



SMART GROWTH AND REGIONAL COLLABORATION

September 9, 2016

Matthew A. Beaton, Secretary
Executive Office of Energy & Environmental Affairs
Attention: MEPA Office – Alex Strysky, MEPA #14681
100 Cambridge Street, Suite 900
Boston, MA 02114

RE: 1265 Main Street, MEPA #14681

Dear Secretary Beaton:

The Metropolitan Area Planning Council (MAPC) regularly reviews proposals deemed to have regional impacts. The Council reviews proposed projects for consistency with *MetroFuture*, the regional plan for the Boston metropolitan area, the Commonwealth's Sustainable Development Principles, the GreenDOT initiative, consistency with Complete Streets policies and design approaches, as well as impacts on the environment.

1265 Main Street (the Project) is a two phase development of the 94.4-acre former Polaroid Campus located on Main Street (Route 117) in Waltham, with frontage along Route 128/I-95. Phase I, previously developed under a Waiver granted by Secretary Maeve Vallety Bartlett¹, comprises approximately 160,000 square feet (sf) of a mix of restaurant, supermarket, retail, and service uses in multiple new buildings. Phase I also includes a new U.S. headquarters for Clarks Shoes in a revitalized 120,000 sf office building. An 1,800-foot section of the Wayside Trail that travels through the site has been recently constructed. Phase I of the Project is nearly complete.

As part of Phase II, 1265 Main Street LLC (the Proponent) proposes to develop a mix of office, retail, restaurant, service, hotel, health/wellness uses, along with an alternate residential component. Phase II will comprise an additional 1,825,000 sf of development as follows:

- › 850,000 sf of office uses;
- › 300-room hotel (approximately 250,000 sf);
- › 200,000 sf of retail, restaurant, and service uses;
- › 150,000 sf of health and wellness uses; and
- › “alternative” 350-unit residential component (approximately 400,000 sf).

When complete, Phases I and II will comprise a total 2,130,000 sf of mixed-use development and 4,800 proposed parking spaces. The entire Project is forecast to generate an estimated 18,954 daily vehicular trips.

MAPC has a long-term interest in alleviating regional traffic and environmental impacts, consistent with the goals of *MetroFuture*. The Commonwealth also has established a mode shift goal of tripling the share of travel in Massachusetts by bicycling, transit and walking by 2030. Additionally, the Commonwealth has a statutory obligation to reduce greenhouse gas emissions (GHG) by 25% from 1990 levels by 2020 and by 80% from 1990 levels by 2050.

¹ Waiver is part of an Amended Record of Decision dated January 7, 2015.

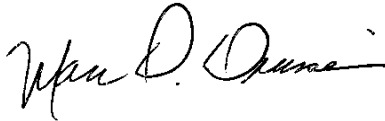
In May 2016, the Massachusetts Supreme Judicial Court released a unanimous decision in *Kain vs. Massachusetts Department of Protection (DEP)* ordering the state's DEP to take additional measures to implement the 2008 Global Warming Solutions Act. Specifically, the Court held that DEP must impose volumetric limits on the aggregate greenhouse gas emissions from certain types of sources and that these limits must decline on an annual basis. This recent ruling reasserts the state's obligation to meet these goals.

As a high density mixed-use development, 1265 Main Street has the potential to advance these transportation and greenhouse gas goals. However, as currently proposed, this Project falls short of its full potential to encourage a greater shift of single occupant vehicle (SOV) auto trips to transit, bicycling, or walking.

MAPC appreciates and recognizes the Proponent's significant efforts in advancing this complex project. We have reviewed the Draft Environmental Impact Report (DEIR) and our key recommendations address developing a shared parking program, including mode share goals and an effective monitoring program, and advancing construction of the Project's residential component. In order to minimize adverse impacts and to keep the Commonwealth on track in meeting its regulatory and statutory goals, MAPC respectfully requests that you require the Proponent to address MAPC's recommendations and questions in the Final Environmental Impact Report (FEIR) as well as part of the forthcoming Section 61 Findings and permitting process.

Thank you for the opportunity to comment on this Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Marc D. Draisen". The signature is fluid and cursive, with a horizontal line extending from the end.

Marc D. Draisen
Executive Director

cc: Mayor Jeannette A. McCarthy, City of Waltham
Donna S. VanderClock, Town Administrator of Weston
David Mohler, MassDOT

Metropolitan Area Planning Council (MAPC) Comments on 1265 Main Street DEIR - MEPA #14681

Infrastructure Improvements

As part of Phase II, the Proponent has committed to implement the following infrastructure improvements, which will be in place prior to occupancy:

- › Route 117 (Main Street) corridor widening (exclusive of the new Route 117 bridge)
- › Connector road from Green Street to the I-95/Route 20 Interchange
- › Internal connection to CityPoint/Fifth Avenue
- › New Route 128/I-95 northbound ramp
- › Third Avenue/Totten Pond Road improvements
- › Contribution of \$500,000 toward Wayside Trail improvements

These infrastructure improvements are intended to allow for efficient access to the site, to promote safety and efficiency of vehicular traffic on regional roads, and to direct traffic away from neighborhood streets.

Schedule

The Draft Environmental Impact Report (DEIR) does not provide a schedule outlining the implementation of the proposed infrastructure improvements. It is important to point out that this was previously requested in the Scope for the DEIR in the Secretary's Expanded Environmental Notification Form (EENF) Certificate² and raised in the comment letters from MassDOT³ and MAPC⁴. Due to the Project's size, complexity, and significant regional impacts, providing a schedule is a fundamental component. MAPC looks forward to reviewing a schedule outlining the proposed infrastructure improvements in the Final Environmental Impact Report (FEIR).

Funding and Cost Estimates

Although the DEIR estimates that aggregate infrastructure and mitigation costs will be \$40 to \$50 million (excluding costs to acquire land) and full-build construction costs will be \$500 million, the Proponent states that *"any budgetary estimates are difficult to determine (p 2-31)."* The Proponent also anticipates that Phase II improvements will be funded by a combination of private and public funds. As previously requested by the EENF Certificate: *"The Draft Section 61 Finding should contain a clear commitment to mitigation, an estimate of the individual costs of the proposed mitigation, and the identification of the parties responsible for implementing the mitigation. A schedule for the implementation of mitigation, based on the construction phases of the project, should also be included (p 35)."*

While we recognize the challenge of determining precise figures and identifying the responsibilities of public and private stakeholders at this point in the process, reasonable and fact-based estimates are essential. It is imperative that the FEIR and draft Section 61 Findings provide this information.

Rights-of-Way

The Proponent states that they own, control, or can acquire in cooperation with City of Waltham the necessary rights-of-way (ROW) needed to construct the proposed infrastructure improvements. The EENF Certificate instructed the Proponent to discuss ROW implications of possible roadway widenings and describe how ROWs would be acquired in the DEIR. This should be clarified in the FEIR in addition to identifying the specific roadways.

² Certificate of the Secretary of Energy and Environmental Affairs on the Expanded Environmental Notification Form, February 25, 2011.

³ MassDOT EENF comment letter dated February 18, 2011.

⁴ MAPC EENF comment letter dated January 24, 2011.

The Certificate also instructed the Proponent to state whether land takings will be necessary to implement proposed roadway mitigation improvements and to identify the party(s) responsible for such takings. MAPC expects to see this adequately addressed in the FEIR. The FEIR should also outline any assistance that may be needed from the state regarding ROW (e.g., takings).

Federal Review

Since 1265 Main Street proposes infrastructure changes that would impact access to and from Route 128/I-95, are there any necessary requirements that will require Federal review?

Route 117 (Main Street) Bridge

The Proponent proposes to replace the existing four-lane bridge over Route 128 with a seven-lane bridge, including sidewalks and dedicated lanes for bicycle travel. According to the DEIR, the Proponent will fund the design of the new Route 117 bridge, but has requested that MassDOT fund the construction. MAPC believes MassDOT should not be responsible for bearing the full construction costs to widen the Route 117 bridge. The FEIR needs to provide an update regarding the status of this significant infrastructure request.

Railroad Bridge and Wayside Trail

The Department of Conservation and Recreation (DCR) has secured a 99 year lease from the MBTA for the purposes of developing a rail trail essentially between Alewife Station and western Massachusetts. 1265 Main Street developed a portion of the trail abutting its development, however sections immediately to the east and west are not yet developed. The Proponent should continue to work with DCR and the City of Waltham to advance connections to and from the Wayside Trail, and to encourage its use.

Any redevelopment of the interchange over Route 128 should preserve the existing railroad bridge overhead, or replace it if necessary as part of the Project. In other words, continuity of the trail should be maintained in the short and long term. DCR has also indicated this same objective.

MAPC is pleased the Proponent illustrates an alternative bicycle and pedestrian bridge for the Wayside Trail as an entirely off-road pathway using an overhead (grade-separated) connection from within the Project site following the alignment of the rail bed. We state that complete streets improvements to the Route 117 bridge over Route 128 are essential but do not replace the needed continuity of the rail trail through its current alignment.

Multi-Modal Transportation Center

In 2008, a 128 Central Corridor Coalition was founded by Selectmen from Burlington, Lexington, Lincoln and Weston and the Mayor of Waltham, who entered into a Memorandum of Agreement with the Metropolitan Area Planning Council (MAPC). The intent of forming the Coalition was to work collaboratively to seek creative ways to ensure corridor mobility and improve the capacity for sustainable economic development while respecting and protecting local roadways and their character. Completed in 2011, the initial product of this working group was the *Route 128 Central Corridor Plan*.

The *Corridor Plan* addresses the impacts of increased traffic volumes and seeks to reduce SOV trips while preserving quality of life and ensuring mobility. MAPC appreciates that the Proponent acknowledges the *Corridor Plan* in the DEIR, and we recognize that it is was used as an initial reference to prepare the DEIR's Regional Transportation Master Plan (Chapter 5).

One of the *Corridor Plan's* key recommendations is to establish a multi-modal transportation center which would be located at the former Massachusetts Broken Stone site along the Weston/Waltham border. By having a stop on the Fitchburg commuter rail line, offering bus and shuttle service to sites along the corridor, and providing full bicycle and pedestrian access, the multi-modal center has the potential to reduce vehicular traffic. The *Corridor Plan* underscored that, in order to fully advance the

multi-modal center, a thorough feasibility study would be the immediate and necessary next step. The DEIR also acknowledged the necessity of a feasibility study.

As a condition of the Phase I Waiver, the Proponent has “*committed to provide a financial contribution towards the Route 128 Corridor Study in the total amount of \$150,000.00 as additional mitigation for the project’s potential impacts to the Route 128 Corridor Study area (p 9)*”⁵. MAPC was surprised to read that, instead of applying these funds towards a feasibility analysis for the multi-modal center, the Proponent has requested a credit against the \$150,000 equal to the cost of preparing a Regional Traffic Study, which is included as a combination of Chapters 4 and 5 in the DEIR.

MAPC urges that these funds be used by the Proponent towards the preparation of a feasibility study for the multi-modal center, not to credit itself for work that would typically be part of a DEIR’s transportation analysis. The responsibility for this study might be left to the Proponent, although it would probably be more effective for the study to be conducted by either MassDOT or MAPC, using the contribution from the Proponent and, possibly, other resources. Placing MassDOT in charge of the study would be similar to the action taken by Secretary Beaton when he established a Regional Working Group, in the Certificate he issued in regard to the Wynn Everett Casino⁶. In addition, we urge the Secretary to encourage other property owners in the vicinity to contribute both financially and technically, as their developments go through the MEPA process.

MAPC recognizes that there are components of the 1265 Main Street project that would support the multi-modal center. For example, the Green Street connector would open up future development opportunities in the area, specifically along Bear Hill Road, Jones Road, and the Weston Corporate Center. These new and improved access options equate to over 100 acres of developable land. Moving forward, MAPC supports a mix of land uses at and in the vicinity of the multi-modal center. A mix of land uses would promote utilization of a variety of transportation resources, support varied live-work-play opportunities, and reduce traffic.

Parking

Parking Needs Assessment

The Proponent estimates 4,800 parking spaces will be needed for the full-build development (Phases I and II). Of these spaces, the peak parking demand for Phase II will require 4,400 spaces. According to the Proponent, both the ITE’s *Parking Generation* and ULI’s *Shared Parking* were reviewed to determine the level of parking demand at this site. Although the Proponent claims that the principles of shared parking have been applied to this mixed-use development, the DEIR does not include a shared parking program by time of day, nor does it propose an allocation of parking spaces by land use.

As previously directed by the Secretary in the EENF Certificate, the DEIR needed to present a detailed parking needs assessment. Specifically, the Proponent was instructed to “*provide a breakdown of parking needs by land use category/use, time of day, and employee/customer/resident/visitor category to demonstrate the need for the proposed Phase 2 and Full-Build parking spaces (p 23)*.” The Certificate emphasizes that the “*Parking demand management should be a key component of the Proponent’s overall mitigation analysis (p 24)*.” Since the Proponent did not comply with the Secretary’s request for a parking needs assessment, it needs to be included in the FEIR.

⁵ Certificate of the Secretary of Energy and Environmental Affairs on the Expanded Environmental Notification Form, February 25, 2011.

⁶ Certificate of the Secretary of Energy and Environmental Affairs on the Second Supplemental Final Environmental Impact Report, August 28, 2015.

Implementing a shared parking program that does not overbuild parking would encourage and reinforce the use of available alternative modes of transportation to access 1265 Main Street, including MBTA commuter rail, MBTA bus, shuttle service, as well as walking and bicycling.

Phase I Parking

The Proponent was also instructed to identify how Phase I parking could be expanded to accommodate parking as part of the Phase II Project. The EENF Certificate states: “*The DEIR should explain how the Proponent’s shared parking plan proposed for the Phase I project may be expanded to accommodate the Phase 2 project to reduce the total number of parking spaces and impervious area needed to accommodate the proposed Phase 2 project (p 24).*” The combination of various land uses at the site and Phase I parking already in place could allow for an aggressive approach to minimizing the number of parking spaces.

The DEIR mentions that during the Phase I local approval process with the City of Waltham, the Proponent prepared a parking analysis utilizing a shared parking format resulting in a “blended ratio” and that this process will carry forward into the Phase II planning. The FEIR needs to explain the use of this “blended ratio” and how it is proposed to be applied to Phase II.

Waltham Zoning

The DEIR neglected to identify and evaluate Waltham’s zoning, as previously directed by the Secretary. According to the Secretary’s EENF Certificate, the DEIR “*should identify Waltham’s parking supply recommendations. If the parking supply is greater than the amount required under the local City of Waltham zoning, the DEIR should explain why, and discuss the impacts of excess parking upon the proposed Transportation Demand Management (TDM) program, and the feasibility of an alternative with fewer spaces (pp 23-24).*” It should be noted that parking requirements for any mixed-use parcel or building are calculated by using a time table of parking requirements by use in Waltham. Specifically, Section 5.2, Off-Street Parking Requirements, of Waltham’s Zoning Code provides a “Parking Credit Schedule Chart” of parking requirements by land use and time of day.

Below-Grade Parking

While the DEIR mentions that the majority of parking proposed for Phase II of the Project will be below-grade, the document neither identifies the number of spaces nor indicates where these spaces will be located. The distinction between below-grade and at-grade parking needs to be clearly outlined in the FEIR for both phases of the Project.

Recreational Parking

The FEIR should identify the locations of any proposed dedicated parking for users of the Wayside Trail and Prospect Hill Park.

Parking Layout

MAPC suggests that the Proponent consider reorienting the Project so that the parking is adjacent to Route 128/I-95 and the buildings closer to Prospect Hill Park.

Mode Share Goals and Monitoring Program

While the Proponent has committed to a monitoring program, which will include vehicular data collection, there is no discussion of mode share goals. Developing and monitoring mode share goals is a central component of TIA preparation as outlined in the *EOEEA/MassDOT Guidelines for Traffic Impact Assessments (TIAs)*. Specifically, the TIA Guidelines state: “*The TIA should include an assessment of the mode split assumptions, as well as the Proponent’s plan to maximize travel choice, promote non-SOV modes, and achieve the assumed mode shares (p 17).*”

The Proponent needs to define mode share goals clearly (vehicular, bus, shuttle, commuter rail, bicycling, and walking), to commit to conduct monitoring and reporting, and to agree to adjust the Project's TDM program as necessary based on the results of the monitoring.

The 1265 Main Street site is located close to existing MBTA rail and bus services as well as shuttle routes operated by the 128 Business Council. This proximity is a significant benefit that could help to promote mode share goals and thereby reduce vehicular trips on the local roadway system as well as to and from the site. As MassDOT stated in their EENF comment letter: *"It is critical that overall traffic volumes (and especially single-occupancy vehicle traffic) be reduced while creating and/or expanding alternatives to auto travel ensuring that 1265 Main Street and this area can be served by a truly multi-modal transportation network."*

The EENF Certificate further required that: *"The DEIR should include a detailed discussion of how the Proponent will attract mode usage, and identify specific measures that the Proponent will employ to ensure that the Proponent's TDM plan is successful in reducing trip generation for the proposed project. The DEIR should demonstrate the Proponent's commitment to implement, monitor, and continuously fund the proposed TDM plan. The DEIR should describe any monitoring necessary to ensure the success of the Proponent's TDM program (p 23)."*

The Proponent was directed to address mode share in the DEIR, but did not. It is imperative that the Secretary explicitly indicate how the DEIR has fallen short on this critical project component and continue to require that it be fully addressed in the FEIR.

Monitoring

Consistent monitoring is a critical component of this Project. The Proponent has committed to monitoring traffic twice a year for five years following full occupancy of the site and reporting the findings to MassDOT. The goal of the monitoring program is to evaluate the DEIR's assumptions, the adequacy of the transportation mitigation measures, and determine the effectiveness of the TDM program.

MAPC respectfully requests that the monitoring program also evaluate parking usage and use of alternate modes of transportation (commuter rail, MBTA bus, shuttle, bicycling, and walking). The Secretary should require the Proponent to modify mitigation requirements if the monitoring shows unacceptable results, after consultation with MassDOT, the City of Waltham, EOEEA, and MAPC.

Transportation Demand Management

MAPC is pleased that the Proponent has proposed an extensive Transportation Demand Management (TDM) program. We recommend the TDM program also include:

- › A greater commitment from the Proponent to promote future employer incentives such as employer subsidized transit passes (e.g., through tenant lease arrangements).
- › Electric vehicle charging stations where appropriate in parking areas. Infrastructure should be built-in to accommodate additional charging stations, if demand warrants.

It should be noted that while the EENF Certificate encouraged the Proponent to commit to specific TDM measures that could be implemented during the Project's construction period, none were identified. The Proponent should be required to specify and commit to such TDM measures during the construction period.

Public Transportation and Shuttle Access

The DEIR mentions that the Proponent has worked with the MBTA to modify the existing Route 70 bus service to include a series of stops directly within the site and indicates they will work with the 128 Business Council to provide shuttle access to and from the site. While MAPC strongly supports these efforts, the FEIR needs a stronger plan that expands and streamlines connectivity among MBTA commuter rail, MBTA bus, and 128 Business Council shuttle service to and from the Project site. To ensure mode shift, strong connectivity among these transportation options is critical.

Specifically, the FEIR needs to explore the feasibility of providing an on-site circulator shuttle that would run as a continuous connection providing access to the various buildings within the Project including the CityPoint property. On-site shuttle service could be provided either in coordination with the 128 Business Council or by the Proponent. It is important to point out that MassDOT's EENF comment letter recommended the provision of an internal circulator shuttle between Route 117 and the site. Should the multi-modal center advance in the future, it is imperative that the Proponent commit to provide shuttle service to and from this location.

Furthermore, to off-set potential financial impacts of the Project on regional transit service, MAPC recommends the Proponent partner with the MBTA and the 128 Business Council by contributing to both the operating and maintenance costs of area bus and shuttle services in an amount that is reasonably related to the Project's additional demand.

Pedestrian/Bicycle

MAPC is pleased the Proponent intends to develop multi-use paths to and through the site. A complete sidewalk system will allow full pedestrian and bicycle access and connectivity.

Existing and proposed bicycle and pedestrian routes at and in the vicinity of the site should be clearly identified by the Proponent in the FEIR, especially with regard to how they connect to the existing sidewalk network on the site for the Phase I area, the Wayside Trail, and the proposed multi-modal center.

The pedestrian and bicycle circulation plan should also identify the proposed on-site locations for covered bus shelters, bus turnouts, taxi parking, as well as pedestrian and bicycle connections to existing land uses within close proximity of the Project site. This plan should also identify the proposed locations and number of secure short and long-term bicycle parking spaces.

To promote pedestrian and bicycle usage, the Project site and surrounding area should include appropriately placed crosswalks, signage, signals as well as amenities such as benches, lighting, and landscaping.

MAPC encourages the Proponent to advance a limited bicycle share program, which would facilitate access within the Project site, CityPoint, and over Route 117. If the multi-modal center is built, a bicycle share program would be a significant asset.

Residential Component

The Proponent has included an alternative to the Project that includes 350 residential units (approximately 400,000 sf) expected to be “high end” rentals primarily serving local office employees and other young professionals. This residential component would be a one- and two-bedroom mix, with a majority of one-bedroom units. While the Proponent has indicated that this rental project would include an affordable component, neither the number of affordable units nor the level of affordability is identified.

Waltham’s 2013 *Analysis of Impediments to Fair Housing Choice (2013-2018)*⁷ states, “*The City’s strategic location in close proximity to Interstate I-95 and Route 2 makes it ideal for developing housing to serve the regional housing market (p 7).*” MAPC projects robust housing demand in Waltham through at least the year 2020; equating to roughly 500 additional single-family homes and 1,200 additional multifamily units. Demand for multifamily housing skews toward the rental market; approximately 850 rental units compared to 360 ownership units. Beyond Waltham, the MAPC region as a whole is projected to see demand for an additional 248,500 housing units between 2010-2040⁸.

While the 350 units proposed in the Project would meet 40% of the projected demand for multifamily rental housing in Waltham, the “high end” price point would likely make these units unaffordable to those who are in need of this housing type and tenure. In addition to a need for more housing in Waltham and the region, there is need for greater housing affordability. In Waltham, 39% of households are cost burdened (U.S. Census Bureau, 2010-14 American Community Survey 5-Year Estimates). In other words, these households pay 30% or more of their annual household income on housing costs. According to the MA Department of Housing and Community Development, Waltham’s 2016 Subsidized Housing Inventory (SHI) comprises 7.2% of the total housing stock, short of the Commonwealth’s 10% target for all municipalities. The 1265 Main Street project offers the City an opportunity to increase this percentage and gain greater long-term control over future residential development within its boundaries.

Finally, the mixed-use nature of major projects such as 1265 Main Street also has significant environmental implications, because locating homes and jobs closer to one another will, over time, reduce commuting trip length and shift more of those trips to non-SOV or even non-auto modes.

Based on this information, MAPC recommends the following aspects of the Project’s residential alternative be amended and incorporated into the FEIR:

- › The residential “alternative” should become a core aspect of the Project; failing to provide housing as part of this development opportunity would be, in our opinion, a missed opportunity.
- › The residential component of 1265 Main Street, currently physically separate from (west of) the site itself, should be integrated within the broader development in order to foster connectivity and create a true mix of uses.
- › A broader bedroom mix, including more *and* affordable 2 and 3-bedroom units should be included in order to meet demand from families, as well as young professionals, even if fewer units are provided overall.
- › Circulation throughout the Project should be strengthened in order to provide those who work and live on site the opportunity to commute via alternative modes (e.g., walking, bicycling, or public transit).

⁷ Prepared by the City of Waltham’s Planning Department, Housing Division.

⁸ MAPC Population and Housing Demographic Projections – 2014.