
**APPLICATION for SPECIAL PERMIT
for a
WIRELESS COMMUNICATION FACILITY**

OMNIPOINT HOLDINGS, INC.,
A wholly owned subsidiary of T-Mobile USA, Inc.
15 Commerce Way, Suite B
Norton, MA 02477
Applicant

**Property Location:
164 Newtown Road
Acton, Massachusetts
Map D3, Block 13**

**Prepared by: Brian S. Grossman, Esq.
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Boston, MA 02114
Telephone: (617) 456-8184
Facsimile: (617) 456-8100**

June 29, 2006

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ACTON PLANNING BOARD

APPLICATION for a WIRELESS COMMUNICATION FACILITY SPECIAL PERMIT

Refer to the "Rules and Regulations for Wireless Communication Facility Special Permits" available from the Planning Department for details on the information and fees required for this application. Contact the Planning Department at 978-264-9636 with any questions concerning the Rules. Incomplete applications may be denied.

Please type or print your application.

1. Location and Street Address of Site 164 Newtown, Acton, Massachusetts

Area of Site 4.5 ac.

2. Applicant's Name & Address Omnipoint Communications Inc., a wholly owned subsidiary of T-Mobile USA, Inc.
15 Commerce Way, Suite B, Norton, MA 02766

Telephone 617.456.8184, Brian S. Grossman, attorney for the Applicant

3. Record Owner's Name & Address The Church of the Good Shepard, 154 Newtown, Acton, Massachusetts

Telephone _____

4. Zoning District(s) of Parcel(s) R-4 Town Atlas Map & Parcel Number(s) Map D3, Block 13

5. Describe why the proposed Wireless Communication Facility cannot be accommodated on an existing facility (use additional sheets as necessary).

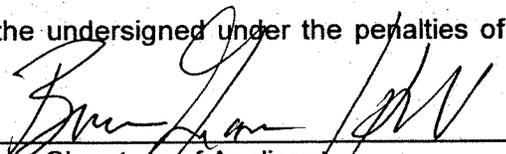
Please see supporting statement attached hereto at Tab 2.

The undersigned hereby apply to the Planning Board for a public hearing and a Wireless Communication Facility Special Permit under Section 3.10 of the Zoning Bylaw.

The undersigned hereby certify that the information on this application and plans submitted herewith is correct, and that the application complies with all applicable provisions of Statutes, Regulations, and Bylaws to the best of his/her knowledge.

The above is subscribed to and executed by the undersigned under the penalties of perjury in accordance with MGL Ch. 268, Section 1-A.

6/29/06
Date


Signature of Applicant

Brian S. Grossman, Esq., Prince, Lobel, Glovsky & Tye, LLP,

ACTON PLANNING BOARD

PUBLIC HEARING NOTICE

In accordance with the provisions of Massachusetts General Laws, Chapter 40 A, Section 9, the Acton Planning Board will hold a public hearing on _____, 200__ at _____ P.M., in the Acton Memorial Library, 486 Main St., on the petition of Omnipoint Communications Inc., a wholly owned subsidiary of T-Mobile USA, Inc. for approval of a Wireless Communications Facility Special Permit for the parcel located at The Church of the Good Shepard, 164 Newtown, Acton, Massachusetts and shown on Town Atlas Map D3, parcel Block 449, Lot 1.

NOTES

Such permits may be granted by the Planning Board under Massachusetts General Law, Ch. 40A and the Acton Zoning Bylaw in accordance with the "Rules and Regulations for a Wireless Communication Facility Special Permits" all of which are available for review or purchase at the offices of the Planning Board, and the Town Clerk. A copy of the application is also available for review at these offices in Town Hall between 8:00 A.M. and 5:00 P.M., Monday through Friday.

The applicant or his/her representative will be at the hearing to present the reason(s) why the permit should be granted.

When the applicant or his/her representative has concluded their presentation, the Chairman of the Board will allow the Board members to speak to the matter under consideration or to raise questions and concerns. Subsequently, the Chairman will give the public the same opportunity to speak to the matter under consideration or to raise questions and concerns.

The Chairman will not allow any member of the public to interrupt anyone else while they are speaking. Each person wishing to speak at the hearing should be as brief as possible and should wait his/her turn. Each person speaking should avoid repeating the comments of those who preceded them. Each person speaking should state their name and address before they make their statement or ask questions.

Any party may appear in person, by agent, or by attorney at any hearing. When all of the facts have been presented and all persons wishing to speak on the petition have been heard, the Chairman will close the hearing. In no case will the Board allow new evidence to be admitted after the close of the public hearing unless this evidence was requested by the Board prior to the close of the public hearing.

RECORD OWNER'S KNOWLEDGE AND CONSENT

I hereby assert that I have knowledge of and give my consent to the application presented above.

See Letter of Authorization attached hereto.

Date

Signature of Owner

June 29, 2006

Planning Board
Town Hall
Town of Acton
472 Main Street
Acton, MA 01720

Re: Application for Special Permit
Property Address: 164 Newtown, Acton, Massachusetts
Assessor's Map D3, Block 449, Lot 1 (the "Property")
Applicant: Omnipoint Communications, Inc., a wholly owned
subsidiary of T-Mobile USA, Inc. (the "Applicant")

Dear Honorable Members of the Planning Board:

This firm represents the Applicant in connection with an application for a special permit from the Town of Acton Planning Board (the "Board") to allow the installation of a wireless communications facility on the Property. The Property is located in the R-4 Residential zoning district. Pursuant to Section 3.10.5.1 of the Town of Acton Zoning Bylaw (the "Bylaw"), the use of the Property for a wireless communications facility is allowed by special permit. The Applicant's proposed facility satisfies the requirements for the grant of the requested special permit as set forth in Sections 3.10 and 10.3 of the Bylaw.

The Applicant seeks to install and operate a wireless communications facility consisting of three (3) wireless telecommunications antennas mounted within the proposed 100-foot flagpole-style monopole (the "Flagpole"). The Applicant's accessory radio equipment will be placed within the proposed fenced compound. The Applicant's facilities are shown on the plans attached hereto, and incorporated herein by reference (the "Plans").

I. Background

The Applicant is licensed by the Federal Communications Commission to construct and operate a wireless telecommunications network in various markets throughout the country, including the Commonwealth of Massachusetts and in particular in the Town of Acton. A copy of the Applicant's FCC license is attached hereto. The Applicant is in the process of designing and constructing a telecommunications system to serve all of the Commonwealth of Massachusetts. One of the key design objectives of its systems is to provide seamless coverage. Such a system requires a grid of radio transmitting and receiving links located approximately

.5 to 2 miles apart, depending on the location of existing and proposed installations in the surrounding area, the existing use of the network and the existing topography. The radio transmitting and receiving facilities operate on a line-of-sight basis, requiring a clear path from the facility to the user on the ground. This dynamic requires the antennas to be located above the tree line, and in a location where the signal is not obstructed or degraded by other buildings or by topographical features such as hills.

II. RF Coverage Determination

The Applicant has performed a study of radio frequency coverage for the Town of Acton and from the Property, the results of which are shown on the coverage maps submitted herewith. The Applicant has a gap in coverage in the Town of Acton and has determined that a wireless communications facility located on the Property will provide adequate coverage to the targeted sections of the Town of Acton and the immediately surrounding area if the Applicant's antennas are located at the requested height of 97' centerline/100' top of the antenna. In connection herewith, the Applicant has submitted radio frequency propagation maps, which show its current coverage and the gap in coverage that the proposed site will fill, and a radio frequency propagation map showing the anticipated coverage from the site.

III. The Facility

The Applicant proposes to install panel antennas, base transceiver equipment (BTS) cabinets and E911 antennas. Three (3) panel antennas and up to twelve (12) amplifiers will be mounted within the proposed flagpole at a height of 100 feet (to the top of the antennas). Three (3) Base Transceiver Station (BTS) cabinets, one (1) battery rack, and one (1) power and telephone cabinet will be installed on a concrete pad and located within the proposed 38' x 38' fenced compound. The proposed fence will be a 6' high chain-link fence.

Per FCC mandate, enhanced emergency (E911) service is required to meet nationwide standards for wireless communications systems and will be achieved through the installation of one (1) Global Positioning System (GPS) antenna and one (1) E911 GSM antenna. Both the GPS antenna and the E911 antenna will be mounted near the BTS cabinets within the compound.

After installation, the facility will be unmanned and will only require bi-weekly maintenance visits by authorized personnel who will inspect the facility to ensure it remains in good working order. The only utilities required to operate this facility are standard 120-volt electrical power as well as telephone service. The facility will comply with all applicable local, state and federal safety codes.

IV. Legal Arguments

A. The Applicant's Proposal Satisfies the Requirements for the Grant of a Special Permit Pursuant to Section 3.10 of the Bylaw.

Section 3.10 of the Bylaw, provides that (Bylaw in **bold**):

The purpose of this section [3.10 Special Requirements for Wireless Communication Facilities] is as follows:

3.10.1.2 To limit the overall number and height of such facilities to what is essential to serve the public convenience and necessity; and

In accordance with the above provision, the proposed Flagpole is limited to the height necessary allow the Applicant to provide adequate coverage to this significant gap in its network and to provide for meaningful collocation opportunities for competing wireless communications carriers as required by the Bylaw.

3.10.1.3 To promote shared use of facilities to reduce the need for new facilities.

No existing structure in the area is capable of accommodating the Applicant's facility at a height necessary to allow the Application to provide adequate coverage to this significant gap in its network. Accordingly, this application for the proposed Flagpole is necessary. However, consistent with this provision, the Flagpole will be designed to accommodate installations for at least three other wireless communications carriers.

3.10.2 No Wireless Communication Facility shall be erected or installed except in compliance with the provisions of this Section 3.10.

Pursuant to the above provision, the Applicant has filed this application with the Planning Board.

3.10.3 Applicability – This section 3.10 shall apply only to reception and transmission facilities for the purpose of personal wireless communication services identified in the Federal Telecommunications Act of 1996. Nothing in this Bylaw shall be construed to regulate or prohibit customary installations for the reception of wireless communication signals at home or business locations, and nothing in this Bylaw shall be construed to

regulate or prohibit a tower or antenna installed solely for use by a federally licensed amateur radio operator. For regulations on Amateur Radio Towers see section 3.8.3.6 of this Bylaw.

Not applicable.

3.10.4 General Requirements.

3.10.4.1 Lattice style towers and similar facilities requiring more than one leg or guy wires for support are prohibited, provided, however, additional equipment may be added to an existing lattice tower, and such a tower may be extended in height, by a special permit from the Planning Board under section 3.10.6, if the facility otherwise complies with that section and, in addition, the Planning Board finds that such addition or extension better serves the purposes of section 3.10 than a new facility.

The proposed Flagpole complies with this requirement of the Bylaw.

3.10.4.2 All structures associated with wireless communication facilities shall be removed within one year of cessation of use.

The Applicant will comply with this requirement of the Bylaw.

3.10.4.3 Night lighting of Wireless Communication Facilities is prohibited except for low intensity security lights installed at or near ground level.

The Applicant's proposed facility complies with this requirement of the Bylaw.

3.10.4.4 Section 6 of the Acton Zoning Bylaw shall not apply to Wireless Communication Facilities.

No response required.

3.10.4.5 At least one sign shall be installed in a visible location at the base of, or otherwise near, every Wireless Communication Facility that provides the telephone number where the operator in charge can be reached on a 24-hour basis.

The Applicant's proposed facility will comply with this requirement of the Bylaw.

3.10.4.6 Nothing in this Bylaw shall be construed to regulate or prohibit a wireless communication facility on the basis of the environmental effects of radio frequency radiation (RFR) emissions, provided the facility complies with regulations of the Federal Communications Commission concerning such emissions.

The Applicant's proposed facility will comply with the FCC regulations concerning radio frequency emissions. See Radio Frequency Affidavit attached hereto.

3.10.5 Categorical Exemptions

3.10.5.1 In all zoning districts, a Wireless Communication Facility shall be allowed and no special permit shall be required:

a) if the Wireless Communication Facility does not exceed 3 feet in diameter and 12 feet in height and is otherwise in compliance with applicable dimensional requirements of this Bylaw, or

b) if the Wireless Communication Facility is located entirely, except for necessary wiring, within a building or structure that is occupied or used primarily for other purposes.

c) In addition, any new equipment owned by a personal wireless communication service provider may be mounted on a previously approved Wireless Communication Facility without a special permit, if there is no increase in height.

The above exemptions are not applicable to the Applicant's proposed facility. Accordingly, the Applicant has filed this application with the Planning Board.

3.10.5.2 In the Office Districts (OP-1, OP-2), the Industrial Districts (LI, GI, LI-1, IP, SM), the Powder Mill District (PM), and the Limited Business District (LB), a Wireless Communication Facility shall be allowed and no special permit shall be required, if its height does not exceed applicable height limitations and, if freestanding, it is set back from all lot lines at least the distance equal to the height of the facility, but not less than the otherwise applicable minimum yard requirement.

The above exemptions are not applicable to the Applicant's proposed facility. Accordingly, the Applicant has filed this application with the Planning Board.

3.10.6 In all other cases, any new Wireless Communication Facility, and any increase in height or size, or reconstruction or replacement of an existing Wireless Communication Facility shall not be allowed without a special permit from the Planning Board in accordance with M.G.L. ch. 40A, s.9, subject to the following regulations, conditions and limitations:

3.10.6.1 The Wireless Communication Facility shall not exceed a height of 175 feet from ground level, or to a height that requires it to be illuminated at night under Federal Aviation Administration or Massachusetts Aeronautics Commission regulations, whichever is less.

The proposed 100' Flagpole complies with this requirement of the Bylaw.

3.10.6.2 In all Residential Districts, the Wireless Communication Facility shall be set back from all lot lines at least the distance equal to the height of the facility, but not less than the otherwise applicable minimum yard requirement.

The proposed Flagpole complies with this requirement of the Bylaw.

3.10.6.3 The Wireless Communication Facility shall be located a minimum of 500 feet away from a Local Historic District boundary.

The proposed Flagpole complies with this requirement of the Bylaw.

3.10.6.4 The Wireless Communication Facility shall be separated from any existing residential building by a horizontal distance that is at least twice the height of the facility, unless the residential building and the facility are located on the same lot.

The proposed Flagpole complies with this requirement of the Bylaw.

3.10.6.5 Any Wireless Communication Facility that is not located in or on a building or structure occupied or used for some other principal use shall be designed to accommodate the maximum feasible number of users.

The proposed Flagpole complies with this requirement of the Bylaw. As depicted on the Plans, the Flagpole will be designed to accommodate installations for at least three other wireless communications carriers.

a) The Planning Board may require the employment of all available technologies and antenna arrangements to minimize vertical space consumption, and require sufficient room and structural capacity for all necessary cables and antenna arrays.

The Applicant has designed the Flagpole to accommodate its proposed antennas plus the antennas of up to three other wireless communications carriers. The Applicant will work with co-locating carriers to appropriately install their facilities.

b) The Planning Board may require the owner of such Facility to permit other wireless communication service providers to locate equipment on such facility upon payment of a reasonable charge, which shall be determined by the Planning Board if the parties cannot agree.

The Applicant agrees to permit other wireless communication service providers to co-locate on the facility at previously negotiated and/or commercially reasonable rates.

c) The Planning Board may require that the equipment of all users of a Wireless Communications Facility shall be subject to rearrangement on the facility if so directed by the Planning Board at a later time in its effort to maximize co-location of wireless service antennae. This may result in different vertical antennae locations, reduced vertical separation of antennae, and changes of antenna arrangements.

The Applicant proposes to locate its antennas at the highest available location within the proposed Flagpole. The Applicant has designed this facility to work in conjunction with its other existing (and possible future) facilities and the proposed design, height, and location take into account the characteristics of those facilities, just as future facilities will take into account the design, height, and location of this facility. Accordingly, the Applicant reserves its rights with respect to this requirement.

d) The Planning Board may require that the equipment of all users of a Wireless Communications Facility shall be subject to relocation to another nearby facility if so directed by the

Planning Board at a later time in its effort to maximize co-location of wireless service antennae. It may then order the removal of a facility after the relocation is completed.

The Applicant has designed this facility work in conjunction with its other existing (and possible future) facilities and the proposed design, height, and location take into account the characteristics of those facilities, just as future facilities will take into account the design, height, and location of this facility. Accordingly, the Applicant reserves its rights with respect to this requirement.

3.10.6.6 Fencing shall be provided to control unauthorized entry to the Wireless Communication Facility.

In accordance with this requirement, the Applicant proposes to install a 6' high chain-link fence around the proposed compound.

3.10.6.7 The Special Permit application for a Wireless Communication Facility shall be accompanied by a plan showing the location of such Facility in relation to lot lines and all buildings within 500 feet, and plans for the installation or construction of the facility adequate to show compliance with the provisions of this section, and such supplemental information as may be required by the Planning Board in the Rules and Regulations for a Special Permit for Wireless Communication Facilities. The application shall also include maps showing areas where the proposed top of the Wireless Communication Facility will be visible when there is vegetation and when there is not.

See the Plans and photographic simulations attached hereto.

3.10.6.8 No Wireless Communication Facility approved hereunder shall be used for the transmission of signals other than for personal wireless communication services, except that the Planning Board may approve or require the installation of other transmission devices owned, operated, or used by the Town of Acton or any of its agencies.

The Applicant's facility will comply this requirement of the Bylaw. The Applicant is licensed by the FCC to provide personal wireless services, and will operate the proposed facility in accordance with the terms of its license.

3.10.6.9 Mandatory Findings – The Planning Board shall not issue a special permit for a Wireless Communication Facility unless it finds that the Wireless Communication Facility:

a) is designed to minimize any adverse visual or economic impacts on abutters and other parties in interest, as defined in M.G.L. c. 40A, s.11;

As discussed herein, and depicted on the photographic simulations attached hereto, the proposed facility minimizes any adverse visual or economic impacts on the abutters and other parties in interest, to the extent feasible. The Applicant's installation includes a flagpole-style monopole in order to reduce the visual profile and minimize the facilities visibility. In addition, by utilizing careful siting and design techniques, the Flagpole will be further screened by distance and existing vegetation.

b) cannot for technical or physical reasons be located on an existing Wireless Communication Facility that provides similar coverage;

As discussed in the Radio Frequency Affidavit and depicted on the coverage plots attached thereto, there are no existing wireless communications facilities that will allow the Applicant to provide adequate coverage to this significant gap in its network. Consequently, this application for the proposed Flagpole is necessary.

c) cannot be located at any other practicably available site that is less visible to the general public due to technical requirements, topography or other unique circumstances. The applicant shall have the burden of showing what alternative sites it considered and why such sites are not practicably available;

Given the Applicant's network requirements, and the need to locate a facility within a narrow geographic area identified by the Applicant's radio frequency engineers, there are no other reasonably feasible and available sites that will be less visible to the general public, meet the required setbacks to residences and property lines, and that will allow the Applicant to provide adequate coverage to this significant gap in its network.

d) is not designed and constructed any larger or higher than the minimum height and size necessary to accommodate its anticipated future use and cannot be further reduced in height due to technical requirements, topography or other unique circumstances;

As discussed herein and the Radio Frequency affidavit attached hereto, the proposed Flagpole is at a height necessary to allow the Applicant to provide adequate coverage to this significant gap in the Applicant's network and provide for meaningful co-location opportunities for other wireless communications providers.

e) is sited in such a manner that it is suitably screened and, to the extent possible, not visible from residential buildings or public streets within 500 feet;

As discussed herein, and depicted on the photographic simulations attached hereto, to the extent feasible, the proposed Flagpole is screened from residential buildings or public streets within 500 feet. The Applicant's installation includes a stealth flagpole design in order to reduce its visual profile and to minimize the facility's visibility. In addition, by utilizing careful siting and design techniques, the Flagpole will be further screened by distance and existing vegetation.

f) is colored so that it will as much as possible blend in with its surroundings when viewed from residential buildings or public streets within 500 feet;

As discussed herein, and depicted on the photographic simulations attached hereto, to the extent feasible, the proposed Flagpole is screened from residential buildings or public streets within 500 feet. The Applicant's installation includes a stealth flagpole design in order to reduce its visual profile and minimize the facility's visibility. In addition, by utilizing careful siting and design techniques, the Flagpole will be further screened by distance and existing vegetation. The Applicant will paint the Flagpole a color reasonably requested by the Board.

g) is designed to accommodate the maximum number of users technologically feasible;

The proposed Flagpole complies with this requirement. As discussed herein, the proposed Flagpole is designed to accommodate the installation of antennas by up to three additional wireless communications carriers.

h) is necessary because there is no other Wireless Communications Facility with available space or capacity, or within the targeted coverage area;

As discussed herein and the Radio Frequency Affidavit, including the coverage plots attached thereto, no existing wireless communications facility will allow the Application to provide adequate coverage to this significant gap in the

Applicant's network. Consequently, this application for the proposed Flagpole is necessary.

i) is in compliance with applicable Federal Aviation Administration (FAA), Federal Communications Commission (FCC), Massachusetts Aeronautics Commission, and the Massachusetts Department of Public Health regulations;

The Applicant's proposed facility will comply with all lawful and applicable requirements. The Flagpole will not be required to be marked or lit by the FAA. The Applicant's proposed facility will comply with FCC and MDPH regulations concerning radio frequency emissions. Please see the Radio Frequency Affidavit and the Massachusetts Department of Public Health revised policy letter attached hereto.

j) complies with all applicable requirements of this Bylaw, including section 10.3.

As discussed herein, the Applicant's proposed facility complies with all applicable requirements of the Bylaw, including section 10.3 (addressed below).

B. The Applicant's Proposal Satisfies the Requirements for the Grant of a Special Permit Pursuant to Section 10.3.5 of the Bylaw.

Section 3.10 of the Bylaw, provides that (Bylaw in **bold**):

10.3.5 Mandatory Findings by Special Permit Granting Authority – Except for a Site Plan Special Permit, the Special Permit Granting Authority shall not issue a special permit unless without exception it shall find that the proposed use:

10.3.5.1 Is consistent with the Master Plan.

The proposed installation is consistent with the Master Plan. It will provide residents with an additional competitive source for wireless communications services, as well as provide existing and future customers with reliable wireless service coverage for their business and personal needs. The proposed installation will also provide residents, businesses, and visitors with improved wireless communications capabilities during periods of emergency.

10.3.5.2 Is in harmony with the purpose and intent of this Bylaw.

As discussed herein, the proposed facility complies with the criteria for the grant of a special permit for a wireless communications facility, and consequently is in harmony with the purpose and intent of the Bylaw. The proposed Flagpole is designed and located to minimize any adverse impacts on the surrounding area. In addition, it will provide co-location opportunities for at least three other wireless communications carriers, thereby reducing the likelihood that a new tower will be required to provide coverage to this area of Acton. Moreover, the proposed facility will not generate any objectionable noise, heat, light, glare, pollution, smoke, noxious fumes, odors, waste, trash, rubbish, nor discharge any water or sewage. Once constructed, the proposed facility will only require bi-weekly visits by authorized personnel for routine maintenance, and will have no material increase on traffic on or near the Property.

10.3.5.3 Will not be detrimental or injurious to the neighborhood in which it is to take place.

The Applicant's proposed facility will not be detrimental or injurious to the neighborhood. The proposed Flagpole is designed and located to minimize any adverse impacts on the surrounding area. In addition, it will provide co-location opportunities for at least three other wireless communications carriers, thereby reducing the likelihood that a new tower will be required to provide coverage to this area of Acton. Moreover, the proposed facility will not generate any objectionable noise, heat, light, glare, pollution, smoke, noxious fumes, odors, waste, trash, rubbish, nor discharge any water or sewage. Once constructed, the proposed facility will only require bi-weekly visits by authorized personnel for routine maintenance, and will have no material increase on traffic on or near the Property.

The Applicant's proposed facility will benefit residents by providing them with an additional competitive source for wireless communications services, as well as provide existing and future customers with reliable wireless service coverage for their business and personal needs. The proposed installation will also provide residents, businesses, and visitors with improved wireless communications capabilities during periods of emergency.

10.3.5.4 Is appropriate for the site in question.

As more fully discussed herein, the Applicant's proposed stealth facility is an appropriate use of the Property.

10.3.5.5 Complies with all applicable requirements of this Bylaw.

As more fully discussed herein, the Applicant's proposed stealth facility complies with all applicable requirements of the Bylaw.

Section 10.3.6 further provides that "[t]he Special Permit Granting Authority may impose such conditions, safeguards and limitations as it deems appropriate to protect the neighborhood or the Town including, but not limited to ..." Sections 10.6.1 through 10.6.9 enumerate a number of considerations for which the Boards may impose additional conditions. The Applicant will comply with reasonable conditions concerning its proposed installation.

Section 10.7 also provides that "[a] special permit shall lapse if a substantial use thereof has not commenced except for good cause or, in the case of a permit for construction has not commenced except for good cause within two years from the date of grant thereof." The Applicant will comply with this requirement of the Bylaw.

V. Conclusion

The Applicant hereby requests that the Board determine that its proposed telecommunications facility will not have any adverse effect on the neighborhood in particular, and the Town of Acton as a whole. The findings are made in view of the particular characteristics of the Property and of the proposed siting and equipment, as detailed above. This Property is the most appropriate location for the installation and operation of the wireless communications facility.

For the foregoing reasons, as well as to satisfy the mandate of Congress to facilitate competition in the telecommunications industry as set forth in the Telecommunications Act of 1996 (the "1996 Act"), the Applicant respectfully requests the Board to grant the foregoing special permit and such other relief as the Board deems necessary to allow the installation and operation of the Applicant's proposed facility.

Sincerely,


Brian S. Grossman



UNITED STATES OF AMERICA
Federal Communications Commission



RADIO STATION AUTHORIZATION
Commercial Mobile Radio Services
Personal Communications Service - Broadband

Omnipoint Boston D License, Inc.
3 Bethesda Metro Center
Suite 400
Bethesda, MD 20814

Call Sign: KNLF954
Market: B051
BOSTON, MA
Channel Block: D
Filing Number: 01630-CW-L-97

The licensee hereof is authorized, for the period indicated, to construct and operate radio transmitting facilities in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in the Title 47 of the U.S. Code of Federal Regulations.

Initial Grant Date June 27, 1997
Five Year Build Out Date June 27, 2002
Expiration Date July 27, 2007

CONDITIONS:

Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner than authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended (47 U.S.C. 151, et seq.). This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended (47 U.S.C. 606).

(Conditions continued on Page 2)

WAIVERS:

No waivers associated with this authorization.



United States of America
Federal Communications Commission



RADIO STATION AUTHORIZATION
Commercial Mobile Radio Services
Personal Communications Service - Broadband

Omnipoint Boston Area DE License, Inc.
3 Bethesda Metro Center
Suite 400
Bethesda, MD 20814

Call Sign: KNLH310
Market: B051
BOSTON, MA
Channel Block: E
Filing Number: 01519-CW-L-

The licensee hereof is authorized, for the period indicated, to construct and operate radio transmitting facilities in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in the Title 47 of the U.S. Code of Federal Regulations.

Initial Grant Date June 27, 1997
Five Year Build Out Date June 27, 2002
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CONDITIONS:

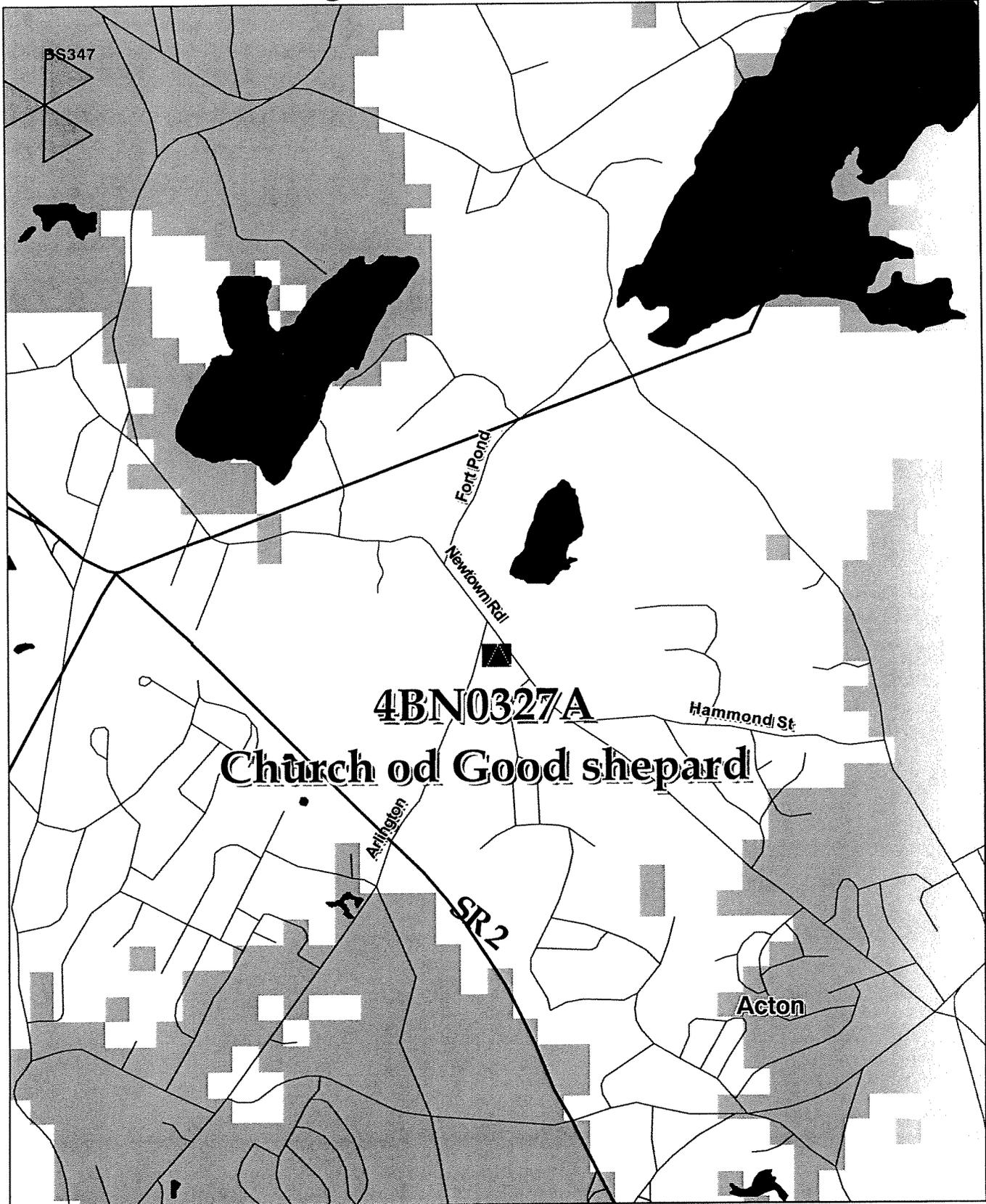
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(Conditions continued on Page 2)

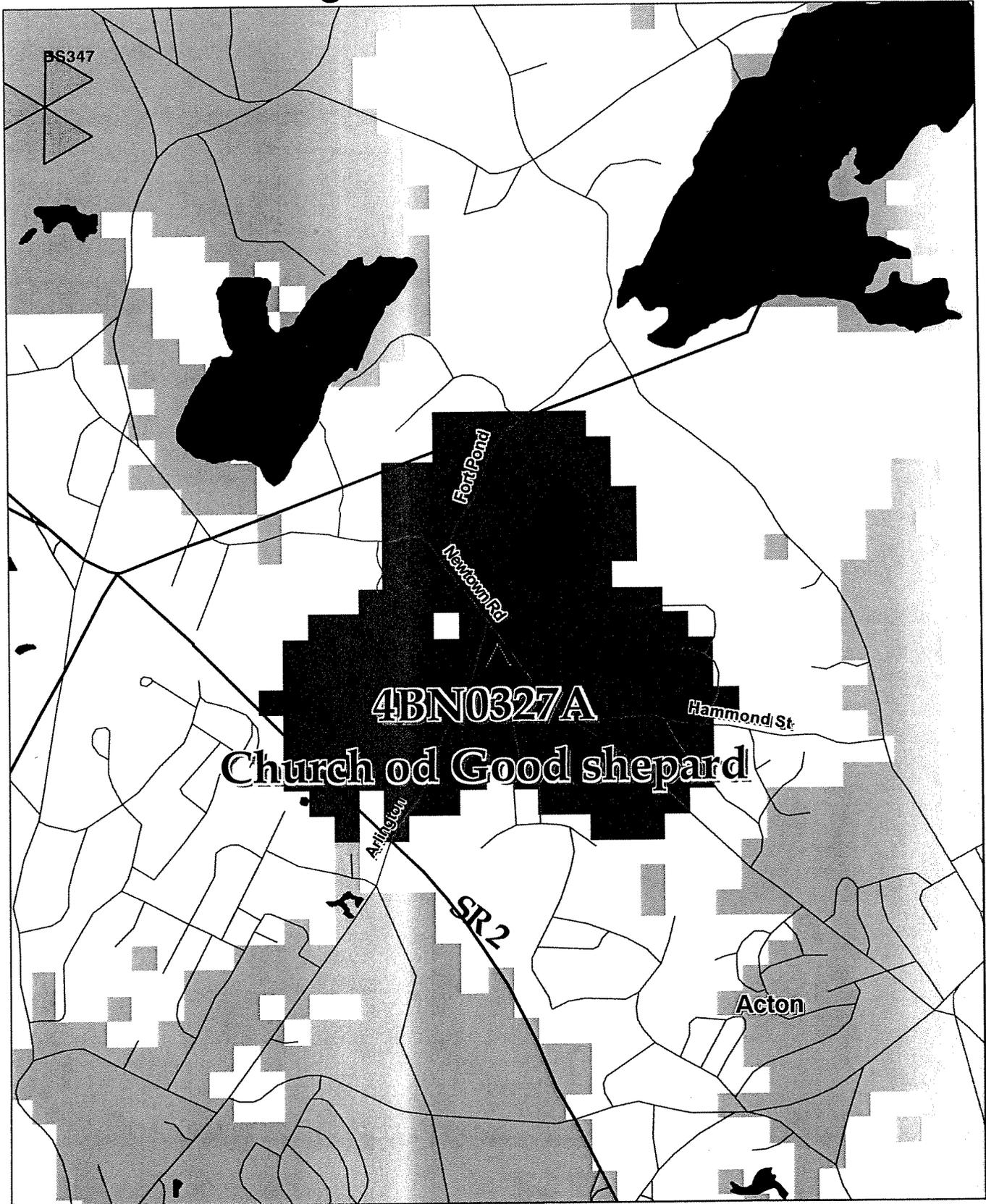
WAIVERS:

No waivers associated with this authorization.

**4BN0327A Church of Good Shepard
coverage = -84, 1"=0.3 miles**



**4BN0327A Church of Good Shepard
coverage = -84, 1"=0.3 miles**



AFFIDAVIT OF FRANK M. WUNDERLER
RADIO FREQUENCY EXPERT

I, Frank M. Wunderler, being first duly sworn, hereby states the following in support of the need for T-Mobile Wireless to locate an antenna array on this proposed monopole along with necessary transmission equipment within the compound (the "Project") as proposed by T-Mobile, located at 164 Newtown Road, Acton MA (the "Site").

1. I am a Radio Frequency Engineer employed by T-Mobile. I am currently responsible for radio frequency engineering and design for Middlesex County, Massachusetts. In that capacity, I have been involved with the design of approximately 75 T-Mobile antenna sites. Previous to my current position, I have managed RF Design teams in North Carolina, South Carolina, and Georgia for AT&T Wireless, and SunCom Wireless, building over 600 antenna locations. I have been employed by T-Mobile for over 2 years and have over eleven years of direct RF Engineering experience.
2. T-Mobile is a communications venture committed to providing wireless personal communications services (PCS) using the Global System for Mobile Communications (GSM) technology. GSM technology is a generation of wireless service that uses digital transmission to improve the services available.
3. In order to meet its obligations under the radio license T-Mobile purchased at auction from the Federal Communications Commission (FCC), T-Mobile must have in place a system of "cell sites" to serve portable wireless communication devices and mobile telephones. These cell sites consist of antennas mounted on a pole, building, or other structures that are connected by cables to a small equipment cabinet located near the antenna. These antennas transmit voice and data to subscribers within its area of coverage. Likewise, the antenna feeds the radio signal received from mobile transmitters (such as telephones) to equipment located in the cabinet and to ordinary phone lines from which the transmission may be routed anywhere in the world.
4. Cell sites are a vital and necessary part of the infrastructure in T-Mobile's network. To maintain effective, uninterrupted service to a mobile device user in a given area, there must be a continuous interconnected series of cell sites that overlap slightly in a grid pattern. Additionally, each cell site must be located within a limited area so that it can adequately interact with all surrounding cell sites and, thereby, provide reliable coverage throughout the targeted area.
5. In compliance with the requirements of the FCC license, T-Mobile is actively building its PCS network to provide coverage throughout Massachusetts. In order to meet its responsibility of providing seamless, uninterrupted service, T-Mobile must continue to acquire interest in sites for additional facilities, and is applying for and obtaining local governmental zoning approvals to construct the sites in order to eliminate gaps in service and improve reception for the myriad services inherent in digital communications. Any delays severely curtail T-Mobile's ability to satisfy both mandated time requirements, and to achieve

a market position that will allow it to compete for customers with other similar companies also issued licenses to operate in this area.

6. Using precise computer prediction models, a wireless transmission facility located at 164 Newtown Road would facilitate PCS communications along Newtown Road, SR 2, Arlington Street, Fort Pond Road, Hammond Street, and the area neighborhood and other local and primary roads. Other characteristics that combine to create a unique radio frequency site are the topography, an unobstructed line of site, and location; i.e., within the narrow search area specified by T-Mobile's service area computer model.
7. All proposed equipment and transmission characteristics abide by the FCC Guidelines for Evaluating the Environmental effects of Radio Frequency Emissions. The radio frequency exposure levels generated by the proposed facility are substantially below the maximum allowable health and safety standards established by the FCC. In addition, the proposed equipment and transmission characteristics are in compliance with standards set forth by the American National Standards Institute (ANSI) and the National Council of Radiation Protection (NCRP).

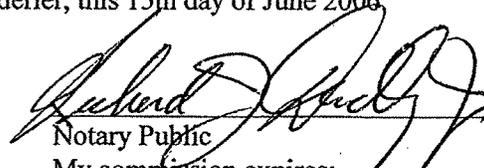
Affiant Further Sayeth Not.
Executed this 15th day of June 2006.



Frank M. Wunderler
Radio Frequency Engineer
T-Mobile Wireless

STATE OF MASSECHUETTES
COUNTY OF BRISTOL

Subscribed and sworn to, before me, by Frank M. Wunderler, this 15th day of June 2006,



Notary Public

My commission expires:

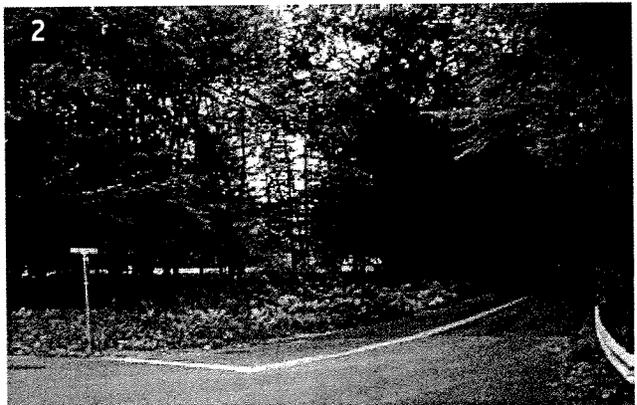
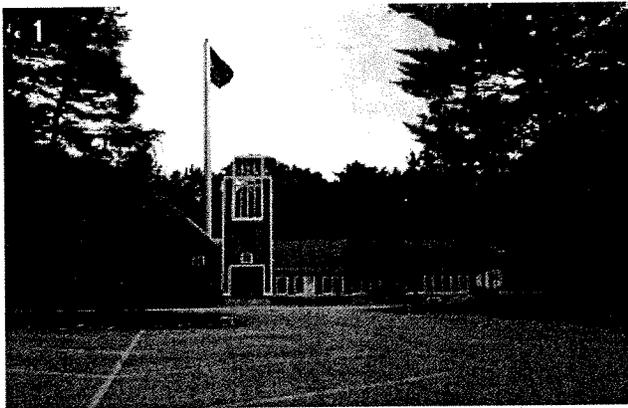
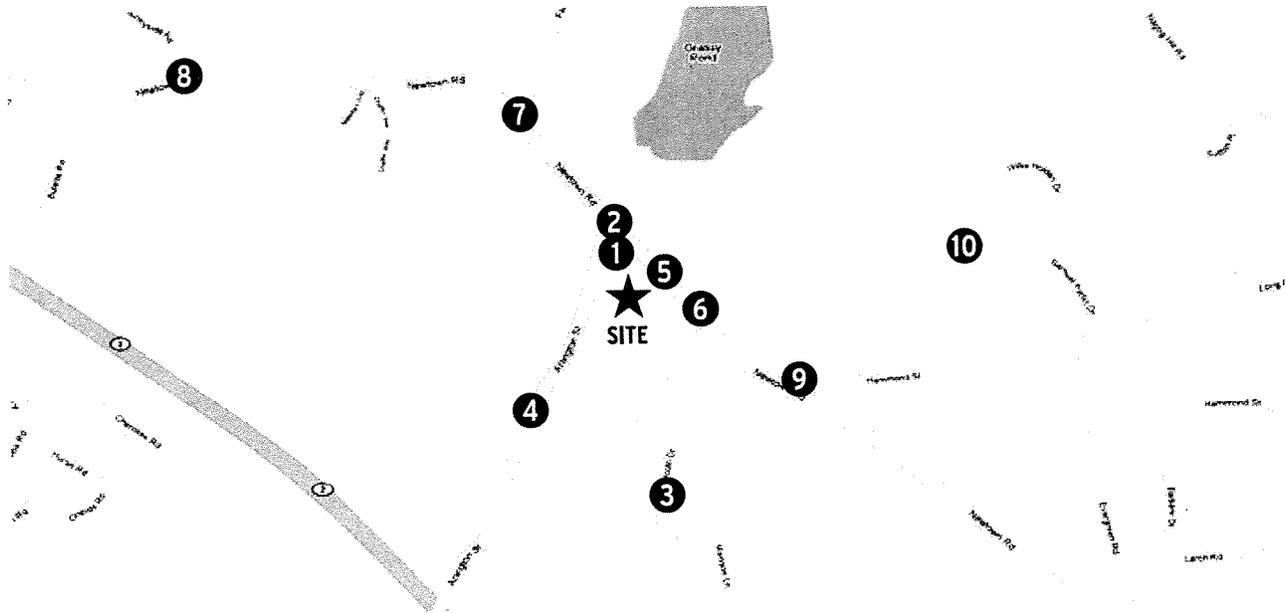
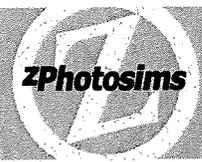
RICHARD J. DUDDY, JR.

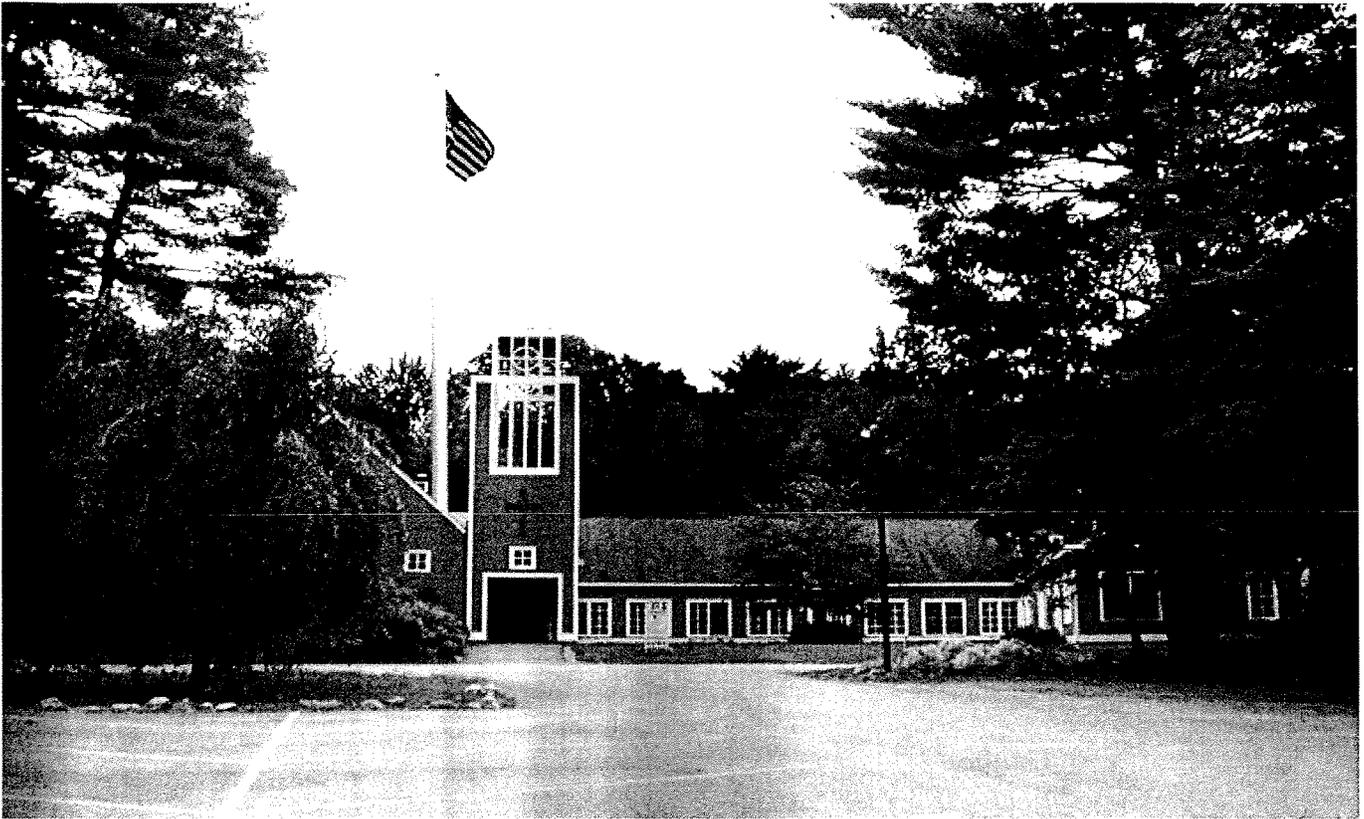
Notary Public

My Commission Expires

November 24, 2006

CHURCH OF THE GOOD SHEPHERD VISIBILITY ANALYSIS
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720





1 PHOTOSIMULATED VIEW OF PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM SITE
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720



2 PHOTOSIMULATED VIEW OF PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM THE INTERSECTION OF ARLINGTON STREET AND NEWTOWN ROAD
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720

4Photosims



3 VIEW TOWARD PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM LINCOLN DRIVE, TOWER INTERMITTENTLY VISIBLE THROUGH TREECOVER
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720



4 VIEW TOWARD PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM ARLINGTON STREET, TOWER INTERMITTENTLY VISIBLE THROUGH TREECOVER
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720



5 VIEW TOWARD PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM NEWTOWN ROAD, TOWER INTERMITTENTLY VISIBLE THROUGH TREECOVER
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720

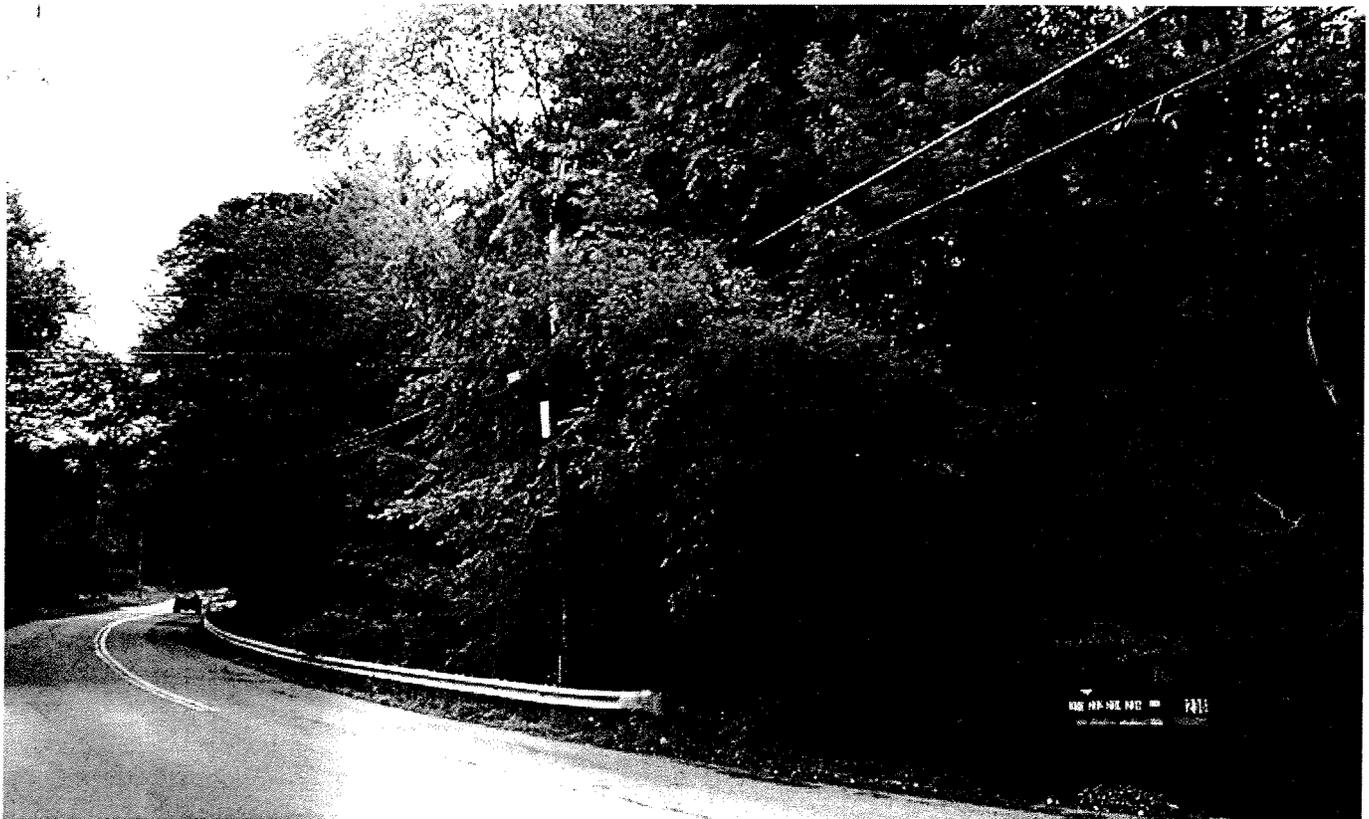


6 VIEW TOWARD PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM NEWTOWN ROAD, TOWER INTERMITTENTLY VISIBLE THROUGH TREECOVER
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720



7

VIEW TOWARD PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM THE INTERSECTION OF NEWTOWN ROAD AND FORT POND ROAD, TOWER NOT VISIBLE
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720



8

VIEW TOWARD PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM THE INTERSECTION OF NEWTOWN RD AND COUNTRYSIDE RD, TOWER NOT VISIBLE
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720

4Photosims



9

VIEW TOWARD PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM THE INTERSECTION OF NEWTOWN ROAD AND HAMMOND STREET, TOWER NOT VISIBLE
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720



10

VIEW TOWARD PROPOSED FLAGPOLE INSTALLATION AS SEEN FROM SAMUEL PARLIN DRIVE, TOWER NOT VISIBLE
SITE: CHURCH OF THE GOOD SHEPHERD, 164 NEWTOWN ROAD, ACTON, MA 01720

SENT BY: ;

978 456 8409;

MAY-31-06 2:24PM;

PAGE 2/2

(978) 929-9512

p. 2



T-Mobile, USA Inc.
50 vision Blvd., E. Providence, RI 02914
401 588-5600 Fax:(508) 286-2895

May 16, 2006

Church of the Good Shepherd Shepherd
Attn: Bob Christmas
154 Newtown Rd.
Acton, MA 01720

RE: Letter of Authorization to proceed with zoning for proposed wireless facility
located at Church of the Good Shepherd, 154 Newtown Road, Acton, MA
Shepherd

Dear Mr. Christmas:

Thank you for discussing the possibility of locating T-Mobile, telecommunications
equipment at the above referenced location.

We understand that the permitting and leasing process of our negotiations will take time.
Therefore, I would like your permission to proceed with the permitting and engineering
portion on the assumption that our negotiations will be successful. All costs associated
with this process will be at T-Mobile's sole expense, regardless of the outcome of our
license negotiations* It is also understood that you reserve the right to give final
approval to the location of all equipment to be installed.

* This letter does not bind the Church of the Good Shepherd to enter
Please sign in the space provided below and fax to me at (508) 286-2895 at your earliest
convenience. into a license agreement with T-Mobile.

A copy of this letter shall be regarded as having the same effect as the original.

Thank you for your cooperation and attention to this matter.

Sincerely,

Joe Trotter
Real Estate Specialist
508-292-8608

AGREED AND ACCEPTED:

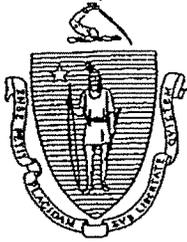
By:

Title:

Senior Warden

Company: Church of the Good Shepherd

Date: May 16, 2006



JANE SWIFT
GOVERNOR

ROBERT P. GITTENS
SECRETARY

HOWARD K. KOH, MD, MPH
COMMISSIONER

The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Radiation Control Program
174 Portland Street, 5th Floor, Boston, MA 02114
(617) 727-6214 (617) 727-2098 - Fax

**NEW POLICY REGARDING RADIOFREQUENCY FACILITY
INSTALLATION APPROVAL**

Due to personnel and budget reductions imposed upon the Radiation Control Program, we are no longer requiring notification and approval from companies that install radiofrequency antennas or facilities as outlined under 105 CMR 122.021. Companies installing radiofrequency antennas should ensure that they are meeting the FCC requirements for the installation.

A guide for local government officials (June 2, 2000) concerning the FCC requirements which complements the FCC's OET Bulletin 65, "Evaluating Compliance with FCC Guidelines for Human Exposure to Radiofrequency Electromagnetic Fields", August 1997 is available along with Bulletin 65. To obtain this information, please contact the FCC's Office of Engineering and Technology (phone: 202-418-2464 or e-mail: rfsafety@fcc.gov). Bulletin 65 can also be accessed and downloaded from the FCC's "RF Safety" website: <http://www.fcc.gov/oet/rfsafety>.

Since the FCC requirements are now identical to the requirements under 105 CMR 122.021, reporting to the Massachusetts Department of Public Health is no longer necessary. The citation in the regulations will be changed during the next revision of the Radiation Control Program's regulations.

If there are any questions concerning health effects regarding radiofrequency antennas, individuals may contact the Bureau of Environmental Health Assessment of the Massachusetts Department of Public Health at 617-624-5757.

NOV -4 64 AM 9:26 O.S.ORE **11.00

DGC:cc-7/21/64

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2
2
14-

BK10681 Pg 379

KNOW ALL MEN BY THESE PRESENTS

THAT THE PROTESTANT EPISCOPAL DIOCESE OF MASSACHUSETTS, a Massachusetts corporation, acting with respect to the first parcel below described (on Arlington Street and Newtown Road, in Acton, Massachusetts) in its own right and acting with respect to the second parcel below described (on the Town Common in said Acton) (a) as trustee under a deed to it from the Bishop and Trustees of the Protestant Episcopal Church in the Diocese of Massachusetts, dated January 29, 1962, and recorded with Middlesex South Deeds, Book 9979, Page 582, and (b) by virtue and in execution of the power and authority to it given as trustee under said deed, and of every other power and authority it hereto enabling, FOR CONSIDERATION PAID, hereby GRANTS unto The Church of the Good Shepherd, Inc., a Massachusetts Corporation of Acton,

the following two separate parcels of land, together with any and all buildings and improvements on each of said parcels situated in said Acton:

FIRST PARCEL:

A certain parcel of land located southerly of the intersection of Arlington Street and Newtown*Road in Acton and shown as Lot 1 on a plan entitled "Land in Acton formerly owned by Levi W. Perkins - Horace F. Tuttle, C. E., December 22, 1951," recorded with Middlesex South District Deeds, Book 7910, Page 73, bounded and described as follows:

- NORTHERLY by a curved line at the intersection of said Arlington Street and said Newtown Road, forty-three and 39/100 (43.39) feet;
- NORTHWESTERLY by said Arlington Street, four hundred ninety (490) feet, as shown on said plan;

*(also known as Newtowne)

DGC:cc-7/21/64
BK 10687 PG 380

SOUTHWESTERLY by Lot 3 as shown on said plan three hundred twenty (320) feet;

SOUTHEASTERLY by Lot 2 as shown on said plan, four hundred forty-five (445) feet; and

NORTHEASTERLY by said Newtown Road, six hundred fifty-one (651) feet, as shown on said plan.

Containing 5 acres of land, more or less, according to said plan.

For title to said First Parcel, see deed from Raymond C. Perkins to the grantor (in its own right), dated August 30, 1960, recorded with said Deeds, Book 9669, Page 53.

Portions of said Lot 1 where it adjoins Arlington Street and its intersection with Newtown Road are subject to easements taken for highway purposes by Middlesex County Com'rs under a taking dated September 6, 1963, recorded with said Deeds, Book 10367, Page 181.

SECOND PARCEL:

A certain parcel of land situated on the northeasterly side of Main Street and the Town Common, so called, shown as Lot D on the plan entitled "Land in Acton belonging to the Acton Massachusetts Woman's Club, Inc.," dated 1922 by Horace F. Tuttle and recorded with Middlesex South District Deeds at the end of Book 4681, bounded and described as follows:

SOUTHEASTERLY by said Town Common, ninety four and 90/100 (94.90) feet;

SOUTHWESTERLY by land supposed to belong to said Woman's Club, shown as Lot C on said plan, one hundred fifty-four (154) feet, more or less;

NORTHERLY by land now or formerly of the heirs of Cyrus Pickard, one hundred fifty-six (156) feet;

NORTHEASTERLY by said Town Common as it adjoins the Littleton Road, so called, twenty-eight and 50/100 (28.50) feet; and

SOUTHEASTERLY by said Town Common as it adjoins the intersection of said Littleton Road and said Main Street, sixty-two and 75/100 (62.75) feet,

together with all of the right, title, and interest of the grantor in and to the said Town Common and said adjoining streets.

For title to said Second Parcel, see said deed dated January 29, 1962.

BK10681 PG381

DGC:cc-7/21/64

No stamps are hereunto affixed, as none are required by law.

WITNESS execution hereof under seal this 29th day
of October, 1964.

THE PROTESTANT EPISCOPAL DIOCESE
OF MASSACHUSETTS

By John B. Tillson
John B. Tillson, Treasurer

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

October 29, 1964

Then personally appeared the above-named JOHN B. TILLSON, Treasurer,
and acknowledged the foregoing instrument to be the free act and deed
of THE PROTESTANT EPISCOPAL DIOCESE OF MASSACHUSETTS, before me,

Richard H. Bond
Notary Public



My commission expires: March 9, 1968

I hereby consent to the above deed, and I certify that this consent is given
with the advice and consent of the Standing Committee of the Diocese.

Anson Phelps Stokes, Jr.
Anson Phelps Stokes, Jr.
Bishop

DGC-cc-11/2/64

Deed Vote-Acton

BK10681 PG382

CERTIFICATE OF VOTE, ETC.

I, LEWIS B. SHEEN, Secretary of The Protestant Episcopal Diocese of Massachusetts (a Massachusetts corporation), hereby certify that "The Church of the Good Shepherd, Inc. of Acton," located in Acton, Massachusetts, and referred to in the grantee clause of a deed dated October 29, 1964, from this corporation, covering two certain parcels of land in said Acton, one on Arlington Street and Newtown (also known as Newtowne) Road and the other on the Town Common, was as of the date of said deed a parish; and I further certify that at a meeting of the Diocesan Council of said corporation (which council has the power of a Board of Directors in a business corporation) duly called and held in Acton, Massachusetts, on November 2, 1964, at which a quorum was present and acting throughout, it was on motion duly made and seconded unanimously

VOTED: That the acts in the name and on behalf of this corporation of the Treasurer, John B. Tillson, in executing, acknowledging, and delivering a deed dated October 29, 1964, from this corporation of two separate parcels of land in Acton, Massachusetts, one on Arlington Street and Newtown (also known as Newtowne) Road and the other on the Town Common, to The Church of the Good Shepherd, Inc. of Acton, be and the same hereby are ratified and approved.

And I further certify that the Bishop, acting with the advice and consent of the Standing Committee of the Diocese, consented in writing to the above deed prior to the delivery thereof.

November 3, 1964
Date of this certificate

Lewis B. Sheen
Lewis B. Sheen, Secretary



I, Alice R. Perkins

of Acton Middlesex County, Massachusetts,
being unmarried, for consideration paid, grant to Raymond G. Perkins

of Littleton, Middlesex County, Mass. with quitclaim covenants

the land in said Acton being shown as Lot No. 1 on a plan of Land in Acton
formerly owned by Levi W. Perkins by Horace F. Tuttle, C.E., dated December
(Description and encumbrances, if any)
22, 1951 to be recorded herewith, bounded and described as follows:-

Beginning at the Southeasterly corner thereof at Newtown Road and Lot No.
2, to be conveyed to Edgar A. Perkins, at a bound; thence S. 71° 08' W. by
said Lot No. 2, 445 feet; thence N. 18° 52' W. by Lot No. 3 to be conveyed
to Norman L. Perkins 320 feet to Arlington Street; thence Northeasterly
Thence Southeasterly along Newtown Road
along Arlington Street about 490 feet to Newtown Road about 651 feet to the
place of beginning, containing according to said plan 5 acres. Being a
part of the premises described in a deed from Eleanor Tuttle to Levi W.
Perkins dated April 30, 1902 and recorded with South District Deeds, Book
3034, Page 260. For my title see probate of the estate of Levi W. Perkins
in Middlesex County case No. 273233. The consideration being less than
(100) one hundred dollars.

~~husband~~ of said grantor,
~~wife~~

~~release to said grantee all rights of tenancy by the curtesy and other interests therein.~~
~~dower and homestead~~

Witness my hand and seal this 7th day of April 1952
Alice R. Perkins

The Commonwealth of Massachusetts

Middlesex ss. April 7, 19 52

Then personally appeared the above named Alice R. Perkins

and acknowledged the foregoing instrument to be her free act and deed, before me

Harlan E. Tuttle
Notary Public - Justice of the Peace

My commission expires March 2, 19 56

Rec'd & entered for record May 27, 1952 at 9h. 7m. A.M. #28

812

MORTGAGE

The Church of the Good Shepherd, Inc. of Acton, located in Acton, Middlesex County, Massachusetts, for consideration paid, grants to The Protestant Episcopal Diocese of Massachusetts, a Massachusetts corporation with its principal office at 138 Tremont Street, Boston, Suffolk County, Massachusetts, with MORTGAGE COVENANTS to secure the payment of Ninety-Seven Thousand Three Hundred Three and 58/100 Dollars (\$97,303.58) as provided in a Promissory Note of even date, a certain parcel of land, together with the buildings and improvements thereon, located southerly of the intersection of Arlington Street and Newtown (also known as Newtowne) Road in said Acton and shown as Lot 1 on a plan entitled "Land in Acton formerly owned by Levi W. Perkins" by Horace F. Tuttle, C. E., dated December 22, 1951, recorded with the Middlesex County South District Registry of Deeds, Book 7910, Page 73, bounded and described as follows:

- NORTHERLY by a curved line at the intersection of said Arlington Street and said Newtown Road, forty-three and 39/100 (43.39) feet;
- NORTHWESTERLY by said Arlington Street, four hundred ninety (490) feet, as shown on said plan;
- SOUTHWESTERLY by Lot 3 as shown on said plan, three hundred twenty (320) feet;
- SOUTHEASTERLY by Lot 2 as shown on said plan, four hundred forty-five (445) feet; and
- NORTHEASTERLY by said Newtown Road, six hundred fifty-one (651) feet, as shown on said plan.

This conveyance is subject to and with the benefit of all easements, restrictions, reservations and rights of way of record insofar as the same are now in force and applicable.

For mortgagor's title, see deed from The Protestant Episcopal Diocese of Massachusetts dated October 29, 1964, recorded with said Deeds, Book 10681, Page 379 (FIRST PARCEL).

Subject to a first mortgage to Shawmut County Bank, N.A., now known as Shawmut Bank, N.A., in the original principal amount of \$300,000.00 dated September 26, 1986 recorded with said Deeds, Book 17445, Page 451, as affected by extension agreements recorded with said Deeds, Book 20938, Page 592 and Book 21062, Page 573.

This Mortgage is upon the STATUTORY CONDITION, for any breach of which the mortgagee shall have the STATUTORY POWER OF SALE.

Arlington St and Newtown Rd Acton

MSD 05/10/94 12:09:11 420 20.00

By their execution hereof, the undersigned represent and warrant that all necessary approvals of this mortgage and the loan secured hereby have been obtained, including, without limitation, approval of the same by the Vestry.

In witness whereof the said The Church of the Good Shepherd, Inc. of Acton has caused these presents to be signed under seal, acknowledged and delivered in its name and on its behalf by R. Bruce Stevenson, its Treasurer, and Carolyn W. Platt, its Senior Warden, as of the 31st day of January, 1994.

The Church of the Good Shepherd, Inc. of Acton

By: R. Bruce Stevenson
R. Bruce Stevenson,
Treasurer

By: Carolyn W. Platt
Carolyn W. Platt, Senior
Warden

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

, 1994

Then personally appeared before me the above named R. Bruce Stevenson and Carolyn W. Platt, Treasurer and Senior Warden, respectively, and acknowledged the foregoing instrument to be their free acts and deeds and the free act and deed of The Church of the Good Shepherd, Inc. of Acton.

Commonwealth of Massachusetts
Middlesex S.S. No. 4-12-94
Then personally appeared the above named
and acknowledged the foregoing instrument
to be his free act and deed, before me,
Claire R. Mariano, Notary Public

Claire R. Mariano
Notary Public
My Commission Expires:

My Commission Expires April 6, 1995

SEP 26-63 PM 1:07 ZSRE **40.20

BK 10367 PG 181

40.20-0

4658

1006 10448 P 196

Commonwealth of Massachusetts.

MIDDLESEX, ss.

At a meeting of the County Commissioners for the County of Middlesex, holden at Lowell, within and for said County, on the first Tuesday of September, in the year of our Lord one thousand nine hundred and sixty-three

The inhabitants of Acton, in said County, by their petition to said Commissioners—among other matters—pray that Arlington Street, from Newtown Road to Massachusetts Avenue, in said Acton, may be relocated and specifically repaired,

as will more fully appear, reference being had to the petition filed of record in the case.

The petition was presented to the County Commissioners at their meeting holden at Lowell, within and for said County, on the first Tuesday of September, A.D. 1962 when and where notice was ordered given to all persons and corporations interested therein of the time and place when and where said Commissioners would meet for the purpose of viewing the premises and hearing the parties as by their order of notice on file and of record will more fully appear.

And, at the time of said view and hearing, said relocation and specific repairs were adjudged of public convenience and necessity.

And, further, at a meeting holden at Cambridge, on the first Tuesday of June, 1963, said Commissioners relocated a portion of said way as appears herein; and thence said petition has been continued to this time.

And now the said Commissioners make partial return of their proceedings in the premises, as follows: said Commissioners having given notice as the law directs, met at the Superior Court House in said Cambridge, on the twenty-ninth day of January, in the year nineteen hundred and sixty-three, when and where the parties appeared, to wit, the petitioners by Fred K. Hanack, Town Engineer and Allen Nelson, Superintendent of Streets, and the respondent by no parties appeared to object.

The premises having been examined, and the parties fully heard, said Commissioners

1353
SEE PLAN IN RECORD BOOK 434 PAGE 181

And, further, said Commissioners having given notice as the law directs, met at the Superior Court House in said Cambridge on the sixteenth day of July, in the year nineteen hundred and sixty-three, when and where the parties appeared, to wit, the petitioners by Mr. Fred K. Hanack, Town Engineer; Mr. Allen H. Nelson, Superintendent of Streets, and the respondents by Mr. Fred S. Kennedy, Mr. John G. VonJesa, Mr. James C. Walters and Mr. William C. Kazokas, abutters.

The premises having been examined, and the parties fully heard, said Commissioners proceeded to relocate a portion of Arlington Street, in the manner following, to wit:

The southeasterly line of said way as hereby relocated begins at a point in the present southwesterly line of Newtown Road in a course bearing N.27°33'00"W., said point of beginning being 29.49 feet southeasterly from the northwesterly end of said course bearing N.27°33'00" W., 344.87 feet in length as laid out by the County Commissioners in 1931; thence said southeasterly line as hereby relocated proceeds on a curve of 30.00 feet radius, bearing to the left in a general westerly direction, and having a delta angle of 126°14'15", 66.10 feet to a point; thence S.11°39'54" W., 355.77 feet to a bound drill hole; thence S.18°38'24" W., 599.49 feet to a bound drill hole; thence S.31°32'44" W., 123.28 feet to a point; thence on a curve of 1085.88 feet radius, bearing to the left, 187.31 feet to a point; thence S.21°39'44" W., intending to follow the present southeasterly line of said way as laid out by the Town of Acton in 1962, 380.27 feet to a bound drill hole; thence S.20°24'44" W., still intending to follow the present southeasterly line of said way as laid out by the Town of Acton in 1962, 609.94 feet to a point; thence leaving said present southeasterly line of said way on a curve of 794.80 feet radius, bearing to the right 194.90 feet to the point of ending in a Massachusetts Highway bound marking the

northeasterly end of a course bearing $S.34^{\circ}27'44''$ W., 215.81 feet in length as laid out by the Massachusetts Department of Public Works for the Town of Acton in 1950 for the relocation of Route 2; thence beginning again at a Massachusetts Highway bound marking the southwesterly end of a course bearing $S.17^{\circ}39'19''$ W., 229.42 feet in length as laid out by the Massachusetts Department of Public Works for the Town of Acton in 1950 for the relocation of Route 2; thence the southeasterly line of Arlington Street as hereby relocated proceeds on a curve of 265.00 feet radius, bearing to the left and having a delta angle of $35^{\circ}16'00''$, 163.11 feet to a point, on the northerly side of Charter Road; thence beginning again at a point on the southerly side of Charter Road - said point being $S.65^{\circ}41'45''$ W., 38.31 feet, measured across said way, from the afore-described point of ending on the northerly side of said Charter Road; thence the southeasterly line of Arlington Street as hereby relocated proceeds on a curve of 30.00 feet radius, bearing to the left in a general westerly direction, and having a delta angle of $123^{\circ}26'30''$, 64.63 feet to a point; thence $S.30^{\circ}51'54''$ W., 608.98 feet to a point; thence $S.34^{\circ}38'09''$ W., 417.36 feet to a point; thence $S.33^{\circ}49'04''$ W., 483.56 feet to a point; thence on a curve of 1250.00 feet radius, bearing to the right 147.90 feet to a point; thence $S.40^{\circ}35'49''$ W., 115.38 feet to a point; thence on a curve of 2000.00 feet radius, bearing to the left, 232.71 feet to a point; thence $S.33^{\circ}55'49''$ W., 1103.22 feet to a point; thence on a curve of 2150.00 feet radius, bearing to the right, 84.41 feet to a point; thence on a curve of 50.00 feet radius, bearing to the left, and having a delta angle of $112^{\circ}51'43''$, 98.49 feet to a point, on the northerly side of Hayward Road; thence beginning again at a point on the southerly side of Hayward Road - said point being $S.26^{\circ}48'35''$ W., 46.28 feet, measured across said way, from the aforementioned point of ending on the northerly side of said Hayward Road; thence the southeasterly line of Arlington Street as

hereby relocated proceeds on a curve of 140.00 feet radius, bearing to the left in a general westerly direction and having a delta angle of $64^{\circ}00'45''$, 156.41 feet to a point; thence $S.39^{\circ}18'49''$ W., 1741.65 feet to a point; thence on a curve of 676.28 feet radius, bearing to the right, 236.15 feet to a point; thence on a curve of 25.00 feet radius, bearing to the left and having a delta angle of $80^{\circ}21'25''$, 35.06 feet to a point in the northerly line of Spruce Street in a course bearing $S.8^{\circ}00'$ E. as laid out by the County Commissioners in 1911; thence beginning again at a point in the southerly line of said Spruce Street as laid out by the said County Commissioners in 1911 - said point being $S.51^{\circ}49'07''$ W., 41.86 feet, measured across said way, from the point of ending on the northerly side of said Spruce Street; thence the southeasterly line of Arlington Street as hereby relocated proceeds on a curve of 25.00 feet radius, bearing to the left in a general westerly direction, and having a delta angle of $97^{\circ}29'30''$, 42.54 feet to a point; thence $S.61^{\circ}28'19''$ W., 172.20 feet to a point in the northerly side line of the Boston & Maine Railroad, Fitchburg Division; thence beginning again at a point in the southerly side line of the said Boston & Maine Railroad, Fitchburg Division, said point being $S.61^{\circ}28'19''$ W., 55.67 feet distant, measured across said Railroad, from the point of ending in the northerly side line of said Railroad; thence the southeasterly line of Arlington Street as hereby relocated proceeds on said course of $S.61^{\circ}28'19''$ W., 311.70 feet to a point; thence on a curve of 10.00 feet radius, bearing to the left, and having a delta angle of $69^{\circ}36'$, 12.15 feet to the point of ending on the northerly side of Central Street - all as shown by the plan to which reference is hereinafter made.

The northwesterly line of said way as hereby relocated begins at a stone bound marking the southeasterly end of a course bearing $N.25^{\circ}32'00''$ W., 804.63 feet in length in the present southwesterly side line of Newtown Road as laid out by the County Commissioners in 1931; thence the

northwesterly line of Arlington Street as hereby relocated proceeds on a curve of 53.41 feet radius bearing to the right in a general southerly direction, and having a delta angle of $51^{\circ}44'45''$, 48.24 feet to a point; thence $S.11^{\circ}39'54''$ W., 72.08 feet to a point - said point being 50.00 feet distant, measured across said way, from the northeasterly end of a course bearing $S.11^{\circ}39'54''$ W., 355.77 feet in length in the aforescribed southeasterly line; thence continuing on said course of $S.11^{\circ}39'54''$ W., parallel to and 50.00 feet distant from the aforescribed southeasterly line, 255.22 feet to a point - making a total distance of 327.30 feet on said course bearing $S.11^{\circ}39'54''$ W., thence on a curve of 1600.00 feet radius, bearing to the right 194.78 feet to a point; thence $S.18^{\circ}38'24''$ W., parallel to and 50.00 feet distant from the aforescribed southeasterly line, 375.66 feet to a point; thence on a curve of 1040.00 feet radius, bearing to the right 234.25 feet to a point; thence $S.31^{\circ}32'44''$ W., intending to follow the present northwesterly line of said way as laid out by the Town of Acton in 1962, 98.21 feet to a point; thence $S.21^{\circ}39'44''$ W. still intending to follow the present northwesterly line of said way and parallel to and 50.00 feet distant from a course of like bearing in the aforescribed southeasterly line of said way, 479.02 feet to a point; thence $S.20^{\circ}24'44''$ W., still intending to follow said present northeasterly line of said way and parallel to and 50.00 feet distant from a course of like bearing in the aforescribed southeasterly line, 610.48 feet to a point; thence on a curve of 744.80 feet radius, bearing to the right and parallel to and 50.00 feet distant therefrom the aforescribed southeasterly line, 182.64 feet to the point of ending in a Massachusetts Highway Bound marking the northeasterly end of a course bearing $S.34^{\circ}27'44''$ W. as laid out by the Massachusetts Department of Public Works for the Town of Acton in 1950 for the relocation of Route 2; said point of ending being $N.55^{\circ}32'16''$ W., 50.00 feet measured across said way from the Massachusetts Highway Bound marking the point of ending of the aforescribed southeasterly line; thence

beginning again at a Massachusetts Highway bound marking the southwesterly end of a course bearing $S.30^{\circ}51'54''$ W., 51.82 feet in length as laid out by the Massachusetts Department of Public Works for the Town of Acton in 1950 for the relocation of Route 2; thence the northwesterly line of said Arlington Street as hereby relocated proceeds on a course bearing $S.30^{\circ}51'54''$ W., 22.43 feet to a point - said point being 50.00 feet distant, measured across said way from a point marking the northeasterly end of a course bearing $S.30^{\circ}51'54''$ W., 608.98 feet in length in the aforescribed southeasterly line; thence the said northwesterly line as hereby relocated proceeds parallel to and 50.00 feet distant from the aforescribed southeasterly line to a point which is 50.00 feet distant, measured across said way from the southwesterly end of a course bearing $S.33^{\circ}53'49''$ W., 1103.22 feet in length in the aforescribed southeasterly line; thence on a curve of 2100.00 feet radius, bearing to the right, 197.31 feet to a point; thence $S.39^{\circ}18'49''$ W., parallel to and 50.00 feet distant therefrom the aforescribed southeasterly line 197.31 feet to a point; thence on a curve of 53.29 feet radius, bearing to the right, and having a delta angle of $76^{\circ}09'50''$, 70.84 feet to a point on the northerly side of Elm Street; thence beginning again at a point on the southerly side of Elm Street - said point being $S.25^{\circ}28'39''$ W., 40.00 feet distant, measured across said way from the aforescribed point on the northerly side of said Elm Street; thence the said northwesterly line of Arlington Street as hereby relocated proceeds on a curve of 25.00 feet radius, bearing to the right in a general southerly direction, and having a delta angle of $103^{\circ}50'10''$, 45.31 feet to a point; thence $S.39^{\circ}18'49''$ W. parallel to and 50.00 feet distant from the aforescribed southeasterly line, 1525.10 feet to a point; thence on a curve of 626.28 feet radius, bearing to the right and parallel to and 50.00 feet distant from the aforescribed southeasterly line, 200.94 feet to a point; thence on a curve of 25.00 feet radius, bearing to the right and

having a delta angle of $101^{\circ}15'58''$, 44.19 feet to a point on the northerly side of Spruce Street; thence beginning again at a point on the southerly side of said Spruce Street - said point being $S.50^{\circ}44'22''$ W., 42.11 feet distant, measured across said way, from the aforescribed point on the northerly side of Spruce Street; thence said northwesterly line of Arlington Street as hereby relocated proceeds on a curve of 25.00 feet radius, bearing to the right, in a general southerly direction, and having a delta angle of $82^{\circ}30'30''$, 36.00 feet to a point; thence $S.61^{\circ}28'19''$ W., parallel to and 50.00 feet distant therefrom the aforescribed southeasterly line, 151.21 feet to a point in the northerly line of the Boston & Maine Railroad, Fitchburg Division; thence beginning again at a point in the southerly line of said Boston & Maine Railroad, Fitchburg Division, said point being $S.61^{\circ}28'19''$ W., 90.71 feet distant, measured across said Railroad, from the point ending in the northerly line of said Railroad; thence said northwesterly line as hereby relocated proceeds on said course of $S.61^{\circ}28'19''$ W., parallel to and 50.00 feet distant therefrom the aforescribed southeasterly line, 284.78 feet to a point; thence on a curve of 10.00 feet radius, bearing to the right, and having a delta angle of $110^{\circ}24'$, 19.27 feet to the point of ending on the northerly side of Central Street - said point of ending being $N.8^{\circ}07'41''$ W., 74.69 feet distant, measured across said Arlington Street, from the point of ending of the aforescribed southeasterly line - all as shown by the plan to which reference is hereinafter made.

The above courses are reckoned from the true north and the description is intended to conform to a plan of said way on file in the office of said Commissioners, dated 1963, on which the above-described lines are shown in red, and to which reference may be had for a more particular description of the lines above-described and of the areas of land herein ordered taken.

For the purposes of this relocation, areas of land are hereby taken as easements for highway purposes from the following-named parties, to the amounts set against their respective names, viz.

On the southeasterly side of said way, from:

Parcel No. 2	The Protestant Episcopal Diocese of Massachusetts	An indefinite area;
Parcel No. 4	Norman L. Perkins	An indefinite area;
Parcel No. 5	Town of Acton	about 190 square feet;
Parcel No. 7	William C. Kazokas	about 575 square feet;
Parcel No. 8	William C. Kazokas	about 9,500 square feet;
Parcel No. 10	Norman L. and Gail J. Roche	about 550 square feet;
Parcel No. 11	Richard C. Slason and Peter R. Whitcomb	about 375 square feet;
Parcel No. 12	John G. and Wilma C. von Jess	about 340 square feet;
Parcel No. 13	William C. Kazokas	about 150 square feet;
Parcel No. 15	Thomas F.S. and Marjorie R. Kennedy	An indefinite area;
Parcel No. 18	Louis G. McGlone	about 1,950 square feet;
Parcel No. 19	Reg. Land Cert. No. 61343 Book 409, Page 409 George E. and Frances R. Parker	about 1,150 square feet;
Parcel No. 20	Reg. Land Cert. No. 84703 Book 553, Page 155 Louis G. McGlone	about 2,300 square feet;
Parcel No. 22	Reg. Land Cert. No. 61343 Book 409, Page 409 Jacob and Helen Janerico	about 380 square feet;
Parcel No. 25	Reg. Land Cert. No. 94245 Book 601, Page 95 Jacob and Helen Janerico	about 1,600 square feet;
Parcel No. 27	Hazel E. Hughes	about 750 square feet;
Parcel No. 29	Thomas F.S. and Marjorie R. Kennedy	about 2,600 square feet;
Parcel No. 32	Anna Claffin Mayo and Samuel Belnap Mayo	about 2,025 square feet;
Parcel No. 34	Ina B. and Virginia Milbery	about 600 square feet;
Parcel No. 37	Anna Claffin Mayo and Samuel Belnap Mayo	about 585 square feet;
Parcel No. 39	Peter R. Whitcomb	about 1,050 square feet;
Parcel No. 43	Natacha F. MacGregor	about 850 square feet;
Parcel No. 45	John I. Manning	about 340 square feet;
Parcel No. 46	Trustee of the West Acton Realty Trust	about 515 square feet;
Parcel No. 49	David Lewis Smith and Bernice L. Smith	about 600 square feet;
Parcel No. 51	G. Howard Reed	about 500 square feet;
Parcel No. 51	David L. and Bernice L. Smith	about 500 square feet;

On the northwesterly side of said way, from:

Parcel No. 1	Frederick J. and Edna L. Hryniewich	about 4,800 square feet;
Parcel No. 3	Genevieve L. Anderson	about 10,100 square feet;
Parcel No. 6	William C. Kazokas	about 385 square feet;
Parcel No. 9	William C. Kazokas	about 4,950 square feet;

Parcel No. 14	James C. and Mildred B. Walters	about 25 square feet;
Parcel No. 16	Carrie E. Goss	An indefinite area;
Parcel No. 17	Carrie E. Goss	An indefinite area;
Parcel No. 21	Phillip T. and Alfa J. Morrison	about 290 square feet;
Parcel No. 23	Henry E. and Marguerite H. Wrapp	about 480 square feet;
Parcel No. 24	Joseph J. and Margaret M. Coughlan	about 540 square feet;
Parcel No. 26	Joseph E. and Eliza M. Lizotte	about 1,400 square feet;
Parcel No. 28A	Willard M. and Kathryn O. Houghton	about 750 square feet;
Parcel No. 28B	Harold Keizer and William M. Higgins	about 2,075 square feet;
Parcel No. 30	Louis A. Pierra	about 890 square feet;
Parcel No. 31	Thomas F. S. and Marjorie R. Kennedy	about 490 square feet;
Parcel No. 33	Sarah M. DeSouza and Dorothy Frances DeSouza	about 1,700 square feet;
Parcel No. 35	Robert N. and Kathryn L. Peterson	about 305 square feet;
Parcel No. 36	Russell C. Nicholson	about 305 square feet;
Parcel No. 38	Earle R. and Evelyn H. Spinney	about 465 square feet;
Parcel No. 40	George H. Jr. and Marjorie B. Locke	about 485 square feet;
Parcel No. 41	Donald C. and Barbara Nylander	about 540 square feet;
Parcel No. 42	Lantern Corporation	about 600 square feet;
Parcel No. 44	Ernest F. and Hazel J. O'Clair	about 400 square feet;
Parcel No. 47	Ormal S. and Mary M. Laffin	about 450 square feet;
Parcel No. 48	Stanley R. and Minnie C. Veasie	about 250 square feet;
Parcel No. 50	Albert R. Jenks	about 830 square feet;

Trees are also taken.

Walls, fences and structures which may lie within the limits of the way as above relocated shall be removed, and, with the consent of the owners, may be erected on the new lines of said way.

The said Commissioners award no damages.

The said Town of Acton shall pay all damages, costs, and expenses which any party may by legal process obtain in consequence of this order of relocation, and all such damages, costs, and expenses are assessed upon the said Town of Acton.

Suitable monuments shall be set to mark the above-described lines of said way.

The said Town of Acton shall make entry upon the lands herein ordered taken for the purpose of taking possession thereof, and, on or before the thirty-first day of December, 1964, shall proceed to render said way safe and convenient for public travel.

The highway as thus relocated is declared a public highway.

BK 10367 PG 190

IN WITNESS WHEREOF, We, the said County Commissioners, have
hereunto set our hands this sixth day of September, in the year of our
Lord one thousand nine hundred and sixty-three.

John F. Dever, Jr.

William G. Andrew

Thomas B. Brennan

A true copy,
Attest:

Alfred A. Grant
Assistant Clerk

meb

**APPLICATION for SPECIAL PERMIT
for a
WIRELESS COMMUNICATION FACILITY**

Property located at:
164 Newtown Road
Acton, Massachusetts
Map D3, Block 449, Lot 1

OMNIPOINT HOLDINGS, INC.,
A wholly owned subsidiary of T-Mobile USA, Inc.
15 Commerce Way, Suite B, Norton, MA 02477

EXHIBIT

TO BE PROVIDED

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