

TABLE OF CONTENTS

1. OFFER TO PURCHASE
2. DISCLOSURE OF BENEFICIAL INTEREST FORM
3. CERTIFICATE OF PAYMENT OF TAXES
4. CERTIFICATE OF NON-COLLUSION
5. ANNUAL REPORT – HOME DEPOT
6. DEVELOPMENT TEAM, QUALIFICATIONS AND EXPERIENCE
7. REFERENCES
8. DEVELOPMENT PROGRAM & GENERAL OPERATIONS, PERMITTING APPROACH, PROJECT IMPACTS AND MITIGATION
9. PROPOSED SCHEMATIC SITE PLANS, ELEVATIONS, PERSPECTIVES AND SITE LINES
10. ADDENDUM MATERIALS

FINANCIAL BENEFITS PROPOSAL FOR ACTON BUSINESS CENTER –
PROVIDED SEPARATELY

Hand Delivered

January 20, 2005

Mr. Don P. Johnson
Town Manager
Acton Town Hall
472 Main Street
Acton, MA 01720

Re: Acton Business Center
Request for Proposals dated November 1, 2004

Dear Mr. Johnson,

We are pleased to submit our joint development proposal with Home Depot, U.S.A., Inc. for the development of the Acton Business Center. Enclosed you will find one original and five (5) copies of our proposal.

We believe there are many benefits to the Town of Acton from our proposed development, not the least of which is annual real estate taxes and job creation. We are also providing one-time economic benefits to the Town from the purchase price, mitigation proposal and by assuming the cost of capping the landfill.

We also believe that this project provides much needed services and goods to the community. Although there is a fair amount of retail shopping available in other parts of Acton, there are no major home improvement stores nearby. This project will also add a huge convenience to residents who now must travel some distance to meet these needs. Additionally, the supermarket will add competition and convenience to the local market.

We'd like to point out the graphic exhibits enclosed herein and invite you to examine the site lines from Route 2. Because of the proposed finished grades, the buildings will be mostly shielded from view corridors along Route 2. The main identifying feature of the project will be the site sign.

In closing, we'd like to point to our success in developing The Home Depot and Jordan's Furniture Store on the former Reading town landfill as a project that is consistent with the Commonwealth's efforts at Brownfields reclamation and smart growth. We look forward to the opportunity to work with the Town of Acton on this exciting project.

Sincerely,

Mark C. Dickinson
President

MCD:sjs

Cc: John Tascione, Home Depot USA
William O'Brien, Pinnacle Partners

INSERT:

DISCLOSURE OF BENEFICIAL INTEREST FORM

FINAL VERSION INSERTED REQUIRED FORMS FROM RFP PACKAGE – ONE SIGNED BY DICKINSON DEVELOPMENT CORP. AND ONE SIGNED BY HOME DEPOT U.S.A. INC.

INSERT:

CERTIFICATE OF PAYMENT OF TAXES

FINAL VERSION INSERTED REQUIRED FORMS FROM RFP PACKAGE – ONE SIGNED BY DICKINSON DEVELOPMENT CORP. AND ONE SIGNED BY HOME DEPOT U.S.A. INC.

INSERT:

CERTIFICATE OF NON-COLLUSION

***FINAL VERSION INSERTED REQUIRED FORMS FROM RFP PACKAGE – ONE
SIGNED BY DICKINSON DEVELOPMENT CORP. AND ONE SIGNED BY HOME
DEPOT U.S.A. INC.***

INSERT:

2003 ANNUAL REPORT – THE HOME DEPOT

NOTE: PRINTED FROM WEB

Development Team

Developer:

Dickinson Development Corporation
1266 Furnace Brook Parkway
Quincy, MA 02169
(617) 770-1955
Contact: Mark C. Dickinson

Co-Developer:

Home Depot U.S.A. Inc.
15 Dan Road
Canton, MA 02021
(617) 830-0492
Contact: John Tascione

Construction Project Manager:

The Pinnacle Companies
101 Campanelli Drive
Braintree, MA 02184
(617) 770-7700
Contact: William G. O'Brien

Environmental/Geotechnical Services:

Haley & Aldrich, Inc.
465 Medford Street
Suite 2200
Boston, MA 02129
(617) 886-7400
Contact: Paul P. Ozarowski, P.E.

Civil Engineering/Permitting:

Vanasse Hangen Brustlin, Inc.
101 Walnut Street
Watertown, MA 02471
(617) 924-1770
Contact: William J. Roache, P.E.

Landfill Closure Contractor/Site Contractor:

D.W. White Construction Company
867 Middle Street
Acushnet, MA 02743
(508) 763-8868
Contact: Mark White

QUALIFICATIONS AND EXPERIENCE

Developer: Dickinson Development Corp.
1266 Furnace Brook Parkway
Quincy, MA 02169
Phone: 617-770-1955
Fax: 617-770-1630
Mark C. Dickinson - Principal

Company Background

Dickinson Development Corporation is a commercial real estate development and project management consulting firm located in Quincy, Massachusetts with a regional office in Orlando, Florida. The firm was founded in 1980 by Mark C. Dickinson who has twenty five years of experience in the real estate development business. Dickinson Development's headquarters are located at 1266 Furnace Brook Parkway in Quincy, the former Willard School Building which the company sensitively and successfully redeveloped into a first class office building in 1984.

Dickinson Development is a full-service development firm comprised of development, construction, leasing, and property management professionals. Dickinson Development has a reputation for integrity and skill in the real estate development business, and has built numerous innovative commercial properties including urban high-rise office buildings, suburban office buildings, mixed-use retail/office properties, neighborhood retail centers, industrial properties, and build-to-suit projects. The company has built in excess of 1.5 million square feet of commercial in the last seventeen years. On each of these projects, Dickinson Development has served as developer for its own account or others, overseeing all aspects of the development process from initial site acquisition through construction administration and property management.

Relevant Skills and Experience

Dickinson Development Corporation has the qualifications and experience necessary to meet the Acton Business Center selection criteria as outlined in the RFP. Dickinson Development has developed numerous high quality office, retail, and other commercial projects since its inception in 1980. Its credentials include a successful track record in the following important tasks:

- negotiating scores of site acquisitions on behalf of its own, and clients', accounts
- coordinating large, multi-disciplinary teams of professionals
- collaborating with municipals, public/private entities and other third party clients in accomplishing joint development goals
- creatively financing large-scale, urban projects
- working cooperatively with neighborhood and community-based groups and individuals
- securing local zoning approvals for numerous projects

- developing architecturally attractive buildings which are sensitive to site concept, municipal/civic objectives, and tenant needs
- ensuring that large-scale construction projects are completed on time and within budget
- providing state of the art financial reporting and property management services for our own and other accounts

Description of Relevant Projects

Dickinson Development has developed properties primarily for its own account yet has also compiled a significant portfolio of development management projects with third - party entities including municipalities, private corporations, financial institutions, pension fund advisors, and others.

Dickinson Development was selected by the Town of Reading to develop the Town's former landfill into Walkers Brook Crossing, a 495,000 square foot retail center including a Home Depot, Jordan's Furniture, Staples, Linen's 'N' Things, and Macaroni Grill. Phase I of the project opened in the Fall of 2004, with Phase II scheduled to open this Summer of 2005.

In partnership with the City of Quincy, Dickinson Development developed 200 Newport Avenue, a 150,000 square foot, eight-story office building in North Quincy. This was a unique and complicated project involving the sub-leasing of air rights to Dickinson by the City who had acquired them from the MBTA at the North Quincy MBTA station. Later that year, Dickinson Development sold the building to State Street Bank. With this UDAG-assisted transaction, the City of Quincy, which had made no cash investment in the project, received \$2,000,000 profit from Dickinson Development. 200 Newport Avenue was truly an example of successful "public/private partnership". A selection of current and recent development assignments are included in our brochure.

Co-Developer: Home Depot U.S.A., Inc.
15 Dan Road,
Canton, MA 02021
Phone (617) 830-0492
Contact: John Tascione, Director of Real Estate, New England

Company Background:

The Home Depot was founded in 1978 in Atlanta, Georgia and has become the world's largest home improvement retailer operating more than 1,800 stores across North America including Canada and Mexico. Home Depot is the fastest growing retailer in United States history and was the first to reach \$30 billion, then \$40 billion and now \$60 billion in sales. The Company currently employs over 300,000 associates and over 22,000,000 people visit Home Depot stores every week.

From its beginning, Home Depot elected to self develop its stores and as a result owns the majority of its locations. In 1988, the Company expanded into the northeast market, opening stores in the New York and Boston metropolitan areas. In 1989, the Company officially established its Northeast Division with offices in South Plainfield, New Jersey. Currently Home Depot operates 145 retail stores in the Northern Division-New England Region, of which 39 are in Massachusetts.

Relevant Skills and Experience:

Expansion into markets such as the Northeast required the Company to consider the redevelopment of property that may have had a history of non-retail uses. As a direct result, Home Depot has been involved with a number of public/private partnerships, and brownfield projects, resulting in the construction of Home Depot retail stores with benefits to local governments. Examples of successful public/private partnerships in the Northeast include; the redevelopment of the New Rochelle, NY incinerator site, the redevelopment of the USEPA Raybestos Superfund site in Stratford, CT, and the recent redevelopment of the municipal landfill in Reading, MA.

In addition to successful public private partnerships, Home Depot has also been involved with the redevelopment of a number of "brownfields projects". Examples in New England include; the redevelopment of the Monsanto Company property in Everett, MA, redevelopment of the Black & Decker property in Derby, CT, development of the former Raython facility in Quincy, MA, and redevelopment of the former Tinkerman's Garage Superfund site in Londonderry, NH.

In addition to its work in the Northeast, Home Depot has also been involved with numerous brownfield projects in Pennsylvania, New York, New Jersey, Chicago, Michigan, Wisconsin, Texas, Florida, New Mexico, California, Hawaii, and other states.

Description of Relevant Projects:

Home Depot has a history, and significant experience, with the redevelopment of former landfills. The Company has developed stores on landfills in Evanston, IL, Delafield, WI, Southfield, MI, Orange, CT, and Reading, MA. The redevelopment of the Reading, landfill is worth noting due to its recent completion and similarities to the Acton project. The Reading project required significant participation and cooperation among public entities including the Massachusetts DEP, MassBusiness (the Reading project qualified for the Brownfields Redevelopment Access to Capital Program), the Massachusetts DOT, and the City of Reading, and the private development team. The same development team relied on for the successful project in Reading will be used for the Acton project.

PROJECT TEAM CONSULTANTS

Dickinson Development has assembled a multi-disciplined team of experienced professionals to assist with the development of Acton Business Center. Each team member was selected for its depth and breath of experience, particularly selecting consultants and contractors who have firsthand knowledge of the particulars of the Acton former landfill or have experience in similar type projects.

Listed below are brief qualifications for each of the team members:

OWNERS CONSTRUCTION MANAGER

Pincon, LLC
101 Campanelli Drive
Braintree, MA 02184
Contact: William G. O'Brien Phone: (617) 770-7700

Pincon, LLC of Braintree, Massachusetts is a full service construction company offering a full range of construction management services. What sets them apart from many other construction companies on the East Coast is their ability to provide construction services that save the customer significant time and money and result in a better quality project. Through detailed analysis, planning and supervision, Pincon anticipates issues before they become costly, time consuming problems.

Pincon, LLC has the in-house professional staff and experienced construction team to plan, execute, and oversee every step of the project, from preparing construction estimates for budgets, securing and analyzing subcontractor bids, preparing overall construction schedules, to coordination with other project team members, which may include Owner's, Owner's Representatives, Architects, and Engineers.

LANDFILL CLOSURE ENGINEER GEOTECHNICAL ENGINEER

Haley & Aldrich, Inc.
465 Medford Street, Suite 2200
Boston, MA 02129
Contact: Paul P. Ozarowski, P.E., LSP Phone#: (617) 886-7400

Haley & Aldrich, Inc. has nearly 50 years of national experience in geotechnical engineering and environmental consulting on thousands of development projects. They will provide Landfill Closure and Geotechnical Engineering services for the project. Their understanding of construction involving waste materials and creative approaches to integrating developments with landfill closure has resulted in the successful redevelopment of solid waste landfills for retail and office buildings, museums, schools,

athletic fields and parks. Some of their recent experience that is directly applicable to the redevelopment of the Acton Landfill includes:

- Walkers Brook Crossing (former Reading Landfill, 2000 to present), where Haley & Aldrich's geotechnical and landfill closure design expertise has been a key force in the most complex and significant landfill redevelopment project in New England to date. Haley & Aldrich designed ground improvements, the landfill cap, building foundations, gas protection for buildings, and mechanically-stabilized fill walls using MSW in the reinforced zones, and was the primary force for landfill closure and reuse permitting. The resulting design successfully integrated the landfill reuse and closure while protecting public health, safety, welfare and the environment.
- The University of Massachusetts New Campus Center (former City of Boston dump at Columbia Point, 1998-2004), where Haley & Aldrich provided geotechnical engineering for site development and building foundations, as well as systems for protection of the building against landfill gas intrusion and continuous gas venting. Haley & Aldrich also prepared the comprehensive landfill reuse permit application, and was the primary DEP liaison for this landfill reuse construction.

Their combined technical expertise in geo-environmental engineering, behavior and construction in solid waste, and permitting experience for landfill closure and reuse in Massachusetts, makes them uniquely qualified to address these challenges for the Acton Landfill closure and redevelopment.

*LAND PLANNING
CIVIL ENGINEER
TRAFFIC ENGINEER
WETLANDS SCIENTIST*

Vanasse Hangen Brustlin, Inc.

101 Walnut Street

Watertown, MA 02172

Contact: William J. Roache, P.E.

Phone: (617) 924-1770

Vanasse Hangen Brustlin, Inc. (VHB) has developed an integrated sector engineering practice that combines the development of public infrastructure improvements with private site development. As planners, engineers and scientists, VHB provides nationally recognized experts to plan and design mixed-use commercial, office and residential developments and integrate these developments with the regional infrastructure and environment for the benefit of the owners and the community.

With a staff of more than 650 professional engineers, planner, and scientists in 13 East Coast Offices, VHB's project experience and demonstrated abilities make them the firm of choice to execute large, complex, public/private projects in a way that exceeds expectation. Some of their recent experience that is directly applicable to the redevelopment of the Acton Landfill includes:

- Walkers Brook Crossing, Reading, Massachusetts - VHB provided survey, land planning, wetlands permitting, MEPA permitting, civil/site design and landscape architecture design services for the capping and redevelopment of the former Town of Reading landfill. VHB worked with Haley & Aldrich and other consultants to develop a cap grading plan that maintained all the solid waste on-site, provided clean corridors for utilities allowed development to occur above the cap. This design satisfied DEP that the integrated cap and development would meet their requirements landfill capping requirements. In addition, VHB worked with Dickinson Development to help the Town of Reading secure a \$1,800,000 Public Works Economic Development (PWED) grant to provide the necessary roadway improvements to accommodate the development and enhance the redevelopment potential for the areas surrounding the landfill. VHB designed and permitted the area roadway improvements and provided full-time construction inspection services.
- Former Industri-Plex Superfund Site, Woburn, Massachusetts – VHB was instrumental in bringing together a diverse group of local, state and private stakeholders and in developing a conceptual framework for reuse of the site. VHB's involvement continued through design, permitting and construction of the office and retail developments. an integral team member in bring to fruition a redevelopment of the former superfund site. VHB designed and permitting much of the office and retail development, as well as, the regional transportation center. VHB also designed and permitted the new interchange from Interstate 93 that services the Regional Transportation Center (RTC) and new developments, including the award-winning fly-over bridges. VHB worked closely with the environmental/geotechnical engineer to redesign the cap for the waste site, providing clean corridors and proper drainage to allow construction of the RTC. The successful completion of this project caused the area to experience a transformation from one of the most challenging superfund sites in the country to a thriving hub of commercial, office and transit development.

*LANDFILL CLOSURE CONTRACTOR
SITE CONTRACTOR
OFF-SITE CONTRACTOR*

**D.W. White Construction Co.
867 Middle Street
Acushnet, MA 02743**

D.W. White Construction Co. is a union site contractor with extensive experience in landfill closures, retail site development and roadway improvements.

Dickinson Development, having been involved in several complex site development projects with D.W. White, sought to bring their experience and expertise to this project.

Various representative projects completed by D.W. White include:

- Walkers Brook Crossing, Reading, MA – Engineer: Haley & Aldrich
- Town of Dartmouth Landfill Closure – Engineer: Camp, Dresser & McKee
- Crapo Hill - New Bedford/Dartmouth Landfill Closure - Engineer: Camp, Dresser and McKee
- SeMass Partnership/Carver Landfill Closure - Engineer: Smith & Maloney
- Rt 119 Reconstruction, Littleton, MA - Owner: Massachusetts Highway Department
- Shopping Center, Bellingham, MA - Owner: Boylston Construction
- Shaws Supermarket, Quincy, MA - Owner: Shaw's Supermarket

REFERENCES

1. Peter Hechenbleikner, Town Manager
Reading, Massachusetts
Phone: (781) 942-9043

Dickinson Development has worked closely with the Town of Reading over a 5-year period (2000-2005) to cap the Town's former landfill and complete a significant commercial project in conjunction with the closure including a Home Depot, a Jordan's Furniture, and 80,000 square feet of additional space. Phase I is complete and open while Phase II (approximately 75,000 square feet) is under construction and will open in August, 2005.

2. David C. Adams, Environmental Engineer
Solid Waste Management, D.E.P. Northeast Region
Phone: (617) 854-6677

Representatives from Dickinson Development, Haley & Aldrich, the Town of Reading, and D.E.P. Solid Waste have all worked together to ensure that the environmental aspects of the landfill capping process were met as well as maintaining the economic viability of the development project, Walkers Brook Crossing.

The complexities of the project required numerous modifications and clarifications to our D.E.P. Approved Closure Plans. Dave Adams, as D.E.P. Environmental Engineer, was the person responsible for the technical review of our submissions.

3. Mayor William Phelan, City of Quincy, Massachusetts
Former Mayors James Sheets and Francis McCauley
Phone: (617) 376-1990

In 1991 and 1992, Dickinson Development and Home Depot worked together on a successful Home Depot project in Quincy that had hazardous waste and access issues. Additionally, Dickinson worked closely with former Mayor and current City Councilor Frank McCauley to build a 150,000 square foot office building at the North Quincy MBTA Station in 1985 and has been active in other Quincy developments since that time.

TECHNICAL PROPOSAL

1. Development Program & General Operation

We believe the proposed development program is “highly advantageous” to the town of Acton. The project is developed entirely on the 17.75 acres offered for sale by the Town and requires minimal modification to the ongoing Town transfer station, DPW facility and existing storm water management facility.

Development Program

The proposed program for the Acton Business Center consists of approximately 211,000 s.f. of retail development including a 118,000± s.f. Home Depot store with a 28,000± s.f. garden center and a 65,000± supermarket. Parking will be provided for 770± cars. The Center will operate in accordance with the Acton zoning by-laws with respect to hours of operation. A Proposed Schematic Site Plan is included in Section 9. As shown, the buildings are oriented with the back toward Route 2, keeping truck loading and building noise away from the abutting residential neighborhood on Forest Road. This orientation also provides for better overall site access and circulation. Truck traffic will access the site only from Route 2 and proceed immediately to the rear of the buildings away from the adjacent residential neighborhood. It is also anticipated that the existing vegetative buffer along Forest Road will be maintained. It is important to note that this plan is based on limited available existing information and subject to change.

Site Improvements

Site improvements will include re-grading the existing landfill to accommodate the proposed development program, installation of a flexible membrane liner to cap the landfill, gas collection system as may be required by DEP, installation of utilities, site lighting, storm water collection and management systems and waste water disposal system.

Town Facilities

The Towns DPW facility will remain as is and essentially unaffected by the project. The Transfer Station will also remain but as shown on the site plan, the vehicular circulation will be modified. In addition, the existing Town Recycling Area will be relocated onto a portion of the 3.48 acre site owned by the town and restricted to “Public Use”.

Site Access

Access to the proposed development project will be provided by a new grade separated intersection on Route 2. A bridge and associated ramps, as shown on the Proposed Schematic Site Plan, will allow traffic to access and leave the site in both directions on Route 2, thereby mitigating the impact of potential U-Turn traffic on Route 2 and minimizing the potential for site traffic diversion through adjacent neighborhood streets.

2. Permitting Approach

We believe the proposed development is “highly advantageous” because the permitting approach is viable and has been successfully accomplished in the Town of Reading for the capping and redevelopment of the Reading Landfill.

Prior to beginning the permitting, the project team will conduct an extensive Due Diligence to identify site conditions and constraints, refinement of the development plan as well as, necessary state and local permits. Upon completion of the Due Diligence, the site would need to be re-zoned to allow the proposed use. Should the rezoning be successful, we anticipate moving forward with State and Local Permitting simultaneously.

Re-Zoning

The site is currently zoned R-2 Residential, which does **not** allow most business uses, including retail stores. In addition, Section 3.7 of the zoning bylaw lists prohibited uses, including “Retail Store larger than 60,000 sq.ft.” The project team would work closely with the Town to craft appropriate zoning that would allow the proposed development plan for the landfill, including retail buildings larger than 60,000 SF. Possible zoning modifications could include adding a modified version of an existing Business District; modifying and re-instituting a Planned Unit Development (PUD) option; or creating a new zoning overlay district.

Local Permits

Assuming a successful re-zoning, the proposed landfill capping and redevelopment will require approvals from several local boards, including the planning board, the conservation commission, the board of health and possibly (depending on the requirements of the new zoning) the zoning board of appeals. We anticipate requiring the following approvals:

Planning Board

Upon the successful rezoning, we anticipate that the proposed development would be reviewed by the Planning Board for Site Plan Approval. The project team will prepare a comprehensive Site Plan for the board’s review. The site plans will include layout and materials information, grading and drainage, utilities, landscaping, site lighting and site details. The site plan submission will also include a Storm Water Management Report and a Traffic Impact Study. Depending on the outcome of the rezoning, the development may need to seek relief from unresolved dimensional issues or other requirements in the new zoning.

Conservation Commission

During the anticipated due diligence period, the project team will have wetland scientists flag wetland resource areas in the vicinity of the site. Following the location of the wetland flags, the project team will file an Abbreviated Notice of Resource Area Delineation (ANRAD) with the Acton Conservation Commission

to establish the wetland resource area boundaries for this project. Based on a cursory review of available wetland data, it appears that some work will be located within the 100ft. buffer zone of Bordering Vegetated Wetlands, requiring the filing of a Notice of Intent (NOI). Following preliminary engineering of the proposed development site plans, an NOI will be filed with the Acton Conservation Commission and DEP. The NOI will be prepared in accordance with the Massachusetts Wetlands Protection Act, Chapter 131, s. 40, as amended and the Town of Acton Wetland Protection Bylaw. The NOI will include Site Plans, erosion and sedimentation control plans, compliance documentation for the DEP Storm Water Management Policy and any other pertinent materials.

Board of Health

As described above, we anticipate that a subsurface sewage disposal system, meeting the requirements of Title V (310 CMR 15.00) and the Town of Acton Board of Health will be required. In addition, the DEP Solid Waste Management Regulations (310 CMR 19.00) provides for local Board of Health notification and comment period during the landfill closure permit review by DEP.

State Permits

Prior to submitting any state permit application, the Town of Action will be provided copies of the application for review and comment.

MEPA Review

We anticipate that the capping and redevelopment of the Acton landfill will trigger one or more of the thresholds requiring review under the Massachusetts Environmental Policy Act (301 CMR 11.00). Because we intend to file state and local permits simultaneously, we plan to file an Expanded Environmental Notification Form (ENF), followed by a Single Environmental Impact Report (SEIR).

Massachusetts DEP

In order to cap and redevelop the landfill the project team must file a Landfill Closure and Post-Closure Reuse Plan (310 CMR 19.00) with DEP. We understand that an Initial Site Assessment (ISA) and Comprehensive Site Assessment (CSA) will be required by DEP. However, the Town has implemented substantial landfill assessment and groundwater monitoring over the past 25 years. Therefore, the team intends to utilize the existing information to the extent possible to satisfy DEP requirements for the ISA and CSA on an abbreviated schedule while verifying that human health, safety, welfare and the environment are protected. In addition, a Corrective Action Alternatives Analysis (CAAA) will be prepared to focus on issues required for final landfill closure and redevelopment. The landfill Closure and Post-Closure Reuse Plan will include design details for capping the landfill in accordance with DEP capping requirements. Landfill cap will be comprised of a flexible membrane liner, gas collection system, drainage layer and suitable cover material. Similar to the Reading Landfill, we anticipate that we will need to demonstrate design

equivalency in order to keep all the solid waste onsite below the cap and accommodate the development above the cap.

Massachusetts Highway Department (MHD)

Upon receipt of a MEPA certification the MHD would prepare a Section 61 Finding relative to the proposed roadway and infrastructure improvements required to mitigate any traffic impacts. In addition, the site is located directly adjacent to Route 2 and a Direct Highway Access Permit will be required for the development. It is anticipated that extensive interaction will be required with MHD to gain approval of the proposed site access improvements as well as other traffic mitigation that may be required on Route 2.

3. Project Impacts and Mitigation

Storm Water

Storm water runoff will be managed by a subsurface conveyance and detention system. The storm water management system will be designed to meet the requirements of the Massachusetts Department of Environmental Protection (DEP) Storm Water Management Policy. The storm water management system will be designed to maintain or reduce the peak rates of runoff, prevent increased flooding downstream of the site and remove at least 80% of the total suspended solids (TSS) from the runoff. We anticipate that storm water detention will be accommodated with subsurface detention, located below the parking lot. TSS removal would be accomplished through a combination of structural and non-structural best management practices (BMPs), such as pavement sweeping, deep sump/hooded catch basins and water quality units.

Based on the limited knowledge of the site and the proposed development program, it appears that the storm water management facilities for the transfer station and DPW facility will remain in tact. However, should there be a need to modify the plan, the DPW's drainage would be re-routed and managed according to the DEP Storm Water Management Policy.

Wetlands

Based on review of the plans provided in the RFP and available GIS databases, it appears that some of the landfill capping activities may be within close proximity of existing wetlands. Although it does not appear that any wetlands alterations will be necessary, the project will file a Notice of Intent with the Acton Conservation Commission and DEP. Should actual wetlands flagging show that there is a requirement for wetlands filling or alteration, appropriate permit applications will be prepared, along with designs for applicable wetland restoration and/or replication.

Utilities

All utilities servicing the proposed development will be constructed above the landfill cap per DEP requirements. In addition, utilities such as gas, electric, telecommunications and water will be designed with flexible connections to accommodate any anticipated landfill settlement.

Wastewater

We anticipate that the proposed development will generate less than 10,000 gallons per day and a subsurface sewage disposal system will be designed and constructed in accordance with Title V (310 CMR 15.00) and the Board of Health. The sewage disposal system would likely be located off the landfill cap in the area that the RFP identified at the eastern end of the 17.75 acre parcel. If designated, we would conduct deep-hole test pits in the area of the proposed leach field during the due diligence phase to determine the suitability of the disposal system location. Should the proposed development generate in excess of 10,000 gallons per day of wastewater or the soils have poor draining qualities, a package sewage treatment facility may be proposed, which would require a Groundwater Discharge Permit from DEP.

Construction Impacts

We believe that the proposed development is “highly advantageous” because this proposal clearly demonstrates that proposed mitigation measures for potential environmental impacts are acceptable and have been successfully implemented at similar development projects, such as the Reading Landfill. Mitigation measures will meet all regulatory thresholds and minimize the impacts of the proposed development on the Town.

A number of impacts may need to be mitigated during construction, such as noise, dust, odor, vectors, construction dewatering, truck traffic, erosion and sedimentation. We anticipate using methods similar to those employed during the capping and redevelopment of the Reading Landfill. Proposed construction impacts and mitigation are described below. The project team anticipates an approximate 15-month continuous construction period.

Noise

Noise impacts from construction activities are closely related to the phase of construction and the type and placement of construction equipment at the site. Construction noise during the daytime hours will have less impact at receptor locations because ambient noise is greater and tolerance towards noise is higher.

The development team will include the following mitigation measures:

- Scheduling of work during daytime hours,

- Using appropriate mufflers on all equipment and providing ongoing maintenance of intake and exhaust mufflers,
- Turning off idle equipment,
- Locating noisy equipment at locations that protect sensitive locations by shielding or distance, and
- Requiring truck operators to drive at low speeds on their way to and from the construction site.

Odors

As described below, some odors may be generated as a result of the waste relocation process. Relocation of waste is necessary prior to construction of the landfill cap to create the general site grading needed to construct the project. In order to prepare the site for capping and site development, the existing waste must be relocated and redistributed. Some odor could be generated during waste relocation as previously buried material is exposed to the atmosphere. However it should be noted that our experience in Reading resulted in minimal odors being generated from the landfill closure activity.

Waste relocation is a landfill closure activity which is subject to the review and approval of DEP in the Landfill Closure Plan. The details of waste relocation will be provided in the Landfill Closure Plan and project materials management specifications.

Mitigation of odor impacts generated during construction, if needed, can be accomplished by managing the amount of exposed refuse allowed at any given time. Exposed refuse can be covered with soil or synthetic cover at the end of each work day when refuse is moved on site, as appropriate, so that refuse is not exposed to the atmosphere overnight. Additional measures may include perimeter scent curtains if needed.

Dust

The construction of the project will generate dust. Dust emissions from construction activities will depend on such factors as the properties of the emitting surfaces, such as moisture content, meteorological variables, and construction practices employed. The most intensive dust generating activity typically will occur during site grading activities.

To reduce emissions of fugitive dust and minimize impacts on the local environment, the construction contractor will be required to implement appropriate mitigation measures including regular use of wetting agents to control and suppress dust on exposed land area and access roads, keeping trucks fully covered and periodic cleaning by street sweepers on affected access roads. Exposed areas susceptible to wind erosion will be mulched or seeded as early as feasible in the construction process to further reduce dust emissions. Areas of

exposed soils will be vegetated or paved as soon as practicable to minimize the length of exposure time.

Material Handling/Construction Waste

Construction debris will be disposed of in dumpsters located within the project site. As there are no buildings at the site, there will be no demolition in connection with the project.

Construction Dewatering

Based on the limited information, we anticipate that dewatering on this project will be minimal and localized (i.e. trenches, pits, etc.) and subject to DEP approval. Dewatering will be accomplished such that all construction operations are conducted in the dry. Sump pits and/or pumps will be maintained inside the limits of excavation to collect and discharge water. DEP will likely require periodic testing of the dewatering operation. In the event that dewatering results in the need to discharge water into existing storm drains, sedimentation devices will be used to filter water before it is discharged and water will be discharged in accordance with applicable regulatory criteria.

Traffic Maintenance During Construction of Off-Site Roadway Improvements

During the peak construction period, the scope of work will include site and roadway construction. Roadway construction will be conducted in accordance with an approved traffic management plan so as to maintain existing vehicular traffic movements.

As part of the traffic mitigation plan for the project, the proponent will install and maintain specific traffic controls, including signing, pavement markings, traffic drums and illuminated flashing arrow signs. Many of these items will be placed and moved throughout the construction of the roadway. The MHD will likely monitor activities and receive information from the construction manager to assure that construction activities are clearly delineated and pose no safety hazard to the public.

Closing and shifting traffic lanes due to construction activities will be described in detail in the traffic management plan. Police details will be present throughout the duration of the roadway construction and as needed for construction access to the site. Any changes in traffic patterns, such as lane shifts and lane closings associated with the various stages of construction will occur during off peak hours so as to minimize confusion and congestion.

The construction plans will also include suggested construction sequencing plans outlining the phases of work needed to complete the project while maintaining existing traffic patterns. The off-site roadway improvements will be constructed continuously and sequenced in phases developed with the goal of maximizing the work effort while maintaining normal traffic patterns.

Construction Trip Generation

Truck traffic will vary throughout the construction period, depending on the activity. Truck traffic will be required to use Route 2 to access and exit the site. Contractors and subcontractors will be instructed on the appropriate routes to use within the Town of Acton to avoid impacts to residential roadways.

Pest Control

The development team will submit a pest control plan to the Acton Board of Health for approval prior to construction. The team will develop a control program prior to commencing construction to assure compliance with all applicable laws.

Stormwater Control

The construction activities at this site will require the filing of a Notice of Intent with the U.S. EPA for construction activities under the National Pollutant Discharge Elimination System (NPDES). As a requirement of the NPDES, a site specific Storm Water Pollution Prevention Plan (SWPPP) will be required. The SWPPP will include a description of the erosion and sedimentation controls that the contractor will employ during construction. These temporary erosion and runoff controls will be employed during construction to attenuate erosion and the effects of runoff. Temporary measures may include the use of berms, channels, stilling basins, mulching, haybale and silt fencing.

Aesthetics

The project will use architecture, landscaping, lighting and natural barriers to provide an aesthetically pleasing development that will minimize impacts to the neighbors or Route 2 view corridors. The development team will work with the appropriate Town Boards/Staff to develop the project architecture in a style that is in keeping with the character of the Town of the Acton. Although landscaping is difficult to construct on top of a landfill cap, the development team will work closely with DEP and the Town to develop an appropriate landscaping plan to enhance the aesthetics of the site. The project team will use lighting that will minimize penetrations to the landfill cap but also prevent spill over impacts to the abutting neighbors. Where possible, natural barriers will be maintained and supplemental vegetation will be added, particularly in the area of the Forest Street and Hosmer Street neighbors.

4. Traffic and Access

We believe that the proposed development is “highly advantageous” because the traffic impacts from the proposed development will not interfere with ongoing Town operations at the DPW facility and/or will improve traffic flows on Route 2. The proposed development will be designed to provide shared access from Route 2 to both the development and the Town’s transfer station and DPW facility, thereby improving the

access from Route 2 to the transfer station. In addition, the grade separated driveway will allow access to the site without impeding traffic flow on Route 2.

Based on information contained in the Institute of Transportation Engineers (ITE) Trip Generation, the proposed Acton Business Center development will attract approximately 4000 new cars to site on a typical weekday. Approximately 10% of these will occur during the weekday evening peak hour. As a retail development, traffic during the morning peak hour will be minimal

Traffic coming to the site will use a number of different routes to arrive and depart from the project. The overwhelming majority of traffic (approximately 80%) will use Route 2 from either west of Taylor Road or east of Hosmer Street . A small amount of traffic will approach the site using local roadways. However, the proposed access plan requires all traffic to access and exit the site via Route 2.

When arriving at the site from the west, the current site access requires drivers to either reverse direction at the Concord Rotary or to seek out other streets (such as Hosmer Street and Wetherbee Street) to arrive along Route 2 east of the site. Similarly, drivers exiting the site currently need to reverse direction at the Piper Road/Taylor Road intersection to return east.

For this reason, the access to the site has been designed to provide simple and direct access into and out of the site via Route 2 in both directions. Through a grade-separated access driveway (previously shown on Figure__), funded entirely at the expense of the developer, the need for drivers to reverse direction at Piper Street and Taylor Road and/or to seek local streets to arrive or depart from this site is eliminated. Traffic approaching from the west will use a new ramp and bridge over Route 2 to access the site. Similarly traffic exiting the site will use the bridge and a new ramp to Route 2 eastbound to head east. The existing right turn in and out movements on Route 2 westbound will be incorporated into the new design. While this project will marginally increase the volume of traffic along Route 2, the design will mitigate any potential operations impacts along the corridor.

5. Proposal's Compatibility with the Existing Landfill:

Our proposal for a retail development on an existing landfill is both feasible and economically viable, as evidenced by the Walkers Brook Crossing Project in Reading, MA, where the Town of Reading selected Dickinson Development Corp. to transform the 33-acre former Town landfill in a retail complex.

Dickinson Development Corp. and its project team proceeded to plan, design, and permit the landfill reuse under the new development plan which included capping and closure of the landfill and development of an approximately 150,000sf retail building footprint housing a Home Depot on the lower level and a Jordan's Furniture on the upper level. Access to both stores takes advantage of a grade change between the southern,

lower level portion and the northern, upper portion of the site. Retaining walls are utilized for major grade separations. Phase I, completed in October, 2004, also includes construction of a Chili's Restaurant, as well as other site infrastructure such as utilities, storm water management systems, and a gas collection system.

Dickinson Development Corp. proposes to retain the services of the Reading Project Team to complete the Acton Business Center. The expertise and experience of that the team members gained in Reading will prove invaluable in assessing and resolving the many issues which arise in developing on a landfill.

As designed, our proposed development is very compatible with the existing DPW facilities, transfer station and recycling center. The proposal will allow the Town of Acton to maintain public access to the existing transfer station and relocated recycling center and will not impact the existing DPW facility.

6. Preliminary Project Schedule

Based upon the information in the RFP we anticipate the following schedule:

<u>TASK COMPLETED</u>	<u>DATE STARTED</u>	<u>DATE</u>
• Town of Acton selects Dickinson Development as developer of Acton Business Center		4/05
• Rezone property before Town Meeting/Acton	2/05	4/05
• Initial Site assessment	5/05	7/05
• Comprehensive Site Assessment for Landfill Closure (DEP)	8/05	1/06
• Corrective Action Alternatives Analysis (DEP)	1/06	6/06
• M.E.P.A.	10/05	8/06
• Local Permit Filings – Town of Acton	3/06	8/06
• MHD. Access Permit/Section 61 (MHD)	8/06	12/06
• Offsite Traffic Improvements (MHD)	10/05	10/06
• Landfill Closure Design (DEP)	6/06	9/06

- Development Construction 10/06 12/07
- Offsite Construction 10/06 12/07
- Home Depot and Supermarket open 12/07

7. Outline of Town Responsibilities

- Actively work with the developer to define an appropriate zoning strategy to allow proposed development
- Obtain support for rezoning from Selectmen and other necessary boards
- As owner of the property, all filings for permits will need to be in the Town's name until closing
- Neighborhood meetings will be need to be initiated and coordinated by the Town
- Provide all permits and plans currently held by the Town
- Provide access to Town's consultants who have knowledge of the landfill.
- Cooperate with the Developer to investigate and obtain, as may be available, grants or funding from the State or other sources towards the cost of capping of the landfill (e.g. Brownfield Redevelopment Access to Capital Program, Water Pollution Abatement Revolving Loan Program¹)

8. Identification of Developer

This is a joint development proposal from the Home Depot and Dickinson Development Corporation. It is anticipated that a new legal entity will be created by the parties to take title to the property at the time of closing with the Town of Acton.

9. Conflict of Interest

The development partners have no conflicts of interest with the implementation of the proposed project.

¹ M.G.L, Chapter 29C has be amended to authorize loans to cap and close landfills

10. Exceptions to Request for Proposal dated November 1, 2004

- As financial assurance for the cost of the landfill capping, Developer will provide a Letter of Credit in the amount required by DEP for the Closure Financial Assurance Mechanism.
- A separate financial guarantee for the construction will not be provided, since a letter of credit will be provided for the DEP Closure FAM.
- Owners anticipate that they will carry or cause to be carried the requested insurance during construction as may be commercially available, however additional investigation is needed regarding the requested parties to be named or additional insureds. Note that policies may be written with varying per occurrence base limits and some parties may self-insure as approved by State regulations.
- Additional exceptions are noted in the Offer to Purchase and Proposed Comments to the Purchase and Sale Agreement

INSERT AS ADDENDUM MATERIALS:

DICKINSON DEVELOPMENT BROCHURE

ARTICLES:

REJOURNAL.COM SEPTEMBER 24-30, 2004 "HOME DEPOT FIRST TO OPEN AT CROSSING AT WALKERS BROOK"

GLOBE ST.COM UPDATE: "DICKINSON CLOSES DEAL WITH HOME DEPOT, JORDAN'S FURNITURE". JANUARY 4, 2005

BOSTON GLOBE: "OLD LANDFILL'S NEW LIFE BEGINNING TO EMERGE", JANUARY 31, 2004.

BOSTON GLOBE: "END OF LANDFILL IMPASSE MAY BE IN SIGHT", MARCH 10, 2002.