

April 2016

Board of Trustees
National Youth Science Foundation
P.O. Box 3387
Charleston, WV 25333-3387

Dear Trustees:

In the late 1980s several National Youth Science Camp (NYSCamp) alumni established an endowment fund with the goal of increasing donations to the NYSCamp by providing a vehicle for alumni who wished to make a one-time, large donation, rather than be contacted every year for money. Several alumni, including Frederick "Rick" Walker, David Hackleman, Alan Schaeffer, and Robert "Bob" Hempton seeded the fund with a donation of \$10,000 each. This fund was intended to be a permanent, non-spendable endowment with the interest gained each year going to the support of the NYSC. The name *Izzy and Annie Adler Endowment Fund for the National Youth Science Camp*, now commonly, and hereinafter, referred to as the *Adler Fund* was chosen.

The National Youth Science Foundation (NYSF), which has the goal of sustaining the operation of the NYSCamp, as a non-profit, tax-exempt entity, placed the Adler Fund under its aegis. The NYSF board of trustees chose Haywood McCallum, David Hackleman, and Rick Walker to be "Advisors" (originally designated as "Founders") of the Adler Fund. The NYSF has not withdrawn any of the earned interest but added it to the endowment for more rapid growth. The balance of the Adler Fund now stands at nearly \$500,000 with roughly \$350,000 achieved by donations and \$150,000 created by interest gained.

The Adler Fund Advisors recognize that the long-term viability of the NYSCamp depends on additional funding provided by the NYSF through income-producing programs (through donations or fees). The NYSF chose to establish a permanent facility for the NYSCamp, using that same facility for its other programs. A 111-acre site was acquired through the skill and tireless efforts of the NYSF Board of Trustees in 2006 and a master plan was published in 2009.

In June 2015, with the financial support of numerous NYSCamp alumni, the NYSF embraced a once-in-a-lifetime opportunity and challenge to accept title to, transform, and operate the former facilities of the Canaan Valley Institute (CVI) as the National Youth Science Center (NYSCenter), subject only to a reversionary interest of the National Oceanic and Atmospheric Administration (NOAA) that expires in 2039. This roughly 39-acre property is near to, but not adjoining, the woodland site purchase in 2006 and will serve as the hub of the NYSF's activities and will eventually become the permanent site of the NYSCamp once it is sufficiently developed.

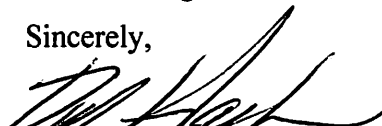
The Adler Fund Advisors acknowledge that the NOAA required that \$500,000 be placed in escrow as a condition of the stewardship arrangement (\$300,000 immediately, the remainder by 2018) and that this requirement placed a severe burden on the NYSF's operational flexibility. The Adler Fund Advisors have chosen to allow the Adler Fund to be designated as a major portion, and hopefully, by 2018, all of this escrow requirement.

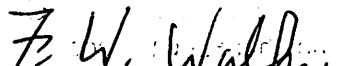
The Adler Fund Advisors of the NYSF Board of Trustees therefore agree and understand that:


- This agreement made by the Adler Fund Advisors of the NYSF shall be transparent to the NYSC Alumni Association (NYSCAA) and provided to its Officers and Board of Advisors.
- The federal reversionary interest that the NOAA holds, requires that \$500,000 of escrowed assets be reserved and portions expended, if needed, to maintain the NYSCenter under the terms of the NOAA/NYSF agreement. It would only be circumstances beyond the control of the NYSF, which would force the NYSF to fail to acquire, from their operating and other revenues, the necessary expenses to maintain the NYSCenter.
- Up to \$500,000 of the amount of the Adler Fund may be used to satisfy the escrow requirement of the NOAA until the federal reversionary interest expires in 2039.
- All interest gained by the Adler Fund shall be added to the assets of the Adler Fund until a \$500,000 threshold is reached. Once the assets of the Adler Fund exceed \$500,000, any and all of the net income (interest) of the Adler Fund during the preceding fiscal year may be withdrawn by the NYSF and used to support the operating expenses of the NYSCamp. We hope the Adler Fund can reach a \$500,000 total value as soon as possible.
- The Adler Fund Advisors shall choose their own replacements (vacancies created by retirement or death), and, up to 2039, that NYSF Board of Trustees thoughtfully consider that at least one seat on the NYSF Board of Trustees be filled by an Adler Fund Advisor.
- The terms described in this letter are an addendum to, and do not supersede all previous restrictions on the use of the Adler Fund.

The NYSF will budget, plan, and work diligently to minimize the chance that Adler Fund assets ever need to be withdrawn to pay for NYSCenter's operating expenses. They plan to construct, well ahead of every year, budgets that contain adequate funding for all expected maintenance, repair, and operating expenses of the NYSCenter, and shall share pertinent portions of these budgets with the Adler Fund Advisors.

Sincerely,


Dr. David Hackleman
Adler Fund Advisor


Dr. Frederick Walker
Adler Fund Advisor


Mr. Haywood McCallum
Adler Fund Advisor

Date: 17 April 2016

Date: 4-18-16

Date: 4/8/2016