

**Joint Meeting  
Planning Board and City Council  
December 6, 2016**

The meeting was called to order at 7:00 PM.

**1. Roll Call**

In attendance for the Planning Board: James Brugger, Joe Lamb, Jim McCarthy, Leah McGavern, Andrew Shapiro, Bonnie Sontag, Mary Jo Verde, and Don Walters.

In attendance for the City Council: Ed Cameron, Barry Connell, Robert Cronin (recused at 7:04 PM), Joseph Devlin, Gregory Earls, Jared Eigerman, Larry Guinta, Thomas O'Brien, Charles Tontar, Bruce Vogel, and Sharif Zeid.

Also in attendance: Donna Holaday, Mayor, Andrew Port, Director of Planning and Development, and Richard Jones, City Clerk

In attendance for NED: Attorneys John Twohig and Tim Sullivan, Goulston Storrs; Scott Kelley Vice President, and Michael Duffy, New England Development Boston office (NED); and John Perry, landscape architect, and Ricardo Dumont, partner/master planner, Dumont Janks.

**2. Planning Board and the City Council Public Meeting  
Hearing**

*a) New England Development (NED)  
Presentation of Development Plans for  
Waterfront West Overlay District (WWOD) area*

Mayor Holaday said the City Council and Planning Board would hear and respond to the NED proposal tonight. Public comment would occur when the public hearings were scheduled.

Attorney John Twohig, partner, Goulston Storrs, 400 Atlantic Avenue, Boston, said Waterfront West comprised the waterfront area from Michael's Harborside to the Black Cow. Development plans had been waylaid by both the Great Recession and the complex regulatory framework for the site. The primary concern during that time was what uses would enliven the waterfront. The proposal for mixed-use encompassed variations of residential, a hotel, commercial, and retail combined to look and feel like part of Newburyport. Tonight's presentation included the zoning approach and the architectural context.

Scott Kelly, NED, 75 Park Plaza, Boston, said their partners and consultants had investigated tax benefits, revenue, geotechnical aspects, utilities, school impact, environmental and flood plain impact, and job creation potential. NED sold their retail portfolio from 1999-2000 and began development of more nuanced and complex mixed-use projects that created a sense of place. Two successful projects were The Pinehills, a community of all types of housing and incidental support that created a town, and Nantucket, a sensitive development that included a hotel, offices, marinas, and residential. Both projects were of the highest caliber with generational place making that developed over time. NED Newburyport holdings were extensive and their

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philanthropy included the YWCA and Anna Jaques Hospital, among others. They were in dialogue with an existing tenant who would be impacted by the development. The history of development of the five-acre site included a shoe factory, a baking company, coal, lumber, marine uses, and automotive housed in pier-like buildings. The Great Fire cleared the site in 1934. Today, the site was mostly maritime and industrial.

Connectivity, one of four key development attributes, would be anchored by a waterfront walkway all the way through the site to Route 1 and connected to the Rail Trail. Proposed were traditional, pier-like buildings with small lanes and streets between them for pedestrian and vehicular access, similar to what once took goods from piers to the City. NED believed connectivity to mixed-use buildings would create a vital waterfront. An 80-85-room hotel would be on Merrimack Street. The noses of the pier-like buildings included both retail and ocean front cottages connected to the hotel. Upper story uses would be mixed residential types to meet the needs of the City. On-site parking was within buildings. A vital attribute was phasing the project over time. Phase 1, off the wharf near the Black Cow, included 25 homes, 21 flats or lofts, and five townhouses, mixed-use retail at the building's nose, an interim boardwalk all along the water, and rear access parking on the ground floor. Sketches were shown of Phase 1 and the full build out as described, with a series of 200-foot long by 50-60 foot wide buildings. Phased over 10-12 years to meet market demand would be 145 homes, 120 hotel rooms, the majority on Merrimack Street plus another 40 or so ocean front cottages, meeting spaces throughout the buildings and hotel, 137 or so marina slips and 6,500 square feet of small retail and café space. Sustainability and sea level rise best practices would be implemented. Each building's first floor occupancy was limited to retail, whereas today's on site stormwater accommodation were nonexistent.

The fulcrum of the project would be a harbor front walkway complete with rows of shade trees and a retail plaza with public waterfront seating, restrooms, shaded seating, lighting, and parking. Parking for a projected 285 cars would be 75% in buildings for residents and hotel owners, another percentage parallel parked on the lanes, with minimal parking at the waterfront. Projections were based on one car per residence, .5 cars for per hotel room and marina slip, and two spaces per 1,000 feet of retail space of which 283 spaces would be provided onsite by NED. The phased approach provided an opportunity observe parking usage and make adjustments for future phases. An interim pedestrian bikeway/walkway connection to the waterfront would be completed in December 2017. All historic rights of ways to the waterfront would continue for access to parking, buildings, and provide emergency access to the waterfront.

Attorney Twohig presented community benefits and zoning. Community benefits would be both financial and the on-going cooperation with the City concerning strategic issues and the master site plan. A full build-out was projected to bring \$2.2 million in City revenue compared to the \$75,000 in current revenue from the site. Projected were \$1.3-1.5 million in building fees, 300 construction jobs and 100 permanent jobs. Affordable housing represented 12% of the overall project. The harbormaster facility and intermodal facility on NED property contributed to making the downtown part of the site. Zoning and the master development plan worked together to create a welcoming waterfront with benches, trash receptacles, and restrooms that respected the water dependent uses of today, continued the maritime heritage and pedestrian character, and offered more universal access to Merrimack River vistas. The project aimed to extend the scale

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and character of the downtown to the waterfront like it was always there. It would become a 24/7 community that supported existing merchants.

The typical zoning approach approved text without details and did not always result in what was expected. A different approach was to create a zoning overlay district, then create the text as a master development plan that, if approved, became part of the zoning for uses, parking, height, and layout and offered certainty about what the project would look like for City Council, boards, commissions, City departments, the public, and lenders. NED would start small because it was not possible to initiate infrastructure and place making for the whole site at one time. Phase 1 would have one building of 20 or so units to determine interest in town homes and condos. The approach required a zoning amendment. A master site plan would be finalized with City Council and the Planning Board to shape the zoning. The public would be assured that their issues, covered in the plan, matched the zoning for the development.

Ricardo Dumont, partner, Dumont Janks, 120 Kingston Street, Boston, said the architectural qualities of density, height, and character were inspired by both history and current site characteristics. Pictures of Inn Street were shown to demonstrate the scale of the lanes at 40 feet wide. Retail spaces and plazas within the five-acre perimeter were influenced by Market Square. The overall density of 294,000 square feet of buildings was similar to an historic New England village to make the site feel like downtown Newburyport. Schematics were shown of the buildings surrounding Brown Square to demonstrate building height. City Hall was 67-71 feet high. The average height of Merrimack Streets buildings was 40-45 feet. Horton's Yard and 44 Merrimack Street were roughly 50 feet high. The site grade dropped 14 feet from the immediate neighborhoods to Merrimack Street. A schematic of the proposed four-story, 55-foot high buildings were shown. One side of buildings was for hotel cottages. The visual connectivity of the finger-like buildings preserved views down the lanes. Cafes and shops would keep the waterfront active and vital. The material palette was 70% brick to match the downtown. A unique feature in downtown Newburyport was differently shaped building noses. Proposed building noses would be playful like the Firehouse Center's rear addition facing the waterfront. Wood trim would be painted white and other colors, as shown. He showed images of the pier in front of the Black Cow with the end of Market Street coming into site and an overall view of the composition of Phase 1 in the context of the City. There would be soft grass and pavement, trees and seating, hardscape for bicycles from west to east, short term parking for marina access, and buildings raised about four feet to accommodate sea level rise looking 50 years out, flats and lofts above for year-round living, a three-four story hotel, and a new street down to the waterfront along side the hotel.

Director Port said he had been in a series of meetings with NED over the years. The concept and overall scope of residential development and a hotel was needed in Newburyport, in part to help businesses that opened and closed due to seasonality. The focus on activating Merrimack Street and the businesses around Market Square, rather than pulling people away from that area, complimented and supported the downtown. There was no public access route through Waterfront West now. The harbor walk would be a public amenity that connected to the Rail Trail and Clipper City Trail. The concept also supported the intermodal garage and hotel. Hotel rooms and meeting spaces fostered year-round gatherings and business uses. Architecturally, the project matched downtown Newburyport. Next steps for the project were to amend the existing

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zoning code for the scope of the development. The past overlay district was based on what was feasible at the time. Market conditions prevented developing the entire site all at once. A master development plan would specify locations and building details for the entire site all at one time. A master site plan benefited the City by allowing everyone to anticipate what was to come in the future, rather than planning the development one parcel at a time. Adjustments, based on public comment in hearings, would be made prior to adoption of the zoning change. The project would be coordinated with other City departments. When public hearings concluded, the board would make a formal proposal to the City Council. The Planning and Development Subcommittee would do the same. The City Council would vote. If approved, the Planning Board, with input from the public and other City agencies and departments, would oversee the master site plan implementation. Tonight's informal presentation was to identify questions and concerns that should be addressed before moving forward.

City Council President O'Brien said the hotel was seven or eight years out in Phase 6 or 7. The Council wanted the hotel in Phase 2. He questioned the .5 parking spaces per hotel room. Mr. Kelley said those could both be subjects for further conversation, based on market demand, but the plans were based on NED experience. President O'Brien was also concerned about on street parking. Mr. Kelley said one benefit of a phased delivery was to determine how parking was working. There could be a reduced sense of need. Councilor Cameron said concerns about parking could be addressed by Uber and newer transportation schemes. How many boats were stored on the site now and where would the boats go? Mr. Kelley said NED planned to continue storing boats on the site, absorbed variously as development was phased. Capacity could be added at the boat basin and by purchasing other land, if needed. Councilor Zeid asked about the timeline for the first building? Would NED come before the City for passage of zoning in Q1 and passage in Q4? Mr. Kelley said the public process could take six to nine months. The zoning could pass in the winter, and Phase 1 completed in 2018. Councilor Zeid asked, given the approach to zoning, what NED's commitment to future development was if in 8-10 years the plan was not what the market demanded? Mr. Kelley said the early-phased public amenities and walkway created the formal public space right away. Public benefits and infrastructure would always be kept ahead of the project. Chapter 91 permits in each phase would ensure their completion. The hotel would be parallel to Merrimac Street instead of perpendicular in order to fill a gap in a refined fashion. The deep site could handle the building orientation. The focus was saving the Market Street view. Councilor Tontar said the uncertainty of market demand conflicted with the certainty of a master development plan. What if market demand was not there? Attorney Twohig said there was a strenuous mechanism built into the zoning that enabled going back to the board for needed changes.

Mr. Dumont said the formation of buildings and small lanes was the best long-term development plan for the City. A primarily residential use of the buildings supported the downtown and provided new types of living spaces for residents. Mr. Perry said there were maximum use parameters on residential and hotel rooms. There may be a need to return to the board. Councilor Guinta asked how many square feet of retail were in the full build out? Mr. Dumont said 6,500-7,500 square feet, designed to allow the neighborhood to thrive without competing with downtown. He did not think that would change. The NED hotel-retail balance was tricky, in the effort to satisfy and have authenticity. The 85-room hotel on the waterfront had detached conventional mini-suites associated with the hotel that were positioned for boaters. It was a

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unique product in the market that provided vitality to the area. Councilor Guinta asked about lighting, which was not shown. Mr. Dumont said the outdoor composition would be asphalt or loose stone for parking, cobbled ways for public sidewalks, in the ambiance of Newburyport, with trees and lighting. Councilor Guinta asked if historic ways to the water were all accounted for? Mr. Dumont said yes, there were three. Councilor Devlin said the City was sacrificing a lot of leverage up front by changing the zoning when it could be 12 years before the City got a hotel. The standard method was to work with the established zoning. He was concerned with the false idea that the early phases would drive business downtown. It was the hotel that would drive the business downtown. Would the DPS or the development's property management be responsible for the trash receptacles services? Were the satellite hotel cottages similar to those in Boston? Mr. Kelley said yes, in the same spirit. As part of the Chapter 91 license, the state wanted a common area that NED maintained as part of their licensure with the state. Councilor Devlin asked why the walkway went back in around green space and cut across a parking lot instead of in front of Michael's along the water? Mr. Dumont said the regulatory environment would not allow NED to cast shadows on the water in that location. Michael's had an existing relationship to the salt marshes and NED could not build a walkway there. A great deal of process and review would precede completion of the master development plan, including various studies and a development agreement with the City. The City's authority would not be given up; rather the end result would be what the City expected it to be into the future. Under the current mixed-use zoning, there were funky dimensional requirements and other unworkable aspects that prevented a project like this. Councilor Eigerman said the City was accustomed to a process like Pier 4 in Boston. Councilors were concerned with being involved up front and making the calls on the plan. Could the council be front-loaded instead of the plan coming to the Council last? Director Port said the benefit of 40R zoning was to specify design criteria upfront. This process did the same by front-loading information in a master development plan regarding things such as the traffic impact for all phases and at full build out.

Chairman McCarthy and board members asked for the square foot comparison with Market Square and all floor plans proposed. The four-five story buildings proposed as compared to Market Square's three story buildings did not seem comparable in density. Mr. Kelley said Market Square was 224,000 square feet. Proposed was 290,000 square feet. The site dropped 14 feet and buildings were lower even with four-to-five stories. Board members asked about giving more consideration to site circulation to address the congestion the downtown experienced today. Mr. Kelley said east to west circulation was addressed within the proposed site layout. Members said the board was responsible for considering the interest and needs of the City and abutters. They supported a master development plan and overlay district. What role did NED see for the board once building began? Mr. Kelley said the zoning text would be brought before the board with reports and materials for the project. In Phase 1, NED would ask for a performance determination against the master site plan in order to go forward. In subsequent phases, NED would come back to the board with detailed plans on traffic, utilities, and the like, for another project development review, equally robust for conformance with the master development plan. Where the project did not conform, NED had to come back again to satisfy the board. NED took the risk that a future board could say the project did not conform. Members asked if it was an issue of by right development? Mr. Perry said it was, but the project must comply even though it was not a special permit and not subject to appeal. Director Port said the concerns should be about creating standards. As with the 40R, the performance review was similar to the 1 Boston

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Way project where the board must ensure criteria was met for the master development plan and the zoning. Members asked about the size of residential spaces? Mr. Kelley said there was a mixture of 600 square foot studios, 800 square foot one-bedrooms, 1,100 square foot two-bedrooms, three-bedrooms just less than 2,000 square feet, and 2,300 square foot town houses. Chairman McCarthy said he was interested in pedestrian- and cyclist-only spaces with no cars. Members asked if there would be a perpetual construction site with the phased approach? Mr. Perry said NED shared that concern. Phases would be delivered in their entirety, in a fully improved space, and there would be fencing. Mr. Dumont said it took time to fill out any great American city. Despite the 12-year estimate, NED could build two or three buildings at a time if the market was strong, which was a possibility. The first building would be the test. Members asked about the use of granite to tie-in with the Customs House? Mr. Dumont said there would be granite sills and headers in the buildings and granite cobble surfaces. The granite composition could increase at the ground floor level and used more in later buildings. Members asked if any scenarios were examined where cars were not parked in the buildings to reduce building height? Mr. Kelley said yes, but the site was subject to the floodplain and he wanted to avoid stilted buildings. Mr. Dumont said the requirement was no habitable ground level space.

Mayor Holaday closed this portion of the meeting.

***b) Draft Master Plan Presentation***

Kate Newhall Smith, City Planner, said the master planning process, which began 10 years ago had a dedicated project website. The plan contained three main sections, 10 topic-based chapters, plan implementation, and monitoring. The matrix, organized by key issues, represented a 10-year vision. The board was charged with monitoring implementation of the plan and presenting the status to the mayor. There were hundreds of actions found in the Working Plan. The guiding principal of sustainability, which applied to all facets of the plan, was represented by environmental, social, economic, and fiscal sustainability categories. The key issues were: 1) preserving a sense of place through an open waterfront, preservation of historic character and structures through zoning overlays now, but doing more, planning for resiliency through conserving energy, and improving infrastructure; 2) ensuring economic stability by expanding the local economy by retaining and attracting local business, investing in infrastructure and commercial districts, maintaining a skilled workforce, and ensuring affordable and workforce housing; 3) providing a healthy and connected community that through safe, walkable, and bikeable ways, protecting natural lands and wildlife, and providing quality educational and recreational opportunities for all ages; and 4) continuing to build on the City's strengths by protecting the City's character, supporting the economic base, making housing available and affordable, providing trails and sidewalks, enhancing open space and recreational areas, marketing downtown as a cultural destination, and providing superior public education.

Director Port presented plan highlights for land use, future development, and economic development. The hotel would be in a good location for all its needs; the original location would have congested Market Square. Expansion would occur in the business and industrial park by reducing parking requirements to create more buildable land and increasing square footage by creating more building height for offices. A series of focused, phased changes were akin to a marketing plan for the City, the downtown, and the business park, such as making Storey

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Avenue more walkable with village-styled and less auto-centric uses, similar to the delayed 40R project that had been approved to make the landscape around train station more walkable. 40R growth was compact, energy efficient, and provided more residential areas located near mass transit to reduce development pressure on the rest of the City. Storey Avenue could be compact like Market Square over time. The City's character would be preserved better by ensuring appropriate infill. The plan re-imagined what an infill project should look like, identifying key things to be prevented, such as ways buildings were connected. Adopting architectural design standards would be especially helpful for Storey Avenue, as in the example of the new CVS building being much closer to the street instead of a parking lot facing the intersection, and the new Institution for Savings building. There were a few areas of open space left to preserve, such as around the Turkey Hill and Crow Lane areas. The Oleo Woods project was successful in preserving open space. Similar projects would help the City preserve some farmland for the long term. Future growth on Plum Island should be limited because the hazard and storm prone area would face sea level-rise issues over time. DEP standards should be agreed upon in order to address climate change fluctuations. The City was concerned for its infrastructure investments. The sewage treatment plant, also in a low-lying area, would need protection. Development in low-lying areas would be reduced. The entire document was posted online and hard copies were available in the office for the public to understand where the City was headed in 10 years. Feedback on the Master Plan was welcomed.

Chairman McCarthy thanked the participants and Kate Newhall Smith for their hard work. The policy-level document had guided him in the Hillside project that met several Master Plan goals. He especially liked the housing component of the plan. Members asked about the role of the board in monitoring compliance and reporting on progress? Director Port said an appendix called the Working Plan outlined the details for working with the Office of Planning & Development on what was and was not accomplished. Together, they would use the Working Plan as the basis for checking off accomplishments each year. The expectation was for the board to provide yearly updates and the Planning Office to summarize the updates in a report for the City. Ms. Newhall Smith said the board, the City Council, and the state would vote to adopt the plan. Chairman McCarthy and members said they had not looked at the Working Plan yet. Director Port said the vast majority of responsibility for making sure things were implemented fell on the Planning Office, but the board would perform a yearly review of projects. Chairman McCarthy said he would work with Director Port on the 2016 report. Members asked whether the board would normally review each project as it came in with a checklist? Director Port said that consistency with the Master Plan and consistency with zoning criteria were already reviewed that way. He recommended that the board to vote to adopt the Master Plan in January/February 2017.

Public comment open.

David Chatfield, 67 Federal Street, asked if there was a way to connect action items to the individuals responsible? Director Port said action items were department level responsibilities. The Planning Office would monitor how City departments were doing. Ms. Newhall-Smith said there were well-rounded subcommittees who wrote the action items. A full list of participants was in the back of the Master Plan.

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David Powell, 3 Salem Street, said the Working Plan was 60-pages. He could suggest ways to present it differently so that responsibilities for action items were not easy to dodge. Director Port said action items by department could be developed.

Mary Krajci, 332 High Street, requested that accomplished actions summarized by department be shared with the public.

David Strand, 9 Blue Hill Avenue, a Steering Committee member, wanted to ensure action items were implemented. Who managed the process? Director Port said the City collectively, formally owned it. Policy-level responsibility was with the mayor, City Council, the board, and the office of Planning & Development. Would the board would ask for an update on the Master Plan and assess how the City was performing every year? Chairman McCarthy said progress could occur in fits and starts, such as the start and stop Smart Growth District process.

Public comment closed.

Chairman McCarthy said the action list was the meat of the Working Plan. Could the Master Plan be augmented such that each City department and board reports on progress toward the Master Plan within 30 days of the close of the year? Director Port agreed that all City departments and boards could use the Working Plan as an annual checklist. Chairman McCarthy acknowledged it was not the habit of City boards and departments to measure their work against the Master Plan; changing that would be significant progress. Members observed that water quality, in light of the Evergreen project, was not emphasized in the Master Plan. Director Port and Ms. Newhall-Smith would make that change. Director Port said the analysis of locations from which the City could draw new water was not hopeful. There had not been any efforts to preserve land around a well. Members mentioned there was also no effort to reduce pesticide use around the Artichoke Reservoir. Director Port would review that issue again with the Water Department.

Leah McGavern made a motion to continue the Master Plan Hearing to January 4<sup>th</sup>. James Brugger seconded the motion and all members voted in favor.

**Motions Approved.**

*During the course of discussion and consideration of this application, plan(s), supporting material(s), department head comments, peer review report(s), planning department comments and other related documents, all as filed with the planning department as part of this application and all of which are available in the planning department, were considered.*

**3. General Business**

- a) The minutes of 11/16/16 were approved. Bonnie Sontag made a motion to approve the minutes. Mary Jo Verde seconded the motion and all members voted in favor. Don Walters and Andrew Shapiro abstained.



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**Motion Approved.**

*During the course of discussion and consideration of this application, plan(s), supporting material(s), department head comments, peer review report(s), planning department comments and other related documents, all as filed with the planning department as part of this application and all of which are available in the planning department, were considered.*

**4. Adjournment**

James Brugger made a motion to adjourn. Leah McGavern seconded the motion and all members voted in favor.

The meeting adjourned at 10:03 PM.

Respectfully submitted -- Linda Guthrie