

**SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

342A



FROM: County Counsel

SUBMITTAL DATE:
March 11, 2010

SUBJECT: Ordinance No. 810 Fee Credit Agreement with Pinehurst LLC

RECOMMENDED MOTION: Approve the Ordinance No. 810 Fee Credit Agreement between the County of Riverside and Pinehurst LLC and authorize the Chairman to Execute said Agreement.

BACKGROUND: In 2002, Pinehurst LLC purchased 138 credits from the Wilson Creek Conservation Bank (Bank) in order to mitigate impacts to the California Gnatcatcher resulting from development of the Newport Estates Specific Plan No. 140 (Project). The credits were purchased for \$690,000.00. The Wilson Creek Conservation Bank is one of the banks acknowledged in the Western Riverside County Multiple Species Habitat Conservation Plan (MSHCP) as providing additional conservation for covered species. Additional monies were provided by Pinehurst to The Center for Natural Land Management to manage the land conserved as a result of the purchase of credits from this Bank.

This Agreement allows for the credit of \$690,000.00 towards the payment of the MSHCP Mitigation Fee imposed pursuant to Ordinance No. 810 in connection with 418 residential lots within the above-referenced Project. This credit shall constitute full payment of the fees required to be paid in connection with 417 lots and partial payment of the fee required in connection with 1 additional lot.

It is recommended that the Board approve the attached Agreement and authorize the Chairman to execute it.

Karin Watts-Bazan
Karin Watts-Bazan

Pamela J. Walls, County Counsel

FINANCIAL DATA	Current F.Y. Total Cost:	\$ 0	In Current Year Budget:	N/A
	Current F.Y. Net County Cost:	\$ 0	Budget Adjustment:	N/A
	Annual Net County Cost:	\$ 0	For Fiscal Year:	N/A

SOURCE OF FUNDS:	Positions To Be Deleted Per A-30	<input type="checkbox"/>
	Requires 4/5 Vote	<input type="checkbox"/>

C.E.O. RECOMMENDATION:

APPROVE

BY: *Tina Grande*
Tina Grande

County Executive Office Signature

Dept' Recomm.: Policy
Per Exec. Ofc.: Policy

 Consent
 Consent

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Stone, seconded by Supervisor Buster and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes:	Buster, Tavaglione, Stone, Benoit and Ashley	Kecia Harper-Ihem Clerk of the Board By: <i>[Signature]</i> Deputy
Nays:	None	
Absent:	None	
Date:	March 23, 2010	
xc:	CoCo.	

Prev. Agn. Ref.: | **District:** | **Agenda Number:** 3.8

1 ORDINANCE NO. 810 FEE CREDIT AGREEMENT BETWEEN
2 THE COUNTY OF RIVERSIDE AND PINEHURST LLC

3
4 This Agreement is made this 23 day of March, 2010, by and between the County of Riverside,
5 a political subdivision of the State of California, hereinafter referred to as "County", and Pinehurst LLC,
6 a limited liability company hereinafter referred to as "Developer", and its successors and assigns.

7 WHEREAS, the Newport Estates Specific Plan No. 140 ("Project") was approved by the Board
8 of Supervisors on July 9, 1991; and

9 WHEREAS, Developer is in the process of developing the Project in two phases, the first
10 consisting of four tracts (Tract Nos. 28787, 28788, 28789, and 28790) totaling 477 dwelling units and
11 the second consisting of 5 tracts (Tract Nos. 28786, 28791, 28792, 28793, and 28794) totaling 379
12 dwelling units; and

13 WHEREAS, the Project site contains significant biological resources protected under the federal
14 Endangered Species Act, including habitat for the threatened California gnatcatcher; and

15 WHEREAS, Developer prepared the Newport Estates Specific Plan HCP and obtained a
16 Section 10(a) Incidental Take Permit for Project-related impacts to these biological resources from the
17 U.S. Fish and Wildlife Service on December 23, 2003; and

18 WHEREAS, said Newport Estates Specific Plan HCP required Developer to purchase 138
19 credits from the Wilson Creek Conservation Bank ("Bank") in order to mitigate for impacts to the
20 California gnatcatcher from the Project; and

21 WHEREAS, Developer purchased said credits from the Bank in 2002 for total consideration in
22 the amount of \$690,000.00; and

23 WHEREAS, the Bank property is within the Criteria Area set forth in the Western Riverside
24 County Multiple Species Habitat Conservation Plan ("MSHCP"); and

25 WHEREAS, the MSHCP considers the acres within this Bank to be included within the
26 estimates of privately owned habitat that will be conserved pursuant to the MSHCP; and

27 WHEREAS, Developer seeks to obtain credit pursuant to the requirements of Ordinance No.
28 810.2 and Resolution No. 2004-223 for the purchase of 138 credits from the aforementioned Bank as a

1 pre-payment of the fees that would be required to be paid in connection with the development of certain
2 lots within the Project pursuant to Ordinance 810.2 at a rate of \$1651 per dwelling unit; and

3 WHEREAS, \$1651 per dwelling unit was the amount of the fee required to be paid for units
4 within the Project at the time the Ordinance No. 810.2 became effective; and

5 WHEREAS, said pre-payment of the fees will constitute a credit fully covering the amount of the
6 fees required to be paid in connection with a total of 417 dwelling units and partially covering the
7 amount of the fee required to be paid in connection with 1 additional dwelling unit.

8 NOW, THEREFORE, in consideration of the foregoing recitals, it is mutually agreed as follows:

- 9
- 10 1. Purpose of the Agreement. Provide a pre-payment fee credit to Developer in
11 connection with the purchase of 138 credits from the Bank, which resulted in the
12 conservation of approximately 138 acres of habitat pursuant to an irrevocable
13 conservation easement grant conveyed to the Center for Natural Lands
14 Management, Inc. dated September 28, 2000, and recorded on November 17,
15 2000 as Instrument No. 2000-481984 by the Riverside County Recorder. Said
16 grant of easement as well as the purchase and sale agreement and conservation
17 certificate are attached hereto as Exhibit "A" and incorporated herein by this
18 reference.
 - 19 2. Pre-Payment Fee Credit. The pre-payment fee credit provided herein applies only
20 to the development of property within the Newport Estates Specific Plan and to
21 the payment of fees pursuant to Ordinance No. 810.2 or any subsequently
22 approved amendment to Ordinance No. 810. No transfer of credit may occur to a
23 different development entitlement.

24 2.1 Each residential lot listed in Exhibit "B" hereto and incorporated
25 herein by this reference, for a total of 417 residential lots within
26 Tract Nos. 28787, 28788, 28789, 28790, 28790-1, 28790-2, and
27 28791, shall receive a credit in the amount of \$1651.00 as a pre-
28 payment in full of fees required to be paid pursuant to Ordinance
No. 810.2. No additional fees shall be required to be paid in

1 connection with the residential lots listed in Exhibit "B" pursuant
2 to Ordinance No. 810.2 or any subsequently approved amendment
3 to Ordinance No. 810.

4 2.2 The residential lot listed in Exhibit "C" hereto and incorporated
5 herein by this reference shall receive a credit of \$1533.00 toward
6 the amount of the fee required to be paid pursuant to Ordinance
7 No. 810.2 or any subsequently approved amendment to Ordinance
8 No. 810. Developer shall be responsible for the payment of any
9 remaining fees required to be paid in connection with the lot listed
10 in Exhibit "C" pursuant to Ordinance No. 810.

- 11 3. Recordation of Agreement. This Agreement and any amendments thereto shall be
12 recorded in the Office of the Riverside County Recorder for the County of
13 Riverside and shall be binding upon the parties to this Agreement and any
14 subsequent purchaser or owner of the residential lots listed in Exhibits "B" and
15 "C".
- 16 4. Consistency with Ordinance No. 810 and Resolution No. 2004- 223. This credit
17 for the prepayment of fees is consistent with and meets the requirements for fee
18 credits set forth in Ordinance No. 810 and Resolution No. 2004-223.
- 19 5. Paragraph Headings. The paragraph headings herein are for the convenience of
20 the parties only, and shall not be deemed to govern, limit, modify or in any
21 manner affect the scope, meaning or intent of the provisions or language of this
22 Agreement.
- 23 6. Authority to Execute Agreement. The Developer warrants that its authorized
24 officer has the authority vested in him or her to execute this Agreement.
- 25 7. Entire Agreement. This Agreement is intended by the parties hereto as a final
26 expression of their understanding with respect to the subject matter hereof and as
27 a complete and exclusive statement of the terms and conditions thereof and
28 supersedes any and all prior and contemporaneous leases, agreements and

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understandings, oral or written, in connection herewith. No provision contained herein shall be construed against the County solely because it prepared this Agreement in its executed form.

8. Amendment. This Agreement shall not be changed, modified, or amended except upon written consent of the parties hereto.

IN WITNESS WHEREOF, County and Developer have entered into this Agreement on the last date indicated below.

Pinehurst LLC.
a limited liability company

Dated: 3/10/10

By: [Signature]
Authorized Officer

County of Riverside

Dated: MAR 23 2010

By: [Signature]
Chairman, Board of Supervisors
MARION ASHLEY

ATTEST: **KECIA HARPER-IHEM**
Clerk of the Board

By: [Signature]
Deputy

APPROVED AS TO FORM:
County Counsel

By: [Signature]
Deputy

Exhibit "A"

Conservation Easement Documents for Wilson Creek Conservation Bank

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EXHIBIT "A"

CONSERVATION CERTIFICATE

~~The undersigned, Wilson Creek Development LLC, a California limited liability company, hereby grants, transfers and assigns to:~~

Finchurst LLC, a California limited liability company

One hundred thirty eight (138) conservation credits in mitigation land owned by the undersigned in Wilson Creek Development LLC/ Joe A. Gonzalez Ecological Reserve situated in the unincorporated area of the County of Riverside, State of California lying within the North One Half of Section 9 in Township 8 South, Range 1 East, San Bernardino Base and Meridian, as shown by United States Government Survey.

This Certificate is made to evidence the following events have occurred in accordance with the requirements of the U.S. Fish & Wildlife Service:

- 1) An Irrevocable conservation easement grant has been recorded on the property in favor of the Center for Natural Lands Management.
- 2) Funds for initial management and a management endowment have been paid to the Center for Natural Lands Management pursuant to the management agreement;

The biological assets identified with this certificate are described as:

- 1) 138 acres of California Sage Scrub;
- 2) One (1) pair of California Gnatcatcher Birds.

Date: 9-9-2002

Wilson Creek Development, LLC,
a California limited liability company

By: [Signature]
Joe A. Gonzalez, Manager

Exhibit "B"

Newport Estates Specific Plan Lots Receiving Full Credit for Ordinance No. 810 Fees

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EXHIBIT B**TO THE ORDINANCE NO. 810 FEE CREDIT PRE-PAYMENT AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND PINEHURST LLC.****UPDATED ON MARCH 04, 2010**

#	Tract #	Lot	Address No	MSHCP FEES
1	28787	1	30254 Blue Cedar Drive	\$ 1,651.00
2	28787	2	30266 Blue Cedar Drive	\$ 1,651.00
3	28787	12	30386 Blue Cedar Drive	\$ 1,651.00
4	28787	13	30398 Blue Cedar Drive	\$ 1,651.00
5	28787	14	30410 Blue Cedar Drive	\$ 1,651.00
6	28787	38	30495 White Fir Drive	\$ 1,651.00
7	28787	50	26308 Flaxleaf Drive	\$ 1,651.00
8	28787	62	30331 Blue Cedar Drive	\$ 1,651.00
9	28787	63	30319 Blue Cedar Drive	\$ 1,651.00
10	28787	64	30307 Blue Cedar Drive	\$ 1,651.00
11	28787	65	30295 Blue Cedar Drive	\$ 1,651.00
12	28787	66	30283 Blue Cedar Drive	\$ 1,651.00
13	28787	67	30271 Blue Cedar Drive	\$ 1,651.00
14	28788	1	26350 Rim Creek Path	\$ 1,651.00
15	28788	2	26338 Rim Creek Path	\$ 1,651.00
16	28788	3	26326 Rim Creek Path	\$ 1,651.00
17	28788	4	26314 Rim Creek Path	\$ 1,651.00
18	28788	5	26302 Rim Creek Path	\$ 1,651.00
19	28788	6	26290 Rim Creek Path	\$ 1,651.00
20	28788	7	26278 Rim Creek Path	\$ 1,651.00
21	28788	8	26266 Rim Creek Path	\$ 1,651.00
22	28788	9	26254 Rim Creek Path	\$ 1,651.00
23	28788	10	26259 Rim Creek Path	\$ 1,651.00
24	28788	11	26271 Rim Creek Path	\$ 1,651.00
25	28788	12	26283 Rim Creek Path	\$ 1,651.00
26	28788	13	26295 Rim Creek Path	\$ 1,651.00
27	28788	14	26307 Rim Creek Path	\$ 1,651.00
28	28788	15	26319 Rim Creek Path	\$ 1,651.00
29	28788	16	26331 Rim Creek Path	\$ 1,651.00
30	28788	17	26343 Rim Creek Path	\$ 1,651.00
31	28788	18	26355 Rim Creek Path	\$ 1,651.00
32	28788	19	26367 Rim Creek Path	\$ 1,651.00
33	28788	20	30177 Goldenrain Drive	\$ 1,651.00
34	28788	21	30189 Goldenrain Drive	\$ 1,651.00
35	28788	22	30201 Goldenrain Drive	\$ 1,651.00
36	28788	23	26336 Aleppo Pine Circle	\$ 1,651.00
37	28788	24	26324 Aleppo Pine Circle	\$ 1,651.00
38	28788	25	26312 Aleppo Pine Circle	\$ 1,651.00
39	28788	26	26300 Aleppo Pine Circle	\$ 1,651.00
40	28788	27	26288 Aleppo Pine Circle	\$ 1,651.00
41	28788	28	26276 Aleppo Pine Circle	\$ 1,651.00
42	28788	29	26264 Aleppo Pine Circle	\$ 1,651.00
43	28788	30	26257 Aleppo Pine Circle	\$ 1,651.00

EXHIBIT B**TO THE ORDINANCE NO. 810 FEE CREDIT PRE-PAYMENT AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND PINEHURST LLC.****UPDATED ON FEBRUARY 10, 2010**

#	Tract #	Lot	Address No	MSHCP FEES
44	28788	31	26269 Aleppo Pine Circle	\$ 1,651.00
45	28788	32	26281 Aleppo Pine Circle	\$ 1,651.00
46	28788	33	26293 Aleppo Pine Circle	\$ 1,651.00
47	28788	34	26305 Aleppo Pine Circle	\$ 1,651.00
48	28788	35	26329 Aleppo Pine Circle	\$ 1,651.00
49	28788	36	30225 Goldenrain Drive	\$ 1,651.00
50	28788	37	30237 Goldenrain Drive	\$ 1,651.00
51	28788	38	30249 Goldenrain Drive	\$ 1,651.00
52	28788	39	26304 Liliac View Circle	\$ 1,651.00
53	28788	40	26292 Liliac View Circle	\$ 1,651.00
54	28788	41	26280 Liliac View Circle	\$ 1,651.00
55	28788	42	26268 Liliac View Circle	\$ 1,651.00
56	28788	43	26256 Liliac View Circle	\$ 1,651.00
57	28788	44	26261 Liliac View Circle	\$ 1,651.00
58	28788	45	26273 Liliac View Circle	\$ 1,651.00
59	28788	46	26285 Liliac View Circle	\$ 1,651.00
60	28788	47	26297 Liliac View Circle	\$ 1,651.00
61	28788	48	26309 Liliac View Circle	\$ 1,651.00
62	28788	49	26321 Liliac View Circle	\$ 1,651.00
63	28788	50	26333 Liliac View Circle	\$ 1,651.00
64	28788	51	26318 Briarwood Cir.	\$ 1,651.00
65	28788	52	26306 Briarwood Cir.	\$ 1,651.00
66	28788	53	26294 Briarwood Cir.	\$ 1,651.00
67	28788	54	26282 Briarwood Cir.	\$ 1,651.00
68	28788	55	26270 Briarwood Cir.	\$ 1,651.00
69	28788	56	26258 Briarwood Cir.	\$ 1,651.00
70	28788	57	26263 Briarwood Cir.	\$ 1,651.00
71	28788	58	26275 Briarwood Cir.	\$ 1,651.00
72	28788	59	26287 Briarwood Cir.	\$ 1,651.00
73	28788	60	26299 Briarwood Cir.	\$ 1,651.00
74	28788	61	26311 Briarwood Cir.	\$ 1,651.00
75	28788	62	26323 Briarwood Cir.	\$ 1,651.00
76	28788	63	26322 Bramble Wood Circle	\$ 1,651.00
77	28788	64	26310 Bramble Wood Circle	\$ 1,651.00
78	28788	65	26298 Bramble Wood Circle	\$ 1,651.00
79	28788	66	26286 Bramble Wood Circle	\$ 1,651.00
80	28788	67	26274 Bramble Wood Circle	\$ 1,651.00
81	28788	68	26262 Bramble Wood Circle	\$ 1,651.00
82	28788	69	26250 Bramble Wood Circle	\$ 1,651.00
83	28788	70	26267 Bramble Wood Circle	\$ 1,651.00
84	28788	71	26279 Bramble Wood Circle	\$ 1,651.00
85	28788	72	26291 Bramble Wood Circle	\$ 1,651.00
86	28788	73	26303 Bramble Wood Circle	\$ 1,651.00
87	28788	74	26315 Bramble Wood Circle	\$ 1,651.00
88	28788	75	26327 Bramble Wood Circle	\$ 1,651.00
89	28788	76	26339 Bramble Wood Circle	\$ 1,651.00
90	28788	77	26351 Bramble Wood Circle	\$ 1,651.00
91	28788	78	26363 Bramble Wood Circle	\$ 1,651.00

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#	Tract #	Lot	Address No	MSHCP FEES
92	28788	79	26375 Bramble Wood Circle	\$ 1,651.00
93	28788	80	26387 Bramble Wood Circle	\$ 1,651.00
94	28788	81	26399 Bramble Wood Circle	\$ 1,651.00
95	28788	82	26411 Bramble Wood Circle	\$ 1,651.00
96	28788	83	26423 Bramble Wood Circle	\$ 1,651.00
97	28788	84	26435 Bramble Wood Circle	\$ 1,651.00
98	28788	85	26442 Bramble Wood Circle	\$ 1,651.00
99	28788	86	26430 Bramble Wood Circle	\$ 1,651.00
100	28788	87	26418 Bramble Wood Circle	\$ 1,651.00
101	28788	88	26406 Bramble Wood Circle	\$ 1,651.00
102	28788	89	26394 Bramble Wood Circle	\$ 1,651.00
103	28788	90	26382 Bramble Wood Circle	\$ 1,651.00
104	28788	91	26370 Bramble Wood Circle	\$ 1,651.00
105	28788	92	26358 Bramble Wood Circle	\$ 1,651.00
106	28788	93	30340 Goldenrain Drive	\$ 1,651.00
107	28788	94	30328 Goldenrain Drive	\$ 1,651.00
108	28788	95	30316 Goldenrain Drive	\$ 1,651.00
109	28788	96	30304 Goldenrain Drive	\$ 1,651.00
110	28788	97	30292 Goldenrain Drive	\$ 1,651.00
111	28788	98	30280 Goldenrain Drive	\$ 1,651.00
112	28788	99	30268 Goldenrain Drive	\$ 1,651.00
113	28788	100	30256 Goldenrain Drive	\$ 1,651.00
114	28788	101	30244 Goldenrain Drive	\$ 1,651.00
115	28788	102	30220 Goldenrain Drive	\$ 1,651.00
116	28788	103	30196 Goldenrain Drive	\$ 1,651.00
117	28788	104	30184 Goldenrain Drive	\$ 1,651.00
118	28788	105	30233 Carob Tree circle	\$ 1,651.00
119	28788	106	30245 Carob Tree circle	\$ 1,651.00
120	28788	107	30257 Carob Tree circle	\$ 1,651.00
121	28788	108	30269 Carob Tree circle	\$ 1,651.00
122	28788	109	30281 Carob Tree circle	\$ 1,651.00
123	28788	110	30293 Carob Tree circle	\$ 1,651.00
124	28788	111	30305 Carob Tree circle	\$ 1,651.00
125	28788	112	30317 Carob Tree circle	\$ 1,651.00
126	28788	113	30329 Carob Tree circle	\$ 1,651.00
127	28788	114	30341 Carob Tree circle	\$ 1,651.00
128	28788	115	30336 Carob Tree circle	\$ 1,651.00
129	28788	116	30324 Carob Tree circle	\$ 1,651.00
130	28788	117	30312 Carob Tree circle	\$ 1,651.00
131	28788	118	30300 Carob Tree circle	\$ 1,651.00
132	28788	119	30288 Carob Tree circle	\$ 1,651.00
133	28788	120	30264 Carob Tree circle	\$ 1,651.00
134	28788	121	26415 Rim Creek Path	\$ 1,651.00
135	28788	122	26427 Rim Creek Path	\$ 1,651.00
136	28788	123	26439 Rim Creek Path	\$ 1,651.00
137	28789	1	26649 Verdant Circle	\$ 1,651.00
138	28789	2	26641 Verdant Circle	\$ 1,651.00

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#	Tract #	Lot	Address No	MSHCP FEES
139	28789	3	26633 Verdant Circle	\$ 1,651.00
140	28789	4	26625 Verdant Circle	\$ 1,651.00
141	28789	5	26617 Verdant Circle	\$ 1,651.00
142	28789	6	26609 Verdant Circle	\$ 1,651.00
143	28789	7	26601 Verdant Circle	\$ 1,651.00
144	28789	8	26593 Verdant Circle	\$ 1,651.00
145	28789	9	26585 Verdant Circle	\$ 1,651.00
146	28789	10	26577 Verdant Circle	\$ 1,651.00
147	28789	11	30495 Silver Crest Drive	\$ 1,651.00
148	28789	12	30487 Silver Crest Drive	\$ 1,651.00
149	28789	13	30479 Silver Crest Drive	\$ 1,651.00
150	28789	14	30471 Silver Crest Drive	\$ 1,651.00
151	28789	15	30463 Silver Crest Drive	\$ 1,651.00
152	28789	16	30455 Silver Crest Drive	\$ 1,651.00
153	28789	17	30447 Silver Crest Drive	\$ 1,651.00
154	28789	18	30439 Silver Crest Drive	\$ 1,651.00
155	28789	19	30431 Silver Crest Drive	\$ 1,651.00
156	28789	20	30423 Silver Crest Drive	\$ 1,651.00
157	28789	21	30415 Silver Crest Drive	\$ 1,651.00
158	28789	22	30407 Silver Crest Drive	\$ 1,651.00
159	28789	23	30399 Silver Crest Drive	\$ 1,651.00
160	28789	24	30391 Silver Crest Drive	\$ 1,651.00
161	28789	25	30383 Silver Crest Drive	\$ 1,651.00
162	28789	26	30375 Silver Crest Drive	\$ 1,651.00
163	28789	27	30367 Silver Crest Drive	\$ 1,651.00
164	28789	28	30359 Silver Crest Drive	\$ 1,651.00
165	28789	29	30351 Silver Crest Drive	\$ 1,651.00
166	28789	30	30343 Silver Crest Drive	\$ 1,651.00
167	28789	31	30335 Silver Crest Drive	\$ 1,651.00
168	28789	32	30356 Silver Crest Drive	\$ 1,651.00
169	28789	33	30364 Silver Crest Drive	\$ 1,651.00
170	28789	34	30372 Silver Crest Drive	\$ 1,651.00
171	28789	35	30380 Silver Crest Drive	\$ 1,651.00
172	28789	36	30388 Silver Crest Drive	\$ 1,651.00
173	28789	37	30396 Silver Crest Drive	\$ 1,651.00
174	28789	38	30404 Silver Crest Drive	\$ 1,651.00
175	28789	39	30412 Silver Crest Drive	\$ 1,651.00
176	28789	40	30428 Silver Crest Drive	\$ 1,651.00
177	28789	41	30436 Silver Crest Drive	\$ 1,651.00
178	28789	42	30444 Silver Crest Drive	\$ 1,651.00
179	28789	43	30452 Silver Crest Drive	\$ 1,651.00
180	28789	44	30460 Silver Crest Drive	\$ 1,651.00
181	28789	45	30468 Silver Crest Drive	\$ 1,651.00
182	28789	46	26590 Verdant Circle	\$ 1,651.00
183	28789	47	26598 Verdant Circle	\$ 1,651.00
184	28789	48	26606 Verdant Circle	\$ 1,651.00
185	28789	49	26622 Verdant Circle	\$ 1,651.00
186	28789	50	26630 Verdant Circle	\$ 1,651.00

EXHIBIT B**TO THE ORDINANCE NO. 810 FEE CREDIT PRE-PAYMENT AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND PINEHURST LLC.****UPDATED ON FEBRUARY 10, 2010**

#	Tract #	Lot	Address No	MSHCP FEES
187	28789	51	26638 Verdant Circle	\$ 1,651.00
188	28789	52	30461 Silicate Drive	\$ 1,651.00
189	28789	53	30453 Silicate Drive	\$ 1,651.00
190	28789	54	30445 Silicate Drive	\$ 1,651.00
191	28789	55	26645 Olivine Circle	\$ 1,651.00
192	28789	56	26637 Olivine Circle	\$ 1,651.00
193	28789	57	26629 Olivine Circle	\$ 1,651.00
194	28789	58	26621 Olivine Circle	\$ 1,651.00
195	28789	59	26613 Olivine Circle	\$ 1,651.00
196	28789	60	26610 Olivine Circle	\$ 1,651.00
197	28789	61	26618 Olivine Circle	\$ 1,651.00
198	28789	62	26626 Olivine Circle	\$ 1,651.00
199	28789	63	26634 Olivine Circle	\$ 1,651.00
200	28789	64	26642 Olivine Circle	\$ 1,651.00
201	28789	65	30429 Silicate Drive	\$ 1,651.00
202	28789	66	30421 Silicate Drive	\$ 1,651.00
203	28789	67	30413 Silicate Drive	\$ 1,651.00
204	28789	68	30405 Silicate Drive	\$ 1,651.00
205	28789	69	30389 Silicate Drive	\$ 1,651.00
206	28789	70	26635 Opalescent Drive	\$ 1,651.00
207	28789	71	26627 Opalescent Drive	\$ 1,651.00
208	28789	72	26619 Opalescent Drive	\$ 1,651.00
209	28789	73	26611 Opalescent Drive	\$ 1,651.00
210	28789	74	26603 Opalescent Drive	\$ 1,651.00
211	28789	75	26595 Opalescent Drive	\$ 1,651.00
212	28789	76	26587 Opalescent Drive	\$ 1,651.00
213	28789	77	26584 Opalescent Drive	\$ 1,651.00
214	28789	78	26592 Opalescent Drive	\$ 1,651.00
215	28789	79	26600 Opalescent Drive	\$ 1,651.00
216	28789	80	26608 Opalescent Drive	\$ 1,651.00
217	28789	81	26616 Opalescent Drive	\$ 1,651.00
218	28789	82	26624 Opalescent Drive	\$ 1,651.00
219	28789	83	26632 Opalescent Drive	\$ 1,651.00
220	28789	84	26640 Opalescent Drive	\$ 1,651.00
221	28789	85	26648 Opalescent Drive	\$ 1,651.00
222	28789	86	30386 Silicate Drive	\$ 1,651.00
223	28789	87	30394 Silicate Drive	\$ 1,651.00
224	28789	88	30402 Silicate Drive	\$ 1,651.00
225	28789	89	26690 Nephrite Circle	\$ 1,651.00
226	28789	90	26698 Nephrite Circle	\$ 1,651.00
227	28789	91	26706 Nephrite Circle	\$ 1,651.00
228	28789	92	26714 Nephrite Circle	\$ 1,651.00
229	28789	93	26722 Nephrite Circle	\$ 1,651.00
230	28789	94	26730 Nephrite Circle	\$ 1,651.00
231	28789	95	26738 Nephrite Circle	\$ 1,651.00
232	28789	96	26746 Nephrite Circle	\$ 1,651.00
233	28789	97	26749 Nephrite Circle	\$ 1,651.00
234	28789	98	26741 Nephrite Circle	\$ 1,651.00

EXHIBIT B**TO THE ORDINANCE NO. 810 FEE CREDIT PRE-PAYMENT AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND PINEHURST LLC.****UPDATED ON FEBRUARY 10, 2010**

#	Tract #	Lot	Address No	MSHCP FEES
235	28789	99	26733 Nephrite Circle	\$ 1,651.00
236	28789	100	26725 Nephrite Circle	\$ 1,651.00
237	28789	101	26717 Nephrite Circle	\$ 1,651.00
238	28789	102	26709 Nephrite Circle	\$ 1,651.00
239	28789	103	26701 Nephrite Circle	\$ 1,651.00
240	28789	104	26693 Nephrite Circle	\$ 1,651.00
241	28789	105	26685 Nephrite Circle	\$ 1,651.00
242	28789	106	30418 Silicate Drive	\$ 1,651.00
243	28789	107	30426 Silicate Drive	\$ 1,651.00
244	28789	108	30434 Silicate Drive	\$ 1,651.00
245	28789	109	30442 Silicate Drive	\$ 1,651.00
246	28789	110	30450 Silicate Drive	\$ 1,651.00
247	28789	111	26678 Verdant Circle	\$ 1,651.00
248	28789	112	26686 Verdant Circle	\$ 1,651.00
249	28789	113	26694 Verdant Circle	\$ 1,651.00
250	28789	114	26702 Verdant Circle	\$ 1,651.00
251	28789	115	26710 Verdant Circle	\$ 1,651.00
252	28789	116	26718 Verdant Circle	\$ 1,651.00
253	28789	117	26726 Verdant Circle	\$ 1,651.00
254	28789	118	26734 Verdant Circle	\$ 1,651.00
255	28789	119	26742 Verdant Circle	\$ 1,651.00
256	28789	120	26750 Verdant Circle	\$ 1,651.00
257	28789	121	26745 Verdant Circle	\$ 1,651.00
258	28789	122	26737 Verdant Circle	\$ 1,651.00
259	28789	123	26729 Verdant Circle	\$ 1,651.00
260	28789	124	26721 Verdant Circle	\$ 1,651.00
261	28789	125	26713 Verdant Circle	\$ 1,651.00
262	28789	126	26705 Verdant Circle	\$ 1,651.00
263	28789	127	26697 Verdant Circle	\$ 1,651.00
264	28789	128	26689 Verdant Circle	\$ 1,651.00
265	28789	129	26681 Verdant Circle	\$ 1,651.00
266	28789	130	26673 Verdant Circle	\$ 1,651.00
267	28789	131	26665 Verdant Circle	\$ 1,651.00
268	28790	1	26508 Rim Creek Path	\$ 1,651.00
269	28790	2	26516 Rim Creek Path	\$ 1,651.00
270	28790	3	26524 Rim Creek Path	\$ 1,651.00
271	28790	4	26532 Rim Creek Path	\$ 1,651.00
272	28790	5	26540 Rim Creek Path	\$ 1,651.00
273	28790	6	26548 Rim Creek Path	\$ 1,651.00
274	28790	7	26556 Rim Creek Path	\$ 1,651.00
275	28790	8	26564 Rim Creek Path	\$ 1,651.00
276	28790	9	26572 Rim Creek Path	\$ 1,651.00
277	28790	10	26580 Rim Creek Path	\$ 1,651.00
278	28790	11	30252 Cherry Opal Lane	\$ 1,651.00
279	28790	12	30260 Cherry Opal Lane	\$ 1,651.00
280	28790	13	30268 Cherry Opal Lane	\$ 1,651.00
281	28790	14	30276 Cherry Opal Lane	\$ 1,651.00

EXHIBIT B**TO THE ORDINANCE NO. 810 FEE CREDIT PRE-PAYMENT AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND PINEHURST LLC.****UPDATED ON FEBRUARY 10, 2010**

#	Tract #	Lot	Address No	MSHCP FEES
282	28790	15	30284 Cherry Opal Lane	\$ 1,651.00
283	28790	16	30292 Cherry Opal Lane	\$ 1,651.00
284	28790	17	30300 Cherry Opal Lane	\$ 1,651.00
285	28790	18	30308 Cherry Opal Lane	\$ 1,651.00
286	28790	19	30316 Cherry Opal Lane	\$ 1,651.00
287	28790	20	26578 Opaline Cir.	\$ 1,651.00
288	28790	21	26570 Opaline Cir.	\$ 1,651.00
289	28790	22	26549 Roseate Cir.	\$ 1,651.00
290	28790	23	26541 Roseate Cir.	\$ 1,651.00
291	28790	24	26533 Roseate Cir.	\$ 1,651.00
292	28790	25	26525 Roseate Cir.	\$ 1,651.00
293	28790	26	26517 Roseate Cir.	\$ 1,651.00
294	28790	27	26514 Roseate Cir.	\$ 1,651.00
295	28790	32	30279 Cherry Opal Lane	\$ 1,651.00
296	28790	33	30271 Cherry Opal Lane	\$ 1,651.00
297	28790	34	30263 Cherry Opal Lane	\$ 1,651.00
298	28790	35	30255 Cherry Opal Lane	\$ 1,651.00
299	28790	36	26535 Rim Creek Path	\$ 1,651.00
300	28790	37	26527 Rim Creek Path	\$ 1,651.00
301	28790	38	26519 Rim Creek Path	\$ 1,651.00
302	28790	39	26511 Rim Creek Path	\$ 1,651.00
303	28790-1	1	26588 Rim Creek Path	\$ 1,651.00
304	28790-1	3	26604 Rim Creek Path	\$ 1,651.00
305	28790-1	4	26612 Rim Creek Path	\$ 1,651.00
306	28790-1	8	26644 Rim Creek Path	\$ 1,651.00
307	28790-1	15	26700 Rim Creek Path	\$ 1,651.00
308	28790-1	17	26716 Rim Creek Path	\$ 1,651.00
309	28790-1	18	26724 Rim Creek Path	\$ 1,651.00
310	28790-1	19	30256 Moon Star Circle	\$ 1,651.00
311	28790-1	20	30264 Moon Star Circle	\$ 1,651.00
312	28790-1	21	30272 Moon Star Circle	\$ 1,651.00
313	28790-1	22	30280 Moon Star Circle	\$ 1,651.00
314	28790-1	23	30288 Moon Star Circle	\$ 1,651.00
315	28790-1	24	30296 Moon Star Circle	\$ 1,651.00
316	28790-1	25	30304 Moon Star Circle	\$ 1,651.00
317	28790-1	26	30312 Moon Star Circle	\$ 1,651.00
318	28790-1	27	30320 Moon Star Circle	\$ 1,651.00
319	28790-1	28	30328 Moon Star Circle	\$ 1,651.00
320	28790-1	29	30336 Moon Star Circle	\$ 1,651.00
321	28790-1	30	30344 Moon Star Circle	\$ 1,651.00
322	28790-1	31	30347 Moon Star Circle	\$ 1,651.00
323	28790-1	32	30339 Moon Star Circle	\$ 1,651.00
324	28790-1	33	30331 Moon Star Circle	\$ 1,651.00
325	28790-1	34	30323 Moon Star Circle	\$ 1,651.00
326	28790-1	35	30315 Moon Star Circle	\$ 1,651.00
327	28790-1	36	30307 Moon Star Circle	\$ 1,651.00
328	28790-1	37	30299 Moon Star Circle	\$ 1,651.00

EXHIBIT B**TO THE ORDINANCE NO. 810 FEE CREDIT PRE-PAYMENT AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND PINEHURST LLC.****UPDATED ON FEBRUARY 10, 2010**

#	Tract #	Lot	Address No	MSHCP FEES
329	28790-1	38	30291 Moon Star Circle	\$ 1,651.00
330	28790-1	39	30283 Moon Star Circle	\$ 1,651.00
331	28790-1	40	30275 Moon Star Circle	\$ 1,651.00
332	28790-1	41	30267 Moon Star Circle	\$ 1,651.00
333	28790-1	42	30259 Moon Star Circle	\$ 1,651.00
334	28790-2	1	30254 Coralium Wy.	\$ 1,651.00
335	28790-2	2	30262 Coralium Wy.	\$ 1,651.00
336	28790-2	3	30270 Coralium Wy.	\$ 1,651.00
337	28790-2	4	30278 Coralium Wy.	\$ 1,651.00
338	28790-2	5	30286 Coralium Wy.	\$ 1,651.00
339	28790-2	6	30294 Coralium Wy.	\$ 1,651.00
340	28790-2	7	30302 Coralium Wy.	\$ 1,651.00
341	28790-2	8	30310 Coralium Wy.	\$ 1,651.00
342	28790-2	9	30318 Coralium Wy.	\$ 1,651.00
343	28790-2	10	30326 Coralium Wy.	\$ 1,651.00
344	28790-2	11	30334 Coralium Wy.	\$ 1,651.00
345	28790-2	12	30342 Coralium Wy.	\$ 1,651.00
346	28790-2	13	30350 Coralium Wy.	\$ 1,651.00
347	28790-2	14	30358 Coralium Wy.	\$ 1,651.00
348	28790-2	15	30366 Coralium Wy.	\$ 1,651.00
349	28790-2	16	26747 Opalescent Dr.	\$ 1,651.00
350	28790-2	17	26739 Opalescent Dr.	\$ 1,651.00
351	28790-2	18	26731 Opalescent Dr.	\$ 1,651.00
352	28790-2	19	26723 Opalescent Dr.	\$ 1,651.00
353	28790-2	20	26715 Opalescent Dr.	\$ 1,651.00
354	28790-2	21	26707 Opalescent Dr.	\$ 1,651.00
355	28790-2	22	26699 Opalescent Dr.	\$ 1,651.00
356	28790-2	23	26691 Opalescent Dr.	\$ 1,651.00
357	28790-2	24	26683 Opalescent Dr.	\$ 1,651.00
358	28790-2	25	26664 Opalescent Dr.	\$ 1,651.00
359	28790-2	26	26672 Opalescent Dr.	\$ 1,651.00
360	28790-2	27	26680 Opalescent Dr.	\$ 1,651.00
361	28790-2	28	26688 Opalescent Dr.	\$ 1,651.00
362	28790-2	29	26696 Opalescent Dr.	\$ 1,651.00
363	28790-2	30	26704 Opalescent Dr.	\$ 1,651.00
364	28790-2	31	26712 Opalescent Dr.	\$ 1,651.00
365	28790-2	32	26720 Opalescent Dr.	\$ 1,651.00
366	28790-2	33	26728 Opalescent Dr.	\$ 1,651.00
367	28790-2	34	26736 Opalescent Dr.	\$ 1,651.00
368	28790-2	35	30345 Coralium Wy.	\$ 1,651.00
369	28790-2	36	30337 Coralium Wy.	\$ 1,651.00
370	28790-2	37	30329 Coralium Wy.	\$ 1,651.00
371	28790-2	38	30321 Coralium Wy.	\$ 1,651.00
372	28790-2	39	30313 Coralium Wy.	\$ 1,651.00
373	28790-2	40	30305 Coralium Wy.	\$ 1,651.00
374	28790-2	41	30297 Coralium Wy.	\$ 1,651.00
375	28790-2	42	30289 Coralium Wy.	\$ 1,651.00

EXHIBIT B

TO THE ORDINANCE NO. 810 FEE CREDIT PRE-PAYMENT AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND PINEHURST LLC.

UPDATED ON FEBRUARY 10, 2010

#	Tract #	Lot	Address No	MSHCP FEES
376	28790-2	43	30281 Coralium Wy.	\$ 1,651.00
377	28790-2	44	30273 Coralium Wy.	\$ 1,651.00
378	28790-2	45	30265 Coralium Wy.	\$ 1,651.00
379	28790-2	46	30257 Coralium Wy.	\$ 1,651.00
380	28790-2	47	30258 Silicate Dr.	\$ 1,651.00
381	28790-2	48	30266 Silicate Dr.	\$ 1,651.00
382	28790-2	49	30274 Silicate Dr.	\$ 1,651.00
383	28790-2	50	30282 Silicate Dr.	\$ 1,651.00
384	28790-2	51	30290 Silicate Dr.	\$ 1,651.00
385	28790-2	52	30298 Silicate Dr.	\$ 1,651.00
386	28790-2	53	30306 Silicate Dr.	\$ 1,651.00
387	28790-2	54	30314 Silicate Dr.	\$ 1,651.00
388	28790-2	55	30322 Silicate Dr.	\$ 1,651.00
389	28790-2	56	30330 Silicate Dr.	\$ 1,651.00
390	28790-2	57	30338 Silicate Dr.	\$ 1,651.00
391	28790-2	58	30346 Silicate Dr.	\$ 1,651.00
392	28790-2	59	30354 Silicate Dr.	\$ 1,651.00
393	28790-2	60	26605 Opaline Cir.	\$ 1,651.00
394	28790-2	61	26597 Opaline Cir.	\$ 1,651.00
395	28790-2	62	26589 Opaline Cir.	\$ 1,651.00
396	28790-2	63	26581 Opaline Cir.	\$ 1,651.00
397	28790-2	64	26573 Opaline Cir.	\$ 1,651.00
398	28790-2	65	30333 Silicate Dr.	\$ 1,651.00
399	28790-2	66	30325 Silicate Dr.	\$ 1,651.00
400	28790-2	67	30317 Silicate Dr.	\$ 1,651.00
401	28790-2	68	30309 Silicate Dr.	\$ 1,651.00
402	28790-2	69	30301 Silicate Dr.	\$ 1,651.00
403	28790-2	70	30293 Silicate Dr.	\$ 1,651.00
404	28790-2	71	30285 Silicate Dr.	\$ 1,651.00
405	28790-2	72	30277 Silicate Dr.	\$ 1,651.00
406	28790-2	73	30269 Silicate Dr.	\$ 1,651.00
407	28790-2	74	30261 Silicate Dr.	\$ 1,651.00
408	28790-2	75	30253 Silicate Dr.	\$ 1,651.00
409	28791	76	NOT AVAILABLE	\$ 1,651.00
410	28791	77	NOT AVAILABLE	\$ 1,651.00
411	28791	78	NOT AVAILABLE	\$ 1,651.00
412	28791	44	NOT AVAILABLE	\$ 1,651.00
413	28791	45	NOT AVAILABLE	\$ 1,651.00
414	28791	46	NOT AVAILABLE	\$ 1,651.00
415	28791	47	NOT AVAILABLE	\$ 1,651.00
416	28791	48	NOT AVAILABLE	\$ 1,651.00
417	28791	49	NOT AVAILABLE	\$ 1,651.00
			TOTAL	\$ 688,467.00

Exhibit "C"

Newport Estate Specific Plan Lot Receiving Partial Credit for Ordinance No. 810 Fees

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EXHIBIT C				
TO THE ORDINANCE NO. 810 FEE CREDIT PRE-PAYMENT AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND PINEHURST LLC.				
#	Tract #	Lot	Address No	MSHCP FEES
1	28791	50	NOT AVAILABLE	\$ 1,533.00
			TOTAL	\$ 1,533.00

ACKNOWLEDGMENT

State of California
County of Orange)

On 3-10-2010 before me, REBECCA M NGAI NOTARY PUBLIC
(insert name and title of the officer)

personally appeared NELSON CHONG
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.



Signature Rh (Seal)