



June 9, 2014

This Letter of Agreement (“LOA”) between Traditions Resort and Casino (“Traditions”) Traditions Resort and Conference Center, Johnson City, NY 13790 and Bright Horizons Family Solutions LLC 200 Talcott Avenue, Watertown, MA 02472 (“Bright Horizons”) is intended to operate as an interim agreement for Bright Horizons to provide information and consulting services to Traditions to assist Traditions in developing a proposal for the operation of a casino in the State of New York. Traditions is requesting that Bright Horizons provide detailed recommendations with respect to the development and operation of an on-site child care center at the proposed casino (the “Center”). In consideration of Traditions’ commitment that, in the event it is successful in its bid proposal, Bright Horizons shall be the child care service provider for such Center, Bright Horizons agrees to provide the following services and expertise at no additional consideration to Traditions:

- Determine the appropriate size and capacity of the Center;
- Compile proposed budgets for the capital, pre-opening and ongoing operational expenses of the Center;
- Formulate proposed tuition schedules based on market rates;
- Assist in editing Traditions’ bid proposal specific to its on-site childcare response.

Within thirty (30) days of Traditions’ selection as the successful bidder to operate the casino, Traditions agrees that it will enter into a definitive agreement with Bright Horizons for the development and operation of the Center, along with other mutually agreeable terms and conditions which will be negotiated in good faith and agreed between the parties. Bright Horizons’ subsequent development activities will include, but not be limited to, the following:

- Development of the Center’s curriculum and program of services;
- Consulting on the Center’s design, construction and furnishing;
- Providing guidance on the Center’s hours of operation;
- Advising on industry standard policies and procedures and licensing requirements; and
- Evaluating and compiling projections related to short-term and sustained demand for the Center’s services.


All materials prepared and information provided by either party in the course of the performance of this LOA shall be confidential and proprietary to the disclosing party. Each agrees not to disclose the other's confidential information to any third party without the other's express, written consent. The parties will protect all confidential information of the other in the same manner and with the same diligence as they protect their own, and each shall bear full responsibility for any wrongful disclosure to others by any of its employees or agents.

Bright Horizons' confidential and proprietary information includes all reports, studies, assumptions and formulas, demand assessments and tools, cost/benefit analyses and calculations, study findings, profit targets, projects and pricing methods. Bright Horizons shall retain full ownership interest in all data, analysis, reports and conclusions provided to Traditions during the project, which Traditions shall be obligated to hold in confidence and to which Bright Horizons will grant to Traditions the limited license to use solely for purposes of Traditions' bid proposal, as well as its internal purposes for circulation among those Traditions employees with a need to know for such purpose. Under no circumstances shall Traditions use the information developed by Bright Horizons for any other use than contemplated by this LOA.

We look forward to collaborating with Traditions on this exciting project.


Very truly yours,

Bright Horizons Family Solutions LLC

By: 
Name: Stephen Dreier
Title: Chief Administrative Officer

Acknowledged and agreed to this 9th day of June, 2014.

Traditions Resort and Casino

By: 
Name: William Walsh
Title: Managing Partner