

ANDERSON KREIGER

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April 19, 2023

VIA EMAIL (dkeavany@chwmlaw.com)

Donald C. Keavany Jr.
Christopher, Hays, Wojcik & Mavricos, LLP
370 Main Street, Suite 970
Worcester, MA 01608

Re: Agreement Regarding 364 West Street
Case No. 4:22-cv-40080-MRG

Dear Mr. Keavany:

This letter will memorialize the agreement between your clients, the Grafton & Upton Railroad Company, Jon Delli Priscoli, Michael Milanoski and the One Hundred Forty Realty Trust (collectively "GURR"), and our clients, the Town of Hopedale, its Select Board and its members, and its Conservation Commission and its members (collectively "the Town").

Following the Court's grant of a preliminary injunction against the Town's planned exercise of its power of eminent domain regarding the property at issue, I informed you that the Town was preparing a motion for security under Fed. R. Civ. P. 65, to secure funding for any restoration work required on the property as a result of GURR's construction if the preliminary injunction against the taking was ultimately overturned. You indicated in response that, at least for the immediate future given the pending legal proceedings, GURR did not intend to pursue construction related to the transloading facility depicted in the plan it presented to the federal court, but that it would continue to take whatever steps were necessary to comply with the Stormwater Pollution Prevention Plan ("SWPPP") required by the Environmental Protection Agency ("EPA"), or any other work ordered by EPA and/or the Army Corps. of Engineers ("ACOE"). In order to avoid unnecessary dispute, counsel will endeavor to communicate in good faith regarding any anticipated work to be conducted in accordance with the SWPPP or pursuant to any order issued by the EPA or ACOE.

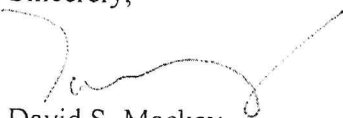
Based on our discussion, and pending the Town's anticipated appeal from the Court's preliminary injunction, my clients have agreed to refrain from filing a motion for security under Fed. R. Civ. P. 65, in so long as GURR does not commence construction activities related to its transloading facility, except for work required by its SWPPP or any other work ordered by any

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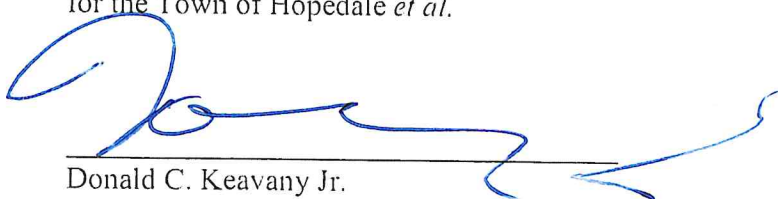
state or federal agency, including EPA, ACOE, and/or Massachusetts Department of Environmental Protection. In the event that GURR decides to commence construction activities, it shall provide the Town thirty (30) days prior notice, and upon receipt of said notice, or upon commencement of construction activity, the Town may file its motion for security under Fed. R. Civ. P. 65.

If this Agreement is acceptable to your clients, please indicate by signing below.

Sincerely,



David S. Mackey
for the Town of Hopedale *et al.*



Donald C. Keavany Jr.
for the Grafton & Upton Railroad Company *et al.*