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February 22, 2008

CERTIFICATE OF THE SECRETARY OF ENERGY AND ENVIRONMENTAL AFFAIRS
ON THE
ENVIRONMENTAL NOTIFICATION FORM

PROJECT NAME	: Massachusetts Turnpike Parcel 7 Air Rights, Kenmore/Fenway Area
PROJECT MUNICIPALITY	: Boston
PROJECT WATERSHED	: Boston Harbor
EEA NUMBER	: 14163
PROJECT PROPONENT	: **Meredith Kenm**ore/Fenway Development Group, LLC
DATE NOTICED IN MONITOR	: January 23, 2008

Pursuant to the Massachusetts Environmental Policy Act (G. L. c. 30, ss. 61-62H) and Section 11.03 of the MEPA regulations (301 CMR 11.00), I hereby determine that this project **requires** the preparation of a mandatory Environmental Impact Report (EIR).

Project Description

As described in the Environmental Notification Form (ENF), the project includes the construction of approximately 1.3 million square feet (sf) of housing, offices, retail space and parking directly adjacent to the Massachusetts Bay Transportation Authority (MBTA) Yawkey Commuter Rail Station. The 3.63-acre project site is designated as the Massachusetts Turnpike Authority's (MTA) Parcel 7, which comprises the area over Interstate 90 (the Mass Turnpike) between the Beacon Street overpass to the west and the Brookline Avenue overpass to the east, as well as an area on the east side of Beacon Street between the Mass Turnpike and Maitland Street. The project will include four buildings, ranging in heights from seven to 22 stories, with

282 residential units, office and retail space, two shared use public parking garages, and public open space and pedestrian connections.

According to the proponent, the development of a multi-building air-rights project on this site would serve to unify the Beacon Street and Brookline Avenue corridors, and assist in facilitating improved connections between the Fenway Park/Landsdowne Street entertainment areas with Kenmore Square, Audubon Circle, Boston University and a multi-modal transportation center at Yawkey Station. Under existing conditions the project site is characterized by long, unprotected pedestrian corridors adjacent to roadways and parking lots. The site lacks vibrant street-level uses, streetscape or landscape amenities and open space, and clear pedestrian connections to the Yawkey Commuter Rail Station. The site serves as an asset to the Longwood Medical Area (LMA) and Fenway Park, as it provides parking for LMA staff and visitors to events at Fenway Park.

According to the ENF, since January 2007, the proponent has met regularly with the Boston Redevelopment Authority (BRA), the Boston Transportation Department (BTD), the Massachusetts Bay Transportation Authority (MBTA), the Massachusetts Turnpike Authority (MTA), interested parties, abutters, and the Citizens Advisory Committee (CAC) established for the project. These meetings are expected to continue throughout the MEPA and City of Boston review processes.

Project impacts are estimated to include 5,380 new vehicle trips per day, along with the construction of 1,120 new parking spaces. Parking spaces will serve the new uses proposed on-site, as well as demand generated by sporting events and entertainment uses in the Fenway area, along with parking demands associated with the nearby Longwood Medical Area (LMA). The project is estimated to use approximately 104,463 gallons per day (gpd) of water and generate approximately 86,833 gpd of wastewater. The project will span an area of the Mass Turnpike approximately 600 feet in length between Beacon Street and Brookline Avenue. The project will include a land transfer (a long-term ground and air rights lease) from the MTA to the proponent.

Jurisdiction and Permitting

The project exceeds a mandatory EIR threshold in accordance with 301 CMR 11.03, and will require several State permits. The project is subject to the preparation of a mandatory EIR pursuant to: Section 11.03(6)(a)(6) due to the generation of 3,000 or more new average daily trips on roadways providing access to a single location; and Section 11.03(6)(a)(7) due to the construction of 1,000 or more new parking spaces at a single location. The project will require a Sewer Connection/Extension Permit from the Massachusetts Department of Environmental Protection (MassDEP), and approval from the Massachusetts water Resources Authority (MWRA) and the Boston Water and Sewer Commission (BWSC) for water supply. The project must obtain a Cooperation Agreement with the MBTA and a long-term ground and air rights lease from the MTA. A National Pollutant Discharge Elimination System (NPDES) Construction General Permit from the U.S. Environmental Protection Agency will be required. The project will also require approval from the Federal Aviation Administration (FAA) related to potential height restrictions. Finally, the project must obtain a variety of approvals from the City

of Boston, including but not limited to, Article 80 Large Project Review from the Boston Redevelopment Authority (BRA).

Because the proponent is seeking a land transfer (in the form of leased air rights and ground rights), MEPA jurisdiction extends to those aspects of the project within the area subject to the land transfer that are likely, directly or indirectly, to cause damage to the environment. In this instance, pursuant to 301 CMR 11.01(2)3, MEPA subject matter jurisdiction is functionally equivalent to full scope jurisdiction.

Joint MEPA/BRA Review

The proponent has filed separate Project Notification Form (PNF) with the BRA and ENF with MEPA. The project is being reviewed by the BRA pursuant to a Memorandum of Understanding (MOU) between the MTA and the City of Boston, acting by and through the BRA, dated June 1, 1997. The proponent may, if they so choose, file a joint Project Impact Report (PIR) and EIR with both the BRA and MEPA, responding collectively to the separate scopes issued by each agency. However, if the proponent wishes to prepare separate documents to respond to each scope independently, they may do so as well.

SCOPE

General

The DEIR should follow Section 11.07 of the MEPA regulations for outline and content, as modified by this scope. If a joint PIR/EIR will be filed, the format of the DEIR can be largely determined by the requirements of Article 80, the applicable MOU, and the scope issued by the BRA. The DEIR should include a copy of this Certificate.

Project Description and Permitting

The DEIR should include a detailed description of the proposed project and characterization of the existing environment in compliance with 301 CMR 11.07(6)(e) and (g). The DEIR should clarify existing site control and ownership and clarify the types of land transfers or easements that will be necessary to achieve the project's vision. The DEIR should provide a brief description and analysis of applicable statutory and regulatory standards and requirements, and a description of how the project will meet those standards. The DEIR should include a list of required permits and approvals and provide an update on the status of each permit and/or approval.

Alternatives

The DEIR should analyze the following alternatives:

A No-Build Alternative;
An Alternative that maximizes consistency with smart growth principles by

integrating public transportation and alternative traffic management measures and limiting the provision and use of public parking;
- An Alternative that maximizes consistency with smart growth principles by integrating public transportation and alternative traffic management measures and eliminating the 700 space parking garage; and
- A Preferred Alternative.

I have received comments concerning the placement of a public garage within a project that has presented itself as a smart-growth development with excellent connections to various modes of public transportation. Concerns have been expressed that a large public parking garage may negate the benefits of improved public transportation access to the area and may exacerbate existing failing traffic conditions along area roads and intersections. The alternatives analysis should evaluate an alternative that maximizes the integration of transit and other traffic demand management measures, reduces public parking demand and mitigates project-related greenhouse gas emissions. Analysis of this alternative should examine ways to minimize the need to drive and park in the area. Pricing policies and shuttle bus service to remote parking should be explored, particularly for Fenway Park events, as discussed below. The mix of uses and the times of peak parking demand should also be examined in an evaluation of shared parking, both on-site and in the surrounding area.

It is possible that subsequent to the completion of the alternatives analysis, that the Preferred Alternative will be modified in comparison to that presented in the ENF. Given the history of the project and the work of the CAC, the Preferred Alternative appears to have evolved over time, with a variety of building locations and alternative massing. The alternatives analysis should present and provide summary analysis of previous conceptual design plans to support the proponent's conclusion that the Preferred Alternative avoids, minimizes, and mitigates damage to the environment. The DEIR should identify the impacts for each of the alternatives on traffic, parking, water usage and wastewater generation, in a tabular format. This table, along with a supporting narrative and conceptual site plans, should provide a comparative analysis that clearly shows the differences between the environmental impacts associated with each of the alternatives.

Transportation

The project is estimated to generate 5,380 new vehicle traffic trips per day, for a total number of 6,370 traffic trips to the project site. The project will provide access points to Beacon Street, Brookline Avenue, and Maitland Street. The ENF included a traffic study, prepared utilizing a Boston Transportation Department (BTD) model for the Fenway/Longwood/Kenmore Area and applied appropriate mode splits according to BTD guidelines. Additionally, the mode splits and trip generation rates included in the ENF did not include the anticipated upgrades to the Yawkey commuter rail station.

The DEIR should include the traffic study that is required by the BRA and the BTD. I am there adopting the Traffic Study Scope that will be contained in the BTD scoping determination on the PIR as a required scope element of the DEIR. The proponent will execute a

Transportation Access Plan Agreement with the BTD to address traffic mitigation and TDM measures. The DEIR should incorporate these traffic mitigation and TDM measures.

As the project relies on multi-modal transportation to and from the site, the DEIR should discuss how the project will impact ridership on the nearby Framingham/Worcester commuter rail line, the Green Line or bus routes, with consideration for existing mode capacities. The DEIR should demonstrate that the project will not preclude the implementation of the future phase of the Urban Ring project proposed by the MBTA. The DEIR should address the project's compliance (if applicable) with the Massachusetts Idling Regulation (310 CMR 7.11) and the Massachusetts Rideshare Regulation (310 CMR 7.16).

Since the project is located adjacent to Fenway Park, it is clear that additional traffic management measures will need to be established to safely direct vehicular and pedestrian traffic during events. The DEIR should include a traffic management plan that focuses on how traffic will be managed entering and existing the proposed parking areas, traffic flow through intersections, and limiting pedestrian/vehicle conflicts during Fenway Park events and on a regular basis on non-event days. This management plan should also address impact to area MBTA bus routes and their ability to adequately service their routes in a reliable manner during Fenway Park events.

The DEIR should commit to traffic mitigation measures to offset the anticipated increase in vehicle trips and pedestrian trips associated with the project. The DEIR should include design plans at a reasonable scale for intersection or other traffic related improvements. Additionally, since portions of the site traffic will be mitigated by improvements to other intersections that may be underway or proposed by others (i.e. Kenmore Square), the DEIR should address how these improvements will further mitigate the project's impacts. As part of the DEIR, the proponent should outline how these other traffic improvement projects being undertaken by others will correspond with the Parcel 7 Air Rights phasing and how delays in improvements may impact estimated traffic volumes and intersection function from the Parcel 7 Air Rights project. Finally, the DEIR should identify which roads will be reconfigured, discontinued, extended, or traffic patterns altered to accommodate the changes in traffic flow and project layout.

Parking

The Preferred Alternative presented in the ENF provides 660 parking spaces for the commercial, retail and residential uses. The DEIR should confirm that these parking ratios are in accordance with applicable zoning and design guidelines. Additional parking, in the form of 700 public spaces within an above ground parking garage (an additional 80 spaces will be private spaces in association with the mixed-uses on-site), has also been proposed as part of the project. The proponent has identified this use as a response to the anticipated future loss of existing parking within the Fenway/Kenmore area due to future redevelopment.

The project will result in the loss of the 240 existing parking spaces currently occupying portions of the project site within surface parking lots. Additionally, the proponent has identified approximately 380 additional parking spaces within the Fenway/Kenmore area that have been

lost to recent development. The ENF also included a parking analysis that estimated a loss of upwards of 2,400 parking spaces between 2007 and 2017 based upon a redevelopment scenario in the Fenway/Kenmore Area in accordance with new zoning regulations and design guidelines.

As discussed above, the DEIR should provide additional information regarding parking demand, potential loss of parking, the concentration of public parking on the project site. The DEIR should address how the number of public parking spaces provided as part of the project was determined based on existing and proposed parking demand within the Fenway/Kenmore area.

Yawkey Station

Yawkey Station is a limited stop station along the Worcester/Framingham line of the MBTA commuter rail. The station provides passenger rail service on the 81 Red Sox home game days each year, as well as weekday commuter service stops on 18 of the 41 daily train runs along the Worcester/Framingham line. According to the MBTA comment letter, the existing single platform station has access to only one of the two adjacent tracks, a configuration that constrains full service at the location. The platform currently fails to meet MBTA standards, and existing ADA accessibility at the station is considered inadequate to fully address long-term needs.

The MBTA comment letter noted that in 2006, the State Legislature enacted an Economic Stimulus package that included $55 million in funding for roadway and transit improvements. Among the funding items was $12 million specifically allocated to upgrading Yawkey Station; these funds were rolled over into bond authorization in the 2007 Immediate Needs Transportation legislation.

The DEIR should discuss the proposed MBTA improvements to Yawkey Station and commuter rail service, how improvements will be accommodated or enhanced by the proposed Parcel 7 Air Rights project, and demonstrate that the project will not limit the ability of the Yawkey Station improvements to avoid, minimize or mitigate potential environmental impact. The ENF has described the upgraded Yawkey Station as a multi-modal transportation center. The DEIR should describe in detail the various transportation modes that will be incorporated into the station, how they will function together, and how the proposed project will benefit from access to Yawkey Station.

The DEIR should identify the location and include design plans of the proposed shuttle drop-off area and bus berthing area, discuss how shuttle and bus operations associated with the MBTA, LMA or other entities will function during and after the construction period, and address opportunities to consolidate bus route and shuttle routes to take full advantage of the Yawkey Station multi-modal center and reduce area traffic trips.

Pedestrian/Bicycle Circulation

The ENF has outlined a series of pedestrian and bicycle improvements on-site to facilitate use of less intensive modes of transportation. The DEIR should expand upon the

information presented in the ENF to demonstrate a clear commitment to promotion of pedestrian access throughout the project site and the ability to accommodate bicycle uses. The DEIR should provide a comprehensive pedestrian plan depicting how the on-site improvements will connect to existing pedestrian corridors, T stations or bus stops, and other nearby destinations (such as Fenway Park, Landsdowne entertainment area, Boston University). The plan should evaluate changes to pedestrian traffic and flow, including during events at Fenway Park, and potential conflict with new traffic patterns. The DEIR should address how grade changes within the project site will be modified to allow for full accessibility within and across the site. Bicycle lanes, bicycle storage racks, or other associated amenities should be identified within the project area. Finally, the DEIR should demonstrate that the proposed multi-use pathway from Fenway station to Kenmore Square can be accommodated by the project's proposed improvements.

Air Quality

The project triggers MassDEP's review threshold requiring the project proponent to conduct an air quality mesoscale analysis comparing the Build and No-Build conditions. The proponent should consult with MassDEP regarding modeling protocol prior to conducting this analysis. The current emission model, MOBILE 6.2 should be used for this effort. The mesoscale analysis should be conducted in accordance with guidance found in the MassDEP comment letter.

The purpose of the mesoscale analysis is to determine whether and to what extent the proposed project will increase the amount of volatile organic compounds (VOCs) and nitrogen oxides (NOx) in the project area. The mesoscale analysis will also be used to determine if the project will be consistent with the Massachusetts State Implementation Plan (SIP). Emission increases due to the project must be mitigated and any subsequent environmental impact analysis should include the project proponent's commitment to implement said mitigation measures. MassDEP has recommended a variety of Transportation Demand Management (TDM) measures for consideration on-site, as the project is ideally suited for alternative transportation methods.

The proposed project also requires the creation of a short (approximately 600 feet) tunnel section over the Mass Turnpike; however the ENF has not confirmed the need for tunnel ventilation. MassDEP has indicated that they will work with the MTA on the matter of tunnel ventilation before issuing a final determination whether the project is subject to the tunnel ventilation system regulation at 310 CMR 7.38. The DEIR should address the matter of tunnel ventilation and summarize guidance provided by the MTA or DEP regarding permitting requirements, or supporting data clarifying the potential need for tunnel ventilation. If ventilation is needed, the DEIR should address how the project will comply with applicable permitting requirements and regulations, as well as outline how ventilation equipment can be accommodated on-site with minimal conflict to site usage.

I encourage the proponent to voluntarily address the EEA Greenhouse Gas Policy.[1]

[1] Projects are subject to the Policy if an EIR is required and the project falls into one of four categories, the first and second of which being that the commonwealth or a state agency is either the proponent or is providing financial assistance. EEA's intent is to require analysis of greenhouse gas emissions in those instances where MEPA has full

Stormwater

The DEIR should evaluate stormwater runoff impacts during both the construction and post-construction periods. The proponent must demonstrate that source controls, pollution prevention measures, erosion and sediment controls, and the post-development drainage system will be designed in compliance with the MassDEP Stormwater Management regulations. The DEIR should also explain how water quality and quantity impacts will be controlled in compliance with the MassDEP Stormwater Management Policy (SMP), City of Boston requirements, and Boston Water and Sewer Commission (BWSC) stormwater requirements. The DEIR should include stormwater calculations, stormwater system design plans at a readable scale, best management practice (BMP) designs, and additional supporting data to demonstrate conformance with the SMP.

Water and Wastewater

Water Supply

According to information provided in the ENF, water demand associated with the project is estimated at 104,463 gpd. Domestic water demand is based on estimated sewage generation with an added factor of ten percent for consumption, system losses, and other use. Based upon generation rates from MassDEP regulations, the project will require approximately 94,966 gpd of water. In addition, 9,497 gpd will be required as "make-up" water for operation of the buildings' cooling systems. If additional water supply will be necessary for landscaping, the DEIR should quantify the estimated demand. The DEIR should clarify the location of existing water mains and the approximate connection location from the project to existing infrastructure. The DEIR should discuss project permitting requirements related to water connection and use, as well as outline potential measures to be taken to reduce water consumption within the building, including those in association with the landscaped public open spaces.

Wastewater

The project will generate approximately 86,333 gpd of wastewater. The proponent has indicated that the project will require a Sewer Connection/Extension Permit from MassDEP. According to the ENF, wastewater will discharge to the BWSC system that ultimately flows to the Deer Island Treatment Facility. The proponent must obtain all required permits from the BWSC and MWRA that will regulate the flow and constituents of the wastewater discharge. The DEIR should clarify the location of existing sewer mains and the approximate connection location from the project to existing infrastructure. In addition to a general response to comments, the proponent should provide a detailed response to the comment letter dated February 12, 2008 submitted by MassDEP with regard to infiltration/inflow (I/I) in the system

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scope jurisdiction (or, as here, the functional equivalent of full scope jurisdiction). EEA will publish a clarification of the applicability of the Policy in a forthcoming Environmental Monitor. This project is not subject to the Policy.

and I/I removal requirements, and I hereby incorporate by reference the additional requests for information contained in the that letter as part of the scope in the DEIR.

The MWRA has indicated its comment letter that since the project area has access to a storm drain and is not located in a combined sewer area, discharge of groundwater and stormwater to the sanitary sewer system associated with the project is prohibited. The project must also ensure that groundwater and stormwater collecting in the newly covered portions of the Mass Turnpike is not discharged to the sanitary sewer system. Finally, if tunnel washing is necessary for the newly covered portions of the Mass Turnpike, separate piping systems must be constructed for the tunnel washing wastewater and the groundwater and stormwater discharges. The DEIR should demonstrate that compliance with these requirements can be achieved.

Groundwater

The DEIR should outline measures to be taken during the project design and construction period to maintain groundwater levels in the area and limit displacement of groundwater. The BWSC comment letter has noted that the project lies within the BRA's Groundwater Conservation Overlay District. Projects within this area must promote the infiltration of rainwater into the ground with an infiltration system and the design must be capable of capturing one inch of rain across the existing impervious area. The DEIR should confirm the project's location within the Groundwater Conservation Overlay District and demonstrate that the project can be designed in accordance with the design requirements set forth by the City of Boston. The DEIR should provide information regarding the engineering, design, and function of the underground portions of structures.

Historical Resources

The Massachusetts Historical Commission (MHC) has submitted comments on the ENF requesting additional information on the potential impacts to nearby historical resources. According to the MHC, the project site is within proximity to the nationally significant Fenway Park complex which includes what is known as the Smith (or Jeano) Building (fronting Brookline Avenue) and Fenway Park. The MHC has noted that these two structures meet the criteria for listing in the National Register of Historic Places (36 CFR 60). The project site is also within proximity to the former Sears and Roebuck Complex, now known as Landmark Center, and listed in the State and National Registers of Historic Places. Furthermore, the project site is within proximity to the Back Bay Historic District and the Bay State Road Historic District, which are both compilations of a multitude of historic buildings, the former of which is listed in the State and National Registers of Historic Places, and the latter of which is a local historic district listed in the State Register of Historic Places. Additional properties listed in MHC's Inventory of Historic and Archaeological Assets of the Commonwealth surround the project as well.

The DEIR should include a map of the historic properties included in MHC's Inventory of Historic and Archaeological Assets of the Commonwealth and listed in the State and National

Registers of Historic Places in relation to construction activities. While not subject to MEPA jurisdiction, I expect that as part of the Article 80 review process with the BRA, the proponent will address those issues raised by the MHC with regard to potential wind, shadow and visual impacts of the project.

Construction Period Impacts

Given the size, scale and complexity of the project, it is likely that the project will be constructed in phases. The DEIR should outline a construction sequencing plan, including a timeline and associated staging areas for each phase. The phasing plan should clarify if and how existing on-site uses (such as parking for the LMA, shuttle and bus services, or Yawkey Commuter Rail Station operations) will continue to function on an active construction site. Such plans should give consideration to the multi-modal use of the site, with particular consideration to pedestrian uses. The DEIR should clarify during what phase of construction certain uses (i.e. parking) may be temporarily or permanently removed from the project site, and how such impact (particularly LMA parking) will be mitigated. Additionally, the DEIR should address how impact to the Mass Turnpike will be avoided, minimized, or mitigated during the construction period. If special requirements will be necessary to mitigate construction period impacts during activities at Fenway Park, the DEIR should discuss these measures as well.

The DEIR should discuss potential excavation and construction period impacts (including but not limited to noise, vibration, dust, and traffic flow disruptions) and analyze and outline feasible measures that can be implemented to eliminate or minimize these impacts. The proponent must comply with MassDEP's Solid Waste and Air Quality Control regulations during construction. I encourage the proponent to incorporate construction waste recycling activities as a sustainable measure for the project. The proponent should consult with MassDEP for appropriate standards and guidelines for managing construction waste.

I encourage the proponent to mitigate the construction period impacts of diesel emissions to the maximum extent feasible. This mitigation may be achieved through participation in the MassDEP Diesel Retrofit Program. The proponent should work with MassDEP staff to implement construction-period diesel emission mitigation, which could include the installation of after-engine emission controls such as oxidation catalysts or diesel particulate filters. MassDEP has recommended that the proponent use ultra low sulfur diesel (ULSD) fuel in off-road engines. If the proponent intends to participate in these initiatives, a commitment should be outlined in the DEIR.

Mitigation

The DEIR should include a separate chapter summarizing proposed mitigation measures. This chapter should also include draft Section 61 Findings for each state agency that will issue permits for the project. The draft Section 61 Findings should contain clear commitments to implement mitigation measures, estimate the individual costs of each proposed measure, identify the parties responsible for implementation, and contain a schedule for implementation.

Comments/Circulation

The DEIR should contain a copy of this Certificate and a copy of each comment letter received. In order to ensure that the issues raised by commenters are addressed, the DEIR should include a response to comments. This directive is not intended to, shall not be construed to, enlarge the scope of the DEIR beyond what has been expressly identified in this certificate.

The proponent should circulate the DEIR to those parties who commented on the ENF, to any state agencies from which the proponent will seek permits or approvals, and to any parties specified in section 11.16 of the MEPA regulations. A copy of the DEIR should be made available for review at the local branch of the Boston Public Library.

February 22, 2008
Date

Ian A. Bowles

Comments received:

2/11/2008	Boston Groundwater Trust
2/11/2008	Fenway Civic Association
2/12/2008	WalkBoston
2/12/2008	Massachusetts Department of Environmental Protection – NERO
2/12/2008	Massachusetts Water Resources Authority
2/12/2008	Massachusetts Historical Commission
2/13/2008	Massachusetts Bay Transportation Authority
2/15/2008	Massachusetts Area Planning Council
2/19/2008	Don Law
2/19/2008	Boston Water and Sewer Commission
2/21/2008	City of Boston Environment Department

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