

**DOVER PLANNING BOARD
MINUTES OF MEETING
DECEMBER 6, 2005**

MEMBERS PRESENT: Frank Torr, Dean Trefethen, Ron Cole, Perry Plummer, Doug Steele, Tony McManus Bryan Cahoon, Dennis Ciotti, John Swartzendruber, Donald Andolina

STAFF PRESENT: Steven Stancel, Planning Director; Bruce Woodruff, City Planner and Jacqueline Freeman, Recording Secretary

ITEM #1: Public meeting and discussion on a site plan of land for Liberty Mutual, Assessor's Map E, Lot 24, zoned ETP, located on Liberty Way. (P05-33)

John Swartzendruber stepped down and Bryan Cahoon sat in his place.

Dean Trefethen wanted everyone to be aware that he has spoken with the Chairman, Steve Stancel, the City Manager and the City Attorney and they have advised Liberty Mutual that his wife is an accountant for Liberty. He doesn't view this as a conflict of interest because she is already an employee in Dover and is likely to remain there whether this is built or not. She has not taken part of any of the decisions or preparations and she will not ever because it is not that type of a position. Given that, it has been determined that he does not have a conflict and he will be sitting on this case.

Doug Steele stated that his wife has worked for Liberty for 24 years and she would be there irregardless of what happens to this project.

Ron Cole stated that John Swartzendruber works for Liberty and has stepped down.

Chairman Cole brought the meeting to order at 7:01 PM.

Malcolm McNeill, Attorney, stated that they were present to prepare this case for approval at the next meeting. He introduced the following: Laurie Andrews, Vice President for Corporate Real Estate for Liberty; Mr. McGowan, of Gorman Richardson Architects; Mike Leo, Project Engineer, VHB; Robin Bouser, the traffic consultant with VHB, and Dante Angelucci, with the development advisors to Liberty.

Malcolm McNeill stated that the proposal is for a 350,000 sq. ft. facility on 49 of the approximate 220 acres of land off of Sixth St. The company purchased the land in 1988 and has developed two buildings on the site. This building will be home to approximately 2,050 employees. They plan to begin construction, pending approvals, in February of next year and complete the building in the first quarter of 2007. This is at least a 50 million dollar project and will be one of the largest projects in the State creating an estimated 250 jobs for local construction workers. Liberty's tax payment is approximately \$400,000 for its 2 existing buildings. This new facility will bring in at least 600,000 new dollars bringing the total payment for all 3 buildings to over

\$1,000,000. There are presently 1,400 employees in the existing two buildings. At the conclusion of this project the total number of employees will be approximately 3,500 which is more than 10% of the population of Dover. The company has been experiencing a very significant growth rate and the building has been designed and is intended to house the 2,050 employees.

In 1996 – 1997 the City and Liberty entered into a cost sharing agreement relating to the improvements on Sixth St. as well as the general Exit 9 area. In 1995 – 1996 – 1997, the cost of these improvements were approximately \$1,310,000. which were paid for 46% by Liberty and 54% by the City of Dover. Additionally, in 1996 – 1997 the City entered into an excess vehicle capacity allocation agreement which acknowledged that the improvement were over billed and that Liberty would be entitled to a 100,000 sq. ft. credit relative to its contemplated future development, which specifically indicated the probability of this building. There was also 200,000 other excess capacity allocations, 100,000 to the City and 100,000 to other developers. Since the last meeting they have been involved in a number of discussions with NHDOT relative to offsite improvements particularly because of Exit 9. These discussions have been at the highest levels of the State Government and of the highest levels of Liberty. They have had discussion with the Commissioner's Office with regard to DOT issues. At one of the meetings one of the Board members wanted to be assured that significant meetings at DOT would include City officials and that was done. The DOT has signed off from the conceptual plan that is being presented tonight.

The applicant has obtained wetlands approval and Site Specific approval from DES. As part of that process they were required to conduct an archeological study on the site, which is in the process of receiving a Memorandum of Agreement from the Division of Historical Resources. They have obtained a Sewer Discharge Permit. They have worked closely with Dover City officials with regard to engineering issues and they believe there are no outstanding engineering issues. Aside from DES permitting, the major issue with a project of this size is traffic and the issue of offsite impacts. They feel they have reached closure with regard to traffic. They have also worked closely with the Fire Department, Chief Plummer and the City administration with regard to the donation of approximately 3 acres of land along the Sixth St. corridor. They had the 3 acre parcel appraised by Cushman and Wakefield and it has a value of \$400,000. They are aware that it is necessary to have further discussion with the City with regard to some possible wetland issues on this site and they are in the process of doing that. It is the intention of Liberty to make a donation of the property for the Northend Fire Station. They have also worked with the City Manager, the Mayor, Councilor Trefethen and the Planning Department and others relative to a reasonable and equitable cost sharing program. If this were a TIF project, or other type of project, it would be concluded that this particular facility, after a very short period of time, would be one of the City's largest taxpayers and the proceeds would go directly to the City after the retirement of payments with regard to offsite improvements. They have played a part in the development of Dover. They recognize that other companies, facilities, retailers, shopping centers; residential users may be here because of Liberty in the past and Liberty in the future. They continue the commitment of a walkway along the riverfront and have agreed to establish a crash gate connection

with Measured Progress at their expense. The landscaping will continue to make the site the showcase that it is. They will continue to work with the City to resolve the wetlands issues that have only very recently surfaced, regarding the Northend Fire Station location. The development agreement between the City and Liberty will include the timeliness of improvements, responsibilities for different things, on what occasions they transfer a fire station site, when building permits will be issued, etc. He said that the financial components of the agreement are clearly something that should be of interest to the Planning Board and that is why they are here. The ultimate authority regarding the financing of the project was primarily with the City's administration. He believes that the primary responsibility of the Planning Board is to make sure the improvements are safe and consistent with the City's custom practice and standards. It is also important that the Board and the public know what they are doing with regard to the financial components of the projects.

Frank Torr made the motion to take this off the table.

Dennis Ciotti second.

VOTE U/A

Mike Leo, Engineer with VHB, stated that Liberty Mutual sits on a piece of land that is approximately 224 acres in size and located between Sixth St. and the Cochecho River. They are working on the westerly portion of the site that is approximately 50 acres and lies to the west of Indian Brook. Access to the site is via the signal at Sixth St. They are proposing to extend the road from its end at the existing office building, back across Indian Brook into the new site area and a 350,000 sq. ft. office building. The site is bounded on the lower side by the old railroad bed and Measured Progress to the north and west. There is a proposed parking deck as part of the project. The upper portion of the deck would hold 257 cars and underneath the deck would hold 268 cars. The total parking for the site is 1,700 spaces. He described the turn around for busses and any trucks needing to enter the site. He went over some of the landscaping. He proposed a concrete arch bridge to access over Indian Brook. He went over the locations of some proposed retaining walls. There will be a water main stub over towards Measured Progress and they need to coordinate the exact location of that with Measured Progress. He pointed to the location where they are proposing to construct a driveway to the property line that connects to Measured Progress. They are also proposing two conservation easements, one along the river and one along Indian Brook to total approximately 9 ½ acres. They have incorporated a number of best management practices and went over that information.

Ron Cole asked if the management practices are the same as they have at the other buildings.

Mike Leo stated that this is a little more elaborate system that will provide a little higher level of treatment and explained the system.

Tony McManus asked if the walkway along the river would have to be built up.

Mike Leo stated that the deck is almost at the same elevation as the first floor of the building and then the lower portion of the deck would just be a parking lot constructed underneath it. He indicated where the walkway would be close to grade and then indicated the portion that would be built up with a retaining wall.

Tony McManus asked how close the parking area would be to the proposed 30 foot sewer easement.

Mike Leo estimated 20 feet. He explained that above the wall they would loam and seed the area and let it grow naturally.

Tony McManus asked the sq. footage of the new impervious area created and if there had been any discussion about having direct access from the Liberty buildings to the Fire Station.

Mike Leo guessed that the total impervious area is about 16 acres.

Malcolm McNeill stated that one of the desires of the Fire Department was to have reasonably direct access to Glenwood Ave. One of the desires of Liberty was that the fire station be designed and planned effectively but not in a manner that interfered with the streetscape of the entryway into the facility. Given the topographical features of this site, this seems to accomplish both. The appearance of the campus is extremely important to Liberty. Liberty will have the authority to be involved in the design of the fire station. They have requested that there be appropriate landscaping. They have agreed that the building will be one story for aesthetic purposes and the number of parking spaces will be 24.

Tony McManus asked if the fire station will include the administrative space along with the 3 bays.

Perry Plummer stated that the administrative space would be included in the 14,000 sq. ft layout that has been proposed. As it sits right now it would meet all of their needs. He said that they don't need direct access into Liberty. They can control the lights so going out won't be a huge issue to have access into Liberty. The cost and access wouldn't be warranted because of the fire protection within the Liberty building.

Malcolm McNeill interjected that a nice name for the station would be Liberty Station.

Steve Stancel asked about the mitigation required for the Wetlands Permit.

Mike Leo stated that they proposed two mitigation easements. One easement along the river is roughly 6.5 acres and another runs along Indian Brook and is roughly 3.4 acres. They are proposing almost 10 acres of the property to be put into a conservation easement.

Kelly McGowan, Gorman, Richardson Architects, gave an architectural overview of the envelope of the building. They were hired to create a campus-like environment on their existing property. They have selected materials that are already on the site and adding a little more glass. The layout, the shape and flow of the building mimics the existing building. There are two wings and a center node. She had architectural drawings showing the building. They are looking to do a more environmentally conscious building. Liberty is proposing a certified building which is a commitment to using rough natural resources, more energy efficient systems, as well as providing a better environment and a healthier environment for all the employees. The design team is taking a directive to protecting both the people who are going to be occupying the building as well as the site and environment around the building.

Robin Bouser, traffic consultant with VHB, went over the roadway improvement plan. For the most part it is the same plan that they went over on the first hearing that they had. She started with the signalized intersection of Sixth St. and Indian Brook Dr. She said that the overall theme of the improvement plan is to provide two through travel lanes in each direction on Indian Brook Dr. They are looking to process almost 1000 cars an hour with this project in a single lane when you start trying to process those volumes through a traffic light; you start to reach capacity issues. They are proposing to construct two through lanes in each direction on Indian Brook Drive starting at Sixth Street and working their way back east. At the signalized intersection they are going to maintain the left turn lane and the right turn lane on Indian Brook Dr. as they are today. They will be doing some widening on Liberty Way to accommodate the two through lanes in each direction on Indian Brook. They will be looking at doubling up the left turn lane coming down Sixth St. to process the traffic efficiently. She said with these improvements the traffic operations at that particular intersection will go from LOS F to LOS C. She explained the traffic plans pointing to different locations where there would be widening. She spoke about adding some additional lanes such as a double left onto the ramp which will really help process the traffic quicker and minimize queuing on Indian Brook Dr.

Ron Cole said that it sounds like the project would be adding a bunch of traffic yet with the improvements the intersection and the flow is actually better.

Robin Bouser said that they are looking at really good levels of service ten years into the future. It's saying in 2016, AM and PM peak hours will be maintaining LOS C or better and in some cases you are looking at LOS B. They have done various scenarios looking at different ways of assigning traffic for their site in addition to looking at things that really aren't even proposed out here yet.

Ron Cole asked if Robin Bouser perceives that there will be any substantial increase in the traffic going northwest towards Rochester on Sixth Street.

Robin Bouser said that they designed for 10 years in the future. The traffic generated by this new building would basically mimic the traffic pattern to the building that is there today. Under that assumption, you are looking at about 15% of the traffic heading north on Sixth Street. They have looked at some employment data based on where the

employees live which gives a slightly different distribution and actually drives more people coming up the turnpike from the south and had either 5 or 10% actually coming from the north on Sixth St.

Malcolm McNeill stated when this project was done in 1996 – 1997 the combined spending was approximately \$1,310,000.00 and the split between Liberty Mutual and City was 46% Liberty and 54% the City. There was very little State involvement in the project at that time despite significant attempts by Liberty and the City to encourage State support.

Malcolm McNeill stated that they first attempted to encourage the State to maximize their contribution with regard to this project especially where the major expense involved relates to State improvements. They didn't feel comfortable coming to the City with any kind of a proposal until they exhausted that effort because they anticipated that the City would ask what the State was doing. For the purpose of the chart they have shown in the center NHDOT's contribution of \$400,000 of which they have allocated \$50,000 to a right turn lane into their own park & ride. The contribution toward the projected signal in that area of \$50,000 and the generic contribution to the Exit 9 area of \$300,000. The remainder that is necessary to be paid is approximately \$3,457,000. after deducting the NHDOT payment. In their discussions with the City the City has offered to pay a total of \$1,971,000. The City Council has not acted on this and he is not being presumptuous in terms of the check being written until that occurs. Approximately \$1,671,000 of this number is in the CIP for Indian Brook Drive. \$200,000. was previously allocated to purchase the fire station property and \$100,000 is a surplus of another CIP funding source. That brings the total that the City felt comfortable with them at \$1,971,000. The majority of that sum going into municipal areas of the site but approximately \$400,000. does go into the ramp area. After calculating what the City is willing to pay and what the State is going to pay, Liberty then calculated what the remaining sum was at \$1,4386,000. He said that it is important to note that Liberty for the purpose of this document is not requesting or requiring that its previous 100,000. sq. ft. credit be utilized. This number does not include what we contracted for with the City in 1996 and 1997. If you add up the total numbers after paragraph 3 of this document, you would see an approximate breakdown of 39% with Liberty, 10% with the State and 51% for the City. All of those numbers from a percentage perspective are less than what the City and Liberty paid in 1996 and 1997 primarily because of the allocation of the State funds. In addition, the land that Liberty proposes to donate for the fire station is specifically appraised at \$400,000. It is true value, it's not cash but it is clearly value. The City has requested that they make a contribution to the intersection of Sixth St. and Education Way which they have allocated \$7,100. They would optimize the signaling system in the Weeks area for another \$8,000. When you include that expenditure, the final results are 45% Liberty, 9% for the State and 46% with the City. They have also agreed to make representations to the City on a development agreement regarding the size of the building, the construction scheduling and the number of jobs that are anticipated at the site. They have agreed to provide any immediate additional future ROW along their frontage, if necessary, without cost. They have committed to the public access along the river and to a public safety contribution for the fire station. The City Council will

consider the CIP tomorrow night and again in terms of bonding a week from tomorrow night. Hopefully the project will be approved on December 13th, conditioned upon the Council agreeing with the funding distribution. They will then await the letter of the 30 day appeal period from this project. He felt that it is remarkable that a project of this size had not resulted in any significant abutter comment through out the process. The negotiations have been fair and the City has been reasonable and they have tried to do the same.

Tony McManus asked what would happen if the bid come in higher than the figures that are shown and said that you see 20% higher all the time.

Malcolm McNeill stated that they have had several discussions. The City has requested that Liberty to do the work as opposed to the City because there is less formality with regard to bidding, etc. Their proposal has been that the distribution of the funds be on a percentage basis. If there are overruns, there would be a percentage calculation.

Tony McManus asked how far they had gotten with the State about the construction of a Park & Ride off Indian Brook Drive.

Steve Stancel stated the anticipated construction for the Park & Ride would be this coming construction season so it would occur at the same time as this proposed construction.

Dennis Ciotti asked if the construction of the Park & Ride would be done by the State.

Steve Stancel stated that he spoke to the State this time about the City doing the work even on the State portion but then there is the other possible alternative that has been discussed this evening of utilizing the existing construction contractor for Liberty to do the work at a cost savings.

Frank Torr said that it makes a lot of sense to keep the continuity and maybe reduce the cost for everybody and have one contractor liable for project.

Dean Trefethen asked if Liberty's building proceeds faster than expected if it would be possible to do the proposed roadway improvements in one construction season.

Dante Angelucci, Development Manager for Liberty Mutual, explained that it would be necessary to speak to the contractor and work with the City so they would not be tying up the entire City. They want it to be fully functional for both for Liberty's existing building as well as for the citizens of Dover.

Dean Trefethen asked if he had looked at the impact to existing traffic.

Dante Angelucci stated that he doesn't believe that they have. He felt that there would be limited truck activity as a result their efforts with engineering to balance the site. There

would obviously be some increased traffic as a result of workers coming and going from the site.

Steve Stancel stated that Tom Erico, Wilber Smith Assoc., was present and he asked him to explain the process that was followed for the peer review.

Tom Erico, Senior Traffic Engineer with Wilber Smith Assoc., stated that the City contracted with him to review the project from a traffic perspective. The prominent goal of the peer review was to determine the accuracy of the off-site mitigation. In terms of evaluating the traffic study itself, and what was being proposed for approval was that safe and adequate mobility was being provided. In summary it is his opinion that what they are proposing to mitigate any kind of traffic impacts from the project, the expansions of Indian Brook Drive and Sixth Street do adequately address those increases. He presented several letters that summarize his comments.

Tony McManus stated that he would like to see copies of the letters.

Tom Erico paraphrased some of his comments written in his letters. He was concerned with accident and safety conditions. He was concerned with the impact that the project would have on the Weeks Circle. The project is not adding a significant amount of traffic but he has recommended upgrading the signal timings and the applicant has agreed to do that. He had some questions about the developments that were being created in the traffic study outside the City of Dover. Information was provided and they have since been satisfied with the results. As for a definitive opinion about the traffic signalization at the intersection of Indian Brook Drive and Members Way and the Park & Ride lot, there was some dispute about signalization in the future. He said that the cost for the traffic signalization at that location has not been addressed. He thought that there should be a contribution from the applicant for the intersection for signalization at the Venture Drive and Education Way intersection on Sixth Street. He recommended signal modifications and upgrading the signal timings which the applicant agreed to. In his opinion they have provided satisfactory information with regard to the development in Somersworth. Mr. Erico mentioned the accommodations between the Park & Ride and Liberty. He felt that the improvements were reasonable. A big concern was a thru lane that becomes a left turn lane. That type of design has crash patterns of rear-end collisions. The applicant has agreed to provide overhead signage. He said that at some point the bridge would need widening. He said that there are suggestions concerning reducing traffic in his letters.

Tony McManus asked if he or his organization do any independent traffic counts.

Tom Erico said that they did not.

Steve Stancel asked Tom Erico to address the comparisons that took place because they did get some numbers from Measured Progress and there were some discussion that occurred because of that. He said they did come to the conclusion that they were in agreement with those traffic figures.

Tom Erico stated that there have been numerous studies conducted in this area over the past 5 or 10 years. During his review he did a lot of comparison between the studies that were prepared in that area. There were some discrepancies between the traffic volume data at some of the locations. Many of the discrepancies were answered by the applicant's traffic engineer and they came to the conclusion that what was provided was good data and he has no problem with it.

Steve Stancel said that the City was interested in getting a secondary access into the site and ultimately it was decided against that.

Tom Erico stated in looking at the site plan the thought of a secondary entrance just naturally comes out. That was something that they asked the applicant to look at. He said that Sixth Street has a lot of capacity and as Robin Bouser indicated, it operates well. From a traffic perspective he is comfortable with one driveway location.

Steve Stancel said that the study showed that even with the secondary access, you would still need the mitigation measures at the main entrance. The concept of trying to reduce the amount of construction and improvements at the main entrance in lieu of having a secondary entrance wasn't going to occur.

Malcolm McNeill said that his plans are to work with the staff between now and next Tuesday and work with the administration regarding a development agreement and work with the Chief regarding the fire station property so they can report on all those issues next Tuesday. They are looking forward to an approval at that time.

Dean Trefethen made the motion to put this item back on the table.
Donald Andolina seconded.

VOTE U/A

Ron Cole announced that the public meeting was adjourned.