

*Board of Directors Meeting and Public Hearing
January 14, 2008 @ 7:00pm
Corporate Office*

*Directors Present: James W. Lavin, Chairman
Colin McPherson
John Ward
Robert Terravecchia*

Directors Absent: John Rogers

*Also Present: Terry Fancher, Executive Director
James Young, Project Manager
Beth Mitchell, Legal Counsel
Eric Kfoury, consultant
Greg D'Agostino, consultant
Jeff Donohoe, consultant
Kathleen McCabe, consultant
Ned Corcoran, consultant
William Ryan, LNR
Rich Kleiman, LNR*

The Chairman opened the meeting at 7:05pm with a moment of silence for Mr. George Joy, long time member of the NASPC, former Rockland Selectman and WWII Navy Veteran.

The Board reviewed and approved the Dec. 20th minutes.

VOTED: Motion of John Ward, seconded by Colin McPherson, to approve the minutes of Open Session on December 20, 2007.

4-0 Unanimous vote

VOTED: Motion of Colin McPherson, seconded by John Ward, to approve the minutes of Executive Session on December 20, 2007.

4-0 Unanimous vote

Executive Director Update

Mr. Fancher informed the Board of the Zoning District Boundary Survey, to be reviewed in a Public Hearing forum during the meeting. Mr. Fancher stated that Mr. Young would brief the Board on the Survey, and that Mr. Kleiman would review the draft Notice of Project Change for Phase 1B water and sewer service; Mr. Corcoran would review the MOA Implementation Plan and Ms. Mitchell would review ramifications on the Parkway Agreement.

The Chairman called the Public Hearing to order at 7:10pm. The Executive Director read the Published Hearing Notice into the record: In accordance with Section 18.1 (B) (5) of the Zoning and Land Use By-Laws for NAS South Weymouth, the South Shore Tri-Town Development Corporation will hold a PUBLIC HEARING at the Corporate Office, 223 Shea Memorial Drive, located at the

January 14, 2008

former Naval Air Station, South Weymouth on Monday, January 14, 2008 @ 7:00pm. The Corporation shall consider a certain plan entitled "Zoning District Boundaries, Naval Air Station South Weymouth, MA" prepared by Surveying and Mapping Consultants, dated Nov. 16, 2007. The Plan depicts the same land and boundaries as the NAS boundaries shown on the NAS South Weymouth Zoning Map dated March 7, 2005. Copies of the plan and legal descriptions are available for viewing at the Corporation's office located at 223 Shea Memorial Dr., South Weymouth. Office hours 8:30am to 4:30pm (781-682-2187) James W. Lavin, Chairman

08-010 Zoning Boundary District Survey

The Project Manager summarized the CAD exercise, overlaying the 2005 Reuse Plan, the Master Plan, the original Base boundaries and wetland boundaries onto the Zoning Map.

The Board reviewed the 2007 Zoning Map, Survey Plan Sheets and the detailed legal description of the zoning district boundaries, as per Section 13 (b) of the Enabling Legislation and section 18.1 (B) (5) of the Zoning By-Laws.

Mr. Young stated the documents would serve as a planning tool for all aspects of the project including property cleanup, land transfer and site permitting; and noted clarifications such as a small Rockland Open Space parcel near Union St. in Weymouth, a small Corporation Open Space district on the Eastern "spur" in Rockland and a better acreage count for the actual districts. Discussion ensued on possible key locations for monument reference points, some may be placed during the summer and others may be delayed until final construction. Temporary markers may be in place during construction in the Phase 1A area.

Mr. McPherson was informed that there were no substantial changes to the Zoning Map and that the zoning districts accommodate the E/W Parkway with no need for adjustments.

Mr. Lavin was informed that the 1998 Zoning Boundary Maps were recorded at the Registry of Deeds, as required in the Enabling Legislation; however, there was no need to record the 2007 Maps.

VOTED: Motion of Colin McPherson, seconded by John Ward, to approve the Zoning District Boundary Survey documents dated November 16, 2007, and to authorize staff to distribute those documents to the project team and to the appropriate Officials and Boards of the Host Communities.

4-0 Unanimous vote

The Board closed the Public Hearing at 7:25pm and signed the Mylar Survey Plan Sheets.

08-011 East/West Parkway Memorandum of Agreement

Mr. Corcoran updated the board on the status of the State's agreement. Mr. Donohoe, Mr. Corcoran and Ms. McCabe reviewed the exhibits to the Agreement and concluded that the numbers were consistent with the estimates provided at the start of this process and also with the EDC application.

Mr. Terravecchia had questions on the State's estimated retail sales tax, estimated new net jobs, projected income tax, estimated corporate revenues and development assumptions. Discussion ensued on the content to be required in quarterly reports, and a data collection process.

VOTED: Motion of Colin McPherson, seconded by John Ward, to enter into a Memorandum of Agreement with Executive Office for Administration and Finance, and the Executive Office of

Transportation on Financing for the E/W Parkway and a Memorandum of Agreement with the Executive Office of Transportation and the Massachusetts Highway Department on Implementation of Transportation Improvements and to authorize the Executive Director to execute both Memoranda in substantially the same form as presented this evening.

4-0 Unanimous vote

Mr. Lavin thanked Mr. Corcoran for all his efforts in advocating cooperation from the Administration to participate in this project for the economic benefit to the towns and region. The Directors agreed the Parkway MOU was a monumental task and a significant milestone.

08-012 Notice of Project Change (NPC)

The Executive Director noted that Phase 1B development would receive additional water and wastewater service from the Town of Weymouth under a new agreement with Mayor Madden, 12/27/07. Weymouth has more capacity to sell water to SSTTDC (total commitment - 245,000 GPD) for an interim period. Withdrawing Weymouth water into Phase 1B triggers a project change to be filed with MEPA. Total commitment for wastewater service with Weymouth is 187,000 GPD. Mr. Fancher noted that this agreement did not cover all water needs into the future, just Phase 1 and only until a permanent facility was on line (Phase 1B is scheduled for 2009-2011). The Chairman noted Phase 1(A&B) included 1,000 residential units and 650,000 s/f of commercial development.

Discussion ensued on Weymouth's water use capacity and safe yield. Mr. McPherson was informed that Weymouth had a safe yield of 6.19 million gallons per day (GPD), a registered capacity of 5 million GPD and a current (2007) use of 4.0 million GPD. Mr. McPherson noted that one of the invoices signed during the meeting included a requisition to the Town of Weymouth for existing water and sewer use, paid monthly.

Mr. Kleiman stated a joint filing of the NPC was planned for the end of January and explained MEPA's public process. The approved document would be filed with MEPA and published in the Environmental Monitor where a public comment period would commence.

VOTED: Motion of Colin McPherson, seconded by John Ward, to approve the submittal of the Notice of Project Change, as reviewed on January 14, 2008, to begin the MEPA review process in accordance with MEPA regulations.

4-0 Unanimous vote

08-013 Wastewater Reclamation Facility (WRF) Design Peer Review

The Board received two alternate measures, for the review of the design of the WRF. The original contract was with Mr. Powers, Stantec, who completed Task #1 – to peer review the WWTP bid specs and participate in LNR's selection process for a designer.

Task #2 and #3 required Board authorization for incremental funding. Mr. Young stated LNR's selection process for a membrane manufacturer was critical to the success of the plan.

The Board measure authorized the Executive Director to either retain the services of Mr. Powers, or consider a new contactor, Mr. Elkerton.

A lengthy discussion ensued on the price proposals and qualifications of the two firms, the oversight role, LNR's performance schedule, and SSTTDC's funding source.

Mr. McPherson questioned how the Corporation's selection process produced an alternate choice

January 14, 2008

for Task 2 peer review services. It was noted that Mr. Elkerton had represented SEA Consultants on the CH2M Hill Team, which bid on the designer RFP, but it was awarded to Metcalf and Eddy. Now Mr. Elkerton was exploring further opportunities to work on the project as a sole proprietor. Mr. Terravecchia noted this was a complicated and expensive WWTP design, and questioned why the Board would consider changing consultants after receiving a superior work product from Mr. Powers. Mr. Fancher indicated that cost was a factor and recommended the fixed price proposal of Mr. Elkerton.

Mr. Kleiman listed Mr. Elkerton's area of expertise, offered to provide further background information and informed the Board of LNR's proposal to split the cost of the peer review so that LNR could share the work product.

Some Board members voiced concern with reviewing unexpected materials related to a time critical issue that required same night action without a timely opportunity to compare qualifications.

Mr. Ward was informed that the Board would miss the opportunity to peer review the Membrane Manufacturer RFP if the vote was put off to the next meeting, and noted the Board was only being asked to vote to reallocate funds within the Budget.

Mr. McPherson voiced his objection to changing consultants when a contract was already in place to work on behalf of the Corporation.

VOTED: Motion of John Ward, seconded by Robert Terravecchia, to authorize the Executive Director to utilize \$24,000 of reserve funds monies to retain the services of Stan Elkerton for six months of professional services associated with the Peer Review of LNR's design of the Wastewater Reclamation Facility.

3-1 vote Mr. McPherson opposed

Public Comment

Ms. Deb O'Brien, Rockland Planning Board member, inquired what impact the East West Parkway would have on the Smith Building in Rockland and voiced concern on the Town losing tax revenue.

Mr. Kleiman indicated land taking negotiations had begun and the owner was considering building reconfiguration at the present location or relocating off site within the Town of Rockland; and that the Parkway would increase Rockland's developable commercial land space.

Directors Time

Mr. McPherson voiced concern on the proposed WWTP system, whether the Base soils were appropriate for such a large septic system, and requested that his concern be brought to the consultant's attention. Staff offered to bring Mr. Elkerton to Board meetings for periodic updates.

Mr. Terravecchia demanded that Mr. Elkerton be actively engaged in regular updates to the Board and stated the only reason he voted favorably on the WRF Design Peer Review was to keep the project timetable on track.

The Chairman requested that the Master Developer be put on all Agendas for monthly updates.

VOTED: Motion of John Ward, seconded by Colin McPherson, to enter into Executive Session for the purpose of discussions of development negotiations, land conveyance and other related financial matters and to return to Open Session for adjournment

McPherson, aye, Ward, aye, Terravecchia, aye, Lavin, aye

Open Session ended 8:56pm.

January 14, 2008

Executive Session ended 9:49pm

VOTED: Motion of John Ward, seconded by Robert Terravecchia, to adjourn the meeting.

4-0 Unanimous vote

The Meeting ended 9:50pm

Mary Cordeiro, Recording Secretary

James W. Lavin, Chairman

January 14, 2008