EAST FALLOWFIELD TOWNSHIP
CHESTER COUNTY, PENNSYLVANIA

AGREEMENT TO INSTALL STORMWATER INFILTRATOR #4

THIS AGREEMENT TO INSTALL STORMWATER INFILTRATOR #4, made this ___ day of _____, 2012, between **ROUSE CHAMBERLIN, LTD.**, a Pennsylvania limited partnership, as Receiver for the property described herein ("Receiver"), **LONGVIEW FIELDSTONE L.P.**, a Pennsylvania limited partnership, ("Developer") and the **TOWNSHIP OF EAST FALLOWFIELD**, a Township of the Second Class organized and existing under the laws of the Commonwealth of Pennsylvania (the "Township").

BACKGROUND

A. On May 24, 2006, DeLuca Enterprises, Inc. obtain final approval for the residential subdivision formerly known as Pelham Place and presently known as Fieldstone Village, and thereafter commenced construction of the development.

B. Thereafter, Rouse Chamberlin, Ltd., in its capacity as Receiver over the real property referred to as "Fieldstone Village" in Exhibit A to a certain Consent Order Appointing Receiver dated May 6, 2010 in the matter of *Wells Fargo Bank, N.A. v. DeLuca Enterprises, Inc.*, Civil Action No. 10-1711, in the United States District Court for the Eastern District of Pennsylvania, has succeeded to the interests of DeLuca Enterprises, Inc.

C. Pursuant to an agreement dated January 26, 2012, between Developer and Rouse Chamberlin, Ltd., in its capacity as Receiver, Developer intends to purchase Fieldstone Village, and in connection therewith, Developer has requested the Township to enter into a First Amendment to Subdivision and Land Development and First Amendment to Escrow Agreement, copies of which are attached hereto as Exhibit A and B, respectively.

D. In the Fall of 2011, the Township Engineer and the Chester County Conservation District ("CCCD") determined that stormwater infiltration system S-4 ("Infiltrator #4") which has not been installed, should be installed immediately, in coordination with the Township and the CCCD.

E. In consideration of the Township approving the First Amendment to Subdivision and Land Development Agreement and First Amendment to Escrow Agreement, Developer and Receiver have agreed to install stormwater Infiltrator #4 within Fieldstone Village in accordance with the approved plans.

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Incorporation of Recitals. The foregoing Background paragraphs A. through E. are incorporated herein by reference.

2. Installation of Infiltrator #4. Receiver shall install stormwater Infiltrator #4 in accordance with the approved plans. Receiver shall commence the work no later than May 1, 2012, and complete the work no later than May 30, 2012. The work shall be subject to the reasonable inspection and review by the Township Engineer and the CCCD. The final completion shall be subject to the review and approval by the Township Engineer.

3. Payment of Township Expenses. The Township may draw sums from the cash escrow established by DeLuca Enterprises, Inc. pursuant to the Escrow Agreement dated May 24, 2006 in order to pay amounts due to the Township's professional consultants for work performed for the inspection and review of the installation of Infiltrator #4. Receiver shall comply with such requests within twenty (20) business days of the Receiver's receipt thereof.

4. No Modification of the Existing Agreements. Except as set forth in paragraphs 2 and 3 above, nothing set forth herein shall be deemed to supersede, waive or modify any provision of the Subdivision and Land Development Agreement and the Escrow Agreement. The parties hereby ratify and reaffirm all the provisions of the Subdivision and Land Development Agreement and the Escrow Agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed by their respective duly authorized officers, each intending to be legally bound hereby.

LONGVIEW FIELDSTONE LP,
a Pennsylvania limited partnership

By: Longview Fieldstone GP, LLC,
its sole general partner

Witness:
_____

By: _____
William Andersen, President

BOARD OF SUPERVISORS OF
EAST FALLOWFIELD TOWNSHIP

_____
Chris Makely, Chairman

_____
Chris Amentas, Vice Chairman

_____
Joseph Pomorski, Member

_____
Edward Porter, Member

_____
Mark Toth, Member

[TOWNSHIP SEAL]

Attest: _____
Denise Miller
Township Secretary

ROUSE CHAMBERLIN, LTD.,
In its Capacity as Receiver

By: R/C Management Corp.,
It's sole General Partner

Attest:

_____
Secretary

By: _____
, President

EXHIBIT “A”

[Subdivision and Land Development Agreement]

EXHIBIT “B”

[Escrow Agreement]