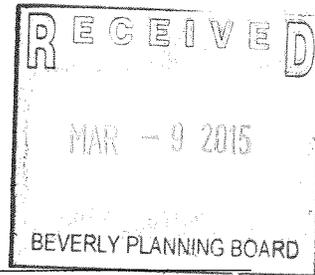


CITY OF BEVERLY PLANNING BOARD
SPECIAL PERMIT APPLICATION FORM



Date: March 9, 2015

Received by: _____

1. Name & Mailing address of petitioner: Depot Square Phase III LLC, c/o Miranda P. Gooding, Esq. Glovsky & Glovsky, LLC, 8 Washington Street, Beverly, MA 01915
2. Name & Mailing address of property owner: Mary E. O'Neil, Trustee of 131 Rantoul Street Condominium Association, 159 Railroad Ave. S. Hamilton, MA 01982
3. Petitioner's telephone number: 978.720.3122 Fax number: 978.720.3181
4. Property owner's telephone number: 508-847-1127 Fax number: _____
5. Street address of subject property: 131 Rantoul Street
Assessors Map/Lot Numbers: Map 5, Lots 82-1, 82-2, 82-3
6. If petitioner is the owner, state date of acquisition and the name of the person from whom title was acquired: N/A
7. If petitioner is not the owner, state interest or status of petitioner in land: Petitioner is the nominee of the Buyer named in a Purchase and Sale Agreement with the owners of the property.
8. Specific provision(s) of the zoning ordinance involved in this application: Section 38-17C.1 - new mixed use building in CC Zoning District with more than 75% residential floor area.
9. State the use for which permission is being sought: See attached Addendum.
10. Is the property which is the subject of this application contiguous to other land held in common ownership? No

The successors agree for themselves, their successors in title, and assigns to comply continuously with such conditions, limitations, and safeguards as may be specified by the Planning Board and that failure to so comply or failure to use said lot or building (if any) for the purpose above specified shall constitute a violation of and make void any special permit issued pursuant hereto.

Depot Square Phase III LLC
Signature of petitioner
Miranda P. Gooding, Esq.

Signature of property owner
Mary E. O'Neil, as Trustee

REQUIRED ATTACHMENTS

- Copy of current property deed
- Evidence of petitioner's right to file application if applicable (e.g. purchase and sale agreement, signed and notarized statement from property owner)
- Copy of most current record plan
- Twelve (12) copies of plan(s) drawn in accordance with the Board's requirements for said plans, and ten (10) additional copies of plans, size 11" x 17"
- \$400.00 filing fee (cash or check made payable to the City of Beverly)
- List of names and addresses of parties in interest as defined by M.G.L. Chapter 40A, Section 9

Depot Square Phase III LLC (the "Applicant") seeks a Special Permit under Section 38-17C.1 of the Zoning Ordinance to authorize the development of a multi-use building at 131 Rantoul Street, containing approximately 8500 square feet of ground floor retail/commercial space, together with 72 residential units and 72 parking spaces, in which the residential use will occupy more than 75% of the floor area in the building.

The Applicant is an affiliate of Windover Development, LLC which has entered into a Purchase and Sale Agreement to purchase a portion of the property at 131 Rantoul Street shown as Lot 1 on the Plan of Land dated January 21, 2015 previously approved by the Planning Board as not requiring subdivision approval (copy of plan attached).

Existing Conditions. As shown on the accompanying Site Plan, the property is an improved site containing approximately 38,615 +/- square feet, with 200.13 feet of frontage on Rantoul Street, 205.00 feet on Railroad Avenue and 182.00 feet of frontage on Pleasant Street. The site is improved with three (3) buildings, each of which is a separate condominium unit in the commercial condominium known as the 131 Rantoul Street Condominium. The rest of the site is improved with surface parking areas. The units are currently occupied by an office/clinic, an auto body shop and a construction company.

The Project. The project will include the demolition of the existing buildings and the construction of a single mixed use building containing 4 stories of residences, situated above a ground floor level containing commercial/retail storefronts along Rantoul Street, with garage parking behind the storefronts. 72 residential units are proposed, along with two commercial storefronts opening onto a courtyard area facing Rantoul Street. In addition to the courtyard, the front of the building will be held some distance off the Rantoul Street property line to encourage such active urban uses as outdoor café dining. The residences will include a mix of one and two-bedroom units and it is anticipated that resident amenities will include a fitness room, common area kitchen/lounge space and storage lockers. The garage and an adjacent parking deck to the rear of the building will provide a total of 72 parking spaces. The project is proposed to be developed as apartments and will be professionally leased and managed. Twelve percent (12%), or nine (9), of the apartments will be permanently restricted as affordable units.

Zoning Analysis. The site is located in the CC Zoning District, the Depot Parking Overlay District and Height Overlay District. The property is not adjacent to a residential zoning district. The project will comply with minimum frontage (50 feet) and maximum height (55 feet) requirements; no other dimensional controls apply under Section 38-17D.5 which applies to mixed use buildings on lots with side and rear yards that are not adjacent to residential zoning districts.

On-site parking for 72 vehicles will be provided, which will fulfill the requirement for residential parking spaces at 1 space/residence. Under Section 38-25A.2.b of the Zoning Ordinance, the parking spaces for non-residential uses may be provided off-site in a public parking facility located within 500 feet and/or within any on-street parking spaces located within the frontage of the property. Accordingly, the Applicant may rely upon the proximity to the Beverly Depot Parking Garage (within 300 feet), and any on-street parking, to satisfy the requirement for commercial parking spaces.

Inclusionary Housing. All of the required affordable units will be provided on-site and will otherwise be of comparable construction and have similar amenities to market rate units. The Applicant will file a separate Inclusionary Housing Application with the Board.

Traffic Considerations. Due to grade constraints on the Railroad Avenue side of the new building, garage access to the project is proposed through one 24' wide two-way entrance/exit along Pleasant Street. Pleasant Street is currently a one-way street with traffic travelling from Cabot Street to Rantoul Street. In order to reduce traffic impacts on Railroad Avenue and Hardy Street, the Applicant is asking that the Parking and Traffic Commission and Planning Board explore the possibility of allowing two-way traffic on Pleasant Street between Rantoul Street and the intersection of Pleasant Street and Hardy Street, and reversing the current one-way direction of traffic on Hardy Street to allow traffic to exit to Railroad Avenue.

Special Permit Criteria. The proposed project complies with the conditions for the issuance of a special permit contained in Section 38-28C.2.

- a. ***That the specific site is an appropriate location for the proposed use, and that the character of adjoining uses will not be adversely affected.***

The property's proximity to the Beverly Depot MBTA Station and the new parking garage facility make it a prime location for transit-oriented development. The proposed use is consistent with the City's efforts to promote higher-density residential development within walking distance to mass transit, and in the Rantoul Street corridor generally, in order to revitalize Rantoul Street and downtown Beverly. The neighborhood is home to a diverse mixture of commercial, institutional and residential uses and the proposed multi-use building will be in keeping with those uses and will not cause adverse effects.

- b. ***That no factual evidence is found that property values in the district will be adversely affected by such use.***

The introduction of new ground floor retail use and a more interactive pedestrian experience will improve the Depot Square area and bring new residents to the downtown. These changes will lead to increased demand for convenience and other

retail amenities in the neighborhood and will eventually encourage the redevelopment and improvement of existing under-utilized properties. All of the foregoing will lead to enhanced property values.

c. That no undue traffic and no nuisance or unreasonable hazard will result.

The Applicant intends to work with the Parking and Traffic Commission to determine the most appropriate way to handle the current direction of traffic on Pleasant Street, as noted above. Overall, the project is located in an urban area with adequate transportation infrastructure already in place. It is noted that the infrastructure will be improved by the forthcoming Route 1A improvement project, the details of which have been taken into account in designing the project.

d. That adequate and appropriate facilities will be provided for the proper operation and maintenance of the proposed use.

All applicable fire and safety codes will be observed in the construction of the project, and there will be ample access for public safety and emergency vehicles. The site is presently served by municipal water and sewer, natural gas, cable, electricity and telephone service. To address storm water drainage, the Applicant has proposed to undertake the replacement of 2 catch basins on Railroad Ave. and 2 catch basins on Pleasant Street to be piped to Rantoul Street and connected to new infrastructure installed as part of the Route 1A improvement project, with final connections to be made by the City and/or State.

e. That there are no valid objections from abutting property owners based on demonstrable fact.

The Applicant will be meeting with abutters before the public hearing to hear any concerns regarding the project and will endeavor to address valid objections or concerns.

f. That adequate and appropriate City services are or will be available for the proposed use.

The preliminary project review for this building did not reveal any deficiencies in City services available for the building. The Applicant will endeavor to address concerns that are raised during the Site Plan Review process.

Based on the foregoing, the Applicant respectfully requests the granting of this Special Permit Request.

PROPERTY DEEDS

(Unit Deeds for 3 units)

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QUITCLAIM DEED

MARY E. O'NEIL, T. SCOTT O'NEIL, JAMES O'NEIL, MICHAEL O'NEIL and
CHERYL A. CANTIN, as joint tenants, being all of the beneficiaries under said Trust
Agreement,

in full consideration of One Dollar (\$1.00) and other good and valuable
consideration,

grant to BATES CORP., a Massachusetts corporation, with a principal place of
business at 19 Wadsworth Street, Danvers, MA. an undivided 56.29% interest, and
REGWILL CORP., a Massachusetts corporation, with a principal place of business at
11 Regwill Avenue, Wenham, MA., an undivided 43.71% interest, as tenants in
common,

WITH QUITCLAIM COVENANTS,

in the land, with the buildings thereon, situated in Beverly, Essex County,
Massachusetts, bounded and described as follows:

PARCEL 1:

The land in said Beverly, with the buildings thereon, situated on Pleasant Street,
being lot "C" upon plan recorded in said Registry, Plan Book 39, Plan 9, bounded and
described as follows:

- SOUTHERLY by said Pleasant Street, forty-seven (47) feet;
- WESTERLY by lot "B", as shown on said plan, sixty-five (65) feet;
- NORTHERLY by said lot "B", forty-seven (47) feet; and
- EASTERLY by land now or formerly of Murray, sixty-five (65) feet;

Containing 3,055 square feet.

PARCEL 2:

locus 131 Rantoul St Beverly

The land in said Beverly, with the buildings thereon, situated on the westerly side of Hardy Street, bounded and described as follows:

SOUTHERLY on Pleasant Street, 59 feet;
 WESTERLY on land now or late of Augustus N. Clark, 114 1/2 feet;
 NORTHERLY on land of William Masury, now or late, about 60 1/2 feet;
 and
 EASTERLY on Hardy Street, about 115 feet.

PARCEL 3:

The land in said Beverly, with the buildings thereon, as set forth on a plan entitled, "Revised Plan of Property Belonging to William L. Wood, Beverly, Massachusetts": scale: one inch - twenty feet, March 1923, Albert H. Richardson, C.E. Note: Outlines taken from plan made by Albert J. Porter, July 1910, and recorded with Essex South District Registry of Deeds, Book of Plans 39, Plan 9, being Lots A and B as set forth on said plans and Lots A and B are described as follows:

Beginning at a stone bound at the corner of Rantoul and Pleasant Streets,

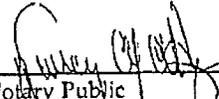
THENCE running in an Easterly direction along Pleasant one hundred thirty-five (135) feet to Lot "C" on said plan,
 THENCE running in a Northerly direction by said Lot "C" about sixty-five (65) feet to a point marked "J" on said plan;
 THENCE running Easterly by said Lot "C" about forty-seven (47) feet to a point marked "I" on said plan at land now or late of Murray;
 THENCE running Northerly by said land now or late of said Murray about forty-nine and 5/10 (49.5) feet to a point marked "H" on said plan at land now or late of Newhall;
 THENCE running Westerly by said land now or late of said Newhall, about thirty-eight and 68/100 (38.68) feet to a point marked "G" on said plan;
 THENCE running Northerly by said land now or late of Newhall about forty-six (46) feet to a point marked "M" on said plan;

COMMONWEALTH OF MASSACHUSETTS

Essex, ss.

December 21, 1995

Then personally appeared the above-named Mary E. O'Neil and acknowledged the foregoing instrument to be her free act and deed, before me,



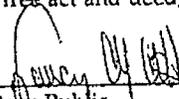
Notary Public
My commission expires: NANCY A. S. ATTAYA
NOTARY PUBLIC
My Commission Expires April 27, 2001

COMMONWEALTH OF MASSACHUSETTS

Essex, ss.

December 21, 1995

Then personally appeared the above-named T. Scott O'Neil and acknowledged the foregoing instrument to be his free act and deed, before me,



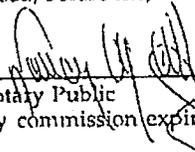
Notary Public
My commission expires: NANCY A. S. ATTAYA
NOTARY PUBLIC
My Commission Expires April 27, 2001

COMMONWEALTH OF MASSACHUSETTS

Essex, ss.

December 21, 1995

Then personally appeared the above-named James O'Neil and acknowledged the foregoing instrument to be his free act and deed, before me,



Notary Public
My commission expires: NANCY A. S. ATTAYA
NOTARY PUBLIC
My Commission Expires April 27, 2001

THENCE running by said land now or late of Newhall in a general Easterly direction about seventy-two (72) feet to land now or late of Holcroft;

THENCE running in a Northerly direction by said land now or late of Holcroft about sixty-five (65) feet to a point marked "P" on said plan at Railroad Avenue;

THENCE running Westerly by said Railroad Avenue about two hundred five (205) feet to Rantoul Street;

THENCE running in a Southerly direction by said Rantoul Street about two hundred and 13/100 (200.13) feet to Pleasant Street and the point begun at.

For grantor's title, see Deed of Mary E. O'Neil and Cheryl A. Cantin, Trustees under a Trust Agreement dated October 31, 1961, recorded with Essex South District Registry of Deeds, in Book 4846, Page 176 of even date and recorded herewith.

WITNESS our hand and seal, this 21st day of December, 1995.

Mary E. O'Neil

Mary E. O'Neil

T. Scott O'Neil

T. Scott O'Neil

James O'Neil

James O'Neil

Michael O'Neil

Michael O'Neil

Cheryl A. Cantin

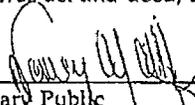
Cheryl A. Cantin

COMMONWEALTH OF MASSACHUSETTS

Essex, ss.

December 21, 1995

Then personally appeared the above-named Michael O'Neil and acknowledged the foregoing instrument to be his free act and deed, before me,



Notary Public
My commission expires: NANCY A. S. ATTAYA
NOTARY PUBLIC
My Commission Expires April 27, 2001

COMMONWEALTH OF MASSACHUSETTS

Essex, ss.

December 21, 1995

Then personally appeared the above-named Cheryl A. Cantin and acknowledged the foregoing instrument to be her free act and deed, before me,



Notary Public
My commission expires:
NANCY A. S. ATTAYA
NOTARY PUBLIC
My Commission Expires April 27, 2001

See

NO ENV.

UNIT DEED

2006061200133 Bk:25765 Pg:116
06/12/2006 10:03:00 DEED Pg 1/2

GRANTOR: Health & Education Services, Inc., a Massachusetts corporation with offices at 131 Rantoul Street, #1, Beverly, MA

GRANTEE: Regwill Corp., a Massachusetts corporation with offices at 159 Railroad Avenue, Hamilton, MA 01952

UNIT: 1 PERCENTAGE INTEREST: 43.71%

CONSIDERATION: \$653,240.00

POST OFFICE ADDRESS: 131 Rantoul Street, #1
Beverly, MA 01915

06/12/06 10:03:00
DEEDS REG 10
ESSEX SOUTH
CASH
FEE
000000 #4380
2979.96
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CANCELL

GRANTOR, the owner of the UNIT described above in the 131 Rantoul Street Condominium, created by Master Deed dated December 21, 1995 and recorded with the Essex South District Registry of Deeds (the "Registry of Deeds") in Book 13335, Page 098, as such may be amended by instruments of record, in accordance with the provisions of M.G.L. Chapter 183A, for the CONSIDERATION paid as stated above, hereby grants the said UNIT to the GRANTEE with QUITCLAIM COVENANTS.

The UNIT is laid out as shown on a plan recorded with the said Master Deed and to which is affixed a verified statement in the form provided for in M.G.L. Chapter 183A, Section 9.

The UNIT is conveyed together with the above-listed PERCENTAGE INTEREST (a) in the common areas and facilities of the 131 Rantoul Street Condominium as described in the Master Deed, (b) in the 131 Rantoul Street Condominium Trust, recorded with said Master Deed in the Registry of Deeds, as such may be amended by instruments of record, and with the exclusive rights and easements as described in said Master Deed.

The GRANTEE acquires the UNIT with the benefit of, and subject to, the provisions of M.G.L. Chapter 183A, relating to condominiums, as that statute is written as of the date hereof, the Master Deed and the Condominium Trust referred to above as the same maybe amended, and any by-laws and rules and regulations from time to time adopted thereunder, and all matters of record stated or referred to in the Master Deed as completely as if each were fully set forth herein; and subject to real estate taxes attributable to the UNIT which are not yet due and payable.

Being the premises conveyed to GRANTOR by deed recorded with the Registry of Deeds in Book 13335, Page 159.

The Unit conveyed hereby is not all or substantially all of the assets of the Grantor in the Commonwealth of MA.

IN WITNESS WHEREOF the undersigned, being duly authorized, has executed this instrument under seal this 9th day of June 2006.

Health & Education Services, Inc.

By: Paul O'Shea
Paul O'Shea, Its Chief Executive Officer
Duly authorized

By: Mary T. Mulligan
Mary Mulligan, Its Chief Financial Officer

COMMONWEALTH OF MASSACHUSETTS,

Essex County, ss:

On this 9th day of June, 2006, before me the undersigned notary public, personally appeared Paul O'Shea and Mary Mulligan Chief Executive Officer and Chief Financial Officer respectively, as aforesaid, proved to me through satisfactory evidence of identification, which were ~~Massachusetts~~ drivers licenses, to be the persons whose names are signed on the preceding or attached document, and acknowledged to me that they signed it voluntarily for its stated purpose on behalf of Health & Education Services, Inc..

Barbara R. Benjamin
Notary Public: Barbara R. Benjamin
My Commission Expires: 4/01/07

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RECORD PLANS

(Condominium Site Plan

and ANR Plan previously approved by Board)

