

**Tidewater, LLC
245 Commercial Street
Portland, ME 04101**

3/24/08

Response to Proposed Memorandum of Understanding prepared by Town of Falmouth.

- 1 Item 1 comment: The original Master Development District was created to allow for a variety of activities. Areas were defined as TV1-4 and TF1-3 for a specific reason. TF1 was dedicated to be conservation land which would be managed by a management plan that would allow for a number of uses. TF2 was designated specifically to allow for commercial activities to benefit the non profit charged with managing the conservation land.
- 2 Item 4 comment: Tidewater LLC will donate the fee interest of TV1 to TCF simultaneously as TCF receives a building permit. Tidewater LLC reconfirms its commitment to transfer TF2 to the TCF when an acceptable 5 year business plan has been submitted to Tidewater LLC.
- 3 Item 5 comment: Per our original documentation with the Town of Falmouth regarding the Master Development District we are already mandated to preserve the original house and barns.
- 4 Item 6 comment: The existing provisions of the Master Plan, The Management Plan, and the Conservation Easement specifically call out the design intent for any new or existing structures.
- 5 Item 7 comment: This paragraph should refer to TF1. Additionally TCF has submitted a mitigation plan.
- 6 Item 8 Comment: This item is covered in Item 4 comment.