



July 31, 2019

David Niemeyer
Village Manager
Village of Tinley Park
Tinley Park, IL

RE: Letter of Understanding regarding Tinley Park Mental Health Center and Howe Developmental Center (the "Property")

Dear Mr. Niemeyer:

This letter memorializes conversations between the State of Illinois ("State"), including its Department of Central Management Services ("CMS"), and representatives for the Village of Tinley Park (the "Village"), regarding the above referenced Property. The terms contained below are intended to memorialize past negotiations and serve as the basis for future good faith negotiations toward the sale of the Property to the Village for fair market value.

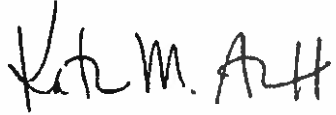
The Property is located at 7400- 7600 W. 183rd Street, Tinley Park, Illinois, and is owned by the State and managed by CMS. The State and the Village have been engaged in negotiations regarding the disposition of the Property to the Village. As part of those negotiations, the parties executed that certain Access and License Agreement ("Access Agreement") dated July 16, 2019 to allow the Village and its developer to conduct due diligence on the Property. Nothing in this letter shall alter the terms of that agreement.

The parties agree to continue to negotiate in good faith the terms and process required to sell the property to the Village. Open issues include the fair market value of the Property. The State makes no representation regarding board approvals and/or legislative actions required for the development of a "racino" on the Property. Each party agrees to bear its own expenses incurred in connection with any negotiations or potential transfer of the property.

The terms of this letter are non-binding. This letter does not constitute, and shall not be deemed to constitute, any legally binding or enforceable obligation on either party. No such obligation shall be created, except by the execution of an agreement containing such terms and conditions of the proposed transaction as agreed upon by the parties, and then only in accordance with the terms and conditions of such agreement.

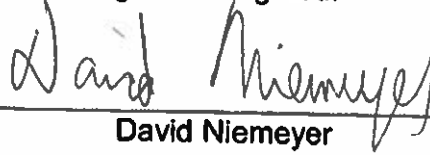
Please acknowledge your assent to this arrangement where noted below.

Sincerely,



Kathleen M. Abbott
Deputy General Counsel,
Bureau of Property Management

Acknowledged and Agreed:



David Niemeyer