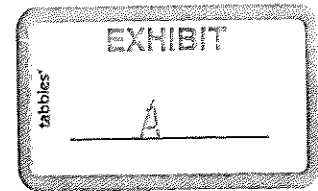




10-343

COUNTY OF SUMMIT, OHIO
Russell M. Pry, Executive



175 S. Main Street · Akron, Ohio 44308-1308 · 330.643.2510 · fax: 330.643.2507 · www.co.summit.oh.us

July 13, 2010

Bruce Lehrman, CEO
PO Box 1986
Cedar Rapids, IA 52406

Christopher Burnham
1 Cascade Plaza
18th Floor
Akron, Ohio 44308

Re: Transfer of 5.604 Acres of Land at Brown-Graves Lumber Site

Dear Bruce and Chris:

The purpose of this letter is to memorialize our discussions regarding the sale and purchase of 5.604 acres of land located at the former Brown-Graves Lumber site. Below is a summary of the transaction that the parties will pursue:

1. The County will sell to the Summit County Port Authority ("Port Authority") 5.604 acres of land, as depicted on the maps attached hereto as Exhibit A, for the price of \$167,000.00.
2. Upon purchase of the land identified in #1, above, Port Authority will sell the same to Involta for the purchase price of \$167,000.00.
3. Involta shall pay all closing costs related to the transactions contemplated above.
4. Involta shall pay for the costs to split the purchased property from the existing parcel.
5. Involta shall pay the Port Authority a fee of \$10,000.00, and shall pay the Port Authority's legal fees in an amount not to exceed \$3,000.00.
6. Port Authority and Involta will purchase the property in its "as-is" condition. County has obtained environmental review and a no further action order for a previous underground storage tank on the property. Upon execution of this letter,



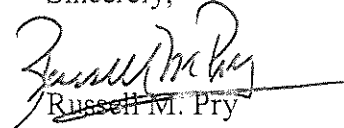
County will provide the same to Port Authority and Involta for review. Each party will acknowledge receipt of the same in the sales agreements and will release County from environmental liability. Involta will also release Port Authority from environmental liability.

7. Port Authority and Involta will have a 30-day due diligence period prior to the closing of the transaction, including investigation of any environmental issue.
8. Each sale and purchase will be set forth in a purchase agreement and each transaction contemplated in #1 and #2, above, will close concurrently within 30 days from the date of the execution of the agreements.
9. Upon execution of this letter, County will introduce legislation to the County Council for approval on or before July 26, 2010 to authorize the contemplated sale to the Port Authority. Port Authority will also introduce legislation to its Board for approval on or before July 19, 2010 of the purchase of the land from the County and subsequent sale to Involta. Involta will obtain approval from its Board no later than July 26, 2010 of the purchase of the land from the Port Authority.
10. This letter will not constitute an agreement until materialized by the parties in the sales agreements contemplated herein.

Please sign below indicating your party's desire to pursue this transaction according to the terms set forth above so that the parties may proceed with finalizing the transaction.

Thank you for your time and attention. We look forward to completing this transaction for the betterment of our community.

Sincerely,


 Russell M. Pry
 Summit County Executive

Bruce Lehrman, CEO
 Involta

Christopher Burnham
 Summit County Port Authority

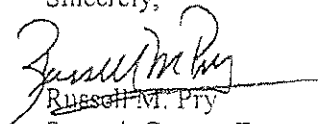
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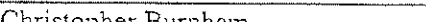
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 Summit County Executive


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 Involta


 Christopher Burnham
 Summit County Port Authority

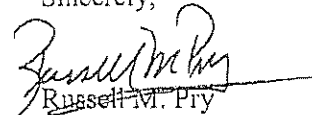
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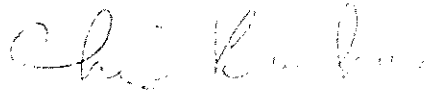
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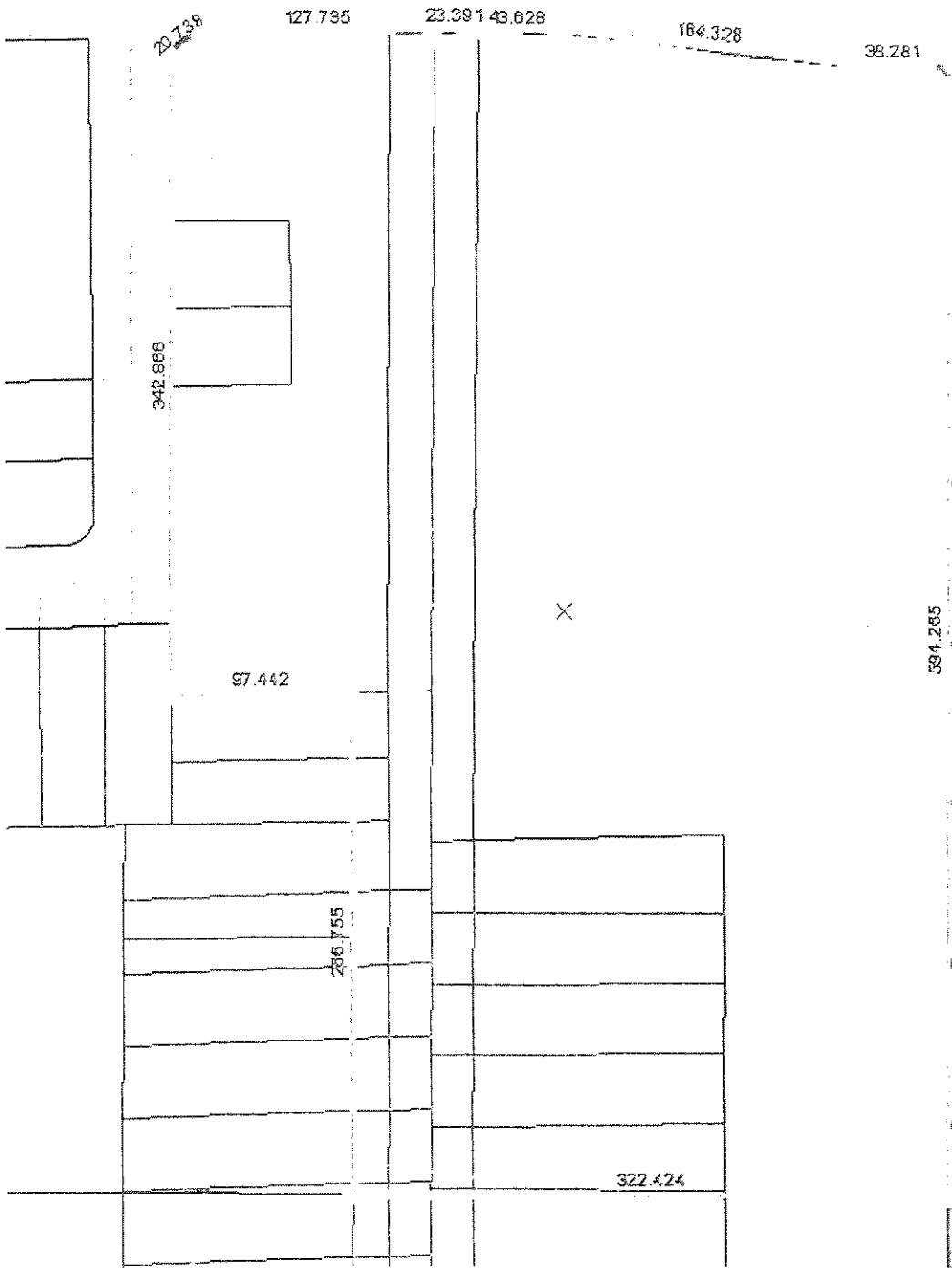

 Russell W. Fry
 Summit County Executive



Bruce Lehrman, CEO
 Involta

Christopher Burnham
 Summit County Port Authority

EXHIBIT A
SITE MAP OF PROPOSED SPLIT



10-343

SUBJECT AERIAL VIEW

