

TUXEDO RESERVE OWNER LLC

June 2, 2014

Carol A. Lomascolo
Superintendent of Schools
Tuxedo Union Free School District
Tuxedo, NY 10987

RE: Response to TUSFD's Proposal

Dear Carol,

In response to the communication from the School Board's attorney, Margo May, on May 16, 2014, Tuxedo Reserve Owner LLC ("TRO") ACCEPTS the proposal made by Tuxedo Union Free School District ("TUFSD") for an alternate means of satisfying TRO's obligations to TUFSD under the 2010 Special Permit. Specifically, we understand the terms to be:

- as a gift*
1. TRO to offer the designated 40-acre parcel to TUFSD on or before the first building permit is issued for the project.
 2. Cash contribution of \$1,250,000 (ONE MILLION TWO HUNDRED FIFTY THOUSAND DOLLARS) payable on or before the first building permit is issued for the project.
 3. Cash contribution of \$1,250,000 (ONE MILLION TWO HUNDRED FIFTY THOUSAND DOLLARS) payable on that date which is twelve months from the first payment above.

To confirm these are the terms to which TUFSD agrees, please cause an authorized representative of the School Board to countersign this letter agreement below so that our attorneys may draft the definitive documents accordingly.

Kind regards,



Andrew M. Dance

Cc: Dominic Cordisco Esq.

ACCEPTED BY:

TUXEDO UNION FREE SCHOOL DISTRICT



By: Diana Petrosky - Tuxedo BOE Vice President

Date: July 11, 2014