the By-Laws nor did the Application request Site Plan approval under Article 12 of the By-Laws.

Although the Applicant owns other land contiguous to the Premises, the Application only relates to the Premises since no other development currently is proposed for such contiguous land. The Premises comprise over twenty (20) acres of land, as required by Section 13.4(A) of the By-Laws. The Premises are located entirely within the Central Redevelopment Area (as defined in the By-Laws).

The Application included all of the "Basic Information" as defined and specified in Section 5.3 of the Administrative Regulations.

As provided in Section 13.4 of the By-Laws and Section 5.4 of the Administrative Regulations, the Town Boards (as defined in the Administrative Regulations) were invited to attend and offer testimony at the public hearing to consider the Development Plan. Additionally, pursuant to Section 13.4 of the By-Laws and Section 5.4 of the Administrative Regulations, the Town Boards were entitled to submit to the Corporation their written comments concerning the proposed project reflected in the Application, accompanied by a listing of their concerns and

issues regarding the Application. No comments were received by the Corporation from the Town Boards (as defined in the Administrative Regulations).

Notification and public advertisement of the hearing (the "Hearing") on the Application was conducted according to the provisions of MGL, Ch. 40, § 11.

The Hearing was held at the conference center at the former NAS South Weymouth on August 13, 2007 at 7:00 p.m. Corporation Board Members James W. Lavin, Colin M. McPherson, Robert W. Terravecchia and John W. Rogers were present at the Hearing. Also present at the Hearing was the Corporation's Executive Director, Terry N. Fancher, the Corporation's Project Manager, James Young, and the Corporation's legal counsel, Brent M. McDonald, Esq., of Nutter, McClennen & Fish, LLP. Kevin Chase appeared on behalf of the Applicant, along with Edward S. Hershfield, Esq., of Brown Rudnick Berlack Israels LLP, and Brian Brewer, Michael Farias and Shawn Smith of Kimley-Horn and Associates.

At the Hearing, the Applicant described the proposed use of the Premises as residential (Townhouse-1, Townhouse-2, Apartments and Apartments with Commercial Building Forms (as defined in the By-Laws)) and commercial (Office/Commercial and Apartments with Commercial Building Forms (as defined in the By-Laws)). Prior to the Hearing, the Corporation received an e-mail dated August 13, 2007 from Evan Rose of SMWM, a consultant to the Applicant, containing Applicant's responses to comments raised by the Corporation and the Corporation's consultants (the "August 13 E-Mail").

No parties spoke in favor of or in opposition to the Application. Ms. Carol Primavera of Rockland raised a question regarding the mix of ownership and rental units in the proposed development. The Applicant indicated that it currently anticipates all residential units to be ownership units and that the residential units would not be on individual lots, but rather on shared lots.

At the Hearing, the Corporation also reviewed the following items:

- How the applicant would ensure compliance with the Reuse Plan and By-Laws with respect to Phase 1 build-out requirements of restricted units (Affordable Housing Units, Workforce Housing Units, and/or Senior Housing Units).
- Descriptions and locations of amenities (as described in the Reuse Plan) that would be constructed by the Applicant as part of Phase 1A.

#### STANDARD OF REVIEW

In reviewing the Application, the Corporation applied the standards and criteria set forth in Section 13.5 of the By-Laws and Section 5.6 of the Administrative Regulations.

FINDINGS

The Corporation hereby makes the following findings and determinations with respect to the Application, as required by Section 13.6 of the By-Laws and Section 5.7 of the Administrative Regulations:

- A. Application and Information Supplied is Complete. The Application is complete and contains all information required and necessary to make the findings and determinations set forth below.
- B. Consistency with Reuse Plan. The proposed uses and development program are in general conformity to the Reuse Plan (as defined in the By-Laws) containing a mix of uses. This is the first Development Plan submitted for any development within NAS South Weymouth. Therefore, there have been no other building permits, special permits or development plans that have been approved or issued.
- C. Consistency with Purposes.
- The proposed uses and development program are consistent with the general purposes of the By-Laws
  - The proposed uses and development program are consistent with the applicable purposes and objectives set forth in the various Articles of the By-Laws and the Regulations (as defined in the By-Laws) and as set forth for the zoning districts in which the proposed uses and development program are to be located.
- D. Consistency with Other Developments. This is the first Development Plan submitted for any development within NAS South Weymouth. Therefore, there is no adjacent development within NAS South Weymouth and no building permits, special permits or development plans have been approved or issued.
- E. Compliance with Standards for Development Plans.
- The proposed uses and development program comply fully with the standards and criteria set forth in Article 13 of the By-Laws and in the Regulations (as defined in the By-Laws).
  - The Corporation has imposed conditions and/or safeguards, enumerated below, to adequately ensure that the proposed uses and development program shall operate or continue to operate in conformity with required standards and criteria.
- F. Consistency with Zoning Standards. The proposed uses and development program comply fully with the By-Laws and the Regulations (as defined in the By-Laws),

including all applicable zoning requirements (use, density, locational, dimensional, and design standards) and the specific standards of the zoning districts in which the proposed uses and development program are to be located.

- G. Site and Area Compatibility. The proposed uses and development program are designed in a manner that is compatible with the existing natural features of the site and are compatible with the characteristics of the built environment and surrounding natural areas, including adjacent land uses.
- H. Modification of Density of Use. The proposed uses and development program do not have the potential to adversely impact the area surrounding its site due to its size and density. Accordingly, the Corporation is not requiring modification to the size of the proposed uses, structures, buildings or other improvements or the selection of different Building Forms (as defined in the By-Laws).
- I. Orientations of Vehicular/Pedestrian Access Ways and Ground Floor Uses. The Corporation has considered the context of the project site in terms of its locational attributes and the nature of abutting land uses, and established the degree of compatibility of proposed uses with adjacent existing or approved uses. However, in connection with approving the Development Plan, the Corporation is not requiring that the proposed vehicular and pedestrian access ways and/or the uses and occupancies of the ground floor of a building be physically situated and oriented to face adjacent streets or pedestrian ways. These issues will be subject to review and approval during Site Plan Review (as defined in the By-Laws).
- J. Signage. The Development Plan does not propose any signage. The location of, and controls for, the lighting of free-standing signs and any other allowable sign that would be visible from a residential use, shall be in accordance with the provisions of the Regulations (as defined in the By-Laws) applicable to signs. All signs shall be subject to review and approval during Site Plan Review (as defined in the By-Laws).
- K. Documentation of Findings. The Corporation finds no need to require alteration or modification of proposed uses, structures, buildings, or other development under the standards and criteria of Article 13 of the By-Laws.
- L. Master Plan Conformity. The proposed use and development are in general conformity to the Master Plan adopted and approved by the Corporation on April 29, 2005, resubmitted to the Corporation with all approved revisions incorporated on December 1, 2005, and are consistent with the goals and objectives of such master plan, taking into account all other development with NAS South Weymouth for which building permits, site plan approvals, special permits or development plans have been approved or issued.

- M. Regulatory Compliance. The proposed use and development are in compliance with all applicable provisions of the Regulations (as defined in the By-Laws) including, without limitation, the Architectural and Urban Design Standards and the Sustainable Design Standards and, subject to the conditions and safeguards discussed below, the Affordable and Workforce Housing Regulations (the "Housing Regulations").
- N. Plan Conformity. The proposed use and development are in substantial conformity with the applicable Street, Infrastructures and Utility, Landscape and Lighting Plans contained in the Subdivision Rules and Regulations of Naval Air Station (NAS) South Weymouth, except as modified or waived in the Subdivision Plan.

### CONDITIONS

- A. Within sixty (60) days after the issuance of this decision, or such extended time as the Corporation may agree to in its sole discretion, the Applicant shall record a Memorandum of Understanding (the "MOU") approved by the Corporation and the Corporation's legal counsel in the Norfolk County Registry of Deeds, as required by Section 6.1(C)(b)(3) of the Housing Regulations. The MOU shall contain covenants and restrictions on all other property owned by the Applicant and shown on the plan attached hereto as Exhibit A (the "Phase 1B Land"), which obligate the Applicant and its successors and assigns to construct the following on the Phase 1B Land in the remaining development of Phase 1 (as defined in the Reuse Plan) ("Phase 1B"): (a) Affordable Housing Units (as defined in the Housing Regulations) such that the total number of Affordable Housing Units (as defined in the Housing Regulations) in Phase 1A and Phase 1B shall be at least 10% of the aggregate number of housing units produced in Phase 1A and Phase 1B, and (b) Workforce Housing Units (as defined in the Housing Regulations) such that the total number of Workforce Housing Units (as defined in the Housing Regulations) in Phase 1A and Phase 1B shall be at least 10% of the aggregate number of housing units produced in Phase 1A and Phase 1B. The Corporation shall not approve any site plan review or special permit in connection with Phase 1A until the MOU has been recorded. The Corporation shall not approve any development plan, site plan review or special permit for Phase 1B unless the MOU has been recorded, and a development plan for Phase 1B containing at least 150 units of Senior Housing (as defined in the By-Laws, which Senior Housing shall contain the requisite amount of Affordable Housing Units and Workforce Housing Units required by Section 6.1(A) of the Housing Regulations) has been filed and approved by the Corporation. The MOU shall remain in full force and effect until the Corporation has issued certificates of occupancy or similar certificates for the required number of Senior Housing units, Affordable Housing Units and Workforce Housing Units.

- B. As depicted in the Development Plan, the Applicant shall provide an emergency access route along Trotter Road (connecting Route 18 to the currently proposed Parkview Street) prior to May 1, 2008. The access route shall consist of an unobstructed paved way containing appropriate signage at both ends of the route. Emergency personnel shall be able to access the western end of the route through the existing gate system on Trotter Road. The Applicant agrees to coordinate/consult with safety officials of the Towns (as defined in the By-Laws) prior to the installation of an appropriate master-access system and during the operational life of the access route.
- C. The Applicant shall obtain all approvals, permits and licenses, if any are required, from the Massachusetts Bay Transportation Authority or successor or related agency (the "MBTA") for the portion of the emergency access route shown in the Application that crosses the MBTA railroad tracks and right-of-way.
- D. The Applicant shall obtain all approvals, permits and licenses, if any are required, from the Navy or successor or related agency for any portion of the emergency access route on Navy-owned land.
- E. The Premises are subject to the Phase 1A Construction Management Plan dated September 12, 2006, prepared by Tishman Construction Corporation and Kimley-Horn Associates.
- F. The Applicant shall construct the following amenities in Phase 1A as more particularly described in the Amenities Plan at Exhibit B to the Reuse Plan, and as more particularly shown on the plans attached hereto as Exhibit B:
- i. Shea Memorial Grove;
  - ii. Approximately 1.67 acres of Village parks; and
  - iii. Approximately 1.44 acres of Public parks.
- G. The Applicant shall submit a revised version of the Application containing (i) plans showing the metes and bounds of the amenities referenced in Condition F above, and (ii) Applicant's responses and clarifications contained in the August 13 E-Mail.

DECISION

Following the Hearing, the Corporation voted on the Application on August 13, 2007 and, subject to the above conditions, the vote of each member was as follows:

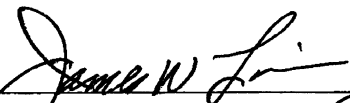
<u>Member</u>	<u>Vote</u>
James W. Lavin	Approve
Colin J. McPherson	Approve
Robert W. Terravecchia	Approve
John W. Rogers	Approve
John P. Ward	Absent

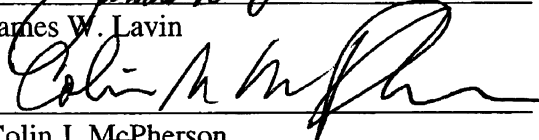
This written decision regarding the Application shall be filed with the official records of the Corporation and in the offices of the Town Clerk of Abington, the Town Clerk of Rockland and the Town Clerk of Weymouth within 14 days after the decision was rendered. Notice of the decision shall be mailed forthwith to the Applicant.

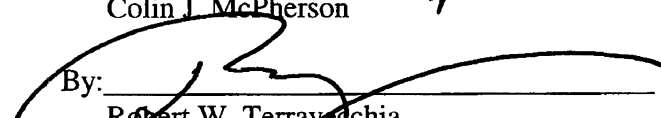
Appeals, if any, shall be made pursuant to Article 15 of the By-Laws that shall be filed within 20 days after the last date of filing of notice of this decision with the Corporation, the Town Clerk of Abington, the Town Clerk of Rockland and the Town Clerk of Weymouth.

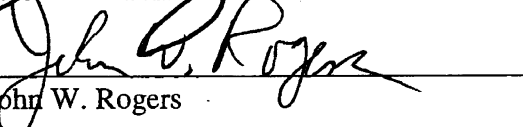
IN WITNESS WHEREOF, the undersigned has executed this instrument under seal as of the date set forth below.

SOUTH SHORE TRI-TOWN DEVELOPMENT CORPORATION

By:   
James W. Lavin

By:   
Colin J. McPherson

By:   
Robert W. Terravecchia

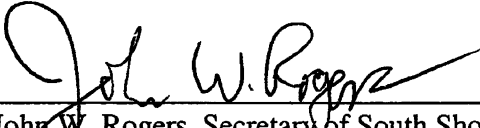
By:   
John W. Rogers



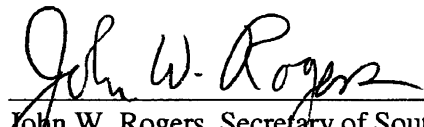


Dated: August 23, 2007

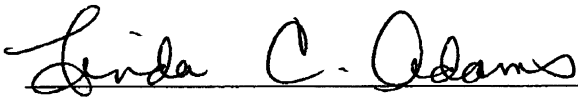
I, John W. Rogers, Secretary of South Shore Tri-Town Development Corporation, hereby certify on behalf of South Shore Tri-Town Development Corporation that the foregoing is a true copy of the Decision of South Shore Tri-Town Development Corporation and that certified copies of the Decision have been filed with the official records of South Shore Tri-Town Development Corporation and in the offices of the Abington Town Clerk, the Rockland Town Clerk and the Weymouth Town Clerk.

  
\_\_\_\_\_  
John W. Rogers, Secretary of South Shore Tri-Town Development Corporation

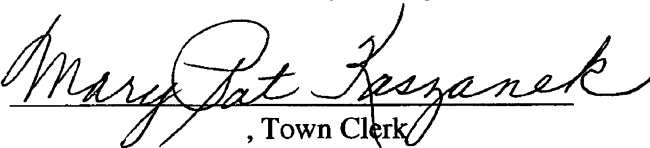
Filed with the official records of South Shore Tri-Town Development Corporation on the 23 day of August, 2007.

  
\_\_\_\_\_  
John W. Rogers, Secretary of South Shore Tri-Town Development Corporation

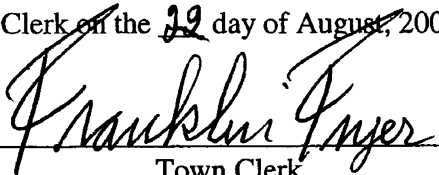
Filed with the office of the Abington Town Clerk on the 22 day of August, 2007.

  
\_\_\_\_\_  
, Town Clerk

Filed with the office of the Rockland Town Clerk on the 23 day of August, 2007.

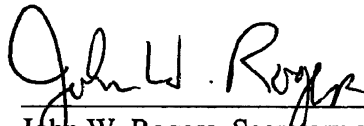
  
\_\_\_\_\_  
, Town Clerk

Filed with the office of the Weymouth Town Clerk on the 22 day of August, 2007.

  
\_\_\_\_\_  
, Town Clerk

I, John W. Rogers, Secretary of South Shore Tri-Town Development Corporation, hereby certify that the foregoing is a true copy of the Decision of South Shore Tri-Town Development Corporation dated August ~~13~~, 2007 and filed with the official records of South Shore Tri-Town Development Corporation on August ~~23~~, 2007, with the Abington Town Clerk on August ~~25~~, 2007, with the Rockland Town Clerk on August ~~23~~, 2007 and the Weymouth Town Clerk on August ~~23~~, 2007 and that twenty (20) days have elapsed after the latest date of such filing, without the filing of any appeal on such Decision.

Dated: Sept. 13, 2007

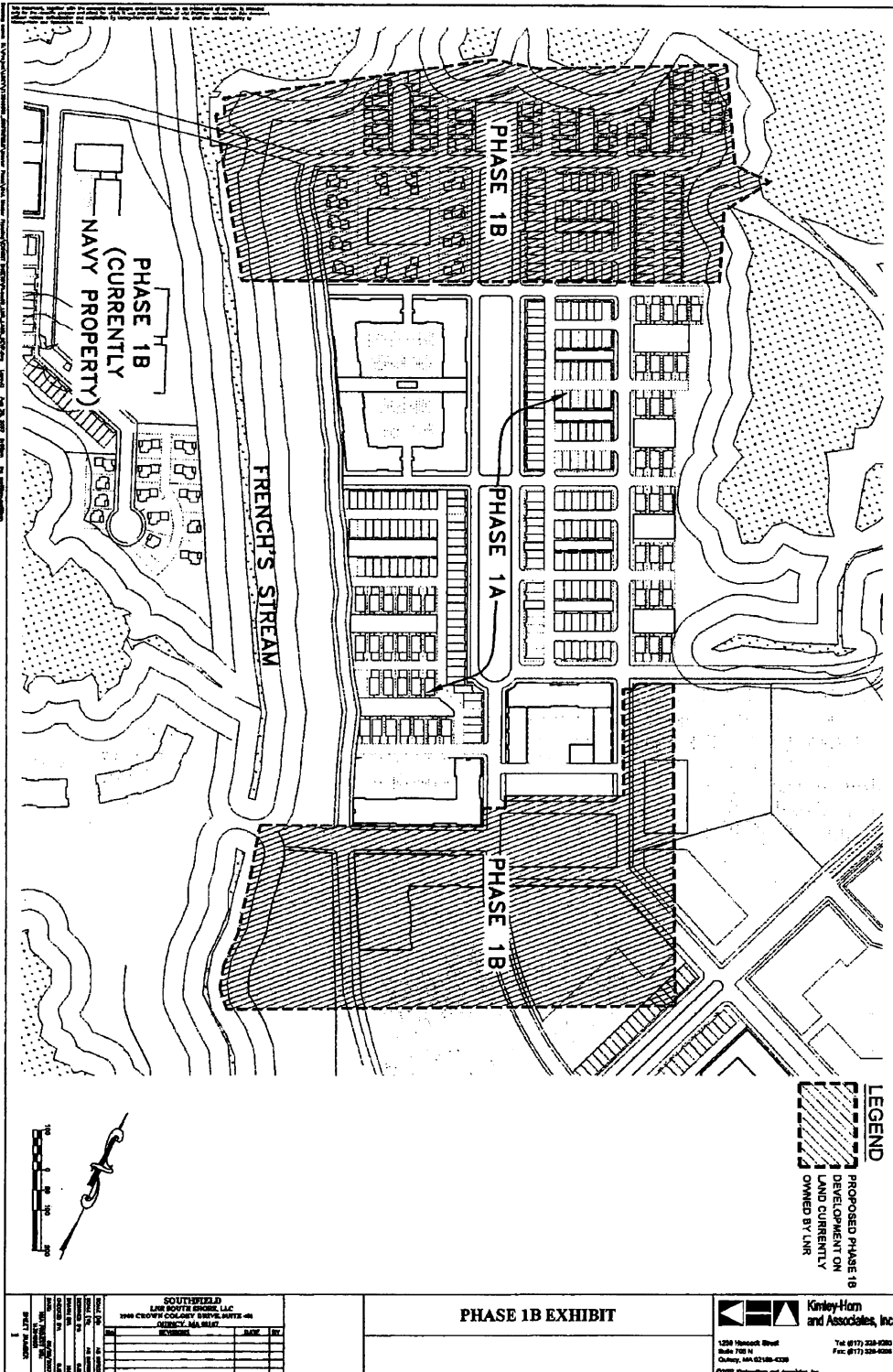


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John W. Rogers, Secretary of South  
Shore Tri-Town Development Corporation

EXHIBIT A

Plan of Phase 1B Land



**THIS IS A SKETCH AND SHALL NOT BE REFERRED TO AS A PLAN FOR THE PURPOSES OF CONVEYING OR SUBDIVIDING AND**

Exhibit B

Plans of Shea Memorial Grove, Public Parks and Village Parks

