



*The Commonwealth of Massachusetts*  
*Executive Office of Energy and Environmental Affairs*  
*100 Cambridge Street, Suite 900*  
*Boston, MA 02114*

Deval L. Patrick  
GOVERNOR

Timothy P. Murray  
LIEUTENANT GOVERNOR

Ian A. Bowles  
SECRETARY

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

May 2, 2008

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

PROJECT NAME: The Shoppes at Bellingham  
PROJECT MUNICIPALITY: Bellingham  
PROJECT WATERSHED: Charles  
EEA NUMBER: 13914  
PROJECT PROPONENT: W/S Development Associates, LLC  
DATE NOTICED IN MONITOR: March 26, 2008

Pursuant to the Massachusetts Environmental Policy Act (G. L. c. 30, ss. 61-62H) and Section 11.08 of the MEPA regulations (301 CMR 11.00), I hereby determine that the Draft Environmental Impact Report (DEIR) submitted on this project is inadequate and requires the preparation of a Supplemental DEIR (SDEIR). While I am requiring a SDEIR, I acknowledge that the DEIR provided valuable information for the MEPA review process related to project impact and mitigation. However, additional information and analysis is required to complete the DEIR review as the Proponent has not adequately evaluated site design alternatives or measures to avoid, minimize or mitigate impacts to the maximum extent feasible. This Certificate establishes a limited scope to address site layout alternatives, stormwater management, and traffic mitigation.

Project Description

As described in the DEIR, the project consists of a two-phase mixed use development on an approximately 191-acre site in Bellingham, MA. The project site is located south of the intersection of Hartford Avenue/Route 126 and Interstate 495 (I-495). Phase I of the project, the Shoppes at Bellingham, is comprised of fourteen one- and two-story buildings totaling approximately 481,000 square feet (sf) of retail space; 53,500 sf of sit down restaurants; and

15,500 sf of quick, casual restaurants. Phase I would encompass approximately 59.8 acres, including a proposed Bypass Road linking the site with North Main Street and the I-495/Hartford Avenue interchange. Phase II includes four, 4-story office buildings totaling 600,000 sf on 48 acres of the site. The projects will be serviced by municipal water and a proposed on-site treatment plant for wastewater disposal. Both phases of the project are expected to generate approximately 19,468 average daily trips (adt) on a weekday and 21,586 new adt on a Saturday.

Much of the site has been previously mined for sand and gravel. The site is characterized by two large wetland complexes, referred to in the DEIR as the Atlantic White Cedar Swamp and the Charles River Wetlands. The project site is located within the upper Charles River basin, which is one of the most heavily stressed watershed systems in the Commonwealth. In addition, the project site is located in close proximity to three Town of Bellingham municipal water supply wells. Portions of the Phase II site include the Zone I protective area for the Bellingham Water Division Well No. 12. Both phases of the project are wholly within the Zone II recharge areas for Bellingham Wells 7, 8 and 12. Portions of the project site are considered to be archaeologically sensitive, potentially containing archaeological sites associated with ancient and historical occupation of the Bellingham area.

Access to both Phase I and Phase II will be provided by way of the proposed Bypass Road from North Main Street with a connection to the Interstate 495 (I-495)/Hartford Avenue Interchange ramps. According to the DEIR, as part of a public/private partnership between MassHighway and the Proponent, MassHighway will relocate the I-495 Southbound ramps at Hartford Avenue to connect with the proposed Bypass Road and replace the existing Southbound Ramps/Hartford Avenue signalized intersection with a two-lane roundabout. Additionally, the I-495 Northbound ramps intersection with Hartford Avenue will be modified to include a new slip ramp from Hartford Avenue southbound to I-495 northbound.

As outlined in the Certificate on the Environmental Notification Form (ENF) for the project, the MassHighway interchange improvements will undergo separate MEPA review. However, while the interchange improvements will be reviewed separately, the Proponent for the Shoppes at Bellingham project proposes to fund the design of the improvements as mitigation for traffic impacts from the retail and office development. Activities resulting in impacts to wetland resources associated with both phases of the currently proposed project and the interchange improvements will be permitted as a single and complete project under Section 404/401 of the Clean Water Act. Therefore, the wetland impacts of the interchange improvements project have been presented in the DEIR currently under review.

The Proponent states in the DEIR that Phase I of the project will not open until the Bypass Road and interchange improvements are completed. Phase II of the project does not have a specific schedule however traffic generation estimates for Phase II have been included in the DEIR. Traffic improvements implemented during the first phase of the project will mitigate traffic impacts from both phases of development. Phase II of the project will not require additional roadway improvements and will incorporate its own stormwater management system and utilities. When Phase II is constructed, the proposed wastewater treatment plant will be expanded. The Proponent has stated in the DEIR that a Notice of Project Change (NPC) will be

filed with the MEPA Office for review impacts related to Phase II.

One previous project on this site has undergone MEPA review. In September 1999 an ENF was filed for the Bellingham Corporate Park (EEA #12035), a development consisting of office/research and development space; four hotels; three restaurants; a health club; and a day care facility. The November 1999 Certificate on the ENF set forth the Scope for the DEIR for the project; no DEIR was ever filed. In October 2001 an expanded NPC was filed for the project that proposed to separate 20.3 acres from the original 240-acre site and construct 300 units of rental apartments in place of the health club and day care facility. Subsequently, the Proponent withdrew the NPC based on guidance from the MEPA office that the housing component of the project be reviewed separately from the Bellingham Corporate Park. An ENF was filed for the Jefferson at Bellingham Apartment Community (EEA #12746) in April of 2002. A Certificate on the ENF was issued on May 17, 2002 stating that the project did not require further MEPA review. The JPI Apartment Complex that was part of this filing has been constructed. No further MEPA filings for the Bellingham Corporate Park have been submitted.

### Jurisdiction and Permitting

The project is undergoing MEPA review and requires the preparation of an EIR pursuant to Section 11.03(1)(a)(1) and 11.03(1)(a)(2) of the MEPA regulations, because it will result in the direct alteration of more than 50 acres of land and the creation of more than 10 acres of new impervious surface; and Section 11.03(6)(a)(6) and 11.03(6)(a)(7), because the project will result in more than 3,000 new average daily trips (adt) and require the construction of more than 1,000 new parking spaces. The project also exceeds the following ENF review thresholds: Section 11.03(3)(b)(1)(f) because the project will result in the alteration of greater than ½ an acre of “any other wetlands”; Section 11.03(5)(b)(1) because the project requires the construction of a new wastewater treatment facility with a capacity of 100,000 gpd or more; and Section 11.03(6)(b)(1)(a) because the project requires the construction of a new roadway greater than ¼ miles in length.

The project requires the following permits and/or review: a National Pollutant Discharge and Elimination System (NPDES) Construction General Permit from the U.S. Environmental Protection Agency (EPA); review from the U.S. Army Corps of Engineers (ACOE) pursuant to Section 404 of the Clean Water Act; a Letter of Map Amendment from the Federal Emergency Management Association (FEMA); a Groundwater Discharge Permit and a 401 Water Quality Certificate from the Department of Environmental Protection (MassDEP); an Access Permit and Traffic Signal Permit from the Massachusetts Highway Department (MassHighway); and review from the Massachusetts Historical Commission (MHC). At the local level the project requires Development Plan Review, a Water Resource District Special Permit and a Major Business Complex Special Permit from the Bellingham Planning Board and an Order of Conditions from the Bellingham Conservation Commission.

Because the Proponent is not seeking financial assistance from the Commonwealth for the project, MEPA jurisdiction extends to those aspects of the project that may cause significant Damage to the Environment and that are within the subject matter of required or potentially

required state permits. In this case, MEPA jurisdiction extends to land alteration, stormwater, wetlands, wastewater, transportation, and historic resources.

### Review of the DEIR

The project is a large development proposed on a sensitive site that will result in significant impacts. The purpose of MEPA review is to ensure that a project Proponent studies feasible alternatives to a proposed project; fully discloses environmental impacts of a proposed project; and incorporates all feasible means to avoid, minimize, or mitigate Damage to the Environment as defined by the MEPA statute. I have fully examined the record before me, including but not limited to the Scope issued on December 22, 2006; the DEIR filed in response; and the comments entered into the record. Based on this record, I find that the DEIR is not sufficiently responsive to the requirements of the MEPA regulations and the Scope to meet the regulatory standard for adequacy.

The DEIR fails to address many of the specific issues that were outlined in the Certificate on the ENF, and did not provide a meaningful consideration of design alternatives that could result in fewer environmental impacts. In addition, development of the project and mitigation of anticipated impacts is dependent on a series of improvements to the I-495 Interchange at Hartford Avenue to be implemented by MassHighway. The Proponent proposes to fund the design of the interchange improvements as part of the mitigation package for the project currently under review. I note however that in its comments on the ENF and the DEIR that the Executive Office of Transportation (EOT) has stated that MassHighway has not determined that it is feasible to fund the improvements. The Certificate on the ENF directed the Proponent to demonstrate how it would mitigate project-related traffic in the event that the interchange improvements project did not move forward. The DEIR did not address this issue.

I cannot allow the project to proceed to the Final EIR stage until these important issues are resolved. The SDEIR should respond to the items outlined in this Certificate. Should the SDEIR fully resolve the substantive issues outlined in the Scope, I will consider the procedural options available to me at 301 CMR 11.08(8)(b)(2), as they may relate to the Scope for the Final EIR.

## **SCOPE**

### General

As modified by this Certificate, the Proponent should prepare the SDEIR in accordance with the general guidelines for outline and content found in Section 11.07 of the MEPA regulations. The SDEIR should include a copy of this Certificate and of each comment received. The Proponent should circulate the SDEIR in accordance with Section 11.01(16) of the MEPA regulations; to those who commented on the DEIR; to municipal officials in the Town of Bellingham; and to any state and federal agencies from which the Proponent will potentially seek permits or approvals. In addition, copies of the SDEIR should be made available at the

Bellingham public library.

In order to ensure that the issues raised by commenters are addressed, the SDEIR should include a response to comments. This directive is not intended to, and shall not be construed to, enlarge the scope of the SDEIR beyond what has been expressly identified in the initial scoping Certificate or this Certificate.

### Alternatives

The Certificate on the ENF required the Proponent to prepare a comprehensive alternatives analysis in order to ascertain which site layout minimizes overall environmental impacts and reduces the amount of impervious surface on site. At the heart of the MEPA process is the requirement to evaluate feasible alternatives to a proposed project, to ensure that all state agencies can find, pursuant to Section 61 of the statute, that all feasible means to avoid, reduce, or mitigate environmental damage have been considered and incorporated into the project design. In this case, the large retail development will create 63.5 acres of impervious surface on a site that has significant sensitive environmental receptors. The Proponent has not adequately evaluated site design alternatives or measures to avoid, minimize or mitigate impacts to the maximum extent feasible.

A more thorough analysis of alternatives must be an integral part of the SDEIR. While the Proponent outlines measures that have been incorporated into project design to minimize the project's footprint, the DEIR did not include a reduced build alternative as required in the Certificate on the ENF. As outlined in the DEIR, the project size and composition has not changed since the filing of the ENF. A more thorough analysis of tools to reduce site imperviousness is required in the SDEIR. The analysis does not necessarily require a reduction in the development's building program to be considered adequate, but it does require an analysis of alternative designs and techniques for minimizing the impacts associated with the project. I note that alternative approaches could have positive impacts on site development costs by reducing the amount of areas that need grading and paving and/or reducing the size of stormwater infrastructure. For all alternatives presented in the SDEIR, the Proponent should clearly quantify impacts related to land alteration and impervious surface creation.

In the Phase I plan submitted with the ENF, approximately 1,760 surface parking spaces and 655 structured parking spaces were provided, for a total of 2,415 spaces. The Proponent states in the DEIR that due to the presence of a potential archaeological site at the proposed southerly parking area adjacent to I-495, 145 parking spaces have been eliminated from the original ENF plan. The DEIR however proposes 1,994 surface spaces and 662 structured spaces, for a total of 2,656 spaces; 241 more than what was proposed in the ENF. The Proponent should clarify how eliminating 145 spaces from the ENF plan has resulted in an increased number of spaces for the DEIR plan. The SDEIR should clearly present proposed parking spaces for each phase of the development.

The proposed 2,656 spaces correspond to a parking ratio of 4.83 per 1,000. Based on Town of Bellingham zoning, a total of 4,990 spaces (or 9.1 spaces per 1,000 sf) would be

required for the Phase I uses. The Proponent has requested a waiver from the parking requirements outlined in the zoning bylaw. According to the DEIR, the proposed number of parking spaces for Phase I portion of the project was determined based on a recent parking demand study of five similar projects developed by the Proponent in New England. The average parking demand for all the shopping centers is 2.94 spaces per 1,000 sf. The highest demand observed was 4.25 spaces per square foot. The Proponent should clarify why the proposed project requires a higher parking ratio (4.83 per 1,000 spaces) than what has been observed at similar projects. 662 of the Phase I parking spaces will be located in a parking deck. According to the DEIR, this results in a decrease of 27 percent of surface parking spaces and a reduction of 2.5 acres of impervious surface if they were put at-grade. In the SDEIR, the Proponent should consider additional measures to minimize impervious surface, which could include further reduction of parking spaces or the creation of more structured parking.

#### Land Alteration/Drainage

The project will result in the creation of 63.5 new acres of impervious surface on the project site. In the DEIR, the Proponent outlined the proposed stormwater management system for Phase I of the project. Stormwater quality and quantity will be mitigated by implementing Best Management Practices (BMPs) including, but not limited to: deep sump catch basins, oil/grit chambers, infiltration chambers, and detention basins. Non-structural BMPs such as weekly parking lot sweeping and construction-period erosion control measures will be utilized as well. Proposed BMPs will remove in excess of 80 percent Total Suspended Solids (TSS). According to the DEIR, a significant amount of stormwater runoff from the project's rooftops will be directly recharged into groundwater and the local aquifer. The Proponent states in the DEIR that specific details regarding stormwater management for Phase II of the project are not available, due to the preliminary nature of the design. The Proponent states that it will file an NPC with MEPA once Phase II details are known and a specific stormwater management plan is finalized.

As of January 2, 2008 the MassDEP Stormwater Management Policy standards have been incorporated into the Wetlands Protection Act regulations at 310 CMR 10.00. The Notice of Intent for Phase I of the project and the Bypass Road was filed in 2007 prior to the final regulatory revisions, and therefore the revised regulations do not apply to the project. The Town of Bellingham has indicated in its comments on the DEIR however that the stormwater regulations apply to all developments in Bellingham regardless of their status with the Conservation Commission. The Proponent should address this issue in the SDEIR and clarify whether it will be required to comply with the updated stormwater regulations. If so, the Proponent should demonstrate compliance with the regulations.

The SDEIR requires a more meaningful consideration of Low Impact Development (LID) measures that could be incorporated into project design to help reduce the amount of new impervious surface associated with the project. The SDEIR should include an analysis of opportunities for recharge of runoff from impervious areas both from rooftops and other areas; improved source control of runoff throughout the site; and better control of pollutants of concern (especially sediments, nutrients, metals and petroleum-based pollutants). The Proponent should

commit to using porous pavement in lower use parking area, as well as to creating rain gardens in parking lot islands and at lot edges for stormwater management and infiltration.

The project is subject to the Nutrient Total Maximum Daily Loads (TMDL) developed for the Charles River by MassDEP and the U.S. EPA. The TMDLs document that phosphorus loadings to the river are directly causing or contributing to the eutrophication and excessive algal blooms in the Charles River. The TMDLs establish that phosphorus loadings from existing large industrial/commercial sites need to be reduced by 65 percent on an annual basis to achieve water quality standards. The Proponent should outline in the SDEIR how the project will comply with the TMDL phosphorus reduction target.

### Wetlands

The Proponent has received an Order of Resource Area Delineation (ORAD) from the Bellingham Conservation Commission for the Phase I site. The project site contains Bordering Vegetated Wetlands (BVW), Bank, Land Under Water (LUW), Riverfront Area, 100-foot Buffer Zone and federally protected isolated wetlands. NHESP has identified five potential vernal pools on the Phase I site. Wetland boundaries for the Phase II site outlined in the DEIR are preliminary. The Proponent will submit a second Abbreviated Notice of Resource Area Delineation (ANRAD) when Phase II of the project advances. The Proponent filed a Notice of Intent (NOI) for the Phase I project and the new Bypass Road in June of 2007. The NOI hearings are ongoing. The ACOE has determined that five of twelve isolated wetlands located on the project site are in federal jurisdiction as Waters of the United States. The Proponent will seek a jurisdictional determination from the ACOE for the Phase II project in the future.

A small area of the site is considered 100-year floodplain under the most recent Flood Insurance Rate Map (FIRM) published by the Federal Emergency Management Agency (FEMA). According to the DEIR, this area is not hydraulically connected to the Charles River wetland system or any other portion of the 100-year floodplain. The Proponent intends to submit a request for a Letter of Map Amendment to FEMA to remove the designation. The ORAD received from the Bellingham Conservation Commission confirms that the Phase I and Bypass Road site does not contain Land Subject to Flooding because the 100-year floodplain for the Charles River is contained within the BVW areas and none of the isolated depressions meet the flood storage requirements at 310 CMR 10.57.

Cumulative wetland impacts from Phase I/Bypass Road, Phase II and the proposed MassHighway interchange improvements are presented in the DEIR and will be evaluated by the ACOE/MassDEP during the 401/404 permitting process. Mitigation will be designed and constructed comprehensively for all wetland impacts. The proposed impacts associated with Phase I and the Bypass Road are consistent with the performance standards for BVW and Bank and do not require approval as a limited project. Phase II is not anticipated to impact any state wetlands. The interchange improvements will likely require approval as a limited project for new and/or modified crossings of Spring Brook and BVW. The Proponent estimates that MassHighway will submit a NOI for the interchange improvements to the Bellingham Conservation Commission in 2008. Prior to the filing of an NOI by MassHighway for the

interchange improvements, wildlife habitat evaluations for Bank and BVW impacts will be undertaken as well as a functional assessment of the wetland impact areas pursuant to the requirements of Section 404 of the Clean Water Act.

The Proponent states in the DEIR that the project has been designed to avoid and minimize impacts to the extent feasible and that there are no practicable alternatives with less environmental impacts than the project as proposed in the DEIR. The following impacts are anticipated:

- Phase I Development: 3,952 sf of isolated federal wetlands
  - Bypass Road: 4,811 sf of BVW; 30 linear feet (lf) of Bank; and 15,263 sf of isolated federal wetlands
- Proposed Interchange improvements: 6,200 sf BVW; 355 lf of Bank; 440 sf of LUW; 120,500 sf of Riverfront Area; and 6,406 sf of isolated federal wetlands.

The Proponent states that it appears that the Phase II development can be constructed to avoid work in any state wetlands; however work in the 100-foot buffer zone is anticipated. The Proponent stated in the ENF that Phase II may result in impacts to an isolated wetland; however the proposed layout has reconfigured the parking field to avoid impacts to this 7,224 sf isolated wetland.

The DEIR provides a discussion of proposed wetland mitigation for the project and the interchange improvements. The Phase I/Bypass Road project has two wetland mitigation areas while MassHighway anticipates constructing one wetland mitigation area to compensate for BVW impacts associated with the Spring Brook crossing. Wetlands will be replicated at ratios ranging from 1:1 to 1.3:1. The DEIR outlined how the proposed replication areas would serve to replace and/or enhance the existing functions and values of the areas to be lost. Pursuant to ACOE requirements, the Proponent will implement a monitoring program to assess the success of replication areas for five years post construction. I strongly encourage the Proponent to examine the feasibility of providing wetlands replication at a ratio of 2:1. In the SDEIR, the Proponent should also propose mitigation for Riverfront Area impacts.

### Water and Wastewater

Based on water consumption and wastewater generation rates at 314 CMR 7.15, the Proponent anticipates that the project will have the following water and wastewater demand for both phases:

- Wastewater: 134,675 gallons per day (gpd) peak, 67,340 gpd average
- Water Demand: 148,143 gpd peak, 74,074 gpd on average

Potable water for the project will be provided through the municipal system distributed through underground water mains, valves and fire hydrants. A new 12-inch water main will be located in the new Bypass Road and connected to the existing Bellingham distribution system at North Main Street and Hartford Street. The Proponent has coordinated with the Bellingham



Department of Public Works (DPW) and its engineering consultant to review the proposed project and to determine available domestic and fire flows. The Proponent states in the DEIR that based on this consultation, the water distribution system is adequate to serve the project. The Town of Bellingham has located another viable public water supply well on the Phase I property; the Proponent intends to use this well for irrigation. The Proponent should provide an estimate of water demand for irrigation and address comments from MassDEP regarding potential restrictions on the installation of an irrigation well in the water protection district. The Proponent should examine the feasibility of harvesting rainwater for irrigation.

Two alternatives were evaluated by the Proponent for the disposal of wastewater: an onsite treatment alternative and a connection to the Bellingham Municipal Wastewater Treatment Facility. The Bellingham DPW has indicated that no treatment capacity is available to allow the project to connect to the public sewer system in Bellingham. The Town currently owns the rights to 300,000 gpd of treatment capacity and is currently at or exceeding that amount.

The onsite wastewater treatment alternative consists of a private wastewater treatment facility and soil absorption facility located on the Phase I site. Wastewater will be collected from each building in underground sewer mains and will drain by gravity to a private pump station. The pump station will discharge wastewater to a wastewater treatment plant located within the southwesterly parking lot at the southern driveway to the Phase I portion of the project. The treatment plant will be sized and constructed for Phase I. The Proponent should address comments from MassDEP regarding discrepancies between the Title 5 design flows for the project and the average flows referred to in the DEIR. The SDEIR should demonstrate that the proposed treatment plant and leach field will be designed for the full Title 5 build out and that the leach field has the required redundancy built in. It will be necessary to increase the size of the treatment plant when the second phase of the project becomes operational. The Proponent states in the DEIR that the additional tank space required for plant expansion will be calculated and reserved to allow expansion to occur concurrently with project phasing. The SDEIR should outline how MassDEP will address the proposed expansion during the Groundwater Discharge Permit process.

The proposed leach fields will be located under the proposed parking lots north of the treatment plant. During the preliminary design phase of the project, two soil absorption system locations were considered. The first location is located along the proposed Bypass Road and the second site is located beneath proposed surface parking in the Phase I development area. The disposal site under the Phase I parking area is approximately 1,350 feet further from Bellingham Well 12 and has been selected as the preferred site for the soil absorption system. The Proponent states in the DEIR that the first disposal site may be considered for use for Phase II of the project.

Potential adverse impacts to water quality will be mitigated through the wastewater treatment facility design process and strict adherence to the facility's permitted discharge limitations. The proposed facility has been designed as a membrane bioreactor (MBR) treatment system due to the proximity of the public water supply wells and the need for advanced and highly reliable treatment. The system will be designed to achieve high levels of nutrient removal. The effluent from the wastewater treatment plant will meet Massachusetts Ground Water Quality

Standards for Class I waters, which are waters designated as a source of potable water supply. In addition to these criteria, the effluent will also meet the criteria listed for indirect aquifer recharge in the Massachusetts Guidelines on Reclaimed Water. This high water quality will be discharged to the ground, partially replenishing the groundwater withdrawals by the Bellingham Water Department. According to the DEIR, approximately 67,000 gpd of groundwater recharge will be achieved with the proposed on-site wastewater treatment facility.

Due to the project's proximity to drinking water wells, the effluent limits for the wastewater treatment plant will have to be very stringent and the Proponent will be required to meet the most restrictive limits in MassDEP's reuse policy. The Certificate on the ENF directed the Proponent to evaluate the reuse of grey water and dual plumbing to reduce wastewater capacity. The Proponent has indicated that grey water use is not feasible in a retail center, however this option should be further investigated, including an investigation of grey water reuse at other retail stores in the vicinity of the project, as a means to reduce project wastewater flows.

### Transportation

According to the DEIR, Phase I of the project is anticipated to generate approximately 15,426 new average daily trips (adt) on a weekday and approximately 20,284 new adt on a Saturday. Upon completion of Phase II, the completed project will generate approximately 19,468 new adt on a weekday and approximately 21,586 new adt on a Saturday. The Proponent has prepared a Traffic Impact and Access Study (TIAS) for the project. The TIAS study area includes 28 intersections including all intersections that provide access to the Wethersfield neighborhood as well as additional intersections requested by the Town. In response to a request from the Town of Bellingham, traffic conditions in the study area were projected to a future year of 2017, which represents a ten year planning horizon as opposed to the typical five year horizon. The analysis includes consideration of roadway improvement projects expected to be completed within the next ten years by the Town or MassHighway, thirteen other development projects and an overall background growth rate.

The Proponent will construct a Bypass Road of North Main Street and Hartford Avenue (Route 126) from the existing Jefferson Driveway on North Main Street to the existing I-495 Southbound Ramps on Hartford Avenue. The I-495 southbound ramps will be relocated as part of this design. The Bypass Road will include two travel lanes in both directions between Hartford Avenue and the Southerly Retail Site Driveway and one travel lane in each direction between the Southerly Retail Site Driveway and North Main Street. At the time of the ENF submission, the Proponent had submitted an application to the Bellingham Planning Board for preliminary subdivision review. That application was subsequently withdrawn because it was determined that the industrially zoned parcel could not be accessed through a residential zone. The Proponent has since proposed that the Bypass Road be accepted as a Town Road, thus negating the need for subdivision review. Acceptance of the Bypass Road as a public road does however require Town Meeting approval. MassHighway and the Federal Highway Administration have connectivity requirements and MassHighway views the new Bypass Road as critical to the overall configuration and safe operation of the interchange. The Proponent should provide an update in the SDEIR regarding the timeline for Bellingham Town Meeting review of the proposed public

road.

The Proponent states in the DEIR that it will design improvements at the I-495/Route 126 interchange as mitigation for the project and that MassHighway will construct the improvements. The Proponent has coordinated with MassHighway and the Town of Bellingham regarding the design of the I-495 Southbound Ramps/Hartford Avenue intersection. Alternatives considered include a signalized intersection and a two-lane roundabout. According to the DEIR, an agreement has been reached to pursue the roundabout as the preferred alternative. In its comments on the ENF and DEIR, EOT has stated that MassHighway has not made a determination whether it will fund the improvements at the interchange, which must be in place prior to site occupancy. The Certificate on the ENF directed the Proponent to outline improvements that would be necessary to mitigate project generated traffic if the interchange improvements are not constructed by MassHighway and to demonstrate a commitment to mitigate all project-related traffic impacts in the event that MassHighway does not fund the interchange upgrade construction. This discussion was not presented in the DEIR and should be provided in the SDEIR.

The Proponent should complete a capacity analysis for the 2017 Build without mitigation and the 2017 Build with mitigation conditions for both Phases of the project. These capacity analyses are required to determine whether proposed mitigation is sufficient to address the impacts of each phase of the development. In addition, the Proponent should update the crash data in the TIAS to reflect the three most recent years for which data is available.

The TIAS assumes that proposed roadway improvements at the intersection of Route 140 (Mendon Street)/Route 126 (North Main Street) and Route 140 (Mechanic Street)/Route 126 (South Main Street) will be in place by 2012. EOT states however that these improvements are not currently on the TIP and therefore it is unlikely that the improvements would be in place by 2012. The Proponent should commit to funding the completion of these improvements to ensure that they are in place in advance of the occupancy of the project. The Proponent should also note comments from EOT regarding the intersection of Route 140/Blackstone Street.

The SDEIR should provide an expanded discussion of how the proposed Bypass Road and roundabout would impact the Wethersfield neighborhood in terms of safety and potential cut-through traffic. The Proponent should provide further detail regarding monitoring and mitigation for this area as proposed in the DEIR. The Proponent should also provide additional information on how the proposed roundabout would impacts residences and access on Deerfield Lane, Rawson Road and Hartford Avenue.

#### Transportation Demand Management

The DEIR outlined proposed Transportation Demand Management (TDM) program aimed at reducing site trip generation. The Proponent states that it will support and promote the following TDM measures:

- Flextime

- Compressed workweek
- Telecommuting
- Ridesharing
- Designation of an Employee Transportation Coordinator
- Preferential parking
- Bicycle accommodations
- Reduction of employee daytime trips through provision of on-site services

The SDEIR should present an expanded TDM program aimed at promoting ridesharing, bicycle, pedestrian and transit alternatives. The TDM plan should include specific measures that have been successful in reducing trip generation for retail establishments. The Proponent should note suggested measures outlined by MassDEP in their comments on the ENF and the DEIR. The Proponent should consider the development of a Transportation Management Association (TMA) with other proposed or constructed developments in the Town of Bellingham. The Proponent should provide clear commitment to implement and continuously fund proposed TDM measures.

Although there is currently no public transportation in Bellingham, the Town is now part of the Greater Attleboro Taunton Regional Transit Authority (GATRA). Given the size of the proposed development, the Proponent should seriously consider the provision of transit services to both phases of the project. The Proponent should consult with GATRA on the development of a transit feasibility study for the area. The SDEIR should report on the results of this consultation and include a discussion of what would be required to provide adequate transit services to the site. The Proponent should commit to provision of a constant shuttle between the two phases of the project and should examine the feasibility of connecting the shuttle with the MBTA commuter rail station in Franklin. The Proponent should initiate discussions with local Council on Aging agencies to provide access to the retail uses at the project.

#### Air Quality

The projected vehicle trips from the project triggers MassDEP's requirement that the proponent conduct an air quality mesoscale analysis to determine if the proposed project will increase the amount of volatile organic compounds (VOCs) and nitrogen oxides (NOx) in the project area and to assess the project's consistency with the Massachusetts State Implementation Plan (SIP). The results of the mesoscale analysis were submitted with the DEIR. The mesoscale study area was defined in accordance with MassDEP guidance to include the roadway segments in the project area that will potentially experience a ten percent increase in traffic due to the project and which currently operate at LOS D, E, or F or will be degraded to LOS D, E or F in the future. To be conservative, the Proponent included the entire traffic study in the analysis.

The mesoscale analysis results show that the VOC emissions for the 2017 Build condition are predicted to be 24 % more than the 2017 No-Build condition and that the NOx emissions for the 2017 Build condition are predicted to be 23.3 % more than the 2017 No-Build condition. Because under the Build Condition the VOC and NOx emissions are greater than the corresponding No-Build Condition, the Proponent will incorporate emission reduction measures consisting of physical roadway and traffic system improvements and TDM measures.

### Historic Resources

The Phase I portion of the site contains one ancient Native American archaeological site (19-NF-584) listed in the Inventory of Historic Archaeological Assets of the Commonwealth. This site, designated the Charles View Site, was previously subject to an intensive (locational) archaeological survey. The Proponent states in the DEIR that the Charles View Site can be avoided during construction. The Proponent should develop a site avoidance and protection plan for implementation during project construction.

The project area is also contiguous to many other ancient sites (19-NF-295, -296, -297, -298, -579, -580, and -600). In its comments on the ENF, MHC requested that the Proponent conduct an intensive (locational) survey for the remaining portions of the site. The Proponent outlines the results of the survey in the DEIR, which revealed the presence of four sites in addition to the Charles View site, referred to as the Bellingham Shoppes Site 1, Bellingham Shoppes Site 2, the Findspot, and the Iron Mine. A State Archaeologist's permit has been issued for the Bellingham Shoppes 1 Site examination and MHC is awaiting the results. MHC has determined that the Bellingham Shoppes Site 2 and the Findspot do not meet the criteria of eligibility for listing in the National Register of Historic Places and does not recommend further archaeological testing. MHC characterizes the iron mine area as disturbed and of low potential for the presence of intact significant cultural resources.

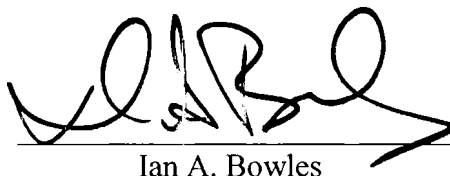
The Proponent should continue to coordinate with MHC regarding potential impacts to historic resources. The SDEIR should provide an update on MHC consultation and review.

### Mitigation

The Certificate on the ENF required that the DEIR contain a separate chapter on mitigation measures and Draft Section 61 Findings for all state permits. The DEIR presented a discussion of mitigation measures and a Draft Section 61 Finding for use by MassHighway. The Proponent did not prepare a Draft Section 61 Finding for MassDEP for the 401 Water Quality Certificate or Groundwater Discharge Permit. The SDEIR should provide updated Section 61 Findings for all required state agency actions. The Section 61 Findings will be included with all state permits issued for this project, and will be considered binding upon the Proponent as mitigation commitments.

May 2, 2008

Date



Ian A. Bowles

Comments received:

4/16/2008 · Department of Environmental Protection, Central Regional Office

4/23/2008 Town of Bellingham, Department of Public Works  
4/24/2008 Executive Office of Transportation  
4/25/2008 Jennifer Carlino  
4/25/2008 Eric Reid  
4/25/2008 Shirley Smith  
4/25/2008 Debra Ferullo  
4/25/2008 Peter M. Morelli  
4/25/2008 Massachusetts Historical Commission  
4/25/2008 Bellingham Planning Board  
4/28/2008 Charles River Watershed Association

IAB/BA/ba