

August 16, 2016
Medway Planning and Economic Development Board Meeting
155 Village Street
Medway, MA 02053

Members	Andy Rodenhiser	Bob Tucker	Tom Gay	Matt Hayes	Rich Di Iulio
Attendance	X	X	Absent with Notice	X	X

Also Present:

Susy Affleck-Childs, Planning and Economic Development Coordinator
Stephanie Mercandetti, Director of Community and Economic Development
Mackenzie Leahy, Community and Economic Development Administrative Assistant
Ken Bancewicz, Economic Development Committee Member
Scott Habeeb, Economic Development Committee Member

Chairman Andy Rodenhiser opened the meeting at 7:07 p.m.

There were no Citizen Comments.

Andy Rodenhiser asked Susy Affleck-Childs to hand out the document listing the steps to amend the zoning bylaw. (**See Attached**) He asked if the document would be on the Medway Planning and Economic Development webpage to which Susy Affleck-Childs responded that she believed it already was. Andy indicated that the handout should be available to the public and asked Susy Affleck-Childs where they could find it. Susy Affleck-Childs stated that there is a section on the PEDB web page called “Zoning Bylaw Amendments” (correctly identified as “Warrant Articles”).

Andy Rodenhiser asked if the Planning and Economic Development Board had any opening thoughts or ideas that they would like to share relating to any of the topics on the agenda. Stephanie Mercandetti asked if she could present the first topic on the agenda before any comments or questions. She provided an overview and recap of the role of the Economic Development Committee and its future work plan activities. She stated that the Economic Development Committee (herein “the Committee” or “EDC”) had eight (8) members responsible for the long term planning and marketing in terms of economic growth for the town. They are an

advocate for planned business growth. They have had many discussions on how to best put together a work plan of activities for themselves and also what their mission would be. Some of their long term goals are to grow the commercial and industrial base, to improve the business friendly climate in town by trying to streamline and improve permitting processes, and provide guidance to businesses with respect to setting up or expanding operations in town. They want to promote the resources available to them not only at the local level but at the state level, in terms of business development resources and programs that are available to encourage economic growth. They've spent some time learning about those resources to be able to talk to other businesses about them as well as utilizing the town's website as an economic development tool. The EDC recently put together a business location form so if there are businesses that are interested in expanding or coming to town, the business can fill out a form which will be filtered to staff who can reach out to them in terms of what's available in the community—for available space, properties, land, buildings, and so forth.

Matt Hayes asked if the EDC was working directly with realtors and brokers. Stephanie Mercandetti replied yes and that the EDC is also working with property owners, so they are aware of listings in town. When a business submits the form online, the Committee works with those owners and brokers to be a contact for the business applicant. Matt Hayes also asked if the Committee had received any business applications yet, to which Stephanie replied yes.

Stephanie Mercandetti continued to explain the role of the EDC noting that the Committee is an advocate for the community and potential businesses that want to locate into town. They have looked at the business assistance piece, offered the space availability form, and looked at Medway's existing Development Handbook and revisions that can be made to it to better utilize the handbook as a tool. They have met with the Town's Communications Director to identify marketing opportunities and to use the website both as a tool for business attraction and growth and a way to better brand Medway to the development community and businesses. They have met with the Library Director regarding the "Maker Space," to learn how they might be able to assist that venture and grow that opportunity for business connections. They plan to look at business workshops and other business assistance programs to develop a slate of events to draw in more businesses and development from the region. They plan to develop a systematic approach to reviewing potential land parcels and development opportunities for planned economic growth. They also review potential proposals and amendments that the Planning and Economic Development Board has put forward for zoning changes.

Andy Rodenhiser asked if the vision statement that the EDC had been working on had been finalized. Stephanie Mercandetti responded that the Committee had not taken a final vote yet but was supportive overall. She noted that the vision statement could be shared upon decision. Susy Affleck-Childs suggested that the new vision statement might be something to look at once it is refined and adopted to then review the EDC's General Bylaw to "freshen it up" to reflect the more refined vision. This is something that could be considered for the spring town meeting. Andy noted that Keith Peden of the EDC was the point person for establishing the vision of the Committee and as a group, the Committee had a good sense of direction on what that vision should be.

Rich Di Iulio asked if the Medway Business Council was involved with the EDC. Stephanie Mercandetti replied yes. The EDC had a joint meeting with the Medway Business Council Board of Directors, which she believed was the first meeting between the two groups. Both parties agreed that it was important to know more about what they were each doing. Andy Rodenhiser noted that there was common interest and that the EDC represents the local business' perspective. Stephanie Mercandetti noted that there are a few members of the EDC who are also members of the Medway Business Council.

Matt Hayes asked if there was any connection between the Redevelopment Authority and the EDC. Andy Rodenhiser stated that there is no formal connection, but he serves on the Redevelopment Authority. Stephanie Mercandetti stated that there was some overlap between members that serve on both groups so there was a natural process of sharing information and supporting one another.

Andy Rodenhiser reported that the Redevelopment Authority had a great meeting that morning. Matt Hayes asked if anything else would come of the Redevelopment Authority's work or if it was focused only on the "bottle cap lots" area. Stephanie Mercandetti and Andy Rodenhiser responded that the primary focus of the Redevelopment Authority was currently the Oak Grove/"bottle cap lots" area but once there's been some success there they may work on other areas.

Stephanie Mercandetti continued back to the EDC, noting that the Master Plan had been a tool for the Committee to use as a "self-reflection" regarding the economic development goals and strategies that were outlined in the plan.

Discussion of Zoning Bylaw Amendment Ideas

Andy Rodenhiser asked if the Board had any ideas.

Matt Hayes asked if the meeting was going to be a work session to look at some of the proposed amendments in more detail. Susy Affleck-Childs replied that it was not intended that the discussion would be at the level of detail that the normal Planning and Economic Development meetings would be at for zoning amendments. This meeting was more to hear from the EDC regarding particular zoning issues that the Board and the Committee should work together to address.

Susy Affleck-Childs noted, in particular, the proposed expansion of the Industrial II zoning district to the west side of West Street. The Board had discussed this last spring, but there had been feedback by the EDC that it would be good to determine what were considered suitable uses for that area, to perhaps not include all the uses currently allowed in Industrial II, or that it could be a business industrial zone.

Andy Rodenhiser noted that the genesis for this joint meeting came about from the Board sharing the warrant articles with the EDC. The group came to the conclusion that it would be good to share the ideas and proposals in advance when it is a better time and more people are available for a meeting.

Stephanie Mercandetti noted that there were two ideas for this meeting, one being that the EDC might have thoughts on improvements for the Zoning Bylaw and also that the Planning Board could share proposals with the EDC. Stephanie stated that one of the topics that had come up frequently was the sign regulations and now there is a separate Task Force working on that. The Task Force will bring back some ideas for changes to the Planning and Economic Development Board. Susy Affleck-Childs stated that the hope is for that group to provide recommendations later in the fall that could then be considered at the spring 2017 town meeting.

Bob Tucker noted that it may be a topic for the next couple of town meetings to look at the current commercial and industrial zones that the town has. Andy Rodenhiser stated that the list being referred to was the Planning Board's master list of zoning bylaw ideas. Susy Affleck-Childs explained that there is a 6-7 page list of various ideas to strengthen and improve the Zoning Bylaw, covering many subjects, some of them economic development related. Susy Affleck-Childs further explained that every year the Board takes on "X" number of the subjects that can be tackled in the fall and the spring for town meeting. Bob Tucker said that maybe we can increase the quantity of articles that the Board brings before the town at a single time with the help of the EDC. Working together may be more beneficial and more efficient. Susy Affleck-Childs stated that there should be focused work. Bob Tucker said the Board and the Committee should work as a group. Andy Rodenhiser noted that it was interesting that board/committee members and staff

often look at the town and say that something “will not happen this year” but if the context isn’t created, it often happens in the surrounding communities. Andy continued by reporting that there were 200 or so acres at the Hopping Brook industrial park in Holliston that were being cleared, and site work was being completed to expand the park. If Medway created the opportunity ahead of time, the development and expansion could happen, it just takes the right investors to see the opportunity. Susy Affleck-Childs stated that years ago the Board had looked at expanding what is now the Industrial I zoning district but had decided not to proceed due to the opposition of residential abutters. Andy Rodenhiser stated that the town may finally have an egress into that area (donation by Ellen Realty Trust of a 50’ wide ROW easement on 9 Marc Road).

Mackenzie Leahy asked if the Board has looked at the size of the area for expanding the Industrial II zoning to the west side of West Street. She noted that there was a residential area in Bellingham just south of the Medway boarder. Andy Rodenhiser stated that the power lines would probably define that area, and that the buffer would be somewhat natural. He stated that there were twelve (12) acres across from Cumberland Farms (in Bellingham) separate from the twenty six (26) acres at the end of Stone Road. Andy stated that that he believed there were ideas about some sort of business district along (Route) 126 in that area. The Board had been to Bellingham to talk to them about the growth and land use in that area years ago. Susy Affleck-Childs stated that the meeting had occurred with the previous Bellingham Town Planner and that there would need to be a new discussion. Andy stated that at the time the Bellingham Planning Board was discussing “the Shoppes at Bellingham” and that it was bad timing for the discussion about Route 126 in Bellingham and Medway. Mackenzie Leahy stated that although (Route) 126 did already have a lot of commercial (uses), she questioned whether or not the traffic flow would come from Milford/Medway or from Bellingham. That would depend on what uses were allowed and where those businesses’ primary customers would come from. Susy Affleck-Childs suggested that we consider seeking a MAPC (Metropolitan Area Planning Council) technical assistance feasibility study which could evaluate what the land is, what uses might be suitable, and how far the boundary of the new or expanded district should go. Andy Rodenhiser noted that it was interesting that the district was bisected by so many utilities and wetlands. Stephanie Mercandetti stated that maybe the initial groundwork and analysis of the Bellingham piece and its present zoning along with Medway’s present zoning could be done in house. Mackenzie Leahy stated that such an expansion along with Oak Grove’s redevelopment would add a significant number of new uses and could result in a potentially busier roadway. It would be important to know if trucks

would be going down West Street, an issue that the Redevelopment Authority hopes to minimize through the Oak Grove urban renewal plan. Andy Rodenhiser stated that a concept plan of the area done a number of years ago by VHB, the predecessor to Tetra Tech Engineering, had shown a road going into the end of the industrial park. There are some possibilities there. Andy noted that there were substantial wetlands crossings, but there were many in Holliston's industrial park as well. Stephanie Mercandetti stated that there might be other technical assistance available through the Central Transportation Planning Staff, if the Board is talking about traffic as well. The Board could determine an area for review and the technical assistance could provide an analysis with respect to existing and potential land uses.

Ken Bancewicz stated that in general when looking at bylaws and regulations that are being proposed, the questions should be asked how the proposal is affecting the process that a business or land owner must go through. Is the town adding simplification or complexity to the process? More complexity adds time and cost. Will a proposal for a bylaw or regulation make it more difficult to get a business open and get development going? Andy Rodenhiser asked if Susy Affleck-Childs could address some of the things that the Board has done in the past few years to make the process simpler, administrative site plan for instance. Susy explained that at the spring 2016 town meeting an amendment was approved to the Site Plan Bylaw to establish an Administrative Site Plan review. With this, some of the smaller projects would not have to go through the Planning Board and but could be reviewed primarily through the Building Commissioner, Community and Economic Development Director, and the Planning and Economic Development Coordinator. This is instead of having a Planning Board hearing, and notice to abutters, etc. There is still some review involved, but a mechanism is in place to apply one day and the staff involved could hypothetically have a response within a few days. The Administrative Site Plan review is a work session with the applicant and staff. Staff has also put every possible piece of information available on the website to make it easier for an applicant to read and look at and then call office with questions. Andy Rodenhiser noted that things go smoothest when people read those documents rather than not doing so. In those instances, the Board ends up working with the applicant continually to be in compliance. Andy made note of the Design Review Committee. Rich Di Iulio also noted that the new Design Guidelines were adopted. Susy Affleck-Childs stated that the DRC was responding more readily to the applications that were coming in and giving written feedback comments to applicants within a few days and then providing regular updates to the Planning and Economic Development Board around the discussion of the

design issues. Andy Rodenhiser stated that the DRC and Design Guidelines are more simplistic but that he wasn't sure people saw it that way yet. The reputation of the DRC is negative in some communities or in the business community and the changes have not always caught up to the public perception in Medway. Ken Bancewicz stated that the DRC had to change because somewhere along the lines the DRC became less effective than it was intended to be and circled back to the notion that the Board and the Committee should not repeat the past mistakes and that they should do things that do not make the process difficult or cumbersome. Stephanie Mercandetti noted that there should be improvements to the processes in general with the bylaw, regulations, guidelines and checklists, but internally as well. There should be timeframes so having staff that is available, whether a small business or corporation, to provide guidance and also having staff review plans prior to filing or applying. That way an applicant knows what they will need for permits, how long it will take to get through the process, and what does the applicant need to pull together. Understanding the application process in advance will help in the long run. The Conservation Agent, Building Commissioner, Health Director, Community and Economic Development Director, and Planning and Economic Development Coordinator sit down to discuss projects in their queues to talk about if there are any issues and how the staff can resolve those. Staff is trying to remove the guesswork for the applicant by the assistance but is also just trying to keep things moving efficiently. Andy Rodenhiser also noted that adding an administrative staff member (Mackenzie Leahy) to the Community and Economic Development Department has allowed the Community and Economic Development Director and Planning and Economic Development Coordinator to breathe and get away from some of the transactional aspects of the office. Andy also noted the difference since the addition of Community and Economic Development Director Stephanie Mercandetti.

Matt Hayes asked that someone describe Ms. Leahy's position because he did not realize that she was staff. Mackenzie explained that she was the Administrative Assistant for the Community and Economic Development Department, had joined the staff at the beginning of June (2016) and that she did any work Stephanie Mercandetti or Susy Affleck-Childs needed completed. Andy Rodenhiser asked Mackenzie Leahy to explain her background. Mackenzie described that she went to Bridgewater State University, starting as a Music Ed. Major and had picked up a Geography Major her junior year. She had two internships, one with the Town of Carver and the other with Foxborough. She was hired by the Foxborough planner who passed away two weeks after she was hired so the town didn't have much time to focus on the interns. The Town allowed her the freedom to do the research that

she proposed. She researched the downtown and the overlay district that had not been utilized yet. She looked at the bylaws in other downtowns and put together a presentation on that material. She finished college in December (2015) and could not find a job so she asked Foxborough if they would re-hire her as an intern doing more research for the Economic Development Committee looking at the old fire station redevelopment, business inventory, etc. while understanding that her intention with the internship was to look for a job. Then she was hired by Medway.

Susy Affleck-Childs noted that Mackenzie came highly recommended by Paige Duncan, the town planner in Foxborough and a mutual friend of Stephanie and her. Paige used to work in Wrentham and was recently hired in Foxborough. Andy Rodenhiser noted that he has been in meetings with Mackenzie. She speaks up and she has thoughtful contributions.

Rich Di Iulio stated that he liked the format of the new web site for the Planning and Economic Development Board. Susy Affleck-Childs noted that the format for the page was standard to the other Town of Medway pages, but on the left side of the page they can add subcategories.

Andy Rodenhiser asked Ken Bancewicz if the topics discussed covered the issues that he had raised earlier. Ken stated that some issues had been looked at earlier but was not sure if some of the topics from other meetings would also be addressed. Stephanie Mercandetti explained that Ken was referring to the Planning and Economic Development Board document/list of potential zoning bylaw amendments for future review and some issues where there is a need for more information, including the proposed village residential zoning district. Andy Rodenhiser explained that it was a giant list and some of the items may not be worked on for two (2) years because there are other priorities. Stephanie Mercandetti noted that some other issues of concern were outside storage, hours of operation, and sizes of accessory buildings being tied to the size of a site's primary building. Ken Bancewicz also noted the ideas for earth filling and land clearance bylaws were a concern.

Susy Affleck-Childs noted that she and the Board were working on a new village residential zoning district. Currently Medway has two (2) residential districts, one with 1-acre zoning and the other with half-acre zoning, and they are meant to reflect subdivisions. Neither of them are representative of the older parts of Medway where houses are not on new subdivision lots and are much smaller. By their existence, they are already nonconforming — they do not have one hundred

and fifty (150) feet of frontage, 22,500 square feet of area, thirty five (35) feet of front setback, and fifteen (15) foot setbacks from the sides or from the back. The Board has been discussing creating a zoning district more reflective of those older areas and what is actually on the ground. The Board has identified properties that are currently zoned AR-II but are suitable for being rezoned to a new Village Residential district. The idea is to take many of these properties and make them more conforming with more modest requirements for area, frontages, and side lots. The proposed boundaries pretty much match the historic districts, but now they are trying to match the lot sizes. Susy noted the idea it to hopefully make it easier for property owners if they want to make improvements to their properties or add porches or decks. Matt Hayes asked if there was a way to use GIS to get that information. The Board has the areas that they want—is there a way to list the lots, their frontages, and their areas. Bob Tucker noted that Gino Carlucci's list identifies the lots. Mackenzie Leahy stated that the lot size would be easy to add but the measurements of frontage would take longer because you would have to measure each one. Susy Affleck-Childs noted that the Board would not get actual setback data but would have to essentially go to the assessor's maps and look at each parcel and expand a spreadsheet to include that. Susy noted that it was being worked on, but wasn't sure if the proposed amendment would make it for the fall town meeting. Ken Bancewicz asked how the Village Residential would help or hurt workforce housing. Susy Affleck-Childs noted that one of the thoughts was that within the VR district, it would allow two-family houses by right. If it was by right it would be a more straight-forward process to take one of the houses within the district and modify it to be a two-family house. It wouldn't legally be "affordable," but it would be more affordable just by being more modest in size. Matt Hayes asked if the multi-family overlay was a special permit process. Susy Affleck-Childs responded that it was.

Stephanie Mercandetti asked if the Board and Committee would like to discuss the other proposed amendments for the fall. Susy Affleck-Childs stated that the other areas they were looking at were the Dimensional Requirements and particularly the Commercial I district and adjusting the existing fifty (50) foot setback. Back when shopping centers of that era were being built it was not unusual, but the state of the art of development is much different, allowing buildings much closer to the road and parking along the side or back. It would be beneficial and bring opportunity, thinking about the big open space in the Medway shopping center and how much of it is under-utilized for probably 95% of the year. That area provides options for pad sites or buildings closer to the streets. She and the Board are also looking at the Use Table which needs freshening up and maybe adding more uses or limiting uses

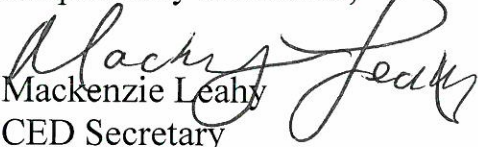
that are less desirable. The next Planning Board and Economic Development Board meeting will be to work on those topics and maybe the Village Residential district too. Susy noted that one of the new uses that they are specifically looking at is for a brewery. Bob Tucker asked if it would be a brewery for manufacturing or for a use with a restaurant. Stephanie Mercandetti noted that it would fit under the state definitions with two categories—a manufacturer doing the brewing but with a tap room for tastings and a brew pub as more of a commercial use. Bob Tucker noted that there would be a lot of water use for that. Stephanie stated that as with every development, infrastructure is an issue. Andy Rodenhiser stated that his understanding was that with additional withdrawal demands but sufficient water conservation efforts, such as fixing leaks, you may apply for more water withdrawal. Bob Tucker stated that there had to be a way to adjust the water withdrawal limits, especially if there is the physical capacity to provide water. Stephanie Mercandetti explained that it would be a request to DEP to amend its water management act permit. Susy Affleck-Childs noted that it would be the Town applying for the permit not an individual. Andy Rodenhiser stated that with the resolution of some of the town's leaks that a request to DEP may be warranted and that the Town has a phenomenal water management plan. Rich Iulio stated that DPS had called to let him know he was using more water than he realized and that he did not find the leak until it was an issue. The fact that DPS is monitoring that and making residents aware is great. Andy Rodenhiser noted that DPS was using technology to modernize their process and continuing to do so.

Andy Rodenhiser thanked the EDC members for coming to the meeting.


A motion to adjourn was made by Rich Di Iulio, seconded by Matt Hayes; voted 4-0-0 by the Board.

The meeting was adjourned at 8:07 p.m.

Respectfully submitted,


Mackenzie Leahy
CED Secretary

Reviewed and edited by,


Susan E. Affleck-Childs
Planning and Economic Development Coordinator



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Andy Rodenhiser, Chairman
Robert K. Tucker, Vice-Chairman
Thomas A. Gay, Clerk
Matthew J. Hayes, P.E.
Richard Di Iulio

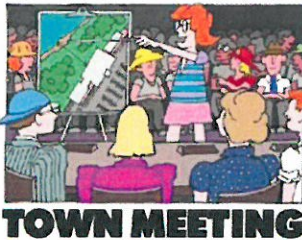
Steps to Amend the Medway Zoning Bylaw

Q: Who may propose an amendment to the Medway Zoning Bylaw?

A: Any of the following - the Planning & Economic Development Board (PEDB), the Zoning Board of Appeals (ZBA), the Board of Selectmen (BOS), an individual owning land that would be affected by a change, a citizens' petition by registered voters in the community (10 for annual town meetings and 100 for special town meetings), and the regional planning agency (Metropolitan Area Planning Council (MAPC) - may submit a proposal to amend Medway's Zoning Bylaw to the BOS to be included on the warrant for a town meeting. In most cases, a Zoning Bylaw amendment is proposed by the PEDB.

Q: Who approves a change to the Medway Zoning Bylaw?

A:



State law requires that any amendment to a municipal zoning bylaw must be approved by at least a 2/3 vote of Town Meeting. In Medway, there is a local requirement that at least 100 registered voters must be in attendance at a town meeting to consider a proposed amendment to the Zoning Bylaw. In Medway, town meetings regularly occur in May and November.

Q: Who reviews proposed amendments to the Medway Zoning Bylaw?

A: All proposed Zoning Bylaw amendments are discussed by the BOS at a public meeting before an article is placed on a town meeting warrant. Proposed articles are also reviewed by the Town's Legal Counsel. The BOS and the Finance Committee each recommend whether the proposed amendment should be approved.

State law also requires the PEDB to conduct a public hearing on any proposed amendment to the Medway Zoning Bylaw and to make a report to town meeting with its recommendation regarding adoption, further revision, withdrawal, or denial.

**Public
Hearing**

Q: *How is the public notified about a proposed amendment to the Medway Zoning Bylaw?*



The PEDB prepares and files the official public hearing notice with the Town Clerk at least 14 days before the hearing date. The hearing notice is posted to the home page at the Town's web site http://www.townofmedway.org/Pages/MedwayMA_Bcomm/PlanEcon/bylaw. Information about the public hearing is also posted at Medway Cable Access, the Town's Facebook page and other community web sites.

A legal advertisement is published in the Milford Daily News once in each of two successive weeks before the date of the public hearing. A complete set of the text of the proposed amendments is provided to the Town Clerk and is posted to the Planning and Economic Development Board's web page for public review.



The PEDB has adopted a practice of notifying property owners within approximately 1,000 feet of the subject site, by first class mail, of the proposed amendment and the public hearing date when such a proposal is substantial or may have a significant impact on abutting properties. This is also true if changes to zoning district boundaries are proposed.



The PEDB may also hold a neighborhood meeting to inform property owners and abutters of the proposed amendment and to listen to their concerns and ideas.

A booklet containing all of the warrant articles to be acted upon at the annual town meeting is posted to the Town's web site in advance of the Town Meeting. The warrant booklet is also available at Town Hall, the Medway Senior Center, and the Medway Public Library. Residents can sign up at the Town's web site to be notified via email when the warrant is available.

Q: *What occurs at the public hearing?*

A: The proponent/sponsor of the amendment explains the proposal to amend the Zoning Bylaw. PEDB members ask questions and offer their general impressions. The public in attendance is invited to provide verbal or written commentary, ask questions, suggest changes, etc. If necessary, a public hearing may be continued to another specific date and time. After all testimony and comments are received, the public hearing is closed.



The PEDB then deliberates and may decide to revise the proposed amendment based on feedback from the public hearing. The PEDB must vote its recommendation on every proposed amendment. No more than six months may pass between the date of the PEDB's public hearing and the date of the town meeting vote on any given proposed amendment.



Q. What happens at Town Meeting?

A. At Town Meeting, the proponent/sponsor of the proposed amendment explains the article and the reasoning for the modification. The PEDB provides its recommendation to approve, revise, deny or withdraw the proposed amendment. Attendees may ask questions and offer opinions. Changes may be made to the article which narrow the focus of the proposal; revisions cannot be made that expand the scope of the proposed amendment. Motions for action are provided by the Finance Committee. After discussion, Town Meeting votes whether to approve the proposed amendment. State law requires that zoning

Q: When does an approved amendment take effect?

A: After a town meeting is adjourned, the Town Clerk prepares and submits documentation regarding an approved Zoning Bylaw amendment to the Massachusetts Attorney General's office for its review and approval. This documentation includes verification that all procedural requirements prescribed by state law have been complied with. Zoning Bylaw amendments are effective on the date of the town meeting vote provided that the Attorney General's office approves the articles and the Town Clerk publishes the amendments in the community in accordance with state law.



For further information, please contact the PEDB office at 508-533-3291.