



JUL 13 '20 PM4:02

July 13, 2020

CHRISTINA M. MURRAY
617-345-3440
CMURRAY@BURNSLEV.COM

RE: HAND DELIVERY

Town of Winchendon
Select Board
109 Front Street, Department 1
Winchendon, MA 01475

RE: Waiver of Right of First Option re: Parcels identified as Map 2, Block 0, Lot 12, Lot 15 and Lot 65


Dear Sir or Madam:

At the direction of Marina Scheid, I am enclosing the following documents:

1. Affidavit of our clients, Winchendon Lincoln Avenue Solar 1, LLC and Winchendon Lincoln Avenue Solar 2, LLC in connection with the revisions of certain partial release of MGLC Chapter 61 liens; and
2. Waiver of Right of First Option to be executed by the Select Board.

Please feel free to contact me with any questions you may have.

Regards,


Christina M. Murray

CMM/ajb

Enclosures

**AFFIDAVIT OF
WINCHENDON LINCOLN AVENUE SOLAR 1 LLC AND
WINCHENDON LINCOLN AVENUE SOLAR 2 LLC**

Town of Winchendon Board of Selectmen
109 Front Street, Department 1
Winchendon MA 01475

Members of the Board of Selectmen:

In connection with the issuance of those certain Amended Partial Release of Classified Forest Tax Liens and that certain Waiver of First Right of Option by the Town of Winchendon (the "Town") to the undersigned Winchendon Lincoln Avenue Solar 1 LLC ("Solar 1") and Winchendon Lincoln Avenue Solar 2 LLC ("Solar 2"), Solar 1 and Solar 2 hereby represent, warrant and affirm the following:

1. Solar 1 is the tenant and Glenn C. Kostick ("Kostick") is the landlord under that certain Amended and Restated Solar Energy Lease Agreement, dated as of December 19, 2016, as amended by that certain First Amendment to Amended and Restated Solar Energy Lease Agreement, dated as of September 20, 2019, as evidenced by that certain Notice of First Amendment to Amended and Restated Lease, dated September 26, 2019, as recorded on October 22, 2019 in the Worcester South District Registry of Deeds (the "Registry") in Book 61274, Page 343, and as further amended by that certain Second Amendment to Amended and Restated Solar Energy Lease Agreement and Notice of Second Amendment to Amended and Restated Solar Energy Lease Agreement, dated as of December 19, 2019 (the "Second Amendment to the Solar 1 Lease"), as recorded on April 23, 2020 in the Registry in Book 62263, Page 17 (the "Solar 1 Lease").
2. The Solar 1 Lease leases a 26.888 acre portion of the property owned by Kostick and identified by the Town as Map 2, Block 0, Lot 65 ("Lot 65") to Solar 1 (the "Lot 65 Leased Premises").
3. Solar 2 is the tenant and Kostick is the landlord under that certain Amended and Restated Solar Energy Lease Agreement, dated as of December 19, 2016, as amended by that certain First Amendment to Amended and Restated Solar Energy Lease Agreement, dated as of September 20, 2019, as evidenced by that certain Notice of First Amendment to Amended and Restated Lease, dated as of September 26, 2019, as recorded on October 22, 2019, in the Registry in Book 61274, Page 299, and as further amended by that certain Second Amendment to Amended and Restated Solar Energy Lease Agreement and Notice of Second Amendment to Amended and Restated Solar Energy Lease Agreement, dated as of December 19, 2019 (the "Second Amendment to Solar 2 Lease"), as recorded on April 23, 2020 in the Registry in Book 62262, Page 362 (the "Solar 2 Lease").
4. The Solar 2 Lease leases a 35.360 acre portion of the property owned by Kostick and identified by the Town as Map 2, Block 0, Lot 15 ("Lot 15") to Solar 2 (the "Lot 15 Leased Premises").

5. Solar 2 is the grantee/benefited party of an access easement pursuant to that certain Easement Agreement, dated as of October 18, 2018, made by Kostick to Solar 2 and recorded on December 21, 2018 in the Registry in Book 59860, Page 106, as amended by that certain Amendment to Easement Agreement, dated as of September 20, 2019, as recorded on October 22, 2019, in the Registry in Book 61274, Page 292, and as further amended by that certain Second Amendment to Easement Agreement, dated as of December 19, 2019, (the "Easement Second Amendment", and together with the Second Amendment to Solar 1 Lease and the Second Amendment to Solar 2 Lease, the "Second Amendments") as recorded on April 23, 2020 in the Registry in Book 62262, Page 369 (the "Easement").
6. The Easement affects portions of property owned by Kostick and identified by the Town as Map 2, Block 0, Lot 12 ("Lot 12"), and Lot 65 and has a total combined acreage of 3.474 on both lots. The total acreage of the Easement over Lot 12 is 2.34 acres (the "Lot 12 Easement Area", and together with the Lot 15 Leased Premises and the Lot 65 Leased Premises, the "Energy Project Premises").
7. The Town has issued that certain Notice of Decision of Formal Site Plan Approval dated November 11, 2017 and recorded on November 30, 2017 at the Registry in Book 58113, Page 368 permitting the construction and development of ground mounted solar arrays (the "Energy Project") upon, among other areas, Lot 12, Lot 15 and Lot 65.
8. Lot 15, Lot 12 and Lot 65 are subject to a Classified Forest Tax Lien and Addendum (collectively, the "Chapter 61 Liens"), and in connection with the development of the Energy Project on the Energy Project Premises, the Town issued Partial Releases of the Chapter 61 Liens on Lot 12, Lot 15 and Lot 65 for those portions of the Energy Project Premises, which partial releases are recorded in the Registry on October 31, 2018 in Book 59623, Page 393, Book 59623, Page 391 and Book 59623, Page 695, respectively (collectively, the "Original Partial Releases"). In addition, the Town issued that certain Waiver of First Right of Option G.C.L. 61 Sec. 8 dated October 2, 2018, and recorded in the Registry in Book 59493, Page 325 (together with the Original Partial Releases, the "Original Release Documents").
9. Each Second Amendment slightly modified the legal descriptions for the leased premises contained in the Solar 1 Lease, the Solar 2 Lease and the Easement Agreement, such that the respective legal descriptions of the Energy Project Premises attached to the Original Release Documents do not currently reflect the acreage of each of the lots comprising the Energy Project Premises.
10. True and correct legal descriptions for the Energy Project Premises, as modified by the Second Amendments, are attached hereto as Exhibits A1-A3.

SIGNATURES AND ACKNOWLEDGMENTS ON FOLLOWING PAGE

WITNESS the execution hereof as an instrument under seal as of July 9th, 2020.

Winchendon Lincoln Avenue Solar 1 LLC

By: [Signature]
Name: Brian Cassutt
Title: Chief Financial Officer

Winchendon Lincoln Avenue Solar 2 LLC

By: [Signature]
Name: Brian Cassutt
Title: Chief Financial Officer

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

On the 9th day of July, in the year of 2020, before me, the undersigned, personally appeared Brian Cassutt, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the individual, or the entity upon behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

[SEAL]
SHANNON ROSE MORGAN
NOTARY PUBLIC - STATE OF COLORADO
Notary ID #20184047912
My Commission Expires 12/18/2022

Exhibit A-1

Lot 65 Leased Premises Legal Description

**PORTION OF MAP 2, BLOCK 0, LOT 65
(N/F LANDS OF GLENN C. KOSTICK
BOOK 56281, PAGE 2)
TOWN OF WINCHENDON
WORCESTER COUNTY, MASSACHUSETTS**

COMMENCING AT A DRILL HOLE FOUND IN A STONE WALL AT A CORNER IN COMMON WITH MAP 2, BLOCK 0, LOT 12 (N/F LANDS OF GLENN C. KOSTICK, BOOK 7000, PAGE 299), SAID POINT BEING THE NORTHWESTERLY MOST CORNER OF SAID LOT 65, AND FROM SAID POINT OF COMMENCEMENT, RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 12, SOUTH 82 DEGREES - 51 MINUTES - 33 SECONDS EAST, A DISTANCE OF 504.52 FEET TO THE POINT OF BEGINNING, AND FROM SAID POINT OF BEGINNING, RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 12:

1. SOUTH 82 DEGREES - 51 MINUTES - 33 SECONDS EAST, A DISTANCE OF 299.87 FEET, RUNNING THENCE, THROUGH SAID LOT 65 THE FOLLOWING TEN (10) COURSES:
2. SOUTH 09 DEGREES - 00 MINUTES - 50 SECONDS EAST, A DISTANCE OF 262.09 FEET, THENCE;
3. SOUTH 75 DEGREES - 17 MINUTES - 33 SECONDS WEST, A DISTANCE OF 103.81 FEET, THENCE;
4. SOUTH 12 DEGREES - 54 MINUTES - 33 SECONDS WEST, A DISTANCE OF 185.43 FEET, THENCE;
5. SOUTH 81 DEGREES - 14 MINUTES - 10 SECONDS EAST, A DISTANCE OF 213.23 FEET, THENCE;
6. SOUTH 01 DEGREES - 23 MINUTES - 49 SECONDS EAST, A DISTANCE OF 216.04 FEET, THENCE;
7. NORTH 85 DEGREES - 04 MINUTES - 26 SECONDS WEST, A DISTANCE OF 93.27 FEET, THENCE;
8. SOUTH 15 DEGREES - 17 MINUTES - 36 SECONDS WEST, A DISTANCE OF 305.52 FEET, THENCE;
9. SOUTH 89 DEGREES - 52 MINUTES - 38 SECONDS EAST, A DISTANCE OF 212.11 FEET, THENCE;
10. SOUTH 04 DEGREES - 13 MINUTES - 31 SECONDS WEST, A DISTANCE OF 318.69 FEET, THENCE;
11. SOUTH 43 DEGREES - 12 MINUTES - 36 SECONDS EAST, A DISTANCE OF 138.47 FEET TO A REBAR FOUND ON THE DIVIDING LINE WITH MAP 2, BLOCK 0, LOT 64 (N/F LANDS OF EDWARD J. METHE, BOOK 46851, PAGE 106), RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 64 THE FOLLOWING THREE (3) COURSES:
12. SOUTH 79 DEGREES - 58 MINUTES - 26 SECONDS EAST, A DISTANCE OF 97.00 FEET TO A REBAR FOUND, THENCE;
13. SOUTH 08 DEGREES - 28 MINUTES - 26 SECONDS EAST, A DISTANCE OF 79.00 FEET, THENCE;
14. NORTH 85 DEGREES - 34 MINUTES - 41 SECONDS WEST, A DISTANCE OF 716.64 FEET, RUNNING THENCE, THROUGH SAID LOT 65 THE FOLLOWING FOUR (4) COURSES:
15. NORTH 22 DEGREES - 41 MINUTES - 37 SECONDS WEST, A DISTANCE OF 302.22 FEET, THENCE;
16. NORTH 88 DEGREES - 05 MINUTES - 32 SECONDS WEST, A DISTANCE OF 253.99 FEET, THENCE;
17. NORTH 01 DEGREES - 40 MINUTES - 35 SECONDS EAST, A DISTANCE OF 424.83 FEET, THENCE;

18. NORTH 84 DEGREES - 03 MINUTES - 26 SECONDS WEST, A DISTANCE OF 79.42 FEET TO A POINT ON THE DIVIDING LINE WITH MAP 2, BLOCK 0, LOT 66 (N/F LANDS OF GEORGE H. DIVOLL III, BOOK 7581, PAGE 75), THENCE;
19. ALONG THE DIVIDING LINE WITH SAID LOT 66, NORTH 03 DEGREES - 06 MINUTES - 23 SECONDS EAST, A DISTANCE OF 212.67 FEET TO A REBAR FOUND AT A CORNER IN COMMON WITH MAP 2, BLOCK 0, LOT 191 (N/F LANDS OF GEORGE H. DIVOLL III, BOOK 7581, PAGE 73), RUNNING THENCE, THROUGH LOT 65 THE FOLLOWING THREE (3) COURSES:
20. NORTH 01 DEGREES - 14 MINUTES - 17 SECONDS EAST, A DISTANCE OF 570.48 FEET, THENCE;
21. SOUTH 86 DEGREES - 43 MINUTES - 36 SECONDS EAST, A DISTANCE OF 471.22 FEET, THENCE;
22. NORTH 51 DEGREES - 57 MINUTES - 44 SECONDS EAST, A DISTANCE OF 34.73 FEET TO THE POINT AND PLACE OF BEGINNING;

CONTAINING 1,171,264 SQUARE FEET OR 26.888 ACRES, MORE OR LESS.

THIS PROPERTY MAY BE SUBJECT TO RESTRICTIONS, COVENANTS AND/OR EASEMENTS EITHER WRITTEN OR IMPLIED.

Exhibit A-2

Lot 15 Leased Premises Legal Description

**PORTION OF MAP 2, BLOCK 0, LOT 15
(N/F LANDS OF GLENN C. &
MARCIA KOSTICK, BOOK 7740, PAGE 299)
TOWN OF WINCHENDON
WORCESTER COUNTY, MASSACHUSETTS**

COMMENCING AT A REBAR FOUND AT A CORNER IN COMMON WITH MAP 2, BLOCK 0, LOT 11, (N/F LANDS OF WILLIAM D. HILLIS, BOOK 56330, PAGE 306), SAID POINT BEING THE NORTHWESTERLY MOST CORNER OF SAID LOT 15, AND FROM SAID POINT OF COMMENCEMENT, RUNNING THENCE:

- A. ALONG THE DIVIDING LINE WITH SAID LOT 11, SOUTH 07 DEGREES - 17 MINUTES - 45 SECONDS WEST, A DISTANCE OF 736.67 FEET TO A CORNER IN COMMON WITH MAP 2, BLOCK 0, LOT 12 (N/F LANDS OF GLENN C. KOSTICK, BOOK 7000, PAGE 299), RUNNING THENCE, ALONG SAID LOT 12 THE FOLLOWING TWO (2) COURSES:
- B. SOUTH 00 DEGREES - 02 MINUTES - 10 SECONDS EAST, A DISTANCE OF 310.91 FEET, THENCE;
- C. SOUTH 01 DEGREES - 01 MINUTES - 34 SECONDS WEST, A DISTANCE OF 801.13 FEET TO THE POINT OF BEGINNING, AND FROM SAID POINT OF BEGINNING, RUNNING THENCE, THROUGH SAID LOT 15 THE FOLLOWING TWENTY - ONE (21) COURSES:
 - 1. NORTH 16 DEGREES - 53 MINUTES - 35 SECONDS EAST, A DISTANCE OF 159.22 FEET, THENCE;
 - 2. NORTH 70 DEGREES - 43 MINUTES - 19 SECONDS EAST, A DISTANCE OF 63.10 FEET, THENCE;
 - 3. NORTH 25 DEGREES - 39 MINUTES - 35 SECONDS EAST, A DISTANCE OF 153.08 FEET, THENCE;
 - 4. NORTH 57 DEGREES - 07 MINUTES - 55 SECONDS EAST, A DISTANCE OF 113.62 FEET, THENCE;
 - 5. NORTH 03 DEGREES - 36 MINUTES - 23 SECONDS EAST, A DISTANCE OF 128.57 FEET, THENCE;
 - 6. NORTH 77 DEGREES - 40 MINUTES - 08 SECONDS WEST, A DISTANCE OF 271.89 FEET, THENCE;
 - 7. NORTH 01 DEGREES - 01 MINUTES - 34 SECONDS EAST, A DISTANCE OF 241.83 FEET, THENCE;
 - 8. NORTH 00 DEGREES - 02 MINUTES - 10 SECONDS WEST, A DISTANCE OF 310.91 FEET, THENCE;
 - 9. NORTH 83 DEGREES - 53 MINUTES - 24 SECONDS EAST, A DISTANCE OF 176.44 FEET, THENCE;
 - 10. NORTH 13 DEGREES - 32 MINUTES - 25 SECONDS EAST, A DISTANCE OF 107.10 FEET, THENCE;
 - 11. NORTH 76 DEGREES - 27 MINUTES - 24 SECONDS WEST, A DISTANCE OF 164.67 FEET, THENCE;
 - 12. NORTH 08 DEGREES - 10 MINUTES - 52 SECONDS EAST, A DISTANCE OF 545.25 FEET, THENCE;
 - 13. NORTH 87 DEGREES - 33 MINUTES - 39 SECONDS EAST, A DISTANCE OF 209.55 FEET, THENCE;
 - 14. SOUTH 18 DEGREES - 26 MINUTES - 17 SECONDS EAST, A DISTANCE OF 291.26 FEET, THENCE;
 - 15. SOUTH 68 DEGREES - 54 MINUTES - 40 SECONDS EAST, A DISTANCE OF 236.16 FEET, THENCE;
 - 16. SOUTH 02 DEGREES - 11 MINUTES - 38 SECONDS EAST, A DISTANCE OF 432.11 FEET, THENCE;
 - 17. SOUTH 85 DEGREES - 02 MINUTES - 28 SECONDS WEST, A DISTANCE OF 321.44 FEET, THENCE;
 - 18. SOUTH 48 DEGREES - 59 MINUTES - 12 SECONDS EAST, A DISTANCE OF 88.55 FEET, THENCE;
 - 19. SOUTH 70 DEGREES - 49 MINUTES - 00 SECONDS EAST, A DISTANCE OF 260.65 FEET, THENCE;

20. SOUTH 07 DEGREES - 54 MINUTES - 07 SECONDS EAST, A DISTANCE OF 211.19 FEET, THENCE;
21. SOUTH 26 DEGREES - 24 MINUTES - 09 SECONDS EAST, A DISTANCE OF 443.20 FEET TO A POINT ON THE DIVIDING LINE WITH MAP 1, BLOCK 0, LOT 242 (N/F LANDS OF PAN AM SOUTHERN LLC, BOOK 44151, PAGE 228), RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 242 THE FOLLOWING FOUR (4) COURSES:
 22. ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 1589.79 FEET, AN ARC LENGTH OF 324.38 FEET, AND A CENTRAL ANGLE OF 11 DEGREES - 41 MINUTES - 26 SECONDS, THENCE;
 23. ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 3189.82 FEET, AN ARC LENGTH OF 78.87 FEET, AND A CENTRAL ANGLE OF 01 DEGREES - 25 MINUTES - 00 SECONDS, THENCE;
 24. SOUTH 05 DEGREES - 00 MINUTES - 06 SECONDS WEST, A DISTANCE OF 106.63 FEET, THENCE;
 25. ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 1481.77 FEET, AN ARC LENGTH OF 112.39 FEET, AND A CENTRAL ANGLE OF 04 DEGREES - 20 MINUTES - 45 SECONDS, RUNNING THENCE, THROUGH SAID LOT 15 THE FOLLOWING FIVE (5) COURSES;
 26. SOUTH 20 DEGREES - 10 MINUTES - 00 SECONDS WEST, A DISTANCE OF 461.93 FEET, THENCE;
 27. NORTH 58 DEGREES - 42 MINUTES - 47 SECONDS WEST, A DISTANCE OF 287.65 FEET, THENCE;
 28. NORTH 81 DEGREES - 09 MINUTES - 00 SECONDS WEST, A DISTANCE OF 366.08 FEET, THENCE;
 29. NORTH 49 DEGREES - 54 MINUTES - 10 SECONDS WEST, A DISTANCE OF 47.58 FEET TO A POINT ON THE DIVIDING LINE WITH SAID LOT 12, RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 12 THE FOLLOWING TWO (2) COURSES:
 30. NORTH 01 DEGREES - 30 MINUTES - 25 SECONDS EAST, A DISTANCE OF 446.94 FEET, THENCE;
 31. NORTH 01 DEGREES - 01 MINUTES - 34 SECONDS EAST, A DISTANCE OF 111.87 FEET TO THE POINT AND PLACE OF BEGINNING.

CONTAINING 1,540,304 SQUARE FEET OR 35.360 ACRES, MORE OR LESS.

THIS PROPERTY MAY BE SUBJECT TO RESTRICTIONS, COVENANTS AND/OR EASEMENTS EITHER WRITTEN OR IMPLIED.

Exhibit A-3

Lot 12 Easement Area Legal Description

SURVEYOR'S
METES AND BOUNDS DESCRIPTION
PROPOSED ACCESS EASEMENT AREA 1
PORTION OF MAP 2, BLOCK 0, LOT 12
(N/F LANDS OF GLENN C. KOSTICK,
BOOK 7000, PAGE 299)
TOWN OF WINCHENDON
WORCESTER COUNTY, MASSACHUSETTS

COMMENCING AT A REBAR FOUND AT THE NORTHWESTERLY MOST CORNER OF MAP 2, BLOCK 0, LOT 15 (N/F LANDS OF GLENN C. & MARCIA KOSTICK, BOOK 7740, PAGE 299), AND FROM SAID POINT OF COMMENCEMENT, RUNNING THENCE:

- A. ALONG THE DIVIDING LINE BETWEEN SAID LOT 15 & MAP 2, BLOCK 0, LOT 11 (N/F LANDS OF WILLIAM D. HILLIS, BOOK 56330, PAGE 306), SOUTH 07 DEGREES - 17 MINUTES - 45 SECONDS WEST, A DISTANCE OF 736.67 FEET TO A CORNER IN COMMON WITH SAID LOT 12 (N/F LANDS OF GLENN C. KOSTICK, BOOK 7000, PAGE 299), RUNNING THENCE, ALONG THE DIVIDING LINE BETWEEN SAID LOTS 12 & 15 THE FOLLOWING TWO (2) COURSES:
- B. SOUTH 00 DEGREES - 02 MINUTES - 10 SECONDS EAST, A DISTANCE OF 310.91 FEET, THENCE;
- C. SOUTH 01 DEGREES - 01 MINUTES - 34 SECONDS WEST, A DISTANCE OF 801.13 FEET TO THE POINT OF BEGINNING, AND FROM SAID POINT OF BEGINNING, RUNNING THENCE, ALONG THE DIVIDING LINE BETWEEN SAID LOTS 12 & 15 THE FOLLOWING TWO (2) COURSES:
1. SOUTH 01 DEGREES - 01 MINUTES - 34 SECONDS WEST, A DISTANCE OF 111.87 FEET, THENCE;
 2. SOUTH 01 DEGREES - 30 MINUTES - 25 SECONDS WEST, A DISTANCE OF 66.20 FEET, RUNNING THENCE, THROUGH SAID LOT 12 THE FOLLOWING EIGHT (8) COURSES:
 3. SOUTH 53 DEGREES - 11 MINUTES - 08 SECONDS WEST, A DISTANCE OF 113.91 FEET, THENCE;
 4. SOUTH 24 DEGREES - 58 MINUTES - 50 SECONDS WEST, A DISTANCE OF 209.79 FEET, THENCE;
 5. NORTH 82 DEGREES - 04 MINUTES - 11 SECONDS WEST, A DISTANCE OF 267.57 FEET, THENCE;
 6. SOUTH 84 DEGREES - 04 MINUTES - 50 SECONDS WEST, A DISTANCE OF 182.54 FEET, THENCE;
 7. SOUTH 76 DEGREES - 16 MINUTES - 39 SECONDS WEST, A DISTANCE OF 362.01 FEET, THENCE;
 8. SOUTH 45 DEGREES - 33 MINUTES - 01 SECONDS WEST, A DISTANCE OF 77.84 FEET, THENCE;
 9. SOUTH 30 DEGREES - 47 MINUTES - 42 SECONDS WEST, A DISTANCE OF 223.58 FEET, THENCE;
 10. SOUTH 69 DEGREES - 32 MINUTES - 07 SECONDS WEST, A DISTANCE OF 112.09 FEET TO A POINT ON THE DIVIDING LINE BETWEEN SAID LOTS 12 & 65, RUNNING THENCE, ALONG SAID DIVIDING LINE;
 11. NORTH 82 DEGREES - 51 MINUTES - 33 SECONDS WEST, A DISTANCE OF 112.02 FEET, THENCE;
 12. DEPARTING SAID DIVIDING LINE, NORTH 51 DEGREES - 57 MINUTES - 44 SECONDS EAST, A DISTANCE OF 70.36 FEET, THENCE;
 13. NORTH 76 DEGREES - 04 MINUTES - 40 SECONDS EAST, A DISTANCE OF 130.04 FEET, THENCE;

14. NORTH 32 DEGREES - 31 MINUTES - 51 SECONDS EAST, A DISTANCE OF 267.70 FEET, THENCE;
15. NORTH 75 DEGREES - 21 MINUTES - 17 SECONDS EAST, A DISTANCE OF 573.39 FEET, THENCE;
16. SOUTH 85 DEGREES - 46 MINUTES - 40 SECONDS EAST, A DISTANCE OF 278.02 FEET, THENCE;
17. NORTH 24 DEGREES - 45 MINUTES - 37 SECONDS EAST, A DISTANCE OF 199.43 FEET, THENCE;
18. NORTH 36 DEGREES - 42 MINUTES - 34 SECONDS EAST, A DISTANCE OF 212.21 FEET TO THE POINT AND PLACE OF BEGINNING.

CONTAINING 101,745 SQUARE FEET OR 2.340 ACRES, MORE OR LESS.

THIS PROPERTY MAY BE SUBJECT TO RESTRICTIONS, COVENANTS AND/OR EASEMENTS EITHER WRITTEN OR IMPLIED.

THIS DESCRIPTION IS PREPARED WITH REFERENCE TO A MAP PREPARED BY CONTROL POINT ASSOCIATES, INC. ENTITLED "ALTA/NSPS LAND TITLE SURVEY, LINCOLN AVENUE, LOTS 12, 15, 64, & 65, BLOCK 0, MAP 2, WINCHENDON, MASSACHUSETTS," DATED AUGUST 23, 2017.

EXHIBIT B

**PORTION OF MAP 2, BLOCK 0, LOT 65
(N/F LANDS OF GLENN C. KOSTICK
BOOK 56281, PAGE 2)
TOWN OF WINCHENDON
WORCESTER COUNTY, MASSACHUSETTS**

COMMENCING AT A DRILL HOLE FOUND IN A STONE WALL AT A CORNER IN COMMON WITH MAP 2, BLOCK 0, LOT 12 (N/F LANDS OF GLENN C. KOSTICK, BOOK 7000, PAGE 299), SAID POINT BEING THE NORTHWESTERLY MOST CORNER OF SAID LOT 65, AND FROM SAID POINT OF COMMENCEMENT, RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 12, SOUTH 82 DEGREES - 51 MINUTES - 33 SECONDS EAST, A DISTANCE OF 504.52 FEET TO THE POINT OF BEGINNING, AND FROM SAID POINT OF BEGINNING, RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 12:

1. SOUTH 82 DEGREES - 51 MINUTES - 33 SECONDS EAST, A DISTANCE OF 299.87 FEET, RUNNING THENCE, THROUGH SAID LOT 65 THE FOLLOWING TEN (10) COURSES:
2. SOUTH 09 DEGREES - 00 MINUTES - 50 SECONDS EAST, A DISTANCE OF 262.09 FEET, THENCE;
3. SOUTH 75 DEGREES - 17 MINUTES - 33 SECONDS WEST, A DISTANCE OF 103.81 FEET, THENCE;
4. SOUTH 12 DEGREES - 54 MINUTES - 33 SECONDS WEST, A DISTANCE OF 185.43 FEET, THENCE;
5. SOUTH 81 DEGREES - 14 MINUTES - 10 SECONDS EAST, A DISTANCE OF 213.23 FEET, THENCE;
6. SOUTH 01 DEGREES - 23 MINUTES - 49 SECONDS EAST, A DISTANCE OF 216.04 FEET, THENCE;
7. NORTH 85 DEGREES - 04 MINUTES - 26 SECONDS WEST, A DISTANCE OF 93.27 FEET, THENCE;
8. SOUTH 15 DEGREES - 17 MINUTES - 36 SECONDS WEST, A DISTANCE OF 305.52 FEET, THENCE;
9. SOUTH 89 DEGREES - 52 MINUTES - 38 SECONDS EAST, A DISTANCE OF 212.11 FEET, THENCE;
10. SOUTH 04 DEGREES - 13 MINUTES - 31 SECONDS WEST, A DISTANCE OF 318.69 FEET, THENCE;
11. SOUTH 43 DEGREES - 12 MINUTES - 36 SECONDS EAST, A DISTANCE OF 138.47 FEET TO A REBAR FOUND ON THE DIVIDING LINE WITH MAP 2, BLOCK 0, LOT 64 (N/F LANDS OF EDWARD J. METHE, BOOK 46851, PAGE 106), RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 64 THE FOLLOWING THREE (3) COURSES:
12. SOUTH 79 DEGREES - 58 MINUTES - 26 SECONDS EAST, A DISTANCE OF 97.00 FEET TO A REBAR FOUND, THENCE;
13. SOUTH 08 DEGREES - 28 MINUTES - 26 SECONDS EAST, A DISTANCE OF 79.00 FEET, THENCE;
14. NORTH 85 DEGREES - 34 MINUTES - 41 SECONDS WEST, A DISTANCE OF 716.64 FEET, RUNNING THENCE, THROUGH SAID LOT 65 THE FOLLOWING FOUR (4) COURSES:
15. NORTH 22 DEGREES - 41 MINUTES - 37 SECONDS WEST, A DISTANCE OF 302.22 FEET, THENCE;
16. NORTH 88 DEGREES - 05 MINUTES - 32 SECONDS WEST, A DISTANCE OF 253.99 FEET, THENCE;
17. NORTH 01 DEGREES - 40 MINUTES - 35 SECONDS EAST, A DISTANCE OF 424.83 FEET, THENCE;

18. NORTH 84 DEGREES - 03 MINUTES - 26 SECONDS WEST, A DISTANCE OF 79.42 FEET TO A POINT ON THE DIVIDING LINE WITH MAP 2, BLOCK 0, LOT 66 (N/F LANDS OF GEORGE H. DIVOLL III, BOOK 7581, PAGE 75), THENCE;
19. ALONG THE DIVIDING LINE WITH SAID LOT 66, NORTH 03 DEGREES - 06 MINUTES - 23 SECONDS EAST, A DISTANCE OF 212.67 FEET TO A REBAR FOUND AT A CORNER IN COMMON WITH MAP 2, BLOCK 0, LOT 191 (N/F LANDS OF GEORGE H. DIVOLL III, BOOK 7581, PAGE 73), RUNNING THENCE, THROUGH LOT 65 THE FOLLOWING THREE (3) COURSES:
20. NORTH 01 DEGREES - 14 MINUTES - 17 SECONDS EAST, A DISTANCE OF 570.48 FEET, THENCE;
21. SOUTH 86 DEGREES - 43 MINUTES - 36 SECONDS EAST, A DISTANCE OF 471.22 FEET, THENCE;
22. NORTH 51 DEGREES - 57 MINUTES - 44 SECONDS EAST, A DISTANCE OF 34.73 FEET TO THE POINT AND PLACE OF BEGINNING;

CONTAINING 1,171,264 SQUARE FEET OR 26.888 ACRES, MORE OR LESS.

THIS PROPERTY MAY BE SUBJECT TO RESTRICTIONS, COVENANTS AND/OR EASEMENTS EITHER WRITTEN OR IMPLIED.

**PORTION OF MAP 2, BLOCK 0, LOT 15
(N/F LANDS OF GLENN C. &
MARCIA KOSTICK, BOOK 7740, PAGE 299)
TOWN OF WINCHENDON
WORCESTER COUNTY, MASSACHUSETTS**

COMMENCING AT A REBAR FOUND AT A CORNER IN COMMON WITH MAP 2, BLOCK 0, LOT 11, (N/F LANDS OF WILLIAM D. HILLIS, BOOK 56330, PAGE 306), SAID POINT BEING THE NORTHWESTERLY MOST CORNER OF SAID LOT 15, AND FROM SAID POINT OF COMMENCEMENT, RUNNING THENCE:

- A. ALONG THE DIVIDING LINE WITH SAID LOT 11, SOUTH 07 DEGREES - 17 MINUTES - 45 SECONDS WEST, A DISTANCE OF 736.67 FEET TO A CORNER IN COMMON WITH MAP 2, BLOCK 0, LOT 12 (N/F LANDS OF GLENN C. KOSTICK, BOOK 7000, PAGE 299), RUNNING THENCE, ALONG SAID LOT 12 THE FOLLOWING TWO (2) COURSES:
- B. SOUTH 00 DEGREES - 02 MINUTES - 10 SECONDS EAST, A DISTANCE OF 310.91 FEET, THENCE;
- C. SOUTH 01 DEGREES - 01 MINUTES - 34 SECONDS WEST, A DISTANCE OF 801.13 FEET TO THE POINT OF BEGINNING, AND FROM SAID POINT OF BEGINNING, RUNNING THENCE, THROUGH SAID LOT 15 THE FOLLOWING TWENTY - ONE (21) COURSES:
 - 1. NORTH 16 DEGREES - 53 MINUTES - 35 SECONDS EAST, A DISTANCE OF 159.22 FEET, THENCE;
 - 2. NORTH 70 DEGREES - 43 MINUTES - 19 SECONDS EAST, A DISTANCE OF 63.10 FEET, THENCE;
 - 3. NORTH 25 DEGREES - 39 MINUTES - 35 SECONDS EAST, A DISTANCE OF 153.08 FEET, THENCE;
 - 4. NORTH 57 DEGREES - 07 MINUTES - 55 SECONDS EAST, A DISTANCE OF 113.62 FEET, THENCE;
 - 5. NORTH 03 DEGREES - 36 MINUTES - 23 SECONDS EAST, A DISTANCE OF 128.57 FEET, THENCE;
 - 6. NORTH 77 DEGREES - 40 MINUTES - 08 SECONDS WEST, A DISTANCE OF 271.89 FEET, THENCE;
 - 7. NORTH 01 DEGREES - 01 MINUTES - 34 SECONDS EAST, A DISTANCE OF 241.83 FEET, THENCE;
 - 8. NORTH 00 DEGREES - 02 MINUTES - 10 SECONDS WEST, A DISTANCE OF 310.91 FEET, THENCE;
 - 9. NORTH 83 DEGREES - 53 MINUTES - 24 SECONDS EAST, A DISTANCE OF 176.44 FEET, THENCE;
 - 10. NORTH 13 DEGREES - 32 MINUTES - 25 SECONDS EAST, A DISTANCE OF 107.10 FEET, THENCE;
 - 11. NORTH 76 DEGREES - 27 MINUTES - 24 SECONDS WEST, A DISTANCE OF 164.67 FEET, THENCE;
 - 12. NORTH 08 DEGREES - 10 MINUTES - 52 SECONDS EAST, A DISTANCE OF 545.25 FEET, THENCE;
 - 13. NORTH 87 DEGREES - 33 MINUTES - 39 SECONDS EAST, A DISTANCE OF 209.55 FEET, THENCE;
 - 14. SOUTH 18 DEGREES - 26 MINUTES - 17 SECONDS EAST, A DISTANCE OF 291.26 FEET, THENCE;
 - 15. SOUTH 68 DEGREES - 54 MINUTES - 40 SECONDS EAST, A DISTANCE OF 236.16 FEET, THENCE;
 - 16. SOUTH 02 DEGREES - 11 MINUTES - 38 SECONDS EAST, A DISTANCE OF 432.11 FEET, THENCE;
 - 17. SOUTH 85 DEGREES - 02 MINUTES - 28 SECONDS WEST, A DISTANCE OF 321.44 FEET, THENCE;
 - 18. SOUTH 48 DEGREES - 59 MINUTES - 12 SECONDS EAST, A DISTANCE OF 88.55 FEET, THENCE;
 - 19. SOUTH 70 DEGREES - 49 MINUTES - 00 SECONDS EAST, A DISTANCE OF 260.65 FEET, THENCE;

20. SOUTH 07 DEGREES - 54 MINUTES - 07 SECONDS EAST, A DISTANCE OF 211.19 FEET, THENCE;
21. SOUTH 26 DEGREES - 24 MINUTES - 09 SECONDS EAST, A DISTANCE OF 443.20 FEET TO A POINT ON THE DIVIDING LINE WITH MAP 1, BLOCK 0, LOT 242 (N/F LANDS OF PAN AM SOUTHERN LLC, BOOK 44151, PAGE 228), RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 242 THE FOLLOWING FOUR (4) COURSES:
 22. ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 1589.79 FEET, AN ARC LENGTH OF 324.38 FEET, AND A CENTRAL ANGLE OF 11 DEGREES - 41 MINUTES - 26 SECONDS, THENCE;
 23. ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 3189.82 FEET, AN ARC LENGTH OF 78.87 FEET, AND A CENTRAL ANGLE OF 01 DEGREES - 25 MINUTES - 00 SECONDS, THENCE;
 24. SOUTH 05 DEGREES - 00 MINUTES - 06 SECONDS WEST, A DISTANCE OF 106.63 FEET, THENCE;
 25. ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 1481.77 FEET, AN ARC LENGTH OF 112.39 FEET, AND A CENTRAL ANGLE OF 04 DEGREES - 20 MINUTES - 45 SECONDS, RUNNING THENCE, THROUGH SAID LOT 15 THE FOLLOWING FIVE (5) COURSES;
 26. SOUTH 20 DEGREES - 10 MINUTES - 00 SECONDS WEST, A DISTANCE OF 461.93 FEET, THENCE;
 27. NORTH 58 DEGREES - 42 MINUTES - 47 SECONDS WEST, A DISTANCE OF 287.65 FEET, THENCE;
 28. NORTH 81 DEGREES - 09 MINUTES - 00 SECONDS WEST, A DISTANCE OF 366.08 FEET, THENCE;
 29. NORTH 49 DEGREES - 54 MINUTES - 10 SECONDS WEST, A DISTANCE OF 47.58 FEET TO A POINT ON THE DIVIDING LINE WITH SAID LOT 12, RUNNING THENCE, ALONG THE DIVIDING LINE WITH SAID LOT 12 THE FOLLOWING TWO (2) COURSES:
 30. NORTH 01 DEGREES - 30 MINUTES - 25 SECONDS EAST, A DISTANCE OF 446.94 FEET, THENCE;
 31. NORTH 01 DEGREES - 01 MINUTES - 34 SECONDS EAST, A DISTANCE OF 111.87 FEET TO THE POINT AND PLACE OF BEGINNING.

CONTAINING 1,540,304 SQUARE FEET OR 35.360 ACRES, MORE OR LESS.

THIS PROPERTY MAY BE SUBJECT TO RESTRICTIONS, COVENANTS AND/OR EASEMENTS EITHER WRITTEN OR IMPLIED.

SURVEYOR'S
METES AND BOUNDS DESCRIPTION
PROPOSED ACCESS EASEMENT AREA 1
PORTION OF MAP 2, BLOCK 0, LOT 12
(N/F LANDS OF GLENN C. KOSTICK,
BOOK 7000, PAGE 299)
TOWN OF WINCHENDON
WORCESTER COUNTY, MASSACHUSETTS

COMMENCING AT A REBAR FOUND AT THE NORTHWESTERLY MOST CORNER OF MAP 2, BLOCK 0, LOT 15 (N/F LANDS OF GLENN C. & MARCIA KOSTICK, BOOK 7740, PAGE 299), AND FROM SAID POINT OF COMMENCEMENT, RUNNING THENCE:

- A. ALONG THE DIVIDING LINE BETWEEN SAID LOT 15 & MAP 2, BLOCK 0, LOT 11 (N/F LANDS OF WILLIAM D. HILLIS, BOOK 56330, PAGE 306), SOUTH 07 DEGREES - 17 MINUTES - 45 SECONDS WEST, A DISTANCE OF 736.67 FEET TO A CORNER IN COMMON WITH SAID LOT 12 (N/F LANDS OF GLENN C. KOSTICK, BOOK 7000, PAGE 299), RUNNING THENCE, ALONG THE DIVIDING LINE BETWEEN SAID LOTS 12 & 15 THE FOLLOWING TWO (2) COURSES:
- B. SOUTH 00 DEGREES - 02 MINUTES - 10 SECONDS EAST, A DISTANCE OF 310.91 FEET, THENCE;
- C. SOUTH 01 DEGREES - 01 MINUTES - 34 SECONDS WEST, A DISTANCE OF 801.13 FEET TO THE POINT OF BEGINNING, AND FROM SAID POINT OF BEGINNING, RUNNING THENCE, ALONG THE DIVIDING LINE BETWEEN SAID LOTS 12 & 15 THE FOLLOWING TWO (2) COURSES:
1. SOUTH 01 DEGREES - 01 MINUTES - 34 SECONDS WEST, A DISTANCE OF 111.87 FEET, THENCE;
 2. SOUTH 01 DEGREES - 30 MINUTES - 25 SECONDS WEST, A DISTANCE OF 66.20 FEET, RUNNING THENCE, THROUGH SAID LOT 12 THE FOLLOWING EIGHT (8) COURSES:
 3. SOUTH 53 DEGREES - 11 MINUTES - 08 SECONDS WEST, A DISTANCE OF 113.91 FEET, THENCE;
 4. SOUTH 24 DEGREES - 58 MINUTES - 50 SECONDS WEST, A DISTANCE OF 209.79 FEET, THENCE;
 5. NORTH 82 DEGREES - 04 MINUTES - 11 SECONDS WEST, A DISTANCE OF 267.57 FEET, THENCE;
 6. SOUTH 84 DEGREES - 04 MINUTES - 50 SECONDS WEST, A DISTANCE OF 182.54 FEET, THENCE;
 7. SOUTH 76 DEGREES - 16 MINUTES - 39 SECONDS WEST, A DISTANCE OF 362.01 FEET, THENCE;
 8. SOUTH 45 DEGREES - 33 MINUTES - 01 SECONDS WEST, A DISTANCE OF 77.84 FEET, THENCE;
 9. SOUTH 30 DEGREES - 47 MINUTES - 42 SECONDS WEST, A DISTANCE OF 223.58 FEET, THENCE;
 10. SOUTH 69 DEGREES - 32 MINUTES - 07 SECONDS WEST, A DISTANCE OF 112.09 FEET TO A POINT ON THE DIVIDING LINE BETWEEN SAID LOTS 12 & 65, RUNNING THENCE, ALONG SAID DIVIDING LINE;
 11. NORTH 82 DEGREES - 51 MINUTES - 33 SECONDS WEST, A DISTANCE OF 112.02 FEET, THENCE;
 12. DEPARTING SAID DIVIDING LINE, NORTH 51 DEGREES - 57 MINUTES - 44 SECONDS EAST, A DISTANCE OF 70.36 FEET, THENCE;
 13. NORTH 76 DEGREES - 04 MINUTES - 40 SECONDS EAST, A DISTANCE OF 130.04 FEET, THENCE;

14. NORTH 32 DEGREES - 31 MINUTES - 51 SECONDS EAST, A DISTANCE OF 267.70 FEET, THENCE;
15. NORTH 75 DEGREES - 21 MINUTES - 17 SECONDS EAST, A DISTANCE OF 573.39 FEET, THENCE;
16. SOUTH 85 DEGREES - 46 MINUTES - 40 SECONDS EAST, A DISTANCE OF 278.02 FEET, THENCE;
17. NORTH 24 DEGREES - 45 MINUTES - 37 SECONDS EAST, A DISTANCE OF 199.43 FEET, THENCE;
18. NORTH 36 DEGREES - 42 MINUTES - 34 SECONDS EAST, A DISTANCE OF 212.21 FEET TO THE POINT AND PLACE OF BEGINNING.

CONTAINING 101,745 SQUARE FEET OR 2.340 ACRES, MORE OR LESS.

THIS PROPERTY MAY BE SUBJECT TO RESTRICTIONS, COVENANTS AND/OR EASEMENTS EITHER WRITTEN OR IMPLIED.

THIS DESCRIPTION IS PREPARED WITH REFERENCE TO A MAP PREPARED BY CONTROL POINT ASSOCIATES, INC. ENTITLED "ALTA/NSPS LAND TITLE SURVEY, LINCOLN AVENUE, LOTS 12, 15, 64, & 65, BLOCK 0, MAP 2, WINCHENDON, MASSACHUSETTS," DATED AUGUST 23, 2017.