

**FIFTH AMENDMENT TO  
LAND DISPOSITION AGREEMENT**

This Fifth Amendment to Land Disposition Agreement (this "Amendment") is made and entered into by and between **TOWN OF WAYLAND**, acting by and through its Board of Selectmen (hereinafter "Seller"), a Massachusetts municipal corporation, and **WP EAST ACQUISITIONS, L.L.C.**, a Georgia limited liability company (hereinafter "Buyer").

Recitals:

A. Seller and Buyer previously entered into that certain Land Disposition Agreement with an effective date of June 28, 2017, as amended by that certain First Amendment to Land Disposition Agreement dated as of October 24, 2017, as further amended by that certain Second Amendment to Land Disposition Agreement dated as of October 31, 2017, as further amended by that certain Third Amendment to Land Disposition Agreement dated as of December 18, 2017, and as further amended by that certain Fourth Amendment to Land Disposition Agreement dated as of February 26, 2018 (as amended, the "Contract") for the purchase and sale of that certain parcel of land located 484-490 Boston Post Road, Wayland, Massachusetts (the "Property"), as is more fully described in the Contract.

B. The current Due Diligence Period under the Contract expires on May 29, 2018 (the "Inspection Date").

C. The parties wish to extend the current Inspection Date while (i) the Seller completes ACM abatement, (ii) the parties await MassDEP's approval of the NTAWP, and (iii) the parties work to finalize the terms of a more detailed amendment to the Contract to, among other things, address the parties' respective rights and obligations as it relates to Addressing the Reportable Condition and payment of costs related to same.

Terms and Conditions:

In consideration of the mutual covenants, agreements, and undertakings set forth in the Contract and in this Amendment, the sufficiency of which is hereby acknowledged, and intending to be legally bound, Seller and Buyer agree as follows:

1. Capitalized Terms; Recitals. All capitalized terms used herein but undefined shall have the meaning as defined in the Contract. The foregoing Recitals are hereby incorporated as agreements of the parties hereto.

2. Extension of Due Diligence Period. The parties hereby agree that the current Inspection Date of May 29, 2018 shall be extended until August 31, 2018, so that the expiration of the Due Diligence Period for all purposes under the Contract shall be 5:00 p.m. Boston, Massachusetts time on August 31, 2018.

3. Ratification. Except as expressly amended by this Amendment, the Contract remains in full force and effect and is hereby expressly ratified and confirmed in its entirety by the parties hereto.

5. Multiple Counterparts. An executed facsimile or "PDF" of this Amendment is an acceptable form of acceptance of this Amendment and the parties may execute this Amendment in counterparts. This Amendment shall from this date forward be considered a part of the Contract.

*[Signature Page to Follow]*

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed under seal by persons duly empowered to bind the parties to perform their respective obligations under this Amendment to be effective on the last date set forth below.

BUYER:

WP EAST ACQUISITIONS, L.L.C.,  
a Georgia limited liability company

By: \_\_\_\_\_

Name: Jim Lambert

Title: Vice President

Date: 5/19/18

SELLER:

TOWN OF WAYLAND

By: \_\_\_\_\_

Name: Nanette F. Palmer

Title: Town Administrator

Date: 5-23-18