

March 19, 2013

Carl Dierker, Regional Counsel
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Dear Carl:

First and foremost, thank you very much to the Environmental Protection Agency (“EPA”) and your team for your collective efforts regarding the permitting of the New Bedford Marine Commerce Terminal (the “Terminal”). With this letter, I wanted to follow up on our conversation on March 14, 2013 and provide you with an update on the status of the Hall Communication and Hathaway Mills sites as the Commonwealth moves forward with the development of the Terminal.

From the outset, enclosed for your review and consideration, please find a spreadsheet that identifies each property that comprises the Terminal site, including the real estate interest for each parcel that has been acquired, or soon to be acquired. The Massachusetts Clean Energy Center (“MassCEC”) has acquired control over all of the necessary property either through signed options, lease agreements or other instruments.

Comment [cfd1]: It would be helpful if the spreadsheet contains the information we were given orally at the meeting, where you ran through all of the properties on which you have options and indicated which ones you’ve been begun to exercise the options on and when you expect to processes to be completed.

With respect to the signed option agreement between MassCEC and Hall Communications Hall Communications concerning New Bedford Tax Map 31, Parcel 234 (the “Hall Property”), MassCEC is required to relocate the radio station on the property prior to closing. MassCEC is working closely with Hall Communication on several potential sites, including state owned land. Additionally, the Commonwealth is actively assisting in the facilitation of this relocation effort, and MassCEC expects to conclude this process within the next six months. The process will consist of identifying a new location (anticipated to take approximately two months), purchasing the new site (anticipated to take approximately two months), and improving the site, subject to [an EPA-approved sampling and analysis plan EPA review and oversight](#) (anticipated to take approximately two months). The Commonwealth intends to acquire an existing tower, if possible, which will either allow for additional time for site acquisition, or will shorten the relocation timeline. Once the new site has been acquired, MassCEC will facilitate the transfer of the radio station operations and commence site improvement on the Hall Property.

If MassCEC is unable to acquire an alternate site within that timeframe, MassCEC will acquire additional adjoining parcels for the project. MassCEC is already engaged in preliminary talks with landowners and believes these properties can seamlessly be incorporated into our 19 month construction schedule.

Comment [cfd2]: Would be helpful to clarify the timeframe for acquiring these parcels for the project if MassCEC is unable to acquire an alternative site for the tower relocation within the next six months. That schedule should indicate that the additional parcels would be available and ready for use prior to opening of the terminal.

Although MassCEC does not plan to start work on the Hall Property concurrently with the other planned work at the Terminal, MassCEC expects that the work (including additional site assessment, remediation, if necessary, tower demolition, and site-grading) should take

substantially less than the 19 months anticipated to construct the remainder of the planned work at the Terminal. Therefore, MassCEC anticipates that the work on the Hall Property will be completed at the same time as the remainder of the work at the Terminal, such that it will be able to be utilized with the other Terminal parcels at the opening of the Terminal.

With respect to the Hathaway Mills property, MassCEC and the City of New Bedford have recently resumed conversations with the property owner to secure easement rights over 0.09 acres of land that is situated within New Bedford Tax Map 21, Parcel 30 (the "Hathaway Mills Property"). MassCEC and the City expect to conclude these negotiations within the next thirty days; and if they are unable to reach an agreement with the property owner for the purchase of this easement within that timeframe, MassCEC or the City of New Bedford will use eminent domain authority to take the easement and/or to take the travel path area as a public way. MassCEC's construction schedule requires it to acquire an interest in this parcel prior to the start of operations, which is anticipated to begin within 19 months of EPA's approval to proceed. However, MassCEC anticipates that this property will need only minor improvements to utilize it within the Terminal, and it represents a negligible percentage of the total site configuration.

Although MassCEC does not plan to start work on the Hathaway Mills Property concurrently with the other planned work at the Terminal, MassCEC expects that the work (including additional characterization of the existing soil/debris pile, off-site disposal of the soil/debris pile, and site-grading and/or paving, [all subject to an EPA-approved sampling and analysis plan](#)) should take substantially less than the 19 months anticipated to construct the remainder of the planned work at the Terminal. Therefore, MassCEC anticipates that the work at the Hathaway Mills Property will be completed at the same time as the remainder of the work at the Terminal, such that it will be able to be utilized with the other Terminal parcels at the opening of the Terminal.

In keeping with our March 14th discussion and in light of this site control overview, the Commonwealth has provided EPA with a spreadsheet that identifies those parcels in which MassCEC has secured, or soon will secure, a real estate interest in the Terminal sites, sufficient for it to have established site control over the Terminal parcels. The Commonwealth accordingly requests EPA to authorize MassCEC to proceed with construction activities within those areas covered by the Final Determination issued by EPA on November 19, 1012.

Please let me know if you have any questions and thank you for your time.

Very truly yours,

Gary Davis, Jr.
General Counsel