



Mercedes-Benz of Burlington

Warrant Article #2 Town Meeting Backup Materials

Re-Use and Redevelopment of 80-82 Cambridge Street

January 2014

The Collection Auto Group



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V. Planned Development District (PDD)

SECTION 12.1.4.4.
PLANNED DEVELOPMENT DISTRICT ZONING PROVISIONS
(Applicable to Area B of the Burlington Corporate Centre Planned Development District)

Article 1 - Statement of Purpose:

The following Planned Development District Zoning Provisions (hereinafter, the "PDD Zoning Provisions") shall, pursuant to Section 12.1.1 and Section 12.4.0 of Article XII of the Zoning Bylaws of the Town of Burlington, Massachusetts (hereinafter, the "PDD Bylaw") and except as provided below, govern the development of 80-82 Cambridge Street, Burlington, Massachusetts shown as Map 41, Parcel 44-1 and Assessors Map 41 Parcel 41-0 as more particularly described in Exhibit "C" annexed hereto, (hereinafter, the "Cambridge Street Premises" and "Area B" of the PD Premises) in a manner that:

- Advances a combination of complementary uses on a specific tract of land; and
- Advances coordination within the Corporate Center Planned Development District and with surrounding property uses; and
- Mitigates traffic impacts; and
- Facilitates future redevelopment in a manner consistent with the Town's objectives to reinvest within the existing commercial corridors through redevelopment.
- Facilitates a unified and responsive planning approach along the Cambridge Street corridor and within the Corporate Center Planned Development District that otherwise would not be available under traditional zoning regulations.

The Cambridge Street Premises, which comprises Area B of the Concept Plan as further defined below, shall be developed in accordance with the M11 Realty plan (hereinafter known as the "Concept Plan"), dated December 2, 2013 entitled "Burlington Centre Project – Proposed Concept Plan M11 REALTY, LLC"; prepared by BSC Group, 15 Elkins Street, Boston, Massachusetts 02127. This M11 Realty Concept Plan, together with all other materials submitted pursuant to Section 12.1.0 of the PDD Bylaw, filed by M11 Realty, LLC, an Ohio limited liability company (hereinafter, the "Developer"), amending that certain Concept Plan (the "Original Concept Plan") for Planned Development District ("PDD") otherwise known as the Burlington Corporate Centre Planned Development District, approved by Town Meeting on January 25, 1988, amended by the May 1993 Town Meeting, and further amended by the September 2000 Town Meeting described as lying North of Route 128, and South of Rita Avenue, between Cambridge Street (Route 3A) and Fieldstone Drive, with frontage on Cambridge Street, (hereinafter, collectively, the "PD Premises" and which is divided into "Area A" and "Area B" of the PD Premises).

These PDD Zoning Provisions, including all materials cumulatively submitted to and approved by a Town Meeting in connection with Original Concept Plan, are collectively referred to herein as, the "Concept Plan".

The PDD District consists in the aggregate of approximately 82.34 ± acres and is divided into two (2) development areas identified as Area A and Area B. To the extent that the Concept Plan does not address an issue of zoning, the development of the PD Premises with respect to any such issue shall be governed by the applicable Zoning Bylaws of the Town of Burlington, Massachusetts; provided, however, anything in the foregoing to the contrary notwithstanding, all provisions of the Burlington Corporate Centre Planned Development District approved by Town Meeting on January 25, 1988, amended by the May 1993 Town Meeting, and further amended by the September 2000 Town Meeting remain unchanged¹ and shall continue to govern the development of Area A.

Article 2 - Use Regulations:

The Concept Plan allows the maximum commercial development of Area B of the PD Premises at 55,000 gross square feet, (excluding parking facilities and portions of buildings containing parking facilities). The permitted uses at the PD premises by category ("Office"; "Institutional and Recreational Uses"; "Retail/Customer Service Uses"; "Wetlands"; and, "Accessory Uses" as set forth in the Use Table. Retail/Customer Service Uses on Area B are limited to a luxury automobile dealership, with accessory uses and services related to the aforementioned principal uses. The term "Luxury Automobile Dealership" is defined in Article 7 hereof. The complete listing of permitted uses at the PD Premises is set forth in the Use Table annexed hereto as Exhibit "A". Uses in a Wetland District shall be subject to the normal jurisdictional review of the Burlington Conservation Commission. All permitted uses at the PD Premises are

¹ All provisions of the Burlington Corporate Centre Planned Development District approved by Town Meeting on January 25, 1988, amended by the May 1993 Town Meeting, and further amended by the September 2000 Town Meeting remain unchanged and shall continue to govern the development of Area A of the PD Premises including the following:

- (i) The Concept Plan, approved by Town Meeting on January 25, 1988, amended by the May 1993 Town Meeting, and further amended by the September 2000 Town Meeting, revised and dated July 27, 2000, entitled "Burlington Centre-Corporate Drive Project - Proposed Concept Plan Trammel Crow Company" prepared by Daylor Consulting Group.
- (ii) The Special Conditions for Planned Development District and Planned Development District Zoning Provisions pertaining exclusively to the Burlington Centre Planned Development District, as modified by the September 2000 Town Meeting, existing and in effect on the date of adoption by Town Meeting Burlington Centre Planned Development District in accordance with the terms and procedures set forth in said documents, exclusive of Area B.
- (iii) The Burlington Corporate Centre Planned Development District Zoning Provisions (hereinafter, the "PDD Zoning Provisions") noted above shall, exclusively govern the development of the Burlington Corporate Centre Planned Development District Zoning Provisions (the "PD District", including all material submitted to and approved by September 2000 Town Meeting, exclusive of Area B.

subject to the issuance by other Town agencies or boards of all required licenses and approvals normally required for such use.

Until such time as the Developer elects to commence development (i.e., obtains the necessary permits and approvals and commences construction) of Area B as provided on the Concept Plan, the structures and uses in existence as of the effective date of the PDD Rezoning of Area B may be continued pursuant to the Burlington Zoning Bylaws and any existing structures located thereon may be renovated, increased or reduced in size during such period subject to Article XII, Section 12.3.0 of the Burlington Zoning Bylaws and the approval of the Planning Board. Pursuant to Article XII, Section 12.1.6 a Special Permit must be obtained within two (2) years of the date of adoption by Town Meeting.

Within Area B of the PD District there shall be no restriction on combining different categories of uses within the same building or lot within Area B of the PD District other than those imposed by the State Building Code or other federal, state, or local regulations other than Zoning.

Article 3 - Density and Dimensional Requirements:

There shall be no density and dimensional requirements applicable to Area B of the PD Premises except and as summarized below:

1. The Developer of Area B of the PD Premises shall continue to have the benefit of Section 6.1.2 of the Zoning Bylaws to the extent that the PD Premises benefited from said Section as of the date of the adoption of the PD Zoning Provisions applicable as aforesaid to the PD Premises.
2. The following dimensional requirements shall be the exclusive dimensional requirements applicable to development of Area B of the PD Premises notwithstanding any contrary provisions in the Zoning Bylaws including any Overlay District now existing or hereafter adopted:

Corporate Center PD DISTRICT AREA "B" DIMENSIONAL REQUIREMENTS	
Total Cumulative Land Area within the Corporate Center PDD (Area A & B)	82.34 acres: (Area A - 77.05 acres, Area B- 5.29 acres)
Building Envelope (square feet and percentage of the total land area).	See Exhibit D
Open Space, if any (square feet and percentage of the total land area).	1.06 acres (20%) (Any easement area within the property for the benefit of public roadway, pedestrian or alternative transportation shall be credited toward open space).
Maximum Site Coverage of Buildings (square feet and percentage of the total land area).	55,000 gross square feet, excluding parking facilities and portions of buildings containing parking facilities
Maximum Impervious Surface Area (square feet and percentage of the total land area of the PDD).	4.23 acres (80%)
Building Surface Area Ratio	1.26 acres (24%). Parking structures or garages for more than three (3) vehicles in Area B of the PD Development shall not be included in calculating Building Surface Area Ratio.
Gross Floor Area in Area B (of non-residential buildings) Gross Floor Area of All Nonresidential Buildings.	55,000 gross square feet
Floor Area Ratio	0.25 Maximum
Provided Parking Spaces in Area B (off-street parking) Number of Off-Street Parking Spaces.	4.0 spaces per 1,000 gross square feet (maximum).
Maximum Provided Parking Spaces Area B if developed under 1.4.13 of the PD Use Table	100 Parking Spaces 350 Vehicle Storage Spaces (8' X 15' maximum)
Minimum Frontage	50.0'
Minimum Lot Area	10,000 sq. ft.
Minimum Front Yard	15.0'
Minimum Rear Yard	15.0'
Minimum Side Yard	15.0'
Maximum Building and Structure Height	80.0', except as follows: within 200 feet of RO or RG - 40 feet; for each 100 feet in excess of 200 feet from RO or RG 15 additional feet, with a maximum of 80 feet.

3. The maximum commercial development of Area B shall not exceed 55,000 gross square feet, which shall exclude parking facilities and portions of buildings containing parking facilities which may be allotted for permitted use in Area B.

4. Square footage allocations that are specifically allotted to Area A and Area B shall not be transferred between Area A and Area B without approval of Town Meeting.

5. The Dimensional Requirements set forth above in this Article 3 that are applicable to Area B shall apply solely to the developer/owner of Area B; the Area B Dimensional Requirements shall not apply to the developer/owner of Area A. Conversely, the Dimensional Requirements set forth above in this Article 3 that are applicable to Area A shall not be altered or amended by these zoning provisions and shall apply solely to the developer/owner of Area A; the Area A Dimensional Requirements shall not apply to the developer/owner of Area B.

6. There shall extend across the rear of every building or structure in Area B of the PD Premises an unobstructed area of at least ten (10) feet for firefighting purposes unless waived by the Chief of the Fire Department. Rear Yard shall be measured from the exterior plane of each building face excluding roof overhangs.

7. Side Yard shall be measured from the exterior plane of each building face excluding roof overhangs.

8. Building height shall be measured in accordance with the Zoning Bylaws. The provisions of Section 5.2.0 concerning maximum height limitations adjacent to RO or RG shall be governed by the dimensional table as set forth herein.

Article 4 - Lot Lines:

Internal lot lines may be established pursuant to a subdivision plan to be filed in accordance with Massachusetts General Laws Chapter 41; Section 81K et seq. Lot lines may be altered from time to time in accordance with the procedures of Section 81P of Chapter 41 of the Massachusetts General Laws for so-called "Approval Not Required. Plans", and/or the applicable provisions of Sections 81K-81GG of Chapter 41 of the Massachusetts General Laws for any subdivision of the PD Premises. Any single lot may exceed one or more of the dimensional requirements contained herein so long as all of the lots in the district taken in the aggregate do not exceed any of the dimensional standards contained herein.

Article 5 – Area B Parking and Loading Regulations:

The following maximum parking allocations shall be applicable to parking at the PD Premises:

1. All off-street parking requirements to serve Area B of the PD premises must be located within Area B.

2. The Planning Board, upon application of the Developer of Area B of the PD Premises or a portion thereof, shall be permitted, upon the grant of a Special Permit in accordance with Section 7.2.5.1 through Section 7.2.5.11 of the Zoning Bylaws, to alter the required parking allocations from time to time and such change shall not be deemed a material or substantial deviation from the Concept Plan as approved by Town Meeting.

3. Typical parking space dimensions shall be as follows:

(a) Typical parking space -- 9' x 18'. The number of typical parking spaces proposed by a Developer for compliance with parking requirements for the principal and accessory uses applicable to a luxury automobile dealership use in Area B of the PD Premises may be determined by the Planning Board during the Special Permit process. The aggregate number of such typical parking spaces approved for luxury automobile dealership use in Area B shall not exceed 100 in number.

(b) Compact parking space -- 8' x 15'. The percentage of Compact spaces proposed by an owner/developer for compliance with parking requirements relating to the principal and accessory uses in Area B of the PD Development may be determined by the Planning Board during the Special Permit process. In no event may Compact spaces exceed 30% of the total parking requirements on site. Parking spaces used for "storage" under use category 1.4.13 shall not be included within this maximum as defined by section 3.e below.

(c) Handicap Accessible Spaces -- 13' x 18', inclusive of 5' access aisle, or as otherwise required by applicable federal or state law or regulations governing and controlling such design.

(d) Handicap Van Accessible Spaces - 16' x 18', including an 8' access aisle, or as otherwise required by applicable federal or state law or regulations governing and controlling such design.

(e) Vehicle Storage Spaces – 8' x 15' maximum. The number of Vehicle Storage Spaces proposed by a Developer for compliance with parking requirements for the principal and accessory uses applicable to a luxury automobile dealership use in Area B of the PD Premises may be determined by the Planning Board during the Special Permit process. The aggregate number of such vehicle storage spaces approved for luxury automobile use in Area B shall not exceed 350 in number.

4. Parking structures or garages for more than three (3) vehicles in Area B of the PD Development District shall not be included in calculating the Building Surface Area Ratio as set forth in the Dimensional table herewith.

Article 6 - Building Locations:

The Plan dated December 2, 2013, entitled "Burlington Centre Project – Proposed Concept Plan M11 REALTY, LLC"; prepared by BSC Group, 15 Elkins Street, Boston, MA submitted as part of the Concept Plan (hereinafter, the "Development Plans") denote certain building envelopes wherein proposed structures are to be located. The Developer of Area B of the PD Premises or any portion thereof shall be permitted to locate and relocate buildings and modify building footprints within the building envelopes shown on the Development Plans subject to compliance with these PD Zoning Provisions (including, without limitation, the construction of above ground parking structures, the result of which is to relocate under building parking or separate structures with decks shown on the Development Plan, provided such construction occurs within the building envelope shown on the Development Plan) and such relocations shall not be deemed a substantial deviation from the Concept Plan.

Article 7 - Definitions:

Except as provided below or herein including, without limitation, the Use Table (Exhibit "A"), defined terms shall have the same meanings as in the Zoning Bylaws. The following terms shall have the following meanings in the PD District and shall govern the PD Premises:

1. Frontage. For purposes of these PD Zoning Provisions, "Frontage" shall mean the line adjacent to: (a) any internal site drive of any length which connects (directly or indirectly) to a way described in sub-clause (b), (c) or (d), below, said way having been approved by the Planning Board of the Town pursuant to Section 12.2.4 of the Zoning Bylaws as part of any PD Special Permit and Site Development and Use Plan; or (b) a public way which the Town Clerk certifies is maintained and used as a public way; or (c) a way shown on a plan theretofore approved and endorsed in accordance with the subdivision control law; or (d) a way in existence when the subdivision control law became effective in the Town of Burlington, having, in the opinion of the Planning Board, sufficient width, suitable grades and adequate construction to provide for the needs of vehicular traffic in relation to the proposed use of the land abutting thereon or served thereby and for the installation of municipal services to serve such land and the buildings erected or to be erected thereon. Frontage shall be measured in a single, continuous, uninterrupted line along a street or streets.

2. Lot. A parcel of land used or set aside and available for use on the site of one or more buildings, and buildings accessory thereto, or for any definite purpose in one (1) ownership, having frontage as described above, and may be divided by a street or way and may include any land within the limits of a public or private way upon which such lot abuts. A lot for purposes of these PD Zoning Provisions may or may not coincide with a lot of record.

3. Luxury Automobile Dealership shall mean a location that meets all of the following: (1) an established place of business which is being used or will be used primarily for the purpose of selling, buying, displaying, repairing, and servicing new luxury motor vehicles, such as Acura, Aston Martin, Audi, BMW, Bentley, Cadillac, Ferrari, Infiniti, Jaguar, Lamborghini, Land Rover, Lexus, Lincoln, Lotus, Maserati, Maybach, Mercedes-Benz, Volvo, Porsche, and Rolls-Royce lines of automobile; (2) operated by a licensed franchised dealer of only one make of automobile where all models of said make are marketed as "luxury vehicles" and defined as such by Kelly Blue Book, Ward's Automotive Group U.S. Market Segmentation, or other nationally recognized resource for prices, values and reviews of new luxury automobiles; (3) which is primarily engaged in the sales or leasing of luxury automobiles that are in the possession of the manufacturer, distributor, or wholesaler, or has been sold to the holders of a valid sales and service agreement, franchise, or contract, granted by the manufacturer, distributor, or wholesaler for the sale of the make of new vehicle, which is new, and on which the original title has not been issued from the franchised dealer; and, (4) where such new automobiles sold at the Luxury Dealership location have an average sticker price that exceeds the "Baseline Price." The Baseline Price for calendar year 2013 is established as \$55,000, which sum is reflective of the estimated average vehicle price for all new luxury automobiles sold at the dealership site. The Baseline Price will be adjusted as of January 1 of each calendar year thereafter, and will be set as the prior year's Baseline Price multiplied by the sum of 1 plus the prior year's percentage increase or decrease in the annual average Producer Price Index for New Car Dealers, as published by the Bureau of Labor Statistics.

4. Open Space. That portion of land that is landscaped, or if wooded, left in a natural state.

In the event of any conflict between the aforementioned definitions and the definitions in the Zoning Bylaws, the definitions contained herein shall govern and control.

Article 8 - Signage:

For purposes of signage, Area B of the he PD Premises shall be governed by and subject to the following signage requirements and limitations:

1. General Administration. All signage permits and applications shall comply with all applicable provisions of the Zoning Bylaws and Article XIV of the General Bylaws, except as otherwise noted herewith.

2. Special Sign Permit. The Zoning Board of Appeals may vary the provisions of these sign provisions in specific cases which appear to them not to have been contemplated by these PDD Zoning Provisions and in cases where enforcement of these provisions of the PDD Zoning Provisions would involve practical difficulties or unnecessary hardship, if in each instance desirable relief may be granted without substantially derogating from the intent and purpose of this section of the PDD Zoning Provisions. Any decision to vary the provisions of this section of the PDD Zoning Provisions shall be pursuant to a Special Sign Permit decision issued by the Zoning Board of Appeals after a properly noticed public hearing and shall specify

any sign alteration allowed and the reasons therefor. Each decision of the Zoning Board of Appeals shall be filed with the Office of the Town Clerk within fourteen (14) days after the hearing and a copy of the decision shall be sent by mail or delivered to the applicant and any other persons appearing at the hearing or so requested in writing.

3. Temporary Signage. Temporary Signage advertising rental, lease or sale of the Premises which shall be twenty-four (24) sq. ft. or less shall be permitted. A temporary sign erected during construction of a building shall be forty-eight (48) sq. ft. or less and ten (10) ft. or less in any dimension.

4. Allowed Signage. All Allowed Signage within Area B of the PD Premises shall be as defined within Section 13.1.0 of the Zoning Bylaws and Article XIV of the General Bylaws, except as otherwise noted below:

(a) Wall Signs - Any sign attached to or erected against, a wall or a building with the exposed face of the sign in a plane parallel to said wall. A Wall Sign shall not exceed four (4) feet in height and shall be less than twenty-six (26) feet in length. Wall signs may extend above the roofline within the allowable dimensions in such cases where the signage extends onto a parapet or similar structure above the roofline.

(b) Monument Sign - One (1) Monument sign is permitted in Area B. Monument Sign shall be permanently affixed to the ground through the means of a stone wall, foundation or other decorative device. The total square footage of the Freestanding Monument Sign shall not exceed twenty square feet per side. This maximum sign area shall not include the sign foundation or other decorative or architectural feature. Further, no Freestanding Monument Sign shall be permitted within ten (10) feet of any property line, or a public or private way, nor shall said sign be permitted to impede vehicle sight distance. Any sign foundation shall not exceed four (4) feet in height unless a Sign Special Permit is issued by the Board of Appeals.

(c) Directional and Traffic Safety Signs. The size of signs indicating "Entrance", "Exit", "Parking", "Visitor Parking", "Customer Service" street names or similar traffic directional information as well as their location shall be approved by the Building Inspector in consultation with the Police Department, as applicable.

(d) Marquee Signs – A Marquee Sign shall only be attached to the sides or front of a marquee and shall be seven (7) ft. or more above the ground. The sign shall be six (6) feet or less. An individual letter sign shall be two (2) feet or less in height.

(e) Projecting Signs – One sign shall be permitted for each business. The sign shall be four (4) ft. or less in height and shall not project more than six (6) feet from the face of the building, nor closer than fifteen (15) feet from the property line.

5. Review. All proposed signage shall be reviewed and approved by the Planning Board pursuant to any review under Section 12.2.0. Review shall include placement, illumination and materials.

Article 9 - Lighting:

The purpose of this section is to encourage quality light design while providing a sense of safety and security. A Developer shall consider the following standards when designing a lighting plan:

1. The use of lighting shall be sensitive to the natural environment.
2. The lighting designers shall consider utilizing lighting designs with automatic controls systems wherever possible.
3. A lighting plan, as applicable, shall be included with any Site Development and Use Plan/Special Permit. Architectural lighting may be utilized to highlight special site features and areas.
4. Landscape lighting may be utilized to accent landscaping and special site features, subject to the review and approval of the Planning Board.

Article 10 - Administration and Procedures:

A. PD Special Permit

1. Any Special Permit required under the Zoning Bylaws or the PD Zoning Provisions with respect to the PD Premises shall be under the jurisdiction of the Planning Board or Special Permit Granting Authority of the Town in accordance with the then applicable special permit procedures of the Planning Board or Special Permit Granting Authority. The granting of any individual Special Permit under Section 12.2.0 of Article XII of the Zoning Bylaws shall be deemed to constitute compliance with the provisions of Article XII of the Zoning Bylaws.

2. The provisions of these PD Zoning Provisions shall supersede and take precedence over any requirements as to site plan review, and approval under the Zoning Bylaws, with the exception of any requirement under Section 12.3.0 of the Zoning Bylaws and shall exclusively govern the Development of the Area B of the PD Premises in accordance with the M11 Realty Concept Plan.

3. Any substantial change or amendment to the Concept Plan shall be effectuated in accordance with the provisions of Section 12.4.0 of the Zoning Bylaws.

4. The Planning Board, in granting any PD Special Permit, may attach such conditions and safeguards as it deems necessary to support its findings.

Article 11 - Miscellaneous:

1. In recognition of the intent and purpose of Article XII of the Zoning Bylaws which is to permit considerable flexibility in the development of individual tracts of land, in the event of: (i) any conflict between the provisions of these PD Zoning Provisions and the Zoning Bylaws or any other bylaw or regulation of the Town; or (ii) any ambiguity under the PD Zoning Provisions, such conflict or ambiguity shall be resolved or construed by the Planning Board in a manner consistent with and to permit satisfaction of the development intent described in the M11 Realty Concept Plan.

EXHIBIT "A"
USE TABLE

Section	BUSINESS CORPORATE CENTER - Use Designation The 55,000 square feet of development permitted on Area B shall be developed in accordance with this use Table. This use Table shall not alter or diminish the square footage available for development on Area A in accordance with the Concept Plan	Permitted at PD District Yes: Permitted as Matter of Right SP: Special Permit Required	Allocation to PD Premises Use Category	AREA (A & B) PERMITTED
1.1	Residential Uses			
1.1.1	Multifamily housing such as condominiums and attached and detached units in a "cluster" type development.	Yes	Residential	A
1.1.2	Grouped Garden Apartment dwelling units purchased, erected and maintained by the Burlington Housing Authority for the purpose of providing subsidized housing.	Yes	Residential	A
1.1.3	One family dwellings purchased or erected and maintained by the Burlington Housing Authority for the purpose of providing subsidized housing.	Yes	Residential	A
1.2	Institutional and Recreational Uses			
1.2.1	Places primarily used for non-profit Educational Corporations, including, related museums, libraries and recreational facilities.	Yes	Office	A
1.2.2	Day nursery, nursery school, private kindergarten or other agency giving day care to children.	Yes	Office	A, B
1.2.3	Community centers and public recreation buildings.	Yes	Office	A
1.2.4	Recreational facilities such as health and racquet clubs.	Yes	Office	A
1.2.5	Non-profit private clubs.	SP	Office	A
1.2.6	Private museums, private art galleries (excluding sales).	Yes	Office	A
1.2.7	Places and buildings for public assembly such as facilities for business, cultural and educational gatherings.	Yes	Office	A
1.3	Office Uses			
1.3.1	Professional offices such as physicians, dentists, opticians, real estate brokers, lawyers.	Yes	Office	A, B
1.3.2	Offices of salesmen; agents and representatives of manufacturing, distributing, insurance and wholesale companies without storing of goods for sale.	Yes	Office	A, B
1.3.3	Administrative, general, executive, and similar offices of the type generally found in first-class office space in the Burlington, Massachusetts - Route 128 area.	Yes	Office	A, B
1.3.4	Diagnostic medical laboratories appurtenant to offices of physicians and dentists.	Yes	Office	A, B
1.3.5	Public Offices.	Yes	Office	A, B

Section	<p align="center">BUSINESS CORPORATE CENTER - Use Designation</p> <p>The 55,000 square feet of development permitted on Area B shall be developed in accordance with this use Table. This use Table shall not alter or diminish the square footage available for development on Area A in accordance with the Concept Plan</p>	<p>Permitted at PD District Yes: Permitted as Matter of Right SP: Special Permit Required</p>	<p>Allocation to PD Premises Use Category</p>	<p>AREA (A & B) PERMITTED</p>
1.4	Retail/Customer Service Uses			
1.4.1	Automotive rental agency.	SP	Retail	A
1.4.2	Personal services business such as barbers and hairdressers.	Yes	Retail	A
1.4.3	Convenience food stores, drugstores, retail stores for sale of beauty and health aids, smoking supplies, periodicals; none with the sale of food intended for consumption on the premises.	Yes	Retail	A
1.4.4	Photo Processing.	SP	Retail	A
1.4.5	Dry-cleaning.	SP	Retail	A
1.4.6	Shoe repair and laundry pick-up stations.	Yes	Retail	A
1.4.7	Unmanned Automated Teller Facilities not to exceed a gross floor area of 240 square feet.	SP	Retail	A
1.4.8	Retail uses such as restaurants, cafeterias, delicatessens, lunch counters, soda, dairy or ice cream establishments primarily for the convenience of employers and residents of the premises and only in nonresidential buildings.	Yes	Retail	A
1.4.9	Incidental sale at retail of the same merchandise sold at wholesale.	SP	Retail	A
1.4.10	Acceptance from the public of electronic products and components for servicing.	SP	Retail	A
1.4.11	Travel Agencies.	Yes	Retail	A
1.4.12	Hotel / Motel / Residence Hotel	SP	Commercial / Office	A
1.4.13	Luxury Automobile Dealership, limited to one in number and located within Area B shown on the M11 Realty Concept Plan	SP	Commercial / Office	B

Section	<p align="center">BUSINESS CORPORATE CENTER - Use Designation</p> <p>The 55,000 square feet of development permitted on Area B shall be developed in accordance with this use Table. This use Table shall not alter or diminish the square footage available for development on Area A in accordance with the Concept Plan</p>	<p>Permitted at PD District Yes: Permitted as Matter of Right SP: Special Permit Required</p>	<p>Allocation to PD Premises Use Category</p>	<p>AREA (A & B) PERMITTED</p>
1.5	Industrial Uses			
1.5.1	Light manufacturing, assembly, servicing or processing.	SP	Office	A
1.5.2(a)	Laboratories engaged in research, development, experimental and testing activities in such fields as biology, chemistry and medicine.	SP	Office	A, B
1.5.2(b)	Laboratories engaged in research, development, experimental and testing activities in such fields as electronics engineering, geology, physics, aerospace, automotive, ceramics and general scientific.	Yes	Office	A, B
1.5.3	Warehousing (except toxic and hazardous materials and salts) including the receiving, storing, shipping and selling of (other than retail) products, materials and merchandise arising out of permitted uses or which are incidental to such permitted uses.	SP	Office	A
1.5.4	Electronics Industries such as computer related industries and (i) the display and demonstration (including training) of electronic products and components; (ii) the servicing of electronic products and components; and (iii) the ancillary storage of electronic products and components.	Yes	Office	A

Section	<p align="center">BUSINESS CORPORATE CENTER - Use Designation</p> <p>The 55,000 square feet of development permitted on Area B shall be developed in accordance with this use Table. This use Table shall not alter or diminish the square footage available for development on Area A in accordance with the Concept Plan</p>	<p>Permitted at PD District Yes: Permitted as Matter of Right SP: Special Permit Required</p>	<p>Allocation to PD Premises Use Category</p>	<p>AREA (A & B) PERMITTED</p>
1.6	Wetlands District			
1.6.1	Creation of a pond or pool or other changes in water courses for swimming, fishing or other recreational uses, agricultural uses, scenic features, drainage improvements.	SP	Not Applicable	A
1.6.2	Structures for essential services which structure shall include roads and ways.	SP	Not Applicable	A
1.6.3	Dredging expressly for mosquito or flood control by an authorized public agency.	SP	Not Applicable	A
1.6.4	Periodic maintenance of existing water courses and maintenance for essential services.	SP	Not Applicable	A, B
1.6.5	Temporary, not to exceed three months, storage of materials (excluding fill materials and hazardous and toxic materials) or equipment.	SP	Not Applicable	A
1.6.6	Outdoor noncommercial recreation not specifically permitted by right in 4.7.10, below, including public parks, non-paved playgrounds, tennis, paddle tennis and similar activities.	SP	Not Applicable	A
1.6.7	Discharges from manmade structures into the wetlands.	SP	Not Applicable	A, B
1.6.8	Structures for radio or television transmission by participants in emergency broadcast system.	SP	Not Applicable	A
1.6.9	Conservation of soil, water plants, and, wildlife including wildlife management shelters.	Yes	Not Applicable	A, B
1.6.10	Outdoor noncommercial recreation limited to nature study areas, walkways, boating, ice skating or fishing where otherwise legally permitted.	Yes	Not Applicable	A, B
1.6.11	Maintenance or repair of existing structures, roadways and utilities.	Yes	Not Applicable	A, B
1.7	Accessory Uses			
1.7.1	Towers and antennas for generation or transmission of telecommunication signals other than radio and television transmitting sites.	SP		A
1.7.2	Antennas, other than satellite disk antennas, for the purpose of private reception of tele-communication signals, which antennas do not exceed 12 feet in height above the ground or 12 feet above the roof of a building on which they are mounted.	Yes		A
1.7.3	Towers, windmills and similar structures that do not exceed 12 feet in height measured from the ground.	Yes		A
1.7.4	Towers, windmills and similar structures that exceed 12 feet in height measured from the ground.	SP		A

Section	BUSINESS CORPORATE CENTER - Use Designation The 55,000 square feet of development permitted on Area B shall be developed in accordance with this use Table. This use Table shall not alter or diminish the square footage available for development on Area A in accordance with the Concept Plan	Permitted at PD District Yes: Permitted as Matter of Right SP: Special Permit Required	Allocation to PD Premises Use Category	AREA (A & B) PERMITTED
1.7.5	Satellite disk antennas that are 8 feet or less across at their greatest width and which do not exceed 12 feet in height above the ground or above the roof of a building on which they are mounted or which are at least 120 feet away from property that is zoned RO-One Family Dwelling.	Yes		A
1.7.6	Satellite disk antennas that are greater than 8 feet across at their greatest width or which exceed 12 feet in height above the ground or the roof of a building on which they are mounted or which are located on or within 120 feet of property zoned RO-One Family Dwelling.	SP		A
1.7.7	Garage space and/or structures for parking of not more than one automobile (residential zone) as set forth on Concept Plan.	Yes		A
1.7.8	Outdoor parking of not more than one unregistered motor vehicle, trailer or one boat per residential dwelling unit.	Yes		A
1.7.9	Swimming Pool as shown on Concept Plan.	Yes		A
1.7.10	Swimming Pool not shown on Concept Plan.	SP		A
1.7.11	Attached greenhouses with a ground area of 100 square feet or less, not intended and not used for commercial purposes.	Yes		A
1.7.12	Outdoor tennis courts shown on the Concept Plan.	Yes		A
1.7.13	Outdoor tennis courts <u>not</u> shown on the Concept Plan.	SP		A
1.7.14	During construction of improvements at the premises off-street outdoor storage of supplies and materials and overnight parking of freight carrying or materials handling vehicles and equipment.	SP		A
1.7.15	Parking garages and/or parking structures for more than three (3) vehicles, including both enclosed and open garages and structures, above and below ground only as provided in the Concept Plan.	Yes		A, B
1.7.16	Parking area for more than 200 spaces as shown on Concept Plan.	Yes		A, B
1.7.17	Parking area for more than 200 spaces <u>not</u> shown on Concept Plan.	SP		A, B
1.7.18	The use of roads in the PD Premises for any purposes that roads and ways in the Town of Burlington are used except as provided in 1.7.19, below.	Yes		A
1.7.19	The use of roads in the PD Premises to access nonresidential property adjoining the PD Premises.	SP		A
1.7.20	Off-street outdoor overnight parking of freight carrying or material handling vehicles and equipment or buses.	SP		A
1.7.21	Storage and disposal of oils and fuels/petroleum products including storage for on-site heating purposes.	SP		A, B
1.7.22	Accessory uses in wetland limited to fences, flagpoles, non-commercial signs and docks.	Yes		A, B

Section	BUSINESS CORPORATE CENTER - Use Designation The 55,000 square feet of development permitted on Area B shall be developed in accordance with this use Table. This use Table shall not alter or diminish the square footage available for development on Area A in accordance with the Concept Plan	Permitted at PD District Yes: Permitted as Matter of Right SP: Special Permit Required	Allocation to PD Premises Use Category	AREA (A & B) PERMITTED
1.7.23	Vehicle storage spaces for a "luxury Automobile Dealership" approved for use in Area B shall not exceed 350 in number.	Yes		B

Water Resource District

Subject to the provisions of Section 8.3.0 of the Zoning By-Laws, the foregoing uses shall be permitted as a matter of right or with a Special Permit in a Water Resource District as set forth in the above Table of Uses except (i) Special Permits shall be required for the uses described in Sections: 1.3.4, 1.4.2, 1.5.2(b), 1.5.4 and 1.7.16; and (ii) the use described in 1.4.4 shall not be permitted.

Aquifer District

Subject to the provisions of Section 8.3.0 of the Zoning By-Laws, the foregoing uses shall be permitted as a matter of right or with a Special Permit in an Aquifer District as set forth in the above Table of Uses except (i) a Special Permit shall be required for the uses described in Sections 1.5.4. and 1.7.16; and (ii) the uses described in Sections 1.4.2, 1.4.4, 1.4.5, 1.5.2(a), 1.5.2(b), 1.6.1 and 1.7.21 shall not be permitted.

¹LUXURY AUTOMOBILE DEALERSHIP shall mean a location that meets all of the following: (1) an established place of business which is being used or will be used primarily for the purpose of selling, buying, displaying, repairing, and servicing new luxury motor vehicles, such as Acura, Aston Martin, Audi, BMW, Bentley, Cadillac, Ferrari, Infiniti, Jaguar, Lamborghini, Land Rover, Lexus, Lincoln, Lotus, Maserati, Maybach, Mercedes-Benz, Volvo, Porsche, and Rolls-Royce lines of automobile; (2) operated by a licensed franchised dealer of only one make of automobile where all models of said make are marketed as "luxury vehicles" and defined as such by Kelly Blue Book, Ward's Automotive Group U.S. Market Segmentation, or other nationally recognized resource for prices, values and reviews of new luxury automobiles; (3) which is primarily engaged in the sales or leasing of luxury automobiles that are in the possession of the manufacturer, distributor, or wholesaler, or has been sold to the holders of a valid sales and service agreement, franchise, or contract, granted by the manufacturer, distributor, or wholesaler for the sale of the make of new vehicle, which is new, and on which the original title has not been issued from the franchised dealer; and, (4) where such new automobiles sold at the Luxury Dealership location have an average sticker price that exceeds the "Baseline Price." The Baseline Price for calendar year 2013 is established as \$55,000, which sum is reflective of the estimated average vehicle price for all new luxury automobiles sold at the dealership site. The Baseline Price will be adjusted as of January 1 of each calendar year thereafter, and will be set as the prior year's Baseline Price multiplied by the sum of 1 plus the prior year's percentage increase or decrease in the annual average Producer Price Index for New Car Dealers, as published by the Bureau of Labor Statistics.

1636159

EXHIBIT C
METES AND BOUNDS PREMISES DESCRIPTION

AREA B

Lot 94-0 & Lot 94-1

A certain parcel of land situated on the easterly side of Cambridge Street in the Town of Burlington, County of Middlesex, Commonwealth of Massachusetts and more particularly bounded and described as follows:

Beginning at a point on the easterly sideline of said Cambridge Street, said point being the northwesterly corner of the herein described parcel; thence

N63°15'00"E in part by land now or formerly of International Church of God and in part by land now or formerly of Paul G. Roiff a distance of four hundred eighty two and fifty seven hundredths (482.57) feet to a point; thence

N89°18'31"E a distance of two hundred seventy four and sixty one hundredths (274.61) feet to a point; thence

S23°40'55"W a distance of three hundred twenty five and forty two hundredths (325.42) feet to a point; thence

S39°17'27"W a distance of twenty four and ninety eight hundredths (24.98) feet to a point; thence

S45°59'13"W a distance of two hundred forty eight and nineteen hundredths (248.19) feet to a point, the previous four (4) courses and distances by land now or formerly of Corporate Drive Nominee Realty Trust; thence

S46°05'24"W by land now or formerly of Cosman Realty LP a distance of sixty six and ninety four hundredths (66.94) feet to a point; thence

N70°31'15"W in part by said land now or formerly of Cosman Realty LP and in part by land now or formerly of JM & ET Realty Trust a distance of one hundred fifty three and thirty two hundredths (153.32) feet to a point; thence

S67°57'01"W by said land now or formerly of JM & ET Realty Trust a distance of one hundred thirteen and forty eight hundredths (113.48) feet to a point; thence

N15°02'32"W by the easterly sideline of said Cambridge Street a distance of three hundred eighteen and seven hundredths (318.07) feet to the point of beginning.

The above described parcel of land contains an area of 230,389 Square feet, more or less, or 5.29 Acres, more or less, and is more particularly shown as Town of Burlington Assessors Map 41, Lot 94-0 and Lot 94-1.

SECTION 12.1.4.4
SPECIAL CONDITIONS
FOR
AREA B OF BURLINGTON CORPORATE CENTER
PLANNED DEVELOPMENT DISTRICT

Pursuant to Section 12.1.4.4 and Section 12.4.0 of Article XII of the Zoning Bylaws of the Town of Burlington, Massachusetts (hereinafter, the "PDD Bylaw"), these Special Conditions together with all other materials submitted as part of Section 12.1.4 of the PDD By-laws shall be applicable to the development of Area B (as defined below) of the Planned Development District ("PDD") consisting of property which lies North of Route 128, and South of Rita Avenue, between Cambridge Street (Route 3A) and Fieldstone Drive, with frontage on Cambridge Street, (hereinafter, collectively, the "PD Premises"). These PDD Special Conditions (hereinafter referred to as the "Area B Special Conditions" and the Special Conditions previously adopted by the January 25, 1988 Town Meeting, as amended by Town Meetings in May, 1993 and September, 2000 and governing the development of Area A as shown on the Concept Plan being referred to as, the "Area A Special Conditions") including all material submitted to and approved by Town Meeting in connection with the rezoning of the PD Premises to a PD District are collectively referred to as, the ("Concept Plan").

These Area B Special Conditions shall apply solely to the developer/owner of Area B; the Area B Special Conditions shall not apply to the developer/owner of Area A and the developer/owner of Area A on the Concept Plan shall have no liability or obligation with respect to the completion and compliance with the Area B Special Conditions. Conversely, the Area A Special Condition shall apply solely to the developer/owner of Area A; the Area A Special Conditions shall not apply to the developer/owner of Area B and the developer/owner of Area B on the Concept Plan shall have no liability or obligation with respect to the completion and compliance with the Area A Special Conditions. A violation of the Area B Special Conditions shall not be considered a violation attributable to Area A of the Concept Plan. A violation of the Area A Special Conditions shall not be considered a violation attributable to Area B of the Concept Plan. Hereinafter, unless otherwise specifically noted the term "Developer and Owner" shall mean the developer/owner of Area B as shown on the Concept Plan.

I. Development of Area B of the PD Premises

The Cambridge Street Premises, which comprises Area B of the Concept Plan as further defined below, shall be developed in accordance with the "Burlington Centre Project Proposed Concept Plan" (hereinafter known as the "M11 Realty Concept Plan"), dated December 2, 2013; prepared by BSC Group, 15 Elkins Street, Boston, Massachusetts 02127. The M11 Realty Concept Plan, together with all other materials submitted pursuant to Section 12.1.0 of the PDD By-Law, permits a maximum of 55,000 gross square feet of commercial development in Area B of the PD Premises (excluding parking facilities and portions of buildings containing parking facilities) to be developed in substantial conformity with the M11 Realty Concept Plan, which

shows in a general manner, among other things, the location of the buildings comprising the PD Premises, number of stories, approximate floor area and maximum height of each building and the approximate distance between buildings. Consistent with the intent of the PDD Bylaw, it shall not be deemed a substantial deviation from the M11 Realty Concept Plan if, as a result of more definite engineering and other data, there occurs a relocation of any building on the PD Premises within the development envelopes depicted on the development plans, or changes in design or layout of the parking, provided that there shall not occur any change in minimum setbacks, maximum building height, maximum total floor area of development as provided in the M11 Realty Concept Plan without the approval by Town Meeting as provided in Article XII of the Zoning By- Laws.

II. Area B Developer's Responsibilities

A. Developer's Responsibilities: The Developer of Area B shall undertake or cause to be undertaken such reasonable action as may be necessary to assist the Town in securing certain improvements and benefits, subject to the provisions of this Paragraph II. These improvements and benefits shall include:

1. Traffic Improvements: Developer of Area B shall complete the following roadway and signalization improvements in accordance with the time line prescribed in Section B "Schedule", below:

i. Pedestrian Safety Improvements - Developer shall submit in a timely fashion, not to exceed sixty (60) days from the date Developer receives approval from the Town of Burlington for any approval under Article XII, Section 12.2.0 of the Zoning Bylaws, a Highway Access Permit (HAP) to MassDOT to include installation of a Rectangular Rapid-Flash Beacon (or similar like device) and/or geometric physical improvements and/or device on Cambridge Street to facilitate improved sight distance to allow for safer pedestrian crossing at Cambridge Street in the vicinity of 80-82 Cambridge Street, Burlington, Massachusetts. The (HAP) shall be subject to MassDOT review and approval. Upon receipt of Site Plan / Special Permit and MassDOT approval, Developer shall either, at the Planning Board's option at the time of the issuance of Site Plan /Special Permit approval: (1) contribute \$20,000 to the Town to effectuate installation of said Rapid-Flash Beacon and/or geometric physical improvements and/or device on Cambridge Street as approved; or (2) pay to the Town an annual fee of Five Thousand (\$5,000.00) Dollars on June 1 of each calendar year for a period of four (4) years, such fee to be used by the Town to install said Rapid-Flash Beacon (or similar like device) and/or geometric physical improvements on Cambridge Street.

ii. Sidewalks. The Developer shall incorporate into any site design a sidewalk five (5) feet in width of cement concrete and vertical granite curbing

along Cambridge Street. The sidewalk shall be within the Cambridge Street right-of-way and on the subject property as necessary to accommodate the full 5 foot width along the frontage of the property. The sidewalk shall extend along the frontage of the subject property and further northerly within the Cambridge Street right-of-way to connect with the existing sidewalk in front of 86 Cambridge Street a distance of approximately 515 feet +/- . This connection helps to improve pedestrian connectivity around the entire Corporate Center Planned Development District. The sidewalk shall be constructed concurrently with the build out of Area B of the PD Premises.

- iii. The Developer shall incorporate into any site design a sidewalk five (5) feet in width of cement concrete and vertical granite curbing within the Cambridge Street westerly right-of-way parallel to that portion of Area B abutting the said easterly Cambridge Street right-of-way beginning at the at the southerly intersection of Arlington Road and said Cambridge Street and continuing in a southerly direction a distance of 100 feet.

- 2. Additional Use Restrictions and Internal Site Traffic Movement for use Category 1.4.13 “luxury automobile dealership”. The Developer of Area B shall incorporate into any site design the following special conditions which shall be incorporated into any application submitted by Developer to obtain from the Planning Board approval for a special permit for a particular purpose, i.e., “luxury automobile dealership”:

- i. The Property Owner shall submit a report of its yearly inventory price average and yearly Producer Price Index for New Car Dealers, as published by the Bureau of Labor Statistics to the Planning Department and Inspector of Buildings by February 1st of each calendar year.
- ii. Not more than 30% of the for sale vehicle inventory shall be used or "Certified Pre-owned".
- iii. Test drives from any “luxury automobile dealership” are prohibited from using primarily residential streets within the Town of Burlington.
- iv. Car carriers shall transport new vehicles to the dealership site between the hours of 10AM and 4PM, unless said deliveries are delayed by severe weather conditions and/or the closing of major roadways.
- v. No off-loading of vehicles from car carriers shall be permitted in any public right-of-way or on any private off-site locations.
- vi. Underground storage of petroleum for the purposes of a fuel pump on site is prohibited.

- vii. Vehicle showroom space shall not be considered structured parking under the Corporate Center Planned Development District Area B Zoning Provisions and shall be included under the Maximum gross square footage calculation.
3. Transportation Demand Management: The Developer of Area B shall implement Transportation Demand Management (“TDM”) initiatives designed to promote alternative transportation options, including the following:
- i. Coordination with the Massachusetts Bay Transportation Authority (“MBTA”), Lowell Regional Transit Authority (“LRTA”) and Burlington Public Transit (“BPT”) to designate new bus stop(s), as applicable, to accommodate any bus line services for Area B of the PD Premise; and
 - ii. (The Developer shall work with the BPT coordinator and the Planning Director to identify a new route(s) which will serve the PD Premises. The Developer shall either, at the Planning Board’s option at the time of the issuance of the first certificate of occupancy of a building in Area B developed pursuant to the PD Zoning Provisions: (1) contribute \$5,000 to the BTA to effectuate such route change; or (2) pay to the Town an annual fee of One Thousand (\$1,000.00) Dollars on June 1 of each calendar year for a period of five (5) years, such fee to be used by the Town to operate the BTA service or any successor service.
 - iii. The Property Owner and/or any tenants shall implement measures to reduce traffic congestion during the adjacent roadway peak hour traffic of 7-9am and 4-6pm. Possible options can be but are not limited to:
 - (A) Employee shift scheduling outside of the peak hour.
 - (B) Promote carpooling by employees.
 - (C) Join an area Transportation Management Association that serves the area, such as the 128 Business Council.
 - (D) Offer alternative transportation incentives.
4. Drainage Improvements: Developer of Area B shall construct on the applicable PD Premises drainage improvements that meet Massachusetts Department of Environmental Protection (the “DEP”) Stormwater Management Standards for new construction and that will result in the following:
- i. The Developer shall construct on the PD Premises drainage improvements that meet the Massachusetts Department of Environmental Protection (MA DEP) Stormwater Management Standards and that will result in the following:

- ii. A net reduction in the peak flow rate of runoff from the PD Premises;
 - iii. Treatment of runoff from the PD Premises in order to reduce or substantially eliminate total suspended solids (TSS) prior to discharges to wetlands areas;
 - iv. Such drainage improvements shall result in reduced peak flow runoff during the 10, 25, and 100 year storm events, thereby improving conditions in the area of the PD Premises;
 - v. Subject to the limitations of onsite subsurface conditions, including soils, ledge, groundwater and hydro-geologic conditions, and to the extent reasonably practicable, groundwater recharge will be increased over existing conditions prior to the development, unless disallowed by other laws, regulations or ordinances or pursuant to a decision of other regulating bodies or agencies (Federal, State, or local including, without limitation the Burlington Board of Health.
 - vi. Drainage improvements will be constructed in accordance with each PD Special Permit pertaining to Area B issued by the Planning Board as applicable.
5. Sewer/Inflow and Infiltration: To the extent that the proposed development on the applicable PD Premises results in an increase in sanitary sewer flows into the municipal sewer system over onsite uses under the existing conditions prior to development, Owner / Developer shall perform inflow and infiltration work required by the Town of Burlington Department of Public Works in order to mitigate sewer impacts pursuant to the current Administrative Consent Order (the "ACO") between the DEP and the Town and the sewer mitigation policy adopted by the Town pursuant to the ACO. Alternatively, in the event that no additional work is remaining or the Town and Developer otherwise elects, the Developer shall pay the Town a sewer mitigation fee at an amount and rate of 5:1 removal ratio and \$2.25 per gallon or such rate which may be in effect at the time of permitting the Project or various phases of the Project. Said fee to be due and payable upon the issuance of the building permit for the applicable square footage developed pursuant to the PD Zoning Provisions, all work must be completed by the issue of the occupancy permit for the applicable square footage developed pursuant to the PD Zoning Provisions . Such fee shall be credited against any and all funds required to be spent by the Developer for sewer inflow and infiltration work performed by the Developer as directed by the Department of Public Works.
6. Lighting: The purpose of this section is to encourage quality light design while providing a sense of safety and security. The Developer of Area B shall consider

the following standards when designing a lighting plan, subject to Planning Board approval:

- i. The use of lighting shall be sensitive to the environment.
- ii. The lighting designers shall consider utilizing lighting designs with automatic controls systems wherever possible.
- iii. A lighting plan, as applicable, shall be included with any Site Development and Use Plan/Special Permit. Architectural lighting may be utilized to highlight special site features and areas.
- iv. Onsite lighting will not be directed towards Cambridge Street, except as needed to allow safe access and egress from the PD Premises.
- v. Landscape lighting may be utilized to accent landscaping and special site features, subject to review and approval of the Planning Board..

In consideration of the lighting standards referenced above, Developer acknowledges and agrees that the lighting plan so designed for submission to the Planning Board at the time of Site Plan / Special Permit approval shall contain design features that offer higher lumen outputs and provide multiple photometric combinations in two ANSI color temperatures, thus providing the ability to meet a wider range of area lighting needs. This design shall incorporate the use of reflective optic technology, increased vertical luminance and uniformity, while minimizing glare as fixture lumens increase. For reference purposes see plan entitled "Mercedes Benz of Burlington Lighting Plan"; prepared for Collection Auto Group Mercedes Burlington, MA; prepared by Application Solution Center, GE Lighting Solutions; dated October 30, 2013. Said Plan is on file in the Office of the Planning Board, Town Hall Annex, 25 Center Street, Burlington, Massachusetts.

7. Emergency Access: The Developer of Area B acknowledges and agrees that the northerly site access drive to Area B shall be either closed or designed to allow emergency vehicular access to Area B of the PD Premises through the northerly site access drive in the event that the southerly site access drive shown on the M11 Realty Concept Plan is impassable in the sole opinion of the Chief of the Burlington Fire Department. No vehicular access for any purpose other than emergency vehicle access shall be permitted to enter Area B of the PD Premises from Cambridge Street through the northerly site access drive. For purposes hereof, "emergency access" shall mean access only in the event that the site access drive shown on the Plan is impassable.
8. Other: To provide the Town with security to address unanticipated impacts from the Project and in conformity with the permitting scheme embodied in the

PDD Zoning Provisions, the Developer of Area B shall agree to undertake or provide the funds for the Town to undertake any additional mitigation deemed reasonably necessary by the Planning Board after consultation with other Boards and Departments of the Town and after review and consultation with the Developer in connection with any PD Special Permit for the applicable Project provided such mitigation is required to address direct, identifiable impacts from the Project which are beyond the scope of the anticipated impacts addressed in the mitigation set forth in Section II, above. The Developer shall not be responsible to fund mitigation that is related to other development projects in the vicinity of the Project. The Developer shall be provided with copies of any written reports from the Town and/or its consultants detailing the need for any additional mitigation. The Developer shall be permitted to have such reports and/or recommendations reviewed by the Developer’s consultants and shall have an opportunity to rebut the need for any supplemental mitigation or to propose alternative mitigation to address the impacts asserted. The Developer shall have the election to perform such mitigation directly or to deposit with the Town an amount to permit the Town to perform such work.

9. Schedule: The Developer of Area B shall undertake and complete the Developer’s Responsibilities for development of Area B of the PD Premises in accordance with the following schedule:

ITEM	SCHEDULE
Sidewalk	Specific sidewalk segments shall be constructed on the easterly and westerly sides of Cambridge Street prior to the issuance of a certificate of occupancy as it relates to specific buildings and/or areas developed in Area B.
Traffic Improvements	Rectangular Rapid-Flash Beacon (or similar like device) and/or geometric physical improvements and/or device on Cambridge Street to facilitate improved sight distance to allow for safer pedestrian crossing at Cambridge Street in the vicinity of 80-82 Cambridge Street subject to MassDOT approval connecting the easterly and westerly sides of Cambridge Street at a point to be determined by MassDOT.
	All traffic improvements shall be substantially completed prior to a certificate of occupancy issuing as it relates to specific buildings and/or areas.
<u>Transportation Demand Management</u>	Prior to a certificate of occupancy issuing as it relates to specific buildings and/or areas within Area B.
<u>Drainage Improvements</u>	Drainage improvements completed as infrastructure for

	the Area B of PD Premises is constructed in accordance with the PD Special Permit issued by the Planning Board.
<u>Sewer Flow & Infiltration</u>	Inflow and infiltration work required under the sewer moratorium shall be completed prior to the issuance of a certificate of occupancy for any commercial or residential building in the PD for which it was completed. In the event that cash payments were made by the Owner / Developer in lieu of inflow and infiltration work, payments are to be made upon the issuance of a building permit for said commercial or residential unit. All sewer mitigation work is to be substantially completed prior to the issuance of a certificate of occupancy.
<u>Lighting</u>	To be completed prior to the issuance of a certificate of occupancy.
<u>Emergency Access</u>	To be completed prior to the issuance of a certificate of occupancy.

The above schedule assumes that the Town shall provide the necessary permits, approvals and consents for each of the foregoing. In the event that such permits and approvals are not granted, and the Developer has used its best efforts in connection with obtaining such necessary permits and approvals and agreements, the Developer of Area B shall contribute to the Town the cost of the aforementioned improvements on the parcel owned by the respective Developer on which said improvements are to be made for the items listed in (i) - (ii) above, respectively, less any costs and expenses paid or incurred by said Developer from the date of approval of the rezoning of the PD Premises which costs and expenses directly relate (subject to verification by the Planning Board) to each of the Developer's Responsibilities and such amount shall be in lieu of and deemed to be in full satisfaction of the Developer's Responsibilities with respect to such item. In no event shall the contribution for the sidewalk portion of the mitigation exceed \$20.00 per linear foot. This amount shall be adjusted for inflation by 1.5% yearly, beginning two (2) years following to date of approval by Town Meeting. Any payments to the Town by the Developer shall be disbursed by the Town in accordance with Paragraph III, below. Nothing contained in this Section II or elsewhere herein: (i) is intended to impose on the Developer of Area B any liability or responsibility for the failure of a developer of Area A comprising the PD Premises to perform its obligations as to the parcel owned or controlled by said other developer of Area A; and (ii) is intended to impose on the developer of Area A any liability or responsibility for the failure of the Developer of Area B comprising the PD Premises to perform its obligations as to the parcels owned and controlled by said Developer of Area B.

III. Restriction on Use of Funds

In the event that the Owner / Developer shall make payment to the Planning Board in lieu of the construction of any of the Owner / Developer's Responsibilities due to the failure of all permits, approvals, licenses or agreements to have been issued or executed as provided in Subparagraph II, above, the Planning Board, with the approval of the Board of Selectmen in accordance with G.L. c.44, §53A, shall expend such sums for improvements to the Town's infrastructure as the Planning Board in its discretion deems advisable provided that any amounts paid shall be expended by the Planning Board in a manner that the Project benefits from such expenditures and the improvements effectuated thereby, such as but not limited to the upkeep and maintenance of the conservation and open space as depicted on the Plan.

IV. Town Obligations

In connection with the construction of the Developer's Responsibilities under Paragraph II, above, the Town shall take all such action including all necessary endorsements of applications to obtain any and all federal, state and local permits, approvals and licenses and private consents (specifically excluding hostile land takings or eminent domain proceedings) necessary for the construction of the Developer's Responsibilities and entering into agreements to allow for the construction and/or installation of the Developer's Responsibilities. It is expressly understood by the Developer and Town that it is the obligation of the Town to obtain such permits, approvals and licenses where the Town must legally act as applicant or signatory. It is further understood that the Developer of any parcel comprising the PD Premises, as set forth in Paragraph II, above shall be responsible for the preparation of any and all engineering work or studies involved with any such applications as such relate to the individual parcel (Area A, or Area B) owned by such Developer.

V. Area B Developer Covenants

- i. The Developer agrees that all private ways located on the PD Premises shall be permanently maintained by the property owners of the land comprising the respective area (Area A or Area B) of the PD Premises in which such private ways are located.
- ii. The Developer agrees that the Town shall not be responsible for trash collection for any structures constructed on Area B of the PD Premises.
- iii. The Developer of Area B of the PD Premises shall be responsible for the relocation of any municipal services and infrastructure on Area B of the PD Premises at the Developer's sole cost and expense provided the Town cooperates with the Developer in connection with the permits, approvals and consents necessary to accomplish these obligations.
- iv. The Developer of Area B agrees to fund up to \$5,000.00 for a master plan for the Cambridge Street corridor to assist and facilitate and support this

initiative. The aforementioned contribution shall be used by the Planning Board, with the approval of the Board of Selectmen in accordance with G.L. c.44, §53A to commission such studies and retain professionals as the Town deems reasonably necessary by the Town to explore and implement planning strategies beneficial to the Cambridge Street corridor. This payment shall be made to the Burlington Planning Department within one (1) year of the date Approval by Town Meeting of the rezoning. A separate fund shall be created by the Town of Burlington to implement the corridor planning process.

VI. Traffic Analysis

The Developer has provided the Town, at the sole cost of the Developer, with a traffic analysis prepared by Bayside Engineering, Inc., a copy of which has been delivered to the Planning Board as part of the M11 Realty Concept Plan.

VII. Effective Date of PDD Zoning

The granting and recording of any Special Permit within the time periods specified in Section 12.1.6 of the Zoning Bylaws shall constitute full compliance with Section 12.1.6 of the Zoning Bylaws and vest the Planned Development District zoning of Area B of the PD Premises, notwithstanding that Special Permits for future aspects of the Project have not been applied for by the Developer or granted by the Town. The issuance of any Special Permit under Section 12.2.0 of the Zoning Bylaws shall be deemed to constitute, and be conclusive of, the Developer's compliance with all provisions of the Zoning Bylaws at the time of the issuance thereof. Thereinafter, Area B of the PD Premises shall be developed in accordance with the M11 Realty Concept Plan and the requirements of Section 12.2.0 of the PDD Bylaw. In the event of any amendment to the PDD Bylaw, Area B of the PD Premises shall continue to be governed by the M11 Realty Concept Plan approved by the January 27, 2014 Town Meeting and the applicable provisions of the PDD Bylaw in effect on October 10, 2013, the date of the submission of the M11 Realty Concept Plan unless specifically waived by the Developer of Area B of the PD Premises.

VIII. Lot Lines

Lot lines shown on the Concept Plan shall be established by the Developer pursuant to a subdivision plan to be filed by the Developer in accordance with Massachusetts General Laws Chapter 41, Section 81K et seq. and these lot lines may be altered from time to time at the discretion of the Developer in accordance with the procedures of Section 81P of Chapter 41 of the Massachusetts General Laws for so-called "Approval Not Required Plans" and the applicable provisions of Sections 81K-81GG of Chapter 41 of the Massachusetts General Laws for any subdivision of the PD Premises.

IX. Applicable Zoning Bylaws

Except as provided in the Planned Development District Zoning Provisions submitted by the Developer pursuant to Section 12.1.4.4 of the Zoning Bylaws, the Development of Area B shall be governed by the Zoning Bylaws in effect at the time of application.

X. Authority

Nothing contained herein shall negate the authority of the Planning Board or other Town Boards, Commissions or Departments provided under Massachusetts General Law and applicable local regulations.