

BOARD OF SELECTMEN

November 27, 2012

Powers Hall

Agenda

	6:45	<p>Informal Meeting with Citizens</p> <p><i>One or more members of the Board of Selectmen will be available between 6:45 and 7:00 p.m. for informal discussion with citizens. While not required, citizens are encouraged to call the Selectmen's Office at (781) 455-7500 extension 204 in advance to arrange for an appointment. This enables the Board to better assure opportunities for participation and respond to citizen concerns.</i></p>
1.	7:00	Public Information Session on Tax Increment Financing (TIF)
2.	7:45	<p>Town Manager</p> <ul style="list-style-type: none"> • Community Preservation Projects • Preliminary Discussion FY2014 – 2018 Capital Improvement Plan
3.	8:00	<p>Board Discussion</p> <ul style="list-style-type: none"> • Sale of Alcohol for Consumption Off Premises • Committee Reports

CONSENT AGENDA *=Backup attached

1.	In accordance with Section 20B(5) of the Town Charter, and upon the recommendation of the Town Manager and the Personnel Board, adopt a classification and compensation plan for fiscal year 2014 including a 2.5% general wage increase for non-represented employees.
2.*	Approve a Special One Day All Alcoholic Beverages license for Jessica Weiss of The New Year's Needham Committee, to host a New Year's Eve dance on December 31, 2012 from 9:00 p.m. to 12:30 a.m. in Powers Hall at Needham Town Hall, 1471 Highland Avenue, Needham.
3.*	Ratify a Special One Day All Alcoholic Beverages license for Mike Despres of The Village Club, to have hosted a reunion for NHS class of 1987 on November 24, 2012 from 7:00 p.m. to 12:00 a.m. at The Village Club, 83 Morton Street, Needham.
4.*	Approve minutes from November 13, 2012 and November 14, 2012.
5.	Accept donation of monies that were raised by residents through the VFW for a new flagpole at Memorial Park. The flagpole is valued at \$2,400.
6.	Accept the following donations made to the Needham Public Library for the period September 6, 2012 – November 19, 2012: Robert & Marlene Mailloux donated \$100 in honor of George & Carolyn Baierlein's 50th wedding Anniversary; Paul Hughes donated a book: The Meta Secret is the Next Level \$19; M. Paul Shore donated a book: The New Routledge Dutch Dictionary \$140.00; Marci Schwartz donated her book: Parenting with Awareness \$15.20; Steven Marini donated his book: Connections \$13.00; Judy Gelman and Friends donated \$225 in memory of John Francis Moore; Brian Rose donated a book: Wee the People: A Story about Freedom \$14.95; Lily Solopov donated books: 1. The Benefits of the New Economy; 2. A Guide to the New World \$30.00; Bette Gosule donated her book: Sneakers Hangs Out

	<p>\$14.95; Tourette Syndrome Association, Inc. donated a CD: Tourette Syndrome in the Classroom, School and Community, a DVD: I Have Tourette's but Tourette's Doesn't have me, and a book: A Family's Guide to Tourette Syndrome \$51.95; Richard Barrett donated a Historic book: The Pilgrim Tercentenary 1620 – 1920, Suggestions for Observance; NHS Class of 1952 donated \$250.00 in support of high school students; Tom Harkins, author of the "Ted Lepcio" chapter book donated: Red Sox Baseball in the days of Ike and Elvis: The Red Sox of the 1950s \$19.95; Library Foundation of Needham donated from: "Fund a Need" portion of Library Gala Funding for playaways for adult and children's collections \$1,000.00; Marion Fay donated a book: Raymond F. Bosworth's Needham, with Interest \$6.95; Paul Hughes donated a DVD: The Meta Secret is the Next Level \$15.00; Robert Brooks donated his book: Raising Resilient Children with Autism Spectrum disorders \$18.00; Michelle Milligan donated a DVD: Homeland: The Complete First Season \$22.00; Evelyn T. Metcalf donated a book: Don't Roll Your Eyes: Making In-Laws into Family \$16.00; Susan Curtin donated a book: Unbroken Spirit: A Heroic Story of Faith, Courage, and Survival \$21.00; Erica Frank donated \$25 in Memory of Jean Balko; The Kohl Family donated \$100.00 in Memory of Lee B. Manning.</p>
7.	<p>Approve request from Rabbi Mendel Krinsky from the Chabad Jewish Center to hold a Menorah lighting ceremony on the Town Common on Tuesday, December 11, 2012 starting at 4:00 pm. Garrity Way cannot be accessed until 5:00 pm. Rain date to be on Wednesday, December 12, 2012, same time.</p>
8.	<p>Water and Sewer Abatement Order #1151</p>



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 11/27/2012

Agenda Item	Tax Increment Financing
Presenter(s)	Public Information Session

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
	<p>The Town Manager will make a brief presentation about Tax Increment Financing in general and the TripAdvisor proposal specifically, and representatives of TripAdvisor will make a brief presentation about the Company. A panel of experts, including Town Counsel David Tobin, Special Counsel Ray Miyares, Director of Economic Development Devra Bailin, Director of Planning and Community Development Lee Newman, and Assistant Town Manager David Davison, will be available to answer questions about the TIF process and the TripAdvisor proposal.</p>		
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
3.	BACK UP INFORMATION ATTACHED	YES	NO
	<ul style="list-style-type: none"> a. New Center 128 EOA application b. TIF Plan c. TIF Agreement d. TripAdvisor Host Community Agreement e. Normandy Host Community Agreement f. Needham BOS Votes 		

The Massachusetts Economic Development Incentive Program

APPLICATION FOR DESIGNATION OF ECONOMIC OPPORTUNITY AREA(S)

PART A: Applicant Information

1. Please check one:

This is an application for designation of a new EOA within a previously approved ETA.

2. Community submitting this application:

Town of Needham

Name of proposed EOA(s): Center 128

PART B: MANDATORY REQUIREMENTS FOR THE PROPOSED EOA

1. Location of Proposed EOA(s):

Provide a detailed map of each proposed EOA, indicating the existing streets, highways, waterways, natural boundaries, and other physical features, along with a legally binding written description of the EOA boundaries (with parcel numbers if appropriate).

A copy of the Plan entitled "Exclusive Use Plan – Building #3," dated September 21, 2012 and prepared by Tetra Tech is attached. The Center 128 EOA is the area delineated as 'Site Area'. It comprises a portion of the lots shown on Needham Town Assessor's Plan No. 300 as parcels 15 and 16 with the street addresses 410 First Avenue and 66 B Street, respectively, comprising approximately 3.5 acres.

2. Description of EOA(s):

Describe why each proposed EOA was chosen for designation. Include a brief, descriptive narrative of each area, which helps to explain the particular situations, issues, or reasons why EOA designation is requested.

The EOA is an underutilized property proposed to be used by TripAdvisor LLC (alternatively, "TripAdvisor" or the "Company") for a project as described below. The proposed project consists of the Company leasing an estimated 230,000 square feet of space that is intended for new construction within the new EOA. The project investment is estimated at \$101 million including \$73.6 million for construction costs, \$12.4 million for land and related costs and \$7.5 million for leasehold improvements and \$7.5 million for personal property.

TripAdvisor expects to retain and relocate 450 permanent full-time jobs to Needham from its Newton offices and create 250 new net permanent full-time jobs. The proposed EOA has been targeted because it meets the definition of a "blighted open" area whereby the property is costly to redevelop by the ordinary operations of private enterprise. Factors that make the site eligible for EOA designation include expensive excavation, drainage, flood prevention measures, faulty platting, deterioration of site improvements, and inadequate transportation facilities.

3. **Basis for EOA Designation:** Check the applicable category or categories (see definitions in attachment at back of application) for each proposed EOA:

The area proposed for designation as an EOA is a "blighted open area."

The area proposed for designation as an EOA is a "decadent area."

The area proposed for designation as an EOA is a "substandard area."

The area proposed for designation as an EOA has experienced a plant closing or permanent layoffs resulting in a cumulative job loss of 2,000 or more full-time employees within the four years prior to the date of filing this application.

4. **Effective Time Period for EOA Designation:** How long do you propose to maintain the EOA designation? The EOA designation may remain in effect for a minimum of five (5) years and a maximum of twenty (20) years.

The Economic Opportunity Area designation will be effective for a period of thirteen (13) years commencing when the Project is placed in service.

5. **Local Criteria for Designation of EOAs:** Describe how each proposed EOA meets your criteria for designation of EOAs, as specified in your application for designation of the ETA.

The Town of Needham has identified the Center 128 EOA as an area that is vacant and underutilized. The area meets the requirements for designation of an EOA as described in the application for Economic Target Area designation. Needham's application for ETA designation states that the Town intends to designate an EOA within the New England Business Center because it is close to regional transportation facilities and highway routes, has underutilized commercial land, and is home to many high-tech and life science-related businesses – therefore best suiting it to accept similar businesses.

Other criteria met by the proposed EOA include:

- **Encourage the expansion of existing or attraction of new high-technology firms.**
- **Facilitate reduction of commercial or industrial vacancies.**
- **Encourage the development/expansion of businesses which will improve the economic viability of other businesses within the proposed EOA.**
- **Encourage the use of public transportation.**
- **Promote the utilization and expansion of regional workforce skills.**

6. **Economic Development Goals:** Describe the economic development goals for each proposed EOA during the first five years of EOA designation.

The EOA addresses the following economic goals of the ETA.

- **Create a substantial enclave of innovative industry and research within the New England Business Center by building upon the many technological enterprises already in the Center.**
 - The development planned for the Center 128 EOA will, together with the other development planned for the New England Business Center, create a “campus-like” character for the immediate vicinity. In addition, the Center 128 EOA will create a “sense of address” for the surrounding properties, leading to increased visibility into the project and surrounding buildings. The Town believes that this will lead to further development as more technology firms opt to expand or relocate to the New England Business Center.
- **Identify high quality enterprises and actively encourage them to relocate to Needham.**
 - TripAdvisor is a world leader in travel planning, and the Company’s website attracts over 60 million monthly visitors.
- **Promote commercial/industrial/technical development that offers high-paying jobs for residents available to residents of both Needham and the region.**
 - The Company’s proposed plan includes the construction of a 240,000 square foot facility planned for office and research and development space. The Company is proposing a state of the art facility which would be LEED-certified building. The Company expects to retain 450 permanent full-time positions and to create 250 new net permanent full-time positions, which would first be open to qualified residents of Needham, followed by residents in other locations of the Commonwealth.
- **Increase the use of public transit in connection with traveling to and from work by working with the local TMA, the Route 128 Business Council, which serves the local communities.**
 - Trip Advisor has an active transportation program to reduce traffic, as well as safety measures to reduce risk to commuters and visitors. The Company intends to participate in the Route 128 Business Council shuttle service to allow employees to commute more easily using the Needham Heights commuter rail station, supplementing the shuttle service as necessary to account for increased usage.
- **Grow the tax base further in order to cushion it from economic downturns.**
 - The proposed TripAdvisor project would generate significant new revenue to the town.
- **Have the ability to offer both state and local tax incentives to make such development attractive to quality companies.**

- TripAdvisor is seeking state and local tax incentives. The proposed tax incentives would help offset project investment costs.
- **Support principles of smart growth, mixed use development and transit oriented development where appropriate.**

7. **Local Services:** Describe the manner and extent to which the municipality intends to provide for an increase in the efficiency of the delivery of local services within the proposed EOA(s) (i.e. streamlining permit application and approval procedures, increasing the level of services to meet new demand, changing management structure for service delivery).

The level of public utility services within the EOA is adequate to meet the needs of development in the proposed EOA.

The Planning Board is the Special Permit Granting Authority for large scale commercial developments. Findings and recommendation of police, fire and public works that fall within the purview of the permit are coordinated through the Planning Board. The Design Review Board also recommends to the Planning Board through this process.

The Town of Needham is analyzing various funding options through the Massachusetts Department of Transportation and the MassWorks Infrastructure Grant Program for traffic and roadway improvements.

8. **Compliance with Community Reinvestment Act:** Include a copy of a municipal plan or policy, if any exists, which links the municipality's choice of banking institutions to the bank's compliance with the requirements of the Community Reinvestment Act.

The Town does not currently have a policy.

9. **Project Approval:**

(a) Identify the municipal official or group/board, which shall be authorized to review project proposals for and on behalf of the municipality.

The Town Manager, with the assistance but not limited to the Economic Development Director, Planning Director, Assistant Town Manager for Finance, Personnel Director and Town Counsel, will review project proposals for and on behalf of the municipality.

(b) Indicate the standards and procedures for review of project proposals, including the application procedures, the timeframe for review and determination, and the criteria and process for approval of project proposals. If you intend to use supplemental application material (i.e. municipal cover letter with instructions, job commitment signoff sheet, supplemental questions to be required by the municipality, etc.), it must be mentioned here and must be approved by the Economic Assistance Coordinating Council (EACC). Please attach (if appropriate).

Businesses seeking EDIP incentives within the proposed EOA will be required to submit a proposal to the Town of Needham. Town staff shall negotiate an agreement with the proponent of the proposal for property tax relief and present to the Board of Selectmen for its recommendation to Town Meeting. Needham has a representative Town Meeting

form of government, the Town Meeting will have final local approval of all projects. If the project is approved by Town Meeting, the application will be presented to the state's Economic Assistance Coordinating Council for final approval.

10. Intent of Businesses to Locate in EOA:

Identify the names and the nature of businesses, if any, that have indicated an intention to locate or expand in the proposed EOA(s). If possible, include letters of intent from the businesses, outlining the number of jobs that would likely be created and providing a timetable for development of the projects.

TripAdvisor, headquartered in Newton, Massachusetts, was founded in 2000. While planning a trip to the Caribbean with his wife, founder Stephen Kaufer recognized an unmet need for real-life reviews and candid photos from travelers instead of the generic and overused company descriptions. TripAdvisor was launched as an online forum for travelers and diners to search for and read the reviews of other users who had already visited prospective destinations. A year later, the company recognized the opportunity to offer online advertising for online travel agencies alongside it users' reviews.

TripAdvisor has since grown to become the world leader in travel planning. The Company offers the world's largest online travel site, providing its customers with a wide variety of planning features and booking tools to create the perfect trip, including hotel accommodations pricing and availability, vacation rentals, restaurants, and other vacation activities. TripAdvisor also offers users a tool to present various trip ideas based on their personal preferences. The Company offers mobile applications for smartphones and tablets, and the Company's travel website now attracts over 60 million monthly visitors.

TripAdvisor currently leases and occupies an estimated 116,000 square feet in Newton, Massachusetts. Due to an increased customer demand, TripAdvisor has realized a need for additional space. TripAdvisor has conducted a real estate site search in Massachusetts and has evaluated out-of-state and global options. The Company has identified a vacant property located at the New England Business Center in Needham, Massachusetts as a viable option. The Company plans to consolidate and relocate its operation to this proposed location.

The Company's proposed expansion plan consists of leasing an estimated 230,000 square feet of space that is intended for new construction. The expansion is expected to be used for office and research and development space. The property is planned to be designed with an upscale campus-style atmosphere and many on-site amenities for employees. The TripAdvisor buildings will be attractive and include an employee café and a fitness and wellness center. Under a lease arrangement, the land and construction costs would be paid for by the Property Owner. Leasehold improvements and personal property costs would be paid for by the Company, including furniture, fixtures, computers, and servers.

The project investment is estimated at \$101 million including \$73.6 million for construction costs, \$12.4 million for land and related costs and \$7.5 million for leasehold improvements and \$7.5 million for personal property.

The Company expects to retain and relocate 450 permanent full-time jobs to Needham from its Newton offices. The Company shall create 250 permanent full-time positions.

These jobs are a blend of talent and skills, including Administration, Sales & Marketing, Customer Service, IT, and Engineering.

Should the project proceed, construction is expected to commence in the 2nd quarter of 2013 with occupancy expected to be completed by early 2015.

PART C: SPECIAL REQUIREMENTS FOR LARGE MUNICIPALITIES

This section must be completed by any municipality or member of a regional ETA with a population that exceeds fifty thousand (50,000) people. The population threshold should be calculated based on the most recent statistics available from the U.S. Bureau of the Census.

N/A

PART D: COMMITMENT TO PROVIDE LOCAL PROPERTY TAX RELIEF

The municipality completing this application must provide a **binding written offer** to provide either tax increment financing or a special tax assessment to each certified project located within the proposed EOA(s).

Please attach a copy of the municipality's binding written offer.

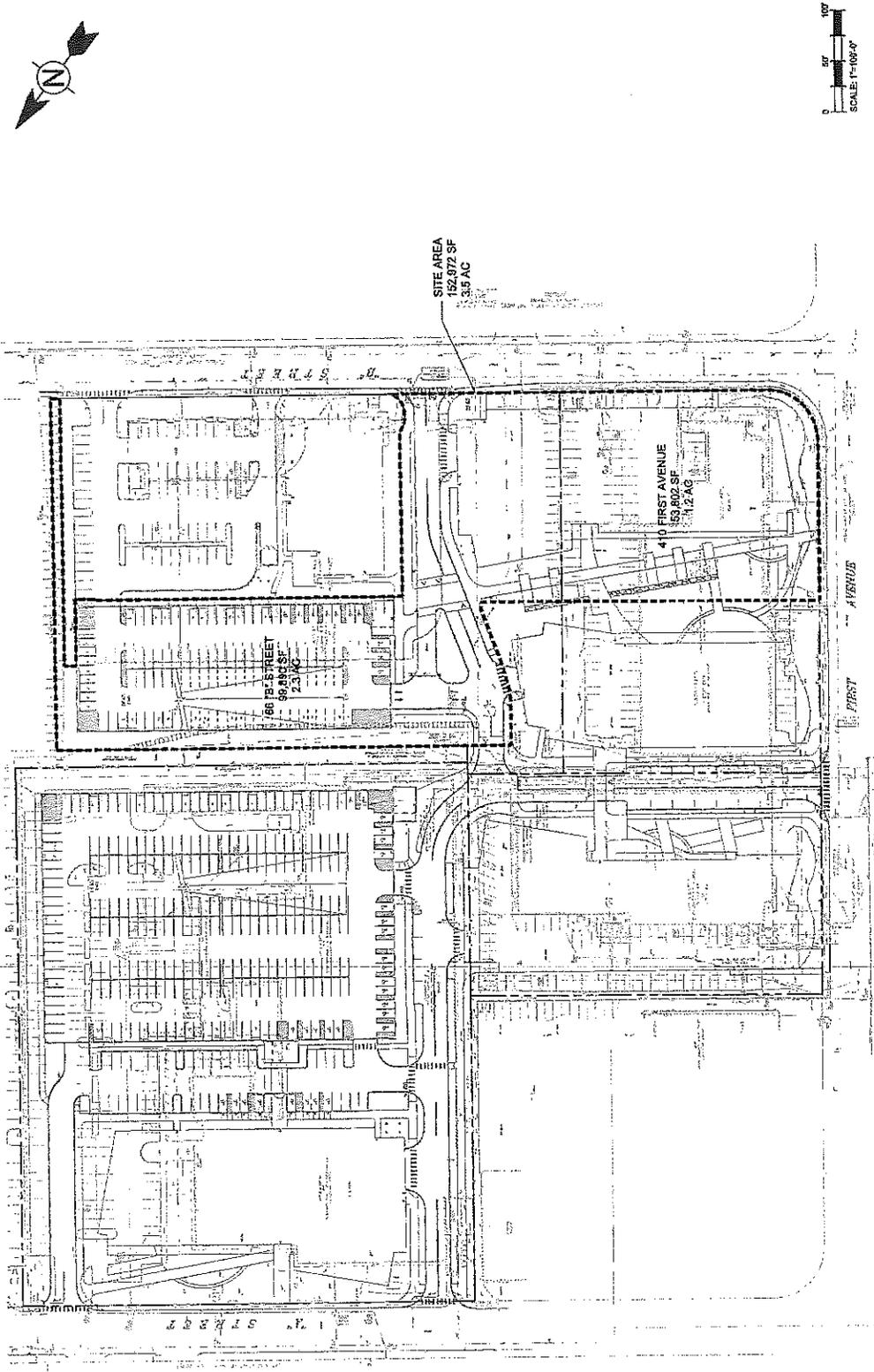
- In cities, this shall be in the form of a City Council Order or Resolution, along with a Certified Vote by the City Clerk.
- In towns with Town Meeting form of government, this shall be in the form of a Town Meeting Motion, along with a Certified Vote by the Town Clerk.
- In towns with Town Council form of government, this shall be in the form of a Town Council Order or Resolution, along with a Certified Vote by the Town Clerk.

The Town of Needham has offered a binding TIF to the Company. A copy of the TIF Plan and Agreement are attached hereto.

The Town of Needham Town Meeting voted on December 3, 2012 to approve the TIF Plan and Agreement. Copies of the motion and a certified vote are attached hereto.

ATTACHMENT

Plan Showing Location of EOA



SCALE: 1"=60'-0"

Project No: 10721127-1201
 Date: 09/21/12
 Designed By: SCV
 FIGURE
 1

Center 128
 Needham, MA
 Exclusive Use Plan
 Building #3

TETRA TECH
 www.tetra-tech.com
 100 Water Street
 Framingham, Massachusetts 01901
 Phone: 508.860.2000 Fax: 508.860.2001

5013

Bar Measure: 1 inch

ATTACHMENT
TIF AGREEMENT
TIF PLAN
TOWN MEETING MOTION & CERTIFIED VOTE

DEFINITIONS, as specified in 402 CMR 2.03:

Blighted Open Area - a predominantly open area which is detrimental to the safety, health, welfare or sound growth of a community and which is predominantly open because it is unduly costly to develop it soundly through the ordinary operations of private enterprise. Factors which might make an area unduly expensive to develop include, but are not limited to, existence of hazardous materials or other contaminants; existence of ledge, rock, unsuitable soil, or other physical conditions; need for unduly expensive excavation, fill or grading; need for unduly expensive foundations or retaining walls, need for unduly expensive waterproofing, drainage or flood prevention measures; need for unduly expensive measures to protect adjacent areas and the water tables therein; need for unduly expensive measures incident to building around or over rights-of-way through the area; existence of obsolete, inappropriate or otherwise faulty platting or subdividing; deterioration of site improvements or facilities; division of the area rights-of-way; diversity of ownership; inadequate transportation facilities; inadequate utility systems; tax and special assessment delinquencies; a substantial change in business or economic conditions or practices; an abandonment or cessation of work begun on improvements; any combination of the above; or any other condition or conditions which are detrimental to the safety, health, or sound growth of a community.

Decadent Area - an area which is detrimental to safety, health, welfare or sound growth of a community because of the existence of buildings which are out of repair, physically deteriorated, unfit for human habitation, obsolete, or in need of major maintenance or repair; or because much of the real estate in recent years has been sold or taken for non-payment of taxes or upon foreclosure of mortgages; or because buildings have been torn down and not replaced and in which under existing conditions it is improbable that the buildings will be replaced; or because of a substantial change in business or economic conditions; or because of inadequate light, air, or open space; or because of excessive land coverage; or because diversity of ownership, irregular lot sizes, or obsolete street patterns make it improbable that the area will be redeveloped by the ordinary operations of private enterprise; or by reason of any combination of the foregoing conditions.

Substandard Area - an area wherein dwellings predominate which, by reason of dilapidation, overcrowding, faulty arrangement or design, lack of ventilation, light, or sanitation facilities, or any combination of these factors, are detrimental to safety, health, welfare or sound growth of a community.

TAX INCREMENT FINANCING PLAN and ZONE

TOWN OF NEEDHAM

&

TRIPADVISOR LLC.

&

NORMANDY GAP-V DEVELOPMENT NEEDHAM, LLC

410 First Avenue and 66 B Street

Town of Needham
Town Hall
1471 Highland Avenue
Needham, Massachusetts 02492

Introduction

TripAdvisor is an online travel research company, empowering users to plan and enjoy the ideal trip. TripAdvisor's travel research platform aggregates reviews and opinions of members about destinations, accommodations (including hotels, B&Bs, specialty lodging and vacation rentals), restaurants and activities throughout the world through its flagship TripAdvisor brand.

Currently based in Newton, Massachusetts, TripAdvisor is planning to consolidate its operations and relocate to newly constructed office space located in the New England Business Center in the Town of Needham, Massachusetts. The company plans to move its principal executive offices to 230,000 square feet of a new six-story, 240,000 square foot office building, as well as an accompanying parking structure, to be constructed by the owner of the property in question, Normandy GAP-V Development Needham, LLC (the "Property Owner") with contribution from TripAdvisor. The property will be designed with an upscale campus-style atmosphere and many on-site amenities for employees. The TripAdvisor buildings will be attractive and include an employee café and a fitness and wellness center. The building will be completed in 2015, with the relocation to commence soon after that.

Under a lease arrangement, the Property Owner would pay for the land and construction costs. Leasehold improvements and personal property costs would be paid for by the Company, including furniture, fixtures, computers, and servers. The project investment is estimated at \$101 million, including \$73.6 million for construction costs, \$12.4 million for land and related costs, \$7.5 million for leasehold improvements, and \$7.5 million for personal property.

TripAdvisor intends to retain and relocate its 450 employees to Needham from its Newton offices, and then expand its operations by hiring an additional 250 full-time employees in the five years following the relocation.

The land to be used for the project is within the New England Business Center Zoning District in the Town of Needham, Massachusetts. Specifically, it includes portions of two separate lots shown on Needham Town Assessor's Plan No. 300 as parcels 15 and 16 with the respective street addresses of 410 First Avenue and 66 B Street. All of the land is under the control of the Property Owner, and is subject to a Major Site Plan Special Permit granted by the Needham Planning Board on October 16, 2012. The Property Owner will hold the buildings under a condominium form of ownership, and TripAdvisor will lease the space it needs from the Property Owner.

In order to reduce certain costs of the proposed investments, TripAdvisor has requested and received local approval for a Tax Increment Financing Agreement (the "TIF Agreement") between TripAdvisor, the Property Owner and the Town, whereby the Property Owner will receive certain reductions in real estate tax and these savings will be passed on to TripAdvisor to make its expansion and improvements more cost-effective. In addition, the Town has executed Host Community Agreements with both TripAdvisor and the Property Owner to memorialize each party's obligations and commitment to mitigating the impacts of

this proposed development. The details of the TIF Agreement and Host Community Agreements are described below. TripAdvisor's eligibility for the tax increment exemption will commence on the later of July 1, 2016 or the first day of the Fiscal Year in which the Project is placed in service or as soon thereafter as the TIF Plan is approved by the EACC, whichever is latest, but shall in no event commence subsequent to Fiscal Year 2018.

I. Location

a. Needham Economic Target Area

The Town of Needham proposes the establishment of the Center 128 Economic Opportunity Area (the "EOA") and a Tax Increment Financing Zone (the "TIF Zone") within the Needham Economic Target Area (the "ETA"). The EOA will consist of approximately 3.5 acres of land located at portions of 410 First Avenue and 66 B Street, specifically delineated as "Site Area" on a Plan entitled "Exclusive Use Plan – Building #3," dated September 21, 2012 and prepared by Tetra Tech. A copy of that plan is attached as Exhibit A.

b. Municipality

Town of Needham, Norfolk County, Massachusetts

c. TIF Zone

i. Location and Map

The TIF Zone is contiguous with the Center 128 EOA and, as described above, is specifically delineated as "Site Area" on a Plan entitled "Exclusive Use Plan – Building #3," dated September 21, 2012 and prepared by Tetra Tech.

ii. Legal Description

A legal description of the EOA and the corresponding TIF Zone is attached as Exhibit B.

iii. Potential TIF Zone Issues

The TIF Zone is located in close proximity to Route 128/I-95 and is a site that can easily accommodate the planned expansion. It also offers excellent access to regional commuter rail and MBTA rapid transit. The Company plans to participate in the 128 Business Council shuttle service or another similarly constituted service, allowing employees to commute using the commuter rail stop in the Needham Town Center.

iv. Property Owners within the proposed Zone

The parcel in question is owned by Normandy GAP-V Development Needham, LLC.

II. Duration of TIF Zone and Plan

The duration of the TIF Zone and TIF Plan will be for a period of thirteen years (Fiscal Years 2016 through 2028). TripAdvisor has agreed to yearly commitments of job retention and creation, and will submit annual reports detailing how it has met these commitments as well as its commitment to invest in improving and expanding its facilities within the TIF Zone. If these commitments are not met, or if TripAdvisor fails to submit a required annual report, it will be ineligible for any exemption from real property taxation for the subsequent fiscal year. TripAdvisor's eligibility for the tax increment exemption will commence on the later of July 1, 2016 or the first day of the Fiscal Year in which the Project is placed in service or as soon thereafter as the TIF Plan is approved by the EACC, whichever is latest, but shall in no event commence subsequent to Fiscal Year 2018.

III. TIF Zone and Economic Development

a. New Economic Development Opportunity

TripAdvisor, together with the Property Owner, intends to invest approximately \$101 million in real estate and personal property improvements to the TIF Zone over the life of the TIF Plan. TripAdvisor intends to create 250 New permanent full-time Jobs within the TIF Zone, while also retaining and relocating its 450 jobs to the TIF Zone from its Newton offices.

b. Net Economic Benefit to Needham

The benefits of TripAdvisor's expansion and investments in workforce, real estate and equipment that will accrue to the Town and the Commonwealth of Massachusetts are considerable. These benefits include:

- attraction of new high-technology firms to Needham;
- growth of the local and statewide economy;
- net growth in the local commercial property and state income tax base;
- increased wages and family income and decreased unemployment in Needham and the surrounding area;
- reduction of Needham's commercial vacancy rate;
- an economic ripple effect resulting from the introduction of new jobs and personal income into the local and state economy; and
- increased prominence and prestige in the global marketplace due to the affirmative decision of an

international company to move a major division to the Town.

Revenue projections made by the Town suggest that the planned improvements will lead to a net increase in commercial taxes of almost \$4.347 million over the lifespan of the TIF Zone, net of the incremental exemption proposed in the TIF Agreement.

c. Analysis of Proposed and Potential Land Uses and Zoning

The TIF Zone is located in the New England Business Center Zoning District under the Town of Needham's Zoning Bylaws. TripAdvisor's proposed investments will conform with the intent of that zoning district.

IV. TIF Zone Project

a. The TripAdvisor building is the only project envisioned for the TIF Zone. It will consist of a new six-story, 240,000 square foot building and attendant parking structure, as well as associated improvements.

b. Evidence of TripAdvisor's Commitment

TripAdvisor has committed to contributing approximately \$15 million towards real estate and personal property investments at the property.

c. TripAdvisor has committed to implement the following schedule of job creation, relocation and retention. For the purposes of this section, the "First Calendar Year" is the year in which the certificate of occupancy is issued, the "Second Calendar Year" is the next year, and so on.

On or before December 31 of the First Calendar Year	50 new jobs created at the project. 450 Jobs relocated to the property.
On or before December 31 of the Second Calendar Year	500 existing jobs retained and 50 new jobs created.
On or before December 31 of the Third Calendar Year	550 existing jobs retained and 50 new jobs created.
On or before December 31 of the Fourth Calendar Year	600 existing jobs retained and 50 new jobs created.
On or before December 31 of the Fifth Calendar Year	650 existing jobs retained and 50 new jobs created.

TripAdvisor further commits to retain at least 700 existing jobs for the remainder of the term of the duration of the TIF Zone.

d. Estimated Tax Revenues Based on Increased Valuation

The estimated tax revenues, after the TIF Agreement exemption, are set forth on the chart attached hereto as Exhibit C.

- e. Financing for the TripAdvisor project is in place. It will come from self-financed, private sources.
- f. No other projects, public or private, are anticipated for the TIF Zone.

V. Tax Increment Financing

a. Authorization to Use TIF Financing

A resolution setting forth the TIF Agreement, which has been approved by the Needham Board of Selectmen, and ratified by Town Meeting, pursuant to *M.G.L. c. 40, §59* and *M.G.L. c. 59, §5*, is attached hereto as Exhibit D.

b. TIF Exemption from Property Taxes

The Town shall grant a Tax Increment Financing exemption to TripAdvisor, in accordance with *M.G.L. c. 40, §59*, *M.G.L. c. 59, §5*, *M.G.L. c. 23A, §3*, for real estate improvements made to the property within the Center 128 EOA. The base valuation for determining assessed value of the property is the value used for the calculation of property taxes owed in Fiscal Year 2013, and the parties have agreed that this base valuation is \$6,826,315. The base value shall be adjusted annually pursuant to *M.G.L. c. 40, §59*, as may be subsequently amended. The exemption shall be valid for the thirteen years of the TIF Agreement.

The proposed TIF Agreement calls for an exemption from real estate taxation on the REAL ESTATE INCREMENT, according to the following TIF SCHEDULE:

Year 1	76%
Year 2	76%
Year 3	76%
Year 4	76%
Year 5	76%
Year 6	1%
Year 7	1%
Year 8	1%
Year 9	1%
Year 10	1%
Year 11	1%
Year 12	1%
Year 13	1%

VI. Approval of the TIF Project

a. Approval Process

The approval process complies with the relevant statutory provisions governing the approval of Tax Increment Financing Agreements, as cited elsewhere in this application.

The Needham Board of Selectmen approved the terms of the TIF Agreement, TIF Plan and Zone, and EOA Application on November 14, 2012.

The Needham Special Town Meeting ratified the vote of the Board of Selectmen to enter into a Tax Increment Agreement between the Town, the Property Owner and TripAdvisor on December 3, 2012.

b. Persons authorized to execute the TIF Agreement with TripAdvisor and the Property Owner

The Town's Board of Selectmen is authorized to execute the TIF Agreement, subject to ratification by vote of the Town Meeting on December 3, 2012.

c. Evidence of Local Approval

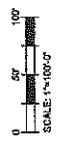
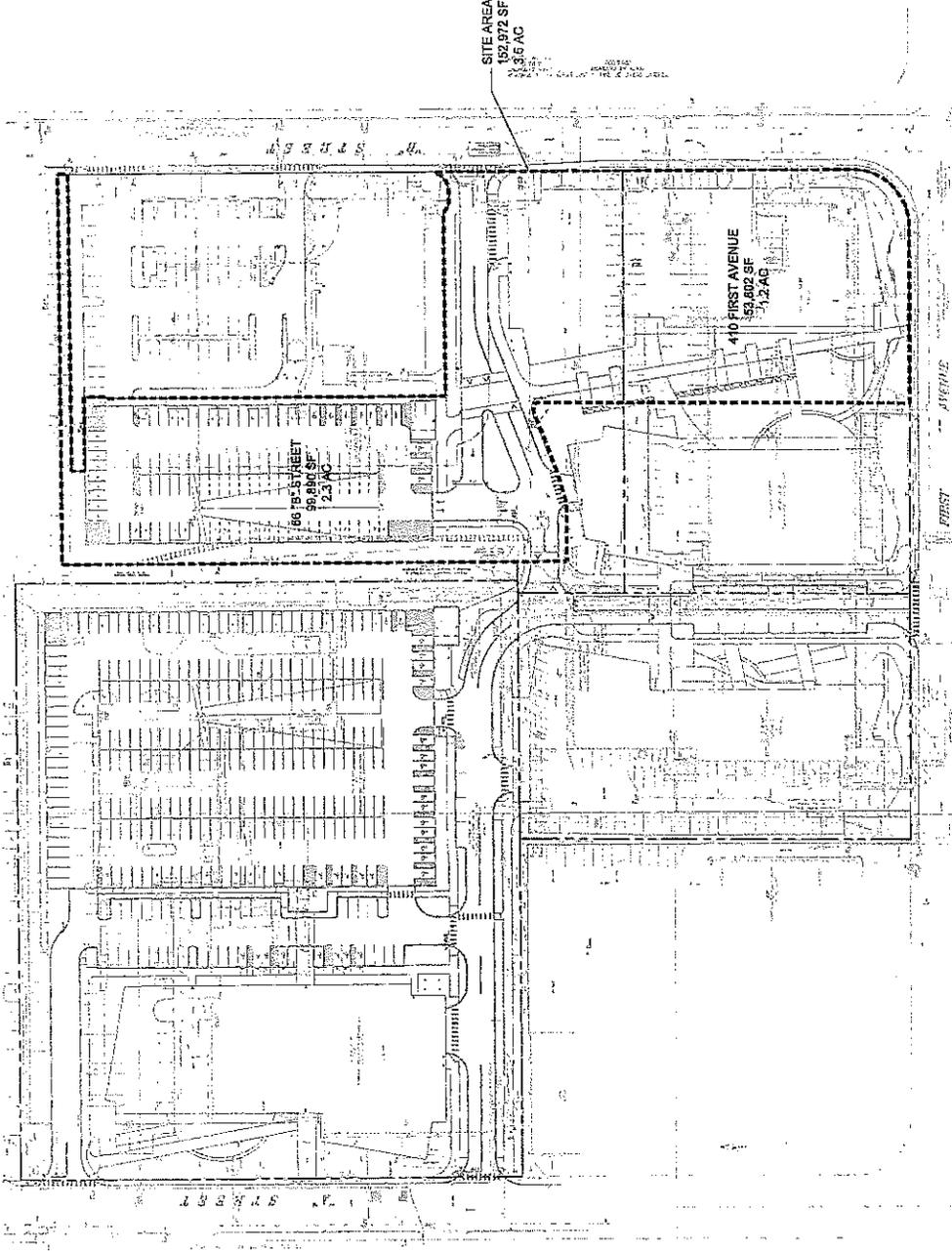
Attached as Exhibit E is the certified vote from the Special Town Meeting on December 3, 2012 ratifying the vote of the Board of Selectmen to enter into a TIF Agreement with TripAdvisor and the Property Owner.

Attached as Exhibit F is the TIF Agreement between the Town of Needham, the Property Owner and TripAdvisor, as approved by a vote of the Board of Selectmen on November 14, 2012.

Attached as Exhibit G are the Host Community Agreements between the Town of Needham and the Property Owner and the Town of Needham and TripAdvisor.

d. EACC Approval

The request to the EACC for approval of the TIF Plan and Zone and EOA Application is provided as part of this document.



Project No.: 127-1127-1201
 Date: 06/21/12
 Designed By: SCV
 FIGURE
 1



TETRA TECH
www.tetratech.com
 Framingham, Massachusetts 01701
 Phone: 508.623.2000 Fax: 508.623.2001

Center 128
 Needham, MA
 Exclusive Use Plan
 Building #3

Bar thickness: 1/16 inch

13 year Town of Needham Tax Increment Financing (TIF) Proposal Assumptions

PHASE I	
Initial Square Footage =	-
Initial Base Assessed Value* = \$	6,826,315
Initial Incremental Assessed Value = \$	22,173,685
New Square Footage=	230,000
Phase I Assessed Value = \$	29,000,000
Estimated Annual Base Tax Payment = \$	146,766
FY12 Tax Rate per \$1000 = \$	21.50
Initial Incremental Annual Tax = \$	476,734

Percentage of assessed land values of 66 B Street and 410 First Avenue

Year	Estimated Current Property Tax (Base Only)	Estimated Incremental Assessed Value	Estimated New Incremental Annual Property Tax	% Exempt	Estimated TIF Savings to Company	Estimated Incremental Tax Payment w/TIF to Town	Estimated Total RE Taxes to Town (Base + New)
1	146,766	22,173,685	476,734	76%	362,318	114,416	261,182
2	146,766	22,173,685	476,734	76%	362,318	114,416	261,182
3	146,766	22,173,685	476,734	76%	362,318	114,416	261,182
4	146,766	22,173,685	476,734	76%	362,318	114,416	261,182
5	146,766	22,173,685	476,734	76%	362,318	114,416	261,182
6	146,766	22,173,685	476,734	1%	4,767	471,967	618,733
7	146,766	22,173,685	476,734	1%	4,767	471,967	618,733
8	146,766	22,173,685	476,734	1%	4,767	471,967	618,733
9	146,766	22,173,685	476,734	1%	4,767	471,967	618,733
10	146,766	22,173,685	476,734	1%	4,767	471,967	618,733
11	146,766	22,173,685	476,734	1%	4,767	471,967	618,733
12	146,766	22,173,685	476,734	1%	4,767	471,967	618,733
13	146,766	22,173,685	476,734	1%	4,767	471,967	618,733
Est. Real Property	1,907,958			30%	1,849,726	4,347,816	6,255,774
Est. Additional Revenue to Town**					1,849,726		7,070,774
TOTALS					Total	Total	Revenue To Town

**Est. Additional Revenue to Town	
permit fees	\$230,000
personal property	\$419,250
Hotel tax	\$117,000
Meal tax	\$48,750
Total	\$815,000

Projected assessed values shown are estimated, actual assessed values to be determined by local Assessor
 Assumptions based on no annual increase in assessed property values or tax rate
 Property Address: 400 First Avenue, Needham, MA

*Assumes a percentage of land value based on project scope

**Estimated Permit Fees @ \$230,000, Personal Property Tax @ \$32,250/yr, Hotel Tax @ \$9,000/yr and Meal Tax @ \$3,750/yr

**TAX INCREMENT FINANCING AGREEMENT
BY AND BETWEEN
THE TOWN OF NEEDHAM,
TRIPADVISOR LLC and
NORMANDY GAP-V DEVELOPMENT NEEDHAM, LLC**

This AGREEMENT is made this 14th day of November, 2012 by and between the TOWN OF NEEDHAM, a municipal corporation duly organized under the laws of the Commonwealth of Massachusetts, with a principal place of business at Town Hall, 1471 Highland Avenue, Needham, MA 02492 (the "TOWN") and TRIPADVISOR LLC, a Massachusetts limited liability company with a principal place of business at 141 Needham Street, Newton, MA 02464 (the "COMPANY"), duly authorized to do business in Massachusetts, and NORMANDY, GAP-V DEVELOPMENT NEEDHAM, LLC, a Delaware limited liability company, with a principal place of business at 53 Maple Avenue, Morristown, NJ 07960 or an affiliate/subsidiary or the nominee, successor or assignee thereof (the "PROPERTY OWNER").

PRELIMINARY STATEMENTS

WHEREAS, the PROPERTY OWNER owns approximately 13.68 acres of real estate, consolidating four previously separate parcels, shown on Needham Town Assessor's Plan No. 300 as parcels 15, 16, 28 and 29, with the respective street addresses of 410 First Avenue, 66 B Street, 37 A Street and 360 First Avenue;

WHEREAS, the PROPERTY OWNER and COMPANY intend to develop a portion of that real estate, specifically delineated as 'Site Area' on a Plan entitled "Exclusive Use Plan – Building #3," dated September 21, 2012 and prepared by Tetra Tech, said portion to consist of sections of the lots shown on Needham Town Assessor's Plan No. 300 as parcels 15 and 16 with the street addresses 410 First Avenue and 66 B Street, respectively, comprising approximately 3.5 acres (hereinafter the "PROPERTY");

WHEREAS, the PROPERTY is to be developed with a 240,000 square-foot office building, together with associated improvements (collectively, the "PROJECT");

WHEREAS, the PROPERTY OWNER intends to lease 230,000 square feet of the PROJECT to the COMPANY;

WHEREAS, the PROPERTY is located within the boundaries of the Needham Economic Target Area (the "ETA") as designated by the Massachusetts Economic Assistance Coordinating Council (the "EACC") pursuant to Chapter 23A, Section 3D(a)(ii)(J) of the General Laws;

WHEREAS, the PROPERTY is located within and occupies the entire Center 128 Economic Opportunity Area (the "EOA"), which is the subject of an application from the TOWN to be submitted to the EACC, pursuant to Chapter 23A, Section 3E of the General Laws;

WHEREAS, through the PROJECT, the COMPANY is expected to create 250 new, permanent, full-time jobs (collectively, "NEW JOBS"), and retain and relocate 450 permanent full-time jobs from its Newton offices to the PROJECT ("JOBS RELOCATED");

WHEREAS, the PROJECT is expected to result in an estimated capital investment of approximately \$101 million including \$73.6 million for construction costs and \$12.4 million for land and related costs paid for by the PROPERTY OWNER, \$7.5 million for leasehold improvements and \$7.5 million for personal property paid for by the COMPANY;

WHEREAS, the COMPANY and the PROPERTY OWNER are seeking a Tax Increment Financing Exemption from the TOWN, in accordance with the Massachusetts Economic Development Incentive Program and Chapters 23A, 40 and 59 of the General Laws;

WHEREAS, the TOWN strongly supports increased economic development in the TOWN, to expand commercial and industrial activity within the TOWN, and to develop a healthy economy and stronger tax base;

WHEREAS, the COMPANY intends to apply for status as a Certified Project pursuant to Chapter 23A, Section 3F of the General Laws;

WHEREAS, the PROJECT furthers the economic development goals and the criteria established for the ETA and EOA; and

NOW THEREFORE, in consideration of the mutual promises of the parties contained herein and other good and valuable consideration, each to the other paid, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. The Board of Selectmen of the Town of Needham will execute this AGREEMENT on behalf of the TOWN. This execution is subject to ratification by the Town Meeting. Should the Town Meeting fail to ratify this AGREEMENT, it will not be binding on any of the parties.
2. This is a thirteen (13) year incentive, to commence in the later of (a) Fiscal Year 2016 (begins July 1, 2015) or (b) the first Fiscal Year in which the Project is placed in service (as evidenced by a certificate of occupancy) and ending thirteen full Fiscal Years thereafter (i.e., in Fiscal Year 2028 (ends June 30, 2028) if the commencement is Fiscal Year 2016), which shall include any real estate development associated with the PROJECT. In no event shall such incentive commence subsequent to Fiscal Year 2018. The COMPANY and the PROPERTY OWNER agree that development will be considered to be part of the PROJECT only if the building permits for the building envelope have been applied for on or before June 30, 2014.
3. The Tax Increment Financing Exemption formula for the PROPERTY shall be calculated as prescribed by Chapter 23A, Section 3E; Chapter 40, Section

59 and Chapter 59, Section 5, Clause 51st of the General Laws. The Tax Increment Financing Exemption formula shall apply to the incremental difference in the assessed valuation of the PROPERTY created by the PROJECT, excluding parking, landscaping and accessory facilities associated therewith (the "REAL ESTATE INCREMENT").

- a. The parties hereby agree that the base valuation for the PROPERTY is the value used for the calculation of property taxes owed in Fiscal Year 2013. The parties agree that the base valuation for the PROPERTY is \$6,826,315.
- b. The base valuation shall be adjusted annually by an adjustment factor, which reflects increased commercial and industrial property values within the community, as provided in Chapter 40, Section 59 of the General Laws.
- c. The REAL ESTATE INCREMENT created by the PROJECT is the amount eligible for exemption from real estate taxation.
- d. Specifically, except as otherwise provided below, this AGREEMENT calls for an exemption from real estate taxation on the REAL ESTATE INCREMENT, commencing on the date described in Section 2 above according to the following TIF SCHEDULE:

Year 1	76%
Year 2	76%
Year 3	76%
Year 4	76%
Year 5	76%
Year 6	1%
Year 7	1%
Year 8	1%
Year 9	1%
Year 10	1%
Year 11	1%
Year 12	1%
Year 13	1%

- e. The parties agree that there shall be no exemption from taxes on personal property pursuant to this AGREEMENT.
4. The TOWN is granting the Tax Increment Financing Exemption in consideration of the COMPANY'S commitment to:
- a. Create a minimum of 250 NEW JOBS within five (5) years after the commencement described in Section 2 above. The COMPANY shall consider in its hiring of new employees, subject to applicable law and assuming equal qualification, the hiring of qualified residents of the TOWN. For the purposes of this AGREEMENT, a NEW JOB shall be

newly created in the Commonwealth. In order to facilitate such employment, the COMPANY shall advertise in the local newspapers and online encouraging such residents to apply for employment with the COMPANY any time advertisements are otherwise placed by the COMPANY for employment at the facility. The COMPANY, however, will retain all authority regarding hiring decisions and recruitment activities;

- b. Retain 450 jobs to be located at the PROJECT.
 - c. Retain jobs as necessary to maintain a total number of employees at the PROJECT equal to the sum of the JOBS RELOCATED and the NEW JOBS created in the prior calendar years ("JOBS RETAINED").
 - d. Invest \$7.5 million for leasehold improvements and \$7.5 million for personal property as part of the PROJECT. It is anticipated that the PROPERTY OWNER will invest \$73.6 million for construction costs and \$12.4 million for land and related costs in connection with the PROJECT, for an aggregate total anticipated PROJECT investment of approximately \$101 million; and
 - e. Subject to applicable law and assuming equal qualification, to explore opportunities to hire qualified local contractors, vendors and suppliers, in connection with the construction and operation of the PROJECT. The COMPANY, however, will retain all authority regarding the hiring of contractors, vendors and suppliers.
5. The COMPANY commits to implement the job creation according to the following schedule. For the purposes of this section, the "First Calendar Year" is the year in which the certificate of occupancy is issued, the "Second Calendar Year" is the next year, and so on.:

On or before December 31 of the First Calendar Year	50 NEW JOBS created at the PROJECT. 450 JOBS RELOCATED to the PROPERTY.
On or before December 31 of the Second Calendar Year	50 NEW JOBS created at the PROJECT. 500 JOBS RETAINED at the PROJECT.
On or before December 31 of the Third Calendar Year	50 NEW JOBS created at the PROJECT. 550 JOBS RETAINED at the PROJECT.
On or before December 31 of the Fourth Calendar Year	50 NEW JOBS created at the PROJECT. 600 JOBS RETAINED at the PROJECT.

On or before December 31 of the
Fifth Calendar Year

50 NEW JOBS created at the
PROJECT. 650 JOBS RETAINED
at the PROJECT.

The COMPANY commits to retain at least 700 jobs at the PROJECT for the remainder of the term of the AGREEMENT.

6. The COMPANY agrees to submit annual reports on job creation, retention and new investment to the State Economic Assistance Coordinating Council and TOWN Board of Assessors on or before January 30 of each year for the duration of the Tax Increment Financing Exemption. These reports shall include:
 - a. The number of NEW JOBS created at the PROJECT, the number of JOBS RETAINED at the PROJECT, and the number of people hired from within the ETA for the annual time period ending December 31 and on a cumulative basis; and
7. Should the COMPANY fail to submit a required annual report, or should the annual report indicate that the COMPANY has failed to meet its scheduled target for EXISTING JOBS and NEW JOBS, the exemption from real property taxation shall be zero percent (0%) for the subsequent fiscal year.
8. The PROPERTY OWNER shall pass on all real estate tax savings resulting from this AGREEMENT to the COMPANY.
9. Neither the COMPANY nor the PROPERTY OWNER will seek a real estate tax abatement for the PROJECT, or any portion thereof, with respect to any fiscal year covered by this AGREEMENT.
10. Should the COMPANY be in default of this AGREEMENT, the TOWN, acting through its Board of Selectmen, may, at its sole discretion, after providing the notice and the opportunity to the COMPANY and to the PROPERTY OWNER to cure described below in this Section 10, notify the EACC and/or take action to request decertification of the project by the EACC. Prior to any decertification proceeding, however, the COMPANY shall have the opportunity to cure, correct or remedy its default. Upon receiving written notice of such a default from the TOWN (with a copy to the PROPERTY OWNER), the COMPANY shall have thirty (30) days to commence to cure, correct or remedy such failure or default, and shall complete such cure, correction or remedy within ninety (90) days of the receipt of such written notice, or, with respect to defaults that cannot be remedied within such ninety (90) day period, within such additional period of time as is required to reasonably remedy such default, provided that the COMPANY exercises due diligence in the remedying of such default. Should the COMPANY opt not to cure the default, the COMPANY agrees that it will not oppose request for decertification by the Town based upon such default. In any event, in addition to the COMPANY's right to cure such default, the PROPERTY

OWNER shall have the right (but not the obligation) to commence to cure, correct or remedy such failure or default within thirty (30) days of receiving the aforementioned written notice from the TOWN. Should the PROPERTY OWNER elect to exercise its right to cure under this Section, it shall give notice to the TOWN and to the COMPANY of its intention to do so, and shall complete such cure, correction or remedy within one hundred and twenty (120) days of the receipt of the aforementioned written notice from the TOWN, or, with respect to defaults that cannot be remedied within such one hundred and twenty (120) day period, within such additional time as is required to reasonably remedy such default, provided that the PROPERTY OWNER exercises due diligence in the remedying of such default.

11. This AGREEMENT is being executed simultaneously with two Host Community Agreements, one between the TOWN and the PROPERTY OWNER (the "PROPERTY OWNER HCA") and one between the TOWN and the COMPANY (the "COMPANY HCA"). Application of the tax exemptions in this AGREEMENT shall be contingent upon the COMPANY and the PROPERTY OWNER undertaking all actions as are required in the COMPANY HCA and PROPERTY OWNER HCA, respectively, prior to the expiration of any notice and cure periods. Any default by the COMPANY or PROPERTY OWNER that continues beyond the expiration of any applicable notice and cure periods under the terms of the HCA shall be deemed to be a default of this AGREEMENT as well.
12. If and to the extent that either party is prevented from performing its obligations hereunder by an event of force majeure, such party shall be excused from performing hereunder and shall not be liable in damages or otherwise, and the parties instead shall negotiate in good faith with respect to appropriate modifications to the terms hereof. For purposes of this AGREEMENT, the term force majeure shall mean the supervening causes described here, each of which is beyond the reasonable control of the affected party: acts of God, fire, earthquake, floods, explosion, actions of the elements, war, terrorism, riots, mob violence, a general shortage of labor, equipment, facilities, materials or supplies in the open market, failure of transportation, strikes, lockouts, actions of labor unions, condemnation, laws or orders of governmental or military authorities, or any other cause similar to the foregoing, not within the control of such party obligated to perform such obligation.
13. The COMPANY shall give written notice to the TOWN at least thirty (30) days prior to any relocation of operations from the PROPERTY, or of any transfer of its leasehold on the PROPERTY or its business to any entity other than designated as the COMPANY in this AGREEMENT; provided that if the Company determines in good faith that such notice cannot be given thirty (30) days in advance because of the requirements of securities laws or related regulations, or any contractual, regulatory, or other similar types of obligations or prohibitions, such notice shall be given promptly after such prohibitions no longer apply. Such notice shall not operate to terminate any obligation set forth in this AGREEMENT.

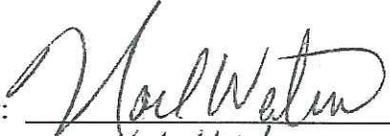
14. In endorsing this document, the TOWN also authorizes the submittal of the related TIF Plan and EOA application to the Massachusetts Office of Business Development and the EACC.
15. This AGREEMENT shall be binding upon all parties to it and, in addition, shall be binding upon and inure to the benefit of subsequent owners of the PROPERTY and to the successors and assigns of the COMPANY.
16. If any provision of this contract shall be found invalid for any reason, such invalidity shall be construed as narrowly as possible and the balance of the contract shall be deemed to be amended to the minimum extent necessary to provide to the parties substantially the benefits set forth in this contract.

AGREED TO:

TOWN OF NEEDHAM
BY ITS BOARD OF SELECTMEN

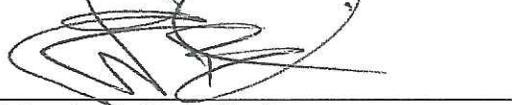
TRIPADVISOR LLC


Gerald A. Wasserman, Chairman

By: 
Name: Noel Watson
Title: Controller


Daniel P. Matthews, Vice Chairman

11/14/12
Date


John A. Bulian, Clerk


Maurice P. Handel


Matthew D. Borrelli
11.14.2012
Date

NORMANDY, GAP-V DEVELOPMENT
NEEDHAM, LLC

By: 
Name: Susan D. Krebs
Title: Authorized Signator
Date: 11/14/12

HOST COMMUNITY AGREEMENT

This Host Community Agreement (the "HCA") is entered into by and between the Town of Needham (the "TOWN"), a municipal corporation duly organized under the laws of the Commonwealth, acting through its Board of Selectmen (the "SELECTMEN"), and TripAdvisor LLC., a Massachusetts limited liability company with a principal place of business at 141 Needham Street, Newton, MA 02464 (the "COMPANY"),

This HCA represents the understanding between the TOWN and the COMPANY (the "PARTIES") with respect to the commitments arising from the planned development of a tract of land within the New England Business Center in the Town of Needham. The tract of land (the "PROPERTY") is shown as 'Site Area' on a Plan entitled "Exclusive Use Plan – Building #3," dated September 21, 2012 and prepared by Tetra Tech. The development of the PROPERTY is the subject of a Tax Increment Financing Agreement (the "TIF AGREEMENT"), entered into contemporaneously with this HCA, intended to provide an exemption from a portion of the real property taxes owed to the TOWN for the improvements made in the planned development of the PROPERTY.

RECITALS

WHEREAS, the COMPANY plans to transfer its operations to 230,000 square feet of a six story, 240,000 square foot office building located on the PROPERTY, said building together with associated improvements (collectively, the "PROJECT") to be constructed by the owner thereof with contribution from the COMPANY; and

WHEREAS, the PROJECT is expected to result in an estimated capital investment of approximately \$101 million including \$73.6 million for construction costs and \$12.4 million for land and related costs paid for by the property owner, \$7.5 million for leasehold improvements and \$7.5 million for personal property paid for by the COMPANY; and

WHEREAS, pursuant to a vote of the members of the December 2012 Special Town Meeting, the TOWN entered into the TIF AGREEMENT; and

WHEREAS, the TIF AGREEMENT is a 13-year incentive, commencing in the later of (a) Fiscal Year 2016 or (b) the Fiscal Year in which the PROJECT is placed into service (as evidenced by a certificate of occupancy), but in no event after Fiscal Year 2018, that provides for a percentage exemption from the real estate taxes applicable to incremental increase in the value of the PROPERTY due to the PROJECT, in exchange for a commitment by the COMPANY to: (1) create 250 permanent, full-time jobs on the PROPERTY; and (2) retain and relocate 450 permanent, full-time jobs to the PROPERTY; and

WHEREAS, the TOWN recognizes that this development will benefit the TOWN and its citizens through increased economic development, additional employment opportunities for residents and a strengthened local tax base; and

WHEREAS, the PARTIES agree and acknowledge that the TOWN has identified certain concerns with respect to the impact of the construction of the expanded and improved facilities on the PROPERTY, as well as their subsequent operation; and

WHEREAS, on October 16, 2012 the Town of Needham Planning Board approved the request of the property owner for a Major Project Special Permit for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, also shown on the Needham Town Assessor's Plan No. 300 as parcels 29, 15, 16 and 28, respectively (the "MPSP"), which includes the PROPERTY; and

WHEREAS, the PARTIES intend to enter this HCA as a means of memorializing their obligations with respect to the mitigation of these impacts, as well as their intention to collaborate to the fullest extent possible to insure that the proposed expansion and improvements occur efficiently;

NOW, THEREFORE, in consideration of the mutual promises of the parties contained herein and other good and valuable consideration, the receipt of which is hereby acknowledged, the PARTIES hereby agree as set forth herein.

1. The COMPANY shall use good faith efforts to provide or make available shuttle service between the PROJECT and public transportation stations during the hours of 7:00 a.m.-9:00 a.m. and 4:00-6:00 p.m. Mondays through Fridays, through utilization of the 128 Business Council Shuttle Service or other similarly constituted service.
2. The COMPANY and TOWN shall cooperate to formulate a system of locally focused internships and scholarships for Needham residents and students of the Needham Public Schools.
3. The PARTIES recognize that the COMPANY's plans in the future may include expansion and/or improvements of the facilities on the PROPERTY beyond what is the subject of this HCA and the associated TIF AGREEMENT. The COMPANY agrees that it shall not seek additional tax increment financing for any expansion involving the building referred to as "Building 2" in the MPSP.
4. The PARTIES respectively represent and warrant that:
 - a. Each is duly organized and existing and in good standing, has the full power, authority and legal right to enter into and perform this HCA, and the execution, delivery and performance hereof and thereof (i) will not violate any judgment, order, law, bylaw or regulation, and (ii) do not conflict with, or constitute a default under, any agreement or instrument to which either is a party or by which either party may be bound or affected; and
 - b. This HCA has been duly authorized, executed and delivered; this HCA constitutes legal, valid and binding obligations of each party, enforceable in accordance with its terms; there is no action, suit or proceeding pending or, to the knowledge of either party, threatened against or affecting either wherein an unfavorable decision, ruling or finding would

materially adversely affect the performance of any obligations hereunder, except as otherwise specifically noted in this HCA.

5. All notices or requests required or permitted hereunder shall be in writing and addressed, if to the TOWN as follows:

Town Manager
Town of Needham
Needham Town Hall
1471 Highland Avenue
Needham, MA 02492

with a copy to:

David S Tobin
Tobin & Grunebaum
55 William St
Wellesley, MA 02481

If to the COMPANY:

David Morris
Senior Corporate Counsel
TripAdvisor LLC
141 Needham Street
Newton, MA 02464

Each of the PARTIES shall have the right by notice to the other to designate additional persons to whom copies of notices must be sent, and to designate changes in address.

6. Failure by the COMPANY to perform its material obligations under any provision of this HCA beyond applicable notice and cure periods shall constitute a breach of the associated TIF AGREEMENT, following which the TOWN shall be entitled to pursue all remedies available to it pursuant to the TIF AGREEMENT. In addition, the TOWN shall be entitled to seek injunctive relief to cause the COMPANY to perform the COMPANY's obligations under this HCA. Such remedies shall be the TOWN's sole and exclusive remedies with respect to breaches by the COMPANY of its obligations under this HCA.
7. If and to the extent that either party is prevented from performing its obligations hereunder by an event of *force majeure*, such party shall be excused from performing hereunder and shall not be liable in damages or otherwise, and the parties instead shall negotiate in good faith with respect to appropriate modifications to the terms hereof. For purposes of this HCA, the term *force majeure* shall mean the supervening causes described here,

each of which is beyond the reasonable control of the affected party: acts of God, fire, earthquake, floods, explosion, actions of the elements, war, terrorism, riots, mob violence, a general shortage of labor, equipment, facilities, materials or supplies in the open market, failure of transportation, strikes, lockouts, actions of labor unions, condemnation, laws or orders of governmental or military authorities, or any other cause similar to the foregoing, not within the control of such party obligated to perform such obligation.

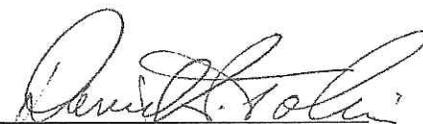
8. Failure by COMPANY to perform any term or provision of this HCA shall not constitute a default under this HCA unless COMPANY fails to commence to cure, correct or remedy such failure within thirty (30) days of the receipt of written notice of such failure from the TOWN and thereafter fails to complete such cure, correction or remedy within ninety (90) days of the receipt of such written notice, or, with respect to defaults which cannot be remedied within such ninety (90) day period, within such additional period of time as is required to reasonably remedy such default, if the COMPANY is exercising due diligence in the remedying of such default.
9. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.
10. Except for the TIF AGREEMENT, this HCA sets forth the entire agreement of the PARTIES with respect to the subject matter thereto. The failure of any party to strictly enforce the provisions hereof shall not be construed as a waiver of any obligation hereunder. This HCA may be modified only in a written instrument signed by the SELECTMEN and COMPANY. This HCA shall be binding upon the PARTIES and their successors and assigns.

Executed under seal.

TRIPADVISOR LLC

By: 
Name: Noel Watson
Title: Controller

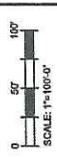
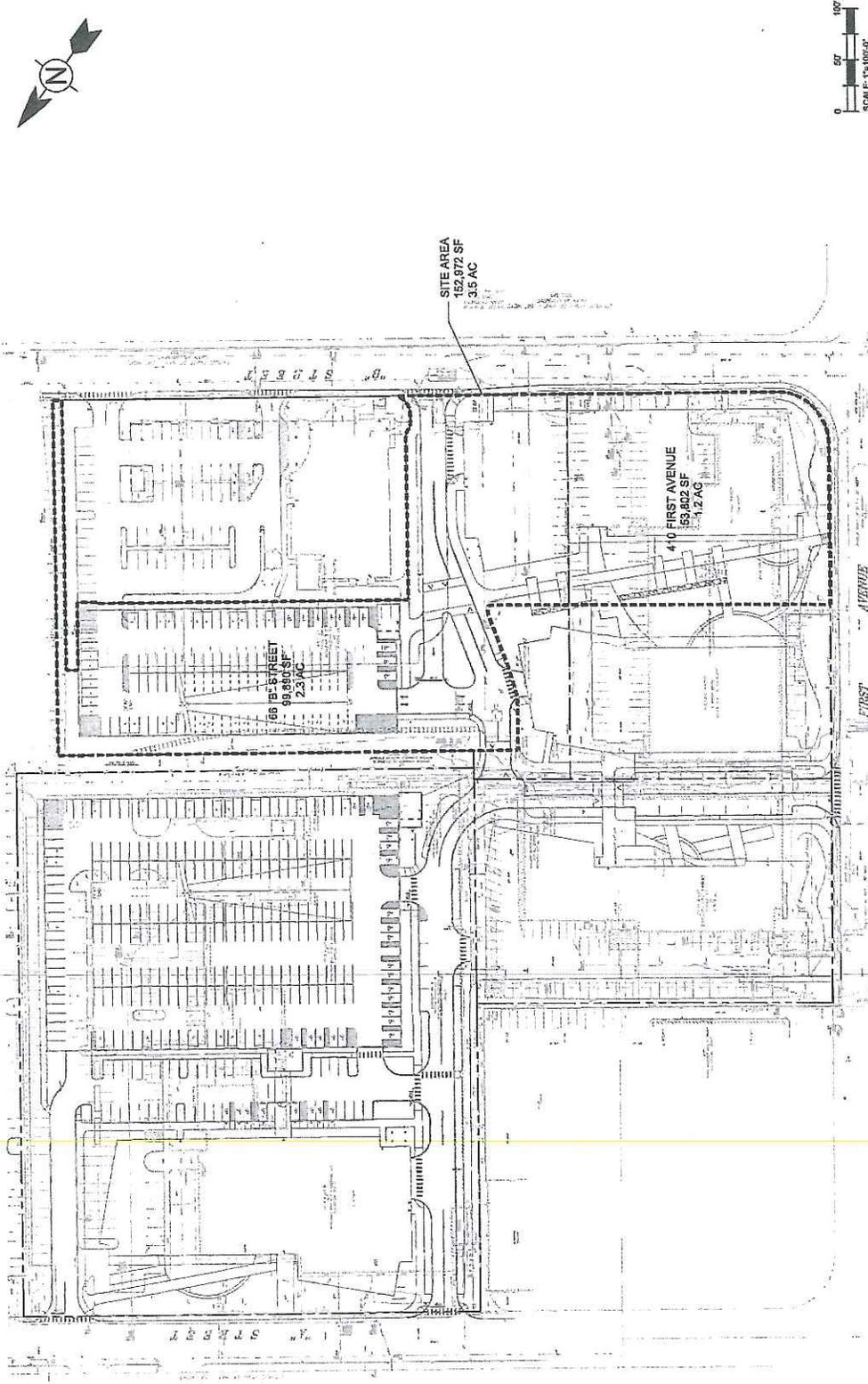
TOWN OF NEEDHAM BOARD OF SELECTMEN

By: 
Town Counsel as to Form

By: 
Its Chair
Hereunto duly authorized

11.14.2012

EXHIBIT A
EXPANSION PLAN
For
TRIPADVISOR



Project No.: 127-21127-12001
 Date: 09/21/12
 Designed By: SCY
 FIGURE 1
 Bar Measures 1 Inch

Center for
 Nonprofit
 Exclusive Use Plan
 Building #3

TETRA TECH
 www.tetratech.com
 One Grant Street
 Framingham, MA 01901
 Phone: 508.883.2000 Fax: 508.883.2001

5/1/12

HOST COMMUNITY AGREEMENT

This Host Community Agreement (the "HCA") is entered into by and between the Town of Needham (the "TOWN"), a municipal corporation duly organized under the laws of the Commonwealth, acting through its Board of Selectmen (the "SELECTMEN"), and Normandy Gap-V Development Needham, LLC c/o Normandy Real Estate Partners, LLC a private company, with a principal place of business at 53 Maple Avenue, Morristown, NJ 07960, or an affiliate/subsidiary or the nominee, successor or assignee thereof (the "PROPERTY OWNER").

This HCA represents the understanding between the TOWN and the PROPERTY OWNER (the "PARTIES") with respect to the commitments arising from the planned development of a tract of land within the New England Business Center in the Town of Needham. The tract of land (the "PROPERTY") is shown as 'Site Area' on a Plan entitled "Exclusive Use Plan – Building #3," dated September 21, 2012 and prepared by Tetra Tech. The development of the PROPERTY is the subject of a Tax Increment Financing Agreement (the "TIF AGREEMENT"), entered into contemporaneously with this HCA, intended to provide an exemption from a portion of the real property taxes owed to the TOWN for the improvements made in the planned development of the PROPERTY.

RECITALS

WHEREAS, TripAdvisor LLC plans to transfer its operations to 230,000 square feet of a six story, 240,000 square foot office building located on the PROPERTY, said building together with associated improvements (collectively, the "PROJECT") to be constructed by the PROPERTY OWNER with contribution from TripAdvisor LLC; and

WHEREAS, the PROJECT is expected to result in an estimated capital investment of approximately \$101 million including \$73.6 million for construction costs and \$12.4 million for land and related costs paid for by the PROPERTY OWNER, \$7.5 million for leasehold improvements and \$7.5 million for personal property paid for by the COMPANY; and

WHEREAS, pursuant to a vote of the members of the December 2012 Special Town Meeting, the TOWN entered into the TIF AGREEMENT; and

WHEREAS, the TIF AGREEMENT is a 13-year incentive, commencing in the later of (a) Fiscal Year 2016 or (b) the Fiscal Year in which the PROJECT is placed into service (as evidenced by a certificate of occupancy), but in no event after Fiscal Year 2018, that provides for a percentage exemption from the real estate taxes applicable to incremental increase in the value of the PROPERTY due to the PROJECT, in exchange for a commitment by TripAdvisor LLC to: (1) create 250 permanent, full-time jobs on the PROPERTY; and (2) retain and relocate 450 permanent, full-time jobs to the PROPERTY; and

WHEREAS, the TOWN recognizes that this development will benefit the TOWN and its citizens through increased economic development, additional employment opportunities for residents and a strengthened local tax base; and

WHEREAS, the PARTIES agree and acknowledge that the TOWN has identified certain concerns with respect to the impact of the construction of the expanded and improved facilities on the PROPERTY, as well as their subsequent operation; and

WHEREAS, on October 16, 2012 the Town of Needham Planning Board approved the request of the PROPERTY OWNER for a Major Project Special Permit for property located at 360 First Avenue, 410 First Avenue, 66 B Street and 37 A Street, also shown on the Needham Town Assessor's Plan No. 300 as parcels 29, 15, 16 and 28, respectively (the "MPSP"), which includes the PROPERTY; and

WHEREAS, the PARTIES intend to enter this HCA as a means of memorializing their obligations with respect to the mitigation of these impacts, as well as their intention to collaborate to the fullest extent possible to insure that the proposed expansion and improvements occur efficiently;

NOW, THEREFORE, in consideration of the mutual promises of the parties contained herein and other good and valuable consideration, the receipt of which is hereby acknowledged, the PARTIES hereby agree as set forth herein.

1. The PROJECT shall be constructed to conform with the MPSP in size, layout, placement on the lot, materials, color, massing, and all other design features; provided, however, that any amendments made to the MPSP subsequent to the execution of the HCA shall not be construed to waive the requirements of this Section with respect to design features that significantly reduce the taxable value of the PROJECT.
2. The PROPERTY OWNER shall construct the PROJECT in a manner suitable for, and shall obtain, LEED Gold Certification pursuant to the U.S. Green Building Council LEED Certification standard.
3. The PROPERTY OWNER shall apply for all building permits necessary to complete the real estate improvements shown in Exhibit A no later than June 30, 2014. Thereafter, construction shall proceed forthwith and Certificates of Occupancy for all components of the real estate improvements shall be obtained no later than January 1, 2017, subject to *force majeure* (as defined in Section 7 below).
4. The PARTIES respectively represent and warrant that:
 - a. Each is duly organized and existing and in good standing, has the full power, authority and legal right to enter into and perform this HCA, and the execution, delivery and performance hereof and thereof (i) will not violate any judgment, order, law, bylaw or regulation, and (ii) do not conflict with, or constitute a default under, any agreement or instrument to which either is a party or by which either party may be bound or affected; and
 - b. This HCA has been duly authorized, executed and delivered; this HCA constitutes legal, valid and binding obligations of each party, enforceable

in accordance with its terms; there is no action, suit or proceeding pending or, to the knowledge of either party, threatened against or affecting either wherein an unfavorable decision, ruling or finding would materially adversely affect the performance of any obligations hereunder, except as otherwise specifically noted in this HCA.

5. All notices or requests required or permitted hereunder shall be in writing and addressed, if to the TOWN as follows:

Town Manager
Town of Needham
Needham Town Hall
1471 Highland Avenue
Needham, MA 02492

with a copy to:

David S Tobin
Tobin & Grunebaum
55 William St
Wellesley, MA 02481

If to the PROPERTY OWNER:

Normandy GAP-V Development Needham, LLC
c/o Normandy Real Estate Partners, LLC
99 Summer Street
Boston, MA 02109
Attention: Justin D. Krebs

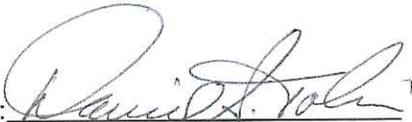
With a copy to:
Normandy GAP-V Development Needham, LLC
c/o Greenfield Partners
50 North Water Street
South Norwalk, CT 06854
Attention: Bary P. Marcus

Each of the PARTIES shall have the right by notice to the other to designate additional persons to whom copies of notices must be sent, and to designate changes in address.

6. Failure by the PROPERTY OWNER to perform its material obligations under any provision of this HCA beyond applicable notice and cure periods shall constitute a breach of the associated TIF AGREEMENT and, in addition to any and all remedies that may be available to enforce this HCA directly, the TOWN shall be entitled to pursue all remedies available to it pursuant to the TIF AGREEMENT.
7. If and to the extent that either party is prevented from performing its obligations hereunder by an event of *force majeure*, such party shall be excused from performing hereunder and shall not be liable in damages or otherwise, and the parties instead shall negotiate in good faith with respect to appropriate modifications to the terms hereof. For purposes of this HCA, the term *force majeure* shall mean the supervening causes described here, each of which is beyond the reasonable control of the affected party: acts of God, fire, earthquake, floods, explosion, actions of the elements, war, terrorism, riots, mob violence, a general shortage of labor, equipment, facilities, materials or supplies in the open market, failure of transportation, strikes, lockouts, actions of labor unions, condemnation, laws or orders of governmental or military authorities, or any other cause similar to the foregoing, not within the control of such party obligated to perform such obligation.
8. Failure by PROPERTY OWNER to perform any term or provision of this HCA shall not constitute a default under this HCA unless PROPERTY OWNER fails to commence to cure, correct or remedy such failure within thirty (30) days of the receipt of written notice of such failure from the TOWN and thereafter fails to complete such cure, correction or remedy within ninety (90) days of the receipt of such written notice, or, with respect to defaults which cannot be remedied within such ninety (90) day period, within such additional period of time as is required to reasonably remedy such default, if PROPERTY OWNER is exercising due diligence in the remedying of such default.
9. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.
10. Except for the TIF AGREEMENT, this HCA sets forth the entire agreement of the PARTIES with respect to the subject matter thereto. The failure of any party to strictly enforce the provisions hereof shall not be construed as a waiver of any obligation hereunder. This HCA may be modified only in a written instrument signed by the SELECTMEN and the PROPERTY OWNER. This HCA shall be binding upon the PARTIES and their successors and assigns.

Executed under seal.

TOWN OF NEEDHAM BOARD OF SELECTMEN

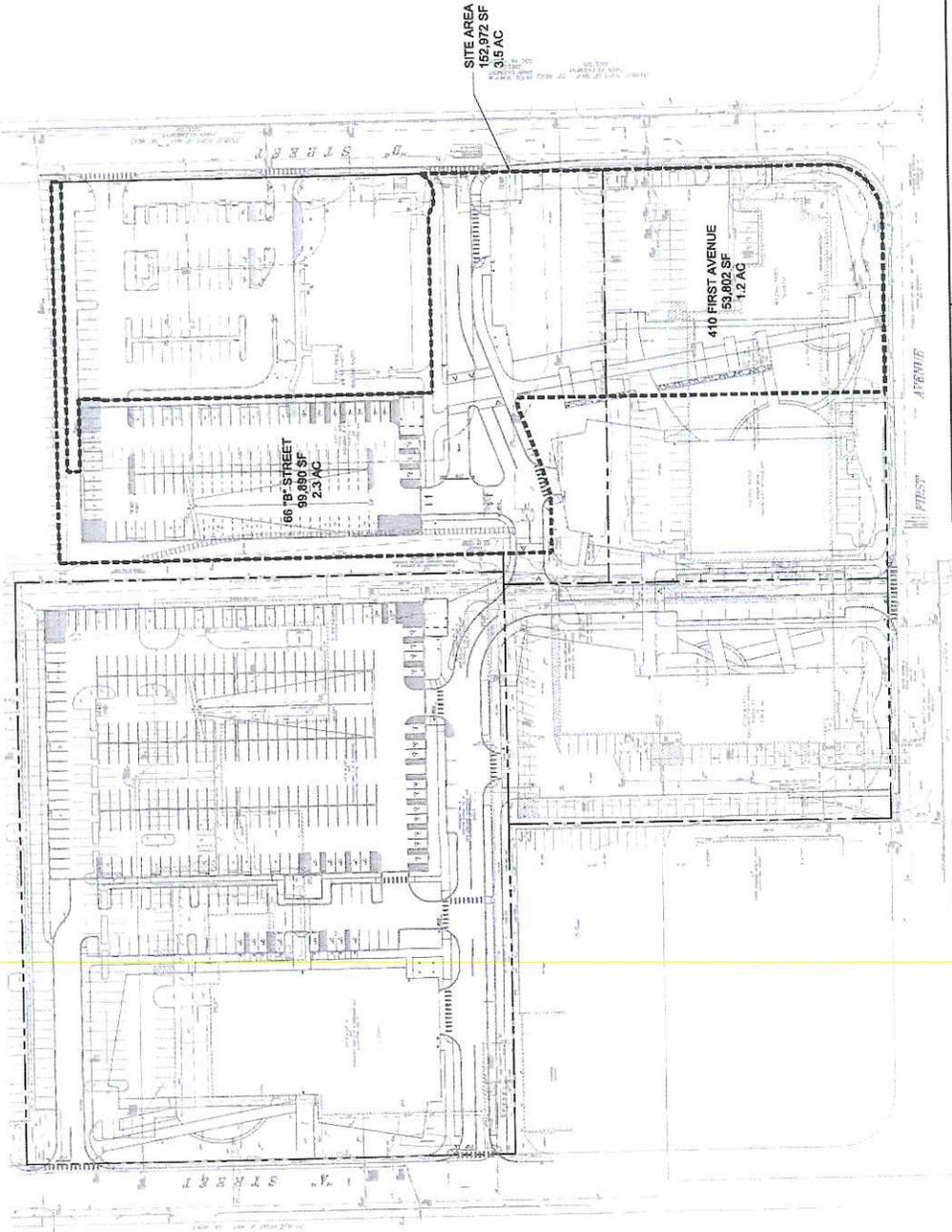
By: 
Town Counsel as to Form

By: 
Its Chair
Hereunto duly authorized
11.14.2012

Normandy Gap-V Development Needham, LLC

By: 
Name: Justin D. Krebs
Title: Authorized Signatory

EXHIBIT A
EXPANSION PLAN
For
TRIPADVISOR



0 50' 100'
SCALE: 1"=100'-0"

Project No.: 127-21127-1201
Date: 09/2/12
Designed By: SCJ
FIGURE 1



TETRA TECH
www.tetrattech.com
One Great Street
Framingham, Massachusetts 01701
Phone: 508.883.2600 Fax: 508.883.0301

Corner 128
Needham, MA
**Exclusive Use Plan
Building #3**

Bar Measure 1 inch



TOWN OF NEEDHAM

TOWN HALL
1471 Highland Avenue
Needham, MA 02492-2669

Office of the
TOWN MANAGER

TEL: (781) 455-7500
FAX: (781) 453-2522
TDD: (781) 455-7558

To: MA Economic Assistance Coordinating Council
From: Kate Fitzpatrick, Town Manager
Date: November 15, 2012
Subj: Vote of Needham Board of Selectmen

At the November 14, 2012 Meeting, the Board of Selectmen voted unanimously as follows:

Subject to ratification by Town Meeting, the Board of Selectmen vote to approve the parcel labeled 'Site Area' on the Plan titled "Exclusive Use Plan – Building #3", dated September 21, 2012 and prepared by Tetra Tech, said parcel to comprise a portion of the parcels shown on Needham Town Assessor's Plan No. 300 as parcels 15 and 16 with the street addresses 410 First Avenue and 66 B Street, respectively, as the 'Center 128 Economic Opportunity Area' (the "Center 128 EOA") for a period of 13 years, pursuant to *M.G.L. c. 23A, §3E*, and to approve the submission of an application of the Center 128 EOA to the Massachusetts Economic Assistance Coordinating Council (EACC) for approval.

Subject to ratification by Town Meeting, the Board of Selectmen vote to execute a 13-year Tax Increment Financing (TIF) Plan and Agreement, pursuant to *M.G.L. c. 40, §59*, between TripAdvisor LLC, Normandy GAP-V Development Needham, LLC, and the Town of Needham for property located as delineated by the Center 128 EOA and authorize the submission of the TIF Plan and Agreement to the EACC for approval.

Subject to ratification by Town Meeting, the Board of Selectmen vote to accept, approve and certify the proposed Certified Project application by TripAdvisor LLC pursuant to *M.G.L. c. 23A, §3F* and 402 CMR 2.00, and authorize the submission of the application to the EACC for approval.

The Board of Selectmen vote to execute the Host Community Agreement between TripAdvisor LLC and the Town of Needham.

The Board of Selectmen vote to execute the Host Community Agreement between Normandy GAP-V Development Needham, LLC and the Town of Needham.



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 11/27/2012

Agenda Item	Community Preservation Projects
Presenter(s)	Kate Fitzpatrick, Town Manager

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
	<p>The Town Manager will recommend the Board's approval of two CPA project applications. The first request would fund the implementation of a Conservation Restriction on lands purchased through the use of CPA funds, as required by the Community Preservation Act. The Town has identified a Trust to accept the restriction and we are currently working to complete the application process. The second request would fund a part-time Community Housing Specialist to provide administrative and technical support relating to affordable housing issues, coordinate the efforts of various Town boards and committees to develop affordable housing opportunities, and assist in the implementation of the Town's Community Housing Plan.</p> <p>The Park and Recreation Commission and Conservation Commission are preparing CPA applications for items submitted in the FY14 – 2018 Capital Improvement Plan, including funds to revise the Town's Open Space and Recreation Plan, renovation of the Newman School playing fields, and trail development. These projects will be presented to the Board for its endorsement consideration at a future meeting.</p>		
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	<u> </u> NO
	<p><i>Suggested Motion:</i> That the Board endorse an application to be filed for Community Preservation funding for the implementation of a Conservation Restriction for 174 Charles River Street and the Carol-Brewster property, and for the funding of a Community Housing Specialist.</p>		
	BACK UP INFORMATION ATTACHED	YES	<u> </u> NO
	<p>a. Initial Eligibility Project Application Form – Conservation Restriction b. Initial Eligibility Project Application Form – Community Housing Specialist</p>		

INITIAL ELIGIBILITY PROJECT APPLICATION FORM

DUE BY DECEMBER 1

**TOWN OF NEEDHAM
COMMUNITY PRESERVATION COMMITTEE**
c/o Park & Recreation Department
1471 Highland Avenue, Town Hall
Needham, MA 02492
www.needhamma.gov/CPC

- 1. Applicant:** Board of Selectmen, Town Manager **Submission Date:** December 1, 2012
- 2. Applicant's Address, Phone Number and Email:**
Town Hall – 1471 Highland Avenue
Needham, MA 02492
Contact Name: *Kate Fitzpatrick*
- 3. Purpose:**
(Please select all that apply)
- Open Space
 - Community Housing
 - Historic Preservation
 - Recreation
- 4. Project Name:** Conservation Restriction
- 5. Project Location/Address/Ownership (Control):**
174 Charles River Street/Board of Selectmen
Carol Brewster/Board of Selectmen
- 6. Amount Requested:** \$ 25,000*
- 7. Estimated Total Project Cost (If Different):** \$
- 8. Critical Dates: (If Applicable)** Not applicable

** This is an estimated figure as the Conservation Trust has not completed its analysis to determine the final cost. This application is submitted for use of administration funds, if deemed appropriate.*

- continued -

Project Name: Conservation Restriction

9. Project Summary: In 100 words or less provide a brief summary of the project:

In accordance with the Community Preservation Act, property purchased with CPA funds must be subject to a permanent Conservation Restriction (CR). A Conservation Restriction is a legal agreement that prevents development and other activities on important natural and recreational resources. A CR is a legal document, approved by the Massachusetts Executive Office of Energy and the Environment and filed at the Registry of Deeds, which details exactly what activities can and cannot take place on the parcel. The Town cannot both own the land and hold the restriction - hence a non-profit land trust or similar organization must do so. In order to be qualified to hold a CR, the entity must be authorized to hold property interests, their purpose must include the conservation of land and water areas and recreation, and they must be qualified to monitor and enforce the CR to ensure that the terms are not violated.

10. Community Need: In 100 words or less provide a brief statement of the need for and the benefits to the community.

The CR ensures that the property acquired with CPA funds is used for that purpose and is a requirement of the Act.

Note: This application enables the Community Preservation Committee to review the request to assess eligibility. You shall be notified by January 1 of your eligibility. If eligible you will be requested to supply additional information by February.

CPC USE ONLY:	
Application #	_____
Qualifies:	_____
Does not qualify:	_____

INITIAL ELIGIBILITY PROJECT APPLICATION FORM

DUE BY DECEMBER 1

TOWN OF NEEDHAM
COMMUNITY PRESERVATION COMMITTEE
 c/o Park & Recreation Department
 Public Services Administration Building
 500 Dedham Avenue, Needham, MA 02492
 www.needhamma.gov/CPC

Submission Date: November 20, 2012

1. **Applicant:** Kate Fitzpatrick, Town Manager
Lee Newman, Director, Planning & Community Development

2. **Applicant's Address, Phone Number and Email:**
500 Dedham Avenue
Needham, MA
LNewman@needhamma.gov
Contact Name: Lee Newman

3. **Purpose:**
(Please select all that apply)
 Open Space
 Community Housing
 Historic Preservation
 Recreation

4. **Project Name:** Community Housing Specialist

5. **Project Location/Address/Ownership (Control):**
Not Applicable

6. **Amount Requested:** \$ **\$35,000 annually for 5 years**

7. **Estimated Total Project Cost (If Different):** \$ **\$175,000**

8. **Critical Dates:** *(If Applicable)*

CPC USE ONLY: Application # _____
Qualifies: _____
Does not qualify: _____

- continued -

Project Name: Community Housing Specialist

9. Project Summary: In 100 words or less provide a brief summary of the project:

The Department of Planning and Economic Development seeks funding to hire a part-time Community Housing Specialist. The Community Housing Specialist would provide administrative and technical support relating to affordable housing issues, would coordinate the efforts of various town boards and committees to develop affordable housing opportunities, and would assist in the implementation of the Town's Community Housing Plan. Working under the direction of the Planning and Community Development Director the essential functions of the position would be as follows:

- 1. Coordinate and/or conduct planning and feasibility studies for new affordable housing development.**
- 2. Monitor local housing units on the state's Subsidized Housing Inventory to assure compliance with affordable housing restrictions.**
- 3. Assist Town boards and committees, and private housing developers during the pre-application process for new affordable housing.**
- 4. Provide technical support and assistance during the application process and the review and approval process under M.G.L. Chapter 40B.**
- 5. Initiate and pursue collaborative efforts among local, state, federal, and private agencies and parties to implement the Town's housing-related plans or studies.**
- 6. Prepare and coordinate applications for state and federal resources, including housing grants and loans, assistance and public services.**
- 7. Promote, monitor and oversee housing projects throughout the required community application process, including public approvals and permitting, and through closing, construction, and sales.**
- 8. Serve as staff resource to an Affordable Housing Committee or Municipal Housing Trust to be appointed by the Board of Selectmen.**
- 9. Serve as the Town's representative to the West Metro Home Consortium; attending all meetings and preparing all budgets, grant applications, requisitions and the Annual Consolidated Plan.**

CPC USE ONLY: Application # _____
Qualifies: _____
Does not qualify: _____

10. Community Need: In 100 words or less provide a brief statement of the need for and the benefits to the community.

In addition to the items identified under Section 9 above, funding of the position will enable the Town to remain competitive with other West Metro Home Consortium communities in securing Home program funds for affordable housing development. Beginning in FY 2014 Home funds not spent by a member community during the year received will be placed in a pool to be awarded on a competitive basis. Previously Needham was able to allow its funds to accumulate over a period of five to six years so that a critical mass could be developed for allocation to a desired project. As this strategy will not be available moving forward, having a Housing Specialist on staff will give Needham the required capacity to successfully compete for funding with other Consortium communities who presently have this in house capacity.

Additionally, funding of the position will further enable the Town to effectively monitor the local housing units on the state's Subsidized Housing Inventory to assure compliance with affordable housing restrictions. Presently, the monitoring function is split among a number of entities creating a lack of centralized oversight and accountability. Placing the monitoring responsibility solely with the Housing Specialist will assure that the desired centralized oversight function is met and will further allow for an easier and more predictable process for those wishing to sell or rent deed restricted affordable housing units.

Note: This application enables the Community Preservation Committee to review the request to assess eligibility. You shall be notified by January 1 of your eligibility. If eligible you will be requested to supply additional information by February 1.



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 11/27/2012

Agenda Item	Preliminary FY14 – FY18 Capital Improvement Plan
Presenter(s)	Kate Fitzpatrick, Town Manager David Davison, Assistant Town Manager/Finance

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED
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We will discuss with the Board the preliminary FY2014 cash capital and debt-financed project submissions. We will discuss the FY2014 – 2018 projects at the Board’s meeting on December 4th, and will seek final approval of the Capital Improvement Plan on December 18th.

In accordance with Section 20C of the Town Charter: “All boards, departments, committees, commissions and officers of the town shall annually, at the request of the town manager, submit to him in writing a detailed estimate of the capital expenditures as defined by by-law, required for the efficient and proper conduct of their respective departments and offices for the ensuing fiscal year and the ensuing four year period. The Town Manager, after consultation with the board of selectmen, shall submit in writing to the board of selectmen a careful, detailed estimate of the recommended capital expenditures for the aforesaid periods, showing specifically the amount necessary to be provided for each office, department and activity and a statement of the amounts required to meet the debt service requirements or other indebtedness of the town. The selectmen shall transmit a copy of the capital budget to the finance committee along with the board of selectmen’s recommendations relative thereto. The calendar dates on or before which the capital budget is to be submitted and transmitted shall be specified by by-law.” In accordance with section 2.2.2.1 of the General By-law, the Selectmen shall transmit the capital budget to the Finance Committee no later than the first Tuesday after the first Monday in January (Tuesday, January 8, 2013).

2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
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3.	BACK UP INFORMATION ATTACHED	YES	NO
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a.	List of Capital Project Requests for Fiscal Year 2014
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**Fiscal Year 2014
Preliminary Capital Funding Requests**

FY2014						
Department	Project	Request	Cash Capital	Debt Financing	Alternative Funding Source	Comment
Building Inspector	Core Fleet Replacement	41,190	41,190			
Community Development	Trail Improvement Project - Needham Reservoir	65,000	65,000			Maybe a CPA eligible project
Community Development	Trail Improvement Project - Newman Eastman	90,000	90,000			Maybe a CPA eligible project
DPW	Athletic Facility Improvements	158,000	158,000			
DPW	DPW 470 Dedham Ave	TBD	-			Additional garage bays under study
DPW	Drain System Improvements - Water Quality (EPA)	71,000	71,000			
DPW	General Fund - Core Fleet	387,000	387,000			
DPW	General Fund - Small Specialty Equipment	130,800	130,800			
DPW	General Fund - Snow & Ice Equipment	210,300	210,300			
DPW	Public Works Infrastructure Program	1,204,000		1,204,000		
DPW	Two-Way Radios	47,700	47,700			
Finance	Network Hardware, Servers & Switches	30,000	30,000			
Fire	Brush/Utility Truck F350 (C-6)	49,200	49,200			
Fire	Defibrillator	27,500	27,500			
Fire	Wireless Municipal Radio Master Fire Box System	164,000	164,000			
Parks & Recreation	Mills Field Improvements	40,000	40,000			
Parks & Recreation	Recreation and Open Space Plan	25,000	25,000			
Public Facilities	Core Fleet	33,600	33,600			
Public Facilities	Energy Efficiency Upgrade Improvements	109,785	109,785			
Public Facilities	Pollard Boiler Replacement	612,277	-	612,277		Designer to be selected
Public Facilities	Pollard Telephone System Replacement	53,000	53,000			
Public Facilities	Public Facilities Maintenance Program	465,750	465,750			
School	Copier Replacement	59,620	59,620			
School	Furniture	41,600	41,600			
School	Graphic Arts Equipment	8,270	8,270			
School	Hillside School Feasibility	500,000	-		500,000	MSBA
School	Interactive Whiteboard Technology	22,600	22,600			
School	Musical Equipment	15,000	15,000			

**Fiscal Year 2014
Preliminary Capital Funding Requests**

FY2014						
Department	Project	Request	Cash Capital	Debt Financing	Alternative Funding Source	Comment
School	NHS Radio System	37,275	37,275			
School	Tablet Project	145,000	145,000			EPA regulations pending
School	Technology Innovation	25,000	25,000			
School	Technology Replacement	441,200	441,200			
School	Wellness Equipment Replacement	14,380	14,380			
Town Clerk	Election Equipment	85,000	85,000			
General Fund Total		5,410,047	3,093,770	1,816,277	500,000	
RTS	Construction Equipment	320,400		320,400		
RTS	Large Specialty Equipment	218,100	218,100			
RTS Enterprise Fund Total		538,500	218,100	320,400	-	
Sewer	Core Fleet	47,900	47,900			
Sewer	Sewer System Rehabilitation Infiltration & Inflow Master Plan	600,000	600,000			
Sewer Enterprise Fund Total		647,900	647,900	-	-	
Water	Filter Media Replacement	75,000	75,000			
Water	Fire Flow Improvements	5,577,000		5,577,000		MWPAT Funding Eligible
Water	Irrigation Supply Facility Design	80,000	80,000			
Water	SCADA System Upgrade	435,000	435,000			
Water	Service Connections	200,000	200,000			
Water	Small Specialty Equipment	57,300	57,300			
Water	Water System Rehabilitation	715,800	715,800			
Water Enterprise Fund Total		7,140,100	1,563,100	5,577,000	-	
Total		13,736,547	5,522,870	7,713,677	500,000	



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 11/27/2012

Agenda Item	Sale of Alcohol for Consumption Off Premises
Presenter(s)	Board Discussion

1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
	The Board will discuss the next steps in the process to license establishments to sell alcohol for consumption off premises. The Board is scheduled to adopt rules and regulations for the sale of alcohol for consumption off premises at its meeting on December 18 th .		
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
	<i>Suggested Motion:</i> That the Board of Selectmen vote to establish an open period for the submission of applications for the sale of alcohol to be consumed off premises in accordance with M.G.L. c. 138 Section 15 and Chapter 207 of the Acts of 2012, and to designate from 9:00 a.m. January 7, 2013 through 4:00 p.m. January 18, 2013 as the application period.		
3.	BACK UP INFORMATION ATTACHED	YES	NO
	(Describe backup below)		



**Board of Selectmen
TOWN OF NEEDHAM
AGENDA FACT SHEET**

MEETING DATE: 11/27/2012

Agenda Item	Committee Reports
Presenter(s)	Board Discussion

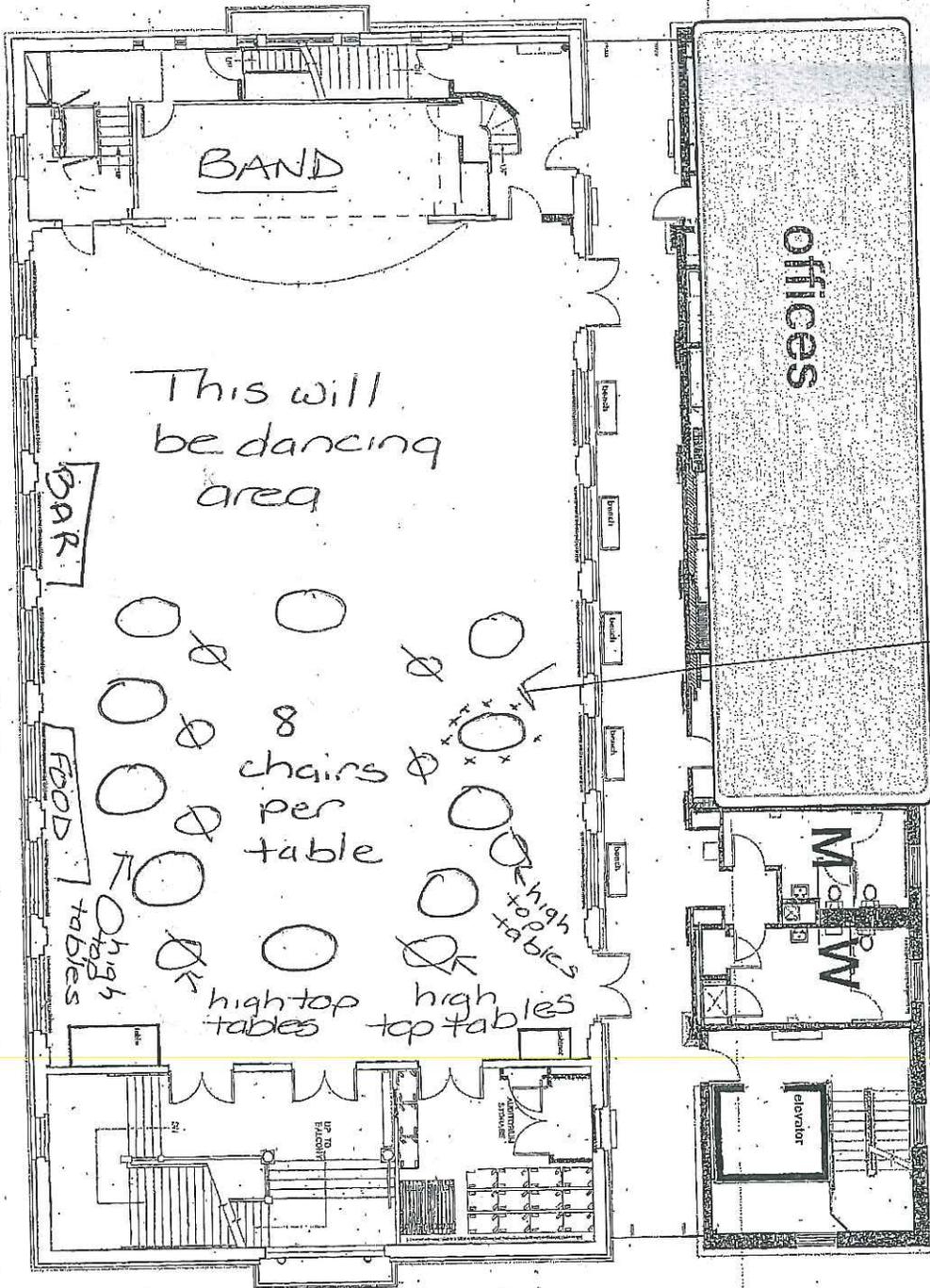
1.	BRIEF DESCRIPTION OF TOPIC TO BE DISCUSSED		
	<i>Board members will report on the progress and / or activities of their Committee assignments.</i>		
2.	VOTE REQUIRED BY BOARD OF SELECTMEN	YES	NO
3.	BACK UP INFORMATION ATTACHED	YES	NO
	(Describe backup below)		
	None		

**ONE DAY SPECIAL LICENSE
TOWN OF NEEDHAM BOARD OF SELECTMEN
EVENT INFORMATION SHEET**
(Please complete and attach event flyer or other information.)

Event Manager Name (Name that will appear on license)	Jessica Weiss	
Event Manager Address	[Redacted]	
Event Manager Phone Number	[Redacted]	
Organization Representing (if applicable)	Town of Needham / New Years	
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	<input checked="" type="checkbox"/> Non-profit <input type="checkbox"/> For profit <input type="checkbox"/> Proof of non-profit status is attached Form of Proof: <u>We are part of Town of Needham</u>	
Name of Event	New Years Needham New Years Eve	
Date of Event	12/31/12 to 1/1/13	
License is for Sale of:	<input type="checkbox"/> Wines & Malt Beverages Only <input checked="" type="checkbox"/> All Alcoholic Beverages (for non-profit groups only)	
Requested Time for Liquor License	FROM: 9:00 pm	TO: 12:30 am
Are tickets being sold in advance for this event?	<input checked="" type="checkbox"/> YES \$ 15 /per ticket <input type="checkbox"/> NO	
Is there an admission fee for this event?	<input checked="" type="checkbox"/> YES \$ 15 /per ticket <input type="checkbox"/> NO	
Are you using dues collected to purchase alcohol for this event?	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	
How many people are you expecting at this event?	100	
Name & address of event location. Please attach proof of permission to use this facility.	Town Hall / Powers Hall	
Who will be serving the alcohol to your guests?	Tips Certified Bartender	
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate).	Will be provided	
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan.	Cash Bar / Diagram Attached	
<input checked="" type="checkbox"/> I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))		
Event Manager Signature:	[Signature]	Date: 10/23/12

A
Needh
dance

**James Hugh Powers Hall
Needham Town Hall**



This will be dancing area

BAR

FOOD tables

8 chairs per table

high top tables

high top tables

offices

MEN
W

elevator

HIGHLAND AVENUE

O is a 60" round w/ 8 chairs

Q is a bar type high top. If we use stools, will rent and will advise

Chairs:
Hall floor can accommodate 330 chairs with center aisle.

Balcony:
seats 90 not available for events with alcohol.

Dimensions for hall and stage contained in online regulations.

Drawing scale will only be accurate when printed on 11"x17" paper at 100%.

NEEDHAM TOWN HALL
Needham, Massachusetts

SKF-2

Drawing Number:
Scale: 3/16" = 1'-0"



ID NO. 6371949

CARD NO. 7675189

ServSafe Alcohol® CERTIFICATE

KAREN CONNELL

Card expires three years from the date of the examination. Local laws apply.

DATE OF EXAMINATION

2/19/2011

NATIONAL
RESTAURANT
ASSOCIATION®

Student Name	KAREN CONNELL
Class Number	959623
Exam Date	2/19/2011
Expiration Date	2/19/2014

Overall Point Score	38
Overall % Score	95
Passing % Score	75
Status	PASSED

NOTE: You can access your score and certification information anytime at www.ServSafe.com with the class number provided on this form. Please make a copy of your ServSafe Alcohol Certificate Card for your records. Replacement copies can be obtained for a fee by completing the Certificate and Score Release Request Form available at www.ServSafe.com. Please feel free to address any questions regarding your certification to the National Restaurant Association Service Center Department at servicecenter@restaurant.org or 800.765.2122, ext. 6703.

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Trolley Map, Performance and Exhibit Venues

Parking at Needham HS

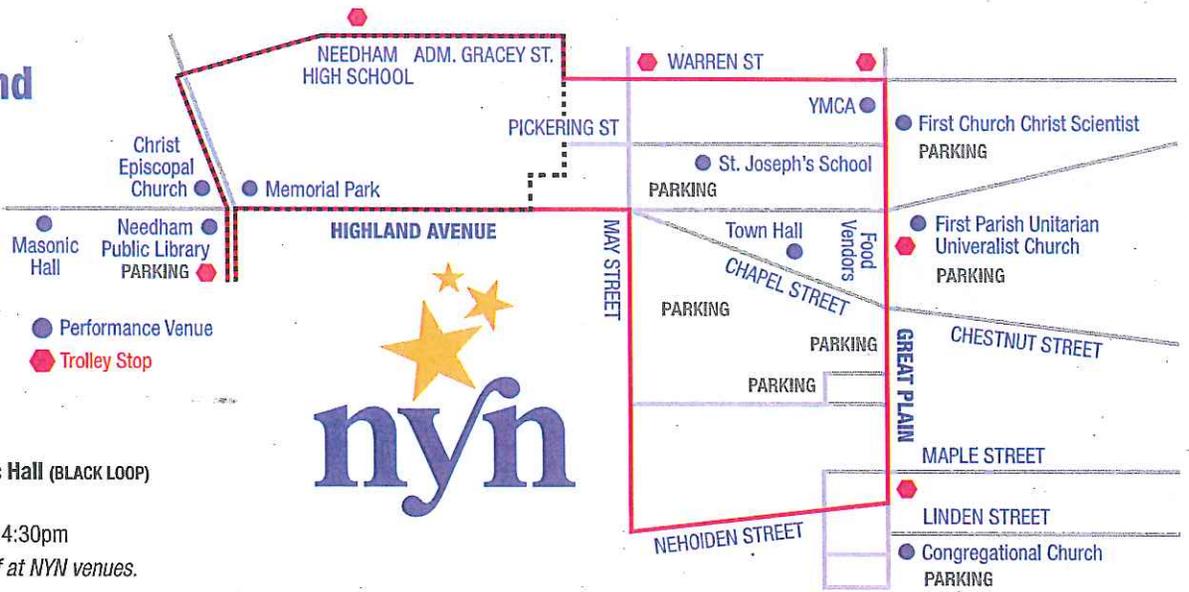
Great for kids events at the library and Masonic Hall. Trolley pick up at lot on Admiral Gracey Street.

NYN Trolley Loops

Needham HS/Library/Masonic Hall (BLACK LOOP)
11:30am - 1:30pm

All Venues (RED LOOP) 1:30pm - 4:30pm

The trolley will Pick-up/Drop-off at NYN venues.



new years newedham

Special Celebration Events

Countdown Celebration featuring Family Jewels

Town Hall: Powers Hall
Featuring the 5-piece band Family Jewels, an R&B, doo wop band with special guest Saxophonist and Flutist Amadee Castanell.
Adults only, 21+ \$10 in advance, \$15 at door (9pm-12:30pm)



Comedian Jim Colliton

Christ Episcopal Church
Jim grew up in the suburbs and resides there with his family today. What's on his mind? From recycling woes to bats in your baby's bedroom, it's all here in his hilarious comedy routine. *Adults only show, 21+ (8pm-9:15pm)*



The Old Kids Big Band

Town Hall: Powers Hall
A 19-piece dance big band in the style of the 30s & 40s, recreating the glamour and romance of that era. The band has been called a "living museum." *(1pm-2:30pm)*



Exchange Club Train

Memorial Park
Hop in and take a ride on the kid's train. Fun for the entire family. *(2:30pm-4:30pm)*

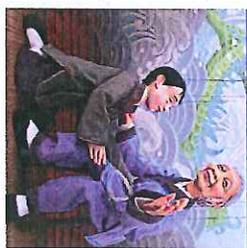


NYN Trolley

Needham HS/Library/Loop (11:30am-1:30pm)
All Venues Loop (1:30pm-4:30pm)
Take the trolley from venue to venue with pick-up/drop-off near all NYN performance venues. See map for specifics.

Tanglewood Marionettes: The Dragon King

St Joseph's School Kennedy Gym
The acclaimed touring theater performs an exciting adventure with colorful sea creatures and a Dragon King that will knock your socks off! Join us for their all-ages show. *(Noon + 2pm)*



Magician Chris Bolter

Public Library:
Kids 2:30pm, 3:30pm, 4:30pm
Town Hall: Teens/Adults 6pm
One of New England's premier children's entertainers captivates the minds and hearts of children. Includes an evening performance for teens and adults at Town Hall.



Diane Edgecomb: Storyteller

Needham Public Library
'Once Upon A Wintertime' celebrates this joyful time of year with tales of wintertime fun & magic. One of New England's best storytellers, Diane is known for transforming into the characters in her tales so bring your imaginations to this delightful event. *(12:30pm + 1:30pm)*



Ice Sculptor

Town Common
Watch the NYN ice sculpture comes alive all day as the ice sculptor works his creative magic all afternoon. *(5pm)*



**ONE DAY SPECIAL LICENSE
TOWN OF NEEDHAM BOARD OF SELECTMEN
EVENT INFORMATION SHEET**
(Please complete and attach event flyer or other information.)

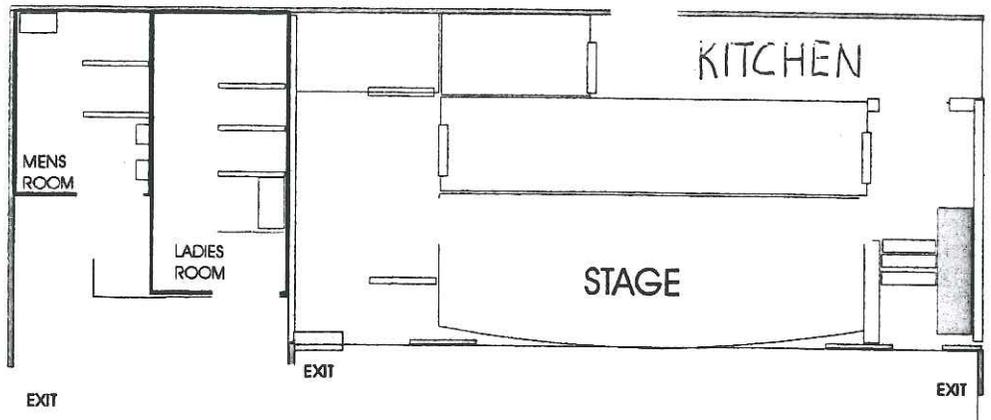
Event Manager Name (Name that will appear on license)	1 Mike Desjardis McGovern	
Event Manager Address	83 Munton ST	
Event Manager Phone Number	[REDACTED]	
Organization Representing (if applicable)	Class of 1987 - Village Club	
Is the organization (if applicable) you are representing non-profit? If so, please attach proof of non-profit status.	<input checked="" type="checkbox"/> Non-profit <input type="checkbox"/> For profit <input type="checkbox"/> Proof of non-profit status is attached Form of Proof: <u>On File</u>	
Name of Event	NHS 1987 Class Reunion	
Date of Event	11-24-12	
License is for Sale of:		
<input type="checkbox"/> Wines & Malt Beverages Only <input checked="" type="checkbox"/> All Alcoholic Beverages (for non-profit groups only)		
Requested Time for Liquor License	FROM:	TO:
	7 PM	12 A.M.
Are tickets being sold in advance for this event?	<input checked="" type="checkbox"/> YES	\$ 30.00 /per ticket <input type="checkbox"/> NO
Is there an admission fee for this event?	<input checked="" type="checkbox"/> YES	\$ 30.00 /per ticket <input type="checkbox"/> NO
Are you using dues collected to purchase alcohol for this event?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
How many people are you expecting at this event?	100-150	
Name & address of event location. Please attach proof of permission to use this facility.		
Village Club 83 Munton ST Needham Ma		
Who will be serving the alcohol to your guests?		
Bartender		
Bartenders and/or servers of alcohol, beer and/or wine must have completed in the past three years an appropriate Massachusetts alcoholic beverages server-training program. Please state below who will be serving alcohol, beer and/or wine and attach proof of their training (certificate).		
Peter Klein (Tipps Certificate on File)		
Please use the space below to describe the manner in which alcohol will be served to your guests. (For example, will guests be served alcohol or will they need to purchase it from the bar?) Please attach floorplan (can be hand drawn) of the event facility with liquor delivery plan.		
Guest will be served from the bar only.		
<input checked="" type="checkbox"/> I understand that the alcohol purchased for this event must be purchased from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder and that I have received a current list of wholesalers. (A person holding a Section 14 license cannot purchase alcoholic beverages from a package store. (MGL Ch. 138, Sec 14, 23; 204 CMR 7.04))		
Event Manager Signature:	<i>Michael R. Desjardis</i>	Date: 11/15/12

11/15/12

To whom it may concern,

The Village Club will be hosting a reunion for Needham's High School Class of 1987 on November 24, 2012. The event will begin at 7 P.M. and end at 12 Midnight.

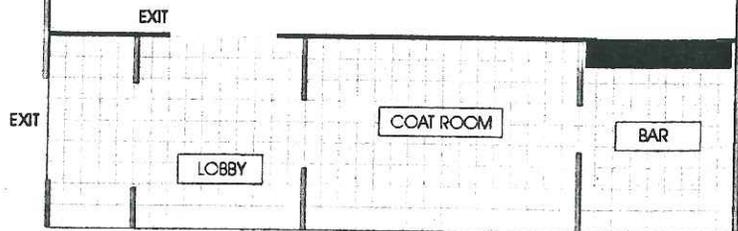
M. Dwyer



The Village Club
HIGHLANDVILLE HALL
Needham, Ma

**HIGHLANDVILLE
HALL**

60' X 40'
SEATING 185 max
w/ dancing 155



CERTIFICATION NUMBER:

67053

ALCOHOL INTERVENTION METHODS

CERTIFIES:

Peter J. Klein

CAMPBELL TRENT
508-756-8542

APR 10 2013 EXPIRES:

BOARD OF SELECTMEN

* MINUTES *

November 13, 2012

6:30 p.m. A special meeting of the Board of Selectmen was convened by Chairman Jerry Wasserman at the Needham Town Hall. Present were Mr. Dan Matthews, Mr. John Bulian, Mr. Moe Handel, Mr. Matt Borrelli, and Town Manager Kate Fitzpatrick.

The Board discussed the status of articles on the Special Town Meeting Warrant.

6:45 p.m. **Motion: Mr. Handel moved that the Board adjourn its meeting contemporaneously with the adjournment of Town Meeting. Mr. Bulian seconded the motion. Unanimous: 5-0.**

Note: The Special Town Meeting adjourned for the evening at 10:14 p.m.

**Town of Needham
Board of Selectmen
Minutes for November 14, 2012
Needham Town Hall**

6:45 p.m. Informal Meeting with Citizens: No Activity.

7:00 p.m. Call to Order:
A meeting of the Board of Selectmen was convened by Chairman Gerald A. Wasserman. Those present were Daniel P. Matthews, John A. Bulian, Maurice P. Handel, Matthew D. Borrelli, Town Manager Kate Fitzpatrick, and Recording Secretary Mary Hunt.

7:00 p.m. Public Hearing: Draft Alcohol Regulations – Sale of Alcohol off Premises
Mr. Wasserman asked interested parties to comment on the proposed regulations for the sale of alcohol for consumption off premises. He opened the public hearing.

Mr. Bulian read an email from Jennifer Cohen, 75 Peacedale Road. She recommends the Board determine the key health and well-being factors that might be impacted by opening alcohol outlets in Town and urged the Board to track data once alcohol outlets are introduced. She wrote data on whether or not this choice negatively impacts the community is critical to the health and well-being of residents.

Jeanne McKnight, 210 May Street is concerned for herself and others living in single family residential zones. Ms. McKnight said she has no comment on the proposed regulations, but hoped the regulations would say something about the location of liquor stores by precluding them to be located across the street or abutting single family residences. She handed the Board illustrations showing possible zoning options from Needham Junction to the New England Business Center.

Peter Atallah, 18 Lindburgh Avenue commented the vote should not be considered a mandate. He said people have the idea of a wine shop or craft beer shop and feels what was voted on is much broader. He concurred with the email from Ms. Cohen that data should be tracked and asked the Board to proceed slowly in awarding licenses.

Robert Carp, 188 Needham Street, Newton said he is an attorney who practices before the ABCC and owns several liquor stores. He said the Town could face problems issuing licenses, unless issued by lottery. He said if licenses are not issued by lottery the Town could face a constitutional challenge. Mr. Carp is interested in knowing the criteria the Board will use in deciding who will be granted a liquor license.

Jane Fogg, Board of Health, 15 Parkinson Street, made eight suggestions regarding issuing licenses. She suggested licensees should be inspected twice a year, Keno machines should be prohibited, food stores should be issued licenses for wine and malt beverages, sales registers should be manned by an employee over the age of 21. She also suggested an evidence based training program be given twice a year to store managers and employees. She said the Planning Board should establish "sensitive use areas", signage should be under regulation, home delivery purchases should be regulated, and nips and pints should be behind the counter. She said the Board of Health looks forward to working with the Board and the Police Department to ensure a safe environment for residents.

Steven Rubin, 160 Standish Road, owner of two package stores and asked by the Planning Board to be a member of the task force, suggested the Board proceed slowly as Needham is a small town. He said he is interested in a license, but is "on the fence". He feels a beer and wine shop with specialty foods would be the right fit for the Town.

Matt Fogelman, 185 High Rock Street, attorney representing restaurants, bars, liquor stores throughout Massachusetts said the vote shows overwhelming support and is confident the Board will proceed cautiously.

Karen Mullen, 410 Webster Street said she is happy with the draft regulations. She asked for clarification on the "sensitive use areas", asked for an enforcement plan, and asked why home delivery was not mentioned in the draft regulations.

Nick Legris, Great Plain Avenue, reiterated the small town feel is imperative. He does not envision big liquor stores and advocates for a boutique store.

Bob Timmerman, 360 Hunnewell Street, opposes allowing liquor stores and suggests the Board require scanner technology to validate I.D's.

Ray Hamwey, 76 Bess Road, is interested in obtaining a license and asked for the time frame for accepting applications and issuing licenses.

Anthony Greco, 845 Highland Avenue, owner of 7-11 asked if convenience stores would be considered for a license.

Andrew Pittman, 75 Prince Street, suggested product signs should not be allowed in store fronts as it has a negative connotation.

Larry Cohen, 77 Warren Street, suggested the Town consider insurance regulations. He also feels there will be a number of applications and suggests the Board appoint a separate committee to handle the work load.

Mr. Wasserman closed the public hearing and asked the Board for its comments.

Mr. Matthews said he feels allowing liquor licenses will not add or take away from substance abuse issues and will add a modest economic benefit. He said allowing liquor stores are mainly a convenience for residents. Mr. Matthews commented on “sensitive neighborhoods” and said the Board will hear from individual applicants and neighbors. He said he is thoroughly prepared to listen to each application filed prior to awarding a license.

Mr. Borrelli is concerned with signage and the logistics of selling beer and wine in a food store. He commented he is not in favor of any type of formal zoning change, but rather listening to residents to come up with a comprehensive plan for the neighborhood. He said the number one consideration is going to be how liquor stores will affect neighborhoods and the Town, and said the Board is up to the task.

Mr. Handel said he is concerned about using zoning as a tool to deal with the sensitivity of proximity to residential use, but it doesn’t mean the comments raised by Ms. McKnight are invalid. Mr. Handel said he is not interested in the technology or the method used for identification, but rather the outcome. He said the owner is responsible and liable. He commented on the list of suggestions made by Jane Fogg, Board of Health including visitation and enforcement. He said home delivery should be allowed otherwise the business will go to a surrounding town. Mr. Handel said the bottom line is the quality of the business activity.

Mr. Bulian commented the rights of residents are taken seriously, as well as their right to be protected. He said he is interested in technology for I.D. validation. He said the law requires anyone purchasing liquor must be asked for identification. He is concerned with neighborhoods determined to be “sensitive areas” and locations that may be near schools, houses of worship, and playgrounds. He said children must be protected.

Mr. Wasserman said it is the job of the Board to carefully evaluate all applications. He strongly agrees the Board must proceed slowly when awarding licenses. He agreed with Mr. Handel in the type of shop located downtown versus one located near route 128. He said the vote was strong and it is up to the Board to be responsible in choosing appropriate businesses.

The Board took a 5 minute break.

8:00 p.m.

Consent Agenda and Appointments:

Motion by Mr. Bulian that the Board of Selectmen vote to accept the Appointments and Consent Agenda as presented.

APPOINTMENTS

- 1. Solar Exploratory Committee** **Jonathan Bracken (term expires 12/31/2013)**
Liz Driscoll (term expires 12/31/2013)

Ed Friedman (term expires 12/31/2013)
Dan Goodman (term expires 12/31/2013)
David Harris (term expires 12/31/2013)
Kathleen Phelps (term expires 12/31/2013)
Pralay Som (term expires 12/31/2013)

2. **Cultural Council** Michael Labrecque (term expires 6/30/2014)
3. **Human Rights Committee** Abdul Asmal (term expires 6/30/2013)

CONSENT AGENDA *=Backup attached

1. **Accept a \$200 donation made to Needham Youth Services from The Early Childhood Professional Association. The monies are to be used to sponsor the Single Parent Support Group.**
- 2.* **Approve a Special One Day All Alcoholic Beverages license for Stuart Kaplan of Bright Spirit to host a “Bright Spirit Poker Challenge” on December 14, 2012 from 6:00 p.m. to 11:00 p.m. in Powers Hall at Needham Town Hall, 1471 Highland Avenue Needham.**
- 3.* **Approve minutes from April 24, 2012 and October 23, 2012 meetings.**
- 4.* **Approve a request from the Needham Running Club to hold its annual road race on Tuesday, January 1, 2013 from 9:00 AM to 1:00 PM. The route has been approved by the following departments, DPW, Police, Fire and Park and Recreation.**
5. **Approve request from Liz O’Connell for St. Joseph Schools of Needham to use Avery Square for Santa’s Village on Saturday, December 1, 2012 from 11:00 a.m. to 8:00 p.m. The “The SJP Christmas Express” event features an enchanting train ride on the MBTA line and also includes having snack and souvenir booths, Santa’s Village characters and carolers.**
6. **Grant determination that request from Craig Geddes, Financial Advisor at Edward Jones, for an open house/grand opening on December 19, 2012 does not require a one-day special liquor license.**
7. **Approve collective bargaining agreement between the Town and Needham Police Union for fiscal years 2012 through 2015.**
- 8.* **Water and Sewer Abatement Order #1150**
9. **Accept a \$25 donation made to the Needham Police Department for its Car Safety Seat Installation program from Linda Bloomingdale of Waban, MA.**
- 10.* **Approve a 2013 Taxi/Livery License application from Azzeddine Alami of Alami Rides.**
- 11.* **Ratify and sign Proclamation for Veterans’ Day, November 11, 2012.**

Second: Mr. Borrelli. Unanimously approved 5-0.

8:10 p.m. Town Manager:
Kate Fitzpatrick, Town Manager appeared before the Board with 4 items to discuss:

1. Criteria for Determining Whether to Utilize Tax Increment Financing

Ms. Fitzpatrick reminded the Board that at its October 23rd meeting, it discussed criteria for determining whether the Town should utilize tax increment financing (TIF) options. She asked the Board to adopt the revised criteria.

Motion by Mr. Bulian that the Board vote to approve the Criteria for Determining Whether to Utilize Tax Increment Financing dated 11.14.12. Second: Mr. Handel. Unanimously approved 5-0.

2. Tax Increment Financing Proposal – TripAdvisor

Ms. Fitzpatrick recommended that the Board approve a TIF agreement between the Town and TripAdvisor, which is proposing to relocate to the New England Business Center in Needham. Ms. Fitzpatrick invited representatives of TripAdvisor to make a presentation about the company. She commented Town Counsel David Tobin, Special Counsel Ray Miyares, and Jonathan Simpson will be available to answer questions about the TIF process and the TripAdvisor proposal.

Noel Watson, Corporate Controller, TripAdvisor gave a brief presentation about the company and its proposed expansion plans.

Motion by Mr. Matthews that, subject to ratification by Town Meeting, the Board of Selectmen vote to approve the parcel labeled ‘Site Area’ on the Plan titled “Exclusive Use Plan – Building #3, dated September 2, 2012 and prepared by Tetra Tech, said parcel to comprise a portion of the parcels shown on Needham Town Assessor’s Plan No. 300 as parcels 15 and 16 with the street addresses 410 First Avenue and 66 B Street, respectively, as the ‘Center 128 Economic Opportunity Area’ (the “Center 128 EOA”) for a period of 13 years, pursuant to M.G.L. c. 23A, section 3E, and to approve the submission of an application of the Center 128 EOA to the Massachusetts Economic Assistance Coordinating Council (EACC) for approval.

Further, that subject to ratification by Town Meeting, the Board of Selectmen vote to execute a 13-year Tax Increment Financing (TIF) Plan and Agreement, pursuant to M.G.L. c. 40, section 59, between TripAdvisor LLC, Normandy GAP-V Development Needham, LLC, and the Town of Needham for property located as delineated by the Center 128 EOA and authorize the submission of the TIF Plan and Agreement to the EACC for approval.

Further, that subject to ratification by Town Meeting, the Board of Selectmen vote to accept, approve and certify the proposed Certified Project application by TripAdvisor LLC pursuant to M.G.L. c. 23A, section 3F and 402 CMR 2.00, and authorize the submission of the application to the EACC for approval.

Further, that the Board of Selectmen vote to execute the Host Community Agreement between TripAdvisor, Inc. Normandy Gap-V Development Needham, LLC and the Town of Needham.

Second: Mr. Bulian.

It was noted that the motion made by Mr, Matthews did not reflect the revised motion contained in the fact sheet. Mr. Matthews offered the following motion to amend his motion:

Motion by Mr. Matthews that the preceding motion be amended by removing the phrase “that the Board of Selectmen vote to execute the Host Community Agreement between TripAdvisor, Inc. Normandy Gap-V Development Needham, LLC and the Town of Needham” and inserting in place thereof the following:

Move that the Board of Selectmen vote to execute the Host Community Agreement between TripAdvisor LLC and the Town of Needham.

Move that the Board of Selectmen vote to execute the Host Community Agreement between Normandy GAP-V Development Needham, LLC and the Town of Needham.

The motion to amend was seconded by: Mr. Bulian. Unanimously approved 5-0. The main motion, as amended, was Unanimously approved 5-0.

3. Call for Special Town Meeting

Ms. Fitzpatrick recommended that the Board of Selectmen call for a Special Town Meeting to be held on December 3, 2012 for the purpose of seeking Town Meeting authorization for a Tax Increment Financing Proposal. Ms. Fitzpatrick recommended the Board open the Plan A warrant and to close the warrant subject to technical corrections to be made by the Town Manager and Town Counsel.

Motion by Mr. Handel that the Board of Selectmen vote to call and open the warrant for a Special Town Meeting to be held on December 3, 2012, and further to close the warrant subject to technical corrections to be made by the Town Manager and Town Counsel.

Second: Mr. Bulian. Unanimously approved 5-0.

4. Greendale Village 40B Proposal

Ms. Fitzpatrick reminded the Board of its discussion concerning the Greendale Village LLC application to MassHousing for site approval for construction of 10 units at 894 Greendale Avenue. She said comments were submitted to MassHousing on June 14, 2012, July 18, 2012, and October 2, 2012. She said the developer has submitted an updated project eligibility application as the company has acquired an adjacent parcel – 906 Greendale Avenue – and seeks to increase

the number of units from 10 to 20. Ms. Fitzpatrick recommended that the Board submit additional comments to MassHousing reiterating the Town's request that MassHousing condition its approval by requiring the developer to provide five affordable units (25% rather than the proposed 20%).

**Motion by Mr. Handel that the Board vote to authorize the Town Manager to forward a letter to MassHousing summarizing the comments of the Board.
Second: Mr. Bulian. Unanimously approved 5-0.**

8:45 p.m. Board Discussion:

1. Committee Reports

Mr. Matthews commented on the vote to create a Solar Exploratory Committee saying many people stepped forward to serve on the Committee and that the Town is fortunate with the number and quality of applicants.

2. Appointment to Metropolitan Area Planning Council (MAPC)

The Board discussed the appointment of Moe Handel as Needham's representative to the Metropolitan Area Planning Council (MAPC).

Motion by Mr. Matthews that the Board vote to appoint Moe Handel as Needham's representative to the Metropolitan Area Planning Council (MAPC).

Second: Mr. Bulian. Approved 4-0. Mr. Handel abstained from the vote.

8:50 p.m. Adjourn:

Motion by Mr. Matthews that the Board of Selectmen vote to adjourn the Board of Selectmen meeting of November 14, 2012.

Second: Mr. Borrelli. Unanimously approved 5-0.

A list of all documents used at this Board of Selectmen meeting are available at:

<http://www.needham.gov/Archive.aspx?AMID=99&Type=&ADID=>

Town of Needham
Water Sewer Billing System
Adjustment Form

DEPARTMENT OF PUBLIC WORKS

TO: TOWN TREASURER AND COLLECTOR
cc: TOWN ACCOUNTANT, WATER AND SEWER SUPERINTENDENT

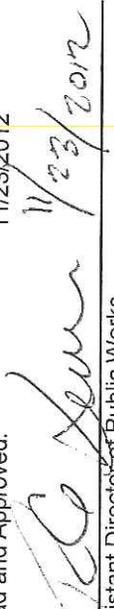
WHEREAS the appropriate divisions of the Department of Public Works have submitted to you the following commitment(s) on the dates listed below for the collection of water, sewer revenue and

WHEREAS certain inadvertent error(s) were made in said commitment(s), it is hereby requested that you abate these particular account(s) in the amount(s) stated below.

Water Sales:	-\$207.50
Water Irrigation:	-\$341.76
Water Admin Fees	\$0.00
Sewer Sales:	-\$2,300.05
Transfer Station Charges:	\$0.00
Total Abatement:	-\$2,849.31

Order #: 1151

Read and Approved: 11/23/2012


Assistant Director of Public Works


Director of Public Works

For the Board of Selectmen

Date: 11/27/2012

**Town of Needham
Water Sewer Billing System
Adjustment Form**

Prepared By:	Last Name	First Name	Customer ID#	Location ID#	Street Number	Street Name	Irrigation Water	Domestic Water	Sewer	Total	Reason	Corrected Last Read Y/N
DB	Singh	Karan	29643	13748	14	Brewster Dr	\$0.00	\$0.00	-\$945.95	-\$945.95	ACC	N
DB	Salvucci	Donald A	22661	9356	17	Avery Square	\$0.00	\$0.00	-\$705.25	-\$705.25	ACC	N
DB	Gray	Donald	31055	16162	114	Marked Tree Rd	-\$341.76	\$0.00	\$0.00	-\$341.76	ACC	N
DB	Smookler	Samuel	15565	11624	174	Pine Grove St	\$0.00	\$0.00	-\$158.90	-\$158.90	ACC	N
DB	Doherty	Christopher	30739	10206	138	Webster St	\$0.00	-\$101.75	-\$240.50	-\$342.25	EC	Y
DB	Council on Aging (1)						\$0.00	-\$105.75	-\$249.45	-\$355.20	COA	N

Total: -\$2,849.31

ALSO, LET THIS SERVE AS AUTHORIZATION TO ABATE ANY PENALTY OR INTEREST WHICH HAS ACCRUED DUE TO THE NON-PAYMENT OF AMOUNTS AS STATED ABOVE.

Legend:

O.I. = O.I. reading slower than inside meter causing large bill when inside meter is read.

TWN = Town Project caused damage to private property

EC = Extenuating Circumstances

Equip = Equipment Malfunction

UEW = Unexplained water loss

ACC = Accidental Water Loss

BP = Billing Period beyond 100 days

COA - Council on Aging