



CITY OF SOMERVILLE, MASSACHUSETTS
MAYOR'S OFFICE OF STRATEGIC PLANNING & COMMUNITY DEVELOPMENT
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Case #: PB 2006-59-R2(05/2014)

Date: June 12, 2014

Recommendation: Conditional Approval

PLANNING STAFF REPORT

Site: Assembly Row Planned Unit Development Preliminary Master Plan

Applicant Name: Street Retail, Inc.

Applicant Address: 1626 East Jefferson Street, Rockville, MD 20852

Property Owner Name: The Owners of the parcels within the boundaries of the proposed PUD include FR Assembly Square, LLC, FR Sturtevant Street, LLC, SRI Assembly Row B2, LLC, SRI Assembly Row B3, LLC, SRI Assembly Row B5, LLC, SRI Assembly Row B6, LLC, SRI Assembly Row B7, LLC, SRI Assembly Row B8, LLC, and SRI Assembly Row B9, LLC Row B7, LLC, SRI Assembly Row B8, LLC, SRI Assembly Row B9, LLC, as tenants in common (Parcels: 86-a-1, 67-a-2, 67-a-6, 67-a-7, 85-a-5, 85-a-8, 85-a-9, 85-a-10, 85-a-11, 85-a-12, 85-a-13, 85-a-14, 85-a-15, 85-a-16, 85-a-17, 85-a-18, 99-a-8, 99-a-13, 99-a-14, 99-a-15, 99-a-16, 99-a-17, 99-a-18). Conveyed to MBTA: 85-a-19, 99-a-10a, 99-a-19.

Property Owner Address: 1626 East Jefferson Street, Rockville, MD 20852

Agent/Attorney Name: Robert A. Fishman

Agent Address: 155 Seaport Boulevard, Boston, MA 02210

Alderman: Matthew McLaughlin

Legal Notice: The Applicant, Street Retail, Inc., and its Agent, Attorney Robert A. Fishman, seek approval of a Major Amendment of a preliminary master plan (S.Z.O. §16.11.3) for a Planned Unit Development (PUD) project to construct buildings containing a mix of retail, restaurant, business, residential, cinema, office, laboratory, boat storage, research and development, medical office, hotel, manufacturing and other commercial uses. The residential development is subject to inclusionary housing requirements (S.Z.O. §13.2).

One Waiver is sought (S.Z.O. §16.8.2.6) from the requirement for contour elevations in two foot increments (S.Z.O. §6.4.12).

Assembly Square Mixed Use District (ASMD); Planned Unit Development Overlay District - A (PUD-A) / Ward 1

Dates of Public Hearing: Planning Board June 19, 2014



I. PROJECT DESCRIPTION

A. General Description

1. Land Area

Per the application, the land area of the master plan is 66.9 acres. Once existing permanent highway easements and future street rights-of-way that will be dedicated to the City are deducted, the remaining area is reduced to approximately 56.2 acres of developable land. The property is level, includes former filled tidelands, and is a brownfield site which has been and is being remediated by the Applicant. It is bound by the Mystic River, Orange Line Right-of-Way, Grand Union Boulevard, Foley Street, Middlesex Avenue, and Route 28. There are no distinguishing natural features.

2. Parcel Ownership

Several significant land transactions have occurred since approval of the Preliminary Master Plan (PMP) in 2006 and revision in 2010. In 2007, FR Sturtevant Street, LLC acquired the Spaulding Brick site; in 2008 they acquired the Yard 21 site from the Somerville Redevelopment Authority; and in 2009, they acquired the land previously occupied by the Green Cab company. In 2009, FR Sturtevant Street, LLC and IKEA Property, Inc. successfully implemented their land swap agreement. The land swap transferred IKEA's ownership from property along the waterfront to the inland site where the new store will be built, and vice versa for land owned by FR Sturtevant Street, LLC.

FR Sturtevant Street, LLC created several wholly affiliated corporate entities (Street Retail Inc. and SRI Assembly Row B2, B3, and B5 through B9) which now own the Assembly Row site along with FR Sturtevant Street, LLC, as tenants in common. "Tenants in common" means each entity owns an undivided interest in the whole project area. The ownership shares and relationships will change over time as the land is subdivided; individual blocks or parcels will ultimately be transferred to the different Street Retail Inc. entities or other buyers. Note that each of the entities remains under the common control of Federal Realty Investment Trust.

In 2012 IKEA announced that they are not going to build a new store in Assembly Square. Street Retail Inc acquired the property owned by IKEA.

Other parcels in the area are owned by the MBTA: 85-a-19, 99-a-10a, 99-a-19.

3. Existing Land Uses

Several structures on the site have been demolished including the former home of Good Time Emporium, two smaller buildings along Assembly Square Drive, a building previously occupied by Green Cab, and the Central Steel business. Those areas have been and continue to be environmentally remediated. In addition to vacant land, the site contains the Assembly Square Marketplace, an active mix of large format retail businesses including Kmart, Bed Bath N Beyond, and Staples. Blocks 1, 2, 3, 4 and 10 of the Master Plan have been permitted and have or are seeking Certificates of Occupancy.

Infrastructure work has been ongoing starting in the Assembly Square Drive/Grand Union Boulevard right-of-way throughout 2009-2010 and is consistent with the roadway design approved as part of the IKEA SPSR-A. The road network through the mixed-use area is also taking shape. Portions of Assembly Row, Great River Road, Artisan Way and Canal Streets are constructed and open to the public.

B. History of Property

The PUD property was once one of the largest employment centers in the region. The Ford Motor Assembly Plant, the namesake of Assembly Square, was previously a thriving operation along with other light industrial businesses. By the 1970's, however, Assembly Square had declined and was largely vacant and underutilized. In 1980, the City of Somerville adopted an urban renewal plan for the area. In 2002, the urban renewal plan was extended until 2022 by a Major Plan Change and five acquisition and disposition parcels were named, including Yard 21, and the Amerigas, Spaulding Brick, Central Steel, and Green Cab sites. In 2005, the Applicant (through related entities) purchased the Assembly Square Mall and 34 & 100 Sturtevant Street and was named by the Somerville Redevelopment Authority (SRA) as the designated redeveloper of Yard 21, and the Amerigas, Central Steel, Spaulding Brick, and Green Cab sites. Since that date, the Applicant has secured SPSR-A approval for the Marketplace, IKEA, and Blocks 1, 2A, 2B, 3, 4, and 10, secured a \$50 million I-cubed award for public infrastructure and received and expended a \$2 million Growth District Initiative grant for remediation and public infrastructure. In addition, the Boston Metropolitan Planning Organization (MPO) allocated up to \$15 million in American Recovery and Reinvestment Act (ARRA) funds for the Assembly Square Access Improvements (ARRA). The ARRA included the construction of the rebuilt and extended Assembly Square Drive and for required off-site infrastructure improvements to locations such as Lombardi Street, Broadway, Mystic Avenue, New Road, Foley Street, Assembly Square Drive at Rt. 28, Middlesex Avenue at Rt. 28, and others as required as part of the IKEA special permit.

Other critical steps towards implementing the Master Plan that are complete or in progress include:

- Constructed Sylvester Baxter Riverfront Park
- Constructed Point Park
- Near completion of the two head houses for the Assembly Square Orange Line Station that is planned to be operational in the Fall of 2014
- Designed and constructed Phase 1B streetscape improvements
- Constructed utility and drainage improvements within Grand Union Boulevard and the rest of the Master plan area
- Achieved the final level of approval for use of the 72-inch stormwater outfall, which was constructed in February of 2012
- Sewer Extension / Connection Permit from the DEP for Phase 1 and Phase 1A which includes sewer connections for the former IKEA store, Block 1,3,4, and 10 and a new sewer extension in Grand Union Boulevard
- Reconfiguration of the City of Somerville sewer main connections to the MWRA interceptor line within nearby North Union Street as outlined in the City's Utility Analysis
- Completed sewer mitigation in Ten Hills, within Lombardi Street, Mystic Avenue and Broadway

The project has been renamed "Assembly Row". Its most recent name was "Assembly on the Mystic".

II. PRIOR APPROVALS

A. PMP 2006 Approval

On December 14, 2006, the Planning Board granted Planned Unit Development-A-Preliminary Master Plan (PUD-PMP) (PB 2006-59) approval, subject to certain conditions. The application was deemed to meet the required findings and approved subject to conditions. The application also included an approved waiver from the Ground Level Retail Size Cap under Section 6.4.8.D.2.b of the SZO to allow for two

existing stores to continue operation within the Assembly Square Mall (now Assembly Square Marketplace).

B. Marketplace Special Permit (Phase IAAA)

On July 1, 2004 (PB 2004-45) Site Plan Approval-A was granted by the Planning Board for a Retail Priority Permitted Use within the former Assembly Square Mall building. This Site Plan Approval-A permitted the owner to replace existing retail uses and to re-tenant vacant spaces in the former Assembly Square Mall and to perform alterations to the Mall to facilitate such replacement and re-tenanting.

On April 13, 2005, (PB 2005-19) Site Plan Approval-A was granted by the Planning Board to modify parking, elevations and open space plans approved in PB2004-45.

These permits were granted under the “Priority Development Process” (PDP) and the site was developed accordingly. However, in 2006 in the case of *Evarts vs. Somerville*, a Land Court judge ruled that the PDP review process violated the uniformity provision of the Massachusetts Zoning Act (MGL Chapter 40A, Sections 4 and 9). Pursuant to the court decision and subsequent settlement agreements, the applicant subsequently applied for the PMP (as noted above) and then a new SPSR-A review and approval in 2007 without using the PDP provisions of the SZO.

Subsequent to approval of the PMP, on March 15, 2007, the Planning Board granted a SPSR-A (PB2007-10) approval for the development, continued use, and occupancy of the existing 328,806 s.f. Assembly Square Marketplace site.

On December 3, 2009, the Planning Board granted a new SPSR-A (PB2009-13) for the Assembly Square Phase IAAA Marketplace site to apply concurrently with the previously approved SPSR-A application that was approved on March 15, 2007. This permit allowed the Applicant to locate trees and other landscaping elements in the area between the northernmost parking lot and the intersection of Middlesex Avenue and Route 28. This application identified the location of Useable Open Space within the Marketplace area of the original approved PMP.

The proposed amendment to the PMP makes no modification to the 2006 PMP with regard to the Marketplace area (Phase IAAA).

C. IKEA Special Permit (Phase IAA)

On October 18, 2007, the Planning Board granted conditional approval (PB2007-29) of the IKEA store as follows:

- SPSR-A for final level approval of a phase of the PUD (§6.4.9), including construction of an IKEA store up to 340,000 s.f. in size with an accessory restaurant use, 1,287 parking spaces for the store, including 200 spaces for weekday commuter parking for the Orange Line station, and reconstruction and realignment of Assembly Square Drive; and,
- Special Permit for Signage in order to exceed the maximum height and area of allowable signage (SZO §6.4.14.c); and,
- Site Plan Approval for subdivision of parcels (SZO §5.4).

On October 16, 2008, the Planning Board granted approval (PB2007-29-R0908) to revise the SPSR-A to accommodate certain changes to the building and the site including the creation of a multi-use path, reduction and configuration of parking facilities, removal of outside vehicular ramp, alteration of façade (egress stairs and addition of windows to west and north façades), revision of drainage and other

underground utility design to accommodate site changes; and to revise the Special Permit for Signage in order to reconfigure the sign plan.

On December 18, 2008, the Planning Board granted approval (PB2007-29-R1108) for revisions to the layout of Assembly Square Drive with associated revisions to the Site Plan Approval for subdivision.

On August 6, 2009, the Planning Board granted approval (PB2007-29-R0709) for revisions to the gateway elements and landscaping at the intersection of Assembly Square Drive and Mystic Avenue and to incorporate landscaping elements along the eastern side of Assembly Square Drive.

On January 22, 2009, May 13, 2009 and August 13, 2009, *de minimis* revision applications were approved by the Planning Director that slightly altered the alignment of the multi-use use path, building, landscape and Assembly Square Drive plans.

On October 13, 2009, a *de minimis* revision application was approved by the OSPCD Executive Director that slightly altered the drainage, utility and landscaping plans along Assembly Square Drive.

On October 20, 2009, the Planning Board granted approval (2009-05) of a new SPSR-A and Special Permit for signage to replace the previously approved application, as amended, (PB2007-29). The materials submitted for this application included the materials submitted in the original application as revised through prior amendments approved by the Planning Board or *de minimis* changes approved by the Planning Director.

On December 3, 2009, the Planning Board granted approval (2009-05-R1109) for revisions to the Assembly Square Drive Roadway to incorporate various gateway elements, trees, flagpoles in the rotary, and lighting fixtures along Assembly Square Drive.

On July 14, 2011 the Planning Board granted an extension of the timeframe for the Special Permit with Site Plan Review (2009-05-E1 (6/2011)) and one year later the company announced that they would not be building a new store in Assembly Square due to the downturn in the economy and a change to the business plan to reduce or eliminate expansion of brick and mortar locations in the United States.

D. 2010 MAJOR AMENDMENT TO PMP

On August 5, 2010, the Board granted a revision to the PUD-PMP. The revision included slight modifications to the use mix in the neighborhood, the incorporation of design guidelines to guide development and specifically façade hierarchies, district gateways, and key building elements to promote a cohesive PUD, a new naming system for the blocks, a shared use path along the MBTA tracks, an expanded riverfront area and change to the plazas on Block 2 and 8, removal of building I and street B, reduction in parking spaces. A second head house for the MBTA Orange Line station was also incorporated into the plans. Subsequent minor amendments and subdivisions have been filed that do not substantially impact this site.

E. SPECIAL PERMIT WITH SITE PLAN APPROVAL OF BLOCKS 1, 2, 3, 4, 10 – TEMP 5 & 6

The Planning Board has issued Special Permits with Site Plan Review-A, the second phase of approvals after the PUD-PMP (originally part of Phase 1A), Block 10 in June 2011 (PB2011-10), Block 1 in October 2011 (PB 2011-14), Block 4 in October 2011 (PB 2011-15), Block 3 in October 2011 (PB 2011-16), Block 2A in February 2013 (PB 2013-01), and Block 2B in February 2013 (PB2013-02). Blocks 5 and 6 received SPSR-A's to serve as temporary parking lots in October of 2012 (PB 2012-13 & 2012-14).

III. PROJECT DESCRIPTION

A. General Description

1. Mixed-Use and Transit-Oriented Development

With the new Orange Line Station, livable streets, significant ground floor retail presence, publicly accessible open space, and mix of commercial and residential uses in close proximity, Assembly Row is a model of mixed use and transit-oriented development. The revised PMP will create ten blocks of predominantly mixed use development, with an additional retail pad (#10) located in a portion of the existing Marketplace parking area, as shown in the 2006 PMP. The project will expand the open space area along the waterfront while activating it with retail along Great River Road and will encourage transit use through its connectivity of the Orange Line Station including the second headhouse planned next to Partners Healthcare Offices.

2. Infrastructure

To meet the infrastructure needs of Assembly Row, as well as other future redevelopment of the Assembly Square District, considerable investment in infrastructure is required, a portion of which has been completed. Infrastructure includes public utility systems that will be eventually accepted by the City of Somerville including potable water, sanitary sewer, and storm water systems and private utility systems such as electrical, gas, and telecommunications.

Grand Union Boulevard, formerly Assembly Square Drive, – existing and extended – serves as the backbone of the project and, after having been approved as part of the IKEA SPSR-A (Phase 1AA), is presently under construction. Sub-surface work took place during 2009, was completed in February 2010, and applicable utilities were accepted by the City in June 2010. The roadway is presently under construction utilizing ARRA funds and will consist of two travel lanes, bike lanes, on-street parking, lighting, street trees, and other landscaping.

To date, the Conservation Commission has permitted the construction of a 72” storm drain that will discharge into a new outfall on the Mystic River. Under the Order of Conditions (MA DEP file #287-0028), Phase 1AA of the Assembly Square Development (IKEA and Grand Union Boulevard, formerly Assembly Square Drive) and certain existing development are allowed to be connected to the 72” storm drain pipe. Stormwater from the existing development currently discharges to the Mystic from the Somerville Marginal Conduit so the new outfall will reduce demand on the Marginal Conduit. Future stormwater discharges to the 72” pipe will be treated first by a Water Quality Unit or its equivalent. In addition, 4 new catch basins and the reuse of 10 existing catch basins are permitted, including 3 within the Mystic River Reservation. Best Management Practices have been selected to capture an estimated 84% of the Total Suspended Solids draining off the roadway. Note that the DEP requirement is 80% minimum.

Public and private infrastructure systems will be extended throughout the mixed use component of the project along each of the new streets. All public utility systems and roadway infrastructure will be built to City standard or better and the engineering of utilities and infrastructure will be reviewed and approved by the City Engineer and Director of Traffic & Parking. Preliminary designs have been submitted as part of the revised PMP. Additional permits from the Conservation Commission will be required prior to connecting buildings to the outfall pipe.

3. Open Space

The PUD is oriented around a series of public open spaces connected by pedestrian friendly streets. The total open space for the PUD is approximately 17.1 acres, or 27.0 percent; the useable open space is 13.0 acres, or 21.2 percent. These totals meet the 25 percent and 12.5 percent minimum requirements under §6.4.6 of the SZO. These open space calculations include the previously approved open space areas within the Marketplace (Phase 1AAA) approved SPSR-A. For the purpose of this PMP review, this open space is not changing, and the OSPCD staff will only be reviewing the remaining open space commitments within the full build-out area.

The PUD enhances the Mystic River Reservation by creating a 1.8 acre expansion of Sylvester Baxter Riverfront Park. The Applicant provided DCR with 1.8 acres of riverfront land in exchange for 1.5 acres of DCR-owned backland. Pedestrians now have access to enjoy a passive and active recreation area along the River and there is a more pleasant and easily found entrance to DCR's Draw 7 Park. The waterfront was previously inaccessible with overgrown vegetation, barbed wire fencing and litter. The Applicant worked with DCR to design and construct a riverfront park that is consistent with DCR's Master Plan for the area.

The other large open spaces in the site are Median Park, Point Park and Partners Park. Median Park will be a 20,000 linear park that will have an active edge of retail uses on Blocks 7 and 8. The park will be designed like outdoors rooms that will provide passive recreation and other experiences along it. The park will keep pedestrians safe with the placement of bollards or a low fence or wall; however, the location of the median will in and of itself will provide for traffic calming. Point Park is 21,800 square feet and is designed to accommodate outdoor markets or similar activities. It is located on Block 2 and provides views of the Mystic River from Assembly Row. Partners Park will provide a large open space that will start at the end of Assembly Row and continue under a 2-story portal in the building to a landscaped area with hard and softscapes, pedestrian paths and possibly a water feature.

The Applicant has developed a maintenance agreement with the City that addresses open spaces as well as other amenities. A condition of the PMP approval is that the agreement is updated to include changes since it was adopted.

4. Multi-Modal Transportation and Parking

The PUD is a transit-oriented project that will encourage the use of multiple modes of transportation. Within the PUD, a mix of active ground floor uses and high quality streetscapes will support pedestrian activity and reinforce the site's connection to transit. The new Orange Line station will link the PUD directly to downtown Boston and points north. A shared use path will connect Ten Hills, via the Rt. 28 undercarriage, along the waterfront to the Orange Line station, past Partners and then into East Somerville. This will dramatically increase the ease of access to Draw 7 Park and the riverfront.

A new internal street network will accommodate cars as well as pedestrians and bicyclists. As can be seen in the design guidelines, the Applicant has categorized the roads as boulevard, main street, primary street, and secondary/local street. All will be built to City standard at a minimum, but the finishes and amenities on higher profile streets, such as Assembly Row will be different than other streets. Canal Street will have a central landscaped islands that will make it a rather green, lush street on which to walk. In addition, Block 2 is divided into two one-way components separated by the pavilion building. This is designed to slow vehicular traffic and increase pedestrian safety. Another traffic calming road feature is the median park planned for between blocks 7 and 8.

Parking is provided in a combination of below- and above-grade garages and on- and off-street spaces and is proposed to be 10,910 spaces, which is an increase from the previous PMP. A recommended condition of approval is that the number does not exceed 10,066 which is the previously approved number. The changes from the 2010 approved plan section below details the proposed parking by use and zoning regulations. Interim surface parking lots are anticipated in the PMP, but will be subject to special permit approval by the Planning Board as was done for the constructed parking spaces on Blocks 5 and 6. The location of the interim lots will be contingent upon when different components of the project begin construction.

The Applicant is implementing off-site transportation improvements in addition to those within the PUD. These improvements include lane reconfiguration and optimized signalization at several key intersections along Middlesex Avenue, Mystic Avenue, and Route 28, and at Lombardi Way. In addition to the signal work, count-down timers and restriped crosswalks will improve pedestrian and bicycle connections between the PUD and surrounding neighborhoods. The off-site transportation mitigation package is the same as the original PMP approval, as updated in the SPSR-A approvals for the Marketplace and IKEA.

One item that has not yet been addressed that was a condition of the original approval is bus stop locations. Bus stop locations need to be identified and incorporated into the street network. Bus routes 90 and 92 that currently run through the Assembly Square Marketplace drive aisle parking lot are being re-routed along Grand Union Boulevard and a stop is needed likely at the intersection of Grand Union Boulevard and Artisan Way, although this may change if a re-route to the new Assembly Square Orange Line Station is possible. The preferred location of a bus stop is the farside of the intersection on each side of the street as is outlined in the MBTA's design guidelines for bus stops. One of the proposed bus stops will have to be a layover location and this will have to be factored into the design of the stop. The City will work with the MBTA and the Applicant ensure that stops provide safe and convenient access to the T-Station and the Assembly Row neighborhood.

In addition to buses, the bicycle sharing system, Hubway, is an important link in a multimodal transportation system. The bike share system relies upon stations to be within a certain proximity to each other and therefore with the expansion of Hubway to East Somerville it will be essential to make the connection with the new Orange Line Station that is under construction. A recommended condition of approval is that the Applicant shall work with the City to provide at least one Hubway Bike Share Station (minimum 12 docks / 8 bicycles) within a 1/4 mile of the Assembly Square MBTA station entrance.

The Applicant has committed to developing a maintenance agreement that will address the maintenance responsibilities for amenities and certain infrastructure elements within the public right-of-way. This is recommended as a condition of the PMP approval as it is needed to ensure that streetscapes remain consistent with the quality expectations identified in the SZO and are to City standard or better as determined by the City Engineer and Director of Traffic & Parking.

5. Urban Design

The PUD is designed as walkable, transit-oriented development with a mix of commercial, retail, and residential uses. The PUD is consistent with the design guidelines under §16.7 of the SZO. The Applicant has significantly advanced the design of buildings beyond what was conceived in 2006, although the key principles - that the tallest buildings are clustered around the T-Station and that buildings step down to the river - remain in effect. As the project progresses, it is possible that the massing shown in this version will continue to change and it will be within the Planning Board's purview to consider those proposals.

The Applicant has proposed that the Planning Board adopt changes to the specific design guidelines that have become a component of the plan review of buildings and add to the design guidelines already included in the SZO. The changes to the guidelines are discussed under “Changes from 2006 Approved Plan” below.

6. Green Development

The revised PUD incorporates low impact development techniques to reduce peak stormwater runoff rates and reduce impact on the Mystic River. The PUD includes five tree box filter units for water quality treatment within the first phase and three units within future phases, a plan that has been approved by the Somerville Conservation Commission. The Applicant is also investigating the feasibility of using green roofs, rain gardens, biofiltration islands, porous pavements, and rainwater recovery on a building by building basis.

In addition to specific green development techniques, the characteristics of the PUD site itself also minimize environmental impact. The PUD is a brownfield redevelopment located on previously disturbed land and remediation will take place as part of the project to state and federal standards. The proposal seeks to reduce overall greenhouse gas (GHG) emissions by creating a mix of uses served by multi-modal transportation options. The introduction of a new MBTA Orange Line station as well as improvements to bike and pedestrian infrastructure will help minimize the total number of single-occupancy vehicle trips to and from the site. The Applicant has also conducted a preliminary GHG benchmarking analysis and found that emissions associated with the project could be 25 percent less than a conventional development.

As noted in the FEIR, the Applicant is committed to pursuing Leadership in Energy and Environmental Design (LEED) certification for the entire project under the LEED for Neighborhood Developments (LEED-ND) rating system. A condition is recommended that parallels the commitment the Applicant made in the FEIR.

7. Remediation

As is common in brownfields redevelopment, contaminated soils have been identified at several locations within the PUD site. The contamination is a result of the storage and use of oils and the release of other wastes during former industrial activities. The Applicant is currently addressing these conditions under the Massachusetts Contingency Plan (MCP). The Applicant has already completed remediation on several areas within the site and will continue to address the remainder in accordance with Massachusetts environment requirements and the MCP. The response actions are explained in detail in the March 2010 FEIR. Copies of all remediation documents have been submitted to the City’s Planning Division office.

B. Changes from 2010 Approved Plan

Changes to the plan since 2010 include reconfiguration of certain streets and open spaces, re-distribution of uses with the prior approval, and changes to the Design Guidelines for Blocks 6 and 11. The plaza on Block 8 has been redesigned into a Median Park located between Blocks 7 and 8 which results in a pedestrian-friendly atmosphere while calming vehicular traffic. While the overall development program remains the same, elements of the Project site layout have been adjusted to improve the urban design relationship of uses, the quality of the open space within the site and pedestrian and bicycle circulation. The following revisions have been made since the 2010 approval of the PMP and are depicted in plans and analysis within this application:

1. Dimensional Requirements

The overall dimensions of the PUD have not changed significantly. The only changes are the number of residential units have decreased, which increases the lot area per dwelling unit figure and the amount of open space and useable open space has increased.

DIMENSIONAL REQUIREMENTS	PUD-A	Previous Approval	Current Proposal
Minimum lot size	20,000 sf	66.5 acres	66.5 acres
Frontage	-	-	-
Front Yard Setback	No minimum	-	-
Side Yard Setback (left)	No minimum	-	-
Side Yard Setback (right)	No minimum	-	-
Rear Yard Setback	No minimum	-	-
Minimum floor area ratio	10.0	2.0	2.1
Maximum height, feet	70 feet up to 250feet	Varying up to 250 feet	Varying up to 250 feet
Minimum lot area per dwelling unit	No minimum	Approx 1379	Approx 1572
Total open space (%)	25%	25.3%	27.9%
Useable open space (%)	12.5%	18%	21.2%

2. Use Mix

The proposed revision to the PMP includes the same mix of uses originally approved in 2006 and revised in 2010. The previously approved and proposed mix of uses can be found in the table below. The use mix reflects IKEA's decision to not construct a new store in Massachusetts, the inclusion of Partners Healthcare's offices and refining the number and location of residential towers. The result is one million more square feet of office, 264,976 less square feet of retail and 257 less residential units. The overall square feet of development will increase by over 500,000.

PERMITTED USES AND PROPOSED CHANGES	Approved through Revision 2010	Proposed Uses	Difference
Office (office, research and development, laboratory, medical office, manufacturing, etc)	1,750,000 sf	2,801,333 sf	+ 1,051,333 sf
Retail (including restaurant and fast food)	792,000 sf (includes former IKEA store up to 340,000 sf)	527,024 sf	- 264,976 sf
Residential	2,100 units	1,843 units (approx 2,149,579 sf)	- 257 units
Hotel	Up to 200 rooms	170 rooms (104,550 sf)	Approx - 30 rooms
Health Club	-	50,000 sf	+ 50,000
Cinema	60,000 sf	60,000 sf	same
Total	5,125,000 sf	5,692,486 sf	+567,486 sf

The project will also include the continued use and occupancy of the retail uses at the existing Assembly Square Marketplace and a proposed cap at 10,066 parking spaces. K-Mart is not included in the PMP as it existed prior to PUD review process.

The 2010 and current 2014 application to revise the PMP lists all of the uses in the SZO Use Table for which the Planning Board may grant relief within the ASMD District. This more expansive definition of what was previously referred to as "office" was requested by City staff due to the fact that the SZO very specifically and rigidly defines office use as "office, other than medical" in the Use Table. With the original approval it was not clear how office-type uses beyond "office, other than medical" would be addressed under the approved PMP or whether an amendment would be required for each use. The 2010 Planning Board approval of the more expansive commercial use definition signaled that the Board was willing to give consideration to all of the commercial uses potentially allowable in the ASMD District during its review process. It should be noted that the uses and thresholds specified in the Use Table would continue to apply in this area.

3. Increase in Parking Spaces

As a result of a parking needs assessment, and the increased demand from the Partners Healthcare offices, the Applicant reconsidered the parking needs for the project. The previous approval included 10,066 spaces and the proposal includes 10,910 spaces as noted in the table below. With the proposal there are 1,098 parking spaces in excess of the maximum allowed in the Somerville Zoning Ordinance; although uses that are in operation prior to the T station opening do not have to comply with the maximum space requirement. The Marketplace and the uses in Blocks 1, 2, 3, 4, and 10 that are operational technically fall into this category and therefore the originally approved 10,066 parking spaces should remain the requirement unless there is more information provided in the future to change this number. With the Assembly Square station set to open in the Fall of 2014, the changing mode preference away from cars in urban environments, the communities' goal through SomerVision, the City's comprehensive plan, to have 50% of new trips via transit, bike or walking, and the uncertainty of the timeline and demand for future tenants in Blocks 5,6,7,8, and 9, there is not a proven need for additional parking. ~~If needed in the future, an amendment to the PMP could be evaluated at that time.~~ A condition of approval is that a new parking cap will be determined based upon an updated 'shared use analysis' provided by the applicant. The inputs into this analysis will be based upon the new development program, including the Assembly Row blocks and Block 11. The analysis will establish overall parking demand for the Project based upon shared parking strategies, parking ratios, capture rates, and mode splits appropriate for the nature of this transit-oriented mixed-use project.

PROPOSED PARKING SUMMARY	Approval 2010	Current Application
Mixed-Use Structured Parking	7,468	6,639*
IKEA	1,287	-
Block 10	26	26
Assembly Square Marketplace (Phase IAAA)	1,095	1,095
Block 11 – Partners Healthcare	-	2,524*
Block 11 – Retail/Health Club	-	380
Mixed-Use On-street	190	246
Total	10,066	10,910

* The garage spaces are approximate until the final parking layout is established.

PARKING REQUIREMENTS	Proposed Uses	Parking Requirements (SZO) Min/Max	Parking Requirements (#) Min/Max
Office (office, research and development, laboratory, medical office, manufacturing, etc)	2,801,333 sf	1 per 1000 / 1 per 500	2,801 / 5,603 spaces
Retail (including restaurant and fast food)	527,024 sf	1 per 1000 / 1 per 500	527 / 1,054 spaces
Residential	1,843 units (approx 2,149,579 sf)	1 per unit / 1.5 per unit	1,843 / 2,765 spaces
Hotel	170 rooms (104,550 sf)	0.5 per guest room / 1 per guest room	85 / 170 spaces
Health Club	50,000 sf	As needed / 1 per 500 (max)	100 spaces
Cinema	60,000 sf	As needed / 1 per 500 (max)	120 spaces
Total			5,476 min / 9,812 max

4. Street Names

The official names of the streets have been determined. The table below shows the naming system that was used in previous approvals and the current street names. The City will be renaming the segment of Great River Road that runs along the rail road tracks so that the Fire Department and others can more easily find future addresses along this street since it is disconnected from the other road segment along the river.

STREET NAMES	
Previous Name	Current Name
Assembly Square Drive	Grand Union Boulevard
A Street	Great River Road
C Street	Artisan Way
D Street	Canal Street
E Street	Foley Street
Main Street	Assembly Row
G Street	Great River Road
IKEA Way	Revolution Drive

5. Design Guidelines – Blocks 6, 7, 8 & 11

Design Guidelines were incorporated into the 2010 revision to provide project specific design guidelines to complement §16.7. The proposed design guidelines address urban elements like streetscapes and public spaces, and the location, size, and relationships of buildings. The guidelines establish façade hierarchies, district gateways, and key building elements to promote a cohesive PUD while still allowing for flexibility and creativity in design. Key principles include concentrating density around the T Station, using vertical articulation to add visual interest and break up long blocks, creating a continuous street-wall, and reinforcing important public spaces through façade details.

The proposed design guidelines represent one of the most significant evolutions in the PMP and a significant advancement in the process by which future SPSR-A projects will be reviewed. The proposed guidelines incorporate the spirit of the Assembly Square District Plan¹ and identify the elements that will help to make the remainder of the PMP area into a mixed use transit-oriented place. That said, the proposed design guidelines go beyond the ASD Plan by developing more specific goals and principles for design of Assembly Row and providing more detail about the buildings that are included in the PMP.

The design guidelines will establish a minimum design quality for developers, architects and designers involved in Assembly Row. All participants are expected to meet the threshold and encouraged to exceed it. The PMP does not articulate specific architectural elements at this phase in the project review; instead the guidelines identify the key elements that are most important to the project and ensure that the most significant architectural investment is focused in these areas. These high profile locations include building pieces that are used to terminate view corridors, mark significant edges, streets, and open spaces, or that serve as building level gateways into the mixed use district.

¹ The ASD plan incorporates four documents created to guide development in Assembly Square: Assembly Square Planning Study (2000); Assembly Square Revitalization Plan (2002); Assembly Square Design Guidelines for the Public Realm (2002); and Assembly Square Transportation Plan (2003).

The design guidelines identify building design principles such as rhythm, organization and exterior priorities and then establish a hierarchy of building elevation types: 1) significant corners; 2) primary elevations; 3) secondary elevations; and, 4) tertiary elevations (Design Guidelines Section 3.1-3.11). For each elevation type, possible building materials and design features are identified to address roof treatment, wall and wall opening treatment and treatment of balconies. Parking garages are provided a similar hierarchy, with the establishment of four garage treatments (Design Guidelines Section 4.1). The first has decorative features of the architecture, the second employs banners or other strategies to mitigate the visual impact of open spandrel garages, the third identifies unmitigated open spandrel facades, and the fourth provides guidance for garage stair towers and corner elements. How these principles apply on each building is depicted throughout the design guidelines.

The guidelines also identify design expectations for streetscape elements, storefronts, parks and public spaces that will be a part of the new development.

As the PUD moves forward in the SPSR-A phase, the design guidelines will provide architects and developers with design principles to help ensure the creation of a high quality urban environment. The guidelines will also become an evaluation tool for the City and the Design Review Committee during PUD implementation.

Block 6

The Design Guidelines for Block 6 have been revised as the building form and uses have been refined. Block 6 previously contained retail on the ground floor with commercial uses above and two residential towers. The commercial uses shifted to Block 2, which is currently built. The uses are now retail on the first floor with four residential floors above and one residential tower. There will be a residential courtyard mid-block. The residential entrance will be on the north side of the building as opposed to the end of Canal Street. The parking garage footprint has expanded and shifted to be along the railroad tracks as opposed to being mid-block and the entrance is at the end of Canal Street. The parking will provide shared parking for the retail and residential on the block as well as shared parking with uses on surrounding blocks. Primary elevations will be along the first floor retail and extend up at the corners of the building. Primary elevations and an iconic building element at the corner of Assembly Row and Foley Street will provide for an interesting walk from the Assembly Square Orange Line station to Assembly Row.

Blocks 7 and 8

The footprints of the Block 7 and 8 have changed to accommodate the addition of Median Park to the Master Plan and to provide generous sidewalk widths along Assembly Row. Also, the southern side of Block 8 was moved back from the alignment of Revolution Drive to improve pedestrian access to the southern head house. The development program for these blocks will remain generally the same.

IKEA Site / Block 11

The IKEA Block that was permitted under Phase IAA is now labeled Block 11. This block will be developed in two phases for Partners Healthcare administrative offices of as much as 1.2 million square feet. The block will contain office space, cafeteria, retail, parking garage and daycare in three structures. There will be a landscaped open space that will be open to the public.

6. Enhanced Public Open Space

Block 8 previously had a square shaped park at the northwest corner. This open space is proposed to shift to the middle of Assembly Row between Blocks 7 and 8. The linear park will be 20,000 square feet. It would link the mixed use portion of the site with the open space on Block 11 and book end Assembly Row with Point Park on Block 2. The park will contain different environments along it with passive recreational uses and a balance of hard and softscape.

7. Revolution Drive Reconfiguration

Revolution Drive, formerly IKEA Way, was designed to accommodate loading for the IKEA store. Now that the retailer is not building the store, the street is being proposed to be redesigned to allow for pedestrian access and parking along the entire length. The street will be consistent in terms of design and feel to the other streets in the development, which will facilitate pedestrian activity to Block 11

8. Waivers Requested

The Applicant is seeking relief from Somerville Zoning Ordinance Section 5.2.3.7 and 16.8.2.6 from providing contour elevations in two foot increments. Grading for the revised alignment of Revolution Drive and Assembly Row south of Foley Street will be provided in a future submission. Grading for each site will be addressed during the Special Permit with Site Plan Review approval for each Block.

9. Phasing Reconsidered

The Project is anticipated to be constructed in multiple phases over ten to fifteen years. In the 2006 PMP, the plan included some specifics about which project components were anticipated first and which would be later. The Planning Board has issued Special Permits with Site Plan Review-A, the second phase of approvals after the PUD-PMP, for the Marketplace (Phase 1AAA), for IKEA (Phase IAA), and for a Blocks 10, 1, 4, 3, 2A and 2B consecutively are part of Phase IA. The Marketplace and Blocks were in existence or have been constructed. The first phase of development was intended to create a critical mass for the residential and retail environments and the initial success of the neighborhood. Actual phasing of the remaining portion of the project will vary depending on market conditions.

C. Required Future Permits

1. Minor Amendment to the PMP to Subdivide Lots and Develop Streets

The reconfiguration of the roadway and inclusion of median park, which should be owned by the Applicant, will require a plan for subdivision of lots from roadways to transfer roadways to the City while allowing the ownership of individual blocks within the development. In addition to the required plans for subdividing land, the applicant must also work with the City on updates to the maintenance agreements for public infrastructure and open spaces. With a site of this complexity and given the existing parcel configuration, it is very important that development sites be identified and given parcel numbers in order to record any approvals in perpetuity².

In the PMP revision, the Applicant has submitted a series of design plans. Some of the Right of Ways are not yet at 100% design although they are progressing in that direction and they identify the logical lines

² Note that the MaxPak subdivision occurred after a special permit was approved for the entire site, but all roadways in this site will be privately owned and the permit is for only one use, i.e., residential use.

for future subdivision. With regard to infrastructure, all roadways and infrastructure elements will be required to comply with City standard or better as approved by the City Engineer and Director of Traffic & Parking and detailed drawings will be provided by the Applicant at a later date. With regard to street furniture, plantings, and other design amenities such as pavers, they will also be required to meet City standard or better. Staff does recommend, however, that these be reviewed informally between staff and the Applicant within the context of the Maintenance Agreement which will identify those elements to be maintained in perpetuity by the Applicant. Conditions have been drafted to this effect.

2. Special Permit with Site Plan Review – A

As identified in the SZO, individual projects within the PUD require a Special Permit with Site Plan Review A (SPSR-A). For each of the findings required for the PMP, there will be a subset of those findings required for each and every SPSR-A. These required findings are indicated as such in the Appendixes (see Appendix C). In addition, some PMP findings are contingent on detail to be submitted with SPSR-A applications and are conditioned as such.

The Applicant has identified in the zoning analysis for Section 6.4.7B the process by which the design guidelines may be used to guide the review SPSR-A applications. Any future applicant shall submit proposals for SPSR-A that are consistent with the guidelines or identify any deviation between the guidelines and the submission together with an explanation of the need for these differences. The DRC and Planning Board will need to determine if the solution is within the spirit of the guidelines. Significant changes could potentially require an amendment to the PMP. All proposals shall meet or exceed the minimum acceptable standard of quality identified in the document.

3. Conservation Commission Review

Conservation Commission to date has reviewed some individual projects within the riverfront area as well as the outfall pipe and the low impact design guidelines. Additional activities within the PMP area, such as the current revision, require review and approval of the Conservation Commission under Massachusetts law.

IV. FINDINGS FOR PRELIMINARY MASTER PLAN

A. Application Requirements

Application requirements are identified in Section 16.8 of the SZO. Section 16.8.2H identifies that the general information required for a special permit under Section 5.2 is also required at a preliminary level. Section 16.12 requires submittal of a denial letter from ISD. Staff finds the PMP meets the application submittal requirements for a PUD-PMP in the above listed sections. Detailed findings are contained in Appendix A.

B. Required Findings of Fact

Section 16.10.1 of the SZO indicates that PUD preliminary master plan approval shall be considered preliminary approval that recognizes that the plan is in general accordance with provisions of this ordinance. Section 16.11.3 indicates the process for amendments to PUD approvals, including preliminary master plans and makes it clear that the proposal presently before the Planning Board is substantive enough to require major PUD amendment approval. Findings are then required under 16.1, 6.4.1, 6.4.3, 16.4, and 16.7 of the SZO. The ASMD further requires findings to meet development standards and design guidelines under 6.4.7 and 6.4.8. The staff finds the PMP meets the required findings for a PUD PMP. Detailed findings are contained in Appendix B.

C. Future Requirements for SPSR-A

The SZO requires that the PMP be reviewed to ensure that projects under the PMP can meet the standards required for SPSR-A in the ordinance. Section 6.4.9 requires that the requirements in Section 6.4.9C as well as parts a-h of Section 5.2.5 must be addressed when future special permit requests are submitted. The staff finds that projects submitted for SPSR-A under this PMP should be able to meet the findings required for approval if they substantially conform to the PMP and if they address all the necessary findings identified in Appendix C.

D. Waiver Standards

Staff finds that the PMP meets the required waiver findings of Section 16.8.2.6 and 6.4.12.A from the requirement for contour elevations in two foot increments and recommends approval of the waiver. Detailed findings are provided in Appendix D.

The 2006 PMP approval granted a waiver for a specific circumstance at the Marketplace project, allowing for two stores to receive waivers from the maximum ground floor retail footprint requirement. No additional waivers were granted at that time, and the ground floor footprint waivers were limited to only those specific sites within the Marketplace mall. They will remain in effect.

V. COMMENTS

A. Comments of the Design Review Committee

The Applicant presented the project to DRC on May 29, 2014, and review centered on the changes to the street network and design guidelines for Blocks 6 and 11. DRC members provided the following comments:

- a. The DRC expressed a concern that there is not enough in the document that implements the goal of incorporating local conditions including abutting neighborhoods and connections with East Somerville and Ten Hills.
- b. Block 11 is being treated like it has a front and back when in actuality it is a multiple frontages. The approach from the south on Grand Union Boulevard should be just as pleasing as Revolution Drive.
- c. The termination viewpoint from the linear park into the open space is very important and needs to be presented.
- d. There should be a strong connection between the linear park at both ends to the MBTA headhouses that are located a block east.
- e. The daycare should be incorporated into the park.
- f. The parking lot could be slightly recessed and a landscaped berm could be placed around it to limit the visibility of it.
- g. The DRC discussed the differences in how the previous square plaza on Block 8 would function versus the linear park in the right of way. The Applicant's Architect prefers having an active edge to plazas which will be achieved with the linear park. This type of plaza creates a more urban experience than the square plaza at the edge of a building block and allows for creating intimate areas that provides a series of different experiences through the park.

B. Comments from City Departments

Fire Prevention:

The buildings on each Block shall request addresses from the Engineering Department prior to applying for Special Permits with Site Plan Review so that the buildings will be identified with the appropriate identifier facilitating faster response times to the site. Ideally, the portion of Great River Road that is along the train tracks will be renamed because this portion of road is disconnected from segment that is along the Mystic River. The addressing along this road is not continuous because of the intersection with Artisan Way. Renaming a segment of the road will avoid confusion that may be caused by the current labeling system.

Traffic & Parking:

Conduits for parking kiosks in street construction plans that were required as part of the prior approval are no longer required. Solar-powered, single spaced parking meters with the capacity to accept both coins and credit cards and is the technology that is consistent with the current parking meter fleet in Somerville.

Video traffic signal control technology equipment is to be installed at each intersection with traffic signals.

If any intersections were designed with two way Stop signs in accordance with MassDOT design standards and the applicant requests 4 way Stop control intersections, then the applicants Traffic Consultant must prepare a Traffic Study and submit same to Traffic and Parking for review and approval. The Traffic Study must indicate that the intersections in question meet the standards of the MUTCD for a 4 way Stop control intersection.

Transportation and Infrastructure:

In the context of the new Orange Line MBTA station as well as increased bicycle and pedestrian activity in the city, and in light of the Comprehensive Plan goals of 50% of new trips via walking, biking, or transit by 2030, additional progressive transportation solutions should be included in the plans for Assembly Square PUD. These include: Focus on providing Complete Streets and allowing detailed

design review for pedestrians, cyclists, and transit users under the city's Complete Streets Ordinance; bolstering and refining bike parking format; and working to reduce the amount of standard automobile parking by using TOD levels and replacing with carshare, bikeshare, bike, or motorcycle parking options. Ease of use and navigation by all types and levels of users is required.

More details:

- Provide detailed roadway marking plans and cross sections, including bicycle and pedestrian design details (markings, signals, crosswalks, street furnitures, etc). Under the City's Complete Streets ordinance all modes must be considered and accommodated in these details, and NACTO minimum accommodations incorporated. Plans must be received for applicable city departments to assure that they meet the requirements of the Complete Streets Ordinance.
- Recommend short term bicycle parking spots within 50' of each entrance, minimum of 1 spot per 40,000 sf; OR ten percent of the bicycle parking shall be provided within fifty (50) feet of the main egress point of the building, whichever is greater.
- Short term bicycle parking not accommodated directly at the entrance must be easily visible or clearly signed in parking garage.
- Public covered long term bike parking within the garage or bicycle room must be provided at ground level and signed from a public entrance.
- At least half of the racks must conform to standard city design guidelines, while the other half of long term may be hanging type bicycle storage.

Conservation Commission:

The Conservation Commission Staff has reviewed the Master Plan changes. The Commission will be reviewing the Notice of Intent because the proposal involves work within 100 feet of the protected buffer of the river and drainage to the 72 inch outfall pipe that was constructed.

Lights and Lines:

Ghost conduit shall be added to all streets not yet constructed for future traffic signalization and fiber network per MUTCD standards. The extra duct/conduit is for future use as the City will be adding its own fiber network. Conduit also needs to be added if an intersection at some point in time will require a traffic signal. Installation of the conduit now will prevent the need to dig up a new road or sidewalk for these projects.

Lights and Lines prefers for the control cabinets for the street lights for future phases of the development to be outside of the buildings.

The Applicant responded with the following: FRIT will coordinate directly with Lights and Lines to provide direction on how to access the street lighting control cabinets located in Blocks 1 through 4. The street light control cabinets were located inside the buildings in the first phase of mixed use development in order to maximize the sidewalk space that can be enhanced with landscaping, street furniture, art and outdoor seating areas that are critical to creating inviting and activated public sidewalks while still accommodating space for bike racks, trash receptacles, parking meters, regulatory and way-finding signage, fire department connections and street lights. The cabinets are also less prone to vandalism or accidental damage when located inside the buildings as opposed to on the sidewalk. For these reasons they feel that the precedence set in the first phase should be continued on the remaining blocks.

Engineering: Has reviewed the plans and will review infrastructure not yet approved such as Revolution Drive and Assembly Row south of Foley Street once detailed drawings are submitted.

Ward Alderman: Alderman McLaughlin has been contacted but has not yet submitted comments.

C. Testimony from the Public Hearing

Public testimony will be provided at the public hearing on June 19, 2014. Written comments from the Public received thus far have been forwarded to the Planning Board and are on file.

VI: RECOMMENDATION

Planning staff finds that the Preliminary Master Plan, as amended, will continue to meet the goals of the City for this site, the purposes of the district, and the provisions and purposes of the Ordinance. Therefore, the staff recommends **CONDITIONAL APPROVAL** of the requested Preliminary Master Plan amendment.

Planning staff also recommends that the Planning Board grant APPROVAL of the requested waiver based upon the detailed findings in Appendix D.

Appendix E is for informational purposes of a summary of what has been built and what is allowed in the PMP. Staff use this list to track development as the Assembly Row project is built out.

This recommendation is based upon the Preliminary Master Plan Application stamped in at the City Clerk's Office on May 15, 2014. Approval would constitute an approval of the Preliminary Master Plan, but shall NOT constitute approval of final site or building design details, which shall be reviewed in subsequent Special Permits with Site Plan Review-A (SPSR-A) for individual phases of the development.

To mitigate potential negative impacts and to provide the best project possible, the staff recommends that the Board accept and incorporate the conditions proposed in Appendix E.

The recommendation is based upon a technical analysis by Planning Staff of the application material based upon the required findings of the Somerville Zoning Ordinance, and is based only upon information submitted prior to the public hearing. This report may be revised or updated with new recommendations, findings and/or conditions based upon additional information provided to the Planning Staff during the public hearing process.