



THOMAS W. LAWTON
City Solicitor

City of Woburn, Massachusetts
Law Department

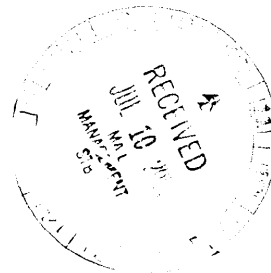
City Hall
10 Common Street
Woburn, MA 01801
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JAMES E. FELD
Assistant City Solicitor

July 9, 2003

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

208315



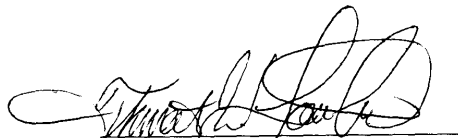
Re: Petition To Stay Exemption For New England Transfail, LLC
Finances Docket Number 34365

Dear Secretary Williams:

Enclosed please find one original and ten copies of the City of Woburn, Massachusetts Petition to Stay the Automatic Exemption of New England Transrail. I thank you in advance for your anticipated cooperation regarding this matter.

Please feel free to contact this office should you have any questions or concerns.

Very truly yours,


Thomas W. Lawton

TWL/b

cc: John C. Curran, Mayor

208 3/5

Before the
SURFACE TRANSPORTATION BOARD

Finance Docket No.

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

PETITION FOR STAY OF EXEMPTIONS

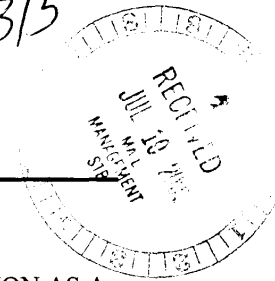
Preliminary Statement

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 City of Woburn (the "City") requests that the Surface Transportation Board (the "Board") stay the granting of an exemption for the Applicant to operate a class III rail common carrier over lines with running rights acquired from the Boston and Main 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 now July 11, 2003. A stay is necessary in order for the Protestant, City of Woburn (hereinafter "Protestant City") 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 Olin Property Site and Olin Site 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 Olin Property Site, adjacent dwellings and downstream



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2003

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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 Olin Property 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 completion, 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 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 City of Woburn. 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.

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 of Wilmington 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.

Reasons For Stay

The City of Woburn acknowledges and incorporates by reference the Petition To Stay Exemption filed on behalf of the Town of Wilmington regarding New England Transrail. The City of Woburn files this Petition To Stay Exemption due to the unique environmental concerns regarding this particular geographical location.

The applicant in response to comments from the Town of Wilmington draws a distinction between the Olin property and the Olin site. It is presumed the intent is to elicit evidence that the property is now clean and can be developed while the site continues to be monitored. This assumption is not based in reality because the site has now impacted five wells which draw from the aquifer. These wells have discontinued pumping domestic water based on the fact that the presence of NMDA was detected in four of the five wells. In order to determine the relevancy of this fact it is necessary to look at the broader picture.

The City of Woburn in 1979 shut down two wells, G and H, which drew drinking water from the aquifer underneath the Aberjona River. These wells were shut down, and remain so, due to the presence of carcinogens in the domestic water supply. Further investigation revealed that the presence of contamination was widespread.

These events formed the basis of the novel A Civil Action which detailed the human loss of Woburn residents from the tainted water. In 1983 the area to the north of G and H wells was identified as a Superfund site. The remediation work on this site has been nothing short of extraordinary. The Superfund site is just hundreds of yards from the Olin site, and work continues to this very day.

In the Spring of 2002 the E.P.A. announced a plan to merge and expand the G and H well site and the Superfund site. (Exhibit 1) This expansion was part of an effort to test water and soil samples from the Aberjona River to "evaluate the nature and extent of contamination and assess its potential threat to human health and the environment". The map on page one of Exhibit 1 depicts the "Industriplex and Wells G and H Superfund Site Study Areas", this study area is contiguous to the Olin site. In addition thereto the "North Pond", which is a recent study addition to the Olin site, (Exhibit 2) predominately is located in Woburn and is a part of the Industriplex and Wells G and H Superfund Site Study Area. This expansion of the Industriplex and Wells G and H Superfund Site Study area is an obvious decision by the E.P.A. to locate additional sources and determine the extent of contamination. The fact that the North Pond is an area that both Olin and the E.P.A. have identified as a contamination source is indicative of the expansion of contamination from both sites.

In response to comments from the Town of Wilmington (Exhibit D), question #2, the applicant relies on findings of GEI Consultants Inc. "As summarized in documents and reports submitted to MADEP in accordance with the Massachusetts Contingency Plan it was determined that "recharge to the groundwater at the property contributes principally to the Aberjona River Drainage Basin". While this fact addresses the legitimate concerns of the officials of the Town of Wilmington it does nothing to placate the greater concerns of the City of Woburn. It needs to be determined whether the ground water from the Olin site is flowing towards the Aberjona River in Woburn. It is the position of the City of Woburn that MDNA tainted water may be entering the city's groundwater.

The City of Woburn further argues that with the cessation of five municipal wells in Wilmington, this condition may well be detrimental to the City. If a substantial amount of water is no longer being drawn from the aquifer, might a corresponding amount of water now be flowing towards the Aberjona River Basin? Might the material (NMDA) detected in the water at the Wilmington Municipal Wells now be migrating towards Woburn with the NMDA contaminants present? The letter of May 9, 2003 from the MWRA confirms the existence of the contaminant in the well water. (Exhibit 3)

In the Conditional Approval letter from the Massachusetts D.E.P. dated April 29, 2003 (Exhibit 4) the proposed scope of work on the "North Pond" is articulated. It is obvious that the drainage ditch which traversed from the Olin property more than likely contains contaminants that were found on the Olin property. The report the D.E.P. on page two under Conditional Approval opines, "data, along with historical groundwater information from the study area, must be used to determine if groundwater contamination is migrating in shallow and deep groundwater beyond the East Ditch toward the Southeast". This area is currently part of the on-going Industri-plex and Wells H and H Superfund Site Study area

and further accentuates the need for further environmental study and report. The City of Woburn has legitimate concerns whether the presence of NMDA, found in the groundwater wells in Wilmington has now begun to migrate towards Woburn.

Recently the Massachusetts Department of Environmental Protection issued on July 2, 2003, a notice in regards to Tier 1A Disposal Sites. (Exhibit 2) This notice was in effect announcing that the vast majority of these sites would no longer receive the comprehensive monitoring. However, due to what the City of Woburn would argue is the very serious and extensive nature of the contamination of the Olin site the department has elected to continue the present aggressive pattern of oversight. The notice provides in part, "The purpose of this letter is to provide you with that written notice and specify that all activities completed at this site will still require oversight and approval by the department". The City of Woburn argues that this is indicative that the department regards this site much more significant than other comparable Tier 1A sites.

It is the position of the City of Woburn that a far more extensive environmental report be conducted to determine the advisability of permitting any entity on to the Olin property to begin construction or allow any disturbance to the land. The City of Woburn had endured over twenty years of capping and testing at the Superfund Site because of the presence of contaminants. The mere presence of contaminants to the immediate area north of the Superfund Site and contiguous to the now suspected contaminated North Pond at the Olin Site should preclude any proposed use at the Olin property, let alone a potentially very hazardous use. Just because Olin has cleaned the property which they were obviously obligated to do does not mean that their conduct of the past twenty years should be rewarded by allowing this proposed use and eventual sale of the property.

PEITION FOR STAY OF EXEMPTIONS

The City of Woburn respectfully argues that the intentional omission of any and all references to the Superfund Site whose northernmost border lies within several hundred yards of the Olin property is a critical intentional omission. The Aberjona River which collects surface water from most if not all of the areas surrounding and including the Olin property. It appears that the "so called" North pond is an area that is already in the merged Superfund Site and is being evaluated by Olin under the direction and approval of the D.E.P. The City of Woburn argues that no development or construction should occur on that Olin Property site until the cause of the presence of NDMA in the municipal well field is ascertained. The City of Woburn argues further that cessation of the five municipal wells may have again changed the migratory pattern of the contaminants possibly to the detriment of the City of Woburn.

The City of Woburn takes umbrage regarding the Woburn Landfill as being recently closed. The letter of Transrail LLC of June 20, 2003, contains this

passage “marked by the large Town of Woburn municipal landfill (recently closed)”. This is factually inaccurate. The landfill was closed in 1985 for business purposes. A comprehensive capping procedure was undertaken over a ten year period which is currently being finished.

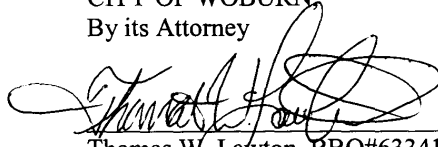
This capping procedure overseen by the Massachusetts D.E.P., conforms with all applicable rules and regulations. The City of Woburn does not have an open air composting pile, as reported in the June 20, 2003 letter, nor a Town Maintenance Garage. Immediately adjacent to the Olin site and the North Woburn Landfill is a private entity, Landscapex, a private manufacturing and recycling facility which is a lawfully permitted business located in Woburn.

The City of Woburn refutes the traffic study findings and opinions relative to this proposed use. The Olin property is within two miles of both Interstate 93 and Interstate 95. The applicant admittedly does present the factually correct information that Route 93 is closer in proximity to the Olin site. However, the City of Woburn maintains that any knowledgeable truck driver will elect to access Route 38 if the next destination is Route 95. The Route 93 and 95 interchange may well be the busiest interchange in the Commonwealth of Massachusetts. The applicant’s assertion that the truck drivers would drive north the Route 93 to travel south and access Route 95 flies in the face of common sense. The City of Woburn contends that a significant amount of truck traffic would utilize Route 38, an already overburdened two lane undivided highway. This would also be a significant environmental burden upon the citizens of Woburn.

CONCLUSION

There is no reason to approve the automatic stay requested by the applicant New England Transrail LLC. The Town of Wilmington and the City of Woburn have each raised significant environmental issues which raise serious concerns about construction and/or development of the Olin property. The City of Woburn has persevered through environmental disasters and should be satisfied to a reasonable degree of certainty that development of this property will not further compromise the municipalities environment.

CITY OF WOBURN
By its Attorney



Thomas W. Lawton, BBO#633418
City Hall – 10 Common Street
Woburn, MA 01801
(781) 932-4425

SERVICE LIST

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Jacobi and Case, P.C.
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Michael J. Newhouse, Esquire
20 Middlesex Avenue
Wilmington, MA 01887

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10th Floor
Boston, MA 02114

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

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

Middlesex County
40 Thorndike Street
Cambridge, MA 02141

New England, Region 1
United States Environmental Protection Agency
One Congress Street
Suite 110 Boston, MA 02114-2003

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 01741-2751

The National Park Service
Northeast Region
US Customs House
200 Chestnut Street
5th Floor
Philadelphia, PA 01106

The National Park Service
Central Office
1849 C. Street, NW
Washington, DC 20240

Natural Resources Conservation
(formerly the US Soil Conservation Service)
319 Littleton Road
Suite 205
Westford, MA 01886-4133

The National Geodetic Survey
(formerly known as the US Geological Society)
as designated agent for the National Geodetic Survey
and the US Geological Survey
SSMC-3, #9202
1315 East-West Highway
Silver Spring, MD 20910



EXHIBIT

Aberjona River

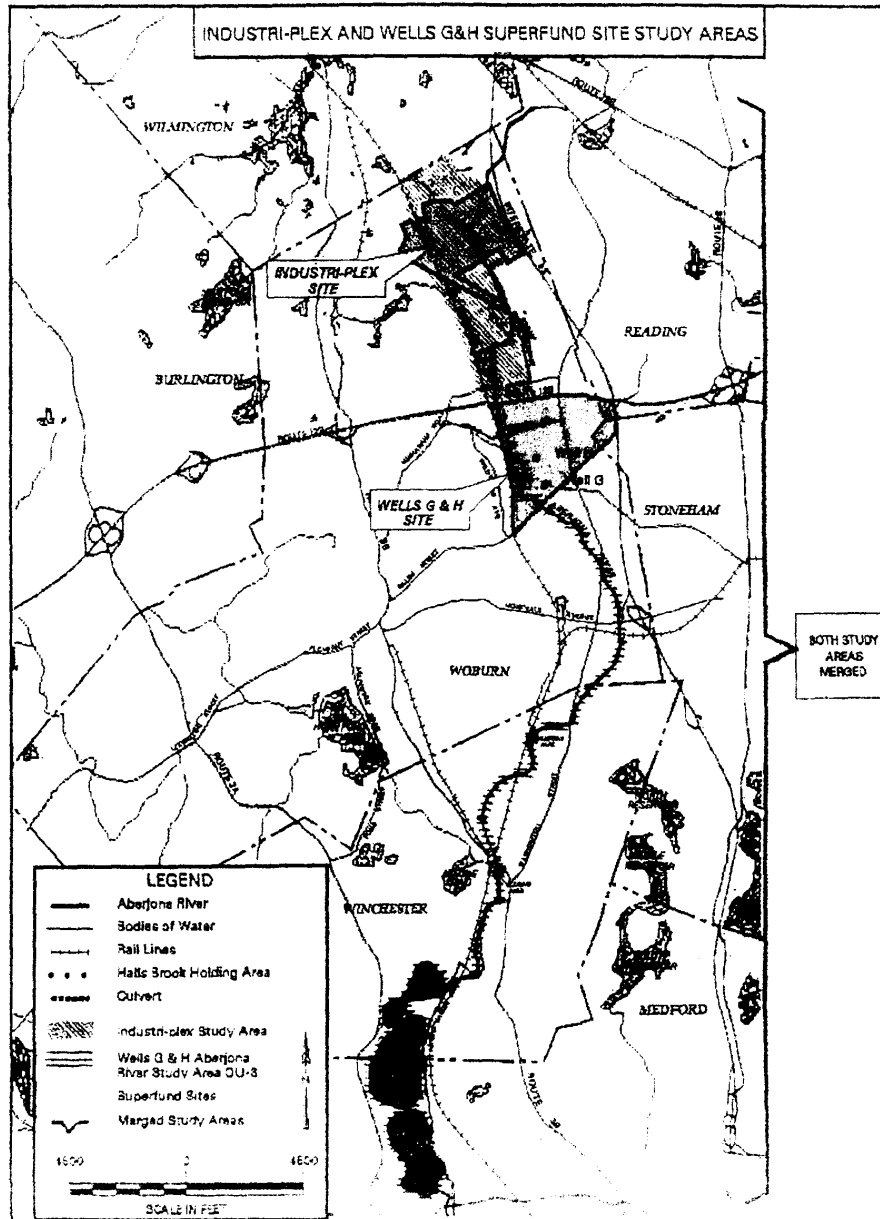
Industri-Plex and Wells G & H Superfund Sites, Woburn, MA

Spring 2002

EPA Merges Two Aberjona River Studies

The Industri-Plex and Wells G&H Superfund Sites require two separate studies of the Aberjona River to evaluate the nature and extent of contamination and assess its potential threat to human health and the environment. The Industri-Plex Study Area, illustrated on the map with red hash lines, investigates the Hall's Brook Holding Area and a portion of the upper reach of the Aberjona River and the Wells G&H Aberjona River Study Area, illustrated on the map with green hash lines, investigates the lower reach of the Aberjona River. EPA plans to merge these studies into one, which will provide a more efficient and cost effective approach to managing the investigation of the Aberjona River.

The Aberjona River flows north to south from its headwaters in Reading through the Industri-Plex Superfund site and along Commerce Way and then merges with the Hall's Brook Holding Area at Mishawum Road in Woburn. The River then proceeds under Route 12A.



► ► ► ► ►



MITT ROMNEY
Governor

KERRY HEALEY
Lieutenant Governor

COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF ENVIRONMENTAL AFFAIRS
DEPARTMENT OF ENVIRONMENTAL PROTECTION
Metropolitan Boston – Northeast Regional Office



ELLEN ROY HERZFELDER
Secretary

EDWARD KUNCE
Acting Commissioner

APRIL 29, 2003

Olin Corporation
P.O. Box 248
1186 Lower River Road, NW
Charleston, TN 37310
ATTN: Stephen Morrow

RE: Wilmington
Olin Chemical
51 Eames Street
RTN 3-0471
**North Pond Area Investigation: Part I;
Conditional Approval of Part II Scope of Work**

Dear Mr. Morrow:

On December 16, 2002 the Department of Environmental Protection (DEP) received a report entitled "North Pond Study Area Investigation: Part I." The report was prepared on behalf of the Olin Corporation (Olin) by GEI Consultants, Inc. (GEI), and was reviewed and submitted by Margret Hanley, the Licensed Site Professional of Record. The purpose of the report is to present the results of a historical review of available information, and to present a Scope of Work for the collection of sediment and soil quality data, in order to determine the extent of Olin's contribution to contamination in the North Pond study area.

In accordance with the Public Involvement Plan for this site, the report was placed in the public library and a public comment period ran between February 11, 2003 and April 18, 2003. The public comments are summarized at the end of this letter, and were considered in DEP's conditional approval of this submittal.

Background

A 1955 aerial photograph included in the Phase II Scope of Work for the East Ditch investigation showed a surface water drainage ditch, which traveled from west to east across the Olin property and discharged into the North Pond. The surface water drainage from the Olin site appears to have discharged into the North Pond via this ditch for a period of time between the late 1950's and the late 1970's. In a letter dated February 1, 2002, DEP required Olin to complete a Scope of Work to determine the extent to which contamination from the Olin property migrated to the North Pond area.

In a letter dated April 5, 2002 Olin proposed to address DEP's concerns in a two-part investigation. In Part I, Olin proposed to confirm the hypothesized migration pathway. In Part II Olin anticipated that additional subsurface investigations would be necessary in the vicinity of the North Pond to document any potential contribution from the Olin site to conditions in this area. The December 2002 report summarizes the results of Part I of this investigation, and presents a scope of work for Part II of this investigation.

This information is available in alternate format by calling our ADA Coordinator at (617) 574-6872.

205A Lowell St. Wilmington, MA 01887 • Phone (978) 661-7600 • Fax (978) 661-7615 • TTD# (978) 661-7679

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North Pond Investigation: Part I

The presence or absence of Olin-related contaminants in the North Pond study area could not be established from the review of historical data. However, it was determined that the existence of a Massachusetts Bay Transit Authority culvert and an unnamed ditch provided a hydraulic connection and a contaminant migration pathway between the Olin property and the North Pond that could have existed between 1952 and 1982.

In addition, it was determined that the North Pond may receive groundwater discharge from the direction of the East Ditch and the Olin property. Based on the above information, GEI determined that additional investigation is necessary to assess the nature and extent of contamination that may be due to historical releases at the Olin property.

GEI concluded that compounds that may currently be present in the Unnamed Ditch, and potentially present in shallow sediment in remaining portions of North Pond, are likely due to releases since 1982 from facilities in the area other than the Olin Site. This conclusion was based on the fact that a hydraulic connection from the Olin Property to the North Pond did not exist after 1982.

North Pond Investigation Part II – Scope of Work

In order to determine the extent of Olin's contribution to contamination in the North Pond study area GEI proposes to conduct a soil and sediment quality sampling program. GEI proposes to collect fill and buried sediment samples from up to three locations within the former areas of North Pond, and one location in the remaining portion of North Pond. In filled areas, samples will be collected continuously from the ground surface to 5 feet below the buried sediment layer, to a maximum depth of 16 feet. In the remaining area of North Pond, samples will be collected continuously from the ground surface to one foot below the buried sediment layer, to a maximum depth of 4 feet.

Samples will be classified to distinguish between underlying soils, sediments, and the material used to fill areas formerly included in the North Pond. Olin will evaluate the feasibility of age dating the sediments using radiochemical techniques, if a well-defined layer of sediment is observed in each boring.

Up to four samples that are determined to include historical sediments and one shallow sediment sample from the remaining portions of the North Pond will be analyzed for volatile organic compounds including trimethylpentenes (USEPA 8260B), semivolatile organic compounds (USEPA 8270C), pesticides (USEPA 8081A), herbicides (SW-846-8151A), metals (including antimony, chromium, arsenic, cyanide, total and hexavalent chromium, lead, mercury, and thallium [various methods]), ammonia (SM4500F/Lachat), pH, chloride, and sulfate.

Other activities will also be completed as part of Part II of the North Pond Investigation. At least three samples of the fill that overlies former North Pond sediments will be tested for metals. Samples of soil at each boring location, which are judged to be below or in contact with the sediment layer will be extracted and/or preserved, for future analysis.

GEI will not conduct further investigation in the Unnamed Ditch, unless it is determined that Olin-related contaminants of concern are present in sediment at depth in the North Pond.

GEI will prepare a letter report presenting the results of this evaluation, along with any additional information regarding the source and nature of the material that was used as fill in portions of the North Pond. GEI will seek permission to conduct the sampling activities in the former areas of the North Pond

from current property owners and from the Woburn Conservation Commission. It is anticipated that sampling can be conducted within 30 days of receiving property access and Conservation Commission approval. A preliminary report presenting the results of the field investigations will be issued within 90 days of completing the fieldwork.

Public Comments

Public comments were received from Dick Patterson, Martha Stevenson, the Woburn Neighborhood Association, and State Representative Carol Donovan. Comments were received verbally from Mr. Patterson and Ms. Stevenson in a meeting at DEP on March 27, 2003. Although a wide variety of concerns related to the entire project were discussed, the main concern regarding the North Pond Investigation was that part of the North Pond used to extend into Wilmington, and both Mr. Patterson and Ms. Stevenson wanted to make sure that the North Pond investigation extended into pertinent areas of Wilmington that could have been impacted from contamination from the Olin property. Public comments from the Woburn Neighborhood Association and Representative Donovan were received by DEP in writing on April 5, 2003 and April 16, 2003, respectively. The main concern of the Woburn Neighborhood Association and Representative Donovan was that the North Pond investigation was being completed in lieu of the East Ditch Investigation.

DEP – Response to Public Comments

The goal of the North Pond investigation is to identify the extent of any contaminants that have migrated from the Olin property to the North Pond either by surface water discharge or groundwater flow. The investigation will include pertinent areas in both Wilmington and Woburn. If necessary, the investigation may even eventually extend to water bodies downstream of the North Pond.

The East Ditch investigation is being completed in addition to the North Pond investigation and is presently underway. The progress of the East Ditch investigation was temporarily delayed due to property access issues with the Massachusetts Bay Transit Authority. The Scope of Work for the East Ditch investigation was completed by GEI consultants on behalf of the Olin Corporation and is dated October 12, 2001. DEP's conditional approval letter is dated February 1, 2002, and in this letter DEP made it clear that the full extent of contamination that may have migrated downstream through the East Ditch and beyond must be delineated.

DEP – Conditional Approval

DEP approves of the Scope of Work for the Part II of the North Pond Investigation subject to the following conditions:

- One of the soil boring locations must be located near where the Unnamed Ditch formerly discharged into the North Pond, because maximum depths of contaminated sediments would be expected to build up at the point where the higher flow velocity water from the Unnamed Ditch entered the low flow velocity water of the North Pond. It should be noted that this location is in Wilmington, and will require the approval of the Wilmington Conservation Commission.
- GEI states that groundwater flow measurements indicate that groundwater flow in the study area is southeast from the Olin Site toward the North Pond, yet no groundwater sampling was proposed to research potential contaminant transport through the groundwater flow pathway. Groundwater samples must be collected from GW-80S, GW-80D, GW-80BR, GW-74S, and GW-74D and analyzed for the contaminants of concern related to the Olin site. This data, along

Wilmington: Olin Corporation
RTN: 3-0471
North Pond Area Investigation: Part I;
Conditional Approval of Part II Scope of Work
Page 4 of 4

with historical groundwater information from the study area, must be used to determine if groundwater contamination is migrating in shallow and deep groundwater beyond the East Ditch toward the southeast.

- It should be noted that further investigation of the sediments in the Unnamed Ditch will be required if Olin-related contaminants are identified in the North Pond sediments at levels that could pose a significant risk to public health and/or the environment.

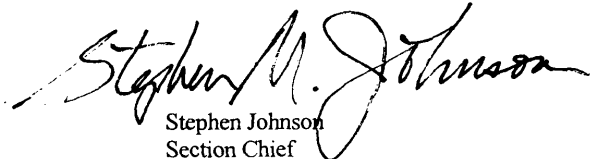
A report summarizing the results of this investigation must be submitted to DEP within 4 months of the date of this letter. Please be advised that this submittal date is being established as an Interim Deadline, pursuant to 310 CMR 40.0167.

Your cooperation in this matter is appreciated. If you have any further questions regarding this matter, please contact Christopher Pyott at (978) 661-7739 or at the letterhead address.

Very truly yours,



Christopher Pyott
Environmental Analyst
Site Management



Stephen Johnson
Section Chief
Site Management

cc via e-mail:

Wilmington Board of Health, Attn: Greg Erickson
Wilmington Water Department, Attn: Mike Woods
DEP/NERO/Water Supply, Attn: Jim Persky
DEP/Boston/Legislative Liaison: Marc LaPlante
Sleeman, Hanley & DeNitto, 50 Congress Street, Boston, MA 02109
Attn: Margret Hanley
MACTEC Engineering and Consulting, 107 Audubon Road, Wakefield, MA 01880
Attn: Michael Murphy
Foley, Hoag & Eliot LLP, 155 Seaport Boulevard, Boston, MA 02210
Attn: Laurie Burt
Senator Bruce Tarr, Room 507, State House, Boston, MA 02133
Rep. James Miceli, Room 167, State House, Boston, MA 02133
Rep. Charles Murphy, Room 166, State House, Boston, MA 02133
Rep. Carol Donovan, Room 473-B, State House, Boston, MA 02133

cc via mail:

DEP/Data Management
Kathleen & Winifred Barry, 14 Powder House Circle, Wilmington, MA 01887
Robert Cain, Chairman, Board of Selectmen, 121 Glen Road, Wilmington, MA 01887
Mayor John Curran, City Hall, 10 Common Street, Woburn, MA 01801
Jack Fralick, Board of Health, City Hall, 10 Common Street, Woburn, MA 01801
Wilmington Public Library, 175 Middlesex Avenue, Wilmington, MA 01887
Attn: Olin Site Repository

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EXHIBIT

3

May 9, 2003

Frederick Laskey
Executive Director
Massachusetts Water Resources Authority
100 First Avenue
Boston, MA 02129

Dear Mr. Laskey:

On April 24, 2003, the MWRA Advisory Board approved the Town of Wilmington's request for a six-month emergency connection to the MWRA Waterworks System. The proponent's request is in response to the loss of five of the nine community drinking water wells to the contaminant N-nitrosodimethylamine (NDMA). While town officials believe they have sufficient capacity to meet current demand, there is concern that the local supply may be insufficient to meet high-demand periods during the summer. The proposal received the approval of the Advisory Board Executive Committee on April 18, 2003. The Advisory Board approved motion is as follows:

To allow the Town of Wilmington (Wilmington) to activate a connection to the MWRA Waterworks System, via the City of Woburn (Woburn), for a six-month period, with a start date to be determined. The connection is subject to the development of an inter-municipal agreement between Wilmington and Woburn that addresses issues of assessment and charges prior to consideration by the MWRA Board of Directors. Advisory Board approval is contingent upon receipt of a letter from Woburn indicating support of the inter-municipal agreement with Wilmington. Average daily demand shall not exceed 1 million gallons per day. Wilmington will abide by the rules stipulated under MWRA Emergency Water Supply Withdrawals (Policy #OP.05), including payment of a 10% surcharge of the MWRA's prevailing rate. If the proponent were to seek water for a second water withdrawal period, MWRA shall also assess an asset value contribution charge. Rules governing premium charges and asset value contribution are invoked when water is transferred from the MWRA to the applicant community.

The MWRA Advisory Board was provided a faxed copy of the 'Municipal Aid Agreement' (Agreement) between Woburn and Wilmington by MWRA staff on May 8, 2003 (please see attached). Advisory Board staff expect to receive a letter from the City of Woburn indicating support of the inter-municipal agreement with the Town of Wilmington shortly. In the interest of meeting the Board of Directors deadline, I have determined that the Agreement, as presented, satisfies the stipulation within the approved Advisory Board motion that the City of Woburn and the Town of Wilmington develop an inter-municipal agreement that addresses issues of assessment and charges prior to consideration by the MWRA Board of Directors. The Advisory Board respectfully requests that you include this letter as part of the staff summary being considered at the next meeting of the MWRA Board of Directors on May 14, 2003.

Sincerely,

Katherine H. Dunphy

Katherine H. Dunphy, Chairman
MWRA Advisory Board

cc: Hon. John Curran, Mayor of Woburn
Michael Caira, Town Manager of Wilmington
Michael Nicoloso, SEA Consultants
Michael Hornbrook, MWRA, Chief Operating Officer
Stephen Estes-Smargiassi, MWRA, Director of Planning
Pamela Heidell, MWRA, Policy and Planning Manager
Bonnie Hale, MWRA, Assistant to the MWRA Board of Directors

Joseph E. Favaloro, Executive Director

11 Beacon Street • Suite 1010 • Boston, MA 02108-3002 • Telephone: (617) 742-7561 • Fax: (617) 742-4614



COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF ENVIRONMENTAL AFFAIRS
DEPARTMENT OF ENVIRONMENTAL PROTECTION
ONE WINTER STREET, BOSTON, MA 02108 617-292-5500

EXHIBIT

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MITT ROMNEY
Governor

KERRY HEALEY
Lieutenant Governor

ELLEN ROY HERZFELDER
Secretary

EDWARD P. KUNCE
Acting Commissioner

JULY 2, 2003

Olin Corporation
P.O. Box 248
Charlestown, TN

Re: RTN 3-0471
Olin Corporation Site
51 Eames Street

Attention: Stephen Morrow

**THIS IS AN IMPORTANT NOTICE. CHANGES ARE BEING MADE TO THE
MASSACHUSETTS CONTINGENCY PLAN THAT WILL AFFECT THE PERFORMANCE OF
RESPONSE ACTIONS AT TIER IA DISPOSAL SITES**

Dear Mr. Morrow:

As you know, staff from the Massachusetts Department of Environmental Protection (the Department) have been systematically overseeing and approving cleanup activities at the above referenced site. Such a level of comprehensive oversight has been required at this site pursuant to 310 CMR 40.0550(4)(a) of the Massachusetts Contingency Plan (MCP), due to its designation as a "Tier IA" disposal site.

The purpose of this letter is to advise you of revisions that are being made to the MCP that will change the scope of the Department's involvement at many Tier IA disposal sites. Specifically, effective June 27, 2003, pursuant to the (amended) provisions of 310 CMR 40.0550 (4), Tier IA sites will no longer be required to obtain Department approval of comprehensive response actions, Release Abatement Measures (RAMs), or Downgradient Property Status (DPS) Submittals - unless the Department provides written notice to the contrary. The purpose of this letter is to provide you with that written notice, and specify that all activities completed at this site will still require oversight and approval by the Department.

There are other changes being made to the MCP that may affect cleanup activities at this site. In addition, there are changes being made to 310 CMR 4.00, *Timely Action Schedule and Fee Provisions*, relative to the assessment of annual compliance fees and other response action fees. You can download a copy of these changes, and the revised MCP, by visiting the *BWSC News and Updates* web site at <http://www.state.ma.us/dep/bwsc/news.htm>.

This information is available in alternate format. Call April McCabe, ADA Coordinator at 1-617-556-1171. TDD Service - 1-800-298-2207.

DEP on the World Wide Web: <http://www.mass.gov/dep>

Printed on Recycled Paper

If you have any questions regarding this matter, please contact Christopher Pyott at (617) 654-6654 or at the letterhead address.

Sincerely,

This final document copy is being provided to you electronically by the Department of Environmental Protection. A signed copy of the original document is on file at the DEP office listed on the letterhead.

Christopher J. Pyott
Environmental Analyst
Site Management

Stephen M. Johnson
Section Chief
Site Management

cc via e-mail:

Wilmington Board of Health, Attn: Greg Erickson
Wilmington Water Department, Attn: Mike Woods
Jack Fralick, Board of Health, City Hall, 10 Common Street, Woburn, MA 01801
DEP/NERO/Water Supply, Attn: Jim Persky
DEP/Boston/Legislative Liaison: Marc LaPlante
Sleeman, Hanley & DeNitto, 50 Congress Street, Boston, MA 02109
Attn: Margret Hanley
MACTEC Engineering and Consulting, 107 Audubon Road, Wakefield, MA 01880
Attn: Michael Murphy
Foley, Hoag & Eliot LLP, 155 Seaport Boulevard, Boston, MA 02210
Attn: Laurie Burt
Kathleen & Winifred Barry, 14 Powder House Circle, Wilmington, MA 01887
Senator Bruce Tarr, Room 507, State House, Boston, MA 02133
Rep. James Miceli, Room 167, State House, Boston, MA 02133
Rep. Charles Murphy, Room 166, State House, Boston, MA 02133
Rep. Carol Donovan, Room 473-B, State House, Boston, MA 02133

cc via mail:

DEP/Data Management: C&E/INTLET
Chairman, Board of Selectmen, 121 Glen Road, Wilmington, MA 01887
Mayor John Curran, City Hall, 10 Common Street, Woburn, MA 01801
Public Library, 175 Middlesex Avenue, Wilmington, MA 01887
Attn: Olin Site Repository