

**SECOND AMENDMENT TO
LAND DISPOSITION AGREEMENT**

This Second 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 Delaware limited liability company (hereinafter "Buyer").

Recitals:

A. Seller and Buyer previously entered into that certain Land Disposition Agreement with an effective date of July 28, 2017, as amended by that certain First Amendment to Land Disposition Agreement dated as of October 24, 2017 (hereinafter referred to as the "Contract") for the purchase and sale of those certain parcels of land located 484-490 Boston Post Road, Wayland, Massachusetts (the "Property"), as more fully described in the Contract.

B. Pursuant to Section 3.3 of the Contract, Seller must elect whether to design and construct the Water Main Extension Work (as such term is defined in the Contract) by no later than October 31, 2017.

C. The Seller is still awaiting final award information from the Commonwealth of Massachusetts for the funding of the Water Main Extension Work and the parties wish to extend the date for such election to December 29, 2017.

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 Date for Election of Water Main Extension Work. The parties hereby agree that the current date in Section 3.3 of the LDA for Seller's election to design and construct the Water Main Extension Work of October 31, 2017 shall be extended until December 29, 2017.

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.


4. 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:

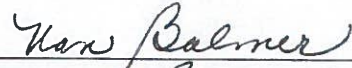
WP EAST ACQUISITIONS, L.L.C.,
a Delaware limited liability company

By: 
Name: James Lambert
Title: Vice President

Date: 10/31/17

SELLER:

TOWN OF WAYLAND

By: 
Name: NAN PALMER
Title: TOWN ADMINISTRATOR

Date: 10-31-17