

**FIRST AMENDMENT TO GRANT OF
EASEMENT AGREEMENT**

This FIRST AMENDMENT TO GRANT OF EASEMENT AGREEMENT (this “First Amendment”) is made as of September ____, 2019 by and between the **City of Somerville** (“City”), a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts, with a usual place of business at City Hall, 93 Highland Avenue, Somerville, MA 02143, and the **Massachusetts Bay Transportation Authority** (“MBTA”), a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts duly established and existing pursuant to Massachusetts General Laws, Chapter 161A, having a usual place of business of Ten Park Plaza, Boston, MA 02116.

The City and the MBTA are each referred to herein as a “Party” and collectively as the “Parties.”

RECITALS

A. The City is the owner in fee simple of that certain parcel of land known as MB-215 in Somerville, Middlesex County, Massachusetts; and

B. The MBTA is in the process of designing and constructing an extension to its transit facility known as the Green Line from its current terminus in Cambridge, Massachusetts in two branches, one to Union Square in Somerville and one through Somerville to Medford, Massachusetts (“the Project”); and

C. The City and the MBTA are parties to that certain Grant of Easement Agreement dated as of April 24, 2019 (the “Agreement”), pursuant to which the City granted the MBTA a permanent easement to install and to thereafter use, maintain, repair and replace tiebacks (“Tiebacks”) in the area shown as MB-215-PVE-2 on that certain plan of land entitled “LAND ACQUISITION PLAN – CITY OF SOMERVILLE MIDDLESEX COUNTY,” prepared by Bryant Associates, Inc., consisting of ten sheets dated March 29, 2019 and recorded in the Middlesex South District Registry of Deeds along with the Agreement as at Bk. 72773, Pg. 526 and Plan No. 481 of 2019; and

D. The MBTA has determined that it is necessary, for the purposes of the Project, to install the Tiebacks beyond the horizontal limit of MB-215-PVE-2 on an area shown as MB-215-PVE-3 on that certain plan of land entitled “LAND ACQUISITION PLAN SOMERVILLE, MA MIDDLESEX COUNTY,” prepared by Bryant Associates, Inc. dated August 9, 2019; and

E. On September ____, 2019, at a duly noticed meeting of the City of Somerville City Council at which a quorum was present, the City Council voted to authorize the Mayor of the City to execute a document granting easement rights in MB-215-PVE-3 to the MBTA in connection with the Project. A true and correct copy of the vote of the City Council is attached to this Agreement as Exhibit B; and

F. The General Manager of the MBTA has been authorized to accept such easement rights and the terms of this Agreement by the governing body of the MBTA.

NOW, THEREFORE, in consideration of One Dollar and 00/100 (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

AGREEMENT

1. Grant of Extended Tiebacks Easements.

- a. Recital G of the Agreement is hereby amended by inserting, after “MB-215-PVE-2,” the following:

“MB-215-PVE-3,”.

- b. Section 1(a) of the Agreement is hereby replaced in its entirety with the following:

“a. The City hereby gives, grants, bargains, sells and conveys to the MBTA, its successors and assigns, the permanent right and easement for i) the purposes of designing, constructing and thereafter operating, maintaining, repairing, and replacing the Project, including the construction and operation of a traction power substation, and ii) for all purposes in which the MBTA has been authorized to engage, including, without limitation, the provision of all services related to subway and commuter rail services over the areas shown as parcels MB 215-PE-1, MB-215-PVE-2, MB-215-PVE-3, MB-216-PE-1, MB-297-PVE-1, MB-433-PE-1, MB-434-PE1, and MB-434-PVE-2 on that certain plan of land entitled “LAND ACQUISITION PLAN — CITY OF SOMERVILLE MIDDLESEX COUNTY,” prepared by Bryant Associates, Inc., consisting of ten sheets dated March 29, 2019 (the “Plan”) and recorded as Plan No 481 of 2019 in the Middlesex South District Registry of Deeds (the “Registry”), and that certain plan of land entitled “LAND ACQUISITION PLAN SOMERVILLE, MA MIDDLESEX COUNTY,” prepared by Bryant Associates, Inc., dated August 9, 2019, and recorded with the First

Amendment in the Registry (the “Amendment Plan”), and as more particularly described in Exhibit A (such parcels, the “Permanent Easement Areas”).”

- c. Section 1(d) of the Agreement is hereby amended by inserting, after “MB 215-PVE-2”, the following:

“, MB-215-PVE-3”.

2. Description of the Rights in Land. Exhibit A of the Agreement is hereby amended by adding the parcel described in Exhibit A to this First Amendment.
3. Miscellaneous. This First Amendment may be executed in counterparts which together, shall form but one original Amendment. The Agreement, as amended by this First Amendment, remains in full force and effect and is hereby ratified and confirmed by the Parties.

IN WITNESS WHEREOF, the Parties have executed this Agreement under seal as of the day and year first written above.

CITY OF SOMERVILLE

By: _____
Name:
Its:

THE COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

On this ____ day of September, 2019, before me, the undersigned notary public, personally appeared _____, as _____ of the City of Somerville, proved to me through satisfactory identification, which was _____, to be the person whose name is signed on the preceding document, and acknowledged to me that she signed it voluntarily for its stated purpose in such capacity.

Notary Public
My commission expires:

[Signatures Continued on Following Page]

**MASSACHUSETTS BAY
TRANSPORTATION AUTHORITY**

By: _____
Steve Poftak
General Manager

Approved as to Form:

By: Marie Breen
General Counsel MassDOT and MBTA

THE COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this ____ day of September, 2019, before me, the undersigned notary public, personally appeared Steve Poftak, as General Manager of the Massachusetts Bay Transportation Authority, proved to me through satisfactory identification, which was _____, to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose in such capacity.

Notary Public
My commission expires:

List of Exhibits:

- A.....Description of the Extended Tiebacks Easement Area
- B.....Vote of the Somerville City Council

Exhibit A

Description of the Rights in Land

Exhibit B

Vote of the Somerville City Council