

Board of Directors Meeting  
Monday May 20, 2013 @ 9:00am  
SSTTDC Town Hall Conference Room

Directors Present: Gerard Eramo, Chairman  
Joseph Connolly, Vice Chairman  
James W. Lavin, Clerk  
Jeffrey Wall  
John Ward

Also Present: Kevin R. Donovan, Chief Executive Officer  
James A. Wilson, Chief Financial Officer  
Scott Bois, Treasurer/Collector  
Jim Young, Project Manager  
Keith Nastasia, DPW Superintendent

The Chairman called the meeting to order at 9:00am and stated that each Director, a representative for Mayor Kay, and the Chairman of the SSTTDC Advisory Board would comment on the recent State Audit Report but it was not an open forum. The Directors would be available after the meeting.

Director Eramo

The Chairman stated he was troubled by the recent audit comments. In 2008 he made a commitment to Rockland to ensure the project would be built as originally planned and approved by the Host Communities. He noticed at that time that the existing management team placed the interests of LNR and local politicians before that of the project and the Host Communities. In 2008 Weymouth Directors Connolly and Wall were also appointed. This marked a substantial change to the Board and the first goal was to hire a CEO who was not part of the political landscape. The selection process was narrowed down to two very capable candidates with one major difference, one was strongly supported by LNR and local politicians and one wasn't. The Board of Directors remained unified and selected Kevin Donovan as CEO, his appointment did not come without a fight. Since 2009, the CEO and the Board of Directors moved this project forward and overcame many major hurdles. Mr. Eramo took Auditor Bump's and Representative Mariano's comments personally that they thought the Board had not provided proper leadership for the redevelopment of the Base. He stated the audit report was nothing more than a plan put in place to make legislative changes and take away local control from the Host Communities. Mr. Eramo hoped the Board would overcome the report and move forward, with support from our government leaders, in the best interest of the communities, the residents and the Commonwealth.

Director Connolly

Mr. Connolly stated it was very clear to him that the audit was one sided, focused only on the negatives. In his position as Norfolk County Treasurer he witnessed the deepest economic recession since the great depression, which brought real estate development across the country, as well as the bond market, to a virtual halt. The Board of Directors weathered the recession and with little revenue took the strategic steps to ensure the success of this project for the long term. LNR was responsible for marketing and construction; revenues derived from the progressive build-out were a critical component of SSTTDC's short and long term financial obligations, and the success of the project. Mr. Connolly noted that commercial building was underway in other local communities and questioned LNR's commitment to

the commercial portion of this project. Because of LNR's inability to attract commercial tenants to SouthField, they asked but did not receive permits for additional residential build-out. The lack of commercial development and the longer than expected NAVY land transfer, caused a significant delay in projected revenues. Mr. Connolly lamented that the Auditors failed to comment on the role and performance of LNR as it related to the build-out, and on a number of other factors that were not considered or included in the auditor's conclusions. He hoped LNR's new parent company would be successful in attracting commercial clients to SouthField, and that they would work together with SSTDTC as a team.

#### Director Lavin

Mr. Lavin stated that official audit comments made to the press conflicted with the development progress at SouthField. He noted that the three Towns had already received Host Community payments from the developer of \$6.7M to Weymouth, \$2.2M to Rockland, and \$600K to Abington and without local control future funds may not be available. He agreed that commercial/retail tenants was currently a tough market place, and suggested the Development Plan be re-focused on economic benefits and restructured timelines. He urged the CEO to meet soon with LNR for preliminary discussions on master plan changes. He stated that if the Commonwealth had a private agenda to take over the project, they should cease and desist immediately. Mr. Lavin stated the CEO had a three page response to the Audit findings that had not yet been seen in the press, and the Auditors did not extend the courtesy to all Board members for an opportunity to explain their actions during that time period. Mr. Lavin repeated that local control was most important, and the Development Plan may soon need to be redesigned.

#### Director Wall

Mr. Wall couldn't grasp the reason behind the Audit time period (2008 to 2011) and why only legal costs and consulting fees were mentioned, with no report on any other accomplishment. Mr. Wall noted there were tough decisions made in 2008 and 2009, during that time the Board decided survivability was a priority and re-focused on viable water and sewer options. The Corporation finally had bonding history and a tax revenue stream. Mr. Wall stated he fully understood the need for audit reports but wished the Auditors considered a number of other factors in their findings. He thanked the Directors for continued unity and stability, the staff for continued hard work and dedication and he looked forward to addressing and solving development issues with the new owners of LNR.

#### Director Ward

Mr. Ward noted that in 2011 LNR approached SSTDTC to allow an increase in the residential component of the Reuse Plan. They were told "no", and shortly afterward the state auditors arrived for an official 3 year audit that lasted 16 months. Mr. Ward stated the development project was a public/private venture with LNR, that LNR claims they have invested \$90M into the project, and the audit did not even mention LNR. Mr. Ward took issue with Auditor Bump's comment that the Board lacked experience and expertise when no one on the Board was asked to provide their level of experience or expertise, and he noted that the audit report made no recommendation to restructure the Board. Auditor Bump failed to disclose that while her staff was auditing on site, an LNR representative was hosting a fundraiser event for her right down the street. Mr. Ward questioned just who Representative Mariano thought were the "right people". The current Board of Directors represents the interests of the Host Communities and the SouthField Community, and ensures that the Reuse Plan is implemented with a balanced development of residential and commercial properties. He stated that the Selectmen and the Mayor, and the State

Representatives and Senators, should be vigilant that legislation does not slip through Beacon Hill in the dead of night to alter the Reuse Plan.

Mr. Gallagher, Weymouth, stated Mayor Kay was unable to attend the meeting, and read her letter in support of the Board's leadership noting the Town of Weymouth had benefitted from payments made as a result of the building, and that the Reuse Plan was clearly working as envisioned. Mayor Kay gave her vote of confidence to the Directors, specifically to the members representing the Town of Weymouth.

Joseph Shea, Abington, noted he was Chairman of the Advisory Board, but was speaking as a citizen who became involved in 1990 to save the South Weymouth Naval Air Station and then served on the NASPC and the CAC to support the redevelopment of the Base when it closed. He noted the audit covered the worst years of economic recession, and the year the NAVY changed the terms of the land transfer. The Board of Directors dealt with those issues as best they could, which resulted in great progress on housing, the east/west parkway, the tax rate, the government structure, 100's of jobs that helped fund the local economy, and revenues distributed to the Host Communities by the developer. He found it interesting that Auditor Bump's staff did not include a recommendation to change the structure of the Board in the official report; as such her comments were not based on anything that anyone could see. Mr. Shea stated the important thing was local control for the three Towns, and that Governors Weld, Cellucci, Swift, Romney and Patrick all expressed support for local control. Mr. Shea didn't understand why the sudden need to change. He did not believe that an outside board would do as well as the current Board – definitely not better - and he summed up state control in two words – BIG DIG.

#### FY14 Budget

The CFO presented FY14 Budget Considerations including: FY13 Status, FY14 Financial Planning Factors, Debt Obligations, Budget Overview, and the Enterprise Fund. Mr. Wilson noted this was the first time that all FOST transfers were fully taxed. Fiscal Year 13 saw a significant slowdown in all construction at the Base, there were no commercial projects. This slowdown would result in a dramatic impact in the FY14 Budget. Discussion ensued on the CFO's Parkway Bond calculation of new state revenue; generated from SouthField construction activities (\$141K surplus), DOR's changes to the calculation formula in the Parkway Bond Agreement (\$233K deficiency), and the appeal the CFO filed with the State. The appeal in process is important to FY14 and beyond. If DOR's interpretation is upheld then the entire budgetary structure will have to be reviewed. Mr. Wall was informed that DOR allowed the \$233K deficiency to be encumbered until the matter was settled and the appeal satisfied, and that LNR entitlement fees would decrease because of modest construction for FY14.

Mr. Lavin was informed that no invoice was received for the State audit, and the breakdown of the Board of Director's Budget of \$62,016 included the salaries for five Directors (\$6,200 each), annual audit (\$27,500) and recording secretary (\$3,300).

Mr. Connolly was informed that Police and Fire increases were based on actual expenditures, and unexpended funds would revert back to Free Cash.

The Board was informed that two sets of abatements were filed in FY13, that the Assessors denied both Eventide and LNR applications. If the Appellate Tax Board is involved then the Overlay Account line item may double during FY14 to accommodate any exposure.

#### Board Measure 13-005

**VOTED: Motion of Joseph Connolly, seconded by John Ward, that the South Shore Tri-Town**

Development Corporation raise and appropriate the sum of \$4,673,623 to provide for all the expenses for the maintenance and operation of the several departments and activities for the fiscal year 2014 and that the several sums herein set forth are hereby approved for the several purposes and are subject to the conditions specified, and the sources of funding for said expenditures are as outlined in the Attached Exhibit A and incorporated by reference herein. Furthermore, that the amount of \$1,168,523 from the FY12 Free Cash is hereby raised and appropriated for the purpose of balancing the Fiscal Year 2014 budget

Unanimous vote

Board Measure 13-006

**VOTED: Motion of Joseph Connolly, seconded by Jeff Wall, that the South Shore Tri-Town Development Corporation raise and appropriate the sum of \$364,324.290 to provide for all the expenses for the maintenance and operation of the Sewer AND Water Enterprise Fund for the fiscal year 2014 and that the several sums herein set forth are hereby approved for the several purposes and are subject to the conditions specified, and the sources of funding for said expenditures are as outlined in the Revenue Projections and incorporated herein**

Unanimous vote

Discussion ensued on the first special assessment payment of the following fiscal year that SSTTDC was required, per the Bond Indenture Agreement, to set aside in a prior fiscal year reserve account. DOR did not permit funds rolling over to next fiscal year, but agreed transferring funds into Stabilization would be appropriate. Mr. Connolly was informed that this would roll forward every year for the next 29 years.

Board Measure 13-007

**VOTED: Motion of John Ward, seconded by James Lavin, that the Board of Directors appropriate the sum of \$486,313 from Free Cash to the Stabilization Account in accord with the Special Assessment dated November 9, 2012 and approved by the Board of Directors on December 10, 2012**

Unanimous vote

The CFO noted that municipalities adopt MGL regulations to allow for unpaid charges to become liens on real estate tax bills. The regulations would allow the Financial Officers to charge a fixed rate of interest on the property of a person who is delinquent on his local taxes, fees or other charges. Mr. Connolly voiced concern on the water rate charged to SouthField residents and asked to table Chapter 40 section 21E to the next meeting to discuss the imposition of a 12% late charge on water bills that were 30 days overdue.

**VOTED: Motion of Joseph Connolly, seconded by John Ward, to table a portion of Board Measure 13-008 related to *Massachusetts General Laws Chapter 40 section 21E, establishing that all municipal charges must be paid within 30 days of issuance, and on charges not paid after 30 days SSTTDC is authorized to impose a 12% late fee, to the next Board of Directors meeting***

Unanimous vote

Board Measure 13-008

**VOTED: Motion of Jeff Wall, seconded by John Ward, that the South Shore Tri-Town Development Corporation, except for Massachusetts General Laws Chapter 40 section 21E, and accepts the following provisions of Massachusetts General Laws (MGL):**

MGL Chapter 40 section 57 – non-renewal of licenses or permits for failure to pay municipal charges  
MGL Chapter 40 section 58 – authority to impose a lien for non-payment of real or personal property taxes and also for the following charges: all permits under the building division; all fines for failure to comply with the following sections of the General Municipal Code for the NAS South Weymouth:  
*Article IV – Preservation of Public Peace and Order; Article V – Affective use of Private Property; Article VI – Public works; Article VII – Licenses and Permit; Article VIII – Regulations Affecting Motor Vehicle; Article IX – Stormwater*

MGL Chapter 41 section 38A – in that the Collector is hereby authorized to collect all municipal charges and fees

MGL Chapter 40 sections 42A through 42I inclusive – authority to establish a real estate tax lien for unpaid water charges

MGL Chapter 83 sections 16A through 16F inclusive – authority to establish a real estate tax lien for unpaid sewer charges

MGL Chapter 60 section 37 – real estate tax liens exist for no longer than 3.5 years and must be converted to tax title within that time period

Unanimous vote

The CFO noted the amendments to General Municipal Codes Section 4.7 on Fire Protective Systems Malfunctions required a public hearing process and recommended the Board Measure be tabled to the next meeting.

**VOTED: Motion of Joseph Connolly, seconded by Jeff Wall to table Board Measure 13-009 to the next meeting**

Unanimous vote

LNR Event

The Board was informed that LNR was sponsoring their second annual 5K Road Race on June 27, 2013 from 4pm-9pm and that they applied for a one day Wine and Malt License. Copies of the application were included in the Board's agenda packets.

Board Measure 13-020

**VOTED: Motion of Joseph Connolly, seconded by James Lavin, as per MGL Chapter 138 and the rules made thereunder, and section 37, sub-section 6 (w) of the Chapter 303 of the Acts of 2008, Robert Lucente, Peak Organic Brewing Company is hereby granted a one day license to sell, store, pour and consume Wine and Malt beverages on June 27, 2013 between the hours of 5PM and 8PM at the SouthField Classic 5K Road Race**

Unanimous vote

The Board was also informed that the proposed road race course would start and finish at the SouthField Welcome Center and would include portions of Shea Drive and Memorial Grove Avenue.

Board Measure 13-021

**VOTED: Motion of Jeff Wall, seconded by Joseph Connolly, that the Board of Directors grant permission to LNR South Shore LLC and Conventures, Inc. permission to use a portion of the public roadways, Shea Drive and Memorial Grove Avenue for the SouthField 5K Road course to begin 6:30pm on Thursday, June 27, 2013. There can be no complete closure of the roadways for public safety concerns**

Unanimous vote

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**Unanimous vote**

*for the  
second*

# FISCAL YEAR 2014 BUDGET CONSIDERATION

Presented by:

James A. Wilson, CFO

# STATUS

- FY13
  - FOST 3-5 land taxes have been added to tax roles
  - Navy still holding parcels that are subject to environmental cleanup
  - Residential building projects, significant slow down in construction of all types
  - Nearly 500 residents by close of FY13
  - Apartment complex 87% occupied
  - Fire and Police contracts signed with Town of Weymouth agreement expires 6-30-2014
  - FY 13 Education contract with Weymouth finalized



# Financial Planning Factors

- **Special Assessment**
  - FY14 will be the second year of implementation
    - 35% of real estate taxes reserved by indenture
    - Special Assessment to owners on FOST 1 and 2 for remainder
- **Parkway Bond Analysis**
  - Required to Appropriate Deficiency (see section 3(g))
    - Prior to tax rate setting
    - Prior to certification of free cash
    - Prior to basic financial statements being completed
- **Enterprise Funds**
  - Combined funds
  - Year 2 of new agreement with Weymouth
  - Usage below 30,000 gpd
- **Budget considerations**
  - FY14 work within Reuse Plan
    - Fully implement Enterprise Fund
    - Maintain current level of staffing
    - Provide for all governmental services
    - Provide for Deficiency Payment
    - Provide for one year Debt service on infra-structure bond

## Special Assessment – Infra-Structure Bond

### \$12.5 Million Infra-structure Bond

#### FY14 Payments

- Cost \$972,625
- SSTD C payment requirements
  - 35% from tax revenue on FOST 1 and 2
  - 65% from special assessment to property owners
- Special Assessments must be approved each year prior to the DOR Tax Rate Setting process

## Parkway Agreement with DOT

- FY12 Calculation (based upon FY11 construction)
  - \$756,978 certified deficiency
  - \$290,051 on reserve at AnF
  - \$466,927 to be encumbered in FY13 Budget
- FY13 Calculation (based upon FY12 construction)
  - FY12 State's bond payment = \$1,875,500
  - Certified FY12 "New State Revenue" = \$1,642,530
  - Deficiency = \$232,970 to be paid by SSTTDC
  - Raised and appropriated in this fiscal year
  - Appeal in progress
- FY14 Deficiency projected (based upon FY13 construction)
  - budgetary consideration per MOU with AnF
  - no commercial and meager residential development
  - FY13 Bond payment = \$1,875,500
  - Estimated deficiency for SSTTDC at \$1M

# FY14 deficiency calculation

- Bond payment = \$1,875,500
- Construction = \$8 million estimated 1-1-2013
  - New State Revenues (construction) = \$300,000
  - Other new state revenues = \$180,000
  - Commercial Assessment = \$395,000
  - SSTDC budgetary requirements = \$1,000,000
    - » Will be reviewed after 7-1-2013

# FY13 Budget Status

- **FY13 Appropriation**
  - **\$3,424,189**
    - Includes proposed payment to AnF of \$466,927
    - Includes proposed payment to AnF of \$232,970
    - Expenditures to 12/31 = \$1,495,354
      - FY13 budget includes school appropriation plus transportation
        - » Agreement on School reimbursement for FY13 only
- **Revenues to 12/31 = \$2,384,970**
  - Includes 2/3 payment of FY13 RE taxes
  - Includes all of special assessment
  - LNR has not paid its assessment for FY12 claw back of \$232K

# FY14 Budget Philosophy

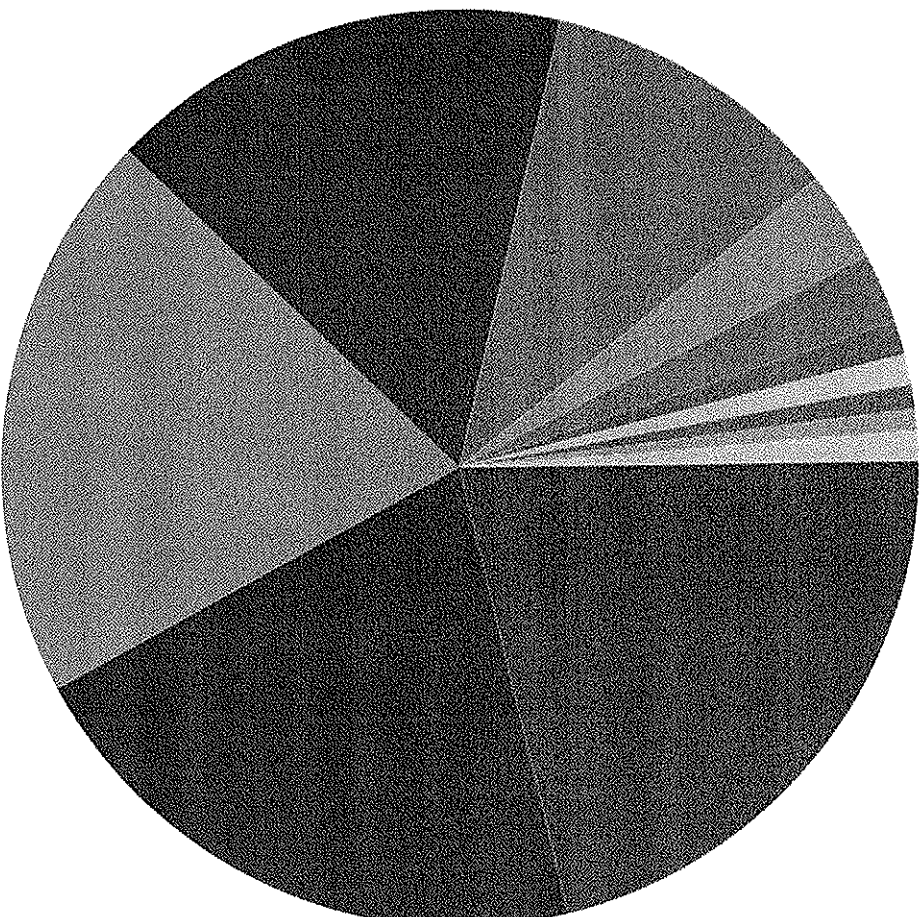
- Provide services common for a governmental entity
- Adhere to the Tax Plan approved by the SSTDC and Administration & Finance and MA Department of Revenue
  - New Appraisal methods
  - Funds estimated Parkway deficiency
  - Funds all Debt service
  - Does not include OPEB contribution
    - » Will be considered in June
- **Enterprise Fund**
  - Single fund
  - Operation and maintenance expenses
  - Provides for no capital improvements to system

## FY14 Budget Overview – Measure #13-005

- **Total Revenue = \$4,673,623**
  - Will be reviewed after values are certified by MA DOR
  - Real Estate Taxes = \$2,394,000
    - » FY13 RE taxes = \$2.2M
  - Local Receipts = \$1.11 million
    - Entitlement Fees = \$90,000
    - Earnings on Investments = \$15,000
    - Building Permits = \$495,000
    - Administrative Fees = \$10,000
    - Special Assessment for Infrastructure Bond = \$500,000
  - \$1.17M from FY13 free cash to supplement required budget

# Budget by dollar amount

FY14 Budget



- to AnF
- Debt
- Personnel costs
- Other Prof Services
- Education
- Overlay for Abate
- Utilities
- insurance
- reserve
- snow
- maintenance
- other expenses



## FY13 Expenditures

- **Total FY 14 Proposed Budget = \$4,673,623**
  - Board of Directors = \$62,016
    - Salaries for Directors
    - Annual Audit
  - Executive Office = \$410,310
    - Salaries (2 FTE)
    - Insurances
    - Consultants (Governmental, Real Estate)
  - Reserve Fund = \$49,768
    - 1.06% of total budget
  - Overlay for Abatements = \$150,264
    - » Abatements from LNR and Eventide denied awaiting appeal

# Expenditures Continued

- **Finance = \$374,590**
  - Salaries (2.75 FTE)
  - MUNIS maintenance, support, disaster recovery, licenses
  - Assessing – full implementation on assessing package purchased in FY12
    - Assessing Services
    - DOR involvement onsite
    - Special Assessment program
  - Permits and enforcement – implementation for FY14
  - Integrated Utility billing implemented during FY13
- **Legal = \$84,170**
  - Outside counsel
- **IT = \$18,200**
  - Internet access
  - Software licenses
  - Professional services

## Expenditures Continued

- **Planning = \$162,704**
  - Salaries (1 FTE)
  - Engineering (Mapping for subdivisions, site plans)
  - Other consultants
- **Pension, Benefits and Insurances = \$205,000**
  - Health, Life, Unemployment, Dental, Contributory Retirement, Employer taxes, LDT and STD
- **Administrative Services = \$93,925**
  - Building and site Utility expenditures

# Expenditures continued

- **Inspectional Services = \$46,000**
  - For inspection services to oversee building
    - Building (in-house staff)
    - Fire (Town of Weymouth)
    - Health (in-house staff)
- **Police and Fire Protection**
  - \$150,000 for each service payable to either Weymouth or Rockland
- **Public Works = \$219,050**
  - Salaries (1.25 FTE)
    - Part time help for building and grounds maintenance
  - Snow Removal
  - Gasoline for vehicle
  - Grounds Maintenance
- **Debt Service = \$972,625 for 2010A Bond**

# Expenditures cont'd

- School Department
  - Transportation = \$78,800
  - Special Ed = \$150,000
  - Regular Day Education = \$271,200
- Projected Parkway Deficiency
  - \$1.0 million (see memo at tab 10)

## Enterprise Fund Measure 13-006

- Consecutive Public Water System
  - Approved by DEP in October, 2011
  - Certified Water Superintendent
  - Hired Whitewater for testing and maintenance matters
  - Agreement with Town of Weymouth for Phase 1 supply expires June, 2014
- SSTD C DEP Sewer Extension Permit
  - Extension of Weymouth System
  - Certified Operator
  - Permitted in 2007 updated in 2012
  - Limits flow to 187,500 gpd
  - Through Weymouth System (MWWRA collection system)

## Enterprise Fund (continued)

- Financial
  - We are still growing, new residents during Spring and Summer will change usage and therefore finances
  - Proposed SSTD rate
    - » Includes some of:
      - Operation and Maintenance costs
      - Personnel costs
      - Meter Reading
      - Utility billing
      - Inspections
- **Combined FY14 Water and Sewer Budget = \$364,324.20**
  - Based upon same rate
  - Increased usage from 10,500 units/year to 13,500 units/year

# SSTTDC Water and Sewer Rates

- Weymouth charges to SSTTDC
  - » Weymouth charges SSTTDC = Tier 2 rates plus 5% plus monthly service charges
  - » Weymouth charges Tier 1 for first 8 units per household
- SSTTDC Budget = \$364,324.20
- SSTTDC rate structure
  - » no rate increase and will be reviewed in Fall
  - » Tier 1 = \$21.34
  - » Tier 2 = \$29.87



## Other Water and Sewer Payments

- Water Conservation and Sewer Mitigation Fees
  - Part of Current Weymouth Agreement
    - » Required charge per DEP consent Decree
    - » Based upon gallons of flow
  - Phase 1A has been paid by LNR to Weymouth
  - Phase 1B to be paid to Weymouth at least 3 months in advance of vertical construction
- Connection Fee
  - Vertical Developer liable
    - » Paid to SSTDTC
    - » \$7/gal of new sewer flow
    - » Must be paid to SSTDTC before building permit issues
  - Total of \$6997,000 due to the Town of Weymouth by the end of Phase 1, budgeted in FY14 per agreement