CAPE COD COMMISSION

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Date: March 23, 2006

To: Attorney Patrick Butler
Nutter, McClennen & Fish LLP
1513 Iyannough Road
P.O. Box 1630
Hyannis, MA 02601

From: Cape Cod Commission
Development of Regional Impact
Cape Cod Commission Act, Sections 12 and 13

Applicant: Cotuit Road LLC
C/o Tedeschi Realty Corporation
14 Howard Street
Rockland, MA 02370

Project #: TR20077

Project: Sandwich Commercial Project (formerly the Shaw's/Sandwich project)

Map / Parcel	*Owners Name*	*Lot / Plan*	*Land Court Cert. of Title*
22/194	Cotuit Road LLC	26 & 31942J	159632
22/195	Cotuit Road LLC	23 & 31942J	159632
22/197	Cotuit Road LLC	25 & 31942J	159632
22/198	Cotuit Road LLC	27 & 31942J	159632
22/199	Cotuit Road LLC	28 & 31942J	159632

DECISION OF THE CAPE COD COMMISSION

SUMMARY

The Cape Cod Commission (Commission) hereby approves with conditions the application of Cotuit Road LLC as a Development of Regional Impact (DRI) pursuant to Sections 12 and 13 of the Cape Cod Commission Act (Act), c. 716 of the Acts of 1989, as amended, for the proposed Sandwich Commercial Project. The decision is rendered pursuant to a vote of the Commission on March 23, 2006.

PROJECT DESCRIPTION

The project consists of a 69,745 square foot retail building that includes a mezzanine and 425 parking spaces on 23.95 acres. The applicant has stated that the main building will be marketed to supermarkets. The project also includes 5 retail/office buildings totaling 26,000 sf, and a 4,125 sf office/bank. The proposal provides for land on the project site for municipal purposes, including a library, a senior center and affordable housing, and construction of a new collector road through the project site and across adjacent Town-owned property. The new road would connect to Quaker Meetinghouse Road and would provide access to Town-owned land adjacent to the project site and to the proposed municipal uses on-site.

The project site is located off of Cotuit Road north of Quaker Meetinghouse Road in Sandwich ("the Town"). Although the Sandwich Local Comprehensive Plan has not been certified by the Cape Cod Commission, it designates this area as a growth center for south Sandwich.

The site is not located within a historic district and is not adjacent to individual historic structures. In a letter dated November 30, 2001, Massachusetts Historical Commission determined that the project site does not contain historic, archaeological or cultural resources.

PROCEDURAL HISTORY

The Sandwich Board of Appeals referred the proposed Shaws/Sandwich project as a Development of Regional Impact (DRI) to the Cape Cod Commission (Commission) on October 9, 2001. The Commission received the referral on October 10, 2001. A hearing officer opened the public hearing on December 6, 2001 and closed it on March 4, 2002. On March 12, 2002, an extension agreement was signed extending the 60-day decision period until September 6, 2002. A hearing officer opened a public hearing on April 4, 2002 and continued it to May 2, 2002, at which time it was closed. On August 17, 2002, an extension agreement was signed extending the 60-day decision period to October 1, 2003. On January 30, 2002, a design charrette was held in the town of Sandwich, where the applicant met with representatives from the Town and Cape Cod Commission staff to discuss site plan design and other issues, including hazardous materials, water resources, open space and affordable housing.

A public hearing to take testimony on the proposed project was held on August 19, 2003 at the Sandwich Town Office Building, 16 Jan Sebastian Drive, Sandwich, Massachusetts. At a subcommittee meeting on August 19, 2003, an extension agreement was granted extending the 60-day decision period to November 1, 2004. An extension agreement dated September 2, 2004 was signed extending the 60-day decision period to November 1, 2005.

In December 2004, the Cape Cod Commission was advised that Shaws Supermarket had withdrawn plans to construct a grocery store on the proposed site. Tedeschi Realty Corporation elected to continue the DRI review process without a committed tenant in anticipation of receiving a DRI permit which would assist them in marketing the project, and requested an extension agreement (dated September 20,

2005) until January 6, 2006 to complete the process, which was granted by the Cape Cod Commission subcommittee chair.

On October 24, 2005, a public hearing was held at the Sandwich Town Offices on Jan Sebastian Drive to take testimony, and the hearing was continued to the Cape Cod Commission meeting on December 15, 2005.

At a subcommittee meeting on November 7, 2005, the subcommittee discussed the project and granted an extension agreement extending the 60-day decision period to March 10, 2006.

At the Commission meeting of December 15, 2005, the public hearing was closed.

An informational meeting was held on February 8, 2006. On February 9, 2006, the full Cape Cod Commission voted to grant a two week extension of the 60-day decision period to March 24, 2006.

On February 23, 2006, the subcommittee met to discuss the project and directed staff to distribute a draft decision. In addition, a hearing officer opened the public hearing for the project and continued it until March 9, 2006.

On March 3, 2006, the subcommittee met to review the draft decision.

On March 9, the subcommittee met to review the draft decision and voted to forward the revised draft decision to the full Commission with a recommendation for approval. In addition, on March 9, 2006, a hearing officer of the Cape Cod Commission continued the public hearing to March 23, 2006.

On March 23, 2006, the subcommittee held a meeting for final subcommittee review of the draft decision and voted to forward the recommended changes to the CCC. At the March 23, 2006 Commission meeting, the full Commission voted unanimously to approve the decision with conditions.

MATERIALS SUBMITTED FOR THE RECORD

From the Proponent:	**Date**
2001	
• Traffic Impact and Access Study by Rizzo Associates	09/19/01
• Site and Project plans by Rizzo Associates, Inc., Perimeter Land Services, Inc., and Mary Smith Associates, P.C.	09/21/01
• Letter from Edward D. Cormier, Edward D. Cormier Associates, Inc., to John McWeeney, Tedeschi Realty	10/15/01
2002	
• Aerial Photo – with Proposed Site by Rizzo Associates	undated
• 11 x 17 Existing Area Cotuit Road Sandwich, MA 1plan	undated
• Letter from Patrick M. Butler, Nutter McClennen & Fish, to Regulatory Committee, CCC	03/20/02
• Letter with attached schematic plans from John Shipe, Rizzo Associates, to Andrea Adams, CCC	03/21/02
• Letter from Patrick M. Butler, Nutter McClennen & Fish, to Dorr Fox, CCC	04/04/02
• E-mail from Anna Brigham-Janowicz, Nutter McClennen & Fish, to Andrea Adams, CCC	04/09/02
• Letter from Patrick M. Butler, Nutter McClennen & Fish, to Elizabeth Taylor, CCC	04/10/02

- Letter from John J. McWeeney, Tedeschi Realty, to Andrea Adams, CCC 04/18/02
- E-mail from John McWeeney, Tedeschi Realty, to Andrea Adams, CCC 04/18/02
- Elevation Plans by Edward D. Cormier Associates, Inc. 04/18/02
- Floor Plans by Edward D. Cormier Associates, Inc. 04/18/02
- Materials Board 04/19/02
- Letter from Eliza Cox, Nutter McClennen & Fish, to Andrea Adams, CCC 04/19/02
- Letter from Patrick Butler, Nutter McClennen & Fish, to Dorr Fox, CCC 04/22/02
- DRI Application, revised, and set of revised site plans (C-1, C-2, C-3, C-4, C-5, C-6, C-7, C-8, C-9A, C-9B, L-1 L-2) by Rizzo Assoc. 09/21/01 rev. 04/22/02
- Letter from Eliza Cox, Nutter McClennen & Fish, to Andrea Adams, CCC 06/07/02
- Letter from Richard S. Bryant, Rizzo Associates, to Tim Boesch, CCC 06/14/02
- Progress Print Aerial View Figure B by Rizzo Associates undated
- Layout and Materials Plan by Rizzo Associates, Inc. 09/21/01 rev. 09/13/02
- Layout and Materials Plan by Rizzo Associates, Sheet C-3 09/21/01 rev. 09/30/02
- DRI Application, prepared by Rizzo Associates, Inc 09/21/01 rev. 04/22/02
- E-mail from Anna Brigham Janowicz, Nutter McClennen & Fish, to Andrea Adams, CCC 05/15/02
- Letter from Eliza Cox, Nutter McClennen & Fish, to Tana Watt, CCC 09/09/02
- Letter and filing fee from John McWeeney, Tedeschi Realty, to Tana Watt, CCC 09/11/02
- Letter from Amy M Ball, Horsley & Witten, Inc., to Patricia Huckery, NHESP 12/18/02

2003

- Memorandum from Rizzo Associates, to T. Boesch, CCC 12/01/03
- Quaker Meetinghouse Force Main Layout Shaws Sandwich Site to Forestdale School, Figure 2, by Horsley & Witten, Inc. 03/03/03
- Memorandum from Rizzo Associates, Inc., to CCC 04/21/03
- Memorandum from Patrick M. Butler, Nutter McClennen & Fish, to Tana Watt, CCC 05/22/03
- Fax from Rick Bryant, Rizzo Associates, to Timothy Boesch, CCC 06/02/03
- Fax from Eliza Cox, Nutter McClennen & Fish, to Sharon Rooney, CCC 06/16/03
- Fax from Alberto Cailao, Rizzo Associates, to Timothy Boesch, CCC 07/09/03
- Letter from Richard S. Bryant, Rizzo Associates, to Timothy Boesch, CCC 07/15/03
- Fax from Patrick Butler, Nutter McClennen & Fish, to Tana Watt, CCC 07/29/03
- Layout and Materials Plan Sheet C-3A, by Rizzo Associates 09/21/01 rev. 03/25/03
- Layout and Materials Plan Sheet C-3, by Rizzo Associates 09/21/01 rev. 03/25/03
- E-mail from John McWeeney, Tedeschi Realty, to Tana Watt 08/04/03
- Letter from Eliza Cox, Nutter McClennen & Fish, to Tana Watt 08/11/03
- Barnstable County Assembly of Delegrates Ordinance 03-14 08/19/03
- Conceptual Site Plan, Sheet 1 of 1, by Appledore Engineering, Inc. 10/15/03

2004

- Shaws Supermarkets Inc. Merchandise Listing 2004?
- Memorandum from Patrick Butler, Nutter McClennen & Fish, to Andrea Adams, CCC 01/06/04

- Fax from R. Bryant, Rizzo Associates, to T. Boesch, CCC 01/06/04
- Letter from Patrick Butler, Nutter McClennen & Fish, to Dorr Fox and Tana Watt, CCC 01/07/04
- Letter from Nancy Doherty, Rizzo Associates, to T. Boesch, CCC 01/16/04
- Queuing Analysis of Cotuit Road and Northerly Site Driveway Plan 02/11/04
- Letter from R. Brynt, Rizzo Associates, to Jo Anne Miller Buntich, Sandwich Town Planner 02/12/04
- Letter and Attachments from Nancy Doherty, Rizzo Associates, to T. Boesch, CCC 03/03/04
- Memorandum from Jennifer L. Viarengo, Appledore Engineering, to Tana Watt, CCC 03/05/04
- Letter from Rick Bryant, Rizzo Associates, to Jo Anne Miller Buntich, Director and Planning and Development 03/16/04
- Letter from Nancy B. Doherty, Rizzo Associates, to Timothy Boesch, CCC 04/26/04
- Fax from Nancy Doherty, Rizzo Associates, to Timothy Boesch, CCC 04/30/04
- Traffic Mitigation Concept Plan 05/11/04
- Fax from Rick Bryant, Rizzo Associates, to Timothy Boesch, CCC 06/16/04
- Memorandum from Patrick Butler, Nutter McClennen & Fish, to Andrea Adams, CCC re: Shaws Materials Inventory 07/23/04
- Traffic Impact and Access Study by Rizzo Associates August 2004
- Response to Cape Cod Commission staff report dated August 12, 2003, Vol. 1 08/25/04
- Drainage Study by Appledore Engineering Inc., Vol. III 03/12/04 rev. 08/03/04
- Memorandum from Patrick Butler, Nutter McClennen & Fish, to Tana Watt, CCC 08/19/04
- Site Plan, Sheet C-2, by Appledore Engineering, Inc. 08/25/04
- Existing Conditions and Demolition Plan, C-1 08/25/04
- Site Plan, C-2 08/25/04
- Grading, Drainage & Erosion Control Plan, C-3 08/25/04
- Utility Plan, C-4 08/25/04
- Overall Landscaping and Lighting Plan, C-5 08/25/04
- Landscaping and Lighting Plan, C-5A 08/25/04
- Landscaping and Lighting Plan, C-5B 08/25/04
- Landscaping and Lighting Plan, C5C 08/25/04
- Landscaping and Lighting Plan, C5D 08/25/04
- Erosion Control Notes and Details, C-7 08/25/04
- Details, C-8 08/25/04
- Details, C-9 08/25/04
- Details, C-10 08/25/04
- Details, C-11 08/25/04
- Overall Conceptual Plan, 1 of 1 08/25/04
- Proposed Elevations, SK1, SK2, 08/10/05
- Correspondence from Eliza Cox, Nutter McClennen & Fish, to Tana Watt, CCC 08/26/04
- Fax from Sasha Love, Rizzo Associates, to Timothy Boesch, CCC 09/07/04
- Fax from Rick Bryant, Rizzo Associates, to Timothy Boesch, CCC 09/13/04
- E-mail Memorandum from Jack Mettee, Appledore Engineering, to Eliza Cox, Nutter McClennen & Fish 09/29/04

2005

- E-mail from Jack Mettee, Appledore Engineering, to P. Dascombe, CCC 06/16/05
- Revised Frontage Concept Plan #1 06/17/05

- Existing Conditions and Demolition Plan, C-1 08/25/04 rev. 08/10/05
- Site Plan, C-2 08/25/04 rev. 08/10/05
- Grading, Drainage & Erosion Control Plan, C-3 08/25/04 rev. 08/10/05
- Utility Plan, C-4 08/25/04 rev. 08/10/05
- Overall Landscaping and Lighting Plan, C-5 08/25/04 rev. 08/10/05
- Landscaping and Lighting Plan, C-5A 08/25/04 rev. 08/10/05
- Landscaping and Lighting Plan, C-5B 08/25/04 rev. 08/10/05
- Landscaping and Lighting Plan, C5C 08/25/04 rev. 08/10/05
- Landscaping and Lighting Plan, C5D 08/25/04 rev. 08/10/05
- Photometric Plan, C-6 08/25/04 rev. 08/10/05
- Erosion Control Notes and Details, C-7 08/25/04 rev. 08/10/05
- Details, C-8 08/25/04 rev. 08/10/05
- Details, C-9 08/25/04 rev. 08/10/05
- Details, C-10 08/25/04 rev. 08/10/05
- Details, C-11 08/25/04 rev. 08/10/05
- Overall Conceptual Plan, 1 of 1 08/25/04 rev. 08/10/05
- Proposed Elevations, SK1, SK2, 08/10/05
- Proposed Elevations, SK3, SK4, SK5, SK6 08/18/05
- Letter from P. Butler, Nutter McClennen & Fish, to T. Watt, CCC 09/01/05
- Letter from J. McWeeney, Tedeschi Corporation, to Tom Lynch, Sandwich Housing Authority 09/15/05
- Letter from J. McWeeney, Tedeschi Corporation, to Jan Timmons, Sandwich Senior Center 09/15/05
- Letter from J. McWeeney, Tedeschi Corporation, to Richard Connor, Sandwich Public Library 09/15/05
- Letter from E. Cox, Nutter McClennen & Fish, to T. Watt, CCC 09/23/05
- Grading, Drainage & Erosion Control Plan, C-3 08/25/04 rev. 09/27/05
- Site Plan, C-2 08/25/04 rev. 09/27/05
- Landscaping Plan, C-5 09/25/04 rev. 09/27/05
- Landscaping Plan, C-5B 08/25/04 rev. 09/27/05
- Landscaping Plan, C-5A 08/25/04 rev. 09/27/05
- Photometric Plan, C-6 08/25/04 rev. 09/27/05
- Letter and attachments from P. Butler and E. Cox, Nutter McClennen & Fish, to T. Watt, CCC 10/07/05
- Letter and abutters list from E. Cox, Nutter McClennen & Fish, to Tana Watt, CCC 10/17/05
- Memorandum from E. Cox, Nutter McClennen & Fish, to T. Watt, CCC 10/17/05
- Letter from E. Cox, Nutter McClennen & Fish, to Tana Watt, CCC 11/01/05
- Revised Photometric Plan, C-6 08/25/04 rev. 11/03/05
- Site Plan, C-2 08/25/04 rev. 11/03/05
- Sketch Plan for 5 Additional Pine Trees 11/03/05
- Memorandum from E. Cox, Nutter McClennen & Fish, to Tana Watt, CCC 11/01/05
- Fax from T. Bryant, Rizzo Associates, to T. Boesch, CCC 11/17/05
- Phase 1 Improvements at Cotuit Road Plan 11/17/05
- Phase II Improvements at Cotuit Road Plan 11/17/05
- Memorandum from E. Cox, Nutter McClennen & Fish, to T. Watt, CCC 11/28/05
- Memorandum from E. Cox, Nutter McClennen & Fish, to T. Watt, CCC 12/14/05
- Memorandum from E. Cox, Nutter McClennen & Fish, to T. Watt CCC 12/15/05

2006

- Letter from Jack Mettee, Appledore Engineering, to T. Watt, CCC 01/20/06

- Revised Frontage Concept Plan, #2A 06/17/05 rev. 01/25/06
- Landscape Plans, C-5, C-5A, C-5B 08/25/04 rev. 01/25/06
- Letter from R. Bryant, Rizzo Associates, to T. Boesch, CCC 01/26/06
- Letter from J. Mettee, Appledore Engineering, to T. Watt, CCC 01/27/05
- Memorandum from P. Butler, Nuttler McClennen & Fish, to T. Watt, CCC 01/31/06
- Letter from J. Mettee, Appledore Engineering, to T. Boesch, CCC 02/03/06
- Letter of Transmittal from J. Mettee, Appledore Engineering, to Tana Watt, CCC 02/03/06
- Letter from J. Mettee, Appledore Engineering, to T. Boesch, CCC 02/03/06
- Letter and site plan from J. Mettee, Appledore Engineering, to Tana Watt, CCC 02/16/06
- Traffic Mitigation Deed Restriction Plan 02/16/06
- Phase 1 Improvements at Cotuit Road Plan 11/17/05 rec'd 02/16/06
- Phase II Improvements at Cotuit Road Plan 11/17/05 rec'd 02/16/06
- E-mail from J. McWeeney, Tedeschi Realty, to T. Watt, CCC 03/01/06
- Memorandum from R. Bryant, Rizzo Associates, to J. McWeeney, Liza Cox 03/01/06

From state/local officials:

- Letter from Edward L. Bell, Massachusetts Historical Commission, to Mario DiGregorio, Horsley & Witten, Inc. 08/30/01
- Project Referral from Sandwich Board of Appeals 10/10/01
- Letter from Brona Simon, Mass. Historical Commission, to Margo Fenn, CCC 10/29/01
- Letter from Brona Simon, Mass. Historical Commission, to John Shipe, Rizzo Associates 11/30/01
- E-mail from Jo Anne Miller Buntich, Director of Planning and Development, to Andrea Adams, CCC 01/14/02
- Letter from Tom Keyes, Economic Development Committee 04/16/02
- Letter from Ronald Larkin, Board of Selectmen, George Dunham, Town Administrator, and Jo Anne Miller Buntich , Director of Planning and Development, to Elizabeth Taylor, CCC 04/05/02
- Letter from Richard J. Connor, Sandwich Town Librarian, to Sandwich Board of Selectmen 08/19/02
- E-mail from Jo Anne Miller Buntich, Director of Planning and Development, to Tim Boesch, CCC 06/03/03
- Randall Arendt Conceptual Drawing undated
- Letter from John W. Bryant, Council on Aging, to John McWeeney, Tedeschi Realty 07/18/03
- Letter from George H. Dunham, Town Administrator, to Susan Kadar, CCC 07/25/03
- Letter from Thomas W. French, Division of Fisheries and Wildlife, to Amy M. Ball, Horsley & Witten 09/29/04
- Letter from John McFadden, Sandwich Public Schools, to John McWeeney, Tedeschi Realty 09/13/05
- E-mail from Jo Anne Miller Buntich, town of Sandwich, to Tana Watt, CCC 10/31/05
- Comments from P. Tilton, town of Sandwich, to T. Boesch, CCC on December 16, 2005 letter December 2005
- Letter from George Dunham, town of Sandwich, to Cape Cod Commission 02/06/06

From the public:

- Letter from Sarah M. Regan opposition 05/01/02
- Letter from Patricia A. German opposition 05/02/02

• Letter from David J. Rzepecki	opposition	05/28/02
• Letter from Jim & Lynn Abbott	opposition	05/28/02
• Letter from Paula Mayer	support 0	5/29/02
• Letter from Albert & Barbara Powers	support w/concerns	11/02/02
• E-mail from Lynn Brown	support	06/02/03
• Letter from Walter E. Blanchard	opposition	08/26/03
• Letter from Arthur A. Akeley	concerns	08/09/03
• E-mail from Walter & Ellen Burke	opposition	08/13/03
• Letter from Allen L. Cobb	opposition	08/17/03
• Flyer submitted at Public Hearing	opposition	08/19/03
• Letter from Thomas W. Murphy	concern	08/27/03
• Letter from Laura and Gerald Tanguilig	concern	08/31/03
• Letter from Albert and Barbara Powers	concern	10/23/05

Cape Cod Commission correspondence, staff reports etc:

• Letter from Andrea Adams, CCC, to Patrick Butler, Nutter McClennen & Fish	11/08/01
• Minutes	12/06/01
• Minutes	03/04/02
• Fax from Andrea Adams, CCC, to Patrick Butler, Nutter McClennen & Fish	03/12/02
• Memorandum from Andrea Adams, CCC, to Regulatory Committee	03/12/02
• Letter from Andrea Adams, CCC, to Patrick M. Butler, Nutter McClennen & Fish	04/01/02
• Minutes	04/04/02
• E-mail from Andrea Adams, CCC, to Ms. V. Nikitin	04/08/02
• E-mail from Andrea Adams, CCC, to Anna Brigham-Janowicz, Nutter McClennen & Fish	04/09/02
• Memorandum to the file from Margaret Callanan, CCC and Andrea Adams, CCC	04/12/02
• Fax from Timothy Boesch, CCC, to Richard Bryant, Rizzo Associates	04/23/02
• Staff Report	04/24/02
• E-mail from Heather McElroy, CCC, to John Shipe, Rizzo Associates	04/24/02
• Draft Decision	04/26/02
• Extension Agreement	04/29/02
• Subcommittee Memo from Andrea Adams, CCC	05/13/02
• E-mail from Andrea Adams, CCC, to Anna Brigham-Janowicz, Nutter McClennen & Fish	05/17/02
• Memo from Tana Watt, CCC, to Andrea Adams, CCC	06/05/02
• Letter from Tana Watt, CCC, to Eliza Cox, Nutter McClennen & Fish	06/18/02
• Extension Agreement	08/17/02
• Letter from Tana Watt, CCC, to John McWeeney, Tedeschi Realty	09/04/02
• Regulatory Committee Meeting Minutes	09/17/02
• Letter from Tana Watt, CCC, to John McWeeney, Tedeschi Realty	11/12/02
• Letter from Timothy Boesch, CCC, to John McWeeney, Tedeschi Realty	12/18/02
• Letter from Tana Watt, CCC, to Patrick Butler, Nutter McClennen & Fish	05/30/03
• Letter from Timothy J. Boesch, CCC, to Jo Anne Miller Buntich, Director of Planning and Development	07/15/03
• Memo to file from Tom Cambareri, CCC	01/14/03
• Letter from Timothy J. Boesch, CCC, to Richard Bryant, Rizzo Associates	07/08/03

- Memo from Timothy Boesch, CCC, to Tana Watt, CCC 07/16/03
- Staff Report 08/12/03
- Memo from Tana Watt, CCC, to CCC Subcommittee, dated 08/13/03
- Extension Agreement 08/19/03
- PH and Subcommittee Meeting Minutes 08/19/03
- Letter from Tana Watt, CCC, to Patrick Butler, Nutter McClennen & Fish, LLP 08/21/03
- E-mail from T. Boesch, CCC, to R. Bryant, Rizzo Associates 12/03/03
- Letter from T. Boesch, CCC, to R. Bryant, Rizao Associates 12/16/03
- Letter from T. Boesch, CCC, to R. Bryant, Rizzo Associates 01/07/04
- E-mail from T. Boesch, CCC, to Jo Anne Miller Buntich and Paul Tilton, town of Sandwich 01/30/04
- Letter from T. Boesch, CCC, to Nancy Doherty, Rizzo Associates 02/04/04
- E-mail from T. Boesch, CCC, to Rick Bryant, Rizzo Associates 03/01/04
- Letter from Timothy Boesch, CCC, to Nancy Doherty, Rizzo Associates 03/25/04
- Letter from Timothy Boesch, CCC, to Rick Bryant, Rizzo Associates 06/28/04
- Memo from Tana Watt, CCC, to Subcommittee 08/26/04
- Staff Report 08/27/04
- E-mail from Timothy Boesch, CCC, to Paul Tilton and Jo Anne Miller-Buntich, town of Sandwich 09/01/04
- Extension Agreement 09/02/04
- E-mail from Tana Watt, CCC, to Eliza Cox, Nutter McClennen & Fish 09/10/04
- Letter from Timothy Boesch, CCC, to Jo Anne Miller Buntich, Director of Planning and Development 06/10/05
- E-mail from Phil Dascombe, CCC, to Tana Watt, CCC 06/28/05
- E-mail from Phil Dascombe, CCC, to Tana Watt, CCC 06/28/05
- E-mail from Phil Dascombe, CCC, to Jack M. Mettee, Appledore Engineering 06/30/05
- Memorandum from A. Adams, CCC, to T. Watt, CCC 09/12/05
- Letter from T. Boesch, CCC, to R. Bryant, Rizzo Associates 09/16/05
- Extension Agreement 09/20/05
- Staff Report 10/17/05
- Letter from T. Boesch, CCC, to R. Bryant, Rizzo Associates 10/21/05
- Letter from T. Boesch, CCC, to Paul Tilton 11/16/05
- Letter from T. Boesch, CCC, to Paul Tilton, town of Sandwich 11/18/05
- Letter from T. Watt, CCC, to J. McWeeney, Tedeschi Realty 01/04/06
- Letter from T. Boesch, CCC, to John McWeeney, Tedeschi Realty 01/13/06
- Memorandum from T. Boesch, CCC, to T. Watt, CCC 02/06/06
- Extension Agreement 02/10/06

The application and notices of public hearings relative thereto, the Commission staff's notes, exhibits and correspondence, the transcript and minutes of meetings and hearings and all written submissions received in the course of the proceedings are incorporated into the record by reference.

TESTIMONY

Note: see minutes in file for complete public hearing and subcommittee meeting proceedings.

At the August 19, 2003 Public Hearing, the Subcommittee heard oral testimony from the following individuals:

1. Mr. Patrick Butler, representing the applicant, described the history of the project, noting that it has been the subject of several meetings, including a

charrette with the Town and Commission staff. He said that because this is a project that proposes several public components, including municipal uses and a new roadway, the applicant needed to hear from the public and the subcommittee before completing the application. Mr. Butler discussed hazardous materials and the applicable definition to be utilized.

2. Mr. McWeeney, Vice President of Development for Tedeschi Realty Corporation, discussed the history of the project and described the site and its surroundings. He described the original proposal and the various iterations leading to the plan they were proposing tonight, starting as a single stand-alone store and now including various municipal uses. He said they would provide 16 acres of off-site open space. He noted that the Town wanted a library that was visible from Cotuit Road as well as a senior center and an affordable housing site. Mr. McWeeney described the frontage buildings, the proposed new road and the proposal to treat wastewater at the school. Mr. McWeeney discussed job creation and economic impacts on the Town.
3. Mr. Rick Bryant of Rizzo Associates discussed the traffic study, traffic calming improvements, the traffic demand management (TDM) parcel, signal phasing, pedestrian connections and non-structural traffic reduction measures.
4. Mr. Frank Pannorfi, Sandwich Selectman, spoke in favor of the project, noting that this was a cooperative effort between the Town, the Commission and the applicant.
5. Ms. Tana Watt presented the staff reports. Mr. Boesch discussed traffic issues.
6. Don Keeran, APCC, said they often comment on large projects, and were concerned about traffic, wastewater, hazardous materials and community character. He said there was not a lot of detail to comment on, and requested another public hearing when more detail was available.
7. Albert Powers, abutter directly across from Today Realty, said they need the supermarket and road, but traffic is a big problem. He asked that all roadway widening be done on the commercial side only, because residents shouldn't have to bear the impact. He wants protection from the roadway widening and other impacts to his property, including fast growing trees to block headlights.
8. Richard Kazanjian, who lives near Canterbury, said he was concerned about traffic backups, which are already happening at Cotuit Rd/Quaker Meetinghouse Road.
9. Jeff Payne, Forestdale resident, said he supports the project for its long-term tax benefits and municipal uses. He said it fits into the Town's controlled growth initiatives, and urges residents and the subcommittee to support the project.

10. Dianne Kelleher, resident, said she was concerned about the safety of children and other pedestrians and bicyclists crossing the road to the Pop Warner field.

11. Mike Regan, resident, is concerned about increased truck traffic, safety and getting onto Cotuit Road.

12. Eric Nelson, Triangle Circle, is concerned about an increase in traffic through their neighborhood, and asked how this would be mitigated. He is also concerned about getting onto Cotuit Road.

13. Tom Sullivan, resident, said he supports the project because it is well-conceived and has benefits for the Town, including traffic improvements, which the Town would not get if the old subdivision plan went forward.

14. Art Akeley, abutter opposite the site drive, said he does not see a benefit in traffic because there are so many uses within 1/2 mile. He thinks the plan is a failure. He said the cost of widening the road should be born by the applicant, and that rather than building a road by the baseball field, there should be a road cutting through from Cotuit Road to Route 130.

15. Richard Kiley, Triangle Circle, noted that the whole area is growing, including Mashpee and New Seabury, and feels the traffic numbers may be low. He said that background growth needs to be accounted for. He said that 15-year olds who are hired will have to be driven there, creating additional traffic. He noted that there are already traffic backups on Route 130 from the light.

16. Angela LeBeau said she thinks traffic is already bad, and this project would make it worse. She said site access should be from Route 130. She said there were 300 kids in the neighborhood, and truck traffic was of concern. She wondered why we need seasonal housing. Mr. McWeeney said that Shaw's needed to have it for their seasonal employees and it was wanted by the Commission. Ms. LeBeau said she was also concerned about the community character impacts on the Town.

17. Sarah Regan, Triangle Circle, said that traffic was already horrendous, and the site needs to be developed carefully. She asked where trucks will access the site, what the hours of operation would be, and how many trucks per day would access the site, including small trucks. Mr. Ansel noted that these questions were raised in the staff report, and Mr. Platt said these questions will be addressed.

18. James Coleman, Triangle Circle, supports the project because of the job opportunities and because it will bring competition for the other stores.

19. Ron German, Triangle Circle, said Shaw's representatives met at his house for a neighborhood meeting because they wanted to work with the neighborhood, but when he tried to contact them afterwards, he received no response. He said he wasn't sure they wanted to work with those who had problems with the development. He said cars don't stop for people in the crosswalk.

20. Everet Horm, Triangle Circle, asked if the traffic study was performed in February or August, and questioned allowing vehicular access on Cotuit Road. Mr. Bryant responded that the traffic counts had been done over a period of time including the summer, and that they had been seasonally adjusted. He said they would provide the data.

At the October 24, 2005 Public Hearing, the Subcommittee heard oral testimony from the following individuals:

1. Mr. Patrick Butler, Nutter McClennen & Fish, made a presentation on behalf of the applicant describing the site and the project proposal, including the TDM parcel, hazardous materials and project benefits.
2. Mr. Jack Mettee, Appledore Engineering, reviewed the evolution of the project starting with a simple supermarket site plan with parking in front, and ending with the site plan under consideration this evening. He described the site plan as a mixed-use village-type of design that includes a roadway between Cotuit Road to Quaker Meetinghouse Road. He noted that there would be multiple uses, including a potential grocery store, bank, housing, library and commercial buildings.
3. Mr. Rick Bryant, Rizzo Associates, described traffic issues including proposed traffic mitigation, the proposal to meet the 20% trip reduction standard and safety requirements, traffic patterns, and traffic-calming.
4. Ms. Watt presented the staff report.
5. Mr. Bill Diedering, Chairman, Sandwich Board of Selectmen, said the Selectmen welcome this proposal for economic development reasons, including an increased tax base, jobs, price competition among the supermarkets, land for municipal purposes, and the new roadway through the adjacent Town parcel.
6. Al Power, a resident, said the project was needed, although he expressed concern about how the project would affect his driveway, which is right across from the project entrance. He handed a letter to the subcommittee chair.
7. Mr. Dennis Konary, owner of Meetinghouse Package, stated that his concern was that traffic back-ups at the Meetinghouse light would affect how his customers entered and exited his store. He expressed concern about water resource impacts and open space requirements.
8. Ms. Richardson said that this site was proposed for a retail use, and that any alternative retail use of this site was unlikely to add to the region's economic diversity.

On November 7, 2005, the subcommittee met to discuss the project and voted to grant an extension for an additional 60 days until March 10, 2006 to allow the applicant time to submit additional information.

On February 8, 2006, an informational meeting was held.

On February 9, 2006, the Subcommittee voted to grant a two-week extension of the 60-day decision period until March 24, 2006.

On February 23, 2006, the subcommittee met to discuss the project directed staff to distribute a draft decision.

On March 3, 2006, the subcommittee met to review the draft decision.

On March 9, 2006, the subcommittee met to review the draft decision and voted to forward the revised draft decision to the full Commission with a recommendation for approval.

On March 23, 2006, the subcommittee held a meeting for final subcommittee review of the draft decision and voted to forward the recommended changes to the CCC. At the March 23, 2006 Commission meeting, the full Commission voted unanimously to approve the decision with conditions.

JURISDICTION

The proposed Sandwich Commercial Project qualifies as a Development of Regional Impact (DRI) under the Cape Cod Commission Enabling Regulations Governing Review of Developments of Regional Impact, Chapter A, Section 3(e)(i) which requires review of *"new construction of any building or buildings (including accessory and auxiliary structures) with a Gross Floor Area greater than 10,000 square feet."*

FINDINGS

The Commission has considered the application of Cotuit Road LLC for the proposed Sandwich Commercial Project, and based on consideration of such application and upon the information presented at the public hearings and submitted for the record, makes the following findings pursuant to Sections 12 and 13 of the Act:

General Findings:

Finding G1. The Sandwich Board of Appeals referred the proposed Sandwich Commercial Project as a Development of Regional Impact (DRI) to the Cape Cod Commission (Commission) on October 9, 2001. The Commission received the referral on October 10, 2001. Because the first public hearing was opened by a hearing officer of the Cape Cod Commission on December 6, 2001, the project is subject to review as a Development of Regional Impact under the 1996 Regional Policy Plan.

Finding G2. According to the application, the applicant proposes the following uses on the project site: 69,745 s.f. for a supermarket, 16,000 s.f. for general retail, 4,125 s.f. for a walk-in and drive-thru bank, and 10,000 s.f. of general office space. All project mitigation is calculated on these building sizes and uses. Because the applicant does not have tenants at this time, as each tenant and use is identified the project will be required to obtain a modification from the Cape Cod Commission in accordance with the Cape Cod Commission DRI Enabling Regulations in effect on the date the modification is sought. Subsequent tenants not changing the use of their building will not require CCC approval as a modification.

Finding G3. The project site is located to the west of Cotuit Road north of Quaker Meetinghouse Road. Although the Sandwich Local Comprehensive Plan has not been certified by the Cape Cod Commission, the Plan designates this area as a growth center for south Sandwich.

Finding G4. The site is not located within an historic district and is not adjacent to individual historic structures. The project site does not lie within a District of Critical Planning Concern. According to an e-mail dated October 31, 2005 from the Sandwich Town Planner, the project appears to be consistent with local zoning bylaws. The Town requirement for parking spaces is 499 under current zoning. The applicant has stated that they will be applying for a variance to reduce the number to 425.

Finding G5. The proposal includes provision of land on the project site for municipal purposes, including a library, a senior center and affordable housing, and construction of a new collector road through the project site and across adjacent Town-owned property. This road will connect Cotuit Road to Quaker Meetinghouse Road and will provide access to Town-owned land adjacent to the project site and to the proposed municipal uses on-site.

Finding G6. Residential neighborhoods are located to the east of Cotuit Road.

Finding G7. MPS 6.2.4 of the RPP prohibits the creation of strip development. At the time of the Sandwich Board of Appeals referral in 2001, the proposal consisted of a single 70,000 square foot supermarket and associated parking. The town of Sandwich expressed a preference for a village-center type design.

Finding G8. The applicant redesigned the project, which now consists of a large commercial building with a series of small frontage buildings, sidewalks, street trees and on-street parking along a new collector road that provides access to the site and which is intended to be the focus of the new walkable pedestrian-oriented street. This village-style environment will also be supported by the potential for a new senior center, library and affordable housing along the new roadway within the project site.

Finding G9. The applicant proposes to phase the project. Phase 1 consists of Retail Buildings 1, 2, 3, 4 and 7 and all mitigation of the project required by this decision. Phase 2 consists of construction of Retail Buildings 5 and 6 and associated landscaping, sidewalks and crosswalks of those two buildings. Retail Buildings 5 and 6 may only be constructed, landscaped and occupied after issuance of the final Certificate of Compliance for Phase 1 by the Cape Cod Commission staff who will review Phase 1 for consistency with the design plans approved by this decision and consistency with local zoning regulations. The applicant will be required to obtain a separate final Certificate of Compliance for Phase 2 prior to issuance of a Certificate of occupancy from the Town.

Finding G10. As supported by three letters from the applicant to the Sandwich Housing Authority, the Sandwich Council on Aging and the Sandwich Public Library all dated September 15, 2005, the applicant is offering the Town an option to purchase two parcels for $10.00 each for construction of a senior center and library. The option to purchase would run for a period of 7 years. In addition, the

applicant is offering to lease 2+ acres to the Sandwich Housing Authority or the town of Sandwich for $1.00 per year for 99 years. The option to lease would run for a period of 7 years.

Finding G11. The applicant proposes to subdivide the site into three lots to create Lot 1, which will contain the commercial component of the project (Buildings 1,2,3,4,5,6 and 7), Lot 2 for construction of a public library and Lot 3 for construction of a senior center. These lots are delineated on a Site Plan C-2 by Appledore Engineering, dated 2/16/06 submitted as part of the applicant's application.

Land Use Findings:

Finding LU1. Goal 1.1 encourages sustainable growth and development in order to maintain the Cape's economic health and quality of life, and encourages the creation of village centers and downtowns. The project proposes to create a pedestrian oriented village-style environment (see Finding HPCC4).

Finding LU2. Based on Finding G2 and HPCC4, the project is consistent with MPS 1.1.1 requiring compact forms of development within certified growth/activity centers.

Finding LU3. The project complies with MPS 1.1.3 that prohibits creation or extension of roadside "strip development" (see Finding HPCC4).

Affordable Housing Findings:

Finding AH1. There are no affordable housing Minimum Performance Standards required for commercial projects under the 1996 RPP. The applicant, both in a September 1, 2005 memo to the Commission and also in a September 15, 2005 letter to the Sandwich Housing Authority, offered to provide an option to lease an adjacent 2 +/- acre parcel (the lot west of the supermarket on Site Plan C-2 dated 2/16/06) to the Housing Authority or the town of Sandwich for the purpose of creating affordable housing. This offer of an option to lease this parcel for the creation of affordable housing can be considered a project benefit.

Economic Development Findings:

Finding ED1: Economic development goals 3.1 and 3.3 call for the Commission to promote economic and employment diversity on Cape Cod. This project will not diversify the economic base of the region or the job opportunities available to local residents. Relative to these goals and given the findings below, this project will not benefit the regional economy.

Finding ED2: DRP 3.1.2 and DRP 3.3.2 recommend evaluation of the economic impacts of employment. According to applicant estimates, Building 1 (based on the assumption that Building 1 will be a supermarket) will result in 219 jobs, of which 93 (42%) will be full-time and 126 (58%) will be part-time. No estimate was provided for the other buildings included in the project. Net job creation cannot reliably be estimated given that the tenant mix is unknown. The median wage in 2003 for a Retail Salesperson in Massachusetts was $9.50, while the mean or average wage was $11.59, according to the US Bureau of Labor Statistics. For a full-time position this translates into an average annual salary of $24,100.

Finding ED3: DRP 3.1.2 recommends evaluation of the services and/or product to be provided. This project will develop 99,870 square feet of new commercial space constituting a total of 7 buildings. Of this space, 86% will be devoted to retail business activity. The type of uses expected and their square footage are listed in the table below.

USE	SQ FT.
Supermarket	69,745
Bank	4,125
Retail (stand alone)	6,000
Retail (5 spaces)	10,000
Office (5 spaces)	10,000
Total	**99,870**

The applicant does not have specific tenants for these buildings but contends that a supermarket, bank, retail, and small professional offices will be the primary uses of the site. In general, these uses will not significantly add to the diversity of services and products currently available within the region. The retail sector already constitutes the largest business sector (18% of all businesses), the largest employment sector (also 18% of the total), and the second largest in terms of total wages paid despite that average weekly wages are the third lowest behind "Other Services" and "Accommodation and Food Services" (Source: US Bureau of Labor Statistics, ES202 Data Set, 2003).

Finding ED4: DRP 3.1.2 encourages businesses that are locally-owned and that employ Cape Cod residents. While the applicant makes assurances that this project will benefit locally owned businesses and employ local residents, there is no way to guarantee this outcome. The configuration of the development is typical of those housing national chain retail stores with a limited mix of smaller businesses that may or may not be locally owned. More than likely, employment patterns will be typical of similar developments on Cape Cod and will offer the mix of part-time, seasonal, and full-time jobs with low to moderate hourly wages typical of retail businesses.

Finding ED5: DRP 3.1.3 encourages enterprises that have the greatest economic potential for Cape Cod. Of the general business types identified as potential tenants by the applicant, the Bank and possibly the office if dedicated to Investment and Legal Services are consistent with DRP 3.1.3 which calls on the Commission to encourage, among other target industries, business services and health and elder care. Under the current plans, these business types would occupy only 14% of the total square footage developed.

Finding ED6: DRP 3.1.7 encourages developments that will enhance the availability and quality of health and community services. Assuming that the Town exercises the option offered by the applicant to purchase land on the site for municipal use as a library and senior center, the project will be consistent with this development review policy. In addition, this project will generate additional tax revenue to the Town equal to approximately $102,000 per year. While the net fiscal impact to the Town of this development is unknown, the additional revenue may be a benefit.

Finding ED7: DRP 3.2.7 encourages redesign, revitalization, and in-fill of existing strip developments, and DRP 3.1.6 encourages the reuse and rehabilitation of existing buildings. This project proposes to create a development primarily accessed by automobiles on a wooded lot that will be devoted primarily to retail commerce (86%). Although the project has been redesigned to be pedestrian-friendly, overall it will not advance the economic development benefits of non-strip development envisioned in this section of the RPP.

Finding ED8: DRP 3.3.1 allows the Commission to confer specific benefits to projects that result in significant year-round employment with benefits, employment of local workers, higher than minimum level wages, and/or financial support for job training. Neither the information provided by the applicant or the general nature of this project indicates that this project will provide any of the benefits listed above.

Water Resources Findings:

Finding WR1. The project is located in the Marine Water Recharge Area for Scorton Creek and within the Zone II area for the Sandwich Public Water Supply. Scorton Creek is currently an impaired coastal embayment with documented levels of low dissolved oxygen, high nutrients and high bacterial counts. The project must meet the general RPP MPS 2.1.1.2.A.1. nitrogen-loading standard of 5 ppm.

Finding WR2. The applicant proposes to connect the wastewater into the Forestdale Elementary School wastewater treatment plant in order to meet the RPPs MPS 2.2.1.2.A.1. nitrogen-loading standard of 5 ppm, thereby addressing drinking water quality issues, and to reduce nitrogen loading to the Scorton Creek embayment generated from the project and several proposed municipal buildings. Correspondence dated September 13, 2005 from John McFadden of the Sandwich Public Schools states that the Sandwich School Committee voted to support the wastewater management plan. A signed agreement between the applicant and the town of Sandwich has not been submitted to the Cape Cod Commission.

Finding WR3. The majority of the project's nitrogen load would be transferred to the Three Bay Marine Water Recharge Area that also has documented water quality problems and is classified as an impacted Marine Water Recharge Area (MRWA). MPS 2.1.1.2.C.2. states that "*Where existing watershed development exceeds identified critical loading standards for a marine recharge area or where there are documented marine water quality problems in the associated embayment, development and redevelopment shall maintain or improve existing levels of nitrogen loading*", achieving a no-net increase in nitrogen loading. The project proponent

proposes to upgrade the Forestdale Wastewater Treatment plant to improve wastewater treatment and meet the goal of no net nitrogen.

Finding WR4. Per MPS 2.2.1.2.C.1, the project is required to make a monetary contribution towards the development of a study to determine the flushing rate of the Scorton Creek embayment and the critical nitrogen-loading rate and/or contribute to the development or implementation of appropriate nitrogen management strategies. The one time monetary contribution is based on 15 cents per gallon of daily wastewater flow. The applicant has not submitted an estimated daily wastewater flow.

Finding WR5. The project is required to demonstrate compliance with MPS 2.1.1.2.A.2 which prohibits the use, storage or disposal of hazardous waste or hazardous materials in greater than household quantities within a Zone II public water supply area. This MPS is addressed in the Solid Waste Management/ Hazardous Materials Findings and Conditions.

Finding WR6. The project must demonstrate compliance with MPS 2.1.1.6, which addresses stormwater management. Best management practices that incorporate several low impact development techniques have been incorporated into the stormwater design. Vegetated swales will be used as part of the retention/infiltration basin, and along the collector road. Stormwater from rooftops will be directly infiltrated, thereby reducing the required size of the retention structures. Stormwater from the remaining paved surfaces will be treated with catch-basins equipped with oil water separators with final discharge to a vegetated retention/infiltration basin equipped with an overflow catchbasin to handle large storm events. The retention basins have been redesigned to provide shallower slopes and a variety of plantings to absorb pollutants from the storm flow. Additional measures have also been taken to isolate stormwater runoff or a potential spill in the vicinity of the loading docks by adding a shutoff valve to the drainage system in front of the infiltration basin.

Natural Resources /Open Space Findings:

Finding NR1. The project site is located in a Significant Natural Resource Area (SNRA) due to the presence of unfragmented forest, public water supply wellhead protection area and rare species habitat. The site is ranked High in the Cape Cod Wildlife Conservation Project analysis in the protection of wildlife habitat.

Finding NR2. The applicant submitted a natural resources inventory (NRI) that complies with RPP requirements. According to the NRI, there are no wetland resources on the site. A small area of cinnamon fern was observed, but its small size does not meet the RPP threshold for wetlands, nor was there evidence of wetland soils or hydrology. The site is located in a large triangular patch of land adjacent to the Rt. 130 boundary of the Massachusetts Military Reservation (MMR). A section of the site mapped as estimated rare species habitat is part of a larger area that extends from the MMR. The NRI did not locate any rare species during the evaluation of the site, and the applicant has provided comments from the Natural Heritage and Endangered Species Program, dated 9/24/04, that the project is not anticipated to impact rare species or their habitat.

Finding NR3. The project would be required to provide 15.57 acres of open space based on a total project site area of 23.95 acres and the project's location in SNRA. However, the Commission finds that, in light of the fact that

1. the town of Sandwich may acquire Lots 2 and 3 for municipal purposes within the timeframe of this DRI permit,
2. the town of Sandwich will have options to purchase Lots 2 and 3 prior to the preliminary Certificate of Compliance, and
3. that municipal projects are not required to provide open space,

the open space requirement for this project is based on the project site area of Lot 1 (17.1 acres) plus the area of the access road (2.35 acres), a total of 19.45 acres. The 65% open space requirement of 19.45 is 12.64 acres. The applicant has agreed that should the Town fail to acquire Lots 2 and/or 3 within the term of this DRI permit, the applicant will provide the 65% open space based upon the total project site area minus only those lots that have been acquired by the Town.

Finding NR4. The applicant proposes to meet the open space requirement by either providing an offsite parcel of 12.64 acres located in an SNRA, or as a cash contribution to purchase 12.64 acres of open space. The per acre market value of the cash contribution to be provided will be determined in accordance with Condition NR1.

Transportation Findings:

Finding T1. For the purposes of traffic mitigation, the project consists of the construction of an approximately 69,745 square foot supermarket, 16,000 square feet of retail and 10,000 square feet of office space in a total of five buildings, and a 4,125 square foot drive-through and walk-in bank. Based on the applicant's representation of the anticipated uses, the first phase will include a supermarket, a bank, and three retail/office buildings (Buildings 1,2,3,4 and 7 as shown on *Proposed Retail Development Site Plan C-2* revision dated 2/16/06 by Appledore Engineering). The second phase will include the remaining two retail/office buildings (Buildings 5 and 6 on the above referenced plan). The project is located on Cotuit Road in Sandwich. It includes access through two existing curb cuts shared with adjacent uses and an additional new access across Town-owned land connecting to Quaker Meetinghouse Road south of the project. Per MPS 4.1.1.2, area regional roadways include: Cotuit Road, Quaker Meetinghouse Road (QMR), Route 130, Farmersville Road, Boardley Road, Pimlico Pond Road, Harlow Road, Stowe Road, Pinkham Road, and Great Hill Road.

Finding T2. Based on the Institute of Transportation Engineer's *Trip Generation* manual and based upon the square footage for each use as submitted by the applicant and as stated in Finding T1, the project will generate the following new trips:

	Daily	Afternoon Peak Hour	Saturday Peak Hour
Base Trip Generation	10,748	1,157	1,203
After Internal Interaction (1)	7,147	704	863
After 20% trip reduction and 25% pass-by where appropriate (2)	4,318	435	519

(1) Based on Cape Cod Commission Guidelines for Transportation Impact Assessment, Technical Bulletin 96-003, Revised November 14, 1996, Part 5: Shared Driveways and Interconnections Between Parcels

(2) 20% trip reduction as required by MPS 4.1.2.1, 25 %-pass-by allowed for retail uses attracting existing roadway traffic

Finding T3. MPS 4.1.1.1 requires mitigation of year-round and summer transportation impacts on regional roadways where the project is expected to generate 25 or more peak hour trips. Through ODRP 4.1.1.20 which allows a $100 per trip per location buyout at locations where the new trip generation is between 25 and 49 peak hour trips, the project mitigation cost is $70,100 for 13 links and 7 intersections. Through MPS 4.1.1.12 which allows a payment of funds commensurate with project impacts, the project mitigation cost is $647,955 for 15 links and 12 intersections. This total mitigation is $718,055.

Finding T4. MPS 4.1.1.4 requires identification of transportation impacts and evaluation of adequacy of mitigation. Traffic operations were shown to be poor at several regional roadway locations. Based on standard Level of Service (LOS) measures, the following performance is expected under the 2009 build conditions:

- Route 130: Between QMR and Pimlico Pond Road – LOS E
- Cotuit Road: Between South Site Drive and QMR – LOS E
- Cotuit Road: Between QMR and Farmersville Road – LOS E
- Intersection of Cotuit Road and QMR – LOS F
- Intersection of Route 130 and QMR – LOS F
- Intersection of Route 130 and Snake Pond/Pimlico Pond Roads – LOS F
- Intersection of Route 130 and Cotuit Road – LOS F
- Intersection of Cotuit Road and Site Drive North – LOS F
- Intersection of Cotuit Road and Site Drive South – LOS F
- Intersection of Cotuit Road and Farmersville Road – LOS F
- Intersection of Cotuit Road and Harlow Road – LOS F
- Intersection of Farmersville Road and Boardley Road – LOS E
- Intersection of Farmersville Road and Great Hill Road – LOS E

For the majority of these locations, the Town agreed to accept fair share payments in lieu of improvements as outlined in Finding T3.

At the northern site driveway, new traffic signals and turning lanes installed by the applicant will solve the poor operations. At the southern site driveway, left turns are expected to operate at LOS F. The applicant will install signs directing development traffic expected to make this turn to the northern driveway at the new traffic signals.

At the intersection of Cotuit Road and Quaker Meetinghouse Road, the applicant will be required to analyze this intersection after the development is occupied and upgrade signals and lane designations/striping to alleviate poor operations.

Finding T5. The applicant will construct a new public access roadway from Cotuit Road across the development site and extending to Quaker Meetinghouse Road. This roadway will provide significant relief to regional traffic by reducing trips along regional roadways Cotuit Road and Quaker Meetinghouse Road and at the intersection of these two roads. The portion of this access roadway not on the applicant's land will cost $1,000,000 to construct. After removing the portion of the roadway capacity that the project will use, the total value of the portion of this roadway built off-site is $931,000. The Commission finds, given the regional benefit of this roadway and given the town of Sandwich's stated desire for mitigation funds to be used for the construction of this roadway, the construction of the roadway exceeds the required $718,055 payment for project congestion impacts outlined in T3 and is therefore accepted in lieu of the required payment. The remaining $212,945 value of the roadway is considered a benefit of the project.

Finding T6. MPS 4.1.1.5 requires acceptable sight distances at all access/egress locations with public ways. The applicant's engineer has indicated all three access locations (northern site driveway at Cotuit Road, southern site driveway at Cotuit Road, and new collector roadway at Quaker Meetinghouse Road) will meet the required standard. The applicant is required to submit an updated letter from a professional engineer certifying these sight distances prior to project occupancy.

Finding T7. MPS 4.1.1.6 requires following access management guidelines. The project will use two existing curb cuts on Cotuit Road that currently serve adjacent development. The curb cuts are located far enough apart and far enough away from major area intersections to avoid operational issues. The northern driveway may interact with the intersection of Rectangle Way. The applicant will be required to address issues at this location should they arise after construction by adding left turn lanes for northbound traffic on Cotuit Road. The location of the new collector roadway intersection with Quaker Meetinghouse Road is far enough from the Cotuit Road and Quaker Meetinghouse Road intersection to avoid conflicts (approximately 620 feet).

Finding T8. MPS 4.1.1.6 requires all new driveways on regional roadways to operate at Level of Service (LOS) C or better. For this project, this includes the intersection of Quaker Meetinghouse Road and the new collector roadway. An eastbound left turn lane will be added to Quaker Meetinghouse Road to facilitate left turns into the new collector roadway. All movements will operate satisfactorily

except the left turns out of the collector roadway. These turns are forecast to operate at LOS E during weekday peak hours and LOS F during Saturday Peak Hours. Given the spacing from the collector roadway to the Cotuit Road / Quaker Meetinghouse Road intersection traffic signals and expected traffic volumes, a signal at this location would not operate well and is not justified. Instead, left turning exiting traffic is expected to use the Cotuit Road access/egress.

Finding T9. MPS 4.1.1.7 requires there to be no degradation of public safety. An analysis of twelve regional roadway intersections impacted by the project concluded that one intersection, Cotuit Road and Harlow Road / South Sandwich Road had a higher than average crash rate, based on MassHighway District 5 averages. Consequently, per an agreement with the Town, the applicant will perform vegetative clearing and change pavement to highlight stop bars prior to project occupancy.

Finding T10. MPS 4.1.1.8 requires transportation mitigation measures to be consistent with community character. The proposed construction along Cotuit Road includes new landscaping and decorative signal hardware to address these issues.

Finding T11. MPS 4.1.1.9 limits road widening, intersection widening, and new traffic signals to those which will have substantial benefit throughout the year. The project is in a year-round community and nearby areas are commercially developed. Consequently, the widening and new traffic signals along Cotuit Road combined with the new access roadway will have transportation benefits throughout the year.

Finding T12. MPS 4.1.1.11 addresses the widening of public ways and intersections as well as new traffic signals:

1. Road widening, intersection widening, and/or new traffic signals must be necessary to mitigate year round travel increases resulting from the development, not solely for peak season travel demand: The proposed development is in a year round residential and commercial area and includes a proposed major supermarket which will be used on a year-round basis.
2. Road widening, intersection widening, and/or new traffic signals must not be within historic districts or on scenic roadways with historic, scenic, or natural resources: the proposed widening and new traffic signals are not in historic areas nor on scenic roadways.
3. Alternatives to road widening, intersection widening, and/or new traffic signals must be considered: alternatives were considered and the project includes a trip reduction program and multiple on-site and off-site connections to other developments. However the roadway widening and new traffic signals were still deemed necessary.
4. Road widening, intersection widening, and/or new traffic signals must be consistent with community character and will not have an adverse impact on historic, scenic, or natural resources: The area includes intersections with traffic signals and intersections with multiple turning lanes. No historic, scenic, or natural resources will be impacted by the widening and new traffic signals.

Finding T13. MPS 4.1.1.4 requires adequate parking and encourages shared parking. The project includes shared parking for a supermarket and retail/office buildings. It is possible that this parking may also be shared with a town library, senior center, and affordable housing which may be built on the property in the future.

Finding T14. MPS 4.1.1.15 limits parking spaces to the amount required by the Town. The applicant has proposed 425 spaces (with 12 handicapped accessible spaces) while the Town zoning minimum requirement is 499 spaces. The project meets the MPS requirement provided that the applicant obtains a variance for the project from the Sandwich Zoning Board of Appeals. This finding should not be construed as constituting CCC support for the parking variance.

Finding T15. MPS 4.1.1.16 requires shared driveways and connections with adjacent commercial properties. The proposed development uses two existing driveways that service two existing developments for access to Cotuit Road and allows travel to these developments without using public roadways. In addition, travel between all of the proposed development buildings is possible without using public roadways. As noted in finding T2 and as allowed by MPS 4.1.1.16, the applicant has received a reduction in trip generation since the project has multiple businesses and connects to other developments.

Finding T16. MPS 4.1.17 requires internal site circulation and access/egress to minimize impacts on the adjacent roadway system. The development uses two existing accesses to Cotuit Road and includes a third access to Quaker Meetinghouse Road. Parking aisles, circulation lanes, and other vehicular connections are located far from site accesses and are not expected to affect public roadway operations.

Finding T17. ODRP 4.1.1.18 recommends developments minimize adverse traffic impacts on residential neighborhoods. Residents of the Rectangle Way neighborhood to the east of the development testified at public meetings regarding safety issues related to traffic cutting through their neighborhood to the new development and collector road. By mutual agreement of the residents, applicant, and Town, the applicant will monitor the impacts and implement a traffic calming project for the neighborhood which includes up to four stages. The traffic calming program will mitigate the detriment of the proposed development's traffic impact on the neighborhood.

Finding T18. MPS 4.1.2.1 requires all developments to reduce expected daily traffic by 20% which is 1,430 trips for this development. The applicant will implement a trip reduction program. Also, ODRP 4.1.3.2 allows an applicant to preserve developable land to offset trip generation. The applicant will permanently conserve a portion of the development site in the southeast corner. The land will be subject to a development restriction which removes all future development potential. The applicant has demonstrated that a 3,000 square foot convenience store could be built at this location. The combination of the trip reduction program and land offset will meet the trip reduction requirement.

Finding T19. MPS 4.1.2.3 requires road and intersection widening to provide for safe bicycle and pedestrian travel where appropriate. The Cotuit Road plans include new sidewalks and crosswalks as well as pedestrian activation and bicycle detection at the new traffic signal. The mitigation for the Cotuit Road / Quaker Meetinghouse Road intersection includes crosswalks and pedestrian activation.

Finding T20. MPS 4.1.2.5 requires safe pedestrian and bicycle links across the project site where appropriate. The site design includes a comprehensive sidewalk and crosswalk system including links to adjacent properties.

Finding T21. MPS 4.1.3.1 encourages mixed-use developments. The proposed development is mostly retail (90% retail or similar uses / 10% office use) which is not generally considered mixed-use. However, the development does provide the opportunity to access multiple businesses in a single trip, thereby reducing travel on public roadways. The site subdivision also includes parcels for the Town construction of a senior citizen center, a public library, and affordable housing that would increase the mixed-use nature of the development area.

Solid Waste Management and Hazardous Materials Findings:

Finding HSW1. According to maps created for the 1996 RPP, the project site is located in an existing or future potential Wellhead Protection District/Zone II. The site is also in a Wellhead Protection District/Zone II according to maps produced for the 2002 (revised) RPP.

Finding HSW2. MPS 4.2.2.3 (1996 RPP) applies to the construction and post-construction phases of this project, and states that *development and redevelopment that involves the use, treatment, generation, storage, or disposal of hazardous wastes or hazardous materials, with the exception of household quantities, shall not be allowed within Wellhead Protection Areas.* A *Household quantity* is defined by the 1996 RPP as:

1. *275 gallons or less of oil on site at any time to be used for heating of a structure or to supply an emergency generator, and*
2. *25 gallons (or the dry weight equivalent) or less of other hazardous materials on site at any time, including oil not used for heating or to supply an emergency generator, and*
3. *a quantity of hazardous waste at the Very Small Quantity Generator level as defined in the Massachusetts Hazardous Waste Regulations, 310 CMR Section 30.353.*

Since the occupancy of the project site was not definitively known at the time of the Commission's decision, it was not possible to determine if this MPS had been met.

Finding HSW3. MPS 4.2.2.1 states that *development and redevelopment shall make reasonable efforts to minimize their hazardous waste generation through source reduction, reuse, material substitution, employee education and recycling.* This requirement applies to the construction and post-construction phases of the project. Site plans submitted by the applicant did not address compliance with this MPS for the construction phase. Since the occupancy of the project site was not definitively

known at the time of the Commission's decision, consistency with this MPS will need to be evaluated and verified when the uses are identified.

Finding HSW4. MPS 4.2.2.2 states that *development and redevelopment shall be in compliance with Massachusetts Hazardous Waste Regulations, 310 CMR 30.00.* This requirement applies to the construction and post-construction phases of the project. Site plans submitted by the applicant provide some limited information to address this MPS for the construction phase. However, it was not sufficient enough to determine full compliance with this standard. Since the occupancy of the project site was not definitively known at the time of the Commission's decision, consistency with this MPS will need to be evaluated and verified when the uses are identified.

Finding HSW5. MPS 4.2.1.1 requires the applicant address how waste will be diverted, to the maximum extent possible, away from disposal facilities (landfills and incinerators) and be composted and/or recycled, per the integrated solid waste management system outlined in the standard. The applicant should describe the facility's recycling programs that will serve to divert such material away from disposal facilities. Since the occupancy of the project site was not definitively known at the time of the Commission's decision, consistency with this MPS will need to be evaluated and verified when the uses are identified.

Finding HSW6. MPS 4.2.1.2 requires the applicant allocate adequate storage space for interim storage of recyclable materials. The applicant should ensure that the design of Building 1 has adequate space for storage, processing and handling of recyclables in areas where service vehicles can access them. Since the occupancy of the project site was not definitively known at the time of the Commission's decision, consistency with this MPS will need to be evaluated and verified when the uses are identified.

Finding HSW7. MPS 4.2.1.3 requires the applicant to manage construction wastes (asphalt, brick, concrete, wood, sheetrock and metals) in a manner consistent with the integrated solid waste management system outlined in MPS 4.2.1.1. Construction demolition will be generated as part of the construction of the supermarket. This construction material will likely consist of scrap lumber, steel, concrete and other miscellaneous debris that will need to be collected, stored and transported to a licensed, permitted construction and demolition (C&D) disposal facility.

Heritage Preservation/Community Character Findings:

Finding HPCC1. The site is not located within a historic district and is not adjacent to individual historic structures. In a letter dated November 30, 2001, Massachusetts Historical Commission determined that the project site does not contain historic, archaeological or cultural resources.

Finding HPCC2. MPS 6.2.1 requires that new buildings be compatible with their surroundings, and states that buildings with a footprint greater than 50,000 square feet are not permitted unless "*it can be demonstrated through the design of the building and vegetative or other screening methods that the project will not have adverse visual impacts on the surrounding community.*" MPS 6.2.2 also requires

that the mass, scale and roof of the building be consistent with Cape Cod architectural styles.

The main building proposed (Building 1) incorporates a combination of covered walkways and building projections on the front façade that achieve both variation in the building height and façade depth to reduce the bulk of the front of the building. On both side elevations, the design incorporates variation in the height along the length of the structure while providing smaller projections in the facades at both rear corners. The rear corners also incorporate additional height variation and traditional roof forms. The three most visible facades (east, west and north elevations) are proposed to be finished with traditional materials. A mix of wood shingle, clapboard and brick veneer dominate the facades with asphalt shingles proposed on the sloping portions of the roof. On the front façade, the materials are varied to emphasize the different segments of the façade with wood shingle used to emphasize the gable-ended features and "clock tower". The applicant is proposing to use clapboard siding on the majority of the side elevations, with a brick veneer base and wood shingle on the gable ends. In the rear, the majority of the façade will be finished with concrete masonry unit (CMU). The Commission finds that the design and materials proposed for Building 1 are consistent with MPS 6.2.1 and 6.2.2.

The frontage buildings (Buildings 2 through 7) vary in size from 4,000 square feet to 6,000 square feet and are each proposed to be one or two story structures. Each are designed to incorporate variety in both the height and building façade in a manner consistent with traditional development patterns on the Cape and are proposed with traditional roof forms. Each building is proposed to be finished with a combination of wood shingles, clapboard and asphalt roof shingles. The Commission finds that the design, scale and materials proposed for each of these buildings is consistent with MPS 6.2.1 and 6.2.2.

Finding HPCC3. MPS 6.2.10 requires that the parking be located to the rear or the side of a building or commercial complex in order to promote traditional village design unless it would be detrimental or is completely infeasible. The proposed frontage buildings (Buildings 2, 3, 4 and 7) will be constructed prior to occupancy of Building 1 and provide appropriate screening from the new roadway and Cotuit Road such that the parking for the complex is no longer in front of the proposed Building 1. Buildings 5 and 6 in combination with vegetated areas provide additional screening to the parking area from the new collector road. This approach promotes a village style design by providing the frontage buildings along the new collector road while providing shared parking in a central area with convenient access to the surrounding businesses and services. Therefore, the Commission finds that as conditioned, the proposed parking layout is consistent with MPS 6.2.10.

Finding HPCC4. The proposed site is located in an area of south Sandwich that the Town hopes will become a more walkable, pedestrian oriented village-style environment. This property is a vital component to the success of this vision as it is one of the last remaining undeveloped properties. The project creates a new collector road that provides access to the site and is intended to be the focus of the new walkable street. The project will create a series of small frontage buildings, sidewalks, street trees and on-street parking along this new road that significantly

contribute to the creation of a pedestrian oriented street. This village-style environment will also be supported by the potential for a new senior center, library and affordable housing along the new roadway. The applicant has also included an alternate frontage building layout (Revised Frontage Concept #1) that does not currently conform to Sandwich zoning setbacks but which would place the frontage buildings closer to the street. The Commission finds that the Revised Frontage Concept #1 is also consistent with the aim of producing a pedestrian oriented street; therefore, should the local zoning regulations change to allow the layout illustrated in Revised Frontage Concept #1, the applicant could seek a Minor Modification in accordance with the DRI Enabling Regulations to incorporate the alternate layout.

Finding HPCC5. MPS 6.2.3 states that *"All new development shall provide adequate landscaped buffers in order to limit adverse visual impacts on the surrounding community...Preservation of existing natural vegetation in these buffer areas is preferred."* MPS 6.2.6 requires all development to provide a landscape plan that addresses the functional aspects of landscaping. The applicant submitted landscape plans C5, C-5A and C-5B, dated August 25, 2004 as revised on January 25, 2006, that meet MPS 6.2.3 and MPS 6.2.6. On the Cotuit Road side of the property, a 60-foot vegetative buffer is required under local zoning. Building 7, a proposed bank, will act as a frontage building that will help screen Building 1 and the central parking lot. South of the northern entrance, the landscape plans show a large area of "existing vegetation to remain" on the lot that will be offered to the Town for construction of a public library. After its construction, the library will be a frontage building that will screen the Building 1 and the central parking lot from view from Cotuit Road. In combination, the 60' buffer with the new library and bank acting as frontage buildings is likely to minimize any significant visual impacts from this direction, provided that the architectural requirements of the RPP are also met. Similarly, from the new collector road, views of Building 1 will be screened by "existing vegetation to remain" on the site that will be leased to the Town for affordable housing until such time as the affordable housing is constructed and acts as a frontage building.

The applicant proposes to retain existing vegetation in a buffer between Pizza By Evan and Building 7 as shown on Landscape Plan C-5B. In the event the vegetation is disturbed during the construction process, the applicant has proposed additional plantings to restore the buffer. Staff will assess the quality of any remaining buffering and/or the extent of disturbance along this strip and determine whether additional plantings are required. Along the new collector road adjacent to Today Realty, the applicant proposes groupings of plantings to provide screening in addition to the buffer provided on the Today Real Estate property.

The Commission finds that this combination of findings provides an adequate amount of buffering to limit adverse visual impacts on the surrounding community and meets MPS 6.2.3 and MPS 6.2.6.

Finding HPCC6. MPS 6.2.5 states that *"Landscaping that integrates buildings with their environment, enhances architectural features and provides amenities for pedestrians shall be provided on site by all new development."* The Commission finds that the proposed plan is consistent with MPS 6.2.5. It provides excellent

pedestrian amenities including sidewalks on both sides of the frontage buildings along the new collector road, dedicated pedestrian connections throughout the parking areas and across adjacent streets and shade trees along the primary circulation routes. The sidewalks along the new collector road are separated from the on-street parking and travel lanes by trees and planting strips for pedestrian safety with small plazas and seating proposed between the frontage buildings. The revised plans have also reduced the number of curb-cut entrances crossing the sidewalks along the new collector.

The applicant proposes a sidewalk network within the project site. The crosswalks through the vehicular areas are currently proposed to consist of textured bituminous concrete that will be visually and texturally distinct from the dark asphalt parking lot, however, this is subject to further Commission review as required in Condition T1. In addition, the applicant will provide bike racks at each of the Buildings (1 through 7) and 5 benches on-site.

Finding HPCC7. The Sandwich Protective Zoning Bylaw Section 3510b. states *"Not less than thirty (30) percent of lot area shall be retained in its natural state with no more than minor removal of existing trees and ground vegetation"*. Sandwich Subdivision Rules and Regulations Section 4.E.2 states that *"Community walkway systems linking open spaces and roads are encouraged where appropriate"*, and Section 4.H states that *"Before approval of a Plan, the Board may in proper cases require the plan to show a park or parks, suitably located for playground or recreation purposes for providing light and air. The park or parks shall not be unreasonable in area in relation to the land being subdivided and to the prospective uses of such land. The Board may by appropriate endorsement on the site plan require that no building be erected upon such park or parks for a period of three (3) years without its approval."*

The proposed plan includes two conceptual pocket parks along the collector road that are designated as "existing vegetation to remain" and as "potential pocket parks with walks and benches", and show dashed conceptual pathways through them. The applicant states that the pocket parks may not conform to local zoning regulations. The Commission finds that incorporation of these two areas as publicly accessible parks is more consistent with the goal of creating a pedestrian oriented village center than retaining that these areas in their naturally vegetated state, and that should the local permitting boards allow the conceptual pocket park layout illustrated on Landscape Plan C-5A and C-5B, the applicant can seek a Minor Modification to incorporate the conceptual layout in accordance with the DRI Enabling Regulations.

Finding HPCC8. The plant list contains native and/or low maintenance plant material that is suited to the site and the Cape's climate. Proposed species are attractive, non-invasive and will require reduced amounts of pesticides, fertilizers, water and maintenance after an initial establishment period. The proposed sizes of the trees, shrubs and perennials are satisfactory and include shade trees of at least 2.5-3" caliper and larger along roadways and within parking lots to improve the visual quality of the area.

Finding HPCC9. The applicant did not provide a draft maintenance contract for three growing seasons to ensure that the plantings survive and become well established.

The applicant has indicated that irrigation will be incorporated into the project. In consideration of the sensitivity of the watershed, the Commission recommends that watering occur site-wide for three full growing seasons under the maintenance contract, with a supplemental irrigation system only for highly visible focal points or dry isolated areas such as parking lot islands. Where used, irrigation systems should be designed as drip irrigation systems to avoid applying water to paved surfaces, and supplied with moisture sensors and timers to minimize the amount of water used. Fertilizer should only be used to establish new plantings and its use should be eliminated after the initial establishment period.

MPS 6.2.8 states that *"The installation of billboards, offsite advertising (excepting approved directional signs) and internally lit or flashing signs shall not be permitted."* Detailed signage plans were not submitted during the DRI review process. The Regional Policy Plan and Technical Bulletin 95-001, *DRI Guidelines for Exterior Lighting Design Standards* prohibit internally lit or flashing signs.

Finding HPCC10. Minimum Performance Standard 6.2.7 of the 1996 RPP states that *exterior lighting...shall comply with standards including design, light source, total light cutoff and foot-candle levels as defined in...Technical Bulletin 95-001.* Site plans submitted by Appledore Engineering Inc. for the applicant (Tedeschi Realty) dated August 25, 2004, revised 11/3/05, provide photo renderings of light fixtures, and indicate the proposed location of parking lot, pedestrian pole-mount and on-building fixtures. Partial catalogue ordering sheets were also provided as part of a November 1, 2005 Memo from Nutter. Based on this information, the Commission finds that the proposed design is consistent with Technical Bulletin 95-001 Standards 2.1, 2.2 (for Galleria pole mount with flat glass lens), 2.3 (for pole mount Galleria with flat glass lens and DayForm with non-functional interior hurricane lamp feature), and 2.4 (concerning reflectors). The Commission also finds that the proposed mounting heights of fixtures was consistent with Technical Bulletin 95-001 standard 2.5 (based on proposed height for pole mounts being pole + base + fixture head). Based on the information submitted, it was not possible to determine if the proposed exterior lighting design met Technical Bulletin standard 2.4 (concerning total cutoff) and 2.6 (foot-candle levels).

Finding HPCC11. The project is also consistent with ODRP 6.2.14 that encourages the planting of shade trees along roadways to improve the visual quality of the area, MPS 6.2.16 recommending the use of landscape materials that are suitable for the site and climate, ODRP 6.2.17 that encourages benches within the development and walkways linking to other buildings where appropriate, and ODRP 6.2.18 recommending that new construction use traditional building materials. Consistency with ODRPs may be considered a project benefit.

CONCLUSION

Based on the findings above, the Cape Cod Commission hereby concludes:

1. The Commission finds that the probable benefits of the proposed project outweigh the probable detriments resulting from development in that the project has the following probable benefits:

   a) The project will be constructed as a village-style pedestrian oriented environment that incorporates Commission-encouraged shade trees and traditional building materials (Findings LU1, HPCC4 and HPCC11);

   b) The project will contain fewer parking spaces than allowed by MPS 4.1.1.15 (Finding T14);

   c) The project will provide $212,945 additional benefit of collector roadway mitigation (Finding T5);

   d) Land will be optioned to the Town for construction of municipal buildings (Findings AH1, G9, G10 and ED6);

   and the project has the following probable detriments:

   a) An increase of traffic on regional roadways that is not mitigated below 25 peak hour trips;

   b) An increase of traffic on regional roadways where fair share fee payments were converted for use in the collector roadway.

2. The project, as noted in the findings, complies with the RPPs Minimum Performance Standards.

3. According to the Sandwich Town Planner, the project does not fall within a District of Critical Planning Concern, and appears to comply with local development bylaws provided that the applicant obtains a variance to allow 425 parking spaces from the Sandwich Zoning Board of Appeals for the project.

The Commission hereby approves with conditions the application of Cotuit Road LLC for the proposed Sandwich Commercial Project as a Development of Regional Impact provided the following conditions are met:

CONDITIONS

General Conditions:

Condition G1. This DRI decision is valid for 7 years and local development permits consistent with this decision may be issued pursuant hereto for a period of 7 years from the date of the written decision.

Condition G2. Failure to comply with all conditions stated herein, and with all related statutes and other regulatory measures, shall be deemed cause to revoke or modify this decision.

Condition G3. The applicant shall obtain all necessary state and local permits for the proposed project.

Condition G4. Proof of recording of the decision shall be provided to the Commission prior to issuance to the preliminary Certificate of Compliance.

Condition G5. No development work, as the term "development" is defined in the Act shall be undertaken until all appeal periods have elapsed or, if such an appeal has been filed, until all judicial proceedings have been completed.

Condition G6. The applicant shall provide the Commission with annual progress reports to be submitted each year on or before the anniversary of the date of this decision until the final Certificates of Compliance for both Phases of the project are issued. The annual progress reports shall describe the status of local development permitting and project construction, including the expected date of commencement of site preparation work.

Condition G7. Any project changes subsequent to Commission approval, including identification of uses, an inventory that reflects the identified use, changes to building elevations and/or landscaping and building size shall require a modification from the Cape Cod Commission in accordance with the Cape Cod Commission DRI Enabling Regulations in effect on the date the modification is sought. The applicant shall forward to the Commission copies of any and all permits and approvals issued in relation to this project within ten days of their issuance. A copy of final plans approved by the town of Sandwich Planning Board shall be submitted to the Commission upon receipt of local approvals for review and approval by Commission staff. Modifications made during the Town permitting process that are consistent with this approved decision may be considered as Minor Modifications #1 and approved by the Executive Director of the Cape Cod Commission.

Condition G8. The proposed Sandwich Commercial Project shall be constructed in accordance with the following final plans:

Plan	Dated	Last Revised	Date Received
Proposed Retail Development Site Plan C-2 by Appledore Engineering	08/25/04	02/16/06	
Proposed Retail Development-Northbound Cotuit Rd. Sign by Appledore Eng.	11/03/05		
Phase 1 Improvements At Cotuit Road by Rizzo Associates	11/17/05		02/16/06
Phase 2 Improvements At Cotuit Road by Rizzo Associates dated	11/17/05		02/16/06
Proposed Retail Development Traffic Deed Restriction Plan by Appledore Eng.	02/16/06		
Landscaping Plans C-5, C5A and C5B by Appledore Engineering	08/25/04	01/25/06	
Grading, Drainage & Erosion Control Plan C-3 by Appledore Engineering	08/25/04	09/27/05	

Proposed Elevation SK1 by Harriman Associates	09/09/05
Proposed Elevation SK2 by Harriman Associates	08/10/05
Proposed Elevations SK3, SK4, SK5, and SK6 by Harriman Associates	08/18/05

Condition G9. Prior to the issuance of a preliminary Certificate of Compliance from the Cape Cod Commission, the applicant shall obtain a subdivision approval from the Sandwich Planning Board creating Lots 1, 2 and 3 consistent with the site plan approved in Condition G8.

Condition G10. All conditions requiring staff approval and/or review also require that approvals be in writing from staff. Prior to issuance of a building permit or prior to the occurrence of any development (as the term is defined by the Cape Cod Commission Act other than a subdivision of land as required in Condition G9) on the project site (Lots 1, 2 and 3 as identified by Condition G9), the applicant shall obtain a preliminary Certificate of Compliance from the Commission stating that all conditions in this decision required prior to the issuance of the preliminary Certificate of Compliance have been met. The applicant shall obtain a final Certificate of Compliance for Phase 1 from the Commission prior to issuance of an occupancy permit for any building in Phase 1. This certificate shall state that all of the required conditions in this decision for Phase 1 have been met. The applicant shall obtain a final Certificate of Compliance from the Cape Cod Commission for Phase 2 prior to issuance of an occupancy permit from the Town stating that all of the conditions required in this decision for Phase 2 have been met. The project shall be constructed in accordance with final plans listed in Condition G8. All conditions must be met prior to the issuance of a final Certificate of Compliance for Phase 1 or 2 unless expressly excepted by the decision.

Condition G11. The applicant shall notify Commission staff of the intent to seek a preliminary or final Certificate of Compliance at least thirty (30) days prior to the anticipated date of building permit or occupancy permit issuance. Such notification shall include a list of key contact(s) and their telephone numbers for questions that may arise during the Commission's compliance review. Commission staff shall complete an inspection under this condition within twenty (20) days of such notification and inform the applicant in writing of any deficiencies and corrections needed. The Commission has no obligation to issue a Certificate of Compliance unless all conditions are complied with or secured consistent with this decision. The applicant shall allow Cape Cod Commission staff to enter onto the property, at reasonable times and with reasonable notice, that is the subject of this decision for the purpose of determining whether the conditions contained in the decision are met, and at any time in the future to determine continuing compliance with the conditions of this and/or subsequent modification decisions.

Condition G12. All uses of Lots 2 and 3 shall be subject to DRI review, unless as proposed a Town library is constructed on Lot 2 and a Town Senior Center is constructed on Lot 3.

Condition G13. Prior to the issuance of a preliminary Certificate of Compliance, the applicant shall provide to Commission staff copies of the option agreements between

the applicant and the Town that contains terms consistent with the applicant's September 15, 2005 letters to Jan Timmons, Director, Sandwich Council on Aging (for construction of a senior center) and Richard Connor, Director of the Sandwich Public Library (for construction of a public library). The applicant shall provide copies of the executed option agreements to the Commission prior to issuance of a preliminary Certificate of Compliance.

Water Resources Conditions:

Condition WR1. The applicant shall pretreat the effluent prior to discharging to the Forestdale School to remove oil and grease, which are typically at much higher concentrations from supermarkets as compared to domestic flows. A program to utilize biodegradable cleaning compounds shall be implemented to avoid adversely affecting the performance of the treatment systems. A list of materials that will be used shall be submitted to staff for review and approval prior to issuance of a preliminary Certificate of Compliance. The preliminary Certificate of Compliance shall not be issued until written Cape Cod Commission staff approval is obtained.

Condition WR2. Prior to issuance of the preliminary Certificate of Compliance, the wastewater flow rates, shall be provided to Cape Cod Commission staff to assess the required monetary contribution towards the development of a flushing study or contribution toward appropriate nitrogen management strategies. Cape Cod Commission staff shall provide the applicant with the calculated amount of monetary contribution. Prior to issuance of each final Certificate of Compliance for both Phase 1 and Phase 2, the applicant shall make a payment of the amount calculated by CCC staff to Barnstable County to be held in escrow for use at the discretion of the Commission's Executive Director for use in developing nitrogen-management strategies for the Scorton Creek watershed.

Condition WR3. A signed agreement between the applicant and the town of Sandwich and the Sandwich School Committee to upgrade and use the Forestdale School waste treatment plant for wastewater generated by the proposed project shall be submitted to the Cape Cod Commission prior to a preliminary Certificate of Compliance.

Condition WR4. Appropriate vegetation shall be planted along the collector road to increase the bio-retention ability and functionality of this area as a "filter strip". Grading, planting and soil preparation shall follow best practice guidelines that ensure optimal performance. Such plans shall be submitted for staff review and approval prior to the preliminary Certificate of Compliance. The preliminary Certificate of Compliance shall not be issued until written Cape Cod Commission staff approval is obtained.

Condition WR5. Irrigation plans for the vegetation shall be designed using drip irrigation, with moisture sensors and timers to minimize the amount of water used, and shall be designed to avoid applying water to paved surfaces, and shall be submitted to staff for review and approval prior to a preliminary Certificate of Compliance. Fertilizers shall only be used to establish new plantings, and shall be eliminated after the initial grow in period of three growing seasons, which runs from

March 15 until October 31 of each year. The preliminary Certificate of Compliance shall not be issued until written Cape Cod Commission staff approval is obtained.

Condition WR6. In the event that the site design is changed as a result of local permitting or the site is redeveloped in the future, every effort shall be made to install tree box filters, biorention cells or drainage dividers within the parking areas, and pervious paving systems to trap and attenuate stormwater flow for pedestrian walkways.

Affordable Housing Conditions:

Condition AH1. Prior to the issuance of a preliminary Certificate of Compliance, the applicant shall provide a copy of the option agreement between the applicant and either the Sandwich Housing Authority or the Town that contains terms consistent with the applicant's September 15, 2005 letter to the Sandwich Housing Authority, as well as the terms outlined in Finding G10. The applicant shall also provide a copy of the executed option agreement to the Commission prior to receipt of a preliminary Certificate of Compliance. The option to lease shall run for a period of seven years. Any use of the parcel designated for affordable housing on the *Overall Conceptual Plan, 1 of 1* by Appledore Engineering dated August 25, 2004 other than affordable housing shall be reviewed as a DRI under the Cape Cod Commission DRI Enabling Regulations in effect on the date the modification is sought.

Economic Development Conditions:

Condition ED1: Prior to the issuance of final Certificates of Compliance for both Phase 1 and Phase 2, the applicant shall provide a report to the Commission detailing the number of Cape Cod contractors, local suppliers, and workers employed during the construction phase of the project. The applicant shall note those businesses that are women or minority owned.

Condition ED2: Prior to the issuance of final Certificates of Compliance for both Phase 1 and Phase 2, the applicant shall provide a report to the Commission detailing the number of new jobs created, the position titles, wages and benefits to be paid, and the number of minorities, disabled, elderly, unemployed or underemployed persons expected to fill the new positions.

Natural Resources/Open Space Conditions:

Condition NR1. The applicant shall provide 12.64 acres of permanently protected open space consistent with Finding NR4 of this decision prior to any development (excluding the "development" of the subdivision of this land as identified in Condition G9) on Lots 1, 2 or 3, prior to construction of the roadway R.O.W. on the project site and prior to the issuance of a preliminary Certificate of Compliance. The open space proposal shall include either permanent protection of an offsite parcel of upland located in a SNRA, or a cash contribution for the permanent protection of upland open space in the town of Sandwich, or some combination of these methods which fulfills the required 12.64 acres of open space. If the applicant elects to purchase off-site land, the applicant shall appear before the CCC Regulatory Committee for purposes of identifying the proposed parcel it intends to purchase and shall enter into a purchase and sale for said land within 60 days of

identifying said parcel, unless the Regulatory Committee at their meeting sets a different schedule. The per acre value of the cash contribution shall reflect the market rate acquisition costs for appropriate conservation land at the time the parcel is identified.

Condition NR2. Prior to the issuance of a preliminary Certificate of Compliance, the applicant shall place a restrictive covenant, of a form and content satisfactory to Commission counsel on Lots 2 and 3, which prohibits any development on these lots until such time as one or both lots has been conveyed to the town of Sandwich, or the open space requirement for these lots is met (as detailed below), or this DRI permit expires without having been exercised, whichever comes first. Once this condition has been fulfilled, a certificate in recordable form which removes this restrictive covenant executed by the Executive Director of the Cape Cod Commission shall be provided to the applicant for recording. Once the applicant has initiated development as allowed by this permit on Lot 1 and/or the roadway R.O.W., and in the event that the town of Sandwich fails to acquire Lots 2 and/or 3 within the term of this DRI permit, the applicant shall provide an additional 1.56 acres of open space for Lot 2, 1.36 acres for Lot 3, or 2.92 acres for Lots 2 and 3 in a method or combination of methods (to be determined and approved by the Commission through a modification of this permit) to include permanent protection of an offsite parcel of upland located in a SNRA, or a cash contribution for the permanent protection of upland open space in the town of Sandwich. The per acre value of the cash contribution shall reflect the market rate acquisition costs for appropriate conservation land at the time the modification is sought by the applicant as outlined by Condition NR1.

Transportation Conditions:

Condition T1. The project shall be developed according to *Proposed Retail Development Site Plan C-2* revision dated 2/16/06 by Appledore Engineering. Certain details of this plan, including roadway width and layout specifications, sidewalk material and color, crosswalk material and color, curbing type and material, crosswalk striping, crosswalk signage, additional roadway and traffic control signage, and bicycle rack capacities are subject to Conditions T2 through T6 and CCC staff review. Prior to issuance of the preliminary Certificate of Compliance, the final site plans shall be submitted by the applicant to CCC staff for review for consistency with the 1996 Regional Policy Plan and this decision and for CCC staff approval. CCC staff may consult town of Sandwich staff. Prior to issuance of any final Certificate of Compliance for either Phase 1 or Phase 2, the site improvements required by this Condition shall be constructed and functionally and operationally complete and include details of Conditions T2 through T6 as outlined below.

Condition T1.5. A preliminary Certificate of Compliance is required for Conditions T1, T2, T3, T4, T5, T6, T9, T10, T11, T12, T13, and T15. This preliminary Certificate of Compliance shall not be issued until CCC staff approval is obtained in writing that all the requirements of these itemized conditions have been fulfilled.

Condition T2. The Collector Road on-site shall be 26 feet in width with 11 foot travel lanes and 2 foot shoulders to accommodate bicycle traffic. The final roadway cross-section is subject to review and approval by CCC staff as specified in Condition T1.

Condition T3. All on-site sidewalks (except those running along Cotuit Road) shall be either cement concrete or colored stamped cement concrete and shall not be bituminous concrete. The final surface design and color for each sidewalk is subject to review and approval by CCC staff as specified in Condition T1. -Prior to issuance of the final Certificate of Compliance for Phase 1, all sidewalks related to the Phase 1 buildings shall be completed.

Condition T4. All on-site crosswalks shall be colored stamped bituminous concrete such as Imprint or equivalent, and white-striped lined on either side, or contain a white stripe integral to the design. Crosswalks on the Collector Road shall include appropriate crosswalk signage per Manual of Uniform Traffic Control Devices (MUTCD) standards and town of Sandwich requirements. The final surface design and color for crosswalks as well as signage is subject to review and approval by CCC staff as specified in Condition T1. Prior to issuance of the final Certificate of Compliance for Phase 1, all crosswalks related to the Phase 1 buildings shall be completed.

Condition T5. Site and roadway curbing location, type, and material shall be subject to review and approval by CCC staff as specified in Condition T1.

Condition T6. The applicant shall include a STOP sign on the site plan at the southern driveway where it meets Cotuit Road. This requirement is subject to review and approval by CCC staff as specified in Condition T1.

Condition T7. Prior to issuance of any final Certificate of Compliance for either Phase 1 or Phase 2, the applicant shall construct four signs directing traffic exiting the plaza and heading to Cotuit Road northbound to the northern, signalized exit as indicated on the site plan and as shown in *Proposed Retail Development-Northbound Cotuit Rd. Sign* by Appledore Engineering dated November 3, 2005.

Condition T8. Prior to issuance of a final Certificate of Compliance for Phase 1, the applicant shall install bicycle racks at each constructed building (Buildings 1,2,3,4, and 7). Bicycle racks at each building shall be sufficient to secure a minimum of five bicycles, except for the rack(s) at the supermarket, which shall have a capacity minimum of fifteen bicycles.

Condition T9. Prior to issuance of any final Certificate of Compliance for either Phase 1 or Phase 2, Cotuit Road shall be reconstructed as shown in plans *Phase 1 Improvements At Cotuit Road,* dated 11/17/2005 and received by the CCC on 2/16/2006 by Rizzo Associates. Certain details of this plan, including sidewalk placement and materials, curbing, crosswalk material and color, crosswalk striping, crosswalk signage, traffic island signage, traffic signal equipment requirements, additional roadway signage, roadway and traffic island landscaping, and driveway relocation and traffic control for residence at #300 Cotuit Road are subject to Conditions T10 through T15 and CCC staff review and approval for consistency with the 1996 Regional Policy Plan and this decision for consideration of approval. Before the preliminary Certificate of Compliance, the final roadway plans shall be

submitted to CCC staff for review. CCC staff may consult town of Sandwich staff during this review. Prior to issuance of any final Certificate of Compliance for either Phase 1 or Phase 2, the roadway improvements required by this condition shall be constructed and functionally and operationally complete and include details of Conditions T10 through T15 as outlined below.

Condition T10. Sidewalks along Cotuit Road shall be bituminous concrete or cement concrete and shall be at least five feet in width. The sidewalks shall be placed to enhance the landscaping and community character of the roadway and may be either adjacent to the roadway or separated by a landscaped strip. These details shall be shown on the final site plan and this requirement is subject to review and approval by CCC staff as specified in Condition T9. Prior to the issuance of any final Certificate of Compliance for either Phase 1 or Phase 2, the sidewalks shall be installed.

Condition T11. Curbing along Cotuit Road shall be granite. This requirement is subject to review and approval by CCC staff as specified in Condition T9.

Condition T12. All Cotuit Road crosswalks shall be colored stamped bituminous concrete such as Imprint or equivalent, and white-striped lined on either side, or contain a white stripe integral to the design. Crosswalks on Cotuit Road shall include appropriate crosswalk signage per Manual of Uniform Traffic Control Devices (MUTCD) standards and town of Sandwich requirements. The final surface design and color for crosswalks as well as signage is subject to review and approval by CCC staff as specified in Condition T9. Prior to issuance of any final Certificate of Compliance for either Phase 1 or Phase 2, the crosswalks shall be installed.

Condition T13. Landscaping shall be included along Cotuit Road including, at a minimum, the number, type and size of trees per town of Sandwich tree warden requirements and landscaping of all traffic islands. The final landscaping design is subject to review and approval by CCC staff as specified in Condition T9.

Condition T14. Traffic control signage, traffic island warning signage, and any other signage per the MUTCD standards shall be included in the Cotuit Road reconstruction. The final signage design is subject to CCC staff review and approval by CCC staff as specified in Condition T9. Prior to the issuance of any final Certificate of Compliance for either Phase 1 or Phase 2, the signage shall be installed.

Condition T15. The applicant shall signalize the intersection of the northern site driveway with Cotuit Road. Traffic signals shall be post mounted. All signal equipment (including posts, bases, heads, mounting hardware, controller cabinet, etc.) shall be decorative in design and shall be painted a dark green. The intersection shall include western and northern crosswalks, pedestrian signals and activation equipment, and bicycle detection equipment. Prior to issuance of the preliminary Certificate of Compliance, the applicant shall submit final equipment specifications to the CCC staff for review and approval. The CCC staff may seek comment from the town of Sandwich engineering staff regarding these specifications. Prior to issuance of any final Certificate of Compliance for either

Phase 1 or Phase 2, the new signal shall be constructed and be functionally and operationally complete.

Condition T16A. Prior to the issuance of any final Certificate of Compliance for either Phase 1 or Phase 2, the applicant shall make a payment to be held in escrow by CCC/Barnstable County to ensure the completion of the work as outlined in Condition T16B. The applicant shall submit an estimate for this escrow for review by the CCC staff and the Cape Cod Commission's Regulatory Committee at least 60 days prior to the request for any final Certificate of Compliance for either Phase 1 or Phase 2. The Regulatory Committee shall determine the amount of the escrow account prior to the issuance of the final Certificate of Compliance for each Phase 1 and Phase 2. Details regarding the escrow, such as escrow release to the applicant or other entity completing the work, shall be determined by the Regulatory Committee and CCC staff, in consultation with the applicant, during the review.

Condition T16B. At least six months following but prior to eighteen months subsequent to the issuance of the final Certificate of Compliance for Phase 1, the applicant shall hire a professional transportation engineering firm to review left turn traffic operations along Cotuit Road. The choice of firm is subject to written Cape Cod Commission staff approval. The review conducted by this engineering firm shall include turning movement counts at both Cotuit Road site access locations during peak hours (weekday and Saturday) as well as left turn lane warrant review. Traffic counts shall be conducted between May 1 and September 30. The applicant shall submit the study to CCC staff and town of Sandwich staff within six months of the completion of the traffic counts and within 24 months of the issuance of the final Certificate of Compliance for Phase 1. CCC staff and the town of Sandwich will consult with the applicant prior to making their determination whether left turn lanes are necessary. If CCC staff and town of Sandwich staff agree that left turn lanes are necessary based upon the data received from the consultant's study, the applicant shall construct left turn lanes as shown conceptually on plans *Phase 2 Improvements At Cotuit Road* by Rizzo Associates dated 11/17/05 and received by the CCC on 2/16/06. The plans may be modified by mutual agreement of the applicant, CCC staff, and town of Sandwich staff to include only a single left turn lane, or both. Within six months of issuance of written notification from the CCC staff that the left turn lanes are to be constructed, the applicant shall submit final design plans, traffic signal modifications for the north site drive / roadway intersection, and landscaping plans to CCC staff and town of Sandwich staff. Plan review shall include all of the applicable Conditions T9 through T15. Once written approval by CCC staff is issued, the applicant shall have one year to complete these modifications.

Condition T17A. Prior to issuance of the preliminary Certificate of Compliance, the applicant shall make a payment of $165,000 to be held in escrow by CCC/Barnstable County for required improvements to the intersection of Quaker Meetinghouse Road and Cotuit Road. The escrow amount paid by the applicant shall increase by a 3% annual rate, compounded monthly from the date of this decision until the escrow is delivered to the CCC. The escrow funds shall be returned to the applicant upon completion of the intersection upgrade as outlined in Condition T17B. If the improvements are not completed within four years of issuance of a final Certificate

of Compliance for Phase 1, CCC/Barnstable County may access part or all of the funds to be used to execute and/or complete the improvements outlined in Condition T17B.

Condition T17B. At least six months following but prior to eighteen months subsequent to the issuance of a final Certificate of Compliance for Phase 1, the applicant shall hire a professional transportation engineering firm to review traffic operations at the intersection of Quaker Meetinghouse Road and Cotuit Road. The choice of firm is subject to written Cape Cod Commission staff approval. This review shall include performing at least two 48 hour automatic traffic recorder counts, one on Quaker Meetinghouse Road and one on Cotuit Road, and at least one morning weekday, one afternoon weekday, and one Saturday peak hour turning movement counts at the intersection. Counts shall be performed between May 1 and September 30. These counts shall be sufficient to redesign intersection striping and signal control to account for traffic pattern changes and new pedestrian activation. Within six months of the completion of the traffic studies and within 24 months of the issuance of a final Certificate of Compliance for Phase 1, the applicant shall submit an intersection redesign plan that includes:

- Modification of pavement markings and signs on the northbound and southbound intersection approaches to accommodate lane use changes
- Modification of pavement markings appropriate to signalized crosswalks
- Installation of new traffic controller with new signal timing plan
- Installation of signal signage to accommodate new timing plan and MUTCD requirements
- Installation of pedestrian signal heads, posts, and pushbuttons for the north and east legs and all appropriate equipment, cables, conduit, markings, signage, etc. to make the pedestrian crossings functional and MUTCD compliant. All new hardware shall be decorative and painted a dark green if deemed appropriate by CCC staff and town of Sandwich staff.
- Installation of Emergency Vehicle Pre-emption System to meet town of Sandwich requirements
- Installation of wheelchair ramps as appropriate

The lane use configuration and signal timing shall be such that the intersection is forecast to operate at level-of-service D or better. This plan shall be subject to review by both CCC staff and town of Sandwich staff. Upon written acceptance of the plan by the CCC staff and town of Sandwich staff, the applicant shall perform the above work within one year of the date of acceptance.

Condition T18. Prior to issuance of the preliminary Certificate of Compliance by the CCC, the applicant shall submit final sign design and location plans for CCC staff review and written approval for directional signs on Cotuit Road northbound before Quaker Meetinghouse Road and on Quaker Meetinghouse Road westbound before Route 130 directing motorists to Route 6 via Quaker Meetinghouse Road and Route 130. The CCC staff may consult the town of Sandwich regarding the sign design

and location. Prior to the issuance of any final Certificate of Compliance by the CCC for either Phase 1 or Phase 2, the applicant shall install these signs.

Condition T19. Prior to the issuance of the preliminary Certificate of Compliance by the CCC, the applicant shall submit final design plans to the CCC staff for the offsite collector roadway (an extension of the on-site roadway) running from the project site to Quaker Meetinghouse Road. These plans shall cover modifications to Quaker Meetinghouse Road deemed as necessary by CCC staff and Town staff including a new eastbound left turn lane into the new roadway. The roadway shall be 26 feet in width with 11 foot travel lanes and 2 foot shoulders. The collector roadway shall also have a bituminous concrete sidewalk on one side, five feet in width, and separated from the road by a four foot wide grass strip. Plans shall also include re-vegetation along the roadway as necessary. The plans shall be subject to both CCC staff and town of Sandwich staff review and written approval by CCC staff. Prior to issuance of any final Certificate of Compliance by the CCC for either Phase 1 or Phase 2, the collector roadway and Quaker Meetinghouse Road turning lane shall be constructed and functionally and operationally complete and accepted by the town of Sandwich.

Condition T20. Prior to issuance of any final Certificate of Compliance by the CCC for either Phase 1 or Phase 2, but after substantial completion of site driveway modifications at the north and south site driveway and after substantial completion of the intersection of the new collector roadway and Quaker Meetinghouse Road, the applicant shall submit an updated signed and sealed letter from a Massachusetts registered Professional Engineer detailing sight distances at these three locations and certifying that the actual sight distances meet the American Association of State Highway Transportation Officials requirements for safe stopping sight distances.

Condition T21. Prior to issuance of any final Certificate of Compliance by the CCC for either Phase 1 or Phase 2, the applicant shall perform safety improvements at the intersection of Cotuit Road and Harlow Road/South Sandwich Road including clearing vegetation within the Town layout on the west side of Harlow Road and on the east side of South Sandwich Road to maximize visibility of the STOP signs on the intersection approaches; clearance of vegetation along Cotuit Road within the Town layout to maintain safe sight lines for traffic entering from the side streets; and replace the existing STOP bars with colored pavement sections to maintain visibility. The final Certificate of Compliance shall not be issued until CCC staff has received written notification from the town of Sandwich staff that this work has been satisfactorily completed.

Condition T22. In accordance with Finding G4, the total amount of on-site parking, including parallel parking along the collector roadway shall not exceed 425 spaces.

Condition T23. The applicant shall schedule all truck freight deliveries within its control outside of the peak travel hours of 7:00 AM to 9:00 AM and 4:00 PM to 6:00 PM weekdays and 10:00 AM to 1:00 PM on Saturdays. All truck deliveries within the applicants control shall use the new collector roadway, Quaker Meetinghouse Road, and Route 130 for access to the site instead of Cotuit Road.

Condition T24. To address traffic concerns in the Rectangle Way neighborhood pursuant to Finding T17, the applicant has agreed to conduct a traffic monitoring and traffic calming program in successive stages. Prior to the issuance of a final Certificate of Compliance by the CCC for either Phase 1 or Phase 2, the applicant shall make a payment to be held in escrow by CCC/Barnstable County for the completion of the work as outlined in 2a, 2b, 3a, 3b, 4a and 4b, below. The applicant shall submit an estimate for this escrow for review by the CCC staff and the Cape Cod Commission's Regulatory Committee at least 60 days prior to the request for any final Certification of Compliance for either Phase 1 or Phase 2. The amount of the escrow account shall be determined by the Regulatory Committee prior to the issuance of the Certificate of Compliance for either Phase 1 or Phase 2. Details regarding the escrow, such as escrow release to the applicant or other entity completing the work or release of partial or all escrow funds if the program is terminated, shall be determined by the Regulatory Committee and CCC staff, in consultation with the applicant, during the review. The traffic calming program is as follows:

1.a. Prior to issuance of the preliminary Certificate of Compliance, the applicant shall hire a professional transportation counting firm to conduct 24 hour automatic traffic counts on Anthony's Way and Rectangle Way. The applicant shall summarize the data and send a letter report with the raw data to the CCC staff.

1.b. Prior to issuance of any final Certificate of Compliance for Phase 1 or Phase 2, the applicant shall install a "Not a Through Way" sign on Rectangle Road facing Cotuit Road and on Anthony's Way facing Quaker Meetinghouse Road. This is the First Stage.

2.a. At least three months after the issuance of a final Certificate by the CCC for Phase 1 (but no later than nine months after issuance of the final Certificate of Compliance for Phase 1), the applicant shall hire a professional transportation counting firm to conduct 24 hour automatic traffic counts on Anthony's Way and Rectangle Way. The applicant shall summarize the data, compare it to previous data, and send a letter report with the raw data to the CCC staff and Town staff within three months of the completion of the traffic counts. In the report, the applicant shall make a recommendation as to whether the traffic calming program should continue to the next stage.

2.c. After consulting with neighborhood residents and based on the traffic report, the CCC staff (in consultation with Town staff) may recommend in writing that the Second Stage of traffic calming be instituted. If recommended, the applicant shall, within three months of written notification from CCC staff, submit design plans for the second stage to CCC staff and Town staff for review and written approval. Within nine months of the date of the written approval, the applicant shall install a "Do Not Enter" sign on Rectangle Way at Cotuit Road and construct a physical barrier such as a bump out on the southerly corner to enforce the circulation restriction. This is the Second Stage.

3.a. At least three months after the Second Stage is completed (but no later than nine months after the Second Stage is completed), the applicant shall hire a professional transportation counting firm to conduct 24 hour automatic traffic counts on Anthony's Way and Rectangle Way. The applicant shall summarize the data, compare it to previous data, and send a letter report with the raw data to the CCC staff and Town staff within three months of the completion of the traffic counts. In the report, the applicant shall make a recommendation as to whether the traffic calming program should continue to the next stage.

3.b. After consulting with neighborhood residents and based on the traffic counts, the CCC staff (in consultation with Town staff) may recommend in writing that the Third Stage of traffic calming be instituted. If recommended, the applicant shall, within three months of the date of the written notification from CCC staff, submit design plans for the third stage to CCC staff and Town staff for review and written approval. Within nine months of the date of the written approval, the applicant shall, implement turn restriction within the neighborhood to force drivers to take the longest route around Triangle Circle making the short cut less attractive. This is the Third Stage.

4.a. At least three months after the Third Stage is completed (but no later than nine months after the Third Stage is completed), the applicant shall hire a professional transportation counting firm to conduct 24 hour automatic traffic counts on Anthony's Way and Rectangle Way. The applicant shall summarize the data, compare it to previous data, and send a letter report with the raw data to the CCC staff and Town staff within three months of the completion of the traffic counts. In the report, the applicant shall make a recommendation as to whether the traffic calming program should continue to the next stage.

4.b. After consulting with neighborhood residents and based on the traffic counts, the CCC staff (in consultation with Town staff) may recommend in writing that the Fourth Stage of traffic calming be instituted. If recommended, the applicant shall, within three months of the date of the written notification from CCC staff, submit design plans for the fourth stage to CCC staff and Town staff for review and written approval. Within nine months of date of the written approval, the applicant shall install up to four speed humps or other traffic calming measure on neighborhood roadways. This is the Fourth and final stage.

By mutual agreement of the CCC staff and Town staff, this program may be terminated at any stage.

Condition T25. To partially meet the requirements of MPS 4.1.2.1, the applicant shall implement a travel demand management program for the development as outlined in section 5.3.1 of the *Traffic Impact and Access Study Proposed Mixed-Use Development*, dated August 2004 by Rizzo Associates. The program shall consist of:

1. Designation of a transportation coordinator for the entire development who shall be responsible for developing, promoting, and maintaining the program.

2. Provide on-site banking services and/or ATM machine.
3. Provide sidewalks throughout the site with connections to adjacent properties as shown on the site plan.
4. Install sidewalks, crosswalks, and traffic calming measures on Cotuit Road (as noted in the roadway plans).
5. Provide a secure area for bicycles (as noted earlier).
6. Reserve at least three parking spaces convenient to building entrances for employee carpool/vanpool parking.
7. Establish a bulletin board at the main supermarket building to promote alternative transportation and to aid in matching employees to carpools. This information shall be shared at least every three months with all on-site and neighboring off-site businesses.
8. Schedule truck deliveries to avoid peak traffic hours (as noted earlier).
9. Require development trucks to access the site by way of Quaker Meetinghouse Road, not Cotuit Road (as noted earlier).

Prior to the issuance of a final Certificate of Compliance for Phase 1 by the CCC, the applicant shall show compliance with 1 through 7 above.

Condition T26. To meet the requirements of MPS 4.1.2.1, the applicant shall restrict all development of one acre on the southeast corner of the site in the area shown on the plan *Proposed Retail Development Traffic Deed Restriction Plan* prepared by Appledore Engineering Inc. dated 2/16/06. The land shall be restricted in such a way to remove all further trip generation potential. Furthermore, the land shall be restricted such that it cannot be used to provide vehicular access to, from, or across the parcel subject to existing easement rights. Prior to issuance of the preliminary Certificate of Compliance by the CCC, the applicant shall submit draft language regarding the development restriction for CCC staff review and written approval. Prior to issuance of any final Certificate of Compliance by the CCC for either Phase 1 or Phase 2, the applicant shall provide proof of recording of the restriction to CCC staff.

Condition T27. Prior to the issuance of the final Certificate of Compliance by the CCC for Phase 2 (including retail buildings 5 and 6), the applicant shall install a bicycle rack capable of securing a minimum of five bicycles each at each building and shall install all sidewalks and crosswalks as required by condition T1 related to these buildings.

Condition T28. Per Finding T1 and for the purposes of transportation impacts only, the total building uses shall be limited as follows:

- 69,745 square feet maximum gross floor area of supermarket
- 16,000 square feet maximum gross floor area of general retail
- 4,125 square feet maximum gross floor area of walk-in and drive-thru bank
- 10,000 square feet maximum gross floor area of general office space

Due to the increased trip generation which would result in unmitigated traffic, the general office space is limited to uses which generate a total of 230 daily trips, 90 weekday afternoon peak hour (of trip generator) trips, and 10 Saturday peak hour trips based on the Institute of Transportation Engineer's *Trip Generation* manual, 7th ed. 2003, except in the event of a modification in which case the most current edition of the manual shall be used. Due to the increased trip generation which would result in unmitigated traffic, the general retail space is limited to uses which generate a total of 2,100 daily trips, 190 weekday afternoon peak hour (of trip generator) trips, and 265 Saturday peak hour trips based on the Institute of Transportation Engineer's Trips Generation manual, 7th ed. 2003, except in the event of a modification in which case the most current edition of the manual shall be used.

Hazardous Materials and Waste Management Conditions:

Condition HSW1. Development and/or re-development shall conform to and be governed by the definitions and standards of the 1996 RPP, including but not limited to the requirements of MPS 4.2.2.1, 4.2.2.2 and 4.2.2.3. Prior to issuance of any site development or re-development, and prior to the issuance of a building permit, the applicant shall provide for Commission staff review and approval, narratives, plans, inventories or other information to show consistency with MPS 4.2.2.1, MPS 4.2.2.2 and MPS 4.2.2.3 for the construction and post-construction project phases. The preliminary Certificate of Compliance shall not be issued by the Commission until the Commission receives the information required to be submitted per this condition, and approves it in writing as showing that the proposed project is consistent with this decision and the 1996 RPP unless an appropriate modification is obtained.

Condition HSW2: Prior to the issuance of the preliminary Certificate of Compliance, the applicant shall work to develop a system relative to the supermarket building whereby organic materials can be recycled/composted as an alternative to being disposed of as solid waste. Such alternative disposal methods include contracting with a local or regional organic/composting facility for the removal of organic waste materials, or having the applicant install a commercial composting machine that would allow the facility to compost organic wastes on site. The system shall also detail how organic materials will be both separated from the solid waste stream, and where specifically this organic material will be disposed of. If Building 1 is not a supermarket, this Condition shall be reviewed as part of a modification to the decision in accordance with the Cape Cod Commission DRI Enabling Regulations in effect on the date the modification is sought.

Condition HSW3. Prior to the issuance of the preliminary Certificate of Compliance, the applicant shall provide to staff a site plan indicating the location of recycling bins throughout Buildings 1, 2, 3, 4, 5, 6, and 7, as well as provide a narrative of the types of materials that the facilities will recycle. The site plan shall specifically denote those areas of the buildings where recycling containers for cardboard, glass and cans will be located.

Condition HSW4. Prior to the issuance of a preliminary Certificate of Compliance, the applicant shall document the types of construction demolition waste that will be

generated, how it will be stored on site, the manner by which it will be transported to a disposal facility and the facility where it will be disposed.

Heritage Preservation/Community Character Conditions:

Condition HPCC1. The project shall be constructed in accordance with the following plans:

Plan	Dated	Last Revised
Landscaping Plans C-5, C5A and C5B by Appledore Engineering	08/25/04	01/25/06
Proposed Elevation SK1 by Harriman Associates	09/09/05	
Proposed Elevation SK2 by Harriman Associates	08/10/05	
Proposed Elevations SK3, SK4, SK5, and SK6 by Harriman Associates	08/18/05	

Condition HPCC2. Prior to issuance of a preliminary Certificate of Compliance, the applicant may submit a request for a Modification in accordance with Section 12 of the DRI Enabling Regulations to incorporate the frontage building layout illustrated in Revised Frontage Concept #1. If Sandwich zoning bylaws are revised in a manner that permits the setback and layout illustrated, the Revised Frontage Concept #1 plan may be approved as a Minor Modification #1.

Condition HPCC3. Prior to issuance of a final Certificate of Compliance for Building 1, the frontage buildings (Buildings 2, 3, 4 and 7) shall receive a building permit from the town of Sandwich and shall be constructed and ready for occupancy. The final Certificate of Compliance for Buildings 1, 2, 3, 4 and 7 shall be issued at the same time.

Condition HPCC4. To the extent that the siting, elevations and landscaping of Buildings 1 through 7 require modification based on tenant needs, they shall be subject to Commission review through the Commission's modification process in accordance with Section 12 of the Cape Cod Commission DRI Enabling Regulations in effect on the date the modification is sought.

Condition HPCC5. A draft landscape maintenance contract that is consistent with Finding HPCC9 shall be submitted for staff review and approval prior to issuance of a preliminary Certificate of Compliance. The preliminary Certificate of Compliance shall not be issued until Cape Cod Commission staff written approval is obtained from CCC staff. An executed landscape maintenance contract consistent with the approved draft landscape maintenance contract shall be submitted to staff prior to installation of plant material and prior to issuance of the final Certificate of Compliance. If landscaping installed in Phase I of the project is damaged or dies as a result of construction in Phase II of the project, the applicant shall replace it in kind. If staff determines that the landscaping adjacent to Pizza By Evan has been damaged or is inadequate, the plantings specified on the approved Landscape Plan shall be installed prior to issuance of a final Certificate of Compliance. Plant

materials specified by this decision may be substituted with prior written approval of Commission staff.

Condition HPCC6. The irrigation system shall be designed and constructed consistent with Condition WR5. Prior to issuance of the preliminary Certificate of Compliance, the applicant shall submit design plans for the irrigation system for staff review and approval. The preliminary Certificate of Compliance shall not be issued until Cape Cod Commission staff written approval is obtained.

Condition HPCC7. If the local permit-granting boards permit one or both of the proposed pocket parks during local review, the applicant may seek a modification incorporating them. Modifications that are in accordance with the pocket park conceptual plans may be considered as a Minor Modification #1 and may be reviewed and approved by the Executive Director of the Cape Cod Commission.

Condition HPCC8. The applicant shall submit final landscaping plans for Cotuit Road including, at a minimum, the number, type and size of trees per town of Sandwich tree warden requirements and landscaping of all traffic islands which is subject to Commission staff review and approval for consistency with Condition T9 and Condition T13.

Condition HPCC9. Site development or re-development shall be in accordance with MPS 6.2.7 and Technical Bulletin 95-001. Prior to issuance of a final Certificate of Compliance for Phase 1 and Phase 2 by the Commission, and prior to issuance of any temporary or final Certificate of Use and Occupancy, Commission staff will conduct a field site visit to determine the exterior lighting design's consistency with MPS 6.2.7, this decision, and Technical Bulletin 95-001 for that Phase. The applicant shall submit information as necessary to allow Commission staff to determine if the project's exterior lighting design is consistent with MPS 6.2.7, this decision and Technical Bulletin 95-001. This shall include, at a minimum, the information specified in Section 3.0 of Technical Bulletin 95-001, except as such information may already have been provided by the applicant. The field site visit to be conducted by Commission staff shall include verifying foot-candle levels and conformance with Section 2.0 of Technical Bulletin 95-001. Until Commission staff conducts a field site visit, and issues a written approval of the exterior lighting design, a final Certificate of Compliance for that Phase shall not be issued by the Commission.

Condition HPCC10. The installation of billboards, off-site advertising (excepting approved directional signs) and internally lit or flashing signs shall be prohibited. In addition, any pylon or free-standing signs shall be down-lit in conformance with Technical Bulletin 95-001.

Condition HPCC11. The applicant shall complete all site work and on-site and off-site landscaping prior to issuance of the final Certificate of Compliance for each Phase.

If all required site work and/or other landscape improvements are not complete prior to issuance of a final Certificate of Compliance for that Phase, any work that is incomplete shall be subject to an escrow agreement of form and content satisfactory

to Commission counsel. The amount of the escrow agreement shall equal 150% of that portion of the incomplete work, including labor and materials, with the amount approved by the CCC Regulatory Committee. The escrow funds shall be payable to Barnstable County with the work approved by Commission staff prior to release of the escrow funds.

The Cape Cod Commission hereby approves the application of Cotuit Road LLC pursuant to Sections 12 and 13 of the Act, c.716 of the Acts of 1989, as amended for the proposed Sandwich Commercial Project located in Sandwich, MA.

Alan Platt, Chairman
Cape Cod Commission

3/23/06
Date

COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss 3/23, 2006

Before me, the undersigned notary public, personally appeared Alan Platt _____, in his/her capacity as Chairman of the Cape Cod Commission, whose name is signed on the preceding document, and such person acknowledged to me that he/she signed such document voluntarily for its stated purpose. The identity of such person was proved to me through satisfactory evidence of identification, which was [_] photographic identification with signature issued by a federal or state governmental agency, [_] oath or affirmation of a credible witness, or [✓] personal knowledge of the undersigned.

Gail P. Hanley
Notary Public
My Commission Expires: 10/13/11