



April 4, 2014

The Honorable Board of Selectmen
The Town of Abington
500 Gliniewicz Way
Abington, MA 02351

The Honorable Board of Selectmen
The Town of Rockland
242 Union Street
Rockland, MA 02370

The Honorable Town Council
The Town of Weymouth
75 Middle Street
Weymouth, MA 02189

The Honorable Mayor Susan M. Kay
The Town of Weymouth
75 Middle Street
Weymouth, MA 02189

Dear Honorable Members of the Board, Members of the Town Council and Mayor Kay:

Please find attached the revised draft legislation relative to the structure of South Shore Tri-Town Development Corporation (SSTTDC). We have included in this package a *clean* copy of the draft for each of you and for all of the Members of the Board and Town Council which includes all of the amendments that the Towns have requested and a Section by Section analysis.

The following is a list of issues and amendments requested by the Towns during the numerous public meetings and forums regarding this topic and the reference for where each is resolved in the revised enabling legislation.

1. Restore Control of Zoning to each Town – Section 4(s)
2. Senior Housing Minimum – Section 4(ll)
3. Consent of Weymouth Town Council for Weymouth SSTTDC Board Members – Section 9(a)(iii)
4. SSTTDC Board voting requirements and quorum - Section 9(d)
5. SSTTDC Board Member Residency Requirement – Section 9(f)
6. Option to Increase Senior Housing Development – Section 14(b)(1)
7. Recreation Amenities - Section 14(b)(4)
8. Zoning Changes – Section 14(c)
9. Existing Permits - Section 14(k)
10. Development and Disposition Agreement (DDA) – Section 15
11. SSTTDC Retains Tax Abatement Responsibility and Cost - Section 18(g)
12. Taxing and Assessing Transition – Section 19(a)
13. Proposition 2-1/2 and Tri-Town Buffer – Section 19(a)
14. Land and Improvements Considered “New Growth” FY’15 – Section 19(a)
15. Exclusion of Waste Collection from Municipal Services – Section 19(b)
16. Municipality Acceptance of Public Ways – Section 19(c)
17. Revision of Services and Tax Revenue if Parkway Agreement does not occur – Section 19(e)
18. 2010 Infrastructure Bond – Section 20(g) (deleted) – Section 19(a)
19. Calculation of Eligible Housing Units – Section 32
20. Phase II Parkway Funding – Section 34

26 Memorial Grove Avenue
South Weymouth, MA 02190

Telephone 617.249.1100
Facsimile 617.472.4580

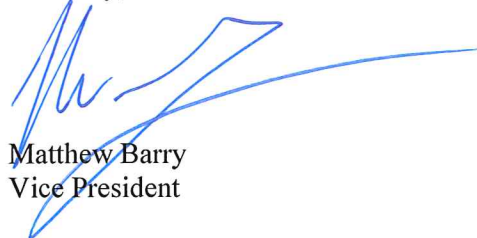
The fundamental vision of the master planned community known as SouthField is not affected by our recommendations. The draft legislation specifically does not change the following fundamental elements of SouthField:

- a. There is no change to residential maximum of 2,855 housing units
- b. There is no change to the commercial development maximum of 2,000,000 square feet
- c. There is no change to zoning. The zoning bylaws adopted by the communities in 2005 which govern the location, density and areas of all residential, commercial, open space, amenities and recreational elements at SouthField are in no way affected by this proposal.
- d. The proposal does not change plans for a downtown, mixed use village center, the transit orientation or smart growth objective of the SouthField vision.
- e. All permitting requirements that have been stipulated by the Massachusetts Environmental Policy Act (MEPA,) including all on and off site improvements and traffic mitigation measures are in no way affected by these recommendations.
- f. We, the developer, will continue to pay the Host Community Fees.

We are mindful that the current Massachusetts legislative session draws to a close at the end of July. We cannot overstate the importance of a legislative reform solution being enacted during this time frame as necessary for the integrity of this project.

We are grateful to each of you for the time you have dedicated to this effort, the issues you have raised and the amendments you have proposed. The revised legislation is the culmination of a collaborative effort between us and the three Towns which provides solutions to the issues that have stalled development at SouthField and maximizes the benefit to each Town. We look forward to continuing this collaboration for the next ten, fifteen or more years and are confident this endeavor will provide generational opportunities to each town, the South Shore and the Commonwealth.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Matthew Barry', with a long horizontal flourish extending to the right.

Matthew Barry
Vice President

cc: South Shore Tri-Town Development Corporation
SouthField Neighborhood Association

26 Memorial Grove Avenue
South Weymouth, MA 02190

Telephone 617.249.1100
Facsimile 617.472.4580

www.starwoodcapital.com

SECTION XX. Section 37 of Chapter 303 of the acts of 2008 is hereby amended by striking out sections 1 to 36, inclusive, and inserting in place thereof the following 34 sections:

Whereas, the deferred operation of this act would tend to defeat its purpose, which is to forthwith enhance economic development and improve the general welfare of the area comprising the former Naval Air Station in South Weymouth and its environs, therefore it is hereby declared to be an emergency law, necessary for the immediate preservation of the public convenience.

Section 1. It is hereby found that the closure of the Naval Air Station hereinafter referred to as NAS South Weymouth, by the United States Government in September of 1997 has been and continues to be detrimental to the economic welfare of the citizens of the commonwealth and, in particular, the towns of Abington and Rockland and the city known as the town of Weymouth, hereinafter referred to as the town of Weymouth. The closure of this military installation imposes upon the commonwealth and its citizens an increased fiscal burden in addition to that incurred by the commonwealth on account of the closure of various other military installations in the commonwealth. It is further found that the full redevelopment of NAS South Weymouth remains essential for the benefit of the towns of Abington, Rockland and Weymouth, the region and the commonwealth, but has been hindered by a combination of economic, legal, governance and structural forces that cannot be addressed effectively pursuant to the original South Shore Tri-Town Development Corporation Enabling Act (Chapter 301 of the Acts of 1998, as amended and restated by Section 37 of Chapter 303 of the Acts of 1998). It is further found that the problems inherent in said original act can be addressed in part through a reconstitution of the South Shore Tri-Town Development Corporation's (SSTDC) board of directors, a reinforcement of municipal control over land-use and development decisions affecting each of the three towns (Abington, Rockland and Weymouth) that constitute NAS South Weymouth, and a stronger alignment of interests between SSTDC, the towns, and the master developer (as defined herein). Therefore, it is the purpose of this act to promote the expeditious and orderly conversion and redevelopment of NAS South Weymouth for nonmilitary purposes, including, but not limited to, commercial, housing, industrial, institutional, educational, governmental, recreational, conservation or manufacturing uses in order to prevent blight, economic dislocation and additional unemployment, and to aid and strengthen the local economy, the regional economy and the economy of the commonwealth. In order to achieve these objectives, it is deemed necessary and appropriate to continue with certain modification the existence of SSTDC as a public corporation with full powers and authority to carry out the purposes of this act.

Section 2. It shall be the goal of this act to promote the expeditious acquisition and redevelopment of NAS South Weymouth while addressing the economic, social and environmental needs of the region. The redevelopment is designed to minimize and mitigate negative off-base impacts on the area such as those on water resources, air quality, traffic and noise, and to limit the impacts to those necessary to achieve community reuse goals and objectives. The redevelopment shall be integrated with the United States government's cleanup of hazardous materials on the base to ensure effective, expeditious and efficient environmental remediation and protection of public health and welfare in accordance with federal and state law and regulation.

Section 3. There is hereby created a body politic and corporate, to be known as South Shore Tri-Town Development Corporation, to carry out this act. The corporation is hereby deemed to be a public instrumentality, and the exercise by the corporation of the powers conferred by this act shall be deemed and held to be the performance of public functions. The corporation shall be included within the definition of a “local governmental unit”, as defined in section 1 of chapter 29C of the General Laws, and its bonds and notes shall be included within the definition of “local governmental obligations”, as defined in said section 1 of said chapter 29C. The corporation shall be included within the definition of a “governmental entity” for purposes of owning public infrastructure improvements pursuant to chapter 293 of the acts of 2006. The corporation shall be an “eligible applicant” and a municipality for the purposes of the General Laws and the corporation, the town of Rockland, and the town of Weymouth shall be eligible for any financial or other assistance from the Massachusetts School Building Authority and the Massachusetts Department of Transportation pursuant to chapter 90 of the General Laws.

To achieve its primary purpose of securing the redevelopment of NAS South Weymouth to the greatest benefit of the towns of Abington, Rockland and Weymouth, the corporation shall be guided in its financing activities with the goal of maximizing the fiscal benefit to the towns stemming from the redevelopment from a long term perspective. The corporation, during its existence, shall attempt to pursue the redevelopment of the underutilized land within NAS South Weymouth in a manner that maximizes the opportunity, over the lifetime of the Project, for generating revenue for the towns that exceeds the costs that the towns incur for the provision of those municipal services that the towns are obligated to provide to NAS South Weymouth pursuant to this act. The corporation shall, to the maximum extent feasible and consistent with the zoning by-laws, dispose of all of the property within the NAS South Weymouth Redevelopment Area through sale or other transfer prior to said corporation's termination as provided in section 33.

Section 4. As used in this act, the following words shall, unless the context requires otherwise, have the following meanings:

- (a) “Abington appointee,” the member of the board appointed by the town of Abington.
- (b) “Affordable and workforce housing plan,” the Affordable and Workforce Housing Plan for NAS South Weymouth, as adopted by South Shore Tri-Town Development Corporation on January 24, 2011.
- (c) “Affordable and workforce housing regulations,” the NAS South Weymouth Affordable and Workforce Housing Regulations, as adopted by South Shore Tri-Town Development Corporation on January 24, 2011.
- (d) “Agency,” the Massachusetts Development Finance Agency, a Massachusetts body politic and corporate established by section 2 of chapter 23G of the General Laws, which is the successor-in-interest to the government land bank under chapter 289 of the acts of 1998.
- (e) “Base rate,” the personal, residential or commercial ad valorem property tax rate, as applicable, prevailing at the time of assessment in the town in which the subject property is located.
- (f) “Base revenue,” revenue generated through assessment and collection of the base rate.
- (g) “Board,” the board of directors of South Shore Tri-Town Development Corporation established by section 9.

- (h) “Bond termination date,” the latest date on which all amounts outstanding under bonds or notes issued by the corporation pursuant to this act or by the agency pursuant to section 6 of chapter 293 of the acts of 2006, including all obligations of the corporation undertaken in connection with the issuance of such bonds of the agency, have been paid in full, which date shall be no later than December 31, 2060.
- (i) “Central Redevelopment Area,” the geographic area shown as the “Central Redevelopment Area” on the existing zoning map.
- (j) “Commercial development,” all non-residential, non-recreational and non-institutional land-uses permissible under the zoning by-laws, including retail, general office, medical office, and industrial uses.
- (k) “Commercial minimum,” 900,000 gross square feet of commercial development.
- (l) “Commonwealth appointees,” members of the board appointed pursuant to section 9(a)(iv).
- (m) “DDA,” the “Disposition and Development Agreement” entered into between the corporation and the master developer as of May 5, 2004, as most recently amended by the Tenth Amendment thereto, dated December 28, 2010.
- (n) “Corporation,” the corporation established by section 3.
- (o) “Dedicated Commercial Zone,” a contiguous 30-acre area within the central redevelopment area capable of accommodating development of the balance of the commercial minimum.
- (p) “Dissolution and administration agreement,” the dissolution and administration agreement authorized pursuant to section 33.
- (q) “Executive,” the mayor of Weymouth, or the boards of selectmen of Abington and Rockland, as applicable.
- (r) “Infrastructure,” all infrastructure included in the Project.
- (s) “Major zoning revision,” a “substantial revision” to the zoning by-laws ~~that (i) amends the Table of Permitted Uses contained in the zoning by-laws or use provisions contained in the text of the zoning by-laws; and/or (ii) amends the zoning map (except for minor district boundary adjustments warranted by: (1) the department of highway’s determination of the location of “East-West Parkway” at NAS South Weymouth; or (2) requests from the Natural Heritage and Endangered Species Program for minor relocations of any recreational facilities at NAS South Weymouth).~~ as the term is defined and used in the existing zoning by-laws.
- (t) “Master developer,” LNR South Shore, LLC and its successors and assigns.
- (u) “Master plan,” the Master Plan submitted by the master developer to the corporation and the towns on March, 7, 2005, as amended.
- (v) “Minor zoning revision,” any revision to the zoning by-laws that does not constitute a major zoning revision as defined herein.
- (w) “NAS South Weymouth,” the military base formerly known as the Naval Air Station South Weymouth, which was disestablished in accordance with the recommendation of the 1995 Base Realignment and Closure Commission, pursuant to 10 U.S.C. § 2687, as amended.
- (x) “NAS South Weymouth Redevelopment Area,” the geographic area delineated in the plans and maps referenced in Section 5.
- (y) “NAS South Weymouth Region,” (i) towns as defined in this act; (ii) all municipalities contiguous to the towns; and (iii) all municipalities contiguous to the municipalities in subsection (ii); provided, however, that the NAS South Weymouth Region shall not include the city of Boston.
- (z) “Parkway,” the east-west parkway connecting Weymouth Street in Rockland to Route 18 (Main Street) in Weymouth.

(aa) “Parkway Financing MOA,” the Memorandum of Agreement on Financing for the South Shore Tri-Town Development Corporation’s Parkway entered into as of March 4, 2010 by and between the Commonwealth of Massachusetts and South Shore Tri-Town Development Corporation, as amended by the First Amendment thereto dated June 15, 2010.

(bb) “Perimeter area,” the geographic area designated as the “perimeter area” on the existing zoning map.

(cc) “Permanent water supply and wastewater capacity,” water supply and sewer collection and treatment capacity for the Project, that does not exist as of the date of this act, and that is financed by the master developer pursuant to section 15.

(dd) “Phase I water and wastewater agreement”, the Memorandum of Agreement for Provision of Water and Wastewater Service entered into on March 7, 2008 by and between the Town of Weymouth and South Shore Tri-Town Development Corporation, as amended by Amendment #1 to same effective July 1, 2012.

(ee) “Pledged revenue,” property tax revenue subject to the pledge established in that certain Trust Indenture between the corporation and Wells Fargo Bank, N.A., as Trustee, dated as of August 1, 2010 and relating to South Shore Tri-Town Development Corporation Infrastructure Development Revenue Bonds, Series 2010A, as the same may be amended from time to time.

(ff) “Prior enabling act,” chapter 301 of the Acts of 1998, as amended and restated by section 27 of chapter 308 of the Acts of 2008.

(gg) “Project,” the acquisition, development, improvement, construction, expansion, reduction, destruction and renovation of all real and personal property and buildings, structures, utilities and utility services located on, conducted within or otherwise directly associated with the NAS South Weymouth Redevelopment Area, which shall be owned by the corporation, the towns, the commonwealth or any other political subdivision or public instrumentality of the commonwealth including, but not limited to, all infrastructure for the provision of gas; cable television; telephone; storm drainage systems; dams; sewage treatment plants; sewers; water and well systems; roads; highways; bridges; culverts; tunnels; streets; sidewalks; lighting; parking, including garages; schools; public safety; public works and administration buildings; parks; cultural and performing arts facilities; recreational facilities; transportation stations and related facilities; shuttle transportation equipment; fiber and telecommunication systems; facilities to produce and distribute electricity, including alternate energy sources such as co-generation and solar installations; the investigation and remediation associated with the cleanup of actual or perceived environmental contamination in accordance with applicable governmental regulations; and all other programs, services, systems and other activities associated therewith, located on, conducted within or otherwise directly associated with the NAS South Weymouth Redevelopment Area.

(hh) “Resident appointees,” the members of the board appointed pursuant to section 9(a)(v).

(ii) “Residential maximum,” 2,855 residential housing units, allocated at the master developer’s discretion between the residential unit types contemplated in the reuse plan.

(mm) “Reuse plan,” the Reuse Plan for Naval Air Station South Weymouth as approved by the corporation on May 5, 2005 and as defined and referred to in the prior enabling act.

(jj) “Rockland appointees,” the members of the board appointed by the town of Rockland.

(kk) “Secretary,” the secretary of the executive office of administration and finance.

(ll) “Senior housing minimum,” 400 units of housing made available for sale or rental exclusively to persons age 55 or over and allowing for occupancy in any such unit of only one (1) person under fifty-five (55) years of age.

- (mm) “Series 2010A Bonds,” the South Shore Tri-Town Development Corporation Infrastructure Development Revenue Bonds, Series 2010A issued pursuant to the Trust Indenture, dated as of August 1, 2010, between the corporation and Wells Fargo Bank, N.A., as Trustee.
- (nn) “Town appointees,” the Abington, Rockland and Weymouth appointees, collectively.
- (oo) “Towns,” the towns of Abington, Rockland and Weymouth.
- (pp) “Tri-Town rate,” ad valorem property tax rate levied within NAS South Weymouth pursuant to section 19, in excess of the base rate and at only that level necessary to fund the operations of the corporation as determined by the board pursuant to section 19.
- (qq) “Tri-Town revenue,” revenue generated in a single tax year through the assessment and collection of the Tri-Town rate.
- (rr) “Weymouth appointees,” the members of the board appointed by the town of Weymouth.
- (ss) “Zoning by-laws,” the “Zoning and Land Use By-Laws for NAS South Weymouth,” both in the form existing as of the effective date of this act (“existing zoning by-laws”) and as it may be revised in accordance with this act.
- (tt) “Zoning map,” the Zoning District Map referenced in section 4.3 of the existing zoning by-laws, both in the form existing as of the effective date of this act (“existing zoning map”) and as it may be revised in accordance with this act.

Section 5. The NAS South Weymouth Redevelopment Area shall be comprised of the central redevelopment area and the perimeter area and shall include the lands, including all easements, reservations and rights appurtenant thereto, and all buildings, structures, utilities and improvements located thereon, comprised of the former military base of that name presently located in the towns of Abington, Rockland and Weymouth and now or formerly within the ownership, control and jurisdiction of the United States, including those portions of the base property that have been transferred as of the effective date of this act to the United States Coast Guard and Federal Aviation Administration. Plans and descriptions detailing the precise boundaries and configuration of the NAS South Weymouth Redevelopment Area, including the precise boundaries of the land of NAS South Weymouth transferred to the United States Coast Guard and Federal Aviation Administration, the precise boundaries of the land of each town located within the NAS South Weymouth Redevelopment Area and the precise boundaries of the central redevelopment area and perimeter area, were filed with the secretary and recorded in the Plymouth county registry of deeds in plan number 760 in plan book 42 and the Norfolk county registry of deeds as plan number 525 in plan book 467.

Section 6. Except as otherwise provided in, directed by, or limited by this act, the corporation shall have all of the powers necessary or convenient to carry out the purposes and provisions of this act, including the power to:

- (a) exercise the rights provided to municipal governments and agencies under federal laws and regulations and under the constitution, laws and regulations of the commonwealth subject to section 31 of chapter 44 of the General Laws;
- (b) sue and be sued in all courts and to initiate or participate in actions and proceedings, whether judicial, administrative, arbitative or otherwise;
- (c) adopt a seal and alter such seal at its pleasure and use it by causing it or a facsimile to be affixed or impressed or reproduced in any manner;
- (d) own, acquire, manage, operate, convey or lease infrastructure improvements or any facilities for the Project, including the distribution of public utilities including, but not limited to,

electricity, gas, water, waste water and sewer and sewage treatment and disposal, refuse collection and disposal, telecommunications and cable services;

(e) develop, own, manage, operate, regulate or lease wells to procure water from productive aquifers underlying the NAS South Weymouth Redevelopment Area in accordance with sections 38 and 39A of chapter 40 of the General Laws and determine and collect, or authorize the collection on its behalf of assessments and other charges related to constructing and maintaining such systems, as provided in said chapter 40; provided, however, that the procurement of such water shall not materially adversely affect the supply of water available to a town;

(f) own, manage, operate, regulate, convey or lease facilities of common sewers and main drains, and facilities for waste water and sewage treatment and disposal and determine and collect, or authorize the collection on its behalf, or on behalf of the master developer, assessments and other charges related to laying out, constructing and maintaining such systems, as provided in this act and pursuant to chapter 83 of the General Laws;

(g) own, manage, operate, regulate or lease surface water reservoirs within the NAS South Weymouth Redevelopment Area and connect to or otherwise purchase or lease water from the water system of a town, any other municipality or any other governmental or quasi-governmental agency or any other public or private entity for the provision of water within the NAS South Weymouth Redevelopment Area, and own, manage, operate, regulate, convey or lease any and all systems for the delivery of such water within the NAS South Weymouth Redevelopment Area; provided, however, that the procurement of such water does not materially adversely affect the supply of water available to any of the towns;

(h) exercise the power of eminent domain within the NAS South Weymouth Redevelopment Area as provided in chapters 79, 79A, 80 and 80A of the General Laws;

(i) appoint, prescribe the qualifications and fix the compensation of employees, and pay the same out of funds of the corporation;

(j) appoint legal counsel and fix compensation for such services rendered to the corporation;

(k) appoint qualified boards, commissions, committees or subcommittees, including those responsible for zoning, subdivision and other land use or permitting approvals whose members need not be directors of the board, and individuals, in addition to the advisory board established pursuant to section 11, to serve as unpaid advisors under such terms and conditions as it may deem necessary; provided, however, that such boards, commissions, committees, subcommittees and individuals may be reimbursed for incidental expenses determined by the corporation to be necessary and incurred while performing the business of the corporation;

(l) acquire, hold and dispose of personal property within the NAS South Weymouth Redevelopment Area for its corporate purposes;

(m) acquire easements and other interests in land directly associated with the NAS South Weymouth Redevelopment Area in connection with the Project;

(n) purchase, receive, take by grant, gift, devise, bequest, lease, or otherwise acquire, own, hold, improve, employ, use or otherwise manage real and personal property or any interest therein, whether tangible or intangible, for its purposes, located within the NAS South Weymouth Redevelopment Area, except for any federally-owned property of the former NAS South Weymouth which shall be or has been transferred to the United States Coast Guard and Federal Aviation Administration; provided, however, that when any of the excepted property is declared to be surplus to the needs of the United States government, the corporation may obtain any and all like interest in the property as described herein;

- (o) sell, convey, lease, exchange, transfer, or otherwise dispose of all or any of its real or personal property or any interest therein, using procedures adopted by the corporation;
- (p) apply for and, for the purposes of this act, accept gifts, loans, grants of property, funds, money, materials, labor, supplies or services from a person or from the United States government or its departments or agencies or from an agency of the commonwealth or a political subdivision thereof, or make agreements with respect to any such gifts, loans or grants, and to do any and all things necessary, useful, desirable or convenient in connection with procuring, accepting or disposing of such gifts, loans or grants;
- (q) purchase, take, receive, subscribe for, or otherwise acquire, hold, make a tender offer for, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge or grant a security interest in, use or otherwise deal in and with, bonds and other obligations, shares or other securities or interests therein issued by others, whether engaged in a similar or different business or activity;
- (r) make and execute agreements, contracts, project labor agreements and other instruments necessary or convenient in the exercise of the powers and functions of the corporation under this act, including contracts with a person, firm, corporation, municipality, commonwealth agency, governmental unit or other entity, foreign or domestic;
- (s) assess and collect taxes, assessments, special assessments, betterments and fees within the NAS South Weymouth Redevelopment Area under the General Laws and the powers granted by this act, in order to generate revenues to pay the cost of operations of the corporation, amounts due on outstanding indebtedness of the corporation, maintenance of the property, environmental remediation and monitoring of the property and the maintenance of the Project, infrastructure improvements within or associated with the NAS South Weymouth Redevelopment Area in accordance with this act, the General Laws, and zoning by-laws, including the funding provisions thereof and for all other purposes for which cities and towns may assess and collect such taxes, assessments, special assessments, betterments and fees, and distribute revenues in accordance with section 19. In connection with the foregoing, the corporation shall have all the powers and authority of cities and towns under chapters 59, 60, 60A, 61B and section 3A of chapter 64G of the General Laws, and any powers that require adoption by cities and towns if adopted by the corporation;
- (t) administer land use, subdivision, zoning and wetland protection controls and associated permitting, approval and entitlement activities within the central redevelopment area. Except as otherwise expressly provided in the zoning by-laws, (i) in the administration of the activities authorized under this section in the central redevelopment area, the corporation may take action and issue permits, approvals, orders of conditions, and other land-use entitlements in accordance with the procedures and standards from time to time applicable to municipalities and their boards, commissions and agencies so authorized to take such action or to issue any such permit, order of conditions, approval or other entitlement under the General Laws; provided, however, that the regulations developed and adopted by the corporation under section 14 may provide for expedited permitting under which the time frames for action applicable to municipalities and their boards, commissions and agencies under the provisions of the General Laws are shortened; and (ii) all such actions, including a failure to take action, and such permits, approvals, orders of conditions or other land-use entitlements shall have the legal effect and duration as provided in the General Laws, except for any shortened time frames expressly provided in such regulations. Upon termination of the corporation under section 33, the authority to administer such activities shall be vested in the towns in accordance with the dissolution and administration agreement and

the General Laws, but no permit, approval, or other entitlement issued by the corporation prior thereto pursuant to this act (or pursuant to the Prior Enabling Act) or any activity undertaken or improvement made in accordance therewith shall be affected thereby. As further provided in Section 14(i), any and all municipal powers which do not involve the administration by the corporation of such land use, subdivision, zoning and wetland controls and related entitlement activities shall remain with the towns in which the applicable real property is located unless expressly granted to said corporation in this act or elsewhere;

(u) develop, adopt, amend, implement and enforce by-laws and regulations for the general administration of the NAS South Weymouth Redevelopment Area pursuant to sections 21 through 33 of chapter 40 of the General Laws or as otherwise permitted by law;

(v) borrow money at such rate or rates of interest as the corporation may determine; issue its notes, bonds or other obligations to evidence such indebtedness, and secure any of its obligations by pledging any of its assessments, betterment fees, rents, fees or other revenues or by mortgage or pledge of all or any of its property, or any interest therein, tangible or intangible, whether then owned or thereafter acquired, as provided in this act, and exercise all other rights and powers of cities and towns under chapter 44 of the General Laws; provided, however, that chapter 44 shall not be applicable to the manner of voting or the limitations as to the amount and time of payment or other details of debts incurred by the corporation and, in the event of a conflict between the provisions of this act and chapter 44, the provisions of this act shall apply;

(w) arrange for guaranties of its notes, bonds or other obligations by the federal government, the commonwealth, the towns or by any private insurer or otherwise, and to pay any premiums therefor;

(x) issue such short and long term notes, bonds or other obligations, whether or not the interest to the holders is exempt from taxation;

(y) purchase notes, bonds or other obligations of the corporation at such price or prices, in such manner, and upon such terms, as the corporation may determine;

(z) invest and reinvest its funds in such investments as may be lawful for fiduciaries in the commonwealth, and take and hold property as security for the payment of funds so invested, as provided in section 55 of chapter 44 of the General Laws;

(aa) procure insurance against any loss in connection with its property or the Project in such amounts and from such insurers, including the federal government, and directors and officers liability insurance, as it may deem necessary or desirable, and to pay any premiums therefor;

(bb) enter into and perform contracts, project labor agreements, and other agreements, whether or not they may be deemed to constitute indebtedness under applicable law, for the joint or separate planning, financing, construction, purchase, operation, maintenance, use, sharing costs of, ownership, mortgaging, leasing, sale, disposal of, or other participation in facilities, products or services of any person who engages in business on property owned or controlled by the corporation;

(cc) maintain a principal office within the NAS South Weymouth Redevelopment Area;

(dd) make any inquiry, investigation, survey, feasibility study or other study which the corporation may deem necessary or advisable to enable it to carry out effectively this act;

(ee) apply to the appropriate agencies and officials of the federal government and the commonwealth for licenses, permits or approvals, as are ordinarily applied for by cities and towns, of its plans or the Project as it may deem necessary or advisable, and to accept such licenses, permits or approvals as may be tendered to it by such agencies or officials, upon such terms and conditions as it may deem appropriate;

(ff) make by-laws and establish committees for the management and regulation of its affairs as it may deem necessary or advisable and, subject to agreement with bondholders, make rules pursuant to its own procedures for the use of the Project and its property, and establish and collect assessments, rentals, fees and all other charges for the use of the Project under the jurisdiction of the corporation and for services or commodities sold, furnished or supplied by the corporation;

(gg) contract for the environmental remediation, construction, operation or maintenance of any parts of the Project, or for services to be performed thereon, and rent parts thereof and grant concessions thereon, on such terms and conditions as the corporation may determine, in accordance with the zoning by-laws; provided, however, that any such transaction shall be exempt from the public bidding and procurement requirements applicable to bodies politic and corporate of the commonwealth imposed by general or special law, including without limitation, the requirements of chapters 7, 30 and chapter 149 of the General Laws, but excluding sections 28 and 29 of said chapter 149, and regulations promulgated thereunder so long as the corporation has, pursuant to an affirmative vote and by stating the public convenience and necessity therefor, exempted any such transaction from such requirement;

(hh) designate the depositories of its money within the commonwealth;

(ii) establish its fiscal year to commence on July 1 and end on June 30 of each year and change the fiscal year from time to time as the corporation may deem necessary and appropriate;

(jj) take such other actions and exercise such other powers as it may deem necessary, advisable and convenient in the furtherance of the purposes of this act;

(kk) apply for and be eligible for any and all available financial and other assistance without further approval of any agency of the commonwealth pursuant to chapters 40R and 40S and similar statutes of the General Laws as a town would be so eligible pursuant to said chapters; provided, however, that the NAS South Weymouth Redevelopment Area shall be deemed to be an approved smart growth zoning district under said chapter 40R, entitling the corporation to all funds available under said chapters 40R and 40S in connection therewith, including without limitation density bonus payments and zoning incentive payments; and provided further, that the designation of the NAS South Weymouth Redevelopment Area as a smart growth zoning district shall have no effect on the ability of the towns to otherwise obtain approvals for other land under said chapter 40R;

(ll) maintain, regulate, and otherwise own, manage and operate any street, public way or public use of a private way within the NAS South Weymouth Redevelopment Area, including any sewers, drains, sidewalks and other utilities and infrastructure located in any streets and ways, until such time any such street, public way, or public use of a private way is transferred to a town, the master developer, or other third party pursuant to this act or pursuant to land disposition agreements entered into between the corporation, the United States Navy, or the master developer;

(mm) assume responsibility for maintaining, monitoring and conducting other activities imposed by any condition of any license, permit or approval, or by any institutional control arising under any environmental law or regulation with respect to the Project; and

Section 7. The corporation shall not be obligated to maintain, operate, improve or provide services, including police and fire protection, for those portions of the NAS South Weymouth which remain in federal ownership, nor shall the corporation bear any responsibility or be liable for any injury, damage or loss arising out of or in connection with any activities which may

occur on such federal property, nor as a result of any improvements, damage, deterioration or environmental hazards occurring thereon.

Section 8. In addition to any other duties set forth in this act, the corporation shall coordinate with, and provide information to, the United States and any officials or employees thereof, regarding any matter relating to the ownership, condition, closure, conversion, redevelopment or future use or operations of the NAS South Weymouth Redevelopment Area as required by the Defense Base Realignment and Closure Act. Notwithstanding any other provision of law, the corporation shall be the only person or entity in the commonwealth authorized to negotiate, purchase or otherwise obtain on behalf of itself, the commonwealth or any of its political subdivisions, any fee ownership, easement, lease, license or other interest in any property in or on the NAS South Weymouth Redevelopment Area from the United States, except that a governmental entity of the commonwealth may acquire an interest from the corporation to such property, if such acquisition and use of the property by a governmental entity of the commonwealth is consistent with the zoning by-laws.

Section 9. (a) The powers and management of the corporation, which include all rights and powers of a town council or board of selectmen or mayor of a city or town except as otherwise provided in, directed by, or limited by this act, shall be vested in a board of 9 directors to be appointed as follows:

- (i) 1 member appointed by the board of selectmen of the town of Abington;
- (ii) 2 members appointed by the board of selectmen of the town of Rockland;
- (iii) 2 members appointed by the mayor of the town of Weymouth, with the consent of the Weymouth town council;
- (iv) 2 members appointed by the commonwealth, one of whom shall be appointed by the secretary, and the other by the secretary of the Executive Office of Housing and Economic Development; and
- (v) 2 members, each of whom shall have legal residency at NAS South Weymouth, and who are selected by the mayor of the town of Weymouth, with the consent of the Weymouth town council, from 4 candidates nominated by the Southfield ~~Residents~~ Neighborhood Association.

The board shall appoint a chairman from among its members who shall serve in that capacity at the pleasure of the board.

(b) The terms of all 5 members serving on the board as constituted pursuant to the prior enabling act shall be terminated, and such existing board shall be deemed dissolved, on the latter of (i) the date that is 30 days following the effective date of this act and (ii) the date on which a new board composed in accordance with Section 9 is fully appointed (which such full appointment shall occur no later than 60 days following the effective date of this act). Until the dissolution of the existing board pursuant to this Section 9, the existing board shall continue to manage the business and affairs of the corporation in the ordinary course and in a manner consistent with this act. Members of the existing board shall be eligible, following dissolution of the existing board, to serve additional terms on the board pursuant to this act. Each of the commonwealth, resident and town appointees shall serve terms of 3 years apiece; provided, however, that: (i) of the

commonwealth and resident appointees initially appointed, 1 shall be appointed for a term of 2 years and 1 shall be appointed for a term of 3 years; and (ii) of the town appointees initially appointed from each of Rockland and Weymouth, 1 shall be appointed for a term of 2 years and 1 for a term of 3 years. Any town appointee may also be removed from the board by the executive of the town from which he or she was appointed for reasons deemed by such executive to be sufficient and proper. All board members shall be eligible for reappointment to additional terms at the expiration of their current terms. Vacancies shall be filled, as applicable, by the respective appointing authority for each such vacancy.

(c) The town appointees shall have demonstrated expertise and education and experience in 1 or more of the following areas: real estate development, housing, finance, planning, or engineering. The towns shall cooperate to assure the appointment of directors from as many of the foregoing disciplines as possible. At least one of the commonwealth appointees shall have demonstrated expertise in large-scale real estate development, and the other commonwealth appointee shall have demonstrated expertise in 1 or more of the following areas: housing, finance, business, planning, environment, ~~planning~~, transportation or municipal government.

(d) Five members of the board shall constitute a quorum. ~~A minimum of 4~~The board may act only when a quorum is present, and then only by a majority of those actually voting, which must in all events include at least four affirmative votes ~~of the quorum shall be required for any action of the board~~(thus, for example, if three members vote in favor of a measure, and two vote against the measure, the measure shall not thereby be passed).

(e) Directors may receive compensation as determined from time to time by the advisory board established by section 11. Directors shall receive reimbursement of such incidental expenses determined by the board to be necessary; provided, however, that the annual compensation of the directors shall not exceed \$6,250 or 80 per cent of the total combined average of the annual salaries of the town councilors of the town of Weymouth, whichever is higher.

(f) Directors shall be residents of the commonwealth. No director or employee of the corporation shall be a local elected public official of the town of Abington, Rockland or Weymouth, except that residents of the towns of Abington and Rockland who participate in their respective town meetings shall not be restricted from service as a director or employee of the corporation. Each resident appointee shall maintain a legal residence within NAS South Weymouth, and each town appointee shall maintain a legal residence in his or her appointing town, at all times during his or her respective term on the board. Any resident or town appointee who fails to maintain his or her legal residence as required shall be automatically disqualified from further services on the board without need for further action by the board or the relevant appointing authority.

(g) Public employees or appointed officials of the federal government and the commonwealth and its political subdivisions may serve as directors of the corporation so long as their service as director does not constitute a conflict of interest with their duties as public employees or appointed officials.

(h) Directors shall be subject to chapter 268A of the General Laws.

(i) The directors may, from time to time, by majority vote designate employees of the corporation, consultants and other individuals to participate on boards, commissions, committees and other organizations established by the corporation or otherwise related to the Project as a representative of the directors.

(j) The directors may, from time to time, by majority vote, authorize a person, other than a majority of the board, to issue endorsements, certificates and other ministerial documents in furtherance of actions taken by the board.

(k) The officers and directors of the corporation shall have the full protections afforded by section 13 of chapter 258 of the General Laws to the same extent as municipal officers in a city or town which has accepted said section 13 of said chapter 258.

Section 10. If a director, or member of his immediate family shall be interested either directly or indirectly, or shall be a director, officer or employee of or have an ownership interest in a firm or corporation interested directly or indirectly, in a contract or other matter involving the corporation, such interest shall be disclosed to the board and shall be set forth in the minutes of the board. The member having such interest shall not participate on behalf of the corporation in any proceeding or decision relating to such contract or matter. For the purpose of this section, immediate family shall include spouse, parent, parent-in-law, brother, brother-in-law, sister, sister-in-law, son, son-in-law, daughter, daughter-in-law and the parent or child of any of such individuals. Notwithstanding the foregoing, or the provisions of chapter 268A of the General Laws, an interest of a resident appointee or of a member of the immediate family of a resident appointee arising solely on account of the appointee's or immediate family member's residing at NAS South Weymouth shall not be disqualifying and shall not be deemed an impermissible conflict of interest.

Section 11. (a) There shall be an advisory board to the corporation consisting of: (i) 1 voting representative appointed by the town of Abington and 1 voting representative appointed by the town of Hingham; (ii) 2 voting representatives appointed by the town of Rockland and 2 voting representatives appointed by the town of Weymouth; (iii) 1 voting representative of the metropolitan area planning council who shall be a member of and be designated by the board of the council and who shall reside in Norfolk county; (iv) 1 voting representative of the Old Colony Planning Council who shall be a member of and be designated by the board of the council and who shall reside in Plymouth county; and (v) 3 voting representatives to be appointed by the governor, 1 of whom shall have skill and expertise in matters relating to environmental protection, 1 of whom shall have skill and expertise in matters relating to real estate development and 1 of whom shall be a member of the board of the South Shore Chamber of Commerce. The members of the advisory board representing a town shall be appointed by, and serve at the pleasure of, the mayor of the town of Weymouth or board of selectmen of each such other town. The members of the advisory board appointed by the metropolitan area planning council and the Old Colony Planning Council shall serve at the pleasure of the councils. The members of the advisory board appointed by the governor shall serve at the pleasure of the governor.

(b) The total voting membership of the advisory board shall be 11 votes, equally weighted. The advisory board may act at regular periodic meetings called in accordance with its by-laws or at a special meeting called by the corporation or by 6 or more members of the advisory board. A quorum of the advisory board shall consist of 6 representatives. The advisory board may act by the affirmative vote of a majority of the representatives present that constitute a quorum.

(c) For the conduct of its business the advisory board shall adopt and may revise and amend its own by-laws. The advisory board shall annually elect from among its members a chairperson, a vice chairperson and a secretary and such other officers as the advisory board may determine. Each such officer shall serve in such capacity at the pleasure of the advisory board and may be removed from such position by majority vote of the advisory board. In the event of a vacancy, the appointing authority shall fill the vacancy for the unexpired term. Each member of the advisory board shall serve without compensation but may be reimbursed for all reasonable expenses incurred in the performance of his or her duties as approved by the advisory board and the corporation.

(d) The purposes of the advisory board shall be as follows:

- (i) to review the annual report of the corporation and to prepare comments thereon for the benefit of the corporation, the governor and the towns, and to make such examinations of the reports on the corporation's records and affairs as the advisory board deems appropriate;
- (ii) to hold regular meetings twice annually with the board of directors of the corporation and, at the discretion of the advisory board and with the concurrence of the board of directors of the corporation, special meetings with the board of directors of the corporation as it deems necessary and appropriate on matters relating to the corporation, and to hold meetings at other times as the advisory board may determine;
- (iii) to make recommendations to the corporation on its annual budget;
- (iv) to make recommendations to the governor, the general court and the towns regarding the corporation and its programs;
- (v) to determine, from time to time, compensation for the directors pursuant to section 9; and
- (vi) to approve the hiring and compensation of employees of the corporation pursuant to section 12.

(e) The corporation shall provide such reasonable administrative and staff support to the advisory board as may be necessary for the efficient discharge of the advisory board's responsibilities pursuant to this act.

Section 12. The board may from time to time hire employees or engage outside vendors or consultants as necessary to achieve the orderly functioning of the corporation. Employees of the corporation shall not be subject to the provisions of chapter 30 or section 45, 46, 51 or 52 of chapter 31 of the General Laws. Employees of the corporation shall be subject to the provisions of chapter 268A of the General Laws. Compensation for employees of the corporation shall be set by the board with the approval of the advisory board.

Section 13. Subject to approval by the advisory board, the corporation may hire, fix and pay compensation, prescribe duties and qualifications and establish personnel policies without regard to any personnel or civil service law or personnel or civil service rule of the commonwealth. The

employees of the corporation shall not be classified employees of the commonwealth. An individual employed by the corporation shall be deemed an employee at will and shall serve at the pleasure of the corporation.

Section 14. (a) The reuse plan is rescinded and terminated in its entirety as of the date of this act, and is to be of no further force and effect. The master plan is rescinded and terminated in its entirety as of the effective date of this act, and is to be of no further force and effect. The zoning by-laws shall remain in effect, subject to their modification pursuant to the procedures set forth in this Section 14. Such zoning by-laws, as they be modified in accordance with this Section 14 from time to time, shall supersede the zoning by-laws of the towns.

(b) Notwithstanding the termination of the reuse plan pursuant to Section 14(a), the following elements of the reuse plan, as they may be modified below, shall remain applicable to the Project:

(1) the commercial minimum~~and~~, the residential maximum, and the senior housing minimum shall remain in effect. The zoning by-laws shall be administered and amended as necessary to enforce and effectuate the commercial minimum, the senior housing minimum, and the residential maximum; provided, however, that nothing in this act shall be construed to prevent each town, acting in its sole discretion and consistent with other law, to allow (i) Commercial Development within the portion of the NAS South Weymouth Development Area within its municipal borders to exceed an amount that would cause the total amount of commercial development within NAS South Weymouth to exceed 2,000,000 square feet; or (ii) senior housing development within its portion of the NAS South Weymouth Development Area to be developed to an extent that would cause either the senior housing minimum or the residential maximum to be exceeded on a project-wide basis; and provided further that no town shall administer or amend the zoning by-laws in a manner that prevents the development of the residential maximum.

(2) notwithstanding anything to the contrary contained in this act or any other general or special law or bylaw or regulation of the corporation, or in any existing agreement between the master developer and the corporation or any other entity, a minimum of 10% of the residential units at NAS South Weymouth shall meet the requirements of “Affordable” and “Workforce” housing as such terms are defined in the affordable and workforce housing plan and the affordable and workforce housing regulations. Affordable or workforce housing constructed within NAS South Weymouth prior to the effective date of this act shall be counted towards the 10% minimum requirement;

(3) the Project shall be planned and built-out consistent with the “smart growth” and “sustainable” principles articulated in the reuse plan; and

(4) passive and active recreational facilities shall be included in the further development of NAS South Weymouth, with such facilities to be of athe type ~~selected from the facility types~~ identified in the ~~Recreation, Park and Open Space Standards and Guidelines published by the National Recreation and Parks Association, and to be in locations and~~ reuse plan, and to be delivered on a schedule, ~~all as selected and determined set~~ by the master developer ~~in consultation with the board and, to the extent practicable, consistent with guidelines promulgated from time to time by~~

~~said Association.~~ Notwithstanding the generality of the preceding sentence, the master developer shall not be required to construct or operate a golf course. The master developer shall, upon the request of any town, enter into commercially reasonable agreements with that town respecting such town's usage of such facilities.

(c) Major zoning revisions shall not be effective until the town in which the land that is the subject of such revision is located approves the revision. No town shall consider a major zoning revision except at the initiative of the applicable town executive, the master developer, the town's planning board, the town council (in the case of Weymouth) or a person owning land to be affected by the revision. Within 90 days of receipt of a petition for a proposed major zoning revision, the receiving town shall convene a meeting of the town council (in Weymouth) or a town meeting (if in Rockland or Abington) for the purpose of adopting the proposed major zoning revision. ~~Each town shall vote to adopt or disapprove the major zoning revision as submitted to the town council or town meeting, as the case may be. No amendments to the proposed major zoning revision shall be made by the towns.~~ The towns shall notify the corporation of any major zoning revisions they may adopt, such notice to be provided within thirty days of obtaining the attorney general's approval of such revision (if required) pursuant to section 32 of chapter 40 of the General Laws. All other procedures for the adoption or rejection of a proposed major zoning revision by the towns shall be as set forth in Chapter 40A of the General Laws.

(d) The board shall have the authority to make minor zoning revisions. In addition, the board shall within 3 months of the effective date of this act, make all revisions to the existing zoning by-laws necessary to make the zoning by-laws conform to this act, including changes that eliminate all reference in the existing zoning by-laws to the reuse plan or the master plan. The corporation shall be responsible for maintaining a codification of the zoning by-law that reflects all major zoning revisions adopted by the various towns, all minor zoning revisions adopted by the board, and all revisions to the zoning map made pursuant to Section 14(e).

(e) The zoning map shall be deemed as of the effective date of this act to be revised to establish town-specific sub-districts within any zoning district that is shown on the existing zoning map as falling within more than one town. Within 180 days of the effective date of this act, the master developer and the applicable executive or executives shall jointly petition the applicable town or towns to initiate a zoning map amendment process that establishes the dedicated commercial zone. Notwithstanding anything to the contrary in this act or any General Law, no town may thereafter revise the location or boundaries of portions of the dedicated commercial zone that falls within its borders except at the joint initiative of the master developer and that town's executive.

(f) Revisions to the zoning by-laws pursuant to Section 14(d) shall be by majority vote of the board. Prior to approving any minor zoning revision pursuant to Section 14(d), the corporation shall publish a notice of public hearing in a newspaper of general circulation within the NAS South Weymouth Region, and hold at least one public hearing in the NAS South Weymouth Redevelopment Area or in any one of the towns at which the public shall be afforded the opportunity to comment on the proposed revision. The administrative provisions of the zoning by-laws (or of any other regulation promulgated by the corporation) may provide for expedited

permitting under which the time frames for actions, including a failure to take action, applicable to municipalities and their boards, commissions and agencies under the provisions of the General Laws may be shortened. Nothing in this section shall require the corporation to be governed by the requirements of chapter 30A of the General Laws.

(g) The procedures set forth in this section for adopting revisions to the zoning by-laws shall be exclusive notwithstanding any general or special law to the contrary.

(h) Regulations for the effective implementation and enforcement of the zoning by-laws and revisions thereof shall be developed and adopted by the corporation, pursuant to section 6. No regulation shall be adopted by the corporation without first publishing notice of same in a newspaper of general circulation within the NAS South Weymouth Region, holding at least one public hearing in the NAS South Weymouth Redevelopment Area or in any one of the towns, and affording the opportunity for public comment. Nothing in this section shall require the corporation to be governed by the requirements of chapter 30A of the General Laws.

(i) (1) As authorized in Section 6(t), the corporation shall have exclusive authority to issue and enforce permits, approvals, orders of conditions and other entitlements pursuant to the zoning by-law, regulations promulgated pursuant to Section 14(h), subdivision regulations, and wetland protection laws in effect within the Central Redevelopment Area. Such authority shall include the exclusive jurisdiction to sit as a permit granting authority pursuant to section 15 of chapter 40A of the General Laws. All other permitting, licensing, enforcement and entitlement authority vested in or conferred on municipalities, their executives, or their various departments and boards (including without limitation their boards of health and inspectional services departments) pursuant to the General Laws shall be vested in the town in which the applicable portion of the Project is located. Without limiting the generality of the preceding sentence, each town's inspectional services department will be responsible for issuing and enforcing building permits and certificates of occupancy for construction activities occurring within the respective town's borders.

(2) The town of Weymouth is authorized to issue a maximum of 13 alcoholic beverage licenses within the portion of the NAS South Weymouth Redevelopment Area located within Weymouth in accordance with chapter 138 of the General Laws, and the town of Rockland is authorized to issue a maximum of 2 alcoholic beverage licenses within the portion of the NAS South Weymouth Redevelopment Area located within Rockland in accordance with said chapter 138; provided, however, that said licenses shall not diminish the number of licenses permitted by the commonwealth to be granted elsewhere within the towns of Weymouth or Rockland. None of the licenses authorized by this section shall be transferable outside the NAS South Weymouth Redevelopment Area. Nothing in this section shall be deemed to limit the ability of the towns to issue entertainment licenses and temporary alcoholic beverage licenses as it deems necessary and appropriate for activities occurring within their respective borders.

(j) All decisions and determinations of the corporation, whether legislative or adjudicatory in nature, shall be appealable by persons aggrieved by such decision or determination in accordance with applicable provisions of the General Laws. Where any applicable General Law requires notice of any such appeal to be filed with a municipal clerk, such filing shall be made with the

clerk of the corporation, and with the clerk of the town or towns in which the land directly affected by such decision or determination is located.

(k) Nothing in this act shall be interpreted as modifying or abrogating any permit, approval or entitlement issued by the commonwealth in relation to the project and pursuant to any law relating to the protection of human health or the environment.

Section 15. The board is hereby directed, within 90 days of its initial installation pursuant to Section 9(a), to revise, re-promulgate, re-issue, re-negotiate, and re-execute all regulations promulgated by the corporation and currently in effect and all material agreements (including the DDA) in effect between the corporation and the master developer, ~~all~~solely for the purpose of conforming such regulations, agreements and other documents to this act. Without limiting the generality of the foregoing, the DDA, as renegotiated pursuant to this section 15 shall:

- (a) assign to the master developer the responsibility for procuring and financing the permanent water supply and wastewater capacity, and shall require the master developer to allocate and reserve, for the benefit of the Dedicated Commercial Zone, such portions of the permanent water supply and wastewater capacity as are adequate and necessary to serve commercial development within said zone. The DDA shall provide that the foregoing obligations will be contingent on the ~~town~~execution of ~~Weymouth entering~~ the agreement ~~with the corporation~~ contemplated in section ~~20(g)~~34. The permanent wastewater capacity may include the construction of a wastewater treatment plant and associated groundwater discharge facilities in the locations contemplated for such infrastructure in the master plan; and
- (b) not include any provision imposing monetary penalties or forfeitures on the master developer in the event the master developer elects not to develop a golf course as part of the Project.

Section 16. The executive office for administration and finance and the executive offices of housing and economic development and of labor and workforce development shall identify a senior staff member who shall assist the master developer with establishing a method for coordinating 1-stop licensing for all businesses and developments to be located within the NAS South Weymouth Redevelopment Area for the purpose of expediting the process for obtaining commonwealth licenses, permits, certificates, approvals, registrations, charters and meeting any other requirements of law.

Section 17. Each public agency in the commonwealth involved in the development or financing of economic development projects shall develop a coordinated 1-stop program for businesses, institutions and private parties that may intend to locate in the NAS South Weymouth Redevelopment Area in order to enable development activities within the NAS South Weymouth Redevelopment Area to be more effectively promoted by the commonwealth.

Section 18. (a) The corporation may fix, revise, charge, collect, levy and abate betterments, assessments, special assessments and fees, and other charges for the cost, administration and operation of the infrastructure improvements. In providing for the payment of the cost of the infrastructure improvements or for the use of the infrastructure improvements, the corporation

may avail itself of the General Laws relative to the assessment, apportionment, division, fixing, reassessment, revision, abatement and collection of infrastructure charges, including betterments, assessments, special assessments and fees by municipalities, or the establishment of liens therefor and interest thereon, and the procedures set forth in sections 5 and 6 of chapter 254 of the General Laws for the foreclosure of liens, as it shall deem necessary and appropriate for purposes of the assessment and collection of such infrastructure improvement charges.

Notwithstanding any general or special law to the contrary, the corporation may pay the entire cost of any infrastructure improvements, including the acquisition thereof, during construction or after completion, or the debt service of notes or bonds used to fund such costs, from betterments, assessments, special assessments, fees, or other charges, and may establish the betterments, assessments, special assessments, fees or other charges, prior to, during, or a reasonable time following the completion of the construction of such infrastructure improvements. The corporation may establish a schedule for the payment of betterments, assessments, special assessments, fees or other charges, not to exceed 35 years. The corporation may determine the circumstances under which the betterments, assessments, special assessments, fees and other charges, may be increased, if at all, as a consequence of delinquency or default by the owner of that parcel or any other parcel within the NAS South Weymouth Redevelopment Area.

(b) The betterments, assessments, special assessments, fees and other charges of general application authorized by this act may be increased in accordance with the procedures to be established by the corporation for assuring that interested persons are afforded notice and an opportunity to present data, views and arguments. The initial schedule of assessments, special assessments, fees and other charges, may be adopted by the corporation at any scheduled meeting of the board, provided that notice of the meeting, and the proposed schedule, is sent to each owner of a parcel within the NAS South Weymouth Redevelopment Area, by registered or certified mail at least 7 days prior to the meeting. Thereafter, the corporation shall hold at least 1 public hearing on a revision to its schedule of betterments, assessments, special assessments, fees and other charges thereof prior to adoption by the corporation, notice of which revisions shall be delivered to the towns and shall be published in a newspaper of general circulation in each of the towns at least 1 month in advance of the hearing. No later than the date of such publications, the corporation shall make available to the public and deliver to the towns the proposed revisions to the schedule of special assessments, fees, betterments, assessments and other charges. The betterments, assessments, special assessments, fees and other charges established by the corporation shall not be subject to supervision or regulation by any department, division, commission, board, bureau or agency of the commonwealth or its political subdivisions, including without limitation, the towns, except for the approval of the taxation plan and any amendments thereof requiring approval by the secretary and commissioner of the department of revenue.

(c) The betterments, assessments, special assessments, fees and other charges established by the corporation in accordance with this act shall be fixed and adjusted in respect of the aggregate thereof so as to provide revenues sufficient: (i) to pay the principal of, premium, if any, and interest on bonds, notes or other evidences of indebtedness issued by the corporation under this act as the same become due and payable; (ii) to create and maintain such reasonable reserves as may be reasonably required by a trust agreement or resolution securing bonds or notes; (iii) to provide funds for paying the cost of necessary repairs, replacements and renewals of

infrastructure improvements; and (iv) to pay or provide for an amount that the corporation may be obligated to pay or provide for by law or contract, including a resolution or contract with or for the benefit of the holders of its bonds and notes, provided that the corporation shall not be required to increase any mandatory betterments, assessments, special assessments, fees or other charges by virtue of any individual proprietor delinquencies. Nothing herein shall be deemed to impose a limitation on the corporation's ability to establish, set, or impose betterments, assessments, special assessments, fees or charges at levels sufficient to meet any covenant requirements that may be contained in any resolution or contract with or for the benefit of the holders of its bonds or notes, or otherwise providing security for the same.

(d) As an alternative to levying betterments, assessments, special assessments, fees and other charges under this act or the General Laws, the corporation may levy special assessments on real estate within the NAS South Weymouth Redevelopment Area to finance the cost, administration and operation of the infrastructure improvements. In determining the basis for and amount of the special assessment, the cost, administration, maintenance and operation of the infrastructure improvements, including the cost of the repayment of the debt issued or to be issued by the corporation to finance the improvements, may be calculated and levied using any of the following methods that result in fairly allocating the costs of the infrastructure improvements to the real estate in the NAS South Weymouth Redevelopment Area:

- (1) equally per length of frontage, or by lot, parcel or dwelling unit, or by the square footage of a lot, parcel or dwelling unit;
- (2) according to the value of the property; or
- (3) in any other reasonable manner that results in fairly allocating the cost, administration and operation of the infrastructure improvements, according to the benefit conferred or use received including, but not limited to, by classification of commercial or residential use or distance from the infrastructure improvements.

(e) The corporation may also provide for the following:

- (1) a maximum amount to be assessed with respect to any parcel;
- (2) a tax year or other date after which no further special assessments under this section shall be levied or collected on a parcel;
- (3) annual collection of the levy without subsequent approval of the corporation;
- (4) the circumstances under which the special assessment levied against a parcel may be increased, if at all, as a consequence of delinquency or default by the owner of that parcel or any other parcel within the NAS South Weymouth Redevelopment Area; and
- (5) procedures allowing for the prepayment of betterments, assessments, special assessments, fees and other charges under this act.

(f) Betterments, assessments, special assessments, fees and other charges levied under this act shall be collected and secured in the same manner as property taxes, betterments, assessments and fees owed to the towns unless otherwise provided by the corporation and shall be subject to the same penalties and the same procedure, sale and lien priority in case of delinquency as is provided for such property taxes, betterments and liens owed to the towns.

(g) The appellate tax board shall have jurisdiction within the NAS South Weymouth Redevelopment Area pursuant to chapter 58A of the General Laws to the same extent as its

jurisdiction in cities and towns. The corporation shall have exclusive responsibility for paying any reimbursement payments owed under section 69 of chapter 59 of the General Laws, or otherwise, as a result of the abatement, by such board or another body of competent jurisdiction, of any property tax assessments made by the corporation prior to the complete transition of the assessing and taxing power to the towns pursuant to section 19(a).

Section 19. (a) ~~Property~~ Notwithstanding any general or special law to the contrary, property taxes upon personal property, persons, residents and estates lying within the NAS South Weymouth Redevelopment Area, including both the central redevelopment area and the perimeter area, shall, commencing July 1, 2014, be imposed, levied and administered by each town for its respective portion of NAS South Weymouth, consistent with the General Laws that are applicable to municipalities. The towns shall apply to land within NAS South Weymouth a property tax rate equal to the base rate plus the Tri-Town rate. In connection with the foregoing, the towns shall have all the powers and authority of cities and towns under chapters 40, 59, 60, 60A, 61B and section 3A of chapter 64G of the General Laws, and may accept a local option under a general or special law related to the assessment, exemption or enforcement of property taxes and excises that cities and towns may accept. A property tax bill issued by a town pursuant to this section 19(a) prior to the town's first opportunity to issue assessments pursuant to section 21 of chapter 59 shall be based on the assessed value established by the corporation in its most recent assessment of the property in question (or such other assessed value as may have been determined for such property through abatement proceedings). The board shall notify each town of the Tri-Town rate to be charged in the next following fiscal year no later than March 1 of each year (and, in 2014, promptly after the effective date of this act if the effective date falls between March 1 and July 1), and of the amount of pledged revenue to be remitted to the corporation in the next following fiscal year, as provided below. No later than 30 days after collection of property taxes for each fiscal quarter, each town shall remit to the corporation the Tri-Town revenue collected by such town in the preceding fiscal quarter. ~~Until such time as the town of Weymouth enters the agreement with the corporation contemplated in section 20(g), each~~ Each town shall also, with each remittance of Tri-Town revenue to the corporation, remit pledged revenue that it collected during the relevant period. Nothing in this act shall be deemed to limit a town's ability, in respect of any given fiscal year or other period, to remit property tax revenue in excess of Tri-Town revenue to the corporation. Tri-Town Revenue shall not be deemed to constitute any part of "total taxes assessed" by the towns for the purposes of administering section 21C of chapter 59 of the General Laws. Land and improvements located within each town's respective portion of NAS South Weymouth shall, in the fiscal year commencing July 1, 2014, be deemed for all purposes to be additional new growth within that town within the meaning of paragraph (f) of section twenty-one C of chapter fifty nine of the general laws and section twenty-three D of said chapter fifty nine.

(b) In consideration of the collection and retention of base revenue pursuant to Section 19(a), ~~by the later of 90 days following the effective date of this act and~~ and of the transfer of ways and associated infrastructure pursuant to Section 19(c), commencing July 1, 2014, each town shall assume responsibility for providing police and fire protection, emergency services, schools, ~~waste collection,~~ public way maintenance, public works, and other municipal services, not including waste collection, to its respective portion of NAS South Weymouth (except for portions owned or controlled by agencies of the United States government) on the same basis

and terms as it provides such services to other parts of the town. Notwithstanding the generality of the preceding sentence, no town shall be required to provide water or sewer services to any portion of NAS South Weymouth except pursuant to agreement with the corporation or the master developer (including pursuant to the phase I water and wastewater agreement). For purposes of determining state education assistance, including without limitation the calculation of each town's foundation enrollment under chapter 70 of the General Laws, each school-age child living within NAS South Weymouth shall be counted as a child enrolled in the town in which the child resides, and all expenses incurred by each respective town on behalf of such children's' education shall be included as expenses of the town incurring such costs in the determination of each respective town's share of such assistance, including without limitation each town's foundation budget under said chapter 70.

(c) ~~Within 180 days of the effective day of this act (or, with respect to the town of Weymouth, only upon such town agreeing to enter the agreement with the corporation contemplated in section 20(g))~~ No later than July 1, 2014, the corporation and the master developer, as the case may be, will take all actions necessary to transfer to the applicable town control of all existing public ways, or ways maintained and used as public ways, located within NAS South Weymouth, together with associated infrastructure (including public utilities and sewer and storm drain lines located within or adjacent to the rights of way of such ways), and each town shall, without regard to the requirements of chapter 82 of the General Laws or other general or special laws, accept the applicable portion of such way or ways as a public way in said town. Each town shall accept as a public way any new public way (and associated infrastructure) developed, constructed or acquired by the corporation or the master developer, as the case may be, within NAS South Weymouth following the effective date of this Act provided the board has approved the layout and construction of such way consistent with the corporation's subdivision regulations, and provided further that the town in which the way is to be accepted as a public way independently confirms, through its customary procedures for street acceptance (except to the extent in conflict with the corporation's subdivision regulations), that the way has been constructed in accordance with the terms of such approval. Notwithstanding any general or special law to the contrary, (i) public ways (or portions thereof) located within NAS South Weymouth and for which a town assumes maintenance, repair and other obligations pursuant to this Section 19(c) shall be included in the apportionment for such town of state assistance to cities and towns under chapter 90 of the General Laws (or under any other statute or program providing financial assistance to cities and towns of the commonwealth in connection with transportation matters), (ii) any other attributes of a town located within NAS South Weymouth (including without limitation population and employment) shall likewise be included for purposes of such apportionment, and (iii) improvement, maintenance, repair or other projects related to said public ways shall be eligible for such assistance. The provisions of this Section 19(c) shall not apply to the parkway, existing and future portions of which shall remain subject to the master developer's control until such time as the master developer transfers control to a third party on such terms as the master developer and such third party may agree.

(d) Except for the phase I water and wastewater agreement, any existing agreements between the towns and the corporation or the master developer, as applicable, related to the provision of municipal services to NAS South Weymouth, and the rates charged for such services, ~~are hereby~~ shall be rescinded and shall have no further force and effect as of July 1, 2014.

(e) If the agreement contemplated in Section 34 is not executed in accordance therewith, then Sections 19(a) and 19(b) shall be considered void and the corporation shall thereafter reclaim responsibility for administering the property tax collection system within NAS South Weymouth and for delivering services to NAS South Weymouth consistent with its performance of these functions pursuant to the prior enabling act. Following the termination of the corporation in accordance with section 33, each town shall have the authority to assess, impose, levy and collect property taxes on properties located within its respective portion of the NAS South Weymouth Development Area on the same basis as such town administers its property tax collection system elsewhere within the town.

Section 20. (a) The corporation may provide by resolution of the board for the issuance of bonds and notes of the corporation for the purposes of paying or refinancing all or any part of the cost of the Project and its infrastructure improvements. Such cost shall include the cost of: (1) construction, reconstruction, renovation and acquisition of all lands, structures, real or personal property, rights, rights-of-way, franchises, easements and interests acquired or to be acquired by the corporation, the towns, the commonwealth or any other political subdivision thereof, including the costs of any infrastructure and improvements to be transferred to the towns in accordance with section 19(c); (2) all machinery and equipment including machinery and equipment needed to expand or enhance services from the towns, the commonwealth or a political subdivision thereof to the corporation; (3) financing charges and interest prior to and during construction, and for a period not exceeding 1 year after completion of the construction, interest and reserves for principal and interest, including costs of municipal bond insurance and any other type of financial guaranty and costs of issuance; (4) extensions, enlargements, additions and enhancements to infrastructure improvements; (5) architectural, engineering, financial and legal services; (6) plans, specifications, studies, surveys and estimates of costs and of revenues; (7) administrative expenses necessary or incident to the construction, acquisition, financing, operation and maintenance of the Project; and (8) other expenses as may be necessary or incident to the construction, acquisition, operation, maintenance and financing of the infrastructure improvements, including the cost of issuing bonds or notes. The corporation may issue up to \$175,000,000 of its bonds. The corporation may issue bonds secured in whole or in part by betterments, assessments, special assessments, fees and other charges, notes, debentures, long term capital leases, grants and governmental assistance and long-term contracts; provided that the corporation may not secure any bonds or notes issued after the effective date of this act with a pledge or other commitment of ad valorem property taxes assessed by the corporation or the towns pursuant to Section 19. The principal of and interest on such bonds shall be payable solely from the funds which are identified by the corporation and are permitted by this act to provide for such payment. The bonds of each issue shall be dated, shall bear interest at such rates, which may be variable or fixed, and shall mature at times not exceeding 35 years from their dates of initial issuance, as the corporation may determine, and may be made redeemable before maturity, at the option of the corporation, at such prices and under such terms and conditions as the corporation may fix prior to the issuance of the bonds. The corporation shall determine the form of the bonds and the manner of execution of the bonds, and shall fix the denominations of the bonds and the places of payment of principal and interest, which may be at a bank or trust company within or without the commonwealth and such other locations as designated by the corporation. In the event an officer whose signature or a facsimile of whose

signature shall appear on any bonds shall cease to be an officer before the delivery of the bonds, the signature or facsimile shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until the delivery. The bonds shall be issued in registered form. The corporation may sell the bonds in a manner and for a price, either at public or private sale, as it may determine to be for the best interests of the corporation.

(b) Prior to the preparation of definitive bonds, the corporation may, under like restrictions, issue interim receipts or temporary notes, with or without coupons, exchangeable for definitive bonds when such bonds have been executed and are available for delivery. The corporation may also provide for the replacement of bonds that shall become mutilated or shall be destroyed or lost. The corporation may issue, from time to time, notes of the corporation in anticipation of federal, state or local grants for the cost of the Project and acquiring, constructing or improving the infrastructure improvements. The notes shall be authorized, issued and sold in the same manner as provided in, and shall otherwise be subject, this act. Such notes shall mature at such times as provided by the issuing resolution of the corporation and may be renewed from time to time; provided, however, that all such notes and renewals thereof shall mature on or before 20 years from their date of issuance. Bonds and notes may be issued under this act subject only to those proceedings, conditions or things that are specifically required by this act.

(c) The corporation may provide by resolution for issuance of refunding bonds of the corporation for the purpose of refunding bonds then outstanding at maturity or upon acceleration or redemption. Refunding bonds may be issued at such times prior to the maturity or redemption of the refunded bonds as the corporation deems to be in the public interest. Refunding bonds may be issued in sufficient amounts to pay or provide for the principal of the bonds being refunded under this act, and the payment of a redemption premium thereon and interest accrued or to accrue to the date of redemption of such bonds, and, if deemed advisable by the corporation, for the additional purpose of paying any cost of the Project, including the acquisition, constructing or reconstructing the infrastructure improvements. The issuance of such bonds, the maturities and other details thereof, the rights of the holders thereof, and the duties of the corporation in respect to the same shall be governed by this act insofar as the same may be applicable.

(d) While bonds issued by the corporation remain outstanding, the powers, duties or existence of the corporation shall not be diminished or impaired in any way that will adversely affect the interests and rights of the holders of such bonds, ~~provided that this provision shall not in any way be deemed to limit the provisions of section 20(g).~~

(e) The board may by resolution delegate to a person, other than a majority of the board, the power to determine any of the matters set forth in this section.

(f) Bonds and notes issued under this section, unless otherwise authorized by law, shall not be deemed to constitute a debt of the commonwealth or of the towns, or a pledge of the faith and credit of the commonwealth or of the towns, but such bonds shall be payable solely from the funds of the corporation or as otherwise provided in this act. Unless the towns or the commonwealth subsequently agree to pay the bonds or notes of the corporation, such bonds and notes shall contain on their faces a statement to the effect that neither the commonwealth nor the towns shall be obliged to pay the same or the interest thereon and that neither the faith and credit

nor taxing power of the commonwealth or the towns is pledged to the payment of the principal of or the interest on such bonds or notes.

~~(g) Notwithstanding the foregoing paragraph (f), or any other provision of this act or any other general or special law to the contrary, the town of Weymouth may enter into an agreement with the corporation, pursuant to which the town shall assume, either directly or indirectly as determined by the corporation, the obligations of the corporation with respect to the Series-2010A Bonds outstanding as of the effective date of such agreement. The town of Weymouth and the corporation may enter into such agreement not later than the latter of 180 days following the effective date of this act or 60 days following the corporation obtaining all consents and approvals the corporation determines to be necessary in order to effectuate such transfer.~~

~~(h)~~ All bonds or notes issued under this act shall have all the qualities and incidents of negotiable instruments as defined in section 3-104 of chapter 106 of the General Laws.

~~(i)~~ Prior to the issuance of bonds with a maturity date later than the date the corporation is required to be terminated pursuant to section 33, the mayor of the town of Weymouth and boards of selectmen of the towns of Abington and Rockland, in consultation with the corporation, shall enter into an intermunicipal debt service agreement acceptable to the corporation, which shall provide for the continued payment of principal and interest on such bonds and the maintenance of all required reserves and any other obligations as may be set forth in the applicable bond instruments from betterments, assessments, special assessments, fees, other charges and other revenues generated in the NAS South Weymouth Redevelopment Area and the corporation and the towns may enter into and perform their respective obligations under such debt service agreement; provided, however, that such agreement shall not extend the duration of the corporation past the date on which it is to be terminated pursuant to section 33.

Section 21. (a) In the discretion of the corporation, bonds, refunding bonds or notes may be secured by a trust agreement by and between the corporation and a corporate trustee, which may be a trust company or bank having the powers of a trust company within or without the commonwealth. Such trust agreement may pledge or assign the revenues to be received, but shall not convey or mortgage the Project or a part thereof.

(b) Either the resolution providing for the issuance of bonds or notes or the trust agreement may contain provisions for protecting and enforcing the rights and remedies of the bondholders as may be reasonable and proper and not in violation of law, including, without limiting the generality of the foregoing, provisions defining defaults and providing for remedies in the event thereof, which may include the acceleration of maturities and covenants setting forth the duties of, and limitations on, the corporation in relation to the acquisition, maintenance, operation, insurance and disposition of property, custody, safeguarding, investment, application of moneys, use of any surplus bond or note proceeds and establishment of reserves. Such resolution or trust agreement may contain, but shall not be limited to, covenants by the corporation in relation to the following: (i) the establishment, revision and collection of such betterments, assessments, special assessments, fees and other charges for services or facilities furnished or supplied by the corporation as shall provide revenues which together with other revenues of the Project, if any, are sufficient to pay (1) the cost of maintaining, repairing and operating the Project and of

making renewals and replacements in connection therewith, (2) the principal of and the interest on the bonds or notes, as the same shall become due and payable, (3) payments in lieu of taxes, betterments, assessments, special assessments, fees and other charges and (4) reserves for all such purposes; (ii) the purposes for which the proceeds of the sale of the bonds or notes shall be applied and the use and disposition thereof; (iii) the use and disposition of the gross revenues of the corporation from the Project, additions thereto and extension and the infrastructure improvements thereof, including the creation and maintenance of funds for working capital and for renewals and replacements to the Project; (iv) the amount, if any, of additional bonds or notes payable from the revenues of the Project and the limitations, terms and conditions on which such additional bonds or notes may be issued; and (v) the operation, maintenance, management, accounting and auditing of the Project and of the income and revenues of the corporation.

(c) It shall be lawful for a bank or trust company within or without the commonwealth to act as depository of the proceeds of bonds or revenues and to furnish such indemnifying bonds or to pledge such securities as may be required by the corporation. Such trust agreement may set forth the rights and remedies of the bondholders and of the trustee and may restrict the individual right of action by bondholders as is customary in trust agreements or trust indentures securing bonds and debentures of corporations. Such trust agreement may contain other provisions as the corporation may deem reasonable and proper for the security of the bondholders. All expenses incurred in carrying out the provisions of such trust agreement may be treated as a part of the cost of the operation of the Project. The pledge by any such trust agreement or resolution shall be valid and binding from the time when the pledge is made. The revenues or other moneys so pledged and then held or thereafter received by the corporation shall immediately be subject to the lien of such pledge without a physical delivery thereof or further act. The lien of any such pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the corporation, irrespective of whether such parties have notice thereof. The financing document by which any pledge is created by the corporation shall not be required to be filed or recorded to perfect such pledge except in the official records of the corporation and no uniform commercial code filing shall be required to be made. A pledge or assignment made by the corporation is an exercise of its political and governmental powers, and revenues, funds, assets, property and contract or other rights to receive the same and the proceeds thereof which are subject to the lien of a pledge or assignment created under this act shall not be applied to purposes not permitted by the pledge or assignment.

(d) In addition to other security provided herein or otherwise by law, bonds, notes or obligations issued by the corporation under this act may be secured, in whole or in part, by a letter of credit, line of credit, bond insurance policy, liquidity facility or other credit facility for the purpose of providing funds for payments in respect of bonds, notes or other obligations required by the holder thereof to be redeemed or repurchased prior to maturity or for providing additional security for such bonds, notes or other obligations. In connection therewith, the corporation may enter into reimbursement agreements, remarketing agreements, standby bond purchase agreements and any other necessary or appropriate agreements. The corporation may pledge or assign the corporation's revenues as security for the reimbursement by the corporation to the providers of such letters of credit, lines of credit, bond insurance policies, liquidity facilities or other credit facilities of any payments made under the letters of credit, lines of credit, bond insurance policies, liquidity facilities or other credit facilities.

(e) In connection with, or incidental to, the issuance of bonds, notes or other obligations, the corporation may enter into such contracts as it may determine to be necessary or appropriate to place the bonds, notes or other obligations of the corporation, as represented by the bonds or notes, or other obligations in whole or in part, on such interest rate or cash flow basis as the corporation may determine, including without limitation, interest rate swap agreements, insurance agreements, forward payment conversion agreements, futures contracts, contracts providing for payments based on levels of, or changes in, interest rates or market indices, contracts to manage interest rate risk, including without limitation, interest rate floors or caps, options, puts, calls and similar arrangements. Such contracts shall contain such payment, security, default, remedy and other terms and conditions as the corporation may deem appropriate and shall be entered into with such parties as the corporation may select, after giving due consideration, where applicable, for the creditworthiness of the counter parties, including a rating by a nationally-recognized rating agency, the impact on a rating on outstanding bonds, notes or other obligations or other criteria the corporation may deem appropriate.

(f) The corporation shall have the power to purchase its bonds or notes out of any funds available therefor. The corporation may hold, pledge, cancel or resell such bonds or notes, subject to and in accordance with agreements with bondholders.

(g) Any moneys received by the corporation, whether as proceeds from the issuance of bonds or notes, or as revenue or otherwise, may be designated by the board as trust funds to be held and applied solely as provided in this act.

Section 22. Bonds, refunding bonds and notes issued under this act shall be securities in which all public officers and public bodies of the commonwealth and its political subdivisions, all insurance companies, trust companies and their commercial departments and within the limits set forth in chapter 172 of the General Laws, banking associations, investment companies, executors, trustees and other fiduciaries, and all other persons whatsoever who are now or may hereinafter be authorized to invest in bonds or other obligations of a similar nature may properly and legally invest funds, including capital in their control or belonging to them; and such bonds are shall be obligations that may properly and legally be made eligible for the investment of savings deposits and the income thereof in the manner provided in chapter 168 of the General Laws. Such bonds shall be securities that may properly and legally be deposited with and received by a state or municipal officer or an agency or political subdivision of the commonwealth for a purpose for which the deposit of bonds or other obligations of the commonwealth is now or may hereafter be authorized by law.

Section 23. A holder of bonds or notes issued under this act and a trustee under a trust, except to the extent the rights herein given may be restricted by the trust agreement, may, either at law or in equity, by suit, action, mandamus or other proceeding, protect and enforce all rights under the laws of the commonwealth or granted hereunder or under the trust agreement, and may enforce and compel the performance of all duties required by this act or by the trust agreement, to be performed by the corporation or by an officer thereof.

Section 24. The towns and the commonwealth are pledged to agree with the holders of the bonds or notes that neither the towns nor the commonwealth shall limit or alter or cause to limit or alter the rights hereby vested in the corporation to acquire or maintain the Project or infrastructure improvements, to establish and collect betterments, assessments, special assessments, fees and other charges and to fulfill the terms of an agreements made with the holders of the bonds or notes nor impair the rights and remedies of the bondholders or noteholders, until the bonds or notes, together with interest thereon, with interest on any unpaid installments of interest and all costs and expenses in connection with an action or proceeding by or on behalf of the bondholders or noteholders, are fully met and discharged.

Section 25. (a) The creation of the corporation and the carrying out of its corporate purposes shall be for the benefit of the people of the commonwealth and shall be a public purpose, and the corporation shall be regarded as performing a governmental function in the exercise of the powers conferred upon it by this act and shall be required to pay no taxes or assessments upon any of the property acquired by it or under its jurisdiction, control or supervision or upon its activities.

(b) Any bonds issued under this act, including an exchange, sale or transfer of such bonds, and any income derived therefrom, and the property of the agency shall at all times be free from taxation by the commonwealth or any political subdivision or entity thereof.

(c) Bonds or notes may be issued under this act without obtaining the consent of a department, division, commission, board, bureau or agency of the commonwealth or the towns, and without a proceedings or the happening of any other conditions or things other than those proceedings, conditions or things that are specifically required thereof by this act, and the validity of and security for bonds or notes issued by the corporation shall not be affected by the existence or nonexistence of any such consent or other proceeding conditions, or things.

Section 26. The corporation shall be liable in contract and in tort in the same manner as a municipal corporation. The directors, officers, employees and agents of the corporation, including members of the advisory board established pursuant to section 10, shall not be liable as such on their contracts or for torts not committed or directly authorized by them. The property or funds of the corporation shall not be subject to attachment or to levy and sale on execution, but if the corporation refuses to pay a judgment entered against it in a court of competent jurisdiction, the superior court, sitting within and for Norfolk county or Plymouth county, may direct the treasurer of the corporation to pay such judgment. The real estate owned by the corporation shall not be subject to liens under chapter 254 of the General Laws, but sections 28 and 29 of chapter 149 of the General Laws shall be applicable to any construction work by the corporation.

Section 27. Notwithstanding any general or special law to the contrary, the corporation shall be deemed to be a public employer for purposes of chapter 258 of the General Laws.

Section 28. (a) The corporation may, if appropriate, make application to the United States Department of Housing and Urban Development or, as necessary, any other federal agency, to designate all or a portion of the NAS South Weymouth Redevelopment Area as an enterprise zone, pursuant to 42 U.S.C. § 11501 et seq., as amended, or an existing or successor statute for

the purpose of creating jobs and encouraging development in the NAS South Weymouth Redevelopment Area.

(b) The NAS South Weymouth Redevelopment Area and the towns of Abington, Rockland and Weymouth are hereby designated economic target areas as defined in section 3D of chapter 23A of the General Laws. Pursuant to such designation, certain development project within the NAS South Weymouth Redevelopment Area and the entirety of the towns of Abington, Rockland and Weymouth shall be eligible for tax deductions, credits and abateements and other economic incentives as provided for in sections 3E to 3G of said chapter 23A. The corporation shall render such certifications as are required by law for the Project within the central redevelopment area, including the designation of economic opportunity areas, and each town shall render such certifications within its respective sector of the perimeter area and portions of the towns not included in the NAS South Weymouth Redevelopment Area. The designation of the NAS South Weymouth Redevelopment Area and the towns of Abington, Rockland and Weymouth as economic target areas shall be in addition to the economic target areas that may be established pursuant to paragraph 5 of said section 3E of said chapter 23A.

Section 29. The corporation shall be subject to all laws applicable to municipal redevelopment authorities created under section 4 of chapter 121B of the General Laws.

Section 30. The corporation or its agents may enter into project labor agreements covering construction performed on and during redevelopment of the NAS South Weymouth Redevelopment Area pursuant to paragraphs (r) and (bb) of section 6 of this act.

Section 31. The corporation shall keep an accurate account of its activities including its receipts and expenditures. The corporation shall prepare annual reports of its activities in the NAS South Weymouth Redevelopment Area during the preceding fiscal year and submit such reports to the governor, secretary, general court, advisory board, mayor of the town of Weymouth, the town manager of the town of Abington, the town administrator of the town of Rockland, the town council of the town of Weymouth, the boards of selectmen of the towns of Abington and Rockland and the town clerk of each of those towns. Each report shall set forth a complete operating and financial statement covering the corporation's operations in the NAS South Weymouth Redevelopment Area during the previous year. The corporation shall cause an audit of its books and accounts relating to the NAS South Weymouth Redevelopment Area to be made at least once in each fiscal year by certified public accountants. The audit shall be filed with the state auditor annually not later than 120 days after the end of the corporation's fiscal year and shall be in a form prescribed by the state auditor. The state auditor shall audit the corporation's books and accounts at least once every 2 fiscal years. The state auditor may investigate the budget, finances, transactions and relationships of the corporation at any time and may examine the corporation's records and prescribe methods of accounting and the rendering of periodic reports. The audits of the corporation shall be public records; provided, however, that the mayor of the town of Weymouth, the town manager of the town of Abington, or the town administrator of the town of Rockland may each conduct annual audits at the expense of the respective towns.

Section 32. Chapter 40B of the General Laws shall not apply to the provision of affordable housing within the NAS South Weymouth Redevelopment Area. Such affordable housing

within the NAS South Weymouth Redevelopment Area shall be governed by section 14(b)(5), the zoning by-laws and the regulations adopted thereunder. ~~All~~None of the land located within the NAS South Weymouth Redevelopment Area ~~and, nor~~ any of the housing which may be constructed thereon from time to time, shall be included in any calculation applicable to said chapter 40B with respect to any of the towns. This section shall continue in full force and effect following the dissolution of the corporation pursuant to section 33.

Section 33. (a) The corporation shall be dissolved upon: (i) the bond termination date; and (ii) the approval of the dissolution and administration agreement by the towns as described in subsection (b); provided, however, that in no event shall the corporation be dissolved prior to August 13, 2018. Within 30 days after: (i) the bond termination date; and (ii) such approval of the dissolution and administration agreement, the board shall file a certificate acknowledging such dissolution with the state secretary. The dissolution of the corporation shall take effect upon the filing of such certificate, subject to the applicable provisions of section 51 of chapter 155 of the General Laws. In connection with the application of said section 51 of said chapter 55, any real property owned by the corporation at the time of dissolution shall be deemed to be distributed automatically to and become the property of the town in which it is located, consistent with the dissolution and administration agreement, and the personal property of the corporation shall be equitably allocated to the towns according to the terms of the dissolution and administration agreement; provided, however, that the corporation shall not issue any bonds after the date that is one year following the completion of the redevelopment of the NAS South Weymouth Redevelopment Area contemplated in the Reuse Plan and the zoning by-laws.

(b) At least 24 months prior to the bond termination date, the board shall prepare and distribute to the towns a dissolution and administration agreement. The dissolution and administration agreement shall provide, but shall not be limited to, the following: (i) provisions for the disposition of all real and personal property within the NAS South Weymouth Redevelopment Area which the corporation owns or has an interest in on the bond termination date; (ii) provisions for the assumption of all contractual obligations, including all lease agreements of the corporation, which do not expire on the bond termination date; (iii) provisions for the transfer and assumption by the towns of the corporation's zoning administration, licensing and permitting authorities; and (iv) provisions for the resolution of any other matters relating to the corporation which may affect the interests of the towns. Within 120 days after receipt of the dissolution and administration agreement, the mayor of the town of Weymouth shall convene a meeting of the town council of the town of Weymouth and the boards of selectmen of the towns of Abington and Rockland shall convene a town meeting of their respective towns for the purpose of adopting by majority vote of the town council and each town meeting the dissolution and administration agreement. Each town shall vote to adopt or disapprove the agreement as submitted. No amendments to the agreement shall be made by the towns. Each town shall, within 30 days after adoption or rejection of the agreement at a town council meeting or a town meeting, as the case may be, provide the corporation with a written notification stating whether the town council or town meeting adopted or rejected the agreement. Any town that has rejected the agreement shall have 1 year from the date of such disapproval to reconsider its decision and rescind its rejection and adopt the dissolution and administration agreement. Once a town adopts the agreement, it shall not thereafter vote to disapprove or reject it. If all 3 towns have not adopted the agreement at least 1 year prior to the bond termination date, the corporation shall remain in existence and

Starwood – DRAFT – ~~114~~/73/1314

carry out its functions consistent with this act. If the towns fail to adopt the agreement, the general court may, at any time after the bond termination date, terminate the corporation's existence, provide for the distribution of the its assets and determine other provisions as required for the dissolution and administration agreement.

Section 34. Within 180 days of the effective date of this act, the corporation, the secretary, the secretary of the department of transportation, and the master developer shall enter into an agreement amending the Parkway Financing MOA to (a) eliminate the data collection and reporting obligations described in sections 3 and 4 thereof, (b) eliminate the corporation's obligation to reimburse the commonwealth any "Deficiency Payment," as defined therein, ~~and~~ (c) provide for the financing by the commonwealth of "Parkway-Phase 2" and the "East Side Connectivity Improvements," as defined therein, the proceeds of which financing are to be available for use on said projects commencing during the calendar year 2015, and (d) eliminate the bonding covenants described in section 7 therein.

Summary Report: Litéra® Change-Pro TDC 7.0.0.330 Document Comparison done on 4/3/2014 5:03:08 PM	
Style Name: RG_Default_Style	
Original DMS: iw://RGDMS/Active/39385188/1	
Modified DMS: iw://RGDMS/Active/39385188/7	
Changes:	
<u>Add</u>	61
Delete	39
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format Changes	0
Total Changes:	100