

# ORIGINAL

**AMENDMENT II**  
**TO AGREEMENT TO MAKE SUBDIVISION IMPROVEMENTS**  
**FOR CLASS 1 SUBDIVISION**  
**BETWEEN COUNTY AND SILVER SPRINGS, LLC**

**THIS AMENDMENT II** to that certain Agreement to Make Subdivision Improvements for Class I Subdivision Between County and Silver Springs LLC (hereinafter referred to as the "Agreement") concerning **Silver Springs Unit 1** made and entered into on September 26, 2006, by and between the **COUNTY OF EL DORADO**, a political subdivision of the State of California, (hereinafter referred to as "County"), and **SILVER SPRINGS, LLC**, a California limited liability company, duly qualified to conduct business in the State of California, whose principal place of business is 2999 Oak Road, Suite 40, Walnut Creek, California 94597 (hereinafter referred to as "Owner");

## **RECITALS**

**WHEREAS**, County and Owner entered into the Subdivision Improvement Agreement on September 26, 2006, and Amendment I to the Agreement on July 17, 2007, copies of which are incorporated herein and made by reference a part hereof ;

**WHEREAS**, Owner requested an extension of time to complete the improvements that are the subject of the Agreement and the Department of Transportation granted a one year extension to September 26, 2009, pursuant to its authority granted by Board of Supervisors Resolution 96-95 but did not thereafter process a written amendment to the Agreement;

**WHEREAS**, Owner has now requested a further extension of time to complete the improvements that are the subject of the Agreement to September 26, 2010 which may only be granted by the Board of Supervisors in accordance with Resolution 96-95;

**WHEREAS**, County desires to amend the Agreement to reflect changes in personnel for contract administration and receipt of notices;

**NOW, THEREFORE**, in consideration of the recitals, terms and conditions herein, the parties hereby agree as follows:

**Section 3 is amended to read as follows:**

3. Complete the Subdivision improvements contemplated under this Agreement on or before September 26, 2010.

**Section 27 is amended to read as follows:**

27. All notices to be given by the parties hereto shall be in writing and served by depositing same in the United States Post Office, postage prepaid and return receipt requested. Notices to County shall be in duplicate and addressed as follows:

County of El Dorado  
Department of Transportation  
2850 Fairlane Court  
Placerville, CA 95667  
Attn: Craig D. McKibbin,  
Deputy Director

County of El Dorado  
Department of Transportation  
2850 Fairlane Court  
Placerville, CA 95667  
Attn: Tim C. Prudhel,  
Contract Services Officer

or to such other location as the County directs.

Notices to Owner shall be addressed as follows:

Silver Springs LLC  
c/o the Cambay Group  
2999 Oak Road, Suite 400  
Walnut Creek, CA 94597


or to such other location as the Owner directs.

**Section 28 is amended to read as follows:**

28. The County officer or employee with responsibility for administering this Agreement is Craig D. McKibbin, Deputy Director, Transportation Planning & Land Development Division, Department of Transportation, or successor.

Except as herein amended, all other parts and sections of that certain Subdivision Improvement Agreement dated September 26, 2006, as thereafter amended shall remain unchanged and in full force and effect.

**Requesting Department Concurrence:**

By:   
James W. Ware, P.E.  
Director of Transportation

Dated: 3/4/10

**IN WITNESS WHEREOF**, the parties have executed this Amendment II to that certain Subdivision Improvement Agreement on the dates indicated below, the latest of which shall be deemed to be the effective date of this Amendment.

**--COUNTY OF EL DORADO--**

By: \_\_\_\_\_

Dated: \_\_\_\_\_

Board of Supervisors  
"County"

Attest:  
Suzanne Allen de Sanchez  
Clerk of the Board of Supervisors

By: \_\_\_\_\_  
Deputy Clerk

Dated: \_\_\_\_\_

**-- SILVER SPRINGS, LLC, --**  
**a California limited liability company**

By: Sorrento, Inc., a California corporation  
Its Managing Member

By:  \_\_\_\_\_  
William C. Scott  
Chief Financial Officer  
"Owner"

Dated: 3-10-10

**ACKNOWLEDGMENT**

State of California

County of Contra Costa

On March 10, 2010 before me, Lilibeth V. Abad, Notary Public  
(here insert name and title of the officer)

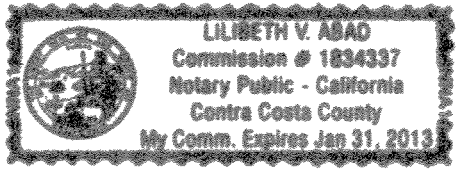
personally appeared William O. Scott

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 Lilibeth V. Abad



(Seal)

**RESOLUTION OF THE MEMBERS  
OF  
SILVER SPRINGS, LLC**

The undersigned, who are all of the members (“Members”) of Silver Springs, LLC, a California limited liability company (the “Company”), hereby approve the following resolutions.

**RESOLUTIONS**

The Company owns certain real property in the County of El Dorado, California (the “Project”). The Project is conditioned upon the Company constructing certain improvements to the Project. This resolution concerns approving the Company entering into that certain “Amendment II to Agreement to Make Subdivision Improvements for Class 1 Subdivision Between County and Silver Springs, LLC” (the “Amendment”). The Amendment will extend the time in which to complete the improvements that are subject to the underlying subdivision improvement agreement to September 26, 2010.

**RECITALS**

WHEREAS, all of the above shall be the “Transaction;” and

WHEREAS, it is to the benefit of the Company that the Company enter into the Transaction and enter into any and all agreements, documents, instruments and certificates necessary or advisable to effect the Transaction, including, without limitation, the Amendment (collectively, the “Documents”).

NOW THEREFORE BE IT RESOLVED, that the Members hereby authorize the Company to enter into the Transaction and authorize the Company to negotiate, execute and deliver any and all Documents, and undertake and perform any and all obligations thereunder, and any other obligations and responsibilities that are necessary or advisable to effect the Transaction.

BE IT FURTHER RESOLVED, that Sorrento, Inc., is authorized to sign the Amendment as Managing Member of the Company. William C. Scott, Jr., shall sign on behalf of Sorrento, Inc., in accordance with the separate resolution of Sorrento, Inc.

BE IT FURTHER RESOLVED, that the signatory set forth above is empowered to negotiate, execute, deliver and perform any and all Documents, each with such terms and conditions and containing such provisions as the signatory shall approve, in his sole discretion, such signatory’s execution of any Document being conclusive evidence of such approval.

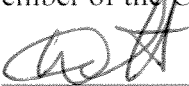
BE IT FURTHER RESOLVED, that all actions of the signatory heretofor or hereafter taken in connection with the Transaction, are ratified, approved and confirmed.

This Resolution of Members may be executed in counterparts, each of which shall be deemed an original, but all of which taken together constitute one and the same instrument.

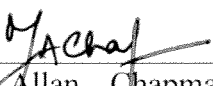
ACKNOWLEDGED, RATIFIED AND APPROVED:

Date: 3-10-10

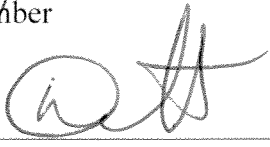
Sorrento, Inc.,  
a California corporation,  
as Member of the Company

By:   
Name: William C. Scott, Jr.  
Its: CEO.

Date: March 10 2010

  
F. Allan Chapman, an individual, as  
Member

Date: 3-10-10

  
William C. Scott, Jr., an individual, as  
Member

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF SORRENTO, INC.**

**WHEREAS**, it is deemed desirable and in the best interest of this corporation that the following actions be taken by the Directors of this corporation pursuant to this Unanimous Written Consent.

**NOW THEREFORE, BE IT RESOLVED** that, pursuant to applicable law, the undersigned, constituting all of the directors of Sorrento, Inc. (the "Corporation") hereby adopt the following resolutions:

**APPROVAL OF EXTENSION OF SILVER SPRINGS, LLC, SUBDIVISION  
IMPROVEMENT AGREEMENT NO. 06-1060 TO SEPTEMBER 26, 2010 (THE  
"EXTENSION")**

**WHEREAS**, the Corporation is the managing member of Silver Springs, LLC ("Silver Springs"). It is deemed to be advisable and in the best interest of the Corporation and its shareholders that the Corporation approve the Extension and execute the Extension on behalf of Silver Springs, as managing member.

**RESOLVED FURTHER**, that William C. Scott, Jr., as Chief Financial Officer, is authorized, empowered and directed on behalf of the Corporation to execute the Extension in substantially the form presented to the Corporation.


**RESOLVED FURTHER**, that, subject to the foregoing resolutions, William C. Scott, Jr., in his capacity as Chief Financial Officer of the Corporation is empowered to execute and deliver any and all documents related to the Extension.

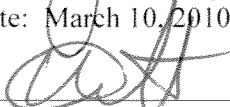
**RESOLVED FURTHER**, that all actions of the signatory heretofore taken in connection with the Extension are ratified, approved and confirmed.

**RESOLVED FURTHER**, that any and all actions heretofore or hereafter taken by the signatory within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation.

**RESOLVED FINALLY**, that the signatory set forth above is authorized and directed to execute and deliver any documents, and to take such other actions as such signatory may deem necessary, desirable or appropriate to carry out the purposes and intent, but within the limitations of the foregoing resolutions, such signatory's execution of any document being conclusive evidence of such approval.

ACKNOWLEDGED, RATIFIED AND APPROVED AS OF THE DATE LAST SET FORTH BELOW:

  
\_\_\_\_\_  
Name: F. Allan Chapman  
Date: March 10, 2010

  
\_\_\_\_\_  
Name: William C. Scott, Jr.  
Date: March 10, 2010