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April 17, 2009

CERTIFICATE OF THE SECRETARY OF ENERGY AND ENVIRONMENTAL AFFAIRS
ON THE
FINAL ENVIRONMENTAL IMPACT REPORT

PROJECT NAME : Commons at Prospect Hill (formerly Prospect Point)
PROJECT MUNICIPALITY : Waltham
PROJECT WATERSHED : Charles River
EOEA NUMBER : 13952
PROJECT PROPONENT : Watch City Development, LLC
DATE NOTICED IN MONITOR : March 11, 2009

As Secretary of Energy and Environmental Affairs, I hereby determine that the Final Environmental Impact Report (FEIR) on the above project **adequately and properly complies** with the Massachusetts Environmental Policy Act (G. L., c. 30, ss. 61-62I) and with its implementing regulations (301 CMR 11.00).

On February 27, 2009, I issued a Certificate on the Supplemental Draft Environmental Impact Report (SDEIR). In that Certificate, I determined that no major issues remained to warrant the preparation of a separate FEIR. In accordance with 301 CMR 11.08(8)(b)(2), I published notice in the Environmental Monitor on March 11, 2009 that the SDEIR was being reviewed as an FEIR. After further review of the SDEIR/FIER and the comments received, I continue to find that the project has adequately and properly complied with MEPA. The project may proceed to state permitting.

Project Description

The preferred project alternative involves the redevelopment of the Polaroid Corporation's former 120-acre office headquarters and chemical manufacturing facility (Polaroid campus). As described in the SDEIR/FEIR (hereinafter also referred to as the FEIR), the project's design program was revised subsequent to the issuance of the Secretary's Certificate on the DEIR and

now includes the demolition of 10 former Polaroid buildings and the phased construction of a total of approximately 1.69 million square feet (sf) of new general office space (approximately 450,000 sf) and retail/restaurant space (approximately 1,240,000 sf) in eleven separate buildings located on Route 117 (Main Street) in Waltham. The construction program for the Commons at Prospect Hill project also includes a total of 5,874 new parking spaces (2,525 enclosed parking spaces, 3,348 surface parking spaces) and associated utilities and stormwater management infrastructure. The Proponent has proposed an extensive program of off-site traffic mitigation roadway improvements (Route 20/117 Corridor Improvement Plan).

The site is bordered by Route 128 (I-95) to the west, Route 117 to the south, and Prospect Hill Park to the east. The proposed project will be connected to existing municipal and private water supply and wastewater treatment systems. It will consume approximately 193,685 gallons per day (gpd) of water and will generate approximately 176,100 gpd of wastewater flow. The Proponent proposes to discharge the wastewater generated from the project to the City of Waltham's municipal sewer collection system for treatment by the Massachusetts Water Resources Authority's (MWRA) Deer Island Wastewater Treatment Facility (WWTF). The project site currently contains approximately 864,000 sf of existing manufacturing and office space in approximately 12 separate buildings, and approximately 66 acres of impervious area comprised of roadway and surface parking (1318 parking spaces). The existing buildings will be demolished to make way for the proposed mixed-use redevelopment project. As currently proposed, the project includes three separate site driveways located along Route 117: the Primary Driveway located opposite Stow Street; Central Driveway located opposite Cutting Lane; and, East Driveway located further east of the Central Driveway.

Using the Institute of Traffic Engineers Trip Generation Land Use Codes (LUC) 710 for General Office Building and 820 for Shopping Center, the project, as currently proposed, is estimated to generate approximately 33,400 new vehicle trips on the average weekday and 41,500 new vehicle trips on an average Saturday on an unadjusted basis. The FEIR includes an air quality mesoscale analysis for ozone that assesses the total volatile organic compounds (VOC) and nitrogen oxides (NO_x) emissions associated with all project-related vehicle trips.

Permits and Jurisdiction

The project requires a mandatory EIR pursuant to Sections 11.03(1)(a)(2), 11.03(6)(a)(6) and 11.03(6)(a)(7) of the MEPA regulations because it creates 10 or more acres of impervious area (62 acres total), generates 3,000 or more new vehicle trips (30,785 new vehicle trips), and includes the construction of 1,000 or more new parking spaces (4,997 new parking spaces).

The project will require an Access Permit and Traffic Signal Permits from the Massachusetts Highway Department (MassHighway). The project may require consent from the Executive Office of Transportation and Construction for construction on former railroad property under Chapter 40 Section 54A. According to MassHighway, because the project may require minor modifications to the existing Route 128/I-95 state highway layout, the project may also require

review by the Federal Highway Administration (FHWA) pursuant to the National Environmental Policy Act (NEPA) of 1969. The project may require a Construction Dewatering Permit, a Notice of Construction & Demolition, a Limited Air Plan Approval/Fossil Fuel Emission Permit, a Notice Regarding Demolition and Construction, and a Modification Permit for the water distribution system from the Department of Environmental Protection (MassDEP). Because the project is estimated to generate more than 6,000 daily vehicle trips it requires MassDEP review of the project's air quality impacts (review of the Proponent's mesoscale analysis). The project may need to obtain a Construction Dewatering Permit and a Sewer Connection Permit from the Massachusetts Water Resources Authority (MWRA). The project requires a National Pollutant Discharge Elimination System (NPDES) Programmatic Construction General Permit (CGP) for stormwater discharges from a construction site of over one acre from the U.S. Environmental Protection Agency. The project may also require MassDEP's review and approval of a Stormwater Pollution Prevention Plan for Construction or Industrial General Permits Discharging to Outstanding Resource Waters (ORWs) (BRP WM 09), and several approvals from the City of Waltham including Special Permits and Variances under the local zoning by-laws and an Order of Conditions from the Waltham Conservation Commission.

Because the project is not seeking Financial Assistance from the Commonwealth, MEPA jurisdiction is limited to those aspects of the project that are within the subject matter of required or potentially required state permits and that may cause Damage to the Environment as defined in the MEPA regulations. In this case jurisdiction extends to environmental impacts associated with traffic, air quality, wetlands, stormwater, and wastewater.

REVIEW OF SDEIR/FEIR AND COMMENTS RECEIVED

The SDEIR/FEIR was reviewed in the February 27, 2009 Certificate on the Supplemental DEIR. In order to avoid duplication, I hereby incorporate by reference the contents of that Certificate. All comments and conditions contained in that Certificate continue to apply to the proposed project in full force and effect as if restated herein, except to the extent modified below.

Traffic

Pursuant to my directive in the February 27, 2009 Certificate, in a letter dated April 2, 2009, the Proponent submitted additional information to the MEPA Office to confirm the Proponent's commitment to perform additional traffic impact mitigation measures outlined in that Certificate on pages 8 and 9. The Proponent's Route 20/117 Corridor Improvement Plan therefore will be deemed to include those additional measures detailed in the Proponent's April 2 letter, as indicated in the mitigation section below.

I reiterate my direction in the February 27, 2009 Certificate that the Proponent work closely with MassHighway, the City of Waltham and other affected communities during final project

design, including in particular the final design of the Route 20/117 Corridor Improvement Plan and design changes to local roadways. As previously indicated, the concerns expressed by the 128 Central Corridor Coalition, the Town of Weston, City of Waltham and others should be addressed during the MassHighway permitting process.

I-95/Route 128 Corridor Study

As discussed in the February 27, 2009 Certificate, I am directing the Executive Offices of Energy & Environmental Affairs, Transportation and Public Works, and Housing and Economic Development to produce a Corridor Plan that would achieve the objectives set forth in the Certificate of the DEIR, which discussed the need for a regional land use and transportation corridor study to inform responsive integrated environmental, economic, housing, and transportation policy and future MEPA review of specific development proposals along the 128 Central Corridor (the study corridor). In addition, I have asked that the agencies invite the participation and cooperation of the Metropolitan Area Planning Council (MAPC) and all affected communities. Comments from the 128 Central Corridor Coalition indicate that MAPC is beginning a limited corridor study for the 128 Central Corridor Coalition. In order to avoid duplication I ask that the state agencies and MAPC coordinate closely to ensure that any plans or studies are structured so as to complement one another.

As additional mitigation for the project's potential impacts to the Route 128 Corridor Study area, the Proponent has committed to provide a financial contribution for the Route 128 Corridor Study in the amount of \$100,000.00. The details of that obligation will be coordinated with MassHighway during the permitting process and reflected in updated Section 61 Findings.

Transit

As discussed in the prior Certificate, the Proponent has committed to coordinate its proposed off-site shuttle bus service with the Route 128 Business Council Transportation Management Association (TMA) and other project area development projects. As requested by several commenters on the SDEIR, the Proponent should continue discussions with the MBTA, the 128 Business Council TMA, and other transit providers to identify opportunities for enhancing and/or expanding existing MBTA bus service and shuttle service within the project area. In response to comments received from the 128 Central Corridor Coalition and others on the SDEIR/FEIR, I ask that the Proponent consult with the MBTA to identify potential future opportunities to coordinate the Proponent's proposed off-site shuttle bus service with a multi-modal facility that may be located within the project area on the Waltham/Weston border along the Fitchburg commuter rail line.

Pedestrian and Bicycle Facilities

A number of commenters have continued to express concern with the Proponent's proposed

on-site and off-site bicycle facilities designs. According to the comments received from the Waltham Bicycle Coalition, the proposed on-site and off-site bicycle routes will need further design refinements to enhance their use for bicycle travel to and from the project site and within the project site. I agree with commenters that pedestrian, bicycle and transit accessibility are critical aspects of a safe and sustainable project design and need to be given high priority. I reiterate my comments on these topics in the prior Certificate and ask that the Proponent work closely with the Waltham Bicycle Committee, WalkBoston, and the City of Waltham's Planning Board during the final project design to incorporate their comments to the extent feasible to ensure that the Proponent's proposed on-site and off-site pedestrian and bicycle accommodations and routing plans are safe, accessible and user-friendly. In addition, I also reiterate my instruction to consult with DCR concerning the design of the Wayside Trail improvements to ensure that the work undertaken by the Proponent is designed and constructed in a manner acceptable to DCR. The Proponent should also consult with DCR concerning appropriate guidelines for the long-term management and stewardship of these portions of the trail.

Stormwater Management

In my prior Certificate, I requested that the Proponent commit to establish and implement a two-year post construction water quality monitoring program for the project's on-site and off-site stormwater management systems. As a condition of my finding this SDEIR/FEIR adequate, I am requiring the Proponent to commit to develop and implement a two-year post construction water quality monitoring program for the project's on-site and off-site stormwater management systems in coordination with the City of Cambridge. The results of this monitoring program will help to determine the success of the Proponent's stormwater management program in meeting its designed performance standards. The Proponent's water quality monitoring program should also include a commitment to provide the results of this monitoring study to the City of Waltham and MassDEP in addition to the City of Cambridge. I remind the Proponent that it must continue to work closely with MassDEP, the City of Cambridge and the City of Waltham during final project design to ensure that the project's proposed stormwater management system is consistent with standards for water quality, recharge to groundwater, and peak runoff impacts, and with the City of Waltham Storm Water Program and its National Pollutant Discharge Elimination System (NPDES) Phase II Stormwater Construction General Permit (CGP).

In addition, I reiterate my prior concerns that the overall stormwater management program will only function as optimally designed if the water quality stormwater detention basin to be constructed by MassHighway and located within the Route 128/Route 20 Rotary (Rotary Basin) is constructed at the same time as the Proponent's other stormwater management improvements. EOT has previously committed in its own comments on the SDEIR to construct the Rotary Basin as part of the drainage improvements it is undertaking at the Route 128/Route 20 Rotary interchange area. Again, I urge EOT to construct the Rotary Basin concurrently with the Proponent's infrastructure improvements to maximize the functionality of the entire system and improve water quality and remind EOT that the construction of the Rotary Basin is an outstanding MEPA commitment that must be fulfilled.

SUMMARY OF FEIR MITIGATION COMMITMENTS

The FEIR included mitigation measures and draft Section 61 Findings. The draft Section 61 Findings contained a clear commitment to implement mitigation measures, estimated the costs of specific mitigation measures, and identified the parties responsible and schedule for implementing the mitigation. Since the filing of the SDEIR/FEIR the Proponent has also committed to several additional mitigation measures. In sum, the Proponent has committed to the following mitigation measures (along with any other commitments referenced in prior Certificates), upon which I have conditioned my approval of the FEIR, and which shall be the subject of revised Section 61 Findings to be developed during the permitting process:

Transportation Infrastructure:

Route 117 Connector Bridge

- constructing a new three-lane 2-way travel bridge, with Wayside Trail pedestrian and bicycle accommodations, over Route 128/I-95 from the project's Primary Driveway on Route 117 to the proposed Green Street extension.

Green Street Corridor/Route 117/Bear Hill Road Intersection

- widening of Green Street northbound approaches to Route 117 to provide exclusive left-turn and through/right-turn lane;
- modification of signal timing at Green Street/Route 117/Bear Hill Road intersection;
- modification of traffic signal timing;

Green Street Corridor

- construction of southbound through lane along Green Street Development site frontage;
- widening of Green Street northbound approach to Route 117 Connector Bridge;
- installation of a new traffic signal at the Green Street/Route 117 Connector Bridge /40 Green Street Development northern site driveway intersection; and
- installation of a new traffic signal at the Green Connector Bridge /40 Green Street Development southern site and driveway/Green Street intersection.

Route 20 Rotary

- modifications to the Route 20 Rotary which will serve as the primary access route to the project site, including:
 - construction of a flyover Bridge from Green Street to the Route 128/I-95 southbound on-ramp;
 - widening to 2 lanes the Route 128/I-95 southbound on-ramp (these two lanes will merge into a single lane prior to the Route 128 merge);

- installation of a new traffic signal at the Route 20 eastbound with the Route 20 Rotary;
- new traffic signal at the Route 20 eastbound/Route 128/I-95 northbound off-ramp intersection;
- widening of Route 128/I-95 northbound off-ramp to provide three lanes;
- installation of a new traffic signal at the Route 20 westbound/Route 117 Connector Bridge intersection; and,
- construction of a new five-lane bridge from the Route 20 westbound/Route 20 Rotary to Green Street (Green Street Connector Bridge).

Route 117 (Main Street)

- Primary Driveway – installation of a new traffic signal at the primary project site drive/Green Route 117 Connector Bridge intersection, modify lane geometry to provide additional capacity;
- Central Driveway - modification of lane geometry to provide additional capacity; and,
- Eastern Driveway – installation of a new traffic signal, and modification of lane geometry to provide additional capacity.

Route 20 Intersections

- modification of signal timing, replacement of signage and refreshment of pavement markings at the following Route 20 intersections:
 - Route 20/Route 117 intersection;
 - Route 20/Bacon Street intersection;
 - Route 20/Moody Street intersection;
 - Route 20/Lexington Street intersection; and,
 - Route 20/Church Street intersection.

The Proponent has also committed to undertaking the following additional measures:

- Modification of the Route 128 northbound off-ramp to accommodate 2017 Build queue storage and deceleration length, to the extent feasible;
- Modification of the Route 128 southbound off-ramp to accommodate 2017 Build deceleration length, to the extent feasible;
- Modification of the Route 128 southbound on-ramp to accommodate 2017 Build acceleration length, to the extent feasible;
- Widening Route 128 northbound off-ramp (south) to two lanes immediately after the exit and include a third approach lane at the Route 20 eastbound signalized intersection;
- Widening of the Route 128 southbound on-ramp (north) to two lanes (these two lanes will merge into a single lane prior to the Route 128 merge);
- Striping the Route 20 Rotary to provide three through lanes and a standard 12-ft lane and an appropriate offset/shoulder within the existing 40-ft wide roadway cross section, to the extent feasible; and,

- Providing 12-foot wide travel lanes on all proposed new ramps and bridges to the extent feasible. Where not feasible, MassHighway will make the final determination of the acceptable lane and shoulder width accommodations at the rotary.

Transportation Demand Management:

The Proponent's Transportation Demand Management (TDM) plan includes the following commitments:

- membership and active participation in the Route 128 Business Council;
- provide off-site shuttle bus connection to downtown Waltham and the MBTA Waltham Commuter Rail Station;
- provide a free-of-charge on-site internal shuttle bus system connecting all buildings to the MBTA bus stop for service Routes #70 and #170 located along the project's Route 117 frontage;
- provide a project site connection between the proposed on-site shuttle bus stop and the existing MBTA bus stop for service Routes #70 and #170;
- provide a Transportation Demand Management (TDM) Coordinator;
- provide comprehensive commuter information from central commuter information centers to be located within office building lobbies, retail facility entrances, common areas and other high viability location throughout the project site;
- promote carpool/rideshare programs;
- promote guaranteed ride home programs;
- promote scheduling non-standard hours employee work shifts;
- promote providing subsidized monthly or multi-trip transit passes for employees;
- investigating the use of on-site banking and employee direct deposit banking;
- promote alternate transportation modes;
- incorporate office and retail specific TDM measures; and
- facilitate on-site bicycle and pedestrian travel and improve off-site pedestrian and bicycle infrastructure, including new on-site and off-site sidewalks, pedestrian crossings and vehicle/pedestrian safety signage, and installation of bicycle racks and storage lockers in close proximity to buildings.

Traffic Monitoring Program:

The Proponent has committed to implementing a traffic monitoring program that will be conducted bi-annually for a period of 5 years from project completion and occupancy and will include peak hour manual turning movements and 24-hour automatic traffic recorder (ATR) counts for a seven-day period. The Proponent's traffic monitoring program also includes a commitment to monitor participation in each component of the proposed TDM program.

Route 128 Corridor Noise Study:

The Proponent has committed to complete a noise study along a portion of the Route 128 corridor located within the project area to determine existing and 2017 Build noise conditions and any the need for any required mitigation measures in accordance with MassHighway's Type I Noise Abatement Policy.

Wayside Rail Trail:

The Proponent has committed to construct two separate sections of the Wayside Trail including a 1,850 lf section of a shared-use Wayside Trail path along the southern portion of the project site, and a 3,200 lf section from the proposed Green Street extension, across RT128/I-95 via the proposed Green Street Bridge Connector and to the Primary Driveway/Route 117 intersection.

Wetlands

The Proponent has committed to construct approximately 715 lf of on-site Bank mitigation consisting of three new stream channels to convey surface water flows though the project site.

Stormwater Management:

The Proponent's on-site stormwater management plan will include the use of best management practices (BMPs), deep sump hooded catch basins with water quality treatment units and the use of eight subsurface stormwater detention structures, eight subsurface infiltration structures, two wet basins and four constructed gravel wetlands to provide for the on-site water quality treatment, peak flow attenuation and recharge or release of surface stormwater and roof runoff. The on-site stormwater management design also integrates the use of landscaped elements including a rain garden and a vegetated water quality swale to enhance the removal of stormwater pollutants and total suspended solids (TSS).

The Proponent has committed to construct a series of three (A, B, C) constructed gravel wetland systems designed to provide water quality treatment of stormwater runoff through a process involving settlement, filtration, chemical and biological processes, and microbial breakdown. This proposed gravel wetland system will also include the construction of outlet control structures that will enable the controlled-rate release of stormwater from the three gravel wetland areas to a new water quality stormwater detention basin to be constructed by MassHighway and located within the Route 128/Route 20 Rotary (Rotary Basin).

The Proponent will also develop and implement a two-year post construction water quality monitoring program for the project's on-site and off-site stormwater management systems in coordination with the City of Cambridge.

Greenhouse Gas Emissions:

The Proponent has committed to the following measures to reduce the Project's stationary source GHG emissions:

- solar PV-ready roof systems;
- high-albedo roofing materials;
- high-efficiency HVAC Systems including evaporative-cooled rooftop units with VAV series fan-powered terminals and hydronic heating with high efficiency gas-fired condensing boilers for buildings #6 and #9;
- energy efficient building envelope including high performing windows and insulation (R-15.4 for walls, R-30 for roofs, and U-.42 for windows with SHGC of .38);
- energy efficient lighting consisting of high-efficiency fluorescent with electronic ballasts;
- use of environmentally friendly and certified building materials;
- construction waste management program to divert 50% of construction materials by weight;
- water conserving low-flow fixtures;
- energy management systems to control HVAC and lighting systems; and
- third party building commissioning.

Berry Farm Parcel:

As described in the FEIR, the Proponent has committed to permanently preserving the entire 20-acre Berry Farm parcel as undeveloped open space for the City of Waltham.

I-95/Route 128 Corridor Study:

The Proponent has committed to contributing funding support in the amount of \$100,000.00 for the I-95/Route 128 Corridor Study as partial mitigation for this project's potential impacts to regional mobility in the corridor.

Conclusion

The Proponent should revise the Draft Section 61 Findings provided in the SDEIR/FEIR to include any revisions to the mitigation commitment described therein and any new mitigation commitments the Proponent may propose during the final project design and permitting process. The revised Draft Section 61 Findings 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. The Proponent's proposed mitigation measures should accommodate each phase of the project and must be completed prior to project occupancy. A copy of the Proponent's revised Draft Section 61

Findings should be forwarded to the MEPA Office for the project file prior to final project permitting. MassDEP and MassHighway should forward copies of the Section 61 Findings, once issued, to the MEPA Office for publication in accordance with 301 CMR 11.12.

The SDEIR/FEIR adequately assessed potential project impacts and committed to measures that will avoid, minimize and mitigate adverse impacts. I am satisfied that any remaining outstanding issues can be addressed through the state and local permitting and review process. The Proponent should continue to work closely with MassHighway, the City of Waltham, the City of Cambridge and others to finalize the Proponent's extensive program of mitigation measures and commitments for the proposed project. The project may proceed to state permitting.

April 17, 2009
Date



Ian A. Bowles, Secretary

Comments received on the FEIR:

04/03/09	Watch City Development, LLC
04/09/09	City of Cambridge – Water Department
04/10/09	John S. Allen, Waltham Bicycle Coalition
04/13/09	Ingeborg Uhler
04/14/09	128 Central Corridor Coalition: City of Waltham Mayor Jeannette A. McCarthy, Jeanne Krieger – Chairman Town of Lexington Board of Selectmen, Sara Mattes - Town of Lincoln Board of Selectmen, Michael H. Harrity - Town of Weston Board of Selectmen, Marc Draisen, Executive Director, Metropolitan Area Planning Council

Comments received on the SDEIR:

02/17/09	Kerrie Clark
02/20/09	Ingeborg Uhler
02/20/09	Town of Weston, Board of Selectmen
02/20/09	Department of Conservation and Recreation (DCR)
02/19/09	Waltham West Suburban Chamber of Commerce
02/19/09	Bryan R. Stascavage
02/19/09	Tavern Square Neighborhood Association

02/20/09 Lesya Struz
02/20/09 Arthur Uhlir, Jr.
02/20/09 Department of Environmental Protection (MassDEP) – NERO
02/20/09 Vanasse Hangen Brustlin, Inc.
02/19/09 John S. Allen
02/20/09 John S. Allen
02/19/09 Charles River Watershed Association (CRWA)
02/20/09 Prospect Hill Park Advocacy Group
02/23/09 City of Waltham – Office of the Mayor
02/20/09 Massachusetts Highway Department (MassHighway)
02/20/09 128 Central Corridor Coalition: City of Waltham Mayor Jeannette A. McCarthy, Jeanne Krieger – Chairman Town of Lexington Board of Selectmen, Sara Mattes - Town of Lincoln Board of Selectmen, Michael H. Harrity - Town of Weston Board of Selectmen, Marc Draisen, Executive Director, Metropolitan Area Planning Council
02/23/09 City of Cambridge – Water Department
02/19/09 NSTAR Electric & Gas Corporation
02/20/09 Vanasse Hangen Brustlin, Inc.

FEIR #13952
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