

public participation process, planning, acquisition of any needed rights of way and construction of the New Infrastructure; and

WHEREAS, because of their common interests, DeIDOT and the Developer have come together to work jointly to plan and construct the New Infrastructure in accordance with this Agreement, and in consultation with the Land Use Department of New Castle County, in order to carry out the intent of the Bond Bill and Joint Agreement Statute:

UNDERTAKINGS OF THE PARTIES

NOW, THEREFORE, in light of the above recitals, and in an effort to most effectively implement the development of the New Infrastructure, and for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and adequacy of which are mutually acknowledged, the parties agree as follows, intending hereby to be legally bound:

1. DeIDOT Responsibilities.

As previously committed to New Castle County, DeIDOT shall commence construction for upgrades to the Boyd's Corner / Mount Pleasant intersections on or before April 19, 2005.

For those New Infrastructure projects for which DeIDOT will serve as the project coordinator, DeIDOT shall:

(i) prioritize and implement to the maximum extent possible all transportation infrastructure projects in Southern New Castle County listed on Exhibit A and Exhibit B and as needed to support the scheduled build out of the Village of Bayberry and the Bayberry Town Center as reflected on Exhibit C; and

(ii) assess Developer for its fair share contribution to such projects in the amounts which reflect the Developer's proportionate share in light of background traffic (existing and future) and in light of other planned developments in the area of influence.

For those New Infrastructure projects regarding which, as envisioned in the recently enacted Bond Bill and Joint Agreement Statute, Developer serves as the project coordinator, DeIDOT shall:

(i) expedite its review and approval processes;

(ii) participate in the creation and implementation of the public participation process and attend necessary meetings or hearings at the request of the Developer;

(iii) review the work of the design consultants on an expedited basis as requested;

(iv) expedite the acquisition of any New Right of Way needed from third