



The Commonwealth of Massachusetts

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December 15, 2006

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

PROJECT NAME : EMC Southborough/Westborough Campus
PROJECT MUNICIPALITY : Southborough and Westborough
PROJECT WATERSHED : Sudbury, Assabet and Concord Rivers
EOEA NUMBER : 12396
PROJECT PROPONENT : EMC Corporation
DATE NOTICED IN MONITOR : November 8, 2006

As Secretary of Environmental Affairs, I hereby determine that the Final Environmental Impact Report (FEIR) submitted on the above project does not adequately and properly comply with the Massachusetts Environmental Policy Act (M.G.L. c. 30, ss. 61-62H) and with its implementing regulations (301 CMR 11.00). Therefore, I am requiring the preparation of a limited-scope Supplemental Final Environmental Impact Report (SFEIR) to more clearly address the projects' environmental impacts in the areas of water supply and wastewater.

Project Description

The project consists of the construction of 2,183,000 square feet (sf) of new and renovated research and development (R&D), and office space on two connected parcels totaling 445 acres in Southborough and Westborough. The project would be developed over several phases:

- Phase A consists of 743,000 sf of R&D/office space to be completed by 2007
- Phase B-1 consists of 400,000 sf of R&D/office space to be completed by 2010
- Phase B-2 consists of 300,000 sf of R&D/office space to be completed by 2013
- Phase C consists of 740,000 sf of R&D/office space to be completed by 2016



The project also includes a total of 8,568 parking spaces, and it expected to generate approximately 15,491 new vehicle trips per day, based on ITE Trip Generation data.

The preferred alternative will be comprised of 65 percent R&D space and 35 percent office space. The site layout includes a common driveway that accesses both the north and south parcels. The preferred alternative also includes large areas of open space, and a conservation restriction will preserve approximately 76 acres of the site.

On March 16, 2001, a waiver was granted from the mandatory EIR requirement, for Phase A only. Phase A consisted of the construction of approximately 515,000 sf of space (including the replacement of three buildings totaling 353,000 sf), the modification of approximately 35,000 sf of Building 1-4, and the renovation of a 193,000 sf building. Phase A totals 743,000 sf. The proponent was required to address the impacts of the Full-Build project, including Phase A, in the EIR.

Jurisdiction and Project Review

The project is subject to a mandatory EIR. The project requires an Access Permit and Traffic Signal Permits from the Massachusetts Highway Department (MassHighway). It requires a Sewer Connection/Extension Permit, a Groundwater Discharge Permit, a Construction/Demolition Notification, a Water Distribution Modification Permit, an Approval to Site a Water Source and pump testing for less than 100,00 gallons per day (gpd), an Approval of the Pumping Test Report and Source Construction, and 401 Water Quality Certification from the Department of Environmental Protection (MassDEP). The project must comply with the National Pollutant Discharge Elimination System (NPDES) General Permit for stormwater discharges from a construction site from the U.S. Environmental Protection Agency. It also requires a Programmatic General Permit from the U.S. Army Corps of Engineers. The project needs to obtain Orders of Conditions from the Westborough and Southborough Conservation Commissions (and a Superseding Order of Conditions from MassDEP if either Order is appealed). MEPA jurisdiction is limited to significant environmental impacts that are within the subject matter of the required permits, including traffic, air quality, wetlands, stormwater, wastewater, water supply, and historic/archaeological impacts.

Review of the FEIR

The FEIR provided a detailed project description with a summary/history of the project. It included existing and proposed site plans. The FEIR summarized the permits required for the project.

The FEIR reported that two areas of the project site were found to be of potential historical significance, the E. Hyde farmstead and the G.S. & J.A.J. Fay farmstead. The intensive

archeological study that was conducted at the E. Hyde farmstead determined that the site did not possess historical significance and was not eligible for listing in the National Register. At this time, the proponent has no plans to disturb G.S. & J.A.J. Fay farmstead. The proponent will supply the Massachusetts Historical Commission (MHC) with plans if it disturbs this area of the site

The FEIR updated wetland boundaries at the project site. It identified changes to the proposed impacts to wetland resource areas because of proposed traffic mitigation measures. Wetland impacts are associated with three aspects of the project: traffic mitigation, wetland crossings, and the creation of a pedestrian trail system. One proposed wetland crossing is necessary to construct the internal roadway that will connect the north and south parcels of the site and the second is an access drive that will connect the eastern and western portions of the southern parcel. Impacts to bordering vegetated wetlands (BVW) have increased from approximately 9,000 sf in the DEIR to 15,800 sf in the FEIR. Impacts to isolated wetlands increase from 6,800 sf in the DEIR to between 19,800 and 8,900 sf in the FEIR based on the Flyover and Split Grade Alternatives. Impacts to Land under Water increase from approximately 600 sf to 670 sf in the FEIR. For the Wetland 1 Crossing impacts of 3,100 sf, the proponent proposes a 6,700 sf replication area. A 4,000 sf replication area is proposed for the 3,200 sf of impacts to BVW at the Wetland 17 Crossing. The FEIR proposed 62,700 sf of wetland replication and 19,300 sf of wetland enhancement for the Route 9 Flyover wetland mitigation area. The proponent proposed approximately 32,600 sf of fill in the Route 9 Riverfront Impact Area. It will remove a culvert and restore 30,000 sf of Riverfront Area. In addition, the proponent will provide another approximately 28,000 sf Riverfront Mitigation Area.

To mitigate the traffic impacts of the project, the site plan included roadway configuration/intersection improvements, traffic signal timing modifications, and a grade separation at the Route 9/Crystal Pond Road. In addition, the proponent has obtained an easement to construct a new roadway connecting the two site parcels to facilitate traffic circulation.

The FEIR developed a Split-Level alternative for elevating the eastbound segment of Route 9 in the vicinity of Crystal Pond Road for the traffic mitigation for Alternative 5, the Flyover. The proponent may be required to develop another alternative by MassHighway, which may be named at a later date. In the FEIR, the onsite roadways have been slightly altered with the elimination of the realigned, boulevard type, Coslin Drive. The FEIR documented the trip assignments for the various development Build phases and design years. It reported on the proponent's efforts to resolve MassHighways' traffic concerns and its proposed mitigation measures.

The FEIR provided traffic analyses on the driveways to the commercial properties (Verizon Drive, Office Drive East, and Office Drive West) on the north side of Route 9 westbound. It also analyzed traffic operations at the Crystal Pond Road/proposed Jughandle

intersection.

The FEIR identified that wastewater from Phases B and C will be primarily treated onsite at the proposed wastewater treatment facility. Proposed Buildings 1, 4, 5, and possibly 6 would be connected to Westborough's municipal sewer service. All other buildings constructed by the proponent will be connected to the onsite wastewater treatment facility (WWTF). The new buildings discharging to the WWTF will have the potential to be serviced by reclaimed wastewater. The proponent has committed to reclaim approximately 10,500 gpd of toilet water as a minimum.

The project will also need a MassDEP permit for modifying the water supply distribution systems. The proponent proposes to receive potable water for its Westborough buildings from the Westborough municipal system and potable water for its Southborough buildings from the Southborough municipal system (Massachusetts Water Resources Authority (MWRA)). In the FEIR, the proponent has also proposed developing an independent groundwater supply for future potable water in the event that local municipal water supplies are restricted. The preferred water alternative in the FEIR proposed that the water supply for the project utilize water from three sources: the Westborough municipal system, MWRA water from the Southborough municipal system, and five bedrock wells on the project site. The proponent has completed exploratory drilling of five bedrock wells which were drilled and pump tested and analyzed preliminarily. The FEIR identified that the proponent would need to obtain a Water Quality Assurance/New Source Approval (BRP WS 13 and 15) for these proposed wells from MassDEP. According to the proponent, these proposed wells will supply a maximum of 99,000 gallons per day (gpd).

On November 16, 2006, the proponent submitted supplemental information, which included a mitigation summary table with estimates of the individual costs of the proposed mitigation, the identification of the parties responsible for implementing the mitigation, and a schedule for the implementation of mitigation by phases. Proposed Section 61 Findings were included in the FEIR for MassHighway and MassDEP. On December 14, 2006, the proponent provided additional mitigation estimates on the value of its open space.

SFEIR SCOPE

The SFEIR should resolve all remaining issues outlined below, as required by this Certificate. It should include a copy of this Certificate. The SFEIR should conform to Section 11.07 of the MEPA regulations for outline and content.

Project Description

The SFEIR should provide a detailed project description with a summary/history of the project. It should include existing and proposed site plans. The SFEIR should identify the state

permits required for this project. If the proponent plans on developing a residential subdivision on Lot 8, the SFEIR must consider the impacts of this development on traffic, water, wastewater, and the other areas originally scoped in the ENF.

Water Supply

The SFEIR should clearly describe the average and peak daily volumes of water required for each identified building and project phase. It should identify the source of the water. The Town of Westborough has agreed to supply the project with up to 93,000 gpd. The SFEIR should describe the breakdown of water consumption; e.g. potable water, heating/cooling water, fire protection, and exterior irrigation. Water consumption should be based on conservative assumptions such as 110 percent of the Title 5 Sanitary Code or another MassDEP acceptable engineering code.

In its comment letter, MassDEP has asked the proponent to consider installing dual plumbing throughout all buildings, even the Westborough buildings. If all toilets are able to use treated effluent, it could reduce the amount of water withdrawal by approximately 60,000 gpd. The SFEIR should address fire flow issues raised by the Town of Southborough. It should commit to reusing reclaimed stormwater for irrigation and drip irrigation.

The FEIR identified that the proponent proposed to permit the on-site wells during Phase B-1. The SFEIR should identify the appropriate Zone I and II for these proposed cluster bedrock wells. It should show that the proposed WWTF leaching area is not within the wellhead protection area. The SFEIR must provide an assessment of the impact of these proposed wells on the stressed Sudbury River basin. If the proponent proposes to permit these wells, I recommend that MassDEP treat these wells as consuming 100,000 gpd and requiring a Water Management Act Permit. I ask MassDEP to do this in order to insure that if these wells are utilized that MassDEP has sufficient information to determine the impact of these wells on the Sudbury River and that the proponent has provided sufficient mitigation to negate any impacts.

Wastewater

In the FEIR, the project would generate up to 50,000 gpd of wastewater to the Westborough WWTF. The remaining 70,000 gpd (average and 147,000 gpd peak) at full-build would be discharged to the on-site tertiary WWTF in Southborough. Some wastewater (mostly toilet water) would be recycled by the proponent. The SFEIR must provide tables of wastewater generated for each building, each project phase, and by community using the Title 5 Sanitary Code or another engineering code that is acceptable to MassDEP. It should also identify the amount of wastewater to be recycled for each building and demonstrate how these numbers were determined.

The SFEIR must discuss the alternative of sending all wastewater generated to its on-site

WWTF when the WWTF is on-line and discontinuing sending any flow to the Westborough WWTF, which discharges to the Assabet River. It should identify what the increased volume of wastewater would require as changes to its private WWTF, its leaching area, and impact on the wellhead protection areas. The proponent should attempt to keep as much of the wastewater discharged on-site to improve the groundwater recharge within the Assabet and Sudbury River basins.

MassDEP questioned the proponent's estimate of 20,000 gpd of cooling water blowdown. The SFEIR should identify if any cooling water blowdown would be recycled. The project will require a separate storage tank for reuse water that is separate from the final dosing tank going to the leaching field. Until the proponent has selected an option for the water supply, MassDEP cannot issue a Groundwater Discharge Permit.

Mitigation

The SFEIR should include an updated chapter on mitigation measures. This chapter on mitigation should include the proposed Section 61 Findings for MassDEP and MassHighway.

The proponent committed to the following mitigation measures in the FEIR:

Phase A

- Relocate Washington Street (design, permit, construct), approximately \$500,000.
- Widen and relocate Crystal Pond Road (design, permit, construct), approximately \$110,000.
- Extend third travel lane on Route 9 Eastbound (design, permit, construct), approximately \$70,000.
- Install bus shelter, approximately \$10,000.
- Relocate sewer in Washington Street (design, permit, construct), approximately \$350,000.
- Construct a Route 9 water line loop (design, permit, construct), approximately \$560,000.
- Replicate wetlands for onsite roadway crossings #1 and #17 (10,700 sf), approximately \$25,000.

Phase B-1

- Construct Jughandle (design, permit), approximately \$1,200,000.
- Widen Route 9 (design, permit), approximately \$150,000.
- Construct Tertiary Wastewater Treatment Facility, approximately \$300,000.
- Provide double piping to reclaim water, approximately \$600,000.
- Construct onsite wells (and permitting), approximately \$1,100,000.

Phase B-2

- Design and permit Route 9 Flyover, approximately \$1,900,000.
- Replicate 62,700 sf of wetlands, approximately \$140,000.
- Enhance 19,300 sf of wetlands, approximately \$45,000.
- Provide a Riverfront mitigation area of 28,000 sf, approximately \$65,000.
- Remove culvert from proposed Riverfront mitigation area, approximately \$70,000.

Phase C

No specific mitigation is required.

All Phases – TDM and Other Measures

- Provide two new electric cars, approximately \$28,000.
- Establish an on-site shuttle system to the Southborough Train Station, approximately \$165,000 (per year).
- Install bike racks, approximately \$5,000.
- Participate in MassDEP's Clean Air Construction Initiative, which involves retrofitting construction vehicles and equipment with emission controls.
- Provide a 76-acre open space/conservation restricted area, approximately \$5,000,000.
- Provide a pedestrian gravel trail along Gilmore Road (South Parcel) for approximately 4,500 linear feet, approximately \$70,000.

The proponent is proposing a total of approximately \$7,393,000 in mitigation measures. This figure excludes the cost of the open space and gravel trail.

Response to Comments:

The SFEIR should include copies of all comment letters. It should provide a response to all comments within the scope of this Certificate.

Circulation:

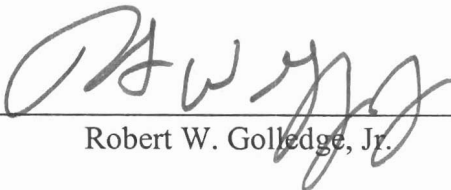
The SFEIR should be circulated in compliance with Section 11.16 of the MEPA regulations and copies should be sent to the list of "comments received" below and to the Southborough and Westborough officials and the Public Libraries. The proponent should provide a hard copy of the SFEIR to each state and local agency from which the proponent will seek permits or approvals.

In an effort to conserve resources, I will allow the proponent to circulate the SFEIR in a CD-ROM format to individual (non-agency) commenters, although the proponent should make a reasonable number of printed copies available on a first come, first served basis, to accommodate

those without convenient access to a computer.

December 16, 2006

DATE



Robert W. Golledge, Jr.

cc: Paul Anderson, MassDEP/CERO
Senator Pamela P. Resor

Comments received:

MHC, 11/1/06
Sudbury River Watershed Organization, 11/2/06
Frederica Gillespie, 11/3/06
Erin Wheatley, Paul Murphy, Sean Murphy, & Ryan Murphy, 11/4/06
Tina Wingate, 11/4/06
Peter Safiol, 11/5/06
Kathryn Marous, 11/5/06
The Weber Family, 11/5/06
Scott & Angelique McWilliams, 11/5/06
Shira & Adam Blumenstein, 11/5/06
Arnold & Barbara Singer, 11/5/06
Stephanie & Matthew Gattuso, 11/5/06
The Hoolahan Family, 11/5/06
Christa Phelan Brady, 11/5/06
Fran Goldstein, 11/5/06
Maureen Hansen, 11/5/06
James M. Holmes, 11/5/06
Jeff Rudd, 11/6/06
Lisa L. Dunderdale, 11/6/06
Fred & Marie Quinn, 11/6/06
Margarite Roumas, 11/6/06
Stephanie & Simon Butler, 11/6/06
Jean Lane, 11/6/06
Beals & Thomas, 11/6/06
The Lowell Family, 11/6/06
Ann Tomassini, 11/6/06
Sandy Kenyon, 11/6/06
Ken Kahn, 11/6/06

David & Donna Mazursky, 11/6/06
Joanne Hooker, 11/6/06
Tony & Joan Provencal, 11/6/06
Cedar Swamp Conservation Trust, 11/6/06
Brigitte Doolan, 11/6/06
Frederick Scarbo, 11/6/06
Danielle & Todd O'Connell, 11/6/06
Chelsea & Keith Francis, 11/6/07
Beth A. Rosenbloom, 11/7/06
Jennifer Viveiros, 11/7/06
Patricia Ellis, 11/07/06
Jeff & Susan Hojlo, 11/7/06
Lisa L. Dunderdale, 11/7/06
Antoneta & Pasi Linnosto, 11/7/06
Diane Root, 11/7/06
Jim Hegerty, 11/7/06
Jane A. and John F. Reilly, 11/7/06
Vincent Valvo, 11/7/06
Sally & James Watters, 11/7/06
Joanne Pearson, 11/7/06
Beals & Thomas, 11/7/06
Karen Capobianco, 11/7/06
Amy & Bryan Mohn, 11/8/06
Cara Shaw, 11/8/06
Sinai Lidsky, 11/8/06
Anita & Mike Backer, 11/8/06
Amy Kassatly, 11/8/06
Janice Berry, 11/8/06
Kathleen & Stephen Hendrick, 11/8/06
Kim & George Bowker, 11/8/06
David Gordon, 11/8/06
Michael & Eileen Andrews, 11/8/06
Rose B. Gladwin, 11/8/06
Sue Gordon, 11/8/06
Michael & Kimberly Schaefer, 11/8/06
Robert A. Harris, 11/8/06
Francine & Robert Flynn, 11/8/06
Timothy Howard, 11/8/06
William & Lisa Jessup, 11/8/06
Stanley C. & Marilyn A. Taylor, 11/8/06
Mary and Fadi El-Massih, 11/8/06
Lina Pradhan, 11/8/06
Daniel & Carolyn Haley, 11/9/06

Julie Osetek, 11/9/06
The Harris Family, 11/9/06
Jill E. Trehub, 11/9/06
Susan Sheehan, 11/9/06
Senator Pamela P. Resor, 11/9/06
MassDEP/CERO, 11/9/06
Debra & Bill Casey, 11/10/06
MassDEP/CERO, 11/14/06
Beals and Thomas, 11/16/06
Bartolini Builders, 11/17/06
Steven C. Davis, 11/21/06
The Flatley Company, 12/1/06
Riverways Program, 12/4/06
Southborough Department of Public Works, 12/5/06
Westborough Board of Selectmen, 12/5/06
Southborough Planning Board, 12/6/06
Cedar Swamp Conservation Trust, 12/6/06
Dante and Wendy DeMichaelis, 12/7/06
Water Supply Citizens Advisory Committee, 12/7/06
MetroWest Growth Management Committee, 12/7/06
Westborough Planning Board, 12/8/06
Linda Shaffer, 12/8/06
MAPC, 12/8/06
DCR, 12/8/06
Sudbury River Watershed Organization, 12/8/06
Sudbury River Watershed Organization, 12/11/06
Beals and Thomas, 12/11/06
EOT, 12/12/06
Beals and Thomas, 12/14/06
Beals and Thomas, 12/14/06

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