



**Manchester-by-the-Sea**

Planning Board  
Manchester-by-the-Sea, Massachusetts 01944-1399  
Telephone (978) 526-6405

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**Special Permit and Site Plan Approval granted to:**

**Old Quarry, LLC (the "Applicant")  
3 Trask Lane  
Danvers, MA 01923**

January 22, 2025

Ms. Christine Dixon  
Town Clerk  
Town of Manchester-by-the-Sea  
10 Central Street  
Manchester-by-the-Sea, MA 01944

Dear Ms. Dixon,

Pursuant to Section 4.1.1 (j) of the Town of Manchester-by-the-Sea Zoning By-Law the following Decision was voted by the Planning Board and is hereby filed with your office. Please make the Decision available for viewing by the public upon request.

At a regularly scheduled meeting on November 25, 2024 the Manchester-by-the-Sea Planning Board granted a Special Permit and Site Plan Approval to the Applicant to allow Applicant's Member, Cell Signaling, Inc. ("CST") to construct a 260,000 square foot laboratory, research and development facility, a 479-space parking garage, and associated site improvements at 2 Atwater Ave. The Board by a Vote (6:0) approved the Application after a Public Hearing that was first held on May 28, 2024, and continued several times to November 25, 2024, after which it was closed, all according to the By-Law. The Board also conducted a Site Visit on June 10, 2024.

The Applicant was represented by Attorney Mark Glovsky who filed the Application with the following plans and studies:

1. Special Permit/Site Plan Review Application;
2. "Permit Site Plan – Cell Signaling Technology at the Old Quarry", dated January 12, 2024, prepared by Hancock Associates (21 sheets);
3. Architectural Plans entitled, "Cell Signaling Technology at the Old Quarry", dated January 10, 2024, prepared by HGA (9 sheets);

4. Drainage Report entitled, "Stormwater Report in Support of Special Permit Application for Atwater Avenue (Map 37, Lots 7 and 8), Manchester By the Sea, MA," dated January 2024, prepared by Hancock Associates;
5. Ecological Assessment Memorandum, dated November 13, 2023, prepared by Biohabitats;
6. Signage Plan and Design Details, dated January 11, 2024, prepared by HGA (7 sheets);
7. Geotechnical Report, dated February 25, 2022, prepared by GZA;
8. Landscape Plans entitled, "Cell Signaling Technology at the Old Quarry," dated January 12, 2024, prepared by Studio 2112 (22 sheets);
9. Site Lighting Plan entitled, "Cell Signaling Technology at the Old Quarry," dated January 12, 2024, prepared by HGA (2 sheets);
10. "Site Lighting Fixture Cutsheets," dated January 12, 2024, prepared by HGA;
11. "Traffic Impact, Access and Parking Study," dated January 13, 2023, prepared by TEC, Inc;
12. "Fiscal Impact Analysis," dated October 23, 2023, prepared by Fougere Planning & Development;
13. "Parking Structure Parking Geometrics," dated April 17, 2023, prepared by Walker Consultants;
14. Certificate from the Commonwealth of Massachusetts, dated July 24, 2023, in response to Environmental Notification Form, dated May 22, 2023;
15. Decision of the Manchester Zoning Board of Appeals filed with the Town Clerk on December 13, 2023

Attorney Glovsky explained that the property at 2 Atwater Ave is the site of a former gravel and stone quarry and contains 41.4 +/- acres in the Limited Commercial Zoning District. CST proposes to improve the property for office, laboratory, and research and development purposes in two phases. The first phase would include a five-story building containing 127,000 square feet of space, an attached 252-space parking garage, and other site improvements as depicted on the Plans filed with the Application. The second phase would include an addition to the building containing 133,000 square feet of space and an addition to the parking garage with 227 parking spaces.

Attorney Glovsky stated that the site needed a water and sewer line extension to serve the property. CST worked with the Town to secure a MassWorks grant in the amount of 3.5 million dollars to extend both water and sewer mains up Forest St and Mill Street to an existing culvert under Route 128. The lines would be extended through the culvert to the site and then extended to Atwater Ave. Other utilities, electric, and cable/telephone would be extended down Atwater Ave.

At the Planning Board meetings, the Applicant was represented by a team which included representatives from CST and various consultants. This team included:

**Cell Signaling Technology**

1. Michael Comb, Ph.D., President & CEO
2. Craig Thompson, Ph.D., Chief Operating Officer

3. Peter Muto, Director of Facilities
4. Christopher Comb, Associate
5. Suzanne Martin, Director, Lab Operations and Environmental Health & Safety
6. Anthony Michetti, Director of Sustainability

**Glovsky & Glovsky**

1. Mark Glovsky, Esq.

**Hancock Associates**

1. Brian G. Geaudreau, PE
2. Charles Wear, PE, LEED AP
3. Matthew T. Connors, PE

**TEC**

1. Samuel W. Gregorio, PE, PTOE, RSP

**HGA**

1. Samir Srouji, Principal, Design Principal
2. Mark Allen, Principal, Life Sciences Practice Leader
3. Ariane Laxo, Dir. of Sustainability, CID, IIDA, LEED AP ID+C, LEED AP BD+C, Allied AIA
4. Tao Ham, National Engineering Practice Leader – Lighting, PhD, LC, IALD, LEED AP
5. Russell Knudson, Principal, PE, LEED AP BD+C

**BR+A**

1. Jacob Knowles, Principal, Director of Sustainable Design, LEED AP

**Studio 2112**

1. Lynne Giesecke, Principal

**Biohabitats, Inc.**

1. Josh Wilson, Senior Ecologist & Project Manager

**Haley & Aldrich**

1. John Kastrinos, P.G., LSP, Senior Associate, Hydrogeology

**Willowdale Associates**

1. Peter C. Gourdeau, Principal

Attorney Glovsky requested that the Board grant permission to enable CST to begin some limited site work during the review of the project. The Applicant sought to complete the required rock removal to prepare the site for the building and proposed improvements. The building would be constructed against the existing cliff face. Blasting would remove the rock and prepare for the building's foundation. Blasting Permits are issued and overseen by the Fire Department. The Board did have neighbors from Mill Street area attend a few meetings as they were concerned about the ongoing blasting. However, after a review of the blasting reports and input from the Fire Chief it was determined that the blasting was being conducted with the proper permits and in accordance with State Law.

The Board utilized the services of Weston and Samson Engineering (“W & S”) to review the construction details on the site. All the plan submittals were reviewed by W & S and comments were satisfactorily addressed by the Applicant. Specifically the Board’s Engineering team reviewed the site civil engineering, traffic report, geotechnical plans, and landscaping.

The Town of Manchester-by-the-Sea’s Finance Committee reviewed the Fiscal Impact Report submitted by Fougere Planning and Development. The Finance Committee issued the results of their review on August 1, 2024. It concluded: “the Fougere Report understates the additional revenue to the Town during construction and after occupancy. Hence, we feel that the net financial benefit to the Town will be greater than that predicted in the Fougere Report.”

The Board discussed several other items of concern with the Applicant’s team. The landscaping of the site, especially the view from Route 128 was reviewed to ensure that the building was adequately screened from the highway. The geothermal system was also discussed as there were questions about if it would affect the groundwater. It was explained that the system is a closed loop system, and no fluids would be released into the ground. This system was also reviewed by W & S.

Vehicles entering and exiting the site via Atwater Ave was also a major topic of discussion. Speeds on Atwater Ave generally exceed the posted speed limit and a major concern was pedestrian and bicycle safety. The Board and the Applicant’s team discussed what improvements should be made to Atwater Ave. The Board and the Applicant decided on a concept plan that was developed to improve Atwater Ave to address the concerns about safety. The concept plan shows a narrowing and repaving of the roadway and the installation of an at-grade but protected pedestrian walkway. Traffic calming features to be determined by the Public Works Department will also be installed. Due to the pending relocation of the Town’s Public Works facility to the corner of School Street and Atwater Ave the Public Works Department preferred to complete the improvements to Atwater Ave. CST agreed to contribute to the cost of these improvements and to the schedule for completion.

Additionally, Sawmill Brook runs through a culvert under Atwater Ave. Initially, CST proposed various methods to cross the stream under or alongside the road with the electric, cable/telephone, and gas. It was determined that due to high costs and the potential impact to the culvert they would bring electric and the cable/telephone overhead down Atwater Ave and over Sawmill Brook. Due to concerns about the existing condition of the culvert it was evaluated by the CST’s consultant. The consultant’s report indicated that the culvert has some deterioration, but that its current condition did not warrant a load restriction. The report recommended continued inspection and monitoring of the condition of the culvert. The Public Works Department recommended that the culvert be lined with a structural liner as construction traffic and additional vehicle traffic may impact its condition. Although the Applicant and CST stated that it did not agree that its work would impact the culvert’s condition, it agreed to contribute to the cost of the structural liner.

The Planning Board finds that the Application meets the Special Permit Criteria required by Section 12.5.2:

1. The Application is generally in compliance with the "Performance Standards" set forth in Section 6.3. except as waved by the Board.
2. The proposal meets a community need by allowing the redevelopment of an abandoned gravel and stone quarry bringing increased local tax revenue and employment opportunities to the Town.
3. The traffic flow and safety has been addressed through a number of methods. The Applicant will contribute funds for the completion of roadway, as well as bicycle and pedestrian improvements which will improve safety to the site.
4. Existing utilities and other public services are adequate to serve the facility. Water and sewer extensions to serve the site are under construction utilizing a grant provided by the Commonwealth of Massachusetts.
5. The neighborhood character will be maintained as the area is zoned for industrial and business uses.
6. The Applicant has provided a detailed landscape plan which buffers the site from Route 128 which abuts the southeasterly side of the site. In addition, the Applicant has provided the Trustees of Reservations and their guests and invitees with a license to allow parking and access to a trail that leads to the Monoliths, a natural rock formation a short hike from the site.
7. Impacts to the natural environment are minimal as the site is a previously disturbed gravel and stone quarry. In addition, the Applicant and CST have designed the site and building utilizing environmental best practices.
8. The construction of the building and improvements to the site utilize many features to promote climate resiliency such as geothermal wells to reduce energy consumption.
9. There is no additional impact on Town services. CST is contributing to the improvement of Town facilities, paying all required fees, and will have a positive impact to the local tax base and employment.

In issuing this Special Permit and Site Plan Approval Permit, the Planning Board grants "waivers" pursuant to Section 6.3.13 of the Zoning By-Law, having found that such waivers are not inconsistent with public health and safety and that there will be no resulting derogation from the purposes of the Zoning By-Law or from the purpose of the "Performance Standards for Special Permits and Site Plan Review" as set forth in Section 6.3.1, as follows:

- 1) Section 6.3.5, Subsections 2b and c - To allow construction activity to commence at 7:00 A.M.;
- 2) Section 6.3.8 and Section 6.1.8 - To allow reduction in parking by virtue of providing all garage parking spaces sized at 8'-6" x 18'-0" (vs. 9' x 18' or 8' x 16') and as depicted on the said Plans;
- 3) Section 6.2.5 - To allow deviation from the location of signs set forth in Section 6.2.4(1) by allowing a free-standing sign to be located at the beginning of the driveway on the subject property; and .

4) Section 6.3.7 – To allow reduction of depth of topsoil from six (6”) inches to four (4”) inches in the “upper meadow” portion of the subject property.

The Board further voted to approve the Application with the following conditions.

1. Construction shall be completed pursuant to this Special Permit and Site Plan Approval as a “Controlled Construction” project in accordance with 780 CMR 107. Upon substantial completion, CST shall deliver to the Planning Board as-built drawings of the site improvements.
2. CST shall pay the reasonable costs of inspection of the stormwater management system constructed on the site, with frequency and scope as recommended by the Town’s Director of Public Works, to be performed by an independent, qualified and mutually agreeable third-party professional engineer, until such time that (i) the stormwater infrastructure work is substantially complete, as determined by the third party professional engineer, and (ii) slopes and other sensitive areas on the site are stabilized.
3. Hours of construction shall be from 7:00 am to 6:00 pm. No blasting shall be permitted earlier than 10:00 am. Hours of construction shall be from 8:00 a.m. to 5 :00 p.m. on Saturdays, and no work is permitted on Sundays and Federal holidays. During construction, all local, state, and federal laws shall be followed regarding noise, vibration, and dust.
4. CST shall comply with the requirements set forth in the Certificate of the Secretary of Energy and Environmental Affairs on the Environmental Notification Form dated July 24, 2023, a copy of which is attached hereto and marked as “Exhibit A”. Traffic studies and reports required by MA DOT shall be simultaneously submitted to MA DOT and the Planning Board.
5. A display of sustainable features of the site and building shall be installed at the trailhead to property of The Trustees of Reservations, as referred to in Condition No. 6 hereof. Similar information shall be included on the CST’s website.
6. Permission shall be granted to The Trustees of Reservations, substantially in the form as attached hereto and marked “Exhibit B”, providing pedestrian and vehicular access and egress, from sunrise to sunset, to and from abutting property of The Trustees of Reservations (“The Monoliths”) and for vehicular parking in the designated area at the trailhead to such property, all as depicted on the plan attached thereto.
7. During construction CST shall ensure that Atwater Avenue and School Street be kept free of mud, dirt, and debris from the site construction.
8. The stormwater management system, as depicted on the Plans filed with the Special Permit Application, shall be functional (e.g. soil stabilized, rip-rap installed, basins grassed, etc.) or

suitable construction period Best Management Practices shall be provided, as outlined the Order of Conditions issued by the Conservation Commission under DEP File #039-0910, prior to issuance of a Certificate of Occupancy for Phase 1.

9. CST shall maintain the stormwater system as described in said Order of Conditions. Catch basins shall be cleaned at least annually, or more often if required by the Stormwater Operations and Maintenance Plan prepared by Hancock Associates and dated January, 2024 which was submitted to the Planning Board and reviewed and approved by Weston & Sampson Engineering.
10. CST shall provide a performance guarantee in the sum of Two Hundred Fifty Thousand (\$250,000) Dollars to secure stabilization of the site and prevent off-site damage in the event the Applicant aborts completion of the stormwater improvements permitted by this Special Permit and Site Plan Approval. Said Performance Guarantee shall be in the form of an irrevocable letter of credit. The Performance Guarantee shall be released upon the issuance of the Certificate of Occupancy for Phase I or by action of the Planning Board, whichever shall first occur.
11. This Special Permit and Site Plan Approval shall lapse if the Special Permit has not been acted upon within twenty-four (24) months from the date of issuance hereof. The twenty-four (24) months may be extended by the Planning Board for an additional one (1) year period.
12. CST shall cooperate with the Police Chief and Fire Chief in the preparation of a plan to train public safety personnel by familiarizing them with the features and layout of the buildings and improvements on the property and to prepare them for responding to public safety issues, or events, at the property.
13. CST shall pay a sum of One Million Three Hundred Thousand (\$1,300,000) Dollars to the Town of Manchester-by-the-Sea, as payment for off-site improvements, in three installments as follows: One Hundred Thousand (\$100,000) within thirty (30) days of the issuance of this Special Permit, and two payments, each in the amount of Six Hundred Thousand (\$600,000) Dollars, on, or before, July 1, 2025, and July 1, 2026. Said monies shall be maintained in a segregated, insured account and disbursed in accordance with the terms of a mutually acceptable escrow agreement, whereby the Town shall assume responsibility for completion of the following off-site infrastructure work within the timeframe set forth in the table below:

#	Description of Improvement	Date Complete By
A	Pedestrian improvements and traffic calming elements within Atwater Avenue, substantially as depicted on the attached "Exhibit C" and including repaving of Atwater Avenue.	On, or before, February 1, 2028, or with mutual agreement of the Applicant and the Town



B	Construction of bicycle lanes from the State Highway Layout (SHLO) to Atwater, generally consistent with the intent of the Certificate attached as “Exhibit A”.	On, or before, August 1, 2027
C	Structurally reinforce the Atwater culvert or take other measures which would reasonably be anticipated to extend its useful life.	On, or before, February 1, 2028, or with mutual agreement of the Applicant and the Town

These improvements shall be completed no later than the dates set forth above.

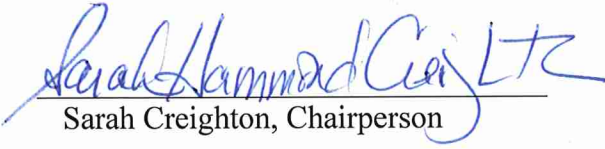
14. The Applicant shall grant a perpetual easement to the Town of Manchester-by- the-Sea to enable construction, maintenance, repair and replacement of water and sewer lines, pipes, and appurtenances thereto from the intersection of CST’s “loop road” to Atwater Avenue, more specifically depicted on the attached “Exhibit D”.
15. Throughout the construction process, until the issuance of a Certificate of Occupancy for Phase I, designated representative(s) of CST shall (i) shall regularly, at least monthly, submit an overview of significant construction activities, particularly those which may impact community roads and neighbors, to Public Safety (Fire and Police Chiefs), the DPW Director, the Planning Department, and the Town Administrator and (ii) maintain a website ([www.cstoldquarry.com](http://www.cstoldquarry.com)) which will contain a milestone schedule, construction progress updates, and other information which may be useful to the community. The web page shall include contact information for designated representative(s) of CST who shall have direct knowledge of the construction.
16. CST shall limit the weight of vehicles which may travel over Atwater Avenue and are used by its contractors for the development of the subject property to less than 60 gross tons.
17. CST has obtained from The Engineering Corp. (“TEC”), at Applicant’s expense, a report entitled “Bridge Rating of Atwater Avenue Culvert”, dated October 30, 2024, a copy of which is attached hereto and marked “Exhibit E”, which determined the carrying capacity and condition of the Atwater Avenue culvert. In addition to MassDOT biennial inspections of the culvert, during performance of the activities authorized by the Special Permit, the Town shall perform routine inspection and maintenance tasks as recommended in said report. It is understood that the Town DPW will also undertake a structural enhancement of the culvert (as specified in Condition 13C above).
18. CST shall not use sodium chloride on the roadways and walkways of the subject property except as reasonably necessary on account of safety concerns.
19. Prior to commencement of Phase 2 construction, CST shall meet with the Planning Board and notify the Board of any substantive deviations from the Plans as approved by this Special Permit.



A certified copy of this Decision and the approved Site Plan shall be recorded in the chain of title for the property at the Essex County Registry of Deeds.

Appeals to this Decision shall be made pursuant to Section 12.8.7 of the Zoning By-Law within twenty days of the filing of this Decision with the Town Clerk.

I, Sarah Creighton, Chairperson of the Manchester-by-the-Sea Planning Board, do hereby certify that the above Special Permit and Site Plan Approval authorizing the construction of a 260,000 square foot laboratory, research and development facility, a 479-space parking garage, and associated site improvements at 2 Atwater Ave, was voted by a super majority of the Manchester-by-the-Sea Planning Board (6:0) at its regularly scheduled meeting on November 25, 2024.

SIGNED:  DATED: 1/22/25  
Sarah Creighton, Chairperson

cc:

Mark Glovsky, Esq.  
Inspector of Buildings  
Police Department  
Conservation Commission

Select Board  
Public Works  
Fire Department