

TOWN OF BEDFORD
July 19, 2021
PLANNING BOARD
MINUTES

A meeting of the Bedford Planning Board was held on Monday, July 19, 2021, at the Bedford Meeting Room, 10 Meeting House Road, Bedford, NH. Present were: Mac McMahan (Chairman), Town Councilor Bill Duschatko (Vice Chairman), Priscilla Malcolm (Secretary), Harold Newberry, Charlie Fairman, John Quintal (Alternate), John Nelson (Alternate), Matthew Nichols (Alternate), Kelleigh Murphy (Town Council Alternate, via telephone), Becky Hebert (Planning Director), and Jillian Harris (Assistant Planning Director)

Town Councilor and Vice Chairman to the Planning Board Bill Duschatko awarded Jon Levenstein, former Planning Board Chairman, and Becky Hebert, Bedford's Planning Board Director, as recognized by the New Hampshire Planners Association, 2021 Citizen Planner of the Year and 2021 Professional Planner of the Year, respectively. On behalf of the Town Council and the Planning Board and the residents of Bedford, I would like to present you with a momentum for your hard work.

I. Call to Order and Roll Call:

Chairman McMahan called the meeting to order at 7:00 p.m. Regular member Steve Clough was absent. Mr. Nichols was appointed to vote for Mr. Clough.

II. Old Business & Continued Hearings: None

III. New Business:

1. **Animal Rescue League of New Hampshire (Applicant & Owner)** - Request for a Conditional Use Permit for a freestanding sign located at 545 NH Route 101, Lot 30-15-29, Zoned R&A.
2. **Town of Bedford (Applicant & Owner)** – Request for a 10,043 square foot lease lot around the Stevens Buswell Building located at 18 & 24 North Amherst Road, Lots 20-95 and 20-46, Zoned R&A.
3. **Mega-X, LLC c/o Elie ElChafoun (Applicant) and Riley Investment Properties (Owner)** – Request for Site Plan Amendment for architectural and sign modifications located at 195 South River Road, Lot 22-23, Zoned PZ.

IV. Concept Proposals and Other Business:

1. **ER Bedford LLC c/o Encore Retail LLC (Applicant & Owner)** – Request for conceptual discussion of a site plan for a proposed mixed-use development at the Market and Main site, with 28,878 SF existing and 187,300 SF of additional

development, including retail, restaurants, office and hotel uses, located at 125 South River Road, Lot 12-33, Zoned PZ.

2. **Elie Naser (Applicant & Owner)** – Request for a conceptual discussion of a site plan amendment for a change of use from second-floor commercial space to a workforce housing 4-unit multi-family residential use, located at 4 Ridgewood Road, Lot 12-5, Zoned PZ.

3. SNHPC Committee Assignments

4. Subdivision and Site Plan Application Checklists

Ms. Harris stated the new applications have been reviewed by staff. Staff's recommendation is that the applications are complete, abutters have been notified, and it is the opinion of Staff that none of the applications pose a regional impact. Staff would recommend that the Board accept the agenda as the applications are complete.

MOTION by Ms. Malcolm to accept the agenda as read. Mr. Fairman duly seconded the motion. Vote taken – all in favor. Motion carried.

III. New Business:

1. **Animal Rescue League of New Hampshire (Applicant & Owner) - Request for a Conditional Use Permit for a freestanding sign located at 545 NH Route 101, Lot 30-15-29, Zoned R&A.**

Jonathan Halle of Warrenstreet Architects, and Board Chairman to the Animal Rescue League, and Charlotte Williams, President and CEO of the Animal Rescue League of New Hampshire, were in attendance to address this request for a Conditional Use Permit on behalf of the applicant.

Ms. Williams stated I would like to introduce Marianne Jones, Director of Administration and Communications, and Gloria McVane, volunteer with the Animal Rescue League for almost 26 years.

Mr. Halle stated distributed a packet to supplement the application to all Planning Board members. I will go through the packet briefly. I know that we are in receipt of staff comments, and I have all the respect in the world for Ms. Hebert, and I want to acknowledge that staff is probably not in support of the application but if I may speak for the ARL, it is important for us to apply for this if you agree with us or not.

I have attached a letter that will supplement the application and I am going to come back to that after showing you what is in the packet. On the fourth page, you are going to see a letter from me that is two pages, the application, and the proposed sign is attached to Page 4. The sign is the Animal Rescue League sign, which is blue, and at night transforms into the negative. The entire sign panel is 35 square feet, the sign text, if you drew a line around the text, is a little less than 32 square feet, and the changeable copy down at the bottom is an additional 15.7 square feet. The total area of the sign is roughly 50.7 square feet. At the bottom right-hand side, and you will see

a photograph of this later on, is a photograph of the existing sign. That existing sign has about a 33-inch base, the base is 16 inches tall and a little more than 50 inches long. It is just my opinion that you can't read that sign until you are making the turn into the driveway, and that has been one of the issues for a number of years since the sign was installed. If you flip the page, just to give you a little context, and I will go through some photographs, there is a little map on the right-hand side, it is going to show you where the ARL is in relationship to Joppa Hill Road, and then it is going to identify the LaBelle Winery, which is essentially the town line between Bedford and Amherst. This photograph on the right is actually taken, and I paced that off with a tape measure this morning, 150 feet from the sign. You will see that the sign is not visible in either direction until you are almost directly upon it. Flipping the page, I have a little sequence of photographs that give you some context approaching the property, driving west towards Amherst and you will see that the first two pages are coming up on the intersection of Joppa Hill Road, on Page 5 I am at the intersection of Joppa Hill Road, and about 250 feet from the site in both directions, the State has installed signage on the left and the right that says Animal Rescue League. If you are lucky to recognize that that is a business sign and not a State highway sign, it might get you to slow down. On Page 6 is a photograph of the approach driving west and you will notice on both the right-hand and left-hand sides for this stretch of Route 101, the embankment on both sides goes up about 16 to 17 feet height, so it is a granite cut where Route 101 went through when it was constructed. The issue is and the point I want to make is that there really isn't another location on the frontage of our property to place the sign. The sign was placed in 1979 when the building was first built, and honestly in my opinion today, it is probably the only location that the sign could be placed because it only gets worse and it only gets higher up, which is more of a distraction when you are driving Route 101.

Mr. Halle stated flipping to Page 7, you see a couple of photographs of what the existing sign is today. It is essentially poured in place concrete monument with red lettering on it. It is all concrete. Our intentions are to take that down and replace the sign. Now to Page 8, again, you are seeing the entrance on the left and I am standing at the sign, elevated about 10 feet off from the roadway, looking to the east, it gives you some perspective of what the view of what the sign is in the opposite direction. If I am coming from Amherst driving east, these are a couple of photographs of that, coming up the hill, there is a State Animal Rescue League sign posted on the right, you can faintly pick out where the entrance curb is based on the granite cut up on the left, but truthfully I am less than 100 feet from the sign and you can't read the sign as it exists today looking to the left. Again, on the right-hand side I am standing at the monument looking towards the blue truck, which is right about where I took the photograph that is on the left-hand side.

Mr. Halle stated we would like to ask the Board, but there were three issues that were before the Board in the Conditional Use Permit. They are the size of the sign, internally lit and the third thing is the changeable text. We did a canvas of the Route 101 corridor basically as you come off from the highway on the Bedford end, all the way to the Amherst border, for nothing less than to demonstrate to you that there are more than two dozen signs in that stretch leading up and beyond our property that exceed 32 square feet. The photographs in the packet are of those signs and I will let you flip through them. I will just make the point that the Welcome to Bedford sign and the text below it and the advisory sign to this particular building are both close to 32 square feet, the Bedford sign being larger than 32 square feet and the information sign just shy of 32 square feet. You can flip through Pages 15, 16 and these are all signs along the Route 101 corridor. The Bedford Veterinary Clinic sign, which was installed just a few years back when

that facility was built, is greater than 32 square feet. The Cohen sign, where I physically got out and measured that today, and that is bigger than 32 square feet. I guess what I am trying to try and demonstrate here is that our request for a sign of that size is consistent in this corridor. We also did Murphy's years ago and I realized it was a reuse of an existing sign, but these are signs along the corridor that I just wanted to make you aware of.

Mr. Halle stated when you turn in the other direction and you are coming from Amherst, less than a half mile down the hill is the LaBelle Winery and that sign is greater than 32 square feet, it is a high-posted sign, and the American Canine Country Club sign for boarding across the street, from it is similar. I am just trying to demonstrate that there are signs on both sides of our property up and down the corridor that have signs of similar size.

Mr. Halle stated the third issue is changeable copy signs. The changeable copy is something that we feel pretty strongly that it goes to our mission in terms of getting the word out that animals are available. We are not looking for an electronic message center, we are just looking for changeable copy that might be changed every couple of days, it wouldn't change on a regular basis, but if kittens were available or we are having a vaccine clinic or something that it could be posted on a regular basis in a clean, concise way. There are two other changeable copy signs in town. One is Goedecke's and then one that is adjacent to the Goedecke property. Those have been existing for years. If you go back and look at some of the signage along the Route 101 corridor, some of those signs are single-source signs for just one primary user, some of them are multiple tenant signs and they are different, and I would just suggest to you that while that the changeable copy is just another sign board below, no different than writing Dr. Dennis Guay, DMD at the bottom of the sign. We don't want it to be anything that is distracting.

Mr. Halle stated there is a map in this packet that gives some context of dimensions and sight lines. From Joppa Hill Road to the entrance of the Animal Rescue League, it is 750 feet. You honestly don't get sight of our building to about 300 feet where you can see a block of a sign, but you can't read the text. And coming from the other direction, as you are coming up the hill from the LaBelle Winery, you don't see the sign until you are about 100 feet before the property.

Mr. Halle stated I just want to bring to your attention that I did go look at the traffic manuals, and a couple of other sources that I provided here, the text for those manuals suggests that at 400 feet signage should be roughly 16 inches on a road that is traveled at 55 MPH.

Mr. Halle stated with all of that being said, on the last page you will see a view that was paced off this morning at 250 feet. You will see that the second shows what our sign would look like if placed in that location. It is unrecognizable, and according to the manual, you have 6.2 seconds to view the sign at 55 MPH. I would suggest that the existing sign is a hazard in that people are going to stop quick to take a turn simply because they come upon the sign at the last minute. We are just trying to improve that situation and give people a little more heads up in terms of it being visible, being clean, being concise, and redirecting the arrow. We recently went through a whole new branding exercise where they have new signage, and we are trying to implement that. And on the page shown, that would be a view of what that sign would be in both directions.

Mr. Halle stated at the pleasure of the Chair, I can go through the conditions of the Conditional Use Permit if you would like or we could just accept what I have attached here and answer any questions that you may have.

Chairman McMahan asked for any comments or questions from the Planning Board members.

Ms. Malcolm stated on Page 5, you have a picture of a sign saying Animal Rescue League of New Hampshire. Is that correct? The highway sign that is put up by the State. Mr. Halle responded yes. Ms. Malcolm stated and on Page 28, you have some footage marked off. How far away from your entrance is that sign that you have on Page 5? Mr. Halle responded that sign is about 1/3 of the way from the entrance from ARL to Joppa Hill Road, if you divide it in thirds. If you look at that dimension, it is roughly 750 feet, that sign is about 250 feet from the entrance of the property, and likewise, would say the same coming up from Amherst on the other side. It is down the hill, but coming from Amherst, you might see that State sign over here, but you can't visually see the driveway for the ARL. The building is hidden behind that granite rise. Ms. Malcolm stated I understand that. I travel that road every single day going both directions, and I can tell you that as soon as I see that Animal Rescue League of New Hampshire sign, if I am going to the Animal Rescue League, I slow down. I find that sign very useful. Are you proposing that we remove that sign? How many signs do you need? Mr. Halle responded I am just asking for one monument sign for the property. We don't own those signs. Those were put up by the State. That was done as a program before us. Ms. Malcolm stated I like that sign that is put up by the State, and I find that it does its job. Mr. Halle responded I am sure it is helpful. I would agree with you.

Mr. Fairman asked what percent of your business are people that are coming to you as a destination versus what percent are drive-by? Like, I see the sign and I want to go there. Ms. Williams stated I would be happy to speak to that. At the Animal Rescue League of New Hampshire, we help over 2,000 pets per year, on tracks with nine local police departments and we take in the strays for those towns, including the town of Bedford. We are also a destination, and why the sign is so important to myself and my team, we are a destination for people in crisis. While people think of us as a place to go to adopt an animal, those animals come into us through various ways. Intakes, we have one of only three shelter-based cruelty-based investigators, so animals are brought to us by police departments from neglect and animal abuse situations. We have a number of community outreach programs, one of which is our Safe Haven Program, and that is a place to board animals, which we do, obviously free of charge to victims of domestic violence so that they can get out of dangerous situations and get to somewhere safe. We also do that for families who are in an emergency. If a flood situation or a fire, so people tend to be in crisis and need to find us quickly, there is not a lot of planning involved before they come to us. The sign also from our perspective, as Mr. Halle alluded to, from a safety situation, we have three outdoor kennels that are accessed outside by the nine police departments, and the new sign, if approved, would hopefully be illuminated and would be a lot easier for the police departments to find us because they are coming from nine different towns. With regard to the changeable text, from our standpoint, everything that we do is obviously funded by donations, and the sign would be utilized for donation drives and to advertise our fund-raising events. It is our lifeblood, and if it was approved, it would really help us meet our mission and serve the community. Mr. Fairman responded thank you very much for the information, but you didn't answer my question. I will propose an answer and it is probably 99 to 100 percent of your business. People coming to your site know where they are going, they may not know the exact location, but they are not people that are driving by and see a sign and say I think I should stop there. They are going to the Animal Rescue League. When they start down Route 101, they know they are going to the Animal Rescue League. Ms. Williams stated we are a destination. I apologize for that. Mr.

Fairman stated it is correct that you are a destination. So the 55 MPH doesn't really come into it. If you are looking for this place, you are going to be slowing down and be looking for that location. You are not going to be whizzing by at 55 MPH. You have State signs up there; I don't believe that the signage is a problem for people to find your location, 55 MPH is not a problem.

Mr. Fairman stated I would also like to comment about all of the signs you mentioned. They are all in the commercial zone, while you are in the R/A zone. Of course, the signs at LaBelle and on that side are in Amherst, not in Bedford. To come in here and suggest that you want a sign that is 35 percent bigger than a commercial zone sign allowance, is a little absurd, in my opinion.

Ms. Malcolm asked what are your hours? Ms. Williams responded we are not open to the public currently; we are open by appointment from 8:00am to 6:00pm seven days a week. Mr. Halle stated that is essentially because of Covid. Ms. Malcolm asked before Covid, what were your hours? Ms. Williams responded open to the public from 12:00pm to 7:00pm seven days a week. Mr. Sullivan stated just to elaborate on that, you talked about the contracts you have with nine local police departments plus emergency services, are those 24/7 services? Ms. Williams replied yes.

Ms. Hebert stated I would like to just clarify something for the Board. Mr. Halle mentioned the internal illumination needing the Conditional Use Permit, and the internal illumination is permitted as it is designed on the proposed sign, the background needs to be opaque in Bedford. The lettering can be illuminated but the background of the sign needs to be opaque. If you turn to the night view, it looks like that is what your designer was proposing. Mr. Halle stated yes. Ms. Hebert stated that would not be part of the Conditional Use Permit request; the issue here is really the size of the sign and the changeable copy, which is not permitted, whether it is electronic or manual.

Chairman McMahan asked how far back did Goedecke get their permission for the changeable sign? Ms. Hebert responded no; the changeable copy sign is not permitted. Mr. Sullivan asked could you please clarify? Sultan Rugs and Goedecke I assume that they are grandfathered into the current zoning. Ms. Hebert responded yes.

Mr. Newberry stated I think the purpose of constraining signs in residential zones is really addressed more toward home occupancies in a residential area. In this particular instance, while it is in the R/A zone, is really not in what I would consider a residential area where there aren't really any other homes visible. With that said, I do think that the size of this proposed sign is more than necessary. I think that if you had a sign that was the same scale, the same design, but significantly scaled down to something in the range of 20 to 30 square feet, it would meet your need without becoming something that everybody looks at and goes how did that happen in the R/A zone, and now that I have my hair salon in a residential area, I am going to need a 32 square foot sign also. I don't support it at the size you are proposing, but I would support it at a scaled-down size, but at a size still in excess of the 8 square feet that is the allowed sign square footage for residential and agricultural zones.

Chairman McMahan stated it is in the literature, but you mentioned that you want the sign to be 9 feet in the air. Is that right?

Ms. Hebert stated for the benefit of folks in the audience and those watching from home, I can open the file on the laptop to the proposed sign and will scroll through the exhibits.

Chairman McMahan stated the reason I mention the height is because that seems to be an issue with you. I drove out there yesterday and it is clear that the topography blocks your sign, especially coming from Bedford. There are also trees that can be cut down from the ledge that will help you, but the height certainly would be to your advantage. Does anyone else on the Board have some ideas or some questions that they would like to talk about.

Mr. Sullivan stated Mr. Chairman, I was thinking the same thing as you. I drive past the Animal Rescue League several times a week and I have always thought that you got the short end of the stick in terms of signage and placement. The word you used exactly is topography. In terms of the height of the sign, once you consider it from the level of the berm or the crest that is in between the sign and Route 101, I'm not necessarily opposed to the overall size of the sign, nor am I opposed to the actual size of the signage, the top part. Where I have an issue is the changeable text. With everything else, it is a good sign, it would be much clearer from the highway in both directions, but as was mentioned, Goedecke and Sultan Rugs, those are both grandfathered in and in the commercial zone. So having this in an R/A zone, I just can't be onboard with the changeable text.

Chairman McMahan asked Ms. Hebert, could you explain what other avenues Ms. Williams has for advertising cats, dogs, etc. Ms. Hebert responded we have a temporary sign permit program in Bedford where you would have up to 120 days where you could display up to a 32 square foot temporary sign advertising special events at the facility, any special or unique things going on, and the Town Council administers those sign regulations, and the permits are free. We can help you with that if you would like to look into additional temporary signs. Mr. Halle asked it is a 90-day window? Ms. Hebert replied each new event or sign gets a permit, but it is a very simple application process. You would just email staff the permit, there is no fee, we simply keep track of how many days the sign is up. Mr. Halle stated I am just trying to clarify in my own mind, if I came in four times a year and applied for a sign every 90 days, that would be an avenue to do that kind of advertising? Ms. Hebert responded yes; the sign can be up for up to 120 days. Mr. Fairman asked total or for each sign? Ms. Hebert replied total. You would get 120 days for signage per year. Mr. Halle asked so it can only go up once a year for that 120-day duration? Ms. Hebert replied yes.

Chairman McMahan asked with that in mind, do you have some idea where you would like to have the actual height of your sign? Would it be 9 feet lower? Mr. Halle replied it is proposed to be 106 inches now, and the current base is roughly 33 inches, which is a foot lower than what we are proposing. They had raised that base up because of the changeable text. If it is the pleasure of the Board that the text gets denied, I would suggest that we lower the body of the sign above to roughly 2 feet, have a 2-foot base. It doesn't necessarily make it more visible from the road but maintaining the size of the sign is pretty important to us. I think if the sign gets smaller and it is the pleasure of the Board that it be smaller, honestly, I think we would come back with a different proposal because at that point the text, the Animal Rescue League, is less than 6 inches you can't read it. It might be more to put ARLNH so that you can actually visually see it as you drive by at 30 square feet or 25 square feet or whatever that might be. I guess we will respond to the vote of the Board.

Chairman McMahan stated maybe you could clarify something. At one point in your handout shows that you are going to put the sign on top of the current base. Mr. Halle responded no. We are going to basically cut the concrete footing off at grade and they were going to build it up from there. Once they cut that off they were going to epoxy anchor two steel posts and then the wrap goes around the outside, so they were going to build up off from the foundation that is already there. Chairman McMahan asked you are going to use posts? Mr. Halle responded they are concealed in the apron of the base. Chairman McMahan asked you are now talking about how tall? Mr. Halle replied either the base is 48 inches with changeable text or it is 2 feet tall without changeable text. When I say base, as shown on the posted picture, this is a metal skirt built by the sign company and it just has two structural posts inside it supporting the cabinet, the light box, if you will, of the sign above. You don't see the steel posts. Chairman McMahan stated but as I understand it, the base has to be wider than the sign itself. Mr. Halle stated we will make that change. Chairman McMahan asked so the posts would be outside the sign and the sign would be inside the posts? The base upon which you put your sign has to be wider than the sign itself. Mr. Halle responded yes, but about 3 – 4 inches. We can accommodate that. Just to be clear, the structural posts are inside the cabinet or at least are proposed to be inside until they get cut shorter.

Chairman McMahan stated going back to your sign; again, if I understand it, let's say the sign is 32 feet, it is measured from the widest part of the sign, which in this case it would be the overlap on your arch, and then it would be measured from the base all the way up to the top, and if you do that as opposed to on the right-hand side you say that is 32 feet, that is not including the frame. So what you are displaying there right now is about 41 or 42 square feet. Each side kicks out from what you see by 7 inches because of the overlap of the arch. So the sign is measured by the entire thing, not by just the sign itself. Mr. Halle responded I believe the area, 35.09, is $53 \frac{3}{4}$ by 94 inches, which is the full width and height of the cabinet. I could be wrong. Mr. Sullivan stated but your diagram shows that from end to end of the arch at 107 inches. I think that is what we are seeing. Chairman McMahan stated exactly. I went over it and over it again. Mr. Halle stated we will clip the wings of those arches off. Chairman McMahan stated I have no intention of doing that, but you are expanding the width of the sign 7 inches almost on either side for the length of it and that makes the square footage add up quite a bit. The square footage that you see on the right-hand side where the sign is illuminated, is probably exactly as you point out at 35 square feet.

Chairman McMahan stated the last thing on that sign is the outline of the sign itself is not going to be shown. Is that right? It is just going to be your logo and your name? Mr. Halle asked the outline on the night view? Chairman McMahan responded yes. Mr. Halle stated it was proposed that that line would show in white as an outline. Is that an issue? Ms. Hebert responded that would not be permitted. You can only illuminate the lettering; you can't illuminate the background of the sign. Mr. Halle responded okay, then it goes away.

Chairman McMahan stated you made an offer that may be a good solution. Now that you have gotten feedback from the Board and what we are looking for and some of the things that we have discussed, Ms. Williams would you want to come back again with a proposal that will show what we are looking for? Mr. Halle responded I would ask that you be pretty specific about what you would approve based on a reduction of something here. Chairman McMahan stated precisely. Mr. Halle state if the Board votes to deny the changeable text, that the border on the night view needs to come off, that the crown molding at the top of the arch needs to be clipped so that it is

just the box of the sign, and that you would support the balance of what that sign would be, we would come back. If it were the pleasure of the Board to allow us to do at least that, I would ask you to vote on it tonight and that perhaps Ms. Hebert and I could work it out administratively that I would revise the sketch. Chairman McMahan responded Ms. Hebert is certainly capable of doing that but with the questions we have, perhaps it might be better if you come back with the entire package. You make an excellent point and that is what does the Board actually think about the sign and that I think is good, and I think the Board probably needs to talk about whether or not they want it set to 35, whether or not they are hard over on 8 square feet, because that can make a big difference on what you do and you deserve to know that before you come back.

Ms. Malcolm stated the logo with the paw in it, the white circle with the paw. Is that allowed? Ms. Hebert replied we typically do allow the logos to be illuminated. Ms. Malcolm responded okay, so the white line is not allowed but the paw is. Ms. Hebert responded yes. It is the background that needs to be opaque.

Chairman McMahan stated so the Board knows that some of the measurements are not exactly what we might be happy with and I think we have talked about the clarification of that lit sign, what is the Board's feeling. There is quite a bit of a spread between what they are proposing, what was mentioned by the staff as 32 square feet seems to have been acceptable with this particular area, and then it goes all the way down to 8 feet. We are asking the Board to give their opinions so they can figure out what they want to do, come back with something that you will know ahead of time of what we are looking for. Is that acceptable? Mr. Halle replied yes. Chairman McMahan asked did you get what you are looking for?

Mr. Fairman stated although this is in the R/A zone, I agree that Route 101 is not typical to what we think of residential. I could concur with a sign of 32 square feet as a maximum allowed sign in a commercial zone without the changeable text. I think the measurements would have to be per the requirements of the Town measurement. Whatever the Town requirements are for measuring the sign should come back in. Ms. Malcolm stated I would also like to not have the changeable text part of the sign. Mr. Nelson stated I think they are doing a public service for the town and for other towns, so I think making the 32 square feet would make sense. Mr. Newberry stated I would certainly support something 32 square feet, it is not that much less than what you were originally proposing. I would not support the removable letters on the base, but I think that a 32 square foot sign would go a long way toward meeting your need and addressing some of the Board's concerns about huge signs all over town. Mr. Nichols stated I agree on the changeable lettering, and I would also like to see that the illumination meets the standard, talking about the white outline. As far as the size, if you get rid of the changeable copy, you are at 35, so if you get down to 32, I don't see it being a huge impact for you and you can easily make the letters larger to match.

Chairman McMahan asked as far as what Ms. Hebert just explained to you about temporary signs for 120 days, does that satisfy your desire that you wanted to meet by having a changeable board? Ms. Williams replied absolutely. We understand and obviously we want to go with what is the Board's decision. We will make that work. Chairman McMahan asked Mr. Halle, do you have the information that you are looking for? Mr. Halle replied yes, I think so.

Chairman McMahan opened the public hearing. Were there any electronic comments from the public. Ms. Hebert stated we did not receive any emails on this application. There were no

members of the public asking to speak on this application. Chairman McMahan closed the public hearing.

MOTION by Mr. Newberry to table the application for a Conditional Use Permit for Animal Rescue League of New Hampshire to the next regularly scheduled Planning Board meeting on August 16, 2021 and this motion will serve as public notice. Ms. Malcolm duly seconded the motion. Vote taken - all in favor. Motion carried.

2. Town of Bedford (Applicant & Owner) – Request for a 10,043 square foot lease lot around the Stevens Buswell Building located at 18 & 24 North Amherst Road, Lots 20-95 and 20-46, Zoned R&A.

Town Manager Rick Sawyer was present on behalf of the Town of Bedford to address this request for a lease lot.

Vice Chairman Duschatko recused himself from this item. Mr. Quintal was appointed to vote in place of Councilor Duschatko.

Town Manager Sawyer stated I appreciate you letting me do this. Obviously it wasn't that long ago I was a Board member and also staff member in the past supporting the Planning Board, so this is a unique spot for me to be sitting here tonight on the other side.

Town Manager Sawyer stated what I hope is a fairly simple request tonight, before the Board is a request to do a lease lot. What is posted on the screen is the aerial image of the Town office building at 24 North Amherst Road and what we refer to as the Stevens Buswell Building at 18 North Amherst Road. The two buildings, the two properties, you probably don't realize that there is a property line in between when you are driving through, it is essentially an imaginary line but it does exist on paper. Our proposal, which I will go the plan in a second, is to simply create a lease lot around the Stevens Buswell Building to facilitate the future development of a community center by the Historical Society. Probably all of you know that probably for at least a decade now the Historical Society has been pursuing the community center in the community in that building, they have invested significant time and resources into that building. On the inside there has been some vast improvements and hopefully someday we can get you all in there to see it, and this is one more step in support of that mission. There are many members of the Historical Society in the audience tonight, they could certainly speak to that if you want them to, but approval of a community center is not before you tonight. Tonight is just the lease lot around the building.

Town Manager Sawyer stated the way we came up with the line where it was established is simply the outside of the building where it meets the pavement edges. The idea is for the Historical Society to be able to have a long term lease that would help them be able to do fund raising. Right now it has been a mix-match of different lease terms and expired leases and so forth, but the plan is to have a firm established long-term lease. The number of years hasn't been set in stone in any way and really isn't a matter for the Planning Board, but under State law, any long-term lease is considered a subdivision, even though it is not a traditional subdivision that

you are all used to seeing. We are here to meet that State law requirement of a subdivision, even though all of the typical criteria is not reviewed.

Town Manager Sawyer stated thankfully the subdivision plan is in the same orientation as the picture. Here is the Town office building, the parking lot between the two buildings and the Stevens Buswell Building. Because you can't really see it, the surveyor did do an enlargement that shows the lease lot area around the building. Again, it is so that the Historical Society can maintain the landscaping immediately around the building where they currently have a commemorative paving plaza area outside of the building and may have some more in the future, and we think it is important for them to be able to continue those types of things around the building and just maintain the landscaping immediately around the building. The Town would still maintain the major landscaping, the mowing, the snow removal and all of those types of things and eventually this Board will see a full site plan for the community center before you. Try and set aside all of those issues of how it might work for the future. Tonight is really just about the first step of giving them authority to come back to you in the future by having a lease lot created for their use.

Town Manager Sawyer stated the lease lot is about 10,000 square feet, the staff report outlines it very well, there are no waivers requested, and I have no objection to the two conditions that the staff has outlined. I would be glad to answer any questions you might have.

Mr. Fairman stated I am concerned about how parking is supposed to be handled. Obviously you are doing a lease lot of a building that has no parking in the lease lot, and we wouldn't allow that in any other situation like this, I don't think. How is parking handled? Is there something in their lease that will say that the parking lot can be used for this facility or how is parking for this facility supposed to happen? Town Manager Sawyer responded there will be a detailed answer you're your question for your site plan review should they continue down that path. Just like a condominium that might be a vertical stacked condominium, this is in a lot of ways an imaginary line. Yes, the site still needs the working function, this is purely for the financing purposes, all of those site plan criteria issues will need to be reviewed by the Planning Board and approved at that time. Mr. Fairman stated but we are setting them up to fail because there is no parking. Is that right? Town Manager Sawyer responded this is just the first step that gets them back before you in the future as an applicant. Right now they can't come before you as an applicant because they have no control over the building. I know it is a chicken and egg situation, we feel this is the best step for them. It gets the clock started for all of their next steps in coming back to the Board. If you can imagine a 10-story building where there is a condominium on each floor, there is no parking associated with that, it is just for financial purposes. A great question. Mr. Fairman stated that is a great comparison.

Mr. Fairman stated the other comment I have, and you and I have had some discussion along these lines before, I am disappointed that the Town won't take the old buildings we have like putting the old Town Hall and this building in that category and at least ask the taxpayers if they are willing to use tax dollars to fix these buildings up to make them usable and so on. I am very much in agreement with what the Historical Society is trying to do, but I also believe the Town officials haven't tried hard to invest money into these two buildings to make them usable for whatever purpose. You could use some of this building very easily for some portion of Town government office space and other things. I am just expressing my disappointment that we haven't done anything with the old Town Hall is the same way and we need to invest some

money in that to make it much more usable. Certainly we need meeting space in this town, organizations can't find meeting space at this point, and we do need it, and I know the Stevens Buswell Building will be a great addition once it is finished.

Chairman McMahan asked have you had any liability issues so far? Town Manager Sawyer responded those will all be worked out in the future agreements with them.

Mr. Newberry stated I agree with Mr. Fairman's comments. I did have a question though. I see in Condition #2 with boundary monumentation. Does that end up being flush-mounted stone or how will the tenants know where they can work landscaping and where they can leave it alone? Town Manager Sawyer replied it is really easy to see when you are in the field because it is essentially the pavement edge around the building. On this side it is the edge of the parking lot and that is the edge of the parking lot out to the property line and around, again back to the pavement edge and the walkway. When you are around the building, it is very obvious. Now the survey will actually mark it in the ground. I guess there will be some combination of stone markers maybe along the property line and iron pins essentially in the corner of that walkway pavement area. They may actually have to be under ground with a cap of some kind. Mr. Newberry asked the pavement is a pretty good indication.

Mr. Quintal stated this is just a subdivision so the Town can lease it. The Town is still going to be the owner of the property? Town Manager Sawyer replied that is correct. We would have a long-term lease with them.

Mr. Quintal asked we would need to do easements after for the parking. Does the Town own all of the parking there? Town Manager Sawyer responded that is correct. When the community center site plan comes back before you, you will see that there be cross access easements for parking, utilities, the landscaping, the snow removal, all of those things will be addressed. Chairman McMahan stated this is the first step.

Chairman McMahan opened the public hearing on this item.

Beverly Thomas, 51 Ministerial Road, stated I am the President of the Bedford Historical Society and co-chair of the Stevens Buswell Community Center Committee. On behalf of the committee I would like to thank Town Manager Sawyer and the Town for the ongoing support in moving this project along. It has been a long road. I also want to thank the comment from the Board tonight on support of our center. This is the first in multiple approvals that we will need to actually open the community center, and we encourage the Planning Board to vote in favor of the Town's application tonight. Thank you very much.

Chairman McMahan closed the public hearing on this item.

MOTION by Mr. Newberry that the Planning Board grant final approval of the lease lot subdivision of the Town of Bedford, (Owner), 24 North Amherst Road, Lots 20-95 and 20-46, Zoned R&A, as shown on plans by Keach Nordstrom Associates, last revised May 27, 2021, with the following precedent conditions to be fulfilled within one year and prior to plan signature, and the remaining conditions of approval to be fulfilled as noted:

- 1. Prior to the plan being recorded all required legal documents shall be submitted to and approved by the Planning Director and recorded with the plan. All recording fees shall be submitted to the Planning Department at the time of recording.**
- 2. A letter shall be submitted to the Planning Department by a Licensed Land Surveyor certifying that all boundary monumentation has been set as noted on the approved plan, or in lieu of a letter, the final subdivision plan to be recorded may be submitted noting that the bounds have been set.**

Mr. Fairman duly seconded the motion. Vote taken - all in favor. Motion carried.

Vice Chairman Duschatko returned to the meeting.

3. Mega-X, LLC c/o Elie ElChafoun (Applicant) and Riley Investment Properties (Owner) – Request for Site Plan Amendment for architectural and sign modifications located at 195 South River Road, Lot 22-23, Zoned PZ.

Pat McLaughlin of Nouria Energy and Elie ElChafoun of Mega-X were present to address this request for a site plan amendment.

Mr. McLaughlin stated we are here tonight as the new operator leasing this project and development from Mega-X. Mr. ElChafoun has been building a gorgeous facility at the subject property and we are happy to be taking over here as the operator and being a part of the Bedford community. We are trying to bring some minor modifications to really identify our brand and we feel like they are true to us but also true to the building that Mr. ElChafoun has already been building and actually fit in rather nicely.

Mr. McLaughlin stated Mr. ElChafoun's building had kind of an arched, as posted on the screen, entryway which we would propose to square off to have our front elevation as shown with a wood grained siding panel building material, and I have a sample to pass around. Our Nouria brand, which I will show an actual site photo of in a moment because it is slightly different than what is shown on this rendition and this green bar element, which also shows up on the photo as well. These are the few changes that we would like to make to the façade of the building at the front entry that ties together with Nouria as hopefully you will come to know us. We have a growing presence in some surrounding communities and throughout New England and have been branding a lot of sites, that we have operated for many years, but did not necessarily have our Nouria name tied to them for customers to see. We are making a branding initiative for ourselves so people can get to know us. In terms of the building modifications, those are the requests that we are looking for.

Mr. McLaughlin stated we are also looking to modify the approved sign. I don't know the full permitting history to be honest with you so Mr. ElChafoun could speak to this of any variations. It is really just substituting the Mega-X sign. I believe we eliminated one of the various siding colors to just get a little bit more neutral. The other part of this application is to modify the free-standing sign and what is posted is a great example. We would be looking to do our Nouria brand on the sign, stay within the allowable square footage. I take note of the previous discussions about the sign that was before you a couple of applications ago, about the base being wider than the sign itself and that actually came up in the staff comments. We are more than

happy to accommodate that. We can easily make that modification to the base. This stonework ties in with the stone that is used elsewhere on the building and really is a pretty simple rendition of our Nouria signage and it actually slightly reduced the size of the gas price digits, I believe from what was previously approved on the Mega-X sign show below. Not a whole lot really.

Mr. McLaughlin stated posted now is a representation of what the front of the building would look like. The surrounding building that is cut off in this photo to the left and right is not representative of what we are building with Mr. ElChafoun, but this front portico is and this green awning element, which then turns to a green bar as it runs across the storefront windows. But really I wanted to focus on this Nouria sign where, which is really a simple circular element Nouria written through it. The inside of the circle is hollow, and you can see the siding material behind it, so it is really a clean concept. I just wanted to share that because it is different than what was shown in green on that architectural elevation. This is really what you would see up there, for the record.

Chairman McMahan asked for any questions or comments from the Board.

Mr. Fairman stated it is a great looking facility, you have done a good job and it is looking pretty nice. Is the Nouria sign on the tower backlit? How does that look at night? Mr. McLaughlin replied it is lit within the circle itself, it is internally illuminated as well as the letters, but it is not shining outward making any type of array or anything like that. It is really just what you see right now, especially with the dark background as it is kind of captured in the lighting of this photo, it is very representative of how it would be at night, it almost creates that inverse effect that you were speaking of on the previous applicant where none of the background can be lit. We achieve that already because our sign is pretty minimal to begin with.

Mr. Quintal asked do you know the square footage of that sign? Mr. McLaughlin replied it is 17.4 square feet. This sign right here is larger to be honest with you. This one here is a larger diameter sign at a different location, but it was one that I had on my phone that I was able to email earlier today. Ms. Hebert asked but you will be maintaining the 17 square foot? Mr. McLaughlin replied yes. I think this one is 72-inch diameter that I have on the screen, but we are at something less than that for here. Mr. Newberry asked on your architectural elevation is the sign correctly scaled? Mr. McLaughlin responded yes, it is graphically accurate on these plans. I think it is called out on this one. On the plan it says 54-inch, 17.4. Mr. Nichols asked the green is not accurate? Mr. McLaughlin replied the green logo is inaccurate; the green bar is correct and the green sign is supplemented by the photo that I showed. Mr. Fairman asked how wide is the green bar? Mr. McLaughlin responded it is 8 inches.

Mr. Newberry stated Mr. Chairman, I think there is also a change to the footprint of the building proposed. Can you speak to that? Mr. McLaughlin responded that might predate me. I'm not sure I can speak to that. Mr. Newberry stated I thought one of the drawings showed that the structure out to the right of the gable is an addition. That is not the case? Ms. Hebert stated that small addition was approved administratively, and I believe it was to contain coolers. Mr. Newberry responded okay. The way I read some of your graphics it seemed like it was still marked as proposed. Mr. McLaughlin responded I apologize for that. I think the most recent modification should be captured by this red cloud and designation #1, but I do see what you are referring to over here. That text should have just been updated to not include proposed addition anymore.

Mr. Fairman stated I have one more question, and it probably should have been answered at the review, the drive-up, which I understand is going to be Dunkin Donuts, do you have two windows or only one. I recently became very knowledgeable with the problems of queues at Dunkin Donuts in another town, and I was just wondering if you have two windows or just one. Mr. McLaughlin responded there is one window and one order point for this facility. Mr. Fairman asked there are no payment windows and then the other one? Mr. McLaughlin responded right.

Mr. Quintal asked are we talking about the sign on the street now? You were talking about a change in size of the base from what was proposed? Mr. McLaughlin responded I think by the by-law this base should extend, whatever it was, a few inches, as the previous applicant had mentioned. Although it is achieved with this lower base, it doesn't really extend beyond this overall cabinet size, so we are happy to include that in an updated package for Ms. Hebert. Chairman McMahan asked is the Board happy with having Ms. Hebert approve that? The Board concurred.

Mr. Sullivan stated I went back and looked at meeting minutes from June 8, 2020 where we had originally approved the gas station, and for some reason I want to say that the coffee signage monument sign had to be consistent with the coloring of the sign, whether it be black or gray. Ms. Hebert, does that track for you? Ms. Hebert responded it may. If you want to scroll down to the approved sign. We had a lot of discussion. It wasn't a specific condition of approval and the sign image posted has the white coffee shop background. I remember they didn't know who the vendor would be. Mr. Fairman stated as I recall the original sign has multiple colors. It was just the Dunkin Donuts colors, it was the fact that there were several colors and it was discussed. Chairman McMahan stated you are right; the Mega-X had more colors on it than this one here. Ms. Hebert stated it may have been discussed; it wasn't a specific condition. Mr. Sullivan stated that's correct. Now that I look at meeting minutes, it stated that the applicant said I can do that with regard to a black and white sign.

Chairman McMahan opened the public hearing. Were there any electronic comments from the public. Ms. Hebert stated we did not receive any emails on this application. There were no members of the public asking to speak on this application.

Mr. Quintal stated I just wanted to confirm that the proposed sign that they want now with the changes is not going to be larger than what we approved before. Ms. Hebert stated that is correct. Both signs can be a maximum of 32 square feet. Mr. Quintal asked but if they make the base a little bit bigger, will that change anything? Ms. Hebert responded no. The base would just extend a few inches on either side of the sign to help anchor that monument.

Chairman McMahan closed the public hearing.

MOTION by Ms. Malcolm that the Planning Board grant final approval of the site amendment for architectural and sign modifications in accordance with the architectural plans by Upland Architects, last revised July 9, 2021, and sign details by NH Signs, last revised June 18, 2021, with the following conditions to be fulfilled within one year and prior to plan signature, and the remaining conditions of approval to be fulfilled as noted:

- 1. Monument sign design shall be updated to meet design standards requiring the base of the sign to extend past the sides of the sign.**
- 2. All conditions of the May 18, 2020 and June 8, 2020 Planning Board approval shall remain in effect.**
- 3. Prior to the issuance of a certificate of occupancy for the building, all site improvements depicted on the plan shall be completed.**

Mr. Sullivan duly seconded the motion. Vote taken – all in favor. Motion carried.

IV. Concept Proposals and Other Business:

Ms. Hebert stated for your new Board members I want to clarify that this is a concept discussion, which is a non-binding discussion between the applicant and the Board. It is the time to give kind of informal feedback and discussion on proposed projects and ideas, and the Board will not be making any formal decisions on the application tonight.

- 1. ER Bedford LLC c/o Encore Retail LLC (Applicant & Owner) – Request for conceptual discussion of a site plan for a proposed mixed-use development at the Market and Main site, with 28,878 SF existing and 187,300 SF of additional development, including retail, restaurants, office and hotel uses, located at 125 South River Road, Lot 12-33, Zoned PZ.**

Bob Duval of TF Moran was present to address this conceptual plan on behalf of the applicant. Also present was Mike Nelson, President of commercial development for Encore. We also have with us Ted Chryssicas who is in charge of leasing for this particular development. We are here to have a conceptual consultation with the Board to get some feedback on a new proposal.

Mr. Duval stated what you see on the screen now is an aerial view of what is out there now. It is a little bit outdated because, as you know, this L-shaped development has been completed at the site next door, but it shows more or less the current conditions of the site and certainly not the condition that anyone anticipated or hoped for when it was originally approved and that is why we are here tonight to run a new proposal by this board, to get some feedback from this board, and some guidance from this board to see if you are happy with this new proposal and what elements you like, what elements you think might need more work, and take this feedback back to the Encore team and come back with a proposal that this board will feel good about approving.

Mr. Duval stated the biggest change in the proposal and let me show you here for reference. Here is the original approval back in 2016 – 2017. It had 112,000+/- feet of retail, 36,000 square feet of restaurants, a 1,200-seat cinema, 120 hotel rooms, and about 120,000 square feet of office. As you may remember, retail was 2-story in this area here with the cinema above, it was a very high 2-story, 2-story retail and commercial here, the office building at the back, a hotel on the side, a free-standing restaurant here, and Trader Joe's, Carrabba's and Friendly Toast that exist today. Posted now is a drawing of the new proposal. The drawings that you are going to see are schematic, conceptual, very early in the process, and that is why we are here tonight. We want to make sure that we are heading down the right road, we want to get some feedback and opinions of what we are showing.

Mr. Duval stated what this shows is essentially a scaled down version, we have eliminated the large parking structure behind Building C, which is this blue area, it has now been divided into two separate buildings whereas before it was connected. These are 1-story buildings with some 2-story pop-ups on the corners for emphasis and then some free-standing restaurants in the back, a hotel on the side in essentially in the same location, office building in the back in essentially the same location. You will see there is a little more green space in this and I have a little synopsis of what it includes, 87,000 total feet of retail, 28,000 square feet of restaurant, a 125-room hotel, and 150,000 square feet of office. The original proposal had a total of over 300,000 square feet of building area. This proposal is more like 200,000 square feet of building area, and as I said, it is mostly 1-story with some 2-story elements, the hotel and the office of 4-story, and essentially all surface parking except that the office building, depending on the particular tenant and the Encore folks and Mr. Chrysticas are talking to a number of tenants, may require some additional parking, which would be structured parking to the north of the office building. That part is still a little bit in flux at this point.

Mike Nelson stated let me talk about how these concepts come about as part of this. It is nice to meet you all. I met Ms. Hebert years ago when we first started, but the past 10 years I have been the national director of leasing and I have just recently taken over this development within the last six months.

Mike Nelson stated something like this doesn't come about that often just because of what we want. There are a couple of elements involved here. One of them is we have to look at what the tenants are looking for in spaces, and especially new designs and new spaces, especially after Covid-19, what are they looking for, and then these elements are also something that have to last more than our lifetimes. So, we are looking at a couple of different things when we think about redeveloping this center. That is kind of what the fresh look of this is about and the first is let the tenant speak, let the citizens speak, let the Town speak, and we try to put those together. We also try to use examples we see not only locally but all over the country. We are a firm that really believes to make sure we deliver what the Town wants because the Town has to live with it. Even though we do this nationally, we do use local engineers, local construction, local leasing, and employ local people so that we make sure we get the flavor of what the Town is looking for from that representative group and also from you. I can tell you from the developments I have done, I just finished one in Austin, TX that is very successful and it comes from a good collaboration with the Town. I can tell you that I am happy to work with and listen to what you have to say and what you are trying to get out of this, but we can't always do exactly what you want. A lot of this has to come from what the tenants are trying to get to get here and what they want to see too because they are going to sign a financial commitment for the next 20 years in some of these cases, and there are also some opportunities that maybe come to us that don't always come through in the end. Either they can't financially make it work or they may be not the best fit for here. There are some that come on and then come back again and we have other opportunities because of the redesigns and those kinds of things.

Mike Nelson stated this design is really meant to maybe open it up, and I apologize that I wasn't at any of these previous meetings by design, but I will be hands on all the way through the end now. Some of these elements are designed to give us a little more of what we are getting, the positive feedback that we have been getting from The Friendly Toast, and that green area and the comfort everybody feels in that area and trying to spread that throughout the development a little

bit more and trying to scale it down a little bit too. We also tried to incorporate, since we already did all of the groundwork, all of the underground utilities and all of the roadways, we kind of had to live within that structure because we spent several million dollars on it already, but within that I think we have come up with some pretty good designs. We also have some very top-end tenants that are coming back and are very interested again. That is part of how this comes about so it is a little bit of a fresh look.

Mike Nelson stated the architecture that you have seen like Trader Joe's, I am sure you all have, and The Friendly Toast, it is a little bit contemporary but a little bit old fashioned and that is what we intend to do with the rest of the development. We also have to tune that to some of the tenants too because that is what they are doing to help bring their customer base. The great thing about retail is that it seems like it is recovering; I was just telling Mr. Duval and Mr. Chrysticas earlier today that retail is back, in-store retail has actually exceeded its 2019 sales across the nation, and I do deal with retail nationally. We are California, we are in 23 states, so I get to see everything across the nation so I can tell you that I feel pretty good about what is going to happen here.

Mr. Duval stated posted now is the site plan as compared to the previous site plan. As Mike Nelson pointed out, the infrastructure is already in place for the roadways and utilities and that is a significant site constraint now to do anything substantially different and the layout would be very expensive, and it would be nothing that would be delivered to the public or to the Town. It would really just be replacing buried infrastructure with different buried infrastructure so that is a major constraint and that is what is being worked with here. But within that constraint you are going to see more green space, more pedestrian connectivity and a more open pedestrian-scale feel to the development. Posted now is a better view, a massing diagram, which is all conceptual and preliminary, but you can see the office in the background, this one is with surface parking only, the hotel on the right background area, and then as you move forward, you see the essentially 1-story buildings with some pop-ups. The one indicated is 1-story but a tall 1-story, there is a 2-story restaurant here, a 2-story commercial retail space here on right corner, and of course The Friendly Toast in the foreground. Indicated is the green area near The Friendly Toast that exists today and you can see that that is being pulled across the street here, the buildings are being pushed back a little bit to create some more pedestrian space, and most importantly perhaps these buildings provide effective screening for the surface parking lot behind so that what you see from the street, and we will have some more renderings that we can share, is buildings and streetscapes and hardscapes and some green space. Posted now is a bit more of an aerial view again showing massing, showing a rooftop courtyard here in the second story space and showing the landscaping. We just highlighted the pedestrian connectivity, and you can see it here graphically coming down through the buildings that have been separated. Here was earlier a vehicle access space that has now been converted to a pedestrian mall space that goes all the way from the hotel to right into the heart of Main Street, and parking continues along the peripheries, there is some parking under this hotel concept. This one shows the structured parking next to the office to show a higher parking density in that space. This is really coming from an interest in providing something the Town can be happy with. As Mike Nelson pointed out, the Town has to be happy first of all and then second of all it has to be commercially viable space rentable to tenants and meeting their needs.

Mr. Duval stated the concerns we heard at the last go around was that the Town didn't want to see residential, there is no residential in this layout, they were concerned about traffic, not

enough green space, the buildings were too tall, those were the main themes that we heard from the public and from some Board members throughout the last go-around. Given the large investment in place and given the lack of a residential component, this layout here represents what can work for Encore, and it has the advantages I just talked about, with less traffic, less parking, less congestion, more ped space, more open space, a more pedestrian-scale facility, and that is why we think it is something that is significantly different and hopefully more palatable to the Board.

Mr. Duval stated I would like to show some more architecture in the next few slides. Of course, I am an engineer and not an architect so I can't get into the nitty gritty of the architecture but if you have some specific questions, Mr. Chryssicas has been working with the tenants about their architectural needs so he can hopefully answer any questions that I can't answer. Posted is a streetscape where you can see Main Street running down the middle and you would be standing on the Carrabba's lot looking northeast. Again, the thing to point out is that the more open feel, the lower buildings and the green space that you can see from almost any angle as you will see as I go through these. The next view is slightly to the left, it is closer and you will notice in the previous view that this store here is the same as this one in this view and the same as this previous view. Indicated is the original Building C, the higher bay retail space, and then the hardscape here, the more of an open courtyard patio feel in the front of these restaurants. This next view is moving north on the site a little bit, the next one is moving further north still, and you can see the hotel in the background, the Main Street corner here back on the right, and this is that open pedestrian space that goes through the former monolithic Building C, which is now broken up into a couple of different spaces. The next slide is moving further north yet with Whole Foods shown just behind this high-bay retail here and this is the pedestrian mall that goes east/west between the buildings. The next view is in that courtyard with Market Street at your back looking northeast, and that is a brief synopsis of what we have here for the architectural show.

Mr. Duval stated at this point I think I have covered everything I want to cover, and we are here to hear the Board speak to us.

Vice Chairman Duschatko stated I have a little trouble with orientation. Could you take these renderings and first show us where it is on the layout on the lot? The aerial would probably be the best. Mr. Duval stated the rendering posted where you would be standing near Carrabba's, this structure and this structure with the office in the background would be located right about here. Vice Chairman Duschatko asked what is the approximate footage from the viewpoint to where the office building comes in there? Because basically the rendering looks like it is a very large space, and I just think the scale is a little bit out of whack and I'm trying to get a human feel of how close these are, because it looks like it is a very long street. Mike Nelson asked do you mean the distance between the buildings or the length of the street? Vice Chairman Duschatko responded the distance from the viewpoint to the office building. Just a linear measurement. Mr. Duval replied it is about 400 feet as the crow flies from the point near Carrabba's to the center of the office building. Vice Chairman Duschatko responded okay; it just appears to me having a lot of length. Mike Nelson stated if you remember the old design there was kind of a tunnel effect there because we had probably 60 feet with a theater on the left-hand side and then multi-family would have been above the other one, and we actually shrunk it lower and widened it out so the sidewalks are now expanded out and the height of the buildings are lower, so you wouldn't have seen that office building before. I think that is why you think it

looks longer now. Vice Chairman Duschatko stated I am trying not to think about the former design; I'm just trying to look at this. It just seemed to me that the way the rendering is it seems like a fairly long distance away. That is all. Mr. Duval stated part of that is due to the nature of the rendering. A camera can either be wide-angle, which is essentially lens focal length is less than 50mm, can be about what the eye sees, which is about a 50mm, or it could be zoom, which is greater than 50mm. The problem with zoom is that it shows more detail but that depth of field is larger. This is a little bit wide-angle that has the unfortunate effect of making it look further away, but it shows you more field of view to get a better sense of it.

Vice Chairman Duschatko asked can you continue with the views. Mr. Duval and Mike Nelson continued to review the orientation of the drawings of the project as described earlier in his review.

Ms. Malcolm stated I thought there was supposed to be something bigger to the left of the office building that was bigger than just an empty parking lot. Mike Nelson responded there can or there cannot be. It depends on what the tenant needs. We don't need any extra parking now but if we get a tenant, there are some tenants looking right now that have a higher use, and if so, they are going to have to put a parking deck like we did at Trader Joe's and that is what you are seeing in the pictures, if they need that. Right now we don't need it, unless we get a higher density tenant. Ms. Malcolm asked would it be something like a Trader Joe's that is sort of open? Mike Nelson replied there is a slope there too so we could do that same type of thing. We have some restrictions underground there but we could do that same kind of blending. There is a real big slope there actually, so we would blend it into that slope. You might not even see it very much. Ms. Malcolm responded okay, thank you. Mr. Sullivan stated I have a question about that optional parking structure. As the staff memo indicates that the conceptual plan has 850 parking spots, is that inclusive of that potential structure or would there be additional parking? Mr. Duval replied the 850 were for surface spaces conceptually, so the additional parking would be on top of that. A good point, the 850 is in excess of the required site parking, which is about 725 based on ULI analysis. Mike Nelson stated we wanted to take advantage of that parking after hours where we don't want the office burden the retail with extra parking, so if they need extra parking, we are going to make them put them back there. Mr. Sullivan stated if you zoom in the office building, it almost looks like, and it may be glass frontage, but it almost looks like it is a parking structure on the right of the building. Mike Nelson responded on the first floor we are allowed some parking underneath to take advantage of that. Mr. Duval stated you can see that it is on a podium with parking under here.

Ms. Malcolm asked where is the parking over by the hotel going to be. Mike Nelson replied behind it. Mr. Duval stated it is where the parking is actually built now, as indicated on the plan posted. Actually that hotel is in the footprint of the original hotel. The footprint is a little bit different shape but the location is essentially the same. Ms. Malcolm asked you are not going to build one of those structures like you might have to build for the office building? Mike Nelson replied it is not needed for a hotel.

Mr. Fairman stated I have a couple of comments and a couple of requests. I understand your flexibility is pretty limited but the internal traffic flow has a problem. On two occasions I have come out of Carrabba's and as you know, you need to go around The Friendly Toast and merge into the Market Street traffic. I have had to wait five minutes, and I am an aggressive driver, to merge in from the Whole Foods and Trader Joe's traffic so I could exit the property. I would

like you to take a look at that and see if there is any way that the Main Street that is behind The Friendly Toast could be widened to be 2-way. Either you might have to take a slice off from Carrabba's or just take a look at it and see if you can do anything. Once you get the retail traffic coming out like it is from Whole Foods, because that is where it has to come out, and the hotel coming the other direction past Carrabba's and around, it is going to be impossible to merge at that point by Trader Joe's. Mike Nelson stated I think you are seeing a little bit of that confused traffic because the whole facility doesn't work as a system yet. We do take our traffic systems out five lights in every direction and implement a system that makes the lights and everything works to do that. But also the traffic flow will change once the whole development is there because it will push some of that traffic in other directions. Right now everybody is forced in that one direction, but right now it is a dirt strip and when we put in the lanes for people to exit towards the back of the property or to Upjohn Street, it will give them some other exit and access points to be able to do that. It also comes with a little bit of training because Whole Foods is a little bit spoiled where they use our property but they are actually supposed to use a lot more of their entrance and exit on their side. Right now they could come out and go behind their store and exit a different way or use some of the other exits but it is not in place yet. We will have a whole way-finding, and the only part of the way-finding that is there now is the sign that says Trader Joe's parking on the thing. All of the lines on the road and the way-finding and the signs will be there and you will find that it will flow. Mr. Fairman stated that point is a tough one and coming around is tough. If you go left on Main Street, it would much easier. Mike Nelson stated I understand that. I manage traffic farther than just out site. We will have discussions about the traffic lights, five lights out, to make sure we get the freedom of movement out and the freedom of movement in so it will work. Stagnate traffic doesn't help our center. I am sure you will be all over that.

Mr. Fairman stated the other request I have is relative to greenhouse gases. I would like you to take a serious look at solar panels on all of those flat roofs, also perhaps over your garages put a roof of solar panels. Let's see what you can do to reduce a major reduction in greenhouse gases via the use of solar panels and whatever other ideas you can come up with. It is a big issue, it is going to become bigger and we need to pay attention to it.

Mr. Fairman stated other than that, I really like the design. I am a little disappointed that we are not getting a higher density, I will say very disappointed, but it is a nice design. Thank you.

Mr. Newberry stated I have a couple of comments. If you are over on the parking, I think anything you can do to get a little bit of green space toward the back of the property. Mike Nelson responded we actually have some designs for that. It is actually an area we have to share with the city, all the sewer line, plumbing structure through that, we don't want to pay to move it so we have to kind of work with it. There is going to be a dirt road that has to access that area back there. But there is a really good opportunity back there to take advantage and add more green along that whole back strip, so we will do something with that because there are lots of areas that kind of co-use between you and I, and it is also very visible from the freeway. We will design something there that is very green and very nice and we actually even thought about a fountain at the end of Main Street there to help with that process too. You would see it coming down Main Street, you would see it from the freeway. There is also a slope there and I think there is a retaining wall you are going to be looking at the freeway side, so we will do something. You will see designs for that. Mr. Newberry stated I think anything you can do along that line would be a plus. Related to that, I know you conceptualls are just conceptualls but I think the

landscaping will be key. Also that little green space, maybe some raised beds in there or something that is a little more landscaping than what your sketches are showing. Mike Nelson asked our architects loaded it up with all kinds of stuff, but that is now what tenants. The tenants want to be able to be seen, so we had a compromise. They even put some of their pergolas there and they said you are going to have to move those because some of our tenants actually have clauses in their leases that their views can't be obstructed. Mr. Newberry responded I understand visibility but a little bit of something just softening up the hardscape. Mike Nelson stated it is in the design phase, it is a struggle right now between what the trees and the beautiful landscaping you would like from what a tenant wants, which is visibility, but we will figure out something to do that.

Mr. Newberry stated I like the over flow. I think retaining Upjohn Street is a great idea because it will facilitate traffic getting to both the hotel and the offices and keep that through-traffic out of the center part of the property, so I like that. Mike Nelson stated and if you remember, there is also going to be a second sign Upjohn Street to help direct people that way for the hotel and office on Upjohn Street. Mr. Newberry stated I think what Mr. Fairman pointed out is some of the traffic in the front of the property is going to need to be addressed, but if you are aware of it, then I think that will get addressed.

Mr. Newberry stated the other comment I have is I realize this is just conceptual sketching, but I think the architecture, if it was less industrial looking would be desirable. It doesn't need to be Colonial, it doesn't need to be ornate, but it can be modern, but I do think that anything that you do as you are putting that plan together addressing that to make the elevations visually interesting would be desirable. Mike Nelson stated we are not to finishes yet, so that will help a lot when we are trying to figure out what the surfaces are going to look like and what kind of product they will have on them. That will help distinguish individual retail pieces from each other as a whole. And then remember some of the structure is because of some particular designs, especially the large anchor might see that design change a little bit depending on the actual end anchor we get. There is a certain anchor that we are working with that wants a particular design, so we are going to try to blend that in there, but if it is a different one, and it could be. Fortunately, Mr. Chryssicas has a lot lined up, so we will see. There will be some flexibility with that too, so don't think that is a final design. Mr. Newberry stated and speaking for myself not the Board, but I think too that to a large extent what you have here is a microcosm so that you can do things architecturally that you might not want to do in other parts of town or in this general area. Mike Nelson stated there is some see-through ability like the one that says the store on it. That is a lot of glass and that is meant to be see-through so that at night instead of having a wall there, you are going to see into that space and see all the lights and see the interior and helps open up what could potentially be a dark area, use their lights from the inside, our lights from the outside and to see through left and right to help give it a more open feeling too. We will use some of those elements as we have down the lane. Mr. Newberry stated those are a couple of quick observations I had.

Vice Chairman Duschatko stated where are the freight and loading entrances going to be? Mike Nelson responded the large tenant that we have on the left there, the loading dock will be in that back section as shown on the posted drawing, in the back corner. In their particular design is right in that back section as shown. Do you know where The Friendly Toast and Trader Joe's loading docks are? As best we can, they will be hidden like that. They will be there, they are on a street, they are not supposed to leave pallets out on the street, but there will be doors that they

will close for people to go into because this is a development that is going to be seen from all angles. This is not one that you are going to have a trash area and those kinds of things. Each one of these has those kinds of elements where they will drive into and close and open a door and disappear. We are trying to make them disappear. I know you teased me about Trader Joe's, but we worked really hard to get that to go away. The Friendly Toast was a little bit harder; that disappears a little bit, but when they came back, they were so busy they needed extra, so we are going to have to figure out how to expand theirs a little bit because now they have to have a truck parked out there. It will be like those kind of same elements in each one. They will be there, but it will be a big garage door that comes up and they will back into it so when you are walking around you will see the garage door but most of it will be sheltered. Mr. Duval stated I brought up the former site plan to show you this was the area dedicated to loading before under the structured parking, which was 16 feet high as a result, and the new plan is to essentially have the same areas dedicated for loading around the periphery. There are extra wide aisles and so forth. Please bear in mind that the design is not complete, but that is the general idea. Mike Nelson stated and it is not an easy thing to do because tenants don't want to pay for their own garbage areas, so it is a little bit complicated to do but we will do that because this is not a property that has a really back area. You are going to be able to look and see these from all sides. There are not going to be any drive-thrus anywhere in here either, by choice, to not have those kinds of queues or anything like that.

Ms. Malcolm asked this walkway that goes in between the blue sections, you are not going to block that off with any kind of disposal and truck coming in and out? Mike Nelson replied no. These are meant to be flow-through pedestrian spaces that will be lit and pedestrian-friendly seating for shade in the summer and cover hopefully in the winter, going back to the parking lot and then going to the hotel in the other direction. It will be like a streetscape. Ms. Malcolm stated I like the fact that having that extra walkway takes pedestrian traffic off from Main Street where cars are. I am sure the people who have stores there are not too pleased with that but I like it. Mr. Duval stated you can see that the architect was careful to have these well-defined pedestrian ways that connect all the pieces together and with green as much as possible, even including this path over the brook. Mike Nelson stated it doesn't show it very good now but we included that, so you will be able to walk from that mill into our property, into our sidewalk pattern, all around in the queue and then return to that side.

Mr. Duval stated a couple of other general comments I want to make to address some of the concerns. These renderings that we have here, and you can see they are somewhat sparse, but that is because of the stage of design. They are not showing the ground level plantings. Members of the Board who have seen TF Moran plantings plans and we have a lot of low plantings and a lot of shrubbery in addition to what is now shown here. This is just showing grass and trees and etc.

Mr. Nichols stated first of all, you guys are really good at your job because I was going to mention the spot in front The Friendly Toast, and I think Bedford is begging for a spot for people to meet, so that spot at The Friendly Toast my kids love. They ask to go to The Friendly Toast because of the field. There is really no focal point to it right now, you mentioned a fountain and stuff and I think that would be really cool, but to take that concept of a silly field in front of The Friendly Toast and make it bigger to that there is a focal point to the property for parents. Mike Nelson stated it was difficult for me to pick real grass over AstroTurf. When I did AstroTurf in front of The Friendly Toast, it was for a specific reason so it could be used year round, however,

on the other side it will be real grass because we want to bring a softer element as opposed to just having the same repeated element over too. It will be grass that will be careful about being worn out and other plantings too, but it will expand that whole Friendly Toast area out.

Ms. Malcolm asked are you really planning to have the block seating or is that just here for picture purposes? Mike Nelson replied if you have been to The Friendly Toast, you see what is happening, it is giving them what you want. As you can see, everybody is using that seating and sitting out there and using that and there is more of it, there have been times when it is all full where we don't have enough, so if we are going to build it bigger, we will add more seating and make that a pedestrian friendly area that you could hang out at if you want.

Mr. Sullivan stated conceptually I am a fan of this. This is very interesting, very compelling. I was recently at two developments that are similar to this. I think one is called The District in Burlington, MA next to the mall and then Mashpee Commons down at Cape Cod. Just the pedestrian aspects of everything makes it feel like a small, friendly area where, as everyone said, people want to go. So the more you can bring that into the development, the better. I would also like to have angled-in parking, we don't need parallel parking, that is too small-town and nobody wants that.

Mr. Sullivan stated in terms of architecture, I think there are a couple of comments that I am going to echo as well. I like the gable style; we don't necessarily have to go old-town Americana, small-town American, whatever you want to call it, but there are a lot of right-angles, a lot of sharp angles, a lot of industrialization here, and I know this is very early, but just think about the character of the town and the surrounding area. You talked about how the current architecture is a mix between modern and classic and the more you can do there that would be the best. Mr. Fairman mentioned the possibility of or investigating solar panels, that would be great. The one logistical question that I have is areas for snow removal or snow storage because it seems like there is a lot of functional space already planned out in there. Mike Nelson responded right now it is that back area you see left of the office building in the back left. Mr. Duval stated this plan is a little less dense than it was before, so there is more opportunity for storing the frequent small snowstorms, but any significant snowstorm, as it was before, has to be hauled from the site.

Mr. Quintal stated in the drawing on the overhead, there was a green space on top of the building just next to the hotel. Mike Nelson responded it is not for the hotel, it is for a restaurant just like The Friendly Toast, and you will notice that we did a second level restaurant there also, so it will be outdoor space on top of the building because why have a roof just be a roof when you can have it be something green and nice, it will be green and nice. But to be outside and to turn a roof space into greenspace and a useable space, that is what that is about. Mr. Quintal asked are you thinking about doing that to other buildings too? Mike Nelson replied that is the only opportunity we have there because the other ones are smaller buildings, they are basically single, except for the anchor tenant and that particular anchor tenant wants skylights because they are harvesting sun instead of trying to use lights, but the other ones are smaller and they don't have much room, but that particular block of building did that have opportunity. Mr. Quintal stated I am just thinking Covid-19 where everybody had to eat outside, so as a plan for the future. Mike Nelson stated and you will notice that we stretched it out there is a lot more indoor, outdoor space, so now you will notice that if a restaurant can't have people inside, there is a lot more outdoor space now. I realize there is a shortage people being able to buy heaters this last time,

but this next time I am sure they will have enough heaters and they will figure out how to heat these outdoor areas and stretch it out. Mr. Duval stated you see that same outdoor concept has been carried even under a roof building here. There is only a little partial view of it there but this is open air restaurant seating. Mr. Quintal stated thank you; I like the design.

John Nelson asked as the specific tenants are selected here, how much variation potentially could there be in the style and the different architectural layouts and those different things. Mike Nelson responded in some of the buildings you will notice, what we call the inline tenants, they won't get a lot of say in what they get. You can distinguish between one tenant and another but they won't get a big element. Some of the large, A-class tenants will want a lot of say in how much glass, especially this one glass building we have there, they will have a lot of say in what that is like. It is the same with the restaurant and the second floor elements. Getting somebody to pay rent on a second floor is very difficult, but if they have a fantastic idea, then it can work. We will actually have them design their outdoor space and then design the building around what they did. We will come back to you with that and say this is what we have to work on the inside, and it will probably be some kind of elements of fireplaces or fire that we will have work around and some heights we will have to work around on that, but we will design around that. But the in-line spaces, looking between the anchor and then the glass element on the right, that strip of stores will be a template and they will get an identifier over their store, which will be a little bit different but it will be mostly a glass front and these are meant to be very see through, so there won't be a lot of store elements there. Again, in this day and age, you want light coming from the inside out and outside light going in, so they won't get a lot of say, except for on those sign elements. Then we will get that basically approved by you to say this is what our sign package is going to look like. John Nelson asked so the anchor stores really have the largest opportunity for variation from what we are looking at here? Mike Nelson replied if they sign a 20-year least, more, a 15-year lease, less, 10-year least, we might need a replacement tenant so they probably won't and we'll have to think about what design you get for the next ten years. We have to be careful with that. If they sign a long-term lease, they will get some say, if not, we will make sure it is something that we will all have to live with for the next 50 years. John Nelson replied I understand; I appreciate your honesty.

Vice Chairman Duschatko stated you are talking about perhaps a large office tenant; would that also affect the design of that building. Mike Nelson replied they will want their name on the outside facing the freeway. One of the particular tenants wants to have 1-level secured parking also for their set of employees, the rest can be open, so if they pay us enough rent, they will get a little bit of say in what the exterior looks like but not so much that you won't get to say what that is like. We need it to fit with the whole scheme of things too, and you have to realize that it is our visual point from the freeway and we want it to match up with everything else too. Vice Chairman Duschatko stated I have the same question with the hotel. Mike Nelson replied that would be the same with the hotel. Amongst all other things we do, retail and office and multi-family and hotels, we deal with just Marriot and Hilton brands, which we have 27 of, so it will be one of those I suspect.

Mr. Fairman stated I just have a question about the individual store architecture. A couple of years ago I went down to your Lynnfield development and one of the things that really impressed me was it seemed every store, every one of the inline stores was very different in the front. There weren't cookie cutters there. The impression I had coming away was it was really nice because they are all quite different, so I am hopeful that we will have that kind of different

architecture on the outer surface to some extent at least. Mike Nelson responded you will get that on the corners and on the ends and we have these three sections in the center where we will get that a little bit with the glass and the sign elements, but those are shorter leases too so we don't get too much say, and they also have to be able to interchange them quite a bit and they can be smaller, we have to be able to grow those from 1,500 to 3,000 square feet and still make it look like one thing, so we have to have some part of it that gives us some adaptability to make it look really good if it was 3,000 or 1,500 square feet, but we can really give them some individual signage and keep the buildings like that.

Chairman McMahan asked what flexibility do you have if you turn out to have more people wanting to join that are in food and beverage as compared to offices? Mike Nelson responded some of the tenants we are talking to weren't ready to build office buildings so we said you are going to have to sign, just like we did with Schwab. We told them we are not going to build right away, you are going to have do temporary space until we are ready, and I just talked to them the other day and said we are going to get ready again, so now we have to kind of figure out a new space for them to be. With restaurants we will do the same thing. There are some spaces that we will have, we have basically four or five restaurant spaces that can be there, those corners and pads, plus The Friendly Toast and Carrabba's, so we will have some flexibility there, but if we get somebody or an event center or an office doesn't work out, it could be very high-end pads out there instead of an office or instead of the hotel. I imagine hotels are going to come back because you are kind of the gateway to skiing and mountains and is kind of a good midway point. There has to be some flexibility there. We are three years away from that, or at least two years away from the office if we can get a tenant there or not or if they can afford it, that is the bigger question basically. Chairman McMahan asked you are going to remain flexible? Mike Nelson replied we have to because if we can't get those office tenants and they can't pay the price we need to cover the building, then what else could we do to do that. Trader Joe's is doing really great, so the same with The Friendly Toast and The Friendly Toast made it through this pandemic, so did Carrabba's, and we offered Carrabba's if they wanted to have deferred rent and they said no, that they didn't need it, and that was during the pandemic, believe it or not. If we have some other restaurants like that and it is that successful, we have some flexibility to do that.

Chairman McMahan stated based on Covid, I think a lot of folks have enjoyed the ability of Bedford to be able to have outdoor cafes, sitting to have their coffee. Is there going to be enough room if some of the restaurants want to push? Mike Nelson replied there is, and for example, if you look at that office building, underneath the first floor of that office building and expanding it towards that Main Street, we could put a restaurant there also. The whole first floor of the office is retail if we needed to, so it could be dentists, doctors and retail, it could be a restaurant with outdoor patio with a fountain that faces down Main Street, and then also the back side would face toward the freeway so there are all kinds of elements that could happen with that same. It is the same with the hotel. Right now we designed the hotel with parking underneath and that is an expensive way to do it and you really want to drop that to the ground if you can, but by having it up in the air leaves us an ability, if we need it, to turn those parking spaces into retail spaces or restaurant space.

Chairman McMahan asked you are going to have a phased approach to build as needed? Mike Nelson replied we have to get some things done for the retail portion of it because we have some tenants that are kind of giving us some pressure and we have to get that done. All of the retail sections and the restaurant sections, and the hotel for that matter, we need to get those going and

that is the next phase, all of those. But there is some flexibility too. Hotels are big national negotiators too, if they don't like that hotel location, they may want the office location and we may have to flip those because they may not give us the hotel that we want, which we really want a high-end hotel, a fairly high-end hotel. Sometimes that flexibility would have to happen too, but maybe not.

Chairman McMahan stated you are talking as if the anchor may be very interested. Mike Nelson responded yes. Chairman McMahan asked before you even lay down a pad, then you are going to have a pretty good idea of what they want? Mike Nelson responded most tenants don't want to have undeveloped things around them to open, so if we open the anchor, we need to do all of the retail and get it open at the same time because tenants don't like a lot of construction happening around them and it just doesn't go off very well. With Trader Joe's and The Friendly Toast and Carrabba's we were able to put a fence across there and say this is the section and we can do that. The next sections have to be done kind of all together, so it is kind of like we can't piece it together, we would have to piece the whole section that we call C and D and probably the hotel all at once and deliver them all at once so it is all functioning because the parking doesn't work chopped up. It is meant to flow as a whole system. To do it, we would have to put it all in so you can get in and out of the property.

Chairman McMahan stated in your packet you talked about you may be needing some waivers for signage, as well as other things. Can you give us a heads up on what you are talking about? Mike Nelson responded in our original design on the back side of this 57-foot-tall parking garage, we had these big sign elements and Regal had these big old signs on the back side of the building and a blade sign down Main Street and another sign on the front and some of these tenants were going to have a monument sign on South River Road, but for the freeway, everybody wants to have visibility. The office tenant, or whoever the tenant, will get it because they are going to be against the freeway. So if we can get some flexibility with some type of sign along that freeway, sometimes those signs sell us, help us get a tenant if even the location doesn't because it is just an advertising billboard. You have one of the best advertising billboards because you have two freeways connecting and everybody driving from Boston going to the country and going to these lakes and going to the mountains, and even they don't stop there, it advertises for them elsewhere in the country but the signs almost mean more to them than the space itself.

Chairman McMahan asked do you have enough information from us with our feedback to go forward? Mike Nelson replied I think so. Mr. Duval and Mr. Chryssicas and I have spent a lot of time on this thing to say we are pretty comfortable with it and if you are comfortable, we need to kind of check it down to the next spot and say here are some of the elements, this is what we are going to put on the exterior, this is what it is going to look like in a little more detail and detailed plans and then bring that back to you. We are in a hurry now because we have some tenants that want to get signed and get going. We have had some tenants for five years that have been hanging out there, have a large sprawl of 3,000 square feet that has been hanging and waiting for us for a long time, we had a signed lease for a long time, have some tenants that we thought maybe went away that might want to come back if we can get it going in time, where it would be the end of 2022, the beginning of 2023. Chairman McMahan asked that is your target? Mike Nelson replied yes. Even though we have the ground elements in, it would probably take us 12 months of construction at the minimum, and that is better than what we had. With the parking garage it was 18 months, it was a long, long build and that was hurting a little bit for

tenants to wait that long. This is a quicker timeline. If you are fairly comfortable with this, then we just need to put some more detail to it so you can kind of see the elements we are trying to do.

Chairman McMahan stated this was a very good presentation. Thank you very much. I think that we are looking forward to it as much as you are in building it. Mr. Duval stated thank you Mr. Chairman, and members of the Board. I would like to expand on the answer to that last question that you asked about did we get enough information back from the Board. I think we did. I think the message that we heard was that you are generally supportive of the idea. The questions and the discussions we had were mostly about some of the details, but I think the overall thrust, if I can summarize it, is that this is a positive step and that is the most important feedback we could get because the next step involves having the consultants put the pieces and part together, which is a very expensive step and once you get started on that, it has to be done quickly because the tenants have been patient, probably remarkably patient, but they won't last forever. We don't want to have a succession of continued meetings here before this Board talking about the next proposal. We have to get this done and through, approved and built in a timely way to keep these tenants. Chairman McMahan stated I am surprised and disappointed that there isn't a reporter here so that some of this could start to be given out to the public. Mike Nelson stated we only buy fantastic sites and this is a fantastic site, so you guys are blessed to have something like this in your backyard and we are blessed to have it to deal with. Unfortunately, I didn't get to deal with it the last several years, never got to attend any of these meetings to see what was going on, but I can tell you, and this is for Mr. Chryssicas too, and this is the kind of place that tenants come tap you on the shoulder and we get to pick and choose the best ones because we need them to pay a lot of rent.

Chairman McMahan stated thank you very much. We are looking forward to seeing you again. Do you have any idea when you might be back? Mike Nelson replied as soon as possible. It depends on the architects so they can get their drawings together, so we will work with Ms. Hebert and get on the agenda as soon as possible. Thank you for your time tonight.

2. Elie Naser (Applicant & Owner) – Request for a conceptual discussion of a site plan amendment for a change of use from second-floor commercial space to a workforce housing 4-unit multi-family residential use, located at 4 Ridgewood Road, Lot 12-5, Zoned PZ.

Jason Lacombe of SMP Architects and applicant and owner Elie Naser were present to address this conceptual discussion for a change of use from commercial space to workforce housing multi-family development. Also present was George Chadwick of Bedford Design.

Mr. Lacombe stated while I put the application together, we have since that time engaged Bedford Design to help us through this process. Mr. Chadwick will take over the presentation.

Mr. Chadwick stated what we are here tonight to talk about is the Naser Jewelers building. It is at the intersection of Ridgewood Road, South River Road and Atwood Drive. The access off from the streets is via the existing driveway that is located there off from Ridgewood Drive. This drive gives access to not only the Naser Jewelers building but it also gives access to the CVS, which is a little further down in the plan. The parcel is in the Performance Zone and it is a

little over 10,000 square foot building, and what we would like to take 4,900 square feet, being the second floor, and convert it to rental residential meeting the workforce housing regulations. The changes to the building that you would see from the exterior is the punch-out of a few additional windows on the second floor, but there would be no exterior changes to the parcel at all. The parking will be the way the parking is now, the lighting will be the lighting is now, we do have one area along Atwood Drive that we would like to put in a covered parking area, basically just a roof over eight of the parking spaces. Mr. Lacombe stated he proposed entry to the residential will be on the west opposite those parking spaces and they will be dedicated parking spaces for the tenants. It also was really geared toward giving the tenants privacy but also separating it from the jewelry store entry, which is on the south side of the building facing the CVS lot. We tried to give it a dedicated entry that is separated. We are not proposing any significant signage, no roof canopy or any structure or additional change to the building, we are just merely using what is there currently existing.

Mr. Chadwick stated one item that we would need a waiver for is that as you are aware, workforce housing isn't allowed on South River Road or parcels with frontage on South River Road workforce housing isn't allowed. In this instance, although the parcel does have frontage on the three streets, the main access for this piece will be off from Ridgewood Road and there won't be any formal access onto South River Road. We would like to discuss with the Board a little bit about your thoughts regarding granting a waiver to that, knowing that there really isn't any substantial change that is going to happen to the site. Like I said, you may see a few punch-out windows up on the second floor, but other than that, there won't be any major changes to the building or the façade of the building. All of the utilities will be the same, there will really be no physical changes to the exterior other than the punched-out of the windows. I would like to hear a little bit of feedback from the Board.

Mr. Newberry asked do you have an elevation that shows the proposed windows? Mr. Lacombe stated posted now is the existing elevation of the building and then now you can see the proposed. You can see the residential scale punch-out windows. We are looking at casements, something in keeping with the current architecture. Obviously the siding will be disturbed but it will be replaced in-kind to match what is currently there, so the changes will be minor. We are also looking at potentially putting skylights in but that is nothing that would be visible unless you were in an airline. Mr. Newberry asked to the inside those will not be vertical windows? Mr. Lacombe replied up on the roof there would be skylights but in the façade those would casement, so it would be a mix of both. I am not sure if anyone was in the wedding tenant that used to occupy the second floor, but it is a vaulted ceiling, it was a very high space, so we are trying to create apartments that are more loft style.

Mr. Sullivan stated you pointed out essentially the tenant entrance on the west side of the building, would there be a second egress for them. Mr. Lacombe replied there is a second egress. Unfortunately, the plan is oriented 180 degrees from the site and I apologize for that. The main entry is this current stair on the west end of the building, it is existing, there is also a left there so we would be ADA compliant. The units lay out with a center corridor and there are two existing fire stairs off from the second floor, so we are merely utilizing the one on the east end of the building to connect.

Mr. Sullivan stated my second question is in terms of workforce housing; would all of the units essentially be indistinguishable from each other. Mr. Lacombe replied essentially yes. Currently they are all 2-bedroom units, 1.5 baths, approximately the same square footage, a very minor square footage change of maybe tens of square feet difference. We were really working to keep them about equal.

Mr. Quintal asked is the building currently sprinklered? Mr. Lacombe replied it is.

Ms. Malcolm stated I am not sure what is required for fire and maybe sprinklers will do it. Does each apartment have to have two ways in and out or just one? Mr. Lacombe replied actually we could design this building with one exit due to the occupancy, we have chosen to have two, plus we do have sprinklers. In terms of building code, I think we are edging on the side of caution. When people sleep in buildings, we tend to have a higher level of concern to make sure people can get out, plus the windows would be sized for emergency egress in case the Fire Department had to go through, there are certain code requirements for those sizes and we would meet those as well. Chairman McMahan asked has the Fire Chief already taken a look at this? Ms. Hebert replied yes.

Mr. Nichols stated you mentioned covered parking spots. Would those have walls or would they just be open? Mr. Chadwick replied it will just be a roof structure over the top of those spaces like a carport. Mr. Lacombe stated and part of that was to minimize the size. If we want to enclose them, we would need to build a much bigger structure and that has greater impacts. To the west side as shown on the plan there are existing mature trees that we would look to maintain and we didn't want to impact the drive aisle. Mr. Newberry asked would that be a flat roof? Mr. Lacombe replied it would probably be a low-slope roof, so it would drain to one side. We would capture the water in some form.

Chairman McMahan asked are there any user fees involved? Ms. Hebert replied there would be recreation and school impact fees that would be paid for each unit. Chairman McMahan asked you are familiar with all of that? Mr. Lacombe responded yes.

Ms. Malcolm asked where are the garbage disposal units? Mr. Lacombe replied garbage would be maintained where it currently is, which is shown on the plan on this island as a dumpster, which I believe is all enclosed.

Mr. Fairman stated thank you; I think this is a great redesign, a great reuse concept and it gives us something that this town desperately needs, which is more living space. Something I asked the previous developer. What about adding some solar panels on these sloped roofs to see if we can reduce greenhouse gases? It seems to me like a perfect spot on the south side of that sloped roof to put some solar panels. Please take a look at that for us before you come back with your final. Chairman McMahan stated I will piggyback on that; since you are going to be constructing, have you taken a look at anything for technology for insulation and the type of thing that would reduce their electric bills and heating bills. Mr. Lacombe replied we are not at that point in the design. We are merely a big idea. Chairman McMahan asked when you come back, could you explain that to us because at some point it is going to help the renters long term. Just keep us informed and see if that works well. Mr. Lacombe responded okay.

Chairman McMahan asked is there any signage proposed? Mr. Chadwick responded there is no change to the existing signage that is out there today.

Mr. Fairman stated we would like to get rid of that long-time sign you have had out there that says retail space for lease. You could get rid of that sign.

Mr. Chadwick stated I did not mention the parking, but with the residential units on the second floor instead of the clothing type that was permitted, there will be a reduction of four spaces required, although we will keep all of the parking just the way it is.

Chairman McMahan asked do you have the information that you were looking for? Mr. Chadwick replied if you could give us a little nod here regarding that waiver because that is a critical part of this particular project. We would need a waiver to allow workforce housing on this particular property having frontage on South River Road. Chairman McMahan replied I don't see how we can get around it. Do you, Ms. Hebert? Ms. Hebert responded no, I think you don't need to make a final decision tonight but you give the applicant as much feedback as you are comfortable with. Vice Chairman Duschatko asked is that key to your moving forward? Mr. Chadwick replied it is key to our client going forward with the project, yes. Ms. Hebert stated the use would not be allowed otherwise. Chairman McMahan stated it is a show-stopper. Mr. Chadwick responded it is. Chairman McMahan stated what we think you are asking for, we have a pretty good idea, but it would open it up to the Board members if they have initial thoughts on that. Ms. Malcolm stated I would actually like to see some apartments here because this is within walking distance of a lot jobs in the area. Mr. Newberry stated I think it is pretty obvious, but I think if you as the applicant can make a statement why you think that waiver is good and justified, it would certainly help also. Speaking for myself, I don't see a major issue with supporting that waiver. Chairman McMahan asked what was the intent of why that was put in there in the first place? Mr. Chadwick stated I believe the intent was that the Town didn't want a lot of housing within the Performance Zone district, and the intent was to sort of get housing away from the main corridor, the main road in town with that being South River Road. Chairman McMahan stated I think you may have the information that you are looking for. Mr. Chadwick stated thank you very much. Chairman McMahan stated I think you are talking to a group of people that are very favorable for workforce housing.

3. SNHPC Committee Assignments

Chairman McMahan stated we are looking for a motion to recommend to the Town Council that Bill Jean serve as a full-term member of the Southern NH Planning Commission, filling a vacant position, and should clarify the recommendation is reappointment of Bill Duschatko and Brian Lord. The measure that we are talking about would be passed to the Town Council for their consideration.

MOTION by Mr. Fairman that the Planning Board recommend to the Town Council the appointment of Bill Jean as a full-term member of the Southern NH Planning Commission to fill a vacancy position, and reappointment of Bill Duschatko and Brian Lord. Ms. Malcolm duly seconded the motion. Vote taken; motion carried, with Vice Chairman Duschatko abstaining.

4. Amendments to the Subdivision and Site Plan Application Checklists

Ms. Harris stated we spent some time updating the checklists for the subdivision and site plan applications. Appendix A of the Land Development Control Regulations has a subdivision site plan and design review application checklists, which are mainly a guide for the applicants to use during the application submittal process to make sure they are meeting all of the regulations when they submit their applications. These checklists have not been revised since they were developed in 2007 and there have been some amendments to the regulations since that time and they are not captured in the checklists. We spent some time not only reformatting the checklists, but capturing all of the amendments that have happened since that time so that they are in the checklists. We have also added citation of each of the relevant sections of the regulations for each of the checklist items, and besides that, the formatting changes are also captured in those updates. We would recommend that the Planning Board schedule a public hearing to consider the recommended amendments as they are currently located in the regulations and a public hearing would be required to make those amendments. We would also propose that we take those checklists out of the regulations so that going forward we can make updates to them as needed and they would be part of the application form process going forward.

MOTION by Mr. Fairman that the Planning Board schedule a public hearing for the consideration of the recommended amendments to the Subdivision and Site Plan Checklists and for removing the Subdivision and Site Plan Checklists from the Land Development Control Regulations for their meeting on August 16, 2021. Vice Chairman Duschatko duly seconded the motion. Vote taken - all in favor. Motion carried.

Mr. Fairman stated I think it has been a lot of work for the Planning Staff to update these checklists and I commend them for that. It was hard work getting that done. Mr. Newberry stated I think the reformat is a vast improvement.

Mr. Newberry asked is the intent to use this as a pdf form or something like that where the form is locked down but then an applicant can just fill in as they need to. Ms. Harris responded we can make it do that. Ms. Hebert stated Ms. Harris did spend a tremendous amount of time on this effort, and it was no small task, as you can see, and keying each of these checklist items to a section in the regulation is going to be so helpful for the development review process, for applicants, for staff, and for you. It really highlights when a waiver is needed, so it is really great to have these updated. Mr. Newberry stated if you don't have, you may want to some kind of a revision history table so people can see if they are looking at the current version, what has been changed, when was it changed, that kind of thing. Ms. Hebert responded that is a great idea. Ms. Harris stated we can put that together for the public hearing.

V. Approval of Minutes of Previous Meetings: None

VI. Communications to the Board:

Ms. Hebert stated I would like to point out that you also have your 2021 Zoning Ordinance update in front of you tonight. There are directions on how to update your Zoning Ordinance. If any of you needs a new full copy of the Ordinance, just email us and we will make those available to you. But if you have your Zoning Ordinance binder, there are directions highlighted where to insert the new pages so you can keep your document up to date.

VII. Reports of Committees: None

VIII. Adjournment:

MOTION by Mr. Sullivan to adjourn at 9:42 p.m. Vice Chairman Duschatko duly seconded the motion. Vote taken – all in favor. Motion carried.

Respectfully submitted by
Valerie J. Emmons