

**SECOND AMENDMENT  
TO AGREEMENT TO MAKE SUBDIVISION IMPROVEMENTS  
FOR CLASS 1 SUBDIVISION  
BETWEEN COUNTY, OWNER AND SUBDIVIDER**

**THIS SECOND AMENDMENT** to that certain Agreement to Make Subdivision Improvements for Class 1 Subdivision Between County, Owner and Subdivider (hereinafter referred to as the "Agreement"), made and entered by and between the **COUNTY OF EL DORADO**, a political subdivision of the State of California, (hereinafter referred to as "County"), and **LANDSOURCE HOLDING COMPANY, LLC**, a Delaware limited liability company, duly qualified to conduct business in the State of California, whose principal place of business is 25 Enterprise Drive, Suite 400, Aliso Viejo, California 92656, and whose local office address is 25124 Springfield Court, Suite 300, Valencia, California 91355 (hereinafter referred to as "Owner"); and **LENNAR COMMUNITIES, INC.**, a corporation duly qualified to conduct business in the State of California, whose principal place of business is 25 Enterprise Drive, #500, Aliso Viejo, California 92656, and whose local office address is 1420 Rocky Ridge Drive, Suite 320, Roseville, California 95661 (hereinafter referred to as "Subdivider"), concerning **WEST VALLEY VILLAGE, UNIT 4** (hereinafter referred to as "Subdivision"); the Final Map of which was filed with the El Dorado County Board of Supervisors on the 10<sup>th</sup> day of July, 2007;

**RECITALS**

**WHEREAS**, Landsource Holding Company, LLC transferred ownership of West Valley Village, Unit 4 to Meritage Homes of California, Inc., on December 18, 2012;

**WHEREAS**, County, Owner and Subdivider entered into that certain Subdivision Improvement Agreement on July 10, 2007, and entered into the First Amendment to the Agreement on January 29, 2013, in connection with the Subdivision, copies of Agreement and First Amendment are incorporated herein and made by reference a part hereof;

**WHEREAS**, on February 7, 2012, the Board of Supervisors directed the Department of Transportation to process an Amendment to the Agreement extending the time for completion of the subdivision improvements;

**WHEREAS**, on January 29, 2013, the Board of Supervisors approved First Amendment to Agreement 07-1458, to extend the time for completing subdivision improvements to February 7, 2013; to update the estimated costs of installing the improvements; to revise the bond amounts; and update County's notice recipients;

**WHEREAS**, Owner has not completed all of the improvements, but has requested an extension of time to complete the improvements subject to the terms and conditions contained herein, to February 7, 2014;

**WHEREAS**, Owner and County's notice recipients and County officer or employee with responsibility for administering this Agreement have changed;

**WHEREAS**, Lennar Communities, Inc. is the Subdivider of the property and has posted security to guarantee completion of the subdivision work;

NOW, THEREFORE, the parties hereto, in consideration of the recitals, terms and conditions herein, do hereby agree to amend the terms of the Agreement in this Second Amendment to read as follows:

**The Agreement is hereby amended such that all references to County’s “Department of Transportation” shall now read the “Transportation Division.”**

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

3. Complete the Subdivision improvements contemplated under this Agreement on or before February 7, 2014.

**Section 29 is hereby amended to read as follows:**

29. 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  
Community Development Agency  
Transportation Division  
2850 Fairlane Court  
Placerville, California 95667  
  
Attn.: Bard R. Lower  
Transportation Division Director

County of El Dorado  
Community Development Agency  
Transportation Division  
2850 Fairlane Court  
Placerville, California 95667  
  
Attn.: Gregory Hicks  
Senior Civil Engineer

or to such other location as County directs.

Notices to Owner shall be addressed as follows:

Meritage Homes of California, Inc.  
1671 Monte Vista Avenue, Suite 214  
Vacaville, California 95688  
  
Attn.: Barry Grant  
Division President

or to such other location as Owner directs.

Notices to Subdivider shall be addressed as follows:

Lennar Homes of California, Inc.  
1420 Rocky Ridge Drive, Suite 320  
Roseville, California 95661  
  
Attn.: Larry Gualco, Vice President

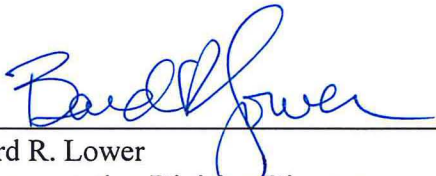
or to such other location as Subdivider directs.

**Section 30 shall be amended to read as follows:**

30. The County officer or employee with responsibility for administering this Agreement is Bard R. Lower, Transportation Division Director, Community Development Agency, or successor.


Except as herein amended, all other parts and sections of that certain Agreement dated July 10, 2007, as thereafter amended, shall remain unchanged and in full force and effect.

**Requesting Contract Administrator and Division Concurrence:**

By:   
Bard R. Lower  
Transportation Division Director  
Community Development Agency

Dated: 10/15/13

**Requesting Department Concurrence:**

By:   
Kimberly A. Kerr, Acting Director  
Community Development Agency

Dated: 10/15/13

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to the Agreement on the dates indicated below.

-- COUNTY OF EL DORADO --

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

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

Board of Supervisors  
"County"

Attest:

James S. Mitrison  
Clerk of the Board of Supervisors

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

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

Deputy Clerk

-- MERITAGE HOMES OF CALIFORNIA, INC. --

By: Barry Grant

Barry Grant  
Division President  
"Owner"

Dated: 8/20/13

*Notary Acknowledgments Attached*

**OWNER**

**ACKNOWLEDGMENT**

State of California

County of Solano

On Aug. 20, 2014 before me, Rebecca A. Goddard, Notary Public,  
(here insert name and title of the officer)

personally appeared Barry Grant

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.

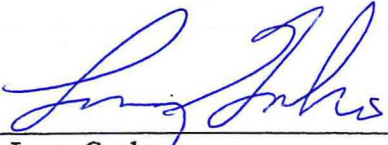
Signature [Handwritten Signature]



(Seal)

**--LENNAR COMMUNITIES, INC.--**  
A California Company

By: Lennar Homes of California, Inc.  
A California Company  
Its California Manager

By:   
Larry Gualco  
Vice President  
"Subdivider"

Dated: 9/23/13

**SUBDIVIDER**

**ACKNOWLEDGMENT**

State of California

County of Placer

On Sept 23, 2013 before me, Monique Reynolds, Notary Public  
(here insert name and title of the officer)

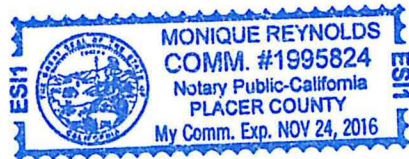
personally appeared Larry Gualco

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 Monique Reynolds



(Seal)

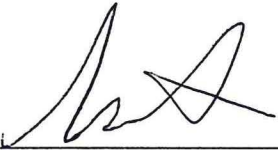
**SECRETARY'S CERTIFICATE**

**MERITAGE HOMES OF CALIFORNIA, INC.**

I, Hilla Sferruzza, do hereby certify that I am the duly appointed Senior Vice President – Chief Accounting Officer, Corporate Controller and Assistant Secretary of Meritage Homes of California, Inc., a California corporation (the “Company”).

I also do hereby certify that Barry Grant is the Division President of the Northern California Division of the Company, and is authorized by and on behalf of the Company, to execute documents necessary or appropriate relating to his position as the Company’s Division President, including, but not limited to, documents, contracts, and agreements for: (i) the sale of completed homes (attached and detached), including deeds, closing statements, escrow instructions, HUD statements and forms, and related closing documents and instructions; (ii) the acquisition of real property, including land acquisition contracts, purchase contracts, option contracts, and related ancillary documents (such as deeds, closing documents and instructions); (iii) land planning and development, such as easements, declarations of covenant, conditions and restrictions/condominium declarations, joint development agreements, development agreements; and (iv) general and other contracts and agreements with subcontractors, vendors, service providers, and other third parties in the ordinary course of business.

Dated: August 20, 2013


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

Name: Hilla Sferruzza  
Title: Senior Vice President –  
Chief Accounting Officer, Corporate  
Controller and Assistant Secretary

STATE OF ARIZONA        )  
  )  
  )        ss.  
COUNTY OF MARICOPA    )

The foregoing Certificate was subscribed and sworn to me this 20<sup>th</sup> day of August, 2013, by Hilla Sferruzza, Senior Vice President – Chief Accounting Officer, Corporate Controller and Assistant Secretary of Meritage Homes of California, a California corporation, on behalf thereof.



  
\_\_\_\_\_  
Notary Public



# LENNAR HOMES OF CALIFORNIA, INC.

## CERTIFIED RESOLUTION

SEPTEMBER 23, 2013

The undersigned, Mark Sustana, as the duly elected, qualified and acting Secretary of **Lennar Homes of California, Inc.**, a California corporation (the "Corporation"), hereby certifies that:

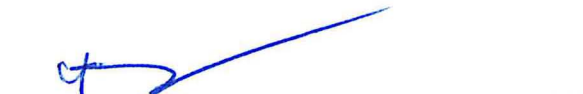
1. **LARRY GUALCO** is a duly elected, qualified and acting Vice President of the Corporation, serving continuously in such capacity since his election on March 1, 2002; and
2. All actions, transactions and deeds by **LARRY GUALCO** in his capacity as Vice President, in the name of or on behalf of the Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incumbency on behalf of the Corporation effective as of the date first written above.

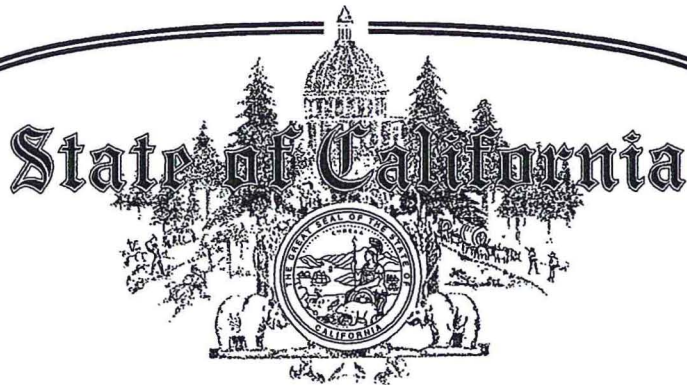
  
Mark Sustana, Secretary

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me this 23 day of September 2013, by Mark Sustana, as Secretary of Lennar Homes of California, Inc., a California, on behalf of the Corporation. He is personally known to me and did not take an oath.

  
NOTARY PUBLIC  
State of Florida





SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of  1  page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

MAR - 9 2004



*Kevin Shelley*  
Secretary of State

2111574

ARTICLES OF INCORPORATION

OF

JUN 17 1998

MERITAGE HOMES OF NORTHERN CALIFORNIA, INC.

FILED IN THE OFFICE OF THE SECRETARY OF STATE

FIRST: The name of this corporation is Meritage Homes of Northern California, Inc.

SECOND: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: The name in this State of this corporation's initial agent for service of process is CT Corporation System

FOURTH: This corporation is authorized to issue only one class of shares of stock, which shall be common stock, and the total number of shares that this corporation is authorized to issue shall be 1,000.

FIFTH: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

SIXTH: This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

Dated: June 16, 1998

  
David Hinnant, Incorporator

A0608499

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

MAR - 1 2004

**KEVIN SHELLEY**  
Secretary of State

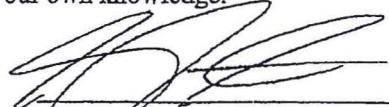
**CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION**

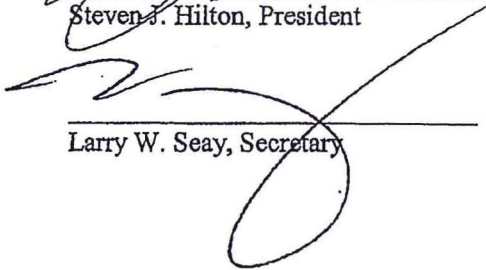
The undersigned certify that:

1. They are the president and the secretary, respectively, of Meritage Homes of Northern California, Inc., a California corporation.
2. Article First of the Articles of Incorporation of this corporation is amended in its entirety to read as follows:  
  
"FIRST: The name of the corporation is Meritage Homes of California, Inc."  
  
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: March 1, 2004

  
\_\_\_\_\_  
Steven J. Hilton, President

  
\_\_\_\_\_  
Larry W. Seay, Secretary