

**THIRD AMENDMENT TO
LAND DISPOSITION AGREEMENT**

This Third Amendment to Land Disposition Agreement (this "Amendment") is made and entered into by and between the 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 and as further amended by that certain Second Amendment to Land Disposition Agreement dated as of October 31, 2017 (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 December 31, 2017 (the "Inspection Date").

C. Seller submitted an Immediate Response Action Initial Status Report on October 12, 2017.

D. In connection with the Reportable Condition, the parties made a subsequent submittal to MassDEP on November 7, 2017 of the NTAWP, which reiterates the requirements of the Immediate Response Action for Addressing the Reportable Condition to an acceptable level or condition pursuant to relevant Legal Requirements. MassDEP requested changes to the NTAWP on December 7, 2017, which will require revision and resubmission to MassDEP for approval.

E. The parties wish to extend the current Inspection Date while the parties work to finalize the NTAWP submittal, await MassDEP's approval of the NTAWP, and 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 December 31, 2017 shall be extended until February 28, 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 February 28, 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. All references to Buyer being a Delaware limited liability in prior amendments to the Contract were in error. Buyer is a Georgia limited liability, and Buyer reaffirms and ratifies the terms of the prior amendments in such capacity.

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 Georgia limited liability company

By: 
Name: James Lambert
Title: Vice President

Date: December 18, 2017

SELLER:

TOWN OF WAYLAND

By: 
Name: Nan Balmer
Title: Town Administrator

Date: December 18, 2017