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June 22, 2012

CERTIFICATE OF THE SECRETARY OF ENERGY AND ENVIRONMENTAL AFFAIRS
ON THE
DRAFT ENVIRONMENTAL IMPACT REPORT

PROJECT NAME : New Quincy Center Redevelopment
PROJECT MUNICIPALITY : Quincy
PROJECT WATERSHED : Boston Harbor
EOEA NUMBER : 14780
PROJECT PROPONENTS : City of Quincy/Hancock Adams Associates, LLC
DATE NOTICED IN MONITOR : May 9, 2012

Pursuant to the Massachusetts Environmental Policy Act (MEPA) (M.G.L. c. 30, ss. 61-62I) and Section 11.08 of the MEPA regulations (301 CMR 11.00), I hereby determine that the Draft Environmental Impact Report (DEIR) submitted on this project **adequately and properly complies** with MEPA and its implementing regulations. The Proponents should prepare a Final Environmental Impact Report (FEIR) as detailed in the Scope below.

Project Description

As described in the DEIR, the proposed project entails the redevelopment of the central business district of Quincy into a mixed-use, high density urban redevelopment. The project will be constructed on approximately 31 acres, mostly contained within the City of Quincy's 55-acre Urban Revitalization District. The project involves the proposed demolition of many buildings, which will be replaced with a high density, mixed-use development program. The existing uses in the area proposed for redevelopment are as follows: approximately 297,000 square feet (sf) of retail space; 98,715 sf of restaurant; a 21,170 sf movie theater; 652,500 sf of office space; and 2,212 parking spaces. The proposed redevelopment program includes:

- 252,250 sf of retail space;
- A 54,215 sf supermarket;
- 130,753 sf of regional shopping/superstore;
- 89,255 sf of restaurant space;

- 901,930 sf of general office space,
- 103,628 sf of medical office space
- a 33,709 sf health club,
- 159,466 sf of classroom space for Quincy College,
- a 88,493 93 sf (3,210-seat) movie theater,
- a 95,890 sf (173-room) hotel,
- 1,735,081 sf of residential apartments (1,882 units), and
- ± 4,746 parking spaces.

At full-build, the project would total 3,733,207 sf of development space and also include additional streetscape improvements, new public open space elements, pocket parks, and traffic calming measures at key intersections designed to create a more pedestrian-friendly environment. The building program presented in the DEIR represents an eight percent increase from the development program presented in the Expanded Environmental Notification Form (EENF). The project area is bounded by Burgin Parkway and the MBTA rail to the west, the Hancock Cemetery and the United First Parish Unitarian Church to the north, Chestnut Street and Dennis F. Ryan Parkway to the east, and the Concourse Roadway to the south.

The project also includes the construction of the Burgin Parkway Access Bridge to facilitate safe access to the proposed redevelopment area and to channelize vehicles away from pedestrian areas on Hancock Street, Adams Green, and the National Parks Service Visitor Center and attractions. The bridge will improve access to the parking structures proposed as part of the project and provide an alternative access point for pedestrians and emergency vehicles. In the previously reviewed Expanded Environmental Notification Form (EENF), the project Proponents requested a waiver to proceed with Phase 1 of the project, which entails design and permitting (but not construction) of the proposed Burgin Parkway Access Bridge. The waiver request was granted in a Final Record of Decision issued by me on October 7, 2011.

MEPA Jurisdiction and Permitting

The project is undergoing MEPA review and is subject to preparation of a mandatory EIR pursuant to 301 CMR 11.03(6)(a)(6), and 11.03(6)(a)(7) because it requires a State Agency Action and it will result in the generation of 3,000 or more new adt on roadways providing access to a single location, and the construction of 1,000 or more new parking spaces at a single location. The project is also undergoing MEPA review pursuant to 301 CMR 11.03(1)(b)(6), 11.03(1)(b)(7), 11.03(5)(b)(4)(a), and 11.03(10)(b)(2) because it requires: approval in accordance with M.G.L. c. 121A of a new urban redevelopment project for a project consisting of 100 or more dwelling units or 50,000 or more sf of non-residential space; approval in accordance with M.G.L. c. 121B of a new urban renewal plan; new discharge to a sewer system of 100,000 or more GPD of sewage; and the demolition of a Historic Structure listed in or located in any Historic District listed in the State Register of Historic Places or the Inventory of Historic and Archaeological Assets of the Commonwealth.

The entire project requires: an Order of Conditions from the Quincy Conservation Commission (and on appeal only, a Superseding Order of Conditions (SOC) from the Massachusetts Department of Environmental Protection (MassDEP)); a Sewer Connection Permit from MassDEP; approval of the Urban Development Project/Urban Renewal Plan from

the Department of Housing and Community Development (DHCD); a Vehicular Access Permit from MassDOT. The project also requires Section 106 review by the Massachusetts Historical Commission (MHC) and a National Pollutant Discharge Elimination System (NPDES) Construction General Permit from the United States Environmental Protection Agency (US EPA). The project is subject to the EEA/MEPA Greenhouse Gas Emissions Policy and Protocol.

Because the Proponentss are seeking approval of the Quincy Center URDP in accordance with M.G.L c.121B, and because the Proponentss are seeking Financial Assistance from the Commonwealth for the project, MEPA jurisdiction is broad and extends to all aspects of the project that are likely, directly or indirectly, to cause Damage to the Environment, as defined in the MEPA Regulations.

REVIEW OF THE DEIR

Wetlands and Stormwater Management

The DEIR indicates that no work will be conducted within the Riverfront Areas associated with Town Brook because I have designated a portion of downtown Quincy as a Densely Developed Area (DDA) in accordance with the Rivers Protection Act. Therefore, the extent of the Riverfront Area within the DDA is 25 feet, rather than 200 feet, away from the mean annual high-water line of any perennial rivers and streams.

The DEIR indicates that the project will expand areas of open space but that ultimately, the project area will remain approximately 80 percent impervious after the project development program has been completed. I acknowledge the Proponents's commitment to include 1.2 acres of green roofs throughout the project.

Wastewater

The DEIR indicates that the project will generate a net increase in wastewater flows of 384,207 gallons per day (gpd) and that the project will include construction of approximately 4,900 feet of new sewer lines. The City of Quincy is a member of the Massachusetts Water Resources Authority's (MWRA) Regional Sewer System and is required to assist in the ongoing coordinated efforts of MassDEP and MWRA in reducing infiltration and inflow (I/I) to ensure that the additional wastewater flows generated by the project will be offset by the removal of I/I flows. The DEIR indicates that the Proponents has committed to eliminating four gallons of I/I for each gallon of new flow generated, resulting in I/I mitigation of 1,536,828 gpd. While the DEIR did not identify specific I/I removal projects, the Proponents anticipates three phases of I/I removal corresponding to the three phases of project construction.

Transportation

According to the DEIR, the project at full build is expected to generate 61,280 unadjusted vehicle trips on an average weekday, which represents an increase of 26,553 vehicle trips per day over the trip generation calculated for the existing uses. The trip generation was estimated based on the Institute of Transportation Engineers (ITE) Trip Generation Land Use Codes 820

(Shopping Center), 814 (Specialty Retail), 850 (Supermarket), 931 (Quality Restaurant), 932 (High-Turnover (Sit-Down) Restaurant), 445 (Multiplex Movie Theater), 710 (General Office), 720 (Medical Office), 540 (Junior/Community College), 492 (Health/Fitness Club), 310 (Hotel), and 220 (Apartments).

The Draft EIR (DEIR) includes a transportation study prepared in conformance with the EOEEA/ MassDOT Guidelines for EIR/EIS Traffic Impact Assessments. The transportation provides a comprehensive evaluation of the project's transportation impacts within the study area. It includes analysis of all the modes for both existing and future conditions, and identifies appropriate mitigation measures for areas where the project will have an adverse impact on mobility. The DEIR includes a draft Section 61 Finding that provides a clear commitment to implement these mitigation measures and also describe the timing of their implementation based on the phases of the project.

The project is located in a busy transit corridor that includes two MBTA stations, a commuter rail station, several bus lines, and a dense urban street network with sidewalks that also provides good accessibility and connectivity for pedestrians and bicyclists. Because the project would be located in such a dense urban district, there are ample opportunities for access to the project via public transportation, walking, and bicycling. Finally, the mixed-use nature of the development creates the opportunities for a significant number of internal trips among the different land uses. Accordingly, the DEIR includes a comprehensive summary of backup documentation to support credits for internal trips, transit trips, pedestrian trips, and bicycle trips.

The transportation analysis assumes a 10-year horizon period analysis. Future years analysis for No-Build and Build conditions were conducted based on the 10-year horizon. As requested, the DEIR provided tabular summaries and composite illustrations of intersection levels-of-service, lane group/movement levels-of-service, average queues, and 95th-percentile queues. However, the DEIR did not provide results of a traffic flow simulation model to portray network peak-hour conditions, as MassDOT had requested.

Traffic Operations and Proposed Mitigation Measures

The transportation study includes a comprehensive evaluation of traffic operations condition with the study area. As requested in MassDOT comment letter on the EENF, three additional intersections along Burgin Parkway were added to the study area of the project. The DEIR presented capacity analyses and a summary of average and 95th percentile vehicle queues for each intersection for the existing, No-Build, Build, and Build with mitigation conditions. A comprehensive mitigation program of intersection improvements, traffic signal modifications, traffic signal optimization, and signal coordination is proposed in the DEIR. These improvements are, for the most part, located on the City of Quincy local roadway system. However, the following mitigation measures are proposed on state-controlled roadways, and would therefore require a Vehicular Access Permit from MassDOT:

- The construction of the Burgin Parkway Access Bridge;
- Traffic signal timing optimization at the following locations: Burgin Parkway/Quincy Street and Burgin Parkway/Lowe's Driveway/Quincy Adams MBTA Station; and
- Geometric modifications and traffic signal upgrades at the Burgin Parkway/Hannon Parkway intersection

Overall, MassDOT believes that the proposed mitigation program would adequately address the additional increase in traffic associated with the project. For the most part, the intersections would operate at level-of-service (LOS) D or better, or would experience delays no worse than the existing and/or No-Build conditions.

The DEIR includes sufficiently detailed conceptual plans for the proposed roadway improvements that demonstrate the feasibility of constructing these improvements. The conceptual plans are generally consistent with a Complete Streets design approach and provide adequate and safe accommodation for all roadway users, including pedestrians, bicyclists, and public transit riders.

Alternative Travel Modes

The DEIR provides a thorough inventory of all existing, planned, and proposed services, facilities, and routes for accessing the site using transportation modes other than single-occupancy vehicles, including provisions for future expansion of bus, private shuttle, bicycle, and pedestrian options in the vicinity of the project. The Proponents has worked with the MBTA and documented the existing capacity of the different transit modes with the study area. According to these discussions, the transit system can accommodate the increase in ridership to be generated by the project, based on the project's 10-year horizon. The Proponents will continue to work with the MBTA to address the potential bus route changes that may result from the changes in traffic patterns associated with the proposed Adams Green roadway improvements. The Proponents has also committed to work with the MBTA and the City of Quincy to evaluate traffic signal priority along some of the bus routes within the study area.

The DEIR transportation study includes an inventory of the existing sidewalks and bicycle facilities within the project area. It also includes a trip generation estimate, mode split, and trip distribution of the pedestrian and bicycle trips associated with the redevelopment program. The assumptions included in the analysis for the projection of pedestrian and bicycle volumes and the completion of an operations analysis for these modes for both existing and future conditions are acceptable. As part of the Adams Green Improvement Project, project site improvements, and other projects within the study area, a number of facilities will be upgraded to improve existing and future conditions for pedestrian and bicycle travel. These improvements are expected to improve overall mobility for bicycle and pedestrians.

Transportation Demand Management

The DEIR includes a comprehensive Transportation Demand Management (TDM) program to reduce vehicle trips and manage traffic with the study area. The TDM program consists of transit measures, pedestrian and bicycle treatments, parking measures, and other measures.

Transportation Monitoring Program

The Proponents has committed to conduct a transportation monitoring program that will be undertaken twice per year for five years from the full build-out of the project. The goals of the traffic monitoring program will be to evaluate the assumptions made in the DEIR and the adequacy of the transportation mitigation measures, as well as to determine the effectiveness of the transportation demand management program.

Air Quality

The DEIR includes an air quality mesoscale analysis that compares the indirect emissions of volatile organic compounds (VOCs), noxious oxides (NOx), and carbon dioxide (CO2) from transportation sources under the 2012 Existing, 2022 No Build, 2022 Build, and 2022 Build with Mitigation conditions. The analysis predicts that the project will result in increased emissions and predicts only slight emissions reductions under the 2022 Build with Mitigation condition.

The DEIR describes the project's mobile source air quality mitigation primarily in terms of benefits to be derived from infrastructure improvements, primarily traffic signal optimization and intersection lane management. Trip reduction will rely on mostly site-based TDM measures and reliance upon nearby public transit services. The DEIR contains a list of TDM commitments, including on-site bicycle and pedestrian facilities, but no specific bicycle accommodations on city streets such as designated bicycle lanes, detection loops at intersections, "share the road" signage, and countdown pedestrian signals. In its comments, MassDEP states that it believes that the project has the potential to generate substantially more bicycle and pedestrian trips, thereby reducing vehicular trip generation.

Greenhouse Gas Emissions

As stated in the DEIR, the Proponents has committed to constructing the project with the target of achieving a Silver Rating under the US Building Council's Leadership in Energy and Environmental Design (LEED) for a Neighborhood Development (ND). Additionally, the City of Quincy has adopted the Massachusetts Energy Stretch Code. Pursuant to the code, all buildings that are larger than 100,000 sf must demonstrate a reduction in the overall site energy usage intensity (EUI) of at least 20 percent between the baseline and proposed cases using building performance simulation models that are developed and run in conformance with ASHRAE 90.1 Appendix G. Based on the DEIR, it is anticipated that many, if not most, of the planned buildings will be larger than 100,000 sf. The DEIR used a prescriptive method for the modeling of these buildings and, for this reason, the Division of Energy Resources (DOER) has determined that the analysis presented in the DEIR is not compliant with the GHG Policy and Protocol.

The analysis presented in the DEIR indicates that the Preferred Alternative will reduce stationary source GHG emissions by 4,442.7 tpy, an approximate 25.8% reduction. It will reduce mobile sources by approximately 109.3 tpy, or six percent. Measures to avoid, minimize and mitigate stationary source emissions are modeled for each building and include: centralized chillers, albedo roofing, high efficiency HVAC systems, EnergyStar appliances, and energy efficient lighting, windows and building envelopes. However, because the modeling is not compliant with the GHG Policy and Protocol, DOER cannot comment on the overall results of the modeling except to state that it is likely that performance of the energy modeling in accordance with Appendix G would produce results that will be significantly different from those included in the DEIR.

Historical and Archaeological Resources

The DEIR includes a comprehensive survey of the historic buildings in Quincy Center. As recommended by MHC, the DEIR generally details the nature of the project's impacts to

historic properties. In its comments, the Massachusetts Historical Commission (MHC) indicates that it understands that the project is a work in progress and that the Proponents has not yet identified definitive proposals concerning the height, massing or other exterior characteristics of the proposed new buildings. Additionally, since the review of the Expanded ENF, the geographic scope of the project has increased to include several properties to the north and northeast of Chestnut Street.

The majority of the existing buildings within the project area are proposed to be demolished and replaced by new buildings that will generally be taller. The DEIR indicates that the Granite Trust Company Building at 1400 Hancock Street is proposed to be renovated, and the Greenleaf Building, located at 1419 Hancock Street, is no longer part of the project. Both of these buildings are individually listed on the State and National Registers of Historic Places.

Given the preliminary stage of project design, MHC is not able to accurately evaluate the visual effect to historic properties. MHC's comments list individual buildings located within Quincy Center Local Historic District and listed on the State Register of Historic Places that are proposed to be demolished as part of the project.

SCOPE FOR FEIR

General

The Proponentss should prepare the FEIR in accordance with the general guidance for outline and content found in Section 11.07 of the MEPA regulations, as modified by this Scope. The FEIR should include maps and plans at a reasonable scale, a project summary and schedule, a description of impacts and mitigation associated with each phase of the project, a list of all permits required or potentially required, funding, or approvals, and a description of any changes since the filing of the DEIR.

Wetlands and Stormwater Management

The DEIR indicates that no work will be conducted within the Riverfront Areas associated with Town Brook. In its comments, MassDEP states that it is not possible to confirm this with certainty without detailed project plans. The FEIR clarify this potential issue and preferably provide plans, if even at a conceptual level, that either demonstrate that no impacts will occur or that any impacts will be minimized and mitigated.

As requested by MassDEP in its comments, the FEIR should explain whether there are any proposed changes to the proposed drainage system since review of the DEIR, including changes in volume or rate of flow, particularly in the area of the Burgin Parkway and the MBTA tracks. The FEIR should include a tabular summary of pre- and post-peak discharge rates and volumes for all drainage areas.

The FEIR should address MassDEP's questions, as noted in its comments, related to the effects the project will have on stormwater base flows and peak flows, particularly for the proposed new discharge outfall at Revere Road that will consolidate many of the existing outfalls in the former Town Brook alignment into a single discharge point. The FEIR should

demonstrate that the stormwater management system will control runoff volumes to maintain adequate base flows in the relocated stream while minimizing potential impacts during storm events.

As proposed, groundwater flow from the MBTA lift station would be combined with stormwater from the project drainage area and conveyed through a culvert to a large outfall at the downstream end of the relocated Town Brook near Revere Road. The FEIR should address MassDEP's and the Division of Marine Fisheries' concerns regarding the downstream relocation of these flows, especially potential impacts the re-establishment of a smelt run and to banks and channels resulting from scouring and erosion.

The FEIR should consider alternatives to the proposed design presented in the DEIR, including separate conveyance of flows from the MBTA lift station and their release further upstream. The FEIR should also include a revised plan and sufficient information for MassDEP to understand the proposed changes in the hydrology of Town Brook. The hydraulics of the proposed consolidated discharge through the Revere Street outfall should be analyzed for erosion, sedimentation and backwater effects and any adverse effects should be minimized.

Wastewater

The DEIR did not identify specific I/I removal projects to be undertaken by the Proponents as mitigation for new wastewater flows to be generated by the project. To the extent possible, the Proponents should identify specific I/I removal projects in the FEIR based on consultation with MassDEP, and in support of its application for a Sewer Connection/Extension Permit.

Transportation and Air Quality

The DEIR did not present the results of a traffic flow simulation model to portray network peak-hour conditions, as requested by MassDOT. The Proponents should complete this traffic simulation and include a summary of the results in the FEIR.

The Proponents committed to undertake a traffic monitoring program upon completion of the project, which is expected to occur after 2020. However, MassDOT may require that monitoring be initiated prior to full build-out and occupancy. The Proponents should consult with MassDOT to discuss an appropriate timeframe or commit to initiate the monitoring program upon request in the FEIR.

The FEIR should address MassDEP's comments regarding the project's potential to generate substantially more bicycle and pedestrian trips if the TDM program included more and better on-road accommodations, thereby further reducing vehicular trips and emissions to be generated by the project. The FEIR should respond to MassDEP's detailed list of suggested bicycle and pedestrian accommodations and identify specific measures that will be incorporated into the project.

Greenhouse Gas Emissions

The FEIR should present a best estimate of the number of buildings that will likely be larger than 100,000 sf and these should be modeled in accordance with ASHRAE 90.1 2007

Appendix G. While I acknowledge that, at this early stage of project design, many of the details regarding individual proposed buildings and their mechanical systems have not been established to permit final modeling with certainty, the FEIR should present a revised analysis based on the Proponents's best estimates of the layout of each of the buildings with the space usage allocations as shown in the program table to develop models which apportion the use classes within the buildings, and the probable size, scope and type of building envelope and systems. Where unregulated loads and schedules have not yet been determined, default input values from AHSRAE tables G-E though G-O in Section G (Building Performance Rating Method) of the ASHRAE 90.1 2007 User's Manual can be used.

In addition to the measures the Proponents has committed in the DEIR to implement, the Proponents is strongly encourages to consider other measures ti improve the energy efficiency of the project including air-side economizers, supply fan speed controls, cooling capacity controls, water source heat pumps (WSHPs), combined heat and power (CHP), and on-site renewable energy, such as solar photo-voltaic (PV) panels on building rooftops, as recommended by MassDEP and DOER in their comments. The Proponents should continue to consult with DOER and MassDEP on these matters and present the results of these discussions in the FEIR, along with any revised commitments to implement energy efficiency measures.

In order to ensure that all GHG emissions reduction measures adopted by the Proponents as the preferred alternative are actually constructed or performed by the Proponents, it is required that Proponentss provide a self-certification to the MEPA Office indicating that all of the required mitigation measures, or their equivalent, have been implemented upon completion of their project, or their constituent phases. Specifically, as a condition of a Certificate approving the FEIR, the Proponents must provide a certification to the MEPA Office signed by an appropriate professional (e.g., engineer, architect, transportation planner, general contractor) indicating that the all of the mitigation measures adopted by the Proponents as the preferred alternative have been incorporated into the project. Alternatively, the Proponents may certify that equivalent emissions reduction measures that collectively are designed to reduce GHG emissions by the same percentage as the measures outlined in the FEIR, based on the same modeling assumptions, have been adopted. This certification should be supported by plans that clearly illustrate where GHG mitigation measures have been incorporated. For those measures that are operational in nature (i.e. TDM, recycling) the Proponents should provide an updated plan identifying the measures, the schedule for implementation and how progress towards achieving the measures will be obtained. The commitment to perform this self-certification in the manner outlined above should be incorporated into the revised draft Section 61 Findings included in the FEIR.

Historical and Archaeological Resources

MHC submitted detailed comments on the DEIR identifying historic properties within the project area. MHC indicates that additional properties included in the Inventory and State and National Registers of Historic Places will likely be identified as MHC is notified with more detailed information regarding each of the steps within Phase 2. In its comments, MHC continues to recommend careful consideration of the potential effects of the project to significant historic resources early in the planning process urges the Proponents to explore the feasibility of using historic tax credits to rehabilitate older buildings rather than demolish them, or otherwise incorporate historic building facades into the project.

In order to determine the project's impacts to historic properties, and whether they meet the criteria for listing in the National Register of Historic Places, MHC requests that the Proponents provide current original photographs of the interiors and exteriors of the following buildings keyed to a sketch map:

- Loran Smith Barber Shop/Brown Gift Shop at 17-19 Chestnut Street;
- George Richards Building at 24 Cottage Avenue;
- 27-29 Cottage Avenue; and
- Alpha Hall at 1-13 Cottage Avenue.

I encourage the Proponentss to continue to work with MHC and the Quincy Historical Commission to develop appropriate mitigation that will include interpretation of the site's history and to ensure adequate documentation of the site's buildings and structures. The FEIR should present an update on the Proponentss' consultations with MHC and any measures that have been proposed to mitigate project impacts to historic properties. In particular, the FEIR should report on any changes to the project since the DEIR to the extent that they would adversely or beneficially affect historic properties and allow MHC to reach conclusions regarding the project's visual impacts.

Mitigation and Section 61 Findings

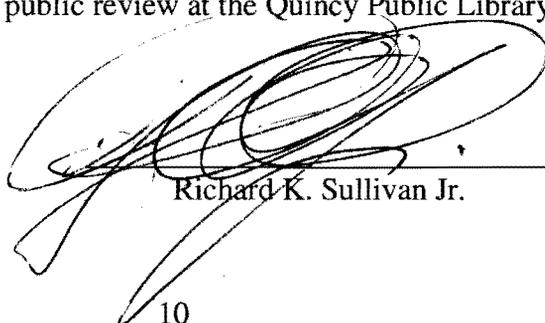
The FEIR should include a separate chapter on final mitigation measures for all phases of the project, which should summarize in a table all mitigation commitments, as well as detailed draft Section 61 Findings for all State Agency Actions. The draft Section 61 Findings should describe proposed mitigation measures, contain clear commitments to mitigation and a schedule for implementation, based on the construction phases of the project, and identify parties responsible for funding and implementing the mitigation measures. The draft Section 61 Findings will serve as the primary template for permit conditions.

Responses to Comments/Circulation

The FEIR should contain a copy of this Certificate and a copy of each comment letter received. In order to ensure that the issues raised by commenters are addressed, the DEIR should respond fully to the comments received to the extent they are within MEPA jurisdiction. The FEIR should present additional technical analyses and/or narrative as necessary to respond to the comments received. This directive is not intended to and shall not be construed to enlarge the scope of the FEIR beyond what has been expressly identified in this Certificate. I recommend that the Proponents use either an indexed response to comments format, or a direct narrative response. The FEIR should be circulated in compliance with Section 11.16 of the MEPA regulations. Copies should be sent to those parties that submitted comments on the DEIR and to each State Agency from which the Proponents will seek permits or approvals. A copy of the FEIR should be made available for public review at the Quincy Public Library.

June 22, 2012

DATE



Richard K. Sullivan Jr.

Comments Received:

06/05/2012 Robb Ross
06/06/2012 Division of Energy Resources
06/08/2012 Division of Marine Fisheries
06/08/2012 Department of Transportation
06/08/2012 Massachusetts Historical Commission
06/12/2012 Metropolitan Area Planning Council
06/15/2012 Department of Environmental Protection

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