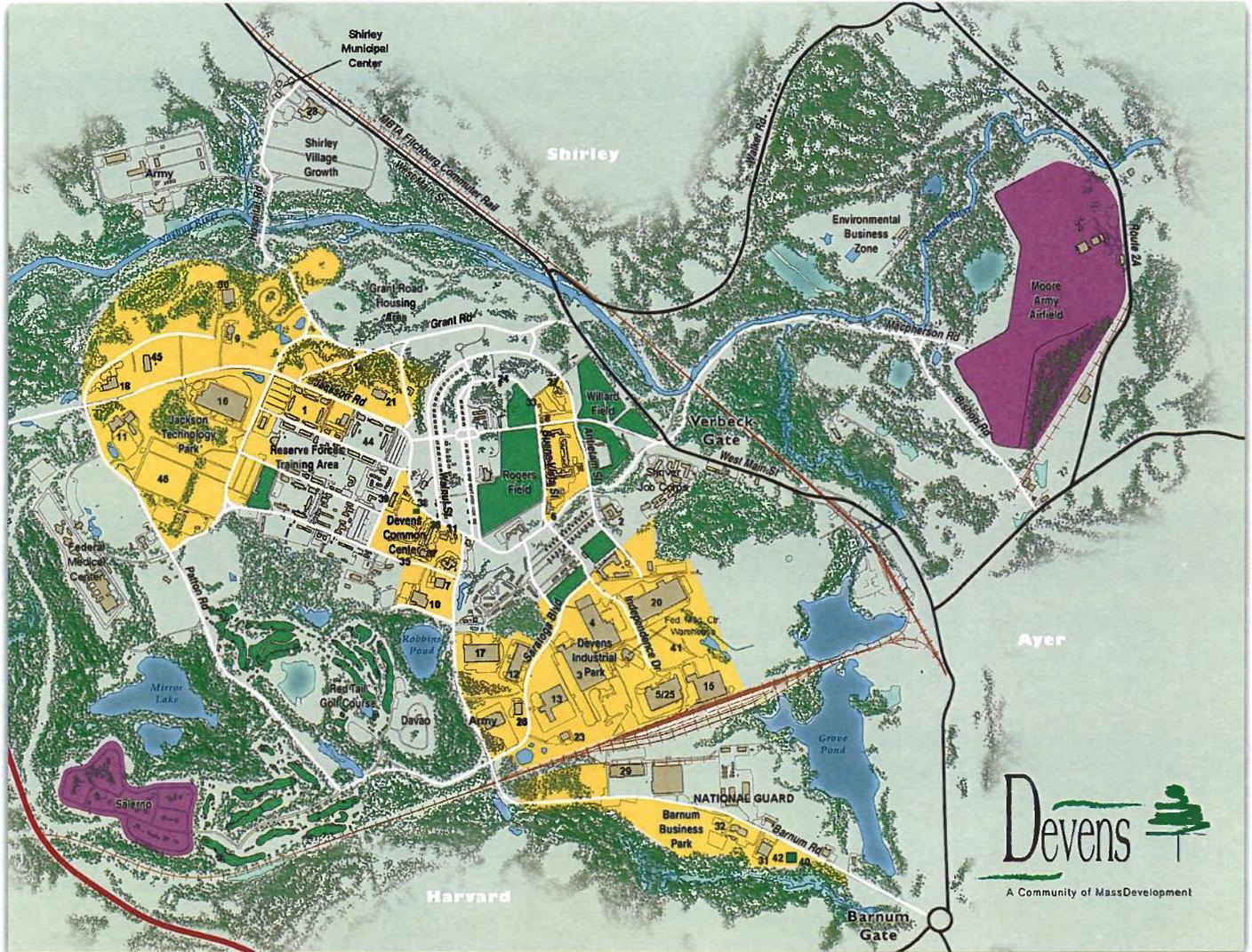


NOTICE OF PROJECT CHANGE

Redevelopment of Fort Devens



Submitted by:
MassDevelopment
33 Andrews Parkway
Devens, Massachusetts 01434

EEA # 9116
May 15, 2008

Prepared by:
Epsilon Associates, Inc.
3 Clock Tower Place, Suite 250
Maynard, Massachusetts 01754

Epsilon
ASSOCIATES INC.

REDEVELOPMENT OF FORT DEVENS
NOTICE OF PROJECT CHANGE

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NOTICE OF PROJECT CHANGE FORM

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MEPA Analyst:

Phone: 617-626-

NPC

Notice of Project Change

The information requested on this form must be completed to begin MEPA Review of a NPC in accordance with the provisions of the Massachusetts Environmental Policy Act and its implementing regulations (see 301 CMR 11.10(1)).

Project Name: Redevelopment of Fort Devens		EOEA #: 9116	
Street: various			
Municipality: Ayer, Harvard, Lancaster, Shirley		Watershed: Nashua	
Universal Transverse Mercator Coordinates: Zone (19) 284500, 4712320		Latitude: 42°31'59.64" Longitude: 71°27'26.57"	
Status of project construction: 75-80 %complete			
Proponent: Massachusetts Development Finance Agency			
Street: 160 Federal Street			
Municipality: Boston		State: MA	Zip Code: 02110
Name of Contact Person From Whom Copies of this NPC May Be Obtained: Corinne Snowden			
Firm/Agency: Epsilon Associates, Inc.		Street: 3 Clock Tower Place	
Municipality: Maynard		State: MA	Zip Code: 01754
Phone: 978-897-7100	Fax: 978-897-0099	E-mail: csnowdon@epsilonassociates.com	

In 25 words or less, what is the project change? The project change involves . . .
 revision of the Project's 1995 Section 61 Findings, a methodology to make development at Devens consistent with EEA's Greenhouse Gas Emissions Policy and Protocol, and review of changes to impervious area.

See full project change description beginning on page 3.

Date of ENF filing or publication in the Environmental Monitor: 7/8/1992

Was an EIR required? Yes No; if yes,
 was a Draft EIR filed? Yes (Date: 10/31/1994) No
 was a Final EIR filed? Yes (Date: 7/31/1995) No
 was a Single EIR filed? Yes (Date:) No

Have other NPCs been filed? Yes (Date(s): see below) No
 5/9/1997 (biosolids facility, not built); 10/7/1997; 12/10/1997; 5/25/1999 (wastewater treatment);
 6/24/2000 (Lot 8 Jackson Technology Park); 9/23/2000 (Southern Container); 11/24/2001 (Ayer
 May 2001

force main); 2/23/2005 (recycling facility); 10/4/2006 (Bristol-Myers Squibb request for advisory opinion); 7/11/2007 (wastewater treatment facility).

If this is a NPC solely for lapse of time (see 301 CMR 11.10(2)) proceed directly to "ATTACHMENTS & SIGNATURES" on page 4.

PERMITS / FINANCIAL ASSISTANCE / LAND TRANSFER

List or describe all new or modified state permits, financial assistance, or land transfers not previously reviewed: None.

Are you requesting a finding that this project change is insignificant? (see 301 CMR 11.10(6))

Yes No; if yes, attach justification.

Are you requesting that a Scope in a previously issued Certificate be rescinded?

Yes No; if yes, attach the Certificate

Are you requesting a change to a Scope in a previously issued Certificate? Yes No; if yes, attach Certificate and describe the change you are requesting:

Summary of Project Size & Environmental Impacts	Previously reviewed	Net Change	Currently Proposed
LAND			
Total site acreage	4,140 (DEIR)	0	4,140
Acres of land altered	2,920 (1995 S. 61)	0	2,920
Acres of impervious area	984 (1994 EIS)	0	984
Square feet of bordering vegetated wetlands alteration	Nominal	0	Nominal
Square feet of other wetland alteration	Nominal	0	Nominal
Acres of non-water dependent use of tidelands or waterways	n/a	0	n/a
STRUCTURES			
Gross square footage	5,787,000 (1995 S. 61)		No cap
Number of housing units	282 (1995 S. 61)	0	282
Maximum height (in feet)	75 (Zoning)	0	75
TRANSPORTATION			
Vehicle trips per day	50,585 (1995 S. 61)	0	50,585
Parking spaces	n/a	0	n/a
WATER/WASTEWATER			
Gallons/day (GPD) of water use	3.0 mgd (1995 S. 61)	0	3.0 mgd
GPD water withdrawal	3.0 mgd (1995 S. 61)	0	3.0 mgd
GPD wastewater generation/ treatment	4.65 mgd (2007 NPC)	0	4.65 mgd

Length of water/sewer mains (in miles)	145 miles water 65 miles sewer (1994 EIS)	0	145 miles water 65 miles sewer
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Does the project change involve any new or modified:

1. conversion of public parkland or other Article 97 public natural resources to any purpose not in accordance with Article 97? Yes No

2. release of any conservation restriction, preservation restriction, agricultural preservation restriction, or watershed preservation restriction? Yes No

3. impacts on Estimated Habitat of Rare Species, Vernal Pools, Priority Sites of Rare Species, or Exemplary Natural Communities? Yes No

4. impact on any structure, site or district listed in the State Register of Historic Place or the inventory of Historic and Archaeological Assets of the Commonwealth?

Yes No; if yes, does the project involve any demolition or destruction of any listed or inventoried historic or archaeological resources? Yes No

5. impact upon an Area of Critical Environmental Concern? Yes No

If you answered 'Yes' to any of these 5 questions, explain below:

PROJECT CHANGE DESCRIPTION (attach additional pages as necessary). The project change description should include:

- (a) a brief description of the project as most recently reviewed,
- (b) a description of material changes to the project as previously reviewed,
- (c) the significance of the proposed changes, with specific reference to the factors listed 301 CMR 11.10(6), and
- (d) measures that the project is taking to avoid damage to the environment or to minimize and mitigate unavoidable environmental impacts. If the change will involve modification of any previously issued Section 61 Finding, include a proposed modification of the Section 61 Finding (or it will be required in a Supplemental EIR).

(a) a brief description of the project as most recently reviewed

Devens comprises the former U.S. Army Base named Fort Devens, which operated from approximately 1917 until the early 1990s. The Army's decision to close Fort Devens triggered an extensive planning evaluation to shape the future of the base, including preparation of an Environmental Impact Statement (EIS) under the National Environmental Policy Act, and culminating in the preparation of a Reuse Plan. The Reuse Plan was the subject of extensive prior MEPA review. MassDevelopment's predecessor, the Massachusetts Government Land Bank (Land Bank), submitted an ENF for the redevelopment of Fort Devens, which was noticed in the Environmental Monitor on July 8, 1992. The Land Bank filed a Draft EIR on October 31, 1994, and a Final EIR on July 31, 1995, which also included Section 61 Findings. These documents evaluated the environmental impacts of the implementation of the Base Reuse Plan for Devens. The Secretary issued her Certificate on the Final EIR on September 14, 1995.

The MEPA filings, and the EIS associated with the Army's disposition of Devens to the Land Bank, evaluated a wide variety of environmental impacts based on the Base Reuse Plan. The reviewed project encompassed approximately 4,140 acres, assumed a total development of 5,767,000 s.f. of office and industrial uses, and evaluated average daily traffic of approximately 50,000 trips. The assumption of maximum square footage was based on forecasted types of office and industrial users. Environmental parameters reviewed included traffic, air emissions, water supply, and wastewater.

Subsequent to the FEIR filing, various Notices of Project Change (NPCs) (for certain land uses not contemplated in the Base Reuse Plan) and requests for advisory opinions have been filed from time to time as reuse activities have evolved.

(b) a description of material changes to the project as previously reviewed

This Notice of Project Change has the following three purposes:

- ◆ Update the Section 61 Findings prepared in 1995 following review of the Final Environmental Impact Report. The proposed Section 61 Findings will update the mitigation commitments to reflect the passage of time, modify the review procedures for new stationary sources at Devens otherwise exceeding ENF thresholds, and confirm that the square footage of proposed new industrial and office developments within Devens will no longer be considered a limiting requirement or a threshold for future MEPA filings so long as the aggregate environmental impacts are within those previously studied in the MEPA process. See Attachment A.
- ◆ Consistent with the MEPA Greenhouse Gas (GHG) Emissions Policy and Protocol (the Policy), provide a proposed methodology for addressing and analyzing GHG emissions at Devens, contained within the Revised Draft Section 61 Findings. See Attachment A.
- ◆ In accordance with MEPA's October 26, 2006, response to MassDevelopment/the Bristol-Myers Squibb's Request for Advisory Opinion, provide information about changes in impervious area at Devens. See Attachment B.

(c) the significance of the proposed changes, with specific reference to the factors listed 301 CMR 11.10(6)

- (a) The proposed changes do not result in expansion of the previously reviewed buildable area.
- (b) The proposed changes will not allow future development projects to generate traffic, water supply, or wastewater treatment and disposal impacts in excess of those previously reviewed without new MEPA review.
- (c) There is no change to the Project schedule.
- (d) The Project site is not changing.
- (e) New state agency actions are not required.
- (f) The changes will not delay the realization of Project benefits.
- (g) The Project does not involve a lapse of time.

(d) measures that the project is taking to avoid damage to the environment or to minimize and mitigate unavoidable environmental impacts. If the change will involve modification of any previously issued Section 61 Finding, include a proposed modification of the Section 61 Finding (or it will be required in a Supplemental EIR).

A proposed modification of the Section 61 Finding is included in Attachment A.

ATTACHMENTS & SIGNATURES

Attachments:

1. Secretary's most recent Certificate on this project. See Attachment C.
2. Plan showing most recent previously-reviewed proposed build condition. See Attachment D.
3. Plan showing currently proposed build condition. See Attachment D.
4. Original U.S.G.S. map or good quality color copy (8-1/2 x 11 inches or larger) indicating the project location and boundaries. See Attachment E.
5. List of all agencies and persons to whom the proponent circulated the NPC, in accordance with 301 CMR 11.10(7). See Attachment F.

Signatures:

<p><u>5/11/08</u> <u><i>Richard Montouri</i></u> Date Signature of Responsible Officer or Proponent</p>	<p><u>5/14/05</u> <u><i>Laura Rome</i></u> Date Signature of person preparing NPC (if different from above)</p>
<p><u>Richard Montouri</u> Name (print or type)</p> <p><u>MassDevelopment</u> Firm/Agency</p> <p><u>33 Andrews Parkway</u> Street</p> <p><u>Devens, MA 01434</u> Municipality/State/Zip</p> <p><u>978-784-2933</u> Phone</p>	<p><u>Laura Rome</u> Name (print or type)</p> <p><u>Epsilon Associates, Inc.</u> Firm/Agency</p> <p><u>3 Clock Tower Place, Suite 250</u> Street</p> <p><u>Maynard, MA 01754</u> Municipality/State/Zip</p> <p><u>978-897-7100</u> Phone</p>

ATTACHMENT A PROPOSED SECTION 61 FINDING

PROPOSED SECTION 61 FINDING REVISED AND UPDATED MAY 2008

Project Name: Fort Devens Redevelopment

Project Location: Ayer, Harvard, Lancaster and Shirley

EOEA Number: 9116

Project Proponent: Massachusetts Development Finance Agency
(MassDevelopment), formerly Massachusetts
Government Land Bank

Final EIR Dated: July 31, 1995

The Project, as described in the Draft and Final EIRs, is the acquisition of portions of the North and Main Posts of Fort Devens from the U.S. Army by the Land Bank, and the redevelopment of the North and Main Posts in keeping with the Reuse Plan and Bylaws that were developed by the Land Bank and the Joint Boards of Selectmen, with input from an extensive community participatory process, and adopted by vote of concurrent town meetings on December 7, 1994. The primary purposes of this plan are to foster economic development and to replace jobs lost with the closure of Fort Devens, while protecting the environment. For a 40-year period, as described by Chapter 498 of the Acts of 1993, as amended (Ch. 498), the MassDevelopment, as successor to the Massachusetts Government Land Bank (Land Bank) will own and maintain lands transferred to it by the Army, will convey lands to other public and private entities for any and all purposes permitted under zoning, and will be responsible for construction, maintenance and operation of municipal infrastructure including roads, water supply and sewage collection and treatment. MassDevelopment will work closely with the Devens Enterprise Commission (DEC), which came into being in 1995 and exercises key municipal regulatory functions. For more detail on the Reuse Plan and By-Laws, please see the Draft EIR, Section 3.0 and the DEC website at www.devensec.com.

The Project, as delineated in the EIS prepared by the Army and in the Draft and Final EIRs prepared and reviewed pursuant to the Massachusetts Environmental Policy Act (MEPA), included the development of up to 5.787 million square feet of office and industrial development, and 282 dwelling units.

Since the Final EIR (1995) and the original execution of the Land Bank's Section 61 Finding (October 31, 1996), the proponent (now known as MassDevelopment) and the DEC have proceeded with the implementation of the Reuse Plan, all as described above. Table I is a listing of office and industrial uses at Devens. Table I includes not only businesses that have actually purchased land, erected facilities, and commenced operations, but also businesses that are currently permitting or building facilities at Devens. Note that several businesses included in Table I are no longer operating, but their unoccupied facilities are being actively marketed. Federal facilities (including military uses) at Devens are not included, as they are not part of the Reuse Plan.

Table I Devens Square Footage (May 2008)

Existing Users	Square Footage
94 Jackson	50,000
Gillette I	409,860
Gillette II (Sunoco)	331,326
(Georgia Pacific) Equity Industrial	142,140
Image Software	13,584
GE Polymers	26,600
Learning Express	10,503
Netstal	26,945
Parker Hannafin	58,291
Pharm Eco (Johnson Matthey)	111,526
Ryerson	140,318
North American Logistics	162,000
Southern Container	226,751
American Superconductor	352,000
Anheuser Busch	183,600
Bionostics	44,236
Comrex	10,944
Equity Industrial (Kraft)	379,400
Xinetics III	61,250
JP Routhier	12,000
Waiteco	20,880
Xinetics	3,190
(Georgia Pacific) Equity Industrial II	96,000
Integra	29,025
Eglomise Design	21,186
Guilford	104,700
Xinetics II	54,543
Media News	60,936
NB Kenney	50,000
Devens Common Office	21,872
Dunkin Donuts Bakery	22,000
WK MacNamara	90,000
Subtotal Existing Uses	3,327,606

Table I Devens Square Footage (August 31, 2006) (Cont'd)

Users in Permitting and Construction

Integrated Process Technologies	25,000
Odic	3,500
One Jackson Place	60,000
Evergreen Solar	520,000
Bristol Myers Squibb (BMS)	1,507,830
Subtotal Uses in Permitting and Construction	2,116,330
TOTAL	5,443,936

The redevelopment of Devens was analyzed in the EIS and EIR for the impacts of projected levels of activity specified in Table II on lands transferred to MassDevelopment by the Army. For this Revised Section 61 Finding, Table II also lists the estimated impacts as of March 2008 (including actual and projected businesses), and identifies proposed revisions to the Section 61 Finding.

Table II Activity Levels (1995 and 2008) and Proposed Changes to Section 61 Finding

Activity/Impact	Projected Amount (FEIR)	Actual and Projected Amount (March 2008 estimates)	Proposed Revision to Section 61 Finding
Development Intensity	5,787,000 s.f. office/ industrial 282 dwelling units	3,237,606 (actual); 2,206,330 s.f. in permitting), total 5,443,936. 102 d.u. (occupied); 282 d.u. (capacity).	Remove implied cap on office/ industrial space. No change to 1996 residential projection.
Traffic	Average weekday daily trips: 50,585. 5,468 a.m. peak hour trips entering. 3,893 p.m. peak hour trips exiting.	Average weekday daily trips: 16,400. 1,000 a.m. peak trips entering. 963 p.m. peak hour trips exiting. [Source: 2006 Biennial Traffic Report]	No change to 1996 Section 61 Finding.
Water Usage	3.0 m.g.d.	460,000 gpd (actual, per 2007 NPC) 3.0 m.g.d. (capacity)*	No change to 1996 Section 61 Finding.
Wastewater flows	3.0 m.g.d. capacity	4.65 m.g.d. (capacity), as reviewed in the 2007 NPC	No change to 2007 NPC projection.
Air Emissions (Industrial sources)	130 tpy HAP, 56 tpy VOC, 13.5 tpy NOx, 44 tpy SO2, 5.2 tpy CO.	10 tpy HAP, 14 tpy VOC, 79 tpy NOx, 49 tpy SO2, 82 tpy CO (with allowance for projected Bristol-Myers Squibb emissions).	NPC to be filed for projects meeting or exceeding ENF thresholds for Air Quality.
Land Transfers	Sale or lease to public or private entities of any lands at Devens for any and all purposes permitted under zoning.	Ongoing in accordance with Reuse Plan and Devens Bylaw.	No change to 1996 Section 61 Finding.

* See wastewater section below for discussion of the difference between water supply capacity and wastewater treatment and disposal capacity.

As shown in Table II above, MassDevelopment proposes changes to three categories of the 1996 Section 61 Finding – development intensity, wastewater flow, and air emissions from industrial sources. These changes are described below.

Development Intensity

MassDevelopment proposes that square footage be discontinued as a category of impact forming the basis of build-out limits in the Section 61 Finding. The Final EIR contemplated development of 5,787,000 square feet of office and industrial space and 282 residential units, and the environmental impacts from the development identified in Table I are well within the 1995 parameters analysis of that build out, with the exception of wastewater generation. The Final EIR foresaw that upgrades to the wastewater treatment plant would be needed for flows exceeding 3.0 million gallons per day. Those upgrades were the subject of a Notice of Project Change reviewed by the MEPA Office in 2007, and on August 10, 2007, the Secretary issued a Certificate finding that no further MEPA review was required. Air quality is discussed separately below.

Since the filing of the Final EIR, it has become evident that the square footage of development is not an accurate indicator of environmental impact. For example, the Final EIR, using Institute of Transportation Engineers Land Use Codes, predicted that 5.787 million square feet of development would generate 50,585 vehicle trips per day. Bi-annual monitoring has shown, however, that trip generation is actually significantly lower than the volume predicted; approximately 3.5 million square feet of development is generating approximately 16,400 vehicle trips per day. Furthermore, while development of individual parcels to date has been well within density limits set by the Devens Bylaws, Devens is approaching the 5.787 million square feet specified in the Section 61 Finding, without commencing development at the Airfield or Salerno, two prime development parcels totaling more than 300 acres.

Independent of the experience at Devens, the MEPA Office, in 1998, just a few years after the review of the Final EIR, revised its regulations to, among other changes, eliminate review thresholds based on the square footage of proposed projects,¹ recognizing that building square footage did not correspond with the level of potential environmental impact. To achieve consistency with the now-current 1998 MEPA regulations, this revised Section 61 Finding does not include square footage of new development.

¹ For example, the MEPA regulations dated January 9, 1987, had the following Categorical Inclusion threshold (301 CMR 11.23(15): “Construction of a new non-residential project with gross interior floor space, excluding structured parking, of 500,000 square feet or more.” This threshold is not included in the current regulations.

This Section 61 Finding does not contemplate a change to the number of residential units, but does remove any implied cap on development or need for subsequent MEPA filings for projects solely on the basis that such projects will exceed or contribute to the exceedance of 5,787,000 s.f. of industrial and office space at Devens.

Air Quality

The industrial source air emissions in the 1996 Section 61 Finding were for process emissions for industrial sources only and did not include general building utility combustion sources for heating, cooling, and hot water. The estimates also did not appear to include any potential emissions from emergency generators. While building heating was not included in the FEIR or Section 61 Finding, it should be noted that some of the former military buildings have been retrofitted by MassDevelopment with newer heating units that would typically have lower emissions.

The 1996 Section 61 Finding estimates were based on assumptions that development would primarily consist of communications, hardware and electronic equipment manufacturing facilities. Emissions were estimated by using factors developed from existing TRI (Toxics Release Inventory) data and square feet of industry type. Therefore, the Section 61 Finding estimated emissions of HAPs and VOC are much higher than the observed emissions of today's actual buildout. This is due to the difference in the type of industries assumed originally (electronics manufacturing) versus the type of industries actually built. In addition, HAP and VOC emissions for electronic manufacturing would in fact be much lower than the 1996 estimates, due to the phase-out of certain Freons (HAPs) and due to the use of solvent substitutions. The electronics industry also tends to use more electricity than process steam, so the 1996 estimates of combustion sources are lower than comparable estimates for other industrial development. The emissions of HAPs and VOC are predicted to be much less than estimated in the 1996 Section 61 Finding due to the change in industry type and other reasons stated above. Although combustion emissions (NO_x, CO, SO₂) may increase over the 1996 Section 61 Findings, the change in industry type may account for the higher use of process steam, backup power, and heating needs.

Rather than attempt a new prediction of uses and potential emissions, MassDevelopment's revised Section 61 Finding requires implementation of the following measures to minimize emissions. As development at Devens progresses, MassDevelopment and/or the proponent of a proposed stationary source exceeding Environmental Notification Form thresholds will prepare and file a Notice of Project Change with the Secretary. As noted in the FEIS, any single new stationary source must comply with the Clean Air Act through the Massachusetts DEP and EPA, would be subject to BACT or LAER and therefore must use low emitting technology appropriate for the source.

Greenhouse Gas Emissions

To support EEA's Greenhouse Gas (GHG) Policy (the Policy) without creating unequal barriers to redevelopment at Devens, MassDevelopment commits to the following GHG mitigation program for entities considering new projects at Devens. As a condition of all initial land transfers by MassDevelopment at Devens, developers of new projects must prepare, as part of the Unified Permit Process administered by the Devens Enterprise Commission (DEC), GHG analyses which accord with the Policy and any forthcoming energy efficiency regulations issued by the DEC, so long as the proposed project(s):

1. involve generation of 2,000 or more adt;
2. involve generation of 1,000 or more adt and construction of 150 or more parking spaces;
3. involve construction of 300 or more parking spaces; or
4. require a DEP Air Quality Permit.

The GHG analysis should specifically consider and address any criteria or standards identified by the DEC and will be submitted to MassDevelopment and the DEC as part of the developers' Unified Permit Application to the DEC. MassDevelopment commits to review such GHG analyses and provide the DEC with comments and recommendations. MassDevelopment's commitments end upon the permanent disposition of the property it owns at Devens, and this policy does not apply to any conveyances of property at Devens other than conveyances by MassDevelopment.

MassDevelopment also commits to lead by example by pledging to meet Massachusetts's LEED-Plus green building standards in its own projects at Devens.

Wastewater

In June 2007, MassDevelopment filed a Notice of Project Change describing proposed upgrades to the wastewater treatment facility (WWTF), including an increase in capacity from 3.0 mgd to 4.65 mgd. The mitigation measures described in that Notice of Project Change are construction of upgrades within the footprint of the existing WWTF, constructing the new force main by directional drilling under the Nashua River to minimize wetland and water quality impacts, and limiting hours and days of construction to minimize noise impacts. The WWTF NPC described the proposed mitigation measures. Those measures are included in this revised Section 61 Finding to document MassDevelopment's commitment to their implementation.

Despite the increase in wastewater treatment and disposal capacity from 3.0 mgd to 4.65 mgd, the Devens water supply capacity remains at 3.0 mgd. As discussed in the 2007 NPC, the Town of Ayer, Town of Shirley, and Massachusetts Correctional Institution-Shirley have between them unused reserved capacity in the WWTF of approximately 1.0 million gallons

per day. The increase in WWTF capacity was necessary to allow ongoing development at Devens while maintaining the ability to meet the potential wastewater disposal demand of these users.

Conclusion

Throughout the reuse planning and environmental review process, and during the current implementation of the Reuse Plan, MassDevelopment continues to work to provide mitigation for all significant impacts of the project. Furthermore, pursuant to Ch. 498, the Devens Enterprise Commission has been established to provide "one-stop" municipal-level permitting of facilities at Devens. The DEC exercises municipal regulatory powers under the General Laws relating to zoning and subdivision control, and the powers of a conservation commission under G.L. Ch. 131, Sec. 40. Pursuant to Ch. 498 and the Reuse Plan and Bylaws, the DEC has enacted a comprehensive set of land use regulations for Devens, including Performance Standards that must be met by new development. Application of these Performance Standards by the DEC further serves to mitigate the potential environmental impacts of redevelopment at Devens. With the mitigation proposed by it, and carried out in cooperation with state agencies, and with the application by the DEC of its land use regulations and Performance Standards, MassDevelopment finds that there are no significant unmitigated impacts.

MassDevelopment recognizes that the identification of effective mitigation, and implementation of that mitigation throughout the life of the project, are central to its responsibilities under the Massachusetts Environmental Policy Act. The Land Bank prepared for the 1996 Section 61 finding, and MassDevelopment has now updated, a Table of Mitigation (Attachment 1 hereto) that specifies, for each potential impact category, the mitigation that will be provided, the party responsible, and the implementation schedule.

MassDevelopment hereby finds, pursuant to G.L. c. 30 sec. 61, that the mitigation measures set forth on the annexed Table of Mitigation Measures constitute all feasible means and measures that MassDevelopment can take to avoid or minimize environmental impacts of the project.

Richard Montuori, Executive Vice President

MASSDEVELOPMENT

Dated: May , 2008

Attachment 1: Table of Mitigation Measures

ATTACHMENT 1: TABLE OF MITIGATION MEASURES (MAY 2008)

EIS CATEGORY	IMPACT	MITIGATION	RESPONSIBILITY	TIMING
Land Use	Reuse of 2,920 acres of land	Preparation of a Comprehensive Base Reuse Plan and By-Laws Phased development to manage impacts Plan to ensure compatibility of uses. Appoint Land Use Administrator.	MassDevelopment and DEC	Throughout 40 year planning period. Reuse Plan and Bylaw complete. Phased development ongoing.
	Potential impacts on open space	Set aside approximately 1/3 of Devens for Open Space and Recreation. Prepare Open Space Plan per "GOALS" requirements. Establish Conservation Easements for Mirror Lake an the Eskers, A.S.P. Bog, and Cold Spring Brook.	MassDevelopment	Open Space and Recreation lands set aside. Open Space Plan is complete. Conservation Easements for Mirror Lake and the Eskers conveyed to Trustees of Reservations. A.S.P. Bog and Cold Spring Brook remain under Army control, pending remediation.
	Loss of Army upkeep and protection of natural resources	Proper care and management of land resources by MassDevelopment. Maintenance of roadside trees, landscape. Establish permanent conservation restrictions on important wetlands.	MassDevelopment	Management and maintenance ongoing. Conservation restrictions established.
Soils	Loss or conversion of agricultural soils	Identify, promote agribusiness at Devens. Maintain 50-plot community garden program for Devens residents or employees. Establish leaf, garden waste composting program.	MassDevelopment	102 occupied dwellings on quarter-acre lots provide ample home gardens for those interested. Community garden program on hold pending any demand. Leaf, garden waste composting program has been established.

EIS CATEGORY	IMPACT	MITIGATION	RESPONSIBILITY	TIMING
Transportation and Traffic	Increases in traffic and congestion, with associated air quality, noise, energy use, and quality of life impacts	Implement Transportation Demand Management program, including: Establish Transportation Management Association; Provide HOV parking / onsite services; Provide bicycle / pedestrian access.	MassDevelopment establish TMA. Initial funding by MassDevelopment under EOTC grant. Work with individual companies until sufficient traffic to warrant broad-based program.	TMA funded by MassDevelopment 1999-2003. Major employers maintain own TDM programs (Sunoco, Federal Prison). DEC requires dedicated HOV parking and bike racks for all new facilities.
	Inadequate traffic capacity, inefficient circulation pattern on Devens	Implement phased improvements on 14± miles of internal arterials with minimal impact on wetlands.	MassDevelopment to construct improvements identified in Final EIR, Section 4.2.	MacPherson Road interim improvements constructed. Jackson Road relocated, reconstructed. Construct other internal circulation improvements in phase with actual redevelopment proposals.
	Existing and future potential congestion and safety problems at Jackson Road / Route 2 interchange	Reconstruct Jackson Road Interchange as described in Final EIR Section 4.3.	Concept design by Land Bank in Final EIR. MassDevelopment to accomplish final design and permitting, with input from MHD.	Improvements constructed.
	Existing and potential congestion at off-site intersections.	Traffic capacity improvements at 2A/I-495, 2A/110/Groton School Road, Park/Main/West Main, Carleton Rotary. Assist Ayer with planning grant for downtown parking	Concept designs by Land Bank in Final EIR. MassDevelopment to accomplish final design and permitting, and to work with communities to resolve local concerns and land acquisition needs, and to work with communities, MHD and RPAs to plan and program improvements as they become required.	MassDevelopment prepared Ayer Parking Study. Work with communities as needed to plan and program other improvements as they become required.

EIS CATEGORY	IMPACT	MITIGATION	RESPONSIBILITY	TIMING
Transportation and Traffic (cont'd)	Potential future traffic congestion	Biennial traffic counting program of intersections presented in Final EIR Section 4.6, including truck classification counts and turning movement counts as specified. Compare trip generation with activity levels evaluated in EIR (see Sec. 61 finding).	MassDevelopment	Initial counts 1996 and biennially thereafter.
	Potential future traffic congestion	5-year traffic reporting program to evaluate results of, and redirect as necessary, the traffic monitoring program, TDM program, and program for capacity improvements, including intersections identified in the FEIR, as well as any other locations where capacity is shown to be overtaxed as a result of implementation of the Reuse plan.	MassDevelopment, with ongoing discussion with / input from MHD.	Five-year Report prepared, circulated (March 2004.)
	Potential future Rt. 2 mainline congestion	Maximize TDM program to minimize any need for future Rt. 2 widenings. Plan and program widenings only in accordance with demonstrated need, and meeting all future environmental requirements	TDM program is responsibility of MassDevelopment. MHD and MassDevelopment will jointly assess the need for widenings and develop a program for design, permitting and construction.	Rt. 2 widening not required, based on 2004 Five-year Report.
	Safety and congestion impacts at railroad grade crossings	Identify traffic growth and any operational deficiencies at key impacted grade crossings through traffic monitoring program. MassDevelopment will work with local communities to identify funding for necessary mitigation.	MassDevelopment and Guilford Transportation Industries, in cooperation with local communities, MRPC, EOTC.	Rail activity levels lower than expected. MassDevelopment will work with local communities as appropriate.
Air	Increase in mobile source emissions	Minimize VMT increases. Construct intersection improvements to relieve congestion. Identify any conditions of congestion through Traffic Monitoring Program.	MassDevelopment to work with MHD and RPAs to plan and program improvements as they become required	2004 Five-year report reveals trip generation substantially below (less than 25% of) FEIR projections.

EIS CATEGORY	IMPACT	MITIGATION	RESPONSIBILITY	TIMING
Air (cont'd)	Increase in stationary source emissions	Meet all Clean Air Act requirements. Projects will meet applicable regulatory standards (BACT or LAER) as determined by DEP and/or EPA.	Private developers remain responsible for all required state, federal air permitting. .	Projects requiring an Air Permit will be the subject of an NPC per Section 61 Findings.
	New greenhouse gas (GHG) emissions	Developers of new projects must prepare GHG analyses which accord with EEA's GHG Policy and any forthcoming energy efficiency regulations issued by the DEC, so long as the proposed project(s): ♦ involve generation of 2,000 or more adt; ♦ involve generation of 1,000 or more adt and construction of 150 or more parking spaces; ♦ involve construction of 300 or more parking spaces; or ♦ require a DEP Air Quality Permit.	Private developers will be responsible for preparing GHG analysis.	Analysis to be prepared as part of the Unified Permit Process administered by the DEC.
Noise	Noise from activities on Devens	Permitting review of projected noise by DEC. Application of Performance Standards for noise. Compliance with DEP noise requirements for stationary sources	DEC, applicants.	Adoption of Performance Standards by DEC, MassDevelopment and JBOS 1996. Compliance with DEC and DEP requirements throughout 40 year planning period.

EIS CATEGORY	IMPACT	MITIGATION	RESPONSIBILITY	TIMING
Noise (Cont'd)	Noise from traffic, rail serving Devens	Truck noise addressed by monitoring truck traffic, improving Jackson Road interchange to make that the route of choice, and working with Devens employers to foster use of Jackson Gate where feasible. Establish truck routes as part of development permit process for new users.	MassDevelopment to conduct Traffic Monitoring and Reporting program. DEC to establish requirements for truck routing. MassDevelopment established requirements for truck routing; DEC include in Development Permit as appropriate. MassDevelopment work with Guilford Transportation Industries to minimize unnecessary noise from night-time movement of cars to/from Intermodal facility	Noise baseline determination by applicants as required for DEC permitting. Truck routing required via Jackson Gate to West Rail Industrial Area. Communication as needed with Guilford Transportation Industries. MassDevelopment continues to prepare two- and five-year traffic reports.
Biological Resources	Potential impacts on wetland resources	Apply Mass. Wetlands Protection Act as in effect on date of FEIR; impose local wetlands bylaw. Maintain 25-foot no-impact buffer, and 50-foot no-build buffer Set aside dedicated open space equal to 1/3 of Devens land area, encompassing majority of site wetlands. Manage forestry resources. Encourage indigenous vegetation.	MassDevelopment and DEC, per Reuse Plan and By-Laws. MassDevelopment to manage forestry resources, foster indigenous vegetation.	Throughout 40 year planning period. 1996-2005 total 200 s.f. wetland fill at Devens (limited project, roadway) with 8:1 replication.
	Potential impacts on protected species and special ecological features	Set aside dedicated open space consistent with Reuse Plan. Work with knowledgeable parties to identify protected species. Upon transfer, manage Shepley Hill as feasible to support grassland species.	MassDevelopment	Open space has been set aside. Shepley Hill Landfill still under Army control.

EIS CATEGORY	IMPACT	MITIGATION	RESPONSIBILITY	TIMING
Biological Resources (cont'd)	Impacts on biological resources, surface or groundwater, or public health from improper pesticide use	Maintain Integrated Pesticide Management Program (IPMP) for maintenance of all vegetation at Devens. Observe DEP requirements for any pesticide application within Zone IIs of public water supplies. Observe DEP requirements for any pesticide application to rail or utility rights-of-way. Require golf course developer to establish, implement IPMP.	MassDevelopment Applicant responsibility for compliance with Zone II and right-of-way requirements. DEC oversight. Red-Tail Golf Club IPMP.	Land Bank utilized MA IPMP contractual requirements. Implement throughout 40 year planning period.
Water Quality	Construction period stormwater flows	Develop and implement regulations from Water Resource By-Laws. Develop and implement a Master Storm Water Pollution Prevention Plan. Individual land development permit filings with DEC, to contain construction period stormwater engineering. Individual Stormwater NPDES NOI filings (> 1 acres). Require compliance with MA Stormwater Management Policy.	MassDevelopment, DEC; Applicant	Regulations and prevention plan developed and enforced by DEC.
	Operational period stormwater flows	Develop and implement regulations from Water Resource By-Laws. Develop and implement DEC site plan approval to encompass operational period stormwater management requirements, including maintenance of system. Meet requirements of EPA NPDES Stormwater permit for Industrial sites. Upgrade stormwater controls for developed sites and roadways as reuse progresses. Develop and implement area-wide stormwater management design for rail-related use area.	MassDevelopment, DEC; Applicant	Regulations and prevention plan developed and enforced by DEC.

EIS CATEGORY	IMPACT	MITIGATION	RESPONSIBILITY	TIMING
Water Quality (cont'd)	Long-term disposal of wastewater at Devens	Design and construct new WWTP meeting all state and federal regulatory requirements. Evaluate regionalization through facilities planning effort. Accept wastewater from MCI Shirley, Shirley, Ayer	MassDevelopment	New WWTP opened 2001. Additional upgrades currently underway. Agreements in place to accept wastewater from MCI Shirley, Shirley, and Ayer
	Water quality and cost impacts of excessive Infiltration/Inflow	Reduce Infiltration/inflow through sewer maintenance/repairs	Army to issue I/I study and construct necessary improvements. MassDevelopment to assume responsibility for additional I/I removal, and accomplish phased removal in conjunction with WWTP reconstruction and future permitting.	MassDevelopment is aggressively pursuing I/I reductions on an ongoing basis.
	Impacts to WWTP and receiving waters of industrial discharges	Implement aggressive industrial pretreatment permitting program.	MassDevelopment.	MassDevelopment Industrial Pre-Treatment regulations in effect.
Cultural Resources	Potential impacts on historic or archaeological resources	Evaluation, protection, relocation or recovery if necessary	Army and MassDevelopment, per Programmatic Agreement. Compliance with MHC requirements by applicants.	Executed 1996. Implementation throughout 40 year planning period.
Solid Waste	Generation of demolition debris	Incorporate waste separation and recycling requirements into demolition contracts. Seek, attract innovative waste management technologies.	MassDevelopment	Implementation throughout 40-year Reuse Plan C&D Processing business permitted and under construction 2006.

EIS CATEGORY	IMPACT	MITIGATION	RESPONSIBILITY	TIMING
Solid Waste (Cont'd)	On-going generation of solid waste	Master solid waste management plan for use Devens-wide. Provide to MEPA for Environmental Monitor notice. Require waste separation, waste reduction and recycling, reprocessing for permitted uses. Attract innovative waste management technologies Disposal of irreducible remainder in licensed facilities offsite.	MassDevelopment, Applicants	Throughout 40-year planning period. Solid Waste Master Plan & Recycling Plan prepared 2005. Copy forwarded to MEPA 9/2006.
Visual Resources	Impacts on viewshed from Fruitlands Museum. Effects of site lighting on night sky	Implement By-Laws through DEC including viewshed protection, limit building heights, colors, materials, landscape screening. Implement performance standards for site lighting.	DEC; MassDevelopment, Applicants.	Bylaws and performance standards implemented.
Public Participation		Secure ongoing public participation during implementat on phase of the project. Utilize advisory task forces for Open Space Plan (done) and Recreation Plan (done), Water Management Act preparation, conduct of traffic monitoring program. Extensive public participation during wastewater regionalization facilities planning.	MassDevelopment	Completed to date; continue as applicable in future.

ATTACHMENT B IMPERVIOUS AREA

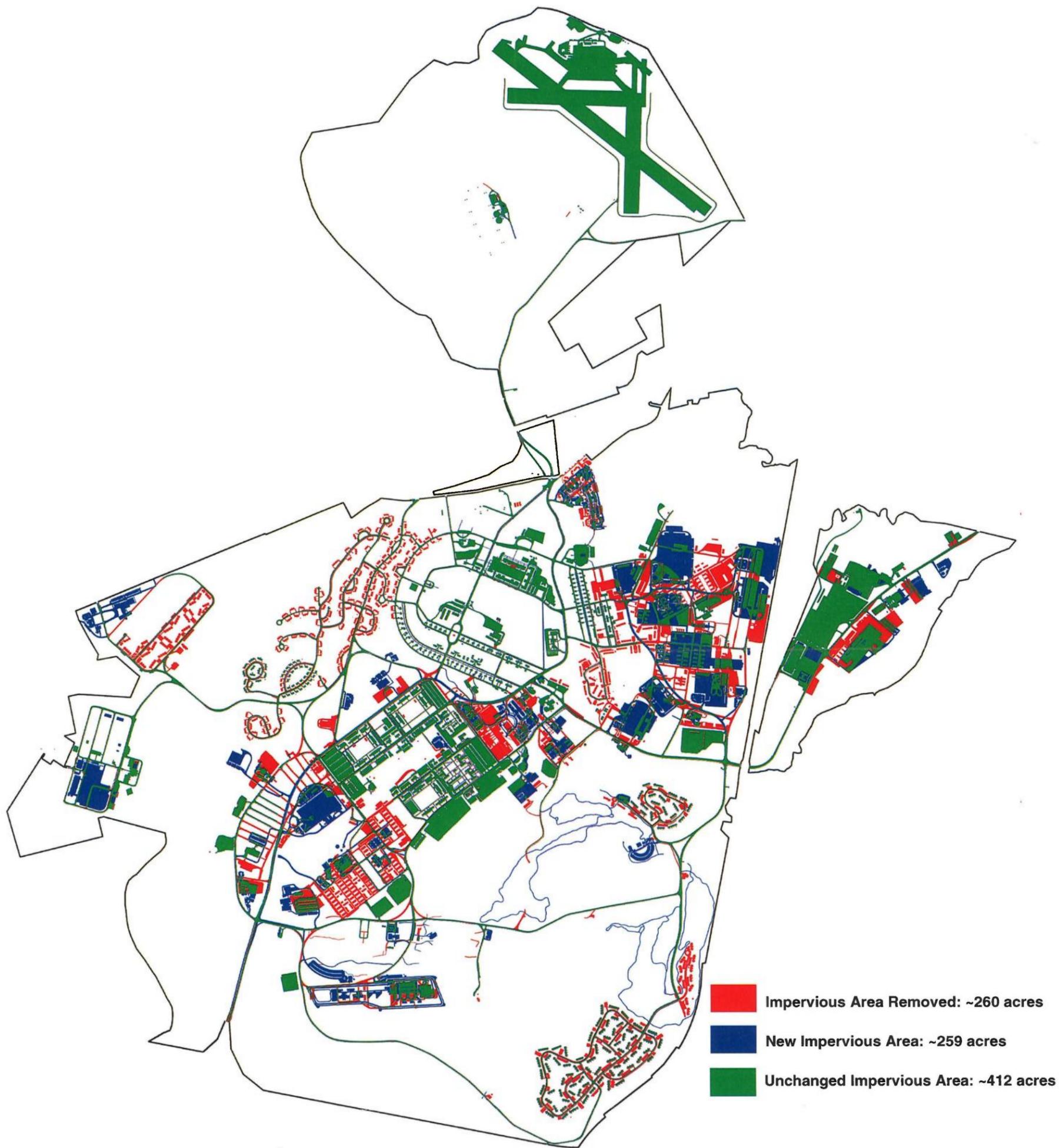
As required by the Certificate on the NPC for Bristol-Myers Squibb, MassDevelopment has analyzed impervious area at Devens. Between 1996, when MassDevelopment took responsibility for Devens, and 2008, impervious coverage at Devens has decreased by 1.13 acres, or 0.02 percent. Although the construction of more than 3.2 million square feet of buildings, as well as sidewalks, roads, driveways and parking lots has created new impervious area, this construction is more than offset by the removal of impervious area from military-era buildings and pavement that are no longer necessary. Some additional impervious area may be created in connection with future construction at Devens, and present amounts of impervious area are still well below what was reviewed in the 1995 FEIR. Table B-1 below shows the changes in impervious coverage at Devens.

Table B-1 Change in Impervious Area, 1996-2008

	1996	2008	Change
Impervious Area	Acres	Acres	Acres
Buildings	131.85	161.54	29.69
Roads	169.07	129.97	(39.10)
Sidewalks	20.78	30.49	9.71
Driveways/P. Lots	280.39	278.96	(1.43)
Airfield	70.26	70.26	0.00
Total	672.36	671.22	(1.13)
Percent Impervious	15.20%	15.18%	

Figure B-1 illustrates the change in impervious coverage at Devens.

- ◆ In the figure, the red represents areas that were impervious in 1996 and are pervious today.
- ◆ Blue areas were pervious in 1996 and are impervious today.
- ◆ Green areas were impervious in 1996 and remain so.



Fort Devens Redevelopment Devens, Massachusetts



Figure B-1
Impervious Area 1996-2008

Attachment C Certificate on the Notice of Project Change for the
Wastewater Treatment Facility



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

August 10, 2007

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

PROJECT NAME: Redevelopment of Fort Devens
Wastewater Treatment Facility (WWTF)
PROJECT MUNICIPALITY: Ayer, Harvard, Lancaster, Shirley
PROJECT WATERSHED: Nashua River
EOEA NUMBER: 9116
PROJECT PROPONENT: Massachusetts Development Finance Agency
(MassDevelopment)
DATE NOTICED IN MONITOR: July 11, 2007

Pursuant to the Massachusetts Environmental Policy Act (M.G.L. c.30, ss.61-62H) and Section 11.10 of the MEPA regulations (301 CMR 11.00), I have reviewed the materials submitted on this project and hereby determine that it **does not require** the preparation of a Supplemental Environmental Impact Report.

The proposed project change consists of an upgrade to the Devens Wastewater Treatment Facility to increase the average daily flow from 3.0 million gallons per day (mgd) to 4.65 mgd. In the Final Environmental Impact Report (FEIR) for redevelopment of the former Fort Devens (Devens) and the MassDevelopment's Section 61 Findings for the project, water use and wastewater generation were estimated at 3.0 mgd. The Section 61 Findings identified the need for a future MEPA filing if activities at Devens exceeded these levels. The FEIR acknowledged the possible need for expansion of the WWTF at a future date and the Secretary's Certificate on the FEIR (dated September 14, 1995) noted that further environmental review under MEPA would be required for any upgrades to the WWTF beyond that addressed in the FEIR. As required, MassDevelopment has submitted a Notice of Project Change (NPC) with additional information on the proposed WWTF upgrades.

The proposed WWTF upgrade will require a Groundwater Discharge Permit from the Massachusetts Department of Environmental Protection (MassDEP). The project also requires an Order of Conditions from the Devens Enterprise Commission (and, on appeal only, a Superseding Order from MassDEP). According to the NPC, the project will receive funding from

the Commonwealth of Massachusetts (including \$6.7 million in State Revolving Funds (SRF)). Therefore, MEPA jurisdiction for the project is broad and extends to all aspects of the project with the potential to cause Damage to the Environment, as defined in the MEPA regulations.

As described in the NPC, an expansion of the Devens WWTF is required to accommodate full build-out of Bristol-Myers Squibb (BMS)¹ as well as future development at Devens and the unused reserve capacity for the Towns of Ayer and Shirley and the Massachusetts Correctional Institution (MCI) Shirley. According to the NPC for the proposed WWTF upgrade, the current Devens average daily flow allocation is 3.0 mgd. However, future projections for wastewater discharge are approximately 4.65 mgd based on estimated flows for BMS at full build-out (1.2 mgd), other existing and future Devens flows (1.75 mgd), and allocated capacity for the Towns of Ayer and Shirley (1.1 mgd), and MCI Shirley (0.6 mgd).

The proposed WWTF expansion will increase the average daily discharge to the existing Rapid Infiltration Beds (RIBs) from 3.0 mgd to 4.65 mgd. As further detailed in its comment letter, MassDEP has reviewed a hydrogeologic evaluation that included an analysis of the effects on groundwater under peak daily flow conditions of 7.0 mgd. Model simulations indicate that the RIBs are capable of handling an average daily discharge of 4.65 mgd if the discharge is distributed over multiple RIBs. However, the analysis indicates that under peak loading conditions, emerging groundwater might occur in certain upland areas draining to the Nashua River. The MassDEP Groundwater Discharge Permit will establish a maximum daily flow limit and will require additional monitoring of groundwater elevations. As noted by MassDEP in its comment letter, there is a potential for soils underlying the existing RIBs to become saturated with phosphorus and release this nutrient to local ground waters. MassDEP has issued a draft Groundwater Discharge Permit that authorizes the increase in WWTF average daily flow to 4.65 mgd and includes action thresholds for phosphorus in groundwater monitoring wells (0.5 mg/l). The proponent will be required as part of its permit conditions, to immediately reduce effluent concentrations to 1.0 mg/l if emerging groundwater is detected and comply with any further requirements that MassDEP determines are necessary to protect surface waters.

The proposed increase in discharge to RIBs and the main pumping station upgrades will occur within the existing footprint of the WWTF. As described in the NPC, the project change also includes a second force main under the Nashua River, which will be installed using directional drilling techniques to avoid wetlands resource area impacts. The new force main will be installed within the buffer zone of Bordering Vegetated Wetlands (BVW) and requires the filing of a Notice of Intent (NOI). As noted in the MassDEP comment letter, the proposed work is exempt from requirements for the Riverfront Area under 310 CMR 10.58(6)(c). However, the river crossing work is proposed in Priority and Estimated Habitat of state-listed species and is currently undergoing NHESP Massachusetts Endangered Species Act (MESA) and Wetlands Protection Act (WPA) review. At this time, it does not appear that the project will require a Conservation and Management Permit, as indicated by NHESP in its comment letter. However, some conditions may be required to protect state-listed turtles during construction. As noted in the NPC, mitigation for rare species will be addressed as part of the NOI and Devens Unified Permit process. The proponent should continue consultations with NHESP and the Devens

¹ The BMS facility was the subject of a previous MEPA filing and a Secretary's Certificate on the NPC was issued on October 26, 2006 with a determination that a Supplemental EIR for BMS was not required.

Enterprise Commission on this issue and ensure that the project is designed and implemented to avoid and minimize, or mitigate rare species impacts to the maximum extent feasible.

The proponent should ensure that appropriate erosion and sedimentation controls and other measures are in place to avoid and minimize any construction-related impacts associated with project. The project site is located within the Squannassit Area of Critical Environmental Concern (ACEC) as noted in the NPC and in the comment letter from the Department of Conservation and Recreation (DCR) ACEC Program. DCR provided comments and recommendations to avoid and minimize Riverfront Area and wetlands buffer impacts. Since filing the NPC, the proponent has confirmed that impacts associated with directional drilling entry and exit points for the river crossing are limited to 0.004 acres located outside of wetlands resource areas (in buffer zone), and has committed to make every effort to minimize construction-related environmental impacts. As noted above, the project is exempt from Riverfront Area requirements of the Wetlands Protection Act. The proponent should consider ACEC recommendations, including those related to construction Best Management Practices (BMPs), and I ask that the proponent consult with the ACEC program to discuss its comments and provide additional information as requested.

Based on a review of the NPC, comments received, and consultation with relevant public agencies, I find that the potential impacts of the WWTF upgrade do not warrant preparation of a Supplemental Environmental Impact Report. I am satisfied that any outstanding issues can be addressed through the state and local permitting process. MassDEP and MassDevelopment should forward a copy of the new or revised Section 61 Findings to the MEPA Office for the project record.

August 10, 2007

DATE



Ian A. Bowles, Secretary

Comments Received

- 7/23/07 Department of Environmental Protection, Central Regional Office
- 7/30/07 Division of Fisheries and Wildlife, Natural Heritage and Endangered Species Program
- 8/01/07 Department of Conservation and Recreation, ACEC Program

IAB/AE/ae

Attachment D Site Plan
