



A G E N D A

NORTH IRVINE TRANSPORTATION MITIGATION ADVISORY COMMITTEE REGULAR MEETING

**September 10, 2015
2:00 p.m.**

Irvine Civic Center
One Civic Center Plaza,
Conference Room No. B202
Irvine, California 92623

Speaker's Form/Request to Speak: If you would like to address the North Irvine Transportation Mitigation Committee on a scheduled agenda item, please complete the Sign-In Sheet. The Sign-In Sheet is located on the table at the entrance to the conference room. Please identify on the sign-in sheet your name, address, and the item on which you would like to speak and return to the Recording Secretary. The Sign-In Sheet assists the Chair in ensuring that all persons wishing to address the Committee are recognized. Your name will be called at the time the matter is heard by the Committee.

CALL TO ORDER

ROLL CALL

CHAIR:	Manuel Gomez, City of Irvine
MEMBER:	John Boslet, Irvine Company
MEMBER:	Jennifer Bohlen, on behalf of Heritage Fields El Toro, LLC

ADDITIONS AND DELETIONS TO THE AGENDA

Additions to the agenda are limited by California Government Code Section 54954.2 of the Brown Act and for those items that arise after the posting of the Agenda and must be acted upon prior to the next Committee meeting.

PUBLIC COMMENTS

Any member of the public may address the Committee on items within the Committee's subject matter jurisdiction, but which are not listed on this Agenda during PUBLIC COMMENTS. However, no action may be taken on matters that are not part of the posted agenda. PUBLIC COMMENTS are scheduled for 30 minutes and are limited to 3 minutes per person.

INTRODUCTION

COMMITTEE BUSINESS

1. Minutes (Page 5)

Recommended Action:

Approve the minutes of the North Irvine Transportation Mitigation (NITM) Advisory Committee Meeting held on November 19, 2014.

2. NITM Quarterly Status Report (Page 10)

Recommended Action:

Receive and file.

DISCUSSION ITEMS

3. Heritage Fields GP II Fee Credit and NITM Fee Allocation Plan Agreement (Page 19)

4. Amendment No. 3 to Heritage Fields GP I Fee Credit and NITM Fee Allocation Plan Agreement (Page 33)

5. Amendment No. 1 to Heritage Fields GP III Fee Credit and NITM Fee Allocation Plan Agreement (Page 44)

6. Amendment No. 5 to PA 40 NITM Fee Credit and NITM Fee Allocation Plan Agreement (Page 47)

DIRECTOR ACTIONS

7. Heritage Fields GP II Fee Credit and NITM Fee Allocation Plan Agreement (Page 19)

Recommended Action:

Approve the Heritage Fields GP II Fee Credit and NITM Fee Allocation Plan Agreement.

STAFF UPDATES

- 8. Culver/University and Jeffrey/Walnut Project Schedules**

ADJOURNMENT

ITEM 1: MINUTES



MINUTES

NORTH IRVINE TRANSPORTATION MITIGATION ADVISORY COMMITTEE REGULAR MEETING

**November 19, 2014
3:00 P.M.**

Irvine Civic Center
One Civic Center Plaza,
Conference Room B200
Irvine, California 92606

CALL TO ORDER

A regular meeting of the North Irvine Transportation Mitigation Advisory Committee was called to order at 3:05 p.m. on November 19, 2014, in Conference Room B200, Irvine Civic Center, One Civic Center Plaza, Irvine, California; Director Manuel Gomez presiding.

ROLL CALL

Present:	3	CHAIR:	Manuel Gomez, City of Irvine
		MEMBER:	John Boslet, Irvine Company
		MEMBER:	Jennifer Bohlen, on behalf of Heritage Fields El Toro, LLC

Also present: City Staff: Katie Berg-Curtis, Project Development Administrator; Barry Curtis, Manager of Planning Services; Andy Do, Senior Accountant; Shohreh Dupuis, Deputy Director of Public Works; Lisa Thai, Senior Transportation Analyst; Teri Washle, Finance Administrator; and Kory Lynch, Five Point Communities.

ADDITIONS AND DELETIONS TO THE AGENDA

The NITM Five Year Review was added to the Discussion Items.

PUBLIC COMMENTS

There were no public comments.

INTRODUCTION

COMMITTEE BUSINESS

1. Minutes

ACTION: Approved the meeting minutes of the May 20, 2013 meeting.

2. NITM Quarterly Status Report

Mr. Boslet inquired about the fair share fees paid by the Irvine Company on I-405 (Sand Canyon to Jeffrey) NITM Fair Share Project; as agreed in the PA 18/33 Fair Share Agreement. Staff will research the funds and transfer it as appropriate to the NITM account.

ACTION: Received report.

DISCUSSION ITEMS

3. Great Park Neighborhoods 2012 GPA/ZC NITM Program Fee Reallocation Study

Ms. Thai presented a summary of the Great Park Neighborhoods 2012 GPA/ZC NITM Program Fee Reallocation Study. The NITM Committee did not have comments on this item.

4. Heritage Fields GP III Fee Credit and NITM Fee Allocation Plan Agreement

Ms. Thai presented the Heritage Fields GP III Fee Credit and NITM Fee Allocation Plan Agreement. The NITM Committee did not have comments on this item.

5. Amendment No. 2 to Heritage Fields GP I Fee Credit and NITM Fee Allocation Plan Agreement

Ms. Thai presented the Amendment No. 2 to Heritage Fields GP I Fee Credit and NITM Fee Allocation Plan, which reflected the GP I fees based on the Great Park Neighborhoods 2012 GPA/ZC NITM Program Fee Reallocation Study. The NITM Committee did not have comments on this item.

6. Amendment No. 3 to PA 40 NITM Fee Credit and NITM Fee Allocation Plan Agreement

Ms. Thai presented the Amendment No. 3 to PA 40 NITM Fee Credit and NITM Fee Allocation Plan Agreement, which reflected the PA 40 fees based on the Great Park Neighborhoods 2012 GPA/ZC NITM Program Fee Reallocation Study. The NITM Committee did not have comments on this item.

7. NITM Five Year Review

Due to the recent completion of the GPN 2012 GPA/ZC NITM Program Fee Reallocation Study, the Committee unanimously agreed that a NITM Five Year Review does not need to be prepared at this time.

DIRECTOR ACTIONS

8. Great Park Neighborhoods 2012 GPA/ZC NITM Program Fee Reallocation Study

ACTION: The director approved the Great Park Neighborhoods 2012 GPA/ZC NITM Program Fee Reallocation Study.

9. Heritage Fields GP III Fee Credit and NITM Fee Allocation Plan Agreement

ACTION: The director approved the Heritage Fields GP III Fee Credit and NITM Fee Allocation Plan Agreement.

STAFF UPDATES

10. Fair Share Improvements Under Other Agencies' Jurisdiction

Ms. Berg-Curtis presented the City Attorney's direction that NITM improvements completed by other agencies should remain on the List of NITM Improvements as other agencies could seek reimbursement in the future. The NITM Committee did not have comments on this item.

11. Status of NITM Projects Under Development

Ms. Berg-Curtis presented the two NITM Projects underway: Culver/University and Jeffrey/Alton. Culver/University is in final design phase. Jeffrey/Alton is in the preliminary engineering phase and is moving forward with the alternative that consists of implementing a fourth southbound through and defacto right turn lane. Mr. Boslet mentioned that since the lane geometries on Jeffrey/Alton and Culver/University have been revised, the traffic modeling group should be informed of the changes.

ADJOURNMENT AT 3:50 p.m., Wednesday, November 19, 2014 to the next NITM Advisory Committee meeting to a date to be determined.

Date:_____

Manuel Gomez
Chair, NITM Advisory Committee

ITEM 2: NITM QUARTERLY STATUS REPORT

**NORTH IRVINE TRANSPORTATION MITIGATION (NITM)
FUNDING SUMMARY
AT 6/30/2015**

REVENUES		
NITM Fees	\$	85,344,201.84
Interest		5,919,645.00
Transfers-in from Systems Development Charge		3,107,126.00 ¹
Transfers-in from Measure M		188,033.85 ²
Transfers-in from Fee District 89-1		<u>550,000.00</u> ³
TOTAL REVENUES		\$ 95,109,006.69
EXPENDITURES		
Irvine CIP Project Expenditures		16,822,119.78
Administrative Costs (Non-Project Specific)		1,165,722.33
Transfers-Out to Systems Development Charge		<u>114,366.00</u> ⁴
TOTAL EXPENDITURES		\$ 18,102,208.11
FUND BALANCE		
CALCULATED FUND BALANCE (REVENUES-EXPENDITURES)		\$ 77,006,798.58
GASB 31 FMV ADJ.(MARKET VALUE ADJUSTABLE) [OBJ 0201]		\$ 75,088.31
ADJUSTED FUND BALANCE		<u>\$ 77,081,886.89</u>
<u>Anticipated</u>		
15-16 CIP Project Appropriations		(10,098,824.92)
15-16 Budgetd Adminstration ⁵		(208,379.00)
NET UNAPPROPRIATED FUND BALANCE		\$ 66,774,682.97

¹ For CIP 314210 (\$114,366), CIP 314250 (\$2,814,760) and CIP 338020 (\$178,000)

² For CIP 334100 (closed)

³ For CIP 314250

⁴ For CIP 314210, SDC matching fund is no longer required, removed through FY12-13 CIP Y-E process.

⁵ For 6/30/XX uses 7/1/XX budget. For other quarters, uses the balance at the end of the quarter.

**NORTH IRVINE TRANSPORTATION MITIGATION (NITM)
FUNDING DETAIL**

	FY 2003-04	FY 2004-05	FY 2005-06	FY 2006-07	FY 2007-08	FY 2008-09	FY 2009-10	FY 2010-11	FY 2011-12	FY 2012-13	FY 2013-14	FY 2014-15 Unaudited 6/30/15	CUMULATIVE TOTAL
Revenues & Transfers In													
NITM Fee Revenue													
Fee District Area 1 & 2			701,988.00	814,109.00									1,516,097.00 (1)
Fee District Area 5B											4,853,052.00		4,853,052.00 (2)
Fee District Area 6		7,346,905.00											7,346,905.00 (3)
Fee District Area 8A	481,867.00	-											481,867.00 (4)
Fee District Area 9A	8,155,311.00												8,155,311.00 (5)
Fee District Area 9B				7,415,957.00									7,415,957.00 (6)
Fee District Area 40				276,179.39				2,341,308.00	5,445,151.00	14,804,202.00	1,516,078.45	551,808.55	24,934,727.39 (7)
Fee - Miscellaneous Development											21,456.00		21,456.00 (8)
Great Park I													
District 8										8,429,984.00			8,429,984.00 (9)
District 1N										5,733,230.31			17,373,779.57 (10)
District 1S													-
Great Park II													-
Great Park III												4,815,065.88	4,815,065.88 (11)
Great Park IV													-
NITM Fee Credit													-
Sub-Total: NITM Fee Revenue	8,637,178.00	7,346,905.00	701,988.00	8,506,245.39	-	-	-	2,341,308.00	5,445,151.00	28,967,416.31	6,390,586.45	17,007,423.69	85,344,201.84
Interest	56,248.75	226,301.48	468,672.81	762,612.04	1,315,879.21	928,052.79	595,665.52	434,664.22	278,262.85	214,750.28	263,064.78	375,470.27	5,919,645.00
Transfer-in from SDC			114,366.00		2,391,760.00	423,000.00					178,000.00		3,107,126.00
Transfer-in from Measure M					186,419.45	1,614.40							188,033.85
Transfer-in from FD 89-1 Bake/15 Interchange				550,000.00									550,000.00
Sub-Total: Interest & Transfers In	56,248.75	226,301.48	583,038.81	1,312,612.04	3,894,058.66	1,352,667.19	595,665.52	434,664.22	278,262.85	392,750.28	263,064.78	375,470.27	9,764,804.85
TOTAL REVENUE	8,693,426.75	7,573,206.48	1,285,026.81	9,818,857.43	3,894,058.66	1,352,667.19	595,665.52	2,775,972.22	5,723,413.85	29,360,166.59	6,653,651.23	17,382,893.96	95,109,006.69
Expenditures & Transfers Out													
Irvine CIP Expenditures	28,410.91	647,536.70	318,807.65	949,778.27	1,242,861.70	3,344,371.55	1,412,312.98	220,911.98	5,564,649.31	11,223,671.72	(10,334,521.43)	2,203,328.44	16,822,119.78 (12)
Payment to Other Agencies for NITM Work	-	-	-	-	-	-	-	-	-	-	-	-	-
Administrative Costs (Non-Project Specific Overhead)	-	-	-	-	-	-	-	-	-	-	-	-	-
Fiscal Services Administration	2,864.10	3,214.92	880.62	6,690.55	4,439.05	5,407.63	5,087.47	4,447.00	4,850.68	5,264.47	5,396.32	7,184.59	55,727.40
Fiscal Services Contract Services	-	-	-	-	-	-	-	-	-	-	-	-	-
Community Development Administration	396.80	-	-	-	-	-	-	2,969.95	1,153.23	3,249.75	1,627.49	3,323.64	12,720.86
Community Development Contract Services	5,972.26	1,904.09	-	-	-	-	-	-	-	-	-	-	7,876.35
Public Works Administration	541.27	63,661.11	50,576.20	138,205.44	70,310.34	32,466.53	33,248.64	28,728.70	3,927.30	32,764.90	41,733.16	36,743.49	532,907.08
Public Works Contract Services	-	8,645.00	4,709.00	292,318.14	130,458.63	5,799.88	72,297.99	2,809.00	-	95.00	39,147.00	211.00	556,490.64
Sub-Total: Expenditures	38,185.34	724,961.82	374,973.47	1,386,992.40	1,448,069.72	3,388,045.59	1,522,947.08	259,866.63	5,574,580.52	11,265,045.84	(10,246,617.46)	2,250,791.16	17,987,842.11
Transfers-Out to SDC	-	-	-	-	-	-	-	-	-	-	-	114,366.00	114,366.00
Sub-Total: Transfers-Out	-	-	-	-	-	-	-	-	-	-	-	114,366.00	114,366.00
TOTAL EXPENDITURES	38,185.34	724,961.82	374,973.47	1,386,992.40	1,448,069.72	3,388,045.59	1,522,947.08	259,866.63	5,574,580.52	11,265,045.84	(10,132,251.46)	2,250,791.16	18,102,208.11
NITM RESERVES	\$ 8,655,241.41	\$ 6,848,244.66	\$ 910,053.34	\$ 8,431,865.03	\$ 2,445,988.94	\$ (2,035,378.40)	\$ (927,281.56)	\$ 2,516,105.59	\$ 148,833.33	\$ 18,095,120.75	\$ 16,785,902.69	\$ 15,132,102.80	\$ 77,006,798.58 (13)

- (1) Paid via A.D. 05-21; 6/30/06 and \$814,109 6/1/07
- (2) \$4,536,402 Paid via PA 5B 2/24/14 (Non-Trabuco Interchange)
- (3) \$316,650 paid via ROW credit for Trabuco/SR 133 Interchange (2/21/14)
- (4) Paid via A.D. 04-20; 5/12/05
- (5) Paid via A.D. 03-19; 5/11/04
- (6) Paid via A.D. 03-19; 5/11/04
- (7) Paid via A.D. 07-22; 6/14/07
- (8) \$276,179 paid via credit
- (9) \$2,341,308 paid via building permits
- (10) \$4,806,096 paid via A.D. 11-24 (12/18/12)
- (11) \$451,883 paid for PA 40 East Apt
- (12) \$15,443,257 paid via ROW (Trabuco/SR 133 Inter.) Credits
- (13) \$1,064,195.45 (\$1,401,758 - \$337,562.55) paid via Trabuco/SR 133 Inter. ROW credit
- (14) \$214,246 paid via Laguna Canyon Rd/Lake Forest Dr. ROW credit
- (15) \$337,562.55 paid via Affordable Housing Project for Non-Trabuco Interchange fees (previously paid by TIC using R/W credit)
- (16) Mitigation Measure 13-1, collected from PA 33 for I-5 (Sand Canyon to Jeffrey) Fair Share Project
- (17) GP paid \$7,084,260 and \$1,345,724 for a total of \$8,429,984 from GPI-D8 for the Trabuco Interchange and Non-Trabuco Interchange, respectively.
- (18) GP paid \$14,834,208.13 and \$2,539,571.44 for a total of \$17,373,779.57 from GPI-D1N for the Trabuco Interchange and Non-Trabuco Interchange, respectively.
- (19) GP paid \$926,441.53 and \$3,888,624.35 for a total of \$4,815,065.88 from GPI-III for the Trabuco Interchange and Non-Trabuco Interchange, respectively.
- (20) Details on page 8
- (21) Without Market Value Adjustment

**NORTH IRVINE TRANSPORTATION MITIGATION (NITM)
CAPITAL PROJECT EXPENDITURE SUMMARY
AT 6/30/2015**

LOC. NO.	CIP NO.	PROJECT NAME	ORIGINAL PROJECT ESTIM.	CURRENT ESTIM. AT 2014	BUDGETED AMOUNT	EXPENDITURES 7/1/14 TO 6/30/15	EXPENDITURES TO DATE	REMAINING BUDGETED AMOUNTS
BUDGETED PROJECTS								
364	314210	314210 Total BAKE & JERONIMO	\$ 2,795,000.00	\$ 4,852,000.00	\$ 1,212,000.00	\$ -	\$ 8,641.66	\$ 1,203,358.34
288	314240	314240 Total JEFFREY & WALNUT	446,000.00	\$ 1,131,379.00	\$ 734,000.00	\$ -	\$ 130,687.51	603,312.49
303, 305	314250	314250 Total SAND CANYON & I-5 NB & SB RAMPS	2,836,000.00	\$ 5,188,000.00	\$ 8,440,948.45	\$ 1,001,993.52	7,937,734.86 ¹	503,213.59 ¹
Seg 4	311502	311502 Total L.C. RD/SR-133 WIDENING	220,413.00	\$ 4,953,105.00	\$ 220,413.00	\$ 220,413.00	\$ 220,413.00	0.00
406	311503	311503 Total L.C. RD/L.F. DR INTERSECT IMP	369,612.00	\$ 369,612.00	\$ 369,612.00	\$ 369,612.00	\$ 369,612.00	0.00
19	316020	316020 Total TRABUCO RD/EAST TRAN. CORR.	50,903,000.00	\$ 104,907,828.00	\$ 4,846,629.00	\$ -	\$ 249,215.36	4,597,413.64
383	316040	316040 Total LAKE FOREST & AVE DE CARLOTA/I-5 SB	534,000.00	\$ 914,000.00	\$ 853,000.00	\$ -	\$ -	853,000.00
125	316080	316080 Total JAMBOREE / IRVINE INTERSECTION	651,000.00	\$ 1,080,000.00	\$ 138,000.00	\$ -	\$ -	138,000.00
362	317020	317020 Total BAKE PKWY / IRVINE BLVD - (Physical Imprv.)	1,513,000.00	\$ 3,052,000.00	\$ 783,000.00	\$ -	\$ 1,557.77	781,442.23
235	318030	318030 Total CULVER @ UNIVERSITY DR.	2,153,000.00	\$ 4,378,000.00	\$ 854,600.00	\$ 471,524.37	\$ 695,546.82	159,053.18
34	338020	338020 Total RED HILL & IRVINE ATMS	105,000.00	\$ 173,165.00	\$ 356,185.00	\$ -	\$ 177,848.66 ²	178,336.34 ²
291	311406	311406 Total JEFFREY /ALTON INTERSECTION IMPROVEMENT	446,000.00	\$ 1,268,000.00	\$ 194,307.00	\$ 139,785.55	\$ 139,785.55	54,521.45
306	311407	311407 Total SAND/OAK CANYON INTERSECTION IMPROVEMENT	15,000.00	\$ 979,000.00	\$ 61,000.00	\$ -	\$ -	61,000.00
BAKE/IRVINE TMSOS								
N/A	338010	338010 Total FUTURE TMSOS - (Bake/Irvine TMSOS)		\$ 2,243,000.00	\$ 864,000.00	\$ -	\$ 863,441.62	558.38
LAKE FOREST TMSOS								
383	316100	316100 Total LAKE FOREST & I-5 SB RAMPS TMSOS	272,000.00	\$ 272,000.00	\$ 272,000.00	\$ -	\$ -	272,000.00
SUB-TOTAL ACTIVE PROJECTS			63,259,025.00	135,761,089.00	20,199,694.45	2,203,328.44	10,794,484.81	9,405,209.64
BUDGETED FAIR SHARE PROJECTS								
3	316050	316050 Total ALTON/I-5 SB RAMPS	2,031,000.00	\$ 4,619,000.00	\$ 257,329.00	\$ -	\$ 55.72	257,273.28
8	316060	316060 Total JAMBOREE & I-5 NB RAMPS	1,868,000.00	\$ 5,408,000.00	\$ 110,809.00	\$ -	\$ -	110,809.00
9	316070	316070 Total JAMBOREE & I-5 SB RAMPS	1,673,000.00	\$ 3,595,000.00	\$ 51,838.00	\$ -	\$ -	51,838.00
13	318070	318070 Total I-405 @ IRVINE CTR. DR.	2,145,000.00	\$ 6,697,000.00	\$ 119,102.00	\$ -	\$ -	119,102.00
4	318080	318080 Total I-5 @ BAKE PKWY SB OFF-RAMP	856,000.00	\$ 3,401,000.00	\$ 116,188.00	\$ -	\$ -	116,188.00
11	318090	318090 Total I-5 @ SAND CANYON NB ON-RAMP	131,000.00	\$ 604,000.00	\$ 38,405.00	\$ -	\$ -	38,405.00
SUB-TOTAL ACTIVE FAIR SHARE PROJECTS			8,704,000.00	24,324,000.00	693,671.00	0.00	55.72	693,615.28
TOTAL ACTIVE PROJECTS			71,963,025.00	160,085,089.00	20,893,365.45	2,203,328.44	10,794,540.53	10,098,824.92
GRAND TOTAL			\$ 71,963,025.00	\$ 160,085,089.00	\$ 20,893,365.45	\$ 2,203,328.44	\$ 10,794,540.53	\$ 10,098,824.92

¹ Funds used: NITM, \$5,076,188.45; SDC, \$2,311,546.41; Fee District No. 89-1, \$550,000. Project Balance: SDC, \$503,213.59

² Funds used: SDC, \$177,848.66. Project Balance: NITM, \$178,185; SDC, \$151.34

**NORTH IRVINE TRANSPORTATION MITIGATION (NITM)
Schedule of Project Estimates and Appropriations**

CIP #	LOC#	DESCRIPTION	Oct-14 NITM SHARE	BUDGET					STATUS	COMMENTS	
				PRIOR YEARS	FY 15/16	FY 16/17	FY 17/18	FY 18/19			FY 19/20
NITM ONLY IMPROVEMENTS											
338020	34	Red Hill Ave at Irvine Blvd	\$201,165	\$356,185						NS	
	91	Tustin Ranch at Irvine Blvd	201,165							NS	
316080	125	Jamboree Rd at Irvine Blvd	1,245,000	\$138,000						NS	
317100	127	Jamboree Rd at El Camino Real	702,000							NS	Deleted during Five Year Review
314220	222	Culver Dr at Trabuco Rd	3,191,665							F	Closed by FY 10-11 CIP Year End Review
314230	223	Culver Dr at I-5 SB Ramps	416,489							F	Closed by FY 10-11 CIP Year End Review
	224	Culver Dr at Walnut Ave	201,165							NS	
318030	235	Culver Dr at University Dr	5,065,000	\$854,600	304,000	4,000,000				FD	
	249	Yale Ave at Irvine Blvd	5,420,000							NS	
	285	Jeffrey Rd at Trabuco Rd	178,185							NS	Deleted during Five Year Review
314240	288	Jeffrey Rd at Walnut Ave / I-5 SB Ramps	1,238,379	\$734,000		235,000	250,000	281,550		FD	Final Design on hold.
	289	Jeffery Rd at Irvine Center Dr	13,200,000		377,000	565,000	7,170,000	5,088,000		NS	
311406	291	Jeffrey Rd at Alton Pkwy	1,481,000	\$61,000	312,000	66,371	1,689,376			PE	
310130		Trabuco Rd Widening- Sand-SR133	0							F	AD 03-19 has been cash reimbursed in July 2009
310140	302	Sand Cyn Ave at Trabuco Rd	416,839							F	AD 03-19 has been cash reimbursed in July 2009
314250	303, 305	Sand Cyn Ave at I-5 NB Ramps / Marine Way / SB Ramps	6,002,000	\$8,440,948						FD	
311407	306	Sand Cyn Ave at Oak Cyn / Laguna Canyon Rd	1,131,000	\$61,000					10,000	NS	
	310	Sand Cyn Ave at Alton Pkwy	406,000							NS	
	311	Sand Cyn Ave at I-405 NB Ramps	1,414,000							NS	
	321	Laguna Cyn Rd at Old Laguna Cyn Rd	2,005,000							NS	
	338	Alton Pkwy at Irvine Blvd	3,091,396							NS	
	344	Alton Pkwy at Muirlands Blvd/Barranca Pkwy	45,000							NS	Deleted during Five Year Review
	345	Alton Pkwy at I-5 NB Ramps	32,000							NS	
317020	362	Bake Pkwy at Irvine Blvd	3,557,000	\$783,000						NS	
314210	364	Bake Pkwy at Jeronimo Dr	5,673,000	\$1,212,000				970,000		NS	
	366	Bake Pkwy at Rockfield Blvd	0							NS	This project was deleted as a result of PA 1/9 Re-allocation Study.
	368	Bake Pkwy at I-5 SB Ramps	3,387,000							NS	
	379	Lake Forest Dr at Muirlands Blvd	19,234							NS	
316040	383	Lake Forest Dr at Avenida De La Carlota / I-5 SB Ramps	1,336,000	\$853,000						NS	
311503	406	Laguna Canyon Rd at Lake Forest Drive (Future)	409,612					40,000		NS	
	407	Laguna Canyon Rd at Bake Pkwy	0							NS	Deleted during 2013 CCI Update. Intersection deleted as part of Bake/Santa Maria/Ridge Route MPAH Amendment
INTERCHANGES											
316020	19	SR-133 at Trabuco Rd	119,295,741	\$4,846,629						PE	
TMSOS											
316100	383	Lake Forest & I-5 SB Ramps TMSOS	272,000	\$272,000						NS	
334100	362	Bake / Irvine TMSOS (Culver Signal Upgrade & Coord.)	1,239,000							F	Closed by FY 10-11 CIP Year End Review
338010	N/A	Future TMSOS - (Bake/Irvine TMSOS)	\$1,961,000	\$864,000						F	

**NORTH IRVINE TRANSPORTATION MITIGATION (NITM)
Schedule of Project Estimates and Appropriations**

CIP #	LOC#	DESCRIPTION	Oct. 2014	BUDGET					STATUS	COMMENTS	
			NITM SHARE	PRIOR YEARS	FY 15/16	FY 16/17	FY 17/18	FY 18/19			FY 19/20
FAIR SHARE FUNDED IMPROVEMENTS											
	123	Jamboree Rd at Tustin Ranch Rd	\$603							NS	
	228	Culver Dr at Barranca Pkwy	38,717							NS	
	290	Jeffrey Rd at Barranca Pkwy	71,958							NS	
	293	Jeffrey Rd at I-405 NB Ramps	108,158							NS	
	327	Barranca Pkwy at Technology Dr	65,302							NS	
	344	Alton Pkwy at Technology Dr West	2,360							NS	
	348	Alton Pkwy at Irvine Center Dr	128,180							NS	
	358	Irvine Center Dr at Enterprise Dr	467							NS	
	359	Irvine Center Dr at I-405 SB Ramps	14,640							NS	
	378	Lake Forest Dr at Jeronimo Rd	121,349							NS	
	380	Lake Forest Dr at Rockfield Blvd	1,436							NS	
	385	Lake Forest Dr at Irvine Center Dr	13,957							NS	Deleted during Five Year Review
	387	Ridge Route Dr at Rockfield Blvd	7,072							NS	
	389	Ridge Route Dr at Moulton Pkwy	459							NS	Deleted during Five Year Review
	390	Paseo de Valencia at Avenida De La Carlota	15,903							NS	
	391	Santa Maria Dr at Moulton Pkwy	21,461							NS	Deleted during Five Year Review
	396	El Toro Rd at Avenida De La Carlota	268							NS	
	420	El Toro Rd at Jeronimo Rd	217,133							NS	
	424	Los Alisos Blvd at Trabuco Rd	43,346							NS	Deleted during Five Year Review
	422	Los Alisos Blvd at Jeronimo Rd	55,407							NS	
	423	Muirlands Blvd at Los Alisos Blvd	165,952							NS	
	424	Los Alisos Blvd at Rockfield Blvd/Fordview St	27,292							NS	
	427	Moulton Pkwy at Glenwood Dr/Indian Creek Ln	13,156							NS	Deleted during Five Year Review
	429	Moulton Pkwy at Laguna Hills Dr	740							NS	Deleted during Five Year Review
	432	Alicia Pkwy at Muirlands Blvd	106,454							NS	
	557	Ridge Valley at Irvine Blvd	62,304							NS	
ROADWAY SEGMENTS											
	Seg 2	Jamboree Rd (Portola Pkwy to Irvine City Limits north of Tustin Ranc	322,793							NS	
317110	Seg 3	Jeffrey Rd (Future extension from Portola Pkwy to SR-241)	3,886,296							NS	
311502	Seg 4	SR-133 (I-405 to Lake Forest)	193,666							NS	
FREEWAY MAINLINE											
	1	I-5 (Sand Cyn Ave to Jeffrey Rd)	549,689							NS	
	2	I-405 (Sand Cyn Ave to Jeffrey Rd)	16,006							NS	
FREEWAY/TOLLWAY RAMPS											
316050	3	I-5 at Alton Pkwy (SB Off-Ramp)	761,618	257,329						NS	
318080	4	I-5 at Bake Pkwy (SB Off-Ramp)	221,762	116,188						NS	
	5	I-5 at Culver Dr (SB Off-Ramp)	815,171							NS	
	6	I-5 at El Toro Rd (NB Loop On-Ramp)	15,652							NS	
	7	I-5 at El Toro Rd (SB Off-Ramp)	78,684							NS	
316060	8	I-5 at Jamboree Rd (NB Off-Ramp)	394,802	110,809						NS	
316070	9	I-5 at Jamboree Rd (SB Off-Ramp)	34,818	51,838						NS	
	10	I-5 at Jeffrey Rd (SB On-Ramp)	14,656							NS	

**NORTH IRVINE TRANSPORTATION MITIGATION (NITM)
Schedule of Project Estimates and Appropriations**

CIP #	LOC#	DESCRIPTION	Dec. 2013	BUDGET					STATUS	COMMENTS	
			NITM SHARE	PRIOR YEARS	FY 15/16	FY 16/17	FY 17/18	FY 18/19			FY 19/20
318090	11	I-5 at Sand Cyn Ave (NB On-Ramp)	164,894	38,405						NS	
318070	13	I-405 at Irvine Center Dr (SB Off-Ramp)	\$322,007	119,102						NS	
	14	I-405 at Jeffrey Rd (NB Off-Ramp)	\$76,346							NS	
	15	I-405 at Sand Canyon Ave (NB Direct On-Ramp)	99,242							NS	
	16	I-405 at Sand Canyon Ave (SB Off-Ramp)	518,764							NS	
	17	SR-133 at Barranca Pkwy (SB Loop On-Ramp)	85							NS	
	18	SR-241 at Lake Forest Dr (SB Off-Ramp)	222,592							NS	Deleted during Five Year Review
INTERCHANGES											
	20	SR-241 at Jeffrey Rd	2,877,762							NS	

Sub-Total (Before NITM Program Admin) 197,295,014 20,170,033 993,000 4,866,371 9,109,376 6,379,550 10,000

NITM PROGRAM ADMINISTRATIVE COSTS AND CALTRANS CONTINGENCY FUND

NITM Program Establishment Cost	276,179							
NITM Program Administration Cost	2,428,000	250,000	250,000	250,000	100,000	100,000	100,000	
Caltrans Contingency Fund	500,000							
Subtotal	3,204,179	250,000	250,000	250,000	100,000	100,000	100,000	
TOTAL	\$200,499,193	\$20,420,033	\$1,243,000	\$5,116,371	\$9,209,376	\$6,479,550	\$110,000	

KEY:
S = Started
NS = Not Started
PE = Prelim. Engineering
FD = Final Design
C = Construction
F = Complete (Finish)

Note: The above data are compiled from Great Park Neighborhoods 2012 GPA/ZC NITM Program Fee Reallocation Study (Oct 2014)

**NORTH IRVINE TRANSPORTATION MITIGATION (NITM)
Schedule NITM Fees And Other Revenues**

HISTORICAL PROGRESSION OF NITM FEES

Future Development Area	Initial Allocation (Ordinance 03-20)	07/01/04 Indexed Increase	07/01/05 Indexed Increase	07/01/06 Indexed Increase	PA 1/9 Re-alloc. Study (October 2006)	Five Year NITM Review (June 2010)	PA 40 NITM Re-allocation Study (March 2011)	GPN 2011 GPA/ZC Re-allocation Study (May 2013)	2013 CCI Adjustment (December 2013)	GPN 2012 GPA/ZC Re-allocation Study (Oct. 2014)
1 & 2	\$ 490,893	\$ 525,637	\$ 701,988	\$ 785,945	\$ 1,516,097	\$ 1,736,602	\$ 1,657,554	1,778,672	\$ 1,733,611	\$ 2,073,662
5B	2,492,163	2,673,847	3,496,095	3,901,041	3,901,041	4,953,230	4,802,071	4,919,327	4,853,052	\$ 5,494,376
6	6,851,207	7,346,905	9,610,891	10,724,396	8,224,365	12,030,431	11,560,200	11,698,175	11,376,541	\$ 12,474,342
8A	481,867	515,434	658,525	730,567	730,567	754,310	732,643	755,043	745,450	\$ 842,394
9A	8,155,311	8,722,406	11,137,336	12,354,459	12,354,862	12,463,405	17,408,840	17,293,441	17,071,588	\$ 19,001,969
9B	6,660,870	7,132,361	9,187,483	10,214,087	7,415,957	17,908,031	12,103,625	12,754,740	12,578,056	\$ 14,545,656
40	27,055,825	28,870,646	36,102,516	39,839,827	39,837,827	48,087,931	44,612,810	40,664,109	40,123,968	\$ 44,486,330
Great Park IA	9,846,194	10,499,987	12,847,273	14,097,918	14,097,918	19,196,334	31,454,805	25,671,689		
Great Park IB	19,415,490	20,667,227	25,287,413	27,749,071	27,749,071	33,407,436	20,113,250	23,986,421	58,123,357	\$ 64,598,411
Great Park IC	5,466,582	5,804,570	7,102,189	7,793,567	7,793,567	9,246,785	8,938,422	9,216,975		
Great Park II	4,020,696	4,315,778	5,706,063	6,382,763	6,382,763	12,246,588	12,001,685	18,485,370	18,121,127	\$ 22,783,791
Great Park III	3,678,873	3,936,742	5,083,627	5,654,744	5,654,744	6,635,333	6,515,227	7,468,877	7,261,475	\$ 8,649,886
Great Park IV	1,892,591	2,026,966	2,639,690	2,942,368	2,942,368	4,479,039	4,373,246	3,730,692	3,612,701	\$ 2,114,172
Total Anticipated NITM Fee Revenue	\$ 96,508,562	\$ 103,038,506	\$ 129,561,089	\$ 143,170,754	\$ 138,601,147	\$ 183,145,455	\$ 176,274,378	178,423,531	\$ 175,600,926	\$ 197,064,989

TOTAL EXPENDITURES OF ALL NITM PROJECTS SINCE INCEPTION

As of 6/30/2015

ACTIVE NITM PROJECTS

Project	Proj_Desc	Budget	Year-to-Date	Project-to-Date	Encumbrance	Balance
311406 Total	JEFFREY/ALTON INTER IMPROVEMENT	194,307.00	139,785.55	139,785.55	54,521.45	-
311407 Total	SAND/OAK CANYON INTER IMPROVEMENT	61,000.00	-	-	-	61,000.00
311502 Total	L.C. RD/SR-133 WIDENING	220,413.00	220,413.00	220,413.00	-	-
311503 Total	L.C. RD/L.F. DR INTERSECT IMP	369,612.00	369,612.00	369,612.00	-	-
314210 Total	BAKE AND JERONIMO	1,212,000.00	-	8,641.66	-	1,203,358.34
314240 Total	JEFFREY & WALNUT	734,000.00	-	130,687.51	-	603,312.49
314250 Total	SAND CANYON @ I5 NB RAMPS	8,440,948.45	1,001,993.52	7,937,734.86	42,912.23	460,301.36
316020 Total	TRABUCO RD/E TRNSPTN CORRIDOR	4,846,629.00	-	249,215.36	-	4,597,413.64
316040 Total	LK FRST&AVE DE CARLOTA/I5 SB	853,000.00	-	-	-	853,000.00
316050 Total	ALTON/I5 SOUTHBOUND RAMPS	257,329.00	-	55.72	-	257,273.28
316060 Total	JAMBOREE & I5 NORTHBOUND RAMPS	110,809.00	-	-	-	110,809.00
316070 Total	JAMBOREE & I5 SOUTHBOUND RAMPS	51,838.00	-	-	-	51,838.00
316080 Total	JAMBOREE/IRVINE INTERSECTION	138,000.00	-	-	-	138,000.00
316100 Total	TMSOS LAKE FOREST DR/I5 SB RMP	272,000.00	-	-	-	272,000.00
317020 Total	BAKE PKWY/IRVINE (PHYS.IMPRV.)	783,000.00	-	1,557.77	-	781,442.23
318030 Total	CULVER/UNIVERSITY	854,600.00	471,524.37	695,546.82	109,938.45	49,114.73
318070 Total	I-405 AT IRVINE CENTER DRIVE	119,102.00	-	-	-	119,102.00
318080 Total	I-5 AT BAKE PKWY (SB OFF-RAMP)	116,188.00	-	-	-	116,188.00
318090 Total	I-5 AT SAND CANYON NB ON-RAMP	38,405.00	-	-	-	38,405.00
338010 Total	FUTURE TMSOS-BAKE/IRVINE TMSOS	864,000.00	-	863,441.62	-	558.38
338020 Total	RED HILL & IRVINE ATMS	356,185.00	-	177,848.66	-	178,336.34
21 projects	TOTAL EXPENDITURES OF ACTIVE PROJECTS	20,893,365.45	2,203,328.44	10,794,540.53	207,372.13	9,891,452.79

CLOSED NITM PROJECTS

310130 Total	TRABUCO RD WIDENING:SAND-SR 55	413,218.30		413,218.30		-
310140 Total	SAND/TRABUCO INTERSECTION IMPROV	436,439.05		436,439.05		-
314220 Total	CULVER AND TRABUCO	3,193,600.22		3,193,600.22		-
314230 Total	CULVER & I5 SOUTHBOUND RAMPS	417,373.84		417,373.84		-
314260 Total	SAND CANYON @ I5 SB RAMPS	139,811.55		139,811.55		-
317100 Total	JAMBOREE/EL CAMINO REAL INTERSECTION	-		-		-
334100 Total	CULVER SIGNAL UPG-BAKE/IRVINE TMSOS	1,427,033.85		1,427,033.85		-
336020 Total	JEFFREY/WALNUT TMS IMPROVEMENT	102.44		102.44		-
8 projects	TOTAL EXPENDITURES OF CLOSED PROJECTS	6,027,579.25		6,027,579.25		
29 projects	TOTAL EXPENDITURES OF ALL NITM PROJECTS	26,920,944.70		16,822,119.78	207,372.13	9,891,452.79

**ITEM 3: HERITAGE FIELDS GP II FEE CREDIT
AND NITM FEE ALLOCATION PLAN AGREEMENT**

Heritage Fields GP II Fee Credit and NITM Fee Allocation Plan Agreement

THIS Heritage Fields GP II Fee Credit and NITM Fee Allocation Plan Agreement ("*Agreement*") is entered into as of _____, 2015 ("*Effective Date*"), by and between Heritage Fields El Toro, LLC, a Delaware limited liability company ("*Heritage Fields*"), and the CITY OF IRVINE, a California municipal corporation ("*City*"). City and Heritage Fields are sometimes referred to herein individually as a "*party*" and collectively as the "*parties*."

RECITALS

- A. Heritage Fields is the developer of land located within Future Development Area GP II as described in the North Irvine Transportation Ordinance and Program, City Ordinance No. 03-20 adopted by City on May 27, 2003 (the "*NITM Ordinance*"). A depiction of the GP II is attached hereto as **Exhibit A**.
- B. The NITM Ordinance requires the payment of Fees ("*NITM Fees*") for transportation improvements installed in connection with Heritage Fields' development of land within the northern portion of the City of Irvine, including in connection with its development within GP II.
- C. On December 23, 2010, the City of Irvine ("City") approved the PA 30 and 51 Amended MSM/VTTM 17008 NITM Fee Allocation Plan, dated December 23, 2010 (the "*Original Plan*").
- D. On August 30, 2011, City adopted a General Plan Amendment pursuant to Resolution No. 11-98 ("*2011 General Plan Amendment*") and a Zone Change pursuant to Ordinance No. 11-12 ("*2011 Zone Change*") that modified the proposed land uses for PAs 30 and 51. Pursuant to Resolution 11-3109, City also adopted the Second Amendment to MSM/VTTM 17008 on September 13, 2011.
- E. On December 10, 2013 City adopted a General Plan Amendment pursuant to Resolution No. 13-133 ("*2012 General Plan Amendment*") and a Zone Change pursuant to Ordinance No. 13-07 ("*2012 Zone Change*") that modified the proposed land uses for PA 51 (Formerly PA 30 and 51). As required by the NITM Ordinance, on _____, 2015, the City approved the GP II NITM Fee Allocation Plan, dated August 2015 (the "*GP II NITM Fee Allocation Plan*") and attached hereto as **Exhibit B**.
- F. On August 18, 2011, City adopted VTTM 17366 pursuant to Resolution No. 11-3115 and VTTM 17202 pursuant to Resolution No. 11-3117. These maps are subsequent to Second Amended MSM/VTTM 17008.
- G. On July 2, 2015, City adopted AVTTM 17366 pursuant to Resolution No. 15-3403. This map is subsequent to Second Amended MSM/VTTM 17008.
- H. To satisfy the requirements of the NITM Ordinance with respect to its development within GP II, Heritage Fields must submit to City a NITM Parcel Fee Schedule (the "Heritage Fields GP II NITM Parcel Fee Schedule") and enter into an agreement with the City to pay the Total TTM NITM fees in accordance with a per-unit payment schedule based upon the proposed development within the TTM to identify how Heritage Fields will satisfy its overall GP II NITM Fee obligations for the development of GP II (the "Total Future Development Area GP II NITM Fees").
- I. In accordance with the requirements of the NITM Ordinance, City previously completed its "Five-Year Review" of the NITM Program pursuant to the NITM 5 Year Update dated June 22, 2010 (the "*2010 NITM 5-Year Update*"), which establishes the Total Future Development Area GP II NITM Fees based on a development plan for GP II that assumed certain land uses. However, these land uses have been changed based on the 2012 General Plan Amendment and 2012 Zone Change.

- J. In accordance with the requirements of the NITM Ordinance, The Irvine Company completed its PA 40 GPA/ZC NITM Program Fee Re-Allocation Study dated March 2011, which establishes the Total Future Development Area GP II NITM Fees based on a development plan for GP II that assumed certain land uses. However, these land uses have been changed based on the 2012 General Plan Amendment and 2012 Zone Change.
- K. In accordance with the requirements of the NITM Ordinance, The Heritage Fields completed its PA 30 and 51 GPA/ZC NITM Program Fee Re-Allocation Study dated April 2013, which establishes the Total Future Development Area GP II NITM Fees based on a development plan for GP II that assumed certain land uses. However, these land uses have been changed based on the 2012 General Plan Amendment and 2012 Zone Change.
- L. In view of the change in proposed land uses within Planning Area 51 pursuant to the 2012 General Plan Amendment and 2012 Zone Change, and in accordance with the requirements of the NITM Ordinance, Heritage Fields prepared and City approved a NITM Fee Re-Allocation Study for Planning Areas 30 and 51 dated October 2014 (the "*Great Park Neighborhoods 2012 GPA/ZC NITM Fee Re-Allocation Study*") to revise the Total Future Development Area GP II NITM Fees payable in connection with development of the PA 51.
- M. Among the transportation improvements contemplated to be constructed under the NITM Ordinance (which are described on the "List of NITM Improvements" as such term is defined in the NITM Ordinance and referred to in this Agreement in the same manner) is the future Trabuco Road/State Route 133 Interchange (the "Trabuco Interchange"), which is currently listed as a circulation improvement in the Circulation Element of City's General Plan. Subject to Caltrans approval, the final determination as to whether the Trabuco Interchange will be constructed will be made by City.
- N. The parties desire to enter into this Agreement to identify how Heritage Fields will satisfy its NITM obligation to GP II and to establish their respective obligations in the event City elects not to proceed with construction of the Trabuco Interchange, and with respect to other related matters.
- O. In accordance with the Scope of Work stated in City Council Resolution No. 03-61 for the NITM Future Development Area Fee Allocation Plan, the NITM fees are subject to annual inflation escalator.

AGREEMENT

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants set forth below, City and Heritage Fields agree as follows:

1. NITM Fees Payable for GP II Development. Pursuant to the approved *Great Park Neighborhoods 2012 GPA/ZC NITM Fee Re-Allocation Study*, the NITM Fees payable in connection with the development within GP II shall be as specified in the GP II NITM Fee Parcel Fee Schedule, attached hereto as *Exhibit B and Exhibit C.*
2. Method of Payment. The Heritage Fields NITM fee obligation of GP II will be met by a combination of cash payments, potential NITM fee credits for NITM Intersection Ridge Valley Street and Irvine Blvd (#558, formerly #557), and/or potential credits for the Trabuco/SR-133 Interchange fee previously paid by Heritage Fields. For cash payments for the NITM fee obligations for GP II, NITM fees will be paid by Heritage Fields to the City at any time prior to issuance of building permits on a per-dwelling unit, per-square foot, per-acre, or per parcel fee basis (as applicable).
3. Trabuco Interchange Fees. GP II NITM Fees have been separated into Trabuco Interchange Fees and

Non-Trabuco Interchange Fees. The City shall maintain a separate accounting of the NITM fees received for the Trabuco Interchange for GP II.

4. Effect of Removal of the Trabuco Interchange from General Plan or List of NITM Improvements. If either of the following events occurs: (a) the City Council approves an amendment to its General Plan deleting the Trabuco Interchange from the Circulation Element of its General Plan, or (b) City removes the Trabuco Interchange from the List of NITM Improvements, then the Trabuco Interchange Fees collected from Heritage Fields for GP II will be applied as credits to any NITM obligation within GP I, GP II, GP III, and/or GP IV not yet paid as elected by Heritage Fields. If alternative improvements are identified in accordance with NITM Ordinance Section 6-3-706.F and adopted as part of a NITM Study to remove the Trabuco Interchange, then those credits would first be applied toward the Heritage Fields fair share of those identified improvements. If such credits are no longer necessary to fulfill all of the outstanding Heritage Fields NITM Fee obligations, those NITM Fees can be applied by Heritage Fields and the City to mutually acceptable project specific transportation improvements.

5. Disputes. In the event of any dispute arising under this Agreement, the injured party shall notify the injuring party in writing of the injured party's contentions by submitting a claim to the other party by written notice sent in accordance with Section 10 below. The injured party shall continue performing its obligations hereunder so long as the injuring party commences to cure such default within thirty (30) days of service of such notice. Compliance with the provisions of this Section shall be a condition precedent to (a) termination of the Agreement for cause and (b) any legal action; provided, however, that such compliance shall not be a waiver of either party's right to take legal action in the event that the dispute is not cured.

6. Notice to Heritage Fields Regarding California Labor Code. Heritage Fields acknowledges and agrees that City is not by this Agreement affirmatively representing, and has not previously affirmatively represented, to Heritage Fields or any contractors retained by Heritage Fields in connection with its development of GP II, that any work to be undertaken in the implementation of the GP II development is *not* a "public work" as such term is defined in Section 1720 of the California Labor Code. Heritage Fields agrees that it shall comply with all applicable requirements of the California Labor Code in connection with its development of public works in GP II.

7. Waiver. No delay or omission in the exercise of any right or remedy of a non-defaulting party regarding any default by the other party shall impair such right or remedy or be construed as a waiver. A party's consent or approval of any act by the other party requiring consent or approval shall not be deemed to waive or render unnecessary said party's consent to or approval of any subsequent act of the other party. Any waiver by either party of any default must be in writing and shall not be a waiver of any other default concerning the same or any other provision of this Agreement.

8. Legal Action and Remedies. The sole and exclusive remedies available to either party under this Agreement are limited to: (a) cure or correct any default by the other party; (b) compel specific performance of this Agreement; or (c) obtain or declaratory injunctive relief. Consistent with the foregoing, each party covenants to the other, on behalf of itself and its successors and assigns, not to sue the other party, or its successors and assigns, for damages or monetary relief for any breach of this Agreement or arising out of or connected with any dispute, controversy or issue regarding the application, interpretation or effect of this Agreement.

9. Attorney's Fees. In any judicial proceeding between the City and Heritage Fields seeking enforcement of any of the terms and provisions of this Agreement (an "*Action*") the prevailing party in such Action shall recover all of its actual and reasonable costs and expenses (whether or not the same would be recoverable pursuant to Code of Civil Procedure Section 1033.5 or Civil Code Section 1717 in the absence of this Agreement), including expert witness fees and attorney's fees. The right to recover such costs and expenses shall accrue upon commencement of the Action, regardless of whether the action is prosecuted to final

judgment or decision.

10. Notices. Any notice, demand, request, consent, approval or communication under this Agreement shall be in writing and either served personally or sent by prepaid, first-class mail to the address set forth below. Either party may change its address by notifying the other party of the change of address in writing. Notice shall be deemed given (a) upon personal delivery or (b) forty-eight (48) hours from deposit of such notice in the United States mail, postage prepaid.

To City:

City of Irvine
P.O. Box 19575
Irvine, CA 92623-9575
Attention: Director of Public Works

To Heritage Fields:

Heritage Fields El Toro, LLC
c/o Five Point Communities Management, Inc.
25 Enterprise, Suite 400
Aliso Viejo, CA 92656

11. Successors in Interest. This Agreement and the provisions contained herein shall be binding upon and inure to the benefit of City, Heritage Fields, and their respective successors and assigns.

12. Governing Law and Venue. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of California. Any action at law or in equity arising under this Agreement or brought by any party hereto for the purpose of enforcing, construing or determining the validity of any provision of this Agreement shall be filed and tried in the Superior Court of the County of Orange, State of California, and the parties hereto waive all provisions of law providing for the removal or change of venue to any other court.

13. Amendment. This Agreement may be amended at any time by the mutual consent of the parties by a written instrument signed by the Director of Public Works and Heritage Fields.

14. Authority. The persons executing this Agreement on behalf of the parties hereto warrant that they are duly authorized to execute this Agreement on behalf of said parties and that by so executing this Agreement, the parties hereto are formally bound to the provisions of this Agreement.

15. Severability. Each term, covenant, condition or provision of this Agreement is intended to be severable. If any term, covenant, condition or provision contained in this Agreement is held to be invalid, void or illegal by any court of competent jurisdiction, such provision shall be deemed severable from the remainder of this Agreement and shall in no way affect, impair or invalidate any other term, covenant, condition or provision contained in this Agreement. If such term, covenant, condition or provision shall be deemed invalid due to its scope or breadth, such covenant, condition or other provision shall be deemed valid to the extent of the scope or breadth permitted by law.

16. Interpretation. The paragraph headings of this Agreement are for reference and convenience only, are not made part of this Agreement and shall have no effect upon the construction or interpretation of any part hereof. The provisions of this Agreement shall be construed in a reasonable manner to implement the purposes of the parties and of this Agreement. This Agreement shall be construed as if drafted jointly by City and Heritage Fields.

17. Entire Agreement. This Agreement, together with Exhibits A-C and the NITM Ordinance

referenced in the Recitals to this Agreement, represents the entire understanding of City and Heritage Fields as to the matters contained herein, and no prior oral or written understanding shall be of any force or effect with respect to the matters covered in this Agreement.

[Signature Page Follows]

[Signature Page to Agreement]

IN WITNESS WHEREOF, City and Heritage Fields have caused this Agreement to be executed by their respective duly authorized officers and representatives as of the date first set forth above.

HERITAGE FIELDS EL TORO, LLC,
a Delaware limited liability company

By: Heritage Fields El Toro Sole Member LLC,
a Delaware limited liability company
Its: Sole Member

By: Heritage Fields LLC,
a Delaware limited liability company
Its: Sole Member

By: Lennar Heritage Fields, LLC,
a California limited liability company
Its: Administrative Member

By: Lennar Homes of California, Inc.,
a California corporation
Its: Sole Member

By: _____

Print Name: _____

Print Title: _____

City of Irvine
a California municipal corporation

By: _____

Print Name: Manuel Gomez

Print Title: Director of Public Works

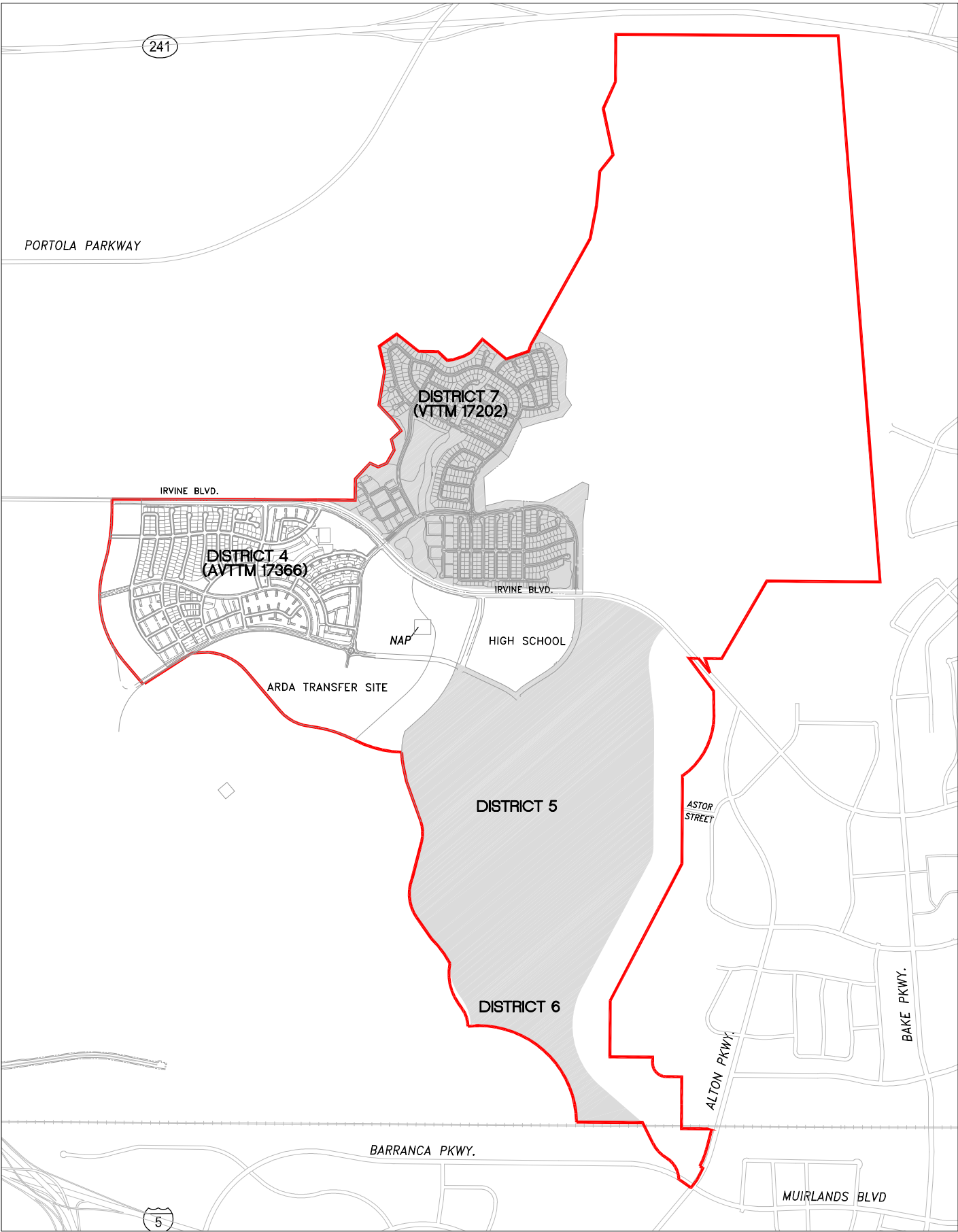
ATTEST:

City Clerk

APPROVED AS TO FORM:

City Attorney

EXHIBIT "A"
FUTURE DEVELOPMENT AREA GP II



LEGEND:

-  FUTURE DEVELOPMENT AREA BOUNDARY
-  HERITAGE FIELDS PROPERTY



Exhibit "B" - FEE ALLOCATION PLAN

Future Development Area: GP II⁽⁴⁾

Future Development Area Fee: \$24,661,570

Amended VTTM						Trabuco/SR-133	Non-Trabuco/SR-133	
District	17008 LOT #	TAZ	ADT	%	Interchange Imp. Fee	Interchange Imp. Fee	TOTAL	
HERITAGE FIELDS OBLIGATION	5	Port. 14,72,73,76,77	606,607	9,236	17.8%	\$2,452,510	\$1,919,154	\$4,371,664
		Port. 15	854	3,107	6.0%	\$825,027	\$645,605	\$1,470,632
		16	326	2,703	5.2%	\$717,750	\$561,658	\$1,279,408
		17,75	852,853	7,533	14.5%	\$2,000,299	\$1,565,287	\$3,565,586
		19	942	0	0.0%	\$0	\$0	\$0
	6	Port. 14	609	5,391	10.4%	\$1,431,516	\$1,120,199	\$2,551,715
		Port. 15	608	4,148	8.0%	\$1,101,452	\$861,916	\$1,963,368
	4	23	974,984,988	958	1.9%	\$254,386	\$199,063	\$453,449
		24	982,988	858	1.7%	\$227,832	\$178,284	\$406,116
		25	971,976,983	1,181	2.3%	\$313,601	\$245,400	\$559,001
		26	971,976	1,953	3.8%	\$518,596	\$405,815	\$924,411
		27	970,975	3,687	7.1%	\$979,039	\$766,124	\$1,745,163
		28	592,972,973	1,406	2.7%	\$373,347	\$292,153	\$665,500
		29	961	672	1.3%	\$178,442	\$139,635	\$318,077
		30	960,985,987	1,181	2.3%	\$313,601	\$245,400	\$559,001
		31	957	624	1.2%	\$165,696	\$129,661	\$295,357
		32	986	608	1.2%	\$161,447	\$126,337	\$287,784
		33	594,327	668	1.3%	\$177,379	\$138,805	\$316,184
		34	328	932	1.8%	\$247,482	\$193,660	\$441,142
		7	35	329	853	1.6%	\$226,504	\$177,245
	36		330	659	1.3%	\$174,990	\$136,934	\$311,924
	37		331,332	694	1.3%	\$184,283	\$144,207	\$328,490
	38		328,986	0	0.0%	\$0	\$0	\$0
	39		989	443	0.9%	\$117,633	\$92,052	\$209,685
	40		997,998,999	1,529	3.0%	\$406,008	\$317,712	\$723,720
	41		998,999	756	1.5%	\$200,747	\$157,090	\$357,837
	12,78,79,G,H		326,854,608	22		(2)		
	I	942	0		(2)			
	M,K	930	221		(2)			
	Other(4)	WILDLIFE REFUGE	591	163	-	\$40,567	\$31,744	\$72,311
		COUNTY 2	614	66	-	\$16,426	\$12,853	\$29,279
		COUNTY 3	920	115	-	\$28,621	\$22,396	\$51,017
		18	851	3,224		(6)		
		21	593	0		(5)		
		22	593	0		(5)		
				55,591	100.0%	\$13,835,178	\$10,826,392	\$24,661,570 ⁽¹⁾

LEGEND:

TAZ: Traffic Analysis Zone (per the Great Park Neighborhoods 2012 GPA/ZC by Urban Crossroads dated June 26, 2012).

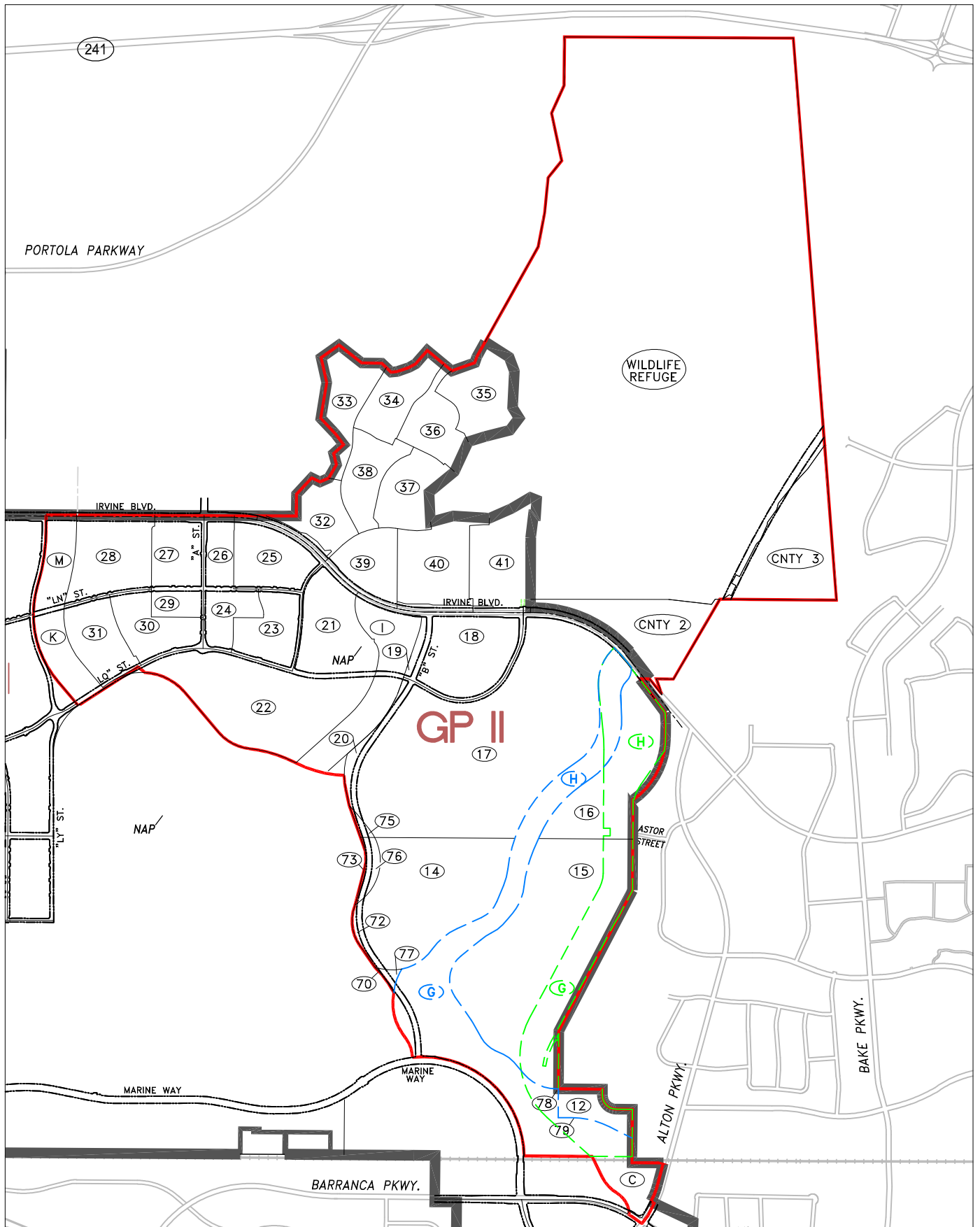
ADT: Average Daily Trips (Estimated consistent with assumed land use per the Great Park Neighborhoods 2012 GPA/ZC by Urban Crossroads dated June 26, 2012).

NOTES:

- (1) Total NITM Fees are based on the Great Park Neighborhoods Great Park Neighborhoods 2012 GPA/ZC NITM Fee Re-Allocation Study dated October 2014 updated based on 2015 CCI. Total NITM fee obligation reflected is subject to adjustment as noted in the NITM Ordinance.
- (2) In accordance with the ARDA, no NITM fees are imposed upon (i) PIA 19, (ii) PIA 37, (iii) PIA 44, and (iv) the Great Park Property, excepting that portion of the Great Park Property that is the Police Site and the ARDA Transfer Site. The fees associated with these parcels conveyed to the City, excepting that portion of the Great Park Property that is the Police Site and the ARDA Transfer Site, have been allocated to the remaining Heritage Fields parcels within the respective Future Development Area.
- (3) Fees for these parcels do not include any of the fees mentioned in Note (2) above or (6) below, as applicable.
- (4) See Figure 'A' for Amended VTTM 17008 and Future Development Area GPII Limits.
- (5) Intensity has not been allocated to the Police Site and the ARDA Transfer Site by the City. NITM fees for the ARDA Transfer Site in GPII will be calculated on a cost per trip basis and paid in accordance with Section 9.1 of the ARDA based upon an approved specific use. Absent a definitive land use and intensity, fees associated with the ARDA Transfer site have been allocated to the Heritage Fields share of GPII. Once the actual land use and intensity for the ARDA Transfer site have been approved and fees calculated, the Heritage Fields fees will be adjusted accordingly. If all the Heritage Fields NITM fees for GPII have already been paid prior to an approved land use on the ARDA Transfer Site in GP II, then NITM Fees paid for the ARDA Transfer Site in GP II will be applied as credits to any unpaid Heritage Fields NITM obligation within GP II, GP III, or GP IV. If such credits are no longer necessary to fulfill all of the outstanding Heritage Fields NITM Fee obligations, those NITM Fees can be applied by Heritage Fields to project specific transportation improvements.
- (6) Fees attributed to Lot 18 have been allocated to the remaining Heritage Fields parcels within GP II.

FIGURE "A"

PLANNING AREA 51
FUTURE DEVELOPMENT AREA GP II



LEGEND:





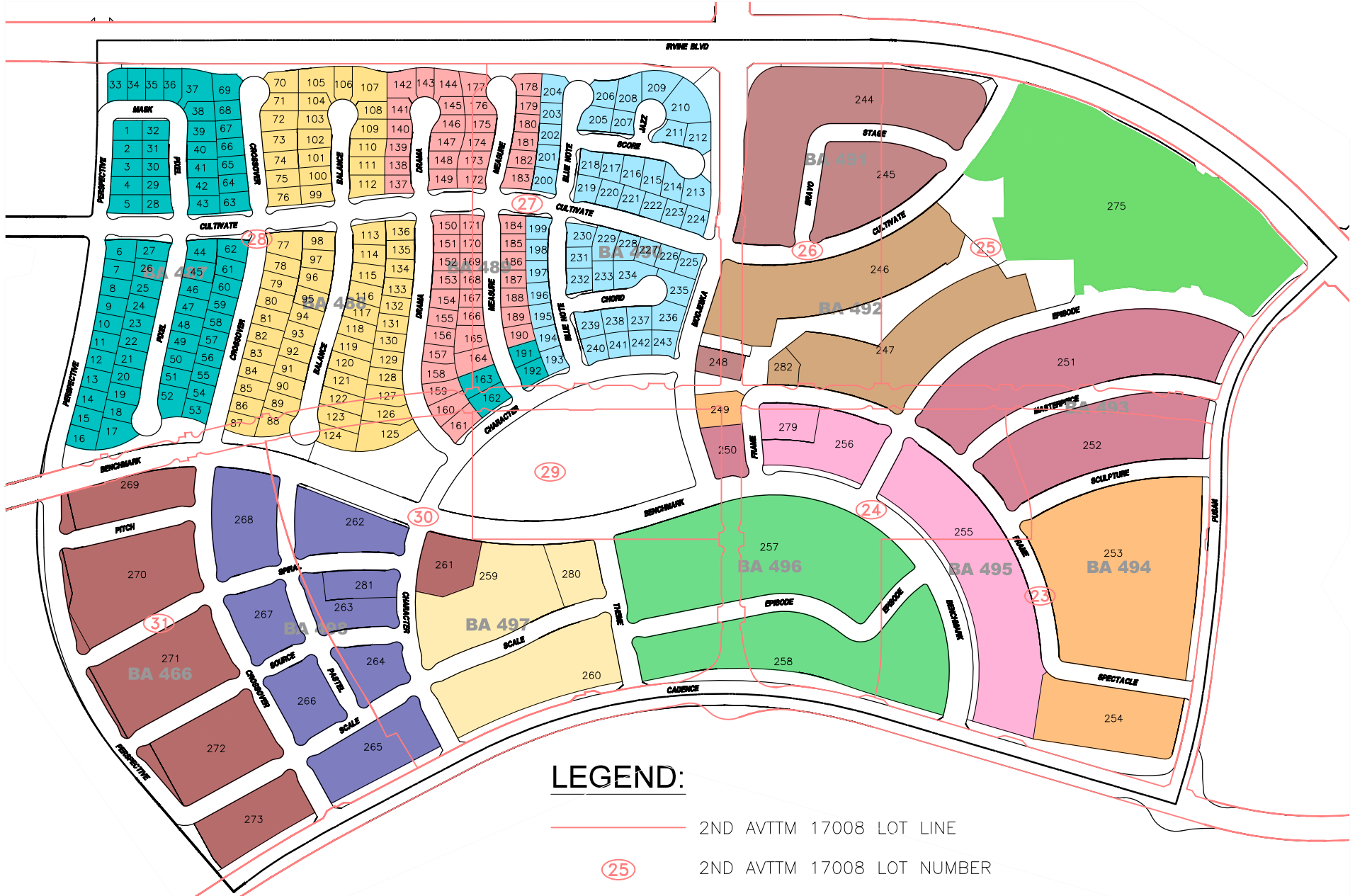
-  AMENDED VTTM 17008 TRACT BOUNDARY
NOT A PART OF 2ND AVTTM 17008
-  FUTURE DEVELOPMENT AREA BOUNDARY
-  ORIGINAL WILDLIFE CORRIDOR ALIGNMENT
-  RELOCATED WILDLIFE CORRIDOR ALIGNMENT



EXHIBIT C PARCEL FEE SCHEDULE - DISTRICT 4



LEGEND:

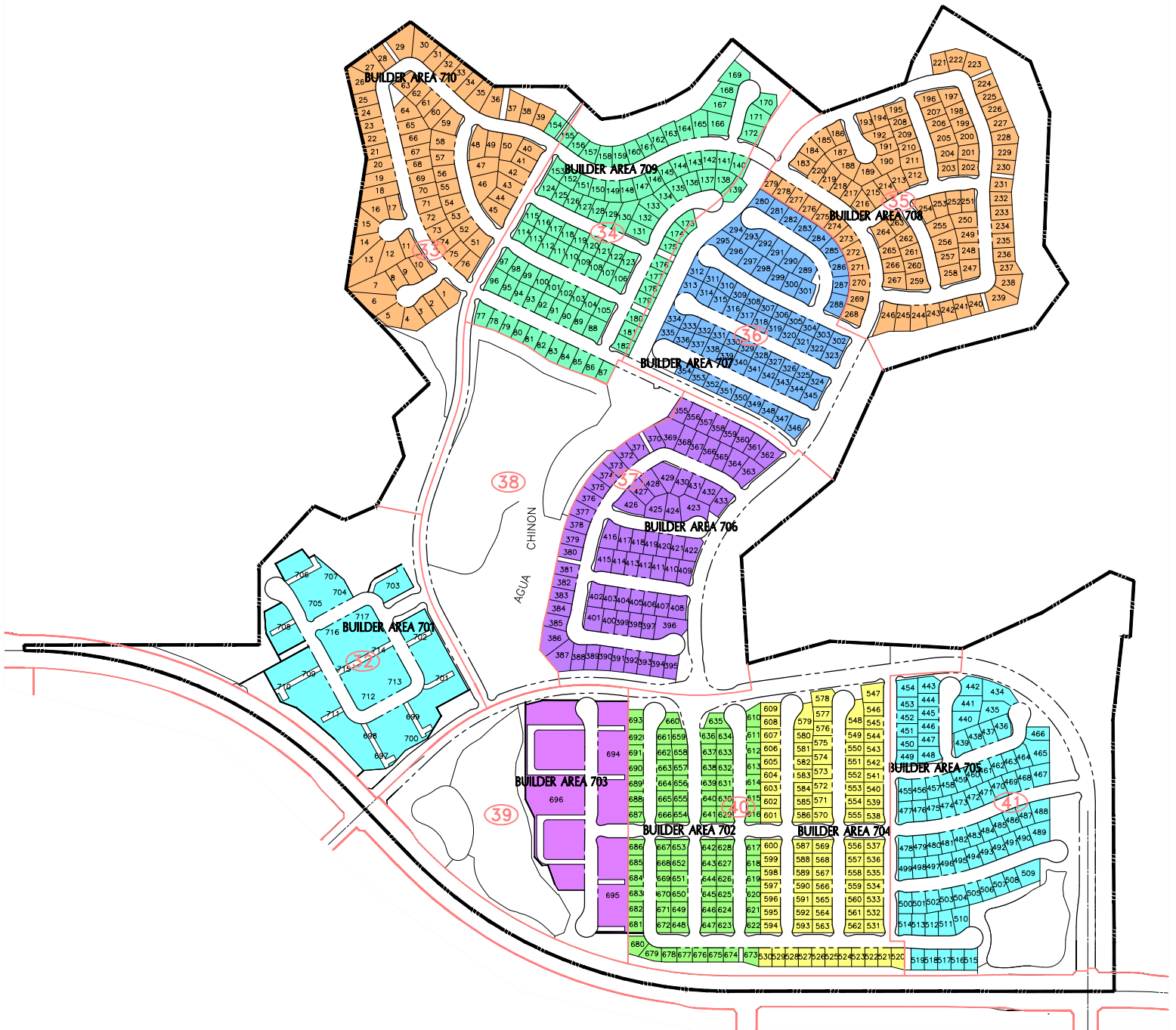
- 2ND AVTTM 17008 LOT LINE
- 25 2ND AVTTM 17008 LOT NUMBER
- 273 AVTTM 17366 LOT NUMBER
- BA 488** BUILDER AREA

Exhibit "C" - Parcel Fee Schedule District 4

Fee Allocation Plan Lot (2nd VTTM 17008)	Parcel Fee Schedule AVTTM 17366		LAND USE	Trabuco		TOTAL
	Builder Area	VTTM Lots		Interchange	Non-Trabuco	
23-31	466	269-273	Multi Family Units (106 DU)	\$208,120.09	\$162,859.13	\$370,979.23
		261	Models (7 DU)	\$13,728.24	\$10,742.69	\$24,470.93
		Total		\$221,848.33	\$173,601.82	\$395,450.15
	487	1-69	SFD (69 DU)	\$166,660.81	\$130,416.22	\$297,077.03
		162-163, 191-196	Models (4 DU)	\$9,609.77	\$7,519.88	\$17,129.65
		Total		\$176,270.58	\$137,936.10	\$314,206.68
	488	170-124, 129-136	SFD (63 DU)	\$152,108.88	\$119,028.97	\$271,137.85
		125-128	Models (4 DU)	\$9,609.77	\$7,519.88	\$17,129.65
		Total		\$161,718.65	\$126,548.85	\$288,267.50
	489	137-157, 164-190	SFD (48 DU)	\$115,866.33	\$90,668.28	\$206,534.61
		158-161	Models (4 DU)	\$9,609.77	\$7,519.88	\$17,129.65
		Total		\$125,476.10	\$98,188.16	\$223,664.26
	490	194-239	SFD (46 DU)	\$110,924.17	\$86,800.91	\$197,725.08
		193,240-243	Models (5 DU)	\$12,080.85	\$9,453.56	\$21,534.41
		Total		\$123,005.01	\$96,254.47	\$219,259.49
	491	244-245	Multi Family Units (108 DU)	\$211,964.00	\$165,867.09	\$377,831.08
		248	Models (6 DU)	\$11,806.28	\$9,238.71	\$21,045.00
		Total		\$223,770.28	\$175,105.80	\$398,876.08
	492	246-247	Multi Family Units (123 DU)	\$241,342.43	\$188,856.44	\$430,198.86
		482	Models (3 DU)	\$5,765.86	\$4,511.93	\$10,277.79
		Total		\$247,108.29	\$193,368.36	\$440,476.65
	493	251-252	Multi Family Units (88 DU)	\$172,701.24	\$135,143.00	\$307,844.24
		250	Models (4 DU)	\$7,962.38	\$6,230.76	\$14,193.14
		Total		\$180,663.62	\$141,373.76	\$322,037.37
	494	253-254	Multi Family Units (118 DU)	\$231,732.66	\$181,336.55	\$413,069.22
		249	Models (4 DU)	\$7,962.38	\$6,230.76	\$14,193.14
		Total		\$239,695.04	\$187,567.31	\$427,262.35
	495	255-256	Multi Family Units (78 DU)	\$153,207.14	\$119,888.39	\$273,095.52
		279	Models (6 DU)	\$11,806.28	\$9,238.71	\$21,045.00
		Total		\$165,013.42	\$129,127.10	\$294,140.52
496	257-258	Multi Family Units (74 DU)	\$145,244.76	\$113,657.63	\$258,902.39	
	Total		\$145,244.76	\$113,657.63	\$258,902.39	
497	259-260	Multi Family Units (59 DU)	\$115,866.33	\$90,668.28	\$206,534.61	
	280	Models (8 DU)	\$15,650.19	\$12,246.66	\$27,896.85	
	Total		\$131,516.52	\$102,914.94	\$234,431.46	
498	262-268	Multi Family Units (62 DU)	\$121,632.19	\$95,180.21	\$216,812.40	
	281	SFD (5 DU)	\$9,884.33	\$7,734.73	\$17,619.07	
	Total		\$131,516.52	\$102,914.94	\$234,431.46	
			TOTAL	\$2,272,847.12	\$1,778,559.24	\$4,051,406.37

Fee Allocation Plan Lot (2nd VTTM 17008)	Parcel Fee Schedule Lot (AVTTM 17283)	Land Use	Trabuco Interchange	Non-Trabuco	TOTAL	
26,27	275	Community Commercial (70 TSF)	\$1,051,692.88	\$822,975.76	\$1,874,668.63	
			TOTAL	\$1,051,692.88	\$822,975.76	\$1,874,668.63

EXHIBIT C PARCEL FEE SCHEDULE - DISTRICT 7



LEGEND:

- 2ND AVTTM 17008 LOT LINE
- 32 2ND AVTTM 17008 LOT NUMBER
- 713 VTTM 17202 LOT NUMBER
- BUILDER AREA 703 BUILDER AREA

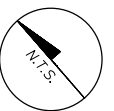


Exhibit "C" - Parcel Fee Schedule District 7

Fee Allocation Plan Lot (2nd VTTM 17008)	Parcel Fee Schedule VTTM 1720		LAND USE	Trabuco		TOTAL
	Builder Area	VTTM Lots		Interchange	Non-Trabuco	
32-41	701	697-717	Multi Family Units (62 DU)	\$117,600.44	\$92,025.56	\$209,626.00
		Total		\$117,600.44	\$92,025.56	\$209,626.00
	702	610-693	SFD (85 DU)	\$198,301.42	\$155,176.28	\$353,477.70
		Total		\$198,301.42	\$155,176.28	\$353,477.70
	703	694-696	Multi Family Units (84 DU)	\$159,543.71	\$124,847.32	\$284,391.03
		Total		\$159,543.71	\$124,847.32	\$284,391.03
	704	520-609	SFD (90 DU)	\$209,981.82	\$164,316.52	\$374,298.34
		Total		\$209,981.82	\$164,316.52	\$374,298.34
	705	434-519	SFD (86 DU)	\$200,690.59	\$157,045.88	\$357,736.47
		Total		\$200,690.59	\$157,045.88	\$357,736.47
	706	355-433	SFD (79 DU)	\$184,231.84	\$144,166.45	\$328,398.29
		Total		\$184,231.84	\$144,166.45	\$328,398.29
	707	280-354	SFD (75 DU)	\$174,940.61	\$136,895.81	\$311,836.42
		Total		\$174,940.61	\$136,895.81	\$311,836.42
	708	183-279	SFD (97 DU)	\$226,440.58	\$177,195.94	\$403,636.52
		Total		\$226,440.58	\$177,195.94	\$403,636.52
	709	77-182	SFD (106 DU)	\$247,412.21	\$193,606.82	\$441,019.03
		Total		\$247,412.21	\$193,606.82	\$441,019.03
710	1-76	SFD (76 DU)	\$177,329.78	\$138,765.41	\$316,095.19	
	Total		\$177,329.78	\$138,765.41	\$316,095.19	
			TOTAL	\$1,896,473.00	\$1,484,042.00	\$3,380,515.00

**ITEM 4: AMENDMENT NO. 3 TO HERITAGE
FIELDS GP I FEE CREDIT AND NITM FEE
ALLOCATION PLAN AGREEMENT**

**AMENDMENT No. 3
TO HERITAGE FIELDS GP I FEE CREDIT AND NITM FEE ALLOCATION PLAN
AGREEMENT**

THIS AMENDMENT No. 3 TO HERITAGE FIELDS GP I FEE CREDIT AND NITM FEE ALLOCATION PLAN AGREEMENT (“**Amendment**”) is made and entered as of _____, 2015 by and between HERITAGE FIELDS EL TORO, LLC, a Delaware limited liability company (“**Heritage Fields**”) and the CITY OF IRVINE, a California municipal corporation (“**City**”), for the purpose of amending the “Heritage Fields GP I Fee Credit and NITM Fee Allocation Plan Agreement” entered into between Heritage Fields and City as of May 21, 2013 (“**Agreement**”) to be consistent with the Great Park Neighborhoods 2012 GPA/ZC NITM Fee Re-Allocation Study. Heritage Fields and City hereby agree to the following changes to the Agreement:

1. Exhibit B to the Agreement is replaced in its entirety by the “Exhibit B GP I FY 15-16 Fee Allocation Plan” attached hereto.
2. Exhibit C to the Agreement is replaced in its entirety by the “Revised Exhibit C” attached hereto.
3. Except as set forth in this Amendment, all terms, conditions and provisions of the Agreement are unchanged and remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to the Agreement to be executed by their respective duly authorized agents as of the date first set forth above.

CITY OF IRVINE
a California municipal corporation

HERITAGE FIELDS EL TORO, LLC
a Delaware limited liability company

By: _____
Manuel Gomez
Director of Public Works

By: Heritage Fields El Toro Sole Member LLC,
a Delaware limited liability company
Its: Sole Member

Attest:
By: _____
Molly McLaughlin
City Clerk

By: Heritage Fields LLC,
a Delaware limited liability company
Its: Sole Member

APPROVED AS TO FORM:
RUTAN & TUCKER

By: Lennar Heritage Fields, LLC,
a California limited liability company
Its: Administrative Member

Todd O. Litfin

By: Lennar Homes of California, Inc.,
a California Corporation
Its: Sole Member

By: _____

Print Name: _____
Print Title: _____

Exhibit "B" GP I FY 15-16 Fee Allocation Plan

District	Lot	ADT	% of Overall ADT	Trabuco Interchange	Non-Trabuco	Total
1S	42	2,897	6.50%	\$ 3,907,111	\$ 625,129	\$ 4,532,240
	43	8,390	18.82%	\$ 11,315,381	\$ 1,810,436	\$ 13,125,817
1N	44	2,710	6.08%	\$ 3,654,369	\$ 584,691	\$ 4,239,060
	46 Paid	3,518	7.89%	\$ 3,919,985	\$ 744,638	\$ 4,664,623
	46 (Residential)	686	1.54%	\$ 925,730	\$ 148,115	\$ 1,073,845
	46 (Non Residential)	2,918	6.55%	\$ 3,935,433	\$ 629,661	\$ 4,565,093
	47	1,609	3.61%	\$ 2,170,018	\$ 347,198	\$ 2,517,216
	48	5,151	11.56%	\$ 6,947,023	\$ 1,111,508	\$ 8,058,532
	49 (Residential)	1,369	3.07%	\$ 1,846,336	\$ 295,410	\$ 2,141,745
	49 (Non Residential)	126	0.28%	\$ 169,933	\$ 27,189	\$ 197,122
	50	-	0.00%	\$ -	\$ -	\$ -
	51 Paid	1,389	3.12%	\$ 1,732,042	\$ 280,888	\$ 2,012,930
	52	-	0.00%	\$ -	\$ -	\$ -
	8 (Paid)	53	536	1.20%	\$ 597,473	\$ 113,495
54		949	2.13%	\$ 1,057,702	\$ 200,921	\$ 1,258,623
55		1,385	3.11%	\$ 1,543,279	\$ 293,161	\$ 1,836,440
56		1,330	2.98%	\$ 1,481,376	\$ 281,401	\$ 1,762,777
57		1,178	2.64%	\$ 1,312,334	\$ 249,291	\$ 1,561,625
58		607	1.36%	\$ 675,754	\$ 128,366	\$ 804,120
59		374	0.84%	\$ 416,342	\$ 79,089	\$ 495,431
1N	61	758	1.70%	\$ 945,201	\$ 153,285	\$ 1,098,486
	62 Paid	1,258	2.82%	\$ 1,569,391	\$ 254,511	\$ 1,823,902
	62 (Lot 508 Paid)	806	1.81%	\$ 898,020	\$ 170,588	\$ 1,068,607
	63 Paid	1,709	3.83%	\$ 2,131,162	\$ 345,614	\$ 2,476,776
	64 Paid	1,722	3.86%	\$ 2,147,536	\$ 348,270	\$ 2,495,806
	65 Paid	1,195	2.68%	\$ 1,490,871	\$ 241,777	\$ 1,732,649
	66	-	0			
	Port of L	8,333				
	Marshburn	5				
	45	-				

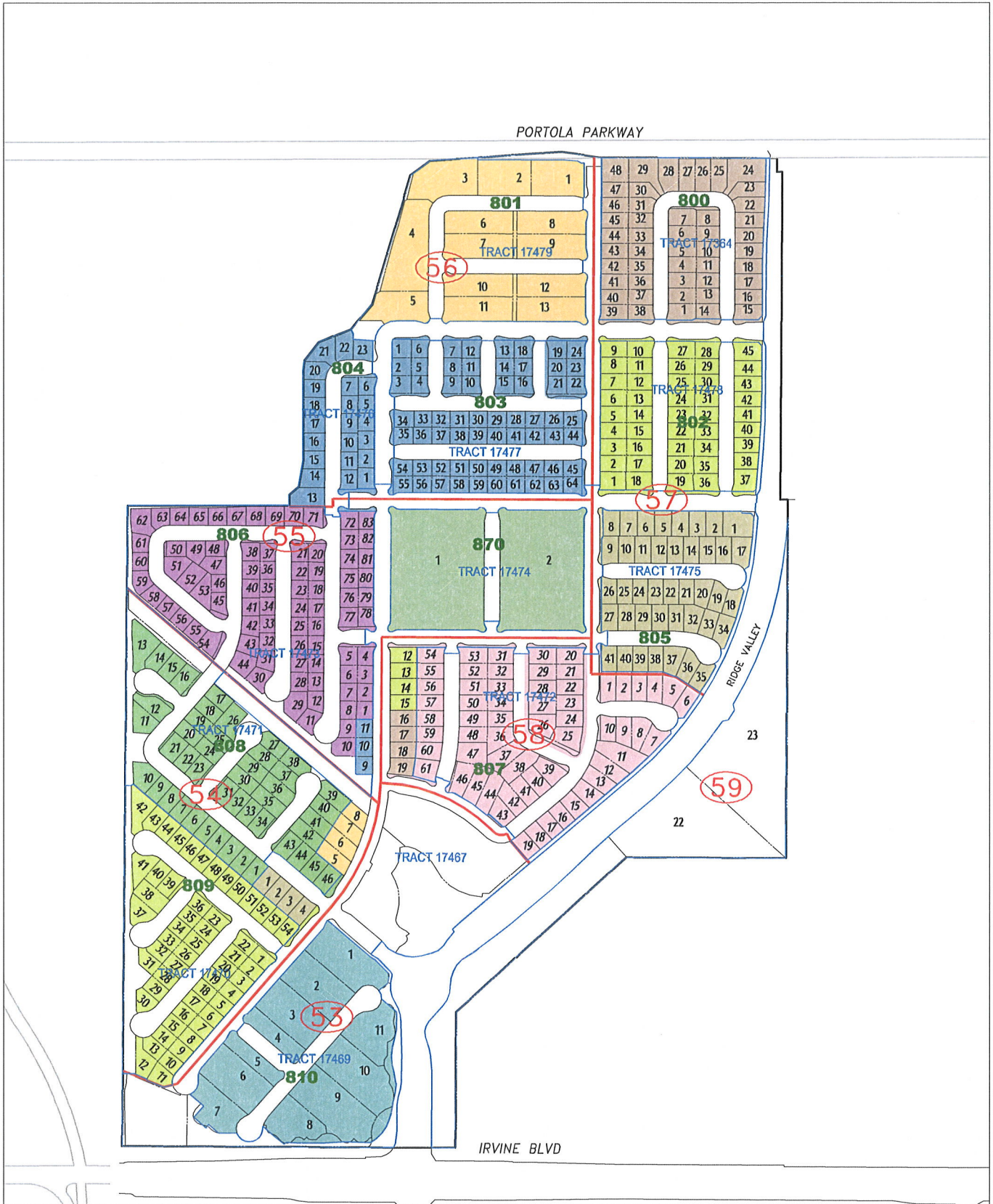
Total 52,908

2015 Cost Update - GP I	\$ 69,728,578
Trabuco Interchange	\$ 60,110,958
Non-Trabuco	\$ 9,617,620

GP 1 Unpaid Fees	\$ 40,450,669
District 1N	\$ 22,792,613.10
District 1S	\$ 17,658,056.39

EXHIBIT "C"

PARCEL FEE SCHEDULE - DISTRICT 8



LEGEND:

- FINAL MAP TRACT BOUNDARY
- 2ND AVTTM 17008 LOT LINE
- 44 2ND AVTTM 17008 LOT NUMBER
- 53 FINAL MAP LOT NUMBER
- 810 BUILDER AREA



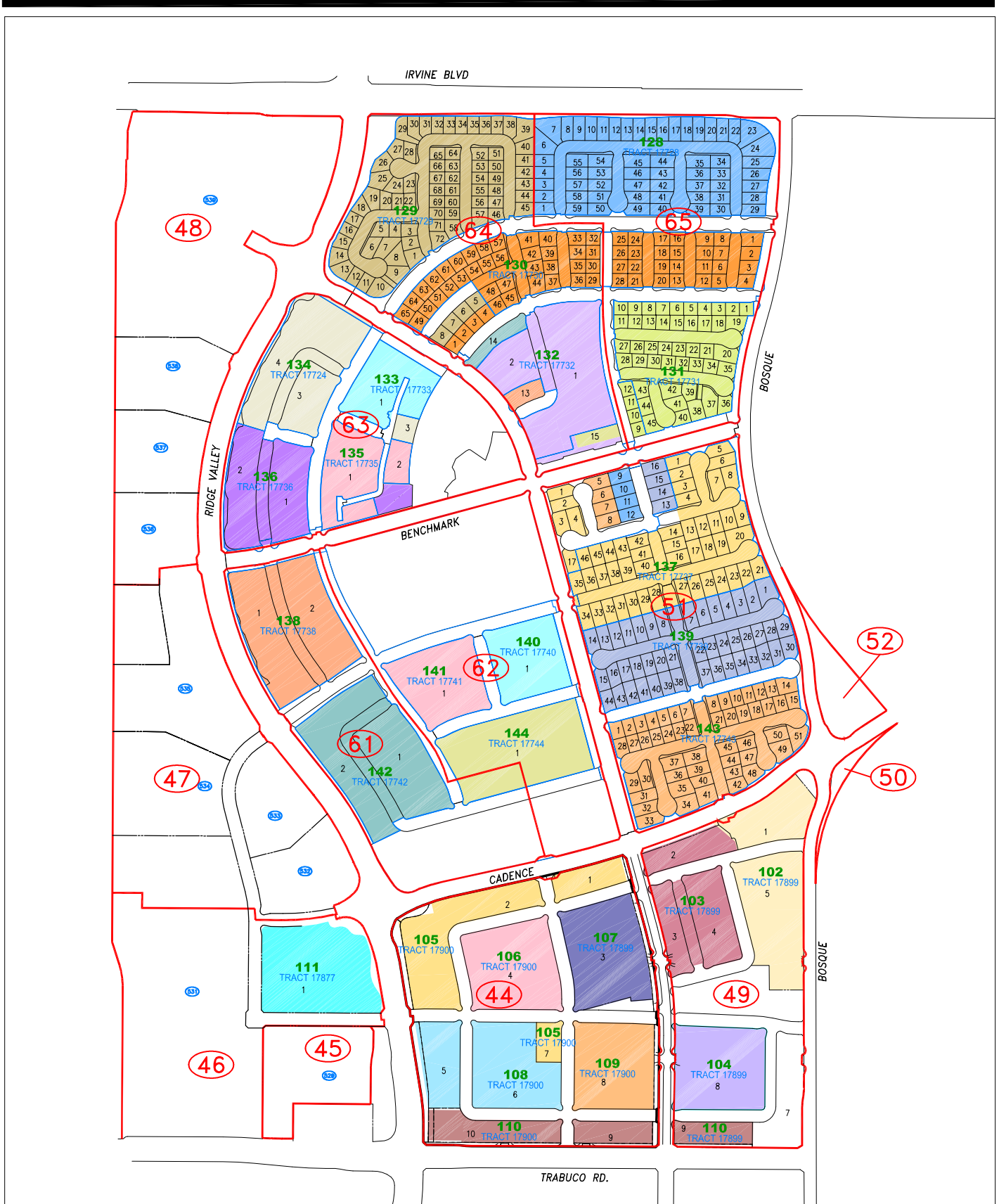
Revised Exhibit "C" - Parcel Fee Schedule District 8

Fee Allocation Plan Lot (2nd VTTM 17008) Parcel Fee Schedule							
	Builder Area	Final Map	Lots	LAND USE	Trabuco		TOTAL
					Interchange	Non-Trabuco	
53-58 Paid	800	17364	1-48	SFD (48 DU)	\$470,089.86	\$89,298.08	\$559,387.94
		17467	16-19	Models (4 DU)	\$39,174.15	\$7,441.51	\$46,615.66
		Total				\$509,264.01	\$96,739.59
	801	17479	1-13	Multi Family Units (79 DU)	\$629,337.92	\$119,548.78	\$748,886.70
		17467	5-8	Models (4 DU)	\$39,174.15	\$7,441.51	\$46,615.66
		Total				\$668,512.08	\$126,990.28
	802	17478	1-45	SFD (45 DU)	\$440,709.24	\$83,716.95	\$524,426.19
		17467	12-15	Models (4 DU)	\$39,174.15	\$7,441.51	\$46,615.66
		Total				\$479,883.40	\$91,158.46
	803	17477	1-64	SFD (64 DU)	\$626,786.48	\$119,064.10	\$745,850.58
		17467	9-11	Models (3 DU)	\$29,380.62	\$5,581.13	\$34,961.75
		Total				\$656,167.09	\$124,645.23
	804	17476	1-23	SFD (23 DU)	\$225,251.39	\$42,788.66	\$268,040.05
		Total				\$225,251.39	\$42,788.66
	805	17475	1-41	SFD (41 DU)	\$401,535.09	\$76,275.44	\$477,810.53
		17467	1-4	Models (4 DU)	\$39,174.15	\$7,441.51	\$46,615.66
		Total				\$440,709.24	\$83,716.95
	806	17473	1-83	SFD (83 DU)	\$812,863.71	\$154,411.26	\$967,274.97
		Total				\$812,863.71	\$154,411.26
	807	17472	1-61	SFD (61 DU)	\$597,405.86	\$113,482.97	\$710,888.83
Total				\$597,405.86	\$113,482.97	\$710,888.83	
808	17471	1-46	SFD (46 DU)	\$450,502.78	\$85,577.33	\$536,080.10	
	Total				\$450,502.78	\$85,577.33	\$536,080.10
809	17470	1-54	SFD (54 DU)	\$528,851.09	\$100,460.34	\$629,311.43	
	Total				\$528,851.09	\$100,460.34	\$629,311.43
810	17469	1-11	Multi Family Units (75 DU)	\$597,472.71	\$113,495.67	\$710,968.38	
	Total				\$597,472.71	\$113,495.67	\$710,969.38
870	17474	1-2	Multi Family Units (88 DU)	\$701,034.65	\$133,168.26	\$834,202.90	
	Total				\$701,034.65	\$133,168.26	\$834,202.90
TOTAL					\$6,667,918.00	\$1,266,635.00	\$7,934,553.00

Fee Allocation Plan Lot (2nd VTTM 17008) Parcel Fee Schedule							
	Lot (VTTM 17364)	Lot (Final)	Final Map	LAND USE	Trabuco		TOTAL
					Interchange	Non-Trabuco	
59 Paid	512	22	17467	15 TSF Church and 6 TSF Child Care	\$416,342.00	\$79,089.00	\$495,431.00
	513	23	17469				
TOTAL					\$416,342.00	\$79,089.00	\$495,431.00

REVISED EXHIBIT "C"

PARCEL FEE SCHEDULE - DISTRICT 1 NORTH



LEGEND:

- FINAL MAP TRACT BOUNDARY
- 2ND AVTTM 17008 LOT LINE
- 44 2ND AVTTM 17008 LOT NUMBER
- 53 FINAL MAP LOT NUMBER
- 110 BUILDER AREA
- 520 AVTTM 17283 LOT NUMBER



Revised Exhibit "C" - Parcel Fee Schedule District 1 North

Fee Allocation Plan Lot (2nd VTTM 17008)	Parcel Fee Schedule		Trabuco		TOTAL
	Lot (AVTTM 17283)	Land Use	Interchange	Non-Trabuco	
46 (Afford. Only) Paid	531	Affordable (196 DU) Paid	\$1,561,379.72	\$296,598.90	\$1,857,978.62
	531	Senior (182 DU) - Paid	\$1,036,198.84	\$196,835.73	\$1,233,034.57
	531	Affordable (166 DU) - Paid	\$1,322,406.41	\$251,203.54	\$1,573,609.95
		TOTAL	\$3,919,984.97	\$744,638.17	\$4,664,623.14

Fee Allocation Plan Lot (2nd VTTM 17008)	Parcel Fee Schedule			Trabuco		TOTAL	
	Builder Area	Final Map	Lots	Interchange	Non-Trabuco		
46	111	17877	1	Multi Family Units (96 DU)	\$925,730.32	\$148,114.81	\$1,073,845.13
			Total		\$925,730.32	\$148,114.81	\$1,073,845.13
				TOTAL	\$925,730.32	\$148,114.81	\$1,073,845.13

Fee Allocation Plan Lot (2nd VTTM 17008)	Builder Area	Land Use		Trabuco		TOTAL
				Interchange	Non-Trabuco	
46			R&D (280 TSF)	\$3,935,432.80	\$629,660.55	\$4,565,093.35
			TOTAL	\$3,935,432.80	\$629,660.55	\$4,565,093.35

Fee Allocation Plan Lot (2nd VTTM 17008)	Parcel Fee Schedule		Trabuco		TOTAL
	Lot (AVTTM 17283)	Land Use	Interchange	Non-Trabuco	
47	535	10 TSF Church	\$109,242.65	\$17,478.58	\$126,721.23
	534	5 TSF Child Care	\$283,221.69	\$45,314.84	\$328,536.53
	532	Multi-Use (50.0 TSF)	\$846,967.72	\$135,512.96	\$982,480.68
	533	Multi-Use (55.0 TSF)	\$930,585.55	\$148,891.63	\$1,079,477.18
		TOTAL	\$2,170,017.61	\$347,198.02	\$2,517,215.63

Fee Allocation Plan Lot (2nd VTTM 17008)	Parcel Fee Schedule		Trabuco		TOTAL
	Lot (AVTTM 17283)	Land Use	Interchange	Non-Trabuco	
48	538-539	Multi-Use (344.0 TSF)	\$ 5,822,228.71	\$931,543.72	\$6,753,772.43
	536-537	R&D (80 TSF)	\$ 1,124,794.71	\$179,964.66	\$1,304,759.37
		TOTAL	\$6,947,023.42	\$1,111,508.38	\$8,058,531.80

Revised Exhibit "C" - Parcel Fee Schedule District 1 North

Fee Allocation Plan Lot (2nd VTTM 17008)		Final Map	Lots	LAND USE	Trabuco Interchange	Non-Trabuco	TOTAL
49		17899	7	Multi-Use (10.0 TSF)	\$169,933.02	\$27,188.91	\$197,121.93
TOTAL					\$169,933.02	\$27,188.91	\$197,121.93

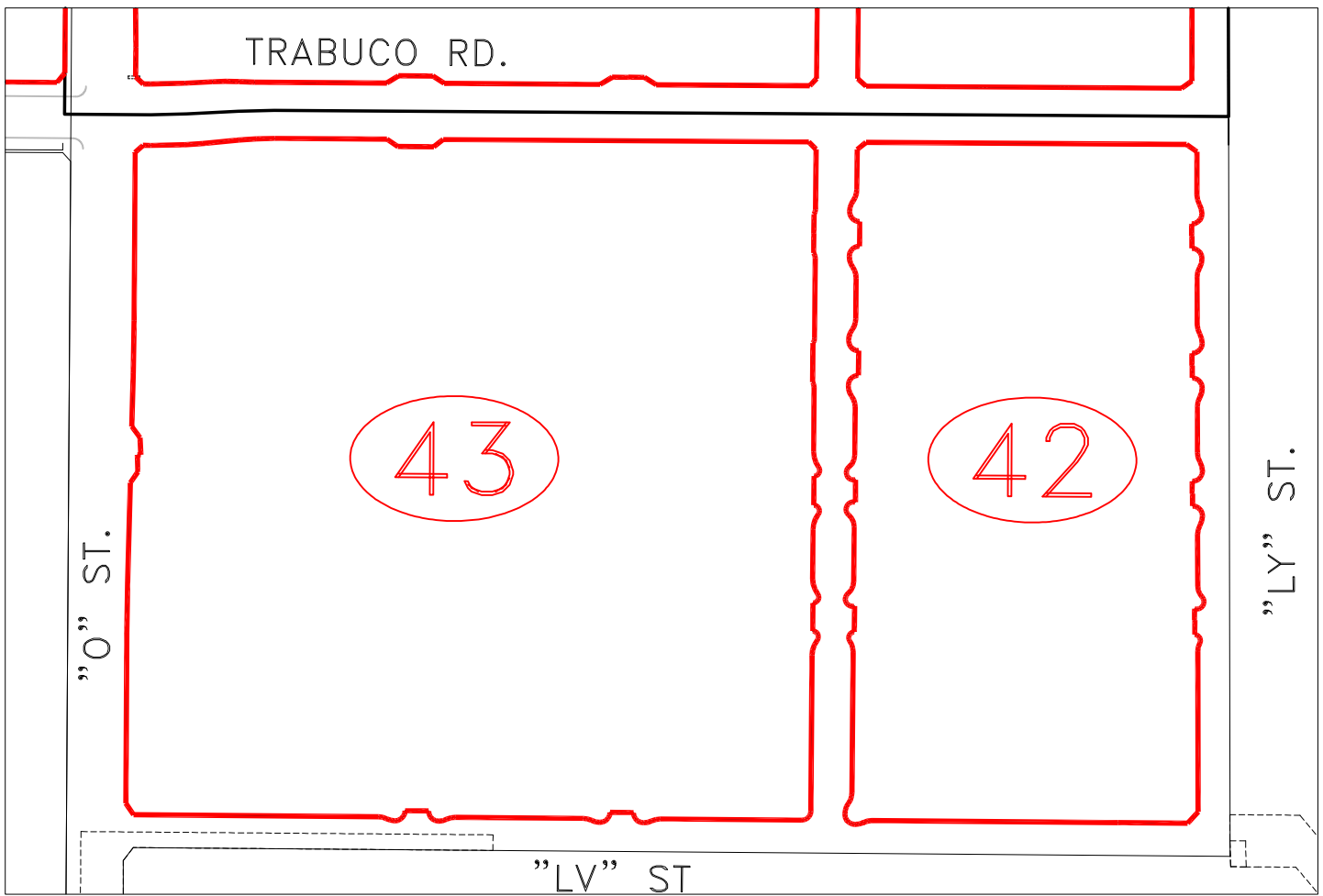
Fee Allocation Plan Lot (2nd VTTM 17008)		Parcel Fee Schedule (AVTTM 17283)	Lot	Land Use	Trabuco Interchange	Non-Trabuco	TOTAL
62 (K-8 Only)	508	K-8 School (650 TSF) Paid			\$ 898,019.62	\$ 170,587.55	\$ 1,068,607.17
TOTAL					\$898,019.62	\$170,587.55	\$1,068,607.17

Fee Allocation Plan Lot (2nd VTTM 17008)		Parcel Fee Schedule		Builder Area	Final Map	Lots	LAND USE	Trabuco Interchange	Non-Trabuco	TOTAL
44, 49	102	17899	1,5				Multi Family Units (77 DU)	\$760,420.57	\$121,665.61	\$882,086.18
							Total	\$760,420.57	\$121,665.61	\$882,086.18
	103	17899	2-4				Multi Family Units (48 DU)	\$474,028.41	\$75,843.50	\$549,871.91
							Total	\$474,028.41	\$75,843.50	\$549,871.91
	104	17899	8				Multi Family Units (74 DU)	\$730,793.80	\$116,925.39	\$847,719.19
							Total	\$730,793.80	\$116,925.39	\$847,719.19
	105	17900	1,2,7				Multi Family Units (57 DU)	\$562,908.74	\$90,064.15	\$652,972.89
							Total	\$562,908.74	\$90,064.15	\$652,972.89
	106	17900	4				Multi Family Units (60 DU)	\$592,535.51	\$94,804.37	\$687,339.88
							Total	\$592,535.51	\$94,804.37	\$687,339.88
	107	17900	3				Multi Family Units (79 DU)	\$780,171.76	\$124,825.76	\$904,997.51
							Total	\$780,171.76	\$124,825.76	\$904,997.51
	108	17900	5-6				Multi Family Units (64 DU)	\$632,037.88	\$101,124.66	\$733,162.54
							Total	\$632,037.88	\$101,124.66	\$733,162.54
	109	17900	8				Multi Family Units (54 DU)	\$533,281.96	\$85,323.94	\$618,605.90
							Total	\$533,281.96	\$85,323.94	\$618,605.90
	110	17900	9-10				Multi Family Units (44 DU)	\$434,526.04	\$69,523.21	\$504,049.25
							Total	\$434,526.04	\$69,523.21	\$504,049.25
TOTAL					\$5,500,704.67	\$880,100.59	\$6,380,805.26			

Revised Exhibit "C" - Parcel Fee Schedule District 1 North

Fee Allocation Plan Lot (2nd VTTM 17008)	Parcel Fee Schedule						
	Builder Area	Final Map	Lots	LAND USE	Trabuco		TOTAL
					Interchange	Non-Trabuco	
51, 61-65 Paid	128	17728	1-59	SFD (59 DU)	\$646,806.54	\$104,893.78	\$751,700.32
		17726	9-12	Models (4 DU)	\$43,851.29	\$7,111.44	\$50,962.73
		Total				\$690,657.83	\$112,005.22
	129	17729	1-72	SFD (72 DU)	\$789,323.23	\$128,005.97	\$917,329.20
		17725	5-8	Models (4 DU)	\$43,851.29	\$7,111.44	\$50,962.73
		Total				\$833,174.53	\$135,117.41
	130	17730	1-65	SFD (65 DU)	\$712,583.48	\$115,560.94	\$828,144.42
		17725	1-4	Models (4 DU)	\$43,851.29	\$7,111.44	\$50,962.73
		Total				\$756,434.77	\$122,672.38
	131	17731	1-45	SFD (45 DU)	\$493,327.02	\$80,003.73	\$573,330.75
		17725	9-12	Models (4 DU)	\$43,851.29	\$7,111.44	\$50,962.73
		Total				\$537,178.31	\$87,115.17
	132	17732	1-2	Multi Family Units (84 DU)	\$749,063.86	\$121,477.03	\$870,540.89
		Total				\$749,063.86	\$121,477.03
	133	17733	1	Multi Family Units (52 DU)	\$463,706.20	\$75,200.07	\$538,906.27
		Total				\$463,706.20	\$75,200.07
	134	17734	1-2	Multi Family Units (72 DU)	\$642,054.74	\$104,123.17	\$746,177.91
		17724	3	Models (4 DU)	\$35,669.71	\$5,784.62	\$41,454.33
		Total				\$677,724.44	\$109,907.79
	135	17735	1-2	Multi Family Units (51 DU)	\$454,788.77	\$73,753.91	\$528,542.68
		Total				\$454,788.77	\$73,753.91
	136	17736	1-2	Multi Family Units (54 DU)	\$481,541.05	\$78,092.38	\$559,633.43
		17724	4	Models (6 DU)	\$53,504.56	\$8,676.93	\$62,181.49
		Total				\$535,045.61	\$86,769.31
	137	17737	1-46	SFD (46 DU)	\$504,289.84	\$81,781.59	\$586,071.43
		17726	1-4,17	Models (5 DU)	\$54,814.11	\$8,889.30	\$63,703.42
		Total				\$559,103.96	\$90,670.89
	138	17738	1-2	Multi Family Units (49 DU)	\$436,953.92	\$70,861.60	\$507,815.52
		17725	13	Models (4 DU)	\$35,669.71	\$5,784.62	\$41,454.33
		Total				\$472,623.62	\$76,646.22
139	17739	1-44	SFD (44 DU)	\$482,364.20	\$78,225.87	\$560,590.07	
	17726	13-16	Models (4 DU)	\$43,851.29	\$7,111.44	\$50,962.73	
	Total				\$526,215.49	\$85,337.31	\$611,552.80
140	17740	1	Multi Family Units (55 DU)	\$490,458.48	\$79,538.53	\$569,997.01	
	Total				\$490,458.48	\$79,538.53	\$569,997.01
141	17741	1	Multi Family Units (54 DU)	\$481,541.05	\$78,092.38	\$559,633.43	
	Total				\$481,541.05	\$78,092.38	\$559,633.43
142	17742	1-2	Multi Family Units (57 DU)	\$508,293.33	\$82,430.84	\$590,724.18	
	17725	14	Models (5 DU)	\$44,587.13	\$7,230.78	\$51,817.91	
	Total				\$44,587.13	\$7,230.78	\$642,542.09
143	17743	1-51	SFD (51 DU)	\$559,103.96	\$90,670.89	\$649,774.85	
	17726	5-8	Models (4 DU)	\$43,851.29	\$7,111.44	\$50,962.73	
	Total				\$602,955.25	\$97,782.34	\$700,737.58
144	17744	1	Multi Family Units (67 DU)	\$597,467.60	\$96,892.39	\$694,360.00	
	17725	15	Models (4 DU)	\$35,669.71	\$5,784.62	\$41,454.33	
	Total				\$633,137.31	\$102,677.01	\$735,814.32
				TOTAL	\$10,016,203.54	\$1,624,345.72	\$11,640,549.26

REVISED EXHIBIT "C"
PARCEL FEE SCHEDULE - DISTRICT 1 SOUTH



LEGEND:



2ND AVTTM 17008 LOT LINE



2ND AVTTM 17008 LOT NUMBER



Revised Exhibit "C" - GPI Parcel Fee Schedule District 1 South

Fee Allocation Plan Lot (2nd VTTM 17008)	LAND USE	Trabuco		TOTAL
		Interchange	Non-Trabuco	
42	Multi-Use (100 TSF)	\$1,692,586.76	\$270,810.14	\$1,963,396.90
	Retail (30 TSF)	\$2,213,984.40	\$354,232.61	\$2,568,217.01
	TOTAL	\$3,907,110.63	\$625,129.06	\$4,532,239.69

Fee Allocation Plan Lot (2nd VTTM 17008)	LAND USE	Trabuco		TOTAL
		Interchange	Non-Trabuco	
43	Multi-Use (145.3 TSF)	\$2,459,328.56	\$393,487.13	\$2,852,815.69
	Retail (120 TSF)	\$8,855,937.60	\$1,416,930.43	\$10,272,868.03
	TOTAL	\$11,315,380.80	\$1,810,435.90	\$13,125,816.70

**ITEM 5: AMENDMENT NO. 1 TO HERITAGE
FIELDS GP III FEE CREDIT AND NITM FEE
ALLOCATION PLAN AGREEMENT**

**AMENDMENT No. 1
TO HERITAGE FIELDS GP III FEE CREDIT AND NITM FEE ALLOCATION PLAN
AGREEMENT**

THIS AMENDMENT No. 1 TO HERITAGE FIELDS GP III FEE CREDIT AND NITM FEE ALLOCATION PLAN AGREEMENT (“**Amendment**”) is made and entered as of _____, 2015 by and between HERITAGE FIELDS EL TORO, LLC, a Delaware limited liability company (“**Heritage Fields**”) and the CITY OF IRVINE, a California municipal corporation (“**City**”), for the purpose of amending the “Heritage Fields GP III Fee Credit and NITM Fee Allocation Plan Agreement” entered into between Heritage Fields and City as of December 2, 2014 (“**Agreement**”) to be consistent with the Great Park Neighborhoods 2012 GPA/ZC NITM Fee Re-Allocation Study. Heritage Fields and City hereby agree to the following changes to the Agreement:

1. Exhibit B to the Agreement is replaced in its entirety by the “Exhibit B GP III FY 15-16 Fee Allocation Plan” attached hereto.
2. Except as set forth in this Amendment, all terms, conditions and provisions of the Agreement are unchanged and remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to the Agreement to be executed by their respective duly authorized agents as of the date first set forth above.

CITY OF IRVINE
a California municipal corporation

HERITAGE FIELDS EL TORO, LLC
a Delaware limited liability company

By: _____
Manuel Gomez
Director of Public Works

By: Heritage Fields El Toro Sole Member LLC,
a Delaware limited liability company
Its: Sole Member

Attest:
By: _____
Molly McLaughlin
City Clerk

By: Heritage Fields LLC,
a Delaware limited liability company
Its: Sole Member

APPROVED AS TO FORM:
RUTAN & TUCKER

By: Lennar Heritage Fields, LLC,
a California limited liability company
Its: Administrative Member

Todd O. Litfin

By: Lennar Homes of California, Inc.,
a California Corporation
Its: Sole Member

By: _____

Print Name: _____
Print Title: _____

Exhibit "B" GP III FY 15-16 Fee Allocation Plan

	Amended VTTM 17008 LOT #	TAZ	ADT	%	Non-		TOTAL
					Trabuco/SR-133 Interchange Imp. Fee	Trabuco/SR-133 Interchange Imp. Fee	
HERITAGE FIELDS OBLIGATION	8 (Paid)	321	10,066	32.6%	\$1,878,206	\$447,471	\$2,325,677
	9 (Paid)	322	10,774	34.9%	\$2,010,419	\$478,970	\$2,489,389
	10	613	1,034	3.4%	\$209,830	\$49,716	\$259,545
	11	612	753	2.4%	\$152,789	\$36,201	\$188,989
	13	610, 611	8,238	26.7%	\$1,671,633	\$396,066	\$2,067,698
	D	923	808			(2)	
	E	925	1,238			(2)	
	F	926	938			(2)	
	Port. of L, 68-71, 74	599,927-929, 931, 977, 978, 993-995, 599, 849	10,294			(2)	
	Other(3)	J	934, 935, 936	7,745	-	\$1,098,814	\$260,346
HOME 1		936	827	-	\$117,330	\$27,799	\$145,129
HOME 5		936	827	-	\$117,330	\$27,799	\$145,129
			53,543				

2015 Cost Update - GP III	\$	9,396,115
Trabuco Interchange	\$	1,799,817
Non-Trabuco	\$	7,596,298

LEGEND:

TAZ: Traffic Analysis Zone (per the Great Park Neighborhoods 2012 GPA/ZC by Urban Crossroads dated June 26, 2012).

ADT: Average Daily Trips (Estimated consistent with assumed land use the Great Park Neighborhoods 2012 GPA/ZC by Urban Crossroads dated June 26, 2012).

NOTES:

(1) Total NITM Fees are based on the Great Park Neighborhoods Great Park Neighborhoods 2012 GPA/ZC NITM Fee Re-Allocation Study dated October 2014. Total NITM fee obligation reflected is subject to adjustment as noted in the NITM Ordinance.

(2) In accordance with the ARDA, no NITM fees are imposed upon (1) PIA 19, (ii) PIA 37, (iii) PIA 44, and (iv) the Great Park Property, excepting that portion of the Great Park Property that is the Police Site and the ARDA Transfer Site. The fees associated with these parcels conveyed to the City, excepting that portion of the Great Park Property that is the Police Site and the ARDA Transfer Site, have been allocated to the remaining Heritage Fields parcels within the respective Future Development Area.

(3) Fees for these parcels do not include any of the fees mentioned in Note (2) above.

(4) See Exhibit 'A' for Amended VTTM 17008 and Future Development Area GPIII Limits.

**ITEM 6: AMENDMENT NO. 5 TO PA 40 NITM FEE
CREDIT AND NITM FEE ALLOCATION PLAN
AGREEMENT**

**AMENDMENT No. 5
TO PA 40 NITM FEE CREDIT AND NITM FEE ALLOCATION PLAN AGREEMENT**

THIS AMENDMENT No. 5 TO PA 40 NITM FEE CREDIT AND NITM FEE ALLOCATION PLAN AGREEMENT (“**Amendment**”) is made and entered as of _____, 2015 by and between IRVINE COMMUNITY DEVELOPMENT COMPANY LLC, a Delaware limited liability company (“**Company**”) and the CITY OF IRVINE, a California municipal corporation (“**City**”), for the purpose of amending the “PA 40 NITM Fee Credit and NITM Fee Allocation Plan Agreement” entered into between Company and City as of March 28, 2011 (“**Agreement**”) to be consistent with the 2015 Annual NITM Fee Adjustment. Company and City hereby agree to the following changes to the Agreement:

1. Exhibit B to the Agreement is replaced in its entirety by the “PA 40 NITM Fee Allocation Plan (revision #6)” attached hereto.
2. Exhibit C to the Agreement is replaced in its entirety by the “Revised PA 40 NITM Fee Per 2015 Annual NITM Fee Adjustment” attached hereto.
3. Except as set forth in this Amendment, all terms, conditions and provisions of the Agreement are unchanged and remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to the Agreement to be executed by their respective duly authorized agents as of the date first set forth above.

CITY OF IRVINE
a California municipal corporation

**IRVINE COMMUNITY DEVELOPMENT
COMPANY LLC,**
a Delaware limited liability company

By: _____
Manuel Gomez
Director of Public Works

By: _____
Daniel H. Young
President

Attest:

By: _____
Molly McLaughlin
City Clerk

By: _____
Jamie Yoshida
Assistant Secretary

APPROVED AS TO FORM:
RUTAN & TUCKER

Todd O. Litfin

EXHIBIT B
PA 40 NITM FEE ALLOCATION PLAN (revision #6)

<u>DEVELOPMENT AREA</u>	<u>TRABUCO/SR133 INTERCHANGE (a)</u>	<u>NON-TRABUCO/SR133 IMPROVEMENTS (b)</u>	<u>TOTAL NITM OBLIGATION</u>
TTM 17277			
APARTMENTS (PAID)	\$5,445,151	\$2,617,487	\$8,062,638
FOR-SALE/AFFORDABLE (PAID)	\$9,998,106	\$4,806,096	\$14,804,202
RETAIL/MIXED USE (PAID)	\$1,401,758	\$666,129	\$2,067,887
RETAIL/MIXED USE	\$5,482,456	\$2,574,870	\$8,057,326
SUB-TOTAL	\$22,327,471	\$10,664,582	\$32,992,053
PA 40 MIXED USE LAND (e/o SR133)	\$6,757,492	\$3,173,699	\$9,931,191
NORTH MARINE WAY PARCEL	\$599,137	\$281,389	\$880,526
SOUTH MARINE WAY PARCELS	\$1,371,736	\$644,244	\$2,015,980
TOTAL	\$31,055,836	\$14,763,914	\$45,819,750

(a) May be satisfied by Trabuco/SR 133 Right of Way Credit

(b) To be paid by cash, AD bond proceeds and existing/projected NITM fee credits

Revision #6 - 2015 Fee Update

updated 8/28/15

EXHIBIT C
REVISED PA 40 NITM FEE PER 2015 ANNUAL NITM FEE ADJUSTMENT

DEVELOPMENT AREA	Fee Basis	ADT	TRABUCO/SR-133	Non-Interchange	TOTAL
TTM 17277					
APARTMENTS (Actual Payment)	\$44,612,810	11840	\$ 5,445,151	\$ 2,617,487	\$ 8,062,638
FOR-SALE/AFFORDABLE (Actual Payment)	\$44,612,810	21740	\$ 9,998,106	\$ 4,806,096	\$ 14,804,202
RETAIL/MIXED USE (Actual Payment)	\$40,123,968	3424	\$ 1,401,758	\$ 666,129	\$ 2,067,887
RETAIL/MIXED USE	\$47,992,333	10999	\$ 5,482,456	\$ 2,574,870	\$ 8,057,326
SUB-TOTAL			\$ 22,327,471	\$ 10,664,582	\$ 32,992,053
PA 40 MIXED USE E/O SR-133	\$47,992,333	13557	\$ 6,757,492	\$ 3,173,699	\$ 9,931,191
NORTH MARINE WAY PARCEL	\$47,992,333	1202	\$ 599,137	\$ 281,389	\$ 880,526
SOUTH MARINE WAY PARCELS	\$47,992,333	2752	\$ 1,371,736	\$ 644,244	\$ 2,015,980
		65514	\$ 8,728,365	\$ 4,099,332	\$ 12,827,697
TOTAL UPDATED PA 40 FEES			\$ 31,055,836	\$ 14,763,914	\$ 45,819,750
REMAINING FEES					
TTM 17277 Retail/Mixed Use			\$ 5,482,456	\$ 2,574,870	\$ 8,057,326
MIXED USE E/O SR-133			\$ 6,757,492	\$ 3,173,699	\$ 9,931,191
NORTH MARINE WAY PARCEL			\$ 599,137	\$ 281,389	\$ 880,526
SOUTH MARINE WAY PARCELS			\$ 1,371,736	\$ 644,244	\$ 2,015,980
TOTAL REMAINING			\$ 14,210,821	\$ 6,674,202	\$ 20,885,023
PA 40 Trabuco Share per Table 4-2	\$ 32,655,480				
2015 Fee Update	\$ 47,992,333				

8/28/15

ITEM 7: SEE ITEM 3