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April 10, 2015

*VIA EMAIL AND FIRST-CLASS MAIL*

Liam L. Murphy, Esq.  
Murphy Sullivan Kronk  
275 College Street  
P.O. Box 4485  
Burlington, VT 05406-4485

**Re: Repa Road, Underhill**

Dear Liam:

This office represents The A. Johnson Co., LLC (AJCO). We have reviewed a copy of your March 18, 2015 letter to Attorneys Demas and Foley, as well as Attorney Foley's response dated April 6, 2015. Although AJCO does not have any current requests or applications pending before the Town, it has an interest in the matters discussed in your letter, and therefore I am writing to make our position clear.

My client concurs with the analysis in Attorney Foley's letter. More specifically, AJCO's position can be outlined as follows:

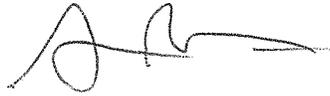
1. Underhill is bound by the terms of the Stipulation it entered into with AJCO, Joseph Bornstein, and the Town of Westford in September 2001.
2. The Stipulation not only preserves AJCO and Bornstein's rights to use the reclassified town highways (now legal trails) for timber harvesting and management, but also ensures more general rights of access. Paragraph 3 provides that "the Petitioners may not be deprived of access to, or any economic benefits from, their respective parcels." Paragraph 5 provides that AJCO and Bornstein may use the reclassified highways "for access to The A. Johnson Company and Joseph Bornstein parcels, respectively."
3. AJCO agrees that any maintenance, plowing and repairs are the responsibility of the landowners (i.e., AJCO and/or Bornstein). Although Paragraph 8 requires the Town's approval for any improvements or maintenance, it is an implied condition of this paragraph that the Town's approval not be unreasonably withheld. *Dyke v. Scopetti*, 2015 VT 53, ¶ 27.

4. Even if the Stipulation were not in place, AJCO would have a common-law right of access over the reclassified town highways (the Repa Road/Goodrich Road Trails) by virtue of its status as an abutting landowner. *See Okemo Mt., Inc. v. Town of Ludlow*, 171 Vt. 201, 207 (2000). The rights granted under the Stipulation supplement AJCO's underlying common-law right of access.

AJCO has no desire to reopen or relitigate the issues that were negotiated and resolved back in 2001. We assume that the Town of Underhill feels the same way, but I would appreciate it if you could confirm the Town's agreement with my points 1 through 4 above so that we can avoid any uncertainty or differences of opinion going forward.

I look forward to hearing from you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'B. Putnam', with a long horizontal flourish extending to the right.

Benjamin W. Putnam, Esq.  
[benj@ndp-law.com](mailto:benj@ndp-law.com)

BWP/mde

cc: The A. Johnson Co., LLC

James D. Foley, Esq.

Elizabeth M. Demas, Esq.