VASHOE COUNT



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STAFF REPORT **BOARD MEETING DATE: October 25, 2016**

CM/ACM \ Finance mm Risk Mgt. T HR N/A Comptroller C

DATE:

October 3, 2016

TO:

Board of County Commissioners

FROM:

Clara Lawson, P.E., PTOE, Licensed Engineer

Community Services Department, 328-3603, clawson@washoecounty.us

THROUGH: Dwayne Smith, P.E., Division Director, Engineering and Capital Projects,

Community Services Department, 328-2043, desmith@washoecounty.us

SUBJECT:

Approve six separate CCFEA Amendments (RRIF Credit Extension) to Regional Road Impact Fee Capital Contribution Front Ending Agreements between Washoe County, the Regional Transportation Commission, and the CCFEA Account/Credit Holder; and, approve nine separate CCFEA Amendments (RRIF Credit Extension) to Regional Road Impact Fee Capital Contribution Front Ending Agreements, including assigning all interest to the City of Reno, between Washoe County, the City of Reno, the Regional Transportation Commission, and the CCFEA Account/Credit Holder, all for the extension of credit expiration dates. (All Commission

Districts.)

SUMMARY

At their April 26, 2016 meeting, the Regional Transportation Commission (RTC) Board approved Amendment No. 1 of the 5th Edition of the Regional Road Impact Fee (RRIF) General Administrative Manual (GAM) for the extension of the expiration date of existing Capital Contribution Front Ending Agreement (CCFEA) credits by 10 years beyond current expiration dates. All three local jurisdictions participating in the RRIF program subsequently approved Amendment No. 1 of the RRIF GAM.

Following the process approved in Amendment No. 1, RTC staff made notification to the various credit holders of the offer to extend CCFEA credits through legal notices in the Reno Gazette Journal, public postings at RTC and the local jurisdictions, notices on the RTC website and RTC RRIF automation program which manages use of the CCFEA Credits, and individual letters sent to credit holders' addresses on file. Attachment A includes a list of credit holders who have requested the extension of their credits in the unincorporated County. Attachment B is the CCFEA amendments. In alignment with the actions of the RTC Board and under the terms of Amendment No. 1 to the GAM, it is recommended the Board of County Commissioners (Board) approve Amendments to CCFEA for the extension of credit expiration dates.

For those nine CCFEA amendments which now include the City of Reno as signatory, the CCFEA's identify the transfer of interest in the RRIF credits from Washoe County to the City of Reno. This is because the properties for which the credits were generated were within Washoe County and were subsequently annexed into the City of Reno.

Strategic Objective supported by this item: Stewardship of Our Community.

PREVIOUS ACTION

On April 26, 2016 the Board approved a resolution Amending the Regional Road Impact Fee System General Administrative Manual, 5th Edition with the First Amendment to Regional Road Impact Fee System General Administrative manual as authorized within Washoe County Development Code, Article 706 Impact Fees Section 110.706.05 (d) Adoption and Amendment of the Regional Road Impact Fee System General Administrative Manual. This amendment allowed for extension of the expiration date of existing CCFEA Credits by 10 years beyond current expiration dates.

On January 27, 2015, the Board adopted a resolution amending the Regional Road Impact Fee System General Administrative Manual (GAM) 5th Edition dated September 19, 2014 and Amendment #1.

On January 13, 2015, the Board held an introduction and first reading of an ordinance to amend Washoe County Code, Chapter 110, Development Code, article 706 (Impact Fees) at Section 110.706.05 Regional Road Impact Fee and set a public hearing for second reading and possible adoption of the ordinance for January 27, 2015 at 6:00 p.m.

On January 13, 2015, the Board held an introduction and first reading of an ordinance to adopt regional road impact fees for unincorporated Washoe County, as described in the Regional Road Capital Improvement Plan and Impact Fee Methodology dated September 19, 2014 and as provided for in NRS 278B.160 and Washoe County Code Section 110.706.05; and set a public hearing for second reading and possible adoption of the ordinance for January 27, 2015 at 6:00 p.m.

On January 13, 2015, the Board approved the land use assumptions and adopted the Regional Road Impact Fee Capital Improvements Plan as required by NRS 278B.190 and NRS 278B.210.

On January 6, 2015, the Planning Commission adopted a resolution and recommended approval of proposed amendments to Washoe County Code, Chapter 110, at Article 706, Impact Fees (DCA 14-013).

On January 6, 2015, the Capital Improvements Advisory Committee affirmed that the Regional Road Impact Fee Land Use Assumptions are in conformance with the Washoe County Master Plan and reviewed the Regional Road Capital Improvements Plan and provided comments to be presented to the Board.

On November 13, 2014, the Planning Commission acknowledged receipt of the "Regional Road Impact Fee Program, 5th Edition Update".

On November 12, 2014, the Board adopted a resolution establishing the Washoe County Planning Commission as the Washoe County Capital Improvements Advisory Committee for the Regional Road Impact Fee Program as authorized within NRS 278B.150.

On November 12, 2014, the Board adopted a resolution authorizing the initiation of amendments to the Development Code, Chapter 110 of County Code, at Article 706, Impact Fees.

On October 28, 2014, the Board approved an Interlocal Agreement Regarding Regional Road Impact Fees Pursuant to NRS Chapter 277 and Chapter 278B between Washoe County, the Cities of Reno and Sparks and the Regional Transportation Commission (RTC) for the continuation of the Regional Road Impact Fee Program.

BACKGROUND

The Regional Road Impact Fee (RRIF) was created as a funding mechanism for roadway capacity improvement projects which are directly related to new development. Nevada Revised Statutes (NRS) 278B allows the imposition of such a fee. An impact fee is defined as a charge imposed by a local government on new development to finance the costs of a capital improvement or facility expansion necessitated by and attributable to the new development. The RRIF has been in effect since February 1996.

In accordance with the provisions of the Interlocal Cooperative Agreement entered into by the RTC, Washoe County, the City of Reno, and the City of Sparks, the RTC is responsible for initiating periodic reviews of the RRIF program and proposing modifications to the participating governments. The review process is undertaken by the RTC in conjunction with the RRIF Technical Advisory Committee (RRIF TAC), which includes local government technical experts, development representatives from the private sector, and members of the local planning commissions.

FISCAL IMPACT

There is no fiscal impact to the County budget associated with this recommendation. The extension of Credits may result in a reduction in fee revenue to the RTC.

RECOMMENDATION

It is recommended the Board of County Commissioners approve six separate CCFEA Amendments (RRIF Credit Extension) to Regional Road Impact Fee Capital Contribution Front Ending Agreements between Washoe County, the Regional Transportation Commission, and the CCFEA Account/Credit Holder; and, approve nine separate CCFEA Amendments (RRIF Credit Extension) to Regional Road Impact Fee Capital Contribution Front Ending Agreements, including assigning all interest to the City of Reno, between Washoe County, the City of Reno, the Regional Transportation Commission, and the CCFEA Account/Credit Holder, all for the extension of credit expiration dates.

POSSIBLE MOTION

Should the Board agree with the recommendation, a possible motion would be: "Move to approve six separate CCFEA Amendments (RRIF Credit Extension) to Regional Road Impact Fee Capital Contribution Front Ending Agreements between Washoe County, the Regional Transportation Commission, and the CCFEA Account/Credit Holder; and, approve nine separate CCFEA Amendments (RRIF Credit Extension) to Regional Road Impact Fee Capital Contribution Front Ending Agreements, including assigning all interest to the City of Reno, between Washoe County, the City of Reno, the Regional Transportation Commission, and the CCFEA Account/Credit Holder, all for the extension of credit expiration dates."

Attachment A

CCFEA Amendments for RRIF Credit Expiration Date Extensions

CCFEA Account/Credit Holder
Allen Maddox/Tonya Clements
Chris Mitchell
Damonte Ranch Commerce Center
Di Loreto Homes of Nevada
J & J Spanish Springs, LLC
Lennar Reno, LLC
Lewis Operating Corp/LN Damonte Ranch Town Center/Lewis Land Co
Lewis Operating Corp/Pioneer Pkwy Holding Co/Lewis Land Co
Nell J. Redfield Foundation
Nevada Tri-Partners, LLC
Prologis Development Services Inc.
South Meadows Properties, LP
Spanish Springs Associates LP
Washoe County

This	CCFEA	Amendment	(the	"Amenda	nent")	is	made	this	day	of
		, 2016	, betv	ween the	Regio	nal	Transpo	rtation	Commission	of
Wash	oe County	y ("RTC"),	City	of Reno	(the	"Loc	al Gov	ernmer	nt"), Wash	ое
		"County"								
collec	tively with	the RTC and	Local	Governm	ent, the	e "Pa	rties").	•	•	

RECITALS

- A. RTC, the County, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in Table 1(a), whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Table 1(a).
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the HOLDER/HOLDER'S PREDECESSOR IN INTEREST, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

- 1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1(a) are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:
 - 3.6. <u>Expiration of Credits</u>. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. Consent to RRIF Automation Program. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Allen Maddox & Tonya Clements PO Box 70577 Reno, NV 89570 danmcgill@prodigy.net 775-852-4466

- 4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1(a)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5332-T13	5332	Nevada Tri- Partners	Damonte Ranch	6/28/2024	6/28/2034

In Witness Whereof, the parties have executed t, 2016.	this Amendment on theday of
REGIONAL TRANSPORTATION COMMI A Special Purpose Unit of Government	ISSION APPROVED AS TO LEGAL FORM:
By: Neoma Jardon, RTC Chairman	Dale Ferguson, RTC Legal Counsel
STATE OF NEVADA	
COUNTY OF WASHOE	
The above-instrument was acknowledged befor, 2016, by Chairman Commission. January Public	of the Regional Transportation DENISE THOMPSON VOICE OF THOMPSON APPT NO 08-8382-2 My App Expires October 17, 2016
CITY OF RENO a Municipal Corporation	APROVED AS TO LEGAL FORM:
Ву:	Ву:
The above-instrument was acknowledged before	e me thisday of, 2016 by
Attest by City/County Clerk:	

WASHOE COUNTY By:______ Washoe County Commission Chair Date:_____ Attest:_____ Washoe County Clerk Date:_____

CREDIT HOLDER: Tonya Clements STATE OF NEVADA) ss **COUNTY OF WASHOE** The above instrument was acknowledged before me this ______ day of August, 2016 by TONYA CLEMENTS. DANIEL MOGILL Notary Public - State of Nevada Notary Public By: C. B. Maddox as Attorney-In-Fact for Allen Maddox STATE OF NEVADA **COUNTY OF WASHOE** The above instrument was acknowledged before me this $8^{\pm 1}$ day of August, 2016 by C. B.

DANIEL MOGILL

Notary Public

MADDOX as Attorney-In-Fact for ALLEN MADDOX.

This CCFEA Amendment (the "Amendment") is made this day o	f .
2016, between the Regional Transportation Commission of Washoe County	("RTC"), Washoe
County (the "Local Government"), and the Chris Mitchell (the "Holder," an	d collectively with
the RTC and Local Government, the "Parties").	

RECITALS

- A. RTC, Local Government, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in the Table 1, whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Table 1.
- C. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- D. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- E. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- F. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1 are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:

- 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Chris Mitchell 2760 Camino Diablo Walnut Creek, CA 94597 cmitchell@rmairrigation.com 925-939-3985

4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
520041-T1- T1-T1-T2	520041	Hamilton Homes	Pebble Creek Subdivision	3/27/2027	3/27/2037

In Witness Whereof, the parties have executed 2016.	d this Amendment on theday of
REGIONAL TRANSPORTATION COMMISSION A Special Purpose Unit of Government	APPROVED AS TO LEGAL FORM:
By: Neoma Jardon, RTC Chairman	Dale Ferguson. RTC Legal Counsel
STATE OF NEVADA COUNTY OF WASHOE	
The above-instrument was acknowledged before the formal of the control of the con	day of <u>August</u> . 201 an of the Regional Transportation Commission. LEE ANNE OLIVAS Notary Public - State of Nevada Appointment Recorded in Washoe County No: 02-73623-2 - Expires February 12, 2018
VASHOE COUNTY Political Subdivision of the State of Nevada	APROVED AS TO LEGAL FORM:
Ву:	Ву:
oy	
Attest by City/County Clerk:	

CREDIT HOLDER:	
By: Chri N	
STATE OF NEVADA CALIFORNIA	
COUNTY OF WASHOE WATRA USTRA	
The above-instrument was acknowledged before me this 17 by CHRISTOPHER MITCHER	day of August 2016
Detriesp-Gesele	
Notary Public	

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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate is attached, and not	ficate verifies only the identity of the individual who signed the the truthfulness, accuracy, or validity of that document.
State of California County of <u>CSVIVA ' C65TA</u> On <u>AVG U5T 17, 2016</u> before me, <u>X</u>) UDTHY C. SETUNINGS-GIESETCE, NOTHLY Here Insert Name and Title of the Officer ^{PUBLI} TIL HITCHELL
Date	Here Insert Name and Title of the Officer PUBLI
personally appeared	TR HITCHELL
	Name(s) of Signer(s)
subscribed to the within instrument and acknow	ry evidence to be the person(s) whose name(s) is/are wiedged to me that he/spe/they executed the same in his/hef/thefr signature(s) on the instrument 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.
D. JENNINGS-GIESEKE COMM. \$\frac{1}{2153859} \text{ (O)} \text{ COMM. \$\frac{1}{2}2153859 \text{ (O)} COMTA COSTA	Signature
Place Notary Seal Above	DTION 41 agreement
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Though this section is optional, completing this fraudulent reattachment of the fraudulent fraudul	is information can deter alteration of the document or is form to an unintended document. Document Date: an Named Above: Signer's Name: Gorporate Officer — Title(s):
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Though this section is optional, completing this fraudulent reattachment of the fraudulent of fraudulent frau	is information can deter alteration of the document or its form to an unintended document. Document Date: an Named Above: Signer's Name: Corporate Officer — Title(s): Partner — □ Limited □ General □ Individual □ Attorney in Fact □ Trustee □ Guardian or Conservator
Though this section is optional, completing this fraudulent reattachment of the fraudulent of fraudulent frau	is information can deter alteration of the document or is form to an unintended document. Document Date: an Named Above: Signer's Name: Corporate Officer — Title(s): Partner — □ Limited □ General □ Individual □ Attorney in Fact □ Trustee □ Guardian or Conservator □ Other:

This	CCFEA	Amendment	(the '	'Amend	ment")	is	made	this		day	of
		, 2016	, betwe	en the	Regio	nal	Transpo	rtation	Comr	nission	of
Wash	oe Count	y ("RTC"),	City of	Reno	(the	"Loc	al Gov	vernmer	nt"),	Wash	oe
		e "County									
and c	ollectively	with the RTC	and Loc	al Gove	ernmen	it. the	"Partie	s").	•		•

RECITALS

- A. RTC, the County, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in Tables 1(a), whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Table 1(a).
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the HOLDER/HOLDER'S PREDECESSOR IN INTEREST, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

- 1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1(a) are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:
 - 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. Consent to RRIF Automation Program. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Damonte Ranch Commerce Center 985 Damonte Ranch Pkwy #310 Reno, NV 89521 perry@diloretoreno.com 775-359-3000

- 4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1(a)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5305-T4	5305	Nevada Tri- Partners, LLC	Damonte Ranch Phase 4	7/16/2024	7/16/2034

REGIONAL TRANSPORTAT A Special Purpose Unit of Gov	ernment 2	APPROVED AS TO LEGAL FORM:
By: Neoma Jardon, RTC Chairm	nan Dale Fe	rguson, RTC Legal Count
STATE OF NEVADA		
The above-instrument was acknown, 2016, by Neoma Scard	owledged before me thisChairman of the Region	DENICE INCHARGO
The above-instrument was acknown, 2016, by Neoma Verry	owledged before me thisChairman of the Region	The state of the s
The above-instrument was acknown, 2016, by Neoma Scard Commission.		DENISE IHOMPSON JOSEPH Public State of Nevada APPT (C) 08 8332-2 My App Et. Set October 17, 2016
The above-instrument was acknown, 2016, by Neoma Jange Commission. Angles Clay Notary Public	APROV	DENISE THOMPSON

CREDIT HOLDER: Damonte Ranch Commerce Center	
By M. Sto fack	
Name: FORRY M. Dis	Loreto
Its: Manager	
STATE OF COUNTY OF	h.
The above-instrument was acknowledg	red before me this 26 day of 2016 by
terry m Dilareto	· ·
Notally Public	adso
	KATHLEEN ANN COULSON Notary Public - State of Nevada Appointment Recorded in Washoe County No: 83-8783-2 - Expires June 17, 2017

This	CCFEA	Amendment	(the	"Amend	ment")	is ma	ade this _	day	of
		, 2016	i, betw	een the	Region	al Tra	nsportation	Commission	ı of
Wash	oe Count	y ("RTC"),	City o	f Reno	(the "	Local	Governmen	nt"), Wash	10e
Cou	nty (th	e "County	y") au	nd DiLo	reto Ho	mes of	Nevada (th	ne "Holder,"	and
collec	tively with	the RTC and	Local	Governn	ent, the	"Partie	s").	-	

RECITALS

- A. RTC, the County, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in Tables 1 and 1(a), whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Tables 1 and 1(a).
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the HOLDER/HOLDER'S PREDECESSOR IN INTEREST, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

- 1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1 and 1(a) are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:
 - 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

DiLoreto Homes of Nevada 985 Damonte Ranch Pkwy #310 Reno, NV 89521 perry@diloretoreno.com 775-359-3000

- 4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- 5. Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5344-T1	5344	Nevada Tri- Partners, LLC	Damonte Ranch	6/29/2024	6/29/2034
5349-T1	5349	Nevada Tri- Partners, LLC	Damonte Ranch	8/21/2023	8/21/2033

TABLE 1(a)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5332-T4	5332	Nevada Tri- Partners, LLC	Damonte Ranch	6/28/2024	6/28/2034

REGIONAL TRANSPORTATION A Special Purpose Unit of Governm	
By: Neoma Jardon, RTC Chairman	Dale Ferguson, RTC Legal Counsel
STATE OF NEVADA	
COUNTY OF WASHOE	
, 2016, by \(\subseteq \lambda \) \(\subseteq \lambda \) \(\subseteq \subseteq \	ged before me this <u>lote</u> day of <u>Septemb</u> Chairman of the Regional Transportation
, 2016, by <u>Vloma wylor</u> C Commission. <u>Journal wylor</u> C Notary Public	DENISE THOMPSON DENISE THOMPSON CHAPT INC 08-8382-2 My App Expires October 17, 2016 APROVED AS TO LEGAL FOR
Commission. Javos Dlenge Notary Public	DENISE THOMPSON MICHAY Public-State of Nevada APPT I.C. 08-6382-2 My App Expires October 17, 2016
Commission. Janus Glong Notary Public CITY OF RENO	DENISE THOMPSON MICHAY Public-State of Nevada APPT I.C. 08-6382-2 My App Expires October 17, 2016

.

WASHOE COUNTY By:______ Washoe County Commission Chair Date:_____ Attest:_____ Washoe County Clerk Date:_____

	CREDIT HOLDER:
	DiLoreto Homes of Nevada
	By: (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)
	Name: PORCY /// DINUCTO
	Its: Resident
	STATE OF COUNTY OF
	The above-instrument was acknowledged before me this 20 day of 500 2016 by
5	teer M. Dilato.
_	Lachen an Calba
	Notary Public
	KATHLEEN ANN COULSON Notary Public - State of Nevada Appointment Recorded in Washing County No: 93-3793-2 - Expires June 17, 2017

This	CCFEA	Amendment	(the	"Amendr	nent")	is n	nade	this _	day	of
		, 2016	, betw	een the	Regiona	al Tr	anspo	rtation	Commission	ı of
Wash	oe County	/ ("RTC"), Wa	ashoe C	ounty (th	e "Local	1 Gov	ernme	ent"), ar	nd J&JSpa	nish
		older," and coll								

RECITALS

- A. RTC, Local Government, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in the Table 1, whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Table 1.
- C. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- D. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- E. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- F. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1 are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be

extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:

- 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

J&J Spanish Springs, LLC 22833 SE Black Nugget Rd Issaquah, WA 98029 katiem@lkwp.com 206-770-5674

4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
520161-T1	520161	Spanish Springs Associates, LP	Eagle Canyon Town Center	6/26/2027	6/26/2037

REGIONAL TRANSPORTATION COM A Special Purpose Unit of Government	APPROVED AS TO LEGAL FORM:
By: Neoma Jardon, RTC Chairman	Dale Ferguson, RTV Legal Counsel
STATE OF NEVADA	
COUNTY OF WASHOE	
The above-institution was acknowledged bel	day of The last
The above-instrument was acknowledged bet, 2016, by <u>Neoma Jardon</u> , Chairma Commission. Notary Public	LEE ANNE OLIVAS Notary Public - State of Nevada Appointment Recorded in Washoe County No: 02-78823-2 - Expires February 12, 2018
Notary Public VASHOE COUNTY	LEE ANNE OLIVAS Notary Public - State of Nevada Appointment Recorded in Washoe County No: 07-78223-2 - Expires February 12, 2018 APROVED AS TO LEGAL FOR
Commission.	LEE ANNE OLIVAS Notary Public - State of Nevada Appointment Recorded in Washoe County No: 07-78223-2 - Expires February 12, 2018 APROVED AS TO LEGAL FOR

CREDIT HOLDER?	
J&J Spanish Springs, LLC By:	
Name: Jordan Lott Its: Member	
Its: Member	
STATE OF COUNTY OF	
The above-instrument was acknowledged before me thisday of 2016	by
(see attached)	
Notary Public	

ACKNOWLEDGEMENT

STATE OF WASHINGTON)
) s
COUNTY OF KING)

I certify that I know or have satisfactory evidence that Jordan Lott is the person who appeared before me, and said person acknowledged that said person signed this instrument to be his/her free and voluntary act for the uses and purposes mentioned in the instrument.

DATED: 9-1-16

Notary Seal

(Signature of Note

Beth DeLong

(Legibly Print or Stamp Name of Notary)

Notary Public in and for the State of Washington

My appointment expires: July 29, 2018

This	CCFEA	Amendment	(the	"Amend	ment")	is	made	this	day	of
		, 2016	, betv	ween the	Region	ıal '	Transpo	rtation	Commission	of
Wash	oe County	/ ("RTC"), V	Vashoe	County	(the "Lo	ocal	Govern	nment")	, and Lenr	nar
Reno	o, LLC	(the "Holder,"	and c	ollectivel	y with th	he R	TC and	Local	Government,	, the
"Parti	es").									

RECITALS

- A. RTC, Local Government, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in the Table 1, whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- C. As of ______, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- D. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- E. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1 are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:

- 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Lennar Reno, LLC 10345 Professional Circle, Ste 100 Reno, NV 89521 Tom.sosa@lennar.com 775-789-3238

4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5257D1	5257	Lennar Reno, LLC	Spanish Springs Specific Plan	6/14/2027	6/14/2037

In Witness Whereof, the parties have executed, 2016.	d this Amendment on theday of
REGIONAL TRANSPORTATION COMMA Special Purpose Unit of Government	MISSION APPROVED AS TO LEGAL FORM:
By: Chairman	Dale Ferguson, RTC Legal Counsel
STATE OF NEVADA COUNTY	
OF WASHOE	
The above-instrument was acknowledged before, 2016, by Perma braden , Chairman Commission	n of the Regional Transportation
Notary Public Notary Public	LEE ANNE OLIVAS Notary Public - State of Neveda Appointment Recorded in Washos County No: 02-78623-2 - Expires February 12, 2018
	APROVED AS TO LEGAL FORM:
WASHOE COUNTY	
Ву:	Washoe County Commission Chair
Date:	-
Attest: Washoe County C	Clerk
Date:	

Notary Public

This	CCFEA	Amendment, 2016,	•	"Amendmen en the Region	-				
"Co	unty")	"), City of Remand Lennar ernment, the "F	no (the Ren	e "Local Gov o, LLC (the	ernme	ent"), W	ashoe	County	(the
				RECITA	LS				

- A. RTC, Local Government, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in the Table 1, whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds certain RRIF Credits issued under the CCFEA as listed in Table 1.
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the Holder, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of _______, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

- 1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1 are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:
 - 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. Consent to RRIF Automation Program. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Lennar Reno, LLC 10345 Professional Circle, Ste 100 Reno, NV 89521 Tom.sosa@lennar.com 775-789-3238

- 4. Ratification of CCFEA. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
510011- T1-T1	510011	Somersett Development Co, LLC	Somersett Development	3/14/2026	3/14/2036
510011- T2	510011	Somersett Development Co, LLC	Somersett Development	3/14/2026	3/14/2036
510011- T23	510011	Somersett Development Co, LLC	Somersett Development	3/14/2026	3/14/2036

TABLE 1 (cont)

CCFEA	CCFEA	Developer of Record	Development of	Existing	New
Acct. No.	No.		Record	Expiration	Expiration
				Date	Date
510021- T1-T4-T1	510021	Pulte Homes	Sierra Canyon 2, Somersett Development	10/20/2026	10/20/2036
510031- T1-T1	510031	R&K Homes, LLC	Amber Meadows/Miraville/Miraville West	7/11/2027	7/11/2037
5118-T1	5118	Bailey & McGah	Northgate Subdivision	2/20/2021	2/20/2031
5120-T3- T1-T2-T1	5120	Somersett Development Co, LLC	Somersett Development	4/4/2026	4/4/2036
530051	530051	Lennar Reno, LLC	Curti Ranch Two Subdivision	1/4/2027	1/4/2037
5343-T3	5343	Trammell Crow Construction	Sierra Corporate Center	4/15/2022	4/15/2032
5345- T26-T1- T5	5345	Reno Corporate Center, LLC/Tanamera Resort Partners, LLC	Reno Corporate Center	3/25/2024	3/25/2034
5346-T3	5346	Reno Corporate Center,LLC/Tanamera Resort Partners, LLC	Reno Corporate Center	7/30/2027	7/30/2037
5351	5351	Lennar Reno, LLC	Curti Ranch Two, Unit 3	6/27/2025	6/27/2035

TABLE 1(a)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5305-T2	5305	Nevada Tri-Partners, LLC	Damonte Ranch	7/16/2023	7/16/2033
5332-T1	5332	Nevada Tri-Partners, LLC	Damonte Ranch	6/28/2024	6/28/2034
5332-T2	5332	Nevada Tri-Partners, LLC	Damonte Ranch	6/28/2024	6/28/2034
5332-T8- T1	5332	Nevada Tri-Partners, LLC	Damonte Ranch	6/28/2024	6/28/2034

In Witness Whereof, the parties have executed, 2016.	this Amendment on theday of
REGIONAL TRANSPORTATION COMM A Special Purpose Unit of Government	IISSION APPROVED AS TO LEGAL FORM:
Ву:	Dale E. Forguson
Chairman	Dale Ferguson, RTC Legal Counsel
STATE OF NEVADA COUNTY	
OF WASHOE	
The above-instrument was acknowledged before, 2016, by long burde Chairman Commission. Commission. Notary Public	DENISE THOMPSON NOTERLY Public-State of Nevada APPT NO 08-8392-2 My App Expires October 17, 2016
CITY OF RENO A Municipal Corporation	APROVED AS TO LEGAL FORM:
Ву:	Ву:
The above-instrument was acknowledged before	re me thisday of, 2016 by
Attest by City/County Clerk:	

WASHOE COUNTY By:______ Washoe County Commission Chair Date:_____ Attest:_____ Washoe County Clerk Date:_____

CREDIT HOLDER:
Lennar Reno, LLC
Ву:
Name: Distributes
Its: UP
STATE OF COUNTY 1 Jone de
The above-instrument was acknowledged before me this 9th, day of 2016 by
Distin Barber
Notary Public Notary Public

This	CCFEA	Amendment	(the "	'Amend	iment")	is	made	this	day	of
		, 2016	, betwe	en the	Regio	onal	Transpo	ortation (Commissi	on of
Wash	oe Count	y ("RTC"),	City of	Reno	(the	"Loc	al Go	vernment	t"), Was	hoe
Cou	nty (the	"County	") and	Lewis 1	Manage	ment	Corp, F	Pioneer P	arkway Ho	olding
Comp	oany, LLC	& Lewis Land	i Compa	any of l	Nevada,	LLC	C (the "I	lolder,"	and collec	tively
with t	he RTC an	d Local Gove	rnment,	the "Pa	rties").					_

RECITALS

- A. RTC, the County, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in Table 1(a), whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Table 1(a).
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the HOLDER/HOLDER'S PREDECESSOR IN INTEREST, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

- 1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1(a) are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:
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- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Lewis Management Corp, Pioneer Parkway Holding Company, LLC & Lewis Land Company of Nevada, LLC 1380 Greg St, Suite 231 Sparks, NV 89431 Gigi.chisel@lewismc.com 775-546-5013

- 4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1(a)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5332-T9	5332	Nevada Tri- Partners, LLC	Damonte Ranch	6/28/2024	6/28/2034

A Special Purpose Unit of Government	AMISSION APPROVED AS TO LEGAL FORM:
By:	Was & Faraus
Neoma Jardon, RTC Chairman	Dale Ferguson, RTC Legal Counsel
STATE OF NEVADA	
COUNTY OF WASHOE	
Commission.	A 10 . La Constitution of the constitution of
January Public	DEFISE THOMPSON Void / Public State of Neveda APPT NO 08 8382 ? My App. Expires Octobul 17, 2016
	DENISE THOMPSON APPL MID OR STATE MY ADD. Expires October 17, 2016 APPROVED AS TO LEGAL FORM:
Notary Public ITY OF RENO	

WASHOE COUNTY By:______ Washoe County Commission Chair Date:_____ Attest:_____ Washoe County Clerk Date:_____

CREDIT HOLDER:

a Delaware corporation	
By:	
PIONEER PARKWAY HOLDING COMPANY, LLC. a Delaware limited liability company	
By: NORTH MOUNTAIN CORPORATION, a California corporation - Its Sole Manager By: Chise Its: Authorized Agent	
LEWIS LAND COMPANY OF NEVADA, LLC. a Delaware limited liability company	
By: LEWIS MANAGEMENT CORP., a Delaware corporation - Its Sole Manager By: Signification - Its Sole Manager By: Authorized Agent	
STATE OF Nevada COUNTY OF Washoe	
The above-instrument was acknowledged before me this	10th day of August 2016
Auicia Lutz	ALICIA M. LUTZ Notary Public - State of Nevada Appointment Recorded in Weshoe County Not 19-2715-2 - Frobre August 15, 2018

This	CCFEA	Amendment	(the	"Amenda	ment")	is	made	this	day	y of
•		, 2016	, betw	een the	Regio	onal	Transpo	rtation	Commissi	on of
Wash	oe Count	y ("RTC"),	City o	of Reno	(the	"Loc	al Go	vernmer	nt"), Was	hoe
Cou	nty (the	"County"	') and	Lewis M	lanage	ment	Corp./L	N Damo	onte Ranch	Town
Cente	r/Lewis La	and Company	(the "	Holder,"	and c	ollect	tively w	ith the	RTC and	Local
		"Parties").	•	-			•			

RECITALS

- A. RTC, the County, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in Table 1(a), whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Table 1(a).
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the HOLDER/HOLDER'S PREDECESSOR IN INTEREST, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

- 1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1(a) are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:
 - 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. Consent to RRIF Automation Program. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Lewis Management Corp./LN Damonte Ranch Town Center/Lewis Land Company
1380 Greg St, Suite 231
Sparks, NV 89431
Gigi.chisel@lewismc.com
775-546-5013

- 4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- 5. Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1(a)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5305-T3	5305	Nevada Tri- Partners, LLC	Damonte Ranch	7/16/2023	7/16/2033

REGIONAL TRANSPORTATION A Special Purpose Unit of Governm	
By: Neoma Jardon, RTC Chairman	Dale Ferguson, RTC Legal C
STATE OF NEVADA COUNTY OF WASHOE	
The above-instrument was acknowled, 2016, by Ulonua Lundow. Commission. Local Public	ged before me this Low day of April Month of the Regional Transportation DENISE THOMPSON Note Thompson April No. 08-8382 2 My App Expires October 17, 2016
Commission.	The same of the sa
Commission. Notary Public CITY OF RENO	DENISE THOMPSON Notary Public-State of Nevada APPT NO 08-8382 2 My App Expires October 17, 2016

WASHOE COUNTY

Ву:			Washoe County Commission Chair
	Date:		
Attest:		Washoe County Cle	erk
Date:			

CREDIT HOLDER:

a Delaware corporation	
a Delawate corporation	
Dir Chres	
By:	
Its: Authorized Agent	
LN DAMONTE RANCH TOWN CENTER, LLC. a Delaware limited liability company	
By: LEWIS MANAGEMENT CORP.,	
a Delaware corporation - Its Sole Manager	
91. (1)	
By: Michael	
Name: <u>Giai Chisel</u>	
Its: Authorized Agent	
LEWIS LAND COMPANY OF NEVADA, LLC,	
a Delaware limited liability company	
By: LEWIS MANAGEMENT CORP.,	
a Delaware corporation - Its Sole Manager	
Di Cha O	
Ву:	
Name: <u>Gioi Chisel</u> Its: Authorized Agent	
is. Authorized right	
omemon bloude	
STATE OF Nevada COUNTY OF Washoe	
The above-instrument was acknowledged before me this	s 10th day of Augus 2016
by ()	•
	*
	ALICIA M. LUTZ Notary Public - State of Nevada
Alicia Lutz	Appointment Recorded in Washoo County
	No: 10-2705-2 - Expires August 15, 2018

This	CCFEA	Amendment	(the	"Amendi	nent")	is	made	this _		lay	of
		, 201	6, bet	ween the	Regio	onal	Transpo	rtation	Commis	ssion	of
Wash	oe County	("RTC"),	Washo	e County	(the	"Loc	al Gov	ernmen	t"), and	Nel	ll J.
		tion (the "Ho									
	arties").	•	•		•						,

RECITALS

- A. RTC, Local Government, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in the Table 1, whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Table 1.
- C. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- D. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- E. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- F. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1 are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be

extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:

- 3.6. <u>Expiration of Credits</u>. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Nell J. Redfield Foundation 1755 E. Plumb Lane, Suite 212 Reno, NV 89502 gsmith@redfieldfoundation.org 775-323-1373

4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5320-T145	5320	Southwest Pointe, LLC	Arrowcreek	6/20/2021	6/20/2031

REGIONAL TRANSPORTATION COMMA Special Purpose Unit of Government	MISSION APPROVED AS TO LEGAL FORM:
The second secon	Was 6 I
Neoma Jardon, RTC Chairman	Dale Ferguson, RTC Légal Counsel
STATE OF NEVADA	
COUNTY OF WASHOE	
The above-instrument was acknowledged before, 2016, by Roma brain , Chairman Commission.	n of the Regional Transportation
Notary Pablic	LEE ANNE OLIVAS Notary Public - State of Nevada Appointment Recorded in Washoe County No: 02-73623-2 - Expires February 12, 2018
Notary Pablic VASHOE COUNTY	LEE ANNE OLIVAS Notary Public - State of Nevede Appointment Recorded in Washoe County No: 02-78623-2 - Expires February 12, 2018 APROVED AS TO LEGAL FORM
Notary Public VASHOE COUNTY Political Subdivision of the State of Nevada	LEE ANNE OLIVAS Notary Public - State of Nevede Appointment Recorded in Washoe County No: 02-78623-2 - Expires February 12, 2018 APROVED AS TO LEGAL FORM
Notary Pablic WASHOE COUNTY Political Subdivision of the State of Nevada By: The above-instrument was acknowledged before.	Notary Public - State of Nevede Appointment Recorded in Washoe County No: 02-73623-2 - Expires February 12, 2018 APROVED AS TO LEGAL FORM By:

This	CCFEA	Amendment	(the	"Amendi	ment")	is	made	this	day	of
		, 2016	, bet	ween the	Region	nal	Transpo	ortation	Commission	n of
Wash	oe County	("RTC"), Cit	y of Re	eno (the "	Local G	iove	ernment'	'). Was	hoe Cou	ntv
(the	"Coun	ty") and N	evada	Tri-Partno	ers (the	"H	older," a	and colle	ectively wit	h the
RTC a	and Local	Government, t	he "Pa	arties").			·		•	

RECITALS

- A. RTC, the County, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in Tables I and I(a), whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds certain RRIF Credits issued under the CCFEA as listed in Tables 1 and 1(a).
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the HOLDER/HOLDER'S PREDECESSOR IN INTEREST, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Tables 1 and 1(a) are hereby cancelled and extinguished in exchange for

the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:

- 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program.</u> The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Nevada Tri-Partners 985 Damonte Ranch Pkwy #310 Reno, NV 89521 perry@diloretoreno.com 775-359-3000

- 4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- 5. Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
530031	530031	Nevada Tri-Partners, LLC	Damonte Ranch Phase 4	9/22/2024	9/22/2034
530091	530091	Nevada Tri-Partners, LLC	Damonte Ranch	9/21/2027	9/21/2037
5344	5344	Nevada Tri-Partners, LLC	Damonte Ranch	6/29/2024	6/29/2034
5349	5349	Nevada Tri-Partners, LLC	Damonte Ranch Phase 3A	8/21/2023	8/21/2033

TABLE 1(a)

5332	5332	Nevada Tri-Partners, LLC	Damonte Ranch	6/28/2024	6/28/2034
5332-T3	5332	Nevada Tri-Partners, LLC	Damonte Ranch	6/28/2024	6/28/2034
5332-T6	5332	Nevada Tri-Partners, LLC	Damonte Ranch	6/28/2024	6/28/2034

In Witness Whereof, the parties have execute, 2016.	ed this Amendm	ent on theda	y of
REGIONAL TRANSPORTATION COM A Special Purpose Unit of Government		APPROVED AS LEGAL FORM:	
By: Neoma Jardon, RTC Chairman	Dale Fe	Pale & Jacquer Ref. 168	al Counsel
STATE OF NEVADA			
COUNTY OF WASHOE			
The above-instrument was acknowledged before, 2016, by Right brown . Chairma Commission. Notary Public	Nota Appoin	day of all Transportation LEE ANNE OLIVAS ry Public - State of Never timent Recorded in Weakee Co 73623-2 - Expires February 12.	nda univ
CITY OF RENO A Municipal Corporation	APROV	ED AS TO LEG	AL FORM
By:	Ву:		
The above-instrument was acknowledged before	ore me this	day of	, 2016 by
Attest by City/County Clerk:			

WASHOE COUNTY	
Ву:	Washoe County Commission Chair
Date:	
Attest:Washoo	e County Clerk
Date:	

CREDIT HOLDER:
Nevada Tri-Partners
By: Lee My Street
Name: FERRY M. Wilvreto
Its: Managing Membe
STATE OF COUNTY OF
The above-instrument was acknowledged before me this 26 day of 300
Peace M 1): 1 parts
il a la
Kropleon am Carba
Notary Public
KATHLEEN ANN COULSON Notary Public - State of Nevada Appointment Recorded in Washes County
No. 93-3793-2 - Expires June 17, 2017

This	CCFEA	Amendment	(the	"Amend	ment")	is	made	this		day	of
		, 2016	, betw	een the	Regio	onal	Transpo	rtation	Comm	ission	of
Wash	oe Count	y ("RTC"),	City o	f Reno	(the	"Loc	cal Gov	ernmer	ıt"), V	ash	оe
Cou	nty (the	"County	") and	l Prologi	s Deve	elopn	nent Ser	vices, In	c. (the	'Hold	er,"
		with the RTC							`		•

RECITALS

- A. RTC, the County, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in Table 1(a), whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds RRIF Credits issued under the CCFEA as listed in Table 1(a).
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the HOLDER/HOLDER'S PREDECESSOR IN INTEREST, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

- 1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1(a) are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:
 - 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Prologis Development Services, Inc. 5190 Neil Road, Suite 210 Reno, NV 89502 kcarter@prologis.com 775-829-3001

- 4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- 5. Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1(a)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5305-T5	5305	Nevada Tri- Partners	Damonte Ranch	7/16/2023	7/16/2033

REGIONAL TRANSPORTATION COMP A Special Purpose Unit of Government	MISSION APPROVED AS TO
	LEGAL FORM:
By:	Dale E. Lerguro
Meoma Jardon, RTC Chairman	Dale Ferguson, RTC Legal Counsel
STATE OF NEVADA	
COUNTY OF WASHOE	
, 2016, by Neura Lerdon_, Chairma Commission. Journal Oley Notary Public	DENISE THOMPSON APPLICATION DENISE THOMPSON APPLICATION My ADD Expires October 17, 2016
TY OF RENO Municipal Corporation	APROVED AS TO LEGAL FORM:
· ·	By:
By:	By:

WASHOE COUNTY

By:		.	Washoe County Commission Chair
	Date:	•	
Attest:	···		
		Washoe County Cler	k
Date:			

CREDIT HOLDER:
PROLOGIS DEVELOPMENT SERVICES LLC
a Delaware limited liability company

By:
Name: KUPT FULLER
Title: VICE PROJECT

STATE OF
COUNTY OF

The above-instrument was acknowledged before me this 14 day of 4 day of 4 day of 5 day of 6 day

This	CCFEA	Amendment	(the	"Amend	lment")	is	made	this	da	ay of
		, 2016	, betw	een the	Regio	nal [Franspo	rtation	Commiss	sion o
Wash	oe Count	y ("RTC"),	City o	f Reno	(the	"Loca	al Gov	vernmer	nt"), Wa	shoe
Cou	nty (the	e "County	") and	d South	Meado	ws Pr	opertie	s, LP (t	he "Holde	r," and
collec	tively with	the RTC and	Local	Governn	nent, the	e "Par	rties").	•		•

RECITALS

- A. RTC, the County, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in Tables 1 and 1(a), whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The HOLDER is the successor in interest to HOLDER'S PREDECESSOR IN INTEREST and holds certain RRIF Credits issued under the CCFEA as listed in Tables 1 and 1(a).
- C. After certain of the CCFEAs referenced in Table 1(a) were entered into between the County, RTC and the HOLDER/HOLDER'S PREDECESSOR IN INTEREST, the Local Government annexed that area of the County where the Development of Record is located, such that the Development of Record is now wholly located within the borders of the Local Government (the "Annexation").
- D. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- E. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- F. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- G. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

- 1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Tables 1 and 1(a) are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:
 - 3.6. <u>Expiration of Credits</u>. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

South Meadows Properties, LP 8600 Technology Way Reno, NV 89521 kpthompson2011@yahoo.com 775-342-3856

- 4. Ratification of CCFEA. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.
- Assignment of Rights Under CCFEA. County hereby grants, transfers, assigns and delegates to the Local Government all of its right, title and interest and obligations of County under each CCFEA listed in Table 1 hereto, and Local Government accepts such assignment and delegation above, assumes each CCFEA, and agrees to observe and perform all of the other covenants, agreements and obligations to be observed and/or performed by the Local Government under the CCFEA from and after the date hereof.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5310	5310	South Meadows Properties, LP	South Meadows PUD Phase	12/24/2018	12/24/2038
5331	5331	South Meadows Properties, LP	South Meadows Business Park	10/8/2022	10/8/2032

TABLE 1 (cont)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5335	5335	South Meadows Properties, LP	South Meadows Business Park	6/24/2023	6/24/2033
5345-T26- T1-T3	5345	Reno Corporate Center, LLC/Tanamera Resort Partners, LLC	Reno Corporate Center	3/25/2024	3/25/2034
5348	5348	South Meadows Properties, LP	Double Diamond Ranch/South Meadows Business Park	11/21/2025	11/21/2035

TABLE 1(a)

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5305-T2-T1-	5305	Nevada Tri-Partners	Damonte Ranch	7/16/2023	7/16/2033

REGIONAL TRANSPORTATION A Special Purpose Unit of Governm	
Ву:	wale E. Fe
Neoma Jardon, RTC Chairman	Dale Ferguson, RTC Legal Covin
STATE OF NEVADA	
COUNTY OF WASHOE	
The above-instrument was acknowledge, 2016, by Coma	ged before me this 16th day of Septem Chairman of the Regional Transportation
	ged before me this day of Septem chairman of the Regional Transportation DENISE THOMPSON Public-State of Nevada APPT NO 38-8382-2 My App Expires October 17, 2016
The above-instrument was acknowledged, 2016. by Neoman and Commission.	DENISE THOMPSON Public-State of Nevada
The above-instrument was acknowledge	DENISE THOMPSON Public-State of Nevada APPT NO 36-8382-2 My App Expires October 17, 2016

By:______ Washoe County Commission Chair Date:_____ Attest:_____ Washoe County Clerk

Date:____

CREDIT HOLDER:

South Meadows Properties, Limited Partnership, a Nevada limited partnership

South Meadows Management, LLC, a Nevada By: Limited liability company, its General Partner

By: Norman Properties, Inc., a California corporation, Its Manager

By:

STATE OF COUNTY

The above-instrument was acknowledged before me this 22nd day of Aug

TINA FORD NOTARY PUBLIC

STATE OF NEVADA APPT. NO. 02-76393-2

MY APPT. EXPIRES JUNE 8, 2018

This	CCFEA	Amendr	nent	(the	"An	iendm	ent")	is	made	this _		_ day	of
			2016	, betv	veen	the 1	Regio	nal	Transp	ortatior	1 Com	missi	on of
Wash	oe County	r ("RTC	"), 7	Vasho	e Cou	anty (the "	Loca	ıl Gov	ernmen	it"), a	nd Sp	anish
Spring	gs Associa	ites, LP	(the	"Hol	lder,"	and	colle	ective	ely wi	th the	RTC	and	Local
Gover	mment, the	"Parties	").						•				

RECITALS

- A. RTC, Local Government, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in the Table 1, whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- C. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- D. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- E. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

1. Conversion and Extension. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1 are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF Extension Credits shall be

extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:

- 3.6. Expiration of Credits. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Spanish Springs Associates, LP 550 W Plumb Lane, Suite B # 505 Reno, NV 89509 jesse@hawcoproperties.com 775-5660-6922

4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.

TABLE 1

CCFEA Acct. No.	CCFEA No.	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
520161	520161	Spanish Springs Associates, LP	Eagle Canyon Town Center	6/26/2027	6/26/2037
5257D2	5257	Spanish Springs Associates, LP	Pebble Creek Subdivision, Unit 3	6/14/2027	6/14/2037

A Special Purpose Unit of Government	MISSION APPROVED AS TO LEGAL FORM:
By:	Date Forg
Neoma Jardon, RTC Chairman	Dale Ferguson, RTC Legal Cou
STATE OF NEVADA	
COUNTY OF WASHOE	
The above-instrument was acknowledged be, 2016, by, Chairm	fore me this 19th day of Auguan of the Regional Transportation
Commission.	LEE ANNE OLIVAS
Notary Public	Notary Public - State of Nevada Appointment Recorded in Washoe County No: 02-73623-2 - Expires February 12, 2018
WASHOE COUNTY	APROVED AS TO LEGAL
WASHOE COUNTY a Political Subdivision of the State of Neva	APROVED AS TO LEGAL da By:

CREDIT HOLDER: Spanish Springs Associates By: Name: Jesse Haw Its: President, Hawco Properties, Gen. Partner Spanish Springs Associates, LP STATE OF COUNTY OF The above-instrument was acknowledged before me this 28th day of 2016 by Jesse Haw Notary Public

TINA FORD NOTARY PUBLIC

STATE OF NEVADA APPT. NO. 02-76393-2 MY APPT. EXPIRES JUNE 8, 2018

This CCFEA Amendment (the "Amendment") is made this	s day of,
2016, between the Regional Transportation Commission of	
County (the "Local Government"), and Washoe County in	its capacity as the holder of credits
for the benefit of owners of lots within Special Assessmen	
"Holder," and collectively with the RTC and Local Govern	ment, the "Parties").

RECITALS

- A. RTC, Local Government, and HOLDER/HOLDER'S PREDECESSOR IN INTEREST are parties to a Capital Contribution Front Ending Agreement(s) (the "CCFEA") as listed in the Table 1, whereby, among other things, the HOLDER/HOLDER'S PREDECESSOR IN INTEREST was issued Regional Road Impact Fee Credits ("RRIF Credits").
- B. The Holder holds certain credits which were issued to Holder in trust for the benefit of owners of real property within Washoe County, Nevada, Special Assessment District No. 23 (Arrowcreek).
- C. Pursuant to the Regional Road Impact Fee General Administrative Manual (the "RRIF GAM") in effect as of the date of the CCFEA, the Holder's RRIF Credits expire twenty (20) years from the date of their issuance or agreement, as it applies to the specific CCFEA Account.
- D. As of May 9, 2016, RTC and Local Government have entered into an amendment to the RRIF GAM (the "GAM Amendment"), pursuant to which, holders of RRIF Credits may exchange their RRIF Credits for new credits with an extended expiration date (the "RRIF Extension Credits").
- E. The Holder wishes to exchange its RRIF Credits for RRIF Extension Credits pursuant to the GAM Amendment and this Amendment.
- F. Pursuant the CCFEA and the GAM Amendment, in order to extend the expiration date of the RRIF Credits, the Parties must amend the CCFEA.

Now therefore, in consideration of the foregoing recitals and other good and valuable consideration, the Parties hereby agree to amend the CCFEA as follows:

1. <u>Conversion and Extension</u>. The balance of the credits remaining as of the date of this amendment in the CCFEA Accounts listed in Table 1 are hereby cancelled and extinguished in exchange for the issuance of an equal number of RRIF Extension Credits. The RRIF Extension Credits shall be identical in all respects to the extinguished RRIF Credits, except that expiration date of the RRIF

Extension Credits shall be extended for a period of ten (10) years, by amending and restating section 3.6 of the CCFEA in its entirety as follows:

- 3.6. <u>Expiration of Credits</u>. All credits issued under this CCFEA shall expire exactly thirty (30) years after the date of issuance or agreement, as it applies to the specific CCFEA Account.
- 2. <u>Consent to RRIF Automation Program</u>. The Holder hereby consents to the processing of the Holder's RRIF Extension Credits pursuant to the RRIF Automation Program as administered by RTC. To the extent the Holder is not already a participant in the RRIF Automation Program, this Amendment shall not become effective unless and until the Holder surrenders all existing credit books or other evidence of ownership of RRIF Credits.
- 3. <u>Designation of Notice Party</u>. The Holder designates the following individual to act on the Holder's behalf for purposes of the RRIF Automation Program:

Dave Solaro, Arch, P.E. PO Box 11130 Reno, NV 89520 dsolaro@washoecounty.us 775-328-2041

4. <u>Ratification of CCFEA</u>. Except to the extent amended by this Amendment, the CCFEA shall continue to exist in full force and effect between the Parties.

TABLE 1

Acct. N	-	Developer of Record	Development of Record	Existing Expiration Date	New Expiration Date
5320	5320	Southwest Pointe, LLC	Arrowcreek	6/20/2021	6/20/2031

REGIONAL TRANSPORTATION	
COMMISSION	
A Special Purpose Unit of Government	APPROVED AS TO LEGAL FORM:
By:	Dale E. Farguero
Neoma Jardon, RTC Chairman	Dale Ferguson, RTC Legal Counsel
STATE OF NEVADA COUNTY	
OF WASHOE The above-instrument was acknowledged before	fore me this 19th day of August 201
· · · · · · · · · · · · · · · ·	core me this
· · · · · · · · · · · · · · · ·	Notary Public - State of Nevada Appointment Recorded in Washos County No: 02-7823-2 - Expires February 12, 2018 APROVED AS TO LEGAL FORM:
The above-instrument was acknowledged before by Neoma Jarden . Chairma Lechane Cluvas Notary Public	Notary Public - State of Nevada Appointment Recorded in Washos County No: 02-7823-2 - Expires February 12, 2018 APROVED AS TO LEGAL FORM:

CREDIT HOLDER: Washoe County a Political Subdivision of the State of Nevada
as trustee for the benefit of the owners of real property located within Washoe County, Nevada Special Assessment District No. 23 (Arrowcreek)
By:
Name:
Its:
STATE OF COUNTY OF
The above-instrument was acknowledged before me thisday of 2016 by
Notary Public