

## MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding dated as of 4<sup>th</sup> day of May 2005 is by and between Elliott G. Carr, Elizabeth W. Finch, Peter Herrmann, Debra L. Johnson, Peter Johnson, Robert Lindgren, James W. Maddocks, Roger V. O'Day, Keith Rupert, Peter W. Soule, and Robert M. Williams, as Trustees of Brewster Conservation Trust, under a Declaration of Trust dated June 22, 1983 and recorded with Barnstable Registry of Deeds in Book 3791, Page 25, and in the Barnstable Registry District of the Land Court as Document No. 325,521 on Certificate #94635, having an address at P.O. Box 268, Brewster, Massachusetts 02631 ("BCT") and The Compact of Cape Cod Conservation Trusts, Inc., a Massachusetts non-profit corporation having an address at 3239 Main Street, P.O. Box 443, Barnstable, Massachusetts 02630 (the "Compact").

BCT is the owner of multiple parcels of land in Brewster, Massachusetts. BCT desires that certain of these properties, as more particularly described in that certain deed attached hereto as Exhibit A (the "Properties"), be kept in an open and natural condition exclusively for conservation purposes forever. The Compact also desires that the Properties be kept in an open and natural condition exclusively for conservation purposes forever and agrees to hold a charitable trust duty with regards to the Properties.

In furtherance of such mutual desires, the parties hereto intend to take the following actions:

1. BCT intends to convey fee title to the Properties to the Compact by a quitclaim deed in the form attached hereto. Such deed will convey the Properties subject to a charitable trust obligation that the Properties "be kept in an open and natural condition exclusively for conservation purposes forever." In connection with such conveyance, BCT will provide the Compact with such reasonable evidence of its authority to convey as the Compact may reasonably request.

2. BCT agrees to pay the Compact the sum of Ten Thousand (\$10,000.00) Dollars to be used solely as a stewardship endowment fund for the purpose of defending and enforcing the charitable trust provision. BCT shall pay such sum within three (3) years of the effective date of this instrument, including not less than \$3,500.00 at the date of recording.

BCT may, from time to time, add additional properties under charitable trust with the Compact's permission and in the form of a separate instrument, but shall not be required to contribute additional endowment beyond its initial \$10,000.00 payment. BCT agrees to pay all recording fees associated with these transactions or supplemental filings as necessary.

2. Promptly after conveyance from BCT, the Compact shall re-convey title to the Properties to BCT by a quitclaim deed in the form attached hereto. Such deed will also convey the Properties subject to a charitable trust obligation that the Properties "be kept in an open and natural condition exclusively for conservation purposes forever." In connection with such conveyance, the Compact will provide BCT with such reasonable evidence of its authority to convey as BCT may reasonably request.

3. The parties agree that BCT shall be entitled to all proceeds arising from an action in eminent domain, or a transfer in lieu thereof, with respect to any one or more of the Properties and the Compact shall execute and deliver any documents or other instruments necessary or appropriate to effectuate the foregoing. Notwithstanding the foregoing, BCT agrees that if the Compact incurs third-party expenses in connection with defending one or more of the Properties against an action in eminent domain, BCT will reimburse the Compact for such expenses (up to a maximum of \$10,000.00) out of any eminent domain proceeds received by BCT. The parties agree that the agreements in this Section 3 survive the conveyances of land described above.

4. BCT understands that the Compact will not conduct annual or even occasional monitoring of the Properties and agrees that this lack of action in no way contravenes the Compact's legal standing in enforcing the charitable trust hereby created. BCT agrees to notify the Compact when any significant change of use or condition of the Properties is contemplated by BCT or threatened by third parties.

5. The Compact agrees that, notwithstanding any provision of its corporate documents to the contrary, if at any time after the occurrence of the conveyances described above, the Compact dissolves, becomes insolvent or is otherwise unable to exercise its rights and carry out its obligations pursuant to the deeds described above, then the Compact shall assign its rights and obligations to a tax-exempt non-profit organization other than BCT: (i) whose primary purpose is land conservation and (ii) whose service area includes Brewster or Cape Cod.

6. The parties agree that the agreements in this Memorandum shall survive the conveyances of land herein.

Executed under seal as of the date first written above.

BREWSTER CONSERVATION TRUST

By: \_\_\_\_\_  
Trustee, but not individually

By: \_\_\_\_\_  
Trustee, but not individually

By: \_\_\_\_\_  
Trustee, but not individually

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Trustee, but not individually

THE COMPACT OF CAPE COD  
CONSERVATION TRUSTS, INC.

By: \_\_\_\_\_  
Richard A. Johnston, President

By: \_\_\_\_\_  
Stephen H. Anthony, Treasurer

QUITCLAIM DEED

Elliott G. Carr, Elizabeth W. Finch, Peter Herrmann, Debra L. Johnson, Peter Johnson, Robert Lindgren, James W. Maddocks, Roger V. O’Day, Keith Rupert, Peter W. Soule, and Robert M. Williams, as Trustees of Brewster Conservation Trust, under a Declaration of Trust dated June 22, 1983 and recorded with Barnstable Registry of Deeds in Book 3791, Page 25, and in the Barnstable Registry District of the Land Court as Document No. 325,521 on Certificate # 94635, having an address at P.O. Box 268, Brewster, Massachusetts 02631 (“BCT”) , for consideration of ONE DOLLAR (\$1.00), hereby grants, with quitclaim covenants, to The Compact of Cape Cod Conservation Trusts, Inc., a Massachusetts non-profit corporation having an address at 3239 Main Street, P.O. Box 443, Barnstable, Massachusetts 02630, those certain parcels of land located in Brewster, MA and more particularly described in Exhibit A attached hereto.

This conveyance is made subject to the express condition and limitation that the premises to be conveyed shall be held in an open and natural condition exclusively for conservation purposes forever. It is the Grantor’s intention that the foregoing shall create an obligation in the nature of a charitable trust.

Executed under seal as of \_\_\_\_\_, 2005.

BREWSTER CONSERVATION TRUST

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By: \_\_\_\_\_  
Trustee, but not individually

COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss. \_\_\_\_\_, 2005

Then personally appeared the above-named Elizabeth Finch, Trustee of Brewster Conservation Trust, and proved to me through satisfactory evidence of identification, which was personal knowledge of identity, to be the person whose name is signed on the document and acknowledged the foregoing instrument to be her free act and deed on behalf of the Trustees of the Brewster Conservation Trust, before me.

\_\_\_\_\_  
Mark H. Robinson, Notary Public  
My commission expires: 25 August 2006

**EXHIBIT A**

<b>UNREGISTERED LAND:</b>				
<b>Street Number</b>	<b>Street Address</b>	<b>Registry info Book</b>	<b>Registry info Page</b>	<b>Plan Book/Page; Lot(s)</b>
	The Tides Court	3937	334	147/79; 10
	Wagon Wheel Lane	3984	312	268/72; 14
	Dune Road	4156	47	82/83; 30
	Griffiths Pond Road	4193	79	na
	Mountain Wave Cartway	4249	168	82/83; 94 & 100
	Lower Road	4320	117	322/89
	off Center Street	4320	118	23/81; "T & H"
	Mitchell Lane	4339	190	380/11; 6
	Ellis Landing Road	4843	174	408/64; 2
	Freemans Way	5502	296	na
	Millstone Road	5526	121	427/15; C
	The Tides Court	5939	198	147/79; 11
	Windmill Meadows	6084	315	Petitioner's Plan 40880A-2;4
	Rte 6A	6206	89	Petitioner's Plan 40880A-2;3
	Namskaket Marsh	6399	138	na
	Lower Road	6575	121	na
	Lower Road	6710	211	na
	Brier Lane	6841	102	157/57; 22
	Brier Lane	6877	4	217/137
	Main Street rear	7295	150	na
	off Breakwater Road	7307	2	475/87; 2 & 3
	Spring Lane	7391	25	157/57; 14
	Moldstad Lane	7797	140	235/91; 6
	Lower Road	7797	140	484/64; 14

BREWSTER CONSERVATION TRUST AND THE COMPACT OF CAPE COD CONS. TRUSTS, INC.

		Registry	Registry	
Street		info	info	
Number	Street Address	Book	Page	Plan Book/Page; lot
	Millstone Rd. & Joe Longs Rd.	8146	294	na
	Paines Creek Road	8293	33	na
	Long Pond Rd. & Katherine Ln.	8742	155	382/27; 4
200	Ellis Landing Road	8816	93	408/64; 1
	North Pond Drive	9168	349	215/57; 37
	North Pond Drive	9169	1	215/57; 39
	Swamp Road	9418	324	502/59; 2
	Slough Road	9947	75	na
	off Paines Creek Road	10130	88	522/97
	North Pond Drive	10169	332	215/57; 42
	Mid Cape Hwy, off Silas Road	10469	1	na; Camp Barney
219	Breakwater Road	10469	3	488/50; 3
9	Spring Lane	11102	33	157/57; 9
	Lower Road	11960	102	546/27; 2
	Jediah Lane	12466	135	149/131; 74E
	Main Street	12744	85	249/137
	Buggy Whip Road	12927	337	288/42; 38-48, 51-59; 556/2; 2
	Long Pond Road	13664	13	563/96; 5
	Alden Drive	19376	141	Petitioner's Plan 32525A; 6
	Main Street	15041	19	202/111
	Lower Road	15304	57	LC Registration Case 27790
	Main Street	16072	82	na
217	Mitchell Lane	17056	253	380/11; 3
	Freemans Way rear	17072	62	na

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QUITCLAIM DEED

The Compact of Cape Cod Conservation Trusts, Inc., a Massachusetts non-profit corporation having an address at 3239 Main Street, P.O. Box 443, Barnstable, Massachusetts 02630, for consideration of ONE DOLLAR (\$1.00), hereby grants, with quitclaim covenants, to Elliott G. Carr, Elizabeth W. Finch, Peter Herrmann, Debra L. Johnson, Peter Johnson, Robert Lindgren, James W. Maddocks, Roger V. O’Day, Keith Rupert, Peter W. Soule, and Robert M. Williams, as Trustees of Brewster Conservation Trust, under a Declaration of Trust dated June 22, 1983 and recorded with Barnstable Registry of Deeds in Book 3791, Page 25, and in the Barnstable Registry District of the Land Court as Document No. 325,521 on Certificate #94635, having an address at P.O. Box 268, Brewster, Massachusetts 02631 (“BCT”), those certain parcels of land located in Brewster, MA and more particularly described in Exhibit A attached hereto.

This conveyance is made subject to the express condition and limitation that the premises to be conveyed shall be held in an open and natural condition exclusively for conservation purposes forever. It is the Grantor’s intention that the foregoing shall create an obligation in the nature of a charitable trust.

Executed under seal as of \_\_\_\_\_, 2005.

THE COMPACT OF CAPE COD  
CONSERVATION TRUSTS, INC.

By: \_\_\_\_\_  
Richard A. Johnston, President

By: \_\_\_\_\_  
Stephen H. Anthony, Treasurer

COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss. \_\_\_\_\_, 2005

Then personally appeared the above-named Richard A. Johnston, the President of The Compact of Cape Cod Conservation Trusts, Inc., the corporation named in the foregoing instrument; that he is duly authorized to act on behalf of said corporation; that the seal affixed to said instrument is the corporate seal of said corporation; and proved to me through satisfactory evidence of identification, which was personal knowledge of identity, to be the person whose name is signed on the document and acknowledged the foregoing instrument to be his free act and deed as President of the corporation and the free act and deed of the corporation, before me.

\_\_\_\_\_  
Mark H. Robinson, Notary Public  
My commission expires: 25 August 2006

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*Registered parcels*

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Barnstable, ss.

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Mark H. Robinson, Notary Public  
My commission expires: 25 August 2006

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<b>REGISTERED LAND:</b>			
<b>Street Number</b>	<b>Street Address</b>	<b>Certificate #</b>	<b>Land Court Plan; Lot(s)</b>
	Whiffletree Ave.	94635	36554A; 3
	Wildwood Road	94636	36554A; 2 (Sh.1)
	Harwich Road	99032	31664B; 55-59 (Sh. 1 & 2)
	Stony Brook Road	116599	14603C; 3 (Sh.2)
	Robbins Hill Road	126839	6044D; D
	Slough Road	131861	38998B; 5
	Blueberry Pond Drive	137502	29334C; 51(Sh.1)
	Blueberry Pond Drive	137503	29334C; 106
	Main Street and excluding Lots 3-45 Plan 29334-B) (Sh.1)	137503	29334A; Remaining Portion of Lot 1 (excepting
	Hamilton Cartway	138894	18389C; 4
	Blueberry Pond Drive	140432	29334F; 170
	Lower Road	158205	37912B; 2
	Main Street rear	162989	39322B; 2

*Registered parcels*

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