

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

ORIGINAL

Irrevocable Offer of Dedication

This Irrevocable Offer of Dedication, dated for reference purposes December
1, 2009, is made by GGV Missouri Flat, LLC, a California limited liability company
("Landowner") the owner in fee of that certain real property located in El Dorado
County, California (the "County") commonly known as APN 051-250-46, CA, and more
particularly described in Exhibit "A" (the "Property"), attached hereto and incorporated
herein by this reference.

Recitals

Whereas, the County is in the process of completing environmental review of,
and designing and engineering, a new roadway to be known as the Diamond Springs
Parkway (the "Parkway") which will connect Missouri Flat Road to Highway 49; and

Whereas, the studied alternative alignments of Parkway, although not fully
designed, are anticipated to be constructed on an alignment which would require right
of way through or along the boundary of the Property; and

Whereas, the County is seeking certainty in the ability to acquire the necessary
right of way through the Property in accordance with the proposed plans and
Landowner is willing to provide such assurance for a defined period of fifteen years
through this irrevocable offer of dedication; and

Whereas, Landowner understands and agrees that it is in Landowner's best
interest that the Parkway be constructed providing Landowner with frontage on a
major County road and based on such consideration Landowner is willing to convey
the portion of the Property associated with this irrevocable offer of dedication to
County without charge.

This Irrevocable Offer of Dedication is given in conjunction with the Funding Agreement for Diamond Springs Parkway Design and Environmental Costs. Nothing by way of this dedication to County for purpose of construction of the Parkway herein shall be deemed to preclude the County from imposing conditions of approval inclusive of additional dedication necessary to mitigate impacts in conjunction with the future development of Landowner's Property.

Now therefore, in consideration of the foregoing facts, Landowner declares as follows:

1. I, GGV Missouri Flat, LLC, a California limited liability company, Landowner do hereby make this irrevocable offer of dedication to the County of El Dorado, a political subdivision of the State of California, of that property, in fee, more particularly described in the attached Exhibit "B" for a road and appurtenant easements and right of way inclusive of public utilities easements for all public purposes, and slope and maintenance easements, as depicted in Exhibit "B", attached hereto and incorporated by this reference. The area depicted in Exhibit "B" is not based on a final design of the Parkway and Landowner hereby acknowledges and agrees that the precise alignment determined by the County may change upon completion of the design and engineering of the Parkway, provided however, the final right of way area and all associated easements shall not be more than that depicted in Exhibit "B". At such time as the County accepts this irrevocable offer of dedication, the resolution of the County accepting the dedication will contain the final description of the right of way area, and any excess right-of-way not necessary for the Parkway shall be vacated back to Landowner in accordance with California Government Code section 7050.

2. During the term of the offer, County may accept the irrevocable offer of dedication made herein at such time as the County, after completion of all necessary environmental and engineering studies, and through action of its Board of Supervisors, has adopted the final alignment of the Parkway. In the event that County does not accept the irrevocable offer of dedication within fifteen years of the date this offer is recorded, then County shall vacate the offer in accordance with California Government Code section 7050.

3. Landowner makes no claim and waives any right to compensation for the conveyance of property as described in Exhibit "B".

4. Landowner shall cooperate with the County and will execute any subsequent agreements or documents that may be necessary to effectuate this irrevocable offer of dedication and its acceptance by County.

5. This irrevocable offer of dedication shall be recorded in the official records of El Dorado County and shall inure to the benefit of and be binding on the heirs,

successors, assigns, and personal representatives of Landowner in accordance with the terms of this Agreement.

Landowner:
GGV Missouri Flat, LLC,
a California limited liability company

Scott D. Wolcott
By: Granite Land Company
a California Corporation
It's Managing Member

By: Scott D. Wolcott
Scott D. Wolcott
President

Date: 12-1-09

ACKNOWLEDGEMENT

State of California)
County of El Dorado)
)

On 12 / 01, 2009, before me, Desiree Holberg ^{Notary Public}, personally appeared Scott D. Wolcott who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature [Handwritten Signature] (Seal)



EXHIBIT A

All that certain real property in the State of California, County of El Dorado, Unincorporated Area, and is described as follows:

Parcel A, as shown on that certain Parcel Map filed February 23, 1998 in the office of the County Recorder of said County in Book 46 of Parcel Maps, Page 95, and amended by Certificate of Correction recorded August 31, 1998, Document No. 1998-0049943-00.

APN: 051-250-46

EXHIBIT B

This Exhibit B and the attachments hereto consist of the following legal descriptions and depictions, individually identified below and as shown in the Exhibit B-1, B-2, B-3 and B-4 attached thereto, collectively represent the land rights which are being conveyed by the Landowner(s) to the County.

1. **Public Service Easement-** A public service easement, for any and all public purposes, over, under and across a portion of the subject property, as described in the Exhibit B-1 (a) and depicted on Exhibit B-1 (b), attached hereto.
2. **Slope and Drainage Easement-** A slope and drainage easement for slope construction and maintenance of drainage facilities together with any and all appurtenances appertaining thereto, to points five feet beyond top of cut slopes and toe of fill slopes, over, under, upon and across a portion of the subject property, as described in the Exhibit B-2 (a) and depicted on Exhibit B-2 (b), attached hereto.
3. **Slope and Drainage, and Traffic Signal Appurtenance Easement-** A slope and drainage easement for slope construction and maintenance of drainage facilities together with any and all appurtenances appertaining thereto, to points five feet beyond top of cut slopes and toe of fill slopes, over, under, upon and across a portion of the subject property, and a traffic signal appurtenance easement for the purpose of constructing, building, laying, patrolling, repairing, replacing, maintaining, and removing thereon certain appurtenances, including such repairs, replacements and removals as may from time to time be required, as described in the Exhibit B-3 (a) and depicted on Exhibit B-3 (b), attached hereto.
4. **Temporary Construction and Access Easement-** A temporary construction easement, including the right of the Grantee or its agents, employees and contractors, the right of ingress and egress as may be reasonably necessary for construction purposes, inclusive of such repairs, replacements, and removals as may from time to time be required as well as for other purposes incidental to the construction of the project, including any staging, stockpiling, and parking of construction vehicles or equipment, or any temporary roadways to serve as detours during construction of the primary roadways. This temporary construction easement shall not be revoked and shall not expire until the recordation of the Notice of Completion of the Project. Included within this temporary construction easement is the right of ingress and egress of Grantee, its agents, employees, and contractors for warranty repairs and the correction of defects in the work within the first year following completion of construction. This right during the one-year warranty period survives the expiration of the

temporary easement. The location of the temporary construction easement is as described in the Exhibit B-4 (a) and depicted on Exhibit B-4 (b), attached hereto.

Exhibit 'B-1 (a)'
Legal Description
Irrevocable Offer of Dedication
Public Service Easement

All that real property situate in the County of El Dorado, State of California and lying within the Southwest One-Quarter of Section 19, Township 10 North, Range 11 East, M.D.M., being a portion of Parcel 'A', as shown on that certain Parcel Map filed in the office of the County Recorder of El Dorado County in Book 46 of Parcel Maps, Page 95 and being more particularly described as follows:

Commencing at the Northwest corner of said Parcel 'A'; thence along the Northeasterly line of said Parcel 'A', South 30°56'46" East, 24.72 feet to the Point of Beginning; thence continuing along said Northeasterly line, South 30°56'46" East, 6.25 feet to a point hereinafter referred to as Point 'A'; thence leaving said Northeasterly line, North 84°02'49" West, 10.06 feet to a point on the Westerly line of said Parcel 'A'; thence along said Westerly line, North 13°04'20" West, 5.29 feet; thence leaving said Westerly line South 84°02'49" East, 8.03 feet to the Point of Beginning, containing 0.001 acres, more or less.

TOGETHER WITH:

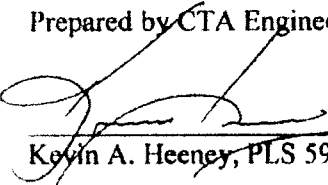
Commencing at the aforementioned Point 'A'; thence along the Northeasterly line of said Parcel 'A', South 30°56'46" East, 141.30 feet to the Point of Beginning; thence continuing along said Northeasterly line, South 30°56'46" East, 6.25 feet; thence leaving said Northeasterly line, North 84°02'49" West, 62.44 feet to a point on the Westerly line of said Parcel 'A'; thence along said Westerly line and the arc of a curve, concave to the West, having a radius of 594.91 feet, the chord of which bears North 06°28'42" West, 5.12 feet; thence leaving said Westerly line South 84°02'49" East, 59.79 feet to the Point of Beginning, containing 0.007 acres, more or less.

See Exhibit 'B-1 (b)' attached hereto and made a part of this description.

The Basis of Bearings for this description is grid North, California Coordinate System, Zone II, NAD 83 (Epoch 2004.69), based on GPS observations of NGS monuments "HPGN D CA 03 DM", "El Dorado" and "Airport". All distances are grid distances. Multiply grid distances by 1.000145 to obtain ground distances.

End of Description

Prepared by CTA Engineering & Surveying under the direct supervision of the undersigned.



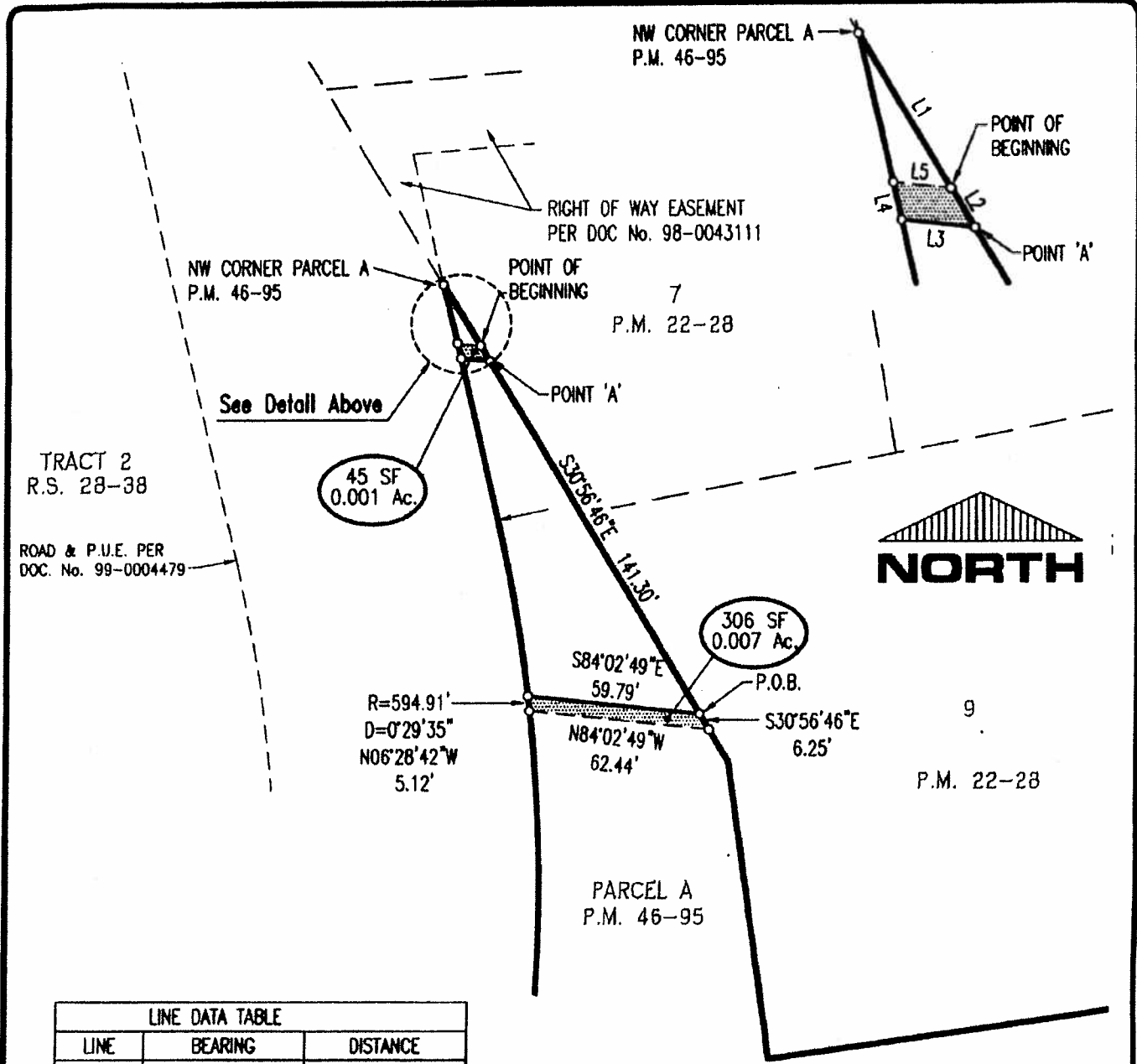
Kevin A. Heeney, PLS 5914

Dated: 11-23-09

A.P.N. 051-250-46



Page 1 of 1



LINE DATA TABLE		
LINE	BEARING	DISTANCE
L1	S30°56'46"E	24.72'
L2	S30°56'46"E	6.25'
L3	N84°02'49"W	10.06'
L4	N13°04'20"W	5.29'
L5	S84°02'49"E	8.03'

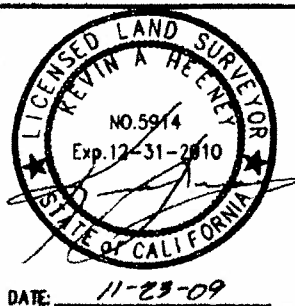


Exhibit 'B-1 (b)'

AFFECTED OWNER:
GGV Missouri Flat, LLC

A.P.N.: 051-250-46

cta Engineering & Surveying
Civil Engineering • Land Surveying • Land Planning
2220 Mosside Circle, Riverside, California, CA 92506
Tel: (951) 506-0000 • Fax: (951) 506-0001 • www.cta.com

DATE: 10/30/09	DRAWN BY: KAH	SHEET 1 OF 1
SCALE: 1"=50'	JOB NO. 09-001-001	
DIAMOND SPRINGS PARKWAY PROJECT		
Irrevocable Offer of Dedication Public Service Easement		
PORTION OF THE S.W. 1/4 OF SEC. 19, T10N, R11E, M.O.M.		
COUNTY OF EL DORADO		STATE OF CALIFORNIA

Exhibit 'B-2 (a)'
Legal Description
Irrevocable Offer of Dedication
Slope and Drainage Easement

All that real property situate in the County of El Dorado, State of California and lying within the Southwest One-Quarter of Section 19, Township 10 North, Range 11 East, M.D.M., being a portion of Parcel 'A', as shown on that certain Parcel Map filed in the office of the County Recorder of El Dorado County in Book 46 of Parcel Maps, Page 95 and being more particularly described as follows:

Beginning at the Northwest corner of said Parcel 'A'; thence along the Northeasterly line of said Parcel 'A', South 30°56'46" East, 24.72 feet to a point hereinafter referred to as Point 'A'; thence leaving said Northeasterly line, North 84°02'49" West, 8.03 feet to a point on the Westerly line of said Parcel 'A'; thence along said Westerly line, North 13°04'20" West, 20.91 feet to the Point of Beginning, containing 0.002 acres, more or less.

TOGETHER WITH:

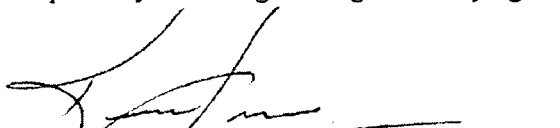
Commencing at the aforementioned Point 'A'; thence along the Northeasterly line of said Parcel 'A', South 30°56'46" East, 153.81 feet to the Point of Beginning; thence continuing along said Northeasterly line, South 30°56'46" East, 12.96 feet; thence South 08°08'28" East, 24.48 feet; thence leaving said Northeasterly line, North 82°52'14" West, 64.94 feet; thence South 51°05'13" West, 6.28 feet to a point on the Westerly line of said Parcel 'A'; thence along said Westerly line and the arc of a curve, concave to the West, having a radius of 594.91 feet, the chord of which bears North 04°24'35" West, 37.83 feet; thence leaving said Westerly line, South 84°02'49" East, 62.44 feet to the Point of Beginning, containing, 0.052 acres, more or less.

See Exhibit 'B-2 (b)' attached hereto and made a part of this description.

The Basis of Bearings for this description is grid North, California Coordinate System, Zone II, NAD 83 (Epoch 2004.69), based on GPS observations of NGS monuments "HPGN D CA 03 DM", "El Dorado" and "Airport". All distances are grid distances. Multiply grid distances by 1.000145 to obtain ground distances.

End of Description

Prepared by CTA Engineering & Surveying under the direct supervision of the undersigned.


Kevin A. Heeney, PLS 5914

Dated: 11-23-09

A.P.N. 051-250-46



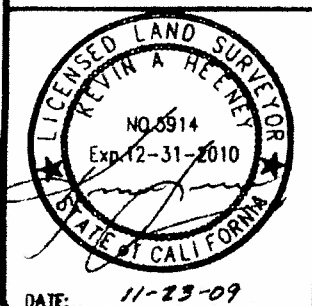
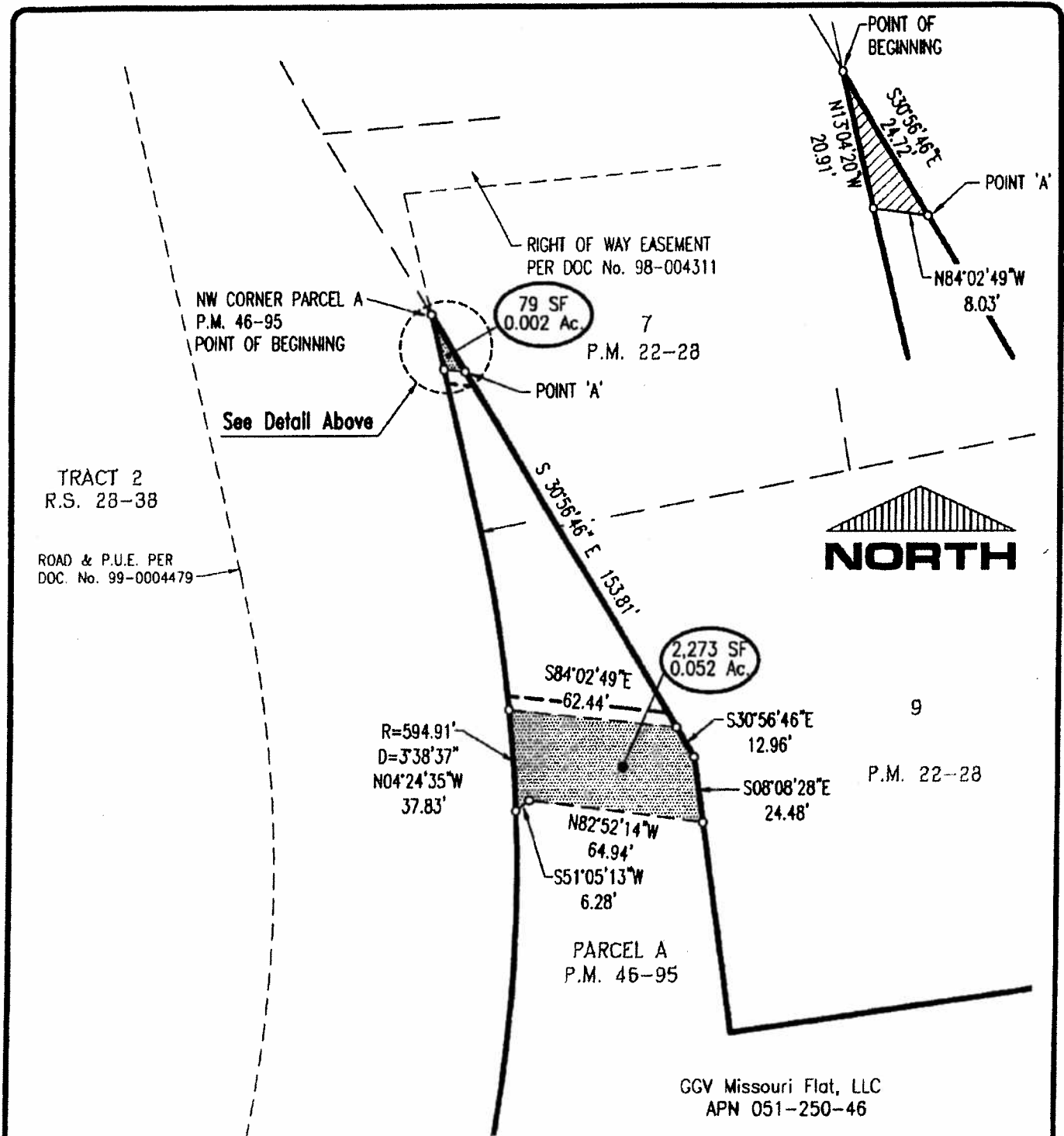


Exhibit 'B-2 (b)'	
AFFECTED OWNER:	GGV Missouri Flat, LLC
A.P.N.:	051-250-46
 cta Engineering & Surveying <small>Civil Engineering • Land Surveying • Land Planning 3030 Steiner Circle, Rossmore, California, CA 95748 (925) 484-0000 • (925) 484-0000 • www.cta.com</small>	

DATE: 10/30/09	DRAWN BY: KAH	SHEET 1 OF 1
SCALE: 1"=50'	JOB NO. 09-001-001	
DIAMOND SPRINGS PARKWAY PROJECT		
Irrevocable Offer of Dedication Slope and Drainage Easement		
PORTION OF THE S.W. 1/4 OF SEC. 19, T10N, R11E, M.D.M. COUNTY OF EL DORADO STATE OF CALIFORNIA		

Exhibit 'B-3 (a)'
Legal Description
Irrevocable Offer of Dedication
Slope and Drainage, and Traffic Signal Appurtenances Easement

All that real property situate in the County of El Dorado, State of California and lying within the Southwest One-Quarter of Section 19, Township 10 North, Range 11 East, M.D.M., being a portion of Parcel 'A', as shown on that certain Parcel Map filed in the office of the County Recorder of El Dorado County in Book 46 of Parcel Maps, Page 95 and being more particularly described as follows:


Commencing at the Northwest corner of said Parcel 'A'; thence along the Northeasterly line of said Parcel 'A', South 30°56'46" East, 172.28 feet; thence leaving said Northeasterly line, North 84°02'49" West, 17.93 feet to the Point of Beginning; thence South 11°41'45" West, 250.63 feet; thence North 78°18'15" West, 14.04 feet to a point on the Westerly line of said Parcel 'A'; thence along said Westerly line and the arc of a curve, concave to the West, having a radius of 594.91 feet, the chord of which bears North 05°18'17" East, 247.98 feet; thence leaving said Westerly line, South 84°02'49" East, 41.86 feet to the Point of Beginning, containing 0.110 acres, more or less.

See Exhibit 'B-3 (b)' attached hereto and made a part of this description.

The Basis of Bearings for this description is grid North, California Coordinate System, Zone II, NAD 83 (Epoch 2004.69), based on GPS observations of NGS monuments "HPGN D CA 03 DM", "El Dorado" and "Airport". All distances are grid distances. Multiply grid distances by 1.000145 to obtain ground distances.

End of Description

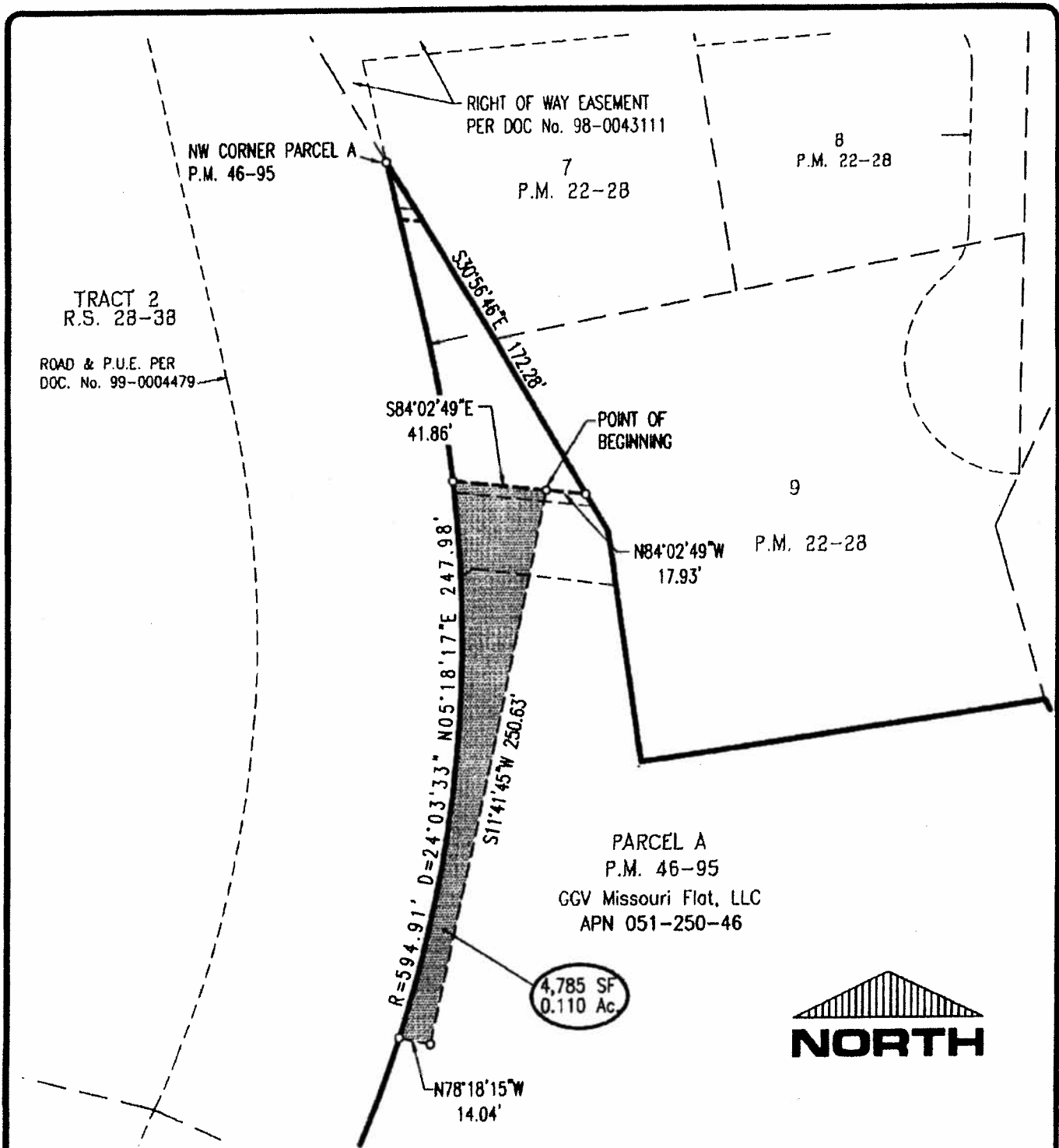
Prepared by CTA Engineering & Surveying under the direct supervision of the undersigned.



Kevin A. Heency, PLS 5914
Dated: 11-23-09



A.P.N. 051-250-46



LICENSED LAND SURVEYOR
 KEVIN A. HEENEY
 NO. 5914
 Exp. 12-31-2010
 STATE OF CALIFORNIA

DATE: 11-23-09

Exhibit 'B-3 (b)'

AFFECTED OWNER:
 GGV Missouri Flat, LLC

A.P.N.: 051-250-46

cta Engineering & Surveying
 Civil Engineering • Land Surveying • Land Planning
 2000 Lincoln Circle, Rancho Cordova, CA 95670
 707.924.2222 • 916.924.2222 • 916.924.2222

DATE: 11/02/09	DRAWN BY: KAH	SHEET 1 OF 1
SCALE: 1"=60'	JOB NO. 09-001-001	
DIAMOND SPRINGS PARKWAY PROJECT		
Irrevocable Offer of Dedication Slope, Drainage and Traffic Signal Apurtenance Easement		
PORTION OF THE S.W. 1/4 OF SEC. 19, T10N, R11E, M.D.M. COUNTY OF EL DORADO STATE OF CALIFORNIA		

Exhibit 'B-4 (a)'
Legal Description
Irrevocable Offer of Dedication
Temporary Construction and Access Easement

All that real property situate in the County of El Dorado, State of California and lying within the Southwest One-Quarter of Section 19, Township 10 North, Range 11 East, M.D.M., being a portion of Parcel 'A', as shown on that certain Parcel Map filed in the office of the County Recorder of El Dorado County in Book 46 of Parcel Maps, Page 95 and being more particularly described as follows:

Beginning at the Northeast corner of said Parcel 'A'; thence along the Northerly line of said Parcel 'A', South 81°41'04" West, 180.83 feet; thence North 08°08'28" West, 78.90 feet; thence leaving said Northerly line, North 82°52'14" West, 64.94 feet; thence South 51°05'13" West, 6.28 feet to a point on the Westerly line of said Parcel 'A'; thence along said Westerly line and the arc of a curve, concave to the West, having a radius of 594.91 feet, the chord of which bears South 10°53'46" West, 277.44 feet; thence along the arc of a curve to the left, having a radius of 704.90 feet, the chord of which bears South 17°07'20" West, 178.13 feet; thence leaving said Westerly line, South 53°05'19" East, 119.89 to an angle point in the Southeasterly line of said Parcel 'A'; thence along said Southeasterly line the following six (6) courses:

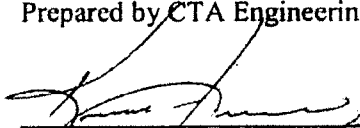
1. North 64°48'34" East, 109.90 feet; thence
2. North 18°46'32" West, 40.99 feet; thence
3. North 60°13'10" East, 215.64 feet; thence
4. North 83°28'24" East, 98.99 feet; thence
5. North 36°28'24" East, 34.99 feet; thence
6. North 28°42'56" West, 258.29 feet to the Point of Beginning, containing 3.082 acres, more or less.

See Exhibit 'B-4 (b)' attached hereto and made a part of this description.

The Basis of Bearings for this description is grid North, California Coordinate System, Zone II, NAD 83 (Epoch 2004.69), based on GPS observations of NGS monuments "HPGN D CA 03 DM", "El Dorado" and "Airport". All distances are grid distances. Multiply grid distances by 1.000145 to obtain ground distances.

End of Description

Prepared by CTA Engineering & Surveying under the direct supervision of the undersigned.

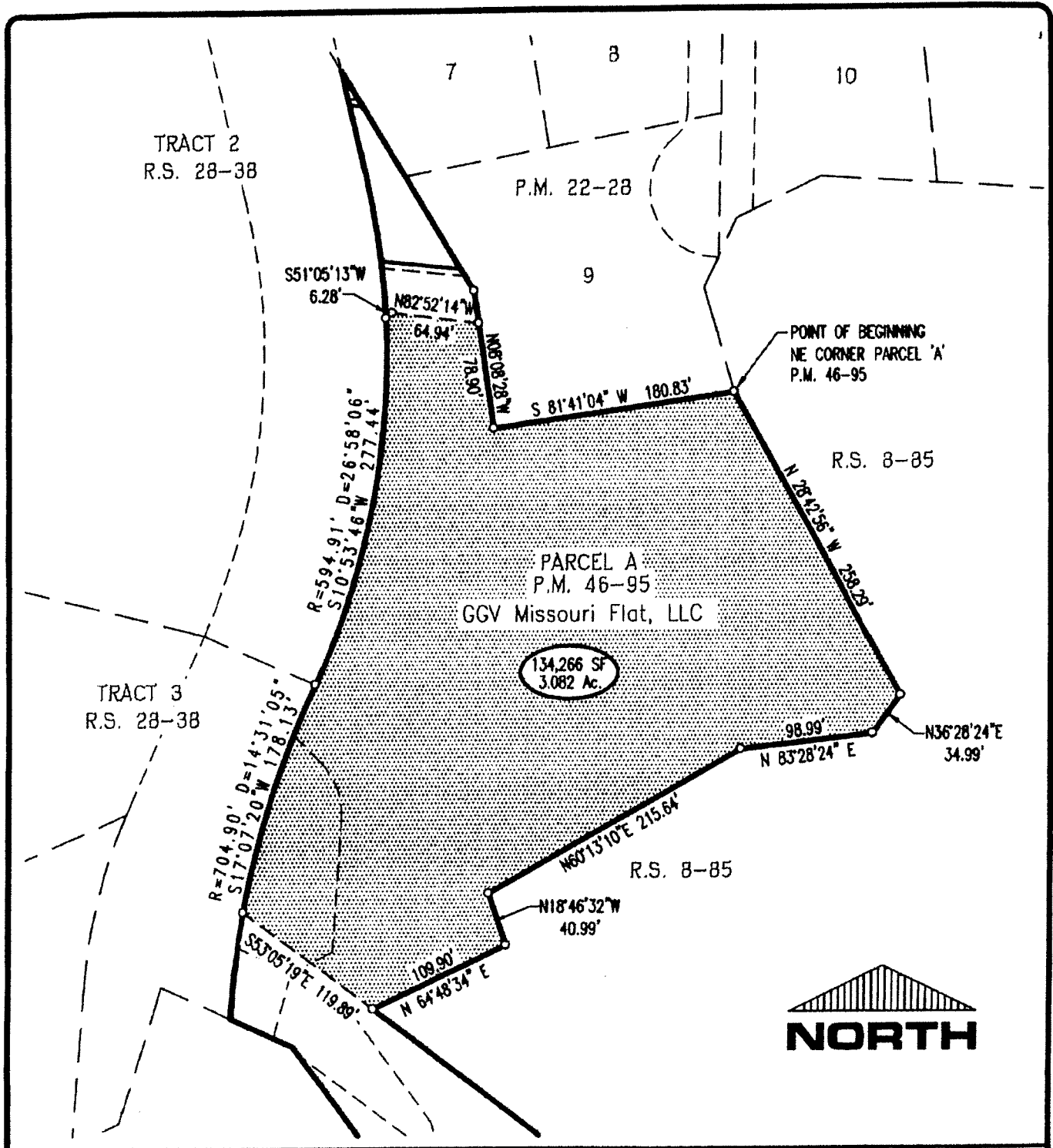


Kevin A. Heeney, PLS 5914

Dated: 11-23-09

A.P.N. 051-250-46





DATE: 11-23-09

Exhibit 'B-4 (b)'

AFFECTED OWNER:
GGV Missouri Flat, LLC

A.P.N.: 051-250-46

cta Engineering & Surveying
Civil Engineering • Land Surveying • Land Planning
2828 Lincoln Court, Rancho Cordova, CA 95670
T 916.452.0000 • F 916.452.0000 • www.cta.com

DATE: 10/30/09	DRAWN BY: KAH	SHEET 1 OF 1
SCALE: 1"=100'	JOB NO. 09-001-001	
DIAMOND SPRINGS PARKWAY PROJECT		
Irrevocable Offer of Dedication Temporary Construction and Access Easement		
PORTION OF THE S.W. 1/4 OF SEC. 19, T10N, R11E, M.D.M. COUNTY OF EL DORADO STATE OF CALIFORNIA		

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

County of El Dorado
Board of Supervisors
330 Fair Lane
Placerville, CA 95667

APN 051-250-46
For: Easements

Above section for Recorder's use

**CONSENT TO MAKING OF
IRREVOCABLE OFFER OF DEDICATION
(Government Code §7050)**

Pursuant to California Government Code section 7050, the County of El Dorado hereby consents to the making of the attached Irrevocable Offer of Dedication dated December 1, 2009 from **GGV Missouri Flat, LLC, a California limited liability company (Grantor)**, to the **County of El Dorado, a political subdivision of the State of California (Grantee)** and to the recordation thereof by its duly authorized officer.

Dated this _____ day of _____, 2010.

COUNTY OF EL DORADO

Date: _____

By: _____
Chairman of the Board
Board of Supervisors

ATTEST:

Suzanne Allen de Sanchez
Clerk of the Board of Supervisors

By: _____
Deputy Clerk