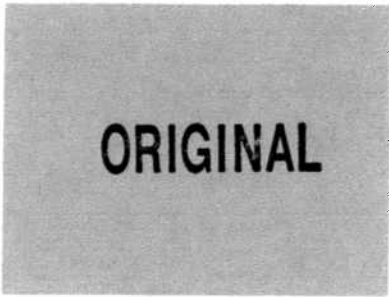


RECORDING REQUESTED BY  
AND WHEN RECORDED RETURN TO:



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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 *Desiree Holberg* (Seal)

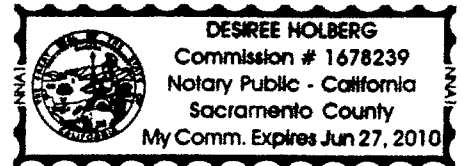


EXHIBIT A

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 and Exhibit B-2 attached thereto, collectively represent the land rights which are being conveyed by the Landowner(s) to the County.

1. Grant in Fee, and Public Utilities Easement

**Exhibit 'B-1'**  
**Legal Description**  
**Irrevocable Offer of Dedication**  
**Grant in Fee, and Public Utilities 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, 30.97 feet to the Point of Beginning; thence continuing along said Northeasterly line, South 30°56'46" East, 141.30 feet; thence leaving said Northeasterly line, North 84°02'49" West, 59.79 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, the chord of which bears North 09°53'54" West, 65.87 feet; thence North 13°04'20" West, 52.50 feet; thence leaving said Westerly line South 84°02'49" East, 10.06 feet to the Point of Beginning, containing 0.087 acres, more or less.

See Exhibit 'B-2' 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

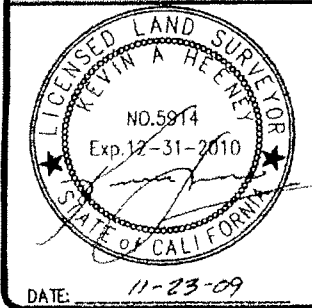
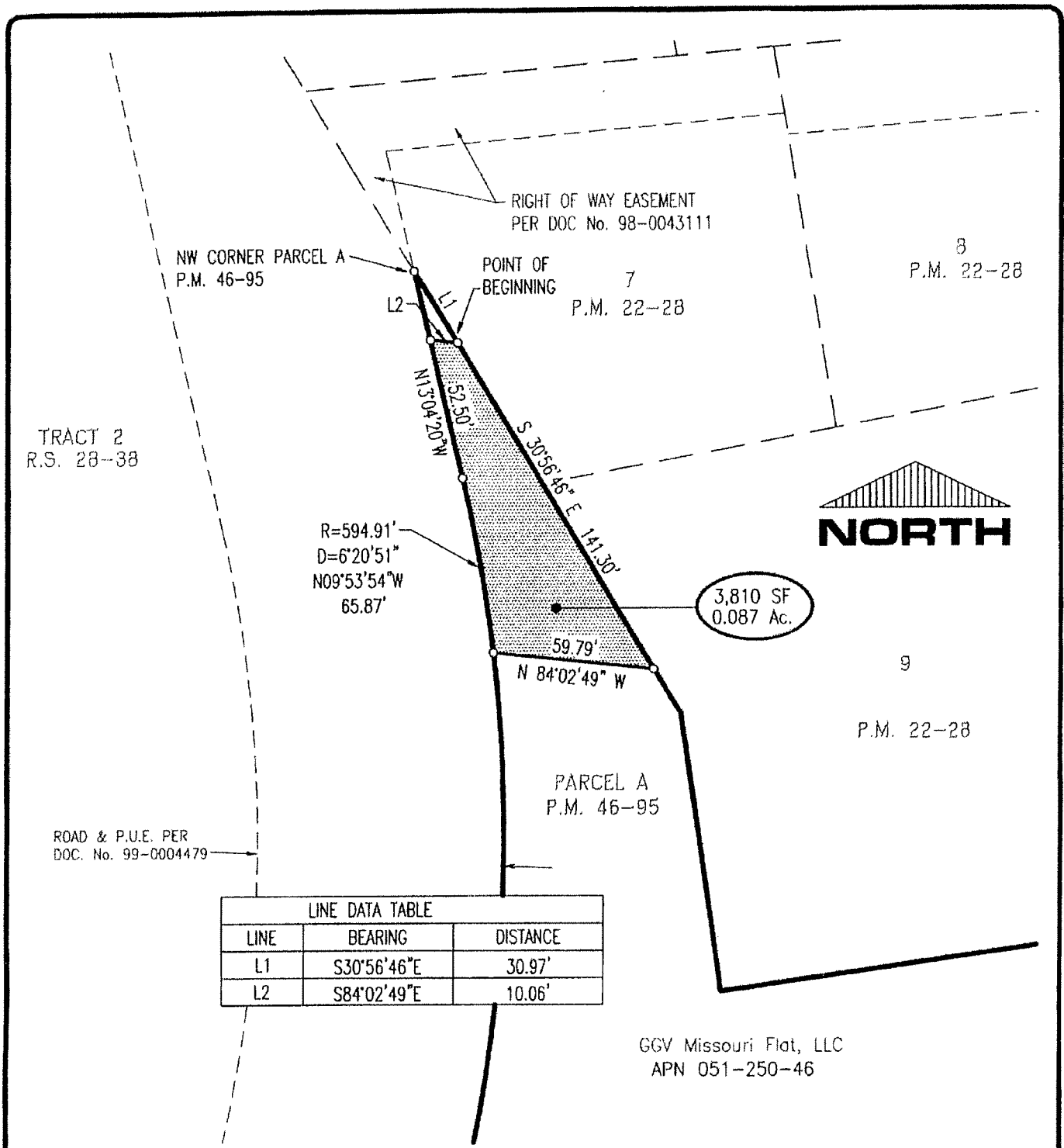


Exhibit 'B-2'

AFFECTED OWNER:  
GGV Missouri Flat, LLC

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

**cta** Engineering & Surveying  
CMI Engineering • Land Surveying • Land Planning  
3233 Monier Circle, Rancho Cordova, CA 95742  
T: (916) 438-9078 • F: (916) 438-9078 • www.cta.com

DATE: 10/29/09	DRAWN BY: KAH	SHEET 1 OF 1
SCALE: 1"=50'	JOB NO. 09-001-001	
<b>DIAMOND SPRINGS PARKWAY PROJECT</b>		
<b>Irrevocable Offer of Dedication Grant in Fee &amp; Public Utility Easement</b>		
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: Fee & PUE

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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