

NARRATIVE DESCRIPTION AND DEVELOPMENT SUMMARY

FERNCROFT APARTMENTS, 35 VILLAGE ROAD, MIDDLETON, MASSACHUSETTS

Site Control:

The Applicant is Ferncroft Apartments LLC, a Massachusetts limited liability company (the “Applicant”). The M.G.L Chapter 40B Development will be located on a portion of a site known and numbered as 35 Village Road, Middleton, MA which is currently owned by Ferncroft, LLC by a deed recorded with the Essex South District Registry of Deeds in Book 33290, Page 593. The Applicant is wholly owned by the same principals as Ferncroft, LLC.

The Site is comprised of two parcels, identified as Parcel I and Parcel II and is collectively depicted on the Town of Middleton Assessors Maps as Parcel ID No. 0021-0000-0005. Parcel I is located on a lot comprised of approximately 12.01 acres (531,455 square feet) and is shown as Lot 5A on a plan entitled “Plan of Land in Middleton, Mass., owned by Thomas J. Flatley” dated May 9, 1988, by The Russell A. Wheatley Co., Inc., Land Surveyors and Engineer, recorded with Essex South District Registry of Deeds, Plan Book 245, Plan 70. Parcel II is registered land located on a separate, vacant lot comprised of approximately 0.37 acres (16,142 square feet) and is shown as Lot 12 on Plan numbered 16270-F, by Boston Survey Consultants Surveyors, dated August 31, 1984, filed in the Land Registration Office, and noted on Certificate of Title 54507 (Parcel 1 and Parcel 2 are collectively referred to herein as the “Site”).

Existing Conditions:

The existing Site consists of 12.572 acres. Parcel I currently contains an existing 8-story, 234,556 square-foot office building and an adjacent, existing six-level parking garage having a 69,100 square-foot footprint with a paved surface parking lot along the eastern side of Parcel I. Parcel II is vacant land.

Proposed Conditions.

The Site is being depicted as two separate land areas to demarcate the approximate area of the existing commercial use area to include the existing office building, existing parking garage, and related improvements (Area 1), and a second new residential use area representing the approximate area of the two new multifamily residential buildings and appurtenant areas as the area of the M.G.L Chapter 40B Development (Area 2 or the “40B Project Site”). The ownership of Area 2 will be the Applicant, Ferncroft Apartments, LLC, as a limited dividend organization, and will be divided from Site through one of three available means: ANR subdivision, condominium, and/or ground lease, to be finally determined through the Zoning Board of Appeals hearing process. In addition, the ownership of Area 1 will continue to be the current owner, Ferncroft, LLC, and separate ownership, financing and management of Area 1 and Area 2 will be maintained. Area 1 includes approximately 6.51 acres and consists of the existing office building and existing garage and other improvements which will continue to be

owned by Ferncroft, LLC. Area 2, the 40B Project Site to be approved under M.G.L Chapter 40B, which is the subject of this application, includes approximately 6.06 acres with two new residential buildings and related improvements, (the “40B Development”) will be owned by the Applicant. The existing parking garage and the office building will continue to be owned and operated by the owner, Ferncroft LLC, but a portion of the existing parking within the parking garage will be shared with the 40B Development. Similarly, the gym and café located within the existing office building will be made available by Ferncroft LLC for the Chapter 40B residential use, as will an existing courtyard at the office building. There will also be shared access, utilities, stormwater facilities, etc. and associated maintenance obligations between the 40B Development and the existing commercial office use.

The 40B Development will include the construction of two new buildings on the 40B Project Site land, a portion of which is currently improved by an underutilized paved parking lot, as well as treed land located both north and east of the existing parking garage. More specifically, the proposed 40B Development will include the construction of two new elevator buildings which generally follow the contours of the site each of which is divided into two sections by a fire wall due to changes in building height across the sloping site and are more fully described in the Architectural narrative:

- a) **Building A** consists of two 5-story **sections** (A.1 and A.2), located adjacent to the east of the existing parking garage, where a portion of the paved surface parking currently exists.
- b) **Building B** is an L-shaped building composed of a 6-story section with a two-level podium parking garage (B.1) and a 5-story section (B.2). This building is situated to the north of the existing parking garage.

Building A will have 94 residential rental units and Building B will have 106 residential rental units. The two buildings will be connected via a common paved driveway with a turnaround between the two buildings, along with four visitor parking spaces. There will be additional surface parking spaces parallel to Building A across from the existing garage for visitors. The driveway will extend to the existing parking garage and office building, and also via a new dedicated access point off Locust Street to provide for enhanced circulation and fire access. Parking for Building A will include surface parking as well as parking in the existing garage. Parking for Building B will have underbuilding parking as well as parking in the existing parking garage. There will be pedestrian connections between the existing parking garage and Buildings A and B.

Amenities located within the first floor of the existing office building, as well as other on-site improvements will be made available to the 40B Development and will include the existing parking garage, roadways, outdoor space including an existing courtyard at the office building, and existing indoor areas at the office building including a gym and clubhouse room. A

proportionate share of the operations and maintenance of these shared areas will be paid by the Applicant and has been accounted for in the operating budget.

The 40B Project Site is located between Locust Street and Village Road. It is just west of the interchange of U.S. Route 1 and Interstate 95, two of the major highways in Massachusetts. Just southeast of the 40B Project Site is Ferncroft Tower, a 13-story, 177-unit condominium building on 4.87 acres (or a residential density of 36.37 units per acre) located at 40 Village Road, and adjacent to the Ferncroft Country Club. Further north and adjacent to Ferncroft Tower at 36 Village Road is Ironwood on the Green at Ferncroft, a 408-unit condominium including two 7-story buildings on 7.82 acres (or a residential density of 26.10 units per acre).

Southeast of the existing office building is a lot bisected by the Town of Middleton and Town of Danvers where there is located an indoor water park called Water Park of New England (formerly Coco Keys), as well as a hotel named DoubleTree By Hilton NorthShore, both at 51 Village Road, Middleton/50 Ferncroft Road in Danvers. [Note that Village Road in Middleton becomes Ferncroft Road in Danvers when one crosses the municipal boundary]. There are residential neighborhoods to the south and west of the 40B Project Site. The proposed development will be a short drive from a Post Office, Stop & Shop, CVS Pharmacy, North Shore Community College Danvers Campus, and Essex North Shore Agricultural & Technical High School.

Zoning:

The 40B Project Site which constitutes a portion of Parcel I as depicted on the site civil plans, is currently located within the Interstate Highway Business District (IH) which allows agriculture and farm stands, hotels and motels, research facilities, child-care facilities, businesses, medical offices, banks, municipal uses, and parks, playgrounds, and conservation lands. Parcel II, which is located at the intersection of Village Road and Locust Street. All of Parcel II, as depicted on the site civil plans, is located within the Residential District (R-1b), and is currently, and is intended to remain, vacant. The 40B Project Site was included (along with other parcels) within a proposed zoning overlay district bylaw amendment designed to comply with the MBTA Communities law but the district was not approved at both the May 14, 2024 Annual Town Meeting (Article 35), and the December 12, 2024 Special Town Meeting (Article 2).

Development Overview:

The Applicant proposes to build two residential buildings offering a total of 200 rental units, including 150 units priced at market rents and 50 units income-restricted in perpetuity to households earning at or below 80% of area median income. Building A will have 94 one-, two- and three-bedroom units, and Building B will have 106 one-, two-, and three-bedroom units.

Both buildings will be elevator buildings with apartment flats. All units will be visitable Massachusetts Group One units. Five percent of the will be Massachusetts Group Two accessible units and two percent will be Hearing Impaired units. The development will offer 139 one-bedroom units (69.5%), 41 two-bedroom units (20.5%) and 20 three-bedroom units (10%). All the units will be eligible to be counted on the Town's SHI, and to the extent approved by MassHousing, up to 70% of the units will carry a local preference.

The unit mix and sizes are as follows, along with the proposed affordable rents which are based on 2025 HUD income and rent:

Table 1 Proposed Unit Sizes and Rents – to be updated

| Income | Bedrooms | Baths | # Units | Sq. Feet | Gross Rent | UA | Net Rent | Sq. Ft. Rent |
|---------------|-----------------|--------------|----------------|-----------------|-------------------|-----------|-----------------|---------------------|
| 80% | One | 1 | 35 | 766 | \$2,481 | \$232 | \$2,249 | \$2.91 |
| 80% | Two | 2 | 10 | 1,154 | \$2,977 | \$299 | \$2,678 | \$2.32 |
| 80% | Three | 2 | 5 | 1,390 | \$3,440 | \$378 | \$3,062 | \$2.15 |
| Market | One | 1 | 104 | 766 | \$2,750 | | \$2,750 | \$3.56 |
| Market | Two | 2 | 31 | 1,154 | \$3,600 | | \$3,600 | \$3.12 |
| Market | Three | 2 | 15 | 1,390 | \$4,000 | | \$4,000 | \$2.81 |

Tenants will be responsible for electric heat and hot water, electricity for cooking and lights, and domestic water and sewer. The Landlord will provide trash removal services.

Units will be furnished with Class A apartment finishes, open concept floor plans, breakfast bars and in-unit washers and dryers. Each building will offer an outdoor roof deck. The main marketing offices will be in Building B. Residents will have access to existing outdoor space, and certain amenities in the existing office building next door including a gym and clubhouse.

Light fixtures will be provided to illuminate the parking areas and pedestrian walkways, consistent with other lighting on the site.

The 40B Project Site is in a car-dependent location. The closest amenities are outdoor recreation areas that are within walking distance of the site including the Ferncroft Country Club and the Ferncroft Pond Area, and indoor amenities in the form of an indoor water park located to the southeast of the existing office building. There are schools, restaurants, shopping areas, and a post office within a short drive of the 40B Project Site. The 40B Project Site is just west of interchange between U.S. Route 1 and Interstate 95 making regional travel to New Hampshire or Maine and vehicular access to Boston incredibly convenient. The 40B Project Site is within a 20-minute drive of either the Hamilton-Wenham or the North Beverly commuter rail stations.

The Applicant will communicate with the School Department Transportation Office to determine the best location for a drop-off/pick-up location for children residing at the 40B Project attending public schools in Middleton.

Parking

A portion of the parking for the proposed residential units will be in the existing six-story garage. The existing garage will continue to be owned by Ferncroft, LLC and the Applicant will have rights to allow for parking in the garage. The parking provided within the existing garage will be designed to accommodate both the full demand of the new units during peak usage and full demand from the office building during peak usage. Additionally, 10 surface parking spaces for guests and delivery will be created, and 52 interior spaces will be created within Building B, all of which will be located on the 40B Project Site.

More specifically, there are currently 1,029 off-street parking spaces on the site, 767 of which are in the existing parking garage and the remaining 262 spaces are surface parking spaces or under building parking at the office building. While the existing office building is currently approximately 75% occupied, our traffic engineers have determined that the parking garage is significantly underutilized, even if the office space was 100% occupied. Based on an analysis completed on May 28, 2025 by Vanasse & Associates Inc., there is an excess of on-site parking for existing uses that is sufficient to serve the proposed residential use. Because of the differing and distinct peak usage for the office building, which is during the day, and the peak usage for the residential use, which is at night, the parking garage can accommodate both the existing use and the future residential use to efficiently allow for the sharing of parking.

Today, a total of 823 spaces are required for the existing commercial office uses pursuant to a zoning variance decision, but based upon the parking analysis described above, much less parking within the existing parking garage is necessary for the operation of the existing commercial office building such that a shared parking arrangement with the residential use will provide ample parking for both uses.

Proposed Building A will be built where the paved surface parking area currently exists parallel to the garage. Therefore, when the new residential development is complete, it will result in a loss of 112 spaces for the overall site. There will be 767 spaces in the existing garage, 150 surface and interior spaces to the south and east of the existing office building, an additional 10 new guest surface spaces along the new paved roadway connecting the new residential buildings and 52 new spaces proposed within Building B resulting in a total of 979 spaces for the site. The Area 2 residential use is proposing 1.5 spaces per residential unit or 300 spaces. With a total of 979 spaces on site, less the 823 required for the office use, that leaves 156 spaces under zoning for the residential use. The Applicant, however, will request a waiver to convert 144 existing

parking spaces currently allocated for the existing office building to a shared parking arrangement between the residential 40B Development and the existing commercial office use.

From a practical standpoint, Vanasse & Associates estimates that peak parking demand for the commercial use will occur at 10:00 AM with a total average parking demand of 595 parking spaces required for the commercial building; approximately sixty-percent (60%) of the total existing facility parking spaces. This means there is a total of 384 excess parking spaces across Area 1, within the existing parking garage available for the proposed residential use of the 40B Development on Area 2, or 84 parking spaces more than the 300 required to reach a 1.5 parking ratio for the new residential use. This shared parking arrangement complements the mixture of uses at the site, as most of the residential parking spaces within the existing garage will become available at a time when peak demand for commercial space during working hours occurs. As a result, existing excess parking currently allocated for the existing office space can be used on the 40B Project Site for the 40B Development.

The 40B Project Site will primarily be accessed via a new driveway off Village Road with auxiliary access from Locust Street. The entry drive will lead residents and visitors to the existing parking garage and subsequently to the under-building parking under Building B. A paved roadway will provide access to both buildings, including a fire truck turnaround area between the buildings with adequate fire and other emergency vehicle access via both driveways.

Design Narrative:

The architectural design of Buildings A and B reflects a deliberate effort to respond sensitively to both the topography of the site and the surrounding built context. The massing strategy places the majority of building volume adjacent to the existing 7- and 13-story multifamily buildings along Village Road. By concentrating the taller elements near these existing high-rise structures, the design consolidates larger-scale development on the eastern portion of the site and supports a thoughtful transition toward the lower-density residential neighborhoods to the north and west.

Each of the proposed buildings is articulated into multiple volumes, with stepped massing that follows the natural slope of the site. Building A comprises two five-story sections located alongside the existing parking garage. Building B, an L-shaped structure, consists of a six-story section with a two-level podium and a five-story section that steps down the hill, also over a podium. These vertical and horizontal breaks help reduce the perceived scale and reinforce a more nuanced and contextually appropriate presence.

To the north and west, the development is buffered by existing tree cover and generous setbacks from adjacent properties. These landscape buffers are intended to be preserved and

enhanced to soften building edges and screen views from the neighboring single-family homes along Locust Street. The building placement also helps maintain a sense of openness and preserve view corridors from adjacent properties.

Architecturally, the façades are articulated with a rhythmic pattern of vertical bays and modulated forms, supported by a palette of complementary materials. The primary exterior materials include:

- Earth-toned brick veneer at the base, providing texture, durability, and a grounded visual presence;
- Fiber cement cladding as the primary upper-story material, in muted tones that blend with the natural setting;
- Fiber cement accents, used selectively to highlight vertical breaks, building corners, and entry features;
- Recessed and punched window openings, consistently spaced to provide depth and reinforce the residential scale of the buildings.

Flat rooflines, varied parapet heights, and integrated roof decks contribute to the overall composition while minimizing visual impact from surrounding neighborhoods. Together, these architectural and siting strategies ensure that the proposed development reads as a cohesive and well-integrated extension of the existing built environment, while maintaining a respectful relationship to adjacent lower-scale residential areas.

Sustainability

The Ferncroft Apartments development is guided by a comprehensive sustainability strategy focused on energy efficiency, occupant health, and environmental performance. The design targets performance levels that exceed baseline energy code compliance, drawing from industry best practices and standards common to high-quality multifamily residential development in Massachusetts.

Key features include:

- **High-Performance Envelope:** Continuous exterior insulation, advanced air sealing, and thermally broken detailing will reduce heat loss and improve overall comfort. Windows and doors will be specified for low U-values and high SHGC as appropriate for solar exposure.
- **Heat Pump Heating & Cooling:** All dwelling units will be served by electric high-efficiency heat pump systems.
- **Energy Recovery Ventilation (ERV):** Balanced ventilation with ERVs will ensure high indoor air quality while reducing heating and cooling loads.

- **Daylighting & Lighting Controls:** Building layout and fenestration strategies prioritize access to natural light. Interior and exterior lighting will include LED fixtures with occupancy sensors and daylight-responsive controls.
- **Energy-Efficient Appliances:** All dwelling unit appliances will be ENERGY STAR certified or equivalent, supporting lower energy use and operational cost savings for residents.
- **Bike Storage:** Secure indoor bicycle storage and pedestrian connections will encourage low-carbon mobility options.
- **Low-Impact Materials & Healthy Interiors:** Building materials will be selected for durability and low embodied carbon where feasible. Interior finishes will prioritize low-VOC paints, adhesives, and flooring to support occupant health.

Fire Protection & Public Safety

The building will be fully sprinklered in accordance with NFPA 13, providing a high level of fire protection and life safety consistent with multifamily construction best practices.

Environmental Due Diligence

There are no wetland resource areas, as defined under the State Wetlands Protection Act, and as described within the Town of Middleton Conservation Commission 25-foot No Disturb Policy, on the site.

Stormwater Management

The project has been designed to meet the Massachusetts Department of Environmental Protection's (DEP's) Stormwater Management Standards as outlined in DEP's Stormwater Handbook. When a project complies with these standards, the presumption is that the Project is protecting public and private water supplies and groundwater supplies, providing for appropriate flood control and storm damage prevention, preventing pollution, protecting fisheries, and protecting wildlife habitat. The project will also be subject to and operating under a Stormwater Pollution Prevention Plan (SWPPP) developed in accordance with the requirements of the US EPA 2022 Construction General Permit (CGP) for Massachusetts (Rev. April 8, 2025).

Infrastructure

The development is in an area having existing utility connections to the 40B Project Site, and will utilize the existing public water system administered through the Town of Danvers, sewer use through the South Essex Sewer District but also administered by the Town of Danvers, and electrical infrastructure located in the adjacent office building and supplied by the Middleton Electric Light Department. To the extent practical, all on site utilities will be placed underground.

Consistency with Town of Middleton Planning Efforts

The Town of Middleton identified the site of the 40B Project Site as suitable for multifamily housing in its 2024 proposed MBTA Multifamily Overlay District. Additionally, reference is made to Middleton's most recent 2019-2024 Housing Production Plan prepared by the Metropolitan Area Planning Council. The plan notes that Middleton's population is aging and suggests that the Town diversify housing options for older households to age in place as well as younger householders entering the market. Another goal of the Plan is to encourage affordable housing development. The Applicant believes that the 40B Project Site, when built, will meet the needs of residents of Middleton and fulfill the goals outlined in the Plan. The Project will be located on a site that has previously been identified and proposed by the Town for multifamily development and is located adjacent to other more dense multifamily development.

Meetings with the Town of Middleton TBD

On July 11, 2025, representatives of the Project Team met with Town Administrator Justin Sultzbach, Town Planning Director Anna Bury Carmer, and Building Commissioner Scott Fitzpatrick. Discussions about the Project between the Town's and the Applicant's representatives are ongoing.