

Right/Title and Interest:

Unitil has the right, title and interest to complete the Project.

The Project Property is owned by the Maine Department of Transportation pursuant to its 2014 eminent domain taking of Unitil's land, and land owned by New Yard LLC, for the purpose of expanding intermodal operations adjacent to the International Marine Terminal facility.

In acquiring Unitil's land, the Department did not also take Unitil's rights to its Gas Facilities on the Property, but exempted the Facilities with retained Easements to continue to operate on the Property. However, to complete its intermodal expansion project, the Department now needs Unitil to relocate its Gas Facilities to other areas on the Property or off-site locations.

Therefore, in April 2016, the Department and Unitil entered into a Gas Facilities Relocation Agreement, pursuant to Maine's utilities relocation statute, 23 M.R.S. §154(b)(4), wherein the Department agreed to grant Unitil the following easements on the Property to relocate and operate its Gas Facilities:

- an Inland Pipeline Corridor Easement;
- a Shoreland Pipeline Corridor Easement;
- an IMT Service Line Corridor Easement;
- an exclusive Gas Regulator Station Easement;
- an environmental Remediation Easement; and,
- a Non-Exclusive Access Easement from the street to the Gas Facilities.

Paragraph 2 of the Relocation Agreement states that the Department will convey the replacement easements to Unitil to undertake and complete the "Facility Relocation Work", as follows:

Notice of Taking; Replacement Easements.

(a) The Department will acquire the Unitil Easements by filing, in the Cumberland County Registry of Deeds, a Notice of Taking in the form set forth in Exhibit 8 attached hereto (the "Notice of Taking") as soon as practicable following the execution of this Relocation Agreement.

(b) The Notice of Taking will provide for Unitil's continued use of the rights it held under the Unitil Easements until the Facility Relocation Work has been completed and the Department has conveyed to Unitil replacement easements by executing and recording the Easement Agreement set forth in Exhibit 4, under which Unitil will have the right to operate and maintain the Unaffected Existing Facilities and the Relocated Facilities on the Acquired Property.

A copy of the Easement Agreement, which is Exhibit 4 to the Relocation Agreement is attached as Attachment A.

ATTACHMENT A