

SECOND ADDENDUM TO PRE-ANNEXATION DEVELOPMENT AGREEMENT

This Second Addendum to The Pre-Annexation Development Agreement (“Addendum”) is entered into between the following Parties: City of Camas, a Washington Municipal Corporation, hereinafter the “City,” and Grass Valley Holdings, LLC, a Nevada Limited Liability Company, APC Sunrise Summit LLC, a Washington Limited Liability Company, Skola, LLC, a Washington Limited Liability Company, and Matthew Robert Lugliani and David Robert Lugliani, as Trustees of the Lugliani Life Insurance Trust dated January 30, 1997 (“Lugliani Trust”), collectively GRASS VALLEY AFFILIATED ENTITIES and Lugliani Trust (“Grass Valley”), and Fisher Creek West LLC, successor in interest to property subject to the Agreement and previously owned by Eiford Properties, LLC, a Washington Limited Liability Company (“Fisher West”), and Fisher Creek Campus, LLC, a Washington Limited Liability Company (“Fisher”).

RECITALS

- A.** The Parties other than Fisher, Fisher West and the Lugliani Trust entered into a Pre-Annexation Development Agreement dated effective January 8, 2008 and recorded under Clark County Auditor’s File No. 4411832 (the “Agreement”). Fisher and the Lugliani Trust, as well as the parties to the Agreement entered into an Addendum to Pre Annexation Agreement (the Addendum) dated March of 2010 and recorded under Clark County Auditors file No. 4663471. Fisher West is a successor in interest to the property subject to the Agreement previously owned by Eiford Properties LLC. The Agreement provided for, among other things, the City to construct certain sanitary sewer improvements, including a pump station and conveyance lines and vesting of certain development regulations.
- B.** The Parties have determined that they wish to extend the duration of the Agreement by sixty days in order to fully achieve some of the purposes for which the Agreement was entered into; namely the orderly development of the area subject to the Agreement and the creation of jobs and other public amenities.

NOW THEREFORE, the Parties desire to enter into this Second Addendum to the Agreement under the following terms:

AGREEMENT

SECTION 1 EXTENSION OF DURATION OF AGREEMENT.

The Agreement by its terms will expire on January 7, 2018. In seeking to further the purposes for which the Parties entered into the Agreement the Parties agree to extend the duration of the Agreement such that the Agreement will now expire on March 9, 2018.

SECTION 2 PAYMENT OF SDC CHARGES.

Nothing herein is intended to alter the obligation of the property owners or future developers of the Property from paying the then applicable SDC charges for sewer and/or water.

SECTION 3 OTHER PROVISIONS

The provisions of the Agreement that are not modified by this Second Addendum remain unchanged and in full force and effect.

SECTION 3 SIGNATURES.

This Addendum may be signed in counterparts. A fax transmission of a signature page will be considered an original signature page. At the request of a party, the other party will confirm a fax-transmitted signature page by delivering an original signature page to the requesting party.

Dated: _____, 2010

CITY OF CAMAS, WASHINGTON

By (person signing) _____
Title _____

GRASS VALLEY HOLDINGS, LLC

By (person signing) _____
Title_____

APC SUNRISE SUMMIT, LLC

By (person signing) _____
Title_____

SKOLA, LLC

By (person signing) _____
Title_____

LUGLIANI TRUST

Matthew Robert Lugliani, as Trustee of the
Lugliani Life Insurance Trust dated January 30, 1997

David Robert Lugliani, as Trustee of the
Lugliani Life Insurance Trust dated January 30, 1997

FISHER CREEK WEST LLC

Title President

FISHER CREEK CAMPUS, LLC

By (person signing) _____
Title_____

STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the _____ of the **City of CAMAS, Washington**, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

WITNESS my hand and official seal hereto affixed the _____ day of _____, 201__.

NOTARY PUBLIC and for the State of
Washington, residing at _____
My appointment expires: _____

STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

On this day personally appeared before me _____, to me known as the _____ of **GRASS VALLEY HOLDINGS, LLC** and acknowledged that he signed this document as his free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the _____ day of _____, 201__.

NOTARY PUBLIC and for the State of
Washington, residing at _____
My appointment expires: _____

STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

On this day personally appeared before me _____, to me known as the _____ of **APC SUNRISE SUMMIT, LLC** and acknowledged that he signed this document as his free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the _____ day of _____, 201__.

NOTARY PUBLIC and for the State of:
residing at _____
My appointment expires: _____

STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

On this day personally appeared before me _____, to me known as the _____ of **SKOLA, LLC** and acknowledged that he signed this document as his free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the _____ day of _____, 201__.

NOTARY PUBLIC and for the State of
Washington, residing at _____
My appointment expires: _____

STATE OF _____)
) ss.
COUNTY OF _____)

On this day personally appeared before me Matthew Robert Lugliani, to me known as a Trustee of the Lugliani Life Insurance Trust dated January 30, 1997, and acknowledged that he signed this document as his free and voluntary act and deed as Trustee for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the _____ day of _____, 201__.

NOTARY PUBLIC and for the State of
_____, residing at _____
My appointment expires: _____

STATE OF _____)
) ss.
COUNTY OF _____)

On this day personally appeared before me David Robert Lugliani, to me known as a Trustee of the Lugliani Life Insurance Trust dated January 30, 1997, and acknowledged that he signed this document as his free and voluntary act and deed as Trustee for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the _____ day of _____, 201__.

NOTARY PUBLIC and for the State of
_____, residing at _____
My appointment expires: _____

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me _____ to me known as the President of Fisher Creek West LLC and acknowledged that he signed this document as his free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the _____ day of _____, 201__.

NOTARY PUBLIC and for the State of
Washington, residing at _____
My appointment expires: _____

STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

On this day personally appeared before me _____, to me known as the _____ of **FISHER CREEK CAMPUS, LLC** and acknowledged that he signed this document as his free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the _____ day of _____, 201__.

NOTARY PUBLIC and for the State of
Washington, residing at _____
My appointment expires: _____