



*Albert G. Brien & Associates*  
*64 Hamlet Avenue*  
*Woonsocket, Rhode Island 02895*  
*(401) 765-3800 • Fax (401) 765-3810*



March 14, 2000

Ms. Sherry Giarrusso-Mulhearn, Director  
Rhode Island Resource Recovery Corp.  
Central Landfill  
65 Shun Pike  
Johnston, Rhode Island 02919

Re: Anthony Macera, Inc.  
Macera/Tower Family Limited Partnership  
Plat 31, Lot 10  
Plat 29, Lot 32  
Plat 44, Lot 159  
Scituate Avenue, Johnston, RI

Dear Sherry,

Upon his return from Florida on 3/1/00, Jerry Macera and I met to review the draft Purchase & Sales recently provided by your office. That form is unacceptable.

We've enclosed our own draft which essentially is a compilation of prior agreements prepared by Rob Stolzman.

The sales price is the same as that authorized by the sellers and forwarded to you on 3/30/99. Please note that the commercial/industrial market has been extraordinarily active since that time and increased approximately 20-25% in the past year.

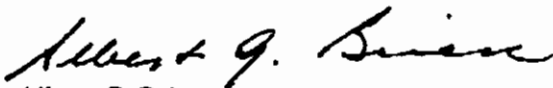
Also, we're confident that were the Corporation to acquire the subject via condemnation in conjunction with the "Improved Highway Access to the Environmental Management District" that the cost of acquisition and resulting damages would far exceed the amount offered.

Mr. Macera is currently contemplating some development opportunities and will need to make some decisions in the very near future. Thus, time is of the essence. The agreement must be fully executed by March 25, 2000 or the seller will be required to pursue other avenues.

Ms. Sherry Giarrusso-Mulhearn, Director  
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Your expeditious consideration of the above would be greatly appreciated and we look forward to hearing from you.

Respectfully,

  
Albert G. Brien

AGB/chj

Enclosure

cc: Robert J. Sgroi, Esq.

**TILLINGHAST LICHT PERKINS SMITH & COHEN, LLP**

John J. Bolton  
Direct Dial: 401/456-1261  
E-Mail: jbolton@tclslaw.com

*Attorneys At Law*  
TEN WEYBOSSET STREET  
PROVIDENCE, RI 02903-2818  
401.456.1200 FAX 401.456.1210  
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March 16, 2000

**BY FAX AND REGULAR MAIL**  
**942-9814**

Ms. Sherry Giarrusso-Mulhearn  
Executive Director  
Rhode Island Resource Recovery  
Corporation  
65 Shun Pike  
Johnston, Rhode Island 02919

**Re: Proposed Purchase of Macera Property**

Dear Sherry:

Pursuant to our telephone discussions, enclosed please find a revised draft of the proposed Purchase and Sale Agreement for the above-referenced matter. Significant changes include:

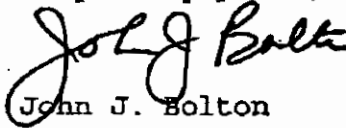
1. Added plat and lot references for the Premises (Section 1);
2. Removed Exchange Premises provisions (Section 2);
3. Changed due diligence period from 60 to 30 days (Section 4);
4. Changed Closing Date from 30 days after due diligence period to 14 days after due diligence period (Section 6(a));
5. Changed apportionment of real estate taxes (Section 7(a));
6. Added leases exhibit (Section 8(e));
7. Deleted former Section 8(h); and
8. Added remediation provisions to end of new Section 8(h).

TILLINGHAST LICHT PERKINS SMITH & COHEN, LLP

Ms. Sherry Giarrusso-Mulhearn  
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Please do not hesitate to contact me if you have any questions.

Very truly yours,



John J. Bolton

JJB/mm  
Enclosures

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VIA FACSIMILE and Regular Mail

March 28, 2000

Mr. Albert Brien  
64 Hamlet Avenue  
Woonsocket, RI 02895

RE: Proposed Purchase of Macera Property

65 Shun Pike

Johnston, RI 02919-4512 Dear Al:

TEL: (401) 942-1430

FAX: (401) 946-5174

www.rirrc.org

Pursuant to our telephone discussion, enclosed please find a revised proposed Purchase and Sales Agreement for the above referenced property. I submit this to you in order that you may review its contents with your client. Please accept this cover letter as a formal extension request. As you are aware, the varied approaches which we have pursued have complicated the process. Thus, the process has been delayed. Now that we know that the transaction will be a straight forward purchase and sale, at long last, on March 23, 2000, the Board authorized the Chairman and I to negotiate the acquisition of this property. The Board must review and ratify the eventual terms and conditions which the parties agree upon.

A. Austin Ferland  
Chairman

Sen. Roger Bateau  
Vice Chairman

Jerry Ligon  
Treasurer

Dante E. Boffi, Jr.

Rep. Robert Lowe

Louis A. Perrotta

Rep. Joan Quick

John St. Sauveur

Please note changes in the document have been made to reflect the concerns you expressed particularly the removal of Section 2, the down-payment, the added leases exhibit at Section 8 E and the added remediation provision of Section 8H.

At your earliest convenience please advise me of your client's questions, comments, or counterproposals.

I look forward to hearing from you soon.

Very truly yours,

A handwritten signature in cursive script that reads "Sherry Giarfusso-Mulhearn".

Sherry Giarfusso-Mulhearn  
Executive Director

:spd

cc: A. Austin Ferland, Chairman and CEO  
James N. Allam  
John Bolton, Esquire