

**AMENDMENT NO. 19  
TO REIMBURSEMENT AGREEMENT AND FUNDING AGREEMENT  
BETWEEN COUNTY OF MONTEREY AND  
HARPER CANYON REALTY, LLC**

**THIS AMENDMENT NO. 19** to the Reimbursement Agreement and Funding Agreement between the County of Monterey, a political subdivision of the State of California (hereinafter, "County") and Harper Canyon Realty, LLC (hereinafter, "PROJECT APPLICANT") is hereby entered into between the County and the PROJECT APPLICANT (collectively, the "Parties") as of the last date opposite the respective signatures below.

**WHEREAS**, PROJECT APPLICANT entered into a Reimbursement Agreement with County on October 6, 2005 (hereinafter "Agreement"); and

**WHEREAS**, Agreement was amended by the Parties on December 28, 2006 (hereinafter, "Amendment No. 1", including Exhibit 1A, Amendment No. 1 to Professional Services Agreement between Pacific Municipal Consultants and the County of Monterey for the Harper Canyon Subdivision EIR), December 27, 2007 (hereinafter, "Amendment No. 2"), April 17, 2008 (hereinafter, "Amendment No. 3"), October 16, 2008 (hereinafter, "Amendment No. 4"), April 1, 2009 (hereinafter, "Amendment No. 5"), November 10, 2009 (hereinafter, "Renewal and Amendment No. 6", including Exhibit 1B, Renewal and Amendment No. 6 to the Professional Services Agreement between Pacific Municipal Consultants and the County of Monterey for the Harper Canyon Subdivision EIR), February 3, 2010 (hereinafter, "Amendment No. 7"), June 29, 2010 (hereinafter, "Amendment No. 8"), September 29, 2010 (hereinafter, "Amendment No. 9"), December 29, 2010 (hereinafter, "Amendment No. 10", including Exhibit 1C, Amendment No. 10 to the Professional Services Agreement between Pacific Municipal Consultants and the County of Monterey for the Harper Canyon Subdivision EIR), February 8, 2011 (hereinafter, "Amendment No. 11"), June 28, 2011 (hereinafter, "Amendment No. 12"), December 15, 2011 (hereinafter, "Amendment No. 13"), June 20, 2012 (hereinafter, "Amendment No. 14"), December 21, 2012 (hereinafter, "Amendment No. 15", including Exhibit 1D, Amendment No. 15 to the Professional Services Agreement between Pacific Municipal Consultants and the County of Monterey for the Harper Canyon Subdivision EIR), February 26, 2013 (hereinafter, "Amendment No. 16" ), November 4, 2013 (hereinafter, "Amendment No. 17"), and March 28, 2014 (hereinafter, "Amendment No. 18"); and

**WHEREAS**, PROJECT APPLICANT has applied to the County for approval of various development permits for the Harper Canyon Subdivision (hereinafter, "Project") requiring an Environmental Impact Report (hereinafter, "EIR"); and

**WHEREAS**, County engaged Pacific Municipal Consultants (hereinafter, "Contractor") to prepare the EIR for the Project; and

**WHEREAS**, the completed Final EIR has not been certified; and

**WHEREAS**, the PROJECT APPLICANT has requested additional time to allow for the completion of the discretionary hearing process for the EIR for the Project; and

**WHEREAS**, the Parties wish to further amend the Agreement to extend the term to September 30, 2014 with no associated dollar amount increase to continue to allow reimbursement and funding by the PROJECT APPLICANT to the County for costs incurred by the Contractor and County departments to allow for completion of the discretionary hearing process for the EIR for the Project.

**NOW, THEREFORE**, the Parties agree to amend the Agreement as follows:

1. Amend Paragraph 5, "Term", to read as follows:

AGREEMENT shall become effective September 13, 2005 and continue through September 30, 2014, unless terminated pursuant to Paragraph 6 of AGREEMENT.

2. Amend the first sentence of Paragraph 6, "Termination", to read as follows:

AGREEMENT shall terminate on September 30, 2014, but may be terminated earlier by PROJECT APPLICANT or County, by giving thirty (30) days' written notice to the other.

3. All other terms and conditions of the Agreement remain unchanged and in full force.
4. This Amendment No. 19 shall be attached to Agreement and incorporated therein as if fully set forth in the Agreement.

