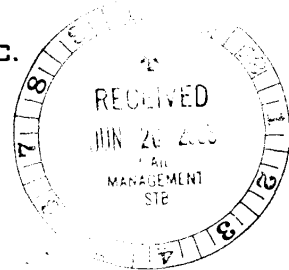




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PARALEGAL

DONNA M. TERNULLO
ASSISTANT

208204

VIA OVERNIGHT DELIVERY

June 25, 2003

ENTERED
Office of Proceedings

JUN 26 2003

Part of
Public Record

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, DC

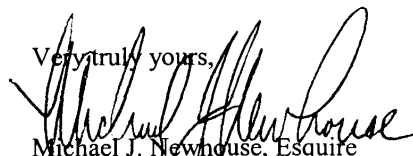
RE: Petition to Stay Exemption for New England Transrail, LLC
Finance Docket Number: 34365

Dear Secretary Williams:

Enclosed please find one (1) original and ten (10) copies of the Town of
Wilmington, Massachusetts' Petition to Stay the automatic exemption of New England
Transrail, along with a certificate of service indicating service of the pleading on Paul
Jacobi, Esquire, counsel for the applicant.

Thank you, and please feel free to contact me with any questions.

Very truly yours,


Michael J. Newhouse, Esquire
Wilmington Town Counsel
20 Middlesex Avenue
Wilmington, MA 01887

Enclosures

Before the
SURFACE TRANSPORTATION BOARD



Finance Docket No. FD34365

**NEW ENGLAND TRANSRAIL, LLC, EXEMPTION FOR OPERATION AS A
CLASS III CARRIER OVER LINES OWNED BY THE BOSTON AND MAINE
RAILROAD COMPANY**

PETITION FOR STAY OF EXEMPTIONS

Preliminary Statement

Based upon the Notice of Exemption filed pursuant to 49 CFR 1150.31 by New England Transrail, LLC *d/b/a* the Wilmington and Woburn Terminal Railroad Company (the "Applicant"), the Town of Wilmington (the "Town") requests that the Surface Transportation Board (the "Board") stay the granting of an exemption for the Applicant to operate as a class III rail common carrier over lines with running rights acquired from the Boston and Maine Railroad between a junction with the Massachusetts Bay Transportation Authority Boston-Concord main line at about MP 13.25 in Woburn, MA (on which the Boston and Maine Railroad retains freight service rights) to a junction with the Boston and Maine Wilmington-Woburn-West Medford branch just south of Eames Street, M.P. 14 in Wilmington, MA, including portions of the said branch lying south of Eames Street.

Said Notice of Exemption is hereinafter referred to as the "Notice NET".

Unless stayed, the exemption will otherwise become effective on June 27, 2003. A stay is necessary in order for the Protestant Town of Wilmington (hereinafter "Protestant Town") to have an adequate opportunity to fully address all stay of exemption issues, and further, to submit a petition to reject Notice NET and/or to revoke the exemption.

It is evident, even from the following limited presentation, that the Applicant has not recognized or acknowledged, and cannot quantify, the adverse impacts of the proposed development on both the Site and off-Site areas. The Applicant proposes to immediately construct and operate a solid waste transfer station on a site which is undergoing environmental investigation and remediation, without examining in any meaningful way the impact of the proposed facility on that investigation (including data collection) and on the already overburdened Site, adjacent dwellings and downstream municipal water supply. Clearly, the Applicant's notice contains false, inaccurate, incomplete and misleading information.

Standard for a Stay

The standard governing disposition of a petition for stay such as this is (1) whether the petitioner is likely to prevail on the merits of a request for rejection or revocation; (2) whether the petitioner will be irreparably harmed in the absence of a stay; (3) whether issuance of a stay would substantially harm other parties; and (4) whether issuance of a stay would be in the public interest. See Washington Metropolitan Area Transit Comm. v. Holday Tours, Inc., 559 F.2d 841 (D.C. Cir. 1977); and Virginia Petroleum Jobbers Association v. FPC, 259 F.2d 921 (D.C. Cir. 1958).

In the instant case, the Petitioner satisfies this standard based upon the issues more particularly set forth hereinbelow as Reasons for Stay. In short, the Petitioner is likely to prevail on the merits of a request for rejection or revocation, based upon the significant environmental impact resulting from the applicant's proposed development of the Site, as well as false and misleading information provided by the Applicant in its ER and verified Notice NET.

With regard to the merits of a request for rejection or revocation, the dispositive issue is whether an exemption is "necessary to carry out the transportation policy of 49 U.S.C. 10101 (the "Rail Transportation Policy"). Simply stated, the Rail Transportation Policy sets forth general transportation policy objectives related to the promotion of competition, efficiency, productive use of resources and **safety**. See City of Ottumwa v. Surface Transportation Board et al., 153 F.3d 839 (1998) [**Emphasis Added**]. In this case, the objectives of the Rail Transportation Policy actually would be frustrated by the requested exemption, insofar as it would allow for the proposed operation to the detriment of public safety, health and the environment.

The Petitioner will be irreparably harmed in the absence of a stay. Town residents substantially rely upon the drinking water supply downgradient from the Site, portions of which already have been closed due to contamination from the past operations at the Site. Furthermore, if the Site is developed as the Applicant proposes, there will be interference with the ongoing, yet incomplete, investigation and remediation of hazardous materials released at the Site. While the Massachusetts Department of Environmental Protection ("DEP") maintains jurisdiction over the remediation efforts (see Exhibit 1 attached hereto), the importation, possible storage, and transportation of such hazardous materials has not been heretofore considered by the Applicant, DEP, the Olin Corporation, or any other party involved in the remediation activities. This legally mandated process would certainly be complicated, and could possibly be irreparably derailed by the NET Notice activities.

The lack of opportunity to adequately address the impact of the proposed development on the remediation activities constitutes, in and of itself, irreparable harm. Likewise, the lack of opportunity to specifically address the impact of further potential contamination occurring both on and off the Site constitutes irreparable harm to the

Town. The rail line which the Applicant proposes to use runs through numerous sensitive environmental areas. Notwithstanding the Applicant's intention to transport hazardous materials, and possibly nuclear materials, through these environmentally sensitive areas off-site, absolutely no information has been provided regarding any measures to prevent contamination of these areas by accidental releases, daily operations, or sabotage. Reference recent rail spill in nearby community discussed in the Town's comments and reported in Exhibit 2 attached hereto.

The issuance of a stay would not substantially harm other parties, viz. the Applicant. Based upon representations made by the Applicant during a meeting with Town officials on May 28, 2003, the Applicant does not have an enforceable purchase and sale agreement with the Olin Corporation, the current owner of 51 Eames Street. Therefore, the Applicant does not have a vested financial, or even equitable property interest, in the 51 Eames Street property.

With regard to the Olin Corporation, pursuant to M.G.L. c.21E, it is liable for the complete remediation of historic and ongoing contamination both at, and emanating from, the property at 51 Eames Street. This obligation survives any potential sale to a third party purchaser. Furthermore, representatives of the Olin Corporation have publicly stated on numerous occasions that it has both the intention and financial ability to meet this obligation, and this financial ability is not contingent upon the immediate sale of the 51 Eames Street Site. Therefore, the stay would not substantially harm the Olin Corporation.

On the other hand, once the exemption is effective, the Applicant could take certain actions that will further complicate the Olin Corporation's obligation to remediate the contaminated Site. In this regard, the stay would be in the interests of the Olin Corporation.

Finally, the stay unquestionably would be in the public interest. The environment, Town residents (who rely upon the drinking water supply already affected by the contaminated Site), and residents of other municipalities who rely upon the Ipswich River Watershed, clearly would benefit by the opportunity to have meaningful input into the development of this Site. Indeed, elected representatives have affirmed the need to complete present investigative and remedial activities before the Site is assigned a new use. As discussed below, no meaningful review of the proposed activities has occurred in this case. See letters of legislative delegation included with Exhibit 1 attached hereto.

Reasons for Stay

1. Significant Environmental Impact Resulting from the Applicant's Proposed Development of the Site.

Title 49, Section 1105 of the Code of Federal Regulations known as the National Environmental Policy Act ("NEPA") is designed to ensure adequate consideration of

environmental and energy factors in the Surface Transportation Board's decision-making process.

The Protestant Town asserts that the significant environmental impact which the Town would suffer upon operation of the Notice NET constitutes a major federal action under 49 C.F.R. 1105.4. Therefore, the Notice NET requires an Environmental Impact Statement.

Further, 49 C.F.R. 1105.7 requires that an applicant for exemption submit to the Board submit an environmental report for its proposed action. The Applicant has failed to satisfy procedural requirements. Pursuant to 49 C.F.R. 1105.7(c), the Applicant must certify that it has sent copies of this environmental report to appropriate agencies and that it has consulted with all appropriate agencies in preparing the report. This section further mandates that these "consultations should be made far enough in advance to afford those agencies a reasonable opportunity to provide meaningful input." See 49 C.F.R. 1105.7(c).

In this case, the Town received a copy of the Applicant's notice of intent to file an exemption (hereinafter "Notice of Intent"), along with the Applicant's "Environmental Assessment" on May 12, 2003. Presuming that the "Environmental Assessment" constitutes an Environmental Report as defined by the C.F.R., it fails to conform to the requirements of the regulations.

In short, the Town was never consulted in advance to afford its administrative officials any opportunity to have meaningful input with regard to the Applicant's formulation of its ER. Contrary to statements made in Exhibit E of the Applicant's verified Notice NET, the Applicant never provided any Town official with any meaningful or specific information regarding its proposal prior to May 28, 2003.

It is true that on an undetermined date in March, the Applicant visited Principal Assessor Humphrey Moynihan to obtain information about 51 Eames Street. However, as the Principal Assessor, Mr. Moynihan has no responsibility for environmental review.

Aware that there are serious environmental concerns regarding 51 Eames Street, Mr. Moynihan escorted the Applicant to the office of the Town Manager for a spontaneous meeting. After a brief introduction to the Applicant's proposed development, Town Manager Michael Caira advised this representative that in his opinion, it would be unlikely that the Town would enthusiastically support the proposed use. In any event, however, Mr. Caira advised the Applicant's representative to visit the Director of Planning and Conservation Lynn Duncan, to obtain information regarding the site plan review process for re-development in Wilmington.

According to statements made by the Applicant on May 28, 2003, the Applicant did visit the Town Planning Office to obtain boilerplate site plan review documentation. However, at no time during the period of March through May 28, 2003 did the Applicant

ever contact the Planning and Conservation Director, or any other Town official, whether in writing, by telephone, or otherwise.

The Applicant's "informal meeting" at Town Hall did not afford meaningful input in any sense of the word. The Applicant's unannounced visit, on a date that the Applicant cannot even provide, amounts to mere subterfuge in the Applicant's attempt to abuse the process prescribed by Title 49 of the United States Code.

2. False or Misleading Information.

While the Applicant fails to provide a copy of its Environmental Assessment Form (aka Environmental Report or "ER") with the Notice NET, both the ER and the Applicant's Response to Comments from the Town of Wilmington (reference Exhibit D to Notice NET) contain false, inaccurate, incomplete and misleading information.

In the Applicant's notice of intent to file an exemption, dated May 10, 2003 and delivered to the Town on May 12, 2003 ("Notice of Intent"), a copy of which is attached hereto as Exhibit 3, the Applicant described the history of the Site by stating that the Olin Corporation acquired the 51 Eames Street Site in 1967. In fact, the Olin Corporation acquired the property in 1980. The Applicant noted, "The Site (51 Eames Street) is the closest available Site to downtown Boston and the inner Beltway (Interstate 95) serving the area." In fact, the company CSX, Inc. owns a perpetual railroad easement at their Beacon Yards freight loading facility in Allston, MA. This Site is within minutes of the Massachusetts Turnpike (Interstate 90) and downtown Boston.

Furthermore, the Eames Street Site is not 10 miles from downtown Boston as the Applicant has stated. In fact, the Site is approximately 20 miles from downtown Boston. The Applicant also claims, "The next closest available location in Tewksberry [*sic.*], Massachusetts, which is proximate to residential and retail areas and comprises only 8 acres and is located approximately 30 miles from downtown Boston-more than double the distance to downtown Boston and beyond that is Ayers, Massachusetts over 35 miles from downtown Boston." In fact, *Tewksbury* is an adjoining community immediately to the northwest of Wilmington and is by no means 30 miles from downtown Boston.

With regard to the Applicant's reservations about the alternative Tewksbury site, they are based at least in part on its proximity to residential and retail areas. However, the Applicant blatantly neglects to raise this same concern relative to the 51 Eames Street Site. While the Applicant states under the heading "Surrounding Land Use" that the site is "located in a current heavy industrial and rail transportation area, which is zoned Industrial", the Applicant fails to note that the site is within ½ to ¾ of a mile from over 100 homes located on Eames Street, Main Street, Woburn Street, Morse Avenue, Woodside Avenue, Melrose Avenue, Denault Drive, Holt Street, Lawn Street, Brentwood Avenue, Argonne Street and Verdun Road. Notably, a 132-Unit nursing home known as the Sunbridge Care & Rehabilitation Center for Wilmington is located on Woburn Street. This facility includes an Alzheimer's unit. See Exhibit 4 attached hereto.

Secondly, many of the Applicants comments contained in Exhibit D to verified Notice NET are false or misleading, if not outright deceptive.

For example, the Applicant significantly misstates the extent of chemical contamination of the Site. Further, the Applicant's response to the Town's comment #1 makes a distinction between the Olin property and the Olin site. Clearly, the Olin property at 51 Eames Street has some contaminant issues that are distinct from the larger Olin site. However, the Department of Environmental Protection, Bureau of Waste Site Clean-up has required that Olin submit a semi-annual reports on the status of remediation at the 51 Eames Street site. The site must meet specific environmental standards before personnel can enter the site to begin redevelopment. The most recent Construction Release Abatement Measure (RAM) report was filed on January 31, 2003. The next report is due in August of 2003. It is the position of Massachusetts DEP that redevelopment of the Site should not and cannot occur until remediation measures are complete. To allow such redevelopment prematurely would clearly contradict one of the policies sought to be achieved by the Interstate Commerce Commission Termination Act, viz. to protect the public safety and welfare.

In the response to the Town's comment #2 the Applicant quotes a report by GEI Consultants, Inc., the environmental consultant working for the Olin Corporation, as follows:

"recharge to the groundwater of the property contributes principally to the Aberjona River Drainage Basin, and not the Ipswich River Basin. Therefore, the redevelopment of the property will not significantly diminish or impact the recharge to the Ipswich River Basin, nor will enhanced recharge of storm water runoff to the groundwater at the Property contribute significantly to the amount of the groundwater within the Ipswich River Basin."

This statement references the infiltration of the natural runoff, which is associated with the wetland area toward the southern portion of the 51 Eames Street property. The Aquifer Protection Area overlays the northern part of the 51 Eames Street site and has been designated by the Massachusetts DEP as a Zone II Aquifer Recharge Area. The groundwater in this area contributes as a major source of the Town's drinking water. In a March 2003 Public Involvement Plan (PIP) disclosure, the Olin Corporation acknowledged that the direction of groundwater flow at the Site varies seasonally.

In any case, over 10 years of investigation have concluded that contaminants disposed of at the 51 Eames Street site have migrated into the Maple Meadow Brook Aquifer which feeds the Ipswich River Basin. These contaminants are highly likely to be responsible for the detection of N-nitrosodimethylamine (NDMA) in samples of groundwater obtained from 4 of the 5 municipal wells in south Wilmington.

In light of the documented consequences of contaminants on the 51 Eames Street property in the past, the potential for further contamination due to rail car derailments and spills of propane, gasoline and other chemicals is of grave concern to the Town. At no time, through either its ER or its Notice of Exemption, has the

Applicant even addressed the existence of NDMA at the Site. The Applicant makes this blatant and offensive omission, notwithstanding the fact that NDMA has recently caused five of the Town's nine drinking water supply wells to be closed until further notice.

The Applicant also incorrectly states in Exhibit D (Section 2) to its verified Notice NET that the Town has recently been approved a pipeline connecting the Town to the Massachusetts Water Resources Authority ("MWRA") which will allow the Town to cease drawing water from its aquifer wells. This statement is not only misleading, but actually deceptive. In fact, the Town has entered an agreement with the Olin Corporation to enable the Town make a connection to the MWRA water system. However, this connection is intended to be available for emergency purposes only. There is no agreement or plan to make a permanent connection, as neither the Town nor the Massachusetts DEP has decided to abandon the aquifer, which serves other Towns in addition to Wilmington.

Contrary to the Applicant's statements, the agreement between the Town and the Olin Corporation specifically provides in section 5, "The Town agrees to continue to operate the town wells in the Maple Meadow Brook aquifer in a manner so as to optimize available quality potable water from all such wells ..." See copy of Agreement attached hereto as Exhibit 5.

In its response to comment #3, the Applicant confirms that hazardous materials "will move be moved [*sic.*] directly into or out of rail cars which will be scheduled to be interchanged on a daily basis." The Applicant has not provided any detailed information about the safeguards that they would implement to minimize the effects resulting from derailments, to reduce the chances of spills or other accidents during the "interchange" of products into or out of rail cars, and minimize the effects of such accidents on this sensitive area. The Applicant seeks to avoid any substitute for the kind of environmental scrutiny that would be required for this solid waste transfer station under the state and local permitting scheme. See M.G.L. c. 11, s.150A; 310 C.M.R. 16.00 et. seq.

The Applicant's response to comment #4 suggests that, due to the approvals granted by Massachusetts DEP and the Town of a previous project that contained a larger footprint and a greater volume of truck traffic than the project proposed by the Applicant, that its current project should not present concerns for the town. This assertion is totally unsupported by fact, and it asks the Board to make a tremendous leap of faith. In any event, the Conservation Commission issued an Order of Conditions that contained 58 conditions on the previous proposal/ The Applicant notes:

"the prior developer had agreed to provide a limited amount of funds for the purpose of allowing the Town of Wilmington to acquire a parcel of land at the southwest corner of the intersection of Eames and Woburn Street (currently occupied by a combination residential/auto repair shop) so as to facilitate the turn between Eames Street and Woburn Street (southerly)."

In fact, the prior developer was required by the Town to provide more than just funds for land takings at this intersection. The previous proposed developer was required to provide all necessary land taking(s), and according to the written decision of the Planning Board "the applicant will support and assist the Town of Wilmington in its efforts to seek a Public Works Economic Development (PWED) grant to fund the design and construction of the Approved Intersection Plan... The applicant's Certificate of Occupancy will be conditioned upon completion of the final design of the Approved Intersection Plan and the award of a construction contract to implement the Approved Intersection Plan." Clearly, without a commitment of funds the project would not be able to proceed.

According to data from the Wilmington Police Department the intersection of Eames Street and Woburn Street already handles between 125 and 175 trucks per day. Given the narrow width of Woburn Street and Eames Street at certain points and the geometry of the intersection at Woburn Street and Eames Street, the existing volume of traffic already puts an extraordinary stress on the current infrastructure. The Applicant's proposal would more than double the volume of daily traffic. Presumably it is the intention of the Applicant to conduct a profitable business that would likely expand and grow in the future. Such growth would result in an increase in truck and rail traffic beyond the current projected activity. Aside from the stress on municipal infrastructure, and traffic delays at the intersection this traffic will impact a residential area. The Applicant has not made a detailed or firm commitment towards investing in the required improvements at the intersection. Noise and vibrations from trucks traveling along Woburn Street and Eames Street late in the evening will have a direct and deleterious impact on residents in this section of the community.

With respect to comment #5 regarding the Conservation Commission's Order of Conditions the Town points out that the conservation issues on 51 Eames Street were extensive. Amongst the 58 conditions the following are particularly noteworthy: (1) Condition #22 states that the applicant agreed to restrict development to 20.28 acres through a Conservation Restriction, (2) Condition #45 references the potential need for a Section 404 Permit under the Federal Clean Water Act and a Water Quality Certificate from DEP, (3) Condition #46 addresses the requirement for compensating wetlands, (4) Condition #54 identifies the need for implementation of a Release Abatement Measure (RAM) pursuant to M.G.L. CMR 40.0000, and (5) Condition #55 references mitigation measures required by the 401 Water Quality Certification to be issued by the MADEP for the project, including specifically the establishment of a \$50,000 fund by Olin Corporation for wetland projects.

According to a newspaper report in the Lowell Sun the Government Accounting Office recently concluded, "gaps in safety and oversight must be closed to better safeguard the 90 million tons of hazardous materials shipped by rail each year, and the residents who live in neighborhoods along the tracks. "On May 31, 2002," according to the Lowell Sun "a tanker car carrying 29,000 gallons of hydrochloric acid was discovered unattended on a trestle bridge in the Sacred Heart neighborhood of South Lowell leaking and acid and toxic fumes." It is an indisputable fact that rail transportation presents serious and inherent risks of accidents and unforeseen events.

Implementing an offloading facility on property within the Town's Zone II water recharge area and within close proximity to a residential area raises a host of emergency management issues. Given the types of material that may be transported to the site, an accident may require evacuation of the residential neighborhood including the nursing home. A spill, leak or other discharge of material at the 51 Eames Street site would immediately pose a threat to an area which has already sustained serious contamination; an area which the Town has consistently and diligently worked with the property owner to restore.

3. Jurisdiction of the Surface Transportation Board.

A stay is required to protect the effective jurisdiction of the Board over the transaction. In this case, the Applicant presumably proposes to have the exemption take effect as soon as possible. The Applicant also has indicated that it has not yet executed an enforceable purchase and sale agreement, but has only signed a "letter of intent". Representatives for the Olin Corporation likewise have indicated that a sales agreement has not been finalized. Should the exemption become effective, the Applicant might well take certain actions under the exemption which may prejudice or delay the ultimate resolution of issues by the Board. Typically, where a noticing carrier makes a statement postponing operations under the notice, the Board will issue a "housekeeping" stay in support of the Board's own jurisdiction. For example, see Iowa, Chicago & Eastern Railroad Corporation--Acquisition and Exemption—Lines of I&M Rail Link, LLC (served June 26, 2002).

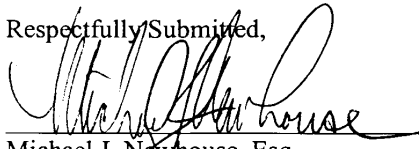
Conclusion

The Town of Wilmington respectfully petitions that the Surface transportation Board stay the Applicant's Notice of Exemption for a number of reasons, as stated above. Most notably, the Applicant has not fulfilled its statutory duty with regard to obtaining the benefit of the town's consultation in preparation of its Environmental Assessment. If the Applicant had done so, the report generated would have benefited from a detailed history of the extensive contamination on the proposed property, and the recent discovery of dangerous contaminants that have forced the shutdown of five of the town's nine wells.

As a result of this failure to consult, the Applicant's Verified Notice of Exemption is littered with factual inaccuracies, significant omissions, and misleading statements. The fact that the dangerous contaminant NDMA was recently found in the town's water supply and determined to have emanated from the Site, but is not even mentioned by the applicant, speaks volumes and is by itself reason to stay the exemption until a full examination of the environmental impact of the proposed use is conducted. Due to the voluminous amount of false and misleading information supplied by the Applicant in its Verified Notice of Exemption, the town fully expects that there is a significant likelihood

of success on the merits of its forthcoming Motion to Revoke the Exemption. As such, it is respectfully requested the Board grant this Stay of the automatic exemption.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Michael J. Newhouse", written over a horizontal line.

Michael J. Newhouse, Esq.
Law Office of Michael J. Newhouse & Associates, P.C.
Wilmington, MA 01887
Tel: 978/694-7600
Fax: 978/694-1661

CERTIFICATE OF SERVICE

I, Michael J. Newhouse, Esquire, of the Law Offices of Michael J. Newhouse, 20 Middlesex Avenue, Wilmington, MA 01887 hereby certify I have this day forwarded, by overnight mail postage prepaid, a copy of the following to Paul Jacobi, Esquire, Jacobi & Case, P.C., 300 Bic Drive, Milford, CT 06460-3055:

1. Town of Wilmington's Petition to Stay the exemption requested by New England Trainsrail, LLC

Signed under the Pains and Penalties of Perjury this 25th day of June, 2003



Michael J. Newhouse, Esquire

BBO No: 560039

Law Offices of Michael J. Newhouse

20 Middlesex Avenue

Wilmington, MA 01887

Phone: (978) 694-7600

Facsimile: (978) 694-1661

1



REC'D - TOWN MANAGER

P. O. BOX 248, 1186 LOWER RIVER ROAD, NW, CHARLESTON, TN 37310-0248

(423) 336-4000 FAX: (423) 336-4166

03 MAR 24 AM 11:44

TOWN OF
WILMINGTON, MASS

March 20, 2003

Ms. Karen Stromberg
MADEP
205 Lowell Street
Wilmington, MA 01887

Re: Final PIP Plan
Olin Corporation Site
51 Eames Street
Wilmington, MA
DEP RTM 3-0471

Dear Ms. Stromberg,

Please find enclosed the above referenced document.

If you have questions, you may contact me at 423-336-4511.

Sincerely,

Steve Morrow
AE

Steve Morrow
Principal Environmental Specialist

Cc: Wilmington Memorial Library
Greg Erickson- Wilmington Board of Health
Michael Caira - Wilmington Town Manager
Chris Pyott - MADEP
Margret Hanley - LSP

O L I N C O R P O R A T I O N

Final Public Involvement Plan

**Olin Corporation Site
51 Eames Street
Wilmington, MA
DEP RTN 3-0471**

March 20, 2003

PREPARED BY

Olin Corporation
1186 Lower River Road, NW
Charleston, TN 37310

Stephen Morrow, P.E.
Tel. 423.336.4000

March 2003

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Exhibits

- I. Petitioners' Questions
- II. Key Events

Figures

- 1. Olin Site Boundary and Study Areas
- 2. Hydrogeologic Setting of Olin Site

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1. Introduction

On September 18, 2002, Olin Corporation (Olin) received a petition from 10 residents of the Towns of Wilmington and Woburn. The petition requested that the Olin Site (also referred to herein as "the Site" and the 51 Eames Street Property") be designated as a Public Involvement Plan (PIP) site, under Section 14 (b) of Massachusetts General Laws Chapter 21E (M.G.L. c. 21E), the State "Superfund" Law. On October 8, 2002, Olin officially designated the Site as a PIP site, requiring the preparation and implementation of a PIP.

This Plan has been prepared by Olin, in accordance with the requirements of the Massachusetts Contingency Plan (MCP), 310 CMR 40.0000. The Olin Site is a Tier 1A site. Tier 1A sites are subject to all of the requirements in M.G.L. c.21E and the MCP, including public involvement. DEP retains the authority to ensure that public involvement activities are conducted in accordance with state law and regulations. Olin has undertaken both technical and public involvement activities required under the MCP at these sites.

Under M.G.L. c.21E, DEP is responsible for overseeing remedial actions at Tier 1A sites at which oil or hazardous materials (OHMs) have been released to the environment. Remedial response actions include: determining the nature, source and extent of the contamination; risks posed by the site; whether cleanup actions are necessary and, if necessary, determining and implementing the most appropriate actions. In addition, the remedial response action process provides opportunities for public involvement throughout the process. The remedial response action process is established by the MCP.

Public involvement during the remedial response action process is undertaken to ensure that the public is both informed of and involved in planning for remedial response actions. For sites at which the public indicates interest in becoming involved in this process, the party conducting the response actions designates the site as a PIP site, and the MCP requires the preparation of a plan, which identifies specific activities that will be undertaken to address public concerns to the extent possible. Due to public concerns about the Site, Olin has designated the Site as a PIP site, pursuant to the MCP.

The Plan will be implemented in conjunction with the development and implementation of remedial response actions for the sites. Olin will implement public involvement activities at the Site.

This document is the PIP for Olin Site located at 51 Eames Street in Wilmington Massachusetts. Section 2 contains background information on the Site; including site and environmental assessments, and public involvement histories. Section 3 explains how the

remedial response action process addresses community concerns that have been raised during the development of the PIP. Section 4 explains the public involvement activities. Section 5 contains a schedule for public involvement activities. Section 6 outlines the roles and responsibilities of those involved in implementing the PIP. Section 7 describes how the Plan may be revised in the future.

A draft version of this Plan was presented by Olin and DEP at a public meeting, which was held on Thursday, January 23, 2003, at the DEP's offices at 205A Lowell Street, in Wilmington. No comments on the Draft Plan were submitted at the meeting or in written correspondence, to Olin or DEP as of the close of the public comment period on February 14, 2003. Comments and questions regarding the Site, that were asked during the public meeting on January 23, are included in Exhibit I.

2. Site Background

2.1 Site Description

The Olin Corporation (Olin) Site includes land formerly occupied by chemical manufacturing facility at 51 Eames Street in Wilmington, Massachusetts, and areas to the west and southeast of the Property that are affected by the historical release of waste at the Property. A Plan showing the current, estimated boundary of the Olin site is presented as Figure 1. The areas that are either located within the estimated boundary of the Site, or which are included in the current study areas, includes the following:

- The **51 Eames Street Property (the Property)**, is bordered to the east by the right of way to the Massachusetts Bay Transit Authority (MBTA) commuter rail line, to the north by Eames Street, to the South by land owned by the City of Woburn and occupied by the former Woburn Sanitary Landfill, and to the West by an abandoned rail line and commercial properties along Jewel Drive. The 51 Eames Street Property occupies about 53 acres of land. The developed portion of the Property, which consists of about 30 acres north of the South Ditch, was the location of the historical manufacturing operations of Olin and several predecessor companies. Land to the south of the South Ditch is largely undeveloped, except for the southwest corner of the Property, that is occupied by a closed, three acre landfill (Calcium Sulfate Landfill) that was used to dispose of calcium sulfate sludges generated at the Property, and a lined detention area that was recently used to temporarily stage sediments prior to off-site disposal.
- Portions of the **East Ditch**, a drainage feature that is located to the southeast of the Olin Site, along the MBTA commuter rail line. This drainage feature receives groundwater and surface water discharge from the South Ditch, and discharges to the New Boston Street Drainway, a rip-rapped ditch along the east side of the MBTA right of way that connects the East Ditch and Halls Brook, in Woburn. Because there is a potential that surface water in the East Ditch could have drained into North Pond, south of Presidential Way, in Woburn, this surface water body is also included in the current study area.
- A drainage feature referred to as the **Off Property West Ditch (OPWD)** is located immediately to the west of an abandoned rail line, west of the Property, and east of Jewel Drive. Surface water in the OPWD discharges via a culvert under the abandoned rail line, to the east to the South Ditch on the Olin Property.
- **Main Street Properties** located between the OPWD and the Maple Meadow Brook Aquifer (MMBA) Study Area west of the 51 Eames Street Property. This area is

occupied by numerous commercial entities, including Sanmina Corporation, and residential properties that are located along Main Street.

- **Maple Meadow Brook Aquifer (MMBA) Study Area.** A portion of the water resource areas west of Main Street is located within the estimated Site Boundary. This area includes the mapped Zone II for five of the Town of Wilmington Water Supply Wells (WSWs), and the wetlands associated with the Maple Meadow and Saw Mill Brooks. A portion of the land that is being investigated as part of the Maple Meadow Landfill is located within the MMBA Study Area.

The location of these areas, as well as the street names in the site vicinity, is identified in Figure 1. The hydrogeologic setting of the Olin Site, including the location of major drainage features, and the WSWs, are depicted in Figure 2.

The Site is located within two watersheds. The Ipswich River Watershed, to the west of the 51 Eames Street Property, and the Aberjona River Watershed (also referred to as the Boston Harbor Basin) to the east. The drainage divide between the two watersheds is mapped by the USGS to be located along Main Street, as depicted in Figure 2. However, detailed hydrologic evaluations performed by Olin indicate that the drainage divide is located to the east, in the vicinity of the OPWD, and fluctuates seasonally. In general, surface water flow in the OPWD discharges to the east, to the Aberjona River watershed, under all hydrogeologic conditions. Groundwater flow, however, in the area around the OPWD fluctuates seasonally, as shown on Figure 2.

2.2 History of the Olin Site

The manufacturing facility, initially consisting of a laboratory and one chemical manufacturing plant, was constructed in 1953. From 1953 until approximately 1971, the facility expanded and was operated under the name of National Polychemicals, Inc. (NPI). Between 1953 and 1968, NPI was owned or operated by three different corporations, American Biltrite Rubber Co., Fisons Limited, and Fisons Corporation. In 1968, Stepan Chemical Corporation purchased NPI, and in 1971, NPI was merged into Stepan Chemical Corporation. Stepan continued to own and operate the facility from 1971 until 1980, when the property was purchased by Olin Corporation. Olin submitted closure plans for plant facilities to the DEP and United States Environmental Protection Agency (USEPA) in April 1986. The detailed ownership and operational history of the Olin property are discussed in the June 1993 Comprehensive Site Assessment (CSA) Phase II Field Investigation Report by Conestoga-Rover & Associates (CRA).

The facility historically manufactured chemical blowing agents, stabilizers, antioxidants and other specialty chemicals for the rubber and plastics industry. The raw materials used at the facility included sodium dichromate from around 1957 until 1967. The manufacturing

processes conducted at the facility generated liquid wastes including sulfuric acid, sodium chloride, sodium sulfate, ammonium sulfate, chromium sulfate, and other constituents, including oils and other organic compounds. The environmental contamination at the facility is the result of several different activities that were conducted at the facility prior to Olin's ownership. The major source of the contamination was the on-property wastewater disposal activities.

Prior to 1970, all liquid wastes were discharged into various unlined pits and ponds in the central portion of the property and into an unlined man-made excavation called Lake Poly Liquid Waste Disposal Area (Lake Poly). Some wastewater sank into the porous soil and some overflowed into the ditch system located on the property. Initial plans from the 1950s labeled Lake Poly as a 'filter bed'. This name and the design of Lake Poly to include a porous sand bottom reveal that the intent was to discharge wastewater directly into the soil. The wastes were discharged to these unlined pits and that liquid wastes with high concentrations of dissolved inorganic formed a dense layer, which sank through the aquifer and pooled on top of the bedrock.

In 1970, Stepan constructed an acid neutralization and treatment system, and installed new Lined Lagoons to replace the unlined pits and ponds. The treated wastewater was discharged to the on-property ditch system until the inter-municipal sewer system was completed in 1972. The remaining waste material, consisting primarily of calcium sulfate, was put into the lined settling lagoons. Periodically, these lagoons were dredged and the calcium sulfate was placed in a landfill on the southwest corner of the property, now known as the Calcium-Sulfate Landfill. Use of the Calcium-Sulfate Landfill was approved by the Commonwealth of Massachusetts in 1974. After its purchase of the property, Olin re-lined the lagoons 1981 through 1983. The lagoons and the Calcium-Sulfate Landfill were closed after 1986 when operations at the facility ceased.

The discharge into unlined pits, lagoons, and other industrial disposal areas at the property, beginning in the 1950s, caused subsurface contamination both on and off the Olin property. The most aerially extensive subsurface contamination is associated with a dense layer of inorganic contaminants dissolved in the groundwater that is present at the base of the sand and gravel aquifer. This layer is denser-than-water, occupies the bedrock lows, and is chemically and physically distinct from the overlying much less contaminated groundwater. This layer is characterized by high concentrations of sulfate, chloride, ammonia, chromium, and other inorganics. The estimated extent of the dense layer is shown in Figure 2.

Contamination may have also resulted from several other on-site activities. Drums containing organic chemicals were buried on-property prior to Olin purchasing the property. There are also reports that spills or leaks of chemicals occurred at the property through the years prior to Olin's ownership of the property. One or more of these releases resulted in the presence of a layer of process oil on the groundwater at the northeast corner of the 51 Eames

Street Property, which is the subject of an ongoing groundwater recovery and treatment system.

2.3 Environmental Assessment History of the Olin Site

The Olin Site was originally listed as a Location to Be Investigated by DEP in 1987, as a result of the Massachusetts Field Investigation Team (FIT) Phase I Inspection Report and subsequent scoring using the Hazard Ranking System (HRS). Olin applied for, and was granted, a Waiver of Approvals by DEP in 1989. Under the terms of the Waiver, the Olin Site was classified as a Non-Priority Site.

Conestoga Rovers Associates (CRA) was retained by Olin to perform a Comprehensive Site Assessment, which was completed in a report dated June 1993 (CRA, 1993). A risk assessment was also prepared by ABB Environmental Services, Inc. (ABB-ES) and submitted to DEP in 1993.

Based on the findings of this assessment, and on the new criteria set forth in the Massachusetts Contingency Plan (310 CMR 40.0000), which was promulgated in October 1993. DEP rescinded the Non-Priority status, and the Waiver of Approvals, and re-classified the Site as a Tier 1A Disposal Site on September 20, 1994.

Work conducted at the Site by Olin between 1994 and 1999 was performed under the terms of a Tier 1A Permit that was issued by DEP to Olin in 1994. An extension of this permit was granted by DEP in 1999. The Tier 1 A Permit expires in October 2003. Olin plans to submit a request for a permit extension in June to July 2003.

Extensive investigations have been performed at the Olin Site since 1994. Under the terms of the Tier 1A Permit, all MCP assessment and response actions are performed under the direct supervision of DEP. For all investigations performed after 1994, a Scope of Work (SOW) was prepared, and approved by DEP, prior to performance of the work.

A chronology of the investigations performed by Olin and others at the site since 1987, is presented in Exhibit II of this Plan.

The following work is planned for 2003, pending DEP approval of the related SOW, the acquisition of access agreements with adjacent property owners, or other local permits:

- North Pond Subsurface Investigation
- East Ditch Investigation
- Off Property West Ditch (OPWD) Investigation and Detailed Evaluation of Remedial Alternatives

- Additional Investigations of MMBA Study Area
- Implementation of Water Management Plan for Town Wells
- Further Evaluation of Potential COCs, and Comprehensive Testing of Public Water Supply
- Completion Statement for Construction-Related Release Abatement Measure (CRAM).
- Monitoring of WSWs, Sentinel Wells, and Distribution System, Inductance Logging of Wells, Continued implementation of Post Construction Monitoring Plan (PCMP), Private Well Sampling, and Monitoring of Sanmina Production Wells

2.4 Findings of Investigations Performed to Date

2.4.1 Nature and Extent of Contamination

Olin has not completed its investigation at all portions of the Site. However, based on the extensive investigations performed to date, the following preliminary findings have been made:

- Inorganic compounds, including ammonia, chloride, sodium, sulfate, and chromium, are the most prevalent class of contaminants associated with the site, and are detected at elevated concentrations (relative to background) in soil, sediment and surface, and groundwater on-property and in sediment and groundwater off-property. The primary sources of these inorganic compounds are the former unlined pits.
- Certain organic compounds, including Phthalates, Petroleum hydrocarbons, and trimethylpentenes, are also present in soil, sediment, and groundwater at the Property, and in significantly lower concentrations in groundwater to the east of the property, and in groundwater and sediment west of the Property, in the OPWD. Remediation of significant concentrations of organic compounds is ongoing at the Plant B Area at the Property. Remedial investigations in the OPWD area are in progress.
- The dense layer, which is composed primarily of the inorganic constituents, under the influence of gravity, has migrated under the influence of gravity, and has come to rest in bedrock valleys beneath the aquifer to the west and, to a lesser extent, to the east of the property. Based on groundwater modeling and direct measurement, the dense layer (Also known as Dense Aqueous Phase Liquid, or DAPL), is not moving, and is contained within bedrock depressions at the Property, and in portions of the Site that are West of the Property.
- Geochemical modeling and direct measurements of the dense layer and overlying groundwater has shown that contaminants diffuse very slowly from the dense layer.

- Certain inorganic compounds present in the DAPL and in groundwater west of the Property have been detected in the MMBA Study Area and in the Town Water Supply Wells. COCs in the Maple Meadow Brook Drainage Basin that are associated with the Olin Site include Ammonia (NH₃), Sulfate, Chloride, and Sodium, and Chloride. These compounds may also be associated with historical land filling in other known locations near the WSWs, and NH₃ may be associated, in part, with the current use of septic systems in areas to the west of the WSWs that are not serviced by the public sewer system.
- Monitoring data collected by the town and analyzed by Olin indicates that NH₃ concentrations in the water pumped from the WSWs are variable. Increases in the ammonia concentrations at the WSWs are associated with sustained increased pumping rates at the WSWs during the summer and/or periods of extended drought.
- Several COCs that have been detected at the Olin Site, primarily Chromium, have been detected in the upper reaches of the East Ditch. Surface water from the eastern portions of the Olin Site that drain to the East Ditch is known to contain chromium bearing-flocculant. There are also sources of chromium and other compounds, other than the Olin Property, located within the East Ditch Drainage Area. At DEP's request, Olin is evaluating the potential presence of compounds related to Olin in the East Ditch, and in the North Pond, a nearby water body that was potentially hydrogeologically connected to the East Ditch in the past.

2.4.2 Impact of Olin Site on Human Health and the Environment

Human Health and Environmental Risk Assessments were conducted in accordance with the MCP in 1997 as part of the Supplemental Phase II (Smith et al, 1997), and in 2000 as part of the Phase I Construction Related Release Abatement Measure (CRAM), Focused Risk Assessment, Harding ESE, April 2000). A separate Environmental Screening Assessment (ESA) of the Maple Meadow and Sawmill Brooks in the MMBA Study Area was also completed (MACTEC, November 2002). Evaluations of the extent to which conditions could pose an imminent hazard have also been performed for the conditions reported in the West Ditch, the South Ditch, at Sanmina, and in the Lake Poly Study Area.

These risk assessments evaluated the risk of harm to health, safety, public welfare and the environment posed by the conditions at the site, focusing on the types of contaminants and exposures that are reasonably likely, both under current and future conditions. These Risk Assessments will be updated, upon the completion of the supplemental investigations that are planned for 2003. Conclusions regarding the risks to human health and the environment, based on Olin's previous characterization and assessment of the conditions at the Site, are as follows:

On-Property

- No significant risks are posed to persons currently working at the Olin property.
- Elevated VOCs in groundwater and soil, at the Property, in the area to the west of Plant B, could pose an unacceptable risk to occupants of buildings proposed for the area, under some conditions. Additional remediation is underway in this area to reduce or eliminate conditions that could pose an unacceptable risk to building occupants.
- Conditions other than the VOCs in the vicinity of Plant B, will not pose a significant risk to persons working at the Olin property in the future, or to the occasional trespasser. A land use restriction will be imposed so that persons conducting any subsurface work at the property, such as utility personnel, do not excavate in impacted areas without taking adequate protections. The land use restriction will also prohibit certain uses of the property, such as residential use, unless further actions are performed to address the contamination.
- Because concentrations of inorganics in surface water within the South Ditch have been measured at concentrations above Ambient Water Quality Criteria (protective of aquatic life), a condition of no significant risk to the environment has not been achieved.
- Because concentrations of inorganics in groundwater have been measured in groundwater at concentrations above Groundwater Upper Concentration Limits, a condition of no significant risk to the environment has not been achieved.
- Sediments at certain locations within the On-Property West Ditch and South Ditch contained concentrations of inorganics and organics that were not consistent with a condition of no significant risk to the environment. Sediments from those locations and also from contiguous locations were removed and replaced with clean material. The downstream portion of the South Ditch has been further characterized and will be evaluated further.

Off-Property

- No significant risk is posed to an industrial worker at Sanmina Corporation currently exposed to groundwater through Sanmina's use of groundwater in its industrial process.
- No significant risk is posed to the neighborhood resident who could currently be exposed to surface water and sediment in the off-property ditches.
- Olin related COCs that are present in treated drinking water at BRTP do not pose a significant risk to residents of the Town of Wilmington who obtain their drinking

water from the Maple Meadow Brook municipal wells, under current conditions. There is a concern, however, that levels of ammonia in treated water may result in the formation of unacceptable levels of nitrite in the distribution system. DEP has determined that levels of nitrite in the Wilmington distribution system that are greater than the USEPA Maximum Contaminant Level (MCL) of 1 mg/l would pose an unacceptable risk to some populations. Therefore, additional remedial measures are required to address the concentration of ammonia, and the potential formation of nitrite, in the distribution system.

- Because there are portions of the aquifer where contaminant levels exceed Massachusetts's drinking water or other standards, under the MCP, it cannot be concluded that no significant risk exists.
- No significant risk would be posed to visitors, workers, or neighbors of the 51 Eames Street Property, during or after the proposed commercial or industrial redevelopment, provided that an appropriate Activity and Use Limitation (AUL) is maintained.
- A Condition of no significant risk to the environment exists with respect to the MMBA Study Area wetlands, surface water, and sediment and no further evaluation is required for those media.
- Because concentrations of inorganics in surface water within the Off-Property West Ditch and the East Ditch have historically been measured at concentrations above Ambient Water Quality Criteria (protective of aquatic life), a condition of no significant risk to the environment has not been achieved.
- Because concentrations of inorganics in groundwater have been measured in groundwater at concentrations above Groundwater Upper Concentration Limits, a condition of no significant risk to the environment has not been achieved.
- Further characterization of surface water and sediment is planned for the East Ditch Study Area, including North Pond.

2.5 Remedial Actions Performed To Date

The findings of the extensive investigations performed to date have supported the selection and implementation of remedial action at the Property. These remedial actions include:

- Installation of a Groundwater Recovery and Treatment System at Plant B. This system is designed to capture contaminated groundwater and process oils that are present as a separate phase layer on the groundwater surface, and to prevent the discharge of contaminated groundwater and oil to the nearby East Ditch. This system has been in continuous operation at the Property since 1982, and is currently managed as an Immediate Response Action (IRA) under the MCP. IRA Status Reports on the operation of Plant B are submitted to DEP every 6 months.

- Installation of Air Sparging and Vapor Extraction (AS/SVE) System in Vicinity of Plant B. In 2001, an AS/SVE system was installed to recover and treat volatile organic compounds that are present in soil and groundwater in the vicinity of Plant B. This system is designed to enhance the effectiveness of the operation of Plant B, and to reduce the period of time that will be required to remediate the area. The effectiveness in the AS/SVE system is monitored monthly, and is reported to DEP every six months in the IRA Status Report for Plant B.
- Drum Removal. Buried Drums and Debris were removed from two locations at the Property in the fall of 2000, under the terms of a DEP Approved RAM. A RAM Completion Statement was submitted to DEP in July 2001.
- Sediment Removal and Management of Flocculant (Floc) in On-Property Ditch System. Chromium-bearing flocculant was removed from the On-Property West Ditch in 1994, and the formation of the Floc was managed through the use of a weir at the confluence of the On Property West Ditch and South Ditch, between 1994 and 2000, as part of a DEP approved IRA. In 1998, Olin established that the conditions in the Ditch System did not warrant an IRA, and an IRA completion statement was filed in October 1998. Approximately 11,000 tons of contaminated sediments were removed from portions of the On Property West Ditch, and the South Ditch, in 2000 and 2001, as part of a Construction Related RAM (CRAM). The sediments were dewatered on the Property, and disposed of as a contaminated, non-hazardous waste at a permitted, off-site disposal facility. A replacement weir (also referred to as a box culvert) was installed at the upper reaches of the South Ditch, to provide a mechanism to control flow and to some extent, the migration of Floc from the OPWD. Following excavations of the sediments, the original grade of the ditch system, and the wetland vegetation was restored under the terms of an Order of Conditions (OOC) and other permits, issued by the Wilmington Conservation Commission, and the U.S. Army Corp of Engineers, respectively. Monitoring of the restored wetland is ongoing.
- Installation of Subsurface Containment Wall (Slurry Wall). A subsurface containment wall was installed around an area of residual dense layer at the Property in 2000. The installation of the wall, which extends to bedrock, and encloses an area of about 4.6 acres, and an overlying cap, resulted in the containment of approximately 80 percent of the mass of contamination in groundwater at the Property. This containment measure is intended to minimize the impact that the residual dense layer at the property has on water quality in the South Ditch, and the downstream water bodies. The work was performed as part of the CRAM. Olin is maintaining the existing cap until a final cap is constructed as part of the redevelopment of the Property. The effectiveness of the containment Wall and cap is monitored under the terms of a DEP-approved PCMP. The findings of the PCMP are submitted to DEP in a RAM Status Report every 6 months.

2.6 Risk Reduction Measures

In addition to the remedial measures described above, Olin has taken further steps to manage, and reduce potential risk at the Site. These measures include:

- Notice of Limitations (NOLs). Olin notified property owners that are located downgradient of the property that used or maintain private water wells, to ensure that they were aware of the conditions at the Site, and of the potential impacts to water that could be pumped from their wells. For each of these properties, Olin has established that the presence of contamination in groundwater at depth does not result in an imminent hazard to the residents or visitors at these properties. Olin entered into agreements with some of the property owners to ensure that (i) the Property is connected to a public water supply system, if applicable; (ii) the closing of any private water supply well(s) located within the Property; and (iii) the prohibition of the use of any private water supply and any installation of new private water supplies within the Property.
- Downgradient Property Status. Olin has established Downgradient Property Status (DPS) for certain commercial properties located downgradient of the Olin Property. DPS requires that the source of the contamination at a property is attributable to an upgradient source, that the property owner has not caused or contributed to the contamination, and that conditions at the downgradient property do not result in an imminent hazard. The owner of a property that is subject to a DPS has limited liabilities for the contamination that is from the upgradient source, under the MCP.

2.7 Active Monitoring

Olin conducts, or funds, the testing of water quality in the town of Wilmington to assess the potential impact that conditions at the Olin Site on public health and the environment. Active monitoring programs for the Olin Site include:

- Funding of Water Quality Monitoring Equipment at the Butters Row Treatment Plant (BRTP). Statistical evaluations performed by Olin, indicated that the concentration of some of the contaminants associated with the historical releases at the Olin site correlate to changes in specific conductivity in water. In 1999, Olin funded the installation of an automated Specific Conductivity Meter at BRTP to enable the Town to monitor real-time changes in specific conductivity on water entering the plant. This equipment is maintained and operated by the Town of Wilmington.
- Funding of the weekly monitoring of Treated Water in Wilmington Water Distribution System. Weekly testing of treated water collected by the Town of Wilmington at Butters Row Treatment Plant (BRTP) and 11 locations within the

water supply distribution system has been performed since April 2000, and is funded by Olin. Samples are tested by an independent laboratory retained by the Town, for ammonia, nitrate, and nitrite, and the results are reported directly to the Water and Sewer Department.

- Monthly Monitoring of the Town of Wilmington Water Supply Wells. Olin has collected water samples from the Town Wells in the MMBA for chemical testing, on at least an annual basis, since the late 1980s. Samples are tested for compounds that are related to the Olin Site (ammonia, chromium, sulfate, chloride, and sodium, as well as several other water quality parameters). Between 1994 and 1996, Olin conducted quarterly monitoring of the WSWs, and reported the results to DEP and the Town in Quarterly Status Reports. Since 1996, Olin has tested the wells monthly, and has submitted monthly reports to DEP, the Wilmington Board of Health, and the Wilmington Water and Sewer Division. These results are continuously evaluated for statistical trends, and are summarized in a statistical evaluation report that is submitted to DEP every 18 months. Potential significant changes in water quality are reported to DEP and the Town of Wilmington.
- Quarterly Monitoring of Sentinel Wells. Olin collects groundwater samples from monitoring wells located within the MMBA Study Area, within the contribution area to the Wilmington Water Supply Wells. Under this program, These results are continuously evaluated for statistical trends, and are summarized in a statistical evaluation report that is submitted to DEP every 18 months. Olin promptly re-samples wells where statistically significant changes in water quality are noted. If confirmed, potential significant changes in water quality must be reported to DEP and the Town of Wilmington.
- Post Construction Monitoring Plan (PCMP). Olin monitors groundwater and surface water quality, and elevation, in the areas that are potentially affected by the containment wall at the Property. The areas monitored include the OPWD and the South Ditch. The findings of the PCMP are submitted to DEP as part of the CRAM Status Report, every 6 months.
- Quarterly Monitoring of Sanmina Production Wells. The water quality at two production wells utilized by Sanmina Corporation (Sanmina), is monitored by Olin on a quarterly basis. Under the terms of a DPS Statement, Sanmina also monitors and performs qualitative monitoring of water quality at the wells on a weekly basis, and provides a record of the monitoring to Olin upon request. The results of the quarterly monitoring are included in the statistical monitoring report for the Sentinel Wells, which is submitted to DEP every 18 months. Potential significant changes in water quality must be reported to Sanmina, DEP and the Town of Wilmington.
- Annual Inductance Logging. Olin performs inductance logging of groundwater at selected wells, to monitor for potential changes in the extent of the dense layer. Inductance logging has been performed since 1997, and is reported annually to DEP.

- Residential Well Sampling. Between 1990 and 1992, Olin sampled private residential wells located to the southwest of the Property, that were used for potable purposes. Subsequently, Olin agreed to perform annual testing of the wells, if requested by the property owner or resident. The results of this testing, and an assessment of the results of the testing, when performed, are provided to the residents, DEP, and the Wilmington Board of Health. A summary of the testing of the residential wells was also provided to the Woburn Board of Health.

2.8 Public Involvement History

Olin has complied with all of the MCP public participation requirements that have applied to the activities at the site since 1993. In addition, Olin has taken the following additional steps to ensure that the public is informed of assessment and remediation activities at the site.

- Public Open Houses have been held at the Olin Facility annually since 1996. Neighbors and other interested parties were informed of these Open House events through the newspapers, and through written notice by Olin.
- Annual presentations on the status of the Olin Site have been given to the Wilmington Board of Selectmen by Olin since 1997.
- A Repository of Key Site Investigation Reports was established at the Olin Facility at 51 Eames Street in Wilmington, and has been open daily for public review since 1997.
- Copies of many of the Olin Reports have been submitted to the Wilmington Board of Health and are available for review.

On September 18, 2002, Olin Corporation (Olin) received a copy of a petition requesting that Olin Corporation (Olin) Site in Wilmington, Massachusetts (the Site), be designated as a Public Involvement Plan (PIP) Site under the provisions of 310 CMR 40.1403(9). The letter was dated September 5, 2002, and was addressed to Ms. Karen Stromberg of the Massachusetts Department of Environmental Protection (DEP) Bureau of Waste Site Cleanup (BWSC). On October 8, 2002, Olin formally designated the Olin Site as a PIP Site, and began to develop the draft Plan in accordance with the MCP

In developing the draft PIP, Olin conducted interviews in October, November 2002 and January 2003 with key Town officials in Wilmington and Woburn, and individuals interested in the site. Concerns that were identified during the interviews are presented in Exhibit I. The draft Plan was presented, for public comment, and a Public Meeting that was held on January 23, 2003. Comments and questions raised during the public meeting, and/ or received in writing since the Site was designated as a PIP Site, are included as part of Exhibit I.

Some of the concerns raised by the petitioners deal with issues, which are not regulated under M.G.L. c.21E and the MCP and, therefore, cannot be addressed under this PIP (i.e., traffic, and real estate development). These concerns are listed under Section E of Exhibit I.

3. Addressing Public Concerns

The process for assessing and cleaning up disposal sites, as set forth in the MCP (310 CMR 40.0000), is designed to address the possible effects of the site on health, safety, public welfare, and the environment.

Once a release of OHMs has been investigated (Phase I of the remedial response action process) and the site has been Tier Classified, the process proceeds to:

- Comprehensive field investigation of the nature and extent of the contamination, and an evaluation of any risks posed to the public and the environment from the site (Phase II).
- Identification and evaluation of remedial response action alternatives and selection of feasible measures that will achieve a permanent cleanup at the site (Phase III).
- Implementation of the selected remedial response actions (Phase IV).
- Operation and Maintenance (O&M) of a remedy and/or monitoring (Phase V).
- Response Action Outcome (RAO).

Physical work at a site where response actions are in progress includes sampling and other environmental field-testing, and the implementation of the selected remedies. It may also include the implementation of measures designed to stabilize conditions at the site to prevent the continued migration of contaminants or eliminate an imminent threat to public health, safety, welfare, or the environment until planning for remedial response is underway (i.e., Release Abatement Measures (RAMs), or Immediate Response Actions (IRAs).

At each step of the remedial response action process, plans for work are developed, the work is conducted, and reports describing results and recommendations for the next step are prepared. The documents which describe each of these steps are the cornerstone of the remedial response action planning process, since they provide the information necessary to make decisions about how a site should be cleaned up.

As noted in Exhibit I, the Petitioners have raised a number of concerns about the Olin Site. The remedial response action planning process is designed to address the concerns about the nature and extent of contamination; possible risks posed by the site to health, safety, public welfare, and the environment; and the adequacy of proposed cleanup measures. Some of these concerns have or are being addressed in Phases II and III of this process.

4. Public Involvement Activities

In accordance with the MCP (310 CMR 40.1400), activities undertaken to involve the public in response actions serve two purposes:

- Inform the public about the risks posed by the site, the status of remedial response actions, and the opportunities for public involvement.
- Solicit the concerns of the public about the site and response actions, and shall consider, address, and where relevant and material to the response action, incorporate these concerns in planning response actions.

To meet each of these objectives, Olin will undertake specific activities during the remedial response process at the Olin Site. These activities are described below.

4.1 Informing the Public

Olin will provide site-specific information to the public by establishing an information repository; developing and maintaining a site mailing list to distribute information about the site; and providing advance notification to local officials and residents about site activities.

4.1.1 Information Repositories

- Publicly Available Site Files: Files on the Olin Site are maintained at the DEP's Northeast Regional Office. The files contain all documents pertaining to the sites with the exception of any enforcement-sensitive material. Appointments to view the site files can be made by contacting Holly Migliachi, DEP Northeast Regional Office, 205A Lowell Street, Wilmington, MA 01887 (978.661.7600).
- Local Information Repository: Olin has established and will maintain a local information repository to provide Wilmington and Woburn residents with easy access to information about the site cleanup process and the results of site investigations. The site information repository contains a complete copy of the DEP site files, and key MCP submittals, including: work plans; sampling and field testing plans; technical reports, and documents summarizing results and recommendations; relevant correspondence; press releases; public information materials; the PIP; public meeting summaries; summaries of responses to comments received; and copies of public notices about the disposal site. Information is sent to the repository by Olin or DEP as it is developed. On a monthly basis, a notice of the availability of new documents will be sent to the site mailing list.

The information repository for the Olin Site is located at:

The Wilmington Public Library
175 Middlesex Avenue
Wilmington, Massachusetts 01887
Tel. 978.658.2967

(Open Monday through Thursday, 9:00 am to 9:00PM, and Friday and Saturday, 9:00 am to 5:00 pm).

The new Information Repository at the Wilmington Library replaces the former repository at the Olin Facility.

4.1.2 PIP Site Mailing List

Olin has established a mailing list for the Site. The site mailing list includes: petitioners, interested residents, local news media, municipal officials, state legislators, DEP, and anyone else indicating an interest in receiving information about the site. The mailing list is used to announce upcoming public meetings, notices of public comment periods on and the availability of documents in the information repositories, and any other information about the Olin Site. Olin maintains the mailing list and updates it as necessary and will provide DEP with a copy of the site mailing list.

Anyone wishing to be added to the mailing list can call or write to:

Steve Morrow, P.E.
Principal Environmental Specialist
Olin Corporation
P.O. Box 248
Charleston, TN 37310
Tel. (423.336.4511),
Toll Free (1.800.295.6141)

4.1.3 Notification to Local Officials and Residents of Major Milestones and Events

The MCP requires community notification of major planning and implementation milestones at disposal sites. Major milestones include the start of field work related to: (1) the use of Level A, B, or C protective clothing or respirators; (2) implementation of Phase IV; (3) residential sampling; (4) implementation of a RAM; and (5) implementation of an Immediate Response Action (IRA) taken to address an imminent hazard, and the completion

of each phase of the remediation process, including Downgradient Property Status (DPS), Activity and Use Limitation (AUL), and Response Action Outcome (RAO).

Notification of field work will include information on the type of work and its approximate duration. Notification will be made by Olin to the people on the Notification List at least one day before the activity is scheduled to begin. Notifications may be made by telephone, email, and/or written correspondence. Notification at the end of a remedial phase will include a summary of the phase report and information on where the report can be reviewed. Those to be notified include:

NOTIFICATION LIST

Name	Affiliation	Address & Phone
Michael A. Caira	Wilmington Town Manger	Town Hall, 121 Glenn Road Wilmington, MA 01887 978.658.3311
John Curran	Mayor, City of Woburn	City Hall 10 Common Street Woburn, MA 01801 781.932.4501
Greg Erikson	Wilmington Board of Health	Town Hall, 121 Glenn Road Wilmington, MA 01887 978.658.4298 boh@town.wilmington.ma.us
Jack Fralick	Woburn Board of Health	Town Hall 10 Common Street Woburn, MA 01801 781.932.4407
Carol A. Donovan	State Representative	State House Room 473B Boston, MA 02133 617.722.2240
James R. Miceli	State Representative	State House Room 167 Boston, MA 02133 617.722.2582

NOTIFICATION LIST

Name	Affiliation	Address & Phone
Robert A. Havern III	State Senator	State House Room 513 Boston, MA 02133 617.721.1432
Kathleen Barry	Key Petitioner	14 Powder House Circle Wilmington, MA 01887 978.658.4725

In addition, the Wilmington and Woburn Fire and Police Departments will be notified in situations where public safety is a concern.

4.2 Soliciting Public Input

Olin and DEP will provide opportunities for public input regarding site cleanup decisions by holding public meetings and comment periods and preparing summaries of all comments received during the public comment period and responses to them.

4.2.1 Public Meetings

Olin will brief the public about the status of the Olin Site during the remedial action process.

Meetings will take place as requested by the petitioners, or as determined by DEP meetings may take place at the following milestones:

- Draft PIP (Public Meeting was held on January 23, 2003)
- Phase II SOWs
- Risk Assessment SOWs
- Phase II CSA Completion Statements
- Remedial Action Plans (RAP) - Phase III
- Remedy Implementation Plans (RIP) - Phase IV
- RAM Plans
- IRA Plans
- RAO Statements

Meetings serve two purposes: (1) to provide community officials and the general public with a progress report regarding remedial response actions at the site, and (2) to provide an opportunity for the public to question and comment on remedial action plans for the site.

Olin will send notices announcing public meetings to individuals on the site mailing list. Olin will prepare meeting summaries, submit the summaries to DEP, and place a copy of the summaries in the local information repository.

4.2.2 Public Comment Periods

Olin will provide specific opportunities for the public to submit comments about documents concerning the Site. When key documents have been submitted to DEP, they will be provided to the information repository. The notice will include the titles of the new documents, where they are available for review, information about how to submit comments regarding each document to DEP, and the length of the public comment period, if applicable. DEP will determine the length of the comment period, which will normally be 20 calendar days, but may be longer if warranted by the complexity of a particular document or if requested by the public. Olin will be responsible for providing document copies to the information repositories and to the DEP site file, as well as sending out periodic notices of the availability of key documents that it prepares.

Documents available for public comment will in the future include:

- Any subsequent revisions to the PIP
- Phase II SOW
- Risk Assessment SOW
- Phase II CSA Completion Statements
- Remedial Action Plan (RAP) - Phase III
- Remedy Implementation Plan (RIP) - Phase IV
- RAM Plans and Completion Statements
- IRA Plans and Completion Statements
- RAO Statements

4.2.3 Response to Comments

DEP or Olin will prepare a summary of comments received on each document available for public comment and a response to those comments. A copy of this response summary will be sent to all those who submitted written , and will be placed in the information repository

and the DEP site file. Olin will send a notice of availability of the response summary to the mailing list. The summary will be made available prior to taking the remedial response action submitted for comment, or prior to moving to the next MCP phase.

5. Schedule For Public Involvement Activities

Olin will issue monthly updates (notifications) to the PIP mailing list, which will include the schedule for pending public involvement activities. The information that will be provided in the monthly updates will include:

- A summary of key milestones, as described in Section 4.2.1, and /or key documents, which have been made available for public review.
- Public Meeting schedule for key project milestones, or new key documents, that have been submitted to MADEP.
- Public Comment periods for key project milestones or new key documents.

6. Responsibility For Implementing The Public Involvement Plan

In accordance with the MCP, the implementation of the public involvement activities has been delegated to Olin. DEP will oversee Olin's implementation of its delegated tasks, and will also conduct the required activities of any of its own technical work concerning this site.

7. Revisions To This Plan

This PIP may be revised as necessary during the course of the remedial response action process. If revisions are proposed, Olin will place copies of any proposed changes in the local information repository, and will send a notice of the availability of recommended changes to the mailing list. Olin will hold a 20-day public comment period (Section 4.1) on the proposed revised Plan. Olin will review any comments received and revise the Plan as appropriate. The final revised Plan will be placed in the information repository.

EXHIBIT I
Questions and Concerns Raised During Community Interviews
and
Public Meeting Held on January 23, 2003

Olin Corporation Site
Wilmington, MA
DEP RTN 3-0471

Specific questions raised by the petitioners and public officials during community interviews, and the public meeting held on January 23, 2003, are summarized below. Copies of written comments submitted to Olin since October 8, 2002, are also presented.

A. Concerns about the Nature and Extent of Contamination

1. What is the impact of pumping at the town wells on the plume?
2. When Olin prepared data reports for the town wells, the town wells that were operating at the time the samples were collected should be identified.
3. What was the problem at Plant B? Why did it need to be remediated?
4. Is oil that was recently found in the East Ditch from Olin?
5. What would be the impact of the use of MWRA on water elevations in Maple Meadow and Sawmill Brooks? Would there be flooding? [Also listed under C].
6. Has there been comprehensive Air Testing? At Plant B? When and where was it done?
7. How soluble is ammonia? How treatable is it? Why can't the water supply be treated to remove ammonia?
8. What impact does Olin's low pH plume have on the high pH plume from the Maple Meadow landfill? Is there a mixing zone of plumes from the Maple Meadow Landfill and the Olin Site?
9. Were dioxin or agent-orange ever produced at the Property?
10. Chemicals of concern that may have entered the East Ditch from the Olin Property include the organic compounds n-nitrosodiphenylamine, phthalates, and trimethylpentenes. A Chromium-containing floc is also known to migrate into the East Ditch from the Property via surface water from the South Ditch. The East Ditch is a narrow and shallow surface water drainage ditch that flows along the east side of the Olin Property through a heavily industrialized area. Surface water drainage from the Olin Property enters the East Ditch approximately 3/8 miles south of Eames Street. The East Ditch continues to flow to the South and turns into the New Boston Street Drainway, which was addressed as part of cleanup activities for the Industri-Plex Site. The New Boston Street Drainway flows south and discharges into Halls' Brook, then Hall's Brook Holding Area, and eventually into the Aberjona River. The East Ditch of the Olin Chemical Site abuts the unlined Woburn Landfill. We will continue to monitor this situation until full remedial action is taken.

EXHIBIT I
Questions and Concerns Raised During Community Interviews
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11. The public has many questions regarding compounds that have not been tested for. There are accusations that there must be other compounds.

12. What was the source of the 160 compounds identified by Olin? Where these TICs (Tentatively Identified Compounds)?
13. Are there other compounds that will be tested for?
14. Will NDMA (N-nitrosodimethylamine) be tested for?
15. We understand that DEP has sent a mailing to other previous owners looking for every chemical compound used. Discuss the sequence of DEP's request.
16. Why cannot we figure out what is in the water? [Also listed under C].
17. What affect will redevelopment of the Property have on conditions in the Maple Meadow Brook Aquifer and the Town Wells?
18. Is the Maple Meadow Landfill part of the Olin Site?
19. The consultants for the Maple Meadow Landfill have developed a model that is different from Olin's model. The plumes are mixing at some location. Do we have new compounds as a result? Does it alter the migration pathway?
20. There are suggestions that contamination from the Olin Site is mixing with contamination from the Industri-Plex Site and Wells G&H, creating a toxic soup that is affecting downstream communities.
21. Could contamination from the Olin Site flow under the East Ditch into Woburn? Is the East Ditch Study Area exclusively in Woburn?
22. What are the Chemicals of Concern (COCs)?
23. Are the COCs in the East Ditch the same as the COCs at the Olin Property?
24. Are there any portions of the Site that are clean that can be used now?
25. Are there any chemicals at the Olin site that are listed as carcinogens? Differentiate what is on the site vs. what is in the water.
26. What COCs are treated or removed at BRTP?
27. Is the nitrite related to Olin COCs in the distribution system?

28. There are billions of gallons of contaminated water. Why not clean-up the aquifer?

29. Explain the status of the Bubbles in South Ditch

30. Sanmina is drawing 110,000 gallons per day of groundwater.

EXHIBIT I
Questions and Concerns Raised During Community Interviews
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Olin Corporation Site
Wilmington, MA
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31. There were documents submitted to MADEP in December 2002 in response to the Department's Information Request. What is different? Any new compounds not on the original list?

B. Concerns about Routes of Exposure and Community Health Issues

1. We would like clarification of the sampling Program for the aquifer, town wells, and distribution system.
 2. What is the long-term plan for the Wilmington Water Supply? What can we do to resolve it? [Also listed under C].
 3. What are the health effects of eating or bathing in contaminated water?
 4. The local pet store needs to eliminate dead fish.
-
5. There were editorials in the Town Crier about how nitrite binds hemoglobin and tricks the brain. Strange information is being published.
 6. A Representative of the Town of Wilmington indicated that a safe standard for nitrite is 1 mg/L. A safe level is zero.
 7. Are there any chemicals at the Olin site that are listed as carcinogens? Differentiate what is on the site vs. what is in the water. [Also listed under A].
 8. Explain the impact or the combined effect of nitrite and nitrate on public health.
 9. Is an exposure to 1.3 mg/L nitrite over a period of 1 or 2 days dangerous? At what point does this level of nitrite pose a risk? Will we have a deleterious impact on public health at this level?
 10. What are the nitrite levels historically?
 11. Were there any reports of Blue Baby Syndrome [Also listed under E].
 12. Have Risk Assessments been performed? There should be quantitative risk assessments for each area of the Site.

C. Concerns about the Site Remediation and the Site Remediation Process

1. Why is there such a long delay in the program? Why has it taken 30 years to clean up the Site? People say that nothing has been done for 16 years: describe the remedial activities that have taken place at the Site.
2. Please clarify the sampling programs for the aquifer, town wells, and distribution system. What is Olin doing to fund testing, and to contribute to the town's management of the process?
3. Why is Olin developing test methods for further chemical analysis?

EXHIBIT I
Questions and Concerns Raised During Community Interviews
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4. What influence does the slurry wall have on groundwater flow directions? Under wet and dry conditions?
 5. Is the slurry wall a closed loop? How does it work? How was the slurry wall selected? Did Olin choose the cheapest solution? How long will it last?
 6. What is the remediation at Plant B? How long will it operate?
 7. The Calcium Sulfate was previously capped, and the closure was reversed. Why? There are reports about questionable disposal practices at the Calcium Sulfate Landfill and off-site disposal of Olin waste that Olin has not addressed. The Wilmington Board of Health has asked DEP to provide information that the Calcium sulfate landfill was permitted by DEP. The Attorney General has been pressed to investigate the Calcium Sulfate history.
 8. What would be the impact of the use of MWRA on water elevations in Maple Meadow and Sawmill Brooks? Would there be flooding?
-
9. What is the long term plan for the Wilmington Water Supply? What can we do to resolve it? [Also listed under B].
 10. What are Olin's obligations for clean-up under the MPC? Will Olin maintain liability in the future? Are the previous owners still responsible?
 11. Why is Olin not restoring the Site to background?
 12. Why hasn't DEP asked EPA to handle the entire situation?
 13. Is it likely that Olin will become a Superfund Site? What is EPA's current involvement in the Site? Has there been any collaboration to ensure that USEPA considers the data collected by Olin in the selection of remedies?
 14. Government looks at each property as a single site, but does not look at the cumulative problems that affect the community. Has Olin considered talking to previous employees about the history of the site?
 15. Olin has purchased private wells Main Street. There are wells on Cook Avenue- what has been done there?
 16. What is the status of the remedial investigation? What kind of work is going on at the Site now?
 17. What is a Phase III? When will the Phase III be completed?
 18. Will the Phase III address the public water supply and alternatives?
 19. What is the ultimate plan for cleaning up the site?

EXHIBIT I
Questions and Concerns Raised During Community Interviews
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20. Are there any monthly reports to update DEP on the status of the work at the Site [Also listed under D]
21. Why can't we figure out what is in the water? [Also listed under A]
22. Why can't we remove the chemicals from the aquifer with a vacuum?
23. If the contamination cannot be removed, how can we be sure that it will not move, particularly in the event of a natural disaster?
24. What would the clean-up requirements be if the water supply is not there? Has Olin evaluated the economy of scale-would it make more sense to fund another source and pay for it, and if so, would there still be an environmental concern to the residents that consume water in the Town? Would Olin still have obligations?
25. How long will Olin be studying the Site? How long will this process continue if a determination is not made to provide an alternative water supply?
26. Is Olin working with the owner of the Maple Meadow Landfill?
27. What is the status of the Biocell?

28. What is the status of the East Ditch Investigation? What will happen in the East Ditch this year? How long will the investigation take? Will the Scope of Work change over time? What is the likely remediation? Will Olin be able to stop groundwater from migrating to Woburn?

29. What is status of the MBTA Access Agreement for the East Ditch Scope of Work?

30. A portion of the site is located in the Zone II of a Public Water Supply. How do we determine clean up? If the contamination goes into a Zone II how is it regulated?

31. What decision has been reached on aquifer?

32. Are there damages to Natural Resources? We want the aquifer cleaned up so town will be able to use it.

33. Site was closed under RCRA. What is that? What is the Status?

34. What is the concern with the 4 Jewel Drive Parcel.

35. In the Initial Screen Evaluation for the Off-Property West Ditch, what are the chemical oxidation effects on Sanmina? The solidification of the DAPL reaction might cause harmful by products.

EXHIBIT I
Questions and Concerns Raised During Community Interviews
and
Public Meeting Held on January 23, 2003

Olin Corporation Site
Wilmington, MA
DEP RTN 3-0471

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- 36. What happened if there are Natural Resource Damages? Does cleanup stop? No clean up?
 - 37. If the town goes to MWRA for its water, does that allow clean up to stop?
 - 38. Is the green color down stream of the weir related to the Slurry Wall?
 - 39. Is MADEP going to assess the COC List independently?
-

D. Concerns about Opportunities for Public Involvement During the Remedial Response Action Process

- 1. Younger citizens are not aware of the activities at the Olin Site and should be the focus of Public Involvement Activities.
 - 2. Petitioners would like to have access to information on chemicals that is locked up.
 - 3. Please provide a bibliography of documents by area.
 - 4. Will the reasons that the site has taken 30 years to clean up be explained at a Public Meeting?
 - 5. Many questions have been raised, but have been brushed aside.
 - 6. There is a lack of trust between the activists and the Town Officials. The PIP process could help repair the damage [Also under E]
 - 7. A public meeting should have been held to address the presence of nitrite in the water supply.
 - 8. Is he list of petitioners a public document?
 - 9. The public is alarmed.
 - 10. Olin needs to respond to allegations that nothing is being done, and to address possible misinformation that is released by others to the public.
 - 11. Can Olin establish a web site where information can be posted?
 - 12. The Woburn Board of Health would like to be notified of MCP deliverables, and receive copies of reports that are related to Woburn.
 - 13. Are there any monthly reports to update DEP on the status of the work at the Site [Also listed under D]
-

E. Other Concerns

- 1. What are the requirements for obtaining a Licensed Site Professional (LSP) license?
-

EXHIBIT I
Questions and Concerns Raised During Community Interviews
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Olin Corporation Site
Wilmington, MA
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2. The Wilmington Board of Health was unable to explain what happened at the Town Wells. The Town did not address a comment from a resident that his baby was blue. Were there any reports of Blue Baby Syndrome? The Town officials were not prepared to respond to the presence of nitrite in the water supply. A public meeting should be held to address this issue.
 3. There are sealed documents regarding the chemicals that have been used at the Olin Site that we have not seen. Petitioners would like to have access to information on chemicals that is locked up.
 4. Is there any provision that requires Olin to describe what it has done on other sites? Olin has restored other sites to natural habitats. Why not restore the Olin Site in Wilmington to a natural habitat instead of a commercial development? Wouldn't it be safer as a natural habitat?
 5. Does Olin have anything to do with the designation of Wilmington as an economically disadvantaged community? Who is responsible?
 6. Is Olin blaming others for the ammonia?
 7. The town is afraid of the activists.
 8. The Town Wells are about 60 feet deep. Have we tried artesian wells?
 9. We want answers on how to sustain the water supply in the Town of Wilmington.
 10. What would the clean-up requirements be if the water supply is not there? Would the sale of the Property be easier?
 11. What affect will redevelopment of the Property have on conditions in the MMBA and the Town Wells?
 12. What is the status of the redevelopment of the Property? Are there any development proposals on the table now? Is there a concern regarding the potential impact of future development on the traffic in Woburn?
 13. Is the information regarding the settlement between Olin and the other PRPs privileged? Why won't Olin disclose the information? How much did Olin get in the settlement?
 14. Did they close down wells in Wilmington?
 15. When remediation is determined, what will be the trucking routes?
 16. Who will pay for connection to MWRA
 17. Who will pay for water during high nitrite event in October 2002?
-

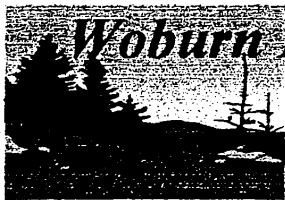
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EXHIBIT II
Summary of Key Events
Olin Site
Wilmington, MA
DEP RTN 3-0471

Date or Period	Event or Activity
1953-1968	Operation of 51 Eames Street Property facility by National Polychemicals, Inc. (NPI), which was owned by three successive entities: American Biltrite Rubber Company, Fisons Limited, and Fisons, Corporation.
1968-1980	NPI sold to and merged with Stepan Chemical Corporation.
1974-1986	Construction and Operation of Calcium Sulfate Landfill approved by State and Town of Wilmington
1980-1986	Olin Purchased 51 Eames Street Property, and operated facility until 1986.
1980-1984	Investigation and Implementation of Oil and Groundwater Containment System in Vicinity of Plant B
1986-88	Closure of Facility under Resource Conservation and Recovery Act (RCRA)
1986-1990	Annual Groundwater Monitoring at Olin Property
1987-1993	MADEP Phase I and Hazard Ranking Assessment
1986-1988	Site Assignment and Closure of Calcium Sulfate Landfill under MA Solid Waste Regulations
1989	MCP Waiver for Non-Priority Disposal Site granted by MADEP
1990-1994	Annual Testing of Town Water Supply Wells by Olin
1990-Present	Testing of Wells at nearby Private Residences by Olin
1991-1993	Phase II Comprehensive Site Assessment (CSA) of Olin Site
1992-1993	Assessment and Remediation of Flocculant (Interim Action Measure) in West Ditch
1992-1996	Initial Evaluation of Buried Drums at Property
1993-1994	Reclassification of Site by MADEP as Tier 1A under MCP (Priority Disposal Site)
1993	Lawsuit against other PRPs begins
1994-1996	Quarterly Monitoring of Town Wells by Olin
1994-1998	Immediate Response Action for West Ditch (Weir) Conditions
1994-1997	Supplemental Phase II Comprehensive Site Assessment (CSA) of Olin Site
1996-Present	Monthly Monitoring of Town Wells
1996-Present	Installation and Monitoring of Sentinel Wells in Town of Wilmington Water Resource Area (Maple Meadow Brook Aquifer (MMBA))
1997-Present	Reclassification and Operation of Plant B Containment System as an IRA
1997-2002	Annual Inductance Logging
1997-1998	East and West Warehouse Subsurface Investigation
1998	Altron (Sanmina) Down Gradient Property Status

EXHIBIT II
Summary of Key Events
Olin Site
Wilmington, MA
DEP RTN 3-0471

Date or Period	Event or Activity
1998-1999	Evaluation of Groundwater Impacts Associated with Calcium Sulfate Landfill
1998-Present	Further Characterization of Nature and Extent of Olin Related COCs in MMBA Study Area
1998-1999	Diffuse – Layer DAPL Assessment
1999	Tier 1A Permit Extension
1999-2000	Pilot Studies (In-Situ Stabilization of DAPL, West Ditch Sediments) <i>Note: Both Pilot Tests were terminated in October 2000 as a result of the Construction-Related RAM at the Property.</i>
1999-Present	Development of Contingency Plan/Water Management Plan for Wilmington Water Supply
1999-Present	Groundwater Flow and Solute Transport Model and Update
1999-2001	Drum Removal Release Abatement Measures (RAM)
2000-Present	Construction-Related RAM (CRAM) at 51 Eames Street
2001-2002	Supplemental Ecological Screening Assessment (ESA) of Maple Meadow Brook and Sawmill Brook
2001-2002	Lake Poly Investigation and Feasibility Study (as part of CRAM at Property)
2001-Present	Approval and Implementation of Post-Construction Monitoring Plan (PCMP)
2002	Phase III ISE of OPWD, and SOW for Additional Investigations
2001-2002	Phase III ISE and Detailed Evaluation of MMBA Study Area
2001-2003	Preliminary Assessment of East Ditch and SOW for Supplemental Phase II Investigation (Including North Pond Study Area)
2000-Present	Potential COC Evaluation and Comprehensive Testing Program



Woburn Neighborhood Association

**Michael L Raymond
10 North Maple Street
Woburn MA 01801-1407**

Email fitwalker1@aol.com

To: Margaret Hanley

From: Michael Raymond
Petitioner

Re: Olin PIP (Initial Interview Meeting)

Date: October 24, 2002

Ms Hanley, please enter the following as part of public record concerning the PIP process on the Olin Chemical site located on Eames Street, Wilmington, MA 01887.

Since I am not able to attend this evenings meeting concerning the interview process from a petition that had been forwarded to to Ms. Karen Stromberg of the Massachusetts Department of Environmental Protection (MADEP) Bureau of Waste Site Cleanup (BWSC) to declare Olin Chemical Corporation (Olin) as a Public Involvement Site under the provisions of 310 CMR 40.1403(9). Under the terms of the petition Olin has agreed to accept the designation of the Olin Site as a Public Involvement Plan (PIP) Site and will interview all petitioners. As a petitioner listed on that petition I would like to make my comments known. The following is a list of my concerns with the Olin Chemical site located on Eames St.,

The primary concern of the Woburn Neighborhood Association is with the Phase II of the DEP Olin Chemical Report as stated by Christopher Pyott, Environmental Analyst; "Chemicals of concern that may have entered the East Ditch from the Olin Property include the inorganic chemicals ammonia, chromium, sulfate, chloride and sodium, and the organic compounds n-nitrosodiphenylamine, phthalates, and trimethylpentenes. A chromium-containing floc is also known to migrate into the East Ditch from the Olin Property via surface water flow from the South Ditch."

"The East Ditch is a narrow and shallow surface water drainage ditch that flows along the east side of the Olin property through a heavily industrialized area. Surface water drainage from the Olin property enters the East Ditch approximately 3/8 mile south of Eames Street. The East Ditch continues to flow to the South and turns into the New Boston Street Drainway, which was addressed as part of cleanup activities for the Industri-Plex Site. The New Boston Street Drainway flows South and discharges into

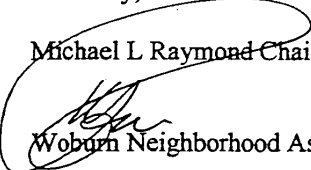
Hall's Brook, then into Hall's Brook Holding Area, and eventually into the Aberjona River."

Note: The East Ditch of the Olin Chemical Site abuts the Unlined Woburn Landfill. We will continue to monitor this situation until full remedial action is taken.

Along with your response from the above, I look forward to attending further public meetings concerning the Olin Chemical site as required by the PIP.

Sincerely,

Michael L Raymond Chairman



Woburn Neighborhood Association



The Commonwealth of Massachusetts
House of Representatives
State House, Boston 02133-1054

REP. CAROL A. DONOVAN

30TH MIDDLESEX DISTRICT

ROOM 473-B, STATE HOUSE

TEL (617) 722-2240

FAX (617) 722-2817

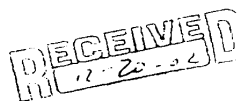
E-Mail:

Rep.CarolDonovan@hou.state.ma.us

Committees:
Banks and Banking
Energy
Personnel and Administration
Treasurer
Massachusetts Caucus of Women Legislators
Member
Children's Caucus
Legislative Caucus on Older Citizens' Concerns
House Committee on Foster Care
Massachusetts Water Resource Authority Caucus

December 19, 2002

Ms. Karen Stromberg
Public Involvement Plan Coordinator
Massachusetts Department of Environmental Protection
Bureau of Waste Site Cleanup
205A Lowell Street
Wilmington, MA 01887



Dear Ms. Stromberg,

I write today to place my comments relative to the Olin Corporation Site in Wilmington, MA into the public record. As the State Representative for the City of Woburn I have been privileged with significant information on this matter that has caused me grave concern. As such, I am strongly advocating that all pending activity towards the sale of the Olin Corporation site cease forthwith until all site contaminants are fully reported and the corporation has completely satisfied their environmental responsibility of removing said contamination and restoring the site to its natural habitat.

My rationale for coming to this position stems from both known historical information relative to the site in question and significant unanswered questions still pending on the level and type of contamination existing on the site. As you are no doubt aware, the Olin Corporation currently owns 53 acres of property in the Town of Wilmington, which it acquired from Stepan Chemical in 1980. Much of this property has historically housed chemical companies of various owners since 1953. As was the practice of that era, much of the site has seen continual dumping of various chemical agents into unlined lagoons scattered throughout the property. This practice continued as late as 1970, creating a dense layer of inorganic compounds along the underlying bedrock of the property. This layer is known to be percolating through the soil and migrating into several sensitive watershed areas. To date, the migration of this plume has threatened the long-term viability of the entire drinking water system for the Town of Wilmington—resulting in the granting by the MWRA of a permanent emergency hookup to the MWRA water supply system. The plume is also threatening the Hall's Brook aquifer in Woburn and thus the entire Aberjona River watershed area. The further contamination of the Aberjona River watershed area will, with time, send contaminants downriver into the broader Mystic River watershed and eventually into the Boston Harbor. This fact makes the problems at the Olin site far larger and far more hazardous to the public's health and safety than they have been treated to date.

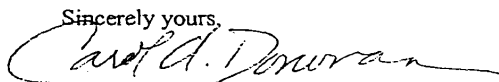
It is also a well established fact, and one that is not denied by the Olin Corporation, that Olin brought suit against its predecessors after purchasing this property and settled for an undisclosed amount to compensate for the significant level of contamination onsite. These award funds are currently paying for the remediation and redevelopment activities at the site. Unfortunately, as part of the settlement, all records surrounding this property prior to Olin's purchase have now been sealed and are not of the public record.

I, and my constituents, question whether there are lists of chemicals, used by previous property tenants, sealed in these files that have never been independently tested for in the soils in and around this property. My concern, and that of my constituents, is not a witch hunt but rather a pragmatic expression based on our past experience in researching Superfund-level ground and water contamination. Woburn is well aware of the difficulties presented in getting corporations to go beyond the letter of the law to honor the spirit of the law for the good of the public. We have lived through the experience of dragging corporations "kicking and screaming" into fully accounting for past wrongdoings and we greatly fear that, without greater public scrutiny of these historical records, many current and future generations living in this area will be forced to pay for unknown, lingering contamination long after the Olin Corporation has exited the area. It is for these reasons that I most ardently request, nearly to the point of demanding, that the Olin Corporation be ordered to release these records to allow for a complete and accurate analysis of the contamination on their property.

Until such an independent and thorough testing program can be completed I firmly believe that this issue will not subside. The Olin Corporation must be made to make public all records relative to this property and must be further made to clean, remediate and transform this site into a thriving natural habitat for wildlife. To simply redevelop the property for use in some other industrial endeavor—especially the currently proposed warehouse-distribution facility under consideration—continues the cycle of potential contamination; albeit of a different source. The salvage waste disposal use proposed by Olin for the redevelopment of this site, under the guise of a construction and demolition facility or warehouse-distribution facility, is an insult to both communities and their residents. The Commonwealth must do more to force the Olin Corporation to be a great corporate citizen and must begin to honestly listen to and take seriously the residents of this area.

I trust that these comments will be considered with all due seriousness and swiftness. I thank you for the opportunity to participate in this process and look forward to your positive response. If I may provide any additional information on this matter, please do not hesitate to contact my office.

Sincerely yours,



Carol A. Donovan
State Representative

CAD/kd

Cc: Ms. Margaret Hanley, LSP
LSP of Record for the Olin Site
Sleeman, Hanley & DiNitto, Inc.
50 Congress Street
Boston, MA 02109

REPRESENTATIVE CAROL A. DONOVAN
STATE HOUSE

HOUSE OF REPRESENTATIVES

BOSTON, MA 02133-1054



JAMES R. MICELI
REPRESENTATIVE
20TH MIDDLESEX DISTRICT
TEWKSBURY • WILMINGTON
TEL. (978) 658-9797

The Commonwealth of Massachusetts

CHAIRMAN
HOUSE OF REPRESENTATIVES
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JAN 21 2003

GEI CONSULTANTS, .

Personnel and Administration

ROOM 448, STATE HOUSE
TEL. (617) 722-2582

January 16, 2002

M. Margaret Hanley, LSP
GEI Consultants, Inc.
1021 Main Street
Winchester, MA 01890-1970

Dear Ms. Hanley,

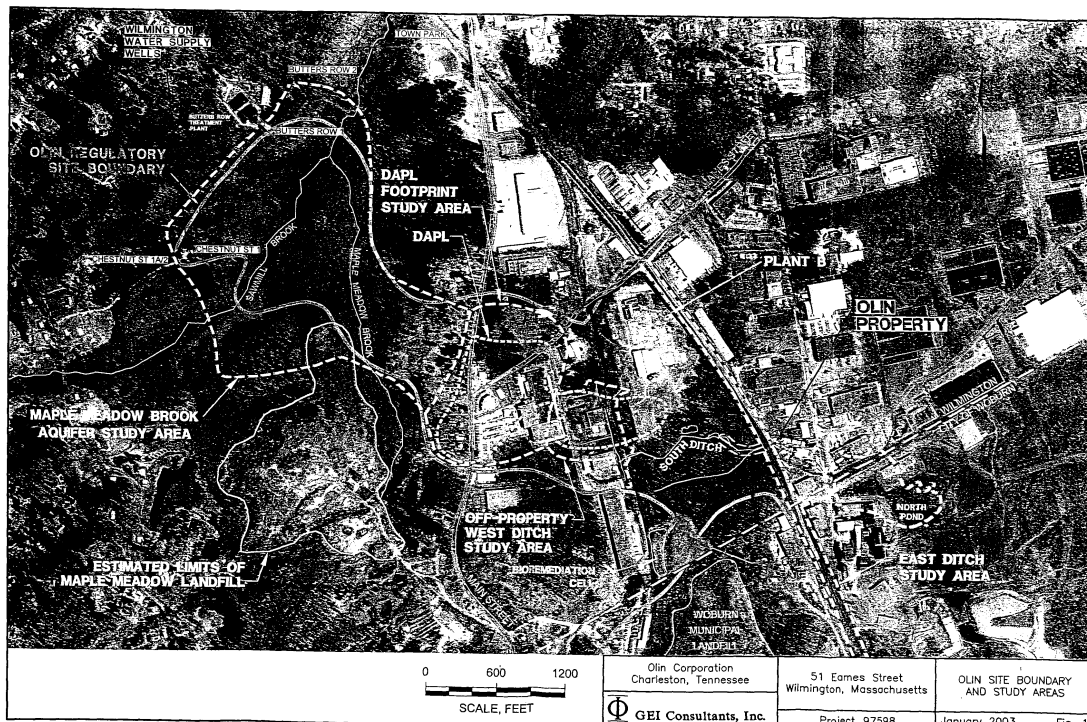
I received your letter saying that you were out of town around Christmastime. Since we have been unable to find a mutually convenient time to meet, I have decided to relegate my input regarding Wilmington's Olin site into writing. My testimony is as follows:

Olin must remove all contamination that has emanated from its site, and pay all costs regarding the removal of this contamination. Olin should also pay all costs incurred when the Town of Wilmington is required to go to new sources for its water supply. There should be no discussion about the selling of Olin's Wilmington property until all of the above has been accomplished. Moreover, Olin should make public how much it received in it's out of court settlement. Only when these things are accomplished will Olin begin to make right the problems that Wilmington continues to suffer as a consequence of the problems incurred by this atrocious event, for which Olin is liable.

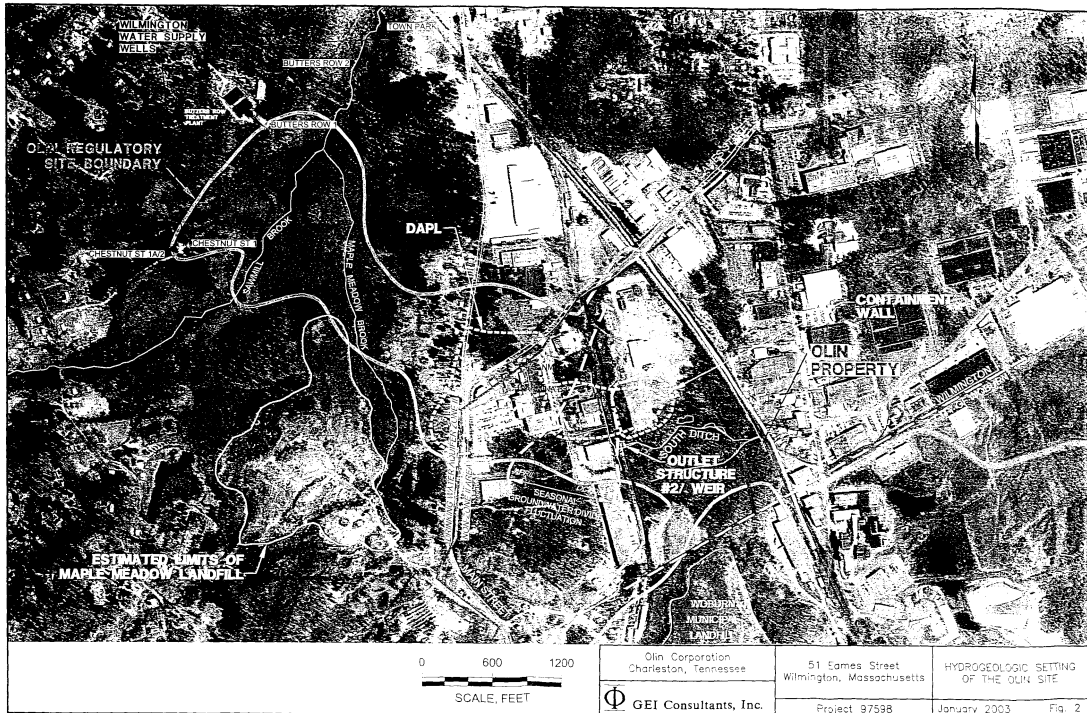
Sincerely,

JAMES R. MICELI
Chairman

Cc: Karen Stromberg, Public Involvement Plan Coordinator, MA-DEP



Olin Corporation Charleston, Tennessee	51 Eames Street Wilmington, Massachusetts	OLIN SITE BOUNDARY AND STUDY AREAS
GEI Consultants, Inc.	Project 97598	January 2003 Fig. 1



2

make his recommendations. ... No parish will be exempt, but the bishop is intent that there will be a Catholic presence in the city of Lowell."

The Mill City is estimated to have fewer than 8,000 Catholic families, and church officials know the stress involved even in discussing church closings.

Please see **CHURCHES/4**

fit neatly into the traditional observances.

"Ask me next year. Right now it's like it happened yesterday," said Leo Boule. "There's nothing to remember back to."

The Boules will endure their first Memorial Day since the youngest of their four children was killed during Operation Iraqi Freedom.

Army Spc. Boule, 22, was among seven soldiers killed on April 2 aboard a Black Hawk UH-60 helicopter that crashed, possibly shot down in central Iraq. He was the first Massachusetts

KEEPING HIM CLOSE: Sue Boule wears copies of her son's dog tags around her neck.

soldier killed in the war, one of three.

The Boules await details about the crash's cause, which the Pentagon is still investigating. They inspected the same ill-fated helicopter on a

Please see **BOULE/4**

By **JULIE MEHEGAN**
Sun Statehouse Bureau

BOSTON — Massachusetts a one-time infusion of \$52 billion next fiscal year. The majority of the fund will be paid to the state in fiscal 2004, which begins July 1, Gov. Mitt Romney announced yesterday.

Romney said the fund should be used to preserve the popular Prescription program for seniors, and "fixes" contained in state next year.

"This is something we worked for, and to receive going to be coming our way."

Please see **FUNDS/4**

*Report calls for safeguards on railroad cargo

By **IAN BISHOP**
Sun Washington Bureau

WASHINGTON — A federal investigation launched after a chemical spill on a Lowell rail line last year has found the nation's rail system is vulnerable to terrorist attacks and catastrophic accidents, with few protective measures put in place since Sept. 11.

Probe launched after Lowell acid spill last year

The General Accounting Office, the investigative arm of Congress, determined that gaps in safety and oversight must be closed to better safeguard the 90 million tons of hazardous materials shipped by rail each year, and the residents who live in neighborhoods along the tracks.

Although the report did not specifically address the Lowell rail spill, one finding was tied to the incident.

On May 31, 2002, a tanker car carrying 29,000 gallons of hydrochloric acid was discovered unattended on a trestle bridge in the Sacred Heart neighborhood of South Lowell,

leaking acid and toxic fumes.

The accident brought heavy criticism on Billerica-based Guilford Rail Systems, the owner of the tanker car.

The leak came through a bullet-size hole in the tank, and was determined to be the result of a failure of the tanker's internal safety system. But the way the leak was discovered — by a

Please see **RAIL/2**

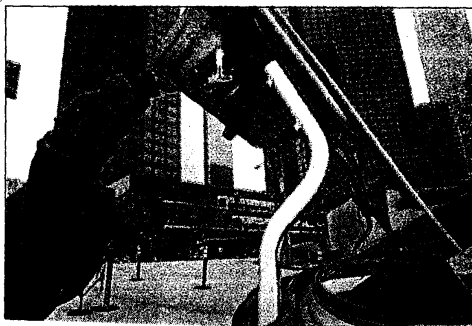
Mixed signals: Relax, but watch out

Three-day weekend brings more confusing government messages

By **SIOBHAN McDONOUGH**
Associated Press Writer

WASHINGTON — Relax and have a leisurely Memorial Day weekend, the government says. But watch out for terrorists.

Poll: Few deterred



WORLD

New SARS cluster reported in Toronto

The U.S. reinstated a travel alert for Toronto after a fresh cluster of 20 possible SARS cases was announced, as the World Health Organization said it has traced the virus to three small mammals found in Chinese markets.

Page 3

LOWELL

Emotional testimony

INSIDE TODAY'S SUN



Red Sox pitcher Derek Lowe lets loose against Cleveland on

LOWELL

3

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TOWN OF
WILMINGTON, MASS

May 10, 2003

Town of Wilmington
121 Glen Road
Wilmington, MA 01887

Re: Class III Railroad Submission and Railyard Construction

On June 5, 2003, we expect to be filing with the Surface Transportation Board a Notice of Exemption seeking authority to establish a Class III rail carrier and construct a bulk and container rail reload center located at 53 Eames Road in the Town of Wilmington, County of Middlesex, Commonwealth of Massachusetts. Attached is an Environmental Report describing the proposed action and any expected environmental effects, as well as a map of the affected area. We are providing this report so that you may review the information that will form the basis for the STB's independent environmental analysis of this proceeding. If any of the information is misleading or incorrect, or if you believe the pertinent information is missing, or if you have any questions about the Board's environmental review process, please contact the Section of Environmental Analysis (SEA), Surface Transportation Board, 1925 K Street, NW, Washington, DC 20423, telephone (202) 565-1552. Because the applicable statutes and regulation impose stringent deadlines for processing this action, your written comments to SEA (with a copy to our representative) would be appreciated within 3 weeks. Your comments will be considered by the Board in evaluating the environmental and/or historic preservation impacts of the contemplated action. If there are any questions concerning this proposal, please contact our representative directly. Our representative in this matter is Paul Jacobi, Esq who may be contacted by telephone at (203) 874-7110 or by mail at Jacobi & Case, PC, 300 Bic Drive, Milford, CT 06460 (or you may contact me directly at (201) 692-0826).

Very truly yours,

Ronald A. Klempner
Managing Principal

RECEIVED
TREASURER/COLLECTOR
TOWN OF WASHINGTON
2003 MAY 12 PM 1:44

ENVIRONMENTAL ASSESSMENT FORM
51 EAMES STREET
WILMINGTON, MASSACHUSETTS

1. ACTIONS and ALTERNATIVES

The Site

The Site comprises approximately 53 acres at 51 Eames Street, Wilmington, Massachusetts. New England Transrail, LLC ("NET") will acquire the Site from Olin Corporation ("Olin Site") and rights to install track on adjoining railroad property west of the Olin Site which rights NET will acquire from the Boston and Main Corporation of the Guilford Rail System (the B&M Site), and rights to install track on land to the south of the Olin Site, which tracks will connect to tracks owned by the Massachusetts Bay Transit Authority ("Southern Site"), (the Olin Site, the B&M Site and the Southern Site are jointly referred to as the "Site"). NET will then establish a Class III switch carrier at the Site.

Site History

A chemical production plant was developed at the Olin Site (prior to Olin's acquisition of the Olin Site) around 1957. The raw materials used by the then operators of the Olin Site included sodium dichromate from around 1957 to 1967.

Olin Corporation acquired the Olin Site in 1967 and manufactured chemical blowing agents, stabilizers, antioxidant and other specialty chemicals at the Olin Site.

The Olin Site previously contained an industrial spur rail line switching off of the B&M from the West into the middle of the Olin Site. In addition, the B&M formerly had two tracks running in its right-of-way along the western side of the Site a distance of over 2,500 feet, one of which tracks has been removed.

Prior to Olin's acquisition of the Olin Site the soil at the Olin Site had become extensively contaminated with hydrocarbon contamination together with elements of Bis 2 Ethyl Hexyl Phalate, Nitro-sodiphenylamine, and Tri-methyl Pantenes. There is also approximately 5 acres contaminated with chromium on the West central border of the Site ("Cap Area") and a Calcium Sulfate Landfill in the Southwest corner of the Site, which conditions predated Olin's acquisition of the Olin Site. A remediation plan has been approved for the site by Orders & Conditions dated July 25, 2000 of Wilmington Conservation Commission Massachusetts Department of Environmental Protection Approvals dated July 27, 2000 pursuant to Section 401 Federal Clean Water Act U.S. Army Corps of Engineers Approvals dated August 1, 2000 pursuant to Section Federal Clean Water Act (collectively referred to as the "Remediation Action Plan" or "RAM"). The RAM will be carried out by Olin, which will maintain a presence at the Site for the purpose of carrying out the RAM for a period estimated to be 5 years or longer.

Surrounding Land Uses

The Site is located in a heavy industrial and rail transportation area, which is zoned Industrial. The Olin Site is bounded on the:

East by the Massachusetts Bay Transit Authority (MBTA) double tracks--East of the tracks is a heavy industrial area stretching approximately 1 mile to Interstate 93;

West by B&M Site comprising the B&M's tracks--West of the tracks is a heavy industrial area and the East Meadow Landfill stretching over 1/2 mile;

South by Woburn Municipal Landfill and the New England Resins and Pigments Corporation-- South of the landfill is a heavy industrial area stretching approximately 1 mile to Interstate 95; and

North by Eames Street-- North of Eames Street is another industrial area extending approximately 1/2 mile.

The B&M Site is bounded as follows:

East by the Olin Site-- East of the Olin Site is the MBTA double tracks and a heavy industrial area stretching approximately 1 mile to Interstate 93;

West by Janis Research, Mulkerin Distribution, Milcon Corp/Preferred Equipment, and 14 Jewel Drive (Industrial Mall); West of these parcels is an additional heavy industrial area and the East Meadow Landfill stretching over 1/2 mile from the Site;

South by Woburn Municipal Landfill-- South of the landfill is a heavy industrial area stretching approximately 1 mile to Interstate 95; and

North by Eames Street-- North of Eames Street is another industrial area extending approximately 1/2 mile.

The Southern Site is bounded as follows:

East by the MBTA double tracks--East of the tracks is a heavy industrial area stretching approximately 1 mile to Interstate 93;

West by Woburn Municipal Landfill;

South by a heavy industrial area stretching approximately 1 mile to Interstate 95;
and

North by the Olins Site.

Proposed Use and Development Plans

The purpose of the acquisition of the Site will be to develop a multi commodity truck-rail reload facility serving the Boston metropolitan area. The facility is expected to generate more than fifty vehicle trips per day on the access road between the Site and Interstates 93 and 95, a distance of about 2 miles.

In addition, NET will develop industrial spurs to serve potential cement, plastic resin and other industrial customers to the West and South of the Site.

NET will be installing a series of team tracks to serve the reload facility. A switch will be installed on the B&M line at the same location and running the same course as the previous spur, referred to above. The track will be extended a distance of approximately 4,000 feet in phases as volume dictates, with plans to expand in a third phase as volumes dictate. There will also be in-bound and out-bound truck scales. The re-load center will have two-sprung structures of approximately 50,000 square feet spanning the tracks where re-loading will occur. A bridge crane will be constructed within the building to accommodate lifting containers onto rail cars. All re-loading will occur within the buildings.

Commodities which are expected to be handled at the re-load center for bulk and containerized materials, will include, but are not limited to: aggregates, brick, coal, cement, chemical products (non-hazardous; non-explosive), construction debris, contaminated soils, liquids (non-hazardous; non-explosive), lumber, newsprint, non-hazardous waste, paper products, plastics, propane, recycled paper and plastic, road salt, sand & gravel, scrap steel, steel, stone, wood products, and any other products which can be transported in intermodal containers.

Except for aggregates, lumber, sand, salt & gravel, and stone, none of these commodities will be stored, processed or handled on Site other than the re-load process itself. Future plans may include development of break-bulk facility and accompanying buildings at the Site, as well, and if such a facility is developed, storage will occur within those buildings.

Access

The Site is located approximately 10 miles from downtown Boston and approximately 2 miles from the intersection of Interstates 95 (the interior Beltway) and 93 (the North-South highway leading to downtown Boston).

An interchange was recently opened from Interstate 93 (Exit 37 C) exclusively to serve the heavy industrial area of which the Site is a part, and running approximately 2.1 miles to the Site through the heavy industrial area.

The Site can also be accessed from Interstate 95 (approximately 2 miles).

Alternatives

There is a severe shortage of re-load and break-bulk facilities in the greater Boston metropolitan area with the shortage being greatest closer to downtown Boston. The Site is the closest available Site to downtown Boston and the inner Beltway (Interstate 95) serving the area. Successful rail operations require facilities such as that proposed at the Site in proximate location to the center of metropolitan areas and highway networks, if rail freight transportation is to be competitive with long distant trucking.

The next closest available location is in Tewksberry, Massachusetts, which is proximate to residential and retail areas and comprises only 8 acres and is located approximately 30 miles from downtown Boston--more than double the distance to downtown Boston and beyond that is Ayers, Massachusetts over 35 miles from downtown Boston.

Olin has obtained site plan approval from the Town of Wilmington for a 353,000 square foot warehouse space covering almost the entire usable portion of the Olin Site, which would not be rail compatible (See Section 3.i, below). The Town of Wilmington granted its approval on the warehouse applicant's estimate that it would generate 385 truck trips per day. This alternative use would create extensive trucking-- almost double the amount estimated by NET for the Olin Site.

More importantly, development and operations of the warehouse development would be in conflict with execution of the remediation plan and would have to be subordinated to the latter. Because of the prolonged and indefinite time frame for completion of the remediation plan, development of the alternative is not feasible.

2 TRANSPORTATION SYSTEM

There will be no significant adverse impact on rail service. B&M currently provides daily rail service to the line serving the Site. B&M will continue to provide the same daily rail service on that line. The ability of B&M to provide service to the MBTA tracks by running through the Site (instead of having to back-up from the Site and adjoining

customers) to the MBTA tracks will provide more efficient rail operations which is important because of the limited service window which B&M has been granted to operate on the MBTA tracks to service all of its customers between Lowell and Boston.

It is estimated that the Site will generate fifteen rail cars per day initially. Assuming a ratio of one rail car displacing four long-haul trucks, the Site will displace sixty long-haul trucks traveling to and from the Boston metropolitan area daily, having a beneficial impact on roads in the Boston metropolitan area as well as the heavily congested corridors along Interstates 90, 84 and 95 traversing Massachusetts, Rhode Island and Connecticut to the South and West. The Site will generate approximately two hundred local truck trips per day, assuming a conservative average of seven tons per local truck. These local truck trips will be diverted from other local truck-to-truck based warehouses located throughout the Boston metropolitan area.

3. LAND USE

i. Compatibility

Upon review of the Certificate of Approval for Site Plan Review # 00-11 dated July 25, 2000, issued by the Planning and Conservation Department of the Town of Wilmington to Eames Street, LLC; Certificate of Approval for Amendment to Site Plan Review # 00-11 dated August 8, 2000, issued by the Planning and Conservation Department of the Town of Wilmington to Eames Street, LLC; and the Conditional or Limited Variance or Special Permit Under General Laws 40A dated July 17, 2000, issued by the Board of Appeals of the Town of Wilmington to Olins Environmental Management and Eames Street, LLC, discussed in response to "Alternatives" in Section 1, above, the proposed action is completely consistent with existing land use plans in the area.

The Executive Office of Environmental Affairs of the Massachusetts Environmental Protection Agency issued a Certificate dated August 14, 2000, # 12276 to Eames Street, LLC, finding that the use of the Site as a 353,000 square foot truck based warehouse distribution center generated an estimated 385 truck trips per day, as discussed in "Alternatives" in Section 1, above, did not have a material and adverse impact on the environment and, consequently, did not require preparation of an environmental impact statement.

"Surrounding Land Uses" in Section 1, above, describe the current heavy industrial, rail transportation and landfill uses of the surrounding land and area.

ii. Agricultural

Based on consultation with the U.S. Soil Conservation Service, the proposed action will have no effect on any prime agricultural land.

iii. Coastal Zone and Flood Plain

The proposed action will not affect land or water uses within a designated coastal zone or 100 year flood plain.

iv. Abandonment

The proposed action is not an abandonment.

4. ENERGY

i. Transportation of Energy Resources

The proposed action will not affect the transportation of energy resources. However, to the extent propane products are transported by rail instead of by truck, it will result in greater efficiency of transportation of energy resources.

ii. Recyclables

The proposed action will have a beneficial impact on recyclable commodities. The economic viability of recycling depends: (a) directly upon prices which recyclable processors are willing to pay for recycled materials; and (b) inversely on the cost of transporting recycled materials to these processors. Lower transportation costs provides economically feasible access to broader geographic markets and at higher prices for recycled materials. Trucking of recyclable materials from the Boston metropolitan area limits the market for processors to approximately a 200-mile radius--which provides access to Quebec for newsprint recycling, paying a relatively low price. Access to rail transportation of recycled materials which the proposed re-load center will provide historically has allowed material recycling facilities and other generators of recycled materials from similar Northeast areas, such as the New York metropolitan area, to access processors as far away as Mexico. Thus, the increased economic viability of recycling which the proposed action will provide will have a beneficial effect on generation of recycled materials in the Boston metropolitan area.

iii. Energy Efficiency

The proposed action will increase energy efficiency.

Based on the most recent data produced by the Oak Ridge National Laboratory for the U.S. Department of Energy, railroads' energy intensity (measured in Btu per ton-mile) was 362, compared to 3,307 for trucks--more than a 900% difference.

Based on the projections discussed in Section 2, above, the proposed action will displace 60 long-haul truck trips per day, which will result in over an 89% reduction in fuel consumption over the entire distance of that long-haul truck transportation.

4. AIR

i. Anticipated Effect of Air Emissions

The proposed action will have a beneficial effect on air emissions in the region.

Currently, U.S. E.P.A. (EPA) estimates that for every ton-mile, a typical truck emits three times more nitrogen oxide (NOx).

Currently, EPA estimated that for every ton-mile, a typical truck emits 3 x more cancer causing particulate matter than a locomotive while Environmental Canada determined the differential to be 9 x more cancer causing particulate matter.

Currently, EPA estimated that for every ton-mile, a typical truck emits 9 x more volatile organic compounds (VOC) matter than a locomotive

Based on the projections discussed in Section 2, above, the proposed action will displace 60 long-haul truck trips per day through the entire Boston metropolitan area air shed, which will result in:

33 % reduction in NOx;

33% to 89% reduction in particulate (depending on data source discussed above);

90% reduction in VOC;

It should be noted that based on other measurements produced by the EPA indicate that railroads result in even greater emissions reductions. Based on this data, railroads account for just 95 of total transportation-related NOx and 4% particulate, even though railroads account for more than 40% of the nation's intercity freight ton-miles, which in addition to trucks includes water and air transportation modes. Also, according to the American Society of Mechanical Engineers, if ten percent of intercity freight now moving by highway were shifted to rail, 2.5 million fewer tons of CO2 would be emitted annually.

Furthermore, based on standards published by the EPA. to be fully phased in by 2005 newly manufactured and retrofitted locomotives will yield a 40% reduction in hydrocarbon (HC) emissions, a 60% reduction in nitrogen oxide (NOx) emissions, and a 40% reduction in particulate emissions when compared with current emission rates which may add to the aforementioned reductions depending on whether comparable reductions are made in truck emissions.

(See 62 Federal Register 6366, 6368, February 11, 1997; and C. Holloway, The State of Canada's Railway Industry and Resulting Environmental Implications: pp 30-39, Envirotrans 1994--for Environment Canada)

ii. Not Applicable. There will be not be a net increase of emissions under the State Implementation Plan for the reasons discussed in Section 5.ii., above.

iii. Not Applicable. The proposed action does not contemplate using the facility for re-loading ozone depleting materials.

6. NOISE

i. The proposed action will not result in an incremental increase in noise levels of three decibels Ldn at or beyond the Site boundary.

ii. The proposed action will not result in an increase to a noise level of 65 decibels Ldn at or beyond the Site boundary.

7. SAFETY

i. Public Health and Safety:

The proposed action will have no significant adverse impact on public health and safety.

There currently is one train per day passing the Site and the grade crossing at Eames Street adjacent to the Site. The proposed action will not cause an increase in this level of service.

There may be an additional delay at this grade crossing two times per day of two to three minutes each as railcars are picked up and dropped at the Site for a total of four to six minutes additional delay at this crossing.

These delays will occur in the middle of the night to coincide with the times that the B&M is allowed to run on the MBRA tracks and so as not to disrupt re-load operations at the Site. Eames Street is a non-through street running a distance of less than 1,200 yards within the heavy industrial area. Given the lack of traffic in and through the industrial area during these hours, in general, and the lower level of traffic along Eames Street, there will be no significant adverse impact on traffic at this grade crossing as a result of this action.

ii. Hazardous Materials

Hazardous materials are not expected to be transported at the re-load site.

iii. Hazardous Spills

See "Site History" discussed in Section 1, above.

8. BIOLOGICAL

i. Endangered Species or Habitat

Based on consultation with the U.S. Fish and Wildlife Service, the proposed action is not likely to adversely affect endangered or threatened species or areas designated as critical habitat.

ii. Sanctuaries, Parks or Forests

The proposed action will not affect any wildlife sanctuaries or refuges, National or State parks or forests.

9. WATER

i. Water Quality Standards

Based on consultation with State water quality officials, the proposed action is consistent with applicable Federal, State and local water quality standards. Based on consultation with the Licensed Site Professional who monitors and reports to the State pursuant to the RAM, the Site is not within any public water supply source area and the proposed action will not affect any public water use or wells, as designated by the Massachusetts Department of Environmental Protection.

Under the proposed action railroad equipment will not be cleaned at the Site.

ii. Section 404 Permits, Designated Wetlands, Flood Plains

Based on consultation with the U.S. Army Corps of Engineers, the proposed action:

- (a) will not require permits under Section 404 of the Clean Water Act;
- (b) will not affect any designated wetlands; and
- (c) is not located in and will not affect any designated 100-year flood plain.

iii. Section 402 Permits

Based on contacts with the U.S. Environmental Protection Agency, the proposed action will not require permits under Section 402 of the Clean Water Act.

10. MITIGATION

Not applicable, because there are no adverse environmental impacts to be mitigated. As discussed in Section 5, above, the significant reduction in air emissions, itself, is a significant beneficial impact, which will be created by the proposed action.

Furthermore, the proposed action will fund and facilitate completion of implementation of the remediation plan, as discussed in the "Site History" and "Alternatives", subsections of Section 1.

11. ADDITIONAL INFORMATION for RAIL CONSTRUCTIONS.

i. Route

The proposed action will create new routing at the Site totally within the subdivision of the Town of Wilmington (except for less than 200' of track in the Town of Woburn adjacent to the MBTA tracks), Middlesex County, Commonwealth of Massachusetts.

Exhibit A is a 7 1/2 minute USGS quad survey showing the relationship to existing transportation and rights of way.

ii. Alternatives Routes

See "Alternatives" subsection of Section 1, above.

The no-build alternative is not applicable because: it would either impede completion of implementation of the remediation plan and/or eventually result in a truck-to-truck warehouse facility almost doubling local truck traffic (385 truck trips per day versus 200 truck trips per day) while failing to abate (and actually encouraging) long distant truck traffic; and would fail to provide a much needed re-load facility accessible to the center of the Boston metropolitan area and its inner beltway highway network (See "Access", Section 1, above).

iii. Construction Plans

Construction of the proposed action will not result in any significant adverse impact on the human environment. Construction is expected to require only four months and involve a total of no more than 400 man-days of work. There will be no borrowing pits required during construction, and earthwork estimate are de minimus.

iv. Rail Operations

The proposed action is estimated to create approximately 4,500 carloads per year carrying approximately 400,000 tons of materials per year.

There will be one daily train, up to 6 days per week for a total of approximately 300 days per year after taking into account Sundays and holidays.

It is estimated that there will be 15 to 16 cars per train. It is expected that trains will enter the Site from the north via the B&M tracks on the west of the Site and exit the Site to the south via the MBTA tracks to the east of the Site.

Cars will include flat cars, gondola cars and tank cars.

Power will be provided by both The Guilford Railway's B&M division and NET who will pick up the cars from B&M. Power would be deisel or electric locomotives depending on function to be performed.

Speeds are not expected to exceed 10 miles per hour at the Site and portions of the B&M line adjacent to the Site as it crosses Eames St.

Maintenance of way practices will conform to Federal Railway Administration standards for Class I track.

v. Up and Down Line Effects.

There will be no effect up or down the line as a result of the new traffic on the line because it will be added to the existing daily train serving the route on which the Site is located, and the addition of the estimated 15 to 16 cars to that train will not cause an exceedence of the thresholds for energy, noise and air impacts governed by Sections 49 U.S.C. 1105.7(e)(4), (5), or (6).

vi. Impacts on Essential Public Services.

The proposed action will not result in any significant adverse impact on essential public services.

The proposed action is not located within 1 mile of any neighborhood schools. Access to the Site from the Interstate Highway exits do not pass any neighborhood schools, See "Access", Section 1. The fact that the proposed action will facilitate implementation of the remediation plan will benefit adjoining properties. Demolition of existing structures on the Site, will diminish the impact that the Site has on fire, police and ambulance services. When compared to the alternate approved use of the Site of a 360,000 square foot warehouse operations (See "Alternatives" in Section 1, above), the proposed action will create a significantly lower impact on fire, police and ambulance services.

The proposed action will not traverse any public roads, and increased delays at the public crossing, discussed in Section 7.i., above, will not have a significant adverse impact on traffic using the road traversed by that crossing.

The proposed action will not have a significant adverse impact adjoining properties because of the heavy industrial and landfill uses at those properties.

vii. Societal Impacts

The proposed action will not result in any significant adverse societal impacts.

During construction, the proposed action will add approximately 400 man-days of employment.

After construction, the proposed action will add approximately 50 permanent jobs.

The proposed action will provide the following societal benefits:

- decrease in air emissions (discussed in Section 5, above), which will reduce carcinogenic causing particulate emissions and asthma causing particulate and NOx emissions;

- decrease in fuel usage (discussed in Section 4 iii, above), which will decrease the nation's reliance on imported fossil fuels;

- increasing feasibility of recycling (discussed in Section 4 ii, above); and

- reduce congestion on the Interstates 95, 90 and 84 not only in the Boston metropolitan area, but to the South and West in areas of intense congestion in Southwestern Connecticut, Hartford, and the New York/Northern New Jersey metropolitan area with its resultant impacts on hours of extra travel time and publicly paid maintenance of bridges and highways.

I, Ronald A. Klempner, do hereby certify and swear that the foregoing Environmental Report has been sent by United States Postal Service, postage prepaid on this 9th day of May, 2003, to the following agencies:

Executive Office of Community Development
One Congress Street
10th Floor
Boston, MA 02114

Massachusetts Department of Environmental Protection
One Winter Street
Boston, Massachusetts 02108-4746

Massachusetts Office of Coastal Zone Management
251 Causeway Street, Suite 900
Boston, Massachusetts 02114-2199

Middlesex County
40 Thorndike Street
Cambridge, Massachusetts 02141

New England, Region I
United State Environmental Protection Agency
One Congress Street
Suite 1100
Boston, MA 02114-2023

United States Fish & Wildlife Service
70 Commerce Street
Suite 300
Concord, NH 03301

New England District
United States Army Corps of Engineers
696 Virginia Road
Concord, NH 01742-2751

The National Park Service
Northeast Region
US Customs House
200 Chestnut Street
5th Floor
Philadelphia, PA 19106

(central office)
1849 C Street, NW
Washington, DC 20240

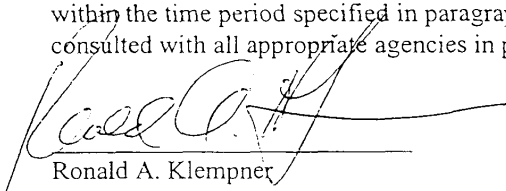
Natural Resources Conservation
(formerly The U.S. Soil Conservation Service)
319 Littleton Road
Suite 205
Westford, MA 01886-4133

The National Geodetic Survey
(formerly known as the US Geological Survey)
as designated agent for the National Geodetic Survey and the U.S. Geological Survey
SSMC-3, #9202
1315 East-West Highway
Silver Spring, MD 02108-4746

Town of Wilmington
121 Glen Road
Wilmington, MA 01887

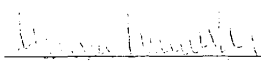
City of Woburn
10 Common Street
Woburn City Hall
Woburn, MA 01801

within the time period specified in paragraph (b) of Section 49 U.S.C. 1105.7 and I have
consulted with all appropriate agencies in preparing this report.



Ronald A. Klempner

Sworn to before me this _____
day of _____, 2003.



Notary Public

MARINA MAVROMATIS
NOTARY PUBLIC OF NEW JERSEY
ID # 2278836
MY COMMISSION EXPIRES SEPT. 5, 2006



EXHIBIT A

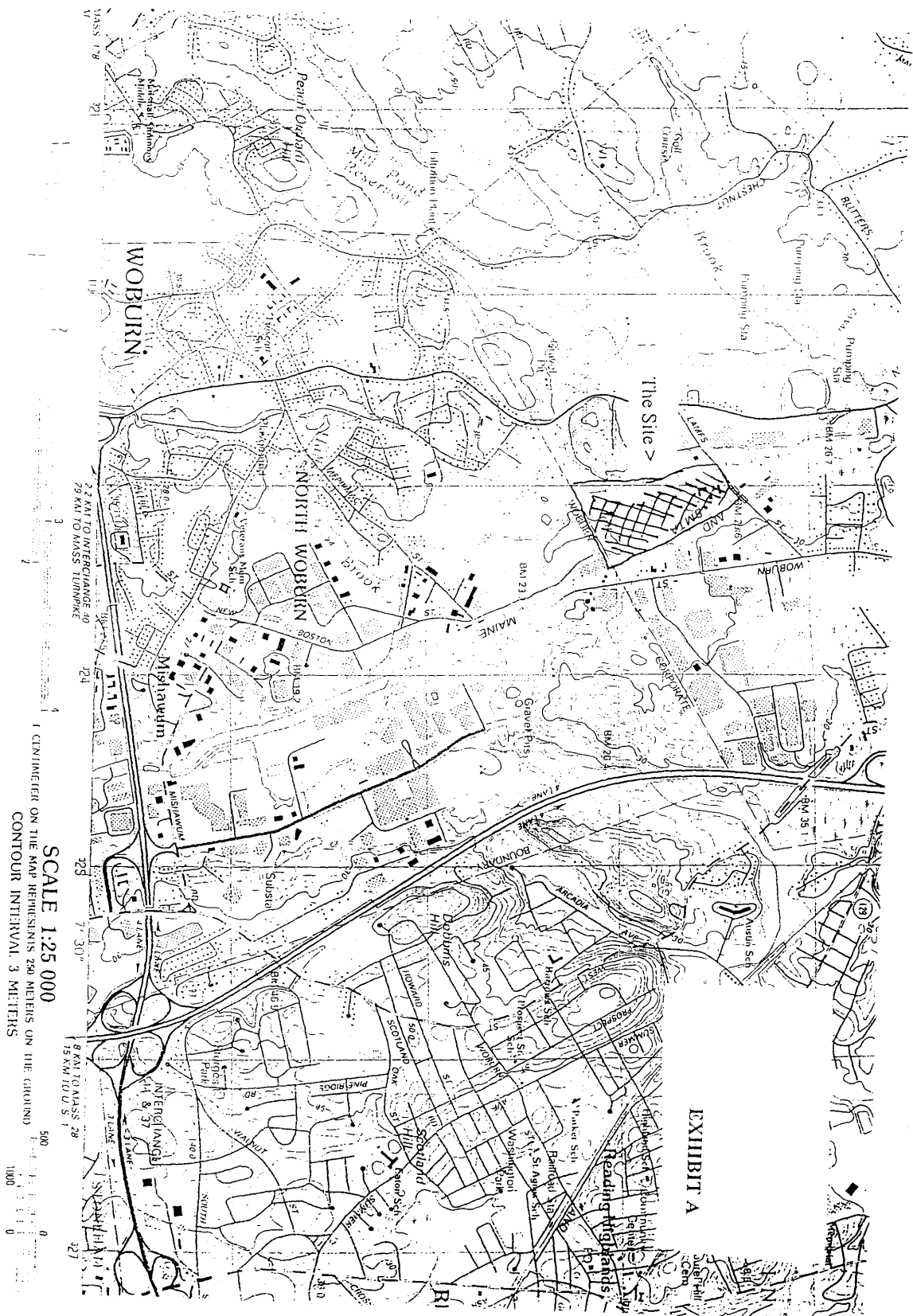
The Site >

SCALE 1:25 000

1 CENTIMETER ON THE MAP REPRESENTS 250 METERS ON THE GROUND

CONTOUR INTERVAL 3 METERS

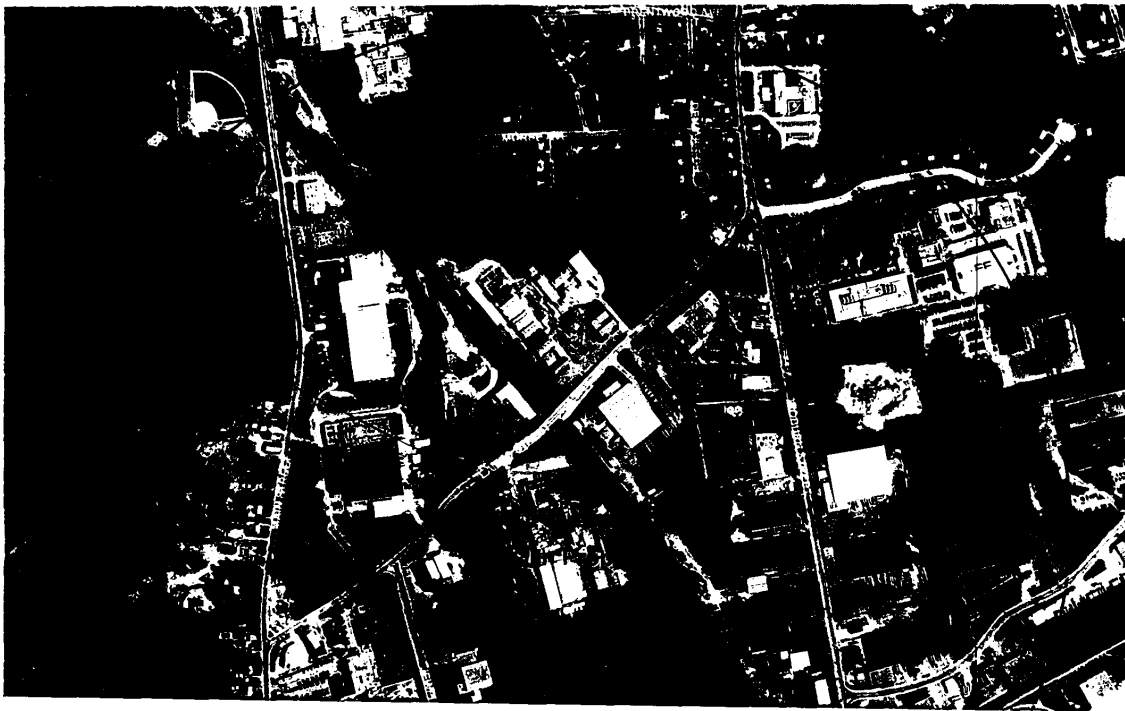
MASS. 128 321 10' 4' 2' 3' 4' 23 KM TO INTERCHANGE 40 23 KM TO MASS TURNPIKE 9 KM TO MASS 28 15 KM TO U.S. 1 127



4

Town of Wilmington, MA

Residents within close proximity to Olin Property



5

AGREEMENT

This AGREEMENT is made and entered into as of this 11th day of February, 2003, by and between the TOWN OF WILMINGTON, a municipality duly incorporated and located in the Commonwealth of Massachusetts (the "Town") and OLIN CORPORATION, a Virginia corporation having its principal offices in Norwalk, Connecticut and owning certain property located at 51 Eames Street, Wilmington, Massachusetts;

WHEREAS, the Town and Olin are concerned with the environmental conditions and the capacity of the Maple Meadow Brook ("MMB") aquifer, from which the Town currently withdraws a portion of its municipal water supply;

WHEREAS, the Town of Wilmington (Town) desires to install a pipeline connection to the Massachusetts Water Resources Authority ("MWRA") regional water system for supplemental water (the "Pipeline Connection"), and Olin Corporation (Olin) has agreed to assist in the cost of construction of the Pipeline Connection;

WHEREAS, the parties, without admission of any liability or any issue of fact or law, wish to resolve any disputes between them, to avoid litigation and to make provisions for the prompt installation of the Pipeline Connection;

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements, acknowledgements, undertakings and covenants hereinafter set forth, the parties hereby agree as follows:

1. Olin agrees to pay up to Three Million Dollars (\$3,000,000), the current preliminary estimate for the cost of construction of the Pipeline Connection to the MWRA water system for supplemental water, presently anticipated to be installed by the Town during 2003-2004, payments for such construction to be made by Olin within thirty (30) days of presentation of appropriate documentation of invoiced construction costs for such Pipeline Connection. The Town will coordinate with Olin in connection with the development of final plans and specifications for the Pipeline Connection and necessary bid documents, including specifically Olin's obligations to pay for such construction costs as they are incurred and other applicable procurement requirements, prior to the award of any contract for the construction of the Pipeline Connection. In the event that the bid price for construction of the Pipeline Connection exceeds \$3 Million, the parties agree to meet and negotiate in good faith regarding such excess costs, provided that if the parties cannot reach agreement with respect to such excess costs, the Town may elect to treat such excess costs as "MWRA Connection Costs", as hereinafter defined, and negotiate Olin's proportionate share of such costs as provided in Paragraph 2 below, or void this Agreement in its entirety prior to any contract award.
2. The Parties acknowledge that there may be other sources of contamination in addition to the Olin property that may have impacted the Maple Meadow Brook ("MMB") aquifer. The Town further acknowledges Olin's payment of the cost of

construction of the Pipeline Connection may exceed Olin's proportionate share of such costs.

3. The parties agree to negotiate Olin's proportionate share of the combined costs of construction of the Pipeline Connection, the MWRA entrance fees, and all other future fees necessary to connect to the MWRA water system that may be required for permanent MWRA membership status (collectively, the "MWRA Connection Costs"), crediting Olin for its payment for the Pipeline Connection against Olin's proportionate share of the Town's MWRA Connection Costs. The parties agree to negotiate, in good faith, Olin's proportionate share of the Town's MWRA Connection Costs at the time the Town elects to seek permanent connection status for the MWRA Connection.

4. In consideration of Olin's payments and commitments under this Agreement, the Town agrees that it will not seek recovery from Olin, and Olin will not be responsible for the following costs:

(a) Pre-construction costs associated with the Town's Pipeline Connection to the MWRA water system;

(b) The cost of water purchased from the MWRA by the Town after permanent membership status is granted to the Town;

(c) Past and future costs of operations and/or the processes of the Town's water system, as currently regulated by the Massachusetts Department of Environmental Protection ("MADEP"), excluding the sampling of the Town's water system for such parameters as the parties mutually agree, which agreement shall not be unreasonably withheld;

(d) The costs to the Town, if any, related to obtaining water in amounts above historical water consumption rates experienced by the Town; and

(e) The costs, if any, related to reductions in the Town's allowable water withdrawals from the MMB aquifer due to aquifer depletion, precipitation deficits, and/or low or no stream flows in the MMB, the Ipswich River or the Ipswich River Watershed, or interbasin transfer policy issues.

5. The Town agrees to continue to operate the town wells in the MMB aquifer in a manner so as to optimize available quality potable water from all such wells at appropriate seasonal rates and to minimize adverse impacts on each of the existing wells in the MMB aquifer.

6. (a) This Agreement constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes all prior agreements and understandings between the parties relating thereto. The Agreement may not be modified, amended or terminated except by written instrument signed by the parties.

(b) This Agreement is not intended to nor will it confer upon any other person (other than the parties hereto) any rights or remedies, and this Agreement is

binding upon and is solely for the benefit of the parties hereto and their respective officers, directors, employees, agents, successors, legal representatives and assigns. Neither this Agreement nor any of the rights, interests or obligations hereunder shall be assigned by either of the parties hereto without the prior written consent of the other party, which consent shall not be unreasonably withheld.

(c) All notices, invoices, reports and other communications required or permitted to be given under this Agreement shall be in writing and shall be deemed to have been duly given when actually received at the addresses set forth below (or at such other addresses as either party may specify by written notice to the other party as provided herein), together with copies as follows:

- (i) If to the Town of Wilmington, to:

Michael A. Caira, Town Manager
Town Hall, 121 Glen Road,
Wilmington, MA 01887

With a copy to:

Michael J. Newhouse, Esquire
Michael J. Newhouse & Associates, P.C.
20 Middlesex Avenue
Wilmington, MA 01887

- (ii) and, if to Olin Corporation, to:

Thomas P. O'Brien
Olin Corporation
P.O. Box 248
1186 Lower River Road, NW
Charlestown, TN 37310

With copies to:

Stuart N. Roth, Esquire
Deputy General Counsel
Olin Corporation
501 Merritt Seven
Norwalk, CT 06851

Laurie Burt, Esquire
Foley Hoag, LLP
155 Seaport Boulevard
Boston, MA 02210

(d) This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.

(e) Each party hereby agrees to bear its own fees and other expenses incurred by that party in connection with the performance of its obligations set forth in this Agreement.

(f) This Agreement, or any part hereof, or the entry into or any performance under this Agreement by either party, shall not constitute or be construed as a finding or admission or acknowledgement of liability, fault or wrongdoing or evidence of such, or an admission of violation of any law, rule, regulation or policy by either party or by its officers, directors, employees, agents, successor, legal representatives or assigns, and the participation by either party in this Agreement shall not be an admission of liability or admissible in evidence against either party in any other proceeding.

(g) This Agreement may be executed in two or more counterparts, each of which will be deemed an original, but all of which together shall constitute one and the same agreement.

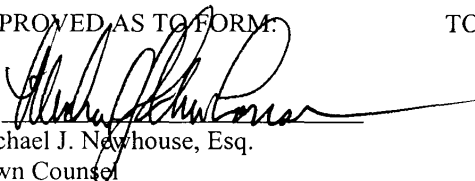
(h) Notwithstanding anything herein to the contrary, all contracts awarded by the Town shall be bid, entered and/or performed in compliance with all applicable state procurement and bidding laws, including without limitation, M.G.L. c.30B, M.G.L. c.7, M.G.L. c.149, and M.G.L. c.30.

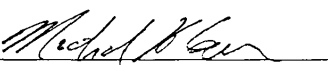
(i) Notwithstanding anything herein to the contrary, all records, maps, plans and other work product prepared in connection with, or arising out of, the Pipeline Connection shall be the property and remain in the custody of the Town.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed under seal as of the day and year first above written.

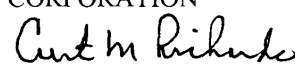
APPROVED AS TO FORM:

TOWN OF WILMINGTON

By: 
Michael J. Nayhouse, Esq.
Town Counsel

By: 
Michael A. Caira
Town Manager

OLIN CORPORATION

By:  LB

Title: VP - EH+S