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October 26, 2006

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

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| PROJECT NAME: | Redevelopment of Fort Devens Bristol-Myers Squibb Facility |
| PROJECT MUNICIPALITY: | Ayer, Harvard, Lancaster, Shirley |
| PROJECT WATERSHED: | Nashua River |
| EOEA NUMBER: | 9116 |
| PROJECT PROPONENT: | Massachusetts Development Finance Agency (MassDevelopment) and Bristol-Myers Squibb |
| DATE NOTICED IN MONITOR: | N/A |

Pursuant to the Massachusetts Environmental Policy Act (M.G.L. c.30, ss.61-62H) and Section 11.10 of the MEPA regulations (301 CMR 11.00), I have reviewed the materials submitted on this project and hereby determine that it **does not require** the preparation of a Supplemental Environmental Impact Report.

The proposed Bristol-Myers Squibb (BMS) project consists of a 1.5 million square-foot pharmaceutical facility with 1,200 parking spaces, which will be constructed in three phases. The project will require an air quality permit from the Massachusetts Department of Environmental Protection (MADEP). BMS intends to request a "forbearance" from MADEP that would allow industrial wastewater discharge to be permitted by MassDevelopment in accordance with its Sewer Use Rules and Regulations, in lieu of a MADEP permit. Although I am not requiring further MEPA review for the BMS project, there are some outstanding issues relating to wastewater, air emissions and stormwater that will need to be addressed. Some of these issues can be addressed during the state and local permit and review process for BMS. Others are Devens-wide issues that MassDevelopment should address in future MEPA filings.

A Final Environmental Impact Report (FEIR) for redevelopment of the former Fort Devens (Devens) was submitted in July 1995 and the Secretary issued a Certificate on the FEIR on September 14, 1995. The Certificate on the FEIR stated that individual project elements which fit under the umbrella of development evaluated in the FEIR may be approved by the proponent and other state agencies. The Certificate also stated that a Notice of Project Change

(NPC) is required for projects requiring permits, such as air quality permits, which could not be foreseen during the review process, so that the Secretary may determine if additional environmental review is required.

The FEIR consists of the Federal Environmental Impact Statement (EIS) and the MassDevelopment (formerly the Land Bank) FEIR. The FEIR addressed reuse of 2,920 acres of land for a range of uses, including development of up to 5,787 million square feet of office, industrial and institutional space, and 282 housing units. Approximately 30% of the 4,140-acre project site has been set aside as open space. The FEIR evaluated impacts associated with water supply, wastewater generation, traffic and air emissions from industrial sources. As indicated in the FEIR and in MassDevelopment's Section 61 Findings, water use for Devens is estimated at 3.0 million gallons per day (mgd), wastewater generation is estimated at 3.0 mgd and traffic impacts are estimated at 50,585 trips per day. The FEIR provides a detailed analysis of industrial emissions associated with alternative development scenarios (low, medium and high intensity) and the Section 61 Findings summarizes potential annual industrial emissions (for the preferred alternative) of Hazardous Air Pollutants (HAP), Volatile Organic Compounds (VOC), Nitrous Oxides (NO_x), Sulfur Dioxide (SO₂) and Carbon Monoxide (CO).

The proposed BMS project appears to be consistent with the reuse plan proposed in the FEIR, and is generally within the envelope of impacts predicted in the FEIR. The following discussion is based on the materials submitted to MEPA with the Request for Advisory Opinion from MassDevelopment, dated October 4, 2006.

Build-out at Devens, including the proposed BMS facility, will total 5.3 million square feet, water use will reach 1.66 mgd (including 1.2 mgd for BMS), and vehicle trips will reach 17,943 (including 2,600 daily trips associated with BMS). These impacts, as well as BMS Phase I wastewater flows, are all within the envelope of development evaluated in the FEIR. As discussed below, there are issues relating to wastewater capacity at full build-out and Devens-wide industrial air emissions that will need to be addressed by MassDevelopment in a future MEPA filing.

Wastewater

The Devens Wastewater Treatment Plant (WWTP) has a permitted capacity of 3.0 mgd, which can accommodate existing flows and BMS Phase I (and possibly Phase II). However, an expansion of the Devens WWTP would be required to accommodate full build-out of BMS as well as other future development at Devens and the unused reserve capacity for Ayer, Shirley and MCI Shirley. The Secretary's Certificate on the FEIR noted that further environmental review under MEPA would be required for any upgrades to the WWTP beyond that addressed in the FEIR. I expect that MassDevelopment will file with MEPA for the proposed WWTP expansion by the Spring or Summer of 2007, as indicated in its October 4, 2006 Request for Advisory Opinion.

Air Emissions

Based on the information provided by MassDevelopment, it appears that Devens has already exceeded FEIR predictions for industrial emissions of Nitrous Oxides (NO_x) and Carbon

Monoxide (CO), and that the proposed BMS facility will result in additional NO_x and CO emissions. Based on consultations with MADEP, it appears that the estimates for industrial air emissions in the FEIR and Section 61 Findings may have been unrealistic given the proposed development at Devens. Therefore, MassDevelopment should re-evaluate potential industrial air emissions for Devens at full build-out. However, I am not requiring further review of the BMS project on the basis of its potential air emissions. MADEP has indicated that BMS is proposing a state-of-the-art facility, which will include measures to minimize emissions to the extent feasible. I am satisfied that air quality issues associated with the BMS project can be adequately addressed through the MADEP permit process.

The Certificate on the FEIR asked that MassDevelopment provide MEPA with updates regarding implementation. As noted above, there are discrepancies between existing industrial emissions at Devens and the impacts predicted in the FEIR. MassDevelopment should address this issue in a timely Notice of Project Change (NPC), which may be filed separately or incorporated as part of the next MEPA filing for Devens.

Impervious Surfaces and Stormwater Management

The proposed BMS project will result in 68.5 acres of land alteration, including 37.5 acres of impervious area, on an 89-acre site. Most of the alteration will occur on previously disturbed land, which included buildings and roadways associated with a former Army barracks. The BMS project appears to be consistent with the stormwater management concept plan for industrial areas presented in the Draft EIR, and is being designed to comply with stormwater requirements of the Devens By-laws and regulations. I recommend that MassDevelopment and BMS also consider proposed changes to the MADEP Stormwater Management Policy as design plans proceed.

The project site includes a 76-acre parcel (the former barracks) and a 13-acre parcel (Parcel C, site of a former gas station and marine motor pool area). Parcel C was recently transferred by the U.S. Army to MassDevelopment and incorporated as part of Devens. MassDevelopment, under MADEP oversight, is conducting long-term groundwater monitoring and remediation activities at this site. MassDevelopment indicates that the proposed stormwater management measures for the BMS project site will be designed to prevent potential stormwater impacts in portions of the former Army motor pool area (Parcel C). However, MADEP has expressed some concerns regarding the stormwater design and location of a detention basin, so I encourage MassDevelopment to continue working with the MADEP's Central Regional Office to resolve these issues.

With regard to Devens-wide impacts, the FEIR is unclear on the total amount of impervious area and land alteration. However, I acknowledge that the Devens EIR does consider impervious coverage in the context of water resource protection, and was intended as a Master Planning document. In order to facilitate MEPA review of future NPCs, I ask that MassDevelopment include an update on overall impervious area and land alteration, and discuss consistency with the FEIR, in the next MEPA filing for Devens.

Water Supply

Devens has sufficient water supply capacity to serve the proposed project at full build-out, and total estimated water use at Devens, including BMS, is within the 3.0 mgd demand evaluated in the FEIR. However, potential interactions between water supply and site remediation need to be considered as development proceeds and groundwater withdrawal increases. MassDevelopment has committed to continue working with MADEP to monitor the pumping of the various groundwater supply wells, including the McPherson supply well, to ensure that the operation of the public water supply will not have a negative impact on the Army's ongoing remediation and monitoring activities at Shepley's Hill Landfill. I encourage MassDevelopment to continue coordination with the Army and with MADEP on these issues.

Although water supply capacity at Devens is sufficient to handle the proposed project, the BMS facility is a large user, and I expect that MassDevelopment will work with the facility to promote water conservation.


Sustainable Design

Based on consultations with the Devens Enterprise Commission (DEC), it appears that BMS has made efforts to reduce impervious area and incorporate sustainable design features. I commend BMS for these efforts and I encourage BMS to participate in the Devens EcoStar program, which recognizes companies for their environmental performance, and can assist BMS in its water and energy conservation, waste management, and other sustainability efforts.

Based on a review of the information provided by MassDevelopment and consultation with relevant public agencies, I find that the potential impacts of the BMS project do not warrant preparation of a Supplemental Environmental Impact Report. The project generally falls within the envelope of development previously reviewed, the project's air quality impacts can be adequately addressed through the MADEP permit process, and other Devens-wide issues (including air emissions and wastewater capacity at full build-out) will be addressed by MassDevelopment in future MEPA filings. In addition, the proposed project is subject to review by the DEC and will be developed in accordance with the Devens By-Laws, which were designed to build upon the sustainability goals set forth in the Devens Reuse Plan. The BMS project may proceed to state permitting.

October 26, 2006

DATE



Robert W. Golledge, Jr., Secretary

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