

LYNCH, DESIMONE & NYLEN, LLP

ATTORNEYS AT LAW
10 POST OFFICE SQUARE, SUITE 970N
BOSTON, MASSACHUSETTS 02109

Telephone: (617) 348-4500
Facsimile: (617) 348-4545

Email: RNylen@ldnllp.com

JOHN M. LYNCH, P.C.
ERNEST P. DESIMONE
RICHARD A. NYLEN, JR.
STEPHEN W. DECOURCEY
SHANNON MICHAUD

May 27, 2021

OF COUNSEL

JAMES W. MURPHY
WAYNE H. SCOTT

Via Email & 1st Class Mail

Mr. David Thorn, Chairman
Town of Holliston Planning Board
Town Hall
703 Washington Street
Holliston MA 01746

**Re: CRG Integrated Real Estate Solutions, 555 Hopping Brook Drive, Holliston, MA;
Request for Special Permit**

Dear Chairman Thorn and Members of the Planning Board:

This office represents the CRG Acquisition, LLC¹ (the “Applicant” or “CRG”) with respect to the Special Permit application (the “Application”) to construct a warehouse (the “Project”) at 555 Hopping Brook Drive (the “Property”). The purpose of this letter is to summarize how the Project, as designed, meets the Special Permit requirements of the Holliston Zoning Bylaw for a warehouse use in excess of 15,000 square feet. The Applicant has made significant design changes and added impact mitigation measures during the Planning Board review process to address Board concerns and public comments, including Site Plan changes to enhance mitigation in order to fully satisfy the standard for issuance of a Special Permit.

The Project and the Property.

The Project involves the development of an 800,420 square foot warehouse facility at 555 Hopping Brook Road to be used primarily for the distribution of goods and materials and not for the retail sale of goods.

CRG has a national reputation and has developed more than 50,000,000 square feet of warehouses during the past twenty-seven (27) years, designed for the storage and movement of consumer goods such as home goods, apparel, home improvement supplies, sporting goods, dry goods, electronic supplies, paper goods, home appliances and candy. CRG anticipates up to 500 employees will work in the warehouse over three (3) shifts, for a 24-hour per day system, 365 days per year. CRG has agreed, based upon its experience with the market demand for this warehouse, to

¹ CRG Acquisition, LLC is the successor to CRG Integrated Solutions and is a registered LLC in the Commonwealth.

May 27, 2021

2 | Page

limit the vehicular traffic to 1310 average daily trips (ADT) in the Special Permit, and will require adherence to this limit in its lease documents.

The Property is a 79.4-acre undeveloped parcel in the existing Hopping Brook Industrial Park and is known as 555 Hopping Brook Road. The Property is accessed from the existing Hopping Brook Road, a two (2) lane roadway, and is a generally flat and wooded parcel. The Property is bounded to the east by the Town of Medway; to the south by a vacant parcel and PharmaCann, a cannabis facility, to the north by a solar farm and to the west by another vacant parcel that is bounded by an over-55 housing development also located within the Holliston Industrial District. Hopping Brook Road intersects with Washington Street a/k/a Route 16, a state highway. Route 16 is a four (4) lane roadway which leads to Medway to the east and to the Town Center of Holliston to the west.

The size of the Property results in a limited building coverage of 23% and more than 32% dedicated to open space. The large expanse of the Property allows for landscaping, screening and significant buffers from the building to adjacent properties (the closest of which is over 400 feet away). The 79.4 acres also allows the Applicant to protect the natural features of the land associated with wetlands and wetland buffer zones by placing the buildings and roadways outside the jurisdiction of the Conservation Commission. There will be no removal of soil from the Property as the cuts and fills are balanced with the creation of the berm as a visual and sound screen.

History of the Industrial Park

The Property consists of 79.4 acres of land which has been part of the industrial zone under the Holliston Zoning Bylaw since 1969. The Industrial District is approximately 900 acres in size extending from the Town line shared with Medway to the southwest and Highland Street to the east. The Project represents an evolved Hopping Brook Industrial Park, which, when the development surfaced almost 40 years ago, proposed 3,000,000 square feet of industrial development on the remaining 200-acre Industrial Park. The original MEPA filing contemplated 20,000-36,000 ADT for the office and R&D use. During recent years, the uses proposed for the Property have been scaled down in intensity and ADT.

The Project

The Project presents the construction and occupation of 800,420 square feet of warehouse space on the Property. The Project is proposed by CRG, a national developer with a long track record of successful warehouse projects. The Project has evolved in response to Planning Board and public comment to consist of the following:

1. 800,420 square foot warehouse building, 40 feet in height² as defined in the Zoning Bylaw.

² The Applicant will be rescinding its Variance request as a condition of the Special Permit.

May 27, 2021

3 | Page

2. A road network which provides driveway access off Hopping Brook Road into the site in a counterclockwise direction, as suggested by the Planning Board and its consultants.
3. 160 dock doors associated with the building.
4. 403 parking spaces to accommodate employees and visitors.
5. A stormwater management system that collects, treats and infiltrates stormwater prior to its discharge in accordance with state standards.
6. The construction of a 30-foot earthen berm at the perimeter of the site as a visual and sound barrier for mitigation.
7. The installation of an 8-foot fence above the earthen berm for additional visual and sound mitigation on the perimeter of the Property.
8. The placement of 164 evergreen trees on the berm to enhance the screening and to assist visual and sound mitigation.

Zoning

This Property has the benefit of an 8-year zoning freeze under M.G.L. c.41, §6, 5th paragraph, based on the Holliston Planning Board's May 6, 2015 approval of a definitive subdivision plan on the Property, which is recorded in the Middlesex County Registry of Deeds, South District, as Plan No. 644 of 2015.

The Hopping Brook Industrial Park, which includes the lot for 555 Hopping Brook Road, was created many years ago and has been owned by the current owner since 1999. The internal roadway of the Industrial Park is public to station 43 & 75 and thereafter is private, but has been designed to Holliston subdivision road standards. The Project site was reviewed through the MEPA process in the 1980s, with 3,000,000 square feet of development of office space, research and development and high technology, including 9,684 parking spaces and 36,900 ADT.

The 800,420 square foot building is designed as a proposed warehouse, which the Zoning Bylaw defines as a "building used primarily for the storage of goods and materials, for distribution, but not for the sale on the premises." Bylaw, Section 1-E. The Applicant's abandonment of a right to build to 52' as granted by the Holliston ZBA, the agreement to restrict traffic to 1310 ADT, and the agreement to require compliance of such in lease documents, ensures that future uses in the building will not be unacceptable or inconsistent with the proposed use.

The Special Permit Process

CRG applied for three (3) Special Permits initially and withdrew two (2). CRG is only seeking one (1) Special Permit for the warehouse use in the Industrial District pursuant to Sections I-G of the Bylaw. The Special Permit process commenced in 2020 and has resulted in lengthy discussions, design changes and peer review of comprehensive traffic, site plans and noise submittals with considerable citizen involvement and comment.

The purpose of the Special Permit process is to spend the necessary time and resources to address the Planning Board and citizen inquiries and confirm that the Bylaw standards have been met. CRG's comprehensive submittals demonstrate that the Project meets the test for the issuance of a Special Permit that "there will be no significant adverse effects to the neighborhood or the Town," when considering the following specific criteria. We believe that the Record demonstrates compliance with the Special Permit standards for the following five (5) criteria identified in the Bylaw:

- a. The degree to which the proposed use complies with the dimensional requirements of the Bylaw, is in an appropriate location and does not significantly alter the character of the neighborhood; the Project is compatible with existing uses and other uses allowed by right in the District and is designed to be compatible with the character and scale of neighboring properties.

The Project is proposed in a longstanding Industrial Zoning District created more than fifty (50) years ago. (See Exhibit 1 for Industrial Zoning District.) The 800,420 square foot warehouse meets the dimensional requirements for height and setbacks. The building has been pulled back to create a 400-foot setback from Property lines and as a condition of the issuance of the Special Permit³ the Applicant will withdraw its height variance approval to construct the building 52 feet in height and will instead meet the as of right zoning defined height requirement of 40 feet.

The Project complies with the dimensional requirements of the Bylaw with the size of the building and its setbacks from the front, rear and side Property lines, and is an allowed use in the Industrial Zoning District. There is no zoning limitation on the size of the building. The Project is proposed for a location in the Industrial Zoning District, which allows, as a matter of right, industrial buildings and certain sized warehouses by Special Permit. The Holliston Industrial Zoning District includes industrial development with direct abutters to the north, west and south.

The Project is compatible with the existing industrial park uses of the neighborhood and any other uses allowed by right in the Industrial Zoning District.

³ CRG applied for and was issued a Variance for relief from the height restriction to allow the construction of a 52-foot building. CRG will rescind the request for the Variance and withdraw from litigation and will construction a 40-foot-high building as defined by the Zoning Bylaw as a condition of the Special Permit.

- b. To the extent feasible, the proposal has been integrated into the existing terrain and surrounding landscape, minimizing the impacts to the aquifer and/or recharge areas, wetlands, steep slopes and flood plains.

The Project has been designed to mitigate impacts to the environment by avoiding work within wetland areas. Some residents of Holliston have questioned the location of the warehouse as an appropriate industrial use in the Industrial Zone District. According to the Zoning Bylaw this is the appropriate location, which allows for industrial processing, fabrication and warehouse uses.

CRG appeared before the Holliston Conservation Commission (the “Commission”) and formally presented the Project with the delineated wetlands and requested a determination as to whether the Project required a filing with the Commission. After a public hearing and a site visit, the Commission issued a Negative Determination of Applicability, finding the Project will not alter any bordering vegetated wetlands, is located outside the buffer zone, and does not require a formal filing for approval by the Commission. There is sufficient water on-site and the Project is located outside the 100-year flood plain. The stormwater design will collect and treat stormwater prior to discharge to the ground in accordance with state stormwater standards.

The Project was designed to strike a balance by moving the building further away from the residents of Medway, which also allows for additional screening with a 30-foot berm, an 8-foot fence and 164 evergreen trees and plantings. The screening is a second barrier and effectively helps conceal the building.

- c. Adequate and appropriate facilities shall be provided for the proper operation of the proposed use, including screening and provisions for convenient and safe vehicular and pedestrian circulation within the site and in relation to adjacent streets and properties.

CRG has invested considerable time, energy and internal review to design and incorporate substantial mitigation. First, the Project includes substantial screening on the east side with a 30-foot berm and eight (8) foot fence with 164 evergreen trees. The evaluation and concern of traffic impacts upon Route 16 commenced in 2019 and has been comprehensive, including the traffic study presented by Vanasse & Associates Inc. (“VAI”). As noted below, VAI’s comprehensive traffic study has been peer reviewed and has been through an extensive DOT and MEPA review. VAI reviewed the proposed use and established estimated vehicle and truck trips for the use. (See below Table.)

Table 1**PROJECT TRIP-GENERATION SUMMARY**

Time Period/Direction	Vehicle Trips ^a	Trucks ^b	Cars
Weekday Daily	1,310	362	948
<i>Weekday Morning Peak Hour:</i>			
Entering	105	14	91
<u>Exiting</u>	<u>31</u>	<u>4</u>	<u>27</u>
Total	136	18	118
<i>Weekday Evening Peak Hour:</i>			
Entering	41	6	35
<u>Exiting</u>	<u>111</u>	<u>17</u>	<u>94</u>
Total	152	23	129

^aBased on ITE LUC 150, *Warehousing* (800,000 sf).

^bPercentage of truck trips: Weekday, 27 percent; weekday morning, 13 percent; weekday evening, 15 percent.

According to the Table, the Project is expected to generate approximately 1,310 vehicle trips on an average weekday (two-way volume over the operational day of the Project or 655 vehicles entering and 655 exiting), with 136 vehicle trips (105 entering and 31 exiting) expected during the weekday morning peak hour and 152 vehicle trips (41 entering and 111 exiting) expected during the weekday evening peak hour. Furthermore, the Project is expected to generate approximately 362 truck trips on an average week day, with 18 truck trips (14 entering and 4 exiting) expected during the weekday morning peak hour and 23 truck trips (6 entering and 17 exiting) expected during the weekday evening peak hour.

Traffic enters and exits Hopping Brook Road from Route 16/Washington Street. According to the MassDOT and the traffic analysis, roadway capacity, safety and traffic impacts upon the surrounding roadway network will meet safety standards and will not have an adverse impact on existing traffic conditions.

The MEPA approval in the 1980s contemplated 3,000,000 square feet of office and commercial space and traffic at 18,000-36,000 ADT. Traffic capacity analyses were performed for the study area intersections at Washington Street for existing, no-build, build average, and peak month conditions. The 1983 MEPA approval recognized that development of the Industrial Park would increase traffic over time and required traffic demand measures and signalization based upon traffic impact. Since the initial MEPA filing, as a result of the market and land use decisions, proposed use traffic counts have decreased dramatically. Based on the analyses performed, there will be no significant change in the level of service from no-build to build conditions at the signalized study area intersection of Route 16/Washington Street. To reinforce this finding, CRG recommends that the pavement arrows reflect lane usage where feasible, that signage be included

which prohibits right turns for trucks exiting the Property onto Washington Street; and that the 1310 ADT be included in lease documents and that traffic monitoring take place to verify the ADT.

CRG engaged VAI to conduct several traffic analyses beginning in January 2020. CRG has spent considerable monies to design the interior circulation and to address the flow of traffic entering and exiting the Industrial Park, which was peer reviewed by MBM on behalf of the Planning Board. The Applicant has represented that the maximum number of vehicles per day including trucks and vehicles shall not exceed 1,310 ADT as presented by VAI traffic studies. In order to mitigate impacts:

1. CRG shall, in consultation with and subject to the approval of MassDOT install signalization at the Hopping Brook Road intersection with Washington Street prior to occupancy of the warehouse. The intent of the traffic signal is to introduce greater gaps in Washington Street through traffic.
2. CRG shall, in consultation with the Holliston Planning Board and its peer reviewer, develop and conduct a post-development traffic monitoring program which will: (1) measure traffic volumes at the Washington Street intersection to the Project; and (2) at the 555 Hopping Brook Road facility over a continuous 7-day, week long period beginning at 6 and 12 months after the issuance of the Certificate of Occupancy for the building; and
 - a. Confirm and study the travel routes of trucks using the facility;
 - b. Evaluate traffic operations and safety impacts post-occupancy; and
 - c. Make recommendations to improve safety measures. Results of the traffic monitoring and reporting program will be provided to the Planning Board.
3. CRG shall, in consultation with the Holliston Planning Board and its peer reviewer, propose physical signage for entering and exiting Hopping Brook Road to notify the exiting trucks that no right turn is allowed upon exiting the Industrial Park; and
4. In addition, CRG shall include provisions in all leases and operating documents with its tenants a copy of the Special Permit and enforceable language: prohibiting vehicular traffic from exceeding 1310 ADT; prohibiting truck traffic from taking a righthand turn onto Route 16/Washington Street from Hopping Brook Road toward South Street; and informing tenants that incoming traffic should come from Route 495 and not South Street. The intent of the signage will be that it is clearly visible to trucks exiting Hopping Brook Road; and

5. CRG will incorporate Transportation Demand Management Services to encourage alternate modes of transportation for its single occupant car employees in accordance with the Section 61 findings made by MassDOT which are attached and incorporated by reference in this Special Permit.

In addition, CRG will incorporate crossings with flashing beacons along Hopping Brook Road to promote passage to the adjacent trails.

- d. The proposed project shall not create any significant emission of noise, dust, fires, noxious gases or other adverse environmental impact, including stormwater, erosion and sedimentation.

CRG has spent considerable monies in the design and construction to the Project to avoid adverse impacts from noise or other environmental factors, including recommending considerable mitigation.

1. Noise

CRG engaged Cavanaugh Tocci to conduct a comprehensive noise study to assess potential noise impacts upon the surrounding Holliston neighborhood. Cavanaugh Tocci is an experienced noise consultant which was retained to evaluate the noise levels at the adjacent property lines, analyzing stationary and transient noise sources and sound paths. Cavanaugh Tocci presented analysis demonstrating that with the earthen berm, sound barrier and vegetation to block lines of sight and reduce noise, the noise levels will be below the Holliston Bylaw, the Medway Bylaw and DEP noise levels of 40 dBA. The sound study from Cavanaugh Tocci was based on modeling of stationary equipment, sound and transient source sounds emitted by passing trucks and vans, and trailer connect and disconnect. These sounds were measured by Cavanaugh Tocci using the same data as recognized in the industry for computing transient source sound power levels and were presented in the January 25, 2021 report.

The Proponent's noise consultant has:

1. Selected a quieter Caterpillar 250 EkW emergency generator unit with a Level 2 sound enclosure and Harco grade muffler.
2. Provided data to show that the make-up air unit sound power levels are mitigated.
3. Based the study on the algorithms defined and referenced in "150 9613-2 Acoustic Attenuation Sound during propagation outdoor – Part 2: General method of calculation". These algorithms are internationally recognized for evaluating source sound energy emitted.

The Cavanaugh Tocci report was peer reviewed by the Town's consultant who also found that the Project meets the local (Holliston and Medway) and state noise decibel limits at the Property line and at the second floor of adjacent residences. The Town's peer reviewer for noise, Harris, Miller, Miller and Hanson, Inc., concluded that CRG's noise study was "comprehensively and conservatively prepared, addressing all pertinent state and local noise regulations and Bylaw provisions".

2. Stormwater and Erosion Control.

CRG has developed a post-construction stormwater management system and a stormwater pollution prevention program to collect, treat and discharge stormwater at rates less than pre-construction. The stormwater management system is designed in conformance with established Massachusetts stormwater standards to ensure that post-development runoff does not exceed pre-development runoff rates. The stormwater system relies upon a collection system, infiltration, and a proprietary treatment system prior to discharge to a detention basin. Following review of the stormwater management system, Engineering Design Consultants, Inc., CMG and the Town's peer reviewer have agreed that prior to construction, one recommended additional soil test be performed and revisions to the receiving detention basin should be made to reflect the additional runoff. A sign-off from CMG of these revisions is required as a condition of the Site Plan approval and this Special Permit.

The stormwater management and erosion control system is a private system and will be privately maintained in accordance with the SWPPP⁴ and the O&M Plan provided to the Board. The system includes the collection of the stormwater via roof drains from the warehouse and several swales to send the stormwater to detention basins for infiltration and treatment. There will be no direct discharge to any critical areas or wetland resource areas.

In addition, CRG will implement dust control and stabilization measures during construction, including street sweeping and water trucks in accordance with the Site Plan Approval and Land Disturbance Permit.

- e. There shall be no unreasonable glare from lights, whether direct or reflected, onto ways, the night sky or onto adjacent properties.

The lighting program has been presented and includes two (2) primary compliance features. First, CRG's design of the warehouse exterior is dark sky compliant as included in the Site Plan approval. Second, the wall art pole mounted fixtures will not be mounted any higher than 15 feet above grade pursuant to the Board's regulations. The lighting plan has been adjusted to ensure that lighting levels do not extend beyond lot boundaries, other than at the site driveway.

⁴ The SWPPP was provided to the Board by EDC and dated December 10, 2020. As a condition of the Special Permit, the SWPPP shall be updated to reflect the revised Site Plan prior to commencement of construction.

The Proponent has complied with the Town of Holliston Planning Board Site Plan Review and Special Permit regulations as detailed in the CMG Environmental, Inc. peer review letter dated March 15, 2021 and the EDC response dated April 27, 2021. The documents recognize that the submission plan needs to be modified, as a condition of Site Plan and Special Permit approval, to establish the final roadway length and dimensions.

Other Considerations under the Board's Rules and Regulations.

The Special Permit and Site Plan Review regulations at 7.11 include several other criteria:

- a. Protection of adjoining premises against seriously detrimental or offensive uses on the site.

The proposed warehouse use is not a “seriously detrimental or offensive use” in the industrial park. The warehouse will be used, similar to other warehouses, for the storage and distribution of goods. There is no request for the use of toxic or hazardous materials. Mitigation has been proposed to reduce traffic and noise impacts to meet local and state standards.

- b. Convenience and safety of vehicular and pedestrian movement within the site and in relation to adjacent street and properties.

The above description of traffic includes the provision to accommodate pedestrians who seek to access trails and recreational areas through the Industrial Park, with crosswalks and flashing beacons to promote safe crossing of Hopping Brook Road. In addition, the traffic circulation and facility will promote efficiency and deter idling. There is adequate parking.

- c. Adequacy of method of disposal for sewage, refuse and other wastes resulting from the uses on the site and the methods for drainage for surface water from its buildings and impervious surfaces.

The Property is not sewerage and will require the approval by DEP for the disposal of septage prior to the operation of the facility. Stormwater will be managed in accordance with the MassDEP stormwater standards and will be signed off by CMG and other Town consulting engineers as a condition by the Special Permit.

- d. Adequacy and safety of storage facilities/methods for fuel, refuse, vehicles and other material and equipment incidental to the use of the site.

The warehouse will not have a fueling facility and has not requested permission to store fuel. Refuse will be stored inside until removed commercially. There will be no outside storage of refuse or debris. There is sufficient parking for employees and vendors.

- e. Provision for emergency actions and operations within the site and from adjacent streets and properties.

The letter from the Fire Chief confirmed that the Property and Project meet public safety requirements and emergency access requirements.

- f. Provision for off-street loading, unloading and parking of vehicular incidental to the normal operation of the establishment.

All loading, unloading and parking will be on-site. There is no request for any off-site parking.

- g. Development that to the extent reasonably possible harmonizes with neighboring land use and structures.

The Development of the 79.4 acres in the approximate 900-acre Industrial Park is in harmony with the neighboring land use and structures in the Industrial Park. The Project has also adopted substantial mitigation to address the Medway residents' concerns with noise and traffic, notwithstanding, that Medway residents are not part of this industrial park neighborhood.

In addition:

- The warehouse will increase the assessed value of the Property and generate an increase in tax revenue between \$1,428,731 and \$1,571,626. according to the Town Assessor.
- Applicant will guarantee a minimum \$250,000 of annual tax revenue for the first 5 years after occupancy for taxes related to tenant furniture, fixtures and equipment and vehicle excise tax.
- Applicant has agreed to complete work resulting in a looped water line that will enhance town-wide water delivery within the Holliston Water District.
- Construction jobs will be generated.
- New permanent full-and part-time positions will be created.
- No school-age children will be added to the Holliston School population and accordingly there will be no impact on the public schools.
- Existing utilities are adequate to service the warehouse facility.

May 27, 2021

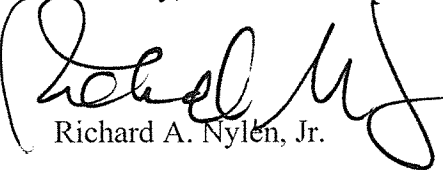
12 | Page

The presentation and record include the following reservation: The Property is zoned for industrial and outdoor uses which allow “wholesale office or showroom, including warehouse facilities” as a matter of right. The Building Inspector has opined that “including warehouse facilities” modifies or is tied to wholesale office or showroom and that warehouse facilities by themselves are not allowed by right. On this basis, while not agreeing with the Town’s position that the warehouse is not allowed by right, an application for a Special Permit was filed under the Use Table at III (6)(3) as a general industrial use that occupies more than 15,000 square feet of storage and packaging. The owner has reserved its position that the proposed warehouse facility is allowed as a matter of right.

There has been much discussion regarding the impact of the Project upon adjacent residents of Medway. Considerable time in review and design of the Project has been spent to address issues and enhance mitigation for both Holliston and Medway residents for noise, traffic and air quality.

On the basis of the above, CRG has met the Bylaw requirements for the issuance of the Special Permit.

Sincerely,



Richard A. Nylén, Jr.

RAN/kad

cc: CRG Acquisition, LLC
Michael R. Milanoski, President
Mr. Peter Bemis
Jay Talerman, Esq.

H:\Grafton & Upton RR Co\Letter to Thorn, Chairman Sp Permit PB 05-06-21.docx