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January 30, 2006
106923-1

EMAIL and REGULAR MAIL

Scott Hatch, President
Northeast Association of 4WD Clubs Inc.
29 Abbey Lane
East Bridgewater, MA 02333

Re: **Old Florida Road, Florida, Massachusetts**

Dear Scott:

I would be pleased to assist your organization with the above-referenced matter, and more specifically with the question of whether the status of Old Florida Road as an unmaintained public right-of-way gives the public the right to operate registered motor vehicles within the right-of-way, despite the presence of wetland resource areas and potential habitat of a state-listed species, where such use might impact the habitat and/or alter the resource area.

I will not undertake any work on any particular phase of the assignment without express direction from you. As a result of our telephone conversation last week, my understanding is that you are seeking a legal opinion addressing the rights of the public to operate motor vehicles on Old Florida Road. This opinion will be based on my understanding of the physical condition of Old Florida Road as it is described in various electronic files found on your organization's website: <http://www.nea4wd.org/>, and as related to me in email and telephone conversations with you. The scope of this engagement does not include a physical inspection of the site.

I anticipate that some or all of the following tasks may be necessary during the course of formulating this opinion: (1) Review of the state and local statutory and regulatory authority dealing with the creation, maintenance, ownership and use of public roads in Massachusetts; (2) Review of the federal, state and local statutory and regulatory authority pertaining to the protection of wetland resource areas, wildlife, and wildlife habitat; (3) Review of relevant case law on the abovementioned subjects; (4) A cursory search for any secondary sources of guidance or authority on the subject; (5) Further conversations with you, other members of your organization, and state and local public officials; and (6) Consultation with other Nutter attorneys for guidance and peer review. The result of this engagement will be a written opinion describing the rights of the public to operate registered motor vehicles on Old Florida Road.

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I presently anticipate that the scope of work described above should cost approximately \$2,000. I will keep you advised concerning how we are running against this budget and will not exceed this budget without your advance approval. As we have agreed, you will submit an initial retainer of \$2,000 along with the countersigned copy of this letter, against which our fees will be billed. Of course, any balance remaining at the end of the engagement will be refunded to you.

I will be the attorney with overall responsibility for this matter. I may also consult with other Nutter associates or partners, particularly James Ward and Robert Fishman, both of whom are partners with many years of experience with Massachusetts land use law. I attach our Standard Terms of Engagement for your information. My present hourly billing rate is \$220 per hour.

If these arrangements are satisfactory, I would appreciate your countersigning the duplicate copy of this letter and returning the same to my attention (via fax or email, with the original to follow).

I look forward to assisting you with these matters.

Very truly yours,

Jason Makofsky

JPM:jpm
/Enclosure

**THE TERMS OF THIS LETTER
ARE CONFIRMED AND AGREED:**

**Scott Hatch, President
New England Association of 4WD Clubs Inc.**