

June 25, 2007

Board of Selectmen
Frederic Turkington, Jr. Town Administrator
Mark Lanza, Town Counsel
Town of Wayland
Wayland Town Offices
41 Cochituate Road
Wayland, MA 01778

Re: Wayland Wastewater Management District Commission

Gentlemen:

I write on behalf of Twenty Wayland, LLC with respect to a statement made by a member of the Wayland Wastewater Management District Commission (the "WWMDC") at its public meeting on June 20, 2007. The statement at issue was made by WWMDC Commissioner Blair Davies, and expressed the view on behalf of the WWMDC that we are not entitled to connect the proposed Town Center project to the adjacent sewage treatment plant administered by the WWMDC, and that the Town has no obligation to provide the 45,000 GPD of capacity that has been allocated to us.

Mr. Davies' statement repudiates the express provisions of the August 30, 1999 Memorandum of Agreement under which the Town acquired the plant (the "1999 MOA") and which have been confirmed and affirmed repeatedly by the Town, notably in the March 20, 2006 Memorandum of Agreement (commonly referred to as the "Development Agreement") and in correspondence to me from Mr. Turkington on behalf of the Town as recently as February 26, 2007.

As has long been understood and is recognized in the Development Agreement, the Town's obligation to provide 45,000 GPD includes the obligation to do what is necessary to upgrade or replace the plant to the satisfaction of regulatory authorities including EPA and DEP¹ so that we

¹ Indeed, in furtherance of that undertaking by the Town, at your request we agreed in the Development Agreement (a) to conduct an assessment study of whether the plant needs to be upgraded or replaced, and that study is currently underway by Metcalf & Eddy (having been delayed until now by Mr. Davies' efforts to increase the scope beyond that required by the Development Agreement), and (b) to pay up to \$175,000 of the Town's cost to upgrade or replace the plant, in addition to our pro-rata share of that cost based upon our allocation.

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Board of Selectmen
Mr. Frederic Turkington, Jr.
Mr. Mark Lanza
June 25, 2007
Page 2

may fully utilize our 45,000 GPD allocation. Mr. Davies' statement on behalf of the WWMDC rejects that obligation.

Mr. Lanza negotiated the 1999 MOA with me, and therefore he will recall that the 45,000 GPD allocation to us was an essential term of the deal under which the Town acquired the plant by eminent domain. At the time, we owned the plant and it served only our site. The Town acquired it pursuant to the 1999 MOA in order to use the agreed excess capacity of 20,000 GPD to serve failing septic systems on Route 20. Obviously at the time the Town had the legal power to take our entire site by eminent domain, or to do the equivalent by denying us our share of the plant's capacity. The Town, however, made the fiscally responsible decision to take only the plant while reserving to us the 45,000 GPD capacity we required for our site going forward, including its future development, and to seek our agreement to that approach in the 1999 MOA rather than take its chances with an appeal of an eminent domain award. For our part, we never would have agreed to the taking and to the condemnation award made without getting the 45,000 GPD allocation to us. Nor would we have paid a pro-rata share of operating and other costs based on that 45,000 GPD allocation, which we have done faithfully in accordance with the MOA since the taking.

Speaking for the WWMDC, Mr. Davies has now cast aside the fundamental basis upon which the Town acquired the plant and repudiated the Town's contractual obligations to us. This is unconscionable. The Town took the plant subject to our rights to the 45,000 GPD, and those rights were and are first in time and first in line, senior to all other users of capacity. For most of a decade we have relied upon the 1999 MOA and the Town's obligation to provide the 45,000 GPD of wastewater capacity, and we continue to so rely as we advance the Town Center project. The 45,000 GPD allocation was sized to allow redevelopment of our site. There can be no doubt that if the Town were to breach its obligation to provide that capacity, our damages—and the Town's liability—would be enormous.

We expect the Town fully and timely to perform its obligations in good faith. We have no intention of waiving those obligations or any of our rights and remedies in connection therewith, all of which are expressly and fully reserved.

You are the Town's top officials, and the members of the WWMDC, including Mr. Davies, are appointees of the Board of Selectmen. Therefore we must ask you to clarify the Town's intentions with respect to our wastewater entitlement and the Town's obligation to upgrade or replace the plant. Given where we are in the permitting process—beginning the MSP public hearing and planning to file our Final Environmental Impact Report shortly—it is important that we receive an answer rapidly.

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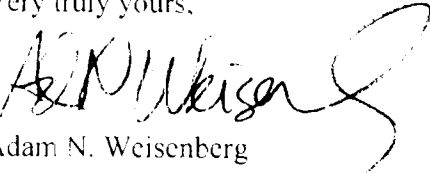
Board of Selectmen
Mr. Frederic Turkington, Jr.
Mr. Mark Lanza
June 25, 2007
Page 3

If, as we hope, the Town intends to perform its obligations, we respectfully ask you immediately to take such steps as are necessary to ensure that all Town officials including the WWMDC carry out those obligations fully and timely and at all times act in furtherance thereof rather than in opposition, and that you immediately advise us of those steps as an assurance that the Town will deliver on its obligations. If you cannot provide such assurances or you determine that the Town will not meet its obligations, we ask that you so advise us immediately so that we may take necessary steps to protect our interests.

Finally, if the Town intends to perform its obligations, but you—and we—cannot be confident that the WWMDC and other officials can and will do what is necessary to make that happen, then we respectfully suggest that it is incumbent upon you to resolve that problem swiftly through such means as may be available to you and to restore the responsibility for meeting the Town's obligations to officials who are ready, willing and able to carry out that responsibility in a diligent, timely and effective manner.

We would appreciate your prompt response to this inquiry. Thank you.

Very truly yours,



Adam N. Weisenberg

For TWENTY WAYLAND, LLC

ANW:elh

cc: Dean F. Stratouly
Charles R. Irving
Anthony DeLuca
Frank Dougherty
Mark MacRae
Paula Phillips



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July 2, 2007

Adam N. Weisenberg, Esq.
Goodwin Procter LLP
Exchange Place
Boston, MA 02109

RE: Town-Owned Sewage Treatment Plant Capacity Allocation to 400-440 Boston Post Road, Wayland, MA

Dear Mr. Weisenberg:

I am writing you on behalf of the Town of Wayland in response to your letter to Town Counsel Mark J. Lanza and me dated June 25, 2007 concerning the above-referenced subject. The Board of Selectmen, Town Counsel and I have reviewed this matter with the Wayland Wastewater Management District Commission (the "WWMDC"). After doing so on June 28, 2007, the WWMDC voted (2-0-0; Davies and Schofield in favor; Roberts absent) to confirm and reaffirm the Town's and the WWMDC's contractual obligation to provide Twenty Wayland, LLC, as successor to Wayland Business Center, LLC ("WBC"), 45,000 GPD of wastewater capacity at the Town's sewage treatment plant in accordance with the Memorandum of Agreement among WBC, the Town and the WWMDC dated August 30, 1999.

As I stated in my letter to you dated February 26, 2007, the Town and the WWMDC have met, and will continue to meet their obligation to provide the agreed amount of capacity.

Thank you for your attention to this matter.

Very truly yours,

Frederic E. Turkington, Jr.
Town Administrator

c: Board of Selectmen
Wastewater Management District Commission
Town Counsel Mark J. Lanza