

Approved 6/27/2022

Town of Chelmsford Select Board Minutes  
Town Offices, Room 204  
50 Billerica Rd.  
Chelmsford, MA 01824

Select Board Open Session Minutes  
June 2, 2022

**Attending:**

Virginia Crocker Timmins, Chair  
Kenneth Lefebvre, Vice Chair  
George Dixon, Clerk  
Mark Carota, Board Member  
Patricia Wojtas, Board Member

Paul Cohen, Town Manager  
Paul Haverly, Town Counsel

Chair Timmins called the meeting to order at 3:30pm.

**ADJOURN TO EXECUTIVE SESSION NOT TO RETURN TO OPEN SESSION:**

Vice Chair Lefebvre motioned to adjourn to Executive Session not to return to open session to: Consider the Purchase of Real Property: 1 Billerica Road / 44 Central Square. Clerk Dixon seconded the motion.

Role Call Vote:

Board Member Carota: **Aye**  
Clerk Dixon: **Aye**  
Vice Chair Lefebvre: **Aye**  
Board Member Wojtas: **Aye**  
Chair Timmins: **Aye**

Motion passed **5-0**.

Respectfully submitted,

Virginia Crocker Timmins  
Select Board Chair

Town of Chelmsford Select Board Minutes  
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**Executive Session Minutes**  
June 2, 2022

**Attending:**

Virginia Crocker Timmins, Chair  
Kenneth Lefebvre, Vice Chair  
George Dixon, Clerk  
Mark Carota, Board Member  
Patricia Wojtas, Board Member

Paul Cohen, Town Manager  
Paul Haverty, Town Counsel

Note: Supporting Documents for this meeting are available at the Town Manager's office, 50 Billerica Road, Chelmsford MA.

Chair Timmins called the Executive Session to order at 3:30 pm. The purpose of the Executive Session was to Consider the Purchase of Real Property at 1 Billerica Road / 44 Central Square.

Following the Select Board's May 23, 2022 Executive Session, Attorney Haverty presented the requests to the seller's attorney to convey the Downgradient Status Property opinion (DSP) to the Town and to assume future environmental liability contingent on the Town restricting its use of the property to a parking lot.

The seller's representative communicated via email to Attorney Haverty that they would agree to modify the DSP but providing an indemnity for future environmental liability was not acceptable to them. The rationale included MassDEP's clear identification of third party(s) responsible for the site contamination and the intention to dissolve the S-BNK Chelmsford Central LLC seller's entity after the sale of the property.

Attorney Haverty advised that under Massachusetts General Law 21E, the Town would have the future ability, if needed, to work through the chain of title to previous party(s) responsible for the contamination. Attorney Haverty reminded the Board that the DSP opinion is not yet audited by MassDEP and is therefore not yet closed by MassDEP. It is not under dispute, but it has not been acknowledged either. There is no way to know if MassDEP will ever provide closure on this matter. The Town's Licensed Site Professional, Paul McKinlay from Weston & Sampson, previously advised the Board that there is minimal risk of contaminant exposure at the surface and that the real risk and disposal costs would manifest if the subsurface layers of the property were disturbed.

The seller agreed to a one-week extension to close on the Purchase of Sale with a new deadline of June 9, 2022.

Discussion by the participants included:

- Whether there are other potential contamination contributors on the downgradient property from other directions. We don't know anything more than what MassDEP and current documents have previously stated.
- Whether there is anything else the Town can do under General Law 21E with the third parties responsible for the contamination. This is under the jurisdiction of MassDEP.

- Whether we would be tying a future Board to an unintended consequence if the property were to be developed in the future. If there were a future development, the Town would not be the responsible party. The Town would sell the property to a developer and the developer would take on the liability and expense associated with contaminant remediation.
- From a precedent standpoint, there has never been any pressure to use the Vinal Square parking lot as anything but a parking lot. Town residents have had no appetite for further development of the Billerica Road/Central Square parcel.
- Chair Timmins polled the participants. All those present were in favor of proceeding with the Purchase & Sale with conveyance of the DPS opinion to the Town.

**Motion:**

Vice Chair Lefebvre motioned to authorize Attorney Haverty to proceed with the Purchase & Sale of the property at 1 Billerica Road / 44 Central Square. Clerk Dixon seconded the motion;

Roll Call Vote:

Board Member Carota: **Aye**  
Clerk Dixon: **Aye**  
Vice Chair Lefebvre: **Aye**  
Board Member Wojtas: **Aye**  
Chair Timmins: **Aye**

Motion passed **5-0**.

**Motion:**

Vice Chair Lefebvre motioned to adjourn at 3:48pm. Clerk Dixon seconded the motion;

Roll Call Vote:

Board Member Carota: **Aye**  
Clerk Dixon: **Aye**  
Vice Chair Lefebvre: **Aye**  
Board Member Wojtas: **Aye**  
Chair Timmins: **Aye**

Motion passed **5-0**.

Respectfully submitted,

Virginia Crocker Timmins  
Select Board Chair

**Supporting Documents:**

- June 1, 2022 Email from Town Manager Paul Cohen to Select Board, Subject "FW: 1 Billerica Road/44 Central Square" (Response to contingencies requested)
- Attachment in above 06.01.2022 email - May 19, 2022 "Phase 1 Environmental Assessment 1 Billerica Road/44 Central Square Chelmsford, Massachusetts" from Weston & Sampson (Jill Murphy Read and Paul McKinlay) to Town Counsel Paul Haverty
- June 2, 2022 Email from Town Manager Paul Cohen to Select Board, Subject "Fwd: Town of Chelmsford – 1 Billerica Road/44 Central Square" (Response to Purchase & Sale extension request)
- Attachment in above 06.02.2022 email – "Extension – 1 Billerica Chelmsford" document