

MINUTES

For approval at the 2-22-10 meeting

**Middleborough Board of Selectmen
Meeting Minutes**

 **DRAFT**

February 8, 2010

Chairman opened meeting at 7:00 PM by inviting those in attendance to join in the Pledge of Allegiance.

Upon motion by Selectwoman Brunelle and seconded by Selectman McKinnon, Board voted to approve 2-1-10 meeting minutes.
Four in favor. P. Rogers abstained.

ANNOUNCEMENTS

School Department will hold a Town Question and answer forum on Tuesday 3/9/10 at 7 PM at the Nichols Middle School re Proposition 2 ½. Everyone is invited to attend. School Department is also accepting questions via forms that can be found on its website. Forms may be printed and mailed as well.

NEW BUSINESS

Middleborough Friends' member Brian Giovanoni addressed the Board to review the Friends' request for permission to offer nine free summer concerts on Thursday evenings this summer from 6:00 PM to 8:30 PM on the Town Hall lawn.

Upon motion by Selectman McKinnon and seconded by Selectwoman Brunelle, Board voted to approve.

Four in favor. P. Rogers abstained.

Selectwomen Brunelle and Duphily disclosed that they are members of the Middleborough Friends, but are voting as Selectwomen.

Upon motion by Selectwoman Brunelle and seconded by Selectman McKinnon, Board voted to appoint 2010 Auxiliary Police Officers as presented on the attached.

Four in favor. P. Rogers abstained.

Upon motion by Selectwoman Brunelle and seconded by Selectman McKinnon, Board voted to appoint 2010 Agents for Liquor Establishments as presented on the attached.

Four in favor. P. Rogers abstained.

Upon motion by Selectwoman Duphily and seconded by Selectwoman Brunelle, Board voted to appoint 2010 Special Police Officers as presented on the attached, subject to clarification by Police Chief as to reason for duplicate names on Auxiliary list and Special list and definition of Non-qualified Special Police Officer.

Four in favor. P. Rogers abstained.

TOWN MANAGER'S REPORT

Upon motion by Selectwoman Brunelle and seconded by Selectwoman Duphily, Board voted to amend Town of Middleborough Drug Policy by adding language to reflect the

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fact that certain police officers are in “possession” of drugs during work hours as part of their official duties, and that this would not be a violation of the policy.
Four in favor. P. Rogers abstained.

Joseph M. Silva of Bridgewater will start employment on March 1, 2010 as the Town’s new Water Superintendent. Selectman McKinnon asked if he has same licenses as Richard Tinkham. Town Manager responded that he does not, but is in process of obtaining. There are other employees present who do have these licenses. Selectman McKinnon would like to see a time-frame put in place by which he must obtain certifications as his pay is based on having the licenses in question. Town Manager will discuss with Mr. Silva his obtaining the licenses within a reasonable amount of time. Selectman McKinnon asked Town Manager to clarify if Mr. Silva’s pension with Plymouth County Retirement means that the Town is only responsible to contribute from his start date and not his past years with the Town of Bridgewater.

The Wastewater Superintendent Job Vacancy was posted as of 2-1-10.

CORRESPONDENCE

#1 Selectman McKinnon asked if the Town receives any refund from Comcast for interrupted service. Town Manager will look into.

OTHER

Allin Frawley informed Board that he had heard state government was passing out money, specifically, twenty million dollars for solar power at wastewater and drinking water facilities. Mr. Frawley asked if anyone has attempted to get some of this money or written any grants towards it. Chairman noted that issue was brought up over one year ago, but that nothing had been applied for. Chairman further acknowledged that hopefully new DPW Director and Town’s OECD Director A. Nalevanko will look into when these grant opportunities arise and make application for such. It has been a weakness in the Town of Middleborough.

HEARINGS, MEETINGS, LICENSES

Holton et al v. Middleboro Board of Health – (Superior Court Case 2003-291) for further findings in respect to six specific issues:

Town Counsel gave brief overview of what is before the Board this evening.

Chairman began hearing by reading aloud **Issue I.**

ISSUE I: *What is the relevance of the June 2002 Title 5 certification issued by Ray Waterman to the Board of Health’s decision to deny the campsite a license to operate?*

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Health Officer J. Spalding addressed Board. At the time the septic systems were not in failure, but the inspections, at the time, were not based on passing or failing, but rather to the capacity of the systems based on the number of camper sites. There was an expansion of sites without appropriate septic systems. The other issue is whether the effluents are being properly treated by these systems. Mrs. Holton addressed Board and asked the relevance of the 2005 inspections. She indicated that, in her opinion, they are relevant to show that the systems passed and, according to her, they do show that they passed. She bought the property in 1984 and indicated that she is allowed to use system at capacity that was given to them prior to 1984 until the system fails. She further noted that in 1984, according to Title V, any campground in existence before December 1993, is exempt to today's Title V 310.CMR 15007. At the time property was purchased, she was allowed 35 units. Health Officer offered that Mrs. Holton indicates that she is allowed to have more sites under the code, but it isn't exactly true because of expansion.

**Upon motion by Selectwoman Brunelle and seconded by Selectwoman Duphily,
Board voted the following finding relative to Issue I:**

"The June 2002 Title 5 certification issued by Ray Waterman is and was not relevant to the Board's decision to deny a campground license for 2003. The Board's decision to deny a license was in part based on the fact that the design flow capacity of the septic waste disposal facilities had insufficient design flow capacity to meet the requirements of Title 5 for a campground containing more than 100 campsites/camping units. Mr. Waterman's certification relates to whether any of the failure criteria described in 310 CMR 15.303 or in 310 CMR 15.304 exist. The certification is an indication that at the time of inspection the system did not exhibit any Title 5 failure criteria. The certification does not address whether the system treats effluent in the manner that a properly designed system would treat effluent. The certification did not address or relate to the design flow capacity of the systems. The Board's decision to deny a campground license was not based on a claim that the systems were in failure but rather that they had insufficient design flow capacity for a campground with more than 100 campsites/camping units."

Four in favor. P. Rogers abstained.

Chairman read aloud **Issue II**.

ISSUE II: *Whether the Board of Health has evidence, apart from the alleged design flow capacity violation, that the campground fails to comply with any other provision of Title 5.*

Health Officer noted that when she first began working for the Town, she was not familiar with the campground and when she went through preliminary inspection of the campground, there was a number of units that had direct piping from the units going into the ground. She mistakenly assumed that those units were tied into an underground piping system. When she brought this to the attention of Mrs. Holton, because some of the units didn't even have the piping and they were spilling onto the ground, she said she would address this with them and have them fix their pipes into the ground. It wasn't until sometime afterwards when the issue of excessive units came up, and she went into

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the files, that she discovered that the previous inspector had also been out to the site and had addressed the same issue with the Holtons. This was an issue that had gone on for a number of years. There was another camping unit that had a direct pipe into one of the underground systems that had not been there previously, for which a permit was never given and that was brought up to Mrs. Holton at another time, during another inspection. Mrs. Holton denied any of what the Health Officer reported. According to Mrs. Holton, the Health Inspector cited her for some water hoses, and not sewer hoses. She said some people had water hoses hooked up to some of their campers. She didn't give her any site numbers or trailer numbers where they were so she had no evidence as to what she has said as being true. She never said that she visually saw any water being dumped onto the ground or that there was any sewerage or odor. Health Inspector repeated that, at the time, she was not aware that this was illegal or inappropriate discharge from the units into the ground. Mrs. Holton was with her as they walked the grounds, and therefore, was well aware of which units were in question. The lines were not coming out of some of the trailer units, but instead, water was just dripping out of the sewage discharge line coming out of the trailers. Health Officer noted that the former Health Officer had also been through the campground and had written a note found in the file confirming that there were direct pipes into the ground.

Upon motion by Selectwoman Brunelle and seconded by Selectman McKinnon, Board voted the following finding relative to Issue II:

"The Board has evidence apart from the design flow capacity violation, that the campground fails to comply with any other provision of Title 5 in that there have been instances where waste was being discharged from camping units by lines running from camping units into the ground."

Four in favor. P. Rogers abstained.

Chairman read aloud **Issue III**.

ISSUE III: *Whether a design flow capacity analysis is applicable to the TFCA campground in light of evidence that: (1) there is no direct connection between the campsites and subsurface leaching facilities serving the bath houses; and (2) the septic facilities are used on a seasonal basis.*

Health Officer explained that the campground calculations under Title V do not discriminate whether or not there is a bath house. It says for the number of units, you will have a septic system designed for this. The fact that the units are not directly tied into a main system, the flow from those campers still has to go somewhere. The camping season for Tispaquin has always been from March 1st to December 31st. The use of the campground camping season is more than 180 days in a 365 day annual period. The campground is not a temporary use. Temporary use has a totally different connotation and definition and Title V contains no exemption from the design flow analysis for a campground with a camping season of ten months of the year. In response to question as to whether or not there is a definition in regulations for seasonal use/temporary use,

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Town Counsel responded that it is hard to tell what is defined as seasonal. Temporary is defined under Title V code. He believes that seasonal use/temporary uses are functionally equivalent. Health Officer added that, under the considerations and under Title V, she didn't see any discretionary changes for the code calculations, and generally, if there is some consideration of that, it goes through D.E.P. Mrs. Holton indicated that her campgrounds are temporary because her people do not live there. They come there on vacation or on a day off. She has the systems pumped once per year and has no problems with them. She has over 100 campers there for July 4th.

Upon motion by Selectwoman Brunelle and seconded by Selectman McKinnon, Board voted the following finding relative to Issue III:

"The design flow requirements for on-site subsurface sewage disposal systems at campgrounds under 310 CMR 15.203(2) apply to TFCA even though the campsites/camping units do not have direct connection to sewage disposal systems on the site. Title 5 contains no exemption from the design flow requirements of 310 CMR 15.203(2) if the campsites/camping units are not directly connected to the sewage disposal systems.

The TFCA is not a seasonal operation in that it is not a temporary use. The word "temporary" is defined in 310 CMR 15.002 as follows: A single time period or an accumulation of time periods not exceeding 180 total days in any 365 day period. The TFCA season runs from March 1st to December 31st of each year. The design flow capacity analysis requirement under 310 CMR 15.203 is applicable to the TFCA even though the camping season runs from March 1st to December 31st of each year."

Four in favor. P. Rogers abstained.

Chairman read aloud **Issue IV**.

ISSUE IV: *Why did the Board of Health, from 1994 to 2001, issue the TFCA a license to operate 57 campsites and one safari field where that number exceeds the Board of Health's present contention that design flow capacity is sufficient to support 49 campsites.*

Health Officer addressed Board to review this issue. The insufficiency of the Design flow was not immediately evident to her, as Health Officer, when she first started employment for the Town. It was not until they were requested to go out because of complaints lodged with the Town Manager that she became aware that there were excessive units. She and former Building Inspector W. Gedraitis counted well over 100 camping units, more like approximately 125 units. After 2001, they indicated to the Board what the problem was out there. This was discussed well in advance with the Holton's during that camping season and the Town made clear that it needed to be rectified prior to the following licensing year. It was within the Town's view that it was in violation of both these areas. Mrs. Holton indicated that she got a license from 1994 to 2001 because the court case ended in 1994 and all the appeals ended. From 1994 until 2001 she never saw a soul at the campground. When Mrs. Spalding came onboard, she was directed by Town Manager J. Healey to go out and get her.

Upon motion by Selectwoman Brunelle and seconded by Selectman McKinnon, Board voted the following finding relative to Issue IV:

“The Board of Health became aware some time after issuance of the 2001 campground license for TFCA that the design capacity of the campground’s septic waste disposal systems did not comply with the requirements of 310 CMR 15.203(2). The Health Department and Board became aware that the campground exceeded the number of campsites/camping units allowed by the campground license some time after the 2001 campground license was issued.”

Four in favor. P. Rogers abstained.

Chairman read aloud **Issue V**.

ISSUE V: Whether the Board of Health believes that the TFCA’s nonconforming septic system is grandfathered under Title 5 and need not be updated or repaired absent a failed inspection. If not, whether it is the Board of Health’s practice to grandfather nonconforming septic systems of other campgrounds or businesses.

Health Officer addressed Board and noted that there is no specific section under Title V that addresses grandfathering. It has been the policy of Title V that if you have a system and operation that is such and such and the code changes then all the systems do not have to comply immediately. If at any time during that time period, if you increase your operation, then you have to upgrade your system to comply and it must be to the current code for that time period. If you were to sell and they changed the type of operation, then you have to upgrade. The grandfathering only goes with the existing operation in its current operation capacity and for its current use. The court is asking if the Holton’s complied and the answer is no because they did expand their operation without properly expanding their septic system. Mrs. Holton responded that there are other campgrounds grandfathered, and therefore, she believes hers should be. Health Officer offered that the design capacity of 49 units comes from the Holton’s own engineer’s plans that were on record. Mrs. Holton has far exceeded the design flows.

Upon motion by Selectwoman Brunelle and seconded by Selectwoman Duphily, Board voted the following finding relative to Issue V:

“The Board is of the opinion that the TFCA’s nonconforming septic system is not grandfathered, that is, it is not protected from the 1995 change in the septic system design flow requirements for campgrounds under 310 CMR 15.203(2). The reason that it does not qualify for grandfather protection is that the septic systems at the campground did not comply with the requirements of 310 CMR 15.2003(2) in 1995 when the gallons per day (gpd) per site was increased from 75 gpd to 90 gpd. The campground in 1995 was used for more than 100 campsites/camping units.

TFCA’s septic system and campground are also not “grandfathered” in the sense provided for under 310 CMR 15.007(3) because the system/campground does not comply with various provision of 310 CMR 15.007(2), that is, subsections 15.007(2) (c) (g) and (h). The increase in the use of the campground by a factor of 2 to 3 times the number of campsites for design

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flow capacity of the campground system nullified any potential grandfathering of the campground.

It is the Board of Health's policy to grandfather septic systems of campgrounds and businesses where the systems were in compliance with Title 5 design flow requirements at the time when Title 5 was amended in 1995 to impose additional design flow requirements with which the system did not comply. The Board under such circumstances does not require a nonconforming system to be upgraded to comply with the new or additional requirements unless the system fails or the use of the system expands beyond that which existed at the time the system became nonconforming and grandfathered. The Board of Health would also grandfather, that is, consider to be in compliance with 310 CMR 15.000, any campground in existence on December 1, 1993 pursuant to 310 CMR 15.007(3) if the campground complied with the requirements of 310 CMR 15.007(3)."

Four in favor. P. Rogers abstained.

Chairman read aloud **Issue VI**.

ISSUE VI: *Why did the Board of Health cite the alleged violations of the special permit as a grounds to deny the TFCA a license to operate? What is the relationship between the alleged zoning violations and the Board of Health's decision to deny the TFCA a license to operate?*

Health Officer noted that the Board did not cite Zoning Violations as a means to deny the licenses. During the meetings, there would be discussions of zoning violations as ancillary issues. Records indicate that the licenses were not denied based upon zoning issues, but rather Title V and Board of Health issues. Mrs. Holton indicated that she has documentation of license denials from the Health Officer that show those denials were based upon zoning issues.

Upon motion by Selectman McKinnon and seconded by Selectwoman Brunelle, Board voted the following finding relative to Issue VI:

"The minutes of the Board of Health hearings do not reveal that the Board cited the alleged violations of the special permit in votes to deny campground licenses to TFCA from 2003 to 2007. There appears to be no relationship between the alleged zoning violations and the Board's denial of campground licenses. The denial of campground licenses was based on the inadequacy of the campground's septic system design flow for the large number of camping units and the number of camping units which exceeded the number of campsites/camping units authorized under campground licenses issued before 2002, that is, 57 campsites."

Four in favor. P. Rogers abstained.

Mrs. Holton announced that she will be closing the campgrounds by the end of December 2010.

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OTHER

Veterans' Agent P. Provencher addressed Board and introduced Executive Director/Founder Christopher C. Hart of the Nathan Hale Foundation Veterans' Outreach Center of Plymouth. Mr. Hale addressed Board and introduced his outreach service program.

HEARINGS, MEETINGS, LICENSES

Upon motion by Selectwoman Brunelle and seconded by Selectman McKinnon, Board voted to continue Well Variance discussion re 31 Atwood Ave. to 2/22/10. Four in favor. P. Rogers abstained.

Upon motion by Selectman McKinnon and seconded by Selectwoman Duphily, Board voted to approve Phyllis Lovett as Manager of the Middleborough Elk's Club, subject to pending CORI check. Four in favor. P. Rogers abstained.

Resort Funding Issues

Phase I Traffic Study

Upon motion by Selectwoman Brunelle and seconded by Selectman Rullo, Board voted to authorize use of up to \$35,000 from Resort Pre-Planning Funds for Phase I Traffic Study and authorized Town Manager to sign contract on behalf of the Board. Three in favor. P. Rogers abstained. S. McKinnon opposed.

Allin Frawley asked if the Town can ask the Tribe when the EIS will be done or if we should postpone this. Town Manager added that he spoke with Tribal Representative on Thursday about this topic and it is his desire to get this EIS released as soon as possible.

ESRI GIS Conversion

Town Manager reviewed update as presented on the attached. Upon motion by Selectman Rullo and seconded by Selectwoman Brunelle, Board voted to authorize the use of up to \$25,000 in Resort Pre-planning funds and to sign a contract with ESRI for the GIS conversion and related expenses. Four in favor. P. Rogers abstained.

Regeneration of Zoning Bylaws

Town Manager reviewed update as presented on the attached. Planning Director explained further. Selectwoman Brunelle offered that she views this as something that the Town should be responsible for and finds it difficult to qualify it as a Resort funded item. Town Manager made the argument that due to anticipated growth of the Town, it would be a worthwhile investment. The first part would probably take one and one half months. The second part (recodify) would take at least six months and would require

Town Meeting vote. Upon motion by Selectwoman Duphily and seconded by Selectman McKinnon, Board voted to approve use of \$5,000 for purposes of establishing
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regeneration of Zoning Bylaws with provision that Town intends to also recodify Zoning Bylaws at some point. Town Manager indicated that they would bring figure to Board by next meeting. Chairman indicated 3/5/10 would be acceptable.

Wastewater Treatment Plant Planning

Upon motion by Selectman McKinnon and seconded by Selectwoman Brunelle, Board voted to approve up to \$20,000 from resort planning funds for a new NEPDES permit predicated on the fact that if the Tribe comes to fruition, that the Town get a reimbursement of these funds from the Tribe.
Four in favor. P. Rogers abstained.

Staffing

Town Manager reviewed past discussions and steps taken in reducing resort funding for Planning Department staffing. Town Manager expressed that it is essential to maintain funding clerical position and benefits as they have been. Upon motion by Selectwoman Brunelle and seconded by Selectman Rullo, Board voted to authorize the use of Resort Pre-Planning funds to pay for 20 hours of secretarial support for the Planning department.
Four in favor. P. Rogers abstained.

Upon motion by Selectman Rullo and seconded by Selectwoman Brunelle, Board voted by Roll Call to go into Executive Session at 9:42 PM to discuss strategy relative to Contract Negotiations. Roll Call: P. Rogers, Yes; M. Brunelle, Yes; M. Duphily, Yes; S. McKinnon, Yes; A. Rullo, Yes. Chairman announced Board would not return into Open Session. Ended at 10 PM.

Jackie Shanley, Confidential Secretary
BOARD OF SELECTMEN

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CRANBERRY CAPITAL
OF THE WORLD



Town of Middleborough

Massachusetts

Town Manager

508-947-0928
FAX 508-946-2320

MEMORANDUM

To: Board of Selectmen

From: Charles J. Cristello, Town Manager
Ruth McCawley Geoffroy, Planning Director

Date: February 5, 2010

Subject: *Use of Resort Pre-Planning Funds*

Phase I Traffic Study

The Board approved a Phase I Traffic Study by McMahon Associates from resort pre-planning funds at their meeting in August 2009. This study is designed to assess current traffic patterns and congestion and determine future highway and intersection needs. The contract for these services, attached, in the amount of up to \$35,000 is now ready for signature and we are recommending that the Board of Selectmen vote to sign it.

ESRI GIS Conversion

In a related matter, to effectively evaluate the transportation impacts of future development scenarios and to continue the Town's push for new economic investment, it is imperative that the Town's GIS System be brought to up to date so it can be readily used by Town Departments. The Intergraph Software, which the Town has had since the early 1990's is hard to master and is used by very few departments. The Information Technology, Assessors and Planning Departments are in agreement that a conversion from Intergraph to ESRI is long overdue. Middleborough would join the 200+ GIS equipped towns in MA as well as the State who all use ESRI software. The cost of the conversion would be approximately \$20,000. This expenditure would enable the ESRI System to be up and running within 30 days; it would also allow the Police, Health and Gas & Electric Departments who currently use ESRI to connect to the Town's live database. Full implementation of GIS is imperative for the evaluation and depiction of different

casino development scenarios compared with various highway and intersection alternatives. We are asking you to authorize the use of \$20,000 in resort pre-planning funds and to sign a contract with ESRI for the GIS conversion and related expenses. ESRI is on the state bid list allowing us to contract with them directly without a separate procurement process.

Regeneration of Zoning Bylaws

The Town of Middleborough needs to regenerate the Zoning Bylaws as well as recodify them if we are to benefit from new economic development generated by the resort or infrastructure improvements or both. The impenetrable condition of our Zoning Bylaws has been mentioned by prospective developers as a deterrent to developing in Middleborough. Regeneration reformats the Bylaw and inserts all zoning changes in appropriate legal fashion. The larger job of recodification involves rewriting the Zoning Bylaw in a more understandable and modern fashion, but that can only come after regeneration. We are recommending that you authorize the use of \$5,000 from resort pre-planning funds for the regeneration of our Zoning By-Laws.

Wastewater Treatment Plant Planning

Planning for the upgrade of our wastewater treatment plant has been stalled for over a year due to lack of funding from the Wampanoag tribe. Meanwhile the Town has had to file for a new NEPDES permit with the Environmental Protection Agency and the Department of Environmental Protection. With or without the resort the Town has to proceed with its permit application. We are recommending that you allocate \$17,424 from resort pre-planning funds and to sign a contract with CDM for Task 1 as described in their scope of services dated December 9, 2008, attached. The result of this expenditure will allow CDM to better define the scope of the upgrade to our wastewater treatment plant, both with the resort and without it.

Staffing

You have stated that you wanted to revisit the staffing that is funded by pre-planning funds. We would be happy to answer any questions you may have.



McMAHON ASSOCIATES
300 Myles Standish Boulevard | Taunton, MA 02780
p 508-823-2245 | f 508-823-2246
www.mcmtrans.com

January 25, 2010

Ms. Ruth Geoffroy, Planning Director
Town of Middleborough
Town Hall Annex
20 Centre Street
Middleborough, MA 02346

PRINCIPALS
Joseph W. McMahon, P.E.
Rodney P. Plourde, Ph.D., P.E.
Joseph J. DeSantis, P.E., PTOE
John S. DePalma
William T. Steffens
Casey A. Moore, P.E.

ASSOCIATES
Gary R. McNaughton, P.E., PTOE
John J. Mitchell, P.E.
Christopher J. Williams, P.E.
John F. Yacapsin, P.E.

RE: Transportation Design and Review Assistance for the Proposed Resort Casino
Middleborough, MA

Dear Ms. Geoffroy:

McMahon Associates is pleased to submit this scope of work for transportation engineering design, planning and review services related to the proposed resort casino and associated infrastructure improvements in Middleborough, Massachusetts. We offer the technical expertise and depth of staff experience to provide the Town of Middleborough with the full range of transportation engineering and planning services necessary to complete this scope of work. In addition to our traffic engineering design and planning experience, our projects have included transit planning studies and project management, including intermodal centers, shuttle services, public transit, and commuter rail; parking studies and design, including parking supply and management in downtowns, analyses of shared parking for major developments, assessment of commuter rail parking requirements; planning and design for parking facilities; and pedestrian and bicycle facilities planning and design.

We are committing the necessary project staff to provide the Town of Middleborough with the necessary experience and staffing levels to meet the needs of this project. I will lead our effort and provide the Town with 18 years of transportation engineering design and planning experience. I have a broad range of experience that has included highway and signal design, transportation planning, traffic engineering studies, transit and parking planning and design, and peer reviews. This project will be my top priority and as a Vice President of McMahon Associates, I will have the ability to draw on the full resources of our 140 person firm to meet the needs of the Town.

Based on our knowledge of the project area and discussion with Town Staff, we have prepared the following preliminary scope of services. It is our understanding that his work will be performed at the direction of Ruth Geoffroy, the Planning Director, and we will provide presentations to and solicit input from the Board of Selectmen, the Planning Board, and the Resort Advisory Committee, as requested.

As the resort casino project has yet to file its Environmental Impact Statement (EIS) and numerous elements of the off-site improvements are not yet defined, this scope of services covers tasks that can be completed prior to and in preparation for the EIS filing. These tasks have been formulated to equip the Town of Middleboro with the information and tools necessary to properly review and respond to the EIS and its associated roadway infrastructure improvements in the time allotted. For a Draft EIS, comments are due within 45 days of the EIS filing. For a Final EIS, the comment period is 30 days.

This Scope of Service covers the traffic analysis, planning, conceptual design, and coordination anticipated prior to the review of the resort casino EIS. Once the EIS is submitted, additional transportation review, analysis, and design will be necessary to properly evaluate the transportation components associated with the resort casino. In addition to the detailed review of the transportation-related sections of the EIS, the next phase review and planning will include detailed design review of the transportation improvements.

Scope of Services

McMahon will provide transportation consulting services to the Town of Middleborough on an on-call basis. This initial scope of services includes the evaluation of existing conditions and perceived areas of congestion and safety concerns, the planning and conceptual design of potential transportation infrastructure improvements and consideration of various alternatives, review of available information related to transportation elements of the proposed resort casino, and providing recommendations to accommodate anticipated traffic volumes and desired vehicular and transit access. During this initial study, the focus will be to collect, compile and understand the information available to date, to plan potential improvement scenarios, and to develop strategies to accomplish Town goals. The anticipated tasks are outlined as follows:

1. Review existing conditions and analyses completed to date of relevant projects in the study area.
2. Obtain and review available traffic volume data and studies of roadways and intersections within the Town of Middleborough.
3. Identify key areas of concern in and around the proposed resort casino, including roadways and intersections providing connections between the resort casino site, downtown Middleborough, and the regional roadway network.
4. Conduct preliminary assessments of key intersections based on existing and projected traffic volumes for both short and long-term conditions.
5. Identify current and future infrastructure improvement projects that may affect traffic patterns or operations, including existing or potential future roadway/bridge closures or lane restrictions.
6. Develop conceptual design alternatives for key roadways and intersections that will be impacted by the resort casino and coordinate with the Town of Middleborough to present the alternatives to town officials and residents, as appropriate.

7. Review and analyze previous transportation improvement plans, as available, and recommend alternative design concepts, as appropriate.
8. Participate in meetings with Town staff and with Town boards and committees, including the Board of Selectmen, Planning Board and the Resort Advisory Committee, and conduct presentations at these or other public forums.
9. Serve as the Town's liaison to the Massachusetts Highway Department (MHD).
10. Review existing transit and shuttle services and potential connection routes to the resort casino, including the interaction of potential transit improvements or shuttle services associated with the resort casino and the existing commuter rail service.
11. Provide additional transportation-related technical assistance to the Town, as needed.

Each of these tasks is described in greater detail below.

Task 1 – Review Existing Conditions and Background Information

In this Task, McMahon Associates will work with the Planning Director to gather relevant information and recent transportation plans for projects within the Town of Middleborough. Emphasis will be placed on understanding ongoing transportation improvement efforts in the area, while mining the source documents (reports and plans) for technical information to establish a picture of the transportation characteristics of Middleborough and key issues to review related to the resort casino proposal.

1. Meet with Planning Director, Planning Board, and/or the Resort Advisory Committee to identify critical areas of concern related to the resort planning to date. The outcome of this meeting, combined with a review of existing documents, will focus our efforts in the areas outlined below.
2. Compile information to establish the likely "No-Build" scenario by reviewing existing plans and studies such as the Route 44 Planning for Growth Study (2007), the I-495 Corridor Study (2009), South Coast Rail Project (ongoing), various private development traffic studies, and other documents that project future travel demand.
3. Review relevant community plans; Resort Advisory Committee meeting minutes and materials; Notice of Intent and Scoping determination for the Environmental Impact Statement; regional transportation plans (such as those through SRPEDD and OCPC), and any preliminary analyses completed to date that would be relevant to the transportation element of the EIS.

Task 2 –Traffic Analysis

Data Collection

McMahon will obtain and review available traffic volume and accident information and previous studies for key roadways likely to be impacted by traffic generated by the resort casino

development. Historic count data will be collected and reviewed to identify growth trends, specifically since the opening of the limited access portion of Route 44 east of Middleboro. The count data will also be reviewed to identify seasonal traffic volume fluctuations, critical peak periods for resort traffic impacts, and an appropriate peak period for traffic analysis. It may be reasonable to apply different peak period scenarios to various improvement elements. For example, typical intersection improvements such as signal installations or the addition of a turn lane are typically analyzed using average peak hour conditions with 5-10 year projections, whereas major highway improvements with a longer life span may warrant consideration for a 20-25 year projection. Also, the extent of seasonal fluctuations will be assessed to determine the extent to which seasonal peaks should be considered.

McMahon will conduct a field review of the study area relative to the transportation infrastructure, as necessary, to document existing conditions. Roadway characteristics and deficiencies will be summarized. Focus will be placed on key intersections and locations of potential transportation improvements.

Traffic Projections

McMahon will work with the Town to request information from the resort casino developer regarding the anticipated trip generation, distribution, and assignment. Assuming that traffic projections are provided by the resort casino developer, McMahon will conduct a preliminary review of the traffic projections and check for accuracy and reasonableness.

If traffic projections are not available, McMahon will prepare a rough estimate of the trip generation, distribution and assignment of the resort casino-generated traffic, using simple assumptions. For example, general assumptions on shared and pass-by trips and mode split will be applied. Although the resort casino traffic study is expected to include traffic estimates based upon more detailed generation and distribution analyses, the rough estimate will be useful for the preliminary evaluations, conceptual design, and planning efforts. As the study progresses and the EIS review is underway, other peak periods and non-peak traffic will also be considered. However, at this preliminary stage, the trip generation will be estimated for one peak hour period, likely the weekday afternoon peak hour. We will also consider one interim (short-term) build condition that may represent an early phase of development or construction activities that rely more heavily upon the existing roadway infrastructure.

McMahon will estimate the general range of trip generation and frequency for special events at the resort casino. The special event trip generation will be considered when assessing transportation improvements.

Future year traffic projections will be estimated using the growth rate and design year developed with the Middleboro Planning Department.

Traffic Operations

McMahon will perform preliminary capacity analyses at key intersections and roadway segments based upon the future short and long-term build traffic volumes. McMahon will identify key routes and intersections that will require improvements to accommodate the projected traffic volume increases or experience operational or safety deficiencies under existing conditions. This analysis is intended to provide an understanding of projected operations along key routes under various mitigation alternatives such as the proposed grade-separated resort access from Route 44, an alternative at-grade resort access from Route 44, and the potential grade separated Everett Street interchange. Specific areas of concern on local roadways are likely to include, but not be limited to, Everett Street, East Main Street (Route 105), and the Green (East Main Street at Plympton Street, Plymouth Street, and Wood Street).

McMahon will assess public transportation access to/from the resort casino site, including existing transit systems, shuttle services, and existing and potential commuter rail access. McMahon will evaluate the suitability of the various connector routes for shuttles to commuter rail service. The potential for a commuter rail station nearer to the site will be investigated, as well as some of the potential characteristics of a resort casino commuter rail station. For example, it may be reasonable to operate a commuter rail station in close proximity to the resort casino with less frequent stops based on peak demand projections.

Additional elements that may be considered under this initial effort include bicycle and pedestrian access and potential impacts to school bus routes.

Task 2-Roadway Design Services

McMahon will review the design plans for improvements that are available to date. These plans include the Resort Casino Infrastructure Improvements cited in June of 2007; the preliminary plans for MassHighway's Route 44 Reconstruction Project, Raynham to Carver, dated May 2000; and the Route 44 signalized intersection improvements currently under construction.

McMahon will develop conceptual design plans for improvement alternatives at key locations, as warranted, for either existing or anticipated projected short and long-term volumes.

Consideration during this task will be given to the Route 44 access design. Assessment of and design considerations for potential access and traffic circulation changes from a grade separated Route 44 will be completed under this task. We will also assess the previous design alternatives for consistency with applicable state and federal design standards, including interchange spacing and horizontal and vertical geometry.

McMahon will review potential transportation improvements and provide insight on the effects of the proposed improvements to change traffic patterns within Middleboro. This is

particularly relevant to the Route 44 grade separation improvements. Based upon the traffic analysis, McMahon will assess potential interchange locations along Route 44 and will summarize the traffic pattern changes that emerge for the local roadways with modified access to Route 44.

Design alternatives for consideration may include an at-grade Route 44 alternative with limited intersection improvements and an at-grade intersection providing access to the resort casino. We will provide an assessment of this alternative and document the benefits and impacts in comparison to the grade separated alternative. The assessment will identify if an at-grade alternative would be viable for the traffic volumes projected for the completed resort casino or if the at-grade alternative would only be viable on an interim basis. If the at-grade alternative is not sufficient for the fully developed resort casino, we will identify the traffic generation thresholds that would require the implementation of grade-separation for Route 44 and the resort casino access and will consider the impacts of construction activities on the projected interim volumes.

McMahon will assess the connectivity between the resort casino and the downtown area and develop conceptual plans to improve traffic flow between these areas. Specific improvements will be identified for the roadways connecting Route 44 and the resort casino to downtown. Intersection improvements at Route 44, in the vicinity of downtown, and along these connector routes will be developed, as appropriate.

Task 3-Participate in Town Review Process

McMahon will participate in the town review process by attending meetings with the Planning Board, the Resort Advisory Committee, and the Board of Selectmen as desired by the Town of Middleboro. McMahon will make presentations at the meetings on our findings to date and will facilitate discussions related to transportation issues. We will meet with the project proponents, their consultants, other municipalities, and MHD to discuss the traffic related aspects of the proposed development, as requested by the Town of Middleborough. As appropriate at this stage, McMahon will serve as the Town's Liaison to MassHighway (MHD) by attending meetings and discussing improvements to state roadways with MHD.

Standards and Deliverables

Design plans, reports, correspondence, and presentation materials will be prepared documenting the results and findings of the tasks identified above. All material will be prepared and presented for ease of readability by the average citizen. Materials will be provided in paper and digital format. Reports will include executive summaries. We will work with Town staff to determine the appropriate format for all reports and correspondence.

Fee

As the exact scope and nature of these services is uncertain at this time, we propose to provide the above services on a time and materials basis in accordance with the attached standard provisions for professional services. For budgeting purposes, we have estimated the time and material fees prior to the review of the Draft EIS will be approximately \$35,000. We will provide the Town with monthly invoices and summaries of the work completed, staff involved, and related expenditures. As expenditures approach the above fee estimate, we will notify the Town and obtain approval prior to exceeding the above fee estimate.

Schedule

We are prepared to initiate work on this project immediately upon authorization to proceed. Early action items, such as collecting and reviewing prior conceptual designs and traffic studies and gathering of historic traffic count data may begin immediately. Additional services will be provided on an as needed basis and we will work with Town staff to establish the appropriate schedule for completion of such services.

Conditions

The conditions of our agreement call for the execution of this contract in the space provided below with the understanding that invoices will be provided monthly and are payable within 30 days. Any changes in the specific work program described above may result in an adjustment in the conditions and fees.

If you should have any further questions or require additional information, please feel free to contact me. We appreciate the opportunity to submit this proposal and look forward to working with you on this truly exciting project.

Very truly yours,



Gary R. McNaughton, P.E., PTOE
Vice President & General Manager – Taunton

Accepted for Town of Middleborough

By: _____ Title: _____
(Signature of Authorized Representative)

_____ Date: _____
(Printed Name of Authorized Representative)

McMAHON ASSOCIATES, INC.
STANDARD PROVISIONS FOR PROFESSIONAL SERVICES
JANUARY 1, 2009

SERVICES

McMahon Associates, Inc. reserves the right to make adjustments for individuals within these classifications as may be desirable in its opinion by reason of promotion, demotion, or change in wage rates. Such adjustments will be limited to the manner in which charges are computed and billed and will not, unless so stated in writing, affect other terms of an agreement, such as estimated total cost. The following rates will apply to actual time devoted by McMahon Associates, Inc. staff to this project computed to the nearest one-half hour.

| <u>PERSONNEL</u> | <u>HOURLY RATES</u> |
|---|---------------------|
| Principal | \$250.00 |
| Senior Associate | \$225.00 |
| Senior Engineer/Planner VIII/Associate | \$215.00 |
| Senior Engineer/Planner VII/Associate | \$200.00 |
| Senior Engineer/Planner VI/Associate | \$185.00 |
| Senior Engineer/Planner V/Associate | \$170.00 |
| Senior Engineer/Planner IV/Associate | \$160.00 |
| Senior Engineer/Planner III | \$145.00 |
| Senior Engineer/Planner II | \$135.00 |
| Senior Engineer/Planner I | \$125.00 |
| Chief of Surveys | \$130.00 |
| Traffic Control/Construction Specialist | \$125.00 |
| Party Chief | \$100.00 |
| Engineer VI | \$120.00 |
| Engineer V | \$115.00 |
| Engineer IV | \$105.00 |
| Engineer III | \$100.00 |
| Engineer II | \$ 90.00 |
| Engineer I | \$ 85.00 |
| Technician/Word Processor IV | \$ 85.00 |
| Technician/Word Processor III | \$ 80.00 |
| Technician/Word Processor II | \$ 75.00 |
| Technician/Word Processor I | \$ 65.00 |
| Survey Technician | \$ 65.00 |
| Field Traffic Count Personnel | \$ 40.00 |

TERMS

1. **Invoices** - Invoices will be provided on a monthly basis and will be based upon percentage of completion or actual hours, plus expenses. Payment is due to McMahon Associates, Inc. within 30 days of the invoice date. Unpaid balances beyond 30 days are subject to interest at the rate of 1.5% per month. This is an annual percentage rate of 18%.
2. **Confidentiality** - Technical and pricing information in this proposal is the confidential and proprietary property of McMahon Associates, Inc. and is not to be disclosed or made available to third parties without the written consent of McMahon Associates, Inc.
3. **Commitments** - Fee and schedule commitments will be subject to renegotiation for delays caused by the client's failure to provide specified facilities or information, or any other unpredictable occurrences.
4. **Expenses** - Automatic Traffic Recorder equipment usage will be billed at \$25.00 per 24-hour count. Incidental expenses are reimbursable at cost, plus an administration fee of 10%. These include subconsultants, reproduction, postage, graphics, reimbursement of automobile usage at the IRS-approved rate, parking and tolls. Expenses which by company policy are not billed as reimbursable expenses to clients and therefore, will not be billed as part of this contract include the following: air travel, rental car, lodging, meals, and long distance phone charges between McMahon Associates offices. If it becomes necessary during the course of this project to travel elsewhere, those travel costs will be treated as reimbursable expenses. These expenses will be reflected in the monthly invoices.
5. **Attorney's Fees** - In connection with any litigation arising from the terms of this agreement, the prevailing party shall be entitled to all costs including reasonable attorney's fees at both the trial and appellate levels.
6. **Ownership and Use of Documents** - All original drawings and information are to remain the property of McMahon Associates Inc. The client will be provided with copies of final drawings and/or reports for information and reference purposes.
7. **Insurance** - McMahon Associates, Inc. will maintain at its own expense Workman's Compensation Insurance, Comprehensive General Liability Insurance and Professional Liability Insurance and, upon request, will furnish the client a certificate to verify same.
8. **Termination** - This agreement may be terminated by the authorized representative effective immediately on receipt of written notice. Payment will be due for services rendered through the date written notice is received.
9. **Binding Status** - The client and McMahon Associates, Inc. bind themselves, their partners, successors, assigns, heirs, and/or legal representatives to the other party to this Agreement, and to the partners, successors, assigns and legal representatives of such other party with respect to all covenants of this Contract.



JAN 26 2010

December 15, 2009

Ms. Tara Pirraglia
IT Administrator
Town of Middleborough
10 Nickerson Ave
Middleborough, MA 02346

Dear Ms. Pirraglia:

As you requested, I have prepared a price quote to provide up to 3 days of consulting support. The time and materials price quoted below is based on 30 hours of labor, including travel and preparation time, transportation, and per diem costs for two round trips to Middleborough. The quote has been priced based on specific consulting hours and travel, but the total authorized amount can be used for either, and provides a not-to-exceed limit without prior approval.

| | Labor | Travel | Total |
|--|---------|--------|---------|
| ArcMap installation, database configuration, and cartographic support services | \$7,090 | \$302 | \$7,392 |

If the total hours quoted, are not required, they will not be billed. Should additional similar work be required and authorized, a new quote will be prepared. All work will be accomplished in accordance with a user-defined agenda with the deliverable being consulting time. The travel cost is based on cost estimates for staffing your request from ESRI-Boston. The price quoted above is effective for ninety days and is exclusive of any applicable state and local taxes including any foreign taxes, value-added tax, customs, or duties.

To order the consulting support as quoted, the following should be returned to fax number (978) 777-8476:

- Purchase order
- ESRI's proposal letter
- Signed Terms and conditions (G-363-B dated 4/2/09)

When we receive these completed documents, you will be contacted to finalize the staff assignment, schedule, and travel arrangements. Payment terms are contingent upon approval of credit. We look forward to supporting your GIS application. Please do not hesitate to contact me if you have any questions. You can reach me at (978) 777-4543, ext.8437 or via email at afrauenfelder@esri.com.

Sincerely,

Alfredo Frauenfelder
Regional Services Manager

Attachment: Terms and Conditions



ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
ESRI, Inc.
 55 Ferncroft Rd., STE 300
 Danvers, MA 01923-4001
 Phone: (978) 777-4543 Fax: (978) 777-8476
 DUNS Number: 06-313-4175 CAGE Code: 0AMS3

To expedite your order, please attach a copy of this quotation to your purchase order.
Quote is valid from: 01/21/2010 To: 04/21/2010

Quotation # 20360361

Date: January 21, 2010

Customer # 238126 Contract # 2008MPA6085

TOWN OF MIDDLEBOROUGH
 IT DEPT
 10 NICKERSON AVE
 MIDDLEBORO, MA 02346

ATTENTION: Tara Pirraglia
 PHONE: (508) 946-2435
 FAX: (508) 947-1009

JAN 26 2010

MIDDLEBOROUGH
 PLANNING BOARD

| Material | Qty | Description | Unit Price | Total |
|----------|-----|--|--|--------------------|
| 86353 | 1 | ArcEditor Concurrent Use License | 6,320.00 | 6,320.00 |
| 86353 | 1 | ArcEditor Concurrent Use License | 0.00 | 0.00 |
| 86497 | 1 | ArcEditor Concurrent Use Primary Maintenance - First Year | 1,500.00 | 1,500.00 |
| 109066 | 1 | ArcGIS Server Basic Enterprise for Windows Up to Four Cores License | 0.00 | 0.00 |
| 109217 | 1 | ArcGIS Server Basic Enterprise Up to Four Cores Maintenance - First Year | 3,000.00 | 3,000.00 |
| 115830 | 1 | ArcGIS 9.3.1 with USB Key Installation Package | 0.00 | 0.00 |
| 115072 | 1 | ArcGIS Server 9.3.1 Enterprise for Windows Installation Package | 0.00 | 0.00 |
| | | | Item Total: | 10,820.00 |
| | | | Subtotal: | 10,820.00 |
| | | | Sales Tax: | 0.00 |
| | | | Estimated Shipping & Handling(2 Day Delivery) : | 0.00 |
| | | | Contract Pricing Adjust: | 0.00 |
| | | | Total: | \$10,820.00 |

Pricing quoted is special pricing being offered exclusively to Middleborough as part of a migration from Integraph to ESRI technology. Quote for Services created separately.

* Please indicate on your purchase order if this purchase is funded through the American Recovery and Reinvestment Act, and whether ESRI is a Prime Recipient, Sub-recipient, or Vendor for reporting purposes.

Quoted By: Brian Moore, (978) 777-4543 x8450
Email: bmoore@esri.com

Account Manager: Brian Moore
Email: bmoore@esri.com

Acceptance of this quotation is limited to the ESRI License Agreement and the Quotation Terms and Conditions
 This Quotation is made in confidence for your review. It may not be disclosed to third parties, except as required by law.

If sending remittance, please address to: ESRI, File No. 54630, Los Angeles, Ca 90074-4630

MOOREB

This offer is limited to the terms and conditions incorporated and attached herein.



ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
ESRI, Inc.
 55 Ferncroft Rd., STE 300
 Danvers, MA 01923-4001
 Phone: (978) 777-4543 Fax: (978) 777-8476
 DUNS Number: 06-313-4175 CAGE Code: 0AMS3

To expedite your order, please attach a copy of this quotation to your purchase order.
Quote is valid from: 01/21/2010 To: 04/21/2010

Quotation # 20360361

Date: January 21, 2010

Customer # 238126 Contract # 2008MPA6085

TOWN OF MIDDLEBOROUGH
 IT DEPT
 10 NICKERSON AVE
 MIDDLEBORO, MA 02346

ATTENTION: Tara Pirraglia
 PHONE: (508) 946-2435
 FAX: (508) 947-1009

The following items are optional items listed for your convenience.
 These items are not included in the totals of this quotation.

| Material | Qty | Description | Unit Price | Total |
|----------|-----|---|------------|----------|
| 110211 | 5 | ArcGIS Desktop II: Tools and Functionality at ESRI Site 3 Days per Seat Instructor Led Training | 1,470.00 | 7,350.00 |
| 110213 | 5 | ArcGIS Desktop III: GIS Workflows and Analysis at ESRI Site 2 Days per Seat Instructor Led Training | 980.00 | 4,900.00 |
| 104686 | 1 | Data Management in the Multiuser Geodatabase at ESRI Site 3 Days per Seat Instructor Led Training | 1,470.00 | 1,470.00 |
| 104131 | 1 | ArcGIS Server Enterprise Configuration and Tuning for Oracle at ESRI Site 2 Days per Seat Instructor Led Training | 980.00 | 980.00 |
| 93198 | 2 | ArcView Single Use Unkeyed License | 0.00 | 0.00 |
| 87192 | 2 | ArcView Single Use Primary Maintenance - First Year | 400.00 | 800.00 |
| 115065 | 1 | ArcView 9.3.1 Single Use Unkeyed Installation Package | 0.00 | 0.00 |

* Please indicate on your purchase order if this purchase is funded through the American Recovery and Reinvestment Act, and whether ESRI is a Prime Recipient, Sub-recipient, or Vendor for reporting purposes.

Quoted By: Brian Moore, (978) 777-4543 x8450
Email: bmoore@esri.com

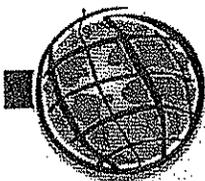
Account Manager: Brian Moore
Email: bmoore@esri.com

Acceptance of this quotation is limited to the ESRI License Agreement and the Quotation Terms and Conditions
 This Quotation is made in confidence for your review. It may not be disclosed to third parties, except as required by law.

If sending remittance, please address to: ESRI, File No. 54630, Los Angeles, Ca 90074-4630

MOOREB

This offer is limited to the terms and conditions incorporated and attached herein.



ESRI

380 New York Street
REDLANDS, CA 92373
Phone: 909-793-28535853
Fax #: 909-793-4801

Quotation

Date: 12/04/2009

Quotation Number: 25399558

Send Purchase Orders To:

ESRI, Inc.
380 New York Street
Redlands, CA 92373-8100
Attn: Emily Tamanaha

Please include the following remittance address on your Purchase Order:

ESRI Inc.
File #54630
Los Angeles, CA 90074-4630

TOWN OF MIDDLEBORO
PLANNING DEPT
20 CENTRE ST
MIDDLEBORO MA 02346
Attn: Joyce Rowley

Customer Number: 397986

For questions regarding this document, please contact Customer Service at 888-377-4575.

| Item | Qty | Material# | Unit Price | Extended Price |
|------|-----|---|------------------------|------------------|
| 10 | 1 | 87194 ArcView Concurrent Use Primary Maintenance Start Date: 04/01/2010 End Date: 03/31/2011 | 700.00 | 700.00 |
| | | | Subtotal | 700.00 |
| | | | Estimated Taxes | 21.88 |
| | | | Total | \$ 721.88 |

DUNS/CEC: 06-313-4175 CAGE: 0AMS3

This quotation is valid for 90 days and is subject to your ESRI License Agreement. The quotation information is proprietary and may not be copied or released other than for the express purpose of system selection and purchase/license. This information may not be given to outside parties or used for any other purpose without consent from Environmental Systems Research Institute, Inc. (ESRI).

Any estimated sales and/or use tax has been calculated as of the date of this quotation and is merely provided as a convenience for your organization's budgetary purposes. ESRI reserves the right to adjust and collect sales and/or use tax at the actual date of invoicing. If your organization is tax exempt or pays state taxes directly, then prior to invoicing, your organization must provide ESRI with a copy of a current tax exemption certificate issued by your state's taxing authority for the given jurisdiction.

Issued By: Emily Tamanaha

Ext: 5853

[CSBATCHDOM]

To expedite your order, please reference your customer number and this quotation number on your purchase order.



56 Exchange Terrace, Fourth Floor
Providence, Rhode Island 02903
tel: 401 751-5360
fax: 401 751-5499

December 9, 2008

Charles J. Cristello
Town Manager
Town of Middleboro
10 Nickerson Avenue
Middleborough, Massachusetts 02346

Subject: Scope of Services for Pre-Design Permitting

Dear Mr. Cristello:

CDM is pleased to provide you with this scope of services for pre-design permitting related to the upgrade of your wastewater treatment plant. Middleborough is facing multiple issues as it relates to wastewater treatment and collections systems, not the least of which is accommodating the proposed Wampanoag Resort Casino. With or without the development of the resort in town however, the town will be issued an updated NPDES permit for wastewater discharge to the Nemasket River leading to the Taunton River. This permit will address Phosphorus as well as Nitrogen and depending on the limits, will affect the design and operations of your facility.

It is our intent to better define upfront what these permit limits will likely be so as to better focus our efforts on what design and operations modifications will be necessary. The proposed resort as well as the expansion of the collection system in other areas of Middleborough will lead to significant expansion of the wastewater treatment plant. Once these parameters are better defined we can then make more informed recommendations leading to a focused planning and permitting strategy.

Our scope of services differs from the one proposed by another firm in that we seek to better define important parameters earlier in the process so well thought out strategies and as to better informed our decisions can be implemented as the town moves forward. Working collaboratively with the regulators, resort developers and their representatives as well as your staff we can accomplish this.



Mr. Charles J. Cristello
December 9, 2008
Page 2

Focusing on the size and type of process at this point will have significant impact on the permitting process leading to a more cost effective and implementable strategy.

We look forward to discussing this Scope of Services with you at your convenience.

Very truly yours,

A handwritten signature in black ink, appearing to read 'F. Adam Yanulis'.

F. Adam Yanulis
Vice President
Camp Dresser & McKee Inc.

Scope of Services

Town of Middleborough, Massachusetts

Water Pollution Control Facility Planning - Permit Limits and Process Alternatives Evaluation

Addressing capacity issues and potential permit limit of 8 mg/L total nitrogen and 0.2 mg/L total phosphorus

Introduction

The Town of Middleborough has entered into an Intergovernmental Agreement (IGA) with the Mashpee Wampanoag Tribe for the construction of a resort/casino in the Town. The IGA requires the Town provide sewer service to the proposed resort/casino and treat potential flows at the Middleborough Water Pollution Control Facility (WPCF). In order for these additional flows to be treated at the Middleborough WPCF and still maintain capacity at the plant for Middleborough growth, several process and facility upgrades will be necessary. These upgrades will extend the useful life of the plant and provide effluent meeting the plant's future discharge permit. A pre-planning document was developed by another engineering firm that began the process of identifying future flow associated with the development of the resort/casino, as well as review of certain upgrades and permitting requirements necessary to increase plant capacity and treat the future flows.

The Town has not yet received a new draft permit that is anticipated to include a total nitrogen discharge limit of 8 mg/L, while continuing to require an effluent total phosphorus discharge limit of 0.2 mg/L. Whereas the existing Middleborough WPCF currently meets a discharge limit of 0.2 mg/L total phosphorus, a total nitrogen limit of 8 mg/L cannot be met with the current process configuration.

The attached Scope is divided into three tasks. The first task will focus on communication between the Town of Middleborough and the United States Environmental Protection Agency (EPA) and the Massachusetts Department of Environmental Protection (MADEP). The purpose of Task 1 is to determine what options the Town has with regard to increasing capacity at the Middleborough WPCF to handle the additional anticipated flows from the resort/casino. The purpose of Task 2 is to perform a detailed alternatives analysis to best determine the necessary upgrades and process changes associated with meeting the increased flows and more stringent treatment limits for nitrogen. Task 3 involves summarizing the results of evaluation process and recommendations for proceeding with project permitting.

Task 1. WPCF Capacity and NPDES Permit Review

The objective of Task 1 is to meet with EPA and MADEP regarding the future NPDES permit and Middleborough WPCF permit limits.

A key component of this task will be meeting with MA DEP and/or EPA to discuss permit status and direction for future planning (additional discharge from plant vs moving forward with alternative disposal options including reuse and groundwater discharge). It is estimated that this will involve a total of 4 meetings.

A memorandum will be developed for distribution to MA DEP and EPA summarizing the estimated future flows and loads, stating the argument on behalf of the Town for a determination of the future disposal so that the planning process can proceed. The argument at this time will be centered around a "load basis" discharge that will keep current cBOD and TSS loading to the Nemasket River but increase hydraulic discharge capacity from the WPCF. The Middleborough WPCF is currently required to discharge cBOD and TSS to the Nemasket River at a concentration of 7 mg/L each, at a average daily design flow of 2.16 MGD. As an example, by lowering the required discharge to 5 mg/L for both cBOD and TSS, the plant can hydraulically discharge 3.02 MGD. The issue of a lower concentration based permit will be reviewed in the context of the overall strategy of meeting the future flow needs of Middleborough.

In addition to the capacity question, discussions will also be focused on identifying and confirming the future permit nutrient requirements to better streamline the planning purposes. CDM recommends discussion with MA DEP to approve the content of this scope, particularly Task 2, to ensure that aspects of comprehensive planning are being met that will streamline the various permitting processes associated with this work.

The final step of Task 1 will be to develop a final summary memorandum regarding "the way forward" in regards to capacity (i.e. whether groundwater recharge is necessary or if additional discharge from the plant is possible) and what nutrient or other potential discharge parameters need to be addressed in a new final permit. The results will be presented in a meeting to the Town and Mashpee Wampanoag Tribe.

It is also assumed under this task that there will need to be periodic progress meetings (estimated at an additional 4 meetings) with the Town and the Mashpee Wampanoag Tribe throughout Tasks 1 and 2.

Task 2. Evaluation of Nitrogen Removal Process Alternatives

The objective of Task 2 is to evaluate secondary treatment process alternatives that can achieve an effluent total nitrogen of 8 mg/L, while also meeting an effluent total

phosphorus of 0.2 mg/L. For the purpose of developing this scope, it is assumed that the next NPDES Permit received from EPA for the Middleborough WPCF will contain limits of 8 mg/L for total Nitrogen and 0.2 mg/L for total Phosphorus. If it is determined through the performance of Task 1 that a combination of surface water discharge, groundwater discharge and reuse is required, the alternatives evaluated in this task will be updated to ensure compliance. Wastewater treatment for nitrogen to 8 mg/L is adequate to meet both the NPDES discharge limit and the 10 mg/L required for reuse and groundwater discharge. Hydraulic analyses will also be performed, and layouts and costs will be developed for each alternative. A recommended plan will be provided in a report issued to the Town.

2.1 Select future flows and loads

Future flow and load values were estimated as part of a 'Summary Report' dated July 2008 and supplemented with a memorandum dated October 31, 2008. The flows and loads are assumed to be current and will be reviewed and updated if necessary.

2.2 Identify alternatives

Alternatives that provide the greatest cost benefit and adaptability to future conditions will be identified. The configuration options identified may include but will not be limited to those listed below.

- Modified Ludzack-Ettinger (MLE)
- Integrated Fixed-Film Activated Sludge (IFAS)
- Denitrification Filters
- Membrane Bioreactors
- Four-stage and five-stage Bardenpho
- Chemical addition

2.3 Evaluate Process Alternatives

Process alternatives that cannot achieve the required effluent limits will be eliminated from the list of alternatives. Calculations will determine unit sizes, whether existing tankage is adequate, MLSS concentrations, aeration requirements, and mass balances for streams of wastewater and solids associated with the changes to the biological processes at the Middleborough WPCF.

2.3.1 BioWin Model Development and Sampling Plan

This task will involve the development of a process simulation using BioWin software. In the future, as design the project moves towards process design, it will be important to calibrate the model with specific plan parameters and a sampling plan.

This task will also review existing wastewater quality data from the past three years and recommend a sampling and analysis plan necessary to characterize Middleborough's wastewater in order. The goal is to then use the simulation to assist with design of the selected alternative for Middleborough.

2.3.2 Water Pollution Control Facility Audit

This task involves a site visit a plant walkthrough with Middleborough WPCF staff and CDM function engineers (architectural, structural, HVAC, electrical, etc.) to evaluate existing plant equipment and determine components in need of replacement or upgrade.

2.4 Hydraulic analyses

This exercise will identify the possible need for intermediary pumps and determine if existing piping is sufficient or if larger pipes are required, as this will influence costs. A technical memorandum will be prepared summarizing the results and conclusions of the hydraulic analyses.

2.5 Preliminary Screening of Alternatives

The options will be ranked based on effectiveness of meeting limits, hydraulic impacts of implementation and the ability of the processes to be incorporated into the existing site. From this screening, the options will be selected for cost evaluation and ranking.

2.6 Develop layouts

For each of the selected process alternatives, a schematic of the site layout will be developed. Results from both the process evaluation (potential new tank requirements) as well as the hydraulic analysis (new pumping requirements) will be considered. Schematics for each process will be developed for inclusion as figures in the final report.

2.7 Evaluate costs

A cost effective analysis of each alternative will be developed for each selected alternative and will include costs associated with construction and operation of facilities included in each plan alternative including:

- Capital costs including the cost of construction and engineering;
- Operation and maintenance costs including the costs for labor, utilities (including costs for aeration), materials (including costs for chemicals), contractual services, expenses, replacement of equipment and parts to ensure effective and dependable operation during the 20-year planning period; and
- Salvage value at the end of the 20-year planning period.

2.8 Comparison and ranking of alternatives

Using 1) the cost evaluation of the process alternatives, 2) the ability to meet the effluent requirements, and 3) the possibility and adaptability of each process to address future permit changes, the alternatives will be compared and ranked.

2.9 Technical review

A review of all process alternatives will be performed by a committee of lead practitioners within CDM.

2.10 Recommended plan

The results of the technical review will culminate in the recommendation of process alternative. Factors considered will include reliability, complexity, ability to implement, and capital and operating costs.

2.10.1 Preliminary design criteria

Preliminary design criteria will be developed for the recommended process alternative. Such information may include schematic flow diagrams, unit processes, site plans, and design data regarding flow rates, detention times, and sizing of units. The requirements for operation and maintenance will also be summarized. Total project cost estimates for the recommended process alternative, moved forward from the previous cost effective analysis exercise, together with a schedule for completion of all work will also be presented. Total project costs will consist of engineering (study, design and construction phase), construction, contingency, legal, administrative, land acquisition, easements and other related costs.

2.10.2 Implementation plan

A schedule for implementation of the recommended plan will be presented. This schedule will detail the design and construction of the recommended process alternative and will also include any plan to phase construction of these facilities. The critical path items of the schedule will be identified.

2.10.3 Financial plan

The financing requirements necessary for the implementation of the recommended plan will be presented. The costs of the recommended process alternatives will be presented and the availability of any federal, state, or private assistance for reducing costs will be discussed.

2.11 Project Meetings

It is estimated for this project that there will be formal monthly meetings to update the Town on project status. In addition, the Town will be invited to participate in the technical review described in Task 2.9 and to comment while technical options are being finalized.

Task 3. Summary Report

The purpose of this task is to summarize the technical memorandums and findings of Parts 1 and 2 in a final report. The final report will include the technical memoranda, process alternative summaries, cost analyses, ranking of criteria, recommended plan, preliminary design criteria, implementation plan, financial plan, and other project details. The report will present the selected alternatives for meeting the nutrient removal limits as they relate to treating Middleborough flows. A draft will undergo internal QA/QC, followed by review by the town. The final draft will be published contingent on approval by the town and following any public participation as required by potential permitting processes.

Project Schedule

The schedule for Task 1 is estimated to take 3 to 6 months, depending on results of initial meetings with regulators. Task 2 and 3 are estimated to take 6 months.

Project Permitting

The attached draft budget for permitting reflects our best estimate based on a scope of work prepared by another consultant. It is our opinion that the scope of those services will change based on the scope items listed in this proposal. A more detailed permitting scope will result from the results of this study.

Summary of Costs by Task

| | <u>Hours</u> | <u>Cost</u> |
|--|--------------|------------------|
| Task 1 - WPCF Capacity and NPDES Permit Review | 112 | \$17,424 |
| Task 2 - Evaluation of Nitrogen Removal Alternatives | 686 | \$95,570 |
| Task 3 - Summary Report | 176 | \$28,740 |
| <i>Total</i> | <i>974</i> | <i>\$141,734</i> |

Jacqueline Shanley

From: Colleen Lieb [Colleen@stilesandhart.com]
Sent: Thursday, February 04, 2010 10:06 AM
To: Jacqueline Shanley
Cc: Ruth Geoffroy; Eric Cederholm
Subject: Recommendation on McMahon Proposal from the RAC
Attachments: ResortAdvisoryCommittee.pdf

Hello There,

Attached is correspondence for the Board of Selectmen regarding the vote taken at the January 28, 2010 Resort Advisory Committee meeting recommending favorable action on the McMahon proposal.

Please let me know if you have any questions.

Thanks,
Colleen Lieb

RESORT ADVISORY COMMITTEE
Centre Street
Middleboro, MA 02346

February 1, 2010

Board of Selectmen
Centre Street
Middleboro, MA 02346

Dear Honorable Board of Selectmen:

The Resort Advisory Committee voted at its January 28, 2010 meeting to recommend favorable action on the Transportation Design and Review Assistance for the Proposed Resort Casino, prepared by McMahon Transportation Engineers & Planners dated January 25, 2010 with a not-to-exceed amount of \$35,000.

If you have any questions or require additional information, please let us know.

Sincerely,



Colleen M. Lieb
Resort Advisory Committee