



TOWN OF WAYLAND

41 COCHITUATE ROAD
WAYLAND, MASSACHUSETTS 01778

STEPHEN CRANE
ACTING TOWN ADMINISTRATOR
TEL. (508) 358-3620
www.wayland.ma.us

BOARD OF SELECTMEN

THOMAS J. FAY
ADAM G. GUTBEZAHL
CHERRY C. KARLSON
CAROL B. MARTIN
DAVID V. WATKINS

BOARD OF SELECTMEN Monday, February 7, 2022 7:00 p.m.

**Wayland Town Building; Council on Aging Room
41 Cochituate Road, Wayland, MA**

Proposed Agenda

Note: Items may not be discussed in the order listed or at the specific time estimated. Times are approximate.

Pursuant to Chapter 20 of the Acts of 2021, this meeting will be conducted in person and via remote means, in accordance with applicable law. This meeting may be recorded which will be made available to the public on WayCAM as soon after the meeting as is practicable.

Everyone in attendance must adhere the Town of Wayland's new mask requirement dated August 11, 2021 <https://www.wayland.ma.us/home/news/august-11-2021-announcement-covid-19-update-and-new-maskrequirement-wayland-town>

When required by law or allowed by the Chair, persons wishing to provide public comment or otherwise participate in the meeting, may do so by in person attendance, or by accessing the meeting remotely, as noted above. We request public comment be limited to two minutes per person.

- | 7:00 pm | 1. Call to Order, Review Agenda for Public | | | | | | | | | |
|--|--|--|--|---------------|------------------------------|--------------|---------------|----------------------|--|--|
| 7:02 pm | 2. Announcements and Public Comment | | | | | | | | | |
| 7:10 pm | 3. Committee Appointments: Interview, discuss and potential vote to appoint: | | | | | | | | | |
| | <table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Committee</th> <th style="text-align: left; border-bottom: 1px solid black;">Potential Appointee</th> <th style="text-align: left; border-bottom: 1px solid black;">Term End Date</th> </tr> </thead> <tbody> <tr> <td>Municipal Affordable Housing</td> <td>Laura Kaplan</td> <td>June 30, 2022</td> </tr> <tr> <td>Trust Fund Committee</td> <td></td> <td></td> </tr> </tbody> </table> | Committee | Potential Appointee | Term End Date | Municipal Affordable Housing | Laura Kaplan | June 30, 2022 | Trust Fund Committee | | |
| Committee | Potential Appointee | Term End Date | | | | | | | | |
| Municipal Affordable Housing | Laura Kaplan | June 30, 2022 | | | | | | | | |
| Trust Fund Committee | | | | | | | | | | |
| 7:20 pm | 4. Liquor License Hearing for The Villa Inc., for a transfer of the existing All Alcoholic Beverage License Held by The Villa Inc. to Villa Restaurant Opco, LLC to remain at the existing premises 124 East Plain Street, Wayland, MA 01778 | | | | | | | | | |
| 7:40 pm | 5. Town Administrator update | | | | | | | | | |
| | <table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> a. PFAS6
 b. Alta at River's Edge
 c. COA/CC </td> <td style="width: 50%; vertical-align: top;"> d. FY23 Budget update
 e. Selectmen/TA office Phone Auto Attendant </td> </tr> </table> | a. PFAS6
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BOARD OF SELECTMEN
Monday, February 7, 2022
7:00 p.m.
Wayland Town Building
41 Cochrane Road, Wayland, MA

- 8:00 pm 6. 2022 Annual Town Meeting
- a. Identify articles for potential Abbreviated Presentation Procedure
 - b. Discuss Potential Debt Exclusion Ballot Questions; request the Finance Committee to make a debt exclusion presentation
 - c. Discuss and Potential Vote to Insert and take a Position on Warrant Articles; refer to the list of articles in the Board's packet.
 - d. Meet with the Planning Board on proposed articles (per ATM schedule)
- 9:00 pm 7. Twenty Wayland Settlement
- a. Discuss next steps, including separating parcel 16 and any other related parcels as required by the Settlement Agreement, and potential vote
- 9:15 pm 8. Town Manager Recruitment:
- a. Update on the status of the Special Act
 - b. Discussion of timing of the RFP for a Search Firm to Assist with Town Manager Recruitment
 - c. Discussion of process, including the use of a Screening Committee
- 9:30 pm 9. Open Meeting Law Complaint: discussion of complaint received February 2, 2022 from resident George Harris
- 9:40 pm 10. Minutes – review and vote to approve the minutes of January 18, 2022 and January 24, 2022
- 9:45 pm 11. Consent: review and vote to approve
- 9:50 pm 12. Correspondence
- 9:55 pm 13. Selectmen's Reports and Concerns
- 10:05 pm 14. Topics not Reasonably Anticipated 48 hours in advance, if any
- 10:10pm 15. Executive Session:
- I. Pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (2), (3), and (6) to review and approve the executive session minutes of January 18, 2022 and January 24, 2022
- Approve and Hold: Executive Session minutes of January 18, 2022 and January 24, 2022
- 10:20pm 16. Adjourn

BOARD OF SELECTMEN
Monday, February 7, 2022
7:00 p.m.
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41 Cochituate Road, Wayland, MA

CONSENT CALENDAR

1. Vote the question of designating and approving signing authority to Stephen Crane, Acting Town Administrator on items listed below.
2. Vote the question of approving and signing the weekly payroll and expense warrants.
3. Vote the question of approving the FY22 Firefighter Safety Equipment Grant contract.
4. Vote the question of approving Broomstones Curling Club's request to extend their hours to sell alcoholic beverages from 12:00am-1:00am on February 11 and 12.
5. Vote the question of approving the Contract NO. 18-2003 Task Order NO. 12-Amendment #2 Old Sudbury Bridge Road Bridge Rehabilitation Engineering Services.
6. Vote the question of approving the Sedgemoor Road Water Main Replacement Project IFB# 21-2019 Change Order #1.
7. Vote the question of approving invoice #135265 with KP Law for legal services through January 26, 2022.
8. Vote the question of approving invoice #135264 with KP Law for legal services through January 26, 2022 in the amount of \$3,266.27
9. Vote the question of approving a Common Victualler license for Villa Restaurant Opco, LLC at 124 East Plain Street, Wayland, MA 01778.
10. Vote the question of approving an Entertainment License for Villa Restaurant Opco, LLC at 124 East Plain Street, Wayland, MA 01778.
11. Vote the question of approving the Master Service Training Agreement with Kristen Martin for lifeguard training services to the Town of Wayland Recreation Department.

BOARD OF SELECTMEN
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41 Cochituate Road, Wayland, MA

LAURA M. KAPLAN

EXPERIENCE

Arent Fox LLP • Boston, MA

Arent Fox LLP is a full-service law firm with 450+ lawyers that delivers business-oriented legal counsel to help clients achieve their commercial goals.

Associate • 11/19 – present

- Maintain broad commercial real estate practice representing owners, investors, lenders and developers in the acquisition, disposition, leasing, financing and permitting of office, industrial, residential and mixed-use properties

Greystone & Co., Inc. • Boston, MA

Greystone & Co., Inc. d/b/a Greystone Management Solutions is a management and consulting firm that delivers quality services to public sector and private clients.

Senior Counsel • 5/14 – 10/19

- Represented the Massachusetts Bay Transportation Authority (MBTA) and the Massachusetts Department of Transportation (MassDOT) in all aspects of the sale and long-term lease of surplus real property, including procurement law compliance and negotiation of purchase and sale agreements, development agreements, leases and conveyancing documents

Edwards Wildman Palmer LLP • Boston, MA

Edwards Wildman was a full-service international law firm with 600+ lawyers. Edwards Wildman merged into Locke Lord LLP in 2015.

Associate • 10/12 – 2/14

- Represented a wide range of corporations, developers, and nonprofits in commercial real estate transactions, including acquisition, disposition, financing, land use, and leasing of office, residential, retail, industrial and mixed-use properties

ESC of New England • Boston, MA

ESC is a charitable nonprofit that provides high-quality, affordable management consulting services exclusively to nonprofits in Massachusetts and Rhode Island.

Vice President • 5/10 – 3/12

- Directed management consulting practice serving approximately 80 nonprofit organizations per year; responsible for driving business development, scoping projects, negotiating fees and managing project teams
- Oversaw recruitment and training for 100+ highly-skilled volunteer consultants

Goulston & Storrs, PC • Boston, MA

Goulston & Storrs is a Boston-based AmLaw 200 law firm that has one of the largest, most diverse and most highly acclaimed real estate practices in the United States.

Associate • 10/07 – 12/09

- Assisted developers with the acquisition, financing, leasing and permitting of real estate projects in eastern and central Massachusetts
- Provided technical and strategic advice regarding public-private partnerships

Massachusetts Land Court • Boston, MA

The Land Court Department of the Trial Court has statewide jurisdiction and primarily hears cases related to title to real property and actions of local planning and zoning boards.

Law Clerk to Hon. Gordon H. Piper • 9/06 – 8/07

- Contributed to the research and writing of decisions on land-related matters

BAR ADMISSION

Massachusetts • 2006

EDUCATION

Harvard Law School • Cambridge, MA

J.D. • 2006

- Harvard Legal Aid Bureau, Intake & Outreach Director
- *Harvard Civil Rights-Civil Liberties Law Review*, Articles Editor
- Student Public Interest Network, Treasurer
- Rappaport Honors Program in Law and Public Policy Fellow

Princeton University • Princeton, NJ

A.B. Sociology • 2002

- Harold Willis Dodds Achievement Prize
 - Spirit of Princeton Award
 - Student Volunteers Council, Co-Chair
 - Students for Progressive Education and Action, Coordinator
 - Race Relations Action Committee, Co-Director
 - *Progressive Review*, Business Manager
-

ASSOCIATIONS

Commonwealth Land Trust, Inc.

Board Member • 7/19 - present



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission

For Reconsideration

LICENSING AUTHORITY CERTIFICATION

Town of Wayland

0007-RS-1340

City /Town

ABCC License Number

TRANSACTION TYPE (Please check all relevant transactions):

The license applicant petitions the Licensing Authorities to approve the following transactions:

- New License
- Change of Location
- Change of Class (i.e. Annual / Seasonal)
- Change Corporate Structure (i.e. Corp / LLC)
- Transfer of License
- Alteration of Licensed Premises
- Change of License Type (i.e. club / restaurant)
- Pledge of Collateral (i.e. License/Stock)
- Change of Manager
- Change Corporate Name
- Change of Category (i.e. All Alcohol/Wine, Malt)
- Management/Operating Agreement
- Change of Officers/
Directors/LLC Managers
- Change of Ownership Interest
(LLC Members/ LLP Partners,
Trustees)
- Issuance/Transfer of Stock/New Stockholder
- Change of Hours
- Other
- Change of DBA

APPLICANT INFORMATION

Name of Licensee DBA

Street Address Zip Code

Manager

§12 Restaurant Annual All Alcoholic Beverages

Type (i.e. restaurant, package store) Class (Annual or Seasonal) Category (i.e. Wines and Malts / All Alcohol)

Granted under Special Legislation? Yes No

If Yes, Chapter of the Acts of (year)

DESCRIPTION OF PREMISES Complete description of the licensed premises

One and a half story Building, main dining room, kitchen, lounge, restrooms, all on first floor.

LOCAL LICENSING AUTHORITY INFORMATION

Application filed with the LLA: Date Time

Advertised Yes No Date Published Publication

Abutters Notified: Yes No Date of Notice

Date APPROVED by LLA Decision of the LLA

Additional remarks or conditions (E.g. Days and hours)

For Transfers ONLY:
Seller License Number: Seller Name:

The Local Licensing Authorities By:

Alcoholic Beverages Control Commission
Ralph Sacramone
Executive Director

ARTICLE LIST 2022 ANNUAL TOWN MEETING

Article	Article Name	Status	Sponsor	BoS Assignee	FinCom Assignee	Position BoS	Position FinCom	BoS Goal relates to	Tasks to be completed
A	Recognize Citizens & Employees for Particular Service to Town	submitted	Board of Selectmen	Karlson	Roman	5-0-0 In Favor			<ul style="list-style-type: none"> coordinate with Town Clerk and Benefits Manager who research citizens and employees
B	Pay Previous Fiscal Year Unpaid Bills	submitted	Board of Selectmen	Gutbezahl	Roman				<ul style="list-style-type: none"> Finance Director to coordinate with all department managers
C	Current Year Transfers	submitted	Board of Selectmen	Gutbezahl	Roman				<ul style="list-style-type: none"> TA and Finance Director to coordinate with all department managers
D	OPEB Funding	submitted	Board of Selectmen	Gutbezahl	Lappin				<ul style="list-style-type: none"> TA and Finance Director to coordinate with Treasurer
E	Enterprise Fund Budget	submitted	Board of Selectmen	Gutbezahl	Hoyle				<ul style="list-style-type: none"> TA and Finance Director to coordinate budgets with DPW Director and Waste Water Management District
F	Fiscal Year 2023 Revolving Fund Expenditure Limits	submitted	Board of Selectmen	Gutbezahl	Hoyle				<ul style="list-style-type: none"> Finance Director to coordinate with relevant department managers
G	Compensation for Town Clerk	submitted	Board of Selectmen	Karlson	Roman				<ul style="list-style-type: none"> TBD whether necessary TA to coordinate with HR Manager and Town Clerk re salary comparables
H	Personnel Bylaws and Wage & Classification Plan	submitted	Board of Selectmen	Karlson	Roman				<ul style="list-style-type: none"> TA and HR Manager to work with Personnel Board TA and HR Manager to coordinate with relevant department managers
I	Surface Water Quality Committee Budget	submitted	Board of Selectmen	Martin	Bruno	5-0-0 In Favor			<ul style="list-style-type: none"> Action completed
J	FY 2023 Omnibus Budget	submitted	Finance Committee		Steinberg				<ul style="list-style-type: none"> FinCom to provide
K	New Stonebridge Resolution – expenditure of funds	submitted	Board of Selectmen	Watkins	Hoyle				<ul style="list-style-type: none"> TA to provide back-up documents
L	Outdoor Seating bylaw	submitted	Planning Board	Fay	Correia				<ul style="list-style-type: none"> Town Planner to coordinate with Planning Board – Hearing and Report
M	Acquisition of Land at Town Center	submitted	Board of Selectmen	Fay	Correia				<ul style="list-style-type: none"> TA to provide back-up documents
N	CoA/CC Construction	submitted	Board of Selectmen	Fay	Correia				<ul style="list-style-type: none"> TA to coordinate with Public Buildings Director – site plan engineering, architectural cost estimate
O	Loker Grass Field Construction	submitted	BoS/Rec Commission	Watkins	Roman				<ul style="list-style-type: none"> TA to coordinate with Public Buildings Director, Recreation Director, and ATA - design, permitting, bidding
P	Lease of Cell Tower at Reeve’s Hill	submitted	Board of Selectmen	Fay	Hoyle				<ul style="list-style-type: none"> TA to negotiate lease
Q	Transfer of 212 Cochituate Rd	submitted	Board of Selectmen	Karlson	Lappin				<ul style="list-style-type: none"> Board of Selectmen to vote preferred alternative TA to prepare documents necessary for preferred alternative

ARTICLE LIST 2022 ANNUAL TOWN MEETING

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T	Bylaw Chapter 19-3	Submitted	Board of Selectmen	Martin	Lappin				<ul style="list-style-type: none"> BoS to coordinate with FinCom
R	Solar at the Route 20 North Landfill	submitted	Board of Selectmen	Fay	Correia				<ul style="list-style-type: none"> TA to coordinate with Public Buildings Director and EC&C
S	Purchase of Launcher Way	Submitted	Board of Selectmen	Karlson	Bruno				<ul style="list-style-type: none"> TA to coordinate bid process (Department of Defense)
U1+U2	Wastewater Capital Budget Request	submitted	WWMDC	Karlson	Lappin				<ul style="list-style-type: none"> TA to coordinate with WWMDC
V	Choose Town Officers	submitted	Board of Selectmen	Gutbezahl	Hoyle	5-0-0 In Favor			<ul style="list-style-type: none"> Board of Selectmen to provide
W	Hear Reports	submitted	Board of Selectmen	Gutbezahl	Hoyle	5-0-0 In Favor			<ul style="list-style-type: none"> Relevant Boards to provide
X	Sell or Trade Vehicles and Equipment	submitted	Board of Selectmen	Gutbezahl	Lappin	5-0-0 In Favor			<ul style="list-style-type: none"> ATA to coordinate with relevant department managers
Y	CPA: Set Asides	submitted	Community Preservation Committee	Martin	Bruno	5-0-0 In Favor			<ul style="list-style-type: none"> ATA to coordinate with CPC as relevant
Z	Conservation Cluster By-Law	submitted	Planning Board	Fay	Correia				<ul style="list-style-type: none"> Town Planner to coordinate with Planning Board – Hearing and Report
AA	Accept gifts of Land	submitted	Board of Selectmen	Fay	Roman				<ul style="list-style-type: none"> TA to provide back-up documents
BB	Amend Chapter 77. MAHT Fund	submitted	Municipal Affordable Housing Trust	Karlson	Lappin				<ul style="list-style-type: none"> TA to coordinate with Town Counsel
CC	Capital Stabilization Funding	Submitted	Board of Selectmen	Watkins	Lappin				<ul style="list-style-type: none"> TA to work with BoS and Finance Director
DD	Oxbow Field ADA Accessibility	submitted	Board of Selectmen	Watkins	Roman				<ul style="list-style-type: none"> ATA to work with BoS
EE	Capital Improvement Committee	submitted	Board of Selectmen	Watkins	Steinberg				<ul style="list-style-type: none"> BoS to discuss. TA to coordinate with Town Counsel
FF	Local Historic District Bylaw Amendment	submitted	Historic District Commission	Martin	Bruno				<ul style="list-style-type: none"> TA to coordinate with Town Counsel
GG	Historic: Library Document Conservation	submitted	Community Preservation Committee	Martin	Bruno				<ul style="list-style-type: none"> ATA to work with CPC
HH	Housing: 89 Oxbow Fire Sprinkler System	submitted	Community Preservation Committee	Martin	Bruno				<ul style="list-style-type: none"> ATA to work with CPC and Town Counsel

ARTICLE LIST 2022 ANNUAL TOWN MEETING

Article	Article Name	Status	Sponsor	BoS Assignee	FinCom Assignee	Position BoS	Position FinCom	BoS Goal relates to	Tasks to be completed
II	Housing: Launcher Way Acquisition	submitted	Community Preservation Committee	Karlson	Bruno				<ul style="list-style-type: none"> TA to coordinate bid process (Department of Defense)
JJ	Open Space: Sherman Bridge Road Acquisition	submitted	Community Preservation Committee	Martin	Bruno				<ul style="list-style-type: none"> TA to coordinate with CPC, Conservation Commission, and Town Counsel
KK	Wayland Free Library	submitted	Board of Library Trustees	Watkins	Steinberg				<ul style="list-style-type: none"> TA to coordinate with Public Buildings Director and Library Trustees re design and architectural estimate
LL	Appointment of Finance Committee	submitted	Moderator	Martin	Steinberg				<ul style="list-style-type: none"> BoS to work with Moderator. TA to coordinate with Town Counsel.
MM	Town Acceptance of Whittemore Lane	submitted	Petitioners	Karlson	Hoyle				<ul style="list-style-type: none"> TA to coordinate with Planning Board and Board of Public Works
NN	Rescind Appropriation for Framingham Bridge	submitted	Petitioners	Watkins	Hoyle				<ul style="list-style-type: none"> See above – Article K

Appendix	Appendix Name	Status	Tasks to be completed
A	Moderator’s Rules and Regulations		
B			
C			
D			



TOWN OF WAYLAND

SPONSORING BOARD ARTICLE REQUEST FOR TOWN MEETING

Attach extra pages if necessary

Article Title: LOKER RECREATION FIELD (GRASS)

Estimated Cost: \$2,500,000

Article Description (final language to be provided by Town Counsel based on description provided):

To determine whether the Town will vote to:

- a) Appropriate a sum of money of not more than \$2,500,000 to be expended under the direction of the Permanent Municipal Building Committee for designing, permitting, engineering and constructing a multi-purpose natural grass athletic playing field at the Loker Conservation & Recreation Area including playing surfaces, lighting, drainage, landscaping, recreational amenities, access and parking areas; and any and all other costs incidental or related thereto;
- b) Provide for said appropriation by borrowing, taxation, transfer from unappropriated funds, transfer from available funds appropriated for other purposes, or otherwise, provided not more than \$189,160.59 of the funds appropriated shall be transferred from the Recreation Stabilization Fund;
- c) Authorize the Town Treasurer, with the approval of the Board of Selectmen, to borrow up to said sum in accordance with Massachusetts General Laws Chapter 44, section 7 and 8 and any other enabling authority, and issue bonds or notes of the Town therefor; and
- d) Authorize any premium received by the Town upon the sale of any bonds or notes approved by this vote, less any such premium applied to the payment of the costs of issuance of such bonds or notes, may be applied to the payment of costs approved hereunder in accordance with Massachusetts General Laws Chapter 44, section 20, thereby reducing by a like amount the amount authorized to be borrowed to pay such costs

Background Information (to be used by Finance Committee to draft its report. Please explain the intent of the article, why it should be supported now, as well as known reasons the article may be opposed):

The Loker Grass Field project includes the permitting, engineering and construction of a multi-purpose natural grass athletic playing field at the Loker Conservation & Recreation Area (414 Commonwealth Road) including playing surfaces, lighting, drainage, landscaping, recreational amenities and equipment, spectator areas, access and parking areas for use by the community. This project will provide an outdoor land-based recreation venue for passive and active recreation. It is estimated that thousands of participants would use a field at Loker each year for sports, camps, community events and trail access. The project would provide better parking and access to the abutting conservation trails and plantings could be used to better protect and preserve the natural and historical features of the property.

A Community Field's Forum was held at the Board of Selectmen meeting on Monday, August

30, 2021 where the need for new additional playing surfaces in Wayland was discussed. This project would serve the needs for youth athletics as well as the community at large. It is expected that youth enrollment and Wayland's senior population will both grow from 2020 to 2030.

At Annual Town Meeting in 2004, 8.37 acres of the vacant 28.20 acres of property was delineated for recreational use, the remainder for conservation land. This project would result in a multi-purpose natural grass athletic venue on the parcel designated for recreation. On October 3, 2021 STM voted (327-120) in favor of Article 2 specifically to design a grass field at the Loker site, which was previously



TOWN OF WAYLAND

SPONSORING BOARD ARTICLE REQUEST FOR TOWN MEETING

Attach extra pages if necessary

designed as a synthetic turf field, but not approved by voters. That design is expected to be complete and bid ahead of the 2022 Annual Town Meeting.

TIMELINE

- 1) **Design & Development** - Underway, October 2021 to May 2022
- 2) **Bid & Contract** - To be completed in early 2022
- 3) **Permitting** - To be completed in early 2022
- 4) **Build** - if approved at 2022 ATM, ideally, between May and September 2022
- 5) **Grow** - Grass roots establish for minimum of 2 growing seasons until Spring 2023
- 6) **Open for Play** - Possible play in late summer/early fall 2023
- 7) **Operate and Maintain** - Will allow restoration/rehabilitation of an existing field in 2023 - 2024
- 8) **+1 Additional field footprint** will be effectively added to the total field inventory by Spring 2025.

FUNDING

- \$118,000 Parking Area and Trail head improvements, with already approved CPA Funds
- \$188,816 possible transfer from the Recreation Stabilization Fund (requires 2/3)
\$200,000 possible transfer from Recreation Field Revolving Fund
- Total TBD: Any balance of the low bid that is otherwise not funded by CPA, Stabilization Funds, or Recreation Funds would be requested from 2022 ATM (Total less -\$507,160.59)

Proposer’s Comments (if needed, 150-word limit per Town Code):

Since 2000, Wayland has invested over \$2,000,000 in the purchase and design of the Loker site. The land is deeded specifically for recreational use and continues to lie vacant for over 20 years. Recreation studied and pursued over a dozen other suitable options to alleviate the over-usage of its grass fields and Loker was deemed most suitable for a field. The addition of this field will alleviate the overuse of fields by allowing for the rest and rehabilitation of existing recreation fields that need repair. Existing conditions of Wayland grass fields are deteriorating and deficient. Rehabilitation would ensure safer playing fields for all Town residents. The addition of a field with lighting will become increasingly more important since Wayland Public Schools shifted school start times later in the day. Access to outdoor recreation is valuable to both individuals and the Wayland community at large, now more than ever.

Contact Information for Publication in Warrant

Contact Person Name: Katherine Brenna Contact Person Phone: _____

Contact Person Town Email: kbrenna@wayland.ma.us

Proposing Board Information

Board Name: _____

Board Vote (Quantum) to Submit _____

Article: _____ Date of Board Vote: _____

Signature of Board Chairperson: _____ Date: _____

SETTLEMENT AGREEMENT

007 This **SETTLEMENT AGREEMENT** ("Agreement") is made and entered into on this 007 day of January, 2022, by and between Twenty Wayland, LLC, a Massachusetts limited liability company, (and any related Twenty Wayland related entities, including Twenty Wayland Infra, LLC and Twenty Wayland Other, LLC) having an address of c/o KGI Properties, LLC, 10 Memorial Blvd., Suite 901, Providence, RI 02903 ("Donor"), and the Town of Wayland, a Massachusetts municipal corporation, having an address of 41 Cochituate Road, Wayland, MA 01778 (the "Town", together with Donor, the "Parties").

WHEREAS, on May 18, 2007, Donor (together with its successor and assigns) applied to the Wayland Planning Board for a Master Special Permit and subsequent, associated Special Permits pursuant to the Town Zoning By-Laws and Site Plan Approvals for the construction of a mixed-use project at property located at 400-440 Boston Post Road (Route 20) in Wayland, Massachusetts (the "Development"); and

WHEREAS, by Decision dated January 17, 2008, and modified on January 23, 2008, the Town Planning Board granted the Donor a Master Special Permit and the associated Special Permits subject to the conditions stated therein (the "Permits"); and

WHEREAS, Donor and the Town are parties to a Memorandum of Agreement dated March 28, 2006 as modified by Amendment No. 1 dated October 20, 2009 (the "Development Agreement"); and

WHEREAS, Donor is the owner of certain parcels (see highlighted portions of Exhibit A) of land shown on plans entitled "Plan of Land in Wayland, MA" dated January 20, 2012, recorded with the Middlesex South Registry of Deeds as Plan 305 (1 of 2) of 2012, "Plan of land Wayland, Massachusetts Showing Proposed Municipal Parcels" dated July 21, 2015 and recorded with the Middlesex South Registry of Deeds as Plan 616 of 2015 and "Plan of Land in Wayland, MA Being a Redivision of Land of Twenty Wayland, LLC," dated January 26, 2012, filed with the Middlesex Registry District of the Land Court as Land Court Plan 17983I, said parcels being a portion of those premises described in a deed recorded with the Middlesex South Registry of Deeds (the "Registry") in Book 1307, Page 766 (the parcels, collectively, the "Property"); and

WHEREAS, the Donor has represented that the Property is the site of a disposal site as the result of the release of oil and/or hazardous materials, which has been assigned Release Tracking Numbers ("RTN") 3-13302, 3-13574, and 4-14042 by the Massachusetts Department of Environmental Protection ("MassDEP"), and is subject to an Activity and Use Limitation ("AUL"), recorded with the Registry in Book 27793, Page 141 dated October 21, 1997; an AUL recorded with the Registry in Book 30045, Page 132 dated February 16, 1999; and an AUL recorded with the Registry in Book 58135, Page 87 dated December 21, 2011, which are attached as Exhibit B hereto, and incorporated herein; and

WHEREAS, differences have arisen between the Parties as to claims and responsibilities arising under the Development Agreement and the Permits; and

WHEREAS, the Parties recognize and agree that it is in their best interests to resolve their differences as set forth herein. The Parties also recognize and agree that none admit to any wrongdoing, and that the agreements and releases set forth below represent the Parties' compromise of disputed matters in order to avoid the delay and uncertainties of litigation; and

WHEREAS, the Town voted to accept the following parcels of the Property at a Special Town Meeting on November 9, 2015: Wayland Assessor Parcels, Map 23, Lot 052K (Lot 8-1 on Plan No. 305 of 2012), Map 23, Lot 052L (Lot 4-1 on Land Court Plan No. 17983I), Map 23, Lot 052S (Parcel R-20 on Plan No. 305 of 2012) and Map 23, Lot 052U (Lot 9-1B on Plan No. 616 of 2015) and the Town voted to accept the following parcels of the Property at the Annual Town Meeting on April 4, 2018: Lot 3-1 on Plan No. 305 of 2012 (Wayland Assessor Parcel Map 23, Lot 052I); and Parcel 14 on Land Court Plan No. 17983I (Wayland Assessor Parcel Map 23, Lot 052O) (collectively, the "Accepted Parcels"); and

WHEREAS, the Town will schedule a vote to be taken at the Annual Town Meeting to occur in May 2022 to accept Parcel 15 on Land Court Plan No. 17983I (Wayland Assessor Parcel Map 23, Lot 052P) and Parcel 16 on Land Court Plan No. 17983I (Wayland Assessor Parcel 23, Lot 052Q) (Parcel 15 and Parcel 16, collectively, the "Remaining Parcels"); and

WHEREAS, the Donor has agreed to facilitate the division of Parcel 16 (Wayland Assessor Parcel Map 23, Lot 052Q, one portion of the parcel to be gifted to the Board of Selectmen for general municipal purposes and the remaining portion to be gifted to the Conservation Commission, referred to hereinafter as Parcel 16A and Parcel 16B, respectively, as shown on the exhibit attached hereto and incorporated herein by reference as Exhibit C.

NOW, THEREFORE, in consideration of the foregoing promises, the following promises and covenants, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Donor and the Town agree as follows:

1. Donation of Property and Division of Parcel. Subject to the terms and conditions of this Agreement, at the Closing, as hereinafter defined, Donor agrees to give, grant, convey, and transfer to the Town all of Donor's right, title and interest in and to the Property, and the Town agrees to accept and receive all of Donor's right, title and interest in and to the Property. Donor shall convey the Property to the Town for no monetary consideration. It is the intent of the Parties that this conveyance be by gift. Accordingly, at the time of the conveyance of the Property (the "Closing"), the Parties shall jointly execute and deliver Internal Revenue Service ("IRS") Form 8283, "Non-Cash Charitable Contributions," which Donor is required to file with the IRS.

Donor agrees to facilitate the division of Parcel 16 into Parcel 16A and 16B. To that end, Donor will provide a signature on any application to the Planning Board for an ANR (approval not required). The Town agrees to cover all costs related to the division of Parcel 16, including costs related, but not limited to, engineering, survey, deeds, and permit compliance.

The parties agree that the Board of Selectmen will seek a Town Meeting vote to accept the gift of Parcel 16A. If that parcel is not accepted by Town Meeting, this Agreement shall be for all intents and purpose nonetheless be deemed fully valid and binding, but modified to gift Parcel 15, Parcel 16A, and Parcel 16B to the Conservation Commission.

2. Closing.

(a) Closing Date. The Closing shall occur no later than 30 days following the 2022 Wayland Annual Town Meeting, scheduled for May 14, 2022 (the "Closing Date"). The parties hereby acknowledge that time is of the essence.

(b) Time and Place. The Closing shall take place on the Closing Date at a location reasonably acceptable to the Donor and the Town or by mail pursuant to mutually agreed escrow instructions.

(c) Closing Costs. Donor and Town shall each be responsible for paying their own costs relating to the Closing.

(d) Deed. At the Closing, Donor shall deliver a Quitclaim Deed, executed by and notarized on behalf of Donor, and accepted by the Town, conveying Donor's interest in the Property to the Town (with the exception of such parcels being conveyed to the Conservation Commission). If the Town votes to accept less than all of the Property, then the deed shall convey the Accepted Parcels and such of the Remaining Parcels as the Town has voted to accept. Donor shall, further, deliver a Quitclaim Deed, executed by and notarized on behalf of the Donor, for the parcels to be conveyed to the Conservation Commission.

3. Real Estate Taxes and Charges. Donor shall pay real estate taxes and other property charges through the Closing Date; Town to provide a schedule of all amounts to Donor prior to execution hereof, to be updated through Closing. Donor waives its right to file abatements of property taxes or file petitions to the Appellate Tax Board from the date of this Agreement to the Closing Date. If taxes are outstanding as of the date of the Closing, taxes will be apportioned as of the Closing Date in accordance with G.L. c. 59, § 72A. If, however, Donor has paid taxes through and past the Closing Date, such payments shall not be refunded, it being acknowledged that the Town has no funds to refund Donor for such taxes paid and the Town, being tax exempt, has no obligation to pay taxes upon acquisition of the Property.

4. Orders of Conditions. Donor shall apply for, obtain, and record Certificates of Compliance from the Town of Wayland Conservation Commission and, if required, the MassDEP, Northeast Region, for all outstanding Orders of Conditions and Superseding Orders of Conditions related to the Development prior to Closing. As soon as possible, but not more than fifteen (15) business days after recording all such Certificates of Compliance from the Town of Wayland, and after the Donor notifies the Town Administrator and the Chair of the Board of Selectmen, via email, of the filings, the Town will return to Donor the escrow funds being held by the Conservation Commission. Should the Town not return the escrow funds within fifteen (15) business days, then, at the Donor's option, either the Closing Date may be extended the

- (c) Any liens for municipal betterments after the date of this Agreement; and
- (d) Easements, restrictions and reservations of record.

8. Deed and Plans. Donor shall be responsible for drafting a deed(s) to the Property, in a form and in content reasonably satisfactory to the Town. If said deed refers to a plan necessary to be recorded therewith for the Property, Donor shall deliver such plan with the deed(s) in form adequate for filing. Town agrees to cover all costs (except legal fees) incurred by Donor with respect to the foregoing, including costs related, but not limited to, engineering, survey, deeds, etc.

9. Possession and Condition of Premises. Full possession of the Property free of all tenants and occupants, is to be delivered at the time of Closing, the Property to be in the same condition as it is now, reasonable use and wear thereof excepted. The Town shall be entitled to inspect the Property prior to the Closing in order to determine whether the condition thereof complies with the terms of this Section.

10. Escrow. Notwithstanding Sections B(4), B(5), B(6), and B(7) of the Development Agreement, no further escrow amounts shall be due from Donor to the Town.

11. Gift Fund Account. Subject to the terms and conditions of this Agreement, at the transfer of the Accepted Parcels and such of the Remaining Parcels as the Town has voted to accept, the Town (i) will refund \$140,000 of the Financial Gift identified in Section J(1) of the Development Agreement (the "Financial Gift"), and (ii) will release its claim to monies associated with the Financial Gift.

If required, the Parties acknowledge that the Donor shall obtain Certificates of Compliance from both the Wayland Conservation Commission and the Massachusetts Department of Environmental Protection. The Town agrees to work cooperatively with the Donor in acquiring the required Certificates of Compliance from the Conservation Commission. The Donor agrees to address any outstanding requirements to effectuate said Certificates of Compliance in a timely manner.

12. Easements. Any and all easements or rights associated with the Property shall run with the land and transfer to the Town. Any and all obligations or rights conveyed in the Permits, Development Agreement, and/or the Declaration of Easements, Covenants and Restrictions dated October 23, 2012 (the "ECR") shall run with the land and transfer to the Town. This Agreement is subject to the rights and obligations set forth in the ECR recorded with the Middlesex South Registry of Deeds at Book 60431, Page 111.

13. Conditions Precedent to Closing

(a) Compliance with Agreement. Donor shall have substantially performed and complied with all of its covenants and conditions contained in this Agreement.

same number of days that payment was extended to the Donor, or Donor may terminate the Agreement, twenty (20) business days after written notice to the Town. Wayland shall not be required to pay Donor the escrow funds if Donor has not completed the requirements necessary to fulfill the Wayland Conservation permit obligations. Notwithstanding the above, if Wayland has not paid Donor the escrow funds by June 30, 2022, then Donor may terminate this Agreement.

5. Permits. All obligations of the Master Special Permit and associated Special Permit decisions shall be satisfied by the Donor prior to Closing or, if not so satisfied, the Town shall be deemed to have accepted responsibility to satisfy same.

6. Condition of Property.

(a) Disclosure and Acknowledgement. The Town acknowledges receipt of the AULs and access to related environmental studies and reports and further represents that the Town is willing to accept the Property "as is" on the terms and conditions set forth in this Agreement. Said applicable AULs are attached hereto as Exhibit B and the parties acknowledge that if there is a conflict between the AULs found in Exhibit B and the AULs as recorded at the Middlesex South Registry of Deeds, the recorded documents shall control.

(b) Entry, Inspection. The Town or its authorized agents shall have reasonable access to the Property prior to Closing. The Town shall have the right at any time to enter the Property at the Town's own risk for the purpose of surface surveys, inspections and tests, provided, however, that the Town has given Donor at least twenty-four (24) hours' notice thereof. The Town, to the extent permitted by law, shall hold harmless Donor against any claim by the Town or its authorized agent(s), of any harm to the Town arising from said entry and shall restore the Property to substantially the same condition as prior to such entry if the Closing does not occur.

(c) Indemnities. Any and all indemnity agreements in favor of the Donor that do not run with the land shall be assigned to the Town upon Closing. Donor has represented that all indemnity agreements in favor of the Donor are on record at the Middlesex South Registry of Deeds. Additionally, Town shall be able to inspect and approve all indemnity agreements prior to Closing.

7. Title and Deed. The Property is to be conveyed by good and sufficient deed(s), with Quitclaim Covenants, running to the Town, and said deed(s) shall convey a good and clear record and marketable title thereto, free and clear of all liens, easements, leases and encumbrances of any kind, except:

- (a) Provisions of existing, continuing permit obligations associated with the Accepted and Remaining Parcels that are transferred to the Town, along with building and zoning laws;
- (b) Such taxes for the then current year as are not due and payable on the date of delivery of such deed;

(b) Title. The Town shall have the right to satisfy itself that Donor has good and clear record and marketable title to the Property. The Town's performance hereunder is expressly conditional, at the Town's option, upon the Town being satisfied with Donor's title to the Property, in its sole and absolute discretion. The Town's performance is further contingent upon a final title rundown through the date and time of Closing.

14. Insurance. Until the delivery of the deed, Donor shall maintain insurance on the Property as it currently has.

15. Mutual Releases. The Town agrees that, upon delivery of the deed(s) to the Accepted Parcels and such of the Remaining Parcels as the Town has voted to accept, the Town releases and forever discharges Donor, its assigns, successors, heirs, officers, officials, servants, employees, offices, departments, directors, beneficiaries, trustees, members, agents, representatives, insurers, and attorneys, from any and all manner of action and causes of action, suits at common law-statutory or otherwise, debts, dues, sums of money, covenants, contracts, controversies, agreements, promises, trespasses, damages, judgments, costs, claims and demands whatsoever, in law or in equity and whether known or unknown, which any of them ever had, or now has, against any party for, upon, or by reason of any matter arising out of or relating in any way to the Development Agreement.

The Town agrees that, upon delivery of the deed(s) to the Accepted Parcels and such of the Remaining Parcels as the Town has voted to accept, the Town releases and forever discharges Donor, its assigns, successors, heirs, officers, officials, servants, employees, offices, departments, directors, beneficiaries, trustees, members, agents, representatives, insurers, and attorneys, from all obligations of the Permits associated with the Property or portion thereof transferred to the Town.

Donor agrees that, upon the Town's payment of the monies set forth within section 11 and receipt by Donor of a refund of the escrow funds being held by the Conservation Commission, and after completion of the delivery of the deed to the Accepted Parcels, and such of the Remaining Parcels as the Town has voted to accept, Donor releases and forever discharges the Town, its officers, officials, servants, employees, offices, agents, representatives, insurers, and attorneys, from any and all manner of action and causes of action, suits at common law-statutory or otherwise, debts, dues, sums of money, covenants, contracts, controversies, agreements, promises, trespasses, damages, judgments, costs, claims and demands whatsoever, in law or in equity and whether known or unknown, which it ever had, or now has, against any party for, upon, or by reason of any matter arising out of or relating in any way to the Development Agreement.

The Parties reserve their right to seek enforcement of this Agreement in the event of any breach hereof, in the event either party is required to enforce any of the provisions herein through a court action, the prevailing party shall be entitled to recover its reasonable attorneys' fees.

16. Representations and Warranties of Donor. Donor represents and warrants to the Town, that:

(a) Status of and Execution by Donor. Donor is in good standing and validly existing as a Massachusetts limited liability company; and is duly authorized, qualified and licensed to do all things required of it under or in connection with this Agreement, including to execute and deliver and perform this Agreement.

(b) Title to the Property. Donor is the current record owner of the Property and none of the Property is encumbered by monetary liens.

(c) No Consent Necessary. There is no consent of any third party which Donor has not obtained as of the date hereof and as of the Closing Date which is necessary to enable Donor to execute, deliver and perform its obligations under this Agreement.

(d) Binding. Agreements, instruments, and documents herein provided to be executed by Donor will be duly executed by and binding upon Donor as of the Closing Date.

(e) No Violation of Law. Neither this Agreement nor any of the agreements, instruments and documents herein provided to be executed or to be caused to be executed by Donor violate or will violate any provision of any agreement, law, regulation or judicial order to which Donor is a party or by which it is bound.

(f) Full Disclosure. To the best of Donor's knowledge and belief, all documents and materials respecting the condition of the Property that have been provided by Donor to the Town reflect the true and accurate condition of the Property in all materials respects stated therein as of the Closing Date.

17. Representations and Warranties of Town. Town represents and warrants to Donor, that:

(a) Status of and Execution by the Town. The Town is now and on the Closing Date will be (i) duly formed and validly existing, (ii) duly authorized, qualified and licensed under the laws of the Commonwealth of Massachusetts to conduct business and to acquire the Property, (iii) duly authorized, qualified, and licensed to do all things required of it under or in connection with this Agreement, including to execute, deliver and perform this Agreement; and (iv) a duly constituted Massachusetts municipality.

(b) Binding. Agreements, instruments, and documents herein provided to be executed by the Town will be duly executed by and binding upon the Town as of the Closing Date.

(c) No Violation of Law. Neither this Agreement nor any of the agreements, instruments and documents herein provided to be executed or to be caused to be executed by the

Town violate or will violate any provision of any agreement, law, regulation or judicial order to which the Town is a party or by which it is bound.

18. Miscellaneous.

(a) Entire Agreement. This Agreement supersedes all prior discussions, agreements and understandings between Donor and the Town and constitutes the entire agreement between Donor and the Town with respect to the transaction being contemplated. This Agreement may be amended or modified only by a written instrument executed by Donor and the Town.

(b) Further Assurances. Each party hereto shall do such further acts and execute and delivery such further agreements and assurances as the other party may reasonably require to give full effect and meaning to this Agreement.

(c) Notices. Except as provided otherwise above, all notices, demands, consents, approvals and other communications given pursuant to this Agreement (each, a "Notice") must be in writing and must be sent by hand, or by telecopy (with verbal confirmation by the addresses of the receipt thereof), or by certified or registered mail, postage prepaid, return receipt requested, or by reputable overnight courier service, postage prepaid, addressed to the party to be notified as set forth below and will be effective when received.

To Town of Wayland: Wayland Board of Selectmen
Wayland Town Building
41 Cochituate Road
Wayland, MA 01778-2614

With a copy to: Katharine Lord Klein, Esq.
Town Counsel
KP Law, P.C.
101 Arch Street
Boston, MA 02110

To Donor: Twenty Wayland, LLC
c/o KGI Properties, LLC
10 Memorial Blvd., Suite 901
Providence, RI 02903

Twenty Wayland Infra, LLC
c/o KGI Properties, LLC
10 Memorial Drive Blvd., Suite 901
Providence, RI 02903

Twenty Wayland Other, LLC
c/o KGI Properties, LLC
10 Memorial Drive Blvd., Suite 901
Providence, RI 02903

With a copy to: LawyersCollaborative
 Attn: Scott J. Summer, Esq.
 The Calart Tower
 400 Reservoir Ave, Ste 3A
 Providence, RI 02907

(d) Facsimile Signatures. For the purposes of this Agreement, facsimile or emailed signatures shall be considered originals.

(e) Successors and Assigns; Survival. This Agreement shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. Any provision of this Agreement which, by its terms, is to be performed after the Closing, shall survive the Closing Date until full performance thereof.

(f) Governing Law and Venue. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts, and the venue shall be the courts of Massachusetts.


(g) Construction; Severability. The section titles or captions in this Agreement are for convenience only and shall not be deemed to be part of this Agreement. If any term, covenant, condition, or provision of this Agreement or the application thereof to any person or circumstance shall, at any time or to any extent, be found to be invalid or unenforceable, the remainder of this Agreement, or the application of such term or provision to persons or circumstances other than those to which is held to be invalid or unenforceable, shall not be affected thereby, and each provision of this Agreement shall be valid and shall be enforced to the fullest extent permitted by law.

(h) Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which taken together shall be deemed one and the same instrument.

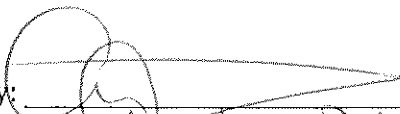
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Signed under seal as of the date first written above.


TWENTY WAYLAND, LLC

By: 
Name: Anthony J. DeLuca
Title: Member
As Authorized Signatory

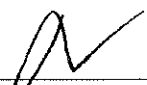
TWENTY WAYLAND INFRA, LLC

By: 
Name: Anthony J. DeLuca
Title: Member
As Authorized Signatory

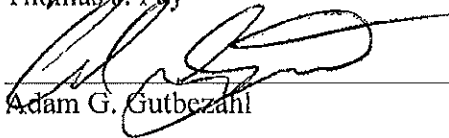
TWENTY WAYLAND OTHER, LLC

By: 
Name: Anthony J. DeLuca
Title: Member
As Authorized Signatory

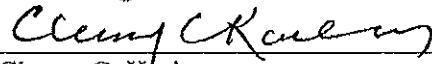
TOWN OF WAYLAND
By Its Board of Selectmen



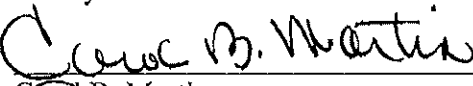
Thomas J. Fay



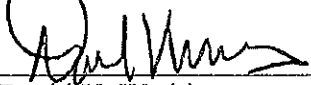
Adam G. Gutbezahl



Cherry C. Karlson



Carol B. Martin



David V. Watkins

Exhibits attached:

Exhibit A: Highlighted Donor Parcels (Property)

Exhibit B: Activity and Use Limitations

Exhibit C: Parcel 16

790894/WAYL/0046

Exhibit A

Exhibit B

Exhibit C

Exhibits attached:

Exhibit A: Highlighted Donor Parcels (Property)

Exhibit B: Activity and Use Limitations

Exhibit C: Parcel 16

790894/WAYL/0046

Exhibit A

Exhibit B

Exhibit C



Town of Wayland Massachusetts

Date: January 26, 2022

To: Stephen Crane, Town Administrator (via email)
Dr. Omar Easy, Superintendent of Schools (via email)

cc: Brian Keveny, Finance Director
Thomas Fay, Chairperson, Board of Selectmen
Chris Ryan, Chairperson, School Committee

RE: FY2023 Proposed Operating Budget

Last night, the Finance Committee reviewed the consolidated, proposed FY2023 Operating Budget requested by the Town and by the Wayland School Department. One of our major goals was to consider an overall budget that seems to be reasonable for all of our residents, municipal employees and programs. It was a discussion that covered many ideas, concerns and suggestions, and eventually we agreed upon a recommended message that we are sending to our School and Town Departments, via this letter.

The total General Fund budget proposed is higher than any budget that has been approved in recent years. The General Fund budget request of \$93.17 million is a 5.0% increase over the prior year's approved budget of \$88.72 million. This includes a request of \$45.85 million from the Town budget and \$47.32 million from the School Department. Included within the Town budget is the Unclassified budget, which includes expenses from the Town and School departments, and that area has an increase from \$23.71 million to \$25.44million, which is a change of 7.3%.

In addition to the requested operating expenditures, the Committee also considered projected revenues for Fiscal 2023. In this area, there is concern that revenues collected in previous years will be flat or down. The largest offset from prior years may be funds transferred from several of the Schools' fee-based programs, including BASE, the Children's Way, Full Day Kindergarten and Food Service. These programs are projected to provide offsets of approximately \$592K; however, given ongoing issues with Covid, there is a reasonable chance that these projections may be greater than what will be collected. These funds have been used by the Town in previous years to help reduce the tax burden and to fund OPEB contributions. It is anticipated that we will have a better idea of revenues later in February, so these numbers may change.

The Finance Committee has concerns that the trend in growth in Operating Budgets for the Town and Schools is rapidly diminishing the unused tax levy and the percentage change in property taxes has been increasing annually at a rapid rate (2.92% in 2020; 4.40% in 2021; and 4.16% in 2022). The current FY23 Town and School Budgets, as presented thus far, would provide an initial estimate of a 5.57% increase in property taxes.

At this increasing growth rate, the Operating Budget is projected to reach the Proposition 2.5% tax levy limit within the next few years. Many years ago, the Town had this issue, and it required a 2/3 override vote by residents in order to allow the Town to increase its operating budget by more than 2.5% in a fiscal year. A return to that situation could be very difficult for the operations of the Town and the Schools, especially at a time when higher inflation is becoming a factor in our economy.

The role of the Finance Committee is to recommend a budget to Town Meeting. In that role, we consider the needs of the various Town and School Departments, the needs and desires of our residents and the ability of taxpayers to make their property tax payments. We are concerned that the requests for funding have increased over the past few years. We are aware that some of those requests have been driven by Covid and that this is somewhat beyond the reasonable control of our municipal government.

The purpose of this request is to ask all of our Town and School Departments to consider their budget requests and to find areas where there may be some of the following: a) line items that have been budgeted with some excess that may not be needed; b) new positions requested for additional employees that would be necessary, but which we might be delayed for a couple of years; c) finding areas where we might generate revenues or increase revenue; or d) other creative ways to either increase our revenues or decrease our spending. It might also be helpful to consider the following: if a particular need is critical this coming year, can we restrain from other additional costs over the next few years such that we can reduce the growth curve in expenditures over a three-to-five-year period.

The request from the Finance Committee is significant. We are asking that the Town and Schools consider adjustments to their requested budgets as follows:

- Total reduction of \$1,250,000 to the stated Budget of \$93.168 million:
 - Decrease the Town Budget by \$375,000 (30% of the total decrease)*
 - Decrease the School Budget by \$875,000 (70% of the total decrease)*

*these percentages are based upon the proportions of the approximate percentage of the budget that includes Town expenses and the percentage the includes School Department expenses.

Reducing the FY23 proposed Operating Budget by \$1,250,000 generates a a 3.6% increase in the overall budget and an increase in the property taxes of 3.95% from 2022.

The Finance Committee is aware that there is tremendous work that goes into creating the budgets that have been presented. We also know that the budgets are created to provide continued excellence for our children, our employees and our residents. Asking for any decrease is difficult, but this request is particularly daunting. Our request is that all departments think deeply about how we might be able to continue to provide excellent services to our residents in a manner that provides for an ongoing viable and healthy financial plan for the Town, for many years to come.

Should you have questions or comments, feel free to contact Bill Steinberg, Chair of the Finance Committee. He can be reached at: (617) 877-5278, or via email: wsteinberg@wayland.org.

Very truly yours,

Bill Steinberg (Finance Committee Chair), Pam Roman (Finance Committee Vice-Chair),

Cc: Members of the Finance Committee: Abner Bruno, Steve Correia, Mike Hoyle and Kelly Lappin

Mr. Stephen Crane & Dr. Omar Easy
Re: FY2023 Proposed Operating Budget
1/26/22
Page 2 of 2



TOWN OF WAYLAND
Recreation Department
41 Cochituate Road
Wayland, Massachusetts 01778
www.wayland.ma.us | waylandrec.com
(508) 358-3660

RECREATION COMMISSION

ASA B. FOSTER, CHAIR
THRUSTON WRIGHT
DAVID PEARLMAN
KELLY PIERCE
LEANNE D. MASON

TO: Board of Selectmen
CC: Town Administrator/Selectmen's Office, Recreation Commission,
Recreation Director, K. Brenna, Facilities Director, B. Keefe,
Project Manager, Steve Vitello
RE: Request for Debt Exclusion Ballot Question re: Prop 2 1/2
FROM: Asa Foster, Recreation Commission Chair
DATE: Monday, January 10, 2021

Board of Selectmen,

The Recreation Commission requests that the Board of Selectmen consider putting a proposition 2 1/2 debt exclusion question on the May 2022 Town Election ballot in regard to funding the "Loker Grass Field" Project. The Recreation Commission is co-sponsoring a corresponding Annual Town Meeting Warrant Article to appropriate funding for the project.

Thank you for your consideration,

Recreation Commission
TOWN OF WAYLAND

DP, KP 5-0-0
1/10/2022



TOWN OF WAYLAND
SPONSORING BOARD ARTICLE REQUEST FOR TOWN MEETING
Attach extra pages if necessary

Article Title: LOKER RECREATION FIELD (GRASS)

Estimated Cost: \$2,500,000

Article Description (final language to be provided by Town Counsel based on description provided):

To determine whether the Town will vote to:

- a) Appropriate a sum of money of not more than \$2,500,000 to be expended under the direction of the Permanent Municipal Building Committee for designing, permitting, engineering and constructing a multi-purpose natural grass athletic playing field at the Loker Conservation & Recreation Area including playing surfaces, lighting, drainage, landscaping, recreational amenities, access and parking areas; and any and all other costs incidental or related thereto;
- b) Provide for said appropriation by borrowing, taxation, transfer from unappropriated funds, transfer from available funds appropriated for other purposes, or otherwise, provided not more than \$189,160.59 of the funds appropriated shall be transferred from the Recreation Stabilization Fund;
- c) Authorize the Town Treasurer, with the approval of the Board of Selectmen, to borrow up to said sum in accordance with Massachusetts General Laws Chapter 44, section 7 and 8 and any other enabling authority, and issue bonds or notes of the Town therefor; and
- d) Authorize any premium received by the Town upon the sale of any bonds or notes approved by this vote, less any such premium applied to the payment of the costs of issuance of such bonds or notes, may be applied to the payment of costs approved hereunder in accordance with Massachusetts General Laws Chapter 44, section 20, thereby reducing by a like amount the amount authorized to be borrowed to pay such costs

Background Information (to be used by Finance Committee to draft its report. Please explain the intent of the article, why it should be supported now, as well as known reasons the article may be opposed):

The Loker Grass Field project includes the permitting, engineering and construction of a multi-purpose natural grass athletic playing field at the Loker Conservation & Recreation Area (414 Commonwealth Road) including playing surfaces, lighting, drainage, landscaping, recreational amenities and equipment, spectator areas, access and parking areas for use by the community. This project will provide an outdoor land-based recreation venue for passive and active recreation. It is estimated that thousands of participants would use a field at Loker each year for sports, camps, community events and trail access. The project would provide better parking and access to the abutting conservation trails and plantings could be used to better protect and preserve the natural and historical features of the property.

A Community Field's Forum was held at the Board of Selectmen meeting on Monday, August 30, 2021 where the need for new additional playing surfaces in Wayland was discussed. This project would serve the needs for youth athletics as well as the community at large. It is expected that youth enrollment and Wayland's senior population will both grow from 2020 to 2030.

At Annual Town Meeting in 2004, 8.37 acres of the vacant 28.20 acres of property was delineated for recreational use, the remainder for conservation land. This project would result in a multi-purpose natural grass athletic venue on the parcel designated for recreation. On October 3, 2021 STM voted



TOWN OF WAYLAND

SPONSORING BOARD ARTICLE REQUEST FOR TOWN MEETING

Attach extra pages if necessary

(327-120) in favor of Article 2 specifically to design a grass field at the Loker site, which was previously designed as a synthetic turf field, but not approved by voters. That design is expected to be complete and bid ahead of the 2022 Annual Town Meeting.

TIMELINE

- 1) Design & Development - Underway, October 2021 to May 2022
2) Bid & Contract - To be completed in early 2022
3) Permitting - To be completed in early 2022
4) Build - if approved at 2022 ATM, ideally, between May and September 2022
5) Grow - Grass roots establish for minimum of 2 growing seasons until Spring 2023
6) Open for Play - Possible play in late summer/early fall 2023
7) Operate and Maintain - Will allow restoration/rehabilitation of an existing field in 2023 - 2024
8) +1 Additional field footprint will be effectively added to the total field inventory by Spring 2025.

FUNDING

\$118,000 Parking Area and Trail head improvements, with already approved CPA Funds

\$189,160.59 possible transfer from the Recreation Stabilization Fund (requires 2/3)

upto \$200,000 possible transfer from Recreation Field Revolving Fund

Total TBD: Any balance of the low bid that is otherwise not funded by CPA, Stabilization Funds, or Recreation Funds would be requested from 2022 ATM (Total less -\$507,160.59)

Proposer's Comments (if needed, 150-word limit per Town Code):

Since 2000, Wayland has invested over \$2,000,000 in the purchase and design of the Loker site. The land is deeded specifically for recreational use and continues to lie vacant for over 20 years. Recreation studied and pursued over a dozen other suitable options to alleviate the over-usage of its grass fields and Loker was deemed most suitable for a field. The addition of this field will alleviate the overuse of fields by allowing for the rest and rehabilitation of existing recreation fields that need repair. Existing conditions of Wayland grass fields are deteriorating and deficient. Rehabilitation would ensure safer playing fields for all Town residents. The addition of a field with lighting will become increasingly more important since Wayland Public Schools shifted school start times later in the day. Access to outdoor recreation is valuable to both individuals and the Wayland community at large, now more than ever.

Contact Information for Publication in Warrant

Contact Person Name: Katherine Brenna Contact Person Phone:

Contact Person Town Email: kbrenna@wayland.ma.us (508) 358-3660

Proposing Board Information

Board Name: RECREATION COMMISSION

Board Vote (Quantum) to Submit

Article: 5-0-0 Date of Board Vote: 1/10/2022

Signature of Board Chairperson: [Signature] Date: 1/10/22



January 27, 2022

**Re: Public Meeting – Public Involvement Site Meeting
Availability of Draft Release Abatement Measure Completion Report
for Public Comment
River’s Edge
484 – 490 Boston Post Road
Wayland, Massachusetts 01778
MassDEP Release Tracking Numbers (RTNs) 3-34474 & 3-36013**

To Whom it May Concern:

A release of oil and/or hazardous materials (OHM) has been detected at the above-referenced location, which is considered a Disposal Site as defined by M.G.L. c. 21E, § 2 and the Massachusetts Contingency Plan (MCP), 310 CMR 40.0000 et seq, and the Massachusetts Department of Environmental Protection (MassDEP) has assigned Release Tracking Numbers (RTNs) 3-34474 and 3-36013 to the condition.

On December 28, 2020, The Town of Wayland received a petition to make the property located at 484-490 Boston Post Road (River’s Edge) a Public Involvement Plan (PIP) site. As a result, and according to the details included in the final Public Involvement Plan, the Vertex Companies, Inc. (VERTEX), on behalf of Alta River’s Edge, LLC., has prepared a Draft Release Abatement Measure Completion Report that will be for Public Comment prior to finalization and submittal to the MassDEP. The report will be available for public review and comment on **February 3, 2022** at the following links:

<https://vertexeng.com/rivers-edge-public-involvement-plan-public-repository/>
<https://eeaonline.eea.state.ma.us/EEA/fileviewer/Rtn.aspx?rtn=3-0036013>

A physical copy of the report will also be available for review at the Wayland Town Clerk at 41 Cochituate Road in Wayland, MA 01778 on Mondays from 8:00AM to 7:00PM, Tuesdays through Thursdays from 8:00AM to 4:00PM, and Fridays 8:00AM to 12:30PM.

Additionally, VERTEX will host virtual public meeting on **Thursday February 17, 2022 at 7:00 PM** to update the public on environmental response actions taken to date. Copies of documents

THE VERTEX COMPANIES, INC.
100 NORTH WASHINGTON STREET, SUITE 302
BOSTON, MA 02114

617.275.5407 | VERTEXENG.COM

summarizing environmental response actions are available for review at the following links:

<https://vertexeng.com/rivers-edge-public-involvement-plan-public-repository/>

<https://eeaonline.eea.state.ma.us/portal#!/wastesite/3-0034474>

<https://eeaonline.eea.state.ma.us/portal#!/wastesite/3-0036013>

and at the Town Clerk's Office in the Wayland Town Hall, located at 41 Cochituate Road in Wayland, Massachusetts.

If you are interested in joining the virtual public meeting on **February 17, 2022 at 7:00 PM** to discuss the environmental response actions taken to date at River's Edge, the meeting can be accessed through the following methods:

- Input the following url into your internet browser:
 - <https://us06web.zoom.us/j/88498365549?pwd=NzhINENhU2JUcnVWOW1xSzEybS9yUT09>
- Call **646-558-8656** and input Member ID **ID 884 9836 5549** and passcode **01778** via telephone
- Watching via livestream on the local cable access channel **WayCam** or **Waycam.tv/live**

A 20-calendar day comment period on the Draft RAM Completion Report will follow the meeting on February 17, 2022. The public comment period will commence on February 18, 2022 and will close on March 10, 2022. Comments should be submitted to **Kristen Sarson** at **The Vertex Companies, Inc.**, 100 North Washington Street, Suite 302, Boston, Massachusetts, 02114, ksarson@vertexeng.com or (617) 275-5407.

If you would like to receive a copy of any of the URL links provided in this notice sent via email, or any additional information, please contact **William Gibbons** at **The Vertex Companies, Inc.**, 100 North Washington Street, Suite 302, Boston, Massachusetts, 02114, bgibbons@vertexeng.com or (617) 275-5407.

Thank you,

The Vertex Companies, Inc.



Kristen Sarson
Project Manager
781-917-5360 (mobile)



William J. Gibbons, PG, LSP
Senior Project Manager
617-830-1540 (mobile)

PRESIDENT JOE BIDEN

BUILDING A BETTER AMERICA

BUILD.GOV

FACT SHEET:

Competitive Infrastructure Funding Opportunities for Local Governments

The Bipartisan Infrastructure Law includes billions of dollars in competitive funding available to cities, towns, and municipalities across dozens of new and existing programs. As local governments begin to rebuild and reinvest in their communities, the Biden-Harris Administration stands ready to support local leaders as they combine funding streams, organize around their priorities, and build local support for long overdue infrastructure projects.

At the U.S. Conference of Mayors Winter Meeting, White House Infrastructure Implementation Coordinator and former New Orleans Mayor Mitch Landrieu will highlight 25 already available or soon-to-be-available sources of funding that local governments – particularly cities – can compete or apply for directly. Listed below is the latest available information on these key programs, including links to agency websites, application timing, and descriptions. Highlighted programs were selected based on their size and cross-cutting objectives. Using these available sources of funds, cities can begin to plan to build in-line with President Biden’s economic, equity, climate and resilience, Made in America, and labor goals. The White House will also be releasing a comprehensive guidebook of all available funding from the Bipartisan Infrastructure Law in the coming weeks.

The federal government cannot build a better America alone – it needs state and local leadership to act as coordinators and help prepare communities to benefit from transformative infrastructure funding. Outlined below is a short overview of how cities and towns can begin to prepare, as well as contact information for relevant federal agencies. The support of mayors is essential to fulfilling the Biden-Harris Administration’s goal of equitably rebuilding America on time, on task, and on budget. Building back better is going to be a multi-year effort, and we need the help of all local leaders to start building the foundation for years to come.

25 Competitive Infrastructure Funding Opportunities for Local Governments¹

Transportation

1. **[Rebuilding American Infrastructure Sustainably and Equitably \(RAISE\) Grants](#)**– This existing competitive grant program at the Department of Transportation provides \$7.5 billion with an additional \$7.5 billion subject to Congressional approval in funding for road, rail, transit, and other surface transportation of local and/or regional significance. Selection criteria safety, sustainability, equity, economic competitiveness, mobility, and community connectivity. **Applications will open in the first quarter of 2022.**
2. **[Port Infrastructure Development Program Grants](#)** – This existing \$2 billion Department of Transportation program funds investment in the modernization and expansion of U.S. ports to remove supply chain bottlenecks, ensure long-term competitiveness, resilience, and sustainability while reducing impacts to the environment and neighboring communities. The infrastructure law expanded the program’s eligibilities to include projects that improve goods movement, as well as port electrification projects, idling reduction solutions, equipment charging infrastructure and related worker training initiatives. **The Department of Transportation expects to open applications in February 2022.**
3. **[Bus & Bus Facilities Competitive Grants](#)** – This existing \$2 billion program at the Department of Transportation provides capital funding to replace, rehabilitate, purchase, or lease buses and bus related equipment and to rehabilitate, purchase, construct, or lease bus-related facilities – as well as capital funding for low or no emissions bus projects. Fiscal Year 2021 grant selections will be announced soon. **Applications are expected to open for the Fiscal Year 2022 grant program in the first quarter of 2022.**
4. **National Infrastructure Project Assistance (also known as “Megaprojects” or MEGA)**– This \$5 billion competitive grant program supports multi-modal, multi-jurisdictional projects of regional or national significance. Communities are eligible to apply for funding to complete critical large projects that would otherwise be unachievable without assistance. **Selection criteria for the program will be posted on the [Department of Transportation](#) website in February 2022.**
5. **[Infrastructure for Rebuilding America \(INFRA\) Grants](#)** – This Department of Transportation program supports highway and rail projects of regional and economic significance. **Applications will open in the first quarter of 2022. Learn more about how to apply [here](#).**

¹ Funding amounts includes programs’ contract authority, advanced appropriations and mandatory appropriations. Funding subject to appropriations not included.

6. **Safe Streets and Roads for All** – This new \$5 billion competitive grant program at the Department of Transportation will provide funding directly to and exclusively for local governments to support their efforts to advance “vision zero” plans and other complete street improvements to reduce crashes and fatalities, especially for cyclists and pedestrians. **Applications are expected to open in May 2022.**
7. **Charging and Fueling Infrastructure Grants** – In addition to the \$5 billion formula program distributed to states, this \$2.5 billion discretionary grant program at the Department of Transportation will fund the strategic deployment of publicly accessible electric vehicle charging infrastructure, as well as hydrogen, propane, and natural gas fueling infrastructure, along designated alternative fuel corridors and in communities. **The Department is seeking comments on program design by January 28th [here](#), and after January 28th [here](#).**
8. **Clean School Bus Program** – This new \$5 billion competitive grant program at the Environmental Protection Agency (EPA) will provide funding to replace existing school buses with low- or zero-emission school buses. **Applications for funding will be made available [here later this spring](#).**
9. **Reconnecting Communities** – The Bipartisan Infrastructure Law creates a first-ever \$1 billion program at the Department of Transportation to reconnect communities divided by transportation infrastructure – particularly historically disadvantaged communities too often nearly destroyed or cut in half by a highway. This new competitive program will provide dedicated funding to state, local, metropolitan planning organizations, and tribal governments for planning, design, demolition, and reconstruction of street grids, parks, or other infrastructure to address these legacy impacts. **Applications will open in the second quarter of 2022.**
10. **Rural Surface Transportation Grant** - This new \$2 billion competitive grant program at the Department of Transportation will improve and expand surface transportation infrastructure in rural areas, increasing connectivity, improving safety and reliability of the movement of people and freight, and generate regional economic growth. This amount includes specific set asides for small projects (\$200 million), rural roadway lane departure improvements (\$300 million), and the Appalachian Development Highway System (\$500 million). **Applications will open in the first quarter of 2022.**

Climate, Energy & Environment

1. **[Building Resilient Infrastructure and Communities Program](#)** – This existing Federal Emergency Management Agency (FEMA) program will distribute \$1 billion to support communities undertaking hazard mitigation projects to reduce the risks they face from disasters and other natural hazards. FY21 applications are open until January 28th, 2022 and hundreds of millions of dollars in funding remains available. Communities will apply as sub-applicants

under their states. **Applications for FY22 are expected to open no later than September 30th, 2022.**

2. **[Flood Mitigation Assistance](#)** – \$3.5 billion from this existing FEMA program can be used for projects that reduce or eliminate the risk of repetitive flood damage to buildings insured by the [National Flood Insurance Program](#). FY21 applications are open until January 28th, 2022. Communities will apply as sub-applicants under their states. **Applications for FY22 are expected to open no later than September 30th, 2022.**
3. **[Brownfields Remediation Program](#)** – This existing EPA program will provide \$1.2 billion in grants and technical assistants to communities to assess and safely clean-up contaminated properties and offer job training programs. Communities are currently able to request funding for Targeted Brownfields Assessments through their regional EPA office. **Additional competitive funding opportunities will be announced this spring.**
4. **[Energy Efficiency and Conservation Block Grants](#)** – This Department of Energy block grant program will provide \$550 million to states, local governments, and tribes for projects that reduce energy use, increase energy efficiency, and cut pollution. **The first funding opportunity is expected for release in the Fall of 2022.**
5. **Grants for Energy Efficiency and Renewable Energy Improvements in Schools** – This new Department of Energy Program will provide \$500 million for local government education agencies and nonprofit partners to make energy efficiency, renewable energy, and clean vehicle upgrades and improvements at public schools. **The opportunity to apply for funding is expected to be open in the Fall of 2022.**
6. **Energy Improvement in Rural or Remote Areas** – This new Department of Energy program will provide \$1 billion to entities in rural or remote areas (defined as cities, towns, or unincorporated areas with fewer than 10,000 inhabitants) to increase environmental protection from the impacts of energy use and improve resilience, reliability, safety, and availability of energy. **Applications for funding are expected to be open in the Fall of 2022.**
7. **Grants for Energy Efficiency and Resilience Code Adoption** – This Department of Energy program will provide \$225 million to state energy agencies, in partnership with local building code agencies, codes and standards developers, utilities, and other entities, to enable sustained, cost-effective implementation of updated building energy codes to save customers money on their energy bills. **Applications for funding are expected to be open by the end of 2022.**

8. **Regional Clean Hydrogen Hubs** – This new Department of Energy program will provide \$8 billion to support the development of at least four regional clean hydrogen hubs to improve clean hydrogen production, processing, delivery, storage, and end use. **Applications for funding will open in the Summer of 2022.**
9. **Community Wildfire Defense Grant Program** – This new \$1 billion program at the Department of Agriculture will provide grants to communities at risk from wildfire to develop or revise their community wildfire protection plans and carry out projects described within those plans. It will include a mix of formula and competitive funds. **Applications are expected to open early in 2023.**

Broadband, Cyber, and Other Programs

1. **ReConnect Program** – This existing Department of Agriculture program will provide almost \$2 billion in loans and grants for projects that provide broadband in rural areas. **Applications will likely open in the 3rd quarter of 2022 (and towns in rural areas can apply to the current \$1.15B in loans and grant funding, application deadline: February 22, 2022).**
2. **Middle Mile Grants Program** – This new \$1 billion program at the Department of Commerce provides grants for the construction, improvement or acquisition of middle mile broadband infrastructure. **Applications will likely open during the second quarter of 2022.**
3. **State and Local Cybersecurity Grant Program** – This new \$1 billion program at the Department of Homeland Security makes available federal funds to state, local, and tribal governments to address cybersecurity risks and cybersecurity threats to information systems that they own or operate. **Applications will likely open during the third quarter of 2022.**
4. **Smart Grid Investment Grant Program and Energy Sector Operational Support For Cyber Resilience Program** – These two Department of Energy programs will provide \$3 billion and \$50 million, respectively, for electric utilities, including municipal and co-operative utilities, to modernize the electricity grid and increase resilience to cybersecurity threats. **Applications for the Smart Grid program are expected to be open by the end of 2022, and applications for the Cyber Resilience program are expected to be open in the Summer of 2022.**
5. **Water & Groundwater Storage and Conveyance** – This existing \$1 billion program at the Department of Interior provides funding for water storage projects with capacity between 2,000 and 30,000 acre-feet – as well as projects

convey water to or from surface water or groundwater storage. **The Department will hold its final stakeholder sessions this month and open applications later this spring.**

6. **[Emergency Watershed Protection Program](#)** – This existing Department of Agriculture program will provide \$300 million in technical and financial assistance to project sponsors for the design and construction of measures to help repair damages from a recent disaster. **Applications open in February.**

Other Opportunities

The law further significantly increased the amount of non-competitive formula funding that will flow first to states and then on to cities and local governments. Examples include funding available through Surface Transportation Block Grant sub-allocations for local governments, which now include significantly expanded the flexibilities for cities to determine how these funds can be used, as well as increases for states' [Clean Water](#) and [Drinking Water](#) State Revolving Funds. We encourage cities to reach out to the state or regional offices for various federal agencies, as well as state governments' infrastructure coordinators, to better understand forthcoming increases in formula funding.

Getting Ready to Apply for and Receive Federal Infrastructure Funds

Building a better America is a shared endeavor no one can do alone, and investing federal infrastructure dollars will require significant coordination between cities, states, Tribal governments, community stakeholders, and other key partners.

Earlier this month, the White House Infrastructure Implementation Coordinator [sent a letter to Governors](#) recommending a series of preparatory actions, including appointing infrastructure coordinators to manage the flow of funds to their states. Cities can also begin to coordinate across their departments and with metropolitan planning organizations (MPO) to:

1. Prioritize your community's capital needs and develop a project pipeline – taking time to think about the projects previously considered impossible due to lack of funding or regional coordination. This is a once-in-a-generation funding opportunity that will require bold, inclusive thinking.
2. Use the forthcoming Bipartisan Infrastructure Law Guidebook to identify federal funding streams to target.
3. Ensure all transit, railway, road, highway, and bridge projects are a part of your MPO's Transportation Improvement Plan.
4. Begin mapping sites for electric vehicle and alternative fuel charging stations.
5. Inventory and map the lead pipes in your city. Read through the Biden-Harris Lead Pipe and Paint Action Plan [here](#) for additional federal resources for this effort.
6. Work with your state's broadband agency to ensure your city or region's needs are appropriately mapped and inventoried.

7. Establish relationships with the regional offices for key federal agencies, who can help direct you to resources and provide technical assistance.

The American Rescue Plan also provided over \$350 billion in critical resources to every state, county, city, and unit of local government to support their response to the COVID-19 public health emergency, including in making the investments needed to ensure a durable and equitable economic recovery. Cities should look to leverage those resources to help prepare for the transformative investments included in the Bipartisan Infrastructure Law including training the workers needed to build high quality infrastructure; hiring back the public sector workers needed to help manage potential federal investments; and getting a jump start on water, sewer, and broadband projects that could complement investments from the infrastructure law.

We recognize local capacity may be strained due to the pandemic, historic underinvestment, or just the challenges of day-to-day governance. A city's lack of capacity to apply for federal funds can create significant inequities – and for many communities, this will be their first time applying for funds from a suite of federal agencies. While many funding streams in the Bipartisan Infrastructure Law specifically set aside funds for disadvantaged communities, the White House Infrastructure Implementation Team will be engaging states, Tribal governments, territories, federal agencies, philanthropies, and others to leverage all available resources to quickly deliver the necessary technical assistance and capacity to underserved communities.

Agency Contact Information

Environmental Protection Agency: State&Local@epa.gov

Department of Transportation: intergov@dot.gov

Department of Interior: OIEA@ios.doi.gov

Department of Commerce: CommerceIGA@doc.gov

Department of Energy: DL-RegionalSpecialists@hq.doe.gov

Department of Agriculture: EIA@usda.gov

Department of Homeland Security: dhs.iga@hq.dhs.gov

###

REGISTERED LAND

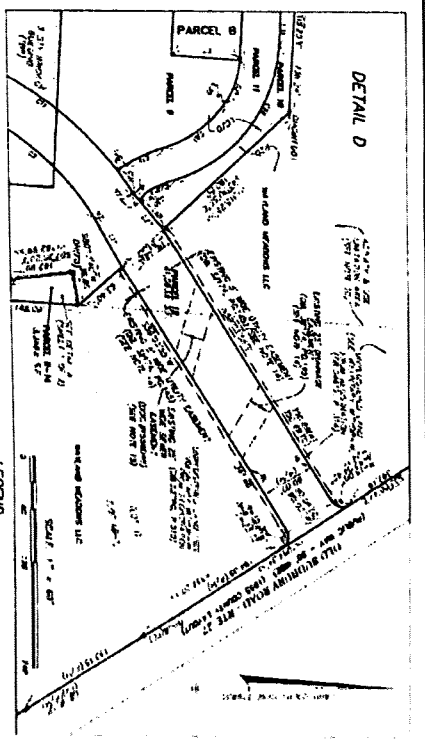
Parcel No.	Area (Acres)	Owner	Address	Notes
1	0.15	Wayland Center Town Center	100 Main St	
2	0.15	Wayland Center Town Center	100 Main St	
3	0.15	Wayland Center Town Center	100 Main St	
4	0.15	Wayland Center Town Center	100 Main St	
5	0.15	Wayland Center Town Center	100 Main St	
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8	0.15	Wayland Center Town Center	100 Main St	
9	0.15	Wayland Center Town Center	100 Main St	
10	0.15	Wayland Center Town Center	100 Main St	

UNREGISTERED LAND

Parcel No.	Area (Acres)	Owner	Address	Notes
11	0.15	Wayland Center Town Center	100 Main St	
12	0.15	Wayland Center Town Center	100 Main St	
13	0.15	Wayland Center Town Center	100 Main St	
14	0.15	Wayland Center Town Center	100 Main St	
15	0.15	Wayland Center Town Center	100 Main St	
16	0.15	Wayland Center Town Center	100 Main St	
17	0.15	Wayland Center Town Center	100 Main St	
18	0.15	Wayland Center Town Center	100 Main St	
19	0.15	Wayland Center Town Center	100 Main St	
20	0.15	Wayland Center Town Center	100 Main St	

NON-TANGENT CURVE CHORD DATA

Station	Chord Length	Chord Bearing
1+00	100.00	S 00° 00' 00" W
2+00	100.00	S 00° 00' 00" W
3+00	100.00	S 00° 00' 00" W
4+00	100.00	S 00° 00' 00" W
5+00	100.00	S 00° 00' 00" W



NOTES

1. ALL DIMENSIONS ARE IN FEET AND DECIMALS THEREOF.
2. ALL DIMENSIONS ARE TO CENTER OF CURVE UNLESS OTHERWISE NOTED.
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LEGEND

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- 20. ALL DIMENSIONS ARE TO CENTER OF CURVE UNLESS OTHERWISE NOTED.

305 of 2012

HANCOCK ASSOCIATES

100 Main St, Suite 100
Wayland, MA 01981

TEL: 978-942-1234
FAX: 978-942-5678

WAYLAND TOWN CENTER

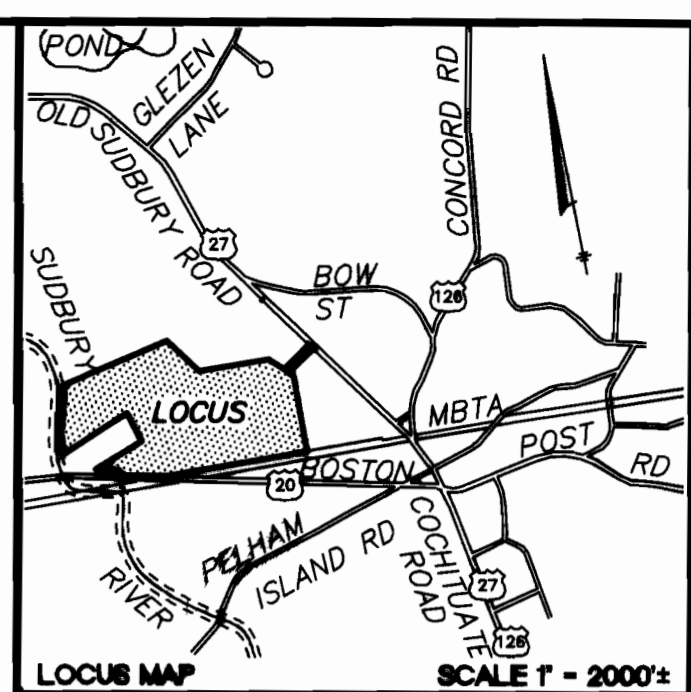
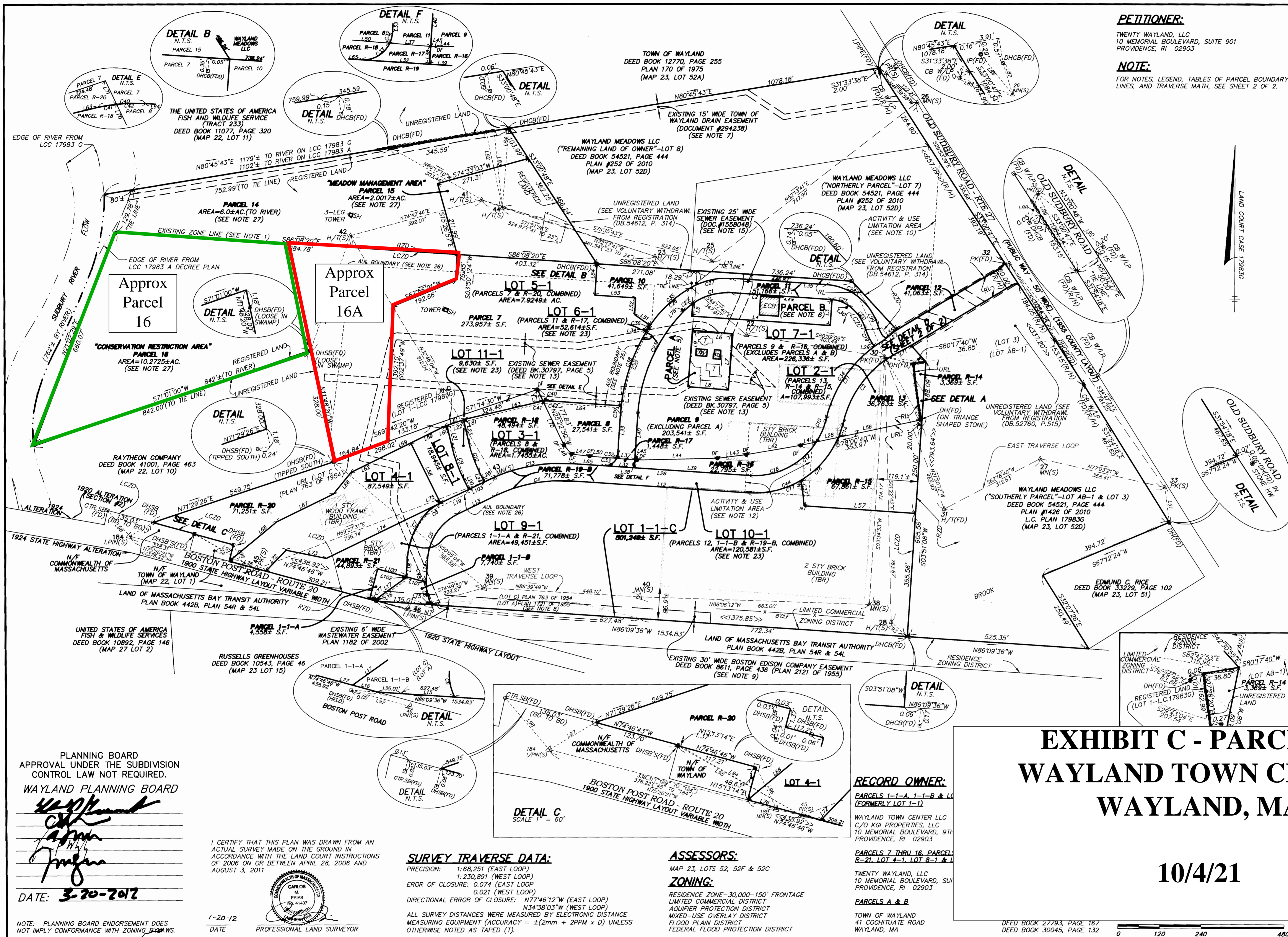
100 Main St, Suite 100
Wayland, MA 01981

TEL: 978-942-1234
FAX: 978-942-5678

PLAN OF LAND IN WAYLAND, MA

DATE: 3-20-2012

BY: [Signature]



PETITIONER:
 TWENTY WAYLAND, LLC
 10 MEMORIAL BOULEVARD, SUITE 901
 PROVIDENCE, RI 02903

NOTE:
 FOR NOTES, LEGEND, TABLES OF PARCEL BOUNDARY LINES, AND TRAVERSE MATH, SEE SHEET 2 OF 2.

WAYLAND TOWN CENTER
 400-440 Boston Post Road
 Wayland, Massachusetts

HANCOCK ASSOCIATES
 Civil Engineers
 Land Surveyors
 Environmental Consultants
 315 Elm Street, Marlborough, MA 01752
 Voice (508) 460-1111, Fax (508) 460-1121
 www.hancockassociates.com

1	GGG	CMF	1/3/12	REVISED LOTTING
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EXHIBIT C - PARCEL 16 WAYLAND TOWN CENTER WAYLAND, MA

PLANNING BOARD APPROVAL UNDER THE SUBDIVISION CONTROL LAW NOT REQUIRED.
 WAYLAND PLANNING BOARD

 DATE: 3-20-2012

I CERTIFY THAT THIS PLAN WAS DRAWN FROM AN ACTUAL SURVEY MADE ON THE GROUND IN ACCORDANCE WITH THE LAND COURT INSTRUCTIONS OF 2006 ON OR BETWEEN APRIL 28, 2006 AND AUGUST 3, 2011

CARLOS M. FRIAS
 PROFESSIONAL LAND SURVEYOR

SURVEY TRAVERSE DATA:
 PRECISION: 1:68,251 (EAST LOOP)
 1:230,891 (WEST LOOP)
 ERROR OF CLOSURE: 0.074 (EAST LOOP)
 0.021 (WEST LOOP)
 DIRECTIONAL ERROR OF CLOSURE: N77°46'12"W (EAST LOOP)
 N34°38'03"W (WEST LOOP)
 ALL SURVEY DISTANCES WERE MEASURED BY ELECTRONIC DISTANCE MEASURING EQUIPMENT (ACCURACY = ±(2mm + 2PPM x D) UNLESS OTHERWISE NOTED AS TAPED (T)).

ASSESSORS:
 MAP 23, LOTS 52, 52F & 52C

ZONING:
 RESIDENCE ZONE-30,000-150' FRONTAGE
 LIMITED COMMERCIAL DISTRICT
 AQUIFER PROTECTION DISTRICT
 MIXED-USE OVERLAY DISTRICT
 FLOOD PLAIN DISTRICT
 FEDERAL FLOOD PROTECTION DISTRICT

RECORD OWNER:
 PARCELS 1-1-A, 1-1-B & 1-1-C (FORMERLY LOT 1-1)
 WAYLAND TOWN CENTER LLC
 C/O KGI PROPERTIES, LLC
 10 MEMORIAL BOULEVARD, 9TH FLOOR
 PROVIDENCE, RI 02903

PARCELS 7 THRU 16, PARCEL R-21, LOT 4-1, LOT B-1 & 1-1-C
 TWENTY WAYLAND, LLC
 41 COCHITUATE ROAD
 WAYLAND, MA

10/4/21

Form 1075

NOTICE OF ACTIVITY AND USE LIMITATION
M.G.L. c. 21E, §6 and 310 CMR 40.0000

Disposal Site Name: Raytheon Company (FMR), 430 Boston Post Road, Wayland, MA
DEP Release Tracking Nos.: 3-13302, 3-13574 & 3-14042

This Notice of Activity and Use Limitation ("Notice") is made as of this 21 day of October, 1997, by Wayland Meadows Limited Partnership, a Massachusetts Limited Partnership with an address at 145 Rosemary Street, Suite E, Needham, MA, 02194 together with his/her/its/their successors and assigns (collectively "Owner").

WITNESSETH:

WHEREAS, Wayland Meadows Limited Partnership, of Needham, Norfolk County, Massachusetts is the owner in fee simple of those certain parcels of land located at 430 Boston Post Road, in Wayland, Middlesex County, Massachusetts, with the buildings and improvements thereon ("Property").

WHEREAS, said parcels of land, which is more particularly bounded and described in **Exhibit A**, attached hereto and made a part hereof ("Property") is subject to this Notice of Activity and Use Limitation. The Property is shown on a plan to be recorded herewith in the Middlesex County (South) Registry of Deeds and/ or on a sketch plan attached hereto and filed herewith for registration with the Middlesex County (South) Registry District of the Land Court.

WHEREAS, a portion of the Property ("**Portion of the Property**") is subject to this Notice of Activity and Use Limitation. The Portion of the Property is more particularly bounded and described in **Exhibit A-1**, attached hereto and made part hereof. The Portion of the Property is shown on a plan to be recorded herewith and/or on a sketch plan attached hereto and filed herewith for registration:

WHEREAS, the Portion of the Property comprises part of a disposal site as the result of a release of oil and/or hazardous material. **Exhibit B** is a sketch plan showing the relationship of the Portion of the Property subject to this Notice of Activity and Use Limitation to the boundaries of said disposal site (to the extent such boundaries have been established to date). Exhibit B is attached hereto and made part hereof; and

WHEREAS, one or more response actions have been selected for the Portion of the Disposal Site in accordance with M.G.L. c.21E ("**Chapter 21E**") and the Massachusetts Contingency Plan, 310 CMR 40.0000 ("**MCP**"). Said response actions are based upon (a) the restriction of human access to and contact with oil and/or hazardous material in soil and/

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or groundwater and/or (b) the restriction of certain activities occurring in, on, through, over or under the Portion of the Property. The basis for such restrictions is set forth in an Activity and Use Limitation Opinion ("AUL Opinion"), dated 21 October 1997, (which is attached hereto as Exhibit C and made a part hereof); and

WHEREAS, this Notice of Activity and Use Limitation is recorded in advance of completion of Comprehensive Response Actions (pursuant to 310 CMR 40.0800) including both investigative, Phase II-Comprehensive Site Assessment, and remedial phases (i.e., Phases III, IV and V) necessary to achieve a Response Action Outcome for the Portion of the Property, and, therefore, approvals and Opinions required by a Licensed Site Professional (LSP) to maintain compliance with conditions and obligations set forth in this Activity and Use Limitation shall be restricted to those of the LSP-of-Record for Comprehensive Response Actions pursuant to 310 CMR 40.0000 (henceforth referred to herein as the LSP); and

WHEREAS, to the extent that achievement of a Response Action Outcome for the Portion of the Property warrants release, termination or amendment of this Activity and Use Limitation, implementation of such a release, termination or amendment shall be subject to the approval of the LSP;

NOW, THEREFORE, notice is hereby given that the activity and use limitations set forth in said AUL Opinion are as follows:

1. Permitted Activities and Uses Set Forth in the AUL Opinion. The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare and the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Portion of the Property:

- (i) The Portion of the Property may be used for commercial or industrial activities with uses that may include office space, wholesale, retail, manufacturing, storage/warehousing, and assembly of goods; and
- (ii) The vertical expansion of, or interior reconstruction of, the buildings existing on the Portion of the Property as of the date of this Notice, provided that such expansion, or reconstruction, does not, in the Opinion of the LSP, limit performance of Comprehensive Response Actions, is consistent with the activities and uses set forth in this Paragraph and is not expressly prohibited by this Notice; and
- (iii) Such other activities or uses which, in the Opinion of the LSP, shall present no greater risk of harm to health, safety, public welfare and the environment than the activities and uses set forth in this Paragraph; and

- (iv) All activities and uses consistent with those set forth in this Paragraph and not expressly prohibited by this Notice.

2. Activities and Uses Inconsistent with the AUL Opinion. Activities and uses which are inconsistent with the objectives of this Notice of Activity and Use Limitation, and which, if implemented at the Portion of the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard, are as follows:

- (i) Residential, childcare, daycare, recreational, agricultural, horticultural, or gardening activities; or for public access purposes, unless previously approved by the LSP in accordance with the obligations and conditions set forth in the AUL Opinion;
- (ii) Groundwater use except for assessment or remedial purposes;
- (iii) Subsurface activities that could render contaminated media, waste or debris accessible to exposure including; excavation, new construction below grade, reconstruction of existing buildings below grade, or maintenance of subsurface utilities unless certified by the LSP that such activities:
 - a) would not pose a substantial hazard or a significant risk of harm to health, safety, public welfare or the environment; and
 - b) are unlikely to result in generation of contaminated waste, debris or media pursuant to 310 CMR 40.0000.
- (iv) Activities and uses that, in the Opinion of the LSP, limit access to, or performance of, Comprehensive Response Actions at the Portion of the Property; and
- (v) Other activities or uses that, in the Opinion of the LSP, would likely result in significant, risk from exposures to oil and/or hazardous material if site activities or uses were to take place on the Portion of the Property.

3. Obligations and Conditions Set Forth in the AUL Opinion. If applicable, obligations and/or conditions to be undertaken and/or maintained at the Portion of the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion shall include the following:

- (i) Certification in the form of documentation bearing the original signature, date and Seal of the LSP must be obtained by the Owner prior to implementation of the following activities and uses:
 - a) expansion or relocation of existing buildings laterally or vertically;

- b) use of the Portion of the Property for residential, childcare, daycare, recreational, agricultural, horticultural, or gardening activities, or for unrestricted public access;
 - c) subsurface activities including: excavation, new construction below grade, reconstruction of existing buildings below grade, or maintenance of subsurface utilities; and
 - d) land development or construction involving changes in surface conditions (i.e., topography, surface cover, etc.) including installation or removal of pavement, building foundations, drainage structures or vegetative cover.
- (ii) Parties conducting activities and uses described in 3(i), above, that, in the Opinion of the LSP, may include disturbance of contaminated media, waste or debris, or that could render subsurface contaminated media, waste or debris accessible to exposure, shall submit, for approval by the LSP, a contingency plan for the management of contaminated media, waste or debris, if encountered, including:
- a) procedures for monitoring of contaminated media, waste or debris;
 - b) procedures for notification to the LSP of the discovery of contaminated media, waste or debris;
 - c) a certification that all response actions will be conducted under the supervision of the LSP;
 - d) a soils management plan including contingencies for handling contaminated soil and/or groundwater if activities may extend below the water table;
 - e) a certification that response personnel will comply with applicable safety regulations, including 29 CFR 1910.120;
 - f) a certification that contaminated waste, debris or media or remediation waste (pursuant to 310 CMR 40.0000) generated by such activities shall be handled, stored, transported and disposed in accordance with the applicable federal, state and local regulations.
- (iii) The responsible parties and their representatives shall be granted unrestricted access to the Portion of the Property in order to conduct any and all activities associated with the performance of response actions as defined under the MCP, or any other applicable regulation.
- (iv) The integrity of all building foundations and all paved surfaces existing on the Portion of the Property will be maintained in order to eliminate direct access to subsurface contaminated media.

4. Proposed Changes in Activities and Uses. Any proposed changes in activities and uses at the Portion of the Property which may result in higher levels of exposure to oil and/or hazardous material than currently exist shall be evaluated by the LSP who shall render an Opinion, in accordance with 310 CMR 40.1080 *et seq.*, as to whether the proposed changes will present a significant risk of harm to health, safety, public welfare and the environment. Any and all requirements set forth in the Opinion to meet the objective of this Notice shall be satisfied before any such activity or use is commenced.

5. Violation of a Response Action Outcome. The activities, uses and/or exposures upon which this Notice is based shall not change at any time to cause a significant risk of harm to health, safety, public welfare, and the environment, or to create substantial hazards due to exposure to oil and/or hazardous material without the prior evaluation by the LSP in accordance with 310 CMR 40.1080 *et seq.*, and without additional response actions, if necessary, to achieve or maintain a condition of No Significant Risk or to eliminate substantial hazards.

If the activities, uses, and/or exposures upon which this Notice is based change without the prior evaluation and additional response actions determined to be necessary by the LSP in accordance with 310 CMR 40.1080 *et seq.*, the owner or operator of the Portion of the Property subject to this Notice at the time that the activities, uses and/or exposures change, shall comply with the requirements set forth in 310 CMR 40.0020.

6. Incorporation Into Deeds, Mortgages, Leases, and Instruments of Transfer. This Notice shall be incorporated either in full or by reference into all deeds, easements, mortgages, leases, licenses, occupancy agreements or any other instrument of transfer, whereby an interest in and/or a right to use the Property or a portion thereof is conveyed.

Owner hereby authorizes and consents to the filing and recordation and/or registration of this Notice, said Notice to become effective when executed under seal by the undersigned LSP, and recorded and/or registered with the appropriate Registry of Deeds and/or Land Registration Office(s).

WITNESS the execution hereof under seal this 21ST day of October, 1997.

Owner: Wayland Meadows Limited Partnership

By: Wayland Meadows Corporation, its General Partner

By: 
Donald A. Levine, President

By: 
Lewis Heafitz, Treasurer

(See Continuation of Signature Page attached)

Continuation of Signature Page

By: 90 Salem Corporation, its General
Partner

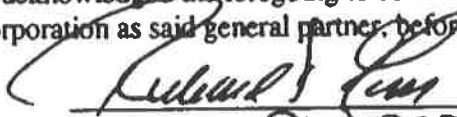
By: 
Donald A. Levine, President

By: 
Lewis Hefitz, Treasurer

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss 10/21, 1997

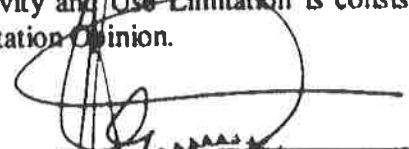

Then personally appeared the above named Donald A. Levine and Lewis Heafitz as President and Treasurer of Wayland Meadows Corporation, as General Partner of Wayland Meadows Limited Partnership, and acknowledged the foregoing to be their free act and deed, and the free act and deed of said corporation as said general partner, before me,


Notary Public RICHARD P. CASS
My Commission Expires: 8/25/2000

(See Continuation of Acknowledgment Page attached)

The undersigned LSP-of-Record hereby certifies that he executed the aforesaid Activity and Use Limitation Opinion attached hereto as Exhibit C and made a part hereof and that in his Opinion this Notice of Activity and Use Limitation is consistent with the terms set forth in said Activity and Use Limitation Opinion.

Date: 10/21/97

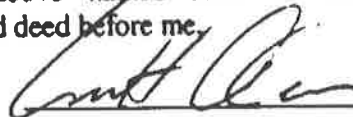

John C. Drobinski, LSP Reg. No. 2196


WILLIAM H. O'CONNELL
Notary Public
My Commission Expires Jan. 22, 2004

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss 10/21, 1997.

Then personally appeared the above named John C. Drobinski, and acknowledged the foregoing to be his free act and deed before me,


Notary Public
My Commission Expires: 1/22/04

Upon recording, return to:

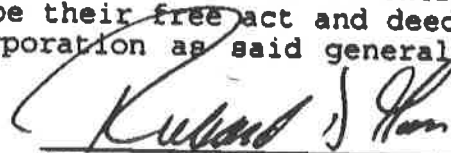
Continuation of Acknowledgment Page

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

10/21, 1997

Then personally appeared the above named Donald A. Levine and Lewis Heafitz as President and Treasurer of 90 Salem Corporation, as General Partner of Wayland Meadows Limited Partnership, and acknowledged the foregoing to be their free act and deed, and the free act and deed of said corporation as said general partner, before me,



Notary Public

My Commission Expires: 8/25/2000

EXHIBIT A

(To include metes and bounds description of Property and Registered Property Plan).

VHB**Legal Description**

A certain parcel of land being comprised partly of registered land and partly of un-registered land, situated on the northerly side of Boston Post Road (Route 20) and on the westerly side of Old Sudbury Road (Route 27) in the Town of Wayland, County of Middlesex, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at a point in the northerly line of Route 20 at the intersection of the northerly line of land now or formerly of the MBTA; thence

- N 74° 45' 30" W a distance of four hundred thirty-eight and ninety-two hundredths feet (438.92') by the said northerly line of Route 20 to a point; thence
- N 15° 14' 30" E a distance of forty-eight and sixty-three hundredths feet (48.63') to a point; thence
- N 74° 45' 30" W a distance of one hundred seventeen and twenty-one hundredths feet (117.21') to a point; thence
- N 15° 14' 30" E a distance of one and thirty-seven hundredths feet (1.37') to a point; thence
- N 74° 45' 30" W a distance of one hundred twenty-three and seventy-three hundredths feet (123.73') to a point, the previous four (4) courses bounding on land now or formerly of the Town of Wayland and of the Commonwealth of Massachusetts; thence
- N 71° 34' 28" E a distance of five hundred forty-nine and fifty-one hundredths feet (549.51') to a point; thence
- N 11° 48' 20" W a distance of three hundred twenty-eight and no hundredths feet (328.00') to a point; thence
- S 71° 01' 00" W a distance of eight hundred forty-two feet, more or less (842'±) to a point at the Sudbury River, the previous three (3) courses bounding on land now or formerly of Dennis Hamlen; thence
- Northerly by the Sudbury River, a distance of eight hundred and one feet, more or less (801'±) to a point; thence
- S 86° 08' 20" E a distance of two thousand one hundred seventy-seven feet, more or less (2,177'±) by land now or formerly of the U.S. Fish and Wildlife Service and the Town of Wayland to a point in the Westerly line of Route 27; thence

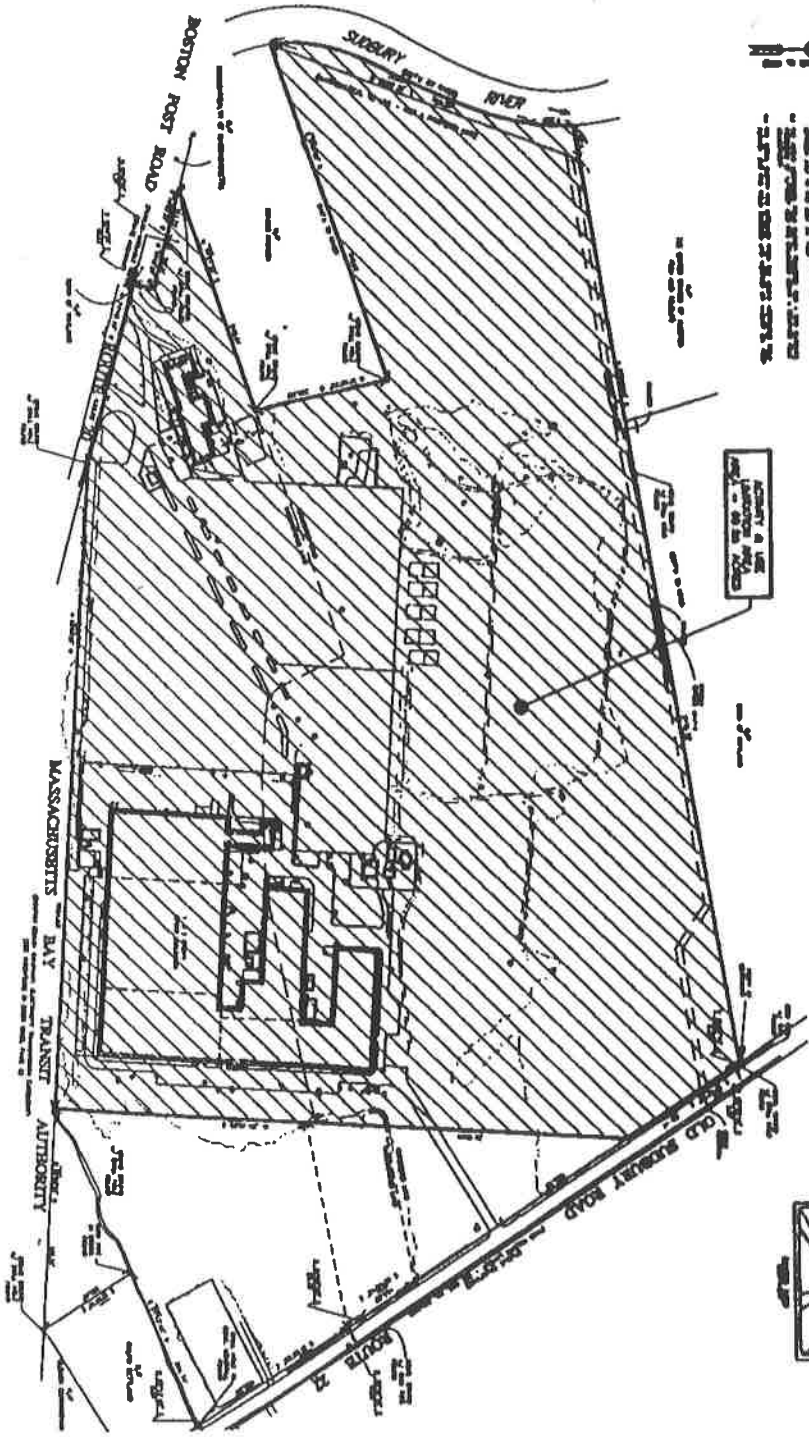
VHB

- S 32° 59' 09" E a distance of one thousand eighty-six and twenty-seven hundredths feet (1086.27') to a point; thence
- S 31° 52' 50" E a distance of four hundred sixty-seven and sixty-six hundredths feet (467.66') to a point, the previous (2) courses bounding on the said westerly line of Route 27; thence
- S 67° 13' 40" W a distance of three hundred ninety-four and seventy four hundredths feet (394.74') by a brook to a point; thence
- S 32° 06' 10" E a distance of two hundred fifty and forty-nine hundredths feet (250.49') to a point in the northerly line of land now or formerly of the MBTA, the previous two (2) courses bounding on land now or formerly of Ralph Wetland; thence
- N 86° 08' 20" W a distance of two thousand sixty and eighteen hundredths feet (2060.18') by the said northerly line of land of the MBTA to the point of beginning.

The above described parcel of land contains an area of 82.53± acres and is more particularly shown on a plan entitled "Wayland Meadows Corporation - #430 Boston Post Road (Raytheon Site) - Wayland, MA, ALTA ACSM land Title Survey" dated August 18, 1997, prepared by Vanasse Hangen Brustlin, Inc. 101 Walnut Street, Watertown, MA. *



*, and is also shown as the cross hatched and the non-cross hatched areas on a plan entitled "Wayland Meadows L.P., 430 Boston Post Road, Wayland, Massachusetts - ERM - New England, Inc. - Sketch Plan of Activity & Use Limitation Plan" prepared by Vanasse Hangen Brustlin, Inc. to be recorded herewith as part of Exhibit A.



- ALL DIMENSIONS ARE IN FEET
 - DIMENSIONS TO CENTERLINE UNLESS NOTED OTHERWISE
 - DIMENSIONS TO CORNER UNLESS NOTED OTHERWISE

ACCOUNT & USE
 RECORDING NO. 100-100-100



NO.	DESCRIPTION	DATE	BY
1	PRELIMINARY PLAN	10/1/88	J. J. ...
2	REVISED PLAN	11/1/88	J. J. ...
3	REVISED PLAN	12/1/88	J. J. ...
4	REVISED PLAN	1/1/89	J. J. ...
5	REVISED PLAN	2/1/89	J. J. ...
6	REVISED PLAN	3/1/89	J. J. ...
7	REVISED PLAN	4/1/89	J. J. ...
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99	REVISED PLAN	12/1/96	J. J. ...
100	REVISED PLAN	1/1/97	J. J. ...



South Firm Of
 Advisory & Design
 Inc.
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 ...
 ...

EXHIBIT A-1

(To include metes and bounds description of the Portion of the Property and Registered Portion of the Property Plan).

VHB

**LEGAL DESCRIPTION
ACTIVITY & USE LIMITATION AREA**

A certain parcel of land situated on the northerly side of Boston Post Road (Route 20) and on the westerly side of Old Sudbury road (Route 27) in the Town of Wayland, County of Middlesex, Commonwealth of Massachusetts, bounded and described as follows.

Beginning at a point in the westerly line of Old Sudbury Road at the southeasterly corner of land owned by the Town of Wayland, said point being the most northerly corner of the herein described premises: thence

- S 31° 32' 10" E a distance of two and twenty hundredths feet (2.20') to a point: thence
- S 32° 59' 20" E a distance of three hundred twenty one and eleven hundredths feet (321.11') to a point, the previous two (2) courses bounding on the said westerly line of Old Sudbury road: thence
- S 03° 51' 46" W a distance of one thousand three hundred sixty nine and seventy two hundredths feet (1369.72') to a point: thence
- N 86° 08' 20" W a distance of one thousand five hundred thirty four and eighty three hundredths feet (1534.83') to a point in the northerly line of Boston Post Road: thence
- N 74° 45' 30" W a distance of four hundred thirty eight and ninety two hundredths feet (438.92') by the said northerly line of Boston Post Road to a point: thence
- N 15° 14' 30" E a distance of forty eight and sixty three hundredths feet (48.63') to a point: thence
- N 74° 45' 30" W a distance of one hundred seventeen and twenty one hundredths feet (117.21') to a point: thence
- N 15° 14' 30" E a distance of one and thirty seven hundredths feet (1.37') to a point: thence
- N 74° 45' 30" W a distance of one hundred twenty three and seventy three hundredths feet (123.73') to a point: thence
- N 71° 34' 28" E a distance of five hundred forty nine and fifty one hundredths feet (549.51') to a point: thence
- N 11° 48' 20" W a distance of three hundred twenty eight and no hundredths feet (328.00') to a point: thence
- S 71° 01' 00" W a distance of eight hundred forty two feet, more or less (842') to a point at the Sudbury River: thence
- Northerly by the said Sudbury River a distance of eight hundred fifty seven feet, more or less (857') by the said Sudbury River to a point: thence
- N 80° 45' 43" E a distance of two thousand two hundred fifty seven feet, more or less (2257') to the point of beginning.

The above described parcel of land contains an area of 69.9 acres more or less, and is more particularly shown on a plan entitled "Wayland Meadows L.P., 430 Boston Post Road, Wayland, Massachusetts - ERM-New England, Inc. - Sketch Plan of Activity & Use Limitation Plan" prepared by Vanasse Hangen Brustlin, Inc. to be recorded herewith. (See Plan Attached as Exhibit A)

EXHIBIT B

(To include a sketch displaying the boundaries of the disposal site (to the extent such boundaries have been established as of the date of this Notice) in relation to the boundaries of the Portion of the Property subject to the Notice of AUL).

(See Plan Attached as Exhibit A)

EXHIBIT C
(To include LSP-of-Record Notice of AUL Opinion).

EXHIBIT C**ACTIVITY & USE LIMITATION OPINION****430 BOSTON POST ROAD, WAYLAND, MASSACHUSETTS**

This Activity & Use Limitation Opinion (AUL) Opinion is issued in support of the Notice of Activity and Use Limitation (Notice) filed on a Portion of the Property located at 430 Boston Post Road, Wayland Massachusetts. Pursuant to 310 CMR 40.0000, this AUL Opinion describes the basis for restrictions in activities on, and uses of, the Portion of the Property subject to this Notice and obligations and conditions to be undertaken and/or maintained to ensure protection of health, safety, public welfare and the environment. This AUL Opinion is certified by the Licensed Site Professional (LSP)-of-Record for Comprehensive Response Actions being conducted in accordance with Permit No. 133939 issued under the authority of the Massachusetts Department of Environmental Protection (MA DEP), Bureau of Waste Site Cleanup.

1.0**PHYSICAL DESCRIPTION AND LAND USE**

The subject Property is an approximately 83 acre parcel located at 430 Boston Post Road in Wayland, Massachusetts (Exhibit A). Approximately 6 acres are occupied by building and structures, 16 acres are paved and 60 acres are undeveloped meadow, woodland and wetland. The Property is bounded to the west by the Sudbury River, to north by undeveloped land including the Great Meadows National Wildlife Refuge, to the east by Route 27 and to the South by Route 20.

Prior to 1955 the Property was utilized for residential and agricultural purposes. Subsequent to development in 1955, the Property was utilized as an engineering research and development facility until decommissioning in 1995. The Property is currently vacant and zoned for limited commercial and residential use.

2.0

BACKGROUND

Releases of oil and hazardous materials to soil and groundwater were discovered on the Property during decommissioning of the former manufacturing facility. Massachusetts General Law, Chapter 21E, requires assessment and, if necessary, remedial actions in accordance with requirements of the Massachusetts Contingency Plan (MCP) 310 CMR 40.0000.

The MCP process allows up to five years for completion of those phases of assessment and/or remediation that are necessary to achieve regulatory closure. Assessment and/or remediation activities are conducted as "Comprehensive Response Actions" under the direction of the Licensed Site Professional -of-Record (LSP). Upon satisfying all applicable MCP requirements, a Response Action Outcome (RAO) Statement, certified by the LSP, is filed with the MA DEP Bureau of Waste Site Cleanup, officially closing the site out of the MCP process. Once closure is obtained it is binding, subject however, to DEP audit for up to five years from the date of filing.

3.0

PURPOSE AND APPLICABILITY OF THE NOTICE OF ACTIVITY AND USE LIMITATION

The purpose of the Notice is to record on the registered property deed those activities and land uses that are consistent with continued protection of health, safety, public welfare and the environment, those that are specifically prohibited and obligations and conditions necessary to ensure continued protection.

This Notice is applicable to the Portion of the Property as defined in Exhibit A-1. This Notice is being filed prior to completion of assessment and, as necessary, remedial actions required to achieve an RAO. The Portion of the Property includes the Disposal Site, as defined under MGL Chapter 21E, to the extent that Disposal Site boundaries have been established to date (Exhibit B). The remaining Portion of the Property surrounding the Disposal Site is selected as a conservatively large area pending additional assessment to fully define final Disposal Site boundaries in accordance with MCP requirements.

This Notice of AUL is recorded by the Property owner as a precautionary measure to ensure appropriate use of the Portion of the Property during completion of Comprehensive Response Actions, including further assessment to fully define final Disposal Site boundaries. In so far as assessment and/or remediation further define the boundaries of the Disposal Site, as referred to above, this Notice of AUL may, in the Opinion of the LSP, be terminated or amended. In all cases, the LSP shall review this Notice of AUL, and if appropriate, terminate or amend this Notice of AUL prior to approval and filing of a RAO for the Portion of the Property, or any portion thereof. Because this Notice is being filed prior to completion of assessment and remedial actions required to achieve an RAO, all approvals and opinions required by a Licensed Site Professional to maintain compliance with this Notice and AUL Opinion shall be restricted to the Licensed Site Professional of Record for Comprehensive Response Actions, and any termination or amendment of this Notice of AUL pursuant to the prior sentence shall be based upon an opinion of the LSP of Record, only.

4.0

**PERMITTED ACTIVITIES AND USES SET FORTH IN THE AUL
OPINION**

The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare and the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Portion of the Property:

- (i) The Portion of the Property may be used for commercial or industrial activities with uses that may include office space, wholesale, retail, manufacturing, storage/warehousing, and assembly of goods; and
- (ii) The vertical expansion of, or interior reconstruction of, the buildings existing on the Portion of the Property as of the date of this Notice, provided that such expansion, or reconstruction, does not, in the Opinion of the LSP, limit performance of Comprehensive Response Actions, is consistent with the activities and uses set forth in this Paragraph and is not expressly prohibited by this Notice; and

- (iii) Such other activities or uses which, in the Opinion of the LSP, shall present no greater risk of harm to health, safety, public welfare and the environment than the activities and uses set forth in this Paragraph; and
- (iv) All activities and uses consistent with those set forth in this Paragraph and not expressly prohibited by this Notice.

5.0

ACTIVITIES AND USES INCONSISTENT WITH THE AUL OPINION

Activities and uses which are inconsistent with the objectives of this Notice of Activity and Use Limitation, and which, if implemented at the Portion of the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard, are as follows:

- (i) Residential, childcare, daycare, recreational, agricultural, horticultural, or gardening activities; or for public access purposes, unless previously approved by the LSP in accordance with the obligations and conditions set forth in the AUL Opinion;
- (ii) Groundwater use except for assessment or remedial purposes;
- (iii) Subsurface activities that could render contaminated media, waste or debris accessible to exposure including; excavation, new construction below grade, reconstruction of existing buildings below grade, or maintenance of subsurface utilities unless certified by the LSP that such activities:
 - (a) would not pose a substantial hazard or a significant risk of harm to health, safety, public welfare or the environment; and
 - (b) are unlikely to result in generation of contaminated waste, debris or media pursuant to 310 CMR 40.0000.

- (iv) Activities and uses that, in the Opinion of the LSP, limit access to, or performance of, Comprehensive Response Actions at the Portion of the Property; and
- (v) Other activities or uses that, in the Opinion of the LSP, would likely result in significant, risk from exposures to oil and/or hazardous material if site activities or uses were to take place on the Portion of the Property.

6.0

**OBLIGATIONS AND CONDITIONS SET FORTH IN THE AUL
OPINION**

If applicable, obligations and/or conditions to be undertaken and/or maintained at the Portion of the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion shall include the following:

- (i) Certification in the form of documentation bearing the original signature, date and Seal of the LSP must be obtained by the Owner prior to implementation of the following activities and uses:
 - a) expansion or relocation of existing buildings laterally or vertically;
 - b) use of the Portion of the Property for residential, childcare, daycare, recreational, agricultural, horticultural, or gardening activities, or for unrestricted public access;
 - c) subsurface activities including; excavation, new construction below grade, reconstruction of existing buildings below grade, or maintenance of subsurface utilities; and
 - d) land development or construction involving changes in surface conditions (i.e., topography, surface cover, etc.) including installation or removal of pavement, building foundations, drainage structures or vegetative cover.
- (ii) Parties conducting activities and uses described in 6.0(i) above, that, in the Opinion of the LSP, may include disturbance of contaminated media, waste or debris, or that could render subsurface contaminated media, waste or debris accessible to exposure, shall submit, for approval by the LSP, a contingency plan for the management of

contaminated media, waste or debris, if encountered, including:

- a) procedures for monitoring of contaminated media, waste or debris;
- b) procedures for notification to the LSP of the discovery of contaminated media, waste or debris;
- c) a certification that all response actions will be conducted under the supervision of the LSP;
- d) a soils management plan including contingencies for handling contaminated soil and/or groundwater if activities may extend below the water table;
- e) a certification that response personnel will comply with applicable safety regulations, including 29 CFR 1910.120;
- f) a certification that contaminated waste, debris or media or remediation waste (pursuant to 310 CMR 40.0000) generated by such activities shall be handled, stored, transported and disposed in accordance with the applicable federal, state and local regulations.

- (iii) The responsible parties and their representatives shall be granted unrestricted access to the Portion of the Property in order to conduct any and all activities associated with the performance of response actions as defined under the MCP, or any other applicable regulation.

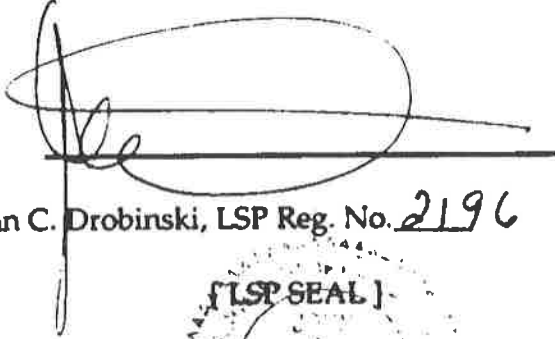
The integrity of all building foundations and all paved surfaces existing on the Portion of the Property will be maintained in order to eliminate direct access to subsurface contaminated media.

7.0

CERTIFICATION

The undersigned LSP-of-Record hereby certifies that the terms of this Activity and Use Limitation Opinion are consistent with those of the Notice for the subject Portion of Property located at 430 Boston Post Road, Wayland, Massachusetts.

Date: October 21, 1997



John C. Drobinski, LSP Reg. No. 2196



EXHIBIT D
(BWSC Form 114, AUL Transmittal Form)



ACTIVITY & USE LIMITATION (AUL) OPINION FORM

Pursuant to 310 CMR 40.1070 - 40.1084 (Subpart J)

Release Tracking Number

3 - 13302

BK 27793 PG 165

COMPLETE THIS FORM AND ATTACH AS AN EXHIBIT TO THE AUL DOCUMENT TO BE RECORDED AND/OR REGISTERED WITH THE REGISTRY OF DEEDS AND/OR LAND REGISTRATION OFFICE.

A. LOCATION OF DISPOSAL SITE AND PROPERTY SUBJECT TO AUL:

Disposal Site Name: Raytheon Company (FMR)
Street: 430 Boston Post Road Location Aid: _____
City/Town: Weyland, MA ZIP Code: 01778-0000
Address of property subject to AUL, if different than above. Street: _____
City/Town: _____ ZIP Code: _____

B. THIS FORM IS BEING USED TO: (check one)

- Provide the LSP Opinion for a **Notice of Activity and Use Limitation**, pursuant to 310 CMR 40.1074 (complete all sections of this form)
- Provide the LSP Opinion for an **Amended Notice of Activity and Use Limitation**, pursuant to 310 CMR 40.1081(4) (complete all sections of this form).
- Provide the LSP Opinion for a **Termination of a Notice of Activity and Use Limitation**, pursuant to 310 CMR 40.1083(3) (complete all sections of this form).
- Provide the LSP Opinion for a **Grant of Environmental Restriction**, pursuant to 310 CMR 40.1071. (complete all sections of this form)
- Provide the LSP Opinion for an **Amendment of Environmental Restriction**, pursuant to 310 CMR 40.1081(3) (complete all sections of this form).
- Provide the LSP Opinion for a **Release of Environmental Restriction**, pursuant to 310 CMR 40.1083(2) (complete all sections of this form)

C. LSP OPINION:

I attest under the pains and penalties of perjury that I have personally examined and am familiar with this submittal, including any and all documents accompanying this submittal. In my professional opinion and judgment based upon application of (i) the standard of care in 309 CMR 4.02(1), (ii) the applicable provisions of 309 CMR 4.02(2) and (3), and (iii) the provisions of 309 CMR 4.03(5), to the best of my knowledge, information and belief.

- > if Section B indicates that a **Notice of Activity and Use Limitation** is being registered and/or recorded, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1074(1)(b);
- > if Section B indicates that an **Amended Notice of Activity and Use Limitation** is being registered and/or recorded, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1080(1) and 40.1081(1);
- > if Section B indicates that a **Termination of a Notice of Activity and Use Limitation** is being registered and/or recorded, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1083(3)(a);
- > if Section B indicates that a **Grant of Environmental Restriction** is being registered and/or recorded, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1071(1)(b);
- > if Section B indicates that an **Amendment to a Grant of Environmental Restriction** is being registered and/or recorded, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1080(1) and 40.1081(1);
- > if Section B indicates that a **Release of Grant of Environmental Restriction** is being registered and/or recorded, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1083(3)(a).

I am aware that significant penalties may result, including, but not limited to, possible fines and imprisonment, if I submit information which I know to be false, inaccurate or materially incomplete.

- Check here if the Response Action(s) on which this opinion is based, if any, are (were) subject to any order(s), permit(s) and/or approval(s) issued by DEP or EPA. If the box is checked, you MUST attach a statement identifying the applicable provisions thereof

SECTION C IS CONTINUED ON THE NEXT PAGE.



ACTIVITY & USE LIMITATION (AUL) OPINION FORM

Pursuant to 310 CMR 40.1070 - 40.1084 (Subpart J)

3 - 13302

BK 27793 pg 166

C. LSP OPINION: (continued)

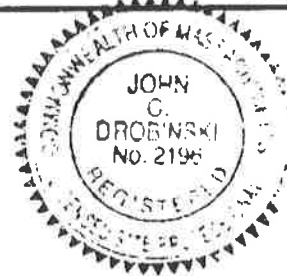
LSP Name: John C. Drobinski LSP #: 2196 Stamp:

Telephone: 617-267-8377 Ext: 150

FAX: 617-267-6447

LSP Signature: 

Date: 10/21/97



YOU MUST COMPLETE ALL RELEVANT SECTIONS OF THIS FORM OR DEP MAY FIND THE DOCUMENT TO BE INCOMPLETE.

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The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth



April 2, 1999

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of registration of a Foreign Limited Liability Company was filed in this office by

WAYLAND BUSINESS CENTER LLC

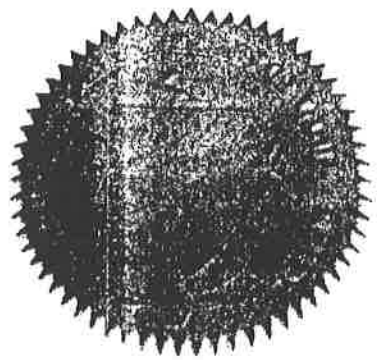
in accordance with the provisions of Massachusetts General Laws Chapter 156C on **December 5, 1997.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
WAYLAND BUSINESS CENTER, INC.

I further certify that the name of persons authorized to act with respect to real property instruments listed in the most recent filings are: **DEAN F. STRATOULY**

MSD 04/13/99 09:54:25 1037 32.00



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth



Wayland Business Center, Wayland, Massachusetts

NOTICE OF ACTIVITY AND USE LIMITATION
M.G.L. c. 21E, §6 and 310 CMR 40.0000



Disposal Site Name: Former Raytheon Facility
DEP Release Tracking Nos.: 3-13302

This Notice of Activity and Use Limitation ("Notice") is made as of this 16th day of February, 1999, by Wayland Business Center, LLC with an address at 400-440 Boston Post Road, Wayland, MA 01778 together with his/her/its/their successors and assigns (collectively "Owner").

WITNESSETH:

WHEREAS, Wayland Business Center, LLC, of Wayland, Middlesex County, Massachusetts is the owner in fee simple of that certain parcel of land located at 430 Boston Post Road, in Wayland, Middlesex County, Massachusetts, with the buildings and improvements thereon ("Property");

WHEREAS, said parcel of land, which is more particularly bounded and described in Exhibit A, attached hereto and made a part hereof ("Property") is subject to this Notice of Activity and Use Limitation. The Property is shown on a plan recorded and/or registered in Middlesex County Registry of Deeds/Land Registration Office in Plan Book _____, Plan _____;

WHEREAS, a portion of the Property ("Portion of the Property") is subject to this Notice of Activity and Use Limitation. The Portion of the Property consists of 36,360± square feet and is more particularly bounded and described in Exhibit A-1, attached hereto and made part hereof. The Portion of the Property is shown as a cross-hatched area labeled Activity and Use Limitation Area on a plan recorded with Middlesex County Registry of Deeds/Land Registration Office in Plan Book _____, Plan _____;

WHEREAS, the Portion of the Property comprises a disposal site as the result of a release of oil and/or hazardous material. Exhibit B is a sketch plan showing the relationship of the Portion of the Property subject to this Notice of Activity and Use Limitation to the boundaries of said disposal site (to the extent such boundaries have been established). Exhibit B is attached hereto and made part hereof; and

WHEREAS, one or more response actions have been selected for the Portion of the Disposal Site in accordance with M.G.L. c.21E ("Chapter 21E") and the Massachusetts Contingency Plan, 310 CMR 40.0000 ("MCP"). Said response actions are based upon (a) the restriction of human access to and contact with oil and/or hazardous material in soil and/or groundwater and/or (b) the restriction of certain activities occurring in, on, through, over or under the Portion of the Property. The basis for such restrictions is set forth in an Activity

SEE PLAN IN RECORD BOOK 30045 PAGE 130

and Use Limitation Opinion ("AUL Opinion"), dated February 16, 1999, (which is attached hereto as Exhibit C and made a part hereof);

NOW, THEREFORE, notice is hereby given that the activity and use limitations set forth in said AUL Opinion are as follows:

1. Permitted Activities and Uses Set Forth in the AUL Opinion. The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare and the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Portion of the Property:

- (i) Commercial or industrial activities and uses, including, but not limited to, vehicular parking, pedestrian and vehicular traffic, and landscaping, which do not cause and/or result in direct contact, disturbance of, and/or relocation of, the petroleum-impacted soil currently located greater than six feet below grade;
- (ii) Shallow (less than six feet below grade) excavation activities associated with subsurface utility or construction work;
- (iii) Deep (greater than six feet below grade) excavation activities associated with subsurface utility or construction work, provided that the activities are conducted in accordance with a Soil Management Plan, and if appropriate, a Health and Safety Plan, developed in accordance with Obligation (i) of Paragraph 3 below by a Licensed Site Professional ("LSP") prior to the initiation of such activities, the soil management procedures of the MCP cited at 310 CMR 40.0030, and all applicable worker health and safety practices pursuant to 310 CMR 40.0018;
- (iv) Activities and uses which are not prohibited by this Notice of AUL; and
- (v) Such other activities or uses which, in the Opinion of the LSP, shall present no greater risk of harm to health, safety, public welfare and the environment than the activities and uses set forth in this Paragraph.

2. Activities and Uses Inconsistent with the AUL Opinion. Activities and uses which are inconsistent with the objectives of this Notice of Activity and Use Limitation, and which, if implemented at the Portion of the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard, are as follows:

- (i) Residential, childcare, daycare, recreational, agricultural, horticultural, or gardening activities and uses, unless such activity is first evaluated by an LSP who renders an Opinion that attests

that a condition of no significant risk is maintained, consistent with the provisions of the MCP;

- (ii) Subsurface activities, including, but not limited to, excavation which may result in direct contact with, disturbance, or relocation of the petroleum-impacted soil located greater than six feet below grade, which are not conducted in accordance with Section 1 of this Notice of AUL;
- (iii) Relocation of the petroleum-impacted soil currently located greater than six feet below grade to a shallower depth, unless such activity is first evaluated by an LSP who renders an Opinion that attests that a condition of no significant risk is maintained, consistent with the provisions of the MCP; and
- (iv) Placement of wells for the withdrawal of groundwater for uses other than assessment or remediation.

3. Obligations and Conditions Set Forth in the AUL Opinion. If applicable, obligations and/or conditions to be undertaken and/or maintained at the Portion of the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion shall include the following:

- (i) A Soil Management Plan, and if appropriate, a Health and Safety Plan, must be prepared by an LSP prior to initiation of any subsurface activity that may disturb petroleum-impacted soil located greater than six feet below grade within the Portion of the Property;
- (ii) The petroleum-impacted soil located greater than six feet below grade within the Portion of the Property subject to this AUL may not be relocated to a shallower depth within the Portion of the Property, unless such activity is first evaluated by an LSP who renders an Opinion that attests that a condition of no significant risk is maintained, consistent with the provisions of the MCP; and

4. Proposed Changes in Activities and Uses. Any proposed changes in activities and uses, except for purposes allowed by Section 1, at the Portion of the Property which may result in higher levels of exposure to oil and/or hazardous material than currently exist shall be evaluated by the LSP who shall render an Opinion, in accordance with 310 CMR 40.1080 *et seq.*, as to whether the proposed changes will present a significant risk of harm to health, safety, public welfare and the environment. Any and all requirements set forth in the Opinion to meet the objective of this Notice shall be satisfied before any such activity or use is commenced.

5. Violation of a Response Action Outcome. Except as provided in Section 1, the activities, uses and/or exposures upon which this Notice is based shall not change at any

time to cause a significant risk of harm to health, safety, public welfare, and the environment, or to create substantial hazards due to exposure to oil and/or hazardous material without the prior evaluation by the LSP in accordance with 310 CMR 40.1080 *et seq.*, and without additional response actions, if necessary, to achieve or maintain a condition of No Significant Risk or to eliminate substantial hazards.

If the activities, uses, and/or exposures upon which this Notice is based change without the prior evaluation and additional response actions determined to be necessary by the LSP in accordance with 310 CMR 40.1080 *et seq.*, the owner or operator of the Portion of the Property subject to this Notice at the time that the activities, uses and/or exposures change, shall comply with the requirements set forth in 310 CMR 40.0020.

6. Incorporation Into Deeds, Mortgages, Leases, and Instruments of Transfer.

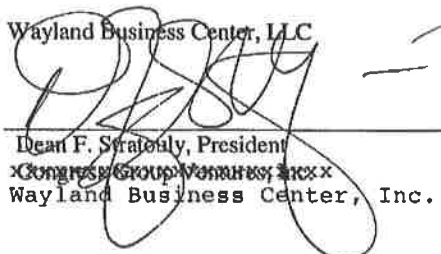
This Notice shall be incorporated either in full or by reference into all deeds, easements, mortgages, leases, licenses, occupancy agreements or any other instrument of transfer, whereby an interest in and/or a right to use the Portion of the Property or a portion thereof is conveyed.

Owner hereby authorizes and consents to the filing and recordation and/or registration of this Notice, said Notice to become effective when executed under seal by the undersigned LSP, and recorded and/or registered with the appropriate Registry of Deeds and/or Land Registration Office(s).

WITNESS the execution hereof under seal this 16 day of February, 1999.

Owner: Wayland Business Center, LLC

By:



Dean F. Serrano, President
~~Congress Group Ventures, Inc.~~
Wayland Business Center, Inc.

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

February 23, 1999

Then personally appeared the above named Dean Stratoul and acknowledged the foregoing to be their free act and deed, and the free act and deed of said corporation as said general partner, before me,

Donald M. Blomfield
Notary Public
My Commission Expires: 2/16/2001

The undersigned LSP hereby certifies that he executed the aforesaid Activity and Use Limitation Opinion attached hereto as Exhibit C and made a part hereof and that in his Opinion this Notice of Activity and Use Limitation is consistent with the terms set forth in said Activity and Use Limitation Opinion.

Date: 2/16/99

[Signature]
John C. Drobinski, LSP Reg. No. 2196
[LSP SEAL]

COMMONWEALTH OF MASSACHUSETTS

Suffolk Co., ss

February 16, 1999

Then personally appeared the above named John C. Drobinski, and acknowledged the foregoing to be his free act and deed before me,

[Signature]
Notary Public
My Commission Expires:

Upon recording, return to:

Mr. Christopher Lane
Congress Group Ventures
One Memorial Drive
Cambridge, MA 02142

WILLIAM H. O'CONNELL
Notary Public
My Commission Expires Jan. 22, 2004

EXHIBIT A

A certain parcel of land situated in Wayland, Middlesex County, Massachusetts, shown as land of Wayland Business Center, LLC on a plan entitled, "Plan of Land Located on Boston Post Road, Wayland, Massachusetts Owned by Wayland Business Center, LLC" dated January 18, 1999, Scale 1" = 40', by Vanessa Hanger Brustlin, Inc. bounded and described as follows: recorded herewith

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p97

Included in the parcel is a parcel of registered land shown as Lot A on L.C. Plans # 17983 A

Current Off. of Title : 210249 Book 1181, Page 99

EXHIBIT A-1

Containing 36,360 square feet of land, more or less, according to the plan recorded herewith entitled "Plan of Land Located on Boston Post Road, Wayland, Massachusetts Owned by Wayland Business Center, LLC", dated January 18, 1999, Scale 1" = 40', by Vanasse Hangen Brustlin, Inc.



101 Walnut Street
Post Office Box 9151
Watertown
Massachusetts 02272
617 924 1770
FAX 617 924 2286

LEGAL DESCRIPTION Activity and Use Limitation area

A certain parcel of land located on the property owned now or formerly by Wayland Business Center LLC situated northerly of Boston Post Road (Route 20) and westerly of Old Sudbury Road (Route 27) in the Town of Wayland, County of Middlesex, Commonwealth of Massachusetts, bounded and described as follows.

(Reference is made to Buildings #3 & #4 which are a portion of the buildings that comprise the former Raytheon Manufacturing Corporation's complex.) The northwest corner of Building #3 is located approximately seven hundred sixty five feet (765') northerly from the northerly line of Route 20, and approximately nine hundred fifteen feet (915') westerly from the westerly line of Route 27.

Beginning at a point in the northerly line of Building #3, said point being located approximately sixty feet (60') easterly from the above mentioned northwesterly corner of Building #3: thence

Easterly a distance of one hundred eighty five feet (185') by the said northerly line of Building #3 to a point: thence

Southerly a distance of one hundred ninety eight feet (198') more or less to a point in the northerly line of Building #4, said course is perpendicular to the last mentioned course: thence

Westerly a distance of one hundred eighty five feet (185') by the said northerly line of Building #4 to a point: thence

Northerly a distance of one hundred ninety eight feet (198') more or less to the point of beginning, said course is perpendicular to the last mentioned course.

The above-described parcel of land contains an area of 36,630 square feet, more or less (0.841 Acres).

EXHIBIT B

(To include a sketch displaying the boundaries of the disposal site (to the extent such boundaries have been established as of the date of this Notice) in relation to the boundaries of the Portion of the Property subject to this Notice of AUL).

plan recorded herewith

EXHIBIT C
ACTIVITY AND USE LIMITATION OPINION

This Licensed Site Professional (LSP) Opinion has been prepared in accordance with the requirements of 310-CMR 40.1074(1)(B) to support a Notice of Activity and Use Limitation (AUL) for a property located at 400-440 Boston Post Road in Wayland, Massachusetts.

Site History

On 2 January 1996, Raytheon Electronic Systems Inc. (RES) discovered a release during the installation of MW-11 downgradient of an abandoned UST that required a 72-hour notification to the Massachusetts Department of Environmental Protection (DEP).

Raytheon requested DEP approval to implement an assessment Immediate Response Action (IRA). The results of the IRA were reported in an IRA completion report and amendment dated 4 and 28 March 1998 and recommended that additional response actions be completed as a Release Abatement Measure (RAM). The RAM was conducted during the period May through July 1998 and resulted in the removal and off-site treatment (at MTS of Chichester, NH) of approximately 3,300 cubic yards of petroleum-impacted soil. In addition, approximately 2,240 gallons of a mixture of water and #6 oil were removed from the excavation and transported off-site for treatment under a Hazardous Waste Manifest.

Reason for Activity and Use Limitation

Within the portion of the Property subject to this Notice of AUL, petroleum-impacted soil remained in-place at depths greater than 15 feet below grade and beneath the existing building following the completion of remedial activities at the site. No utilities exist at depths greater than six feet. The area has been backfilled with clean soil and the contaminated soil is not considered accessible.

A Method 3 Risk Characterization was conducted to support the filing of a Class A-3 Response Action Outcome for the site. The concentrations of petroleum-related compounds meet the risk criteria for current and foreseeable site use, but exceeded the residential standard, which would permit unrestricted future use.

There is no Significant Risk of harm to human health public welfare, safety or the environment for anticipated exposures to a construction worker, building occupant, visitor, nearby resident or trespasser that may be exposed to Disposal-Site related constituents under current/foreseeable or unrestricted site usage. However, since the residual levels of petroleum-related compounds in soil exceed residential criteria, an Activity and Use Limitation is required to prevent activities which could pose a future risk. The intent of the AUL is to restrict activities in the area of soil contamination so that any disruption is controlled and that the soil does not become accessible.

Prohibited or Limited Activities and Uses

The following Activities and Uses are prohibited or limited in the designated portion of the Property subject to this Notice of AUL:

- (i) Residential, childcare, daycare, recreational, agricultural, horticultural, or gardening activities and uses, unless such activity is first evaluated by an LSP who renders an Opinion that attests that a condition of no significant risk is maintained, consistent with the provisions of the MCP;
- (ii) Subsurface activities, including, but not limited to, excavation which may result in direct contact with, disturbance, or relocation of the petroleum-impacted soil located greater than six feet below grade, which are not consistent with Section (i) of this Notice of AUL;
- (iii) Relocation of the petroleum-impacted soil currently located greater than six feet below grade to a shallower depth, unless such activity is first evaluated by an LSP who renders an Opinion that attests that a condition of no significant risk is maintained, consistent with the provisions of the MCP; and
- (iv) Placement of wells for the withdrawal of groundwater for non-MCP purposes.

Permitted Activities and Uses

The following Activity and Uses are permitted in the designated portion of the Property subject to this Notice of AUL:

- (i) Commercial or industrial activities and uses, including, but not limited to, vehicular parking, pedestrian and vehicular traffic, and landscaping, which do not cause and/or result in direct contact, disturbance of, and/or relocation of, the petroleum-impacted soil currently located greater than six feet below grade;
- (ii) Shallow (less than six feet below grade) excavation activities associated with subsurface utility or construction work;
- (iii) Deep (greater than six feet below grade) excavation activities associated with subsurface utility or construction work, provided that the activities are conducted in accordance with a Soil Management Plan, and if appropriate, a Health and Safety Plan, developed in accordance with Obligation (i) by an LSP prior to the initiation of such activities, the soil management procedures of the MCP cited at 310 CMR 40.0030, and all applicable worker health and safety practices pursuant to 310 CMR 40.0018;
- (iv) Activities and uses which are not prohibited by this Notice of AUL; and

- (v) Such other activities or uses which, in the Opinion of the LSP, shall present no greater risk of harm to health, safety, public welfare and the environment than the activities and uses set forth in this Paragraph.

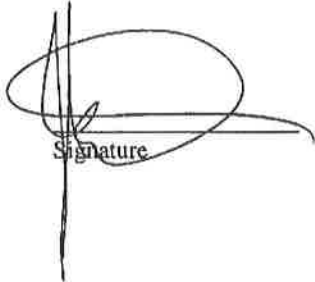
Obligations and Conditions Set Forth in the AUL Opinion

The obligations and conditions associated with this AUL are described below:

- (i) A Soil Management Plan, and if appropriate, a Health and Safety Plan, must be prepared by an LSP prior to initiation of any subsurface activity that may disturb petroleum-impacted soil located greater than six feet below grade within the portion of the Property subject to this Notice of AUL; and
- (ii) The petroleum-impacted soil located greater than six feet below grade within the portion of the Property subject to this Notice of AUL may not be relocated to a shallower depth with the AUL area, unless such activity is first evaluated by an LSP who renders an Opinion that attests that a condition of no significant risk is maintained, consistent with the provisions of the MCP.

Certification

This AUL Opinion was prepared by:


 Signature

2196
 License Number



9/16/99
 Date

UNITED STATES OF AMERICA
FISH AND WILDLIFE
(DEED BOOK 11072, PAGE 320)
(ASS. MAP 22 / 11)

UK 30045 PB 144
CONC. BOUND
W/DRILL HOLE
FOUND

2257± TO RIVER
N 80°45'4"

80±
105±
26±
130±
N 80°45'43" E 752.99'
LIMIT OF REGISTERED LAND

N/F
WAYLAND BUSINESS
CENTER LLC
L.C. CERT NO. 210249
& DEED BOOK 27977, PAGE 52

T
82
LAND COURT
LI
AREA = 5

BY RIVER
MATHEMATICAL TIE LINE
(NOT A PROPERTY LINE)

842.00' S 71°01'00" W
842± TO RIVER
LIMIT OF REGISTERED LAND

N/F
DEVINS H. HAMLEN &
JAMES M. HAMLEN
(DEED BOOK 11937, PAGE 566)
(ASS. MAP 22 / 10)

STONE BOUND
w/ DRILL HOLE
FOUND
REGISTERED LAND
UNREGISTERED LAND

A.U.L.
(SEE DI)

N/F
TOWN OF WAYLAND

N 71°29'32" E 549.78'

ROAD
(7TH)

N 74°46'46" W 117.21'
N 74°46'46" W 123.73'

N 15°13'14" E 48.63'
N 74°46'46" W

LOT C
AS SHOWN ON PLAN No. 763 OF 1954
AREA = 944,626 S.F. (21.686 ACRES)

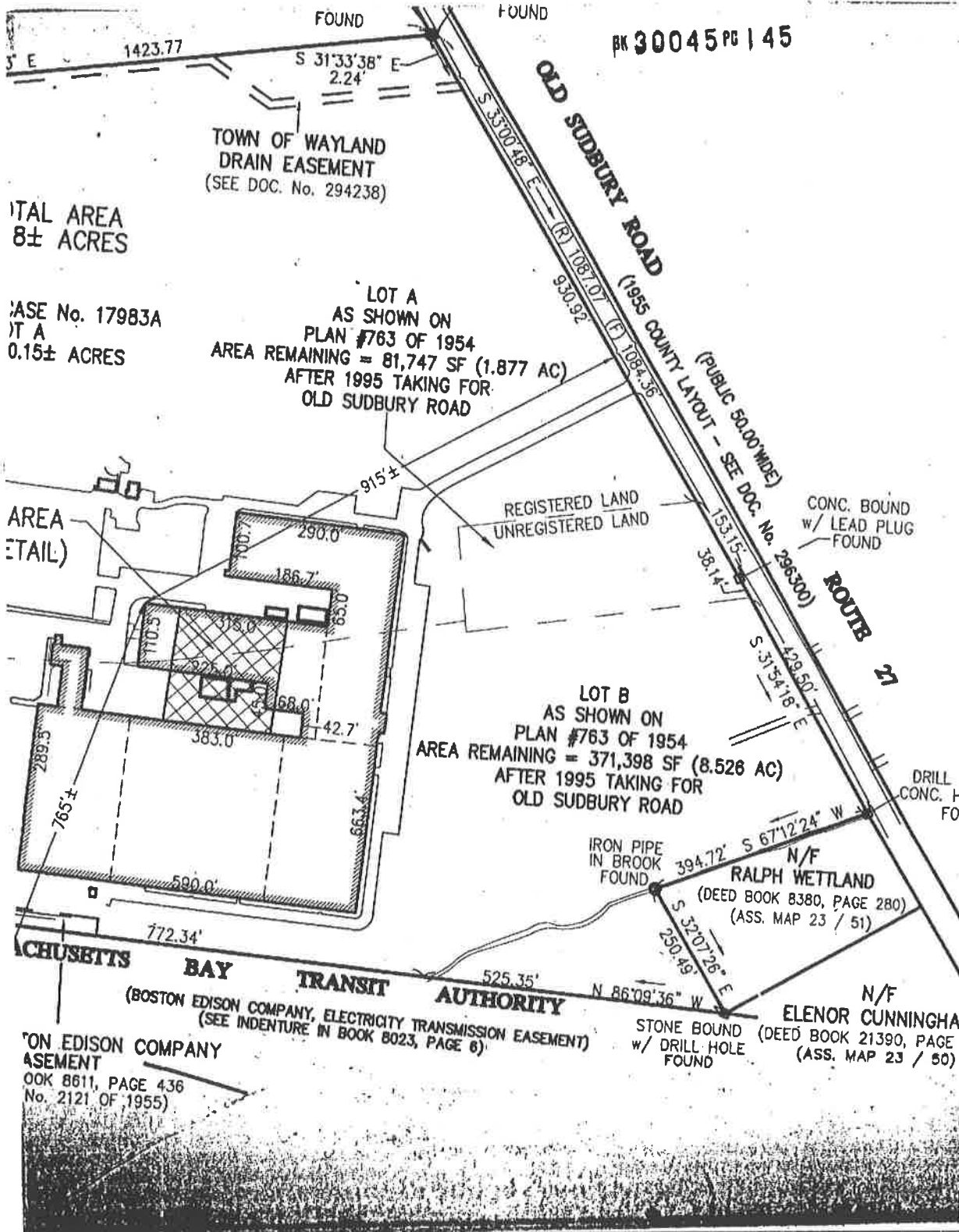
STONE BOUND
w/ DRILL HOLE
FOUND

ROUTE 20

627.48'
N 86°09'36" W
2060.18'
MASS

LOT "A"
AS SHOWN ON PLAN No. 1721 OF 1955
AREA = 12,811 S.F. (0.294 ACRES)
(SEE DEED BOOK 8562, PAGE 316)

30' WIDE BC
(SEE DEED
AND PL)



TOTAL AREA
8± ACRES

BASE No. 17983A
LOT A
0.15± ACRES

LOT A
AS SHOWN ON
PLAN #763 OF 1954
AREA REMAINING = 81,747 SF (1.877 AC)
AFTER 1995 TAKING FOR
OLD SUDBURY ROAD

AREA
(DETAIL)

LOT B
AS SHOWN ON
PLAN #763 OF 1954
AREA REMAINING = 371,398 SF (8.528 AC)
AFTER 1995 TAKING FOR
OLD SUDBURY ROAD

MASSACHUSETTS BAY TRANSIT AUTHORITY
(BOSTON EDISON COMPANY, ELECTRICITY TRANSMISSION EASEMENT)
(SEE INDENTURE IN BOOK 8023, PAGE 6)

BOSTON EDISON COMPANY
EASEMENT
(DEED BOOK 8611, PAGE 436
No. 2121 OF 1955)

N/F ELENOR CUNNINGHAM
STONE BOUND (DEED BOOK 21390, PAGE
w/ DRILL HOLE FOUND (ASS. MAP 23 / 50)

N/F RALPH WETLAND
(DEED BOOK 8380, PAGE 280)
(ASS. MAP 23 / 51)

IRON PIPE
IN BROOK
FOUND

DRILL
CONC. H
FO

CONC. BOUND
w/ LEAD PLUG
FOUND

REGISTERED LAND
UNREGISTERED LAND

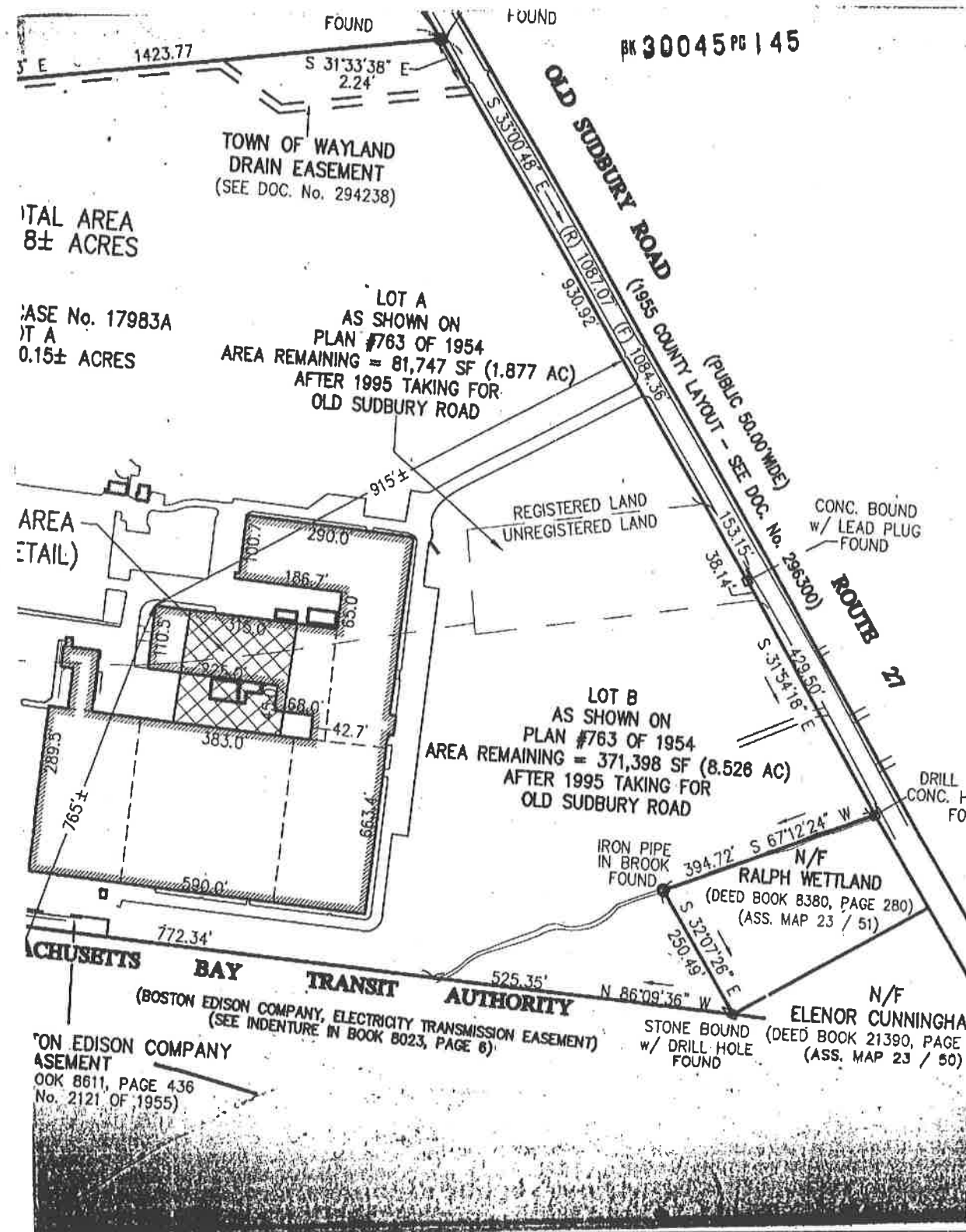


EXHIBIT D
(BWSC Form 114, AUL Opinion Form)

030-333



2011 00232269
Bk: 58135 Pg: 87 Doc: NOT
Page: 1 of 33 12/21/2011 01:15 PM

RECORDING INFORMATION AREA

Form 1075

NOTICE OF ACTIVITY AND USE LIMITATION
M.G.L. c. 21E, § 6 and 310 CMR 40.0000

Disposal Site Name: Former Raytheon Facility, 430 Boston Post Road, Wayland, MA
DEP Release Tracking Nos.: 3-13302 & 3-22408

This Notice of Activity and Use Limitation ("Notice") is made as of this 21st day of ~~DECEMBER~~ 2011, by Twenty Wayland, LLC, a Massachusetts limited liability company, with an address care of KGI Properties, LLC, 10 Memorial Blvd, Ste 901, Providence, RI 02903, and Wayland Town Center LLC, a Delaware limited liability company, with an address care of KGI Properties, LLC, 10 Memorial Blvd., Suite 901, Providence, RI 02903, together with their successors and assigns (collectively "Owner").

WITNESSETH:

WHEREAS, Twenty Wayland, LLC and Wayland Town Center LLC collectively are the owners in fee simple of that certain parcel of land located at 400-440 Boston Post Road in Wayland, Middlesex County, Massachusetts, with the buildings and improvements thereon ("Property") pursuant to a deed to Twenty Wayland, LLC recorded with the Middlesex County (South) Registry of Deeds in Book 45981, Page 177 and filed with the Middlesex County (South) Registry District of the Land Court as Document No. 1386382 (see Certificate of Title No. 234881), and a deed of a portion of said land by Twenty Wayland, LLC to Twenty Wayland Commercial LLC recorded with the Middlesex County (South) Registry of Deeds in Book 57767, Page 545, and a subsequent deed of such portion of said land from Twenty Wayland Commercial LLC to Wayland Town Center LLC recorded with the Middlesex County (South) Registry of Deeds in Book 57767, Page 547.

WHEREAS, the Property is more particularly bounded and described in Exhibit A, attached hereto and made a part hereof. The Property is shown on a sketch plan attached hereto (titled, "Exhibit A: Sketch Plan") and filed herewith for registration with the

1
dup in LA et

400-440 Boston Post Rd., Wayland, MA

Middlesex County (South) Registry District of the Land Court and recorded herewith with the Middlesex County (South) Registry of Deeds.

WHEREAS, a portion of the Property is subject to this Notice of Activity and Use Limitation ("Portion of the Property"). The Portion of the Property is more particularly bounded and described in Exhibit A-1, attached hereto and made a part hereof. The Portion of the Property is shown on a plan recorded with the Middlesex County (South) Registry of Deeds in Plan ~~Book~~ ^{Year} 2011, Plan 8160, and on a sketch plan attached hereto (titled, "Exhibit A-1: Sketch Plan") and filed herewith for registration and recorded herewith.

WHEREAS, the Property comprises part of a disposal site as the result of a release of oil and/or hazardous material. Exhibit B is a sketch plan showing the relationship of the Portion of the Property subject to this Notice of Activity and Use Limitation to the boundaries of said disposal site existing within the limits of the Property and to the extent such boundaries have been established. Exhibit B is attached hereto and made a part hereof.

WHEREAS, one or more response actions have been selected for the Property in accordance with M.G.L. c. 21E ("Chapter 21E") and the Massachusetts Contingency Plan, 310 CMR 40.0000 ("MCP"). Said response actions are based upon (a) the restriction of human access to and contact with oil and/or hazardous material in soil and/or groundwater and/or (b) the restriction of certain activities occurring in, on, through, over or under the Property. The basis for such restrictions is set forth in an Activity and Use Limitation Opinion ("AUL Opinion"), dated DECEMBER 14, 2011 (which is attached hereto as Exhibit C and made a part hereof).

NOW, THEREFORE, notice is hereby given that the activity and use limitations set forth in said AUL Opinion are as follows:

1. Activities and Uses Consistent with the AUL Opinion. The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare or the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Portion of the Property:
 - (i) The Portion of the Property may be used for passive recreation;
 - (ii) The Portion of the Property may be used for commercial/industrial uses;
 - (iii) Such other activities or uses which, in the opinion of an LSP, shall present no greater risk of harm to health, safety, public welfare or the environment than the activities and uses set forth in this Paragraph; and
 - (iv) Such other activities and uses consistent with those set forth in this

Paragraph and not expressly prohibited by this Notice.

2. Activities and Uses Inconsistent with the AUL Opinion. Activities and uses which are inconsistent with the objectives of this Notice of Activity and Use Limitation, and which, if implemented at the Portion of the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard, are as follows:
 - (i) Residential, with the exception of up to 12 units on the second floor of a building located in the "Building 2F Building Envelope," as shown on Exhibit D, so long as there is an appropriate sub-slab vapor barrier installed;
 - (ii) Childcare, daycare, agricultural, horticultural, or gardening, unless previously approved by the LSP in accordance with the obligations and conditions set forth in the AUL Opinion;
 - (iii) Groundwater withdrawal or use except for assessment or remedial purposes;
 - (iv) Septic systems unless previously approved by the LSP in accordance with the obligations and conditions set forth in the AUL Opinion;
 - (v) Other activities or uses that, in the opinion of the LSP, would likely result in significant risk from exposures to oil and/or hazardous material if such activities or uses were to take place on the Portion of the Property.

3. Obligations and Conditions Set Forth in the AUL Opinion. If applicable, obligations and/or conditions to be undertaken and/or maintained at the Portion of the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion shall include the following:
 - (i) Certification in the form of documentation bearing the original signature, date and Seal of the LSP must be obtained by the Owner prior to implementation of the following activities and uses:
 - a) Expansion or relocation of existing buildings;
 - b) Use of the Portion of the Property for residential, childcare, daycare, recreational, agricultural, horticultural, or gardening activities, or for unrestricted public access;
 - c) Subsurface activities, including excavation or new construction below grade; and

- d) Land development or construction involving changes in surface conditions (i.e., topography, surface cover, etc.), including installation of pavement or building foundations;
- (ii) Parties conducting activities and uses described in Section 1 above, that, in the opinion of the LSP, may include disturbance of contaminated media, waste or debris, or that could render subsurface contaminated media, waste or debris accessible to exposure, shall submit, for approval by the LSP, a contingency plan for the management of contaminated media, waste or debris, if encountered, including:
 - a) Procedures for monitoring of contaminated media, waste or debris;
 - b) Procedures for notification to the LSP of the discovery of contaminated media, waste or debris;
 - c) A certification that all response actions will be conducted under the supervision of the LSP;
 - d) A soils management plan including contingencies for handling contaminated soil and/or groundwater if activities may extend below the water table;
 - e) A certification that response personnel will comply with applicable safety regulations, including 29 CFR 1910.120; and
 - f) A certification that contaminated waste, debris or media or remediation waste (pursuant to 310 CMR 40.0000) generated by such activities shall be handled, stored, transported and disposed in accordance with the applicable federal, state and local regulations;
 - (iii) The responsible parties and their representatives shall be granted unrestricted access to the Property in order to conduct any and all activities associated with the performance of response actions as defined under the MCP, or any other applicable regulation;
4. Proposed Changes in Activities and Uses. Any proposed changes in activities and uses at the Property which may result in higher levels of exposure to oil and/or hazardous material than currently exist shall be evaluated by an LSP who shall render an opinion, in accordance with 310 CMR 40.1080 *et seq.*, as to whether the proposed changes will present a significant risk of harm to health, safety, public welfare or the environment. Any and all requirements set forth in

the opinion to meet the objective of this Notice shall be satisfied before any such activity or use is commenced.

5. Violation of a Response Action Outcome. The activities, uses and/or exposures upon which this Notice is based shall not change at any time to cause a significant risk of harm to health, safety, public welfare, or the environment or to create substantial hazards due to exposure to oil and/or hazardous material without the prior evaluation by an LSP in accordance with 310 CMR 40.1080 *et seq.*, and without additional response actions, if necessary, to achieve or maintain a condition of No Significant Risk or to eliminate substantial hazards.

If the activities, uses, and/or exposures upon which this Notice is based change without the prior evaluation and additional response actions determined to be necessary by an LSP in accordance with 310 CMR 40.1080 *et seq.*, the owner or operator of the Property subject to this Notice at the time that the activities, uses and/or exposures change, shall comply with the requirements set forth in 310 CMR 40.0020.

6. Incorporation Into Deeds, Mortgages, Leases, and Instruments of Transfer. This Notice shall be incorporated either in full or by reference into all future deeds, easements, mortgages, leases, licenses, occupancy agreements or any other instrument of transfer, whereby an interest in and/or a right to use the Property or a portion thereof is conveyed. All exhibits attached hereto are hereby incorporated herein by reference.

Owner hereby authorizes and consents to the filing and recordation and/or registration of this Notice, said Notice to become effective when executed under seal by the undersigned LSP, and recorded and/or registered with the appropriate Registry of Deeds and/or Land Registration Office.

[Remainder of page intentionally left blank; signature blocks follow on next page]

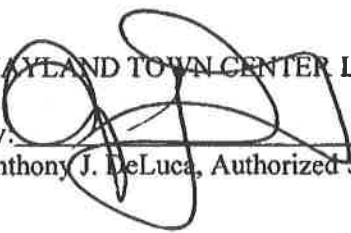
WITNESS the execution hereof under seal this 31 day of October, 2011.

Owner:

TWENTY WAYLAND LLC

By: 
Anthony J. DeLuca, Manager and Authorized Signatory

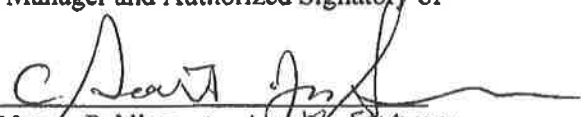
WAYLAND TOWN CENTER LLC

By: 
Anthony J. DeLuca, Authorized Signatory

Providence, ss.

~~STATE OF RHODE ISLAND
COMMONWEALTH OF MASSACHUSETTS~~

On this 31 day of October, 2011, before me, the undersigned, a Notary Public, personally appeared Anthony J. DeLuca, and proved to me through satisfactory evidence of identification, which was a MA driver's license, to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose, as Manager and Authorized Signatory of Twenty Wayland, LLC.


Notary Public Scott Joseph Sumner
My Commission Expires: 7-11-13
[SEAL]

STATE OF RHODE ISLAND
COMMONWEALTH OF MASSACHUSETTS

Providence, ss.

On this 31 day of October, 2011, before me, the undersigned, a Notary Public, personally appeared Anthony J. DeLuca, and proved to me through satisfactory evidence of identification, which was a MA driver's license, to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose, as Authorized Signatory of Wayland Town Center LLC.

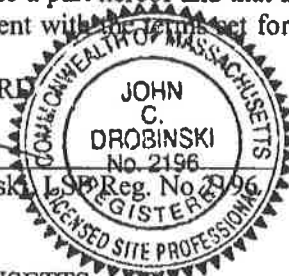
C. Scott Jr.
Notary Public:
My Commission Expires: 7-11-13
[SEAL]

The undersigned LSP hereby certifies that he executed the aforesaid Activity and Use Limitation Opinion attached hereto as Exhibit C and made a part hereof and that in his opinion this Notice of Activity and Use Limitation is consistent with the terms set forth in said Activity and Use Limitation Opinion.

Date: 12/14/, 2011

LSP OF RECORD

John C. Drobinski
[LSP SEAL]



COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this 14th day of December, 2011, before me, the undersigned notary public, personally appeared John C. Drobinski, proved to me through satisfactory evidence of identification, which were personally known, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.

Mary A. McCormack
Notary Public: MARY A. MCCORMACK
My Commission Expires: 8/3/18
[SEAL]

Upon recording, return to:
RICHMOND SAWYER & BREWSTER
100 FEDERAL STREET
BOSTON, MA. 02110
ATTN: D.J. OSSOFF



MARY A. MCCORMACK
Notary Public
Commonwealth of Massachusetts
My Commission Expires
August 3, 2018

EXHIBIT A

Description of the Property owned by Twenty Wayland, LLC

The following described land situated in Wayland, Middlesex County, Massachusetts, and bounded and described as follows:

Parcel One:

The land in said Wayland situated on the westerly side of Sudbury Road, being that parcel of land enclosed by lines and marked "A" on a plan by Rowland H. Barnes & Co., C.E.'s dated December, 1940 on file at the Engineers' Office for the Land Court in Boston, said plan being Plan #17983A, filed with Certificate #49312, Book 326, Page 97, in the South Registry District for Middlesex County, said parcel being bounded and described as follows:

NORTHEASTERLY by the westerly side of Sudbury Road, 931.66 feet;
SOUTHERLY by land formerly of Grace A. and Blanche E. Heard, 413.88 feet;
EASTERLY by land formerly of said Heard, 162.99 feet;
SOUTHERLY by land formerly of Wentzel, 1,017.69 feet;
WESTERLY by land formerly of Wentzel, 211.30 feet;
SOUTHERLY by land formerly of Wentzel, 622.50 feet;
WESTERLY by land of Mainstone Farm Trust, 328.00 feet;
SOUTHERLY again by land of said Trust, 842 plus or minus feet;
WESTERLY by Sudbury River; and
NORTHERLY by land now or formerly of Ruth N. Burbank, 2,185 plus or minus feet.

Meaning and intending to describe the remaining portion of parcel "A," being Lot 1 on Land Court Plan #17983G dated May 29, 2000, revised August, 2000.

Parcel Two

A certain parcel of land shown as Lots "B" and "C" on a Plan of Land in Wayland-Mass., Scale 1" = 100', May 14, 1954, Albert A. Miller, Wilbur C. Nylander, Civil Engr's & Surveyors - Lexington, Mass., recorded with Middlesex South District Registry of Deeds as Plan #763 of 1954, Book 8256, Page 439 and together bounded as follows:

NORTHEASTERLY by Sudbury Road by two lines measuring together 429 and 54/100 feet;

SOUTHEASTERLY by land shown on said plan as Audrey A. and Natile K. Bill by the middle of a brook 403 and 75/100 feet;

NORTHEASTERLY by the same 250 and 49/100 feet;

SOUTHERLY by land or location of Boston & Maine Railroad as shown on said plan by six lines measuring together 2,064 and 94/100 feet and by State Highway (Route 20) 438 and 92/100 feet;

WESTERLY by land shown on said plan as Town of Wayland 48 and 53/100 feet;

SOUTHERLY by the same 117 and 21/100 feet;

WESTERLY by land shown on said plan as Commonwealth of Massachusetts 1 and 37/100 feet;

SOUTHERLY by the same 123 and 73/100 feet;

NORTHERLY by land shown on said plan as Mainstone Farm Trust 549 and 52/100 feet and by land formerly of Joseph H. Decatur by two lines measuring together 622 and 50/100 feet;

NORTHEASTERLY and NORTHERLY by land formerly of Martin Cerel and David Yorks by eight lines shown on said plan as a stone wall measuring together 1,228 and 99/100 feet;

EASTERLY by land formerly of Blanche E. Heard and shown as "Parcel A" on said plan 20 and 00/100 feet;

NORTHERLY by the same 499 and 89/100 feet.

Parcel Three:

A certain parcel of land shown as Lot "A" on said Plan of Land in Wayland – Mass., Scale 1" = 100', May 14, 1954, Albert A. Miller, Wilbur C. Nylander, Civil Engr's & Surveyors - Lexington, Mass., and bounded as follows:

NORTHEASTERLY by Sudbury Road by two lines measuring together 192 and 87/100 feet;

SOUTHERLY by land formerly of Herbert S. Wentzel and Mary E. Wentzel, shown on said plan and Parcel "B" 499 and 89/100 feet;

WESTERLY by land formerly of said Wentzel, 20 and 00/100 feet and by land formerly of Martin Cerel and David Yorks by a line as shown on said plan as a stone wall 182 and 99/100 feet;

NORTHERLY by land of the same 413 and 88/100 feet.

Parcel Four:

A certain parcel of land situated in said Wayland bounded and described as follows:

Beginning on land of the Boston & Maine Railroad and at other land formerly of Raytheon Manufacturing Company at a point 41 and 25/100 feet northerly from Station 699 plus 00 on the center line of location of the Central Massachusetts Branch of said Boston & Maine Railroad, measuring at right angles thereto, thence running South 80° 25' 30" West by said other land of said Railroad 627 and 50/100 feet to a point at said land formerly of Raytheon Manufacturing Company; thence turning and running by said last-mentioned land on three courses as follows: North 73° 07' 40" East 204 and 66/100 feet, North 78° 40' 30" East 239 and 11/100 feet and South 89° 24' East 188 and 47/100 feet to the point of beginning, be all of said measurements more or less, said parcel containing about 12,811 square feet and being shown upon plan marked "Land in Wayland, Mass. Boston & Maine Railroad - To - Raytheon Manufacturing Company J.F. Kerwin, Eng'r of Design, April, 1955" recorded with Middlesex South Registry of Deeds as Plan #1721 of 1955 in Book 8562, Page 316.

Excepting and excluding the following parcels of land:

Parcel A shown on Land Court Plan No. 17983-G dated May 29, 2000, revised August 25, 2000.

Lot 2 and Lot 3 shown on Land Court Plan No. 17983-G dated May 29, 2000, revised August 25, 2000. *(deregistered by doc # 183898-Lot 2; doc # 1500461 (11/15/01, 5x6))*

Lot AB-1 shown on plan dated May 1, 2000, and recorded as Plan No. 1426 of 2000 in Book 32174, Page 142.

A certain parcel acquired by the Town of Wayland by an Order of Taking filed with the Middlesex South Registry District of the Land Court as Document No. 1558125.

All of the above also being more particularly bounded and described as follows:

A certain parcel of Registered and Unregistered land situated on the northerly side of Boston Post Road in the Town of Wayland, County of Middlesex, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at a point in the northerly line of Boston Post Road (Route 20) at the intersection of the northerly line of the former railroad N/F of the MBTA: thence

- | | |
|---------------|--|
| N 74°46'46" W | a distance of four hundred thirty eight and ninety-two hundredths feet (438.92') by the said northerly line of Boston Post Road to a point; thence |
| N 15°13'14" E | a distance of forty-eight and sixty three hundredths feet (48.63') to a point; thence |
| N 74°46'46" W | a distance of one hundred seventeen and twenty-one hundredths feet (117.21') to a point; thence |
| N 15°13'14" E | a distance of one and thirty-seven hundredths feet (1.37') to a point; thence |

N 74°46'46" W a distance of one hundred twenty three and seventy-three hundredths feet (123.73') to a point; thence

N 71°29'32" E a distance of five hundred forty nine and seventy-eight hundredths feet (549.78') to a point; thence

N 11°48'20" W a distance of three hundred twenty eight and no hundredths feet (328.00') to a point; thence

S 71°01'00" W a distance of eight hundred forty two feet, more or less (842') to a point at the Sudbury River; thence

Northerly a distance of seven hundred sixty two feet, more or less (762') by the Sudbury River to a point; thence

N 80°45'43" E a distance of one thousand one hundred seventy nine feet, more or less (1179') to a point; thence

S 33°00'48" E a distance of four hundred sixty six and twenty four hundredths feet (466.24') to a point; thence

S 86°08'20" E a distance of seven hundred thirty six and twenty four hundredths feet (736.24') to a point; thence

S 42°30'55" E a distance of one hundred ninety and sixty hundredths feet (190.60') to a point; thence

N 59°03'55" E a distance of three hundred fifty and eighty eight hundredths feet (350.88) to a point; thence

Northerly and curving to the left along the arc of a curve having a radius of fifteen and no hundredths feet (15.00'), a distance of twenty four and eleven hundredths feet (24.11') to a point in the southwesterly line of Old Sudbury Road; thence

S 33°00'47" E a distance of ninety and three hundredths feet (90.03') by the said southwesterly line of Old Sudbury Road to a point; thence

Westerly and curving to the left along the arc of a curve having a radius of fifteen and no hundredths feet (15.00'), a distance of twenty three and two hundredths feet (23.02') to a point; thence

S 59°03'55" W a distance of three hundred forty one and eighty six hundredths feet (341.86') to a point; thence

S 42°30'55" E a distance of sixty three and forty hundredths feet (63.40') to a point; thence

S 03°51'08" W a distance of seven hundred ninety three and sixty five hundredths feet (793.65') to a point in the northerly line of the Massachusetts Bay Transportation Authority; thence

N 86°09'36" W a distance of one thousand five hundred thirty four and eighty three hundredths feet (1534.83') by the said northerly line of the M.B.T.A. to the point of beginning.

The above described parcel of land contains an area of 56.9 acres, more or less.

Excluded from the above described premises is a certain parcel of land shown as "N/F Town of Wayland, Parcel A" as shown on Plan No. 1206 of 1999. Said Parcel A was acquired by the town of Wayland by an Order of Taking filed as L.C. Document # 1122165, recorded in Deed Book 30797, Page 5. Said Parcel A which lies completely within the previously described parcel and consists of the existing sewer treatment plant, is bounded and described as follows:

Beginning at a point at the northwesterly corner of the hereinafter described premises, said point being located S 86° 08' 20" E a distance of two hundred eighty nine and thirty seven hundredths feet (289.37') and thence S 04° 38' 36" W a distance of one hundred seventy two and seventy four hundredths feet (172.74') from a concrete bound w/ drill hole set at a northerly corner of the aforementioned described premises; thence

S 85°21'24" E a distance of one hundred seventeen and no hundredths feet (117.00') to a point; Thence

S 04°38'36" W a distance of one hundred sixty three and no hundredths feet (163.00') to a point; Thence

N 85°21'24" W a distance of one hundred seventeen and no hundredths feet (117.00') to a point; Thence

N 04°38' 36" E a distance of one hundred sixty three and no hundredths feet (163.00') to the point of beginning.

The above described premises contains an area of 19,071 square feet.

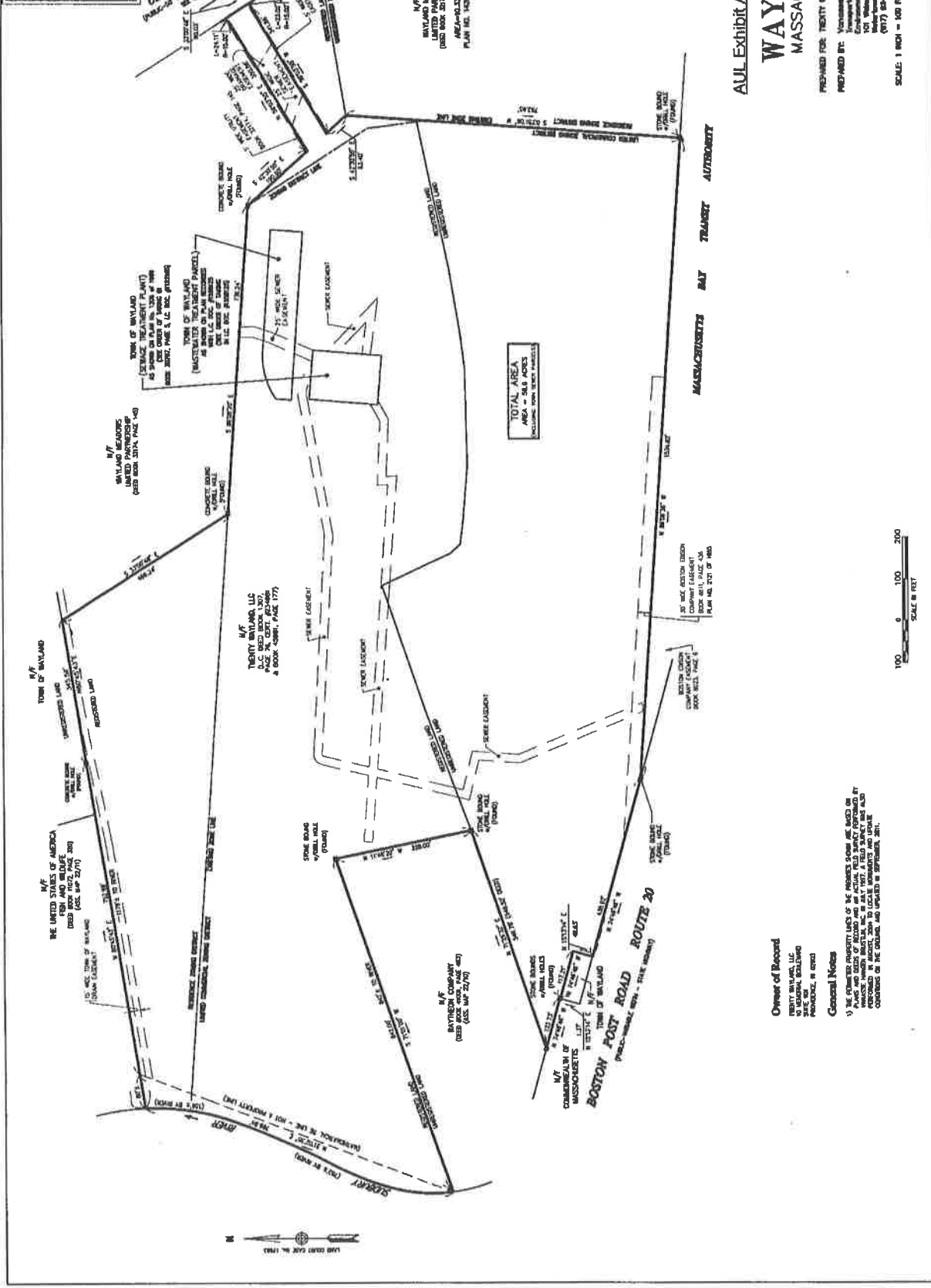
Also excluded from the above described premises is a certain parcel acquired by the Town of Wayland by an Order of Taking filed as L.C. Document # 1558125.

[End]

EXHIBIT A: SKETCH PLAN

Sketch Plan of the Property owned by Twenty Wayland, LLC

[SEE ATTACHED]



AUL Exhibit A Sketch Plan
WAYLAND
MASSACHUSETTS

PREPARED FOR: TRINITY WAYLAND, LLC
 PREPARED BY: Norman Hoppen Shoultz, Inc.
 Environmental, Land Development &
 Engineering Services, Inc.
 1000 Massachusetts Ave., Suite 404
 Boston, MA 02117-8738
 (617) 884-1770

SCALE: 1" = 100' - 100 FEET DATE: OCTOBER 25, 2011



Owner of Record
 TRINITY WAYLAND, LLC
 1000 MASSACHUSETTS AVENUE
 BOSTON, MA 02117

General Notes
 1) THE PREPARED PROPERTY LINES OF THE PROPERTIES SHOWN ARE BASED ON THE RECORD MAPS AND DEEDS OF RECORD. THE PREPARED PROPERTY LINES ARE NOT TO BE CONSIDERED AS A GUARANTEE OF THE ACCURACY OF THE INFORMATION SHOWN. THE PREPARED PROPERTY LINES ARE NOT TO BE USED FOR ANY PURPOSE OTHER THAN THAT FOR WHICH THEY WERE PREPARED.

N/T
 WAYLAND BEARINGS
 USED BOOK 2014, PAGE 149
 AREA=64.3 ACRES
 PLAN NO. 102 OF 2000

TOTAL AREA
 AREA = 84.6 ACRES
 INCLUDING TRAIL, EASEMENTS

N/T
 THE UNITED STATES OF AMERICA
 DEED BOOK 1912, PAGE 300
 (SEE MAP 2011)

N/T
 TRINITY WAYLAND, LLC
 O.L.C. DEED BOOK 1307,
 PAGE 78, CERT. 802-068
 & BOOK CERT. PAGE 177

N/T
 BAYVIEW COMPANY
 DEED BOOK 2470

N/T
 COMMONWEALTH OF MASSACHUSETTS
 DEED BOOK 177, PAGE 101
 DEED BOOK 177, PAGE 101

N/T
 DEED BOOK 2014, PAGE 149
 PLAN NO. 102 OF 2000



EXHIBIT A-1

Description of Portion of the Property

subject to this Notice of Activity and Use Limitation

A certain parcel of land located on the property owned now or formerly by Twenty Wayland, LLC situated northerly of Boston Post Road (Route 20) and westerly of Old Sudbury Road (Route 27) in the Town of Wayland, County of Middlesex, Commonwealth of Massachusetts, bounded and described as follows:

Beginning at a stone bound found on the northerly side of Boston Post Road (Route 20) at the intersection of the northerly line of the railroad right of way now or formerly of the Massachusetts Bay Transit Authority; thence

N 55°10'40" E a distance of One Hundred Four and Seventy Hundredths feet (104.70') to a point; thence

N 03°50'24" E a distance of Fifty Two and Eighty Seven Hundredths feet (52.87')
to a point; thence

Northerly and curving to the right along the arc of a curve having a radius of Two Hundred Thirty Three and Zero Hundredths feet (233.00'), a length of One Hundred Twelve and Forty Two Hundredths feet (112.42') to a point; thence

Northeasterly and curving to the right along the arc of a curve having a radius of One Hundred Twenty Nine and Ninety Five Hundredths feet (129.95') , a length of Seventy Three and Forty Hundredths feet (73.40') to a point; thence

N 63°50'24" E a distance of One Hundred Nine and Sixty Three Hundredths feet (109.63') to a point; thence

N 26°09'36" W a distance of Thirty Six and Seventy Nine Hundredths feet (36.79') to a point; thence

Northerly and curving to the right along the arc of a curve having a radius of Four Hundred Sixty Two and Sixty One Hundredths feet (462.61'), a length of One Hundred Sixty One and Five Hundredths feet (161.05') to a point; thence

N 71°03'32" E a distance of Forty Six and Seventy Two Hundredths feet (46.72') to a point; thence

N 76°50'11" E a distance of Two Hundred Sixteen and Two Hundredths feet (216.02') to a point; thence

Easterly and curving to the right along the arc of a curve having a radius of One Hundred Eleven and Thirty Six Hundredths feet (111.36'), a length of Thirty Three and Thirteen Hundredths feet (33.13') to a point; thence

S 86°09'36" E a distance of Two Hundred Nine and Forty Three Hundredths feet (209.43') to a point; thence

Northerly and curving to the right along the arc of a curve having a radius of Five Hundred Twenty and Zero Hundredths feet (520.00'), a length of Two Hundred Fifty One and Eighty Three Hundredths feet (251.83') and a chord length of Two Hundred Forty Nine and Thirty Eight Hundredths feet (249.38') with a chord bearing of N 19°33'54" E to a point; thence

N 03°50'24" E a distance of One Hundred Nineteen and Thirty Eight Hundredths feet (119.38') to a point; thence

N 86°08'20" W a distance of Eight Hundred Seventy Five and Thirty One Hundredths feet (875.31) to a point; thence

S 06°55'42" W a distance of Five Hundred Fifteen and Fifteen Hundredths feet (515.15) to a point at land now or formerly of Raytheon Company; thence

N 11°48'20" W a distance of Two Hundred Seventy and Seventy Six Hundredths feet (270.76') to a stone bound; thence

S 71°01'00" W a distance of Eight Hundred Forty Two feet more or less (842'+/-) to a point along the easterly edge of the Sudbury River (the previous two (2) courses are by said land of Raytheon Company); thence

Northerly along said easterly edge of the Sudbury River a distance of Seven Hundred Sixty Two feet more or less (762'+/-) to a point at land now or formerly of The United States of America Fish and Wildlife; thence

- N 80°45'43" E by land of said United States of America Fish and Wildlife and land now or formerly of the Town of Wayland a distance of Eight Hundred Thirty Three feet more or less (833'+/-) to a concrete bound found; thence
- N 80°45'43" E continuing by said land of The Town of Wayland a distance of Three Hundred Forty Five and Fifty Nine Hundredths feet (345.59') to a point at land now or formerly of Wayland Meadows Limited Partnership; thence
- S 33°00'48" E a distance of Four Hundred Sixty Six and Twenty Four Hundredths feet (466.24') to a concrete bound found; thence
- S 86°08'20" E a distance of Seven Hundred Thirty Six and Twenty Four Hundredths feet (736.24') to a concrete bound found; thence
- S 42°30'55" E a distance of One Hundred Ninety and Sixty Hundredths feet (190.60') to a point; thence
- N 59°03'55" E a distance of One Hundred Nine and Eighty Six Hundredths feet (109.86') to a point (the previous four (4) courses are by said land of Wayland Meadows Limited Partnership); thence
- S 03°51'48" W through said land now or formerly of Twenty Wayland, LLC a distance of Seventy Three and Three Hundredths feet (73.03') to a point at other land now or formerly of Wayland Meadows Limited Partnership; thence
- S 59°03'55" W a distance of Fifty Five and Eighty Nine Hundredths feet (55.89') to a point; thence
- S 42°30'55" E a distance of Sixty Three and Forty Hundredths feet (63.40') to a point; thence
- S 03°51'08" W a distance of Seven Hundred Ninety Three and Sixty Five Hundredths feet (793.65') to a stone bound found along the northerly line of the railroad right of way now or formerly of the Massachusetts Bay Transit Authority (the previous three (3) courses are by said other land of Wayland Meadows Limited Partnership); thence

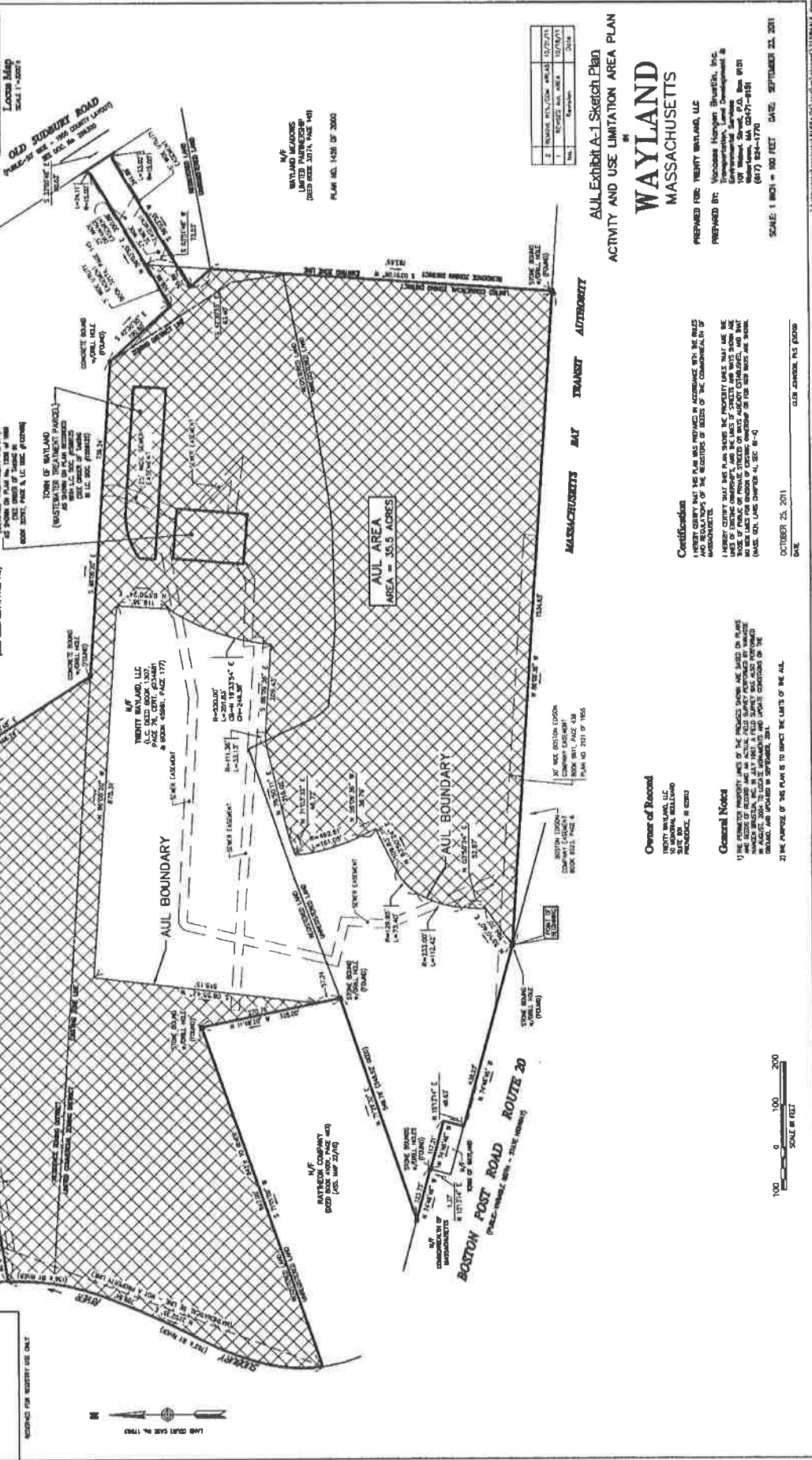
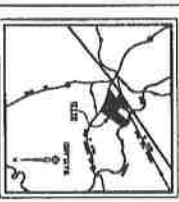
N 86°09'36" W along said Northerly line of the railroad right of way a distance
of One Thousand Five Hundred Thirty Four and Eighty Three
Hundredths feet (1,534.83') to a point at the point of beginning.

The above described parcel contains an area of 35.5 acres more or less.

EXHIBIT A-1: SKETCH PLAN

Sketch Plan of the Portion of the Property
subject to this Notice of Activity and Use Limitation

[SEE ATTACHED]



1	SHOULD BE USED FOR ALL	02/27/11
2	REVISIONS AND NOTES	02/27/11
3	DATE	02/27/11

**AUL-Exhibit A-1 Sketch Plan
ACTIVITY AND USE LIMITATION AREA PLAN**

**WAYLAND
MASSACHUSETTS**

PREPARED FOR: TRINITY WAYLAND, LLC
 PREPARED BY: Wayland Associates, Inc.
 100 Main Street, P.O. Box 9751
 Wayland, MA 01981
 (978) 864-1770

SCALE: 1 INCH = 100 FEET DATE: SEPTEMBER 23, 2011

OWNERS OF RECORD
 TRINITY WAYLAND, LLC
 A.C. DEED BOOK 1302,
 PAGE 101 (2010) & BOOK 1308,
 PAGE 177 (2010)

TOWN OF WAYLAND
 (SEWERAGE TREATMENT PLANT)
 AS SHOWN ON PLAN No. 1000 OF 1000
 BOOK 2077, PAGE 6, L.C. DEED, 02/28/08

WAYLAND SEWERS
 (SEWERAGE TREATMENT PLANT)
 AS SHOWN ON PLAN No. 1000 OF 1000
 BOOK 2077, PAGE 6, L.C. DEED, 02/28/08

THE UNITED STATES OF AMERICA
 (CONCRETE BOARD)
 AS SHOWN ON PLAN No. 200 OF 200
 BOOK 1107, PAGE 303 (2010)

WAYLAND SEWERS
 (SEWERAGE TREATMENT PLANT)
 AS SHOWN ON PLAN No. 1000 OF 1000
 BOOK 2077, PAGE 6, L.C. DEED, 02/28/08

WAYLAND SEWERS
 (SEWERAGE TREATMENT PLANT)
 AS SHOWN ON PLAN No. 1000 OF 1000
 BOOK 2077, PAGE 6, L.C. DEED, 02/28/08

WAYLAND SEWERS
 (SEWERAGE TREATMENT PLANT)
 AS SHOWN ON PLAN No. 1000 OF 1000
 BOOK 2077, PAGE 6, L.C. DEED, 02/28/08

WAYLAND SEWERS
 (SEWERAGE TREATMENT PLANT)
 AS SHOWN ON PLAN No. 1000 OF 1000
 BOOK 2077, PAGE 6, L.C. DEED, 02/28/08

WAYLAND SEWERS
 (SEWERAGE TREATMENT PLANT)
 AS SHOWN ON PLAN No. 1000 OF 1000
 BOOK 2077, PAGE 6, L.C. DEED, 02/28/08

WAYLAND SEWERS
 (SEWERAGE TREATMENT PLANT)
 AS SHOWN ON PLAN No. 1000 OF 1000
 BOOK 2077, PAGE 6, L.C. DEED, 02/28/08

Owner of Record
 TRINITY WAYLAND, LLC
 100 Main Street, P.O. Box 9751
 Wayland, MA 01981
 (978) 864-1770

General Notes
 1) THE PROPERTY LINES OF THE PROJECT ARE BASED ON PLANS
 FILED IN THE OFFICE OF THE REGISTRAR OF DEEDS AND MAPS
 IN THE COUNTY OF MIDDLESEX, MASSACHUSETTS.
 2) THE PURPOSE OF THIS PLAN IS TO SHOW THE LIMITS OF THE AUL.

MASSACHUSETTS BAY TRANSIT AUTHORITY

OCTOBER 25, 2011
 DATE

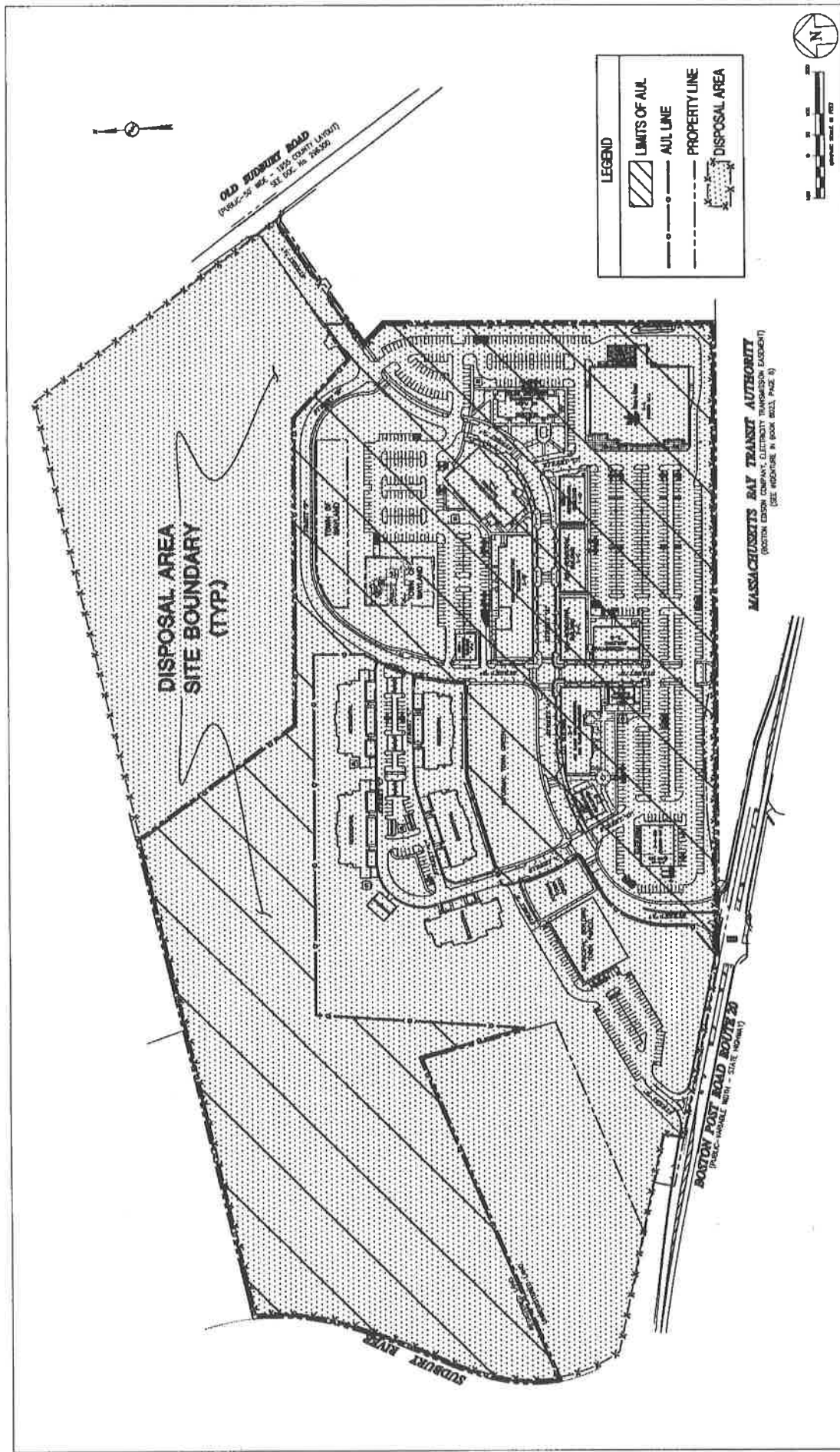
CLERK JENNIFER P. POGGIO



EXHIBIT B

Sketch plan showing the relationship of the Portion of the Property
subject to this Notice of Activity and Use Limitation
to the boundaries of the disposal site

[SEE ATTACHED]



	Drawing Title AUL Exhibit B
	Drawing Number SCALE 1" = 100'
Wayland Town Center 400 Boston Post Road Wayland, Massachusetts	
Project No. _____ Date _____ Client No. _____ Issue Date _____ Project Name _____ SMC REGIONAL _____	Project Wayland, LLC 10 MEMORIAL BOULEVARD SUITE 901 PROVIDENCE, RI 02903
ARROWSTREET Architects Urban Planning Planning Graphic and Interiors 100 Elm Street, Providence, RI 02903 Tel: 401.863.8800 Fax: 401.863.8801 www.arrowstreet.com	RJ O'CONNELL & ASSOCIATES, INC. Civil Engineers & Land Planners 100 W. Main Street, Providence, RI 02903 Tel: 401.863.8800 Fax: 401.863.8801 www.rjoc.com

EXHIBIT C

AUL Opinion

[SEE ATTACHED]

EXHIBIT C

ACTIVITY & USE LIMITATION OPINION

BOSTON POST ROAD, WAYLAND, MASSACHUSETTS

This Activity and Use Limitation (AUL) Opinion is issued in support of the Notice of Activity and Use Limitation (Notice) filed on the parcels located at 430 Boston Post Road, Wayland, Massachusetts (the "Property"). Pursuant to 310 CMR 40.0000, this AUL Opinion describes the basis for restrictions in activities on, and uses of, the portion of the Property subject to the Notice and obligations and conditions to be undertaken and/or maintained to ensure protection of health, safety, public welfare and the environment. This AUL Opinion is certified by the Licensed Site Professional (LSP)-of-Record for Comprehensive Response Actions conducted in accordance with Permit No. 133939 for Release Tracking Number (RTN) 3-13302 and Permit No. W045278 for RTN 3-22408, issued under the authority of the Massachusetts Department of Environmental Protection (MassDEP), Bureau of Waste Site Cleanup.

1.0

PHYSICAL DESCRIPTION AND LAND USE

The subject lands (Exhibit A to Notice) are a portion of the entire Property which is an approximately 83-acre parcel located at 430 Boston Post Road in Wayland, Massachusetts (Lot 23-52 and Lot 23-52C). The Property consists of two lots and is bounded to the west by the Sudbury River and Lot 22-10, to the north by undeveloped land including the Great Meadows National Wildlife Refuge, to the east by Lots 23-52E through 23-52M, and to the South by Route 20/Boston Post Road and a Massachusetts Bay Transit Authority right-of-way.

Prior to 1955 the Property was a wetland, floodplain, and farmland. Subsequent to 1955, the Property was used as an engineering research and development facility that was decommissioned in 1995. Portions of the Property are currently a wetland and floodplain subject to the restrictions of the Wetlands Protection Act.

2.0

BACKGROUND

Releases of oil and/or hazardous materials (OHM) to soil and groundwater were discovered on the Property during decommissioning of the former Raytheon Company facility. Concentrations of OHM were discovered on the Property during environmental investigation for RTNs 3-13302 and 3-22408. Massachusetts General Law, Chapter 21E, requires assessment and, if necessary, remedial actions in accordance with requirements of the Massachusetts Contingency Plan (MCP) 310 CMR 40.0000.

The MCP process allows up to 5 years for completion of those phases of assessment and/or remediation that are necessary to achieve regulatory closure. Assessment and/or remediation activities are conducted as "Comprehensive Response Actions" under the direction of the LSP-of-Record. Upon satisfying all applicable MCP requirements, a Response Action Outcome (RAO) Statement, certified by the LSP, is filed with the MassDEP Bureau of Waste Site Cleanup, officially closing the site out of the MCP process. Once closure is obtained it is binding, subject, however, to MassDEP audit for up to 5 years from the date of filing.

3.0

PURPOSE AND APPLICABILITY OF THE NOTICE OF ACTIVITY AND USE LIMITATION

The purpose of the Notice is to record on the registered property deed those activities and land uses that are consistent with continued protection of health, safety, public welfare and the environment, and those that are specifically prohibited and obligations and conditions necessary to ensure continued protection.

The Notice is applicable to the portion of the Property (Portion of the Property) as defined in Exhibit A-1 to the Notice.

The Notice of AUL is recorded by the Property owner as a precautionary measure to ensure appropriate use of the Property. In all cases, the LSP shall review this Notice of AUL and, if appropriate, terminate or amend this Notice of AUL prior to approval and filing of a RAO for the Property, or any portion thereof. All approvals and opinions required by a LSP to maintain compliance with this Notice and AUL Opinion shall be restricted to the LSP-of-Record for Comprehensive Response Actions, and any termination or amendment of this Notice of AUL pursuant to the prior sentence shall be based upon an opinion of the LSP-of-Record, only.

4.0

SUMMARY OF PCB IMPACTS, REMEDIAL ACTION, AND USE RESTRICTIONS ON PROPERTY

A remedial action was implemented within the wetland portions of two parcels (Lot 23-52C and Lot 22-10) that comprise a portion of the Property and land adjacent to the Property. This remedial action consisted of excavating wetland soils for removal of polyaromatic hydrocarbons (PAHs) and associated petroleum hydrocarbons, polychlorinated biphenyls (PCBs), and heavy metals (chromium, copper, arsenic, silver, and lead). The remedial action activities are summarized below.

Pre-Excavation Extent and Concentrations of Contamination in Remediation Area

The primary source of impact to wetland sediments appeared to be historic releases of OHM to the storm water conveyance system, discharging at the storm water outfall OF-1. The primary contaminants of concern (COCs) identified in source structures (dry wells and manholes) connected to the storm water conveyance system included PAHs and associated petroleum hydrocarbons, PCBs, and heavy metals (chromium, copper, arsenic, silver, and lead). Evaluation of the average concentrations of primary COCs versus distance from the outfall indicated concentrations were highest near the outfall, decreasing sharply within 200 feet from the outfall and then approaching background near the Sudbury River. The vertical extent of impact appeared to be largely limited to the top 18 inches of sediment, although local variations were noted. The sediment layer is confined by an underlying, silt and clay unit beneath the wetland.

Correlation of areas impacted by COCs in sediment with the results of vegetative mapping and analysis of plant tissue defined an area of stunted vegetation estimated at approximately 0.6 acres. This condition constituted a condition of "readily apparent harm", defined by 310 CMR 40.0955(3) as "stressed vegetation attributable to Site OHM" and is

interpreted to reflect the toxicity of heavy metals (e.g., chromium) to plants.

Specific details regarding the remediation area for the Toxic Substance Control Act (TSCA; 40 CFR 750 and 761) were presented in the Application for Risk-Based Disposal Approval submitted on 23 December 2002 (revisions and additional information submitted on 3 April 2003, 8 May 2003, and 28 August 2003) and the Phase IV Remedy Implementation Plan dated 27 December 2002. The Application for Risk-Based Disposal was approved by the U.S. EPA in a letter dated 2 October 2003.

Description of Remedial Actions Undertaken in Remediation Area

Comprehensive Remedial Actions were completed from October 2003 through October 2004 on the Property. Remedial activities required the excavation of approximately 3,500 cubic yards of sediment material from an area of 0.9 acres on the Property to a depth of approximately 2.4 feet. Following verification sampling of the excavated area, engineered soil was brought in as fill and the remediation area was largely returned to its original grades. The total PCBs concentration remaining was calculated from the results of confirmation sampling by summing analytical detections of PCBs and substituting one-half the method detection limit for samples without detections.

Wetland restoration was completed on 20 February 2004 using the planting specifications submitted in the permit applications. Minor substitutions were made based on species availability at that time of year. All substitutions were made using comparable species and were planted in the same zones. Wetlands monitoring, along with additional plantings and invasive species control, continued through 2008.

Description of Use Restrictions for the Remediation Area

Remediation and restoration of the wetland area provides a level of protection to human health consistent with U.S. EPA guidance. It restores the affected Portion of the Property to a condition of "no significant risk", meets the MCP performance standards for filing a Response Action Outcome and represents a Permanent Solution for the affected Portion of the Property.

The U.S. EPA approval for risk-based PCB remediation contained a provision requiring a Deed Notice or AUL be applied to the Property.

5.0

PERMITTED ACTIVITIES AND USES SET FORTH IN THIS AUL OPINION

This AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare and the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Portion of the Property:

- (i) The Portion of the Property may be used for passive recreation;
- (ii) The Portion of the Property may be used for commercial/industrial uses;
- (iii) Such other activities or uses which, in the opinion of the LSP, shall present no greater risk of harm to health, safety, public welfare and the environment than the activities and uses set forth in this Paragraph;
- (iv) Such other activities and uses consistent with those set forth in this Paragraph and not expressly prohibited by this Opinion.

6.0

ACTIVITIES AND USES INCONSISTENT WITH THIS AUL OPINION

Activities and uses which are inconsistent with the objectives of the Notice of Activity and Use Limitation, and which, if implemented at the Portion of the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard, are as follows:

- (i) Residential, with the exception of up to 12 units on the second floor of a building located in the "Building 2F Building Envelope" as shown on Exhibit D to the Notice, so long as there is an appropriate sub-slab vapor barrier installed;
- (ii) Childcare, daycare, agricultural, horticultural, or gardening, unless previously approved by the LSP in accordance with the obligations and conditions set forth in this AUL Opinion;
- (iii) Groundwater withdrawal or use on the Portion of the Property except for assessment or remedial purposes;

- (iv) Septic systems unless previously approved by the LSP in accordance with the obligations and conditions set forth in this AUL Opinion;
- (v) Other activities or uses that, in the opinion of the LSP, would likely result in significant risk from exposures to oil and/or hazardous material if such activities or uses were to take place on the Portion of the Property.

7.0

***OBLIGATIONS AND CONDITIONS SET FORTH IN THIS AUL
OPINION***

If applicable, obligations and/or conditions to be undertaken and/or maintained at the Portion of the Property to maintain a condition of No Significant Risk as set forth in this AUL Opinion shall include the following:

- (i) Certification in the form of documentation bearing the original signature, date and Seal of the LSP must be obtained by the Owner prior to implementation of the following activities and uses:
 - a) Expansion or relocation of existing buildings;
 - b) Use of the Portion of the Property for residential, childcare, daycare, recreational, agricultural, horticultural, or gardening activities, or for unrestricted public access;
 - c) Subsurface activities, including excavation or new construction below grade; and
 - d) Land development or construction involving changes in surface conditions (i.e., topography, surface cover, etc.), including installation of pavement or building foundations;
- (ii) Parties conducting activities and uses described in 5.0 above, that, in the opinion of the LSP, may include disturbance of contaminated media, waste or debris, or that could render subsurface contaminated media, waste or debris accessible to exposure, shall submit, for approval by the LSP, a contingency plan for the management of contaminated media, waste or debris, if encountered, including:
 - a) Procedures for monitoring of contaminated media, waste or debris;
 - b) Procedures for notification to the LSP of the discovery of contaminated media, waste or debris;

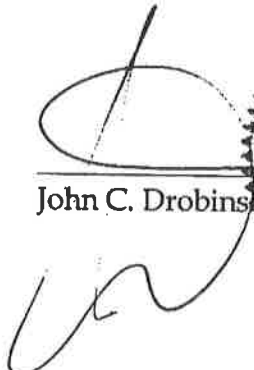
- c) A certification that all response actions will be conducted under the supervision of the LSP;
 - d) A soils management plan including contingencies for handling contaminated soil and/or groundwater if activities may extend below the water table;
 - e) A certification that response personnel will comply with applicable safety regulations, including 29 CFR 1910.120; and
 - f) A certification that contaminated waste, debris or media or remediation waste (pursuant to 310 CMR 40.0000) generated by such activities shall be handled, stored, transported and disposed in accordance with the applicable federal, state and local regulations;
- (iii) The responsible parties and their representatives shall be granted unrestricted access to the Property in order to conduct any and all activities associated with the performance of response actions as defined under the MCP, or any other applicable regulation.

8.0

CERTIFICATION

The undersigned LSP-of-Record hereby certifies that the terms of this Activity and Use Limitation Opinion are consistent with those of the Notice for the subject Property located at 430 Boston Post Road, Wayland, Massachusetts.

Date: 12/14, 2011



John C. Drobinski, LSP Reg. No. 2136

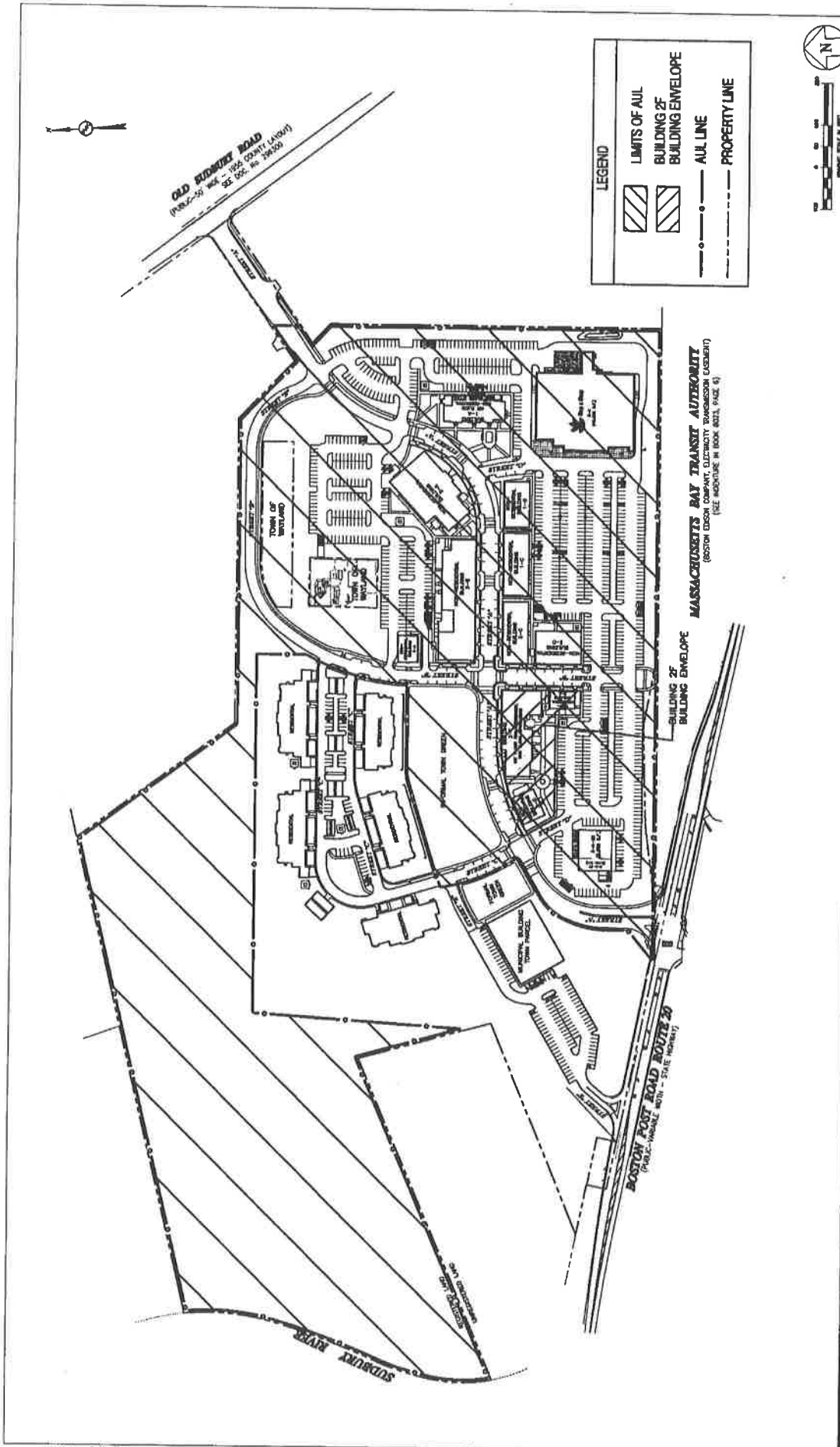


EXHIBIT D

Plan showing "Building 2F Building Envelope"

[SEE ATTACHED]

A0898587.DOCX;5



	<p>Drawing Title: BUILDING 2F BUILDING ENVELOPE</p> <p>Drawing Number: EX-D</p>
<p>Project:</p> <p>Wayland Town Center 400 Boston Post Road Wayland, Massachusetts</p>	<p>Activity and Use Limitation</p>
<p>Proprietor:</p> <p>Twenty Wayland, LLC 10 MEMORIAL BOULEVARD SUITE 901 PROVIDENCE, RI 02903</p>	<p>Project No. 0422 0002</p> <p>Drawn By: [Blank]</p> <p>Checked By: [Blank]</p> <p>Date: 24-SEP-2008 09:21</p> <p>Author: [Blank]</p> <p>UPSCALE LINE: [Blank]</p>
<p>ARROWSTREET Architecture Urban Design Planning Graphic and Interiors</p> <p>1000 Massachusetts St., Suite 100 Boston, MA 02110 Tel: 617-452-2000 www.arrowstreet.com</p>	<p>RJO'CONNELL & ASSOCIATES, INC. Civil Engineers & Land Planners Professional Seal: [Blank]</p> <p>A S C H I E R T S 11 South Street Boston, MA 02110</p>

OPEN MEETING LAW COMPLAINT

Wayland Board of Selectmen

This is a complaint that the Wayland Board of Selectmen (Board) violated the Open Meeting Law, G.L. c. 30A, §§ 18-25, when it deliberated the Town Administrator's professional competence by accessing the composite opinions of the five members before the commencement of a meeting open to the public. This complaint covers separate but nearly identical violations in 2021 and 2019.

1. Timeliness of Complaint and Facts

An Open Meeting Law complaint must be filed within 30 days of the date of the alleged violation, or the date the complainant could reasonably have known of the violation. See 940 CMR 29.05(4). In this case, the earliest I could have known of the violations was January 7, 2022, as explained below.

On December 15, 2021, I filed a public records request with the Town Administrator, who is a Records Access Officer for Wayland. See Exhibit 1 attached hereto. In that request, I asked for certain documents concerning the Board's 2021 performance evaluation of Town Administrator Louise Miller. On January 7, 2022, I received a response via email from David C. Jenkins, serving as Wayland Town Counsel; said email is being forwarded along with this complaint as Exhibit 2. Jenkins' email contained a 31-page attachment labeled TA EVALUATION AND TRANSMITTAL,¹ denoted here as Exhibit 3.

Exhibit 3 at page 2 is an email dated "Friday, March 26, 2021 2:33 PM" from Kathleen Buckley, former Wayland Human Resources Manager, to all five members of the Board. Ms. Buckley writes that she is forwarding her compilation of individually submitted comments evaluating Town Administrator Louise Miller for "use and discussion at Monday's [March 29, 2021] meeting." The composite evaluation appears in Exhibit 3 at pages 3-27. Furthermore, she states that the document is "Confidential" until "[a]fter the meeting, [when] this will be a public document." Exhibit 3 at page 2.

Ms. Buckley's email had not been previously revealed until I received a copy on January 7, 2022.² Her email is the first "public" evidence that the Board violated the Open Meeting Law by secretly deliberating the Town Administrator's

¹ It appears the 31-page attachment (Exhibit 3) was supplied by Michael McCann, Wayland's Information Technology Director. In this complaint, I will be referring to various page numbers in that attachment (Exhibit 3).

² The public is still unaware of this document.

performance three days before it held an open meeting on March 29, 2021. See Exhibit 4 (minutes of the March 29, 2021, meeting).

A nearly identical situation occurred in December 2019. On Sunday, December 8, 2019, at 7:09 PM, Ms. Buckley sent to each of the five members her compilation of individually submitted comments regarding Town Administrator Miller's performance "for use and discussion at Monday's [December 9, 2019] meeting under agenda item #10." See Exhibit 3 at pages 28-29 & 30-31. She then notes that "[a]fter the meeting, this will be a public document." Id.

Ms. Buckley's email had not been revealed until I received a copy on January 7, 2022. It is the first "public" evidence that the Board violated the Open Meeting Law by secretly deliberating the Town Administrator's performance fully 24 hours before it held an open meeting. That open meeting was held on December 9, 2019. See Exhibit 5 (minutes of the December 9, 2019, meeting).

The Board discussed the composite evaluations at separate open meetings held on March 29, 2021 (Exhibit 4) and December 9, 2019 (Exhibit 5). Neither minutes mention that members had received the composite evaluations well before the meeting.

In view of the above, this complaint is timely filed.

2. Discussion of Violations.

Board members' receipt in March 2021 and December 2019, prior to an open meeting, of the composite individual member evaluations of the Town Administrator's performance, violated the Open Meeting Law. See Boelter v. Board of Selectmen of Wayland, 479 Mass. 233, 243 (2018) (distribution of an aggregated employment review in advance of an open meeting violated the Open Meeting Law because it communicated the opinions of board members to a quorum of the board).

These violations are truly astonishing. Less than two years after the Supreme Judicial Court rendered the Boelter decision on April 5, 2018, the Board again violated the Open Meeting Law in December 2019.³ And it did so again in March 2021, three years after the Boelter decision.

The Boelter decision made clear that the circulation of documents containing board member opinions among a quorum in advance of an open meeting constituted a deliberation or a meeting to which the public did not have access. Id. at 243. The

³ The Board has never acknowledged or discussed in public the 2018 Boelter decision. At the time of the December 2019 violation, four of the five Board members were also in office when the Court rendered its decision in 2018. At the time of the Board's 2021 violation, the chair had also been a member when the Court ruled in 2018.

Court took pains to explain how the Wayland Board of Selectmen might operate to stay within the law by ensuring that the public had access to the composite evaluations “at or about the time” the Board did. Id. at 243-244. It noted that this “is necessary in order to comply with the open meeting law and to advance the statute’s over-all goal of promoting transparency in governmental decision-making.” Id. at 244. The Board paid no heed to the Court’s explanation.

The Division of Open Government has on several occasions applied or discussed the Boelter ruling about the unlawful sharing of composite employee performance evaluations among public body members prior to an open meeting. See OML 2021-122; OML 2021-91; OML 2018-134; OML 2018-71. The Division has consistently enforced the Boelter decision that sharing of composite evaluations may only occur at a meeting open to the public and not before.

In OML 2021-91, the Division wrote:

For example, the Supreme Judicial Court held that the distribution of an aggregated employment review prior to a meeting violated the Open Meeting Law. See Boelter v. Board of Selectmen of Wayland, 479 Mass. 233 (2018). In that case, public body members submitted performance evaluations to its chair, who then aggregated the individual evaluations into a single document that was distributed in advance of a noticed meeting. Id. at 235-36. In holding that this practice violated the Open Meeting Law, the court stated that “the effect of the circulation of the individual and composite evaluations was that all five board members were aware of the opinions of four of the members in advance of the open meeting; thus, the circulation, in effect, constituted a deliberation, or a meeting, to which the public did not have access.” Id. at 243.

The above statement is directly applicable to the Board’s unlawful sharing among members of the composite evaluation of the Town Administrator’s performance on March 29, 2021, and December 9, 2019, in each instance prior to an open meeting.

3. The Violations Were Intentional.

The violations of the Open Meeting Law documented above were intentional because the Board (1) “acted with deliberate ignorance of the law’s requirements” and (2) “was previously informed by receipt of a decision from a court of competent jurisdiction.” See 940 CMR 29.02.

The violations are unprecedented. Never before has a public body which was the subject of a Supreme Judicial Court decision repeated those specific actions repudiated by the Court for being in violation of the Open Meeting Law.

In the Boelter decision, as noted above, the Court carefully explained that documents containing Board member opinions circulating in private among a quorum constitutes deliberation in violation of the Open Meeting Law. Boelter, 479 Mass. at 243-244. The Board acted with deliberate ignorance of the Court's Boelter decision when it deliberated the Town Administrator's performance in advance of an open meeting. Clearly, the Board disregarded the specific instructions it had received from the Supreme Judicial Court.

At the Board's meeting on March 29, 2021, chair Cherry Karlson stated, "We followed the protocol that had been previously reviewed and approved by Town Counsel."⁴ However, that protocol was not discussed at the meeting. It is not conceivable that any competent law firm, including Town Counsel KP Law, would have condoned the Board circulating members' composite opinions to a quorum without giving the public contemporaneous access, as this is settled law. Nor has Ms. Karlson claimed that Town Counsel condoned such unlawful practice. In other words, there is no evidence or reasonable likelihood that the Board acted as it did on the advice of its legal counsel.

ACTIONS REQUESTED

1. The Board shall admit at an open meeting that it violated the Open Meeting Law as alleged above. The Board shall discuss the significance of the Boelter decision on the conduct of performance reviews of staff in Wayland. The Board shall explain why sharing of such information among members in advance of an open meeting is antithetical to achieving transparency in governmental decision-making.
2. At such meeting, the Board shall meet with Town Counsel and explain the steps both will take to avoid another recurrence of these violations.
3. The Board shall prepare a written guide to the appropriate procedure for conducting a performance evaluation in conformance with the Open Meeting Law.

⁴ See video recording at www.waycam.tv/government-on-demand, Board of Selectmen, March 29, 2021, at elapsed time 0:05:42.

McCann, Michael

From: Karlson, Cherry
Sent: Monday, April 12, 2021 6:35 PM
To: Miller, Louise
Cc: Buckley, Kathleen
Subject: TA Evaluation

Follow Up Flag: Follow up
Flag Status: Completed

Louise,

I believe you took your signed review with you at the conclusion of the March 29th meeting. I just want to make certain that the signed original makes it to Kathleen for your file. If you would like to respond, you have that right.

Thanks,
Cherry

Cherry Karlson
Board of Selectmen
Town of Wayland

Please be advised that the Massachusetts Attorney General has determined that email is a public record unless the content of the email falls within one of the stated exemptions under the Massachusetts Public Records Laws.

McCann, Michael

From: Buckley, Kathleen
Sent: Friday, March 26, 2021 2:33 PM
To: Board of Selectmen Members
Subject: Confidential: TA Evaluation and Goals Discussion Document for March 29, 2021
Attachments: TA Evaluation Composite FINAL Sept 2019-Aug 2020.pdf; Goals Discussion Document for March 29, 2021.pdf

Follow Up Flag: Follow up
Flag Status: Flagged

Good afternoon,

As directed by the Board, I have compiled a final evaluation for Town Administrator Louise Miller from the individually submitted comments. Please find the document attached for use and discussion at Monday's meeting. It will also be shared with Louise prior to the meeting.

After the meeting, this will be a public document.

*Best,
Kathleen*

Kathleen Buckley, MBA, SHRM-SCP
Human Resources Manager
Town of Wayland
41 Cochituate Road
Wayland, MA 01778
O: (508) 358-6721

REVIEW PERIOD:

September 1, 2019 - August 30, 2020

**Town of Wayland
Town Administrator Performance Evaluation
Composite**

Instructions to Members:

Members provided a statement within the performance areas. Instructions were to check the number which most accurately reflects the level of performance for each factor. If the reviewer did not have an opportunity to observe or make a determination on a particular factor, he/she indicated so by marking N/A in the Rank space.

Composite:

This is a composite of the performance evaluations and scores are averaged accordingly.

Rating Scale (1-5)

- | | |
|----------------------------------|--|
| Unsatisfactory (1) | The Administrator's work performance is inadequate and inferior to the standards of performance required for the position. |
| Improvement Needed (2) | The Administrator's work performance does not consistently meet the standards of the position. |
| Meets Expectations (3) | The Administrator's work performance consistently meets the standards of the position. |
| Exceeds Expectations (4) | The Administrator's work performance is frequently or consistently above the level of a satisfactory employee. |
| Excellent/Highly Commendable (5) | The Administrator's work performance is consistently excellent when compared to the standards of the job. |

<p>1. Personal Characteristics: Exhibits honest and ethical behavior; acts in a fair and equitable manner; effectively deals with unforeseen issue and problems; shows resilience by maintaining energy and motivation despite constant demands. Responds well to stressful situations. Displays creativity, innovation, flexibility and appropriate risk taking.</p>	<p style="text-align: center;">Board Member Suggestions & Comments</p> <p>Board Members used the following phrases to describe Louise Miller's personal characteristics:</p> <ul style="list-style-type: none"> • Honest, ethical, fair, resilient, and creative. She maintains her positive attitude despite the constant deluge of requests, demands, and emergencies. She has an exemplary work ethic and large capacity to juggle multiple issues. • Demonstrates remarkable resiliency by maintaining her energy and motivation despite constant, 24/7 demands from residents, volunteers and staff. This was highlighted during the Town's COVID response beginning in late February/March 2020 and continued throughout the evaluation period. Her attitude is one of moving forward with the issue at hand and also subsequently addressing the underlying cause of an issue. • From the onset of COVID in March of 2020, and focusing on the period through August 2020, Louise demonstrated impressive resilience, energy and motivation, despite constant demands. These demands originated from the federal government, the state government, local town boards and committees, and residents. • Louise is receptive to discussion and willing to give time and attention in support of requests anytime. She is will to discuss any topic, large or small. She is open to listening to creative ways to solve problems. For any given Town challenge, she demonstrates a thoughtful approach to developing a potential solution. • Exhibited honest and ethical behavior at all times. She appears fair, thinks creatively, is innovative, flexible, and is willing to go out on a limb if appropriate. • Responding well to stressful situations, and showing creativity, flexibility, and resilience... Louise has handled the pandemic in an exemplary manner as demonstrated by Wayland's Covid statistics. She has managed staff and town finances well, prioritized the work, ensured a safe environment for both employees and residents, been 	<p style="text-align: right;">Rating 4.9</p>
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concerned about staff morale and mental health, maintained a positive attitude, and kept the town functioning.

- I have no reason to question her integrity and admire her ability to deal with and develop strategies for dealing with the inevitable "bumps in the road" that occur in managing staff, focusing on customer service, and addressing the needs of residents.
- The ultimate test of an administrator occurs when he or she is faced with a crisis. Louise is well prepared for COVID-19, with impressive resume, that includes a formidable education, as well as interesting and varied professional jobs. Unforeseen, this public health emergency presented tremendous logistical, communication and public policy challenges.
- Even prior to Covid-19, the challenges of managing a town government with new employees in management positions (Clerk, Treasurer, Fire Chief, TA's office) and many non-managerial positions required skill and understanding. Louise responded in her logical, creative, practical way.
- When Covid-19 struck, Louise became the manager of a response team under a state of emergency, stressful by any measure. The response was (and continues to be) handled in an organized, calm, efficient manner. The workload has at least doubled, so understandably many usual practices were delayed as staff handled the Covid-19 response. The BoS has asked for understanding from Wayland citizens.
- While Louise proceeds carefully on many projects, she is not averse to taking an appropriate amount of risk, as long as it does not jeopardize the Town ethically or financially.
- Her legal background and strong ethical character sometimes make it difficult to show fast progress on projects that boards, committees, and citizens think are simple, such as procurement and financial reporting. Other projects require staff resources to implement effectively. Louise is honest and practical in planning projects according to resources, both financial and staff related. These are not always popular decisions, but they are the right decisions, in my opinion.

2. Professionalism: Is fully knowledgeable and committed to the field of local government management; seeks to enhance skills and abilities through educational opportunities; actively participates in professional municipal management organizations; encourages staff training and development.

Board Member Suggestions & Comments

Board Members made the following comments:

- Having completed her second full year with Wayland, Louise has demonstrated her commitment and professionalism as a town administrator.
- Louise's legal background has proved invaluable for Wayland and in many cases has helped to refine and improve the town's relationship with town counsel. She does not look to replace town counsel but rather hones the legal questions and concerns to provide a better information flow to boards and committees.
- Wayland has benefited from Louise's contacts and experience with other state agencies. One example is the MassWorks grant for the water main work along Rt 20 – improving water service for Wayland and Sudbury and completing a much-needed water infrastructure improvement. She maintains contact with leadership of neighboring communities, actively participates to represent Wayland in WSHG and participated in twice-weekly management conferences to share information and responses during the height of the COVID pandemic.
- Louise handles herself professionally at all times, based on my observations. This can be a challenge for any town administrator given his or her post in the public eye. For example, this evaluation period included educating some town board and committee members of statutory and regulatory obligations that were not always followed in the past. Despite fairly dogged pushback at times, Louise maintained her professionalism, chose not to be distracted by unfair personal attacks, and kept her eyes on the prize – compliance.
- Louise is fully knowledgeable and skilled in a wide range of local government management: financial, legal, negotiations of all sorts, staff support...etc. While there has been a lot of staff turnover, Louise seems to have assessed each department's needs and hired appropriate staff.

Rating
4.3

	<ul style="list-style-type: none">• Louise is well connected among her fellow municipal managers, and utilizes those contacts to better perform her job.• Louise is a consummate professional who is knowledgeable about local government and is open to researching issues when she is unsure. She talks with more experienced TAs/TMs who serve as mentors. She encourages staff development, although Covid-19 may have derailed some of this.• Under her direction, the town is seeking and being awarded many more grants than in the past.• I know she has worked with some department heads to improve their management skills and thus their chance for success.• Louise has a great financial mind and that skill has served the town well during this evaluation period.
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3. Public Relations/Communications: Projects a positive image in the community; is reasonably open, and available to the public and responsive to citizen complaints or requests; communicates effectively to the media; keeps the citizenry informed of current issues in Town government. Maintains good communications with the business community. Supports and recognizes the efforts of volunteer citizens and groups. Maintains effective communications with state and federal elected representatives, other communities, state agencies, and municipal organizations.

Board Member Suggestions & Comments

The Board is consistent in its focus on improving communication, particularly with residents. The members agree that COVID-related communication was well executed. Several members stated that Louise provides effective communication to the Board and is available and responsive to citizen complaints or requests, and she projects a positive image in the community.

- Louise is open and available to the public at all times. She works hard to inform the public on current issues. Public relations and communications were particularly tested during this evaluation period given the challenges of COVID-19. For example, a separate portion of the town's website is properly dedicated to the pandemic and its effects on businesses and residents, as well as providing important information to reduce the spread.
- Regarding local interaction, she has appeared on The Buzz multiple times, attended and supported the Citizen's Academy and State of the Town presentation, and spoken at the LOWV annual meeting.
- Louise communicates effectively to the media as exhibited in the Covid-19 response pieces. Louise has greatly improved communication with the business community in Wayland. The River's Edge project is progressing thanks to Louise's involvement.
- Louise strives to make sure the town website has information for the public posted. She is meticulous about personally responding to the inquiries that are directed through the TA office. I have observed her taking an active interest in the town boards and keeping them informed of her progress on various issues.
- The TA and the chair make extraordinary efforts to comply with the OML and making information available to the public in multiple ways. Keeping the town informed about Covid and related health concerns has been done well. The town has worked well with businesses around outdoor dining.
- She maintains good communication channels with our elected

Rating
3.4

officials and other state agencies and sharing information with staff and residents. Her writing is clear and effective. The Board sees communication as an ongoing goal.

- Louise has improved the town website but recognizes the need to consider a different platform. Louise did properly update the town's website regarding board and committee appointments. This has enhanced the Board of Selectmen's ability to reduce vacancies.
- Louise recognizes the need to continue to improve communication with residents using social media and press releases.
- It is important that the Town employ processes to keep citizenry informed and up to date. Outdated information should be removed from public sources under the Town's control (like the web site). Format inconsistency and an inability to navigate frustrate people who want to stay informed.
- With a flat organizational structure, all paths lead directly to the Town Administrator. The volume of emails and phone messages can result in some not being addressed or even acknowledged in a timely manner. This can result in a perceived lack of interest due to a delayed or incomplete response. Developing a better response system and prioritizing work utilizing admin staff should be a focus. That being said, the response to calls regarding Covid-19 on a dedicated line has been excellent. Perhaps this is a model for normal times.
- In some ways, this is the weakest area of the town, although not necessarily or entirely due to the T.A. Communications is not as high a priority as many other areas. To do it well requires both funding and staff time, neither of which is readily available.
- There is room for more and improved communication, especially to get out ahead of inevitable inaccurate reports that can take on a life of their own.

	Rating 4.4
<p>4. Board Support/ Relations Offers professional advice to the Board, including appropriate alternatives and recommendations, based upon thorough study and analysis; implements policy matters and other directives adopted by the Board of Selectmen; keeps Board members informed of issues and activities in Town government and in the community; listens and understands Selectmen's concerns; maintains a professional working relationship with the Board, promoting a climate of mutual respect and trust.</p>	<p>Board Member Suggestions & Comments</p> <p>Several members stated that Louise's interactions with the Board are professional and analytical. She presents options and when asked will provide her opinion for the Board's consideration.</p> <ul style="list-style-type: none"> • Louise offers excellent advice to the Board of Selectmen, including options for the board as it considers public policy. • Louise excels at keeping the Board informed about the scope of work, issues and activities coordinated through the town administrator's office. This is done primarily through the town administrator's update at public meetings and through summary memos on more complex topics. • Her presentations are extremely professional, thought out, and effective. Louise is a good communicator with our board and other town boards and committees. The message may not always be what those boards and committees want to hear, but Louise is not shy to indicate what can and cannot happen, and what is and what is not legal and/or appropriate. • As a whole, the Board respects and considers her opinion before taking action. This is appropriate as the volunteer Board relies on her professional opinion on many topics. • Louise maintains a professional working relationship with the board, and does promote a climate of mutual respect and trust. • Louise excels in this category. She is able to present clear, rational alternatives on complicated subjects, such as Wayland Rod and Gun Club right of first refusal, multiple complicated lawsuits, Transfer Station insolvency, River's Edge negotiation, and union contract negotiations. She communicates very well, listens and understands concerns, and is highly professional in her working relationship with the Board. She makes the Board better. There is a climate of mutual respect and trust.

	<p>Members of the Board identified expanded written materials as an area of focus:</p> <ul style="list-style-type: none">• Given Louise's workload, the Board hears reports at a meeting. It would be helpful if some of these reports were published in the meeting packets for the Board and public to read.• I find written updates and executive session notes helpful. I also appreciate recommendations especially in areas where I have little expertise. With much of the year devoted to responding to Covid, it is not the time to suggest more work. Louise does a great job of keeping the board informed.• I appreciate that Louise supports me by answering my questions and does what it takes to resolve an issue that needs attention. I recognize the work she does and appreciate that the burden of daily tasks makes it challenging to prepare me for knowledgeable deliberation.	
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<p>5. Organizational Leadership/Personnel Management: Provides leadership, motivation and support within the organization; effectively delegates tasks and assignments; builds and motivates a team, providing direction and monitoring/adjusting performance as required. Assures selection for employment of the best-qualified personnel; assures systematic performance evaluation of staff in the organization; establishes high standard of performance for all Department Heads; recognizes, develops, and utilizes their leadership abilities; effectively leads collective bargaining efforts with unions, keeping the Board informed on progress; strives to maintain good staff morale and maintains open, honest and professional relationships with staff.</p>	<p style="text-align: center;">Board Member Suggestions & Comments</p> <p>Louise provides leadership and support to the Town's departments and its employees; she has over 20 direct reports. She continued to build morale and support through the onset of COVID with a focus on health and safety.</p> <ul style="list-style-type: none"> • With the Covid-19 state of emergency Louise has kept the wellbeing of staff at the forefront. Many departments have been impacted by illness, quarantine, resignations, and limitations. Despite all this, Louise has managed staff to develop Zoom meeting protocols, in line with the Open Meeting Law. Assisted the Town Clerk in successfully conducting three elections (local, state primary, and federal primary), plan and execute an outdoor, single-afternoon Annual Town Meeting, manage the budgeting process, manage facilities work on Covid-19 projects, and make progress on River's Edge, Wastewater, permitting software, and the WHS athletic field project. • Louise has developed the Management Analyst/Intern position and leveraged it to support various departments during COVID and after. These positions have been funded with existing unstaffed hours and provided key support to the Town Administrator, Town Clerk, Building, Health, Planning and Treasurer/Collector. This is an excellent use of dollars and staff. • The period of March 2020 to August 2020 has been a challenge relative to town services, due to COVID-19. Better efforts should have been made to properly staff certain town departments, such as the Building Department and the Health Department, to streamline town inspection of commercial and residential projects. Admittedly though, COVID-19 created obstacles for increased staffing, as did Town budget limitations. • As COVID started, Louise met with all union 	<p style="text-align: right;">Rating 4</p>
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representatives and visited work sites in person to provide assurance and direction to staff. Louise worked with the Police union to reach settlement on a three-year contract prior to the September ATM. Terms of the settlement met the financial guidance of the Board, Personnel Board and Finance Committee. Other collective bargaining occurred after the review period ends.

Board members' comments on management of staff:

- Louise initiated a much-awaited permitting system within the building department. Louise appears to appreciate the role technology can play in making town government more user friendly, efficient for residents and others, yet approachable.
- Louise is working toward implementing a system of performance evaluations, and sets a high standard for Department Heads. This work has been somewhat delayed during Covid-19.
- Louise is an excellent negotiator, as demonstrated in the successful outcomes with the first union contracts to be completed this year. She is open, honest and professional with staff.
- Louise is a strong, assured leader. She recognized that the staff was in need of motivation and support when she arrived in Wayland and continued this in her second year. She introduced creative ways to show appreciation for staff and gives credit to staff for their work. From my perspective, she and the staff respect each other.
- Louise leads regular department head meetings working to motivate and support the leadership team and enhance inter-departmental communication and teamwork. Dept. heads have regularly scheduled meetings with TA.
- Louise continues to work with her staff to improve the functions of her organization. She is a good leader, who is not shy to make hard decisions. Louise has hired

	<p>effective co-workers in the board's office. She has effectively and professionally handled collective bargaining negotiations.</p> <p>Members stated that delegation of work is currently limited and an area of focus:</p> <ul style="list-style-type: none">• I continue to encourage Louise to delegate more to her managers, both as a way of enhancing opportunities for staff, but also as a way to lighten her load.• Delegated tasks and assignments can be improved as new staff gains experience and is allowed to take on more responsibility.• As Louise continues to understand and develop consistency of approach and methodology across departments, I hope that there are more opportunities to delegate tasks and longer-term projects. The flat organizational structure means that each town project is at most one level removed from the Town Administrator. As we move forward, I would like to see more time for management of staff/projects and less doing the work. This fits with the general thought of succession planning and staff development – and is certainly a longer-term goal.• One of the more challenging items are siloed Town Departments. Louise needs to identify candidate leaders who can lead cross-functional teams and accomplish items on her agenda and under her mentorship.• Louise delegates tasks and assignments, but too much of the work requires her involvement. This can be improved as new staff gains experience and is allowed to take on more responsibility.
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6. **Financial Management Prepares a timely and realistic annual budget proposal in a manner that promotes full understanding of issues and needs; employs sound fiscal management practices for the development of the operating and capital budget recommendations; effectively monitors and controls budget expenditures; provides complete and accurate financial information to facilitate budget deliberations; creatively manages available resources to increase productivity and efficiency; develops and maintains a long-term financial plan for the Town;**

Board Member Suggestions & Comments

The Board recognizes that Louise has exceptional strength as a financial manager.

- Louise has worked collaboratively with the Finance Committee to find opportunities to reduce town costs. She consistently reviews ways to reorganize or restructure town departments to reduce costs, with minimal impact to services.
- Louise appreciates the need to improve the town's commercial tax base in order to reduce residential taxes. Examples of her efforts include her appreciation for improving wastewater capacity along the Route 20 corridor, and reviewing legal, zoning, and environmental restrictions that might impede appropriate commercial growth. The same creative attitude exists relative to smart planning in the Cochrane business district.
- The FY21 budget was prepared in March 2020 for presentation at ATM. The TA and Finance Director worked together to provide a multi-year capital plan to the Finance Director.
- Louise and the town's Finance Director make a good team. Louise effectively presented a proposed five-year capital plan in this past year that provided residents a sense of the town's needs. Louise has decided to report excluded debt separately to improve transparency, and to permit residents a better understanding of its effect on their tax bill.
- Louise is a financial professional who appreciates all legally mandated financial filings and reports. Bringing the town up to full compliance has been a challenge at times, in part due to the need for boards, committees, and personnel to change longstanding habits. But, Louise has professionally educated others and has effectively emphasized the need to follow the law, notwithstanding how things have been done in the past. Further, Louise's focus on compliance has saved the town

Rating

5

thousands of dollars.

- Louise and the Finance Director have made significant progress on budgeting – both a balanced operating budget and capital planning. This has been evident in the submissions for the FY 21 budget and in the response to the financial constraints of the town's COVID response.
- Her work with the Finance Director and Finance Committee on the FY 2021 budget was excellent. She worked with the Finance Director to fine tune the Budget Summit presentation in September 2019, continued the process for reviewing department budgets, and presented a draft operating budget to the Finance Committee. She and the Finance Director began working on a five-year capital financing plan for FY21.
- Louise has identified staff to assist with federal and state COVID reimbursement filings. Meeting these new filing requirements with good and timely data has been a significant accomplishment.
- Louise implemented a purchase order process that developed controls for Town spending. Also, she worked with the Finance Director to provide the FinCom with a detailed five-year capital and operating plan. She accounted for resource constraints and closeouts of unspent capital and provided a financial presentation that provided a five-year outlook for both operating and capital expenditures. Louise should do more analysis of the implication of short-term decisions on the long-term economic picture.
- The management team and financial consultant participated in the rating call with Moody's in January 2020. Moody's assigned Wayland a Aaa bond rating with a stable outlook for the second year in a row.
- Over the years she has been here, she has worked hard to improve the functioning of the finance-related departments, still somewhat of a work in progress. She continues to

improve the budgeting process to ensure our Aaa bond rating, a more consistent tax rate, and a more defined and transparent CIP plan.

- Louise monitors and controls budget expenditures. She recognized and analyzed an attempted billing fraud. The Town was not harmed, but the potential for significant loss was present.

Board Members mentioned the challenges and accomplishments specific to finance and COVID:

- Louise has identified staff to assist with federal and state COVID reimbursement filings. Meeting these new filing requirements with good and timely data has been a significant accomplishment.
- With the onset of COVID, Louise immediately worked with department heads to control available resources (personnel, expenses, potential COVID reimbursements) and ended FY20 with a balanced budget. Following state protocols, the Town operated on a 1/12th budget until the rescheduled ATM in September 2020. The Town did not need to deviate from its long-term financial plan.
- COVID-19 presented numerous budgetary challenges but Louise implemented an effective emergency response plan. She also oversaw hundreds of activity and user fee refunds for both the Recreation and School Departments. Louise also effectively applied for and spent pandemic related CARES Act funds. When Covid-19 hit, the Town rescheduled its Annual Town Meeting to Sept. 2020 necessitating the development of 1/12 budgets for July, August, and September.
- While many cities and towns are facing deficits, Wayland/Louise has managed the budget very well. She and Brian explained very well the town's financial position and the need to better control our "wants."

<p>7. Planning and Organization Creates and facilitates an environment for long-range and strategic planning; identifies opportunities to improve productivity, innovation, staff development and cost efficiencies; develops proposals for cost effective reorganization of Town operations; establishes appropriate goals and objectives for performance.</p>	<p>Board Member Suggestions & Comments</p> <p>The Board recognizes that the COVID pandemic was the focus of strategic planning, while long-range planning efforts are ongoing. Several priorities are in the planning stages over the next few years to improve economic development, financial planning, housing options and improved services (COA/CC, fields, use of town owned properties).</p> <ul style="list-style-type: none"> • My rating on this element reflects what was able to be accomplished this year rather than the <i>ability</i> to plan and organize. • Louise suggested the Board hold a second goal-setting meeting in January 2020 and facilitated its process. She continued to reassess staffing in the Assessors, Finance, IT, Treasurer/Collector, Facilities, and TA office, looking for efficiencies. • COVID itself highlighted Louise's ability to plan, organize, manage and implement processes. The state provided massive amounts of information in a short timeframe to various town departments/roles, and this was all synthesized, communicated, and implemented with coordination across departments through the TA's office. • As time allows, Louise is able to focus on long term planning – financial (capital planning and funding), economic development (River's Edge, CoA/CC, Rt 20 corridor, Cochituate), productivity (permitting software) and social (Racial Advisory committee). She thinks creatively and brings enthusiasm to projects. However, there is little time left for these endeavors when balanced with the demands of running the daily/regular operations of the Town. 	<p>Rating</p> <p>4.3</p>
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	<ul style="list-style-type: none">• The town has been criticized for not doing more long range planning. I was glad to see that Louise's Achievement Report describes not only where we are but also includes sections on looking ahead. The intent is to extend the 5-year CIP to 10- and 20-year plans. This makes very clear that some hard decisions will be required. Establishing a process for capital projects has been helpful and increases fairness.• Louise understands the need for long-term capital planning and worked with the Finance Director leading up to the FY2022 budget preparation.• Louise is a strategic thinker. By delegating more of the day-to-day operational work, she will have time to think and plan.• Louise has suggested that the Town might benefit from holding a joint brainstorming session with boards, committees, departments and interested citizens on big topics such as use of the former DPW site.• Louise has called attention to the need to think about succession planning with senior staff. The Town's flat organizational structure does not provide many opportunities for staff advancement. Similarly, helping staff to find the time for and develop long range and strategic planning is key to Wayland's long-term success. This year has been one of getting through COVID rather than making strides on planning staff development efforts.	
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<p>8. Achievement of Goals Shows appropriate progress to the year's goals as indicated on the attached self-evaluation.</p>	<p>Board Member Suggestions & Comments</p> <p>Members acknowledged the pandemic interrupted the efforts to reach all of the goals of the Board, but progress was made on many of them. Below are just a few of the comments. Many were lists of items completed or in progress.</p> <ul style="list-style-type: none"> • COVID-19 interrupted momentum Louise had created to achieve board goals. Still, despite the pandemic, Louise certainly made progress with improving the town's economic climate, leveraging town-owned properties, creating long-range operating and capital financing plans, furthering a COACC, addressing wastewater issues, and diversity. • Focusing on the period until August 2020, the River's Edge project consumed a good amount of Louise's time, but with good reason. This project is a key linchpin to increased economic growth along Route 20. This project involves the ability to address ongoing wastewater management, reduce obstacles to construct a COACC at Town Center, and address the town's affordable housing needs. • As for long-range operating and capital financing plans, Louise submitted a draft Five-Year Capital Improvement Plan to the finance committee in the fall of 2019. A 10-year and 20-year plan, that includes an inventory of assets with replacement cycles, is still in the works. • Overall Louise has shown remarkable progress in achievement of both the BoS goals and her own management goals, given the necessary pivot to the Covid-19 response. I look for progress in such a difficult time, not completion as a measure of success. • Louise understands the Board's focus on its goals and made progress on a number of them despite the interruption of COVID. Specifically, tangible progress was made on the housing, River's Edge, capital planning, COA/CC and diversity goals. The Town continues to struggle with improving the website (presentation and timeliness of 	<p>Rating</p> <p>4.2</p>
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information). Progress was made on other goals but after the September 2020 timeframe of this evaluation; these efforts should be acknowledged in the next evaluation cycle.

- The need to deal with wastewater issues has become more apparent, rising to a priority level this year. Finding creative ways to discharge more effluent underlies many efforts to improve our economic climate and important steps have been taken during this year. Rivers Edge and long-range financial planning are moving along but others are proceeding more slowly. Good progress has been made on some goals and little on others.
- First step of obtaining grant for wastewater infrastructure. This is progress. Next step is to work on rate structure and connection fees.
- Despite the pivot to the Covid-19 response plan, progress has been made on many of the goals including improving the Economic Climate along the Route 20 Corridor with the wastewater infrastructure improvement grant, the River's Edge project nearing a closing, and the establishment of a Rte. 20 South landfill visioning committee. Cochrane intersection (Rte. 27 and West Plain St.) planning has begun. Housing goals are outlined and work with the various housing groups will continue.
- The progress on River's Edge, considering the Covid-19 pivot, has been exceptional. By the end of Louise's second year, the Town was progressing towards a final LDA and closing.

<p>OVERALL RATING</p>	<p>Board Member Suggestions & Comments</p> <ul style="list-style-type: none"> • The Town Administrator's Goal Achievement Report should be considered an integral part of the record of achievement during the review period. • The breadth and depth of municipal leadership is vast and requires the attention of someone who can keep a multitude of projects and requirements moving forward. Wayland is fortunate to have Louise Miller at the helm of an excellent and dedicated staff. • Louise Miller continues to exceed my expectations of a town administrator. This past year has been a challenging one to manage a lemonade stand, never mind a \$90M corporation, given COVID-19. Louise has exhibited strong leadership skills in meeting the board's goals. • Louise's talents have helped Wayland deliver the highest quality of municipal services in a fiscally responsible and operationally responsive manner to all of its residents. She has been extremely effective in planning, organizing, facilitating, and coordinating strategies to achieve priorities that permits the town to continue to thrive. • Louise is a natural leader who understands that the buck stops with the TA. She is highly qualified for this job given her finance and municipal experiences, demeanor, and commitment to public sector management. • As Louise gains experience in Wayland and as positions are filled in the organization, the future is very bright for improved functioning of Wayland's government. 	<p>Rating 4.4</p>
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**Town Administrator Performance Evaluation
Form Acknowledgement of Receipt**

This is to acknowledge the fact that the performance review was conducted by the Board of Selectmen in accordance with the procedures and that the Town Administrator has received the overview document with the compilation of scores.

BOARD OF SELECTMEN

Date: -----

TOWN ADMINISTRATOR

Date: -----

**Board Member Suggestions / Goals From TA Performance Evaluation
September 1, 2019 – August 30, 2020
For Discussion at Goal Setting Session March 29, 2021**

<p>Public Relations/ Communications:</p>	<ul style="list-style-type: none"> • One of the Board's goals is to better communicate with residents in Town. This remains an open goal, and I hope one on which we can all focus in the next review period. • With Wayland's flat organizational structure, all paths lead directly to the Town Administrator. The volume of emails and phone messages can result in some not being addressed or even acknowledged in a timely manner. This can result in a perceived lack of interest due to a delayed or incomplete response. Developing a better response system and prioritizing work utilizing admin staff should be a focus. • The process of having inquiries filter through the TA office could be made more measurable by reporting on the number of inquiries and the speed to resolution. • I suggest that staff be assigned to triage and answer calls and emails. In highly active times, it would help to respond to emails or calls with a "We have received your message, appreciate your call, and will respond by xx date." This is necessary for all departments, not just the TA's office. Additional staffing in the TA's office will help responsiveness. • It is important that the Town employ processes to keep citizenry informed and up to date. Outdated information should be removed from public sources under the Town's control (like the web site). Format inconsistency and an inability to navigate frustrate people who want to stay informed. • The TA and the Board of Selectmen should work together to identify what constitutes good communication with the business community. • Receive regular feedback from residents to determine if current communication policies are working. If the current infrastructure does not work, Louise should make it a priority
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Website:

to find an alternative solution.

- There is a need for a more useful webpage, as noted by Louise.
- Informational articles, perhaps by the BoS, need to be written on a regular basis. It would not take much effort for various departments or a volunteer to submit 8-10 photographs from recreation or COA events, flu clinics, or even pictures of staff working remotely. Low or no cost or time.
- The Town continues to struggle with improving the website (presentation and timeliness of information). Progress was made on other goals but after the September 2020 timeframe of this evaluation; these efforts should be acknowledged in the next evaluation cycle.

Board Support/Relations:

- Given Louise's workload, the Board hears reports at meetings. It would be helpful if some of these reports were published in the meeting packets for the Board and public to read.
- The TA should work with all Board Members to prioritize their objectives, establish realistic goals, and identify areas where additional resources are needed.
- I expect the Town Administrator to raise the flag with recommendations when a piece of business does not fit into our objectives for a given year and tell us when she needs additional resources or a longer timeline for implementation. As the liaison between the Board and the Town employees as well as their manager, Louise should demonstrate her conviction of empowerment to address any matter for which she is responsible; she should continue to work according to the Board's direction after consideration and evaluation.
- Categorize topics as old or new business. Old business should include updates since a previous meeting.
- Louise should feel empowered to push back on the Board of Selectmen when members' constant demands impact the quality of a job.
- Louise and the Board of Selectmen must consistently

represent model behavior. The Town Administrator has significant authority to approve and deliver on responsibilities of the Town. It is important that the speed in which action is taken is as transparent as possible bearing in mind the perception that Board authority and approval may have been inadvertently bypassed.

There were a number of comments directed to Human Resources and Personnel Policies that are handled by Human Resources and the Personnel Board. Comments included questions about the process for filling positions, employee development and employee rewards, and other matters affected by union contracts and employment law.

Staffing suggestions:

- I wonder whether departing employees have exit interviews. Are employees leaving for reasons other than retirement and Covid that could be remedied?
- The Town Administrator should identify and implement cross-functional teams to work on assigned projects. The Town Administrator ultimately owns the responsibility for putting structure in the organization to continue motivating boards and staff.
- Job descriptions need to be updated to support new policies related to important initiatives like energy and climate as well as diversity and Town culture.

Technology suggestions:

- It is my hope that Louise will continue to make technological improvements town-wide.
- IT needed to revise its 3-year plan.
- Louise has discussed a plan to minimize any redundant in-house operations for common services such as payroll, finance, and human resources. The Board looks forward to a plan.

Management:

- Ensure that budgetary information on the website is current.
- Formal development training could not be a priority through September 2020.

Planning and Organization:

- It is not clear that the strategic plan is communicated to reports, and whether the strategies with which the staff can align themselves are included.
- There was discussion about doing a 30-year maintenance plan.
- Wastewater issues have become more apparent, rising to a priority level this year.
- There has been some concern about tasks that some residents think should be a priority have not been prioritized, such as obtaining building permits, tackling racism, HPP, or the Energy and Climate Committee.
- Some Board members mentioned they needed more time with the Town Administrator to discuss issues that matter to them.

McCann, Michael

From: Buckley, Kathleen
Sent: Thursday, March 25, 2021 7:50 AM
To: Karlson, Cherry
Subject: Re: TA Evaluation Document

Follow Up Flag: Follow up
Flag Status: Completed

Hi Cherry,
I'll be happy to craft a similar email and distribute today. We can talk first.

I have interviews at DPW until 10:30 this morning.
Thanks.
Kathleen

On Mar 25, 2021, at 7:30 AM, Karlson, Cherry <ckarlson@wayland.ma.us> wrote:

Kathleen,

I would like you to send a similar email to the Board to prepare for Monday's release of Louise's evaluation. The evaluation will not be in the packet – following the same protocol as the December 9, 2019 meeting.

Happy to talk later today – and again thank you for your efforts.

Cherry

Cherry Karlson
Board of Selectmen
Town of Wayland

Please be advised that the Massachusetts Attorney General has determined that email is a public record unless the content of the email falls within one of the stated exemptions under the Massachusetts Public Records Laws.

From: Buckley, Kathleen <kbuckley@wayland.ma.us>
Date: Sunday, December 8, 2019 at 7:09 PM
To: Fay, Thomas <tfay@wayland.ma.us>, Anderson, Lea <landerson@wayland.ma.us>, Antes, Mary <mantes@wayland.ma.us>, Levine, Doug <dlevine@wayland.ma.us>
Cc: Karlson, Cherry <ckarlson@wayland.ma.us>
Subject: TA Evaluation Document

Good evening,

As directed by the Board, Cherry and I have compiled a final evaluation for Town Administrator Louise Miller from the individually submitted comments. Please

find the document attached for use and discussion at Monday's meeting under agenda item #10. It will also be shared with Louise prior to the meeting.

After the meeting, this will be a public document.

Thank you.

Best,

Kathleen Buckley

Human Resources Manager

Town of Wayland

<TA Evaluation September 2019 Louise Miller final.docx>

McCann, Michael

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Sent: Thursday, March 25, 2021 7:50 AM
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Board of Selectmen
Town of Wayland

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Thank you.

Best,

Kathleen Buckley

Human Resources Manager

Town of Wayland

<TA Evaluation September 2019 Louise Miller final.docx>



OPEN MEETING LAW COMPLAINT FORM

Office of the Attorney General
One Ashburton Place
Boston, MA 02108

Please note that all fields are required unless otherwise noted.

Your Contact Information:

First Name: George

Last Name: Harris

Address: 8 Holiday Road

City: Wayland

State: MA

Zip Code: 01778

Phone Number: 5083582379

Ext. _____

Email: geoharris2@gmail.com

Organization or Media Affiliation (if any): None

Are you filing the complaint in your capacity as an individual, representative of an organization, or media?

(For statistical purposes only)

Individual

Organization

Media

Public Body that is the subject of this complaint:

City/Town

County

Regional/District

State

Name of Public Body (including city/
town, county or region, if applicable):

Wayland Board of Selectmen

Specific person(s), if any, you allege
committed the violation:

Date of alleged violation:

03/29/2021

Description of alleged violation:

Describe the alleged violation that this complaint is about. If you believe the alleged violation was intentional, please say so and include the reasons supporting your belief.

Note: This text field has a maximum of 3000 characters.

Please see attached statement (with 5 exhibits) for a full explanation.

There are two violation dates: 03/29/2021 and 12/09/2019.

What action do you want the public body to take in response to your complaint?

Note: This text field has a maximum of 500 characters.

Please see attached statement.

Review, sign, and submit your complaint

I. Disclosure of Your Complaint.

Public Record. Under most circumstances, your complaint, and any documents submitted with your complaint, is considered a public record and will be available to any member of the public upon request.

Publication to Website. As part of the Open Data Initiative, the AGO will publish to its website certain information regarding your complaint, including your name and the name of the public body. The AGO will not publish your contact information.


II. Consulting With a Private Attorney.

The AGO cannot give you legal advice and is not able to be your private attorney, but represents the public interest. If you have any questions concerning your individual legal rights or responsibilities you should contact a private attorney.

III. Submit Your Complaint to the Public Body.

The complaint must be filed first with the public body. If you have any questions, please contact the Division of Open Government by calling (617) 963-2540 or by email to openmeeting@state.ma.us.

By signing below, I acknowledge that I have read and understood the provisions above and certify that the information I have provided is true and correct to the best of my knowledge.

Signed: George H. Harris 

Date: 02/02/2022

From: **George Harris** geoharris2@gmail.com
Subject: Public Records Request
Date: January 12, 2022 at 3:05 PM
To: **Louise Miller** lmiller@wayland.ma.us

GH

Hi Louise,

At the Wayland Board of Selectmen's meeting on March 29, 2021, with regard to item "A3. Town Administrator Review: deliver and discuss final overview performance evaluation of Town Administrator," chair Cherry Karlson stated, "We followed the protocol that had been previously reviewed and approved by Town Counsel."

I am requesting a copy of that written protocol, as well as Town Counsel's approval of same and any commentary it may have provided. Thank you.

George

EXHIBIT 2

Exhibit 2 is an email from Wayland Town Counsel David C. Jenkins. This exhibit is being submitted as a separately forwarded email from Jenkins.

EXHIBIT 3

Exhibit 3 is an attachment (TA EVALUATION AND TRANSMITTAL) to the separately forwarded email from Town Counsel David C. Jenkins.



TOWN OF WAYLAND

41 COCHITUATE ROAD
WAYLAND, MASSACHUSETTS 01778

LOUISE L. E. MILLER
TOWN ADMINISTRATOR
TEL. (508) 358-3620
www.wayland.ma.us

BOARD OF SELECTMEN
LEA T. ANDERSON
MARY M. ANTES
THOMAS J. FAY
CHERRY C. KARLSON
DAVID V. WATKINS

Meeting Minutes
BOARD OF SELECTMEN
Monday, March 29, 2021
6:00 p.m.
Wayland Town Building
Council on Aging Room
41 Cochituate Road, Wayland, MA

Note: In compliance with the March 12, 2020 Massachusetts Office of the Governor's Order Suspending Certain Provisions of the Open Meeting Law M.G.L. Chapter 30A, Section 20, this meeting of the Board of Selectmen was live streamed on local broadcast on the WayCAM Government Channel and open to the public to view and participate via Zoom. No in-person attendance of members of the public was permitted. Public Comment was available by both telephone and Zoom during the designated time.

Attendance: Lea T. Anderson, Mary M. Antes, Thomas J. Fay, Cherry C. Karlson, David V. Watkins.

Also Present: Town Administrator Louise Miller, Assistant Town Administrator John Bugbee and Management Analyst Seath Crandall.

A1. Call to Order by Chair, Review the Agenda for the Public At 6:01 p.m., C. Karlson called the meeting of the Board of Selectmen to order when a quorum was present and reviewed the agenda. C. Karlson announced that the meeting would be broadcast and recorded by WayCAM in compliance with revised Open Meeting Law requirements and announced by full name each Board member who was present. C. Karlson announced that no in person attendance by members of the public would be permitted, provided a phone number for the public to call to offer comments and reviewed the procedure to participate via Zoom.

A2. Announcements and Public Comment There were no announcements from the Board.

Richard Turner, Nob Hill Road, and Chair of the Public Ceremonies Committee joined by teleconference to thank L. Miller for attending the ceremony for Vietnam War Veterans' Day that morning.

A3. Town Administrator Review: deliver and discuss final overview performance evaluation of Town Administrator C. Karlson outlined the review process that was conducted to evaluate L. Miller. Each Board member wrote comments and rated the Town Administrator in eight categories: Personal Characteristics, Professionalism, Public Relations/Communications, Board Support/Relations, Organizational Leadership/Personnel Management, Financial Management, Planning and Organization, and Achievement of Goals. Each Board member had the opportunity to meet with L. Miller individually to provide feedback.

The Board discussed L. Miller's performance over the review period. C. Karlson noted that the overall score was 4.4 on a 5 point scale, with the highest rating in the Financial Management category and the lowest in the Communications category. T. Fay commented that the written evaluation document provides a sense of the Board's view of the Town Administrator's performance. He remarked that Louise is honest, ethical, resilient, and creative. While he was not involved in hiring L. Miller, he sees why she was hired. He noted her background as an attorney, experience in the environmental area, and her ability to juggle many projects, such as the Covid response and the complicated River's Edge agreement.

M. Antes agreed with the previous comments and added that the Town is very fortunate to have L. Miller. M. Antes expressed concern about delegation; the Town has a good staff and volunteers who can help.

L. Anderson noted that the review was glowing and that comments were remarkably consistent from different members of the Board. She, too, noted that delegation to competent staff as a self-preservation tool is important. She noted the tremendous amount of work that gets done in the Town Administrator's office.

D. Watkins remarked that he is in a unique position as the newest selectman. He agreed with everything said and added that in setting goals, he is looking to manage up to avoid having L. Miller run out of bandwidth to do all that

is expected. D. Watkins suggested that the Board should identify what it means by good communication. While there is good information in packets, summaries would be helpful. He also mentioned that leadership means staff development, delegation, and relying on cross functional teams. He would like to understand policies around long term economic issues and also develop measurable goals for the Town Administrator.

C. Karlson thanked L. Miller for all the management and leadership around the Covid-19 response, having observed first hand the development of plans and the reliance on and interaction of Department Managers with L. Miller. She remarked that financial management and communication around the Covid response were excellent.

The Board signed off on the document.

A6. Consent: review and vote to approve

1. Vote the question of designating and approving signing authority to Louise Miller, Town Administrator on items listed below.
2. Vote the question of approving and signing the weekly payroll and expense warrants.
3. Vote the question of approving expenditure of \$644.84 from the Wayland COVID-19 Relief Fund.
4. Vote the question of approving and signing contract no. 18-2004 Task Order no. 3 Amendment no. 1 with Weston & Sampson Engineers, Inc. for South Landfill Redevelopment Project Preliminary Assessment.
5. Vote the question of approving and signing contract no. 18-2005 Task Order no. 16 with Tata and Howard for PFAS Engineering Assistance.
6. Vote the question of approving and signing notice of termination of Repurchase Agreement with Alta River's Edge LLC for parcel of land commonly known as 490 Boston Post Road, Wayland, Massachusetts.
7. Vote the question of approving invoice #136289 from Anderson & Kreiger in the amount of \$1,179.00 for legal services through November related to River's Edge.
8. Vote the question of approving invoice #136837 from Anderson & Kreiger in the amount of \$26,919.50 for legal services through January related to River's Edge.
9. Vote the question of approving invoice #137475 from Anderson & Kreiger in the amount of \$16,782.50 for legal services through February related to River's Edge.
10. Vote the question of approving invoice #137476 from Anderson & Kreiger in the amount of \$14,024.50 for legal services through February related to Appellate Tax Board Case.
11. Vote the question of approving and ratifying Town Administrator's signature on partnership grant agreement with Metropolitan Area Planning Council for Taxicab, Livery, and Hackney Transportation services.
12. Vote the question of designating and approving signing authority to Louise Miller, Town Administrator for the License Agreement with BOS Retail 1 LLC. For the Shared Streets Grant Application.

L. Anderson moved, seconded by M. Antes, to approve the Consent Calendar. Roll Call Vote: YEA: L. Anderson, M. Antes, T. Fay, C. Karlson, D. Watkins. NAY: none. ABSENT: none. ABSTAIN: none. Adopted 5-0.

A7. Correspondence The Board reviewed the correspondence in the packet, noting the Letter of Interest for a Host Community Agreement regarding Earth Well Farms, LLC's Proposed Medical Marijuana Treatment Center at 526 Boston Post Road, Wayland, Massachusetts.

A9. Topics Not Reasonably Anticipated by the Chair 48 Hours In Advance, If Any C. Karlson noted the Capital Stabilization Fund sources had been confirmed and included an increase of \$20,000.

A8. Selectmen's Reports and Concerns D. Watkins updated the Board on the work of the Cable Advisory Committee.

A4. Board Retreat: Board of Selectmen Goal Setting The Board participated in a goal setting retreat.

L. Miller provided a presentation and led the Board through a summary of the results from its prior year goal setting exercises. The 2021-2022 Goal Setting Questionnaire served as the outline for the discussion. Over several hours the Board discussed and determined goals for FY2021-FY2022. Discussion on the following topics included:

Leadership and Management: L. Miller began by reviewing for whom the Board develops policy and goals: the voters.

- The Board begins a process, by setting an example, motivating and inspiring, and making changes when needed.

**Board of Selectmen
Meeting Minutes
December 9, 2019
7:00 p.m.
Wayland Town Building
Selectmen's Meeting Room
41 Cochituate Road, Wayland**

Attendance: Lea T. Anderson, Mary M. Antes, Cherry C. Karlson, Thomas J. Fay, Douglas A. Levine
Also Present: Town Administrator Louise Miller, Assistant Town Administrator Elizabeth Doucette

A1. Call to Order by Chair C. Karlson called the meeting of the Board of Selectmen to order at 7:02 p.m. in the Selectmen's Meeting Room in the Wayland Town Building when a quorum was present, noted that the meeting will likely be broadcast and videotaped for later broadcast by WayCAM, and reviewed the agenda for the public.

A2. Announcements and Public Comment The ELVIS Committee is meeting Thursday at 7 p.m. and the State of the Town presentation will take place tomorrow night at 7 p.m.

Clifford Lewis, Claypit Hill Rd., asked what time CPC (Community Preservation Committee) applications were being discussed on the agenda.

A4. Annual Town Meeting and Annual Town Election 2020

- **Vote to open Town Election Warrant**
- **Vote to open Town Meeting Warrant from December 13, 2019 through January 15, 2020 at 4:30 p.m.**

L. Anderson moved, seconded by D. Levine, that the Board of Selectmen vote to open the Warrant for the Annual Town Meeting to begin on Sunday, April 5, 2020 at 1:00 p.m. in the Wayland High School Field House, and the Annual Election to be held on Tuesday, March 31, 2020 at designated polling places. The warrant for said Annual Town Meeting will be open from Friday, December 13, 2019, at 8:30 a.m., through Wednesday, January 15, 2020, at 4:30 p.m. In accordance with Chapter 36, Section 36-3 of the Code of the Town of Wayland, all articles for consideration and inclusion in said warrant shall be submitted to the Selectmen's Office in Wayland Town Building at 41 Cochituate Road, Wayland, Massachusetts by 4:30 p.m. on Wednesday, January 15, 2020 YEA: L. Anderson, M. Antes, T. Fay, C. Karlson, D. Levine. NAY: none. ABSENT: none. ABSTAIN: none. Adopted 5-0.

A17. Topics not reasonably anticipated by the Chair 48 hours in advance of the meeting, if any:
C. Karlson reported that the Finance Committee would like to move their warrant article workshop from Jan. 21 to Jan. 22. C. Karlson asked members if they were available.

T. Fay moved, seconded by D. Levine, that the Board of Selectmen vote that the Finance Committee's article workshop date be changed from Jan. 21, 2020 to Jan. 22, 2020 on the Annual Town Meeting Schedule. YEA: L. Anderson, M. Antes, T. Fay, D. Levine. NAY: C. Karlson. ABSENT: none. ABSTAIN: none. Adopted 4-1.

A3. Discussion and potential vote to authorize Elizabeth Doucette, Assistant Town Administrator, to sign a Substantial Amendment to the Annual Action Plan, allocating \$11,020 of HOME program funds for a Tenant-Based Rental Assistance program. Public Comment will be accepted during the meeting and will be accepted for a 30-day period, through January 30, 2020, via email to edoucette@wayland.ma.us or in writing to Elizabeth Doucette, Assistant Town Administrator, at 41 Cochituate Road, Wayland, MA 01778.

A10. TA Review: Deliver and discuss Town Administrator Louise Miller's evaluation C. Karlson reported that Board members and L. Miller have received a copy of the final composite evaluation, which is now considered a public document. She stated that the overall composite rating is a 4 ½ out of 5 and that the Board was uniform in its praise of L. Miller's work in this first year and feels fortunate to have her at the helm. C. Karlson opened up the discussion to Board members to comment individually.

D. Levine discussed the potential for growth in the public relations/communications area. He suggested that citizens need to be aware of the competing priorities that the Town Administrator, Town staff and committees have to juggle. He asked for a more robust on-line presence. T. Fay agreed with the positive review, noting L. Miller's skills regarding environmental issues, legal knowledge, temperament, and hard work. He noted that the office has to be staffed properly and thanked L. Miller for her dedication. L. Anderson said it has been a pleasure working with her and also noted that filling open positions is critical to the functioning of the Town. C. Karlson and M. Antes noted the positive changes regarding negotiations, employee moral, and hiring practices.

A11. Town Administrator's Report

1. **Community Preservation Act Applications** Requests were submitted for two playgrounds, as well as two options for each of the playgrounds (total resurfacing and accessible paths for wheelchairs). The Town received \$50,000 from the state to purchase more accessible playground equipment. The Library application includes making two entrance doors handicap accessible. Funding for the two entrance doors needs to be addressed even if the CPA funds are not granted. It is a safety issue for egress from the main floor for people in wheelchairs.
2. **Council on Aging/Community Center Building** RFP has been advertised and there have been two submissions so far. The RFP will be released soon. E. Doucette said it was advertised for at least a month. The different options are purchase of a building, purchase of land, or a lease.
3. **Loker Field Project Update** This item was already discussed.
4. **River's Edge Update** The Conservation Commission voted the issuance of their permit. The ZBA has scheduled the next hearing for December 17. It was noted that the Town's Safe Harbor expires on Jan. 15, 2020. We applied for a state grant for removal of soil for up to \$500k.
5. **Cass Litigation** This case has been resolved in its entirety. The Town is responsible for the payment of \$50,000.
6. **State of the Town Update** L. Miller and C. Karlson will be presenting tomorrow and taking questions.
7. **Cascade 40B Update** This is still in mediation and L. Miller asked for consent to proceed with Town Counsel to get the matter moving forward. It has been in mediation for a year. The Board agreed to let her proceed.
8. **MMA Annual Meeting** Schedule of activities is included in the packet.

L. Miller reported on an additional item that the Town has received 5 proposals for the Automatic Meter Reading (AMR) project.

A13. Review and potential vote of revised Community Preservation Act applications for Housing The Board reviewed the affordable housing CPA applications that have been revised by the Municipal Affordable Housing Trust. M. Antes reviewed the changes proposed by the Trust. C. Karlson noted that the Chair of the CPC is willing to look at amended applications.

T. Fay moved, seconded by L. Anderson, that the Board of Selectmen approve revisions to the CPC applications for housing set forth within the project application that is before us. YEA: L. Anderson, M. Antes, T. Fay, C. Karlson, D. Levine. NAY: none. ABSENT: none. ABSTAIN: none. Adopted 5-0.

From: **George Harris** geoharris2@gmail.com
Subject: Second Revised Public Records Request
Date: December 15, 2021 at 5:42 PM
To: Louise Miller lmill@wayland.ma.us



Hi Louise,

The request below replaces the revised Public Records request I sent yesterday (Dec. 14, 2021).

Any and all written communications (including electronic documents) during the period November 1, 2020 through April 30, 2021 between the Wayland Human Resources Department (including former manager Kathleen Buckley) and any member of the Wayland Board of Selectmen pertaining or related to the Board's announced performance evaluation of the Town Administrator. This includes, but is not limited to, any and all written composite or summary performance evaluation documents received by Board members from the Human Resources Department (including former manager Kathleen Buckley) and discussed, referenced, or otherwise used at the Board's March 29, 2021 open meeting.

Should you have any questions, please let me know.

Thank you.

George



January 28, 2022

Town of Wayland
Town Hall 41 Cochituate Road
Wayland MA 01778-2697

Dear Louise L.E. Miller:

Thank you for your participation in the Mass Cultural Council's Local Cultural Council Program. Communities like Wayland play a vital role in ensuring people across the Commonwealth have access to culture in their community.

Thanks to vigorous advocacy from our communities, the Legislature once again showed strong, bipartisan support for the Mass Cultural Council in the FY22 state budget. This allows us to continue to support local cultural councils across the Commonwealth.

Enclosed you will find the contract and scope of services for the Wayland Cultural Council's FY22 allocation of \$6,100.00. Please review these documents carefully and return the required paperwork to Tom Luongo, Fiscal Information and Compliance Officer, by February 11, 2022. For questions about the contract, please contact Tom at 617-858-2708 or thomas.luongo@art.state.ma.us.

Culture is ultimately about you. You play an integral role in creating and supporting a cultural life in Massachusetts that is vital, accessible, and thriving. Thank you for all that you do to elevate our rich cultural life in Massachusetts.

A handwritten signature in black ink that reads 'Nina Fialkow'.

Nina Fialkow
Chair

A handwritten signature in black ink that reads 'Michael J. Bobbitt'.

Michael J. Bobbitt
Executive Director

Contract Instructions

State Comptroller regulations require State Agencies to have a signed contract and signature authorization form on file for all transfers of funds from state to local accounts unless the agency is statutorily released from this mandate, which the Mass Cultural Council is not.

Instructions for completing the contract package:

1. **Standard Contract:** Print and sign the enclosed contract. We need the original copy with the "wet" signature. We cannot accept copies or scanned documents.
2. **The scope of services:** Defines how the funds are to be expended following Mass Cultural Council regulations, it is an attachment to the standard contract.
3. **Contractor Authorized Signatory Listing:** Download the form, complete it, print it and sign it. We need the original copy with the "wet" signature. We cannot accept copies or scanned documents. **You are not required to have it notarized - the second page of the document is optional.** https://www.macomptroller.org/wp-content/uploads/form_contractor-authorized-signatory-listing.pdf

All three documents should be returned via mail to me by February 11, 2022. Please mail to:
Mass Cultural Council
c/o Tom Luongo
10 Saint James Ave., 3rd Fl.
Boston, MA 02116

I will not be able to transfer the Local Cultural Council allocation until I have a completed contract package. If you or any of your staff have any questions, please feel free to contact me at 617/858-2708 or by email at thomas.luongo@art.state.ma.us.

Thank you very much,

Tom Luongo
Fiscal Information and Compliance Officer
617-858-2708
thomas.luongo@art.state.ma.us

COMMONWEALTH OF MASSACHUSETTS ~ STANDARD CONTRACT FORM



This form is jointly issued and published by the Office of the Comptroller (CTR), the Executive Office for Administration and Finance (ANF), and the Operational Services Division (OSD) as the default contract for all Commonwealth Departments when another form is not prescribed by regulation or policy. The Commonwealth deems void any changes made on or by attachment (in the form of addendum, engagement letters, contract forms or invoice terms) to the terms in this published form or to the [Standard Contract Form Instructions and Contractor Certifications](#), the [Commonwealth Terms and Conditions for Human and Social Services](#) or the [Commonwealth IT Terms and Conditions](#) which are incorporated by reference herein. Additional non-conflicting terms may be added by Attachment. Contractors are required to access published forms at CTR Forms: <https://www.macomptroller.org/forms>. Forms are also posted at OSD Forms: <https://www.mass.gov/lists/osd-forms>.

CONTRACTOR LEGAL NAME: Town of Wayland Wayland Cultural Council (and d/b/a):		COMMONWEALTH DEPARTMENT NAME: Massachusetts Cultural Council MMARS Department Code: ART	
Legal Address: (W-9, W-4): Town Hall 41 Cochituate Road Wayland MA 01778-2697		Business Mailing Address: 10 Saint James Ave., 3 rd Fl.	
Contract Manager: Louise L.E. Miller	Phone: 508-358-3620	Billing Address (if different):	
E-Mail: lmiller@wayland.ma.us	Fax:	Contract Manager: Tom Luongo	Phone: 617-858-2708
Contractor Vendor Code: VC6000192027		E-Mail: thomas.luongo@art.state.ma.us	Fax:
Vendor Code Address ID (e.g. "AD001"): AD001. (Note: The Address ID must be set up for EFT payments.)		MMARS Doc ID(s):	
<input checked="" type="checkbox"/> NEW CONTRACT		<input type="checkbox"/> CONTRACT AMENDMENT	
PROCUREMENT OR EXCEPTION TYPE: (Check one option only) <input type="checkbox"/> Statewide Contract (OSD or an OSD-designated Department) <input type="checkbox"/> Collective Purchase (Attach OSD approval, scope, budget) <input checked="" type="checkbox"/> Department Procurement (includes all Grants - 815 CMR 2.00) (Solicitation Notice or RFR, and Response or other procurement supporting documentation) <input type="checkbox"/> Emergency Contract (Attach justification for emergency, scope, budget) <input type="checkbox"/> Contract Employee (Attach Employment Status Form, scope, budget) <input type="checkbox"/> Other Procurement Exception (Attach authorizing language, legislation with specific exemption or earmark, and exception justification, scope and budget)		Enter Current Contract End Date <i>Prior</i> to Amendment: _____, 20____. Enter Amendment Amount: \$ _____. (or "no change") AMENDMENT TYPE: (Check one option only. Attach details of amendment changes.) <input type="checkbox"/> Amendment to Date, Scope or Budget (Attach updated scope and budget) <input type="checkbox"/> Interim Contract (Attach justification for Interim Contract and updated scope/budget) <input type="checkbox"/> Contract Employee (Attach any updates to scope or budget) <input type="checkbox"/> Other Procurement Exception (Attach authorizing language/justification and updated scope and budget)	
The Standard Contract Form Instructions and Contractor Certifications and the following Commonwealth Terms and Conditions document are incorporated by reference into this Contract and are legally binding: (Check ONE option): <input checked="" type="checkbox"/> Commonwealth Terms and Conditions <input type="checkbox"/> Commonwealth Terms and Conditions For Human and Social Services <input type="checkbox"/> Commonwealth IT Terms and Conditions			
COMPENSATION: (Check ONE option): The Department certifies that payments for authorized performance accepted in accordance with the terms of this Contract will be supported in the state accounting system by sufficient appropriations or other non-appropriated funds, subject to intercept for Commonwealth owed debts under 815 CMR 9.00 . <input type="checkbox"/> Rate Contract. (No Maximum Obligation) Attach details of all rates, units, calculations, conditions or terms and any changes if rates or terms are being amended.) <input checked="" type="checkbox"/> Maximum Obligation Contract. Enter total maximum obligation for total duration of this contract (or <i>new</i> total if Contract is being amended). \$6,100.00			
PROMPT PAYMENT DISCOUNTS (PPD): Commonwealth payments are issued through EFT 45 days from invoice receipt. Contractors requesting accelerated payments must identify a PPD as follows: Payment issued within 10 days ___% PPD; Payment issued within 15 days ___% PPD; Payment issued within 20 days ___% PPD; Payment issued within 30 days ___% PPD. If PPD percentages are left blank, identify reason: ___agree to standard 45 day cycle ___ statutory/legal or Ready Payments (M.G.L. c. 29, § 23A); ___ only initial payment (subsequent payments scheduled to support standard EFT 45 day payment cycle. See Prompt Pay Discounts Policy.)			
BRIEF DESCRIPTION OF CONTRACT PERFORMANCE or REASON FOR AMENDMENT: (Enter the Contract title, purpose, fiscal year(s) and a detailed description of the scope of performance or what is being amended for a Contract Amendment. Attach all supporting documentation and justifications.) Local Cultural Council Allocation for the Wayland Cultural Council			
ANTICIPATED START DATE: (Complete ONE option only) The Department and Contractor certify for this Contract, or Contract Amendment, that Contract obligations: <input type="checkbox"/> 1. may be incurred as of the Effective Date (latest signature date below) and no obligations have been incurred prior to the Effective Date. <input type="checkbox"/> 2. may be incurred as _____, 20____, a date LATER than the Effective Date below and no obligations have been incurred prior to the Effective Date. <input checked="" type="checkbox"/> 3. were incurred as of July 01, 2021 , a date PRIOR to the Effective Date below, and the parties agree that payments for any obligations incurred prior to the Effective Date are authorized to be made either as settlement payments or as authorized reimbursement payments, and that the details and circumstances of all obligations under this Contract are attached and incorporated into this Contract. Acceptance of payments forever releases the Commonwealth from further claims related to these obligations.			
CONTRACT END DATE: Contract performance shall terminate as of June 30, 2022 , with no new obligations being incurred after this date unless the Contract is properly amended, provided that the terms of this Contract and performance expectations and obligations shall survive its termination for the purpose of resolving any claim or dispute, for completing any negotiated terms and warranties, to allow any close out or transition performance, reporting, invoicing or final payments, or during any lapse between amendments.			
CERTIFICATIONS: Notwithstanding verbal or other representations by the parties, the " Effective Date " of this Contract or Amendment shall be the latest date that this Contract or Amendment has been executed by an authorized signatory of the Contractor, the Department, or a later Contract or Amendment Start Date specified above, subject to any required approvals. The Contractor certifies that they have accessed and reviewed all documents incorporated by reference as electronically published and the Contractor makes all certifications required under the Standard Contract Form Instructions and Contractor Certifications under the pains and penalties of perjury, and further agrees to provide any required documentation upon request to support compliance, and agrees that all terms governing performance of this Contract and doing business in Massachusetts are attached or incorporated by reference herein according to the following hierarchy of document precedence, the applicable Commonwealth Terms and Conditions, this Standard Contract Form, the Standard Contract Form Instructions and Contractor Certifications, the Request for Response (RFR) or other solicitation, the Contractor's Response (excluding any language stricken by a Department as unacceptable, and additional negotiated terms, provided that additional negotiated terms will take precedence over the relevant terms in the RFR and the Contractor's Response only if made using the process outlined in 801 CMR 21.07 , incorporated herein, provided that any amended RFR or Response terms result in best value, lower costs, or a more cost effective Contract.			
AUTHORIZING SIGNATURE FOR THE CONTRACTOR: X: _____ Date: _____ (Signature and Date Must Be Handwritten At Time of Signature) Print Name: _____ Print Title: _____		AUTHORIZING SIGNATURE FOR THE COMMONWEALTH: X: _____ Date: _____ (Signature and Date Must Be Handwritten At Time of Signature) Print Name: <u>David T. Slatery</u> Print Title: <u>Deputy Director</u>	

Scope of Services

The allocated amount or maximum obligation for the contracted city or town will be deposited in the local account for the local or regional cultural council, provided that the city or town:

- Maintain a revolving account for the local or regional cultural council as required by Massachusetts General Law, Chapter 10, Section 58
- Report on said fund annually by completing the Massachusetts Cultural Council's Local Cultural Council Account Form

The local or regional cultural council will expend the funds following the procedures outlined in the [Local Cultural Council Program Guidelines](#).

Contract Package Checklist

Please include this completed checklist as the cover letter of your contract package to ensure the package is complete and that payment can be made as quickly as possible.

Check off each following items to indicate they are in your completed package before mailing it to Mass Cultural Council:

- This Checklist:** Have you double check all the items on the list?
- Standard Contract Form:** Is it signed and dated? Does it have the "wet" signature? Does it include the attached scope of services page?
- Contractor Authorized Signatory Listing:** Is it signed and dated? Does it have the "wet" signature?

YOUR INITIALS: _____

WAYLAND POLICY REGARDING DISPLAY OF SIGNS ON PUBLIC LAND

Town Signboards

The Town of Wayland (“Town”) has made available four frames to display 4 feet by 8 feet signs to publicize events benefiting or open to Wayland residents. The frames are located on Route 20 at the Weston town line, Route 20 at the intersection of Routes 27 and 126, the intersection of Old Connecticut Path and Routes 126 and 27, and the Cochituate Fire Station at the corner of East Plain Street. The following procedures govern the use of these signboards.

1. Signboards may be reserved by contacting the Town Administrator’s office using the attached form. The Department of Public Works will be responsible for sign mounting. All requests for use of the signboard must be pre-approved by the Board of Selectmen.
2. Due to the demand for these signboards, priority is given as follows:
 - All elections and Town Meetings (note: per Town Code, signs are posted at least two weeks prior to elections and Town Meeting, and will remain posted until they are concluded; further, these uses preempt other reservations.)
 - Requests from Town departments
 - Wayland civic, nonprofit, and town-wide organizations
3. The usual display will be one week, from Monday to Monday. If there are no other requests, the display period may be extended, upon approval by the Town Administrator, for no longer than one additional week.
4. The Town is not responsible for loss or damage to the signs.
5. The Town shall fill the signboards with the Wayland Wayfinding representation, when that representation is chosen, when no signboards are reserved for use for the demands listed within paragraph two.
6. Signs intended for use on these signboards must fit to size (noted above), with sufficient mounting grommets (eyelets), when plywood signs are not used.

Sandwich Board Signs

When the Town's four signboards have already been reserved, town-wide civic and nonprofit organizations may request, in writing, permission from the Board of Selectmen to display sandwich/A-frame signs adjacent to the Town signboards. To be clear, any organization seeking to place a sandwich board must first confirm that all of the four town signboards are not available. The sandwich board signs must be placed so as not to obscure the Town signboards and secured in such a way that they are not displaced by wind. (Note: at the intersection of Old Connecticut Path and Routes 126 and 27 the signs may be placed on the land between Routes 126 and 27 heading south.)

Signs for events held outside of Wayland will only be considered for posting on Wayland Town property if requested by a Wayland resident. The same procedure for sandwich/A-frames described above must be followed.

A maximum of four sandwich board signs will be permitted on Town property for period of two weeks before the event (no more than one sign near each of the four town frames described above), and must be removed within 48 hours after the event. (If signs are not removed in a timely manner, permission may be denied in the future.)

Electronic Signboards

Through the Town Administrator, both the Department of Public Works and the Public Safety Departments display movable electronic signboards. These signboards are to be used only to notify the public for the purpose of effective Town operations, including emergency or public safety situations, or water conservation restrictions, and must be removed when the situation has been resolved, ideally no longer than seven (7) days.

H-Frame/Lawn Signs

Small, temporary, stick-in-the-ground signs, serve a variety of purposes. Such signs are often referred to as H-frame signs, and are typically, but not always, 24" x 18", and secured with 30" x 10" bases.

In accordance with MGL c. 266, sec. 126, H-frame/Lawn, or any signs, are not permitted on public property, including on road rights of way, without prior consent of the Board of Selectmen.

Regarding removal of such signs, that state statute reads: “Any word, device, trade mark, advertisement or notice which has been painted, put up or affixed within the limits of a highway in violation of this section shall be considered a public nuisance, and may be forthwith removed or obliterated and abated by any person.”

Under MGL c. 48, sec. 16, “highway” is defined as “any state road or land maintained by the department of highways of the commonwealth or any municipal or county maintained road, or private road other than a forest or woods road, of sufficient width to permit the simultaneous passage of two or more vehicles.”