

ORIGINAL

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 "Subdivider"), concerning **WEST VALLEY VILLAGE, UNIT 5A** (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, 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 drainage improvement work and the Unit 5B plan items in-tract to 5A improvement work required under the Subdivision Grading Agreement were not completed and Owner and Subdivider have requested said work be completed with the subdivision improvements, amending **Exhibit F, Schedule of Erosion Control Improvements** and adding **Exhibit G, Schedule of Unit 5B Plan Items In-Tract to Unit 5A Improvements**;

WHEREAS, Owner requested a reduction to the Performance Bond because the water, recycled water, sewer, and erosion control improvements were thirty-five percent (35%) completed, thus, the Performance Bond was reduced on April 22, 2008. The costs of installing the improvements have changed, requiring amended cost exhibits and increased securities;

WHEREAS, the County's notice recipients and the 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:

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 **WEST VALLEY VILLAGE - UNIT 5A IMPROVEMENT PLANS** which were approved by the County Engineer, Department of Transportation, on August 7, 2006. Attached hereto are Amended Exhibit A, marked "Amended Schedule of Street Improvements;" Amended Exhibit B, marked "Amended Schedule of Water Improvements;" Amended Exhibit C, marked "Amended Schedule of Recycled Water Improvements;" Amended Exhibit D, marked "Amended Schedule of Sewer Improvements;" Amended Exhibit E, marked "Amended Schedule of Power and Telephone Improvements;" Amended Exhibit F, marked "Amended Schedule of Erosion Control / Drainage Improvements;" Exhibit G, marked "Schedule of Unit 5B Plan Items In-Tract to Unit 5A 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 Exhibit, Amended Exhibits and Amended 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 **FIVE MILLION NINE HUNDRED FORTY-SEVEN THOUSAND FIVE HUNDRED EIGHTY DOLLARS AND 21/100 (\$5,947,580.21)**. 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 29 shall be 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
Department Of Transportation
2850 Fairlane Court
Placerville, California 95667

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

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:

LandSource Holding Company, LLC
25124 Springfield Court, Suite 300
Valencia, California 91355

Attn.: Jeffrey Lawhon, Vice President

or to such other location as Owner directs.

Notices to Subdivider 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

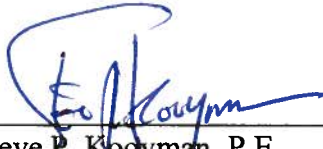
or to such other location as Subdivider directs.

Section 30 shall be amended to read as follows:

30. 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 Division, 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.

Contract Administrator Concurrence:

By: 
Steve P. Kooyman, P.E.
Acting Deputy Director, Engineering
Transportation Planning &
Land Development Division
Department of Transportation

Dated: 1/7/13


Requesting Department Concurrence:

By: 
Kimberly A. Kerr, Interim Director
Department of Transportation

Dated: 1/8/13


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.

-- COUNTY OF EL DORADO --

By: 
RON BRIGGS, Chair
Board of Supervisors
"County"

Dated: 1-29-13

Attest:
~~Terri Daly~~ JAMES S. MITRISIN
Acting Clerk of the Board of Supervisors

By: 
Deputy Clerk

Dated: 1-29-13

"OWNER"
LANDSOURCE HOLDING COMPANY, LLC
A Delaware Limited Liability Company

By: LandSource Holding Company, LLC
A Delaware Limited Liability Company

By: Newhall Land Development, LLC
A Delaware Limited Liability Company
its Sole Member

By: Newhall Holding Company, LLC
A Delaware Limited Liability Company,
its Manager

By: 
Jeffrey Lawhon
Vice President

Dated: 10/19/12

OWNER

ACKNOWLEDGMENT

State of California

County of Los Angeles

On December 10, 2012 before me, Mary Alexander, Notary Public,
(here insert name and title of the officer)

personally appeared Jeffrey R. Lawhon

personally known to me (or 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.

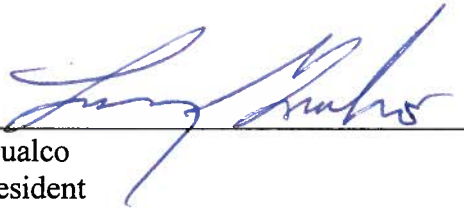
WITNESS my hand and official seal.

Signature Mary Alexander



**“SUBDIVIDER”
LENNAR COMMUNITIES, INC.
A California Company**

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

By: 
Larry Gualco
Vice President

Dated: 10/17/12

By: _____
Corporate Secretary

Dated: _____

"SUBDIVIDER"
LENNAR COMMUNITIES, INC.
A California Company

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

By: _____
Larry Gualco
Vice President

Dated: _____

By: Carol Keith

Dated: 12/19/12

~~Corporate Secretary~~
VP/Division Controller

SUBDIVIDER

ACKNOWLEDGMENT

State of California

County of Placer

On 12/7/12 before me, Monique Reynolds, Notary Public
(here insert name and title of the officer)

personally appeared Larry Gualco

~~personally known to me~~ (or 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.

WITNESS my hand and official seal.

Signature Monique Reynolds



(Seal)

SUBDIVIDER

ACKNOWLEDGMENT

State of California

County of Placer

On 12/19/12 before me, Monique Reynolds, Notary Public
(here insert name and title of the officer)

personally appeared Earl Keith

~~personally known to me~~ (or 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.

WITNESS my hand and official seal.

Signature Monique Reynolds



(Seal)

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 5A** 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	Unit	Unit Cost	Total Cost
Mobilization	1	LS	\$ 12,000.00	\$ 12,000.00
3"AC / 8"AB	161,700	SF	\$ 4.80	\$ 776,160.00
Rolled Curb and Gutter	3,170	LF	\$ 30.50	\$ 96,685.00
Vertical Curb and Gutter	3,680	LF	\$ 30.50	\$ 112,240.00
Median / Barrier Curb	620	LF	\$ 15.25	\$ 9,455.00
Concrete Sidewalk (4")	19,000	SF	\$ 4.80	\$ 91,200.00
Handicap Ramp	17	EA	\$ 2,000.00	\$ 34,000.00
Stop Bar and "STOP" Sign	10	EA	\$ 900.00	\$ 9,000.00
Street Sign	10	EA	\$ 480.00	\$ 4,800.00

Amended Subtotal for Street Improvements: \$ 1,145,540.00

Amended Exhibit B

Amended Schedule of Water Improvements

Owner and Subdivider agree to install the water supply and distribution system in the **West Valley Village, Unit 5A** 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 Water Improvements:

Item Description	Quantity	Unit	Unit Cost	Total Cost
6" PVC C-900 (CL 150)	147	LF	\$ 42.00	\$ 6,174.00
8" PVC C-900 (CL 150)	3,800	LF	\$ 48.00	\$ 182,400.00
12" PVC C-900 (CL 150)	1,810	LF	\$ 60.00	\$ 108,600.00
8" Gate Valve	10	EA	\$ 960.00	\$ 9,600.00
12" Gate Valve	6	EA	\$ 1,200.00	\$ 7,200.00
1" Air Release Valve	2	EA	\$ 1,140.00	\$ 2,280.00
Fire Hydrant & Appurtenances	14	EA	\$ 3,000.00	\$ 42,000.00
Water Services (1")	90	EA	\$ 600.00	\$ 54,000.00
Backflow Preventor	62	EA	\$ 1,000.00	\$ 62,000.00
Connect to existing waterline	8	EA	\$ 2,400.00	\$ 19,200.00
Amended Subtotal for Water Improvements:				\$ 493,454.00

Amended Exhibit C

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 5A** 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 Recycled Water Improvements:

Item Description	Quantity	Unit	Unit Cost	Total Cost
2" PVC, C-900, CL 150	425	LF	\$ 30.00	\$ 12,750.00
6" PVC, C-900, CL 150	3,675	LF	\$ 42.00	\$ 154,350.00
12" PVC, C-900, CL 150	2,145	LF	\$ 60.00	\$ 128,700.00
6" Gate Valve	11	EA	\$ 840.00	\$ 9,240.00
12" Gate Valve	7	EA	\$ 1,200.00	\$ 8,400.00
2" Blow Off	2	EA	\$ 840.00	\$ 1,680.00
1" Air Release Valve	1	EA	\$ 1,140.00	\$ 1,140.00
Services (1")	90	EA	\$ 600.00	\$ 54,000.00
Connect to Existing Waterline	8	EA	\$ 2,400.00	\$ 19,200.00

Amended Subtotal for Recycled Water Improvements: \$ 389,460.00

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 5A** 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 Sewer Improvements:

Item Description	Quantity	Unit	Unit Cost	Total Cost
6" PVC, SDR-35	5,578	LF	\$ 48.00	\$ 267,744.00
Manhole (48")	12	EA	\$ 3,600.00	\$ 43,200.00
Manhole Lining	3	EA	\$ 1,800.00	\$ 5,400.00
Sewer Service (4")	62	EA	\$ 600.00	\$ 37,200.00
6" Sewer Clean Out	2	EA	\$ 420.00	\$ 840.00
Connect to Existing Sewerline	6	EA	\$ 1,800.00	\$ 10,800.00
TV Sewer Line	6,500	LF	\$ 2.00	\$ 13,000.00
Amended Subtotal for Sewer Improvements:				\$ 378,184.00

Amended Exhibit E

Amended Schedule of Power and Telephone Improvements

Owner and Subdivider agree to install the utility improvements in the **West Valley Village, Unit 5A** 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 Schedule of Power and Telephone Improvements:

Item Description	Quantity	Unit	Unit Cost	Total Cost
Mainline Trenching	104	Lot	\$ 1,920.00	\$ 199,680.00
Conduit and Boxes	104	Lot	\$ 1,440.00	\$ 149,760.00
Wiring and Transformers	104	Lot	\$ 1,440.00	\$ 149,760.00
Utility Services	104	Lot	\$ 8,000.00	\$ 832,000.00

Amended Subtotal for Power and Telephone Improvements: \$ 1,331,200.00

Amended Exhibit F

Amended Schedule of Erosion Control / Drainage Improvements

Owner and Subdivider agree to install the erosion control / drainage improvements in the **West Valley Village, Unit 5A** 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 Erosion Control / Drainage Improvements:

Item Description	Quantity	Unit	Unit Cost	Total Cost
12" HDPE	659	LF	\$ 50.80	\$ 33,477.20
18" HDPE	3,604	LF	\$ 55.90	\$ 201,463.60
24" HDPE	187	LF	\$ 61.00	\$ 11,407.00
Santa Rosa Type 6Y Gallery	15	EA	\$ 3,600.00	\$ 54,000.00
Santa Rosa Type 4AC Inlet	23	EA	\$ 3,120.00	\$ 71,760.00
48" Manhole	13	EA	\$ 3,600.00	\$ 46,800.00
36" OCP	7	EA	\$ 2,400.00	\$ 16,800.00
Connect to Existing Storm Drain	5	EA	\$ 1,800.00	\$ 9,000.00
TV Storm Drains	4,450	LF	\$ 2.05	\$ 9,122.50
Erosion Control Maintenance	104	Lots	\$ 760.00	\$ 79,040.00
Fugitive Dust Control	104	Lots	\$ 760.00	\$ 79,040.00
SWPPP Compliance	104	Lots	\$ 480.00	\$ 49,920.00

Amended Subtotal Erosion Control / Drainage Improvements: \$ 661,830.30

Exhibit G

Schedule of Unit 5B Plan Items In-Tract to Unit 5A Improvements

Owner and Subdivider agree to install the Unit 5B Plan items that are in-tract for the **West Valley Village, Unit 5A** 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 Schedule of Unit 5B Plan Items In-Tract to Unit 5A Improvements:

Item Description	Quantity	Unit	Unit Cost	Total Cost
12" HDPE	29	LF	\$ 50.80	\$ 1,473.20
18" HDPE	221	LF	\$ 55.90	\$ 12,353.90
Santa Rosa Type 4 AC Inlet	6	EA	\$ 3,120.00	\$ 18,720.00
48" Drain Manhole	3	EA	\$ 3,600.00	\$ 10,800.00
36" OCP	2	EA	\$ 2,400.00	\$ 4,800.00
Connect to Existing Storm Drain	1	EA	\$ 1,800.00	\$ 1,800.00
TV Storm Drains	250	LF	\$ 2.05	\$ 512.50
6" PVC Sewer SDR-35	996	LF	\$ 48.00	\$ 47,808.00
Sewer Manhole (48")	8	EA	\$ 3,600.00	\$ 28,800.00
Sewer Manhole Lining	4	EA	\$ 1,800.00	\$ 7,200.00
Sewer Service (4")	24	EA	\$ 600.00	\$ 14,400.00
6" Sewer Clean Out	1	EA	\$ 420.00	\$ 420.00
TV Sewer Line	996	LF	\$ 2.05	\$ 2,041.80
8" PVC C-900 (CL 150) - Water	270	LF	\$ 48.00	\$ 12,960.00
8" Gate Valve - Water	1	EA	\$ 960.00	\$ 960.00
12" Gate Valve - Water	1	EA	\$ 1,200.00	\$ 1,200.00
4" Blow Off Valve - Water	1	EA	\$ 2,032.00	\$ 2,032.00
1" Air Release Valve - Water	1	EA	\$ 1,140.00	\$ 1,140.00
16" Butterfly Valve - Recycled Water	1	EA	\$ 2,800.00	\$ 2,800.00
4" Blow Off - Recycled Water	1	EA	\$ 2,032.00	\$ 2,032.00
1" Air Release Valve - Recycled Water	1	EA	\$ 1,140.00	\$ 1,140.00

Subtotal for Unit 5B Plan Items In-Tract to 5A Improvements: \$ 175,393.40

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 5A Subdivision, TM 99-1359-5A have been completed, to wit:

	Total Amount	Percent Complete	Remaining Amount
Street Improvements	\$ 1,145,540.00	0%	\$ 1,145,540.00
Water Improvements	\$ 493,454.00	6.44%	\$ 461,675.56
Recycled Water Improvements	\$ 389,460.00	28.68%	\$ 277,762.87
Sewer Improvements	\$ 378,184.00	43.22%	\$ 214,732.88
Power and Telephone Improvements	\$ 1,331,200.00	0%	\$ 1,331,200.00
Erosion Control / Drainage Improvements	\$ 661,830.30	52.26%	\$ 315,957.79
Unit 5B Plan Items In-Tract to Unit 5A Improvements	\$ 175,393.40	10.82%	\$ 156,415.83
Bond Enforcement (2%)	\$ 91,501.23	0%	\$ 91,501.23
Construction Staking (4%)	\$ 183,002.47	0%	\$ 183,002.47
Construction Management (10%)	\$ 457,506.17	0%	\$ 457,506.17
Contingency (10%)	\$ 457,506.17	0%	\$ 457,506.17
Inspection (4%)	\$ 183,002.47	0%	\$ 183,002.47
Totals	\$ 5,947,580.21		\$ 5,275,803.44

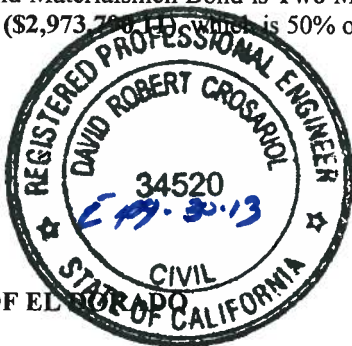
I estimate the revised total cost of completing the improvements agreed to be performed by the Owner and Subdivider to be **Five Million Nine Hundred Forty-Seven Thousand Five Hundred Eighty Dollars and 21/100 (\$5,947,580.21)**.

I estimate the revised total cost of completing the remainder of the improvements to be **Five Million Two Hundred Seventy-Five Thousand Eight Hundred Three Dollars and 44/100 (\$5,275,803.44)** and the revised cost of the completed work to be **Six Hundred Seventy-One Thousand Seven Hundred Seventy-Six Dollars and 77/100 (\$671,776.77)**.

The revised amount of the Performance Bond is **Five Million Three Hundred Forty-Two Thousand Nine Hundred Eighty-One Dollars and 12/100 (\$5,342,981.12)**, representing a reduction of 90% of the revised cost estimate for the work completed.

The revised amount of the Laborers and Materialsmen Bond is **Two Million Nine Hundred Seventy-Three Thousand Seven Hundred Ninety Dollars and 11/100 (\$2,973,787.11)**, which is 50% of the revised Total Cost of the Improvements.

DATED: 10-15-12



[Signature]

David R. Crosario, RCE 34520
CTA Engineering & Surveying
3233 Monier Circle
Rancho Cordova, CA 95742

ACCEPTED BY THE COUNTY OF EL DORADO

DATED: 11-7-13

[Signature]

Steve P. Kooyman
Acting Deputy Director, Engineering
Transportation Planning & Land
Development Division