The Commonwealth of Massachusetts
Executive Office of Environmental Affairs
100 Cambridge Street, Suite 900
Boston, MA 02114-2524

MITT ROMNEY
GOVERNOR
KERRY HEALEY
LIEUTENANT GOVERNOR
STEPHEN R. PRITCHARD
SECRETARY

Tel. (617) 626-1000
Fax. (617) 626-1181
http://www.mass.gov/envir

January 13, 2006

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

PROJECT NAME:	Waterside Crossing
PROJECT MUNICIPALITY:	Boston
PROJECT WATERSHED:	Boston Harbor
EOEA NUMBER:	13687
PROJECT PROPONENT:	Core Development Group, LLC c/o The Drew Company
DATE NOTICED IN MONITOR:	December 7, 2005

Pursuant to the Massachusetts Environmental Policy Act (M.G. L., c. 30, ss. 61-62H) and Sections 11.06 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 proposed project consists of a mixed-use development including a 300-room hotel, a 82,000 +/- square foot (sf) grocery store, and a 185,000 +/- sf department store. The project will also include approximately 490 structured parking spaces. The project site is located on Massport-owned land known as Parcel D-3, which comprises approximately 2.8 acres within Massport's Commonwealth Flats Development Area (CFDA). The project site is bounded to the north by the Massport Haul Road, to the west by D Street, to the south by Summer Street and to the east by Pump Station Road. The project is being planned as a transit-oriented development that will provide amenities to support the Boston Convention and Exhibition Center (BCEC) to the southwest; the World Trade Center and waterfront to the north; and the surrounding residential communities in South Boston.

The project requires a mandatory EIR pursuant to Section 11.03(6)(a)(6) of the MEPA regulations because it will generate 3,000 or more new vehicle trips to a single location. The project will require the following permits and/or review: a National Pollutant Discharge

Elimination System (NPDES) Construction General Permit and Stormwater Notice of Intent from the U.S. Environmental Protection Agency (EPA); a Determination of No Hazard to Navigable Air Space from the Federal Aviation Administration (FAA); a permit from the Executive Office of Transportation (EOT) under Chapter 54A for construction on former railroad property; a Ground Lease and associated development approvals from the Massachusetts Port Authority (Massport); a Sewer Connection/Extension Permit, a Notice of Construction and Demolition, and Limited Air Plan Approval from the Department of Environmental Protection (DEP); a Sewer Discharge Permit and approval for Temporary Construction Site Dewatering from the Massachusetts Water Resources Authority (MWRA); and a Determination of No Adverse Impact from the Massachusetts Historical Commission (MHC). Although projects on Massport-owned land are not subject to local regulation, the proponent is voluntarily undergoing Article 80 Large Project Review and will therefore be seeking a number of permits from the City of Boston.

Because the proponent is seeking a land transfer (in the form of a ground lease) from a state agency for the project site, under MEPA regulations there is broad scope jurisdiction, extending to all aspects of the project that may have significant environmental impacts.

Joint MEPA/BRA Review

The MEPA review of this project will be coordinated with the local review procedure conducted by the Boston Redevelopment Authority (BRA) in accordance with Article 80 of the Boston Zoning Code. Therefore, the proponent will prepare a joint Project Impact Report (PIR)/EIR that addresses the requirements of both MEPA (Section 11.09(4)(c) and the BRA (Section 80-6). The proponent should coordinate this joint review process with both agencies to establish the necessary review periods.

SCOPE

The EIR should also follow Section 11.07 of the MEPA regulations for outline and content, as modified by this scope. It should include a copy of this Certificate and all comment letters. The format of the EIR can be largely determined by this Certificate and the requirements of Article 80 and the scope issued by the BRA.

Project Description & Regulatory Environment

The EIR should include a detailed description of the project, and should briefly describe each state agency action required for the project. It should demonstrate how the project is consistent with applicable performance standards. The EIR should contain sufficient information to allow the permitting agencies to understand the environmental consequences of their official actions related to the project.

The EIR should describe how this project relates to Massport's CFDA (EOEA #11882). It

should contain an update on the status of area-wide infrastructure improvements and individual development projects within the CFDA, including an overview of activities in the CFDA that are not subject to MEPA review. The EIR should confirm and/or modify the analysis of transportation and other significant impacts contained in the CFDA Final EIR (FEIR). It should analyze the cumulative impacts of all built and proposed development in the CFDA.

The EIR should identify and explain any project phasing. It should discuss how this project is compatible with Executive Order 385 – Planning for Growth, by discussing its consistency with Boston zoning requirements, the CFDA FEIR, and the Metropolitan Area Planning Council's Metro Plan 2000.

Alternatives Analysis

The EIR requires a comprehensive alternatives analysis in order to ascertain which site layout minimizes overall impacts to environmental resources and traffic. The alternatives analysis should clearly demonstrate consistency with the objectives of MEPA review, one of which is to document the means by which the proponent plans to avoid, minimize or mitigate Damage to the Environment to the maximum extent feasible.

The EIR should discuss the following three alternative building configurations:

- Alternative 1 - No-Build Alternative;
- Alternative 2 – Preferred Alternative as proposed by the proponent; and
- Alternative 3 – The proposed CFDA planned development for these parcels as described in the CFDA FEIR.

The EIR should identify the impacts of each of the alternatives, on traffic, parking, transit, pedestrian/bicycle facilities, transportation demand management, air quality, drainage/ groundwater, drinking water, wastewater, construction, shadow/wind/daylight, visual aesthetics (building renderings), and sustainable design. The proponent should provide information regarding project economics that will help inform any determination of which alternatives are truly feasible.

The EIR should summarize the alternatives already developed by the proponent for the project site. This analysis should clearly present alternative site drive configurations and identify the advantages and disadvantages of the Preferred Alternative. The EIR should provide a comparative analysis that clearly shows the differences between the environmental impacts associated with each of the alternatives.

Traffic

The ENF states that based on Institute of Transportation Engineers (ITE) unadjusted trip rates for free standing developments in suburban areas, the project has the potential to generate approximately 18,000 average daily trips (adt) on a typical weekday. However, the project is located in an urban area, and the proponent asserts that the projected adt does not reflect local trip generation characteristics and is substantially overstated.

Because the project has the potential to generate an additional 18,000 daily vehicle trips in a congested area, the EIR should include the Traffic Impact Study prepared in accordance with a scope to be issued by the BRA and the Boston Transportation Department (BTD).

The proponent should utilize and build on the other traffic analyses that have been completed for this area. The Traffic Impact Study should be prepared in conformance with the EOEA/EOTC Guidelines for EIR/EIS Traffic Impact Assessment. It should identify appropriate mitigation measures for areas where the project will have a direct impact on traffic operations. Proposed trip generation numbers should be explained from the ITE land use codes to the use of Boston Transportation Department mode split numbers and the methodology followed in the CFDA FEIR. The EIR must explain how trip generation numbers were developed in laymen's terms and should contain the necessary background data.

The LOS analysis in the Traffic Study should include the a.m. and p.m. peak weekday peak hours, Saturday midday peak hour, volume to capacity ratios, a traffic distribution map, and background growth from other proposed developments in the area. It should use 2010 for build-out year, as was done for the CFDA FEIR. For each intersection in the study area, the EIR should include with its LOS analysis: time delay, capacity, and a summary of the average and 95th percentile vehicle queues.

The Traffic Study should evaluate alternatives for the project driveways onto local streets. Significant analysis needs to be included in the DEIR regarding the garage access points and hotel drop-off points to ensure that truck routes and access to the industrial areas of the South Boston Port are not adversely impacted by the project.

The EIR should describe how the project intends to accommodate service and loading functions, and the requirements of the project for service/loading infrastructure (e.g., projected demand, circulation, required turning radii, etc.). It should analyze the impacts of service and loading functions on the area traffic network.

Any plans for the major reconstruction of the roadways in the study area should be discussed in the EIR. The EIR should identify the proponent's coordination efforts with Massport, the MTA and BTD to address traffic concerns within this area of Boston.

Parking

Parking at the site will include a total of 490 spaces to be located in a parking structure. The EIR should provide a breakdown of parking needs by land use category, times of day, and likely users. It should identify BTD's parking supply recommendations. Any valet parking operations for the proposed project should be described in the EIR as well as valet routes to the parking garage. The parking needs assessment should take into account the turnover rates for employees, customers, residents, valet parkers, and visitors, the parking supply and demand in the area, and parking fees. The EIR should describe how the number of parking spaces needed was determined. Parking demand management should be a key component of the overall mitigation analysis. The EIR should identify taxi-parking areas along curbs and reserved parking

for ZipCar or a similar service within the garage.

Transit

The EIR should identify any capacity constraints during peak hours on the Silver Line at the adjacent World Trade Center station. If the project creates demand for Silver Line services or MBTA bus operations and there are capacity constraints on the existing services, the EIR should propose mitigation. The proponent should consider providing free monthly transit passes to all residents for one year to encourage transit use, as was done by the Columbus Center project (EOEA #12459R).

Pedestrian and Bicycle Facilities

The ENF states that the project will provide pedestrian-friendly sidewalks of adequate width around the project site, except for along the rear of the site on the Massport Haul Road. In order to ensure a pedestrian friendly environment, there is a need for continuous sidewalks along Summer Street and Pump Station Road. It is particularly important that sidewalks be continuous, and that safe crossings are provided at vehicle access points to the garage and at the hotel drop-off point. The DEIR should provide the design details of all pedestrian infrastructure associated with the project. The proponent should also note comments from the Metropolitan Area Planning Council and the Boston Harbor Association with regard to the pedestrian environment and public amenities on Summer Street.

The EIR should identify the proposed bicycle facility improvements included with this project. It should show where temporary and longer visit bicycle parking would occur on the project site. The EIR should show the number of bicycle parking spaces and their location on the project site.

Transportation Demand Management

The proponent states in the ENF that it plans to join the Seaport Transportation Management Association (TMA). In addition to this commitment, the proponent should implement incentives to reduce the vehicle trips of employees and site users, as outlined by DEP in its comments on the ENF. The EIR should present a comprehensive list of measures that will be implemented at the project. The proponent should also develop a comprehensive TDM plan for all construction workers.

If the proposed project employs more than 250 people, the project will be subject to DEP's Rideshare Regulation at 310 CMR 7.16. Employers subject to the Rideshare Program must implement a series of incentives that are designed to reduce the number of trips made by employees who drive alone to work.

Designated Port Area Activities

The project site is located near the South Boston Designated Port Area (DPA). The ENF states that the proponent will work actively to ensure that the project is designed and operated in

a manner that does not adversely affect nearby port activities, including truck and rail access to the DPA. On the east side of the project site, CSX has an easement and rail tracks. The DEIR should discuss measures that will be incorporated into the project to ensure that the project does not present a conflict to the growing maritime industrial uses in the South Boston area. In addition, the proponent should respond to comments from the Boston Harbor Association with regard to CSX rail access to the DPA.

Air Quality

The significant number of projected new daily vehicle trips triggers DEP's requirement that the proponent conduct an air quality mesoscale analysis to determine if the project will increase the amount of volatile organic compounds (VOCs) and nitrogen oxides (NOx) in the project area. The mesoscale analysis will be used to determine if the project will be consistent with the Massachusetts State Implementation Plan (SIP) and to demonstrate that VOC/NOx emissions associated with the Preferred Alternative are less than those from the no-build case in the short- and long-term. If VOC/NOx emissions from the Preferred Alternative are greater than the no-build case, the proponent should prepare reasonable and feasible VOC/NOx reduction/mitigation measures. The proponent should refer to DEP's *Guidelines for Performing Mesoscale Analysis of Indirect Sources* and should consult with DEP to determine the appropriate study area. This section of the EIR should discuss opportunities to enhance pedestrian, bicycle, and transit modes to reduce the air quality impacts of the proposed project.

The proponent should note recommendations from DEP with regard to restricting truck deliveries to off-peak hours to minimize traffic impacts and diesel emissions in the project area. The proponent should discuss what efforts will be undertaken to ensure that drivers, patrons and delivery personnel comply with the Massachusetts Anti-Idling Law (M.G.L. c. 90, ss. 16A) and with DEP Air Pollution Control Regulations (310 CMR 7.11(1)(b)) which limit vehicle idling to no more than five minutes in most cases.

The proponent has agreed to participate in DEP's Clean Air Construction Initiative to mitigate the adverse diesel emissions associated with the construction period. The EIR should present a discussion of the measures that the proponent will take to implement construction-period diesel emission mitigation.

Drainage

The proposed project will add 0.8 acres of impervious surface to the two acres of impervious that currently exist on the site. The ENF asserts that the project will improve water quality over existing conditions as a result of upgrades to the on-site stormwater collection system on-site. The EIR should present drainage calculations and detailed plans for the management of stormwater. It should include a detailed description of the proposed drainage system design, including a discussion of the alternatives considered along with their impacts. The EIR 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. The EIR should address the performance standards of DEP's Stormwater Management Policy and demonstrate that the design of the drainage system is consistent with this policy. The proponent should also note comments from

the Boston Water and Sewer Commission (BWSC) detailing the stormwater management plan that must be submitted.

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.

Any dewatering of the construction site should include monitoring to ensure that there is minimal impact to the groundwater level. The EIR should outline the monitoring program of groundwater levels. It should summarize existing pre-construction groundwater conditions, and propose groundwater monitoring to address any impacts. The proponent should note that the U.S. EPA issued a Remediation General Permit (RGP) for Groundwater Remediation, Contaminated Construction Dewatering, and miscellaneous Surface Water Discharges. The EIR should discuss plans to address any potential contamination encountered during the construction process.

The EIR should fully investigate methods for retaining stormwater on site before the BWSC will consider a request to discharge to the municipal system. The project presents an excellent opportunity to incorporate Low Impact Development (LID) techniques in site design and storm water management plans. LID techniques incorporate stormwater best management practices (BMPs) and can reduce impacts to land and water resources by conserving natural systems and hydrologic functions. The primary tools of LID are landscaping features and naturally vegetated areas, which encourage detention, infiltration and filtration of stormwater on-site. Other tools include water conservation and use of pervious surfaces. Clustering of buildings is an example of how LID can preserve open space and minimize land disturbance. LID can also protect natural resources by incorporating wetlands, stream buffers, and mature forests as project design features. For more information on LID, visit http://www.mass.gov/envir/lid/. Other LID resources include the national LID manual (Low Impact Development Design Strategies: An Integrated Design Approach), which can be found on the EPA website at: http://www.epa.gov/owow/nps/lid/. The proponent should also explore additional opportunities for protecting stormwater quality on site by minimizing sanding and the use of deicing chemicals, pesticides and fertilizers.

Drinking Water

The proposed project will use approximately 79,628 gpd of water. The site is served by a 12-inch low-service main and a 16-inch high-service main on Summer Street, and by a 12-inch low-service main on the Massport Haul Road and Pump Station Road. There is also an existing 16-inch low-service main that traverses the site that will need to be relocated. The EIR should discuss how the project's water distribution system will meet the design standards of the BWSC.

Wastewater

The proposed project will generate approximately 48,825 gpd of wastewater. The wastewater system in the project area is comprised of separate sanitary sewer and stormwater lines. The ENF states that because of recent construction at the BCEC, in the Fort Point Channel

Area, and the proposed MWRA sewer upgrade in the West First Street/A Street area of South Boston, the regional sewer system has sufficient capacity to accommodate the increase in flows from the project. The EIR should outline the proponent's efforts to reduce water consumption and thereby reduce wastewater generation. In its comment letter, the Department of Environmental Protection (DEP) requests that the proponent consider eliminating Infiltration/Inflow (I/I) at a minimum ratio of a 4:1 for the sewershed to which the flow is added. The EIR must address this I/I issue and work closely with the BWSC, the MWRA and DEP.

The BWSC's Trilling Way Pump Station collects wastewater flow from Commonwealth Flats and discharges the flow to a sewer on Summer Street. The proponent will be required to install a 16-inch sewer along the Massport Haul Road to connect to an existing manhole. The proponent should consult with the BWSC to coordinate this work.

Construction/Community Disruption

The EIR should present a discussion on potential construction period impacts (including but not limited to noise, vibration, dust, and traffic maintenance) and analyze feasible measures, which can avoid or eliminate these impacts. It should outline how this proponent will coordinate its construction program with other nearby projects. The proponent should also conduct a noise study of project sound at full build, as directed by the City of Boston Environment Department.

Sustainable Design

The proponent has stated in the ENF that it intends to actively seek certification from the United States Green Building Council (USBGC) pursuant to the Leadership in Energy and Environmental Design (LEED) program. The EIR should summarize the proponents' efforts to ensure that this project is a LEED Certified building or the equivalent. The basic elements of a sustainable design program may include, but not be limited to, the following measures:

- water conservation and reuse of wastewater and stormwater;
- use of renewable energy;
- ecological landscaping;
- optimization of natural day lighting, passive solar gain, and natural cooling;
- an annual audit program for energy and water use, and waste generation;
- energy-efficient Heating, Ventilation and Air Conditioning (HVAC), lighting systems, and appliances, and use of solar preheating of makeup air;
- use of building supplies and materials that are non-toxic, made from recycled materials, and made with low embodied energy;
- incorporation of an easily accessible and user-friendly recycling system infrastructure into building design; and
- implementation of a solid waste minimization and recycling plan.

Mitigation

The EIR should include a separate chapter on mitigation measures. It should develop transportation and parking demand management measures to reduce single passenger automobile

trips to the project and encourage ridesharing to the site through the use of preferential parking. I encourage the proponent to identify measures to increase transit usage to the project site. This chapter on mitigation should include a Draft Section 61 Finding for all state permits. 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 should also be included.

The EIR should update the status of all mitigation commitments identified in the Section 61 Findings for the CFDA project and all project-specific EIRs in the CFDA to date. It should describe any differences with the CFDA plan for the area and this proposed project. The proponent and Massport should develop a schedule of proposed traffic improvements/mitigation measures proposed by Massport as part of the CFDA buildout and specifically Waterside Crossing.

I urge the proponent to participate in any discussions and studies, which evaluate the feasibility of traffic, transit, pedestrian and bicycle improvements within this area.

Comments

The EIR should respond to the comments received to the extent that the comments are within the subject matter of this scope. Each comment letter should be reprinted in the EIR. I defer to the proponent as it develops the format for this section, but the Response to Comments section should provide clear answers to questions raised.

Circulation

The EIR 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 Boston officials. A copy of the EIR should be made available for public review at the Boston Public Library. The proponent should provide a hard copy of the EIR to each state agency from which the proponent will seek permits or approvals and to the City of Boston's commenting agencies.

January 13, 2006
Date

Stephen R. Pritchard, Secretary

Comments received:

12/19/2005	Massachusetts Office of Coastal Zone Management
12/22/2005	Metropolitan Area Planning Council
12/27/2005	Department of Environmental Protection, Northeast Regional Office
1/04/2006	Boston Water and Sewer Commission

1/06/2006 The Boston Harbor Association
1/06/2006 Department of Environmental Protection, Northeast Regional Office
1/11/2006 City of Boston, Environment Department

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