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January 3, 2018

VIA ELECTRONIC MAIL ONLY

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*Also licensed in New Hampshire
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*Also licensed in Massachusetts

Re: Fee agreement for Appeal of VTR decision to 2nd Circuit

Dear Joe and Selectboard Members:


This letter is to verify what Monaghan Safar Ducham PLLC has agreed to with regards to a fee for an appeal of the Federal District Court for the District of Vermont's recent decision in the matter of Vermont Railway v. The Town of Shelburne. After discussions, MSD has agreed that it will complete all work related to an appeal of the District Court's recent decision to the United States 2nd Circuit Court of Appeals for a fee not to exceed Seventeen Thousand Five Hundred Dollars (\$17,500.00), which we understand is to be an amount the Selectboard has been offered from a private party funding source, VNRC. As the Board decided to appeal, MSD will bill the Town hourly for all work and costs that arise from the appeal. If, and at such point that costs and fees hit \$17,500 amount, MSD has agreed that it will absorb all further costs and fees without charge to the Town in excess of \$17,500.00.

VNRC has offered Twenty Thousand Dollars (\$20,000.00) to the Town for this appeal. The remaining \$2,500.00 will be reserved for Dinse Knapp & McAndrew for assistance to us in reviewing our final brief and doing a mock Oral Argument in preparation for the Oral Argument before the 2nd Circuit Court.

Please let me know if you have any questions as to this offer.

Sincerely,

Monaghan Safar Ducham PLLC



Claudine C. Safar, Esq.