

December 15, 2008

Mr. Kenneth Blodgett  
Surface Transportation Board  
Case Control Unit  
395 E. Street, S.W.  
Washington, DC 20423

**RE: Comments on Environmental Assessment  
Finance Docket No. 35147  
Norfolk Southern Railway Company, Pan Am Railways, Inc. et al.  
Joint Operating Agreements – Pan Am Southern LLC**

Dear Mr. Blodgett:

Following are the comments of the Town of Ayer relative to the above-referenced Environmental Assessment. Through comments filed to date the Town has articulated as its fundamental concern the protection of the Spectacle Pond wellfields from construction and operation of a proposed new auto-unloading facility directly atop a Mass. Dept. of Environmental Protection (MaDEP) Zone II Recharge Area. These wells represent the Town's primary source of drinking water.

While considering the applicant's Environmental Assessment – and its proposed mitigation measures – the STB must utilize the full extent of its authority to ensure protection of this pristine drinking water supply. The Town's genuine concern, and the need for the STB's stringent review and protection of this vital water resource, is called for given the past circumstances of reportable releases to the MaDEP in just Ayer and Deerfield:

| <u>RTN</u>     | <u>Location</u>                  | <u>Town</u>      |                                                                                                                                             |
|----------------|----------------------------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| <b>2-16349</b> | <b>Upper Railroad Yard</b>       | <b>Ayer</b>      | <b>(1700 gallons diesel fuel; temporary shut-down of drinking water wells pending assessment 7/8/2007)</b>                                  |
| 2-16749        | Pan Am Railways                  | Ayer             |                                                                                                                                             |
| 2-17055        | Railyard                         | Ayer             |                                                                                                                                             |
| 2-12082        | Near Two Rail Lines              | Ayer             |                                                                                                                                             |
| <b>2-14046</b> | <b>Barnum Road</b>               | <b>Ayer</b>      | <b>(ruptured tanker release 30,000 gallons of methanol 10/18/2001)<br/>(also Notices of Non-Compliance Issued 8/24/2006 and 10/14/2008)</b> |
| <b>1-12430</b> | <b>B&amp;M Railroad Yard</b>     | <b>Deerfield</b> |                                                                                                                                             |
| 1-13006        | B&M E Deerfield Rail yard        | Deerfield        |                                                                                                                                             |
| 1-12219        | B&M Railroad Yard                | Deerfield        |                                                                                                                                             |
| 1-12998        | Rail yard                        | Deerfield        | <b>(also Notice of Non-Compliance Issued 12/12/2007)</b>                                                                                    |
| 1-12501        | East Deerfield Rail yard         | Deerfield        |                                                                                                                                             |
| 1-13894        | McClellan Farm Road              | Deerfield        |                                                                                                                                             |
| 1-13894        | B&M Railroad                     | Deerfield        |                                                                                                                                             |
| 1-15823        | B&M Railroad                     | Deerfield        |                                                                                                                                             |
| <b>1-16603</b> | <b>Former Lake Asphalt Plant</b> | <b>Deerfield</b> |                                                                                                                                             |
| 1-17029        | Pan Am Railroad                  | Deerfield        |                                                                                                                                             |

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Based upon this past experience it can reasonably be inferred that future events may occur. This makes the STB's involvement the highest priority.

In reviewing the proposed new auto-unloading facility, the Town would note that the activity proposed for the site does not conform with the Town's Aquifer Protection Bylaw (adopted December 1999) which prohibits trucking facilities within Zone II recharge areas.

Whereas the applicant's filing includes proposed construction of a new auto-unloading facility on a MaDEP designated Zone II aquifer for the town of Ayer's Spectacle Pond wellfields, and to mitigate against the potential of a catastrophic event despoiling the Town's primary drinking water supply, the Town would strongly encourage the STB to adopt the following:

1. Require applicants redevelop an existing, vacant auto-unloading facility located outside of the Zone II aquifer in favor of the new facility, and
2. At minimum, mandate inclusion of the SEA's environmental mitigation measures identified in Section S.5 (page S-7) of the Environmental Assessment with additional specificity and oversight through the Environmental Protection Agency and MaDEP, and
3. Require applicants to adhere to any comments or conditions suggested by the EPA, MaDEP, and Ayer's federal and state legislative delegation, and
4. Require PAS to install, and allow the Town of Ayer to operate, groundwater monitoring wells as detailed in the plan of GeoInsight dated July 30, 2007, entitled "Spectacle Pond Wellfields. Proposed Well Locations: Pan Am Property" which plan was filed with the STB as Exhibit B, to the Town's September 4, 2008 comments.

The above requests for condition supplement the prior filings of the Town in this matter.

Sincerely,

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Carolyn L. McCreary, Chair  
Board of Selectmen

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Shaun A. Suhoski  
Town Administrator

cc: Board of Selectmen  
Conservation Commission  
Water Dept. Foreman  
Board of Health  
Parties of Record