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BY EMAIL (RPSULLIVAN@CITYOFPORTSMOUTH.COM)

Robert P. Sullivan, City Attorney
City of Portsmouth
1 Junkins Avenue
Portsmouth, NH 03801

Re: Development Agreement and Agreement to Lease (the "Agreement") made as of August 29, 2019 between the City of Portsmouth (the "City") and SoBow Square, LLC (the "Developer")

Dear Mr. Sullivan:

The position of the City Council Subcommittee conveyed in your letter of February 28, 2020 is unacceptable.

A framework of economic neutrality merely preserves for the Developer the benefits to which it is already entitled by the binding Agreement. It is not a proposal or concept requiring consideration or exploration. Whether particular changes achieve economic neutrality is a subject for the City Council to consider and explore by consultation with David Eaton, but the commitment to a framework of economic neutrality is the fundamental starting point of any path leading to resolution. By asking the City Council to commit that any modified development plan must be economically neutral, we are simply asking the City Council to acknowledge that the City is bound by the Agreement, and the Subcommittee's failure to do so is further evidence of a breach.

Unless the City Council promptly commits to a framework of economic neutrality to govern any changes to the existing agreed-upon development plan, there is nothing further to discuss.



Robert P. Sullivan, City Attorney
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Yours very truly,

/s/ Bruce E. Falby

Bruce E. Falby

cc. Robert D. Ciandella, Esq. (by email)