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May 9, 2008

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

PROJECT NAME: Proposed Retail Development, Route 20
PROJECT MUNICIPALITY: Charlton
PROJECT WATERSHED: French & Quinebaug
EOEA NUMBER: 14216
PROJECT PROPONENT: Konover Development Corporation
DATE NOTICED IN MONITOR: April 9, 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 an Environmental Impact Report (EIR).

Project Description

As described in the Environmental Notification Form (ENF), the project consists of a proposed retail development along Route 20 (Worcester Road) in Charlton, MA. The project will result in the development of an approximately 97 acre parcel located on the north site of Route 20 and west of Center Depot Road (the "north parcel") and an approximately 23 acre parcel located south of Route 20 and west of North Main Street (the "south parcel").

The majority of the project site currently consists of wooded areas and former agricultural fields which have not been actively cultivated for approximately 20 years. One residence is currently located on the north parcel, and five residences are currently located on the south parcel. An existing, inactive standpipe water tank is also located on the north parcel. The project site is served by public water, sewer and electric utilities and is currently zoned for Community-Business (CB) use.

The project will consist of a commercial retail center that includes the construction of 17 retail stores on the north and south parcels. The Proponent envisions that the development will consist of approximately 700,000 square feet (sf) of commercial retail space, including a mix of retail stores, banks and restaurants, in addition to associated driveways, parking areas and other infrastructure. At the MEPA site visit held for the project on April 17, 2008, the Proponent indicated that the project may include a home improvement store, a supermarket, and/or a movie theater. Up to 14 retail stores, ranging in size from approximately 2,900 to 154,440 sf are proposed for the north parcel. The proposed development for the south parcel includes an approximately 133,575 sf retail store and an approximately 5,500 sf restaurant. The project will be developed in three phases. The first two phases will consist of development of the north parcel, while the south parcel will be developed in the third phase.

Jurisdiction and Permitting

The project is undergoing review and requires the preparation of an EIR pursuant to the following sections of the MEPA regulations: 301 CMR 11.03(1)(a)(1) because it will result in the direct alteration of more than 50 acres of land; 301 CMR 11.03(1)(a)(2) because it will result in the creation of more than 10 acres of new impervious surface; 301 CMR 11.03(6)(a)(6) because it will result in the generation of more than 3,000 new average daily trips (adt); and 301 CMR 11.03(6)(a)(7) because it will require the construction of more than 1,000 new parking spaces.

The project requires the following permits and/or review: a National Pollutant Discharge and Elimination System (NPDES) Construction General Permit from the U.S. Environmental Protection Agency (EPA); a Sewer Connection Compliance Certification from the Department of Environmental Protection (MassDEP); an Access Permit from the Massachusetts Highway Department (MassHighway); Site Plan Review from the Charlton Planning Board; and an Order of Conditions from the Charlton Conservation Commission. The project also requires the preparation of a mesoscale air quality analysis and is subject to the MEPA Greenhouse Gas Policy.

Because the Proponent is not seeking financial assistance from the Commonwealth for the project, MEPA jurisdiction extends to those aspects of the project that may cause significant Damage to the Environment and that are within the subject matter of required or potentially required state permits. In this case, MEPA jurisdiction extends to land alteration, stormwater, wetlands, and transportation.

SCOPE

General

As modified by this Certificate, the Proponent should prepare the Draft EIR (DEIR) in accordance with the general guidelines for outline and content found in Section 11.07 of the

MEPA regulations. The DEIR should include an existing conditions plan delineating resources and abutting land uses for the entire project area and a proposed conditions plan (or plans) that include all proposed structures. Plans should be provided at a reasonable scale (e.g. 40 or 60 scale). The DEIR should identify and describe any project phasing.

The DEIR should include a copy of this Certificate and of each comment 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, and 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 in accordance with Section 11.01(1) of the MEPA regulations; to those who commented on the ENF; to municipal officials in the Town of Charlton; and to any state and federal agencies from which the Proponent will potentially seek permits or approvals. In addition, copies of the DEIR should be made available at the Charlton public library.

Permitting and Consistency

The DEIR should include a brief description of each state permit or agency action required or potentially required, and should demonstrate that the project will meet applicable performance standards. The DEIR should contain sufficient information to allow the permitting agencies to understand the environmental consequences of their official actions related to the project.

The Proponent should clarify whether a Distribution System Modification Permit (BRP WS 32 or 33) will be required from MassDEP. If so, the DEIR should respond to MassDEP's comments on the ENF regarding water supply for the project. If municipal water is not available for the project, the Proponent should discuss how it will supply potable, fire protection and irrigation water to the project, and should outline how the project would comply with the Massachusetts Drinking Water Program regulations at 310 CMR 22.00.

In accordance with Executive Order No. 385, "Planning for Growth" and Section 11.03 (3)(a) of the MEPA regulations, the DEIR should discuss the consistency of the project with local and regional growth management and open space plans. The DEIR should also discuss the consistency of project design with any applicable state policies, including the Commonwealth's Sustainable Development Principles. The Proponent should also provide an update on the local permitting process for the project.

In response to concerns raised at the MEPA site visit for the project and in comments submitted by the Charlton Planning Board, I encourage the Proponent to provide a discussion of potential noise impacts and mitigation in the DEIR.

Alternatives

The DEIR should evaluate site design alternatives and measures that avoid, minimize or

mitigate the environmental impacts associated with impervious surface, stormwater, wetlands and traffic to the maximum extent feasible. In addition to the No-Build Alternative and the Preferred Alternative, the Proponent should consider the following:

- The Proponent proposes to construct approximately 2,937 surface parking spaces for the project. The DEIR should explain how the number of parking spaces needed was determined. If the parking supply is greater than the amount required under local zoning, the DEIR should explain why, and should examine the feasibility of an alternative with fewer spaces. Parking demand management should be a key component of the overall mitigation analysis.
- The project will be required to comply with MassDEP's recently revised Stormwater Management Standards (January 2008). Pursuant to the revised stormwater regulations, the Proponent must consider environmentally sensitive site design and LID development techniques to manage stormwater. The DEIR should include an analysis of opportunities for recharge of runoff from impervious areas both from rooftops and other areas; improved source control of runoff throughout the site; and better control of pollutants of concern (especially sediments, nutrients, metals and petroleum-based pollutants). The Proponent should examine the use of porous pavement in lower use parking areas, as well as the creation of rain gardens in parking lot islands and at lot edges for stormwater management and infiltration.
- Comments from the Executive Office of Transportation (EOT) indicate that a proposed signalized main access to both sites from Route 20 may not be possible. As outlined in more detail in this Certificate below, the Proponent should consult with EOT on this matter and if necessary provide an alternative in the DEIR in which site access is provided via Center Depot Road and North Main Street.
- The project is anticipated to result in impacts to 4,120 sf of BVW associated with the construction of the access driveway from Route 20 to the south parcel. The Proponent should examine alternative site layouts and measures to reduce wetland impacts.

For each alternative, the DEIR should quantify the amount of land altered, the amount of earth work involved in meeting final grades, the amount of impervious surfaces created and any wetland impacts. The DEIR should explain any trade-offs inherent in the alternatives analysis, such as increased impacts on some resources to avoid impacts to other resources.

Land Alteration/Drainage

According to the ENF, the project's stormwater management system will feature a combination of traditional and Low Impact Development (LID) stormwater Best Management Practices (BMPs) including below-ground detention, underground infiltration, stormwater basins and hydrodynamic separators. The DEIR should include a detailed drainage plan and outline of the stormwater management system that identifies stormwater discharge points, and describes any drainage impacts associated with required off-site roadway improvements. The DEIR should provide drainage calculations, pre- and post-construction run off rates and a detailed description of BMPs.

Details concerning the assumptions used in designing the stormwater system and

sufficient information to demonstrate that the system meets the requirements of MassDEP's revised Stormwater Management Standards (January 2008) should be included in the DEIR. The proposed stormwater management plan should feature decentralized systems that involve the placement of a number of small treatment and infiltration devices located close to the various impervious surfaces that generate stormwater runoff in place of a centralized system comprised of closed pipes that direct all the drainage from the entire site into one large dry detention basin.

The DEIR should also describe the operations and maintenance program for the drainage system to ensure its effectiveness including a schedule for maintenance and identification of responsible parties. The maintenance program should outline the actual maintenance operations, sweeping schedule, snow removal and de-icing policies, responsible parties, and back-up systems.

Wetlands

Wetlands on the project site include Bordering Vegetated Wetlands (BVW) on the north and south parcels. The total acreage of BVW on the project site is approximately 12 acres. An area of isolated land subject to flooding (approximately 0.44 acres) is located on the eastern portion of the south parcel. The Charlton Conservation Commission has issued an Order of Resource Area Delineation (ORAD), which verified the wetland resource area boundaries at the site.

The development of the north parcel will not result in any direct impacts to wetland resources, however some construction activities are proposed within the 100-foot buffer zone to resource areas. The project is anticipated to result in impacts to 4,120 sf of BVW associated with the construction of the access driveway from Route 20 to the south parcel. In the DEIR, the Proponent should examine measures to avoid or minimize impacts associated with the access drive through the use of a raised crossing, retaining walls or other modifications.

The Proponent should submit plans with the DEIR that clearly delineate wetlands on the project site. The DEIR should quantify the project's estimated impact on each resource area. It should describe the nature of all likely impacts that cannot be avoided, including crossings, grading, overstory clearing and construction-related disturbances and whether they are temporary or permanent in nature. The Proponent should explain how the project would comply with the performance standards in the wetlands regulations and demonstrate that the alteration of resource areas has been avoided and minimized.

The Proponent states in the ENF that BVW impacts on the south parcel will be mitigated through the creation of an on-site wetland replication area. The Proponent should identify the proposed site for wetland replication. Typically, MassDEP recommends wetlands replication at a ratio of 2:1. A detailed wetlands replication plan should be provided which, at a minimum, should include: replication location(s); elevations; typical cross sections; test pits or soil boring logs; groundwater elevations; the hydrology of areas to be altered and replicated; list of wetlands plant species of areas to be altered and the proposed wetland replication species; planned construction sequence; and a discussion of the required performance standards and long-term

monitoring.

Transportation

The project is anticipated to generate 28,141 new adt on a weekday and 37,346 adt on a Saturday. The Proponent submitted a traffic impact and access study (TIAS) with the ENF. The DEIR should include an updated TIAS prepared in conformance with the Executive Office of Energy and Environmental Affairs/Executive Office of Transportation (EEA/EOT) Guidelines for EIR/EIS Traffic Impact Assessments. As outlined in comments from EOT, the scope of the traffic study should be expanded to include the following state highway locations:

- The Route 20/Route 169 intersection;
- The Route 20/Stafford Street/Carpenter Hill Road intersection;
- The Route 20/Carroll Hill Road/Old Worcester Road intersection; and,
- The Route 20/Richardson Corner Road/Oxbow Road intersection.

The DEIR should present capacity analyses and a summary of average and 95th percentile vehicle queues for each intersection within the study area. The Proponent should clarify the assumption in the TIAS that the average annual daily traffic volume on Route 20 decreased in the period between 2001 and 2004.

Site access will be provided by three driveways for the north site and two driveways for the south site. The main driveway for the north and south sites is proposed to be located on Route 20 at a new signalized intersection, approximately 1,000 feet west of the signalized intersection at Center Depot Road. A minor site access for the north parcel will also be developed off Center Depot Road/North Main Street to accommodate customer traffic oriented to and from the north and south and to reduce traffic impacts to Route 20. This driveway will be stop sign controlled, providing right and left turning lanes. The proposed third driveway for the north site will be located on Route 20, approximately 500 feet west of Center Depot Road and North Main Street. This driveway will only allow right turns to and from Route 20 westbound. The proposed second driveway for the south site will be located on North Main Street, approximately 350 feet south of the intersection with Route 20. This driveway will be stop sign controlled, providing exclusive right and left turning lanes.

The TIAS submitted with the ENF indicates that all study area intersections are expected to operate at Level of Service (LOS) C or better in the Build condition with the exception of the intersection of Route 20 at North Main Street/Center Depot Road and the intersection of North Main Street at Route 31. The Proponent has proposed the following improvements to mitigate project-generated traffic:

- Construct a new signal at the proposed main site driveway;
- Widen Route 20 to provide eastbound and westbound right turn lanes at the site driveway intersection. A single westbound and double eastbound left turn is also proposed at this intersection;
- Construct all three site driveways to provide two exiting lanes;

- Construct channelized right turn lanes on the northbound and southbound site driveway approaches to Route 20;
- Widen Center Depot Road to provide an exclusive northbound left turn storage lane at the proposed northeast site driveway;
- Widen Center Depot road at the intersection with Route 20 to provide a second southbound left turn lane;
- Widen North Main Street to provide an exclusive northbound right turn lane;
- Modify signal timing and phasing at the intersection of Route 20 at North Main Street and Center Depot Road to provide protected northbound and southbound left turn phases; and,
- Conduct signal warrant analyses for the intersection of North Main Street at Route 31 and Old Worcester Road.

In its comments on the ENF, EOT has stated that it cannot support a traffic signal at the proposed main site driveway because access to the north side of the development can be provided from Center Depot Road and access to the south parcel can be provided from North Main Street. The Proponent should consult with EOT and MassHighway District 3 regarding access to the site in advance of submitting the DEIR. If the Proponent is unable to provide a signalized access to both sites from Route 20 as proposed in the ENF, the DEIR should present a revised site layout with the primary access points on Center Depot Road and North Main Street. The Proponent should outline any additional local approvals that would be required for the revised site plan. The TIAS should be updated to reflect the different access and exit movements at the site and the Proponent should outline necessary mitigation at the Route 20/Center Depot Road/North Main Street intersection to accommodate the site traffic.

The DEIR should include conceptual plans for the proposed roadway improvements that should be of sufficient detail to verify the feasibility of constructing such improvements. The conceptual plans should clearly show proposed lane widths and offsets, layout lines and jurisdictions, and the land uses (including access drives) adjacent to areas where improvement are proposed. Any mitigation within the state highway layout must conform to MassHighway standards, including but not limited to, provisions for lane, median and shoulder widths, and bicycle lanes and sidewalks.

Pedestrian, Bicycle and Transit Connections

As outlined in the ENF, the local and state roadways in the vicinity of the project site do not provide any pedestrian or bicycle transportation facilities. The Proponent should outline in the DEIR what pedestrian and bicycle accommodations will be provided at the project. The Proponent should commit to providing pedestrian signal and sidewalk facilities as appropriate to facilitate pedestrian connections within and between the two adjacent project parcels.

The Town of Charlton is currently not served by public transit service. The Proponent should work with the Worcester Regional Transit Authority (WRTA) or other private shuttle service providers to expand transit linkage between the project site and Worcester or other viable population centers within the region. The project should include transit friendly design features to accommodate possible future public transportation expansion.

Transportation Demand Management

The DEIR should include a comprehensive Transportation Demand Management (TDM) program that investigates all feasible measures aimed at reducing site trip generation. The TDM program should identify measures and incentives to encourage the use of alternative modes such as transit, walking, and bicycling. The TDM plan should include specific measures that have been successful in reducing trip generation for retail establishments. The Proponent should note suggested measures outlined by MassDEP in their comments. The Proponent should provide clear commitment to implement and continuously fund any evaluated TDM measures deemed feasible to sustain and/or increase mode usage over time to ensure a balanced and functional transportation system along the corridor. The DEIR should also discuss whether the project will require compliance with MassDEP's Ridesharing Regulation (310 CMR 7.16).

Air Quality

The projected vehicle trips from the project triggers MassDEP's requirement that the proponent conduct an air quality mesoscale analysis to determine if the proposed project will increase the amount of volatile organic compounds (VOCs) and nitrogen oxides (NOx) in the project area and to assess the project's consistency with the Massachusetts State Implementation Plan (SIP). The Proponent should consult with MassDEP regarding modeling protocol prior to conducting the analysis. If the analysis indicates an increase in VOC and NOx emissions, the Proponent must develop mitigation measures to offset the increase. The results of the analysis and a description of any required mitigation should be submitted with the DEIR. The DEIR should also address DEP's comments related to idling, delivery restrictions, and construction period air quality.

Greenhouse Gas Policy

The project is subject to EEA's Greenhouse Gas (GHG) Emissions Policy and Protocol, and the DEIR must demonstrate consistency with the analysis and mitigation provisions therein. The Policy is available at <http://www.mass.gov/envir/mepa/pdfFiles/misc/GHG%20Policy%20FINAL.pdf>.

The Proponent should calculate GHG emissions from both mobile sources and direct and indirect stationary sources. The Proponent should compare GHG emissions associated with: 1) a code-compliant baseline (the sum of direct emissions from stationary sources and indirect emissions from energy consumption and transportation); 2) the preferred alternative (the sum of direct emissions from stationary sources, indirect emissions from energy consumption, and transportation for the project as proposed in the ENF); and 3) project alternatives with greater GHG emissions-related mitigation than the preferred alternative. The Proponent should note that it is required to quantify mitigation benefits.

The Appendix to the Policy contains a partial, non-exhaustive list of measures to reduce GHG emissions. MassDEP has also provided an extensive list of possible GHG-reduction strategies in its comment letter on the ENF. When comparing the preferred alternative to other

alternatives with greater GHG reduction, the Proponent should explain which alternatives were rejected, and the reasons for rejecting them. The Proponent has requested a meeting with the MEPA office to discuss potential GHG reduction measures appropriate to the proposed project. The DEIR should reflect an analysis of mitigation measures discussed at that meeting. The Proponent should evaluate the use of combined heat and power (CHP), solar or geothermal power on site to generate energy for the project.

The Proponent should clarify how the proposed project will function and outline how much of the actual project it will construct and manage, how much will be completed by tenants, and how much control the Proponent will have over what tenants build. The Proponent should clarify in the DEIR the responsible party for specific mitigation measures, how and when mitigation will be implemented, and how the success of mitigation measures will be monitored.

Construction Period Impacts

The DEIR should include a discussion of construction phasing, evaluate potential impacts associated with construction activities and propose feasible measures to avoid or eliminate these impacts. I encourage the Proponent to consider participating in the Massachusetts Diesel Retrofit Program, consisting of an engine retrofit program and/or use of low sulfur fuel to reduce exposure to diesel exhaust fumes and particulate emissions during construction. An overview of the program can be viewed here: <http://www.mass.gov/dep/air/diesel/conretro.pdf>

Mitigation

The DEIR should contain a separate chapter on mitigation measures. It should include a Draft Section 61 Finding for all state permits that includes a clear commitment to mitigation, an estimate of the individual costs of the proposed mitigation, and the identification of the parties responsible for implementing the mitigation. The DEIR should provide a schedule for the implementation of the mitigation, based on the construction phases of the project.

May 9, 2008

Date



Ian A. Bowles

Comments received:

4/16/2008	Arnold Burlingame
4/24/2008	Town of Charlton, Planning Board
4/28/2008	Peter Cutting
4/28/2008	Central Massachusetts Regional Planning Commission
4/29/2008	Executive Office of Transportation

4/30/2008 Department of Environmental Protection, Central Regional Office

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