



# The Commonwealth of Massachusetts

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May 17, 2006

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

PROJECT NAME : Beacon @ 495 and Proposed Retail Center  
 PROJECT MUNICIPALITY : Marlborough  
 PROJECT WATERSHED : Millham Brook to Assabet River  
 EOEА NUMBER : 13755 and 13756  
 PROJECT PROPONENT : Northborough/Marlborough Land Realty Trust, an  
 affiliated entity of The Gutierrez Company  
 DATE NOTICED IN MONITOR : March 22, 2006

Pursuant to the Massachusetts Environmental Policy Act (G. L. c. 30, ss. 61-62H) and Section 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).

The proponent filed two Environmental Notification Forms (ENF) on March 15, 2006. One ENF (EOEA# 13755) is for a proposed Beacon @ 495 project, which is a mixed-use development on a 73.3-acre site. The second ENF (EOEA# 13756) is for a Proposed Retail Center on an adjacent 6.6-acre site. Future filings should use the EOEA # 13755 reference number. I acknowledge that the proponent submitted the ENF for Beacon @ 495 concurrently with the Proposed Retail Center specifically to disclose information about future plans for the property and provide an opportunity for consideration of cumulative impacts. However, I have determined that the development proposed in ENFs #13755 and 13756 constitutes one project and that an EIR should be prepared that considers the cumulative impacts of the entire project. If the proponent wishes to proceed with any phase of the project prior to completion of an EIR, and demonstrates in a future filing that the proposed project meets the criteria for a partial waiver of a mandatory EIR review threshold pursuant to Section 11.11(4) of the MEPA regulations, I will consider the procedural options available to me 301 CMR 11.11 and as they relate to a Phase One Waiver request.

The proposed project consists of a mixed-use development, including 675,000 square feet (sf) of office and retail space, two restaurants, and associated infrastructure on a 79.9-acre site. The proposed project includes 15,000 sf of retail space and a 6,000 sf restaurant on a 6.6-acre portion of the site. The development proposed for the remainder of the site includes 600,000 sf of

office space, 60,000 sf of retail space, and a 6,000 sf restaurant. Overall project impacts include approximately 40.5 acres of land alteration, 32.5 acres of impervious area and 4,576 sf of wetlands alteration. Wetlands alteration includes potential impacts to bordering vegetated wetlands associated with a tributary to a public water supply and therefore considered as outstanding resource waters (ORW). Water use is estimated at 68,560 gallons per day (gpd) and wastewater generation is estimated at 62,330 gpd. The proposed project involves construction of approximately 0.5 miles of new sewer and water mains. Traffic impacts associated with the project are estimated at 11,075 vehicle trips per day and the project includes construction of 3,271 parking spaces. Access to the project site is proposed from Route 20 and Ames Street, and a driveway off Glen Street. An emergency gated access is also proposed along Glen Street.

The project is undergoing MEPA review and is subject to a mandatory EIR pursuant to Section 11.03 (1)(a)(2) of the MEPA regulations because it involves creation of 10 or more acres of impervious area, and pursuant to Section 11.03(6)(b)(a)(6) and (7) because it will result in generation of 3,000 or more new average daily trips (adt) and construction of 1,000 or more new parking spaces. The project is also undergoing MEPA review pursuant to Section 11.03(3)(b)(1) because it involves alteration of 25 or more acres of land, Section 11.03(3)(b)(c) because it may involve alteration of 1,000 sf or more of outstanding resource waters (ORW), and Section 11.05(b)(3)(c) because it involves construction of ½ or more miles of sewer mains.

The project requires an Access Permit from the MassHighway Department (MHD) for access onto Route 20. Other permits required include a Sewer Connection/Extension Permit and a Water Supply Distribution System Modification Permit from the Department of Environmental Protection (DEP). The project requires an Order of Conditions from the City of Marlborough (and, on appeal only, a Superseding Order from DEP). The project may require pre-construction permits pursuant to DEP Air Quality Control Regulations. The project will require a National Pollutant Discharge Elimination System (NPDES) Construction Activities Permit from the US Environmental Protection Agency (EPA).

The proponent is not seeking financial assistance from the Commonwealth. Therefore, MEPA jurisdiction applies to those aspects of the project within the subject matter of required state permits with the potential to cause Damage to the Environment as defined in the MEPA regulations. In this case, MEPA jurisdiction extends to transportation, air quality, wastewater, wetlands and water quality, water supply, land, stormwater and drainage.

## SCOPE

### General

The proponent should prepare a Draft EIR (DEIR) in accordance with the general guidance for outline and content found in Section 11.07 of the MEPA regulations as modified by this Scope. The DEIR should include a copy of this Certificate, a copy of each comment letter received and a response to all comments received. A Project Summary in clear non-technical language should be included in the DEIR. This section of the document should summarize the project, alternatives analyzed, the type and extent of potential impacts, and mitigation measures

that the proponent is committed to. It should also include a list of permits required and a timetable and cost estimate for the project. The DEIR should provide an update on any changes in the project since the filing of the ENF.

The DEIR should include a description of all aspects of the project and a schedule for construction and other development activities. The DEIR should also include maps and plans at a reasonable scale that clearly locate and delineate project elements, surface water and wetlands resources and buffer zones, areas proposed for conservation restriction, adjacent land uses, and water supply protection districts on or adjacent to the project site.

### Alternatives

The project site is located in a water supply protection district and contains extensive wetlands resource areas, including a segment of the Millham Brook, which is a tributary to the Assabet River and the Millham Reservoir. The proposed project involves a significant amount of earthwork and grading. Because of the significant natural resources on-site and in the project area, watershed protection must be a primary consideration in project design and implementation. In order to ensure long-term protection of the area's wetlands and water resources, the project should be designed to incorporate Low Impact Development (LID) techniques and other sustainable design measures to the maximum extent feasible. I will expect the DEIR to present a thoughtful analysis of alternatives that reflects the proponent's commitment to sustainable development.

The Alternatives analysis should include:

1. the no-build alternative, which should clearly describe baseline conditions;
2. a full-build alternative that reflects build-out allowed under current zoning;
3. a reduced-build alternative that demonstrates a significant reduction in land alteration and impervious area (compared with the plan proposed in the ENF) and incorporates LID to the maximum extent feasible;
4. at least one other alternative that presents modifications to the plan as proposed in the ENF, and that incorporate measures to further avoid, minimize and mitigate adverse environmental impacts.

In considering options for 3 and 4 above, the proponent should not limit the alternatives analysis based on current zoning requirements. I note the thoughtful comments from the Metro West Growth Management Committee (MWGMC) and others regarding LID, and I agree that an alternative should be developed that incorporates LID principles and techniques. I refer the proponent to the comment letters from MWGMC, the Organization for the Assabet River (OAR) and other commenters for suggestions on how to incorporate LID in project design. The alternatives analysis should also consider design modifications to ensure an adequate buffer of trees and vegetation between residential areas and the proposed development, as requested in comment letters received and during the public consultation.

The alternative analysis should include a clear comparison of the impacts of each alternative and its project components (including but not limited to acres of land use and

alteration, volume of earthwork, impervious area, wetlands resource areas and buffer zones, undisturbed open space/habitat, water use and wastewater generation, traffic and parking).

The DEIR should include sustainable development alternatives as mitigation measures for project impacts, including impacts associated with construction and land use, traffic, and building operations. I strongly encourage the proponent to require Leadership in Environmental Design (LEED) Certification for new construction. The incorporation of high performance/green building elements in project design will help reduce the environmental footprint of the final project in terms of energy and water consumption, ambient and indoor air quality, habitat alteration, and resource consumption.

### Transportation

#### *Transportation Study*

The Draft EIR (DEIR) should include a transportation study prepared in conformance with the EOEA/EOT Guidelines for EIR/EIS Traffic Impact Assessments and should identify appropriate mitigation measures for areas where the project will impact traffic operations. The DEIR should include clear commitments to mitigation, discuss potential phasing of the project, and describe the timing of proposed mitigation as it relates to project phases.

As noted by Metropolitan Regional Planning Council (MAPC) in its comment letter, the project site is close to the Northborough town line. In addition to consultations with state agencies, and in order to define an appropriate study area for the project, the proponent should consult with local and regional officials to determine the expected distribution of trips to and from the site and identify intersections to be evaluated in the DEIR. The traffic study should, at a minimum, analyze the following state highway and local roadway locations:

- Route 20/Boundary Street/Hayes Memorial Drive
- Route 20/Ames Street
- Route 20/RK Plaza
- Route 20/Landry Drive/Glen Street
- Route 20/I-495 interchange ramps

The proponent should also consult with MHD regarding potential project impacts to the I-495/Simarano Drive interchange. The DEIR should include an update on consultations with MHD and discuss potential contributions towards a full traffic analysis of this interchange. The DEIR should also identify appropriate measures to minimize traffic impacts to local neighborhoods.

The DEIR should include a capacity analysis and summary of average and 95<sup>th</sup> percentile vehicle queues for each intersection within the study area. The DEIR should also present a merge and diverge analysis for each ramp junction at the I-495 ramps intersection with Route 20. If any traffic signal along Route 20 is proposed, the DEIR should include a traffic signal warrant analysis according to the Manual of Uniform Traffic Control Devices (MUTCD) standards. The DEIR should describe how trip generation rates were calculated, and explain and justify

assumptions related to credits for pass-by trips. The DEIR should include trip generation associated with new or proposed development in the project area as part of the cumulative traffic impact assessment.

### *Roadway Improvements*

The DEIR should include conceptual plans for proposed roadway improvements, which should be of sufficient detail, preferably 80-scale, to verify the feasibility of constructing the proposed improvements. The conceptual plans should clearly show proposed lane widths and offsets, layout lines and jurisdiction, and land uses (including access drives) adjacent to areas where improvements are proposed. Any proposed mitigation within state highway layout should conform to MHD standards as further detailed in the EOT comment letter. As recommended by EOT, I encourage the proponent to work with property owners along Route 20 to realign and/or consolidate driveway access to further improve traffic operations.

Several comment letters highlighted concerns over impacts to local roadways and exacerbation of existing pavement conditions due to project-related traffic. Concerns were also raised during the site visit regarding winter conditions and safety issues on Glen Street. The DEIR should address these concerns and discuss proposed improvements and other mitigation measures.

### *Transportation Demand Management (TDM)*

The DEIR should include a comprehensive TDM plan that incorporates all feasible measures to reduce site trip generation, including specific measures that are successful for retail establishments. The TDM component of the DEIR should identify and evaluate existing modes of transportation along the Route 20 corridor (e.g. transit, walking, bicycling). The DEIR should analyze existing and future conditions with regard to transit, walking and bicycling, and propose measures to increase use of these modes of transportation. The proponent should work with the Worcester Regional Transit Authority (WRTA) regarding potential transit service to the project site and include in the DEIR an update on consultations with WRTA. The DEIR should demonstrate how the project is being designed to accommodate transit use and pedestrian and bicycle connections as further detailed in the EOT, Metropolitan Area Planning Council (MAPC) and City of Marlborough DPW comment letters. The proponent should also consider the recommendations of the MWGMC regarding membership in the 495/Metrowest Transportation Management Association, contributions to support public transit, employee incentives and other TDM measures.

### *Local Permitting*

The DEIR should provide an update on the local permitting process with respect to state highway issues. I encourage the proponent to meet with the EOT Public/Private Development Unit and the MHD District 3 Office during preparation of the DEIR, and to consult with MHD before state highway issues are discussed at local meetings or hearings.

## Air Quality

### *Meso-scale Analysis*

The proposed project is subject to the DEP requirement for an air quality meso-scale analysis to determine if the project will increase the amount of volatile organic compounds (VOCs) and nitrogen oxides (NOx) in the project area. The DEIR should include the results of a meso-scale analysis and discuss consistency with the State Implementation Plan (SIP). The meso-scale analysis should include all roadway segments affected by the project, including the area within 0.3 to 16 km radius. The proponent should consult with DEP and MHD regarding study boundaries and should use modeling parameters as recommended by DEP. The study area should be large enough to include all roadway links that could experience a 10% increase in traffic and which currently operate, or will be degraded to, a Level of Service (LOS) D or lower.

If the meso-scale analysis indicates an increase in VOC and NOx emissions, the proponent should develop mitigation measures and conduct an analysis for the Build-with-Mitigation condition in the project design year. The DEIR should describe air quality mitigation commitments. I encourage the proponent to incorporate DEP recommendations for mitigation as further detailed in its comment letter.

### *Compliance with Rideshare and Idling Regulations*

The DEIR should discuss the applicability of the DEP Rideshare Regulation (310 CMR 7.16) and describe any incentives proposed or other measures to reduce employee vehicle trips. The DEIR should also address project compliance with the Massachusetts Idling Regulation (310 CMR 7.11) as further detailed in DEP's comment letter.

### *Pre-Construction Permit Requirements*

The proponent should request an applicability determination from the DEP regarding all fossil fuel fired equipment to be installed at the proposed project site. The DEIR should include an update on consultations with DEP. The DEIR should provide information (including fuel type and heat rate input of units) on fossil fuel heating systems associated with proposed commercial buildings and identify systems that will be subject to pre-construction regulatory permitting requirements (310 CMR 7.02) pursuant to the DEP Air Pollution Control Regulations. Emergency generators may also be subject to pre-construction permitting requirements and the DEIR should include information on proposed generators and related permit requirements as further detailed in the DEP comment letter.

## Land Use

### *Soil Management*

Pesticide residues have been detected in soils on the project site, which was formerly used as an apple orchard. A draft Public Health Assessment (PHA) prepared by the Massachusetts Department of Public Health (MDPH) in 2000 indicates that the site does not

present a public health hazard under current conditions. Information submitted to the DEP and other agencies indicates that the site meets the statutory and regulatory exemptions under Chapter 21E and the Massachusetts Contingency Plan (MCP 310 CMR 40.0000) as they apply to pesticide use on former agricultural land. Although the site is exempt from MCP reporting requirements, the proponent has actively consulted with the City of Marlborough to develop a soil management plan substantively equivalent to that which would be otherwise required under the MCP. As recommended by DEP, the proponent and the City of Marlborough have hired Licensed Site Professionals (LSPs) to oversee the development and are using the MCP as guidance to manage pesticide-contaminated soils. The approach to soils management includes development of an MCP-equivalent Soils Management Plan (SMP) and Response Action Outcome (RAO) goal for the site. The proponent has provided the City with the SMP filed for the proposed restaurant and retail site; DEP had indicated to the City that the proponent has prepared a plan that is consistent with MCP standards.

The DEIR should include a detailed Soils Management Plan (SMP) and address potential impacts to air quality and water supplies due to proposed soil disturbance. I expect that lead data results will be reviewed by MDPH health assessors during the DEIR process. The proponent should include an update on consultations with MDPH in the DEIR. The DEIR should discuss specific measures that will be employed to ensure public health and safety, and environmental protection, during construction activities, and discuss any Activity and Use Limitations (AULs) or Deed Restrictions proposed for the site. The DEIR should discuss alternative approaches evaluated to manage pesticide-contaminated soils, and provide a rationale for the proposed SMP. The DEIR should clarify how the MCP is being used as guidance and how an MCP-equivalent outcome will be achieved.

#### *Open Space and Habitat Conservation*

As further detailed in the comment letter from the City of Marlborough Conservation Commission, the project site has been identified in the City's Open Space and Recreation Plan 2003-2008 as a parcel needing to be protected for watershed, open space and recreation purposes. The DEIR should discuss consistency with the City's Open Space and Recreation Plan and describe how the project will be designed to maximize undisturbed open space and minimize habitat fragmentation. Site plans should indicate any walking trails proposed and differentiate between open space areas that will be landscaped or otherwise altered, and areas that will remain undisturbed. The DEIR should quantify the different types of open space proposed, including any areas proposed for a Conservation Restriction (CR). The DEIR should include draft language for any CRs proposed.

#### *Parking*

The DEIR should include a parking needs assessment and provide information that justifies the proposed number of parking spaces. The ENF indicates that the amount of parking spaces proposed (3,271) is required by zoning. However, as noted by MAPC in its comment letters, a reduced number of spaces can be allowed if justified. I encourage the proponent to review comments from MWGMC and others regarding parking reductions, structured and

reserved parking, and pervious surfaces, and to consider such design changes as part of the alternatives analysis for the DEIR.

### Stormwater and Drainage

The DEIR should include a detailed drainage analysis and stormwater management plan. The project site includes hilly areas with steep slopes as well as floodplain and other wetland resource areas. Land alteration has the potential to significantly impact drainage patterns. The DEIR should describe existing conditions and analyze impacts associated with changes in site topography and drainage patterns. Several comment letters highlighted the sensitivity of this site due to its important groundwater and surface water resources, and raised concerns about impacts to underground streamflow and potential flooding impacts. The DEIR should compare pre-development and post-development conditions and discuss any changes anticipated in the context of wetlands ecological functions, water supply resources and potential flooding issues. Commenters also raised concerns regarding stormwater drainage and run-off with regard to potential impacts from pesticide-contaminated soils. The DEIR should describe how stormwater drainage and run-off will be managed to avoid adverse impacts during construction and operational phases of the project.

The DEIR should include a detailed description of the proposed stormwater management system, including the size and location of its components. The DEIR should include an Operations and Maintenance Plan and clarify responsibility for long-term management of the system. The DEIR should describe alternative designs (overall site planning and the stormwater system) considered by the proponent in order to incorporate LID and avoid adverse impacts to hydrological systems on and off-site. The DEIR should provide clear commitments to mitigation measures relating to stormwater and drainage impacts.

### Water Supply

#### *Water Use*

The water demand for the proposed project is estimated at 68,560 gpd. The DEIR should provide information on the source of drinking water for the project. The DEIR should include documentation from the public water supply system that will serve the project to demonstrate adequate capacity as further detailed in the DEP comment letter. The proponent should consult with DEP and the City of Marlborough regarding water supply permitting issues and provide an update on consultations in the DEIR. As further detailed in the DEP comment letter, the DEIR should address water withdrawal impacts on the municipal system, impacts on nearby rivers and area hydrology, and cumulative impacts of any new water withdrawals proposed.

The DEIR should provide a breakdown of the volumes of water proposed for different uses including domestic, process, and irrigation use. The DEIR should identify the source of irrigation water. If any on-site wells are proposed, the DEIR should indicate well locations on the site plans and analyze potential impacts of withdrawals on wetlands and surface waters. The DEIR should include a water conservation plan that addresses potable water and irrigation uses.



### *Water Supply Protection*

The project site is located in the City of Marlborough's Water Supply Protection District. Millham Brook, which flows through the site, is an Outstanding Resource Water (ORW) that feeds the Millham reservoir, an important source of water for the City. The DEIR should describe how the project is being designed to avoid adverse impacts to Millham Brook and public water supply resources. The DEIR should analyze potential impacts associated with construction and operational phases, including but not limited to earthwork and grading, blasting, creation of impervious area, landscaping, drainage alteration and stormwater run-off. The DEIR should include an analysis of the project's impacts to groundwater flows and discharges to Millham Brook. The DEIR should describe plans to measure and monitor ORW impacts. The DEIR should include detailed and clear commitments to implement measures that will avoid any adverse impacts to the quality or quantity of the local water supply. The analysis in the DEIR should consider short-term and long-term impacts on Millham Brook, and discuss how the proposed project will comply with applicable state and federal regulations and standards related to water resource protection.

### Wetlands and Water Quality

The project site includes extensive wetlands resources areas including Millham Brook and its bordering vegetated wetlands, wooded swamp and emergent marsh. Millham Brook is a tributary to the Assabet River and an ORW. The ENF indicates that 2,306 sf of isolated vegetated wetlands and 2,270 sf of an "eroded ditch" is proposed to be filled. However, as further detailed in the Conservation Commission comment letter, the Superseding Order of Resource Area Delineation and final judgement issued in 2000 indicated that the "eroded ditch" as listed in the ENF, is in fact BVW. The previous delineation is no longer valid since more than three years has passed. The proponent will need to conduct a new delineation and file an Abbreviated Notice of Resource Area Delineation (ANRAD) with the Conservation Commission.

Site Plans in the DEIR should show wetlands boundaries based on a new approved delineation of resource areas. The DEIR should include clearly labeled plans/graphics that show the proposed development and alternatives superimposed on existing conditions so that wetlands impacts can be clearly identified. The DEIR should include revised project plans that avoid and minimize wetlands impacts, including impacts to the "eroded ditch"/BVW (ENF plans show an office building in this area) and buffer zone. The DEIR should clearly identify and quantify impacts to all wetlands resources, including Riverfront Area, and impacts to the buffer zone. Impacts associated with grading and drainage and other project elements should be identified and quantified.

The DEIR should address water quality issues including impacts associated with thermal, chemical and particulate pollution, and changes to base flow. The DEIR should demonstrate how the project is being designed to avoid impacts to Riverfront Area and other wetlands resources to the maximum extent feasible, in order to protect ecosystems and the public water supply.

### Wastewater

The proposed project will generate approximately 62,333 gpd of wastewater flow, which will be conveyed to the Marlborough Westerly Wastewater Treatment Facility (WWTF). However, the City of Marlborough does not have sufficient capacity at this time to handle the proposed flows at the Westerly WWTF. As noted in the DEP comment letter, significant Infiltration/Inflow (I/I removal) will be required prior to connection. As further detailed in the Marlborough Department of Public Works (DPW) comment letter, all I/I removal projects in the City's I/I Master Plan have been completed. However, the DPW notes that there may be additional opportunities for I/I removal. The DEIR should describe how the proponent will handle and treat wastewater flows from the project, and provide details on proposed I/I removal projects. The proponent should consult with DEP and the City of Marlborough regarding wastewater permit issues and provide an update on consultations in the DEIR. The DEIR should discuss the capacity of the Westerly WWTF to handle the project's wastewater flows under its current permits.

The DEIR should include information regarding proposed on and off-site sewer infrastructure associated with the project. Site plans should indicate the location of proposed sewer connections and routes in the context of existing conditions (e.g. proximity to wetlands, riverfront area and buffer zone).

### Construction

The DEIR should include a construction management plan (CMP) describing project activities and their schedule and sequencing, site access and truck routing, and best management practices (BMPs) that will be used to avoid and minimize adverse environmental impacts. The CMP should address potential impacts and mitigation relating to land disturbance, blasting, noise, dust, odor, nuisance, vehicle emissions, construction debris, and construction-related traffic. The DEIR should discuss plans for reuse and recycling of construction materials. I strongly encourage the proponent to commit to diesel retro-fit and use of low sulfur fuel to reduce air quality impacts associated with construction equipment. The DEIR should describe how the project will comply with air quality control regulations and the DEP noise policy as further detailed in the DEP comment letter.

### Mitigation and Section 61 Findings

The DEIR should describe all measures to avoid, minimize and mitigate adverse effects on the environment and include a summary of mitigation measures to which the proponent is committed. The DEIR should include proposed Section 61 Findings for all state permits. The mitigation summary and proposed Section 61 Findings should describe mitigation measures to be implemented, contain a clear commitment to mitigation and a schedule for implementation, and identify parties responsible for funding and implementing the mitigation measures.

Comments

The DEIR should respond to the comments received on the ENFs to the extent that they are within MEPA jurisdiction. The proponent should use either an indexed response to comment format, or direct narrative response. The DEIR should present any additional narrative or quantitative analysis necessary to respond to the comments received.

Circulation

The DEIR should be circulated in compliance with Section 11.16 of the MEPA regulations and copies should be sent to the list of "comments received" below, to the Department of Public Health, to the Town of Northborough, and the Central Regional Planning Commission. A copy of the DEIR should be made available for public review at the City of Marlborough Public Library.

May 17, 2006

DATE

  
 Stephen R. Pritchard, Secretary

## Comments received

4/18/06	Department of Environmental Protection, Central Regional Office
4/19/06	Ward Councilor Scott Schafer, City of Marlborough, Office of the City Council
4/20/06	City of Marlborough, Department of Public Works
4/27/06	Organization for the Assabet River
4/28/06	City of Marlborough, Conservation Commission
4/28/06	Joe Hardiman
4/28/06	MetroWest Growth Management Committee (MWGMC)
5/01/06	Ronald Bucchino
5/02/06	State Senator Pamela Resor and State Representative Stephen LeDuc, Commonwealth of Massachusetts, The General Court
5/03/06	Metropolitan Area Planning Council (two comment letters, one for each ENF #13755 and #13756)
5/03/06	Executive Office of Transportation, Office of Transportation Planning (two comment letters, one for each ENF #13755 and #13756)
5/12/06	Department of Public Health

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