

**P&G Andover Manufacturing Center Enhancement Project**

**Special Permit Application**

**Project Narrative**

**History of the P&G Andover Manufacturing Center**

The land area that comprises the P&G Andover Manufacturing Center (the “Center”) was acquired by The Gillette Company, a Delaware corporation, a predecessor in interest to The Gillette Company LLC (“Gillette”, being the current owner) pursuant to a series of 6 deeds listed in the List of Deeds that were recorded during a period that commenced on October 25, 1967 and ended on October 30, 1968. Gillette’s predecessor then constructed the vast majority of the existing Andover Facility in 1969. Subsequently a minor land swap was made involving some parcels on the southerly boundary of the Center, pursuant to which Gillette received certain parcels pursuant to a deed recorded on March 10, 1972.

The Center has been in continuous operation since its original construction by Gillette’s predecessor in 1969. In 2004, The Procter & Gamble Company (“P&G”) acquired Gillette’s predecessor, and it continues to be operated as a wholly-owned subsidiary of P&G, now named The Gillette Company LLC, a Delaware limited liability company, which was formed on July 29, 2016, as the successor to The Gillette Corporation.

The land area of the Center is comprised of three tax parcels aggregating 153.25 acres, which translates to an area of 6,676,254 sf. According to the Surveyor, Map 185, Lot 2 is 6,624,913 sf (152.07 acres); Map 159, Lot 12C is 24,093 sf (0.553 acres); Map 159, Lot 12 is 27,248 sf (0.626 acres). These parcels are shown on the ALTA/NSPS Land Title Survey dated February 6, 2024 enclosed herewith.

While various operational changes have been made to the Center over the years, they have not been material. In terms of exterior operations, perhaps the most significant changes were: (i) the discontinuance of former rail sidings that used to run from the adjacent MBTA Haverhill Line tracks directly into the southerly side of the Center, and over to the “tank farm” area, and (ii) the implementation of a security perimeter around the Center, which resulted in little use of the Burt Road entrances, with the main security guard station located on Gillette Way, which runs southerly from Lowell Junction Road, just to the west of the main MBTA Haverhill Line tracks and then turns

toward the Center. Since the security perimeter was established, nearly all employee vehicles and tractor trailers have utilized Gillette Way.

In 2021, P&G began deliberations over a possible project to enhance its utilization of the Center, and in that context had preliminary discussions in 2022 with certain Town officials regarding a Proposed Warehouse and Facility Expansion that was significantly larger than the Enhancement Project that is being proposed by the current Special Permit Application. Ultimately P&G's deliberations resulted in a significantly reduced proposed project, which is shown on the drawings included in the Application.

The proposed Enhancement Project depicted in the foregoing plans is what is being presented to you under this Application, and is further outlined in detail in sections below.

### **Project Team Members**

- Jeff Allen - P&G Andover Manufacturing Center Plant Manager
- Alan Sheard - P&G Facilities and Real Estate
- Yleana CamposCuevas – P&G Health, Safety, Environmental and Permitting
- Glenn Vandenlangenberg – P&G Construction & Facilities
- Heather Holton – P&G
- Sonia Reis – P&G Construction
- Drew Hadley – P&G Permitting Consultant
- David McWhan, Project Architect, Fennick/McCredie Architecture Ltd.
- Abu Bhargava, SVP, Skanska USA Building
- Robert Koenig – Skanska USA Building
- Manuel Hoyo – Skanska USA Building
- Mike Howard –Permitting Consultant, Epsilon Associates, Inc.
- Greg Hochmuth – Permitting Consultant, Epsilon Associates, Inc.
- Deb Colbert – Civil Engineering Consultant, Nitsch Engineering, Inc.
- Scott Thornton – Transportation Consultant, Vanasse & Associates, Inc.
- Chris Milton, Esq. – Legal Consultant, Greenberg Traurig, LLP

### **Meetings Held**

On December 5, 2023, we participated in an informal Inter-Departmental Review meeting.

On February 6, 2024, we participated in an informal Inter-Departmental Review meeting.

### **Special Permit Criteria**

A memorandum setting forth the zoning compliance for the Center is included in the Application.

While the Center is presently in general compliance with the Zoning Bylaw (with the exception

of certain requirements relating to parking and landscaping that post-dated the creation of the existing Center), it appears that the Project will require two Special Permits from the Andover Planning Board as the Special Permit Granting Authority designated under the Zoning Bylaw: (i) a Special Permit for a Major Non-Residential Project, and (ii) a Special Permit to Reduce the Number of Required Parking Spaces.

### **1. Special Permit for Major Non-Residential Project**

We believe that the Planning Board will be able to find in accordance with Section 9.4.2 of the Zoning Bylaw that the Enhancement Project “will not be unreasonably detrimental to the established or future character of the neighborhood and Town and ... in harmony with the general purpose and intent of this By-law” and that:

- Social, economic or community needs are served by this proposal;
- Traffic flow and safety, including parking and loading, have been taken into consideration;
- Utilities and other public services are adequate; and
- Impacts on the natural environment, including but not limited to air and water pollution, noise, stormwater runoff, and aesthetics have been adequately addressed.

The proposed Enhancement Project is in harmony with the general purpose and intent of the Master Plan that underlies the Zoning Bylaw, as the Enhancement Project directly relates to the stated goals to grow the Town's economy, to attract new residents, and to improve utility infrastructure in the Town.

The proposed Enhancement Project will create a positive economic benefit to the Town through the payment of building permit fees, and greater real estate taxes. Indirect social and economic benefits will result from the spending power of new employees to be employed at the enhanced Center after the Enhancement Project is completed, and from the increased involvement of those employees in the social and community fabric of Andover, where some of the new employees are expected to reside.

In addition, as is detailed in the Transportation Impact Assessment prepared by Vanasse & Associates, Inc. dated April, 2024 enclosed with this Application, there are only modest adverse impacts upon traffic flow and safety, which impacts have been fully mitigated onsite where appropriate, and the parking and loading needs associated with the Enhancement Project have been fully investigated and designed into the Enhancement Project.

Furthermore, wilt the Project has been carefully engineered so as to minimize the needs of the Center for water and electricity, the capacity of existing utilities in terms of capacity to deliver

additional water, electricity and telecommunications services to the Center have been analyzed and found to be sufficient to accommodate the Enhancement Project, as have the capacities of sewer and storm drainage systems in the vicinity of the Center to handle sewerage and storm drainage, and in all instances such capacities appear more than adequate to accommodate the Enhancement Project.

Finally, the impacts on the natural environment in terms of air and water pollution, noise, stormwater runoff and aesthetics have been considered and adequately addressed, with the stormwater runoff analysis having been conducted by Nitsch Engineering, Inc. and set forth in a Stormwater Report dated April 16, 2024. As staff to the Planning Board has advised that the granting of the Special Permit for a Major Non-Residential Project subsumes the necessity for filing a separate application for a stormwater management permit from the Town under the Stormwater Management and Erosion Control Bylaw, no such separate application is planned. The negative impacts on the natural environment in terms of noise from traffic and operations are anticipated to be negligible, and positive impacts are anticipated in terms of reduced air and water pollution and improved landscaping aesthetics.

In summary, the proposed Enhancement Project fulfills the stated objectives of the Master Plan and the Zoning Bylaw as described above, will not be unreasonably detrimental to the established or future character of the neighborhood and Town, and is in harmony with the general purpose and intent of the Zoning By-law.

## **2. Special Permit to Reduce Number of Required Parking Spaces.**

Under Section 5.1.9 of the Zoning Bylaw, the Planning Board has the authority to reduce the number of parking spaces required for the Enhancement Project. The pertinent part of that Section reads as follows:

In the Industrial Districts, the Planning Board may grant a special permit to reduce the number of parking spaces required by Appendix A, Table 3 upon finding that special circumstances render a lesser number of spaces adequate for all parking needs. To qualify for a special permit, the petitioner must present a site plan showing that all parking spaces needed to meet the requirements of Appendix A, Table 3 could be built on the site. The spaces to be waived shall be marked "Reserve Parking Area(s)" on the plan, which shall be kept on file with a copy of the Planning Board's special permit decision. The reserve parking area(s) shall be maintained as landscaped areas unless and until the Planning Board requires construction of additional parking spaces. No improvement other than parking spaces will ever be allowed in this area.

Under the Zoning Bylaw, the number of parking spaces that would be required for the proposed Center

is approximately 1,936 spaces. That calculation is based upon the following square footages of the proposed Center: (i) warehouse – 330,625 net sf; manufacturing - 300,985 net sf; office – 103,977 gross sf; laboratory – 10,555 gross sf; and accessory uses – 40,625 gross sf. There are presently 1,001 parking spaces in place at the Center. The Enhancement Project is proposing that the aggregate amount of parking upon completion be reduced to 654 spaces, of which 333 will be new parking spaces fully complying with the many requirements in the Zoning Bylaw relating to the parking lot dimensions and landscaping, and 321 will be a portion of an existing parking lot that does not meet all such requirements. As the Applicant believes, based upon its operational history at the Center, as well as its projection for actual new employee usage after the completion of the Enhancement Project, that the actual weekday usage of the parking spaces at the Center is unlikely to exceed usage of 400 parking spaces, it seems wise to reduce the number of required spaces to 654 spaces. This minimizes the amount of impervious surfaces at the Center, while leaving a significant cushion on the Center of about 250 spaces to deal with the eventuality that employee and visitor parking increases for some reason above the current 400-space projection of maximum use.

Moreover, Applicant has presented a set of drawings demonstrating that a “Reserve Parking Area” in the form of a reserve 5-level parking deck containing up to 1,619 parking spaces can be located where the 321-space parking lot that is being retained, which would result in a net increase of 1,298 spaces over the proposed parking, for a total of 1,952 spaces, which exceeds the 1,936 parking spaces required. In the event that the usage of the Center ever increases in terms of parking spaces to a point where the proposed 654 spaces are not sufficient, Applicant is prepared to construct one or more levels of such parking deck to accommodate any such increased usage. As indicated in the drawings, such parking deck would accommodate 330 spaces on the ground level, 337 spaces on levels 2 through 4 and 278 spaces on the roof, so the future construction can effectively be modulated to suit any future need. Furthermore, Gillette is prepared to ensure that no other construction ever is proposed for the 321-space parking lot, so that the Reserve Parking Area can be constructed to the extent necessary. Therefore Applicant believes that it can meet the criteria for a Special Permit to reduce the required parking spaces to 654 spaces by reason of the fact that Applicant can demonstrate that special circumstances render 654 spaces more than adequate for all parking needs.

Applicant further points out that the proposed revisions to the Andover Zoning Bylaw which are expected to be voted upon at Town Meeting in late April, 2024 would reduce the required parking ratios for many of the uses at the proposed Center. Applicant believes that if those revisions are approved at Town Meeting and by the Attorney General, the total parking requirement for the proposed Center would be no more than 965 spaces. The 654 spaces being proposed as part of the Enhancement Project would effectively be only about 311 spaces short of the then-reduced parking

requirement. Again, even if there were to be a parking need that exceeded the requirement, Applicant has demonstrated the ability to create up to 1,952 parking spaces, which would exceed the then-reduced parking requirement by 1,087 parking spaces.

### **Drop Lots**

In addition to the parking lots for employee and customer vehicles, the Enhancement Project will increase the number of trailer drop spaces from 42 (all located on the south side of the existing Building) to 78 drop spaces (20 of which will be in Drop Lot A on the east side of the Building, and 58 of which will be located on the south side of the Building. The enhanced number of Drop Lots will allow Gillette to make better utilization of the loading bays which exist today.

### **Building Architecture**

Building materials that are generally harmonious with the existing building facades will be incorporated on the building facades of the proposed addition. Proposed building materials include concrete masonry, insulated glazing, insulated metal panels, metal doors, louvers, mullions and roof edge, a PVC roof and a steel ship ladder.

### **H2/N2 System Structure**

In order to accommodate the proposed use of hydrogen gas and nitrogen gas at the Center, the Enhancement Project includes construction of an H2/N2 storage structure under which the hydrogen tube trailer and nitrogen tank will be located, to the northeast of wetland IVW-13. The proposed location of this structure is on the south side of the building, at a distance of approximately 110 feet therefrom, in order to ensure safe storage therein. The H2/N2 gas mix is used as part of P&G's manufacturing processes. A tube trailer is used for delivery & storage, consisting of 10 tubes per trailer, for a total of 700 lbs. The location of the structure itself is proposed to be outside of the 100-foot Buffer Zone from wetland IVW-13. Activities in the buffer zone include some grading work and installation of a retaining wall. At its closest point, the retaining wall is located approximately 65 feet from the nearest wetland flag. No work is proposed in the 25-foot No Disturbance Zone.

### **Landscape Architecture**

Much of the landscape at the Center will be unchanged, as the Enhancement Project is anticipated to leave much of the existing landscape, a significant portion of which is protected natural habitat for a variety of species, unchanged. The two areas of proposed change are: (1) the 333-space parking lot on the westerly side of the existing entry and the proposed addition, which will be

modified to bring it into conformity with the requirements of the Andover Zoning Bylaw related to landscaping within and adjacent to parking lots, and (ii) a new landscaped area immediately to the west of the proposed building addition, which is to become a green space until such time as Applicant decides that the Center requires a further building expansion at some indeterminate time in the future.

**Parking Lot Landscaping:** We specify low maintenance, urban tolerant trees that are designed to maintain a clear height to tree limbs abutting walkways. In areas of snow storage plants will be specified which are salt tolerant and flexibly respond to such seasonal activity.

**New Landscaped Area:** We propose to create a lawn in a new landscaped area to the southwest of the building addition.

**Landscaping Principles:** Trees will be planted a minimum of 5' from driveways and parking areas. Planting placements will preserve appropriate heights and spacing to maintain open sight lines. The planting design approach will separate parking lots from Burt Road with plantings, earth berms, walls, and other landscape elements.

**Tree Selection and Plantings:** We specify a variety of trees that are resistant to insect, drought, disease, salt, and auto emissions, appropriate for use within their landscape setting, to prevent the spread of disease caused by the overuse of one species monoculture.

**Shrubs and Ornamental Plantings:** our approach integrates a select variety of shrubs, ornamental grasses, and perennials in addition to trees. Our sustainable approaches focused on environmental sensitivity and natural systems focus on selecting plant materials that are indigenous and drought tolerant, to conserve the water resources.

**Screening:** Landscape screening of parking areas is achieved via a combination of deciduous and evergreen tree and shrub plant massing to adequately screen these areas from view within the public way.

**Site Lighting:** Exterior site lighting is composed of pedestrian and vehicular pole mounted streetlights to provide appropriate illumination to the driveways and sidewalks, while being mindful to prevent glare or overspill from the light source onto adjacent property or onto any public way.

## **Traffic**

A Transportation Impact Assessment (TIA) was prepared to identify traffic impacts associated with the proposed project. The purpose of this assessment is to review existing and future traffic

conditions in the vicinity of the site, determine the traffic impact of the proposed project at key intersections expected to experience increased traffic levels from the project, and review the need for improvements to mitigate the project's traffic impact.

The traffic analysis involved study of 5 unsignalized intersections in the vicinity of the Center. The study indicates that the project has minimal impact upon the existing vehicle levels-of-service (“LOS”) as follows: (i) at the intersections of River Street and Lowell Junction Road, which presently is LOS B during both the AM peak hour and the PM peak hour, the No-Build Condition in 2031 will be LOS B during the AM peak hour and LOS C during the PM peak hour, and the Proposed Project will not change those LOS to lower LOS, (ii) at the intersections of Connector Road and Lowell Junction Road, which presently is LOS C during the AM peak hour and LOS B during the PM peak hour, the No-Build Condition in 2031 will be LOS C during the AM peak hour and LOS B during the PM peak hour, and the Proposed Project will result in LOS E during the AM peak hour and LOS B during the PM peak hour; (iii) at the intersection of River Street and Connector Road, which presently is LOS B during the AM peak hour and LOS B during the PM peak hour, the 2031 No-Build condition will remain LOS B during the AM peak hour and LOS B during the PM peak hour, and the Proposed Project will not change those LOS to lower LOS; (iv) at the intersection of Gillette Way and Lowell Junction Road, which presently is LOS B during the AM peak hour and LOS B during the PM peak hour, the 2031 No-Build condition will remain LOS B during the AM peak hour and LOS B during the PM peak hour, and the Proposed Project will not change those LOS to lower LOS; and (v) at the intersection of Andover Street, River Street and a private driveway, which presently is LOS D during the AM peak hour and LOS F during the PM peak hour, the 2031 No-Build condition will be LOS E during the AM peak hour and LOS F during the PM peak hour, and the Proposed Project will not change those LOS to lower LOS.

The traffic analysis further indicated that, using Gillette employee address data, about 678 passenger car trips (339 coming and 339 going) per day and about 26 truck trips (13 coming and 13 going) per day would be added by the Enhancement Project.

Gillette does anticipate that the Enhancement Project is going to allow Gillette to change its existing traffic pattern, which presently has all passenger cars and trucks utilizing Gillette Way to gain access to the Center. Upon completion of the Enhancement Project, all truck traffic will continue to use Gillette Way to gain access to the Center, but all passenger vehicles will use the entrance off Burtt Road to gain access to the Center.

### **Earth Movement and Removal**

Gillette anticipates that the Enhancement Project will require movement of 55,000 cubic yards of earth, and that 1,500 cubic yards will be removed from the Center in the course of the Project. Under Section 6.6.4 of the Zoning Bylaw, such movement and removal in an Industrial District are allowed subject to the site plan approval by the Planning Board. Gillette further anticipates that such Site Plan Approval is subsumed within the grant of a Special Permit for a Major Non-Residential Project.

### **Sustainability**

The design of the manufacturing operations expansion in the Andover site includes the best in class technologies to reduce the use of water & energy. Some examples are implementation of a water recovery system to reduce by 60% the water use in our key processes, the implementation of full digital measuring capabilities for water & electricity, the recovery of process heat to fulfill the HVAC heating requirements for the building and the voluntary installation of 37 EV chargers.

The result of this work is a very efficient, fully-electric building for our Andover expansion that replaces the current use of a gas turbine as a source of electricity in our South Boston plant. With this change, we will achieve a 90% GHG emissions reduction on our Massachusetts manufacturing, accelerating the journey towards P&G's "net zero 2040" ambition and contributing to the Massachusetts decarbonization targets.