

utilizes a "draw down" construction loan facility and, to the extent the actual HS Loan Related Costs expended by School Board are greater than the Estimated HS Loan Related Costs paid by Owner, School Board shall notify Owner, and shall provide a detailed accounting of the actual HS Loan Related Costs expended and additional amount due, and Owner shall pay the difference to School Board within sixty (60) days of notification by School Board ("Additional HS Loan Related Payment"). In the event School Board utilizes a financing structure where all loan proceeds are advanced up front, there shall be no rebate to Owner if the Estimated HS Loan Related Costs are greater than the actual HS Loan Related Costs and no obligation of Owner to pay any additional amounts if the Estimated HS Loan Related Costs are less than the actual HS Loan Related Costs. School Board shall remit to Owner all interest earnings in the HS Escrow Account no later than November 1, 2009.

Notwithstanding the foregoing provisions to the contrary, Owner may give School Board notice within fourteen (14) days of School Board's approval of this Agreement, of its election to pay the HS COI plus \$5,052,044 in cash, being the total HS interest-related expenses, on the Owner's Funding Date.

- ii. School Board's Commitments. School Board is responsible for constructing the relief high school (a prototypical 2,776 student station school) on a site to be provided by the School Board outside of Village H. School Board is responsible for obtaining the tax exempt financing for the construction of the relief high school including using its best efforts to secure the lowest HS Loan Related Costs, including applicable interest rate and costs of issuance.

b. Village F's School Plan.

- i. General. On May 16, 2006, the School Board approved a capacity enhancement plan for Village F and certain miscellaneous developments proposed for outside of Village F (the "Village F School Plan"). The Village F School Plan involves 6,481 school capacity credits (collectively, the "Village F Credits") for 6,481 unvested, residential units (collectively, the "Total Village F Units"). The Resolution provides that the final list of parties electing to participate in the Village F School Plan shall be determined in connection with the completion and execution of CEA's involving the Village F Credits. The parties who elect to participate in the Village F School Plan shall be referred to herein as the "Village F Participants". The School Board shall establish ninety (90) days after School Board's approval of the form for the Village F CEA's as the deadline for identification of the Village F

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