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January 16, 2009

DRAFT RECORD OF DECISION

PROJECT NAME : Plymouth Rock Studios  
PROJECT MUNICIPALITY : Plymouth  
PROJECT WATERSHED : South Coastal Watershed  
EOEA NUMBER : 14345  
PROJECT PROPONENT : Plymouth Rock Studios  
DATE NOTICED IN MONITOR : November 24, 2008

Pursuant to the Massachusetts Environmental Policy Act (MEPA) (G.L.c.30, ss. 61-62I) and Section 11.11 of the MEPA regulations (301 CMR 11.00), I have reviewed the Expanded Environmental Notification Form (Expanded ENF) and hereby **propose to grant** a waiver that will allow the proponent to proceed with design and permitting of Phase 1 of the project prior to completing the Environmental Impact Report (EIR) process for the entire project.

Project Description

Plymouth Rock Studios proposes to develop the east coast's first independent, full-service film and television studio facility in Plymouth, MA. It will create an economic engine that will generate more than 2,000 jobs, provide a unique tourist attraction, serve as an educational resource for potential employees and students and support the Commonwealth's efforts to attract the film industry to Massachusetts. The project includes a noteworthy commitment to design and build a state-of-the-art, green and sustainable studio that will minimize the project's environmental footprint, provide exposure for renewable energy technologies, including a 500 kilowatt (kw) solar photovoltaic (PV) system, and serve as a model for developers in Massachusetts and studio heads in Hollywood. The proponent has worked closely with the Town of Plymouth and its residents to identify an appropriate site for the project

and to address local concerns. The comment letters received on this project reflect genuine support and excitement for the project and its goals.

The project consists of the construction of a 1,292,000 gross square feet (gsf) Studio Production Campus (including 14 sound stages, a 10-acre back lot, production service buildings, office buildings, a theater and a visitor center), a 519,000 gsf Studio Amenities Campus (including shops, restaurants, a hotel and housing) and a 189,000 gsf Research/Education Campus (including research and education buildings). Primary access to the site will be provided by a new access road extending from Clark Road to the project site. The access road will include extensions to the South School Educational Complex and to Forges Field. In addition, a multi-use path will be constructed within the same corridor as the roadway. Secondary access will be provided from Long Pond Road via the existing Waverly Oaks Drive. Other roadway improvements include: construction of a modern roundabout at the Clark Road/Long Pond Road intersection; completion of the Route 3/Exit 3 interchange; signalization of the access road/Clark Road intersection; widening of Clark Road between the Route 3 southbound ramps and Long Pond Road; and pedestrian, bicycle and traffic calming improvements along Long Pond Road. Wastewater will be conveyed from the site to the Camelot Drive Wastewater Treatment Plant (WWTP) via a new sewer extension. Water supply will be provided either through connection to the municipal supply or through construction of an on-site well. The sewer extension and water supply will be designed to serve the project and the South School Educational Complex. The project will include approximately 4,190 parking spaces located in surface parking lots and parking garages.

Phase 1 consists of the construction of the access road from Clark Road and associated stormwater infrastructure to the project site. The access road is proposed as a two-lane undivided roadway with a paved travel way width of 24-feet. It will include an additional three feet of structural, usable shoulder on each side which will be integrated into the drainage swale design and will provide pre-treatment for stormwater runoff. Phase 1 may include construction of the multi-use path. The purpose of the Waiver request is to allow construction of the access road to commence prior to completion of the EIR for the overall project so that the access road can be used for construction traffic during construction of the remainder of the project. Phase 1 activities will include clearing, grading, filling, installation of stormwater facilities, stabilization of side slopes, retaining walls and revetments, and paving to the binder level. Activities associated with the completion of the road such as final paving, striping and landscaping are not planned as part of Phase 1.

### Project Site

The 242-acre site is located between Long Pond Road and Route 3 near Interchange 3. The site is bounded by Crosswinds Golf Course to the west and northwest, Forges Field Recreational Complex to the north, Route 3 to the east, the South School Educational Complex to the south and east and Long Pond Road and existing residences to the southwest. The

northeast portion of Myles Standish State Forest is located to the west of the site. The site consists of a 27-hole golf course, a club house, ancillary support structures, parking lots, access roads, an irrigation system, drinking water wells, three lined ponds associated with the irrigation and stormwater management systems, a single family home and 9 housing lots. The site contains forested upland areas and three isolated wetland resource areas (only one of which is subject to jurisdiction under the Wetlands Protection Act). It is located within the Eel River Subwatershed of the South Coastal Basin.

The project includes off-site transportation improvements and utility infrastructure which may extend from the Route 3/Clark Road corridor north to the Camelot Drive Wastewater Treatment Plant and the Bradford Water Supply. The geographic extent of these improvements will depend on the preferred alternatives identified through the MEPA process. The utility corridor is located within areas identified in the Massachusetts Natural Heritage Atlas (13<sup>th</sup> Edition) as *Priority Habitat*.

Construction of the access road will extend from the Route 3/Clark Road corridor through a 207-acre parcel of conservation land to the South School Educational Complex, the site and to the Forges Field Recreational Complex. The conservation land is bounded by Route 3 to the east, Clark Road to the south, Long Pond Road to the west and the South School Educational Complex to the north. The site is owned by the Town of Plymouth and is protected by Article 97 of the Articles of Amendment to the Constitution of the Commonwealth of Massachusetts under a conservation restriction held by the Wildlands Trust of Southeastern Massachusetts. It is an undeveloped, wooded parcel and includes two certified vernal pools. In addition, the Town of Plymouth has identified a potential water supply on the site.

#### MEPA Jurisdiction and Required Permits

The project is undergoing MEPA review and is subject to preparation of a mandatory Environmental Impact Report (EIR) pursuant to 301 CMR 11.03(1)(a)(1), 11.03(1)(a)(2), 11.03(6)(a)(6) and 11.03(6)(a)(7) because it requires a state permit and consists of alteration of more than 50 acres of land, creation of ten or more acres of impervious area, generation of 3,000 or more new adt on roadways providing access to a single location and construction of 1,000 or more new parking spaces at a single location. The project requires an Access Permit from the Massachusetts Highway Department (MassHighway) and a Sewer Connection/Extension Permit from the Department of Environmental Protection (MassDEP). It may require a New Source Approval (for on-site water supply alternative), Water Management Act Permit (for on-site water supply alternative) and a Groundwater Discharge Permit (for ground source heat pump) from MassDEP. The project may require review by the Division of Fisheries and Wildlife's (DFW) Natural Heritage and Endangered Species Program (NHESP) and will require review by the Massachusetts Historical Commission. Also, the project requires an Order of Conditions from the Plymouth Conservation Commission (and a Superseding Order of Conditions in the event the local Order is appealed). The project may receive state funds through the Infrastructure,

Investment and Incentive program (I-Cubed) for the transportation and utility infrastructure components of the project.<sup>1</sup> In addition, the project requires a National Pollutant Discharge Elimination System (NPDES) Construction General Permit for Stormwater.

Phase 1 requires a Construction Permit from MassHighway and may be funded through the I-Cubed program.

Because the project may include financial assistance from the Commonwealth, MEPA jurisdiction is broad in scope and extends to all aspects of the project that may cause Damage to the Environment as defined in the MEPA regulations. These include land alteration, transportation, air quality, greenhouse gases, water supply, wastewater, wetlands, rare species and construction period impacts.

### Summary of Potential Environmental Impacts

Potential environmental impacts associated with redevelopment of the project site include the alteration of 112 acres of land, creation of an additional 53 acres of new impervious area for a total of 65 acres of impervious area and generation of an additional 8,950 average daily vehicle trips (adt) for a total of 9,916 adt. Water use and wastewater generation will decrease by approximately 144,000 gallons per day (gpd ) and 162,420 gpd compared to the previously reviewed Waverly Oaks Golf Club.

Potential environmental impacts associated with the access road include alteration of 19.4 acres of conservation land and creation of 6.3 acres of impervious surfaces. Potential environmental impacts associated with the other traffic improvements proposed along the Clark Road/Route 3 corridor include alteration of 104.6 acres of land, including 30.8 acres of undeveloped land, and creation of 6.8 acres of new impervious surfaces.

Potential impacts associated with the utility corridor include 11.6 acres of land alteration, creation of 1 acre of new impervious surfaces and work within wetland resources and rare species habitat.

### Summary of Proposed Mitigation

Measures to avoid, minimize and mitigate project impacts presented in the Expanded Environmental Notification Form (Expanded ENF) include: redevelopment of an existing site; certification at the Silver Level under the Core and Shell category for campus development by the US Green Building Council's Leadership in Energy and Environmental Design (LEED); installation of a 500 kw solar PV system; installation of solar hot water systems; water

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<sup>1</sup> The proponent and the Town of Plymouth intend to jointly submit an Economic Development Proposal for these funds.

conservation measures; avoidance of wetland impacts; use of pervious pavement, green roofs and rainwater reuse (for irrigation and greywater); compliance with the Wetlands Protection Act Stormwater Management Standards; roadway and signal improvements; development of a Transportation Demand Management (TDM) program including operation of a fixed shuttle system and pedestrian, bicycle and traffic calming improvements; and measures to minimize construction period impacts. In addition, utility corridor alternatives minimize land alteration through location within existing roadways or previously disturbed areas. The utility corridor will also include construction of a water reuse line from the Camelot Drive WWTP to facilitate reuse of wastewater by the Town for irrigation of Forges Field, the school complex and Crosswinds.

In addition, I note that the proponent has made a commitment to the Town that the roadway project will be bonded to ensure its completion.

### Waiver Request

The proponent has requested a waiver that will allow the proponent to proceed with Phase 1 of the project prior to preparing an EIR for the entire project. Consistent with this request, an Expanded ENF was submitted and it was subject to an extended review period. Supplemental information consisting of a traffic analysis of alternatives was distributed on November 24, 2008. To provide adequate time to review the submission of additional traffic information, the review period was extended an additional 16 days. A letter clarifying the Phase 1 Waiver Request was submitted to the MEPA Office on January 9, 2009. The Expanded ENF and supplemental traffic analysis identifies the environmental impacts of the project and describes measures to be undertaken by the proponents to avoid, minimize and mitigate project impacts. They include a discussion of the project's consistency with the criteria for granting a Phase 1 Waiver, an alternatives analysis, traffic study, identification of 10 access alternatives, air quality study, noise study, design plans for the proposed access road, identification of environmental impacts associated with Phase 1 and identification of measures to avoid, minimize and mitigate impacts associated with Phase 1.

### Criteria for a Phase 1 Waiver

The MEPA regulations at 301 CMR 11.11(1) state that I may waive any provision or requirement in 301 CMR 11.00 not specifically required by MEPA and may impose appropriate and relevant conditions or restrictions, provided that I find that strict compliance with the provision or requirement would:

- (a) result in an undue hardship for the Proponent, unless based on delay in compliance by the Proponent; and
- (b) not serve to avoid or minimize Damage to the Environment.

The MEPA regulations at 301 CMR 11.11(4) state that, in the case of a partial waiver of a mandatory EIR review threshold that will allow the proponent to proceed with Phase 1 of the project prior to preparing an EIR, I shall base the finding required in accordance with 301 CMR 11.11(1)(b) on a determination that:

- (a) the potential environmental impacts of Phase 1, taken alone, are insignificant;
- (b) ample and unconstrained infrastructure facilities and services exist to support Phase 1;
- (c) the project is severable, such that Phase 1 does not require the implementation of any other future phase of the project or restrict the means by which potential environmental impacts from any other phase of the project may be avoided, minimized or mitigated; **and**
- (d) the agency action(s) on Phase 1 will contain terms such as a condition or restriction, so as to ensure due compliance with MEPA and 301 CMR 11.00 prior to commencement of any other phase of the project.

### Findings

I find that subject to conditions described below, the proponent has met the tests for a Phase 1 Waiver. My determination is based on the information submitted by the Proponent, consultation with the relevant state agencies, and consideration of comment letters received. As further outlined below, I have determined that compliance with the requirement to prepare an EIR prior to Phase 1 would not serve to avoid or minimize Damage to the Environment, that adequate and unconstrained infrastructure exists to support the project, that the project is severable, and that agency actions on Phase 1 can be conditioned to ensure compliance with MEPA.

The request for the waiver is supported by MassHighway, Senate President Therese Murray, State Representative Thomas J. Calter, State Representative Vinny deMacedo, the Town of Plymouth, the Plymouth Public Schools Superintendent, the Plymouth Conservation Commission and the Old Colony Planning Council (OCPC). Comments from state resource agencies do not identify objections to the granting of the Phase 1 Waiver or request additional analysis of environmental impacts associated with the Phase 1 Waiver request.

I note that several residents have provided comments on the project and access alternatives which include objections to the granting of a Phase 1 Waiver. These objections include concern that adequate time has not been provided to citizens to review all of the transportation alternatives and that a specific alternative, in particular, warrants further consideration and review by the Commonwealth and the Town of Plymouth. These commentors request further analysis of direct access to the site from Route 3 as a means of avoiding impacts to conservation land and local roadways while providing regional access to the area including the Plymouth Rock Studios project, Town facilities and Myles Standish State Forest. I appreciate the thoughtful comments provided on this issue; however in the absence of support for further analysis of this alternative by MassHighway, OCPC, the Town of Plymouth or concerns with

environmental impacts associated with the proposed access road, further analysis of this alternative is not warranted.

**Requiring the preparation of an EIR in advance of undertaking Phase 1 would cause undue hardship and would not serve to minimize Damage to the Environment:**

As noted previously, the Expanded ENF and supplemental traffic analysis include an alternatives analysis for transportation improvements, design plans for the access road, identify the environmental impacts of the project, include a traffic study and describe measures to be undertaken by the proponents to avoid, minimize and mitigate project impacts. The proponent provided 10 access alternatives for review (three of which are variations on Alternative 1).

State agency actions associated with Phase 1 are limited to the granting of a Construction Permit by MassHighway. Comments from the Executive Office of Transportation and Public Works (EOTPW) indicate support for the Phase 1 Waiver and the identification of Clark Road Access as the preferred alternative. The comment letter indicates that additional analysis of an alternative that would provide direct access to the site from Route 3 is not warranted. The Proponent has provided an analysis of environmental impacts associated with the preferred alternative and proposed adequate mitigation to avoid, minimize and mitigate impacts. The Expanded ENF contains sufficient information to enable MassHighway to understand the environmental consequences of its permit decisions.

The granting of a Phase 1 Waiver is being conditioned to ensure the environmental impacts of the project are minimized while providing public benefits. These conditions include:

- The access road must be substantially complete prior to construction of the project site and must be used for construction access during construction of the remainder of the project.
- The multi-use path will be constructed in conjunction with the access road as part of Phase 1.
- The project must be constructed consistent with MassDEP Stormwater Standards identified in the Wetlands Protection Act regulations.
- The project, including construction of the multi-use path, must be designed and constructed to protect the Zone 1 wellhead protection area associated with the potential water supply site identified by the Town of Plymouth.
- The proponent should continue consultations with the Town, the Wildands Trust of Southeastern Massachusetts and MassDEP as designs are advanced for the access road and multi-use path.
- The proponent must prepare draft Section 61 Findings for the MassHighway Construction Permit outlining all the proposed mitigation measures associated with Phase 1 for consideration during permitting.

Given the foregoing, and subject to the conditions described above, I find that a requirement to complete MEPA review prior to initiating the permit process for Phase 1 is not necessary in order for the proponent to demonstrate that it will avoid, minimize, and mitigate potential Damage to the Environment to the maximum extent practicable, and that a requirement to do so would therefore cause undue hardship and would not serve to minimize Damage to the Environment.

Therefore, the requirement for completion of an EIR prior to Phase 1 is not necessary and would not serve to avoid or minimize Damage to the Environment.

**1. The potential environmental impacts of Phase 1, taken alone, are insignificant.**

The project is designed to avoid, minimize and mitigate environmental impacts. Potential environmental impacts are associated with the creation of 6.3 acres of impervious surfaces (the roadway and multi-use path) and alteration of conservation land. The project will exceed the ENF threshold for impervious surfaces. Impacts associated with the creation of impervious surfaces will be minimized by the roadway design and construction of a stormwater management system consistent with MassDEP Stormwater Standards. The conservation restriction placed on the land allows “the construction or maintenance of roadways or passages to service adjacent properties...” In addition, it indicates that any construction of roadways “...are permitted but only if such acts and uses do not materially impair significant conservation interests.” (Section III B).

The Expanded ENF indicates that the alignment of the access road is designed to minimize fragmentation of the conservation land while following existing contours, to the extent possible, to minimize grading. The project will not result in direct alterations to wetland resource areas and construction activities will be greater than 100-feet from wetland resource areas and certified vernal pools. The project will not alter rare species habitat or alter any historic resources located on the State or National Register of Historic Places. As currently proposed, it appears that the multi-use path may extend through the Zone 1 of a potential water supply. The Phase 1 Waiver is being conditioned to avoid impacts to this potential water supply.

The comment letter from the Southeast Wildlands Trust, which holds the conservation restriction, identifies its consultations with the project proponent and its goals including: “to ensure the protection of wildlife and plant communities by limiting disruption caused by fragmentation of the parcel and (2) to protect public water resources given the fact that the premises overlie the Plymouth-Carver sole source aquifer.” The letter does not identify any objections to the granting of a Phase 1 Waiver.

Based on the foregoing, I find that the potential environmental impacts of Phase 1, taken alone, are insignificant.



**2. Ample and unconstrained infrastructure facilities and services exist to support Phase 1.**

The access road is proposed as infrastructure for the project. It will provide access for construction vehicle traffic to the site and, therefore, limit construction period traffic impacts on the Long Pond Road/Clark Road intersection and along Long Pond Road. Once it is constructed, the access road must be used for construction traffic as a condition of this Waiver. The work force will include approximately 500 to 600 construction workers over the duration of the studio work and could approach 1,000 workers during peak construction. Construction related truck traffic will generate approximately 150 to 400 daily trips.

Based on the foregoing, I find that ample and unconstrained infrastructure exists to support Phase 1.

**3. The project is severable, such that Phase 1 does not require the implementation of any other future phase of the project or restrict the means by which potential environmental impacts from any other phase of the project may be avoided, minimized or mitigated.**

Phase 1 is not dependent upon completion of the overall project. It will be limited to providing access to the South School Educational Complex and the southern perimeter of the project site. Providing alternative access to the South School Educational Complex has been identified by the Town and the School Superintendent as a priority for the Town and a significant benefit of the project. Comments from the Plymouth School Superintendent indicate that the School Department is committed to redesigning its traffic patterns to minimize access to Long Pond Road.

The Expanded ENF describes how access will be provided to the site, includes a traffic study that evaluates a total of ten access alternatives and identifies mitigation measures. The traffic study generally conforms to EEA/EOTPW Guidelines for EIR/EIS Traffic Impact Assessment. It clearly describes the methodologies used to develop the information and provides supporting documentation. The study identifies trip generation, analyzes impacts and provides a level-of-service (LOS) analysis for the study area.

The study area includes Clark Road, Long Pond Road and Route 3 including seven major intersections and four ramp junctions. The traffic analysis evaluates ten alternatives based on the ability to minimize project-related impacts along Long Pond Road, maintain the rural character of the Clark Road/Long Pond Road corridors and ensure that the state highway system will continue to function in a safe and efficient manner with sufficient reserve capacity to accommodate future traffic growth. These alternatives include:

Alternative 1: Clark Road Access with a Full Interchange Improvement

Alternative 1A: Clark Road Access with a Full Interchange Improvement and Long Pond Road Buffer

Alternative 1B: Clark Road Access with Interchange Improvement and Northbound Slip-Ramp

Alternative 1C: Clark Road Access with Route 3 Southbound Interchange Improvement

Alternative 2: Clark Road Access with Partial Interchange Improvement

Alternative 3: Clark Road Access with Route 3 Southbound Off-Ramp Connector

Alternative 4: Clark Road/Long Pond Road Realignment

Alternative 5: Route 3 Southbound Interchange

Alternative 6: Route 3 Southbound Off-Ramp

Alternative 7: Clark Road Access with Full Interchange Improvement and Realignment of Long Pond Road

Alternative 1A, which includes the access road as proposed in the Phase 1 Waiver, is identified as the preferred alternative from a traffic operations perspective. Under the 2018 Build with Mitigation scenario, it will provide overall operating conditions of LOS B or better during the peak periods along the Clark Road corridor. All movements at the access road intersection will operate at LOS C or better. The ramp junctions with Route 3 will operate at LOS D or better.

Because there is not support for requiring direct access to the site from Route 3 by MassHighway, OCPC or the Town of Plymouth, the granting of the waiver will not restrict the means by which potential environmental impacts may be avoided, minimized or mitigated. Comments and consultations with state agencies indicate that further analysis of direct access from Route 3 is not warranted. The Single EIR will include further analysis of several of the alternatives identified in the Expanded ENF.

Based on the foregoing, I find that Phase 1 of the project is severable and does not require the implementation of any other future phase of the project or restrict the means by which potential environmental impacts from any other phase of the project may be avoided, minimized or mitigated.

- 4. The agency action(s) on Phase 1 will contain terms such as a condition or restriction, so as to ensure due compliance with MEPA and 301 CMR 11.00 prior to commencement of any other phase of the project.**

The project requires a Construction and Access Permit from MassHighway. These permits can be conditioned to ensure that the full-build of the project complies with MEPA and its implementing regulations. In addition, the proponent must prepare draft Section 61 Findings for the Construction Permit outlining all the proposed mitigation measures associated with Phase 1 for consideration during permitting.

Based on the foregoing, I find that the agency actions on Phase 1 will contain terms such as a condition or restriction, so as to ensure due compliance with MEPA and 301 CMR 11.00 prior to commencement of any other phase of the project.

### Conclusion

I have determined that this waiver request has merit, and am issuing this Draft Record of Decision (DROD), which will be published in the next edition of the Environmental Monitor on January 21, 2009 in accordance with 301 CMR 11.15(2), which begins the public comment period. The public comment period lasts for 14 days and will end on February 4, 2009. During this period, the proponent should confirm that it accepts the conditions of the Phase 1 Waiver. Based on written comments received concerning the DROD, I shall issue a Final Record of Decision within seven days after the close of the public comment period, in accordance with 301 CMR 11.15(6).

I hereby **propose to grant** the waiver requested for this project, which will allow the proponent to proceed with design and permitting of Phase 1 of the project as identified in the Expanded ENF prior to preparing a mandatory EIR for the entire project, subject to the above findings and conditions.

\_\_\_\_\_  
January 16, 2009

Date

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Ian A. Bowles

### Comments Received:

1/9/09	Department of Conservation and Recreation (DCR)
12/23/08	Division of Fisheries and Wildlife/Natural Heritage and Endangered Species Program (NHESP)
1/9/09	Executive Office of Transportation and Public Works (EOTPW)
12/3/08	Massachusetts Historical Commission
12/1/08	Therese Murray, Senate President
12/9/08	Thomas J. Calter, State Representative
12/2/08	Vinny deMacedo, State Representative
1/8/09	Plymouth Public Schools/Superintendent of Schools
12/29/08	Town of Plymouth/Conservation Commission
1/6/09	Town of Plymouth/Board of Selectmen
12/17/08	Town of Plymouth/Planning Board
12/18/08	Destination Plymouth
1/9/09	Eel River Watershed Association, Ltd.
1/8/09	Friends of Myles Standish State Forest

12/15/08	Greater Attleboro Taunton Regional Transit Authority (GATRA)
1/2/09	Old Colony Planning Council
12/19/08	Plymouth 1000
1/7/09	The Pinehills
1/3/09	Walk Boston
1/8/09	Wildlands Trust of Southeastern MA
1/7/09	William S. Abbott, P.C.
1/9/09	John Adelman
1/8/09	Patricia N. Adelman
1/5/09	Aileen Sanger Chase
12/30/08	James Concannon
1/8/09	James Concannon (second letter)
12/26/08	Fr. Richard G. Curran, Ed. D.
1/6/09	Joseph J. DeSilva
1/5/09	Oliver H. Durrell III
1/7/09	Betsy Hall
1/3/09	Steven Lydon
1/8/09	Malcolm A. MacGregor
1/7/09	Paul McAlduff
1/6/09	Roger W. Monks
1/5/09	Lois and Douglas Post
1/7/09	Craig Richards
1/8/09	Larry Rosenblum
12/12/08	Richard Silva
12/12/08	Loring Tripp III

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