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April 13, 2010

**VIA OVERNIGHT DELIVERY**

John P. Winter, Executive Director  
Woodstock Land Conservancy  
P.O. Box 864  
Woodstock, NY 12498

**Re: Comeau Conservation Easement**

Dear Mr. Winter:

We represent the Town of Woodstock and write to address the concerns raised by the Woodstock Land Conservancy ("WLC") relating to matters concerning the implementation of the Conservation Easement governing the Comeau Property. These matters arise in connection with the cutting of certain trees on the Comeau Property and the Town not having given notice to the WLC prior to cutting those trees. This letter addresses both the notice requirement, ongoing communication between the Town and the WLC, as well as the underlying permissibility of the tree cutting itself. In addition, this letter responds to the letter of the WLC dated March 23, 2010.

The Town shares the WLC's commitment to timely and effective communication between the WLC, as Conservation Easement Grantee, and the Town, as Conservation Easement Grantor, regarding the ongoing administration of the Conservation Easement. Given the controversy associated with the Conservation Easement, there certainly is a need to establish and implement procedures for communications between the Town and the WLC. The Town Board is committed to developing a transparent and cooperative relationship with the WLC.

On behalf of the Town Board, we formally acknowledge what has already been stated publicly -- on more than one occasion by the Town Supervisor -- that the WLC was not given prior notice of the tree clearing on the Comeau Property. This letter also acknowledges what has been stated publicly by the Town Supervisor -- that in the future, the Town will make its best efforts to ensure that notice is given to the WLC in a timely fashion of those matters to which the WLC is entitled to notice under the Conservation Easement. The Town agrees that the communications protocol outlined in the WLC's January 6, 2010 letter presents a useful framework for addressing future decisions regarding the conservation easement. We will look forward to working with the WLC's Counsel and Executive Director to facilitate further discussions to implement a mutually agreeable protocol.

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Turning to the permissibility of the tree clearing itself, the tree cutting was for the purpose of expanding the existing parking area into Open Area Y. Such an expansion is expressly authorized in the Conservation Easement. Section 4.06(A)(ii) provides:

Additional parking areas to service Government Area A may be constructed at the existing parking area to the west of the access road north of Government Area A. That existing parking area may be expanded into the adjacent Open Area by not more than one additional acre.

In addition, section 4.06 (A)(iii) provides:

Grantor shall have the right to remove trees, shrubs, or other vegetation reasonably necessary to construct or replace such structures and improvements.

Finally, Section 3.06 further reiterates that cutting of trees is authorized:

...to permit the development of the structures, clearings and improvements permitted by this Easement . . . and to permit the construction and maintenance of permitted driveways, roads and trails on the Property.

Based on the foregoing passages from the Conservation Easement, we conclude that the tree cutting referenced by the WLC was authorized by and consistent with the terms of the Conservation Easement. Of course, the fact that the tree cutting was authorized by the Conservation Easement does not relieve the Town of its obligation to inform the WLC of that activity prior to it being undertaken. As stated above, the Town Board is committed to assuring that such communication occurs and prior notice is given as required by the Conservation Easement.

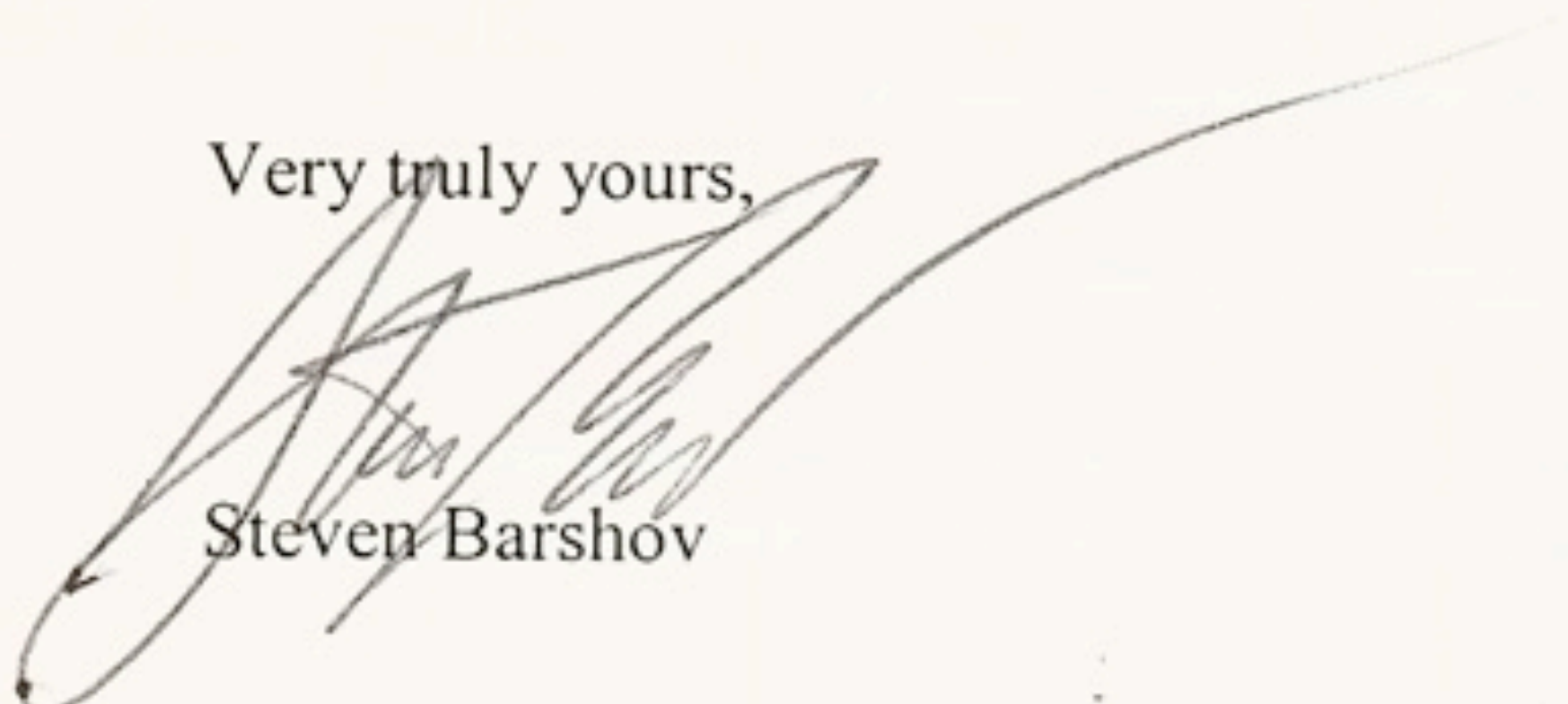
As you know, the Town Board has plans for the use of the Comeau Property that require review by the WLC. It is our understanding that the Town has provided plans and associated documentation concerning these plans and has requested that the WLC review these proposals pursuant to the Conservation Easement. Those submissions were made by the Town consistent with the WLC's and the Town Board's mutual desire to implement the necessary communication between the parties to the Conservation Easement. It is our hope that the issuance of this letter will resolve the tree cutting matter so that the WLC can proceed to review the Town's proposals and we can work cooperatively on any issues that may be presented. Please advise if that is not possible for any reason.

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The Town looks forward to a constructive relationship with the WLC and welcomes the WLC's input regarding the continued cultivation of such relationship. In that regard, it would be very helpful if the WLC would formally confirm via the news media and on its website that the tree cutting by the Town was not itself a violation of the Conservation Easement and that the only violation was the failure to provide advance notice to the WLC. Such a statement would be very useful in assuring that unfounded rumors or beliefs do not take hold and to help build a spirit of cooperation and trust associated with the implementation of the Conservation Easement. Such a statement would match the Town Supervisor's prior and this letter's current "mea culpa" regarding the failure to give prior notice of the tree cutting.

If you have any questions or concerns, please do not hesitate to contact me at the number listed above.

Very truly yours,



Steven Barshov

cc: Jeffrey P. Spiegel, Esq.  
Kevin D. Smith  
Jeff Moran  
Woodstock Town Board