

**Record of Decision  
New England Studios at Devens  
122 Hospital Road (18-21-800)  
Devens MA  
Unified Permit  
January 5, 2012**

**1. Applicant:**

The applicant is MJM Development, LLC, 416 South Main Street, Andover, MA. The landowner is MassDevelopment Finance Agency, 160 Federal Street, Boston, MA.

**2. Premises and Proposed Project:**

The applicant is seeking Unified Permit for site plan approval in order to construct a 106,000 sq.ft. building (including four 18,000 square foot sound stages, 4,000 sq.ft. support area and 30,000 sq.ft. of production support offices), a 20,000 sq.ft. millwork shop and equipment storage area, parking and associated site improvements (“New England Studios at Devens”). The development is proposed on 18-21-800 (aka Lot 13) – a 15.73 +/- acre parcel which was the site of the former Army Locust housing area off of Hospital Road. The proposed development is located within the Innovation and Technology Business Zone, Viewshed Overlay District, Slope Resource Overlay District and Watershed Water Resources Protection Overlay District. The site has more than 100 feet of frontage, in compliance with the minimum requirements of 2 acres of land area and 100 feet of frontage as per the Devens Bylaws.

**3. Submission:**

The following is a list of exhibits that have been included as part of the record for this Application:

1. Application submittal entitled “Data Report, In Support of Level II Permit Site Plan for New England Studios at Devens, Lot 13, Hospital Road, Devens, Massachusetts”, dated November 3, 2011, prepared for MJM Development, LLC, prepared by Hancock Associates. This submittal included the following:

- Cover Letter
- Level II Unified Permit – Checklist for Determination of Completeness
- Development Team
- Existing Conditions Narrative
- Proposed Conditions Narrative
- Waiver List
- Narrative - Compliance with Reuse Plan
- Narrative - Compliance with the Devens Open Space and Recreation Plan and the Devens Main Post Trails
- Narrative - Compliance with Industrial Performance Standards
- Site Photos
- Certified List of Abutters
- LEED Green Building Rating System Checklist
- USGS Map, Aerial Photo and Reference Maps
- Viewshed Analysis
- Stormwater Management Report
- Soil Suitability Testing Results – UMass Stockbridge School
- Landscape Maintenance and Water Management Plan
- Geotechnical Report – Geotechnical Consultants, Inc. revised December 7, 2011
- Traffic Memorandum – RD Vanasse & Associates
- Soil Management & Health Safety Plan – Williamson Environmental
- Zoning Opinion - Wadland & Ackerman
- Determination of Applicability
- Draft Level I Plan

2. Plans entitled “Level Two Permit Site Plan, New England Studios, Lot 13, Innovation

and Technology Business, Hospital Road, Devens, Massachusetts,” prepared for MJM Development LLC, prepared by Hancock Associates, date November 1, 2011, Sheets 1 to 13 of 13. Revised 12-7-11 by Hancock Associates and consisting of Sheets 1 to 14 as follows:

- Sheet 1 Title Sheet dated 11/3/2011 and revised 12/7/2011
- Sheet 2,3 Existing Conditions Plan “ “
- Sheet 4 Site Preparation and Demolition Plan “ “
- Sheet 5 Layout and Materials Plan “ “
- Sheet 6 Grading and Utility Plan” “
- Sheet 7 Landscape Plan “ “
- Sheet 8 Erosion and Sedimentation Plan “ “
- Sheet 9-13 Site Detail Sheets “ “
- Sheet 14 Lighting Plan “ “

3. Level II Unified Permit – Checklist for Determination of Completeness Issued by DEC, November 4, 2011.
4. Memorandum prepared by Vanasse & Associates, Inc, dated November 4, 2011, for New England Studios at Devens.
5. Devens Traffic Monitoring Program, 2010 Five Year traffic Report, Devens Massachusetts, October 2010, prepared by STV Inc.
6. November 3, 2011 letter from Mike Myers to Peter Lowitt re: Unified Permit Fee (revised “Issuance of Building Permit to “Application of Building Permit”).
7. Director’s Determination of Completeness dated November 4, 2011;
8. A Peer Review letter from BSC Group to Peter Lowitt, DEC dated November 28, 2011;
9. MassDevelopment Engineering review letter from John Marc-Aurette to Peter Lowitt dated December 7, 2011.
10. New England Studios at Devens Traffic Impact Assessment by Vanesse Associates dated 11/17/2011;
11. BSC Group Peer Review letter dated December 13 2011.
12. Public Hearing Notice Fax to Town Clerks of Ayer, Harvard, Shirley, Lancaster and MassDevelopment, from Peter Lowitt, dated November 30, 2011;
13. Public Hearing Legal Notice Fax to Nashoba Publications, from Peter Lowitt, dated November 7, 2011 – to be published November 25, 2011 and December 2, 2011.
14. Copies of Legal notices from November 25, 2011 and December 2, 2011 from Ayer Public Spirit.
15. Public Hearing Notice emailed to Community Service Cable Committee, from Peter Lowitt/Kate Clisham, dated November 30, 2011;
16. Memo dated November 4, 2011 from Peter Lowitt to Towns of Ayer, Harvard and Shirley Board of Selectman and Planning Offices; Subject: Level 2 Unified Permit – MJM Development, LLC (notification of Public Hearing on December 20, 2011 at 6:45PM);
17. Memo dated November 10, 2011 from Peter Lowitt to Abutters and Interested Parties; Subject: Level 2 Unified Permit – MJM Development, LLC (notification of Public Hearing on December 20, 2011 at 6:45PM);
18. Public Hearing Notice to Secretary of State, from Peter Lowitt, dated November 30, 2011
19. Certified Mail Return Receipts for application and plan deliveries to Ayer, Harvard and Shirley, received by towns on November 7, 2011. Certified Mail return receipts for public hearing notices to all abutters – various dates.
20. Staff Report dated December 15, 2011 Re: New England Studios Unified Permit;
21. November 14, 2011 letter from BSC Group to Neil Angus re: New England Studios Peer Review

22. Memo From Jeffrey Dirk, Vanasse & Associates, Inc. to Joseph Peznola, dated November 4, 2011; Subject: New England Studios and Devens, Lot 13, Hospital Road, Devens, MA (3 pages)
23. Letter from Russ Burke, BSC Group to Peter Lowitt, dated November 28, 2011, Re: New England Movie Studios at Devens, Lot 13, Hospital Road, Devens, Massachusetts Level II Unified Permit Application (15 pages);
24. BSC Group Record of Discussion with John Boardman, Hancock Associates and David Varga, BSC Group, dated December 5, 2011 (2 pages);
25. Letter From John Marc-Aurele, MD Engineering, to Peter Lowitt, dated December 7, 2011; Project: Lot 13 122 Hospital Road, Site Plan Review (2 pages);
26. Letter from Russ Burke, BSC Group to Peter Lowitt, dated December 13, 2011, Re: New England Movie Studios at Devens, Lot 13, Hospital Road, Devens, Massachusetts Level II Unified Permit Application (28 pages);
27. Revised Waiver request letter from Hancock Associates, Inc., dated December 14, 2011 (3 pages);
28. Memo from Michael Lannan to Russell Burke, re: Devens IPS Movie Studio Review, dated December 14, 2011 (2 pages);
29. Staff Report from Peter Lowitt and Neil Angus to DEC Commissioners, Re: New England Studios Unified Permit, dated December 15, 2011 (4 pages);
30. Illicit Discharge Statement from Mike Myers, dated 12-16-11;
31. Memo from James Emmanuel to Joe Peznola, Re: Landscape Plan – Devens Studios; dated December 16, 2011 (1 page);
32. Geotechnical Review Letter from Sanborn Head Associates to BSC Group, dated December 19, 2011 (1 page);
33. New England Studios Public Hearing Powerpoint Presentation, dated December 20, 2011 (12 slides);
34. Supplemental Traffic Analysis letter from Vanasse Associates, dated December 20, 2011 (7 pages);
35. Revised Waiver Request letter from Hancock Associates, dated December 20, 2011 (4 pages);
36. Slope Stability Plan 16520 x-sect with additional topo PDF file (1 sheet, dated 11-3-11);
37. DEC Record of Decision Draft, dated 1-5-12 (12 pages);
38. IPS Checklist – New England Studios, dated 11-17-11 (5 pages);
39. Memo from Tech Environmental to BSC Group re: Devens Movie Studio Review, dated November 28, 2011 (1 page);
40. Memo from Noise Control Engineering to Mike Myers, re: Noise Evaluation Protocol – New England Studios; dated December 8, 2011 (5 pages);
41. Letter from Hancock Associates to Peter Lowitt re: response to Tech Environmental November 28, 2011 memo; dated December 9, 2011 (2 pages);
42. Letter from Veneklassen Associates to Bastien Associates, re: Studio Acoustics – Phase 1, dated December 8, 2011 (2 pages);
43. Response package from Hancock Associates, dated December 8, 2011 (received Dec 9, 2011), including response memo from Hancock, revised landscape maintenance plan, response from geotechnical consultants inc., revised stormwater report and revised plan set;
44. Geotechnical Review Letter from Sanborn Head Associates to BSC Group, dated December 1, 2011 (1 page);
45. Memo From Chief LeBlanc re: water mains and hydrant locations.

46. E-mail correspondence as follows:

Date	From	To	Subject
1-9-11	Mike Myers	Peter Lowitt	FW: Emailing: Movie Studio, Devens, MA Overview.htm
21-1-11	John Boardman	Neil Angus	RE: One more question
11-2-11	Peter Lowitt	Mike Myers	Re: Emailing 11-2-11 App Fee letter
11-3-11	Joe Peznola	Neil Angus	RE: IPS Checklist
11-7-11	Mike Myers	Peter Lowitt	FW: E-mailing movie studio Devens MA Overview.htm
11-8-11	Joe Peznola	Neil Angus	FW: 122 HOSPITAL ROAD ABUTTERS LIST 11.08.11 - REVISED.doc
11-8-11	Joe Peznola	Neil Angus	RE: PDF of MJM Submittal docs
11-9-11	Mike Myers	David Varga	FW: E-mailing movie studio Devens MA Overview2
11-9-11	Mike Myers	Peter Lowitt	Fw: Movie Studio Devens3
11-9-11	Mike Myers	Peter Lowitt	Movie Studio Devens MA CC
11-9-11	Mike Myers	Peter Lowitt	E-mailing movie studio Devens MA Overview.htm
11-9-11	Michael Myers	Neil Angus	[Movie Studio, Devens, MA] CC
11-9-11	Dave Varga	John Boardman	Movie Studio, Devens
11-9-11	John Boardman	David Varga	RE: CAD files for New England Studios
11-10-11	Peter Lowitt	Mike Myers	Re Movie Studio Devens4
11-10-11	Mike Lannan	Peter Lowitt	Re Industrial Performance Checklist
11-14-11	Russ Burke	Peter Lowitt	NE Studio Peer Review Cost Estimate and Authorization to Proceed
11-14-11	Russ Burke	Neil Angus	RE: NE Studio Peer Review Cost Estimate and Authorization to Proceed
11-15-11	Jim Moore	Peter Lowitt	Re: Comments on NE Studios Level 2 Plans
11-15-11	Mark Cohen	Jim Moore	Comments on NE Studios Level 2 Plans
11-15-11	Jim Moore	Peter Lowitt	FW: Comments on NE Studios Level 2 Plans
11-15-11	Peter Lowitt	Mike Myers	RE: Revised NE Studio Peer Review Cost Estimate and Authorization to Proceed
11-16-11	Mike Myers	Peter Lowitt	RE: Revised NE Studio Peer Review Cost Estimate and Authorization to Proceed
11-17-11	Joe Peznola	Neil Angus	New England Studios
11-17-11	Mike Myers	Neil Angus	RE: New England Studios
11-17-11	Joe Peznola	Neil Angus	Re: New England Studios (22)
11-17-11	Joe Peznola	Neil Angus	RE: Requested Data for GeoTech review
11-18-11	Joe Peznola	Neil Angus	Fw: Requested Data for GeoTech review
11-18-11	Dave Varga	Neil Angus	Re: Updates on Base Camp (19)
11-18-11	John Boardman	Neil Angus	No Subject (Devens Utilities Comments)
11-20-11	Mike Myers	Peter Lowitt	FW: DRAFT GC Bid Set Timeline
11-22-11	Sam Offieaddo	Neil Angus	RE: Updates on Base Camp
11-28-11	Russ Burke	Neil Angus	DEC Comments on Peer Review Letter
11-28-11	Mike Lannan	Russ Burke	Devens Movie Studio IPS Review
11-28-11	Neil Angus	Joe Peznola	New England-Movie Studios Review Comments
11-28-11	Russ Burke	Peter Lowitt	Re: Awaiting BSC Comments on NEStudios
11-28-11	Peter Lowitt	Mike Myers	Re: Building Permit Submittals – DRAFT
11-28-11	Mike Myers	Peter Lowitt	Re: Building Permit Submittals – DRAFT (16)
11-28-11	Mike Myers	Peter Lowitt	RE: New England Movie Studios Review Comments (14)
11-29-11	Neil Angus	John Marc-Aurele	Peer Review Comments for Movie Studio
11-29-11	Neil Angus	John Boardman	RE: Devens studios
11-29-11	Neil Angus	Joe Peznola	RE: New England Movie Studios Review Comments
11-30-11	Neil Angus	Russ Burke	FW: questions
11-30-11	John Boardman	Neil Angus	questions
11-30-11	Neil Angus	John Boardman	RE: questions(12)
12-1-11	Neil Angus	Joe Peznola	Geotech report
12-1-11	John Boardman	Neil Angus	One more question
12-1-11	Mike Myers	Neil Angus	RE: Friday
12-1-11	Joe Peznola	Neil Angus	RE: Friday(11)
12-1-11	Neil Angus	Peter Lowitt	Re: Movie Studio
12-1-11	Peter Lowitt	Neil Angus	Re: Movie Studio (8)
12-1-11	Joe Peznola	Neil Angus	RE: PDF's
12-1-11	Peter Lowitt	Neil Angus	Re: questions
12-1-11	Neil Angus	Dave Varga	viewshed
12-2-11	Russ Burke	Neil Angus	Response to Hancock Engineers Part Deux
12-2-11	Joe Peznola	Neil Angus	New England Studios
12-7-11	Mike Myers	Peter Lowitt	FW: Project Schedule and Workplan
12-7-11	Mike Myers	Peter Lowitt	RE: Peer Review Fees
12-9-11	Joe Peznola	Neil Angus	RE: MJM - Lot 13 comments
12-12-11	John Boardman	John Marc-Aurele	Fire Truck Turning Radius Plans
12-13-11	Mike Lannan	Neil Angus	RE: draft for your review

12-14-11	Peter Lowitt	Joe LeBlanc	MJM Studio condition
12-14-11	Joe Peznola	Peter Lowitt	RE: Waiver Requests
12-15-11	Russ Burke	Neil Angus	Fwd: RE: Devens NE Studio Peer Review
12-15-11	Russ Burke	Neil Angus	Re: confirmation of billing hours
12-16-11	Russ Burke	Neil Angus	Fwd: Re:[Movie Studio, Devens, MA] A new file has been uploaded
12-16-11	Russ Burke	Neil Angus	Fwd: Re:[Movie Studio, Devens, MA] weather station ok
12-16-11	Joe Peznola	Neil Angus	Fw DEC Staff Report and BSC and Tech Environmental Response to Responses
12-16-11	John Boardman	David Varga	Level Spreader
12-16-11	John Marc-Aurele	Neil Angus	RE: NES
12-16-11	David Varga	John Boardman	Re: Level Spreader
12-19-11	Joe Peznola	Peter Lowitt	Re: weather station
12-19-11	Neil Angus	Joe Peznola	Geotech and Landscaping
12-19-11	Russ Burke	Neil Angus	Re: Fwd: Fw: New England Studios
12-19-11	Russ Burke	Neil Angus	Re: Fwd: Fw: New England Studios
12-19-11	Joe Peznola	John Marc-Aurele	RE: Traffic
12-19-11	John Marc-Aurele	Neil Angus	FW: Traffic
12-20-11	Mark Cohen	Neil Angus	NE Studios Dec 7, 2011 Plans Review
12-20-11	Joe LeBlanc	Neil Angus	touching on a few things
12-21-11	John Marc-Aurele	Neil Angus	FW: New England Studios at Devens
12-21-11	John Marc-Aurele	Neil Angus	FW: New England Studios at Devens(1)
12-21-11	John Marc-Aurele	Neil Angus	FW: New England Studios at Devens(2)
12-21-11	John Marc-Aurele	Neil Angus	FW: New England Studios at Devens(3)
12-21-11	John Marc-Aurele	John Boardman	RE: NES Studio Project -fire truck turning radius plans
12-21-11	John Marc-Aurele	Peter Lowitt	RE: New England Studios at Devens
12-22-11	John Marc-Aurele	Neil Angus	Re: New England studios at Devens
12-22-11	Peter Lowitt	Neil Angus	Re: Lot 13 – Movie Studio
12-22-11	Peter Lowitt	Neil Angus	RE: rod
12-23-11	Joe Peznola	Neil Angus	Re: New England Studios

#### 4. Unified Permit Components and Actions:

The Unified Permit request includes site plan approval in order to construct a 106,000 sq.ft. building (including four 18,000 square foot sound stages, 4,000 sq.ft. support area and 30,000 sq.ft. of production support offices), a 20,000 sq.ft. millwork shop and equipment storage area, parking and associated site improvements on 18-21-800 (formerly Lot 13) – a 15.73 +/- acre proposed parcel.

#### 5. Process:

The application was submitted on November 3, 2011 and a Determination of Completeness was issued on November 4, 2011. Copies of the application were received by the surrounding Towns on November 7, 2011. Legal notices were placed in Nashoba Publications on November 25 and December 2, 2011. All abutting property owners were duly notified by certified mail. The 30-day Town comment period expired on December 8, 2011. The public hearing opened on December 20, 2011 and was continued to the January 5, 2012 meeting. The Public Hearing closed on January 5, 2012.

#### 6. Waivers

The Applicant requested the following waivers:

**974 CMR 3.02: 3 (b) 6 a. Existing and proposed landscape features such as fences, walls, planting areas, wooded areas, and walks. Scattered trees to be preserved shall also be shown as well as all "specimen trees" (trees exceeding a minimum caliper of twelve inches) within 100 feet of existing or proposed lot lines have been identified and indicated on the plan. All existing landscape features, especially existing trees and woodland to remain, shall be shown on ALL site plan sheets, such as site preparation and demolition, layout, grading,**

**utilities, and erosion control, as well as planting plans. ~~Landscaping Plans, Planting Plans, Planting Detail sheets, Landscape Maintenance Plans, and Planting Specifications shall be prepared by a Landscape Architect registered in the Commonwealth of Massachusetts and shall bear the seal and signature of the Registered Landscape Architect who prepared them.~~**

This waiver permits the Applicant to not show some specimen trees within 100' of the property line, in areas to be left undisturbed, and areas that will be completely cleared within the limits of work. All trees adjacent to the limit of work have been identified to allow specific trees to be identified that might be saved. Hancock Associates has located over 550 trees onsite in support of the design. This waiver request does **not** include a waiver of the requirement for a Massachusetts registered LA (portion of text stricken above).

**974 CMR 3.02(3)(b)6.d. - If an irrigation system is proposed, the Submission shall include an irrigation plan showing the complete layout and of all components, complete schematic diagrams of all systems, a functional and sequential description of all systems, and irrigation details for installation of all components, including but not limited to piping, valves, valve boxes, sprinkler heads, backflow preventers, automatic control systems, pumps, meters, associated cabinets, and all appurtenances as needed. Plans shall include connections to water system and connections to electrical systems.**

This waiver permits the Applicant to submit the irrigation system design and details following the Site Plan approval and prior to the application for a building permit.

**974 CMR 3.04(3)(a)1.a. - In all districts, except where buildings are set back 150 feet or more in the Rail, Industrial, and Trade Related District (see below), principal parking lots shall be located to the rear and sides of the buildings with only visitor, handicapped, and preferential parking situated within the front setback. Preferential parking includes spaces for carpools, vanpools, and other ridesharing vehicles. ~~Parking allowed in the front of the building shall be limited to 10% of the total parking spaces to be built. The principal parking serving the site shall not intrude frontward of the building facade (including major architectural appurtenances).~~**

This waiver permits the Applicant to locate 30% of the proposed parking within the front yard (defined as the area between the proposed sound stage building and Hospital Road). The intent of the regulation is satisfied through the fact that these parking spaces are set back at least 150 feet from Hospital Road with mature trees remaining in more than half that area. Additionally, due to existing site topography, the parking area will be over 25 feet higher than the road and further screened with proposed evergreens and fencing along the edge of pavement.

**974 CMR 3.06(3)(a) - There shall be no Site Disturbance in SRAs and the Fifteen Foot No Disturbance Area around them, except that the following are permitted...**

This waiver permits the Applicant to intrude into the 15ft No Disturbance Area behind the proposed mill building along the westerly property line by 5,883 square feet (+/-) in four small areas. The area in question will support regrading to bring the area of the mill down from elevation 330-336 to elevation 321. The cut will leave a slope in the opposite direction from the main protected slope within the SRA. Slope stability is

protected as evidenced by the geotechnical report from Geotechnical Consultants, Inc. included in the Application and as per the DEC Geotechnical consultant review.

**974 CMR 3.04(8)(h)2. - The applicant shall provide shade trees around the perimeter of all parking areas at a minimum ratio of one (1) tree per 25 lineal feet of parking lot perimeter. In portions of parking areas where screens are required, the applicant shall provide shade trees along the perimeter at a minimum ratio of one (1) tree per 50 lineal feet of parking lot perimeter in addition to the required screen. Trees shall appear informally arranged, rather than set in straight evenly spaced rows, unless existing trees, or major site elements suggest a formal arrangement. Informally arranged trees may be clustered or grouped, if desired, as long as clusters/groups are not more than 75 feet apart.**

This waiver permits the Applicant to install fewer shade tree plantings around the entire perimeter of the property due to the extent of mature vegetation surrounding being preserved, coupled with the proposed perimeter screening plantings which would negatively compete with additional shade trees along the perimeter of the parking areas.

**974 CMR 3.04(3)(b) - Viewshed Overlay District. Parking lots in the Viewshed Overlay District shall be located on the far side of the building from the viewshed sensitive receptor and/or along the sides of the building (see 974 CMR 3.06(3) Figure C). Parking lots shall not be located between the building and the viewshed sensitive receptor except for a maximum of 10% of the total parking spaces constructed which may be located between the principle building and the street that provides the frontage.**

This waiver permits the Applicant to locate a portion of the proposed parking lot between the Viewshed and the existing building since the analysis of the lines of sight from the sensitive receptors to the site demonstrates that none of the proposed development will be visible from the viewshed sensitive receptors.

**974 CMR 3.04(8)(m)2.d. - Water Systems Management: Water source, system description, spring start-up, fall close-out, system testing schedule, repair/replacement plan. The applicant may install a permanent water supply system consisting of a sprinkler system and/or hose bibs placed at appropriate locations and intervals. ~~Whenever possible, irrigation water shall be derived from sources other than the Devens water system, including "gray water," re-used water, detained treated stormwater, roof drainage, or water from on-site wells. "Gray water" is water from sinks, showers, dishwashers, and washing machines. On-site cisterns may be installed to store water for irrigation.~~**

This waiver permits the Applicant to submit the irrigation system design and details following Site Plan approval and prior to the application for a building permit. The proposed plan (underground storage tanks proposed to collect stormwater runoff to supplement the irrigation system) complies with the remainder of the requirements in this section, therefore the waiver request does **not** include this portion of 974 CMR 3.04(8)(m)2.d..

The DEC voted to approve all seven waivers requested.

## 7. Findings

The DEC made the following findings:

1. The proposed movie studio is an allowed use within the Innovation and Technology Business District.
2. The proposed parking ratio of 2.84 spaces per 1000 square feet of building area is sufficient to meet the anticipated demands of the proposed project with conditions of approval.
3. The proposed lot size and frontage are in accordance with the minimum requirements for development in the Innovation and Technology Business District in which it is located.
4. Regarding the approval criteria listed in 974 CMR 3.03(2):
  - (a) The Site Plan, with conditions and waivers, complies with 974 CMR 3.00 and with the applicable provisions of the By-Laws.
  - (b) The development lies on a lot that will be recorded at the Registry of Deeds;
  - (c) The application is Complete.
  - (d) All drives, parking lots, loading areas, paths, sidewalks, and streets are designed to provide for safe vehicular and pedestrian travel.
  - (e) Access and site circulation will enable prompt fire, police, and emergency response.
  - (f) Adequate capture, treatment, infiltration and discharge of stormwater and surface water runoff and compliance with applicable portions of the "Devens Stormwater Pollution Prevention Plan", will be achieved with conditions of approval.
  - (g) Connections with utility, power and communication systems available in the abutting infrastructure have been shown and approved by the Mass Development Managers of Engineering and Utilities.
  - (h) Facilities required under the Water Resources Protection Bylaw and the related Design Standards have been included on the plans.
  - (i) The plans demonstrate compliance with Landscaping Design Standards for plant materials, planting strips, screening, and preservation of existing specimen trees and wooded areas with the waivers granted and proposed conditions of approval.
  - (j) A Wetlands Order of Conditions is not required for this site.
  - (k) Industrial Performance Standards will be adhered to as per the final plans and the conditions of approval.
  - (l) Sufficient parking for current needs has been provided.
  - (m) Traffic control measures have been included on the plans and as a condition of approval.
  - (n) The proposed development is required to participate in the Devens traffic management association.

- (o) Adequate water supply exists in terms of quantity, quality, and water pressure for domestic needs and fire protection.
- (p) Connection to sanitary sewers is available and will be authorized by Devens Utilities.
- (q) Building designs will meet the minimum standards as established by Mass Development for the district in which the lots are located as per conditions of approval.

**8. Conditions:**

The DEC voted to impose the following conditions:

***Standard Conditions:***

1. Wherever "Applicant" is referenced in the Conditions set forth herein, it refers to the Applicant, its successors and assigns. Wherever "DEC" is referenced, it shall refer to the Devens Enterprise Commission, its successors and assigns.
2. Jackson Gate from Route Two shall be the primary means of truck access to and from the site on a permanent basis, with other gates to be used only in emergency situations or during protracted construction when the Jackson gate is unavailable. The Applicant shall post signs that all trucks must enter and exit Devens via the Jackson Gate at Route 2 on the exit gate of the facility.
3. The Applicant shall take appropriate measures to encourage all automobile traffic associated with this project to use Jackson Gate to the maximum degree feasible. In addition, the Applicant and its lessees shall participate in the Devens Transportation Management Initiative. When transportation/ trip reduction/ public transit options become available in the future, the applicant shall be obligated to advise the building occupants to make their employees aware of such transportation alternatives and help to facilitate connections to these programs for those who are interested.
4. In accordance with the Devens By-Laws, Article III, Section K 1. a., no soil, loam, sand, gravel, or other earth materials shall be permanently removed from any lot within Devens, except in accordance with the Devens Soil Management Policy and approval from the DEC.
5. Prior to commencing any intrusive earth work within Devens (due diligence, construction of otherwise) all personnel to be on site shall view an Unexploded Ordinance/Munitions of Explosive Concern (UXO/MEC) video briefing provided by the Devens Fire Department.
6. The waivers granted shall be listed on the plans.
7. Once the appeal period has expired, the Applicant shall submit final approved plans to the DEC for endorsement. The Applicant shall file the endorsed plans with the Registry of Deeds and proof of recordation shall be submitted to the DEC prior to the issuance of a building permit.
8. All applicable federal, state, and local permits necessary for the construction and operation of the facility must be obtained prior to the issuance of a Certificate of

Occupancy. Copies of permits issued by those other than the DEC must be filed with the DEC.

9. All required erosion controls shall be in place prior to the commencement of construction. Contact DEC Staff for inspection. The best management and maintenance practices for the Site as articulated in the Applicant's Erosion and Sediment Control Plan and Notes and Stormwater Pollution Prevention Plan (SWPPP), shall be strictly adhered to, now and in the future. Tree protection fences shall also be installed and maintained in areas where construction is being conducted. Any existing trees marked for preservation that are damaged, killed or removed shall be replaced in accordance with 974 CMR 3.04(8)(d)8. Additional controls shall be implemented at the discretion of the DEC or its Staff.
10. The Applicant shall notify the DEC in writing seven or more days prior to the completion of the following construction milestones:
  - completion of the site grading and site work
  - complete installation of site stormwater management facilities and other subsurface utilities
  - Installation of trees and other major landscaping features.
  - completion of all site improvements as shown on the approved site planThe LUA shall schedule a site inspection by the DEC's consultants or allow the submission of a red-lined print stamped by a RLS or PE, as appropriate.
11. The Applicant shall provide As-Built Plans and accompanying information for all site improvements in accordance with the DEC As Built Policy, prior to issuance of a final Certificate of Occupancy.
12. There is no approval of signs implicitly or explicitly granted in this Unified Permit and any erection of signs of any type will require subsequent approval. Signs shall be designed and erected in accordance with the Sign Regulations 974 CMR 6.00 and shall be located below new or existing tree canopies.
13. Outdoor Storage is only permitted in areas designated on the approved plans. No open or exterior storage is permitted in undesignated locations.
14. The Applicant shall file annual reports to the DEC in October of each year indicating how they are maintaining their on-site stormwater management facilities. This is an on-going condition once construction is completed.

***Special Conditions:***

15. If operating conditions show that there is insufficient parking on a repetitive basis, as exemplified by parking outside of paved areas and designated parking spaces; the DEC shall require the Applicant to arrange for additional spaces to be provided. Utilization of existing satellite parking locations with shuttle service and/or shared parking agreements are encouraged. Any additional proposed on-site or off-site parking may require the submission of a new application for site plan approval pursuant to 974 CMR 3.02(1)(c).
16. Should actual traffic conditions appear to be impacting traffic after start of operations, the DEC may require the Applicant to monitor to confirm traffic peaks and times of peaks.

17. All uses/tenants proposed for these buildings shall be in accordance with permitted uses as listed in the Innovation and Technology Business District. No outdoor cinematic and television productions and filming, or temporary festive outdoor events are permitted on-site or off-site within Devens without an event permit from the DEC.
18. No artistic productions shall be produced which motion picture industry standards would consider pornographic.
19. Storage of hazardous materials, including but not limited to explosives, flammables and combustibles is prohibited unless prior approval is granted by the Devens Fire Department and the DEC.
20. The Applicant shall develop, in consultation with the Devens Public Safety Officer, an operations and management guide for adherence by all productions.
21. Outdoor illumination, lighting practices, and systems shall comply with 974 CMR 4.04 and reduce light pollution, minimize off-site glare and conserve energy while maintaining reasonable nighttime safety and security. Rooftops shall not be illuminated. Cut sheets for light fixtures shall be submitted prior to issuance of a building permit.
22. A night-time (between 11 p.m. and 7 a.m.) program of reduced illumination (often for periods when the sound stages are not in use) must be submitted to the DEC before plans are endorsed. This program will designate which lights may remain on overnight to ensure safety within loading areas/open areas of the site.
23. Prior to issuance of a certificate of occupancy, the Applicant shall complete Noise Study, including a noise evaluation protocol and sound modeling demonstration as outlined in the memo from Noise Control Engineering, dated December 8, 2011. Such study shall also include, but not be limited to the maximum noise generated from the mill building and sound studios. The proposed protocol shall be revised to include items 1-7 as listed in the memo from Tech Environmental, dated December 14, 2011. Prior to the issuance of a final certificate of occupancy, the Applicant shall undertake the necessary measures to confirm the noise modeling assumptions and ensure the facility complies with 974 CMR 4.05 under worst case scenario conditions.
24. Certain restrictions as a result of the Institutional Controls (i.e. measures that ensure potentially contaminated lands are not disturbed) on the lot are imposed. The Applicant shall hire an LSP and prepare a soil management plan. Appropriate notes shall be placed on the site plan and the Level One lotting plan.
25. Placement of material in the proposed soil deposition area under the proposed sound stage and production support building shall be fully supervised by the project geotechnical engineer and the project LSP.
26. The Applicant shall have the existing soil to be used for topsoil tested for both mechanical sieve and chemical analyses by an independent testing laboratory. The sieve analysis shall be based on the USDA Classification System. The chemical analysis shall be according to the standards of the Association of Official Analytical Chemists. The testing results shall include recommendations from the testing agency on what amendments, if any, may be needed for the soil to support the proposed plant material in a healthy and vigorous condition and whether the soil can support lawn or woody plants.

Soil amendments shall be specified from samples taken directly from the stockpiles to be utilized at the time of construction and shall include, but not be limited to those recommended by BSC Group in their letter dated December 13, 2011.

27. All proposed landscaping shall be maintained in good condition in accordance with the approved landscape plan and 974 CMR 3.04(8)(m). In accordance with 974 CMR 3.06 and 974 CMR 3.04(8), the applicant is required to develop a vegetation management plan for perimeter screening vegetation, including, but not limited to a letter confirming a one-year guarantee of all approved landscaping once installed. The Applicant shall preserve and maintain in perpetuity the perimeter landscape buffer. Any dead or damaged landscaping must be replaced promptly.
28. Irrigation system plans and details shall be submitted to the DEC Land Use Administrator for approval prior to the issuance of a building permit.
29. Prior to endorsement by the DEC, final plans shall be revised to include the following:
  - Proposed limit of clearing shall correspond with the proposed limit of work (eliminate second proposed tree line);
  - The detail for the durable level spreader;
  - Revised locus plan on cover sheet (remove BSC District and replace with VGI District;
  - Add FIRM panel number to cover sheet;
  - Designated carpool parking spaces as part of TMA.
  - Paved walkway connection (min. 4' wide) along entry drive to Hospital Road
  - Electric vehicle charging stations for golf carts and other electric vehicles.
30. As this site is located within the viewshed, all building finishes, mechanical enclosures, window frames or treatments, doors, roofing materials or building trim s shall not have any reflective metal flashing. All metal surfaces shall be finished with a dark, non-reflective finish.
31. Prior to issuance of a building permit, the Applicant shall submit a design review approval letter from Mass Development for the project. The Project shall remain in compliance with the Jackson Technology Park Design Guidelines as amended (the "Design Guidelines").
32. The Applicant shall pay all outstanding DEC peer review fees associated with this project prior to issuance of a building permit.

9. **Decision:**

The DEC voted January 5, 2012, after the Public Hearing was closed, to grant waivers requested, to issue findings, including that the application complied with Approval Criteria in 974 CMR 3.03(2), to impose Conditions, and to approve the site development plan for the New England Studios at Devens, 122 Hospital Road, Devens, MA (18-21-800).

10. **Building Permit**

The Building Commissioner, along with the Electrical and Plumbing Inspectors, must review architectural/structural drawings and specifications and approve them in writing, prior to issuance of a building permit. All requirements in the Massachusetts Building Code, the Massachusetts Sanitary Code, and those of the Devens Fire Chief must be met. When this

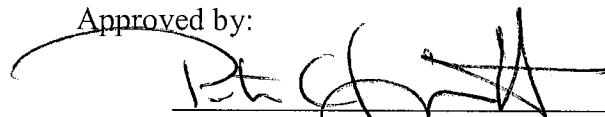
approval is obtained, the building permit may then be integrated with this Site Plan Record of Decision and together they will constitute the Unified Permit for New England Studios at Devens, which will, in turn, allow construction to commence.

**11. Permit Duration**

In accordance with 974 CMR 1.10, unified permits shall remain in effect so long as the approved activities are commenced within six months of the date of the DEC or the LUA produces a written decision and completed within two years. It is further noted that a thirty-day "reconsideration period" during which an applicant, a Town, or an aggrieved person may request the DEC reconsider its action (By-Laws, Article IV, Sections C through F). Work performed during this period, which begins on January 6, 2012 and terminates February 6, 2012, is "at risk". Final plans must be submitted for endorsement by the Commission by July 6, 2012.

Date: 1-5-2012

Approved by:




Peter C. Lowitt, AICP, Director  
Devens Enterprise Commission

**Certification**

*Middlesex, SS*

I certify the above is a true action and record of the Devens Enterprise Commission and that Peter C. Lowitt, Devens Land Use Administrator/Director, is empowered by the Devens Enterprise Commission to sign this Record of Decision on its behalf.

1-5-2012  
Date

  
Kathryn Clisham, Notary  
My Commission expires 3/16/2018

