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

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

CAPE COD
COMMISSION

Date:	July 19, 2012
To:	Robert Ament, Esq. Ament Law Firm LLC 39 Town Hall Square P.O. Box 919 Falmouth, MA 02541-0919
From:	Cape Cod Commission
Re:	Development of Regional Impact Hardship Exemption Cape Cod Commission Act, Sections 12 and 13
Applicant/Owner:	Teledyne Instruments, Inc.
Project:	Teledyne Instruments Inc. - Expansion of 49 Edgerton Drive
Project #:	HDEX12018
Map/Parcel:	05 10 019 002A; 05 10 019C000; 05 10 018A004
Registry of Deeds Book/Page:	2549/149; 25367/244
Lot/Plan #:	Portion of Lot 1 Pl Bk 232, Pg 15; Lot 4 LC Plan 39506-B; Lot 19, Pl Bk 586, Pg 20

DECISION OF THE CAPE COD COMMISSION

SUMMARY

The Cape Cod Commission ("Commission") hereby approves with conditions, the application of Teledyne Instruments, Inc. (hereinafter "Teledyne" or the "Applicant") as a Development of Regional Impact (DRI) Hardship Exemption pursuant to Sections 12 and 13 of the Cape Cod Commission Act (Act), c. 716 of the Acts of 1989, as amended, for the construction of up to 44,850 s.f. of new commercial space for electronics manufacturing, research and development, and related offices, plus ancillary exterior storage and loading area, to be added to an existing 27,750 s.f. facility on Edgerton Drive in North Falmouth. This decision is rendered pursuant to a unanimous vote of the Commission on July 19, 2012.

PROJECT DESCRIPTION

BACKGROUND

The project is located at 49 and 0 Edgerton Drive, North Falmouth, Massachusetts. According to the application materials, Benthos, Inc. (Benthos) was founded in 1962 in North Falmouth where it began making oceanographic instruments for government markets. In 1985 Benthos imaging and acoustic equipment was used by a Woods Hole Oceanographic Institution team to discover the sunken remains of *Titanic*. Early in the 1990s Benthos expanded into the geophysical industry. Benthos products and systems are used in the search for offshore oil and gas deposits, as well as scientific research and environmental markets. Since 1971, TapTone, then a division of Benthos and now part of Teledyne, has developed and manufactured systems used for the inspection of seal integrity, leak detection, and vacuum and pressure levels for packages made of glass, metal or plastic. In 2006, Benthos was acquired by Teledyne Technologies Incorporated and became known as Teledyne Benthos. Webb Research, another Falmouth company engaging in the design and manufacture of oceanographic instrumentation, became part of Teledyne in 2008. By Articles of Merger effective January 1, 2012, the companies are now all part of Teledyne Instruments, Inc.

Currently Teledyne Instruments, Inc. ("Teledyne" or "Applicant") has employees at three locations in Falmouth. Teledyne owns Lot 2A, Lot 5, Lot 6 and Lot 10 in the Raymond Park Industrial Subdivision on Edgerton Drive in North Falmouth (see site plan attached to this decision as Exhibit A and incorporated by reference). Teledyne's predecessor, Benthos, Inc. acquired Lot 2A (49 Edgerton Drive) in 1967. Teledyne acquired Lot 6 in 2009. Teledyne acquired Lot 10 Edgerton Drive from the Falmouth Economic Development and Industrial Corporation (EDIC) in 2011 in order to maintain its business in Falmouth and to consolidate its operations. There are existing buildings on Lot 2A and on Lot 6.

On April 17, 2008, the Cape Cod Commission (Commission) issued a Development of Regional Impact (DRI) Exemption decision to Teledyne for a proposed 14,850 square foot (s.f.) addition to the existing 27,750 s.f. building on Lot 2A (49 Edgerton Drive) as well as a 3,626 s.f. open storage area and 858 s.f. loading ramp. The project was reviewed under the 2002 (revised) Regional Policy Plan. The Commission found that the location, character and environmental effects of the project prevented its having any significant impact on the resources, values and purposes protected by the Act outside of the Town of Falmouth. The approved addition has not been constructed and the decision remains in effect until 2017 with the benefit of the Permit Extension Act (See attached site plan for 2008 Teledyne decision attached to this decision as Exhibit B and incorporated by reference).

Teledyne acquired Lot 5 and Lot 10 from the Falmouth EDIC on April 7, 2011. Prior to Teledyne's acquisition of Lots 5 and 10 in 2008, the EDIC was granted a DRI Hardship Exemption on August 21, 2008 to divide Lot 10 into three lots and to erect as many as three buildings, of up to 10,000 s.f. each, one on each lot. In order to improve accessibility and marketability of the lots, the Commission found that granting hardship relief solely to qualifying entities from some of the Minimum Performance Standards of the RPP, as outlined in the 2008 decision was warranted in the issue areas of Water Resources, Open Space and Transportation for lots 3A, 4A and 4B as configured in the 2006 Preliminary Subdivision Plan. These were the only issue areas included in the 2008 Hardship Exemption decision.

The 2008 decision was modified for Lot 10 in 2010 to allow alternative development of one 30,000 s.f. building on Lot 10, combining Lots 3A, 3B and 4B (See Exhibit C attached to this decision and incorporated by reference). The modification type #2, dated September 27, 2010, also states that "in order for a use to be considered a 'qualifying entity' the following characteristics must be met:

1.) The use must have a 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;
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 following uses are categorically excluded from consideration: Retail trade, transportation and warehousing, independent or assisted living facilities, and finance, insurance and real estate offices.

Teledyne was granted a Waiver Certificate as a "qualifying entity" on February 28, 2011 by the Commission for the proposed use of Lot 10. Lot 10 abuts Lot 2A, and Teledyne now proposes to merge Lot 2A and Lot 10 into one 14.377 acre parcel. Teledyne requests a new DRI Hardship Exemption in substitution for the 2008 DRI Exemption decision (for Lot 2A) and the 2008 DRI Hardship Exemption decision, as modified (for Lot 10), to combine the allowed development so as to permit new construction not to exceed the 44,850 s.f. permitted by the previous decisions, and the 3,626 s.f. exterior area for ancillary storage and 858 s.f. for loading. Such construction is proposed in one or more new buildings and/or an addition to the existing Teledyne building on Lot 2A (see Exhibit D and Exhibit E attached to this decision and incorporated by reference).

PROPOSED PROJECT

Teledyne is proposing to construct a one-story addition of 30,250 s.f. on the east side of its existing 27,750 s.f. building. The Applicant is also requesting approval of either a 14,600 s.f. building to the north of the existing building (see Exhibit D), or two further additions to the west and east of the existing building (5,400 s.f. and 9,115 s.f. respectively) (See Exhibit E attached to this decision).

The 2008 DRI Hardship Exemption decision (as modified) allowed for up to 149 employees on Lot 10, and the 2008 DRI Exemption decision contemplated a building that, when expanded, would accommodate up to 175 employees on Lot 2A. Accordingly, the Applicant is currently proposing up to 324 employees on the proposed 14.377 acre parcel. In its Hardship Exemption Application, the Applicant suggests that where total development of 44,850 s.f. of new construction is already allowed without Cape Cod Commission review, "it would be a hardship for the Applicant to incur the expense and delay that would be necessitated to have a DRI review for projects that are within the scope of development previously approved under a DRI Exemption and a DRI Hardship Exemption."

PROCEDURAL HISTORY

The application for a Development of Regional Impact ("DRI") Hardship Exemption was received by the Commission on May 16, 2012 and additional materials were submitted in June and July 2012. The project qualifies as a DRI pursuant to Section 3(e)(ii) of the Commission's *Enabling Regulations* (Revised March 2011) as "additions to existing buildings that result in an increase greater than 10,000 square feet of Gross Floor Area." The DRI Hardship Exemption

application was deemed to be substantially complete to proceed to a public hearing in a letter dated June 26, 2012.

In accordance with the Cape Cod Commission Act, a duly noticed public hearing was held on the DRI Hardship Exemption on June 26, 2012 at 5:30 pm at the Falmouth Public Library Hermann Meeting Room, 300 Main Street, Falmouth, MA. The hearing was continued to July 19, 2012 at 3:00 PM at the Assembly of Delegates Chamber of the First District Courthouse in Barnstable. A hearing officer of the Cape Cod Commission reviewed a draft decision in a public meeting on July 10, 2012 at 10 AM at the Cape Cod Commission Office located at 3225 Main Street in Barnstable, MA.

A final public hearing was held before the full Cape Cod Commission on July 19, 2012. At the close of this hearing, the Commission voted unanimously to approve the project as a DRI Hardship Exemption, subject to conditions.

MATERIALS SUBMITTED FOR THE RECORD

TABLE 1: Materials Submitted for the Record

Materials from Cape Cod Commission	***Date Sent***
Email from Elizabeth Enos (EE) to Bob Ament (BA) re: electronic copy of application materials	5/22/12
Email from Kristy Senatori (KS) to BA re: application completeness	5/22/12
Email from EE to BA re: mailing labels	5/24/12
Email and letter from EE to BA re: application completeness	5/30/12
Email correspondence from EE to BA re: MHC filings	6/7/12
Email from KS to BA re: additional application material	6/13/12
Email correspondence from EE to Brian Currie (BC) re: Staff Report and compliance with local regulations	6/18/12
Email correspondence from EE to BA re: Natural Heritage filing	6/19/12
Email from EE to BA re: Transportation requirement	6/21/12
Email from EE to BA and BC with attached staff report	6/22/12
Email from EE to BA with attached email from BC re: consistency with local regulations	6/22/12
Letter from EE to BA deeming the application complete	6/26/12
PowerPoint presentation presented by CCC staff at 6/26 hearing and sign-in sheet	6/26/12
Email from EE to BA re: Solid Waste and Recycling	6/27/12
Email from Gail Hanley (GH) to Michael Palmer (MP), Falmouth Town Clerk with attached continued hearing notice	6/28/12
Email from EE to BC re: draft decision	6/28/12
Email from GH to MP with attached meeting notice	7/2/12
Email from EE to GB re: draft decision and public meeting	7/9/12
Email from EE to GB re: copies of application materials	7/9/12
Email from EE to BA and BC with attached 7/9 draft decision and exhibits	7/9/12
Email from Andrea Adams (AA) to EE re: compliance with MPS WM2.1 and 2.2	7/10/12

Revised draft decision dated 7/10 and reviewed at 7/10 public meeting	7/10/12
Email from EE to BA and BC with attached revised draft decision	7/12/12
Email from EE to BA re: draft decision	7/12/12
Email from John Harris to Julian Suso re: letter forwarded	7/18/12
Email from EE to BA with attached red-lined version of decision	7/19/12
Materials from Applicant	***Date Received***
Email from Gabriele Bruce to EE with attached pdfs of application materials	5/22/12
Email from Bob Ament to EE re: mailing labels	5/24/12
Email from BA to EE requesting the 2008 MHC filings	6/6/12
Email from GB to EE with additional application materials	6/15/12
Email from BA to EE with attached updated waste procedure	6/18/12
Email from BA to EE with attached NHESP filing	6/20/12
Email from BA to EE with attached transportation documents	6/21/12
Email from BA to EE re: additional materials that will be submitted	6/21/12
Email from BA to EE re: consistency with local zoning	6/22/12
Email from BA to EE with attached MHC response	6/22/12
Email from GB to EE with attached 2/1/11 mailing to Eladio Gore, Falmouth Building Commissioner re: zoning	6/25/12
Email from BC to EE and BA re: consistency with zoning	6/25/12
Email correspondence with attached Recycling and Solid Waste Management Plan submitted by BA	6/27/12
Email from BA to EE re: open space proposal	7/3/12
Email from GB to EE re: assessors data	7/5/12
Email from BA to EE with attached Waste Management Plan	7/5/12
Email from GB to EE re: copies of application materials	7/9/12
Email from BA to EE with attached landscaping plan and comments re: draft decision	7/10/12
Email from BA to EE re: suggested edits to draft decision	7/11/12
Email from Joel Kubick to EE with attached orthophoto of the site and pictures of existing and proposed conditions	7/11/12
Email from BA to EE re: draft decision	7/12/12
Materials from Public Agencies/Towns/State/Federal	***Date Received***
Letter from the Town Manager, Julian Suso, re: BOS vote	6/14/12
Email from Brian Currie (BC), Town Planner, re: Staff Report	6/18/12
Email from BC re: compliance with LCP, DCPCs and zoning	6/18/12
Email from BC to Bob Ament re: letter from Eladio	6/25/12
Email from BC revising comments re: consistency with zoning	6/25/12
Email from BC to EE re: draft decision	6/28/12
Email from BC to EE re: public meeting and decision	7/9/12
Email from BC to EE re: thanks	7/9/12
Email from BC to EE re: draft decision	7/10/12
Email from BC to EE re: thanks	7/12/12
Letter in support of the project from Julian Suso	7/18/12

TESTIMONY

June 26, 2012 Public Hearing
Kristy Senatori, Chief Regulatory Officer with the Cape Cod Commission, acted as a hearing officer and opened the hearing at 5:30 PM on June 26, 2012 and read the hearing notice aloud. Elizabeth Enos, Regulatory Officer with the Commission presented the Staff Report in a PowerPoint presentation. Attorney Robert Ament, representing the applicant, presented an overview of the project and requested hardship relief on behalf of the Applicant. Mr. Julian Suso, Town Manager for the Town of Falmouth, spoke in favor of the project. Mr. Keith McLaughlin, abutter to the proposed project, discussed concerns about light and sound from the proposed project. The hearing was adjourned at 6:10 PM.

July 10, 2012 Public Meeting
Kristy Senatori, Chief Regulatory Officer with the Cape Cod Commission, acted as a hearing officer and reviewed the draft DRI Hardship Exemption decision page by page in a public meeting.

JURISDICTION

The application for a Development of Regional Impact ("DRI") Hardship Exemption was received by the Commission on May 16, 2012. The project qualifies as a Development of Regional Impact (DRI) pursuant to Section 3(e)(ii) of the Commission's *Enabling Regulations* (Revised March 2011) as "additions to existing buildings that result in an increase greater than 10,000 square feet of Gross Floor Area."

FINDINGS

The Commission has considered the DRI Hardship Exemption application of Teledyne Instruments, Inc. for the for the proposed construction of up to 44,850 s.f. of new commercial space for electronics manufacturing, research and development, and related offices, plus ancillary exterior storage and loading area, to be added to an existing 27,750 s.f. facility on Edgerton Drive in North Falmouth. 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

GF1. As the date of the first substantive public hearing was June 26, 2012, this project was reviewed subject to the 2009 Regional Policy Plan (RPP), as amended in May 2011.

GF2. The project location is 49 and 0 Edgerton Drive in North Falmouth, MA. The site is zoned light industrial.

GF3. Teledyne Instruments, Inc. (the Applicant) proposes to construct a one-story addition of 30,250 s.f. on the east side of its existing 27,750 s.f. building and either (a) a 14,600 s.f. building to the north of the existing building (See Exhibit D), or (b) two further additions to the west and east of the existing building (5,400 s.f. and 9,115 s.f. respectively)(See Exhibit E).

GF4. On April 17, 2008, the Cape Cod Commission (Commission) issued a Development of Regional Impact (DRI) Exemption decision to Teledyne for a proposed 14,850 square foot (s.f.) addition to the existing 27,750 s.f. building on Lot 2A (49 Edgerton Drive)

as well as a 3,626 s.f. open storage area and 858 s.f. loading ramp. The project was reviewed under the 2002 (revised) Regional Policy Plan. The Commission found that the location, character and environmental effects of the project prevented its having any significant impact on the resources, values and purposes protected by the Act outside of the Town of Falmouth.

GF5. On August 21, 2008 the Commission issued a DRI Hardship Exemption decision to the Falmouth Economic Development and Industrial Corporation, which was modified in 2010 to allow for one 30,000 s.f. building on Lot 10 and grant hardship relief to "qualifying entities" in the issue areas of Transportation, Water Resources and Open Space.

GF6. Teledyne was granted a Waiver Certificate as a "qualifying entity" on February 28, 2011 by the Commission for the proposed use of Lot 10.

GF7. The Commission adopts the June 25, 2012 written testimony of Mr. Brian Currie, Falmouth Town Planner, which states that "but for Site Plan Review by the Planning Board the project is consistent with local zoning."

GF8. The Commission adopts the resolution passed by the Town of Falmouth Board of Selectmen on June 11, 2012 and finds that the location of the proposed project is consistent with both the goals of the Town's Commission-certified local comprehensive plan as well as the Town's capital facilities and infrastructure planning.

GF9. As the project is not located in a District of Critical Planning Concern, the Commission finds that the project is consistent with this criterion.

GF10. The Commission finds that the probable benefit of the project is greater than the probable detriment of the proposed project. Probable benefits of the proposed project include existing and new high paying year-round jobs in an emerging marine sciences industry, local town support for the proposed project, no probable detriment to water resources, transportation and natural resources, a positive economic impact and a better overall land use.

GF11. The Commission finds that the project will be constructed in accordance with the following plan set:

- Site Plan, Grading, Drainage, Septic System & Utilities, Prepared by Holmes & McGrath, dated May 14, 2012, Progress Sheet 1 of 10;
- Floor plan of proposed building for Teledyne Benthos, Prepared by ConServ, dated April 10, 2012
- Elevations Plan of Proposed Building for Teledyne Benthos, Prepared by ConServ, dated May 11, 2012;
- Proposed Building for Teledyne Benthos, Prepared by ConServ, dated May 5, 2012, Sheet Title: Furniture Plan, Sheet & Job #: F-1 594
- Proposed Building for Teledyne Benthos, Prepared by ConServ, dated June 5, 2012, Sheet Title: Exterior Elevations, Sheet & Job #: 594
- Proposed Building Expansion, Prepared by Holmes & McGrath, dated June 12, 2012

- Sketch Plan of Teledyne Instruments, Inc., Prepared by Holmes & McGrath, dated May 23, 2012 and June 19, 2012
- Site Plan prepared for Teledyne Instruments, Inc.: Grading, Drainage & Utilities, Prepared by Holmes & McGrath, Sheet 1 of 3, dated June 12, 2012
- Site Plan prepared for Teledyne Instruments, Inc.: Drainage Details, Prepared by Holmes & McGrath, Sheet 2 of 3, dated June 12, 2012
- Site Plan prepared for Teledyne Instruments, Inc.: Drainage Details, Prepared by Holmes & McGrath, Sheet 3 of 3, dated June 12, 2012

GF12. The Commission finds that the Applicant has met the burden of proving that a hardship exists in complying with the Minimum Performance Standards (MPS) of the Regional Policy Plan as outlined in Findings AHF2 and 3, NRF6, TF9, 10, 11, 13, 16, 17 and 19, WRF8, and EF1 and 2, and that desirable relief from the standards may be granted without substantial detriment to the public good and without nullifying or substantially derogating from the intent or purpose of the Act. The Commission further finds that the relief granted relates directly to the nature of the identified hardship and is the minimum relief necessary to address the hardship.

Land Use

LUF1. The Town of Falmouth does not have a Land Use Vision Map, and as such, the Commission finds that MPS LU1.1 does not apply.

LUF2. The Commission finds that the compact development footprint of the proposed project will be a more efficient use of land than the previously proposed development and is therefore consistent with the RPP land use goal for compact growth and resource protection, and MPS LU1.2.

LUF3. The proposed development is located in an industrial subdivision with sufficient infrastructure to support the proposed land use consistent with MPS LU2.1.

LUF4. The Commission finds that as the project is not proposing a telecommunications facility, MPS LU2.2 does not apply.

LUF5. As the proposed development is located in an industrial park and is not adjacent to rural landscapes or lands in agricultural production, the Commission finds that MPS LU3.1 and LU3.2 do not apply to the proposed development.

Affordable Housing

AHF1. The Commission finds that there were no Affordable Housing mitigation requirements as part of the 2008 DRI decisions; however, as the Hardship Exemption application is being reviewed under the 2009 Regional Policy Plan, there are Affordable Housing mitigation requirements for commercial DRI's under AH Goal 3. The Commission finds that the applicable Minimum Performance Standards include the mitigation standard (MPS AH3.1) and the redevelopment/change of use credit (MPS AH3.5).

AHF2. The Commission finds that Teledyne is classified as an "Other" use under MPS AH3.1 for the purpose of calculating affordable housing mitigation. The Commission finds that using the projected number of 140 additional employees in the additional 44,850 square feet of new development for the calculation of employment density and used North American Industry Classification System (NAICS) code 3345

(Navigational, Measuring, Electro-medical, and Control Instruments Manufacturing) to calculate the percentage of above and below average wage jobs in accordance with Technical Bulletin #10-001 (Guidelines for Calculation of Mitigation for DRIs in "Other" Category for MPS AH3.1), the amount of the affordable housing mitigation required under MPS AH3.1 would be $228,286.

AHF3. The Commission finds that there was no affordable housing mitigation required under the 2008 DRI decisions and Teledyne is proposing to construct the 44,850 square feet of additional space permitted under those DRI decisions. Additionally, Teledyne was certified as a "qualifying entity" for the purpose of waiving the nitrogen and trip generation mitigation offsets in the 2008 DRI decisions. Furthermore, Teledyne Benthos' 2011 average wage was approximately $59,780 and the 2010 County average wage was $39,156. Based on the above listed factors, the Commission finds that requiring affordable housing mitigation would involve substantial hardship, financial or otherwise, and that a waiver of the affordable housing mitigation could be granted without substantial detriment to the public good and without nullifying or substantially derogating from the intent or purpose of the Act and is the minimum relief necessary to address the hardship.

AHF4. The Commission finds the remaining MPS under the Affordable Housing section of the 2009 RPP, as amended, do not apply to the proposed project.

Natural Resources / Open Space

NRF1. The Commission finds that the site is located within a Significant Natural Resource Area (SNRA) due to the presence of mapped rare species habitat, specifically Eastern box turtle habitat.

NRF2. The Commission finds that the Applicant filed a plan dated August 3, 2011 with the Natural Heritage and Endangered Species Program (NHESP), and has provided a copy of the NHESP conditional "no take" letter issued September 1, 2011. The NHESP letter required several conditions placed on the project, including the establishment of a limit of work line, the preservation of 4.76 acres of open space, and re-filing with NHESP should plans change. As a portion of the additional development is proposed outside of the NHESP-approved limit of work, on June 20, 2012, the Applicant submitted supplemental information to NHESP, along with current plans (see Exhibit F attached to this decision) to determine whether conditions on the project will change (including location, configuration, and amount of open space), and in order to assist the Commission in determining the project's consistency with MPS WPH1.4.

NRF3. The Commission finds that the Applicant's Natural Resources Inventory (NRI) of the project site dated October 9, 2007 and prepared by LEC Environmental Consultants, Inc., complies with MPS WPH1.1. The Commission further finds that as conditioned by NHESP, the project is consistent with MPS WPH1.2 and 1.3.

NRF4. The Commission finds that based on the NRI provided by the Applicant, there are no vernal pools, invasive species or wetlands on the site, and as such, MPS WPH1.5 and 1.6 and MPS WET1.1, 1.2, 1.3 and 1.4 do not apply to the proposed project.

NRF5. The Commission finds the 2008 Teledyne DRI Exemption decision stated that the project "will not impact wildlife habitat of regional significance," due to the limited

development footprint of the proposed project within previously developed areas, and as such, the project was not required to provide open space mitigation as part of that decision. The Commission further finds that the 2008 EDIC Hardship Exemption decision granted hardship relief for the open space mitigation associated with the 23 acre subdivision previously owned by the Falmouth EDIC and Lot 10 of the current proposal was included in the 23 acres subject to the previous EDIC decision.

NRF6. The Commission finds that pursuant to the 2009 RPP as amended in May 2011, due to the site's location within a Significant Natural Resource Area, the current open space requirement is twice the total area of new proposed development, pursuant to MPS OS1.3. The Commission finds that the applicant is proposing to permanently protect 5.16 acres of open space on the site as shown on the plan titled "Sketch Plan of Teledyne Instruments, Inc.," dated 6/19/12 (attached to this decision as Exhibit F). As the previous 2008 decisions granted relief from the open space requirement, the Commission finds that requiring additional open space mitigation would involve substantial hardship, financial or otherwise, and that a waiver of additional open space under MPS OS1.3 can be granted without substantial detriment to the public good and without nullifying or substantially derogating from the intent or purpose of the Act.

NRF7. The Commission finds that the proposed project shall be conditioned to require the Applicant to comply with the requirements of the NHESP to protect Eastern box turtle habitat on this site.

NRF8. The Commission finds that the project has been designed to cluster development away from sensitive resources and to maintain corridors of wildlife habitat, consistent with MPS OS1.1 and OS1.4.

NRF9. The Commission finds MPS OS1.2, 1.5, 1.6, 1.7 and 1.8 do not apply to the proposed project.

Heritage Preservation and Community Character

HPCCF1. The Commission finds that the project is consistent with HPCC1.1, HPCC1.2 and HPCC1.3 because the proposed project is located outside of any historic districts, because there are no historic structures or cultural landscapes on the site, and based on a June 21, 2012 determination from the Massachusetts Historical Commission that the project was unlikely to affect significant historic or archaeological resources.

HPCCF2. The Commission finds that the project is consistent with HPCC2.1, HPCC2.2, and HPCC2.3 because the proposed development does not meet the RPP definition of strip development; nor does the development result in any changes to the adjacent regional roadway; nor does it adversely impact scenic or visually sensitive areas.

HPCCF3. The Commission finds that the proposed 30,250 square-foot, single-story addition to the existing building is consistent with HPCC2.4, 2.5, 2.6 and 2.7 because the proposed project is located in an industrial park where the use of non-traditional materials, forms and site designs are permitted provided adequate buffers are maintained to screen views from scenic views or regional roadways. The Commission finds that the site is located in an industrial area to the east of Route 28A and to the west of Route 28, both of which are major regional roads and the development is unlikely to be visible from Route 28A due to the presence of existing structures,

topography and vegetation and that the development site is also buffered from Route 28 to the rear by proposed protected open space that will retain its natural vegetative cover.

HPCCF4. The Commission finds that as conditioned, the proposed future 14,600-square-foot building to the north of the site, or two further additions to the west and east of the existing building (5,400 s.f. and 9,115 s.f. respectively) are also likely to be consistent with HPCC2.4, 2.5, 2.6 and 2.7 because they are also located in an industrial park where the use of non-traditional materials, forms and site designs are permitted and that they are unlikely to be visible from Route 28A due to the presence of existing structures, topography and vegetation and proposed protected open space. The Commission finds that because the 2008 Hardship Exemption decision, as modified, allows as an option the construction of a 30,000 square foot building on the undeveloped portion of the property without further community character review by the Cape Cod Commission, that conditioning the decision to require that plans for these future expansions be submitted for Commission staff review and approval prior to obtaining a building permit is appropriate.

HPCCF5. The Commission finds that the project is consistent with HPCC2.8 as the plans show that parking is located to the side and rear of the proposed addition and the future expansions to the existing facility. The Commission also finds that although some of the parking may be located in front of the future building site located to the north of the site, that additional clearing would be needed to locate the parking to the side or rear of the future structure and would therefore have an adverse or detrimental impact on environmental or visual features on the site. The Commission further finds that maintaining the existing natural buffering at the site provides an alternative means of minimizing environmental or visual impacts of the proposed parking, and as such, the project complies with MPS HPCC2.8.

HPCCF6. The Commission finds that as conditioned, the proposed project is consistent with HPCC2.9 that requires landscape improvements for redevelopment, HPCC2.10 which requires the submittal of a landscape plan, and HPCC2.11 which sets standards for site lighting and exterior building lights. The Commission finds that because the 2008 Hardship Exemption decision, as modified, allows as an option the construction of a 30,000 square foot building on the undeveloped portion of the property without further landscaping or lighting review by the Cape Cod Commission, that conditioning the decision to require that landscape and lighting plans be submitted for Commission staff review and approval prior to obtaining a building permit is appropriate.

HPCCF7. The Commission finds that MPS HPCC2.12, 2.13 and 2.14 do not apply to the proposed project.

Transportation

TF1. The Commission finds that the transportation impact of the combined development will not be greater than the impact of the two separate approved projects as detailed in the 2008 DRI Exemption and the 2008 DRI Hardship Exemption (as modified).

TF2. The expected trip generation of this project is based on information contained in the Institute of Transportation Engineers (ITE) Trip Generation, Eighth Edition, 2008 and is shown in Table 1 below, consistent with MPS TR0.1.

Table 1 – New Trip Generation Estimates

Time Period	Trip Generation* for 44,850 s.f.
Weekday Daily	523 trips
Morning peak hour	67 trips
Evening peak hour	67 trips

*ITE LUC 760, Research and Development Center

TF3. The Commission finds that all necessary approvals and permits from federal, state and/or local government agencies for transportation mitigation or DRI site access and egress shall be obtained and copies submitted to the Commission prior to issuance of a Preliminary Certificate of Compliance in order to comply with MPS TR0.3.

TF4. The Commission finds that the June 21, 2012 Employee Trip Reduction Plan provided by the Applicant meets the requirements of MPS TR2.10 and that the Applicant shall demonstrate compliance with this plan prior to issuance of a Final Certificate of Compliance.

TF5. The Commission finds that the standard of review for transportation safety impacts is 25 or more new peak hour trips through a high crash location. A high crash location is defined as a location where three (3) or more crashes have occurred for three (3) consecutive years. The Commission finds that this project would likely generate more than 25 new peak hour trips through the regional intersection of Route 28A/Route 151. According to the Massachusetts Department of Transportation crash records this intersection has experienced an average of fewer than three (3) crashes per year during the most recent three (3) years on record (2006-2008). As such, the Commission finds that this development will not cause degradation in safety and complies with MPS TR1.1, 1.2 and 1.3.

TF6. The existing building currently has two driveways on Edgerton Drive. Edgerton Drive connects to Route 28A, which is a regional road as defined in the Regional Policy Plan. The Applicant proposes to retain both driveways. As both driveways are located on the secondary road (Edgerton Drive), the Commission finds that the two (2) driveways can be retained and comply with MPS TR1.4.

TF7. The Commission finds that human-made objects such as signage, utility poles and boxes, and lighting to service the proposed project shall be located to minimize visual obstruction and possible safety conflicts for the traveling public in order to comply with MPS TR1.6.

TF8. The Commission finds that the Applicant has minimized adverse impacts on the adjacent road system and accommodated all users in compliance with MPS TR1.7.

TF9. The Commission finds that the Applicant has provided acceptable sight distances at all access and egress locations in compliance with MPS TR1.8. The applicant has

submitted an employee trip reduction plan (dated June 12, 2012) in compliance with MPS TR2.10. However, the employee trip reduction plan will not offset twenty-five percent of the expected site generated trips as required by MPS TR2.1. However, the Commission finds that reducing twenty-five percent of the site generated trips pursuant to MPS TR2.1 would involve a significant hardship, financial or otherwise and relief may be granted without substantial determent to the public good and without nullifying or substantially derogating from the intent or purpose of the Act.

TF10. The Commission finds that providing interconnections pursuant to MPS TR2.3 to adjacent industrial type uses at the end of a cul-de-sac would have limited value and would involve substantial hardship, financial or otherwise, and that relief may be granted without substantial determent to the public good and without nullifying or substantially derogating from the intent or purpose of the Act.

TF11. The Commission finds that providing an estimate of the number of trips reduced through the proposed employee trip reduction plan pursuant to MPS TR2.5 would involve substantial hardship, financial or otherwise, and that relief may be granted without substantial determent to the public good and without nullifying or substantially derogating from the intent or purpose of the Act.

TF12. The Commission finds that the construction of a bus stop, turn-out or bus shelter as part of the proposed project is not appropriate as the development is located at the end of a cul-de-sac, and as such the project complies with MPS TR2.6.

TF13. The Commission finds that accommodating the needs of bicyclists, pedestrians, and other non-automobile users at this site pursuant to MPS TR2.7 would involve a substantial hardship, financial or otherwise, as the site is located at the end of a cul-de-sac in an industrial park, and as such, relief may be granted without substantial detriment to the public good and without nullifying or substantially derogating from the intent or purpose of the Act.

TF14. The Commission finds that the proposed development complies with MPS TR2.8 as it is unnecessary to provide frontage along the cul-de-sac at the property to accommodate a multi-use path.

TF15. The Commission finds that the proposed development complies with MPS TR2.9, as the Applicant is proposing the minimum number of parking spaces required by the Town of Falmouth.

TF16. The Commission finds that providing Level of Service analysis pursuant to MPS TR3.1 and a traffic study pursuant to MPS TR3.3 would involve substantial hardship, financial or otherwise, as the development is located at the end of a cul-de-sac, and that relief may be granted without substantial detriment to the public good and without nullifying or substantially derogating from the intent or purpose of the Act. The Commission further finds that the relief granted is the minimum necessary to address the hardship.

TF17. Consistent with the 2008 EDIC DRI Hardship Exemption (as modified), fair-share transportation impact mitigation payment have been estimated based on other projects using the Cape Cod Commission Guidelines for Transportation Impact Assessment Technical Bulletin 96-003, revised January 9, 2003, Part 2 – Fair Share

Overview and Methodology. Based on the average cost of previous projects, the fair-share cost of transportation impacts can be assessed based on either daily or peak hour impacts. The cost to mitigate transportation impacts per peak hour is $5,000 per peak hour trip. The cost to mitigate transportation impacts per daily trips is $500 per daily trip. For the development impacts outlined in Table 1, the Commission finds that the fair share cost to mitigate the transportation impacts would be $261,500 ($500 x 523 trips) pursuant to MPS TR3.4.

TF18. The Commission finds that the 2008 EDIC DRI Hardship Exemption provided a waiver of the $305,500 congestion mitigation payment for the originally proposed 15,000 s.f. of Medical-Dental and 15,000 s.f. of Research and Development. The September 27, 2010 Minor Modification Type #2 of this decision added an option, "Option B", for 30,000 s.f. of Manufacturing with a congestion mitigation payment of $57,500 that was also waived. The Commission further finds that the 2008 DRI Exemption decision for the 14,850 s.f. of Teledyne expansion included no congestion mitigation payment.

TF19. As the transportation impact of the combined development will not be greater than the impact of the two separate approved projects as detailed in the 2008 DRI Exemption and the 2008 EDIC DRI Hardship Exemption (as modified), the Commission finds that requiring congestion mitigation pursuant to MPS TR3.4 would involve substantial hardship, financial or otherwise, and that a waiver of the transportation mitigation can be granted without substantial detriment to the public good and without nullifying or substantially derogating from the intent or purpose of the Act.

TF20. The Commission finds that MPS TR0.2, 0.4, 0.5, 1.5, 1.9, 2.2, 2.4, 2.11, 2.12, 2.13, 2.14, 3.2, 3.5, 3.6, 3.7, 3.8, 3.9, 3.10, 3.11, 3.12, 3.13, 3.14, 3.15 and 3.16 do not apply to the proposed project.

Waste Management

Hazardous Waste

WMF1. The Commission finds that the proposed development is not located in a Wellhead Protection Area or Potential Public Water Supply Area, and as such, MPS WM1.1, 1.2, 1.3 and 1.4 do not apply.

WMF2. The Commission finds that based on the application information submitted on 5/16/12, the company manufactures packages and ships machines and technology products from its existing facility. These activities generate hazardous wastes including waste petroleum distillates, waste corrosives, lead solder, methyl ethyl keytone, methylene chloride, and fluorescent lamps.

MPS WM1.5 requires that *"[a]ny development or redevelopment that uses, handles, generates, treats, or stores Hazardous Waste..."* shall be in compliance with the state's Hazardous Waste regulations and specifies three items be provided to show compliance with this requirement for purposes of Commission review: 1) notification or registration with the Massachusetts Department of Environmental Protection, 2) a written plan to manage the Hazardous Waste, 3) a signed disposal contract with a registered, licensed company.

WMF3. The Commission finds that the *12/15/11 Notification of Hazardous Waste Activity Form* submitted by the Applicant and sent to the Department of Environmental Protection which indicates that the company is registered as a Very Small Quantity Generator of hazardous waste addresses MPS WM1.5, subpart 1.

The Commission further finds that the Teledyne Instruments Regulated Waste Procedure Document No. 291-009, effective June 4, 2012, submitted by the Applicant on June 18, 2012 is consistent with the requirements of MPS WM1.5, Subpart 2 in that it provides a written plan to manage the company's Hazardous Wastes. This document is also consistent with MPS WM1.5, Subpart 3 in that Clean Venture, Inc. (NJ) and Enpro Services (Newburyport, MA) are listed on the Massachusetts Department of Environmental Protection's (DEP) list of Hazardous Waste Transporters dated March 16, 2011 as available via the DEP website. As such, the Commission finds the proposed project is consistent with MPS WM1.5.

Solid Waste

WMF4. MPS WM2.1 requires that *"[d]evelopment and redevelopment projects shall address the disposal of construction waste..."* and that *"a plan shall be provided to demonstrate how the applicant proposes to handle solid wastes, construction and demolition waste and recyclable materials currently categorized by the* [DEP] *as a waste ban material."* MPS WM2.2 describes the requirements of a construction and demolition (C&D) waste management plan. The Commission finds the application materials submitted on behalf of Teledyne on July 6, 2012 are consistent with MPS WM2.1 and 2.2.

WMF5. MPS WM2.3 requires a post-construction waste and recyclables management plan. The Commission finds that the September 8, 2011 copy of Teledyne's Environmental Management System (EMS) manual submitted by the Applicant on May 16, 2012, which includes a commitment by the company to follow the reduce, reuse and recycling philosophy in evaluating processes and products, along with The Recycling and Solid Waste Management Plan, Document 191-003 submitted by the Applicant on June 27, 2012 meets the requirements of MPS WM2.3.

WMF6. MPS WM2.4 addresses food-waste recycling and requires in part that *"a post-construction management plan shall be provided by those developments (primarily supermarkets) generating significant amounts of food wastes to demonstrate how an Applicant will recycle organic materials."* The Commission finds that as the project would not generate more than 225 tons of compostable waste per year, MPS WM2.4 does not apply to the proposed project.

Water Resources

WRF1. The Commission finds that under the 2008 EDIC Hardship Exemption decision, up to $122,300 in mitigation was calculated for 30,000 s.f. of development on Lot 10 as an offset for project nitrogen loads to nitrogen sensitive coastal waters. The offset is intended for the development of nitrogen management strategies by the Town of Falmouth for the affected watershed.

WRF2. The Commission finds that no nitrogen mitigation was required for the 14,850 s.f. addition allowed pursuant to the 2008 Teledyne Exemption decision.

WRF3. The Commission finds that according to the RPP, the proposed combined lot is located in a Marine Water Recharge Area (MWRA) for Wild Harbor. Information published by the U.S. Geological Survey indicates that the project is located in the Rands Canal/Harbor watershed. The Massachusetts Estuaries Project (MEP) will resolve the watershed boundaries when the MEP publishes the technical reports for these coastal systems.

WRF4. The Commission finds that according to verbal communication from the Falmouth Health Agent David Carignan on July 10, 2012, the project site and abutting properties within 400 feet are connected to the public water supply and such properties are not permitted to rely on private wells for potable water supply and as such, the Commission finds that MPS WR1.2 does not apply to the proposed development.

WRF5. The Commission finds that the project is not located in a Wellhead Protection Area. As such, Water Resources Section 2 does not apply. The Stormwater Management Report (dated June 14, 2012) and Site Plans (dated June 12, 2012) depicting Grading, Drainage, Septic System & Utilities for the currently proposed 44,765 s.f. expansion of the existing facility appear to illustrate low-impact stormwater designs that are consistent with RPP requirements. The referenced plan also illustrates a septic layout. The Commission finds that the project shall be conditioned to require submittal of detailed septic design plans and specifications and bid level construction plans for staff review and approval prior to construction.

WRF6. The Commission finds that in order to comply with MPS WR1.5, the Applicant shall submit a turf and landscape management plan pursuant to MPS HPCC2.10 that incorporates water conservation measures including the use of native and drought resistant plantings and the use of drip irrigation, and minimizes the amount of pesticides and chemical fertilizers.

WRF7. The Commission finds that nitrogen loading calculations submitted with the DRI application indicate that the proposed construction of 44,765 s.f. gross floor area will not have greater nitrogen loading impacts than the two (2) projects previously approved by the Commission. Both the 2008 DRI Exemption and DRI Hardship Exemption proposals were approved in consideration of a finding that development under each proposal would not exceed the 5-ppm-N nitrogen loading limit in part because project wastewater would be treated by a DEP-approved denitrifying septic system. The current proposed DRI Hardship Exemption indicates that a denitrifying septic system will be used to treat Title 5 wastewater flows of up to 5,824 gallons per day (gpd) from all development on the combined lots and the referenced nitrogen loading calculations indicate that the project will meet the 5 ppm-N nitrogen loading limit in compliance with MPS WR1.1.

WRF8. The Commission finds that requiring nitrogen offset mitigation pursuant to MPS WR3.2 presents a substantial hardship, financial or otherwise, and that a waiver may be granted without substantial detriment to the public good and without nullifying or substantially derogating from the intent or purpose of the Act. Further, a waiver of the nitrogen offset mitigation is consistent with the previously approved decisions and is the minimum relief necessary to address the hardship.

WRF9. The Commission finds that MPS WR1.3, 1.4, 2.2, 2.3, 2.4, 2.5, 2.6, 3.1, 3.3, 3.4, 3.5, 3.6, 4.1 – 4.3, 5.1 – 5.5, 6.1 – 6.9 do not apply to the proposed project.

Energy

EF1. The Commission finds under the 2009 RPP (as amended May 20, 2011), the applicable MPS for Energy include a redevelopment energy audit (MPS E1.1), ENERGY STAR certifiable (MPS E1.2), energy efficient building envelope design standards (MPS E1.3), and on-site renewable energy generation (MPS E1.5).

EF2. The Commission finds that as there was no energy review required for the two prior 2008 EDIC Hardship Exemption and 2008 Teledyne DRI Exemption decisions, and as no changes are proposed for the use and size (s.f.) of the development reviewed and approved under those 2008 DRI decisions, compliance with the energy requirements of the RPP would involve substantial hardship, financial or otherwise, and that a waiver of the 2009 RPP Energy Minimum Performance Standards can be granted without substantial detriment to the public good and without nullifying or substantially derogating from the intent or purpose of the Act.

Economic Development

EDF1. MPS ED1.1 requires that development be located in Economic Centers, Industrial Service Trade Areas, or Village centers. The Commission finds that as Falmouth does not have a Land Use Vision Map, the Applicant must meet the waiver standard, MPS ED1.3.

EDF2. MPS ED1.2 states that "Industrial and Service Trade Areas (ISTAs) shall be reserved for light industry, warehousing, business-to-business wholesale, research and development facilities, and other uses related to the development, production, and/or distribution of goods. For towns without a Land Use Vision Map, all DRIs shall meet the waiver requirements under ED1.3." The subject site is located in an industrial park and the project meets the description of research and development facility that would appropriately be located in an ISTA. However, since the Town does not have a Land Use Vision Map, the Commission finds that the Applicant must meet the waiver criteria under ED1.3.

EDF3. Under MPS ED1.3, the Applicant must demonstrate that a redevelopment project meets two (2) waiver criteria in order to waive ED1.1 and ED1.2. The Commission finds that the proposed project, as enlargement of an existing structure, is redevelopment and meets the following waiver criteria under MPS ED1.3:

Emerging Industry Cluster – The project is designed to and will accommodate a business or businesses within the region's Emerging Industry Clusters, which include marine sciences and technology; arts and culture; information and related technology; renewable and clean energy, and education and knowledge-based industries or other high-skill, high-wage, knowledge-based business activity.

Teledyne is a marine sciences enterprise designing and manufacturing oceanographic instruments. The average salary of the current 184 full-time employees is $60,000 based on a total payroll of over $11 million in 2011.

Municipal Endorsement – The location of the project outside of a designated Economic Center, Industrial and Service Trade Area, or Village as identified on the

Regional Land Use Vision Map is endorsed through a resolution from the selectmen or town council of the town(s) in which the project is located. The resolution should state that the proposed location is consistent with both the goals of the town's Local Comprehensive Plan as well as the town's capital facilities and infrastructure planning or plan.

In a letter dated June 14, 2012 Julian Suso, Town Manager for the Town of Falmouth wrote: "During its meeting on Monday, June 11, 2012, the Falmouth Board of Selectmen unanimously adopted the following resolution:

"The Board of Selectmen has reviewed the application for a Hardship Exemption under Section 23 of the Cape Cod Commission Act of Teledyne Instruments, Inc. for its proposed construction of up to 44,850 square feet of new commercial space to be located at 49 Edgerton Drive, Falmouth, and hereby votes and resolves that, pursuant to Section ED1.3 of the Cape Cod Regional Policy Plan, revised May 20, 2011, the proposed location is consistent with both the goals of the Town's local comprehensive plan as well as the Town's capital facilities and infrastructure planning.'"

The Commission finds that this letter satisfies the Municipal Endorsement waiver criteria under MPS ED1.3.

EDF4. As the Applicant has satisfied two waiver criteria under MPS ED1.3, the Commission finds that the project is consistent with MPS ED1.1 and ED1.2.

EDF5. The Commission finds that the proposed development does not eliminate or significantly impair the current and future function of working agricultural land, working waterfronts and harbors, fin- and shellfishing grounds, and recreational areas as it is located in an industrial park and located adjacent to Route 28, and as such, complies with MPS ED1.4.

EDF6. As the proposed development does not involve Class III gaming or the development of infrastructure and/or capital facilities, the Commission finds that MPS ED2.1 and ED4.1 do not apply.

CONCLUSION

Based on the above findings, the Commission hereby concludes:

1. That the probable benefit of the proposed project is greater than the probable detriment.

2. That upon satisfaction of the conditions identified in this decision and with the specified relief granted, the proposed project is consistent with the 2009 (as amended) Regional Policy Plan.

3. The project is consistent with Falmouth's Local Comprehensive Plan and its local development by-laws/ordinances provided the Applicant obtains Site Plan Review by the Planning Board.

4. The project is not located in a District of Critical Planning Concern and therefore can be considered to be consistent with this criterion.

CONDITIONS

The Commission hereby approves, with conditions, the DRI Hardship Exemption application of Teledyne Instruments, Inc. for the proposed expansions to their existing building located at 49 and 0 Edgerton Drive in North Falmouth, MA provided the following conditions are met:

General Conditions

GC1. This decision is valid for a period of seven (7) years and local development permits may be issued pursuant hereto for a period of seven (7) years from the date of this written decision.

GC2. The applicant shall obtain all necessary federal, state, and local permits for the proposed project.

GC3. The Applicant shall seek and obtain Site Plan Review from the Town of Falmouth Planning Board.

GC4. Failure to comply with all conditions stated herein, and with all related statutes and other regulatory measures, and remain in compliance herewith, shall be deemed cause to revoke or modify this decision.

GC5. No development work, as the term "development" is defined in the Cape Cod Commission 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.

GC6. All development shall be constructed in a manner consistent with the following plans and other information:

- Site Plan, Grading, Drainage, Septic System & Utilities, Prepared by Holmes & McGrath, dated May 14, 2012, Progress Sheet 1 of 10;
- Floor plan of proposed building for Teledyne Benthos, Prepared by ConServ, dated April 10, 2012
- Elevations Plan of Proposed Building for Teledyne Benthos, Prepared by ConServ, dated May 11, 2012;
- Proposed Building for Teledyne Benthos, Prepared by ConServ, dated May 5, 2012, Sheet Title: Furniture Plan, Sheet & Job #: F-1 594
- Proposed Building for Teledyne Benthos, Prepared by ConServ, dated June 5, 2012, Sheet Title: Exterior Elevations, Sheet & Job #: 594
- Proposed Building Expansion, Prepared by Holmes & McGrath, dated June 12, 2012
- Sketch Plan of Teledyne Instruments, Inc., Prepared by Holmes & McGrath, dated May 23, 2012 and June 19, 2012
- Site Plan prepared for Teledyne Instruments, Inc.: Grading, Drainage & Utilities, Prepared by Holmes & McGrath, Sheet 1 of 3, dated June 12, 2012
- Site Plan prepared for Teledyne Instruments, Inc.: Drainage Details, Prepared by Holmes & McGrath, Sheet 2 of 3, dated June 12, 2012

- Site Plan prepared for Teledyne Instruments, Inc.: Drainage Details, Prepared by Holmes & McGrath, Sheet 3 of 3, dated June 12, 2012

Any deviation to the proposed project from the approved plans, including but not limited to changes to the design, location, or other site work, shall require approval by the Cape Cod Commission through its modification process, pursuant to the Commission's *Enabling Regulations*. The Applicant shall submit to the Commission any additional information deemed necessary to evaluate any modifications to the approved plans. Changes to the approved plans required as part of Site Plan Review by the Town of Falmouth Planning Board shall be deemed a Minor Modification Type 1 and shall be approved by the Executive Director or his/her designee pursuant to Section 13(c)(i) of the Commission's *Enabling Regulations*.

GC7. Prior to the issuance of a Building Permit for development, the Applicant shall obtain a Preliminary Certificate of Compliance from the Commission that states that all conditions in this decision pertaining to issuance of a Preliminary Certificate of Compliance / Building Permit have been met. Such Certificate of Compliance shall not be issued unless all conditions connected to the Preliminary Certificate of Compliance have been complied with.

GC8. Prior to the issuance of a Certificate of Use/Occupancy, the Applicant shall obtain a Final Certificate of Compliance from the Commission that states that all conditions in this decision pertaining to issuance of a Final Certificate of Compliance/ Certificate of Use/Occupancy have been met. Such Certificate of Compliance shall not be issued unless all conditions connected to the Final Certificate of Compliance have been complied with.

GC9. The Applicant shall notify Commission staff in writing at least thirty (30) calendar days prior to its intent to seek each Preliminary and each Final Certificate of Compliance. Such notification shall include a list of key contact(s), along with their telephone numbers, mailing addresses, and email addresses, for questions that may arise during the Commission's compliance review. Commission staff shall complete an inspection under this condition, if needed, and inform the Applicant in writing of any deficiencies and corrections needed. The Commission has no obligation to issue any Certificate of Compliance unless and until all conditions are complied with.

GC10. The Applicant agrees to allow Commission staff to enter onto the property, which is the subject of this decision, after reasonable notice to the Applicant, for the purpose of determining whether the conditions contained in this decision including those required prior to issuance of the Preliminary and Final Certificates of Compliance have been met.

Natural Resources / Open Space

NRC1. The Applicant shall comply with the requirements of the NHESP to protect Eastern box turtle habitat on this site as detailed in the September 1, 2011 letter from NHESP to Teledyne Benthos, Inc (and as may be amended by the NHESP), including:

1. Prior to the start of work, the applicant shall provide proof of recording a Declaration of Restriction for the "Open Space" area shown on the Plan. The Open Space area shall include all habitat located outside of the approved Limit of Work on the site. Please note that the Declaration of Restriction submitted with

the MESA Checklist is approved but any proposed changes to this document, other than typographical, shall be approved in writing by the Division [of Fisheries and Wildlife] prior to recording.

2. All work shall be encompassed by the Limit of Work and occupy an area no greater than 4.78 acres (greater than 4.95 acres as shown on Exhibit F). Any changes to the Limit of Work shall be pre-approved in writing by the NHESP.
3. Prior to the start of work, the boundaries of the Open Space area shall be permanently monumented by a licensed surveyor and a report shall be sent to the NHESP. This report shall provide details of monumentation materials, locations of monuments, and a final plan illustrating the limits of the Open Space area and an approximate acreage for this area.
4. The applicant shall fully implement the NHESP-approved turtle protection plan prepared by LEC (dated 8/4/2011). Prior to the start of work, the Limit of Work shall be enclosed with a turtle barrier. Prior to the start of work, the entire area within the Limit of Work shall be searched for turtles by a NHESP-approved turtle biologist in accordance with the turtle protection plan. Turtle sweeps shall be conducted prior to October 1 unless approved in writing by the NHESP.
5. The applicant shall provide the NHESP with 1 week written notification of the commencement of work.

NRC2. In order to demonstrate compliance with the open space requirements of the RPP and the NHESP conditions referenced above, prior to the issuance of a Preliminary Certificate of Compliance, the applicant shall provide the Commission with a conservation restriction consistent with Massachusetts General Laws Chapter 184, Section 31 – 33 and accompanying plan (attached to this decision as Exhibit F) which provides that 5.16 acres shall be preserved as permanent open space. The restriction, grantee, and site plan shall be provided for review and approval by Commission counsel, and shall be executed and recorded at the Barnstable County Registry of Deeds or Registry District of the Land Court. Proof of recording shall be provided to the Commission prior to issuance of a Final Certificate of Compliance.

Heritage Preservation and Community Character

HPCCC1. Prior to issuance of a Preliminary Certificate of Compliance for all future expansions shown on the plans titled "Site Plan Grading, Drainage, Septic System and Utilities" dated March 23, 2012 or the future building shown on the plan titled "Sketch Plan of Teledyne Instruments, Inc." dated May 23, 2012, the applicant shall submit building elevations and roof plans for Commission staff review and approval. All elevations shall be dimensioned and include materials to be used.

HPCCC2. Prior to issuance of a Preliminary Certificate of Compliance for either the proposed 30,250 square-foot addition shown on plans titled "Site Plan" dated June 12, 2012 or the future expansions shown on the plans titled "Site Plan Grading, Drainage, Septic System and Utilities" dated March 23, 2012 or the future building shown on the plan titled "Sketch Plan of Teledyne Instruments, Inc." dated May, 23 2012, the applicant shall submit a landscape plan showing the number, planted size and species of all landscaping for Commission staff review and approval consistent with MPS WR1.5 and HPCC2.10, as well as a lighting plan consistent with MPS HPCC2.11.

Transportation

TRC1. All necessary approvals and permits from federal, state and/or local government agencies for transportation mitigation or DRI site access and egress shall be obtained

and copies submitted to the Commission prior to issuance of a Preliminary Certificate of Compliance in order to comply with MPS TR0.3.

TRC2. Human-made objects such as signage, utility poles and boxes, and lighting to service the proposed project shall be located to minimize visual obstruction and possible safety conflicts for the traveling public in order to comply with MPS TR1.6.

TRC3. The Applicant shall demonstrate compliance with the June 21, 2012 Employee Trip Reduction Plan provided by the Applicant pursuant to MPS TR2.10 prior to issuance of a Final Certificate of Compliance.

Water Resources

WRC1. The Applicant shall submit detailed septic design plans for a DEP-approved denitrifying septic system for Commission staff review and approval prior to issuance of a Preliminary Certificate of Compliance. Title 5 wastewater design flows shall not exceed 5,824 gpd. The Applicant shall submit the final septic system permit to the Commission upon approval by the Falmouth Board of Health.

WRC2. The Applicant shall submit detailed specifications and bid level construction plans for Commission staff review and approval prior to issuance of a Preliminary Certificate of Compliance. The plans shall detail grading, drainage structures and construction sequencing that ensures erosion controls that comply with MPS WR7.9. Prior to issuance of a Preliminary Certificate of Compliance, and to ensure compliance with MPS WR7.10, a revised Stormwater Management Report shall be submitted for staff review and approval. The report shall be certified by a PE licensed in the State of Massachusetts that the stormwater system is designed to meet minimum specifications required by the Minimum Performance Standards under RPP Section WR7. The report shall include an Operation and Maintenance Plan that identifies the responsible party, provides contact information, and contains a schedule for inspections and maintenance.

WRC3. In accordance with MPS WR 7.10, "[o]*ne year from completion of the system, a Professional Engineer shall inspect the system and submit a letter* [for Commission staff review and approval] *certifying that the system was installed and functions as designed.*"

SUMMARY

The Cape Cod Commission hereby approves with conditions the application of Teledyne Instruments Inc., as a DRI Hardship Exemption as outlined in this decision pursuant to Sections 12 and 13 of the Act, c. 716 of the Acts of 1989, as amended.

John Harris, Commission Chair

19 July 2012
Date

COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss July 19, 2012

Before me, the undersigned notary public personally appeared John Harris, in his capacity as Chairman of the Cape Cod Commission, whose name is signed on the preceding document, and such person acknowledged to me that he 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:
9-28-18

GAIL P. HANLEY
Notary Public
COMMONWEALTH OF MASSACHUSETTS
My Commission Expires
September 28, 2018