

## **BILL OF SALE**

### **SEWER SYSTEM FACILITIES – Approximately 680-LF of 8-inch sewer main; approximately 800-LF of small diameter force main; sewer pump station; 5 manholes**

For good and valuable consideration, receipt of which is hereby acknowledged, the undersigned Applicant for sewer service does hereby transfer and convey to the Marina Coast Water District (District), a County Water District organized under the laws of the State of California, and its successors and assigns, all right, title, and interest in and to the sewer installation, including mains, manholes, laterals, and other appurtenances to said sewer installation, constructed and installed in accepted and recorded easements per accepted As-Built Plans dated JULY 2015, THE PROMONTORY, and further warrants that the same is free and clear of any encumbrances and claims. The fair market value of the sewer system transferred to the District is **\$591,441**.

### **WATER SYSTEM FACILITIES – Approximately 470-LF of 16” water main; 1,435-LF of 8-inch water main; 6 fire hydrants**

For good and valuable consideration, receipt of which is hereby acknowledged, the undersigned Applicant for water service does hereby transfer and convey to the Marina Coast Water District (District), a County Water District organized under the laws of the State of California, and its successors and assigns, all right, title, and interest in and to the water installation, including mains, hydrants, laterals, valves, PRV’s, and other appurtenances to said water installation, constructed and installed in accepted and recorded easements per accepted As-Built Plans dated JULY 2014, THE PROMONTORY, and further warrants that the same is free and clear of any encumbrances and claims. The fair market value of the water system transferred to the District is **\$418,434**.

### **RECLAIMED WATER SYSTEM FACILITIES – Approximately 400-LF of 4-inch reclaimed water main**

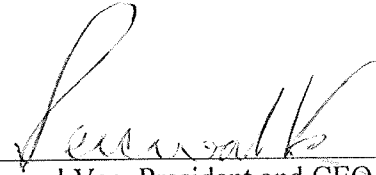
For good and valuable consideration, receipt of which is hereby acknowledged, the undersigned Applicant for reclaimed water service does hereby transfer and convey to the Marina Coast Water District (District), a County Water District organized under the laws of the State of California, and its successors and assigns, all right, title, and interest in and to the reclaimed water installation, including mains, laterals, valves, PRV’s, and other appurtenances to said water installation, constructed and installed in accepted and recorded easements per accepted As-Built Plans dated JULY 2015, THE PROMONTORY, and further warrants that the same is free and clear of any encumbrances and claims. The fair market value of the reclaimed water system transferred to the District is **\$21,500**.

This Bill of Sale is in accordance with and subject to the Infrastructure Agreement dated November 4, 2013 between AMCAL Monterey Bay, LLC; and Marina Coast Water District. AMCAL Monterey Bay, LLC; represents and warrants that, to the knowledge of DEVELOPMENT ENTITY, its members, officers, and employees, AMCAL Monterey Bay, LLC; has title to and the legal right to transfer and dispose of the facilities being transferred. Plan sheets described above comprise “Exhibit A” attached hereto:

### **SIGNATURE OF DEVELOPMENT ENTITY:**

I. AMCAL Monterey Bay, LLC,  
 a Delaware Limited Liability company,

By: AMCAL Equities Managing Member

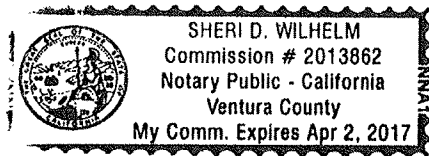
By:   
 \_\_\_\_\_  
 Percival Vaz, President and CEO

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA          )  
   ) ss  
 COUNTY OF LOS ANGELES     )

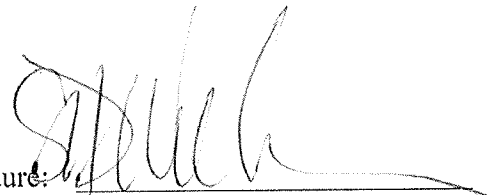
On July 28, 2015 before me, Sheri D. Wilhelm, Notary Public, personally appeared Percival Vaz, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she~~/~~they~~ executed the same in his/~~her~~/~~their~~ 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.

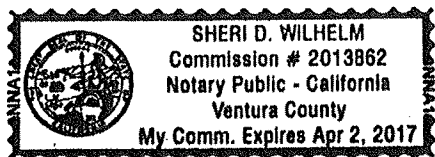
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



(Seal)

WITNESS my hand and official seal.

Signature: 



**CERTIFICATE OF ACCEPTANCE**

As per Resolution No. 200X-XX as set forth in the minutes of a meeting of the Board of Directors of the Marina Coast Water District held on DATE , the above Bill of Sale for Sewer System and Water System Facilities, dated \_\_\_\_\_, is hereby accepted by order of the Board of Directors of the Marina Coast Water District, a County Water District organized under the laws of the State of California.

Date of Acceptance \_\_\_\_\_.

By: \_\_\_\_\_  
 General Manager  
 MARINA COAST WATER DISTRICT

STATE OF CALIFORNIA            )  
   ) ss  
 COUNTY OF MONTEREY        )

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public, personally appeared \_\_\_\_\_ 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.

(Seal)

Signature: \_\_\_\_\_