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November 16, 2006

CERTIFICATE OF THE SECRETARY OF ENVIRONMENTAL AFFAIRS
ON THE
SUPPLEMENTAL DRAFT ENVIRONMENTAL IMPACT REPORT

PROJECT NAME : Borgatti Property
PROJECT MUNICIPALITY : Northborough
PROJECT WATERSHED : Assabet River
EOEA NUMBER : 13708
PROJECT PROPONENT : **Brendon Property Two, LLC**
DATE NOTICED IN MONITOR : October 10, 2006

As Secretary of Environmental Affairs, I hereby determine that the Supplemental Draft Environmental Impact Report (SDEIR) submitted on this project **adequately and properly complies** with the Massachusetts Environmental Policy Act (G. L. c. 30, ss. 61-62H) and with its implementing regulations (301 CMR 11.00). The proponent may prepare and submit the Final Environmental Impact Report (FEIR) for review.

Project Description

As described in the Environmental Notification Form (ENF) and updated in the DEIR, the proposed project entails construction of 575,000 square feet (sf) of retail/restaurant space and a 350-unit apartment complex on a 157-acre site in Northborough, MA. The project includes construction of two 2,200-foot access drives from Route 20 and 3,700 parking spaces (3,000 for retail and 700 for residential). Utilities, including water and sewer, will be located within the layout of the access driveway. Water and sewer will be extended off-site to connect with existing municipal services.

The site consists of wooded areas, wetlands, a temporary roadway and a cart path. The site is currently classified as recreational land and included in the Commonwealth's Chapter 61B Program. It is bounded to the west by a residential area in Shrewsbury, to the north by land owned by the Water Resources Commission, Bigelow Nurseries and additional land owned by the Borgatti's, and to the east and south by the Southwest Cutoff (Route 20), Route 9 and residential,

commercial and vacant land located on these roadways. In addition, the site abuts Hop Brook (to the north and east) and Little Bummet Brook (to the south and east), both of which are tributaries to the Assabet River.

Potential environmental impacts are associated with the alteration of 115 acres of land, creation of 75 acres of impervious surfaces, alteration of 1,000 sf of bordering vegetated wetland (BVW),¹ generation of 23,198 average daily trips (adt) on a weekday and 30,018 adt on a Saturday, use of 182,190 gallons per day (gpd) of water and generation of 151,810 gpd of wastewater. Efforts to avoid, minimize and mitigate impacts include roadway improvements and construction of a stormwater management system.

Procedural History

On March 24, 2006, the Secretary of Environmental Affairs issued a Certificate indicating that the project requires the preparation of an Environmental Impact Report (EIR). In addition, the Secretary denied the Phase I Waiver Request that was presented within the ENF and as an NPC to the Assabet River Consortium Comprehensive Wastewater Management Plan/Environmental Impact Report (CWMP/EIR) (EOEA# 12348). The Town of Northborough, together with the Towns of Hudson, Maynard, Shrewsbury, and Westborough, and the City of Marlborough, have joined to form the Assabet River Consortium to prepare the CWMP to address short-term and long-term regional issues relating to the wastewater treatment and disposal and nutrient loading in the Assabet River on a basin-wide basis. This process requires that an NPC/Phase I Waiver Request be filed to allow proposed projects to proceed pending the completion of the EIR. The Phase I waiver request was denied pending the provision of a wastewater alternatives analysis. A Draft Record of Decision (DROD) will be issued on the Phase I Waiver Request upon determining that the FEIR is adequate.

On August 16, 2006, I issued a Certificate on the DEIR requiring the filing of a narrowly focused SDEIR to address issues because the DEIR was not sufficiently responsive to the requirements of the MEPA regulations and the Scope to meet the regulatory standard for adequacy. The Certificate included a Scope for the Supplemental and the Final EIR.

Permits and Jurisdiction

The project is undergoing MEPA review and subject to preparation of a mandatory EIR pursuant to Section 11.03 (1)(a)(1), (1)(a)(2), (6)(a)(6) and (6)(a)(7) because it requires a state permit and will alter more than 50 acres of land, create more than 10 acres of impervious surfaces, generate more than 3,000 adt and create more than 1,000 parking spaces. The project will require a Distribution System Modification Permit and either a Sewer Connection Permit or a Groundwater Discharge Permit from the Department of Environmental Protection (MassDEP). It requires a Highway Access Permit from the Massachusetts Highway Department (MHD). Also, it requires an Order of Conditions from the Northborough Conservation Commission (and a Superseding Order of Conditions from MASSDEP in the event that the local Order is appealed) and a Comprehensive Permit Approval from the Northborough Zoning Board of Appeals (ZBA). (The Comprehensive Permit was issued on May 23, 2006.) The proponent is not seeking financial

1. This figure does not include wetland impacts caused by construction of the temporary roadway.

assistance from the Commonwealth for the project, therefore 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. These include traffic, wetlands, drainage, water quality and wastewater.

Review of the SDEIR

The SDEIR includes information and analysis to address issues identified in the Scope on the DEIR. It provides additional analysis of measures for reducing the creation of new, impervious surfaces, of adjacent developable land and provides soil logs and a map illustrating test pit and boring locations.

As required, the SDEIR includes a build-out analysis, based on existing zoning and regulatory constraints, for the 164 acres of land that is also owned by the Borgattis (the property owners of this parcel). The SDEIR includes a description of the property, identifies it on land use plans and provides an analysis of its development potential. The SDEIR describes two future development scenarios: a 40,000 sf retail space adjacent to West Main Street and a 108-unit multi-family residential development adjacent to The Loop development. The SDEIR indicates that the project proponent does not have an option to purchase, or plans to develop, any of the adjacent land at this time.

The SDEIR includes an analysis of alternatives for reducing the amount of new, impervious surfaces associated with the project and impacts to wetlands. It describes how impervious surfaces were reduced prior to MEPA review (reduction in the size of parking spaces from 180 sf to 162 sf), increases in landscaped areas and how impervious surfaces could be reduced further (narrower roadway widths, provision of sidewalks on only one side of the streets, banked parking that will only be used if warranted by demand, structured parking, use of permeable pavement,). The SDEIR indicates that the proponent is committed to narrowing the width of the northern driveway from 48-feet to 32-feet and it will bank approximately 290 spaces on the site. These two commitments will reduce impervious surfaces associated with the project by approximately 1.2 acres and will also reduce impacts within the buffer zone to wetlands.

The following Scope identifies outstanding issues that should be addressed in the FEIR.

Scope for the FEIR

Traffic and Transportation

The project will generate approximately 17,962 new vehicle trips on an average weekday for a total of 23,198 trips and 23,126 new vehicle trips on an average Saturday for a total of 30,018 trips. Access will be provided via two site drives from Route 20. The main site drive will be located in the southern portion of the property near Route 9. Another site drive, providing access primarily to the retail area of the site, will be located to the north just south of Tomblin Hill Road.

The DEIR includes a traffic study prepared in conformance with the EOEA/EOTC Guidelines for EIR/EIS Traffic Impact Assessments. The study assesses existing and proposed conditions at state highway and local intersections. The DEIR included analysis of design alternatives for the Route 20/Route 9 interchange and, based on the results of the traffic analysis, indicates that signalization will address traffic generation and safety issues more effectively. EOT has not requested further analysis of the roundabout alternative. Mitigation for other state highway locations includes Route 20/North Site Drive/Hitching Post Lane; Route 20/Tomblin Hill Road; and West Main Street/ Davis Street. In addition, the proponent will contribute \$35,000 to the installation of a traffic signal at the Route 20/Lincoln Street intersection. The DEIR describes mitigation for local intersections in the form of roadway improvements and/or financial contributions to design and construction of roadway improvements. In addition, the DEIR identifies mitigation associated with approved projects that will be implemented by others.

Commentors have expressed concern with generation of traffic on local roadways, traffic circulation and access issues. EOT and John and Barbara O'Mara (abutters to the south of the project site whose property includes an existing driveway on the northwest corner of the interchange) have identified a conflict with the roadway improvements for the Route 20/Route 9 interchange. EOT has indicated that proposed mitigation must maintain access to existing parcels. The proponent should work with MHD and the abutor to identify access issues and propose alternatives to ensure adequate access is maintained prior to filing the FEIR. The FEIR should include responses to the thoughtful comments regarding traffic generation and mitigation from the Town and residents. As necessary, the FEIR should include updated traffic analysis and revised mitigation.

Given the high volume of traffic and associated air quality impacts (see below), efforts to reduce trip generation and to mitigate traffic congestion are particularly important. While the DEIR presents a comprehensive traffic mitigation plan, greater emphasis should be placed on site design and the development of a Transportation Demand Management (TDM) Program to minimize trip generation. The DEIR indicates that the following measures are included in the TDM plan: identification of an On-Site Transportation Coordinator, coordination with the Worcester Regional Transit Authority (WRTA) regarding the extension of existing bus lines, coordination with MassRIDES, assistance to employees to develop a commuter choice program and development of bicycle and pedestrian facilities.

EOT and the Town of Northborough have emphasized the desirability of providing transit service to the site and identified potential opportunities. EOT has indicated that the proponent should consult with the Massachusetts Bay Transportation Authority (MBTA), in addition to the WRTA, regarding the feasibility of providing transit service and that these consultations should occur prior to the filing of the FEIR so that relevant information can be incorporated into it.

As noted in the DEIR, the location of residential units in close proximity to retail provides one of the best opportunities for this project to reduce vehicular trip generation. The design for this project should provide effective and safe connections between the residential and the retail portions of the project. The DEIR indicates that sidewalks and crosswalks will be included for the full length of the access drive. This commitment should be reflected in a site circulation plan (no greater than 80 scale) submitted with the FEIR demonstrating how vehicles, pedestrians and cyclists will be accommodated on the site.

The project includes construction of 3,700 surface parking spaces. The DEIR identified the parking ratio for the retail project as 5.2 spaces per 1,000 sf and provided an overview of parking industry guidelines. It indicated that the parking supply is consistent with industry guidelines although this ratio is at the higher end of the scale and a smaller parking supply could be provided consistent with these guidelines. The SDEIR indicates that "In fact, a detailed review of available literature indicates a reduced need for parking supply due to the sharing of parking spaces between the more traditional shopping-oriented retail uses and the restaurant uses." It indicates that 2,605 to 2,787 spaces may be appropriate for The Loop development. Further reduction in the parking supply could reduce associated impervious surfaces by approximately 1.1 acres although the SDEIR does not include a commitment to do so. The FEIR should include a clear commitment to reduce the amount of parking on-site and its associated impacts.

Air Quality

In accordance with the State Implementation Plan (SIP) for ozone attainment, the DEIR includes a mesoscale air quality analysis. Because this analysis demonstrates that hydrocarbon emissions for the project are greater than the 2011 No Build scenario, the proponent has developed a mitigation program based on roadway improvements and development of a TDM program to minimize associated trip generation. As noted above, the TDM program should be strengthened to ensure all feasible measures are being taken to minimize air quality impacts.

Wastewater

The proponent has indicated that the project will generate approximately 151,810 gpd of wastewater. The proponent continues to assert that, based on test pits and borings completed to date, the site is not suitable for groundwater discharge; however, MassDEP comments disagree with this assertion. The proponent did consult with MassDEP prior to filing the SDEIR and agreed to do additional percolation tests, as requested, in the southeastern portion of the site near the southern access drive; however, results of the testing were not provided in the SDEIR.

The proponent has indicated (in meetings with Mass DEP and with MEPA and in an October 31, 2006 email) that it will consult with MassDEP prior to filing the FEIR to provide the results of the percolation tests. If the test results indicate that groundwater disposal is feasible, the FEIR will include an on-site wastewater treatment and disposal alternative.

If development of an on-site system is not feasible, wastewater needs will be met through connection to the Northborough municipal sewer system for treatment and discharge at the Marlborough Westerly Wastewater Treatment Facility. The SDEIR provides a commitment to participate in MassDEP's flow control program to remove extraneous clean water (infiltration and inflow (I/I)) and otherwise mitigate wastewater impacts. The proponent has committed to fund a comprehensive town-wide I/I study. Based on the results of the study, the proponent will consult with the Town and MassDEP to identify specific I/I removal projects that could be funded by the project proponent.

The SDEIR provides additional information regarding ownership and maintenance of the sewer system and pump station. It indicates that the Brendon Properties Two, LLC will own and maintain the sewage pump station while all sewers within public ways will be owned and

maintained by the Town of Northborough. The SDEIR indicates that legal agreements between Avalon Bay and Brendon Properties Two, LLC will be provided with the MassDEP Sewer Extension and Connection Permit application.

Wetlands and Drainage

The proponent has filed a Notice of Intent (NOI) with the Northborough Conservation Commission. The project and its stormwater management plan will be reviewed by the Conservation Commission for consistency with the Wetlands Protection Act and the MassDEP Stormwater Management Policy. MassDEP has noted that it might be useful for the Conservation Commission to use the consultant fee statute to hire outside review for this project. Technical assistance may be useful given the extensive infrastructure proposed for the site, the steep grades and potential changes in hydrology. The FEIR should include an update on the NOI process.

The DEIR indicated that wetlands impacts have been reduced from approximately 3,000 sf of BVW to 1,000 sf of BVW by moving the southern access road farther to the south and redesigning the road to minimize direct wetlands impacts. The DEIR also noted that the temporary roadway already constructed on the site resulted in direct wetlands impacts, although these impacts are not included in the calculation of wetlands impacts for the project. The FEIR should provide an updated estimate of wetlands impacts to include those associated with the temporary roadway.

The DEIR proposed wetlands replication, wetlands restoration and development of a stormwater management system to avoid, minimize and mitigate direct and indirect impacts to wetlands. The DEIR describes a commitment to 1,830 sf of wetlands replication. This represents a wetlands to replication ratio of approximately 1.8:1. MassDEP previously indicated that replication should be provided at a ratio of replication to alteration of approximately 2:1. If impacts from the temporary roadway are factored in, the ratio of replication to alteration will be even lower. The FEIR should provide details on any additional replication areas that are proposed.

The DEIR included a stormwater management plan that describes how source controls, pollution prevention measures, erosion and sediment controls and the drainage system will comply with the MassDEP Stormwater Management Policy and standards for water quality and quantity both during construction and post-development. The DEIR included an operations and management plan to ensure the long-term effectiveness of the stormwater management system. Stormwater runoff will be collected in a system of deep sump, hooded catch basins and treatment will be provided through Vortech treatment units, infiltration basins/trenches and/or detention basins prior to discharge. Rooftop runoff will be conveyed directly to infiltration areas or detention basins.

The DEIR indicated that the site includes several potential vernal pools and that the lateral extent of the vernal pool is contained within existing wetland resource areas. In addition, MassDEP has reiterated that impacts to the intermittent stream located onsite, and identified in the approved Order of Resource Area Delineation as a resource area, should be identified. The FEIR should assess the project's consistency with applicable performance standards for these resources and project plans should identify the intermittent stream and potential vernal pools and their boundaries.

In response to comments from the Town of Northborough, the SDEIR included additional information regarding the feasibility of constructing and maintaining a green roof for the project. I encourage the proponent to consult with IKEA and/or its consultants (EOEA # 13182) regarding their successful project. The IKEA store in Stoughton includes a large green roof system and they could provide up-to-date information on costs and implementation.

Water Use

The DEIR indicated that the project will use approximately 182,190 gpd of drinking water that will be provided by the Town of Northborough water distribution system and it will include irrigation wells for maintenance of landscaping. The DEIR indicated that the project will incorporate the following water conservation measures: flow restrictors for plumbing fixtures, aerators for faucets, low-flow toilets and use of drought tolerant and native species in landscaping. The proponent should consult with MassDEP to ensure that the final project design meets the Commonwealth's water conservation standards (including those for lawns and landscaping).

Construction Period Impacts

The DEIR identifies trucking, noise, dust and stormwater management as potential construction period issues. It indicates that construction impacts associated with trucking will be minimized by using sand and gravel from the adjacent sand and gravel operation facility. The DEIR indicates that the buffer between the site and adjacent residences is adequate to avoid impacts; however, construction of the residential units will take place within 200 feet of existing homes. Construction noise and blasting is likely to create nuisance conditions. In addition, blasting operations may employ perchlorate-containing explosives that have been identified as a source of contamination in Massachusetts' public water supplies. The project's proximity to public water supplies warrants careful examination of this issue.

The FEIR should provide additional detailed information on the phasing of the earthwork to address the concerns identified by the Town regarding site stabilization and concerns identified by MassDEP and other commentors regarding the use of perchlorate-containing explosives. It should provide a copy of the blasting plan including the identification of blasting agents that used. MassDEP guidance indicates that the use of perchlorate-containing explosive products should be avoided when surface or groundwater can be affected. The proponent should evaluate alternatives to blasting agents that contain perchlorate. The FEIR should include commitments, developed with input from the Town, to mitigate all construction period impacts.

Mitigation

The FEIR should include an updated chapter on mitigation measures and an updated Draft Section 61 Findings for all state permits that include a clear commitment to implement mitigation measures, an estimate of the individual costs of the proposed mitigation, and the identification of the parties responsible for implementing the mitigation. A schedule for the implementation of mitigation, based on the construction phases of the project, should also be included.

Response to Comments

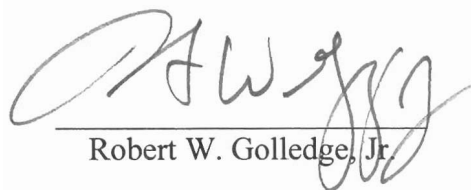
The FEIR should contain a copy of this Certificate and a copy of each comment received. The FEIR should respond to the comments received, to the extent that the comments are within MEPA subject matter jurisdiction. The FEIR should present additional narrative and/or technical analyses as necessary to respond to the concerns raised.

Circulation

The Final EIR should be circulated in compliance with Section 11.16 of the MEPA regulations and copies should be sent to any state agencies from which the proponent will seek permits or approvals, to the list of "comments received" below, to commentators on the DEIR and to Northborough and Shrewsbury officials. A copy should be made available for review at the Northborough and Shrewsbury public libraries.

November 16, 2006

Date



Robert W. Golledge, Jr.

Comments Received:

11/9/06	Department of Environmental Protection/Central Regional Office (MassDEP CERO)
11/9/06	Executive Office of Transportation (EOT)
9/15/06	William C. Jeas and Alex Lotoski

RWG/CDB/cdb