

VIA ELECTRONIC MAIL

M E M O R A N D U M

To Wayland Board of Selectmen

cc: Nan Balmer, Town Administrator

From Wayland Real Asset Planning Committee (“WRAP”)

Re Questions for Town Counsel Related to Town-Owned Properties –
Town of Wayland, Massachusetts

Date June 8, 2017

Request

Seek the assistance of counsel to ascertain what limitations, if any, are imposed upon use of certain parcels of land and provide guidance concerning whether and how such limitations can be lifted. In addition, the Town needs guidance on suggested language to use when acquiring new properties in order to provide the greatest amount of flexibility for use of the land in the future.

Background

As part of its charge, the Wayland Real Asset Planning Committee (“WRAP”) has gathered and reviewed legal documents and historical information concerning numerous parcels of land acquired by the Town of Wayland or one of its boards. Review of those documents raised two types of questions: 1) those generally applicable to parcels of land; and 2) those that relate to three specific properties -- a) Loker Conservation & Recreation Area off of Route 30; b) Town Building & Land at 41 Cochituate Road; and c) the Greenways/Paine Estate “Municipal Use” Parcel at 202 Old Connecticut Path.

Below we pose questions that we believe need to be answered and provide as Exhibits the back-up documents that we have been able to gather. Please do not hesitate to reach out if there is any additional information we can provide.

I. Generally Applicable Questions

A. Conveyance Under M.G.L. c. 40, s. 8C – Property was deeded to the Town of Wayland under the provisions of the referenced statute “...to be managed and controlled by the Conservation Commission of said Town for the promotion and development of the natural resources and for the protection of the watershed resources of said Town.” Is it an ongoing restriction in perpetuity that the property must be controlled by the Conservation Commission for the stated purpose? (**See Exhibit A** for Quitclaim Deed granting property to the Town of Wayland)

B. Specific Taking Language – An eminent domain taking was accomplished through an Order of the Board of Selectman that includes language that the taking was “...in the name

of and on behalf of the Town, for a refuse disposal area or dump...”. A separate Order of Taking by the Board of Selectman for an adjoining parcel states “...for Town dump purposes...”. Are these ongoing restrictions requiring that the property be used only for those stated purposes? Based on those Orders, which town entity has control of the parcels and, subject to DEP approval, can that land be put to another use? (**See Exhibit B** for recorded Board of Selectmen Orders)

C. Town Meeting Vote Differs From Deed – Town Meeting voted to acquire specific land “for highway and related purposes.” Thereafter, the property was acquired by deed with no stated restriction in the language of the deed. In terms of determining the applicable use, which document would control? Is it a matter of timing? While the attached Exhibit shows one example, there are several in the Town which include similar language such as “for highway use”, “for municipal use” or “for recreational use”. If there are differences in the way each use would be evaluated, please advise. (**See Exhibit C** for Deed and record of Town Meeting vote)

D. Language Going Forward – The language regarding takings and land granted for certain purposes has run the gamut over the years. It would be helpful to have guidance and specific suggested language to use when acquiring properties so that the Town retains the greatest amount of flexibility for future use of the land.

II. Site Specific Questions

A. **Loker Conservation & Recreation Area** – the property consists of three (3) separate parcels, each of which has separate questions:

1. **396 Commonwealth Road** -- Assessors Parcel 48-098 = 2.6 acres (Bk. 10146 / Page 490 – 10/15/1962; Plan 1471 (A of 2) - 1962).

Abstract: Lot A was conveyed “in trust” -- Town of Wayland is named the Trustee; the “Conservation Commission shall manage and control the property conveyed to this charitable trust and shall constitute a Board of visitors to enforce and preserve this trust”; “property shall be used only for the purposes authorized by General Laws Chapter 40 Section 8C, as it may hereafter be amended, and other Massachusetts statutes relating to conservation, including the protection and development of the natural resources and protection of the watershed resources of the Town of Wayland”; “property may not be used for any commercial or business purpose nor for the removal, whether for sale or the use of the Town of Wayland, of sand, gravel, stone, oil, gas or any other mineral or earth product”. (**See Exhibit D** for Quitclaim Deed granting property to the Town of Wayland and recorded/registered Plan indicating the three parcels)

QUESTIONS: Which town entity has control of the parcel and can that land ever be put to another use? In a more general vein, if after referencing Chapter 40, Section 8C, the language did not include the words “as it may hereafter be amended” would that make a difference as to another possible future use?

2. 412 Commonwealth Road – Assessors Parcel 49-064B = 28.20 acres
- a. Deed (Bk.31387/ Pg.167) – Sale 5/2/2000 for \$1.7M, Recorded 5/9/2000 [as authorized by ATM 5/11/98, Art. 28] for Lot 2 (described in Registration Bk. 688/Pg. 169, Certificate 111719 & Plan 18387C; and Lots B & C see Plan 1471 (A of 2) – 1962). (**See Exhibit E** for Quitclaim Deed and related Certificate granting property to the Town of Wayland)

Abstract: All of the “premises are conveyed with the limitation that the premises be used only for recreation and conservation”; subject to the restriction that the parcels “shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence”.

- b. Eminent Domain Taking (Bk. 31387/Pg. 156; Land Court 138908) – Date of Taking 5/4/2000, Recorded 5/9/2000 [as authorized by ATM 5/11/98 ATM Art. 28] appears to be for the same parcel as deeded above. (**See Exhibit F** for Town Vote and Order of Taking)

Abstract: “for conservation and recreation purposes” in accordance with “the provisions of Chapter 40, Sections 8C and 14 of the Massachusetts General Laws, as amended” of Lot B = 2.1 acres & Lot C = 21.5 acres [see Plan 1471 (A of 2) – 1962] & Lot 2 supposedly Registered Land on a Plan 18387C that is not available at the Registry on-line; covenant for the Town and those in its chain that “the parcels shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence”; Order of taking shall not extinguish Grantor Dow’s 2/8/1999 contractual obligations, etc.

QUESTIONS: Which town entity has control of the parcel and can that land ever be put to a use other than recreation or conservation? Does the eminent domain document supersede the language in the deed? Does the reference in the eminent domain taking to “Chapter 40, Sections 8C and 14 of the Massachusetts General Laws, as amended” impose any restrictions on the property with regard to construction of a building or other structure? Could a community center be constructed on the property?

3. 434 Commonwealth Road, Natick = 3.71 additional acres in Natick
- a. Deed (Bk. 31387/Pg. 177) – Sale 5/2/2000 for less than \$100 paid; Recorded 5/9/2000 [as authorized by STM 12/3/98 Art. 19] – Lot D on Plan 1471 (A of 2) – 1962. (**See Exhibit G** for Quitclaim Deed granting property to the Town of Wayland)

Abstract: Premises are conveyed with “the limitation that the premises be used only for recreation and conservation purposes”; subject to the restriction that the parcels “shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence”

b. Taking? -- Taking authorized by ATM 5/3/2001 Art. 30 but can't find record at Registry on-line. (**See Exhibit H** for unrecorded Town Vote)

QUESTIONS: Which town entity has control of the parcel and can that land ever be put to a use other than recreation or conservation? Can Wayland use the property in Natick for Town of Wayland municipal purposes? Subject to Town of Natick zoning, can the Town of Wayland construct a building or other structure on the land in Natick?

4. Subsequent Town Meeting Action re: Loker Conservation & Recreation Area

There was a subsequent action applicable to all three parcels at ATM 5/12/2004 Art. 32 "Delineation of Loker Conservation/Recreation Area" (Bk. 53508/ Pg. 112) – Board of Selectmen were instructed to transfer the care, custody, management and control of 4/1/2004 plan-delineated areas (including the land in Natick) to each the Conservation Commission for conservation purposes & the Recreation Commission for recreation purposes, respectively, and the plan delineating those areas for conservation and those areas for recreation is recorded at the Registry. (**See Exhibit I** for recorded Town Vote)

QUESTION: Considering the responses to the foregoing questions, what is the effect of the 5/12/2004 Town Meeting vote?

B. Town Building & Lands – 41 Cochituate Road – property consists of multiple parcels (Assessors Parcel 23-001 = 37 acres; and probably 23-001A = .48 acres & 23-002 = 2.72 acres):

For factual background and deed references see:

1) 10/15/1969 legal memo from then Town Counsel C. Peter R. Gossels, Esq. and his 5/16/2014 letter concerning same, as well as Compiled Plan of Land 1/12/1967. (**See Exhibit J** for Memorandum and Compiled Plan of Land)

2) Wayland Zoning Board Decision 78-9 granting a special permit and site plan approval for a proposed change in use of the building to town offices and school administration.

3) Town Meeting (ATM 2001, Art. 33) voted to sell to Paul Langner & Barbara Buell a portion of Parcel 4 along the entrance way (from Cochituate Road) to the Town Building accomplished via 2002 deed (Bk. 35147/Pg. 247) which says for Town's title see Bk. 4425/Pgs. 306-308. (**See Exhibit K** for Deeds at Book 4425, Pages 306 and 308)

4) Town Meeting (ATM 2002, Art. 6) voted to transfer a strip of land from Parcels 2 & 6 to Mass Highway for roadway widening, authorized the Recreation Commission to transfer the land to the Selectmen for that purpose, and authorized the Selectmen to petition the Massachusetts legislature to allow the change in use of the land from parkland, and the Massachusetts legislature did adopt Special Act 198 of 2002 allowing the transaction to proceed.

5) In 2013, the Wastewater Management District Commission sought and received approval from the MA DEP to install a groundwater discharge system on what appears to be Parcels 4 & 5 whereby treated wastewater from the wastewater treatment plant (located adjacent to the Wayland Commons Condominium project) would be piped to a location on Parcel A just south of the Trinitarian Church; however, no Town Meeting approvals have been sought for either use of the land or for funding engineering or construction.

QUESTIONS: Are there restrictions on what each parcel can be used for? What is required in order to remove the restrictions? Who has control of each of these parcels? What is required in order to effect a change in the controlling entity? Can the existing building remain? Can the existing Town Building be repurposed for another Town use and can it be sold/leased for private use? Can the existing building be added on to? What actions must/can the town undertake to correct any legal insufficiencies? Is the prospective location for a groundwater discharge system an allowed use?

- C. **Greenways/Paine Estate “Municipal Use” Parcel C** – 202 Old Connecticut Path – Assessors Parcel 33-001C = 26.4 acres (Bk. 25560/Pg. 210 – 8/10/1995 as authorized by ATM 1994, Art. 10)

Abstract: Grant from Paine Trust to Town of Wayland with: a) reservation of, among other things, a 25 ft. wide buffer zone parallel to the westerly sideline of the 25’ Access Easement for the benefit of Parcels M, N, P that “shall be kept in its natural condition free of all structures, pavement and parking areas”; and b) restriction that a 100 ft. wide strip along entire sideline and Old Connecticut Path be kept in its “natural condition, free from above ground structures” it having been “conveyed for conservation purposes” [however it can be used for access roads, driveways, and trails].
(See Exhibit L)

QUESTIONS: What is the Town’s obligation to enforce the buffer zone? It appears that the owner(s) of Parcel M and/or N have cleared vegetation, placed pavement, and created a parking area in the buffer zone. With regard to the 100 ft. wide strip along Old Connecticut Path, is the language of the deed sufficient to assure the restriction in perpetuity or does the Town need to take other action?

EXHIBIT A

BK10741 PG210

dw 750
11.50

QUITCLAIM DEED (INDIVIDUAL)

REC'D H 12 M 55 MP \$11.50

JAN 29 1965

I, GREGORY COOPER, of Winter Garden, Florida formerly of Wayland, Middlesex County, Massachusetts, individually and as executor of the will of Anna W. Cooper, late of said Wayland, Middlesex Probate Case No. 391688, by power conferred by said will and every other power,

~~XXXXXXXXXXXXXXXXXXXX~~

being ~~un~~married, for consideration paid, grant to the TOWN OF WAYLAND, a municipal corporation of the Commonwealth of Massachusetts,

XX

with quitclaim covenants

the land in said Town of Wayland shown on a plan entitled "Plan of Land in Wayland, Mass. at Concord Road & Claypit Hill Road Now or Formerly Owned by Anna W. Cooper", dated ~~XXXXXXXXXXXXXXXXXXXX~~ October 15, 1964 by Wayland Engineering Department, to be recorded herewith, bounded and described as follows:

- WESTERLY by Concord Road, four hundred ten and 5/10 (410.5) feet, more or less;
- NORTHWESTERLY by a curved line at the intersection of Concord Road and Claypit Hill Road, one hundred forty-four and 05/100 (144.05) feet;
- NORTHERLY and NORTHEASTERLY by Claypit Hill Road by four (4) lines, measuring, respectively, twenty-five and 11/100 (25.11) feet, sixty-five and 64/100 (65.64) feet, three hundred forty-two and 93/100 (342.93) feet, and one hundred forty-nine and 89/100 (149.89) feet;
- SOUTHEASTERLY by land shown on said plan as of William R. and Aline Davis Hulbert, one hundred thirty (130) feet, more or less; and
- SOUTHERLY by land of the Town of Wayland and land shown on said plan as of Lillian L. Larry, five hundred (500) feet, more or less.

Containing 4.8 acres of land, more or less, according to said plan.

Being the premises conveyed to said Anna W. Cooper by Charles S. Hanks by deed dated May 5, 1898, recorded with Middlesex South District Deeds, Book 2656, Page 289.

Said premises are conveyed to said Town of Wayland under the provisions of General Laws, Chapter 40, Section 8C, as it may hereafter be amended, to be managed and controlled by the Conservation Commission of said Town for the promotion and development of the natural resources and for the protection of the watershed resources of said Town.

MIDDLESEX SOUTH



(*Individual — Joint Tenants — Tenants in Common — Tenants by the Intirety.)

COMMONWEALTH OF PUERTO RICO
DEPARTMENT OF STATE
SAN JUAN, PUERTO RICO

I, ~~ROBERTO SANCHEZ VILELLA~~, Secretary of State of Puerto Rico,

DO HEREBY CERTIFY: that ~~J. M. MORALES~~
whose official attestation appears to the annexed instrument, was, on the day of the same, and
is at present, a Notary Public in and for the Commonwealth of Puerto Rico, his authority as
such being filed and registered in this Department; that he, as such Notary Public, is empowered
to administer oaths, affidavits, or affirmations; to authorize affidavits or declarations of authen-
ticity; to take acknowledgments of deeds and other instruments affecting land situate in the
Commonwealth of Puerto Rico, the District of Columbia, or in the territories and possessions
of the United States; to certify to, or to witness the truth or recognition of a signature, an
oath, or any fact, act, or contract of a mere private nature affecting real or personal property;
to certify contracts and other extrajudicial instruments that are executed in his presence, and
to draft original deeds and to issue copies thereof; that to all his official acts as such Notary
Public full faith and credit may and ought to be given in all courts of justice and elsewhere;
and having compared the seal and signature of the said

~~J. M. MORALES~~
to said attestation with his signature and seal registered in this Department pursuant to law, I
verily believe same to be genuine.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed the Great Seal of the
Commonwealth of Puerto Rico, at the City of
San Juan, this ~~21st.~~ day of
~~December~~, in the year of our Lord
one thousand nine hundred and ~~sixty-four~~.

[Signature]
Secretary of State of Puerto Rico

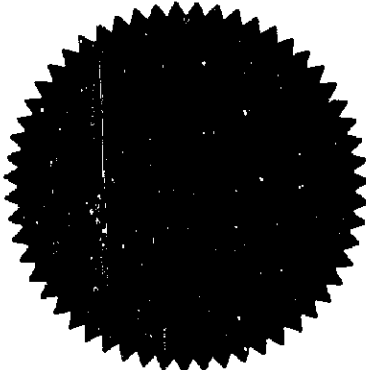


EXHIBIT B

J. 4. 80

COMMONWEALTH OF MASSACHUSETTS

Middlenox, ss.

Town of Wayland

ORDER OF TAKING

By virtue of the authority vested in the Board of Selectmen by vote of the Town of Wayland adopted at the special town meeting duly called and held on the 19th day of November, 1969, after full compliance with all the preliminary requirements prescribed by law:

We, the Board of Selectmen of the Town of Wayland, duly elected, qualified and acting as such, do hereby, under and by virtue of the provisions of chapter 79 of the General Laws (Ter. Ed.) as amended, and of every other power and authority us hereto in any way enabling, adopt this order taking, in the name of and on behalf of the Town of Wayland, in fee, for Town dump purposes, a certain parcel of land with the trees thereon situated on the southerly side of Boston Post Road in Wayland shown on a plan entitled "Land in Wayland, Mass. Boston and Maine Railroad - to - Garden City Gravel Corporation, W. F. Cummings Asst. Chief Eng'r. Scale 1 in. = 120 ft. July 1938.", recorded with Middlenox Registry of Deeds, South District as Plan number 956 in Book 6260 at Page 512 and more particularly described as follows:

Beginning at a point on the southerly sideline of State Road, now known as Boston Post Road, at the most easterly of the westerly Sudbury-Wayland Town lines; thence

N 87-36 E, 334.11 feet; thence

S 2-24 E, 24.75 feet; thence

N 87-36 E, 306.9 feet the last three courses being by the southerly sideline of aforementioned road; thence

S 30-51 W, 10.6 feet by land formerly of Mary P. Rutter, now Town of Wayland; thence

S 57-51 W, 128 feet; thence

S 75-51 W, 86 feet; thence

S 65-21 W, 62 feet; thence

S 58-06 W, 227 feet; thence

S 44-39 W, 163 feet, the last six courses being by the
Town of Wayland to land of the Boston and
Maine Railroad, thence

Along said Railroad S 80-25-30 W, 493 feet; thence

Westerly 445 feet along a curve to the right having a
radius of 6,834.3 feet to land formerly of
Garden City Gravel Corp., now of Union Carbide
Corp., said line also being the most easterly
of the westerly Wayland-Sudbury Town Lines; thence

N 52-41 E, 787 feet along said Town line; thence

N 18-07 W, 23.97 feet to the Boston Post Road, being the
point of beginning.

The Board of Selectmen hereby determine, pursuant to the provisions of
chapter 79, sections 6 and 7D of the General Laws that the owner of the afore-
said real estate is Boston Edison Company, a Massachusetts corporation having
an usual place of business in Boston, Suffolk County, Massachusetts and we,
therefore, award it the sum of five thousand (\$5,000) dollars as damages sustained
by it in its property by reason of such taking; but if it is not the person
sustaining damages in its property by reason of this taking, it is to be under-
stood that the real estate herein referred to is owned by an owner or owners
unknown to us; and in such cases, or in case any person other than the supposed
owners hereinabove referred to has any right, title or interest in or to any
of the said real estate, our award of five thousand (\$5,000) dollars as damages
is made with respect to the lawful owners of said real estate and to all persons
having any right, title or interest therein as their respective interests may
appear.

The Board of Selectmen hereby orders that a copy of this instrument be
filed and recorded with the Middlesex South District Registry of Deeds.

WITNESS our hands this 30th day of March, 1970.

[Signature]
[Signature]
[Signature]

8428 389

MAR 14 1955 REC. 2 H 50M P M

4.85
1.00
5.85

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

Town of Wayland

BOARD OF SELECTMEN
OF THE TOWN OF WAYLAND

At a meeting of the Board of Selectmen of the Town of
Wayland held this 21st day of February , 1955, it is
ORDERED

WHEREAS, the Town of Wayland by vote adopted at the Annual
Town Meeting duly called and held on the third and tenth days
of March, 1954, by a unanimous vote authorized the Board of
Selectmen to acquire by purchase, gift, eminent domain or other-
wise a parcel of land hereinafter described (a copy of said vote
being hereto annexed); and

WHEREAS, no hearing under General Laws (Ter. Ed.), Chapter
79, Section 5B, is required, said land not being used for
agricultural purposes;

NOW, THEREFORE, we, the undersigned, the Board of Select-
men of the Town of Wayland, duly elected, qualified and acting
as such, do hereby under and by virtue of the provisions of
Chapter 40, Section 14, of the General Laws (Ter. Ed.) as
amended, and of Chapter 79 of the General Laws (Ter. Ed.) as
amended, and of every other power and authority us hereto in any
way enabling, take in fee simple, in the name of and on behalf
of the Town, for a refuse disposal area or dump, the parcels
of land in said Wayland bounded and described as follows:

NORTHERLY, by State Road West

NORTHWESTERLY and southwesterly, by land shown as

394
SEE PLAN IN RECORD BOOK 8428

390

of Garden City Gravel Corp. on the plan
hereinafter described

SOUTHERLY, by the Boston and Maine Railroad

EASTERLY by the Sudbury River.

Containing altogether about 10.65 acres as shown on said
plan.

Being Parcels 1 and 2 as shown on a plan entitled "Plan
of Land in Wayland, Mass. of Land to be Acquired by the Town of
Wayland for a Town Dump" dated January, 1955, drawn by Everett
M. Brooks Co., Civil Engineers, and to be recorded with this
order.

The land and property hereby taken is owned or supposed to
be owned by Marion P. Frost, Edwin B. Sears, and Rosamund Sears.
All rights in said land, all rights appurtenant thereto, and all
structures and trees upon the land are hereby taken.

This Board determines that the said Marion P. Frost, Edwin
B. Sears, and Rosamund Sears are each entitled to damages in the
sum of \$1 and such sum is hereby awarded as damages to each of th
said individuals. This Board determines that any other person or
persons who may be the owner or owners of said land and property
hereby taken, or of any rights or easements therein, and all
other persons whatsoever, sustain no damage by reason of this
taking, and makes no award therefor.

The names of owners herein given, although supposed to be
correct, are such only as a matter of opinion and belief.

This Board determines that a copy of this Order and of
said plan shall be recorded in the Middlesex County South District
Registry of Deeds.

391

IN WITNESS WHEREOF we have set our hands this 21st
day of February , 1955.

<u>John H. Carroll</u>)	A Majority of the
<u>Frank S. Carr</u>)	three members of
<u>Gerald Henderson</u>)	the Board of
)	Selectmen of the
)	Town of Wayland

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

Feb. 21 , 1955

Then personally appeared before me the above-named
Gerald Henderson and acknowledged the foregoing instrument to
be the free act and deed of said Board of Selectmen.

Before me

Roger P. Stokey
Notary Public
ROGER P. STOKEY

CERTIFICATE OF VOTE

392

Article 16 for the Annual Town Meeting of the Inhabitants of the Town of Wayland held March 3 and 10, 1954, and the vote upon said Article which passed by a unanimous vote on March 10, 1954.

Article 16. To see if the Town will vote to acquire by purchase, gift, eminent domain or otherwise any or all of the parcel of land bounded and described as follows:

Northerly by State Road West;

Northwesterly and Southwesterly by land now or formerly of Garden City Gravel Corp.;

Southerly by land of the Boston and Maine Railroad;

Easterly by the Sudbury River

and to raise and appropriate a sum of money therefor, or take any other action relative thereto.

^{unanimously}
VOTED; That the Town authorize the Board of Selectmen to acquire for the Town by purchase, gift, eminent domain, or otherwise for purposes of a refuse disposal area, sometimes referred to as a dump, a parcel of land believed to be now or formerly owned by Marion P. Frost and a parcel of land believed to be now or formerly owned by C. A. Cutting, said parcels being bounded and described as follows:

Northerly, by State Road West

Northwesterly and Southwesterly by land now or formerly of Garden City Gravel Corp.

Southerly by land of the Boston and Maine Railroad

Easterly by the Sudbury River

and that the Town appropriate and assess therefor the sum of \$200.

A true copy,
Attest:

Keila Sears
Town Clerk of Wayland

EXHIBIT C

03/22/83 12:11 IR 174 KE 2590

I, Leonard I. Shapiro, of Boston, Suffolk County, Massachusetts
COMMISSIONER
to make partition appointed by the Probate Court of Middlesex County by
decree dated February 3, 1981 (see Middlesex Probate Court Docket No. 514466)
by power conferred by said decree

and every other power,
for One Hundred Thousand and no/100ths (\$100,000.00) -----Dollars
paid, grants to Town of Wayland, a Massachusetts municipal corporation with a
mailing address of 41 Cochituate Road, Wayland, Massachusetts,

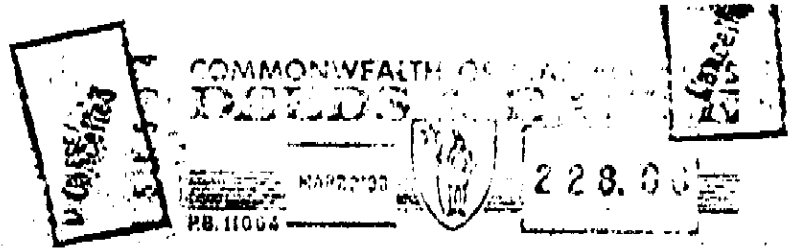
A certain parcel of land with the buildings thereon situated in
Wayland, Mass. being shown as Lots A and B on a plan of land entitled
"Plan of Land in Wayland, Mass. Property of Thomas F. McManus, Nov.
1930 drawn by Barnes & Beal, Civil Engineers" which plan is recorded
with Middlesex South District Registry of Deeds at Book 5531, page
387 and bounded and described according to said plan as follows:

- NORTHERLY by Boston Post Road, formerly called State Road West, 298.00 feet, more or less;
- SOUTHEASTERLY by Pelham Island Road, 311.00 feet, more or less; and
- WESTERLY by lot C as shown on said plan, 154.6 feet, more or less.

Being the parcels shown as lots A and B on said plan.

Being part of the premises conveyed to Thomas L. McManus et als.
by deed of Wayland Motors, Inc. dated April 29, 1977 and recorded
with Middlesex South Registry of Deeds in Book 13180, Page 469.

Said Premises are conveyed subject to the rights of others, if any,
in and to the gasoline tanks presently located on the premises.



Witness.....MY...hand and seal this.....22nd.....day of.....March.....1983.....

Leonard I. Shapiro
Leonard I. Shapiro, Commissioner
to make partition as aforesaid

The Commonwealth of Massachusetts

Suffolk ss. March 22, 1983

Then personally appeared the above named Leonard I. Shapiro, Commissioner as
aforesaid
and acknowledged the foregoing instrument to be his free act and deed, before me

Kenneth S. Way
KENNETH S. WAY Notary Public

My commission expires.....November.....10.....1983.....

Property Address: 247-259 Boston Post Road and 55 Pelham Island Road, Wayland, MA

EXHIBIT D

10/15/62

BK10146 PG490

T 9.50-4

056 *** 10/27 1962 RE *** 9.50

We, ELIZABETH A. DI CARLO of Newton, Middlesex County, Massachusetts, DOMINIC ANZIVINO of Cochituate (Wayland) in said County, and FRANCES LAZEROW of said Cochituate, as we are Trustees of WALNUT HILL FARM REALTY TRUST under a Declaration of Trust dated March 7, 1958, and recorded with Middlesex South District Deeds in Book 9114, Page 85, by power conferred by said Declaration of Trust and every other power us hereto enabling, release, grant and dedicate to the TOWN OF WAYLAND, Middlesex County, Massachusetts, without covenants, the land in said Wayland, bounded and described as follows:

- WESTERLY by Rice Road by five bounds of 341.02 feet, 38.54 feet, 70.26 feet, 33.82 feet and 23.33 feet, respectively;
- NORTHEASTERLY by land conveyed by the Grantors herein to The Dow Chemical Company by deed of even date and recorded herewith, 468.53 feet; and
- SOUTHEASTERLY by Commonwealth Road East by three bounds of 156.08 feet, 183.90 feet and 101.61 feet, respectively.

Being shown as Lot A on a plan to be recorded herewith entitled "Plan of Land in Wayland & Natick, Mass." dated October 10, 1962, prepared by Everett M. Brooks Co., and containing 2.6 acres, more or less, according to said plan.

This conveyance is made subject to the rights over said Lot A appurtenant to Lots B, C and D as shown on said plan as set forth in said deed from the Grantors herein to The Dow

1471
RECORDED IN RECORDS OF THE TOWN OF WAYLAND PAGE 486

Chemical Company and with the benefit of the restrictions imposed on said Lots B, C and D in said deed.

This conveyance is made in trust upon the following terms and conditions:

1. The Town of Wayland shall be the Trustee under this trust.
2. The Conservation Commission of the Town of Wayland shall manage and control the property conveyed to this charitable trust and shall constitute a Board of Visitors to enforce and preserve this trust. As such it may take appropriate legal action, in lieu of action by the Attorney General. If it should cease to exist, such power shall devolve upon the Board of Selectmen of the Town of Wayland.
3. The trust property shall be used only for the purposes authorized by General Laws Chapter 40 Section 8C, as it may hereafter be amended, and other Massachusetts statutes relating to conservation, including the protection and development of the natural resources and protection of the watershed resources of the Town of Wayland; without limiting the generality of the foregoing language, the trust property may not be used for any commercial or business purpose, nor for the removal, whether for sale or the use of the Town of Wayland, of sand, gravel, stone, oil, gas or any other mineral or earth product.
4. If the trust property or any interest or part thereof shall be taken by eminent domain by any body corporate

or politic, the net proceeds of the award shall be added to the Conservation Fund of said Town or Wayland and shall thereafter be devoted to said purposes.

5. This trust shall become effective upon the acceptance of this deed by said Town of Wayland, acting through its Board of Selectmen, as authorized by General Laws Chapter 40 Section 8C.

For reference to our title see a deed from ELIZABETH A. DI CARLO and others to the Grantors dated March 7, 1958, and recorded with said Deeds Book 9114, Page 83.

This conveyance is made without consideration.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as Trustees as aforesaid, this 15TH day of October, 1962.

Trustees as aforesaid

Elizabeth A. Di Carlo
Elizabeth A. Di Carlo

Dominic Anzivino
Dominic Anzivino

Frances Lazerow
Frances Lazerow


COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss:

OCTUBER 15, 1962

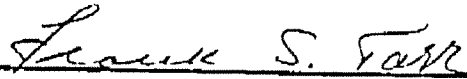
Then personally appeared the above named Elizabeth A. Di Carlo, Dominic Anzivino and Frances Lazerow, Trustees as

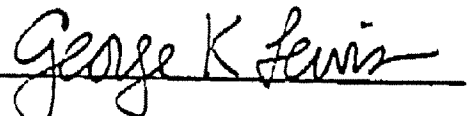
aforesaid, and acknowledged the foregoing instrument to be their free act and deed, before me

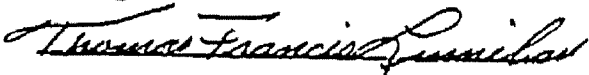


NORMAN T. BYRNES Notary Public
My commission expires: Dec. 10, 1964

We, the undersigned Selectmen of the Town of Wayland, hereby approve the receipt of the within deed under General Laws Chapter 40 Section 8C:







PLAN OF LAND
IN
WAYLAND & NATICK
[Dunas et al. - Elizabeth A. Dicamo]

MASS.

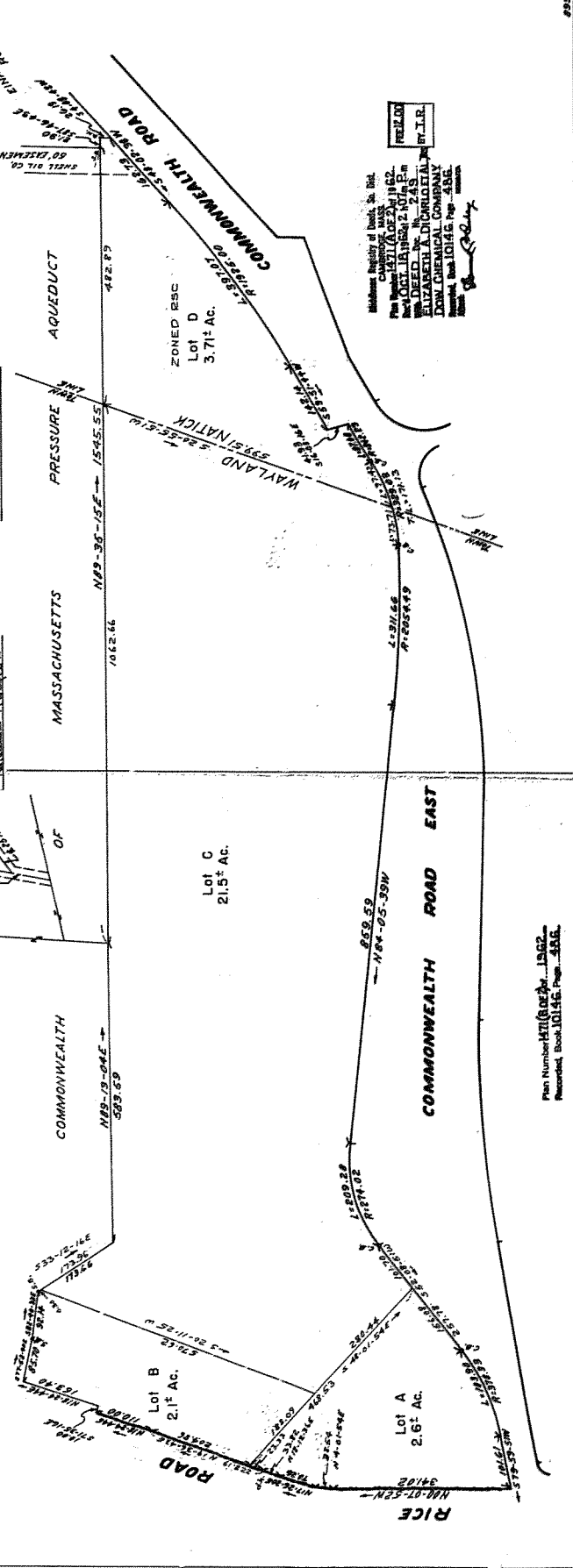
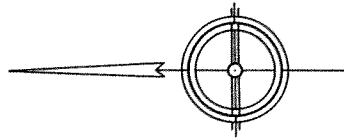
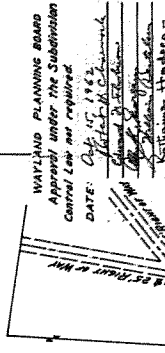
OCT. 10, 1988
CIVIL ENGINEERS
MASSACHUSETTS

SCALE: 1/4" = 100 FT.
EVERETT M. BROOKS CO.
NEWTONVILLE • WAYLAND • NASTON



WAYLAND PLANNING BOARD
Approval Under the Subdivision
Control Law not required.
DATE: OCT. 14, 1988

NATICK PLANNING BOARD
Approval Under the Subdivision
Control Law not required.
DATE: OCT. 14, 1988



PREPARED BY
Elizabeth A. Dicamo
Civil Engineer
No. 10157
State of Massachusetts

Plan Number: 471 (60) 24, 1502
Recorded: Book 10,146, Page 485.

471 A+B

EXHIBIT E

ARTICLE 19: ACCEPT GIFTS OF LAND

Proposed by: *Planning Board/Conservation Commission*

Estimated Cost: 0

To determine whether the Town will vote to accept real property or interests in real property which have been tendered to it as a gift, devise or otherwise.

MOTION:

Susan Pope moved and was duly seconded that the Town accept the following parcels of land and interests therein which have been tendered to it as a gift:

1. For conservation and recreation purposes, the parcel of land on Commonwealth Road, Natick, Massachusetts, owned by the Dow Chemical Company, shown as Lot D on a plan entitled "Plan of Land in Wayland & Natick ~ Mass.", scale 1 inch = 100 feet, dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with the Middlesex South Registry of Deeds as Plan No. 1471 (A of 2) of 1962, a copy of which plan is on file in the Office of the Town Clerk;
2. For highway purposes, the parcel of land on Oak Street and Commonwealth Road, Wayland, Massachusetts, owned now or formerly by Willow Brook Associates, shown as "TAKING AREA = 3,815± S.F." on a plan entitled "Plan of Land in Wayland, Massachusetts showing Proposed Highway Taking and Wetlands Easement", scale 1 inch = 20 feet, dated September 24, 1998, prepared by the Town of Wayland Town Surveyor's Office, a copy of which plan is on file in the Office of the Town Clerk; and
3. For wetlands replication purposes, an easement in, on, over, under, across and through the area of land shown as "EASEMENT AREA = 10,000± S.F." on a plan entitled "Plan of Land in Wayland, Massachusetts showing Proposed Highway Taking and Wetlands Easement", scale 1 inch = 20 feet, dated September 24, 1998, prepared by the Town of Wayland Town Surveyor's Office, a copy of which plan is on file in the Office of the Town Clerk.

VOTED: UNANIMOUSLY IN FAVOR

The Moderator recognized the technical crew responsible for the audio recording of the Meeting:

- Albie Cincotti
- Chris Pierce
- Jon Ricci
- Andrew Robinson
- Justin Swift

A TRUE COPY ATTEST

The Meeting adjourned at 10:37 P.M. sine die.

Attendance: 369

Justin A. de C...
 TOWN CLERK
 TOWN OF WAYLAND

12/3/98 STM

"sale" 5/2/2000
Recorded 5/9/2000

CF
BOTH WAYS

CERTIFICATE

I, Charles J. Hahn, Assistant Secretary of The Dow Chemical Company, do hereby certify that:

- 1. Attached to this Certificate is a true and correct copy of the currently effective Sections 1.06, 2.06, 10.01 and 10.10 of the Authorization Policy of The Dow Chemical Company (the "Company").
- 2. Pursuant to the Authorization Policy of the Company, William S. Stavroupolos, President and Chief Executive Officer, and a member of the Executive Committee of the Company, has authorized the sale of two parcels of land, one in Natick, Massachusetts and the other in Wayland, Massachusetts to the Town of Wayland per the terms contained in one certain Purchase and Sale Agreement dated February 8, 1999, as amended, between the Company and the Town of Wayland.
- 3. Pursuant to the Authorization Policy of the Company, M.J. Lehman, Manager of Real Estate of the Company and/or Jerry B. Martin, Senior Consultant for Environmental Health and Safety of the Company, acting separately or together, is/are authorized to execute and deliver all necessary or desirable documents on behalf of the Company to execute this transaction, including without limitation any and all deeds required to execute this transaction, and to grant power of attorney to such person(s) as she/he/they deem necessary. Pursuant to the Authorization Policy of the Company, this delegation of authority shall expire on July 1st, 2000 and is subject to further delegation.

IN WITNESS WHEREOF, I have signed this Certificate and affixed the corporate seal of The Dow Chemical Company this 25 day of April, 2000.

Charles J. Hahn
Charles J. Hahn, Assistant Secretary

SEAL

State of Michigan)
)ss.
County of Midland)

Subscribed and sworn to before me, a Notary Public, this 25 day of April, 2000.

Stacy L. McKeon
_____, Notary Public

STACY L. McKEON
NOTARY PUBLIC, SAGINAW COUNTY, MICHIGAN
ACTING IN MIDLAND COUNTY, MICHIGAN
MY COMMISSION EXPIRES JUNE 28, 2001

MSD 05/09/00 01:04:49 510 38.00

ARTICLE I GENERAL PRINCIPLES

1.06 **Delegations.** Anyone to whom authority is granted by the Policy, or by another resolution of the Board, may delegate all or part of his or her authority, unless specifically limited within the Policy or such resolution. Delegations to approve transactions may be made to another person or persons within the Company or the global business organization. Delegations to execute transactions or grant shareholder consent, subject to Section 1.05, may only be made to another person or persons in the Company. Any delegation may be redelegated, unless specifically limited by the Policy, separate Board resolution or the delegation. The authority to exercise judgment and discretion is inherent in any delegation of authority. All delegations shall be in writing and state the expiration date of the delegation. Delegations shall also state (i) whether the authority is subject to further delegation; (ii) whether there are any limits on the authority delegated; and (iii) that the delegation is in effect until the earlier of a written modification or revocation by the individual making the delegation or his or her successor and the expiration date. The Secretary or Assistant Secretary may certify, under appropriate circumstances, delegations made pursuant to the Policy.

ARTICLE II CAPITAL TRANSACTIONS

2.06 **Capital Transactions Within the Authority of Certain Officers.** Any Capital Transaction above \$5,000,000 but not more than \$15,000,000 may be approved by the President or jointly by any two members of the Executive Committee. Any member of the Executive Committee may approve any Capital Transaction involving \$5,000,000 or less.

ARTICLE X EXECUTION OF DOCUMENTS AND OTHER ACTS ON BEHALF OF THE COMPANY

10.01 **General Rule.** A manager is authorized to manage parts of the Company and the global business organization within the scope of his or her business role. A manager need not be an officer. Authority to manage a part of a business includes authority to:

- (a) Approve the execution, delivery, modification, performance, and enforcement of contracts that are incidental to such business, are usually made in it, or are reasonably necessary in conducting it;
- (b) Procure, maintain, dispose of, and deal in and with equipment and supplies reasonably necessary for the proper conduct of such business;
- (c) Manage employees as may be appropriate;
- (d) Acquire and dispose of goods and services in the ordinary course of the business; and
- (e) Otherwise direct and conduct the operations of that business.

10.10 **Powers of Attorney Generally.** Subject to the provisions of the Policy, whenever an officer or employee is authorized to execute and deliver a power of attorney with respect to any matter or class of matters, such officer or employee is also authorized to expand, restrict, revoke or renew any power of attorney in respect of such matter or class of matters previously authorized. All powers of attorney shall be in writing and state an expiration date. The Secretary or Assistant Secretary may certify, under appropriate circumstances, powers of attorney issued pursuant to the Policy.

QUITCLAIM DEED

THE DOW CHEMICAL COMPANY, a Delaware corporation, having a mailing address of 2030 Dow Center, Midland, Michigan 48674-2030 in consideration of ONE MILLION SEVEN HUNDRED THOUSAND AND 00/100 DOLLARS (\$1,700,000.00) paid, grants to the Town of Wayland, with QUITCLAIM COVENANTS, a parcel of registered land and a parcel of unregistered land in Wayland, Middlesex County bounded and described as follows:

See Exhibit A attached hereto for property description and encumbrances.

This conveyance constitutes all or substantially all of the assets of the Dow Chemical Company within the Commonwealth of Massachusetts. It does not constitute all or substantially all of the assets of the company.
Property address: 412 Commonwealth Road, Wayland

Executed as a sealed instrument this 2nd day of May, 2000.

THE DOW CHEMICAL COMPANY

By: M. J. Lehman
M. J. Lehman, Manager of Real Estate

STATE OF VIRGINIA)
) SS.
COUNTY OF JAMES CITY)

May 5, 2000

Then personally appeared the above-named M. J. Lehman, Manager of Real Estate of The Dow Chemical Company and acknowledged the foregoing instrument to be the free act and deed of The Dow Chemical Company, before me.

Sharon H. ...
NOTARY PUBLIC
My Commission Expires: 8/31/03

APPROVED FOR REGISTRATION
BY THE COURT.

Tracy ...
CHIEF TITLE EXAMINER

EXHIBIT A

I. REGISTERED LAND

A parcel of land situated in Wayland, in the County of Middlesex, in the Commonwealth of Massachusetts, bounded and described as follows:

Northwesterly and Northerly by the middle line of Pond Street, sixteen hundred twenty-six and 73/100 feet;

Easterly by land now or formerly of Elizabeth W. Stevenson, sixty-six and 72/100 feet;

Southerly by land now or formerly of Walter E. Johnson et al., fifteen hundred nine and 09/100 feet; and

Southwesterly by land now or formerly of William F. Smith, seventy-six and 18/100 feet.

Said parcel is shown as lot 2 on plan hereinafter mentioned.

All of said boundaries are determined by the Court to be located as shown on a subdivision plan as approved by the Court, filed in the Land Registration Office, a copy of which is filed in the Registry of Deeds for the South Registry District of Middlesex County in Registration Book 688, Page 169, with Certificate No. 111719 and is designated on Plan 18387C. The above-described land is subject to the reservation more particularly set forth in Document 394588.

Said parcel of registered land is subject to or has the benefit of the following matters of record:

Easement for highway purposes:	Documents 344162 and 346122
Notice of Variance	Document 441933
Grant of Easement and Reservations:	Document 488925
Decision of Board of Appeals:	Document 720258
Decision of Board of Appeals:	Document 836155
Order of Conditions:	Document 863396
Decision of Board of Appeals:	Documents 910610, 912253 and 946108
Release of Easement (Document 488925)	Document 947499
Grant of Easement	Document 947500
Extension Permit (re Document 863396)	Document 960419

Being the same premises described in Certificate No. 201533.

II. UNREGISTERED LAND

A parcel of land situated in Wayland, in the County of Middlesex, in the Commonwealth of Massachusetts show as Lots B and C on a plan entitled "Plan of Land in Wayland and Natick, Mass." dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with Middlesex South District Registry of Deeds in Book 10146, Page 486, said lots containing 2.1 acres more or less and 21.5 acres, more or less, respectively, according to said plan.

Together with the right to enter said Lot A as shown on said plan, for the purposes of installing, repairing, replacing and maintaining one or more lines of poles, wires, pipes, and the like, for the transmission of electricity, sewage, water, gas and other utilities, and one or more access roads between the granted premises and Rice Road and Commonwealth Road East, and subject to an easement of the Shell Oil Company located as shown on said plan (See Book 6391, Page 480).

Said premises are conveyed subject to the restrictions, to the extent now in force and applicable, which were imposed for the benefit of Lot A as shown on said plan by deed recorded with said Deeds in Book 10146, Page 486.

Said parcel is also subject to or has the benefit of the following matters, recorded as follows:

- (a) Book 10503, Page 69
- (b) Book 11304, Page 260
- (c) Book 12060, Page 316
- (d) Book 14494, Page 201
- (e) Book 18898, Page 60
- (f) Notice of Variance in Book 10134, Page 404.
- (g) Notice of Variance in Book 10535, Page 146.
- (h) Notice of Variance in Book 12760, Page 280.

All of the foregoing premises (both registered and unregistered land) as set forth in this Exhibit A are hereby conveyed subject to the restriction that they shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence. This restriction shall be for the benefit of, and shall be enforceable by, The Dow Chemical Company and its successors and shall run with the land. The above-named grantee, by its acceptance and recording and registration of this deed, agrees to accept the premises subject to the foregoing restriction. The foregoing restriction shall be enforceable in the manner set forth in Massachusetts General Laws Chapter 184, Section 27. Any party entitled to enforce the foregoing restriction may record and file for registration a notice of the restrictions before the expiration of thirty (30) years from the date of recording and registration of this deed and may thereafter record and file for registration successive notices of the restrictions each within twenty (20) years of the date of recording and registration of the previous notice.

II. UNREGISTERED LAND

A parcel of land situated in Wayland, in the County of Middlesex, in the Commonwealth of Massachusetts show as Lots B and C on a plan entitled "Plan of Land in Wayland and Natick, Mass." dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with Middlesex South District Registry of Deeds in Book 10146, Page 486, said lots containing 2.1 acres more or less and 21.5 acres, more or less, respectively, according to said plan.

Together with the right to enter said Lot A as shown on said plan, for the purposes of installing, repairing, replacing and maintaining one or more lines of poles, wires, pipes, and the like, for the transmission of electricity, sewage, water, gas and other utilities, and one or more access roads between the granted premises and Rice Road and Commonwealth Road East, and subject to an easement of the Shell Oil Company located as shown on said plan (See Book 6391, Page 480).

Said premises are conveyed subject to the restrictions, to the extent now in force and applicable, which were imposed for the benefit of Lot A as shown on said plan by deed recorded with said Deeds in Book 10146, Page 486.

Said parcel is also subject to or has the benefit of the following matters, recorded as follows:

- (a) Book 10503, Page 69
- (b) Book 11304, Page 260
- (c) Book 12060, Page 316
- (d) Book 14494, Page 201
- (e) Book 18898, Page 60
- (f) Notice of Variance in Book 10134, Page 404.
- (g) Notice of Variance in Book 10535, Page 146.
- (h) Notice of Variance in Book 12760, Page 280.

All of the foregoing premises (both registered and unregistered land) as set forth in this Exhibit A are hereby conveyed subject to the restriction that they shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence. This restriction shall be for the benefit of, and shall be enforceable by, The Dow Chemical Company and its successors and shall run with the land. The above-named grantee, by its acceptance and recording and registration of this deed, agrees to accept the premises subject to the foregoing restriction. The foregoing restriction shall be enforceable in the manner set forth in Massachusetts General Laws Chapter 184, Section 27. Any party entitled to enforce the foregoing restriction may record and file for registration a notice of the restrictions before the expiration of thirty (30) years from the date of recording and registration of this deed and may thereafter record and file for registration successive notices of the restrictions each within twenty (20) years of the date of recording and registration of the previous notice.

All of the foregoing premises (both registered and unregistered land) as set forth in this Exhibit A are hereby conveyed with the limitation that the premises be used only for recreation and conservation purposes.

Title Reference: Middlesex South District Registry of Deeds, Book 25175, Page 174.

EXHIBIT F

BK 31387PG156

1130908

EXHIBIT A



ARTICLE 28: PURCHASE DOW PROPERTY ON ROUTE 30 FOR CONSERVATION/ RECREATION PURPOSES

Proposed by: Petitioners *Estimated Cost: Unknown*

To determine whether the Town will vote:

- (a) to authorize the Board of Selectman, with approval of Town Counsel as to form, to acquire for conservation and recreation purposes by gift, purchase, eminent domain or otherwise, the fee or any lesser interest in the parcel of land described below:

the property owned by Dow Chemical Company on Route 30 and Rice Road, shown as lots 2, B, and C on plates 48 and 49 of the Town Atlas, comprising 29.4 acres more or less.

- (b) to appropriate a sum of money for acquisition of said parcels of land; and
- (c) to determine whether said appropriation shall be provided by taxation, by transfer from unappropriated funds, by transfer of funds already appropriated for another purpose, by borrowing, by grant from the Commonwealth or the Federal Government, or otherwise.

MOTION:

Mark Santangelo moved and was duly seconded that the Town vote:

MSD: 05/09/00 01:04:46 509 27.00

- (a) to authorize the Board of Selectman, with approval of Town Counsel as to form, to acquire for conservation and recreation purposes by gift, purchase, eminent domain or otherwise, the fee or any lesser interest in the parcel of land described below:

the property owned by Dow Chemical Company on Commonwealth Road and Rice Road as shown as Lot #1, Lot #2, Lot #3 as shown on the plan entitled "Wayland Executive Park, Wayland, MA for NED Wayland Realty Trust, One Wells Avenue, Newton, MA". scale 1" = 80', Dated: October 2, 1991, prepared by Schofield Brothers, Inc., Framingham, MA., which plan is recorded with the Middlesex Registry of Deeds, Southern District, Cambridge, MA., as Plan #955 of 1993, recorded in Book #23939, Page 577.

- (b) to appropriate a sum of money up to \$1,700,000. for acquisition of said parcels of land; and
- (c) that the Town Treasurer, with the approval of the Board of Selectmen, is authorized to borrow up to \$1,700,000. pursuant to the provisions of Massachusetts General Laws, Chapter 44, Section 7(3), contingent upon the passage of a ballot question seeking approval of the voters of an exemption of the associated debt service costs from the provisions of proposition two-and-one-half, so-called, at a local election.

MOTION TO TERMINATE DEBATE:

Mark Santangelo moved and was duly seconded to move the question.

A TRUE COPY ATTEST

47

TOWN CLERK
TOWN OF WAYLAND

5/11/98 ATM

BK31387PG158

1133903

COMMONWEALTH OF MASSACHUSETTS
TOWN OF WAYLAND

MIDDLESEX, ss.

ORDER OF TAKING - THE DOW CHEMICAL COMPANY PROPERTY
LOTS 2, B AND C COMMONWEALTH ROAD,
WAYLAND, MASSACHUSETTS

WHEREAS, the Town of Wayland is a municipal corporation, duly organized and existing under the laws of the Commonwealth of Massachusetts, with offices at 41 Cochituate Road, Wayland, Middlesex County, Massachusetts; and

WHEREAS, pursuant to Massachusetts General Laws Chapter 40, Sections 8C and 14, the 1998 Annual Town Meeting of the Town of Wayland voted on May 11, 1998, to authorize the Board of Selectmen, among other things, to take by eminent domain the fee, or any lesser interest, in the parcels of land, with the improvements thereon, described below for conservation and recreation purposes; and

WHEREAS, public necessity and convenience require that the Town of Wayland acquire the parcels of land, with the improvements thereon, described below for the aforesaid purposes.

NOW THEREFORE, the Board of Selectmen of the Town of Wayland, duly elected, qualified, and acting as such, on behalf of the Town, and by virtue of and in accordance with the authority of the vote under Article 28 of the Warrant for the Wayland 1998 Annual Town Meeting of the Town of Wayland, legally called and held on May 11, 1998, and of the provisions of Chapter 40, Sections 8C and 14 of

APPROVED FOR REGISTRATION
BY THE COURT.

Margaret D. Cimino
CHIEF TITLE EXAMINER

BK31387PG159

1130908

the Massachusetts General Laws, as amended, and of any and every other power and authority hereunto in any way enabling it, does hereby take by eminent domain, pursuant Chapter 79 of the Massachusetts General Laws, on behalf of the Town of Wayland, the fee in the parcels of land, with the improvements thereon, situated in Wayland in the County of Middlesex and said Commonwealth, bounded and described as follows:

I. Registered Land

A parcel of land situated in Wayland, in the County of Middlesex, in the Commonwealth of Massachusetts, bounded and described as follows:

Northwesterly and Northerly by the middle line of Pond Street, sixteen hundred twenty-six and 73/100 feet;

Easterly by land now or formerly of Elizabeth W. Stevenson, sixty-six and 72/100 feet;

Southerly by land now or formerly of Walter E. Johnson, et al., fifteen hundred nine and 09/100 feet; and

Southwesterly by land now or formerly of William F. Smith, seventy-six and 18/100 feet.

Said parcel is shown as Lot 2 on plan hereinafter mentioned.

All of said boundaries are determined by the Court to be located as shown on a subdivision plan as approved by the Court, filed in the Land Registration Office, a copy of which is filed in the Registry of Deeds for the South Registry District of Middlesex County in Registration Book 688, Page 169, with Certificate 111719 and is designated Plan 18387C. The above described land is subject

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1133903

to the reservation more particularly set forth in Document 394588.

Said parcel is also subject to or has the benefit of the following:

- (a) Taking of land for relocation of a portion of Commonwealth Road as an easement for highway purposes (see Documents 344162 and 346122);
- (b) Notice of Variance (Document 441933);
- (c) Grant of Easement and Reservation by the Grantor to Town of Wayland (Document 488925);
- (d) Order of Conditions of Wayland Conservation Commission (Document 618263);
- (e) Site Plan Approval with permits and variances (Document 720258);
- (f) Decision of Board of Appeals (Document 836155);
- (g) Order of Conditions of Wayland Conservation Commission (Document 863396);
- (h) Decision of Board of Appeals, as amended (Documents 910610, 912253 and 946108);
- (i) Release of Easement (Document 947499);
- (j) Grant of Drainage Easement (Document 947500); and
- (k) Extension Permit re: Order of Conditions of Wayland Conservation Commission (Document 960419).

II. Unregistered Land.

A parcel of land situated in part in Wayland, in the County of Middlesex, in the Commonwealth of Massachusetts shown as Lots B and C on a plan entitled "Plan of Land in Wayland and Natick,

BK31387PG161

1133903

Mass." dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with Middlesex South District Deeds in Book 10146, Page 486, said lots containing 2.1 acres more or less and 21.5 acres, more or less, respectively, according to said plan.

Together with the right to enter said Lot A as shown on said plan, for the purpose of installing, repairing, replacing and maintaining one or more lines of poles, wires, pipes, and the like, for the transmission of electricity, sewage, water, gas and other utilities, and one or more access roads between the granted premises and Rice Road and Commonwealth Road East, and subject to an easement of the Shell Oil Company located as shown on said plan (See Book 6391, Page 480).

Said parcel is also subject to or has the benefit of the matters referred to in the foregoing subparagraphs (a) through (e) in the description of the above-described Registered Parcel, recorded as follows:

- (a) Book 10503, Page 69
- (b) Book 11304, Page 260
- (c) Book 12060, Page 316
- (d) Book 14494, Page 201
- (e) Book 18898, Page 60

and to the following:

- (f) Notice of Variance in Book 10134, Page 404.
- (g) Notice of Variance in Book 10535, Page 146.
- (h) Notice of Variance in Book 12760, Page 280.
- (i) Decision of Board of Appeals in Book 20965, Page 408

BK31387PG162

1139903

- (j) Order of Conditions of Wayland Conservation Commission in Book 21836, Page 196;
- (k) Decision of Board of Appeals, as amended, in Book 23397, Page 385, Book 23450, Page 70 and in Book 24512, Page 42;
- (l) Release of Easement in Book 24545, Page 21;
- (m) Grant of Drainage Easement in Book 24547, Page 28; and
- (n) Extension Permit re: Order of Conditions of Wayland Conservation Commission in Book 24964, Page 288.

All trees located on said parcels of land (registered and unregistered) are included in this taking.

Said parcels of land (registered and unregistered) and improvements are taken for conservation and recreation purposes.

Nothing herein shall be construed as a transfer of the drainage easements shown on the above referenced plans from the care, custody, management and control of the Board of Road Commissioners of the Town of Wayland to any other authority.

By adopting and recording this order of taking, the Town of Wayland covenants for itself, its successors and its assigns that said parcels of land shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence. This restriction shall be for the benefit of, and shall be enforceable by, The Dow Chemical Company and its successors. The foregoing restriction shall be enforceable in the manner set forth in Massachusetts General Laws Chapter 184, Section 27. Any party entitled to enforce the foregoing restriction may

00887

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1130908

record a notice of the restrictions before the expiration of thirty (30) years from the date of recording of this deed and may thereafter record successive notices of the restrictions each within twenty (20) years of the date of recording of the previous notice.

This order of taking shall not extinguish any of The Dow Chemical Company's contractual obligations or the Town of Wayland's contractual obligations under the Purchase and Sale Agreement relative to said parcels of land dated February 8, 1999, as amended, nor shall this order of taking extinguish any of The Dow Chemical Company's obligations under certain orders of conditions issued by the Town of Wayland Conservation Commission dated October 4, 1996 and December 16, 1999 and recorded with the Middlesex South Registry of Deeds in Book 26775, Page 319 and Book 31019, Page 279, respectively.

This order of taking ~~confirms~~ and makes clear the Town of Wayland's title to the above described parcels of land (registered and unregistered) which were conveyed to the Town of Wayland by deed from The Dow Chemical Company dated May 2, 2000, recorded and registered ^{create separate parcels} ~~immediately before this~~ order of taking.

AND IT IS FURTHER ORDERED, that damages are sustained by the person whose property is taken by this Order as shown on Schedule A, annexed hereto and made part hereof, and we accordingly award said damages. We hereby reserve the right to amend this award at any time prior to payment for good cause shown.

AND IT IS FURTHER ORDERED, that Town Counsel shall cause this

Order of Taking to be registered in the Land Registration Office at the Middlesex South Registry of Deeds in East Cambridge, Massachusetts and to be recorded with said registry of deeds and shall notify the Town Treasurer/Collector of this taking in accordance with M.G.L. c.79 §7F.

IN WITNESS WHEREOF, we, the duly elected and qualified Selectmen of the Town of Wayland, have hereunto set our hands this 4th day of May, 2000.

BOARD OF SELECTMEN OF THE TOWN OF WAYLAND

Mary M. Antes
Mary M. Antes, Chair

Patricia Abramson
Patricia Abramson

Brian T. O'Herlihy
Brian T. O'Herlihy

Susan W. Pope
Susan W. Pope

Linda Segal
Linda Segal

Approved as to Form:

Mark J. Lanza
Mark J. Lanza, Town Counsel

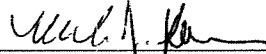
For authority, see attested copy of 1998 Wayland Annual Town Meeting vote attached hereto as Exhibit A.

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

May 4, 2000

Then personally appeared the above-named Patricia Abramson, Mary M. Antes, Brian T. O'Herlihy, Susan W. Pope and Linda Segal, Selectmen of the Town of Wayland, and acknowledged the foregoing instrument to be their free act and deed as Selectmen of the Town of Wayland, and the free act and deed of the Town of Wayland, before me,



Mark J. Lanza, Notary Public
My Commission Expires: 3/8/2007

BK31387PG177

"Sale" 5/2/2000
recorded 5/9/2000 C-4

QUITCLAIM DEED

THE DOW CHEMICAL COMPANY, a Delaware corporation, having a mailing address of 2030 Dow Center, Midland, Michigan 48674-2030 in consideration of less than One Hundred and 00/100 Dollars (\$100.00) paid, grants to the Town of Wayland, with QUITCLAIM COVENANTS, a parcel of unregistered land in Natick, Middlesex County, bounded and described as follows:

See Exhibit A attached hereto for property description and encumbrances.

This conveyance constitutes all or substantially all of the assets of the Dow Chemical Company within the Commonwealth of Massachusetts. *

Property address: 434 Commonwealth Road, Natick.

*It does not constitute all or substantially all of the assets of the Company.

Executed as a sealed instrument this 1st day of May, 2000.

THE DOW CHEMICAL COMPANY

By: M. J. Lehman
M. J. Lehman, Manager of Real Estate

STATE OF VIRGINIA)
) SS.
COUNTY OF JAMES CITY)

May 3, 2000

Then personally appeared the above-named M. J. Lehman, Manager of Real Estate of The Dow Chemical Company and acknowledged the foregoing instrument to be the free act and deed of The Dow Chemical Company, before me.

Shayne D. ...
NOTARY PUBLIC
My Commission Expires: 8/31/03

MSD 05/09/00 04:04:51 513 25.00

EXHIBIT A

A parcel of land situated in Natick, in the County of Middlesex, in the Commonwealth of Massachusetts shown as Lot D on a plan entitled "Plan of Land in Wayland and Natick, Mass." dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with Middlesex South District Registry of Deeds in Book 10146, Page 486, said lot containing 3.71 acres, more or less, according to said plan.

Together with the right to enter Lot A as shown on said plan, for the purposes of installing, repairing, replacing and maintaining one or more lines of poles, wires, pipes, and the like, for the transmission of electricity, sewage, water, gas and other utilities, and one or more access roads between the granted premises and Rice Road and Commonwealth Road East, and subject to an easement of the Shell Oil Company located as shown on said plan (See Book 6391, Page 480).

Said premises are conveyed subject to the restrictions, to the extent now in force and applicable, which were imposed for the benefit of Lot A as shown on said plan by deed recorded with said Deeds in Book 10146, Page 486.

Said parcel is also subject to or has the benefit of the following matters, recorded as follows:

- (a) Book 10503, Page 69
- (b) Book 11304, Page 260
- (c) Book 12060, Page 316
- (d) Book 14494, Page 201
- (e) Book 18898, Page 60
- (f) Notice of Variance in Book 10134, Page 404.
- (g) Notice of Variance in Book 10535, Page 146.
- (h) Notice of Variance in Book 12760, Page 280.

All of the foregoing premises as set forth in this Exhibit A are hereby conveyed subject to the restriction that they shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence. This restriction shall be for the benefit of, and shall be enforceable by, The Dow Chemical Company and its successors and shall run with the land. The above-named grantee, by its acceptance and recording of this deed, agrees to accept the premises subject to the foregoing restriction. The foregoing restriction shall be enforceable in the manner set forth in Massachusetts General Laws Chapter 184, Section 27. Any party entitled to enforce the foregoing restriction may record a notice of the restrictions before the expiration of thirty (30) years from the date of recording of this deed and may thereafter record successive notices of the restrictions each within twenty (20) years of the date of recording of the previous notice.

BK 31387PG 179

All of the foregoing premises as set forth in this Exhibit A are hereby conveyed to the limitation that the premises be used only for recreation and conservation purposes.

Title Reference: Middlesex South District Registry of Deeds, Book 25175, Page 174.

ARTICLE 19: ACCEPT GIFTS OF LAND

Proposed by: *Planning Board/Conservation Commission*

Estimated Cost: 0

To determine whether the Town will vote to accept real property or interests in real property which have been tendered to it as a gift, devise or otherwise.

MOTION:

Susan Pope moved and was duly seconded that the Town accept the following parcels of land and interests therein which have been tendered to it as a gift:

1. For conservation and recreation purposes, the parcel of land on Commonwealth Road, Natick, Massachusetts, owned by the Dow Chemical Company, shown as Lot D on a plan entitled "Plan of Land in Wayland & Natick ~ Mass.", scale 1 inch = 100 feet, dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with the Middlesex South Registry of Deeds as Plan No. 1471 (A of 2) of 1962, a copy of which plan is on file in the Office of the Town Clerk;
2. For highway purposes, the parcel of land on Oak Street and Commonwealth Road, Wayland, Massachusetts, owned now or formerly by Willow Brook Associates, shown as "TAKING AREA = 3,815± S.F." on a plan entitled "Plan of Land in Wayland, Massachusetts showing Proposed Highway Taking and Wetlands Easement", scale 1 inch = 20 feet, dated September 24, 1998, prepared by the Town of Wayland Town Surveyor's Office, a copy of which plan is on file in the Office of the Town Clerk; and
3. For wetlands replication purposes, an easement in, on, over, under, across and through the area of land shown as "EASEMENT AREA = 10,000± S.F." on a plan entitled "Plan of Land in Wayland, Massachusetts showing Proposed Highway Taking and Wetlands Easement", scale 1 inch = 20 feet, dated September 24, 1998, prepared by the Town of Wayland Town Surveyor's Office, a copy of which plan is on file in the Office of the Town Clerk.

VOTED: UNANIMOUSLY IN FAVOR

The Moderator recognized the technical crew responsible for the audio recording of the Meeting:

- Albie Cincotti
- Chris Pierce
- Jon Ricci
- Andrew Robinson
- Justin Swift

A TRUE COPY ATTEST

The Meeting adjourned at 10:37 P.M. sine die.

Attendance: 369

Justin A. de C...
 TOWN CLERK
 TOWN OF WAYLAND

12/3/98 STM

EXHIBIT G

BK31387PG177

"Sale" 5/2/2000
recorded 5/9/2000 C-4

QUITCLAIM DEED

THE DOW CHEMICAL COMPANY, a Delaware corporation, having a mailing address of 2030 Dow Center, Midland, Michigan 48674-2030 in consideration of less than One Hundred and 00/100 Dollars (\$100.00) paid, grants to the Town of Wayland, with QUITCLAIM COVENANTS, a parcel of unregistered land in Natick, Middlesex County, bounded and described as follows:

See Exhibit A attached hereto for property description and encumbrances.

This conveyance constitutes all or substantially all of the assets of the Dow Chemical Company within the Commonwealth of Massachusetts. *

Property address: 434 Commonwealth Road, Natick.

*It does not constitute all or substantially all of the assets of the Company.

Executed as a sealed instrument this 1st day of May, 2000.

THE DOW CHEMICAL COMPANY

By: M. J. Lehman
M. J. Lehman, Manager of Real Estate

STATE OF VIRGINIA)
) SS.
COUNTY OF JAMES CITY)

May 3, 2000

Then personally appeared the above-named M. J. Lehman, Manager of Real Estate of The Dow Chemical Company and acknowledged the foregoing instrument to be the free act and deed of The Dow Chemical Company, before me.

Sharon D. ...
NOTARY PUBLIC
My Commission Expires: 8/31/03

MSD 05/09/00 04:04:51 513 25.00

EXHIBIT A

A parcel of land situated in Natick, in the County of Middlesex, in the Commonwealth of Massachusetts shown as Lot D on a plan entitled "Plan of Land in Wayland and Natick, Mass." dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with Middlesex South District Registry of Deeds in Book 10146, Page 486, said lot containing 3.71 acres, more or less, according to said plan.

Together with the right to enter Lot A as shown on said plan, for the purposes of installing, repairing, replacing and maintaining one or more lines of poles, wires, pipes, and the like, for the transmission of electricity, sewage, water, gas and other utilities, and one or more access roads between the granted premises and Rice Road and Commonwealth Road East, and subject to an easement of the Shell Oil Company located as shown on said plan (See Book 6391, Page 480).

Said premises are conveyed subject to the restrictions, to the extent now in force and applicable, which were imposed for the benefit of Lot A as shown on said plan by deed recorded with said Deeds in Book 10146, Page 486.

Said parcel is also subject to or has the benefit of the following matters, recorded as follows:

- (a) Book 10503, Page 69
- (b) Book 11304, Page 260
- (c) Book 12060, Page 316
- (d) Book 14494, Page 201
- (e) Book 18898, Page 60
- (f) Notice of Variance in Book 10134, Page 404.
- (g) Notice of Variance in Book 10535, Page 146.
- (h) Notice of Variance in Book 12760, Page 280.

All of the foregoing premises as set forth in this Exhibit A are hereby conveyed subject to the restriction that they shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence. This restriction shall be for the benefit of, and shall be enforceable by, The Dow Chemical Company and its successors and shall run with the land. The above-named grantee, by its acceptance and recording of this deed, agrees to accept the premises subject to the foregoing restriction. The foregoing restriction shall be enforceable in the manner set forth in Massachusetts General Laws Chapter 184, Section 27. Any party entitled to enforce the foregoing restriction may record a notice of the restrictions before the expiration of thirty (30) years from the date of recording of this deed and may thereafter record successive notices of the restrictions each within twenty (20) years of the date of recording of the previous notice.

BK 31387PG 179

All of the foregoing premises as set forth in this Exhibit A are hereby conveyed to the limitation that the premises be used only for recreation and conservation purposes.

Title Reference: Middlesex South District Registry of Deeds, Book 25175, Page 174.

ARTICLE 19: ACCEPT GIFTS OF LAND

Proposed by: *Planning Board/Conservation Commission*

Estimated Cost: 0

To determine whether the Town will vote to accept real property or interests in real property which have been tendered to it as a gift, devise or otherwise.

MOTION:

Susan Pope moved and was duly seconded that the Town accept the following parcels of land and interests therein which have been tendered to it as a gift:

1. For conservation and recreation purposes, the parcel of land on Commonwealth Road, Natick, Massachusetts, owned by the Dow Chemical Company, shown as Lot D on a plan entitled "Plan of Land in Wayland & Natick ~ Mass.", scale 1 inch = 100 feet, dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with the Middlesex South Registry of Deeds as Plan No. 1471 (A of 2) of 1962, a copy of which plan is on file in the Office of the Town Clerk;
2. For highway purposes, the parcel of land on Oak Street and Commonwealth Road, Wayland, Massachusetts, owned now or formerly by Willow Brook Associates, shown as "TAKING AREA = 3,815± S.F." on a plan entitled "Plan of Land in Wayland, Massachusetts showing Proposed Highway Taking and Wetlands Easement", scale 1 inch = 20 feet, dated September 24, 1998, prepared by the Town of Wayland Town Surveyor's Office, a copy of which plan is on file in the Office of the Town Clerk; and
3. For wetlands replication purposes, an easement in, on, over, under, across and through the area of land shown as "EASEMENT AREA = 10,000± S.F." on a plan entitled "Plan of Land in Wayland, Massachusetts showing Proposed Highway Taking and Wetlands Easement", scale 1 inch = 20 feet, dated September 24, 1998, prepared by the Town of Wayland Town Surveyor's Office, a copy of which plan is on file in the Office of the Town Clerk.

VOTED: UNANIMOUSLY IN FAVOR

The Moderator recognized the technical crew responsible for the audio recording of the Meeting:

- Albie Cincotti
- Chris Pierce
- Jon Ricci
- Andrew Robinson
- Justin Swift

A TRUE COPY ATTEST

The Meeting adjourned at 10:37 P.M. sine die.

Attendance: 369

Justin A. de C...
 TOWN CLERK
 TOWN OF WAYLAND

12/3/98 STM

EXHIBIT H

Perry Smoot moved and was duly seconded to move the question.

ATM
5/3/01

VOTED ON MOTION TO TERMINATE DEBATE: UNANIMOUSLY IN FAVOR

VOTED: MOTION NOT CARRIED

**ARTICLE 29: CONSTRUCTION OF A HANDICAPPED-ACCESSIBLE CANOE LAUNCH
- GREENWAYS**

Proposed by: Conservation Commission

Estimated Cost: Up to \$55,000

To determine whether the Town will vote to appropriate a sum of money to be expended by the Conservation Commission for a handicapped-accessible canoe landing on the Sudbury River at Greenways Conservation Area; and to determine whether such appropriation shall be provided by taxation, by transfer from unappropriated funds, by transfer of funds already appropriated for another purpose, by grants from the Commonwealth or the federal government, by borrowing or otherwise.

MOTION:

Kenneth Moon moved and was duly seconded that the Town appropriate the sum of \$55,000 to be expended by the Conservation Commission for a handicapped-accessible canoe landing on the Sudbury River at the Greenways Conservation area; and, to provide for said appropriation, the Town Treasurer, with the approval of the Board of Selectmen, be authorized to borrow \$55,000. pursuant to the provisions of Massachusetts General Laws.

VOTED: UNANIMOUSLY IN FAVOR

**ARTICLE 30: CONFIRMATORY EMINENT DOMAIN TAKING OF FORMER DOW
CHEMICAL COMPANY LAND ON ROUTE 30 IN NATICK, MA**

Proposed by: Board of Selectmen

Estimated Cost: \$1.00

To determine whether the Town will vote to:

- a) authorize the Board of Selectmen, with the approval of Town Counsel as to form, to acquire by eminent domain, for conservation and recreation purposes, the fee or any lesser interest in all or any part of the parcel of land located on Commonwealth Road (Route 30) in Natick, Massachusetts, containing approximately 3.71 acres of land, shown as Lot D on a plan entitled "Plan of Land in Wayland and Natick, Mass.," dated October 10, 1962, prepared by Everett M. Brooks Co. and recorded with the Middlesex South Registry of Deeds in Book 10146, Page 486;
- b) appropriate a sum of money for the acquisition of and/or to compensate the owner(s) of said parcel of land; and

- c) to determine whether such appropriation shall be provided by taxation, by transfer from unappropriated funds, by transfer of funds already appropriated for another purpose, by grants received from the Commonwealth or Federal Government, by borrowing, or otherwise.

MOTION:

Linda Segal moved and was duly second that the town:

- a) authorize the Board of Selectmen, with the approval of Town Counsel as to form, to acquire by eminent domain, for conservation and recreation purposes, the fee or any lesser interest in all or any part of the parcel of land located on Commonwealth Road (Route 30) in Natick, Massachusetts, containing approximately 3.71 acres of land, shown as Lot D on a plan entitled "Plan of Land in Wayland and Natick, Mass.," dated October 10, 1962, prepared by Everett M. Brooks Co. and recorded with the Middlesex South Registry of Deeds in Book 10146, Page 486;
- b) appropriate the sum of \$1.00 for the acquisition of and/or to compensate the owner(s) of said parcel of land; and
- c) that said appropriation shall be provided by transferring \$1.00 from the General Fund – Unreserved Fund Balance.

VOTED: UNANIMOUSLY IN FAVOR

ARTICLE 31: MASTER PLAN STUDY FOR FORMER DOW PROPERTY

*Proposed by: Park and Recreation Commission and
Conservation Commission*

Estimated Cost \$20,000

To determine whether the Town will vote to appropriate a sum of money to be expended by the Park and Recreation Commission and Conservation Commission to develop a master plan for the former Dow Chemical Company Property off Commonwealth Road; and to determine whether such appropriation shall be provided by taxation, by transfer from unappropriated funds, by transfer of funds already appropriated for another purpose, by grants received from the Commonwealth or Federal Government, by borrowing, or otherwise.

MOTION:

William Bowhens moved and was duly seconded that the Town appropriate the sum of \$20,000. to be expended by the Park and Recreation Commission and Conservation Commission to develop a master plan for the former Dow Chemical Company Property on and off Commonwealth Road in Wayland and Natick, Massachusetts; and that said appropriation shall be provided transferring \$20,000. from the General Fund – Unreserved Fund Balance.

MOTION TO TERMINATE DEBATE:

Perry Smoot moved and was duly seconded to move the question.

VOTED ON MOTION TO TERMINATE DEBATE: UNANIMOUSLY IN FAVOR

VOTED: 1ST VOICE VOTE: UNDECIDED

MODERATOR COUNTED VOTE: MOTION CARRIED

EXHIBIT I

414 COMMONWEALTH ROAD, WAYLAND, MA
434 COMMONWEALTH ROAD, NATICK, MA
TOWN OF WAYLAND

2 PGS



MASSACHUSETTS
01778-2614



Bk: 53508 Pg: 112 Doc: VOTE
Page: 1 of 2 09/04/2009 03:24 PM

TOWN BUILDING
41 COCHITUATE ROAD
TEL: (508) 358-3630
(508) 358-3631
FAX: (508) 358-3627
WWW.WAYLAND.MA.US

TOWN CLERK
JUDITH L. ST. CROIX, CMC/CMMC
JSTCROIX@WAYLAND.MA.US

ASSISTANT TOWN CLERK
LOIS M. TOOMBS, CMC
LTOOMBS@WAYLAND.MA.US

**ANNUAL TOWN MEETING
VOTE CERTIFICATE**

At a legal meeting of the qualified voters of the TOWN OF WAYLAND, held on May 12, 2004, the following business was transacted under Article 32:

ARTICLE 32. DELINEATION OF THE LOKER CONSERVATION/RECREATION AREA

Voted that the Town instruct the Board of Selectmen to transfer the care, custody, management and control of the areas of land on Commonwealth Road (Route 30) and Rice Road, Wayland, Massachusetts, being a part of the site known as the Loker Conservation/Recreation area and shown on a Plan of Land in Wayland, Massachusetts, Loker Conservation and Recreation Area, prepared by the Town Surveyors's office and dated 4/1/2004, scale: 1" = 100', a copy of which plan is on file in the office of the Town Clerk, and shown on said plan as conservation area and 50' wide conservation area, from the Board of Selectmen to the Conservation Commission, for conservation purposes, and as recreation area to the Parks and Recreation Commission, for recreation purposes, respectively.

BK-31357
B 167
-173

VOTED: MOTION CARRIED

A true copy, Attest:

5/12/04 ATM

Judith L. St. Croix, CMC/CMMC
Town Clerk

A TRUE COPY ATTEST

TOWN CLERK
TOWN OF WAYLAND

EXHIBIT J

C. PETER R. GOSSELS

ATTORNEY AT LAW

84 STATE STREET · BOSTON · MASSACHUSETTS 02109-2299 · 617 / 742-9310

WAYLAND OFFICE BY APPOINTMENT: 32 HAMPSHIRE ROAD · WAYLAND · MASSACHUSETTS 01778-1021 · 508 / 358-7438

TELECOPIER 617 / 742-5734

May 16, 2014

The Selectmen of the
Town of Wayland
41 Cochituate Road
Wayland, Massachusetts 01778

Mr. Chairman and Members of the Board of Selectmen,

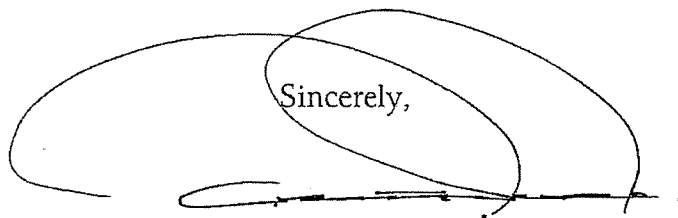
When I heard about recent proposals to sell the Town Building and the land on which it stands, I was reminded of the letter that I wrote to Paul F. Alphen, Chairman of the Junior High School Alternate Building Use Committee on October 15, 1969, while I was serving as Wayland's Town Counsel. A copy of my letter is annexed.

In that lengthy letter, I offered my opinion as to the Town's title to the eight parcels of land now occupied by Wayland's Town Building as of October 15, 1969. You will note that I called Mr. Alphen's attention to restrictions that were imposed on the Town's title to some of those parcels and made recommendations as to how the Town might deal with those restrictions in the event that it shall decide to sell all or part of that property.

The Selectmen of the
Town of Wayland
May 16, 2014
Page 2

Accordingly, I recommend that the Town update the title study that I conducted 45 years ago before the Town shall consider the sale of the Town Building site or any part thereof.

Sincerely,

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the bottom.

C. Peter R. Gossels

CPRG/cal
cc: Wayland Planning Board
Alf Berry, Town Surveyor

October 15, 1969

Paul F. Alphen, Chairman
Junior High School Alternate Building
Use Committee
24 Morrill Drive
Wayland, Massachusetts 01778

Re: Potential Alternate Uses of Wayland
Junior High School Building

~~Dear Paul:~~

Before responding, in detail, to the questions raised by your letter of August 20, 1969, let us first refer to Lew Bowker's plan entitled "Compiled Plan of Town Owned Land in Wayland, Mass. January 12, 1967 Scale 1" = 100' Wayland Engineering Department" for a more particular description of the parcels of land which, together, comprise the site upon which the Junior High School building is located:

Parcels 1 and 1A were deeded to the Town in the nineteenth century by warranty deed without restrictions and have been used at all times for school purposes under the care and control of the School Committee.

Parcel 2 was purchased by the Town for "playground purposes" by deed recorded on July 21, 1920 and is presumably now under the care and control of the Park, Recreation and Cemetery Department.

Parcel 3 was given to the Town by deed of John Wight recorded on April 5, 1921 "upon the express condition that the premises shall forever be used as a public park or playground or as portions of the public park or playground systems of said Town of Wayland, upon any breach of which said premises shall revert to the grantor and his heirs."

Paul F. Alphen, Chairman
Page 2
October 15, 1969

Parcel 4 was given to the Town by Edmund H. Sears and Edwin Farnham Greene, trustees under a declaration of trust dated July 17, 1911, by deed recorded on April 5, 1921, "to be held by said Town of Wayland upon the trusts set forth in said declaration ..." to wit: "for purposes of recreation and for a public playground by residents of the Town of Wayland, and particularly by children ..."

Parcel 5 was given to the Town by deed of Edmund H. Sears and Sophia W. Sears, his wife, in her own right, and Edwin Farnham Greene recorded on April 5, 1921 "to be held by the Town of Wayland upon the trusts set forth under a Declaration of Trust dated July 17, 1911 ..."

Parcel 6 was given to the Town by deed of Edmund H. Sears and Sophia W. Sears, in her own right recorded on September 19, 1923 "upon and subject to the express condition that the premises shall be used as a public park or playground or as portions of the public park or playground systems of said Town of Wayland and that if hereafter the premises ... are not used for the aforesaid purposes said premises shall revert to said Sophia W. Sears or her heirs or assigns."

Parcels 7 and 8 were acquired by the Town for park purposes by Order of Taking duly adopted by the Board of Park Commissioners and recorded on June 6, 1952.

With the exception of Parcel 10, which was conveyed to the Pequot Lodge in 1896, and a small portion of Parcel 4, which is designated Parcel 9 and was sold to Trinitarian Congregational Church of Wayland pursuant to vote of the Town and Chapter 170 of the Acts of 1960, all said parcels acquired as hereinabove described still stand in the name of the Town of Wayland. The use of said parcels is, however, subject to the terms and conditions of all deeds and trusts accepted by the Town and the provisions of the General Laws of the Commonwealth. Insofar as the

Paul F. Alphen, Chairman
Page 3
October 15, 1969

actual building site is concerned, the Town was purportedly authorized to use those portions of Parcels 4 and 5 more particularly described by Chapter 49 of the Acts of 1934, Chapter 314 of the Acts of 1948 and Chapter 23 of the Acts of 1952 "for school yard purposes ... under the same care and control as other school property."

The legal principles defining the power of a town to use, lease and or dispose of town property are set forth in the General Laws and have been interpreted by the Supreme Judicial Court in a number of leading cases including: Lowell v. City of Boston, 322 Mass. 709, 79 N.E. 2d 713 (1948), Higginson v. Slattery, 212 Mass. 583, 99 N.E.2d 523 (1912), and more recently in City of Salem v. Attorney General, 344 Mass. 626, 183 N.E.2d 859 (1962). See also M.G.L.A. chapter 40, section 3.

Although a town may generally lease, sell, or otherwise dispose of property no longer needed for public purposes where it acquired the same by purchase or by eminent domain, its power to do so may be limited where a piece of land has been dedicated and or maintained as a public park which has been defined as "a tract of land ... to which the public at large may resort to for recreation, air and light." See City of Salem v. Attorney General, supra. Such dedication and use has been held to create an easement in the general public which only the General Court may "limit, suspend or terminate." Lowell v. City of Boston, supra.

Paul F. Alphen, Chairman
Page 4
October 15, 1969

Where, however, land has been acquired "subject to the terms of any gift, devise, grant, bequest or other trust or condition," it may not be sold or appropriated to another inconsistent use." See M.G.L.A. chapter 214, section 3 (11) and Hardy, Municipal Law, section 7.

These limitations must, of course, be read together. Thus, if the Town accepted a gift of a parcel of property in trust for "purposes of recreation and for a public playground," even an act of the General Court authorizing an inconsistent use of the parcel will not protect the Town from an action under M.G.L.A. chapter 214, section 3 (11) "to enforce the purpose ... of any gift or conveyance which shall have been made to and accepted by any ... town ... for a specific purpose ... in trust or otherwise ..."

Fortunately for the Town, Edmund H. Sears and Edwin Farnham Greene, who together with Sophia W. Sears gave Parcels 4 and 5 to the Town "for purposes of recreation and for a public playground by residents of the Town of Wayland and particularly by children," were wise enough to provide in their Declaration of Trust that the Town of Wayland:

"may sell and convey said real estate in case it should ever become advisable to do so, provided that a sufficient sum can be obtained from such sale to purchase other real estate to be used for the purposes of the trust which is as well adapted to the purpose and equally convenient, and in case of such sale the proceeds shall be at once used to purchase such other real estate which shall be held upon the same trusts as that sold, and the balance of the purchase price, if any, shall be set apart as a separate fund and the income shall be used to pay expenses connected with the trust."

Paul F. Alphen, Chairman
Page 5
October 15, 1969

Said Declaration further provides that a deed signed by such person or persons as may be duly authorized to sell the real estate "by two-thirds of those voting at a town meeting duly called and held" and "setting forth that such sale is deemed advisable by them shall be conclusive evidence, as far as relates to the purchaser at such sale, of the authority of the Town to make such conveyance."

Unfortunately, the terms of the aforesaid trust do not authorize the Town to lease or appropriate any portion of Parcels 4 and 5 to a use inconsistent with the purposes enumerated nor does it permit the Town to sell anything less than the entire tract without the approval of a Court having jurisdiction to accomplish the general purposes herein set forth as nearly as may be" on pain of reversion to the heirs of Edmund H. Sears and Edwin Farnham Greene.

Although the failure of Sears and Greene heirs to comply with the provisions of M. G. L. A. Chapter 260, Section 31A now prevents them from initiating any proceeding based upon any right of entry for condition broken or possibility of reverter, the remedy set forth in M. G. L. A. Chapter 214, Section 3 (11) makes it necessary that the following preliminaries be complied with if the Town wishes to lease any or all of the land shown as Parcels 4 and 5 (the site of the Junior High School building):

- a. A decree of the Middlesex Probate Court authorizing such lease must be secured;
- b. The General Court must enact legislation authorizing such lease;
- c. The Town must, by a two-thirds vote, amend the Eoning

Paul F. Alphen, Chairman

Page 6

October 15, 1969

By-Laws and Map to permit the use of the premises for other than school or park purposes;

- d. The Town, must, by a two-thirds vote, approve such lease;
- e. The Town must, by a two-thirds vote, transfer the care and control of such property from the School and or Park, Recreation and Cemetary Department to the Selectmen; and
- f. The Selectmen must vote to enter into a lease with a prospective tenant and execute the same by virtue of the authority thus vested in them.

In the event that the Town wishes to sell all or any portion of Parcels 4 and 5, I recommend that each of the aforesaid requirements be complied with to secure authority for such sale. Moreover, in order to satisfy the terms of the trust, the Town should, in either event, be prepared "at once to purchase such other real estate which shall be held upon the same trusts as that sold, and the balance of the purchase price, if any, shall be set apart as a separate fund and the income shall be used to pay expenses connected with the trust."

Even if the Town should desire to appropriate any portion of Parcels 4 and 5 to any use other than "for recreation and for a public playground," it would in my opinion require a court order, an act of the legislature as well as appropriate votes of the Town.

Although the Town has already, without benefit of a court order, appropriated a portion of such parcels for "school and school yard purposes" and subsequently sold Parcel 9 in the belief that the several Acts of the General Court afforded sufficient authority therefor, I recommend that action be initiated soon to secure a court order authorizing and ratifying

Paul F. Alphen, Chairman

Page 7

October 15, 1969

such use and sale pursuant to the terms of the Declaration of Trust dated July 17, 1911, especially in the light of M. G. L. A. Chapter 214, Section 3 (11).

Having thus answered your questions with respect to the major portion of the Junior High School site, let us briefly consider the remaining parcels:

Parcels 1 and 1A may be sold, leased or appropriated to another use by a two-thirds vote of the Town pursuant to the provisions of M. G. L. A. Chapter 40, Sections 3, 15 and 15A.

Parcel 2 may be dealt with in a similar manner except that an act of the General Court must first be secured since this parcel may be held to have been dedicated and or maintained as a public park as the same has been defined in the Lowell case cited above.

Parcels 3 and 6 will no longer revert to the heirs of the donors because of their failure to comply with M. G. L. A. Chapter 260, Section 31A, but if the Town should contemplate the use of any or all of said parcels for any purpose other than a park or playground, an act of the General Court must first be secured.

Parcels 7 and 8, having been taken for park purposes, may be appropriated to another use only if the procedure recommended for Parcel 2 is complied with.

Should you have any other questions with regard to this or any other matter, please feel free to get in touch with me.

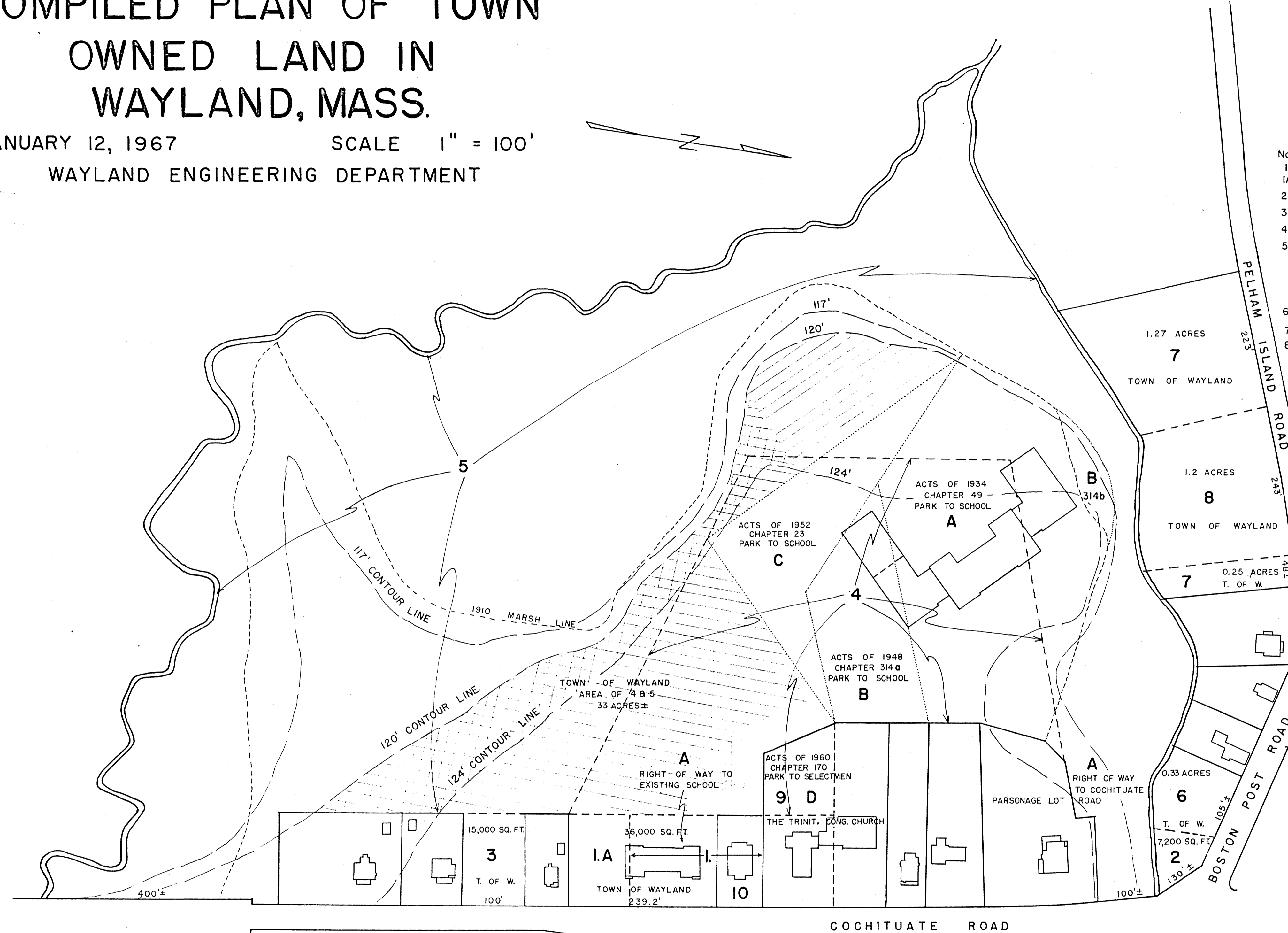
Sincerely,

C. Peter R. Gossels

CPRG; klg

COMPILED PLAN OF TOWN OWNED LAND IN WAYLAND, MASS.

JANUARY 12, 1967 SCALE 1" = 100'
WAYLAND ENGINEERING DEPARTMENT



Town Meeting No.	Date	Article No.	Grantor	Purpose	Date	Book & Page of Recording	Approximate Area
1	2-7-1855		Josiah Russell	School	May 1855	714-491	31,850 Sq.Ft.
1A	4-22-96		Odd Fellows Lodge	School	May 1896	2463-356	15,000 Sq.Ft.
2	6-10-20	3	James H. Lee	Playground	June 1920	4372-434	7,200 Sq.Ft.
3	3-9-21	17	John B. Wight	Park & Playground	March 1921	4425-309	15,000 Sq.Ft.
4	3-9-21	17	(Edmund H. Sears and Edwin Farnham Greene)	Declaration of Trust in Book 3645 Page 206	April 1921	4425-306	33 Acres ±
5	3-9-21	17		1911, Recreation and Public Playground	April 1921	4425-308	
6	9-10-20	2	Edmund H. & Sophia W. Sears	Park	Sept 1923	4655-326	0.33 Acres
7	7-3-51	28	Susie K. Erwin	Park	June 1952	7915-252 (8055-353)	1.52 Acres
8	7-3-51	28	Wayland Associates	Park	June 1952	7915-252	1.20 Acres

Year	Chapter	Transfer to	Description	Plan	Area
1934	49	School	Metes and bounds	Plan 50 Plan Book 215	3.8 Acres
"	"	"	Right of way to Existing School- No description	" " " "	"
"	"	"	" " " to Cochituate by No. bound. of parsonage lot	" " " "	"
1948	314a	"	Metes and bounds	Plan 1842 of 1948	40,600 Sq.Ft.
"	" b	"	As shown on plan	" " " "	7,600 " "
1952	23	"	Metes and bounds	Plan 728 of 1952	57,200 " "
1960	170	Selectmen	" " " "	Plan 867 of 1960	14,689 " "

No.	Grantee	From Parcel	Date	Recording	Plan	Area
9	The Trinitarian Congregational Church	No. 4 Above	June 1960	Deed Doc. 166	867 of 1960	14,689 Sq. Ft.
10	Pequod Lodge 229-Order of Odd Fellows	No. 1 Above	May 1896	2463-357	No Plan	11,000 Sq. Ft.

TOTAL AREA FOR SCHOOL USE = 7.1 ACRES PLUS AN ESTIMATED 50' X 600' = 30,000 SQ. FT = 0.7 ACRES IN RIGHT OF WAY
TOTAL AREA OF TOWN OF WAYLAND PROPERTY = 37 ACRES ±

- AREAS BELOW ARE CONTAINED IN PARCELS 1, 1A, 4, 5 ABOVE
- 2.3 Acres in Playfield within school property
 - 5.5 Acres in Bldgs. & Parking Area within school property
 - 2.8 Acres in field above 124' contour in park land
 - 3.1 Acres in field, brush + woods between 117' contour & 120' contour
 - 1.1 Acres in Bldgs. & Parking Area within park land
 - 16.7 Acres in marsh below 117' contour
 - 1.5 Acres in field + brush between 120' contour + 124' contour

Total Possible playfield above 117' contour = 9.7 Acres
Total Possible " " 120' contour = 6.6 Acres

EXHIBIT K

and his heirs, executors, administrators, and assigns, that, in case a sale shall be made under the foregoing power, I or they will upon request, execute, acknowledge, and deliver to the purchaser or purchasers a deed or deeds of release confirming such sale, and said grantee and his assigns are hereby appointed and constituted the attorney or attorneys irrevocable of the said grantor to execute and deliver to the said purchaser a full transfer of all policies of insurance on the buildings upon the land covered by this mortgage at the time of such sale. AND IT IS AGREED that the grantee, or his executors, administrators or assigns, or any person or persons in their behalf, may purchase at any sale made as aforesaid, and that no other purchaser shall be answerable for the application of the purchase money; and that, until default in the performance or observance of the condition of this deed, I and my heirs and assigns may hold and enjoy the granted premises and receive the rents and profits thereof. And for the consideration aforesaid I, Ella E. Talbert wife of said Bert A. Talbert do hereby release unto the said grantee and his heirs and assigns all right of or to both DOWER AND HOMESTEAD in the granted premises, and all rights by statutes and all other rights therein. IN WITNESS WHEREOF We the said Bert A. Talbert and Ella E. Talbert hereunto set our hands and seals this thirtieth day of March in the year one thousand nine hundred and twenty one. Bert A. Talbert (seal) Ella E. Talbert (seal) Signed and sealed in presence of W. A. Kingsbury to both. COMMONWEALTH OF MASSACHUSETTS. Middlesex ss. April 4th, 1926. Then personally appeared the above-named Bert A. Talbert and acknowledged the foregoing instrument to be his free act and deed, before me, Willis A. Kingsbury, Justice of the Peace. My com. expires Apr. 14, 1921. - - - - -

Middlesex ss. April 5, 1921. 8h. Om. A.M. Rec'd & Recorded.

SEARS et al Trs.
to
TOWN OF
WAYLAND Tr.

KNOW ALL MEN BY THESE PRESENTS that we, Edmund H. Sears and Edwin Farnham Greene, both of Wayland in the County of Middlesex and Commonwealth of Massachusetts, as we are Trustees under a declaration of trust dated July 17, 1911, and recorded with Middlesex South District Deeds, Book 3645, Page 206, do by virtue and in execution of the power to us given in and by said declaration of trust, particularly under the provisions of the paragraph marked, "Conveyance to the Town of Wayland," and by virtue and in execution of every other power and authority us hereto enabling, and in consideration of the sum of one dollar and other valuable considerations to us paid by the Town of Wayland, a municipal

corporation existing under the laws of said Commonwealth, the receipt whereof is hereby acknowledged, hereby grant, bargain, sell, and convey unto the said Town of Wayland a certain parcel of land situated in said WAYLAND, bounded and described as follows: Beginning at the southeasterly corner of the granted premises, at the southwesterly corner of land of the Town of Wayland; thence running north seventy-two degrees, thirty minutes west (N. 72° 30' W.) along other lands of the grantors six hundred and thirty-nine and twenty hundredths feet (639.20') to a stake; thence running north nine degrees, two minutes west (N.9° 2' W.) along other lands of the grantors, four hundred and twenty-seven and twenty-six hundredths feet (427.26') to a stake; thence north sixty-nine degrees, one minute east (N. 61° 1' E.) along other lands of the grantors, four hundred and ninety-four and five hundredths feet (494.05') to land of the Unitarian Church used for a parsonage; thence in a southerly direction by a broken line, as the fence now stands, along lands supposed to belong to the Unitarian Church, Sayward and Pousland, three hundred and ninety-seven and eighty-five hundredths feet (397.85') to a corner; thence easterly by a fence and along land supposed to belong to said Pousland, one hundred and forty-seven and twenty hundredths feet (147.20') to a corner and land of the Congregational Church; thence southerly by a fence along lands supposed to belong to said Church, the Odd Fellows and the Town of Wayland, three hundred and thirty and forty hundredths feet (330.40') to a stone bound; thence turning at an angle of ninety degrees (90°) and running westerly along said Town of Wayland's land one foot (1'); thence turning at an angle of ninety degrees (90°) and running southerly along said Town of Wayland's land one hundred feet (100') to the point of beginning. TO HAVE AND TO HOLD the granted premises, with all the privileges and appurtenances thereto belonging, to the said Town of Wayland and its successors and assigns, to their own use and behoof forever, but to be held by said Town of Wayland upon the trusts set forth in said Declaration of Trust dated July 17, 1911, so far as they are applicable, as provided by said Declaration of Trust in case of a conveyance of the trust property to said Town of Wayland.

IN WITNESS WHEREOF we the said Edmund H. Sears and Edwin Farnham Greene hereunto set our hands and seals this twelfth day of March in the year one thousand nine hundred and twenty-one.-----

Signed and sealed in presence of)
 Herbert H. Brown) Edmund H. Sears (seal)
) Trustees
 Ruth W. Russell) Edwin Farnham Greene (seal)

personally appeared the above named Edwin Farnham Greene and acknowledged the foregoing instrument to be his free act and deed as Trustee as aforesaid. Ralph W. Hunter, Notary Public. (Notarial seal) My commission expires Sept. 17, 1926. - - - - -

Middlesex ss. April 5, 1921. 8h. 43m. A.M. Rec'd & Recorded.

SEARS et al
to
TOWN OF
WAYLAND Tr.

Edmund H. Sears and Sophia W. Sears, his wife, in her own right; and Edwin Farnham Greene, all of Wayland, in the County of Middlesex and Commonwealth of Massachusetts, for consideration paid, grant to the Inhabitants of the Town of Wayland, with QUITCLAIM COVENANTS, except as hereinafter set forth, a certain parcel of land situated in said WAYLAND, bounded and described as follows:- Beginning at the northeasterly corner of the granted premises at a point in the westerly line of Framingham Road marked "A" on Plan of Land in Wayland Center belonging to Jonathan M. Parmenter, W. A. Mason & Son, Surveyors, May 1910, recorded with Middlesex South District Deeds, Book of Plans No. 215, Plan 50, said point being the center line of the brook as shown on said plan; thence by the center line of said brook in a somewhat irregular line westerly one thousand four hundred ninety-one (1491) feet to a point marked "B" on said plan at the junction of said brook with another brook; thence following the center line of said second brook southeasterly as the brook runs one thousand five hundred (1500) feet to a point marked "C" on said plan; thence continuing by the center line of the said second brook still southeasterly one thousand four hundred fifty (1450) feet to the culvert at a point marked "D" on said plan on said Framingham Road; thence running northerly on said Framingham Road, sometimes known as Cochituate Road, four hundred nine (409) feet to land now or formerly of Priest; thence southwesterly by said land of Priest one hundred fifty (150) feet; thence turning and running northwesterly on a line parallel with said Framingham Road and one hundred fifty (150) feet distant therefrom four hundred three (403) feet to the southwesterly corner of land now or formerly of Richardson; thence continuing northwesterly on said Richardson land to the southwesterly corner of land of the Town of Wayland; thence running north 72° 30' west on land now or formerly of Edmund H. Sears and Edwin Farnham Greene, Trustees, six hundred thirty-nine and 20/100 (639.20) feet to a stake; thence running north 9° 2' west four hundred twenty-seven and 26/100 (427.26) feet to a stake; thence north 69° 1' east four hundred ninety-four and 5/100 (494.05) feet to land of the Unitarian Church used for a

parsonage, all said last mentioned courses being on said land of said Sears and Greene, Trustees, thence northeasterly on said parsonage lot one hundred three and 10/100 (103.10) feet to a corner; thence turning and running northwesterly still on said parsonage lot thirty-three and 10/100 (33.10) feet to a corner; thence turning and running in a northeasterly direction still by said parsonage lot one hundred thirty-five and 80/100 (135.80) feet to said Framingham Road; thence northwesterly by said Road ninety-eight and 70/100 (98.70) feet to said brook at "A" the point of beginning. For title of Sophia W. Sears see deed of Edmund H. Sears to said Sophia W. Sears, dated May 28, 1919, recorded with Middlesex South District Deeds, Book 4262, Page 561. For title of Edwin Farnham Greene see deed of Jonathan M. Parmenter, dated December 28, 1910, recorded with said Deeds, Book 3811, Page 216. Said premises are to be held by said Town of Wayland upon the trusts set forth under a Declaration of Trust dated July 17, 1911, and recorded with said Deeds, Book 3645, Page 206, to the same extent and in the same manner as if said premises had been held by the Trustees under said Declaration of Trust and had been conveyed to the grantee under the provisions of said Declaration of Trust relating to a conveyance of the trust property to said Town of Wayland. I, Charlotte N. Greene, wife of said Edwin Farnham Greene, release to said grantee all rights of DOWER AND HOMESTEAD and other interests in the granted premises. WITNESS (our hands and seals this twelfth day of March 1921. Edwin Farnham Greene (seal) Charlotte Nichols Greene (seal) Edmund H. Sears (seal) Sophia W. Sears (seal) COMMONWEALTH OF MASSACHUSETTS. Suffolk ss. Boston, March 12, 1921. Then personally appeared the above-named Edwin Farnham Greene and acknowledged the foregoing instrument to be his free act and deed, Ralph W. Hunter, Notary Public. (Notarial seal) My commission expires Sept. 17, 1926. - - - - -

Middlesex ss. April 5, 1921. 8h. 43m. A.M. Rec'd & Recorded.

I, John B. Wight, of Wayland, in the County of Middlesex and Commonwealth of Massachusetts, for consideration paid, grant to the Inhabitants of the Town of Wayland with QUITCLAIM COVENANTS, except as hereinafter set forth, a certain parcel of land situated in said WAYLAND on the road leading from Wayland Center to Cochituate, sometimes known as the Framingham Road, bounded and described as follows:- Beginning at a point in the westerly line of said Framingham Road at land now or formerly of Sawyer, thence running southwesterly on said Sawyer land

WIGHT
to
TOWN OF
WAYLAND

EXHIBIT L

Parcel C on the Plan (the "25' Access Easement"). Such easement area shall be for the exclusive use of the owners of Parcels J, M, N and P, except that (i) the Grantee may use such driveway for emergency access to the property conveyed hereby and to Parcels A, B, J, K, L, M, N and P, and (ii) the Grantee may use the first 200 feet of the easement area beginning at the northerly sideline of Old Connecticut Path, for access to Parcel C provided that at the time facilities are constructed on Parcel C intended for any use other than conservation or passive recreation, the Grantee agrees to upgrade the interchange of the easement area and Old Connecticut Path according to professional engineering standards, appropriate for the level of traffic projected at the time of the construction of such facilities, within the existing right-of-way of Old Connecticut Path and subject to the receipt of any permits not within the discretion of the Board of Selectmen.

3. Parcel C, for the benefit of Parcels M, N and P, ownership of which is being retained by the Grantors, is conveyed subject to a 25-foot wide buffer zone (the "Buffer Zone") parallel to the westerly sideline of the 25' Access Easement. The Buffer Zone shall be kept in its natural condition, free of all structures, pavement and parking areas, except for the access road for Parcel C to be constructed by the Town of Wayland at a point on the 25' Access Easement which is within 200 feet of the northerly sideline of Old Connecticut Path. Notwithstanding the foregoing, if title to all or part of any of Parcels J, M, N or P comes to vest in the Town of Wayland, the Town may construct an access road or roads connecting Parcel C to any such subsequently acquired land.

4. The Grantors also reserve for the benefit of Parcel J, ownership of which has been retained by the Grantors, an access and utilities easement over Parcel H.

5. Parcel C, for the benefit of parcels being retained by the Grantors, is conveyed subject to the restriction for a period of ten (10) years from the date hereof that the property be owned and used by the Grantee solely for general municipal purposes or conservation purposes or recreational purposes or low and moderate income housing purposes or affordable housing purposes or public health and human service purposes or any combination of such purposes.

6. Parcels C, D and F are conveyed subject to and with the benefit of the rights and obligations of the Grantor with respect to the parking and trail easements set forth in the document entitled Parking and Trail Access Easements of even date herewith and recorded with the Middlesex South District Registry of Deeds herewith, between the Grantor and the Commonwealth of Massachusetts, through its Department of Environmental Management. By acceptance and recording of this deed, the Grantee agrees to assume all obligations of the Grantor with respect to Parcels C, D and F under such easement agreement.

7. Parcels C, F and G are conveyed subject to the following restriction:
(a) That portion of Parcel C lying between (i) the west or northwest sideline of Old Connecticut Path and (ii) a line within Parcel C parallel to and one hundred feet (100') in a west or northwesterly direction from such sideline; and (b) those portions of Parcels F and G lying between the (i) west or northwest sideline of Cochituate Road and (ii) a line within Parcels F and G, respectively, parallel to and one hundred feet (100') in a west or northwesterly direction from such sideline are being conveyed for conservation purposes, to be kept in their natural condition, free from above ground structures, except for access roads, driveways and trails, which the Grantee may construct, fill, excavate, pave and

12

DEED

As of the 10th day of August, 1995, John M. Woolsey, Jr., Charles M. Ganson, Jr., and Bradley R. Cook, as Trustees of the Trust under the will of Charles J. Paine for the benefit of Frank C. Paine, and not individually and Charles M. Ganson, Jr., Ellen T. Brawley, Albert Thorndike and Virginia L. Thorndike, as Trustees of the Trust under the will of Jeanie P. Thorndike, and not individually, (collectively, the "Grantors") in consideration of Three Million Two Hundred Seventy-Five Thousand Dollars (\$3,275,000.00) paid, hereby grant to the Town of Wayland, a municipal corporation having a mailing address of 41 Cochituate Road, Wayland, Massachusetts 01778 (the "Grantee"), subject to the reservations and restrictions set forth below, their entire right, title and interest in and to the certain parcels of land and the buildings and improvements thereon, situated off Old Connecticut Path and Cochituate Road in Wayland, Middlesex County, Massachusetts, shown as Parcels C, D, E, F, G and H on a plan entitled "Plan of Land in Wayland, Massachusetts Showing Proposed Division of the Paine Estate," dated March 22, 1994, revised March 1995 and June 1995, prepared by the Wayland Town Surveyor's Office and recorded with the Middlesex South District Registry of Deeds herewith (the "Plan").

This conveyance is made subject to the following reservations and restrictions:

1. The Grantors, for the benefit of themselves and their successors and assigns, reserve an easement (the "Pet Cemetery Easement") over Parcels D and F as shown on the Plan, to maintain the pet cemetery presently situated on Parcel D as shown on the Plan and for reasonable access to such pet cemetery, provided that neither Grantors nor Grantee shall have any obligation to maintain such cemetery.

So long as the trail and access easements over Parcels D and F granted by that certain document entitled "Parking Trail and Access Easements" of even date herewith and recorded with the Middlesex South District Registry of Deeds herewith, between the Grantor and the Commonwealth of Massachusetts, through its Department of Environmental Management, shall be held by the grantee thereof, the location of the Pet Cemetery Easement reserved hereby shall be coincident with the trail and access easement granted by the Parking and Trail Access Easements document; to the extent that such trail and access easements do not provide access to the Pet Cemetery, the Pet Cemetery Easement shall also include reasonable access from any of such trails or access roads on Parcel D to the Pet Cemetery. The right of access reserved hereby does not include any right to clear, construct or pave trails or roadways.

2. The Grantors also reserve for the benefit of Parcels J, M, N and P all as shown on the Plan, ownership of which has been retained by the Grantors, an exclusive 25-foot wide access and utilities easement in the area shown as "25' Access Easement" on

After recording, please return to:
Peter D. Corbett, Esq.
Goulston & Storrs, PC
400 Atlantic Avenue
Boston, MA 02110-3333

33.00
630
04:08:36
Land off Old Connecticut Path, Wayland
Cochituate Road, Wayland

maintain as it deems necessary and useful. Nothing in this item 7 shall restrict (i) the development and use of the balance of Parcel C for general municipal purposes, and the use of driveways, roads or trails constructed pursuant hereto as access for such uses; and (ii) the development and use of Parcels F and G for low and moderate income housing purposes, affordable housing purposes, public health or human service purposes or any combination of such purposes, and the use of the driveways, roads or trails constructed pursuant hereto as access for such uses.

8. Parcel G is conveyed subject to the restriction for the benefit of Grantor as owner of Parcel M, that no structure, roadway or parking area be built or placed within any portion of Parcel G which is located within fifty (50) feet of Parcel M as shown on such Plan, to create a 50-foot wide buffer along the shared boundary of Parcel G and Parcel M.

9. Parcel G is conveyed subject to the restriction for the benefit of Grantor as owner of Parcel J, that no structure, roadway or parking area be built or placed within any portion of Parcel G which is located within fifty (50) feet of Parcel J as shown on such Plan, to create a 50-foot wide buffer along the shared boundary of Parcel G and Parcel J.

10. The Grantors also reserve for the benefit of Parcel A a thirty-foot (30') wide access easement, including vehicular access, across Parcel F, shown as Note 3 on Parcel F on the Plan, from Cochituate Road to Parcel A. The easement reserved hereby does not include the right to pave the easement, and may be relocated by the Grantee upon fourteen days notice to the Grantor by recording of a plan showing a new location of such easement.

11. The Grantors also reserve for the benefit of Parcel B a thirty-foot (30') wide access easement, including vehicular access, across Parcel C, shown as Note 3 on Parcel C on the Plan, from Old Connecticut Path to Parcel B. The easement reserved hereby does not include the right to pave the easement, and may be relocated by the Grantee upon fourteen days notice to the Grantor by recording of a plan showing a new location of such easement.

12. Parcel D is being conveyed for conservation purposes and Parcel E is being conveyed for public recreation purposes, respectively, as more fully described in that certain Self-Help Program Project Agreement #27, by and between the Commonwealth of Massachusetts and the Town of Wayland, dated March 15, 1995, to be recorded herewith and in that certain Land And Water Conservation Fund Project Agreement #25-00443, dated February 2, 1995, by and between the Commonwealth of Massachusetts and the Town of Wayland, to be recorded herewith.

Pursuant to M.G.L. c. 64D, §1, no Massachusetts Deed Excise Tax Stamps are required to be affixed to this deed.

This deed may be executed in counterpart originals.

For Grantors' title, see deed recorded with the Middlesex South District Registry of Deeds in Book 4854, Page 64. Reference is also made to the the License to Sell issued by the Norfolk County Probate Court on June 16, 1995 (Docket No. 173210T2) and to the License to Sell issued by the Middlesex County Probate Court on June 14, 1995 (Docket No. 86P 2404T).

Executed under seal as of the day above first written.

Trustees of the Trust under the Will of Charles J. Paine for the benefit of Frank C. Paine

By: John M. Woolsey, Jr.
John M. Woolsey, Jr., as Trustee and not individually

By: _____
Charles M. Ganson, Jr., as Trustee and not individually

By: _____
Bradley R. Cook, as Trustee and not individually

Trustees of the Trust under the will of Jeanie P. Thorndike

By: _____
Charles M. Ganson, Jr., as Trustee and not individually

By: Ellen T. Brawley
Ellen T. Brawley, as Trustee and not individually

By: _____
Albert Thorndike, as Trustee and not individually

By: _____
Virginia L. Thorndike, as Trustee and not individually

Executed under seal as of the day above first written.

Trustees of the Trust under the Will of Charles J. Paine for the benefit of Frank C. Paine

By: _____
**John M. Woolsey, Jr., as Trustee
and not individually**

By: Charles M. Ganson, Jr.
**Charles M. Ganson, Jr., as
Trustee and not individually**

By: Bradley R. Cook
**Bradley R. Cook, as Trustee and
not individually**

Trustees of the Trust under the will of Jeanie P. Thorndike

By: Charles M. Ganson, Jr.
**Charles M. Ganson, Jr., as
Trustee and not individually**

By: _____
**Ellen T. Brawley, as Trustee and
not individually**

By: _____
**Albert Thorndike, as Trustee and
not individually**

By: _____
**Virginia L. Thorndike, as Trustee
and not individually**

Executed under seal as of the day above first written.

Trustees of the Trust under the Will of Charles J. Paine for the benefit of Frank C. Paine

By: John M. Woolsey, Jr.
John M. Woolsey, Jr., as Trustee and not individually

By: _____
Charles M. Ganson, Jr., as Trustee and not individually

By: _____
Bradley R. Cook, as Trustee and not individually

Trustees of the Trust under the will of Jeanie P. Thorndike

By: _____
Charles M. Ganson, Jr., as Trustee and not individually

By: _____
Ellen T. Brawley, as Trustee and not individually

By: Albert Thorndike
Albert Thorndike, as Trustee and not individually

By: _____
Virginia L. Thorndike, as Trustee and not individually

Executed under seal as of the day above first written.

Trustees of the Trust under the Will of Charles J. Paine for the benefit of Frank C. Paine

By: John M. Woolsey Jr.
John M. Woolsey, Jr., as Trustee and not individually

By: _____
Charles M. Ganson, Jr., as Trustee and not individually

By: _____
Bradley R. Cook, as Trustee and not individually

Trustees of the Trust under the will of Jeanie P. Thorndike

By: _____
Charles M. Ganson, Jr., as Trustee and not individually

By: _____
Ellen T. Brawley, as Trustee and not individually

By: _____
Albert Thorndike, as Trustee and not individually

By: Virginia L. Thorndike
Virginia L. Thorndike, as Trustee and not individually

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

August 8, 1995

Then personally appeared the above named John M. Woolsey, Jr., Trustee of the Trust under the will of Charles J. Paine for the benefit of Frank C. Paine, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me

Pamela Campbell Messenger

Notary Public

My Commission Expires:

PAMELA CAMPBELL MESSENGER, NOTARY PUBLIC
My Commission Expires September 14, 2001

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

August __, 1995

Then personally appeared the above named Charles M. Ganson, Jr., Trustee of the Trust under the will of Charles J. Paine for the benefit of Frank C. Paine and Trustee of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me

Notary Public

My Commission Expires:

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

August __, 1995

Then personally appeared the above named Bradley R. Cook, Trustee of the Trust under the will of Charles J. Paine for the benefit of Frank C. Paine, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me

Notary Public

My Commission Expires:

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

August __, 1995

Then personally appeared the above named **John M. Woolsey, Jr.**, Trustee of the Trust under the will of Charles J. Paine for the benefit of Frank C. Paine, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me

 Notary Public
 My Commission Expires:

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

August 9, 1995

Then personally appeared the above named **Charles M. Ganson, Jr.**, Trustee of the Trust under the will of Charles J. Paine for the benefit of Frank C. Paine and as Trustee of the Trust under the will of Jeannie P. Thorndike, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me

Wendy S. Santos
 Notary Public
 My Commission Expires: 11-15-96

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

August 8, 1995

Then personally appeared the above named **Bradley R. Cook**, Trustee of the Trust under the will of Charles J. Paine for the benefit of Frank C. Paine, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me

Christine M. Bennett
 Notary Public
 My Commission Expires: Sept. 29, 2000

STATE OF MAINE

Hancock, ss

August 07, 1995

Then personally appeared the above named Ellen T. Brawley, Trustee of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be her free act and deed as Trustee, before me

Linda A. Hamor

Notary Public

My Commission Expires:

LINDA A. HAMOR
Notary Public, Maine
My Commission Expires April 4, 1998

STATE OF VERMONT

_____, ss

August __, 1995

Then personally appeared the above named Albert Thorndike, Trustee of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me

Notary Public

My Commission Expires:

STATE OF MAINE

_____, ss

August __, 1995

Then personally appeared the above named Virginia L. Thorndike, Trustee of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be her free act and deed as Trustee, before me

Notary Public

My Commission Expires:

STATE OF MAINE

_____, SS

August __, 1995

Then personally appeared the above named **Ellen T. Brawley**, Trustee of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be her free act and deed as Trustee, before me

Notary Public
My Commission Expires:

STATE OF VERMONT

Danville SS

August 7, 1995

Then personally appeared the above named **Albert Thorndike**, Trustee of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me



Notary Public
My Commission Expires: 2/10/99

STATE OF MAINE

_____, SS

August __, 1995

Then personally appeared the above named **Virginia L. Thorndike**, Trustee of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be her free act and deed as Trustee, before me

Notary Public
My Commission Expires:

STATE OF MAINE

_____, ss

August __, 1995

Then personally appeared the above named **Ellen T. Brawley, Trustee** of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be her free act and deed as Trustee, before me

Notary Public
My Commission Expires:

STATE OF VERMONT

_____, ss

August __, 1995

Then personally appeared the above named **Albert Thorndike, Trustee** of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be his free act and deed as Trustee, before me

Notary Public
My Commission Expires:

STATE OF MAINE

Walas, ss

August 7, 1995

Then personally appeared the above named **Virginia L. Thorndike, Trustee** of the Trust under the will of Jeanie P. Thorndike, and acknowledged the foregoing instrument to be her free act and deed as Trustee, before me

Anne H. Eugley
Notary Public
My Commission Expires:

ANNE H. EUGLEY
NOTARY PUBLIC, MAINE
COMMISSION EXPIRES 12/13/99

123

THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF ENVIRONMENTAL AFFAIRS

DIVISION OF CONSERVATION SERVICES

SELF-HELP PROGRAM
PROJECT AGREEMENT

Made this Fifteenth day of March, 1995 between the Town of Wayland, hereinafter referred to as the **PARTICIPANT**, and the Commonwealth of Massachusetts acting by and through the Secretary of the Executive Office of Environmental Affairs, hereinafter referred to as the **COMMONWEALTH**

WHEREAS, the **PARTICIPANT** has established a Conservation Commission under Massachusetts General Laws Chapter 40, section 8C and has made application to the **COMMONWEALTH** for assistance under the Massachusetts Self-Help Program, so-called under Massachusetts General Laws chapter 132A, section 11, as it may be amended, for a project briefly described as follows: (describe project and include description of property)

This project shall consist of the acquisition of 35.5 +/- acres of land in fee simple by negotiated purchase known as the Paine Estate in Wayland, Self-Help #27, hereinafter the **PROJECT**.

WHEREAS, the **COMMONWEALTH** has reviewed said application and found the **PROJECT** to be in conformance with the purposes of Massachusetts General Laws chapter 132A, section 11 (and any other relevant statutes of state program).

WHEREAS, the **COMMONWEALTH** has approved said application and has obligated certain funds in the amount of Four Hundred Ten Thousand Dollars (\$410,000.00).

1. **WITNESSETH:** the **COMMONWEALTH** and the **PARTICIPANT** mutually agree to perform this agreement in accordance with the Massachusetts Self-Help Program, so-called, and Massachusetts General Laws chapter 132A, section 11 and chapter 40, section 8C.
2. The **PARTICIPANT** agrees to perform the **PROJECT** described previously by authorizing its **CONSERVATION COMMISSION** to manage, maintain, and operate the **PROJECT** in accordance with the terms of and the obligations contained in the **PARTICIPANT'S** preliminary and final applications and any other promises, conditions, plans, specifications, estimates, procedures, project proposals, maps, and assurances made part thereof, and with any special terms and conditions attached hereto, all of which are incorporated by reference. All significant deviations from the **PROJECT** shall be submitted to the **COMMONWEALTH** for prior approval.

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* shown as Parcels D and E on a plan entitled "Plan of Land in Wayland, Massachusetts showing Proposed Division of the Paine Estate", dated March 22, 1994, revised through June, 1995, prepared by the Wayland Town Surveyor's Office, to be recorded herewith as instrument

no 623 of August 10, 1995 as plan no 693 of 1995

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3. The **PARTICIPANT** agrees that the facilities of the **PROJECT** shall be open to the general public and shall not be limited to residents of the **PARTICIPANT**. The **PARTICIPANT** shall prominently display on the **PROJECT** a sign designated by the **COMMONWEALTH** indicating that the **PROJECT** received Self-Help funds.
4. The **PARTICIPANT** acknowledges Article 97 of the Massachusetts Constitution which states, in part, that: "Lands and easements taken or acquired for such (conservation) purposes shall not be used for other purposes or otherwise disposed of except by laws enacted by a two-thirds vote, taken by yeas and nays, of each branch of the general court." The **PARTICIPANT** hereby agrees that any property or facilities comprising the **PROJECT** will not be used for purposes other than those stipulated herein or otherwise disposed of, unless the **PARTICIPANT** receives the appropriate authorization from the General Court, the approval of the Secretary of Environmental Affairs, and any authorization required by the provisions of Massachusetts General Laws chapter 40, section 15A.
5. The **PARTICIPANT** further agrees that despite any such authorization and approval, in the event the property or facilities comprising the **PROJECT** are used for purposes other than those described herein, the **PARTICIPANT** shall provide other property and facilities of equal value and utility to be available to the general public for conservation and recreational purposes provided that the equal value and utility and the proposed use of said other property and facilities is specifically agreed to by the Secretary of Environmental Affairs.
6. Failure by the **PARTICIPANT** to comply with this **PROJECT** agreement may, at the option of the **COMMONWEALTH**, suspend or terminate all obligations of the **COMMONWEALTH** hereunder.
7. Finally, since the benefit desired by the **COMMONWEALTH** from the full compliance by the **PARTICIPANT** is the existence, protection, and the net increase of conservation lands and public outdoor facilities which have been preserved in their natural state insofar as is practicable and because such benefit exceeds to an immeasurable and unascertainable extent the amount granted by this agreement, the **PARTICIPANT** agrees that payment by the **PARTICIPANT** to the **COMMONWEALTH** of money would be an inadequate remedy for a breach by the **PARTICIPANT** of this agreement, and agrees therefor that, as an alternative or an additional remedy, specific performance of the **PARTICIPANT'S** obligation under either Article 2 or Article 5 may be enforced by the **COMMONWEALTH**.
8. The **PARTICIPANT** agrees to record a copy of this agreement at the Middlesex South Registry of Deeds at the same time the deed for the land comprising the **PROJECT** is recorded.

COMMONWEALTH OF MASSACHUSETTS

PARTICIPANT

BY *Wendy Cox*
Wendy Cox
Secretary, Environmental Affairs

BY *Dennis J. Berry*
Dennis J. Berry
Chief Executive Officer *

CONSERVATION COMMISSION:

BY *A. Bradford Hunt*

BY *Ed Leuby*

BY *Wendy B. Levine*

BY *[Signature]*

BY *Bardana Howell*

BY _____

BY _____

* Duly authorized by a majority of the members of a duly authorized board or commission.

Attached hereto is evidence of authority to execute this contract on behalf of the **PARTICIPANT**: certified copies of the votes of the Town Meeting authorizing the **PROJECT**, appropriating the Town's funds therefor, and authorizing execution of this agreement by the Officer and Commission whose signatures appear above.

Commonwealth of Massachusetts
Abolish Plymouth S.S. Date 8/14/95

Then personally appeared the above named
Dennis J. Berry
and acknowledged the foregoing instrument

to be his free act and deed.

JOHN J. DWYER, Notary Public

My Commission Expires May 14, 1998

John J. Dwyer

2E

THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF ENVIRONMENTAL AFFAIRS
LAND AND WATER CONSERVATION FUND

Project Agreement

Project Agreement Number #25-00443

Project Period February 2, 1995 to December 31, 1997

Between the Town of Wayland

Hereinafter referred to as the PARTICIPANT and the Commonwealth of Massachusetts acting by and through the State Liaison Officer, Secretary, Executive Office of Environmental Affairs hereinafter referred to as the COMMONWEALTH.

WHEREAS, the PARTICIPANT has made application to the COMMONWEALTH for assistance under the Federal Land and Water Conservation Fund Act of 1965, Stat. 897 (1964) as it may be amended, for a project briefly described as follows:

This project shall consist of the acquisition of 35.5+/- acres of land in fee simple by negotiated purchase known as the Paine Estate in Wayland, in Middlesex County.

WHEREAS, the COMMONWEALTH has reviewed said application and found the project to be in conformance with the Statewide Comprehensive Outdoor Recreation Plan, and

WHEREAS, the COMMONWEALTH has forwarded said application to the United States National Park Service, Department of the Interior (hereinafter referred to as the National Park Service), and

WHEREAS, the National Park Service has approved said application, has obligated certain federal funds in the amount of **Ninety Thousand Dollars (\$90,000.00)**, and has agreed to tender the COMMONWEALTH that portion of the obligation which is required to pay the United States' share of the costs of the above project stage,

WHEREAS, the COMMONWEALTH has undertaken to cause the project to be carried out in accordance with the Federal Project Agreement.

WITNESSETH: the COMMONWEALTH and the PARTICIPANT mutually agree to perform this agreement in accordance with the Land and Water Conservation Fund Act of 1965, 78 Stat. 897 (1964) and

The COMMONWEALTH agrees to transfer to the PARTICIPANT the amount received from the National Park Service on account of said project. * shown as Parcels D and E on a plan entitled "Plan of Land in Wayland, Massachusetts showing Proposed Division of the Paine Estate", dated March 22, 1994, revised through June 1995, prepared by the Wayland Town Surveyor's Office, to be recorded herewith. as instruments.

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The PARTICIPANT agrees to execute the project described above in accordance with the terms of and the obligations contained in the Federal Project Agreement, Number 25-00443, with the terms, promises, conditions, plans, specifications, estimates, procedures, project proposals, maps and assurances made a part thereof, with the National Park Service Grants-In-Aid Manual, and with any special terms and conditions attached hereto, all of which are hereby incorporated by reference. All significant deviations from the project as described therein shall be submitted to the COMMONWEALTH for prior approval.

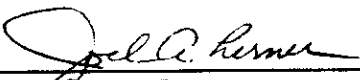
Failure by the PARTICIPANT to comply with this project agreement may, at the option of the COMMONWEALTH, suspend or terminate all obligations of the COMMONWEALTH hereunder.

In accordance with Part II paragraph C of the General Provisions of the Federal Project Agreement, the PARTICIPANT agrees that payment by the PARTICIPANT to the COMMONWEALTH of money would be an inadequate remedy for a breach of the PARTICIPANT of this agreement, and agrees therefore that, as an alternative or as an additional remedy, specific performance of this agreement may be enforced by the COMMONWEALTH.

IN WITNESS WHEREOF, the parties hereto have herinunder set their hands and seals, the day and year first above written.

COMMONWEALTH OF MASSACHUSETTS

PARTICIPANT
Town of Wayland


By Joel A. Lerner
Director, Division of Conservation
Services

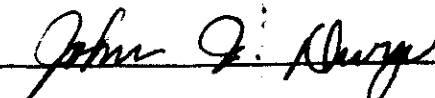
By Dennis J. Berry
Chief Executive Officer*

*Duly authorized by a majority of the members of a duly authorized board or commission.

Attach hereto evidence of authority to execute this contract on behalf of the PARTICIPANT: In the case of a municipality, a certified copy of the vote or votes of the governing body authorizing the project, appropriating the municipality's funds therefor, authorizing execution of this agreement by the officer, board or commission whose signature(s) appears above.

(Rev. March 1983)

Commonwealth of Massachusetts
Not Public. Plymouth S.S. Date 8/14/95.....
Then personally appeared the above named
Dennis J. Berry.....
and acknowledged the foregoing instrument
to be his free act and deed.
JOHN J. DWYER, Notary Public
My Commission Expires 11/15/95


My Commission expires November 15, 1995