

THE VILLAGE CENTER PLAN

The Master Plan

A 12-Year Plan for the former
South Weymouth Naval Air Station

Submitted to:
The South Shore Tri-Town Development
Corporation
and the Towns of
Abington, Rockland and Weymouth

March 7, 2005 Master Plan
(as revised and amended by SSTTDC and resubmitted
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SECTION I

GOALS AND GUIDING PRINCIPLES

The conceptual version of *The Village Center Plan*, introduced on September 23, 2004, drew upon earlier planning efforts in 2003 and 2004, when South Shore Tri-Town Development Corporation (“The Corporation”) and LNR Property Corporation (“LNR”) hosted a series of seven public meetings to help craft Smart Growth options for redevelopment of the former NAS South Weymouth. This revised Master Plan builds on that public input and on extensive feedback received during the past five months in numerous meetings with The Corporation, state and federal officials and agency staff, the peer review team from the Metropolitan Area Planning Council and the Old Colony Planning Council, and residents, civic organizations and elected officials from Abington, Rockland and Weymouth.

Throughout this process our work in shaping the Master Plan has been driven by ten goals and guiding principle:

1. Generate significant fiscal benefits.

The Village Center Plan will stimulate economic development and generate significant net revenues for Abington, Rockland and Weymouth. All fiscal analyses performed to date indicate that the project will generate substantial net revenues to the Towns, with projections ranging from as much as \$11 million per year to the most conservative estimate of a still-substantial \$6.2 million per year. These are NET REVENUES, meaning AFTER The Corporation has paid all costs for the provision of municipal services including education. There is no practical scenario suggested by any of the various peer review analysts that would show the project creating any cost or other fiscal burden to the Towns. As the Peer Review concluded, “*not only will the Plan cover its own costs, but it will provide a positive flow of revenue that will help Weymouth, Rockland and Abington to maintain and improve the services that they provide to their current and future residents, both inside and outside the footprint of the old Navy base.*”

2. Create jobs and welcome commercial and retail businesses.

The Village Center Plan will generate jobs in several ways. Construction of infrastructure and buildings will generate up to 12,000 construction-related jobs over the approximately 14-year build-out period. As for permanent jobs, the 2 million square feet of commercial development included in *The Village Center Plan* will generate an estimated 3,000–4,500 permanent jobs. The *Shea Science Park* with its focus on technology will create a professional environment for high caliber firms seeking maximum productivity, spacious parcels for build-to-suits with room for expansion, and a well-educated

workforce that lives nearby. Fast track permitting will help make the site an ideal choice for traditional corporate tenants, cutting-edge industries such as biotechnology and pharmaceutical, and local start-up businesses and incubator programs. Retail and mixed-use space located throughout the project will support a mix of retail and service jobs for workers at all skill levels. Above all this, the best attribute is that *The Village Center Plan* will be an all-around great place unlike anything in the region, and corporations, retailers and institutions of many types will quite simply want to be there!

3. Ensure smart growth and sustainable development.

Smart Growth is about building better communities. In stark contrast to the rampant single-use, “sprawl” development that has afflicted Southeastern Massachusetts for decades, *The Village Center Plan* is based on Smart Growth principles of compact, mixed-use re-development of already industrialized land with ample open spaces and a range of housing and transportation choices. At its core, “smart growth” means building communities by choice in the same way our forbears built theirs out of necessity, by placing a mix of residences, shops, businesses, civic spaces and recreational amenities close to one another and in harmony with the natural environment. Striking this delicate balance will enable the Towns to embrace and welcome the inevitable growth that’s happening all around us in a way that minimizes impacts and delivers sustainable community prosperity.

4. Invest in infrastructure and protect the Towns from bearing the costs of Base re-use.

A substantial investment in infrastructure is required to create the “platform” from which this project can serve as a catalyst for the area’s economy. The total cost of roads, utility systems, civic, recreational and transportation facilities, and the mitigation of impacts could exceed \$240 million. Sources of funds to cover these costs are transportation and highway grants, bonds serviced by user fees and special assessments, and a substantial private investment of upwards of \$150 million by LNR. Most importantly, none of the cost of this state-of-the-art infrastructure will be borne by Abington, Rockland and Weymouth and LNR and the Corporation anticipate that no bonding serviced by basic property tax revenues will be needed.

5. Preserve most of the site as open space and provide extensive recreational opportunities.

Open space is a precious resource and green space is the hallmark of this re-use plan. *The Village Center Plan* preserves some 72% of the land for open space and recreation, including forests, grasslands and wetlands where local species can once again enjoy their natural habitats. Much of the site’s preserved space will be reopened to the public for the first time in 62 years.

The project offers many recreational options including athletic fields, a sports, fitness & recreation complex, bike paths, picnic areas, a scout camp and nature trails.

6. Offer diverse housing options to support smart growth and attract employers.

Housing production is both an economic development force and an economic necessity in Southeastern Massachusetts, the fastest growing region in the state with some of the highest housing costs in the nation. *The Village Center Plan* addresses the area's need for more housing options, both to support strong residential communities and to provide the foundation for a thriving economy. Housing options in *The Village Center Plan* will accommodate everyone from singles to seniors, couples to young families, and first time buyers to empty nesters. Neighborhoods will have a diverse blend of housing types, sizes and architectural styles, creating a unique sense of place that complements the neighboring communities. Many of the apartments, condominiums and townhouses will be priced affordably for entry-level and moderate income renters and homebuyers - so-called "workforce housing." The residential component of *The Village Center Plan* will go a long way toward ensuring that Abington, Rockland and Weymouth remain communities where seniors and their children, as well as municipal employees, can choose to live. *The Village Center Plan* will not be pursued as a so-called "40B project", because of the work force affordability of many of its housing units. However, the project can help area communities qualify for state infrastructure dollars now being directed by law to towns that encourage production of smart growth, modestly-priced housing.

7. Reduce traffic by offering transportation choices on site.

The Village Center Plan incorporates a number of options to link each of its neighborhoods and provide easy connections within the site: a network of pedestrian and bike paths, a picturesque two-lane parkway spanning east to west, regular shuttle service to the MBTA Old Colony Commuter Rail station at South Weymouth. Most all of life's necessities will be located within a short walk or bike ride to reduce car trips, alleviate traffic problems, ease pollution and encourage social interaction. This Plan will reduce traffic impacts significantly over the previous redevelopment plans.

8. Improve and enhance environmental conditions.

The Village Center Plan will improve environmental conditions on the property in a number of ways. Remediation of contaminated sites will take place pursuant to a cleaner, quicker, locally-led site clean-up shaped by a strong commitment to protection of public health and the environment. Water supply and wastewater treatment challenges will be addressed in ways that improve water quality and enhance wetlands and habitat protection. *The Village Center Plan* will minimize any adverse environmental impacts by

following Smart Growth principles, employing the highest environmental and community development standards and seeking excellence in the design and engineering of all aspects of the project.

9. Ensure a phased and workable build-out.

A project of this magnitude cannot, and should not, be built all at once. *The Village Center Plan* is designed to be built in phases over a period of roughly 14 years. Early phases will focus on constructing already-approved commercial development and many of the transportation, open space and recreational amenities along with a mix of housing units. Additional housing, commercial and other development will be added over time depending on market conditions and only as infrastructure is constructed to ensure that the project will not cause environmental damage or traffic disruption. This phasing will also enable a better, more gradual integration of the project into the fabric of the neighboring communities.

10. Transform the Base into a thriving, sustainable development

The Village Center Plan offers flexibility and adaptability so that the development can thrive over generations, and meet both the present and future needs of Abington, Rockland and Weymouth, and continue to be responsive to ever-changing market conditions. Viewing the site strategically rather than piecemeal, some of the country's finest urban planners and architects have applied the highest standards of urban and landscape design to create a community that combines present-day function with timeless beauty and sustainability.

SECTION II

OVERVIEW: IMPROVING THE VILLAGE CENTER PLAN

The Master Plan is attached as Figure A. This represents a revised version of *The Village Center Plan*, which was first presented to The Corporation, the communities of Abington, Rockland and Weymouth and the general public on September 23, 2004. Because much of the feedback about the core elements of *The Village Center Plan* was positive, this Master Plan retains much of what was proposed in September. Indeed, after reviewing the *The Village Center Plan*, the *Peer Review prepared by the Metropolitan Area Planning Council and the Old Colony Planning Council concluded*

“development of The Village Center Plan will not only benefit the three towns that hosted the former base for many years, but also the South Shore and the metropolitan Boston region as a whole. The region needs the jobs and homes promised in the Plan – and, for the most part, these benefits can be achieved without excessive public investment in new infrastructure – consistent with the smart growth goal of maximizing the use of existing systems.”

The Master Plan incorporates a lengthy roster of changes, adjustments and refinements that LNR believes substantially advances our planning process and meaningfully improves the prior conceptual plan. Changes are derived almost entirely from the valuable and constructive commentary offered by community members, Corporation Board members, Town officials and the expert findings of peer reviewers over the past several months. This spirit of collaboration among diverse constituencies is the only path forward for the project and will stand us in collective good stead for the upcoming Town approvals and the extensive Massachusetts Environmental Policy Act (“MEPA”) environmental permitting to follow thereafter.

Before presenting the full Master Plan, this section highlights some of the most important changes that have been made since September.

Housing

Questions regarding the residential component of *The Village Center Plan* generally fell into three categories: Would there be a cap placed on the overall number of housing units and could the number of large-lot single family homes be limited? Could the number of over-55 or “senior” housing units be increased? How would the needs for affordably priced housing be addressed in the plan? The revised Village Center Plan addresses all three issues, as follows:

Limits on Total Residential Units and Large-lot Single Family Homes

This Master Plan conforms to provisions to be incorporated into the binding Re-Use Plan that will include an absolute cap on the number of residential units to be constructed as part of the project. The maximum number of housing units will be capped at 2,855 units.

In addition, this Master Plan incorporates a limit on the number of bedrooms associated with the residential units, based on a formula that will ensure an average of (i) 2.3 bedrooms per unit for apartments and condominiums or any mix thereof, and (ii) 2.8 bedrooms per unit for townhomes, and (iii) 3.5 bedrooms per unit for single-family homes on lots of 5,000 sf or less, and (iv) 4.0 bedrooms per unit for single-family homes on lots of greater than 5,000 sf. While no bedroom limit applies to any senior units, through the permitting process the Corporation will ensure that no unreasonably large number of bedrooms may be included in a senior unit.

Finally, as an additional measure to ensure that the residential component of *The Village Center Plan* will focus on smaller, denser housing targeted to smaller households and empty nesters, this Master Plan conforms to anticipated zoning regulations that will include an absolute cap on the number of large-lot single-family homes that can be constructed as part of the project. No more than 275 of the residential units will be detached single family homes on lots of more than 5,000 square feet. Such homes will therefore constitute less than 10% of all residential units.

Senior Housing

The Village Center Plan presented in September 2004 included 300 units of senior housing congregated in one “complex” of apartments and condominiums. Market studies by LNR and recent media reports suggest that this form of age-restricted housing is in a seriously oversupplied condition and surveys show seniors increasingly prefer not to be congregated in housing restricted to their age group. They in fact seem to prefer to remain in their communities, but with more and better housing alternatives available to them.

In order to address the desire for additional senior housing, this Master Plan includes a provision that requires the construction of 400 units of senior housing. The Master Plan conforms to anticipated provisions to be incorporated into the binding Re-Use Plan that would include a requirement that 400 (out of 2,855) residential units will be occupied by at least one person age 55 and over.

To address the market preference for integrated housing for seniors, LNR intends to explore a full or partial integration of these 400 units throughout the villages, and, at a minimum, to design a good number of other units with

first-floor master suites, handicapped accessibility and other features attractive to seniors, and locate these units close to amenities.

The combination of these offerings will lead most certainly to a thriving population of active seniors occupying potentially far greater than the 400 age-restricted units outlined above.

Housing Affordability

When *The Village Center Plan* was presented in September 2004, the issue of housing affordability was addressed by assuming that the final version of the plan would incorporate a “zoning overlay district” under Massachusetts’ new smart growth housing law, Chapter 40R. Chapter 40R rewards communities that choose to adopt such overlay districts with two types of payments, a one-time upfront payment of up to \$600,000 when the zoning is adopted and a further payment of \$3,000 per unit as new homes are built. Housing affordability would be ensured because 20% of housing units in Chapter 40R overlay districts must be affordable to households earning 80% or less of the area’s median income. LNR will work with the Corporation and the Towns to pursue subsequent adoption of appropriate Chapter 40R overlay district(s) and associated revised zoning once the applicability of the new 40R regulations to the project is duly evaluated.

In addition, by this Master Plan LNR commits to ensuring that 10% of the residential units will be affordable to individuals and families whose annual income is less than 80% of the area-wide median income and 10% of the residential units will be affordable to individuals and families whose annual income is 80% – 120% of the area-wide median income. The affordable units will be situated, to the extent practicable, to maximize the number of units affordable to individuals and families whose annual income is less than 80% of the area-wide median income within any Chapter 40R overlay district on the Base.

To augment Chapter 40R affordable housing and be most responsive to other needs in the communities, LNR intends to work with the Corporation, the Towns, the Metropolitan Area Planning Council and the Old Colony Planning Council to design and adopt a Workforce Housing Plan addressing primarily the units affordable to individuals and families whose annual income is 80 – 120% of area-wide median income. This Workforce Housing Plan could have the following potential features.

- Workforce Housing that is designed and priced to be appealing and affordable to teachers, police & fire personnel, municipal employees, clerical workers, construction workers, hospital and medical employees and other entry-level to moderate-income employees across both white-collar and blue-collar industries and professions.

- Workforce Housing that is integrated throughout most areas of the project and includes diverse types of housing of a quality level that is externally indistinguishable from other units of the same type.
- Sales and leasing programs offering priority availability of a certain number of Workforce Housing units to current residents and municipal employees of Abington, Rockland and Weymouth.
- Partnerships with local banks and State agencies to create low-cost financing options for Workforce Housing purchases

The affordable housing commitments contained in this master plan ensure that 571 units in the project will be subject to these programs to ensure a diverse mix of housing in the project is available to meet community needs across low and moderate income levels. This affordable component, combined with 400 senior units, means that 34% of the housing in the project will be subject to some form of “targeted” program designed to deliver what is needed in the community.

Jobs and Commercial Development

Questions on the commercial component of *The Village Center Plan* generally fell into three categories: Could there be more job-generating commercial development included in the plan? Could the housing component be constructed while the commercial component was allowed to lag or even never be built? Does the plan rely too heavily on biotech manufacturing for its commercial component? The revised Village Center Plan addresses all three issues.

Increasing the Amount of Commercial Development

Certain constituents including the peer reviewers suggested increasing the size of the commercial component of *The Village Center Plan*. As presented in September 2004, the project incorporated 1.3 million square feet of commercial space, which was anticipated to consist of roughly 300,000 square feet of mixed-uses in the Village Center and Transit Village and roughly 1 million square feet of commercial uses in Shea Science Park.

This Master Plan increases the target for commercial development to 2 million square feet. Of this amount, up to 500,000 square feet of mixed-use commercial, retail, hotel, civic and other uses would be located in the Village Center and other mixed-use and residential villages. The remaining 1.5 million square feet of commercial uses would be targeted for the Shea Science Park. Not more than 500,000 square feet of the 2 million square feet of commercial development will be used for retail purposes.

The 2 million square feet of potential commercial development should be seen as an absolute maximum amount that could be feasible both in the market and under environmental permitting for these combined uses. MEPA

review will evaluate the feasibility of this amount of development from an environmental and traffic perspective. The combination of market forces and limits set by MEPA could result in revised amounts of commercial development, but in no event greater than 2 million square feet.

Linking the Construction of Housing and Commercial Development

To address concerns that the housing component of *The Village Center Plan* could be developed without also constructing the commercial component, this Master Plan includes a commitment to maintain proportionality between the residential and commercial build-out in each phase of *The Village Center Plan*. This “proportionality” requirement conforms to anticipated provisions to be incorporated into the binding Re-use Plan to be approved by The Corporation and the Towns. In Phase I, for each 500 units of residential development at least 150,000 square feet of commercial development would have to occur. With respect to Phase II, for each 1,000 units of residential development at least 300,000 square feet of commercial development would have to occur. With respect to Phase III, for each 425 units of residential development, at least 150,000 feet of commercial development shall occur.

Diversifying the Commercial Component and Jobs Mix

Although the conceptual plan version of *The Village Center Plan* did not rely exclusively on biotech manufacturing, concerns were expressed about the need to incorporate a more diverse mix of commercial opportunities and thereby ensure both the success of the commercial component and a more diverse set of job opportunities. While LNR remains optimistic that Shea Science Park will be one of Massachusetts’ premier biotech manufacturing locations, the project by all means will include a diversified range of users including biotech manufacturing and associated research and development, medical technology and device manufacturing and associated research and development, computer and electronics products manufacturing, high technology companies, and clinical medical facilities.

The revised Master Plan also promotes a diversified commercial component by expanding the amount of smaller-scale or supporting commercial uses including office, hotel, retail, restaurant, entertainment and similar uses. Many of these uses would now be permitted in Shea Science Park, in “mixed-use villages” such as the Transit Village, and (to a limited extent) in the residential villages. Increasing the amount of smaller-scale commercial and retail development and spreading it throughout *The Village Center Plan* will increase the number of jobs in these sectors and ensure jobs for many different types of workers. This smaller-scale commercial component will also strengthen the Smart Growth aspects of the plan and reduce the need for residents and employees to use automobiles to eat, shop, or enjoy themselves.

This improved commercial development plan and the proposed Workforce Housing Plan are highly complementary to one another. Corporations in a broad range of industries will find the project inviting for many reasons including the fact that their workers can live there affordably and not suffer an hour-long commute to get to work. Workers whose employers are thriving in Shea Science Park will find housing options right there in the villages designed and priced with them in mind.

Village Center Retail

The “pearl” of *The Village Center Plan* is a vibrant mixed-use center of commerce, retailing, residential and civic activity all thriving at the project’s core. But the real driver of the success of this vision is centered squarely on the retail component. Creating an attractive place for shopping, dining, entertainment or just “hanging-out” is what will make this new place a success. The vision is one of many people engaging in these pursuits at the same time and interacting with one another while doing so, and enjoying themselves to the point that they wish to return, and may even urge a friend to do likewise – that’s what creates the dynamic envisioned by the Village Center retail. It helps immeasurably that these patrons of the Village Center retail will also be able to – within walking distance – exercise, attend a child’s soccer game, play a round of golf, grab a train to Boston and may even work around the corner.

Peer Review comments were highly supportive of the potential of this retail center, with projections that some 100,000 square feet could be supported from within the Village Center Plan and an additional 100,000 square feet from regional demand. LNR is optimistic that even a greater regional demand can be met and accordingly has adopted the increase in overall commercial space to 2 million square feet – a portion of which will need to come from retail in the Village Center, although not more than 500,000 square feet will be used for retail purposes.

Competition is fierce with the introduction of highly successful Derby Street Shoppes in nearby Hingham, the dominance of the South Shore Plaza in Braintree, and numerous community “strip” centers in the South Shore. Yet these are retail concepts that have virtually none of the attributes of *The Village Center Plan*. LNR has been carefully “micro-planning” the Village Center plan to position itself favorably against these formidable competitors and expects a highly favorable response from retailers seeking new and exciting merchandising opportunity on the South Shore.

What is unique about The Village Center Plan – its sheer size and its smart growth, mixed-use orientation – also makes it most challenging. For the plan to work it must work on a very large scale and with a mix of land uses all working simultaneously in complement to one another. But one thing is

clear – for a successful project, what must “lead the charge” and continue to prosper is the Village Center retail.

Civic and Educational Improvements

In responding to the September 2004 version of *The Village Center Plan*, a number of stakeholders noted that more detail was provided with respect to the residential and commercial components of the plan than with respect to other uses including civic, educational and recreational uses. Since September, the LNR team has been working hard to better define those aspects of *The Village Center Plan*.

School Site

With some 600 school-age children projected at full build-out of *The Village Center Plan*, the issue has been raised as to whether a school should be incorporated into the Plan. LNR’s understanding is that, if such a school were to be required, the preferred configuration would be for a combined K–8 elementary and middle school at a single site. *The Village Center Plan* therefore now includes a designated site for a future public school facility. Any LNR contribution toward such a school, beyond a site, would of course be the subject of future negotiations with The Corporation and the Towns. In addition, LNR recommends that the Zoning Bylaw permit the construction of public schools within all of the appropriate districts in and near the Village Center and the recreational complex in order to allow for maximum flexibility in siting a school.

Site for Civic or Community Facility

In addition to a school, a number of stakeholders noted that other civic or community facilities such as a library, performing arts center or such other cultural venue could be incorporated into the project. These could be facilities provided by The Corporation, by the Towns or by a not-for-profit community organization. LNR agrees and believes that the most appropriate location would be in or adjacent to the Village Center. The location may be a site unto itself or in the first floor retail space of a Village Center residential or office building. Though the Master Plan now includes a designated site for this future civic or community facility, this location and its size is preliminary and subject to relocation and/or change. LNR is committed to working with The Corporation, the Towns and interested civic organizations to develop a fair and workable process for determining how this site could best be utilized in the future.

Recreational & Open Space Improvements

Questions about the recreational/open space elements of the Village Center Plan generally fell into two categories: Exactly what specific recreational amenities are to be built? How will all the recreation be managed and who from the general public gets to use what facilities, when, and for how much?

This Master Plan addresses these questions as follows:

Sports & Recreation Improvements

The following list summarizes specific changes and improvements to the recreational/open space elements of the project (with a more detailed outline of the overall program contained in Section III and Appendix 1.)

- A Sports & Recreation Complex adjacent to the Village Center, incorporating a fitness/wellness center, an indoor ice skating rink and a multi-sport indoor recreational “field house.”
- An array of outdoor fields and courts including (i) five regulation multi-sport fields some with modern artificial, maintenance-free turf surfaces, some lighted for evening play (all convertible for soccer, field hockey, football, rugby or lacrosse, and, expandable for simultaneous use for 30 youth soccer games), (ii) two “parkland fields” near neighborhoods with natural turf, unlighted, and available for casual, “pick-up” games, (iii) one softball field in Shea Science Park targeted for corporate leagues, (iv) four softball/baseball diamonds and (v) 13 tennis and basketball courts. If deemed necessary by the Corporation, LNR will construct up to four (4) additional playing fields of a type to be determined based on community need.
- Indoor Pool: The private fitness facility will include an indoor pool that will be made available to the public by fitness center membership and to the swim teams & clubs of the Towns for practice and meets at nominal use fees. Due to seasonal limitations, there is no outdoor pool planned.
- A “Winter Park” making use of the golf course for winter sports and recreation, including ice-skating, cross country skiing, and snowshoeing. A portion of the clubhouse would be configured as a limited service shelter and refreshment area for skiers and skaters. A pond adjacent to the clubhouse would be maintained (snow removal and natural ice-resurfacing) throughout the winter months allowing skaters a quality experience. Natural trails throughout the golf course property would make an ideal venue for cross-county skiing, snowshoeing and other winter recreation.
- A scout camp with a “low impact” camp site for use by Boy Scouts and Girl Scouts from the three Towns and surrounding areas.

Recreational Facility Management Plan

To address management and access issues, LNR will work in close conjunction with the Corporation and any private recreational facility owners/developers to form a well-conceived recreation management plan. In general it should be expected that facilities would be divided into two categories:

- Public Amenities: Generally, any outdoor field, court, playground, park, skating pond, and nature area would be open and available most of the time for the free use of the general public. Certain fields may be reserved for use by the organized sports programs of the Towns and these would be available at no charge. During certain other times, these fields may be reserved for private use or for organized events and tournaments for which nominal fees may be charged.
- Indoor Facilities/Golf Course: Generally, the golf course and any indoor fitness center or health club, indoor pool, ice rink or field house would be privately financed, developed and owned. These facilities would be made available for use by organized sports programs of the Towns for nominal use fees.

The objective is to create a vibrant fitness, sports and recreational oriented community with state-of-the-art facilities available with as much free access as is feasible. Certain facilities are included at significant up-front capital cost and ongoing maintenance expense that necessitates private operation and reasonable use charges.

Though membership arrangements in privately developed facilities will be a reality, no recreation club or facility shall have a membership policy that is exclusive.

Open Space Improvements

It has been most rewarding for LNR to hear almost universal praise for the sensitivity that the Village Center Plan showed for the natural environment, not just through reservation of some 1,009 acres for open space and recreation, but also through real improvement of habitat areas from the condition in which they now exist.

The only new habitat initiative set forth in the Master Plan is a 30 acre Grassland Nature Preserve, set aside as restored habitat for certain species of grassland birds, turtles and other species potentially displaced by the development of the golf course. This area is mostly paved taxiway now and could easily be transformed into fairways and greens for the golf course. Instead, the asphalt and concrete will be removed as part of the golf course development, and the area will be re-seeded with native grasses and fescues, and then left alone in perpetuity to be re-populated by native species.

Road and Street Configuration

This Master Plan sets forth a configuration of both major roadways and minor streets than LNR expects to closely approximate a final configuration.

However, though any changes are expected to be modest, the Master Plan shows only a preliminary roadway configuration that is subject to change. The final configuration will be developed and approved through both state environmental review under MEPA and through local land use regulation pursuant to the revised Zoning Bylaw. LNR assumes that The Corporation will approve final roadway configurations when LNR applies for appropriate development permits under the Zoning Bylaw.

In response to issues raised since September, this Master Plan anticipates the following changes in roadway configurations.

East-West Parkway from Route 18 to Route 3

For its on-base portion, minor changes have been made to the anticipated corridor of the East-West Parkway in order to better integrate this important regional roadway with the neighborhoods through which it will pass. Linear parks and green spaces have been located strategically along the route to buffer the roadway from village neighborhoods. As it passes south of the Village Center, the Parkway will pass facades of various commercial building as opposed to a sea of parking lots. Also, LNR has added an important new arterial road connecting the Shea Science Park in a more direct route to the East-West Parkway enabling east-bound traffic exiting the commercial area can bypass the Village Center.

The most significant change to the East-West Parkway is suggested at its eastern end, in order to accommodate more recent analysis of the best way to connect the project to Route 3 to the east. While detailed traffic and alignment studies will be performed in the upcoming state and/or federal environmental review processes, LNR has been carefully evaluating several “eastern access” options. Considering wetland impacts, intersection/road improvements, adjacent property impacts, traffic flow and other impacts, a preferred alternative has been identified. This alternative would connect the Parkway directly to Reservoir Park Drive and is depicted in Figure 13. In the Master Plan, the adjusted corridor for the East-West Parkway is designed to link up with this alternative for improved eastern access. We believe this “eastern connector” will serve as a viable cross-base connection to Route 18 by allowing vehicles to access Route 3 encountering only two stoplights and one left/right turn.

In addition to providing the most direct passage from/to Route 18 to Route 3, this proposed configuration addresses two neighborhood concerns expressed frequently during public hearings in the communities.

- **Avoidance of impacts to Pine Street in South Weymouth.** The more southerly connection of this preferred alignment provides access to Weymouth Street at a new signalized intersection directly aligned

with Reservoir Park Drive, avoiding any direct cross-connection that might invite a “cut-through” using Pine Street to reach the Exit 15/Derby Street interchange. This configuration will not only avoid a Pine Street impact in the future but could alleviate the existing situation by providing a more direct route for traffic currently utilizing the Pine Street cut-through to Derby to instead access Route 3 at the Exit 14/Hingham Street interchange.

- **Avoidance of impacts to the Muster Field neighborhood in North Abington.** This southerly connection encourages Rockland residents to directly access amenities and destinations on the property from the VFW Parkway as opposed to utilizing residential side streets through the Abington Muster Field neighborhood to access Route 58 and then Route 18.

East Village Street Grid

The street grid has also been reconfigured in the East Village. A number of stakeholders pointed out that the proposed street configuration was too rectilinear and resulted in a block layout that lacked distinctiveness and variety from neighborhood to neighborhood. In response, the illustrative street configuration for the East Village has been changed to add streets with some “zig and zag” resulting in blocks of different sizes and shapes.

Union Street

One issue that has received a lot of attention was whether there should be entry points to the property from Union Street in both Rockland and Weymouth. The September 2004 version of *The Village Center Plan* anticipated the opening of Union Street in order to facilitate access by public safety officials as well as local residents traveling to the property and especially to the ball fields and other recreational facilities. The Peer Review concluded that Weymouth and Rockland should allow connections to Union Street. However, LNR has made it clear that the opening of Union Street is an issue to be decided by The Corporation and the Towns and is not an essential component of *The Village Center Plan*. In light of substantial concerns raised about Union Street, this Master Plan assumes that the street configuration within the East Village remains unchanged but that modern gates are installed in order to eliminate access to the property via Union Street from both Weymouth and Rockland, with provision made for emergency access by public safety officials only.

Water Supply

While environmental issues will generally be addressed in more detail in the upcoming state environmental review process, one strong concern raised persistently during the past five months was the issue of water supply. Questions raised on water have generally fallen into three categories: Is the one million gallons per day an adequate water supply? Why rely solely on The Massachusetts Water Resources Authority (“MWRA”)? Why should the Towns approve a Re-Use plan and Zoning By-Law now, without certainty on the water supply?

This Master Plan submission addresses these questions as follows:

Increase in Supply Target

As noted in the Peer Review, water demand associated with The Village Center Plan is likely to be closer to 1.3 million gallons per day, given the need for water to serve biotech-manufacturing facilities in Shea Science Park, and LNR has adopted this target. Further, with the increase in commercial space to 2 million square feet, LNR will further evaluate water needs and make additional adjustments if necessary.

Massachusetts Water Resource Authority

LNR continues to pursue water supply options including but not limited to obtaining drinking water from the Massachusetts Water Resources Authority. Though MWRA water is cited as the preferred alternative for reasons stated in *The Village Center Plan*, the MEPA process will require LNR to fully explore all viable options for water supply in a rigorous fashion, with no initial preference given to any option.

Plan Approval Without Water?

The attached Phasing Plan includes a clear commitment that the Master Plan will not advance to any point in any phase in which demand for water would exceed 150,000 gallons per day until a source of 1.3 million gallons per day of drinking water has been identified, permitted and secured. LNR is confident that water supply issues will not hold up the build out of the project. Accordingly, the community faces no risk that plan and zoning approval will enable the project to somehow go forward without enough water. LNR and the Corporation need a re-use plan and zoning approved and in place in order to proceed with negotiations with the Navy to secure property transfer, and to make the considerable investment in time and money needed to proceed through the rigorous MEPA process.

Smart Growth Design

With respect to Smart Growth design, the Peer Review concluded that:

The Village Center Plan is a strong example of redevelopment planning based on smart growth goals, such as mixture of uses, concentrated development, preservation of open space, and encouragement of walking and biking. In particular, we note the plan's inclusive effort to develop a vibrant people-focused community that is an asset to the region on the footprint of existing development, using innovative conservation techniques and significant transportation alternatives to encourage non-motorized mobility.

Nevertheless, the peer reviewers and others made a number of important suggestions to enhance the Smart Growth design features of The Village Center Plan. The revised Plan therefore:

- Ensures a truly mixed-use development by providing for small-scale retail and other uses in the residential villages and in the Shea Science Park;
- Envisions a more diverse mix of housing types within villages and even within blocks;
- Enhances the Main Street in The Village Center by requiring the first floor of all buildings in the Main Street area to contain active uses such as retail, restaurants or civic uses rather than housing; and
- Provides for a smoother transition from the finer grain of The Village Center to the larger lots in the Shea Science Park by creating a transition zone between The Village Center and Shea Science Park.

SECTION III

THE MASTER PLAN: A REVISED VILLAGE CENTER PLAN

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- This revised version of *The Village Center Plan* embodies LNR's strong commitment to spearheading further economic prosperity in the area surrounding Abington, Rockland and Weymouth — a commitment to transform the 1,386 acres that make up the former South Weymouth Naval Air Station into a thoughtful, vibrant and prosperous environment for present and future generations. This mixed-use, smart growth re-use plan is an environmentally sensitive, community-focused setting built around a Village Center. The Plan's street layout encourages a safe environment for walking, biking, and transit with narrow streets, short blocks, and a route for shuttles that connect the project to the MBTA commuter rail station. Honoring the legacy of the past, its clusters of landscaped neighborhoods, commercial space, retail shops, recreation options, and undisturbed open green space combine all the elements of the ideal New England town, thus supporting the diverse needs of residents and businesses alike. The result will be an unforgettable mixed-use community—a New England village for a new generation—that meets the highest standards of design, environmental sensitivity and community values.

The Master Plan for the revised Village Center Plan embodies the principles of Smart Growth and sustainable development. *The Village Center Plan* will be pedestrian, bicycle and transit-friendly, with sidewalks and trails to encourage walking and bicycle paths and bicycle lanes on the main roads to encourage biking. Residents and workers will be able to use a clean-fuel, on-site transit system that will connect the Village Center, MBTA station and Shea Science Park to the residential and mixed-use neighborhoods. LNR will provide for the funding of such a shuttle bus system beginning not later than the end of Phase I of the project and such funding shall not be derived from tax revenue. LNR anticipates that, when a sufficient development has occurred to support the full-build out of such a system, the on-site transit will be designed to provide frequent service (for example, every fifteen minutes) and to ensure that 90% of *The Village Center Plan's* homes, shops and offices will be within one-quarter mile of a transit stop.

The Village Center and Other Villages

The Village Center includes a mix of retail, apartments, and office uses oriented around a series of public squares. The Village Center is situated within walking distance of the MBTA's Old Colony commuter rail station, several residential/mixed-use development clusters, many of the recreational fields and amenities and significant portions of the Shea Science Park. The Village Center is the heart and focal point of the Plan, symbolizing a unifying core and new energy for the area, honoring the legacy of the past and creating a vibrant, prosperous community for future generations.

In this Master Plan, the central role of the Village Center has been enhanced by the designation of sites for educational and civic/community uses. The Master Plan anticipates the future need for a public school facility that could accommodate K-8 elementary and middle school at a single site. In addition to a school, the Village Center would also benefit from the inclusion of another civic or community facility that might be provided in the future by The Corporation, by the Towns or by a not-for-profit community organization. *The Village Center Plan* therefore now includes a designated site for a future civic or community facility.

A central Main Street links the MBTA commuter rail station/multi-modal transportation center to The Village Center. Buildings along the length of this Main Street, whether residential or commercial, will be required by zoning to have "active uses" on the ground floor such as shops, restaurants or civic uses. These smaller-scale retail and commercial uses will help make the Village Center a vibrant place, create retail and service jobs and allow residents and workers to shop and eat without the need for an automobile trip.

In addition to the Village Center and adjacent Shea Science Park, *The Village Center Plan* includes four neighborhoods, each with its own character and open spaces:

- The Transit Village, a mixed-use neighborhood of apartments and townhouses, all within a five-minute walk of the MBTA's Old Colony commuter rail station and the adjacent multi-modal transportation center and retail area;
- The Northern Village Center, a neighborhood of townhouses and garden homes oriented to a series of small parks and squares;
- The Golf Village, a neighborhood of townhouses and single-family homes next to the planned public Golf Course; and
- The East Village, a neighborhood primarily of townhouses and single-family homes next to public squares, small parks and recreation fields.

In order to make *The Village Center Plan* a vibrant and walkable place, all of the villages will have their own green spaces and local recreational amenities. The Transit Village, Northern Village Center and large portions of the East Village are envisioned as mixed-use neighborhoods and even the more residential areas in the Golf Village and East Village should be zoned to allow for some accessory non-residential uses.

Shea Science Park

Shea Science Park is an area of roughly 81 acres planned to include up to 1.5 million square feet of commercial space that will be zoned to allow for maximum flexibility so that different commercial uses can be built in response to changing market conditions. The mixed-use nature of *The Village Center Plan* with the nearby housing, transportation and recreational amenities makes it particularly attractive to cutting-edge companies seeking a well-trained workforce.

A state-of-the-art Science Park is a natural fit for the site, thanks to its size, its campus-like setting, and its proximity to world-class universities and research institutions in Boston and Cambridge. Most importantly, the site will also successfully attract business development because of the availability of homes for workers, at a range of prices, within an easy walk or shuttle ride.

The Village Center Plan also allows and anticipates a diversified range of users in order to ensure the success of the Science Park. Shea Science Park would be designed and marketed to attract a broad range of science- and technology-based companies including biotech manufacturing and associated research and development, medical technology and device manufacturing and associated research and development, computer and electronics products manufacturing, high technology companies, and clinical medical facilities. The Science Park would continue to offer potential tenants attractive incentives included in the conceptual plan version of *The Village Center Plan*, such as build-to-suit sites and fast track permitting.

Open Space and Recreation

Under *The Village Center Plan* 1,009 acres of land or about 72% of the site will be publicly accessible and permanently preserved open space and recreational facilities, reopened to the public for the first time in 62 years. *The Village Center Plan* is designed to create a naturally balanced, healthy and livable community by preserving and enhancing open space, natural habitats and wetland areas; creating a diversity of open spaces ranging from natural wilds to formal parks; and making substantial investments in a variety of recreational facilities, from wooded hiking trails to soccer and baseball fields to indoor facilities including an indoor field house, ice rink and wellness/fitness center.

The open space and recreational facilities included in *The Master Plan* can be divided into four categories: passive and active open space, the golf course, regional recreation facilities and public and village parks and recreational facilities. Locations of the various open space and recreation facilities are shown in the accompanying Amenity Plan map, attached as Figure C.

Areas and Facilities	Total Area (approx. acreage)
General Passive and Active Open Space (Public Benefits Conveyance, including PBC amenities such as canoe launch and Scout camp) and wetlands and wetlands buffer zones	711
Golf Course (including Winter Park outdoor ice skating and cross-country skiing)	208
The Recreation & Sports Complex (regional recreation facilities)	47
Village Center and Neighborhood Parks (including linear parks, neighborhood parks, tot lots and ball fields/recreation facilities)	43
Total Acreage for Open Space and Recreation	1,009

General Passive and Active Open Space

These portions of *The Village Center Plan's* open space and recreation network will allow people to connect with the natural environment. The centerpiece will be a trail system that includes wooded spaces, wetlands and wetland buffers and spots for sitting, picnicking and wildlife observation.

The areas designated as general passive and active open space include three types of open space. Approximately 280 acres of these areas are protected wetlands and buffers (not including wetlands and buffers within the PBC acreage). An additional 30 acres of these areas have been set aside as a Grassland Nature Preserve, in anticipation of the need to set aside habitat for sensitive species that may be displaced by construction of the golf course. The remainders of these areas are the 381 acres of the property that the National Park Service has already partially transferred to The Corporation in 2003 as a Public Benefit Conveyance (PBC) for use as permanently protected, publicly accessible open space. This Master Plan commits LNR to completing all amenities required by the Department of Interior and National Park Service as part of the Public Benefit Conveyance or PBC, which ensures that approximately 381 acres will be permanently protected, publicly accessible open space. The PBC open space/recreational facilities, including all required connections between roads and trails will be completed within the five-year period set out in the PBC. These recreational facilities will include:

- ***Wildlife Viewing Area:*** Shown as item 1 in the Amenity Plan the wildlife viewing area is easily accessible from The Village Center, the Shea Science Park and the nearby recreational facilities for residents, workers and visitors who wish to quietly sit and observe nature.
- ***Tot Lot:*** Shown as item 2 in the Amenities Plan, the tot lot is located near the property entrance at Shea Memorial Boulevard in order to ensure that families in nearby Weymouth can take advantage of this playground-like facility for younger children (additional tot lots are located elsewhere in *The Village Center Plan*).
- ***Canoe Launch:*** Shown as item 3 in the Amenities Plan, the canoe launch is located toward the eastern end of *The Village Center Plan*, along the Old Swamp River.
- ***Picnic Area:*** Shown as item 4 in the Amenities Plan, the picnic area is located in the eastern portion of *The Village Center Plan*, easily accessible to existing residents of the Towns as well as residents of *The Village Center Plan*.
- ***Overlook:*** Shown as item 6 in the Amenities Plan, the overlook provides a viewing area for some of the scenic parts of the PBC open space parcels, and will include interpretive signs.

One of the most exciting recreational opportunities included in *The Village Center Plan* is the Scout camp, which is shown as item 5 on the Amenities Plan. From a site envisioned in the PBC as simply a primitive camping area, the Scout Camp has taken shape in discussions directly with scout organizations and local volunteer leaders who enthusiastically believe that such a facility would be welcomed and used. Boy Scouts and Girl Scouts from the three Towns and surrounding areas would use the Scout Camp. The amenity is to be a “low impact” camping site that would keep the grounds in a natural, virtually undisturbed state while including some conveniences such as emergency access and composting toilets.

A Scout Advisory Council will be established to guide the implementation of the Scout Camp and provide procedures for management once the camp becomes operational. The Advisory Council will include representatives of local Boy Scout and Girl Scout Troops and officials of the Old Colony Boy Scout Council, Patriots Trail Girl Scout Council, and the Girl Scout Council of Southeastern Massachusetts. In addition, the Advisory Council will include representatives of LNR, The Corporation, and the Rockland Open Space Committee.

Golf Course

The Village Center Plan incorporates a public golf course on a site of approximately 208 acres. Current plans call for the golf course to be developed by The Corporation and for it to be an environmentally sensitive golf course including a driving range, clubhouse with banquet and conference facilities and a pro shop. Preserved wetlands and wooded areas and environmentally sensitive maintenance protocols, including use of treated wastewater for irrigation, would make the course environmentally sustainable and enhance the golfing experience. If for any reason this golf course is not developed, this area would be used exclusively for open space and/or outdoor recreational fields (potentially including a structure for appropriate recreational use).

This Master Plan also contemplates an additional outdoor recreational facility within the site of the golf course for a Winter Park, making use of the golf course for winter sports and recreation, including ice-skating, cross country skiing, and snow-shoe hiking. A portion of the clubhouse would be configured as a limited service shelter and refreshment area for skiers and skaters. A pond adjacent to the clubhouse would be maintained (snow removal and natural ice-resurfacing) throughout the winter months allowing skaters a quality experience. Natural trails throughout the golf course property would make an ideal venue for cross-county skiing, snowshoeing, and other winter recreation. Skaters and skiers would be able to use restrooms and other facilities in the nearby clubhouse to enhance their enjoyment of the Winter Park.

The Sports & Recreation Complex

The Sports & Recreation Complex, depicted on the Amenities Plan as items 11 and 13, is a complex of indoor recreational facilities, playing fields and parks located within an easy walk of the Village Center, the southern end of the Shea Science Park and many of the residential villages. It would incorporate three sports facilities—a fitness/wellness center, an ice skating rink and a multi-sport field house—along with a complex of outdoor playing fields and parks. Both on-street and surface parking (approximately 200 spaces adjacent to the multi-sport field house and another approximately 100 spaces adjacent to the ice skating rink) would be provided to ensure that athletes and spectators from throughout the area could make use of this high-quality facility.

One highlight of the Sports & Recreation Complex would be a privately built and operated wellness/fitness center, to be located at the site indicated as number 10 on the Amenities Plan. The fitness facility would include including swimming in an indoor pool, fitness, massage, group exercise, personal training, nutrition programs, flexibility and cardiovascular training, possibly

indoor racquet sports and a range of services to promote health and wellness in the communities.

Another anchor for the Sports & Recreation Complex would be the multi-sport field house, which would be a privately built and operated “pay for play” facility of up to 200,000 square feet and is expected to become the year-round focus of youth and adult indoor soccer leagues. No other facility on the South Shore includes a regulation-sized indoor soccer facility with a 100,000 square feet multi-sport field. This field can be converted from its primary use for soccer to lacrosse, field hockey, rugby and football and could also be used for virtually any other field-oriented sport. This family-oriented facility would also include a family restaurant, a video arcade, a day care center, bathrooms and locker rooms and office space. First aid facilities would be available to accommodate the needs of those using the outdoor playing fields.

The indoor ice skating rink would similarly be a privately built and operated “pay for play” facility. The rink would help meet the demand for ice time that exists in the area and is needed given the conditions that exist today for the former MDC ice rink//public pool facility in Weymouth.

Arrayed throughout the 47-acre Sports Complex would be a variety of fields and outdoor recreational facilities. The five regulation soccer fields would be the main focus of the outdoor portion of the complex. At 105,000 square feet per field, each of the five would be large enough to host regulation-sized games for soccer, football, lacrosse, field hockey and rugby, as well as most any other outdoor organized field sport. These fields will also allow for playing of six games of soccer for the 6 vs.6 games that are so prevalent in all age groups, but particularly in the young development stage of the game.

The Sports & Recreation Complex would also include two regulation-sized Little League diamonds, with a nearby tot lot to accommodate families attending the games. In addition, there would be one regulation sized softball diamond for high school and adult league play planned for the opposite side of the indoor complex from the little league fields. A regulation-sized men’s baseball field/diamond will also be included, accommodating many of the Towns’ high school league games.

Four regulation sized basketball courts will be built parallel to the main public street, positioned together for league play and for summer youth camps. This site was chosen to be visible to everyday players that by dint of the location will welcome them on to the courts. It is projected that they will be lit as well to also accommodate evening summertime league play and adult camps. Finally, nine tennis courts will be included at the eastern end of the complex, also parallel to the main public street for maximum visibility

and utility. If deemed necessary by the Corporation, LNR will construct up to four (4) additional playing fields of a type to be determined based on community need.

Public Parks and Village Parks

In addition to the Recreation Complex described previously in *The Village Center Plan*, two types of parks/outdoor recreation fields are included in the Amenity Plan: public parks and village parks.

Approximately 35 acres of public parks are located throughout *The Village Center Plan* as depicted in the Amenity Plan. These parks include a public space in the Village Center, linear parks along the East-West Parkway and a park in Shea Science Park. Distributed throughout these parks will be numerous additional recreational facilities. Village parks, on the other hand, will be built within the different villages as those villages are developed. Although the exact location and design of these parks will be decided in subsequent permitting processes, this Master Plan provides for a minimum of approximately 7.5 acres of such parks.

The parks network will include additional recreational amenities in addition to the playing fields included in the Sports & Recreation Complex described above. The public parks will include two “parkland fields” near neighborhoods, with natural turf, unlighted, and available for casual “pick up” games. There will also be a softball field in Shea Science Park targeted for corporate leagues. Three tot lots or playgrounds will be constructed in sites around The Village Center Plan, along with 16 courts for basketball or tennis. This Master Plan commits LNR to ensure that all of the outdoor fields and other facilities listed in the accompanying chart are constructed as either public or private amenities (see Appendix 1).

**Summary of Outdoor Recreational Facilities/Fields
Included in The Village Center Plan**

Outdoor Recreation Facility	Location of Facility			Total
	Public Benefit Conveyance Acreage	The Corporation Sports Complex	Public Parks	
Regulation Soccer Field [# of 6-on-6 youth soccer fields]		5 [30 youth fields]		5 [30 youth fields]

Parkland Fields			2	2
Baseball/Softball Diamonds		4	1	5
Basketball/Tennis Courts		13	16	29
Tot Lots/ Playgrounds	1	1	3	5

This chart does not include up to four (4) additional playing fields, of a type to be determined based on community need, which LNR will construct if deemed necessary by the Corporation.

Section IV

A FOURTEEN (14) YEAR TIMELINE

One of the strengths of *The Village Center Plan* is that it is designed to be built in phases over a period of approximately fourteen years. One of the benefits of this phased approach is that the Towns will have time to adjust to and absorb the impacts of redeveloping the property. A phased approach also ensures that the infrastructure for roads, water supply and wastewater treatment will be able to keep pace with growing demands. Finally, phasing allows the build out of *The Village Center Plan* to be responsive to changing market conditions in both the residential and commercial sectors.

A pre-development phase, lasting approximately four years, will focus on securing needed zoning and environmental approvals. Beginning in 2005 and lasting until 2009, substantial work will be done on site clearance, site clean up and infrastructure improvements. During this time, a construction-period traffic plan will be put in place, designed to keep construction vehicles out of the neighborhoods and to avoid congestion during commuting hours on Routes 18 and 58.

These investments will set the stage for the development of *The Village Center Plan* to proceed in three phases. The first phase will include a substantial portion of the planned open space and recreational amenities, up to 1,000 residential units and roughly one-third of the projected commercial development. The second phase will include all of the remaining open space and recreational amenities (except those associated with housing development that will not be completed until Phase III), another 1,000 residential units and additional commercial development designed to ensure that roughly two-thirds of the committed minimum commercial development target has been met. The third and final phase will continue until the full build out of *The Village Center Plan* has been completed.

Phasing of the Development Program

The planned phasing of *The Village Center Plan* can be thought of in two ways. One issue is what will be built in each phase of the project—that is addressed in the tables that follow, detailing the planned phasing of the residential and commercial development components of *The Village Center Plan*. A second issue is where the development will be built throughout the phases. Figure D illustrates the intended progression of development, beginning with the Village Center and nearby areas, extending outward to encompass more of the Transit Village, Northern Village Center, Shea Science Park, Golf Village and East Village in the second phase and leaving much of the easternmost portion of the property to be built out only in the final phase. This phasing diagram should not, however, be seen as definitive and

certain areas of the site may be built out in an earlier phase if an opportunity arises.

The tables that follow include target ranges for different types of housing and different types of commercial development. These are included only to illustrate how the build out of *The Village Center Plan* might occur over time. While the commitments listed in the “binding restrictions” columns are an absolute requirement of this Master Plan, the ranges given for specific types of housing and different commercial components are not binding and will vary over time as *The Village Center Plan* is built out in response to changing market conditions.

PHASING PLAN FOR THE MASTER PLAN					
Residential			Commercial		
	Target Range	Binding Restrictions		Target Range	Binding Restrictions
Phase I					
Phase I Total	800–1,000 units	1,000 units maximum	Phase I Total	300,000 – 650,000 sf	Must complete 150,000 sf total commercial for every 500 residential units
Apartments	200 – 350 units	N/A	Retail	100,000 – 300,000 sf	none
Condos	150 – 200 units	N/A	Light Industrial	100,000 – 300,000 sf	none
Townhouses	400 – 500 units	N/A	Office	25,000 – 50,000 sf	none
Single Family (-5,000 sf lot)	50 – 150 units	N/A			
Single Family (+5,000 sf lot)	0 – 100 units	100 maximum			
Senior	150 units	150			

Housing		minimum			
Phase II					
Phase II Total	800 – 1,000 units	1,000 units maximum	Phase II Total	300,000 – 650,000 sf	Must complete 300,000 sf total commercial by end of phase
Apartments	200 – 300 units	N/A	Retail	100,000 – 300,000 sf	none
Condos	150 – 250 units	N/A	Light Industrial	100,000 – 300,000 sf	none
Townhouses	350 – 450 units	N/A	Office	25,000 – 50,000 sf	none
Single Family (-5,000 sf lot)	150 – 200 units	N/A			
Single Family (+5,000 sf lot)	50 – 100 units	100 maximum			
Senior Housing	150 units	150 minimum			
Phase III					
Phase III Total	300 – 855 units	855 units max.	Phase III Total	300,000 – 700,000 sf	Must complete 150,000sf total commercial for every 425 residential units
Apartments	0 – 400 units	N/A	Retail	0– 100,000 sf	none
Condos	0 – 100 units	N/A	Light Industrial	100,000 – 500,000 sf	none
Townhouses	200 – 300	N/A	Office	0 –	none

	units			100,000 sf	
Single Family (-5,000 sf lot)	100 - 200 units	N/A			
Single Family (+5,000 sf lot)	0 - 75units	75 maximum			
Senior Housing	100 units	100 unit minimum			
TOTAL					
	2,300 - 2,855 units	2,855 units maximum,		900,000 - 2,000,000 sf	900,000 sf minimum - 2,000,000 maximum

Certain elements of the Development Program as set out in these tables can be accelerated, but others cannot. For example, the commercial development and open space and recreation improvements of Phases II or III may be started any time, even if the residential development component of a prior phase has not been completed. This Master Plan commits, however, that the residential development component of Phases II or III of the Development Program will not begin until all “binding requirements” of the earlier phases have been satisfied.

Infrastructure Phasing

Millions of dollars in infrastructure will be needed to support the build out of *The Village Center Plan*. Much of the information needed to determine what improvements will need to be made with respect to traffic and transportation, water supply and wastewater treatment will not be available until *The Village Center Plan* has been evaluated through the state’s environmental review process under the Massachusetts Environmental Policy Act. State regulatory officials will ultimately work with LNR, The Corporation and the Towns to develop an enforceable phasing schedule for needed infrastructure and mitigation measures. The table below is included in this Master Plan for illustrative purposes only and is designed to show the types of infrastructure improvements that will have to be phased in.



Infrastructure Phasing Plan			
Phase	Transportation	Water Supply and Distribution Improvements	Wastewater Collection and Treatment Improvements
Phase I MEPA Certificate plus four (4) years	Route 18 intersection improvements (five locations) Route 18 widening from Route 3 to Shea Memorial Drive Route 18 widening from Shea Memorial Drive to Route 39 Trotter Road improvements Temporary access to Route 3 East-West Parkway from Route 18 to Route 3 under construction Until the earlier of the completion of the East-West Parkway or improvements are completed to the Sharp Street entrance, a temporary east/west access point will be constructed by LNR for general vehicle use, at Reservoir Drive or a point south thereof, by the end of Phase I	Construct off-site line (assumes MWRA alternative) Construct new on-site lines to serve Phase I Develop on-site well to meet irrigation needs	Construct wastewater treatment facility Construct backbone + Phase I stormwater management facilities Construct on-site wastewater collection lines to serve Phase I
Phase II Phase I completion plus four (4) years	Completion of East-West Parkway from Route 18 to Route 3 and improvements to local streets Activation of on-site	Construct new on-site lines to serve Phase II	Construct on-site wastewater collection lines to serve Phase II Construct Phase II stormwater

	transit system		management facilities
Phase III Phase II completion plus four (4) years		Construct new on-site lines to serve Phase III	Expand wastewater treatment facility to build-out capacity Construct on-site wastewater collection lines to serve Phase III Construct Phase III stormwater management facilities

Phasing of Open Space and Recreational Amenities

Like the housing and commercial development, the open space and recreational amenities will be built in phases. Most of the passive recreation and indoor and outdoor recreational facilities will be constructed during Phase I of *The Village Center Plan* and almost all of the remaining open space and recreational amenities will be included in Phase II. The only open space and recreation elements that will be in Phase III will be neighborhood parks and trails in areas that are not being built out until Phase III. The Amenity Plan included as part of this Master Plan in Appendix I specifies the phasing schedule for all of the open space and recreational amenities included in *The Village Center Plan*.

Section V

Next Steps

The submission of this Master Plan to The Corporation marks an important milestone in the redevelopment of the Base and enables a number of other important public processes to move ahead.

The Corporation and Town Approvals

The Corporation has a number of steps to take now that LNR's Master Plan has been submitted. The Board must review and vote on this Master Plan. All future permitting by The Corporation will then have to be consistent with the approved Master Plan.

In addition, under the legislation that created The Corporation, the existing Re-Use Plan and Zoning By-Laws have to be revised to reflect the Master Plan that The Corporation approves. Since November, a Zoning Working Group including representatives of The Corporation, Abington, Rockland, Weymouth, Metropolitan Area Planning Council, Old Colony Planning Council, LNR and the Environmental Protection Agency has been meeting almost weekly to develop a revised Re-Use Plan and draft Zoning By-Law. These documents should be released for public review by mid-March. The Corporation Board of Directors will have to approve the revised Re-Use Plan and By-Laws and then send them to town meeting in Abington and Rockland and Town Council in Weymouth. Each Town will hold public hearings and then vote on both the Re-Use Plan and Zoning By-Laws, probably in May and June. The revised Re-Use Plan and Zoning By-Laws take effect only upon approval by all three Towns.

Base Transfer and Clean-Up

The United States Navy has been waiting for The Corporation and the Towns to adopt a new Re-Use Plan for the Base. Once such a plan has been approved, The Corporation and the Navy can once again work toward an expeditious and smooth transfer of the remaining portions of the base from the Navy to The Corporation. The documents associated with such a transfer, including any Economic Development Conveyance application, will be subject to public review before being finalized.

Transfer of the Base to The Corporation is a separate issue from transfer of the environmental responsibilities for completing the Superfund remediation underway at the Base. The environmental clean-up can either be completed by the Navy or The Corporation can take responsibility for the clean-up using

funds provided by the Navy. In any event, the Restoration Advisory Board (RAB) will continue to monitor clean-up activities.

Environmental Review

The Massachusetts Environmental Policy Act provides for a thorough and public review of all transportation and environmental impacts of a proposed development project. MEPA review of Base re-use has been on hold pending the development of a new re-use plan. Once The Corporation and the Towns have approved a revised Re-Use Plan based on The Village Center Plan, LNR will re-start the state environmental review process. The first step in this process will be to prepare a Notice of Project Change describing the new plan for submission to the Massachusetts Secretary of Environmental Affairs. The NPC, like all environmental submissions concerning The Village Center Plan, will first be reviewed by a Citizens Advisory Committee that includes citizens of all three towns. Based on the CAC review, and on a later public review, the Secretary will issue a new Scope detailing the issues that will have to be addressed in a draft Environmental Impact Report that will be prepared and released later in 2005. LNR expects that this draft EIR will address issues including traffic, water supply and wastewater management.

Implementing the Zoning By-Laws

Revised Zoning By-Laws, adopted by The Corporation and approved by all three towns, provide a blueprint for redevelopment of the Base in accordance with The Village Center Plan, but the by-laws are only the first step in the zoning process. Zoning Regulations will have to be developed and adopted by The Corporation in order to address specific design and other issues. The Zoning Working Group would again play a critical role in ensuring that all of the towns have a voice as the Zoning Regulations are developed.

Once the Zoning Regulations are in place (and state environmental review is complete), LNR will begin obtaining the necessary permits for The Village Center Plan. The Corporation will be responsible for conducting zoning reviews and issuing permits for development in the central portion of the Base, while the Towns will continue to control permitting in perimeter open space buffer areas. All permitting will, of course, have to be consistent with the Re-Use Plan, the Zoning By-Laws and the Zoning Regulations.

Appendix 1: The Amenity Plan

The Development Disposition Agreement (DDA) between The Corporation and LNR requires this Master Plan to include an Amenity Plan or “schematic development plan for the Amenities” that are part of the Master Plan. The Amenities, in turn, are defined as “recreational, educational or public service elements of the Project to be detailed on the Amenity Plan, including both Public Amenities and Private Amenities (but expressly excluding the Golf Course and Sports Facilities).” Public amenities are facilities “such as parks, picnic areas, playgrounds, ball fields, running tracks, biking and hiking trails, tennis courts, community centers, transit facilities and PBC Elements, to be shown on the Amenity Plan and which are open to occupants of the property and residents of the Towns.” Private amenities are all other amenities and may be constructed either by LNR or by another developer; the creation of private amenities is wholly voluntary but those specified in this Master Plan, if built, must either be built in conformity with this Master Plan unless the Master Plan is amended. The Amenity Plan is presented in both schematic and tabular form in this appendix.

This Amenity Plan does not discuss the planned public Golf Course because it is excluded from the definition of Amenities under the DDA. Similarly, this Amenity Plan does not discuss the three indoor recreation facilities described previously in this Master Plan because Amenities do not include Sports Facilities, which are defined as “indoor, for-profit, stand-alone commercial facilities dedicated to sports and fitness uses.” Under this definition, the indoor soccer facility, indoor skating rink and wellness/fitness center are not considered elements of the Amenity Plan because they are Sports Facilities. However, in order to depict a comprehensive picture of the entire recreational program for the property, these three Sports Facilities are shown in the Master Plan and sites are designated in the schematic Amenity Plan for purely illustrative purposes.

This Amenity Plan is keyed to the map of the Amenity Plan included earlier in the Master Plan as Figure C. The tables that follow include brief Amenity Descriptions that correspond to the numbers in that figure. The tables also include phasing information for the amenities, as Section 6.3.2 of the DDA provides that the Amenity Plan may be constructed in phases. In most cases a specific phase is indicated. For certain amenities, however, the phasing will depend on the phasing of the adjacent development and the amenity (such as a neighborhood park or portion of a bike path) will be built during the same phase as adjacent development.

In addition to the Sports & Recreation Complex described previously, two types of parks/outdoor recreation fields are included in this Amenity Plan. Public parks are public amenities and are located throughout the site as

depicted in the Amenities Plan and include a public space in the Village Center, linear parks along the East–West Parkway and a park in Shea Science Park. These public parks include areas of sufficient size for Parkland Fields, intended for informal “pick–up” sports. Village parks, on the other hand, are private amenities, which will be built by the vertical developer of the mixed–use and residential neighborhoods. The exact location and design of these parks will be decided in subsequent planning and permitting processes.

Amenity Plan

Amenity Number (see Figure C)	Amenity Name	Brief Description	Public or Private?	Phase
PBC Amenities				
1	Wildlife Viewing Area	Easily accessible area for quiet observation of nature	Public	I
2	Tot Lot	Playground–like facility for younger children	Public	I
3	Canoe Launch	Facility for gaining canoe access to the Old Swamp River	Public	I
4	Picnic Area	Area with tables provided for picnicking	Public	I
5	Scout Camp	Low impact camp site for use by area Boy Scouts and Girl Scouts	Public	I
6	Overlook	Viewing area for some of the scenic parts of the PBC open space parcels including interpretive signage	Public	I
See Amenity Plan map	PBC Pedestrian/ Bicycle Trails	Trails and paths creating an integrated network for pedestrians and cyclists, including required connections to streets	Public	I
Public Parks and Recreation Facilities				
7	Shea Memorial Grove	The existing Shea Memorial Grove would be left in place	Public	I
8	Site for Fitness/Wellness Center	Site allocated for privately–built fitness/wellness center (site only, not the facility, included in the Amenity Plan)	Public (Facility is private)	I
9	Recreation Complex Playing Fields ¹	Outdoor (public) portions include 5 soccer fields, 4 baseball/softball diamonds, 13 courts and 1 tot lot	Public	I

¹In addition to the nine (9) Recreation Complex Playing Fields specified above, if deemed necessary by the Corporation, LNR will construct up to four (4) additional playing fields of a type to be determined based on community need. If necessary to provide space for these fields, it shall be permissible for LNR to reasonably locate these fields at sites otherwise set aside for open space, tennis/basketball courts, parkland fields, tot lots or playgrounds in the Master Plan.

9	Site for Recreation Center	Site allocated for privately-built indoor soccer and recreation facilities (site only, not the facilities, included in the Amenity Plan)	Public (Facility is private)	I
See Amenity Plan map	Public parks	35 acres of public parks and fields outside the Recreation Complex boundaries, include 2 parkland fields, 16 courts and 3 tot lots/playgrounds	Public	Phase associated w/development program
See Amenity Plan map	Village parks	Parks in villages (exact location to be determined during permitting) with a minimum of 2.5 acres of parks in Village Center zoning district, 3.7 acres of parks in mixed-use village zoning district and 1.4 acres of parks in residential zoning districts	Private	Phase associated w/development program
Site in Shea Science Park	Corporate softball field	Softball field for use by adult corporate leagues	Private	Phase associated w/development program

Amenity Number (see Figure C)	Amenity Name	Brief Description	Public or Private ?	Phase
Other Amenities				
10	Grassland Nature Preserve	An area of at least 30 acres of grassland designed to mitigate impacts of relocating sensitive species when the Golf Course is constructed	Public	III
11	Outdoor Winter Park	Seasonal ice skating facility and x-country skiing area constructed in connection with golf course water feature adjacent to clubhouse	Public	III
Transportation and Civic Amenities				
12	Multi-Modal Transportation Center and Shuttle System	Facility to allow pedestrians, bicyclists, commuter rail users and shuttle bus users to transfer from one transportation mode to another; will include bicycle storage facilities and loading/unloading areas for shuttles; amenity also includes clean-fuel shuttle system with routes to be determined	Public	II (with shuttle bus beginning not later than the end of Phase I)
13	Site for Civic/Community Facility	Site allocated for future use as civic or community facility (site only, not the facility, included in the Amenity Plan)	Public	I
14	Site for Public School	Site allocated for future use as civic or community facility (site only, not the facility, included in the Amenity Plan)	Public	I
15	Village Center Parking	Surface parking lots to support first floor and other small-scale retail, restaurant and other non-residential uses in The Village Center.	Private	I or II (depending on need)
See Amenity Plan map	Non-PBC Pedestrian Trails	Trails, including both nature trails and pedestrian trails, to be used by pedestrians for enjoying nature, exercise and mobility (but not open to bicycles)	Public	Phase associated w/develop. program

Appendix 2

DDA Master Plan Requirements

This Appendix contains all additional elements, not previously presented in *The Village Center Plan*, that are required for inclusion in LNR's Master Plan submission by the Disposition and Development Agreement ("DDA") entered into between South Shore Tri-Town Development Corporation ("the Corporation") and LNR South Shore, LLC ("LNR") dated May 4, 2004.

Homeless Assistance Act Obligations

Section 4.4 of the DDA provides that LNR will, upon Closing, assume "the Corporation's responsibilities under the Homeless Assistance Act to the extent permitted by Applicable Law." The Homeless Assistance Act means the property Closure Community Redevelopment and Homeless Assistance Act of 1994 (Public Law 103-421 codified at 10 U.S.C. 2687 note). LNR's understanding of the Corporation's responsibilities under the Homeless Assistance Act is based on the June, 1998 Provider Agreements entered into by the Naval Air Station Planning Committee with four human service/homeless providers: *Bay Cove Human Services, Inc.*, *Road to Responsibility, Inc.*, *Quincy Community Action Programs, Inc.*, and *Work, Inc.* The Provider Agreements state that each provider has been designated as a recipient of a particular identified property under the Re-use Plan. The properties allocated to each provider under the Provider Agreements are as follows:

- *Bay Cove Human Services, Inc.*: Although the Provider Agreement designated Building 31, a 2.2-acre parcel and the 19,000 square foot building thereon, Bay Cove Human Services is currently located in Building 115.
- *Road to Responsibility, Inc.*: The Provider Agreement designated Building 112, a 0.83-acre parcel and the 6,652 square foot building thereon.
- *Quincy Community Action Programs, Inc.*: The Provider Agreement designated Building 128, a 0.88-acre parcel and the 4,854 square foot building thereon.

- *Work, Inc.:* A location is to be determined.

Corporation Office and Naval Air Museum

Section 4.6 of the DDA provides that “LNR and the Corporation have designated Building 16 for the Corporation’s permanent administrative offices at the property, subject to the designation of a different building on the approved Master Plan (the “Administration Building”). The Corporation currently uses Building 141 as the Administration Building and is expected to remain there for the foreseeable near future before active development commences. At such time as LNR requires the site of Building 141 for the project, this Master Plan hereby designates Building 11, instead of Building 16, as the Administration Building for the Corporation’s administrative offices. At such time as LNR requires the site of Building 11 for the project, LNR and the Corporation will agree upon an alternative location for the Corporation’s Administration Building.

LNR agrees that rent-free space for a Naval Air Museum of not to exceed 1,500 square feet shall be maintained on the property for as long as there is an active and viable third party entity (and not LNR) in place to maintain, operate and finance the facility (including paying reasonable CAM operating costs) in a professional manner. Such a facility shall initially be Building 141. If LNR (or its successor) applies for a Development Permit, which if approved by the Corporation, would require that Building 141 be demolished, then LNR (or its successor) shall be required to relocate the museum at its cost to suitable replacement premises as close as practicable to the Naval Air Memorial Grove.

Demolition of Existing Buildings

Section 6.1 of the DDA provides that LNR is responsible for “demolishing those blighted and unusable existing structures that are to be removed per the approved Master Plan.” From a schematic point of view, where the Master Plan depicts new development on parcels containing an existing structure it should be presumed that said structure will be demolished. To clarify certain special situations not depicted schematically or made obvious by the Master Plan, the Corporation should consider the following:

- *The Shea Memorial Grove* will be preserved and maintained as a public park;
- *Building 11* is expected to temporarily remain in place for potential future use as the Corporation’s administrative offices, as indicated above;
- *Building 112* is expected to remain in place for use by Road to Responsibility pursuant to the Provider Agreement entered into under the Homeless Assistance Act as detailed above;
- *Building 115* is expected to remain in place for use by Bay Cove Human Services pursuant to the Provider Agreement entered into under the

Homeless Assistance Act as detailed above, with the proviso that LNR may in the future relocate Bay Cove Human Services at LNR's expense;

- *Building 128* will remain in place for use by Quincy Community Action Programs pursuant to the Provider Agreement entered into under the Homeless Assistance Act; and
- *Building 141* will remain as the Corporation's administrative offices and the location for any Naval Air Museum until, as indicated above, the site of this building is needed for the project, at which time the Corporation's administrative offices will move to Building 11, the Naval Air Museum will be relocated as indicated above and Building 141 will be demolished.
- *Golf Course Area Structures* including both air traffic control towers and any runways, taxiways or other structures on the golf course property or on any surrounding wetlands/PBC areas immediately adjacent thereto shall not be demolished by LNR, and shall remain in place, to be addressed within The Corporation's development of the golf course.

At this stage of master planning, it is virtually impossible to accurately estimate a demolition schedule for existing on-base structures. Accordingly, LNR reserves the right to adjust the foregoing demolition summary provided such adjustments are adherent to those obligations in the DDA relative to the Corporation's offices, the Homeless Assistance Act and other applicable laws.

Golf Course Property

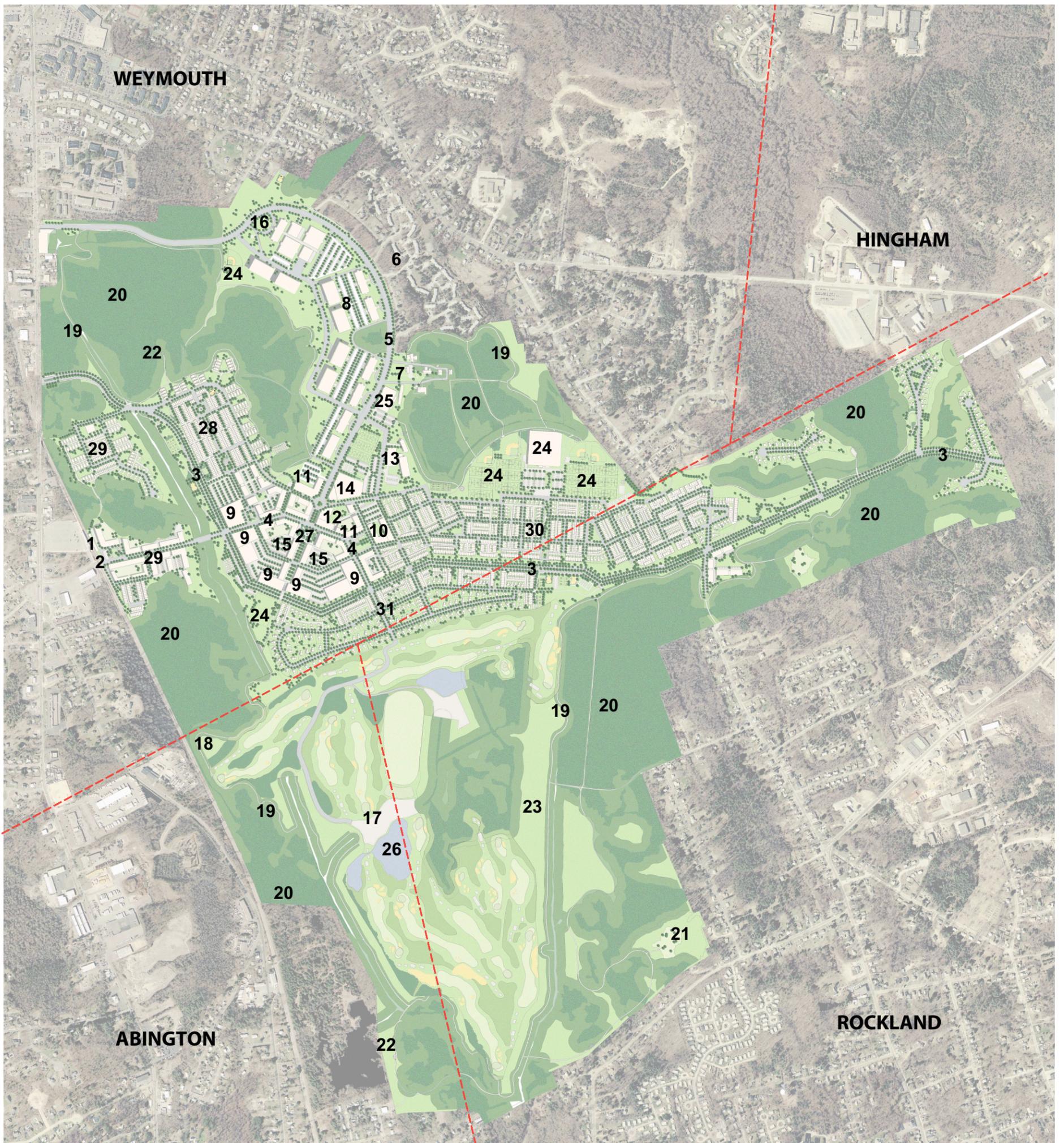
Under section 6.10.1 of the DDA, this Master Plan must designate the boundaries of the Golf Course Property. LNR has made no changes to the boundaries of the Golf Course Property as shown in the DDA. Section 6.10.1 also requires that, within the Golf Course Property, the Master Plan must designate up to ten acres "for facilities to support the infrastructure for the rest of the Development (such as for the detention basins)." The Master Plan, Figure A, indicates this Supporting Infrastructure Area as detention ponds shown within the Golf Course Property.

Economic Development Incentive Program

Section 7.3 of the DDA notes that "pursuant to the Enabling Legislation, the property has been designated as a designated economic target area and economic opportunity area pursuant to Chapter 23A of the Massachusetts General Laws." The section goes on to require that the Master Plan designate a specific "portion of the property, to be . . . developed primarily for commercial uses" in which special tax assessments could be levied in accordance with Massachusetts General Laws, Chapter 23A, Section 3E(3)(b). The 81-acre Shea Science Park, as depicted in the Master Plan schematic, is hereby so designated to fulfill the DDA requirements with respect to the creation of an Economic Development Incentive Program.

Public Works Parcel

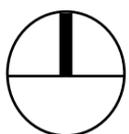
Section 8.2 of the DDA requires LNR to convey to the Corporation, after the environmental remediation is completed, “an approximately two (2) acre parcel of land for use by the Corporation as a public works facility (which shall be shown on the Master Plan).” As shown on the Master Plan as item 18, such a parcel has been designated adjacent to the wastewater treatment facility.



- 1 MULTI-MODAL TRANSPORTATION CENTER
- 2 TROTTER ROAD
- 3 PARKWAY
- 4 RETAIL MAIN STREET
- 5 SHEA MEMORIAL DRIVE
- 6 EXISTING COAST GUARD HOUSING
- 7 INSTITUTIONAL
- 8 SCIENCE PARK
- 9 RETAIL
- 10 HOTEL

- 11 OFFICE
- 12 COMMUNITY FACILITIES
- 13 SITE FOR PUBLIC SCHOOL
- 14 WELLNESS CENTER - SPORTS COMPLEX
- 15 VILLAGE CENTER PARKING
- 16 SHEA MEMORIAL GROVE
- 17 GOLF COURSE
- 18 WASTEWATER RECLAMATION FACILITY/
PUBLIC WORKS YARD
- 19 TRAILS THROUGH WETLANDS
- 20 WETLANDS

- 21 BOY SCOUT CAMP
- 22 OVERLOOKS
- 23 GRASSLAND NATURE PRESERVE
- 24 ACTIVE RECREATIONAL FACILITIES
- 25 ICE RINK
- 26 OUTDOOR ICE SKATING RINK
- 27 VILLAGE CENTER
- 28 NORTHERN VILLAGE CENTER
- 29 TRANSIT VILLAGE
- 30 EAST VILLAGE
- 31 GOLF VILLAGE

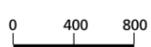


NORTH

NAS South Weymouth

Figure A: Master Plan

7 March 2005



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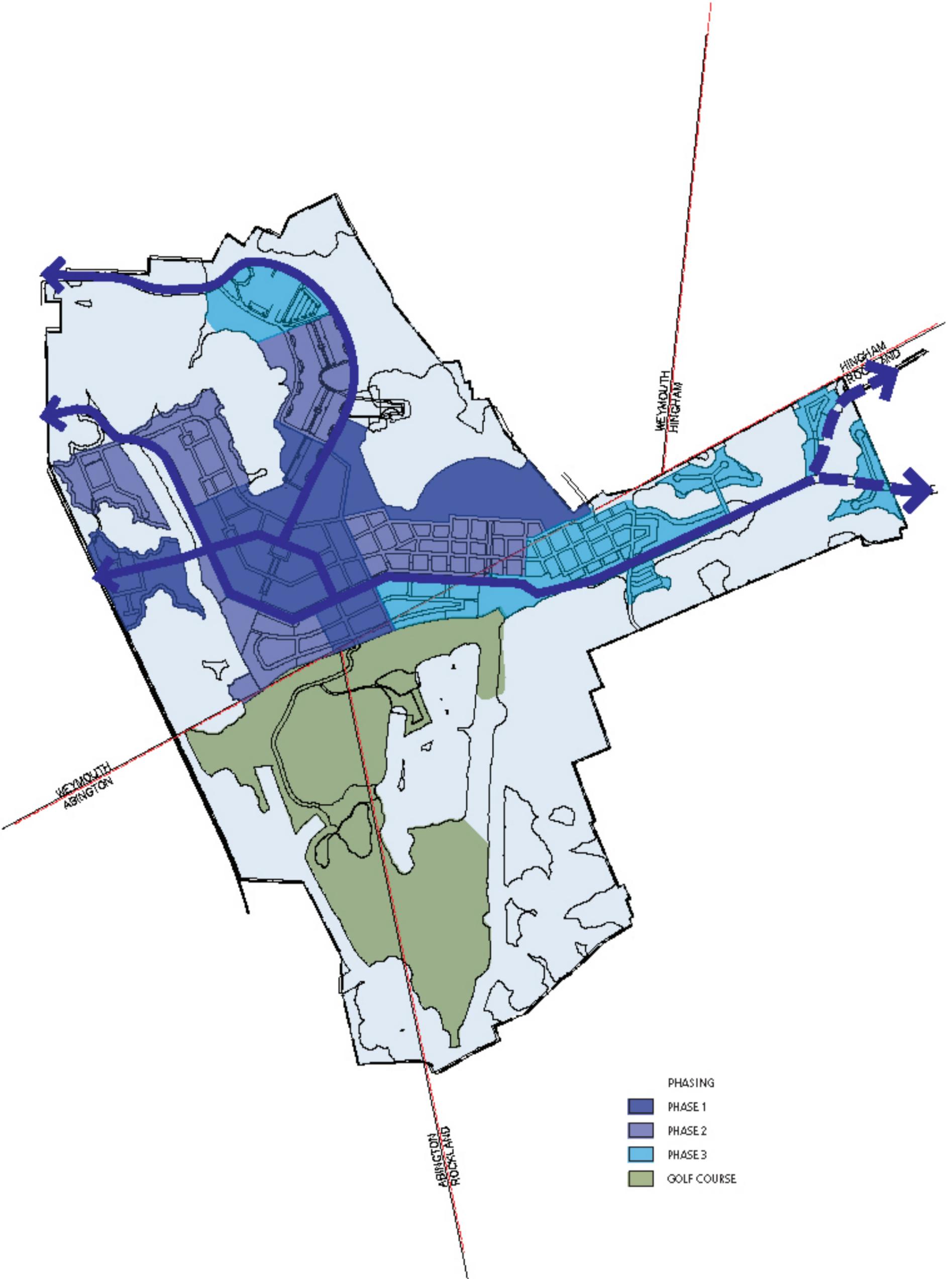


architecture
interiors
planning
graphic design



NORTH

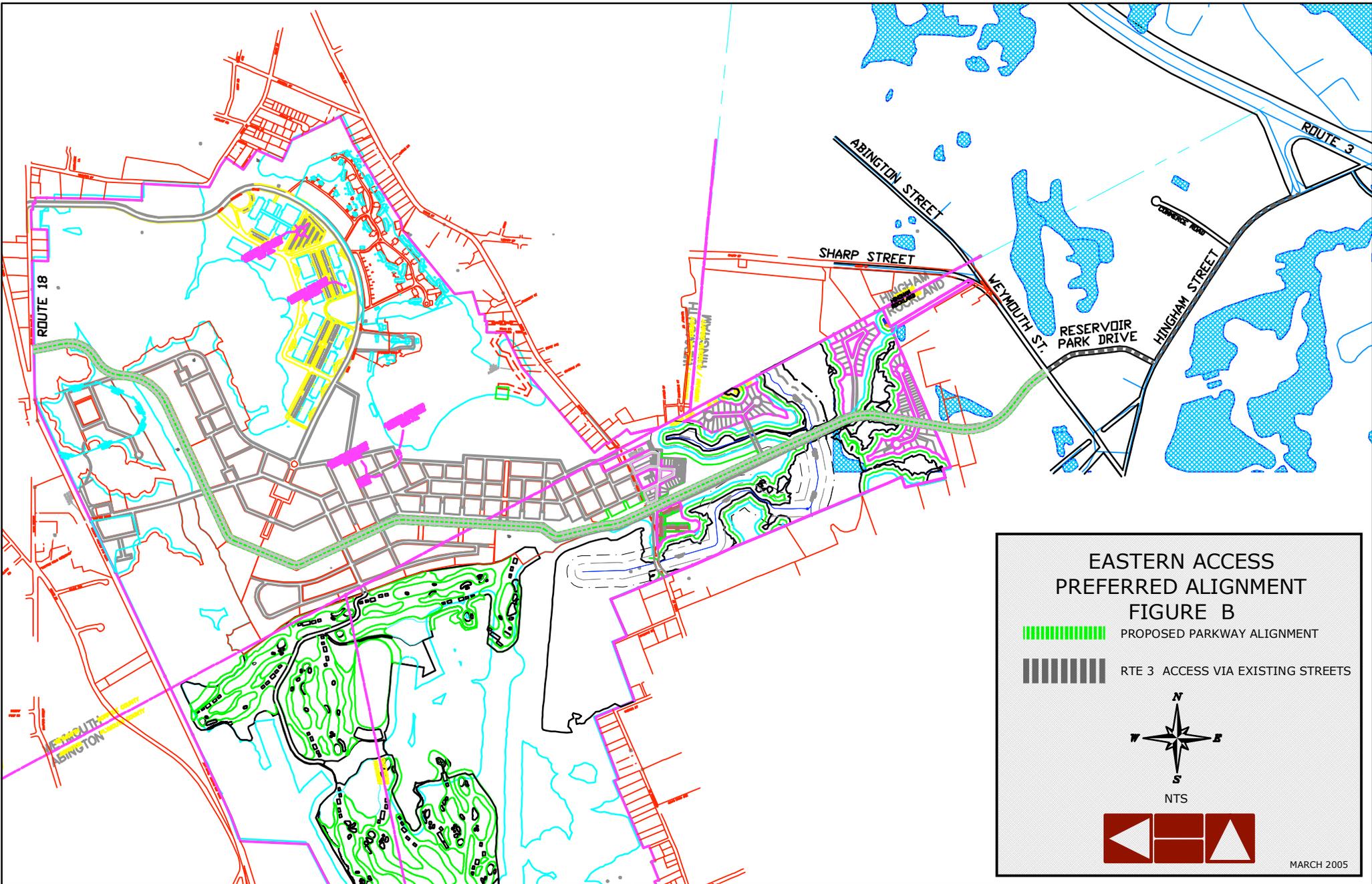
NAS South Weymouth
 Figure C: Amenity Plan
 7 March, 2005



NAS South Weymouth
 Figure D: Phasing Plan

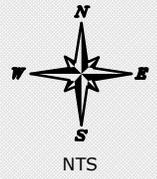
7. March, 2005





**EASTERN ACCESS
PREFERRED ALIGNMENT
FIGURE B**

-  PROPOSED PARKWAY ALIGNMENT
-  RTE 3 ACCESS VIA EXISTING STREETS



MARCH 2005