

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

THIS FIRST 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 1075 Creekside Ridge Drive, Suite 110, Roseville, California 95678-1936 (hereinafter referred to as "Subdivision"); the Final Map of which was filed with the El Dorado County Board of Supervisors on the 28th day of August, 2007;

RECITALS

WHEREAS, Landsource Holding Company, LLC transferred ownership of West Valley Village, Unit 1B to Lennar Homes of California, Inc. on June 29, 2012;

WHEREAS, the Agreement requires Owner and Subdivider to complete the subdivision improvements thereunder on or before August 28, 2009, and Owner and Subdivider have not completed all of the improvements but have requested an extension of time to complete the subdivision improvements;

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 for Board approval;

WHEREAS, the estimated costs of installing the improvements have changed, requiring amended cost exhibits and increased securities;

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

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

The Agreement is hereby amended such that all references to "Subdivider" shall now read "Owner".

Section 1 shall be amended to read as follows:

1. Make or cause to be made all those public improvements in Subdivision required by Section 16.16.010 of the El Dorado County Ordinance Code (hereinafter referred to as "Code") and shown or described in the improvement plans, specifications and cost estimates entitled IMPROVEMENT PLANS FOR WEST VALLEY VILLAGE UNIT 1B which were approved by the County Engineer, Department of Transportation, on March 6, 2006. Attached hereto are Amended Exhibit A, marked "Amended Schedule of Street Improvements;" Amended Exhibit B, marked "Amended Schedule of Drainage Improvements;" Amended Exhibit C, marked "Amended Schedule of Water Improvements;" Amended Exhibit D, marked "Amended Schedule of Recycled Water Improvements;" Amended Exhibit E, marked "Amended Schedule of Underground Power And Telephone Improvements;" and the certificate, marked "Amended Certificate of Partial Completion of Subdivision Improvements," all of which are incorporated herein and made by reference a part hereof. The Amended Exhibits and Certificate of Partial Completion describe quantities, units and costs associated with the improvements to be made.

Section 3 is hereby amended to read as follows:

3. Complete the Subdivision improvements contemplated under this Agreement on or before February 7, 2013.

Section 23 shall be amended to read as follows:

23. The estimated cost of installing all of the improvements is THREE MILLION FOUR HUNDRED FORTY-FOUR THOUSAND FIVE HUNDRED THIRTY-FIVE DOLLARS AND 84/100 (\$3,444,535.84). The revised cost estimates shall be in accordance with the certificate marked, "Amended Certificate of Partial Completion of Subdivision Improvements," incorporated herein and made by reference a part hereof.

Section 28 shall be amended to read as follows:

28. 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, California 95667

Attn.: Steve P. Kooyman, P.E. Acting Deputy Director, Engineering,

Transportation Planning & Land Development Division

County Of El Dorado Department Of Transportation 2850 Fairlane Court Placerville, California 95667

Attn.: Janel Gifford, P.E.

Office Engineer/Contract Services Unit

or to such other location as County directs.

Notices to Owner shall be addressed as follows:

Lennar Communities, Inc.
1075 Creekside Ridge Drive, Suite 110- 1420 Rocky Ridge Drive, Ste 320
Roseville, California 95678-1936 95661

Attn.: Larry Gualco, Vice President

or to such other location as Owner directs.

Section 29 shall be amended to read as follows:

29. The County officer or employee with responsibility for administering this Agreement is Steve P. Kooyman, P.E., Acting Deputy Director, Engineering, Transportation Planning & Land Development, Department of Transportation, or successor.

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

By: Land Deputy Director, Engineering Transportation Planning & Land Development Division Department of Transportation Requesting Department Concurrence: By: Land Land Development Division Department Of Transportation

Kimberly A. Kerr, Interim Director

Department of Transportation

IN WITNESS WHEREOF, the parties have executed this First Amendment to the Agreement on the dates indicated below, the latest of which shall be deemed to be the effective date of this First Amendment.

Ву:		Dated: 1 · 29 - (3
	Board of Supervisors "County"	
	aty JAMES S. Mitrisin Clerk of the Board of Supervisors	
By: <u>\</u>	Lathren Lylin Deputy Glerk	Dated:
	"OV	VNER"
		MUNITIES, INC. iia Company
1	Lennar Homes of California, Inc. A California Corporation Its California Manager	
By:	Larry Gualco Vice President	Dated:

First Amendment to Agreement to Make Subdivision Improvements for Class 1 Subdivision Between County, Owner and Subdivider West Valley Village, Unit 1B, TM 99-1359-1B AGMT 07-1493 Page 5 of 5

	DINOVILLEDOMEN	
State of California County ofPlacer	} ss.	
On December 6, 2012 b	efore me,N	Monique Reynolds,
Notary Public, personally appeared	Larry Gualco	
who proved to me on the basis name(s) is/age subscribed to the he/state/that executed the same his/her/their signatures(s) on the which the person(s) acted, executed	e within instrument in his/her/their autho instrument the persor	and acknowledged to me that rized capacity(ies), and that by
I certify under PENALTY OF PER- foregoing paragraph is true and co		of the State of California that the
WITNESS my hand and official sea	al.	
LMonique Reyno	PTIONAL INFORMATION	Motary Public-California PLACER COUNTY My Comm. Exp. NOV 24, 2016 (séal)
Date of Document		Thumbprint of Signer
Type or Title of Document	West Valley 1B Amend SIA Agreement	
Number of Pages in Document	Control of the second	
Document in a Foreign Language		
Type of Satisfactory Evidence: Personally Known with Paper Identification Credible Witness(es)	dentification	
Capacity of Signer: Trustee Power of Attorney CEO / CFO / COO President / Vice-President / Sec	cretary / Treasurer	Check here if no thumbprint or fingerprint is available
Other Information:		

	CKNOWLEDG	MENI
State of California County ofPlacer	} ss.	
On December 6, 2012	pefore me,	Monique Reynolds
Notary Public, personally appeare	ed Earl Keith	
name(s) is/age subscribed to the he/st/le/th/sy executed the same his/her/their signatures(s) on the which the person(s) acted, execut I certify under PENALTY OF PER	ne within instrum in his/her/their instrument the p ted the instrument SURY under the	evidence to be the person(X) whose nent and acknowledged to me that authorized capacity(i&s), and that be person(X), or the entity upon behalf of t.
foregoing paragraph is true and co	orrect.	
WITNESS my hand and official se	eal.	And the Control of the Control
Lmongue Rayno	POPTIONAL INFORMA	MONIQUE REYNOLDS COMM. #1995824 Notary Public-California PLACER COUNTY My Comm. Exp. NOV 24, 2016 (seal)
Date of Document		Thumbprint of Signer
Type or Title of Document	West Valley 1B SIA Agreement	Amendment to
Number of Pages in Document		
Document in a Foreign Language		
Type of Satisfactory Evidence: Personally Known with Paper I Paper Identification Credible Witness(es)	Identification	
Capacity of Signer: Trustee Power of Attorney CEO / CFO / COO President / Vice-President / Se	ecretary / Treasure	Check here if no thumbprint or fingerprint is available.
President / Vice-President / Se Other: Other Information:	ecretary / Treasure	

Amended Exhibit A

Amended Schedule of Street Improvements

Owner and Subdivider agree to improve all streets and roads for dedication upon the final map of the West Valley Village, Unit 1B Subdivision required by the El Dorado County Subdivision Ordinance in accordance with the plans and specifications thereof approved by the County Engineer, and as set forth in the following Amended Schedule of Street Improvements:

Item Description	Quantity	Units	I	Jnit Cost	Total Cost
3"AC/8"AB	81,063	sf	\$	4.80	\$ 389,102.40
Type 1 Rolled Curb and Gutter	5,638	lf	\$	30.50	\$ 171,959.00
Type 2 Vertical Curb and Gutter	93	lf	\$	30.50	\$ 2,836.50
Sidewalk Ramps	9	ea	\$	2,000.00	\$ 18,000.00
Street Signs	9	ea	\$	762.00	\$ 6,858.00
4"PCC Sidewalk	23,685	sf	\$	6.10	\$ 144,478.50

Amended Subtotal for Street Improvements \$ 733,234.40

Amended Exhibit B

Amended Schedule of Drainage Improvements

Owner and Subdivider agree to install the drainage improvements in the West Valley Village, Unit 1B Subdivision as required by the El Dorado County Subdivision Ordinance in accordance with the plans and specifications thereof approved by the County Engineer, and as set forth in the following Amended Schedule of Drainage Improvements:

Item Description	Quantity	Units	I	Init Cost	17	Total Cost
12" Storm Drain	58	lf	\$	50.80	\$	2,946.40
18" Storm Drain	920	lf	\$	55.90	\$	51,428.00
18" FES	1	lf	\$	600.00	\$	600.00
C.P. Model 4A D.I. w/reinforcement	4	ea	\$	2,760.00	\$	11,040.00
C.P. Model 4A D.I. w/48" Manhole Base	4	ea	\$	4,800.00	\$	19,200.00
Std. 48" Manhole w/eccentric cone	3	ea	\$	4,440.00	\$	13,320.00
Connect to (E) Drain Line	2	ea	\$	600.00	\$	1,200.00
T.V. Storm Drains	978	1f	\$	2.05	\$	2,004.90
RSP Backing No. 1	2	су	\$	120.00	\$	240.00
Erosion Control	73	Lot	\$	2,000.00	\$	146,000.00

Amended Subtotal for Drainage Improvements \$ 247,979.30

Amended Exhibit C

Amended Schedule of Water Improvements

Owner and Subdivider agree to install the water supply and distribution system in the West Valley Village, Unit 1B Subdivision as required by the El Dorado County Subdivision Ordinance in accordance with the plans and specifications thereof approved by the County Engineer, and as set forth in the following Amended Schedule of Water Improvements:

Item Description	Quantity	Units	-	Unit Cost	Total Cost
8" Line Incl. Fittings	2,185	lf	\$	48.00	\$ 104,880.00
8" Gate Valve	9	ea	\$	1,080.00	\$ 9,720.00
8"x6" Reducer	2	ea	\$	720.00	\$ 1,440.00
Fire Hydrant Assembly	6	ea	\$	3,000.00	\$ 18,000.00
1"ARV	2	ea	\$	1,440.00	\$ 2,880.00
Service	70	ea	\$	1,080.00	\$ 75,600.00
Connect to (E) Water Line	5	ea	\$	1,800.00	\$ 9,000.00

Amended Subtotal for Water Improvements \$ 221,520.00

Amended Exhibit D

Amended Schedule of Sewer Improvements

Owner and Subdivider agree to install the sewer collection and disposal system in the West Valley Village, Unit 1B Subdivision as required by the El Dorado County Subdivision Ordinance in accordance with the plans and specifications thereof approved by the County Engineer, and as set forth in the following Amended Schedule of Sewer Improvements:

Item Description	Quantity	Units	1	Jnit Cost	11"	Total Cost
6" Sewer Line	1,905	lf	\$	54.00	\$	102,870.00
Std. 48" SS Manhole	10	ea	\$	3,720.00	\$	37,200.00
Std. 48" SS Manhole w/lining	2	ea	\$	7,920.00	\$	15,840.00
Gravity Service	54	ea	\$	1,500.00	\$	81,000.00
Backwater Valves	39	ea	\$	840.00	\$	32,760.00
Connect to (E) Sewer Line	4	ea	\$	3,600.00	\$	14,400.00
TV Sewers	1,905	lf	\$	2.05	\$	3,905.25

Amended Subtotal for Sewer Improvements \$ 287,975.25

Amended Exhibit E

Amended Schedule of Recycled Water Improvements

Owner and Subdivider agree to install the recycled water supply and distribution system in the West Valley Village, Unit 1B Subdivision as required by the El Dorado County Subdivision Ordinance in accordance with the plans and specifications thereof approved by the County Engineer, and as set forth in the following Amended Schedule of Recycled Water Improvements:

Item Description	Quantity	Units	I	Init Cost	Total Cost
6" Line Incl. Fittings	2,765	lf	\$	42.00	\$ 116,130.00
6" Gate Valve	9	ea	\$	1,020.00	\$ 9,180.00
I" ARV	2	ea	\$	1,440.00	\$ 2,880.00
2" BOV	2	ea	\$	1,200.00	\$ 2,400.00
Service	70	ea	\$	1,080.00	\$ 75,600.00
Connect to (E) Recycled Water Line	5	ea	\$	1,800.00	\$ 9,000.00

Amended Subtotal for Recycled Water Improvements \$ 215,190.00

Amended Exhibit F

Amended Schedule of Underground Power and Telephone Improvements

Owner and Subdivider agree to install the utility improvements in the West Valley Village, Unit 1B Subdivision as required by the El Dorado County Subdivision Ordinance in accordance with the plans and specifications thereof approved by the County Engineer, and as set forth in the following Amended Schedule of Underground Power and Telephone Improvements:

Item Description	Item Description Quantity Units		1	Unit Cost		Total Cost
Mainline Trenching	73	Lot	\$	1,920.00	\$	140,160.00
Conduit and Boxes	73	Lot	\$	1,440.00	\$	105,120.00
Wiring and Transformers	73	Lot	\$	1,440.00	\$	105,120.00
Utility Services	73	Lot	\$	8,128.00	\$	593,344.00

Amended Subtotal for Underground Power and Telephone Improvements \$ 943,744.00

Amended Certificate of Partial Completion of Subdivision Improvements

I hereby certify that the following cost estimates have been revised to reflect the current economy and that improvements for West Valley Village, Unit 1B Subdivision, TM 99-1359-1B have been completed, to wit:

	Total Amount	Percent Complete	Remaining Amount
Street Improvements	\$ 733,234.40	0%	\$ 733,234.40
Drainage Improvements	\$ 247,979.30	47.10%	\$ 131,181.05
Water Improvements	\$ 221,520.00	0%	\$ 221,520.00
Sewer Improvements	\$ 287,975.25	0%	\$ 287,975.25
Recycled Water Improvements	\$ 215,190.00	0%	\$ 215,190.00
Underground Power & Telephone Improvements	\$ 943,744.00	0%	\$ 943,744.00
Bond Enforcement (2%)	\$ 52,992.86	0%	\$ 52,992.86
Construction Staking (4%)	\$ 105,985.72	0%	\$ 105,985.72
Construction Management (10%)	\$ 264,964.30	0%	\$ 264,964.30
Contingency (10%)	\$ 264,964.30	0%	\$ 264,964.30
Inspection (4%)	\$ 105,985.72	0%	\$ 105,985.72
Totals	\$ 3,444,535.84		\$ 3,327,737.58

I estimate the revised total cost of completing the improvements agreed to be performed by the Owner and Subdivider to be Three Million Four Hundred Forty-Four Thousand Five Hundred Thirty-Five Dollars and 84/100 (\$3,444,535.84)

I estimate the revised total cost of completing the remainder of the improvements agreed to be performed by the owner to be Three Million Three Hundred Twenty-Seven Thousand Seven Hundred Thirty-Seven Dollars and 58/100 (\$3,327,737.58) and the revised cost of the completed work to be One Hundred Sixteen Thousand Seven Hundred Ninety-Eight Dollars and 25/100 (\$116,798.25).

The revised amount of the Performance Bond is Three Million Three Hundred Thirty-Nine Thousand Four Hundred Seventeen Dollars and 41/100 (\$3,339,417.41), representing a reduction of 90% of the revised cost estimate for the work completed.

The revised amount of the Laborers and Materialmens Bond is One Million Seven Hundred Twenty-Two Thousand Two Hundred Sixty-Seven Dollars and 92/100 (\$1,722,267.92), which is 50% of the revised Total Cost of the Improvements.

DATED: 12/3/12

David P. Crosarial, RCE 34520 CTA Engineering & Surveying

3233 Monier Circle Rangho Cordova, CA 95742

ACCEPTED BY THE COUNTY OF EL DORADO

DATED: 1/1 | 13

Steve P. Kooyman, P.E.

Acting Deputy Director, Engineering

Transportation Planning & Land Development Division

First Amendment to Agreement to Make Subdivision Improvements for Class I Subdivision Between County, Owner and Subdivider West Valley Village Unit 1B, TM 99-1359-1B

AGMT 07-1493
Amended Certificate of Partial Completion

13-0197 C 14 of 18

RIDER

To be attached	and form	part of
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Bond Number dated

94-89-09 June 05, 2007

issued by the

National Union Fire Insurance Company of Pittsburgh, Pa.

(Surety)

in the amount of \$3,039,772.26 - Performance Bond;

\$1,519,886.13 - Laborers and Materialmens Bond

on behalf of (Principal)

Lennar Communities, Inc.

and in favor of

County of El Dorado, California

(Obligee)

Now therefore, it is agreed that in consideration of the premium charged, the referenced bond shall be amended as follows:

Bond amount amended as follows, respectively:

Performance Bond Laborers and Materialmens Bond

From: \$3,039,772.26 From: \$1,519,886.13 To: \$3,339,417.41 To: \$1,722,267.92

It is further understood and agreed that all other terms and conditions of this bond shall remain unchanged.

This Rider is to be Effective this 3rd day of December, 2012.

Signed, Sealed and Dated this 13th day of December, 2012.

Lennar Communities, Inc., a California corporation (Principal)	
By: Junes	Acknowledged and approved:
National Union Fire Insurance Company of Pittsburgh, Pa. (Surety)	County of El Dorado
By: Affersow in Foot	Ву:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of Califor	nia	
County of Orange		
On DEC 1 3 2012	before me,	Kathy R. Mair, Notary Public [Name of Notary Public and Title "Notary Public"]
personally appeared	Irene Lau	
Transport Contract of	[Nan	ne(s) of Signer(s)]
subscribed to the with in his/her/their author the person(s), or the continuous continuo	nin instrument and acknowled in instrument and acknowledge capacity(ies), and entity upon behalf of which the correct. ALTY OF PERJURY upon is true and correct. VR. MAIR # 1846186 c - California	vevidence to be the person(s) whose name(s) is/ar owledged to me that he/she/they executed the sam that by his/her/their signature(s) on the instrumer ich the person(s) acted, executed the instrument. Inder the laws of the State of California that the VITNESS my hand and official seal.
(Seal)		Signature of Notary Public PTIONAL prove Valuable to persons relying on the document and could preven
Description of Attac	fraudulent removal and reattac	hment of this form to another document.
Title or Type of Document		
Document Date:		Number of Pages:
Signer(s) Other Than Nam	ned Above:	
Capacity(ies) Claime	ed by Signer	
	4, 474 5 21	RIGHT THUMBPRINT OF SIGNER
Individual Corporate Officer – Partner – Limited Attorney-in-Fact Trustee Guardian or Conser		Top of thumb here

POWER OF ATTORNEY

American Home Assurance Company
National Union Fire Insurance Company of Pittsburgh, PA.

Principal Bond Office: 175 Water Street, New York, NY 10038

Power No. 30578

No. 05-B-34748

KNOW ALL MEN BY THESE PRESENTS:

That American Home Assurance Company, a New York corporation, and National Union Fire Insurance Company of Pittsburgh, PA, a Pennsylvania corporation, does each hereby appoint

--- Irene Lau, Kathy R. Mair, Mechelle Larkin: of Newport Beach, California---

its true and lawful Attorney(s)-in-Fact, with full authority to execute on its behalf bonds, undertakings, recognizances and other contracts of indemnity and writings obligatory in the nature thereof, issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, American Home Assurance Company and National Union Fire Insurance Company of Pittsburgh, PA, have each executed these presents



this 3rd day of December, 2012

Daniel Conway, Vice President

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

On this 3rd day of December, 2012 before me came the above named officer of American Home Assurance Company and National Union Fire Insurance Company of Pittsburgh, PA., to me personally known to be the individual and officer described herein, and acknowledged that he executed the foregoing insturment and affixed the seals of said corporations thereto by authority of his office.

Juliana & Hallenbeck

JULIANA HALLENBECK
Notary Public - State of New York
No. 01HA8125821
Qualified in Bron's County
Ny Commission Expires April 18, 2013

CERTIFICATE

Exerpts of Resolutions adopted by the Boards of Directors of American Home Assurance Company and National Union Fire Insurance Company of Pittsburgh, PA. on May 18, 1976:

"RESOLVED, that the Chairman of the Board, the President, or any Vice President be, and hereby is, authorized to appoint Attorneys in Fact to represent and act for and on behalf of the Company to execute bonds, undertakings, recognizances and other contracts of indemity and writings obligatory in the nature thereof, and to attach thereto the corporate seal of the Company, in the transaction of its surety business;

"RESOLVED, that the signatures and attestations of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Company when so affixed with respect to any bond, undertaking, recognizance and other contract of indemnity and writing obligatory in the nature thereof;

"RESOLVED, that any such Attorney-in-Fact delivering a secretarial certification that the foregoing resolutions still be in effect may insert in such certification the date thereof, said date to be not later than the date of delivery thereof by such Attorney-in-Fact."

I. Denis Butkovic, Secretary of American Home Assurance Company and of National Union Fire Insurance Company of Pittsburgh, PA do hereby certify that the foregoing exerpts of Resolutions adopted by the Boards of Directors of these corporations, and the Powers of Attorney issued pursuant thereto, are true and correct, and that both the Resolutions and the Powers of Attorney are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of each corporation

DEC 1 3 2012

this day of

Denis Butkovie, Secretary

65166 (4/96)



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State	of California			
Count	y of Placer	} ss.		
On _	December 19, 2012	before me,	Monique Reynolds	, Notary Public,
perso	nally appeared	Larry Gualco		
he/stx his/he which I certif forego	(s) is/axe subscribed to e/they executed the san r/their signatures(x) on the person(s) acted, exery under PENALTY OF Phing paragraph is true and	ne in his/h&r/th& he instrument th cuted the instrum ERJURY under to dicorrect.	ir authorized capacite person(s), or the ent.	ty(ies), and that b ntity upon behalf o
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