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May 8, 2009

CERTIFICATE OF THE SECRETARY OF ENERGY AND ENVIRONMENTAL AFFAIRS
ON THE
NOTICE OF PROJECT CHANGE

PROJECT NAME : Seaport Square
PROJECT MUNICIPALITY : Boston
PROJECT WATERSHED : Boston Harbor
EEA NUMBER : 14255
PROJECT PROPONENT : Gale International, Morgan Stanley and W/S Development Associates, LLC
DATE NOTICED IN MONITOR : April 8, 2009

Pursuant to the Massachusetts Environmental Policy Act (G. L. c. 30, ss. 61-62I) and Section 11.06 of the MEPA regulations (301 CMR 11.00), I hereby determine that this project continues to require an Environmental Impact Report (EIR). I also propose to re-affirm and amend the Phase 1 Waiver that I previously granted for this project on September 17, 2008.

Original Project Description

As described in the Expanded Environmental Notification Form (Expanded ENF), which was reviewed under MEPA in 2008, the Seaport Square project will establish 20 new urban blocks on approximately 23 acres of land in South Boston's waterfront district. The project site is generally defined by Northern Avenue, Seaport Boulevard, Congress Street and Summer Street. The building program includes approximately 6.5 million square feet (sf), consisting of 2.75 million sf of residential space (approximately 2,500 units), 1.25 million sf of retail space, 1.4 million sf of office and research space, a 500,000-sf hotel, and 600,000 sf of educational, civic and cultural uses. The project is proposed as a partnership between Gale International, Morgan

Stanley and W/S Development Associates, LLC (the Proponents). As originally proposed, the proponents intended to construct the project continuously over a seven- to ten-year period.

As part of the Expanded ENF, the Proponents designated a first phase of the project, and requested a Phase 1 Waiver. As originally proposed Phase 1 entailed the development of three blocks of the project area, Blocks A, H and J. Block A was proposed to include 54,400 sf of residential space and 27,200 sf of retail/restaurant space for a total of 81,600 sf. Block H was to include 72,700 sf of residential space and 19,400 sf of retail/restaurant space, for a total of 92,100 sf. Block J was the proposed new site of the Catholic Archdiocese of Boston's Our Lady of Good Voyage Chapel, which is currently located at 65 Northern Avenue. The relocated Chapel will be approximately 25,000 sf. The total gross floor area for the three blocks was 198,700 sf, or approximately three percent of the total floor area of the project.

Project Change Description

The project change described in the NPC involves the swapping of uses between blocks that were the subject of the Phase 1 Waiver. Block A will remain the same, while the proposed uses for Blocks H and J will be swapped. Block H will now be used for the proposed chapel, and Block J will now be used for the 92,100-sf building that will contain a mix of residential, retail and restaurant space.

Additionally, the proposed uses for Blocks C and D have been swapped with those of Blocks L1 and L2. Block C will no longer include office/research space, but will now contain retail and entertainment space and residential apartments. Block D will no longer include office/research space, but will now contain retail space and residential apartments. Conversely, Blocks L1 and L2 will no longer include residential, retail and entertainment space, but will house office and research space. According to the NPC, these changes are intended to address concerns that the previously proposed massing would have resulted in a tunnel-like effect along Northern Avenue; that entertainment uses should be located on Block C rather than Blocks L1 and L2; and that the visibility of Blocks L1 and L2 along Seaport Boulevard be maximized relative to the Central Artery/Tunnel connections.

Finally, the NPC states that the project, which was originally anticipated to be constructed in one continuous process, will now be constructed in six additional phases based on economic conditions.

Review of the NPC

In its comments on the NPC, the Massachusetts Historical Commission (MHC) states that the project change does not affect its previous finding of "adverse effect" for the proposed demolition of the Chapel of Our Lady of Good Voyage, which is listed in the Inventory of Historic and Archeological Assets of the Commonwealth and is eligible for listing in the

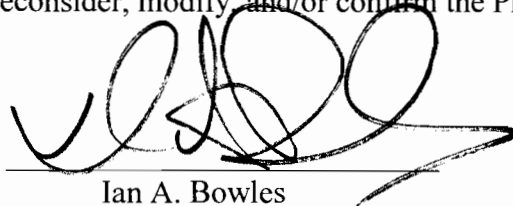
National Register of Historic Places. I will re-affirm that, as a condition of the Phase 1 Waiver, the Proponents should consult with MHC to resolve the “adverse effect” of the proposed demolition.

The Proponents should note the comments submitted by the Boston Harbor Association regarding the provision of open space and public access. I expect that concerns regarding open space and public accessibility to be provided in conjunction with Phase 1 of the project will be thoroughly addressed during the Chapter 91 Licensing process. Additionally, the Proponents should respond to comments regarding future phases of the project in the Draft EIR, to the extent that they are within MEPA jurisdiction.

Conclusion

Based on a review of the NPC and comment letters submitted in response, I hereby re-affirm the Scope for the EIR contained in the Certificate on the Expanded ENF issued on August 8, 2008. Additionally, I propose to re-affirm and amend the Phase 1 Waiver for this project. This decision is detailed in the Draft Record of Decision (DROD), also issued today, which will be published in the May 20, 2009 issue of the *Environmental Monitor* for a fourteen-day comment period, after which I shall reconsider, modify, and/or confirm the Phase 1 Waiver.

May 8, 2009
Date



Ian A. Bowles

Comments received:

4/28/09	Poseidon Enterprises, Inc.
4/29/09	Massachusetts Historical Commission
4/30/09	The Boston Harbor Association

IAB/RB/rb