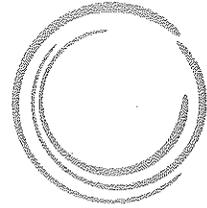


3225 MAIN STREET • P.O. BOX 226
BARNSTABLE, MASSACHUSETTS 02630



CAPE COD
COMMISSION

(508) 362-3828 • Fax (508) 362-3136 • www.capecodcommission.org

WAIVER CERTIFICATE

DATE: February 28, 2011

TO: Robert H. Ament, Esq.
Ament & Ament
39 Town Hall Square
PO Box 919
Falmouth, MA 02541-0919

FROM: Cape Cod Commission

RE: Teledyne Benthos

APPLICANT: Falmouth Economic Development & Industrial Corporation
OWNER: c/o Town Hall, Falmouth
59 Town Hall Square
Falmouth, MA 02540

PROJECT #: HDEX07014

PROJECT: Raymond Park Industrial Subdivision, Lot Reconfiguration
Edgerton Drive, Falmouth, MA

Amendment to:
Doc # 1,098,113
Doc # 1,152,584

<u>Map/Parcel</u>	<u>Lot/Plan</u>	<u>Cert. of Title</u>	<u>Reg. of Deeds Book/Page</u>
05-10-018-A004FEDIC	Lot 4 Land Court Plan 39506-B	170908	
05-10-019-002A Benthos	Lot 1 232/15		02549-0149
05-10-019-C000 FEDIC	233/39		20008-113

I hereby certify that Teledyne Benthos has met the objective criteria identified in Condition C-G8 of the August 21, 2008 Cape Cod Commission Development of Regional Impact (DRI) Hardship Exemption decision, as amended on September 27, 2010, pursuant to Option B, and that the proposed use is considered a qualified entity. This certification is made upon review of the letter of January 31, 2011 from Mr. Brian A. Currie, Falmouth Town Planner, on behalf of the

Falmouth Planning Board providing evidence that Teledyne Benthos meets the applicable criteria listed in Condition C-G8, as amended.

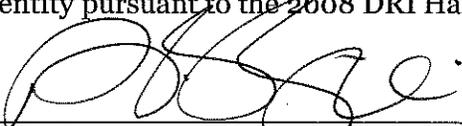
Specifically, the proposed use of Lot 9 or Lot 10 (shown on Exhibit A and Exhibit B respectively attached to this Certificate and incorporated by reference) by Teledyne Benthos satisfies the following requirements:

- 1) the use must have high average weekly wage as identified by the Executive Office of Labor & Workforce Development – Covered Employment and Wages – for the preceding twelve (12) months for the town of Falmouth (Publication ES202 so called);
- 2) the use is a small business (i.e. with less than 150 employees on site);
- 3) the use has a majority of year-round, full-time positions;
- 4) the use is not one categorically excluded from consideration (retail trade, transportation and warehousing, independent or assisted living facilities, and finance, insurance or real estate offices).

In accordance with Condition C-G8, the mitigation required pursuant to Condition C-W2 (a nitrogen offset of \$122,300) and Condition C-T2 (a trip generation offset of \$57,500) shall be waived only upon recording of this Certificate. All other conditions of the 2008 DRI Hardship Exemption decision, as amended, remain in full force and effect.

This Certificate is issued for Lot 9 or Lot 10 (shown on Exhibit A and Exhibit B respectively attached to this Certificate). This Certificate is applicable only for the use of Lot 9 or Lot 10 by Teledyne Benthos. Any subsequent change in use, change in entity using Lot 10, or sale of the lot shall require an additional certificate to be obtained in order to waive the mitigation required pursuant to the 2008 DRI Hardship Exemption decision, as amended.

This Certificate is for the sole purpose of certifying that Teledyne Benthos is considered a qualifying entity pursuant to the 2008 DRI Hardship Exemption decision, as amended.



Paul Niedzwiecki, Executive Director

2/28/11
Date

COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss

Feb. 28, 2011

Before me, the undersigned notary public, personally appeared Paul Niedzwiecki, in his capacity as Executive Director 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.

Paige R. Egan
Notary Public
My Commission Expires:

5/13/16

NOTES

ZONING DISTRICT: PU, LIA
 FLOOD HAZARD ZONE: 0
 ASSESSOR'S NUMBERS:
 05 10 018A004
 05 10 019C000
 05 10 019 002A

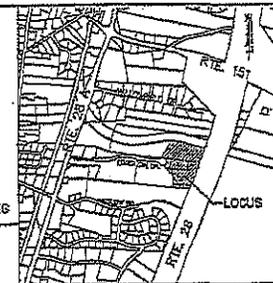
ZONING REQUIREMENTS

LIA ZONING DISTRICT:

MINIMUM LOT AREA 40,000 FT.²
 MINIMUM FRONTAGE 100 FT.
 MINIMUM LOT WIDTH 150 FT.
 MINIMUM FRONT YARD 60 FT.
 MINIMUM SIDE YARD 35 FT.
 MINIMUM SIDE YARD FOR PARKING LOT 15 FT.
 MAXIMUM LOT COVERAGE 40% BY STRUCTURES
 70% BY STRUCTURES,
 PAVING, AND PARKING

PU ZONING DISTRICT:

MINIMUM LOT AREA 45,000 FT.²
 MINIMUM FRONTAGE 100 FT.
 MINIMUM LOT WIDTH 150 FT.
 MINIMUM FRONT YARD 35 FT.
 MINIMUM SIDE YARD 10 FT.
 MINIMUM SIDE YARD FOR PARKING LOT NONE
 MAXIMUM LOT COVERAGE 40% BY STRUCTURES
 70% BY STRUCTURES,
 PAVING, AND PARKING



LOCUS MAP
 NOT TO SCALE

AT A MEETING OF THE FALMOUTH PLANNING BOARD HELD _____ IT WAS VOTED: "APPROVAL UNDER THE SUBDIVISION CONTROL LAW NOT REQUIRED."

I certify that this plan was made in accordance with the rules and regulations of the Registers of Deeds.

HOLMES AND McGRATH, INC.

MARY ELLEN STREETER
 Registered Professional
 Land Surveyor

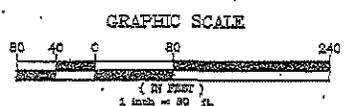
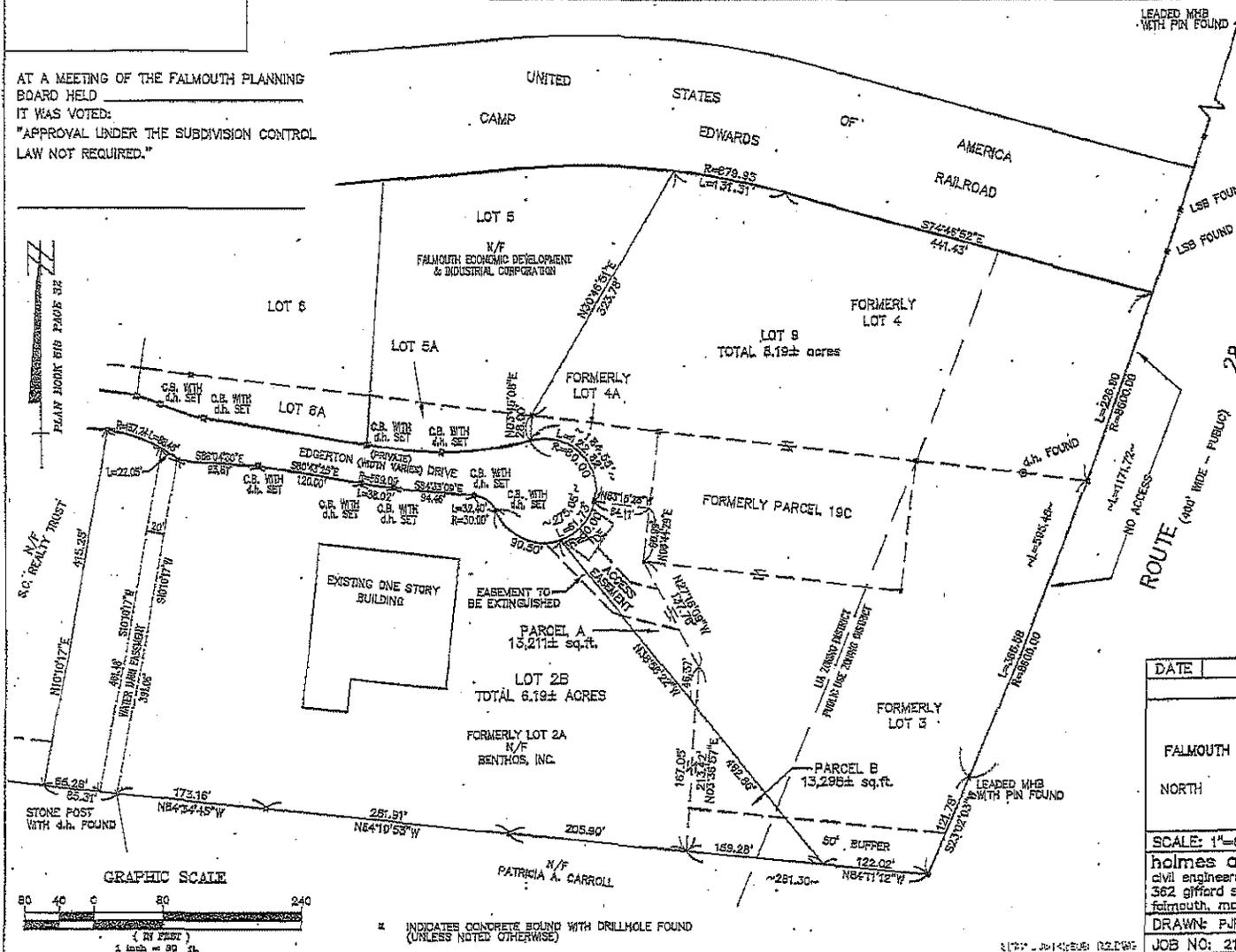
This survey and plan conform to the procedural and technical standards for the practice of Land Surveying in the Commonwealth of Massachusetts.

HOLMES AND McGRATH, INC.

MARY ELLEN STREETER
 Registered Professional
 Land Surveyor

Note: This plan is based on an on-the-ground instrument survey.

EXHIBIT A



* INDICATES CONCRETE BOUND WITH DRILLHOLE FOUND (UNLESS NOTED OTHERWISE)

DATE	DESCRIPTION	Drawn	Checked
REVISIONS			
PLAN OF LAND			
PREPARED FOR			
FALMOUTH Economic Development & Industrial Corporation			
IN FALMOUTH MA			
SCALE: 1"=80'		DATE: AUG. 27, 2010	
holmes and mcgrath, inc. civil engineers and land surveyors 362 gifford street (508) 548-3554 (PHONE) falmouth, ma. 02540 (508) 548-3672 (FAX)			
DRAWN: PJR, LAC		CHECKED:	
JOB NO.: 21016D	DWG. NO.: 73-4-2 Z1	SHEET 1 OF 1	

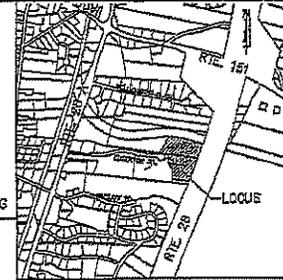
NOTES

ZONING DISTRICT: PU, LIA
 FLOOD HAZARD ZONE: C
 ASSESSOR'S NUMBERS:
 05 10 018A004
 05 10 019C000
 05 10 019 002A

ZONING REQUIREMENTS

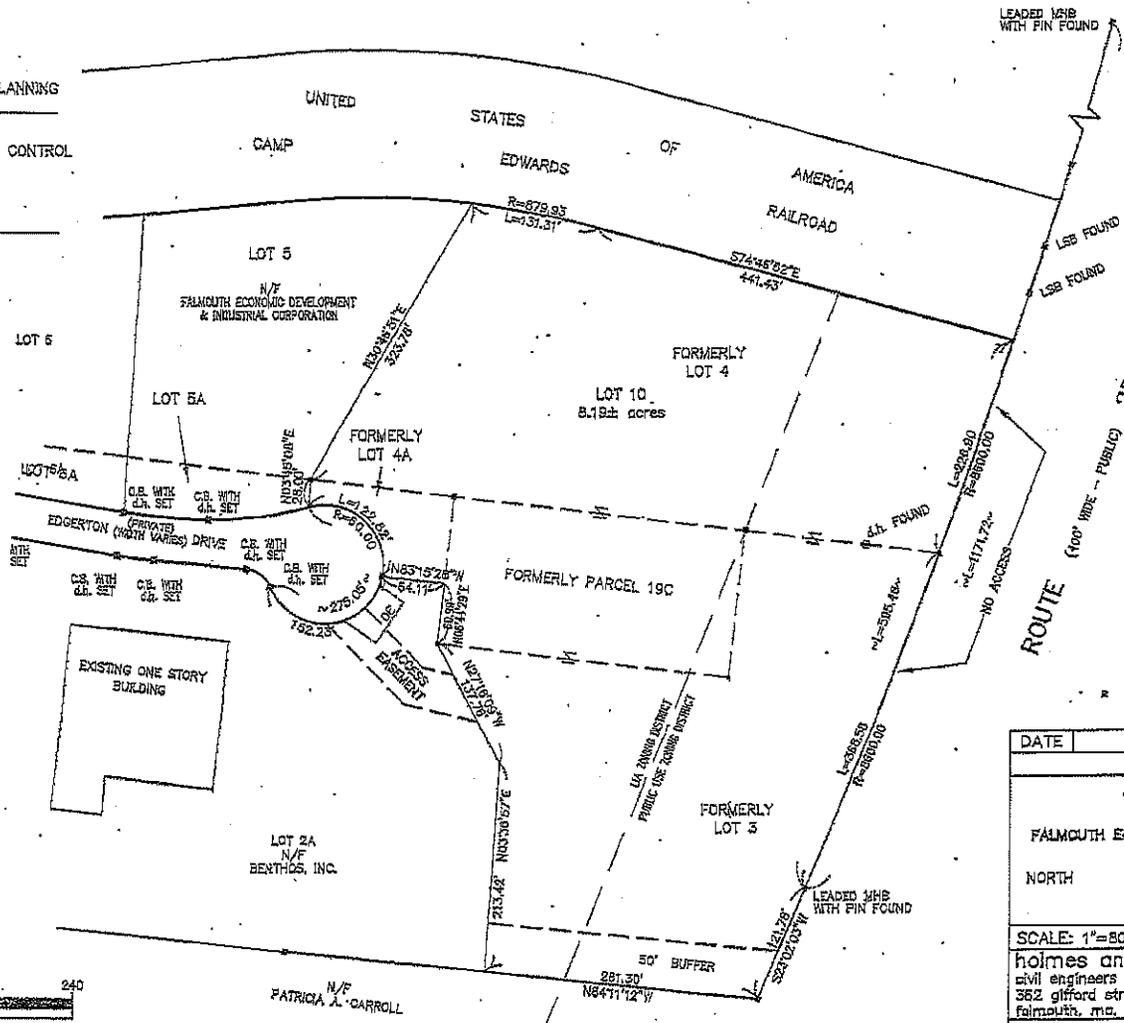
LIA ZONING DISTRICT:
 MINIMUM LOT AREA _____ 40,000 FT.
 MINIMUM FRONTAGE _____ 100 FT.
 MINIMUM LOT WIDTH _____ 150 FT.
 MINIMUM FRONT YARD _____ 50 FT.
 MINIMUM SIDE YARD _____ 35 FT.
 MINIMUM SIDE YARD FOR PARKING LOT _____ 15 FT.
 MAXIMUM LOT COVERAGE: _____
 40% BY STRUCTURES
 70% BY STRUCTURES,
 PAVING, AND PARKING

PU ZONING DISTRICT:
 MINIMUM LOT AREA _____ 45,000 FT.
 MINIMUM FRONTAGE _____ 100 FT.
 MINIMUM LOT WIDTH _____ 150 FT.
 MINIMUM FRONT YARD _____ 35 FT.
 MINIMUM SIDE YARD _____ 10 FT.
 MINIMUM SIDE YARD FOR PARKING LOT _____ NONE
 MAXIMUM LOT COVERAGE: _____
 40% BY STRUCTURES
 70% BY STRUCTURES,
 PAVING, AND PARKING



LOCUS MAP
NOT TO SCALE

"AT A MEETING OF THE FALMOUTH PLANNING BOARD HELD IT WAS VOTED: 'APPROVAL UNDER THE SUBDIVISION CONTROL LAW NOT REQUIRED.'"



I certify that this plan was made in accordance with the rules and regulations of the Registers of Deeds.

HOLMES AND McGRATH, INC.

MARY ELLEN STREETER
 Registered Professional Date
 Land Surveyor

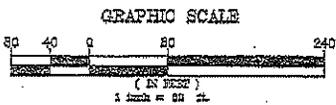
This survey and plan conform to the procedural and technical standards for the practice of Land Surveying in the Commonwealth of Massachusetts.

HOLMES AND McGRATH, INC.

MARY ELLEN STREETER
 Registered Professional Date
 Land Surveyor

Note: This plan is based on an on-the-ground instrument survey.

* INDICATES CONCRETE BOUND WITH DRILLHOLE FOUND (UNLESS NOTED OTHERWISE)



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holmes and mcgrath, inc.			
civil engineers and land surveyors			
382 glifford street (508) 548-3564 (PHONE)			
falmouth, ma 02540 (508) 548-9672 (FAX)			
DRAWN: FJR, LAD		CHECKED:	
JOB NO: 210160		DWG. NO.: 78-4-2 Z2	

EXHIBIT B