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)).

EEA #15006

Project Name: Mohegan Sun Massachusetts

Street Address: Route 1A and Winthrop Avenue in Revere

Municipality: Revere Watershed: Boston Harbor

Universal Transverse Mercator Coordinates: Latitude: 42°23'52.88" N Longitude: 70°59'46.05" W
UTM Zone 19N 335716 easting, 4695899 northing

Estimated commencement date: TBD by Massachusetts Gaming Commission Estimated completion date: approximately 30 months following commencement

Project Type: Mixed Use Status of project design: ~10% complete

Proponent: Mohegan Tribal Gaming Authority

Street Address: 1 Mohegan Sun Boulevard

Municipality: Uncasville State: CT Zip Code: 06382

Name of Contact Person: Corinne Snowdon

Firm/Agency: Epsilon Associates, Inc. Street Address: 3 Clock Tower Place, Suite 250

Municipality: Maynard State: MA Zip Code: 01754

Phone: (978)897-7100 Fax: (978)897-0099 E-mail: csnowdon@epsilonassociates.com

With this Notice of Project Change, are you requesting:

a Single EIR? (see 301 CMR 11.08(6)) Yes No
a Special Review Procedure? (see 301CMR 11.09) Yes No
a Waiver of mandatory EIR? (see 301 CMR 11.11) Yes No
a Phase I Waiver? (see 301 CMR 11.11) Yes No

The Proponent respectfully requests a Single Environmental Impact Report (EIR) and understands the need to fully present environmental analyses specific to the revised Project in the EIR. The revised Project is smaller than the previously-filed project and the majority of environmental impacts will decrease with the revised Project.

Which MEPA review threshold(s) does the project meet or exceed (see 301 CMR 11.03)?

- 301 CMR 11.03(1)(a)(1): Direct alteration of 50 or more acres of land, unless the Project is consistent with an approved conservation farm plan or forest cutting plan or other similar generally accepted agricultural or forestry practices.
- 301 CMR 11.03(5)(b)(4)(a): New discharge or Expansion in discharge to a sewer system of 100,000 or more gpd of sewage.
- 301 CMR 11.03(6)(a)(6): Generation of 3,000 or more new adt on roadways providing access to a single location.
- 301 CMR 11.03(11)(b): Any Project within a designated ACEC.

Effective January 2011
Which State Agency Permits will the project require?

Massachusetts Gaming Commission: Category 1 License;

Massachusetts Department of Environmental Protection (MassDEP): Sewer Connection Permit, MA
Clean Air Act Permit or Plan Approval (if necessary), Superseding Order of Conditions (only on appeal, if necessary);

Highway Division Category III Vehicular Access Permit;

Department of Conservation and Recreation (DCR) Access Permit; and

Massachusetts Water Resources Authority (MWRA) Sewer Use Discharge Permit (or Waiver), and
Dewatering Permit (if required).
Identify any financial assistance or land transfer from an Agency of the Commonwealth, including
the Agency name and the amount of funding or land area in acres: N/A

PROJECT INFORMATION

In 25 words or less, what is the project change?
While the previously-reviewed project was proposed in both Boston and Revere, the revised
Project is proposed solely within the City of Revere.

See full project change description beginning on page 3.

Date of publication of availability of the ENF in the Environmental Monitor: February 6, 2013

Was an EIR required? ☑Yes ☐No; if yes,

was a Draft EIR filed? ☑Yes (September 3, 2013) ☐No

was a Final EIR filed? ☑Yes (Date: ) ☑No

was a Single EIR filed? ☑Yes (Date: ) ☑No

Have other NPCs been filed? ☐Yes (Date(s): ) ☑No

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

PERMITS / FINANCIAL ASSISTANCE / LAND TRANSFER
List or describe all new or modified state permits, financial assistance, or land transfers not
previously reviewed: N/A

Are you requesting a finding that this project change is insignificant? A change in a Project is
ordinarily insignificant if it results solely in an increase in square footage, linear footage, height,
depth or other relevant measures of the physical dimensions of the Project of less than 10% over
estimates previously reviewed, provided the increase does not meet or exceed any review
thresholds. A change in a Project is also ordinarily insignificant if it results solely in an increase in
impacts of less than 25% of the level specified in any review threshold, provided that cumulative
impacts of the Project do not meet or exceed any review thresholds that were not previously met or exceeded. (see 301 CMR 11.10(6)) ☑Yes ☑No; if yes, provide an explanation of this
request in the Project Change Description below.
FOR PROJECTS SUBJECT TO AN EIR

If the project requires the submission of an EIR, are you requesting that a Scope in a previously issued Certificate be rescinded?
☐ Yes  ☒ No; if yes, provide an explanation of this request__________________.

If the project requires the submission of an EIR, are you requesting a change to a Scope in a previously issued Certificate?
☒ Yes  ☐ No; if yes, provide an explanation of this request: Given the change in Project location to land located solely in Revere as well as changes to the proposed program, some items in the Scope issued following the Draft EIR (DEIR) are no longer applicable to the revised Project. For these reasons, Attachment A of this NPC contains a section that identifies portions of the Scope that are no longer applicable to the revised Project; Attachment B identifies portions of the Massachusetts Department of Transportation (MassDOT) comment letter, which was included by reference within the MEPA Scope, that are no longer applicable to the revised Project.

The DEIR Comment letters will be responded to within the EIR filing along with comment letters received as part of this NPC filing. The list below identifies the primary issues raised in comment letters on the DEIR, which were submitted by a number of agencies, including MassDEP, MassDOT, Massachusetts Bay Transportation Authority (MBTA), DCR, Massachusetts Historical Commission (MHC), Department of Energy Resources (DOER), Massport, Massachusetts Division of Marine Fisheries, as well as the MWRA and the City of Revere. The Project Team continues to coordinate with many of these agencies to ensure that the EIR will address any remaining issues or concerns. In addition to agency comment letters, a number of elected representatives, interest groups, and individuals commented on the DEIR. Their comments as well will be addressed in the EIR for the revised Project.

Key issues raised in agency comment letters on the DEIR are summarized below:

❖ Transportation: MBTA service and station impacts, effects of constrained demand on traffic operations analysis, data and analysis of harbor tunnel approaches, pedestrian and bicycle access to the site, Route 1A infrastructure improvements and alternatives, details of design for off-site roadway improvements, parking, Massport coordination, transportation demand management (TDM), gaps in overnight transportation service, shuttle service, monitoring program, impacts to Revere Beach Parkway, DCR’s plans for changes in Revere Beach Parkway lane configuration, potential impacts to Logan Airport, pedestrian safety, potential hazards to air navigation;

❖ Environment: Water quality improvements to Sales Creek and Belle Isle Marsh, wetland resource area impacts including the 100-year floodplain, use of native plants in landscaping design;

❖ Air Quality: Compliance with National Ambient Air Quality Standards;
Noise: Design of sound suppression/noise abatement equipment, final sound modeling results, compliance with 310 CMR 7.01, 310 CMR 7.10, and MassDEP noise policy;

Off-Site Improvements: Transportation infrastructure, alternatives;

Climate Change and Sea Level Rise: Elements of Project design that will enable adaptation and resiliency, floodplain elevations;

Sustainability: Credits for LEED certification, energy use and efficiency, new stretch code (GHG emissions);

Energy and Greenhouse Gas Emissions: MWRA energy demand for water and wastewater, further energy use reductions, selection of gaming machines, economic analysis for CHP;

Infrastructure: Water and sewer impacts, infrastructure capacity, infiltration/inflow removal, stormwater;

Construction Period Impacts: Traffic management, noise; and

Historic: Coordination with MHC to minimize and mitigate adverse effects (950 CMR 71.07(3)).

SUMMARY OF PROJECT CHANGE PARAMETERS AND IMPACTS

<table>
<thead>
<tr>
<th>Summary of Project Size &amp; Environmental Impacts</th>
<th>Previously reviewed</th>
<th>Net Change</th>
<th>Currently Proposed</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>LAND</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total site acreage</td>
<td>On-site: 161</td>
<td>On-site: (-121.3)</td>
<td>On-site: 39.7</td>
</tr>
<tr>
<td></td>
<td>Off-site: 13.75</td>
<td>Off-site: 17.9</td>
<td>Off-site: 31.65</td>
</tr>
<tr>
<td>Acres of land altered</td>
<td>On-site: 0</td>
<td>On-site: 0</td>
<td>On-site: 0</td>
</tr>
<tr>
<td></td>
<td>Off-site: 4.16</td>
<td>Off-site: 5.6</td>
<td>Off-site: 9.76</td>
</tr>
<tr>
<td>Acres of impervious area</td>
<td>61</td>
<td>(-33.2)</td>
<td>27.8</td>
</tr>
<tr>
<td>Square feet of bordering vegetated wetlands alteration</td>
<td>On-site: 0</td>
<td>On-site: 0</td>
<td>On-site: 0</td>
</tr>
<tr>
<td></td>
<td>Off-site: 0^2</td>
<td>Off-site: (a) ~2,300</td>
<td>associated with new access at Furlong Drive</td>
</tr>
</tbody>
</table>

1 Areas are based on the current conceptual design for Route 1A, which, in the formerly-reviewed DEIR, extended from south of Boardman Street to the Revere/Boston City line, but is now extended north to include the area near Furlong Drive.

2 Furlong Drive was not included in the previously-reviewed DEIR.
### SUMMARY OF PROJECT CHANGE PARAMETERS AND IMPACTS (Continued)

<table>
<thead>
<tr>
<th>Summary of Project Size &amp; Environmental Impacts</th>
<th>Previously reviewed</th>
<th>Net Change</th>
<th>Currently Proposed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Square feet of other wetland alteration</td>
<td>On-site: 615,000 sf BLSF, 7,000 sf RFA Off-site: 322,000 sf LSCSF; 20,700 sf RFA; 200 sf Salt Marsh; 70 linear feet Coastal Bank</td>
<td>On-site: 521,480 sf BLSF, 0 sf RFA Off-site: -600 sf (existing stormwater basin at Route 1A/new Furlong Drive access); 100 sf IVW at Furlong Drive; 43,757 sf LSCSF; 0 sf RFA; 0 sf Salt Marsh; 0 linear feet Coastal Bank</td>
<td>On-site: 1,136,480 sf BLSF, 7,000 sf RFA Off-site: -600 sf (existing stormwater basin at Route 1A/new Furlong Drive access); 100 sf IVW at Furlong Drive; 385,757 sf LSCSF; 20,700 sf RFA; 200 sf Salt Marsh; 70 linear feet Coastal Bank</td>
</tr>
<tr>
<td>Acres of non-water dependent use of tidelands or waterways</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

### STRUCTURES

<table>
<thead>
<tr>
<th>Gross square footage</th>
<th>982,741 (see Table 1) (Parking garage: 840,880)</th>
<th>(-17,675)</th>
<th>Programmable space: 965,066 SF (Underground parking garage: 1.66 MSF)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of housing units</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Maximum height (in feet)</td>
<td>170</td>
<td>6</td>
<td>176</td>
</tr>
</tbody>
</table>

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3 This 7,000-square-foot area includes work to restore and enhance the 25-foot Riverfront Area (RFA) of Sales Creek, whereas the previously-reviewed project's different 7,000-square-foot RFA impact was largely due to repairs and upgrades to existing pavement and previously developed areas and stormwater devices.
### SUMMARY OF PROJECT CHANGE PARAMETERS AND IMPACTS (Continued)

<table>
<thead>
<tr>
<th>Summary of Project Size &amp; Environmental Impacts</th>
<th>Previously reviewed</th>
<th>Net Change</th>
<th>Currently Proposed</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>TRANSPORTATION</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Vehicle trips per day</td>
<td>40,188&lt;sup&gt;a&lt;/sup&gt;</td>
<td>(-2,429)&lt;sup&gt;b&lt;/sup&gt;</td>
<td>37,757&lt;sup&gt;a&lt;/sup&gt;</td>
</tr>
<tr>
<td>Parking spaces</td>
<td>5,100</td>
<td>(-630)</td>
<td>4,470</td>
</tr>
<tr>
<td><strong>WATER/WASTEWATER</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gallons/day (GPD) of water use</td>
<td>354,017</td>
<td>(-88,347)</td>
<td>265,670 (building use)</td>
</tr>
<tr>
<td>GPD water withdrawal</td>
<td>354,017</td>
<td>(-88,347)</td>
<td>265,670</td>
</tr>
<tr>
<td>GPD wastewater generation/treatment</td>
<td>321,834</td>
<td>(-80,316)</td>
<td>241,518</td>
</tr>
<tr>
<td>Length of water/sewer mains (in miles)</td>
<td>5.2</td>
<td>(-4.1)</td>
<td>1.0 (water) 0.1 (sewer)</td>
</tr>
</tbody>
</table>

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 Rare Species?  □ Yes  ☑ No
4. demolition of all or part of 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
5. impact upon an Area of Critical Environmental Concern?  ☑ Yes  □ No

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4 The ADT presented in the DEIR comprised 15,900 existing site ADT plus 24,285 Project-generated ADT. The existing site ADT includes all trips generated by the existing racetrack, adjacent retail plaza, and "through" traffic on the combined three existing access roadways serving Suffolk Downs. The Project-generated ADT includes patron and employee trips, with no adjustment for trips comprising existing diverted (pass-by) or dual-purpose (shared) trips currently visiting the shopping plaza or the racetrack.

5 The revised Project will include approximately 5,000 gaming positions, approximately 17% fewer gaming positions than the previously-reviewed project. Gaming positions are the agreed-upon parameter for total trip generation. Accordingly, a corresponding reduction in ADT is expected for the revised Project. The revised trip generation analysis will be refined in the EIR, but for the purpose of this NPC a conservative (i.e., lower) reduction in ADT of 10% has been assumed.

6 The breakdown for the revised ADT is 15,900 existing ADT and 21,857 Project-generated ADT (peak). It should be noted that the projected ADT overestimates the Project-generated trips in the local study since it includes all employee vehicle trips. Parking for employees, other than essential/senior management, will not be provided on-site and those employee vehicle trips will be intercepted at remote locations and brought to the site by the Proponent's comprehensive shuttle system. The unadjusted ADT is incorporated into the transportation analysis to reflect a conservative (i.e., worst case) assessment of traffic impacts.

7 Water and wastewater service will be provided by the City of Revere and not, as in the previously-reviewed project, by the City of Boston.
If you answered ‘Yes’ to any of these 5 questions, explain below:

The Project will no longer impact the grandstand or clubhouse structures within East Boston. However, due the relocation of the Project within Revere, the horse barns will be demolished. MSM is taking steps to ensure that horse racing at Suffolk Downs is able to take place in the 2014 racing season, which is expected to begin in May. Any barn demolition required for the Resort will occur on a schedule that will accommodate the racing season. The barns are included in the Inventory of Historic and Archaeological Assets of the Commonwealth as contributing buildings to the Suffolk Downs Area (MHC No. REV.209). Consultation with the Massachusetts Historical Commission will be ongoing throughout the MEPA process.

**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) if applicable, 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 draft of the modified Section 61 Finding (or it will be required in a Supplemental EIR).

**PROJECT RECENTLY REVIEWED**

On January 31, 2013, the prior proponent filed an Expanded Environmental Notification Form (EENF) for redevelopment of the Suffolk Downs property in East Boston and Revere as a resort casino development pursuant to Chapter 194 of the Acts of 2011: An Act Establishing Expanded Gaming in the Commonwealth. A Certificate on the EENF for the project was issued on April 5, 2013. In response to that Certificate, the proponent filed a DEIR on September 3, 2013. On October 18, 2013, the project received a Certificate on the DEIR, which stated that the DEIR “adequately and properly complies with the Massachusetts Environmental Policy Act.”

The project as described in the DEIR included the following elements:

- Two hotels: one approximately 300 rooms, another approximately 150 rooms;
- Multi-purpose meeting/entertainment space;
- Dining: approximately 15 restaurants, including six fine dining concepts, casual outlets, a Streets of Boston restaurant pavilion, and sports bars;
- Gaming Space: approximately 220,000 square feet of gaming space containing 4,000-5,000 slot machines, 200 table games, and a World Series of Poker™ room;
- Retail: approximately 30,000 square feet;
- Central Utility Plant (CUP);
Parking: an approximately 2,550-space, seven-story parking garage, approximately 2,090 surface parking spaces, and approximately 460 below-grade spaces for valet parking (total parking 5,100); and

An approximately 12,000-square-foot maintenance building.

The aforementioned project components or portions thereof were located within the East Boston portion of the site; parking, roadway improvements, portions of the racetrack, landscaping, and other elements were located in Revere. Main access points to the site were from Route 1A and Tomasello Drive as well as from Winthrop Avenue at the north end of the property.

The proponent of the previous project also proposed to construct substantial infrastructure improvements on Route 1A in the vicinity of the project site and elsewhere to ease traffic impacts and address some longstanding regional traffic issues. The project also involved continued operations at the Suffolk Downs racetrack as well as ongoing maintenance in the existing horse barn area located on the Revere portion of the property. The project involved both renovations of the existing clubhouse and grandstand on the East Boston portion of the site as well as new construction.

**CHANGES TO THE PROJECT**

**Background:** On November 5, 2013, referenda were held in both East Boston and the City of Revere pursuant to M.G.L. c.23K, Section 15(13). The original project received a positive vote in Revere and a negative vote in East Boston. Mohegan Sun Massachusetts LLC (MSM), the new Proponent and its landlord Sterling Suffolk Racecourse, LLC ([SSR], the prior proponent), will honor the East Boston community’s vote on land use for the Boston portion of the Suffolk Downs property and therefore no portion of the gaming establishment will be located within the City of Boston. As a result, MSM has developed an alternative proposal that does not involve siting a gaming facility in Boston, but will instead reconfigure the Project so the gaming facility will be located entirely on the Revere portion of the Suffolk Downs property (to be ground leased from SSR). This part of the property is approximately 39.7 acres, more than enough area to accommodate a world-class gaming resort and substantially larger than sites of other applicants for Category 1 Gaming Licenses.

The DEIR for the original project was filed with MEPA on September 3, 2013 and was the result of extensive study and outreach to communities potentially affected by the project and relevant state and local agencies and contains detailed analysis of transportation, environmental, and infrastructure impacts. Subsequent to filing the DEIR, the Project was reconfigured to be located entirely on the Revere portion of the Suffolk Downs property and was modified to meet the objectives and design goals of MSM. This reconfiguration and redesign included a reduction in the number of planned gaming positions, which is expected to result in lower trip generation and reduced traffic-related impacts.

Because of similarities in the program, the Project location, and the vehicular access locations, the geographic traffic patterns will be very similar, but with a reduction in Project trips. Because fewer gaming positions are now planned with the revised Project, the previously-completed DEIR transportation analysis is overly conservative and overestimates potential traffic-related impacts. As a result, the DEIR is still a relevant study of the potential Project impacts, including transportation. The analysis will be updated in the EIR.
Project Changes: The reconfiguration and redesign includes a reduction in the number of planned gaming positions (from 6,000 to 5,000). Since MassDOT has established the number of gaming positions as the key indicator of projected traffic volume, this is expected to result in lower trip generation and reduced traffic-related impacts. The proposed gaming space is now approximately 171,812 square feet, reduced from 338,330 square feet.

Proposed space for restaurants and bars has increased from the original proposal, from 74,440 square feet to approximately 92,200 square feet. Flexible meeting and event space has remained mostly the same, increasing slightly from 38,110 square feet to approximately 44,800 square feet.

Similar to the original proposal, the revised Project includes two hotels, and while the original proposal involved a total of 450 keys and 353,140 square feet of hotel space, the revised Project proposes between 450 and 550 keys (the wastewater estimate assumes 550 keys) and approximately 370,000 square feet of hotel space. The revised Project involves approximately 102,000 square feet of retail and retail circulation space, up from approximately 30,000 square feet in the original proposal. Spa/fitness space remains mostly the same, and at 12,100 square feet is up only slightly from the original 10,000 square feet.

Support, loading, back-of-house, and utility spaces now total 167,600 square feet, up from 133,065 square feet. Similar to the original proposal, the revised Project includes a rooftop greenhouse proposed at 5,000 square feet (compared to the original 5,656 square feet). In total, the revised Project is 965,066 square feet, a decrease of 17,675 square feet from the original proposal at 982,741 square feet.

A tabular comparison of the revised Project program to the original proposal is provided below.

### TABLE 1  COMPARISON OF REVISED PROJECT PROGRAM TO ORIGINAL PROPOSAL (SQUARE FEET)

<table>
<thead>
<tr>
<th>Program Element</th>
<th>Caesars Comparison (Original)</th>
<th>Mohegan Sun (Revised)</th>
<th>Difference</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gaming</td>
<td>338,330* 6,000 positions</td>
<td>171,812 5,000 positions</td>
<td>(-166,518)</td>
</tr>
<tr>
<td>Restaurants/Bars</td>
<td>74,440</td>
<td>92,200</td>
<td>17,760</td>
</tr>
<tr>
<td>Meeting/Flex/Event</td>
<td>38,110</td>
<td>44,800</td>
<td>6,690</td>
</tr>
<tr>
<td>Hotel</td>
<td>353,140 450 keys</td>
<td>369,554</td>
<td>16,414</td>
</tr>
<tr>
<td>Retail and Retail Circulation</td>
<td>30,000</td>
<td>102,000</td>
<td>72,000</td>
</tr>
<tr>
<td>Spa/Fitness</td>
<td>10,000</td>
<td>12,100</td>
<td>2,100</td>
</tr>
<tr>
<td>Support, Loading, Back-of-House, Utilities</td>
<td>133,065 167,600</td>
<td>34,535</td>
<td></td>
</tr>
<tr>
<td>Greenhouse</td>
<td>5,656</td>
<td>5,000</td>
<td>(-656)</td>
</tr>
<tr>
<td>total</td>
<td>982,741</td>
<td>965,066</td>
<td>(-17,675)</td>
</tr>
</tbody>
</table>

*Includes racing.

NOTE: This table shows programmatic spaces; thus, structured parking is not included. MSM is planning a structured parking facility underneath the casino for approximately 4,200 cars (1.66 M square feet). Surface parking for 270 cars will also be provided on-site. Caesars previously included a parking garage of 840,880 square feet and surface parking for 5,100 parking spaces in total.
Ground Lease with Sterling Suffolk Racecourse: On November 27, 2013, MSM and SSR entered into a “Binding Agreement for Definitive Ground Lease in Revere, Massachusetts” (the Binding Agreement), pursuant to which MSM will own or acquire the land where the gaming establishment is proposed to be constructed within 60 days after a license has been awarded. That site consists of all of the Suffolk Downs site located in Revere with the exception of the portion of the site comprising the racetrack. As set forth in the Binding Agreement, MSM and SSR have agreed to enter a 99-year ground lease of the property. MSM’s plan to acquire the land within 60 days of the award of the license is as follows: MSM and SSR are currently finalizing the definitive provisions of a long-term ground lease and intend to execute it soon following the submission of this Application, and far in advance of the statutory deadline, in accordance with the detailed terms and conditions negotiated between the parties in the Binding Agreement, which includes a binding, expedited arbitration procedure to assure completion of the Ground Lease. MSM will provide a copy of the Ground Lease to the Massachusetts Gaming Commission promptly following its execution. The portion of the current Suffolk Downs site that is not to be leased to MSM is expected to continue to be owned and operated by SSR.

Revere Host Community Agreement: Because of the Project relocation, a revised Revere Host Community Agreement (HCA) was executed on December 23, 2013. The new Revere HCA includes additional off-site roadway improvements and studies beyond those previously included in the DEIR and DEIR Scope. The HCA also includes physical operational and safety improvements at the Route 1A/Revere Street intersection and at Copeland Circle, which will be presented in full in the EIR. The revised HCA with Revere is included as Attachment E.

Surrounding Community Agreements: MSM has reached agreement on basic terms for Surrounding Community Agreements with Cambridge, Chelsea, Lynn, Malden, Medford, Melrose, and Salem, and discussions with and other communities regarding potential agreements are in progress. MSM continues to work closely with surrounding communities to be responsive to their concerns about potential impacts from the Project, and the agreements with these communities address such potential impacts.

Massachusetts Gaming Commission: As required by the Massachusetts Gaming Commission, the MSM Project will be before the City of Revere once again for a vote to reaffirm the City’s support for the Project. The vote is required to take place within 60 to 90 days from the signing of the Revere HCA, which occurred on December 23, 2013, and it has been scheduled for February 25, 2014. In addition, MSM completed its RFA-2 application and submitted it to the Massachusetts Gaming Commission on December 31, 2013 and filed supplemental responses to the application on January 21, 2014 as required by the Commission.

Concentrated Animal Feeding Operation (CAFO) Removal: As described in the DEIR, SSR, as the owner of the racetrack, executed a Consent Decree with the U.S. Environmental Protection Agency (EPA) which required construction of discharge-control structures within the barn area currently located in Revere. If MSM is awarded a gaming license, then once construction starts the barns will be taken down and the CAFO will be removed. Additional information on the 2014 horse racing season will be included within the EIR. Concurrent with this NPC, SSR is submitting an NPC to the MEPA Office for new horse accommodations on the Boston portion of the property and other improvements to benefit continued racing activities.
**Continued Commitment to Horse Racing at Suffolk Downs:** MSM is taking steps to ensure that horse racing at Suffolk Downs is able to take place in the 2014 racing season, which is expected to begin in May. Any barn demolition that is required for the Resort will occur on a schedule that will accommodate the racing season.

MSM’s landlord, SSR, has developed plans that provide for the continuation of Suffolk Downs as a thoroughbred racetrack on the non-gaming establishment property it maintains. In a letter to the Racing Division of the Massachusetts Gaming Commission dated January 6, 2014, SSR indicated that, “Should Mohegan Sun Massachusetts earn a Category 1 gaming license, develop and open a gaming facility on our property in Revere and provided that the current revenue formulas for the Racehorse Development Fund under Chapter 23K remain unchanged, Suffolk Downs is committed to continuing racing for at least the initial 15-year duration of Mohegan Sun Massachusetts’ gaming license and, we hope, well beyond.” A copy of the letter to the Racing Division is enclosed with this NPC (see Attachment G).

Concurrent with this NPC, SSR has submitted an NPC to the MEPA Office (EEA #14747) for activities solely within Boston that involve abandoning the existing CAFO located on the land to be leased by MSM, renovating the grandstand to accommodate horse stalls, and some other elements intended to improve racetrack operations. SSR is committed to preserving the jobs in its current workforce, preserving and enhancing the livelihoods of hundreds of people whose small businesses depend on the racing operation and the unique agribusinesses that supports thousands of acres of working open space and family farms in the Commonwealth. Independent of their investment in gaming development, Suffolk Downs’ owners have invested over $50 million on racing operations since 2007 to preserve these jobs and continue racing.

While maintaining that commitment to racing, SSR has made it clear over the last several years that the future of racing at Suffolk Downs would be in doubt absent gaming development on the property. This remains true now that Suffolk Downs is itself no longer an applicant for a gaming license and instead its tenant, MSM, is an applicant on its own dedicated portion of the property. While racing and gaming operations will be separate and distinct, and ownership will be separate, revenue received by SSR as a result of the lease with MSM will allow for a substantial investment to fulfill the longstanding commitment to racing. In addition, a successful gaming operation on the property adjacent to the racing facility will provide the opportunity to market racing to millions of new visitors to the region.

**Detailed Project Description – Mohegan Sun Massachusetts:** MSM is proposing a resort-style casino to be located off Route 1A and Winthrop Avenue in the City of Revere. An urban oasis whose approach will be defined by a landscaped entry, MSM will be a destination in every sense of the word, yet one strongly connected to the site’s physical and cultural context. The design will create a feeling of luxury that complements its setting while distinguishing from everyday life. Its dramatic design will give visitors a sense of wonder and excitement, celebrating and revitalizing the rich tradition of Revere and its public beach (America’s first) as a destination for day trips from the city, family fun, adventure and amusement, the beauty of the oceanfront, and the excitement of the racetrack.

MSM will be a resort of and for its specific place, taking advantage of the many opportunities of its setting, from the adjacent racetrack to the ocean and Boston views. The resort will accomplish three key goals: it will fit respectfully and gracefully into its setting, fitting in as a neighbor; it will meet the highest standards with a design expressive of its function; and it will invoke the sense of novelty and escape that is expected of a destination resort. To achieve this, its designers are crafting a stunning yet light design whose form will be set back with concave curves that respond to its surroundings.
The building program has decreased since the DEIR, and the majority of the associated environmental impacts are also expected to decrease or otherwise remain unchanged. MSM has a 965,066-square-foot program that includes approximately 5,000 gaming positions, between 450 and 550 hotel rooms, approximately 44,000 square meeting of meeting/flex/entertainment space, and just over 100,000 square feet of retail and retail circulation. The proposed development also includes a three-level parking garage beneath the casino floor; the lowest level of parking will be approximately five feet below-grade. The Project is being designed to limit building coverage to 50% or less, with approximately 40% of the site designed to be open space.

The revised Project will continue to enjoy primary vehicular access on Route 1A, accommodating more than 70% of the Resort’s arrivals and departures. Improvements to Route 1A and to the Furlong Drive access point to accommodate traffic safely and efficiently are being developed in coordination with MassDOT and the City of Revere, and will be fully described in the EIR. In addition, while legal access to the site from Route 1A to Furlong Drive exists today, MSM is investigating the feasibility of revising the access point from Route 1A at Furlong Drive. Winthrop Avenue (Revere Beach Parkway) will provide secondary access via the existing access driveway (Tomaseello Drive) in Revere, with modifications to the driveway configuration, improvements to the pedestrian environment, and an update of the existing traffic control signals. These improvements, to be developed in coordination with DCR and the City of Revere, will be fully detailed in the EIR.

Public Benefits: As with the previously-reviewed project, MSM will provide an extraordinary amount of public benefits to nearby communities and the region. While a more detailed list of public benefits can be found in Attachment D, in summary they include:

- **Direct support to horse racing industry:** MSM will provide direct support for preservation of the Commonwealth’s horse racing industry by providing a much-needed revenue stream in the form of ground lease payments to SSR.
- **Sustainable Design:** Building off its location adjacent to a rapid transit station, MSM will set a standard of excellence in sustainable design for gaming development projects and is striving to be the greenest resort casino in the world.
- **Striving for LEED Platinum Certification:** With a commitment to achieve LEED BD+C v2009 Gold Certification, the Proponent is still striving for Platinum Certification, and the Resort will be sustainably designed, energy efficient, environmentally conscious, and healthy for its employees and visitors.
- **$45 Million in Capital Investments:** Community enhancement benefits to be provided by the Proponent include over $45 million in capital investments, significant economic development in Revere and the surrounding region, and extensive employment benefits, many of which are memorialized in the HCA with the City of Revere and in agreements with many neighboring communities.
- **New Jobs:** Approximately 2,500 construction jobs and approximately 4,000 permanent Resort jobs, the latter of which will encompass more than 39 job categories such as hotel/resort personnel, facility employees, food and beverage, gaming, racing, and management and operation and will include full job training, benefits and opportunities for career advancement.
- **Funding for Athletic Field and Community Center in Revere:** MSM will contribute a total of $3 million to the City of Revere for renovation of a football field and construction of a new youth center, as well as provide designs for the youth center.
- **Community Mitigation Fund:** MSM will also enter into agreements with its Surrounding Communities, as required by M.G.L. c. 23K, which will specify additional benefits from the Project, including access to funds from a state community mitigation fund.
Partnership with Revere Beach: Revere Beach, America's first public beach, is an important nearby recreational and tourist destination. MSM has discussed with the DCR ways to form a partnership aimed at assisting with activities at the beach. The nature of this partnership will be developed and discussed in the EIR as the Project design and permitting advances.

Commitment to Green and Sustainable Development: The Proponent is committed to setting the standard of excellence for gaming resorts in the Commonwealth of Massachusetts across a range of key areas. Central to achieving this new standard, the Proponent is striving to make the Project the most sustainably designed and built gaming development project in the world. The Proponent has developed a comprehensive program to ensure it is the leader in this area, beginning with the commitments it has made to its host community of Revere.

The Resort will be energy-efficient, environmentally conscious, and healthy for employees and visitors. Achieving LEED Gold certification (and striving for Platinum) will make the Project only the second casino in the world to reach that designation, and the only one with an integrated hotel and other amenities. Sustainable features include the Project’s approach to energy demand, water use, and overall site design. This Project’s environmental standards would be high for any development of its size, but they are particularly so for a casino resort, a 24-hour use that is typically a large consumer of energy and other resources.

Energy, Innovative Design Measures, and Greenhouse Gas Emissions Reduction

The Proponent is incorporating leading-edge technology and innovative design and materials to conserve energy and reduce potential greenhouse gas emissions:

♦ A Gas-Fired Cogeneration Plant: The Resort will utilize waste heat for heating needs and thermal storage. MSM expects to install approximately 1 MW of co-generation capacity for use on the site.

♦ Solar: The Project design includes an approximately 1-MW photovoltaic (PV) system. MSM is also working with the City of Revere to identify a school or other public building in Revere on which the Proponent could install an off-site PV array to provide energy savings for Revere.

♦ Greenhouse: MSM is planning to provide an approximately 5,000-square-foot hydroponic greenhouse on the roof of the casino or hotel that will produce vegetables for use in the Resort restaurants. The hydroponic system will allow local production of vegetables, reducing the Resort’s carbon footprint by reducing suppliers’ trips to the site. The cycle will be completed when any unused organic material from the Resort’s restaurants, hotels, and casino is diverted from landfills to the production of clean electricity (see below).

♦ LED lighting: The Project will utilize these fixtures in indoor and outdoor applications throughout the Resort to reduce overall energy consumption and thermal load.

♦ Heat Recovery Ventilation: Heat recovery will be used to pre-treat incoming make-up air by capturing latent heat in outgoing exhaust air. This “recycling” of heat energy that would otherwise be wasted will allow for much greater system efficiency by reducing the amount of energy needed to heat or cool incoming air.
- **Occupancy-based controls:** These controls will allow the Resort to optimize system performance to reduce energy consumption, and they will be included throughout the property, including in hotel guest-room, support offices, and large function rooms.

- **Advanced lighting controls in conjunction with architectural daylighting:** These strategies will take advantage of natural light to reduce the need for artificial lighting. The controls will have the ability to automatically decrease artificial lighting when natural light is detected in the space.

- **Energy Consumption Metering:** Metering will be installed to verify system performance, and an independent commissioning agent will be hired to commission all HVAC systems and the Building Envelope Exterior.

- **Transit-Oriented Design:** The Resort will have access to a number of public transportation options, including the MBTA’s Beachmont Station, thereby reducing the number of vehicles traveling to and from the site.

- **Alternative Transportation Infrastructure:** Infrastructure for alternative transportation will be developed and encouraged (e.g., electric vehicle plug-ins, bicycle racks, showers for employees).

- **Transportation Demand Management:** The Resort will implement a comprehensive TDM program to assist patrons and employees with travel options aimed at driving down vehicle demand.

- **Education Component:** A comprehensive educational program will be integrated into the building and site to educate building occupants about the green features on-site.

- **Slot Power:** Almost all slots will use LED lighting and operate at under 2 amps/slot at 120 volts, which is almost 25% less than the industry standard of a few years ago.

**Waste Minimization and Recycling**

- **Anaerobic Digestion:** The Resort has signed on as an “anchor tenant” for Massachusetts-based Harvest Power, enabling the annual recovery of tons of food waste from the Resort to produce nearly 940,000 kWh of net energy. The Resort is being designed to separate all organic waste for the digester.

- **Grease Recycling Program:** A grease recycling program is already implemented at Mohegan Sun and Mohegan Sun Pocono Downs through which fryer (yellow grease) and Grease Recovery Unit (GRU) material (brown grease) is sold to vendors in the recycling market as feedstock for biodiesel or grease-burning machines. Mohegan Sun has an existing contract with a company called Unity Fuels.

- **Recycling:** An extensive recycling program will be implemented during occupancy to ensure glass, plastic, metals, cardboard and paper is diverted from landfills. Materials from local manufactures and material containing high amounts of recycled content will be given preference whenever possible.
Water Conservation

The Proponent is incorporating several key tactics to reduce, recycle, and manage water consumption on the Project site.

♦ Greywater System: A greywater system will be installed to collect water from the casino hotel showers and sinks and use that water to flush public water closets in the casino and replace potable water as make-up water in the cooling towers. The greywater system will save approximately 3 million gallons per year of potable water and sewer usage.

♦ Rainwater Harvesting: A 100,000-gallon rainwater harvesting tank will be incorporated into the building design. This tank will collect stormwater generated by the building roofs, which will be used in concert with the greywater system to supply toilet flushing water for water closets in the casino area as well as make-up water in the cooling towers. Rainwater harvesting will save approximately 4 million gallons per year.

♦ Low-flow or waterless plumbing fixtures and other water conservation measures will reduce domestic water use by approximately 30% from the LEED fixture baseline.

♦ A high-efficiency irrigation system, together with plantings of native, drought-tolerant vegetation, will achieve a sizable reduction in potable water use when compared to a mid-summer baseline.

Open Space, Activation, and Site Design

♦ Open space: Proposed buildings will only cover half of the Project site, with the other half remaining un-built. Approximately 40% of the site is currently proposed as open space. Approximately 28 acres (or 70%) of the existing site is open space, but is not publicly accessible (since it is part of the existing horse barn area).

♦ Improved Water Quality: Low-impact design and primary treatment BMPs will encompass a new stormwater management system that will comply with current MassDEP standards and will improve the quality of discharges, thus benefiting Sales Creek, Belle Isle Marsh, and the Rumney Marshes Area of Critical Environmental Concern (ACEC).

♦ The Project includes on-street bicycle accommodations to connect Constitution Beach, Belle Isle Marsh, and Revere Beach along the Bennington Street corridor, as well as connections to and through the Project site from the MBTA’s Beachmont Station and from Winthrop Avenue.

♦ Bicycle Amenities: The Project will include a Hubway station (if the Hubway network is expanded into Revere), showers for employees, covered bicycle storage, and short-term bicycle parking for customers and employees.

♦ Innovative green infrastructure and sustainable systems will use the landscape to purify stormwater, improve soils, and provide educational opportunities.
Climate Change Adaptability and Resiliency

- First-floor elevations of proposed buildings will be approximately 20 feet higher than anticipated flood elevations, accounting for sea level rise and storm surge.

- Critical mechanical and electrical equipment will be located significantly higher than anticipated flood elevations, accounting for sea level rise and storm surge.

- Compensatory flood storage will be provided in accordance with the Wetlands Protection Act regulations to offset and mitigate work in the 100-year floodplain.

- Space will be reserved for future expansion of the major mechanical and electrical systems if needed to adapt to climate change, for example by adding emergency generators to increase the facility’s capability of sheltering the public.

Transportation Improvements (at least $45 million in Infrastructure Improvements):
Consistent with the DEIR, significant transportation improvements to the surrounding roadway network are being planned that will improve existing conditions and accommodate the Resort-generated trips, as documented in our Host Community Agreement (HCA) with Revere and as advanced in subsequent discussions with MassDOT, DCR, and the City of Revere. These transportation infrastructure improvements include:

- Route 1A – regional and local operations and safety improvements in the vicinity of Boardman Street, Tomasello Drive, and Furlong Drive;

- Furlong Drive – infrastructure improvements, widening, and signalization;

- Route 1 at Route 16 – mid-term improvements and signalization providing new connections between those two roadways;

- Route 16, Route 145, Harris Street – operational and pedestrian safety improvements;

- Donnelly Square – operational, safety, and streetscape improvements in and around Donnelly square and the MBTA Beachmont Station;

- Winthrop Avenue – streetscape improvements and widening between Beachmont Station and Revere Beach Parkway to accommodate improved bus stops;

- North Shore Road/Revere Beach Parkway/Tomasello Drive – intersection and signal improvements, including the addition of a missing pedestrian crosswalk;

- Copeland Circle – channelization, signalization and pedestrian improvements;

- Brown Circle – signs, pavement marking, pedestrian, and ADA improvements;

- Route 1A and Revere Street – signal and pedestrian improvements;

- Route 60 at Revere Street – signal and roadway improvements;

- Mahoney (Bell) Circle – local widening to increase lane storage and traffic operations;
♦ Bicycle facilities – accommodations for a "beach to beach" connection on Bennington Street; and

♦ Additional planning – commitment for additional planning and study of the Route 1A corridor, Copeland Circle and Route 1, Route 60, and Route 1 and Route 16.

Although the DEIR and associated Scope included improvements at Suffolk Downs MBTA Station, the Proponent is now coordinating with the MBTA regarding improvements to Beachmont Station, since the Project site is no longer adjacent to Suffolk Downs Station. Planned improvements to Beachmont Station include upgraded pedestrian and bicycle connections to the Resort. As mentioned above, the reconfiguration and redesign includes a reduction in the number of planned gaming positions (from 6,000 to 5,000). Since MassDOT has established the number of gaming positions as the key indicator of projected traffic volume, this 17% reduction in gaming positions is expected to result in lower trip generation and reduced traffic-related impacts. The revised trip generation analysis will be refined in the EIR, but for the purpose of this NPC, a conservative (i.e., lower) reduction in Average Daily Trips (ADT) of 10% has been assumed.

**Local Zoning:** MSM will comply with all applicable zoning requirements under the Revere Zoning Ordinance and is being designed to be permitted as-of-right, subject to a site plan review process conducted by the Revere Site Plan Review Committee. The Revere City Council recently voted unanimously to adopt Council Order No. CZ-13-06/13-279, a zoning amendment which will facilitate development of MSM, a world class resort casino with hotel, entertainment, restaurant, retail, and other related uses. No variances or special permits are expected to be required.

**SIGNIFICANCE OF PROPOSED CHANGES**

MEPA regulations at 301 CMR 11.10(6) define criteria for how the Secretary is to determine whether a Project change might significantly increase environmental consequences. These criteria are described below.

(a) Expansion of the Project: MSM is a smaller development than the previously-reviewed project, and therefore under this criterion the Project change is not significant.

(b) Generation of further impacts: In terms of environmental impacts, the proposed changes to the Project are not significant, and in most if not all cases MSM will have fewer potential impacts than the previously-reviewed project:

♦ **Reduced Program:** As described above, MSM will have a smaller proposed program than the previously-reviewed project, with gaming positions reduced by approximately one-sixth.

♦ **Transportation Impacts:** The reduction in the number of planned gaming positions will result in lower trip generation and reduced traffic-related impacts. Because of similarities in the program, the Project location, and the vehicular access locations, it is expected that geographic traffic patterns will be very similar, but with a reduction in Project trips. Because fewer gaming positions are now planned, the DEIR transportation analysis is accordingly conservative. As a result, the DEIR is still a relevant study of the potential Project impacts, but the analysis will be updated in the EIR to reflect the revised Project, to address the relevant agency comments on the DEIR, and to incorporate the newly-enhanced access opportunity at Furlong Drive.
Water and Wastewater: The Project will require an average of 265,670 gallons per day of water for building use and will generate approximately 241,518 gallons per day of wastewater all using the City of Revere public infrastructure. These water use and wastewater generation rates are approximately 25% below those rates for the previously-reviewed project. Seasonal use for irrigation will be approximately 25,764 gallons per day during the peak months of July and August, and considerably less during off-peak months.

Building demand figures were developed using flow factors described in Title V of the State Environmental Code. Typically, actual average water use and sewer generation is lower than the estimates generated by Title V. These estimates will be further reduced through the use of a number of water conserving strategies. A 100,000-gallon rainwater harvesting tank will be incorporated into the Project design to collect stormwater from the building rooftops for reuse in toilet flushing within the casino and cooling tower water demand. Rainwater harvesting tanks will enable the Project to save approximately 4.4 million gallons per year of water use. The Project will also reuse greywater generated by the casino hotel and use it for toilet flushing in the casino; this greywater recycling for toilet flushing will save approximately 8,250 gallons per day (or approximately 3 million gallons per year) in water use. Total water use throughout the building will be reduced through use of low-flow and other water-conserving fixtures. Outdoor water use will be reduced through planting drought-resistant species.

Water service will be supplied by the Revere Department of Public Works, and there is significant water infrastructure located close to the Project site, with five water mains located in Winthrop Avenue directly in front of the site. These include three MWRA transmission lines that are 30-inch, 24-inch, and 16-inch sizes. There are also 12-inch and 14-inch lines owned by the City of Revere located in Winthrop Avenue. There are 8-inch water stubs from the 14-inch lines that enter the site, and the Proponent proposes to utilize the existing 8-inch stubs to service the building and site. A connection will also be made to an 8-inch water line in Tomasello Drive to provide a looped system and redundancy for the Project. MSM has had numerous discussions with the Revere Department of Public Works staff, and the City of Revere staff has recently performed pressure testing in the Project vicinity. Results of these tests indicate a static pressure of 80 gallons per minute and a residual pressure of 70 gallons per minute at a flow rate of 1,210 gallons per minute. This indicates existing water infrastructure has sufficient capacity to accommodate the Project.

Wastewater, or sanitary sewer service, will be provided by the Revere Department of Public Works. MSM is currently developing an off-site sanitary sewage improvement strategy in cooperation with the City of Revere. The proposed strategy will include improving and expanding the capacity of an existing 20-inch sanitary sewage line that connects the Beachmont neighborhood with a 36-inch gravity line located in Revere Beach Parkway. The existing line to be improved is approximately 1,800 feet long, beginning downstream of the police and fire stations and connecting to a 36-inch gravity interceptor located in Revere Beach Parkway. The Project will connect to a sewer manhole located in the intersection of North Shore Road and Winthrop Avenue.

Water Quality: Improved stormwater management on the Project site that complies with current MassDEP standards will lead to enhanced water quality reaching Sales Creek, the Belle Isle Inlet, and Rumney Marshes ACEC.
100-Year Floodplain: As described above, the Proponent is retaining the commitment to sustainable design and resiliency that was started with the previously-reviewed Caesars project. A portion of the site is located within the 100-year floodplain (Bordering Land Subject to Flooding), but the Project will not result in a net loss of floodplain storage; compensatory flood storage will be provided in a manner that complies with the Wetlands Protection Act performance standards at 310 CMR 10.57 to mitigate any potential effects from fill placed in the floodplain. MSM will work closely and in consultation with MassDEP and the Revere Conservation Commission through the MEPA review process as the design is advanced to ensure that the proposed approach to providing compensatory flood storage conforms to the aforementioned regulations. In addition, MSM has committed to elevating the building, critical mechanical and electrical equipment, and building access points above flood elevations. Elevating the building will also create a safe haven for anyone visiting the Resort during extreme storm conditions. As with its other facilities, MSM will develop an emergency response plan that will provide a minimum of three days of power (longer if only critical functions are powered) and food supply to be maintained on-site.

Greenhouse Gas Analysis: A revised Greenhouse Gas analysis will be included as part of the EIR, and a pre-analysis meeting will be held with MEPA and the design team to discuss the approach and methodology.

Noise: The existing baseline analysis will be updated and revised sound level measurements will be made around the site, to be presented in the EIR. It is anticipated that noise levels will continue to comply with City of Revere standards as well as MassDEP noise limits.

Air Quality Impacts: A quantitative mesoscale analysis will be performed for the revised Project and will be included in the EIR. Since the Project is no longer located in Boston, it is anticipated that the microscale and stationary source analyses will not be required. Stationary sources will be required to comply with applicable emission regulations promulgated for the specific sources. Transportation mitigation measures will be implemented to reduce vehicle trips and miles traveled in addition to intersection delay times. It is anticipated that all boilers, emergency generators, and CHP units will be subject to MassDEP's Environmental Results Program (ERP) under 310 CMR 7.26 and that no plan approvals will be required under 310 CMR 7.02.

Wetlands: The Project will continue to avoid, minimize, and mitigate impacts to wetland resource areas to the maximum extent practicable and will provide an updated description of wetland resource area impacts in the EIR including those described above for Bordering Land Subject to Flooding. The proposed improvements to Furlong Drive will involve some alterations to BVW (~2,500 square feet), IVW (~100 square feet), and a stormwater basin near Route 1A (~600 square feet) (see Figure 5). These impact estimates will be refined as the Project design is advanced. The EIR will include a review of alternatives considered by the Proponent to minimize these unavoidable impacts as well as a discussion of proposed mitigation measures consistent with the Wetlands Protection Act performance standards. With regard to Sales Creek, the revised Project design would improve existing site conditions by restoring and enhancing the adjacent Inland Banks and Riverfront Area with native plantings, stormwater management upgrades, and other similar measures, all of which will be described in further detail in the EIR. The proposed roadway and ramp work in and around Sales Creek has been purposefully elevated to
avoid direct impacts to the Inland Bank and Land Under Water that comprises Sales Creek in this location. The existing twin 96-inch-diameter culverts and riprap banks located at either end of Sales Creek, which are owned and maintained by DCR as part of its flood control maintenance work, will be completely spanned and thus unaffected by proposed work. See Figure 5 for additional detail.

- **Historic:** The Project will no longer impact the grandstand or clubhouse structures within East Boston. However, due to relocation of the Project within Revere, the horse barns will be demolished. The Project will accommodate the 2014 racing season, which is expected to begin in May, and any barn demolition that is required for the Resort will occur on a schedule that will accommodate the racing season. The barns are included in the Inventory of Historic and Archaeological Assets of the Commonwealth as contributing buildings to the Suffolk Downs Area (MHC No. REV.209). Consultation with the Massachusetts Historical Commission will be ongoing throughout the MEPA process.

(c) Change in expected dates: The change in Project from Caesars to MSM has changed the expected dates for Commencement of the Project, Commencement of Construction, completion of the Project, and schedule of work on the Project. Milestones (expected dates) are identified below:

- Awarded Gaming License/Building Permit Issued: May 30, 2014;
- Commencement of Construction: July 1, 2014;
- Completion of Project: December 31, 2016; and

(d) Change of the Project site: As described above, the Project is now located entirely on the Revere side of the Suffolk Downs racecourse property. MSM will lease the land from SSR.

(e) New application for a permit or new request for financial assistance or a land transfer: No new requests for financial assistance or land transfers are involved in the Project.

(f) Delay in environmental or public benefits: The change in Project will not delay the realization of any environmental or public benefits. MSM will provide a comprehensive suite of public benefits (see Attachment D), and promises the same environmental benefits as did Caesars in the form of enhanced stormwater management, sustainable design measures, commitment to renewable energy, and transportation infrastructure improvements.

(g) Lapse of time: This is not a Project involving a lapse of time, so this criterion is not applicable.

**MITIGATION MEASURES**

All mitigation measures will be further defined in the EIR, and will include the following:
Transportation: The Proponent is committed to implementing the following transportation-related mitigation measures:

- A robust, comprehensive TDM program consistent with the program described for the previously-reviewed project.

- Providing limited employee parking on-site only for senior management/essential users and employees with special needs, along with a plan to intercept employees at remote locations and shuttle to and from the site by bus.

- Sponsorship for MBTA Extended Hours – MSM intends to participate in the MBTA’s recently-announced pilot program to extend subway and bus service for two additional hours per day at a sponsorship level to be determined in discussions with the MBTA. MSM will update the Massachusetts Gaming Commission and provide documentation of any sponsorship agreements with the MBTA once finalized.

- Ground Shuttle Connection Program – In an effort to tie the Project to the area in which it is located and to limit vehicle trips to the site, MSM will operate a 24-hour shuttle service connecting the Resort to Revere and other nearby business districts, tourist and cultural attractions, area hotels, and regional transportation hubs.

- Major infrastructure improvements in the Route 1A corridor, including the Boardman Street intersection.

- An extensive program of off-site roadway, traffic, and safety improvements to address existing local and regional issues as well as mitigate potential Project impacts.

Air Quality: Stationary sources will comply with applicable emission regulations. Emergency diesel generators will meet performance standards specified in 310 CMR 7.26(42). Heating boilers subject to the Environmental Results Program (ERP) will meet standards specified in 310 CMR 7.26(33)(b). The CHP facility will meet standards prescribed in 310 CMR 7.26(43). It is not expected that any plan approvals will be required under 310 CMR 7.02.

Energy Efficiency and Renewable energy: The Proponent is committed to adhering to best practices of energy consumption throughout all aspects of MSM, including gaming equipment. Based on strong relationships the Proponent has developed with gaming equipment partners, the latest and most energy-efficient products will be used in the Resort.

In addition to taking on-site measures to ensure the Project’s energy-efficiency, MSM is working with the City of Revere to identify a school or other public building in Revere on which MSM could install an off-site PV array to provide energy savings for Revere.

As described above, the Proponent will be the anchor tenant for Harvest Power, an off-site anaerobic digester facility, and will provide food waste from facility restaurants that will both reduce the volume of waste sent to a landfill and generate renewable electric power.

Water Use and Wastewater: The Project will require an average of 265,670 gallons per day of water for building use and will generate approximately 241,518 gallons per day of wastewater. Seasonal use for irrigation will be approximately 25,764 gallons per day in July and August, and significantly less during off-peak months. Building demand figures were developed using flow factors described in
Title V of the State Environmental Code. Typically, actual average water use and sewer generation is lower than the estimates generated by Title V. These estimates will be further reduced through the use of a number of water conserving strategies. A 100,000-gallon rainwater harvesting tank will be incorporated into the Project design to collect stormwater from the building rooftops for reuse in toilet flushing within the casino and cooling tower water demand. Rainwater harvesting tanks will enable the Project to save approximately 4.4 million gallons per year of water use. The Project will also reuse greywater generated by the casino hotel and use it for toilet flushing in the casino; this greywater recycling for toilet flushing will save approximately 8,250 gallons per day (or approximately 3 million gallons per year) in water use. Total water use throughout the building will be reduced through use of low-flow and other water-conserving fixtures. Outdoor water use will be reduced through planting drought-resistant species.

Regarding infrastructure, the City of Revere and its consultant, CDM Smith, have evaluated the sanitary sewer system in the Project vicinity to determine the extent of possible improvements and associated costs. CDM Smith has determined that the existing 20-inch sewer line running westerly from the police and fire station to a 36-inch gravity line in Revere Beach Parkway needs to be improved under current flow conditions. MSM is currently developing a Memorandum of Understanding with the City of Revere to provide funding for design, construction, permitting, and construction administration of this sewer line mitigation project, and the Proponent has committed approximately $3.2 million towards this effort.

**Sustainability, Resiliency, and Stormwater Management:** As described above, the Proponent is retaining the commitment to sustainable design and resiliency that was started with the previously-reviewed Caesars project. MSM has committed to elevating the building, critical mechanical and electrical equipment, and building access points above sea level rise flood elevations to create a safe haven for anyone at the site. As with its other facilities, MSM will develop an emergency response plan that will provide a minimum of three days of power (longer if only critical functions are powered) and food supply to be maintained on-site. In addition, the CHP plant proposed at the site will provide approximately 1 MW of power in addition to heat for as long as there is a pressurized natural gas line serving the property.

Furthermore, similar to the previously-reviewed project, the proposed stormwater management will improve existing conditions on the Project site and thus benefit downstream resources with improved water quality, including Sales Creek, Belle Isle Marsh, and the Runney Marshes ACEC. The Project will also result in removal of the CAFO currently in Revere. All infrastructure associated with the CAFO will be removed from the Project area. The existing drainage system, installed in the 1930s prior to development of Stormwater Management Guidelines, will be replaced with a stormwater management system that complies with the water quality provisions of the Stormwater Management Guidelines, therefore improving water quality in Sales Creek and the Belle Isle Marsh.

Lastly, the Resort is being designed to provide compensatory flood storage in a manner that will comply with the Wetlands Protection Act performance standards for BLSF.
Wetlands: As noted above, the Proponent is proposing to improve existing site conditions by restoring and enhancing the adjacent Inland Banks and Riverfront Area of Sales Creek with native plantings, stormwater management upgrades, and other similar measures. A minimum of 1:1 wetland replication will be provided for unavoidable impacts to BVW associated with the proposed Furlong Drive access improvements. See Figure 5 for additional detail.

Construction: The HCA between the City of Revere and the Proponent requires the parties to enter into a construction mitigation agreement to ensure that construction-period Project impacts are avoided and minimized. This agreement will include a construction activity schedule placing constraints on certain construction-related tasks such as materials delivery or pile-driving. These time constraints are designed to minimize noise and traffic within the City. The agreement will also require the Contractor to properly secure construction materials on-site and will prohibit delivery trucks or construction workers from idling or parking on neighborhood streets.

Exits from the construction site will be covered with crushed stone, and wheel wash stations will be used to ensure that the delivery trucks do not track dirt out of the construction site. The Proponent will also clean adjacent streets and sidewalks as needed to minimize dust and avoid entrainment in stormwater. The Proponent will also take appropriate precautions to prevent soil erosion, including preparing a Stormwater Pollution Prevention Plan (SWPPP) and submitting a Notice to Intent to the EPA for a National Pollutant Discharge Elimination System (NPDES) Construction General Permit.

The construction mitigation agreement also requires the Contractor to take certain measures to maintain air quality around the construction site. Therefore, construction work must be performed in accordance with applicable sections of the MassDEP Air Pollution Control Regulations (310 CMR 7.02 & 310 CMR 7.09). Many of the required measures reduce the amount of fugitive dust produce by construction. In addition, the Contractor will be required to take precautions while handling debris from any demolition on the site.

Proper signage will allow pedestrians, vehicles, and bicycles to safely navigate around the construction site. Lastly, the construction management plan will include a spill response plan and rodent control measures. All of these measures are tailored to ensure the impacts on the City are minimized during construction.
ATTACHMENTS & SIGNATURES

ATTACHMENT A  Secretary's most recent Certificate on this Project
ATTACHMENT B  MassDOT Comment Letter on Draft EIR
ATTACHMENT C  Plans
ATTACHMENT D  List of Public Benefits
ATTACHMENT E  Revised Revere Host Community Agreement
ATTACHMENT F  List of all agencies and persons to whom the proponent circulated the NPC, in accordance with 301 CMR 11.10(7)
ATTACHMENT G  Letter to MA Gaming Commission re: Racing

Signatures:

Date | Signature of Responsible Officer or Proponent | Date | Signature of person preparing NPC (if different from above)

1/28/14 | [Signature] | 1/26/14 | [Signature]

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