



KleanTu® LLC

John R. Smith

P.O. Box 1154

Edgartown, MA 02539

412-719-5976 - Mobile

508-627-3072 - Office

May 5, 2023

CONTRACT No. 80107-040-2305 for 259 State Road, West Tisbury; pg. 1/6

To: Brian Nelson
NMD Acquisitions, LLC
441 State Road
Tisbury, MA 02568
brian@nmdgreen.com

RE: NitROE® 2KM WWTS Start-Up, Monitoring Operation & Maintenance (MOM) for
259 State Road, West Tisbury, MA; KleanTu Job No.: 80107

Dear Brian:

KleanTu® LLC is pleased to submit this “Contract” to provide Start-Up and Monitoring Operation & Maintenance (MOM) services for the first year of your newly installed NitROE® 2KM Waste-Water Treatment System (WWTS) at 259 State Road, located in the Town of West Tisbury.

The main purpose of the NitROE® 2KM WWTS is to enhance your Title 5 Septic System for the purpose of significantly reducing total nitrogen (TN) from the sanitary wastewater flow. In addition to significant TN reduction, the NitROE® enhanced Title 5 septic system will also produce a highly treated effluent low in organic carbon constituents (measured as BOD₅) and low in total suspended solids (TSS) levels.

Please note that entering into a yearly MOM contract is a requirement of KleanTu®’s Mass DEP Provisional Permit (DEP Transmittal No.: X285590; issued May 12, 2020). As this is the first year of operation, start-up services are also provided. As cited in Section IV-4 of the Provisional Permit, yearly MOM contracts must be in place to ensure proper operation and consistent treatment performance. In this regard, this contract also provides budgetary price estimates for subsequent years of MOM.

CONTRACT DETAILS AND PRICE PROJECTIONS

Regarding start-up and MOM services, Table 1 provides a yearly breakdown of scheduled deliverables and associated prices. The contract price for 12 months in the 2023/2024 timeframe is fixed and reflects requirements cited in the Mass DEP Provisional Permit.

All MOM activities, including monitoring and sample collection, will be performed, or directly supervised by, a System Operator that has been certified at a minimum Grade Level IV by the Board of Operators of Wastewater Treatment Facilities, in accordance with Massachusetts regulations 257 CMR 2.00. Specific to this Contract, the System Operator will be John R. Smith, Certificate No.: 1914.

Electronic copies of the Provisional Permit and the NitROE® 2KM WWTS MOM Manual are provided along with this contract proposal.



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The contract prices for subsequent years 2024 and beyond are estimates in 2023 dollars, with the higher amounts reflecting continuation of quarterly inspections and sampling or being allowed to do less frequent inspections and could vary for a number of reasons, including the effect of inflation on personnel, material, and energy costs.

Table 1. Scheduled (Routine) Yearly O&M Deliverables and Pricing for New NitROE® 2KM WWTS for 259 State Road, West Tisbury, MA (provided in 2023 dollars)

Time Period	Deliverables	Price per Period (\$)
May 2023 Thru April 2024 (12 months)	<ul style="list-style-type: none"> Start-up including bacterial seeding and monitoring at least once every 2 weeks during the 1st 8 weeks of operation to ensure that NitROE® 2KM WWTS is properly functioning. Provide and Review a MOM Manual to homeowner and address any and all related questions. Quarterly Sample Collection and Analyses per Mass DEP Provisional Permit. Respond to Homeowner issues, concerns and questions. Quarterly Inspection and Monitoring Updates to Homeowner. (NOTE: All NitROE® WWTS Components Covered Under Warranty)	\$1,300 (for Site Inspection/Sampling Visits and for Mass DEP Certified Lab Analyses)
May 2024 Thru April 2025 (12 months)	<ul style="list-style-type: none"> Quarterly Inspection and Sample Collection per Mass DEP Provisional Permit Issued or Yearly Inspection per General Permit, once issued. Covers Maximum of 4 site calls per year. Yearly Update to Homeowners. (NOTE: O&M Calls (>4) and Issues Addressed per Table 2 Items)	\$600-\$1,000 (Projected Range with New Contract to be Executed)
May 2025 Thru April 2026	<ul style="list-style-type: none"> Quarterly Inspection and Sample Collection per Mass DEP Provisional Permit Issued or Yearly Inspection per General Permit to be issued. Covers Maximum of 4 site calls per year. Yearly Update to Homeowners. (NOTE: O&M Calls (>4) and Issues Addressed per Table 2 Items)	\$600-\$1,000 (Projected Range with New Contract to be Executed)
May 2026 On	<ul style="list-style-type: none"> Yearly Inspection and Sample Collection per Mass DEP General Permit. Covers Maximum of 3 site calls per year. Yearly Update to Homeowners. (NOTE: O&M Calls (>3) and Issues Addressed per Table 2 Items)	\$400-\$600 (Extended Yearly Contract to be Executed)



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As the NitROE® 2KM WWTS moves through the Mass DEP permitting process from Provisional Permit Use to General Permit Use, Table 1 reflects that the associated price for yearly MOM significantly decreases. This MOM price reduction is primarily due to the fact that the Mass DEP requirements for inspections and sampling and analyses move from quarterly (under the Provisional Permit) to yearly under a General Use Permit. At this time, it is not known if a General Use Permit will be issued in year 2023 or 2024 as that decision rests with the Mass DEP.

It is also cited in Table 1 that this 1st year contract, once executed, runs from May 2023 through April of 2024 during the Provisional Permit phase. As the NitROE® 2KM WWTS operation then moves into April 2024, a new contract will need to be executed with each renewal for a minimum 1-year period.

In addition to the pricing of scheduled MOM activities cited in Table 1, Table 2 provides non-scheduled and non-routine MOM activities and estimated prices in 2021 dollars, with anticipated timeframes as to when such MOM activity may be needed and thus the cost incurred. While KleanTu® has designed and utilized equipment to provide low maintenance operation and treatment, Table 2 is provided so the system owner has some idea what costs may be incurred in future years associated with non-routine MOM activities.

The only cost estimate in Table 2 that will be incurred each year is the electrical cost associated with the continuous operation of one (1) 120V air pump required to enhance and maintain the appropriate level of biological processes required. This yearly cost will be borne by the homeowner, along with periodic pumping of the septic tank as required. Please note, the periodic pumping of the septic tank is always required regardless of whether an I/A treatment system is part of your septic system. As such, the cost of pumping is the homeowner's responsibility, not the responsibility of KleanTu®.

The NitROE® WWTS relies on remote sensing that is connected to the home Wi-Fi network in order to transmit air pressure readings and low/no pressure alerts to the KleanTu® MOM desk. This remote system notifies the MOM desk about the status of the air pump without going to the site. The remote sensing unit uses only the outgoing signal and cannot connect to any other signals or online activity via the Wi-Fi network. In order for KleanTu® to set up the remote sensing unit to optimize the performance of the NitROE®, please provide your Wi-Fi network name and password below.

Home Wi-Fi Name: NMD

Home Wi-Fi Password: mechanical

Please indicate below whether your home is year-round or seasonal (check one):

Year-Round

Seasonal



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Table 2. Non-Routine MOM Items and Price Estimates for New NitROE® 2KM WWTS for 259 State Road, West Tisbury, MA (provided in 2021 dollars)

Item	Description	Price Estimate
Air Pump Electrical Usage	<ul style="list-style-type: none"> One (1) 120V air pump. Total daily electrical usage measured at ~2.9 kWhr/day/pump. Cost/day at \$0.20/kWhr x 2.9 kWhr/day = \$0.58/day. 	\$210 per Year
Non-routine Troubleshooting Visits	<ul style="list-style-type: none"> After 12-month warranty period, troubleshooting site calls (more than 4/year) will be charged at \$120/hr with 1 hour minimum. 	\$120 per Hour
Septic Tank Pump-Out	<ul style="list-style-type: none"> KleanTu® will determine when this is needed based on scheduled site visits. Pump-out to be done by non-KleanTu® contractor with estimated price = \$975/tank (\$0.65/gallon). Exact time period is site-specific with estimate of every 3-5 years. <p><i>(NOTE: This pump-out cost would need to be done even if this was a conventional Title 5 septic system)</i></p>	\$975 (for Septic Tank Pumped Out Every 3-5 Years)
Replace Remote Sensing Probes and Unit	<ul style="list-style-type: none"> Replacing remote sensing unit and probes = \$360. Exact time period is variable with estimate of every 5-10 years. <p><i>(NOTE: For remote sensing operation, Wi-Fi connection from homeowner is needed – Please provide on p. 3)</i></p>	\$360 (Every 5-10 Years)
Replace Air Pump	<ul style="list-style-type: none"> Air pump repair and/or replacement. Exact time period range is variable with estimate of every 5-8 years. 	\$600 (Every 5-8 Years)
Replace Aeration Tubing	<ul style="list-style-type: none"> Replace all air tubing = \$800. Exact time period is variable with estimate of every 10-20 years. 	\$800 (Every 10-20 Years)
Replace Wood Chips	<ul style="list-style-type: none"> Replace all wood chips = \$1,000. Exact time period is variable with estimate of every 20-30 years. 	\$1,000 (Every 20-30 Years)
Replace Limestone	<ul style="list-style-type: none"> Limestone Addition = \$1,600. Exact time period is variable with estimate of every 20-30 years. 	\$1,600 (Every 20-30 Years)

Being in 2021 dollars, these future estimates could vary for a number of reasons, including the effect of inflation on costs of personnel, materials and energy.



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PAYMENT TERMS

For the 2023-2024 period price of \$1,300, 50% or \$650 needs to be paid upon completion of the installation. An invoice will be included with the Notice of Completion. The remaining amount of \$650 will be invoiced 6 months after that date. Contracts executed for subsequent yearly time periods will need to be signed by April 20th of the respective contract time period and will have similar payment terms as cited above.

OTHER TERMS

Modification of Agreement. This contract may not be changed or modified except by a writing signed by both of the parties hereto. No valid waiver of any provision of this contract shall be deemed a waiver of any other provision of this contract. Any failure by a party at any time, or from time to time, to enforce or require strict compliance with any term or condition of this contract will not constitute a waiver of such term or condition.

Titles. All titles and headings appearing in this contract are for identification and organizational purposes only, and are not to be used for interpretive purposes.

Binding Effect; Assignment. This contract shall be binding upon, and insure to the benefit of KleanTu® and its affiliates, partners, subsidiaries, divisions, successors, and assigns. KleanTu® shall have the right to assign or otherwise transfer its rights and obligations hereunder to any successor in interest, whether by merger, consolidation, sale of assets, or otherwise without your consent. You may not assign this contract under any circumstances.

Entire Agreement. The parties to this contract acknowledge that: (i) no oral or written representations were made with respect to this contract or the relationship between the parties, and (ii) this contract contains the entire agreement between the parties and supersedes all prior contracts, agreements, understandings and communications that may have been made or exchanged in connection with the subject matter of this contract.



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CONTRACT ACCEPTANCE

To execute this contract, and comply with Mass DEP Provisional Permit Requirements, please sign below to acknowledge acceptance of this proposal and mail original with your signature, or e-mail pdf copy of this page with your signature, back to me.

Please contact me with any questions or comments. My cell # is 412-491-0122.

Thank you,

Jaw K. Fu
Jaw K. Fu (May 5, 2023 11:38 EDT)

Jaw K. Fu
Vice President
Engineering & Operations

SYSTEM OWNER SIGNATURE

Brian Nelson, NMD Acquisitions, LLC

Signature: *Brian Nelson*

Date: **May 5, 2023**










259 State Road_MOM Contract_80107-040-2305

Final Audit Report

2023-05-05

Created:	2023-05-05
By:	Marianne Weber (mweber@kleantu.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAE7GZG7V9dk_1s5IMeA9uJmx8eiy69rXT

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-  Signer jfu@kleantu.com entered name at signing as Jaw K. Fu
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