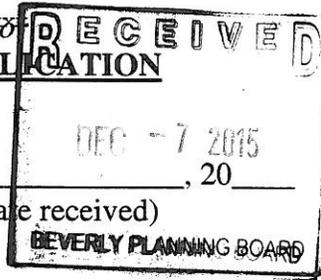


CITY OF BEVERLY

**SITE PLAN REVIEW APPLICATION, or  
MODIFICATION OF SITE PLAN REVIEW APPLICATION**

*(please type or print clearly)*



December 7, 20<sup>15</sup>  
(date)

(date received)

Name of owner *(please print)*: Beverly Office Development, LLC

Address of owner: 875 Southern Artery, Quincy, MA 02169

Telephone number (H): n/a (W): 978-921-1990

Name of applicant *(please print)*: Windover Development, LLC

Address of applicant: 15 Rantoul Street, Beverly, MA 01915

Telephone number (H): n/a (W): 978-867-0402

Address of property: 10, 12, 16 Congress Street

Assessors' Map #: 1 lot#: 1 and 1A zoning district: WDR

Total Area of Land: 3.78 Acres

Description of project: Petitioner seeks to modify site plan by reducing the number of units from 72 to 62, reduce the height at street grade from 40 to 37 feet, and reduce the number of parking spaces from 144 (2 per unit) to 87 (1 per bedroom, 1.40 per unit) resulting in more open space on the land.

The deed for this property is recorded in Essex South District

Registry of Deeds, Book # 24733, Page # 338

Beverly Office Development, LLC

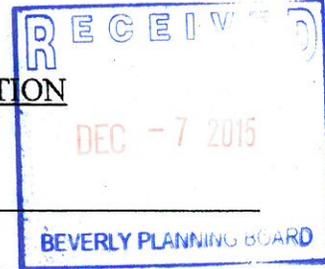
By:   
(signature of property owner)  
Thomas J. Alexander, Attorney

Windover Development, LLC

By:   
(signature of applicant if not owner)  
Christopher Koeplin, Manager

\*\* See attached copy of zoning ordinance for plan and filing requirements and procedure\*\*

CITY OF BEVERLY PLANNING BOARD  
~~SPECIAL PERMIT APPLICATION FORM~~  
**MODIFICATION OF SPECIAL PERMIT APPLICATION**  
(please type or print clearly)



Date: December 7, 2015

Received by: \_\_\_\_\_

1. Name & Mailing address of petitioner: Windover Development, LLC  
15 Rantoul Street, Beverly, MA 01915

2. Name & Mailing address of property owner: Beverly Office Development, LLC  
875 Southern Artery, Quincy, MA 02169

3. Petitioner's telephone number: 978-867-0402 Fax number: 888-272-5978

4. Property owner's telephone number: 978-921-1990 Fax number: 978-921-4553

5. Street address of subject property: 10, 12, 16 Congress Street  
Assessors Map/Lot Numbers: Map 1, Lots 1 and 1A

6. If petitioner is the owner, state date of acquisition and the name of the person from whom title was acquired: Petitioner is not the owner

7. If petitioner is not the owner, state interest or status of petitioner in land: Petitioner has the land under agreement with the owner

8. Specific provision(s) of the zoning ordinance involved in this application: Section 38-23 G.2. and Section 38-25A.4.

Petitioner seeks to modify the Special Permit as it has been

9. State the use for which permission is being sought: amended, attached hereto, by reducing the number of units from 72 to 62, and reducing the number of parking spaces from 144 (2 per unit) to 87 (1 per bedroom, 1.40 per unit) and height has been reduced from 40' from street grade to 37' feet from street grade.

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.

By: [Signature]  
Signature of petitioner  
Christopher Koeplin, Manager

By: [Signature]  
Signature of property owner  
Thomas J. Alexander, Attorney in Fact

**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
- Submit an electronic copy (PDF preferred) of all material by application deadline

# City of Beverly Planning Board

2007062200404 Bk:26952 Pg:447  
06/22/2007 12:43:00 OTHER Pg 1/13

Chairperson  
Richard Dinkin

Vice Chairman  
John Thomson

Planning Director  
Tina Cassidy



Eve Geller-Duffy  
Joanne Dunn  
Ellen Flannery  
Charles Harris  
David Mack  
Donald Walter  
Stephanie Williams

2013

May 29, 2007

Ms. Frances A. Macdonald, City Clerk  
Beverly City Hall  
191 Cabot Street  
Beverly, MA 01915

CITY OF BEVERLY  
RECEIVED AND RECORDED  
CITY CLERKS OFFICE  
2007 MAY 29 P 2:24

**RE: SITE PLAN REVIEW APPLICATION #88-07 AND SPECIAL PERMIT APPLICATION #114-07/ 10-12 CONGRESS STREET - BEVERLY OFFICE DEVELOPMENT, LLC**

Dear Ms. Macdonald:

At the meeting of the Beverly Planning Board held on Tuesday, May 15, 2007, members of the Board concluded concurrent public hearings on the above-referenced site plan and special permit applications shown on the plans entitled:

"Proposed Development for Beverly Office Development, LLC, Congress Street, Beverly, MA", Dwg. CS1, sheets 2 of 7 thru 7 of 7, and Dwgs. A1.1, A1.4, A1.5, A2.1, A2.2, A2.3, B1.1, B1.4, B1.5, B2.1, B2.2, P1 and P2; dated January 9, 2007 with revisions; various scales; prepared by Siemasko & Verbridge, Inc., 126 Dodge Street, Beverly, MA 01915, and Meridian Associates, Inc., 152 Conant Street, Beverly, MA 01915" (see attached for complete drawing list).

Members Richard Dinkin, John Thomson, Ellen Flannery, Joanne Dunn, Donald Walter, Charles Harris, David Mack and Stephanie Williams voted on this petition. Member Eve Geller-Duffy was not in attendance. Following the public hearings, members discussed the project and made findings that the following conditions are being met pertaining to the request for the special permit. The Board noted that the site was an appropriate location for the proposed use. The Board concluded that the character of adjoining uses would not be adversely affected and that no factual evidence indicated property values in the district would be adversely affected by such use. The Board found that there are no valid objections from abutting property owners based on demonstrable fact. The Board also found that the amount of traffic generated from the development would not be detrimental to the neighborhood. The Board received letters from the Engineering Department, the Parking and Traffic Commission, the Design Review Board and the Board of Health requesting reasonable conditions to ensure that no undue traffic, nuisance, or hazard would result from this development. The Board also received reports from its own independent consultants

*Frances A. Macdonald*

Thirty days elapsed since this decision has been read with the City Clerk and no appeal has been taken.  
A True Copy  
Attest

50

indicating that the applicant's traffic and drainage studies were satisfactory. The Board also acknowledges that the applicant's contribution of \$15,000 to the City for roadway and intersection mitigation within the neighborhood will further ensure no undue traffic, nuisance or hazard would result. In addition, the Board found that adequate and appropriate City services would be available for the proposed use.

Based on this discussion, the Planning Board voted 7-1 (Thomson, Flannery, Dunn, Walter, Harris, Mack and Williams in favor) (Dinkin in opposition) to grant the requested site plan and special permit with conditions (see below).

**THE APPROVALS ARE SUBJECT TO THE FOLLOWING CONDITIONS:**

1. That all recommendations from Board of Health Director, William Burke, which are included in a letter dated March 7, 2007 addressed to Ms. Tina Cassidy are adhered to by the applicant or his/her successors in title.
2. That all recommendations from the Design Review Board, which are included in a letter (attached) dated March 15, 2007 addressed to Mr. Richard Dinkin are adhered to by the applicant or his/her successors in title.
3. That all recommendations from the Parking and Traffic Commission, which are included in a letter dated February 27, 2007 addressed to Mr. Richard Dinkin are adhered to by the applicant or his/her successors in title.
4. That an easement to the City be executed by the applicant or his/her successors in title, which grants public access over the concrete walk, stone dust river-walk, and raised boardwalk, which comprise the public walkway on the site, between dawn and 9:00 p.m. each day. Should the Massachusetts Department of Environmental Protection countermand this condition through the Chapter 91 permitting process, the applicant must come back to the Board for a modification of this site plan and special permit.
5. That all construction vehicles associated with this project be limited in access to between Congress Street, Route 1A and Goat Hill Lane and not to other streets.
6. That exterior work be performed only between the hours of 7:00 a.m. to 4:00 p.m. on weekdays; 8:00 a.m. to 3:00 p.m. on Saturdays; and that no exterior work be performed on Sundays, holidays or on Saturdays during 3-day weekends. This shall not include interior work such as painting.
7. That a Licensed Site Professional (LSP) be hired by the applicant or his/her successors in title to monitor the site during excavation on a weekly basis for radioactivity and any other obvious hazardous waste condition that may appear during the course of excavation. Said LSP shall file weekly reports with the City Planning Department during excavation. In the event of discovery of any such hazardous conditions, the applicant or his/her successors in title shall be responsible for immediate remediation.
8. That during excavation, the applicant or his/her successors in title, spray the site down at the end of each week for dust control.

9. That no burning of any materials occur on-site.
10. That appropriate construction fencing shall be installed along the perimeter of the property during construction.
11. That \$15,000 is provided to the City by the applicant for future off-site traffic mitigation to address roadway and intersection safety concerns in the neighborhood, the specific use of which to be determined by the City.
12. That the rules and regulations of the condominium association include a provision prohibiting parking by condominium owners and their visitors in the 5 public parking spaces at the west end of the site, subject to fine collectible by the unit owners' association as a lien against the applicable unit(s).
13. That the applicant or his/her successors in title reset the curbs on Congress Street and pave Congress Street from curb to curb with a minimum thickness of 2-inches.
14. That all construction vehicles going to and from the site during construction be covered.
15. That no Occupancy Permits be issued until construction is completed in compliance with the above-referenced approved plans (other than interior spaces and, if seasons or weather do not allow, exterior plantings and landscaping).
16. The Board acknowledges that, in lieu of providing affordable housing units on-site, the applicant or his/her successors in title will contribute a sum of no less than \$385,000 to the Beverly Affordable Housing Coalition as set forth in the attached agreement, as a condition to this special permit. The Board avowed that this is a privately agreed upon amount, which shall not constitute any precedent in the Board's opinion as to what an appropriate monetary amount for a "fee in lieu of" payment should be when reviewing future projects that include an affordable housing component. In addition, the Board found that this transaction is an extremely unique circumstance whereas a private developer has made a private agreement with a non-profit housing group to contribute funds to be used as seed money for a project that, if permitted, would result in 65 new affordable housing units, which will unlikely be replicated again.

The Board would also like to remind the applicant and his/her successors in title of his/her obligation, at no cost to the City, to construct *and thereafter perpetually maintain* the public pedestrian walkway along the water in accordance with Section 29-23.G.2.a. of the Beverly Zoning Ordinance.

Appeals from the Board's decision on a special permit may be filed in accordance with the provisions of M.G.L. Chapter 40A Section 17 within twenty (20) days of the filing of this decision with the City Clerk.

Sincerely,

*Richard Dinkin 112*

Richard Dinkin  
Chairperson

RD/lz

Cc: Parties in Interest  
Planning Director  
City Solicitor  
Ward II Councilor  
Building Inspector (R. Nelson and J. Jennings)  
Engineering Department  
Assessor's Office  
File

Encl.

Congress Street Site Plan and Special Permit Application  
for Beverly Office Development, LLC

Beverly Planning Board  
Approved Drawing List  
May 15, 2007

Title	Dwg.	Scale	Date w/ revisions	Drawn by
Cover Sheet	CS1	None	1-9-07, rev. 2-28-07	Siemasko & Verbridge
Record Conditions Plan	2 of 7	1"= 20'	1-9-07, rev. 2-6-07, 2-27-07, 3-23-07	Meridian
Site Grading & Layout	3 of 7	1"= 20'	1-9-07, rev. 2-6-07, 2-27-07, 3-23-07, 4-5-07, 4-18-07, 5-11-07	Meridian
Site Utilities	4 of 7	1"= 20'	1-9-07, rev. 2-6-07, 2-27-07, 3-23-06, 4-05-07, 4-18-07, 5-11-07	Meridian
Landscape & Lighting Plan	5 of 7	1"= 20'	1-9-07, rev. 2-28-07, 3-16-07	Meridian
Site Details	6 of 7	No scale	1-9-07, rev. 2-28-07	Meridian
Site Details	7 of 7	No scale	1-9-07, rev. 2-6-07, 2-27-07, 3-23-07, 4-5-07, 4-18-07	Meridian
Building A: Typical Floor Plan (Floors 1-3)	A1.1	1/8"= 1'	No date	Siemasko & Verbridge
Building A: Fourth Floor Plan	A1.4	1/8"= 1'	No date	Siemasko & Verbridge
Building A: Roof Plan	A1.5	1/8"= 1'	Revised 2-28-07	Siemasko & Verbridge
Building A: Elevations	A2.1	1/8"= 1'	Revised 2-28-07	Siemasko & Verbridge
Building A: Elevations	A2.2	1/8"= 1'	Revised 2-28-07, 3-23-07	Siemasko & Verbridge
Congress Street Elevation	A2.3	1/4"= 1'	No date	Siemasko & Verbridge
Building B: Typical Floor Plan	B1.1	1/8"= 1'	No date	Siemasko & Verbridge
Building B: Fourth Floor Plan	B1.4	1/8"= 1'	No date	Siemasko & Verbridge
Building B: Roof Plan	B1.5	1/8"= 1'	Revised 2-28-07	Siemasko & Verbridge
Building B: Elevations	B2.1	1/8"= 1'	Revised 2-28-07, 3-23-07	Siemasko & Verbridge
Building B: Elevations	B2.2	1/8"= 1'	Revised 2-28-07	Siemasko & Verbridge
Garage Parking Plan	P1	1"= 20'	No date	Siemasko & Verbridge
Parking Garage Elevation	P2	No scale	No date	Siemasko & Verbridge



# City of Beverly

BOARD OF HEALTH  
90 COLON STREET  
BEVERLY, MASSACHUSETTS 01915

Read into record  
5-15-07

William T. Burke III, R.S., C.H.O.  
Director of Public Health

Telephone (978) 921-8591  
Fax (978) 922-5695

March 7, 2007

Ms. Tina Cassidy, Director  
Beverly Planning Board  
City Hall – 191 Cabot Street  
Beverly, MA 01915

Re: Special Permit #114-07 & Site Plan Review #88-07, 12 Congress Street, Beverly Office Development LLC.

Dear Ms. Cassidy:

A representative of the Beverly Health Department has reviewed the aforementioned plan, prepared by Siemasko & Verbridge, Inc, dated January 9, 2007. The plan will meet the Board of Health's requirements if the following recommended comments are included in the Planning Board's approval process:

Whereas this was a waste site that required cleanup under 310 CMR 40.0000, building construction must comply with all applicable regulation and guidance documents of the Massachusetts Department of Environmental Protection.

The applicant shall prior to site work start-up/demolition and during site construction, employ a licensed pest control firm for site evaluation and service. A copy of the service program is to be sent to the Health and Planning Departments.

If fill is to be brought on site, the applicant/developer must comply with Board of Health Regulation, Chapter 15: Soil and Solid Fill Regulations.

The applicant shall employ an acceptable method for dust control and street cleaning during site construction and submit the method to be utilized to the Health Department.

The design proposal must concur with the Municipal Engineering Department, Municipal Inspections Department and Conservation Commission for all utility connections (water supply, sanitary waste, gas, etc.) and drainage requirements.

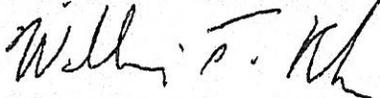
The final surface must be graded so as not to create any stagnant water and/or run-off, which could create objectionable conditions.

All wastes generated by development activities must be appropriately stored and removed in a timely manner.

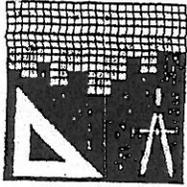
Consideration must be given to prevent the occurrence of excessive noise from HVAC systems. The DEP guideline for noise is 10 decibels above ambient measured on the A scale.

Consideration must be given to prevent the occurrence objectionable conditions associated with trash storage/disposal.

Sincerely,  
For The Beverly Board of Health



William T. Burke III, RS, CHO  
Director of Public Health



# DESIGN REVIEW BOARD

Read into record on  
5-15-07

March 15, 2007

Mr. Richard Dinkin  
Beverly Planning Board  
Beverly City Hall  
191 Cabot Street  
Beverly, MA 01915

**RE: SITE PLAN REVIEW AND SPECIAL PERMIT – CONGRESS STREET  
CONDOMINIUMS – 10-12 CONGRESS STREET**

Dear Mr. Dinkin:

At the March 8, 2007 meeting of the Design Review Board (DRB) members reviewed the above referenced submittal, which is shown on the plans listed on the attached spreadsheet, titled "Plans for Beverly Office Development, LLC, 10-12 Congress Street."

Following discussion, the DRB recommended approval of the plans subject to the following conditions, which the DRB strongly recommends:

- All of the site fencing, as presented on the latest revised landscaping plan, have a matte black finish rather than glossy finish to reduce vehicular glare at night and be constructed of iron.
- Every effort is to be made to locate vinyl railing with a matte finish for the individual building unit decks.
- The surface of the public walkway be "paved" with stone dust using ADA-compliant particle size and bordered to prevent erosion, unless otherwise ordered by Chapter 91 rules and regulations.
- The rooftop air condensers be placed so as to minimize noise and their visibility to surrounding residents, especially up on Porter and Cliff Streets. Also, the screens around the ground-level condensers to be the same white cedar shingles with bleaching oil as used on the residential structures. Every effort shall be made throughout the development to locate condensers with a minimum visual and audible impact on the surrounding residential neighborhoods.

- For safety, the applicant shall place additional lighting near the stairs and the walkway, which leads from the surface level, center parking lot to the walkway connecting to the perimeter site walkway. Recommend lighting stairways with in wall light units. Lighting fixtures are to match fixtures as shown and recommended on the Lighting Plan.
- That there be no allowance for the installation and use of uncovered floodlights and any additional lighting where the lighting arc is not contained on site.
- Raised granite curbing and bollard(s) to prevent vehicles from parking in the lookout area at the southern end of the surface level, center parking lot.
- Placement of bollards at the entrances to the public walkway as well as at the entrances to the bridge along the walkway, to prevent vehicular access to walkway.
- Any future changes or modifications to the referenced plans must be presented to the DRB for review prior to their implementation.

The DRB also stresses that the following elements of the plan are to be adhered to:

- The windows shall be the same style and design, including a mixture of mullions, dimensions and sizes, as presented in the plans labeled "Material Summary for Beverly Office Development, LLC," sheet A2.4 and on the various Building Elevations plans, listed as sheets: A2.1, A2.2, A2.3, B2.1, and B2.2.
- The lighting fixtures shall be the same style and design as presented on the following "Lighting Fixture Plan" sheets: Lighted Bollard, Gooseneck Light, and Box Light. If economically feasible, lighting fixtures will use energy efficient light bulbs.
- The same colors and materials as presented on the Materials Summary Sheet (A 2.4).
- Landscaping shall conform to the latest revised landscaping plan ("Landscaping and Lighting Plan, sheet 5 of 7, dated 2/28/2007), with the exception that Pin Oaks shall be placed along the Congress Street property line, rather than Honey Locusts.

In addition, when the property sign is to be proposed then a completed sign application must be filed with the DRB and the Building Inspector must determine the sign's conformance with the Zoning Ordinance prior to obtaining a sign permit.

Please feel free to contact me if you have any questions relative to the Board's deliberations.

Respectfully,



Kate Newhall  
Associate Planner

Cc: Mr. Dennis Pantano, Property Owner  
Mr. Kenneth C. Knowles, Meridian Associates, Inc.  
Mr. Thad Siemasko, Siemasko and Verbridge  
Mr. Thomas Alexander, Esquire, Alexander and Femino  
Mr. Bob Nelson, Building Inspector  
Mr. Frank Killelea, Engineering Director  
File

Encl.

# Plans for Beverly Office Development, LLC, 10-12 Congress Street

Title of Plan	Sheet	Date	Scale	Drawn by	Company
Cover Sheet	1 of 7	2/28/2007	NTS	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Record Conditions Plan	2 of 7	Latest Revision: 2/27/2007	1" = 20'	Kenneth C. Knowles	Meridian Associates, Inc., 152 Conant Street, Beverly, MA 01915
Site Grading and Layout: Permit Site Plan of Land	3 of 7	Latest Revision: 2/27/2007	1" = 20'	Kenneth C. Knowles	Meridian Associates, Inc. 152 Conant St, Beverly, MA 01915
Site Utilities: Permit Site Plan of Land	4 of 7	Latest Revision: 2/27/2007	1" = 20'	Kenneth C. Knowles	Meridian Associates, Inc. 152 Conant St, Beverly, MA 01915
Landscape and Lighting Plan	5 of 7	Latest Revision: 2/28/2007	1" = 20'	Kenneth C. Knowles	Meridian Associates, Inc. 152 Conant St, Beverly, MA 01915
Site Details	6 of 7	Latest Revision: 2/28/2007	As noted	Kenneth C. Knowles	Meridian Associates, Inc. 152 Conant St, Beverly, MA 01915
Site Details: Permit Site Plan of Land	7 of 7	Latest Revision: 2/27/2007	1" = 20'	Kenneth C. Knowles	Meridian Associates, Inc. 152 Conant St, Beverly, MA 01915
Photometrics Analysis	1 of 1	2/28/2007	1" = 20'		Meridian Associates, Inc. 152 Conant St, Beverly, MA 01915
Building Cross Sections	A1	3/1/2007	1/8" = 1.0'		Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building A: Typical Floor Plan (Floors 1-3)	A1.1	1/9/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building A: Fourth Floor Plan	A1.4	1/9/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building A: Roof Plan	A1.5	2/28/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building A: Elevations	A2.1	2/28/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building A: Elevations	A2.2	2/28/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Congress Street Elevation	A2.3	2/28/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Material Summary List	A2.4	3/1/2007	No Scale Necessary	T_Siemasko	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building B: Typical Floor Plan	B1.1	1/9/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building B: Fourth Floor Plan	B1.4	1/9/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building B: Roof Plan	B1.5	2/28/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building B: Elevations	B2.1	2/28/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Building B: Elevations	B2.2	2/28/2007	1/8" = 1.0'	J_Small	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Garage Parking Plan	P1	2/1/2007	1" = 20'	T_Siemasko	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Parking Garage Elevation	P2	2/28/2007		T_Siemasko	Siemasko + Verbridge, 126 Dodge St, Beverly, MA 01915
Lighting Fixture Plan	Lighted Bollard	3/8/2007			Meridian Associates, Inc. 152 Conant St, Beverly, MA 01915
Lighting Fixture Plan	Goose neck Light	3/8/2007			Meridian Association, Inc. 152 Conant St, Beverly, MA 01915
Lighting Fixture Plan	Box Light	3/8/2007			Meridian Associates, Inc. 152 Conant St, Beverly, MA 01915

CITY OF BEVERLY

5-15-07



PARKING & TRAFFIC COMMISSION

February 27, 2007

Mr. Richard Dinkin, Chairperson  
Beverly Planning Board  
City Hall, 191 Cabot Street  
Beverly, MA 01915

RE: SPECIAL PERMIT AND SITE PLAN REVIEW / FORMER VENTRON  
PROPERTY ON CONGRESS STREET

Dear Mr. Dinkin:

At a meeting of the City's Parking and Traffic Commission held on Tuesday, February 27, 2007, members reviewed the proposed development plans for this project. Following the Commission's discussion, members voted to recommend approval of the proposed plans **SUBJECT TO** the following conditions:

- (a) That all parking lot aisles and driveways on the site be increased in width to a minimum of 24' for all that provide two-way traffic flow; and
- (b) That appropriate filings or plan modifications be made to ensure that there are a maximum of two driveway openings per lot as mandated by Section 29-24.E.2.f of the Zoning Ordinance, unless the Zoning Board of Appeals permits otherwise.

Please feel free to contact me if you have any questions relative to the Commission's recommendation.

Respectfully,

Tina P. Cassidy  
Chairman

TPC/tc

**ALEXANDER & FEMINO**

ATTORNEYS AT LAW  
ONE SCHOOL STREET  
BEVERLY, MASSACHUSETTS 01915

LEONARD F. FEMINO  
THOMAS J. ALEXANDER

JERALD A. PARISELLA

TELEPHONE (978) 921-1990  
FAX (978) 921-4553

EMAIL: TJA@ALEXANDERFEMINO.NET

October 16, 2006

John D. Colucci, Esquire  
Metaxas Norman & Pidgeon, LLP  
900 Cummings Center  
Suite 207T  
Beverly, MA 01915

Dear John:

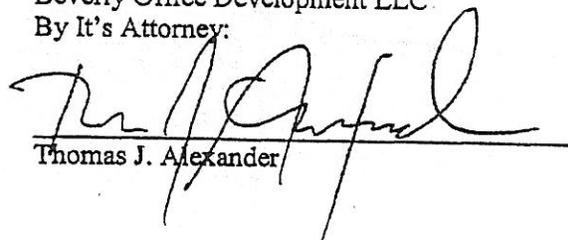
This letter will serve to confirm our agreement on behalf of our respective clients, Beverly Affordable Housing Coalition, Inc. and Beverly Office Development LLC, to seek approval from the City of Beverly for a payment in lieu of affordable housing units at the Ventron site owned by my client. The payment in lieu would be at the rate of \$55,000 per affordable unit to be paid to the Beverly Affordable Housing Coalition, assuming that not more than ten percent (10%) of the total approved units at the site would be affordable. The number of affordable units would be rounded such that .5 or below would be rounded down, .6 or above would be rounded up, so that, for example, if 85 total units were approved then 8 affordable units would be required times the \$55,000/unit which would result in a payment of \$440,000 to Beverly Affordable Housing Coalition, to be paid in installments in accordance with a schedule to be mutually worked out by the parties.

Assuming we agree on the above terms, members of the Beverly Affordable Housing Coalition would speak on behalf of the proposal at public hearings before the various permitting authorities.

Please indicate your client's agreement by signing below, or by response letter.

Thank you for your attention to this matter.

Beverly Office Development LLC  
By It's Attorney:



Thomas J. Alexander

Agreed to:  
Beverly Affordable Housing Coalition, Inc.  
By It's Attorney:

John D. Colucci

2005082300512 Bk:24733 Pg:338  
08/23/2005 13:46:00 DEED Pg 1/2

**CONFIRMATORY  
QUITCLAIM DEED**

Congress Street, LLC, a California limited liability company, having a usual place of business at 1601 El Camino, Suite 101, Belmont, CA 94002

for consideration of Two Million Two Hundred Thousand and 00/100 (\$2,200,000.00) Dollars

grant all of its right, title and interest to

Beverly Office Development, LLC, a Massachusetts limited liability company, having a usual place of business at 875 Southern Artery, Quincy, Massachusetts

**WITH QUITCLAIM COVENANTS,**

The land with the buildings and improvements thereon shown on plan entitled "Plan of Land located in Beverly, Massachusetts (Essex County), prepared for Morton International, Inc., Scale: 1" 40', Date: September 1,1999, Meridian Engineering, Inc., 98 High Street, Danvers, Massachusetts 01923, Telephone: (978) 739-9130" recorded with the Essex South District Registry of Deeds in Plan Book 337 as Plan 35.

Meaning and intending to convey all of the land, with the buildings and improvements thereon owned by Morton International, Inc. (f/k/a New Morton International, Inc.) and located at Congress and Moulton Streets, in Beverly, Essex County, Massachusetts as described in a Deed of Morton International, Inc., dated September 9, 2003, recorded with said Registry of Deeds, in Book 21733, Page 1499. See also deed of Stephen J. Hanleigh, Trustee of the Rizon, Inc. Profit Sharing Plan, dated August 2, 2004, and recorded with Essex South Registry of Deeds, Book 23802, Page 265.

The Grantee acknowledges that the above-described Premises is being conveyed subject to the terms and conditions of a certain Activity and Use Limitation recorded with the Essex South District Registry of Deeds at Book 16993, Page 453 which contain restrictions against residential development. The Grantee agrees, for the Grantee and the Grantee's successors and assigns, that the provisions thereof shall run with the land and shall constitute a restriction against residential use on the Premises in accordance with the provisions of the General Laws of the Commonwealth of Massachusetts.

For title see Deed recorded with the Essex Southern District Registry of Deeds in Book Page

**This Confirmatory Quitclaim Deed is to correct the name of the Grantee. State Documentary Stamps were attached to the original Deed recorded with Essex South Registry of Deeds, Book 24593, Page 41.**

LEVIN AND LEVIN LLP  
875 SOUTHERN ARTERY  
QUINCY, MA 02169

ADDRESS OF PROPERTY, 10-12 CONGRESS ST. BEVERLY, MA

125

Witness my hand and seal this 22<sup>nd</sup> day of August, 2005.

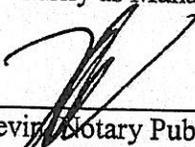
CONGRESS STREET, LLC

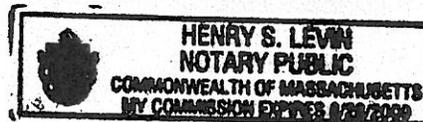
By:   
Dennis J. Pantano, Manager

COMMONWEALTH OF MASSACHUSETTS

NORFOLK, SS.:

On this 22<sup>nd</sup> day of August, 2005, before me, the undersigned notary public, personally appeared Dennis J. Pantano, proved to me through satisfactory evidence of identification, which was California Driver's License, to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily as Manager of Congress Street, LLC.

  
Henry S. Levin, Notary Public  
My commission expires: 8/28/2009



## PURCHASE AND SALE AGREEMENT

Dated: As of October <sup>14</sup> 27 2015

### 1. PARTIES AND MAILING ADDRESSES

**BEVERLY OFFICE DEVELOPMENT, LLC**, a Massachusetts limited liability company having an address of 218 Willard Street, Quincy, MA 02169

hereinafter called the SELLER, agrees to SELL and

**WINDOVER DEVELOPMENT, LLC**, a Massachusetts limited liability company, having an address of 15 Rantoul Street, Beverly, MA 01915

hereinafter called the BUYER, agrees to BUY, upon the terms hereinafter set forth, the following described premises:

### 2. DESCRIPTION

The land, known as and numbered 12 and 16 Congress Street, Beverly, Essex County, Massachusetts (the "Premises"). For SELLER's title, reference is made to the deed from Dennis J. Pantano, et al., dated July 7, 2005 and recorded with the Essex South Registry of Deeds in Book 24593, Page 41. For identification only, and not as part of the legal description, the Premises are shown on the City of Beverly Assessor's Maps as Parcels 1 and 1A on Map 1.

### 3. BUILDINGS, STRUCTURES, IMPROVEMENTS, FIXTURES

Land Only.

### 4. TITLE DEED

Said Premises are to be conveyed by good and sufficient quitclaim deed running to the BUYER, or to the nominee designated by the BUYER by written notice to the SELLER at least seven (7) days before the deed is to be delivered as herein provided, and said deed shall convey a good and clear record and marketable title thereto, free from encumbrances, except:

- (a) Provisions of existing building and zoning laws;
- (b) Existing rights and obligations in party walls which are not the subject of written agreement;
- (c) Such taxes for the then current fiscal year that are not due and payable on the date of the delivery of such deed;
- (d) Any liens for municipal betterments assessed after the date of this agreement; and
- (e) Easements, restrictions and reservations of record, if any, so long as the same do not prohibit or unreasonably interfere with the redevelopment of said Premises as a minimum 60 unit residential project.

Notwithstanding anything herein contained, the Premises shall not be considered to be in compliance with the provisions of this Agreement with respect to title unless title to the Premises is insurable, for the benefit of the BUYER, by a title insurance company reasonably acceptable to the BUYER, in a fee owner's policy of title insurance at normal premium rates, in the American

EXECUTED under seal as of the day and year first above written.

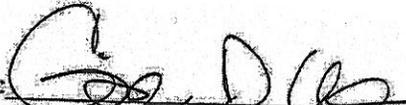
**SELLER**

BEVERLY OFFICE DEVELOPMENT, LLC  
a Massachusetts limited liability company

By:   
Dennis J. Pantano, Manager  
Duly authorized

**BUYER**

WINDOVER DEVELOPMENT, LLC  
a Massachusetts limited liability company

By:   
Christopher D. Koeplin, Manager  
Duly authorized

**EXHIBITS TO BE ATTACHED:**

- Exhibit A - Leases, Contracts, Etc.
- Exhibit B - Permits and Approvals
- Exhibit C - Environmental Reports

**POWER OF ATTORNEY**

**December 3, 2015**

Know all men by these presents, that I, **DENNIS PANTANO, MANAGER OF BEVERLY OFFICE DEVELOPMENT, LLC**, a Massachusetts limited liability company (the "Company") having an address of **218 Willard Street, Quincy, MA** the undersigned, does hereby make, constitute, and appoint **THOMAS J. ALEXANDER** of Beverly, Essex County, Massachusetts, my true and lawful attorney in fact for me and the Company and in my name and the Company's, place and stead, and on my behalf, and for my use and the Company's and benefit for the sole and exclusive purpose of representing me regarding the permitting and closing for the sale of property located at **12 & 16 CONGRESS STREET, BEVERLY, MASSACHUSETTS** for the sum of **TWO MILLION FIVE HUNDRED THOUSAND AND 00/100 (\$2,500,000.00)**. He is hereby authorized:

1. To exercise or perform any act, power, duty, right or obligation whatsoever in connection with, or relating to the said transfer and permitting of the property;
2. To make, receive, sign, endorse, execute, acknowledge, deliver and possess such documents, including, but not limited to any applications regarding permitting, Settlement Statement and other documents as may be necessary or proper to sell and permit said property.
3. I grant to said attorney in fact full power and authority to do, take, and perform all and every act and thing whatsoever requisite, proper or necessary to be done, to sell and permit said property, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said attorney in fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.
4. The rights, powers and authority of said attorney in fact herein granted shall commence and be in full force and effect on **DECEMBER 3, 2015**, and such rights, powers and authority shall remain in full force and effect thereafter until termination in writing by me or upon the sale of said property.
5. This instrument is to be construed and interpreted as a general durable power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said attorney in fact.
6. This Power of Attorney shall not be affected by my subsequent disability or incapacity, and it is my intention that this Power of Attorney be governed by the Uniform Durable Power of Attorney Act under Massachusetts General Laws Chapter 201B.

7. This Power of Attorney may be voluntarily revoked only by a written instrument of revocation filed for record in the office of the Register of Deeds at the Essex County Registry of Deeds.

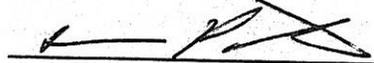
Signed this 4<sup>th</sup> day of DECEMBER, 2015.

BEVERLY OFFICE DEVELOPMENT,  
LLC

B

Y

  
DENNIS PANTANO, MANAGER

  
DENNIS PANTANO, INDIVIDUALLY

I, **THOMAS J. ALEXANDER**, hereby accept this appointment of power of attorney for **DENNIS PANTANO, INDIVIDUALLY AND AS MANAGER OF BEVERLY OFFICE DEVELOPMENT, LLC**, and I further agree to discharge my duties and obligations as provided above prudently and to the best of my ability.

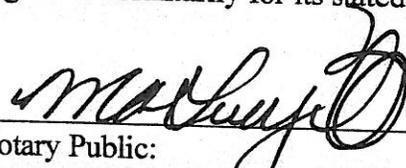
  
THOMAS J. ALEXANDER

COMMONWEALTH OF MASSACHUSETTS

Essex, ss

On this <sup>7<sup>th</sup></sup> day of December, 2015 before me, the undersigned notary public, personally appeared **DENNIS PANTANO, INDIVIDUALLY AND AS MANAGER OF BEVERLY OFFICE DEVELOPMENT, LLC** proved to me through satisfactory evidence of identification, which was a Driver's License, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.



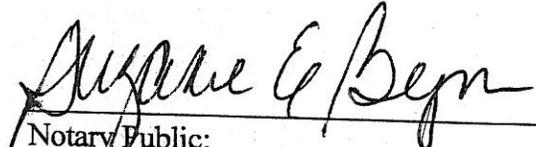
  
Notary Public:  
My Commission Expires 4/30/2018

**Commonwealth of Massachusetts**

Essex, ss:

On this <sup>4</sup> day of DECEMBER, 2015, before me, the undersigned notary public, personally appeared **THOMAS J. ALEXANDER**, proved to me through satisfactory evidence of identification, which was a Drivers License, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.



  
Notary Public:  
My Commission Expires: