



CAPE COD COMMISSION

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E-mail: frontdesk@capecodcommission.org

DATE: December 14, 2000

APPLICANT: C. Talanian Realty Co., Inc.
176 Newbury Street
Boston, MA 02116

PROJECT: SouthCape Village
Route 28 & Donna's Lane
Mashpee, MA

PROJECT #: CCC #TR97007

RE: Development of Regional Impact
Cape Cod Commission Act, Sections 12 & 13

Lot/Certificate/Book & Page:
Lot 3- 32122c, 33848, 475431, 1164450
Lot 2- 32122c, 33848 475432 116540
Lot 1- 33792, 3866, 035

Owner: Lots 3 & 2 Chatal Realty Trust
Lot 1 Chatal Associates

Former Drew Property:
Lot 2- 11696, page 144, Charles Talanian
Lot 3- 11696, page 142, Charles Talanian

DECISION OF THE CAPE COD COMMISSION

SUMMARY

The Cape Cod Commission (Commission) hereby **approves with conditions** the application of C. Talanian Realty Co., Inc. 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 SouthCape Village project in Mashpee, MA. The decision is rendered pursuant to a vote of the Commission on December 14, 2000.



PROJECT DESCRIPTION

The applicant proposes an Outlet Center/Shopping Mall of approximately 160,000 sq. ft. located on a site of +25 acres on Route 28 in the C-I Business Zone in the Town of Mashpee. The project is considered to be redevelopment under the Regional Policy Plan (RPP) since the site is currently used for Dick & Ellie's Flea Market and a miniature golf course. More than half of the site vegetation has been disturbed with a considerable amount of the land area now used for parking. The proposed project is located within a "Growth/Activity Center" as designated in the certified Mashpee Local Comprehensive Plan. Part of the project is located within a Significant Natural Resource Area (SNRA), as mapped by the Commission, and is within the Mashpee River watershed. The Outlet Center/Shopping Mall proposes to be comprised of nine buildings ranging in size from 5,000 to 25,000 sq. ft., providing for up to 35 stores. Some restaurant uses will be included in the retail mix. The proponent proposes the use of an Amphidrome System for wastewater treatment; other nitrogen-reduction proposals include vegetated wetlands and biofiltration swales. The applicant proposes Open Space to be provided both on site and off site.

JURISDICTION

The above-referenced project qualifies as a Development of Regional Impact (DRI) under Section 3(e) of the DRI Enabling Regulations as commercial development that involves "new construction with a gross floor area greater than 10,000 square feet."

PROCEDURAL HISTORY

The applicant filed an Environmental Notification Form (ENF) in November, 1996 for a 102,000 sq. ft. commercial center and miniature golf course. The original Certificate from the Secretary of Environmental Affairs was issued on December 23, 1996 for a project of approximately 102,000 sq. ft. and required an Environmental Impact Report (EIR). As the project required the preparation of an EIR, the applicant agreed to proceed with a joint Development of Regional Impact (DRI) / Massachusetts Environmental Policy Act (MEPA) review pursuant to a Memorandum of Understanding between the Cape Cod Commission and the Executive Office of Environmental Affairs.

A subsequent Notice of Project Change was submitted for an increase in the proposed project size to 160,000 sq. ft. for a community shopping center or a factory outlet center, both intended to include a miniature golf course. A Certificate was issued by the Secretary on January 23, 1998 which reiterated that an Environmental Impact Report be required. The miniature golf course was subsequently eliminated from the project. The applicant submitted a Draft Environmental Impact Report with the Executive Office of Environmental Affairs, (MEPA) Unit, and the Cape Cod Commission on April 16, 1999. An

extension on the comment period was granted by MEPA to June 7, 1999 with a Certificate issued by MEPA on June 14, 1999. The issues for further analysis and review were established by MEPA in this Certificate.

The project proponent submitted a Final Environmental Impact Report (FEIR) with the Commission and the MEPA Unit on February 14, 2000. A Public Hearing was held on March 16, 2000 to receive testimony on the FEIR. The Secretary of Environmental Affairs issued a Certificate on March 31, 2000 which stated that "the Final Environmental Impact Report (EIR) submitted on this project adequately and properly complies with the Massachusetts Environmental Policy Act (M.G.L. c 30, ss. 61-62H) and with its implementing regulations (301 CMR 11.00)." The project then continued through Cape Cod Commission Development of Regional Impact review.

Materials Submitted for the Record:

TALANIAN FILE #1

Extension Agreement, June 23, 1997
Hearing Notice, July 9, 1997
Extension Agreement, June 15, 1998
Hearing Notice, May 26, 1999
Hearing Notice, June 17, 1999

Application submittals from Petitioner:

Site Plan
Environmental Notification Form, November 15, 1996
Trip Generation Summary
USGS maps, November 15, 1996
Status Report, November 30, 1997
Letter to Secretary Coxe from Donald Megathlin, December 15, 1997
Community Character Report
DRI Wildlife Habitat Assessment, Sabatia Environmental, Inc., January 16, 1998
Status Report, November 30, 1997
Letter to Dorr Fox and Gay Wells, February 3, 1998
Preliminary Site Plan, December 15, 1997
Letter to Paul S. Tilton from Ronald Muller, February 13, 1998
Letter to Gay Wells from Don Megathlin, March 11, 1998
Letter to D. Fox and G. Wells from Don Megathlin, March 26, 1998
Addendum 3: MHC Project Notification Form, April 4, 1998
Development Proposal, June 8, 1998
Letter w/plans to Sharon Rooney from Mary LeBlanc, June 10, 1998
Landscape designs, June 10, 1998
Meeting minutes (summary), January 20, 1999
Proposed Intersection Plan, March 9, 1999
Copy of check for \$16,000, April 12, 1999
Letter to Margo Fenn from Don Megathlin, April 15, 1999
Letter to Sharon Rooney from Mary LeBlanc, May 13, 1999
Existing Conditions Plan, November 2, 1997

Plan of Land in Mashpee, June 25, 1996
Open Space Diagram, June, 8, 1998
Memo to Gay Wells from Don Megathlin, May 17, 1999
Response to Local Outreach, May 26, 1999

Correspondence from Petitioner:

Letter Gay Wells from Attorney Kevin Kirrane, January 24, 1997
Directional Distribution Plan
Letter to Robert Mumford from Kevin Kirrane, July 23, 1997
Memo to Gay Wells from Don Megathlin, September 16, 1997
Status Report, November 30, 1997
Fax to Gay Wells from Don Megathlin, December 15, 1997
Letter to Secretary Coxe from Donald Megathlin, December 23, 1997
Open Space calculations report, December 26, 1997
Mashpee Board of Health Minutes, November 19, 1998
Letter to Dennis Mahoney from Donald Megathlin, December 4, 1998
Fax to Gay Wells from Don Megathlin, February 4, 1998
Letter Anne R. Bingham, Esq. from Kevin M. Kirrane, December 15, 1998
Fax to Gay Wells from Don Megathlin, December 29, 1998
Memo to Kathy Sferra from Don Megathlin, February 4, 1998
Memo to Sharon Rooney and Gay Wells from Talanian Realty,
November 18, 1998
Letter to Margo Fenn from Don Megathlin, April 15, 1999
Fax to Gay Wells from Don Megathlin, April 20, 1999
Authorization to Consolidate, May 14, 1999
Letter to Cindy Campbell from Arlene M. Wilson, PWS, May 13, 1999
Response to Local Outreach
Memo/Report to CCC Subcommittee from Talanian Realty, May 20, 1999

Submitted by the Cape Cod Commission:

Memo to Commission Staff from Gay, November 22, 1996
Fax to Charlie Crooks from Gay Wells, November 25, 1996
Memo to Bob Whritenour from Gay Wells, December 2, 1996
Notes from MEPA meeting, December 16, 1996
Fax to Doug Vigneau from Gay Wells, December 16, 1996
Letter to Trudy Coxe, from Armando J. Carbonell, December 16, 1996
Memo to Bob Whritenour from Gay Wells, December 30, 1996
Meeting notes from January 14, 1997
Note on Loss of Forest
Notes from meeting, January 30, 1997
Letter to Kevin M. Kirrane from Gay D. Wells, February 13, 1997
Phone notes, March 12, 1997
Letter to Kevin Kirrane from Gay D. Wells, May 16, 1997
Memo to Greg Silverman from Gay Wells, June 2, 1997
Letter to Kevin Kirrane from Gay D. Wells, June 23, 1997
Letter and materials to Kevin M. Kirrane from Robert L. Mumford, July 7, 1997
Email to Gay Wells from Kathy Sferra, December 15, 1997
Letter to Donald Megathlin from Gay Wells, December 19, 1997

MEPA schedule, December 24, 1997
 Memo to CCC Staff from Gay Wells, December 30, 1997
 Fax to Doug Vigneau from Gay Wells, January 12, 1998
 Letter to Donald Megathlin from Kathy Sferra, January 20, 1998
 Memo to Don Megathlin from Kathy Sferra, February 2, 1998
 Memo to Sharon and Paul from Gay, May 11, 1998
 Letter to Donald Megathlin from Sharon J. Rooney, May 19, 1998
 Letter to Don Megathlin from Sharon J. Rooney, May 29, 1998
 Meeting notes, July 14, 1998
 Memo to Don Megathlin from Paul S. Tilton, August 20, 1998
 Letter to Donald Megathlin from Paul Sutton, August 25, 1998
 Notes from Mashpee Commons public information session, August 27, 1998
 Landscape Design Standards for the Talanian Shopping Center
 1994-1997 DRI Decisions
 Meeting Agenda, October 27, 1998
 Fax to Don Megathlin from Gay Wells, November 3, 1998
 File note, September 18, 1998
 Memo to CCC staff from Gay, November 6, 1998
 Letter to Donald Megathlin from Gay Wells, November 19, 1998
 Fax to Don Megathlin from Gay Wells, November 20, 1998
 Agenda, Water Quality Working Session, November 24, 1998
 Agenda, Site/Architectural Design Working Session, December 1, 1998
 Memo to Don Megathlin from Gay Wells, December 14, 1998
 Fax to John Chessia from Gay Wells, December 17, 1998
 Memo to Staff from Gay, December 29, 1998
 Letter to Donald Megathlin from Katy Sferra, December 29, 1998
 Letter to John Chessia from Eduard M. Eichner, January 22, 1999
 Memo to Staff from Gay Wells, January 22, 1999
 Letter to Donald Megathlin from Gay Wells, February 4, 1999
 Open Space Requirement
 Fax to the Cape Cod Commission from Paul de Ruyter, February 13, 1999
 Memo to CCC Staff from Gay, April 22, 1999
 Letter to Donald E. Megathlin from Gay Wells, May 5, 1999
 Staff Report, May 10, 1999
 Memo to Subcommittee from Gay Wells, May 10, 1999
 Memo to Interested Parties from Gay Wells, May 10, 1999
 Fax to Don Megathlin from Gay Wells, May 10, 1999
 Letter to Donald E. Megathlin from Patricia Daley, May 12, 1999
 Fax to Don Megathlin from Gay Wells, May 17, 1999

Submitted by the Town of Mashpee and Other Agencies:

Memo to Distribution from Doug Vigneau, November 25, 1996
 Letter to Secretary Coxé from F. Thomas Fudala, December 9, 1996
 Letter to Secretary Coxé from Luisa Paiewonsky, December 11, 1996
 Certificate of the Secretary of Environmental Affairs on the ENF,
 December 23, 1996
 Memorandum of Understanding between CCC and Secretary of
 Environmental Affairs

Memo (DRI Referral) to Cape Cod Commission from F. Thomas Fudala,
 May 15, 1997
 Letter to Trudy Coxe from Ray Bowman, December 26, 1997
 Letter to Trudy Coxe from Luisa Paiewonsky, January 14, 1998
 Letter to Sharon Rooney from Robert Schernig, AICP,
 July 28, 1998
 Memo to Cape Cod Commission from Greg Taylor, September 11, 1998
 Fax (Certificate on NoPC) to Gay Wells from Doug Vigneau, October 27, 1998
 Letter to Margo Fenn from Douglas Storrs, November 23, 1998
 Setback note
 Letter to E. Eichner from Ed Baker, December 7, 1998
 Route 28 Shoulder & Sidewalk Construction, Certificate of the Secretary of
 Environmental Affairs, February 22, 1999
 Certificate of the Secretary on the Notice of Project Change, December 24, 1997
 Site Plan, Mashpee Commons Neighborhoods, August 27, 1998
 Preliminary Open Space Diagram, March 31, 1997
 Talanian Open Space Diagram, June 8, 1998
 Talanian Proposed Site Plan, no date
 Preliminary Site Plan 18 Hold Miniature Golf Course, December 15, 1997
 Existing Conditions Plan, November 2, 1997
 Proposed Development Roof Plan, March 31, 1997
 Proposed Development Floor Plan, March 31, 1997
 Building Elevations, March 31, 1997

Letters from Interested Parties:

Barbara H. Murphy, June 22, 1998
 Sondra Jo and Kenneth r. Simpson, June 22, 1998
 Frank and Dorothy Bottos, June 23, 1998
 Marjorie A. Parker, June 22, 1998
 May E. McCormick, June 25, 1998
 Phyllis and Fred Stern, June 22, 1998
 John F. Palmieri, Jr., June 24, 1998
 Isabelle White and Paul J. Whelan, June 23, 1998
 Eleanor L. Olson, June 24, 1998
 Mary Brackett, June 29, 1998
 Angeline and Bernhardt, June 25, 1998
 Marilyn Brooks, June 26, 1998
 Neil K. Besse, June 29, 1998
 Laurie De Rose, June 20, 1998
 Nancy and John Naatz, June 25, 1998
 Sally M. Bold, June 29, 1998
 George and Marcia Boiros, June 27, 1998
 Marguerite L. Miller, June 28, 1998
 Olga M. Murphy, June 26, 1998
 Patricia Brennan, July 1, 1998
 Mark Smith, July 2, 1998 Alice E. Wood, June 25, 1998
 Gerald and Virginia Luby, June 25, 1998
 M. Arthur Weinstein, June 25, 1998

Dr. and Mrs. Fred Minkovitz, June 26, 1998
Shellie L. and Garry S. Bergman, July 1, 1998
Ernest J.M. and Mary P. Farran, June 26, 1998
Janice S. Foden, July 1, 1998
Trase d. Rauke, July 4, 1998
Yvonne T. Loh, July 5, 1998
Irving Bello, July 29, 1998

TALANIAN FILE #2

Submittals from the Petitioner:

Mashpee Rotary Area Plan
Memo CCC Subcommittee from Talanian Realty, May 20, 1999
Site Visit Schedule, May 20, 1999
Sewer Easement Plan, July 8, 1999
Fax to Gay Wells from Kevin M. Kirrane, July 9, 1999
Permissible Building Area Plan, October 15, 1999
Site Plan, Existing Conditions Plan, A1, March 31, 1997
Invoice, July 7, 1999
Memo to Kathy Sferra from Donald Megathlin, December 10, 1999
Preliminary Layout of Temp. Force Main, June 25, 1999
Letter to Kathy Sferra from Arlene M. Wilson, PWS
Letter to Don Megathlin from Prellwitz/Chilinski Associates, Inc.,
October 12, 1999
Fax to Paul Tilton from Don Megathlin, December 7, 1999
Area - 1 Landscaping Planting Plan, 2-10, June 1, 1998
Fax to Paul S. Tilton from Don Megathlin, September 9, 1998
Letter to Kathy Sferra from Arlene M. Wilson, June 17, 1999
Memo to Charles Talanian, Margo Fenn, from Donald E. Megathlin,
June 24, 1999
Memo to Jim Weaver from Donald E. Megathlin, June 28, 1999
Letter to Donald E. Megathlin from James R. Weaver, July 9, 1999
Letter and materials to Gay Wells from Donald E. Megathlin,
September 16, 1999
Letter and materials to Gay Wells from Donald E. Megathlin,
September 29, 1999

Submitted by the Cape Cod Commission:

Letter to Donald Megathlin from Kathy Sferra, January 20, 1998
Memo to Don Megathlin from Paul Tilton, August 20, 1998
Agenda, Staff Meeting, May 18, 1999
Authorization to Consolidate, May 14, 1999
Agenda, Public Hearing, May 26, 1999
Nitrogen Loading Balance, May 25, 1999
Extension Agreement, May 17, 1999
Email to Gay Wells from Sharon Rooney, May 25, 1999
Fax to Don Megathlin from Gay Wells, May 27, 1999
Fax to Don Megathlin from Gay Wells, May 27, 1999

Memo to Talanian Subcommittee from Gay Wells, AICP, May 25, 1999
Staff Report, May 10, 1999
Subcommittee Report, June 4, 1999
Letter to Robert Durand from Herbert Olsen, June 4, 1999
Subcommittee Report, Economic Development Section Only, June 4, 1999
Memo to Cape Cod Commission from Gay Wells, AICP, June 8, 1999
Fax to Pat Keany from Gay Wells, June 15, 1999
Fax to Don Megathlin from Gay Wells, June 16, 1999
Letter to Donald E. Megathlin from Robert L. Mumford and Paul S. Tilton, July 15, 1999
Fax to Donald Megathlin from Gay Wells, June 17, 1999
Fax to Don Megathlin from Gay Wells, July 13, 1999
Fax to Don Megathlin from Gay Wells, July 19, 1999
Email to Gay Wells from Ed Eichner, July 15, 1999
Fax to Bill Hauck from Gay Wells, July 19, 1999
Memo to Representative Kay Khan from Kay Wells, August 18, 1999
Letter to Don Megathlin from Kathy Sferra, August 30, 1999

Correspondence from the Town and Other Agencies:

Request for use of Meeting Room, April 21, 1999
Letter to Cape Cod Commission from John D. Kuchinski, April 8, 1999
DRI Referral Form, May 5, 1999
Letter to Gay Wells from Dominic Modicamore, May 14, 1999
Letter to Margo Fenn from R. Gregory Taylor, P.E., May 13, 1999
Letter to Bob Durand and Margo Fenn from Edward A. Baker, May 20, 1999
Letter to Margo Fenn from Robert L. Whritenour, Jr., May 21, 1999
Fax to Sharon Rooney from Duncan Wood, May 24, 1999
Letter to Margo Fenn from Henri S. Rauschenbach, May 25, 1999
Letter to Cape Cod Planning Commission from Duncan W. Wood, P.E. LSP, May 25, 1999
Letter to Bob Durand and Margo Fenn from Edward A. Baker, May 26, 1999
Letter to Herbert Olsen from James D. Tinsley, CPA, May 26, 1999
Letter to Robert Durand from Richard Bourre, May 27, 1998
Letter to Douglas E. Vigneau from Douglas S. Storrs, May 28, 1999
Letter to Bob Durand from James D. Tinsley, CPA, June 3, 1999
Certificate of the Secretary of Environmental Affairs on the DEIR, June 14, 1999
Fax to Gay Wells from Veronica Mayer, July 16, 1999
Letter to Sharon Rooney from Douglas S. Storrs, October 21, 1999
Letter to Gary Wells from Charles D. Rogers, October 29, 1999
Letter to Sharon Rooney from Sally Bold, November 2, 1999
Letter to Gay Wells from Robert L. Whritenour, Jr., November 2, 1999

Letters from the General Public:

Letter to Cape Cod Commission from Mary M. Scanlan, May 24, 1999
Letter to Cape Cod Commission from Marjorie Harrington, May 24, 1999
Letter to CCC from Cerlene Fliet, May 24, 1999
Letter to CCC from Frances Doherty, May 23, 1999
Letter to Mashpee Planning Board from John Otis Drew, May 24, 1999

TALANIAN FILE #3

From the Petitioner:

Letter to Gay Wells from Donald E. Megathlin, October 8, 1999
Memo to Gay Wells from Donald E. Megathlin, October 19, 1999
Letter to Sharon Rooney from Mary LeBlanc, ASLA, November 15, 1999
Letter to Gay Wells from Donald E. Megathlin, December 8, 1999
Memo to Gay Wells from Donald E. Megathlin, December 20, 1999
Letter to Don Megathlin from Stephen G. Campbell, Jr., December 20, 1999
Memo from Donald Megathlin to Gay Wells, December 30, 1999
Three Memos to Donald Megathlin from Richard E. Bonz, CRE, December 30, 1999
Number, Type, & Wage Levels of Employment, December 21, 1999
Memo to Gay Wells from Donald Megathlin, December 31, 1999
Fax to Gay Wells from Bob Salisbury, January 6, 2000
Memo to Paul Tilton from Donald Megathlin, January 7, 2000
Letter to Donald Megathlin from Spencer T. Osborne, January 10, 2000
Memo to Gay Wells from Donald Megathlin, January 14, 2000
Letter to James C. O'Connell, PhD from Robert H. Salisbury, January 26, 2000
Fax to Kathy Sferra from Donald Megathlin, February 7, 2000
Letter to Donald G. Megathlin from Robert Salisbury, March 10, 2000
Letter to Don Megathlin from John C. Chessia, PE, March 13, 2000
Letter to Mashpee Land Conservation Trust, Inc. from IRS, July 20, 1999
Letter to Tom Broidrick from Richard L. Terry, Esq., January 4, 2000
SouthCape Village Center Statement by C. Talanian Realty Co., Inc., March 16, 2000
Letter to Troy B.G. Clarkson and R. Jude Wilber from Donald E. Megathlin, May 25, 2000
Letter to Edward Eichner from Donald L. Connors, May 25, 2000
Fax to Margo Fenn from Michael D. Bliss, June 7, 2000

Submittals from the Cape Cod Commission:

Letter to Robert Durand from Herbert Olsen, June 4, 1999
Staff Report, June 4, 1999
Memo to James O'Connell from Lawrence Cranor, September 15, 1999
Memo to James O'Connell from Lawrence Cranor, September 22, 1999
Memo to James O'Connell from Lawrence Cranor, September 30, 1999
Fax to Don Megathlin from Kathy Sferra, October 4, 1999
Memo to Donald Megathlin from James O'Connell, October 8, 1999
Letter to Donald E. Megathlin from Gay Wells, October 8, 1999
Letter to Donald E. Megathlin from Gay Wells, October 20, 1999
Letter to Charles Talanian from Gay Wells, October 26, 1999
Letter to Donald E. Megathlin from Gay Wells, November 9, 1999
Letter to Douglas S. Storrs from Gay Wells, November 19, 1999
Memo to Don Megathlin from Katy Sferra, December 20, 1999
Letter to Donald E. Megathlin from Gay Wells, December 20, 1999
Memo to Gay Wells from Andrea Adams, December 21, 1999
Water Resources Office Comment Sheet, January 5, 2000

Memo to Don Megathlin from Paul S. Tilton, January 7, 2000
Fax to Don Megathlin from Gay Wells, January 10, 2000
Memo to Donald Megathlin from Gay Wells, January 14, 2000
Letter to Richard L. Terry from Kathy Sferra, January 20, 2000
Memo to James O'Connell from Larry Cranor, February 2, 2000
Fax to Bob Salisbury from Gay Wells, February 7, 2000
Fax to Don Megathlin, February 7, 2000
Fax to Don Megathlin from Kathy Sferra, February 7, 2000
Memo to Margo Fenn from Gay Wells, February 29, 2000
Staff Report, March 9, 2000
Comment Addresses
Attendance list from Public Hearing, March 16, 2000
Note from Bob Mumford
Fax to Donald Connors, Esq. from Gay Wells, March 9, 2000
Fax to Don Megathlin from Gay Wells, March 9, 2000
Memo to Subcommittee from Gay Wells, March 9, 2000
Letter to Bob Durand from Herbert Olsen, March 22, 2000
Draft Extension Agreement, May 24, 2000
Letter to Donald E. Megathlin from Gay Wells, May 30, 2000

Submittals from the Town of Mashpee and Other Agencies:

Fax to Kathy Sferra from Tom Fudala, January 4, 2000
Memo to Board of Selectmen from Greg Taylor, February 11, 2000
Memo to Honorable Board of Selectmen from William C. Przybylek,
February 13, 2000
Memo to Board of Selectmen from George W. Baker, February 14, 2000
Memo to CCC Staff from Gay, February 18, 2000
Fax to Meg from Gay Wells, February 18, 2000
Letter to Bob Durand and Margo Fenn from Edward A. Baker, February 21, 2000
Letter to Edward Eichner from Elias A. McQuaid, March 13, 2000
Letter to Robert Durand and Thomas Broidrick, from John Klimm,
March 14, 2000
Letter to Cape Cod Commission from Mashpee Planning Board, March 15, 2000
Letter to Gay Wells from Brian A. Currie, March 16, 2000
Letter, data, and computer disks to Margo Fenn from Edward A. Baker,
March 21, 2000
Letter to Robert Durand from Richard Bourre, March 29, 2000
Certificate of the Secy. Of Environmental Affairs, March 31, 2000
Letter to Edward Eichner from Elias A. McQuaid, April 5, 2000
Letter to Edward Eichner from Elias A. McQuaid, June 2, 2000

Letters from the General Public:

Letter to Cape Cod Commission from Glen Thierwechter, March 14, 2000
Letter to Cape Cod Commission from Mary M. Scanlan, March 16, 2000
Letter to Cape Cod Commission from Sally N. Tracy, March 20, 2000
Letter to Gay Wells from Marjorie Harrington, March 20, 2000
Letter to Cape Cod Commission from Marjorie R. Moebius, May 7, 2000

TALANIAN FILE # 4

Hearing Notice, March 16, 2000 (MEPA)
Meeting Notice, March 20, 2000
Hearing Notice, May 11, 2000 (H.O.)
Hearing Officer, June 12, 2000
Hearing Notice, June 22, 2000 (H.O.)
Meeting Notice, June 23, 2000
Certificate of Compliance, July 19, 1999
Hearing Notice, October 23, 2000
Meeting Notice, November 13, 2000
Meeting Notice, November 30, 2000
Meeting Notice, December 6, 2000
Hearing Notice, December 14, 2000
Extension Agreement, May 24, 2000
Extension Agreement, August 22, 2000
Extension Agreement, October 10, 2000

From the Applicant:

Letters in Support of FEIR, March, 2000
Memo to Gay Wells from Donald Megathlin, March 30, 2000
Letter to Paul S. Tilton, Traffic Engineer, from Ronald Muller, P.E.,
March 30, 2000
Letter to Gay Wells from Donald Megathlin, April 21, 2000 w/ draft DRI
Memo to Kathy Sferra from Donald Megathlin, April 21, 2000
Letter to Gay Wells from Donald E. Megathlin, May 1, 2000 w/ draft DRI.
Letter to Paul S. Tilton, from Ronald Muller, P.E., May 3, 2000
Letter to Paul S. Tilton from Ronald Muller, P.E., May 4, 2000
Letter to Paul S. Tilton, from Ronald Muller, P.E., May 9, 2000
Existing Shopping Center Space, table
Annual Increase in Retail Sales, table
Letter to MEPA Unit from Donald E. Megathlin, April 19, 2000
Supplement to DRI Application, May 2000
Letter to Gay Wells from Donald E. Megathlin, June 8, 2000
Letter to Edward Eichner from Kevin M. Kirrane, Esq., June 20, 2000
Letter to Gay Wells from Donald E. Megathlin, July 6, 2000
Fax to Paul Tilton & Gay Wells from Donald Megathlin, July 7, 2000
Memo to Talanian Realty from Prellwitz/Chilinski Assoc., July 10, 2000
Letter to Gay Wells from Donald E. Megathlin, July 21, 2000
Memo to Gay Wells from Donald Megathlin, July 21, 2000
Memo to Gay Wells from Donald Megathlin, July 21, 2000 w/plan of Drew
Parcel
Memo to Gay Wells from Donald Megathlin, July 28, 2000
Memo to Gay Wells from Prellwitz/Chilinski Assoc., August 11, 2000
Letter to Paul S. Tilton from Ronald Muller, P.E., August 11, 2000
Letter to Paul S. Tilton from Ronald Muller, P.E., August 31, 2000
Letter to Gay Wells from Donald E. Megathlin, September 1, 2000
Letter to Paul Tilton from Donald E. Megathlin, September 25, 2000

*Cape Cod Commission – Decision
Talanian Realty SouthCape Village Outlet Mall
DRI Review #TR97007 – December 14, 2000*

Memo to Gay Wells from Donald Megathlin, September 28, 2000
Memo to Paul Tilton from Donald Megathlin, September 28, 2000
Memo to Talanian Realty from Prellwitz/Chilinski Assoc., September 28, 2000
Memo to Paul S. Tilton from Ronald Muller, P.E., October 11, 2000
Fax to Paul Tilton from Ron Muller, October 11, 2000
Memo to Gay Wells from Don Megathlin, October 23, 2000
Fax to Gay Wells from Don Megathlin, October 23, 2000
Memo to Gay Wells from Don Megathlin, November 16, 2000
Fax to Gay Wells from Don Megathlin, November 16, 2000
Letter to Paul S. Tilton from Ronald Muller, November 17, 2000

Submitted by the Cape Cod Commission:

Subcommittee Report, March 22, 2000
Letter to Bob Durand from Herbert Olsen, March 22, 2000
Town of Mashpee Request for use of Meeting Room by an Outside Group, April 6, 2000
Memo to CCC Staff from Gay Wells, April 24, 2000
Fax to Donald Connors, Esq. from Gay Wells, April 28, 2000
Memo to Subcommittee from Gay Wells, AICP, May 4, 2000
Fax to Donald Megathlin from Gay Wells, May 5, 2000
Fax to Donald Connors, Esq. from Gay Wells, May 5, 2000
Town of Mashpee Request for use of Meeting Room by an Outside Group, May 15, 2000
Phone Note for Gay from Ed Eichner, June 7, 2000
Fax to Don Megathlin from Gay Wells, June 16, 2000
Memo to Subcommittee from Gay Wells, AICP, June 16, 2000
Fax to Sean Gonsalves from Gay Wells, June 22, 2000
Staff Report, June 16, 2000
Memo to Gay Wells, AICP from Andrea Adams, August 8, 2000
Memo to Don Megathlin & Ron Muller from Paul S. Tilton, August 10, 2000
Fax to Donald Connors, Esq. from Gay Wells, August 11, 2000
Fax to Don Megathlin from Gay Wells, August 14, 2000
Letter to Donald E. Megathlin from Gay Wells, AICP, August 22, 2000
Fax to Don Megathlin from Gay Wells, August 31, 2000
Status Report, "Roundabouts," May 13, 2000
Fax to Town of Mashpee from Gay Wells, September 15, 2000
Fax to Town of Mashpee from Gay Wells, September 18, 2000
Letter to Ron Muller from Paul S. Tilton, September 20, 2000
Fax to Donald Connors, Esq. from Gay Wells, September 21, 2000
Fax to David Chilinski from Gay Wells, September 28, 2000
Memo to staff from Gay Wells, October 2, 2000, plus second copy
Memo to Subcommittee from Gay Wells, AICP, October 4, 2000
Letter to Donald E. Megathlin from Gay Wells, AICP, October 10, 2000
Memo to Subcommittee from Gay Wells, AICP, October 18, 2000
Memo to staff from Gay Wells, October 18, 2000
Staff Report, October 18, 2000
Fax to Douglas Storrs from Gay Wells, October 19, 2000
Fax to Don Keeran from Gay Wells, October 19, 2000

Fax to Brian Currie from Gay Wells, October 19, 2000
Memo to Don Megathlin from Gay Wells, October 19, 2000
Fax to Bob Whritenour from Gay Wells, October 19, 2000
Fax to Tom Fudala from Gay Wells, October 19, 2000
Fax to JoAnne Miller Buntich from Gay Wells, October 19, 2000
Meeting notes, October 21, 2000
Memo to Gay Wells from Ed Eichner, November 1, 2000
Email to Sharon Rooney from Frank Shephard, November 6, 2000
Fax to Don Megathlin from Gay Wells, November 8, 2000
Memo to Gay Wells from Ed Eichner, November 8, 2000
Meeting Notice, November 8, 2000
Fax to Tom Fudala from Gay Wells, November 9, 2000
Agenda, November 13, 2000
Memo to Gay Wells from Ed Eichner, November 21, 2000
Letter to Donald e. Megathlin from Gay Wells, AICP, November 27, 2000
Talanian/SouthCape Mitigation Package, as of October 23, 2000
SouthCape Mitigation requirements, draft, November 13, 2000
Site Plan, roadway analysis, November 30, 2000

Correspondence from Municipal and Other Agencies:

Letter to Douglas Vigneau from Carrie M. Marsh, March 23, 2000
Letter to Edward Eichner from Elias A. McQuaid, April 5, 2000
Letter to Herbert Olsen from Brian A. Currie, May 5, 2000
Letter to Herbert Olsen from Falmouth Board of Selectmen and Falmouth Planning Board, May 5, 2000
Letter to Edward Eichner from Elias A. McQuaid, May 9, 2000
Memo to Cape Cod Commission from Deborah F. Dami, May 10, 2000
Letter to Margo Fenn from r. Gregory Taylor, P.E., May 2, 2000
Letter to Margo Fenn from Robert L. Whritenour, Jr., May 16, 2000
Letter to JoAnne Miller Buntich from Christopher Conklin, July 6, 2000
Letter to Cape Cod Commission from F. Thomas Fudala, rec. July 24, 2000
Letter to Herbert Olsen, Frank Shephard, Robert Deane from JoAnne Miller Buntich, July 27, 2000
Letter to Gay Wells from Joseph G. Potzka, Jr., August 23, 2000
Letter to Bob Whritenour from Douglas S. Storrs, September 15, 2000
Letter to Donald Megathlin from R. Gregory Taylor, P.E., September 22, 2000
Letter to Herbert Olsen from Brian A. Currie, October 18, 2000
Letter to Donald E. Megathlin from Bernard McCourt, October 20, 2000
Letter to Margo Fenn from Robert L. Whritenour, Jr., October 23, 2000
Letter to LIFE Condominium from Bernard McCourt, October 27, 2000
Fax to Gay Wells from Jacqueline Etsten, October 27, 2000
Email to Gay Wells from Alan Flee, October 31, 2000
Letter to Margo Fenn from Douglas Storrs, November 13, 2000
Email to Cape Cod Commission from Alan Flee, November 22, 2000
Letter to Herbert Olsen from Brian A. Currie, November 28, 2000

Correspondence from the General Public:

Jeanne K. Schofield, March 25, 2000

Arthur & Gail Marcantonio, May 7, 2000
Marjorie R. Moebius, May 7, 2000
Eleanor L. Olson, May 8, 2000
Shirley Agnew, RSM & Dympna Smith RSM, May 8, 2000
Nancy A. Naatz, May 8, 2000
Jane Hand, May 8, 2000
Marjorie Harrington, May 8, 2000
Juliane Soprano, May 8, 2000
Janice S. Foden, May 8, 2000
Marjorie Harrington, May 8, 2000
Irving Bello, May 9, 2000
Margaret A. Savard & Russell K. Savard, May 8, 2000
Phyllis & Fred Stern, May 11, 2000
M. Arthur Weinstein, May 11, 2000
Neil and Beverly Besse, May 11, 2000
Frank Bottos and Dorothy Bottos, May 12, 2000
Barbara H. Murphy, May 12, 2000
Camille J. Burns, May 15, 2000
John J. Colling, May 15, 2000
Angeline and Herman Bernhardt, May 15, 2000
Mr. Edward P. Settino (Sally A. Settino), May 15, 2000
Annemarie Gattuso, May 15, 2000
Warren E. Brackett & Mary Brackett, May 15, 2000
Trase D. Rourke, May 15, 2000
Sidney L. Davis, May 16, 2000
Rita and Allan Densen, May 23, 2000
Marjorie Harrington, June 13, 2000
Mary M. Scanlan, June 20, 2000

Other Materials Submitted by Applicant:

Draft Environmental Impact Report, April 1999
Final Environmental Impact Report, February 2000

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

TESTIMONY

Public Hearing - March 16, 2000 (See minutes in file for complete testimony.)

Donald Megathlin, Vice-President of Talanian Realty, described the project. Mr. Megathlin discussed rezoning for a portion of land.

Donald Connors, Attorney representing Talanian, stated that the nitrogen loading credit should be based on the Title 5 approval that had been given to Life at Mashpee and economic development issues.

Richard E. Bonz of Bonz/REA, economic development consultant to Talanian, stated that his company conducted economic studies and that the analysis completed by his company shows a potential increase in retail expenditures of well over \$160 million.

Commission Planner and Project Manager, Gay Wells, explained the standards of review and that the Commission must find that the probable benefits from the project outweigh the probable detriments. Ms. Wells then stated the project is considered to be redevelopment and is being proposed in an area of Mashpee that has been designated as a Growth/ Activity Center in the Town's certified Local Comprehensive Plan. She stated that it is important to continue to address the issue of carrying capacity within the Growth/ Activity Center since the site is also partially located in a Significant Natural Resource Area.

Ms. Wells then commented on noise, hazardous materials, and use of least toxic construction materials. Ms. Wells also noted that the impacts to the existing roadway infrastructure are of primary concern regarding this project. She made comments regarding Affordable Housing for commercial projects. Ms. Wells then stated the design review is ongoing and that no information has been provided to address potential Community Character impacts as a result of proposed structural transportation mitigation.

Cape Cod Commission Water Resources Scientist, Ed Eichner, described a discrepancy between the Mashpee Board of Health minutes and what the regulations actually stipulate in order for credit to be given for the wastewater flow and treatment of the wastewater from Life at Mashpee.

Kathy Sferra, Commission Natural Resources Specialist, stated that SouthCape is now in compliance with the Regional Policy Plan with regard both to the quantity and the quality of the Open Space.

James O'Connell, Economic Development Officer, spoke about three areas of impact: employment, sales impacts, and the fiscal impact.

Commission Traffic Engineer, Paul Tilton, described the significant areas where SouthCape is not in compliance with the Minimum Performance Standards of the Regional Policy Plan. Mr. Tilton gave a visual presentation depicting 31 locations where mitigation is required. Mr. Tilton then stated that SouthCape must ensure that safety will not be degraded as a result of the project traffic.

Commission member Elizabeth Taylor asked how large is too large. Ms. Taylor stated that mitigating traffic impacts with monetary contributions is a concern because that does not actually solve the problem.

Donald Megathlin responded that all of the questions were addressed in the FEIR.

Commission Subcommittee member, Catherine Frazer, asked if the project anticipates any impact on Affordable Housing that would be available for non-managerial positions who would be hired.

Greg Taylor, Mashpee DPW Director, described some of the early traffic issues, which impacted the area. Mr. Taylor then questioned the ways the nitrogen loading numbers were calculated. He spoke of his support for an entrance to South Cape from Route 28 and the need for a traffic light at Shellback Way. Mashpee Town Planner, Thomas Fudala, spoke of his strong support for a traffic signal at the intersection of Route 28 and Shellback Way. He suggested that a connector road be built between the Mashpee Industrial Park and the project.

Selectman Fred Weiss stated that he cannot imagine a project of 160,000 square feet with one entrance. He questioned what would happen in the event of an accident where no traffic could move.

Edward Baker, resident of Mashpee, stated that his concern is that more low-wage jobs would be created. Mr. Baker also stated that he is concerned about the nitrogen loading issue and the effects on the Mashpee River. Beverly Cain commented with regard to concerns about water resources. Ed Eichner, Water Resource Scientist, spoke about Marine embayments and water quality improvements.

Richard Terry of the Mashpee Land Trust said he met with Kathy Sferra regarding the preservation and maintenance of Open Space.

Ronald Muller, traffic consultant to Talanian Realty, said they believe that structural mitigation is the only solution.

Bob Mumford noted that as soon as Mass Highway allows it, signal funds would be released for Donna's Lane and Route 28 signal. He said that early in the project review the staff recommended access to the site as a right-turn-only from and onto Route 28.

Doug Vigneau of MEPA discussed permitting issues.

Public Hearing, May 11, 2000 (See minutes in the file for complete testimony.)
Donald Megathlin, Talanian Realty Vice-President, focused on agreements and the progress that has been made. He then stated that the FEIR was certified by the Secretary of Environmental Affairs on March 30, 2000 and requested that the FEIR certificate be made part of the record. Mr. Megathlin described the benefits of the project. Mr. Megathlin then requested that the hearing be continued to provide more time for the applicant and staff to work on unresolved issues.

Project Planner Gay Wells stated that with regard to natural resources and open-space, the current open space proposal is in compliance with the Regional Policy Plan with regard to both quantity and quality of the land to be provided, as well as the 50% undisturbed requirement. In addition 6.96 acres of the adjacent Drew

property will be provided as open space to address Regional Policy Plan transportation requirements.

With regard to Economic Development Ms. Wells stated that the primary issues have to do with the project's sales impact and transferred sales from other Cape businesses' and concerns about over-retailing on Cape Cod. She then stated that the applicant has proposed revisions to the building design to address comments made by the Mashpee Design Review Committee on March 8, 2000.

Commission Water Resources Scientist, Ed Eichner, stated that the only outstanding issue is the amount of credit that will be given for treating the wastewater from Life at Mashpee. He further stated that the other issues have been resolved and that this project has to meet a "no net nitrogen increase" because it is in the Mashpee River watershed. Mr. Eichner outlined the situation with Life at Mashpee and the Board of Health.

Transportation Program Manager, Bob Mumford, stated that the project is not in compliance with several standards of the Regional Policy Plan. Mr. Mumford stated that the major outstanding issues are related to safety and off-site mitigation. Mr. Mumford continued by stating that the Route 28 and Donna's Lane signalization must be operational prior to the occupancy of SouthCape. He noted that the staff is in agreement with this requirement by MHD.

Mr. Mumford then discussed the issue of direct Route 28 access for this project. Mr. Mumford stated that we have consulted with Town Officials, Selectmen, Town Administrator, Police Chief, Fire Chief, the Director of the Department of Public Works, the Town Planner, and the Planning Board in Mashpee. They all believe that the signal at Shellback Way is needed for safety reasons, as well as for access. He stated that if the signal were installed at Route 28 and Shellback Way, in order to gain Commission staff agreement, it would need to be linked to the construction of the connector road from the South Cape property to the Industrial Park. He noted that the Mashpee Local Comprehensive Plan and the Planning Board's plans require this. Mr. Mumford stated that the size of the project is still a concern.

Elizabeth Taylor stated that she agrees with many of the comments in the letter from the Town of Falmouth. She added that the idea of putting land aside that could be developed in the future (Drew parcel) and not developing it is a fine idea, however, it does not help the traffic now. She added that it is the cumulative impacts on these communities that are causing such harm. Ms. Taylor concluded by stating that she believes this project should definitely be downsized.

Robert O'Leary questioned the open space traffic impact mitigation proposal and asked if this is a practice the Commission has used in the past. Dr. O'Leary asked how the Commission incorporates the need for the connector road into our decision if much of it would be constructed on someone else's property. Dr. O'Leary asked about the size of the project and what percentage the staff believes

it should be reduced. Catherine Frazer asked if the 106,000 square foot figure might be more appropriate, since that was initially proposed.

Ernest Virgilio, Mashpee representative to the Commission, stated that the Commission has received a long list of Mashpee public officials who have expressed their professional opinions regarding the traffic in this area and traffic issues.

Robert Whritenour, Mashpee Town Administrator, stated that the staff has worked with local officials and has gotten to the heart of some of the local concerns, as well as the regional impacts. He added that the Town believes that a key need is for some type of traffic control through a signal at the Shellback Way intersection.

Terry Coronella, Mashpee resident, stated that her concern is for traffic at Quinnaquisset and Orchard Road. Ms. Coronella asked about the denitrification at Life at Mashpee.

Fred DeMicco stated that he lives at the Deer Crossing condominiums and that he is very concerned that the Commission did not mention concern for the residents of Deer Crossing in the Staff Report. He stated concerns regarding traffic. He provided a visual presentation outlining an alternative plan to the connector road.

Neil Vessey, Deer Crossing resident, feels that the residents of Deer Crossing are at risk the way traffic is now. He added that a light at Shellback Way is needed.

Ed Baker, Mashpee resident, stated that he is concerned about the way staff calculates the actual wastewater flows. He left information from the EPA for the water resources staff.

Ethel Zimmerman, Deer Crossing resident, described many accidents that have occurred at the end of Shellback Way and Route 28. She stated that she is in favor of a traffic signal there.

Dave Carboneau, Deer Crossing retail, stated that he is the owner of the retail center just south of Shellback. He stated that the proposal by the transportation staff to limit access to his retail plaza with a right turn in and right out would never work and expressed opposition to the plan.

Brian Cathlin, Mashpee resident, stated that with the impact of the Mashpee Commons and the Talanian projects, it is important to consider analysis of Orchard Road and Quinnaquisset Road for traffic relief. He then stated that Mr. Talanian's project is not high-end retail like Mashpee Commons and he believes there will be better, more affordable choices.

Mr. Megathlin stated in conclusion that with regard to the size of the project, the DRI application size was very specific, adding that the allowable lot parcel

coverage is 20% and by design it was decided that a lot coverage of 14% would be adequate. He then stated that they could build 214,000 square feet by right based on 20% lot coverage, so 60,000 square feet have been eliminated. Mr. Megathlin then stated that immediately south of the project the Talanian project has donated 7 acres of land, which is currently zoned industrial and if that land were developed based on the lot coverage, which is 25%, that would yield a gross area of 75,000 square feet that could be developed.

Public Hearing Minutes, October 23, 2000

Donald Megathlin gave a visual presentation of the site plan. He stated that his focus would be on transportation. He stated that there are five components to the transportation section. The total offsite mitigation package for the project to \$2 million or over 10% of the total project costs.

Mr. Megathlin outlined the benefits that will be provided to the community. Mr. Megathlin noted that there has been an ongoing disagreement on the issue of Route 28 access. He then reported that a meeting took place last week that focused on some of the unresolved issues. He then stated staff has now confirmed Talanian's compliance with the Regional Policy Plan.

Donald Connors, Attorney for Talanian Realty, presented a memorandum to the Subcommittee and the staff outlining what the Cape Cod Commission is required to consider for approval. He described it as a checklist of requirements and compliance. Mr. Connors spoke about the benefits vs. detriment analysis.

Gay Wells, AICP, Project Planner, reported that a number of items have been submitted today. Ms. Wells stated that given the final resolution of some outstanding matters that have been worked on up to today, the staff finds that the project proposal is consistent with the Regional Policy Plan. She then explained that to be considered for approval, the Cape Cod Commission must also find that the probable benefits of the project are greater than the probable detriments. Part of the benefits detriments/analysis is to review "Other Development Review Policies."

Ed Eichner, Water Scientist for the Commission, stated that there are three areas where this project needs to meet Minimum Performance Standards: wastewater, stormwater, and the treatment plant. He then stated that all of the performance standards for the treatment plant have been met. Mr. Eichner then stated that although all of the minimum standards have been met for water resources, he would describe the benefit as no net gain.

James O'Connell, Economic Development Officer for the Commission, stated that the economic development impacts of the project will result in over \$200,000 in annual property tax revenues to the Town of Mashpee. He stated there does seem to be enough of a market to support the \$80 million in sales that is projected.

Paul Tilton, Traffic Engineer for the Commission, stated that the project is expected to generate 4,200 daily vehicle trips and during peak hour about 351 trips. On the weekend the project is expected to generate about 6,500 daily trips and about 600 during the peak hour. Mr. Tilton then stated that, based on the standard, this project is expected to significantly impact 23 intersections and 19 roadways. He gave a visual presentation of the roadway area and the specific impact areas.

Mr. Tilton reported that there are two high-accident locations that require mitigation, the first is the Pine Tree Corners rotary and the second is Route 130 at Great Neck Road North. He discussed access on Route 28.

Mr. Tilton then gave an outline of the trip reduction measures proposed by the applicant. Mr. Tilton gave an overview of the benefits and the detriments of the project. Mr. Olsen asked Mr. Tilton which portion of the connector road would not be completed. Mr. Tilton pointed out the area in question on a map. Only the on-site portion would be constructed.

Ms. Taylor asked how much actual difference would all of the traffic mitigation make with the increased traffic. Ms. Taylor then asked if the bikeways and walkways would be connected to specific usable destinations.

Mr. Tilton responded that building bike paths and walking paths may benefit other areas of town and may reduce someone else's traffic.

Mr. Virgilio questioned pedestrian crossings on Route 28 to accommodate pedestrians who may use the walkways. Ms. Taylor asked about if there could be timers on the pedestrian crossings and whether the bike paths have crossings as well?

Ms. Taylor asked about how viable another retail outlets would really be and questioned where the workforce would come. She also asked where the people would live with no affordable housing available.

Catherine Frazer asked Mr. O'Connell if he could explain the town support for the project verses the lack of public endorsement of the project.

Mr. Megathlin responded by stating that wages have increased in the retail sector from \$15,000 two years ago to \$17,750.00 today. Retail stores are also increasing the benefits they offer. Mr. Megathlin also noted that there is a high unemployment rate in Mashpee.

Thomas Fudala, Mashpee Town Planner, stated that he is very frustrated with the Commission and the developer with regard to access to the property, particularly the Shellback Way intersection. He stated that this intersection does not appear to be listed as one of the dangerous intersections, although it is a high accident intersection.

Gregory Taylor, Director of Public Works in Mashpee, stated that one benefit to the town is that land is owned by Mr. Talanian who donated land to the town of

Mashpee for construction of Donna's Lane. He also donated several acres of land and agreed to pay over \$60,000 in improvements to the road.

Arthur Weinstein, resident of Deer Crossing Complex on Shellback Way, stated that adding 6,600 trips a day will impact his ability to get in and out of his driveway. Mark Katsulis, resident of Deer Crossing, questioned if the town officials are all in favor of a light at Shellback Way, why would the Commission not want it.

Edward Baker, resident of Mashpee, stated that he believes that creating walkways and bike ways will create impervious surfaces and asked if nitrogen calculations have been done to include those areas.

Mr. Fudala requested a clarification from Mr. Mumford regarding two conditions placed on the signal, one being the connector road, the other would be the right- in/right-out only at Deer Crossing.

Mr. Weinstein asked when the public could expect the connector road be built.

Mr. Olsen asked Mr. Fudala for clarification of who owns the land. Mr. Fudala responded that the land is owned partially by the town, partially by Charles Rogers, and also some land belonging to Mashpee Industrial Park. Mr. Olsen stated that the issue is money and who will pay for the road.

Bob Woolridge, Mashpee resident, questioned how to reconcile the projections for revenue and employment when there are empty storefronts and help wanted signs everywhere. He then raised a concern about housing for employees.

Mr. Megathlin began his summary by stating that town government and the public are both in favor of the project. He concluded by stating that there are a lot of questions regarding the connector road that still need to be answered.

Ms. Wells stated that Jackie Etsten from the Barnstable Planning Department raised concerns, again this past week about the Route 28 and 149 intersection. She then stated that she believes that Mr. Carboneau (owner of Deer Crossing) is amenable to other options, but is opposed to a right-turn-out only.

Ms. Frazer made a motion to continue the hearing to November 30, 2000. Mr. Virgilio seconded the motion and it was carried unanimously. The hearing adjourned at 8:50 p.m.

FINDINGS

The Commission has considered the application of C. Talanian Realty Co., Inc. for the proposed SouthCape Village 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

G1: The project consists of the redevelopment of an existing +25 acre site, which has been used as Dick and Ellie's Flea Market for several years. The applicant proposes an Outlet Center/Shopping Mall of approximately 160,000 sq. ft., including restaurant uses.

G2: The proposed project was categorically included for the preparation of an Environmental Impact Report (EIR) under the Massachusetts Environmental Policy Act (MEPA). Pursuant to a Memorandum of Understanding (MOU) between the Cape Cod Commission and the Executive Office of Environmental Affairs, the applicant elected to participate in a joint Cape Cod Commission/MEPA review process designed to address the concerns of both agencies.

Land Use

LU1: The proposed project is located within the Mashpee Rotary Regional Growth Center in the Town of Mashpee. The Cape Cod Commission Certified the Mashpee Local Comprehensive Plan as consistent with the Regional Policy Plan in 1998.

LU2: The proposed project consists of the redevelopment of a previously disturbed site, which has been used seasonally as a flea market for many years. The proposed project is, therefore, consistent with MPS 1.1.1, *which encourages redevelopment within certified Growth Centers.*

LU3: Extensive revisions to the project's site design have ensured that the project is consistent with MPS 1.1.3, *which prohibits the extension or creation of new roadside strip commercial development.*

LU4: The proposed project was revised to direct the development away from Significant Natural Resource Areas as mapped by the RPP, consistent with MPS 1.1.4.

LU5: The proposed redevelopment project will improve the appearance of an existing blighted site. Measures that have been proposed by the applicant include sign control, parking, lighting, landscaping, undergrounding of utilities, and other design measures consistent with the Commission's Design Manual, Technical Bulletin #96-001.

LU6: Appropriate redevelopment of existing commercial areas is encouraged by the RPP in areas that have the capacity to sustain the impacts of this additional development in order to accommodate growth while minimizing additional development of land.

Water Resources

WR1: The Talanian property is located within the Mashpee River subwatershed of the Popponesset Bay embayment system. This system is a regional water resource.

WR2: The current proposal is a mix of retail and restaurant uses with a total Title 5 flow of 15,273 gpd on a 25.4 acre parcel. The proposal includes 3.7 acres of roof area and 7.1 acres of paved surfaces, including the connector road to the Mashpee Industrial Park. The proposed development will replace an existing flea market and mini-golf course, which have a combined wastewater flow of 497 gpd.

WR3: A nitrogen loading analysis has also been completed for the Popponesset Bay system (Cape Cod Coastal Embayment Report, 1998) and citizen water quality monitors directed by UMASS-Dartmouth, Center for Marine Science and Technology has been collecting water quality data in the Popponesset Bay system, including the Mashpee River. The Popponesset Bay nitrogen loading analysis indicates that existing nitrogen loading within the Mashpee River subwatershed exceeds the ORW (0.66 kg/ac) and SA (1.97 kg/ac) critical nitrogen loads. Collected water quality information has confirmed that the Mashpee River is experiencing conditions consistent with excessive nitrogen loads.

WR4: Under Minimum Performance Standard 2.1.1.2.C.2. of the Regional Policy Plan, where existing nitrogen loads are greater than critical nitrogen loads or where there are documented water quality problems, development and redevelopment projects shall maintain or improve existing levels of nitrogen loading.

WR5: The existing uses on the Talanian property have an annual nitrogen loading of 63.8 kg. The proposed project without mitigation would have an annual nitrogen load of 264.9 kg.

WR6: In order to partially address the projected increase of 201.1 kg in annual nitrogen load, the applicant has proposed to construct a wastewater treatment plant discharging wastewater with a total nitrogen concentration of 10 ppm. This wastewater treatment plant would also treat wastewater from the Life at Mashpee development and the nearby buildings currently housing The Liquor Warehouse and Peter's Insurance Agency. In addition, the applicant also proposes to treat 4.69 acres of pavement using a constructed wetland, 1.57 acres of pavement using a vegetated swale, and use of an on-site irrigation well located within the anticipated wastewater plume. These proposed measures will reduce the annual nitrogen load for the project to 65.7 kg.

WR7: If the applicant meets condition WR1, Minimum Performance Standard 2.1.1.2.C.2 of the Regional Policy Plan will be met.

WR8: Modeling of nitrogen concentrations expected in the wastewater groundwater plume suggests that concentrations should be less than the 5 ppm total nitrogen concentration at the property boundary required by MPS 2.1.1.2.A.1.

WR9: The applicant has submitted a Groundwater Discharge Permit application to the state Department of Environmental Protection. Approval of this permit should satisfy the ownership, maintenance, operation, and replacement provisions required of treatment plants under MPS 2.1.2.6.

Natural Resources & Open Space

NROS1: The proposed project is located on a site that is partially disturbed by prior uses, and partially wooded and relatively undisturbed. The wooded portions of the site to the south contain a mixed pine-oak community and are mapped by the Cape Cod Commission as a Significant Natural Resource Area for their forest habitat values. The site is also located in a certified growth center.

NROS2: The Regional Policy Plan requires the dedication of permanent open space in conjunction with Developments of Regional Impact. For redevelopment projects within Significant Natural Resource Areas, the RPP requires that at least 30% open space be provided. According to the applicant the total existing open space on the 25.48 acre site is 7.342 acres or 28.8 percent of the site.

NROS3: The applicant is proposing to meet its open space requirement in part by providing 5.96 acres of open space on-site, consisting of a mixture of landscaped and natural areas. The applicant has provided a plan, "Open Space Diagram SouthCape Outlet Center," prepared by Prellwitz/Chilinski Associates, Inc. Sheet L-3, revised January 28, 2000 that clearly depicts the areas of on-site open space to be restricted.

NROS4: The applicant has also proposed a cash contribution of \$68,920 to the Town of Mashpee to acquire open space within the Mashpee River watershed. This amount is based on a per acre price of land calculated from recent land transactions in the town of Mashpee.

NROS5: With the on-site open space and the cash contribution, the current open space proposal is in compliance with the Regional Policy Plan with regard to both the quantity and quality of the land area to be provided, as well as the provision that at least 50% of the open space be in a natural or undisturbed condition.

NROS6: The Regional Policy Plan requires that any areas provided as open space be restricted to remain as permanent open space. The applicant will be placing the on-site open space under permanent deed restriction. The cash

contribution will be made to the Mashpee Conservation Commission and placed in the town's Conservation Fund. These funds may be spent without further appropriation to acquire the remainder of the open space.

NROS7: The applicant has proposed to protect a 115 ft. buffer of large trees along Route 28 as part of the open space for the project. This area will remain undisturbed (both overstory and understory) and be protected with construction fencing during site work. The applicant has agreed that this area will remain undisturbed with no vista pruning allowed.

NROS8: The proposed project complies with the RPP standards for open space and natural resources.

Economic Development

ED1: The Regional Policy Plan's Development Review Policy 3.1.3 identifies businesses that should be encouraged because they provide well-paying, year-round employment. These businesses include "clean, light industry." The retail sector, because of its low wages and lack of benefits, has not been considered as integral to the economic upgrading of the Cape. This point is made in the Regional Policy Plan's Development Review Policy 3.3.1, which addresses the sort of jobs that would be considered an economic benefit: "It should be considered a regional benefit if a development provides year-round employment, provides basic health and retirement benefits, employs local workers, and pays higher than minimum wage levels. Any financial support for job training/education and/or affordable housing for workers should be considered a benefit."

ED2: At the beginning of the project, the analysis projected to take some business away from other Cape retailers. However, according to analysis by economic consultants RKG Associates and Bonz/REA, there will be enough spending power in the Cape Cod market to sustain the \$80 million in annual sales projected by SouthCape.

ED3: Based upon information provided by Talanian Realty and confirmed by the Commission, SouthCape Outlet Center is expected to provide \$200,000 in net annual real estate tax revenues to the Town of Mashpee.

ED4: SouthCape Outlet Center will create 134 net new retail jobs, which will rise to 176 positions within five years (123 full-time and 56 part-time jobs). Currently, the average annual salary for a Cape Cod retail worker is \$17,650.

Transportation

TR1: SouthCape Village is proposed to be located on Route 28 (Falmouth Road) which is classified as an Urban Extension of a Rural Minor Arterial and on Donna's Lane, which is classified as a local road.

TR2: The Donna's Lane driveways will allow an entrance at the South Site Drive and two-way traffic at the North Site Drive. The Route 28 at Shellback Way

access is proposed to be signalized with geometric changes as shown in the plan dated October 7, 1999.

TR3: To minimize the impacts created by the signal proposed at the Route 28 and Shellback Way site drive, SouthCape Village has committed to improving two areas surrounding this intersection. SouthCape Village will consolidate the two curb cuts on Route 28 accessing the Liquor Warehouse and the Peters Agency to form one driveway. SouthCape Village will also reconstruct Shellback Way and the Deer Crossing commercial site to improve traffic flow through this area. These two improvements are shown on the concept plans dated October 7, 1999. C. Talanian Realty Co., Inc. does not have legal control of these parcels.

TR4: SouthCape Village has committed to the construction of a Connector Road located east of Route 28 from Industrial Drive (Mashpee Industrial Park) to Donna's Lane. Construction of the Connector Road will offset the delay to regional traffic on Route 28 caused by the signal at the Route 28 Site Drive with Shellback Way. This complies with Minimum Performance Standard 4.1.1.1 and 4.1.1.17 of the Regional Policy Plan, which requires DRIs to mitigate their project traffic and minimize impacts on the adjacent roadway system.

TR5: The Town of Mashpee, Charles Rogers, and Mashpee Industrial Park are the owners of the parcels through which the connector road will be constructed. C. Talanian Realty Co., Inc. does not have legal control of these parcels.

TR6: SouthCape Village's level of service (LOS) analysis shows that the site drives will operate at LOS C or better during the peak hours. This complies with Minimum Performance Standard 4.1.1.6, which requires site drives to operate at LOS D or better in certified growth centers.

TR7: Per Minimum Performance Standard 4.1.1.5, SouthCape Village has performed sight distance measurements to ensure that adequate stopping sight distance will be met at the proposed site drives. Based on these measurements, the site drives will meet safe stopping sight distances according to Massachusetts Highway Department and the American Association of State Highway and Transportation Officials design standards.

TR8: Without adjustments, the proposed project is expected to generate approximately 4,254 daily weekday trips and 6,556 daily weekend trips. On a peak hour basis, the project will generate 351 PM peak hour trips on a weekday and 606 midday peak hour trips on a weekend. These are unadjusted trips and do not reflect existing site traffic and the 20% trip reduction requirement, as discussed in Finding TR9 below.

TR9: The traffic generation from Finding TR8 was reduced based on traffic credit allowed for both pass-by trips (motorists already travelling by the site) and existing trips from Dick and Ellie's Flea Market. Traffic was also reduced by 20% based on the RPP's requirement that DRIs must reduce 20% of their projected daily traffic. Using these adjustments, SouthCape distributed the project traffic

on the regional roadway network to identify all traffic impacts created by the proposed project.

TR10: Study area locations were identified based on the 25 peak hour threshold (50 trips in Growth Centers) according to Minimum Performance Standard 4.1.1.1. Since Mashpee has certified Growth Centers, some locations were below the 50 trip threshold and therefore not required for study.

TR11: Based on Minimum Performance Standard 4.1.1.1 discussed in Finding TR10 above, the SouthCape Village study area includes 23 regional intersections and 19 regional roadways. These intersections and roadway links are shown below:

Regional Intersections

- Pine Tree Corners Rotary
- Route 28 at Donna's Lane/Job's Fishing Road
- Route 28 at Red Brook Road
- Route 28 at Metoxit Road
- Route 28 at Seapit Road
- Route 28 at Seacoast Shores Boulevard
- Great Neck Road South at Donna's Lane
- Route 151 at Job's Fishing Road
- Route 151 at Old Barnstable Road
- Route 151 at Algonquin Avenue
- Route 151 at Currier Road
- Route 151 at Sandwich Road
- Route 151 at Route 28 Northbound Ramps
- Great Neck Road North at Old Barnstable Road
- Great Neck Road North at Lowell Road
- Great Neck Road North at Route 130
- Route 130 at Snake Pond Road
- Route 28 at Quinaquisset Avenue
- Route 28 at Orchard Road and Ashers Path
- Route 28 at Route 130
- Route 28 at Santuit Road and Newtown Road
- Route 28 at Route 149
- Quinaquisset Avenue at Mashpee Neck Road

Regional Roadways

- Route 151 west of Job's Fishing Road
- Route 151 west of Old Barnstable Road
- Route 151 west of Currier Road
- Route 151 west of Sandwich Road
- Route 28 east of Pine Tree Corners Rotary
- Route 28 east of Quinaquisset Avenue
- Route 28 east of Orchard Road
- Route 28 east of Route 130
- Route 28 east of Santuit Road

- Quinaquisset Avenue south of Route 28
- Great Neck Road south of Pine Tree Corners Rotary
- Great Neck Road north of Pine Tree Corners Rotary
- Great Neck Road north of Lowell Road
- Route 28 west of Pine Tree Corners Rotary
- Route 28 west of Donna's Lane
- Route 28 west of Red Brook Road
- Route 28 west of Metoxit Road
- Route 130 south of Snake Pond Road
- Old Barnstable Road south of Route 151

TR12: Based on Minimum Performance Standard 4.1.2.1, SouthCape Village is required to reduce their projected daily traffic by 20%. Based on expected trip generation, SouthCape Village is required to reduce approximately 851 daily vehicle trips.

TR13: Based on Minimum Performance Standard 4.1.1.7, there shall be no degradation in public safety as a result of DRIs. SouthCape Village has identified three high accident locations in their study area, they include:

- Route 130 at Great Neck Road North
- The Pine Tree Corners Rotary
- Route 28 at Shellback Way

At public hearings there was testimony from Town of Mashpee officials and town residents as to concerns regarding safety at the Route 28/Shellback Way location.

TR14: SouthCape Village has made a monetary commitment towards mitigation at both of these locations, Route 130 at Great Neck Road North and Pine Tree Corners Rotary. While SouthCape Village's monetary commitment of \$4,200 for Route 130/Great Neck Road is short of the expected cost of improvements (\$250,000 to \$300,000), SouthCape Village is not responsible for the entire cost since the Town of Mashpee has committed to improvements at this location.

TR15: Development Review Policy 4.1.3.2 of the Regional Policy Plan allows DRIs to partially meet their mitigation requirement by the dedication of vacant developable land within the project's study area in excess of open space requirements. Using this method, SouthCape Village has proposed to deed 6.96 acres of the Drew parcel (located on Route 28 adjacent to the site) to the Town of Mashpee Conservation Commission for conservation purposes.

TR16: SouthCape Village has developed a mitigation plan to alleviate their project impacts during the peak hour and on a daily basis. This plan includes trip reduction measures that are expected to reduce or offset project traffic by approximately 70.5%. Other mitigation measures needed to alleviate the remaining project traffic include monetary intersection and roadway payments and fair share payments.

TR17: To alleviate a portion of their project traffic, SouthCape Village has committed to a payment of \$317,000 to be used for trip reduction measures in the study area. Measures will include, but are not limited to, bus service or planning, design and construction of bicycle paths or sidewalks and quantitative evaluation of trip reduction and travel demand management strategies.

TR18: SouthCape Village has proposed to implement a Transportation Demand Management (TDM) program to reduce its project traffic. SouthCape Village will provide a transportation coordinator to oversee the implementation of the TDM program, which includes strategies such as carpooling, transit, staggered work hours, bicycle racks, and employee incentives to reduce trips.

TR19: SouthCape Village has also committed to a payment of \$373,200 to alleviate a portion of the remaining project impacts. This money can be used to mitigate their off-site study area locations as well as the improvements proposed at the Route 28/Site Drive/Shellback Way intersection (including Deer Crossing commercial access improvements) in accordance with the concept plans dated March 25, 1999 and October 7, 1999. Based on testimony regarding safety at Route 28 and Shellback Way, a shifting of funds is appropriate and provides a public benefit.

TR20: To alleviate project traffic impacts at towns bordering Mashpee, SouthCape Village has committed to a payment of \$18,100. These funds may be used for transportation planning, design, advertising, operation, or construction in the Towns of Falmouth, Barnstable, and Sandwich. The cost breakdown for each town is as follows: Falmouth - \$11,900; Barnstable - \$4,800; and Sandwich - \$1,400.

Hazardous Materials & Wastes

HZ1: The project site is not located in either an existing or proposed Wellhead Protection District. As such, MPS 4.2.2.3 of the 1996 Regional Policy Plan does not apply to this development.

HZ2: Information provided by Beaver Builders in the draft DRI submission describes plans to use natural wood siding, rubber membrane roofing, energy conserving HVAC fixtures, recycling of HVAC freon and use of water-based paints and stains.

HZ3: The Commission received letters from the Mashpee Environmental Coalition and Town Planning Board expressing concern about possible contamination to the Mashpee River and groundwater from hazardous materials stored on the site. Information submitted by Coler & Colantonio as part of the draft DRI submission indicated that wastewater treatment chemicals will include sodium bicarbonate (baking soda) as the alkaline material. Methanol will also be used. It will be limited to not more than two 55-gallon drums enclosed in a containment area inside the treatment operation shed. Coler & Colantonio also state the containment area will be in an explosion-proof room and the feedline exiting the building will be corrosion-protected from the alcohol.

HZ4: According to the FEIR, natural gas will be used for building heating, restaurant kitchens and emergency power generation.

HZ5: According to the DEIR, a site investigation was done several years ago under the auspices of the Chapter 21-E program and no evidence was uncovered of hazardous materials usage or storage on the site. An additional site inspection was done in 1998 including test pits and groundwater sampling. No evidence of oil or hazardous materials releases were found. The DEIR indicated that evidence of asbestos-containing material (ACM) was found in the existing golf shack and snack bar including grout, floor mastic, possibly behind the wood paneling and ceiling tiles.

HZ6: Over the course of the DRI review, staff recommended that re-fueling of vehicles and all major servicing and repairs of construction equipment be done off-site and that on-site servicing of vehicles be limited to greasing of fittings and joints. The applicant's June 9, 2000 submittal stated that "refueling of vehicles and major servicing of vehicles will be done off site."

Noise

NO1: In a June 9, 2000 submittal, Beaver Builders, the applicant's construction management firm, stated that "all construction equipment will be fitted with mufflers" and that construction activities will be "limited to the hours of 7AM to 5PM, Monday through Friday."

Heritage Preservation/Community Character

HP1: The applicant filed a Project Notification Form with the Massachusetts Historical Commission (MHC) on February 4, 1998. On April 4, 1998 the MHC responded that the project is unlikely to affect significant historic or archaeological resources.

HP2: *Goal 6.2 of the RPP encourages redevelopment of existing structures as an alternative to new construction and seeks to ensure that future development respects the traditions and character of historic village centers and outlying rural areas so as to protect and improve, where necessary, the visual character of Cape Cod consistent with the Commission's design manual, Technical Bulletin #96-001.* The project's location on Route 28, a regional roadway and the gateway to the Mashpee Rotary Regional Growth Center, requires that the design of the facility be compatible and harmonious with surrounding development and traditional Cape Cod architecture.

HP3: *MPS 6.2.1 requires that the height and scale of a new building be compatible and harmonious with its site and existing surrounding buildings.* The proposed project consists of a series of nine (9) buildings ranging in size from 5,000 s.f. to 27,500 s.f. for as many as 35 retail stores. Proposed retail buildings are one to two-stories tall and are arranged along two internal streets. The overall scale and massing of the buildings are consistent with village-style development and MPS 6.2.1.

HP4: MPS 6.2.2 requires that where redevelopment is surrounded by buildings with distinctive architectural styles, building height and exterior materials shall be harmonious with the character of the surrounding area. In all cases, the mass and scale of the building, roof shape and pitch and proportions and relationships between doors and windows be harmonious among themselves and consistent with traditional Cape Cod architectural styles. Traditional building materials such as clapboard, masonry, and cedar shingles have been incorporated into the project design. Proposed building heights are harmonious with the character of surrounding developments in Mashpee and conform to the Mashpee Zoning Bylaw.

HP5: MPS 6.2.4 prohibits the expansion or creation of strip development. Redevelopment of existing strip development shall provide adequate buffers between parking areas and the street, and significant improvement to interior parking lot landscaping, as well as façade improvements and frontage buildings, as necessary, to improve the visual character of the site. The proposed project consists of the redevelopment of a site, which was previously disturbed by seasonal flea market use. Measures that have been proposed by the applicant include sign control, parking, lighting, benches, walkways, landscaping, undergrounding of utilities and other design measures consistent with the Commission's Design Manual.

HP6: The applicant has requested flexibility in building locations on the site in order to accommodate the needs of individual tenants. A site plan dated October 15, 1999, indicates the areas within which the buildings may be adjusted. The plan generally allows a 20'-30' area around the buildings for adjustments to building footprints, provided that the variety of massing is retained as proposed by the architectural elevations.

HP7: MPS 6.2.5 and 6.2.6 require the submission of a landscape plan, which addresses both the functional and aesthetic aspects of landscaping. The applicant proposes substantial landscaping with plant materials, which are suitable to the climate and location of the site. Shade trees of at least 3" caliper are proposed along roadways and within parking lots to improve the visual quality of the area.

HP8: Distinguishing original features of the site such as trees greater than 6" diameter, existing plantings, and topography have been preserved or transplanted on the project site. The applicant has agreed to maintain all landscaped areas for a minimum of three (3) years. The proposed landscape plan exceeds Minimum Performance Standards of the RPP.

HP9: MPS 6.2.10 requires that parking be located to the side or rear of a building or commercial complex in order to promote traditional village design unless such location is completely infeasible. The majority of proposed parking is located to the side or rear of proposed buildings, consistent with MPS 6.2.10. On-street parking is also proposed to reduce the

size of parking lots and promote a village-style design. A small amount of parking is located along Route 28. This parking area is heavily screened from the roadway and is visually separated by proposed topography.

HP10: *MPS 6.2.8 prohibits the installation of billboards, offsite advertising and internally lit or flashing signs.* The number of signs for the project has been reduced overall and neon signs have been eliminated from the project. No internally illuminated signs are proposed. The size and color of signs are in scale and compatible with surrounding buildings and wooden signs have been proposed. Proposed signage is consistent with MPS 6.2.8.

HP11: Proposed signalization on Route 28 at Shellback Way will require Commission review to ensure consistency with MPS 4.1.1.8 of the RPP.

HP12: According to the DEIR/DRI, lighting fixtures selected will be metal halide in conformance with standard 2.3 of Technical Bulletin 95-001. Information submitted as part of the DEIR stated that the project will include 12-foot decorative style lantern fixtures which are in conformance with Technical Bulletin standard 2.6 and MPS 6.2.8.

HP13: Standard 2.6 of Technical Bulletin 95-001 also stipulates a 20-foot maximum pole height due to the project's location and visibility from a regional roadway. However, Technical Bulletin 95-001 also stipulates that "there may be situations where these standards may be modified to reflect specific conditions." In this case, a large part of the project site is crossed by a electric company easement, and the electric company has required that light poles with the easement area must be no more than 12 feet in height. Based on this, the Commission finds that this applicant's lighting design is constrained, and that it is therefore reasonable to modify the applicability of Standard 2.6 to allow 25-foot light poles on another part of the site. Allowing 25-foot poles will reduce the number of poles required, and will also result in long-term benefits by reducing energy use.

HP14: The DRI submittal indicated that the wall packs used will be mounted in such a way as to minimize light spill and that they will be shielded to create a 70-degree beam cutoff as required by standard 2.7 of Technical Bulletin 95-001.

HP15: Based on a review of various lighting plans submitted throughout the review of the project, particularly revised lighting plans (E-1 and E-2, dated 8/31/00), the number of wall-pack lights in the delivery areas may result in exceeding the 8.0 foot-candle standard.

CONCLUSION

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

The benefits of the proposed project outweigh the detriments resulting from the development. This conclusion is supported by the facts that the project is proposed as redevelopment and is located in a certified Growth Center in the Town of Mashpee, thereby limiting new strip development. See Findings LU1 through LU3.

Land Use benefits are provided through Other Development Review Policies (ODRP) for 1.1.5 through 1.1.7. ODRP 1.1.5 states that adequate infrastructure, including water and sewer, should be provided by public and private means in certified growth/activity centers to support appropriate levels of density as determined by towns in their local comprehensive plans. The project addresses ODRP 1.1.6 by redevelopment of this site, which will improve the appearance of an existing blighted site. Measures that have been proposed by the applicant include sign control, parking, lighting, landscaping, undergrounding of utilities, and other design measures consistent with the Commission's Design Manual. Through redevelopment in an existing commercial area the project addresses ODRP 1.1.7.

With the on-site open space and cash contribution, the current open space proposal is in compliance with the Regional Policy Plan with regard to both the quantity and quality of the land area to be provided, as well as the provision that at least 50% of the open space be in a natural or undisturbed condition, per Finding NROS5.

The proposed Talanian project has met the minimum water resources standards of the Regional Policy Plan if the conditions in this decision are satisfactorily completed. Although the Talanian project has been very creative in addressing all sources of nitrogen, including connection of the Life at Mashpee development to a denitrifying treatment plant, a constructed wetland for stormwater treatment, and reuse of wastewater-impacted groundwater for irrigation of landscaping, these efforts have been taken to produce approximately the same nitrogen load as the existing use of the site.

Since the nitrogen load is the same, this creativity does not provide a benefit to the nitrogen load to the Mashpee River; it only meets the minimum standards required in the RPP.

The provision of jobs through the project provides a minimal benefit; although, based upon the Cape Cod economic development strategy, there is a preference for well-paying businesses, including "clean, light industry." Retail jobs traditionally provide lower wages and limited benefits to part-time employees.

A transportation benefit of the project results from the developer's having analyzed their fair share calculations using higher traffic generation than estimated at four locations. Also, development within Mashpee's designated

Growth Center is consistent with the Cape Cod Commission's intention to minimize traffic impacts in more sensitive areas. Developing in a Growth Center where infrastructure exists or may be upgraded minimizes the impacts on the character of Mashpee and the Cape Cod region.

ODRP 4.1.1.18 states that new development and redevelopment should minimize adverse impacts on residential neighborhoods. The Regional Policy Plan only requires (with standards) mitigation at regional intersections and on regional roadways. Due to the amount of traffic being generated by this project, it is expected to impact a number of local roadways where mitigation is not proposed. This can be considered a detriment of the project. In addition, the monetary commitment (\$100 per trip per location) obtained for locations between 25 and 50 peak hour project trips is well below the cost of improving these locations. While the project impacts may be minor at individual locations, the cumulative effect can be significant. Further, the option of "land banking" is allowed under ODRP 4.1.3.2 of the Regional Policy Plan. However, while this option removes future traffic from the roadway system, SouthCape Village will still be adding existing traffic that will not be mitigated concurrently with the project.

The project provides community character benefits as described in ODRP 6.2.14 through 6.2.20. These Development Review Policies have to do with the planting of shade trees along roadways, parking lots planted with shade trees in the interior portions of the lot, landscape materials which are suitable to the climate and location of the site, preserving distinguishing original features on the site, the use of traditional building materials, compatible signage and graphics, and exterior lighting as part of the architectural and landscape design concept.

The project is consistent with Mashpee's Local Comprehensive Plan (LCP) in that it is redevelopment within the Mashpee Rotary Growth Center. Provision of the connector road is also provided for in the Mashpee LCP. The project is not located within a District of Critical Planning Concern (DCPC), therefore, consistency with DCPC regulations is not applicable. The project requires a Special Permit from the Mashpee Planning Board and is consistent with local development by-laws with regard to location, use, building height, and design.

The project is consistent with the Regional Policy Plan for:

- Land Use; see Findings LU1 through LU6
- Water Resources; see Findings WR1 through WR8
- Natural Resources & Open Space;
see Findings NROS1 through NROS8
- Transportation; see Findings TR1 through TR 18
- Hazardous Materials & Wastes; see Findings HZ1 through HZ6
- Heritage Preservation & Community Character;
see Findings HP1 through HP15

The Commission hereby approves, with Conditions, the application of C. Talanian Realty Co., Inc. for the proposed SouthCape Village Outlet Mall as a Development of Regional Impact, subject to the following Conditions:

General

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

G2: Failure to comply with all conditions stated herein and to remain in compliance herewith, shall be deemed cause to revoke or modify this decision, at the discretion of the Cape Cod Commission.

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

G4: No development work, as the term "development" is defined in the Act, shall be undertaken until the appeal period hereunder has elapsed or, if such an appeal has been filed, until all judicial proceedings have been completed.

G5: Prior to issuance of a building permit, the applicant shall obtain a Preliminary Certificate of Compliance from the Commission which states that all conditions in this decision pertaining to issuance of a building permit have been met.

G6: Until issuance of a Certificate of Occupancy for all of the structures shown in the approved plans or Final Certificate of Compliance, the applicant shall provide the Commission with an annual progress report to be submitted on or before the anniversary of the date of this decision. The annual progress report shall describe the status of local development permitting and project construction, including the expected date of commencement of site preparation work. The applicant shall report changes to the annual progress report.

G7: The proposed SouthCape Village shall be constructed in accordance with the following final plans:

- Site Plan, January 28, 2000,
- Proposed elevations, sheets A-1 through A-5, revised 10/13/00, Prellwitz/Chilinski Architects
- Areas 1-3 Landscaping Planting Plan, revised 8/9/99, prepared by Mary LeBlanc Landscape Design, 4 sheets, 2-10 through 1-13
- Permissible Building Area, prepared by Prellwitz/Chilinski, dated October 15, 1999.
- Concept plans – 10/7/99 Liquor Warehouse page 1, Deer Crossing page 2
- Map 4.1 Conceptual Improvement Plan, Full Access/Egress, with Signal, Figure 26, 3/25/99

G8: Prior to issuance of a building permit, the applicant shall submit final Plans as approved by local boards for review by Commission staff to determine their consistency with Section 7 of the Cape Cod Commission Administrative Regulations, Modifications to Approved DRIs, dated 6/3/99 and as amended from time to time. Revisions to final plans as approved by the Commission, which are a result of more restrictive conditions imposed by a local board shall be considered Minor Modifications #1 and shall be approved by Commission staff.

G9: Alterations to proposed building footprint, parking layout or service Areas within the Permissible Building Area as denoted on the final Site Plan dated October 15, 1999 prepared by Prellwitz Chilinski, shall be considered Minor Modifications #1 and shall be approved by Commission staff provided that such alterations retain the variety indicated in the final elevations and do not result in a material change to any of the following: Overall building area or massing; open space; drainage patterns; quantity of Parking spaces; traffic patterns; quantity or quality of landscaped areas.

G10: Prior to receiving a temporary or final Certificate of Occupancy from the Town of Mashpee, the applicant shall obtain a Final Certificate of Compliance from the Commission.

G11: The project shall not be open for business to the public until a Final Certificate of Compliance is received from the Cape Cod Commission.

G12: 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 receipt of such Certificate. Such notification shall include a list of key contact(s) for questions that may arise during the Commission's compliance review. Commission staff shall complete an inspection under this condition within seven (7) business 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. By filing a request for a Certificate of Compliance the applicant agrees to allow Cape Cod Commission staff to enter onto the property which is the subject of this decision for the purpose of determining whether the conditions contained in the decision are met.

G13: The applicant shall certify that it has given a copy of this Decision to the general contractor and all tenants prior to the start of construction, and to all tenants prior to signing their respective leases.

G14: If any traffic mitigation component is not completed in accordance with these conditions, no Final Certificate of Compliance shall thereafter be issued until such construction measure or component is completed as determined by Commission staff. The Cape Cod Commission is under no obligation to issue a

Final Certificate of Compliance if the applicant has failed to complete any traffic mitigation measure as identified in this decision.

Water Resources

WR1: In order to reduce the proposed nitrogen load to the 63.8 kg/yr limit on this site, the applicant shall contribute \$2,840 to offset the projected 1.8 kg/yr excess load. This amount is based on the comparable number of upgrades (at \$8,000 per upgrade) from existing Title 5 septic systems to state-approved denitrifying septic systems necessary to create a no net nitrogen increase in the watershed. These funds shall be used in the current town comprehensive wastewater assessment project to construct or plan a project to improve nitrogen loading in the Mashpee River subwatershed. The funds shall be provided to the Commission prior to the issuance of a Final Certificate of Compliance.

WR2: The applicant shall submit the final Groundwater Discharge Permit to the Commission within 30 days following its approval by DEP. The applicant or subsequent property owners shall submit copies of any reporting or monitoring information required in the Groundwater Discharge Permit to the Commission.

WR3: After one calendar year of monitoring required under the Groundwater Discharge Permit has been completed, the applicant shall review the performance of the wastewater treatment facility and provide findings and all relevant materials to the Commission. If the average annual wastewater flow at the wastewater treatment facility exceeds 19,888 gpd or if the average annual total nitrogen concentration from the plant exceeds 10 ppm, the person or entity then owning the property shall permanently reduce nitrogen loads to address the amount of excess nitrogen load. Excess loads could be addressed, for example, by: 1) reducing wastewater flows, 2) improving stormwater treatment of paved surfaces or 3) a combination of these activities. An annual review of wastewater treatment performance shall be provided to the Commission within 30 days of subsequent anniversaries of this first review. The Commission shall not approve any project modifications or change of uses unless identified excess nitrogen loads are appropriately addressed. The Commission shall also seek to have any excess nitrogen loads addressed through modification of the Groundwater Discharge Permit.

WR4: Any increases in impervious surfaces or wastewater flows shall have offsetting nitrogen reductions and shall be approved by the Commission.

WR5: In no case shall the total annual nitrogen load for the site exceed 65.7 kg.

Natural Resources & Open Space

NROS1: Prior to issuance of a Preliminary Certificate of Compliance, the applicant shall provide the Commission with draft deed restriction language to be reviewed and approved by Commission counsel. The deed restriction shall provide that the open space shown on the site plan dated January 28, 2000 shall remain as open space in perpetuity pursuant to M.G.L. c. 184, sections 31 and 32

or otherwise in the Commission's discretion. The restriction shall also provide that the 115' buffer shown on the site plan along Route 28 shall remain in a natural, undisturbed state with no removal of vegetation (overstory or understory) or vista pruning permitted. Once approved by Commission counsel, the deed restriction shall be recorded at the Barnstable County Registry of Deeds with proof of recording provided to the Commission prior to issuance of a Final Certificate of Compliance.

NROS2: Prior to issuance of a Final Certificate of Compliance, the applicant shall provide the sum of \$68,920 to the Town of Mashpee's Conservation Commission to be placed in the Town's Conservation Fund. These funds shall be used only to acquire open space within the Mashpee River watershed. Prior to the expenditure of these funds, the Conservation Commission shall consult with and reach agreement with the Cape Cod Commission or its designee regarding the intended use of the funds to ensure that the parcel meets the requirements of this condition.

Economic Development

ED1: Prior to issuance of a Final Certificate of Compliance, the applicant shall report to the Commission the number of Cape Cod contractors and laborers involved with the project: types of jobs, wages earned, and benefits received.

ED2: Prior to issuance of a Final Certificate of Compliance, the applicant shall report to the Commission where all contracting employees reside.

ED3: Within six (6) months of issuance of a Final Certificate of Compliance, SouthCape shall report to the Commission the number of Cape Cod residents employed: types of jobs (full or part-time, sales, management, etc.), wages earned, and benefits received.

ED4: After six months of full operation, SouthCape Village shall report to the Commission by town where all employees reside.

Transportation

TR1: SouthCape Village shall locate their site drives in accordance with the site plan dated January 28, 2000. The Donna's Lane South Site Drive shall be a one-way entrance only. This alignment is consistent with the Town's plan to extend the Connector Road into Mashpee Commons.

TR2: Prior to issuance of a Final Certificate of Compliance, SouthCape Village shall construct the intersection of the Route 28 site drive at Shellback Way with a signal (including pedestrian phase) and geometric changes in accordance with conceptual improvement plan of March 25, 1999. The signal shall be coordinated with the proposed signal at Route 28/Job's Fishing Road/Donna's Lane. The intersection and signal design shall include pedestrian crosswalks and, pending Massachusetts Highway Department approval, a pedestrian signal countdown device to warn pedestrians how much time they have left to cross the road. If required by the Town of Mashpee Police or Fire Departments, the signal shall

also include a fire pre-emption device to allow emergency vehicles to control the signal during a response. In the event that the Town of Mashpee or the Massachusetts Highway Department require four-lane widening of Route 28 from the Pine Tree Corners Rotary to Shellback Way as part of this construction, if required by the Town or by the Massachusetts Highway Department, a median shall be installed to provide a divided roadway.

TR3: Prior to issuance of a Final Certificate of Compliance, SouthCape Village shall consolidate the two curb cuts on Route 28 accessing the Liquor Warehouse and the Peters Agency to form one driveway in accordance with the conceptual plan dated October 7, 1999.

TR4: Prior to issuance of a Final Certificate of Compliance, SouthCape Village shall reconstruct ShellBack Way and the Deer Crossing commercial site in accordance with the conceptual plan dated October 7, 1999. This plan includes closing two driveways on ShellBack Way, providing a curb cut into the Canning property, widening the Deer Crossing commercial to Shellback Way interconnection, reconfiguration of parking spaces and providing new access to the Plymouth Savings Bank. A sidewalk shall also be constructed on Shellback Way from Route 28 to the Deer Crossing residential neighborhood.

TR5: The cost to mitigate SouthCape Village's off-site traffic impact locations within the study area is \$373,200. This money may be used by SouthCape Village towards construction of the improvements listed in Conditions TR2 and TR3. If the money is used for Conditions TR2 through TR4, SouthCape Village shall provide the CCC with an invoice(s) showing the costs related to construction of these improvements prior to issuance of a Final Certificate of Compliance. Prior to issuance of a Final Certificate of Compliance, SouthCape Village shall make a one-time payment of any excess funds to Barnstable County to be used for off-site improvements in the Town of Mashpee. Any excess funds from these improvements shall be used for off-site mitigation upon approval by Commission staff. If these improvements cost more than \$373,200, SouthCape Village shall be responsible for the excess costs.

TR6: Prior to issuance of a Final Certificate of Compliance, SouthCape Village shall construct and allow for public use the entire portion of the Connector Road located east of Route 28 from Industrial Drive (Mashpee Industrial Park) to Donna's Lane. Construction of this traffic mitigation measure shall be completed in accordance with SouthCape Village's January 28, 2000 site plan and Mashpee's Local Comprehensive Plan (see Map 7-1 and Five Year Plan).

TR7: If any traffic mitigation measure is not functionally completed consistent with the Trip Reduction/Traffic Mitigation Schedule due to the applicant's not having legal control of certain parcels, so long as the applicant demonstrates that the failure to complete such measure could not be avoided by the exercise of great diligence, the applicant may seek a modification to this decision pursuant to Section 7 of the Cape Cod Administrative Regulations, Modifications to Approved DRIs, dated 6/3/99, as amended from time to time. The applicant

shall be required to demonstrate to the satisfaction of the Commission that an alternative trip reduction/traffic mitigation measure exists, permanent or temporary, and can be completed prior to issuance of a Final Certificate of Compliance.

TR8: Prior to issuance of a Final Certificate of Compliance, SouthCape Village shall make a one-time payment of \$317,000 to Barnstable County to be used for public transportation or other trip reduction measures in the Mashpee area. Measures shall include, but are not limited to, bus service operation or advertising or planning, design and construction of bicycle paths or sidewalks and quantitative evaluation of trip reduction and travel demand management strategies, at the County's discretion. Specific mitigation and location of trip reduction measures shall be recommended by the Cape Cod Commission and the Town of Mashpee. This payment shall be held by Barnstable County/Cape Cod Commission as the SouthCape Village commitment towards necessary trip reduction measures for this project. Monies not expended or obligated for the design and/or construction of trip reduction measures within 10 years shall be paid to the Cape Cod Regional Transit Authority, or a similar agency providing public transportation, for general transit service expenses in the Town of Mashpee.

TR9: Prior to issuance of a Final Certificate of Compliance, 6.96 acres of land from the adjacent Drew parcel, Lots 2 & 3, on Plan of Land in Mashpee, MA for John A. Drew, Heirs of Elise M. Otis and Heirs of Marion Hinckley, as revised on August 5, 1998, by Baxter & Nye, Inc., Osterville, MA, (previous owner, John Drew, Lots 2 & 3, Plan Book 533, Page 44; as now recorded, Lot 2 Plan Book 11696, Page 144, & Lot 3, Plan Book 11696, Page 142) on Route 28 in Mashpee shall be deeded to the Town of Mashpee to be placed under the care, custody and control of the Conservation Commission pursuant to Chapter 40, Section 8C, in order to remove future development and associated traffic impacts from the parcel.

T10: Prior to issuance of a Final Certificate of Occupancy, SouthCape Village shall provide a transportation coordinator to oversee the implementation of the Transportation Demand Management (TDM) program. The TDM program shall include the following techniques:

- Update information on transit schedules (service and times)
- Employee ridesharing (carpooling)
- Staggered work hours
- Provide bicycle racks throughout the development
- Guaranteed ride home program
- Employee incentives for trip reduction

SouthCape Village shall contact other area-wide developers (e.g., Mashpee Commons and BOCH Center) to share information and coordinate TDM programs.

T11: The transportation coordinator shall monitor the effect of the TDM program and alter/upgrade trip reduction measures, where necessary, to evaluate the effectiveness of TR10. Starting one (1) year from the date of issuance for a Final Certificate of Compliance, an annual report shall be provided to the Cape Cod Commission. This report shall be provided for a period of five (5) years.

TR12: Prior to issuance of a Final Certificate of Occupancy, SouthCape Village shall make a monetary payment of \$18,100 to Barnstable County/Cape Cod Commission to be used for transportation planning, design, advertising, operation, or construction in the Towns of Falmouth, Barnstable, and Sandwich. The money for each town shall be allocated as follows: Falmouth - \$11,900; Barnstable - \$4,800; and Sandwich - \$1,400.

Monies not expended or obligated by the Cape Cod Commission for these purposes within 10 years shall be transferred to the Cape Cod Regional Transit Authority, or similar agency providing public transportation, for general transit service expenses in the designated towns.

TR13: Design plans shall be provided to Cape Cod Commission staff at the 25% and 75% design phases for review and comment.

TR14: Final design plans shall be provided to the Cape Cod Commission for any proposed transportation improvements at least thirty (30) days prior to implementation of each plan. Modifications made during the development of the final design plans that are in accordance with the operation characteristics planned for the project shall be considered as Minor Modifications #1 and may be approved by Commission staff.

TR15: The applicant shall notify Commission staff when proposed transportation improvements are 75% and 95% complete.

Hazardous Materials & Wastes

HZ1: The project shall include reasonable efforts to incorporate material substitution, including natural wood siding, rubber membrane roofing, energy conserving HVAC fixtures, recycling of HVAC freon and water-based paints and stains. Prior to issuance of a Final Certificate of Compliance, the applicant shall submit to the Commission a description of what alternative building materials, including those noted above, have been incorporated into the project.

HZ2: Prior to issuance of a Preliminary Certificate of Compliance, the applicant shall submit plans for the wastewater treatment system for Commission review and approval which detail storage and containment methods for chemicals used in the facility.

HZ3: Prior to issuance of a Preliminary Certificate of Compliance, the applicant shall submit to the Commission a copy of the pre-demolition asbestos survey. Prior to issuance of a Final Certificate of Compliance, the applicant shall submit

evidence that any asbestos-containing material was appropriately disposed of.

HZ4: Re-fueling of vehicles and all major servicing and repairs of construction equipment and/or vehicles shall be done off-site. On-site servicing of vehicles shall be limited to greasing of fittings and joints.

Noise

N1: To address construction noise, all construction equipment shall be fitted with mufflers or other sound-attenuating devices and construction activities shall be limited to the hours of 7:00 AM to 5:00 PM, Monday through Friday.

Heritage Preservation/Community Character

HP1: Prior to issuance of a Preliminary Certificate of compliance, the applicant shall obtain approval of a materials board from the Commission staff.

HP2: Prior to issuance of a Final Certificate of Compliance, the applicant shall submit documentation of a maintenance contract, which incorporates specifications described in the Landscape and Maintenance Guide as described in the Final Environmental Impact Report (FEIR) dated February, 2000, and which ensures that proposed landscaping shall be maintained for a minimum of three years from the date of the Final Certificate of Compliance. The maintenance contract and/or final landscape plans shall provide for Loft's Seed Ecology Mix or equivalent for lawn areas associated with the project.

HP3: Project and individual tenant signage shall be constructed in accordance with signage guidelines described in the FEIR dated February, 2000. All signs shall be down-lit and externally illuminated, consistent with MPS 6.2.8 and Technical Bulletin 95-001.

HP4: Prior to issuance of a Final Certificate of Compliance, the applicant shall install an irrigation system for all setbacks, building areas and parking areas, consistent with the proposed irrigation system described in the FEIR. Prior to issuance of a Final Certificate of Compliance, Commission staff shall complete an inspection of the irrigation system.

HP5: All site work and/or landscape improvements shall be completed prior to issuance of a Final Certificate of Compliance from the Commission. If all required site work and/or landscape improvements are not complete at the time that a Final Certificate of Compliance is sought from the Commission, any work which is incomplete shall be subject to an escrow agreement of a 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 Commission staff. The escrow agreement may allow for partial release of escrow funds upon partial completion of work. The escrow agreement shall be payable to Barnstable County with the work approved by Commission staff.

prior to release of the escrow funds. Unexpended escrow funds shall be returned to the applicant, with interest, upon completion of the required work.

HP6: Plant materials specified by this decision may be substituted with prior written approval of Commission staff.

HP7: Prior to issuance of a Final Certificate of Compliance, the applicant shall submit a copy of "as built" lighting plans to be used in connection with condition HP8, below.

HP8: Prior to issuance of a Final Certificate of Compliance, Commission staff shall verify in the field the types, mounting heights and light levels of exterior fixtures. If, based on in-the-field verification, the light levels, fixture types and/or mounting heights are found not to be in compliance with MPS 6.2.7 and/or Technical Bulletin 95-001, the applicant shall modify the exterior lighting to conform to Technical Bulletin 95-001. Such modification shall take place prior to issuance of a Final Certificate of Compliance. The applicant shall also submit plans and/or other technical information relative to the modification requirements as needed to bring the exterior lighting design into conformance with MPS 6.2.7, MPS 6.2.8 and Technical Bulletin 95-001 prior to issuance of a Final Certificate of Compliance.

HP9: As required by Minimum Performance Standards 4.1.18, proposed signalization of Route 28 and Shellback Way shall be designed to ensure that community character impacts are minimized. The applicant shall submit proposed signalization plans and associated improvements during the 25% and 75% design phases to the Cape Cod Commission staff and the Town of Mashpee for review and comment.

The Cape Cod Commission hereby **approves with conditions** the application of C. Talanian Realty Co., Inc. as a Development of Regional Impact pursuant to Sections 12 and 13 of the Act, c. 716 of the Acts of 1989, as amended, for the proposed SouthCape Village project located in Mashpee, Massachusetts.

This decision is rendered pursuant to a vote of the Cape Cod Commission on December 14, 2000.

Frank Shephard 12-14-00
Frank Shephard, Chair, Cape Cod Commission Date

Commonwealth of Massachusetts

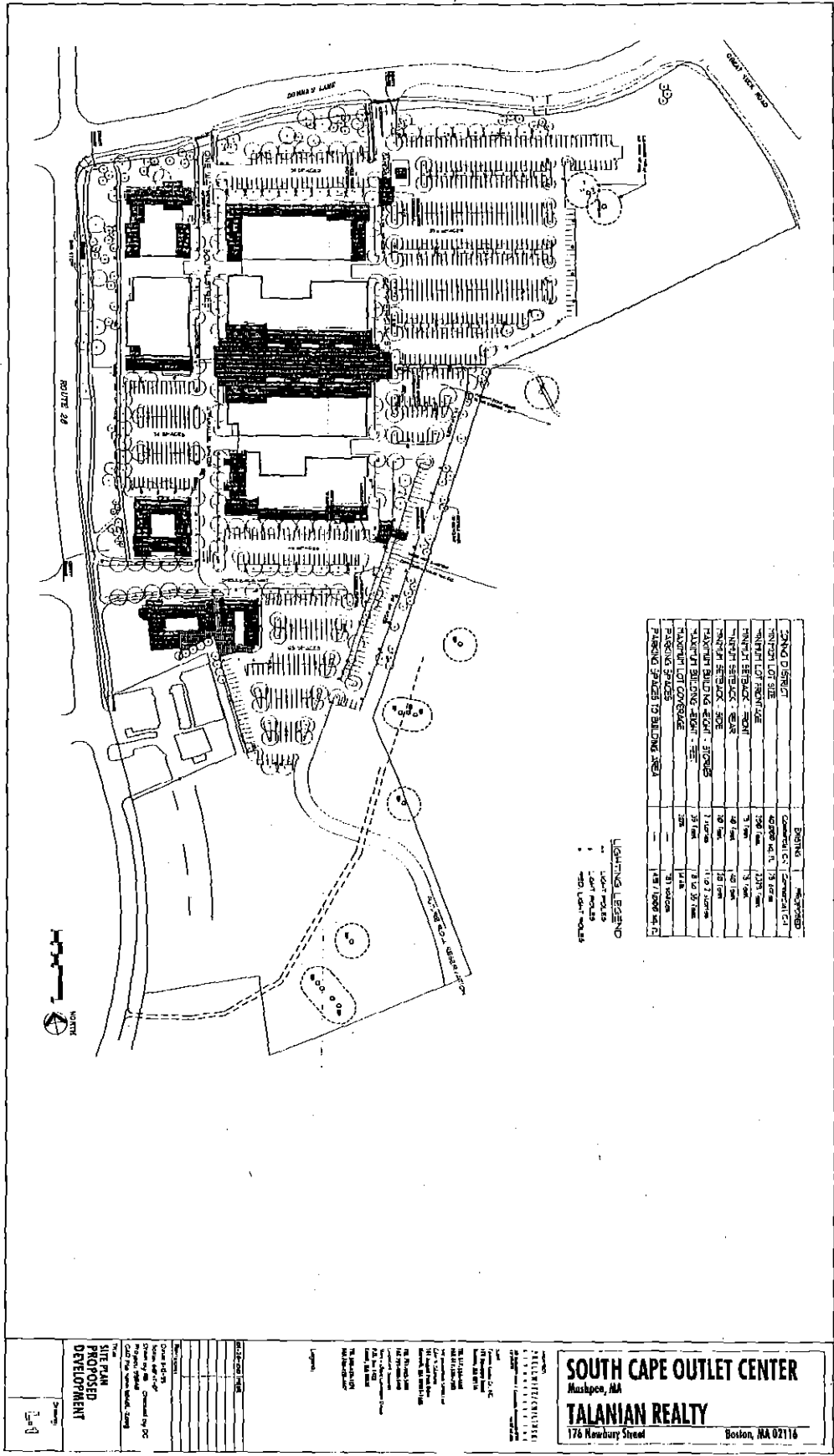
Barnstable, ss.

Subscribed and sworn to before me this 14th day of December, 2000

Katharine L. Peters
Name, Notary Public

My commission expires:





SOUTH CAPE OUTLET CENTER
 Mashpee, MA
TALANIAN REALTY
 176 Newbury Street Boston, MA 02116

SITE PLAN PROPOSED DEVELOPMENT

Scale: 1" = 100'

North Arrow

Legend:

- Light Level
- Light Level
- Light Level

Notes:

- The site plan shows the proposed development of the South Cape Outlet Center in Mashpee, MA.
- The plan includes the layout of the buildings, parking areas, and surrounding roads.
- The plan is subject to the approval of the local planning board and the state planning board.
- The plan is based on the information provided by the client and the site survey.
- The plan is not to be used for any other purpose without the written consent of the architect.



SCALE 1" = 20'-0"
NORTH

**SOUTH CAPE
OUTLET CENTER**
Mashpee, Massachusetts
TALANIAN REALTY
176 Newbury Street Boston, MA 02116

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221 Haverhill St / Cambridge, MA 02138
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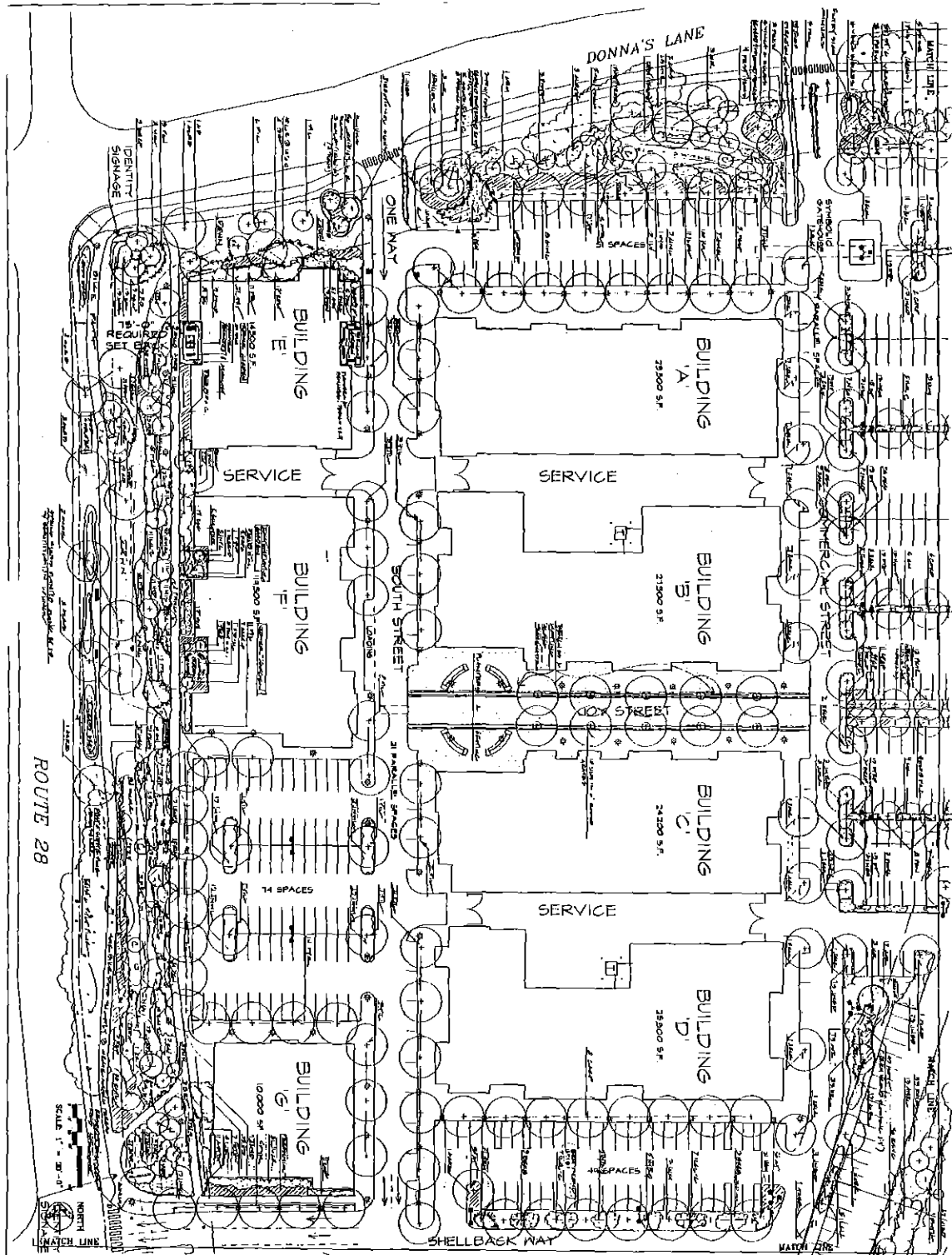
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Fax: 760/439-0001

AREA - 1
LANDSCAPING
PLANTING PLAN - AREA 1

2-10



AREA - 2
LANDSCAPING
PLANNING PLAN - AREA 2

2-11

**SOUTH CAPE
OUTLET CENTER**
Mashpee, Massachusetts
TALANIAN REALTY
176 Newbury Street Boston, MA 02116

LEGEND

- 1. Existing Building
- 2. Proposed Building
- 3. Proposed Parking
- 4. Proposed Landscape
- 5. Proposed Signage
- 6. Proposed Street
- 7. Proposed Fence
- 8. Proposed Wall
- 9. Proposed Gate
- 10. Proposed Gatepost
- 11. Proposed Gatepost Cap
- 12. Proposed Gatepost Base
- 13. Proposed Gatepost Bracket
- 14. Proposed Gatepost Bracket Cap
- 15. Proposed Gatepost Bracket Base
- 16. Proposed Gatepost Bracket Bracket
- 17. Proposed Gatepost Bracket Bracket Cap
- 18. Proposed Gatepost Bracket Bracket Base
- 19. Proposed Gatepost Bracket Bracket Bracket
- 20. Proposed Gatepost Bracket Bracket Bracket Cap
- 21. Proposed Gatepost Bracket Bracket Bracket Base
- 22. Proposed Gatepost Bracket Bracket Bracket Bracket
- 23. Proposed Gatepost Bracket Bracket Bracket Bracket Cap
- 24. Proposed Gatepost Bracket Bracket Bracket Bracket Base
- 25. Proposed Gatepost Bracket Bracket Bracket Bracket Bracket
- 26. Proposed Gatepost Bracket Bracket Bracket Bracket Bracket Cap
- 27. Proposed Gatepost Bracket Bracket Bracket Bracket Bracket Base
- 28. Proposed Gatepost Bracket Bracket Bracket Bracket Bracket Bracket
- 29. Proposed Gatepost Bracket Bracket Bracket Bracket Bracket Bracket Cap
- 30. Proposed Gatepost Bracket Bracket Bracket Bracket Bracket Bracket Base

