

## AGREEMENT OF SALE AND PURCHASE

**THIS AGREEMENT OF SALE AND PURCHASE** (this “Agreement”) is made this 16th day of August, 2021 (the “Effective Date”) by and between CUDDY PARTNERS, LP, a Pennsylvania limited partnership (“Seller”) and TRADITIONS OF AMERICA, L.P., a Pennsylvania limited partnership, its successors and assigns (“Buyer”).

### RECITALS:

**WHEREAS**, Seller desires to sell and Buyer desires to purchase the Property described in Section 1 of this Agreement, on the terms and conditions hereinafter set forth.

**NOW THEREFORE**, in consideration of the mutual covenants, promises and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound hereby, do hereby incorporate the Recitals set forth above into this Agreement and further covenant and agree with each other as follows:

1. **PROPERTY**: Subject to the terms and conditions of this Agreement, Seller agrees to sell to Buyer, and Buyer agrees to purchase from Seller free and clear of any and all liens, liabilities, encumbrances, exceptions and claims, other than the Permitted Title Exceptions (as hereinafter defined) all of the following (collectively, the “Property”):

a. That certain parcel of land consisting of approximately four hundred and ninety (490.00+/-) acres with the improvements thereon located at 700 Millers Run Road in South Fayette Township, Allegheny County, Pennsylvania, being designated in the Allegheny County Department of Real Estate as Tax Parcel ID No. 402-R-2, as further described on Exhibit “A”, attached hereto and made a part hereof (the “Land”). The Property is zoned PED, Planning Economic Development. The Property will be conveyed pursuant to a Special Warranty Deed.

b. All of Seller’s interest in all rights, privileges, easements and appurtenances benefiting the Property and/or the “Improvements,” as defined below, including, without limitation, all right, title and interest of Seller, if any, in all other appurtenances used or connected with the beneficial use or enjoyment of the Property and/or the Improvements, including, without limitation, (i) all streets, roads, alleys, waterways and rights of way, public or private, open or proposed, buildings, improvements, and structures, any strips or gores between the Property and adjacent properties, (ii) covenants in favor of, easements, privileges, and hereditaments, whether or not of record, (iv) all access, air, water, riparian, development, utility and solar rights, and (v) all air rights, development rights, entitlements, and other similar rights and or real property acquired in connection with the development of the Land now owned or hereafter acquired by Seller after the date hereof; and

c. The site related improvements and landscaped areas including all plants, shrubbery and all other improvements located on the Land together with any and all utility equipment and lines, landscaping (excluding trees or timber), driveways, loading zones,

IN WITNESS WHEREOF, Seller and Buyer, by its duly authorized representatives, have hereunto set their hands and seals the date and year first above written.

WITNESS:

SELLER:  
CUDDY PARTNERS, LP, a Pennsylvania  
limited partnership

By: CUDDY ASSOCIATES, LLC, its  
General Partner

\_\_\_\_\_

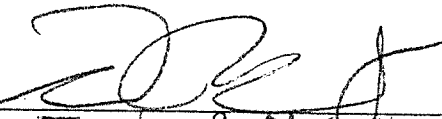
By: \_\_\_\_\_  
Name: John Alan Kosky  
Title: President

WITNESS:

BUYER:  
Traditions of America, LP, a Pennsylvania  
limited partnership

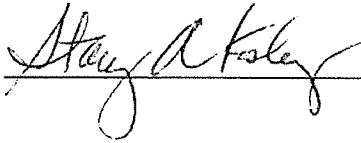
BY: TOA Investors, LLC, a Pennsylvania  
limited liability company, its general partner

Sarah A Rice  
\_\_\_\_\_

By:   
Name: Timothy R. McCarthy  
Title: Manager

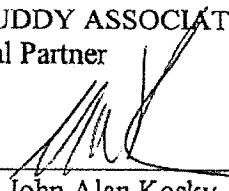
IN WITNESS WHEREOF, Seller and Buyer, by its duly authorized representatives, have hereunto set their hands and seals the date and year first above written.

WITNESS:

  
\_\_\_\_\_

SELLER:  
CUDDY PARTNERS, LP, a Pennsylvania  
limited partnership

By: CUDDY ASSOCIATES, LLC, its  
General Partner

By:   
\_\_\_\_\_  
Name: John Alan Kosky  
Title: President

WITNESS:

\_\_\_\_\_

BUYER:  
Traditions of America, LP, a Pennsylvania  
limited partnership

BY: TOA Investors, LLC, a Pennsylvania  
limited liability company, its general partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_