

AGREEMENT
**Regarding the Development and Use
of the Neponset Street Site**

Notwithstanding any provision in that certain First Amended and Restated Development Agreement between Canton Holdings, LLC (the "Developer") and the Town of Canton (the "Town") and the exhibits thereto (collectively, the "Development Agreement") to the contrary, the Developer and the Town hereby agree as follows. Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Development Agreement.

Subject to the adoption by Town Meeting and approval by the Attorney General of the Rezoning Amendment and provided the Developer proceeds with the Project pursuant to a Special Permit issued pursuant to the Rezoning Amendment, the Developer agrees not to develop or use the Neponset Street Site for daycare, kindergarten, pre-school or school purposes (collectively, a "School Use") pursuant to the Development Agreement, but in lieu thereof Developer shall have the right to develop and use a portion of the Main Site for a School Use; provided, however, the School Use shall not (a) be located on the Community Land, (b) be located on the Community Open Space if the CPC Article is adopted by Town Meeting and the Town acquires said land pursuant to the Development Agreement, or (c) adversely modify or affect the location, development, remediation or phasing of or for the Community Property or any of the improvements thereto pursuant to the Development Agreement or the construction of the Moderate Income Units on the Main Site pursuant to Section 2.8 of the Development Agreement.

This Agreement may be executed in multiple counterparts.

Executed and agreed to by the Developer and the Board as of the 8th day of May, 2015.

END OF AGREEMENT. SIGNATURE PAGE FOLLOWS.

Canton Holdings, LLC

By: Richard Brandstatter
Richard Brandstatter, Duly Authorized

Town of Canton
By its Board of Selectmen

By: Victor Del Vecchio

Victor Del Vecchio, Chairman,

Ratified and confirmed as of the 11th day of May, 2015.

Canton Holdings, LLC

Town of Canton
By its Board of Selectmen

By: Richard Brandstatter

Richard Brandstatter, Duly Authorized

Victor Del Vecchio

John Connolly

Robert Burr

Mark Porter

Kevin Feeney