

AGREEMENT

This agreement (the "Agreement") dated May 10, 1993, by and between Fallen Leaf Lake Associates, a California limited partnership ("FLLA"), and the Fallen Leaf Lake Community Services District ("CSD") is for the development and operation of the Fallen Leaf Lake Community Area.

RECITALS

A. FLLA is the record owner in fee simple of that certain real property located in the County of El Dorado, State of California, commonly known as the Fallen Leaf Lodge and described more fully in Exhibit A hereto (the "Lodge Property").

B. By the Real Property Transfer Agreement dated July 3, 1990 (the "Transfer Agreement"), between FLLA and the Trust for Public Lands, a non-profit California public benefit corporation ("TPL"), FLLA agreed on the terms set forth therein to convey to TPL for the benefit of the CSD or, at the direction of TPL, to convey directly to the CSD a portion of the Lodge Property known as the Community Acquisition and identified more fully in the Transfer Agreement, which is Exhibit A hereto.

C. The Transfer Agreement paragraph 5.1 provides that the CSD shall develop and FLLA and CSD shall agree on a site plan for that part of the Community Acquisition known as the Community Area and identified more fully in the Transfer Agreement. The site plan is to resolve the reasonable concerns of FLLA regarding the development and use of the Community Area.

D. The FLLA and the CSD intend hereby, as between themselves and their successors, to comply with, implement, and fulfill the requirements of Transfer Agreement paragraph 5.1.

NOW, THEREFORE, the FLLA and the CSD agree:

1. **Land Use Plan.** The plan attached hereto as Exhibit B depicts the site plan for the Community Area as adopted by the CSD and depicts the location of the old gas dock and the existing boat slip piers.

1.1. **Design.** The FLLA will have reasonable rights to approve the bulk, height, exterior materials, roof materials, and color of structures shown on the site plan to insure that they are compatible with the FLLA development. Roofs are to be non-shiny and in tones compatible with the range of materials that the FLLA will be using in its project.

1.2. **Fire Department Structure.** The FLLA will approve placement of a fire department storage facility at location "J" on the site plan or at another location within the Community Area that is mutually agreeable to both parties if and only if, after a good-faith effort by the CSD Board, it is determined that the facility cannot be located at a south-end location outside the Community Area, such as the site near the Church.