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January 29, 2007

CERTIFICATE OF THE SECRETARY OF ENVIRONMENTAL AFFAIRS ESTABLISHING A SPECIAL REVIEW PROCEDURE

PROJECT NAME : ADM Tihonet Mixed Use Development
PROJECT MUNICIPALITY : Carver, Plymouth and Wareham
PROJECT WATERSHED : Buzzards Bay
EOEA NUMBER : 13940
PROJECT PROPONENT : ADM Development Services LLC
DATE NOTICED IN MONITOR : December 23, 2006

Pursuant to the Massachusetts Environmental Policy Act (G.L. c. 30, ss. 61-62H) and Section 11.09 of the MEPA regulations (301 CMR 11.00), I hereby establish a Special Review Procedure (SRP) for this project.

The proposed project consists of development of a 6,000-acre project site in the towns of Wareham, Carver and Plymouth. The project is proposed as a phased development over the next 25 years or more. The site currently contains the corporate headquarters of the A.D. Makepeace (ADM) company, and includes cranberry bogs as well as undeveloped lands considered ecologically significant due to the presence of BioMap Core Habitat, Priority Habitat for rare and endangered species, and the underlying sole source aquifer.

The proponent has submitted a Request for a Special Review Procedure (SRP) pursuant to Section 11.09 of the MEPA regulations. According to the SRP request, the proponent intends to replicate the traditional New England village development pattern in a manner consistent with villages in the project area. The proposed project will include residential, commercial, industrial, and recreational components, and will be guided by principles of smart growth, low-impact design, and pedestrian-scaled development. The SRP request indicates that the proponent will use Transfer of Development Rights (TDR) and other innovative land use tools to preserve on-going agricultural uses, environmentally sensitive habitat and water resources, and create a viable community that incorporates environmental stewardship and achieves socio-economic goals.

The SRP request briefly describes the proponent's plans for Phase A (a 50-acre area), Phase B (the 1,200-acre Business Development Overlay District), and Phase C (subsequent phases of the 6,000-acre development), and includes a proposal for a SRP. As discussed in the SRP request, the proponent is focusing its initial development efforts on the Business Development Overlay District (BDOD) in Wareham, which includes the proposed 50-acre Tihonet Technology Park (referred to in SRP request as "Phase A"). Subsequent phases of development beyond the BDOD have yet to be defined.

According to the SRP request, the Phase A development consists of 150,000 square foot (sf) of office, laboratory and manufacturing space, and associated infrastructure. This initial phase will involve development of approximately 14 acres of the 50-acre Tihonet Technology Park area (a component of the BDOD). Phase B involves build-out of the remainder of the BDOD, which may include up to 3.5 million sf of light industrial, light manufacturing, and research and development space. Phase B also includes development of ADM landholdings within the Route 28 Strip Commercial District. The SRP request indicates that Phase C could occur over the next five to twenty-five years or more, and may include village-scale retail and housing, office and commercial development, open space, recreation uses, water supply well development, renewable energy projects, wastewater treatment facilities, and on-going agricultural operations. As discussed in the SRP request, the nature of Phase C development will be influenced by market conditions as well as potential zoning changes and enactment of innovative land use tools.

The size and complexity of this project, combined with its long-term timeline and undefined future phases, make this an ideal candidate for a Special Review Procedure (SRP). I believe that a SRP for this project, as outlined below, will benefit the environment and serve the purposes of MEPA by providing meaningful opportunities for public review, analysis of alternatives, and consideration of cumulative environmental impacts.

SPECIAL REVIEW PROCEDURE

1. The proponent will file an Expanded Environmental Notification Form (EENF) for the development. The EENF shall be subject to a 45-day public comment period. The EENF should include at a minimum:
 - 1.1 A baseline environmental resource assessment and infrastructure assessment of the full 6,000-acre project site (Phase C) including, but not necessarily limited to,
 - Water Resources – including resource inventory and mapping for groundwater, wetlands and surface water resources;
 - Rare species and wildlife habitat resources (including a summary of findings based on surveys for state-listed species); this resource assessment should be presented in a manner that does not disclose any sensitive information regarding species locations. The proponent should consult with the Division of Fisheries and Wildlife Natural

Heritage and Endangered Species Program (NHESP) regarding the scope and methodology for the surveys, and the level of detail to provide in the EENF;

- Landscape/topography/soils/drainage (including maps at watershed/sub-watershed level);
- Agricultural resources;
- Historical and archaeological resources (including a summary of the results of a reconnaissance cultural resource survey as requested by the Massachusetts Historical Commission (MHC) in its comment letter, described in a manner that does not disclose any sensitive archaeological site location);
- Recreation and Open Space (e.g. existing public uses);
- Existing land uses;
- Existing water supply, wastewater, stormwater and transportation infrastructure
- Other public and private utilities (e.g. electricity, gas).

- 1.2 A description and analysis of Phase A (the 50-acre Tihonet Technology Park) and its alternatives at an EIR level of detail, that includes information and analysis to demonstrate that implementation of the proposed phase will not preclude options to avoid, minimize or mitigate environmental impacts associated with future project phases.
- 1.3 A Business Development Overlay District (BDOD) master plan with sufficient information and analysis on the proposed BDOD plan and its alternatives to support the proponent's request to proceed with Phase A prior to completion of an EIR for the BDOD. The EENF should include information and analysis to demonstrate that implementation of the proposed phase will not preclude options to avoid, minimize or mitigate environmental impacts associated with future project phases.
- 1.4 A summary of findings based on initial surveys for state-listed species within the BDOD, described in a manner that does not disclose any sensitive information regarding species locations. The proponent should consult with NHESP regarding the scope and methodology for the surveys, and the level of detail to provide in the EENF;
- 1.5 A transportation study for the BDOD along with proposals for mitigation and conceptual plans for roadway improvements, as further detailed in the comment letter from the Executive Office of Transportation (EOT);
- 1.6 The results of a field program to identify optimal water source areas and wastewater disposal sites around which future development plans for the 6,000-acre site may be formed, as recommended by the Department of Environmental Protection (MassDEP) in its comment letter;
- 1.7 A summary of the status of archaeological investigations for Phase A and B areas described in a manner that does not disclose any sensitive archaeological site location information as requested by MHC;
- 1.8 A Response to Comments on the Request for a Special Review Procedure;

- 1.9 A draft development plan for Phase C (entire 6,000-acre project site), which should describe the overall project vision and goals, and type of uses anticipated. The draft development plan should include maps and site plans outlining areas proposed for development, open space/conservation, agriculture and other uses (i.e. a general envelope locating different proposed uses). Maps and site plans should also identify priority and estimated habitat, sub-watersheds, and proposed sending and receiving areas. The boundaries of proposed Phase areas should be clearly identified on USGS locus maps and larger-scale maps and site plans.

The draft plan should discuss “Guiding Principles” for overall development and identify critical areas and resources for protection. The draft plan for development of the 6,000-acre project site should address planning opportunities and constraints including:

Constraints

Land use constraints: Identify areas where development should be limited or prohibited due to incompatibility. For example, areas of constraint may include water supply protection zones, important wetlands and wildlife habitat areas; archaeological and historical resources; site conditions and accessibility issues.

Opportunities (to be informed by the constraints analysis)

- Land use - identify areas considered most suitable for certain types of development (e.g. proposed “land use zones”). Include conceptual mapping of appropriate use zones based on resource assessment, infrastructure capacity analysis and compatibility of uses.
- Describe overall vision and goals for smart growth, low-impact design, and pedestrian-scaled development;
- Describe potential open space network and wildlife corridors, including areas proposed for conservation restriction;
- Water supply/Wastewater/ Transportation/ Stormwater - discuss infrastructure options at a conceptual level (a more detailed evaluation will be expected as part of the alternatives analysis in subsequent filings).

Environmental Impacts: The draft development plan should describe the size of the proposed development and discuss potential impacts (e.g. identify types of impacts and general location of wetland/habitat impacts, provide minimum-maximum range where feasible to quantify impacts, such as an estimate of the number of acres to be developed in different zones, the number for residential units, and the square footage of industrial/commercial space).

2. Upon completion of the MEPA review of the EENF, the Secretary shall issue a Certificate on the EENF. This Certificate will include a Scope for the EIR for the BDOD, and a determination as to whether Phase A (Tihonet Technology Park) requires further MEPA review or if it can proceed to state permitting while the BDOD EIR is being prepared. The EIR for the BDOD will be filed within two years of the EENF filing. If the BDOD EIR is not filed within this timeframe, the proponent will file a status report on the project. The availability of the status report will be noticed in the *Environmental Monitor*.

3. For each subsequent phase of the project, the proponent will file a new ENF. Upon completion of the MEPA review of the ENF, the Secretary shall issue a Certificate stating whether or not an EIR is required and if so, the Certificate will include a Scope for the EIR. The proponent will file ENFs and EIRs for future phases as required by the Secretary and in accordance with the MEPA regulations and the SRP. Upon completion of the MEPA review of the final development phase, a Certificate on the Final EIR for the entire 6,000-acre project site (referred to as Phase C in the Request for a SRP) will be issued.
4. The Special Review Procedure shall include a forty-five (45) day public comment period for project review documents filed with MEPA - rather than the typical twenty (20) day comment period for ENFs and thirty (30) public comment period for EIRs.
5. The BDOD EIR and MEPA filings for each future phase of the project will include:
 - A revised and updated "Master Plan" (i.e. an update of the draft development plan to be submitted with the EENF);
 - A cumulative impact assessment (to include proposed and previous phases of development, and consideration of future development);
 - A discussion of the consistency of the proposed phase with the draft "Master Plan" (as most recently presented in a MEPA filing);
 - Information and analysis to demonstrate that implementation of the proposed phase will not preclude options to avoid, minimize or mitigate environmental impacts associated with future project phases.
6. Prior to the filing of each ENF, EIR or other MEPA filing, the proponent will conduct public outreach by scheduling one or more meetings with stakeholders in the town(s) in which the proposed project phase is located. At these meetings, which will be open to the general public, the proponent will present information about the proposed development and upcoming MEPA filing, provide the public with an opportunity to discuss and comment on the proposed development and MEPA filing, and take meeting minutes, which will be included as part of the MEPA filing. The proponent should provide a minimum of seven (7) days notice of the meetings in each of the three host communities.
7. In addition, the proponent shall be required to hold quarterly public update meetings, which meetings shall be open to the public, held in a publicly accessible location in one of the three host towns, and notice of which shall be provided in each of the three communities at least seven (7) days prior to the meeting. The proponent shall also establish and maintain a publicly accessible website to advertise such meetings, to make documents available for public review, and to provide Project updates as appropriate.
8. In addition to the proponent's public outreach activities, site visits and consultation sessions will be scheduled by the MEPA Office in accordance with the MEPA regulations.
9. Given the existing relationships among the proponent, host communities and environmental organizations, as well as the provisions of this SRP, I am satisfied that the

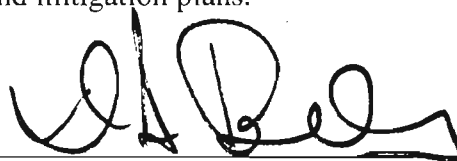
purpose of MEPA with regard to public review of the project can be achieved without the establishment of a Citizens Advisory Committee (CAC). The proponent has committed to a transparent collaborative process, and based on comment letters received, has a long history of working cooperatively with the host communities. In addition, the nature of this project will require the proponent to work closely with individual communities on land use, zoning and other issues specific to each town, and to work jointly with communities and state agencies on issues of regional significance. While the establishment of a CAC can be beneficial, I do not believe it is the optimum approach for public review of this project. Further, the stakeholders responsible for the management and development for the three host communities, the elected and appointed executives, the elected planning board and board of selectmen members, wrote in support of the ongoing collaborative approach and the proposed SRP. I am satisfied that the proponent's continued collaborative approach combined with the provisions of this SRP, which include requirements for cumulative impact assessment at each phase of the project, quarterly public meetings, and additional public involvement throughout all project phases, will provide sufficient opportunities for enhanced public review and provide me with appropriate guidance. I reserve the right to reconsider this determination.

10. If the proponent wishes to change any provisions in the SRP, it will file a request for modification of the SRP in the form of a Notice of Project Change.

11. The proponent has requested a coordinated review with the Massachusetts Natural Heritage and Endangered Species Program (NHESP) and other state agencies as part of the SRP. In addition, the MassAudubon, in its comment letter, highlights the benefits of a coordinated MEPA/NHESP review and permitting process that considers the larger conservation planning efforts that are underway relating to the entire Makepeace land holdings in the Buzzard Bay watershed (including but not limited to the 6,000-acre project site that is the subject of this SRP). As part of its review process, the MEPA Office will coordinate with NHESP and other state agencies, and I expect that future Certificates on this project will address these larger conservation planning issues to the extent they are relevant to the Scope of future EIR(s) and the assessment of impacts, alternatives analyses and mitigation plans.

January 29, 2007

DATE



Ian A. Bowles, Secretary

January 29, 2007

DATE



Michael Hogan, President/Chief Executive Officer
A.D. Makepeace

IAB/AE/ae

Comments received on the Request for a Special Review Procedure

1/12/07 The Coalition for Buzzards Bay
1/12/07 Massachusetts Department of Environmental Protection
1/16/07 Massachusetts Historical Commission
1/22/07 MassAudubon
1/22/07 Wareham Fire District
1/22/07 Town of Wareham Community and Economic Development Authority
1/22/07 Southeaster Regional Planning & Economic Development District
(SRPEDD) and Old Colony Planning Council (OCPC)
1/22/07 Town of Wareham, Planning and Resource Management
1/22/07 Carver Conservation Commission
1/22/07 Carver Board of Selectmen
1/23/07 Executive Office of Transportation, Office of Transportation Planning
1/23/07 Division of Fisheries and Wildlife, Natural Heritage and Endangered
Species Program
1/23/07 Town of Plymouth Planning and Development