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August 25, 2006

CERTIFICATE OF THE SECRETARY OF ENVIRONMENTAL AFFAIRS
ON THE
NOTICE OF PROJECT CHANGE

PROJECT NAME : Hillside @ 495 Center
PROJECT MUNICIPALITY : Northborough
PROJECT WATERSHED : Assabet
EOEA NUMBER : 12916
PROJECT PROPONENT : Northborough Land Realty Trust /The Gutierrez
Company
DATE NOTICED IN MONITOR : June 21, 2006

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 continues to require the preparation of Draft and Final Environmental Impact Reports (DEIR, FEIR) as originally required in the Certificate issued on the ENF in February 14, 2003 and revised below. The proponent has requested a second Phase I Waiver in this NPC submittal to allow an additional phase of the project to proceed pending the preparation of a Draft Environmental Impact Report (DEIR) for the project. I have carefully reviewed the NPC and supporting documentation, written comments and comments, and I hereby deny the second Phase I Waiver request. I will not consider another Phase I Waiver Request until the DEIR has been submitted by the proponent, and encourage the proponent to request a second Phase I Waiver as part of its DEIR submittal.

Project History:

In November 2002, the proponent submitted an Environmental Notification Form (ENF) to MEPA proposing the phased (Phase I, II) development of approximately 2,000,000 square feet (sf) of office space in four buildings (Phase II), and a separate 260,000 sf of warehouse building (Phase I), 6,700 parking spaces, and associated infrastructure on a 175 acre-site south of Bartlett Street and east of Lyman Street in Northborough.

As described in the ENF, the Hillside @ 495 Center project will consume approximately 172,040 gallons per day (gpd) of water and will generate approximately 156,400 gpd of wastewater flow. The proponent proposes to discharge the wastewater generated from the Phase I portion of the project (6,400 gpd) to an on-site Title V septic system. The proponent proposes to discharge the wastewater generated from Phase II (150,000 gpd) to the Town of Northborough's municipal sewer collection system for treatment at the City of Marlborough's Westerly Wastewater Treatment Facility.

The project is undergoing review and requires preparation of an EIR pursuant to sections 11.03 (1)(a)(1) and (1)(a)(2) of the MEPA regulations because the project requires state permits and will involve the direct alteration of 50 or more (111.7 acres total) acres of land and the creation of more than 10 acres (91.6 acres total) of new impervious surfaces. The project as currently designed also requires a Groundwater Discharge Permit from DEP, and an Order of Conditions from the Northborough Conservation Commission (and hence a Superseding Order from DEP if the local Order were appealed). I note that although the proposed project will generate more than 3,000 new vehicle trips per day (22,720 total), and provide more than 1,000 new surface parking spaces (6,700 total), it does not appear to require a Highway Access Permit from the Massachusetts Highway Department (MHD), and therefore, does not require the preparation of an EIR pursuant to Sections 11.03 (6)(a)(6), and (6)(a)(7) of the MEPA regulations.

The project also requires a Construction Dewatering Permit, a Fossil Fuel Emission Permit and a Groundwater Discharge Permit from the Department of Environmental Protection (DEP). The project must comply with the National Pollutant Discharge Elimination System (NPDES) General Permit for stormwater discharges from a construction site of over five acres and for a Construction Site Dewatering Discharge Permit from the U.S. Environmental Protection Agency. Using the Institute of Traffic Engineers Trip Generation land use codes 750 for Office Park and 150 for Warehouse/Distribution, the project is estimated to generate a combined total of approximately 22,720 vehicle trips on the average weekday. An air quality mesoscale analysis for ozone will be needed for this project to assess the total volatile organic compounds (VOC) and nitrogen oxides (NOx) emissions associated with all project-related vehicle trips.

Because the proponent is not seeking financial assistance from the Commonwealth for the project, MEPA jurisdiction extends to those aspects of the project within the subject matter of required or potentially required state permits and that have potential to cause significant Damage to the Environment. In this instance, MEPA jurisdiction exists over issues related to land, air quality, stormwater, and wetlands.

Related Developments and Segmentation:

As stated by the proponent during the MEPA scoping session, and described in the supplemental information to the ENF provided by the proponent, the project site, along with four additional contiguous parcels identified as 'Hayes', 'Bartlett', 'Cedar Hill' and 'Devonshire' (approximately 380 acres total), appear to be owned and controlled by the same ownership interests. The anti-segmentation provisions of the MEPA Regulations require the review of the related development parcels, as a "common plan or undertaking". I am therefore requiring preparation of an EIR to discuss the full impacts of the Hillside at 495 project, as well as the potential cumulative infrastructure impacts and site planning issues arising out of the full build-out of the remaining four development parcels (Full-Build scenario) which are held in common ownership by the proponent. Depending upon the status of planning for the associated development parcels, the EIR should function as a "master plan" to guide the layout and development of the land area along the Bartlett Street, Forest Street, Hayes Memorial Drive, and Cedar Hill corridors in a manner that minimizes overall impacts. The proponent may wish to consult further with the MEPA Office on the appropriate scope and timing of further review.

MEPA History:1st Phase I Waiver Request

As part of the November 2002 ENF submittal, the proponent requested a Phase I Waiver to construct the proposed 260,000 sf warehouse facility with 326 surface parking spaces and 26 loading docks on a 25-acre portion of the project site abutting Lyman Street, and thereby allowing its construction to proceed in advance of the preparation of an Environmental Impact report (EIR) for the full build-out of the site. The majority of the Phase I project site has been disturbed by past sand and gravel extraction activities. According to the ENF, the Phase I portion of the project site is located within a designated Area 1 Wellhead Protection Area for the Town of Northborough's Groundwater Protection Overlay District (GPOD), and within a DEP designated Interim Wellhead Protection Area (IWPA). These designations have been established to protect the recharge areas surrounding an existing municipal water supply well site located a short distance to the west of the Phase I site. As originally described in the ENF, work performed in Phase I included construction of a single-story 260,000 sf warehouse and distribution facility, 326 surface parking spaces, 26 loading docks, an on-site septic system, a stormwater management system, and a comprehensive erosion and sedimentation control program. Phase I resulted in the creation of more than 10.0 acres of impervious surface area, and the generation of approximately 1,300 new vehicle trips per day. Phase I work involved construction activities within the 100-foot buffer zone for Bordering Vegetative Wetlands (BVW), but did not impact any wetland resource areas located within the project site. Phase I will required a Groundwater Discharge Permit from DEP, and an Order of Conditions from the Northborough Conservation Commission (and hence a Superseding Order from DEP if the local Order were appealed). The proponent's Phase I Waiver request was granted in a separate MEPA Certificate issued in March 2003.

The Certificate on the Phase I Waiver required the proponent to include in the EIR an Area Traffic Planning Study, prepared in conformance with the EOEAEOTC Guidelines, for the full-build scenario, along with the Area Traffic Planning Study for the Hillside-at-495 project that, according to the ENF, the proponent had voluntarily agreed to complete. The Phase I development was completed in early 2005.

Bartlett @ 495 Center

In July 2005 the proponent submitted an ENF to MEPA proposing the development of a 220,000 sf warehouse/distribution facility, 213 surface parking spaces, and associated utilities and stormwater infrastructure on the 32-acre Bartlett Street development parcel described above located on Bartlett Street in Northborough. The Bartlett Street project involves a take of the Blue-spotted Salamander (*Ambystoma laterale*) and the Four-toed Salamander (*Hemidactylum scutatum*). The Certificate on the ENF (July 22, 2005) for the Bartlett @ 495 Center project required the proponent to submit an NPC to MEPA for the proponent's proposed sewer extension. The Secretary's Certificate also required the proponent to discuss the status of the proponent's master planning process with the MEPA Office prior to filing the DEIR document for the Hillside @ 495 Center project, or any other MEPA filings related to the development of the proponent's land holdings identified in the Full-build scenario described above.

Notice of Project Change:

As described in this NPC, the proponent is now proposing a number of modifications to the Phase II development program for the Hillside @ 495 Center project. Specifically, the proponent proposes to reduce the amount of proposed new office space from 2,000,000 sf to 1,525,000 sf, and to incorporate approximately 116,600 sf of additional warehouse/distribution space. Phase II will include the construction of a total of 1,641,600 sf of new building space consisting of office, research & development space to be located in three separate office buildings, and a separately located warehouse/distribution center building with approximately 4,960 surface parking spaces, and related utilities and stormwater management infrastructure, and associated traffic mitigation roadway improvements. The proposed project change will result in an increase to land alteration (approximately 12,600 sf), and minor decreases to impervious surface area, potable water demand, wastewater flows, parking, and traffic generation.

2nd Phase I Waiver Request

The proponent is also requesting a second Phase I Waiver to construct 91,500 sf (78 percent) of the 116,600 sf warehouse/distribution facility currently proposed as part of the Phase II development program, thereby allowing its construction to proceed in advance of the preparation of an Environmental Impact Report (EIR) for the Hillside @ 495 Center project and the Full-Build scenario.

Section 11.11 of the MEPA regulations provides that the Secretary may waive any provision or requirement of 301 CMR 11.00 not specifically required by MEPA, and may impose appropriate and relevant conditions or restrictions, provided that the Secretary finds 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.

In the case of a partial waiver of a mandatory EIR review threshold that will allow the proponent to proceed with phase one of the project prior to preparing an EIR, the Secretary, at a minimum, must base this finding on a determination that:

- (a) the potential impacts of phase one of the project, taken alone, are insignificant;
- (b) ample and unconstrained infrastructure facilities and services exist to support phase one of the project;
- (c) the project is severable, such that phase one 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 on phase one will contain terms such as a condition or restriction in a permit, contract or other relevant document approving or allowing the agency action, or other evidence satisfactory to the Secretary, 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 have carefully reviewed the proponent's second Phase I Waiver Request and supporting documentation, written comments and comments received at the scoping session.

1. In their comments on the ENF, the Sudbury Valley Trustees (SVT) indicated that the Spotted Turtle (*Clemmys guttata*) was observed within wetlands resource areas associated with the Little Crane Swamp abutting the Hillside @ 495 Center project site. This wetland system is believed to continue within the project site. This NPC/Phase I Waiver request does not contain sufficient information upon which to make a determination that the potential impacts of the proposed second Phase I Waiver construction activities on protected rare and endangered species, taken alone, are insignificant.

According to the comments received from DEP, the ENF and this NPC do not contain sufficient information regarding the potential post development drainage and stormwater impacts to Bartlett Pond to make a determination the potential impacts of the proposed second Phase I Waiver construction activities taken alone, are insignificant. I therefore find that the potential environmental impacts of the project are not insignificant.

2. As described in the NPC, the project's estimated wastewater flows (123,025 gpd) will be served by the City of Marlborough's Westerly Wastewater Treatment Facility through a city sewer connection to be located along Crane Meadow Road.
3. According to comments received from DEP, and others, Marlborough's Westerly Wastewater Treatment Facility may not have sufficient treatment capacity to serve the wastewater flows from the proposed Hillside @ 495 Center project or under the Full-build scenario described above. I find that the proponent's second Phase I Waiver request does not contain sufficient information pertaining to the potential post development wastewater impacts to make a determination that the potential impacts of a portion of the proposed Phase II development program taken alone, are insignificant.

Based on these findings, it is my judgment that the phase one waiver request does not meet the tests established in 301 CMR 11.11, and will not serve to advance the interests of the Massachusetts Environmental Policy Act. Therefore, I do not approve the phase one waiver request. The scope for the DEIR is outlined in detail below.

SCOPE

General:

The DEIR should follow the general guidance for outline and content contained in section 11.07 of the MEPA regulations, as modified by this Certificate. It should address the comments listed at the end of this Certificate to the extent that they are within this scope, and it should include a copy of 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. In addition, the proponent should make a reasonable number of copies of the DEIR available on a first come, first served basis.

Alternatives:

In addition to the No-Build Alternative and the Preferred Alternative for Phase II of the Hillside at 495 Center project, the DEIR should discuss alternative building configurations on the site that might result in fewer impacts, particularly to traffic, parking, stormwater and wetlands. For each alternative, the DEIR should quantify the amount of land altered, the amount of earthwork involved in meeting final grades, and the amount of impervious surfaces created. The DEIR should investigate all feasible methods of avoiding, reducing, or minimizing impacts to land.

The DEIR must also identify the outside envelope of potential impacts, (particularly upon water, wastewater, stormwater and traffic infrastructure capacity) from the Full-Build scenario, defined as follows. The DEIR needs to identify the maximum Build-Out for the future development parcels that could be developed as-of-right under both Northborough's and Marlborough's existing local zoning and wetlands regulations. These additional parcels should be included in the full-build scenario analysis presented in the DEIR. The DEIR should summarize the alternatives already developed for the project site. The analysis should clearly present the alternative curb cuts and entrance/exit configurations at the site, and identify the advantages and disadvantages of the Preferred Alternative. Any project phasing should be identified in the DEIR. What are the construction and completion dates for the various phases? The DEIR should provide a comparative analysis that clearly shows the differences between the environmental impacts associated with each of the alternatives. The proponent may have to make fundamental changes to the project design to accommodate state permitting requirements (e.g., reduce the size of the project, mitigate additional flows through I/I removal, or find practicable alternatives for servicing the project's wastewater flows). Based on the analysis presented in the DEIR, I reserve the right to require an analysis of a reduced build alternative or additional project alternatives as appropriate.

Project Description:

The DEIR should include a thorough description of the full project and all project elements and phases (including any future potential for additional development under the Full-build scenario). The DEIR should also include a brief description of each state permit or agency action required or potentially required for the project, and it should demonstrate that the project meets applicable performance standards.

Project Permitting and Consistency:

The DEIR should briefly describe each state permit required for the project, and should demonstrate that the project meets any applicable performance standards.

In accordance with section 11.01 (3)(a) of the MEPA regulations, the DEIR should also discuss the consistency of the project with any applicable local or regional land use plans, and address the requirements of Executive Order 385 (Planning for Growth). The EIR should provide an update of the state and local permitting processes for the proposed project.

Wetlands:

All resource area boundaries, riverfront areas, applicable buffer zones, and 100-year flood elevations should be clearly delineated on a plan. Bordering vegetated wetlands that have been delineated in the field should be surveyed, mapped, and located on the plans. Each wetland resource area and riverfront area should be characterized according to 310 CMR 10.00. The test should explain whether the local conservation commission has accepted the resource area boundaries and any disputed boundary should be identified.

The Commonwealth has endorsed a "No Net Loss Policy" that requires that all feasible means to avoid and reduce the extent of wetland alteration be considered and implemented. The DEIR should examine alternatives that avoid impacts to wetland resource areas, their associated buffer zones, riverfront protection areas and 100-year flood plain areas. The DEIR should provide detailed plans, at a suitable scale, illustrating the proposed project's impacts to wetlands resource areas. Where it has been demonstrated that impacts are unavoidable, the DEIR should demonstrate that the impacts have been minimized, and that the project will be accomplished in a manner that is consistent with the Performance Standards of the Wetlands Regulations (310 CMR 10.00). The proponent will need to provide wetlands replication at a ratio of 1:1 for any unavoidable impacts to wetlands. For any amount of required wetlands replication, a detailed wetlands replication plan should be provided in the DEIR which, at a minimum, includes: replication location(s) delineated on plans, 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 monitoring. Proposed activities, including construction mitigation, erosion and sedimentation control, phased construction, and drainage discharges or overland flow into wetland areas, should be evaluated.

The locations of detention basins and their distances from wetland resource areas, and the expected water quality of the effluent from said basins should be identified. This analysis should address current and expected post-construction water quality (including winter deicing and sanding analyses) of the predicted final receiving water bodies. Sufficient mitigation measures should be incorporated to ensure that no downstream impacts would occur. The drainage analysis should ensure that on- and off-site wetlands are not impacted by changes in stormwater runoff patterns.

Endangered Species:

According to comments received from the Sudbury Valley Trustees (SVT), the Spotted Turtle (*Clemmys guttata*), was observed within wetlands associated with the Little Crane Swamp. This wetland system is believed to continue within the Hillside @ 495 Center project site. As noted elsewhere in this Certificate, the proponent's Bartlett Street project involved a take of the Blue-spotted Salamander (*Ambystoma laterale*) and the Four-toed Salamander (*Hemidactylium scutatum*). The DEIR should include a site inventory to determine which areas of the Hillside @ 495 Center project site might constitute suitable habitat for the Spotted Turtle and any other rare species known to exist within the project site, and in Northborough.

The DEIR should present the results of the habitat inventory on an appropriately scaled map. For those areas found to be suitable habitat, the DEIR should include surveys at appropriate times of year to determine if rare species are actually present. The proponent should contact the Natural Heritage Program to determine the appropriate survey protocols. (If rare turtles are encountered, I strongly recommend that the proponent undertake radio telemetry studies). If necessary, the DEIR should include an alternatives analysis to evaluate methods of avoiding or minimizing impacts on rare species and fully explain any permitting implications under the Massachusetts Endangered Species Act. The DEIR should include sufficient information on rare species to determine if the project will require a Conservation Permit pursuant to the Massachusetts Endangered Species Act.

Drainage:

The Hillside @ 495 Center project as currently designed will create over 91 acres of new impervious surface area. The DEIR should include a drainage plan, and should discuss the consistency of the drainage plan with the DEP Stormwater Management guidelines. The DEIR should identify any stormwater discharge points, and describe any drainage impacts associated with required off-site roadway improvements. According to DEP's comments, the Phase II portion of the proposed project is located adjacent to the Little Crane Swamp, which is a tributary to the Wachusett Aqueduct Open Channel and is classified as an Outstanding Resource Water (ORW).

The DEIR should respond to DEP's comments on the ENF and the NPC and include a detailed description of the proposed project's drainage system design, including a discussion of the alternatives considered along with their impacts. The DEIR should identify the quantity and quality of flows. The rates of stormwater runoff should be analyzed for the 10, 25 and 100-year storm events. Specifically, the DEIR should demonstrate that the design of the drainage system for the Phase II portion of the project can accommodate stormwater water flows during severe storm events without impacting adjacent ORW resources.

The proponent should use the DEP Stormwater Management Handbook when addressing this issue. It should demonstrate that the design of the drainage system is consistent with this policy, or in the alternative, why the proponent is proposing a drainage system design not recommended by DEP. In addition, a maintenance program for the drainage system will be needed to ensure its effectiveness. This maintenance program should outline the actual maintenance operations, sweeping schedule, responsible parties, and back-up systems. The DEIR should investigate feasible methods of reducing impervious surfaces. If the proponent ties into an existing municipal stormwater system or the MHD system, the DEIR should clarify the permits required and if there will be a recharge deficit on-site. The DEIR should indicate and discuss where the Lyman Street, Bartlett Street, Forest Street, Cedar Hill Street, and Hayes Memorial Drive drainage systems discharge in this area. It should also be demonstrated that the proposed drainage system would control storm flows at existing levels.

Water Supply:

According to the comments received from the Department of Environmental Protection (DEP), the Town of Northborough purchases nearly all of its water (approximately one million gallons per day) from the Massachusetts Water Resources Authority (MWRA). The proponent should discuss the impacts of the Hillside @ 495 Center project's water supply needs (135,440 gallons per day) on the Northborough Water Department's (NWD) water supply system. The proponent should also discuss the impacts of potable water supply under the Full-build scenario on the Northborough Water Department's (NWD) water supply system. Specifically, the DEIR should include a statement from the NWD and the MWRA that Northborough's public water supply system has the capacity to service the proposed Hillside @ 495 Center project, and the water supply needs under the Full-build scenario.

Wastewater:

Assabet River Consortium

The City of Marlborough together with the Towns of Hudson, Maynard, Northborough, Shrewsbury, and Westborough have joined to form the Assabet River Consortium to prepare a Comprehensive Wastewater Management Plan/Environmental Impact Report (CWMP/EIR, EOE# 12348) to address short term- and long-term regional issues relating to the wastewater treatment and disposal and nutrient loading in the Assabet River on a basin-wide basis. As described in the Secretary's Certificate on the Assabet River Consortium's Phase II Document (August 15, 2002), significantly reducing nutrient loading in the wastewater discharges to the Assabet River from the four municipal wastewater treatment facilities, including Marlborough's Westerly Facility, represents a critically important component of a multi-faceted "watershed-based" approach, for cleaning up the Assabet River to achieve water quality standards.

As previously noted in the Certificate on the ENF, the City of Marlborough has initiated efforts to create additional capacity at its Westerly Treatment Facility through the use of flow diversion projects such as the Lake Williams Pump Station wastewater flow diversion project. Upon completion, the Lake Williams flow diversion project will divert wastewater flow from the City's Westerly Wastewater Treatment Facility (which discharges wastewater to the Assabet River), to its East Wastewater Treatment Facility which is operating sufficiently below its permitted capacity and discharges to Hop Brook, a tributary to the Sudbury River.

According to the information provided in the NPC, Phase II of the proposed project will generate approximately 123,025 gpd of wastewater flow. The proponent proposes to discharge the Phase II project's wastewater flow to the City of Marlborough's Westerly Wastewater Treatment Facility through a city sewer connection to be located along Crane Meadow Road. According to comments received from DEP, the City of Marlborough's Department of Public Works and others on the ENF, Marlborough's Westerly Wastewater Treatment Facility does not have sufficient treatment capacity to service the wastewater flow from the proposed project. The proponent will need to address DEP's comments concerning the project's wastewater treatment needs and the existing capacity limitations of Marlborough's Westerly Wastewater Treatment Facility. The DEIR should demonstrate that the proposed methods for the discharge and treatment of the project's total combined wastewater flow are feasible. At a minimum, the DEIR should demonstrate that:

1. the City of Marlborough's Westerly Wastewater Treatment Facility will have sufficient capacity, at the completion of the Hillside @ 495 Center project to accommodate the estimated (123,025 gpd) wastewater flows for Phase II of the project, and,
2. the proponent has secured permission from the Town of Northborough and the City of Marlborough to discharge and treat the proposed project's Phase II wastewater flows.

As noted elsewhere in this Certificate, the proponent may have to make fundamental changes to the project design to accommodate state permitting requirements (e.g., reduce the size of the project, mitigate additional flows through I/I removal, or find practicable alternatives for servicing the project's wastewater flows). Based on the analysis presented in the DEIR, I reserve the right to require an analysis of additional project alternatives including a reduced build alternative, as appropriate.

I am requiring the proponent to include in the DEIR as a separate chapter an exploration of options to eliminate the need for servicing the estimated wastewater flows from Phase II of the Hillside-at-495 project, and the full build-out of the proponent's remaining four development parcels (approximately 380 acres total), as well as with wastewater connections to any WWTF that discharges directly to the Assabet River. The proponent should evaluate alternatives for locating suitable wastewater disposal sites within the proponent's remaining development parcels located in Northborough and Marlborough.

Based on the information and analysis provided in the DEIR, I reserve the right to require further analysis of the project's proposed methods of wastewater management, and any mitigation for wastewater impacts deemed necessary.

Transportation:

As described in the NPC, the proposed Hillside @ 495 Center project does not appear to require an access permit from the Massachusetts Highway Department (MHD). However, according to comments received from MHD on the ENF, the proposed Hillside at 495 Center project has the potential to severely impact state highway locations in Northborough and neighboring cities and towns. I note that the proponent has included in the ENF an Area Traffic Planning Study for Phase I of the the Hillside-at-495 Center project, which has been prepared in conformance with the EOEA/EOTC and Institute of Traffic Engineers (ITE) guidelines for traffic impact assessments.

The proponent has committed to preparing an Area Traffic Planning Study for Phase II of proposed project, to be included in the DEIR. As a condition of my granting the Phase I Waiver, I required the proponent to include in the DEIR an Area Traffic Planning Study, prepared in conformance with the EOEA/EOTC Guidelines, for the Full-build scenario, along with the Area Traffic Planning Study for the Hillside-at-495 project that, according to the ENF, the proponent has voluntarily agreed to complete. The Area Traffic Planning Study for the Hillside-at-495 and the Full-build scenario should identify appropriate mitigation measures for areas where the project will have a direct impact on traffic operations. I strongly encourage the proponent to consult with the Town of Northborough, the City of Marlborough, and the Massachusetts Highway Department, during the preparation of the DEIR.

At a minimum, the traffic study area boundaries should include Boundary Street from the Hudson Street/Boundary Street intersection south to the Boundary Street/Bartlett Street intersection, Route 20 (Main Street) from the Route 135/Route 20 intersection east to the Route 20/Interstate 495 Interchange Connector in Marlborough, Lyman Street from the Lyman Street/Bartlett Street intersection south to the Lyman Street/Route 9 intersection in Westborough, and Cedar Hill Street from the Cedar Hill Street/Bartlett Street intersection east to the Cedar Hill Street/Crane Meadow Road intersection in Marlborough. The DEIR should analyze traffic impacts by determining the level of service (LOS) at the following intersections:

In Northborough –

- Route 20/Bartlett Street intersection;
- Route 20/Maple Street intersection;
- Route 20/Route 135 intersection;
- Route 20/Boundary Street intersection

Bartlett Street/Forest Street intersection;
Cedar Hill Street/Forest Street intersection;
Lyman Street/Bartlett Street intersection

In Marlborough –

Route 20/Boundary Street/Hayes Memorial Drive intersection;
Route 20/Interstate 495 Interchange Connector;
Interstate I-495 Interchange Connector/Siramano Drive intersection;
Route 9/Lyman Street intersection;
Forest Street/Hayes Memorial Drive intersection

The LOS analysis in the Traffic Study should include both p.m. peak weekday hours and Saturday peak hours. It should include volume to capacity ratios, a summary average and 95th percentile vehicle queues for each intersection. It should examine present and future build and no-build traffic volumes for all impacted roadways and intersections. The proponent should identify the Land Use Codes (LUC) used and how its trip generation estimates have been generated. Traffic accident history for the three most recent years for which data are available should be reviewed and presented for the study area. The traffic assessment should include the effects of truck traffic related to the development, and should specify the volumes of truck trips associated with both the construction and operation of the project.

The DEIR should discuss the suitability of any signalization improvements and any roadway widening. It should discuss right-of-way (ROW) implications of possible widening and describe how such ROW's would be acquired. Existing truck volumes should be estimated from vehicular traffic counts. The DEIR should identify the proponent's coordination efforts with the Town of Northborough, the City of Marlborough and MHD to address traffic concerns within this area. I continue to urge the proponent to participate in any discussions and studies, which evaluate the feasibility of traffic, transit, pedestrian, and bicycle improvements within this area with the Town of Northborough, the City of Marlborough, and officials from the Metropolitan Area Regional Planning Commission (MAPC) and the Central Massachusetts Regional Planning Commission (CMRPC).

TDM, Parking and Site Layout

The DEIR should present a Transportation Demand Management (TDM) program, and include a discussion for implementing feasible TDM measures. The EIR should describe any monitoring necessary to ensure the success of the program.

Parking for the Hillside 495 Center project site is proposed to include approximately 320 on-site surface parking spaces for Phase I, and approximately 4,960 on-site surface parking spaces for Phase II.

The DEIR should describe 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 discuss the impacts of excess parking upon the proposed Transportation Demand Management (TDM) program, and the feasibility of an alternative with fewer spaces. The proponent should show the overall vehicular and pedestrian internal circulation patterns for the project site, both at the completion of the Hillside at 495 Center project and upon completion of the full-build scenario.

Transit

The DEIR should provide an inventory of public transit and bus services in the project area that connect to the local commuter rail station. The proponent should work with local officials to identify bus connections and potential shuttle bus services from activity nodes and residential areas to the project site.

Pedestrian and Bicycle Facilities

The DEIR should show where sidewalks and bicycle facilities currently exist on a map of the area. It should identify any proposed pedestrian (sidewalk) and bicycle facility improvements included with this project.

Air Quality:

The Hillside at 495 Center project, as currently proposed will generate approximately 18,500 new vehicle trips per day. An air quality mesoscale analysis for ozone will be needed for this project to assess the total volatile organic compounds (VOC) and nitrogen oxides (NO_x) emissions associated with all project-related vehicle trips and to demonstrate that VOC/NO_x emissions associated with the Preferred Alternative are less than those from the No-Build case in the short-term and long-term. (The boundaries of the study area should generally include all roadway links that are projected to experience an increase of 10% or more in traffic due to the project and currently operate at Level of Service D or lower or will degrade to Level of Service D or Lower because of the project. Prior to undertaking the analysis, the proponent should consult with the DEP Division of Air Quality for confirmation of the boundaries of the study area.

If mesoscale VOC/NO_x emissions from the preferred alternative are greater than the no-build case, reasonable and feasible VOC/NO_x reduction/ mitigation measures should be included. (When discussing such measures, the proponent may reference the TDM section to the extent that the TDM program and mesoscale air quality mitigation overlap.)

The proponent should consult DEP's "Guidelines for Performing Mesoscale Analysis of Indirect Sources" and with DEP to determine the appropriate study area. This section of the DEIR should discuss opportunities to enhance pedestrian, bicycle, and transit modes to reduce the air quality impacts of the proposed project. The EIR should also discuss compliance with DEP's Ridesharing Regulations (310 CMR 7.16).

Historic Resources:

In their comments on the ENF, the Massachusetts Historical Commission (MHC), portions of the Phase II project site are likely to contain archaeological sites associated with the Native American occupation of Northborough. According to the comments received from MHC on the NPC, the proponent has initiated the process for conducting an intensive locational archaeological survey for the entire Hillside @ 495 Center project site. The DEIR should include a description of the proponent's archaeological survey activities and a summary of their results.

Sustainable Design:

A new development of the size of the proposed Hillside @ 495 Center project presents a host of opportunities for incorporating sustainable design elements and sustainable construction into project design, consistent with the goals of Executive Order 385. Sustainable design elements, over the course of the project design life, can both prevent Damage to the Environment and reduce operating costs to the proponent. To the extent feasible, the proponent should incorporate sustainable design elements into the project design.

The basic elements of a sustainable design program may include, but not be limited to, the following measures:

- Optimization of natural day lighting, passive solar gain, and natural cooling
- Use of energy efficient HVAC and lighting systems, appliances and other equipment, and use of solar preheating of makeup air
- Favoring building supplies and materials that are non-toxic, made from recycled materials, and made with low embodied energy
- Provision of easily accessible and user-friendly recycling system infrastructure into building design
- Development of a solid waste reduction plan
- Development of an annual audit program for energy consumption, waste streams, and use of renewable resources
- LEED certification
- Water conservation and reuse of wastewater and stormwater

Planning For Growth (Executive Order 385):

In accordance with Executive Order 385 (Planning for Growth) and section 11.01 (3)(a) of the MEPA regulations, the DEIR should also discuss the consistency of the project with the local and regional growth management and transportation plans.

Construction Period Impacts:

The DEIR should evaluate construction period impacts, including impacts from earth moving/blasting, impacts to vegetation, potential impacts from erosion and sedimentation, traffic impacts on adjacent roadways, and impacts to adjacent land uses. The proponent should require its contractors to retrofit diesel-powered equipment with emissions controls, such as particulate filters or traps, and use low-sulfur diesel fuel. The proponent should also commit to specific TDM measures that can be implemented during construction.

M.G.L. c. 21E/Hazardous Wastes:

The DEIR should present a summary of the results of hazardous waste studies and remediation efforts undertaken at the site by the proponent to comply with the Massachusetts Contingency Plan, 310 CMR 40.0000. It should identify and discuss the location of any stump dump on the project site.

Mitigation/Section 61:

The DEIR should include a separate chapter on mitigation measures. It should describe transportation and parking demand management measures to reduce single passenger automobile trips to the project and encourage ridesharing to the site by employees. The DEIR should include any conceptual plans for roadway improvements with sufficient detail to verify the feasibility of constructing such improvements. The plans should show proposed lane widths and offsets, layout lines and jurisdictions, and the land uses (including access drives) adjacent to areas where improvements are proposed. The DEIR should state whether land takings are necessary to implement proposed improvements and should identify the party responsible for such takings. This chapter on mitigation should include a Draft Section 61 Finding for all state permits. Any proposed traffic mitigation must conform to MHD standards, including but not limited to, lane, median and shoulder widths, bicycle lanes and sidewalks. The Draft Section 61 Finding should contain 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. A schedule for the implementation of mitigation, based on the construction phases of the project, should also be included.

Comments:

The DEIR should respond to the comments received on the ENF and the NPC to the extent that the comments are within MEPA jurisdiction. I recommend that the proponent use either an indexed response to comments format, or else direct narrative response.

The DEIR should present any additional narrative or quantitative analysis necessary to respond to the comments received.

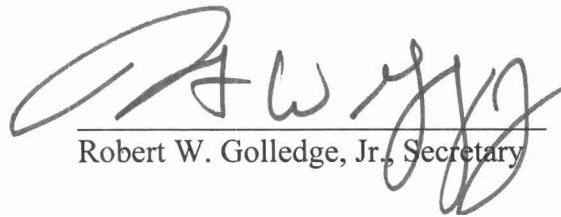
Circulation:

The DEIR should be circulated in compliance with Section 11.16 of the MEPA regulations and copies should also be sent to the list of "comments received" below and to Northborough town officials. A copy of the DEIR should be made available for public review at the Northborough Public Library.

Based on a review of the information provided by the proponent and after consultation with the relevant public agencies, I find that the potential impacts of the Hillside @ 495 Center project as currently proposed, and under the Full-build scenario, continue to warrant the preparation of a DEIR. The proponent also needs to address the comments received on the ENF and the NPC. Specifically, the proponent should work closely with DEP and MHD to address the issues of water supply, wastewater and stormwater management, and traffic for the Hillside @ 495 Center project as currently proposed, and under the Full-build scenario. The DEIR will need to describe its resolution of these issues. Should the impacts not be addressed to the satisfaction of the permitting agencies, I reserve the right to require further MEPA review at that time.

August 25, 2006

Date



Robert W. Golledge, Jr., Secretary

Comments received:

07/12/06	Massachusetts Historical Commission (MHC)
07/20/06	Water Supply Citizens Advisory Committee (WSCAC) - MWRA
07/29/06	Sudbury Valley Trustees
07/31/06	Department of Environmental Protection - CERO

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