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AMENDED PRELIMINARY SITE DEVELOPMENT AND USE PLAN
For the Planned Commercial District
At 125, 131 and 141 SPRING STREET,
(N/K/A 125 Spring Street, 200, 300, 400 and 500 Patriot Way),
LEXINGTON, MASSACHUSETTS
(the "Planned Commercial District")

Article 2, 2009 Fall Special Town Meeting
Submitted: June 22, 2009
Revised to: October 29, 2009

INTRODUCTION

This Amended Preliminary Site Development and Use Plan is prepared under the provisions of Article III §135-14 and Article VIII §135-42B and §135-42E of the Zoning By-Law [Town of Lexington Code].

This Amended Preliminary Site Development and Use Plan (the "Amended PSDUP") is intended to make certain amendments to the original Preliminary Site Development and Use Plan (the "Original PSDUP") for the Planned Development District approved by the May 2004 Town Meeting and for which a Definitive Site Development and Use Plan ("DSDUP") was approved by the Town of Lexington Zoning Board of Appeals on January 24, 2008, which Decision was recorded with the Middlesex South Registry of Deeds at Book 51547, Page 271.

This Amended Preliminary Site Development and Use Plan relates to property historically known as the Raytheon Corporate Headquarters located at 125, 131 and 141 Spring Street (N/K/A 125 Spring Street, 200, 300, 400 and 500 Patriot Way) in Lexington on which presently exists a number of buildings occupied by Shire Human Genetic Therapies, Inc. and other tenants (the "Property"). The Property is currently the site of office/research and development buildings comprising approximately 465,165 feet of gross floor area at the time of this filing and approved for 696,600 feet of gross floor area pursuant to the DSDUP[1]. The Property will be redeveloped, and in connection with such redevelopment, 380,000 square feet of new office/research space and 510,000 square feet of structured parking are proposed to be added to the Property for a total of 890,000 additional square feet of gross floor area.

This Amended PSDUP provides an understanding of the characteristics of the Property and adjoining land submits a proposal consistent with those characteristics and demonstrates the feasibility of the proposed development along with an evaluation of the off-site impacts of the development and the ability of public services to accommodate the development.

This Preliminary Site Development and Use Plan is divided into the following sections:

[1] The Zoning Board of Appeals on January 24, 2008 by Special Permit increased the original 631,600 square feet of gross floor area by 65,000 square feet while maintaining the net floor area of 505,300 square feet.

I. GENERAL. This section includes general information about the site and identifies the plans, exhibits and documents submitted herewith.

II. TYPES OF USES PERMITTED. This section describes uses that are permitted within the Planned Commercial District and uses that are permitted with the grant of a special permit in the proposed Planned Commercial District.

III. DIMENSIONAL STANDARDS. This section describes the maximum allowed dimensional standards that would govern construction in the Planned Commercial District.

IV. OTHER ZONING PROVISIONS. This section describes other zoning provisions that would be applicable in the Planned Commercial District, including requirements related to landscaping, transition and screening, off-street parking and loading, traffic, signs and lighting and illumination.

V. TABLE OF DEVELOPMENT DATA. This section sets forth the table of development data for the conceptual layout of the Planned Commercial District. The final project layout is subject to the Dimensional Standards identified in Section III.

VI. SPECIAL CONDITIONS. This section sets forth the proposed special conditions that would apply within the Planned Commercial District.

I. GENERAL

A. **Location and Boundaries**: The Property included in this Planned Commercial District is commonly known as 125, 131 and 141 Spring Street, Lexington (N/K/A 125 Spring Street, 200, 300, 400 and 500 Patriot Way). The boundaries of the area which was rezoned to a Planned Commercial District in accordance with the Town of Lexington Town Meeting approval on May 2004, is included in the Amended PSDUP plans shown as Sheet C1.1 Site Analysis Map. A metes and bounds description of the boundaries of the parcels comprising the area within the Planned Commercial District is attached as Appendix 4.

B. **Plans, Exhibits and Documents**: The following plans, exhibits and other documents are part of this Preliminary Site Development and Use Plan.

1. Plans

The Original Preliminary Site Development and Use Plans as approved by the Lexington Town Meeting on May 2004 have been superseded by the following Amended Preliminary Site Development and Use Plans:

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Sheet No.	Title - Prepared by	Most Recent Revision Date
C1.1	Site Analysis Map	June 19, 2009
C1.2	Locus Context Map	June 19, 2009
C2.1	Property Rights and Dimensional Standards Plan A	June 19, 2009
C2.2	Property Rights and Dimensional Standards Plan B	June 19, 2009
C3.1	Site Construction and Utilities Plan A	June 19, 2009
C3.2	Site Construction and Utilities Plan B	June 19, 2009
C4.1	Landscape - Planting Plan A	June 19, 2009
C4.2	Landscape - Planting Plan B	June 19, 2009

2. List of Appendices — Most Recent Revision Date

Appendix 1:	Traffic Study Prepared by Tetra Tech Rizzo	August, 2009
Appendix 2:	Site Utilities Narrative Prepared by SMMA	June 19, 2009
Appendix 3:	Fiscal Impact Analysis Prepared by Connery & Associates	July 29, 2009
Appendix 4:	Legal Description Prepared by SMMA	February, 2009
Appendix 5:	Locus Plan Prepared by SMMA	February 16, 2009
Appendix 6:	Conceptual Site Plan Prepared by SMMA	April 16, 2009
Appendix 7:	Conceptual Architectural Images Prepared by SMMA	April 23, 2009
Appendix 8:	Permitted Uses for Lexington Technology Park	October 9, 2009
Appendix 9:	Amended and Restated Memorandum of Understanding Signed by Lexington Board of Selectmen and Patriot Partners	October __, 2009

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C. Definitions:

Except as provided below, defined terms shall have the same meanings as in the Town of Lexington Zoning Bylaw as amended through June, 2009 (hereinafter the "2009 Zoning Bylaw"). The following terms shall have the following meanings in this Planned Commercial District and shall govern the Property:

(1) Frontage. Shall be in compliance with the definition as described in Article II §135-8 of the 2009 Zoning-bylaw or shall be the line adjacent to any internal site drive of any length approved by the Board of Appeals of the Town pursuant to any definitive site development and use plan issued in accordance with Article III, Section §135-14 of the 2009 Zoning By-Law.

(2) Lot. A parcel of land used or set aside and available for use on the site of one or more buildings and buildings accessory thereto or for any definite purpose in one (1) ownership and may be divided by a street or way and shall include any land within the limits of a public or private way upon which such lot abuts. A lot for purposes of these zoning provisions may or may not coincide with a lot of record.

(3) Maximum Height of Buildings and Structures. The maximum height of buildings and structures shall be determined in accordance with Article VII §135-39 of the 2009 Zoning Bylaw, with the exception of the following:

Structures erected on a building and not used for human occupancy, such as but not limited to, air and exhaust equipment, chimneys, heating-ventilating or air-conditioning equipment, solar or photovoltaic panels, elevator housings, antennas, skylights, cupolas, spires, mechanical and acoustical screening and the like ("rooftop structures") may exceed the maximum height of a building in feet provided no part of the rooftop structure(s) is more than twenty five (25) feet higher than the maximum permitted height of the building and the total horizontal coverage of such rooftop structures on the building does not exceed sixty (60) percent, with the exception of an aggregate area not to exceed three (3) percent of the total roof area which shall be allowed to have rooftop structures which extend no more than thirty five (35) feet above the roof line.

(4) Medical Office. Office and associated laboratory facilities for use by physicians, psychiatrists, physical therapists and other health care professionals for outpatient care services only.

D. Miscellaneous:

In recognition of the intent and purpose of Article VIII, §135-42 of the 2009 Zoning By-Law which is to permit considerable flexibility in the development of individual tracts of land, in the event of: (I) any conflict between the provisions of these zoning provisions and the 2009 Zoning By-Law or any other by-law or regulation of the Town; or (ii) ambiguity under the these zoning provisions, such conflict or ambiguity shall be resolved

or construed in a manner consistent with and to permit satisfaction of the development intent described in the Amended PSDUP.

II. TYPES OF USES PERMITTED

The principal and accessory uses permitted within the CD-10 District are specified within attached Appendix 8.

III. DIMENSIONAL STANDARDS

The following dimensional standards shall apply to this Planned Commercial District in accordance with Article VIII, §135-42B of the 2009 Zoning By-Law in lieu of any dimensional requirements of Article VII §135-35 through §135-41 of the 2009 Zoning By-law:

Maximum Gross Floor Area*	(a)	1,076,600 s.f. - Occupied Buildings
	(b)	510,000 s.f.- Garage Space
	Total	1,586,600 s.f.

Maximum Net Floor Area:*	806,555 s.f.
Maximum Floor Area Ratio (F.A.R.):*	0.24
Maximum % Site Coverage:*	25%
Maximum Height of Buildings: **	45 to 68 feet
Maximum Impervious Surface Ratio:*	35.7%
Minimum Yard Setback: ***	50.0 feet

* In this Planned Commercial District, any single lot may exceed one or more of the above dimensional standards, so long as all of the lots in the district, taken in the aggregate, do not exceed any of the above dimensional standards. Notwithstanding anything to the contrary contained in the Zoning By-Law, Net Floor Area shall exclude the square footage of parking structures.

** The maximum building height shall be 45 feet for all structures north of Patriot Way towards the abutting residential properties. For those areas denoted as: (i) Building 400 Envelope; and (ii) Building C and D Envelope on the plan entitled "Conceptual Site Plan", dated June 19, 2009, prepared by Symmes, Maini & McKee Associates and which areas lie south of Patriot Way towards Route 2, the maximum building height shall be 54.5 feet and 68 feet, respectively. Structures erected on a building and not used for human occupancy, such as but not limited to air and exhaust equipment, chimneys, heating-ventilating or air-conditioning equipment, solar or photovoltaic panels, elevator housings, antennas, skylights, cupolas, spires, mechanical and acoustical screening and the like ("rooftop structures") may exceed the maximum height of a building in feet provided no part of the rooftop structure(s) is more than twenty five (25) feet higher than the maximum permitted height of the building and the total horizontal coverage of such rooftop structures on the building does not exceed sixty (60) percent, with the exception of an aggregate area not to exceed three (3) percent of the total roof area which shall be allowed to have rooftop structures which extend no more than thirty five (35) feet above the roof line.

*** The minimum yard setback shall only apply to yards along lot lines that coincide with the perimeter of the district (as opposed to yards along lot lines that are in the interior of the district, for which no specific yard setback shall be required).

Lot lines may be established pursuant to a subdivision plan to be filed in accordance with Massachusetts General Laws Chapter 41; Section 81K et seq. and these lot lines may be altered from time to time in accordance with the procedures of Section 81P of Chapter 41 of the Massachusetts General Laws for so-called "Approval Not Required Plans" and/or the applicable provisions of Sections 81K-81GG of Chapter 41 of the Massachusetts General Laws for the CD-10 District.

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The Plan entitled "Conceptual Site Plan" dated June 19, 2009 prepared by Symmes, Maini & McKee Associates (SMMA) submitted as part of this Amended PSDUP denotes certain development envelopes wherein proposed structures are to be located. The Owner/Developer of the Property or any portion thereof shall be permitted to locate and relocate buildings and modify building footprints within these development envelopes shown on the aforementioned Amended PSDUP subject to compliance with these zoning provisions and such relocations shall not be deemed a substantial deviation of this Amended PSDUP.

IV. OTHER ZONING PROVISIONS

A. Landscaping, Transition and Screening

The existing topography and vegetation on this Property provides a character that is of vital importance to the neighborhood, community and the Owner. The proposed project has been carefully designed to retain the scale and character of the site. Along the property lines abutting the existing residential properties on Shade Street the existing perimeter trees and plantings will be retained, where possible. The planting design is intended to reinforce and complement the existing landscaping and provide a natural and proper setting for the new building(s). Proposed landscaping shall also be designed to enhance protection and screening. Plant materials will be evergreen and deciduous with ornamental plantings in the vicinity of the new building(s) and walkways. Plant materials will be sized to respond to and enhance the proposed building(s) and landscaping.

Landscape planting will be provided in general as shown on Sheet C4.1 Landscape Planting Plan A and Sheet C4.2 Landscape Planting Plan B. The Definitive Site Development and Use Plan to be presented to the Special Permit Granting Authority will provide greater detail. The SPGA may impose conditions on the grant of any Special Permit with Site Plan Review to ensure that landscaping changes along the perimeter of the CD district do not cause adverse effects on abutting properties.

B. Off-Street Parking and Loading

As shown on Sheet C2.1 of the Amended PSDUP, prepared by SMMA dated February 23, 2009, amended to June 19, 2009, the applicant has provided for 2,646 off-street parking spaces.

Off-street parking and loading in this Planned Commercial District shall be provided in compliance solely with the provisions of this Amended Preliminary Site Development and Use Plan unless otherwise noted herein:

1. Parking for all buildings (both existing and proposed) and both the office and research and development uses on the property shall be permitted in common parking lots as of right.

2. Parking spaces and loading bays in this Planned Commercial District existing as of this date are not required to comply with §§135-38, 135-67 and 135-68 of the 2009 Zoning By-Law regarding location, yards, screening, driveways and design standards, so long as they are not substantially altered from their presently existing state, except that parking spaces along a lot line that coincides with the perimeter of the district (as opposed to

spaces along a lot line that are within the interior of the district) shall be required to comply with the ten-foot setback from a lot line provided for by §135-67 of the 2009 Zoning By-Law, and provided that any new parking spaces shall have a minimum width of 9 feet and a minimum depth of 18 feet. The Applicant/Developer may incorporate into any definitive site development and use plan no more than 33% compact car spaces on any individual lot or parking structure subject to the review and approval of the Zoning Board of Appeals.

3. There shall be no required setback from the side and rear lot lines under Article XI §135-67 of the 2009 Zoning By-Law in this Planned Commercial District for the paved parts of parking spaces, driveway or maneuvering aisles, and these features may extend up to the side and rear lot lines, except that parking spaces along a lot line that coincides with the perimeter of the district (as opposed to spaces along a lot line that is in the interior of the district) shall be required to comply with a ten-foot setback from a lot line. In addition, the landscaping requirements of Article XI §135-68 of the Lexington Zoning By-Law shall not apply.

4. The Board of Appeals in connection with any Site Plan/Special Permit may waive the actual construction of required parking provided that such parking is held in reserve to be constructed upon a determination by the Board of Appeals that such parking is necessary. Notwithstanding the foregoing, the Owner/Developer of the Property or any portion thereof upon notice to the Zoning Board of Appeals shall be permitted to construct such reserved parking in accordance with plans approved by the Board of Appeals.

   In the event that any lot in this Planned Commercial District is subdivided:

   (i) Parking spaces required for one lot may be located on a separate lot which may be in separate ownership, without a special permit so long as:

      (a) all such spaces are for employees only, and not clientele; and

      (b) an easement guaranteeing long-term use of such spaces, and satisfactory in form to the Town Counsel, is executed and filed in the Registry of Deeds of Middlesex County.

   (ii) A driveway on one lot may lead to a parking space or loading bay on another lot, or straddle the lot line and serve a parking space or loading bay on two or more lots without a special permit so long as a binding agreement, satisfactory in form to the Town Counsel, is executed and filed in the Registry of Deeds of Middlesex County prior to the issuance of a certificate of occupancy for the affected building(s).

Landscaping and screening shall be as shown on Sheets C4.1 and C4.2 of the amended PSDUP plans.

The requirements of Article XI §135-68(B)(5) and §135-68(C) of the 2009 Zoning Bylaws shall apply in order to provide a circulation system of the lot "so that all vehicles may exit from and

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enter onto a public street by being driven in a forward direction" and to regulate the amount of Compact Parking Spaces on the Property.

The required parking ratios for all permitted uses within the Property shall be as follows. For any use not specifically listed below, the parking ratio in the 2009 Zoning Bylaw shall apply:

TYPE OF USE	PARKING FACTOR *(minimum number of parking spaces to be provided)*
INSTITUTIONAL, EDUCATIONAL & RECREATIONAL USES	
College, technical school	As Needed
Day-care center, school age child care program, nursery school, kindergarten	1 per 500 square feet of net floor area (nfa)
Lodge, community service center	1 per each 6 seats in the largest assembly area
Gymnasium, stadium, field house	1 per each 6 seats
Parks, athletic fields, tennis and pool facilities, golf courses, recreation centers, other institutional uses	As Needed
OFFICE USES	
All permitted Office uses (except as otherwise classified)	1 per 333 nfa
Medical office, out-patient clinic	1 per 200 nfa
PERSONAL BUSINESS USE	
Personal services, bank, business services, retail sales, and rental uses	1 per 250 nfa
MANUFACTURING, RESEARCH USES	
Manufacturing, research laboratory	1 per 500 nfa
Construction, storage, distribution and industrial service users	1 per 1,000 nfa
All other permitted uses	As needed, usually 1 per employee

C. Traffic

The mitigating measures and cost sharing formulas concerning traffic described in the Amended and Restated Memorandum of Understanding, dated October, 2009, attached as Appendix 9 of this Amended Preliminary Site Development and Use Plan, address the requirements of Article XII, §135-71 thru §135-73 of the 2009 Zoning Bylaw and the terms and conditions of said Memorandum of Understanding are incorporated by reference herein and made a part hereof. The design, dimensions, configuration, length and other aspects of all internal roadways and drives shown on the Amended Preliminary Site Development and Use Plan and ultimately approved by the SPGA at the time of any definitive site development and use plan shall supersede all other requirements of the 2009 Zoning By-law.

D. Signs

Signs are permitted in compliance with Article XIII, §135-74 thru §134-78 of the 2009 Zoning By-Law. Any pre-existing sign as of the date of this amendment shall be deemed conforming.

E. Lighting and Illumination

Exterior lighting and hours of operation shall comply with the applicable by-laws and regulations of the Town of Lexington, including Article XIV, §135-79 thru §134-85 of the 2009 Zoning By-Law. The SPGA may impose conditions on the grant of any Special Permit with Site Plan Review to reduce, to the extent reasonably practicable, the adverse impacts of external lighting.

V. TABLE OF DEVELOPMENT DATA (As defined on Page 2 of this document)

A.	Total Land Area:		4,164,597 s.f. (95.6 acres)
B.	Area of Vegetated Wetland:		803,950 s.f.
C.	Developable Site Area:		3,360,647 s.f.
D.	Site Coverage of Buildings		12%
E.	Impervious Surface Area:		1,200,000 s.f
F.	Impervious Surface Ratio:		35.7%
G.	Gross Floor Area:	(a)	1,071,270 s.f. Occupied Building
		(b)	504,460 s.f. Garage Space
		Total	1,575,730 s.f.
H.	Net Floor Area:		806,555 s.f.
I.	Floor Area Ratio:		0.24
J.	Off-Street Parking Spaces:		2646*
	Loading Bays:		18

* Includes 181 reserve parking spaces (See note on Preliminary Site Development and Use Plans).

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VI. SPECIAL CONDITIONS

The following special conditions shall apply in this Planned Commercial District:

A. Applicable Zoning By-Law: The land and development in this Planned Commercial District are subject to the provisions of the 2009 Zoning By-Law of the Town of Lexington Code only for the specific uses and provisions as noted herein.

B. Transfer: Any sale or transfer of rights and interests in the property in this Planned Commercial District shall include a condition that successors and assigns are bound to the terms and conditions of this Preliminary Site Development and Use Plan and of any Special Permit with Site Plan Review (SPS) or other Special Permit granted by the Board of Appeals for this zoning district.

C. Traffic and Transportation Demand Management: A Traffic Demand Management Plan is detailed in Appendices 1 and 9. Traffic Mitigation: A Traffic Mitigation Plan is included in Appendix 9.

D. Conservation Restriction: The Owner of the Property shall preserve those portions so noted on Plans Sheets C2.1 and C2.2 as "Conservation Restriction Area" as open and non-developed (except for maintenance and repairs of the existing gravel road, sewers, drainage infrastructure and utilities) and/or the Owner may elect to grant to the Conservation Commission of the Town of Lexington a Conservation Restriction pursuant to Massachusetts General Laws, Chapter 184, Sections 31, 32 and 33 for that area designated as "Conservation Restriction Area" as shown on the Plan. The Owner shall submit any proposed Conservation Restriction for state and local approval. If approved, the Conservation Restriction shall be recorded with the Middlesex South Registry of Deeds. The Owner of the Property shall agree that unless required for access to 400 Patriot Way that the area abutting the residential properties on Shade Street and which is that portion of Lot 400 that is 20 feet wide shall remain in an undisturbed state except for walking/hiking pedestrian trails that may be developed in accordance with plans approved by the Owner and Town.

E. Grant Application Assistance: The Applicant shall also cooperate with and support the Town in its application(s) to obtain grant financing or public monies for public infrastructure improvements in South Lexington (including those listed above), which may include applications to the Massachusetts Opportunity Relocation and Expansion (MORE) Program, Public Works and Economic Development (PWED) Program, Infrastructure Investment Incentive (I-Cubed) Program, and other programs offered by the Commonwealth.

F. Building 600 Landscaping Buffer: In order to reduce visual impacts on the abutters to Building 600 and its associated garage, the Applicant shall construct an earthen berm with vegetated screening adjacent to structures constructed on Lot 5 of the Property and oriented toward these abutters. The proposed vegetated screening shall substantially reduce residential views of said structures to the extent reasonably possible. The design specifications of the proposed berm, grading and planting schedule ("Berm Design Plan") shall be submitted as part of any definitive site development and use plan application for the development of Building 600 and its associated parking garage. The final Berm Design Plan shall be incorporated into any final definitive site development and use plan decision issued by the Zoning Board of Appeals.

G. Open Space and Trails: The Applicant shall work with the Lexington Conservation Commission and Shade Street residents directly abutting the Property to design a series of nature trails for pedestrian related activities within the Conservation Restriction Area "A" including the provision of construction level plans and specifications to allow for the Town to construct the trail in the future. The locations of any future trails shall be subject to the security requirements of any tenant(s) of the Property. The trails created as a result of this condition shall be built and maintained by the Town.

H. Sustainable Design and Construction: The additional floor area (beyond that authorized in the original PSDUP) permitted pursuant to this amended PSDUP shall be constructed, at a minimum, to the "Silver Standard" of The Leadership in Energy and Environmental Design (LEED-NC) Green Building System in effect as of the effective date of this amendment. Notwithstanding the foregoing, this condition shall be expressly contingent upon LEED standards for a given use or building type having been issued. Upon request, the Zoning Board of Appeals may waive this requirement if the Applicant demonstrates that satisfaction of this condition would impose a commercially unreasonable burden on any user of the proposed building. The Applicant shall provide the Building Inspector with evidence of compliance with this commitment which shall include certifications from the Applicant's consultants.

I. Noise: Buildings, uses, and activities on the Property shall be designed and operated to minimize, to the extent reasonably practicable, external noise from building operations and mechanicals. In accordance with §135-12B(2)(a)[1] and §135-12C(1) of the 2009 Zoning By-Law, the SPGA may impose conditions on the grant of any Special Permit with Site Plan Review to ensure compliance with this special condition. Upon the filing of a definitive site development and use plan for the Property pursuant to Article III, §135-42E, the Owner shall provide the SPGA with noise data at the property lines of abutting residential properties so that the SPGA may determine and establish may establish, in its discretion, an existing conditions noise baseline from which changes in noise from building operations and mechanicals may be measured.

J. Building Exterior: The Applicant shall attempt to limit glare from buildings onto abutting residential properties through the choice of building materials and the implementation of operating procedures to limit light migration. As part of the application procedure to the SPGA for any Special Permit with Site Plan Review, the Applicant's architect shall include a description of light reflectivity, light transmittance and proposed glass to wall ratios for vision and spandrel glass. The SPGA may impose conditions on the grant of any Special Permit with Site Plan Review to reduce, to the extent reasonably practicable, the adverse impacts of internal lighting and reflections on streets, abutting properties, and the night sky.

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