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*Penny St. Louis Littell- Director of Planning and Development
Marge Schmuckal, Zoning Administrator*

October 23, 2008

Thomas E. Behenna, Esq.
60 State Street – Suite 700
Boston, MA 02109

RE: 106 Pine Tree Industrial Parkway – 254-A-003 (the “Property”) – I-M Zone

Dear Attorney Behenna,

I am in receipt of your request for a zoning determination letter concerning the Property. It is my understanding that the proposed buyer, W.B. Mason Co., intends to use the Property to operate a wholesale distribution and warehouse facility for office supply products and office furniture with accompanying office space and a small retail outlet to sell used and/or slightly damaged office furniture.

Warehousing and distribution facilities (14-247(e)) and general business offices (14-247(t)) are uses permitted by right. Section 14-247(s) allows incidental accessory uses. Section 14-249(b) specifically prohibits retail trade that is not ancillary to a permitted use.

After further conversations with you on October 23, 2008, I gained a bit more information concerning the proposed retail component. The area of the entire building is approximately 36,000 square feet. The retail component would be approximately 5,000 square feet in size. Only used or damaged office furniture, not new furniture, and not all products in the warehouse, will be offered for sale. At this time I do not have any specific floor plans to further assess this use.

Based on all the information available to me at this time, I have determined the specifically described retail component for W.B. Mason Co., Inc. could qualify as an accessory, ancillary retail use to the principal use(s) of warehouse and distribution and general offices.

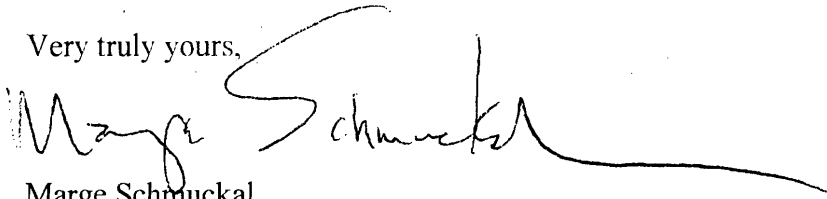
I temper my determination opinion pending a permit application for the change of use with alterations that will show further data and floor plans concerning the retail component. However, the preliminary information supplied to this office leads me to believe that any offending details could be resolved.

If there would be any future change to the retail component that expanded the use or the size of the area, it would be subject to further review by this office to ensure continued compliance with the Land Use Zoning Ordinance.

At this time, I am not aware of any violations or pending violations of land use or other City ordinances in regards to the Property.

This determination letter does not serve as a substitute for any permits that are required under all City Ordinances.

Very truly yours,

A handwritten signature in black ink, appearing to read "Marge Schmuckal", with a long horizontal flourish extending to the right.

Marge Schmuckal
Zoning Administrator

Cc: file

FAX



To: Thomas E. Behenna

Fax Number: (781) 383-2885

From: Marge Schmuckel

Fax Number:

Date: 10/23/08

Regarding: 106 Pine Tree Ind. Pkwy

Total Number Of Pages Including Cover: 3

Phone Number For Follow-Up:

Comments:

I will send out the original letter to you -

Marge

City Of Portland, Maine

Inspections Division Services

389 Congress St Room 315 Portland Me 04101-3509

Phone: (207) 874-8703 or (207) 874-8693

Fax: (207) 874-8716

<http://www.portlandmaine.gov/>

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October 10, 2008

CONFIDENTIAL

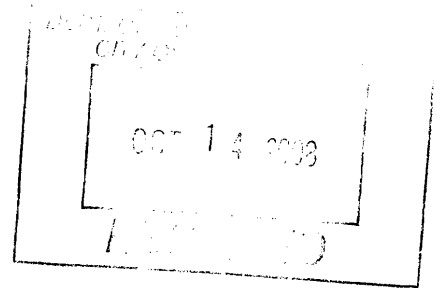
VIA FEDERAL EXPRESS

Ms. Marge Schmuckal
Zoning Administrator
City of Portland
389 Congress Street, Room # 315
Portland, ME 04101

17

RE: Request for Zoning Determination Letter

Underlying Transaction: Purchase and Sale Agreement
Proposed Buyer: W.B. Mason Co., Inc. or its Nominee
Owner/Seller: MEGCO Realty, LLC
Subject Parcel: 106 Pine Tree Industrial Parkway, Portland, ME
Zoning District: I-M
Municipal Tax Map Number: Map 254 Lot A-3
Title Reference: 11969 Page 181 Cumberland County Registry
Effective Date of P&S: June 25, 2008
My Client: W.B. Mason Co., Inc.



Dear Marge:

Referencing our prior exchange of telephone correspondence, this letter is to confirm that I am legal counsel to **W.B. Mason Co., Inc.** ("Mason") in connection with its pending acquisition of certain commercial real estate located at 106 Pine Tree Industrial Parkway, Portland, ME.

The municipal tax map number for the subject property is # **254 Lot A-3**. The site consists of approximately 3.5 acres of land and has a building thereon containing about **36,000 sq. ft.** The property is in a moderate impact industrial zone ("I-M").

Mason intends to use the site to operate a wholesale distribution and warehouse facility for office supply products and office furniture with accompanying office space and a small retail outlet to sell used and/or slightly damaged office furniture. Based upon my reading of Section 14-247 of the City of Portland Code of Ordinances subsection (e), warehousing and distribution is allowed in an I-M zone as a matter of right. In addition, Section 14-247 subparagraph (t) of the Code of Ordinances seems to indicate that general business offices are also allowed in an I-M zone as a matter of right.

W.B. Mason
B.A. C.

RE: Request for Zoning Determination Letter
 Underlying Transaction: Purchase and Sale Agreement
 Proposed Buyer: W.B. Mason Co., Inc. or its Nominee
 Owner/Seller: MEGCO Realty, LLC
 Subject Parcel: 106 Pine Tree Industrial Parkway, Portland, ME
 Zoning District: I-M
 Municipal Tax Map Number: Map 254 Lot A-3
 My Client: W.B. Mason Co., Inc.

However, Section 14-249 in the Code of Ordinances prohibits retail trade in an I-M zone that is not an ancillary use. But, since Mason will be selling used and/or damaged office furniture out of what will primarily be a warehouse distributing facility for office supplies and office furniture, it seems to me that a small retail outlet component subordinate thereto, would qualify as an ancillary use under the Code of Ordinances and therefore would be permitted.

I could not find a definition for "ancillary use" in the Code of Ordinances. However, Section 14-47 defines "accessory use" as "uses which are customarily incidental and subordinate to the location, function and operation of a permitted use." Section 14-47 also states that definitions set forth in the building code of the City shall apply to words not defined in the Code of Ordinances.

Accordingly, based upon my foregoing preliminary research and analysis, I believe Mason's plans for a small retail outlet at the site will meet the criteria for an accessory use under the Code of Ordinances

Prior to Mason acquiring the subject property, Mason seeks to procure a Zoning Determination Letter ("ZDL") from City of Portland Zoning Department to verify and confirm that: (i) warehousing, distribution office is allowed as a matter of right in an I-M zoning district; and, (ii) Mason's plan for a small retail outlet at the site would qualify as an ancillary-accessory use under the Code of Ordinances.

Mason's mortgage lender has also requested the ZDL include language confirming that the subject property complies in all material respects with all applicable building, sewerage, zoning, subdivision, land use sanitary and safety laws, rules and regulations. Hence, I ask that such a provision be incorporated therein as well.

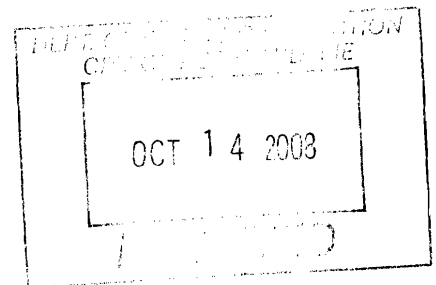
I enclose a check payable to the City of Portland in the amount of \$150.00 representing payment in full for the fee for the ZDL. If you-Portland should need any additional information or supporting documentation relative to my herein request, please let me know as soon as you can. Thank you for your consideration.

Very truly yours,



Thomas E. Behenna

TEB/ct
 Enclosure



This page contains a detailed description of the Parcel ID you selected. Press the **New Search** button at the bottom of the screen to submit a new query.

Current Owner Information

Card Number 1 of 1
Parcel ID 254 A003001
Location 106 PINE TREE IND PKWY
Land Use WAREHOUSE & STORAGE

Owner Address MEGCO REALTY LIMITED LIABILITY COMPANY
75 PINETREE IND PKWY
PORTLAND ME 04102

Book/Page 11969/181
Legal 254-A-3
PINE TREE INDUSTRIAL
PARKWAY
148104 SF

14-247(c) -
Warehousing and distribution
Facilities
14-247(t) -
General business and
professional offices

Current Assessed Valuation

Land \$288,600
Building \$1,340,600
Total \$1,629,200

Building Information

Bldg #	Year Built	# Units	Bldg Sq. Ft.	Identical Units
1	1987	1	35868	1

Total Acres	Total Buildings Sq. Ft.	Structure Type	Building Name
3.4	35868	WAREHOUSE	ALCO MOVING & STORAGE

Exterior/Interior Information

Section	Levels	Size	Use
1	01/01	35868	WAREHOUSE

14-247(s)
Incidental Accessory uses
under 14-249.6 (Prohibited)
Retail trade - that is not
Allowed for permitted use

Height	Walls	Heating	A/C
28	METAL-LIGHT	UNIT HEAT	NONE
		NONE	NONE
		NONE	NONE
		NONE	NONE
		NONE	NONE
		NONE	NONE
		NONE	NONE
		NONE	NONE

Building Other Features

Line	Structure Type	Identical Units
1	OVERHEAD DOOR - WD/MT	4
1	DOCK LEVELERS	2
1	OVERHEAD DOOR - WD/MT	1
1	CENTRAL AIR	1
1	ENCLOSED ENTRY	1
1	SPRINKLER - WET	1
1	TRUCK AND TRAIN WELLS	1

Yard Improvements

Year Built	Structure Type	Length or Sq. Ft.	# Units
1989	ASPHALT PARKING	10000	1
1996	CANOPY ONLY	3000	1

establishing the value of property and encouraging the most appropriate use of land throughout the community.

Sec. 14-47. Definitions.

The following words shall be defined as set forth below for use in the article. Definitions set forth in the building code of the city shall apply to words not herein defined:

Accessory uses: Uses which are customarily incidental and subordinate to the location, function and operation of permitted uses. *See Appendix 7 The Same AS Ancillary?*

Adult day care facility: A facility which provides a regular program of care and protection for persons over the age of sixteen (16), for consideration, for any part of the day.

Apartment: See "dwelling unit".

Apartment house: See "multifamily dwelling".

Arcade: A covered passageway, generally occurring at the street level of a building, running parallel and adjacent to the street or as a through-block pedestrian connection, which is intended to provide sheltered access to directly adjoining commercial or other uses. Arcades are provided physical definition by the regular placement of structural elements throughout their length which support enclosed building uses above.

Assembly: A joining together of completely fabricated parts to create a finished product.

Back office use: An office-related use providing support services to a primary or headquarter use, with minimal public visitation and no direct in-person sales or services to the general public. Back office uses may include data processing, or other clerical uses relying heavily on a telecommunications infrastructure and may also include support services to educational institutions or social service agencies as long as no direct in-person services to the general public are provided.

Bed and breakfast: A building in which more than two (2) but not more than nine (9) guest rooms are used to provide or offer overnight accommodations for transient guests. An owner, manager or operator shall live in the building as a permanent resident. No cooking facilities shall be permitted in any of the guest rooms.



